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Record of Closed Meeting | December 21, 2017

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 9:48 a.m. on Thursday, December 21, 2017 to discuss Tollway matters related to the purchase of real property, potential or pending litigation and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)5, 2(c)11 and 2(c)21 of the Illinois *Open Meetings Act*.

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

Executive Session Attendance

Board Members Present:	Staff Present for all or portions of the Meeting:
Chairman Bob Schillerstrom	Greg Bedalov (Executive Director)
Director Jim Banks	Paul Kovacs (Chief Engineering Officer)
Director Corey Brooks	Kevin Artl (Chief Operating Officer)
Director Earl Dotson, Jr.	Rocco Zuccherro (Deputy Chief of Engineering)
Director Joe Gomez	Mike Woodward (Land Acquisition Manager)
Director David Gonzalez	Liz Oplawski (Acting General Counsel)
Director Craig Johnson	Christi Regnery (Board Secretary)
Director Neli Vazquez Rowland	

Directors discussed land acquisition activities.

[Discussion related to land acquisition are redacted.]

Directors discussed land acquisition activities and pending litigation.



[Discussion related to land acquisition and litigation strategy are redacted.]

Re-Enter Public Session

There being no further business requiring Executive Session, Chairman Schillerstrom called for a motion to re-enter the public session of the regular Board Meeting. Director Johnson made such a motion; seconded by Director Banks. Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

The Executive Session concluded at approximately 9:51 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



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Executive Session of the Board of Directors Meeting

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Record of Closed Meeting | January 25, 2018

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 9:10 a.m. on Thursday, January 25, 2018 to discuss Tollway matters related to the performance of specific personnel, potential or pending litigation and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)5, 2(c)11 and 2(c)21 of the Illinois *Open Meetings Act*.

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

Executive Session Attendance

Board Members Present:
Chairman pro tem Craig Johnson
Director Corey Brooks
Director Earl Dotson, Jr.
Director Joe Gomez
Director David Gonzalez
Director Neli Vazquez Rowland

Staff Present for all or portions of the Meeting:
Kevin Artl (Chief Operating Officer)
Liz Oplawski (Acting General Counsel)
Christi Regnery (Board Secretary)

Directors discussed pending litigation.

Livable Lake County, et al. v. ISTHA: After verifying Directors have no disqualifying conflict of interest, Acting General Counsel provided a brief background on a lawsuit recently filed against the Tollway by Livable Lake County, an unincorporated association, and six area homeowners. She reported that the Plaintiffs allege that moving forward with the environmental impact statement (EIS) to study extension of Route 53 violates portions of the Toll Highway Act, contending that provisions of the Act generally require public hearings and other processes prior



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to determining where to locate a new tollway. She advised the Board that the Tollway's position is that these portions of the Toll Highway Act do not preclude an EIS; rather they are requirements once a route has been established, which cannot be done prior to the completion of an EIS. *[Discussions regarding litigation and litigation strategy are redacted.] [Discussions regarding litigation and litigation strategy are redacted.]*

Re-Enter Public Session

There being no further business requiring Executive Session, Chairman pro tem Johnson called for a motion to re-enter the public session of the regular Board Meeting. Director Brooks made such a motion; seconded by Director Vazquez Rowland. Chairman pro tem Johnson called for a vote. The motion was PASSED unanimously.

The Executive Session concluded at approximately 9:49 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



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Record of Closed Meeting | February 22, 2018

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 9:30 a.m. on Thursday, February 22, 2018 to discuss Tollway matters related to the employment of specific employees and the appointment of legal counsel, potential or pending litigation, and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)1 2(c)11 and 2(c)21 of the Illinois *Open Meetings Act*.

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

Executive Session Attendance

Board Members Present:
Chairman Bob Schillerstrom
Director Jim Banks
Director Corey Brooks
Director Earl Dotson, Jr.
Director Joe Gomez
Director Craig Johnson
Director Neli Vazquez Rowland

Staff Present for all or portions of the Meeting:
Kevin Artl (Chief Operating Officer)
Liz Oplawski (Acting General Counsel)
Christi Regnery (Board Secretary)
Cindy Klima (Chief of Communications)
Shana Whitehead (Chief of Business Systems)
T.J. Hengesbach (Inspector General)



Directors discussed the Inspector General's Summary Activity Report.

Chairman Schillerstrom introduced T.J. Hengesbach, Tollway Inspector General, to provide a briefing for the Board on items likely to be included in the Office of Inspector General's ("OIG's") Summary Activity Report (to be formally presented in March), which is conveyed semi-annually to the Tollway Board, the Office of the Governor and the Illinois General Assembly, pursuant to requirements of the *Toll Highway Act*. He explained that a preview of the report for the period of September 1, 2017 to February 28, 2018 is being provided in Executive Session to allow Directors an opportunity for discussion of personnel and security issues not appropriate for public session.

Mr. Hengesbach summarized a memo distributed to Board members detailing a number of OIG investigations which resulted in corrective or disciplinary actions to Tollway personnel, ranging from employee discharge/termination to suspension. Mr. Hengesbach also commented on an OIG investigation which resulted in a recommendation to advance the revised hiring processes and procedures being developed by the Tollway's hiring consultant.

Directors and staff discussed hiring process and procedure changes which are currently being implemented (in three phases) to address deficiencies identified by the Internal Audit Department and OIG, and which have additionally resulted in streamlining the hiring process. A Director requested a summary be provided of hiring needs and the staffing analysis performed. **Staff responded that the information requested would be developed and provided to Directors post-Meeting.**

[Discussions related to personnel matters are redacted.]

Directors discussed the minutes of a closed session meetings.

Chairman Schillerstrom raised for consideration the Minutes of the Executive Session of the January 25, 2018 Board of Directors meeting. He then inquired of the Board if there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom advised that Board that action on these Minutes will occur upon return to the regular session of the Meeting.

Directors discussed pending and potential litigation.

[Discussions related to litigation and litigation strategy are redacted.]

Directors discussed personnel matters.



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Directors discussed the qualifications, skills and experience of Elizabeth “Liz” Gorman, candidate proposed and recommended by the Governor’s Office to serve in the position of Executive Director of the Tollway, replacing resigning Executive Director Greg Bedalov. Additionally discussed were potential compensation levels, benefits, and start date for Ms. Gorman. During the discussion, several Directors commented that they first learned of the leadership change through the press and expressed concern that communication with the Board be a priority for the agency. A Director also suggested that in the future the Board might play a valuable role in the selection process for the Executive Director position, rather than being presented a selected candidate for approval.

Upon conclusion of the discussion, the Board expressed consensus in support of hiring Ms. Gorman as the new Executive Director, establishing her compensation at approximately \$205,000 annually and authorizing the Chairman to finalize her terms of employment. Members of the Board expressed gratitude to Mr. Bedalov for his achievements at the agency and extended good wishes for success in his future endeavors.

Re-Enter Public Session

There being no further business requiring Executive Session, Chairman Schillerstrom called for a motion to re-enter the public session of the regular Board Meeting. Director Johnson made such a motion; seconded by Director Banks. Chairman Schillerstrom called for a vote. The motion was PASSED unanimously.

The Executive Session concluded at approximately 10:26 a.m.

Minutes taken by: _____ /s/ on original
Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



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Record of Closed Meeting | April 26, 2018

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 9:58 a.m. on Thursday, April 26, 2018 to discuss Tollway matters related to the employment of specific employees and the purchase or lease of real property, pursuant to exceptions provided in Sections 2(c)1 and 2(c)5 of the Illinois *Open Meetings Act*.

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

Executive Session Attendance

Board Members Present:
Chairman Bob Schillerstrom
Director Jim Banks
Director Earl Dotson, Jr.
Director David Gonzalez
Director Craig Johnson
Director Neli Vazquez Rowland

Staff Present for all or portions of the Meeting:
Kevin Artl (Chief Operating Officer)
Liz Oplawski (Acting General Counsel)
Christi Regnery (Board Secretary)
Paul Kovacs (Chief Engineering Officer)
Rocco Zuccherro (Chief Planning Officer)
Mike Woodward (Land Acquisition Manager)

Directors discussed land acquisition activities.

[Discussions related to land acquisition are redacted.]

Re-Enter Public Session

There being no further business requiring Executive Session, Chairman Schillerstrom called for a motion to re-enter the public session of the regular Board Meeting. Director Banks made such



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a motion; seconded by Director Dotson. Chairman Schillerstrom called for a vote. The motion was PASSED unanimously.

The Executive Session concluded at approximately 10:06 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



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Record of Closed Meeting | May 24, 2018

The Illinois State Toll Highway Authority (the "Tollway") Board of Directors met in Executive Session at approximately 9:58 a.m. on Thursday, May 24, 2018 to discuss Tollway matters related to the appointment of legal counsel, the purchase or lease of real property and the minutes of closed meetings, pursuant to exceptions provided in Sections 2(c)1, 2(c)5, and 2(c)21 of the Illinois *Open Meetings Act*.

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

Executive Session Attendance

Board Members Present:
Chairman Bob Schillerstrom
Director Jim Banks
Director Corey Brooks
Director Earl Dotson, Jr.
Director Craig Johnson
Director Neli Vazquez Rowland

Staff Present for all or portions of the Meeting:
Kevin Artl (Chief Operating Officer)
Liz Oplawski (Acting General Counsel)
Christi Regnery (Board Secretary)
Paul Kovacs (Chief Engineering Officer)
Mike Woodward (Land Acquisition Manager)

Directors discussed the minutes of a closed session meetings.

Chairman Schillerstrom raised for consideration the Minutes of the Executive Session of the April 26, 2018 Board of Directors meeting. He inquired of the Board if there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom advised that Board that action on these Minutes will occur upon return to the regular session of the Meeting.

Directors discussed land acquisition activities.



[Discussions related to land acquisition are redacted.]

Directors discussed pending litigation.

Appointment of Outside Counsel (Legal Item 3): Acting General Counsel briefed the Board on a lawsuit filed in Lake County by Serena Ali against the Tollway and its employee Petar Trbovic, a snow plow driver, arising from an automobile accident which occurred in January 2017. She advised the Board that the Legal Department is seeking approval of the appointment of the firm of Lewis Brisbois, Bisgaard & Smith LLP to provide outside counsel on this personal injury litigation matter.

Directors and staff then briefly discussed the firm’s expertise and performance, after which the Board expressed consensus in support of the appointment.

Re-Enter Public Session

There being no further business requiring Executive Session, Chairman Schillerstrom called for a motion to re-enter the public session of the regular Board Meeting. Director Dotson made such a motion; seconded by Director Johnson. Chairman Schillerstrom called for a vote. The motion was PASSED unanimously.

The Executive Session concluded at approximately 10:06 a.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority