



Record of Meeting | July 20, 2016

The Illinois State Toll Highway Authority (the “Tollway”) held the regularly scheduled Finance, Administration and Operations Committee Meeting on Wednesday, July 20, 2016 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 Directors.]

Call to Order / Pledge of Allegiance / Roll Call

Committee Chair Joe Gomez called the Meeting to order at approximately 9:33 a.m., stating that this is the regularly scheduled meeting of the Finance, Administration and Operations Committee (“FAO Committee”) of the Tollway Board of Directors. He invited attendees to rise and join in the Pledge of Allegiance. Committee Chair Gomez then asked the Board Secretary to call the roll, those Directors present and absent being as follows:

Committee Members Present:
Committee Chair Joe Gomez
Director Corey Brooks
Director David Gonzalez

Committee Members Not Present:
Director Earl Dotson Jr.
Director Neli Vazquez Rowland

The Board Secretary declared a quorum present.

Public Comment

Committee Chair Gomez opened the floor for public comment.

Peter Biancardi, of Fence Masters, Inc., addressed the Committee. Mr. Biancardi commented that the bid-letting schedule for Contract I-15-4246R (Engineering Item 1 on the Meeting agenda) provided insufficient time for his firm to comply with financial reporting requirements to become an Illinois Department of Transportation (“IDOT”) prequalified contractor, causing his firm’s bid to be rejected. He suggested that the Board should deny award and instead re-let this contract after allowing sufficient time for interested parties to achieve appropriate IDOT prequalification.



Committee Chair Gomez thanked the speaker for his comments and asked staff to elaborate on the procurement process for the referenced contract. Paul Kovacs, Chief Engineer, explained that a portion of needed fencing work was initially unbundled and let as a Small Business Set-Aside contract (having lower criteria for contractor qualification) but the single bid received did not provide reasonable conformance with the Engineer's Estimate and was therefore rejected. He further explained that due to the unsatisfactory response, and in accordance with procurement guidelines and codes, the work was then re-bundled and let as a larger standard construction contract, with requisite IDOT contractor prequalification ratings and available bidding capacity. He noted that all procurement protocols were followed and that the Engineering Department is satisfied with the amount and responsiveness of the bid selected for award. Director Gonzalez and staff then discussed the factors which informed decision-making in the procurement process, IDOT prequalification requirements, as well as the Engineer's Estimates, bid-letting timelines and urgency of the fencing work.

Committee Chair's Items

Committee Chair Gomez called for a motion to approve the **Committee Chair's Item 1**, the Minutes of the regular Finance, Administration and Operations Committee meeting held on June 15, 2016, as presented. Director Gonzalez made a motion for approval; seconded by Director Brooks. Committee Chair Gomez then called for a vote. The motion PASSED unanimously.

Committee Chair Gomez stated that without objection, action on Committee Chair's Item 2, Executive Session minutes of the FAO Committee proposed for public release, will be deferred until after consideration in closed session. Hearing no objection and having no further items, Committee Chair Gomez called on Executive Director Greg Bedalov.

Executive Director's Items

Policy & Procedures Manual: Executive Director Bedalov introduced Debbie Allen, Chief of Administration, to provide for the Committee an overview of the Tollway's updated Employee Policy and Procedures Manual. [See attached presentation.](#)

Committee Chair Gomez thanked Ms. Allen and staff for their efforts to bring up-to-date the Tollway's Employee Policy and Procedures Manual.

Executive Director Bedalov noted that to allow final review and certification from the state Auditor General, the planned presentation of the Comprehensive Annual Financial Report will be deferred until the July Board of Directors meeting.



Items for Consideration

Administration

Item 1: Approval of revised Tollway Employee Policy & Procedures Manual.

Committee Chair Gomez called for a motion to approve placement of **Administration Item 1**, the revised Tollway Employee Policy & Procedures Manual, as presented, on the July Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Gonzalez made a motion for approval; seconded by Director Brooks. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion PASSED unanimously.

Procurement

Committee Chair Gomez called on John Donato, Chief of Procurement, to present to the Committee the following Procurement items:

Item 1: Award of Contract 16-0050 to CDW Government LLC for the purchase of a Microsoft Support Agreement for Windows Server in an amount not to exceed \$823,500.00 (Order Against CMS Master Contract).

Item 2: Award of Contract 16-0085 to WEX Bank for the purchase of Fleet Fuel Card Services in an amount not to exceed \$300,000.00 (Order Against CMS Master Contract).

Item 3: Award of Contract 14-0179 to Buck Bros., Inc.; Green Climber of North America Corporation; Pillar Equipment, Inc.; and Arends Hogan Walker LLC (d.b.a. AHW LLC) for the purchase of Mowing Tractors and Equipment in an aggregate amount not to exceed \$1,565,721.08 (Tollway Invitation for Bid).

Item 4: Award of Contract 16-0007 to West Side Tractor Sales Co. and McCann Industries, Inc. for the purchase of Trailers in an aggregate amount not to exceed \$133,908.90 (Tollway Invitation for Bid).

Item 5: Renewal of Contract 15-0078 to Aptude, Inc. for the purchase of Hewlett-Packard Software, Licenses, Maintenance, and Support in an amount not to exceed \$229,621.65 (Tollway Invitation for Bid).

Item 6: Renewal of Contract 13-0013 to MDSolutions, Inc. for the purchase of Aluminum Extrusions in an amount not to exceed \$280,000.00 (Tollway Invitation for Bid).



Item 7: Renewal of Contract 12-0188 to American Building Services LLC for the purchase of Replacement Doors and Hardware in an amount not to exceed \$34,855.00 (Tollway Invitation for Bid).

Item 8: Award of Contract 16-0023 to Unisys Corporation for the purchase of Mainframe Maintenance and Support in an amount not to exceed \$1,470,476.00 (Tollway Sole Source).

Upon conclusion of the presentation of items by Mr. Donato, Committee Chair Gomez called for a motion to consolidate for consideration and action Procurement Items 1 through 8. Director Brooks made a motion to consolidate; seconded by Director Gonzalez. Committee Chair Gomez called for a vote. The motion PASSED unanimously.

The motion to consolidate these items having carried, Committee Chair Gomez called for a motion to approve placement of **Procurement Items 1 through 8** on the July Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Gonzalez made a motion for approval; seconded by Director Brooks. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion PASSED unanimously.

Engineering

Committee Chair Gomez called on Paul Kovacs, Chief Engineer, to present to the Committee the following Engineering items:

Item 1: Award of Contract I-15-4246R to Industrial Fence, Inc. for Fence Replacement and Signing on the Jane Addams Memorial Tollway (I-90) from Milepost 17.5 (West of Mill Road) to Milepost 52.2 (Randall Road) in the amount of \$6,730,816.07.

Item 2: Acceptance of Proposal from Ardmore Associates, LLC, on Contract RR-14-4202 for Maintenance Facilities - Site Reconstruction, on the Jane Addams Memorial (I-90) Tollway at Milepost 15.4 (M-7 Maintenance Facility), in an amount not to exceed \$3,582,822.61.

Item 3: Acceptance of Proposal from Lochmueller Group, Inc., on Contract RR-16-4253 for Roadway and Bridge Rehabilitation, on the Reagan Memorial Tollway (I-88) from Milepost 76.1 (IL 251) to Milepost 91.4 (Annie Glidden Road), in an amount not to exceed \$5,713,801.15.

Item 4: Acceptance of Proposal from EJM Engineering, Inc., on Contract RR-16-4254 for Roadway and Bridge Rehabilitation, on the Reagan Memorial Tollway (I-88) from Milepost 91.4 (Annie Glidden Road) to Milepost 113.3 (IL 56) in an amount not to exceed \$7,098,410.24.



Item 5: Acceptance of Proposal from Primera Engineers, Ltd., on Contract RR-16-4255 for Roadway and Bridge Rehabilitation, on the Veterans Memorial Tollway (I-355) from Milepost 12.3 (I-55) to Milepost 22.3 (Butterfield Road), in an amount not to exceed \$9,253,293.29.

Item 6: Acceptance of Proposal from Patrick Engineering, Inc., on Contract RR-16-4256 for Roadway and Bridge Rehabilitation, on the Veterans Memorial Tollway (I-355) from Milepost 22.3 (Butterfield Road) to Milepost 29.8 (Army Trail Road), in an amount not to exceed \$5,954,232.28.

Item 7: Acceptance of Proposal from ESI Consultants, LTD, on Contract RR-16-4252 for Maintenance Facilities, Systemwide, in an amount not to exceed \$4,000,000.00.

Item 8: Acceptance of Proposal from Huff & Huff, Inc., on Contract I-16-4257 for Environmental Studies Upon Request, Systemwide, in an amount not to exceed \$5,000,000.00.

Item 9: Acceptance of Proposal from Milhouse Engineering & Construction, Inc. on Contract I-11-4020 for Supplemental Construction Management for Elmhurst Road Interchange, on the Jane Addams Memorial Tollway (I-90) at Milepost 73.5 (Elmhurst Road), in the amount of \$2,200,000.00 from \$6,023,065.50 to \$8,223,065.50.

Item 10: Acceptance of Proposal from Michael Baker International, Inc. on Contract RR-13-5660 for Supplemental Construction Management for Roadway Resurfacing, on the Reagan Memorial Tollway (I-88) from Milepost 44.2 (US 30) to Milepost 55.1 (US 52), in the amount of \$1,497,642.62 from \$4,651,075.50 to \$6,148,718.12.

Item 11: Amendment to Change Order on Contract I-13-4618 to F.H. Paschen, S.N. Nielsen & Associates, LLC for Elmhurst Road West Bridge and Interchange on the Jane Addams Memorial Tollway (I-90) at Milepost 73.5 (Elmhurst Road); and Elmhurst Road from South of Landmeier Road to Oakton Street, in the amount of \$761,663.93.

Item 12: Land Acquisition (Identification of Real Estate Parcels associated with the Elgin O'Hare Western Access Project). Cost to the Tollway: N/A.

Mr. Kovacs requested that consideration of Engineering Items 12 and 13, related to land acquisition activities, be deferred until the Executive Session of the July Board of Directors meeting.

Item 13: Land Acquisition (Identification of Real Estate Parcel associated with the Central Tri-State Tollway). Cost to the Tollway: N/A.

Upon conclusion of the presentation of items by Mr. Kovacs, Committee Chair Gomez called for a motion to approve placement of **Engineering Item 1** on the July Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Brooks made



a motion for approval; seconded by Committee Chair Gomez. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion.

Director Gonzalez asked whether a prime is permitted to subsequently add to or amend the list of subcontractors they have proposed to perform contract work. Mr. Kovacs responded affirmatively, clarifying that any change would require vendor disclosure and would be subject to Tollway review for appropriate subcontractor qualification and contract compliance with Business Diversity Program goals.

Director Gonzalez asked whether a small business would be required to be IDOT prequalified to serve as a subcontractor on this contract. Gustavo Giraldo, Chief of Diversity and Strategic Development, responded that subcontractors need only to be IDOT registered, not IDOT prequalified.

Hearing nothing further, Committee Chair Gomez called for a vote on the pending motion, the vote of yeas and nays being as follows:

Yeas: Director Brooks, Director Gomez (2)

Nays: Director Gonzalez (1)

The motion to approve PASSED.

Committee Chair Gomez asked for motion to consolidate for consideration and action Engineering Items 2 through 11. Director Gonzalez made a motion to consolidate; seconded by Director Brooks. Committee Chair Gomez then called for a vote. The motion PASSED unanimously.

The motion to consolidate these items having carried, Committee Chair Gomez called for a motion to approve placement of **Engineering Items 2 through 11** on the July Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Gonzalez made a motion for approval; seconded by Director Brooks. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion PASSED unanimously.

Committee Chair Gomez stated that consideration of Engineering Items 12 and 13 will be deferred until the Executive Session of the July Board of Directors meeting.

Legal

Committee Chair Gomez called on David Goldberg, General Counsel, to present to the Committee the following Legal items:



Item 1: Approval of an Intergovernmental Agreement with the Board of Trustees of the University of Illinois (Mechanical Properties). Cost to the Tollway: Estimated to be \$200,000.00.

Committee Chair Gomez asked if the research on mechanical properties of compacted materials is being funded in reaction to the premature pavement degradation recently encountered on the Reagan Memorial Tollway (I-88). Mr. Kovacs responded in the negative, clarifying, however, that the research will help to ensure such issues are avoided in the future.

Director Gonzalez inquired about the history of Tollway sponsored research at the University of Illinois and whether safeguards exist to ensure full benefit to the agency is derived from any expenditures. Mr. Kovacs provided a brief overview of ongoing Tollway research initiatives, to be funded at approximately \$1 million in 2016, and the request for proposal and selection processes used by the Tollway to award such funding. Mr. Goldberg emphasized that all work performed is invoiced in detail and subject to Tollway review, approval and audit.

Item 2: Approval of an Intergovernmental Agreement with the Board of Trustees of the University of Illinois (Slab Designs). Cost to the Tollway: Estimated to be \$315,000.00.

Item 3: Approval of an Intergovernmental Agreement with the Village of Posen. Cost to the Tollway: \$0.

Item 4: Approval of an Intergovernmental Agreement with the City of Des Plaines for excess land conveyance. Cost to the Tollway: \$0.

Item 5: Approval of an Intergovernmental Agreement with the Illinois Department of Transportation, the County of DuPage, the City of Wood Dale, the Village of Bensenville and the Bensenville Fire Protection District in connection with a new bridge at IL Route 390 over Route 83. Cost to the Tollway: Estimated at \$275,557.27.

Item 6: Approval of an Intergovernmental Agreement with the Forest Preserve District of Will County for a Public Bikeway. Cost to the Tollway: \$0.

Item 7: Authorization to Enter a Workers Compensation Settlement – Beverly O’Shea. Cost to the Tollway: As discussed in Executive Session.

Mr. Goldberg requested that consideration of Legal Items 7 and 8 be deferred until the Executive Session of the July Board of Directors meeting.

Item 8: Authorization to Enter into a Litigation Settlement – Stivers v. ISTHA, 15 CV 9030. Cost to the Tollway: As discussed in Executive Session.

Upon conclusion of the presentation of items by Mr. Goldberg, Committee Chair Gomez called for a motion to consolidate for consideration and action Legal Items 1 through 6, each an



intergovernmental agreement. Director Gonzalez made a motion to consolidate; seconded by Director Brooks. Committee Chair Gomez then called for a vote. The motion PASSED unanimously.

The motion to consolidate these items having carried, Committee Chair Gomez then called for a motion to approve placement of **Legal Items 1 through 6** on the July Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Brooks made a motion for approval; seconded by Director Gonzalez. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion PASSED unanimously.

Committee Chair Gomez stated that consideration of Legal Items 7 and 8 will be deferred until the Executive Session of the July Board of Directors meeting.

Executive Session

Committee Chair Gomez called for a motion to enter Executive Session pursuant to exceptions provided in Sections 2(c)11 and 2(c)21 of the Illinois *Open Meetings Act* to consider Tollway matters related to potential or pending litigation and the minutes of closed meetings.

Director Brooks made a motion, pursuant to the sections specified, to enter Executive Session; seconded by Director Gonzalez. Committee Chair Gomez then called for a vote. The motion PASSED unanimously.

At approximately 10:38 a.m. the Committee entered into Executive Session.

Return from Executive Session and Action (if any)

At approximately 10:56 a.m., the Committee re-entered the public session of the Meeting.

Committee Chair's Item 2: Review and approval of Executive Session Minutes for public release

Committee Chair Gomez requested a motion to advance to the full Board, with the Committee's recommendation for release by the Board, the Minutes of the Executive Sessions of the FAO Committee meetings held December 10, 2014 and October 16, 2013, as presented. Director Brooks made a motion as such; seconded by Director Gonzalez. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion PASSED unanimously.



Adjournment

There being no further business before the Committee, Committee Chair Gomez requested a motion to adjourn. Motion to adjourn was made by Director Brooks; seconded by Director Gonzalez. Committee Chair Gomez then called for a vote. The motion PASSED unanimously.

The Meeting was adjourned at approximately 10:58 a.m.

Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



POLICY AND PROCEDURES MANUAL

July 20, 2016

Deborah Allen





What's Been Done

- Consolidation
- Restructuring
- New Additions
 - Concealed Carry
 - Medical Marijuana
 - Social Media



Distribution

- Every current employee will receive a hard copy
- Electronic version available on intranet Crossroads
- Additional hard copies available at all remote locations
- New employees will receive a hard copy at processing



Format

- All employees will sign acknowledgement form
- The new policy manual will be in a three-ring binder format
 - Dated information can be easily removed and replaced so that manual remains current

THANK YOU

