

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF EXECUTIVE SESSION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**July 29, 2010**

On July 29, 2010 at approximately 12:40 p.m., upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c)(2) of the Act to discuss collective bargaining, and Section 2(c)(11) to discuss litigation matters. The Secretary called the roll and those Directors present were as follows:

Directors 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

Also, present were the following:

Kristi Lafleur

Doug Kucia

Andrew Boron

Paul Kovacs

Mike Colsch

Tom Bamonte

Jeff Redding

Greg Stukel

**The Directors discussed SEIU negotiations.**

*[Discussion redacted due to ongoing collective bargaining negotiations]*

**The Directors discussed pending SEIU grievances.**

*[Discussions related to personnel matters are redacted]*

**The Directors discussed SEIU negotiations.**

*[Discussion redacted due to ongoing collective bargaining negotiations]*

**The Directors discussed pending litigation.**

Staff then briefed the Board on the Rommel case. There have been five crossover accidents on I-90. Claimants state that there have been 35 deaths over a decade

due to intoxicated or reckless drivers crossing over the median. The Tollway has been successful in circuit court maintaining that public entities only have a duty to maintain a safe driving surface and there is no obligation to have a median or to maintain it in certain way. This issue has now been sent to the appellate court. Plaintiffs maintain that the Tollway is not like the City of Chicago or Cook County, and should be treated like a private company. The Attorney General's appellate division is representing the Tollway. This is a big case that has high stakes for the Tollway. The timing for a decision in this case would be the end of this year at the earliest or most likely the middle of next year. Five years ago the Tollway installed wire barriers in this area to try to reduce accidents.

A Director asked if there was any precedent for treating a Tollway like a private company and not a public entity. Staff advised that plaintiffs have cited a lot of cases, but none of them is particularly persuasive.

### **The Directors discussed status of the oases.**

Staff then updated the Board on the status of the oases. Staff advised that court entered a judgment of foreclosure against Wilton. Wilton is now out of the picture. The foreclosure sale is scheduled for August 25, 2010. iStar is likely to be the only and winning bidder. The Tollway's understanding is the bidder will submit a bid, and the difference between the winning bid and the loan, which is approximately \$110 million, will have to be written off by iStar. The foreclosure does not affect the Tollway's rights under the Lease. The successor to Wilton has to abide by the Lease terms. After discussion with iStar's counsel, iStar's current plan is to transfer the Lease after the foreclosure sale to an iStar-related company. After iStar makes that transfer, any subsequent assignment of the Lease is subject to the Tollway's review and approval.

A Director asked if during this foreclosure process does iStar have the right to transfer the Lease to a third party without the Tollway's approval. Staff advised that iStar would have that right.

Staff inquired as to what rights the Tollway had regarding the iStar loan. Staff advised that there is no restriction for the sale of the iStar loan to another party.

Staff then noted that the second issue that has come up from the Receiver's report is that it appears that the project generated over \$4 million over the last year, in excess of rent and expenses. That suggests that without the debt it appears the Oases are generating cash flow.

Staff advised the Tollway's audit team to look at the Oases now that U.S. Equities as Receiver has been running them for a while and to audit the money going in and coming out. This will put the Tollway in a stronger position if it should have to negotiate Lease terms in the future.

A Director stated that the U.S. Equities is the property manager for all of the branches of the bank for which he works. If the situation changes and U.S. Equities is no longer court-appointed and takes a higher or different level of responsibility, the Director will recuse himself from this matter.

**The Directors discussed the status of the oases.**

Staff then advised the Board that the Receiver, as part of the judgment of foreclosure, transferred the excess \$4 million to iStar to be applied to the loan. Although this is the bank's money, from a management perspective the cash flow could have been used toward the needs of the Oases, such as the parking lots, bringing in customers, and more tenants.

A Director asked if this was in the Lease. Staff stated that the Lease has performance requirements.

Staff advised that the Tollway can make a recommendation on what is the best expenditure of their money, but iStar and the Receiver can decide to take another approach as long as the facilities are in safe, working order.

A Director asked the remaining term of the Lease. Staff advised that there are 17 years left on the Lease.

There being no further business, Chair Wolff called for a motion to adjourn from Executive Session. Director Weisner moved to adjourn; seconded by Director Canham. The motion was approved unanimously.

Meeting adjourned at approximately 1:20 p.m.

Minutes taken by: \_\_\_\_\_

Dawn Sirianni  
Assistant Secretary  
Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF EXECUTIVE SESSION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**August 26, 2010**

On August 26, 2010 at approximately 1:15 p.m., upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session to discuss collective bargaining matters specific to Section 2(c)(1), 2(c)(2), 2(c)(6), 2(c)(11), and 2(c)(21) pursuant to the Open Meetings Act. The Secretary called the roll and those Directors present were as follows:

Chair Paula Wolff

Director Tom Canham

Director Bill Morris

Director George Pradel

Director Jim Roolf

Director Maria Saldaña

Director Carl Towns

Director Tom Weisner

Also, present were the following:

Kristi Lafleur

Doug Kucia

Andrew Boron

Paul Kovacs

Tom Bamonte

Greg Stukel

Jim Wagner

**The Directors discussed the release of revised Executive Session minutes.**

The Chair asked Directors to review the revisions and redactions to the Executive Session minutes from January 2010 through June 2010 for release. The Directors discussed the format that the released Executive Session minutes should use. It was decided to leave the bold header statement and to include the bracketed language to explain why the section was redacted.

The Chair stated that the previous Executive Session minutes during her tenure, back to August 2009, were also being revised for consistency and would also be reviewed for release.

The Chair stated that the audio tapes of the Executive Session meetings are required to be kept for 18 months. A Director stated that since the tapes are available, the minutes should be a general review of what was discussed.

**The Directors discussed status of the oases.**

Staff stated that the foreclosure sale was changed to September 15, 2010. Staff has asked iStar why the date was changed, and was told it was changed because there is a long checklist and iStar needed more time. The Tollway has insisted that iStar re-publish the sale notice with the new date. Staff has asked iStar attorneys if iStar has any plans to transfer the property to any entity outside of the iStar corporate umbrella, and iStar stated that there are no current plans to do so. This is significant because the Lease gives the bank an opportunity to transfer the lease without Tollway approval during the foreclosure process. iStar plans to transfer the property from iStar corporate to an iStar affiliate. The Tollway will then take the position that that was iStar's only chance to transfer the property without Tollway approval. Any further transfer to a third party would be subject to Tollway approval.

Staff advised that the staff had met with ExxonMobil and 7-Eleven two weeks earlier. 7-Eleven is doing due diligence before 7-Eleven commits to ExxonMobil, and the 60 day time clock has not yet started.

#### **The Directors discussed pending litigation.**

Staff advised there will be a lawsuit challenging the Tollway and IDOT DBE programs. The complaint will name the Directors individually as defendants, in their official capacity. The lawsuit will ask for a temporary restraining order for the Tollway and IDOT to suspend DBE programs. Based on previous rulings, the Tollway feels that the TRO motion can be defeated. *[Discussions related to potential litigation are redacted.]*

#### **The Directors discuss FOIA.**

Staff advised that the Tollway has a policy of not releasing Freedom of Information Act (FOIA) requests for transponder histories without a subpoena. The Tollway received two FOIA requests for transponder histories. One, received in April, was sent to the Public Access Council (PAC), a unit of the Attorney General's office, to use a specific exemption not to release this information, and at this time the Tollway has not received a response. A second request was received in the last few weeks regarding a public official for two personal vehicles. This information was initially requested through the courts, and the court quashed the subpoena request. The requestor then submitted a FOIA. This request was submitted to the PAC, and the PAC directed the Tollway to release the information.

Staff advised that the Tollway customer base has grown to believe that this information will be kept private.

Staff stated that case law has shown that a lot can be kept private with respect to homes, but travel on public streets is public. It is unlikely that the courts will reverse the PAC. Staff feels the most effective way to deal with this would be to go to Springfield and have the legislature amend the Tollway Act or FOIA to provide that I-PASS transponder history records are not subject to FOIA. There is a privacy interest, a customer service issue and a safety issue involved. California has recently passed legislation providing for privacy of tolling records. A legislative amendment would probably take until next June to accomplish.

Staff advised that for the case at issue the Tollway could limit the released data to just the four days requested and make a strong case to the PAC that the Tollway feels that this decision is wrong. The Tollway could try to limit the scope of this ruling to just this one case, while trying to change the legislation at the same time.

A Director inquired if the agreement with customers could include a statement that the information would not be released. Staff advised that public agencies could not add language to a contract that would circumvent FOIA. Another Director inquired if the Tollway could be sued for giving out the information. Staff advised that FOIA precludes agencies from being sued for complying with the FOIA.

The Board agreed that the Tollway should try to change the legislation, and that the information will be released under protest because the Tollway is required to release it under the law.

### **The Directors discussed SEIU negotiations.**

The Executive Director stated that she had met with the leadership and executive committee of SEIU, at the union's request. SEIU voiced concerns regarding items other than bargaining negotiations, and appreciated being able to have the meeting. The next bargaining session is September 9, 2010.

### **The Directors discussed a personnel matter.**

*[Discussion related to personnel issues are redacted]*

There being no further business, Chair Wolff called for a motion to adjourn from

Executive Session. Director Morris moved to adjourn; seconded by Director Canham. The motion was approved unanimously.

Meeting adjourned at approximately 2:15 p.m.

Minutes taken by: \_\_\_\_\_

Dawn Sirianni  
Assistant Secretary  
Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF EXECUTIVE SESSION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**September 30, 2010**

On September 30, 2010 at approximately 1:05 p.m., upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Sections 2(c)(1), 2(c)(2), 2(c)(11), and 2(c)(21) of the Open Meetings Act. The Secretary called the roll and those Directors present were as follows:

Chair Paula Wolff

Director Jim Banks

Director Bill Morris

Director George Pradel

Director Jim Roolf

Director Maria Saldaña

Director Carl Towns

Director Tom Weisner

Also present during some or all of the  
Executive Session:

Kristi Lafleur

Doug Kucia

Paul Kovacs

Tom Bamonte

Andrew Boron

Greg Stukel

Jim Wagner

Arjana Jaupi

Peter Foernssler

Staff reminded the Directors to complete the conflict of interest disclosure form.

**The Directors discussed FOIA received from SEIU.**

Staff stated that the Tollway has received a FOIA from SEIU requesting Tollway memos for the past year to or from Tollway staff and /or Directors regarding communications with or about labor organizations or organizations which make political contributions. The FOIA is also requesting Board meeting minutes.

**The Directors discussed potential litigation.**

Staff stated that they are looking for guidance from the Board for responding to a settlement demand from Synch Solutions, an HNTB subcontractor. The Board was shown a flowchart showing how the contract was set up and for payments made



under the contract. The Tollway's Program Management Office, HNTB, was asked to provide Information Technology services. HNTB subcontracted the service out to Synch, and the Tollway approved Synch as the subcontractor. Synch was allowed to charge a base rate, typically in the range of \$54 per hour plus a multiplier for the own employees, for a total of \$135 per hour. The HNTB contract, as well as the Synch subcontract required written approval from the Chief Engineer for any subcontract employees. Synch used contract employees from IT staffing companies without Tollway knowledge or approval. Synch presented these contract employees as their own employees and the Tollway approved the \$54 per hour rate plus the multiplier for these presumed employees. Synch paid the IT staffing companies \$98 per hour. After its audit, the Tollway agreed to pay Synch \$54 an hour for the service rendered, but not anything additional. Synch wants to be paid the money that they paid its subcontractors, the IT staffing companies, and forgo any profit. Synch's misbilling was determined after the Tollway audited the contract two years ago. There was extensive discussion. Some of the Directors felt that HNTB should be working this out with Synch, instead of the Tollway. The Directors and staff discussed if the Tollway should settle the amount Synch feels it is owed. Staff stated that the Tollway received the value of the work.

The Directors and staff then discussed what the courts would be likely to give to Synch. The Directors inquired what the legal opinion was. The General Counsel suggested that even if the Tollway prevailed on a claim that Synch defrauded the Tollway the courts in assessing damages would look at whether the Tollway received the value of the work performed, and that the Tollway did receive the value of said work. The Chair inquired why should the Board make a decision now instead of waiting for Synch to file a lawsuit. The Executive Director inquired if the Board chose to use mediation, whether that should be started before or after a lawsuit has been filed. Staff stated that binding mediation can be started at any time. The Directors determined that the Tollway should wait until Synch brings a lawsuit before making a decision.

### **The Directors discussed the Oases.**

Staff stated that the court has approved the transfer of the Wilton Lease to SFI, a subsidiary of iStar's parent company. In late October the court will discharge US Equities as Receiver. Several articles have appeared recently indicating that iStar, the parent company to SFI's managing partner firm, may file bankruptcy, as it is \$8.2 billion in debt. The Tollway Directors were advised by the General Counsel that if iStar files for bankruptcy, the Tollway will have the same Lease protections

as were available to the Tollway under the Lease with Wilton, including the right to declare a default if SFI fails to meet the performance requirements of the Lease. There should be no operational changes anticipated because of the bankruptcy.

Staff stated that iStar/SFI may want concessions, such as not to have to provide food service 24/7, and that they will likely want to revisit the required parking lot repairs. SFI has stated that they will be putting together a long-range plan. SFI is also looking at rebranding and finding ways to make the oases more profitable.

A Director stated that the issue for the new company to be profitable will be the \$35 million debt that is the estimate of the cost of fully rebuilding and repairing the Oases parking lots.

#### **The Directors discussed the release of the Executive Session minutes.**

The Chair asked the Board to read through the past Executive Session minutes for release at next month's Board meeting.

#### **The Directors discussed a litigation issue.**

Staff advised that the court denied the TRO in the Midwest Fence litigation. The Tollway is working on a Motion to Dismiss. [*Discussions related to ongoing litigation are redacted*]

#### **The Directors discussed personnel matters.**

Staff advised that in the Auditor General's recent questionnaire circulated regarding vehicles and fleet management, they had reported to the Auditor General one instance of misuse of a vehicle. This misuse was found in regard to a larger personnel issue. The individual was a Manager in the Operations Department. In addition his wife also worked at the Tollway, processing grievances filed by the unions. It was found that both of the individuals had been forcing other Tollway employees, who worked for the Manager in Operations, such as carpenters and electricians, to do unpaid work on their home. The carpenters and electricians felt it was necessary to do this work in order to keep their jobs. The work was performed in the evening and on weekends. The carpenters and electricians were unpaid, forced labor. In addition, these employees bought the materials used at the Manager's house with their own money, but were not reimbursed.

It was also discovered that the Manager had been stringing bills. The Manager

only had authority to authorize to pay bills under \$1000 so he had the larger bills broken into smaller sums less than \$1000.

Additionally, in a check of the transponder use, there was serious misuse. It was found that the vehicle assigned to this Manager was being used at night and on weekends as a personal vehicle.

*[Discussion related to personnel and ongoing litigation issues are redacted]*

The Directors inquired as to the status of a toll collector employee accused of taking money. Staff advised that the employee is on suspension without pay, and the Tollway is talking to the prosecutor.

There being no further business, Chair Wolff called for a motion to adjourn from Executive Session. Director Morris moved to adjourn; seconded by Director Pradel. The motion was approved unanimously.

Meeting adjourned at approximately 2:40 p.m.

Minutes taken by: \_\_\_\_\_

Dawn Sirianni  
Assistant Secretary  
Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY  
MINUTES OF EXECUTIVE SESSION  
OF  
THE BOARD OF DIRECTORS  
October 21, 2010**

On October 21, 2010 at approximately 12:35 p.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c)(1) of the Open Meetings Act to discuss personnel matters, Section 2(c)(2) of the Act to discuss collective bargaining and Section 2(c)(11) litigation matters. The Secretary called the roll and those present were as follows:

Chair Paula Wolff  
Director George Pradel  
Director Maria Saldaña  
Director Tom Weisner

Director Bill Morris  
Director Jim Roolf  
Director Carl Towns

Also, the following were present during some or all of the executive session:

Kristi Lafleur  
Andrew Boron  
Dave Wilson  
Jeffrey Redding  
Brian Bottomley

Doug Kucia  
Tom Bamonte  
Mike Colsch  
Jim Wagner  
Mark Bennett (outside counsel)  
Thomas Conklin (outside counsel)

**The Directors discussed SEIU negotiations.**

*[Discussion redacted due to ongoing collective bargaining negotiations]*

**Directors discussed upcoming union negotiations.**

*[Discussion redacted due to ongoing collective bargaining negotiations]*

**The Directors discussed the Ferrell property litigation.**

Outside Counsel explained that this is an eminent domain case which is set for trial December 6, 2010 in Will County, IL. Counsel described the plaintiff as a bright elderly lady, named Virginia Ferrell. She and her husband have developed many parcels of land, subdividing the land, putting in roads and then selling the land.

Ferrell has already received \$600,000 from the Tollway as preliminary just compensation. The final settlement valuation of the property is in dispute. Counsel believes she wants a \$2 million settlement but it is not clear whether this is in addition to or inclusive of the preliminary settlement.

Counsel provided the following background on this case. In 2006, when the Tollway took the land the parties agreed that the land would be deemed to include significant jurisdictional wetlands by the United States Army Corps of Engineers, which means a permit is needed from the Corps to develop such wetlands. However, in 2008, the owners switched lawyers to Helm & Wagner – an eminent domain firm. The new firm claimed that the property wetlands are not jurisdictional. Consequently, the Tollway approached the current owner of the land, a park district, and the district asked the Corps to decide if the wetlands on the property are jurisdictional. The Corps concluded in October 2009 that the land is jurisdictional due to its location - adjacent to navigable waterways. In December 2009, Ferrell's lawyer filed motions for sanctions seeking monetary damages against the Tollway and to bar Christopher Burke from testifying about anything in this case. Ferrell's attorneys argued that the Tollway gave incorrect information to the Corps on which it made its determination, and that Ferrell was not allowed to participate in the process.

Earlier this year, the judge ruled that the 2009 jurisdictional determination does not come in at trial because it post-dated the 2006 valuation and because the property owner was not allowed to participate. Furthermore, the case will be submitted to the jury to determine the jurisdictional status of the property as of the 2006 date of the taking.

The Directors inquired about what instructions will be given to the jury. Per outside counsel, the judge will determine and deliver instructions. Ferrell's lawyers will argue that although the *Rapanos* case was decided in 2006 and gave the Army Corp the right to make jurisdiction determinations, the regulations were not released and published until 2007 and therefore do not apply to this case. This issue will be argued again soon.

Counsel has offered to reach settlement in three ways: conduct a pre-trial before the judge, mediate the case before a private mediator, or submit the case to binding arbitration. Per Counsel, all responses from Mrs. Ferrell have either been a rejection or no response at all.

The Directors inquired about the likelihood that the Tollway would win this case. Counsel asserted that juries generally tend to award a valuation in the middle – between the plaintiff and defendant’s valuations. However, in this case he thinks there is a lot of risk on both sides. Most of the risk is hinging on the issue of whether the land is subject to an Army Corps of Engineers jurisdictional determination. Counsel also shared that this case is expensive to litigate because of the way Ferrell’s attorneys are choosing to approach the case. Counsel has 15 depositions to complete by November 15, 2010 with experts on wetland, improvement costs and a myriad of side issues.

Counsel cited a case in Will County against IDOT in which the jury returned a verdict of \$6.5 million compared to IDOT’s suggested \$2-3 million valuation. Counsel expects Ferrell’s lawyer to testify that the government has been after her for 15 years. He believes similar testimony contributed to the large settlement case loss by IDOT.

The Directors inquired about what the Tollway’s legal team needed from them. General Counsel indicated that this case was brought to the Board to keep the Directors fully informed about the upcoming trial. He assured the Board that the Tollway will continue to rigorously defend during the trial but will remain open to settling out of court. He also committed to seeking clarification on whether Ferrell is seeking \$2 million in addition to or inclusive of the \$600K she has already received as preliminary just compensation.

Chair Wolff thanked the lawyer and observed this dedication to the case is admirable.

The Chair asked whether the Directors had additional questions regarding the Ferrell litigation. There were none.

### **The Directors discussed the Oases negotiation.**

General Counsel stated that there was no real update to provide on the status of the Oases other than the information disclosed in an earlier report. Staff shared that ExxonMobil requested 7-Eleven be assigned the lease. The Tollway is working to have outside experts evaluate this.

### **The Directors discussed threatened litigation.**

The Directors discussed negotiations with Synch Solutions. General Counsel reported that the Tollway made no response to Synch Solutions' latest settlement demand and had not heard from Synch in the last month.

**The Directors discussed the Midwest Fence litigation.**

*[Discussions related to ongoing litigation are redacted]*

**The Directors discussed a personnel matter.**

Staff explained that three FOIA requests were made by a reporter from the *Daily Herald*. Two of the requests were directly related to employee, Mary Wright, who brought the whistle blower allegations that were featured in today's paper. The first two FOIA requests were for the letter Ms. Wright's attorney sent to the Tollway and the Tollway's written response. The third FOIA request from the *Daily Herald* was for emails between Albert Murillo and the contractor – HTNB and its subcontractor.

Staff indicated that the documents requested had not yet been pulled and reviewed and that a response could not be made until they had been. Staff also stated that the documents could qualify for an exemption in the FOIA statute because the documents had already been forwarded to the Office of Executive Inspector General for the Agencies of the Illinois Governor (OEIG), for a subsequent investigation.

The General Counsel explained that Ms. Wright was the former EEO officer for 10 years who first came under scrutiny during the Fall of 2009 because she advised a supervisor to secretly record conversations. No action was taken at that point because there was a transition in the Tollway administration. In May 2010, she was transferred to a new position. Her salary was preserved but her grade level was reduced. In September 2010, she was placed on probation without pay because it was discovered that she had been emailing Tollway documents to her home computer for at least the last year without authorization or an apparent Tollway purpose. In her investigatory interviews and through her lawyer she alleged that she was demoted in May and harassed in her current position in retaliation for two reports that she prepared regarding the conduct of Albert Murillo, former Chief of Procurement. Before the lawsuit was filed, Staff broadened its investigation from the transfer of documents to investigate her allegations of retaliation. Her lawsuit was filed earlier this week and focused mostly on what happened in May 2010.

Because the claim arises under the whistleblower retaliation provision of the State Ethics Act, if Wright prevails she gets job reinstatement, 2 times her back pay with interest and reimbursement of lawyers' fees. She has been on unpaid suspension since September 17, 2010. Wright admitted that she signed a confidentiality agreement and that she was not supposed to transfer documents without permission. She stated that her only purpose was to protect herself, but she did not indicate from whom she was protecting herself.

The Directors asked about the next steps, timelines, and the ground rules for communication about this case. The General Counsel indicated that the Tollway likely would have to file a response to the lawsuit in mid-November because no grounds to dismiss the case had been found to date. Staff must complete an investigation including looking into allegations of retaliation. Upon completion of the investigation, the Tollway will have to decide what to do in the pending disciplinary action against Ms. Wright.

Staff indicated that the OEIG might consider filing a lawsuit against Wright for revealing the contents of an ongoing retaliation investigation to the public by naming him in the complaint.

The Directors asked whether a firm with expertise in these matters should be brought in. General Counsel indicated that upon completion of the investigation of Ms. Wright's complaints, the Tollway can decide whether it is necessary to bring in outside counsel.

Staff recommended that inquiries about this case should be referred to the appropriate management. The Directors agreed that if approached by reporters about this matter that they would explain that they do not comment on personnel matters but the Tollway does take these matters seriously.

There being no further business, Chair Wolff called for a motion to adjourn from Executive Session at 2:37 p.m. Director Pradel moved to adjourn; seconded by Director Roelf. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority



**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY  
MINUTES OF EXECUTIVE SESSION  
OF  
THE BOARD OF DIRECTORS  
November 18, 2010**

On November 18, 2010 at approximately 12:41 p.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Sections 2(c)(1), 2(c)(2) and 2(c)(11) of the Open Meetings Act. The Secretary called the roll and those present were as follows:

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

The following were present during some or all of the executive session:

Kristi Lafleur	Doug Kucia
Andrew Boron	Tom Bamonte
Jeffrey Redding	Jim Wagner
Tiffany Bohn	

**The Directors discussed labor negotiations.**

*[Discussion redacted due to ongoing collective bargaining negotiations]*

**The Directors discussed the pending litigation matter.**

Staff explained that Mr. Gonzales is a former toll collector who was terminated due to a poor attendance record. While employed, Mr. Gonzales requested ADA paperwork to file for special accommodations but never completed it. He told staff that he did not think his medical condition should be revealed to the Tollway.. Mr. Gonzales later claimed that he did not have enough time to complete the ADA forms despite receiving 3-4 months to complete them. He reportedly requested the morning shift because he took medication in the afternoon that made him sleepy.

His supervisors accommodated him by making over half of his work assignments on the morning shift. He was later terminated because of repeated absences even after supervisors accommodated his request for morning shifts. Six months after his termination from the Tollway, he was found to be disabled by the Social Security Administration and went on Social Security disability. He then sued the Tollway for not giving him an ADA accommodation.

The case is heading to trial because the judge denied the Tollway's motion for a summary judgement. A settlement conference is scheduled for December 1, 2010. Mr. Gonzales is asking for a \$495,000 settlement, which includes a combination of front pay, back pay and compensatory damages. General Counsel indicated that although a \$495,000 settlement is unrealistic, the Tollway incurs some financial risk in a jury trial because the trial would be an individual going up against a public agency. Additionally, in the event of a loss, the Tollway would have to pay Gonzales' legal fees. General Counsel requested authority from the Board to go into the settlement conference to resolve the case.

Directors discussed how much authority would be appropriate to give the General Counsel prior to the settlement conference, indicating a willingness to accept a settlement of \$50,000 or possibly even higher. General Counsel indicated that he would return to the Board with any proposed settlement agreement for further review.

Directors inquired whether the fact that supervisors accommodated Mr. Gonzales would serve as an admission in court that he had a medical condition. Directors advised staff to train supervisors to consistently apply ADA filing requirements by not accommodating employees unless they agree to complete the necessary ADA paperwork.

### **The Directors discussed the pending litigation matter.**

General Counsel indicated that Ms. Ferrell has not expressed an interest in settling the case to date. However, he asked the Board for authority to offer up to \$1.8 million in settlement if the Ms. Ferrell approached counsel to settle. This proposed settlement is inclusive of the \$600,000 that has already been paid to Ms. Ferrell as preliminary just compensation.

General Counsel reminded the Board that Ferrell's expert appraisers have submitted property valuations of approximately \$3,000,000 compared to valuations of approximately \$500,000 submitted by the Tollway's appraisers. He explained

that both Ferrell and the Tollway have credible appraisers and that the valuation would ultimately hinge on whether the court accepts the jurisdictional determination of wetlands on the property made by the Army Corp of Engineers, which depresses the value of the land.

The Directors advised General Counsel to settle the case if possible.

**The Directors discussed a personnel matter now in litigation.**

Staff shared the results of the Tollway's investigation into Mary Wright's complaints. Mary Wright was the former EEO Officer at the Tollway. She is currently on unpaid leave because it was discovered in September 2010 that she admitted sending various confidential files to her home computer without prior authorization or a Tollway business need to do so. The files included EEO files and other records sent from the Inspector General Office to the Office of the Executive Inspector General. She is now suing the Tollway because she claims that she was transferred from the EEO position on May 12, 2010 to a position in Employee Services in retaliation for recommending that certain allegations concerning Albert Murillo, former Chief of Procurement, should be referred to the Office of the Executive Inspector General ("OEIG"). Wright investigated two EEO complaints against Mr. Murillo.

Staff explained that previously the EEO Officer reported to the Chief of Administration. Legal determined that under state law the EEO Officer should report directly to the Executive Director and become a part of the Executive Staff. *[Discussions related to ongoing litigation and personnel matters are redacted]*

Staff shared that Ms. Wright alleged that she sent documents to her home to protect herself and that she did not deserve to be transferred out of the EEO position.

She also alleged that there were issues she discovered that had not been acted upon appropriately by the Tollway. For instance, she indicated that her investigations of two EEO complaints lodged against Albert Murillo had not been acted upon. However, staff found that the investigations had proceeded appropriately and had been forwarded by the Tollway to the OEIG. *[Discussions related to ongoing litigation and personnel matters are redacted]*

Ms. Wright also alleged that two other investigations had not been appropriately addressed. One allegation was that an employee had been smoking when he/she accrued overtime pay. The matter was investigated by Administration, which

determined the allegations to be unfounded. The other allegation involved inappropriate accrual of vacation leave by employees coming from other state agencies. That matter had also been investigated by Administration and the information was forwarded to the Executive Office. Staff produced a report regarding all of these matters on November 10, 2010 in response to the lawsuit filed by Ms. Wright.

As a result of this lawsuit, staff indicated that the Tollway has received two FOIA requests: one from Ms. Wright's lawyer and the other from Marni Pike of the Daily Herald.

*[Discussions related to ongoing litigation and personnel matters are redacted]*

Directors inquired about the contents of the FOIA requests. Staff read one of the requests, which included any correspondence over the last five years between Albert Murillo and a former Tollway consultant. The FOIA request also includes any correspondence between Albert Murillo and Scott Sims. *[Discussions related to ongoing litigation and personnel matters are redacted]*

Staff explained that typically the FOIA Officer makes the determination as to whether a FOIA request should be granted. If the FOIA Officer denies the request, the requestor has an opportunity to take the matter to the Public Access Counsel ("PAC") of the Attorney General Office for a decision on the matter. If the PAC determines upon review of the request that the Tollway must comply, the PAC will send a letter to the Tollway directing the release of the documents. *[Discussions related to ongoing litigation and personnel matters are redacted]*

Staff had already asked Marni Pike of the Daily Herald to narrow her FOIA request. She accepted that request for now. *[Discussions related to ongoing litigation and personnel matters are redacted]*

Directors approved the hiring of outside counsel to litigate this matter if deemed necessary by the General Counsel and staff. *[Discussions related to ongoing litigation and personnel matters are redacted]*

There being no further business, Chair Wolff called for a motion to adjourn from Executive Session at 2:54 p.m. Director Canham moved to adjourn; seconded by Director Roelf. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF EXECUTIVE SESSION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**December 16, 2010**

On December 16, 2010 at approximately 12:50 p.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c)(1) of the Open Meetings Act to discuss personnel matters, Section 2(c)(2) of the Act to discuss collective bargaining matters and Section 2(c)(11) to discuss litigation matters. The Secretary called the roll and those present were as follows:

Chair Paula Wolff  
Director Bill Morris  
Director Jim Roolf  
Director Carl Towns

Director Thomas Canham  
Director George Pradel  
Director Maria Saldaña  
Director Tom Weisner

Also, the following were present during some or all of the executive session:

Kristi Lafleur  
Tom Bamonte  
Greg Stukel  
Jack Healy

Doug Kucia  
Mike Colsch  
Paul Kovacs  
Craig Green

**The Directors discussed lease negotiation.**

Exxon Mobil is requesting that its lease with the Tollway be assigned to 7-Eleven, Inc. Staff indicated that per the lease, the Tollway has 60 days to review and respond to their request. Ideally, staff would like to respond to Exxon Mobil (EM) by the end of the month. Staff introduced Jack Healy and Craig Green from the consulting firm - McGovern & Green (M&G) to give an update on their evaluation of 7-Eleven, Inc. (7-Eleven) as a potential lessee.

M&G's evaluation included a review of the following: the sale and purchase agreement which is a \$19M all-cash deal; the methodology used by EM to select 7-Eleven; the environmental status of thirteen 7-Eleven sites; the list of entities owned by 7-Eleven, and the draft field and distribution agreements between EM and 7-Eleven. They also conducted background checks on the corporation, its subsidiaries and its executives, including the Chief Executive Officer, Chief

Financial Officer, Chief Operating Officer, Senior Vice President of Store Operations and the President of the Great Lakes Division.

M&G also: identified the major subcontractors of 7-Eleven; analyzed the 2008 and 2009 financial statements for 7-Eleven and its holding company; and reviewed 7-Eleven revenue projections and franchise selection process.

The results of M&G's evaluation were as follows: 7-Eleven, Inc is a subsidiary of 7-Eleven Japan, which is a subsidiary of Seven & I Holding. 7-Eleven has \$16 billion in sales, \$6 billion in assets and \$240 million in cash on hand. As of Feb. 28, 2010, Seven & I Holding had \$51 billion in sales, \$41 billion in assets and \$8 billion in cash on hand – making it one of the largest retailers in the world. 7-Eleven has 39,100 stores worldwide of which 8,200 stores are in North America. 7-Eleven's Great Lakes Division has 660 stores and operates 190 gas stations.

EM announced two weeks ago that 7-Eleven will purchase 183 EM stations in the United States. 7-Eleven Japan announced its intention to purchase, through McClain, 294 stores in Australia.

7-Eleven views the oases sites as high visibility or "billboard sites" and therefore will monitor them closely. As a franchisor, 7-Eleven gets paid out of the operating profit of the franchisees and therefore is very involved in the operation of the stores. Their involvement includes: visiting each store weekly, buying inventory and managing a customer relations system that tracks sales by SKU (stock keeping unit) numbers sold each hour at each store. There will be 2 stores at each of the Tollway Oases. As a result, they can customize inventory for each store to maximize profitability. Their largest subcontractor will be McClain for their food services.

Although 7-Eleven, Inc. has not selected franchisees for the Tollway Oases locations, it has a rigorous selection process and are willing to include the Tollway in that process. Currently, the franchisees in the Great Lakes Division of 7-Eleven have over 90% minority ownership. 7-Eleven projects an internal rate of return of 11.3% over a 10 year period. 7-Eleven will: pay \$90M in cash; invest another \$4 million in improvements; and sell each of the oases franchises for \$2.2 million. They expect to improve the sales within the first year of the store opening by over 10% - from their perspective this is a conservative estimate despite the fact that they cannot sell liquor or hot foods at the Tollway Oases.

7-Eleven will train and hire most of the existing employees prior to the closing of the current Oases stores. They have several provisions in their purchase agreement on how to treat employees – especially those nearing retirement.

7-Eleven has environmental professionals on staff and they do not have any significant environmental issues on record in Illinois. They plan to negotiate a fixed contract with EM for environmental clean-up necessary to date. As outlined in the lease agreement, EM is responsible for the property's current state. 7-Eleven will have to do its own due diligence to determine the current state. At the end of the lease, 7-Eleven will have to return the area back to "as good" or "better" condition as when it was originally leased to EM.

No significant issues were discovered about the executives during the background checks. There have been several lawsuits against 7-Eleven in Illinois - most of them from the City of Chicago. M&G indicated that these cases are most likely administrative matters (e.g. health code violations). Outside of the state, there are several lawsuits but none of them were deemed material to this transaction by M&G.

M&G indicated that the Tollway will have final approval of franchisees. The Tollway will have one point of contact with 7-Eleven despite the existence of multiple franchisees.

Directors asked about the minority composition of the franchise owners. General Counsel said this question could be asked as a point of interest but there is no provision in the lease that would require them to provide that information or to use that information as a part of the franchisee selection. Directors suggested that 7-Eleven be asked about the census breakdown of their franchisee owners as a point of interest.

Directors expressed concern that 7-Eleven could depress the sales/profitability for other pavilion vendors at the oases.

Directors inquired about 7-Eleven's willingness to share the costs of repairing the pavement in the parking lots. M&G indicated that there is a provision in the purchase agreement that limits 7-Eleven's contribution to the repaving of the parking lots.

Staff indicated that concessions may be requested by US Equities and iStar on the lease of the Tollway Oases pavilions. Staff is reviewing the extent of concessions



that can or should be made. One of the directors reminded the staff and Board that he would need to recuse himself from any vote related to US Equities.

Staff asked for the sense of the Board about honoring Exxon Mobil's request to assign their lease to 7-Eleven. The Directors indicated that they are comfortable with the arrangement as presented but requested a written report from M&G detailing the results of their evaluation.

**Directors discussed negotiations with SEIU.**

*[Discussion redacted due to ongoing collective bargaining negotiations]*

There being no further business, Chair Wolff called for a motion to adjourn from Executive Session at 1:30 p.m. Director Morris moved to adjourn; seconded by Director Roolf. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_/s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF EXECUTIVE SESSION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**January 27, 2011**

On January 27, 2011 at approximately 12:30 p.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c)(1) of the Open Meetings Act to discuss personnel matters, Section 2(c)(2) of the Act to discuss collective bargaining matters and Section 2(c)(11) to discuss litigation matters. The Secretary called the roll and those present were as follows:

Chair Paula Wolff	Director James Banks
Director Thomas Canham	Director Bill Morris
Director George Pradel	Director Jim Roolf
Director Carl Towns	Director Tom Weisner

Also, the following were present during some or all of the Executive Session:

Kristi Lafleur	Doug Kucia
Tom Bamonte	Mike Colsch
Jeff Redding	Paul Kovacs

**Directors discussed negotiations with Service Employee International Union (SEIU).**

*[Discussion redacted due to ongoing collective bargaining negotiations]*

**Directors discussed personnel issue.**

General Counsel shared that a whistleblower lawsuit had been filed by two ex-Tollway employees – Mr. and Mrs. Marro. Mr. Marro worked in Facilities and Mrs. Marro worked in Labor Relations. They were terminated after an investigation by the Inspector General (IG) determined that they had used Tollway employees to complete renovations on their home. Their lawsuit claims that they were terminated because they reported irregularities in the pre-employment testing process to the Tollway. *[Discussions relating to pending litigation redacted]*

**Directors discussed construction related issue.**

The General Counsel reported that a whistleblower employed by the contractor went to the Attorney General (AG) to report allegations of irregularities in the Fox River Bridge construction. *[Discussion relating to pending litigation redacted]* General Counsel indicated that the AG has one year to determine whether she will pursue a whistleblower case after the allegation has been made. In this case, that timeframe expires in mid-March. Staff is working with outside consultants to provide technical information to the AG prior to the March deadline.

*[Discussion relating to pending litigation redacted]*

Directors asked whether the whistleblower allegations were against the Tollway. Staff clarified that the allegations are against the contractor and construction manager contracted by the Tollway, but not against the Tollway.

*[Discussion relating to pending litigation redacted]*

**Directors discussed the Executive Director's performance goals.**

The Executive Director (ED) asked the Directors whether they have questions about the performance goals sent to them prior to the meeting. None of them had questions.

The Board met in Executive session without staff. Directors commented that the performance goals presentation is a good framework and that timelines and more specific outcome measures should be incorporated in the document. Directors also suggested that the goals be reviewed with the ED in six months.

There being no further business, Chair Wolff called for a motion to adjourn from Executive Session at 1:30 p.m. Director Morris moved to adjourn; seconded by Director Roelf. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_ /s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF EXECUTIVE SESSION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**February 24, 2011**

On February 24, 2011 at approximately 1:35 p.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c)(1) of the Open Meetings Act to discuss personnel matters, Section 2(c)(2) of the Act to discuss collective bargaining matters and Section 2(c)(11) to discuss litigation matters. The Secretary called the roll and those present were as follows:

Chair Paula Wolff	Director James Banks
Director Thomas Canham	Director Bill Morris
Director George Pradel	Director Jim Roolf
Director Maria Saldana	Director Carl Towns
Director Tom Weisner	

Also, the following were present during some or all of the Executive Session:

Kristi Lafleur	Doug Kucia
Tom Bamonte	Mike Stone
Jim Wagner	

**Directors discussed an employee theft case.**

The Inspector General (IG) reported that an internal audit uncovered a pattern of stealing by a toll collector over a period of 2 years. Emergency vehicles are allowed to go through toll plazas without charge when their emergency sirens are on and in other limited circumstances. After confronting the toll collector with video and electronic evidence, the toll collector confessed that he collected tolls from numerous cars and then falsely reported that he was authorizing free passage of those cars because they were emergency vehicles. He falsely collected approximately \$3,000 over a 2 year period.

After reviewing the evidence, the Assistant State's Attorney authorized felony charges. The toll collector was then arrested by the State Police and taken into

custody. He was bonded out and a hearing was set for March 1, 2011. The IG is beginning a broader review of the toll collectors' activities to determine whether similar patterns of stealing can be found.

Directors asked whether the toll collector was an SEIU member. The IG confirmed that he was a union member and was accompanied by a SEIU representative during the interview with the IG. Once felony charges were authorized, the union took no further action.

Directors asked whether the collector would lose his pension rights if he is convicted. The IG indicated that loss of pension rights is a possibility.

Directors asked whether there were extenuating circumstances that would explain the collector's behavior. The IG said that was explored during the interview. The only reason provided by the collector was that early in the process he needed candy money at work one day and the stealing escalated from there. The IG asked the State's Attorney to include restitution in any negotiation with the collector. The toll collector stated that he would like to pay the money back to the Tollway.

Directors suggested that other collectors be reminded that they are being monitored and they could get caught. The IG responded that he is required by statute to publicly report his activity twice a year and he will make a public report to the Board in April which will include this incident.

Directors suggested that management work with the unions to educate their members about the consequences of stealing money and inform them that since the creation of the new IG position, the Tollway has increased its internal investigations.

**Directors discussed labor negotiations with American Federation of State County and Municipal Employees (AFSCME) and Teamsters.**

*[Discussion redacted due to ongoing collective bargaining negotiations]*

**Directors discussed personnel issue.**

General Counsel reminded the Directors that Ms. Wright has been an employee at the Tollway for ten years as the EEO officer. She was transferred to another position last May at the same pay but received a demotion in pay grade. She was suspended in September 2010 because she sent confidential EEO documents to her

home email account and conducted personal business on the Tollway computer. Disciplinary action has not been decided on. She filed a lawsuit against the Tollway in October 2010 alleging that she was retaliated against due to two investigations she conducted of the Tollway's then Chief of Procurement, Albert Murillo. A series of depositions are scheduled in March 2011 with four Tollway employees and Ms. Wright. *[Discussions related to ongoing litigation and personnel matters are redacted]*

**Directors discussed the personnel issues with the ED.**

The Board met in Executive session without staff to discuss personnel issues.

There being no further business, Chair Wolff called for a motion to adjourn from Executive Session at 2:00 p.m. Director Morris moved to adjourn; seconded by Director Banks. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_/s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY  
MINUTES OF EXECUTIVE SESSION  
OF  
THE BOARD OF DIRECTORS  
March 24, 2011**

On March 24, 2011 at approximately 9:30 a.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c)(1) of the Open Meetings Act to discuss personnel matters, Section 2(c)(2) of the Act to discuss collective bargaining matters and Section 2(c)(11) to discuss litigation matters. The Secretary called the roll and those present were as follows:

Chair Paula Wolff	Director Thomas Canham
Director Bill Morris	Director George Pradel
Director Jim Roolf	Director Maria Saldana
Director Carl Towns	Director Tom Weisner

Also, the following were present during some or all of the Executive Session:

Kristi Lafleur	Doug Kucia
Tom Bamonte	Mike Stone
Mike Colsch	

**Directors discussed labor negotiations with American Federation of State County and Municipal Employees (AFSCME) and Teamsters.**

*[Discussion redacted due to ongoing collective bargaining negotiations]*

**Directors discussed the Ferrell land acquisition litigation case.**

General Counsel stated that this case is scheduled for trial on May 9. He expects the plaintiff's lawyers to ask for a \$3 million judgment against the Tollway as compensation for that land. The Tollway's lawyers will argue that the \$650,000 paid to date for the land is fair compensation. The Tollway and plaintiff are currently involved in motions to limit the scope of the testimony and evidence presented during the trial. The rulings on these motions are expected at the end of April. Counsel estimates that since the initial attempt to purchase the land in 1996,

the Tollway has spent nearly \$1 million on litigation surrounding this land acquisition. He expects the trial to take seven to ten days.

At approximately 10:00 a.m., Chair Wolff called for a motion to adjourn from executive session to convene the public Board Meeting. Motion was made by Director Towns and seconded by Director Canham. The motion was approved unanimously.

At approximately 12:20, Chair Wolff called for the reconvening of the Executive Session. The Secretary called the roll and those present were as follows:

Chair Paula Wolff	Director Thomas Canham
Director Bill Morris	Director George Pradel
Director Jim Roolf	Director Maria Saldana
Director Carl Towns	Director Tom Weisner

Also, the following were present during some or all of the Executive Session:

Kristi Lafleur	Doug Kucia
Tom Bamonte	

**Directors discussed a personnel matter.**

*[Discussions related to personnel matters and pending litigation are redacted]*

**Directors discussed personnel issues with the Executive Director.**

The Board met in Executive session without staff to discuss performance of the Tollway management and the process for recruiting and retaining personnel.

**Directors discussed personnel issues without the Executive Director.**

Directors discussed the performance of the Executive Director and staff as well as their support for effective Board work.

There being no further business, Chair Wolff called for a motion to adjourn from Executive Session at 1:20 p.m. Director Morris moved to adjourn; seconded by Director Banks. The motion was approved unanimously.



Minutes taken by: \_\_\_\_\_/s/ on original

Tranece Artis

Board Secretary

The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF EXECUTIVE SESSION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**April 28, 2011**

On April 28, 2011 at approximately 9:30 a.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c) (1) of the Open Meetings Act to discuss personnel matters, Section 2(c) (2) of the Act to discuss collective bargaining matters and Section 2(c) (11) to discuss litigation matters. The Secretary called the roll and those present were as follows:

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

Also, the following were present during some or all of the Executive Session:

Kristi Lafleur	Doug Kucia
Tom Bamonte	Mike Stone
Paul Kovacs	

**Directors discussed labor negotiations with American Federation of State County and Municipal Employees (AFSCME) and Teamsters.**

*[Discussion redacted due to ongoing collective bargaining negotiations]*

**Directors discussed the construction litigation case.**

General Counsel indicated that the Attorney General's office is monitoring the work of the contractor. *[Discussions related to pending or anticipated litigation are redacted]*

Staff said that a full construction audit will be conducted by an independent firm to ensure that the Tollway gets everything it paid for and also review our oversight process from contracted construction managers and internal staff.

At approximately 10:00 a.m., Chair Wolff called for a motion to adjourn from executive session to convene the public Board Meeting. Motion was made by Director Towns and seconded by Director Canham. The motion was moved unanimously.

At approximately 12:20, Chair Wolff called for the reconvening of the Executive Session. The Secretary called the roll and those present were as follows:

Chair Paula Wolff	Director Thomas Canham - phone
Director Bill Morris	Director George Pradel
Director Jim Roolf	Director Maria Saldana
Director Carl Towns	Director Tom Weisner

Also, the following were present during some or all of the Executive Session:

Kristi Lafleur	Doug Kucia
Tom Bamonte	Joann Finn
Tom Conklin	Rocco Zuccherro

#### **Directors discussed the Ferrell land acquisition litigation case.**

General Counsel told Directors that Mrs. Ferrell agreed to settle the land acquisition litigation case for approximately \$1.9 million and asked the Directors whether they have any concerns about moving forward with this settlement. General Counsel stated that this settlement amount can be covered within the project budget. The Directors agreed that this settlement was acceptable. The Chair indicated that when the Board adjourned from Executive Session and returned to the full public Board session that a vote on this settlement would be held.

#### **Directors discussed the release of executive session minutes.**

General Counsel reminded Directors that the Board is required to review the unreleased Executive Session minutes two times a year to determine whether they can be released to the public. The minutes under review for release included previously unreleased minutes from July 2010 to February 2011 and the redacted sections of previously released minutes from April 2009 to June 2010. Directors discussed specific sections on minutes of minutes recommended for release by

General Counsel. The Chair asked whether the Directors had concerns about releasing minutes recommended by General Counsel. With no additional questions, the Chair indicated that a public vote to release the minutes would be held after the Executive Session is adjourned.

**Directors discussed [litigation] matter.**

*[Discussions related to ongoing litigation are redacted]*

**Directors discussed personnel issues with the Executive Director.**

The Board met in Executive session without staff to discuss personnel issues.

*[Discussion related to personnel issues are redacted]*

Staff shared that the Chief of Staff, Doug Kucia, will leave the Tollway in two weeks. The Executive Director indicated that she is looking both internally and externally to fill this position.

**Directors discussed the personnel issues without the Executive Director.**

*[Discussion related to personnel issues are redacted]*

Directors discussed the need to re-circulate the Executive Director's goals for review. Directors discussed the Executive Director's performance to date and it was agreed that a group of Directors would meet and recommend an evaluation process at an appropriate time.

There being no further business, Chair Wolff called for a motion to adjourn from Executive Session at 1:20 p.m. Director Morris moved to adjourn; seconded by Director Towns. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_ /s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF EXECUTIVE SESSION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**May 26, 2011**

On May 26, 2011, at approximately 12:00 p.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c) (1) of the Open Meetings Act to discuss personnel matters, Section 2(c) (2) of the Act to discuss collective bargaining matters and Section 2(c) (11) to discuss litigation matters. The Secretary called the roll and those present were as follows:

Chair Paula Wolff	Director James Banks
Director Tom Canham	Director Bill Morris
Director George Pradel	Director Jim Roolf
Director Maria Saldana	Director Carl Towns

The following were present during some or all of the Executive Session:

Kristi Lafleur	Tom Bamonte
Paul Kovacs	Greg Stukel
Joanne Fehn	

**Directors discussed the Oases Electronic Billboard lease.**

Staff indicated that the lessee of the Oases pavilions, SFI, submitted a sublease to allow CBS to install electronic billboards on the Oases to the Tollway for approval in December 2010. Staff indicated that per the lease agreement, the Tollway has 21 days to review sublease requests and respond to the lessee. However, SFI agreed to stop the clock on the response deadline to give the Tollway an opportunity to evaluate safety concerns and related guidelines from the Federal Highway Administration. Also during this time period, the Tollway has requested that SFI provide a capital plan related to the repair of the parking lots. SFI submitted a five year plan in March, which Tollway staff is reviewing. However, the plan only includes the surface repairs to the lot over the next 5 years. Some of the lots will require substantial repairs, if not replacement, over that time period.

SFI obtained a permit from IDOT to install the electronic billboards. Recently, the Tollway received notice from SFI indicating that the new deadline for the Tollway to provide a decision on the sublease to CBS Outdoor is June 1, 2011.

Directors discussed: (1) whether the Tollway should grant the sublease to CBS, (2) how this sublease relates to the parking lot repairs and (3) whether the Tollway should contribute to the repair/replacement of the parking lots (car and/or truck) and ramps and/or take over responsibility for portions of those structures.

Directors asked how much it would cost to replace the car and truck parking lots and ramps. Staff indicated that the replacement cost estimates from the general consultant are up to \$35 million – the truck parking lot and the ramps account for nearly 90% of that cost. The truck parking lot adds little to no value to the lessee but are important to the Tollway overall. As a result, SFI is requesting that the Tollway take over that responsibility.

Directors asked about the terms of the sublease for CBS. Staff indicated that the base rent to SFI from CBS would be \$750,000 per year in the opening years with a potential upside for SFI from the rents realized by CBS for the 10 electronic boards. Under its sublease with SFI, CBS would share up to 50% of its revenues with SFI. Under SFI's current proposal to the Tollway, SFI would provide a guaranteed capital stream for parking lot repairs of \$500,000 annually until 2021, after which it rises to \$750,000 per year. Additionally, SFI offered to make it easier for the Tollway to share in a portion of the billboard revenue stream. The estimated maximum benefit to the Tollway is \$200,000 per year according to the Tollway Finance department. SFI is also committing \$10 million in capital and a revenue share of up to \$3 million over 17 years.

Directors discussed the public and legislative interest in the contracts/leases related to the Oases.

Directors advised staff to consider the following principles during the negotiation with SFI: (1) minimize changes to the existing lease agreement terms; i.e., SFI should maintain responsibility for the parking lots and ramps; (2) maximize the Tollway's share of the electronic billboard revenue from CBS and SFI; and (3) maximize the quality of the parking lots and ramps.

General Counsel informed the Board that SFI would likely ask the Tollway to take more responsibility for the parking lot and ramp repair in exchange for maximizing the Tollway's share from the electronic billboard revenue.

Chair Wolff asked staff to keep Director Banks abreast of the details of the SFI sublease negotiation and to provide a more general report to the rest of the Board. She also asked the staff to put together a clear description about the lease for external distribution.

General Counsel asked for guidance on how to proceed if the negotiation is not complete prior to the current deadline which is June 1, 2011. Staff indicated that the sublease request should be denied in that case and SFI should be encouraged to either re-submit its request or extend the deadline for response. Staff acknowledged that a denial might result in a lawsuit.

**Directors discussed [construction litigation].**

*[Discussions related to ongoing litigation are redacted]*

Directors discussed unfair labor violation filed by American Federation of State County and Municipal Employees (AFSCME) against the Tollway.

General Counsel received notice that AFSCME has filed an unfair labor practice against the Tollway arising from the upcoming changes to the health care plan. General Counsel and Human Resources will continue to monitor.

**Directors discussed personnel issues with the Executive Director.**

*[Discussion related to personnel issues are redacted]*

The Board met in Executive session without staff to discuss personnel issues. Staff informed the Directors that the Chief Internal Auditor position has been filled. The new Chief begins employment on June 1, 2011.

A permanent State Purchasing Officer (SPO) has been hired to replace the acting SPO who was released from his duties on Monday May 23, 2011 by the State Purchasing Office. The acting SPO has filed a multi-page summary of his complaints about the OIEG findings to the Executive Ethics Committee. He shared those complaints with Tollway staff.

**Directors discussed personnel issues without the Executive Director.**

*[Discussion related to personnel issues are redacted]*

Directors discussed the need to re-circulate the Executive Director's goals for review. Directors discussed the ED's performance to date and it was agreed that a group of Directors would meet and recommend an evaluation process at an appropriate time.

There being no further business, Chair Wolff called for a motion to adjourn from Executive Session at 1:30 p.m. Director Roolf moved to adjourn; seconded by Director Canham. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_/s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority



**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF EXECUTIVE SESSION**  
**OF**  
**THE FINANCE-ADMINISTRATION COMMITTEE**  
**May 26, 2011**

On May 26, 2011, at approximately 9:35 a.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c) (1) of the Open Meetings Act to discuss personnel matters, Section 2(c) (2) of the Act to discuss collective bargaining matters and Section 2(c) (11) to discuss litigation matters. The Secretary called the roll and those present were as follows:

Chair Paula Wolff	Director James Banks
Director Bill Morris	Director George Pradel
Director Jim Roolf	Director Maria Saldana
Director Carl Towns	Director Canham

Also, the following were present during some or all of the Executive Session:

Kristi Lafleur	Tom Bamonte
Mike Stone	Mike Colsch

**Directors discussed labor negotiations with Teamsters.**

*[Discussions redacted due to ongoing collective bargaining negotiations]*

Staff indicated that the Tollway had reached a tentative agreement with the Teamsters, which was ratified by the Teamster membership on Thursday May 19, 2011. The four year Collective Bargaining Agreement (CBA) is effective from October 1, 2010 through September 30, 2014 Contract wage increases and the resulting costs for wages, pension and FICA are shown as follows:

2.00% - Year 1 2.50% - Year 2 3.50% - Year 3 3.50% - Year 4 At approximately 9:50 a.m., Committee Chair Banks called for a motion to adjourn from Executive Session to reconvene the public Finance Administration Committee Meeting. Motion was made by Director Morris and seconded by Director Pradel. The motion was moved unanimously.

Minutes taken by: \_\_\_\_\_ /s/ on original

Tranece Artis

Board Secretary

The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF EXECUTIVE SESSION**  
**OF**  
**THE FINANCE-ADMINISTRATION COMMITTEE**  
**June 30, 2011**

On June 30, 2011, at approximately 8:45 a.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c) (1) of the Open Meetings Act to discuss personnel matters, Section 2(c) (2) of the Act to discuss collective bargaining matters and Section 2(c) (11) to discuss litigation matters. The Secretary called the roll and those present were as follows:

Committee Members:  
Director James Banks  
Director Bill Morris  
Director George Pradel  
Director Tom Weisner

Other Board Members:  
Chair Paula Wolff  
Director Tom Canham  
Director Maria Saldana  
Director Carl Towns

The following were present during some or all of the Executive Session:

Kristi Lafleur  
Paul Kovacs  
Joanne Fehn

Tom Bamonte  
Greg Stukel

**Directors discussed a litigation settlement matter.**

*[Discussions related to ongoing litigation and personnel matters are redacted]*

General Counsel indicated that a settlement agreement had been reached with Mary Wright. **Directors discussed ongoing litigation.**

*[Discussions related to ongoing litigation are redacted]*

General Counsel indicated that the U.S. District Court denied the Tollway's motion to drop the Midwest Fence challenge against the Disadvantaged Business Enterprise (DBE) programs administered by the Tollway, the Illinois Department of Transportation (IDOT) and the federal government. Midwest Fence's claim is that the Tollway's DBE program transfers subcontracting opportunities away from majority-owned subcontracting firms to DBE subcontractors.

Directors asked what role the disparity study plays in setting the DBE program goals. Staff indicated that there is an ongoing study that is being wrapped up in the near future which was commissioned jointly by the Tollway and IDOT.

**Directors discussed the contract negotiation with SFI.**

Staff reported that after completing extensive negotiations with SFI, the Tollway reached an agreement with them regarding allowing electronic billboards at the Oases. However, SFI received notification from IDOT that IDOT is revoking billboard permits by instruction from the Federal Highway Authority (FHWA). The Tollway's position is to be neutral on this situation because it is IDOT's responsibility to provide permits.

Directors asked whether this action constitutes a reversal on previous indications from FHWA about its position on this topic. General Counsel indicated that the original permit in 2007 was based on a monopole placement of the electronic billboard in the Oases parking lot. FHWA provided written approval of the billboard because it was not a part of the highway right-of-way. The Tollway Board at the time decided that it preferred to place the billboards on the Oases building. IDOT approved the new location because it met the FHWA standard of not being a part of the highway right-of-way. FHWA indicated that their previous letter was focused on one location versus the multiple locations allowed in the IDOT permits. FHWA also indicates that its approval was for the monopole design and not the billboard mounted on Oases buildings.

Directors asked when management expected a decision from the FHWA about providing permits for electronic billboards on the Oasis. General Counsel has no indication of when FHWA will make a decision.

**Directors discussed the [construction litigation].**

*[Discussions related to ongoing litigation are redacted]*

**Directors discussed the status of labor negotiations with American Federation of State, County and Municipal Employees, Council 31, AFL-CIO (AFSCME).**

*[Discussions redacted due to ongoing collective bargaining negotiations]*

**Directors discussed personnel issues with the Executive Director.**

The Board met in Executive Session with the Executive Director only to discuss assessment of management and personnel performance. The Executive Director also provided updates on the status of hiring.

**Directors discussed personnel issues without the Executive Director.**

The Board met in Executive Session without staff to discuss personnel issues. The Directors discussed the performance of the Tollway management during the Executive Director's absence and the status for hiring a new Chief of Staff.

There being no further business, Chair Banks called for a motion to adjourn from Executive Session at 9:50 a.m. Director Morris moved to adjourn; seconded by Director Weisner. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_/s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF EXECUTIVE SESSION**  
**OF**  
**THE FINANCE, ADMINISTRATION AND OPERATIONS COMMITTEE**  
**July 28, 2011**

On July 28, 2011, at approximately 8:45 a.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c) (1) of the Open Meetings Act to discuss personnel matters, Section 2(c) (2) of the Act to discuss collective bargaining matters and Section 2(c) (11) to discuss litigation matters. The Secretary called the roll and those present were as follows:

Committee Members:

Director Saldana  
Director Tom Canham  
Director Bill Morris

Other Board Members:

Chair Paula Wolff  
Director Banks  
Director Carl Towns  
Director Tom Weisner

The following were present during some or all of the Executive Session:

Kristi Lafleur  
Michael Stone  
Collette Holt

Tom Bamonte  
Mike Colsch  
Stephanie Stephens

**Directors discussed the status of labor negotiations with American Federation of State, County and Municipal Employees, Council 31, AFL-CIO (AFSCME).**

*[Discussions redacted due to ongoing collective bargaining negotiations]*

**Directors discussed [litigation] matter.**

*[Discussions related to ongoing litigation are redacted]*

General Counsel reminded the Directors that the Court had denied the collective motion of United States Department of Transportation (USDOT), Illinois Department of Transportation (IDOT), and the Tollway to dismiss Midwest Fence's case. Midwest Fence made a motion to file an amended complaint which was granted by the court. That filing must be completed by the end of August.

### **Directors discussed Illinois Appellate Court judgment.**

General Counsel indicated that the Illinois Appellate Court affirmed the grant of summary judgment in favor of the Tollway in a case in which the Tollway was sued for poor design related to a fatal truck crash at a toll plaza.

Directors asked whether this case is over. General Counsel indicated the case is over unless the plaintiff decides to take it to a higher court. However, he has no indication that the plaintiff plans to do so.

### **Directors discussed personnel issue with toll collector.**

General Counsel indicated that the Tollway won a motion for summary judgment in a discrimination case filed by a toll collector who was discharged after offering to pay out of her pocket for an unexplained discrepancy in her cash drawer. Her claim was that she was treated differently than other toll collectors under similar circumstances. General Counsel commented that the court's ruling affirms that the Tollway has consistently applied its policies when employees are involved in highly suspicious circumstances.

### **Directors discussed personnel issues with the Executive Director.**

The Board met in Executive Session with the Executive Director only to discuss assessment of management and personnel performance. The Executive Director discussed why she chose Mike Stone to be the new Chief of Staff and she also provided status of hiring a new Chief of Administration.

### **Directors discussed personnel issues without the Executive Director.**

The Board met in Executive Session without staff to discuss personnel issues. The Directors discussed the importance of hiring a new Chief of Administration to replace Mike Stone who has taken the Chief of Staff position.

### **Directors discussed the Tollway's Disadvantaged Business Enterprise Program (DBE).**

*[Discussions related to ongoing litigation are redacted]*

General Counsel introduced Collette Holt, DBE consultant, who was hired by the Tollway to review its DBE program over the last year. There being no further

business, Committee Chair Saldana called for a motion to adjourn from Executive Session at 9:50 a.m. Director Morris moved to adjourn; seconded by Director Canham. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_/s/ on original

Tranece Artis

Board Secretary

The Illinois State Toll Highway Authority



**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF THE EXECUTIVE SESSION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**September 29, 2011**

On September 29, 2011, at approximately 11:50 p.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c) (1) of the Open Meetings Act to discuss personnel matters, Section 2(c) (2) of the Act to discuss collective bargaining matters and Section 2(c) (11) to discuss litigation matters. The Secretary called the roll and those present were as follows:

Chair Paula Wolff	Director James Banks
Director Tom Canham	Director Bill Morris
Director George Pradel	Director Carl Towns
Director Maria Saldana	Director Tom Weisner

The following were present during some or all of the Executive Session:

Kristi Lafleur	Elizabeth Looby
Paul Kovacs	Michael Stone
Stephanie Stephens	Collette Holt (Consultant)

**Directors discussed the Tollway's Disadvantaged Business Enterprise Program (DBE).**

*[Discussions related to ongoing litigation are redacted]*

Executive Director Lafleur introduced Collette Holt, DBE Consultant, to present her recommendations to improve the Tollway's Disadvantaged Business Enterprise Program (DBE). Directors asked Ms. Holt to describe the difference between availability and disparity studies. Ms. Holt indicated that an availability study determines the availability of DBE firms to complete a particular type of project. The disparity study analyzes the utilization of DBE firms based on their availability. In effect, an availability study is a subset of the disparity study.

**Directors discussed ongoing [litigation].**

*[Discussions related to ongoing litigation are redacted]*

### **Directors discussed [potential litigation case].**

Acting General Counsel informed Directors that the Tollway was named in a case resulting from a 2009 incident in which a man became paralyzed after being rear-ended by a trucker on the Eden Spur. The plaintiff sued the trucker, his employer and the owner of the trailer. The trucking defendants brought a third party action against the Tollway and IDOT's contractors, claiming improper signage on the Eden Spur caused the crash. Because of prior crashes on the Spur, the Tollway put its own sign truck out on the Spur.

Acting General Counsel indicated that the Tollway filed a Motion for Summary Judgment but the judge denied it. The case will be assigned to a trial judge on October 3, 2011.

Plaintiff's settlement demand against the trucking defendants is \$50 million. The trucking defendants have made a settlement demand against the Tollway of \$3 million. The Tollway has insurance for this claim with a SIR of \$250,000. Acting General Counsel indicated that she wanted to get a sense of the Board on whether the Tollway should consider release of its SIR to the insurance company.

Directors asked who would litigate the case for the Tollway. Acting General Counsel indicated that two litigators from the Tollway would be present during the settlement discussions and in communication with the insurance carrier prior to the trial. If a settlement is not reached, the Tollway litigators will participate in this case and communicate with insurance company regularly about the status of the case. Staff clarified that if the insurance company negotiated a settlement with the trucking company, the Tollway could be released from this case.

Directors asked the name of the trucking company. Acting General Counsel responded Nettleton Specialized Carriers which is based in Wisconsin.

The Directors agreed with the staff's decision to release the SIR to the insurance company for the purposes described above.

### **Directors discussed [construction litigation].**

This is a personal injury lawsuit arising out of an incident that occurred on a construction project on January 8, 2009 at I-294 and Lake Cook Rd. pursuant to Contract I-07-5246 involving the installation of traffic control devices. Two of the Plaintiffs, Gerald Lettenberger and Benjamin Pennisi were employed by Highway

Technologies, a sub-contractor of Kenny Construction when they came in contact with the above-ground electrical lines, and sustained injuries. Cindy Lettenberger, the wife of Gerald, alleges loss of consortium. The parties seek damages in excess of \$50,000. Defense of this case was submitted to Kenny Construction.

Directors asked how the Tollway will be represented in this case. Acting General Counsel responded that the Tollway asked Kenny Construction to represent the Tollway in this matter but they have not responded to date. Directors asked whether this gets cleared through the Attorney General's office. Acting General Counsel responded that the Tollway routinely reports to the AG when a lawsuit is filed against the Tollway. However, the AG typically does not determine whether the case defense should be handled by the Tollway's legal department or another named party when appropriate.

### **Directors discussed the Tobin vs. Tollway and Paula Wolff litigation.**

Acting General Counsel described a lawsuit challenging the Tollway's action to increase tolls. In Count I, plaintiffs seek declaratory judgment against the Tollway and the Board Chair. They argue that pursuant to Section 21 of the Toll Highway Act, the Tollway was never intended to be in perpetual existence and the Tollway has not taken any action to limit its existence as evidenced by the issuing bonds. In Count II, plaintiffs seek injunctive relief against the Tollway, Chair Wolff and ETC and to preliminarily enjoin them from implementing the toll increase and the \$12 billion Capital Plan. In Count III, Plaintiffs allege civil rights violation under the 4<sup>th</sup>, 9<sup>th</sup>, 10<sup>th</sup> and 14<sup>th</sup> Amendments to the U.S. Constitution and Sections 1, 2, 12 and 24 of Article I of the IL Constitution, all in violation of 42 USC sec. 1983. The claim alleges that charging non I-Pass users twice as much as I-Pass users violates the equal protection and due process clauses of the State and federal Constitutions.

In 2003, Attorney Gary Johnson filed a lawsuit on the plaintiffs' behalf that challenged the Tollway's toll violation process. That suit was voluntarily dropped in 2004. The same lawyer (Speigel) filed a similar lawsuit in May 2005 but that complaint was dismissed in January 2006. Acting General Counsel Looby indicated that the Tollway and Board Chair have not yet been served.

Staff commented that this group might attempt to serve the lawsuit in a public manner and asked how that should be handled. Directors asked whether the Tollway could proactively accept service. Acting General Counsel responded yes. Directors suggested that the Tollway staff should contact Mr. Tobin's lawyer and

request a copy of the notice. Acting General Counsel indicated that the Tollway will work closely with the Attorney General's Office on this matter.

**Directors discussed potential litigation.**

*[Discussions related to ongoing litigation are redacted]*

**Directors discussed personnel issues with the Executive Director.**

The Board discussed the tentative design of the Executive Director's annual evaluation process. In addition, the Executive Director reviewed with the Board several pending personnel decisions.

**Directors discussed personnel issues without the Executive Director.**

The Board continued the discussion of the annual evaluation process to be sure that all Directors agreed to the process. The Directors agreed to the process which would be a self-evaluation, corresponding to the goals established by the Board and the Executive Director. The goals would be shared again with the Executive Committee and then the self-evaluation based on those goals would be shared. The Executive Committee would review the self-evaluation and then present its review to the full Board.

The Board members also asked several questions about a pending lawsuit.

At approximately 1:00 p.m., Board Chair Wolff requested a motion to re-enter the public Board session. Director Morris made the motion; seconded by Director Canham. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_ /s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF THE**  
**EXECUTIVE SESSION**  
**OF THE BOARD OF DIRECTORS**  
**November 17, 2011**

On November 17, 2011 at approximately 10:25 a.m., the Board met in Executive Session pursuant to Section 2(c)(11), Section 2(c)(2), Section 2(c)(1) of the Open Meetings Act.

Present:

Chair Paula Wolff  
Director Jim Banks  
Director Terry D'Arcy  
Director David Gonzalez  
Director Mark Peterson  
Director Jeff Redick  
Director James Sweeney  
Director Carl Towns  
Director Tom Weisner

Absent:

Governor Pat Quinn  
Secretary Schneider

**Directors discussed tentative collective bargainin agreement with the Metropolitan Alliance of Police, Chapter 336 (M.A.P.).**

*[Discussion redacted due to ongoing collective bargaining negotiations]*

Staff indicated that management is seeking the Board's approval of a tentative three-year agreement with M.A.P. beginning 11/1/11 through 10/31/14. This agreement was ratified by M.A.P. earlier this week. This agreement will provide retroactive wage and other economic increases of 2% in Year 1 of the contract 2.5% in Year 2 and 3% for Year 3 **Directors discussed the Tobin litigation.**

Acting General Counsel indicated that a hearing is scheduled on December 7 for a motion to dismiss the lawsuit challenging the toll increase.

**Directors discussed the Midwest Fence litigation.**

*[Discussions related to ongoing litigation are redacted]*

### **Directors discussed the employee use of non-revenue transponders.**

Staff indicated that a presentation was previously given in the FAO committee on the status of nonrevenue transponder use. Staff summarized that Tollway employees have had nonrevenue transponders and/or free passage on the Tollway since the Tollway was created. A computerized system was developed last year to monitor the use of the nonrevenue transponders relative to the Tollway's Kronos timekeeping system. Since then, some employees have opted to return the transponders. In some instances the Tollway has taken transponders away from employees when evidence of misuse was found.

Staff indicated that the tracking system confirms that the vast majority of the transponder use is for commuting. This represents forgone revenue of \$255,800 this year. With the toll increase, the foregone revenue related to nonrevenue transponders is expected to increase to approximately \$478,300 annually.

*[Discussions related to collective bargaining issues are redacted.]*

Directors indicated that the public expressed concerns at recent hearings about receiving a toll hike while Tollway employees continued to receive free access to the toll roads. Directors expressed concern about public perception related to this.

Directors asked whether Chicago Transit Authority (CTA) employees receive free passes for riding CTA buses and trains. Staff indicated that they do currently, but the CTA is considering the benefit will be discontinued. The RTA currently does not provide for transponders but it does provide a pre-tax benefit program for employees which allows them to pay for RTA fares and parking with pre-tax dollars. Nationally, about 2/3 of the toll agencies provide a free passage benefit to employees such as a non-revenue transponder, but several agencies have recently removed that benefit – most notably in New Jersey.

*[Discussions related to collective bargaining issues are redacted.]*

### **The Directors discussed personnel issues without management.**

Directors discussed personnel issues and the timing of 2012 Board and Committee meetings.

At approximately 11:15 a.m., Board Chair Wolff requested a motion to re-enter the public Board session. Director Peterson made the motion; seconded by Director

Weisner. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_/s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY  
MINUTES OF THE EXECUTIVE SESSION  
OF  
THE EXECUTIVE COMMITTEE  
November 17, 2011**

On November 17, 2011 at approximately 11:20 a.m., Executive Committee met in Executive Session pursuant to Section 2(c) (1) of the Open Meetings Act to discuss personnel matters.

The Directors on the Committee in attendance were as follows:

Chair Paula Wolff  
Director David Gonzalez  
Director Mark Peterson  
Director Jeff Redick  
Director Tom Weisner

**Directors discussed process for Executive Director performance evaluation.**

*[Discussion related to personnel issues are redacted]*

Chair Paula Wolff indicated that this meeting was called to get confirmation from the committee on the proposed evaluation process for Executive Director Kristi Lafleur. The process would include a self-evaluation by Ms. Lafleur based on goals she set for herself last year. The self-evaluation would then be reviewed by a sub-committee appointed for this purpose including the following directors; Banks, Towns, Weisner, and Wolff. The Directors agreed this process would be appropriate and recommended that the results of the subcommittee's review should be presented to the full Board.

At approximately 11:25 a.m., Board Chair Wolff requested a motion to re-enter the public Board session. Director Peterson made the motion; seconded by Director Weisner. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_ /s/ on original

Tranece Artis  
Board Secretary



## The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF THE EXECUTIVE SESSION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**December 15, 2011**

On December 15, 2011 at approximately 10:25 a.m., the Board met in Executive Session to discuss matters related to personnel, collective bargaining and litigation pursuant to Section 2(c)(1), Section 2(c)(2), Section 2(c)(11) of the Open Meetings Act.

Present:

Chair Paula Wolff  
Director Jim Banks  
Director David Gonzalez  
Director Mark Peterson  
Director Jeff Redick  
Director James Sweeney  
Director Carl Towns  
Director Tom Weisner

Absent:

Governor Pat Quinn  
Secretary Schneider

**Directors discussed ISTHA vs. Anderson litigation.**

Acting General Counsel indicated that the Tollway filed an eminent domain case in 2006 to acquire less than an acre of property. The Tollway also posted the preliminary just compensation for the property. One of the issues in resolving this case was the additional cost to the plaintiff due to drainage problems on the property in the amount of \$5,625 which the Tollway does not dispute. The Board needs to approve the settlement because the parameters established in the preliminary just compensation notice exceeds the initial appraisal by a certain percentage. She indicated that outside counsel recommended settlement of this case, despite the fact that the plaintiff had not yet sought another appraisal, because a jury trial would likely favor the landowners. Directors asked about the total settlement cost. Acting General Counsel indicated that the total cost is \$18,317 and that \$12,692 was posted originally.

Directors asked whether Acting General Counsel recommended settlement of this case. Acting General Counsel responded affirmatively.

**Directors discussed the [litigation] case.**

*[Discussions related to ongoing litigation are redacted]*

Counsel explained that in 2007, a toll collector working as a Collector in Charge (CIC) was discharged after admitting to the Inspector General that she placed money from the safe in her pocket. CIC's are responsible for balancing the safe at the end of his/her shift. After she was terminated, she filed a race discrimination case against the Tollway indicating that a white male CIC was treated differently under similar circumstances three months prior to this incident. The Tollway prevailed on summary judgment in the District Court in front of Judge Hart. Ms. Jones then obtained a new attorney who submitted a motion to reconsider. That motion was denied. The lawyer has since filed an appeal to the 7<sup>th</sup> Circuit Court.

**Directors discussed the Midwest Fence litigation.**

*[Discussions related to ongoing litigation are redacted]*

Acting General Counsel informed new Directors that their names have been substituted for the former Directors' names as defendants in this case. She indicated that the Directors would have an opportunity after the meeting to sign a letter authorizing the Attorney General's Office to represent them in this matter.

**Directors discussed the employee use of non-revenue transponders.**

Staff indicated that a statement was made during the public session of the Board meeting to ensure the public understood: (1) that employee use of non-revenue transponders would not be discontinued on January 1, 2012 as previously indicated; and (2) after resolution of related unfair labor practice charges, next steps would be announced.

Staff added that the Tollway's response to the Labor Board is due January 4, 2012. Directors asked about the basis for the ULPs. Staff responded that the unions have taken the position that the subject is a mandatory issue of bargaining while the Tollway has asserted that the matter is a management right.

**Directors discussed the Tobin litigation.**

Acting General Counsel indicated that a hearing is scheduled on Tuesday December 20 in front of Judge Novak on the plaintiff's motion for a temporary restraining order as well as the Tollway's motion to dismiss the case. She

indicated that she is optimistic about the outcome. She also indicated that the Attorney General's office is on standby to file an appeal if necessary.

**Directors discussed the review of the Executive Session minutes for public release.**

Acting General Counsel indicated that there are a variety of matters that should be withheld (or continue to be withheld) because they address issues that are related to: management's stance in collective bargaining, pending and anticipated litigation, purchase and lease of real property for public use and personnel matters.

Directors indicated that their inclination is to disclose as much information as possible to ensure that the Board's work is transparent. However, given the reasons outlined by Acting General Counsel, the Directors agreed that portions of the Executive Session minutes should remain redacted as recommended by General Counsel.

**Directors discussed personnel issues with the Executive Director.**

*[Discussion related to personnel issues are redacted]*

**Directors discussed personnel issues without the Executive Director.**

*[Discussion related to personnel issues are redacted]*

At approximately 11:25 a.m., Board Chair Wolff requested a motion to re-enter the public Board session. Director Weisner made the motion; seconded by Director Redick. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_ /s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY  
MINUTES OF THE EXECUTIVE SESSION  
OF  
THE BOARD MEETING  
January 26, 2012**

On January 26, 2012 at approximately 9:50 a.m., the Board met in Executive Session to discuss matters related to personnel, collective bargaining and litigation pursuant to Section 2(c)(1), Section 2(c)(2), Section 2(c)(11) of the Open Meetings Act.

Present:

Chair Paula Wolff  
Director Jim Banks  
Director Terry D'Arcy  
Director David Gonzalez  
Director Mark Peterson  
Director Jeff Redick  
Director James Sweeney  
Director Carl Towns  
Director Tom Weisner

Absent:

Governor Pat Quinn  
Secretary Schneider

Also present for all or portions of the meeting:

Kristi Lafleur (Executive Director)  
Michael Stone (Chief of Staff)  
Shana Whitehead (Acting Business Systems Chief)  
Paul Kovacs (Chief Engineer)  
Elizabeth Looby (Acting General Counsel)  
Gustavo Giraldo (Chief of Diversity)  
Collette Holt (DBE Consultant)

**Directors discussed toll violation settlement guidelines.**

*[Discussions related to ongoing litigation are redacted]*

Directors asked for a brief explanation of the how fines associated with unpaid tolls are assessed currently. Staff explained that a \$20 fine is assessed for each violation on the first notice. An additional \$50 fine is assessed per violation if a third violation notice is sent. Example: If a toll user has 10 unpaid tolls and does

not pay the toll within 7 days, he/she will be assessed a \$20 fine for each missed toll or \$200. If that toll user does not pay the tolls and fines within 35 days of notice, an additional \$50 fine is assessed per missed toll or \$500. The toll user would then owe \$700 (plus the actual toll).

*[Discussions related to ongoing litigation are redacted]*

**Directors discussed a [personnel litigation] settlement.**

Acting General Counsel indicated that Mr. Smith was an equipment operator/laborer for the Tollway and was involved in two motor vehicle accidents on the job – one in 2006 and the other in 2009. Due to the accidents, Mr. Smith has a three level back fusion at C3 through C7 which resulted in permanent weight restrictions. Generally, after back surgery, Tollway employees do not return to the job and they receive significant payouts through the workers' compensation program. The payouts are based on hourly wage and life expectancy. The Workers Compensation Act has been revised so that future workers compensation payouts will not be calculated based on the employee's life expectancy but until the employees turn 67 years old (or five years from the date of accident, whichever is later). Because the changes in the Act occurred after Mr. Smith's accidents, his payout will be based on life expectancy.

Ultimately, Mr. Smith's attorneys and the Tollway's outside counsel agreed upon a settlement of \$375,000. Acting General Counsel explained that if the Tollway does not settle at this time, the Tollway would be obligated to continue paying temporary disability payments to Mr. Smith while he went through vocational rehabilitation over the next 1-2 years at a cost of \$53,000 - \$117,000.

Directors asked whether the plaintiff was eligible for and/or had requested a Medicare set-aside (MSA). Acting General Counsel responded that Mr. Smith is not currently eligible for Medicare and generally workers compensation settlements cannot be reached without a review and determination by federal CMS which makes Medicare set-aside determinations. Because this issue was not raised during CMS' review, Acting General Counsel indicated that it will not likely be an issue in the future.

Directors asked whether MSA's are typically included in the workers' compensation settlements presented to the Board for consideration. Acting General Counsel responded that generally the MSA amount will not be included in

the settlement amount presented but, if applicable, an MSA amount will be included in the Board write-up.

Directors asked whether Acting General Counsel recommended a settlement at this time. Acting General Counsel responded affirmatively.

**Directors discussed Midwest Fence litigation and Diversity Program recommendations from consultant.**

*[Discussions related to ongoing litigation are redacted]*

Acting General Counsel reminded Directors that the plaintiff, Midwest Fence, is a majority-owned fence and guardrail company that has filed a 17 count case against the Tollway, Illinois Department of Transportation (IDOT) and the United States Department of Transportation (USDOT) challenging the Disadvantaged Business Enterprise (DBE) Program goals used in the award of construction contracts. The plaintiff is seeking declaratory relief alleging that the Tollway discriminates based on race and gender in the design and implementation of its DBE program. In addition to seeking damages for contracts they submitted bids for and lost to DBE vendors, the plaintiff is seeking damages for contracts that the company did not submit bids for under the assumption that the work would go to a DBE subcontractor.

Each of the Directors was named in the original complaint and under the operation of the federal court rules the former Directors' names have been substituted with the current Directors' names as defendants in this case. Acting General Counsel indicated that all of the Directors have received copies of the amended complaint and have an opportunity to sign a letter authorizing the Attorney General's Office to represent them in this matter.

Acting General Counsel reminded Directors that as part of the Tollway's desire to maintain a strong Diversity Program, the Tollway adopted a resolution in 2005 to start the DBE Program to address disparity in the number of contracts awarded to disadvantaged business enterprises compared to majority owned firms. **Directors discussed the Tobin vs. ISTHA litigation.**

Acting General Counsel indicated that the plaintiff filed an appeal on the temporary restraining order (TRO) but no appeal on the partial grant of the Tollway's motion to dismiss. There is a status scheduled on February 7. If the

plaintiff does not file anything by that date, the case could be dismissed at that time.

**Directors discussed [ongoing litigation].**

*[Discussions related to ongoing litigation are redacted]*

**Directors discussed the employee use of non-revenue transponders.**

Staff indicated that a third union, the Teamsters, has filed an Unfair Labor Practice (ULP) complaint regarding the discontinuation of non-revenue transponders use by employees. The hearing officer has combined the complaints from AFSCME, SEIU and Teamsters and the Tollway has provided an initial response to the Labor Relations Board. The Tollway is currently waiting for notice of a Labor Relations Board hearing on this matter which could take up to 6 months.

**The Directors discussed personnel issues with the Executive Director.**

Staff informed the Directors that a new appointment to the General Counsel position is expected in February 2012.

**The Directors discussed personnel issues without the Executive Director.**

At approximately 11:25 a.m., Board Chair Wolff requested a motion to re-enter the public Board session. Director Peterson made the motion; seconded by Director Towns. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_ /s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority



**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY  
MINUTES OF THE EXECUTIVE SESSION  
OF  
THE FINANCE ADMINISTRATION OPERATIONS COMMITTEE  
February 15, 2012**

On February 15, 2012 at approximately 9:50 a.m., the FAO Committee met in Executive Session to discuss matters related to property acquisition and litigation pursuant to Section 2(c)(5) and Section 2(c)(11) of the Open Meetings Act.

Committee Members Present:

Committee Chair Mark Peterson  
Director David Gonzalez  
Director James Sweeney

Committee Members Absent:

Director Jim Banks

Also present for all of portions of the meeting:

Kristi Lafleur (Executive Director)  
Michael Stone (Chief of Staff)  
Paul Kovacs (Chief Engineer)  
Dave Wilson (Sr. Asst. Attorney General)  
Joanne Fehn (Land Acquisition Manager)  
Tiffany Bohn (Asst. Attorney General)

**Directors discussed land acquisition for the I-294/I-57 interchange project.**

Senior Assistant Attorney General indicated that Legal Item 3 is a resolution that provides the authority to spend funds necessary for land acquisition for the I-294/I-57 Interchange as well as identifying additional parcels to be acquired for this project. Resolution 16540 as amended by Resolution 17844 authorized the budget for the construction of this interchange among others. Approximately \$1,000,000 of the \$14,300,000 budget allocated for land acquisition costs was authorized previously for the Dixie Creek Re-alignment part of I-294/I-57 interchange project. He indicated that staff is seeking authorization to spend the remaining \$13,300,000 for real estate and interests in real estate for the entire I-294/I-57 interchange project as well as permanent and temporary easements, fee titles, etc. He added

that the Tollway is required by law to specifically identify the real estate interests to be acquired by condemnation for Tollway projects. The Tollway has previously identified parcels it intends to acquire to satisfy this requirement. This Resolution amending Resolution No. 19478 adds additional parcels and continues to satisfy that requirement. Those additional parcels are identified on Exhibit A to this resolution.

Staff indicated that discussing the parcel locations is a sensitive topic because it could affect homes and other private property. Staff indicated that the Tollway intends to be proactive in its outreach to homeowners that will be affected by this purchase.

Directors asked how the land acquisition affects residential versus commercial property and whether affected parties have been notified. Staff indicated that along the Dixie Creek alignment there is mostly green space and vacant land. There are a couple of the parcels that have billboards that could simply be moved away from the property line. Along the Memphis movements, there are a considerable number of relocations and acquisitions needed including: 23-25 single family homes, 8 garages, 3-4 multi-unit buildings and 3-4 businesses. Most of them have not been notified because the Tollway is still in the identification phase which entails value engineering. The current process is to wait until the Tollway receives a final Plat of Survey and a Title Commitment before sending a notice to the owner indicating that an appraiser is coming. Once the appraisal is received, staff evaluates the appraisal and then supplies that information to an outside negotiator who sends another letter to the owner to initiate a negotiation. If an agreement is not reached within 60 days, the Tollway goes into the condemnation phase which entails filing suit against the owner. Staff also indicated that the Tollway has a one offer system. Under the Toll Highway Act, the Tollway is not allowed to make counteroffers to the owner.

### **Directors discussed potential settlement with Walsh Construction.**

Senior Assistant Attorney General recommended a legal settlement between the Tollway and Walsh Construction Company (Walsh) in the amount of \$181,687.89. He indicated that the matter arose out of Walsh's contract with the Tollway to reconstruct the northbound Tri-State Tollway (I-94) from Route 60 to Route 176. The contract expired June 18, 2011 after attempts to execute a contract extension failed. Following the expiration of the contract, shoulder pavement and guardrail settlement were observed and the Tollway authorized Walsh to perform the repairs

as an extra work order. Because the contract had already expired, the Comptroller's Office refused to issue payment for the extra work.

Directors asked whether the Tollway is setting an unwanted precedent by settling the payment in this manner. Staff indicated that the Tollway maintains its right to refuse payment for unauthorized work completed after contract expiration.

Directors asked whether the final release of retainage for Walsh was delayed because of this legal settlement. Staff responded affirmatively.

**Directors discussed settlement proposal for Fields of Cambridge.**

Senior Assistant Attorney General recommended that the Tollway enter into a settlement agreement with the Fields of Cambridge Condominium Association (Association). The matter arose due to sediment run-off discharged into the north pond of the Association's development following reconstruction of pavement at the Tri-State Tollway (I-94/I-294) at O'Plaine Road in 2009. The Tollway was cited for this incident by the Illinois Environmental Protection Agency. To remedy the problem, dredging of the pond is needed.

Directors asked whether the Tollway will direct the pond dredging. Staff indicated that the Association will hire the contractor to complete the work and the Tollway will only pay the Association for the work that is actually performed or up to \$47,900 – the Association claimed damages.

Directors asked whether the State's Prevailing Wage Act will be complied with in performing this work. Staff indicated that they will investigate whether that can be included as a condition of payment.

At approximately 10:20 a.m., Committee Chair Peterson requested a motion to re-enter the public FAO Committee session. Director Gonzalez made the motion; seconded by Director Sweeney. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_ /s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY  
MINUTES OF THE EXECUTIVE SESSION  
OF  
THE BOARD OF DIRECTORS  
February 23, 2012**

On February 23, 2012 at approximately 9:40 a.m., the Board met in Executive Session to discuss matters related to personnel and litigation pursuant to Section 2(c)(1) and Section 2(c)(11) of the Open Meetings Act.

Present:

Chair Paula Wolff  
Director Jim Banks  
Director Terry D'Arcy  
Director David Gonzalez  
Director Mark Peterson  
Director Jeff Redick  
Director James Sweeney  
Director Carl Towns  
Director Tom Weisner

Absent:

Governor Pat Quinn  
Secretary Schneider

Also present for all or portions of the meeting:

Kristi Lafleur (*Executive Director*)  
Paul Kovacs (*Chief Engineer*)  
Elizabeth Looby (*Sr. Assistant Attorney General*)  
David Goldberg (*General Counsel*)  
Michael Stone (*Chief of Staff*)  
Rocco Zuccherro (*Deputy Chief of Engineering*)

**Directors discussed the suspension and law enforcement investigation of a subcontractor.**

[Discussions related to ongoing litigation are redacted]

**Directors discussed a settlement with the Cambridge Condominium Association.**

Senior Assistant Attorney General indicated that this matter arises out of construction work done by the Tollway on the north Tri-State adjacent to the Cambridge Condominium Complex. This construction work caused pavement run-off to flow into one of the ponds managed by the Association. The Illinois Environmental Protection Agency found that the pond was contaminated due to the Tollway's construction work. As a result, the Association asked that the Tollway pay the actual cost to dredge the pond of sediment up to \$47,900. Although engineering staff disputes the projected cost for this work, legal counsel asked the Board for settlement authority up to \$47,900.

#### **Directors discussed the Tobin vs. ISTHA litigation.**

Senior Assistant Attorney General indicated that the plaintiff filed an amended complaint against the Tollway which included allegations that challenged the existence of the Tollway despite warning from the judge not to do so. The amended complaint also included allegations about the procedural process used to approve projects such as the Elgin O'Hare Western Bypass project (although not specifically named). Staff has documentation demonstrating that the procedural process is in compliance with Section 14 requirements.

General Counsel will file another motion to dismiss this case in its entirety by March 9, 2012. The next hearing date will likely be in June 2012.

#### **Directors discussed potential Inter-governmental Agreement with Village of Green Oaks.**

Staff indicated that the Tollway has accommodated several requests from residents of Green Oaks to reduce Tollway traffic noise by investing significant resources into building additional noise walls in the area. The residents' latest request is for the Tollway to perform a diamond grinding process on the Tollway pavement near Green Oaks in an effort to reduce the noise level. Staff indicated that the diamond grinding may or may not produce the noise level reductions sought by the residents. However, because the Tollway is planning unrelated construction work in that area, staff agreed to perform the diamond grinding process if the Village of Green Oaks agrees to reimburse the Tollway for the project costs – approximately \$1.6 million.

Directors asked about the decibel levels referenced by the Village of Green Oaks resident during public comment of the Board meeting. Staff responded that the

decibel levels of 67 or below are acceptable per federal standards within 500 feet. The residents of Green Oaks reportedly measured a noise level of 70 decibels on the morning of the Board meeting.

Directors asked how much diamond grinding of the pavement could reduce the noise level for the residents and how the process would affect the life cycle of the pavement. Staff responded that diamond grinding is known to reduce the noise level at the pavement by 5-6 decibels. However, it is not known how it will affect the decibel level from the residents' perspective. Staff indicated that the diamond grinding should not have an effect on the life cycle of the pavement.

Directors asked whether the sound walls built to date have yielded a noticeable benefit to residents. Staff responded that sound walls are effective in noise reduction but are not a cure all.

Staff indicated that it is important that communities and developers make people aware of future projects so they can make informed choices about the proximity of potential developments near road construction.

**Directors discussed Midwest Fence litigation and Diversity Program recommendations from consultant.**

*[Discussions related to ongoing litigation are redacted]*

General Counsel indicated that the Tollway has had a couple of procedural wins in the Midwest Fence case recently. First, the plaintiff's attempt to avoid a jury trial was denied by the judge. Secondly, the plaintiff requested bifurcation of the case which entails having separate proceedings on liability then damages. The court recently denied the plaintiff's request to bifurcate the case.

*[Discussions related to ongoing litigation are redacted]*

**The Directors discussed personnel issue with the Executive Director.**

Staff informed the Directors about personnel matters including potential new hires.

**The Directors discussed personnel issue without the Executive Director.**

Directors discussed personnel matters including the Executive Director's annual goals and external activities.

At approximately 10:35 a.m., Board Chair Wolff requested a motion to re-enter the public Board session. Director Peterson made the motion; seconded by Director Towns. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_/s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY  
MINUTES OF THE EXECUTIVE SESSION  
OF  
THE BOARD OF DIRECTORS  
March 22, 2012**

On March 22, 2012 at approximately 11:00 a.m., the Board met in Executive Session to discuss matters related to personnel, collective bargaining and litigation pursuant to Section 2(c)(1), Section 2(c)(2), Section 2(c)(11) of the Open Meetings Act.

Present:

Chair Paula Wolff  
Director Terry D'Arcy  
Director David Gonzalez  
Director Mark Peterson  
Director Jeff Redick  
Director James Sweeney  
Director Carl Towns  
Director Tom Weisner

Absent:

Governor Pat Quinn  
Secretary Schneider  
Director Banks

Also present for all of portions of the meeting:

Kristi Lafleur (Executive Director)  
Michael Stone (Chief of Staff)  
Jim Wagner (Inspector General)  
Mike Colsch (Chief of Finance)

**Directors discussed a worker's [compensation settlement].**

General Counsel indicated that this worker's compensation case involves an employee, James Narel, who sustained two separate injuries while performing his duties as an equipment operator. Outside counsel has negotiated a settlement in the amount of \$97,213.73 and recommends a settlement.

Directors asked whether Mr. Narel remains employed with the Tollway and whether the injuries he incurred were due to repetitive trauma. Counsel responded that Mr. Narel incurred two separate injuries (right rotator cuff and left arm tendon



rupture) that resulted from two separate accidents that occurred in two separate years. Neither injury was due to repetitive trauma.

Directors asked whether Mr. Narel will remain in the same job. Counsel responded that Mr. Narel has been released to full duty work.

**Directors discussed [a pending investigation].**

The IG informed the Directors that an investigation previously listed in his summary report to the Board was not presented at the Board meeting because it involves an ongoing investigation. The investigation involves Integrys, the company contracted by the State through CMS to manage utilities (gas and electric) for all State agencies. In 2006, Integrys handled the wholesale purchase of utilities for the State but the utility billing was handled by a company called ERC out of the University of Illinois - Chicago. In 2009, Integrys took over the utility billing function also, and was permitted in the contract to charge administrative fees at the rate of .007 of the total bill.

In 2009, the Governor issued a directive for all state agencies to identify ways to reduce utility cost and usage by 25 percent. The Tollway responded by commissioning a comprehensive review of utility bills for all Tollway locations by an outside vendor and then creating a system under Catapult to track the utility bills for all locations - including historical data beginning in 2008. With the new tracking system, staff identified that there has been an 11 percent decrease in utility costs since 2008.

Staff also noticed that there was a difference in the billing amounts generated by NICOR and the amounts shown on bills received from Integrys. The Integrys bills were approximately \$120,000 higher in aggregate from 2009-2011 than the NICOR bills. Upon request, Integrys could not adequately explain the higher bills. The Office of the Inspector General (OIG) investigated this matter over the last year and recently discussed this matter with the Illinois Attorney General's (IAG) Office. The IAG expressed interest in continuing the investigation started by the OIG. Staff noted that the Governor's Office has also been notified of this matter.

Directors asked whether the \$120,000 difference could be attributed to the administrative costs designated in the Integrys contract. The IG responded that he could not confirm whether the overage could be attributed to administrative costs because the bills provided by Integrys are not itemized.

Staff added that not all Tollway energy accounts are managed by Integrys. CMS recently asked the Tollway to transfer management of its remaining energy accounts under the Integrys contract. Because the arrangement does not seem to benefit the Tollway, staff has declined to do so and is seeking to discontinue Integrys' management of all Tollway energy accounts.

Directors asked about the timing of the resolution of this investigation. The IG responded that he has concluded his investigation but he could not confirm the scope or duration of the investigation by the Attorney General.

**Directors discussed the Midwest Fence litigation.**

*[Discussions related to ongoing litigation are redacted]*

General Counsel also indicated that the federal judge recently set a discovery closure for this case to run through the end of September.

*[Discussions related to ongoing litigation are redacted]*

Directors asked that Counsel continue to provide updates on this matter.

**Directors discussed the Tobin vs. ISTHA litigation.**

General Counsel reminded Directors that the Tobin litigation amounts to a general constitutional challenge of the Tollway's existence, toll structure and rates. Since the last meeting, the Tollway filed an updated motion to dismiss the case and is awaiting plaintiff's responsive pleading.

**Directors discussed potential collective bargaining matters.**

*[Discussion redacted due to ongoing collective bargaining negotiations]*

**The Directors discussed personnel issues with the Executive Director.**

Staff informed the Board that moving forward the administration of Family Medical Leave Act requests will be processed by an outside vendor at a cost lower than back-filling a full-time position previously designated to do the same.

**The Directors discussed personnel issues without the Executive Director.**

Directors discussed the Executive Director's performance goals and performance management metrics.

At approximately 12:00 p.m., Chair Wolff called for a motion to re-enter the public session of the Board Meeting. Director Weisner made the motion; seconded by Director Towns. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_/s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY  
MINUTES OF THE EXECUTIVE SESSION  
OF  
THE FINANCE, ADMINISTRATION AND OPERATIONS  
COMMITTEE  
April 18, 2012**

On April 18, 2012 at approximately 10:10 a.m., the Finance Administration Operations Committee met in Executive Session to discuss matters related to personnel, collective bargaining and litigation pursuant to Section 2(c)(11) and other applicable provisions of the Open Meetings Act.

Committee Members Present:

Chair Paula Wolff

Director Banks

Director Mark Peterson

Director David Gonzalez

Directors also present:

Director James Sweeney

Director Carl Towns

Director Tom Weisner

Staff present for all of portions of meeting:

Kristi Lafleur (Executive Director)

David Goldberg (General Counsel)

Michael Stone (Chief of Staff)

Joanne Fehn (Land Acquisition Mgr)

**Directors discussed the amended identification of real estate parcels for Tollway land acquisition.**

General Counsel introduced Joanne Fehn, Land Acquisition Manager, to provide a general reference to the amended identification of real estate parcels for land acquisition related to the I-294/I-57 project. Ms. Fehn indicated that 18 real estate parcels will be added to resolutions approved last month for land acquisition related to the I-294/I-57 project. Many of parcels are located in the Dixie Creek area. Others are located in the Memphis movement along I-294. Most of the additional parcels are streets and alleys that did not have clear title. Although most of the parcels are full-takes, partial-takes are included in this group also.

Directors asked whether there was a problem tracking down the property owners. Staff responded that owners were previously known but the Tollway had to determine how to properly identify the land parcels.

Directors asked about the total number of parcels acquired for this project to date. Staff responded that 60-70 parcels have been acquired to date. However, the overall number of parcels needed for this project is approximately 320.

**Directors discussed the Midwest Fence litigation.**

*[Discussions related to ongoing litigation are redacted]*

At approximately 10:25 a.m., Committee Chair Peterson called for a motion to re-enter the public session of the Finance Administration Operations Committee Meeting. Director Banks made the motion; seconded by Director Gonzalez. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_ /s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**  
**MINUTES OF THE EXECUTIVE SESSION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**April 26, 2012**

On April 26, 2012 at approximately 10:15 a.m., the Finance Administration Operations Committee met in Executive Session to discuss matters related to personnel, collective bargaining and litigation pursuant to Section 2(c)(11) and other applicable provisions of the Open Meetings Act.

Present:

Chair Paula Wolff

Director Banks

Director Terry D'Arcy

Director David Gonzalez

Director Mark Peterson

Director Jeff Redick

Director James Sweeney

Director Carl Towns

Director Tom Weisner

Staff present for all or portions of the meeting:

Kristi Lafleur (Executive Director)

Michael Stone (Chief of Staff)

Shanna Whitehead (Acting Chief of Bus. Systems)

David Goldberg (General Counsel)

Joanne Fehn (Land Acquisition Mgr)

**Directors discussed the amended identification of real estate parcels for Tollway land acquisition.**

General Counsel introduced staff to discuss land acquisition settlements for I-90 and Il Route 47 Interchange Project. Staff is actively negotiating with the property owners to acquire 12 parcels necessary to commence construction and relocate utilities for this project.

Staff reminded the Directors that Resolution 19556 established authority for Tollway staff to acquire all needed real estate interests including but not limited to making offers, negotiating agreements, purchasing parcels, and settling in an amount not to exceed \$13 million in the aggregate. Staff is starting the Tollway administrative process which allows the Tollway to purchase the land above the appraised value of the property under certain conditions.

*[Discussions related to ongoing litigation are redacted]*

Staff described Parcel 1 and indicated that the property owner(s), requested \$5.1 - \$6.0 million for the property. The appraised value obtained by the Tollway is \$3.1 million. The final counter offer from the property owner's lawyer is \$3.675 million.

Directors asked whether it was typical for the names of the property owners to be undisclosed to the Directors. Staff responded that, generally, that information is not included but the process can be changed. Staff indicated that the property owner for Parcel 1 is Richard Virancik.

Directors suggested that the staff provide the names of the property owner(s) for each parcel scheduled for discussion to the Directors. This would give them an opportunity to recuse themselves from the discussion if a conflict of interest exists. **Staff agreed to recommend a process to permit Directors to have enough time and information to make studied decisions about the need for recusals.**

Staff described Parcel 4 and indicated that the property owner(s), Rick Solis requested \$340,000 - \$370,000. The Tollway offered the appraised value - \$170,000. The final counter offer from the owners' lawyer was \$220,000.

Staff described Parcel 8 (developed and subdivided) and indicated that the property owner(s) is Horizon Group. The Tollway offered the appraised value - \$1,046,500. The final counter offer from the owners' lawyer was \$1,269,000.

Staff described Parcel 9 (developed and subdivided) and indicated that the property owner is Horizon Group. The Tollway offered the appraised value - \$1,787,000. The final counter offer from the owners' lawyer was \$2,442,500.

Staff described Parcel 12 and indicated that the property owner is Horizon Group. The Tollway offered the appraised value - \$310,000. The final counter offer from the owners' lawyer was \$334,000.

Directors asked about the cost of delaying land acquisition contracts. Staff indicated that by some measures the cost to delay can be equivalent to \$10 million per month.

#### **Directors discussed the Midwest Fence litigation.**

*[Discussions related to ongoing litigation are redacted]*

**Directors discussed the Tobin litigation.**

The Law Department recently received the plaintiff's response to the Tollway's motion to dismiss the case. There is no further action to report concerning this case.

**Directors discussed [collective bargaining matter].**

*[Discussion related to personnel issues are redacted]*

**Directors discussed [collective bargaining matter.**

*[Discussion related to personnel issues are redacted]*

**Directors discussed personnel issues with the Executive Director.**

The Executive Director discussed her annual goals with the Board.

**Directors discussed personnel issues without the Executive Director.**

Directors discussed the Executive Director's performance goals and performance management metrics.

At approximately 11:25 a.m., Chair Wolff called for a motion to re-enter the public session of the Finance Administration Operations Committee Meeting. Director Banks made the motion; seconded by Director Gonzalez. The motion was approved unanimously.

Minutes taken by: \_\_\_\_\_/s/ on original

Tranece Artis  
Board Secretary  
The Illinois State Toll Highway Authority