

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY
MINUTES OF THE REGULAR BOARD MEETING
February 23, 2012**

The Illinois State Toll Highway Authority met in regular session on Thursday, February 23, 2012, at approximately 9:00 a.m. in the Board Room of The Illinois State Toll Highway Authority's Administration Building in Downers Grove, Illinois. The Meeting was held pursuant to By-Laws of the Authority upon call and notice of the Meeting executed by Chair Paula Wolff and posted in accordance with the requirements of the Open Meetings Act.

Bolded entries indicate issues which will require follow-up to present to the Board.

Chair Wolff stated that this is the regularly scheduled meeting of the Board of The Illinois State Toll Highway Authority and asked the Board Secretary to call the roll. Those Directors present and absent were as follows:

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

Chair Wolff called the meeting to order and welcomed the new Tollway General Counsel – David Goldberg. She also thanked Elizabeth Looby for serving as Acting General Counsel over the past few months.

Chair Wolff then congratulated Directors Peterson and Redick for having their Board appointments approved at a recent hearing by the Executive Appointments Committee of the Senate. She indicated that Directors Banks, Towns and Weisner were waived through the Committee process. The Senate hearing for final approval is pending.

Chair Wolff called for a motion to approve the minutes of the Regular Board Meeting and Executive Session held on January 26, 2012.

Director Weisner made a motion to approve the minutes; seconded by Director Towns. The motion was approved unanimously.

STANDING COMMITTEE REPORTS

Chair Wolff asked each Chair of the standing Committees to provide reports on the Committee's recent activities.

Finance Administration Operations Committee

Director Peterson, Chair of the Finance Administration Operations Committee, indicated that the Committee met last week and reported that:

- Mike Colsch, Chief of Finance, gave a presentation on the procurement of a new bond financing team. He reminded Directors that the 2012 Tollway budget included a \$200 million bond issue which is scheduled for July 2012 and noted that depending on the market conditions the bond issuance could increase.
- John Donato, Chief of Procurement, presented recommendations for streamlining the procurement process to the Committee. Director Peterson noted that the average procurement (Invitation to Bid) takes approximately 188 days to complete due to new statutory requirements and related inefficiencies. He indicated that increasing the financial threshold for contracts that need to be approved by the Board is one of the proposed ways for increasing efficiency. The current financial threshold is \$34,000.

Director Peterson also indicated that statutory changes are also needed to streamline the procurement process. He asked Mr. Donato to give an update on a bill promoted by the Tollway to streamline the procurement process. Mr. Donato indicated that he provided testimony to the Illinois

General Assembly on the following items: (1) allowing vendors to submit previously approved financial disclosure forms with an affidavit stating that nothing has changed since the last submission; (2) allowing a three-day cure period if the Board of Elections Certificate of Registration is not submitted with the bid initially; (3) allowing vendors to submit previously cleared potential conflict determinations from Procurement Policy Board; and (4) aligning the Tollway with the Illinois Department of Transportation to require disclosures and forms only from Tier 1 subcontractors on construction procurements. Mr. Donato indicated that the response he received at the legislative hearing was positive. He also indicated that there are several procurement bills being considered by the General Assembly currently. Those bills might be combined into a larger bill.

Regarding vendor diversity, Director Peterson indicated that 51 new firms were awarded contracts in February - five of these were new prime contractors for the Tollway. Of the five new prime contractors, two of them have DBE certification. He indicated that this demonstrated that the Tollway Diversity program is working.

Chair Wolff asked whether other agencies agree with the legislative changes proposed by the Tollway. Ms. Lafleur responded affirmatively. Chair Wolff emphasized that the proposed changes do not compromise the integrity of the procurement process but will increase the efficiency of the process.

Strategic Planning Committee

Director Weisner, Chair of the Strategic Planning Committee, indicated that the Committee met last week.

- The first strategic decision under consideration by the Committee is the Traffic Noise and Abatement Policy. To ensure transparency and allow for public input, he indicated that staff finalized a procedure for posting proposed policies and accepting comments from the public online. He indicated that staff posted the Traffic Noise & Abatement Policy on February 15 and is in the process of collecting feedback from the public. He encouraged other Directors to provide feedback to staff also. All feedback will then be considered when that policy is finalized at the next Committee meeting.
- Committee also began discussions about cost-sharing and interchange policies.

Ms. Lafleur noted that there are no presentations scheduled for today's Board meeting because much of the Board's strategic work is conducted at the Committee level. However, she expects over the next few months that some Committee work will be finalized and brought to the full Board for approval.

Customer Service Committee

Director Redick, Chair of the Customer Service Committee, indicated that the Committee met on February 15

- The committee reviewed the short and long term goals on the Committee Work Plan.
- Shana Whitehead, Acting Chief of Business Systems, presented the results from the focus groups conducted last fall. Based on the focus group report, the Committee began to prioritize the goals on the Committee Work Plan.

- As a result, the Committee is tackling the violation policy first. The Committee gave staff direction to take a customer-focused approach when addressing toll violations, for example: making the policy less punitive, offering transponders to toll violators in exchange for fine payment and contacting toll violators earlier in the process. **Staff is currently investigating the plausibility of implementing some of the Committee's suggestions and will provide analysis at the next Customer Service Committee meeting.**
- The Committee also discussed issues unique to fleet customers. The Committee recommended making policy changes in the short term as well as technology improvements in the long-term. Regarding technology improvements, staff initiated the Request for Information process which included hearing presentations from 26 vendors on technology solutions for toll collection and enforcement. That information will be used to create a Request for Proposal that maximizes competition and optimizes technology options for the Tollway.

Audit Committee

Director Gonzalez, Chair of the Audit Committee, indicated that his Committee had not met since the last Board meeting but is scheduled to meet again in March.

EXECUTIVE UPDATE

Executive Director Lafleur introduced David Goldberg as the new General Counsel. She also thanked Elizabeth Looby for serving as Acting General Counsel over the past few months.

Legislative Update

Ms. Lafleur reminded Directors that the Tollway spearheaded legislation to streamline Illinois' Procurement Process in order to provide a more efficient, effective process for doing business, as well as keep Move Illinois on schedule and budget through 2026. Senate Bill 3634, sponsored by Senator Pam Althoff, builds upon prior legislative efforts to create a more open and transparent way for state agencies to award contracts and conduct business. If signed into law, Senate Bill 3634 is expected to shorten the process by which contracts are currently awarded and increase the number of qualified bidders that can pursue contracts with the Tollway. Senate Bill 3634 was filed in the Senate on February 10th and has been assigned to the Senate Procurement Committee. A hearing on the legislation should be set shortly.

Update on Illinois Route 53/120 Design Workshop

Ms. Lafleur indicated that earlier in February, Illinois Route 53/120 Blue Ribbon Advisory Council members came together to participate in a day-long, hands-on opportunity to imagine the design future of the Illinois Route 53/120 corridor. Members of the general public, media and others following our progress, including Director Peterson, also attended.

The morning session began with presentations and discussions with experts on transportation, land use, economic development and environmental health issues as Council members were introduced to potential project options. After lunch, council members gathered in small, break-out groups to create their "vision" for the corridor by designing the project roadway, land use and funding options. Each group then shared their visions with the larger group. The day wrapped up with a discussion of common themes and instant polling on leading concepts.

Public comments and questions were shared at several points during the day.

Ms. Lafleur indicated that the Council favored a design that included four-lanes, open road tolling, parkway-style and a maximum 45 mph speed limit. She indicated that the final poll question to the Blue Ribbon Advisory Council confirmed that they want to keep moving forward.

Chair Wolff asked about the next steps for the Advisory Council. Ms. Lafleur responded that the next full advisory council meeting will be held on March 5 and that several working groups are continuing to meet. She emphasized that environmental impacts and project financing are the next challenges. A final report is expected in May.

Consent Agenda

Chair Wolff began the consent agenda (which consisted of items reviewed earlier in detail by Committees) by calling for a motion adopting the following **Information Technology** resolutions:

Item 1: Award of Contract 12-0049 to Hewlett Packard for the purchase of laptops along with 3-year warranties and any associated licensing fees, in an amount not to exceed \$111,125.00 (CMS Master Contract).

Item 2: Award of Contract 12-0108 to Hewlett Packard for the purchase of computer monitors, in an amount not to exceed \$64,500.00 (CMS Master Contract).

Item 3: Award of Contract 12-00066 to CDS Technologies Inc for the purchase of computer workstations, in an amount not to exceed

\$583,212.00 (CMS Master Contract).

Item 4: Award of Contract 12-0059 to CDW-Government LLC for the purchase of F5 Networks Application Firewall and Load Balancers, in an amount not to exceed \$131,928.48.

Director Peterson moved for adoption of the Information Technology resolutions; seconded by Director Towns. The motion was approved unanimously. Chair Wolff called for a motion adopting the following **Business Systems** resolution:

Item 1: Contract Extension No. 06-0164 for up to three 90-day extension periods for Consolidated Customer Service Center (CCSC) contract with TransCore, increasing the contract upper limit by \$5,400,000 from \$75,390,870 to \$80,790,870 (Tollway RFP).

Director Redick indicated that when Business Systems Item 1 was presented to the Customer Service Committee last week, it was for a ninety-day extension of call center services which is the maximum extension period allowed under the current procurement code. He explained that staff plans to obtain a new call center vendor through the State-Use Program which provides state contracts to companies and non-profits that primarily employ veterans, people with disabilities and other disadvantaged populations. However, staff indicated that up to three additional ninety-day extensions may be needed before a new contract is ready for approval and implementation. Instead of coming back to the Board every 90 days for the additional extensions, staff is requesting authorization for all three ninety day extensions at this Board meeting. Ms. Lafleur added that staff intends to lease a new call center space when the current lease expires at the end of the year. Staff determined

that it would be more practical to start the contract with the new vendor once a new space is obtained.

Director Redick moved for adoption of the Business Systems resolution; seconded by Director Towns. The motion was approved unanimously. Chair Wolff called for a motion adopting the following **Procurement** resolutions:

Item 1: Award of Contract 12-0041 to AT&T Incorporated for the purchase of Digital Message Sign (DMS) Upgrades/Improvement, in an amount not to exceed \$90,082.80 (CMS Master Contract).

Item 2: Award of Contract 11-0099 to Midland Paper Company for the purchase of Copier Paper, in an amount not to exceed \$54,000.00 (CMS Master Contract).

Item 3: Award of Contract 12-0024 to Peabody's Incorporated for the purchase of Mowing Tractors (Small) and Accessories, in an amount not to exceed \$275,310.00 (CMS Master Contract).

Item 4: Award of Contract 12-0026 to R.F. Houtz & Son Incorporated for the purchase of Mowers (Zero Turn), in an amount not to exceed \$37,800.00 (CMS Master Contract).

Item 5: Award of Contract 12-0028 to John Deere Company for the purchase of Mowers (Bat Wing) and Accessories, in an amount not to exceed \$41,502.69 (CMS Master Contract).

Item 6: Award of Contract 12-0023 to John Deere Company for the purchase of Mowing Tractors (Large) and Accessories, in an amount not to exceed \$364,462.56 (CMS Master Contract).

Item 7: Award of Contract 11-0355 to Motorola Solutions for the purchase of Starcom21 Radio User Fees, in an amount not to exceed \$420,000.00 (CMS Emergency Master Contract).

Item 8: Award of Contract 12-0060 to Aurora Wheatland Company, Inc. dba Wheatland Title Guaranty Company, for the purchase of Title Insurance Services, in an amount not to exceed \$2,000,000.00 (Request For Proposals).

Director Banks moved for adoption of the Procurement resolutions; seconded by Director Peterson. The motion was approved unanimously. Chair Wolff called for a motion adopting the resolutions for the following **Engineering Items**:

Item 1: Award of Contract No. I-05-5430 to R. W. Dunteman Company for Roadway Pavement Rehabilitation and Diamond Grinding on the Tri-State Tollway (I-94) from Milepost 14.1 (Buckley Road) to Milepost 16.0 (Rockland Road), and from Milepost 21.8 (Half Day Road) to Milepost 25.3 (Lake Cook Road) in the amount of \$5,439,073.01

Item 2: Acceptance of Proposal from TranSystems Corporation on Contract I-11-4021 for Design Services for Reconstruction and Add Lane on the Jane Addams Memorial Tollway (I-90) from Milepost 53.5 (Elgin Plaza) to Milepost 17.6 (I-39) in the amount of \$8,228,192.52

Item 3: Acceptance of Proposal from Hanson Professional Services, Inc. on Contract I-11-4022 for Design Services for Reconstruction and Add Lane on the Jane Addams Memorial Tollway (I-90) from Milepost 46.4 (IL Route 47) to Milepost 25.0 (Genoa Road) in the amount of \$22,000,000.

Item 4: Acceptance of Proposal from MLFG Joint Venture on Contract I-11-4023 for Design Services for Reconstruction and Add Lane on the Jane Addams Memorial Tollway (I-90) from Milepost 25.0 (Genoa Road) to Milepost 17.6 (Mill Road) in the amount of \$7,950,000.

Item 5: Acceptance of Proposal from Environmental Design International, Inc. on Contract RR-11-4024 for Design Services and Construction Management for Ramp Reconstruction on the Reagan Memorial Tollway (I-88) and the Jane Addams Memorial Tollway (I-90) in the amount of \$944,242.72.

Item 6: Acceptance of Proposal from TAPS Ramp Partners, a Joint Venture, on Contract RR-11-4025 for Design Services and Construction Management for Ramp Reconstruction on the Tri State Tollway (I-94 and I-294) in the amount of \$2,500,000.

Director Towns moved for adoption of the resolutions for Engineering Items 1-6; seconded by Director Banks. The motion was approved unanimously.

Item 7: Acceptance of Proposal from Ruettinger, Tonelli & Associates, Inc. on Contract I-11-4029 for Surveying Services and Land Acquisition

*Services Upon Request Systemwide in the amount of \$3,400,000.
(recusal by Director D'Arcy)*

Director Towns moved for adoption of the resolutions for Engineering Item 7; seconded by Director Peterson. The motion was approved unanimously.

Item 8: Acceptance of Proposal from TBE Group, Inc. d/b/a Cardno TBE, on Contract I-11-4030 for Utility Services for Utility Relocation Assistance Upon Request Systemwide in the amount of \$2,000,000.

Item 9: Acceptance of Proposal from Everest Engineering Company on Contract I-11-4031 for Geotechnical Services Upon Request Systemwide in the amount of \$3,000,000.

Item 10: Acceptance of Proposal from S.T.A.T.E Testing, LLC on Contract RR-11-4033 for Quality Assurance Services for Materials Engineering Services Upon Request Systemwide in the amount of \$2,250,000.

Item 11: Acceptance of Proposal from Delcan Corporation (formerly National Engineering Technology Corp.) on Contract RR-03-5142 for Supplemental Design Services for Traffic and Incident Management Systems (TIMS) Systemwide in the amount of \$1,403,708 from \$8,853,372 to \$10,257,080.

Item 12: Final Release of Retainage on Contract No. I-07-5227 to Walsh Construction Company of Illinois for Roadway and Bridge Reconstruction and Widening on the Northbound Tri-State Tollway (I-94) from Milepost 18.9, formerly Milepost 59.7, (IL Route 60) to Milepost 16.0, formerly Milepost 62.4, (IL Route 176), and Milepost

15.2, formerly Milepost 62.5, (along Atkinson Road), and Milepost 6.0, formerly Milepost 72.2, (along Dilleys Road) in the amount of \$108,500.

Director Peterson moved for adoption of the resolutions for Engineering Items 8-12; seconded by Director Gonzalez. The motion was approved unanimously. Chair Wolff called for a motion adopting the following **Legal** resolutions:

Item 1: An Intergovernmental Agreement with the Village of Green Oaks. Cost to the Tollway: \$0

Item 2: An Intergovernmental Agreement with the Illinois Department of Transportation and Winnebago County. Cost to the Tollway: \$503,406.00 (estimated)

Item 3: Amended DiBenedetto – Identification of Real Estate Parcels. Cost to the Tollway: \$0

Item 4: Potential Final Contract Payment Request – Walsh Construction Company. Cost to the Tollway: not to exceed \$181,687.89

Item 5: Settlement Proposal – Fields of Cambridge. Cost to the Tollway: not to exceed \$47,900

Director D'Arcy moved for adoption of the resolutions for Legal Items 1-4, and deferred discussion of Legal Item 5 to the Executive Session; seconded by Director Weisner. The motion was approved unanimously.

Chair Wolff then opened the floor for public comment to Eileen Glynn-Tucker – resident of Green Oaks Village. She expressed concern about

the Tollway traffic noise heard from her housing subdivision and encouraged the Tollway to enter into a cost-sharing agreement with the Village of Green Oaks to repave a larger portion of the Tollway near her housing subdivision to minimize noise.

At approximately 9:40 a.m., Senior Assistant Attorney General Elizabeth Looby indicated a need to discuss personnel matters and pending litigation in Executive Session pursuant to Section 2(c)(1) and Section 2(c)(11) of the Open Meetings Act.

Director Peterson made a motion to enter into Executive Session; seconded by Director Redick. The motion was approved unanimously.

At approximately 10:35, the Board re-entered the public session of the Board Meeting.

Chair Wolff called for a motion to approve an amended resolution for Legal Item 5 in the amount discussed during Executive Session. Director Gonzalez made the motion to approve; seconded by Director Banks. The motion was approved unanimously.

Chair Wolff then re-opened the floor to public comment for Mr. Joseph Scarpino, a resident of Green Oaks Village. He demonstrated the decibel level of noise generated by Tollway traffic on his computer. He asked that the Board negotiate a cost-sharing agreement with the Village of Green Oaks to pay for pavement grinding in the area. He stated that he believed that the pavement grinding could reduce the level of noise in the area.

Board discussion ensued, indicating that the Board has a policy about noise abatement and is interested in applying that policy throughout the system to best deploy Tollway resources and to meet the scientific standards which also treat residents along the Tollway equitably. The

Board encouraged the residents to work with their local government to help design an agreement satisfactory to all parties.

There being no further business, Chair Wolff requested a motion to adjourn. Director Weisner made the motion to adjourn; seconded by Director Towns. The motion was approved unanimously.

The meeting was adjourned at approximately 10:55 a.m.

Minutes taken by: _____

Tranece Artis
Board Secretary