

**MINUTES OF THE REGULAR MEETING OF THE ILLINOIS STATE
TOLL HIGHWAY AUTHORITY**

January 28, 2010

The Illinois State Toll Highway Authority met in regular session on Thursday, January 28, 2010 at approximately 10:00 a.m. in the Board Room of The Illinois State Toll Highway Authority's Administration Building in Downers Grove, Illinois.

The Meeting was held pursuant to By-Laws of the Authority upon call and notice of the Meeting executed by Chair Paula Wolff, which notice reads in words and figures as follows:

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY
Administration Building**

2700 Ogden Avenue Downers Grove, Illinois 60515

Governor Pat Quinn

Director George Pradel

Acting Secretary Gary Hannig

Director Jim Roof

Director Jim Banks

Director Maria Saldaña

Director Thomas Canham

Director Carl Towns

Director Bill Morris

Director Tom Weisner

Pursuant to the requirements of the Authority's By-Laws, Notice is hereby given of the Regular Board Meeting of the Authority to be held on **Thursday, January 28, 2010 at 10:00 a.m.** in the Boardroom of the Administration Building in Downers Grove, Illinois.

Paula Wolff, Chair

This meeting will be accessible to individuals with disabilities in compliance with Executive Order #5, and pertinent state and federal laws, upon notification of anticipated attendance. Persons with disabilities planning to attend and needing accommodations should contact the Americans with Disabilities Act Coordinator of The Illinois State Toll Highway Authority at (630) 241-6800, Ext. 1010 in advance of the meeting at 2700 Ogden Avenue, Downers Grove, IL, to inform of their anticipated attendance.

There will be live feed Webcasting of the Board Meeting while in session. An audio file will be available five business days after the meeting at www.illinoistollway.com.

Chair Wolff stated that this is the regularly scheduled meeting of the Board of The Illinois State Toll Highway Authority and asked the Secretary to call the roll. Those present and absent were as follows:

Present:

Chair Paula Wolff
Director Jim Banks
Director Bill Morris
Director George Pradel
Director Jim Roolf
Director Maria Saldaña
Director Carl Towns
Director Tom Weisner

Absent:

Governor Pat Quinn
Secretary Gary Hannig
Director Tom Canham

Chair Wolff then called for Public Comment. Ms. Christine Boardman, President of SEIU Local 73, spoke to the Board of Directors regarding the union negotiations, which have been going on for more than a year. Chair Wolff then called for any additional Public Comment and, there being none, called for a motion approving the Minutes of the Regular Board Meeting held on December 17, 2009.

Director Towns moved for approval; seconded by Director Morris. The motion was approved unanimously.

Work Group Reports

Director Weisner, Chairman of the Oases Working Group, briefed the Board. A full committee meeting was held in November, 2009, and another will be held in February. A date will be announced soon. The Working Group was formed to address issues at the oases. In early December the Tollway was informed that ExxonMobil would like to assign its lease to another vendor. The Tollway sought proposals from consultants to assist the Tollway in evaluating this request. Out of those proposals McGovern & Green LLP was determined to be the most suitable for this purpose. On January 7, 2010 the Tollway sent ExxonMobil a second due diligence letter (the first was on December 13, 2009) seeking information on Combined Oil, the proposed assignee. Tollway representatives, along with McGovern & Green LLC, met with Combined Oil at its office in Lincolnshire. Based on the information

requested and received, and the meeting with Combined Oil it was determined that there was not enough information for the Tollway to come to a reasonable conclusion at that time. The Tollway indicated to ExxonMobil, in writing, its concerns, and these were outlined in a meeting on January 14, 2010 with Chairman Wolff. At a January 15, 2010 meeting these same concerns were outlined to ExxonMobil by Tollway representatives, and followed in writing on January 19, 2010. The Tollway indicated that it needed more time than was allowed by the current lease to review the proposed assignment. On January 22, ExxonMobil agreed to extend the deadline on the proposed assignment to March 5, 2010. Tollway staff and McGovern & Green LLC will continue to review information as it comes in. Staff will report back to the full Board at our next meeting.

The other item is that the Tollway Investigation and Audit Department has completed a report regarding the court appointment of U.S. Equities as the receiver of the Wilton Partners leasehold in the iStar foreclosure litigation. The report concluded that U.S. Equities meets the qualifications for doing business with the Tollway, and did not find any appearance of a conflict of interest with business affiliates or personnel.

Director Morris then briefed the Board on the Customer Service Working Group. This committee has been looking at the I-PASS and Violation Systems and how they are working. The committee is in a learning mode regarding violations, such as how many days pass before the fine escalates and how it is resolved. The Violation System has brought in about \$175 million so far, and Senator Schoenberg has inquired if the system makes a profit, breaks even or loses money. The preliminary information seems to show that the system breaks even, but the committee will keep investigating. The Tollway is trying to increase communications with I-PASS customers, which make up 83% of the Tollway's customers. One of the key components is e-mail addresses. The committee is also looking at using websites for people who challenge their tickets, modeling it after what the City of Chicago has been doing. Staff hopes to have something by mid-summer, so people don't have to make the trip out to Downers Grove. The committee is beginning to take a look at the electronic toll collection and violations system, as the current

contract is up in June. Staff will be giving a presentation later today to help the committee understand this complicated system, so that the committee will be able to come back to the Board to advise if the Tollway should re-bid, extend the contract another year, or pursue other options we may have.

Chair Report

Chair Wolff stated Senator Garrett has been interested in a report from the Office of the Executive Inspector General that has generated some public discussion. The Tollway's position is that the Tollway is legally prohibited from releasing the report and the Tollway has received a letter from the Attorney General's Office supporting its decision.

Chair Wolff asked Mr. Tom Bamonte, General Counsel, to comment regarding some legal matters. Mr. Bamonte reminded Board members of a letter he had recently sent out regarding two changes in State Law, first an amendment to the revolving door provisions of the Procurement Code, which applies to Agency Officials, including Board members, and imposes an absolute bar on acceptance of employment or compensation from any significant Tollway vendor for one year after the director leaves the Tollway Board. The Tollway is working with the Executive Ethics Commission and the Governor's Office to identify the employees who will be subject to this provision.

The second item is amendments to the Freedom of Information Act. There are two exemptions that public agencies have often relied upon in the past to withhold documents, the deliberative process exemption, which exempts notes, drafts and policy making materials, and an exemption covering materials that may be an invasion of personal privacy if released. Under the new law, any time the Tollway wants to rely on one of these exemptions, the Tollway will have to go to the Attorney General's Public Access Counselor to get pre-clearance.

Mr. Bamonte also stated that there was a court hearing regarding the foreclosure process with iStar and Wilton in early January. The court dismissed Wilton's objections to the foreclosure. The expectation is that

the foreclosure will proceed on an unopposed basis, with a target time frame of mid-summer.

Executive Director Report

Mr. King began by re-introducing and thanking Mr. Joe Fivelson. Mr. Fivelson had been the Acting Inspector General, but is now the Acting Chief of Administration.

Mr. King then began a presentation on the Congestion Relief Program, as it relates to past, current and future Capital Planning. Approximately 80% of the current capital program has been wrapped up.

Mr. King advised that due to the many changes over the past two years, the Tollway would like to revisit its capital planning process with the Board. The process started a few months ago with the Planning-Engineering group and Finance beginning to update the analysis of the projects the Tollway has reviewed in the past. In addition, the Tollway has re-started the effort to work closely with IDOT, Metra, PACE, RTA, CMAP and other planning agencies to identify which projects are in the best interest of the region, and to make recommendations to the Governor on which projects the Tollway could potentially include in its capital plan. The Tollway has been working with communities, especially for interchanges that address economic growth. Chair Wolff also advised that the Governor would like the Board members to include in upcoming projects green initiatives.

Rocco Zucchero then gave an update to the Board on the TIGER Grants and the potential I-294 and I-57 Interchange. Mr. King advised that this information was being brought to the Board now because response from the FHWA for TIGER Grants would be coming before the next Board meeting. If it is only a partial grant then the Tollway may get the green light to do phased construction. The project will remain under active consideration even if this round of TIGER grants does not include money for it. The Board then discussed needing a comprehensive analysis on the Tollway's share of any potential projects, and to look at the environmental impacts.

Captain John Jesernik, District 15 State Police, then gave a presentation on how the State Police District 15 works within the Tollway.

Mr. King then asked for any comments regarding the update sent out to the Board earlier in the week regarding Tollway assets, including cars, cell phones, BlackBerry phones and computers. Board members advised that they would like Tollway management to take a closer look at the policy that governs take-home cars and employee I-PASS transponders.

Mr. King also advised that the Policy Procurement Board has suggested that the Tollway extend the Program Management Office contract an additional 30 days. The disclosure issues associated with the contract have been addressed. The Board inquired if the Program Management Office will be needed to the same extent as in the past since the Tollway capital plan is coming to a close. Staff indicated that the contract has been reduced over time.

Chair Wolff began the Consent Agenda by calling for a motion adopting the following resolutions:

Amendment to the Commercial Co-Location Agreement with Business Only Broadband (BOB). This appears in the Appendage as Resolution No. 18973 .

Amendment to the Intergovernmental Co-Location Agreement with QuadCom 9-1-1. This appears in the Appendage as Resolution No. 18974.

Director Banks moved for adoption; seconded by Director Roolf. The motion was approved unanimously.

Chair Wolff then called for a motion adopting the following resolutions:

Approval of the Retiree Health Insurance Payment to CMS. This appears in the Appendage as Resolution No 18975.

Resolution, as amended vesting the Chair with discretion to adjust the

managing underwriters assignments for consideration of Illinois presence of the firms to the extent allowed by law and in the best interest of the Tollway, authorizing the issuance of up to \$850 million of Revenue Bonds for the purpose of refunding certain outstanding variable rate revenue bonds of the Authority and the execution and delivery of certain agreements and documents related thereto and the termination of certain swap agreements related thereto and other related matters. This appears in the Appendage as Resolution No. 18976.

Director Pradel moved for adoption; seconded by Director Banks. The motion was approved unanimously.

Chair Wolff then called for a motion adopting the following resolutions:

Award of Contract 10-0025 to Landmark Ford, Incorporated for two Cargo Vans and five Cargo Vans with Aerial Lifts, in the amount of \$285,307. This appears in the Appendage as Resolution No. 18977.

Award of Contract 10-0054 to Energy Absorption Systems, Incorporated for 11 Trailer Mounted Attenuators, in the amount of \$193,545. This appears in the Appendage as Resolution No. 18978.

Award of Contract 10-0059 to Energy Absorption Systems, Incorporated for Crash Cushion Attenuator Systems Parts, in the amount of \$200,000. This appears in the Appendage as Resolution No. 18979.

Dollar Limit Increase on Contract 09-0044 to Landmark Ford, Incorporated for 42 Police Pursuit Vehicles by \$900,110, from \$663,584 to \$1,563,694. This appears in the Appendage as Resolution No. 18980.

Renewal of Contract 09-0039 to Martin Brothers for Woods Mower Parts and increasing the contract upper limit by \$30,000, from \$22,000 to \$52,000. This appears in the Appendage as Resolution No. 18981.

Award of Contract 10-0022 to Chicago United Industries for six Portable Generators in the amount of \$346,985.85. This appears in the Appendage as Resolution No. 18982.

Renewal of Contract 09-0016 to Builders Chicago Corporation for Labor and Replacement Parts to Repair Overhead Doors and increasing the contract upper limit by \$185,000, from \$185,000 to \$370,000. This appears in the Appendage as Resolution No. 18983.

Renewal of Contract 08-0039 by BHFX, LLC for Web-Based Xerographic Printing Services and increasing the contract upper limit by \$100,000, from \$200,000 to \$300,000. This appears in the Appendage as Resolution No. 18984.

Amendment to Resolution No. 18658 naming Nicko's Café & Deli as the vendor for Cafeteria and Vending Services at the Central Administration Building. This appears in the Appendage as Resolution No. 18985.

Emergency Affidavit to McGovern & Greene LLP for Consulting Services on the ExxonMobil Assignment Search in the amount of \$90,000. This appears in the Appendage as Resolution No. 18986.

Director Banks moved for adoption; seconded by Director Pradel. The motion was approved unanimously.

Chair Wolff then called for a motion adopting the following resolutions:

Proposal from Huff & Huff, Inc. for Design Services on Contract RR-09-5595 for Environmental Studies Upon Request, Systemwide, in the amount of \$1,500,000. This appears in the Appendage as Resolution No. 18987.

Proposal from ElectriTech, Inc. for Design Services on Contract RR-09-9067 for Alternative Energy Assessment and Tollway Facility Baseline, Systemwide, in the amount of \$250,000. This appears in the Appendage as Resolution No. 18988.

Proposal from Delcan Corporation (formerly National Engineering Technology Corp.), on Contract RR-03-5142 for Supplemental Traffic and Incident Management System (TIMS), Systemwide increasing the contract

upper limit by \$736,264, from \$7,732,108 to \$8,468,372. This appears in the Appendage as Resolution No. 18989.

Change Order on Contract I-06-8978 to Walsh Construction Company of Illinois/K-Five Construction Corporation (JV) for Roadway and Bridge Reconstruction and Widening on the Northbound Tri-State Tollway (I-294) from Milepost 15.53 (111th Street) to Milepost 18.27 (95th Street) in the amount of \$300,000. This appears in the Appendage as Resolution No. 18990.

Partial Release of Retainage on Contract I-07-5222 to F.H. Paschen, S.N. Nielsen & Associates, LLC for Roadway Widening and Reconstruction on the Northbound Tri-State Tollway (I-294) from Milepost 55.5 (Duffy Lane) to Milepost 59.7 (IL Route 60) by \$531,857.59, from \$1,463,793.75 to \$931,936.16. This appears in the Appendage as Resolution No. 18991.

Partial Release of Retainage on Contract I-07-5223 to Walsh Construction Company of Illinois for Interchange Reconstruction, Bridge Replacement Lighting and Signal Modernization on the Tri-State Tollway (I-94) at Milepost 56.5 (Half Day Road/IL Route 22) by \$720,037.96, from \$962,693.14 to \$242,655.18. This appears in the Appendage as Resolution No. 18992.

Partial Release of Retainage on Contract I-08-5495 to Walsh Construction Company of Illinois/K-Five Construction Corporation (JV) for Reconstruction and Widening on the Eastbound Reagan Memorial Tollway (I-88) from Milepost 131.9 (Finley Road) to Milepost 137.0 (IL Route 83) by \$1,466,152.21, from \$1,554,472.21 to \$88,320. This appears in the Appendage as Resolution No. 18993.

Partial Release of Retainage on Contract I-06-5518 to Martam Construction, Inc. for 22nd Street Reconstruction and Widening on the Reagan Memorial Tollway (I-88) by \$157,064, from \$250,370 to \$93,306. This appears in the Appendage as Resolution No. 18994.

Director Morris moved for adoption; seconded by Director Roof. The motion was approved unanimously.

Chair Wolff then called for a motion adopting the following resolution:

Partial Release of Retainage on Contract I-08-5543 to Rockford Blacktop Construction Co./Rock Road Companies (JV) for Roadway and Bridge Reconstruction on the Westbound Jane Addams Memorial Tollway (I-90) from Milepost 74.9 (Plaza 1/South Beloit) to Milepost 69.9 (IL Route 173) by \$2,053,617.27 from \$2,238,617.27 to \$185,000. This appears in the Appendage as Resolution No. 18995.

Director Morris moved for adoption; seconded by Director Banks. Director Towns abstained from voting on this item. The motion was approved unanimously. Chair Wolff then called for a motion adopting the following resolutions:

Partial Release of Retainage on Contract I-07-5229 to Plote Construction, Inc. for Roadway Reconstruction and Widening on the Northbound Tri-State Tollway (I-94) from Milepost 62.4 (IL Route 176) to Milepost 65.0 (IL Route 137) by \$320,335.04, from \$1,128,262.39 to \$807,927.35. This appears in the Appendage as Resolution No. 18996.

Partial Release of Retainage on Contract I-07-5233 to Plote Construction, Inc. for Roadway and Bridge Reconstruction and Widening on the Northbound Tri-State Tollway (I-94) from Milepost 65.0 (Buckley Road) to Milepost 70.5 (Stearns School Road) by \$1,404,140.79, from \$2,651,412.91 to \$1,247,272.12. This appears in the Appendage as Resolution No. 18997.

Partial Release of Retainage on Contract I-07-5237 to Plote Construction, Inc. for Roadway and Bridge Reconstruction and Resurfacing on the Northbound Tri-State Tollway (I-94) from Milepost 74.2 (Waukegan Plaza) to Milepost 78.3 (Wisconsin State Line) by \$190,000, from \$200,000 to \$10,000. This appears in the Appendage as Resolution No. 18998.

Partial Release of Retainage on Contract I-08-5696 to Plote Construction, Inc. for Eola Road Interchange on the Reagan Memorial Tollway (I-88) from Milepost 120.5 (Eola Road) to Milepost 122.0 (EJ&E RR) by \$647,230.14, from \$1,078,716.89 to \$431,486.75. This appears in the

Appendage as Resolution No. 18999.

Final Release of Retainage on Contract RR-09-5576 to Plote Construction, Inc. for Hot-Mix Repairs on the Jane Addams Memorial Tollway (I-90) from Milepost 3.0 (Lee Street) to Milepost 63.2 (Business Route 20); the Edens Spur from Milepost 48.7 (West Lake Ave.) to Milepost 51.2 (Dundee Road); and the Tri-State Tollway (I-294) from Milepost 22.3 (75th Street) to Milepost 40.9 (I-90 Ramps), in the amount of \$640,233.68. This appears in the Appendage as Resolution No. 19000.

Director Morris moved for adoption; seconded by Director Banks. Director Roolf abstained from voting on these items. The motion was approved unanimously.

Chair Wolff then called for a motion adopting the following resolutions:

Final Release of Retainage on Contract I-06-5517 to Walsh Construction Company of Illinois for Reconstruction and Widening on the Reagan Memorial Tollway (I-88) from Milepost 137.9 (IL Route 83 to Milepost 139.1 (York Road) in the Amount of \$945,879.56. This appears in the Appendage as Resolution No. 19001.

Final Release of Retainage on Contract I-08-5562 to Builders Chicago Corporation for Miscellaneous Toll Plaza Improvements on the Jane Addams Memorial Tollway (I-90); the Reagan Memorial Tollway (I-88); and the Veterans Memorial Tollway (I-355) in the amount of \$81,517.24. This appears in the Appendage as Resolution No. 19002.

Permit EW 09-25 to Flagg Creek Water Reclamation District for permission to install, maintain and operate an 8” sanitary sewer extension inside a 24” steel casing installed under and across the Reagan Memorial Tollway (I-88) and the Tri-State Tollway (I-294) connector west of York Road. Fee is not required. This appears in the Appendage as Resolution No. 19003.

Permit TS 09-24 to Kentucky Data Link, Inc. for permission to install,

maintain and operate fiber optic facilities under and across the Tri-State Tollway (I-294) at 88th Avenue. Fee will be \$1,000. This appears in the Appendage as Resolution No. 19004.

Permit TS 10-01 to AT&T for permission to install, maintain and operate fiber optic facilities under and across the Tri-State Tollway (I-94) at Washington Street. Fee will be \$1,000. This appears in the Appendage as Resolution No. 19005.

Director Roof moved for adoption; seconded by Director Banks. The motion was approved unanimously.

Chair Wolff then called for a motion adopting the following resolution:

Addendum to an Intergovernmental Agreement with DuPage County and the City of Aurora. This appears in the Appendage as Resolution No. 19006.

Director Pradel moved for adoption; seconded by Director Roof. Director Weisner abstained from voting on this item. The motion was approved unanimously.

Chair Wolff then called for a motion adopting the following resolutions:

Intergovernmental Agreement with the University of Illinois. This appears in the Appendage as Resolution No. 19007.

Settlement Agreement with Mr. Wayne Pauley. This appears in the Appendage as Resolution No. 19008.

Settlement Agreement with Mr. Roberto Rivera. This appears in the Appendage as Resolution No. 19009.

Director Morris moved for adoption; seconded by Director Roof. The motion was approved unanimously.

Chair Wolff then moved to temporarily adjourn the meeting for the Audit Committee to meet. The motion was approved unanimously.

After completion of the Audit Committee meeting the Board meeting resumed.

Chair Wolff then requested that the Board enter into Executive Session.

Mr. Bamonte stated that the Board would enter into Executive Session to discuss various matters that the Board is authorized by the Open Meetings Act to discuss in executive session and identified the specific exemptions at issue.

Chair Wolff called for a motion to enter into Executive Session. The motion was approved unanimously.

(Whereupon the Board entered into Executive Session)

Back in regular session, there being no further business, Chair Wolff called for a motion to adjourn. The motion was approved unanimously.

Meeting adjourned at approximately 2:10 p.m.

Assistant Secretary
The Illinois State Toll Highway Authority