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Record of Closed Meeting November 18, 2021

Pursuant to exceptions provided in Sections 2(c)1, 11 and 21 of the *Open Meetings Act* on Thursday, November 18, 2021 at approximately 11:09 a.m., the Tollway Board of Directors met telephonically in Executive Session to consider Tollway matters related to personnel, probable or pending litigation and the minutes of closed meetings.

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

Executive Session Attendance

Board Members Present:	Staff Present for all or portions of the Meeting:
Chairman Willard S. Evans, Jr.	Kathleen R. Pasulka-Brown (General Counsel)
Director James Connolly	José Alvarez (Executive Director)
Director Stephen Davis	Christi Regnery (Board Secretary)
Director Alice Gallagher	William Pokorny (Partner, Franczek P.C.)
Director Jacqueline Gomez	
Director Karen McConnaughay	
Director Scott Paddock	
Director Gary Perinar	

Directors discussed the minutes of a closed session meeting

Chairman Evans raised for consideration the Minutes of the Executive Session of the October 21, 2021 Board of Directors meeting and the Minutes of the Executive Session of the November 2, 2021 Special Board of Directors meeting. He inquired whether there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Evans advised the Board that action on the Minutes will occur upon return to the public session of the meeting.



Directors discussed pending or probable litigation

General Counsel provided a summary of a potential litigation *[Discussions related to litigation and litigation strategy are redacted.]*

Directors and staff discussed *[Discussions related to litigation and litigation strategy are redacted.]*

[Chairman Evans and Executive Director Alvarez departed and Mr. Pokorny entered Executive Session at this time.]

Directors met without Chairman Evans to discuss personnel matters

[Discussions related to personnel matters are redacted.] [Mr. Pokorny departed Executive Session at this time.]

[Discussions related to personnel matters are redacted.][Ms. Pasulka-Brown departed and Mr. Pokorny re-entered the Executive Session at this time.]

[Discussions related to personnel matters are redacted.] [Mr. Pokorny departed Executive Session at this time.]

[Discussions related to personnel matters are redacted.] [Director Connolly departed Executive Session at this time.]

[Chairman Evans re-entered Executive Session.]

Re-Enter Public Session

There being no further Executive Session business, Chairman Evans entertained a motion to re-enter the public session of the regular Board Meeting. Director Davis made such a motion, seconded by Director Gomez. Chairman Evans asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Perinar, Director Davis, Director Gallagher, Director Gomez, Director McConnaughay, Director Paddock, Chairman Evans (7)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 1:03 p.m.



ILLINOIS STATE TOLL HIGHWAY AUTHORITY

Meeting Date
November 18
2021



Minutes of the

Executive Session of the Board of Directors Meeting

Minutes taken by: _____ /s/ on original

Christi Regnery

Board Secretary

Illinois State Toll Highway Authority



Minutes of the
Executive Session of the Board of Directors Meeting

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Record of Closed Meeting December 16, 2021

Pursuant to exceptions provided in Sections 2(c)1, 11, 21 and 29 of the *Open Meetings Act* on Thursday, December 16, 2021 at approximately 11:35 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, probable or pending litigation, the minutes of closed meetings and internal audit controls.

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

Executive Session Attendance

Board Members Present:
Director James Connolly
Director Stephen Davis
Director Alice Gallagher
Director Jacqueline Gomez
Director Karen McConnaughay
Director Scott Paddock
Director Gary Perinar
Director James Sweeney

Staff Present for all or portions of the Meeting:
Kathleen R. Pasulka-Brown (General Counsel)
José Alvarez (Executive Director)
Christi Regnery (Board Secretary)
Shaun Farmer (Chief Internal Auditor)
Cassandra Rouse (Chief Operating Officer)

Directors discussed internal audit controls

Vice Chair Connolly inquired if there were any questions concerning internal audit controls related to the Audit Committee presentation. Directors and staff then discussed the condition and context of external audit findings related to I-9 forms, employee timecards and compliance with the Toll Highway Act relative to electric vehicle charging stations. Staff provided a progress report on corrective actions being taken to resolve the findings.



A Director inquired if the current Tollway By-Laws are in alignment with the Toll Highway Act. **General Counsel responded that she would review to ensure consistency.**

A Director inquired about the nature of the finding concerning the Illinois State Police. Staff responded that the primary concern was related to the length of time the Illinois State Police took to respond to questions from the external auditors. General Counsel noted that this issue has been addressed in the pending Intergovernmental Agreement with the Illinois State Police.

Directors and staff additionally discussed the process by which external audit findings and Tollways responses to same are reported to the Auditor General and General Assembly and opportunities to improve upon the information disseminated. **Director McConnaughay requested staff provide expanded detail in response to the Legislative Audit Commission's request for a status report concerning agency audit findings. Director Gallagher requested that Directors be given a copy of the summary provided to the Legislative Audit Commission.**

[Ms. Rouse and Mr. Farmer departed the Executive Session at this time.]

Directors discussed pending or probable litigation

Settlement Agreement – ISTHA v. Pal Group, Inc. (Legal Item 1): General Counsel provided a summary of an eminent domain matter relative to Parcel WA-3D-12-003 located at 1817 Elmhurst Road, Chicago, Illinois, needed for the north leg of the I-490 Project. She advised the Board that the Land Acquisition Manager recommends that the Tollway agree to the global settlement amount of \$16,988,218.00, all but \$2,308,218.00 of which was deposited with the court as preliminary just compensation ("PJC"). Directors and General Counsel discussed how the PJC is typically determined.

[Executive Director Alvarez departed the Executive Session at this time.]

Directors discussed pending or probable litigation

[Discussions related to litigation and personnel matters are redacted.]

Re-Enter Public Session

There being no further Executive Session business, Vice-Chair Connolly entertained a motion to re-enter the public session of the regular Board Meeting. Director Sweeney made such a motion, seconded by Director Davis. Vice Chair Connolly asked that the roll be called on the motion, the vote of yeas and nays being as follows:



Executive Session of the Board of Directors Meeting

Yeas: Director Sweeney, Director Davis, Director Gallagher, Director Gomez, Director McConnaughay, Director Paddock, Director Perinar, Director Connolly (8)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 12:50 p.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



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Record of Closed Meeting January 20, 2022

Pursuant to exceptions provided in Sections 2(c)1, 11, 21 and 29 of the *Open Meetings Act* on Thursday, January 20, 2021 at approximately 10:50 a.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, probable or pending litigation, the minutes of closed meetings and internal audit controls.

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

Executive Session Attendance

Board Members Present:	Staff Present for all or portions of the Meeting:
Director James Connolly	Kathleen R. Pasulka-Brown (General Counsel)
Director Stephen Davis	José Alvarez (Executive Director)
Director Alice Gallagher	Christi Regnery (Board Secretary)
Director Jacqueline Gomez	Shaun Farmer (Chief Internal Auditor)
Director Karen McConnaughay	
Director Scott Paddock	
Director Gary Perinar	
Director James Sweeney	

Directors discussed the minutes of closed session meetings

Vice Chair Connolly raised for consideration the Minutes of the Executive Session of the November 18, 2021 Board of Directors meeting and the December 16, 2021 Board of Directors meeting and inquired whether there are any questions, concerns or requests for amendment. Hearing nothing, Vice Chair Connolly advised the Board that action on the Minutes will occur upon return to the public session of the meeting.



Directors discussed the Executive Session minutes for public release

Vice Chair Connolly next raised for consideration the executive session minutes of the Tollway Board between April 2009 and November 2021 proposed for public release. He reminded Directors that, in accordance with the Open Meetings Act, the Board performs a semiannual review of the written minutes of all closed session meetings to determine if portions no longer require confidential treatment and should be made available for public inspection. He then inquired whether there are any questions or concerns regarding the contents of these minutes proposed and demarcated by General Counsel either for public release or continued redaction.

[Discussions related to the minutes of closed meetings are redacted.] Hearing no further questions, Vice Chair Connolly advised the Board that action on the minutes for public release will occur upon return to the public session of the meeting.

Directors discussed land acquisition activities

Identification of Real Estate Parcels (Legal Item 1): Pursuant to the Tollway's obligation (arising from *ISTHA v. DiBenedetto*, 275 Ill. App. 3d 400, 405 (1st Dist. 1995)) to identify real estate interests it may need to acquire by condemnation, General Counsel provided a summary table for the Central Tri-State Project parcel identification report, noting the addition of fourteen (14) parcels.

[Mr. Alvarez departs the Executive Session at this time.]

Directors discussed internal audit controls

[Mr. Farmer enters the Executive Session at this time.]

Vice Chair Connolly stated that Chairman Evans has requested that Directors review findings from Audit reports presented at the December meeting and circulated to Directors.

A Director raised for discussion an audit finding related to the Authorized Leave With Pay ("ALWP") time reporting code. Staff provided an explanation of the Tollway's ALWP policy, its use within the timekeeping system and its application to Covid-related leave and scheduling. Staff further explained how and when ALWP should be applied, audit testing surrounding the policy, and concerns about misuse. General Counsel advised that the requirement that all employees record time in Kronos, on a daily basis, is a long-standing Tollway policy fully applicable during the COVID pandemic. Accordingly, the use of ALWP for employees working from home due to



COVID has never been appropriate except in limited circumstances such as for employees who cannot work from home during COVID.

Directors and staff further discussed the agency's ALWP, remote work and vaccination policies, and implication to the reopening process as employees are returned to in-person work. General Counsel noted that the Tollway does not mandate vaccinations *[Discussions related to internal audit controls are redacted.]* Directors inquired if corrective action has been implemented with regard to the appropriate usage of ALWP, noting that employees working from home were never authorized to have time coded as ALWP. *[Discussions related to internal audit controls are redacted.]* A Director then raised for discussion an audit finding related to the use of non-revenue transponders. Staff provided an explanation of the policy for usage of non-revenue transponders by Tollway staff and the recent audit finding concerning improper tracking and documentation by departments. Directors and staff discussed previous and current usage policies and potential resolutions, including a centralized audit function relative to non-revenue transponders or removal of transponders in favor of travel stipends.

[Discussions related to internal audit controls are redacted.] [Mr. Alvarez re-enters the Executive Session at the time.]

Directors discussed with the Executive Director the audit finding concerning ALWP, emphasizing the importance of communicating to staff the need for immediate corrective action relative to employees working from home who were never authorized to have time coded as ALWP and relative to the proper use of ALWP for COVID-related reasons.

Directors and staff then discussed the timeline of past and pending COLA, the status of the Lockton compensation study for which the Tollway previously contracted (which Executive Director Alvarez recommended bringing to the Board), *[Discussions related to internal audit controls are redacted.]* Directors discussed with the Executive Director the responsiveness of departments to some recent OIG recommendations. The Executive Director advised that responses to Audit and OIG recommendations are undertaken with utmost gravity and stated that he would follow up to ensure that in circumstances when a recommendation is not adopted, a thorough explanation is provided in response.

[Mr. Farmer and Mr. Alvarez depart the Executive Session at this time.]

Directors discussed pending or probable litigation

[Discussions related to litigation and personnel matters are redacted.]

Directors discussed personnel



Directors discussed recent changes made to the organizational chart as it relates to the performance and potential changes of senior leadership at the agency. Directors suggested the Board may benefit from reaching out to HNTB, the Tollway’s project manager, to gain national perspective on best practices for organizational structure of tolling agencies.

Re-Enter Public Session

[Mr. Alvarez, Ms. Pasulka-Brown re-enter the Executive Session at this time.]

There being no further Executive Session business, Vice-Chair Connolly entertained a motion to re-enter the public session of the regular Board Meeting. Director Sweeney made such a motion, seconded by Director Davis. Vice Chair Connolly asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Davis, Director Sweeney, Director Gallagher, Director Gomez, Director McConnaughay, Director Paddock, Director Perinar, Director Connolly (8)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 1:10 p.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



Minutes of the
Executive Session of the Board of Directors Meeting

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Record of Closed Meeting February 17, 2022

Pursuant to exceptions provided in Sections 2(c)1, 11, 21 and 29 of the Open Meetings Act on Thursday, February 17, 2022 at approximately 12:00 p.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, probable or pending litigation, the minutes of closed meetings and internal audit controls.

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

Executive Session Attendance

Board Members Present:
Director James Connolly
Director Stephen Davis
Director Jacqueline Gomez
Director Karen McConnaughay
Director Scott Paddock
Director Gary Perinar
Director James Sweeney <i>[by telephone]</i>

Staff Present for all or portions of the Meeting:
Kathleen R. Pasulka-Brown (General Counsel)
José Alvarez (Executive Director)
Christi Regnery (Board Secretary)
Bill Pokorny (Attorney)
Albert Sosa (HNTB)

Directors discussed pending or probable litigation

[Ms. Pasulka-Brown and Mr. Alvarez departed the Executive Session at this time.]

[Attorney Bill Pokorny entered the Executive Session at this time.]

Director Sweeney introduced William Pokorny, Esq., who he noted, has been retained to handle potential litigation relating to the October 25, 2021 terminations of Ms. Brookens and Ms. Ross in consultation with the Attorney General's office.



Minutes of the
Executive Session of the Board of Directors Meeting

[Discussions related to litigation and personnel matters are redacted.]

Directors discussed personnel matters

[Discussions related to personnel matters are redacted.] In reference to organizational structure, the General Counsel advised that per statute, the Tollway’s Internal Auditor and the Equal Employment Opportunity officer (who also has Affirmative Action, ADA and Labor responsibilities) report to the Tollway’s Chief Executive Officer. A Director requested that HNTB seek input from the General Counsel with regard to statutorily mandated reporting structures.

[Discussions related to personnel matters are redacted.]

Directors discussed the minutes of closed session meetings

Vice Chair Connolly raised for consideration the Minutes of the Executive Session of the January 20, 2022 Board of Directors meeting and inquired whether there are any questions, concerns or requests for amendment. Hearing nothing, Vice Chair Connolly advised the Board that action on the Minutes will occur upon return to the public session of the meeting.

Re-Enter Public Session

There being no further Executive Session business, Vice-Chair Connolly entertained a motion to re-enter the public session of the regular Board Meeting. Director Sweeney made such a motion, seconded by Director McConnaughay. Vice Chair Connolly asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Sweeney, Director McConnaughay, Director Davis, Director Gomez, Director Paddock, Director Perinar, Director Connolly (7)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 1:30 p.m.

Minutes taken by: _____ /s/ on original

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



Minutes of the
Executive Session of the Board of Directors Meeting

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Record of Closed Meeting March 16, 2022

Pursuant to exceptions provided in Sections 2(c)1, 11, 21 and 29 of the Open Meetings Act on Wednesday, March 16, 2022 at approximately 1:05 p.m., the Tollway Board of Directors met in Executive Session to consider Tollway matters related to personnel, probable or pending litigation, the minutes of closed meetings and internal audit controls.

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

Executive Session Attendance

Board Members Present:
Chair Dorothy Abreu
Director James Connolly
Director Stephen Davis
Director Alice Gallagher
Director Jacqueline Gomez
Director Karen McConnaughay
Director Scott Paddock

Staff Present for all or portions of the Meeting:
Kathleen R. Pasulka-Brown (General Counsel)
Christi Regnery (Board Secretary)

Directors discussed personnel matters

Chair Abreu reviewed with Directors the recent separation of Executive Director José Alvarez from the Tollway effective March 14, 2022. She further stated that she will work with Mr. Alvarez and outside counsel on a settlement, as outlined in the resignation, release and waiver of liability letter provided to Mr. Alvarez.



[Discussions related to personnel matters are redacted.] [Director Gomez departed the Executive Session at this time.]

Directors discussed the minutes of closed session meetings

Chair Abreu raised for consideration the Minutes of the Executive Session of the February 17, 2022 Board of Directors meeting and inquired whether there are any questions, concerns or requests for amendment. A Director requested an amendment to the summary of the Brookens/Ross matter. Chair Abreu advised the Board that the amendment will be made and that action on the Minutes, as amended, will occur upon return to the public session of the meeting.

Directors discussed pending or probable litigation

Personal Injury Settlement – Anthony Clinton vs. Trooper Eduardo Reyes (Legal Item 2): General Counsel inquired if Directors had questions or concerns regarding the proposed settlement of a lawsuit arising out of a December 11, 2018 multi-vehicle accident that occurred on the Central Tri-State (I-294), in which Mr. Anthony Clinton was injured. Hearing none, Chair Abreu advised the Board that action on Legal Item 2 will occur upon return to the public session of the meeting.

Re-Enter Public Session

There being no further Executive Session business, Chair Abreu entertained a motion to re-enter the public session of the regular Board Meeting. Director Davis made such a motion, seconded by Director McConnaughay. Chair Abreu asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Davis, Director McConnaughay, Director Connolly, Director Gallagher, Director Paddock, Chair Abreu (6)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 1:40 p.m.

Minutes taken by: _____ /s/ on original



ILLINOIS STATE TOLL HIGHWAY AUTHORITY

Meeting Date
December 16
2021



Minutes of the
Executive Session of the Board of Directors Meeting

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



Minutes of the
Executive Session of the Board of Directors Meeting

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Record of Closed Meeting April 26, 2022

Pursuant to exceptions provided in Sections 2(c)1, 11, 21 and 29 of the Open Meetings Act on Tuesday, April 26, 2022 at approximately 10:30 a.m., the Tollway Board of Directors met telephonically in Executive Session to consider Tollway matters related to personnel, probable or pending litigation, the minutes of closed meetings and internal audit controls.

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

Executive Session Attendance

Board Members Present:
Chair Dorothy Abreu
Director James Connolly
Director Alice Gallagher
Director Jacqueline Gomez
Director Karen McConnaughay
Director Scott Paddock
Director James Sweeney

Staff Present for all or portions of the Meeting:
Lanyea Griffin (Interim Executive Director)
Kathleen R. Pasulka-Brown (General Counsel)
Christi Regnery (Board Secretary)
Albert Sosa (HNTB)

Directors discussed personnel matters

[Discussions related to personnel matters are redacted.]

Directors discussed land acquisition activities



Identification of Real Estate Parcels (Legal Item 4): Pursuant to the Tollway's obligation (arising from *ISTHA v. DiBenedetto*, 275 Ill. App. 3d 400, 405 (1st Dist. 1995)) to identify real estate interests it may need to acquire by condemnation, General Counsel provided a summary table for the Elgin O'Hare Western Access Project parcel identification report, noting the addition of two (2) parcels.

Directors discussed pending or probable litigation

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

Directors discussed personnel matters

[Discussions related to personnel matters are redacted.]

Directors discussed the minutes of closed session meetings

Chair Abreu raised for consideration the Minutes of the Executive Session of the March 16, 2022 Board of Directors meeting and inquired whether there are any questions, concerns or requests for amendment. Hearing nothing, Chair Abreu advised that action on the Minutes will occur upon return to the public session of the meeting.

Re-Enter Public Session

There being no further Executive Session business, Chair Abreu entertained a motion to re-enter the public session of the regular Board Meeting. Director Connolly made such a motion, seconded by Director Sweeney. Chair Abreu asked that the roll be called on the motion, the vote of yeas and nays being as follows:

Yeas: Director Connolly, Director Gomez, Director Gallagher, Director McConnaughay, Director Paddock, Director Sweeney, Chair Abreu (7)

Nays: (0)

The motion PASSED.

The Executive Session concluded at approximately 11:55 a.m.



ILLINOIS STATE TOLL HIGHWAY AUTHORITY

Meeting Date
April 26
2022



Minutes of the

Executive Session of the Board of Directors Meeting

Minutes taken by: _____ /s/ on original

Christi Regnery

Board Secretary

Illinois State Toll Highway Authority