

THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY

MINUTES OF EXECUTIVE SESSION

OF

THE BOARD OF DIRECTORS

January 28, 2010

On January 28, 2010 at approximately 11:30 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 and Section 2(c)(11) litigation matters. The Secretary called the roll and those 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

Mr. Tom Bamonte
Mr. Mike King
Mr. Jeffrey Redding
Mr. Mike Colsch
Mr. Dave Wilson

The Directors discussed SEIU negotiations.

[Discussion relating to ongoing and/or upcoming collective bargaining negotiations redacted]

The Chair asked if there were any questions regarding the U.S. Equities matter. There were none.

The Directors discussed a personnel matter. The Chair discussed the Executive Director position job description, and advised that the position would be posted soon. The Board determined that a small search committee would review the candidates and come back to the full Board with their recommendations.

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

Meeting adjourned at approximately 12:45 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

February 25, 2010

On January 28, 2010 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, Section 2(c)(6) to discuss probable sale or lease of property and Section 2(c)(11) to discuss litigation matters. The Secretary called the roll and those Directors present were as follows:

Chair Paula Wolff
Director Jim Banks
Director Bill Morris – phone
Director George Pradel – phone
Director Jim Roof
Director Maria Saldaña
Director Carl Towns
Director Tom Weisner

Also, present were the following:

Paul Kovacs
Tom Bamonte
Mike King
Dave Wilson
Mike Colsch
John Benda
Craig Green
Jack Healy
Greg Stukel
Bob Lane

The Directors discussed SEIU negotiations.

[Discussion relating to ongoing and/or upcoming collective bargaining negotiations redacted]

The Directors discussed Teamster negotiations.

[Discussion relating to ongoing and/or upcoming collective bargaining negotiations redacted]

The Directors discussed SEIU grievance.

[Discussion relating to union grievance redacted]

Chair Wolff called for a motion to adjourn from Executive Session back to the Regular Board Meeting. Director Canham moved to adjourn; seconded by Director Roof. The motion was approved unanimously.

The Board came back into Executive Session at approximately 11:40 a.m.

The Directors discussed status of the oases. Staff advised that the Board would get a review of the information from McGovern & Green, the Tollway's expert, regarding the ExxonMobil request to assign its lease.

Mr. Jack Healy, of McGovern & Green, advised that Combined Oil is primarily a distributor of fuel. Combined is a very small company with combined assets of \$10 million and a net worth of \$4 million. Combined is cross-collateralized as part of an affiliated group of 23 other companies. This group is part distributor and part real estate company, with the real estate portion a majority of the business. Combined mainly owns the underlying leases on gas stations. The owners of Combined have personally guaranteed all of the liabilities in the affiliated companies. This is a highly leveraged group. Combined Oil does not run any AM/PM stores. Combined has about 15 employees, as it is mainly a fuel distributor.

The Tollway asked who would be running the gas station stores at the oases. Late in the process McGovern & Green received a purported letter of intent from 7-11, stating that 7-11 would run the stores. The letter had typographical errors and was unsigned. It did not match up with the underlying lease.

ExxonMobil is completely protected in its draft agreement with Combined Oil. ExxonMobil assigns all environmental liabilities to Combined Oil, both known and unknown. Combined Oil plans to mitigate the risk with insurance and LUST fund proceeds. McGovern & Green looked at 17 potential risk areas in reviewing this request, and rates the proposed assignment a high risk for the Tollway.

Staff advised that Tollway personnel would be making its decision based upon these recommendations. A letter is being generated that will advise that the Tollway will not accept the assignment of the lease. Staff anticipated that ExxonMobil will come back to the Tollway with changes and revisions.

The Chair stated that it would be inappropriate for any Director to respond or comment when this becomes public. A Director advised that he had been contacted by an employee of ExxonMobil asking when this matter would come before the Board. He had advised her to check the public agenda, and told her that he could not discuss this matter.

The Directors discussed a personnel matter. The Chair stated that the Executive Director Selection Committee would be meeting immediately after the Board meeting. The Board briefly discussed the process to winnow down the list of approximately 30 resumes and the vetting process. The Chair stated that the Committee will report back to the Board with its recommendations. Staff advised that he will try to get information from IBTTA regarding Executive Director salaries.

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

Meeting adjourned at approximately 12:00 p.m.

Minutes taken by: _____

Dawn Sirianni
Assistant Secretary
The Illinois State Toll Highway Authority

THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY

MINUTES OF EXECUTIVE SESSION

OF

THE BOARD OF DIRECTORS

March 25, 2010

On March 25, 2010 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, and Section 2(c)(11) to discuss litigation matters. 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 Roof
Director Maria Saldaña
Director Carl Towns
Director Tom Weisner

Also, present were the following:

Mike King

Tom Bamonte

Jeff Redding

Dave Wilson

Joe Fivelson

John Benda

Greg Busey

The Directors discussed Teamster negotiations. Staff briefed the Board on the collective bargaining with Teamsters Local 700 and a tentative agreement. The tentative agreement is a one year extension of the current agreement, with a \$0.50 per hour increase, which is retroactive to January 2010. This correlates to an approximate increase of 1.86% wage increase. In addition, there will be a one-time \$250 lump sum payment for the 452 bargaining employees. The total overall increase for this one year contract, from October 1, 2009 to September 30, 2010 is 1.82%. The union has agreed to not pursue any labor action regarding any changes to the health care insurance. All other terms to the collective bargaining agreement will remain the same. Teamster Local 700 has voted to ratify the agreement.

[Discussion relating to ongoing and/or upcoming collective bargaining negotiations redacted]

The Chair advised that if there are no further questions or objections, when the Board meets back in regular session, the Board will vote upon this resolution.

The Directors discussed SEIU negotiations.

[Discussion relating to ongoing and/or upcoming collective bargaining negotiations redacted]

The Directors discussed an AFSCME grievance.

[Discussion relating to litigation redacted]

The Directors discussed purchase or lease of real property.

[Discussion relating to the purchase or lease of real property redacted]

Chair Wolff called for a motion to adjourn from Executive Session back to the Regular Board Meeting. Director Roolf moved to adjourn; seconded by Director Canham. The motion was approved unanimously.

There being no further business, the meeting adjourned at approximately 1:30 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

April 29, 2010

On April 29, 2010 at approximately 11:45 a.m., upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c)(2) and Section 2(c)(11) of the Open Meetings Act to discuss collective bargaining and litigation matters. The Assistant 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

Also, present were the following:

Kristi Lafleur
Doug Kucia
Tom Bamonte
Mike Colsch

Jeff Redding

The Directors discussed SEIU negotiations.

[Discussion relating to ongoing and/or upcoming collective bargaining negotiations redacted]

The Directors discussed SEIU grievance.

[Discussion relating to union grievance redacted]

The Directors discussed SEIU negotiations.

[Discussion relating to ongoing and/or upcoming collective bargaining negotiations redacted]

The Directors discussed SEIU grievance.

[Discussion relating to union grievance redacted]

The Directors discussed possible litigation.

[Discussion relating to possible litigation redacted]

The Directors discussed AFSCME grievance.

[Discussion relating to litigation redacted]

The Directors discussed the status of the oases. Staff stated that there are no new developments on ExxonMobil since last month. ExxonMobil is thinking of putting together a new proposal. With respect to Wilton, US Equities' plan is to file a judgment for foreclosure by the end of May. It anticipates getting the foreclosure order by the end

of June, with the foreclosure sale six weeks after that time. The only significant issue to come up in the past month concerns hanging banners. Discussion is ongoing on what extent should they be allowed and format changes that must be made before they are installed. The Tollway is making sure US Equities is complying with the lease, and that there are no public safety issues with the banners. The Chair inquired if this is consistent with the Federal Highway Act. Staff stated that this was one of the issues under discussion and the other was that the banners must be accompanied by an on-premise business.

A Director advised the US Equities does bank with First Midwest Bank. It was a court appointment. Going forward he will be recusing himself from of all US Equities matters.

Chair Wolff called for a motion to adjourn from Executive Session. Director Morris moved to adjourn; seconded by Director Towns. The motion was approved unanimously.

Chair Wolff then called for a motion to return to the Regular Board Meeting. Director Saldaña moved to go back to the Regular Board Meeting; seconded by Director Pradel. The motion was approved unanimously.

There being no further business, the meeting adjourned at approximately 12:15 p.m.

Minutes taken by: _____

Dawn Sirianni
Assistant Secretary
Illinois State Toll Highway Authority

**THE ILLINOIS STATE TOLL HIGHWAY
AUTHORITY MINUTES OF EXECUTIVE SESSION**

May 27, 2010

On May 27, 2010 at approximately 8:30 a.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c)(11) of the Open Meetings Act to discuss threatened litigation against the Tollway. The Secretary called the roll and those present were as follows:

Chair Paula Wolff	Director George Pradel
Director Jim Banks	Director Jim Roof
Director Tom Weisner	Director Maria Saldaña
Director Bill Morris	Director Carl Towns
Mr. Tom Bamonte	Mr. Paul Kovacs
Ms. Stella Banak	Ms. Stephanie Stephens

The Directors discussed possible litigation.

[Discussion relating to possible litigation redacted]

Chair Wolff then called for a motion to recess Executive Session

and return to the Regular Board meeting. Director Morris moved to go back to the Regular Board Meeting; seconded by Director Towns. The motion was approved unanimously.

Meeting recessed at approximately 8:45 a.m.

At approximately 11:30 a.m., upon a roll call vote, Executive Session was convened, the Illinois Tollway's Board of Directors pursuant to Section 2(c)(1) and Section 2(c)(11) of the Open Meetings Act met to discuss personnel and litigation matters. The Assistant 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

Also present were the following:

Kristi Lafleur

Doug Kucia

Tom Bamonte

The Directors discussed possible litigation.

[Discussion relating to possible litigation redacted]

The Directors discussed personnel matters. The Board then proceeded to discuss an Employment Agreement with the Executive Director.

The Executive Director summarized the key provisions of the Employment Agreement. Staff pointed out that the agreement is drafted

as a memorandum of understanding and the agreement does not create a term contract. The Executive Director still serves at will.

A discussion ensued on the benefits policy for all Tollway employees. A report will be created on the benefits policy and any exceptions.

The Chair committed to sharing information earlier with all of the board on what is coming up on the agenda.

A permanent Board Secretary is in the process of being hired and the position is being upgraded.

Chair Wolff called for a motion to adjourn from Executive Session. Director Canham moved to adjourn; seconded by Director Towns. The motion was approved unanimously.

Chair Wolff then called for a motion to return to the Regular Board Meeting. Director Canham moved to go back to the Regular Board Meeting; seconded by Director Roof. The motion was approved unanimously.

There being no further business, the meeting adjourned at approximately 12:15 p.m.

Minutes taken by: _____

Marlene Y. Rodriguez-Vick
Senior Manager of Program Development
Illinois State Toll Highway Authority

THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY

MINUTES OF EXECUTIVE SESSION

June 24, 2010

On June 24, 2010 at approximately 11:30 a.m. upon a roll call vote, the Illinois Tollway's Board of Directors met in Executive Session pursuant to Section 2(c) (11) of the Open Meetings Act to discuss probable litigation. The Assistant Secretary called the roll and those present were as follows:

Chair Paula Wolff	Director George Pradel
Director Jim Banks	Director Jim Roof
Director Tom Weisner	Director Maria Saldaña
Director Bill Morris	Director Carl Towns
Mr. Tom Bamonte	Mr. Paul Kovacs
Ms. Stella Banak	Ms. Stephanie Stephens

The Directors discussed possible litigation.

[Discussion relating to possible litigation redacted]

Chair Wolff called for a motion to adjourn from Executive Session. Director Morris moved to adjourn; seconded by Director Roof. The motion was approved unanimously.

Chair Wolff then called for a motion to return to the Regular Board Meeting. Director Morris moved to go back to the Regular Board Meeting; seconded by Director Pradel. The motion was approved unanimously.

There being no further business, the meeting adjourned at approximately 12:15 p.m.

Minutes taken by: _____

Marlene Y. Rodriguez-Vick
Senior Manager of Program Development
Illinois State Toll Highway Authority