



ILLINOIS TOLLWAY

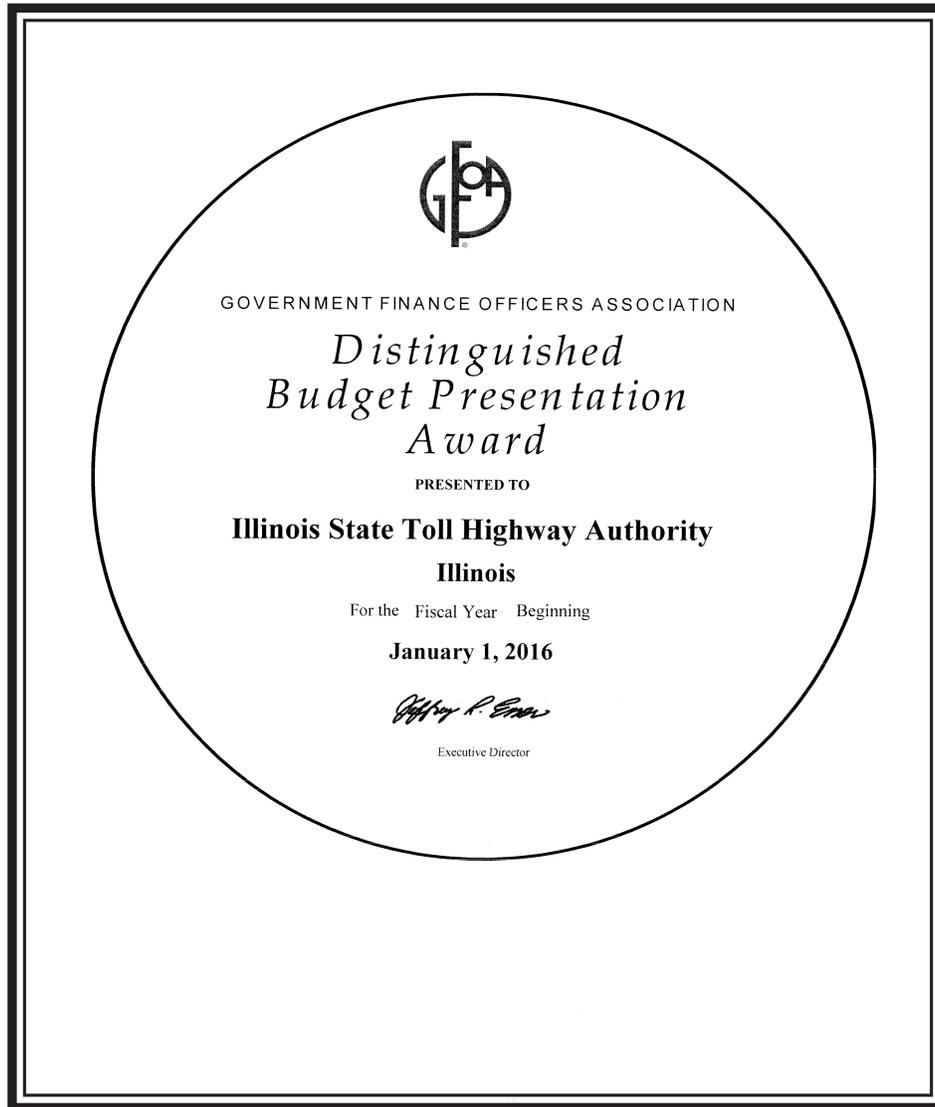
BUDGET 2017

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The Government Finance Officers Association of the United States and Canada (GFOA) presented a Distinguished Budget Presentation Award to the Illinois State Toll Highway Authority for the Annual Budget beginning January 2016. In order to receive this award, a governmental unit must publish a budget document that meets program criteria as a policy document, operations guide, financial plan and communications device.



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Executive Letter

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The Illinois Tollway
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 Downers Grove, Illinois 60515-1703
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To the Honorable Board Chairman and Directors:

The Illinois Tollway's 2017 Budget represents our best efforts to deliver strategic investments in infrastructure improvements, state-of-the art technology and the diverse communities we serve. It is a responsible spending plan that demonstrates the Tollway's commitment to serving the transportation needs of Northern Illinois and our 1.6 million daily drivers across the 292-mile Tollway system.

Our 2017 Budget reinforces our commitment to working within a balanced budget, providing strong fiscal management of annual maintenance and operations and capital program costs as we support a larger system with the addition of the new Illinois Route 390 Tollway and completion of the widening of the Jane Addams Memorial Tollway (I-90).

As part of our dedication to managing customers' toll dollars wisely, the 2017 Budget reinvests more than 75 percent of the revenue we collect back into roads, bridges and infrastructure to support and enhance customer service. Our baseline operating costs will increase 4.5 percent, consistent with the long-term financing plan outlined for the agency's 15-year, \$12 billion *Move Illinois* Program. The spending plan also includes a reduction in the overall headcount for the agency.

Nearly \$1 billion in capital improvements included in this spending plan will help create jobs, stimulate economic development and further our mission to provide safe, efficient travel and outstanding customer service across all agency operations. The 2017 Budget provides funding that will allow the Tollway to continue to deliver *Move Illinois* projects, including:

- Implementation of the first SmartRoad on the Jane Addams Memorial Tollway (I-90)
- Completion of the Illinois Route 390 Tollway and continued construction of the new connection to O'Hare International Airport
- Design for reconstruction and modernization of the Central Tri-State Tollway (I-294)
- Systemwide roadway, interchange and bridge work to keep our existing system in good repair

This year's spending plan also reinforces the focus of this Chairman and Board of Directors on diversity issues and initiatives, including fostering access to sustainable jobs for African Americans, Asians, Hispanics, Native Americans and women. Over \$4 million is allocated to the Department of Diversity and Strategic Development for work that includes establishing a workforce development program, as well as expanding technical assistance for certified disadvantaged, minority- and women-owned business enterprise (D/M/WBE) firms and small and veteran-owned businesses to do business with the Illinois Tollway.

Thank you for your support and guidance as we work in cooperation with the greater transportation industry and a broad range of local interests to build better roads, provide more jobs, promote greater economic opportunities, further environmentally responsible initiatives and provide everyone access to benefit from our programs. Together, I am confident that in 2017 we will advance our goal to make the Illinois Tollway the best toll agency in the world.

Greg Bedalov

Executive Director

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Executive Summary

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The business of the Illinois Tollway is moving people, goods and services that support our economy. This means we have to keep our eye on the future and continue to make strategic investments in infrastructure, state-of-the-art technology and the communities we serve. Most importantly, we want to ensure that the investments we're making today provide lasting value for our customers well into the future.

The Illinois Tollway is self-supporting and depends on revenue from tolls to finance its maintenance and operations, debt service and capital improvements. The 2017 Budget outlines a balanced spending plan for 2017 anticipating \$1.4 billion in revenues that will be allocated to fund maintenance and operations, debt service transfers and capital investments for the 292-mile system. The 2017 Budget holds the line on operations and a portion of the maintenance costs and simultaneously provides for the investment of \$961 million in capital spending from primarily for the agency's 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*, from toll revenues and bond proceeds.

The Move Illinois Program was developed to improve mobility, relieve congestion, reduce pollution, create as many as 120,000 jobs and link economies across the Midwest. *Move Illinois* is addressing the needs of the existing Tollway system; rebuilding and widening the Jane Addams Memorial Tollway (I-90) as a state-of-the-art 21st century corridor; constructing a new interchange to connect the Tri-State Tollway (I-294) and I-57; building two new, all-electronic tollways as part of the Elgin O'Hare Western Access Projects and funding planning studies for emerging projects.

In addition to investing toll dollars to maintain and improve infrastructure throughout 12 counties in Northern Illinois, the Illinois Tollway is committed to providing state-of-the-art technology supporting free-flow traffic and customer services to ensure our customers get to their destinations quickly, safely and efficiently. The agency also recognizes its responsibility to work in collaboration with local communities to help stimulate economic development and create jobs.

To achieve these commitments, the Illinois Tollway is dedicated to strong fiscal management for its day-to-day operations, as well as the implementation of the largest capital program in the agency's history. The 2017 Budget presents a responsible spending plan resulting from the agency's ongoing efforts to maximize efficiencies and to identify ways to minimize costs in order to be good stewards of the public's money.

Total budgeted headcount for the agency will be reduced to 1,553 in 2017 from 1,595 in 2016 with wages and salaries increasing modestly to reflect both the cost of collective bargaining agreements and retirement rate increases.

Despite the increased maintenance and operations costs related to the opening of the first segment of the new Illinois Route 390 Tollway and the expansion of the Jane Addams Memorial Tollway (I-90), the 2017 Budget request is only 4.5 percent over 2016 Budget.

2017 Budget Overview

The Illinois Tollway's maintenance and operations are funded primarily by revenues from toll collection and evasion recovery, while toll revenues and proceeds from the issuance of revenue bonds are used to fund capital investments.

The 2017 Budget is a balanced budget in which revenues provide sufficient resources for operating and maintenance expenses, debt service and deposits to the renewal and replacement and improvement accounts as provided in the Trust Indenture.

Revenues

Fiscal Year 2017 revenues are projected to total \$1.38 billion, an increase of \$80 million over the current 2016 estimate:

- \$1.37 billion of toll revenues and evasion recovery.
- \$8 million of concessions and miscellaneous revenues.
- \$6 million of investment income.

The Fiscal Year 2017 Budget allocates \$1.38 billion of revenues as follows:

- \$336 million to fund maintenance and operations, an increase of \$14 million, or 4.5 percent, above the fiscal year 2016 operating budget of \$322 million.
- \$405 million for debt service transfers.
- \$639 million for the 2017 Capital Program (deposits to Renewal and Replacement and Improvement accounts).

Maintenance and Operations

The maintenance and operations budget includes \$107.5 million for wages and salaries, a decrease of \$2.1 million from amounts budgeted in 2016, and \$59.0 million for statutorily required retirement contributions, an increase of \$1.7 million over the amount budgeted in 2016. Overall, the 2017 Budget includes an increase of \$14.5 million for maintenance and operations over 2016, including increases of \$1.7 million for credit card fees due to increased I-PASS replenishments, \$2.6 million for employee group insurance, \$5.3 million for customer services to support increased transaction growth, and \$7.6 million for software maintenance services supporting electronic tolling.

Capital Program

The Illinois Tollway will invest \$961.3 million in 2017 for projects to build and repair roadways, bridges and interchanges and other capital investments across the 292-mile system, including \$915.5 million to fund the sixth year of the agency's 15-year, \$12 billion capital program, *Move Illinois* Program.

Budgeting for Results

The Illinois Tollway is committed to serving the transportation needs of Northern Illinois and its 1.6 million daily drivers. The Tollway's budget includes desired outcomes outlined in the Governor's Office of Management and Budget, Budgeting for Results. Desired outcomes include increase employment and attract, retain and grow businesses; improve infrastructure and create safer communities; support basic functions of government; and strengthen cultural and environmental vitality.

The 2017 Budget outlines a roadmap for the Illinois Tollway as it works toward achieving these outcomes.

Increase Employment and Attract, Retain and Grow Businesses

The greatest value that the Illinois Tollway provides the communities it serves is access. Access is the lifeblood of new economic activity for communities fueling development, transport of goods and services and job growth. The Tollway is committed to investing in roadway infrastructure, technical assistance and workforce development that supports communities, businesses and workers by creating jobs and stimulating the local and state economies. The 2017 Budget includes:

- \$374.5 million for the Elgin O'Hare Western Access Project to complete construction of the eastern segment of the new Illinois Route 390 Tollway – the first all-electronic roadway on the Tollway system – including the new I-290 Interchange, as well as begin design and advance work to prepare for construction of the new I-490 Tollway providing western access to O'Hare International Airport.
- \$165.3 million to implement the new SmartRoad on the Jane Addams Memorial Tollway (I-90) and complete interchange and local road improvements as part of the I-90 Rebuilding and Widening Project.
- \$2.4 million to support and expand workforce development initiatives and technical assistance programs train new minority workers and put them to work and help strengthen the capacity of certified disadvantaged, minority- and women-owned business enterprise (D/M/WBE) firms, small and veteran-owned businesses interested in competing for contracts with the Tollway.
- \$500,000 to continue the Tollway's Job Order Contracting Facilities Program for systemwide facility improvements and rehabilitation work.

Improve Infrastructure and Create Safer Communities

The Illinois Tollway is dedicated to providing and promoting a safe and efficient system of highways while ensuring the highest possible level of service to customers. The Tollway is investing in infrastructure, technology and services that help improve quality of life by saving drivers time and money and promoting safe travel. Examples of new enhancements for 2017 include:

- \$295.0 million for ongoing bridge, pavement and facility maintenance along with infrastructure and safety improvements on the existing Tollway system.

- \$38.4 million to complete roadway resurfacing and bridge repairs on the west end of the Reagan Memorial Tollway (I-88).
- \$56.5 million to continue planning and design for bridge and roadway reconstruction on the central Tri-State Tollway (I-294).
- \$3.3 million for roadway equipment, including intelligent transportation systems (ITS) that support the Tollway's traffic and incident management system and operation of the new I-90 SmartRoad.
- \$890,000 to fund the operations of the Illinois State Police District 15 assigned to patrol the Illinois Tollway System across 12 counties in Northern Illinois and provide comprehensive law enforcement services.
- \$100,000 for a connected vehicle pilot program.

Support Basic Functions of Government

The Illinois Tollway continues to work to find new ways to increase transparency and accountability to its customers and the communities it serves. Operating more like a business than a government agency, the Tollway relies on toll revenue to fund operations, so the agency has adopted a customer-driven approach and is committed to understanding customers' needs and expectations. The 2017 Budget will provide:

- \$65.3 million in capital and operating funds for open road tolling technology implementation and maintenance, from the technology that captures and classifies transactions in the lane to the technology that enables I-PASS account management and evasion recovery.
- \$24 million to accommodate merchant card fees associated with increased revenue and electronic toll payments from commercial vehicles.
- \$14.7 million to support the development and implementation of an enterprise resource planning (ERP) system to enable the Tollway to maximize resources and manage its business functions more efficiently and effectively.
- \$5.4 million for technology-related equipment, including computer-aided dispatch (CAD) system upgrade and computer hardware/software needs, Web/e-commerce and network infrastructure systems, as well as other similar program needs.

Strengthen Cultural and Environmental Vitality

The 2017 Budget makes investments to strengthen and preserve our natural, historic, and cultural resources to make Illinois a more attractive place for people to visit, live and work.

- \$33 million to continue improvements to Tollway maintenance facilities systemwide including new facility construction at the Rockford (M-7) maintenance site in compliance with Leadership in Energy and Environmental Design (LEED) certified building standards.
- \$2 million to support roadway and information signage improvements systemwide to provide for safer and more efficient travel for Tollway customers.
- \$849,000 to support an agency wide research program to study environmental and roadway safety initiatives.

Conclusion

The Illinois Tollway's Budget for 2017 maintains the agency's commitment to infrastructure improvements supporting the largest capital program in the agency's history, the implementation of state-of-the-art technology to enhance customer service and driver safety and the initiation of workforce development centers and technical assistance programs to ensure opportunities for minorities, women and veterans, all while controlling growth of the agency's operating expenses to 4.5 percent above the 2016 budget. With a balanced budget that includes \$336 million for maintenance and operations and \$961 million for the capital program, the Tollway will have resources essential to continue implementation of the *Move Illinois* Program providing customer service, congestion relief and improved regional mobility critical to economic growth in Northern Illinois.

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Tollway Organization and Background



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**ILLINOIS TOLLWAY
TABLE OF ORGANIZATION**

Tollway Organization and Background

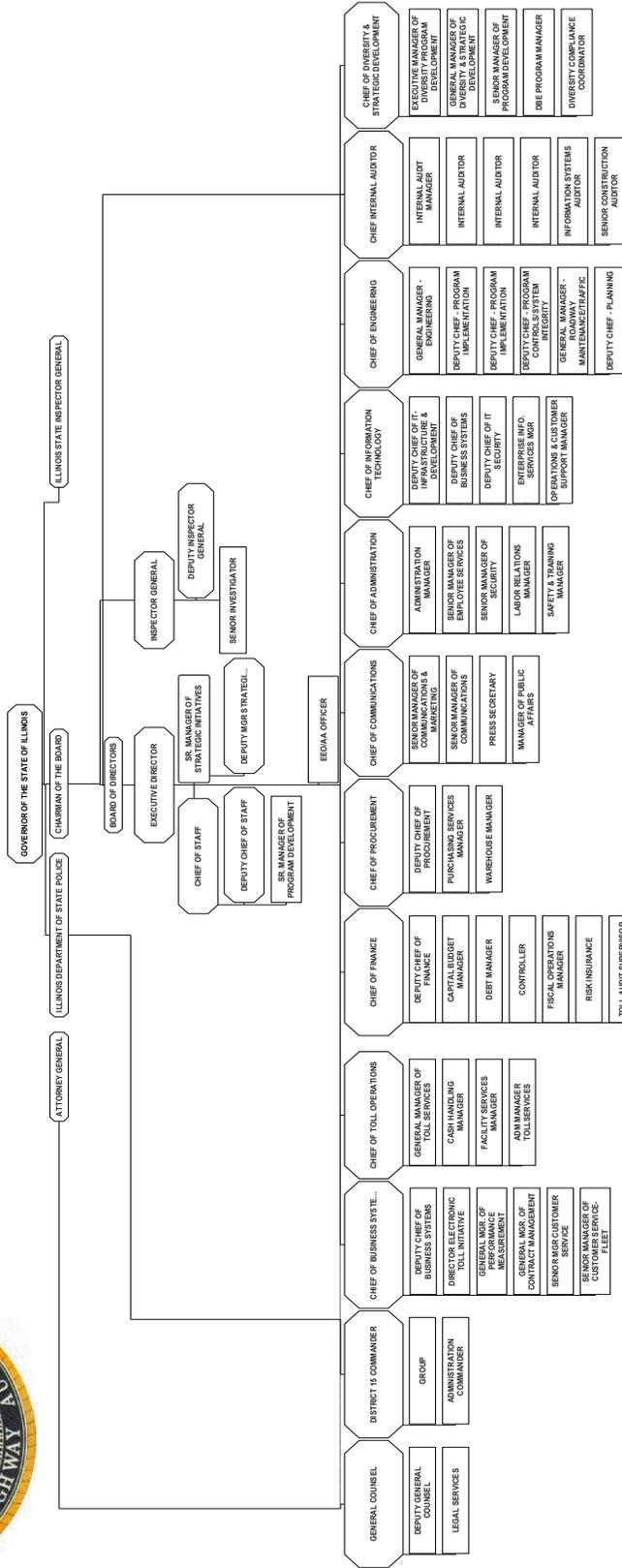


Exhibit 1

Exhibit 1

Illinois State Toll Highway Authority Fiscal Year 2017 Budget

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The Illinois Tollway

The Illinois State Toll Highway Commission was created in 1953 under the Toll Highway Act (“Act”) as an instrumentality and administrative agency of the state of Illinois to provide for the construction, operation, regulation and maintenance of a system of toll highways within the state of Illinois. Under the Act, on April 1, 1968, the Tollway assumed all the obligations, powers, duties, functions and assets as the Illinois State Toll Highway Authority. The Act authorizes the issuance of revenue bonds for the purposes, among others, of financing expansions of the Tollway system and reconstruction of and improvements to the Tollway system and authorizes the issuance of refunding bonds for the purpose of refunding any bonds of the agency then outstanding at maturity or on any redemption date.

The Tollway is empowered to enter into contracts to: acquire, own, use, lease, operate and dispose of personal and real property, including rights-of-way, franchises and easements; establish and amend resolutions, by-laws, rules, regulations and to fix and revise tolls; acquire, construct, relocate, operate, regulate and maintain the Tollway system; exercise the power of eminent domain; and contract for services and supplies, including services and supplies for the various customer service areas on the Tollway system.

Board of Directors

The Tollway is governed by an 11-member Board of Directors that includes the governor of Illinois, *ex officio*, and the secretary of the Illinois Department of Transportation, *ex officio*. Nine directors are appointed by the governor, with the advice and consent of the Illinois Senate, from the state at large with a goal of maximizing representation from the areas served by the Tollway system. These nine directors are appointed for a term of four years or, in the case of an appointment to fill a vacancy, the unexpired term. No more than five directors may be from the same political party. Of the directors appointed by the Governor, one is appointed by the Governor as chairman of the Tollway Board of Directors. The current chairman, Robert Schillerstrom, was initially appointed by Governor Bruce Rauner as a Director on May 25, 2015, and named as the Chairman of the Tollway Board of Directors on June 5, 2015.

Organizational Structure

Name	Initial Appointment	Expiration of Current Term
Governor Bruce Rauner, <i>ex officio</i>	N/A	N/A
Secretary of Transportation Randall Blankenhorn, <i>ex officio</i>	N/A	N/A
Robert Schillerstrom, Chairman	May 25, 2015	May 1, 2017
James J. Banks	October 27, 1993	May 1, 2017
Corey Brooks	July 20, 2015	May 1, 2019
Earl Dotson Jr.	June 28, 2013	May 1, 2017
Joseph Gomez	May 25, 2015	May 1, 2019
David A. Gonzalez	October 28, 2011	May 1, 2019
Craig Johnson	May 25, 2015	May 1, 2019
Nelida Vazquez Rowland	May 23, 2016	May 1, 2019
James M. Sweeney	October 28, 2011	May 1, 2017

Exhibit 2

The Tollway's organizational structure consists of 14 departments: Administration, Business Systems, Communications, Diversity and Strategic Development, Engineering, Executive Office and Directors, Finance, Information Technology, Office of the Inspector General, Internal Audit, Legal, Procurement, Illinois State Police District 15, and Toll Operations. The executive director manages the day-to-day operations of the Tollway. Tollway department chiefs report to the executive director. The commander of Illinois State Police District 15 also reports to the superintendent of the State Police, and the general counsel to the Tollway also reports to the attorney general of the state of Illinois.

The **Administration** Department is responsible for the development and implementation of administrative policies and procedures and employee compliance therewith.

The Department of **Business Systems** is responsible for overseeing the open road tolling system and collecting toll revenue from toll violators, assessing fines and imposing sanctions. The department's responsibilities include customer service associated with the issuance of I-PASS transponders and toll collection.

The **Communications** Department is responsible for external and internal communications between the Tollway and its constituents, including customers, news media, elected and appointed officials, the general public and employees.

The **Diversity and Strategic Development** Department is responsible for promoting, developing and implementing a comprehensive diversity program on behalf of the Tollway to ensure inclusion and equal opportunity for small and veteran-owned businesses and disadvantaged, minority- and women-owned business enterprise (D/M/WBE) firms in construction and engineering contracts and the supply of other goods and services.

The **Engineering** Department is responsible for the design, construction and maintenance of the roadway. It also coordinates with community groups, government agencies and planning organizations on transportation and land-use policies.

The **Executive Office and Directors** Department manages Tollway affairs consistent with the Act.

The **Finance** Department is responsible for general accounting, budgeting, treasury functions, financial reporting, accounts payable, toll revenue audit, payroll, risk management and debt management.

The **Information Technology** Department is responsible for planning, directing and controlling information technologies and telecommunications throughout the Tollway.

The **Office of the Inspector General** is responsible for investigating allegations of waste, inefficiencies, fraud, corruption, misconduct and mismanagement in the day-to-day operations of the Tollway.

The **Internal Audit** Department recommends policies and procedures to ensure that the Tollway's Board members and employees, contractors and vendors adhere to state and federal laws and internal

rules and regulations.

The **Legal** Department is a bureau of the Office of the Attorney General of the state of Illinois and is, by law, the legal advisor and attorney for the Tollway.

The **Procurement** Department is responsible for purchasing and procurement issues and is authorized to execute contracts and place orders for goods and services. Additionally, the Procurement Department is responsible for warehousing all inventory.

Illinois State Police District 15 is one of 21 districts of the Illinois State Police, responsible for providing comprehensive law enforcement services. The entire Tollway system comprises District 15. State Police patrol the Tollway system to enforce speed limits and traffic laws, assist disabled motorists and provide special details for operations such as overweight vehicle enforcement.

The **Toll Operations** Department is responsible for providing the necessary resources and services to maintain the Tollway's toll operations, as well as managing the collection and counting of tolls. Additionally, it oversees the day-to-day maintenance and upkeep of the Tollway's facilities systemwide.

The Tollway System

The Tollway system presently consists of approximately 292 miles of limited-access highway in 12 counties in Northern Illinois and is an integral part of the expressway system in Northern Illinois and the U.S. Interstate Highway System.

Since beginning operations in 1958, the Tollway system has served an important role in the development of the Northern Illinois economy. During its initial operation, the Tollway system permitted rapid interstate travel between Northern Illinois, Indiana and Wisconsin. As the suburban areas surrounding Chicago expanded throughout the 1960s and 1970s, the Tollway system evolved into primarily a commuter travel system, serving suburban Chicago and O'Hare International Airport. At the present time, the five routes of the Tollway system (see "Routes") serve, among other areas, suburban Cook County and the Chicago-area collar counties, which together represent one of the fastest-growing areas in Illinois in terms of population and employment.

Routes

The Tollway system is currently made up of five tollways: the Jane Addams Memorial (I-90), the Tri-State (I-94/I-294/I-80), the Veterans Memorial (I-355), the Reagan Memorial (I-88) and the recently added Illinois Route 390 Tollway.

The Jane Addams Memorial Tollway (I-90), constituting a portion of Interstate 90, is a 76-mile roadway. The Jane Addams Memorial Tollway begins east of the intersection of the Kennedy Expressway from downtown Chicago and the Tri-State Tollway in the vicinity of O'Hare International Airport and extends to the west, crossing the Fox River just north of Elgin, Illinois. From there, it runs northwesterly to Rockford, Illinois, and then northerly to a point near the Illinois-Wisconsin border, where it feeds into the Wisconsin portion of I-90 leading to Madison, Wisconsin.

The Tri-State Tollway (I-94/I-294/I-80), constituting portions of Interstates 94, 294 and 80 and including the 5-mile Edens Spur, is an 84-mile beltway around the Chicago metropolitan area. It extends from a point near the Indiana state line where it intersects with the Bishop Ford Freeway and the Kingery Expressway to a point near the Illinois-Wisconsin border, where it connects with U.S. Route 41 and I-94 from Milwaukee. The Tri-State also connects with the Reagan Memorial Tollway (I-88), the Eisenhower Expressway, the Jane Addams Memorial Tollway (I-90), the Kennedy Expressway (I-90/I-94) and the Stevenson Expressway (I-55). From its southern terminus, the Tri-State Tollway has a direct connection to the Indiana Toll Road via the Kingery Expressway and I-80. The Tri-State Tollway is the most traveled Tollway in the system, accounting for approximately 44 percent of the Tollway system's volume.

The Veterans Memorial Tollway (I-355) is a 30-mile highway generally paralleling Illinois Route 53 in DuPage and Will counties between approximately the intersection of Army Trail Road and the I-290 spur in Addison on the north and I-80 near Joliet on the south. The Veterans Memorial Tollway opened in December 1989. On November 12, 2007, a 12.5-mile south extension of the Veterans Memorial Tollway through Will County from I-55 to I-80 opened, increasing the length of the Veterans Memorial Tollway to 30 miles.

The Reagan Memorial Tollway (I-88), constituting a portion of Interstate covers 96.5 miles and begins east of the junction of the Tri-State Tollway (I-294) and the Eisenhower Expressway and runs west, ending at U.S. Route 30 in the Sterling/Rock Falls area. From U.S. Route 30, I-88 is a toll-free facility connecting to I-80 and the Quad Cities.

The Illinois Route 390 Tollway is under construction as part of the Elgin O'Hare Western Access project. The project includes 17 miles of new roads with 15 new or improved interchanges with cashless tolling that includes rehabilitating and widening Illinois Route 390, formerly known as the Elgin O'Hare Expressway, and extending it east along Thorndale Avenue to O'Hare and building a new I-490 Tollway around the western border of O'Hare linking the Jane Addams Memorial Tollway (I-90) and the Tri-State Tollway (I-294). Tolling of the initial 6.5 mile segment of Illinois Route 390 from U.S. Route 20 (Lake Street) to I-290 began in July 2016, and tolling on the 3.5-mile segment from I-290 to Illinois Route 83 is expected to begin by the end of 2017. The I-490 connecting the Jane Addams Memorial Tollway (I-90) and the Tri-State Tollway (I-294) is expected to be under construction and opened in various segments through 2025.

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Revenue Sources and Underlying Assumptions

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The Illinois Tollway is a non-appropriated agency of the state of Illinois. The Tollway is self-supporting, depending on the revenues derived from operations and proceeds from the issuance of revenue bonds. These funds are used to support maintenance and operations, debt service and reconstruction of and improvements to the Tollway system.

Revenues

For budgetary purposes, the Tollway classifies revenues into three categories: toll revenues and evasion recovery, investment income and concessions and miscellaneous. The revenues generated from toll collection and evasion recovery include tolls, fines and fees collected through the violation enforcement system.

On November 20, 2008, the Illinois Tollway Board of Directors approved a toll adjustment to commercial vehicle toll rates by phasing in a 60 percent increase (including tiers for small, medium and large trucks) beginning January 2015. The adjustment will also include a cost of living inflator starting 2018. The scheduled increase becomes effective as follows:

- January 1, 2015 - commercial rates increased to 40 percent above the 2014 rates
- January 1, 2016 - commercial rates increased to 50 percent above the 2014 rates.
- January 1, 2017 - commercial rates will increase to 60 percent above the 2014 rates.

Total revenues for 2017 are projected to total \$1,380 million, an increase of \$80 million, or six percent above the current estimate for 2016.

Toll revenues and evasion recovery are estimated to total \$1,287 million in 2016 and are projected to total \$1,366 million in 2017. Of the Tollway's total revenues, toll evasion recovery revenues are expected to generate approximately \$72 million in 2016 and \$75 million in 2017. Projection for investment income is \$5 million for 2016 and \$6 million for 2017. In addition, concessions and miscellaneous revenues are expected to generate \$8 million in 2016 and \$8 million 2017.

Sources of Revenues						
	(\$ millions)					
	FY 2013	FY 2014	FY 2015	FY 2016	FY 2016	FY 2017
	Actual	Actual	Actual	Budget	Estimates	Projections
Toll Revenues and Evasion Recovery	\$997	\$1,023	\$1,211	\$1,290	\$1,287	\$1,366
Investment Income	1	1	2	2	5	6
Concessions and Miscellaneous Revenues	12	12	8	8	8	8
Revenues Total	\$1,010	\$1,036	\$1,220	\$1,300	\$1,300	\$1,380

Exhibit 4

Toll Revenue Estimates

Revenues are defined per the Amended and Restated Trust Indenture as (i) all tolls, fees, charges, rents and other income and receipts derived from the operation of the Tollway system, (ii) proceeds of any use and occupancy insurance relating to the Tollway system and of any other insurance that insures against loss of revenues, (iii) investment income from any moneys or securities held in funds, accounts or sub-accounts established under the Indenture other than the Construction Fund and (iv) amounts transferred from the Construction Fund to the Revenue Fund and transfers to the Trustee by the Tollway from the System Reserve Account. Revenues exclude state and federal grants and appropriations, loan proceeds, gifts or donations of any kind, transfers, if any, to the Tollway as permitted under any Escrow Agreement and receipts not related to the Tollway's performance of its obligations under the Indenture or to the operations of the Tollway system.

In October of each year, the Illinois Tollway's independent traffic engineer, CDM Smith, provides expected toll revenue estimates for the budget process. An estimate is provided for the current year by using actual data for the first eight months and estimates for the last four months of the year. A month-by-month estimate of toll revenues for the following year is also provided.

Short-term forecasts are based on several key variables. Initially, CDM Smith reviews recent trends in the context of historical averages. This includes a review of actual transaction trends by plaza, direction, month, vehicle classification, and payment type. Any variation from the prevailing trends is noted and, where possible, attributed to a particular event or ongoing condition. This includes analysis of factors such as construction both on and off of the Tollway system, weather-related events, land-use developments and any other externality that may have impacted recent performance. By understanding when and where these variances occur, CDM Smith can better estimate how similar events may impact Tollway performance in the future.

Following a thorough review of recent performance, factors that will affect transactions in the coming months and following year are considered. Information addressing scheduled construction, both on and off the system; system improvements, including added capacity or new interchanges; planned developments; and near-term economic trends are analyzed for potential impact on transactions and toll revenues. A combination of observed historical transaction trends and factors that will affect future transactions are used to make monthly transaction estimates by plaza, direction, month, vehicle classification and payment type.

Once the monthly transaction estimates are finalized, they are converted into expected toll revenue estimates at each plaza by applying the corresponding toll rate to the number of transactions in each transaction category. The revenue estimates for the year are the sum of all the monthly revenues by plaza. CDM Smith has estimated expected toll revenues to total \$1,306 million in 2016 and \$1,388 million for 2017. Estimates are of expected revenues and do not include the effects of overpayments, underpayments, or toll evasion. Please refer to CDM Smith's Toll Revenue Certificate in the appendix for more information.

Adjustments to Toll Revenue Estimates

The expected revenues provided by the Traffic Engineer represent the revenues that would be col-

lected if every vehicle paid the published toll based on vehicle class, time of day and payment type. The expected revenues do not account for overpayments, underpayments, exemptions or revenues lost due to toll avoidance.

Evasion Recovery

Expected revenues provided by the traffic engineer do not account for the fines collected from violations through the violation enforcement process. Amounts of revenues reported in the Tollway's annual budget, quarterly statements and annual financial reports include proceeds from violation enforcement.

Public Act 94-0636 allows the Tollway to implement a toll violation enforcement system (VES) to collect violations. Using VES, the Tollway captures images of the license plates of vehicles that pass through lanes without paying the full toll either by I-PASS or cash. This system takes multiple images of vehicles when violations occur. First notices for violators include a \$20 fine and the cash toll for each unpaid toll. The fines increase by \$50 per violation if notices are ignored and can lead to court hearings, suspension of license plates and drivers licenses. Lower fines of \$10 for the first notice and \$25 for the second are applied to violators on Illinois Route 390 Tollway. Fines are dismissed within appropriate time frames for I-PASS customers who have valid accounts when such customers have received notices due to incorrect account information, transponder problems or other similar issues with the collection and application of the electronic toll.

Investment Income

Investment income represents gains and losses on sales of investments, as well as interest income on Tollway funds, I-PASS cash escrow accounts and accounts held by the Bond Trustee.

Concessions and Miscellaneous Revenues

Concessions revenues are generated from Tollway oases, where third-party vendors provide fuel, food and other conveniences to Tollway customers. Miscellaneous income includes revenues from Highway Emergency Lane Patrol (H.E.L.P.) truck sponsorships, overweight truck fines, rental and easement income, tower co-location fees, rental income, fiber-optic lines, transponder fees, insufficient I-PASS fees, finance charges, scrap material sales and other miscellaneous receipts.



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Fund Structure

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Fund and Account Description

The Amended and Restated Trust Indenture (the Indenture), effective March 31, 1999, is an agreement between the Tollway and the Trustee (as fiduciary for bondholders) that pledges the Tollway's net revenues and amounts on deposit in certain funds and accounts to secure payment on the bonds. The Indenture establishes two funds, the Revenue Fund and Construction Fund; all revenues are deposited to the Revenue Fund and proceeds from the issuance of revenue bonds (other than revenue bonds issued for refinancing purposes) are deposited to the Construction Fund (earnings on the Construction Fund are retained therein). Within the Revenue Fund, the Indenture establishes the following accounts: Maintenance and Operations, Debt Service, Debt Reserve, Renewal and Replacement, Improvement and System Reserve accounts, as well as sub-accounts within the Maintenance and Operations and Debt Service Accounts. The Indenture establishes the order and amount of allocation from the Revenue Fund to the various accounts and sub-accounts.

Revenue Fund

The Tollway must deliver all revenues (other than investment income, unless otherwise directed by the Indenture) within five business days after receipt for deposit in the Revenue Fund. On or before the 20th day of each month, the treasurer of the state of Illinois, at the direction of the Tollway, will transfer or apply the balance in the Revenue Fund not previously transferred or applied in the following order of priority:

First, to the operating sub-account of the Maintenance and Operations Account;

Second, to the operating reserve sub-account of the Maintenance and Operations Account;

Third, to the interest sub-account, principal sub-account and redemption sub-account of the Debt Service Account, in that order of priority, for deposits relating to the senior bonds;

Fourth, to the provider payment sub-account of the Debt Service Account to pay costs of credit enhancement or qualified hedge agreements for senior bonds or to reimburse providers of credit enhancement or qualified hedge agreements for senior bonds for payments of principal or interest made by such providers and fees of such providers and to make termination payments then due and owing with respect to any such credit enhancement or qualified hedge agreements outstanding prior to the effective date of the Seventh Supplemental Indenture (June 22, 2005), which contained an amendment establishing the Termination Account (but no such deposit for any termination payment for a qualified hedge agreement shall be made if there is any deficiency in the Debt Reserve Account);

Fifth, to the Debt Reserve Account;

Sixth, to any Junior Bond Debt Service Account or any Junior Bond Debt Reserve Account;

Fund Structure

Seventh, to the Termination Payment Account to pay termination payments then due and owing with respect to credit enhancement and qualified hedge agreements executed and delivered on or after the effective date of the amendment establishing the Termination Payment Account (June 22, 2005);

Eighth, to the Renewal and Replacement Account;

Ninth, to the Improvement Account; and

Tenth, the balance of such amounts in the Revenue Fund, to the System Reserve Account.

Overview of Flow of Funds

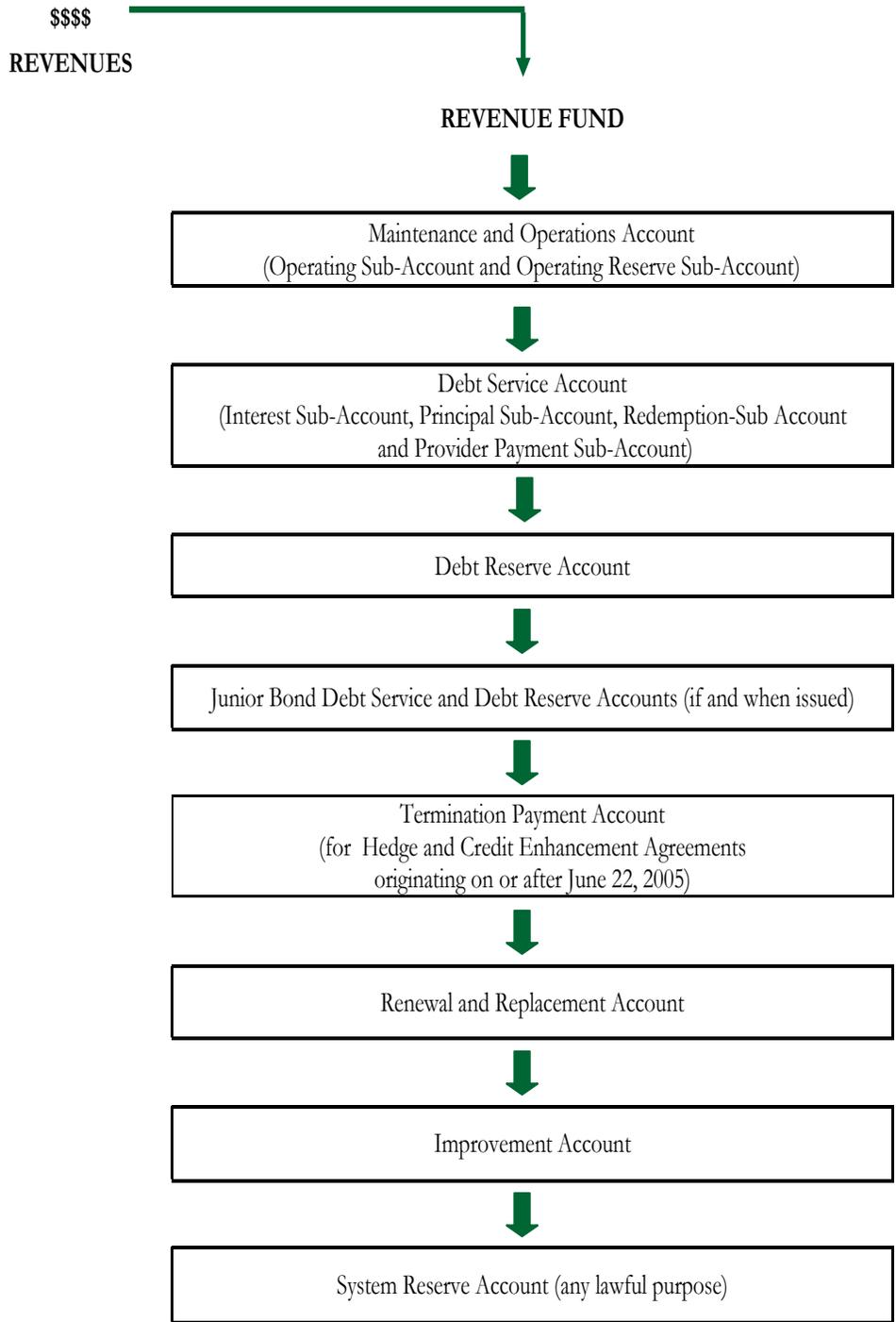


Exhibit 5

Maintenance and Operations Account

The Maintenance and Operations Account consists of the Operating Sub-Account and the Operating Reserve Sub-Account. Monies in the Operating Sub-Account are applied to operating expenses at the direction of the Tollway.

Revenues are transferred to the Operating Sub-Account to cover the expenses set forth in the annual budget for the current fiscal year. One-twelfth of the operating expenses outlined in the annual budget are transferred to this account once a month.

The Operating Reserve Sub-Account receives or retains an amount not to exceed 30 percent of the amount budgeted for operating expenses in the annual budget for the current fiscal year. Monies in the Operating Reserve Sub-Account are held as a reserve for the payment of operating expenses and are to be withdrawn if monies are not available to the credit of the Operating Sub-Account to pay operating expenses.

If the Tollway determines that the amount in the Operating Reserve Sub-Account exceeds the amount deemed necessary, the excess will be withdrawn from such Sub-Account and applied as revenues.

Debt Service Account, Debt Reserve Account and Termination Payment Account

The Debt Service Account consists of the Interest Sub-Account, the Principal Sub-Account, the Redemption Sub-Account and the Provider Payment Sub-Account to be held by the trustee.

Revenues are required to be deposited to cover the interest, principal and sinking fund installment amounts due and unpaid for bonds and the costs and reimbursements (and termination payments for agreements executed before June 22, 2005) of providers of credit enhancement or qualified hedge agreements.

Revenues must also be deposited to the credit of the Debt Reserve Account in an amount sufficient to cause the balance in it to equal the Debt Reserve requirement (maximum annual debt service) and to make any required reimbursement to providers of Debt Reserve Account Credit Facilities.

The Termination Payment Account was established in the Seventh Supplemental Indenture (June 22, 2005) to pay termination payments due to any providers of credit enhancement and qualified hedge agreements executed on or after June 22, 2005.

Renewal and Replacement Account

Revenues must be credited to the Renewal and Replacement Account in an amount set forth in the annual budget. This amount is determined based on recommendations of the consulting engineer. Additional funds can be transferred to this account by the Tollway based on the capital program expenditures.

Improvement Account

At the direction of the Tollway, amounts are then applied to the Improvement Account for allocation to Improvement projects until the balance in the Account is equal to the Improvement Requirement.

System Reserve Account

The balance in the Revenue Fund is deposited to the credit of the System Reserve Account to provide for deficiencies in any other account or sub-account. If all accounts have sufficient funds, System Reserve Account funds can be used to pay off debt, fund construction projects, make improvements or for any other lawful Tollway purpose.

Construction Fund

The Construction Fund is held as a separate segregated fund. The Construction Fund receives funds from the sale of bonds and the investment of bond proceeds. No toll revenues are deposited in this fund unless via transfer from the System Reserve Account. The treasurer may deposit any such separate, segregated accounts within the Construction Fund with the bond trustee, pursuant to the provisions of a Supplemental Indenture.

Fiscal Year 2015 - 2017
Statement of Revenues/Expenditures/Transfers and
Changes in Accounts and Fund Balances

(\$ millions)

ACCOUNTS/ FUNDS	2015 Actual	2016 Estimate	2017 Budget	2016 to 2017 % Change
<u>Maintenance and Operations Account</u>				
Beginning Balance	\$28.6	\$39.5	\$27.4	
Transfer from Revenue Fund to Operating Sub-Account	309.4	309.6	336.3	
Transfer from Revenue Fund to Operating Reserve Sub-Account	0.0	0.0	0.0	
Expenditures	(298.5)	(321.8)	(336.3)	
Ending Balance	\$39.5	\$27.4	\$27.4	0.0%
<u>Debt Service Account</u>				
Beginning Balance	\$117.1	\$88.8	\$24.9	
Transfer from Revenue Fund (1)	353.0	382.9	405.0	
Federal Subsidy for Build America Bonds	15.1	15.1	15.1	
Bonds Retired	(134.6)	(170.5)	(88.9)	
Interest Expense	(254.8)	(286.0)	(303.5)	
Other Financing Costs (4)	(7.0)	(5.3)	(6.3)	
Ending Balance	\$88.8	\$24.9	\$46.3	86.0%
<u>Renewal and Replacement Account</u>				
Beginning Balance	\$336.8	\$279.8	\$258.6	
Transfer from Revenue Fund (1)	240.3	300.0	420.0	
Expenditures (2)	(297.3)	(321.1)	(350.6)	
Ending Balance	\$279.8	\$258.6	\$328.1	26.8%
<u>Improvement Account</u>				
Beginning Balance	\$261.4	\$246.6	\$422.3	
Transfer from Revenue Fund (1)	306.1	307.5	219.1	
Transfer from Construction Fund	895.3	763.7	300.0	
Expenditures (2)	(1,216.2)	(895.5)	(610.7)	
Ending Balance	\$246.6	\$422.3	\$330.7	-21.7%
<u>Construction Fund</u>				
Beginning Balance	\$481.1	\$422.0	(\$0.0)	
Bond Proceeds (3)	836.2	341.5	300.0	
Investment Income	0.0	0.2	0.0	
Transfers to Improvement Account	(895.3)	(763.7)	(300.0)	
Ending Balance	\$422.0	(\$0.0)	(\$0.0)	0.0%

(1) Transfers in 2015 includes allocation of investment income.

(2) 2015 expenditures reflected cost recoveries of \$5.7 million for the Improvement Account and \$4.2 million for the Renewal and Replacement Account pursuant to inter-governmental agreements (IGA), and 2016 estimated expenditures are net of IGA reimbursements of \$30.0 million for the Improvement Account. 2017 Budgeted Expenditures do not reflect any IGA reimbursements.

(3) Bond Proceeds are net of issuance costs and Debt Reserve Account deposits.

(4) Other Financing Costs include bond-related costs other than debt service, including costs related to refundings and accounting adjustments.

Totals may not add due to rounding.

Exhibit 6



Budget Summaries

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Fiscal Year 2017 Budgeted Revenues and Expenditures

The Illinois Tollway is a self-supporting entity depending on the revenue stream derived from Tollway operations for its support. Unlike other state of Illinois agencies whose budgets are appropriated and approved by the state legislature, the Tollway receives no appropriations from the state of Illinois and the annual budget is approved by the Tollway Board of Directors.

Revenues

Toll Revenue and Evasion Recovery	\$1,366 million	Collections via cash, I-PASS or recovery of violation payments
Concessions	\$3 million	Oases, fuel, food and retail sales
Investment Income	\$6 million	Interest income on Tollway funds and I-PASS cash escrow accounts
Miscellaneous	\$5 million	Revenue from overweight trucks, fines, rental of assets for fiber optics, license fees, etc.
Total Current Revenues	\$1,380 million	

Operating Expenses

Maintenance and Operations	\$336 million	Related to toll collections, roadway maintenance, traffic control, safety, insurance and administration
Debt Service	\$405 million	Principal and interest payments and other financing costs
Total Operating and Debt Service Expenditures	\$741 million	

Capital Program Expenditures **\$961 million** Capital expenditures for systemwide maintenance, reconstruction and expansion

Capital program costs are funded through allocations of current revenue, monies on deposit in the Renewal and Replacement Account and the Improvement Account and proceeds from the sale of bonds.

Exhibit 7

Sources of Revenues FY 2016 - FY 2017

(\$ millions)

	FY 2016 Budget	FY 2016 Estimates	FY 2017 Projections
Toll Revenues and Evasion Recovery	\$1,290	\$1,287	\$1,366
Investment Income	2	5	6
Concessions and Miscellaneous Revenues	8	8	8
Revenues Total	\$1,300	\$1,300	\$1,380

Exhibit 8

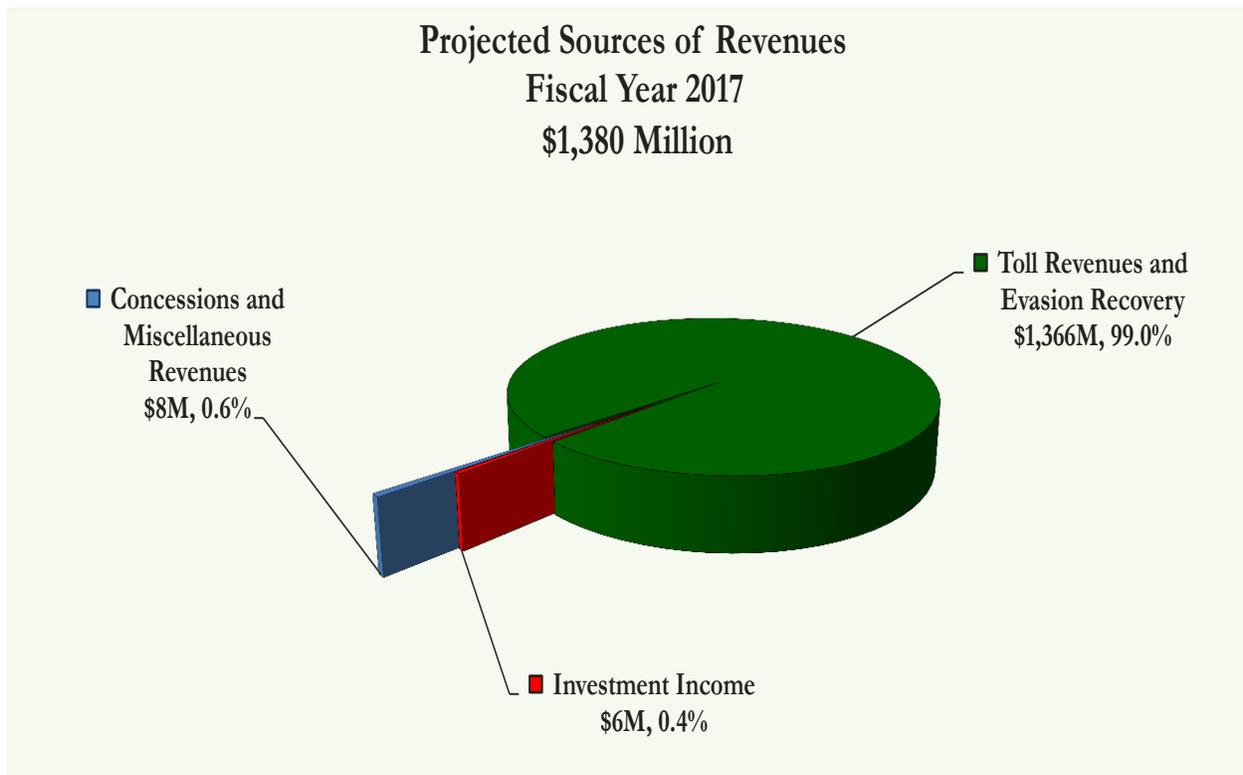


Exhibit 9

**Allocations of Revenues
FY 2016 - FY 2017**

(\$ millions)

	FY 2016 Budget	FY 2016 Estimates	FY 2017 Projections
Maintenance and Operations	\$322	\$322	\$336
Debt Service Transfers	399	383	405
Deposits to Renewal and Replacement and Improvement	579	595	639
Allocations Total	\$1,300	\$1,300	\$1,380

Renewal and Replacement and Improvement are Capital accounts used for preservation, rehabilitation, construction, reconstruction or extension of the system and investment in equipment.

Exhibit 10

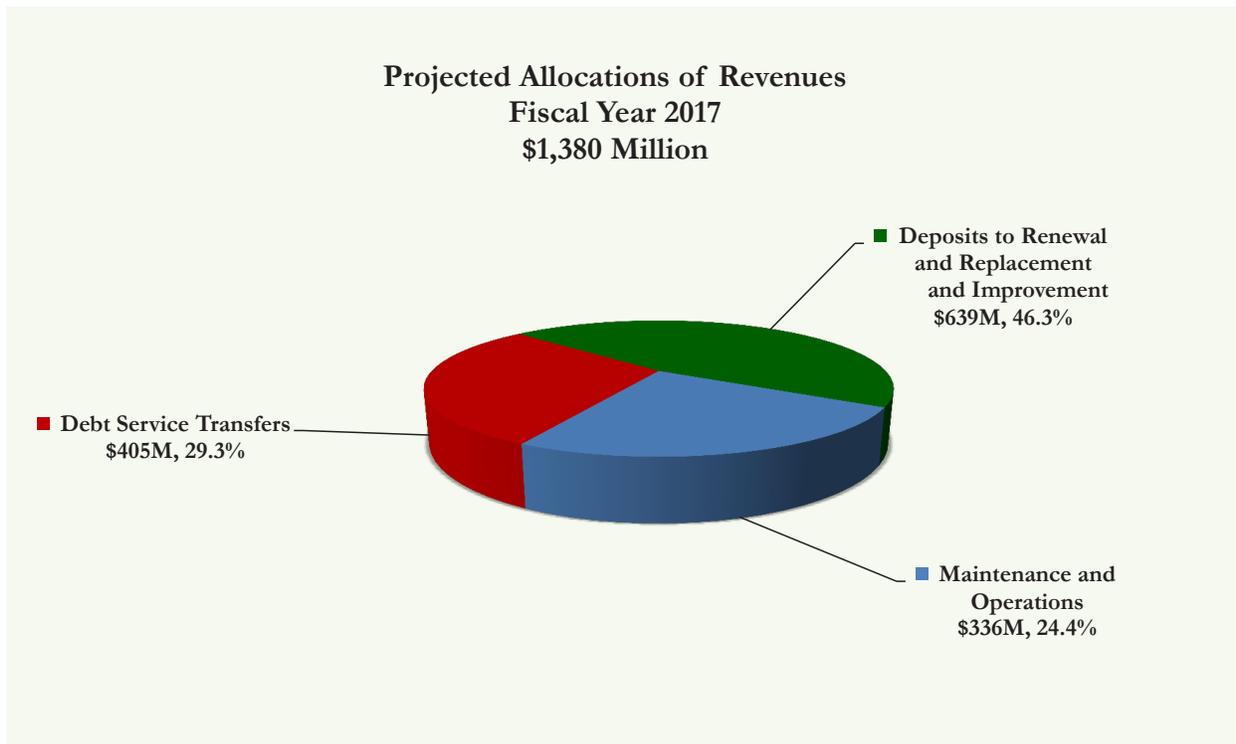
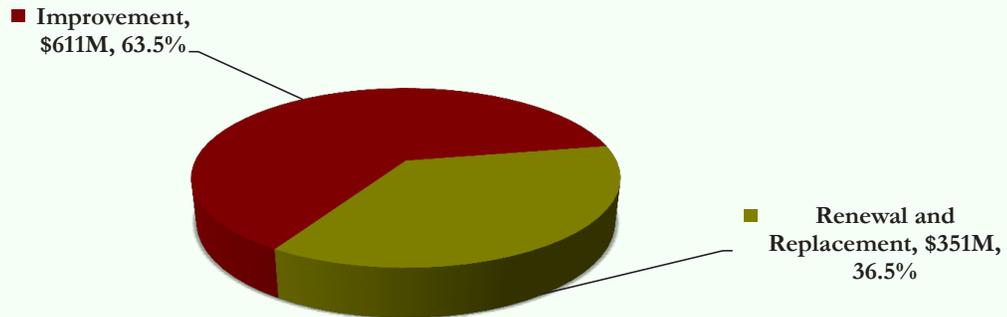


Exhibit 11

**Projected Capital Program Expenditures
Fiscal Year 2017
\$961 Million**



Totals may not add due to rounding.

Capital Program costs are funded through allocations of current revenue, monies on deposit in the Renewal and Replacement Account and the Improvement Account and proceeds from the sale of bonds.

Exhibit 12

FY 2017 Requested Headcount

Department	2014 Budget	2015 Budget	2016 Budget	2017 Request	Change From 2016 Budget
Administration	36	36	36	38	2
Business Systems	63	63	63	61	(2)
Communications	11	11	11	12	1
Diversity and Strategic Development	6	6	6	8	2
Engineering	605	612	627	615	(12)
Executive Office and Directors	7	7	6	8	2
Finance	55	56	56	56	-
Information Technology	68	68	68	55	(13)
Inspector General	6	6	6	6	-
Internal Audit	7	8	7	8	1
Legal	12	12	12	12	-
Procurement	54	54	54	58	4
State Police	19	19	18	18	-
Toll Operations	646	637	625	598	(27)
Total Headcount	1,595	1,595	1,595	1,553	(42)

Exhibit 13

Headcount Summary

In order to support the Tollway's goal to serve customers, businesses and communities, as well as, operate an efficient system of roadways, the Tollway is adding 12 positions in 2017. In addition, the Tollway continues to find efficiencies in operations and will eliminate 54 positions. The headcount for the 2017 Budget will have a net decrease of 42 vacant positions.

**FY 2017 Maintenance and Operations Budget
By Category**

(\$ Thousands)

Category	Actual Expenditures	2016 Budget	2017 Budget Request	from 2016 Budget	from 2016 Budget
Salary and Wages	\$106,673	\$109,630	\$107,511	(\$2,118)	-1.9%
FICA and Retirement	54,128	57,056	58,599	1,543	2.7%
Group Insurance	32,364	36,442	39,064	2,622	7.2%
All other Insurance	8,217	12,065	11,646	(419)	-3.5%
Credit Card Fees and Bank Charges	21,079	22,475	24,135	1,660	7.4%
All Other Contractual Services	41,365	44,351	48,809	4,458	10.1%
Equipment/ Office Rental/ Maintenance	14,825	17,763	25,393	7,630	43.0%
Parts and Fuels	6,361	7,397	6,676	(721)	-9.7%
Utilities	7,535	8,113	8,300	188	2.3%
Operational Materials and Supplies	7,275	7,863	7,484	(379)	-4.8%
Other Miscellaneous Expenses	988	977	902	(74)	-7.6%
Recovery of Expenses	(2,330)	(2,325)	(2,260)	65	-2.8%
Total M and O Costs	\$298,479	\$321,807	\$336,261	\$14,454	4.5%

Exhibit 14

FY 2017 Maintenance and Operations Budget					
By Major Account					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Budget Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$106,672,898	\$109,629,900	\$107,511,449	(\$2,118,451)	-1.93%
FICA	6,944,266	7,217,000	7,047,779	(169,222)	-2.34%
Retirement	47,183,269	49,839,400	51,551,644	1,712,244	3.44%
Payroll Sub-Total	\$160,800,433	\$166,686,300	\$166,110,872	(\$575,428)	-0.35%
Employee Group Insurance	32,363,961	36,442,300	39,063,924	2,621,624	7.19%
Outside Services	28,022,472	29,995,800	35,649,567	5,653,767	18.85%
Office Equipment-Maintenance	14,399,126	17,363,800	24,978,468	7,614,668	43.85%
Bank Charges	21,078,804	22,475,000	24,135,000	1,660,000	7.39%
Worker's Compensation Insurance	6,234,653	8,931,400	8,199,400	(732,000)	-8.20%
Consulting Services	7,941,467	7,622,000	6,813,000	(809,000)	-10.61%
Contracted Maintenance Service	5,092,501	6,214,800	5,847,123	(367,677)	-5.92%
Materials - Operational	5,030,590	5,327,500	5,035,127	(292,373)	-5.49%
Utilities	4,539,742	5,001,000	5,001,000	0	0.00%
Fuels and Oils	3,137,088	4,314,300	3,501,300	(813,000)	-18.84%
Property Insurance	1,981,983	3,133,300	3,446,600	313,300	10.00%
Telephone and Telegraph	2,994,835	3,111,500	3,299,380	187,880	6.04%
Replacement Parts	3,023,293	2,915,000	2,997,600	82,600	2.83%
Supplies - Operational	960,001	934,400	926,150	(8,250)	-0.88%
Postage and Express	537,396	702,600	714,787	12,187	1.73%
Supplies - Office	570,783	551,800	516,300	(35,500)	-6.43%
Office/Equipment Rentals	425,420	398,700	414,096	15,396	3.86%
Uniforms and Accessories	575,472	410,000	399,260	(10,740)	-2.62%
Dues, Books and Subscriptions	203,210	239,000	265,300	26,300	11.00%
Tools and Equipment	200,772	167,500	177,248	9,748	5.82%
Armored Truck Service	162,874	180,000	170,000	(10,000)	-5.56%
Employee Training	109,424	178,200	141,300	(36,900)	-20.71%
Advertising and Promotion	38,143	94,000	109,800	15,800	16.81%
Travel and Subsistence	99,919	148,500	96,550	(51,950)	-34.98%
Building Equipment	73,283	98,600	92,283	(6,318)	-6.41%
Surety Bonds	54,807	115,000	85,000	(30,000)	-26.09%
Police Capital Equipment	21,884	74,500	74,500	0	0.00%
Printing and Publications	51,435	74,500	74,425	(75)	-0.10%
Bond Trustee	170	50,000	50,000	0	0.00%
Roadway Equipment	32,194	92,300	49,975	(42,325)	-45.86%
Office Equipment	9,135	44,200	46,665	2,465	5.58%
Other Expenses	16,005	25,600	16,800	(8,800)	-34.38%
Other Capital Equipment	21,895	12,200	10,250	(1,950)	-15.98%
Employment Medical Expense	1,588	5,000	10,000	5,000	100.00%
Other Minor Accounts	2,327	500	1,500	1,000	0.00%
Sub-Total	\$300,809,085	\$324,131,100	\$338,520,548	\$14,389,448	4.44%
Recovery of Expenses	(2,329,920)	(2,324,500)	(2,259,500)	65,000	-2.80%
DEPARTMENT TOTAL	\$298,479,165	\$321,806,600	\$336,261,048	\$14,454,448	4.5%

Exhibit 15

Maintenance and Operations Accounts

For fiscal year 2017, Salaries and Wages decreased by \$2.1 million due to phasing of departmental vacancies and the elimination of 42 vacant positions.

Retirement increased by \$1.7 million due to an increase in the State Employees Retirement System (SERS) pension contribution rate.

Employee Group Insurance increased by \$2.6 million based on projected employee enrollment and the rising cost of health care, including additional increases required by collective bargaining agreements. This account includes group medical, dental, optical and life, as well as retiree health and life insurance.

Outside Services increased by \$5.7 million to support and enhance electronic toll collection and violation enforcement. This includes funding for the Customer Service Call Center to cover increased call rates, call minutes and support the new Illinois Route 390 Tollway. In addition, outside services increased to support technical assistance programs that increase participation on tollway projects by diverse businesses and under represented individuals.

Credit Card Fees and Bank Charges increased by \$1.7 million to accommodate merchant card fees associated with increased revenue and electronic toll payments from commercial vehicles.

Office/Equipment-Maintenance increased by \$7.6 million mainly due to increased costs for maintenance services in the areas of toll collection equipment, the new Accenture Tolling Solutions (ATS) system, and information technology software/hardware, partially offset by ITS maintenance costs moving to the Contracted Maintenance Services category.

Workers' Compensation Insurance decreased by \$0.7 million compared to the 2016 budgeted amount to reflect trends identified in the latest actuarial study.

Consulting Services decreased by \$0.8 million primarily due to two areas:

- Information Technology - the development phase of the enterprise resource planning program is complete and funding for the implementation phase is now included in the 2017 Capital Program. In addition, the contract to maintain Web/e-Commerce will now be part of the new Accenture Tolling Solutions (ATS) system.
- Engineering - reducing ITS support costs as the department is increasing staff to support similar functions.

Contracted Maintenance Service decreased by \$0.4 million mainly due to an ITS electrical maintenance contract and an on-call ITS maintenance contract to support all ITS devices (Sensys, weigh-in-motion, roadway weather information system equipment and security surveillance).

Materials–Operational decreased by \$0.3 million mainly due to larger in-stock of inventory thus reducing need for new purchases.

Fuels and Oils decreased by \$0.8 million due to decreased fuel prices.

Property Insurance increased by \$0.3 million due to an increase in replacement costs as new structures are built.

Budget Summaries

FY 2017 Maintenance and Operations Budget By Department

(\$ thousands)

Department	2015 Actual Expenditures	2016 Budget	2017 Budget Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Administration	\$3,958	\$4,624	\$4,701	\$77	1.7%
Business Systems	61,882	65,355	\$75,690	10,335	15.8%
Communications	1,299	1,483	\$1,670	186	12.6%
Diversity and Strategic Development	1,492	2,577	\$4,145	1,568	60.8%
Engineering	73,997	77,915	\$76,636	(1,279)	-1.6%
Executive Office and Directors	1,503	1,618	\$1,835	218	13.5%
Finance	44,293	52,621	\$55,399	2,777	5.3%
Information Technology	11,480	14,497	\$15,786	1,289	8.9%
Inspector General	818	915	\$954	39	4.2%
Internal Audit	776	917	\$828	(89)	-9.8%
Legal	1,615	1,978	\$1,854	(124)	-6.3%
Procurement	4,325	4,582	\$4,880	298	6.5%
State Police	31,778	32,948	\$33,715	767	2.3%
Toll Operations	59,262	59,775	\$58,168	(1,607)	-2.7%
Authority Total	\$298,479	\$321,807	\$336,261	\$14,454	4.5%

Totals may not add due to rounding.

Exhibit 16

FY2017 Maintenance and Operations Budget % of Total Budget by Department

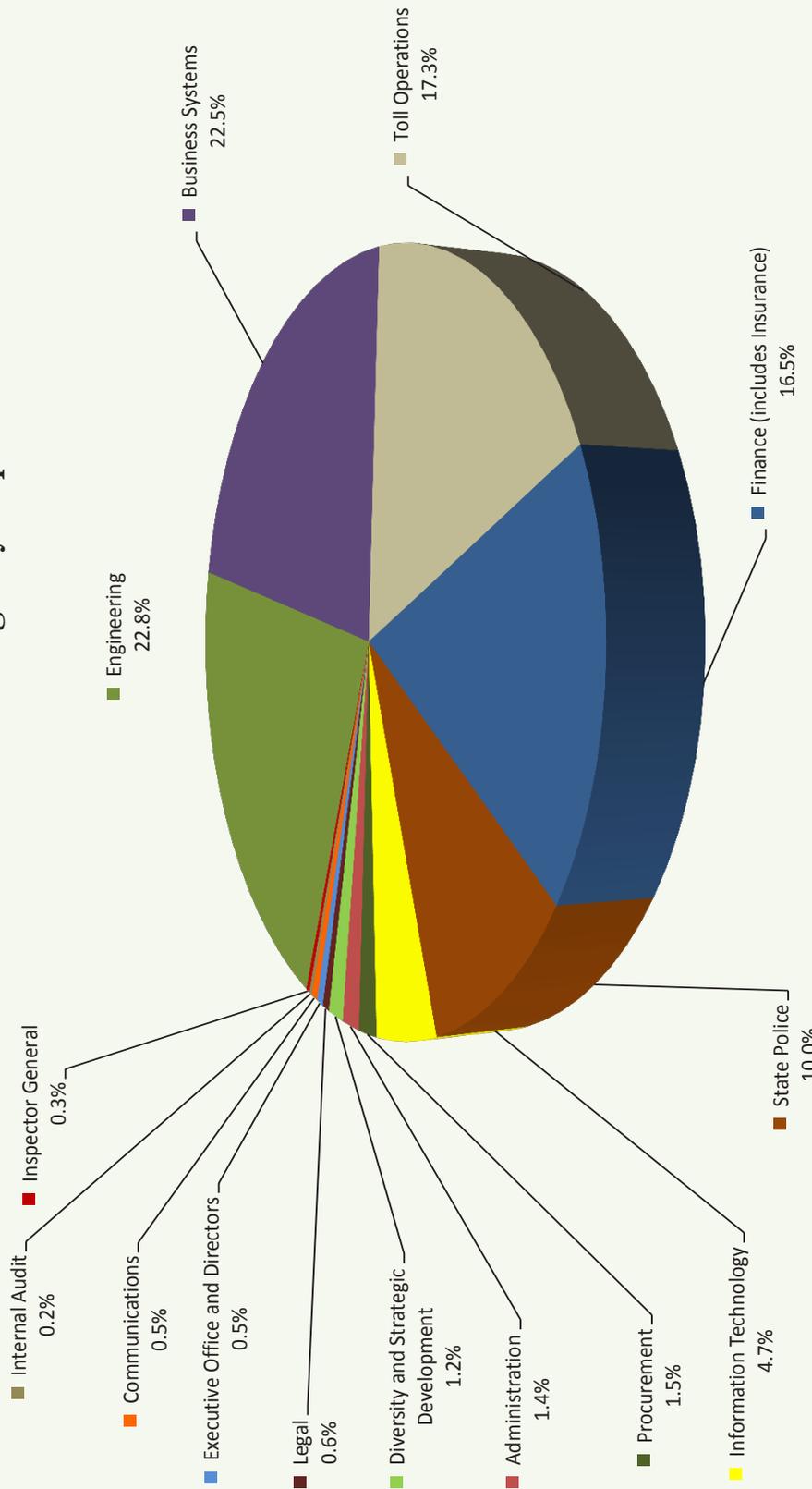


Exhibit 17

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Strategic Plan/ Performance Metrics



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Overview of Tollway Strategic Plan

Mission Statement

The Illinois Tollway is dedicated to providing and promoting a safe and efficient system of highways while ensuring the highest possible level of customer service.

Strategic Outcomes

With this mission statement in mind, the Illinois Tollway is guided by the “Budgeting for Results” strategic outcomes that are outlined by the Governor’s Office of Management and Budget:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and create safer communities
3. Support basic functions of government
4. Strengthen cultural and environmental vitality

These strategic outcomes represent the Tollway’s long-range goals and objectives which have been clearly defined and given high priority by management. These strategic outcomes are generally considered multi-year programs.

Performance Metrics

The strategic outcomes are, in turn, aligned with the following performance metrics:

1. I-PASS rush hour transactions percentage
2. I-PASS all hours transactions percentage
3. Travel time index congestion measure
4. Incident response time
5. Incident clearance time
6. Construction program budget to committed contract variance
7. Pavement rating
8. Frontline staff percentage
9. Total transactions per full-time employee
10. I-PASS Customer Call Center responsiveness

These performance metrics are reported to Tollway management as well as the Governor’s Office, to ensure that the Tollway’s mission statement and corresponding strategic outcomes are kept on track at all times throughout the organization.

Internal Tollway Targets

Internal targets are established by Tollway personnel involved in the strategic planning process. In some cases, the bar is raised when actual measurements approach a pre-determined target.

External Benchmarks

External benchmarks are established by consultants who match the Tollway’s performance metrics with those of similar roadway systems throughout the U.S.

Departmental Accomplishments, Goals and Objectives

Included in the Departmental Budgets and Narratives section are the 2016 Accomplishments as well as the 2017 Goals and Objectives for each department. These are aligned to the Tollway's strategic outcomes, which are generally long-term in nature, while others pertain to internal departmental goals and objectives, which are generally short-term in nature and sometimes not quantifiable. Regarding internal departmental goals and objectives, accountability enters into play when one sees how many goals and objectives were actually accomplished from one year to the next.

Overview of Tollway Operating Metrics

Mission Statement:

The Illinois Tollway is dedicated to providing and promoting a safe and efficient system of toll supported highways while ensuring the highest possible level of customer service.

Strategic Priorities:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and create safer communities
3. Support basic functions of government
4. Strengthen cultural and environmental vitality

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2016 YTD (Jan-Sept)	Internal Tollway Target	External Benchmark
1	2, 4	I-PASS Rush Hour Transactions Percentage	Measures the number of drivers who use electronic toll collection (i.e., I-PASS) during the Rush Hour period. The use of I-PASS reduces traffic congestion at the toll plazas.	90.4%	92.0%	85.5% - Florida Turnpike Mainline Southern Facilities FY 2014*
2	2, 4	I-PASS All Hours Transactions Percentage	Measures the number of drivers who use electronic toll collection (i.e., I-PASS) during all hours of the day. The use of I-PASS reduces traffic congestion at the toll plazas.	86.8%	88.0%	81.4% - Florida Turnpike FY 2014**
3	2, 3, 4	Travel Time Index Congestion Measure	Measures the amount of systemwide traffic congestion. It is the ratio between the Average Travel Time and the Free Flow Travel Time (60 mph). Values greater than 1.00 reflect congestion.	AM Peak = 1.03 PM Peak = 1.16 Total Day = 1.00	AM = 1.00 PM = 1.00 TD = 1.00	AM = 1.25 Atlanta PM = 1.35 Atlanta TD = Not Available***
4	2	Incident Response Time	Measures the Tollway's ability to identify congestion creating traffic incidents and ensure units arrive promptly to the scene.	Personal Injury Response Time = 04:40 min Fatality Response Time = 04:15 min Property Damage Response Time = 08:25 min	PIR = 5:00 min FR = 5:00 min PDR = 9:00 min	PIR = Not Available FR = 28:00 min PDR = Not Available Washington State

Sources:

* Estimated from http://www.floridasturnpike.com/downloads/TEAR/2014/06_SunPass_202014.pdf (p. 37)

** http://www.floridasturnpike.com/downloads/TEAR/2014/06_SunPass_202014.pdf (p. 1)

*** 2011 Transportation Metropolitan Atlanta Report - Georgia Regional Transportation Authority http://www.grta.org/ip/2011_Transportation_MAP_Report.pdf

Overview of Tollway Operating Metrics (continued)

Mission Statement:
The Illinois Tollway is dedicated to providing and promoting a safe and efficient system of toll supported highways while ensuring the highest possible level of customer service.

Strategic Priorities:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and create safer communities
3. Support basic functions of government
4. Strengthen cultural and environmental vitality

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2016 YTD (Jan-Sept)	Internal Tollway Target	External Benchmark
5	2	Incident Clearance Time	Measures the Tollway's ability to remedy congestion creating traffic incidents.	Personal Injury Clearance Time = 22:05 min Fatality Clearance Time = 02:43 hrs Property Damage Clearance Time = 11:48 min	PIC = 28:00 min FC = 2:45:00 hrs PDC = 12:00 min	PIC = 2:50 hr FC = 4:06 hr PDC = Not Available Washington State
6	1, 2, 3	Const. Program Budget to Committed Contract Variance	Measures the Tollway's ability to manage its construction program to budget.	-17.3%	0%	Not Available
7	2	Pavement Rating*	Measures the condition of the Tollway's roads.	Excellent = 52% Good = 25% Transitional = 7% Fair = 3% Poor = 0% Not Avail. (under const) = 13%	Excellent=70% Good=25% Transitional=5% Fair=0% Poor=0% NA=0%	Excellent=25% Good=59% Transitional=0% Fair=10% Poor=6% NA=0% Oregon DOT
8	1, 2, 3, 4	Frontline Staff Percentage	Measures the percentage of frontline employees to total employees.	74%	75%	Not Available
9	2, 3	Total Transactions per FTE	Measures the efficiency of service delivery.	1758	1500	598 - Oklahoma
10	2	I-PASS Call Center Responsiveness	Measures the responsiveness of the I-PASS Call Center to customer calls.	1) Average time to answer = 1.00 min 2) Average talk Time = 6.95 min	1) Average time to answer = 1.30 min 2) Average talk Time = N/A	Not Available

* Consulting Engineer's 2015 Annual Report

Performance Measurements - Historical Trends

Mission Statement:

The Illinois Tollway is dedicated to providing and promoting a safe and efficient system of toll supported highways while ensuring the highest possible level of customer service.

Strategic Priorities:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and create safer communities
3. Support basic functions of government
4. Strengthen cultural and environmental vitality

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2012	2013	2014	2015	2016 YTD (Jan-Sept)
1	2, 4	I-PASS Rush Hour Transactions Percentage	90.6%	90.5%	90.4%	90.4%	90.4%
2	2, 4	I-PASS All Hours Transactions Percentage	86.3%	86.5%	86.6%	86.6%	86.8%
3	2, 3, 4	Travel Time Index Congestion Measure	AM Peak = 0.98 PM Peak = 1.05 Total Day = 0.97	AM Peak = 1.02 PM Peak = 1.11 Total Day = 1.00	AM Peak = 1.06 PM Peak = 1.15 Total Day = 1.02	AM Peak = 1.05 PM Peak = 1.19 Total Day = 1.02	AM Peak = 1.03 PM Peak = 1.16 Total Day = 1.00
4	2	Incident Response Time	Personal Injury Response Time (PIR) = 5:45 min Fatality Response Time (FR) = 6:20 min Property Damage Response Time (PDR) = 9:30 min	PIR = 5:50 min FR = 5:30 min PDR = 9:40 min	PIR = 6:10 min FR = 5:30 min PDR = 10:20 min	PIR = 06:25 min FR = 04:47 min PDR = 10:30 min	PIR = 04:40 min FR = 04:15 min PDR = 8:25 min
5	2	Incident Clearance Time	Personal Injury Clearance (PIC) Time = 30:30 min Fatality Clearance Time (FC) = 2:46:36 hrs Property Damage Clearance Time (PDC) = 1:30 min	PIC = 31:10 min FC = 3:15:58 hrs PDC = 1:03:35 min	PIC = 32:10 min FC = 3:33:37 hrs PDC = 1:18:50 min	PIR = 31:05 min FR = 03:45:33 hrs PDR = 15:10 min	PIR = 22:05 min FR = 02:43:12 hrs PDR = 11:48 min

Exhibit 19-1

Performance Measurements - Historical Trends (continued)

Mission Statement:

The Illinois Tollway is dedicated to providing and promoting a safe and efficient system of toll supported highways while ensuring the highest possible level of customer service.

Strategic Priorities:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and create safer communities
3. Support basic functions of government
4. Strengthen cultural and environmental vitality

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2012	2013	2014	2015	2016 YTD (Jan-Sep)
6	1, 2, 3	Const. Program Budget to Committed Contract Variance	-5.9%	-13.1%	2.0%	-9.9%	-17.3%
7	2	Pavement Rating*	Excellent = 60% Good = 18% Transitional = 10% Fair = 11% Poor = 0% Not Avail. (under const) = 1%	Excellent = 59% Good = 19% Transitional = 5% Fair = 10% Poor = 0.8% Not Avail. (under const) = 6%	Excellent = 70% Good = 16% Transitional = 7% Fair = 6% Poor = 0.2% Not Avail. (under const) = 0.4%	Excellent = 44% Good = 30% Transitional = 5% Fair = 2% Poor = 0% Not Avail. (under const) = 20%*	Excellent = 52% Good = 25% Transitional = 7% Fair = 3% Poor = 0% Not Avail. (under const) = 13%*
8	1, 2, 3, 4	Frontline Staff Percentage	74%	74%	74%	74%	74%
9	2, 3	Total Transactions per FTE	1488	1514	1532	1652	1758
10	2	I-PASS Call Center Responsiveness	1) Average time to answer = 3.1 min 2) Average talk time = 6.3 min	1) Average time to answer = 3.5 min 2) Average talk time = 6.9 min	1) Average time to answer = 0.46 min 2) Average talk time = 6.48 min	1) Average time to answer = 0.51 min 2) Average talk time = 6.67 min	1) Average time to answer = 1.00 min 2) Average talk time = 6.95 min

* Consulting Engineer's 2015 Annual Report



Departmental Maintenance and Operations Budgets and Narratives



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Department Functions Overview

Department	Functions	2017 Request
Administration	Responsible for the development and implementation of administrative policies and procedures and employee compliance therewith	\$4,701,385
Business Systems	Responsible for the operation and maintenance of the open road tolling system and collection of toll revenue from toll violators	\$75,690,490
Communications	Responsible for all external and internal communications between the Tollway and its constituents	\$1,669,681
Diversity and Strategic Development	Responsible for promoting, developing and implementing a comprehensive diversity program	\$4,144,964
Engineering	Responsible for the planning, design, construction, program management and maintenance of the roadways	\$76,635,560
Executive Office and Directors	Sets policies for the organization and overall management of the Tollway	\$1,835,499
Finance	Responsible for financial reporting, accounting, budgeting, accounts payable, payroll, risk management, Insurance, fiscal operations, revenue toll audit and bond issuances	\$55,398,532
Information Technology	Responsible for planning, directing, managing and controlling all information technologies and telecommunications throughout the Tollway	\$15,786,425
Office of the Inspector General	Responsible for investigating instances of waste, inefficiencies, fraud, corruption, misconduct and mismanagement of the day-to-day operations of the Tollway	\$953,909
Internal Audit	Responsible for recommending improvements and changes that increase the economy, efficiency and effectiveness of Tollway projects and processes.	\$827,525
Legal	Legal advisor and attorney for the Tollway	\$1,854,333
Procurement	Responsible for all purchasing and procurement issues and authorized to execute contracts and place orders for goods and services	\$4,879,542
Illinois State Police District 15	Responsible for providing comprehensive law enforcement services	\$33,714,925
Toll Operations	Responsible for providing the necessary resources and services to maintain the Tollway's operations, as well as managing the collection and counting of tolls	\$58,168,280

Exhibit 20

Administration Department

The Administration Department is responsible for the development, implementation and compliance of administrative policies and procedures. In addition, Administration is responsible for appropriating human resources to meet the operational needs of the Tollway. The department serves as the Tollway's key contact for employee relations and employment issues. The Administration Department insures that departmental as well as organizational issues are addressed so the Tollway functions efficiently and effectively.

The Administration Department oversees the following functions:

- Employee Services (Human Resources, Employee Benefits, and Employee Services)
- Administration Services (Central Information Services (CIS) and Customer Relations)
- Safety and Training
- EEO/AA/ADA
- Labor Relations (Grievances and Labor Negotiations)

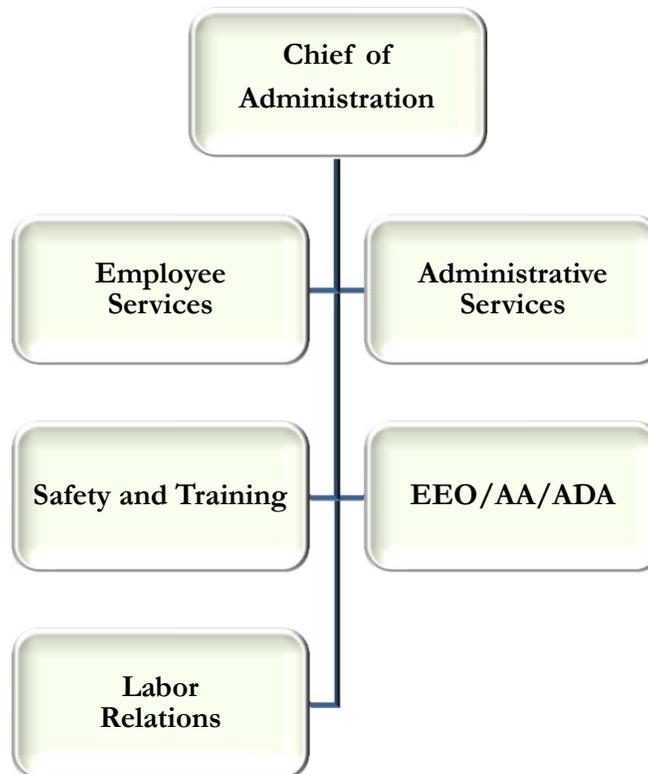


Exhibit 21

DEPARTMENT BUDGET					
ADMINISTRATION					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$1,708,838	\$1,919,000	\$2,001,803	\$82,803	4.3%
FICA and Retirement	879,963	1,021,900	1,112,082	90,182	8.8%
Payroll Sub-Total	\$2,588,802	\$2,940,900	\$3,113,885	\$172,985	5.9%
Telephone and Telegraph	890,127	856,000	853,000	(3,000)	-0.4%
Contracted Maintenance Service	198,418	255,000	255,000	-	0.0%
Office Equipment-Maintenance	32,839	202,000	202,000	-	0.0%
Supplies - Office	82,422	145,000	95,000	(50,000)	-34.5%
Employment Medical Expense	54,807	115,000	85,000	(30,000)	-26.1%
Employee Training	39,586	42,000	37,000	(5,000)	-11.9%
Office/Equipment Rentals	51,067	15,000	15,000	-	0.0%
Dues, Books and Subscriptions	3,602	12,000	10,000	(2,000)	-16.7%
Other Expenses	1,588	5,000	10,000	5,000	100.0%
Postage and Express	358	9,000	9,000	-	0.0%
Supplies - Operational	12,318	9,000	7,000	(2,000)	-22.2%
Travel and Subsistence	260	5,000	5,000	-	0.0%
Advertising and Promotion	1,116	4,000	4,000	-	0.0%
Replacement Parts	191	500	500	-	0.0%
Advisory Committee Expense	1,111	-	-	-	N/A
Materials - Operational	23	-	-	-	N/A
Printing and Publications	98	-	-	-	N/A
Office Equipment	-	6,000	-	(6,000)	-100.0%
Building Equipment	-	3,000	-	(3,000)	-100.0%
Sub-Total	\$3,958,733	\$4,624,400	\$4,701,385	\$76,985	1.7%
Recovery of Expenses	(875)	-	-	-	N/A
DEPARTMENT TOTAL	\$3,957,858	\$4,624,400	\$4,701,385	\$76,985	1.7%

Exhibit 22

The Fiscal Year 2017 Budget Request is \$4.7 million, an increase of \$77 thousand, or 1.7 percent, above the Fiscal Year 2016 Budget amount. Total payroll is \$3.1 million and includes 38 positions.

Maintenance and Operations Highlights:

- Salaries and Wages increased by \$83 thousand compared to the 2016 Budget. This increase reflects additional funding for two new positions.
- FICA and Retirement increased by \$90 thousand compared to the 2016 Budget due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent.
- All other expenses were reduced to align with historical spending.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes	Administration - 2016 Accomplishments
3	Completed new policy and procedure manual.
3	Cross trained key Administration employees on certain functions.
3	Assisted in audit, evaluation, documentation and implementation of security measures to protect Tollway property, employees and customers.
3	Created employment plans to improve focus outreach to diverse communities.
3	Worked with Legal Department to create email retention policy.

Outcomes	Administration - 2017 Goals/Objectives
3	Implement online performance evaluation system.
3	Create standard operation procedure manual for employee benefits.
3	To continue to provide our internal and external customers with good customer service.
3	Revise on-boarding procedures to make them shorter and more dynamic.
3	Continue to create annual employment plans to improve and focus outreach to diverse communities.

Exhibit 23

Department Headcount - Administration

Position Title	FY2015	FY2016	FY2017
Administration Manager	1	1	1
Administration Secretary I	1	1	1
Administration Specialist	1	1	1
Central Information Database Specialist	1	0	1
Chief of Administration	1	1	1
CIS Coordinator	1	1	1
Customer Relations Coordinator	1	1	1
Customer Relations Supervisor	1	1	0
EEO Clerk	0	0	1
EEO/AA	1	1	1
Employee Benefits Clerk	2	1	1
Employee Benefits Manager	1	1	1
Employee Benefits Specialist	1	2	2
Employee Services Coordinator	3	3	4
Employee Services Manager	1	1	1
Employee Services Supervisor	1	1	1
Executive Secretary	1	1	1
Human Resources Placement Specialist	3	4	3
Labor Relations Analyst	1	1	1
Labor Relations Manager	1	1	1
Leave Analyst	0	0	1
Mail and Duplication Clerk	3	3	3
Safety and Training Manager	1	1	1
Safety Supervisor	1	1	1
Senior Manager of Employee Services	1	1	1
Senior Manager of Security	1	1	1
Supervisor Workers Comp Claims	1	1	1
Switchboard Operator	4	4	4
TOTAL	36	36	38

Exhibit 24

Department of Business Systems

The Department of Business Systems is responsible for the operation and maintenance of electronic tolling system hardware and software, which also includes collecting toll revenues from toll violators and assessing fines and imposing sanctions. The department monitors the contracts and performance of the structure surrounding the electronic tolling system. Additionally, Business Systems provides support through the Customer Service Call Center, which acts as a single point of contact for all customer calls that relate to I-PASS, violations processing and unpaid toll services.

Business Systems oversees the following functions:

- Violation Enforcement System
- Customer Service
- Contract Management
- Performance Measurement

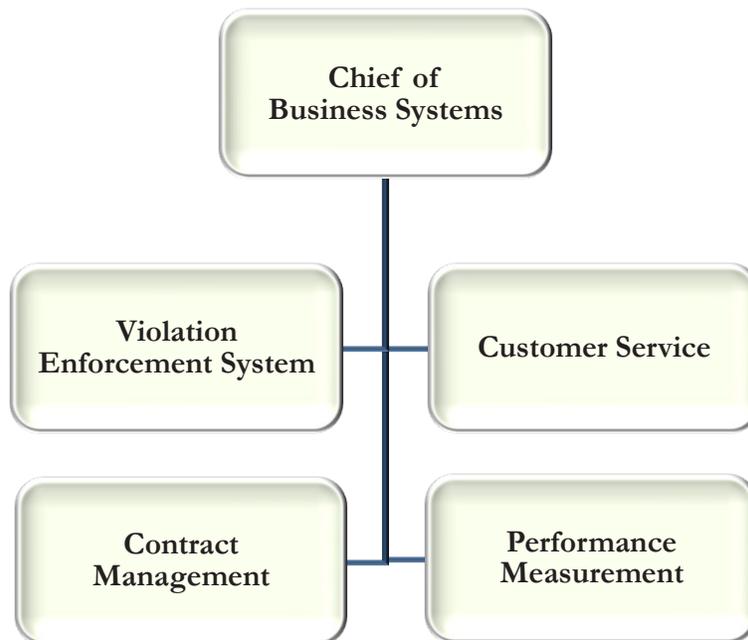


Exhibit 25

DEPARTMENT BUDGET					
BUSINESS SYSTEMS					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$3,053,135	\$3,325,500	\$3,185,610	(\$139,890)	-4.2%
FICA and Retirement	1,575,512	1,770,800	1,769,734	(1,066)	-0.1%
Payroll Sub-Total	\$4,628,647	\$5,096,300	\$4,955,344	(\$140,956)	-2.8%
Outside Services	23,237,341	23,790,500	27,355,860	3,565,360	15.0%
Bank Charges	21,029,135	22,400,000	24,000,000	1,600,000	7.1%
Office Equipment-Maintenance	11,287,917	12,058,000	17,124,000	5,066,000	42.0%
Telephone and Telegraph	1,409,363	1,404,000	1,572,480	168,480	12.0%
Postage and Express	487,221	629,400	647,187	17,787	2.8%
Office/Equipment Rentals	344,007	342,000	363,396	21,396	6.3%
Dues, Books and Subscriptions	75,000	90,000	125,000	35,000	38.9%
Supplies - Office	81,772	102,000	102,000	-	0.0%
Contracted Maintenance Service	92,018	85,000	88,523	3,523	4.1%
Printing and Publications	19,148	24,000	24,000	-	0.0%
Replacement Parts	8,241	6,000	9,600	3,600	60.0%
Travel and Subsistence	3,078	13,000	8,000	(5,000)	-38.5%
Supplies - Operational	7,155	5,100	5,100	-	0.0%
Employee Training	1,913	4,000	4,000	-	0.0%
Other Capital Equipment	-	2,000	2,000	-	0.0%
Materials - Operational	608	1,500	1,500	-	0.0%
Other Expenses	1,474	1,100	1,000	(100)	-9.1%
Office Equipment	-	1,000	1,000	-	0.0%
Advertising and Promotion	100	500	500	-	0.0%
Sub-Total	\$62,714,137	\$66,055,400	\$76,390,490	\$10,335,090	15.6%
Recovery of Expenses	(832,011)	(700,000)	(700,000)	-	0.0%
DEPARTMENT TOTAL	\$61,882,126	\$65,355,400	\$75,690,490	\$10,335,090	15.8%

Exhibit 26

The fiscal year 2017 Budget request is \$75.7 million, an increase of \$10.3 million, or 15.8 percent, above the fiscal year 2016 Budget amount. Total payroll is \$5.0 million and includes 61 positions.

Maintenance and Operations Highlights:

- Salaries and Wages decreased by \$140 thousand compared to the 2016 Budget due to headcount adjustments.
- FICA and Retirement decreased by \$1.1 thousand compared to the 2016 Budget due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent offset by headcount adjustment.

- Office Equipment-Maintenance costs increased by \$5.1 million for maintenance of the new back-office Accenture Tolling Solutions system, partially offset by decreased costs in the areas of software support, lane maintenance, reciprocity maintenance and project management for the Toll Revenue Management and Maintenance Program.
- Outside Services increased by \$3.6 million to support and enhance electronic toll collection and violation processes. This includes funding to cover increased call volume and higher call rates per minute with the Customer Service Call Center vendor, as well as an increase in violation image reviews.
- Credit Card Fees and Bank Charges increased by \$1.6 million due to higher toll transactions.
- Telephone and Telegraph increased by \$168 thousand to cover call minute increases anticipated in the Customer Service Call Center.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes	2016 Accomplishments – Business Systems
2,3	Implemented a new, cutting-edge back-office electronic tolling system. This new system replaces the I-PASS account management, violations management, and reciprocity management previously performed within the custom RITE system. The new system to provides the functionality and flexibility necessary to support a number of customer service improvements, including enhanced customer self-service, new violations processes for the Illinois Route 390 Tollway, new video toll charges, text message alerts, automated settlement calculation capability and integrated call center functionality.
2,3	Procured Automatic Toll Payment Machine (ATPM) contract for testing. The Tollway’s existing Automatic Coin Machines (ACMs) are no longer produced and the Tollway has a limited number of spares in inventory. Business Systems will do initial testing with a handful of ATPMs, followed by a full purchase for systemwide replacement of ACMs.
2,3	Procured new Violations Enforcement System (VES) cameras. The Tollway’s existing VES cameras are at end of life, and one of the two models in use is no longer produced. The new cameras will be interfaced to the new back-office system and rolled out across all plazas.
2,3	Collaborated with the E-ZPass Group and Kapsch to replace readers and antennas systemwide, all of which are nearing their end of life. The new readers provide multi-protocol interoperability in advance of the national mandate, and are able to read feedback transponders, which could help satisfy customer demand for such transponders in the future.

Exhibit 27-1

Outcomes	2017 Goals/Objectives – Business Systems
2,3	Lane technology and management. Establish a new contract for lane-based technology maintenance, inventory management and hardware replacements and repairs.
2,3	Maximize functionality of new back-office electronic tolling system, including the continued fine-tuning of processes, such as the calibration of fingerprinting, as well as the introduction of deferred functionality, such as SMS capability. Also work on new major system innovations for revenue enhancement, such as video tolling rates.
2,3	Test new Automatic Toll Payment Machines (ATPMs) and determine whether to procure for systemwide replacement of ACMs.
2,3	Implement new Violations Enforcement System (VES) cameras at all plazas. This includes integration, testing, and tuning activities.
1,2,3	Continue to improve toll payment options – and communication of those options – to rental car drivers.

Exhibit 27-2

Department Headcount - Business Systems

Position Title	FY2015	FY2016	FY2017
Administration Manager of Electronic Tolling	1	0	0
Business Systems Project Administrator	1	1	0
Chief of Business Systems	1	1	1
Customer Service Analyst	2	2	2
Customer Service Inventory Specialist	1	1	1
Customer Service Manager	5	5	5
Customer Service Representative	34	36	36
Deputy Chief of Business Systems - Ops	1	1	1
Director Electronic Tolling Initiatives	1	1	1
Executive Secretary	1	1	1
General Manager of Contract Management	1	1	0
General Manager of Performance Measurement	1	1	1
Inventory Supervisor	1	0	0
I-PASS Coordinator	1	1	1
Operations Project Administrator	1	1	1
Performance Measurement Project Administrator	1	1	2
Project Administrator	3	3	3
Project Coordinator	1	1	1
Secretary III	1	1	1
Senior Manager of Customer Service	1	1	1
Senior Manager of Customer Service - Fleet	1	1	1
Special Projects Manager	2	2	1
TOTAL	63	63	61

Exhibit 28

Communications

The Communications Department is responsible for external and internal communications between the Tollway and its constituents including customers, news media, elected and appointed officials, the general public and employees. The department's focus is effective communication with all constituencies in order to enhance customer service and raise awareness of the Tollway as a safe and efficient travel option.

The Communications Department oversees the following functions:

- Customer/Construction Communications
- External Communications, Message and Outreach
- Media Relations
- Marketing Communications

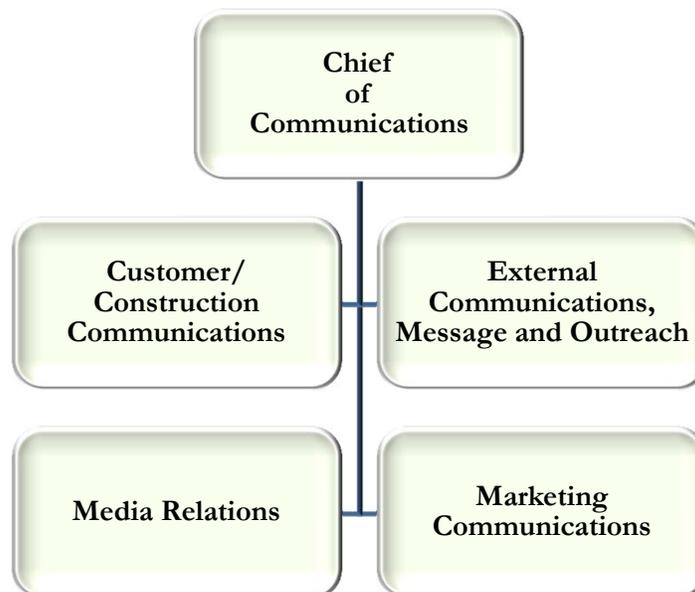


Exhibit 29

DEPARTMENT BUDGET					
COMMUNICATIONS					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$776,523	\$842,800	\$950,140	\$107,340	12.7%
FICA and Retirement	399,002	448,800	527,841	79,041	17.6%
Payroll Sub-Total	\$1,175,525	\$1,291,600	\$1,477,981	\$186,381	14.4%
Advertising and Promotion	10,371	77,000	77,000	-	0.0%
Printing and Publications	49,948	43,000	40,000	(3,000)	-7.0%
Consulting Services	26,625	40,000	40,000	-	0.0%
Office Equipment	3,804	2,000	10,000	8,000	400.0%
Supplies - Office	7,222	9,000	9,000	-	0.0%
Dues, Books and Subscriptions	1,450	3,200	3,200	-	0.0%
Postage and Express	2,160	4,000	2,500	(1,500)	-37.5%
Employee Training	1,195	2,000	2,000	-	0.0%
Supplies - Operational	2,060	2,000	2,000	-	0.0%
Outside Services	4,446	2,000	2,000	-	0.0%
Travel and Subsistence	686	1,500	1,000	(500)	-33.3%
Office Equipment-Maintenance	9,330	1,000	1,000	-	0.0%
Office/Equipment Rentals	(560)	1,300	1,000	(300)	-23.1%
Telephone and Telegraph	1,009	1,000	1,000	-	0.0%
Materials - Operational	10	-	-	-	N/A
Tools and Equipment	82	-	-	-	N/A
Other Expenses	111	600	-	(600)	0.0%
Other Capital Equipment	3,821	2,000	-	(2,000)	-100.0%
DEPARTMENT TOTAL	\$1,299,294	\$1,483,200	\$1,669,681	\$186,481	12.6%

Exhibit 30

The Fiscal Year 2017 Budget Request is \$1.7 million, an increase of \$186 thousand, or 12.6 percent, above the Fiscal Year 2016 Budget amount. Total payroll is \$1.5 million and includes 12 positions.

Maintenance and Operations Highlights:

- Salaries and Wages increased by \$107 thousand compared to the 2016 Budget. This increase reflects salary and wage adjustments and an increase of one position.
- FICA and Retirement increased by \$79 thousand compared to the 2016 Budget due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent.
- Office Equipment increased by \$8 thousand for electronic kiosks.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes	2016 Accomplishments - Communications
2	Developed the communications plan and all community outreach materials and videos to assist with the public education for the tolling of the Illinois Route 390 Tollway.
2	Completed the redevelopment of the corporate website. Supported the implementation of the back office launch.
2	Branded SmartRoad technology to be incorporated on Jane Addams Memorial Tollway (I-90) and worked with planning to develop the communications plan and materials for public education.
1,3	Assisted with the rebranding of Partnering for Growth Program formerly known as Mentor Protégé Program
1,3	Worked to rebrand the technical assistance programs, provide all marketing materials and messaging, redevelop brochure and work with assist agencies to ensure continuity of brand.
1,3	Supported the Department of Diversity and Strategic Development programs and initiatives including networking events, workshops and training sessions.
3	Messaging and support materials related to Elgin O'Hare Western Access.
2,3	Assisted Business Systems to educate customers about I-PASS account management and toll violations. "Got it Get it Done" campaign.
3	Worked with Pace to develop a public education communication plan for their program on I-90.
4	Earth Day promotion and distribution of 15,000 seedlings at Tollway Oases.
1,2,3,4	Issued news releases announcing Engineering Department contract awards, professional services bulletins and <i>Move Illinois</i> projects, as well as daily construction alerts to highlight the Tollway's commitment to promoting economic development.
1,3	Continued educational efforts regarding cashless tolling and I-PASS programs, traffic, construction, toll violations via our Tollway 1-800-TOLL-FYI automated phone line.
2,3,4	Reduced departmental expenditures by designing and producing an electronic annual report.
2,4	Worked in cooperation with Illinois State Police on safety education programs, including the Kids Identification and Safety Seat (K.I.S.S.) events and eighth annual Family Safety Fair, providing more than double the previous safety seat inspections and identification cards.

Exhibit 31-1

Outcomes	2016 Accomplishments - Communications
3,4	Broadcast live webcasts of all Tollway Board and committee meetings, as well as construction contract bid openings for the public and contractors.
3,4	Coordinated Twitter feeds to provide customers with real-time roadway information.
3,4	Wrote, designed and produced four eNewsletters, each sent to more than 2 million I-PASS customers.
2,3,4	Designed and distributed approximately 300,000 informational cards and produced more than 1,000 posters for oases kiosks, tollbooths and Customer Service Centers and other outlets to inform customers about construction, customer service and safety education.
2	Received 2016 Golden Trumpet Award from the Publicity Club of Chicago for the Got It Get It Done Public Outreach Campaign.
2	Coordinated the 2017 Tollway Map Cover Art Contest to promote technology and innovation on the Tollway. Invited more than 400 high schools in Northern Illinois to participate in the fifth annual art contest.

Outcomes	2017 Goals/Objectives - Communications
3	Implement a plan to increase the Tollway's visibility and brand awareness beyond our current target markets. The plan should be flexible to address developing trends in the transportation industry and within the Tollway environment.
3	Implement an enhanced brand for the Department of Diversity and Strategic Development that addresses confusion with current programs, provides a platform for clear understanding of programs moving forward and that extends the reach of each program beyond current markets.
3	Expand the Tollway brand to encompass non transportation uses for I-PASS customers.
3	Implement a plan that provides Illinois Tollway with an annual plan that is based on the vision of the agencies leadership, reflects the annual budget and provides the agency staff with key points and clear messages that can be used throughout the agency.
3	Finalize an emergency communications plan.
3	Further develop an overall agency communications/marketing plan that identifies refocused messaging for the Tollway.
3	Develop and execute a plan to survey customers and stakeholders to clarify current expectations of the Tollway and identify growing trends and future expectations.
3	Further develop and implement an enhanced brand for the Tollway with applications for programs and services, presentations, signage, website, internal and external communications.

Exhibit 31-2

Outcomes	2017 Goals/Objectives - Communications
3	Develop and implement communication/marketing plans that educate and inform customers and stakeholders on the value and benefits of implemented technologies, economic development and system construction completions, Illinois Route 390 Tollway and cashless tolling, I-90 SmartRoad technologies, and systemwide improvements.
3	Develop and implement communication/marketing plans that educate and inform customers and stakeholders on the value and benefits of topic targeted campaigns.
3	Enhance communication mechanisms and opportunities between other transportation agencies, Governor’s office, legislators, communities, and the Tollway Board of Directors.
3	Identify opportunities for Tollway to have a more outward perspective, refresh events and activities to be more contemporary.
3	Identify opportunities for the Tollway to maximize I-PASS use beyond current uses.
3	Develop proactive communication and outreach opportunities that will provide an additional mechanism to highlight the Tollway’s accomplishments, environmental commitments, diversity opportunities and overall agency successes.
3	Identify opportunities to enhance internal communications throughout the agency.
3	Complete the development and migration and promotion of a new customer focused website.
3	Identify opportunities to transform print materials to digital media in order to increase transparency and expansion of communication with a wider audience of stakeholders.

Exhibit 31-3

Department Headcount - Communications

Position Title	FY2015	FY2016	FY2017
Assistant Multimedia Project Specialist	1	1	1
Assistant Press Secretary	1	1	1
Chief of Communications	1	1	1
Executive Secretary	1	1	1
Graphic Designer	1	1	1
Manager of Public Affairs	1	1	1
Marketing Communications Manager	1	1	1
Press Secretary	1	1	1
Senior Manager of Communications	1	1	1
Senior Manager of Communications and Marketing	1	1	1
Senior Manager of Program Development	0	0	1
Writing Specialist	1	1	1
TOTAL	11	11	12

Exhibit 32

Diversity and Strategic Development

The Diversity and Strategic Development Department is responsible for promoting, developing and implementing a comprehensive diversity program on behalf of the Tollway to promote inclusion and equal opportunity. The focus is on encouraging participation of qualified Illinois businesses, regardless of the owners' racial or gender background and improving access of small and veteran-owned businesses and disadvantaged, minority- and women-owned firms. The department coordinates community relations activities with respect to diversity matters and interaction with community groups, regional planning organizations and others. The Diversity and Strategic Development Department seeks to promote a positive and inclusive climate by focusing on promoting, assisting and ensuring participation of a diverse population in all aspects of its operations, especially for construction and engineering contracts and the supply of other goods and services related to the maintenance and operation of the Tollway.

The Diversity Department oversees the following functions:

- Diversity program design and policy and implementation
- Contract compliance monitoring and reporting
- Technical assistance and outreach

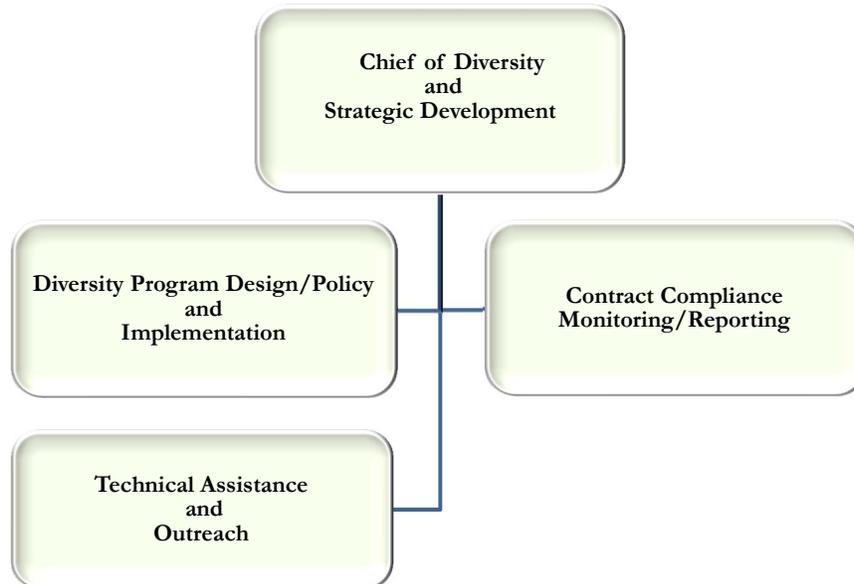


Exhibit 33

DEPARTMENT BUDGET					
DIVERSITY AND STRATEGIC DEVELOPMENT					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$499,078	\$549,700	\$663,684	\$113,984	20.7%
FICA and Retirement	256,916	292,600	368,703	76,103	26.0%
Payroll Sub-Total	\$755,994	\$842,300	\$1,032,387	\$190,087	22.6%
Outside Services	685,593	1,361,100	2,678,477	1,317,377	96.8%
Consulting Services	18,341	350,000	400,000	50,000	14.3%
Advertising and Promotion	24,597	9,000	20,000	11,000	122.2%
Travel and Subsistence	3,112	8,000	4,000	(4,000)	-50.0%
Supplies - Office	594	3,200	4,000	800	25.0%
Employee Training	987	1,000	3,000	2,000	200.0%
Advisory Committee Expense	1,216	500	1,000	500	100.0%
Telephone and Telegraph	462	500	500	-	0.0%
Dues, Books and Subscriptions	846	600	600	-	0.0%
Postage and Express	218	500	500	-	0.0%
Supplies - Operational	100	300	300	-	0.0%
Other Expenses	78	200	200	-	0.0%
DEPARTMENT TOTAL	\$1,492,139	\$2,577,200	\$4,144,964	\$1,567,764	60.8%

Exhibit 34

The Fiscal Year 2017 Budget Request is \$4.1 million, an increase of \$1.6 million, or 60.8 percent, above the Fiscal Year 2016 Budget amount. The payroll is \$1.0 million and includes eight positions.

Maintenance and Operations Highlights:

- Salaries and Wages increased by \$114 thousand compared to the 2016 Budget. This increase reflects an increase of one position.
- FICA and Retirement increased by \$76 thousand compared to the 2016 Budget due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent.
- Outside Services increased by \$1.3 million to support the technical assistance programs that will increase participation of Tollway projects by diverse businesses and underrepresented individuals.
- Consulting Services includes diversity management software.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes	Diversity and Strategic Development - 2016 Accomplishments
1, 3	<p>Advertise RFP for diversity management software.</p> <ul style="list-style-type: none"> • Due to CMS procurement delays for master contract, Tollway to issue separate RFP by end of 2016.
1, 3	<p>Complete staff cross-training for:</p> <ul style="list-style-type: none"> • BEP goal setting; • Veteran goal setting; • DBE goal setting on construction and professional service contracts; • ECP certificate processing; • PSB proposal review. <p>Staff members have attended the American Contract Compliance Association training to earn continuing education units towards certification as a contract compliance administrator.</p>
1,3	<p>Update Diversity brochure and online content.</p> <ul style="list-style-type: none"> • Tollway Diversity staff worked with technical assistance providers and Communications to update language in all Tollway-related brochures, marketing materials and websites for Tollway Diversity and existing/new technical assistance providers. • Tollway Diversity staff will be cross-trained on an ongoing basis.
1, 3	<p>Launched new Partnership for Growth Program for construction and professional services.</p> <ul style="list-style-type: none"> • This recommendation was included in the Tollway's 2015 Disparity Study and submitted by the Diversity Advisory Council, and was approved by the Tollway Board of Directors in July 2016. • The Tollway will launch a new program for construction by the end of 2016. Tollway staff has created a framework of the program, which will be modeled after national best practices. • The Tollway is working with the Diversity Advisory Council and Illinois Road and Transportation Builders Association to develop and successfully launch this program.
1, 3	<p>Completed the Diversity Recommendations Report.</p> <ul style="list-style-type: none"> • The Diversity Report was adopted by the Tollway Board of Directors in July 2016. • The Diversity Report outlines the 14 recommendations contained in the 2015 Disparity Study, along with 13 additional recommendations made by the Diversity Advisory Council.
1	<p>Tracking progress of all recipients of technical assistance services regarding participation in the Tollway bidding process.</p> <ul style="list-style-type: none"> • All technical assistance providers are now required to submit performance data on a quarterly basis for tracking purposes. • Approximately 50 construction firms have received Tollway-sponsored technical assistance as of July 2016. A total of 20 firms have worked with the new enhanced technical assistance providers since their launch this year.

Exhibit 35-1

Outcomes Diversity and Strategic Development - 2016 Accomplishments	
1, 3	<p>Increased the efficiency of DBE/EEO on-site compliance monitoring reporting with help from database subconsultant Great Arc.</p> <ul style="list-style-type: none"> The DBE/EEO on-site compliance monitoring procedure and reporting requirements have been reviewed and formatted for data transfer to a tablet application. Actual database work will commence in September 2016.
1,3	<p>Approved review of “Sunshine” Initiative requiring prime bidders to maintain records regarding which subcontractors were contacted for bids and provided estimates for Tollway contracts.</p> <ul style="list-style-type: none"> Completion of review is expected to occur in 2017.
1, 3	<p>Approved review of barriers on Tollway construction contracts that negatively impact the ability of DBE firms to participate as primes (e.g. insurance requirements).</p> <ul style="list-style-type: none"> Completion of review is expected to occur in 2017.
1, 3	<p>Enhance usability of DBE/EEO on-site compliance monitoring reporting through creation of an “open issues” log for all monitored contracts.</p> <ul style="list-style-type: none"> Tollway Diversity staff has instituted a new monthly reporting format to capture and monitor this data
1, 3	<p>Approved development of DBE incentive credit program.</p> <ul style="list-style-type: none"> Program will be fully implemented in 2017.
1, 3	<p>Launched the Illinois Tollway Business Diversity Program of 2016.</p> <ul style="list-style-type: none"> The Tollway’s Disparity Study found compelling evidence of discrimination in the construction industry and greater Illinois economy, thereby providing the impetus to continue administering a program and ensuring the agency doesn’t function as a passive participant in DBE discrimination. The Business Diversity Program includes appropriate race and gender policies, a sunset date to allow for a reassessment of the market place in the future and the ability to make enhancements based on best practices and industry input.
1, 3	<p>Began using the data from the Disparity Study to set DBE goals.</p> <ul style="list-style-type: none"> Following the approval of the Business Diversity Program in May 2016, Diversity staff began using the updated analysis of the availability and underutilization of DBE firms in the Tollway’s marketplace to determine DBE participation goals on Tollway contracts. By the end of 2016, the Tollway established a record for DBE participation by advertising contracts with zero DBE goals or only small business goals as another way to fully measure the impact of the Business Diversity Program.
1, 3	<p>Continued the missions of the Diversity and Inclusion Committee and Diversity Advisory Council.</p> <ul style="list-style-type: none"> Launched in 2015, the Board of Directors Diversity and Inclusion Committee and Diversity Advisory Council (DAC) were formed to focus on diversity issues and initiatives and gain an outside perspective on building upon the agency’s established foundation of inclusion. The DAC reviewed the Disparity Study findings and 14 recommendations, and submitted 13 additional recommendations for Board consideration to increase diversity.

Exhibit 35-2

Outcomes	Diversity and Strategic Development - 2016 Accomplishments
1, 3	<p>Completed RFP for workforce development technical assistance program.</p> <ul style="list-style-type: none"> The workforce technical assistance program is designed to help increase the number of historically underemployed individuals in the heavy-highway construction industry by providing an enhanced mechanism to recruit, train and place more diverse candidates in construction industry jobs. The RFP seeks a vendor with a proven track record to implement a successful existing program or an innovative new program, secure training locations and establish partnerships with area advocacy agencies and other existing job training resources.
1, 3	<p>Created construction contract bidding checklist.</p> <ul style="list-style-type: none"> The checklist highlights common mistakes made by firms submitting bids on Tollway construction projects, and through its use the agency could reduce instances of non-responsive bids due to critical errors and omissions, especially for first time bidders
1, 3	<p>Began posting contractor EEO compliance reports online.</p> <ul style="list-style-type: none"> The report highlights the percentage of hours worked on Tollway jobs by prime contractor, and includes percentages by ethnicity and gender. Posting EEO contractor data online allows the Tollway to demonstrate its commitment to transparency with respect to diversity on Tollway projects and could potentially lead to increased efforts to recruit, hire and maintain diverse workers.
1, 3	<p>Hosted Good Faith Efforts (GFE) and ECP workshop training sessions for construction industry stakeholders.</p> <ul style="list-style-type: none"> GFE training session was requested by the Illinois Road and Transportation Builders Association in order to increase awareness and transparency of the Tollway's evaluation of DBE utilization waivers ECP workshops were conducted four times in 2016, as well as with individual firms and construction training programs.
1, 3	<p>Launched enhanced technical assistance program services with the Hispanic American Construction Industry Association (HACIA) and the Illinois Black Chamber of Commerce (ILBCC).</p> <ul style="list-style-type: none"> The HACIA and ILBCC enhanced technical assistance programs provide in-depth, long-term technical assistance over two or more years to small, diverse and veteran contractors. The goal is to provide technical assistance intervention in all areas of business development required to become effective heavy highway construction contractors. Examples of this hands-on assistance include: long-term mentorship model; facilitating access to capital and guidance in financing and bonding assistance options; IDOT prequalification submittal assistance for specialty firms; accounting system assistance; proactive community, government relations and construction industry outreach; and one-on-one counseling.
1, 3	<p>Issue RFP for technical assistance programs to serve new businesses.</p> <ul style="list-style-type: none"> Winning vendor(s) are expected to be selected and contracts executed by end of 2016.

Exhibit 35-3

Outcomes		Diversity and Strategic Development - 2016 Accomplishments
1, 3	Required contractors to submit EEO workforce projections prior to the start of construction work. <ul style="list-style-type: none"> • The report outlines the anticipated percentage of hours worked by ethnicity and gender for the prime contractor prior to the start of construction. • Requiring contractors to submit this document demonstrates the agency's commitment to ethnic and gender diversity in the field, raises contractor awareness and allows the Tollway to assist contractors with identifying resources to meet EEO goals if necessary. 	
1, 3	Developed ECP database and processing system to capture and analyze ECP participation data and credit utilization.	
1, 3	Streamlined the review and approval process for BEP goal setting. <ul style="list-style-type: none"> • New process resulted in increased efficiency and improved communication with user departments thus reducing processing time. • All user departments have been trained on the new process. 	
1, 3	Update Contractor 101 webinar.	
1, 3	Created small business goal special provisions to provide a basis for establishing small business goals on Tollway contracts.	
1,3	Update Diversity brochure and online content.	

Outcomes		Diversity and Strategic Development - 2017 Goals/Objectives
1	Create a new incentive program to encourage greater use of DBE firms by prime contractors.	
1, 3	Complete implementation of comprehensive BEP payment tracking and compliance system.	
1, 3	Approach Illinois Department of Central Management Services (CMS) to develop master RFP to assist BEP-certified firms for goods and services.	
1, 3	Develop a new Tollway Business Diversity Program document manual for contractors containing all DBE-related policies, procedures and reference materials.	
1	Establish a working group within the DAC's Workforce Development Subcommittee to establish relationships with the top trade unions and prime contractor stakeholders performing on Tollway projects.	
1, 3	Develop new performance metrics to evaluate the success of the Tollway's Business Diversity Program utilizing the new diversity management software program.	
1, 3	Identify barriers on Tollway construction contracts that negatively impact the ability of DBE firms to participate as primes (e.g. insurance requirements) and recommend changes.	
1, 3	Launch web-based ECP Referral system for agencies to post ECP candidate resumes and participating contractors to select and interview thus reducing barriers for historically underemployed groups to work on Tollway construction projects.	
1, 3	Fully implement Tollway's new Partnership for Growth Program.	
1, 3	Fully implement workforce development technical assistance program.	

Exhibit 35-4

Department Headcount - Diversity and Strategic Development

Position Title	FY2015	FY2016	FY2017
Chief of Diversity and Strategic Development	1	1	1
DBE Program Manager	1	1	1
Diversity and Strategic Development Staff	0	0	1
Diversity Compliance Coordinator	1	1	1
Executive Manager of Diversity Program Development	0	0	1
Executive Secretary	0	0	1
General Manager of Diversity	1	1	1
Secretary III	1	1	0
Senior Manager of Program Development	1	1	1
TOTAL	6	6	8

Exhibit 36

Engineering Department

The Engineering Department is responsible for the planning, design, construction, operation and maintenance of the Tollway. Additionally, Engineering coordinates with community groups, government agencies and planning organizations on transportation and land use policies. This department oversees annual inspections of the pavement, bridges and drainage systems, as well as the overall day-to-day maintenance of the Tollway's fleet and roadway system.

The Engineering Department oversees the following functions:

- Planning
- Design
- Construction
- Program Management
- Maintenance and Traffic

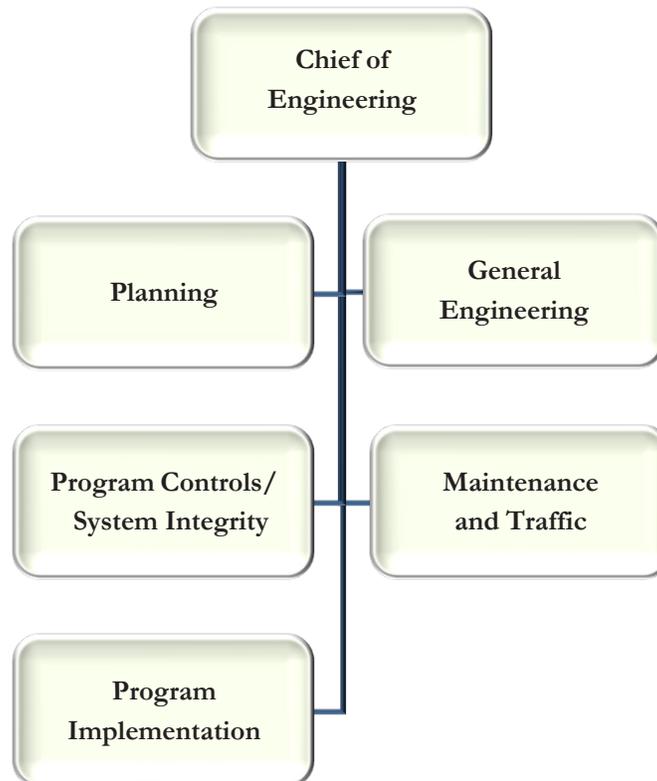


Exhibit 37

DEPARTMENT BUDGET					
ENGINEERING					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$34,970,731	\$36,052,200	\$35,835,175	(\$217,025)	-0.6%
FICA and Retirement	18,204,206	19,047,100	19,907,873	860,773	4.5%
Payroll Sub-Total	\$53,174,937	\$55,099,300	\$55,743,048	\$643,748	1.2%
Consulting Services	5,787,983	5,651,800	5,209,800	(442,000)	-7.8%
Materials - Operational	4,615,440	5,001,700	4,709,827	(291,873)	-5.8%
Contracted Maintenance Service	3,960,286	4,628,800	4,214,000	(414,800)	-9.0%
Fuels and Oils	3,171,858	4,308,300	3,500,100	(808,200)	-18.8%
Replacement Parts	2,680,459	2,488,500	2,588,300	99,800	4.0%
Outside Services	706,680	862,700	812,330	(50,370)	-5.8%
Office Equipment-Maintenance	363,114	406,300	396,550	(9,750)	-2.4%
Supplies - Operational	273,718	256,600	284,000	27,400	10.7%
Uniforms and Accessories	168,943	138,400	127,660	(10,740)	-7.8%
Tools and Equipment	150,243	108,300	115,748	7,448	6.9%
Supplies - Office	89,338	77,400	82,500	5,100	6.6%
Building Equipment	54,090	71,400	71,383	(18)	0.0%
Roadway Equipment	32,228	92,300	49,975	(42,325)	-45.9%
Dues, Books and Subscriptions	48,489	48,400	48,400	-	0.0%
Office/Equipment Rentals	30,579	39,400	32,700	(6,700)	-17.0%
Employee Training	12,418	27,800	20,000	(7,800)	-28.1%
Travel and Subsistence	37,722	51,000	20,000	(31,000)	-60.8%
Telephone and Telegraph	10,787	18,200	14,400	(3,800)	-20.9%
Postage and Express	7,240	10,400	6,800	(3,600)	-34.6%
Office Equipment	621	10,400	6,115	(4,285)	-41.2%
Printing and Publications	-	300	3,175	2,875	958.3%
Other Expenses	3,501	5,000	2,000	(3,000)	-60.0%
Other Capital Equipment	5,682	300	250	(50)	-16.7%
Sub-Total	\$75,386,355	\$79,403,000	\$78,059,060	(\$1,343,940)	-1.7%
Recovery of Expenses	(1,389,484)	(1,488,500)	(1,423,500)	65,000	-4.4%
DEPARTMENT TOTAL	\$73,996,871	\$77,914,500	\$76,635,560	(\$1,278,940)	-1.6%

Exhibit 38

The Fiscal Year 2017 Budget request is \$76.6 million, a decrease of \$1.3 million, or 1.6 percent, below the Fiscal Year 2016 Budget amount. Total payroll is \$55.7 million and includes 615 positions.

Maintenance and Operations Highlights:

- Salaries and Wages decreased by \$217 thousand compared to the 2016 Budget. This decrease reflects eliminating and phasing of vacancies offset by salary and wage adjustments required by collective bargaining agreements.
- FICA and Retirement increased by \$861 thousand compared to the 2016 Budget due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent.
- Replacement Parts increased by \$100 thousand. The funding in this account will be used for maintenance for older heavy and light truck repairs, as well as tubes, tires and snow equipment parts in 2017.
- Fuels and Oils decreased by \$808 thousand based on historical fuel price trends.
- Consulting Services decreased by \$442 thousand due to maintenance and operations portion of the traffic engineering services completed in 2016.
- Contracted Maintenance Service decreased by \$415 thousand based on historical spending.
- Materials – Operational decreased by \$292 thousand mainly due to larger in-stock of inventory thus reducing need for new purchases. This also includes other winter roadway materials, attenuator parts, cable barrier parts, delineators, light poles, electrical parts and painting materials needed in 2017.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes	2016 Accomplishments - Planning
1,2,3,4	<p>Continued to inform and educate stakeholders, foster cooperation and advance policy initiatives through various public and legislative outreach activities, including:</p> <ul style="list-style-type: none"> • Coordinating with counties, local communities and regional planning and economic development agencies to identify economic development opportunities associated with Move Illinois projects. • Collaborating with Pace and the Regional Transit Authority (RTA) regarding transit opportunities within the I-90 and EOWA corridor consistent with the I-90 Corridor Planning Council Guiding Principles. • Conducting multiple outreach activities related to I-90 projects; • Developed operations plan for I-90 corridor to accommodate PACE with the SmartRoad • Continuing meetings of the EOWA Project Local Advisory Committee (LAC). • Conducting outreach to new members of the Illinois General Assembly and other newly-elected officials concerning Move Illinois. • Establishing Central Tri-State Corridor Planning Council and completing complimentary Environmental Working Group Final Report • Developing education and outreach programs for EOWA Tolling plan, I-90 SmartRoads roll out and Central Tri-State master plan

Exhibit 39-1

Outcomes	2016 Accomplishments - Planning
1,2,3,4	<p>Continued to advance capital planning efforts on a variety of fronts, including:</p> <ul style="list-style-type: none"> • Continuing coordination with local officials, local advisory committee and the business community related to the on-going, advancing construction for the Elgin-O’Hare Western Access (EOWA) Project. • Executing intergovernmental agreements (IGAs) with partner agencies to advance EOWA project including Itasca Fire Protection District, Wood Dale, Bensenville, DuPage County, IDOT, Schaumburg and Cook County, Elk Grove Village, Village of Franklin Park and ComEd. • Continuing to close the \$300 million gap in EOWA Project funding through Congestion Mitigation Air Quality (CMAQ) sponsored projects, land donation and through ongoing efforts with local municipalities. Nearly \$150 million has been secured to date. • Executing IGAs for I-90 at Lee Street, Roselle Road and I-90 at IL Route 23
1,2,3,4	<p>Continued to support sound decision making by:</p> <ul style="list-style-type: none"> • Developing an excess right of way and annexation policy. • Completing freight and trucking master plans. • Adopting sustainability and landscape policy. • Monitoring, evaluating and analyzing data related to traffic, revenue and violations. • Conducting additional surveys to secure feedback to support and guide strategic planning and policy.
1,2,3,4	<p>Continued to advance capital planning efforts on a variety of fronts, including:</p> <ul style="list-style-type: none"> • Providing recommendations to the Board of Directors regarding the technical and financial feasibility of emerging projects. • Coordinating with local officials on EOWA construction. • Coordinating with regional transit agencies to fund and incorporate amenities such as Park & Ride facilities and access ramps during construction of I-90. • Completing Corridor Planning Council work for the Central Tri-State project to establish a broader regional vision for the corridor. • Coordinating with local agencies to identify opportunities to leverage investments associated with the Move Illinois Program to promote economic development opportunities. • Partnering with universities and research institutions to integrate new technologies and innovation at the Tollway.
1,2,3,4	<p>Sought opportunities to improve overall efficiency and systemwide operations by evaluating funding options that are consistent with the Strategic Advisory Team (SAT) report, considering the increased use of technology and roadway communication, evaluating systemwide operational deficiencies that could be addressed during Move Illinois and creating or updating policies to align with Move Illinois goals, including policies for land use and right-of-way, freight access planning, traffic management, sustainability and towing.</p>

Exhibit 39-2

Outcomes	2016 Accomplishments - Planning
1,2,3,4	<p>Continued to deploy public and legislative outreach activities to support the goals of <i>Move Illinois</i>, including:</p> <ul style="list-style-type: none"> • Developing new or updating existing policies to align with the Move Illinois strategic priorities as well as align with regional and national interstate infrastructure including – freight and commercial vehicle accommodations, landscape and bridge aesthetics enhancement, bicycle and pedestrian accommodations and cost sharing. • Expanding outreach to stakeholders within the I-90, EOWA corridor, and I-294. • Monitoring national policy regarding tolling, freight and user fees. • Working with DuPage and Cook County to close the funding gap for EOWA. • Working with the Tollway’s legislative team to update JCAR for IL 390 tolling. • Assisting with the development of the Tollway’s legislative agenda. • Working with key constituencies such as truckers associations, economic development organizations and environmental advocacy agencies.

Exhibit 39-3

Outcomes		2016 Accomplishments - Planning	
1,2,3,4		<p>Advanced the Tollway's commitment to environmental stewardship and sustainability by:</p> <ul style="list-style-type: none"> • Developing an agency wide policy of seeking funding opportunities for environmental studies and programs, monitoring the impact of capital projects and develop plans to address post-construction issues. • Completing landscape master plan. • Completing nearly 500 acres of wetland restoration. • Seeking funding, partnership and grant opportunities for new and existing environmental initiatives. 	
1,2,3,4		<p>Continued efforts to secure right-of-way for the EOWA, I-90 and I-294 projects and expand the right-of-way tracking tool to improve overall process management, provide real-time status information and link GIS data to project budgets.</p> <ul style="list-style-type: none"> • Completed first full phase of Right of Way tracking tool for improving land acquisition process. 	
2,3,4		<p>Continued to streamline efforts related to agreements by improving the IGA tracking process to synchronize with Catapult and GIS, and developing standard IGAs for bridge maintenance with county roads.</p> <ul style="list-style-type: none"> • Catalogued and mapped over 400 IGA agreements using GIS. 	
1,2,3,4		<p>Expanded the use of GIS by further refining and developing systems for customer communication, planning analysis and legislative outreach, increasing the number of datasets available, expanding data sharing and collection with other agencies and developing off-site hosting capabilities to allow access to key information from construction sites, field offices and other remote locations.</p>	

Outcomes		2016 Accomplishments - Maintenance and Traffic Operations	
1,2,3,4		<p>Continued to enhance safety and mobility in work zones by implementing smart work zones in all major corridors, including the 37-mile Jane Addams Memorial Tollway construction zone. Smart work zones feature portable wireless cameras to monitor construction activity, timely messages about current conditions, signs reminding motorists of speed limits and the prohibition of handheld device use while driving. Combined with vigorous enforcement including aerial surveillance, we have achieved a steady reduction in crashes.</p>	
2,3,4		<p>Procured two portable, fully programmable Salt Brine Manufacturing Trailers. Installation to start in late 2016 of storage tanks and hardware to dispense product at each Maintenance location. Anticipating the use of the first salt Brine application to take place. The use of the brine will enhance de-icing capabilities and reduce chloride levels as a more environmentally sound method.</p>	

Exhibit 39-4

Outcomes	2016 Accomplishments - Maintenance and Traffic Operations
1,2,3,4	Partner with Tollway engineers and the Traffic Incident Management System (TIMS) center to assure best practice approaches to roadway maintenance, traffic and capital program implementation and promote public safety through a continued focus on education, enforcement, engineering and emergency medical services. This included implementation of the Phase 2 Statewide Regional Incident Management Training Guide which trains both public and private sector incident responders. Tollway staff continues to assist IDOT in training seminars across northern Illinois. Tollway Maintenance Field staff and 70 % of EOLs have completed the 4 hour classroom training.
2,3,4	Procured two (2) Mobile Barrier Trailers to provide additional safety to our employees and the motoring public when working in live lanes of traffic. Training and the implementation of these MBTs will occur by the end of 2016.
1,3	Completed site plan work for the sharing of the Biesterfield yard maintenance facility with IDOT and moved Tollway personnel and equipment to a temporary maintenance facility on the site, to support the new EOWA corridor.
2,3	Reduced backlog of vehicle and equipment contracts to be advertised and awarded. Working together with Procurement, Fleet has made significant progress and will have an estimated 95% of all backlogged equipment on order by the end of 2016. The new contracts are multi-year and will allow future purchases to be completed quicker with significantly less effort.

Outcomes	2016 Accomplishments - Program Implementation
1,2,3,4	Created or sustained an estimated 47,810 jobs from January 2012 through October 2016 through capital program expenditures of more than \$4.0 billion. At the height of construction season, Engineering is managing nearly 200 active construction contracts and professional services contracts.
1,2,3,4	Continued successful implementation of the Move Illinois Program. From inception through the end of October 2016, 306 contracts were awarded, \$4.7 billion (38.4 percent) of the program budget was committed, and work was delivered on time and within budget, with change orders and extra work orders well below established budget and industry standards and 3.87 percent above contract award amounts.

Exhibit 39-5

Outcomes	2016 Accomplishments - Program Implementation
1,2,3,4	<p>Continued implementation of the Congestion-Relief Program (CRP), with \$5.7 billion (97.9 percent) of the program budget committed and 96.9 percent completion (work in place) by the end of October 2016. Work has been delivered on time and within budget, with completed contracts well below established budget and industry standards and 0.203 percent below contract award amounts. From inception through the end of October 2016, the CRP has included 585 contracts. Notable achievements include the overall reduction in travel times due to converting the system to open road tolling; completing the long-desired south extension of I-355 from I-55 to I-80 in Will County; and reconstructing and widening most of the roads systemwide. When complete, more than 90 percent of the system will be rebuilt or rehabilitated.</p>

Exhibit 39-6

Outcomes	2016 Accomplishments - Program Implementation
1,2,3,4	<p>Awarded more than \$328 million in construction and professional engineering contracts in 2016. Highlights include:</p> <ul style="list-style-type: none"> • Awarding \$66.9 million in construction contracts since January for improvements associated with the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project, including: rebuilding and widening between Roselle Road and Illinois Route 53; M7 - Rockford Facility Reconstruction; landscaping work between Randall Road and Irene Road; construction of a pedestrian overpass for the Pace Park & Ride station at the Barrington Road Interchange; roadway and bridge repairs between US Route 20 and Randall Road. The Tollway is advertising 2 additional contracts associated with the I-90 Rebuilding and Widening Project worth up to \$20 million, including fence replacement and signing and reconstruction of the Illinois Route 23 Bridge and Roadway. • Awarded \$49.3 million in contracts since January for improvements associated with the Elgin O'Hare Western Access Project (EOWA), including advanced earthwork for Western Access Interchange, drainage improvements within Village of Franklin Park and the Elmhurst Road and Oakton Street intersection reconstruction. • Awarded \$27.4 million in contracts since January for improvements on the Reagan Memorial Tollway (I-88), bridge reconstruction and interchange improvements at the Farnsworth Avenue Interchange and bridge work between US Route 52 and US Route 30. • Awarded nearly \$74 million since January for professional engineering services contracts including: design services for roadway and bridge rehabilitation on I-355 between I-55 and Butterfield Road and Butterfield Road and Army Trail Road; design services for roadway and bridge rehabilitation on I-88 between Annie Glidden Road and Illinois Route 56 and between Annie Glidden Road and Illinois Route 251; systemwide environmental studies; construction management services for reconstruction of the Marengo (M-6) and Rockford (M-7) maintenance sites on I-90; traffic engineer services required by the Illinois Tollway's Trust Indenture; and construction management services on I-90, systemwide and systemwide facilities. • Awarded more than \$80 million since January for professional engineering services contracts associated with the EOWA Project including: design services from I-294 to Franklin Avenue/Green Street and for the North Avenue Interchange at I-294; interchange design on I-490 Tollway at County Line Road and Mount Prospect Road and the Franklin Avenue/Green Street; design work for the new I-490 Tollway from south of Irving Park Road to County Line Road/Mount Prospect Road; and other design and construction management services across the EOWA corridor

Exhibit 39-7

Outcomes	2016 Accomplishments - Program Implementation
1,2,3,4	<p>Continued to provide support and training for over 1,760 staff, consultants and contractors on the program wide web based management system (e-Builder) including:</p> <ul style="list-style-type: none"> • Holding more than 40 training classes, training nearly 290 new users. Expected to hold more than 60 training sessions for over 490 new users by end of 2016. • Developing, testing and implementing an estimated 11 new processes for use by Engineering’s staff, contractors and consultants in 2016, including Staff Summary Sheets, Bridge Erection/Demolition Plan Submittal, Professional Consultant Invoice, Surety/Warranty and Request Programming of Intelligent Traffic Systems Device processes. With the implementation of the Budget and Cost modules, expected to implement a total of 20 new e-Builder processes by end of 2016. • Completed oversight of e-Builder customizations to the Bidding module, and the cost Integrated Pay Application and Day Activity Report processes. Tested and piloted these enhancements with industry. • Adding and setting up more than 30 new projects. Expected to add/set up 57 new projects by the end of 2016. Maintained records for over 360 total projects over the course of the year. • Responding to more than 4,000 support calls to date, an average of nearly 575/month. Expected to respond to approximately 6,900 calls by end of 2016. • Developing and distributing 1-2 newsletters per month informing users of new or revised functionality, tips & tricks and general system and program information.
1,2,3,4	<p>Updated processes and procedures to ensure a consistent approach in program implementation. Highlighted accomplishments include:</p> <ul style="list-style-type: none"> • Continued to revise International Organization for Standardization (ISO) Management Procedures to continuously improve the Tollway’s Quality Management System. • Continued to implement and/or make improvements to translate ISO Management Procedures into e-Builder Processes to ensure consistency of application across all Move Illinois and CRP Projects. • Reviewed the new ISO 9001/2015 revised standard (issued in September, 2015) and began revising the Tollway’s Quality Management System as required to meet the new standard.
1,3	<p>Continued to decrease the reviewing and processing turnaround times needed for construction pay estimates (from an average of 13 days for pay estimates processed in 2014 to an average of 10 days for pay estimates processed in October 2016); consultant invoices (from an average of 56 days for invoices processed in 2014 to an average of 34 days for invoices processed in October 2016); and notices to proceed (from around 78 days for contracts approved in 2014 to 36 days for contracts approved in August 2016).</p>

Exhibit 39-8

Outcomes	2016 Accomplishments - Program Implementation
2,3,4	<p>Provided staff and assistance to other departments including Business Systems, Communications, Diversity and Strategic Development, Finance, Information Technology and Legal. Staff provided critical functions necessary to each departments' success, such as:</p> <ul style="list-style-type: none"> • Providing technical support in maintaining and upgrading the toll collection system. • Providing support for the Tollway's Help Desk and Desktop Technicians, as well as the Illinois State Police District 15, and developing and deploying regular technology upgrades (IT). • Developing Diversity Recommendations Report detailing ideas to increase participation on Tollway contracts by small, diverse and veteran-owned firms • Assisting with Diversity and Inclusion Committee and Diversity Advisory Council activities. • Developing white papers for various proposed initiatives such as the Workforce Development Technical Assistance Center and Veteran's initiatives (Diversity and Strategic Development). • Supporting the Tollway Legal Department to reduce contract closeout documentation review time.
2,3,4	<p>Developed reports, presentations, talking points and remarks, maps, graphics and other materials to provide clear, accurate and timely program information to the Board of Directors, program staff, community stakeholders and the media.</p>

Outcomes	2017 Goals/Objectives - Planning
1,2,3,4	<p>Continue to inform and educate stakeholders, foster cooperation and advance policy initiatives through various public and legislative outreach activities, including:</p> <ul style="list-style-type: none"> • Coordinating with counties, local communities and regional planning and economic development agencies to identify economic development opportunities associated with Move Illinois projects. • Collaborating with Pace and the Regional Transit Authority (RTA) regarding transit opportunities within the EOWA corridor. • Conducting multiple outreach activities related to I-90 and I-294 projects. • Continuing meetings of the EOWA Project Local Advisory Committee (LAC). • Conducting outreach to new members of the Illinois General Assembly and other newly-elected officials concerning Move Illinois. • Establishing Central Tri-State Corridor Planning Council and complimentary Environmental Working Group. • Implementing education and outreach programs for I-90 Smart Corridor, EOWA Tolling and Central Tri-State master plan.

Exhibit 39-9

Outcomes	2017 Goals/Objectives - Planning
1,2,3,4	<p>Continue to support sound decision making by:</p> <ul style="list-style-type: none"> • Monitoring, evaluating and analyzing data related to traffic, revenue and violations. • Measuring the impact of tolls on IL 390. • Conducting additional surveys to secure feedback to support and guide strategic planning and policy.
1,2,3,4	<p>Continue to advance capital planning efforts on a variety of fronts, including:</p> <ul style="list-style-type: none"> • Completing Central Tri-State corridor master plan and recommend a preferred plan that meets Tollway Board vision and stakeholder vision. • Continuing to coordinate with local officials as construction commences on the Elgin O’Hare Western Access Project. • Continuing to coordinate with regional transit agencies to fund and incorporate amenities such as Park & Ride facilities and access ramps during construction of I-90. • Coordinating with local agencies to identify opportunities to leverage investments associated with the Move Illinois Program to promote economic development opportunities. • Partnering with universities and research institutions to integrate new technologies and innovation at the Tollway.
1,2,3,4	<p>Continue to deploy public and legislative outreach activities to support the goals of Move Illinois, including:</p> <ul style="list-style-type: none"> • Developing new or update existing policies to align with the Move Illinois strategic priorities as well as align with regional and national interstate infrastructure including – freight and commercial vehicle accommodations, landscape and bridge aesthetics enhancement, bicycle and pedestrian accommodations and cost sharing. • Expanding outreach to stakeholders within the I-90, EOWA and I-294 corridors. • Monitoring national policy regarding tolling, freight and user fees. • Assisting with the development of the Tollway’s legislative agenda. • Expanding outreach to key constituencies such as truckers associations, economic development organizations and environmental advocacy agencies.
1,2,3,4	<p>Advance the Tollway’s commitment to environmental stewardship and sustainability by:</p> <ul style="list-style-type: none"> • Continuing to monitor and evaluate the impact of capital projects in partnership with the Illinois Natural History Survey. • Developing new landscape policies for habitat creation. • Developing a bike and pedestrian accommodation policy. • Developing an agency wide policy of seeking funding opportunities for environmental studies and programs, monitoring the impact of capital projects and develop plans to address post-construction issues. • Seeking funding, partnership and grant opportunities for new and existing environmental initiatives.

Exhibit 39-10

Outcomes	2017 Goals/Objectives - Planning
1,2,3,4	Continue efforts to secure right-of-way for the EOWA and I-294 projects and expand the right-of-way tracking tool to improve overall process management, provide real-time status information and link GIS data to project budgets.
2,3,4	Complete GIS-based Executive Map Project Status application and begin development for public consumption/use.
2,3,4	GIS visioning with staff to develop tools to increase efficiency with the agency and make sure data is being collected consistently across contracts and made available for internal sharing.
2,3,4	Use new IROW GIS mapping to identify potential excess right of way system-wide.
2,3,4	Continue to streamline efforts related to agreements by improving the IGA tracking process to synchronize with Catapult and GIS and developing standard IGAs for bridge maintenance with county roads.
1,2,3,4	Expand the use of GIS by further refining and developing systems for customer communication, planning analysis and legislative outreach, increasing the number of datasets available, expanding data sharing and collection with other agencies and developing off-site hosting capabilities to allow access to key information from construction sites, field offices and other remote locations.

Outcomes	2017 Goals/Objectives - Maintenance and Traffic Operations
1,2,3,4	Continue to partner with Tollway engineer, Traffic Incident Management System (TIMS) center and ITS group to assure best practice approaches to Traffic Incident Management, traffic and capital program implementation and promote public safety through a continued focus on education, enforcement, engineering and emergency medical services. Primary focus next year will be on the delivery of the ATM corridor on I-90. Develop training programs for operators and field staff. Prepare and develop internal software and essential elements necessary to operate the system Participate in public outreach and education campaign for upcoming ATM. Develop an Asset Management and Preventive Maintenance Program for all ITS infrastructure. IT and ITS fiber optic cable systems is being combined in the same duct system in future roadway improvement projects resulting in a savings in cost and right-of-way.
1,2,3,4	Continue to modernize and enhance technologies with a proactive approach to design engineering, equipment updates and installation and use of national best practices. This includes purchase of a public safety answering point telephone system in order to receive automatic number identification (ANI) and automatic location identification (ALI) on 911 call transfers; and upgrade of the CAD system to structured query language (SQL) CAD to further enhance the capabilities of the system and increase its useful life.
1,2,3,4	Continue to implement all ITS and CAD Dispatch components, as well as full Roadway Maintenance, Fleet, Incident Management and HELP responsibilities. Provide Incident Management Training to all EOWA Emergency Responders and Towing Companies.

Exhibit 39-11

2017 Goals/Objectives - Maintenance and Traffic Operations	
1,2,3,4	Continue land acquisition for new M-16 Maintenance site. Design and construction of the M-16 Maintenance Garage in 2017/2018 will include a repair facility to refurbish LED lighting fixtures and controllers.
2,3,4	Continue training and implementation on new Salt Brine Manufacturing Systems. All eleven Maintenance Locations will be fully functional for the 2016/2017 winter season. We will evaluate industry best practices and apply as appropriate to the Tollway's Snow and Ice Program.
2,3,4	Complete agreement with IDOT to share fiber optic cable on I-80 to connect I-355 and I-294 together and ensure toll transactions and communications remain uninterrupted if incidents occur.

2017 Goals/Objectives - Program Implementation	
1,2,3,4	<p>Continue to successfully deliver construction projects on time and within budget, including:</p> <ul style="list-style-type: none"> • Continuing successful delivery of EOWA project construction including completion of new segment of Illinois Route 390 from Meacham Road to Illinois Route 83; completion of the new Illinois Route 390 at I-290 Interchange Project; and I-90 at Elmhurst Road Interchange Project. • Completing and opening of Active Traffic Management Smart Corridor on I-90, an approximately 14-mile stretch from just west of Barrington Road to west of I-294. • Completing Farnsworth Road at I-88 Interchange Project. • Continuing construction of the M-7 Maintenance Site in Rockford. • Beginning construction of the M-6 Maintenance Site in Marengo. • Completing construction of the Pace Pedestrian Bridge at I-90 and Barrington Road. • Completing new access eastbound exit ramp from I-90 to Lee Street. • Completing crossroad bridge construction of Illinois Route 23 over I-90. • Completing fencing and landscaping projects on I-90. • Completing M-14 parking lot reconstruction in Downers Grove. • Performing complete pavement and bridge preservation of the South Tri-State, south of 95th Street. • Completing bridge preservation on I-88, I-355 and I-90 to extend the life of the assets. • Completing various systemwide improvements.

Exhibit 39-12

Outcomes	2017 Goals/Objectives - Program Implementation
1,2,3,4	<p>Continue to successfully advance planning and design work for a variety of capital program projects, including:</p> <ul style="list-style-type: none"> • Completing EOWA design for Illinois Route 19 Interchange; continue design of Western Access between I-294 and Franklin Avenue, Franklin Avenue/Green Street; commence design of Western Access between Illinois Route 390 and I-90. • Completing master plan study for the Central Tri-State Corridor from 95th Street to Balmoral Avenue and start of Phase II design. • Completing design of I-88 rehabilitation between Illinois Route 251 and Illinois Route 56. • Completing design of I-355 rehabilitation between I-55 and Army Trail Road. • Continuing to design systemwide improvements for bridge and retaining wall repairs, signing and striping upgrades and facilities repairs. • Completing design for I-88 reconstruction between York Road and I-290. • Completing design for reconstruction of the East-West connector ramp pavement between I-294 and I-88. • Continuing Maintenance Facility Reconstruction.
1,2,3,4	<p>Continue to secure Tollway staffing resources and enhance program tools, systems, processes and procedures as needed for successful capital program implementation, including:</p> <ul style="list-style-type: none"> • Monitoring implementation of recent cost/budget and contracting processes, including ATP Approval, Change Orders, electronic bidding for Engineering procurement, Project Budget Change Requests and Contract Awards • Obtaining ISO 9001 recertification and become compliant with the new ISO 9001/2015 revised standard.
1,3	<p>Promote industry competition and participation in Tollway projects by qualified construction and professional services firms. Coordinate with the American Council of Engineering Companies (ACEC), Illinois Road and Transportation Builders Association (IRTBA), Hispanic American Construction Industry Association (HACIA) and other industry organizations by holding meetings, seminars, training sessions and webinars to provide information, build relationships and help businesses successfully navigate Tollway processes. <i>Move Illinois</i> quarterly meetings will also be held with designers, construction managers and contractors to share information convey the Tollway's expectations and build a collaborative team.</p>

Exhibit 39-13

Department Headcount - Engineering

Position Title	FY2015	FY2016	FY2017
Administration Manager	1	1	0
Assistant Project Manager	3	1	1
Auto Mechanic	54	56	54
Automotive Attendant	2	2	2
Automotive Body Technician	2	2	2
Bridge Inspection Engineer	1	1	1
Budget and Data Administrator	1	1	1
Budget Procurement and Maintenance Systems Manager	1	0	0
Central Shop Area Supervisor	1	1	1
Central Shop Manager	1	1	1
Central Shop Supervisor	1	2	1
Chief Engineer	1	1	1
Civilian Call Taker	7	7	6
Communications Supervisor	4	4	4
Community Relations Corridor Coordinator	1	1	1
Community Relations/Outreach Manager	1	1	1
Condemnation Support Specialist	1	1	1
Construction Contract Supervisor	1	1	1
Contract Administrator	2	2	2
Contract Analyst	0	2	2
Contract Payment Expeditor	5	4	3
Contract Payment Expeditor Supervisor	1	1	1
Contract Specialist	0	0	1
Deputy Chief of Engineering for Planning	1	1	1
Deputy Chief of Program Controls	1	1	1
Deputy Chief of Program Implementation	2	2	2
Dispatch Manager	1	1	1
Document and ITS Inventory Technician	1	1	1
Document Control Manager	1	1	1
Document Control Specialist	1	1	1
Engineering Budget and Procurement Manager	0	1	1
Engineering Document Administrator	1	1	1
Engineering Project Liaison	1	1	1
Environmental Planner	1	1	1
Environmental Policy and Program Manager	1	1	1
Equipment Operator Laborer	310	319	319
Executive Project Engineer	3	3	3
Executive Project Manager	5	5	5
Executive Secretary	4	4	4

Exhibit 40-1

Departmental Budgets and Narratives

Department Headcount - Engineering

Position Title	FY2015	FY2016	FY2017
Fiber Optic Utilities Relocation Manager	1	1	1
Fleet District Manager	2	2	2
Fleet Manager	1	1	1
Fleet Systems Administrator	0	0	1
Fleet Systems Analyst	1	1	0
General Manager of Engineering	1	1	1
General Manager of Maintenance and Traffic	1	1	1
Geometrics Engineer	1	1	1
GIS Support Specialist	1	1	1
GIS Systems Manager	1	1	1
Incident Manager	1	1	1
Intergovernmental Agreement (IGA) Manager	1	1	1
ITS Deployment Engineer	1	1	1
ITS Engineer	1	1	0
ITS Field Technician	2	2	2
ITS Trans Syst Spec	0	0	1
Land Acquisition Manager	1	1	1
Lead Traffic Operations Technician	0	1	1
Legislative and Policy Analyst	1	1	1
Maintenance Section Manager	11	11	11
Maintenance Section Supervisor	12	12	12
Maintenance Systems Analyst	1	1	1
Maintenance Systems Support Clerk	1	1	1
Management Operations Specialist	1	1	1
Manager of Govt Int Policy & Planning	0	0	1
Materials Engineer	1	1	1
Oasis Project Manager	1	0	0
Overweight/Over Dimension Permit Technician	0	0	1
Part Time Data Technician	1	1	1
Parts Clerk	14	13	12
Permit and Utilities Manager	1	1	1
Policy Analyst	1	1	1
Project Manager	4	4	4
Project Manager/Engineer	0	0	2
Property Specialist	1	1	1
Quality Auditor	1	1	1
Quality Manager	1	1	1
Relocation and Acquisition Specialist	1	1	1
Relocation Assistant	1	1	0
Roadway Electrical Manager	1	1	1
Roadway Lighting Laborer	13	13	12
Roadway Maintenance Administrator	0	1	1
Roadway Maintenance District Manager	2	2	2

Exhibit 40-2

Department Headcount - Engineering

Position Title	FY2015	FY2016	FY2017
Roadway Maintenance Manager	1	1	1
Roadway Maintenance Section Manager	0	1	0
Roadway Maintenance Section Supervisor	0	1	0
Roadway Management System Manager	1	0	0
Secretary II	1	0	0
Secretary III	5	5	5
Section Clerk	13	16	15
Senior Contract Payment Expediter	1	0	0
Senior Environmental Planner	1	1	1
Senior Landscape Architect	1	1	1
Senior Manager of Strategic Planning	1	1	1
Senior Project Engineer	7	8	8
Senior Project Manager	4	4	3
Sign Maker Hanger	15	15	14
Sign Shop Manager	1	1	1
Sign Shop Supervisor	1	1	1
Telecommunicator	21	21	20
Traffic and Revenue Analyst	1	1	1
Traffic Operations Center Manager	1	1	1
Traffic Operations Manager	1	1	1
Traffic Operations Technician	7	8	7
Traffic Permit Technician	2	2	2
Transportation Planner	1	1	0
Utilities/IGA Coordinator	1	1	1
Utility Administrator	1	1	1
Utility Technician	2	2	2
Web-Based Project Management Systems Manager	1	1	1
Welder	6	6	6
TOTAL	612	627	615

Exhibit 40-3

** While position titles and title counts may change within the department, total department headcount for Engineering will remain at 615 for the 2017.

Executive Office and Directors

The Executive Office and Directors are comprised of nine appointed directors including the Board chair, two *ex-officio* directors and the executive management staff. This office provides the management expertise to conceptually identify and set policies for the Tollway agency. This office also develops and implements a strategic plan that allows for the efficient and effective use of all available resources to accomplish the Tollway’s mission.

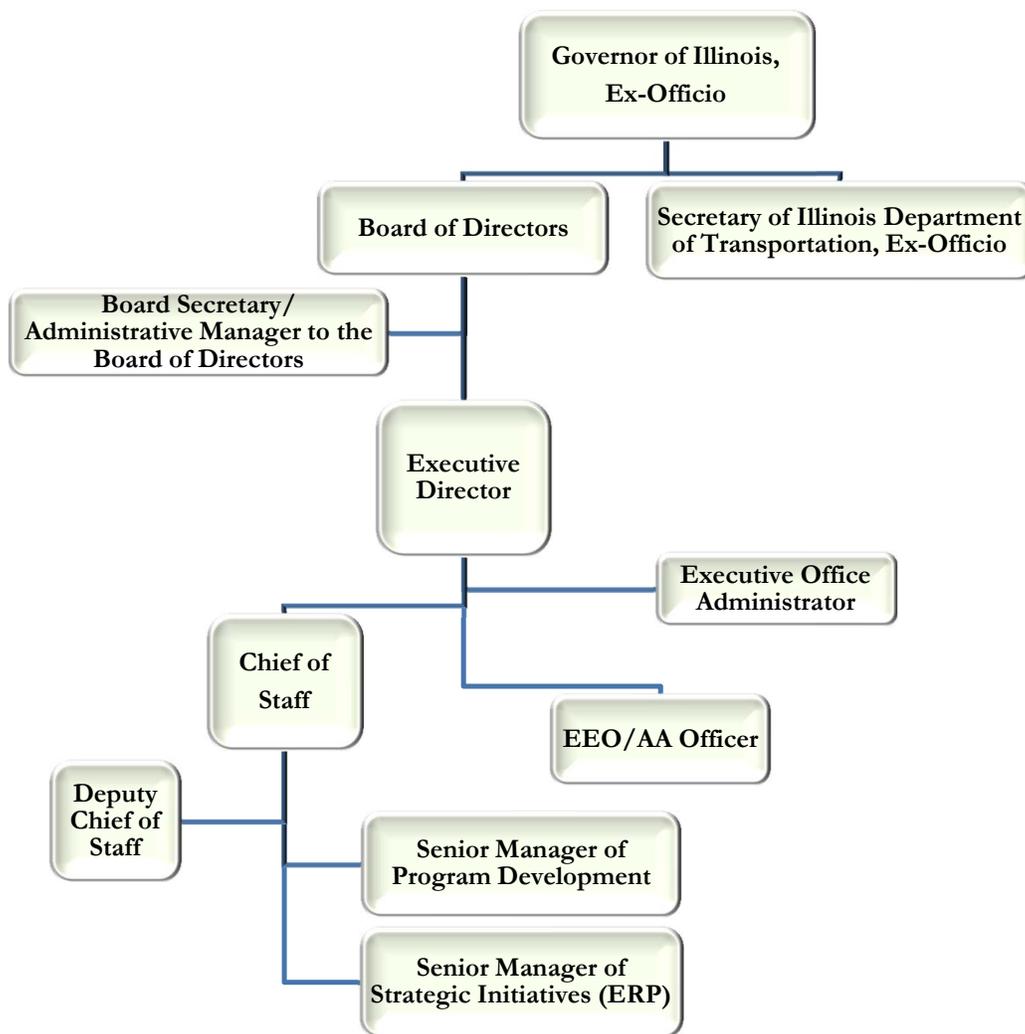


Exhibit 41

DEPARTMENT BUDGET					
EXECUTIVE OFFICE AND DIRECTORS					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$943,664	\$933,800	\$967,252	\$33,452	3.6%
FICA and Retirement	429,738	497,300	537,347	40,047	8.1%
Payroll Sub-Total	\$1,373,402	\$1,431,100	\$1,504,599	\$73,499	5.1%
Outside Services	73,333	110,000	250,000	140,000	127.3%
Dues, Books and Subscriptions	38,897	40,400	40,000	(400)	-1.0%
Travel and Subsistence	5,828	12,600	11,000	(1,600)	-12.7%
Supplies - Office	4,398	6,000	8,500	2,500	41.7%
Advertising and Promotion	-	1,500	6,500	5,000	333.3%
Supplies - Operational	3	1,000	5,000	4,000	400.0%
Other Expenses	5,475	9,000	5,000	(4,000)	-44.4%
Employee Training	1,735	2,300	1,500	(800)	-34.8%
Printing and Publications	-	800	1,000	200	25.0%
Other Capital Equipment	4	1,300	1,000	(300)	-23.1%
Postage and Express	344	1,000	800	(200)	-20.0%
Office Equipment-Maintenance	-	-	600	600	0.0%
Office/Equipment Rentals	-	500	-	(500)	-100.0%
Uniforms and Accessories	(32)	-	-	-	N/A
DEPARTMENT TOTAL	\$1,503,387	\$1,617,500	\$1,835,499	\$217,999	13.5%

Exhibit 42

The Fiscal Year 2017 Budget Request is \$1.8 million, an increase of \$218 thousand, or 13.5 percent, above the Fiscal Year 2016 Budget amount. Total payroll is \$1.5 million and includes eight positions.

Maintenance and Operations Highlights:

- Salaries increased by \$33 thousand compared to the 2016 Budget. This increase is due to the net change of two positions including additions and transfers.
- FICA and Retirement increased by \$40 thousand compared to the 2016 due an increase in budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent.
- Outside Services increased by \$140 thousand.
- All other expenses decreased to align with historical spending levels.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes	Executive Office and Directors - 2016 Accomplishments
1,2,3,4	Led completion of year five of <i>Move Illinois: The Illinois Tollway Driving the Future</i> , a 15-year, \$12 billion capital program. 2016 represented a significant investment in infrastructure with capital spending estimated over \$1.2 billion.
1,2,3,4	Continued leadership in the implementation of the Congestion-Relief Program (CRP), with \$5.7 billion (97.9 percent) of the program budget committed and 96.9 percent completion (work in place) by the end of October 2016. Work has been delivered on time and within budget, with completed contracts well below established budget and industry standards and 0.203 percent below contract award amounts.
1,2,3,4	Completed a comprehensive review and update of the employee Policies and Procedures Manual to include new and revised information. Introduced a new print format to facilitate regular updates to ensure the manual remains current for approximately 1,500 employees assigned to work in various locations throughout the 12 counties in Northern Illinois that the Tollway serves.
1,2,3,4	Advanced efforts to build a highly connected system of roadways that use cutting-edge technologies and innovation to accommodate future transportation needs.
1,2,3,4	Implemented a comprehensive security plan to protect and provide a safe work environment for employees, visitors and customers. Working with Illinois State Police, the Tollway completed an evaluation of all Tollway facilities, maintenance sites and toll plazas systemwide to determine areas where safety and security could be improved. In addition, internal and external procedures have been established and documented for facility lock-downs in the event a security breach occurs, including an active-shooter incident.
1,2,3,4	Led the Tollway in sunsetting the current Disadvantaged Business Enterprise (DBE) Program passed by the Board of Directors in 2005 and reauthorized a program to be known as the Business Diversity Program of 2016. The Business Diversity Program ensures that the Tollway's efforts to remedy the effects of discrimination in its contracting are in line with the current best practices and legal precedent and assists the agency to provide narrowly tailored, constitutionally-based programs, policies and initiatives.

Exhibit 43-1

Outcomes	Executive Office and Directors - 2016 Accomplishments
1,2,3,4	<p>Led the creation of a Small Business Initiative intended to increase opportunities for small companies to participate in the agency's <i>Move Illinois</i> capital program. The initiative puts small businesses in a position to succeed and grow as prime contractors by:</p> <ul style="list-style-type: none"> • Identifying select construction contracts, generally with values of approximately \$1 million, that can be set aside specifically for small businesses. • Establishing small business goals for select construction contracts on a project-by-project basis. <p>Through this initiative and continuing efforts to identify ways to support small businesses, the Illinois Tollway has moved from fifth place to first place in the state's ranking of top 10 agencies participating in the State's Small Business Set-Aside Program.</p>
1,2,3,4	<p>Led the issuance of bonds to finance an additional portion of the <i>Move Illinois</i> Program at or below planned costs, including the issuance of approximately \$300 million in early 2016 and an additional approximate \$300 million later in 2016.</p>
1,2,3,4	<p>Led the launching of the Tollway's new cutting-edge back office electronic tolling system to replace the I-PASS account management, violations management and reciprocity management currently performed within the custom RITE system.</p>
1,2,3,4	<p>Led the investigation of the reduction of electrical consumption through projects that will retrofit all plaza canopy lighting system wide, parking lot lighting at the Central Administration building, all interior lighting at the Central Warehouse, and all lane indicator lighting and the reduction of gas consumption through energy efficient boiler and furnace replacement at plazas and M-sites system wide.</p>

Outcomes	Executive Office and Directors - 2017 Goals/Objectives
1,2,3,4	<p>Continue to provide leadership for promoting a safe and efficient system of toll-supported highways while ensuring the highest possible level of customer service.</p>
1,2,3,4	<p>Continue to lead the advancement of the agency's goals including, increasing employment and attracting, retaining and growing businesses; improving infrastructure safety; supporting basic functions of government; and promoting environmental responsibility and culture.</p>
1,2,3,4	<p>Lead implementation of year six of <i>Move Illinois: The Illinois Tollway Driving the Future</i>, the Tollway's 15 year, \$12 billion capital program.</p>

Exhibit 43-2

Outcomes	Executive Office and Directors - 2017 Goals/Objectives
1,2,3,4	Continue to modernize and enhance technologies with a proactive approach within all areas of the Tollway including customer service, back office operations, design engineering, equipment updates and installation and use of national best practices.
2,3	Lead the investigation to improve toll payment options – and communication of those options – to rental car drivers. This includes new payment methods, including improved grace period tolls (with mobile access), a new license plate debt search functionality, and a new requirement that rental car companies display our signage at their locations.
1,2,3,4	<p>Advance the Tollway’s commitment to environmental stewardship and sustainability by:</p> <ul style="list-style-type: none"> • Continuing to monitor and evaluate the impact of capital projects in partnership with the Illinois Natural History Survey. • Developing new landscape policies for habitat creation. • Developing a bike and pedestrian accommodation policy. • Developing an agency wide policy of seeking funding opportunities for environmental studies and programs, monitoring the impact of capital projects and develop plans to address post-construction issues.
1,2,3,4	Seeking funding, partnership and grant opportunities for new and existing environmental initiatives.
1,2,3,4	Continue to successfully advance planning and design work for a variety of capital program projects including the master plan study for the Central Tri- State corridor.
2,3,4	Continue to successfully deliver construction projects on time and within budget, including successful delivery of Elgin O’Hare Western Access project, completing and opening of Active Traffic Management Smart Corridor on I-90, bridge preservation and various other systemwide improvements.
2,3,4	Continue to lead the implementation and finalization of a new Enterprise Resource Program system, including the finalization of the technical function configuration and testing of finance and procurement business areas.

Exhibit 43-3

Department Headcount - Executive Office and Directors

<u>Position Title</u>	<u>FY2015</u>	<u>FY2016</u>	<u>FY2017</u>
Administrative Manager to the Board	1	1	1
Chief of Staff	1	1	1
Deputy Chief of Staff	1	1	1
Ethics Officer/FOIA	0	0	1
Executive Director	1	1	1
Executive Office Administrator	0	1	1
Executive Secretary	2	0	1
FOIA Assistant	0	0	1
Senior Manager of Program Development	1	1	0
TOTAL	7	6	8

Exhibit 44

Finance

The Finance Department is responsible for general accounting, financial reporting, capital and operations budgeting, treasury functions, accounts payable, payroll, risk management and toll revenue audit. In addition, Finance manages all bond, cash and investment analysis and helps coordinate the financial portion of the annual audit of the agency.

Finance oversees the following functions:

- General Accounting
- Budget
- Accounts Payable
- Payroll
- Risk Management
- Fiscal Operations
- Toll Revenue Audit

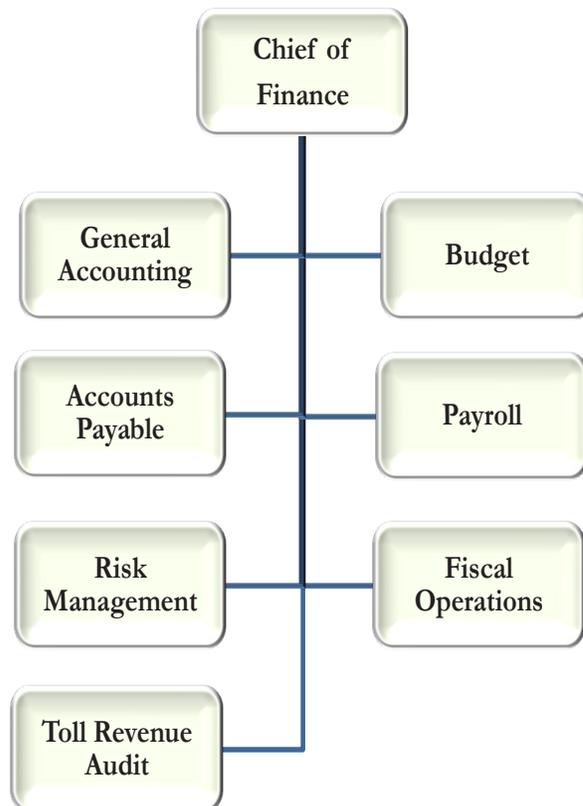


Exhibit 45

DEPARTMENT BUDGET					
FINANCE					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$2,679,967	\$2,798,000	\$2,774,298	(\$23,702)	-0.8%
FICA and Retirement	1,387,234	1,489,800	1,541,234	51,434	3.5%
Payroll Sub-Total	\$4,067,201	\$4,287,800	\$4,315,532	\$27,732	0.6%
Employee Group Insurance	29,367,124	33,110,300	35,444,000	2,333,700	7.0%
Workers' Compensation Insurance	6,234,653	8,931,400	8,199,400	(732,000)	-8.2%
Outside Services	2,635,055	3,075,000	3,835,000	760,000	24.7%
Property Insurance	1,981,983	3,133,300	3,446,600	313,300	10.0%
Bank Charges	49,668	75,000	135,000	60,000	80.0%
Bond Trustee	170	50,000	50,000	-	0.0%
Supplies - Office	22,460	24,500	29,000	4,500	18.4%
Postage and Express	11,264	20,000	20,000	-	0.0%
Dues, Books and Subscriptions	5,034	7,000	7,000	-	0.0%
Employee Training	1,995	6,000	6,000	-	0.0%
Contracted Maintenance Service	-	-	5,600	5,600	0.0%
Office Equipment	-	1,000	4,600	3,600	360.0%
Office Equipment-Maintenance	-	3,000	3,000	-	0.0%
Travel and Subsistence	1,906	2,700	2,500	(200)	-7.4%
Printing and Publications	2,479	2,500	2,500	-	0.0%
Other Expenses	-	1,500	1,500	-	0.0%
Supplies - Operational	226	300	1,300	1,000	333.3%
Other Capital Equipment	2,365	-	-	-	N/A
Sub-Total	\$44,383,582	\$52,731,300	\$55,508,532	\$2,777,232	5.3%
Recovery of Expenses	(90,255)	(110,000)	(110,000)	-	0.0%
DEPARTMENT TOTAL	\$44,293,327	\$52,621,300	\$55,398,532	\$2,777,232	5.3%

Exhibit 46

The Fiscal Year 2017 Budget Request is \$55.4 million, an increase of \$2.8 million, or 5.3 percent, above the Fiscal Year 2016 Budget amount. Total payroll is \$4.3 million and includes 56 positions.

Maintenance and Operations Highlights:

- Salaries and Wages decreased by \$24 thousand compared to the 2016 Budget. This decrease reflects salary and wage adjustments and the phasing of vacancies.
- FICA and Retirement increased \$51 thousand compared to the 2016 Budget due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent.

- Group Insurance increased by \$2.3 million over the 2016 Budget level and is based on insurance rate increases, projected employee enrollment and employee contributions towards their insurance coverage and now includes teamsters insurance. This account includes group medical, dental, optical and life, as well as retiree health and life insurance.
- Outside Services increased by \$760 thousand due to increase in collections and audit fees.
- Workers Compensation Insurance decreased by \$0.7 million compared to 2016 budgeted amount to reflect trends identified in the latest actuarial study.
- Property Insurance increased by \$313 thousand over the 2016 Budget reflecting the addition of cyber liability insurance and premium values increased. This account category also covers buildings, bridges, vehicles and other liability insurance.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes	Finance - 2016 Accomplishments
3	<p>Improved operational efficiencies, internal controls, service levels and accountability, and monthly and quarterly reporting as a result of the following enhancements:</p> <ul style="list-style-type: none"> • Continued the monthly expense review to ascertain reasonableness of booked balances. • Successfully closed the 2015 Microsoft Dynamics ledger at year end timely and accurately – the first time this software was used to prepare the GAAP trial balance. • Processed all payrolls timely and accurately, met required deadlines for quarterly and annual financial reporting including the 2015 audit reports that required implementation of GASB 68 in 2015, which added increased complexity to the financial statement preparation. • Provided oversight over the preparation of Tollway’s capital budget, conducted analyses and forecasts on program status to monitor spending relative to projections. • Initiated a process to review capital spending on right-of-way acquisition and utilization of bond proceeds to fund these expenses. • Participated in planning and eventual implementation of ERP system to replace the various financial systems currently being used.
3	<p>Completed the sixth bond financing of the <i>Move Illinois</i> Program, an issuance of \$300 million of senior revenue bonds. The average yield to call of the bond issue was 2.7 percent, and the average yield to maturity was 3.7 percent. The bonds were issued as fixed-rate revenue bonds with principal amortization ranging from January 1, 2027, through January 1, 2041, and are rated “Aa3,” “AA-” and “AA-“ by Moody’s Investors Service, S&P Global Ratings and Fitch Ratings, respectively. Combined with the five prior new money bond issuances in 2013-2015, a total of \$2.64 billion of <i>Move Illinois</i> Program project costs have been funded by bond proceeds.</p>
3	<p>Worked with the IT and ITS groups to configure, test, and maintain two new digital recording systems, recording over 600 audit/security cameras.</p>
3	<p>Successfully issued IRS form 1095-C (Employer –Provided Health Insurance Offer and Coverage) to employees as required by the Affordable Care Act.</p>
3	<p>Prepared, published and graded RFP responses to obtain services to permit filing unclaimed property reports in all required states.</p>
3	<p>Worked with Business Systems, IT and Procurement to develop the credit card processor ERP.</p>
3	<p>Received the Government Finance Officers Association (GFOA) Certificate of Financial Reporting Excellence for the 19th consecutive year. Received the GFOA Distinguished Budget Presentation Award for the 13th consecutive year.</p>

Exhibit 47-1

Outcomes		Finance - 2016 Accomplishments	
3		Tested and verified the accuracy of I-PASS collection, violations and the general toll revenue collection process.	<ul style="list-style-type: none"> Conducted exception based audits on approximately \$135 million in cash toll revenues representing more than 100 million transactions. Performed 12 money room revenue audits, 24 plaza audits, and five Customer Service Center oases audits. Assessed policies and procedures in the areas reviewed to ensure that state funds are properly secured, accounted for, deposited and reported.
3		Improved finance processing times for design and inspection invoices (January 2016 average – 23.2 days. July 2016 average nine days). Processed approximately 1,100 operational payments a month.	
Outcomes		2017 Goals/Objectives–Finance	
3		Work with other Tollway departments to streamline payment processes.	
3		Work with Strategic Initiatives on Phase 1 ERP implementation.	
3		Continue to test and verify the accuracy of I-PASS collection, violations and general toll revenue collection process across multiple systems. Identify and report discrepancies on a timely basis.	
3		Review data from new ATS system and determine what reporting can be developed to facilitate Finance department decisions.	
3		Implement new credit card processor once RFP is issued and awarded.	
3		Utilize the Microsoft Dynamics application to assist in preparation of the 2016 GAAP financial statement and CAFR.	
3		Continue to complete monthly accounting closes by the end of the third week following the month end in order to achieve timely financial reporting.	
3		Continue to refine the accuracy of the monthly and year end accrual process. Work with Engineering to ensure that all year end capital accruals are properly reported.	
3		Search for improved methods to refine the intergovernmental agreement accounting process.	
3		Support the Tollway’s efforts to deliver the Capital Program on time and within budget: <ul style="list-style-type: none"> Collaborate with process partners throughout the Tollway, including Engineering, PMO, Business Systems, Information Technology and Toll Ops to understand and analyze funding requests and its impacts to the capital program. Continue to enhance processes needed to monitor capital spending levels to ensure compliance with capital budgets and goals. Utilize the ERP tools to enhance and develop metrics for compliance and reporting on M&O and Capital projects. Continue to provide oversight on the ECP program and validation of bid credits earned and used by contractors. 	

Exhibit 47-2

Outcomes	2017 Goals/Objectives - Finance
3	Issue bonds as necessary to finance an additional portion of the <i>Move Illinois</i> Program at or below planned costs. Current forecast is that \$300 million of senior lien revenue bonds will be sold in December 2016 and issued in early 2017.
3	Renew and/or replace the liquidity facilities supporting the Tollway's \$1.2 billion of variable rate bonds, which such liquidity facilities expire in the first quarter of 2017.
3	Continue to monitor the market for opportunities to: (a) reduce debt service by refunding outstanding fixed-rate bonds and (b) reduce risks associated with the synthetic fixed rate bond portfolio.
3	Increase the emergency services recovery from an average of 42% to 43% of invoices, and Agency property damage recovery from an average of 83% to 85% of invoice.

Exhibit 39

Exhibit 47-3

Department Headcount - Finance

Position Title	FY2015	FY2016	FY2017
Accountant	2	2	2
Accounts Payable Representative	6	6	6
Assistant Supervisor Accounts Payable	1	1	1
Budget Analyst	1	1	1
Budget/General Accounting Clerk	1	1	1
Capital Budget Analyst	2	2	3
Capital Budget Manager	1	1	1
Capital Finance Analyst	1	1	1
Cashier	1	1	1
Cashier Supervisor	1	1	1
Cashier/General Accounting Assistant	3	3	3
Chief Accountant	2	2	2
Chief of Finance	1	1	1
Claims Adjuster	1	1	1
Construction Insurance Analyst	1	1	1
Controller	1	1	1
Debt Manager	1	1	1
Deputy Chief of Finance	1	1	1
Disbursement Control Supervisor	1	1	1
Emergency Services Collection Analyst	1	1	1
Executive Secretary	1	1	1
Financial Planning Analyst	1	1	1
Fiscal Operations Manager	1	1	1
Insurance Claims Supervisor	1	1	1
Insurance Risk Manager	1	1	1
M and O Budget Manager	1	0	0
Manned Lanes Control Clerk	1	1	1
Payroll Analyst	4	4	4
Payroll Manager	1	1	1
Payroll Supervisor	1	1	1
Project Accountant	2	3	3
Project Administrator	1	2	2
Property Recovery Analyst	1	1	1
Secretary III	1	1	1
Senior Accountant	5	4	4
Senior Financial Analyst	1	1	0
Toll Audit Manager	1	1	1
Toll Audit Supervisor	1	1	1
TOTAL	56	56	56

Exhibit 48

Information Technology Department

The Information Technology Department is responsible for planning, directing and controlling all information technologies and telecommunications, as well as providing the Tollway with strategic guidance and user/client services.

Information Technology oversees the following functions:

- Enterprise Information Services
- Data Communications
- Operations and Field Support

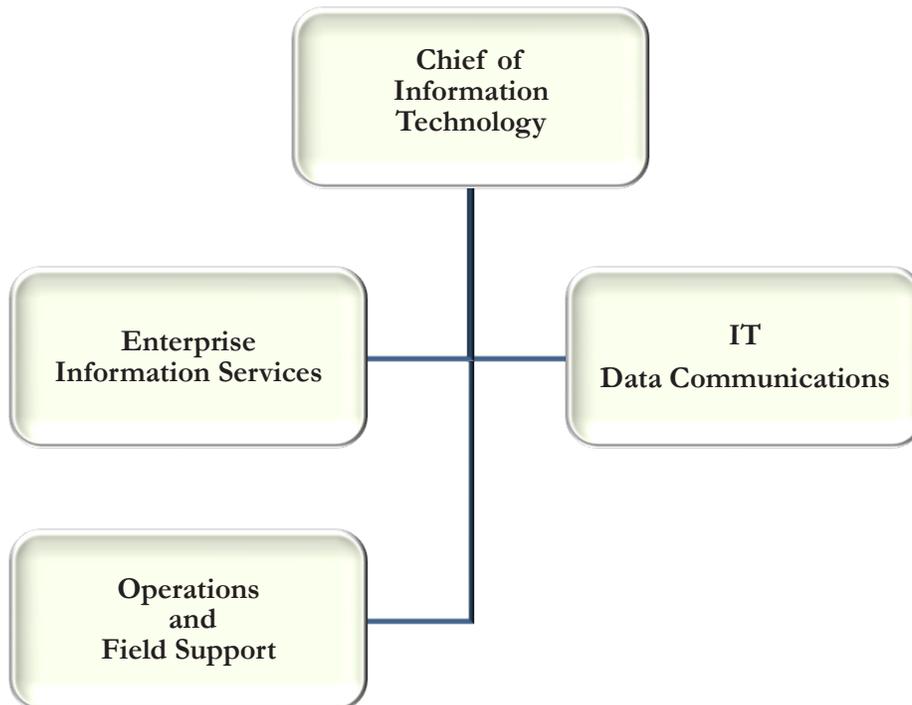


Exhibit 49

Departmental Budgets and Narratives

DEPARTMENT BUDGET					
INFORMATION TECHNOLOGY					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$3,300,057	\$4,169,600	\$3,559,516	(\$610,084)	-14.6%
FICA and Retirement	1,699,591	2,220,200	2,026,292	(193,908)	-8.7%
Payroll Sub-Total	\$4,999,648	\$6,389,800	\$5,585,807	(\$803,993)	-12.6%
Office Equipment-Maintenance	2,548,745	4,500,000	7,059,218	2,559,218	56.9%
Consulting Services	2,108,519	1,580,200	1,163,200	(417,000)	-26.4%
Telephone and Telegraph	753,786	808,500	835,000	26,500	3.3%
Contracted Maintenance Service	697,824	840,000	800,000	(40,000)	-4.8%
Replacement Parts	201,906	150,000	150,000	-	0.0%
Supplies - Operational	62,355	84,000	55,500	(28,500)	-33.9%
Materials - Operational	45,526	40,000	40,000	-	0.0%
Outside Services	23,644	30,000	27,500	(2,500)	-8.3%
Employee Training	(950)	30,000	25,000	(5,000)	-16.7%
Supplies - Office	11,788	15,200	17,800	2,600	17.1%
Tools and Equipment	17,737	8,000	13,000	5,000	62.5%
Other Capital Equipment	5,773	5,100	5,500	400	7.8%
Office Equipment	187	6,700	2,350	(4,350)	-64.9%
Travel and Subsistence	(61)	4,000	2,000	(2,000)	-50.0%
Printing and Publications	1,447	1,500	1,500	-	0.0%
Uniforms and Accessories	571	1,300	1,300	-	0.0%
Other Expenses	327	900	550	(350)	-38.9%
Building Equipment	875	1,000	500	(500)	-50.0%
Postage and Express	391	700	400	(300)	-42.9%
Dues, Books and Subscriptions	342	500	300	(200)	-40.0%
DEPARTMENT TOTAL	\$11,480,381	\$14,497,400	\$15,786,425	\$1,289,025	8.9%

Exhibit 50

The fiscal year 2017 Budget request is \$15.8 million, an increase of \$1.3 million, or 8.9 percent, above the fiscal year 2016 Budget amount. Total payroll is \$5.6 million and includes 55 positions.

Maintenance and Operations Highlights:

- Salaries and Wages decreased by \$610 thousand compared to the 2016 Budget. This decrease reflects eliminating and phasing of vacancies, partially offset by salary and wage adjustments required by collective bargaining agreements..
- FICA and Retirement decreased by \$194 thousand compared to the 2016 due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent offset by headcount adjustment.
- Office Equipment-Maintenance increased by \$2.6 million for new and ongoing software maintenance including the new back office system, internal auditing, Smartnet, Microsoft As-

surance, EMC and Oracle. In addition, this category includes Unisys mainframe, Kronos and Datawatch (cold storage for the mainframe reports).

- Telephone costs increased by \$27 thousand expenses in this category include telephone/voice mail maintenance and annual systemwide T1/circuit costs.
- Consulting Services decreased by \$418 thousand partially due to Unisys web hosting no longer needed in 2017. In addition, Web/e-Commerce services will be part of the new back office solutions functionality.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Information Technology - 2016 Accomplishments	
Outcomes	
2,4	Replaced obstruction lighting on Tollway communications towers with current technology.
2	Replacement of the statewide radio communications system (Starcom21).
2,4	Upgraded the Tollway's roadway fiber optical wide-area network infrastructure.
2,3	Completed migration from Blackberry smartphones to iPhones.
2	Upgraded the DC Power Plant Uninterruptible Power Supply (UPS) infrastructure for roadway.
2	Implemented Phase 2 infrastructure to provide secure remote access to the Tollway network resources.
2	Supported Tollway Enterprise initiatives such as Accenture Tolling System (ATS).
2	Performed security assessments, remediation activities and enhancements.
2,3	Implemented a Tollway wide business continuity/disaster Recovery program.
2,3	Began the Tollway's Enterprise Resource Planning (ERP) Project. Finalized system design.
2,3	Implemented several security enhancements to the IT infrastructure.

Information Technology - 2017 Goals/Objectives	
Outcomes	
2	Upgrade the Tollway's enterprise voice-over-internet-protocol (VoIP) system replacing the legacy private branch exchange (PBX) telephone system.
2	Continue to support Tollway enterprise initiatives such as Accenture Tolling System (ATS).
2	Continue to perform security assessments, remediation activities and enhancements.
2	Upgrade the Tollway's time and attendance systems.
2	Design, configure and deploy a network operations center (NOC).
2,3	Continued Enterprise Resource Planning (ERP) Project implementation efforts; Phase 1 Go Live (Finance and Procurement); begin human capital management design.

Department Headcount - Information Technology

Position Title	FY2015	FY2016	FY2017
Antenna Specialist	2	2	1
Application Developer	2	2	0
Application Developer Manager	1	1	0
Chief of Information Technology	1	1	1
Communications Equipment Operator	1	1	1
Computer Operator	1	1	1
Data Center Operations Manager	1	1	1
Database Administrator	1	1	1
Deputy Chief of Business Systems	1	1	1
Deputy Chief of IT - Infrastructure and Development	1	1	1
Deputy Chief of Security	1	1	1
Deputy Manager Strategic Initiatives	1	1	1
Desktop Support Technician	3	3	0
Enterprise Application Support	2	2	1
Enterprise Information Services Manager	1	1	1
Executive Secretary	1	1	1
Field Network Technician	5	5	4
Field Operations Manager	1	1	1
Inventory Control Clerk	1	1	1
IT Business Development Coordinator	1	1	1
Mobile Bench Technician	2	2	2
Mobile Installer	3	3	3
Mobile Shop Manager	1	1	1
Network Administrator	1	0	0
Network Manager Cisco	1	1	1
Network Specialist Cisco	1	1	1
Network Support Manager	1	1	1
Network Technician	1	1	0
NOC Manager	1	1	1
NOC Operator	1	1	1
PBX Technician	1	1	1
Project Manager	3	4	2
Secretary III	2	2	1
Security Administrator	1	1	1
Senior Computer Operator	2	2	2
Senior Manager of Strategic Initiatives	1	1	1
Senior Network Administrator	2	2	2
Senior Software Engineer	2	2	2
Senior Systems Analyst	3	3	3
System Administrator	2	2	2
System Technician I	4	4	4
Systems Architecture and Engineering Manager	1	1	1

Exhibit 52-1

Department Headcount - Information Technology

<u>Position Title</u>	FY2015	FY2016	FY2017
Systems Supervisor	1	1	1
Voice Communications Coordinator	1	1	1
TOTAL	68	68	55

Exhibit 52-2

Office of the Inspector General

It is the intent of the Office of the Inspector General to provide accountability and protect the integrity of the Illinois Tollway. The Office of the Inspector General has independent authority to root out and investigate instances of waste, inefficiencies, fraud, corruption, misconduct and mismanagement in the day-to-day operations of the Illinois Tollway and recommend policies and procedures to ensure that the Tollway's Board members and employees, contractors and vendors adhere to all state and federal laws, as well as internal rules and regulations. The Office of the Inspector General now has statutory authority, including subpoena power.

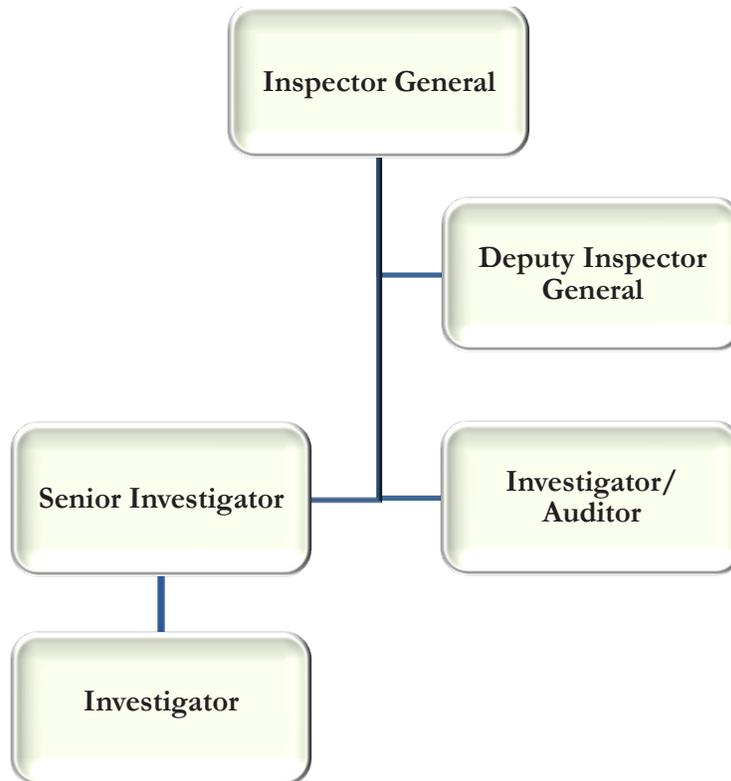


Exhibit 53

DEPARTMENT BUDGET					
OFFICE OF THE INSPECTOR GENERAL					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$529,641	\$582,300	\$588,258	\$5,958	1.0%
FICA and Retirement	273,385	310,000	326,801	16,801	5.4%
Payroll Sub-Total	\$803,026	\$892,300	\$915,059	\$22,759	2.6%
Dues, Books and Subscriptions	4,453	6,000	9,000	3,000	50.0%
Employee Training	4,730	4,000	8,000	4,000	100.0%
Office Equipment-Maintenance	-	6,500	7,100	600	9.2%
Office Equipment	-	800	6,000	5,200	650.0%
Travel and Subsistence	2,556	3,000	4,000	1,000	33.3%
Supplies - Office	2,286	1,500	3,500	2,000	133.3%
Postage and Express	434	800	800	-	0.0%
Tools and Equipment	-	100	300	200	200.0%
Printing and Publications	-	100	150	50	50.0%
Supplies - Operational	79	100	-	(100)	-100.0%
DEPARTMENT TOTAL	\$817,564	\$915,200	\$953,909	\$38,709	4.2%

Exhibit 54

The Fiscal Year 2017 Budget Request is \$954 thousand, an increase of \$39 thousand, or 4.2 percent, above the Fiscal Year 2016 Budget amount. Total payroll is \$915 thousand and includes six positions.

Maintenance and Operations Highlights:

- Salaries increased by \$6 thousand compared to the 2016 Budget. This salary increase reflects salary adjustments and no phased positions.
- FICA and Retirement increased by \$17 thousand compared to the 2016 Budget due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent.
- Office Equipment, Employee Training, and Dues, Books and Subscriptions increased to meet staffing improvement needs.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes		Inspector General - 2016 Accomplishments	
2,3		Provided to the chairman, Board of Directors, executive staff, the Illinois Governor and the General Assembly appropriate notice of office investigative accomplishments.	
2,3		Conducted investigations and reviews and issued reports with detailed findings and recommendations for addressing employee performance issues, and improving policies and procedures to promote accountability and integrity in Tollway operations.	
1,2,3		As official law enforcement liaison for the Tollway, provided investigative assistance to outside law enforcement agencies to facilitate investigative and prosecutorial efforts.	
2,3		Developed improved communication with administration and key stakeholders.	
1,2,3		Enhanced public trust and confidence in the Tollway by publicly reporting, as allowed by law, on OIG investigations, recommendations, and management responses.	
1,2,3		Improved outreach to ensure and encourage Tollway employees, vendors, and the public understand OIG's mission and know how to report matters to OIG.	

Outcomes		Inspector General - 2017 Goals/Objectives	
2,3		Provide appropriate notice of office investigative accomplishments to the Chairman, Board of Directors, executive staff, the Illinois Governor and the General Assembly.	
2,3		Continue to improve communication with administration and key stakeholders.	
3		Ensure all staff maintain appropriate certifications, and pursue continuous professional development necessary for proficiency expected of a professional investigative office.	
3		Continue to identify and address issues of concern, and produce reports that add value.	
2,3		Promote accountability, integrity, efficiency, and effectiveness in Tollway programs and operations through investigations and reviews.	
2,3		Promote improved Tollway management regarding significant and/or planned matters.	
1,2,3		Maintain and foster public trust in the Tollway by continuing outreach efforts and publicly reporting, as allowed by law, on OIG activities, recommendations, and management responses.	

Department Headcount - Office of the Inspector General

<u>Position Title</u>	FY2015	FY2016	FY2017
Administrative Assistant	1	1	1
Deputy Inspector General	1	1	1
Inspector General	1	1	1
Investigator	1	1	1
Investigator - Auditor	1	1	1
Senior Investigator	1	1	1
TOTAL	6	6	6

Exhibit 56

Internal Audit Department

The Internal Audit Department promotes accountability and integrity by conducting independent audits and reviews regarding the efficiency and effectiveness of Tollway operations. The Internal Audit Department is responsible for recommending improvements and changes that increase the economy, efficiency and effectiveness of Tollway projects and processes. It advises departments on techniques, controls and best practices for mitigating risks, while promoting the highest professional and ethical standards in the issuance and oversight of contracts and ensures accountability and integrity in the handling of public revenues received by the Tollway.

Internal auditing is an independent, objective assurance and consulting activity designed to add value and improve Tollway operations. It helps the Tollway accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of risk management, control and governance processes.

The Internal Audit Department oversees the following functions:

- Internal Audit
- Vendor Compliance Audit

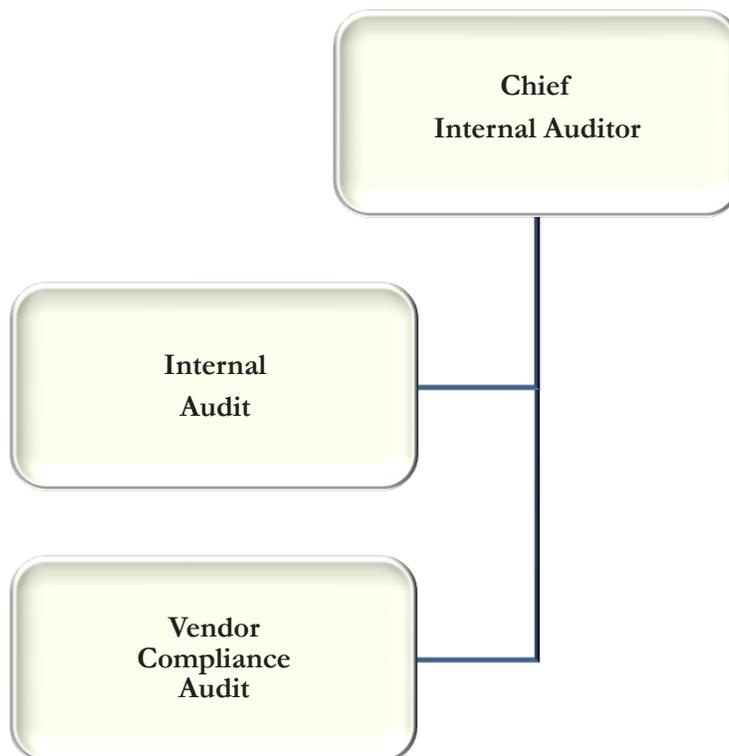


Exhibit 57

DEPARTMENT BUDGET					
INTERNAL AUDIT					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$504,631	\$589,300	\$522,471	(\$66,829)	-11.3%
FICA and Retirement	258,900	313,700	290,254	(23,446)	-7.5%
Payroll Sub-Total	\$763,532	\$903,000	\$812,725	(\$90,275)	-10.0%
Employee Training	6,155	7,000	7,000	-	0.0%
Dues, Books and Subscriptions	3,205	2,500	2,500	-	0.0%
Travel and Subsistence	1,364	2,000	2,000	-	0.0%
Supplies - Office	1,354	2,000	2,000	-	0.0%
Office Equipment	-	-	800	800	0.0%
Supplies - Operational	88	500	500	-	0.0%
DEPARTMENT TOTAL	\$775,697	\$917,000	\$827,525	(\$89,475)	-9.8%

Exhibit 58

The Fiscal Year 2017 Budget Request is \$828 thousand, a decrease of \$89 thousand, or 9.8 percent, below the Fiscal Year 2016 Budget amount. Total payroll is \$813 thousand and includes eight positions.

Maintenance and Operations Highlights:

- Salaries and Wages decreased by \$67 thousand compared to the 2016 Budget. This decrease reflects the phasing of vacant positions.
- FICA and Retirement decreased by \$23 thousand compared to the 2016 Budget due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent offset by headcount adjustment.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow business
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes	2016 Accomplishments - Internal Audit
1,2,4	Cycle Audits – Completed six required cycle audits including Administrative Support Services, Budgeting, Accounting and Reporting; Revenues and Receivables; Property, Equipment, and Inventory; Electronic Data Processing and Grant Administration.

Exhibit 59-1

Outcomes	2016 Accomplishments - Internal Audit
1,2,4,	Fiscal Control and Internal Auditing Act (FCIAA) requirements - Completed all administrative requirements set forth within the Fiscal Control and Internal Auditing Act, including, but not limited to, development of the two-year plan, presentations to the Board and Executive management on Internal Audit activities, completion of the annual certification letter to the Auditor General of the State of Illinois.
2,4,	Audit Follow-Up - Performed follow-ups on all 2015 internal and external audit findings presented to management.
4,	External Audit Coordination – Coordinated the external audits for the compliance examination, Payment Card Industry (PCI) assessment and other outsourced assurance reviews.
4,	Additional Audits – Performed vendor audits and risk-based audits on Tollway operations.
1,2,4,	Performed audit activities that have helped the Tollway safeguard assets; promote accountability; ensure compliance with laws, regulations, policies, procedures, generally accepted industry standards and verify the accuracy and reliability of accounting data.
1,2,4,	Consulting Services - Provide consulting services on pre-implementation of electronic data processing systems and other areas of management to add value and improve governance, risk management and control processes.
4,	Developed and sustained collaborative relationships with administration and other key stakeholders.
1,2,4,	Audit recommendations identified ways to maximize revenues or identify opportunities for new revenue or cost savings, manage or use its resources in an economical and efficient manner and identified causes for inefficiencies or uneconomical practices.
1,2,4,	Continued to advise on internal controls for the development of systems and business processes that will provide opportunities for operational improvement and efficiencies.
4,	Continued recurring goals and objectives including timely completion of scheduled audits, reviews and special projects, performance of follow-up reviews, staff training and career development.
4	Identified activities requiring internal audit through communication with management, other key personnel or problem areas encountered during the performance of regular assignments.
1,2,3,4,	Examined existing systems and activities to evaluate efficient and effective use of resources, accomplishment of goals and objectives, reliability of information, accuracy of records, compliance with policies and procedures and integrity of controls.

Exhibit 59-2

Outcomes	2017 Goals/Objectives - Internal Audit
1,2,4,	Cycle Audits – Perform four scheduled and required cycle audits including Agency Management and Oversight, Personnel and Payroll, Expenditure Control and Purchasing and Procurement.
1,2,4,	Additional Audits - Perform additional non-cyclical audits based on annual risk assessment results.
4,	Audit Coordination - Coordinate with external auditors and Tollway management on various audit engagements to ensure proper communication and efficiency.
1,2,4,	Consulting Services - Provide consulting services on pre-implementation of electronic data processing systems and other areas of management request to help add value and improve governance, risk management and control processes.
4	Perform audits and provide other services to help the Tollway achieve the highest effectiveness and efficiency with integrity. Promote compliance with laws, regulations, policies, procedures, rules, and agreements through reviews and analyses of the Tollway services and activities.
1,2,3,4,	Continue to advise on internal controls for the development of systems and business processes that will provide opportunities for operational improvement and efficiencies.
4,	Continue timely completion of scheduled audits, reviews and special projects, performance of follow-up reviews, staff training and career development.
4	Ensure all staff pursue continuous professional development that lead to professional and ethical proficiency expected in the profession of internal auditing.
4,	Report audit results to senior management and the Audit Committee of the Board. Ensure communication with the Audit Committee is effective in addressing its requirements.
1,2,4,	Consulting Services – Provide consulting services on pre-implementation data processing systems and/or management requests to add value and improve governance, risk management and control processes.

Exhibit 59-3

Department Headcount - Internal Audit

<u>Position Title</u>	FY2015	FY2016	FY2017
Audit Administrator	1	0	0
Chief Internal Auditor	1	1	1
Construction Auditor/Deputy Chief of Internal Audit	1	0	0
Information Systems Auditor	1	1	1
Internal Audit Manager	1	1	1
Internal Auditor	3	3	3
Secretary	0	0	1
Senior Construction Audit Manager	0	1	1
TOTAL	8	7	8

Exhibit 60

Legal Department

The Legal Department is a bureau of the Office of the Attorney General of the state of Illinois assigned to provide legal services to the Tollway. The General Counsel reports to the Executive Director and to the Attorney General. The department provides legal assistance in all aspects of the Tollway operations, including contract preparation, financing operations, construction activities and employee labor relations.

The Legal Department oversees the following functions:

- Contracts
- Bond Issues
- Personal Injury Cases
- Recovery of Expenses
- Violation Enforcement Collection Efforts

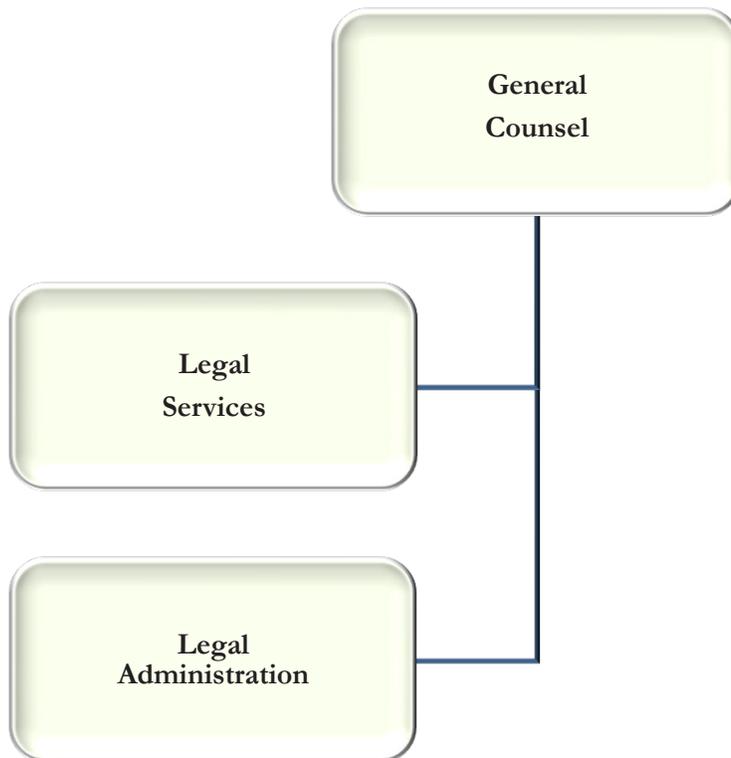


Exhibit 61

DEPARTMENT BUDGET					
LEGAL					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$947,298	\$1,119,400	\$1,030,531	(\$88,869)	-7.9%
FICA and Retirement	483,674	596,100	572,501	(23,599)	-4.0%
Payroll Sub-Total	\$1,430,972	\$1,715,500	\$1,603,033	(\$112,467)	-6.6%
Outside Services	167,726	234,000	234,000	-	0.0%
Dues, Books and Subscriptions	5,041	11,900	5,000	(6,900)	-58.0%
Travel and Subsistence	5,292	7,700	5,000	(2,700)	-35.1%
Employee Training	2,574	3,500	3,500	-	0.0%
Supplies - Office	3,111	4,800	3,000	(1,800)	-37.5%
Other Expenses	788	3,000	3,000	-	0.0%
Supplies - Operational	35	1,900	1,900	-	0.0%
Postage and Express	1,763	1,900	1,900	-	0.0%
Telephone and Telegraph	252	-	-	-	0.0%
Sub-Total	\$1,617,554	\$1,984,200	\$1,860,333	(\$123,867)	-6.2%
Recovery of Expenses	(2,242)	(6,000)	(6,000)	-	0.0%
DEPARTMENT TOTAL	\$1,615,312	\$1,978,200	\$1,854,333	(\$123,867)	-6.3%

Exhibit 62

The Fiscal Year 2017 Budget Request is \$1.9 million, a decrease of \$124 thousand, or 6.3 percent, below the Fiscal Year 2015 Budget amount. Total payroll is \$1.6 million and includes 12 positions.

Maintenance and Operations Highlights:

- Salaries and Wages decreased by \$89 thousand compared to the 2016 Budget. This decrease reflects adjustments and phasing of vacant positions.
- FICA and Retirement decreased by \$24 thousand compared to the 2016 Budget due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent offset by headcount adjustment.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes		Legal - 2016 Accomplishments	
3		Assisted in the transitioning of Board leadership.	
3		Oversaw new Bond matters.	
3		Continued management and defense in DBE litigation.	
Outcomes		Legal - 2017 Goals/Objectives	
2		Overseeing developments in the CP Railroad matter.	
2		Overseeing developments in the land acquisition.	
3		Continued management and defense in DBE litigation.	
3		Strong defense of legal liability and risk exposure in litigation matters.	
3		Legal support for bond issuance transactions.	

Exhibit 63

Department Headcount - Legal

<u>Position Title</u>	FY2015	FY2016	FY2017
Assistant Attorney General	2	2	2
Deputy General Counsel	1	1	1
Executive Secretary	1	1	1
General Counsel	1	1	1
Law Clerk	0	0	1
Legal Secretary III	2	2	1
Property Management/Paralegal	1	1	1
Senior Assistant Attorney General	4	4	4
TOTAL	12	12	12

Exhibit 64

Procurement Department

The Procurement Department is responsible for purchasing and procurement activities of the Tollway. The Procurement Department is authorized to execute contracts and place orders for goods and services and it is responsible for the warehouse function.

The Procurement Department oversees the following functions:

- Purchasing
- Central Warehouse (CW)

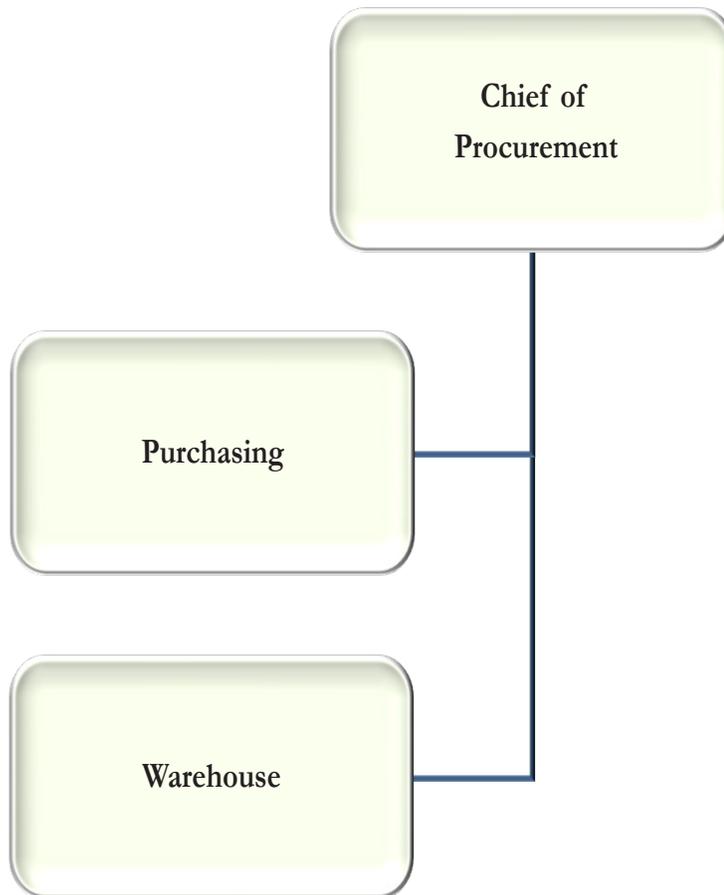


Exhibit 65

DEPARTMENT BUDGET					
PROCUREMENT					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$2,697,284	\$2,961,200	\$3,108,594	\$147,394	5.0%
FICA and Retirement	1,407,066	1,576,800	1,726,948	150,148	9.5%
Payroll Sub-Total	\$4,104,349	\$4,538,000	\$4,835,542	\$297,542	6.6%
Supplies - Office	117,767	18,000	18,000	-	0.0%
Outside Services	18,321	12,500	12,500	-	0.0%
Dues, Books and Subscriptions	8,690	11,000	8,500	(2,500)	-22.7%
Telephone and Telegraph	(88,828)	3,000	3,000	-	0.0%
Building Equipment	514	2,900	2,900	-	0.0%
Tools and Equipment	5,483	-	2,500	2,500	0.0%
Uniforms and Accessories	133,062	2,300	2,300	-	0.0%
Travel and Subsistence	806	2,000	2,000	-	0.0%
Supplies - Operational	(4,288)	2,000	2,000	-	0.0%
Advertising and Promotion	1,958	2,000	1,800	(200)	-10.0%
Employee Training	1,650	1,000	1,000	-	0.0%
Postage and Express	845	1,000	1,000	-	0.0%
Replacement Parts	(114,189)	500	700	200	40.0%
Printing and Publications	(21,696)	400	400	-	0.0%
Other Expenses	1,536	300	300	-	0.0%
Materials - Operational	199,276	100	100	-	0.0%
Office Equipment-Maintenance	(1,540)	-	-	-	N/A
Fuels and Oils	(36,272)	-	-	-	N/A
Armored Truck Service	180	-	-	-	N/A
Office Equipment	(187)	-	-	-	N/A
Sub-Total	\$4,327,436	\$4,597,000	\$4,894,542	\$297,542	6.5%
Recovery of Expenses	(2,346)	(15,000)	(15,000)	-	0.0%
DEPARTMENT TOTAL	\$4,325,090	\$4,582,000	\$4,879,542	\$297,542	6.5%

Exhibit 66

The Fiscal Year 2017 Budget Request is \$4.9 million, an increase of \$298 thousand, or 6.5 percent, above the Fiscal Year 2016 Budget. Total payroll is \$4.8 million and includes 58 positions.

Maintenance and Operations Highlights:

- Salaries and Wages increased by \$147 thousand compared to the 2016 Budget. This increase reflects salary and wage adjustments and the addition of four positions.
- FICA and Retirement increased by \$150 thousand compared to the 2016 Budget due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent.
- All non-payroll categories reflect historical spending.

2016 Accomplishment and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes	Procurement - 2016 Accomplishments
3	Worked to draft policy and procedure guidance, with chapters dedicated to small purchases, competitive sealed bidding, requests for proposal, emergency procurements, contract administration, procurement preferences, and sole-source procurements.
3	Reduced the number of expired contracts by approximately 76 percent (since the baseline of July 2012).
3	Achieved optimal compliance with the State of Illinois Procurement Code and Administrative Rules.
3	Worked with the State program and the State's awarded system for ERP. Worked collaboratively with internal Tollway resources, Central Management Services and the CPO's Office in supporting and preparing for the implementation of an ERP system and of the BidBuy system being rolled out in the same timeframe.

Outcomes	Procurement - 2017 Goals/Objectives
3	Continue to rollout and maintain updated policy and procedure documents.
3	Continue to achieve optimal compliance with the State Procurement Code and rules.
3	Maintain continuity of service within the warehouse during anticipated and significant staff retirements.
3	Implement both the BidBuy and the ERP tools as currently underway, and accomplish the training necessary to achieve routine and consistent performance utilizing a completely new systematic foundation.
3	Continue to seek to improve employee retention through fresh looks at compensation within negotiated salary ranges for bargaining unit staff. Also consider salary for non-union staff in consideration of contributions made to the success of the Tollway's objectives.
3	Explore reduction of consulting staff and integration of roles performed by consultants.

Exhibit 67

Department Headcount - Procurement

<u>Position Title</u>	FY2015	FY2016	FY2017
Accounts Payable Representative	1	1	0
Accounts Payable Specialist	1	1	1
Assistant Inventory Auditor	1	0	0
Buyer	7	7	6
Chief of Procurement	1	1	1
Clothing Room Supervisor	1	1	1
Contract Administrator	3	4	6
Deputy Chief of Procurement	1	1	1
Executive Secretary	1	1	2
Information Processing Operator	3	3	2
Inventory Analysis Control Supervisor	1	1	1
Inventory Control Auditor	1	1	1
Inventory Planner	3	3	3
Inventory Specialist	2	2	2
Invoice Processing Administrator	1	1	0
Messenger Services Supervisor	1	1	1
Messenger/Drivers	9	9	9
Property Control Auditor	2	2	2
Property Control Supervisor	1	1	1
Purchasing Coordinator	1	1	1
Purchasing Services Manager	1	1	1
Purchasing Supervisor	1	1	1
Senior Buyer	2	2	6
Shipping and Receiving Auditor	1	1	1
Switchboard Operator	1	1	1
Warehouse and Materials Distribution Supervisor	1	1	1
Warehouse Manager	1	1	1
Warehouse Workers	5	5	5
TOTAL	55	55	58

Exhibit 68

Illinois State Police District 15

Illinois State Police (ISP) District 15, one of 21 districts of the Illinois State Police, is responsible for providing comprehensive law enforcement services. The entire Tollway system comprises District 15. State Police patrol the Tollway system to enforce speed limits and traffic laws, assist disabled motorists and provide special details for operations, such as overweight vehicles. The District Commander reports to the Executive Director of the Tollway and to the Director of the ISP.

District 15 is a unique ISP District serving a mobile community comprised of travelers from across the country and local commuters. Troopers assigned to District 15 cover the Tollway system in 12 counties, and coordinate with five state police districts. District 15 operates and is solely responsible for a truck task force, special enforcement teams made up of a K-9 anti-drug unit and motorcycle patrol unit, a comprehensive investigative unit, an administrative team and Tollway patrol operations.

State Police District 15 oversees the following functions:

- Zone Commanders
- Administration Commander
- Support Services
- Video Surveillance

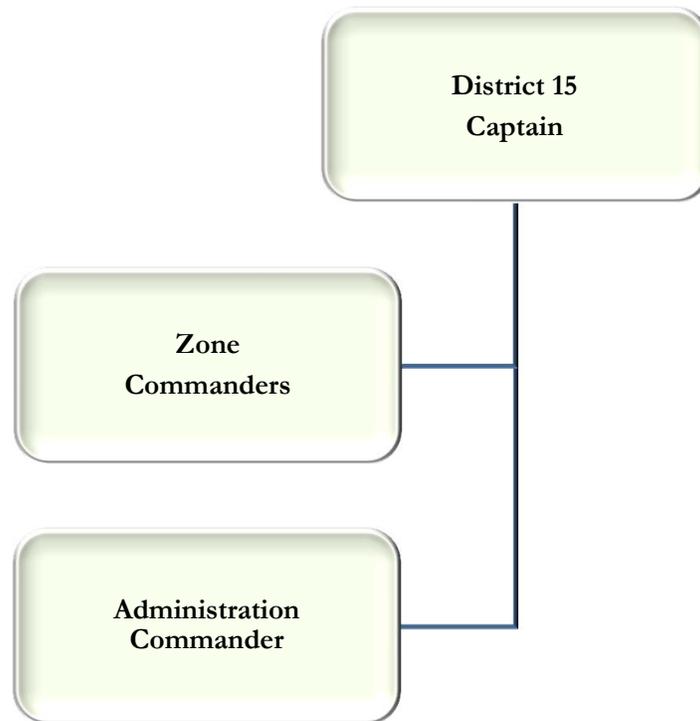


Exhibit 69

Departmental Budgets and Narratives

DEPARTMENT BUDGET					
ILLINOIS STATE POLICE DISTRICT 15					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$19,336,233	\$19,577,500	\$19,659,428	\$81,928	0.4%
FICA and Retirement	8,807,850	9,255,100	9,745,273	490,173	5.3%
Payroll Sub-Total	\$28,144,083	\$28,832,600	\$29,404,701	\$572,101	2.0%
Employee Group Insurance	2,996,838	3,332,000	3,619,924	287,924	8.6%
Office Equipment-Maintenance	149,100	175,000	175,000	-	0.0%
Supplies - Operational	199,584	130,000	130,000	-	0.0%
Uniforms and Accessories	87,778	104,500	104,500	-	0.0%
Police Capital Equipment	21,884	74,500	74,500	-	0.0%
Outside Services	18,705	155,000	55,000	(100,000)	-64.5%
Supplies - Office	55,165	36,000	36,000	-	0.0%
Postage and Express	24,487	23,000	23,000	-	0.0%
Telephone and Telegraph	17,878	20,000	20,000	-	0.0%
Replacement Parts	12,383	19,800	19,800	-	0.0%
Employee Training	31,967	19,000	19,000	-	0.0%
Office Equipment	4,710	11,300	11,300	-	0.0%
Tools and Equipment	1,066	6,900	6,900	-	0.0%
Dues, Books and Subscriptions	7,779	5,000	5,000	-	0.0%
Travel and Subsistence	2,907	4,800	4,800	-	0.0%
Contracted Maintenance Service	-	-	4,000	4,000	0.0%
Building Equipment	-	-	3,000	3,000	0.0%
Printing and Publications	-	1,500	1,500	-	0.0%
Office/Equipment Rentals	-	1,000	1,000	-	0.0%
Other Expenses	241	1,000	1,000	-	0.0%
Fuels and Oils	80	-	-	-	N/A
Other Capital Equipment	4,250	-	-	-	N/A
Sub-Total	\$31,780,884	\$32,952,900	\$33,719,925	\$767,025	2.3%
Recovery of Expenses	(2,800)	(5,000)	(5,000)	-	0.0%
DEPARTMENT TOTAL	\$31,778,084	\$32,947,900	\$33,714,925	\$767,025	2.3%

Exhibit 70

The fiscal year 2017 Budget request is \$33.7 million, an increase of \$767 thousand, or 2.3 percent, over the fiscal year 2016 Budget amount. Total payroll is \$29.4 million for 18 civilian positions and 196 State Troopers.

Maintenance and Operations Highlights:

- Salaries and Wages increased by \$82 thousand compared to the 2016 Budget. This increase

reflects salaries and wage adjustments.

- FICA and Retirement increased by \$490 thousand compared to the 2016 Budget due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent.
- Employee Group Insurance increased \$288 thousand to account for increase in rate.
- All other accounts adjusted to reflect historical spending.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes	Illinois State Police District 15 - 2016 Accomplishments
2,3,4	Reduced fatalities and serious injury accidents by strict enforcement of “fatal four” violations including driving under the influence (DUI), speeding, occupant restraints, and distracted driving.
2,3	Continued planning and development work toward remodeling the Illinois State Police Operations Center by removing old work stations and installing new ergonomic work stations that have been proven to enhance job performance, help prevent injuries and accommodate individuals with various disabilities.
2	Acquired patrol car emergency lighting and accessories to equip 103 new patrol cars. The new equipment will increase visibility and tactical advantage, thereby increasing officer safety and reducing on-duty injury.
2,3,4	Acquired an additional 16 wheel weighers (portable scales) to outfit commercial vehicle officers. The increased ability to identify overweight trucks will reduce road deterioration and lessen the severity of crashes involving commercial motor vehicles.
2,3	Equipped all District 15 officers with an emergency tourniquet. This will provide potential lifesaving efforts to the officers in the event of a severe injury to tollway patrons or themselves from a traumatic event.
2,3	Continued to partner with Tollway engineers and the Traffic and Incident Management System (TIMS) center, utilizing intelligence led policing concepts to promote public safety by improving in the four areas of traffic safety: education, enforcement, engineering, and emergency medical services.
2,3	Reallocate one District 15 canine to be utilized as a full-service dog to include drug/narcotic detection, tracking, and handler safety. The canine program has been invaluable at interdicting drug and currency seizures, tracking fleeing suspects, and using in a public relations role at various community events.

Exhibit 71-1

Illinois State Police District 15 - 2016 Accomplishments	
Outcomes	
2,3	Equipped District 15 Investigators and Motorcycle Troopers with 12 Panasonic Toughpad tablets. The camera/video camera ability, as well as the handheld aspect makes it ideal to use in the settings faced by these officers thus increasing safety.
2,3	Equipped all District 15 officers with Naloxone. This emergency drug is administered by first responders to subjects who have overdosed on heroine to immediate reverse the deadly consequences of the illegal narcotic.

Illinois State Police District 15 - 2017 Goals/Objectives	
Outcomes	
2,3,4	With the addition of the Illinois Route 390, the Tollway continued to reduce fatalities and serious injury accidents by strong enforcement of “fatal four” violations: DUI, speeding, occupant restraints and distracted driving. This includes stringent motor carrier safety enforcement.
2,3	Complete the remodeling of the Illinois State Police Operations Center by removing old work stations and installing new ergonomic work stations that have been proven to enhance job performance, help prevent injuries and accommodate individuals with various disabilities.
2	Acquire patrol car emergency lighting and accessories to equip 25 new patrol cars. The new equipment will increase visibility and tactical advantage, thereby increasing officer safety and reducing on-duty injury.
2	Acquire directional radar speed timing devices for more effective enforcement of speed violations- thus reducing the chance of traffic crashes.
2,3,4	Acquire three GPS crash reconstruction mapping stations to enhance the efficient and effective investigation of serious crash scenes along with decreasing the time required for the investigations in order to reduce the chance of secondary crashes and opening the traffic lanes faster.

Exhibit 71-2

Department Headcount - Illinois State Police District 15

<u>Position Title</u>	FY2015	FY2016	FY2017
Administration Secretary	2	2	2
Crash Report Call Taker	2	2	2
Executive Secretary	1	1	1
Information Processor Operator	5	5	5
Investigations Secretary III	1	1	1
Police Records Analyst	1	1	1
Police Records Specialist	1	1	1
Police Records Specialist/Courts	2	1	1
Support Services Manager	1	1	1
Support Services/Assistant Time Keeper	1	1	1
Video Surveillance Supervisor	1	1	1
Video Surveillance/Service Operation Supervisor	1	1	1
TOTAL	19	18	18

Exhibit 72

Toll Operations Department

The Toll Operations Department is responsible for providing the necessary resources and support services required for toll collection and cash handling operations, as well as the maintenance of all Tollway buildings.

The Toll Operations Department oversees the following functions:

- Toll Collection
- Cash Handling
- Operational Support Services
- Facility Services



Exhibit 73

DEPARTMENT BUDGET					
TOLL OPERATIONS					
Major Account Description	2015 Actual Expenditures	2016 Budget	2017 Request	\$ Change from 2016 Budget	% Change from 2016 Budget
Salary and Wages	\$34,725,817	\$34,209,600	\$32,664,689	(\$1,544,911)	-4.5%
FICA and Retirement	18,064,498	18,216,200	18,146,541	(69,659)	-0.4%
Payroll Sub-Total	\$52,790,315	\$52,425,800	\$50,811,230	(\$1,614,570)	-3.1%
Utilities	4,539,742	5,001,000	5,001,000	-	0.0%
Contracted Maintenance Service	143,954	406,000	480,000	74,000	18.2%
Supplies - Operational	406,568	441,600	431,550	(10,050)	-2.3%
Outside Services	451,629	363,000	386,900	23,900	6.6%
Materials - Operational	169,707	284,200	283,700	(500)	-0.2%
Replacement Parts	234,302	249,700	228,700	(21,000)	-8.4%
Armored Truck Service	162,694	180,000	170,000	(10,000)	-5.6%
Uniforms and Accessories	185,150	163,500	163,500	-	0.0%
Supplies - Office	91,108	107,200	106,000	(1,200)	-1.1%
Tools and Equipment	26,161	44,200	38,800	(5,400)	-12.2%
Travel and Subsistence	34,465	31,200	25,250	(5,950)	-19.1%
Building Equipment	17,804	20,300	14,500	(5,800)	-28.6%
Office Equipment-Maintenance	9,622	12,000	10,000	(2,000)	-16.7%
Office Equipment	-	4,500	4,500	-	0.0%
Employee Training	3,468	28,600	4,300	(24,300)	-85.0%
Other Expenses	2,473	3,000	2,250	(750)	-25.0%
Other Capital Equipment	-	1,500	1,500	-	0.0%
Fuels and Oils	1,423	6,000	1,200	(4,800)	-80.0%
Office/Equipment Rentals	328	-	1,000	1,000	0.0%
Postage and Express	670	900	900	-	0.0%
Dues, Books and Subscriptions	382	500	800	300	60.0%
Cash Handling Equipment	-	-	500	500	0.0%
Printing and Publications	10	400	200	(200)	-50.0%
Telephone and Telegraph	-	300	-	(300)	-100.0%
Roadway Equipment	(34)	-	-	-	0.0%
Sub-Total	\$59,271,941	\$59,775,400	\$58,168,280	(\$1,607,120)	-2.7%
Recovery of Expenses	(9,907)	-	-	-	N/A
DEPARTMENT TOTAL	\$59,262,034	\$59,775,400	\$58,168,280	(\$1,607,120)	-2.7%

Exhibit 74

The fiscal year 2017 Budget request is \$58.2 million, a decrease of \$1.6 million, or 2.7 percent, below the fiscal year 2016 Budget amount. Total payroll is \$50.8 million and includes 598 positions.

Maintenance and Operations Highlights:

- Salaries and Wages decreased by \$1.5 million compared to the 2016 Budget. This decrease reflects eliminating and phasing vacant positions offset by salary and wage adjustments required by collective bargaining agreements.
- FICA and Retirement decreased by \$70 thousand compared to the 2016 Budget due to an increase in the budgeted SERS pension contribution rate from 45.6 percent to 47.9 percent offset by headcount adjustment.
- Contracted Maintenance Service increased by \$74 thousand for contracts for coin and currency counter repair being contracted out in 2017.
- All other accounts are funded at historical spend levels.

2016 Accomplishments and 2017 Goals/Objectives:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Outcomes	Toll Operations - 2016 Accomplishments
1,2,3,4,	Awarded job order contracts to eight general contractors who are now responsible for repairing or constructing various facility improvement projects systemwide.
2,3,4,	Completed an asphalt resurfacing project of the north parking lot at the Central Administration facility that included an LED retrofit of existing light fixtures to improve visibility and reduce energy consumption.
2,3,4,	Completed various HVAC improvement projects systemwide to improve reliability and reduce energy costs at facilities.
1,2,3,4,	Initiated a project to retrofit lighting at all mainline toll plazas to replace inefficient HID canopy lighting to an efficient LED lighting fixture that will improve reliability, visibility, and reduce energy costs systemwide.
2,3,4,	Continued progress towards improving overall security at Tollway facilities systemwide.
2,3,4,	Continued progress on a systemwide review of how office space can be better utilized to reduce costs at all facilities through various space consolidations.
2,3,4,	Continued progress on various improvement projects at the Central Administration facility that included HVAC repairs and modifications, skylight repair, water fountain replacement/upgrade and elevator rehabilitation to improve reliability and efficiency.
1,2,3,4,	Continued progress on the replacement of all lane indicator lighting at all mainline toll plazas systemwide to increase visibility and create a safer environment for employees and customers.
3,4	Initiated the design and construction of a crushed stone walking path adjacent to the Central Administration facility to supplement the wellness program offered to employees.

Exhibit 75-1

Outcomes Toll Operations - 2016 Accomplishments	
3,4	Continued efforts to monitor and adjust staffing at field locations to optimize productivity and efficiency.

Outcomes Toll Operations - 2017 Goals/Objectives	
2,3,4,	Continue progress on a plan to utilize office space in a more efficient manner to reduce costs systemwide.
2,3,4,	Continue progress on the replacement of various facility equipment systemwide to improve reliability and reduce energy costs.
2,3,4,	Continue progress on a complete review of policies and procedures as they relate to the security of facilities systemwide.
2,3,4,	Initiate an asphalt resurfacing project of the south parking lot at the Central Administration facility that will include an LED retrofit of all existing parking lot lighting to improve visibility and reduce energy costs.
2,3,4,	Initiate various facility improvements that include the replacement of HVAC equipment, roof replacements, masonry repairs, generator replacement and electrical repairs systemwide.
2,3,4,	Initiate a project at all maintenance facilities to improve overall air quality.

Exhibit 75-2

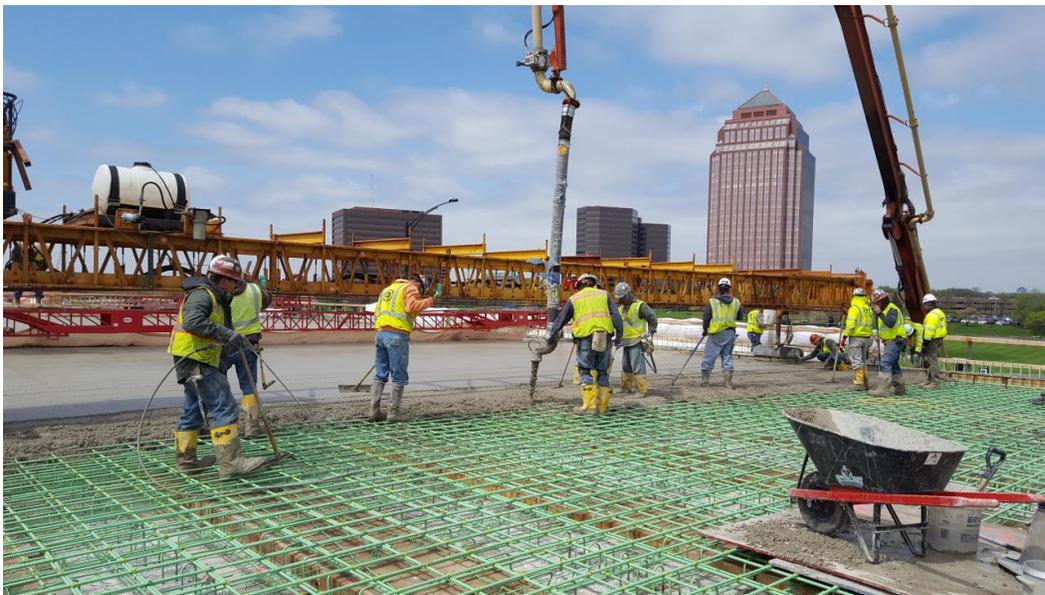
Department Headcount - Toll Operations

Position Title	FY2015	FY2016	FY2017
Accounts Payable Representative	1	1	1
Administrative Manager of Toll Services	1	1	1
Building Engineer	1	0	0
Building Maintenance Manager	2	2	2
Carpenter Shop Manager	1	1	1
Carpenter Shop Supervisor	1	1	1
Cash Handling Manager	1	1	1
Cash Handling Supervisor	2	2	2
Chief of Toll Operations	1	1	1
Coin Counter	16	14	14
Coin Counter/Money Truck Driver	2	2	2
Custodial Manager	1	1	1
Custodial Supervisor	3	3	3
Custodian II	31	31	30
Custodian III	12	12	11
Deputy Chief of Toll Operations	1	0	0
District Supervisor	4	4	4
Equipment Operators Laborers	2	2	2
Executive Secretary	1	1	1
Facility Services Manager	1	1	1
General Manager of Facility Services	0	0	1
General Manager of Toll Services	1	1	1
Intake Specialist	1	1	1
Lead Supervisor Money Room	1	1	1
Maintenance System Analyst	1	1	1
Mechanical Electrical	19	20	20
Money Room Clerk	1	1	1
Money Truck Drivers	10	9	9
Office Supervisor/Cash Handling	1	1	1
Painter	7	7	7
Plaza Manager	14	14	10
Plaza Supervisor	25	25	25
Secretary II	1	1	1
Secretary III	1	1	1
Section Clerk	3	4	4
Senior Building Inspector	1	1	1
Structural	14	14	14
Toll Collector	450	441	419
Toll Compliance Specialist	1	1	1
TOTAL	637	605	598

Exhibit 76



Work continues to construct the Illinois Route 390 Tollway east to Illinois Route 83. The new roadway is scheduled to be complete by the end of 2017.



In 2017, crews will continue to pour concrete to complete the Illinois Route 390 Tollway Project.

Capital Program

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Introduction

The Illinois Tollway's Capital Budget is comprised of two major programs. *Move Illinois: The Illinois Tollway Driving the Future*, is a 15-year program, which extends from 2012 through 2026 and includes anticipated capital investments totaling \$12 billion. The fiscal year 2017 Capital Budget allocates \$915.5 million to fund the sixth year of the *Move Illinois* Program.

The second program is the Congestion-Relief Program (CRP), which began in 2005 is currently estimated to cost \$5.7 billion. This program is ending in 2016 and projects awarded by end of 2016 are expected to be completed by 2017/2018. The fiscal year 2017 Capital Budget allocates \$45.8 million to fund the final year of the CRP.

Capital Program				
	(\$ millions)			
	2015 Actual Expenditures	2016 Estimated Expenditures	2017 Request	\$ Change from 2016 Estimate
<i>Move Illinois</i> Program				
Existing System Needs	\$859.8	\$696.5	\$521.7	(\$174.7)
System Expansion	379.4	342.6	393.8	51.2
<i>Move Illinois</i> Program Total	\$1,240.0	\$1,039.0	\$915.5	(\$123.5)
Congestion-Relief Program and Other Capital Projects				
Congestion-Relief Program	\$223.3	\$143.6	\$45.8	(\$97.8)
Other Capital Projects	50.1	64.0		(64.0)
Congestion-Relief Program and Other Capital Projects Total	\$273.5	\$207.6	\$45.8	(\$161.8)
Capital Program Total	\$1,513.5	\$1,246.6	\$961.3	(\$285.3)

Notes:

1. 2015 Actual Expenditures reflected cost recoveries/adjustments of (\$10.0) million pursuant to intergovernmental agreements (IGA). 2016 Estimated Expenditures and 2017 Request do not reflect any IGA reimbursements.

2. Starting in 2017 the "Other" Capital Projects Budget are included in Move Illinois. New request in 2017 is \$62 million.

Totals may not add due to rounding.

Exhibit 77

Move Illinois: The Illinois Tollway Driving The Future

In August 2011, the Illinois Tollway approved a comprehensive 15-year (2012-2026) capital program – *Move Illinois: The Illinois Tollway Driving The Future* - to complete the rebuilding of the Tollway system and commit \$12 billion in transportation funding to improve mobility, relieve congestion, reduce pollution and link economies across Northern Illinois.

<i>Move Illinois Program</i>				
(\$ millions)				
	2015 Actual Expenditures	2016 Budget	2016 Estimated Expenditures	2017 Request
Existing System Needs				
Jane Addams Memorial Tollway (I-90)	\$741.0	\$549.8	\$524.7	\$162.8
Tri-State Tollway (I-94/ I-294/ I-80)	10.5	65.2	55.3	55.2
Veterans Memorial Tollway (I-355)	0.1	4.7	4.3	10.9
Reagan Memorial Tollway (I-88)	1.1	3.9	5.5	9.4
Systemwide Improvements	107.0	171.0	106.7	283.4
Existing System Needs Total	\$859.8	\$794.7	\$696.5	\$521.7
System Expansion				
Tri-State Tollway (I-294)/I-57 Interchange	\$10.3	\$1.5	\$4.0	\$2.1
Elgin O'Hare Western Access	367.7	383.6	337.8	374.5
Planning Studies for Emerging Projects	1.3	5.8	0.8	17.3
System Expansion Total	\$379.4	\$390.9	\$342.6	\$393.8
Move Illinois Program Total	\$1,240.0	\$1,185.6	\$1,039.0	\$915.5

Notes:

- 2015 Actual Expenditures reflected cost recoveries/adjustments of (\$11.3) million pursuant to intergovernmental agreements (IGA). 2016 Estimated Expenditures and 2017 Request do not reflect any IGA reimbursements.

Totals may not add due to rounding.

Exhibit 78

Overview: 2016 *Move Illinois* Program - Year Five

Existing System Needs

The *Move Illinois* capital program commits funds to rebuild the remaining critical pieces of the Illinois Tollway system - rebuilding and widening the Jane Addams Memorial Tollway (I-90) from the Tri-State Tollway (I-294) to Rockford with accommodations for transit, as well as rebuilding more than 20 miles of the central Tri-State Tollway (I-294) and the Edens Spur (I-94). Existing system needs will also provide for preservation of the Reagan Memorial Tollway (I-88) and the Veterans Memorial Tollway (I-355), repair and maintenance of bridges systemwide and reconstruction and rehabilitation of maintenance facilities. The program also includes upgrades for toll collection technology, intelligent transportation systems (ITS) technology, program support and other capital needs.

Jane Addams Memorial Tollway (I-90)

The current *Move Illinois* Program budget for the Jane Addams Memorial Tollway (I-90) is \$2.5 billion, including \$220 million made available from the Congestion-Relief Program. Approximately \$524.7 million will be expended on the Jane Addams Memorial Tollway in 2016. Rebuilding and widening of the western segment of the project from Mill Road to the Elgin Toll Plaza was completed in 2014, with projects completed in 2016 such as ramp queue detection and interchange improvements at Genoa Road for approximately \$8.5 million.

Approximately \$163 million was allocated for reconstruction of the outside lanes and widening on the eastern segment of the project from the Elgin Toll Plaza to the Tri-State Tollway (I-294) in 2016. Nearly \$178 million has been expended to complete the rebuilding of the inside lanes in this section. In addition, construction funds were provided to continue several multi-year projects including \$19.4 million for the reconstruction of the Fox River Bridge and \$37.1 million for bridge and ramp construction on interchange improvement projects at Roselle Road, Meacham Road and Barrington Road. Interchange work on the Illinois Route 31 and Illinois Route 25 bridges and ramps has been completed. The installation of ITS elements will continue with \$13.5 million planned. Construction began on a pedestrian overpass bridge near Barrington Road for access to Pace bus services. Right-of-way acquisition is expected to be nearly complete in 2016 with \$1.6 million planned. Utility and fiber optic relocations also continued with approximately \$23.3 million planned.

Tri-State Tollway (I-94/I-294/I-80)

In 2016, the Tollway expects to spend \$55.3 million on the corridor. Master plan development for roadway reconstruction from 95th Street to Balmoral Avenue, as well as design services for reconstruction of the Mile Long Bridge over the Des Plaines River and the BNSF Railroad Bridge over I-294 is ongoing in advance of construction planned for 2020.

Veterans Memorial Tollway (I-355)

Approximately \$4.3 million was allocated in 2016 to begin design for resurfacing from I-55 to Army Trail Road which is scheduled for construction starting in 2018.

Reagan Memorial Tollway (I-88)

In 2016, the Tollway expects to spend \$5.5 million on the Reagan Memorial Tollway. Design continued in 2016 for roadway reconstruction east of York Road, both on the connector road to the Tri-State Tollway (I-294) and the east segment ending at I-290. Design began for roadway and bridge rehabilitation on the west segment between Illinois Route 251 and Illinois Route 56.

Systemwide Projects

Nearly \$107 million will be spent in 2016 on systemwide improvements including \$11.2 million for bridge, pavement and safety improvements and \$34.8 million for toll collection and information technology related projects. The maintenance facility upgrades continued in 2016 with more than \$17.8 million in improvements including salt dome repairs at the Naperville (M-8) maintenance site, salt dome replacement at the Marengo (M-6) maintenance site, pavement improvements at the Hillside (M-2) maintenance site, and repairs to liquid chloride storage tanks at various maintenance sites. The

Downers Grove (M-14) maintenance site also had construction of a storage building and installation of a weigh station. Reconstruction began in late 2016 at the Rockford (M-7) maintenance site. Interchange improvements began on the Reagan Memorial Tollway (I-88) at Farnsworth Avenue as well in 2016 for \$5.2 million. The remaining \$38 million will be spent on program support activities, including project management services, materials engineering services, utility relocations, support staff and land acquisition support services.

System Expansion

The *Move Illinois* Program includes regional projects that will promote economic development by providing an opportunity to stimulate local economies and provide infrastructure improvements necessary to continue to support the quick and efficient transport of goods, services and workers. The capital program includes a new interchange to connect the Tri-State Tollway (I-294) to I-57 and the Elgin O'Hare Western Access Project that will provide western access to one of the nation's busiest airports.

Tri-State Tollway (I-294)/I-57 Interchange

The first phase of construction was completed in October 2014, allowing movements from northbound I-57 to I-294 and from I-294 to southbound I-57, as well as a new access at 147th Street. Approximately \$4.0 million was spent in 2016 on contract completion and closeout activities.

Elgin O'Hare Western Access Project

The anticipated 2016 expenditure for the Elgin O'Hare Western Access Project is approximately \$337.8 million. Approximately \$11.2 million was allocated for completing rehabilitation and widening of the existing portion of Illinois Route 390 Tollway (formerly known as the Elgin O'Hare Expressway), as well as completing interchange improvements between Illinois Route 19 and Meacham/Medinah Road and the new Rohlwing Road (Illinois Route 53) Bridge. Approximately \$182.1 million is anticipated for construction of the new mainline Illinois Route 390 Tollway east from I-290 to Illinois Route 83 along the current Thorndale Avenue, including the I-290 Interchange Project, reconstruction from Park Boulevard to Arlington Heights Road, and roadway and bridge construction to Lively Boulevard and east to Illinois Route 83. Advanced earthwork and frontage roads construction for the Illinois Route 390 Interchange on the I-490 Tollway began this year.

In addition, approximately \$33.8 million is expected to be expended including completion of the Northwest Suburban Metropolitan Joint Action Water Association (NSMJAWA) water relocation on I-90 and on-going construction for the new Jane Addams Memorial Tollway (I-90) Interchange at Elmhurst Road. Also included in the 2016 expenditures are right-of-way land acquisitions and utility relocations along the corridor to support future construction.

Other Emerging Projects

The *Move Illinois* Program includes \$804 thousand in 2016 for emerging projects.

Overview: 2017 *Move Illinois* Program - Year Six

In 2017, the fiscal year capital budget includes funding for the sixth year of the 15-year, \$12 billion *Move Illinois* Program. For fiscal year 2017, approximately \$915.5 million is allocated for *Move Illinois*.

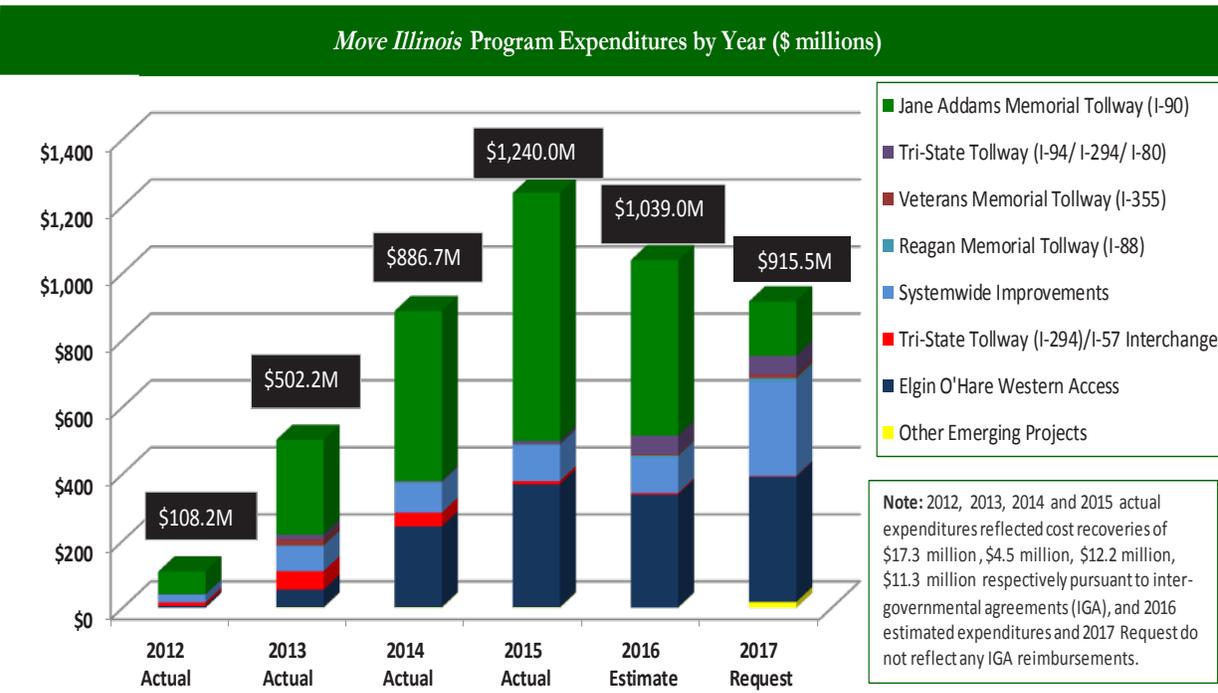


Exhibit 79

Existing System Needs

Jane Addams Memorial Tollway (I-90)

The Jane Addams Memorial Tollway (I-90) runs in a northwest direction from near O’Hare International Airport to near South Beloit.

The current *Move Illinois* Program budget for the Jane Addams Memorial Tollway (I-90) is \$2.5 billion including \$220 million made available from the Congestion-Relief Program. Approximately \$162.8 million will be expended on the Jane Addams Memorial Tollway in 2017. Rebuilding and widening of the western segment of the project from Mill Road to the Elgin Toll Plaza was completed in 2014, with minor landscaping and right-of-way fence replacement planned in 2017. Bridge reconstruction and widening at Illinois Route 23 over I-90 will begin for approximately \$4.5 million.

Capital Program

Jane Addams Memorial Tollway (I-90)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2017 Request
Reconstruct					
Infrastructure Replacement/ Congestion Relief	Reconstruct 6 Lanes/ Add 2 Lanes	Kennedy Expressway to Elgin Toll Plaza (9) (MP 79.0 to 54.0)	25.0	2013-2016	\$149.9
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Elgin Toll Plaza (9) to Illinois Route 47 (MP 54.0 to 46.5)	7.5	2013-2016	\$3.7
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Illinois Route 47 to I-39 (MP 46.5 to 17.5)	29.0	2013-2016	\$4.5
Congestion Relief	Transit Accommodation Widen Inside Lane and Shoulder	Kennedy Expressway to I-39 (MP 79.0 to 17.5)	61.5	2013-2016	\$0.1
	Utilities / ROW and Corridor Support	Corridorwide			\$4.5
Sub Total:					\$162.8
Jane Addams Memorial Tollway (I-90) Total:					\$162.8

Exhibit 80

Rebuilding and widening the eastern segment of the project from the Elgin Toll Plaza to the Tri-State Tollway (I-294) was completed in 2016. In order to complete closeout activities in this section, approximately \$10.8 million is allocated to the outside lanes and \$83.2 million is allocated to the inside lanes. In addition, \$18.7 million in construction funds will be provided to complete several multi-year projects including reconstruction of the Fox River Bridge and interchange improvement projects at Roselle Road, Meacham Road and Barrington Road. Interchange work on the Illinois Route 31 and Illinois Route 25 bridges and ramps will also closeout. The installation of ITS elements will be completed with \$6.8 million budgeted. Construction will also be completed on a pedestrian overpass bridge near Barrington Road for access to Pace bus services. Various roadside completion projects including landscaping is anticipated to start on this east segment in 2017 for nearly \$2.0 million. Right-of-way acquisition is expected to be completed in 2017 while utility and fiber optic relocations will be ongoing.

Tri-State Tollway (I-94/I-294/I-80)

The Tri-State Tollway (I-94/I-294/I-80) is the main bypass around the Chicago metropolitan region, starting from an intersection with Illinois Route 394 near South Holland to just south of the Wisconsin state line.

Tri-State Tollway (I-94/I-294/I-80)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2017 Request
Reconstruct					
Infrastructure Replacement	Reconstruct 8 Lanes	95th Street to Balmoral Avenue (MP 17.7 to 40.0)	22.3	2020-2022	\$35.8
	Utilities / ROW and Corridor Support	Corridorwide			\$19.4
Subtotal:					\$55.2
Tri-State Tollway (I-94/I-294/I-80) Total:					\$55.2

Exhibit 81

As part of the *Move Illinois* Program, the Tollway will invest more than \$2.1 billion to improve the Tri-State Tollway. In 2017, the Tollway expects to spend \$55.2 million on the corridor. Master plan development for roadway reconstruction from 95th Street to Balmoral Avenue is anticipated to be complete in early 2017, with continued design services for reconstruction of the Mile Long Bridge over the Des Plaines River and the BNSF Railroad Bridge over I-294. In advance of construction planned for 2020, right-of-way acquisition of \$6.8 million is anticipated to start in 2017 along with \$9.0 million in utility relocations.

Veterans Memorial Tollway (I-355)

The Veterans Memorial Tollway was constructed in two segments with the section from Army Trail Road to I-55 opened in 1989. In November 2007, a new 12.5-mile extension opened connecting I-55 to I-80 and lengthening the Veterans Memorial Tollway to 29.8 miles.

Veterans Memorial Tollway (I-355)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2017 Request
Restore					
Infrastructure Renewal	Mill, Patch and Overlay	I-55 to Army Trail Rd (MP 12.3 to 30.0)	17.5	2018-2019	\$10.9
Veterans Memorial Tollway (I-355) Total:					\$10.9

[Exhibit 82](#)

Approximately \$10.9 million is planned in 2017 to continue design for resurfacing from I-55 to Army Trail Road which is scheduled for construction starting in 2018.

Reagan Memorial Tollway (I-88)

The Reagan Memorial Tollway (I-88) is the major east-west route in the Chicago region, beginning in

Reagan Memorial Tollway (I-88)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2017 Request
Reconstruct					
Infrastructure Replacement	Reconstruct 4 Lanes	East-West Connector between I-294 / I-88	3.7	2017-2019	\$0.5
Sub Total:					\$0.5
Restore					
Infrastructure Renewal	Mill, Patch and Overlay	Illinois Route 251 to Illinois Route 56 (MP 76.0 to 114.0)	38.1	2017-2019	\$8.5
Sub Total:					\$8.9
Reagan Memorial Tollway (I-88) Total:					\$9.4

[Exhibit 83](#)

the west near Rock Falls and feeding into the Eisenhower Expressway (I-290) in the east near Hillside. Design will continue in 2017 for roadway and bridge rehabilitation on the west segment between Illinois Route 251 and Illinois Route 56. In 2017, the Tollway expects to spend \$9.4 million on the Reagan Memorial Tollway.

Systemwide Projects

Approximately \$283.4 million will be spent in 2017 on systemwide improvements including \$66.5 million for bridge, pavement and safety improvements and \$65.3 million for toll collection and information technology related projects. The maintenance facility upgrades will continue in 2017 with more than \$33 million in improvements planned including pavement improvements at the Downers Grove (M-14) maintenance site and repairs to liquid chloride storage tanks at various maintenance sites. Reconstruction will continue at the Rockford (M-7) maintenance site and reconstruction will begin at the Marengo (M-6) maintenance site in 2017.

Interchange improvements will be completed on the Reagan Memorial Tollway (I-88) at Farnsworth Avenue as well in 2016 for \$9.7 million, while construction is proposed for an eastbound exit ramp on the Jane Addams Memorial Tollway (I-90) at Lee Street. Nearly \$62.0 million is budgeted for non-roadway projects. The remaining \$38.2 million will be spent on program support activities, including project management services, materials engineering services, utility relocations, support staff and land acquisition support services.

Systemwide					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2017 Request
Systemwide Maintenance Facilities					
Infrastructure Replacement	Reconstruct	All	n/a	2014-2026	\$33.2
Systemwide Maintenance Facilities Subtotal:					\$33.2
Systemwide Improvements					
Infrastructure Renewal	Bridge, Pavement, Drainage and Safety Appurtenance Repairs	Systemwide	n/a	2012-2026	\$66.5
Infrastructure Enhancement	Business Systems/ IT and ITS Upgrades	Systemwide	n/a	2012-2026	\$43.5
Capital Requirements	Non-Roadway Projects	Systemwide	n/a	2017-2026	\$62.0
Access Expansion	Service Interchanges	Systemwide	n/a	2012-2026	\$18.3
Toll Collection Upgrades	Plaza Modifications for Electronic Tolling Upgrades	Systemwide	n/a	2012-2026	\$21.9
	Program Support	Systemwide	n/a	2012-2026	\$38.2
Systemwide Improvements Subtotal:					\$250.2
Systemwide Total:					\$283.4

Exhibit 84

System Expansion

Tri-State Tollway (I-294)/I-57 Interchange

The *Move Illinois* Program includes construction of a new interchange at the Tri-State Tollway (I-294) and I-57 in the southern Chicago metropolitan region.

Tri-State (I-294)/I-57 Interchange					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2017 Request
System Expansion	New Ramps, Structures and Toll Plazas	New Ramps to and from I-294 and I-57 and to and from 147th Street	n/a	2012-2014	\$0.0
	Utilities / ROW and Corridor Support		n/a	2012 - 2024	\$2.1
Tri-State (I-294)/I-57 Interchange Total:					\$2.1

Exhibit 85

The first phase of construction was completed in October 2014, allowing movements from northbound I-57 to I-294 and from I-294 to southbound I-57, as well as a new access at 147th Street. Approximately \$2.1 million will be spent in 2017 on contract completion and closeout activities.

Elgin O'Hare Western Access Project

The Elgin O'Hare Western Access Project includes the conversion of the existing portion of Illinois Route 390 (formerly known as the Elgin O'Hare Expressway) from U.S. Route 20 to I-290 to a tollway, as well as extension of the Illinois Route 390 Tollway from I-290 to the west side of O'Hare International Airport. The project also includes construction of the new I-490 Tollway from Jane Addams Memorial Tollway (I-90) to the Tri-State Tollway (I-294). These improvements will provide access to O'Hare International Airport from the west and improve travel efficiency by reducing congestion on the local street network.

Elgin O'Hare Western Access					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2017 Request
System Expansion	Repair 4 Lanes/ Add 2 Lanes and Construct Tolling Facilities	Existing Elgin O'Hare Expressway U.S. Route 20 to Rohlwing Road	6.0	2013-2015	\$0.1
System Expansion	Construct 4 New Lanes	Elgin O'Hare Extension Rohlwing Road to York Road via Thorndale Avenue	4.8	2014-2019	\$175.7
System Expansion	Construct 4 New Lanes	South Leg of Western Access Thorndale Avenue to I-294 via York Road	3.0	2018-2022	\$79.5
System Expansion	Construct 4 New Lanes	North Leg of Western Access Thorndale Avenue to I-90 via York Road	3.2	2021-2025	\$15.8
	Utilities / ROW and Corridor Support		n/a	2012 - 2024	\$109.5
	Local Contribution *		n/a	2014-2021	(\$6.2)
Elgin O'Hare Western Access Total:					\$374.5

* 2017 Total Budget Request of \$374.5 million includes \$6.2 million estimated to be non-Tollway funding.

Exhibit 86

The Tollway expects to spend \$374.5 million on the EOWA project in 2017 plus an additional \$6.2 million of federal Congestion Mitigation and Air Quality (CMAQ) Improvement Program funds and other local contributions. Engineering work in 2017 includes coordination, implementation and construction management efforts to extend the Illinois Route 390 Tollway to the east, continued preliminary design of the Illinois Route 390 system interchange providing western access I-490 Tollway to O’Hare International Airport, as well as start of preliminary design for the southern portion of the new western access Tollway. Construction in 2017 will include the completion of the new I-290 Interchange and extension of the new Illinois Route 390 Tollway from Park Boulevard and Arlington Heights Road to Illinois Route 83, including construction of the new Wood Dale Road Bridge. Advanced earthwork and site preparation for the Illinois Route 390 Tollway Interchange will begin in 2017 on the western perimeter of O’Hare International Airport to support future embankment needs for construction of Illinois I-490 Tollway. Also planned to begin are the Illinois Route 390 Tollway Interchange ramp bridges that span existing York Road and adjacent railroads. Work will also include completion of the new interchange on the Jane Addams Memorial Tollway (I-90) at Elmhurst Road. Right-of-way acquisitions and utility relocations will also continue in support of the new I-490 Tollway project.

Other Emerging Projects

The *Move Illinois* Program includes \$17.3 million in 2017 for various emerging projects and planning studies that include the following; tree initiative project, explore truck parking opportunities at the oases and areas in and outside of Tollway right-of-way and environmental studies.

Other Emerging Projects					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2017 Request
System Expansion	Studies	Other Emerging Projects	n/a	n/a	\$17.3
Other Emerging Projects Total:					\$17.3

Exhibit 87

Congestion-Relief Program and “Other” Capital Projects

The 2017 fiscal year capital budget reflects the Tollway’s commitment to maintain and upgrade the existing facilities and system infrastructure. The budget includes funding for the final projects of the Congestion-Relief Program (CRP) which is currently estimated to cost \$5.7 billion. For fiscal year 2017, \$45.8 million is allocated for the CRP.

	(\$ millions)			
	2015 Actual Expenditures	2016 Budget	2016 Estimated Expenditures	2017 Request
Congestion-Relief Program (CRP)				
Jane Addams Memorial Tollway (I-90)	\$73.7	\$27.6	\$35.6	\$2.4
Tri-State Tollway (I-94/I-294/I-80)	0.9	2.8	2.9	1.3
Veterans Memorial Tollway (I-355)	0.4	3.0	5.8	1.4
Reagan Memorial Tollway (I-88)	97.3	101.3	75.6	29.0
Open Road Tolling (ORT)	2.3	5.2	3.4	0.0
Systemwide Improvements	48.7	18.6	20.2	11.6
Congestion-Relief Program Subtotal	\$223.3	\$158.6	\$143.6	\$45.8
Other Capital Projects Subtotal	50.1	60.0	64.0	0.0
CRP and Other Capital Projects Total	\$273.5	\$218.6	\$207.6	\$45.8

Notes:

1. 2015 Actual Expenditures reflected cost recoveries/adjustments of \$1.3 million pursuant to intergovernmental agreements (IGA). 2016 Estimated Expenditures and 2017 Request do not reflect any IGA reimbursements.

2 Starting in 2017 the "Other" Capital Projects Budget are included under Systemwide in Move Illinois. New request in 2017 is \$62 million.

Totals may not add due to rounding.

Exhibit 88

Congestion-Relief Program (CRP)

Overview: Congestion-Relief Program 2005 through 2016

By the end of 2016, the Illinois Tollway will have spent an estimated \$5.67 billion (net of intergovernmental agreements) of the currently estimated cost of \$5.7 billion.

Tri-State Tollway (I-94/I-294/I-80)

An estimated \$1.94 billion, or 99.9 percent, of the \$1.94 billion allocated for the Tri-State Tollway (I-94/I-294/I-80) in the CRP will be expended by the end of 2016.

Reagan Memorial Tollway (I-88)

Nearly \$971 million, or 97.1 percent, of an estimated \$1 billion allocated in the CRP for the Reagan Memorial Tollway (I-88) will be expended by the end of 2016.

Jane Addams Memorial Tollway (I-90)

On the Jane Addams Memorial Tollway (I-90), approximately \$615.7 million, or 99.6 percent, of the \$618.2 million allocated in the CRP will be expended by the end of 2016.

Veterans Memorial Tollway (I-355)

By the end of 2016, approximately \$844.1 million, or 99.8 percent, of the \$845.5 million allocated in CRP for the Veterans Memorial Tollway (I-355) will be expended.

Open Road Tolling

As of year-end 2016, approximately \$713.0 million, or 100 percent, of the \$713.0 million allocated in the CRP will be expended to deliver open road tolling.

Systemwide Improvements

By the end of 2016, the Tollway will have expended nearly \$590 million, or 97.1 percent, of the \$607.6 million estimated for systemwide improvements within the CRP. Systemwide improvements include bridge and pavement rehabilitation, interchange improvements, program management services and other similar professional services.

Overview: 2017 Congestion-Relief Program

The 2017 fiscal year capital budget reflects the Tollway’s commitment to maintain and upgrade the existing facilities and infrastructure of the system. For fiscal year 2017, \$45.8 million is allocated for the CRP.

Tri-State Tollway (I-94/I-294/I-80)

The Tri-State Tollway (I-94/I-294/I-80) is the main bypass around Chicago, starting from an intersection with Illinois Route 394 near South Holland to just south of the Wisconsin state line. As part of the CRP, the Tollway has invested more than \$1.9 billion to improve the Tri-State Tollway.

Tri-State Tollway (I-94/I-294/I-80)				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2017 Request (millions)
I-294/I-57 Interchange (Inter-Agency Project)				
Reconstruct	Relocate Dixie Creek		2012-2013	\$1.3
Tri-State Tollway (I-94/I-294/I-80) Total:				\$1.3

Exhibit 89

The 2017 capital budget of \$1.3 million for the Tri-State Tollway corridor is mainly required to complete right-of-way acquisitions for the new I-294/I-57 Interchange constructed under *Move Illinois*.

Jane Addams Memorial Tollway (I-90)

The current CRP projected expenditure at completion for the Jane Addams Memorial Tollway (I-90) is \$618.2 million. The Jane Addams Memorial Tollway runs in a northwest direction from near O'Hare International Airport to near South Beloit.

Jane Addams Memorial Tollway (I-90)				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2017 Request (millions)
Restore				
Rehabilitate / Resurfacing / Add Lane	Sandwald Road to Newburg Road (MP 45.0 to 16.9)	28.1	2010-2014	\$2.4
Jane Addams Memorial Tollway (I-90) Total:				\$2.4

[Exhibit 90](#)

In 2017, the \$2.4 million capital budget for the Jane Addams Memorial Tollway is required to complete bridge rehabilitation eastbound over the Des Plaines River.

Reagan Memorial Tollway (I-88)

The current CRP projected expenditures at completion for the Reagan Memorial Tollway is \$1.0 billion. The Reagan Memorial Tollway runs east-west from Hillside to Rock Falls.

Reagan Memorial Tollway (I-88)				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2017 Request (millions)
Restore				
Resurface	IL 251 to US 30 (MP 76.8 to 44.1)	32.7	2015-2016	\$29.0
Reagan Memorial Tollway (I-88) Total:				\$29.0

[Exhibit 91](#)

The 2017 capital budget for this corridor is \$29.0 million to complete resurfacing and bridge repairs between U.S. Route 52 and U.S. Route 30.

Veterans Memorial Tollway (I-355)

The Veterans Memorial Tollway was constructed in two segments with the section from Army Trail Road to I-55 opened in 1989. On Veterans Day 2007, a new 12.5-mile south extension opened connecting I-55 to I-80, lengthening the Veterans Memorial to 29.8 miles. At the end of 2016, \$844.1 million will be invested in widening, rehabilitating and extending the Veterans Memorial Tollway as part of the CRP.

Veterans Memorial Tollway (I-355)				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2017 Request (millions)
Restore				
Resurfacing / Add Lane	71st Street to 75th Street (MP 16.1 to 15.5)	0.6	2016-2017	\$1.4
Veterans Memorial Tollway (I-355) Total:				\$1.4

Exhibit 92

The 2017 capital budget of \$1.4 million is required to complete resurfacing and widening southbound lanes from 71st Street to 75th Street.

Systemwide

The 2017 capital budget allocates \$11.6 million for systemwide improvements. Interim bridge deck patching of \$2.9 million is allocated on the Mile Long Bridge of the Tri-State Tollway (I-294). Approximately \$3.8 million in bridge and ramp repairs are planned along the Jane Addams Memorial Tollway (I-90) west of Rockton Road near Rockford. The remaining \$4.9 million is allocated for construction management and design services for systemwide pavement and bridge improvements to ensure the integrity of the system.

Systemwide				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2017 Req (million)
Systemwide Needs				
Bridge Improvements	Bridge Improvements	-	Annual	\$6.7
Ramp Improvements	Interchange Improvements	-	Annual	\$0.4
Construction Management / Program	Systemwide	-	Annual	\$1.1
Pavement Improvements	Pavement Improvements	-	Annual	\$3.4
Sub Total:				\$11.6
Systemwide Total:				\$11.6

Exhibit 93

2017 Other Capital Projects

In addition to the *Move Illinois* Program and the Congestion-Relief Program (CRP), other capital projects are needed to support ongoing operations of the Tollway and ensure that the existing roadway network is well-maintained and safe for travel. While the *Move Illinois* Program and the CRP are major components of the Tollway's capital program, other elements include new technologies to manage congestion, reduce travel times and provide enhanced customer service, improvements to maintenance buildings and other structures to maintain the Tollway's assets, additional equipment for Illinois State Police District 15 and maintenance staff to improve efficiency and enhance public safety. The Tollway anticipates spending \$62 million in 2017 to support these ongoing other capital projects.

Equipment - \$17 Million

The 2017 Capital Budget for equipment includes \$7.5 million to replace and purchase new roadway vehicles, including snow removal and roadway maintenance equipment. Approximately \$5.3 million is anticipated to be spent in 2017 for technology-related equipment including redundant network connectivity to eliminate single points of failure, queue detection and warning systems, DMS accessories and CCTV cameras.

Approximately \$3.3 million will be spent for projects related to intelligent transportation systems and Traffic Incident Management System enhancements (TIMS). This includes vehicle to infrastructure safety and mobility applications, active traffic management, integration of new devices on Illinois Route 390 Tollway corridor and ITS related design projects.

General Consulting Services - \$21 Million

The Professional Services category includes funding for general consulting services related to general and traffic engineering, as well as design and construction management.

Other Services - \$8 Million

The 2017 Capital Budget allocates \$6 million for enterprise resource planning system implementation services, and approximately \$0.8 million for governmental research and \$0.9 million on infrastructure management services to support the capital program.

Building Repairs and Maintenance - \$14 Million

Expenditures for systemwide initiatives include facility improvement and rehabilitation, parking lot rehabilitation and lighting retrofit, M-Site exhaust system rehabilitation etc.

Roadway - \$2 Million

The capital budget will fund roadway projects including systemwide pavement markings and roadway signage.

Other Capital Project Highlights	2016 Carry-Over	2017 New Request
	(\$ thousands)	
EQUIPMENT	\$7,909.2	\$16,819.8
Technology	\$62.8	\$5,292.8
Server and Storage Infrastructure	-	600.0
Software Enhancements	-	150.0
Network Diverse Communications	-	2,000.0
Facilities Security and Cameras	-	250.0
Desktops, Laptops and Mobile Equipment	10.0	70.0
Printer Replacement	28.0	22.0
Replace Computer-Aided Dispatch System Monitor/Personal Computer/Servers	24.8	-
I-294/95th Street Queue Detection and Warning System (DMS & Accessories)	-	1,100.4
CCTV Camera Coverage Gap Analysis-Top 10 Locations	-	1,100.4
Roadway Vehicles and Trucks	\$7,569.8	\$7,522.0
Roadway Maintenance and Equipment - Fleet	7,439.8	7,500.0
Replace Forklift for Money Room	70.0	-
Tractor and Accessories	60.0	-
New Vehicle for Facility Services Mgr	-	22.0
Intelligent Transportation Systems	\$0.0	\$3,300.0
Intelligent Transportation Systems Design/Construction Management	-	-
Services Upon Request	-	1,500.0
ITS Network Support and Maintenance Management	-	800.0
Traffic Incident Management System Enhancements	-	1,000.0
State Police	\$185.0	\$705.0
Patrol Car Accessories	-	175.0
Crash Reconstruction Total Stations	65.0	-
Speed Timing Devices	-	30.0
Staffing for Construction Sites-State Police OT	-	300.0
Ergonomic Work Stations in District 15-Operations Room	120.0	100.0
Connected Vehicle Pilot	-	100.0
Miscellaneous Equipment Systemwide	\$91.7	\$0.0
Coin Wrapper Machines	52.0	-
Coin Counting Equipment (10)	39.7	-

Exhibit 94-1

Capital Program

Other Capital Project Highlights	2016 Carry-Over	2017 New Request
	(\$ thousands)	
PROFESSIONAL SERVICES	\$8,912.2	\$28,689.0
General Consulting Services	\$281.2	\$20,916.0
General Engineering Consultant	-	14,479.2
Traffic Engineering Consultant	-	4,020.0
Construction Services Upon Request	-	1,200.0
Design Upon Request	-	800.0
JOC Administrator Services	281.2	218.8
Print Services, Web Plan, Advertising	-	198.0
Enterprise Resource Planning	\$8,600.0	\$6,080.0
Enterprise Resource Planning System	8,600.0	6,080.0
Geographic Information System	\$0.0	\$875.0
Infrastructure Management System	-	875.0
Environmental/ Governmental	\$31.0	\$818.0
Agencywide Research Program	31.0	374.0
Energy Conservation Initiatives	-	12.0
University of Illinois - CRCP Pavement Research	-	380.0
University of Nebraska - Light pole Research	-	52.0
BUILDING REPAIRS AND MAINTENANCE	\$4,239.6	\$14,153.1
Systemwide	\$4,239.6	\$14,153.1
Facility Improvements/Rehabilitation	4,239.6	5,760.4
CA South Parking Lot Rehabilitation & Lighting Retrofit	-	1,500.0
M-Site Exhaust System Rehabilitation	-	1,000.0
CA Space Utilization & Consolidation Project Including Parking Expansion	-	5,892.7
ROADWAY	\$350.0	\$2,338.1
Maintenance, Repairs and Improvements	\$0.0	\$600.0
Pavement Markings	-	600.0
Signage	\$350.0	\$1,738.1
Sign Shop Roadway Signing	350.0	400.0
Signage Upon Request	-	1,202.1
Aluminum Extrusion Refurbishing	-	136.0
Other Capital Projects TOTAL	\$21,411.0	\$62,000.0

Exhibit 94-2

Capital Planning

Planning Overview

The Tollway works in partnership with local communities and officials to provide the 12-county region it serves with strategic transportation solutions, recognizing the value of an integrated approach to project development and implementation. This helps balance local interests with a shared vision for the region and promotes a fair distribution of benefits.

Input from local communities is instrumental in the successful development and implementation of regionally significant transportation projects. Additionally, ongoing dialogue with local businesses ensures that long-term benefits of an improved transportation network are understood and the short-term impact of construction is clearly communicated.

The Tollway's leadership continues to work closely with residents, business owners, local and state government officials, as well as other transportation agencies to continuously evaluate needs and establish priorities for providing Northern Illinois with a coordinated transportation plan.

Planning Process

The Tollway uses a comprehensive capital planning process, which includes analyzing and evaluating the needs of the Tollway and its surrounding communities, as well as developing strategies to increase system efficiency.

The planning process begins with stakeholder departments, including Finance, Engineering, Information Technology, Business Systems and Operations sharing information on departmental needs. During this process, projects are reviewed for consideration in accordance with near-term and long-range Tollway goals. Projects are evaluated through a rigorous and thoughtful prioritization process based on several criteria, including:

- Condition – assessment of existing roadway network and facilities
- Benefit – congestion relief and improved operations
- Safety – accident reduction, improved traffic flow and response time
- Timing - coordination of project schedules to minimize disruption to commuters
- Community – anticipated local and regional growth
- Financing – impact on revenue, future maintenance and operating costs
- Cost – estimated project cost and risk
- Land Use - assessment of right-of-way needs and environmental resources
- Multi-agency implementation support - consideration of external agency projects and initiatives

The proposed projects are evaluated against detailed asset inventories and condition assessments to assist the Tollway in developing priorities and investment strategies. Then, a thorough cost-benefit analysis is performed to justify the proposed capital expenditures and impacts to the operating budget.

The Tollway uses a public and transparent process to evaluate potential future projects, policies and

initiatives. Working with the Illinois Department of Transportation, transit agencies and local and regional transportation and planning agencies, the Tollway continuously updates project analyses, and seeks to identify projects that would significantly reduce congestion, expand economic opportunities, improve the region's transportation infrastructure and foster environmental responsibility and sustainability. The planning process identifies approximate costs, regional and local support and financing options for projects for review by the Tollway Board of Directors. These comprehensive reviews for major capital projects are publicly presented and posted on the Tollway's website.

Budget Development

Program and project reviews are ongoing throughout the fiscal year, however, the annual capital budget process begins each summer. The budget division meets with the Tollway's department chiefs and division managers to explain the overall process and to provide pertinent information regarding any funding or expenditure issues, budget process changes and general instructions. At this meeting, the budget manager outlines the Tollway's goals and direction for the new budget.

The budget division works with each department to compile a comprehensive list of capital needs, which is used in identifying new projects to be recommended for funding. This list identifies preliminary project information such as name, location, description or scope, estimated cost and any operating impact. New projects and initiatives are also incorporated into the capital needs list. The requesting department prepares and submits a capital program project request form which provides all necessary information including the priority of the project (scale of 1-100, 1 being the highest), schedule of the project (start and completion dates), purpose/objective of the project, the proposed project description, location and scope, operating budget impacts, cost-benefit analysis, future year funding impact analysis, alternatives, other affected departments and basis for cost estimate.

Along with identifying new projects, the budget division works with departments to gather updated information regarding ongoing projects. Draft documents are developed showing all projects - both ongoing and proposed. These draft documents are distributed to departments for review and the opportunity to add or revise any information. In conjunction with department chiefs, the budget division compiles a list of proposed and ongoing projects to be presented to key decision makers. The budget division meets with the chief of finance to discuss financial impacts and projects to be included in the proposed capital budget. The budget division coordinates with department chiefs and managers to obtain further justification of projects as requested by the chief of finance.

The revised proposed project list is compiled and reviewed again with department chiefs prior to presentation to executive management. Review and sign-off is completed by the executive director, and a tentative capital budget is presented to the Board of Directors in October for approval. Requested changes by the Board of Directors and executive management are incorporated into the tentative budget. Public hearings are held in November and public comments are presented to the Board of Directors. The budget division reviews and incorporates changes from the Board of Directors, executive management and public comments. A final budget is then presented to the Board of Directors for adoption in December.

Funding Sources

Funding for capital projects comes from three sources including current revenues, proceeds from the sale of revenue bonds and interest income. Current revenues are deposited in the Revenue Fund and transferred to the Renewal and Replacement Account and the Improvement Account; bond proceeds are deposited into the Construction Fund.

Use of Funds

Capital expenditures are related to the Capital Program, which is comprised of the *Move Illinois* Program, the Congestion-Relief Program (CRP) and other capital needs, such as roadway equipment and vehicles and new technologies and enhancements. For reporting purposes the programs are divided into corridors. Other capital needs are divided into building repairs and maintenance, equipment, professional services and roadway.

Capital Projects Operating Impacts

Planning for the operational impact of the capital program is an important consideration during the Tollway's budget process. The cost of operating new and enhanced infrastructure is included in the operating budget in the fiscal year the asset becomes operational. Debt service payments on the debt issued for capital projects are also included in the debt service budget.

The existing Tollway system features a toll collection system incorporating mainline plazas and ramp plazas with accommodations for the combined use of I-PASS, automatic coin collection and manual lanes. As capital projects are implemented, the toll collection system is expanded. Since 2012, Tollway has added 141 lane miles or an increase of about 7 percent to bring total lane miles to 2,190 in 2016. The expansion is due to addition of the new Illinois Route 390 Tollway and widening of the Jane Addams Memorial Tollway (I-90) through the addition of lanes and construction of additional interchanges.

Cost Monitoring

The Tollway maintains a project management database that is used to monitor and measure program status, provide early identification of problem areas, provide for alternative analysis and ensure that pertinent information is communicated to project participants. Information on budgets, commitments, expenditures, cash flows, forecasts and performance status is tracked. Timely reporting of this information allows decisions to be made in advance and provides for effective cost control of the project.

Regularly published reports include performance measures to assess the magnitude of variations that occur on projects. The Tollway analyzes the causes of the variances and determines what corrective actions are required. Examples of financial reports that are developed to assist in the variance analysis include:

Monthly project status reports focus on schedule and cost status, proposed/pending changes and current project issues. These reports include detailed financial and schedule performance for each project, including change orders and expenditure tracking. In addition, these reports provide a tool for management to follow the progress of each project.

Exception reports provide a forum for the initial disclosure of project issues that could potentially cause a project delay or cause a budget overrun. These reports provide an opportunity to quickly address project impediments and trigger necessary actions to bring the anticipated project performance into line with the project plan.

Change order reports reflect the original budget and indicate all subsequent changes approved by the Tollway or currently in the approval process. Recording anticipated changes provides a realistic assessment of the program and shows the remaining contingency by contract.

Schedule Monitoring

Program status and schedule changes are monitored and reported on a monthly basis via the master program schedule. The main goal of the schedule reporting process is to detect adverse trends in design, construction and administrative activities early enough to correct them. Modifications to schedule information may or may not require adjustments to other aspects of the overall project plan.

The master program schedule serves the following purposes

:

- Validates the funding schedule and budget presently established by the capital budget
- Explores various combinations of project implementation
- Projects a consistent and reasonable level of effort and expenditure over the program term
- Adjusts scopes of work and/or the distribution of funding as needed to respond to unforeseen conditions and capitalize on opportunities to meet implementation goals
- Establishes funding requirements for subsequent capital budgets

Revisions to start and finish dates for the approved project schedule are generally made in response to scope changes. As potential delays/changes become apparent, a special schedule study will be initiated to determine if the lost time could be recovered and how changes to the originally anticipated schedule logic/sequence should best be reflected.

Change Management Control

In order to reduce delay claims and complete projects on time and within budget, the Tollway has empowered staff to direct field changes to reduce the time for authorizing construction contractors to proceed, which helps maintain construction schedules. The process begins when the contract cost change controls committee (C5) analyzes the scope of work, the estimated cost of the proposed change and identifies the cause of the change (design error, owner requested change, change in conditions, etc.). The C5 committee recommends approval, rejection or requests additional information and provides an authorization to proceed for those changes that are recommended for approval.

The Tollway's approval model is as follows:

- Project Manager Up to \$30,000
- Chief Engineer Up to \$100,000
- Executive Director Up to \$150,000
- Chair Up to \$200,000
- Board Over \$200,000

On a weekly basis, a list of potential change orders is entered into the project management database along with the pending and approved change orders. This information is used to develop various change management reports including:

- Program change order/potential change order log – this log is used to compare the current change order status versus the allocated construction contingency reserve funds at a summary level for all projects within the program.
- Outstanding change order report – this report provides an analysis of pending and potential change orders, including number of days outstanding, ball-in-court reporting and forecasted final contract amount.
- Project change order/ potential change order log – this log identifies all approved, pending and potential contract changes at a detail level for all projects. It has the ability to provide process-related performance measures for all participants.

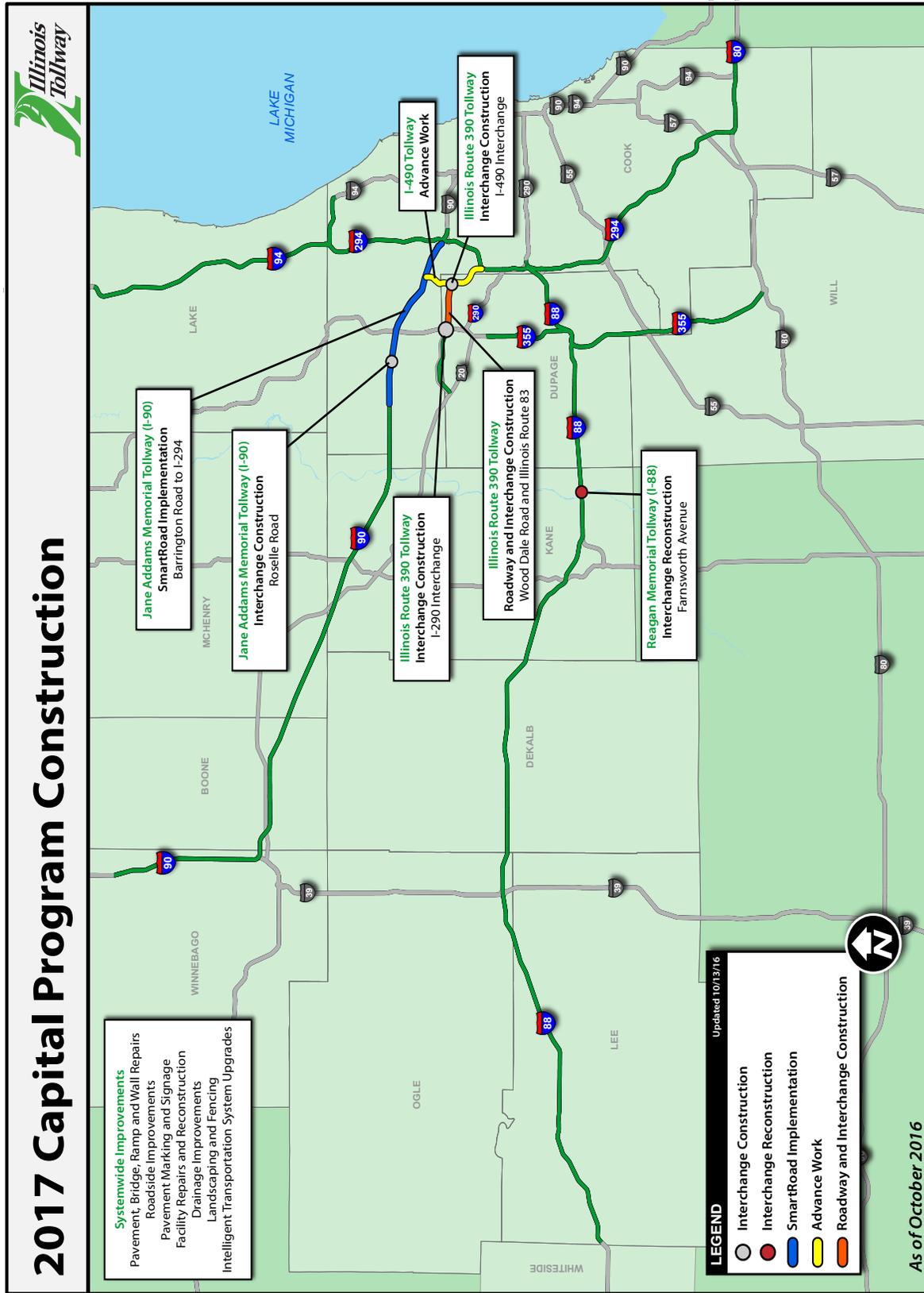


Exhibit 95



Debt Management

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Current Capital Programs

Move Illinois Program

On August 25, 2011, the Tollway's Board of Directors approved the 15-year, \$12 billion capital program *Move Illinois: The Illinois Tollway Driving the Future*. The *Move Illinois* Program is being financed with a combination of current revenue and bond proceeds. The Board's approval of the *Move Illinois* Program included: (i) an increase on passenger vehicle toll rates effective January 1, 2012 that raised toll rates at a typical mainline toll plaza from \$0.40 to \$0.75 for users paying electronically and from \$0.80 to \$1.50 for users paying by cash; and (ii) an affirmation of a previously approved increase on commercial vehicle toll rates of approximately 60 percent in process of being implemented as increases, in each case based off of rates effective prior to the increase, of 40 percent/10 percent/10 percent effective on January 1 of 2015/2016/2017. The commercial vehicle toll rate increase also includes, starting on January 1, 2018, annual toll rate increases based on the Consumer Price Index.

The Tollway's Board of Directors has authorized, on December 13, 2012, June 26, 2014, September 24, 2015 and February 25, 2016, the issuance of revenue bonds in support of the *Move Illinois* Program. The total bond par amount of such authorizations is \$2.9 billion. To date, the Tollway has issued revenue bonds with par amounts totaling \$2.5 billion in support of the *Move Illinois* Program, consisting of the following:

Series	Date of Issue	Par Amount	Net Proceeds for <i>Move Illinois</i> Program
2013A	May 16, 2013	\$500 million	\$523 million
2014B	June 4, 2014	\$500 million	\$516 million
2014C	December 4, 2014	\$400 million	\$424 million
2015A	July 30, 2015	\$400 million	\$414 million
2015B	December 17, 2015	\$400 million	\$422 million
2016B	June 16, 2016	\$300 million	\$342 million
Totals		\$2,500 million	\$2,641 million

The Tollway anticipates an estimated \$300 million of additional bond issuance in 2017 for the *Move Illinois* Program. The amount is subject to change.

Congestion-Relief Program

In September 2004, the Tollway's Board of Directors approved the 10-year, \$5.3 billion Congestion-Relief Plan. The plan, which upon its commencement became the Congestion-Relief Program (the "CRP"), targeted financing as much as \$3 billion of program costs by issuing revenue bonds. In September 2007, the Tollway approved an update to the CRP that lengthened the CRP by two years from 2014 to 2016 and increased the cost of the CRP to \$6.3 billion. In connection with this update, the amount of CRP costs targeted to be financed by revenue bonds was increased from \$3.0 to \$3.5 billion, with other costs to be financed from Tollway revenues deposited into the Renewal and

Replacement Account and the Improvement Account. The Tollway completed six revenue bond issuances from 2005 through 2009 to finance the targeted \$3.5 billion of bond-financed CRP costs. Approximately \$5.67 billion of the CRP is expected to have been completed by the end of 2016. As the CRP has progressed, its estimated cost has been reduced from \$6.3 billion to \$5.8 billion, and it is currently projected to be about \$5.7 billion at completion. Remaining CRP costs are expected to be financed from revenues over the period of 2016-2018.

Debt Profile

Outstanding Debt

On January 1, 2017, the Tollway has one scheduled principal payment of \$35,225,000. After making that principal payment, the Tollway will have \$5,896,700,000 of bonds outstanding. Of such outstanding par amount of bonds, \$2,500,000,000 will have financed a portion of the *Move Illinois Program* and \$3,396,700,000 financed or refinanced a portion of the CRP. Of the \$5,896,700,000 par amount of bonds expected to be outstanding as of January 1, 2017, \$4,717,800,000 (80 percent) are traditional fixed-rate bonds and \$1,178,900,000 (20 percent) are variable-rate bonds that have been swapped to a fixed interest rate (“synthetic fixed-rate bonds”).

Bond par amount typically differs from proceeds provided for capital expenditures due to the bond issue’s discount/premium and the funding of issuance costs, capitalized interest (if applicable), debt reserve account deposits, and, in the case of refunding bond issues, the extent by which the cost of the cash and investments in the refunding escrow exceeds the principal amount of bonds refunded and defeased.

The following table lists each outstanding series and its respective final maturity, principal scheduled to be outstanding after any principal payments due January 1, 2017, and interest rate type. Bond issues listed as variable-rate are all weekly mode (rates reset weekly by a remarketing agent per then-current market conditions). In order to reduce exposure to interest rate risk, the Tollway entered into interest rate swap agreements in connection with all of its outstanding variable-rate bond issues. Per these agreements, swap counterparties make variable-rate payments to the Tollway in exchange for fixed-rate payments from the Tollway.

Illinois Tollway Outstanding Bonds as of January 1, 2017*

<u>Series</u>	<u>Final Maturity</u>	<u>Principal Outstanding</u>	<u>Interest Rate</u>
2007 Series A-1**	7/1/2030	350,000,000	Variable
2007 Series A-2**	7/1/2030	350,000,000	Variable
2008 Series A-1**	1/1/2031	383,100,000	Variable
2008 Series A-2**	1/1/2031	95,800,000	Variable
2009 Series A**	1/1/2034	500,000,000	Fixed
2009 Series B**	12/1/2034	280,000,000	Fixed
2010 Series A-1**	1/1/2031	279,300,000	Fixed
2013 Series A***	1/1/2038	500,000,000	Fixed
2013 Series B-1**	12/1/2018	182,165,000	Fixed
2014 Series A**	12/1/2022	378,720,000	Fixed
2014 Series B***	1/1/2039	500,000,000	Fixed
2014 Series C***	1/1/2039	400,000,000	Fixed
2014 Series D**	1/1/2025	264,555,000	Fixed
2015 Series A***	1/1/2040	400,000,000	Fixed
2015 Series B***	1/1/2040	400,000,000	Fixed
2016 Series A**	12/1/2032	333,060,000	Fixed
2016 Series B***	1/1/2041	300,000,000	Fixed
Total		\$5,896,700,000	

* Amounts shown are after payments due January 1, 2017, funds for which are remitted to the Bond Trustee during the prior fiscal year.

** CRP financing or refinancing.

*** *Move Illinois* financing.

Exhibit 96

Planned 2017 Debt Issuance

New Money

The Tollway currently anticipates \$300 million of bond issuance in 2017 to finance portions of the *Move Illinois* Program. The amount, timing and structure of new money bond issuance is dependent on cash flow need and market conditions.

Refunding/Restructuring Synthetic Fixed-Rate Bonds

Tollway will continue to explore opportunities to reduce risks associated with its \$1,178,900,000 synthetic fixed-rate bonds. In 2010 the Tollway issued traditional fixed-rate refunding bonds to reduce its total synthetic fixed-rate bonds from \$1,589,300,000 to \$1,302,000,000. Series 1998B principal payments in 2016 totaling \$123,100,000 reduced the amount of synthetic fixed rate bonds to \$1,178,900,000.

In 2011, the Tollway further reduced the risks of its synthetic fixed-rate bonds by diversifying its providers of liquidity and credit facilities, increasing its number of such providers from two to eight. Currently, there are eight providers of liquidity and credit facilities supporting the synthetic fixed-rate bonds. The terms of all nine of the credit and liquidity facilities are scheduled to expire in the first quarter of 2017. The Tollway expects to renew or replace the expiring facilities prior to the expirations of their terms.

The Tollway will continue to monitor the credit markets for opportunities to refund synthetic fixed-rate bonds with traditional fixed-rate bonds or to execute other refunding/restructuring alternatives that reduce the risks of synthetic fixed-rate bonds. The cost of a refunding with traditional fixed-rate bonds would be the Tollway's cost of borrowing plus its cost of terminating the interest rate swap agreements associated with the bonds refunded. The purpose of such a refunding would be to reduce interest rate risk and to reduce risks associated with the credit/liquidity facility providers and, if applicable, the bond insurer. The Tollway may deem that such risk reduction is in the Tollway's best interests even if accompanied by an increase in debt service. The Fiscal Year 2017 Budget includes \$2 million contingency for increased debt service on synthetic fixed-rate bonds from a possible refunding/restructuring.

The 2017 Budget includes transfers from revenues into the Provider Payment Account (a sub-account of the Debt Service Account) for costs related primarily to the synthetic fixed-rate bonds. These costs are fees payable to credit/liquidity facility providers, remarketing agents and bond rating agencies.

Refunding Fixed-Rate Bonds

The Tollway also monitors the credit markets for opportunities to reduce debt service by refunding its outstanding fixed rate bonds. No refunding issuance and related debt service savings have been assumed in the 2017 Budget.

Estimated Debt Service Obligations

The following graph shows estimated debt service obligations on Tollway bonds, including an assumed issuance of \$300 million bonds in 2017. This is gross debt service and does not net out anticipated federal subsidies in connection with the Tollway's outstanding Build America Bonds, i.e. its \$500 million Series 2009A and \$280 million Series 2009B Bonds. Per the provisions of the American Recovery and Reinvestment Act's Build America Bonds program, the Tollway expects to receive subsidy payments on these taxable Series 2009A/B Bonds. Such subsidy payments reduced debt service by \$15.1 million in 2015 and are expected to reduce 2016 and 2017 debt service each by \$15.1 million. The subsidy payments were originally expected to be \$16.2 million annually, but have been reduced due to federal sequestration.

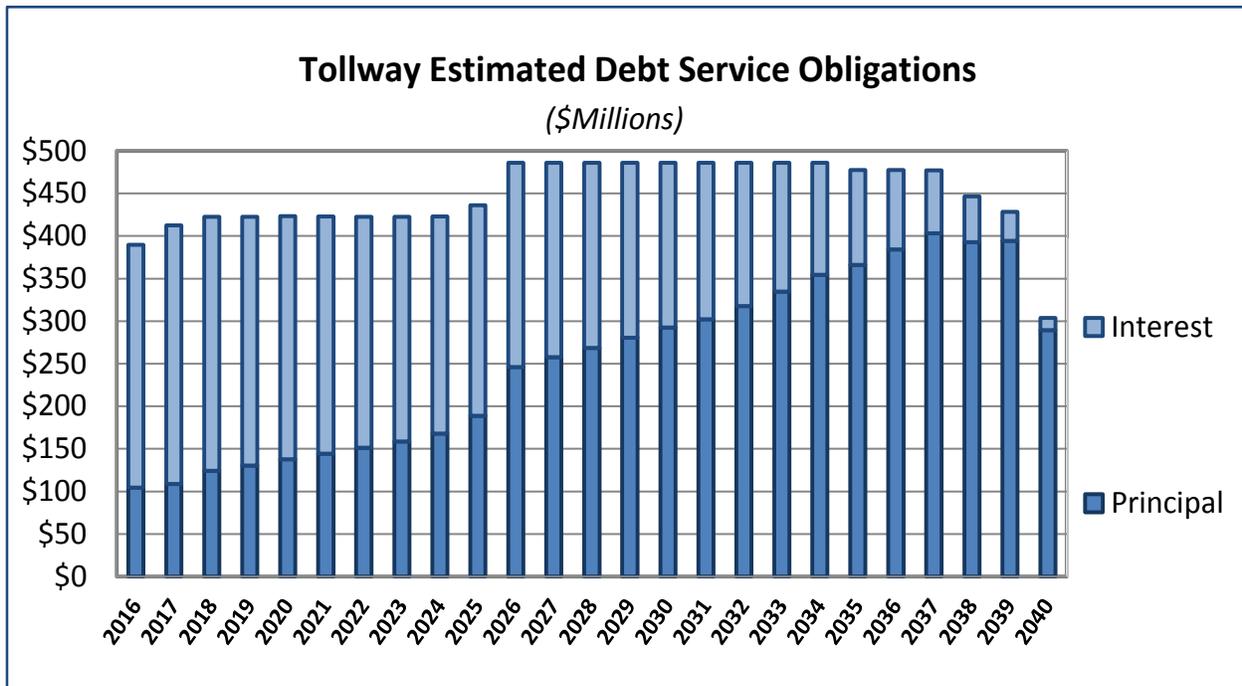


Exhibit 97

Security for the Bonds

The Tollway's bonds are secured by a pledge of and lien on the net revenues generated by the Tollway system in accordance with the Amended and Restated Trust Indenture of 1999 ("Master Indenture") and each respective Supplemental Indenture. Net revenues are defined in the Master Indenture as the annual revenues of the system less operating expenses. To help ensure a sufficient amount of revenues to cover debt service, the Master Indenture, through which all of the Tollway's outstanding bonds have been issued, includes a toll rate covenant that requires tolls to be set at rates which will produce a minimum of 1.3x debt service coverage. Furthermore, additional bonds may be issued only to the extent that the Tollway certifies: (i) compliance with the toll rate covenant for a 12-month period within the preceding 18 months; and (ii) projected compliance with the toll rate covenant for each year through five years after the completion of the projects financed by the additional bonds. The Tollway's debt service coverage is estimated at 2.5x in 2016 and budgeted at 2.5x in 2017, both before adjustments for expected federal subsidies related to the Build America Bond program. Using debt service net of the expected federal subsidies, debt service coverage is estimated at 2.6x in 2016 and budgeted at 2.6x in 2017. Each is well above the 1.3x covenant level.

Additional security is provided by the Tollway's Debt Reserve Account, which is funded at maximum annual debt service ("MADS") on all senior lien debt. As of December 1, 2016, MADS is \$465,812,800 (which is the debt service obligation for fiscal year 2034), and the Debt Reserve Account is valued at \$466,194,329, consisting of \$366,319,878 in investments and a \$100 million surety policy from Berkshire Hathaway Assurance Corp. Berkshire Hathaway Assurance Corp. is rated "Aa1" by Moody's and "AA+" by Standard & Poor's. The surety policy is guaranteed by Columbia Insurance Company, which is rated "A++" (highest rating) by A.M. Best.

Debt Service Coverage

The Tollway has historically maintained debt service coverage ratios well in excess of required ratios. Debt Service Coverage Ratios are calculated by dividing the Net Revenues (i.e. revenues less operating expenses) by the Aggregate Debt Service for a given year. The following chart shows actual debt service coverage for fiscal years 2011 through 2015, estimated debt service coverage for 2016 and budgeted debt service coverage for 2017. Please note that debt service in the following chart includes annual liquidity and remarketing fees associated with the synthetic fixed rate bonds. Also, 2012 Operating Expenses does not include \$10.4 million deposited to an operating reserve.

Debt Service Coverage: Actual 2011-2015, Estimated 2016 and Budgeted 2017

	Actual					Estimated	Budgeted
	2011	2012	2013	2014	2015	2016	2017
Operating Revenues	\$697,416	\$963,755	\$1,009,776	\$1,036,156	\$1,220,463	\$1,300,000	\$1,380,000
Operating Expenses	\$245,975	\$253,058	\$277,512	\$297,821	\$298,479	\$321,807	\$335,944
Net Operating Revenues	\$451,441	\$710,697	\$732,263	\$738,335	\$921,984	\$978,193	\$1,044,056
Debt Service (incl. Liq. Fees)	\$259,618	\$260,872	\$308,255	\$315,485	\$365,398	\$397,700	\$420,500
Debt Service Coverage (X)	1.74	2.72	2.38	2.34	2.52	2.46	2.48
Build America Bond ("BAB") Subsidies & Pre- paid Interest	\$16,244	\$16,244	\$14,953	\$15,066	\$15,099	\$15,131	\$15,123
Debt Service Coverage after BAB Subsidies & Pre-paid Interest (X)	1.85	2.91	2.50	2.46	2.63	2.56	2.58

Exhibit 98

Municipal Bond Ratings

In concert with each new bond issuance, the Tollway applies for municipal bond ratings from Fitch Ratings, Moody's Investor Services and Standard & Poor's. Each rating agency reviews the Tollway's fiscal condition, capital financing plan, debt coverage ratios and various other factors to assess the Tollway's ability to repay its debt obligations. The underlying ratings of the Tollway's bonds are Aa3, AA- and AA- by Moody's Investors Service, Fitch Ratings and Standard & Poor's, respectively. These ratings were most recently confirmed in May of 2016 in connection with the Tollway's issuance of its Series 2016B Bonds. All three rating agencies maintain Stable Outlooks for the Tollway's ratings.

Interest Rate Exchange Agreements

To lower its borrowing costs, the Tollway has entered into multiple variable-to-fixed interest rate exchange agreements (swaps). These swap agreements produce a "synthetic fixed interest rate" in which the Tollway pays a fixed interest rate to the swap provider in exchange for the swap provider's payment of a variable interest rate intended to approximate the variable interest rate paid by the Tollway to bondholders. In all cases the synthetic fixed interest rates were lower than the fixed interest rates

otherwise accessible in the market at the times the various bonds were issued. The Tollway entered into four swaps for the Series 2007A Bonds (the “2007A Swaps”) and four swaps for the Series 2008A Bonds (the “2008A Swaps”). One of the swaps for the Series 2008A Bonds was terminated in connection with the refunding of a portion of the Series 2008A Bonds in 2010. Both the 2007A Swaps and 2008A Swaps are SIFMA-based. The Tollway exchanges a fixed-rate payment to swap providers for a variable-rate payment based on the USD SIFMA seven-day Municipal Swap Index.

Mark-to-market valuations of the Tollway’s swaps typically decline in value (from the Tollway’s perspective) when interest rates decline and increase in value when interest rates increase. To the extent that any negative valuation of the Tollway’s derivatives were to become realized by a swap termination, it is possible (although not certain) that such a realized loss might be mitigated by a lower cost of capital expected to be available in that lower-interest rate market.

Estimated total mark-to-market valuations for recent year-ends are as follows:

December 31,	Estimated MTM Valuation
2010	(\$101.8 million)
2011	(\$289.7 million)
2012	(\$308.8 million)
2013	(\$136.6 million)
2014	(\$257.2 million)
2015	(\$274.0 million)

Estimated mark-to-market valuations for each of the swaps as of the most recent quarter-end, September 30, 2016 is as follows:

The Illinois State Toll Highway Authority Swap Portfolio as of September 30, 2016 (Note: Valuations are net of accrued interest.) (\$ thousands)						
Series	Counterparty	Notional Amount	Fixed Rate Paid	Variable Rate Rec'd	Maturity	Valuation
2007 SERIES A-1	Citibank N.A., New York	175,000	3.9720%	SIFMA	7/1/2030	(\$50,227)
2007 SERIES A-1	Goldman Sachs Bank USA	175,000	3.9720%	SIFMA	7/1/2030	(\$49,997)
2007 SERIES A-1 TOTAL		\$350,000				(\$100,224)
2007 SERIES A-2	Bank of America, N.A.	262,500	3.9925%	SIFMA	7/1/2030	(\$76,014)
2007 SERIES A-2	Wells Fargo Bank*	87,500	3.9925%	SIFMA	7/1/2030	(\$25,806)
2007 SERIES A-2 TOTAL		\$350,000				(\$101,819)
2008 SERIES A-1	The Bank of New York	191,550	3.7740%	SIFMA	1/1/2031	(\$49,726)
2008 SERIES A-1	Deutsche Bank AG, NY Branch	191,550	3.7740%	SIFMA	1/1/2031	(\$49,864)
2008 SERIES A-1 TOTAL		\$383,100				(\$99,590)
2008 SERIES A-2	Bank of America, N.A.**	95,775	3.7640%	SIFMA	1/1/2031	(\$24,800)
2008 SERIES A-2 TOTAL		\$95,775				(\$24,800)
TOTAL		\$1,178,875				(\$326,433)

Estimated swap valuations based on valuations provided by the counterparties.

* Originally Wachovia Bank, N.A.; acquired by Wells Fargo in December 2008; name changed in March 2010.

** Originally Merrill Lynch Capital Services, Inc.; Bank of America acquired Merrill Lynch in December 2008; swap novated to Bank of America, N.A. in October 2011.

Exhibit 99



Budget Process and Documents



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The Trust Indenture and the Toll Highway Act provide a basis for the Tollway's budget process. The Tollway budget must demonstrate that revenues are sufficient to pay for operating costs, debt service and required deposits for the maintenance and repair of the toll roads as certified by an independent engineer.

The Trust Indenture requires the submission of a tentative budget of the operating expenses for the ensuing fiscal year on or before October 31 of each fiscal year. The tentative budget must also be submitted to the trustee and the consulting engineer. The tentative budget must include the recommendations of the consulting engineers as to the Renewal and Replacement Deposit (for preservation of the Tollway system). The Tollway must provide accompanying estimates of the amount that will be available for credit to the Improvement Account (for improvements to the Tollway system). The Tollway must also provide a statement of the actual revenues for the first eight months of the current fiscal year and estimated revenues for the next four months of the current fiscal year and for the ensuing fiscal year. The budget must be divided into reasonable classifications and divisions. The tentative budget shall include the amounts budgeted for operating expenses and amounts required to be deposited into the Renewal and Replacement Account.

Budget Review Process and Implementation

The Tollway's budget process begins in early July each year. The budget office prepares and distributes a preliminary budget for each department at department and cost center levels based on actual and projected expenditures. Departments are asked to submit planning requirements, new initiatives, programs, headcount changes or other assumptions to be incorporated into their upcoming maintenance and operations budget as well as their capital budget. Once the departmental budget requests are returned to the budget office, the initial preliminary budget is compared to the departmental budget request indicating dollar and percent changes along with proper justification.

The preliminary/departmental comparison budget is then presented to the Chief of Finance by the budget office. Financial impacts are discussed and the Chief of Finance reviews the requests based on the justification provided. The budget office will then meet with the department chiefs to obtain further justification on items as requested by the Chief of Finance. Revised budget requests may be returned to the budget office and chief of finance for review.

Meetings are held with budget staff, department chiefs and the Chief of Finance to discuss and finalize the budget requests. Final review and sign-off is completed by the Chief of Finance and the Executive Director. This process results in the tentative budget that will be submitted to the Board of Directors.

The tentative budget is presented to the Board of Directors in October. Requested changes by the Board of Directors and executive management will be incorporated into the tentative budget and public hearings will be held in November. The budget office will review and incorporate changes from the Board of Directors, executive management, and public comments. The final budget is then presented to the Board of Directors in December.

The budget is monitored throughout the fiscal year. Quarterly fiscal reviews are provided to the Board

and posted on the Illinois Tollway's website.

Budget Amendment

The Illinois Tollway Board of Directors may at any time adopt an amended annual budget. If the Tollway adopts an amended budget for total operating expenses exceeding 110 percent of the annual budget initially adopted, the Tollway shall give the consulting engineers not less than 10 days prior written notice, including a copy of the proposed amended annual budget. If the consulting engineer files an objection to such notice, such amended budget shall not be effective or supersede any prior annual budget until the Board of Directors adopts the amended budget by not less than a three-fifths vote of all directors at a public meeting. Notice of such public meetings shall be given in accordance with the law.

Budgetary Basis of Accounting

The Tollway uses accrual basis of accounting for its proprietary funds. Revenues are recognized in the accounting period they are earned and become measurable. Expenses are recognized in the accounting period in which the liability is incurred.

The Tollway's budgetary basis of accounting (as required by its Trust Indenture) differs from the Tollway's GAAP Basis of Accounting with respect to the following:

Under the provisions of the Trust Indenture, the basis of accounting followed for the revenue fund and the construction fund differs in certain respects from generally accepted accounting principles (GAAP) in the United States. The major differences in accounting in accordance with the Trust Indenture are:

1. Capital construction and asset acquisitions are charged against fund balance as incurred. In addition, there is no provision for depreciation.
2. Monies received from sale of assets are recorded as revenue when the cash is received.
3. Monies received for long-term fiber optic leases are recorded as revenue when received.
4. Principal retirements on revenue bonds are expensed when paid. The results of defeasement are accounted for as revenue or expense at the time of the transaction.
5. Bond proceeds (including premiums) are recorded as income in the year received. Amounts received from refunding issuances or discounts, if any, are recorded net of transfers to the escrow agent.
6. Capital lease obligations are not recorded. Payments under capital leases are expensed in the period payments are made.
7. Interest related to construction in progress is not capitalized.
8. Recoveries of expenses are classified as decreases in operating expenses for trust indenture and as miscellaneous operating revenue for GAAP.
9. Construction expenses incurred under intergovernmental agreements are decreased by payments received under these intergovernmental agreements.
10. Transponder purchases and other miscellaneous expenses are reflected in the Renewal and Replacement Fund as a capital expense, but reflected as operating expense for GAAP.

11. Prepaid expenses, except for bond issuance, are recorded only if refundable.
12. The provisions of GASB 68 regarding net pension liability and deferred outflows and inflows of resources are not reflected in the trust indenture statements.

Budget Process and Documents

2017 Budget Planning Calendar by Task	Date(s)
Budget prepares Capital spreadsheets that include the 2016 Budget as well as expenditures-to-date for roadway and non-roadway capital projects. The 2017 Capital Request Form and Instructions are also prepared.	6/6/2016-6/29/2016
The 2017 M and O Budget process begins with the establishment of economic assumptions for salaries, wages, FICA and retirement as well as guidelines regarding overall budget growth or reduction based revenue projections, current and future programs.	6/8/2016-7/17/2016
Budget prepares M and O spreadsheets to include 2014 and 2015 expenditures, 2016 Budget, 2016 year-end forecast and a preliminary 2017 Budget for payroll costs.	6/6/2016-7/21/2016
Request PMO to update cash flow for the 2016 Capital Program and to prepare cash flow for the 2017 Capital Program.	6/16/2016
Budget sends Capital instructions and spreadsheets to each department requesting detailed justification for new initiatives that include program duration and dollar impact between Capital and M and O.	7/6/2016
Budget sends M and O spreadsheets and instructions to each department requesting detailed justification for new initiatives, changes in headcount and dollar impact between capital and M and O.	7/21/2016
Each department develops its own 2017 Budget Request through a series of internal planning meetings and information gathering. Each department chief manages the review process before the Request is submitted to the Budget Office.	7/21/2016-8/25/2016
The departments return their completed 2017 Budget Requests to the Budget Office for review.	8/7/2016-8/25/2016
The Budget Requests are compared to the 2016 Budget, 2016 forecast and the preliminary 2017 payroll budget plan. Year-over-year dollar impacts are analyzed so that justifications are consistent with the Authority's goals and objectives.	8/8/2016-8/29/2016
The Budget Office reviews the 2017 Budget Requests with the Chief Financial Officer (CFO) and Deputy Chief of Finance. Financial impacts are discussed and new initiatives are evaluated based on the justifications provided by each department.	8/29/15-9/2/2016
Meetings are held if necessary with department chiefs, the CFO, Deputy and Chief of Finance to discuss and finalize the 2017 Departmental Budget Requests.	8/24/2016-9/6/2016
Accounting Office prepares 2016 August G/L closing revenue data; and final data is supplied to Budget and the Traffic Engineer.	9/1/2016-9/21/2016
Debt Management prepares Tollway debt information.	9/1/2016-10/3/2016
Meetings are then held with the Executive Director, Chief of Staff, CFO and Deputy Chief of Finance to discuss any modifications to each Department's 2017 Budget Request.	9/21/2016-9/23/2016
The Budget Office, in collaboration with each department, makes any changes to the 2017 Budget Requests resulting from the meetings with the Executive Office. The Budget Office begins the cross-checking process making sure all budget information is correct and up to date.	9/1/2016-9/7/2016
Executive summary, charts, graphs, debt tables and department narratives are prepared for the 2017 Tentative Budget Book.	9/11/2016-9/23/2016
Traffic Engineer and Consulting Engineer submit their Annual Toll Revenue Certificate and Renewal/Replacement Deposit Letter respectively for inclusion in the 2017 Tentative Budget Book.	9/9/2016-10/3/2016
Communications develops executive summary section and submits to the Budget Office.	9/21/2016-9/23/2016
The CFO, Deputy Chief of Finance and Communications review and edit Tentative Budget Book.	9/29/2016-10/7/2016
The Budget Office completes all revisions from the CFO, Deputy Chief of Finance, and the Communications Department.	10/4/2016-10/12/2016
The 2017 Tentative Budget Book is reviewed by the Executive Director and the Chief of Staff.	10/7/2016-10/12/2016
Edits from the Executive Office are incorporated into the Tentative Budget Book.	10/12/2016-10/13/2016
The Chairman, the Executive Director, Chief of Staff, CFO and Deputy Chief of Finance discuss final review of the Tentative Budget Book. Comments are incorporated into the book.	10/13/2016
Final revisions are incorporated into the 2017 Tentative Budget and hard copies of the book are printed.	10/14/2016
The CFO presents the 2017 Tentative Budget Book to the Finance, Administration and Operations Committee (FAO) via a hard copy book and a power point presentation.	10/19/2016
During the October Board meeting, the CFO gives a 2017 Tentative Budget PowerPoint presentation to the Board. The 2017 Tentative Budget books are delivered to the Board members, Executive Office and department chiefs. The Board approves the 2017 Tentative Budget.	10/27/2016
Public hearings on the 2017 Tentative Budget are held at Elk Grove Village, Chicago Heights, and Central Administration for questions or comments.	11/14/2016-11/17/2016
Executive Letter is drafted by the Executive Office to be included in the Final Budget book.	11/18/2016-12/1/2016
2017 Final Budget is developed to include changes, if necessary, resulting from comments from the hearings.	12/5/2016-12/6/2016
Final Budget books are printed and then distributed at the December Board meeting. The Board approves and adopts the 2017 Final Budget.	12/15/2016

Exhibit 100



Financial Policies and Practices

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The Tollway follows a defined set of policies and practices for directing the Tollway's fiscal affairs. These policies and practices have been reviewed as part of the financial planning process and are the basis for developing this financial plan.

All of the policies and practices are aimed at keeping the cost of operating and maintaining the Tollway as low as possible, while providing excellent customer service.

The financial plan provides the opportunity for making well-informed decisions, based on adherence to solid, carefully considered policies.

General

The Tollway has established policies to foster sound financial management and encourage progressive approaches to financing. The annual budget includes a set of policies to be followed in managing the financial and budgetary affairs of the Tollway. These policies will allow the Tollway to maintain its strong financial condition while providing quality services.

Revenues

Traffic volume assumptions are derived by reviewing historical data and analyzing the impact of current economic conditions, local and regional economic indices, energy price trends, demographic and population trends, employment trends, industry and home building development, household income and roadway capital projects.

Surpluses identified, but not included in the annual base-operating budget, are dedicated to the capital plan.

1. The Tollway will maintain a revenue monitoring system to assist in trend analysis and revenue forecasting.
2. The Tollway will support legislation that will allow for expanded, progressive and fiscally responsible financing measures.
3. The revenue model assumes the new passenger vehicle toll schedule, which went into effect January 1, 2012, and previously approved increases in commercial vehicle rates beginning January 1, 2015. The passenger vehicle toll rates were passed and the commercial vehicle toll rates were affirmed coinciding with approval of the *Move Illinois* Program on August 25, 2011.

Expenditures

1. The Tollway will maintain a level of expenditures, which will provide for the public well-being and safety of its roads.
2. Expenditures will be within the availability of generated revenues, bonds issued for construction and unreserved fund balances.
3. The Tollway will maintain expenditure categories according to state statutes, the Trust Indenture and administrative rules.
4. The Tollway will forecast its capital expenditures for the duration of the *Move Illinois* Program and the Congestion-Relief Program and may update this forecast annually with multi-year plans. Expenditure forecasts will be cognizant of the elastic and inelastic structure of revenues.

5. Annual operating and capital budgets should provide for adequate design, construction, maintenance and replacement in the Tollway's capital program.

Debt Administration

1. The Tollway will maintain regular communication with credit rating agencies and facilitate disclosure of financial and management issues important to investors.
2. Capital plans proposed for financing through debt should be accompanied by an analysis of the future maintenance and operations costs associated with the projects.
3. The Tollway will oversee and coordinate the timing, process of issuance and marketing of bonds and other capital financing activities required in support of its capital program.
4. The Tollway will allocate sufficient revenues to finance ongoing maintenance needs.
5. No debt will be issued for the purpose of funding capital projects until authorized by the Board of Directors at a public meeting.
6. Borrowing should be of a duration that does not exceed the average economic life of the project(s) that it finances. To the extent possible, the Tollway will design the repayment of debt to recapture rapidly its credit capacity for future use.
7. The Tollway will seek to issue its debt obligations through a sale method that will produce the best results for the Tollway.
8. When determined appropriate, legally permissible and approved by the Board of Directors, the Tollway may elect to sell its debt obligations through competitive sealed bid, competitive selection and negotiation or a private placement.
9. The Tollway may issue advance refunding bonds and current refunding bonds (as defined for federal tax law purpose) when advantageous, legally permissible, prudent and in the best interest of the Tollway and its customers and authorized by the Board.
10. The Tollway may choose to defease its outstanding indebtedness through purchase of its securities on the open market, when market conditions make such an option financially feasible.

Reserve Policy

1. The Tollway will maintain an operating reserve. The Board of Directors may alter the reserve to best suit financial levels of the Tollway. This reserve shall be created and maintained to provide the capacity to:
 - (a) Offset unexpected downturns or reductions in revenues
 - (b) Ensure sufficient cash flow for daily financial needs at all times
 - (c) Offset unexpected increases in expenditures

Cash Management

1. The Illinois Tollway's Investment Policy ("Policy") describes the Tollway's intent to invest all funds under the Tollway's control in a manner that provides the highest investment return using safe authorized instruments, while meeting the Tollway's daily cash flow demands in conformance with all state statutes and any amended and revised Trust Indenture governing the investment of Tollway funds.
2. The primary objective in the investment of Tollway funds is to ensure the safety of principal, while managing liquidity to pay the financial obligations of the Tollway and providing the highest investment return using authorized instruments.

3. The cash management process is designed to accurately monitor and forecast expenditures and revenues, enabling the Tollway to invest funds for investment purpose to the fullest extent possible. The Tollway will match fund flows to projected disbursements.
4. The Tollway co-mingles funds. Interest revenue derived from co-mingled investments is allocated to the participating funds monthly. Criteria for selecting investments and the order of priority are:
 - (a) Safety. The safety of principal is the foremost objective of the investment program. Tollway investments shall be undertaken in a manner that seeks to ensure the preservation of capital in the portfolio. To attain this objective, diversification is required to ensure that the Tollway prudently manages market, interest rate and credit risks.
 - (b) Liquidity. The investment portfolio shall remain sufficiently liquid to enable the Tollway to meet all operating requirements that might be reasonably projected.
 - (c) Return on Investment. The investment portfolio shall be designed to obtain the highest available return, taking into account the Tollway's investment risk constraints and cash flow requirements.

Accounting, Auditing and Financial Reporting Policies

1. The Tollway is a component unit of the state of Illinois and is accounted for as a proprietary fund (enterprise fund) using the flow of economic resources measurement focus.
2. The Tollway uses the accrual basis of accounting. Under the accrual basis of accounting, revenue is recognized in the period in which it is earned and expenses are recognized in the period in which they are incurred.
3. The Tollway accounts for operations and financing in a manner similar to private business enterprises. The intent is that costs of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges.
4. The Tollway has established and maintains high standards for accounting practices in conformance with Generally Accepted Accounting Principles (GAAP) for governmental entities as promulgated by the Governmental Accounting Standards Board (GASB).
5. The accounting systems maintain records on bases consistent with accepted standards for governmental accounting.
6. An independent firm of certified public accountants contracted by the Auditor General of Illinois performs an annual financial audit in accordance with Generally Accepted Auditing Standards (GAAS) and publicly issues an opinion, which is published in the Tollway's Comprehensive Annual Financial Report (CAFR).
7. The Tollway annually seeks the Government Finance Officers Association Certificate of Achievement for Excellence in Financial Reporting Program. This certificate has been awarded to the Tollway annually since 1995.
8. The Tollway promotes full disclosure in its annual financial statements and its bond presentations and official statements.
9. The Tollway considers highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

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Demographics

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User Profile

Passenger cars account for approximately 88 percent of the Tollway usage and commercial vehicles account for the remainder. The heaviest usage of the Tollway is on weekdays. On Saturdays, traffic is typically down about 10 percent from an average day and Sundays see the lowest use, down about 22 percent from an average day. Seasonal variation in traffic also exists. The summer months of June, July and August have the highest levels of usage, with average daily traffic approximately 7 percent higher than the yearly average. During the summer, passenger car recreational usage is higher, but commercial vehicle activity is also slightly higher. January typically has the lowest usage, with average daily traffic about 13 percent below the average month in 2015.

Periodic Origin-Destination surveys* are conducted at locations on the Tollway system. From the latest survey where users were asked questions about their trip-making, a profile of some user characteristics emerged. On a typical weekday, about 61 percent of the peak-hour usage is for work-related trips; either trips to/from a place of employment or for company business. Slightly more than 50 percent of the peak-hour users are on the Tollway at least five times per week. Less than 20 percent of the peak-hour users are fairly infrequent travelers on the Tollway, using it less than once a week. The most typical Tollway weekday user is a resident of the suburban Northern Illinois area. This customer uses the Tollway on a daily basis to make trips to and from work with a work destination in either suburban Chicago or Chicago itself. On weekend days, the usage pattern changes slightly as more of the travel is performed by less frequent users. Non-work travel makes up the majority of the usage during these weekend periods. While the majority of users are from Northern Illinois, there are more out-of-area users on the system on weekend periods than during the weekday periods.

Population

Tollway routes pass through 12-counties in Northern Illinois. Counties served by Tollway routes include Boone, Cook, DeKalb, DuPage, Kane, Lake, Lee, McHenry, Ogle, Whiteside, Will and Winnebago counties.

The 12 counties of the Tollway service area had a combined 2010 population of nearly 9 million, mostly living within the Chicago metropolitan area. The largest county in the area, Cook County, has a population of approximately 5.2 million and includes mature population centers such as the city of Chicago and inner-ring suburbs, as well as fast-growing exurban areas in the northwestern portion of the county. DuPage County, the second most populous county in the metropolitan area, had almost 917,000 residents in 2010. Both Cook and DuPage counties are well served by the Tollway and have a mix of residential and employment-generating land uses. Other counties, including Kane, Lake, McHenry and Will include a mix of mature suburban population centers, satellite cities and recent suburban development.

The remaining six counties in the Tollway service area are generally rural in character, with populations of fewer than 110,000. The exception is Winnebago County with 295,000. It is home to Rockford, the third largest city in Illinois.

**Jane Addams Memorial Tollway Express Toll Lanes Travel Study Report prepared for Delcan (December 2012).*

Service Area Population 1980 vs. 2010

County	1980 Population*	2010 Population*	Net Change	Annual % Change
Boone	28,600	54,200	25,600	2.2%
Cook	5,253,600	5,194,700	(58,900)	0.0%
De Kalb	74,600	105,200	30,600	1.2%
DuPage	658,900	916,900	258,000	1.1%
Kane	278,400	515,300	236,900	2.1%
Lake	440,400	703,500	263,100	1.6%
Lee	36,330	36,000	(330)	0.0%
McHenry	147,900	308,800	160,900	2.5%
Ogle	46,300	53,500	7,200	0.5%
Whiteside	66,000	58,500	(7,500)	-0.4%
Will	324,500	677,600	353,100	2.5%
Winnebago	250,900	295,300	44,400	0.5%
Total	7,606,430	8,919,500	1,313,070	0.5%

*US Census Bureau, 1980 and 2010 census

Exhibit 102

Service Area Population 2000 vs. 2010

County	2000 Population*	2010 Population*	Net Change	Annual % Change
Boone	41,800	54,200	12,400	2.6%
Cook	5,376,800	5,194,700	(182,100)	-0.3%
De Kalb	89,000	105,200	16,200	1.7%
DuPage	904,200	916,900	12,700	0.1%
Kane	404,100	515,300	111,200	2.5%
Lake	644,400	703,500	59,100	0.9%
Lee	36,100	36,000	(100)	0.0%
McHenry	260,100	308,800	48,700	1.7%
Ogle	51,000	53,500	2,500	0.5%
Whiteside	60,700	58,500	(2,200)	-0.4%
Will	502,300	677,600	175,300	3.0%
Winnebago	278,400	295,300	16,900	0.6%
Total	8,648,900	8,919,500	270,600	0.3%

*US Census Bureau, 2000 and 2010 Census

Exhibit 103

Tollway Service Area Population 2010 - 2040 Forecast

The population of the 12-county service area is expected to continue to grow. By the year 2040, the total population is estimated to approach 10.9 million. All of the counties are expected to grow in population over the coming decades, with relatively higher growth rates projected for the outer suburban counties of McHenry, Kane, Boone and Lake. Will County is anticipated to pass the 1.2 million mark by 2040, becoming the second most populous county in the Tollway service area.

Service Area Population 2010 vs. 2040 Forecast

County	2010 Population*	2040 Population Estimate**	Net Change	Annual % Change 2010-2040
Boone	54,200	80,000	25,800	1.3%
Cook	5,194,700	5,571,800	377,100	0.2%
De Kalb	105,200	133,500	28,300	0.8%
DuPage	916,900	1,011,400	94,500	0.3%
Kane	515,300	803,200	287,900	1.5%
Lake	703,500	923,400	219,900	0.9%
Lee	36,000	37,500	1,500	0.1%
McHenry	308,800	544,000	235,200	1.9%
Ogle	53,500	60,000	6,500	0.4%
Whiteside	58,500	58,600	100	0.0%
Will	677,600	1,270,000	592,400	2.1%
Winnebago	295,300	354,400	59,100	0.6%
Total	8,919,500	10,847,800	1,928,300	0.7%

*US Census Bureau 2010 Census

**Woods & Poole Economics, Inc. (W&P), "2013 Complete Economic and Demographic Data Source (CEDDS)." and al, Chalabi Group, LTD.

Employment

Employment growth is a key indicator of the Tollway service area's economic growth, as well as an important factor in predicting Tollway traffic.

Tollway Service Area Employment 2000-2010

Employment in the 12-county service area decreased by 105,000 jobs from 2000 to 2010. The largest employment decrease occurred in Cook County with nearly 199,000 jobs lost followed by 20,000 jobs lost in Winnebago County. This reduction was partially offset by an increase of approximately 123,000 jobs in Will, McHenry, Kane and Lake counties. It should be noted that 2010 employment reflected the lingering effects of the recent national economic recession that began in the fall of 2007.

Service Area Employment 2000 vs. 2010

County	2000 Employment*	2010 Employment *	Net Change	Annual % Change 2010-2040
Boone	18,900	19,800	900	0.5%
Cook	3,321,600	3,122,800	(198,800)	-0.6%
DeKalb	47,200	52,800	5,600	1.1%
DuPage	696,700	689,700	(7,000)	-0.1%
Kane	240,000	257,300	17,300	0.7%
Lake	415,300	428,900	13,600	0.3%
Lee	18,000	15,400	(2,600)	-1.5%
McHenry	110,700	134,800	24,100	2.0%
Ogle	25,400	22,400	(3,000)	-1.2%
Whiteside	30,700	27,100	(3,600)	-1.2%
Will	184,500	252,300	67,800	3.2%
Winnebago	175,300	155,300	(20,000)	-1.2%
Total	5,284,300	5,178,600	(105,700)	-0.2%

Employment reported based on U.S. Commerce Dept. Bureau of Economic Analysis definition.

*Woods & Poole Economics, Inc. (W&P), "2013 Complete Economic and Demographic Data Source (CEDDS)" and al, Chalabi Group, LTD.

Exhibit 105

Tollway Service Area Employment 2010 - 2040 Forecast

The following table shows forecasted change in employment for the 12 counties. Significant employment growth is generally expected in the Tollway service area. By 2040, the number of jobs in the service area is forecasted to grow by more than 1.7 million.

Service Area Employment 2010 vs. 2040 Forecast

County	2010 Employment *	2040 Forecast Employment*	Net Change	Annual % Change 2010-2040
Boone	19,800	26,500	6,700	1.0%
Cook	3,122,800	3,534,900	412,100	0.4%
DeKalb	52,800	70,000	17,200	0.9%
DuPage	689,700	851,700	162,000	0.7%
Kane	257,300	509,600	252,300	2.3%
Lake	428,900	638,100	209,200	1.3%
Lee	15,400	20,200	4,800	0.9%
McHenry	134,800	321,500	186,700	2.9%
Ogle	22,400	31,800	9,400	1.2%
Whiteside	27,100	32,800	5,700	0.6%
Will	252,300	673,000	420,700	3.3%
Winnebago	155,300	193,400	38,100	0.7%
Total	5,178,600	6,903,500	1,724,900	1.0%

Employment reported based on U.S. Commerce Dept. Bureau of Economic Analysis definition.

*Woods & Poole Economics, Inc. (W&P), "2013 Complete Economic and Demographic Data Source (CEDDS)" and al, Chalabi Group, LTD.

Exhibit 106



Appendix



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701 Warrenville Road, Suite 110
Lisle, Illinois 60532
tel: 630 434-8111

October 6, 2016

Mr. Michael Colsch
Chief of Finance
Illinois State Toll Highway Authority
2700 Ogden Avenue
Downers Grove, Illinois 60515

Subject: Annual Toll Revenue Certificate 2017

Dear Mr. Colsch:

In accordance with the Trust Indenture of the Illinois State Toll Highway Authority (Tollway), Section 713(3), the Tollway's Traffic Engineer must submit an annual written estimate of toll revenue for the remainder of the current Fiscal Year 2016 and the subsequent Fiscal Year 2017. Estimates of expected revenue contained in this document incorporate the current known construction schedule, system improvements, rate schedule changes, the current state of the economy, and other considerations pertaining to near-term estimated system performance. Estimates are of "expected revenue." Expected revenue is the sum of all toll revenue that would be realized if 100 percent of transactions were recorded at the proper rate and resulted in full payment. Expected revenue does not include the effects of overpayments, underpayments, toll evasion or toll evasion recovery. The term "revenue" in this document means expected revenue.

Short-term forecasts are based on several key variables. Initially, CDM Smith reviews recent trends in the context of historical averages. This includes a review of actual transactions and revenue by plaza, month, vehicle classification, and payment type. Any variation from the prevailing trends is noted and, where possible, attributed to a particular event or ongoing condition. This includes analysis of factors such as construction both on and off of the Tollway system, weather-related events, land-use developments, and any other externality that may have impacted recent performance. By understanding when and where these variances occur, CDM Smith can better estimate how similar events may impact Tollway performance in the future.

Following a thorough review of recent performance, factors that will affect traffic in the coming months and following year are considered. Information addressing scheduled construction, both on and off the system; system improvements, including added capacity or new interchanges; planned developments; and near-term economic trends are analyzed for their potential impact on traffic and toll revenue.





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January through August 2016 expected revenue exceeded 2015 revenue for the same period by an estimated 7.0 percent, or \$56.8 million.¹ Approximately 8.9 percent, or \$5.1 million, of this growth can be attributed to the start of tolling on the new Illinois Route 390 toll facility. Tolling on this facility began on July 5, 2016. Two-thirds of the revenue growth on the previously existing system is from commercial vehicle tolls, which were subject to a 7.1 percent toll increase starting January 1, 2016. Passenger car revenue growth on the previously existing system has been somewhat lower than 2015, but is still strong at an estimated 3.9 percent. Given these trends and continued steady economic performance, CDM Smith anticipates similar revenue growth through the fourth quarter of 2016.

Tollway performance in 2016 has also been affected by construction and the completion of major projects. Western Jane Addams Memorial Tollway (I-90) has continued to show strong growth since construction was completed in December 2014. However, ongoing construction on the heavily-traveled section of I-90 east of the Elgin Toll Plaza has caused overall negative impacts on I-90 in 2016. Resurfacing on the western Reagan Memorial Tollway (I-88) has also caused negative impacts in 2016. Positive impacts in 2016 have been realized from continued growth on the southern Tri-State Tollway from completion of the I-57 interchange with I-294 in October 2014.

Significant revenue growth is also anticipated in 2017 due to the 6.7 percent commercial vehicle rate increase being implemented on January 1, 2017. Aside from this rate increase, CDM Smith's outlook for underlying growth in travel demand for the Tollway in 2016 and 2017 is positive based on recent trends and a review of economic forecasts.

The remainder of this document presents an overview of the Tollway's performance to date, a review of recent economic performance, and a description of CDM Smith's forecasting methodology and findings.

Recent Transaction Trends

Table 1 presents systemwide transactions by month between January 2011 and August 2016. Since the single-year decline in systemwide transactions in 2012 — a result of the 2012 passenger car toll rate increase — transaction growth accelerated between 2013 and 2015. January to August transaction growth in 2016 is lower than the same period in 2015, but still strong at 4.7 percent. Transactions on the new IL 390 account for approximately one-third of this increase.

February 2016 had the highest increase over 2015 due to leap year and comparatively warmer temperatures. In addition to growth in travel demand, transaction growth in 2016 has been aided by the opening of the Irene Road and I-90 interchange in January 2016, as well as continued

¹ Year-end audited results may differ.





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ramp-up of the Genoa Road and I-90 interchange (opened in September 2015), and of the I-57 and I-294 interchange (opened in October 2014).

Table 1 – Total Transactions by Month (Millions)

	2011		2012		2013		2014		2015		2016	
	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng
January	62.9	-4.6%	60.0	3.2%	61.9	-4.5%	59.1	9.8%	64.9	3.6%	67.2	
February	56.7	5.9%	60.1	-5.0%	57.1	1.0%	57.7	4.2%	60.1	11.0%	66.6	
March	69.5	-4.2%	66.6	-1.3%	65.7	2.5%	67.4	6.2%	71.6	5.0%	75.2	
April	67.8	-3.1%	65.8	1.4%	66.7	4.1%	69.5	5.4%	73.2	1.3%	74.2	
May	71.2	-0.3%	71.0	1.7%	72.2	2.9%	74.3	3.7%	77.0	2.7%	79.1	
June	73.4	-3.2%	71.0	-1.0%	70.3	4.5%	73.5	5.5%	77.5	2.6%	79.5	
July ⁽¹⁾	74.7	-4.3%	71.5	3.0%	73.6	4.0%	76.6	5.7%	80.9	4.7%	84.7	
August ⁽¹⁾	76.3	-4.4%	72.9	3.6%	75.5	0.7%	76.1	4.7%	79.7	8.0%	86.0	
September	70.9	-6.5%	66.3	3.6%	68.7	3.9%	71.4	5.8%	75.5			
October	73.0	-4.6%	69.7	3.8%	72.3	3.8%	75.1	4.0%	78.1			
November	68.4	-4.4%	65.4	1.5%	66.4	1.9%	67.6	4.7%	70.8			
December	67.9	-6.5%	63.5	3.1%	65.5	7.0%	70.1	3.2%	72.3			
Total	832.8	-3.5%	803.8	1.5%	816.0	2.7%	838.3	5.2%	881.6			
Total (Jan-Aug)									584.9	4.7%	612.6	

(1) Tolling on IL 390 between Lake Street and Meacham Road began on July 5, 2016.

Much of 2016 has been affected by construction on the Jane Addams Memorial Tollway east of Elgin as rebuilding and widening construction continues on this section. Due to these construction projects, traffic continues to divert to I-88. Traffic has also diverted to local roads, depressing systemwide transactions. As of August 2016, year-to-date transactions on the Jane Addams Memorial Tollway are down by -0.7 percent compared to 2015.

Recent passenger car (PC) transactions are presented in Table 2. Year-to-date growth in PC transactions is 4.9 percent. This is lower than 2015 but still higher than growth in 2013 and 2014. Growth in PC transactions is partially due to the opening of the Irene Road and I-90 interchange, and continued ramp-up on the Genoa Road and I-90 interchange and the I-57 and I-294 interchange. Beyond these factors, PC growth has been aided by the improving economic situation, especially with increasing employment.





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Table 2 – Passenger Car Transactions by Month (Millions)

	2011		2012		2013		2014		2015		2016	
	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng
January	56.3	-5.8%	53.0	3.0%	54.6	-5.2%	51.7	10.5%	57.1	4.2%	59.5	
February	50.6	5.2%	53.2	-5.4%	50.3	0.6%	50.6	4.4%	52.8	11.2%	58.8	
March	62.0	-5.0%	58.9	-1.1%	58.3	2.0%	59.4	6.1%	63.0	5.2%	66.3	
April	60.7	-4.0%	58.2	1.0%	58.8	3.8%	61.0	5.5%	64.4	1.6%	65.4	
May	63.6	-1.3%	62.7	1.5%	63.7	2.8%	65.4	4.1%	68.1	2.7%	70.0	
June	65.3	-3.6%	62.9	-1.1%	62.3	4.0%	64.7	5.6%	68.4	2.4%	70.0	
July ⁽¹⁾	67.0	-5.2%	63.6	2.6%	65.2	3.5%	67.5	6.2%	71.7	5.3%	75.5	
August ⁽¹⁾	67.9	-5.1%	64.4	3.7%	66.8	0.5%	67.1	5.1%	70.5	7.7%	76.0	
September	63.0	-6.8%	58.7	3.1%	60.5	3.2%	62.5	6.4%	66.5			
October	65.0	-5.7%	61.3	3.4%	63.4	3.5%	65.6	4.6%	68.6			
November	60.9	-5.1%	57.8	1.3%	58.6	1.8%	59.7	4.8%	62.5			
December	60.8	-6.7%	56.8	2.3%	58.1	6.6%	61.9	3.4%	64.0			
Total	743.2	-4.2%	711.7	1.2%	720.5	2.3%	737.2	5.5%	777.7			
Total (Jan-Aug)									516.1	4.9%	541.5	

(1) Tolling on IL 390 between Lake Street and Meacham Road began on July 5, 2016.

Table 3 presents commercial vehicle (CV) transactions for 2011 through August 2016. Year-to-date growth in CV transactions is 3.4 percent. This growth rate is lower than annual growth rates observed in 2013 and 2014 and slightly higher than the growth that occurred in 2015. This slight increase compared to 2015 is attributed to the start of tolling on IL 390. Changes in CV growth trends may have also been impacted by the CV toll increases of 40 percent on January 1, 2015 and 7.1 percent on January 1, 2016.

When analyzing recent trends, it appears that CV growth slowed approaching mid-2015. Between January 2010 and mid-2015, Illinois Tollway CV growth generally outperformed CV growth on other comparable U.S. toll facilities such as the New Jersey Turnpike Authority, New York State Thruway Authority, and Pennsylvania Turnpike Commission. Since July 2015, Illinois Tollway CV growth has been similar to the average CV growth among these comparable toll agencies.





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Table 3 – Commercial Vehicle Transactions by Month (Millions)

	2011		2012		2013		2014		2015		2016	
	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng
January	6.6	5.4%	7.0	5.1%	7.3	1.2%	7.4	5.0%	7.8	-0.8%	7.7	
February	6.2	11.7%	6.9	-1.6%	6.8	4.0%	7.1	2.4%	7.2	8.9%	7.9	
March	7.5	2.6%	7.7	-2.7%	7.5	6.9%	8.0	6.9%	8.5	4.0%	8.9	
April	7.2	5.3%	7.5	5.0%	7.9	6.5%	8.4	4.8%	8.8	-0.9%	8.8	
May	7.6	8.0%	8.2	3.1%	8.5	4.3%	8.8	0.3%	8.9	3.0%	9.1	
June	8.1	0.0%	8.1	-0.3%	8.1	9.0%	8.8	4.6%	9.2	3.5%	9.5	
July ⁽¹⁾	7.7	3.1%	7.9	6.9%	8.4	7.5%	9.1	1.7%	9.2	-0.3%	9.2	
August ⁽¹⁾	8.4	1.5%	8.5	2.9%	8.7	2.1%	8.9	2.1%	9.1	10.1%	10.0	
September	7.8	-3.7%	7.6	8.1%	8.2	9.0%	8.9	1.9%	9.1			
October	8.0	4.9%	8.4	6.3%	8.9	6.2%	9.5	-0.3%	9.5			
November	7.5	1.2%	7.6	2.5%	7.8	2.5%	8.0	4.0%	8.3			
December	7.1	-4.9%	6.8	9.8%	7.4	9.9%	8.2	1.5%	8.3			
Total	89.6	2.8%	92.1	3.7%	95.5	5.8%	101.0	2.8%	103.9			
Total (Jan-Aug)									68.8	3.4%	71.1	

(1) Tolling on IL 390 between Lake Street and Meacham Road began on July 5, 2016.

Economic Trends

CDM Smith has reviewed short-term projections obtained from multiple forecasters of the U.S., Midwest, and Chicago area macroeconomic and socioeconomic environment. The projections reviewed include GDP, unemployment rate/employment, consumer inflation, population, housing trends, fuel prices, and manufacturing trends.

For 2016, national real GDP growth is estimated to average approximately 1.8 percent (based on data from 23 different forecasting entities). This projection is lower than the prior forecast, largely due to the effects of sluggish productivity and stronger U.S. dollar in early 2016. For 2017, the overall economic growth is now forecasted to average about 2.3 percent, which is close to previously reported outlooks for that year. However, a number of uncertainties to the U.S. and Midwestern economies linger, such as the national election, slow growth in economies of major trading partners, and geopolitics overseas, which when combined with significant appreciation of the U.S. dollar could undermine growth in U.S. exports, investment, and government spending. The labor market is expected to continue its relatively strong momentum, with the unemployment rate projected to continue to decline in 2017. Consumer inflation is expected to remain relatively low for the remainder of 2016 and increase closer to historical averages in 2017. Relatively low oil and gasoline prices can provide a boost to consumer spending and reallocation to other goods and





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services, including less expensive roadway travel. In summary, the moderate economic growth seen in 2016 is expected to continue through 2017 at a similar pace.

Construction Projects

The major capacity expansion projects included in the previous Congestion-Relief Capital Program all were completed by the end of 2010. In 2011, the Tollway adopted the 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*, to improve regional mobility for the next generation. Table 4 identifies the scheduled construction projects for 2017 that are anticipated to have a significant impact on traffic and revenue.

Significant work began in 2014 on the eastern section of the Jane Addams Memorial Tollway between the Elgin Toll Plaza and Kennedy Expressway to add one lane in each direction and reconstruct the roadway. This work has accelerated in 2015 and 2016, with the reconstructed and widened roadway scheduled to open by the end of 2016.

Several new toll ramps are expected to open in late 2016 and early 2017 on the Jane Addams Memorial Tollway. Toll collection is anticipated to begin in late 2016 at two Roselle Road interchange ramps. Three ramps at the Barrington Road interchange, two ramps at the new Meacham Road interchange, and two ramps at the Elmhurst Road interchange are also expected to begin tolling in early 2017.

A major milestone of the Elgin O’Hare Western Access project was achieved with tolling of the widened and reconstructed IL 390 west of Rohlwing Road on July 5, 2016. Ongoing construction work is expected to continue for this project east of Rohlwing Road to IL 83 through the rest of 2016 and 2017. The new IL 390 roadway to IL 83 is scheduled to be completed by the end of 2017.

Table 4 – 2017 Major Construction Projects on the Illinois Tollway System

Location	Description of Work
Reagan Memorial Tollway	
Farnsworth Avenue Interchange	Reconstruction
IL 390	
Rohlwing Road to IL 83	New construction

Methodology and Assumptions

CDM Smith’s methodology in developing the 2017 Revenue Certificate is similar to previous years. The forecast is based on historical performance and grown month-by-month to allow for construction impacts to be isolated and analyzed more effectively across different years, and to account for anomalies occurring as a result of the day of the week on which a holiday falls. Construction activity in particular has been found to significantly impact transactions during the peak construction months (generally April to November) while leaving other months unaffected. In





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order to better isolate normal growth and construction impacts, historical data was normalized to account for major weather events during this analysis process.

Multiple assumptions were used to calculate the forecasted expected revenue for the 2017 Revenue Certificate. For example, the PC I-PASS rate was assumed to remain flat for the remainder of 2016 and for 2017. CV assumptions include a toll rate increase of 6.7 percent in 2017 and vehicle classifications that are consistent with recent historical classifications. These assumptions, in addition to PC cash toll rates, PC I-PASS toll rates, and forecasted PC and CV transactions, were used to calculate the forecasted expected revenue for the 2017 Revenue Certificate. An adjustment process was also applied to forecasted transactions and revenue to account for variations in the monthly weekday/weekend distribution and holiday impacts across different years.

Since historical winter weather impacts vary in timing and severity from year to year, historical average monthly weather impacts were applied to December, January, February, and March. Forecasts for the months are based on review of monthly weather impact data since January 2007 (excluding the very severe 2013-2014 winter). As a result, forecasts for the winter months are somewhat more volatile than the rest of the year. Applying an average seeks to mitigate that volatility, but weather is inherently unpredictable.

Findings

Total expected toll revenue for 2016 is estimated to be \$1.3 billion. This includes expected September to December revenue on IL 390 as reported in the May 2016 letter report to support the 2016B Bond Issuance. The forecast for IL 390 has not been updated from the May 2016 forecast, because information regarding collected toll revenue for IL 390 remains limited at this time. Preliminary analysis indicates that actual expected revenue will be higher than CDM Smith forecasts conducted in May 2016.

In addition to the 6.7 percent CV rate increase, the 2017 expected revenue estimate accounts for several other notable projected impacts, including the opening of the widened and reconstructed eastern Jane Addams Memorial Tollway, several new Jane Addams Memorial Tollway interchanges, and a full year of IL 390 tolling. As indicated previously, the IL 390 forecast included herein is from the most recent forecast prepared before tolling began. Performance in 2017 is forecasted to exceed 2016 revenue by 6.3 percent, bringing annual expected toll revenue to \$1.4 billion.

CV growth is estimated to account for 56.3 percent of the overall revenue growth in 2017. Estimates for the remainder of 2016 and all of 2017 are presented in Tables 5 and 6.





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Table 5 – Estimated 2016 Transactions and Expected Toll Revenue

Month	Transactions (in thousands)	Expected Revenue (in thousands)
January ⁽¹⁾	67,244	\$ 94,721
February ⁽¹⁾	66,638	95,171
March ⁽¹⁾	75,168	107,879
April ⁽¹⁾	74,167	105,908
May ⁽¹⁾	79,106	112,501
June ⁽¹⁾	79,540	115,046
July ⁽¹⁾	84,710	116,988
August ⁽¹⁾	86,040	120,125
September	79,824	111,714
October	81,473	113,555
November	76,417	106,885
December	76,935	105,150
Total ⁽²⁾	927,261	1,305,644

(1) Actual transactions and expected toll revenue as reported by the Illinois Tollway.

(2) Values may not sum due to rounding.

Table 6 – Estimated 2017 Transactions and Expected Toll Revenue

Month	Transactions (in thousands)	Expected Revenue (in thousands)
January	74,088	\$ 103,266
February	68,991	96,653
March	82,716	116,149
April	80,695	111,455
May	87,609	122,698
June	87,840	123,920
July	88,068	122,202
August	89,692	127,084
September	84,027	117,538
October	86,795	122,276
November	81,084	114,019
December	80,673	110,853
Total ⁽¹⁾	992,276	1,388,112

(1) Values may not sum due to rounding.





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CDM Smith will continue to monitor economic activity, traffic growth, and the impacts of construction on the Illinois Tollway. We trust the information herein meets your needs. Please let us know if you have questions or need additional information.

Sincerely,

CDM Smith Inc.

A handwritten signature in blue ink that reads "Jonathon D. Hart". The signature is written in a cursive style with a long horizontal stroke extending to the right.

Jonathon D. Hart, AICP
Principal Planner - Senior Project Manager





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Disclaimer

Current accepted professional practices and procedures were used in the development of these traffic and revenue estimates. However, as with any forecast of the future, it should be understood that there may be differences between forecasted and actual results caused by events and circumstances beyond the control of the forecasters. In formulating its estimates, CDM Smith has reasonably relied upon the accuracy and completeness of information provided (both written and oral) by the Illinois State Toll Highway Authority (ISTHA) and its consultants. CDM Smith also has relied upon the reasonable assurances of some independent parties and is not aware of any facts that would make such information misleading.

CDM Smith has made qualitative judgments related to several key variables in the development and analysis of the traffic and revenue estimates that must be considered as a whole; therefore selecting portions of any individual result without consideration of the intent of the whole may create a misleading or incomplete view of the results and the underlying methodologies used to obtain the results. CDM Smith gives no opinion as to the value or merit of partial information extracted from this report.

All estimates and projections reported herein are based on CDM Smith's experience and judgment and on a review of information obtained from multiple agencies, including ISTHA, the Illinois Department of Transportation, and the Chicago Metropolitan Agency for Planning. These estimates and projections may not be indicative of actual or future values, and are therefore subject to substantial uncertainty. Future developments cannot be predicted with certainty, and may affect the estimates or projections expressed in this report, such that CDM Smith does not specifically guarantee or warrant any estimate or projection contained within this report.

While CDM Smith believes that the projections or other forward-looking statements contained within the report are based on reasonable assumptions as of the date of the report, such forward looking statements involve risks and uncertainties that may cause actual results to differ materially from the results predicted. Therefore, following the date of this report, CDM Smith will take no responsibility or assume any obligation to advise of changes that may affect its assumptions contained within the report, as they pertain to socioeconomic and demographic forecasts, proposed residential or commercial land use development projects and/or potential improvements to the regional transportation network.

CDM Smith is not, and has not been, a municipal advisor as defined in Federal law (the Dodd Frank Act) to the ISTHA and does not owe a fiduciary duty pursuant to Section 15B of the Exchange Act to ISTHA with respect to the information and material contained in this report. CDM Smith is not recommending and has not recommended any action to ISTHA. ISTHA should discuss the information and material contained in this report with any and all internal and external advisors that it deems appropriate before acting on this information.





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312 373 7700 tel
312 373 6800 fax

September 23, 2016

Mr. Michael Colsch
Chief of Finance
Illinois State Toll Highway Authority
2700 Ogden Avenue
Downers Grove, IL 60515

Subject: 2017 Renewal and Replacement Deposit

Dear Mr. Colsch,

In our role as the Consulting Engineer for the Illinois Tollway, we have reviewed the renewal and replacement needs of the Tollway system in order to develop our recommendation for the deposit to be made to the Renewal and Replacement (R&R) Account in 2017. In addition to the maintenance and rehabilitation needs of the system, the Amended and Restated Trust Indenture, dated March 31, 1999 also permits the purchase of capital equipment under the R&R Account.

On September 13, 2016, the Tollway provided AECOM projected annual capital expenditures for the R&R Account for the years 2016 through 2026. These projected expenditures were developed by the Program Management Office (PMO) based upon methods understood by AECOM to be consistent with sound engineering practice. The Tollway also identified the projected ending balance of the R&R Account for 2016 as approximately \$260 million, which includes the 2016 R&R deposit. AECOM reviewed the data provided by the Tollway to identify the estimated deposits through 2026 required to maintain appropriate account balances based upon the estimated capital expenditures.

The PMO has estimated total draws for the R&R Program in 2017 to be approximately \$351 million. The combination of deposits and draws on the cash balance of the R&R Account will fund the projects in the Program, I-PASS Transponders, Information Technology projects, the Intelligent Transportation Systems program, and other Capital Projects. These values appear reasonable under the circumstances under which this letter was prepared. Based on these values, we recommend a deposit of \$420 million to the R&R Account for 2017 in order to maintain the anticipated projects in the Tollway's Final Program of roadway, bridge, and facility repair, rehabilitation and reconstruction in 2017.

The Tollway did not request AECOM to provide and AECOM does not offer to provide any services constituting the services of a "municipal advisor" as defined in Federal law (such as the Dodd-Frank Wall Street Reform and Consumer Protection Act), nor does AECOM owe a fiduciary duty pursuant to Section 15B of the Securities Exchange Act of 1934 to the Tollway with respect to the information and material contained in this letter. This letter is based on AECOM's professional judgment regarding the Tollway's practices and our understanding and judgment regarding setting levels for the R&R Account for 2017. AECOM does not make any warranty or representation that projected values mentioned here will actually be achieved in 2017.

If you have any questions or need additional information, please contact the undersigned.

Sincerely,


Richard A. Young, P.E.
Associate Vice President

Cc: Greg Bedalov, Tollway
Cathy Williams, Tollway

Paul Kovacs, Tollway
Sam Samra, Tollway

Greg Stukel, Tollway
File 60190965 / 205.4

2017 BUDGET
THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY
CERTIFICATE OF AUTHORIZED OFFICER

Set forth below is a statement showing actual and estimated Revenues (including estimates of Toll Revenues prepared by the Traffic Engineer, CDM Smith), Operating Expenses, Aggregate Debt Service and Renewal and Replacement Deposits (prepared by the Consulting Engineer, AECOM) for the years 2016 and 2017. This statement is prepared for the purpose of determining whether the Net Revenues, as projected, will be sufficient to at least equal the Net Revenue Requirements for such years, in accordance with the requirements of Section 713 of the Trust Indenture.

		(\$ Millions)	
		FY 2016	FY 2017
Net Revenues :			
Actual Revenues - First Eight Months:			
	Toll Revenues *	\$806.4	
	Evasion Recovery	48.4	
	Investment Income	3.3	
	Concession and Miscellaneous	5.4	
	First Eight Months Revenues	\$863.4	
Estimated Revenues - Last Four Months:			
	Toll Revenues *	\$408.6	
	Evasion Recovery	23.6	
	Investment Income	1.7	
	Concession and Miscellaneous	2.6	
	Last Four Months Revenues	\$436.6	
Estimated Revenues:			
	Toll Revenues *	\$1,215.0	\$1,291.0
	Evasion Recovery	72.0	75.0
	Investment Income	5.0	6.0
	Concession and Miscellaneous	8.0	8.0
	Total Estimated Revenues	\$1,300.0	\$1,380.0
Less: Total Budgeted Operating Expenses		\$321.8	\$336.3
Estimated Net Revenues		\$978.2	\$1,043.7
Net Revenue Requirement			
	Aggregate Debt Service **	\$397.7	\$420.5
	Renewal and Replacement Account Deposit per AECOM	300.0	420.0
Net Revenue Requirement (Aggregate Debt Service + Renewal Replacement Deposit)		\$697.7	\$840.5
Alternative Net Revenue Requirement (1.3 X Aggregate Debt Service)		517.0	546.7
Revenues in Excess of Net Revenue Requirement		\$280.5	\$203.2
Build America Bond subsidy reduces transfers required for Debt Service		\$15.1	\$15.1
Other Adjustments to Transfers from Revenue Fund to Operating and Debt Service Accounts		11.9	0.7
Additional deposit to Renewal and Replacement Account and Improvement Account		\$307.5	\$219.1

* CDM Smith has estimated expected toll revenues to total \$1,305.6 million in 2016 and \$1,388.1 million in 2017.

The amounts included in this certificate are adjusted to reflect the Tollway's estimate of overpayments, underpayments, and evaded tolls. These adjustments reduce toll revenues by \$90.6 million for 2016 and \$97.1 million for 2017.

**Aggregate Debt Service includes credit enhancement, remarketing, rating and other costs/contingencies related to the Tollway's variable rate bonds.

Totals may not add due to rounding.

Appendix - Acronyms

AA	Affirmative Action
ACEC	American Council of Engineering Companies
ACM	Automatic Coin Machine
ACPA	American Concrete Pavement Association
ACT	Toll Highway Act
ADA	Americans with Disabilities Act
AFSCME	American Federation of State, County and Municipal Employees
ALI	Automatic Location Identification
ANI	Automatic Number Identification
ATPM	Automatic Toll Payment Machine
ATM	Active Traffic Management
ATP	Authorization to Proceed
ATS	Accenture Tolling Solutions
BEP	Business Enterprise Program
C5	Contract Cost Change Controls Committee
CAD	Computer-Aided Dispatch
CAFR	Comprehensive Annual Financial Report
CEC	Continuing Education Credit
CIS	Central Information Services
CMAQ	Congestion Mitigation and Air Quality
CRP	Congestion-Relief Program
CW	Central Warehouse
DBE	Disadvantaged Business Enterprise
D/M/WBE	Disadvantaged, Minority- and Women-Owned Business Enterprises
DQS	Data Quality Services
DUI	Driving Under the Influence
ECP	Earned Credit Program
ECW	Electrical Conductive Weapon
EEO	Equal Employment Opportunity
EMS	Emergency Medical Services
EO/L	Equipment Operator/Laborers
EOWA	Elgin O'Hare Western Access
EPASS	Electronic Pay Stub System

ERP	Enterprise Resource Planning
FCIAA	Fiscal Control and Internal Auditing Act
FHWA	Federal Highway Administration
FICA	Federal Insurance Contributions Act
GAAP	Generally Accepted Accounting Principles
GAAS	Generally Accepted Auditing Standards
GASB	Governmental Accounting Standards Board
GFOA	Government Finance Officers Association
GIS	Geographic Information System
HVAC	Heating, Ventilation and Air Conditioning
ICED	Interagency Committee on Employees with Disabilities
IDOT	Illinois Department of Transportation
IGA	Intergovernmental Agreement
INVEST	Infrastructure Voluntary Evaluation Sustainability Tool
IPDC	Intermediate Power Distribution and Communication
IRTBA	Illinois Road and Transportation Builders Association
ISO	International Organization for Standardization
ISP	Illinois State Police
IT	Information Technology
ITS	Intelligent Transportation Systems
IV&V	Independent Validation and Verification
JOC	Job Order Contracting
K.I.S.S.	Kids Identification and Safety Seat
LAC	Local Advisory Committee
LCA	Life Cycle Assessment
LED	Light-Emitting Diode
LEED	Leadership in Energy and Environmental Design
LIDAR	Light Detection and Ranging
M and O	Maintenance and Operations
MADS	Maximum Annual Debt Service
MAP	Metropolitan Alliance of Police
MP	Mile Post
MPS	Master Program Schedule

Appendix - Acronyms

NCR	Non-Conformance Report
NOC	Network Operations Center
NSMJAWA	Northwest Suburban Metropolitan Joint Action Water Association
ORT	Open Road Tolling
PBX	Private Branch Exchange Telephone System
PCI	Payment Card Industry
PMO	Program Management Office
PSB	Professional Service Bulletin
QFR	Quarterly Financial Review
R and R	Renewal and Replacement
RFP	Request for Proposal
ROW	Right-of-Way
RTA	Regional Transportation Authority
SBP	Small Business Program
SDVOSB	Service Disabled Veteran-Owned Small Business
SEIU	Service Employees International Union
SERS	State Employees Retirement System
SHRP2	Strategic Highway Research Program 2
SIFMA	Securities Industry and Financial Markets Association
SOP	Standard Operating Procedure
SQL	Structured Query Language
TIMS	Traffic and Incident Management System
TRMMP	Toll Revenue Management and Maintenance Program
UL	Underwriters Laboratories
UPS	Uninterruptible Power Supply
VASCAR	Visual Average Speed Computer and Recorder
VES	Violation Enforcement System
VMI	Vendor Managed Inventory
VOIP	Voice Over Internet Protocol
VOSB	Veteran-Owned Small Business
WIM	Weigh-in-Motion

APPROPRIATION – Spending authority from a specific fund for a specific amount, purpose and time period. The Tollway’s budget is not subject to annual appropriation by the State of Illinois.

BASIS OF ACCOUNTING – The method of accounting used to track and report revenues and expenditures, for example, cash, budgetary or accrual.

BEST PRACTICES - Best practices are the processes, practices and systems identified in public and private organizations that performed exceptionally well and are recognized as improving an organization’s performance and efficiency in specific areas. Successfully identifying and applying best practices can reduce business expenses and improve organizational efficiency.

BOND RATING - An assessment of credit risk by a nationally recognized credit rating agency with respect to either (i) a specific bond issue; or (ii) the issuer. If in reference to an issuer, the bond rating typically refers to the issuer’s senior lien rating.

BUDGET REQUEST - The Budget Office’s recommended budget to be presented to the Board for final approval.

CAPITAL EXPENDITURE - Non-recurring expenditures for the preservation, replacement, repair, renewal, reconstruction, modification or expansion of Tollway assets.

CONSTRUCTION FUND – The fund that receives proceeds from the sale of bonds to be used for capital projects.

CONSULTING ENGINEER – An independent engineer or engineering firm retained by the Tollway for the purpose of carrying out the duties imposed on the Consulting Engineer by the Trust Indenture and other duties as assigned.

DEPARTMENT - A major administrative division of the Tollway that has overall management responsibility for an operation or group of related operations within a functional area.

DEBT SERVICE - Principal, interest and other obligations associated with bond in indebtedness.

DEBT SERVICE ACCOUNT – A sub-account of the Revenue Fund from which Debt Service payments are made.

DYNAMIC MESSAGE SIGN (DMS) - Over-the-road message signs that the Traffic and Incident Management System (TIMS) uses to communicate with customers.

ELECTRONIC TOLL COLLECTION - An electronic means for motorists to pay toll charges. Method of electronic toll collection include attachment of an electronic signal device, known as a transponder, onto the windshield to automatically deduct a toll charge from a pre-paid balance as the vehicle passes through a toll plaza. This method of electronic toll collection is used by many toll highway systems, including the Illinois Tollway, which calls it I-PASS.

ENVIRONMENTAL IMPACT STATEMENT - An EIS is a full disclosure document that details the process through which a transportation project was developed, includes consideration of a range of reasonable alternatives, analyzes applicable environmental laws and executive orders. The EIS process is completed in the following ordered steps: Notice of Intent (NOI), draft EIS, final EIS, and record of decision (ROD).

E-ZPASS GROUP – An association of 38 toll agencies, including the Illinois Tollway, in 16 states whose primary purpose is to help facilitate toll interoperability among its member agencies.

FICA AND RETIREMENT – Line item for employee retirement, consisting of: (i) employer (i.e. the Tollway) payments into Social Security; and (ii) employer contributions into the State Employees' Retirement System (SERS).

FISCAL YEAR – The annual period used for purposes of accounting and preparing financial statements. The Tollway's fiscal year is January 1 through December 31. The State of Illinois' fiscal year is July 1 through June 30. The fiscal year is the period for which annual appropriations are authorized, although it should be noted that the Tollway's budget is not subject to annual appropriation by the State of Illinois.

FULL-TIME EMPLOYEE – For purposes of certain “per full-time employee” performance metrics, a full-time employee's work is based on a 40-hour work week for 52 weeks or 2,080 hours per year.

FUND – A fund, which may include one or multiple accounts and sub-accounts, established by the Trust Indenture to hold money for specific programs, activities or objectives.

FUND BALANCE - The difference between fund assets and fund liabilities, typically as reported at

the end of a financial reporting period. For annual budgetary purposes, this represents the sum of over-realized and unanticipated net revenues and unspent reserves at the end of each fiscal year.

GROUP INSURANCE - Life and health insurance program for all Tollway employees, retirees and their dependents.

HEADCOUNT - A statement or description of the number of employees for a specific time period, usually the actual number or the calculated full-time equivalent.

H.E.L.P. TRUCKS - Highway Emergency Lane Patrol trucks are designed to enhance roadside assistance given to Tollway customers.

IMPROVEMENT - Any system expansion project or any acquisition, installation, construction, reconstruction, modification or enhancement of or to any real or personal property (other than operating expenses) for which a currently effective resolution of the Tollway has been adopted authorizing the deposit of revenues to the credit of the improvement account for such system expansion project or acquisition, installation, construction, reconstruction, modification or enhancement including, without limitation, the cost of related feasibility studies, plans, designs or other related expenditures.

I-PASS - The name of the Illinois Tollway's prepaid electronic toll collection system that allows for automatic payments of tolls by using a small radio-frequency identified device (transponder) that mounts in a vehicle.

KAPSCH – International technology company, including serving as a supplier of technology, solutions and services for the Intelligent Transportation Systems (ITS) market.

MAINLINE PLAZA - Toll collection plaza that spans the roadway. The Illinois Tollway has mainline plazas located throughout its system, all of which offer electronic payment of tolls via open road tolling and most of which offer cash payment of tolls.

MAINTENANCE AND OPERATIONS (M AND O) - Maintenance and Operations covers the day-to-day operating cost of the Illinois Tollway.

MONEY ROOM - The Tollway's centralized cash and coin counting operation.

MOVE ILLINOIS: THE ILLINOIS TOLLWAY DRIVING THE FUTURE – Capital Program for 2012 – 2026 approved by the Illinois Tollway Board of Directors on August 25, 2011 to address existing needs of the Tollway System and certain system expansion projects.

PROFESSIONAL SERVICE BULLETIN (PSB) - Contains information pertaining to the advertisement for Statements of Interest and Requests for Proposals for professional services for the Illinois Tollway.

PROJECT - Any Improvement or Renewal and Replacement.

PROGRAM MANAGEMENT OFFICE (PMO) – The engineer or firm of engineers and their duly authorized employees, agents and representatives engaged by the Tollway to observe the work to determine whether or not it is being performed and constructed in compliance with Project contracts.

RECORD OF DECISION (ROD) - This is issued by the Federal Highway Administration (FHWA) to signal formal federal approval of an Environmental Impact Statement (EIS) or Environmental Assessment (EA) concerning a proposed highway project. The ROD authorizes the respective state transportation agency to proceed with design, land acquisition and construction based on the availability of funds.

RECOVERY OF EXPENSES - This process claims and recovers damages caused to Tollway property or fixtures such as light poles, guard rails, toll gates, etc. Charges for emergency vehicles such as ambulances and fire equipment are also recovered.

RENEWAL AND REPLACEMENT - Preservation, replacement, repairs, renewals and reconstruction or modification of the Tollway system or any part of it constituting real or personal property, whether leased or purchased, but does not include system expansion projects.

RESERVE - Portion of a budget cost intentionally set aside and not spent either to increase lapse or as a contingency for increased liabilities in other line items.

REVENUES - (i) All tolls, fees, charges, rents and other income and receipts derived from the operations of the Tollway system, (ii) the proceeds of any use and occupancy insurance relating to the Tollway system and of any other insurance that insures against loss of revenues, (iii) investment income from any monies or securities held in Funds, Accounts or Sub-Accounts established under

the Trust Indenture, other than the Construction Fund (iv) transfers to the Revenue Fund of excess amounts in the Construction Fund for any project(s) upon their completion and (v) transfers from the System Reserve Account to remedy any deficiencies in the various accounts and sub-accounts of the Revenue Fund. Revenues excludes federal and State grants and appropriations, loan proceeds, gifts or donations of any kind, transfers, if any to the Tollway as permitted under any escrow agreement and receipts not related to the Tollway's performance of its obligations under the Trust Indenture or to the operations of the Tollway system.

REVENUE FUND – The fund that receives revenues, to be applied to the following accounts, listed in order of priority: Maintenance and Operations Account; Debt Service Account; Debt Reserve Account; Junior Bond Accounts (not currently applicable); Renewal and Replacement Account; Improvement Account; and System Reserve Account .

RIGHT-OF-WAY - A general term denoting land, property or interests therein acquired for or devoted to a highway.

SPECIFICATIONS - The general term comprising the direction, provision, instruction and requirement.

STATE EMPLOYEES' RETIREMENT SYSTEM (SERS) – Single-employer, public employee defined-benefit pension plan for State employees, including substantially all employees of the Tollway.

SYSTEM EXPANSION PROJECT - Any acquisition, improvement, betterment, enlargement or capital addition that extends the Tollway system.

TOLL - A fee for usage or passage such as over a highway.

TOLL COLLECTOR - A Tollway employee hired to take tolls manually from customers.

TOLL HIGHWAY OR TOLLWAY - Limited-access highway including all facilities and appurtenances thereto which requires payment of tolls by the user and was built or is proposed to be built by the Illinois Tollway.

TOLLWAY SYSTEM - Collectively the 292 miles (plus any additional miles subsequently added from current or future projects) of toll highways operated and maintained by the Tollway and projects,

properties, equipment and facilities to the extent used in connection with such operation and maintenance.

TRANSPONDER - The device that communicates through radio signals with the toll plaza as the vehicle it is attached to passes through the plaza, making a record of a paid toll.

TRAFFIC AND INCIDENT MANAGEMENT SYSTEM (TIMS) - System that allows the Tollway to monitor weather, traffic incidents and construction areas that may affect the flow of traffic. This system can also alert customers by communicating to them specific areas of interests or concern by using the message signs along the system. The system also generates travel times that are available to motorists via the Travel Midwest website - www.travelmidwest.com.

TRAFFIC ENGINEER – An independent engineer or engineering firm (Other than the Consulting Engineer and Program Management Office) retained by the Tollway for the purpose of carrying out the duties imposed on the Traffic Engineers by the Trust Indenture, and other duties as assigned.

TRUST INDENTURE - A contract between the Tollway and its bondholders that establishes the rights and obligations of both parties. The Trust Indenture, as amended, restated and supplemented from time to time including as amended and restated effective March 31, 1999, establishes for senior bondholders a pledge of and lien on the Tollway's net revenues and amounts on deposit in all funds, accounts and sub-accounts except for the Maintenance and Operation Account and any junior lien bond account.

VIOLATION ENFORCEMENT SYSTEM (VES) - A system that has been developed for the Tollway to collect unpaid tolls from violators. The system takes digital images of license plates of the vehicle and a fine notice is mailed to toll violators.

