

Meeting Date March 15 2017



Record of Meeting | March 15, 2017

The Illinois State Toll Highway Authority (the "Tollway") held the regularly scheduled Finance, Administration and Operations Committee Meeting on Wednesday, March 15, 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 Directors.]

Call to Order / Pledge of Allegiance / Roll Call

Committee Chair Joe Gomez called the Meeting to order at approximately 9:33 a.m., stating that this is the regularly scheduled meeting of the Finance, Administration and Operations Committee ("FAO Committee") of the Tollway Board of Directors. He invited attendees to rise and join in the Pledge of Allegiance. Committee Chair Gomez then asked the Board Secretary to call the roll, those Directors present and absent being as follows:

Committee Members Present:

Committee Chair Joe Gomez

Director Corey Brooks

Director David Gonzalez

Director Neli Vazquez Rowland

Committee Members Not Present: Director Earl Dotson, Jr.

The Board Secretary declared a quorum present.

Public Comment

Committee Chair Gomez opened the floor for public comment.

The following members of the public offered comments in opposition to the potential widening of the central Tri-State Tollway (I-294) in proximity to the Village of Hinsdale:

- Merribeth Rhoads, Hinsdale, IL
- Bill Seith, President of the Woodlands Homeowners Association, Hinsdale, IL

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Josette Morel, Hinsdale, IL

- Dave Intorcia, Hinsdale, IL
- Bradley Bloom, Assistant Village Manager, Village of Hinsdale. Mr. Bloom additionally requested that supporting information for listed items be included with posted Tollway meeting agendas.
- Laura LaPlaca, President of the Hinsdale Village Board of Trustees, Hinsdale, IL

Committee Chair's Items

Committee Chair Gomez called for a motion to approve **Committee Chair's Item 1**, the Minutes of the regular Finance, Administration and Operations Committee meeting held on February 15, 2017, as presented. Director Brooks made a motion for approval; seconded by Director Vazquez Rowland. Committee Chair Gomez asked if there are any questions, concerns or requests for amendment. Hearing nothing, Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

Having no further items, Committee Chair Gomez called on Executive Director Greg Bedalov.

Executive Director's Items

2016 Fiscal Year Budget vs. Actual Review: Executive Director Bedalov introduced Mike Colsch, Chief Financial Officer, to present the fiscal year-end financial review, comparing the budget to actual (preliminary and unaudited) results for the fiscal year ending December 31, 2016. <u>See attached presentation</u>.

Items for Consideration

Finance

Committee Chair Gomez called on Mike Colsch, Chief Financial Officer, to present to the Committee the following Finance item:

<u>Item 1</u>: Award of Contract 15-0054 to First Data Merchant Services LLC for the purchase of Merchant Card Processing Services in an amount not to exceed \$69,000,000.00 (Tollway Request for Proposal).

Upon conclusion of the presentation of the item, Committee Chair Gomez called for a motion to approve placement of **Finance Item 1** on the March Board of Directors meeting agenda with the



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Committee's recommendation for approval. Director Brooks made a motion for approval; seconded by Director Vazquez Rowland. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

Procurement

Committee Chair Gomez called on John Donato, Chief of Procurement, to present to the Committee the following Procurement items:

<u>Item 1</u>: Award of Contract 16-0156 to CDW Government LLC for the purchase of Cisco Smart Net Maintenance and Support in an amount not to exceed \$436,967.53 (Order Against CMS Master Contract).

<u>Item 2</u>: Award of Contract 16-0031 to Chicago Minority Supplier Development Council, Inc.; Griggs Mitchell & Alma of IL, LLC (d.b.a. GMA Construction Group); HACIA Scholarship and Education Foundation; The Mexican American Chamber of Commerce of Illinois, Inc. (d.b.a. The Illinois Hispanic Chamber of Commerce, Inc.); Illinois State Black Chamber of Commerce, Inc.; Inner-City Underwriting Agency, Inc.; and Prairie State College for the purchase of Technical Assistance for Developing Businesses in an aggregate amount not to exceed \$3,935,994.00 (Tollway Request for Proposal).

<u>Item 3</u>: Award of Contract 16-0149 to R.S. Hughes Company, Inc. (d.b.a. Saunders) for the purchase of Reclosable Fasteners in an amount not to exceed \$155,000.00 (Tollway Invitation for Bid).

<u>Item 4</u>: Award of Contract 16-0127 to West Side Tractor Sales Co. and Buck Bros., Inc. for the purchase of John Deere Off-Road Equipment Repairs in an aggregate amount not to exceed \$145,159.50 (Tollway Invitation for Bid).

Upon conclusion of the presentation of items, Committee Chair Gomez called for a motion to consolidate for consideration and action Procurement Items 1 through 4. Director Gonzalez made a motion to consolidate; seconded by Director Brooks. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

The motion to consolidate these items having carried, Committee Chair Gomez then called for a motion to approve placement of **Procurement Items 1 through 4** on the March Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Brooks made a motion for approval; seconded by Director Vazquez Rowland. Committee Chair



Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

Engineering

Committee Chair Gomez called on Paul Kovacs, Chief Engineering Officer, to present to the Committee the following Engineering items:

<u>Item 1</u>: Award of Contract RR-16-9193 to Demarc Electric and Communications, LLC for CCTV Camera Construction, on the Tri-State Tollway (I-294) at Milepost 18.2 (south of 87th Street), Milepost 25.0 (Hinsdale Oasis), Milepost 42.8 (Des Plaines River), Milepost 44.0 (Rand Road) and Milepost 48.9 (Willow Road); on the Reagan Memorial Tollway (I-88) Milepost 139.5 (Roosevelt Road) and Milepost 140.2 (Eisenhower Expressway); on the Veterans Memorial Tollway (I-355) Milepost 18.4 (Maple Avenue) and Milepost 20.7 (Finley Road), in the amount of \$1,420,781.24.

Committee Chair Gomez called for a motion to approve placement of **Engineering Item 1** on the March Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Brooks made a motion for approval; seconded by Director Gonzalez. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Brooks, Director Gonzalez, Director Vazquez Rowland, Committee Chair Gomez (4)

Nays: None (0)

The motion was PASSED.

<u>Item 2</u>: Award of Contract RR-15-4240 to Lorig Construction Company for Bridge Joint and Retaining Wall Repairs, on the Tri-State Tollway (I-294) Milepost 31.3 (Butterfield Road) to Milepost 39.3 (Canadian Pacific Railroad), in the amount of \$4,140,184.23.

Committee Chair Gomez called for a motion to approve placement of **Engineering Item 2** on the March Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Brooks made a motion for approval; seconded by Director Gonzalez. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a roll call, the vote of yeas and nays being as follows:



Yeas: Director Brooks, Director Gonzalez, Director Vazquez Rowland, Committee Chair Gomez (4)

Nays: None (0)

The motion was PASSED.

<u>Item 3</u>: Award of Contract RR-16-4285 to Stenstrom General Contractor Design/Build, Inc., (d.b.a. Stenstrom General Contractor Design/Build Group) for Reconstruction and Site Improvements on the Jane Addams Memorial Tollway (I-90) at Maintenance Facility M-6 (Marengo) at Milepost 41.9 (US 20 Ramps), in the amount of \$23,063,000.00.

Committee Chair Gomez then called for a motion to approve placement of **Engineering Item 3** on the March Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Brooks made a motion for approval; seconded by Director Vazquez Rowland. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Brooks, Director Vazquez Rowland, Director Gonzalez, Committee Chair Gomez (4)

Nays: None (0)

The motion was PASSED.

<u>Item 4</u>: Acceptance of Proposal from AECOM Technical Services, Inc., on Contract RR-16-4265 for Design Corridor Management, on the Tri-State Tollway (I-294), in an amount not to exceed \$33,000,000.00.

Committee Chair Gomez then called for a motion to approve placement of **Engineering Item 4** on the March Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Brooks made a motion for approval; seconded by Director Vazquez Rowland. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion.

Director Gonzalez inquired about the inclusion in the contract of design services for 1.5 miles of the corridor. Mr. Kovacs responded that in addition to providing design corridor management to ensure consistency of design elements across the corridor, the vendor will provide comprehensive design services on a specific 1.5 mile section of the corridor, including structural, roadway, drainage design elements, maintenance of traffic considerations, and utility coordination. He advised that the remaining length of the corridor will be divided into similar design sections.

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Director Gonzalez asked the implication of the Central Tri-State Tollway (I-294) project to the Hinsdale Oasis. Mr. Kovacs responded that the current plan (under *Move Illinois*) calls for removal and replacement of pavement in-kind and would not be expected to result in permanent or (more than a brief) temporary closure of the oasis. He advised, however, that the master planning process for the central Tri-State Tollway (I-294) has not yet been completed, so the implication and scope of the project work is not yet known.

Director Gonzalez, commenting on the reliance which may be had by municipalities on local tax revenue generated by oases, suggested, and Committee Chair Gomez concurred, that it is important that the agency coordinate with the Village of Hinsdale during the planning process to develop a final recommended solution that is not unfairly detrimental to the Village.

Hearing nothing further, Committee Chair Gomez called for a roll call, the vote of yeas and nays being as follows:

Yeas: Director Vazquez Rowland, Director Brooks, Director Gonzalez (3)

Abstentions: Committee Chair Gomez (1)

Nays: None (0)

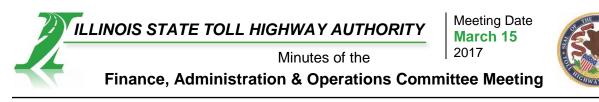
The motion was PASSED.

Legal

Committee Chair Gomez called on David Goldberg, General Counsel, to present to the Committee the following Legal item:

<u>Item 1</u>: Approval of an Intergovernmental Agreement with the Illinois Department of Transportation (IDOT) which IDOT is reimbursing the Tollway for sealing the entire 127th Street bridge deck over southbound I-294 Ramp A. Cost to the Tollway: IDOT will reimburse the Tollway an estimated \$58,721.00.

Upon conclusion of the presentation of the item, Committee Chair Gomez called for a motion to approve placement of **Legal Item 1** on the March Board of Directors meeting agenda with the Committee's recommendation for approval by the Board. Director Vazquez Rowland made a motion for approval; seconded by Director Brooks. Committee Chair Gomez asked if there are any questions, concerns or requests for discussion. Hearing nothing, Committee Chair Gomez called for a vote. The motion was PASSED unanimously.



<u>Item 2</u>: Authorization to enter into a Litigation Settlement – <u>Guida v. ISTHA</u>. Cost to the Tollway: As discussed in Executive Session.

Committee Chair Gomez stated that **Legal Item 2**, concerning a litigation settlement, will be deferred until the Executive Session of the March Board of Directors meeting.

Adjournment

There being no further business before the Committee, Committee Chair Gomez requested a motion to adjourn. Motion to adjourn was made by Director Brooks; seconded by Director Vazquez Rowland. Committee Chair Gomez called for a vote. The motion was PASSED unanimously.

The Meeting was adjourned at approximately 10:08 a.m.

hriste Regnery

Minutes taken by:

Christi Regnery Board Secretary Illinois State Toll Highway Authority

2016 Year End Budget to Actual Review

(Preliminary and Unaudited)

March 15, 2017

Mike Colsch

2016 Revenue

Total revenue was \$1.2 million less than estimate

(\$ millions)	<u>Rev.Est.(Oct)</u>	<u>Actual</u>	<u>\$ Var.</u>	<u>% Var.</u>
Toll and Evasion Recovery	\$1,287.0	\$1,280.8	(\$6.2)	
Concessions	2.2	2.3	\$0.1	
Investment Income	5.0	6.5	\$1.5	
Miscellaneous	5.8	9.2	\$3.4	
Total Revenue	\$1,300.0	\$1,298.8	(\$1.2)	-0.1%

2016 Transactions

- Commercial vehicles
 - Grew 4.2 percent yearover-year
- Passenger vehicles
 - Grew 5.9 percent yearover-year
- Total Transactions
 - Grew 5.7 percent yearover-year and 0.5 percent from projection



2016 Maintenance and Operations

M and O expenses were \$12.6 million lower than budget

(\$ millions)	Budget	<u>Actual</u>	<u>\$ Var.</u>	<u>% Var.</u>
Payroll and Related Costs	\$166.7	\$161.5	(\$5.2)	
Group Insurance	36.4	33.8	(2.7)	
Contractual Services	67.0	67.4	0.4	
Materials/Oper.Supplies	7.8	6.8	(1.0)	
Utilities	8.1	7.4	(0.7)	
All Other Insurance	12.1	6.6	(5.5)	
Parts and Fuel	7.3	5.4	(1.9)	
Equip.Rental/Maintenance	17.8	22.2	4.5	
Other Misc. Expenses	1.0	0.9	(0.0)	
Recovery of Expenses	(2.3)	(2.8)	(0.4)	
Total	\$321.8	\$309.2	(\$12.6)	-3.9%

Key drivers

- Var. Payroll and related costs
 - Workers' compensation insurance
 - Group insurance
 - Parts and fuel
 - Equipment/office rental and maintenance



2016 Capital Program

Capital Program expenses were \$94.3 million less than estimate

(\$ millions)	Projection	Rev.Est .(Oct)	Act.	<u>\$ Var.</u>	<u>% Var.</u>
Tri-State Tollway (I-94/I-294/I-80)	\$68.0	\$58.2	\$39.7	(\$18.4)	
Reagan Memorial Tollway (I-88)	105.3	81.1	83.5	2.4	
Jane Addams Memorial Tollway (I-90)	577.4	560.3	547.7	(12.7)	
Veterans Memorial Tollway (I-355)	7.7	10.2	7.9	(2.3)	
Open Road Tolling (ORT)	5.2	3.4	2.6	(0.7)	
Systemwide Improvements	189.7	126.9	119.7	(7.3)	
Tri-State Tollway (I-294)/I-57 Interchange	1.5	4.0	1.7	(2.2)	
Elgin O'Hare Western Access	383.6	337.8	315.9	(21.9)	
Other Emerging Projects	5.8	0.8	0.5	(0.3)	
Move Illinois and CRP Subtotal	\$1,344.2	\$1,182.6	\$1,119.2	(\$63.4)	-5.4%
"Other" Capital Projects	60.0	64.0	64.6	0.6	0.9%
Capital Program Subtotal	\$1,404.2	\$1,246.6	\$1,183.8	(\$62.8)	-5.0%
Agreement Reimbursements and Other Adjustments	-	-	(31.4)	(31.4)	N/A
Total Capital Program Expenditures	\$1,404.2	\$1,246.6	\$1,152.3	(\$94.3)	-7.6%



2016 Summary

- Revenue was \$1.2 million less than estimate
- Maintenance and operations expenditures were \$12.6 million, or
 3.9 percent, less than budget
- Debt service transfers were \$15.9 million, or 4 percent, less than projection
 - Primarily due to refinancing savings and later than anticipated bond issuance
- Capital Program expenditures totaled \$1.2 billion and were \$94.3 million, or 7.6 percent, less than October estimate



Appendix



Presented by Mike Colsch on March 15, 2017

2016 Revenue – Fourth Quarter

	4th Qtr		Variance	
	October Estimate	Actual	\$	%
Toll Revenue and Evasion Recovery	\$321,966	\$315,765	(\$6,201)	-1.9%
Concessions	509	562	54	10.5%
Investment Income	1,449	2,979	1,530	105.5%
Miscellaneous	1,227	4,655	3,428	279.3%
Total Revenue	\$325,152	\$323,961	(\$1,190)	-0.4%



(\$ thousands)

2016 Maintenance and Operations – Fourth Quarter

(\$ thousands)

	4th Qtr		Variance	
	Budget	Actual	\$	%
Payroll and Related Costs	\$41,723	\$41,682	(\$41)	-0.1%
Group Insurance	9,217	8,521	(696)	-7.6%
Contractual Services	17,518	18,019	501	2.9%
Materials/Operational Supplies/Other Expenses	3,432	2,997	(436)	-12.7%
Utilities	2,064	1,992	(72)	-3.5%
All Other Insurance	3,140	2,531	(609)	-19.4%
Parts and Fuel	2,826	1,753	(1,073)	-38.0%
Equipment/Office Rental and Maintenance	4,812	6,965	2,153	44.7%
Other Miscellaneous Expenses	233	277	44	18.8%
Recovery of Expenses	(618)	(750)	(132)	-21.4%
Total Maintenance and Operations Expenditures	\$84,347	\$83,986	(\$361)	-0.4%



2016 Capital Program – Fourth Quarter

(\$ thousands)

	4th Qtr		Variance	
	Revised Estimate	Actual ⁽¹⁾	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$16,921	\$5,667	(\$11,255)	-66.5%
Reagan Memorial Tollway (I-88)	23,562	21,271	(2,291)	-9.7%
Jane Addams Memorial Tollway (I-90)	114,837	90,290	(24,548)	-21.4%
Veterans Memorial Tollway (I-355)	6,913	4,742	(2,171)	-31.4%
Open Road Tolling (ORT)	2,820	1,018	(1,802)	-63.9%
Systemwide Improvements	52,560	34,473	(18,087)	-34.4%
Tri-State Tollway (I-294)/I-57 Interchange	1,990	124	(1,866)	-93.8%
Elgin O'Hare Western Access	105,386	93,915	(11,470)	-10.9%
Other Emerging Projects	288	38	(251)	-86.9%
Move Illinois and CRP Subtotal	\$325,278	\$251,539	(\$73,739)	-22.7%
"Other" Capital Projects	25,622	26,181	558	2.2%
Capital Program Subtotal	\$350,900	\$277,719	(\$73,181)	-20.9%
Intergovernmental Agreement Reimbursement and other Adjustments ⁽²⁾	_	(1,763)	(1,763)	N/A
Total Capital Program Expenditures	\$350,900	\$275,956	(\$74,944)	-21.4%

⁽¹⁾ Capital Program Actual included accrued expenses for which payments have not been made as of December 31, 2016.

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



2016 Capital Program – Estimate vs. Actual

Elgin O'Hare Western Access Project

Schedule changes and right-of-way impacts

Tri-State Tollway (I-294)

 Schedule changes due to timing of design and master plan between 95th street and Balmoral Avenue

Jane Addams Memorial Tollway (I-90)

 Spending less than estimated due to impact of utility relocations and timing of close out activities

Systemwide

• Schedule changes

(\$21.9) million

(\$18.4) million

(\$12.7) million

(\$7.3) million



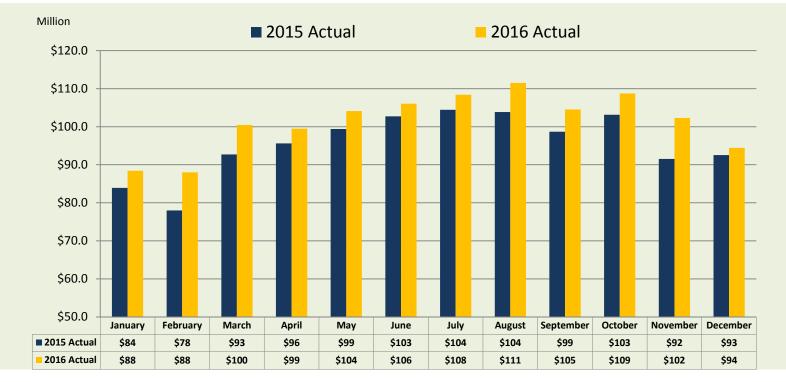
Revenue – 2016 vs. 2015

			(\$ thousa	nds)
			Va	riance
	2015	2016	\$	%
Toll Revenue and Evasion Recovery	\$1,210,953	\$1,280,799	\$69,846	5.8%
Concessions	2,118	2,254	136	6.4%
Investment Income	1,846	6,530	4,683	253.6%
Miscellaneous	5,547	9,228	3,681	66.4%
Total Revenue	\$1,220,463	\$1,298,810	\$78,346	6.4%

Note: Numbers may not add to totals due to rounding



Monthly Toll Revenue 2016 vs. 2015





Maintenance and Operations – 2016 vs. 2015

(\$ thousands)

			Va	riance	
	2015	2016	\$	%	
Payroll and Related Costs	\$160,800	\$161,478	\$678	0.4%	
Group Insurance	32,364	33,763	1,399	4.3%	
Contractual Services	62,443	67,384	4,941	7.9%	
Materials/Operational Supplies/Other Expenses	7,277	6,772	(506)	-6.9%	
Utilities	7,535	7,434	(100)	-1.3%	
All Other Insurance	8,217	6,611	(1,606)	-19.5%	
Parts and Fuel	6,361	5,412	(949)	-14.9%	
Equipment/Office Rental and Maintenance	14,825	22,231	7,406	50.0%	
Other Miscellaneous Expenses	988	927	(61)	-6.2%	
Recovery of Expenses	(2,330)	(2,772)	(442)	-19.0%	
Total Maintenance and Operations Expenditures	\$298,479	\$309,239	\$10,760	3.6%	



Capital Program – 2016 vs. 2015

Variance 2015 2016 % \$ Tri-State Tollway (I-94/I-294/I-80) \$11.433 \$39.739 \$28.306 248% Reagan Memorial Tollway (I-88) 98.447 83.498 (14,949) -15% Jane Addams Memorial Tollway (I-90) 824,381 547,657 (276, 724)-34% Veterans Memorial Tollway (I-355) 671 7,197 NM 7.869 **Open Road Tolling (ORT)** 2.341 2.614 273 12% Systemwide Improvements 156,719 119,675 (37,044)-24% Tri-State Tollway (I-294)/I-57 Interchange 10,333 1,730 (8,602) -83% Elgin O'Hare Western Access 367.709 315.937 (51,772)-14% -64% **Other Emerging Projects** 1.341 481 (860) Move Illinois & CRP Subtotal \$1,473,375 \$1,119,200 (\$354,175)-24% "Other" Capital Projects 50.107 64.558 14.451 29% **Capital Program Subtotal** \$1,523,482 \$1,183,759 (\$339,724)-22% **Agreement Reimbursements and Other** Adjustments (9,967)(31, 440)(21, 473)NM **Total Capital Program Expenditures** \$1,513,515 \$1,152,318 (\$361, 197)-24%

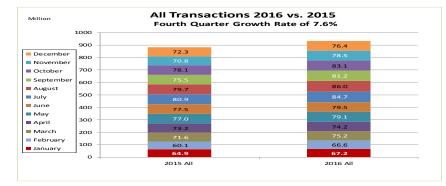


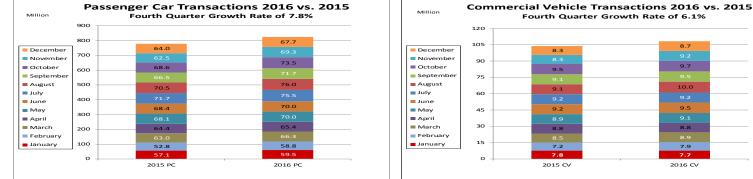
(\$ thousands)

Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on March 15, 2017

2016 vs. 2015 Transactions – Year Over Year





8.7 9.7 10.0 9.5 8.8 7.9 7.7 2016 CV



Note: Numbers may not add to totals due to rounding

Presented by Mike Colsch on March 15, 2017



THANK YOU

