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Record of Closed Meeting | June 24, 2021

Pursuant to exceptions provided in Sections 2(c)5 and 21 of the Open Meetings Act, 5 ILCS 120/2(c)5 and 21, on Thursday, June 24, 2021 at approximately 11:16 a.m., the Tollway Board of Directors met telephonically in Executive Session to discuss Tollway matters related to purchase or lease of real property and the minutes of closed meetings.

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

Executive Session Attendance

| Board Members Present: | Staff Present for all or portions of the Meeting: |
|--------------------------------|---|
| Chairman Willard S. Evans, Jr. | Kathleen R. Pasulka-Brown (General Counsel) |
| Director James Connolly | José Alvarez (Executive Director) |
| Director Alice Gallagher | Christi Regnery (Board Secretary) |
| Director Jacqueline Gomez | Rocco Zuccherro (Chief Planning Officer) |
| Director Karen McConnaughay | |
| Director Scott Paddock | |
| Director James Sweeney | |

Directors discussed the minutes of a closed session meeting

Chairman Evans raised for consideration the Minutes of the Executive Session of the April 22, 2021 Board of Directors meeting and inquired whether there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Evans advised the Board that action on the Minutes will occur upon return to the public session of the meeting.



Directors discussed land acquisition activities

Identification of Real Estate Parcels (Legal Item 2): Pursuant to the Tollway’s obligation (arising from *ISTHA v. DiBenedetto*, 275 Ill. App. 3d 400, 405 (1st Dist. 1995)) to identify real estate interests it may need to acquire by condemnation, General Counsel provided a summary table for the Central Tri-State Tollway (I-294) Project parcel identification report, noting the addition of twenty (20) parcels.

Identification of Real Estate Parcels (Legal Item 2): Pursuant to the Tollway’s obligation (arising from *ISTHA v. DiBenedetto*, 275 Ill. App. 3d 400, 405 (1st Dist. 1995)) to identify real estate interests it may need to acquire by condemnation, General Counsel provided a summary table for the Elgin O’Hare Western Access Project (EOWA) Project parcel identification report, noting the addition of eleven (11) parcels.

Re-Enter Public Session

There being no further Executive Session business, Chairman Evans entertained a motion to re-enter the public session of the regular Board Meeting. Director Gomez made such a motion, seconded by Director McConnaughay. Chairman Evans asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director McConnaughay, Director Connolly, Director Gallagher, Director Paddock, Director Sweeney, Chairman Evans (7)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 11:21 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



Minutes of the
Executive Session of the Board of Directors Meeting

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Record of Closed Meeting | July 22, 2021

Pursuant to exceptions provided in Sections 2(c)2, 5, 11 and 21 of the Open Meetings Act, 5 ILCS 120/2(c)2, 5, 11 and 21, on Thursday, July 22, 2021 at approximately 11:52 a.m., the Tollway Board of Directors met telephonically in Executive Session to discuss Tollway matters related to collective bargaining, the purchase or lease of real property, probable or pending litigation and the minutes of closed meetings.

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

Executive Session Attendance

| Board Members Present: |
|--------------------------------|
| Chairman Willard S. Evans, Jr. |
| Director James Connolly |
| Director Stephen Davis |
| Director Alice Gallagher |
| Director Jacqueline Gomez |
| Director Karen McConnaughay |
| Director Scott Paddock |
| Director Gary Perinar |
| Director James Sweeney |

| Staff Present for all or portions of the Meeting: |
|--|
| Kathleen R. Pasulka-Brown (General Counsel) |
| José Alvarez (Executive Director) |
| Christi Regnery (Board Secretary) |

Directors discussed the minutes of a closed session meeting

Chairman Evans raised for consideration the Minutes of the Executive Session of the June 24, 2021 Board of Directors meeting and inquired whether there are any questions, concerns or



requests for amendment. Hearing nothing, Chairman Evans advised the Board that action on the Minutes will occur upon return to the public session of the meeting.

Directors discussed the executive session minutes for public release

Chairman Evans next raised for consideration the executive session minutes of the Tollway Board between April 2009 and April 2021 proposed for public release. He reminded Directors that, in accordance with the Open Meetings Act, the Board performs a semiannual review of the written minutes of all closed session meetings to determine if portions no longer require confidential treatment and should be made available for public inspection. He then inquired whether there are any questions or concerns regarding the contents of these minutes proposed and demarcated by General Counsel either for public release or continued redaction. Hearing nothing, Chairman Evans advised the Board that action on the executive session minutes for public release will occur upon return to the public session of the meeting.

Directors discussed land acquisition activities

Identification of Real Estate Parcels (Legal Item 1): Pursuant to the Tollway's obligation (arising from *ISTHA v. DiBenedetto*, 275 Ill. App. 3d 400, 405 (1st Dist. 1995)) to identify real estate interests it may need to acquire by condemnation, General Counsel provided a summary table for the Elgin O'Hare Western Access Project parcel identification report, noting the addition of twenty-three (23) parcels.

Directors discussed pending or probable litigation

[Discussions related to litigation and litigation strategy are redacted.]

Settlement Agreement – WSP USA, Inc. (Legal Item 3): General Counsel advised Directors that the Tollway's current General Engineering Consultant, WSP USA, Inc. ("WSP") notified the Tollway that it has acquired Knight E/A, Inc. ("Knight"). She advised the Board that Knight is currently a subconsultant on WSP's GEC contract and additionally has two open contracts with the Tollway independent of WSP's GEC contract. She explained that the conflict-of-interest provisions included in the GEC contract prohibit WSP from performing any "new services" for the Tollway during the contract term. She noted that the services Knight is performing and will continue to perform pursuant to the independent contracts appear to constitute "new services" and violate WSP's GEC contract. General Counsel stated that the Tollway has advised WSP of the foregoing and is seeking to resolve the issue with WSP. She further stated



that the Tollway is seeking the authority to continue negotiations with WSP and take actions necessary to resolve any potential or actual conflicts and/or take legal action.

[Director Gomez departed the Meeting at approximately 12:30 p.m.]

Directors and staff discussed at length options which might resolve any potential and actual conflicts, including potentially establishing appropriate firewalls. Due to the urgency of resolving the matter, Chair Evans and Directors McConnaughay and Sweeney were named as Board delegates for purposes of consulting with and providing direction to the General Counsel in negotiations with WSP. Director Connolly was named as an alternate for Chair Evans in the event Chair Evans was unavailable.

[Director Davis departed the Meeting at approximately 1:25 p.m.]

[Secretary's note: Due to a recording time limit restriction by the teleconference service used to facilitate the meeting, the final approximately 15 minutes of the Executive Session were not recorded. Minutes were taken throughout by the Board Secretary. During such time, no action was taken by the Board with exception of a motion to re-enter the public meeting as noted below.]

Directors discussed collective bargaining

Metropolitan Alliance of Police, Local 135: General Counsel briefed the Board on negotiations with MAP Local 135. She noted that one bargaining session had been conducted with another session is scheduled for late August.

Directors discussed pending or probable litigation

Johnson and Rosa v. ISTHA: General Counsel advised the Board that the Court recently granted summary judgment in favor of the Tollway in the matter of *Johnson and Rosa v. ISTHA, et al.*, which involved four consolidated lawsuits arising out of a March 25, 2016 accident in a Tollway construction zone on I-90. She noted that Plaintiffs will likely appeal.

Re-Enter Public Session

There being no further Executive Session business, Chairman Evans entertained a motion to re-enter the public session of the regular Board Meeting. Director Perinar made such a motion, seconded by Director Connolly. Chairman Evans asked that the roll be called on the motion, the vote of yeas and nays being as follows:



Executive Session of the Board of Directors Meeting

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

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 1:45 p.m.

Minutes taken by: _____ /s/ on original _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



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Record of Closed Meeting | September 9, 2021

Pursuant to exceptions provided in Sections 2(c)1, 5, 8, 11 and 21 of the *Open Meetings Act* on Thursday, September 9, 2021 at approximately 2:40 p.m., the Tollway Board of Directors met telephonically in Executive Session to consider Tollway matters related to personnel, the purchase or lease of real property, security procedures for the safety of employees or public property, probable or pending litigation and the minutes of closed meetings.

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

Executive Session Attendance

| Board Members Present: | Staff Present for all or portions of the Meeting: |
|--------------------------------|---|
| Chairman Willard S. Evans, Jr. | Kathleen R. Pasulka-Brown (General Counsel) |
| Director James Connolly | José Alvarez (Executive Director) |
| Director Stephen Davis | Christi Regnery (Board Secretary) |
| Director Alice Gallagher | T.J. Hengesbach (Inspector General) |
| Director Jacqueline Gomez | |
| Director Karen McConnaughay | |
| Director Scott Paddock | |
| Director Gary Perinar | |
| Director James Sweeney | |

Inspector General’s Summary Activity Report

Chairman Evans introduced T.J. Hengesbach, Tollway Inspector General, to provide a briefing for the Board on items likely to be included in the Office of Inspector General’s (“OIG’s”) Summary Activity Report to be formally presented in October. *[Discussions related to the discipline or*



performance of specific employees are redacted.] the report for the period of March 1, 2021 to August 31, 2021 is being provided in Executive Session to allow Directors an opportunity to discuss personnel and security issues not appropriate for public session.

Mr. Hengesbach summarized a memo distributed to Board members detailing three OIG investigations that resulted in corrective or disciplinary personnel actions, ranging from employee discharge/termination to disciplinary action/management training.

[Mr. Hengesbach departed the meeting at this time].

Directors discussed the minutes of a closed session meeting

Chairman Evans raised for consideration the Minutes of the Executive Session of the July 22, 2021 Board of Directors meeting and inquired whether there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Evans advised the Board that action on the Minutes will occur upon return to the public session of the meeting.

Directors discussed land acquisition activities

Identification of Real Estate Parcels (Legal Item 3): Pursuant to the Tollway's obligation (arising from *ISTHA v. DiBenedetto*, 275 Ill. App. 3d 400, 405 (1st Dist. 1995)) to identify real estate interests it may need to acquire by condemnation, General Counsel provided a summary table for the Elgin O'Hare Western Access Project parcel identification report, noting the addition of seventeen (17) parcels.

Directors discussed pending or probable litigation

Litigation Settlement – Estate of Samuel Gradman (Legal Item 4): General Counsel briefed Directors on settlement negotiations relating to a lawsuit arising out of a December 2017 multi-vehicle accident on the Ronald Reagan Memorial Tollway (I-88), in which Mr. Samuel Gradman was killed after striking a parked Tollway vehicle performing road work. *[Discussions related to litigation and litigation strategy are redacted.]*

General Counsel advised the Board that through mediation and negotiations, the parties tentatively agreed to settle this matter for \$1,500,000. She stated that accordingly, the Tollway seeks authority to settle this matter for \$1,500,000. She noted that the Tollway only would be responsible for \$500,000 of the settlement, the amount of the Tollway's self-insured retention. The \$1,000,000 balance of the settlement would be paid by the Tollway's insurers.



Settlement Agreement – ISTHA v. Valinvest Holding, LLC (Legal Item 5): General Counsel provided a summary of an Administrative Real Estate Settlement relative to Parcel TW-7-12-003 located at 300 West North Avenue, in Northlake, Illinois, which is required for Tollway right-of-way along the Elgin O’Hare Western Access (I-390) Corridor. General Counsel advised the Board that the parties have agreed to settle the matter for \$2,300,000.00, the amount established by the court as preliminary just compensation. General Counsel also noted that the initial 5-year temporary easement was extended for an additional five years or until construction is complete.

Workers’ Compensation – James Tallerico (Legal Item 6): General Counsel provided a summary of the workers’ compensation matter of Tollway equipment operator laborer James Tallerico, whose claims involve injuries sustained in 2013, 2016 and 2017. *[Discussions related to litigation and personnel matters are redacted.]* General Counsel stated that on March 14, 2018, it was determined that Mr. Tallerico was at maximum medical improvement and had permanent restrictions that the Tollway was unable to accommodate, which resulted in termination of his employment. She advised the Board that Tollway counsel has negotiated a \$220,000 settlement with Mr. Tallerico, which represents a compromised wage differential at a 6% interest rate and a further 10% reduction to resolve all outstanding claims and eliminate the risk of future related medical treatment costs.

Directors discussed Tollway Amnesty Program

[Discussion related to information security procedures are redacted.]

Directors and staff further discussed current collection practices, potential deterrents to and public perceptions of habitual offenders, as well as the positive implication to collection rates and timeliness of recently lowered fines. General Counsel additionally briefed Directors on elements of a new back-office Violation Enforcement System (“VES”) to come online in the coming months. Chairman Evans suggested that once the VES in online, the Systems Review & Customer Service Committee may wish to examine the resulting data to determine the propriety of additional deterrents.

Re-Enter Public Session

There being no further Executive Session business, Chairman Evans entertained a motion to re-enter the public session of the regular Board Meeting. Director Perinar made such a motion, seconded by Director Connolly. Chairman Evans asked that the roll be called on the motion, the vote of yeas and nays being as follows:



Executive Session of the Board of Directors Meeting

Yeas: Director Perinar, Director Connolly, Director Davis, Director Gallagher, Director Gomez, Director McConnaughay, Director Paddock, Director Sweeney, Chairman Evans (9)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 3:22 p.m.

Minutes taken by: _____ /s/ on original _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



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Record of Closed Meeting | October 21, 2021

Pursuant to exceptions provided in Sections 2(c)11 and 21 of the *Open Meetings Act* on Thursday, October 21, 2021 at approximately 11:09 a.m., the Tollway Board of Directors met telephonically in Executive Session to consider Tollway matters related to probable or pending litigation and the minutes of closed meetings.

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

Executive Session Attendance

| Board Members Present: | Staff Present for all or portions of the Meeting: |
|--------------------------------|---|
| Chairman Willard S. Evans, Jr. | Kathleen R. Pasulka-Brown (General Counsel) |
| Director James Connolly | José Alvarez (Executive Director) |
| Director Stephen Davis | Christi Regnery (Board Secretary) |
| Director Alice Gallagher | |
| Director Jacqueline Gomez | |
| Director Karen McConnaughay | |
| Director Scott Paddock | |
| Director Gary Perinar | |
| Director James Sweeney | |

Directors discussed the minutes of a closed session meeting

Chairman Evans raised for consideration the Minutes of the Executive Session of the September 9, 2021 Board of Directors meeting and inquired whether there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Evans advised the Board that action on the Minutes will occur upon return to the public session of the meeting.



Directors discussed pending or probable litigation

Workers' Compensation - Michael Gibien (Legal Item 1): General Counsel provided a summary of the workers' compensation matter of Tollway equipment operator laborer Michael Gibien, whose claims involve injuries sustained in September 2013. *[Discussions related to litigation and personnel matters are redacted.]*

General Counsel advised the Board that Tollway counsel has negotiated a \$110,000 settlement with Mr. Gibien to resolve all outstanding claims and eliminate the risk of future related medical treatment costs.

Settlement Agreement - WSP USA, Inc. (Legal Item 2): General Counsel briefed Directors on the matter raised during the July 2021 Executive Session, involving conflicts of interest created when WSP USA, Inc. ("WSP"), the Tollway's current General Engineering Consultant ("GEC"), acquired Knight E/A, Inc. ("Knight"), a firm with which the Tollway has long had significant contractual relationships.

General Counsel reported that she, in conjunction with a Subcommittee of the Board appointed in July, have successfully negotiated a resolution to the above-described breach of the GEC contract, which mitigates risks created by WSP's acquisition of Knight. She then summarized provisions put in place to address the three existing areas of Knight's work, specifically, Knight's subconsultancy work under the GEC contract, Knight's work under Contract 4623 and Knight's work under Contract 4701. General Counsel highlighted the ethical screens put in place between WSP and Knight, noting that all work Knight performed under the aforementioned contracts, on and after the acquisition date, is subject to review and audit, the costs of which WSP will pay. Chairman Evans thanked the Board for their engagement and time in resolving this matter and ensuring a good working relationship with WSP.

[Discussions related to litigation and litigation strategy are redacted.]

Directors discussed a pilot program

General Counsel provided background regarding existing Joint Committee on Administrative Rules provisions and the Tollway's desire to establish the type of pilot program contemplated by the same. She explained that pursuant to the pilot program, the mandatory \$50 fines applicable to most unpaid tolls included in final orders of liability will be suspended. She also discussed a companion amnesty program, authorized under the Toll Highway Act, pursuant to which the mandatory \$25 fines applicable to each unpaid toll on the Elgin-O'Hare Tollway (IL-390) will be



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Executive Session of the Board of Directors Meeting

suspended. She advised that both measures are consistent with the equity goals motivating the Tolling 2020 reforms. *[Discussion related to information security procedures are redacted.]*

Re-Enter Public Session

There being no further Executive Session business, Chairman Evans entertained a motion to re-enter the public session of the regular Board Meeting. Director Perinar made such a motion, seconded by Director Connolly. Chairman Evans asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Perinar, Director Connolly, Director Davis, Director Gallagher, Director Gomez, Director McConnaughay, Director Paddock, Director Sweeney, Chairman Evans (9)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 11:46 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



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Record of Closed Meeting | November 2, 2021

Pursuant to exceptions provided in Sections 2(c)1 and 11 of the *Open Meetings Act* on Tuesday, November 2, 2021 at approximately 8:25 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel and probable or pending litigation.

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

Executive Session Attendance

| Board Members Present: | Staff Present for portions of the Meeting: |
|--------------------------------|---|
| Chairman Willard S. Evans, Jr. | Kathleen R. Pasulka-Brown (General Counsel) |
| Director James Connolly | José Alvarez (Executive Director) |
| Director Stephen Davis | Shaun Farmer (Chief Internal Auditor) |
| Director Alice Gallagher | Christi Regnery (Board Secretary) |
| Director Jacqueline Gomez | T.J. Hengesbach (Inspector General) |
| Director Karen McConnaughay | |
| Director Scott Paddock | |
| Director James Sweeney | |

[All staff departed the meeting at this time.]

Directors discussed personnel matters

[Discussions related to personnel matters are redacted.]

Directors discussed pending or probable litigation



Settlement Agreement – ISTHA v. Colfin Cobalt I-II Owner LLC (Legal Item 2): General Counsel provided a summary of an administrative real estate settlement relative to Parcels NW-7-7B-15-008.P1 & P2 located at 2001 S. Mt. Prospect Road, Des Plaines, Illinois, which are required for Tollway right-of-way along the Jane Addams Memorial Tollway (I-90) Corridor. She advised the Board that the Land Acquisition Manager recommends that the Tollway agree to the Global Settlement amount of \$200,000.00 to acquire the needed interests. Directors discussed with General Counsel the difference in property valuations asserted by the parties.

[Discussions related to litigation and litigation strategy are redacted.]

Directors met without Chairman Evans to discuss personnel matters

[Discussions related to personnel matters are redacted.]

Re-Enter Public Session

[Discussions related to personnel matters are redacted.]

There being no further Executive Session business, Chairman Evans entertained a motion to re-enter the public session of the regular Board Meeting. Director Gallagher made such a motion, seconded by Director Sweeney. Chairman Evans asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Gallagher, Director Sweeney, Director Connolly, Director Gomez, Director McConnaughay, Director Paddock, Chairman Evans (7)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 1:30 p.m.

Minutes taken by: _____ /s/ on original _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority