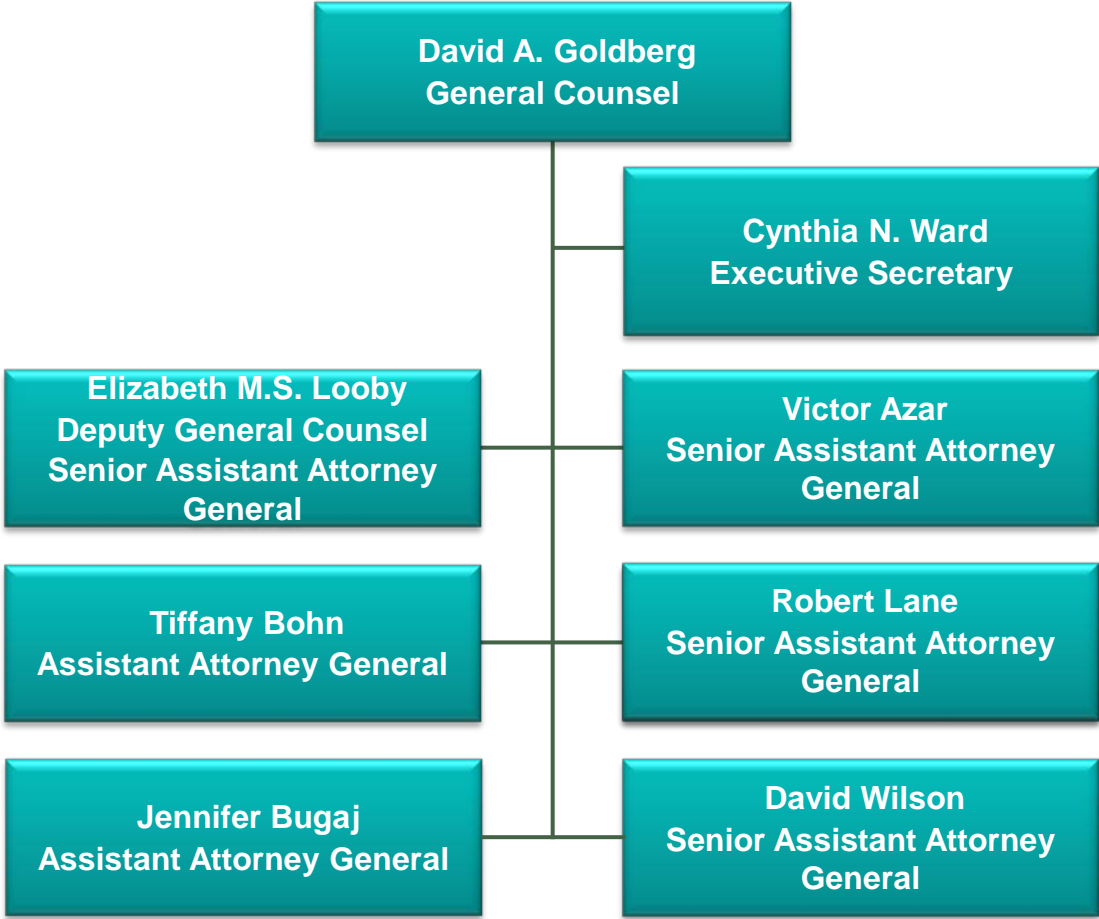




Legal Department Overview

Legal Department



Key Departmental Functions/Roles

■ Legal Department is a bureau of the Office of the Attorney General

- General Counsel reports to the Executive Director and Attorney General
- Provides legal assistance in all aspects of Tollway Operations

■ Types of legal issues

- Interpretation and counseling
 - Illinois Toll Highway Act (Tollway's enabling state law)
- Contract preparation
 - Drafting/reviewing RFPs
 - Review for form and constitutionality all monetary contracts
- Administration
 - Provide legal counsel regarding policy (legislative initiatives, transportation industry, electronic tolling).
 - Negotiate union contracts
 - Toll violations counseling – hardship reviews



Key Departmental Functions/Roles

❑ Finance operations

- Preparation of bond transaction documents; liaison with outside transactional counsel
- Assist with Risk Management issues

❑ Litigation

- Personal injury (Tollway patrons and/or TW employees)
- Employment (discrimination, union issues, workers compensation)
- Land acquisition – Tollway has condemnation powers
- Recovery of expenses (property damage)
- Violation enforcement -- liaison with outside collection firms
- Constitutional challenges to Tollway business and processes

❑ Board/Executive Office

- Assist in preparing/reviewing monthly agenda and resolutions
- Provide advice and counsel on conduct of Board meetings/operation (Open Meetings rules, etc.)
- Review minutes prior to voting
- Review/redact Executive Session minutes
- Internal Investigations



Legal Department Board/Committee Agenda Items

■ Intergovernmental Agreements (IGAs)

IGAs consist of agreements with one or more governmental entity. The IGAs typically identify the parties' contracting responsibilities, allocation of costs, maintenance responsibilities, and the allocation any other responsibilities that might be associated with the underlying project.

■ General Utility Agreements

Agreements with various utilities that will be impacted by Tollway construction projects (usually needing to relocate utility lines/cables). The agreements outline the general financial and construction responsibilities as well as the Tollway's approval, documentation and invoicing procedures.

■ Litigation Settlements

Proposed settlements that involve Tollway paying an adverse party. The types of cases include, personal injury, workers compensation, employment, contract, civil rights, and real estate.



Legal Department Board/Committee Agenda Items – cont'd.

■ Union Agreements

Tollway employees are represented by four unions (AFSCME, SEIU, Teamsters, MAP). The resulting collective bargaining agreements require Tollway Board consideration and approval.

■ Land Acquisition Matters

There are generally two types of real estate matters considered by the Board of Directors. The first type consists of the public identification of specific real estate properties to be condemned for Tollway purposes. The second type of matter concerns “administrative” real estate settlements (negotiated deals) for amounts that exceed pre-approved staff limits.

■ Administrative Rules

In addition to the Toll Highway Act, the Tollway is governed by Administrative Rules that the Board creates (toll violation process, speed limits, roadway procedures). Changes to these rules require Tollway Board approval and filing/approval in General Assembly.



Board of Directors – Administrative Matters

- ❑ Tollway Board is 9 Directors (max 5 from one party)
 - Governor, Secretary of IDOT are *ex officio* (don't count for quorum)
 - 6 is quorum for Tollway (differs from general rule)

- ❑ If Majority of Quorum gathering for Tollway business...Open Meetings Act applies
 - If quorum (6) physically present for meeting, majority may allow absent director telephonic participation (illness, employment, emergency)
 - Identification of Conflicts (Bylaws Art VII – Directors responsible to identify)
 - Recusals; Abstentions

- ❑ Affirmative vote of 6 Directors needed for Tollway Board Action

- ❑ Regular Meeting Schedule published at start of each year (changes have notice requirements)
 - Agendas published 48 hours prior – items not on an agenda may not be acted upon



Administrative Matters cont'd.

❑ Committees

- 4 standing – (i) Executive, (ii) Audit, (iii) Finance Administration & Operations, (iv) Customer Service and Planning.
- Bylaws call for Chair and up to 5 members (recent amendment also allows naming of alternates to ensure quorum)
- Chair appoints based on member interest; approval by full Board

❑ *Executive Committee*

- Governance, direction to management, guide in hiring/evaluating Executive Director
- Meet at least 3 times per year
- Recently 5 members

❑ *Audit Committee*

- Audit compliance, internal controls
- Meet at least 2 times per year
- Recently 3 members



Administrative Matters cont'd.

- ❑ *Finance, Administration & Operations Committee*
 - Oversight of all financial and operational activities
 - In-depth review of most contract awards and other conduct that binds the agency
 - Meets at least quarterly (Wed before Board)
 - Recently 3 members (+2 alternates)

- ❑ *Customer Service and Planning Committee*
 - Customer policies, IT solutions for customer service, strategic planning for construction projects and agency programs (e.g., Oasis, excess land, violation enforcement)
 - Meets at least quarterly
 - Recently 5 members (Co-chairs)

- ❑ *Points for Consideration in Designating Committees*
 - Subject matter expertise and interest
 - Committee Chair
 - Need for recusal (voting members)
 - Should Board Chair be *ex officio* to committees





THANK YOU