



Record of Meeting | November 29, 2017

The Illinois State Toll Highway Authority (the “Tollway”) Board of Directors met in regular session on Wednesday, November 29, 2017 in the Boardroom of Tollway Headquarters in Downers Grove, Illinois. The Meeting was held pursuant to By-Laws of the Tollway upon call and notice of the Meeting executed by Chairman Robert J. Schillerstrom and posted in accordance with the requirements of the Illinois *Open Meetings Act*. The Meeting was open to the public.

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

Call to Order / Pledge of Allegiance / Roll Call

Chairman Bob Schillerstrom called the Meeting to order at approximately 9:07 a.m., inviting attendees to rise and join in the Pledge of Allegiance. He then asked the Board Secretary to call the roll, those Directors present and absent being as follows:

Board Members Present:	Board Members Not Present:
Chairman Bob Schillerstrom	Governor Bruce Rauner <i>[ex officio]</i>
Director Jim Banks	Secretary Randall Blankenhorn <i>[ex officio]</i>
Director Corey Brooks	
Director Earl Dotson, Jr. <i>[entered at 9:07 a.m.]</i>	
Director Joe Gomez	
Director David Gonzalez	
Director Craig Johnson	
Director Neli Vazquez Rowland	

The Board Secretary declared a quorum present.

Chairman Schillerstrom stated that without objection, the agenda will be re-ordered to present first the winners of the Tollway’s Student 2018 Map Cover Art Contest.

Map Cover Art Contest: Executive Director Bedalov welcomed the finalists, and their guests, of the Tollway’s Student 2018 Illinois Tollway Map Cover Art Contest. Mr. Bedalov explained that this year’s contestants were invited to illustrate the different things that make Illinois a great state and submit artwork that focuses on what makes them #IllinoisProud. Mr. Bedalov highlighted that finalists will receive gift certificates from Blick Art Materials and oases tenants and the grand prize



winner's artwork will be featured on the cover of the 2018 Tollway map, which is distributed to more than 75,000 customers. Executive Director Bedalov then thanked the sponsors of the contest – Blick Art Materials and MB Real Estate (MBRE) – and introduced Alma Becerra, of MBRE, who was in attendance.

Executive Director Bedalov then announced the third runner-up, Ronald Aldrin Gonzales from Bolingbrook High School; the second runner-up, Luis Chavez from Bolingbrook High School; the first runner-up, Courtney Kurtz from Lincoln-Way West High School; and the contest winner, Lindley Wiesner from Lake Forest High School. The finalists and their art teachers were congratulated by Executive Director Bedalov and Chairman Schillerstrom.

[Director Dotson entered the Meeting at approximately 9:07 a.m.]

Public Comment

Chairman Schillerstrom opened the floor for public comment. No public comment was offered.

Presentations

Quarterly Financial Review: Executive Director Bedalov then introduced Mike Colsch, Chief Financial Officer, to present to the Board the quarterly financial review comparing the budget to actual (preliminary and unaudited) results for the third quarter ending September 30, 2017. [See attached presentation.](#)

COMMITTEE REPORTS

Chairman Schillerstrom asked the chairs of the following committees of the Board if they had any report to provide on the committees' recent activities:

Finance, Administration & Operations Committee

Committee Chair Gomez updated the Board on the Finance, Administration and Operations Committee ("FAO Committee") meeting held Monday, November 13, 2017, providing the following highlights:

FINANCE presented two items which the Committee approved for placement on the full Board agenda. The first item was renewal of a cyber insurance policy with Beazley insurance through Mesirow Insurance. Cyber liability protection provides an aggregate coverage of \$10 million for business interruption, notification services, and other costs related to a security breach or threat to Tollway systems. The Committee also approved renewal of a liquidity facility with JP



Morgan supporting Tollway variable rate bonds at a fee not to exceed 59 basis points and a term not to exceed 5 years.

PROCUREMENT presented two items which the Committee recommended for placement on the Board agenda: requests to utilize CMS master contracts to purchase office supplies and MRO products.

ENGINEERING presented nine items which were each approved by the Committee for placement on the Board agenda:

- One construction contract as part of the Small Business Set Aside program
- Eight professional service contracts

The last two Engineering items, related to land acquisition, were deferred at Committee and will be reviewed in executive session prior to full Board consideration.

LEGAL presented three items which were each reviewed and approved for placement on the Board agenda: two intergovernmental agreements and an approval of the assignment of outside legal counsels for the next new money bond issues. The final two Legal items on the agenda were deferred at Committee and will be reviewed in executive session today prior to full Board consideration.

Customer Service & Planning Committee

Chairman Schillerstrom reported that the Customer Service & Planning Committee meeting was held Monday, November 13, 2017, and noted that the items reviewed at committee will be presented at today's Meeting.

[End of Committee Reports]

Executive Director's Items

2018 Budget Hearing: Executive Director Bedalov reported that the third and final public budget hearing was held this morning to share information about the Tollway's 2018 Tentative Budget. He noted that transcripts of each hearing along with any public comments received will be provided to Directors in advance of their consideration at next month's Board meeting of the final 2018 Budget.

November 2017 Diversity Statistics: Executive Director Bedalov provided the following diversity statistics for Tollway procurements to be presented in the current month:



ENGINEERING has one construction contract totaling \$647,740 and eight professional engineering services contracts totaling \$393 million, which include:

- Five firms doing business with the Tollway for the first time.
- Five Partnering for Growth (P4G) commitments.
- One is a small business set-aside contract awarded as part of the Tollway's Small Business Initiative.

Of the \$394 million in recommended Engineering contract awards, nearly \$240 million, or 61 percent, is committed to small, veteran-owned or disadvantaged firms.

Eight contracts include commitments for both veteran and disadvantaged, minority- and women-owned business enterprise (D/M/WBE) firm participation. Veteran commitments range from 2 to 5 percent per contract and D/M/WBE commitments range from 30 to 95 percent per contract.

BUSINESS SYSTEMS has one goods and services contract totaling \$24.5 million to present this month. This contract includes one firm exceeding a BEP Goal.

PROCUREMENT has two goods and services contracts totaling \$1.1 million to present this month. These contracts include:

- One firm doing business with the Tollway for the first time as a prime vendor.
- One firm registered as a small business.
- Two firms meeting or exceeding BEP Goals.

Systemwide Landscape Masterplan: Chairman Schillerstrom introduced Bryan Wagner, Environmental Policy and Program Manager, to present to the Board the Tollway's proposed Systemwide Landscape Masterplan. [See attached presentation.](#)

Director Johnson commented on the opportunity he had to review the plan with Mr. Wagner and advised the Board that he fully endorses the plan as proposed. He suggested, however, that the Tollway consider developing its own nursery in order to continue the program and decrease costs over time.

Directors and staff then discussed the species to be utilized and costs per tree outlined in the proposed landscape masterplan. Mr. Wagner advised the Board that the \$363 average cost provides for an 18-month seedling, the actual planting, and a two year maintenance plan for the tree – and represents a substantial decrease in cost from previous plantings.



Director Vazquez Rowland asked if the assistance and recommendations of the Morton Arboretum were provided to the agency free of charge. Chairman Schillerstrom responded affirmatively.

Minutes

Item 1: Approval of the Minutes of the regular Board of Directors meeting held October 26, 2017.

Chairman Schillerstrom called for a motion to approve **Chairman's Item 1**, the Minutes of the regular Board of Directors meeting held on October 26, 2017, as presented. Director Banks made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom called for a vote. The motion was PASSED unanimously.

Chairman Schillerstrom stated that without objection, action on Chairman's Item 2, concerning the minutes of closed meetings, will be deferred until after consideration in Executive Session.

Items for Consideration

Finance

Item 1: Approval of the 2018 Cyber Liability Insurance Program to Beazley Insurance Co. Inc. through the Insurance Broker, Mesirow Insurance Services, Inc.

Chairman Schillerstrom called for a motion to approve **Finance Item 1**. Director Banks made a motion for approval; seconded by Director Brooks. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Johnson, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Item 2: Extension of the Liquidity Facilities supporting the Authority's 2008A-1a and 2008A-2 Bonds.

Chairman Schillerstrom called for a motion to approve **Finance Item 2**. Director Dotson made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there are any



questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Business Systems

Item 1: Award of Contract 17-0190 to Electronic Transaction Consultants Corporation for the purchase of Toll Revenue Management and Maintenance Program Services in an amount not to exceed \$24,500,000.00 (Tollway Sole Source).

Chairman Schillerstrom called for a motion to approve **Business Systems Item 1**. Director Vazquez Rowland made a motion for approval; seconded by Director Brooks. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Vazquez Rowland, Director Brooks, Director Banks, Director Dotson, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Procurement

Item 1: Award of Contract 16-0147 to Logsdon Stationers, Inc. (d.b.a. Logsdon Office Supply) for the purchase of Office Supplies in an amount not to exceed \$300,000.00 (Order Against CMS Master Contract).

Chairman Schillerstrom called for a motion to approve **Procurement Item 1**. Director Vazquez Rowland made a motion for approval; seconded by Director Brooks. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Vazquez Rowland, Director Brooks, Director Banks, Director Dotson, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8)

Nays: None (0)



The motion was PASSED.

Item 2: Increase to Contract 15-0091 to W.W. Grainger, Inc. for the purchase of Maintenance, Repair, and Operations Catalog Products in an amount not to exceed \$800,000.00 (Order Against CMS Master Contract).

Chairman Schillerstrom called for a motion to approve **Procurement Item 2**. Director Banks made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Dotson, Director Brooks, Director Gomez, Director Gonzalez, Director Johnson, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Engineering

Item 1: Award of Contract I-17-4334 to Cardinal State, LLC for Bioswale Improvements, on the Jane Addams Memorial Tollway (I-90) from Milepost 53.8 (Elgin Plaza 9) to Milepost 68.3 (IL Route 53), in the amount of \$647,739.50.

Chairman Schillerstrom called for a motion to approve **Engineering Item 1**. Director Vazquez Rowland made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Vazquez Rowland, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Item 2: Acceptance of Proposal from V3 Companies of Illinois, Ltd./Michael Baker International, Inc., on Contract I-17-4302 for Design Services for Roadway Reconstruction and Widening and Bridge Rehabilitation on the Tri-State Tollway (I-294) from Milepost 36.2 (Wolf Road) to Milepost 37.8 (O'Hare Oasis), in an amount not to exceed \$10,600,000.00.

Chairman Schillerstrom called for a motion to approve **Engineering Item 2**. Director Vazquez Rowland made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom



asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Vazquez Rowland, Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Item 3: Acceptance of Proposal from Delta Engineering Group, LLC, on Contract I-17-4307 for Design Services for Advanced Intelligent Transportation System Assets Relocation on the Tri-State Tollway (I-294) from Milepost 17.8 (95th Street) to Milepost 40.0 (Balmoral Avenue), in an amount not to exceed \$2,522,500.00.

Chairman Schillerstrom called for a motion to approve **Engineering Item 3**. Director Banks made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Gomez, Director Brooks, Director Dotson, Director Gonzalez, Director Johnson, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Item 4: Acceptance of Proposal from DB Sterlin Consultants, Inc., on Contract RR-16-4253 for Construction Management Services for Roadway and Bridge Rehabilitation on the Reagan Memorial Tollway (I-88) from Milepost 76.1 (IL 251) to Milepost 91.4 (Annie Glidden Road), in an amount not to exceed \$5,272,025.43.

Chairman Schillerstrom called for a motion to approve **Engineering Item 4**. Director Vazquez Rowland made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Vazquez Rowland, Director Gomez, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.



Item 5: Acceptance of Proposal from d'Escoto, Inc./Burns & McDonnell Engineering, Inc, on Contract RR-16-4254 for Construction Management Services for Roadway and Bridge Rehabilitation on the Reagan Memorial Tollway (I-88) Milepost 91.4 (Annie Glidden Road) to Milepost 113.3 (IL 56), in an amount not to exceed \$8,899,529.59.

Chairman Schillerstrom called for a motion to approve **Engineering Item 5**. Director Gonzalez made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gonzalez, Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Item 6: Acceptance of Proposal from Fuhrmann Engineering, Inc., on Contract RR-17-4312 for Design Services for Pavement and Structural Preservation and Rehabilitation on the Reagan Memorial Tollway (I-88) from Milepost 123.4 (IL Route 59) to Milepost 126.9 (East of Washington Street) and Veterans Memorial Tollway (I-355), in an amount not to exceed \$930,000.00.

Chairman Schillerstrom called for a motion to approve **Engineering Item 6**. Director Gomez made a motion for approval; seconded by Director Vazquez Rowland. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Vazquez Rowland, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Johnson, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Item 7: Acceptance of Proposal from Harry O. Hefter Associates, Inc., on Contract RR-17-4314 for Design Services for Pavement and Structural Preservation and Rehabilitation on the Tri-State Tollway (I-294) from Milepost 40.0 (Balmoral Ave) to Milepost 52.9 (Lake Cook Road), in an amount not to exceed \$2,515,679.00.

Chairman Schillerstrom called for a motion to approve **Engineering Item 7**. Director Banks made a motion to approve; seconded by Director Johnson. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:



Yeas: Director Banks, Director Johnson, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The item was PASSED.

Item 8: Acceptance of Proposal from HNTB Corporation, on Contract I-17-4093 for Program Management Office and Technical/ Administrative Services, Systemwide, in an amount not to exceed \$205,600,000.00.

Chairman Schillerstrom called for a motion to approve **Engineering Item 8**. Director Gomez made a motion for approval; seconded by Director Brooks. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Brooks, Director Banks, Director Dotson, Director Gonzalez, Director Johnson, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Chairman Schillerstrom advised the Board he is recusing himself from participating in the decision regarding Engineering Item 9. He then appointed Director Johnson to serve as chairman pro tem until the motion is disposed of, and temporarily departed the Meeting.

Item 9: Acceptance of Proposal from Omega & Associates, Inc., on Contract I-17-4326 for Construction Corridor Manager, Construction Management, and Owner's (Tollway) Representative Services, on the Central Tri-State Tollway (I-294), in an amount not to exceed \$157,000,000.00.

Chairman pro tem Johnson called for a motion to approve **Engineering Item 9**. Director Brooks made a motion for approval; seconded by Director Gomez. Chairman pro tem Johnson asked if there are any questions, concerns or requests for discussion.

Director Vazquez Rowland made a motion to lay on the table Engineering Item 9. Chairman pro tem Johnson asked if there is a second. Hearing no second, he advised the Board that the motion is therefore not before this Meeting.

Hearing nothing further, Chairman pro tem Johnson called for a roll call on the pending motion to approve, the vote of yeas and nays being as follows:



Yeas: Director Brooks, Director Gomez, Director Banks, Director Dotson, Director Gonzalez, Director Johnson, (6)

Nays: None (0)

Recusals: Chairman Schillerstrom (1)

Abstentions: Director Vazquez Rowland (1)

The motion was PASSED.

Chairman Schillerstrom re-entered the meeting at this time. The motion having been disposed of, Chairman pro tem Johnson then turned the chair back over to Chairman Schillerstrom.

Item 10: Approval of Resolution to Adopt Systemwide Landscape Master Plan.

Chairman Schillerstrom called for a motion to approve Engineering Item 10. Director Johnson made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion.

Director Johnson proposed that Engineering Item 10 be amended to include a feasibility report prepared by staff on implementing an agency nursery which might perpetuate and reduce costs of the Tollway's tree planting initiative.

Hearing nothing further, Chairman Schillerstrom called for a motion to amend Engineering Item 10 as proposed. Director Johnson made a motion to amend; seconded by Director Banks. Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion PASSED.

Chairman Schillerstrom then called for a motion to approve **Engineering Item 10**, as amended. Director Johnson made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)



The item was PASSED.

Chairman Schillerstrom stated that without objection, action on Engineering Items 11 and 12, related to land acquisition, will be deferred until after consideration in Executive Session.

Legal

Item 1: Approval of an Intergovernmental Agreement with the Village of Oak Brook regarding bridge widening and reconstruction of York Road over I-88. Cost to the Tollway: \$0.

Chairman Schillerstrom called for a motion to approve **Legal Item 1**. Director Brooks made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Brooks, Director Johnson, Director Banks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Item 2: Approval of an Intergovernmental Agreement with the Lemont Park District providing for the sale of two excess Tollway parcels located near I-355 and 127th Street to the Lemont Park District. Cost to the Tollway: \$0.

Chairman Schillerstrom called for a motion to approve **Legal Item 2**. Director Brooks made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Brooks, Director Gomez, Director Banks, Director Dotson, Director Gonzalez, Director Johnson, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Item 3: Assignment of Bond Counsel.

Chairman Schillerstrom called for a motion to approve **Legal Item 3**. Director Johnson made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there are any



questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Chairman Schillerstrom stated that without objection, action on Legal Items 4 and 5 will be deferred until after consideration in Executive Session.

Executive Session

Chairman Schillerstrom called for a motion to enter Executive Session pursuant to exceptions provided in Sections 2(c)1, 2(c)2, 2(c)5, 2(c)11 and 2(c)21 of the Illinois *Open Meetings Act* to consider Tollway matters related to the performance of specific employees, collective bargaining, the purchase or lease of property, potential or pending litigation, and the minutes of closed meetings. Director Gomez made a motion, pursuant to the sections specified, to enter Executive Session; seconded by Director Dotson. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Dotson, Director Banks, Director Brooks, Director Gonzalez, Director Johnson, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

At approximately 9:56 a.m., the Board entered into Executive Session.

Return from Executive Session and Action (if any)

At approximately 10:37 a.m., the Board re-entered the public session of the Meeting.

Chairman's Item 2: Approval of the Minutes of the Executive Session of the Board of Directors meeting held October 26, 2017.

Chairman Schillerstrom called for a motion to approve **Chairman's Item 2**, the Minutes of the Executive Session of the Board of Directors meeting held on October 26, 2017, as presented.



Director Banks made a motion for approval; seconded by Director Gomez. Chairman Schillerstrom asked if there are any questions, concerns or requests for amendment. Hearing nothing, Chairman Schillerstrom called for a vote. The motion was PASSED unanimously.

Engineering Item 11: Land Acquisition (Identification of Real Estate Parcel associated with the Central Tri-State Tollway). Cost to the Tollway: N/A.

Chairman Schillerstrom called for a motion to approve **Engineering Item 11**, which amends a prior resolution to identify fourteen (14) additional parcels needed for the Central Tri-State Tollway (I-294) Project that may need to be acquired by condemnation. Director Gomez made a motion for approval; seconded by Director Banks. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Gomez, Director Banks, Director Dotson, Director Brooks, Director Gonzalez, Director Johnson, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Engineering Item 12: Land Acquisition (Identification of Real Estate Parcel associated with the Elgin O'Hare Western Access Project). Cost to the Tollway: N/A.

Chairman Schillerstrom called for a motion to approve **Engineering Item 12**, which amends a prior resolution to identify one (1) additional parcel needed for the Elgin O'Hare Western Access Project that may need to be acquired by condemnation. Director Vazquez Rowland made a motion for approval; seconded by Director Johnson. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Vazquez Rowland, Director Johnson, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Legal Item 4: Collective Bargaining Agreement – MAP. As discussed in Executive Session.

Chairman Schillerstrom called for a motion to approve **Legal Item 4**, finalizing the collective bargaining agreement with the Metropolitan Alliance of Police Chapter 135, Telecommunicators, consistent with terms discussed in Executive Session. Director Banks made a motion to approve;



seconded by Director Johnson. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Banks, Director Johnson, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The item was PASSED.

Legal Item 5: Employment Litigation Settlement – Reniece Wright. Cost to the Tollway: As discussed in Executive Session.

Chairman Schillerstrom called for a motion to approve **Legal Item 5**, authorizing staff to enter a litigation settlement with Reniece Wright, consistent with terms discussed in Executive Session. Director Johnson made a motion to approve; seconded by Director Gomez. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Gomez, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The item was PASSED.

Unfinished Business

Item 1: Approval of a First Addendum Intergovernmental Agreement with the Illinois Department of Central Management Services and the Illinois Department of Innovation and Technology for Enterprise Resource Planning (ERP). Cost to the Tollway: additional \$8,985,764.00. [Previously Tabled]

Chairman Schillerstrom advised the Board that this Item was previously tabled at the October 26, 2017 Board meeting. He noted that going forward items which are tabled will subsequently be listed in Unfinished Business when being re-presented at the next regular meeting for consideration.

Chairman Schillerstrom then called for a motion to take from the table Unfinished Business Item 1. Director Brooks made such a motion; seconded by Director Gomez. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:



Regular Board of Directors Meeting

Yeas: Director Brooks, Director Gomez, Director Banks, Director Dotson, Director Gonzalez, Director Johnson, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

The resolution having been taken from the table, Chairman Schillerstrom then called for a motion to approve **Unfinished Business Item 1**. Director Johnson made a motion to approve; seconded by Director Gomez. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion. Hearing nothing, Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Johnson, Director Gomez, Director Banks, Director Brooks, Director Dotson, Director Gonzalez, director Vazquez Rowland (7)

Nays: Chairman Schillerstrom (1)

The motion was PASSED.

Adjournment

There being no further business before the Board, Chairman Schillerstrom requested a motion to adjourn. Motion to adjourn was made by Director Johnson, seconded by Director Banks. Chairman Schillerstrom called for a vote. The motion was PASSED unanimously.

The Meeting was adjourned at approximately 10:45 a.m.

Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



2017 Third Quarter Budget to Actual Review

(Preliminary and Unaudited)

November 29, 2017

Mike Colsch



2017 Revenue – Third Quarter

Total revenue was \$7.9 million greater than budget

(\$ millions)	Budget	Actual	\$ Var.	% Var.
Toll and Evasion Recovery	\$361.0	\$366.3	\$5.3	
Concessions	0.8	0.6	(0.1)	
Investment Income	1.5	4.1	2.6	
Miscellaneous	1.3	1.4	0.2	
Total Revenue	\$364.5.9	\$372.4	\$7.9	2.2%

Third Quarter Transactions

Passenger cars

- Grew 4.6 percent year-over-year
- 0.1 percent more than projected for the quarter

Commercial vehicles

- Grew 3.3 percent year-over-year
- 3.2 percent greater than projected for the quarter

Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on November 29, 2017



2017 Maintenance and Operations – Third Quarter

M and O actual expenses

(\$ millions)	<u>Budget</u>	<u>Actual</u>	<u>\$ Var.</u>	<u>% Var.</u>
Payroll and Related Costs	\$41.9	\$40.6	(\$1.3)	
Group Insurance	9.7	8.9	(0.8)	
Contractual Services	19.3	21.2	1.9	
Materials/Oper. Supplies	1.1	0.9	(0.2)	
Utilities	2.0	1.6	(0.4)	
All Other Insurance	2.9	(0.4)	(3.3)	
Parts and Fuel	2.1	1.2	(0.9)	
Equip. Rental/Maintenance	5.8	4.7	(1.2)	
Other Misc. Expenses	0.2	0.2	0.0	
Recovery of Expenses	(0.6)	(0.6)	(0.0)	
Total	\$84.4	\$78.3	(\$6.1)	-7.2%

Key Drivers

- Payroll related costs
- Group insurance and all other insurance
- Equipment rental/maintenance
- Contractual services
- Parts and fuel

Note: Numbers may not add to totals due to rounding

2017 Capital Program – Third Quarter

(\$ millions)	<u>Projection</u>	<u>Act.</u>	<u>\$ Var.</u>	<u>% Var.</u>
Tri-State Tollway (I-94/I-294/I-80)	\$10.2	\$11.7	\$1.5	
Reagan Memorial Tollway (I-88)	8.9	5.2	(3.8)	
Jane Addams Memorial Tollway (I-90)	22.4	32.1	9.7	
Veterans Memorial Tollway (I-355)	3.2	1.9	(1.3)	
Systemwide Improvements	90.0	64.6	(25.4)	
Tri-State Tollway (I-294)/I-57 Interchange	0.4	0.2	(0.2)	
Elgin O'Hare Western Access	92.5	76.5	(16.0)	
Other Emerging Projects	4.7	0.6	(4.0)	
Move Illinois and CRP Subtotal	\$232.3	\$192.8	(\$39.5)	-17.0%
Agreement Reimbursements and Other Adjustments	-	(1.3)	(1.3)	N/A
Total Capital Program Expenditures	\$232.3	\$191.5	(\$40.8)	-17.6%

Note: Numbers may not add to totals due to rounding

2017 Capital Program – Third Quarter

Capital Program expenses were \$40.8 million less than projected primarily due to the following

Systemwide

- Primarily due to slower than planned rollout in Business Systems and systemwide projects (\$25.4) million

Elgin O’Hare Western Access Project

- Schedule changes and right-of-way impacts (\$16.0) million

Jane Addams Memorial Tollway (I-90)

- Primarily due to timing of close out activities and utility relocations \$9.7 million



2017 Third Quarter Summary

- Revenue was \$7.9 million more than budget
- Maintenance and operations expenditures were \$6.1 million less than budget
- Debt service transfers were \$6.5 million less than projection
- Capital Program expenditures were \$40.8 million lower than projection

2017 Year-to-Date Summary

- Revenue was \$12.5 million more than budget
- Revenue increased \$72.6 million, or 7.4 percent, over 2016
- Maintenance and operations expenditures were \$10.4 million less than budget
- Debt service transfers were \$12.4 million less than projection
- Capital Program expenditures were \$160.4 million less than projection



Appendix



2017 Revenue – Year-to-Date

(\$ thousands)

	YTD		Variance	
	Budget	Actual	\$	%
Toll Revenue and Evasion Recovery	\$1,024.4	\$1,029.6	\$5.2	0.5%
Concessions	2.3	1.7	(0.5)	-23.1%
Investment Income	4.5	9.5	5.0	111.5%
Miscellaneous	3.8	6.6	2.8	75.8%
Total Revenue	\$1,034.9	\$1,047.4	\$12.5	1.2%

Note: Numbers may not add to totals due to rounding

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2017 Maintenance and Operations – Year-to-Date

	YTD		Variance	
	Budget	Actual	\$	%
Payroll and Related Costs	\$122,972	\$119,376	(\$3,597)	-2.9%
Group Insurance	29,117	26,673	(2,444)	-8.4%
Contractual Services	53,495	56,235	2,740	5.1%
Materials/Operational Supplies/Other Expenses	3,777	3,289	(488)	-12.9%
Utilities	5,992	6,151	159	2.6%
All Other Insurance	8,734	4,823	(3,911)	-44.8%
Parts and Fuel	4,825	3,822	(1,003)	-20.8%
Equipment/Office Rental and Maintenance	19,181	17,358	(1,823)	-9.5%
Other Miscellaneous Expenses	718	707	(11)	-1.5%
Recovery of Expenses	(1,646)	(1,634)	12	0.7%
Total Maintenance and Operations Expenditures	\$247,167	\$236,801	(\$10,365)	-4.2%

Note: Numbers may not add to totals due to rounding

2017 Capital Program – Year-to-Date

(\$ thousands)

	YTD	()		Variance
	Projection	Actual ¹	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$34,632	\$24,044	(\$10,588)	-30.6%
Reagan Memorial Tollway (I-88)	34,962	21,335	(\$13,628)	-39.0%
Jane Addams Memorial Tollway (I-90)	159,740	131,361	(\$28,379)	-17.8%
Veterans Memorial Tollway (I-355)	12,350	5,769	(\$6,581)	-53.3%
Systemwide Improvements	203,548	147,975	(\$55,574)	-27.3%
Tri-State Tollway (I-294)/I-57 Interchange	1,290	722	(\$568)	-44.1%
Elgin O'Hare Western Access	296,506	272,173	(\$24,332)	-8.2%
Other Emerging Projects	12,580	800	(\$11,781)	-93.6%
Move Illinois and CRP Subtotal	\$755,609	\$604,178	(\$151,431)	-20.0%
Agreement Reimbursements and Other Adjustments ²	-	(8,986)	(\$8,986)	N/A
Total Capital Program Expenditures	\$755,609	\$595,192	(\$160,417)	-21.2%

¹ Capital Program Actual included accrued expenses for which payments have not been made as of September 30, 2017.

² Intergovernmental and Fiber Optic Agreement Reimbursements were for work performed in prior periods.

Note: Numbers may not add to totals due to rounding

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2017 Revenue – Budget Realized

(\$ thousands)

	2017 Budget	YTD Actual	% Budget Realized
Toll Revenue and Evasion Recovery	\$1,366,000	\$1,029,562	75.4%
Concessions	3,000	1,731	57.7%
Investment Income	6,000	9,516	158.6%
Miscellaneous	5,000	6,593	131.9%
Total Revenue	\$1,380,000	\$1,047,402	75.9%

Note: Numbers may not add to totals due to rounding

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2017 Maintenance and Operations – Budget Realized

(\$ thousands)

	2017 Budget	YTD Actual	% Budget Realized
Payroll and Related Costs	\$166,066	\$119,376	71.9%
Group Insurance	38,832	26,673	68.7%
Contractual Services	72,918	56,235	77.1%
Materials/Operational Supplies/Other Expenses	7,717	3,289	42.6%
Utilities	8,304	6,151	74.1%
All Other Insurance	11,646	4,823	41.4%
Parts and Fuel	6,672	3,822	57.3%
Equipment/Office Rental and Maintenance	25,408	17,358	68.3%
Other Miscellaneous Expenses	958	707	73.9%
Recovery of Expenses	(2,260)	(1,634)	72.3%
Total Maintenance and Operations Expenditures	\$336,261	\$236,801	70.4%

Note: Numbers may not add to totals due to rounding

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2017 Capital Program – Projection Realized

(\$ thousands)

	YTD	()	% Projection
	Projection	Actual ¹	Realized
Tri-State Tollway (I-94/I-294/I-80)	\$56,470	\$24,044	42.6%
Reagan Memorial Tollway (I-88)	38,436	21,335	55.5%
Jane Addams Memorial Tollway (I-90)	165,263	131,361	79.5%
Veterans Memorial Tollway (I-355)	12,350	5,769	46.7%
Systemwide Improvements	294,977	147,975	50.2%
Tri-State Tollway (I-294)/I-57 Interchange	2,079	722	34.7%
Elgin O'Hare Western Access	374,454	272,173	72.7%
Other Emerging Projects	17,255	800	4.6%
Move Illinois and CRP Subtotal	\$961,283	\$604,178	62.9%
Agreement Reimbursements and Other Adjustments			
²	-	(8,986)	N/A
Total Capital Program Expenditures	\$961,283	\$595,192	61.9%

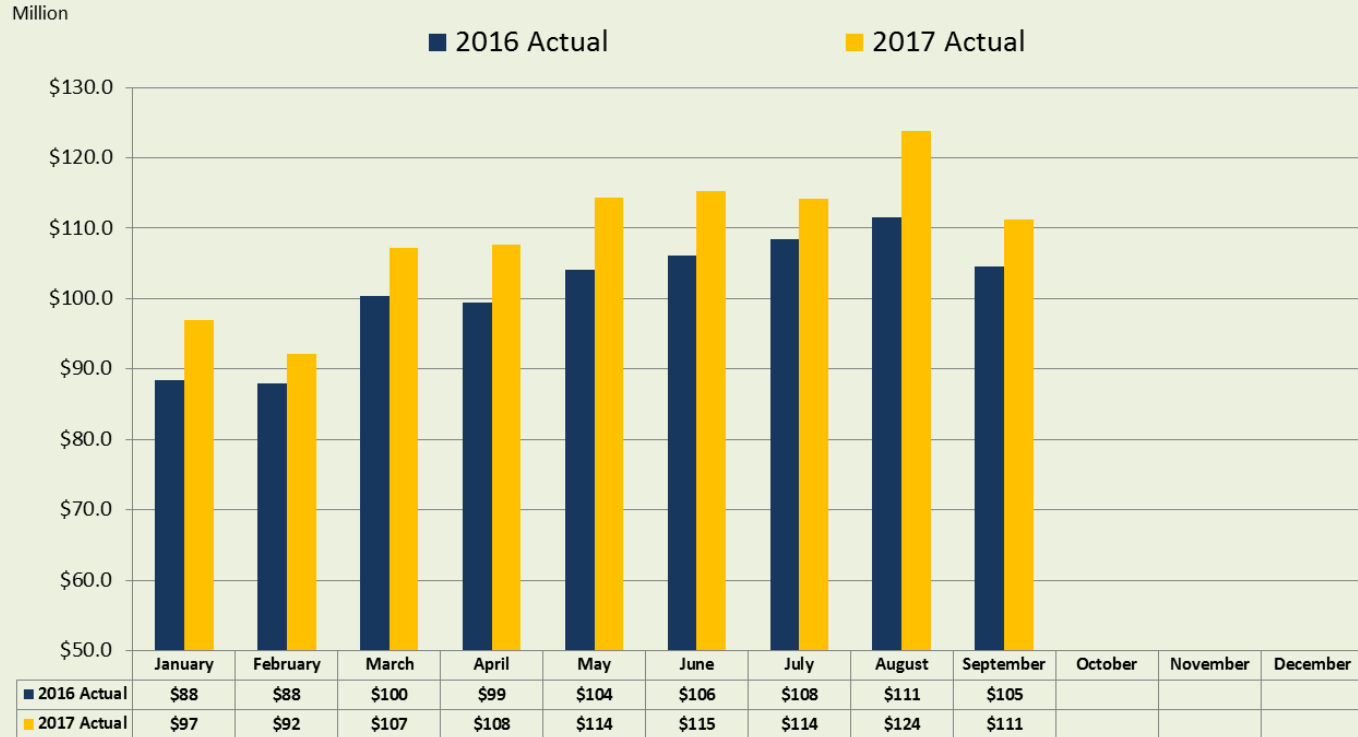


Third Quarter Revenue – 2017 vs. 2016

	2016	2017	Variance	
			\$	%
Toll Revenue and Evasion Recovery	\$342,921	\$366,279	\$23,358	6.8%
Concessions	609	620	11	1.8%
Investment Income	1,157	4,066	2,910	251.5%
Miscellaneous	2,642	1,437	(1,205)	-45.6%
Total Revenue	\$347,329	\$372,403	\$25,073	7.2%



Revenue (monthly) 2017 vs. 2016



Note: Numbers may not add to totals due to rounding

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Third Quarter Maintenance and Operations 2017 vs. 2016

(\$ thousands)

	3rd Qtr		Variance	
	2016	2017	\$	%
Payroll and Related Costs	\$39,184	\$40,628	1,444	3.7%
Group Insurance	8,438	8,865	427	5.1%
Contractual Services	18,505	21,165	2,661	14.4%
Materials/Operational Supplies/Other Expenses	1,056	931	(125)	-11.8%
Utilities	1,801	1,608	(193)	-10.7%
All Other Insurance	(1,275)	(354)	920	-72.2%
Parts and Fuel	2,025	1,179	(846)	-41.8%
Equipment/Office Rental and Maintenance	5,557	4,659	(899)	-16.2%
Other Miscellaneous Expenses	232	225	(7)	-3.0%
Recovery of Expenses	(698)	(584)	113	16.2%
Total Maintenance and Operations Expenditures	\$74,825	\$78,320	\$3,495	4.7%

Note: Numbers may not add to totals due to rounding

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Third Quarter Capital Program – 2017 vs. 2016

(\$ thousands)

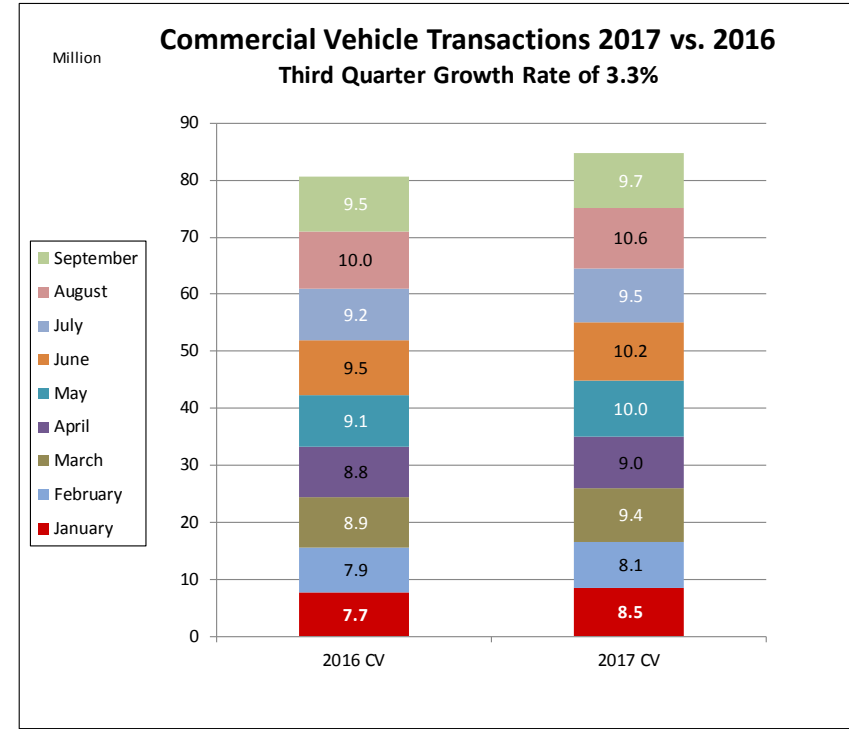
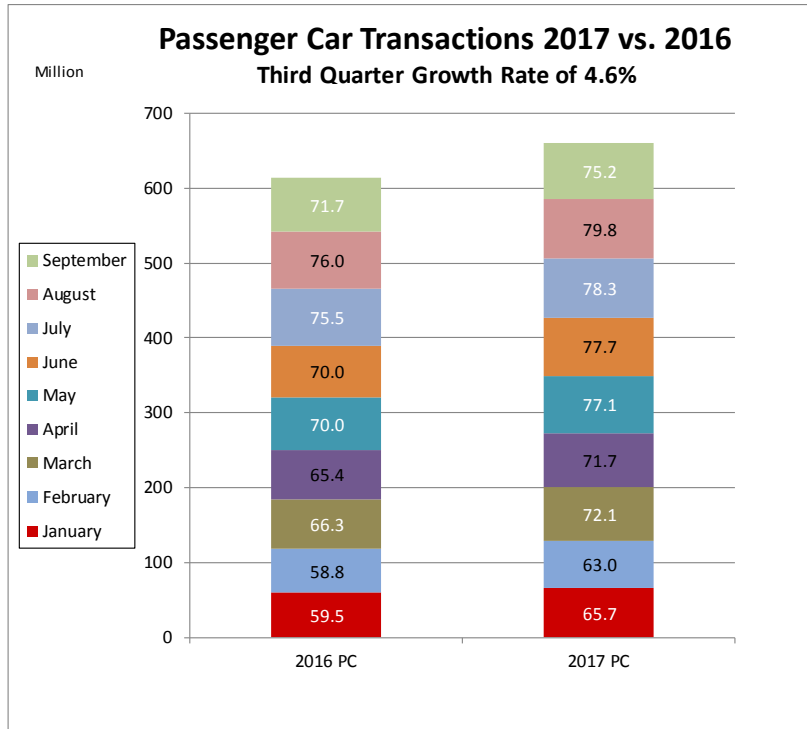
	3rd Qtr		Variance	
	2016	2017	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$12,302	\$11,739	(\$563)	
Reagan Memorial Tollway (I-88)	38,456	5,154	(33,301)	
Jane Addams Memorial Tollway (I-90)	198,431	32,110	(166,321)	
Veterans Memorial Tollway (I-355)	3,053	1,877	(1,176)	
Systemwide Improvements	47,121	64,579	17,458	
Tri-State Tollway (I-294)/I-57 Interchange	442	204	(239)	
Elgin O'Hare Western Access	91,933	76,535	(15,398)	
Other Emerging Projects	191	646	455	
Move Illinois and CRP Subtotal	\$391,929	\$192,844	(\$199,085)	-51%
Agreement Reimbursements and Other Adjustments	(\$3,246)	(\$1,313)	(\$5,740)	-177%
Total Capital Program Expenditures	\$388,684	\$191,531	(\$204,825)	-53%

Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on November 29, 2017



2017 vs. 2016 Transactions – Year over Year



Note: Numbers may not add due to rounding





THANK YOU



Illinois Tollway Trees Initiative Systemwide Landscape Masterplan

November 29, 2017

Bryan Wagner



Today's Agenda

Tollway Systemwide Landscape Master Plan

- Program goal and objectives
- Approach
- Planting methodology
- Research
- Implementation and maintenance
- Planting approach and cost summary



Landscape Master Plan Concept

Goal

- Establish and maintain healthy tree communities along the 294-mile length of the Illinois Tollway system

Objectives

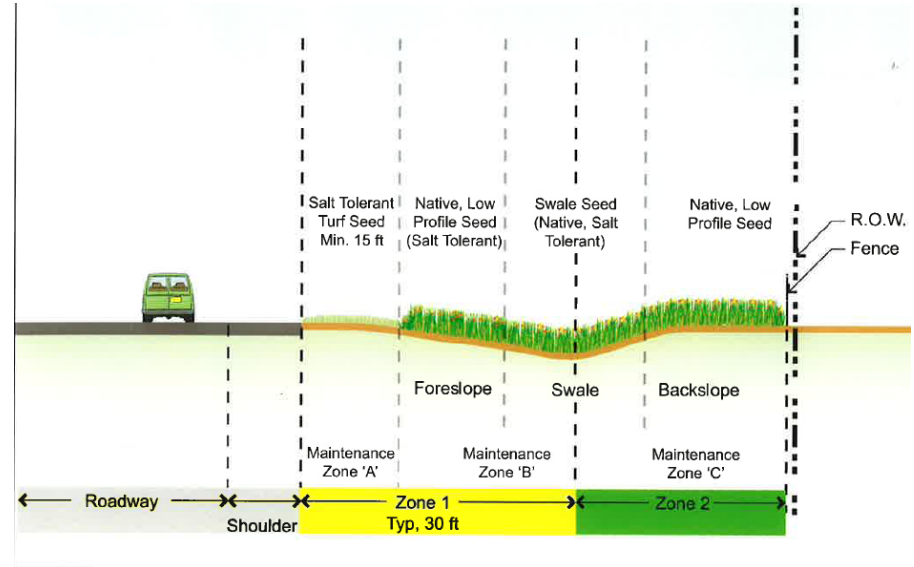
- Identify locations for planting trees within the Tollway system
- Update planting standards and specifications based on recommendations provided by The Arboretum
- Develop experimental approaches for tree installation and care in stressful roadway conditions
- Develop extended term maintenance programs
- Install 58,000 trees with the intent of increasing regional tree canopy coverage
- Identify viable living snow fence locations



Assessment Approach

Guiding criteria

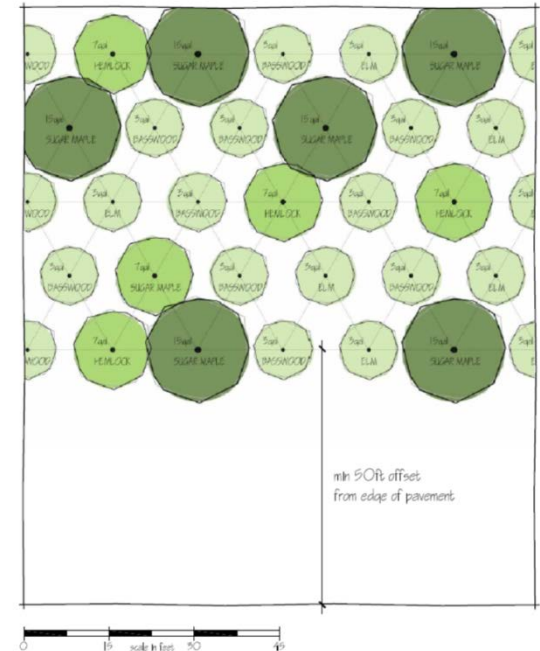
- Clear zone
- Utilities
- Drainage
- Soils
- Accessibility and maintenance
- Connectivity
- Sustainability – short- and long-term maintenance
- Compatibility with Tollway sustainable initiatives



Planting Methodology

Layout

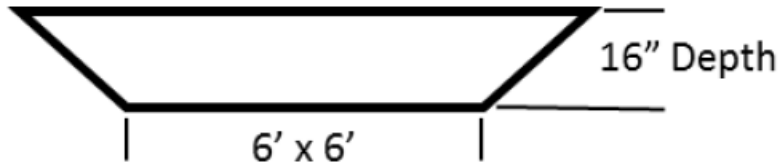
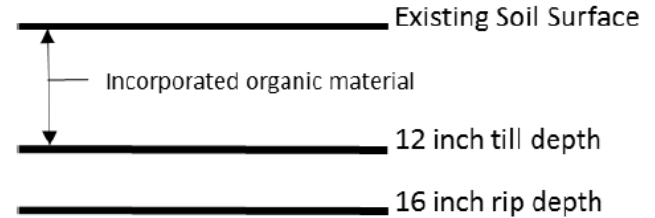
- Dense planting areas
- Scattered planting areas
- Functional live snow fence and research areas



Site Preparations and Research

Soil and bed preparation

- Tilling and excavation
- Root development and amendments
 - Biochar, compost, biosolids



Auger 3 - 36" Diameter Holes Per Tree

Maintenance

Short term:

Years 0-2, including planting year, to be conducted by the landscape contractor

Mid-term:

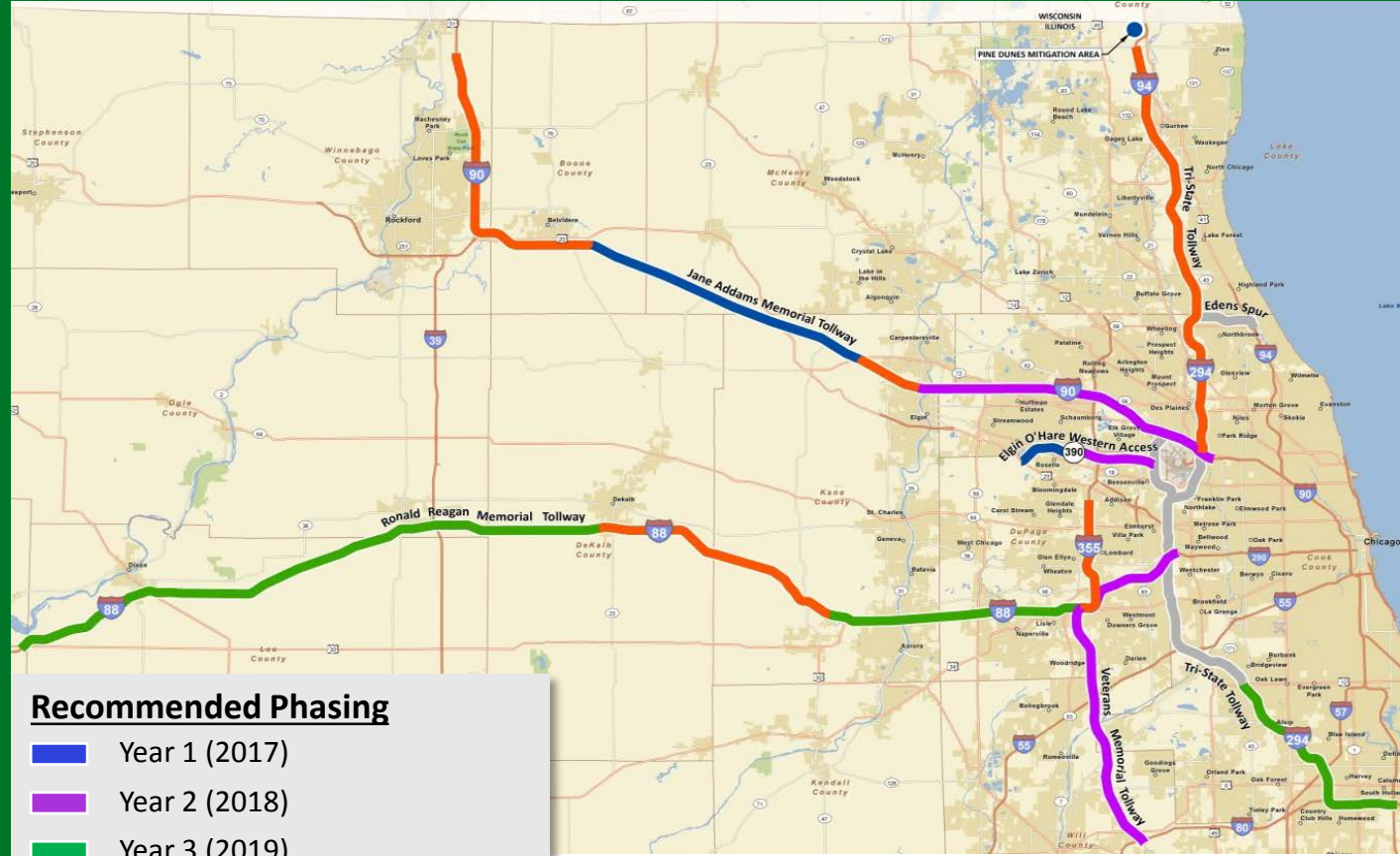
Years 3-5 to be conducted under separate maintenance contract

Ongoing:






Years 5 and beyond to be conducted by Tollway Maintenance



Phased Implementation



Recommended Phasing

-  Year 1 (2017)
-  Year 2 (2018)
-  Year 3 (2019)
-  Year 4 (2020)
-  Under Planning – Exclusion Area



Planting Approach and Cost Summary

Tree sizes and availability

- 3, 5, 7 and 15 gallon container grown or equivalent (approximate 4', 5', 6' and 10' heights)
 - Program timeframe, physical size, diversity, grow rate and growth rate comparisons across species

Move Illinois tree budget

- Average cost per tree is \$363
- Budget exists within *Move Illinois* for 58,000 trees



THANK YOU

