

**MINUTES OF THE REGULAR MEETING OF
THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY**

November 19, 2009

The Illinois State Toll Highway Authority met in regular session on Thursday, November 19, 2009 at approximately 10:55 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, which notice reads in words and figures as follows:

THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY
Administration Building
2700 Ogden Avenue
Downers Grove, Illinois 60515

Governor Pat Quinn

Director George Pradel

Acting Secretary Gary Hannig

Director Jim Roof

Director Jim Banks

Director Carl Towns

Director Thomas Canham

Director Tom Weisner

Director Bill Morris

Pursuant to the requirements of the Authority's By-Laws, Notice is hereby given of the Regular Board Meeting of the Authority to be held on **Thursday, November 19 at 10:00 a.m.** in the Boardroom of the Administration Building in Downers Grove, Illinois.

Paula Wolff, Chair

This meeting will be accessible to individuals with disabilities in compliance with Executive Order #5, and pertinent state and federal laws, upon notification of anticipated attendance. Persons with disabilities planning to attend and needing accommodations should contact the Americans with Disabilities Act Coordinator of The Illinois State Toll Highway Authority at (630) 241-6800, Ext. 1010 in advance of the meeting at 2700 Ogden Avenue, Downers Grove, IL, to inform of their anticipated attendance.

There will be live feed Webcasting of the Board Meeting while in session. An audio file will be available five business days after the meeting at www.illinoistollway.com.

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

Present:

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

Absent:

Governor Pat Quinn
Acting Secretary Gary Hannig

Chair Wolff then called for Public Comment and there being none, called for a motion approving the Minutes of the Regular Board Meeting held on October 29, 2009 and the Executive Session Minutes of October 14, 2009.

Director Banks moved to approve the Minutes; seconded by Director Pradel.

Chair Wolff called for a voice vote and there being “Ayes” and no “Nays”, declared the motion carried.

Chair Wolff then stated that discussion and action on the Release of Executive Session Minutes would be deferred to Executive Session.

Mike Colsch then briefed the Board on the Report and Review of the JP Morgan Settlement with the Securities and Exchange Commission. Last month the Board approved JP Morgan to act as one of two Senior Managing Underwriters on the

Tollway's upcoming bond issue. One week after the approval, on November 4, the FCC and JP Morgan settled allegations that had been outstanding related to their involvement in municipal bond offerings and some swap agreements with Jefferson County Alabama. These actions occurred in 2002 and 2003. JP Morgan disclosed there was an allegation at the time they submitted their RFP.

Chair Wolff stated that she and Director Morris met last week with staff regarding the questions that had come up at the last Board Meeting on the process and the result of the procurement of the underwriters and financial advisors. It was agreed that the Tollway should develop some policies to define the processes (1) for determining how the selection works, including what entities are eligible to be underwriters and financial advisors and whether a company can be approved for more than one category and (2) for addressing circumstances under which the Tollway should preclude bidders from being part of Tollway financial transactions if they've had any kind of investigation with a finding and/or what are the appropriate limits for those bidders.

Mr. Colsch then discussed Item 4 on the Chair's agenda which is a Policy limiting conditions under which firms can change roles between financial advisor and underwriter. This appears in the Appendage as Resolution No. 18905.

After discussion on this item, Chair Wolff called for a motion adopting said Policy. Director Morris moved for adoption; seconded by Director Towns.

Chair Wolff called for a voice vote, and there being "Ayes" and no "Nays", declared the motion carried.

Chair Wolff then asked Directors Weisner and Morris to give a brief report on the Sub-Committee Meetings.

Director Morris stated that in the Customer Services Committee Meeting, goals were outlined and an examination of the system will be done. One of the processes that will be looked at is a system like the City of Chicago has where you can contest a parking ticket by e-mail or phone. Staff will look into this to see if this system could be done at the Tollway for toll violations.

Director Weisner briefed the Board on the Oases Sub-Committee. He stated that the first meeting will be held on November 24 and they will be looking at how the Tollway can go forward with the oases to meet customer needs and how, if at all, the Tollway should get involved in the current bankruptcy situation and what the future Board responsibilities are in respect to the oases.

Chair Wolff also reminded the Board to document the hours they are spending on Tollway business.

Chair Wolff then called on the Acting Executive Director. Mr. Mike King gave a brief update on the budget hearing and the Open House which was held at the Belvidere Oasis. He called on Mr. Mike Colsch who explained that one adjustment has been identified wherein the state requirement rate for the State Employees Retirement System is increasing from 28.5% for the first half of the year to 30.3% for the second half. This is an increase of approximately \$800,000 which will be incorporated into the bottom line.

Mr. King then stated that District 15 State Police and Kevin McCarthy will be recognized next month by the Oak Brook Police Department for assistance with a recent bank robbery.

Mr. King then briefed the Board on the following items: CRP wrap-up, noting some newly completed projects; snow and ice; holiday staffing; the Annual Transportation Symposium being held on December 1 and the position for the General Manager of Investigations and Audits which has been posted on-line.

Chair Wolff then called for a motion adopting the following resolutions:

Commercial Tower Co-Location Agreement with T-Mobile at Plaza 13. This appears in the Appendage as Resolution No. 18906.

Commercial Tower Co-Location Agreement with Sprint/Clearwire. This appears in the Appendage as Resolution No. 18907.

Amendment to Commercial Tower Co-Location Agreement with Sprint/Clearwire at Plaza 73. This appears in the Appendage as Resolution No. 18908.

Amendment to Commercial Tower Co-Location Agreement with Business Only Broadband (BOB) at Plaza 93. This appears in the Appendage as Resolution No. 18909.

Director Morris moved for adoption; seconded by Director Weisner.

Chair Wolff called for a voice vote, and there being “Ayes” and no “Nays”, declared the motion carried.

Chair Wolff then called for a motion adopting the following:

Approval to transfer as much as \$12 million from the Improvement Account to the Debt Service Account for payment of

interest on the 2009 Series B Bonds. This appears in the Appendage as Resolution No. 18910.

Director Banks moved for adoption; seconded by Director Morris.

Chair Wolff called for a voice vote, and there being “Ayes” and no “Nays”, declared the motion carried.

Chair Wolff then called for a motion adopting the following resolutions:

Award of Contract 09-0181 to A-1 Corporate Hardware d/b/a A-1 Lock, Incorporated for Software and Hardware - Hirsch, in the amount of \$155,000. This appears in the Appendage as Resolution No. 18911.

Award of Contract 09-0182 to A-1 Corporate Hardware d/b/a A-1 Lock, Incorporated for Locks and Hardware - Schlage, in the amount of \$150,000. This appears in the Appendage as Resolution No. 18912.

Renewal of Contract 07-0183 to Kent Manufacturing Company for Reclosable Fasteners from \$221,500 by \$103,000 to \$324,500. This appears in the Appendage as Resolution No. 18913.

Award of Contract 09-0048 to Pollution Control Industries, Incorporated for Hazardous Waste Removal Services in the amount of \$50,000. This appears in the Appendage as Resolution No. 18914.

Award of Contract 09-0098 to Anchor Mechanical, Incorporated for Chiller Maintenance in the amount of \$35,820. This appears in the Appendage as Resolution No. 18915.

Renewal of Contract 07-0057 to Cullen, Incorporated d/b/a Cullen & Associates, for Legislative Liaison Services by \$80,000 from \$216,800 to \$296,800. This appears in the Appendage as Resolution No. 18916.

Director Roolf moved for adoption; seconded by Director Weisner.

Chair Wolff called for a voice vote, and there being “Ayes” and no “Nays”, declared the motion carried.

Chair Wolff then called for a motion adopting the following resolutions:

Proposal from Christopher B. Burke Engineering Ltd. for Supplemental Design Services on Contract I-06-5213 for New Exit-Ramp to be Constructed from Northbound I-294 to Balmoral Road on the Tri-State Tollway (I-294) at Milepost 40 (Balmoral Road), from \$829,295 by \$2,175,034.10 to \$3,004,329.10. This appears in the Appendage as Resolution No. 18917.

Change Order on Contract RR-07-5529 to Lorig Construction Company for Bridge Rehabilitation on the Tri-State Tollway (I-294) from Milepost 37.1 (Bensenville Railroad Yard Bridge) to Milepost 39.5 (Soo Line Railroad), in the amount of \$180,000. This appears in the Appendage as Resolution No. 18919.

Extra Work Order on Contract I-07-8979 to Lorig Construction Company for Roadway and Bridge Reconstruction and Widening on the Tri-State Tollway (I-294) from Milepost 17.56 to Milepost 17.60 (95th Street) in the amount of \$300,000. This appears in the Appendage as Resolution No. 18920.

Partial Release of Retainage on Contract I-06-8969 to K-Five Construction Corporation/Walsh Construction Company of Illinois (JV), for Roadway and Bridge Reconstruction and Widening on the Northbound Tri-State Tollway (I-294) from Milepost 6.11 (159th Street) to Milepost 9.05 (Rock Island Railroad), in the amount of \$980,071.53. This appears in the Appendage as Resolution No. 18921.

Partial Release of Retainage on Contract I-06-8975 to F.H. Paschen, S.N. Nielsen & Assoc. LLC for Roadway and Bridge Reconstruction and Widening on the Northbound Tri-State Tollway from Milepost 11.13 (Cal-Sag Bridge) to Milepost 15.53 (107th Street), in the amount of \$1,587,418.70. This appears in the Appendage as Resolution No. 18922.

Amendment of Resolution No. 16461 authorizing an increase in the amount to be paid for fiber optic relocation work from \$245,000 by \$249,706.10 to \$494,706.10. This appears in the Appendage as Resolution No. 18923.

Permit NW 09-18 to AT&T for permission to install, maintain and operate fiber optic facilities. The fiber optic cable will be directionally bored under and across the Jane Addams Memorial Tollway (I-90) at Barrington Road. Fee will be \$1,000. This appears in the Appendage as Resolution No. 18924.

Permit NW 09-21 to MCI Metro Access Transmission Services LLC for permission to install, maintain and operate fiber optic facilities. The fiber optic cable will be directionally bored under and across the Jane Addams Memorial Tollway (I-90) at Lee Street. Fee will be \$1,000. This appears in the Appendage as Resolution No. 18925.

Director Towns moved for adoption; seconded by Director Canham.

Chair Wolff called for a voice vote, and there being “Ayes” and no “Nays”, declared the motion carried.

Chair Wolff then called for a motion adopting a Change Order on Contract I-07-5241 to Plote Construction, Inc. for Roadway and Bridge Reconstruction on the Northbound Tri-State Tollway (I-294) from Milepost 44.5 (Dempster Street) to Milepost 48.3 (Willow Road), in the amount of \$91,500. This appears in the Appendage as Resolution No. 18918.

Director Morris moved for adoption; seconded by Director Canham.

Chair Wolff called for a voice vote, and there being “Ayes” and no “Nays”, declared the motion carried. Director Rooff abstained from voting on Contract I-07-5241.

Chair Wolff then called for a motion adopting the following resolutions:

Intergovernmental Agreement with the City of Lockport. This appears in the Appendage as Resolution No. 18926.

Amendment to Resolution No. 18220 regarding the Pilot Program for the Sale of E-85 Alternative Fuel. This appears in the Appendage as Resolution No. 18927.

Director Morris moved for adoption; seconded by Director Banks.

Chair Wolff called for a voice vote, and there being “Ayes” and no “Nays”, declared the motion carried.

Chair Wolff called for any Unfinished Business. Director Roolf discussed with the Board that he felt it was important to recognize that the Tollway has been a substantial economic engine for the last five years in this state. Without the approximate \$1.2 billion dollars of capital improvements to the Tollway system per year, he believes the economic situation in this state would be substantially different and felt that was a real testament to staff for putting together a program that worked very effectively.

Director Roolf also talked about Governor Quinn's intention to meet with Indiana Governor Daniels to pursue the Illiana Expressway and pointed out that two years ago, following the opening of the Veterans Memorial southern extension, the Board talked about potentially exploring that Illiana project. He asked Paul and his engineering team to stay on top of this because it's a project that's gaining momentum and he feels that the Tollway has clearly demonstrated that it can handle major projects.

Director Roolf also wanted the Board to remember that a resolution was passed in December of 2007 to look at the Illiana. He wanted to make sure the Illiana was looked as well as other projects. The Tollway has demonstrated its capacity and its ability to deliver a project on time and on budget.

Director Roolf then mentioned discussion the Board had during today's meeting regarding change orders. He would like the Board members to remind themselves that five years of congestion relief was done \$200 million under budget.

Director Morris asked for a report on how many vehicles the Tollway owns, who takes them home, and do they need to be taken home. He would also like to know which individuals have an I-PASS that is charged to the Tollway.

Mr. King responded that he signs off on the take home vehicles every month; also Blackberries and cell phones. He has this information available will distribute to the Board.

Chair Wolff then requested that the Board enter into Executive Session.

Mr. Bamonte stated that the Board would enter into Executive Session to discuss the following: appointment of specific employees of the agency pursuant to Section 2(c)(1) of the Open Meetings Act; collective bargaining matters specific to Section 2(c)(2); litigation pending in the Circuit Court of Cook County pursuant to Section 2(c)(11); and consideration of the release of executive session minutes pursuant to Section 2(c)(21)l

Chair Wolff called for a motion to enter into Executive Session. Director Banks moved; seconded by Director Morris.

Chair Wolff called for a voice vote, and there being “Ayes” and no “Nays”, declared the motion carried.

(Whereupon the Board entered into Executive Session to discuss litigation, collective bargaining issues, personnel matters and the release of Executive Session Minutes)

Back in regular session, Chair Wolff called for a motion to release specific Executive Session Minutes, copies attached.

Director Banks moved for release; seconded by Director Roof.

Chair Wolff called for a voice vote, and there being “Ayes” and no “Nays”, declared the motion carried.

There being no further business, Chair Wolff called for a motion to adjourn. Director Morris moved to adjourn; seconded by Director Towns.

Chair Wolff called for a voice vote, and there being “Ayes” and no “Nays”, declared the motion carried.

Meeting adjourned at approximately 1:00 p.m.

Minutes taken by _____
Trudy Steinhauser