



Record of Meeting | December 20, 2018

The Illinois State Toll Highway Authority (the “Tollway”) Board of Directors met in regular session on Thursday, December 20, 2018 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 9:00 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 Craig Johnson
Director Earl Dotson, Jr.	
Director Joe Gomez	
Director David Gonzalez	
Director Bradley Stephens <i>[entered 9:01 a.m.]</i>	
Director Neli Vazquez Rowland	

The Board Secretary declared a quorum present.

Public Comment

Chairman Schillerstrom opened the floor for public comment.

The following speakers expressed gratitude and support for the Tollway’s Technical Assistance programs:

- Kim Woods, C3Plus, Inc., Aurora, IL



- Marcus Pickett, Temperature Doctors Heating & Cooling Inc., Rockford, IL
- Rhonda McGowan, Cosmopolitan Chamber of Commerce, Chicago, IL
- Roger Weise, Cardinal State, LLC, Lake in the Hills, IL

The following members of Teamsters Local 700 expressed concern over current pay levels and the progress of collective bargaining negotiations underway:

- Ted Rowley, Teamsters Local 700
- Joe Spillone, Teamsters Local 700
- Vince Tenuto, Teamsters Local 700

Chairman Schillerstrom thanked the speakers for their comments.

Chairman's Items

Item 1: Approval of the Minutes of the regular Board of Directors meeting held November 29, 2018.

Chairman Schillerstrom called for a motion to approve **Chairman's Item 1**, the Minutes of the regular Board of Directors meeting held on November 29, 2018, as presented. Director Banks made a motion for approval; seconded by Director Dotson. 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.

Item 2: Approval of the Minutes of the Executive Session of the Regular Board of Directors Meeting held November 29, 2018.

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.

Item 3: 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 Dotson updated the Board on the Finance, Administration and Operations Committee ("FAO Committee") meeting held Thursday, December 13, 2018, providing the following highlights:



FINANCE presented five items which the Committee recommended for placement on the full Board agenda.

The first item was approval of the Final 2019 Budget which is unchanged from the Tentative Budget with the exception of updating the timing of the next bond sale. Public hearings were held, and there were no requested changes resulting from the hearings.

The Committee approved the extension of two liquidity facilities with Bank of America that are scheduled to expire March 7, 2019. These liquidity agreements will provide support for Tollway variable rate bonds and may be extended for an additional term not to exceed three years at an annual cost of 37 basis points, less than the current rate of 44 basis points.

The committee also approved three employee insurance programs, including 1) renewal of the existing Tollway Health and Dental Plan, 2) continuation of the Life Insurance Program with a new vendor, Unum, at a cost below the existing carrier, and 3) a new employee paid optional vision plan with Eye Med which will provide vision benefits for participating employees beyond those provided by the existing Blue Cross/Blue Shield program.

PROCUREMENT presented one item which the Committee recommended for placement on the full Board agenda: a contract to purchase full-service crash repair and painting services for the Tollway's medium- and heavy-duty trucks.

ENGINEERING presented 15 items which were reviewed and recommended for placement on today's Board agenda. These items included:

- Five construction contracts, including three contracts won based on bid credits earned through the Tollway's Earned Credit Program (ECP),
- Three professional service contracts, and
- Seven professional service contract supplements.

The last item, related to land acquisition, was deferred at Committee and will be reviewed in Executive Session today prior to full board consideration.

Of the more than \$83.7 million in recommended Engineering awards, nearly \$25.6 million or 31% is committed to small, veteran-owned or disadvantaged firms.

LEGAL has two litigation settlement items, which will be reviewed in Executive Session today prior to full board consideration.



Customer Service & Planning Committee

Committee Chair Vazquez Rowland stated that while the Customer Service & Planning Committee did not meet in December, discussions continue with staff on how the Tollway might benefit from environmental, social and governance (ESG) ratings. She highlighted that ESG ratings are an increasing trend in the investment community and feedback she has received suggests that if the Tollway were to pursue an ESG rating, it would be well received by active investors in Tollway bonds. Chairman Schillerstrom thanked Director Vazquez Rowland for her leadership on this issue.

Diversity & Inclusion Committee

Committee Chair Brooks updated the Board on the Diversity & Inclusion Committee meeting held Thursday, December 13, 2018, providing the following highlights:

The Tollway's Chief of Diversity and Strategic Development provided an update on several initiatives, including the launch of the ConstructionWorks program, regional efforts to increase diversity and inclusion, and the Tollway's Technical Assistance Program.

The Committee learned that the Technical Assistance Program has attracted nearly 400 clients just in the past two years, and those clients are submitting more bids and winning more Tollway work than ever before. The agency conducted an internal review of the program earlier this year in order to identify opportunities for improvements and efficiencies as the end of the current contract cycles approach.

The Tollway also requested Committee support for coming to the full Board with a request to extend the current technical assistance contracts for service in Chicagoland and Rockford through April 2020. Doing so would enable the Tollway to issue a new request for proposal (RFP) for all existing service areas in mid-2019, while incorporating recommendations and lessons learned to maximize the effectiveness of the program. The Diversity and Inclusion Committee supports this strategy to continue the momentum of the Technical Assistance Program and to evolve the program into a premiere business coaching and development tool available to emerging businesses.

[End of Committee Reports]

Item 4: Approval of the 2019 Board and Committee Schedule.

Chairman Schillerstrom called for a motion to approve **Chairman's Item 4**, the 2019 Board and Committee Schedule, as presented. Director Vazquez Rowland made a motion for approval; seconded by Director Banks. 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.

Item 5: Approval of the 2019 Tollway Holiday Schedule.

Chairman Schillerstrom called for a motion to approve **Chairman's Item 5**, the 2019 Tollway Holiday Schedule, as presented. Director Stephens made a motion for approval; seconded by Director Banks. 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.

Executive Director's Items

Toys for Tots: Executive Director Gorman recognized all of the people who serve the Tollway for their charitable contributions this holiday season, highlighting that over 1,300 toys and gifts were donated to help support the U.S. Marine Reserve "Toys for Tots" Program. She also recognized the generosity of the Tollway customers who donated and the Flossmoor Police Department which contributed 200 toys to the collection.

ConstructionWorks: Executive Director Gorman informed the Board of the launch of the Tollway's new ConstructionWorks Program on December 17th. She explained that the program offers job training and comprehensive support services to increase job opportunities within the construction industry. She noted that Congressman Danny Davis, Senator Martin Sandoval, Representative Marcus Evans, and Cook County Board President Toni Preckwinkle joined Chairman Schillerstrom and Tollway staff for the event.

Tollway Staff Announcements: Executive Director Gorman highlighted that Tollway staff, projects, initiatives, and the agency overall have been recognized in 2018 with at least 30 awards for a wide range of accomplishments, including 2018 Agency of the Year by the Interagency Committee on Employees with Disabilities for setting an example for ensuring access, opportunity and independence for employees with disabilities in the workforce.

December 2018 Diversity Statistics: Executive Director Gorman provided the following diversity statistics for Tollway procurements to be presented in the current month:

ENGINEERING has five construction contracts totaling \$64.9 million and three professional engineering services contracts totaling \$18.8 million, which include:

- Five firms doing business with the Tollway for the first time,
- Two Partnering for Growth commitments, and



- Five firms which have received Tollway Technical Assistance.

Of the \$83.7 million in recommended Engineering contract awards, more than \$25.6 million, or nearly 31 percent, is committed to 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 two to three percent per contract and D/M/WBE commitments range from 18 to 98 percent per contract.

- Thirty-eight subcontractors are certified as D/M/WBEs.
- Five subcontractors are certified veteran-owned firm.
- One prime consultant is certified as a D/MBE.
- Nineteen subconsultants are certified as D/M/WBEs.
- Three subconsultants are certified veteran-owned firms.

Quarterly Financial Review: Executive Director Gorman introduced Mike Colsch, Chief Financial Officer, to present to the Board the third quarter financial review for the period ending September 30, 2018. [See attached presentation.](#)

Director Vazquez Rowland asked for further detail regarding the variances between projected and actual capital program expenditures. Paul Kovacs, Chief Engineering Officer, responded that the variance to budget projections on the Jane Addams Memorial Tollway (I-90) Project is a function of timing of the closing out of the remaining contracts in the current year which were originally planned to occur in 2017. He further explained that the construction schedule for the Veterans Memorial Tollway (I-355) Project has been expedited, resulting in higher than projected expenditures in the current year for work which was originally planned to occur later. He clarified that these variances from projections are merely a consequence of revised timing and that both projects are on budget.

Items for Consideration

Finance

Item 1: Approval of the Final 2019 Budget.

Chairman Schillerstrom called for a motion to approve **Finance Item 1**. Director Banks made a motion for approval; seconded by Director Stephens. 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 Stephens, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

***Item 2:** Extension of the Credit Facilities supporting the Authority's 2007A-1b and 2007A-2d 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 Stephens, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

***Item 3:** Renewal of Contract 09-0138 for the Employee Health Benefit Programs with Blue Cross Blue Shield of Illinois for the 2019-2020 plan year (Tollway Request for Proposal).*

Chairman Schillerstrom called for a motion to approve **Finance Item 3**. Director Stephens 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 Stephens, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

***Item 4:** Award of Contract 18-0158 to Unum Group for the Employee Life Insurance Benefit Program in an amount not to exceed \$900,000.00 for a three year period.*

Chairman Schillerstrom called for a motion to approve **Finance Item 4**. Director Vazquez Rowland made a motion for approval; seconded by Director Stephens. 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 Stephens, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Item 5: Award of Contract 18-0156 to EyeMed Vision Care for the voluntary Employee Vision Insurance Program. Cost to the Tollway: \$0.

Chairman Schillerstrom called for a motion to approve **Finance Item 5**. Director Vazquez Rowland made a motion for approval; seconded by Director Stephens. 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 Stephens, Director Dotson, Director Banks, Director Brooks, Director Gonzalez, Chairman Schillerstrom (7)

Nays: None (0)

Recusals: Director Gomez (1)

The motion was PASSED.

Procurement

Item 1: Award of Contract 17-0018R to Hillside Auto Body & Service, Inc. for the purchase of Medium- and Heavy-Duty Truck Body Shop Repairs, Vehicle Painting, and Replacement Parts in an amount not to exceed \$152,750.00 (Tollway Invitation for Bid).

Chairman Schillerstrom called for a motion to approve **Procurement Item 1**. Director Banks made a motion for approval; seconded by Director Stephens. 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 Stephens, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.



Engineering

Item 1: Award of Contract RR-18-4425 to Madison Construction Company for M-2 Maintenance Facility Renovation and Addition, on the Tri-State Tollway (I-294) at Mile Post 29.5, in the amount of \$9,659,337.00.

Chairman Schillerstrom called for a motion to approve **Engineering Item 1**. Director Banks made a motion for approval; seconded by Director Stephens. 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 Stephens, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Item 2: Award of Contract I-16-4274 to Curran Contracting Company for Illinois Route 47 Interchange, on the Reagan Memorial Tollway (I-88) from Mile Post 108.8 to Mile Post 109.9, in the amount of \$14,058,392.88.

Chairman Schillerstrom called for a motion to approve **Engineering Item 2**. Director Dotson 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 Dotson, Director Vazquez Rowland, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Stephens, Chairman Schillerstrom (8)

Nays: (0)

The motion was PASSED.

Item 3: Award of Contract I-18-4392 to Curran Contracting Company for Interchange Construction, on the Jane Addams Memorial Tollway (I-90) at Illinois Route 23 (IL 23) in the amount of \$20,122,221.99.

Chairman Schillerstrom called for a motion to approve **Engineering Item 3**. Director Stephens 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 Stephens, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: (0)

The motion was PASSED.

Item 4: Award of Contract I-18-4699 to F.H. Paschen S.N. Nielsen & Associates, LLC for Ramp Construction, on the Jane Addams Memorial Tollway (I-90) from Mile Post 73.20 (Elmhurst Road) to Mile Post 74.50 (Mount Prospect Road) and Elgin O'Hare Western Access (I-490) at Mile Post 6.25, in the amount of \$19,486,606.72.

Chairman Schillerstrom called for a motion to approve **Engineering Item 4**. 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 Stephens, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: (0)

The motion was PASSED.

Item 5: Award of Contract RR-18-4441 to Dunnet Bay Construction Company for Noise Abatement Wall Construction, on the Tri-State Tollway (I-294) at Mile Post 46.1 (Southbound over Central Road) and Mile Post 44.9 (Northbound over Ballard Road), in the amount of \$1,603,782.20.

Chairman Schillerstrom called for a motion to approve **Engineering Item 5**. Director Vazquez Rowland made a motion for approval; seconded by Director Stephens. 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 Stephens, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Item 6: Acceptance of Proposal from exp US Services, Inc., on Contract I-18-4380 for Construction Management Services on the Tri-State Tollway (I-294) from Mile Post 35.3 (Grand Avenue) to Mile Post 36.3 (Wolf Road), in an amount not to exceed \$13,499,986.41.



Chairman Schillerstrom called for a motion to approve **Engineering Item 6**. Director Stephens 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 Stephens, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: (0)

The motion was PASSED.

Item 7: Acceptance of Proposal from Stantec Consulting Services, Inc., on Contract I-18-4409 for Construction Management Services Upon Request Systemwide, in an amount not to exceed \$3,000,000.00.

Chairman Schillerstrom called for a motion to approve **Engineering Item 7**. 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 Gomez, Director Gonzalez, Director Johnson, Director Stephens, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: (0)

The motion was PASSED.

Item 8: Acceptance of Proposal from Techknow Engineering, on Contract I-18-4413 for Temporary Intelligent Transportation Systems (ITS) Relocation on the Tri-State Tollway (I-294), in an amount not to exceed \$2,307,000.00.

Chairman Schillerstrom called for a motion to approve **Engineering Item 8**. Director Vazquez Rowland made a motion for approval; seconded by Director Stephens. 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 Stephens, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.



Item 9: Acceptance of Proposal from Wood Environment & Infrastructure Solutions, Inc. (formerly AMEC Foster Wheeler Environment & Infrastructure, Inc.) / Jacobs Engineering Group, Inc. / RM Chin & Associates, Inc., on Contract I-13-4103 for Supplemental Construction Management, for Widening and Reconstruction on the Jane Addams Memorial Tollway (I-90) from Mile Post 68.2 (IL Route 53) to Mile Post 78.6 (Kennedy Expressway), in an amount of \$307,229.56 from \$18,600,000.00 to \$18,907,229.56.

Chairman Schillerstrom called for a motion to approve **Engineering Item 9**. Director Dotson made a motion for approval; seconded by Director Stephens. 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 Stephens, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: (0)

The motion was PASSED.

Item 10: Acceptance of Proposal from STV Incorporated, on Contract I-14-4189 for Supplemental Construction Management, for Roadway, Retaining Wall and Bridge Reconstruction and Widening on the Jane Addams Memorial Tollway (I-90) from Mile Post 53.8 (Elgin Toll Plaza) to Mile Post 55.7 (Fox River), in an amount of \$66,854.00 from \$5,454,623.10 to \$5,521,477.10.

Chairman Schillerstrom called for a motion to approve **Engineering Item 10**. Director Stephens 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 Stephens, Director Dotson, Director Banks, Director Brooks, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: (0)

The motion was PASSED.

Item 11: Acceptance of Proposal from Knight E/A, Inc., on Contract I-14-4191 for Supplemental Construction Management, for Roadway, Retaining Wall and Bridge Reconstruction and Widening on the Jane Addams Memorial Tollway (I-90) from Mile Post 56.8 (IL 25) to Mile Post 60.8 (West of Higgins Road), in an amount of \$177,398.62 from \$10,106,663.97 to \$10,284,062.59.



Chairman Schillerstrom called for a motion to approve **Engineering Item 11**. Director Banks made a motion for approval; seconded by Director Stephens. 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 Stephens, Director Brooks, Director Dotson, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (7)

Nays: Director Gomez (1)

The motion was PASSED.

Item 12: Acceptance of Proposal from Gewalt Hamilton Associates, Inc./Atlas Engineering Group Inc., on Contract I-14-4193 for Supplemental Construction Management, for Roselle Road Interchange on the Jane Addams Memorial Tollway (I-90) at Mile Post 65.5 (Roselle Road Interchange), in an amount of \$121,845.00 from \$1,679,688.08 to \$1,801,533.08.

Chairman Schillerstrom called for a motion to approve **Engineering Item 12**. Director Banks made a motion for approval; seconded by Director Dotson. Chairman Schillerstrom asked if there are any questions, concerns or requests for discussion.

Director Vazquez Rowland inquired about the need for additional staffing hours. Mr. Kovacs responded that the seven supplements to construction management services contracts being presented are for close out work along the Jane Addams Memorial Tollway (I-90), and as a whole represent only approximately \$1.5 million of a \$2.5 billion corridor improvement. He further explained that the nominal additional staffing hours are necessary to complete the final documentation, conclude the determination of the final contract quantities, and all other closeout activities. Mr. Kovacs highlighted that these construction managers have the experience and familiarity with these construction contracts to complete the work quickly and efficiently.

Hearing nothing further, 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 Stephens, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: (0)

The motion was PASSED.

Item 13: Acceptance of Proposal from exp US Services, Inc., on Contract I-13-4104 for Supplemental Construction Management, for Bridge and Ramp Reconstruction on the Jane



Addams Memorial Tollway (I-90) from Mile Post 56.1 to Mile Post 56.3 (IL 25), in an amount of \$133,500.00 from \$4,999,060.81 to \$5,132,560.81.

Chairman Schillerstrom called for a motion to approve **Engineering Item 13**. 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 Gomez, Director Gonzalez, Director Johnson, Director Stephens, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: (0)

The motion was PASSED.

Item 14: Acceptance of Proposal from BCP Tollway Partners (JV), on Contract I-14-4190 for Supplemental Construction Management, on the Jane Addams Memorial Tollway (I-90) from Mile Post 60.8 (West of Higgins Road) to Mile Post 65.5 (Roselle Road), in an amount of \$200,000.00 from \$9,499,522.57 to \$9,699,522.57.

Chairman Schillerstrom called for a motion to approve **Engineering Item 14**. Director Stephens 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 Stephens, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: (0)

The motion was PASSED.

Item 15: Acceptance of Proposal from Tecma Associates, Inc., on Contract I-14-4192 for Supplemental Construction Management, for Interchange Improvements on the Jane Addams Memorial Tollway (I-90) at Mile Post 62.2 (Barrington Road), in an amount of \$500,000.00 from \$4,103,332.19 to \$4,603,332.19.

Chairman Schillerstrom called for a motion to approve **Engineering Item 15**. Director Banks made a motion for approval; seconded by Director Stephens. 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 Stephens, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: (0)

The motion was PASSED.

Item 16: Land Acquisition (Identification of Real Estate Parcels associated with the Central Tri-State Tollway). Cost to the Tollway: N/A.

Chairman Schillerstrom stated that without objection, action on Engineering Item 16, concerning land acquisition, will be deferred until after consideration in Executive Session.

Legal

Item 1: Authorization to Enter into a Pre-Litigation Settlement – Judlau Contracting, Inc. Cost to the Tollway: As discussed in Executive Session.

Item 2: Authorization to Enter into a Property Damage Settlement. Cost to the Tollway: As discussed in Executive Session.

Chairman Schillerstrom stated that without objection, action on Legal Items 1 and 2, concerning litigation settlements, will be deferred until after consideration in Executive Session.

Executive Session

Chairman Schillerstrom called for a motion to enter Executive Session pursuant to exception provided in Sections 2(c)1, 2(c)2, 2(c)5, 2(c)11, 2(c)21 of the Illinois *Open Meetings Act* to consider Tollway matters related to the performance of specific employees, collective negotiating, the purchase or lease of real property, potential or pending litigation, and the minutes of closed meetings. Director Banks made a motion, pursuant to the sections specified, to enter Executive Session; seconded by Director Stephens. Chairman Schillerstrom called for a roll call, the vote of yeas and nays being as follows:

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

Nays: None (0)

The motion was PASSED.

At approximately 9:58 a.m., the Board entered into Executive Session.



Return from Executive Session and Action (if any)

At approximately 10:32 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 Regular Board of Directors Meeting held November 29, 2018.

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 November 29, 2018, as presented. Director Banks made a motion for approval; seconded by Director Stephens. 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 16: Land Acquisition (Identification of Real Estate Parcels associated with the Central Tri-State Tollway). Cost to the Tollway: N/A.

Chairman Schillerstrom called for a motion to approve **Engineering Item 16**, which amends a prior resolution to identify five (5) additional parcels needed for the Central Tri-State Tollway Project that may need to be acquired by condemnation. Director Stephens 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 Stephens, Director Banks, Director Brooks, Director Dotson, Director Gomez, Director Gonzalez, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

The motion was PASSED.

Legal Item 1: Authorization to Enter into a Pre-Litigation Settlement – Judlau Contracting, Inc. Cost to the Tollway: As discussed in Executive Session.

Chairman Schillerstrom called for a motion to approve **Legal Item 1**, authorizing staff to enter into a pre-litigation settlement with Judlau Contracting, Inc., consistent with terms discussed in closed session. 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 Stephens, Director Vazquez Rowland, Chairman Schillerstrom (8)



Nays: None (0)

The motion was PASSED.

Legal Item 2: *Authorization to Enter into a Property Damage Settlement. Cost to the Tollway: As discussed in Executive Session.*

Chairman Schillerstrom called for a motion to approve **Legal Item 2**, authorizing staff to enter into a property damage settlement with Doug Balder, consistent with terms discussed in closed session. 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 Stephens, Director Vazquez Rowland, Chairman Schillerstrom (8)

Nays: None (0)

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 Dotson; seconded by Director Stephens. Chairman Schillerstrom called for a vote. The motion was PASSED unanimously.

The Meeting was adjourned at approximately 10:37 a.m.

Minutes taken by: _____

Christi Regnery
Board Secretary
Illinois State Toll Highway Authority



2018 Third Quarter Budget to Actual Review

(Preliminary and Unaudited)

December 20, 2018

Mike Colsch



2018 Revenue – Third Quarter

Total revenue was \$0.9 million more than budget

(\$ millions)	Budget	Actual	\$ Var.	% Var.
Toll and Evasion Recovery	\$377.3	\$369.4	(\$7.9)	
Concessions	0.5	0.6	0.1	
Investment Income	3.0	8.8	5.8	
Miscellaneous	1.5	4.3	2.8	
Total Revenue	\$382.3	\$383.2	\$0.9	0.2%

Third Quarter Transactions

- Passenger cars decreased 0.7 percent year-over-year
- Commercial vehicles grew 4.7 percent year-over-year
- Total Transactions decreased 0.1 percent year-over-year

Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on December 20, 2018



2018 Maintenance and Operations – Third Quarter

M and O expenses \$8.5 million less than budget

<i>(\$ millions)</i>	<u>Budget</u>	<u>Actual</u>	<u>\$ Var.</u>	<u>% Var.</u>
Payroll and Related Costs	\$41.4	\$40.9	(0.5)	
Group Insurance	10.0	9.6	(0.4)	
Contractual Services	22.7	21.1	(1.6)	
Materials/Oper. Supplies	0.9	0.2	(0.7)	
Utilities	2.0	2.6	0.6	
All Other Insurance	2.9	0.1	(2.9)	
Parts and Fuel	1.4	1.4	0.0	
Equip. Rental/Maintenance	7.6	4.6	(3.0)	
Other Misc. Expenses	0.2	0.1	(0.1)	
Recovery of Expenses	(0.5)	(0.6)	(0.0)	
Total	\$88.6	\$80.0	(\$8.5)	(9.6%)

Key drivers

- Equipment rental/maintenance
- All other insurance
- Contractual services
 - Credit card fees
 - Customer service costs

Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on December 20, 2018



2018 Capital Program – Third Quarter

<i>(\$ millions)</i>	<u>Projection</u>	<u>Act.</u>	<u>\$ Var.</u>	<u>% Var.</u>
Tri-State Tollway (I-94/I-294/I-80)	\$64.8	\$76.3	\$11.6	
Reagan Memorial Tollway (I-88)	57.7	58.6	0.8	
Jane Addams Memorial Tollway (I-90)	5.5	17.3	11.8	
Veterans Memorial Tollway (I-355)	12.1	28.1	16.1	
Systemwide Improvements	95.6	84.4	(11.2)	
Tri-State Tollway (I-294)/I-57 Interchange	0.0	0.1	0.1	
Elgin O'Hare Western Access	99.4	50.9	(48.5)	
Other Emerging Projects	2.5	2.5	0.0	
Move Illinois and CRP Subtotal	\$337.6	\$318.3	(\$19.3)	(5.7%)
Agreement Reimbursements and Other Adjustments	-	(2.2)	(2.2)	-
Total Capital Program Expenditures	\$337.6	\$316.1	(\$21.5)	(6.4%)

Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on December 20,



2018 Capital Program – Third Quarter

Capital Program expenses \$21.5 million less than projected

Elgin O’Hare Western Access Project **(\$48.5) million**

- Schedule changes and right-of-way impacts due to pending acquisitions

Tri-State Tollway (I-94/I-294/I-80) **\$11.6 million**

- Advanced construction between the O’Hare Oasis and Balmoral Avenue and on Edens Spur resulting in higher than projected expenditures

Veterans Memorial Tollway (I-355) **\$16.1 million**

- Advanced construction between I-55 and Army Trail Road resulting in higher than projected expenditures



2018 Debt Service – Nine months ended Sept 30

Budget vs. Unaudited Actual
Nine Months ended Sept 30, 2018
(\$ thousands)

	YTD		Variance	
	Budget	Actual	\$	%
Existing Debt	\$308,782	\$306,169	\$2,613	0.8%
New Debt	\$0	\$0	\$0	N/A
Total Debt Service Transfers	\$308,782	\$306,169	\$2,613	0.8%

\$6.1 billion bonds outstanding (as of 9/30/18), of which \$2.8 billion is for *Move Illinois*

- \$4.9 billion fixed rate + \$1.2 billion variable rate

Remaining *Move Illinois* Program assumes \$2.9 billion additional issuance, including \$300 million expected in the 1st Quarter of 2019



2018 – Third Quarter Summary

Revenue was \$0.9 million more than budget

Maintenance and Operations expenditures were \$8.5 million less than budget

Debt service transfers were \$1.9 million less than budget

Capital Program expenditures were \$21.5 million less than projection

2018 – Year-to-Date Summary

Revenue was \$12.5 million more than budget

Maintenance and Operations expenditures were \$9.3 million less than budget

Debt service transfers were \$2.6 million less than budget

Capital Program expenditures were \$219.9 million less than projection

Appendix



2018 Revenue – Year-to-Date

(\$ millions)

	YTD		Variance	
	Budget	Actual	\$	%
Toll Revenue and Evasion Recovery	\$1,074.2	\$1,068.4	(\$5.9)	(0.5%)
Concessions	1.5	1.7	0.2	11.7%
Investment Income	9.0	23.4	14.4	159.6%
Miscellaneous	4.5	8.3	3.8	84.4%
Total Revenue	\$1,089.2	\$1,101.7	\$12.5	1.1%

Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on December 20, 2018



2018 Maintenance and Operations – Year-to-Date

(\$ thousands)

	YTD		Variance	
	Budget	Actual	\$	%
Payroll and Related Costs	\$125,378	\$122,458	(\$2,921)	(2.3%)
Group Insurance	29,910	28,508	(1,402)	(4.7%)
Contractual Services	61,659	62,134	475	0.8%
Materials/Operational Supplies/Other Expenses	4,426	3,571	(856)	(19.3%)
Utilities	6,012	7,176	1,163	19.3%
All Other Insurance	8,546	5,354	(3,192)	(37.4%)
Parts and Fuel	4,181	4,252	71	1.7%
Equipment/Office Rental and Maintenance	20,789	18,393	(2,395)	(11.5%)
Other Miscellaneous Expenses	714	623	(90)	(12.7%)
Recovery of Expenses	(1,615)	(1,802)	(187)	(11.6%)
Total Maintenance and Operations Expenditures	\$260,000	\$250,666	(\$9,334)	(3.6%)

Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on December 20, 2018



2018 Capital Program – Year-to-Date

(\$ thousands)

	YTD		Variance	
	Projection	Actual	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$177,735	\$139,219	(\$38,516)	(21.7%)
Reagan Memorial Tollway (I-88)	119,637	120,067	\$430	0.4%
Jane Addams Memorial Tollway (I-90)	20,741	36,255	\$15,514	74.8%
Veterans Memorial Tollway (I-355)	18,888	50,647	\$31,759	168.1%
Systemwide Improvements	245,976	209,454	(\$36,522)	(14.8%)
Tri-State Tollway (I-294)/I-57 Interchange	-	268	\$268	-
Elgin O'Hare Western Access	278,831	97,582	(\$181,249)	(65.0%)
Other Emerging Projects	7,286	6,035	(\$1,251)	(17.2%)
Move Illinois and CRP Subtotal	\$869,094	\$659,526	(\$209,568)	(24.1%)
Agreement Reimbursements and Other Adjustments	-	(10,286)	(\$10,286)	-
Total Capital Program Expenditures	\$869,094	\$649,241	(\$219,854)	(25.3%)

Note: Numbers may not add to totals due to rounding

2018 Revenue – Budget Realized

(\$ thousands)

	2018 Budget	YTD Actual	% Budget Realized
Toll Revenue and Evasion Recovery	\$1,430,000	\$1,068,367	74.7%
Concessions	2,000	1,675	83.7%
Investment Income	12,000	23,362	194.7%
Miscellaneous	6,000	8,297	138.3%
Total Revenue	\$1,450,000	\$1,101,701	76.0%

Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on December 20, 2018



2018 Maintenance and Operations – Budget Realized

(\$ thousands)

	YTD		% Budget
	Budget	Actual	Realized
Payroll and Related Costs	\$167,200	\$122,458	73.2%
Group Insurance	39,807	28,508	71.6%
Contractual Services	85,519	62,134	72.7%
Materials/Operational Supplies/Other Expenses	6,561	3,571	54.4%
Utilities	8,236	7,176	87.1%
All Other Insurance	11,473	5,354	46.7%
Parts and Fuel	6,021	4,252	70.6%
Equipment/Office Rental and Maintenance	29,189	18,393	63.0%
Other Miscellaneous Expenses	994	623	62.7%
Recovery of Expenses	(2,251)	(1,802)	80.1%
Total Maintenance and Operations Expenditures	\$352,750	\$250,666	71.1%

Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on December 20, 2018



2018 Capital Program – Projection Realized

(\$ thousands)

	YTD		% Projection
	Projection	Actual	Realized
Tri-State Tollway (I-94/I-294/I-80)	\$238,096	\$139,219	58.5%
Reagan Memorial Tollway (I-88)	174,959	120,067	68.6%
Jane Addams Memorial Tollway (I-90)	24,439	36,255	148.4%
Veterans Memorial Tollway (I-355)	35,116	50,647	144.2%
Systemwide Improvements	325,478	209,454	64.4%
Tri-State Tollway (I-294)/I-57 Interchange	0	268	-
Elgin O'Hare Western Access	375,912	97,582	26.0%
Other Emerging Projects	9,736	6,035	62.0%
Move Illinois and CRP Subtotal	\$1,183,736	\$659,526	55.7%
Agreement Reimbursements and Other Adjustments	-	(10,286)	-
Total Capital Program Expenditures	\$1,183,736	\$649,241	54.8%

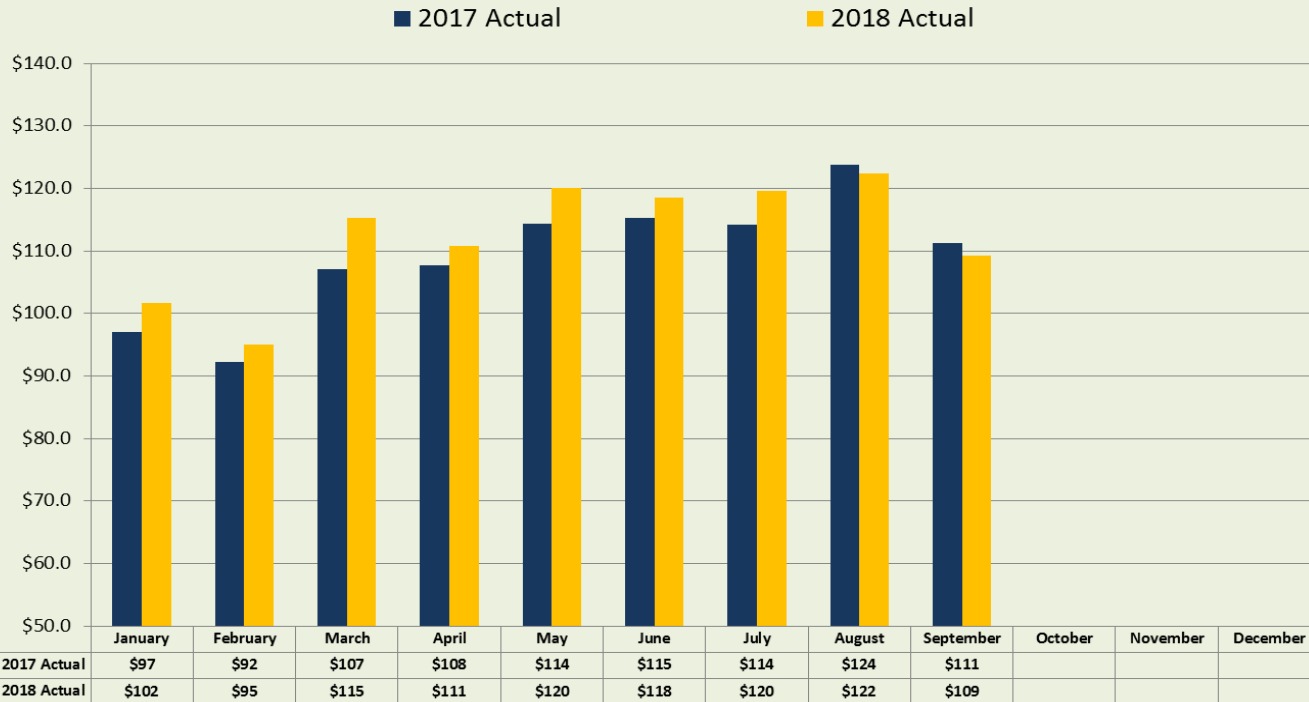
Note: Numbers may not add to totals due to rounding

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Monthly Toll Revenue 2018 vs. 2017

Millions



Note: Numbers may not add to totals due to rounding

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Third Quarter Maintenance and Operations – 2018 vs. 2017

(\$ thousands)

	3rd Qtr		Variance	
	2017	2018	\$	%
Payroll and Related Costs	\$40,628	\$40,882	255	0.6%
Group Insurance	8,865	9,628	763	8.6%
Contractual Services	21,165	21,097	(68)	(0.3%)
Materials/Operational Supplies/Other Expenses	931	224	(707)	(75.9%)
Utilities	1,608	2,576	968	60.2%
All Other Insurance	(354)	61	415	(117.1%)
Parts and Fuel	1,179	1,406	228	19.3%
Equipment/Office Rental and Maintenance	4,659	4,647	(11)	(0.2%)
Other Miscellaneous Expenses	225	104	(121)	(53.7%)
Recovery of Expenses	(584)	(576)	8	1.4%
Total Maintenance and Operations Expenditures	\$78,320	\$80,050	\$1,730	2.2%

Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on December 20, 2018



Third Quarter Capital Program – 2018 vs. 2017

(\$ thousands)

	3rd Qtr		Variance	
	2017	2018	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$11,739	\$76,344	\$64,605	-
Reagan Memorial Tollway (I-88)	5,154	58,566	\$53,412	1036.3%
Jane Addams Memorial Tollway (I-90)	32,110	17,318	(\$14,792)	(46.1%)
Veterans Memorial Tollway (I-355)	1,877	28,136	\$26,259	1399.0%
Systemwide Improvements	64,579	84,435	\$19,856	30.7%
Tri-State Tollway (I-294)/I-57 Interchange	204	129	(\$75)	(36.7%)
Elgin O'Hare Western Access	76,535	50,870	(\$25,664)	(33.5%)
Other Emerging Projects	646	2,489	\$1,843	-
Move Illinois and CRP Subtotal	\$192,844	\$318,287	\$125,443	65.0%
Agreement Reimbursements and Other Adjustments	(1,313)	(2,173)	(860)	-
Total Capital Program Expenditures	\$191,531	\$316,114	\$124,583	65.0%



Year to Date Maintenance and Operations – 2018 vs. 2017

(\$ thousands)

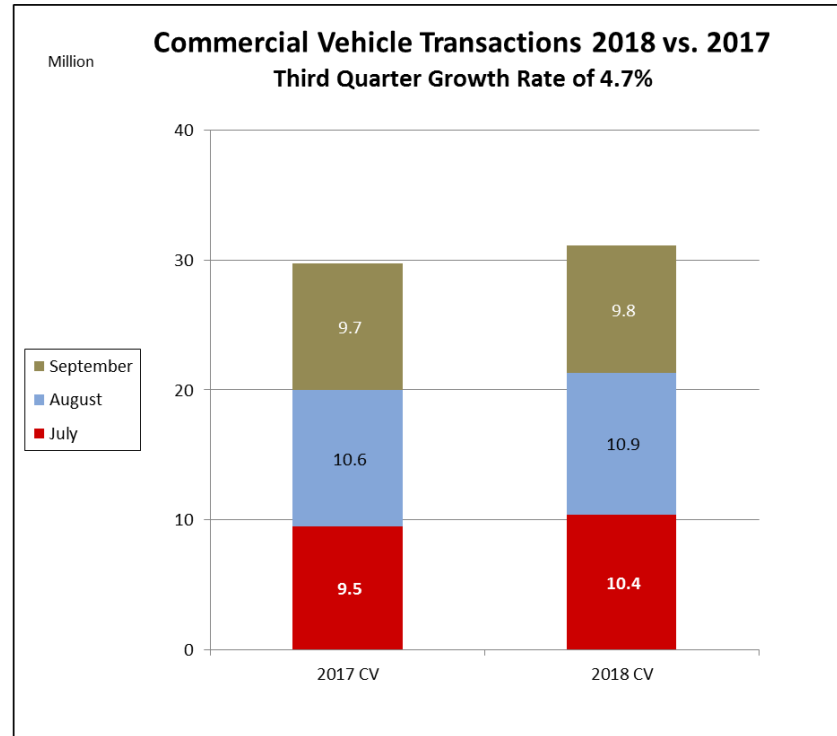
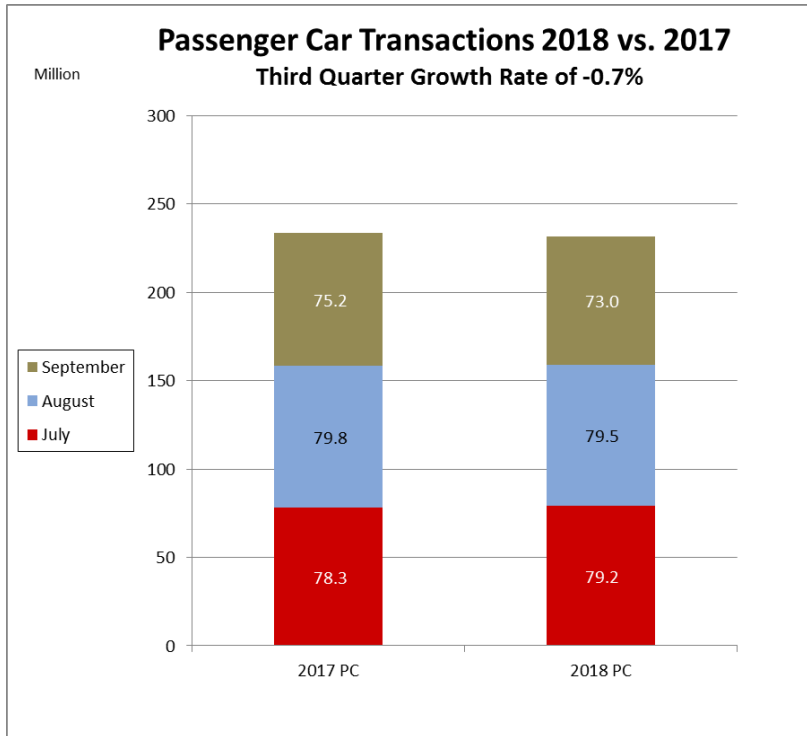
	YTD		Variance	
	2017	2018	\$	%
Payroll and Related Costs	\$119,376	\$122,458	\$3,082	2.6%
Group Insurance	26,673	28,508	1,834	6.9%
Contractual Services	56,235	62,134	5,899	10.5%
Materials/Operational Supplies/Other Expenses	3,289	3,571	282	8.6%
Utilities	6,151	7,176	1,025	16.7%
All Other Insurance	4,823	5,354	531	11.0%
Parts and Fuel	3,822	4,252	429	11.2%
Equipment/Office Rental and Maintenance	17,358	18,393	1,035	6.0%
Other Miscellaneous Expenses	707	623	(84)	(11.9%)
Recovery of Expenses	(1,634)	(1,802)	(168)	(10.3%)
Total Maintenance and Operations Expenditures	\$236,801	\$250,666	\$13,865	5.9%

Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on December 20, 2018



2018 vs. 2017 Transactions—Year over Year



Note: Numbers may not add due to rounding



THANK YOU

