

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

February 25, 2010

The Illinois State Toll Highway Authority met in regular session on Thursday, February 25, 2010 at approximately 9:30 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 Maria Saldaña
Director Thomas Canham	Director Carl Towns
Director Bill Morris	Director Tom Weisner

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, February 25, 2010 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 Assistant 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 – phone
Director George Pradel – phone
Director Jim Roof
Director Maria Saldaña
Director Carl Towns
Director Tom Weisner

Absent:

Governor Pat Quinn
Secretary Gary Hannig

Chair Wolff then requested that the Board enter into Executive Session in order to have the open session and the Regular Board meeting begin at 10:00 a.m. permitting those who wish to attend be at the meeting, consistent with the posted agenda.

Tom Bamonte, General Counsel, 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); and litigation matters pursuant to Section (2)(c)(11) of the Act.

Chair Wolff called for a motion to enter into Executive Session. Director Saldaña moved for adoption; seconded by Director Canham. The motion was approved unanimously.

(Whereupon the Board entered into Executive Session)

At 10:00 a.m. back in regular session, Chair Wolff called for

Public Comment. George Garner, of Exxon-Mobil, spoke to the Board regarding Exxon-Mobil's desire to assign its lease at oases gas stations. The Board thanked him for his remarks. Chair Wolff then called for any additional Public Comment, and there being none, called for a motion approving the Minutes of the Regular Board Meeting held on January 28, 2010.

Director Banks moved for adoption; seconded by Director Canham. The motion was approved unanimously.

Chair Wolff requested that the guests at the Board meeting introduce themselves. They did so.

Work Group Reports

Director Weisner, Chairman of the Oases Working Group, briefed the Board. Director Weisner advised that a 2nd public meeting of the Oases Working Group would be held today, February 25, at 1:00 p.m. Director Weisner stated that staff was reviewing the information regarding Exxon-Mobil's request to assign its lease to Combined Oil. The deadline for the response is March 5, 2010.

Director Morris, Chairman of the Customer Service Working Group, advised that progress is being made regarding electronic tolling and customer service concerning fines. A presentation will be given at the March Board meeting.

Chair Wolff then thanked Mr. Joe Fivelson, Acting Chief of Administration, on the update sent out regarding the 2009 Cycle Audits – Summary of Immaterial Findings presented at the last meeting.

Chair Wolff stated that there are several bills in the legislature that may affect the Tollway. The first is a bill sponsored by Senators Garrett and Schoenberg regarding the Tollway Inspector General Office. This proposal mirrors those laws establishing inspector general positions at

other agencies. The second bill is regarding public/private partnerships and a third bill creates a high speed rail authority and includes a role the Tollway might play in developing high-speed rail.

Chair Wolff announced that Andrew Boron was developing guidelines for when Board members must recuse themselves to avoid actual or apparent conflicts of interest to be presented at the next meeting.

Chair Wolff stated that she is attempting to convene a regional meeting with the heads of other transportation agencies in the region. This is intended to enable the agencies to develop a shared vision and work together regarding green initiatives and economic development.

Chair Wolff stated the Tollway has received a number of resumes for the Executive Director position, and the Executive Director Selection Committee will meet after the Board meeting.

Acting Executive Director Mike King stated that the Tollway has partnered with the Illinois Secretary of State's Office to sell I-PASS. The Tollway was at the Secretary of State's Office in Schaumburg the day before, and would be at the Secretary of State's Aurora office today. The Tollway will be visiting numerous Secretary of State offices in the coming months.

Mr. King gave the Board an update on the pilot program for shifting the Dixon and Spring Creek toll plazas to unattended toll plazas overnight to reduce operating costs. This program was designed to improve efficiencies and reduce costs at mainline toll plazas when traffic volumes and cash customers are low. This program will be evaluated over the next few months. Director Roolf inquired as to the public's response to this change. Mr. King advised that the Tollway has received minimal comments.

Mr. King gave a presentation regarding the Tollway's future

capital planning efforts on projects that have the potential to become future tollway projects. More in depth presentations will be given to the Board over the next few months. These projects include IL-53/I-355 North Extension; Elgin O'Hare Western Bypass; Illiana Expressway; Prairie Parkway; Congestion Pricing, or other forms of innovative transportation systems on I-90, I-80 from I-55 to I-294, and I-290 from I-88 to I-294. Mr. King then gave background on interchange requests, and advised that the interchanges are categorized as major interchanges, new request interchanges, and improvements to operational interchanges.

Mr. King then advised that there are areas of the Tollway that were not included in the CRP and are original to the system and are more than 50 years old. These facilities include some toll plazas, maintenance buildings, salt domes, and the central Tri-State Tollway.

Mr. Rocco Zuccherro, Deputy Chief of Planning, then gave a presentation on the Jane Addams Memorial Tollway (I-90) corridor needs. Mr. Zuccherro advised that the Tollway's General Consultant estimates that 80% of I-90 will require major repairs by the end of 2010. He showed a variety of options for I-90 including reconstruction of the existing roadway, reconstruction and widening, reconstruction with the STAR line rail right of way reserved; and reconstruction with Express Bus Service right of way reserved with high occupancy toll (HOT) lanes. Mr. Zuccherro showed the costs, benefits and impacts of the various scenarios.

Chair Wolff commented that the Tollway will continue to work with the Governor's Office and regional transportation agencies to prioritize projects.

Director Morris asked Mr. Mike Colsch to project out how these projects could affect tolls. Chair Wolff suggested that a financial plan would be developed over time.

Chair Wolff then began the Consent Agenda by calling for a motion adopting the following resolutions:

Amendment to the Commercial Co-Location Agreement with Business Only Broadband (BOB). This appears in the Appendage as Resolution No. 19010.

Director Banks moved for adoption; seconded by Director Canham. The motion was approved unanimously. Chair Wolff then called for a motion adopting the following resolutions:

Resolution amending Resolution 17884 to increase the upper limit on Contract 07-0110 to FTSP Holding LLC/Fifth Third Bank, American Express and Discover Financial Services for merchant card services by \$11,000,000, from \$25,000,000 to \$36,000,000. This appears in the Appendage as Resolution No. 19011.

Resolution authorizing assignment of certain financial advisory services from Public Financial Management, Inc. to PFM Asset Management, an affiliate of Public Financial Management Inc. This appears in the Appendage as Resolution No. 19012.

Director Banks moved for adoption; seconded by Director Towns. The motion was approved unanimously. Chair Wolff then called for a motion adopting the following awards:

Award of Contract RR-08-5475 to K-Five Construction Corp./James D. Fiala Paving Co. (JV) for Roadway and Bridge Rehabilitation on the Veterans Memorial Tollway (I-355) at Milepost 12.3 (I-55) to Milepost 21.8 (Finley Road) in the amount of \$18,889,345.48. This appears in the Appendage as Resolution No. 19013.

Award of Contract RR-08-5572 to Lorig/Geneva, (JV) for Roadway and Bridge Rehabilitation on the Veterans Memorial Tollway

(I-355) at Milepost 21.8 (Finley Road) to Milepost 29.9 (Army Trail Road) in the amount of \$29,463,170.76. This appears in the Appendage as Resolution No. 19014.

Award of Contract RR-08-5571 to Herlihy Mid-Continent Company for Bridge Rehabilitation on the Tri-State Tollway (I-294) at Milepost 9.76 (Rexford Avenue) to Milepost 10.31 (Midlothian Turnpike) and Milepost 31.3 (I-88 Tri-Level Bridge) to Milepost 31.4 (CC&P RR) in the amount of \$6,135,834.24. This appears in the Appendage as Resolution No. 19015.

Award of Contract RR-09-9058 John Burns Construction Company for Weigh-In-Motion Installation on the Tri-State Tollway (I-294, Northbound) at Milepost 0.9 (between Chicago Southland Lincoln Oasis and Chicago Road) and Tri-State Tollway (I-94, Eastbound) Milepost 3.2 (IL Route 173) in the amount of \$1,006,666.61. This appears in the Appendage as Resolution No. 19016.

Director Canham moved for adoption; seconded by Director Roof. The motion was approved unanimously. Chair Wolff then called for a motion adopting the following proposal:

Proposal from GRAEF-USA, Inc. on Contract RR-09-5592 for Design Services Upon Request, Systemwide in the amount of \$500,000. This appears in the Appendage as Resolution No. 19017.

Director Banks moved for adoption; seconded by Director Towns. Director Roof abstained from voting on this item. The motion was approved unanimously. Chair Wolff then called for a motion adopting the following proposals:

Proposal from Kudrna & Associates, Ltd. on Contract RR-09-9068 for Design Services Upon Request Systemwide in the amount of \$500,000. This appears in the Appendage as Resolution No. 19018.

Proposal from Thomas Engineering Group, LLC on Contract RR-08-5475 for Roadway and Bridge Rehabilitation on Veterans Memorial Tollway (I-355) at Milepost 12.3 (I-55) to Milepost 21.8 (Finley Road) in the amount of \$1,799,831.18. This appears in the Appendage as Resolution No. 19019.

Director Roolf moved for adoption; seconded by Director Weisner. The motion was approved unanimously. Chair Wolff then called for a motion adopting the following proposals:

Proposal from Homer L. Chastain & Associates, LLP on Contract RR-08-5572 for Roadway and Bridge Rehabilitation on Veterans Memorial Tollway (I-355) at Milepost 21.8 (Finley Road) to Milepost 29.9 (Army Trail Road) in the amount of \$2,413,765.50. This appears in the Appendage as Resolution No. 19020.

Proposal from Stanley Consultants, Inc. on Contract RR-08-5571 for Bridge Rehabilitation on the Tri-State Tollway (I-294) at Milepost 9.76 (Rexford Avenue) to Milepost 10.31 (Midlothian Turnpike); and Milepost 31.1 (I-88 Tri-Level Bridge) to Milepost 31.4 (CC&P RR) in the amount of \$1,044,477.72. This appears in the Appendage as Resolution No. 19021.

Director Weisner moved for adoption; seconded by Director Canham. Director Roolf abstained from voting on these items. The motion was approved unanimously. Chair Wolff then called for a motion adopting the following proposals:

Proposal from APEX Consulting Engineers, LLC, on Contract I-07-5539 for Bioswale Stormwater/Water Quality Treatment on the Tri-State Tollway (I-294) at Milepost 42.4 (Touhy Avenue) to Milepost 50.0 (Sanders Road) in the amount of \$670,000. This appears in the Appendage as Resolution No. 19022.

Proposal from Singh & Associates, Inc. on Contract RR-09-5593 for Construction Management Services Upon Request, Systemwide in the amount of \$1,000,000. This appears in the Appendage as Resolution No. 19023.

Proposal from H.W. Lochner, Inc. on Contract RR-09-5594 for Construction Management Services Upon Request, Systemwide in the amount of \$1,000,000. This appears in the Appendage as Resolution No. 19024.

Proposal from DLZ Illinois Inc. on Contract RR-09-9070 for Construction Management Services Upon Request, Systemwide in the amount of \$500,000. This appears in the Appendage as Resolution No. 19025.

Proposal from ABNA of Illinois Inc. on Contract RR-09-5590 for Design and Construction Management Services on Reagan Memorial Tollway (I-88) at Milepost 121.9 (EJ&E RR) in the amount of \$303,719. This appears in the Appendage as Resolution No. 19026.

Proposal from Bowman, Barrett & Associates, Inc. on Contract RR-07-5529 for Supplemental Construction Management Services for Bridge Repair on Tri-State Tollway (I-294) at Milepost 37.1 (Bensenville Railroad) to Milepost 39.2 (Lawrence Avenue) by \$70,000 from \$1,250,415 to \$1,320,415. This appears in the Appendage as Resolution No. 19027.

Partial Release of Retainage on Contract I-06-5216 to F.H. Paschen, S.N. Nielsen & Associates, LLC for Widening and Reconstruction on the Southbound Tri-State Tollway (I-294) from Milepost 41.3 (Devon Avenue) to Milepost 42.8 (Des Plaines River) by \$378,379.82, from \$521,694.22 to \$143,314.40. This appears in the Appendage as Resolution No. 19028.

Partial Release of Retainage on Contract I-07-5244 to Walsh Construction Company of Illinois for Roadway and Bridge Reconstruction on the Northbound Tri-State (I-294) at Milepost 51.4 (Dundee Road) to Milepost 53.5 (Lake Cook Road) by \$1,285,107.90, from \$1,450,295.62 to \$165,187.72. This appears in the Appendage as Resolution No. 19029.

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 (I-294) at Milepost 6.11 (163rd Street Plaza) to Milepost 9.05 (Kedzie Avenue) by \$488,610.29, from \$645,932.69 to \$157,322.40. This appears in the Appendage as Resolution No. 19030.

Partial Release of Retainage on Contract I-06-8972 to Walsh Construction Company of Illinois/ K-Five Construction Corporation/ (JV) for Roadway and Bridge Reconstruction and Widening on the Northbound Tri-State (I-294) Milepost 9.05 (Rock Island Railroad) to Milepost 10.85 (135th Street), by \$986,309.29 from \$1,328,129.29 to \$341,820. This appears in the Appendage as Resolution No. 19031.

Final Release of Retainage on Contract RR-09-5499 to R.W. Dunteman Co. for Hot Mix Asphalt Resurfacing, Pavement Repairs, Cable Median Barriers and Check Valve Installation on Reagan Memorial (I-88) Milepost 109.0 (IL Route 47) to Milepost 141.0 (I-290); and Tri-State (I-294) Milepost 29.0 (NB I-294 Ramp to WB I-88) in the amount of \$100,000. This appears in the Appendage as Resolution No. 19032.

Final Release of Retainage on Contract I-06-5516 to FHP Tectonics Corp., for Reconstruction and Widening of Reagan Memorial (I-88) Milepost 137.0 (IL Route 83) to Milepost 137.9 (Spring Road) and Milepost 138.4 (York Road Plaza) to Milepost 139.1 (York Road/Harger Road) in the amount of

\$1,373,336. This appears in the Appendage as Resolution No. 19033.

Final Release of Retainage on Contract I-06-8971 to K-Five Construction Corporation for Roadway and Bridge Reconstruction and Widening of the Southbound Tri-State (I-294) Milepost 9.05 (Kedzie Avenue) to Milepost 10.85 (135th Street) in the amount of \$200,000. This appears in the Appendage as Resolution No. 19034.

Final Release of Retainage on Contract RR-08-9052 to Broadway Electric, Inc. for Maintenance Yard Improvements, Systemwide in the amount of \$127,804.55. This appears in the Appendage as Resolution No. 19035.

Permit NS10-02 to AboveNet Communications for permission to install, maintain and operate fiber optic facilities under and across I-355 at Butterfield Road. Fee will be \$1,000.00. This appears in the Appendage as Resolution No. 19036.

Director Canham moved for adoption; seconded by Director Towns. The motion was approved unanimously.

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

Intergovernmental Agreement with DuPage County. This appears in the Appendage as Resolution No. 19037.

Director Weisner moved for adoption; seconded by Director Canham. Director Roelf abstained from voting on this item. The motion was approved unanimously. Chair Wolff then called for a motion adopting the following settlement agreement:

A Settlement Agreement regarding Ms. Patricia A. Shay. This appears in the Appendage as Resolution No. 19038.

Director Banks moved for adoption; seconded by Director Roof. The motion was approved unanimously.

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

Mr. Tom Bamonte, General Counsel, stated that the Board would enter into Executive Session to discuss the following: lease-related pricing matters pursuant to Section (2)(c)(6) of the Open Meetings Act; and litigation matters pursuant to Section (2)(c)(11) of the Act.

Chair Wolff called for a motion to enter into Executive Session. Director Saldana moved for adoption; seconded by Director Banks. The motion was approved unanimously.

(Whereupon the Board entered into Executive Session)

Back in regular session, there being no further business, Chair Wolff called for a motion to adjourn. Director Banks moved for adoption; seconded by Director Canham. The motion was approved unanimously.

Meeting adjourned at approximately 11:30 a.m.

Assistant Secretary
The Illinois State Toll Highway Authority