



Record of Meeting | November 19, 2015

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in regular session on Thursday, November 19, 2015 in the Boardroom of Tollway Headquarters in Downers Grove, Illinois. The Meeting was held pursuant to By-Laws of the Tollway upon call and notice of the Meeting executed by Chairman Robert J. Schillerstrom and posted in accordance with the requirements of the Illinois *Open Meetings Act*. The Meeting was open to the public.

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

Call to Order / Roll Call

Chairman Bob Schillerstrom called the Meeting to order at approximately 9:02 a.m., stating that this is the regularly scheduled meeting of the Board of Directors of the Tollway. He then called the roll, those Directors present and absent being as follows:

Board Members Present:
Chairman Bob Schillerstrom
Director Jim Banks
Director Corey Brooks
Director Earl Dotson Jr.
Director Joe Gomez
Director David Gonzalez
Director Craig Johnson
Director Nick Sauer

Board Members Not Present:
Governor Bruce Rauner <i>[ex officio]</i>
Secretary Randall Blankenhorn <i>[ex officio]</i>
Director James Sweeney

Chairman Schillerstrom declared a quorum present.

Public Comment

Chairman Schillerstrom opened the floor for public comment, requesting that speakers please limit their remarks to three minutes.

The following members of the public offered comments related to the proposed Illinois Route 53/120 Project:



- Steve Park, Lake County Transportation Alliance Executive Director and Village of Gurnee representative to both the Illinois Route 53/120 Project Finance and Land Use Committees, expressed his support for the Board authorizing the development of an environmental impact statement (“EIS”) for the project. He asserted that the EIS will address unanswered questions and serve to facilitate important discussion needed to advance the proposed project, which is, in his estimation, the best alternative to address traffic congestion in the region.
- Stacy Meyers, staff attorney for Openlands, spoke in opposition to authorizing the EIS, suggesting that the Illinois Route 53/120 Land Use Strategy Document recently approved does not comport with standards developed for the project by the Illinois Route 53/120 Blue Ribbon Advisory Council.

The following members of the public offered comments related to the Tollway’s diversity programs and efforts:

- Dipak S. Shah, Rubinos & Mesia Engineers, Inc., expressed his gratitude to the Tollway for its efforts over the past ten years to increase access to economic opportunities for disadvantaged, minority- and women-owned enterprise (“D/M/WBE”) firms; efforts which have allowed his and many other D/M/WBE firms to succeed and grow. He encouraged continuing support by the Board for the Tollway’s diversity programs.
- Vern Stewart, president of SE3, LLC, highlighted the improved diversity of participation in Tollway projects brought about by the Tollway’s efforts to increase access to economic opportunities for D/M/WBE firms. He encouraged continuing support by the Board for the Tollway’s diversity and inclusion efforts.
- Cruz M. Bernal-Albano, founder of Bernal-Albano, Inc., emphasized the benefit she received from the Tollway’s Mentor/Protégé Program for professional services consultants and encouraged continuing support by the Board for this program and other Tollway technical assistance programs and diversity efforts.
- Jorge Gloger, owner of Gloger Engineers, Ltd., requested the Board consider a dedicated diversity program to increase opportunities for small-capacity engineering firms to participate in Tollway contracts. He identified specific quality control functions as examples of the roles in which small-capacity firms might serve if provided the opportunity.
- Lynn Bergstrom. TOLY Consultants Group, identified her firm as a consultant to the



Construction Business Development Center (“CBDC”). She highlighted the one-on-one outreach performed as part of the CBDC’s technical assistance program, suggesting this feature contributes to the program’s success in providing small, disadvantaged-, minority- and women-owned firms in the construction industry with the skills and knowledge to compete for and win opportunities to participate on Tollway construction projects. She encouraged the Tollway’s continuing support of the CBDC.

- Richard A. Rivera, president of R & G Engineering, LLC, expressed his concurrence with the comments provided by previous speakers in support of the Tollway’s diversity programs, adding that the Tollway’s Disadvantaged Business Enterprise (“DBE”) Program and Mentor/Protégé Program have been vital to the success of his minority-owned firm. He additionally acknowledged the Chiefs and staff of both the Tollway’s Engineering and Diversity Departments for their efforts in facilitating networking opportunities and advancing the diversity of participation in Tollway contracts.
- Mae C Whiteside, principal of CKL Engineers LLC, suggested the Tollway is unique in its comfort with small, disadvantaged-, minority- and women-owned firms serving in a leadership role on projects. She expressed her gratitude to the Tollway for its contribution to the success of her minority-owned firm and encouraged continuing support by the Board for the Tollway’s diversity programs.
- Orhan Ilgaz Ulger, American Council of Engineering Companies (ACEC-Illinois), expressed his gratitude to the Tollway for its successful efforts to increase access to economic opportunities for disadvantaged, minority- and women-owned enterprises. He suggested that even in the face of the state’s economic challenges, the Tollway’s DBE Program provides opportunities for D/M/WBE firms to succeed and grow. He encouraged continuing support by the Board for the Tollway’s DBE program.
- Abe Adewale, president of ABNA Engineering, Inc., commended the Tollway for its success in delivering opportunities for disadvantaged, minority- and women-owned firms to participate in Tollway contracts. . He encouraged continuing support by the Board for the Tollway’s diversity programs and for “unbundling” of larger contracts, providing more opportunities for D/M/WBE firms.
- Mamie Lightford, principal of J & M Envisions 7, Inc., commented on the benefit her firm received from participating in the CBDC technical assistance program. She thanked the Board and encouraged their continuing support of the CBDC.



- Harvind Singh, principal at Singh & Associates, Inc., expressed her gratitude to the Board and staff for their implementation and support of the Tollway's diversity programs, including the DBE Program and the Mentor/Protégé Program, which have benefited her minority-owned firm. She asked that the Tollway continue its support of these programs and highlighted their importance to the minority contracting community.
- Allison Thurman, owner of Art by Allison, thanked the Tollway for the opportunities it has afforded small businesses through its support of the CBDC. She highlighted the customized training and technical assistance she received from the CBDC and expressed it is her hope that with the skills and knowledge gained, her minority-owned firm will be able to compete for and win opportunities to participate on Tollway construction projects.
- Adrian Mobley indicated she is speaking on behalf of Robert Baker, president of Save our Community Coalition. Referencing the Tollway's recently released Disparity Study, Ms. Mobley expressed concern regarding the level of participation by African American firms in Tollway construction contracts. She indicated Mr. Baker is encouraged by, and looks forward to working with, Governor Rauner's recent appointments to the Board and the new Executive Director to advance diversity initiatives which will increase Tollway workforce diversity and expand participation of African American firms in Tollway construction contracts. She further suggested that Illinois road builders must be encouraged to play an active role in addressing diversity within the industry.

Chairman Schillerstrom thanked all of the speakers for their comments.

Chairman's Items

Item 1: Approval of the Minutes of the regular Board of Directors meeting held October 22, 2015.

Chairman Schillerstrom called for a motion to approve **Chairman's Item 1**, the Minutes of the regular Board of Directors meeting held on October 22, 2015, as presented. Director Banks made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom called for a vote. The motion PASSED unanimously.

Chairman Schillerstrom stated that action on Chairman's Item 2, the Minutes of the Executive Session of the Board meeting held on October 22, 2015, will be deferred until after consideration in Executive Session.



COMMITTEE REPORTS

Chairman Schillerstrom asked the chairs of the following committees of the Board if they had any report to provide on the committees' recent activities:

Finance, Administration & Operations Committee

Committee Chair Gomez updated the Board on the Finance, Administration and Operations Committee ("FAO Committee") meeting held Tuesday, November 10, 2015, providing the following highlights:

FINANCE presented the Quarterly Financial Review for the third quarter, reporting that traffic and revenue exceeded amounts budgeted last December and that operating and capital expenses were less than budgeted for the third quarter.

The Committee recommended three Finance items to be placed on today's Board agenda for approval, including renewal of cyber liability insurance policy, renewal of the employee health care plan, and authorization to redeem early \$69.2 million of Series 1998B bonds due on January 1, 2017.

PROCUREMENT presented five items which the Committee recommended for placement on the full Board agenda. Procurement Items 1 and 2 provide for the replacement and upgrade of portable Starcom 21 radios, programming tools, training, equipment, and installation. Procurement Items 4, 5 and 6 provide for the purchase of parts and repair services for overhead garage doors throughout the Tollway system, pick up and disposal of scrap tire debris, and portable wheel-load weigh scales.

The Committee recommended expanding the number of vendors selected for award of Procurement Item 3, which provides for Job Order Contracting for general construction services, and this revised item will be re-presented today for consideration of the full Board.

ENGINEERING presented 14 items which were reviewed and approved for placement on the Board agenda with the Committee's recommendation for approval. Engineering Item 15 is related to land acquisition and will be discussed in Executive Session prior to consideration by the full Board.

LEGAL presented one item, an intergovernmental agreement with DuPage County and the Village of Bensenville regarding advance draining work on the Elgin O'Hare Western Access



Project, which was approved for placement on the Board agenda with the Committee's recommendation for approval.

Customer Service & Planning Committee

Committee Chair Schillerstrom updated the Board on the Customer Service and Planning Committee ("CSP Committee") meeting held Thursday, November 12, 2015, providing the following highlights:

The planning process for the Central Tri-State (I-294) Tollway reconstruction is underway and staff will be evaluating a range of options for the stretch of I-294 between Rosemont (Balmoral Ave.) and Oak Lawn (95th Street). Staff will continue to engage the local communities and stakeholders in a dialogue to help shape the vision of the project. Staff has been directed to keep the members of the CSP Committee informed as the planning process proceeds.

Two new land policies: the Illinois Tollway Excess Real Property Declaration and Disposal Policy and the Illinois Tollway Annexation Policy, were discussed and reviewed with Committee members and are being recommended for approval today. These policies were prepared in collaboration with several local government agencies and will allow the sale of Tollway land that is deemed excess for Tollway purposes, as well as, support local government land use planning via annexation. Both of the policies emphasize cooperation and collaboration between the Tollway and local governments to enable the most effective use of excess land for economic development or other purposes.

Chairman Schillerstrom noted that CSP Committee meetings will be scheduled monthly in 2016, rather than quarterly.

Diversity & Inclusion Committee

Committee Chair Brooks updated the Board on the first meeting of the Diversity and Inclusion Committee held on Thursday, October 15, 2015, providing the following highlights:

The newly-established Diversity and Inclusion Committee was formed to provide policy direction and oversight of the Tollway's inclusion efforts in construction, professional services and goods and services contracting as well as internal and external workforce diversity. The goal of the Committee is to review current diversity programs and develop new initiatives that create access to jobs, provide opportunities for small and disadvantaged businesses, support mentoring and training programs, and provide educational and workforce development assistance. The Committee hopes to benefit the workforce in Illinois, the contracting



community, and the Tollway by breaking down potential barriers to participation and ensuring greater accountability and increased transparency.

Diversity Department staff provided the Committee with presentations on participation in various DBE programs, an overview on current and upcoming Diversity programs, and DBE compliance initiatives. Chief of Diversity, Gustavo Giraldo provided an update on the recent Diversity Advisory Council meeting and on outreach. Finally, Lisa Williams, Tollway Equal Employment Opportunity (EEO) Officer, provided an update on current internal Tollway diversity progress.

The Committee is charged with providing recommendations to the full Board by May 1, 2016.

[End of Committee Reports]

Item 4: Approval of the Illinois Tollway Excess Real Property Declaration and Disposal Policy and the Illinois Tollway Annexation Policy.

Chairman Schillerstrom then called for a motion to approve **Chairman's Item 4**, the Illinois Tollway Excess Real Property Declaration and Disposal Policy and the Illinois Tollway Annexation Policy, both as presented. Director Banks made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Johnson, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Having no further items, Chairman Schillerstrom called on Greg Bedalov, Executive Director.

Executive Director

Art Contest Winners: Executive Director Bedalov welcomed the finalists, and their guests, of the Tollway's Student 2016 Illinois Tollway Map Cover Art Contest. Mr. Bedalov stated that participants in this year's contest were asked to use their talents to join the Tollway's efforts to promote conservation of monarch butterflies, the state insect of Illinois. Mr. Bedalov further stated



that finalists will receive gift certificates from Blick Art Materials and oases tenants and the grand prize winner's artwork will be featured on the cover of the 2016 Tollway map, which is distributed to more than 100,000 customers. Executive Director Bedalov thanked the high school art students for their time, talents, and creativity. He additionally thanked the sponsors of the 2016 Illinois Tollway Map Cover Contest – Blick Art Materials and MB Real Estate (MBRE) – and introduced Richard Jacobsohn, of Blick Art Materials, and Alma Becerra and Suzanne Hendrick, of MBRE.

Executive Director Bedalov then announced the third runner-up, Anna Peterson from Rockford Christian High School in Rockford; the second runner-up, Cecilia Schmitt from Hononegah High School in Rockton; the first runner-up, Perri Bentley from Bolingbrook High School in Bolingbrook; and the winner, Theresa Kerouac from Lake Forest High School in Lake Forest.

The students and their art teachers were congratulated by Executive Director Bedalov and Chairman Schillerstrom.

[At approximately 9:54 a.m., the meeting was recessed to allow for photographs with the contest finalists and their guests. The meeting resumed at approximately 9:59 a.m.]

Executive Director Bedalov welcomed the Tollway's newly-appointed Inspector General, TJ Hengesbach, and provided a brief overview of his background.

Executive Director Bedalov then welcomed the Tollway's new Chief of Communications, Cindy Klima, and provided a brief overview of her background.

Quarterly Financial Review: Executive Director Bedalov introduced Mike Colsch, Chief of Finance, to present the Quarterly Financial Review ("QFR"), comparing the budget to actual (preliminary) results for the third quarter ending Sept 30, 2015. [See attached presentation.](#)

At the conclusion of the QFR, Mr. Colsch updated the Board on the recently completed issuance by the Tollway of \$400 million in new-money bonds (Series 2015B), previously authorized by the Board. He highlighted that the Tollway's most recent bond issue achieved a yield to call date which is 20 basis points below that of the Tollway's Series 2015A issue transacted in July, demonstrating, in his estimation, the markets confidence in the Tollway's operations, management and financial condition.

Disparity Study: Executive Director Bedalov reported the recent completion of the Illinois Tollway 2014 Disadvantaged Business Enterprise ("DBE") Disparity Study conducted to review



contracting practices and the Tollway's DBE Program. He emphasized that the study is part of the Tollway's continuing efforts to ensure that diverse businesses have an opportunity to compete for construction and construction-related services contracts awarded as part of the *Move Illinois* Capital Program. He then introduced Gustavo Giraldo, Chief of Diversity and Strategic Development, to provide a briefing for the Board on the issues examined, the results, and the recommendations of the Disparity Study. [See attached presentation.](#)

Director Gonzalez complimented the Disparity Study and thanked Collette Holt, whose firm conducted the study. He then acknowledged staff, former executive director Kristi Lafleur and former chair Paula Wolff for understanding the need and for their leadership in implementing diversity programs and initiatives at the agency which have been successful, as demonstrated by public comments received at the Meeting. He emphasized that the study findings evidence that disparities continue to exist, however, and that opportunities remain for the Tollway to do better.

Committee Chair Gomez commended Mr. Giraldo for his work advancing Tollway diversity and inclusion efforts.

Items for Consideration

Chairman Schillerstrom reminded those in attendance that each of following items for consideration, with some exceptions which are noted, has been reviewed in detail, discussed and approved at committee for placement on the Meeting agenda with the relevant committee's recommendation for Board approval.

Finance

Item 1: Award of Contract to Beazley Insurance Company for Cyber Liability Insurance for a one-year period. (Tollway Request for Proposals).

Chairman Schillerstrom called for a motion to approve **Finance Item 1**. Director Johnson made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Gomez, Director Banks Director Brooks, Director Dotson, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.



Item 2: Renewal of Contract 09-0138 for the Employee Health Benefit Programs with Blue Cross Blue Shield of Illinois for the 2016-2017 plan year (Tollway Request for Proposals).

Chairman Schillerstrom called for a motion to approve **Finance Item 2**. Director Gomez made a motion for approval; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Sauer, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 3: Authorization of Early Redemption of Series 1998B Bonds.

Chairman Schillerstrom called for a motion to approve **Finance Item 3**. Director Banks made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Dotson, Director Gomez, Director Brooks, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Procurement

Item 1: Award of Contract 15-0152 to Motorola Solutions, Inc. for the purchase of Starcom21 Radio Replacements in an amount not to exceed \$9,461,056.00 (Order Against CMS Master Contract).

Chairman Schillerstrom called for a motion to approve **Procurement Item 1**. Director Sauer made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:



Yeas: Director Sauer, Director Gomez, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 2: Award of Contract 15-0155 to Motorola Solutions, Inc. for the purchase of Starcom21 Radio Programming Tools, Training, Equipment, and Equipment Installation in an amount not to exceed \$947,874.48 (Order Against CMS Master Contract).

Chairman Schillerstrom called for a motion to approve **Procurement Item 2**. Director Johnson made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom noted that the following item was deferred at Committee to provide an opportunity for its amendment. He then requested that John Donato, Chief of Procurement, represent the revised Procurement item 3 for Board consideration.

Item 3: Award of Contract 15-0081 to F.H. Paschen, S.N. Nielsen & Associates LLC; Anchor Mechanical, Inc.; AGAE Contractors, Inc.; McDonagh Demolition, Inc.; Robe, Inc.; Conecta Group, Inc.; Speedy Gonzalez Landscaping, Inc.; Old Veteran Construction, Inc.; and Wight Construction Services, Inc. for the purchase of Job Order Contracting (“JOC”) for General Construction Services in an aggregate amount not to exceed \$50,000,000.00 (Tollway Invitation for Bids).

Upon conclusion of presentation of this item by Mr. Donato, Chairman Schillerstrom called for a motion to approve **Procurement Item 3**. Director Banks made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion.



Director Gomez commended staff for expanding the number of vendors selected for award of this contract from three to nine, highlighting this revision as supportive of the Tollway's interest in expanding contractor opportunities.

Hearing no further discussion, Chairman Schillerstrom called for a roll call on the pending motion, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Johnson, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 4: Award of Contract 14-0157R to Builders Chicago Corporation for the purchase of Overhead Garage Door Parts and Repair Services in an amount not to exceed \$306,085.20 (Tollway Invitation for Bids).

Chairman Schillerstrom called for a motion to approve **Procurement Item 4**. Director Dotson made a motion for approval; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Directors Sauer, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 5: Award of Contract 14-0130R to DisposAll Waste Services, LLC for the purchase of Scrap Tire/Rubber Debris Pickup and Disposal Services in an amount not to exceed \$177,600.00 (Tollway Invitation for Bids).

Chairman Schillerstrom called for a motion to approve **Procurement Item 5**. Director Johnson made a motion for approval; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Directors Sauer, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Chairman Schillerstrom (8).



Nays: None (0)

The motion to approve PASSED.

Item 6: Award of Contract 14-0150 to F.L. Walz, Inc. (d.b.a. Walz Scale Co., Inc.) for the purchase of Portable Wheel-Load Weigh Scales in an amount not to exceed \$71,920.00 (Tollway Invitation for Bids).

Chairman Schillerstrom called for a motion to approve **Procurement Item 6**. Director Sauer made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Sauer, Directors Gomez, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Engineering

Item 1: Award of Contract RR-15-5711 to Lorig Construction Company for Eastbound Bridge Rehabilitation on the Jane Addams Memorial Tollway (I-90) from Milepost 78.3 (West of Des Plaines River Road) to Milepost 78.8 (Kennedy Expressway) in the amount of \$9,169,227.99.

Chairman Schillerstrom called for a motion to approve **Engineering Item 1**. Director Johnson made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (9).

Nays: None (0)

The motion to approve PASSED.

Item 2: Award of Contract I-15-4232 to Plote Construction, Inc. for Inside Roadway and Bridge Reconstruction on the Jane Addams Memorial Tollway (I-90) from Milepost 56.8 (IL Route 25) to Milepost 60.8 (Higgins Road) in the amount of \$30,349,821.73.



Chairman Schillerstrom called for a motion to approve **Engineering Item 2**. Director Dotson made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Director Johnson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 3: Award of Contract I-15-4233 to Plote Construction, Inc. for Inside Roadway and Bridge Reconstruction on the Jane Addams Memorial Tollway (I-90) from Milepost 60.8 (Higgins Road) to Milepost 65.5 (Roselle Road) in the amount of \$40,990,755.28.

Chairman Schillerstrom called for a motion to approve **Engineering Item 3**. Director Banks made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Dotson, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 4: Award of Contract I-15-4231 to Lorig Construction Company, for Eastbound Roadway and Bridge Reconstruction and Widening on the Jane Addams Memorial Tollway (I-90) from Milepost 53.7 (Elgin Plaza) to Milepost 55.4 (Fox River) in the amount of \$21,105,929.40.

Chairman Schillerstrom called for a motion to approve **Engineering Item 4**. Director Sauer made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Sauer, Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Chairman Schillerstrom (8).

Nays: None (0)



The motion to approve PASSED.

Item 5: Award of Contract I-14-5700 to Lorig Construction Company, for Crossroad Bridge Reconstruction and Widening on the Jane Addams Memorial Tollway (I-90) from Milepost 24.5 (Tripp Road) to Milepost 27.9 (Spring Center Road) in the amount of \$6,503,132.28.

Chairman Schillerstrom called for a motion to approve **Engineering Item 5**. Director Dotson made a motion for approval; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Directors Sauer, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 6: Award of Contract I-14-4642 to Plote Construction, Inc. / Dunnet Bay Construction Co., JV for Roadway and Bridge Construction on Illinois Route 390 from Milepost 13.6 (West of Prospect Avenue) to Milepost 15.2 (East of Lively Blvd) in the amount of \$52,973,667.81.

Chairman Schillerstrom called for a motion to approve **Engineering Item 6**. Director Johnson made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 7: Award of Contract I-15-4651 to Semper Fi Yard Service, Inc for Landscape Improvements on Illinois Route 390 from Milepost 5.9 (Lake Street US 20) to Milepost 12.1 (Rohlwing Road IL 53) in the amount of \$1,323,776.20.

Chairman Schillerstrom called for a motion to approve **Engineering Item 7**. Director Johnson made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there



were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 8: Acceptance of Proposal from Globetrotters Engineering Corporation, on Contract I-15-4241 for Construction Management Service Upon Request, Systemwide, in an amount not to exceed \$3,500,000.00.

Chairman Schillerstrom called for a motion to approve **Engineering Item 8**. Director Dotson made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Director Johnson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 9: Acceptance of Proposal from AECOM Technical Services, Inc. on Contract RR-10-9973 for Supplemental Consulting Engineering Services, Systemwide, in the amount of \$18,239,000.00 from \$58,913,971.33 to \$77,152,971.33.

Chairman Schillerstrom called for a motion to approve **Engineering Item 9**. Director Dotson made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Director Johnson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.



Item 10: Acceptance of Proposal from CDM Smith Inc. on Contract RR-10-9974 for Supplemental Traffic Engineering Services, Systemwide, in the amount of \$4,270,000.00 from \$17,878,823.19 to \$22,148,823.19.

Chairman Schillerstrom called for a motion to approve **Engineering Item 10**. Director Banks made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Gomez, Director Brooks, Director Dotson, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 11: Acceptance of Proposal from HNTB Corporation on Contract I-11-4013 for Supplemental Program Management Services, Systemwide, in the amount of \$19,153,417.53 from \$69,890,000.00 to \$89,043,417.53.

Chairman Schillerstrom called for a motion to approve **Engineering Item 11**. Director Johnson made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Gomez, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 12: Acceptance of Proposal from DLZ Illinois, Inc. on Contract I-13-4106 for Supplemental Construction Management Services for Crossroad Bridge Reconstruction and Widening on the Jane Addams Memorial Tollway (I-90) at Milepost 65.6 (Roselle Road), in the amount of \$1,188,000.00 from \$2,900,000.00 to \$4,088,000.00.

Chairman Schillerstrom called for a motion to approve **Engineering Item 12**. Director Sauer made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion.



Paul Kovacs, Chief Engineer, noted for benefit of the record that the award amounts for Engineering Items 12 and 13 are reduced by approximately \$70 and \$3,559 respectively from when presented at Committee, as a result of further negotiations.

Hearing no further discussion, Chairman Schillerstrom called for a roll call on the pending motion, the vote of yeas and nays being as follows:

Yeas: Director Sauer, Director Gomez, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 13: Acceptance of Proposal from Parsons Brinckerhoff, Inc. on Contract I-13-4107 for Supplemental Construction Management Services for Bridge Reconstruction on the Jane Addams Memorial Tollway (I-90) at Milepost 67.3 (Meacham Road), in the amount of \$1,095,153.28 from \$2,972,774.21 to \$4,067,927.49.

Chairman Schillerstrom called for a motion to approve **Engineering Item 13**. Director Gomez made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Dotson, Director Banks, Director Brooks, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Item 14: Change Order on Contract I-13-4629 to F.H. Paschen, S.N. Nielsen & Assoc., LLC for Road and Bridge Construction on the New Illinois Route 390 from Milepost 10.1 (East of Roselle Road) to Milepost 13.6 (Arlington Heights Road) in the amount of \$582,940.50.

Chairman Schillerstrom called for a motion to approve **Engineering Item 14**. Director Johnson made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:



Yeas: Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom stated that action on Engineering Item 15 will be deferred until after consideration in Executive Session.

Legal

Item 1: An Intergovernmental Agreement with DuPage County and the Village of Bensenville regarding advance draining work on Elgin O'Hare Western Access project. Cost to the Tollway: \$0.

Chairman Schillerstrom called for a motion to approve **Legal Item 1**. Director Gomez made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Dotson, Director Banks, Director Brooks, Director Gonzalez, Director Johnson, Director Sauer, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

Chairman Schillerstrom stated that action on Legal Items 2 and 3 will be deferred until after consideration in Executive Session.

Executive Session

Chairman Schillerstrom called for a motion to enter Executive Session pursuant to exceptions provided in Sections 2(c)1, 2(c)5, 2(c)11 and 2(c)21 of the Illinois *Open Meetings Act* to consider Tollway matters related to the performance of specific employees, the purchase of real property, potential or pending litigation and the minutes of closed meetings.

Director Gomez made a motion, pursuant to the sections specified, to enter Executive Session; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns



or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Sauer, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director, Johnson, Chairman Schillerstrom (8).

Nays: None (0)

The motion to approve PASSED.

At approximately 10:56 a.m., the Board entered into Executive Session.

[Director Dotson departed the Meeting during Executive Session at approximately 11:45 a.m.]

Return from Executive Session and Action (if any)

At approximately 11:53 a.m., the Board re-entered the public session of the Meeting.

Chairman's Item 2: Approval of the Minutes of the Executive Session of the Board of Directors meeting held October 22, 2015.

Chairman Schillerstrom called for a motion to approve **Chairman's Item 2**, the Minutes of the Executive Session of the Board of Directors meeting held October 22, 2015. Director Sauer made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there were any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom called for a vote. The motion PASSED by unanimous vote of those Directors present, Director Dotson having earlier departed the Meeting.

Engineering Item 15: Resolution Authorizing Augmenting Funds for Land Acquisition for the Elgin O'Hare Western Access (EOWA), Project I-11-4011.

Chairman Schillerstrom called for a motion to approve **Engineering Item 15**, authorizing additional funds for land acquisition for the EOWA Project in the amount of \$200 million. Director Banks made a motion for approval; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, he then called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Sauer, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (7).



Nays: None (0)

The motion to approve PASSED.

Legal Item 2: Settlement Agreement – Marsha Pickens. Cost to the Tollway: As discussed in Executive Session.

Chairman Schillerstrom called for a motion to approve **Legal Item 2**. Director Johnson made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, he then called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Gomez, Director Banks, Director Brooks, Director Gonzalez, Director Sauer, Chairman Schillerstrom (7).

Nays: None (0)

The motion to approve PASSED.

Legal Item 3: Settlement Agreement – Dunteman/Fiala/Herlihy Tri-Venture. Cost to the Tollway: As discussed in Executive Session.

Chairman Schillerstrom called for a motion to approve **Legal Item 3**. Director Gomez made a motion for approval; seconded by Director Sauer. Chairman Schillerstrom asked if there were any questions, concerns or requests for discussion. Hearing nothing, he then called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Sauer, Director Banks, Director Brooks, Director Gonzalez, Director Johnson, Chairman Schillerstrom (7).

Nays: None (0)

The motion to approve PASSED.

Adjournment

There being no further business before the Board, Chairman Schillerstrom requested a motion to adjourn. Motion to adjourn was made by Director Banks, seconded by Director Sauer. Chairman Schillerstrom called for a vote. The motion PASSED by unanimous vote of those Directors present, Director Dotson having earlier departed the Meeting.



The Meeting was adjourned at approximately 11:53 a.m.

Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority

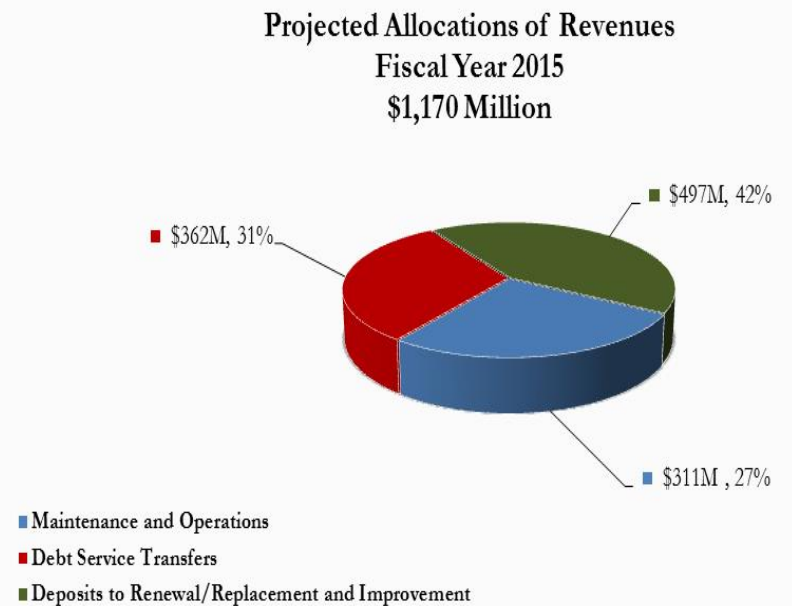
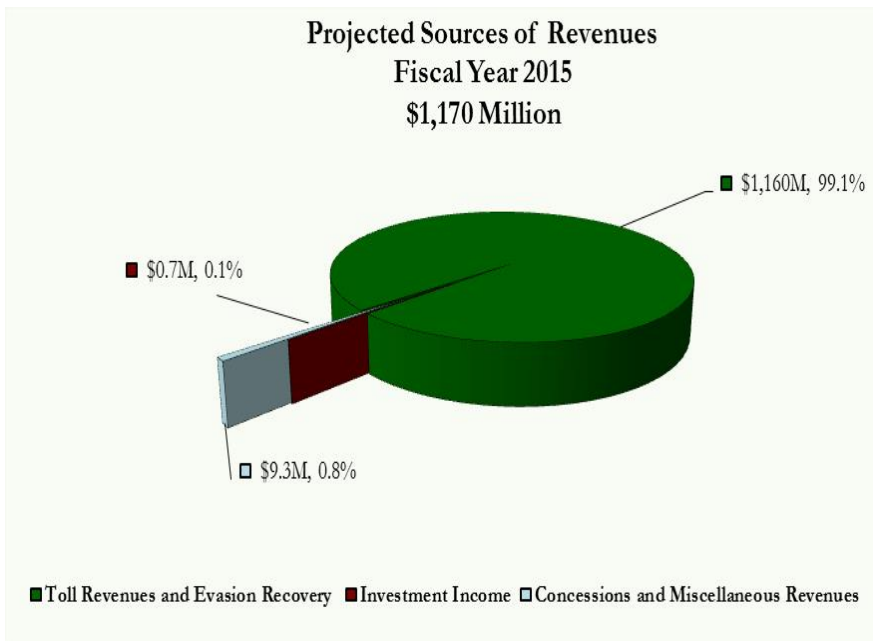


**2015 Third Quarter
Budget to Actual Review**
(Preliminary and Unaudited)

November 19, 2015

2015 Revenue Sources and Allocations

The Illinois Tollway operates within a balanced budget



2015 Revenue Third Quarter

Total revenue was \$13 million greater than budget

<i>(\$ millions)</i>	<u>Budget</u>	<u>Actual</u>	<u>\$ Var.</u>	<u>% Var.</u>
Toll and Evasion Recovery	\$310.6	\$324.3	\$13.7	
Concessions	0.5	0.6	0.0	
Investment Income	0.2	0.5	0.3	
Miscellaneous	1.8	0.8	(1.1)	
<i>Total Revenue</i>	<i>\$313.1</i>	<i>\$326.2</i>	<i>\$13.0</i>	<i>4.2%</i>

Note: Numbers may not add to totals due to rounding.

3rd Quarter Transactions

✓ **Commercial vehicles**

- Grew 1.9 percent year-over-year
- 3.0 percent greater than 3rd quarter projection

✓ **Passenger cars**

- Grew 5.9 percent year-over-year
- 4.4 percent greater than 3rd quarter projection

2015 M and O Third Quarter

M and O expenses were \$4.4 million less than budget

<i>(\$ millions)</i>	<u>Budget</u>	<u>Act.</u>	<u>\$ Var.</u>	<u>% Var.</u>
Payroll and Related Costs	\$41.4	\$40.5	(\$0.9)	
Group Insurance	7.9	8.3	0.3	
Contractual Services	18.3	17.0	(1.3)	
Materials/Oper. Supplies	0.8	1.2	0.4	
Utilities	1.7	2.2	0.5	
All Other Insurance	3.2	(0.0)	(3.2)	
Parts and Fuel	2.1	1.2	(1.0)	
Equip. Rental/Maintenance	3.7	4.5	0.8	
Other Misc. Expenses	0.2	0.2	(0.1)	
Recovery of Expenses	(0.6)	(0.5)	0.1	
Total	\$78.9	\$74.4	(\$4.4)	-5.6%

Key drivers

- Workers' comp. insurance
- Timing of expenses
- Unfilled vacancies

Note: Numbers may not add to totals due to rounding.

2015 Capital Program Third Quarter

Capital Program expenses were less than projection mainly due to schedule changes

<i>(\$ millions)</i>	<u>Projection</u>	<u>Act.</u>	<u>\$ Var.</u>	<u>% Var.</u>
Tri-State Tollway (I-94/I-294/I-80)	\$5.6	\$0.7	(\$4.8)	
Reagan Memorial Tollway (I-88)	71.2	39.7	(31.5)	
Jane Adams Memorial Tollway (I-90)	315.4	246.9	(68.5)	
Veterans Memorial Tollway (I-355)	0.3	0.0	(0.3)	
Open Road Tolling	1.3	0.0	(1.3)	
Systemwide Improvements	57.4	47.6	(9.8)	
Tri-State Tollway (I-294)/I-57 Interchange	2.0	1.9	(0.2)	
Elgin O'Hare Western Access Project	91.5	102.1	10.6	
Illinois Route 53/120/Other Planning Studies	1.3	0.3	(0.9)	
<i>Move Illinois and CRP</i>	<i>\$546.0</i>	<i>\$439.2</i>	<i>(\$106.7)</i>	<i>-19.6%</i>
Other Capital Projects	17.9	11.4	(6.5)	-36.2%
<i>Capital Program Subtotal</i>	<i>\$563.9</i>	<i>\$450.6</i>	<i>(\$113.2)</i>	<i>-20.1%</i>
IGA Reim. and Other Adjust.		(2.6)	(2.6)	
<i>Total Capital Program</i>	<i>\$563.9</i>	<i>\$448.1</i>	<i>(\$115.8)</i>	<i>-20.5%</i>

Note: Numbers may not add to totals due to rounding.



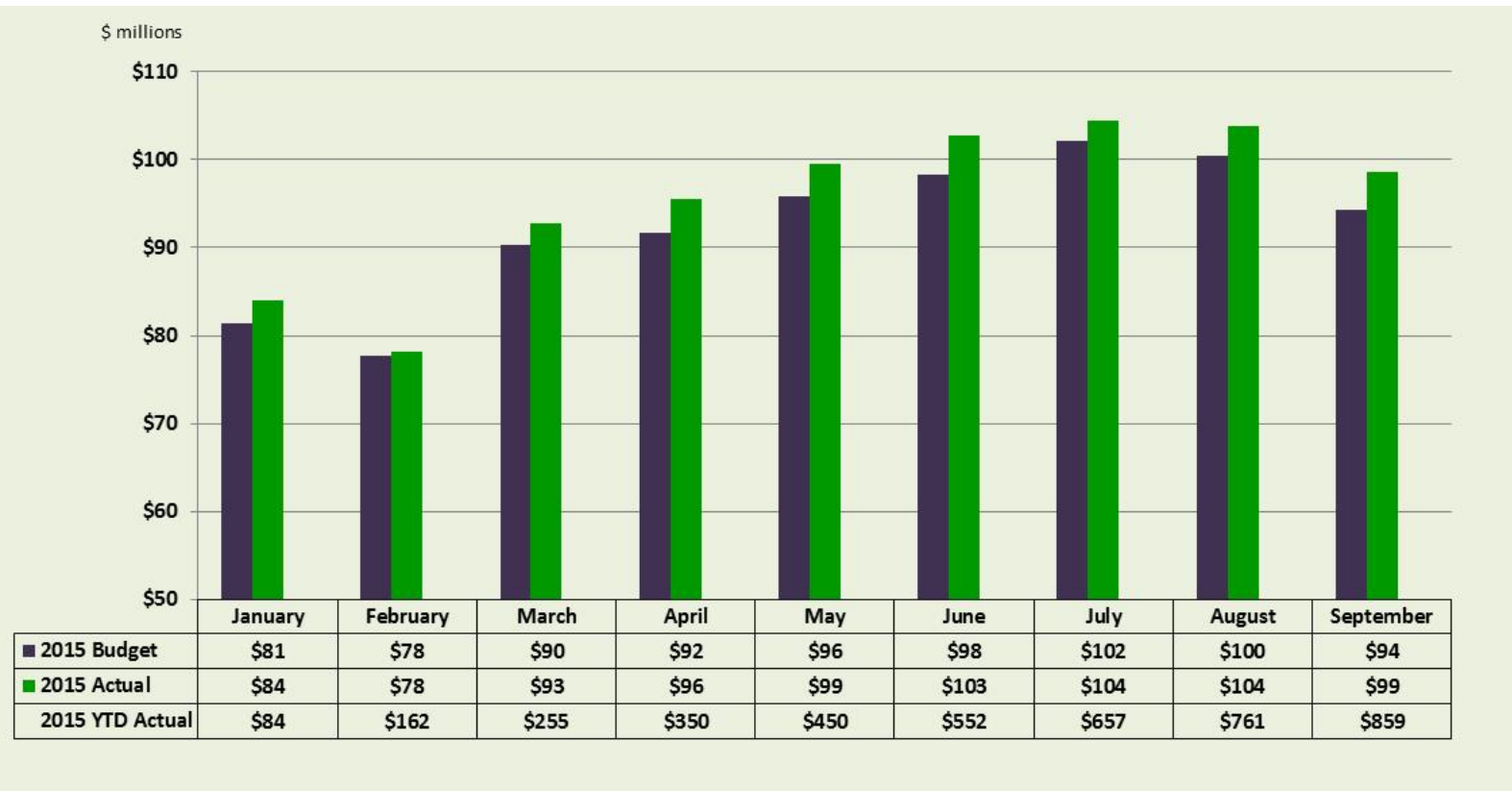
2015 Year-to-Date Summary

Revenue continues to grow, Maintenance and Operations and Capital Program expenses lower than budget

- Revenue was 3.8 percent more than budget
- Maintenance and Operations expenditures were 3.7 percent below budget
- Debt Service transfers were 0.1 percent lower than projection
- Capital Program expenditures were less than projection due to schedule changes

Appendix

2015 Revenue - Monthly Toll Revenue



Note: Numbers may not add to totals due to rounding.

2015 Year-to-Date Revenue

(\$ thousands)

	YTD		Variance	
	Budget	Actual	\$	%
Toll Revenue and Evasion Recovery	\$870,764	\$905,363	\$34,599	4.0%
Concessions	1,514	1,593	79	5.2%
Investment Income	525	1,339	814	155.1%
Miscellaneous	5,211	3,477	(1,734)	-33.3%
Total Revenue	\$878,014	\$911,772	\$33,758	3.8%

Note: Numbers may not add to totals due to rounding.

2015 Year-to-Date – Maintenance and Operations

(\$ thousands)

	YTD		Variance	
	Budget	Actual	\$	%
Payroll and Related Costs	\$123,469	\$120,195	(\$3,273)	-2.7%
Group Insurance	23,216	24,335	1,119	4.8%
Contractual Services	45,819	45,024	(795)	-1.7%
Materials/Operational Supplies/Other Expenses	3,823	4,240	416	10.9%
Utilities	4,904	5,242	338	6.9%
All Other Insurance	9,249	5,525	(3,724)	-40.3%
Parts and Fuel	5,814	3,763	(2,051)	-35.3%
Equipment/Office Rental and Maintenance	11,973	11,398	(576)	-4.8%
Other Miscellaneous Expenses	790	606	(183)	-23.2%
Recovery of Expenses	(1,746)	(1,535)	211	12.1%
Total Maintenance and Operations Expenditures	\$227,310	\$218,793	(\$8,517)	-3.7%

Note: Numbers may not add to totals due to rounding.

2015 Year-to-Date Capital Program

(\$ thousands)

	YTD		Variance	
	Projection	Actual ⁽¹⁾	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$10,432	\$938	(\$9,495)	-91.0%
Reagan Memorial Tollway (I-88)	100,312	65,980	(34,331)	-34.2%
Jane Addams Memorial Tollway (I-90)	625,490	541,714	(83,776)	-13.4%
Veterans Memorial Tollway (I-355)	746	373	(373)	-50.0%
Open Road Tolling (ORT)	4,017	1,871	(2,145)	-53.4%
Systemwide Improvements	152,298	115,146	(37,152)	-24.4%
Tri-State Tollway (I-294)/I-57 Interchange	7,931	10,947	3,017	38.0%
Elgin O'Hare Western Access	211,104	268,019	56,915	27.0%
Illinois Route 53/120/Other Planning Studies	2,832	1,047	(1,785)	-63.0%
Move Illinois and CRP Subtotal	\$1,115,162	\$1,006,036	(\$109,126)	-9.8%
"Other" Capital Projects	42,416	33,178	(9,238)	-21.8%
Capital Program Subtotal	\$1,157,577	\$1,039,214	(\$118,364)	-10.2%
Agreement Reimbursements and Other Adjustments ⁽²⁾	-	(2,724)	(2,724)	N/A
Total Capital Program Expenditures	\$1,157,577	\$1,036,490	(\$121,088)	-10.5%

⁽¹⁾ Capital Program Actual included accrued expenses for which payments have not been made as of September 30, 2015.

⁽²⁾ Intergovernmental and Fiber Optic Agreement Reimbursements were for work performed in prior periods.

Note: Numbers may not add to totals due to rounding.

2015 Capital Program Third Quarter

Move Illinois/CRP key variance highlights

<input type="checkbox"/> Elgin O'Hare Western Access Project	\$10.6 million
▪ Schedule changes	
✓ <i>Construction delays due to utility conflicts</i>	
▪ Other agency contributions	
<input type="checkbox"/> Jane Addams Memorial Tollway (I-90)	(\$68.5)
▪ Schedule changes	
✓ <i>Construction delays due to utility conflicts</i>	
<input type="checkbox"/> Reagan Memorial Tollway (I-88)	(\$31.5)
▪ Schedule changes	
<input type="checkbox"/> Systemwide Improvements	(\$ 9.8)
▪ Schedule changes	
<input type="checkbox"/> Tri-State Tollway (I-94/I-294/I-80)	(\$ 4.8)
▪ Schedule changes	
<input type="checkbox"/> Open Road Tolling	(\$ 1.3)
Schedule changes	

Revenue - 2015 Budget Realized

(\$ thousands)

	2015 Budget	YTD Actual	% Budget Realized
Toll Revenue and Evasion Recovery	\$1,160,000	\$905,363	78.0%
Concessions	2,000	1,593	79.7%
Investment Income	700	1,339	191.3%
Miscellaneous	7,300	3,477	47.6%
Total Revenue	\$1,170,000	\$911,772	77.9%

Note: Numbers may not add to totals due to rounding.

M and O – 2015 Budget Realized

(\$ thousands)

	2015 Budget	YTD Actual	% Budget Realized
Payroll and Related Costs	\$165,212	\$120,195	72.8%
Group Insurance	31,635	24,335	76.9%
Contractual Services	63,953	45,024	70.4%
Materials/Operational Supplies/Other Expenses	7,931	4,240	53.5%
Utilities	6,672	5,242	78.6%
All Other Insurance	12,448	5,525	44.4%
Parts and Fuel	8,170	3,763	46.1%
Equipment/Office Rental and Maintenance	15,790	11,398	72.2%
Other Miscellaneous Expenses	1,089	606	55.7%
Recovery of Expenses	(2,321)	(1,535)	66.1%
Total Maintenance and Operations Expenditures	\$310,579	\$218,793	70.4%

Note: Numbers may not add to totals due to rounding.

Capital Program - 2015 Projection Realized

(\$ thousands)

	2015 Projection	YTD Actual ⁽¹⁾	% Projection Realized
Tri-State Tollway (I-94/I-294/I-80)	\$18,986	\$938	4.9%
Reagan Memorial Tollway (I-88)	120,771	65,980	54.6%
Jane Addams Memorial Tollway (I-90)	839,648	541,714	64.5%
Veterans Memorial Tollway (I-355)	914	373	40.9%
Open Road Tolling (ORT)	5,355	1,871	34.9%
Systemwide Improvements	228,153	115,146	50.5%
Tri-State Tollway (I-294)/I-57 Interchange	20,245	10,947	54.1%
Elgin O'Hare Western Access	319,818	268,019	83.8%
Illinois Route 53/120/Other Planning Studies	6,099	1,047	17.2%
Move Illinois and CRP Subtotal	\$1,559,989	\$1,006,036	64.5%
"Other" Capital Projects ⁽²⁾	65,000	33,178	51.0%
Capital Program Subtotal	\$1,624,989	\$1,039,214	64.0%
Agreement Reimbursements and Other Adjustments ⁽³⁾	-	(2,724)	N/A
Total Capital Program Expenditures	\$1,624,989	\$1,036,490	63.8%

⁽¹⁾ Capital Program Actual included accrued expenses or which payments have not been made as of September 30, 2015.

⁽²⁾ The Other Projects portion of the Capital Program Budget for 2015 totaled \$96.2 million, of which \$65 million was anticipated to be spent.

⁽³⁾ Intergovernmental and Fiber Optic Agreement Reimbursements were for work performed in prior periods.

Note: Numbers may not add to totals due to rounding.

Revenue – Third Quarter 2015 vs. 2014

(\$ thousands)

	Third Quarter		Variance	
	2014	2015	\$	%
Toll Revenue and Evasion Recovery	\$276,841	\$324,335	\$47,494	17.2%
Concessions	542	564	22	4.0%
Investment Income	333	477	143	43.0%
Miscellaneous	2,509	786	(1,722)	-68.7%
Total Revenue	\$280,225	\$326,161	\$45,937	16.4%

Note: Numbers may not add to totals due to rounding.

M and O - Third Quarter 2015 vs. 2014

(\$ thousands)

	Third Quarter		Variance	
	2014	2015	\$	%
Payroll and Related Costs	\$39,704	\$40,473	\$769	1.9%
Group Insurance	7,832	8,284	452	5.8%
Contractual Services	14,770	16,956	2,186	14.8%
Materials/Operational Supplies/Other Expenses	902	1,194	292	32.4%
Utilities	2,012	2,181	168	8.4%
All Other Insurance	3,130	(14)	(3,144)	-100.4%
Parts and Fuel	1,925	1,188	(737)	-38.3%
Equipment/Office Rental and Maintenance	3,601	4,507	906	25.2%
Other Miscellaneous Expenses	122	176	54	44.5%
Recovery of Expenses	(604)	(508)	97	16.0%
Total Maintenance and Operations Expenditures	\$73,393	\$74,437	\$1,045	1.4%

Note: Numbers may not add to totals due to rounding.

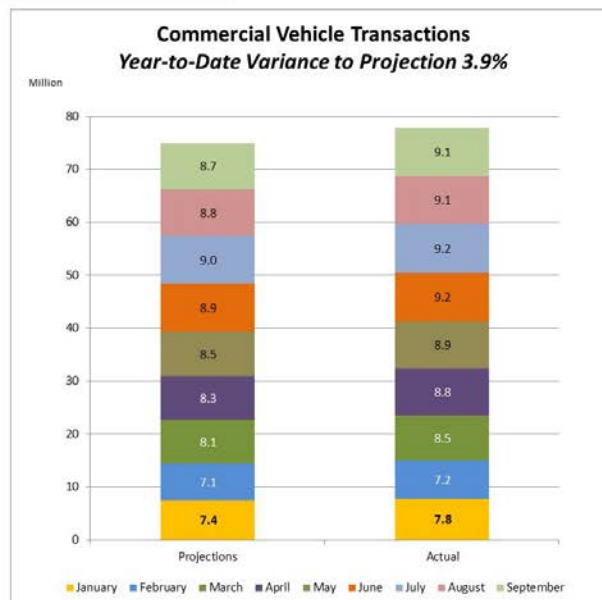
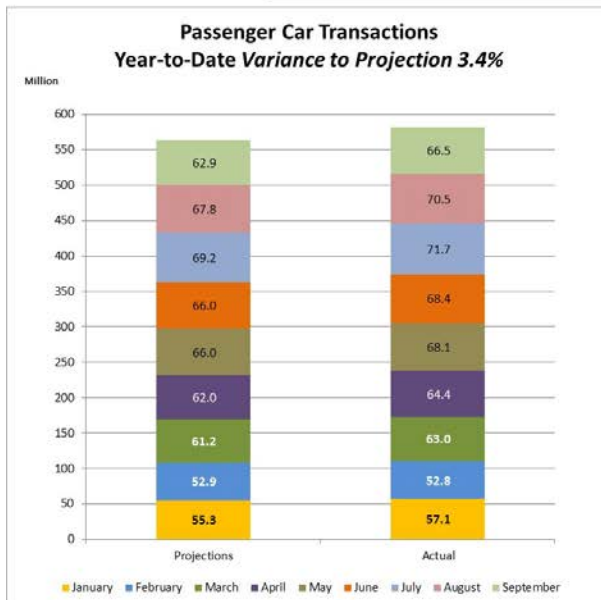
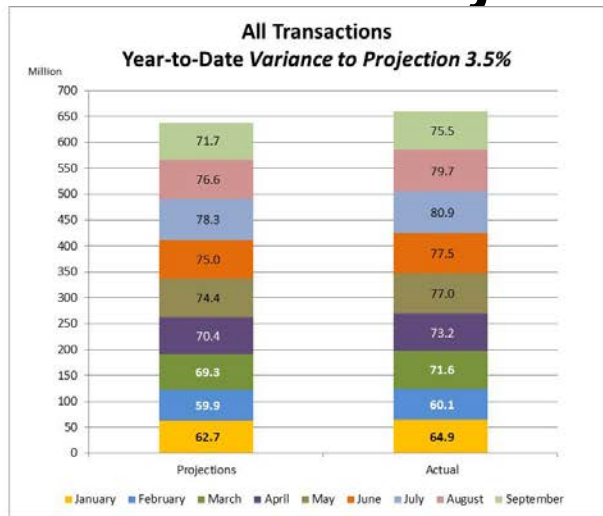
Capital Program – Third Quarter 2015 vs. 2014

(\$ thousands)

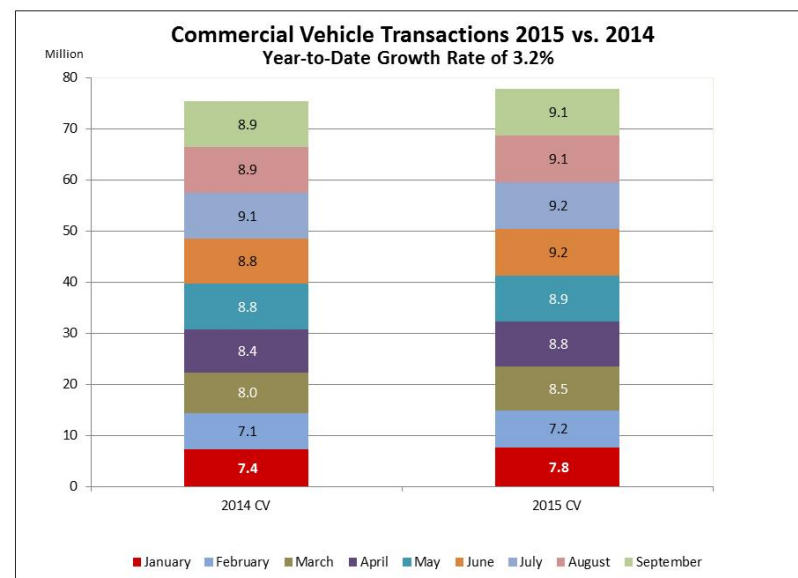
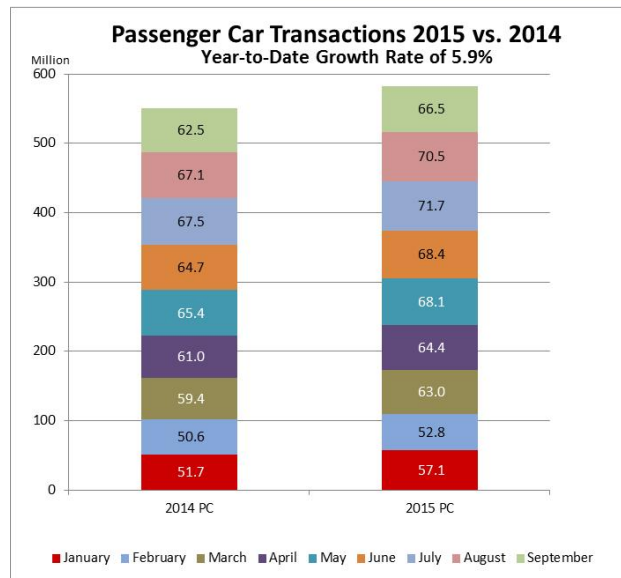
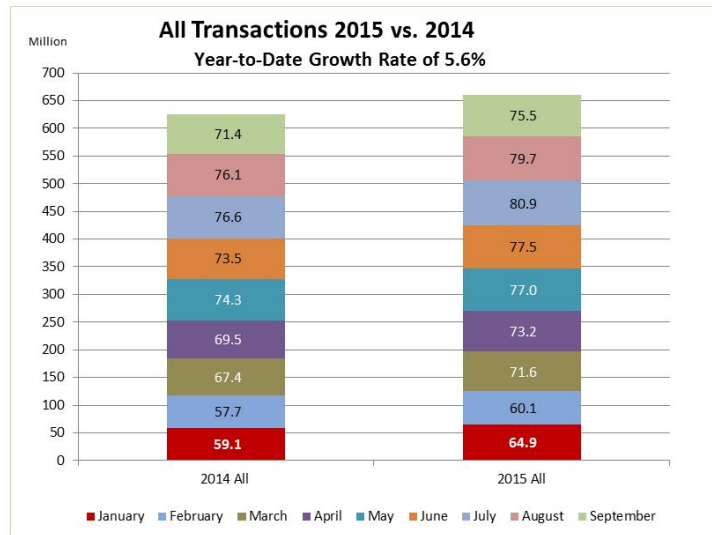
	Third Quarter		Variance	
	2014	2015	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$73	\$734	\$662	910%
Reagan Memorial Tollway (I-88)	4,547	39,681	35,134	773%
Jane Addams Memorial Tollway (I-90)	232,107	246,865	14,758	6%
Veterans Memorial Tollway (I-355)	805	37	(768)	-95%
Open Road Tolling (ORT)	860	40	(819)	-95%
Systemwide Improvements	57,766	47,635	(10,132)	-18%
Tri-State Tollway (I-294)/I-57 Interchange	17,638	1,856	(15,782)	-89%
Elgin O'Hare Western Access	72,875	102,058	29,183	40%
Illinois Route 53/120/Other Planning Studies	480	332	(148)	-31%
Move Illinois and CRP Subtotal	\$387,151	\$439,239	\$52,087	13%
"Other" Capital Projects	14,853	11,400	(3,453)	-23%
Capital Program Subtotal	\$402,004	\$450,639	\$48,634	12%
Agreement Reimbursements and Other Adjustments	(\$8,224)	(\$2,569)	\$5,654	-69%
Total Capital Program Expenditures	\$393,781	\$448,069	\$54,289	14%

Note: Numbers may not add to totals due to rounding.

2015 Transactions - Projections vs. Actual



2015 vs. 2014 Transactions – Year-Over-Year





THANK YOU



Disparity Study

November 19, 2015

Purpose of Tollway Disparity Study

- Explore accessibility of Tollway contracting opportunities for disadvantaged, minority- and women-owned business (D/M/WBE) firms
- Develop remedies to remove barriers created by race and gender discrimination identified in study data
- Ensure that Tollway-sponsored DBE programs adhere to applicable legal standards
- Conducted by Colette Holt & Associates



Key Issues Examined in Study

- Tollway's utilization of DBEs as prime and subcontractors compared to white male-owned firms
- Any disparities between the availability of DBEs and their utilization on Tollway contracts
- General experiences of DBE business opportunities throughout Illinois and other regions of the country
- Specific experiences of DBEs seeking Tollway work
- Whether race- and gender-neutral measures have been sufficient to remedy market discrimination



Disparity Study Findings

- Findings provide strong basis for the Tollway to continue administering DBE programs with narrowly tailored remedies to mitigate effects of discrimination
- Disparities exist between utilization of DBEs and their availability in the Tollway's market area
- DBEs will continue to benefit from Tollway networking, contracting and training opportunities



Recommendations

- Consider enhanced training opportunities for prime contractors
- Consider expanding current efforts to “unbundle” appropriate contracts
- Consider expanding the Small Business Initiative
- Consider relaxing experience requirements to ensure DBEs and small firms are not unfairly disadvantaged
- Continue to set DBE goals on contracts
- Consider expansion of the Mentor/Protégé Program to construction contractors
- Consider measures to encourage primes to use new DBEs
- Evaluate appropriateness of an electronic contracting data collection, monitoring and notification system
- Evaluate overall program resources periodically



Disparity Study Release Schedule

- Study found at www.illinoistollway.com
- Public meetings regarding the study including question-and-answer session
 - November 18, DePaul Conference Center, 2 p.m.
 - November 19, Naperville Marriott, 2 p.m.
- Adoption to be considered by full Tollway Board in early 2016





THANK YOU