



GFOA Distinguished Budget Presentation Award Submission

ILLINOIS TOLLWAY

2011 Budget

Approved December 16, 2010

GFOA Distinguished Budget Presentation Award Submission April 29, 2011

Governor Pat Quinn • Chair Paula Wolff • Executive Director Kristi Lafleur



Pat Quinn, Governor
Ex-Officio-Member

Paula Wolff, Chair
Term expires May 1, 2013



Board of Directors

Top row from left: Maria Saldana, William Morris, Thomas Canham, George Pradel, James J. Banks

Bottom row from left: James M. Roof, Chair Paula Wolff, Thomas Weisner, Carl O. Towns

Not pictured: Governor Pat Quinn, Ex-officio; Secretary Gary Hannig, IDOT, Ex-officio



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 01, 2010. In order to receive this award, a governmental unit must publish a budget document that meets program criteria as a policy document, as an operations guide, as a financial plan, and as a communications device.

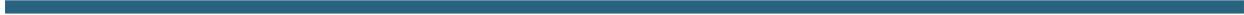
In order for the Tollway to submit the 2011 Budget document to the Government Finance Officers Association (GFOA), supplementary information was added to the document that was approved by the Tollway's Board of Directors on December 16, 2010. There were no changes made to the information that was presented in the original budget document and all additions are informational in nature. It should also be noted that all 2010 estimates included in this document were made prior to the end of the fiscal year and do not represent preliminary actual expenditures.

The following additions were included in this submission:

- Summary of all accounts/funds and explanation of changes in fund balance in excess of 10% (page 37)
- Budgeted Revenues and Expenditures narrative chart (page 40)
- Explanation of changes in requested headcount (page 44)
- Strategic Plan (pages 49-68)
- Organizational chart (page 70)
- Departmental budget overview (page 71)
- Accomplishments, goals and objectives as well as headcount for each department (pages 72-136)
- Budget planning calendar (page 170)
- Resolution approving the final 2011 Budget (pages 171-173)
- Demographics (pages 181-186)
- Acronyms and Glossary (pages 199-206)

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Executive Letter

December 16, 2010

To the Honorable Board Chair and Directors:

Now, more than ever before, public agencies across the nation are struggling to manage expenses, cut costs and seek new and creative ways to adjust their budgets based on underperforming revenues and challenging economic times. The Illinois Tollway is not alone.

To prepare this Fiscal Year 2011 Budget, we have gone through the Tollway budget looking at ways to control spending and maximize efficiencies. As a result, this balanced budget uses conservative revenue projections while striving to achieve new management efficiencies agency-wide.

This budget reduces operating expenses \$10.3 million – a 3.9 percent cut – from the 2010 original budget. This is the first reduction of its kind in the Tollway's history. It also prioritizes customer service and seeks to minimize the impact of any budget cuts on our delivery of front-line services.

In the coming year the Illinois Tollway will continue efforts to increase efficiencies, become more accountable to the public and continue to provide greater benefits for customers. In addition, the Illinois Tollway's commitment to reducing traffic congestion and promoting safe and convenient travel remains our foremost priority, as we enter the seventh year of the \$5.8 billion Congestion-Relief Program – Open Roads for a Faster Future.

Throughout 2011, the Tollway will continue to devote resources to provide all necessary support to improve service to the Northern Illinois region and 1.4 million daily vehicles – enhancing customer service, furthering transparency and accountability, fostering environmental responsibility and sustainability, promoting regional economic growth and increasing regional collaboration with transportation and planning agencies.

I am pleased to present you the attached Fiscal Year 2011 Budget, which clearly demonstrates that the Illinois Tollway's priority is the continued investment in necessary improvements that provide exemplary service to the millions of drivers on the Tollway's 286-mile system.

Sincerely,



Kristi Lafleur
Executive Director

Executive Summary

The Illinois Tollway's 2011 Budget reflects the agency's commitment to accountability, efficiency and dedication to serving customers. Throughout 2011, the Tollway will continue to devote resources to provide all necessary support to improve service to the Northern Illinois region and our 1.4 million daily customers – enhancing customer service, furthering transparency and accountability, fostering environmental responsibility and sustainability, promoting regional economic growth and increasing regional collaboration with transportation and planning agencies.

2010 Accomplishments

The Illinois Tollway is continuing efforts to be accountable to its customers and fulfill the pledge to act as a trustworthy steward of toll revenues for the 1.4 million daily users of the 286-mile Illinois Tollway System.

Increasing Collaboration

The Illinois Tollway recognizes that improving transportation for the region will require new and innovative solutions in addition to collaboration with other transportation and transit agencies on the local, state and regional level.

In April, Executive Director Kristi Lafleur created a Strategic Advisory Team to assist with a comprehensive review and evaluation of the agency and identify potential for improved service to Northern Illinois. The Team examined Tollway policies, assessed opportunities and challenges, and offered input to refocus the agency on the customers and the communities it serves. Its report, titled "A Roadmap for the Future," was the culmination of five months of work by the 33-member team comprised of a diverse array of business, labor, transportation planning and advocacy and hospitality management interests.

Also in April, led by Illinois Tollway Board Chair Paula Wolff, seven Chicago-region transportation agencies convened on Earth Day 2010 for a first-of-its-kind Transportation Summit to improve coordination among the region's transportation leaders. Nearly 100 leaders were invited to share their ideas and began working toward a shared transportation/environmental vision for the region.

In addition, the Illinois Tollway Executive Director and senior staff have participated in nearly 300 presentations and meetings with community groups and constituent organizations.

Delivering Roadway Improvements

By the end of 2010, the Tollway will have completed 82 percent of the Congestion-Relief Program, on schedule and within budget. Work this year included rehabilitation and repairs to the Edens Spur, systemwide ramp and interchange repairs and the completion of new and improved mile post signage installation systemwide.

In addition, 2010 marks the completion of improvements throughout the Veterans Memorial Tollway (I-355) corridor with repairs and resurfacing delivered to extend the life of the original 17-miles of the roadway. Coupled with the 12.5-mile south extension completed in 2007, the I-355 corridor is now positioned to serve suburban Cook, DuPage and Will counties for decades to come.

Focus on Environmental Responsibility and Sustainability

The Illinois Tollway continued its commitment to “Building Green” in 2010 by minimizing the environmental impact of construction by reducing, recycling and reusing materials. Roadway and shoulder pavement improvements this year repurposed more than 96,000 recycled tires and nearly 1.8 million tons of recycled asphalt shingles. Construction projects also utilized nearly 42,000 tons of recycled asphalt and more than 16,000 tons of recycled concrete.

Looking beyond the roadway, the Tollway and Illinois Department of Transportation were recognized by the Federal Highway Administration as one of seven nationwide projects selected in 2010 as Exemplary Ecosystem Initiatives. The North Chicago Wetland Mitigation Project is rehabilitating and protecting 160 acres of Illinois native landscape threatened by invasive species and development. The site, located just south of Buckley Road and east of the Tri-State Tollway (I-94), contains a complex of high-quality uplands and wetlands. With estimates of less than one-tenth of one-percent of Illinois native prairie remaining, the importance of repairing and protecting this site from degradation or development is critical.

The Illinois Tollway is also taking steps to make environmental responsibility and sustainability part of operations and maintenance. The agency has begun to respond to the Governor’s Executive Order 11 which requires a 25 percent reduction in electrical and natural gas consumption at state facilities by 2015 compared to 2008 levels. In 2010, the Tollway undertook an energy usage assessment. The review, a first of its kind for the agency, will establish the base line for energy consumption and provide recommendations for reductions.

In 2010, the Illinois Tollway has shown an ongoing commitment to environmental planning in roadway operations - from planning to design to construction, including the expansion of the partnership with the University of Illinois to include a systemwide environmental study and a study of recycled pavement materials.

Enhancing Customer Service

The Illinois Tollway operates the nation’s largest electronic toll collection system. I-PASS average usage rates represent around 82 percent of the Tollway’s 1.4 million daily vehicles, with the number of active I-PASS transponders growing to more than 4 million on more than 3 million accounts.

Working to further identify the needs of our customers, the Tollway issued an e-mail survey to I-PASS customers in 2010 and received more than 57,000 responses. More than 60 percent indicated that the primary reason they choose the Tollway is because it offers the fastest travel, and nearly 70 percent think they get good value for their money. In addition, more than 70 percent of respondents manage their I-PASS accounts online, with 80 percent having a positive view of their online interactions with the Tollway.

Looking to maintain that positive customer experience in 2010, the Illinois Tollway launched a new I-PASS Transponder Replacement Program to assist customers whose transponders are reaching the end of their effective life swap out the old transponders for new ones at no cost. More than 48,000 are expected to be replaced by the end of 2010.

In addition, during 2010, the Tollway continued to enhance its e-commerce services, which allow I-PASS customers to manage their account online, purchase and activate transponders and pay toll violation notices online. Currently, more than 70 percent of I-PASS account holders manage their accounts online at www.getipass.com, 24 hours a day, 7 days a week – a 5 percent increase from 2009.

For traveling customers who prefer face-to-face service closer to work or home, the Tollway's six customer service centers at Tollway Oases and at Tollway Headquarters provide comprehensive I-PASS services. These centers served an estimated 430,000 customers in 2010, including facilitating sales and providing complete I-PASS and unpaid toll and violation payment services.

Face-to-face customer service was further enhanced in 2010 via the Tollway's Mobile I-PASS services. In addition to planning and implementing visits to more than 30 businesses along the Tollway System, the Illinois Tollway partnered with the Illinois Secretary of State to plan visits within 12 key driver's services facilities in Chicago, the suburbs and greater Rockford area. Altogether, Mobile I-PASS has provided services to more than 500 customers in 2010.

To reach customers directly, the Tollway anticipates sending eight e-newsletters throughout 2010 targeting more than 1 million I-PASS customers with each edition. In addition, throughout 2010, approximately 150,000 e-mails and letters were sent weekly alerting customers to low balance status and about 80,000 notices were proactively issued monthly regarding credit card expiration.

Promoting Economic Growth

Under direction from the Board of Directors and the Executive Director, the Illinois Tollway took steps in 2010 to ensure that the agency is contributing to regional economic growth.

Building on its commitment to engage the services of disadvantaged business enterprises in Tollway construction projects, the agency created a pilot program to increase opportunities for small businesses. In 2010, \$10 million was set aside for ramp improvements at five interchanges and included a \$3.7 million investment in small businesses from around the region. The Illinois Tollway also continues to expand and promote its Diversity Program through continued outreach and special events.

In addition, the Tollway has begun forming new partnerships to gain access to the latest innovative practices, benefit from the most advanced technologies and serve as a partner to some of the most prestigious educational institutions and research laboratories in the nation, if not the world, located in Chicago and Illinois. In 2010 the Tollway signed a memorandum of understanding with Argonne National Laboratories to develop future research and demonstration projects focusing on energy efficiency and alternative energies.

Furthering Transparency and Accountability

In 2010 the Illinois Tollway took major steps to enhance the transparency and accountability to the public and toll-paying customers. Access to contracts and information about construction work being performed under contract was expanded in 2010 through enhancements to the Doing Business section of the Tollway's Web site and the creation of a Construction Project Tracker.

The Tollway also worked with the Legislature and Governor Pat Quinn to implement a new law creating the Office of Toll Highway Inspector General to oversee operations at the agency. This new office is authorized to investigate ethics violations not covered in the State Officials and Employees Ethics Act, involving allegations of fraud, waste, abuse, mismanagement and misconduct.

Congestion-Relief Program - Year Six

In 2010 the Tollway completed additional work set out in the Congestion-Relief Program (CRP) to deliver roadway resurfacing and bridge and interchange repair projects to customers on schedule and on budget.

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

Within the Congestion-Relief Program (CRP), the Tollway is planning to invest nearly \$2.0 billion to reconstruct and widen the majority of the Tri-State Tollway. By the end of 2010 approximately \$1.8 billion will be expended within the CRP on the Tri-State Tollway.

Approximately \$65.8 million will be expended on the Tri-State Tollway in 2010 for work including: roadway resurfacing and bridge rehabilitation on the Edens Spur with an estimated cost of \$15.7 million; in addition, 2010 expenditures included detailed design work totaling \$8.4 million for future roadway and bridge rehabilitation from 95th Street to Balmoral Avenue; roadside improvements totaling \$2.5 million; construction of Bioswales in the Cook County Forest Preserve (CCFP) Easement from Higgins Road to Lake-Cook Road totaling approximately \$3.9 million; an estimated \$1.1 million for the North Chicago Wetland Mitigation project; and remaining landscaping and punchlist projects.

Reagan Memorial Tollway (I-88)

By the end of 2010, an estimated \$718.5 million will be expended within the CRP on the Reagan Memorial Tollway.

An estimated \$10.4 million will be expended in 2010 on the Reagan Memorial which mainly includes repairs to EJ&E Railroad, as well as remaining landscape and punchlist projects between the Eisenhower Expressway (I-290) and Finley Road, and areas surrounding the new Fox River Bridge.

Jane Addams Memorial Tollway (I-90)

On the Jane Addams Memorial Tollway approximately \$304.0 million will be expended within the CRP by the end of 2010. Approximately \$22.3 million will be expended in 2010 to complete the roadside improvement contract between Rockton Road and the Cherry Valley Interchange, and to continue design efforts for future rehabilitation of the corridor between the Kennedy Expressway (I-90) and Cherry Valley.

Veterans Memorial Tollway (I-355)

By the end of 2010 more than \$829.1 million will be spent on widening, rehabilitating, and extending the Veterans Memorial Tollway as part of the CRP. Estimated expenditures total \$54.0 million in 2010 to rehabilitate roadway and bridges from I-55 to Army Trail Road.

Open Road Tolling (ORT)

As of year-end 2010, approximately \$701.8 million will be expended to deliver Open Road Tolling at the 22 mainline plazas systemwide and reconstruct or rehabilitate the existing plaza cash lanes and facilities. This included reconstruction of the pavement through the plazas to accommodate the new roadway geometry necessary to implement Open Road Tolling.

Systemwide Improvements

By the end of 2010, the Tollway will have committed approximately \$368.3 million for systemwide improvements, which include bridge rehabilitation, pavement, drainage, and interchange improvements, program management services, and other similar professional services. Additionally, intermittent Hot Mixed Asphalt (HMA) pavement repairs were completed on the Jane Addams Memorial Tollway and intermittent Portland Cement Concrete (PCC) repairs were completed on the Tri-State, Veterans Memorial, and Reagan Memorial Tollways.

In 2010, the Tollway will spend approximately \$64.1 million which includes bridge repairs on the Jane Addams Memorial Tollway, the Reagan Memorial Tollway, and the Tri-State Tollway. Pavement repairs included HMA repairs on the Jane Addams Memorial and PCC repairs on the Tri-State and Reagan Memorial Tollways. Also included are repairs and rehabilitation work on ramps at five interchanges totaling approximately \$7.0 million on IL Route 251, Peace Road and Farnsworth Avenue on the Reagan Memorial Tollway, Milwaukee Avenue on the Tri-State Tollway, and Genoa Road on the Jane Addams Memorial Tollway.

Fiscal Year 2011 Budget**Maintenance & Operations Budget**

The FY2011 Operating Budget is \$255.0 million to fund the ongoing operating costs of the Tollway, a decrease of \$10.3 million or 3.9 percent below the Original 2010 Budget.

Personal Services total \$143.6 million including Salaries, Wages, Social Security and Retirement. This category decreased by \$4.3 million or 2.9 percent below the Original 2010 Budget amount. Salaries and Wages decreased by \$4.2 million or 3.8 percent, while Social Security and Retirement contributions decreased by \$106 thousand or 0.3 percent. The Personal Services category accounts for 56.3 percent of total operating expenses in 2011.

The Tollway's insurance costs total \$38.6 million or 15.2 percent of the 2011 Operating Budget, a \$627 thousand or 1.6 percent decrease compared to the Original 2010 Budget. The Tollway pays for Group Health Insurance, Property Insurance, Worker's Compensation Insurance as well as the Illinois State Police District 15 Group Health Insurance.

Other major cost categories in the 2011 Operating Budget include Outside Services at \$19.6 million, Equipment Maintenance \$12.7 million, Credit Card Fees and Bank Charges \$12.2 million, Materials-Operational \$6.0 million, Utilities \$5.1 million, Contracted Maintenance Service \$4.1 million, Fuels and Oils \$3.3 million, Consulting Services \$2.8 million, Telephone \$2.3 million and Replacement Parts \$2.1 million.

Capital Program

In 2011, the rebuilding of the Illinois Tollway continues as we enter the seventh year of the Congestion-Relief Program - *Open Roads for a Faster Future*. The Tollway continues its pursuit towards the five major objectives outlined in the program:

Fix It: Fix the existing infrastructure by rebuilding/restoring and widening much of the roads systemwide.

Congestion Relief: Reduce travel times by converting the entire mainline system to Open Road Tolling to allow I-PASS users to pay tolls electronically at highway speeds. *(Completed)*

Meet Needs of Growing Communities: Extend I-355 south to accommodate the needs of growing communities. *(Completed)*

Enhance Local Economies: Establish corridor planning councils to strengthen the partnership between the Tollway and the communities it serves.

Cutting-Edge Initiatives: Implement Intelligent Transportation System (ITS) technology and congestion pricing to better manage congestion and serve Tollway customers.

The Tollway is on schedule and well on its way to making the systemwide improvements initiated during the first six years of the Congestion-Relief Program (CRP). While designers, engineers, construction crews and support staff work together on multiple road projects, the Tollway is committed to completing the CRP on time and on budget. The 2011 Budget reflects the priorities of the CRP and the need to maintain operations in support of this extensive program, as well as daily toll operations.

Additionally, funding is allocated in the 2011 Budget for the following initiatives to support the Tollway's Congestion-Relief Program:

Business Systems

\$22.5 million (capital)

The 2011 Budget allocates \$22.5 million to the Department of Business Systems, which is responsible for the operation and maintenance of the Electronic Tolling System hardware and software including collecting toll revenue from toll violators and assessing fines and imposing sanctions. The Tollway will allocate \$4.3 million to implement a Disaster Recovery/Business Continuity strategy to protect critical information resources and services, minimize the risk of unplanned interruptions, and ensure

the availability of the core systems and subsystems associated with the Toll Revenue Management and Maintenance Program (TRMMP). To improve and enhance the efficiency of the TRMMP system, \$2.0 million will be expended for software enhancements, as well as additional camera placements to increase the efficiency of the Violation Enforcement System. Additionally, \$1.0 million will be expended to replace and upgrade obsolete uninterruptable power supply units for the Customer Service Center and Dynamic Message Signs. The 2011 budget includes \$13.5 million for transponder purchases at the rate of approximately 600,000 units annually, including approximately 200,000 aging transponder replacements.

Information Technology Systems \$9.0 million (capital)

Approximately \$2.4 million will be allocated to continue the Tollway's effort to replace its Web and e-Commerce and public key infrastructure in order to provide uninterrupted online account management services for more than 3 million I-PASS account holders. The 2011 Budget includes \$1.0 million for Independent Verification and Validation Services to assist the organization-wide implementation of the Enterprise Resource Planning solution to integrate all functions/departments onto a single efficient computer system. In addition, \$5.7 million will fund the following projects to continue the Tollway's effort to improve and maintain the Information Technology systems and facilities: systemwide computer infrastructure modernization, including hardware and software upgrades and replacements; station standby DC power battery plant replacement; a disaster recovery solution implementation; systemwide communications tower preservation and tower replacement at M-1 (Tri-State Tollway I-294 Alsip) and M-6 (Jane Addams Memorial Tollway I-90 Marengo); Next Generation Network facilities integration; Tollway Intranet enhancement; Personally Identifiable Information (PII) security compliance; Payment Card Industry Data Security Standards Compliance; Network security assessment and improvement implementation; and toll plaza intercom system replacement.

Intelligent Transportation Systems (ITS) \$5.2 million (capital)

The Tollway will continue to utilize the Intelligent Transportation Systems (ITS) to monitor and detect traffic incidents, and to improve accident response time. More than \$1.4 million will be allocated to migrate ITS equipment and services to the Next Generation Network. The 2011 Budget will provide \$1.7 million to enhance and upgrade the ITS system, as well as to expand and maintain the Tollway's fiber optics operations. In addition, more than \$2.1 million will be expended to: upgrade and improve systemwide Dynamic Message Signs; install systemwide Ramp Count/Queue Detectors; install (twelve units) and relocation (five units) of CCTV cameras; implement the Video Incident Detection Pilot Program for automated detection and notification of traffic incidents; and complete the Weigh-In-Motion installation at two Tri-State Tollway locations.

**Illinois State Police District 15
Personnel and Equipment
\$2.9 million (capital)**

District 15 State Police Troopers will provide extra coverage in construction zones and areas with high speed or crash percentages, and provide officers to work toll violation details to reduce the number of toll scofflaws. The 2011 Budget includes funding for projects to provide Troopers with equipment including IWIN computers, digital In-Car video cameras, and automated license plate reading technology, LiveScan fingerprint machines, handheld LIDAR radar guns, 3D laser scanner, firearms animated training system and LIDAR certification equipment.

**Illinois Executive Order 11:
Reduce the Environmental Impact of Illinois State Government Operations
\$3.7 million (capital)**

The 2011 Budget includes funding for the following projects to continue its effort to comply with Illinois Executive Order 11 to reduce the Environmental Impact of Illinois State Government Operations: fuel site rehabilitation, fleet emission reduction initiative, and waste oil tanks replacement at M-Sites; above-ground fuel storage tank installation at M-4 (Tri-State Tollway I-94 IL Route 132); continuation of the Alternative Energy Assessment Study and implementation of the recommended energy conservation initiatives; systemwide heating and cooling equipment upgrades and replacement, Central Administration building repairs to conserve energy consumption and reduce impact on environment.

Budget Summary

The Tollway is a non-appropriated entity, which is self-supporting, depending solely on the revenues from operations and proceeds from the issuance of revenue bonds for the expansion, reconstruction and improvement of the Tollway System. The 2011 Budget is a balanced budget in which revenues provide sufficient resources for operating and maintenance expenses, debt service and required deposits to the Renewal/Replacement and Improvement Accounts.

The FY2011 Budget allocates \$680 million of Revenues as follows:

- \$255 million to fund maintenance and operations, a decrease of \$10.3 million or 3.9 percent below the Original FY2010 operating expenses of \$265.3 million.
- \$251 million for debt service transfers, including \$4 million for the possible restructuring of a portion of the Tollway's synthetic fixed rate debt.
- \$174 million will be allocated to the Renewal/Replacement and Improvement Accounts, providing a portion of the funding for the Congestion-Relief Program and other non-roadway capital investments.

Tollway Organization and Background

THE TOLLWAY

The Illinois State Toll Highway Authority was created 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 of its predecessor agency, The Illinois State Toll Highway Commission. 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 Authority 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 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 Chair of the Tollway. The current Chair, Paula Wolff, was initially appointed by Governor Pat Quinn as a Director and Chair of the Tollway on August 13, 2009.

NAME	INITIAL APPOINTMENT	EXPIRATION OF CURRENT TERM ⁽¹⁾
Gov. Pat Quinn, ex officio	–	–
Transportation Secretary Gary Hannig, ex officio	–	–
Paula Wolff, Chair	August 13, 2009	May 1, 2013
James J. Banks	September 29, 1993	May 1, 2009
Thomas Canham	August 30, 2007	May 1, 2011
William Morris	August 13, 2009	May 1, 2011
Arthur George Pradel	October 26, 2001	May 1, 2007
James M. Roolf	April 30, 2004	May 1, 2009
Carl O. Towns	November 14, 2002	May 1, 2009
Thomas Weisner	August 13, 2009	May 1, 2011
Maria Saldana	December 5, 2009	May 1, 2011

⁽¹⁾ Directors whose terms have expired will serve until such director resigns, is reappointed or a successor is duly appointed and qualified.

Organizational Structure

The Tollway's organizational structure consists of 13 departments including Administration, Audit, Business Systems, Communications, Engineering, Directors and Executive, Finance, Information Technology, Investigations, 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 District 15 of the State Police 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 Audit Department recommends policies and procedures to ensure that the Tollway's Board members and employees, contractors and/or vendors adhere to all state and federal laws and internal rules and regulations.

The Department of Business Systems is responsible for overseeing the the open road toll 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 all external and internal communications between the Tollway and its constituents, including customers, news media, elected and appointed officials, the general public and employees.

The Directors and the Executive Department manage Tollway affairs consistent with the Act.

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 policy. In addition, the Engineering Department directs the Diversity Program for the Tollway.

The Finance Department is responsible for all general accounting, budgeting, treasury functions, financial reporting, accounts payable, payroll, risk management and debt management. In addition, the Finance Department coordinates with the State Treasurer on the management of cash and investments, and with the State Comptroller on the issuance of payments for Tollway payroll and goods and services.

The Information Technology Department is responsible for planning, directing, and controlling all 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 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 all 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 286 miles of limited access highway in twelve counties in Northern Illinois, and is an integral part of the expressway system in Northern Illinois and the U.S. Interstate Highway System. The entire Tollway System has been designated a part of 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 1960's and 1970's, the Tollway System evolved into primarily a commuter travel system, serving suburban Chicago and Chicago O'Hare International Airport. At the present time, the four 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 four Tollways: the Jane Addams Memorial (I-90), the Tri-State (I-94, I-294, I-80), the Veterans Memorial (I-355) and the Ronald Reagan Memorial (I-88).

The Jane Addams Memorial Tollway (I-90), formerly the Northwest Tollway, constituting a portion of U.S. Interstate Highway 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 Interstate 90 leading to Madison, Wisconsin.

The Tri-State Tollway (I-94, I-294, I-80), constituting portions of Interstates 80, 94 and 294 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 and the Kingery Expressways to a point near the Illinois-Wisconsin border, where it connects with U.S. Route 41 and U.S. Interstate Highway 94 from Milwaukee. The Tri-State also connects with the Reagan Memorial Tollway (I-88) to the western suburbs, the Eisenhower Expressway to downtown Chicago, the Jane Addams Memorial Tollway (I-90) to the northwest suburbs, the Kennedy Expressway to downtown Chicago, the north end of the Edens Expressway to the north shore suburbs and downtown Chicago, and the Stevenson Expressway to downtown Chicago. From its southern terminus, the Tri-State Tollway has a direct connection to the Indiana Toll Road via the Kingery Expressway and Interstate 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), formerly the North-South Tollway, 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 Interstate 290 spur in Addison on the north and Interstate 80 (near Joliet) on the south. The Veterans Memorial Tollway, which opened in December 1989, is the newest addition to the Tollway System and consists of six through lanes along its entire length. The Veterans Memorial Tollway runs through or near the communities of Lemont, Lockport, Homer Glen, New Lenox, Bolingbrook, Downers Grove, Naperville, Lombard, Glen Ellyn and Wheaton. As part of the Congestion-Relief Program (CRP), a 12.5-mile south extension of the Veterans Memorial Tollway through Will County from Interstate 55 to Interstate 80 (the "South Extension") opened on November 12, 2007, increasing the size of the Veterans Memorial Tollway to 30 miles.

Reagan Memorial Tollway (I-88), formerly the East-West Tollway, constituting a portion of Interstate 88, covers 96.5 miles and begins east of the junction of the Tri-State Tollway (I-294) and the Eisenhower Expressway and runs southwest and west, providing service to Oak Brook, Naperville, Aurora, DeKalb and Dixon, Illinois, ending at U.S. Route 30 in the Sterling/Rock Falls area. From U.S. Route 30, Interstate 88 is a toll-free facility connecting to Interstate 80 and the Quad Cities.



Exhibit 2

Revenue Sources and Underlying Assumptions

The Tollway is a non-appropriated entity; it is self-supporting, depending solely on the revenues derived from operations and proceeds from the issuance of revenue bonds to finance expansions of the Tollway System and reconstruction of and improvements to the Tollway System. The Tollway does not receive any state or federal funding for operational uses.

Revenues

“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 which 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.

For budgetary purposes, the Tollway classifies Revenues into three categories: Tolls and Evasion Recovery, Investment Income, and Concessions and Miscellaneous. The revenues generated from toll collection and evasion recovery have been combined to correctly associate revenues from evasion recovery programs with toll revenues.

Toll Revenue Estimates

In October of each year, the Tollway’s independent Traffic Engineer, Wilbur Smith Associates, 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 revenue for the following year is also provided. The estimation process combines traffic trend data with a travel demand modeling process that can take into account the effect of changing socioeconomic and network characteristics on Tollway usage levels.

The travel demand modeling process used is similar to that used in the regional transportation planning process employed by the Chicago Metropolitan Agency for Planning in Northeastern Illinois and the Rockford Area Transportation Study in the Rockford area. The modeling process takes into account current and future socioeconomic conditions and the characteristics of the transportation network. The modeling process is specifically adapted to the unique characteristics of the Tollway system. For most highway trips the path chosen is generally the fastest routing that will get the motorist to the desired destination. On the Tollway system the additional consideration is the toll cost. Using the Tollway for a portion of the trip involves the motorist trading off the time savings in using the Tollway versus the additional cost of the tolls. The simulation process uses value of time considerations in modeling path selections.

In addition to travel times and toll costs, the modeling process takes into account the physical characteristics of the roadway system, which can change over time. For example, construction activities to add lanes temporarily change network characteristics which impact traveler route choices during the time of construction. The construction activity generally reduces the capacity and speed through the construction zone, thus decreasing the desirability of using that section of the Tollway for certain trips resulting in reduced use of the Tollway. After construction is completed, the additional lanes add capacity, reducing congestion and increasing use of the Tollway. Both the usage levels during construction and the resulting benefits of the additional lanes are accounted for by the travel demand modeling process.

The Tollway's Traffic Engineer utilizes a general methodology for developing estimates for the following year. Prior year transactions by month by vehicle class for each toll plaza are entered into a database. Recent trend data coupled with a short-term estimate of economic conditions are used to develop base transactions by plaza by vehicle type. The base case situation represents what would happen if there were to be no changes to the highway network in general and specifically the Tollway network in the next year. These base estimates are then adjusted for construction projects (both on and off the Tollway) and roadway changes caused by the completion of construction activity. These adjustments are made by using the travel demand modeling process previously described.

Once the monthly transaction estimates are finalized, they are converted into expected toll revenue estimates at each plaza by applying the toll rate, vehicle class and payment type to the number of transactions in that category. The revenue estimates for the year are simply the sum of all the revenues by plaza. The Tollway's Traffic Engineer (WSA) has estimated expected toll revenues to total \$664.8 million in 2010 and a Base Case estimate to total \$687.7 million in 2011. Please refer to WSA's Toll Revenue Certificate on page 120.

Adjustments to Toll Revenue Estimates

The "expected revenues" provided by the Traffic Engineer represent the revenue that would be collected if every vehicle paid the exact published toll based on vehicle class, time of day and payment type. The expected revenue does not account for overpayments, underpayments, exemptions, revenue lost due to toll avoidance and for 2011, an additional contingency for slower economic growth. The Tollway takes this described leakage and additional contingency for 2011 into consideration in estimating toll revenue of \$619.4 million in 2010 and \$636.0 million in 2011. Please refer to the Certificate of Authorized Officer on page 130.

Evasion Recovery

Expected revenues provided by the Traffic Engineer also do not account for the fines collected from violations through the violation enforcement process. Amounts of revenue 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. Over time, the Tollway has created an automated 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 for every vehicle that violates.

First notices for violators include a \$20 fine and the cash toll for each unpaid toll. The fines increase to \$70 per violation if notices are ignored, and can lead to court hearings, suspension of license plates and driver's licenses. Fines are dismissed within appropriate time frames for I-PASS customers that have valid accounts when such customers have received notices due to incorrect account information, transponder problems or other similar problems with the collection and application of the electronic toll.

Of the Tollway's total revenues, Evasion Recovery revenue is expected to generate approximately \$32 million in 2010 and \$34 million in 2011.

Investment Income

Income from investments is expected to be \$1.6 million in 2010 and \$2.0 million in 2011. The increase in investment income is attributed to a modest increase in returns on investments during 2011.

Concessions and Miscellaneous Revenues

Concessions revenue is generated from the Tollway's oases, where third-party vendors provide fuel, food and other conveniences to users of the Tollway. Miscellaneous income includes revenue from overweight truck fines, rental and easement income, tower co-location fees, rental income from fiber optic lines, transponder fees, insufficient I-PASS fees, finance charges, scrap material sales and other miscellaneous receipts. Income from Concessions and Miscellaneous revenue is expected to be \$7 million in 2010 and \$8 million in 2011.

Fund Structure

Fund and Account Description

The Amended and Restated Trust Indenture (the Indenture), effective March 31, 1999, an agreement between the Tollway and the Trustee (as Fiduciary for Bondholders) that pledges the Tollway's revenues, moneys and securities in all 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 are deposited to the Construction Fund (earnings on the Construction Fund are retained therein). Within the Revenue Fund, the Indenture establishes the following: Maintenance and Operations, Debt Service, Renewal and Replacement, Improvement, and System Reserve as well as sub-accounts within the Maintenance and Operations and Debt Service Account. 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;

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 ammendment establishing the Termination Account (June 22, 2005);

Eighth, to the Renewal and Replacement Account;

Ninth, at the direction of the Tollway, 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

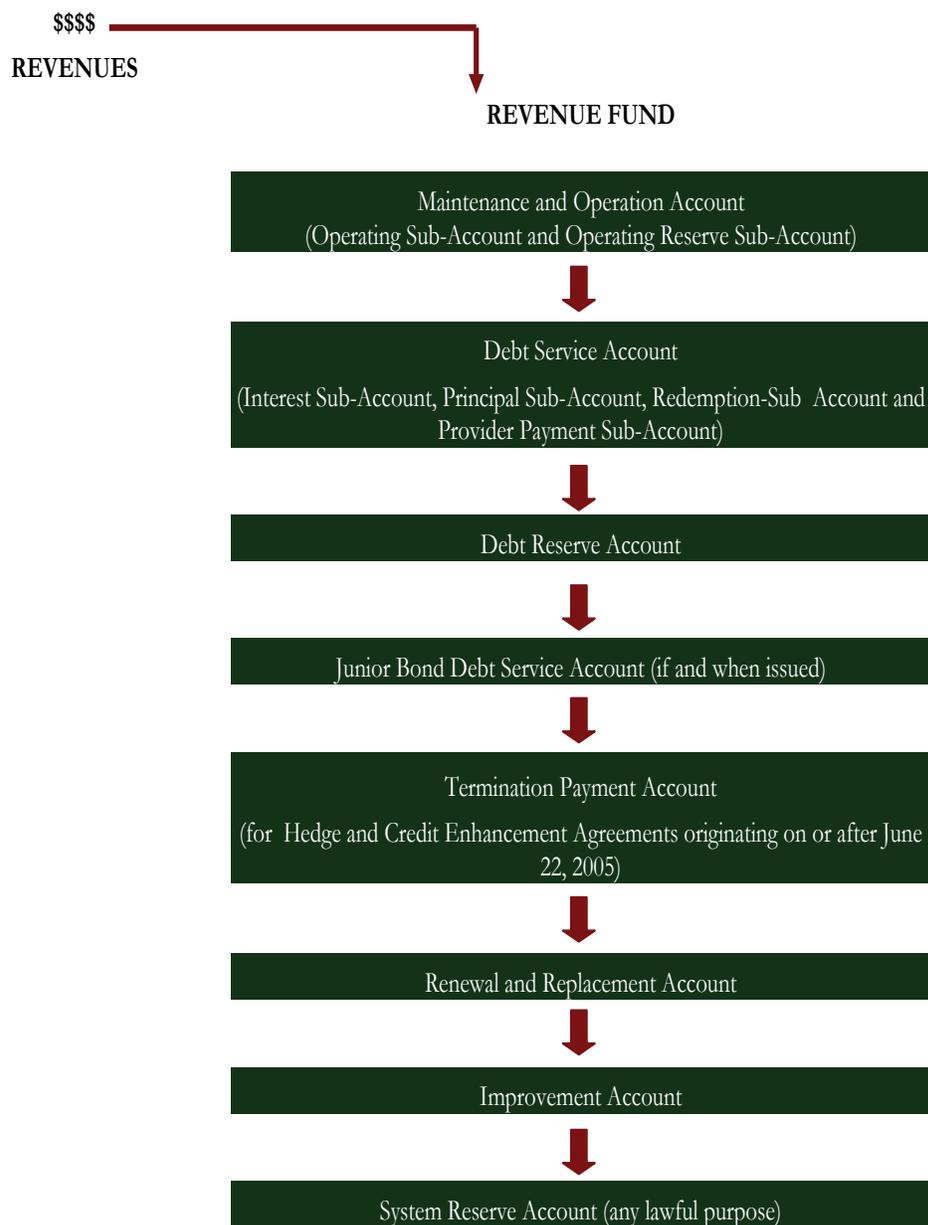


Exhibit 3

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 from 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 necessary, the excess will be withdrawn from such Sub-Account and applied as Revenues. By resolution, the Board originally voted to maintain a \$25 million balance in this account and subsequently authorized a balance of \$17 million.

Debt Service Account and Debt Reserve Account

The Debt Service Account consists of the Interest Sub-Account, the Principal Sub-Account, the Redemption Sub-Account, 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, 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.

Termination Payment Account

This 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. No funds are expected to be allocated to this account in 2011.

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, but such funds can only be used on Renewal and Replacement projects.

Improvement Account

At the direction of the Tollway, amounts are then applied to the Improvement Account, for allocation to projects determined by the Tollway, 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 pay 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 such bond proceeds. No toll revenues are deposited in this fund. The Treasurer may deposit any such separate, segregated accounts within the Construction Fund with the Trustee, pursuant to the provisions of a Supplemental Indenture.

Fiscal Year 2009 - 2011
Statement of Revenues/Expenditures/Transfers and
Changes in Accounts and Fund Balances(Millions)

	2009	2010	2011	%
Maintenance & Operations Account	Actual	Estimate	Budget	Change
Beginning Balance	\$19.5	\$22.0	\$18.7	
Transfer from Revenue Fund	257.7	255.0	255.0	
Expenditures	(255.2)	(258.3)	(255.0)	
Ending Balance	\$22.0	\$18.7	\$18.7	0.0%
	2009	2010	2011	%
Debt Service Account (1)	Actual	Estimate	Budget	Change
Beginning Balance	\$62.9	\$25.9	\$80.2	
Transfer from Revenue Fund (2)	183.6	225.0	251.0	
Transfer from Improvement Account	56.4	30.0	0.0	
Federal Subsidy for Build America Bonds	6.4	16.1	16.2	
Bonds Retired	(97.2)	(1.1)	(49.9)	
Interest Payments	(181.9)	(198.3)	(201.0)	
Other Financing Costs/Swap Terminations	(4.3)	(17.4)	(12.0)	
Ending Balance	\$25.9	\$80.2	\$84.5	5.4%
	2009	2010	2011	%
Renewal and Replacement Account	Actual	Estimate	Budget	Change
Beginning Balance	\$132.0	\$138.2	\$123.9	
Transfer from Revenue Fund (2)	161.5	180.0	174.0	
Expenditures	(155.3)	(194.3)	(175.2)	
Ending Balance	\$138.2	\$123.9	\$122.7	-1.0%
	2009	2010	2011	%
Improvement Account	Actual	Estimate	Budget	Change
Beginning Balance	\$56.4	\$210.1	\$108.0	
Transfer from Revenue Fund (2)	51.9	0.0	0.0	
Transfer from Construction Fund	901.8	0.0	0.0	
Transfer to Debt Service Account/Swap Term	(56.4)	(30.0)	0.0	
Expenditures (3)	(743.6)	(72.1)	(61.7)	
Ending Balance	\$210.1	\$108.0	\$46.3	-57.1%
	2009	2010	2011	%
Construction Fund	Actual	Estimate	Budget	Change
Beginning Balance	\$166.5	\$0.0	\$0.0	
Bond Proceeds (4)	735.3	0.0	0.0	
Transfers to Improvement Account	(901.8)	0.0	0.0	
Ending Balance	\$0.0	\$0.0	\$0.0	0.0%

(1) 2010 and 2011 Ending Balance includes \$19.4 million held by Trustee for optional swap termination payments.

(2) Includes Allocation of Interest Income.

(3) Expenditures reflect cost recovery pursuant to Intergovernmental Agreements.

(4) Bond Proceeds are net of underwriters discount, issuance costs and Debt Service Reserve deposits.

Exhibit 4

Fiscal Year 2009 - 2011
Statement of Revenues/Expenditures/Transfers and
Changes in Accounts and Fund Balances(Millions)

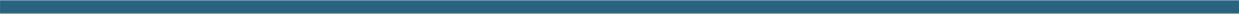
All Accounts/Funds	2009	2010	2011	%
	Actual	Estimate	Budget	Change
Beginning Balance	\$437.3	\$396.2	\$330.8	
Transfer from Revenue Fund	654.7	660.0	680.0	
Other Transfers	-	-	-	
Bond Proceeds	735.3	-	-	
Federal Subsidy for Build America Bonds	6.4	16.1	16.2	
Bonds Retired	(97.2)	(1.1)	(49.9)	
Debt Service Payments and Adjustments	(186.2)	(215.7)	(213.0)	
Expenditures	(1,154.1)	(524.7)	(491.9)	
Ending Balance	\$396.2	\$330.8	\$272.2	-17.7%

Change in Account/Fund Balances in excess of 10%

For budgetary purposes the Tollway groups the revenues and expenses of the Revenue Fund according to the following four Accounts: Maintenance and Operations, Debt Service, Renewal/Replacement and Improvement. The balance in the Revenue Fund is the sum of these four account balances. The budget reports these four account balances and the Construction Fund. The balance in a particular fund is the difference between fund assets and fund liabilities remaining at year-end. For budgetary purposes, this represents the sum of over-realized or unanticipated revenues and unspent reserves at the end of each fiscal year.

In 2005, the Tollway began implementation of the Congestion-Relief Program (“CRP”), based on a financial plan that currently estimates the total CRP cost at \$5.8 billion, with approximately \$3.5 billion funded from bond proceeds and \$2.3 billion funded from revenues. The costs associated with the CRP are for capital renewal, replacement and improvements made to the system. The variance in annual expenditures is due to the schedule of work and value of individual projects.

It is estimated that during 2011 the balance in the Improvement Account will decrease by 57.1 percent. The planned issuance of bonds for the CRP has been completed. Therefore, the balance in the Construction Fund is projected to remain at zero. The 2011 Budget for the Capital Program will rely on revenues and continue to draw on balances from the Renewal/Replacement and Improvement Accounts.



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Budget Summaries

2011 Budgeted Revenues and Expenditures

The Tollway is a self-supporting entity depending solely on the revenue stream derived from Tollway operations for its support. Unlike other State of Illinois authorities 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	\$670 million	Collections via cash, I-PASS or recovery of violation payments
Concessions	\$2 million	Oases, fuel, food and retail sales
Investment Income	\$2 million	Interest income on Tollway funds and I-PASS cash escrow accounts
Miscellaneous	\$6 million	Revenue from overweight trucks, fines, rental of assets for fiber optics, license fees, etc.
Total Current Revenues	\$680 million	

Operating Expenses

Maintenance and Operations	\$255 million	Related to toll collections, roadway maintenance, traffic control, safety, insurance and administration
Debt Service	\$251 million	Principal and interest payments on outstanding debt
Total Operating and Debt Service Expenditures	\$506 million	

Capital Program Expenditures	\$237 million	Capital expenditures for system-wide maintenance, reconstruction and expansion
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Capital Program costs are funded through allocations of current revenue, monies on deposit in the Renewal and Replacement Account and the Improvement Account (RR&I), and proceeds from the sale of bonds. The Tollway receives neither State nor Federal funding for the construction of the roadway.

Exhibit 5

Sources of Revenue

Fiscal Year 2011

(\$ in Millions)

Sources	FY 2010 Budget	FY 2010 Estimates	FY 2011 Projections
Toll & Evasion Recovery	\$680	\$651	\$670
Investment Income	8	2	2
Concessions & Misc.	8	7	8
Total	\$696	\$660	\$680

Exhibit 6

2011 Revenue Projections \$680 Million (\$ in Millions)

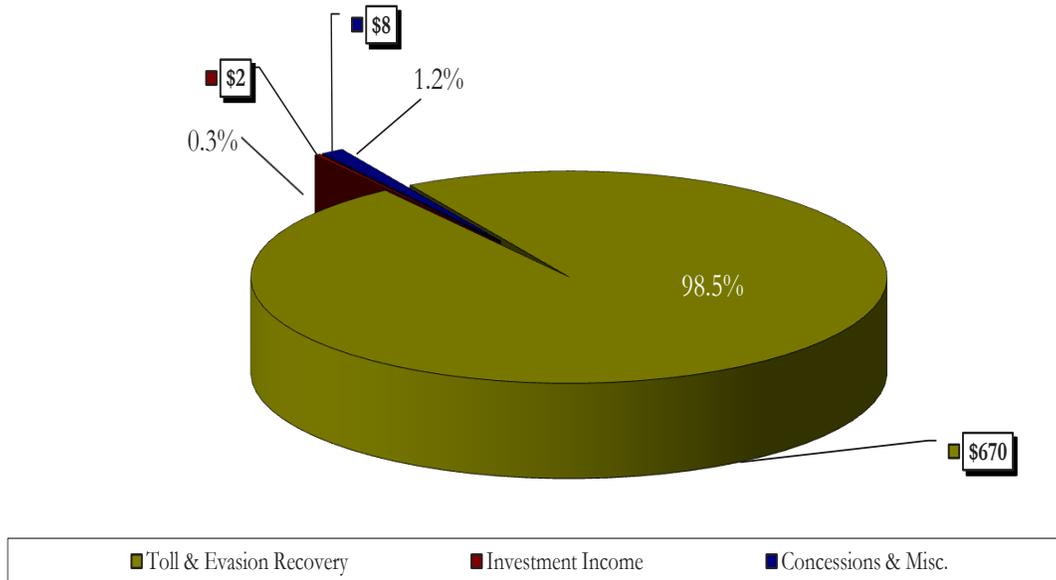


Exhibit 7

Allocation of Revenue

Fiscal Year 2011

(\$ in Millions)

Allocations	FY 2010 <u>Budget</u>	FY 2010 <u>Estimates</u>	FY 2011 <u>Projections</u>
M&O	\$265	\$255	\$255
Debt Service Transfer	231	225	251
Deposit to RR & I	200	180	174
Total	\$696	\$660	\$680

Exhibit 8

2011 Projected Allocation of Revenue

\$680 Million

(\$ in Millions)

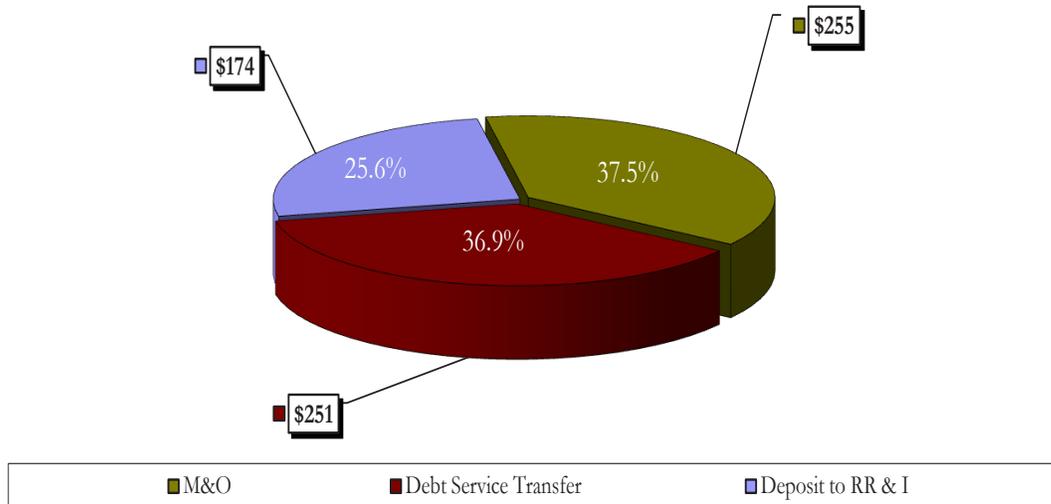


Exhibit 9

Capital Program Projections

Fiscal Year 2011

(\$ in Millions)

(All Capital Accounts)

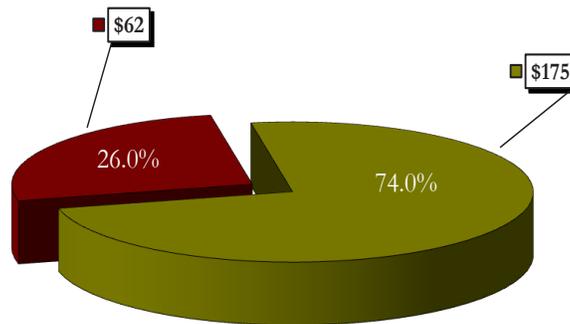
	FY 2010 <u>Estimates</u>	FY 2011 <u>Projections</u>
Beginning Balance	\$348	\$232
Deposit to RRI	180	174
Provide for Swap		
Transaction Cost	(30)	-
Expenditures	(266)	(237)
<hr/>		
Ending Balance	\$232	\$169

Exhibit 10

2011 Projected Capital Expenditures

\$237 Million

(\$ in Millions)



■ Renewal & Replacement Account	■ Improvement Account
---------------------------------	-----------------------

Exhibit 11

2011 Requested Headcount

Department	2008 Budget	2009 Budget	2010 Budget	2011 Request	Change From 2010 Budget
Administration	41	41	40	34	(6)
Audit	11	11	11	11	-
Business Systems	63	69	72	66	(6)
Communications	12	11	11	11	-
Engineering	594	598	592	576	(16)
Executive Management & Board of Directors	6	7	8	7	(1)
Finance	57	58	55	51	(4)
Information Technology	75	75	72	68	(4)
Investigations	4	4	4	6	2
Legal	12	12	12	12	-
Procurement	56	54	54	53	(1)
State Police	19	19	19	19	-
Toll Operations	833	824	754	684	(70)
Total Headcount	1,783	1,783	1,704	1,598	(106)

Notes:

Exhibit 12

- Administration is eliminating the following vacant positions: Deputy Chief of Administration, HR Placement Specialist, Information Customer Service Representative, Mail and Duplication Clerk and 2 Building Inspectors.
- Business Systems is eliminating the following vacant positions: Business Intelligence Analyst, Business Systems Analyst, 2 Project Coordinators and 2 Senior Project Managers.
- Engineering is eliminating the following vacant positions: Automotive Attendant, Engineering Project Analyst, 11 Equipment Operator Laborers, Fiber Optic Utilities Relocation Manager, Project Manager – Engineering, Secretary III, Senior Manager of Strategic Planning and Senior Project Engineer. The department had added the Diversity Compliance Coordinator position and a Senior Manager of Program Development had been transferred from the Executive Office.
- Finance is eliminating the following vacant positions: Accounts Payable Representative, Cashier/General Accounting Assistant, ERP Project Manager and a Support Clerk.
- Information Technology is eliminating the following vacant positions: IT Special Project Coordinator, PMO Manager, Project Manager and a Senior Manager of Project Management.
- The Office of the Inspector General is adding 2 Investigator positions.
- Procurement is eliminating a Buyer vacancy.
- Toll Operations is eliminating the following vacant positions: 2 Secretaries, 5 Plaza Managers, 5 Plaza Supervisors, 22 Custodians, 27 Toll Collectors, Coin Counter, 6 Mechanical Electrical and 2 Structural.

2011 Maintenance & Operations Budget

By Category

(\$ in Millions)

Category	2009 Actual Expenditures	2010 Original Budget	2010 Revised Budget	2011 Budget Request	\$ Change from Original Budget
Salary & Wages	\$106.4	\$108.7	\$106.7	\$104.5	(\$4.2)
FICA & Retirement	33.7	39.2	38.5	39.1	(0.1)
Group Insurance	26.8	28.9	28.4	27.9	(1.0)
Contractual Services	37.8	42.8	42.1	39.2	(3.6)
Employee Development	1.1	1.0	1.0	0.9	(0.1)
Utilities	8.1	7.9	7.4	7.4	(0.5)
Operational Materials & Supplies	11.4	11.1	10.9	8.7	(2.4)
Parts & Fuels	5.9	6.4	6.0	5.6	(0.8)
Equipment / Office Rental / Maintenance	11.4	11.3	11.0	13.4	2.1
All Other Insurance	13.9	10.4	8.7	10.7	0.3
Recovery of Expenses	(1.7)	(2.4)	(2.4)	(2.4)	0.0
Total M&O Costs	\$254.8	\$265.3	\$258.3	\$255.0	(\$10.3)

Exhibit 13

2011 Maintenance & Operations Budget
By Major Account

MAJOR ACCOUNT DESCRIPTION	2009 Actual	Original 2010 Budget	Revised 2010 Budget	2011 Request	\$ Change from Original Budget	% Change
SALARIES & WAGES	\$ 106,411,381	\$ 108,731,713	\$ 106,687,412	\$ 104,549,309	\$ (4,182,404)	-3.8%
FICA	\$ 7,203,083	\$ 7,325,915	\$ 7,169,503	\$ 6,952,664	\$ (373,251)	-5.1%
RETIREMENT	\$ 26,485,997	\$ 31,874,518	\$ 31,275,232	\$ 32,141,594	\$ 267,076	0.8%
PAYROLL SUB-TOTAL	\$ 140,100,461	\$ 147,932,146	\$ 145,132,147	\$ 143,643,567	\$ (4,288,579)	-2.9%
EMPLOYEE GROUP INSURANCE	\$ 26,745,521	\$ 28,875,000	\$ 28,375,000	\$ 27,923,000	\$ (952,000)	-3.3%
OUTSIDE SERVICES	\$ 21,787,931	\$ 22,572,111	\$ 22,361,111	\$ 19,631,575	\$ (2,940,536)	-13.0%
OFFICE EQUIPMENT-MAINTENANCE	\$ 10,831,646	\$ 10,533,835	\$ 10,307,835	\$ 12,661,263	\$ 2,127,428	20.2%
BANK CHARGES	\$ 11,146,122	\$ 12,156,000	\$ 12,056,000	\$ 12,164,000	\$ 8,000	0.1%
WORKER'S COMPENSATION INSURANCE	\$ 11,811,044	\$ 7,800,000	\$ 6,100,000	\$ 8,425,000	\$ 625,000	8.0%
MATERIALS - OPERATIONAL	\$ 8,885,396	\$ 6,882,700	\$ 6,866,700	\$ 5,985,544	\$ (897,156)	-13.0%
UTILITIES & RR&I RELOCATE	\$ 5,567,798	\$ 5,101,500	\$ 4,851,500	\$ 5,101,000	\$ (500)	0.0%
CONTRACTED MAINTENANCE SERVICE	\$ 2,074,501	\$ 4,321,300	\$ 4,117,300	\$ 4,088,500	\$ (232,800)	-5.4%
FUELS AND OILS	\$ 3,346,820	\$ 4,053,350	\$ 3,853,350	\$ 3,285,925	\$ (767,425)	-18.9%
CONSULTING SERVICES	\$ 2,540,528	\$ 3,141,000	\$ 2,990,000	\$ 2,791,157	\$ (349,843)	-11.1%
PROPERTY INSURANCE	\$ 2,035,289	\$ 2,600,000	\$ 2,600,000	\$ 2,300,000	\$ (300,000)	-11.5%
TELEPHONE & TELEGRAPH	\$ 2,566,484	\$ 2,756,500	\$ 2,578,500	\$ 2,272,575	\$ (483,925)	-17.6%
REPLACEMENT PARTS	\$ 2,422,896	\$ 2,201,730	\$ 1,970,730	\$ 2,145,140	\$ (56,590)	-2.6%
SUPPLIES - OPERATIONAL	\$ 1,114,166	\$ 1,425,420	\$ 1,404,420	\$ 1,212,689	\$ (212,731)	-14.9%
POSTAGE AND EXPRESS	\$ 597,305	\$ 472,550	\$ 472,550	\$ 773,340	\$ 300,790	63.7%
OFFICE EQUIPMENT RENTALS	\$ 589,547	\$ 736,860	\$ 736,860	\$ 659,102	\$ (77,758)	-10.6%
SUPPLIES - OFFICE	\$ 431,997	\$ 510,590	\$ 510,590	\$ 452,297	\$ (58,293)	-11.4%
UNIFORMS & ACCESSORIES	\$ 550,409	\$ 470,860	\$ 468,860	\$ 417,170	\$ (53,690)	-11.4%
ARMORED TRUCK SERVICE	\$ 193,481	\$ 240,000	\$ 240,000	\$ 270,000	\$ 30,000	12.5%
DUES, BOOKS & SUBSCRIPTIONS	\$ 329,552	\$ 260,625	\$ 259,625	\$ 174,057	\$ (86,568)	-33.2%
TRAVEL AND SUBSISTENCE	\$ 105,703	\$ 160,330	\$ 159,330	\$ 158,039	\$ (2,291)	-1.4%
EMPLOYEE TRAINING	\$ 104,811	\$ 158,400	\$ 158,400	\$ 134,020	\$ (24,380)	-15.4%
TOOLS & EQUIPMENT	\$ 139,173	\$ 140,522	\$ 139,522	\$ 130,515	\$ (10,007)	-7.1%
OTHER EXPENSES	\$ 60,150	\$ 1,414,837	\$ 1,214,837	\$ 126,289	\$ (1,288,548)	-91.1%
PRINTING & PUBLICATIONS	\$ 18,122	\$ 115,400	\$ 114,400	\$ 100,679	\$ (14,721)	-12.8%
ADVERTISING & PROMOTION	\$ 10,009	\$ 114,500	\$ 114,500	\$ 97,500	\$ (17,000)	-14.8%
OTHER CAPITAL EQUIPMENT	\$ 52,785	\$ 171,020	\$ 165,020	\$ 72,600	\$ (98,420)	-57.5%
EMPLOYMENT MEDICAL EXPENS	\$ 52,965	\$ 40,000	\$ 40,000	\$ 65,000	\$ 25,000	62.5%
OFFICE EQUIPMENT	\$ 23,986	\$ 59,100	\$ 59,100	\$ 37,150	\$ (21,950)	-37.1%
BUILDING EQUIPMENT	\$ 67,414	\$ 102,949	\$ 102,949	\$ 35,541	\$ (67,408)	-65.5%
BOND TRUSTEE	\$ 15,346	\$ 50,000	\$ 50,000	\$ 25,000	\$ (25,000)	-50.0%
ROADWAY EQUIPMENT	\$ 143,311	\$ 60,060	\$ 60,060	\$ 19,000	\$ (41,060)	-68.4%
POLICE CAPITAL EQUIPMENT	\$ 29,189	\$ 10,000	\$ 10,000	\$ 9,500	\$ (500)	-5.0%
TOLL COLLECTION EQUIPMENT	\$ -	\$ 5,000	\$ 5,000	\$ 5,000	\$ (0)	0.0%
CASH HANDLING EQUIPMENT	\$ -	\$ 35,500	\$ 35,500	\$ -	\$ (35,500)	-100.0%
RECOVERY OF EXPENSES	\$ (1,672,507)	\$ (2,375,500)	\$ (2,375,500)	\$ (2,398,700)	\$ (23,200)	1.0%
TOTAL NON-PAYROLL COSTS	\$ 114,718,890	\$ 117,374,050	\$ 113,174,050	\$ 111,350,467	\$ (6,023,583)	-5.1%
TOTAL M & O COSTS	\$ 254,819,351	\$ 265,306,197	\$ 258,306,197	\$ 254,994,034	\$ (10,312,163)	-3.9%

Exhibit 14

2011 Budget by Department

(\$ in Millions)

Department	2009 Actual Expenditures	2010 Original Budget	2010 Revised Budget	2011 Budget Request	\$ Change from Original Budget
Administration	\$3.5	\$4.1	\$4.1	\$3.9	(\$0.2)
Audit	0.6	0.9	0.9	1.0	0.1
Business Systems	43.9	47.2	46.2	45.0	(2.2)
Communications	0.9	1.3	1.3	1.3	0.0
Engineering	64.8	65.6	63.4	61.4	(4.2)
Executive Management & Board of Directors	1.2	1.5	1.5	1.5	0.0
Finance	43.6	44.1	41.9	42.3	(1.8)
Information Technology	8.6	10.4	9.4	9.7	(0.7)
Inspector General	0.6	0.5	0.5	0.8	0.3
Legal	1.4	1.6	1.6	1.6	0.0
Procurement	3.6	3.9	3.9	3.7	(0.2)
State Police	25.6	25.2	25.2	26.8	1.6
Toll Operations	56.2	59.0	58.4	56.0	(3.0)
Total	\$254.8	\$265.3	\$258.3	\$255.0	(\$10.3)

*Numbers may not add to totals due to rounding

Exhibit 15

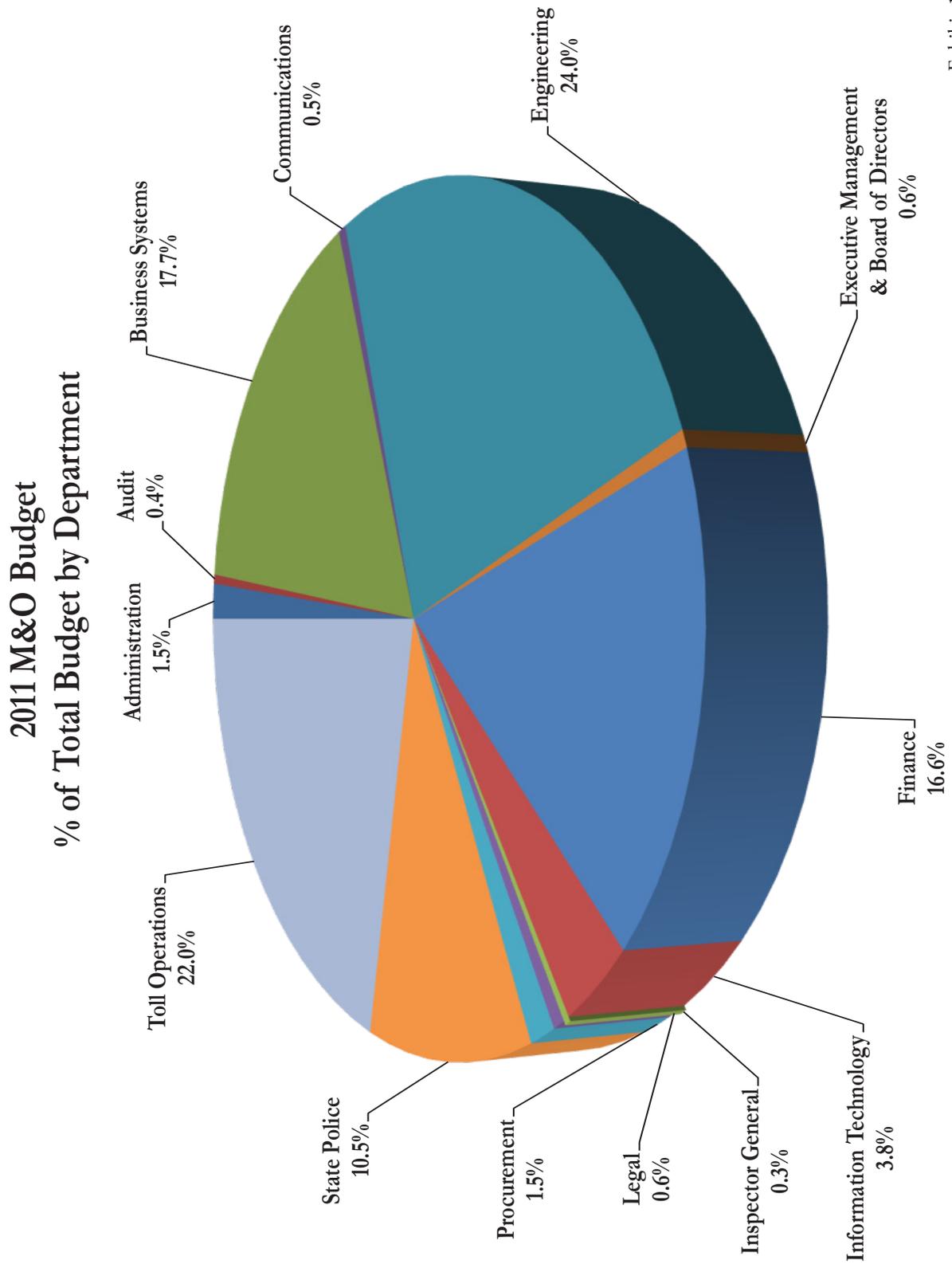


Exhibit 16

Strategic Plan

Overview of Tollway Strategic Plan

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.

With this Mission Statement in mind, the Illinois Tollway is guided by five Strategic Priorities which were reviewed and updated in 2010:

- 1. Promote the regional economy**
- 2. Foster environmental responsibility and sustainability in roadway and agency operations**
- 3. Increase collaboration with regional transportation and planning agencies**
- 4. Further transparency and accountability**
- 5. Enhance customer service for its 1.4 million daily drivers**

These Strategic Priorities represent the Tollway's long-range goals and objectives which have been clearly defined and given top priority by management. These Strategic Priorities are generally considered multi-year programs.

These Strategic Priorities are in turn, aligned with:

Ten Performance Metrics:

These Performance Metrics are reported to Tollway management as well as the Governor's Office on a quarterly basis to ensure that the Tollway's Mission Statement and corresponding Strategic Priorities are kept on track at all times throughout the organization.

- 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 Call Center Responsiveness**

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 attempt to match the Tollway's Performance Metrics with those of similar roadway systems throughout the U.S. comparable statistics are not always available on a consistent basis.

Departmental Goals and Objectives

The Strategic Plan section includes tables and a graph indicating each department's participation in the Tollway's Mission Statement, Strategic Priorities and Performance Metrics. The departmental allocation to the metrics is shown in dollars as well as percentage of budget.

Included in the Departmental Budgets and Narratives section are the 2010 Accomplishments as well as the 2011 Goals and Objectives for each department. Some relate to the Tollway's Strategic Priorities which are generally long-term in nature, while others pertain to internal departmental goals and objectives which are usually short-term in nature and 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. Promote the regional economy
2. Foster environmental responsibility and sustainability in roadway and agency operations
3. Increase collaboration with regional transportation and planning agencies
4. Further transparency and accountability
5. Enhance customer service for its 1.4 million daily drivers

Performance metrics are measured on a quarterly basis, but year-end numbers may reflect either fourth quarter results or a quarterly average for the year to adjust for seasonality.

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2010 Year End	Internal Tollway Target	External Benchmark
1	5	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.	88%	90%	66% - Orlando Orange County Expressway Authority
2	5	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.	83%	80%	57% - Florida Turnpike
3	5	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 = 1.02 PM Peak = 1.08 Total Day = 1.00	AM= 1.00 PM= 1.00 TID= 1.00	AM = 1.16 Atlanta PM = 1.32 Atlanta TID = Not Available
4	4, 5	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 = 6:18 min Fatality Response Time = 5:06 min Property Damage Response Time = 10:06 min	PIR = 6:00 min FR = 4:00 min PDR = 10:00 min	PIR = Not Available FR = 28:00 min PDR = Not Available Washington State Gray Notebook
5	4, 5	Incident Clearance Time	Measures the Tollway's ability to remedy congestion creating traffic incidents.	Personal Injury Clearance Time = 30:45 min Fatality Clearance Time = 2:28:12 hrs Property Damage Clearance Time = 17:30 min	PIC = 1:30 hr FC = 4:30 hr PDC = 45 min	PIC = 2:50 hr FC = 4:06 hr PDC = Not Available Washington State Gray Notebook
6	1, 4	Const. Program Budget to Committed Contract Variance	Measures the Tollway's ability to manage its construction program to budget.	-19.8%	0%	Not Available

Exhibit 17

Overview of Tollway Operating Metrics

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2010 Year End	Internal Tollway Target	External Benchmark
7	2	Pavement Rating	Measures the condition of the Tollway's roads.	Excellent = 55% Good = 21% Transitional = 13% Fair = 8% Poor = 0% Not Available = 3%	Excellent=100% Good=0% Transitional=0% Fair=0% Poor=0% Failed=0% NA=0%	Excellent=25% Good=59% Transitional=0% Fair=10% Poor=6% Failed=0% NA=0% Oregon DOT
8	4	Frontline Staff Percentage	Measures the percentage of frontline employees to total employees.	74%	80%	Not Available
9	4	Total Transactions per FTE	Measures the efficiency of service delivery.	1467	1200	598 - Oklahoma
10	5	I-PASS Call Center Responsiveness	Measures the responsiveness of the I-PASS Call Center to customer calls.	1) Percentage of Calls Answered within 20 seconds = 55% 2) Avg. Abandon Time = 2.52 min 3) Avg. Time to Address Call = 2.48 min	1) = 75% 2) = NA 3) = NA	1) = 80% 2) = NA 3) = NA Orlando Orange County Expressway Authority

Performance Measurements - Historical Trends

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2007 Year End	2008 Year End	2009 Year End	2010 Year End
1	5	I-PASS Rush Hour Transactions Percentage	83%	86%	85%	88%
2	5	I-PASS All Hours Transactions Percentage	80%	81%	82%	83%
3	5	Travel Time Index Congestion Measure	AM Peak = 1.11 PM Peak = 1.19 Total Day = 1.06	AM Peak = 1.14 PM Peak = 1.25 Total Day = 1.12	AM Peak = 1.07 PM Peak = 1.19 Total Day = 1.08	AM Peak = 1.02 PM Peak = 1.08 Total Day = 1.00
4	4, 5	Incident Response Time	Personal Injury Response Time = 6:54 min Fatality Response Time = 5:12 min Property Damage Response Time = 10:18 min	Personal Injury Response Time = 6:41 min Fatality Response Time = 8:43 min Property Damage Response Time = 10:56 min	Personal Injury Response Time = 7:25 min Fatality Response Time = 7:19 min Property Damage Response Time = 10:36 min	Personal Injury Response Time = 6:18 min Fatality Response Time = 5:06 min Property Damage Response Time = 10:06 min
5	4, 5	Incident Clearance Time	Personal Injury Clearance Time = 35:56 min Fatality Clearance Time = 2:27:32 hr Property Damage Clearance Time = 17:35 min	Personal Injury Clearance Time = 34:59 min Fatality Clearance Time = 3:01:22 hr Property Damage Clearance Time = 17:52 min	Personal Injury Clearance Time = 38:53 min Fatality Clearance Time = 2:12:14 hrs Property Damage Clearance Time = 17:03 min	Personal Injury Clearance Time = 30:45 min Fatality Clearance Time = 2:28:12 hrs Property Damage Clearance Time = 17:30 min
6	1, 4	Const. Program Budget to Committed Contract Variance	-25.2%	-19.7%	-28.2%	-19.8%

Performance Measurements - Historical Trends

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2007 Year End	2008 Year End	2009 Year End	2010 Year End
7	2	Pavement Rating	Excellent = 62% Good = 23% Transitional = 0% Fair = 9% Poor = 5% Not Available = 1%	Excellent = 32% Good = 27% Transitional = 8% Fair = 3% Poor = 0% Not Available = 30%	Excellent = 32% Good = 27% Transitional = 8% Fair = 3% Poor = 0% Not Available = 30%	Excellent = 55% Good = 21% Transitional = 13% Fair = 8% Poor = 0% Not Available = 3%
8	4	Frontline Staff Percentage	76%	75%	74%	74%
9	4	Total Transactions per FTE	1331	1333	1313	1467
10	5	I-PASS Call Center Responsiveness	1) Percentage of Calls Answered within 20 seconds = 63.5% 2) Avg. Abandon Time = 2.29 min 3) Avg. Time to Address Call = 1.11 min*	1) Percentage of Calls Answered within 20 seconds = 46.4% 2) Avg. Abandon Time = 6.04 min 3) Avg. Time to Address Call = 3.55 min**	1) Percentage of Calls Answered within 20 seconds = 68.3% 2) Avg. Abandon Time = 5.47 min 3) Avg. Time to Address Call = 2.35 min	1) Percentage of Calls Answered within 20 seconds = 55% 2) Avg. Abandon Time = 2.52 min 3) Avg. Time to Address Call = 2.48 min

* Increase due to consolidation of Call Center operations.

** Increase due to high volume of calls regarding violation notices.

Tollway Strategic Plan
Summary by Metric and Department

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. Promote the regional economy
2. Foster environmental responsibility and sustainability in roadway and agency operations
3. Increase collaboration with regional transportation and planning agencies
4. Further transparency and accountability
5. Enhance customer service for its 1.4 million daily drivers

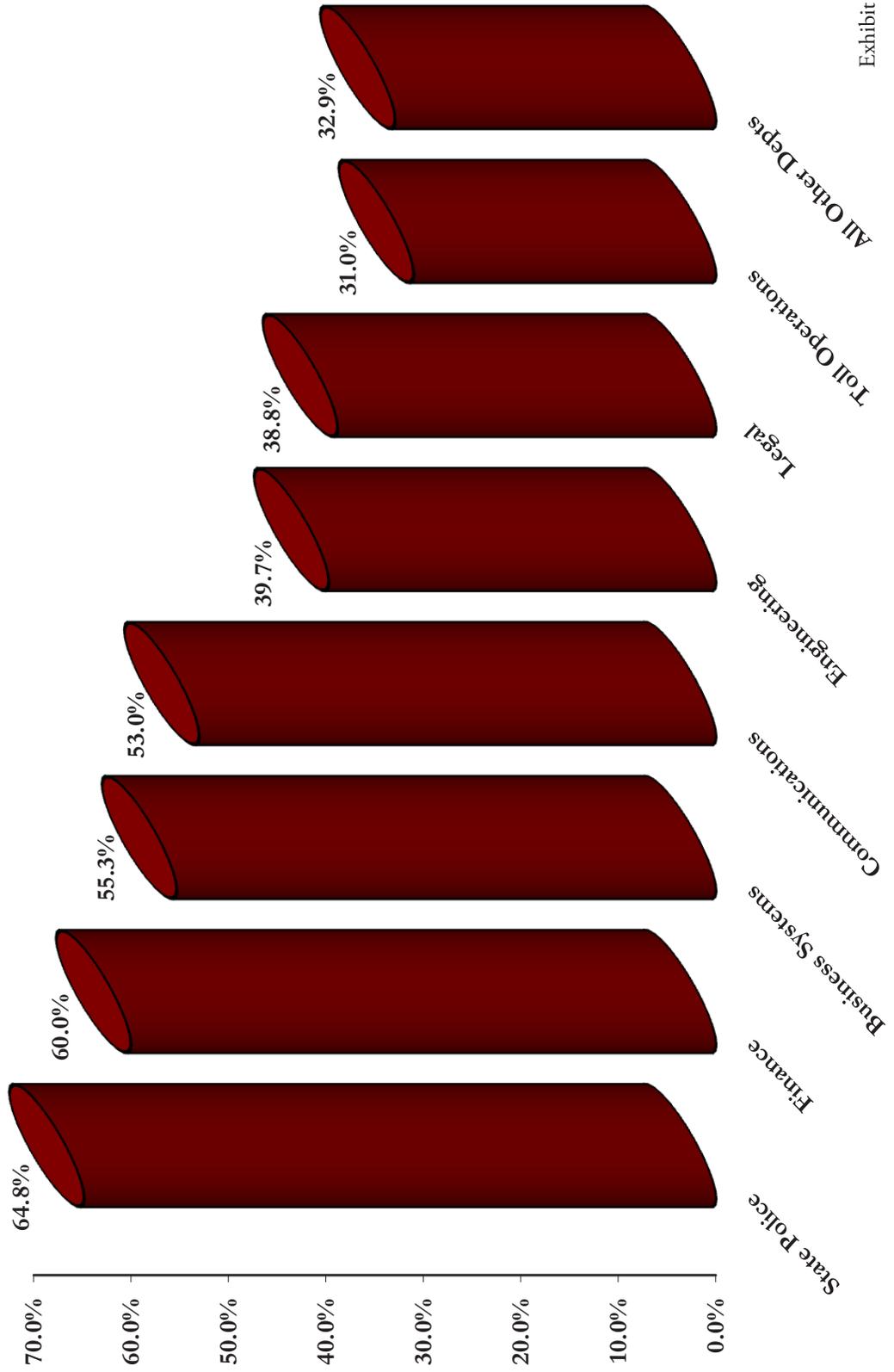
Performance Metrics:

Perf Metric #	Aligned with Strat Priority #	Performance Metric	Administration	Audit	Business Systems	Communications	Engineering	Executive Office	Finance	Information Technology	Inspector General	Legal	Procurement	State Police	Toll Operations	Total Cost Identified w/Metric
1	5	IPASS Rush Hour Transactions Percentage	\$ -	\$ 8,660	\$ 958,401	\$ 104,684	\$ 124,978	\$ -	\$ 8,719	\$ -	\$ -	\$ 62,192	\$ -	\$ -	\$ -	\$ 1,267,634
2	5	IPASS All Hours Transactions Percentage	\$ 477,578	\$ 8,660	\$ 958,401	\$ 111,724	\$ 124,978	\$ -	\$ 8,719	\$ 64,314	\$ -	\$ 62,192	\$ -	\$ -	\$ -	\$ 1,816,566
3	5	Travel Time Index Congestion Measure	\$ -	\$ -	\$ 652,619	\$ 329,833	\$ -	\$ -	\$ 8,719	\$ -	\$ -	\$ 62,192	\$ -	\$ -	\$ 3,841,161	\$ 4,894,524
4	4, 5	Accident Response Time	\$ -	\$ -	\$ 108,770	\$ -	\$ 5,665,142	\$ -	\$ 8,719	\$ 226,497	\$ -	\$ 62,192	\$ -	\$ 3,526,300	\$ 27,464	\$ 9,625,084
5	4, 5	Accident Clearance Time	\$ -	\$ -	\$ -	\$ -	\$ 5,433,256	\$ -	\$ 8,719	\$ 322,365	\$ -	\$ 62,192	\$ -	\$ 8,228,032	\$ -	\$ 14,054,564
6	1, 4	Const. Program Budget to Committed Contract Variance	\$ -	\$ -	\$ 151,992	\$ -	\$ 2,116,848	\$ 68,044	\$ 447,331	\$ -	\$ -	\$ 62,192	\$ 155,674	\$ -	\$ -	\$ 3,002,081
7	2	Pavement Rating	\$ -	\$ -	\$ -	\$ -	\$ 6,556,431	\$ -	\$ -	\$ -	\$ -	\$ 62,192	\$ -	\$ -	\$ -	\$ 6,618,623
8	4	Frontline Staff Percentage	\$ -	\$ -	\$ 6,582,580	\$ 162,576	\$ 4,493,136	\$ 68,044	\$ 24,910,030	\$ -	\$ -	\$ 62,192	\$ -	\$ 5,613,279	\$ 9,505,065	\$ 51,396,902
9	4	Total Transactions per FTE	\$ -	\$ -	\$ 761,388	\$ -	\$ -	\$ -	\$ 8,719	\$ -	\$ -	\$ 62,192	\$ -	\$ -	\$ 3,802,026	\$ 4,634,325
10	5	IPASS Call Center Responsiveness	\$ -	\$ -	\$ 14,669,400	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 62,192	\$ -	\$ -	\$ -	\$ 14,731,592
TOTAL BY DEPARTMENT			\$ 477,578	\$ 17,320	\$ 24,843,551	\$ 708,817	\$ 24,514,769	\$ 136,088	\$ 25,409,675	\$ 613,176	\$ -	\$ 621,920	\$ 155,674	\$ 17,367,611	\$ 17,175,716	\$ 112,041,895

Departmental Allocation to Metrics	12.1%	1.7%	55.3%	53.0%	39.7%	8.6%	60.0%	6.2%	0.0%	38.8%	4.3%	64.8%	31.0%	43.9%
2011 M&O Budget by Department	\$3,945,776	\$1,014,779	\$44,945,092	\$1,338,454	\$61,710,229	\$1,587,276	\$42,317,516	\$9,888,154	\$767,577	\$1,602,282	\$3,650,108	\$26,813,837	\$55,412,955	\$254,994,034

Exhibit 19

Tollway Strategic Plan Departmental Budget Allocation to Metrics



Fiscal Year 2011 Budget

Exhibit 20

Tollway Strategic Plan by Metric and Department

PERFORMANCE METRIC #1 - I-PASS RUSH HOUR TRANSACTIONS PERCENTAGE

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries/Wages FICA/Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Audit	41	2	\$ 173,209	5%	\$ 8,660	\$ -	\$ 8,660
Finance	14	1	\$ 124,554	7%	\$ 8,719	\$ -	\$ 8,719
Communications	53	5	\$ 619,329	11%	\$ 68,684	\$ 36,000	\$ 104,684
Engineering	86	2	\$ 249,956	50%	\$ 124,978	\$ -	\$ 124,978
Business Systems	39	8	\$ 852,432	10%	\$ 85,243	\$ 3,000	\$ 88,243
Business Systems	61	10	\$ 976,978	8%	\$ 78,158	\$ 792,000	\$ 870,158
Legal	35	12	\$ 1,407,857	3%	\$ 45,192	\$ 17,000	\$ 62,192
Total					\$ 419,634	\$ 848,000	\$ 1,267,634

OUTPUTS (Activities Performed)

Toll Audit - Lane and report testing/verification to ensure accurate data reporting.
 Finance - Produces quarterly and annual reports involving I-PASS usage.
 Communications - Creates/distributes press releases/stories, advertising and promotional material that raises awareness and generates increased sales/usage.
 Engineering (Planning) - Develops monthly, quarterly and annual reports on I-PASS transactions.
 Business Systems - Responsible for performance measurement and related projects.
 Business Systems - Manages the maintenance contract for electronic tolling equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
 Legal - Provides legal counsel to Tollway as required regarding scope of performance metrics.

EFFICIENCY (Output Measurement)

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. Measures rush hour I-PASS transactions as a percentage of total transactions. The current I-PASS rush hour rate is 88%, which is closing in on internal target of 90%.

EFFECTIVENESS (Benchmarking)

External benchmark based on similar toll agencies in U.S. is 66%.

Tollway Strategic Plan by Metric and Department

PERFORMANCE METRIC #2 - I-PASS ALL HOURS TRANSACTIONS PERCENTAGE

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries/Wages FICA/Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Audit	41	2	\$ 173,209	5%	\$ 8,660	\$ -	\$ 8,660
Finance	14	1	\$ 124,554	7%	\$ 8,719	\$ -	\$ 8,719
Administration	51	4	\$ 231,468	39%	\$ 89,578	\$ 388,000	\$ 477,578
Communications	53	6	\$ 667,169	11%	\$ 75,724	\$ 36,000	\$ 111,724
Engineering	86	2	\$ 249,956	50%	\$ 124,978	\$ -	\$ 124,978
Information Tech	16	6	\$ 428,760	15%	\$ 64,314	\$ -	\$ 64,314
Business Systems	39	8	\$ 852,432	10%	\$ 85,243	\$ 3,000	\$ 88,243
Business Systems	61	10	\$ 976,978	8%	\$ 78,158	\$ 792,000	\$ 870,158
Legal	35	12	\$ 1,407,857	3%	\$ 45,192	\$ 17,000	\$ 62,192
Total			\$ 1,236,000		\$ 580,566	\$ 1,236,000	\$ 1,816,566

OUTPUTS (Activities Performed)

Toll Audit - Lane and report testing/verification to ensure accurate data reporting.
 Finance - Produces quarterly and annual reports on I-PASS usage.
 Administration - Mail & Duplication Center merges, compiles and mails monthly statements, insufficient funds, expiring credit cards, decline letters, info updates, and post-paid billing for I-PASS.
 Communications - Creates/distributes press releases/stories, advertising and promotional material that raises awareness and generates increased sales/usage.
 Engineering (Planning) - Develops monthly, quarterly and annual reports on I-PASS transactions.
 Information Tech - Creates backup files for I-PASS transaction data.
 Information Tech - Supports, manages and maintains the fiber optic cable plant which I-PASS relies upon.
 Business Systems - Responsible for performance measurement and related projects.
 Business Systems - Manages the maintenance contract for electronic tolling equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
 Legal - Provides legal counsel to Tollway as required regarding scope of performance metrics.

EFFICIENCY (Output Measurement)

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. Measures I-PASS transactions (all hours) as a percentage of total transactions. The current I-PASS rate is 83%, which compares favorably to internal target of 80%.

EFFECTIVENESS (Benchmarking)

External benchmark based on similar toll agencies in U.S. is 57%.

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #3 - TRAVEL TIME INDEX CONGESTION MEASURE

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries/Wages FICA/Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Finance	14	1	\$ 124,554	7%	\$ 8,719	\$ -	\$ 8,719
Communications	53	7	\$ 767,937	27%	\$ 209,033	\$ 120,800	\$ 329,833
Business Systems	61	10	\$ 976,978	6%	\$ 58,619	\$ 594,000	\$ 652,619
Toll Operations	55, 56	539	\$ 37,711,610	10%	\$ 3,771,161	\$ 70,000	\$ 3,841,161
Legal	35	12	\$ 1,407,857	3%	\$ 45,192	\$ 17,000	\$ 62,192
Total			\$ 4,092,723		\$ 801,800	\$ 4,894,523	

OUTPUTS (Activities Performed)

Finance - Updating performance measurements for Governor's Quarterly Report.
 Communications - Provides information to users about road conditions to help minimize congestion.
 Business Systems - Manages the maintenance contract for electronic tolling equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
 Toll Operations - Toll Services monitors efficiency of collection personnel and provides proper time-of-day and seasonal staff to ensure minimum congestion at plazas.
 Legal - Provides legal counsel to Tollway as required regarding scope of performance metrics.

EFFICIENCY (Output Measurement)

Measures the amount of systemwide traffic congestion.
 It is the ratio between the average travel time and the free flow travel time (60mph). Values greater than 1.00 reflect congestion.
 Current AM Peak = 1.02
 Current PM Peak = 1.08
 Total Day (TD) = 1.00

EFFECTIVENESS (Benchmarking)

External benchmarks from similar toll agencies in U.S. include: Atlanta AM = 1.16, Atlanta PM = 1.32, Total Day (TD) = NA.

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #4 - ACCIDENT RESPONSE TIME

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries/Wages FICA/Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Engineering	66	10	\$ 752,966	10%	\$ 75,297	\$ 74,000	\$ 149,297
Engineering	67	70	\$ 6,309,042	15%	\$ 946,356	\$ 777,708	\$ 1,724,064
Engineering	64,81	414	\$ 32,938,242	10%	\$ 3,457,953	\$ 333,828	\$ 3,791,781
Finance	14	1	\$ 124,554	7%	\$ 8,719	\$ -	\$ 8,719
Information Tech	16	2	\$ 247,203	20%	\$ 49,441	\$ -	\$ 49,441
Information Tech	82	8	\$ 590,187	30%	\$ 177,056	\$ -	\$ 177,056
Toll Operations	45	33	\$ 2,446,350	1%	\$ 24,464	\$ 3,000	\$ 27,464
Business Systems	61	10	\$ 976,978	1%	\$ 9,770	\$ 99,000	\$ 108,770
Legal	35	12	\$ 1,407,857	3%	\$ 45,192	\$ 17,000	\$ 62,192
State Police	37	204	\$ 23,388,664	15%	\$ 3,508,300	\$ 18,000	\$ 3,526,300
Total					\$ 8,302,546	\$ 1,322,536	\$ 9,625,082

OUTPUTS (Activities Performed)

Engineering (Traffic Operations) - Traffic Incident Management Systems (TIMS) analyzes the type of deployment needed to handle an incident, i.e. # of State Police, HELP trucks, Roadway Maintenance trucks, caution signs, fire truck, ambulance, tow truck, etc.
 Engineering (Fleet Maintenance) - 15% of M&O cost allocated to this metric.
 Engineering - Activities performed by Roadway Maintenance and Dispatch.
 Finance - Updating performance measurements for Governor's Quarterly Report.
 Information Tech (Data Communications) - Manages & maintains electronic messaging, internet connectivity, & Blackberry enterprise servers for emergency response communications.
 Information Tech (Operations & Customer Support) - Provides communication support for two-way radio system, dispatch consoles, SONET Fiber Optic Network for State Police and CAD (Computer Aided Dispatch).
 Toll Operations - On-site maintenance and clearance of automatic collections when emergencies occur at ramps and plazas.
 Business Systems - Manages the maintenance contract for electronic tolling equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
 Legal - Provides legal counsel to Tollway as required regarding scope of performance metrics.
 State Police - Provides overall management of accident scene.

EFFICIENCY (Output Measurement)

Measures the Tollway's ability to identify congestion creating traffic incidents and get units promptly to the scene.
 The average amount of time (in minutes) required by the Tollway from incident identification (e.g. accident) to first response unit arrival. Incident Response Time is divided into three categories:

- Personal Injury Response Time (Current) = 6:18 min
- Fatality Response Time (Current) = 5:06 min
- Property Damage Response Time (Current) = 10:06 min

EFFECTIVENESS (Benchmarking)

External benchmark from similar toll agencies in U.S. or worldwide - fatality response time = 28:00 min - Washington State Gray Notebook.

Tollway Strategic Plan by Metric and Department

PERFORMANCE METRIC #5 - ACCIDENT CLEARANCE TIME

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries/Wages FICA/Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Engineering	66	10	\$ 752,966	49%	\$ 368,953	\$ 141,911	\$ 510,864
Engineering	67	70	\$ 6,309,042	15%	\$ 946,356	\$ 777,708	\$ 1,724,064
Engineering	64,81	414	\$ 32,938,242	9%	\$ 2,912,650	\$ 285,678	\$ 3,198,328
Finance	14	1	\$ 124,554	7%	\$ 8,719	\$ -	\$ 8,719
Information Tech	16	3	\$ 376,091	25%	\$ 94,023	\$ -	\$ 94,023
Information Tech	82	6	\$ 496,825	25%	\$ 124,206	\$ -	\$ 124,206
Information Tech	48	4	\$ 347,120	30%	\$ 104,136	\$ -	\$ 104,136
Legal	35	12	\$ 1,407,857	3%	\$ 45,192	\$ 17,000	\$ 62,192
State Police	37	204	\$ 23,388,664	35%	\$ 8,186,032	\$ 42,000	\$ 8,228,032
Total					\$ 12,790,269	\$ 1,264,297	\$ 14,054,565

OUTPUTS (Activities Performed)

Engineering (Traffic Operations) - activities include staying in communication with various employees on the scene.
 Engineering (Fleet Maintenance) - 15% of M&O cost allocated to this metric.
 Engineering - Activities performed by Roadway Maintenance and Dispatch.
 Finance - Updating performance measurements for Governor's Quarterly Report.
 Information Tech (Data Communications) - Provides support for the Cisco-based network, PC & electronic messaging platform, and CAD (Computer Aided Dispatch) System used by State Police.
 Information Tech (Operations & Customer Support) - Provides technical support for the Two-Way Radio System, Dispatch consoles, TMS, SONET Fiber Optic Network, and CAD System used by State Police and the Tollway's Maintenance and HELP trucks.
 Information Tech (Enterprise Info Systems) - Provides operational and technical support for the CAD System used by the State Police and the Tollway's Maintenance and HELP trucks.
 Legal - Provides legal counsel to Tollway as required regarding scope of performance metrics.
 State Police - Provides overall management of accident scene.

EFFICIENCY (Output Measurement)

Measures the Tollway's ability to remedy congestion creating traffic incidents.
 The average amount of time (in minutes) required by the Tollway from the time the first unit arrives on the scene to the time the last unit clears the scene. Incident Clearance Time is divided into three categories:
 Personal Injury Clearance Time (PIC) (Current) = 30:45 min
 Fatality Clearance (FC) Time (Current) = 2:28:12 hrs
 Property Damage Clearance (PDC) Time (Current) = 17:30 min

EFFECTIVENESS (Benchmarking)

External Benchmark from similar toll agencies in U.S. - PIC = 2:50 hr, FC = 4:06 hr, PDC = NA - Washington State Gray Notebook.

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #6 - CONST. PROGRAM BUDGET TO COMMITTED CONTRACT VARIANCE

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries/Wages FICA/Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Finance	11	10	\$ 487,821	33%	\$ 160,981	\$ -	\$ 160,981
Finance	14	1	\$ 124,554	7%	\$ 8,719	\$ -	\$ 8,719
Finance	14	4	\$ 396,616	70%	\$ 277,631	\$ -	\$ 277,631
Business Systems	39	8	\$ 852,432	5%	\$ 42,622	\$ 600	\$ 43,222
Business Systems	61	10	\$ 976,978	1%	\$ 9,770	\$ 99,000	\$ 108,770
Executive Office	31,33	7	\$ 1,360,877	5%	\$ 68,044	\$ -	\$ 68,044
Legal	35	12	\$ 1,407,857	3%	\$ 45,192	\$ 17,000	\$ 62,192
Procurement	49	23	\$ 1,556,736	10%	\$ 155,674	\$ -	\$ 155,674
Engineering	63,83	43	\$ 2,748,657	37%	\$ 1,008,968	\$ 1,107,880	\$ 2,116,848
Total					\$ 1,777,601	\$ 1,224,480	\$ 3,002,081

OUTPUTS (Activities Performed)

Finance (Accounts Payable) - Supports payment of roadway construction costs.
 Finance - Activities include budgeting all capital projects, tracking and reporting actual capital expenditures for those projects and performance reporting.
 Business Systems - Responsible for Performance Measurement and related projects.
 Business Systems - Manages the maintenance contract for electronic tolling equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
 Executive Office - Promotes and upholds the Tollway's Mission Statement and Strategic Priorities.
 Legal - Provides legal counsel to Tollway as required regarding scope of performance metric.
 Procurement - All Purchasing functions related to the Congestion-Relief Program.
 Engineering - Activities performed by the Chief of Engineering staff and the Permits & Utilities staff.

EFFICIENCY (Output Measurement)

Measures the Tollway's ability to manage its construction program to budget.
 Variance between the Budget for the Congestion-Relief Program (12-year Capital Construction Program) and the contracts committed to date.
 Program budget to committed contract variance (Current) = -19.8%.
 The internal target is 0.0% (on budget or below).

EFFECTIVENESS (Benchmarking)

External benchmark from similar toll agencies in U.S. or worldwide - not currently available.

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #7 - PAVEMENT RATING

INPUTS (Resources Utilized)

<u>Department</u>	<u>Cost Center</u>	<u>Number of Employees Related to Metric</u>		<u>Annual Salaries/Wages FICA/Retirement</u>	<u>Percentage of Time Spent on Metric</u>	<u>Estimated Personnel Cost</u>	<u>Other Related Expenses</u>	<u>Total Cost Related to Metric</u>
		<u>Metric</u>	<u>to Metric</u>					
Engineering	63,64	410		\$ 32,694,477	17%	\$ 5,679,995	\$ 876,436	\$ 6,556,431
Legal	35	12		\$ 1,407,857	3%	\$ 45,192	\$ 17,000	\$ 62,192
Total				\$ 34,102,334		\$ 5,725,187	\$ 893,436	\$ 6,618,623

OUTPUTS (Activities Performed)

Engineering - Activities performed by Chief of Engineering staff and Roadway Maintenance personnel.
 Legal - Provides legal counsel to Tollway as required regarding scope of performance metric.

EFFICIENCY (Output Measurement)

Measures the condition of the Tollway's roads.
 Pavement Rating based on the Illinois Department of Transportation's (IDOT) Pavement Condition Rating System or CRS:
 Excellent (Current) = 55%
 Good (Current) = 21%
 Transitional (Current) = 13%
 Fair (Current) = 8%
 Poor (Current) = 0%
 Not Available (Current) = 3%

EFFECTIVENESS (Benchmarking)

External benchmark - Oregon DOT:
 Excellent = 25%
 Good = 59%
 Transitional = 0%
 Fair = 10%
 Poor = 6%
 Not Available = 0%

Tollway Strategic Plan by Metric and Department

PERFORMANCE METRIC #8 - FRONTLINE STAFF PERCENTAGE

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries/Wages FICA/Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Finance	40	3	\$ 141,273	40%	\$ 56,509	\$ -	\$ 56,509
Finance	14	1	\$ 124,554	7%	\$ 8,719	\$ -	\$ 8,719
Finance	46	1198	\$ -	100%	\$ -	\$ 24,844,802	\$ 24,844,802
Communications	53	4	\$ 470,694	22%	\$ 101,576	\$ 61,000	\$ 162,576
Business Systems	61	10	\$ 976,978	16%	\$ 156,316	\$ 845,500	\$ 1,001,816
Business Systems	43	48	\$ 2,397,693	40%	\$ 959,077	\$ 4,621,687	\$ 5,580,764
Executive Office	31,33	7	\$ 1,360,877	5%	\$ 68,044	\$ -	\$ 68,044
Toll Operations	56	541	\$ 37,427,760	25%	\$ 9,356,940	\$ 148,125	\$ 9,505,065
Legal	35	12	\$ 1,407,857	3%	\$ 45,192	\$ 17,000	\$ 62,192
State Police	37	204	\$ 23,388,664	24%	\$ 5,613,279	\$ -	\$ 5,613,279
			63,64,66				
Engineering		484	\$ 38,379,781	10%	\$ 3,837,978	\$ 655,158	\$ 4,493,136
Total					\$ 20,203,631	\$ 31,193,272	\$ 51,396,903

OUTPUTS (Activities Performed)

Finance (General Accounting) - Cashiering for violation processing.
 Finance - Updating performance measurements for Governor's Quarterly Report.
 Finance (Risk Management) - Allocation of Group Health and Worker's Comp Insurance for 1,302 frontline Tollway employees.
 Communications - Activities include promoting to the public the advantages of having I-PASS using various forms of marketing and advertising.
 Business Systems - Manages the maintenance contract for electronic tolling equipment, supports the I-PASS Call Center, E-ZPass Reciprocity System and the Interagency Group membership.
 Executive Office - Promotes and upholds the Tollway's Mission Statement and Strategic Priorities.
 Toll Operations - Toll Collection personnel are the face of the Tollway. Management ensures that courteous, well-trained staff serve the public.
 Legal - Provides legal counsel to Tollway as required regarding scope of performance metric.
 State Police - 185 State Troopers and 19 office personnel spend approximately 24-25% of their time dealing directly with the public.
 Engineering - Activities performed by Engineering/Planning staff, Roadway Maintenance, Traffic Operations and Dispatch personnel.

EFFICIENCY (Output Measurement)

Measures the percentage of frontline employees to total employees.
 Identify the number of frontline employees divided by total employees - Current = 74%.
 Internal Target = 80%.

EFFECTIVENESS (Benchmarking)

External benchmark from similar toll agencies in U.S. or worldwide - not currently available.

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #9 - TOTAL TRANSACTIONS PER FTE

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries/Wages FICA/Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Finance	14	1	\$ 124,554	7%	\$ 8,719	\$ -	\$ 8,719
Business Systems	61	10	\$ 976,978	7%	\$ 68,388	\$ 693,000	\$ 761,388
Toll Operations	56	541	\$ 37,427,760	10%	\$ 3,742,776	\$ 59,250	\$ 3,802,026
Legal	35	12	\$ 1,407,857	3%	\$ 45,192	\$ 17,000	\$ 62,192
Total					\$ 3,865,075	\$ 769,250	\$ 4,634,325

OUTPUTS (Activities Performed)

Finance - Updates performance measurements for Governor's Quarterly Report.
 Business Systems - Manages the maintenance contract for electronic tolling equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
 Toll Operations (Toll Services) - Manages the size and assignment of staff necessary to meet demand most efficiently.
 Legal - Provides legal counsel to Tollway as required regarding scope of performance metrics.

EFFICIENCY (Output Measurement)

Measures the efficiency of service delivery.
 [Quarterly transactions divided by the number of days in the quarter] divided by the number of budgeted FTE's. Current = 1,467 transactions per FTE
 Internal target = 1,200 transactions per FTE.

EFFECTIVENESS (Benchmarking)

External benchmark from similar toll agencies in U.S. or worldwide = 598 Transactions per FTE for Oklahoma.

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #10 - I-PASS CALL CENTER RESPONSIVENESS

INPUTS (Resources Utilized)

Department	Center	Cost	Number of Employees Related to Metric	Annual Salaries/Wages FICA/Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Business Systems	43	\$	0	\$	0%	\$	14,669,400	\$ 14,669,400
Legal	35	\$	12	1,407,857	3%	45,192	17,000	\$ 62,192
Total		\$		\$		\$	\$ 14,686,400	\$ 14,731,592

OUTPUTS (Activities Performed)

Business Systems - Cost to operate the I-PASS Call Center.
 Legal - Provides legal counsel to Tollway as required regarding scope of performance metric.

EFFICIENCY (Output Measurement)

Measures the responsiveness of the I-PASS Call Center to customer calls.
 The Tollway's I-PASS Call Center vendor tracks the following metrics under terms of its contract:
 1) Percentage of Calls Answered within 20 seconds. Current = 55%
 2) Average Abandon Time. Current = 2.52 min.
 3) Average Time to Address Call. Current = 2.48 min.

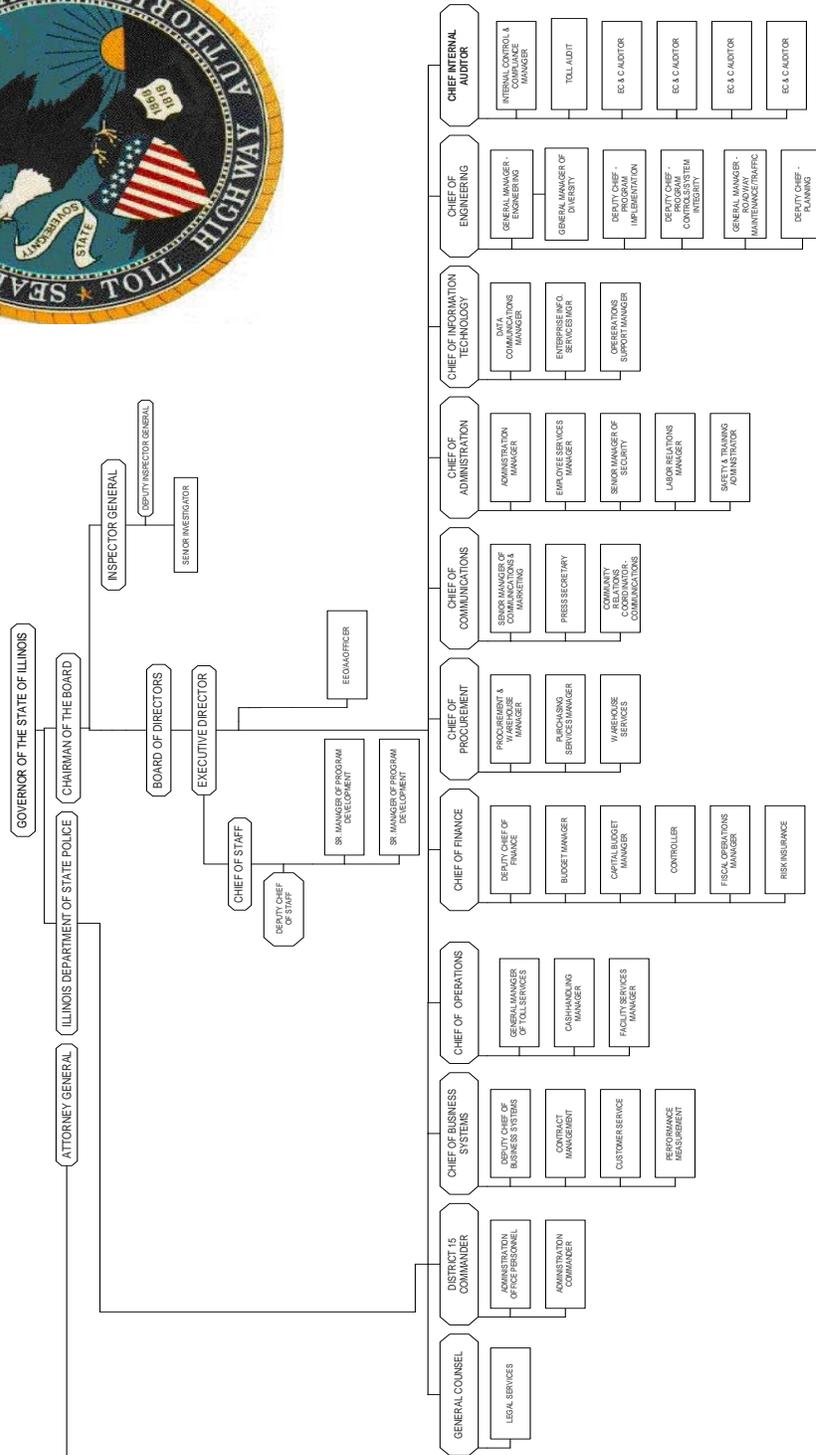
EFFECTIVENESS (Benchmarking)

External benchmark from similar toll agencies in U.S. or worldwide:
 1) Percentage of calls answered in 20 seconds = 80% Orlando Orange County Expressway Authority.
 2) NA
 3) NA

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2010 Departmental Budgets and Narratives

TABLE OF ORGANIZATION



Department	Functions	2011 Budget	Headcount
Administration	Responsible for the development and implementation of administrative policies and procedures and employee compliance therewith	\$3,945,776	34
Audit	Responsible for recommending improvements and changes that increase the economy, efficiency and effectiveness of Tollway projects and processes	\$1,014,779	11
Business Systems	Responsible for the operation and maintenance of the Open Road Tolling System and collection of toll revenue from toll violators	\$44,945,092	66
Communications	Responsible for all external and internal communications between the Tollway and its constituents	\$1,338,454	11
Engineering	Responsible for the planning, design, construction, program management and maintenance of the roadway	\$61,710,229	576
Executive Management & Board of Directors Office	Sets Policies for the organization and overall management of the Tollway	\$1,587,276	7
Finance	Responsible for financial reporting, accounting, budgeting, AP, payroll, risk management, fiscal operations, and bond issuances	\$42,317,516	51
Information Technology	Responsible for planning, directing, managing and controlling all information technologies and telecommunications throughout the Tollway	\$9,888,154	68
Inspector General	Responsible for investigating instances of waste, inefficiencies, fraud, corruption, misconduct and mismanagement of the day to day operations of the Tollway	\$767,577	6
Legal	Legal advisor and attorney for the Tollway	\$1,602,282	12
Procurement	Responsible for all purchasing and procurement issues, and is authorized to execute contracts and place orders for goods and services	\$3,650,108	53
Illinois State Police District 15	Responsible for providing comprehensive law enforcement services	\$26,813,837	19
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	\$55,412,955	684

Exhibit 22

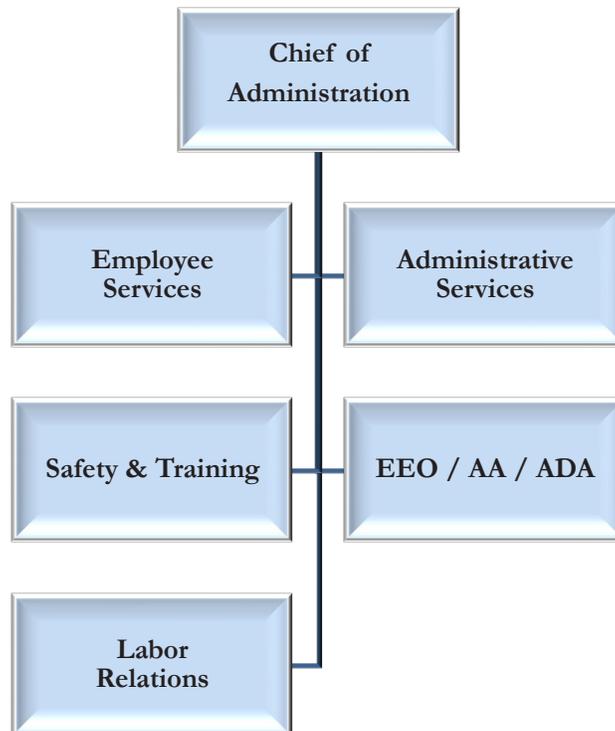
Administration

Description:

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 ensures that interdepartmental as well as inter-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 & Training
- EEO/AA/ADA
- Labor Relations (Grievances & Labor Negotiations)



MAJOR ACCOUNT DESCRIPTION	2009 Actual	Original / Revised 2010 Budget	2011 Request	\$ Change from Original Budget	% Change
SALARY & WAGES	\$1,783,105	\$1,977,576	\$1,827,604	(\$149,972)	-7.6%
FICA & RETIREMENT	571,314	731,010	701,672	(29,338)	-4.0%
TELEPHONE & TELEGRAPH	698,089	726,000	739,000	13,000	1.8%
OFFICE EQUIPMENT RENTALS	279,235	416,100	342,000	(74,100)	-17.8%
SUPPLIES - OFFICE	51,294	87,000	87,000	-	0.0%
OFFICE EQUIPMENT-MAINTENANCE	37,765	49,500	66,000	16,500	33.3%
EMPLOYMENT MEDICAL EXPENSE	52,965	40,000	65,000	25,000	62.5%
OUTSIDE SERVICES	39,612	34,500	54,000	19,500	56.5%
EMPLOYEE TRAINING	12,987	15,000	15,000	-	0.0%
TRAVEL AND SUBSISTENCE	887	9,000	9,000	-	0.0%
DUES, BOOKS & SUBSCRIPTIONS	8,612	9,000	9,000	-	0.0%
SUPPLIES - OPERATIONAL	3,563	12,000	8,500	(3,500)	-29.2%
OFFICE EQUIPMENT	4,573	7,500	7,000	(500)	-6.7%
POSTAGE AND EXPRESS	100,092	8,200	6,000	(2,200)	-26.8%
BUILDING EQUIPMENT	1,400	5,000	5,000	-	0.0%
ADVERTISING & PROMOTION	250	3,500	3,500	-	0.0%
PRINTING & PUBLICATIONS	238	1,500	500	(1,000)	-66.7%
OTHER MINOR ACCOUNTS	5,923	10,600	-	(10,600)	
SUBTOTAL	\$3,651,905	\$4,142,986	\$3,945,776	(\$197,210)	-4.8%
RECOVERY OF EXPENSES	(\$122,187)	(\$1,800)	-	\$1,800	-100.0%
DEPARTMENT TOTAL	\$3,529,718	\$4,141,186	\$3,945,776	(\$195,410)	-4.7%

The Fiscal Year 2011 Budget Request is \$3.9 million, a decrease of \$195 thousand or 4.7% below the Fiscal Year 2010 Budget amount. Total payroll is \$2.5 million and includes 34 positions.

Department M&O Highlights:

- Salaries and Wages decreased by \$150 thousand compared to the 2010 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements and the phasing/elimination of departmental vacancies.
- FICA and Retirement decreased by \$29 thousand compared to the 2010 Budget due to phasing/elimination of vacancies but partially offset by the SERS pension contribution rate increase from 29.3% to 30.7%.
- Outside Services increased by \$20 thousand due to higher costs for health fair and stroke screenings.
- Employment Medical Expenses increased by \$25 thousand as a result of higher contract costs for pre-employment screening, fingerprints, and drug and alcohol testing.

Administration continued

- Office Equipment Maintenance increased by \$17 thousand to cover the rise in copy room maintenance contract costs.
- Telephone & Telegraph increased by \$13 thousand compared to the 2010 Budget.
- Equipment Rentals decreased by \$74 thousand leaving a sufficient amount to cover maintenance contracts for copiers/fax machines, as well as U.S. Postal meters.
- The Operational Supplies category decreased by \$4 thousand based on estimated needs.

Accomplishments:

- Restructured employee ethics training from classroom and on-site settings to an online survey format.
- Negotiated a successor collective bargaining agreement with SEIU Local 73.
- Negotiated a one-year extension to the collective bargaining agreement with Teamsters Local 700.
- Negotiated a successor collective bargaining agreement with M.A.P. Chapter 135.
- Tracked all security camera and door access issues through the entire Tollway system and took steps to repair deficiencies either in-house, by contractor or within the traffic and security camera maintenance contract.
- Designed and implemented internal compliance with the 2009 FMLA Federal guidelines.
- Assisted in the development of a traffic and security camera maintenance contract that provides a method of repairing cameras and monitors and preventative maintenance.

Goals and Objectives:

- Implement online exit interview process to improve input and provide better statistical analysis.
- Successful negotiations of a successor collective bargaining agreement with Teamsters Local 700.
- Successful negotiations of a successor collective bargaining agreement with AFSCME Local 3883.
- Successful negotiations of a successor collective bargaining agreement with M.A.P. Chapter 336.
- Complete the heliport auxiliary communication site to provide access for dispatch, switchboard, State Police operations desk and TIMS during evacuations.
- Create a safety program Tollway-wide that will provide guidance to employees for safe practices.

Administration continued

Administration	Number of Positions		
	Fiscal Year		
Position Title	2009	2010	2011
Administration Manager	1	1	1
Administration Secretary	1	0	1
Benefits / FMLA Coordinator	1	0	0
Central Info Database Specialist	1	1	1
Chief of Administration	1	1	1
CIS Coordinator	0	1	1
CIS Supervisor	1	0	0
Customer Relations Coordinator	1	1	1
Customer Relations Supervisor	1	1	1
Deputy Chief of Administration	1	1	0
EEO/AA Officer	1	1	1
Employee Benefits Clerk	1	1	1
Employee Benefits Manager	1	1	1
Employee Benefits Specialist	1	1	1
Employee Services Coordinator	1	2	2
Employee Services Supervisor	1	1	1
Executive Secretary	1	1	1
H.R. Coordinator	1	0	0
HR Placement Specialist	4	3	3
Information Service Representative	1	1	0
Intake Specialist	1	1	1
Labor Relations Analyst	1	1	1
Labor Relations Manager	1	1	1
Labor Relations Specialist	1	1	0
Mail & Duplication Clerk	3	3	2
Safety & Training Manager	1	1	1
Safety Inspector	1	1	1
Safety Supervisor	1	1	1
Secretary II	1	1	0
Senior Building Inspector	1	2	0
Sr. Manager of Employee Services	1	1	1
Supervisor FMLA	0	1	1
Supervisor Worker's Comp Claims	1	1	1
Switchboard Operator	4	4	4
Training Specialist	<u>1</u>	<u>1</u>	<u>1</u>
	41	40	34

Audit

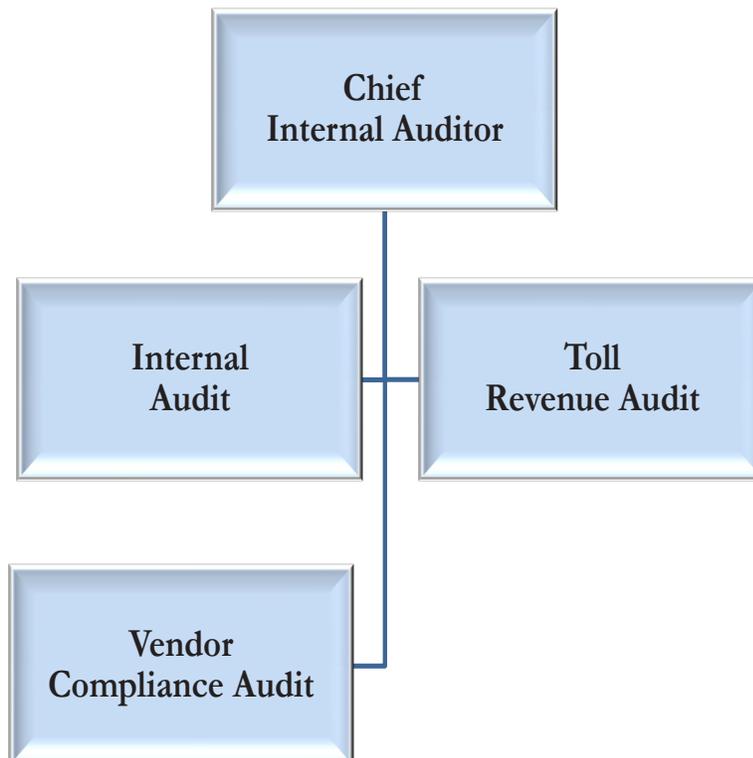
Description:

The Internal Audit Department promotes accountability and integrity by conducting independent audits and reviews regarding the efficiency and effectiveness of Tollway operations. Internal Audit is responsible for recommending improvements and changes that increase the economy, efficiency and effectiveness of Tollway projects and processes. It advises operating 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 Audit Department oversees the following functions:

- Internal Audit
- Toll Revenue Audit
- Vendor Compliance Audit



Audit continued

MAJOR ACCOUNT DESCRIPTION	2009	Original / Revised 2010	2011	\$ Change from Original	%
	Actual	Budget	Request	Budget	Change
SALARY & WAGES	\$446,399	\$649,373	\$723,287	\$73,914	11.4%
FICA & RETIREMENT	144,101	240,041	277,692	37,651	15.7%
EMPLOYEE TRAINING	-	-	6,700	6,700	
DUES, BOOKS & SUBSCRIPTIONS	-	-	2,300	2,300	
BUILDING EQUIPMENT	-	2,000	2,000	(0)	0.0%
SUPPLIES - OFFICE	1,626	2,000	1,500	(500)	-25.0%
SUPPLIES - OPERATIONAL	45	1,000	800	(200)	-20.0%
OTHER MINOR ACCOUNTS	-	5,000	500	(4,500)	-90.0%
DEPARTMENT TOTAL	\$592,171	\$899,414	\$1,014,779	\$115,365	12.8%

The Fiscal Year 2011 Budget Request is \$1.0 million; an increase of \$115 thousand or 12.8% over the Fiscal Year 2010 Budget amount. Total payroll is \$1.0 million and includes 11 positions.

Department M&O Highlights:

- Salaries and Wages increased by \$74 thousand compared to the 2010 Budget. This increase reflects phased funding for one Chief Internal Auditor position. Per P.A. 96-795, effective July 1, 2010, or 30ILCS10/2002a, the Executive Director shall appoint a Chief Internal Auditor.
- FICA and Retirement increased by \$38 thousand compared to the 2010 Budget due to the SERS pension contribution rate increase from 29.3% to 30.7%.
- Employee Training increased by \$7 thousand. The Institute of Internal Auditors Audit Standards require that auditors enhance their knowledge, skills and other competencies through continuing professional development.
- Dues, Books & Subscriptions increased by \$2 thousand compared to the 2010 Budget.
- Within minor accounts equipment maintenance decreased by \$5 thousand primarily for road-way CCTV security equipment.

Audit continued

2010 Accomplishments:

Toll Audit

- Conducted exception based audits on approximately \$120 million in cash toll revenues representing over 100 million transactions.
- Performed 12 money room revenue audits, one money room security check, two money room operational audits, five audits, three I-PASS audits, three reviews of the I-PASS Call Center, 24 plaza audits, and two special audits. Assessed policies and procedures in the areas reviewed to ensure that state funds are properly secured, accounted for, deposited and reported.
- Conducted 11 video reviews of all plaza digital video recorders (DVR's) to report any camera outages or DVR malfunctions, for prompt repair.
- Reviewed 16 petty cash funds at maintenance buildings and one at the Central Administration building.
- Reviewed 365 vault/bag tracking reports and reported any issues found.
- Assisted with completion of the conversion from analog to digital video systems, here at the Central Administration building, CSR cameras, money room, and I-PASS locations.
- Prepared 39 DVD copies of video events for various Tollway departments.
- Compiled, analyzed, and prepared multiple reports for the Inspector General investigative unit for cases of fraud and theft.

Control and Compliance Unit

- Completed five scheduled and required cycle audits: Revenues and Receivables; Property Equipment and Inventories; Electronic Data Processing; Administrative and Support Services and Budgeting, Accounting and Reporting.
- Completed all administrative requirements set within the Fiscal Control and Internal Auditing Act including but not limited to the development of a 2-year plan, mandatory presentations to the Board and Executive management on Audit activities, completion of an annual certification letter to Auditor General of the State of Illinois.
- Performed follow-ups on all audit findings, internal and external, that were presented to management in 2010.
- Issued nine special reports in response to management requests resulting in 30 recommendations made.
- Completed three vendor Disadvantaged Business Enterprise (DBE) compliance review representing \$88.6 million in awarded contract values of which an average of 15.2% or \$13.5 million was set aside for qualifying DBE firms.

Audit continued

2011 Goals and Objectives

Toll Audit

- Continue to test and verify accuracies in the areas of I-PASS collection, violation filtering, and general toll revenue collection processes.
- Perform safe audits and bank reconciliations of I-PASS and Violation revenues collected at the Central Administration Business Center, and I-PASS Call Center.
- Continue to evaluate electronic toll collection data and processes for effectiveness and identify and report areas of revenue leakage.
- Review and report any discrepancies relating to all cash toll revenue collections, and provide the Inspector General with any necessary documentation and assistance.
- Continue to implement reports and processes that identify revenue leakage and provide recommendations to help minimize loss.
- Assist in coordinating efforts to maintain and improve our security video system statewide.

Control and Compliance Unit

- Conduct 6 internal cycle audits pursuant to Illinois Statute and 5 risk based internal audits.
- Conduct pre-implementation reviews of new electronic data processing systems.
- Provide consulting services to management on an as-requested, risk-based basis.
- Complete 9 vendor billing and compliance audits representing professional services and construction contracts.
- Continue to communicate with other state agencies in regards to issues and reviews.

Audit	Number of Positions		
	Fiscal Year		
	2009	2010	2011
Position Title			
Chief Internal Auditor	1	1	1
Enterprise Control & Compliance Auditor	3	4	4
Internal Control & Compliance Manager	1	1	1
Manned Lanes Control Clerk	1	1	1
Revenue Auditor	1	0	0
Revenue Loss Specialist	1	1	1
Toll Audit Clerk	1	1	1
Toll Audit Manager	1	1	1
Toll Audit Supervisor	1	1	1
	11	11	11

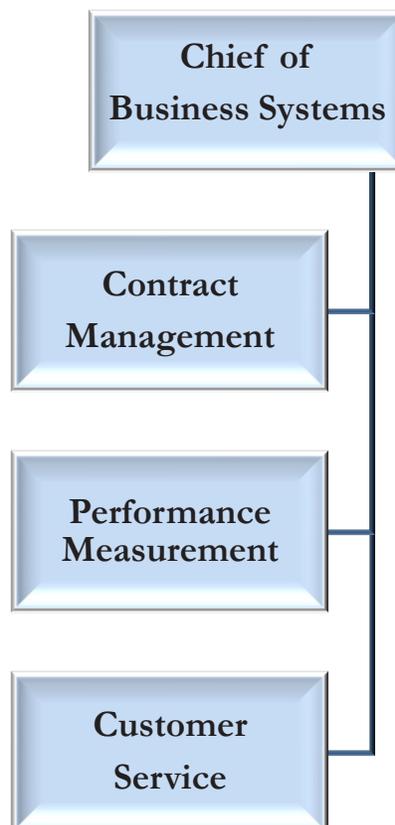
Business Systems

Description:

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

Business Systems oversees the following functions:

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



Business Systems continued

MAJOR ACCOUNT DESCRIPTION	2009	Original	Revised	2011	\$ Change	
	Actual	2010 Budget	2010 Budget		Request	from Original Budget
SALARY & WAGES	\$2,837,260	\$3,414,474	\$3,414,474	\$3,054,420	(\$360,054)	-10.5%
FICA & RETIREMENT	915,117	1,262,157	1,262,157	1,172,683	(89,474)	-7.1%
OUTSIDE SERVICES	17,511,401	17,405,686	17,205,686	15,255,200	(2,150,486)	-12.4%
BANK CHARGES	11,060,712	12,006,000	11,906,000	12,000,000	(6,000)	0.0%
OFFICE EQUIPMENT-MAINTENANCE	8,976,646	8,309,500	8,159,500	10,606,012	2,296,512	27.6%
CONTRACTED MAINTENANCE SERVICE	409,969	1,403,300	1,203,300	1,180,000	(223,300)	-15.9%
TELEPHONE & TELEGRAPH	1,601,594	1,560,000	1,385,000	1,065,600	(494,400)	-31.7%
POSTAGE AND EXPRESS	445,700	406,900	406,900	713,500	306,600	75.4%
OFFICE EQUIPMENT RENTALS	251,482	255,660	255,660	257,277	1,617	0.6%
SUPPLIES - OFFICE	90,701	131,000	131,000	94,850	(36,150)	-27.6%
OTHER EXPENSES	9,275	1,354,487	1,154,487	86,150	(1,268,337)	-93.6%
DUES, BOOKS & SUBSCRIPTIONS	70,181	146,000	146,000	70,000	(76,000)	-52.1%
PRINTING & PUBLICATIONS	-	40,000	40,000	30,000	(10,000)	-25.0%
MATERIALS - OPERATIONAL	-	10,000	10,000	14,000	4,000	40.0%
OTHER CAPITAL EQUIPMENT	17,185	57,750	57,750	11,000	(46,750)	-81.0%
REPLACEMENT PARTS	(113)	10,000	10,000	9,450	(550)	-5.5%
EMPLOYEE TRAINING	-	12,000	12,000	5,000	(7,000)	-58.3%
ADVERTISING & PROMOTION	(15)	15,000	15,000	5,000	(10,000)	-66.7%
OFFICE EQUIPMENT	8,190	8,500	8,500	5,000	(3,500)	-41.2%
TRAVEL AND SUBSISTENCE	4,816	7,000	7,000	4,750	(2,250)	-32.1%
SUPPLIES - OPERATIONAL	4,107	4,500	4,500	4,000	(500)	-11.1%
OTHER MINOR ACCOUNTS	-	101,500	76,500	1,200	(100,300)	-98.8%
SUBTOTAL	\$44,214,208	\$47,921,414	\$46,871,414	\$45,645,092	(\$2,276,322)	-4.8%
RECOVERY OF EXPENSES	(\$335,923)	(\$720,000)	(\$720,000)	(\$700,000)	\$20,000	-2.8%
DEPARTMENT TOTAL	\$43,878,285	\$47,201,414	\$46,151,414	\$44,945,092	(\$2,256,322)	-4.8%

The Fiscal Year 2011 Budget Request is \$45.0 million, a decrease of \$2.3 million or 4.8% below the Fiscal Year 2010 Budget amount. Total payroll is \$4.2 million and includes 66 positions.

Department M&O Highlights:

- Salaries and Wages decreased by \$360 thousand compared to the Original 2010 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements and the phasing/elimination of departmental vacancies.
- FICA and Retirement decreased by \$89 thousand compared to the Original 2010 Budget due to the SERS pension contribution rate increase from 29.3% to 30.7% combined with the phasing/elimination of departmental vacancies.

Business Systems continued

- The Other Outside Services category decreased by \$2.2 million due to a price decrease for image review, along with expected improvements in-lane technology performance which will reduce subsequent violation processing costs compared to the Original 2010 budget.
- The Office Equipment-Maintenance category increased by \$2.3 million due to project management costs previously funded from capital at \$1.2 million and the transfer of software licenses and support services at \$1.1 million previously in the Other Expenses category.
- The Contracted Maintenance Service category decreased by \$223 thousand. It includes the violation hearing officers and project management consultant costs.
- The Telephone & Telegraph category decreased by \$494 thousand for the 800 MegaCom and retail activation lines based on the anticipated call projection for the 2011 budget year.
- The Postage and Express category increased by \$307 thousand due to the addition of notifications relating to the transponder replacement program initiated in 2010.
- The Other Expenses category decreased by \$1.3 million due mainly to the re-classification of software licenses and support services which was transferred to the Office Equipment-Maintenance category above.

Accomplishments:

- I-PASS program grew to more than 4.1 million active transponders on more than 3.1 million accounts.
- I-PASS transactions accounted for 82% of all traffic.
- Ttoll success rate exceeded 42% of AVI violations.
- Vtoll success rate exceeded 54% of all violations.
- (IAG) participation: 27.7 million transactions on Tollway roads; 32.2 million transactions by I-PASS customers on other agency roadways.
- Customer service contacts and I-PASS account updates exceeded 2.1 million email notifications and over 1.3 million postal mailings annually.
- Customer service stores served more than 37,400 customers per month.
- Customer Call Center answered more than 6,300 calls per day.
- Online missed toll payment program processed more than 3,200 tolls per day.
- Deployment of automatic image review and certification that has reduced the overall cost of image review by 40% (est. savings of \$1.5 million for 2010).
- Improvements to AVI (I-PASS reader and antenna) lane equipment performance increased transponder capture accuracy and reduced violation rates by approximately 2%-4% in open road tolling zones. The overall violation rate has been reduced by over 1% system-wide due to this optimization initiative. This half point reduction resulted in approximately \$4 million per year in revenue recovery that was previously not pursuable.
- Automatic Vehicle Classification (AVC) improvements:
 - Updated 18 ramp plaza lanes to a new lane layout for improved AVC performance.
 - Replaced seven open road tolling lanes to improve accuracy of the AVC.
- Improved controls and oversight of vendor contracts that resulted in a 5% year-over-year cost savings.

Business Systems continued

- I-PASS program launched a proactive transponder replacement program in partnership with Jewel-Osco Food Store locations. This program leveraged the Jewel geographic footprint (180 stores across Northern Illinois) to provide a convenient way to replace transponders that have reached end of battery life.

Goals and Objectives:

The following goals and objectives address operational efficiencies (strategic plan priority) and contribute to overall cost improvements to operations while ensuring the highest quality customer experience.

Short Term:

- Commence documentation and re-design of violations process, with ultimate goal of supporting a future system replacement effort
- Explore and implement a fleet management program that provides greater standardization and transparency of fleet-related I-PASS and violations processing
- Explore and implement programs to increase the number of transactions on the Web and IVR vis-à-vis the number of transactions at the call center, which are more costly on a per-transaction basis
- Explore and implement an automatic camera cleaning system that will address the number of images lost to dirt and salt covered camera lenses during winter months

Long Term:

- Commence procurement of a replacement system for violations management
- Commence analysis of current fee and fines structures to determine best options for improving customer experiences while maintaining or improving revenue collection rates
- Continue review and improvement of performance and monitoring metrics and capabilities, both at the program and the executive levels

Business Systems	Number of Positions		
	Fiscal Year		
Position Titles	2009	2010	2011
Administration Manager of Electronic Tolling	1	1	1
Budget Analyst	1	1	1
Business Intelligence Analyst	1	1	0
Business Systems Analyst	2	2	1
Business Systems Project Administrator	0	1	1
Chief of Business Systems	1	1	1
CSR Inventory Specialist	1	1	1
Customer Service Analyst	2	2	2
Customer Service Manager	0	5	5
Customer Service Representative	35	36	36
Customer Service Supervisor	4	0	0
Database Administrator	1	0	0
Deputy Chief of Business Systems - Operations	0	1	1
Deputy Chief of Business Systems	0	1	1
DET Manager	1	0	0
Executive Secretary	1	1	1
General Manager of Contract Management	1	1	1
General Manager of Performance Measurement	1	1	1
Inventory Supervisor	1	1	1
IPASS Coordinator	0	1	1
Operations Project Manager	0	1	1
Performance Measurement Project Administrator	2	1	1
Project Administrator	4	3	3
Project Coordinator	1	3	1
Secretary III	2	1	1
Senior Manager of Customer Service	1	1	1
Senior Project Manager	2	2	0
Software Developer	3	0	0
Special Projects Manager	<u>0</u>	<u>2</u>	<u>2</u>
	69	72	66

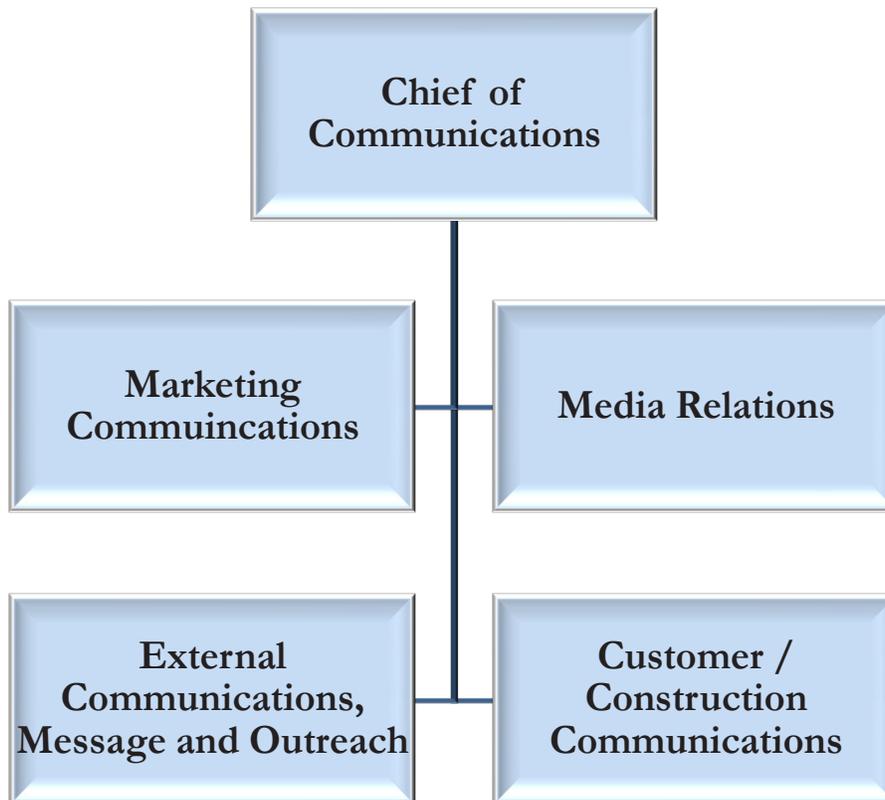
Communications

Description:

The Communications Department is responsible for all external and internal communications between the Tollway and its constituents who include 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



Communications continued

MAJOR ACCOUNT DESCRIPTION	2009	Original / Revised	2011	\$ Change	%
	Actual	2010 Budget	Request	from Original Budget	Change
SALARY & WAGES	\$611,857	\$747,225	\$791,223	\$43,998	5.9%
FICA & RETIREMENT	198,726	276,211	303,774	27,563	10.0%
ADVERTISING & PROMOTION	1,832	85,000	85,000	-	0.0%
PRINTING & PUBLICATIONS	19,736	50,000	50,000	-	0.0%
CONSULTING SERVICES	39,600	85,000	25,857	(59,143)	-69.6%
OTHER CAPITAL EQUIPMENT	6,560	30,000	22,000	(8,000)	-26.7%
OUTSIDE SERVICES	11,388	30,000	20,000	(10,000)	-33.3%
OFFICE EQUIPMENT RENTALS	1,195	10,000	10,000	-	0.0%
SUPPLIES - OFFICE	7,014	6,940	6,940	-	0.0%
TRAVEL AND SUBSISTENCE	3,826	5,000	5,000	-	0.0%
POSTAGE AND EXPRESS	4,739	4,000	4,000	-	0.0%
EMPLOYEE TRAINING	14,145	3,500	3,500	-	0.0%
DUES, BOOKS & SUBSCRIPTIONS	1,674	3,200	3,200	-	0.0%
OFFICE EQUIPMENT-MAINTENANCE	616	3,000	3,000	-	0.0%
SUPPLIES - OPERATIONAL	1,658	2,500	2,500	-	0.0%
OFFICE EQUIPMENT	2,641	1,400	1,400	-	0.0%
OTHER MINOR ACCOUNTS	60	1,060	1,060	-	0.0%
DEPARTMENT TOTAL	\$927,267	\$1,344,036	\$1,338,454	(\$5,582)	-0.4%

The Fiscal Year 2011 Budget Request is \$1.3 million, a decrease of \$6 thousand or 0.4% below the Fiscal Year 2010 Budget amount. Total payroll is \$1.1 million and includes 11 positions.

Department M&O Highlights:

- Salaries and Wages increased by \$44 thousand due to a job reclassification and the addition of an intern.
- FICA and Retirement increased by \$28 thousand compared to the 2010 Budget due to the SERS pension contribution rate increase from 29.3% to 30.7%.
- Consulting Services decreased by \$59 thousand by having certain functions handled internally.
- Other Capital Equipment decreased by \$8 thousand due to a one-time Board Webcast equipment purchase in 2010.
- Outside Services decreased by \$10 thousand due to the reduced need for outside vendors.

Communications continued

Accomplishments:

- Redesigned unpaid toll roadway signage. Following installation of 54 signs in May, online payments increased by 125 percent and violations decreased by 26 percent at locations with signage.
- Initiated a new in-kind advertising agreement with NBC Chicago and FOX Chicago, with advertising and promotional offerings valued at approximately \$4 million.
- Coordinated 27 Mobile I-PASS events at 16 corporate locations throughout the Tollway system.
- Created a more user-friendly 'Doing Business' section on Tollway's Web site.
- Launched a three-month Rockford-area Transponder Replacement Program with the assistance of the Secretary of State.
- Designed and produced an electronic annual report.
- Wrote and distributed construction alerts, including daily construction project updates, and approximately 100 press releases to inform customers about the benefits of the Congestion-Relief Program, as well as other Tollway programs and services.
- Designed and distributed more than 300,000 informational cards through customer service centers, toll booths, oases, events and local retailers.
- Designed and distributed customer communications messages at more than 180 toll booths system-wide.
- Produced six Webinars and videos about Tollway policies and programs.
- Developed in-store radio at more than 180 Jewel-Osco stores, at no cost to the Tollway.
- Wrote, designed and produced eight eNewsletters, each sent to approximately 1.1 million I-PASS customers.
- Educated customers about traffic, construction, I-PASS and violations via our Tollway 1-800-TOLL- FYI automated phone line.
- Supported the Illinois State Police programs, including the 3rd Annual Family Safety Fair.

Goals and Objectives:

- Educate I-PASS customers about the importance of account management.
- Enhance education regarding violations for I-PASS customers.
- Provide customer communications for the Congestion-Relief Program and other new Tollway programs.
- Continue to partner with the Illinois State Police in developing safety-oriented communications materials.
- Expand our collaboration with the Administration Department to develop more employee education tools.
- Develop a Distracted Driver initiative in collaboration with other state agencies. Expand the program to capture major corporation adoption of the message and the outreach effort.
- Continue to expand the Drive Now. Text Later. campaign.

- Develop and implement research strategies to learn more about customer wants and needs and measure the success of Tollway programs and initiatives.
- Write and produce compelling and persuasive speeches and presentations for the Tollway's executive director and department chiefs.
- Continue to develop productive working relationships with members of the news media.
- Leverage technology to maximize the impact of internal and external communications efforts.

Communications

**Number of Positions
Fiscal Year**

Position Titles	Number of Positions		
	2009	2010	2011
Assistant Multimedia Project Specialist	1	1	1
Assistant Press Secretary	1	1	1
Chief of Communications	1	1	1
Community Relations Coordinator	1	1	1
Executive Secretary	1	1	1
Graphic Designer	1	1	1
Marketing Communications Manager	1	1	1
Multimedia Projects Specialist	1	1	1
Press Secretary	1	1	1
Senior Manager of Communications	1	1	1
Writing Specialist	<u>1</u>	<u>1</u>	<u>1</u>
	11	11	11

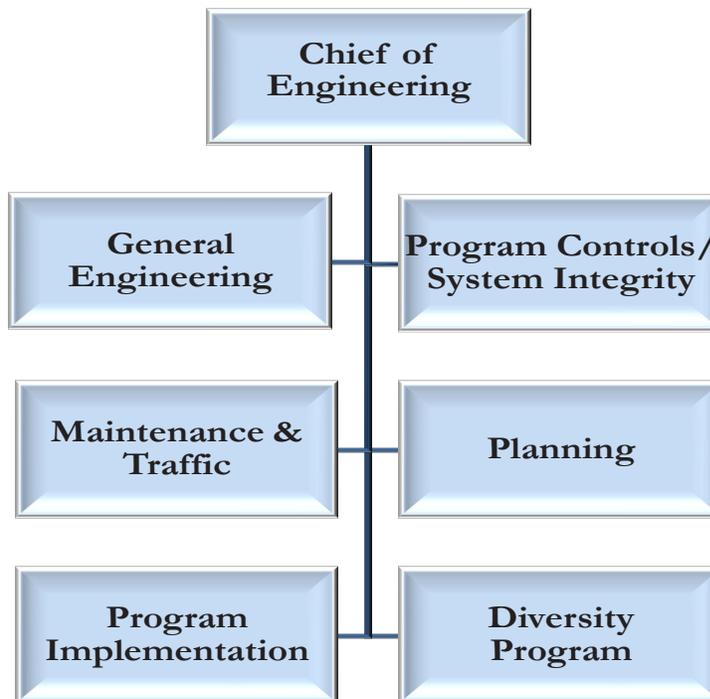
Engineering

Description:

The Engineering Department is responsible for the planning, design, construction, operation and maintenance of our roadways, as well as the Diversity Program. Additionally, Engineering coordinates with community groups, government agencies, and planning organizations on transportation and land-use policy. 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 & Traffic
- Diversity Program



Departmental Budgets and Narratives

MAJOR ACCOUNT DESCRIPTION	2009 Actual	Original 2010 Budget	Revised 2010 Budget	2011 Request	\$ Change from Original Budget	%
SALARY & WAGES	\$35,142,573	\$35,337,758	\$34,011,888	\$33,712,056	(\$1,625,702)	-4.6%
FICA & RETIREMENT	11,411,035	13,062,602	12,572,472	12,943,070	(119,532)	-0.9%
MATERIALS - OPERATIONAL	8,652,605	6,602,900	6,602,900	5,717,544	(885,356)	-13.4%
FUELS AND OILS	3,350,729	4,052,850	3,852,850	3,280,925	(771,925)	-19.0%
CONTRACTED MAINTENANCE SERVICE	817,827	1,823,000	1,823,000	1,838,500	15,500	0.9%
REPLACEMENT PARTS	2,087,672	1,872,130	1,672,130	1,812,750	(59,380)	-3.2%
CONSULTING SERVICES	1,703,460	1,750,000	1,750,000	1,713,300	(36,700)	-2.1%
OFFICE EQUIPMENT-MAINTENANCE	748,784	766,135	766,135	801,951	35,816	4.7%
OUTSIDE SERVICES	689,486	552,425	552,425	512,125	(40,300)	-7.3%
SUPPLIES - OPERATIONAL	345,282	401,370	401,370	288,439	(112,931)	-28.1%
TOOLS & EQUIPMENT	101,134	95,722	95,722	82,040	(13,682)	-14.3%
SUPPLIES - OFFICE	82,161	76,250	76,250	76,957	707	0.9%
UNIFORMS & ACCESSORIES	117,386	108,500	108,500	57,910	(50,590)	-46.6%
OFFICE EQUIPMENT RENTALS	47,381	42,000	42,000	42,875	875	2.1%
EMPLOYEE TRAINING	19,297	33,600	33,600	31,920	(1,680)	-5.0%
TRAVEL AND SUBSISTENCE	19,505	29,330	29,330	27,864	(1,466)	-5.0%
DUES, BOOKS & SUBSCRIPTIONS	42,026	22,125	22,125	18,919	(3,206)	-14.5%
OTHER EXPENSES	5,477	14,550	14,550	14,674	124	0.9%
ROADWAY EQUIPMENT	143,311	52,060	52,060	12,000	(40,060)	-76.9%
POSTAGE AND EXPRESS	6,925	10,750	10,750	7,975	(2,775)	-25.8%
OTHER CAPITAL EQUIPMENT	20,786	35,770	35,770	5,725	(30,045)	-84.0%
OTHER MINOR ACCOUNTS	279,403	72,848	72,848	11,910	(60,938)	-83.7%
SUBTOTAL	\$65,834,245	\$66,814,675	\$64,598,675	\$63,011,429	(\$3,803,246)	-5.7%
RECOVERY OF EXPENSES	(\$1,043,046)	(\$1,251,200)	(\$1,251,200)	(\$1,301,200)	(\$50,000)	4.0%
DEPARTMENT TOTAL	\$64,791,199	\$65,563,475	\$63,347,475	\$61,710,229	(\$3,853,246)	-5.9%

The Fiscal Year 2011 Budget Request is \$61.7 million, a decrease of \$3.9 million or 5.9% below the Fiscal Year 2010 Original Budget amount. Total payroll is \$46.7 million and includes 576 positions.

Department M&O Highlights:

- Salaries and Wages decreased by \$1.6 million compared to the Original 2010 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements and the phasing/elimination of departmental vacancies.
- FICA and Retirement decreased by \$120 thousand compared to the Original 2010 Budget due to the SERS pension contribution rate increase from 29.3% to 30.7% combined with the phasing/elimination of departmental vacancies.
- A major portion of the Materials-Operational category includes the supply of de-icing salt and other winter roadway materials. The 2011 Budget reflects some price stabilization for salt resulting in a decrease of \$885 thousand compared to the Original 2010 Budget. This category also includes items such as replacement guard rails and attenuators.

Engineering continued

- During 2010, Fuel and Oil pricing continued to decrease although fuel consumption increased due to the addition of more lane miles and the winter weather which caused snow plow trucks and Illinois State Police squad cars to use more fuel. With estimated fuel consumption, some price stabilization and increased use of E-85 fuel factored in, the 2011 Budget Request reflects a decrease of \$772 thousand.
- Replacement Parts decreased by \$59 thousand in an effort to reduce spending and is not expected to have an impact on vehicle and equipment performance.
- Equipment Maintenance increased by \$36 thousand due to the normal escalation of fees and the continued expansion of the system under the Delcan maintenance contract for TIMS. This account also includes maintenance increases for Cisco, the Cartegraph FLEX license renewals for versatools, Fleet's AVL and CSI Auto-Fuel Systems, Dispatch's CAD System and Planning's ESRI Software.
- The Supplies-Operational category in both Roadway Maintenance and Fleet was reduced by \$113 thousand. This category includes items such as roadway barricades, welding and automotive supplies.
- Other Outside Services which includes scavenger, towing and Fleet repairs, was reduced by \$40 thousand.

Accomplishments:**Construction**

- Tri-State Tollway (I-94/I-294/I-80) - A roadway and bridge rehabilitation contract, including resurfacing, was completed along the Edens Spur and bridge repairs, including redecking of two of the structures, occurred at the five bridges at the large system interchange of I-294 and I-88. In addition, the Tollway continued the development of 30 acres of wetland credit as part of the restoration and protection of a 160-acre North Chicago Mitigation site containing state threatened and endangered species. The Tollway received a national award for this work, one of seven granted this year by the Federal Highway Administration.
- Veterans Memorial Tollway (I-355) - Two roadway and bridge rehabilitation contracts, including resurfacing, were completed between Army Trail Road and Ogden Avenue and 75th Street, respectively.
- Reagan Memorial Tollway (I-88) - A bridge repair project was completed on the EJ&E Railroad Bridge, over I-88 and intermittent pavement repairs were performed in the section from Rock Falls (western terminus for I-88) to the EJ&E Railroad Bridge.
- Jane Addams Memorial Tollway (I-90) - Bridge repairs were completed at the two bridges over the Fox River in Elgin and intermittent pavement repairs were performed between the Kennedy Expressway and the Cherry Valley interchange.
- Systemwide - In addition to several facility improvement contracts, five ramp improvement projects, including ramp reconstruction, maintenance of traffic, traffic signal detector loop replacement, and pavement marking installation were performed. These ramp projects provided bid opportunities for small businesses and a test bed for various "green" initiatives in pavement

Engineering continued

construction including, warm mix asphalt application, use of black rock (recycled asphalt) as a concrete aggregate, as well as the incorporation of ground tire rubber and asphalt shingles in the asphalt mixes.

Design

- Tri-State Tollway (I-94/I-294) - Four design contracts were in progress to develop contract documents for the rehabilitation and resurfacing of the section between 95th Street and Balmoral Avenue. These contracts are scheduled for construction in 2012. In addition, one design contract was implemented for the repair of five bridges, four between Chicago Road and 159th Street, and one at Everett Road. The bridge repairs are scheduled for 2011 and 2012 construction.
- Jane Addams Memorial Tollway (I-90) - Two design projects were in progress to develop contract documents for the rehabilitation and resurfacing of sections between the Kennedy Expressway and Elgin Toll Plaza, and between U.S. Route 20 and Genoa Road. The section between Barrington Road and the Elgin Toll Plaza, along with the section between US 20 and Genoa Road, will be under construction in 2011.
- Systemwide - A firm was retained to conduct an energy audit as well as explore renewable energy applications at manned facilities throughout the Tollway system. This audit was the first of its kind for the agency and is necessary to establish baseline conditions in order to meet energy and environmental reductions as specified in the Governor's Executive Order 11.

Green and Sustainable Initiatives

- The use of black rock (recycled asphalt) or recycled concrete as a concrete aggregate continues to be researched and a test bed was installed.
- A Fuel Reduction Task Force has been initiated to implement fuel reduction strategies to meet the Governor's Executive Order 11 which calls for a 20% reduction in fuel consumption based on 2008 usage.

Bridge Maintenance

- The Federal Highway Administration (FHWA) completed an audit of the Illinois Tollway's bridge maintenance and inspection program. Their report commended our efforts and confirmed our full compliance.

Miscellaneous

- The Engineering Department was audited for compliance to the ISO 9001:2008 standard. The primary objectives of the audit were to assess compliance to the ISO 9001:2008 standard and for the auditing agency, UL DQS, to partner with the Tollway in improving the effectiveness of the Tollway Engineering Department's business practices and quality management system.

Engineering continued

Awards

- Both the Illinois Tollway and the Illinois Department of Transportation (IDOT) received an award for Exemplary Ecosystem Initiative from the Federal Highway Administration (FHWA) for the North Chicago Wetland Mitigation Project.
- Green Government Awards were received from the Illinois Green Governments Coordinating Council for the energy audit at Central Administration and manned infrastructure, as well as for the Fuel Reduction Task Force in the Energy Efficiency and Conservation category. In the Sustainable Construction and Renovation category an award was received for Recycled Asphalt Shingles in pavement.
- The American Society of Civil Engineers, Illinois Section awarded the Outstanding Civil Engineering Achievement of the Year Award in the over \$5 Million category for the Reagan Memorial Tollway (I-88) at the Eola Road Interchange.
- The American Council of Engineering Companies of Illinois awarded the Engineering Excellence Awards in the following categories:
 - o Honor Awards, Transportation - South Tri-State Tollway (I-94/I-294) construction corridor management and Cherry Valley Interchange Reconstruction
 - o Special Achievement Award, Special Projects - North Tri-State Tollway (I-294) Rebuild & Widen Project
 - o Merit Award, Transportation - Eola Road Interchange at the Reagan Memorial Tollway (I-88)
 - o Merit Award, Special Projects - North Tri-State Tollway (I-94/I-294) Rebuild & Widen Project construction management.

Planning

Initiatives developed, implemented and utilized to build positive results during implementation of the Congestion-Relief Program include:

- Industry Partnering - Collaboration with regional transportation and planning agencies continues to allow the Tollway to engage in identifying partnerships for grant applications for multi-modal projects.
- Planning and Design Management – An integrated master plan was completed for the Tri-State, and coordinated implementation strategies were developed.
- Development and Integration of Geographic Information Systems (GIS) – Over a period of five years, the Tollway’s GIS unit has grown to support multiple agency-wide applications to improve efficiencies, enhance customer communications and augment reporting via spatial referencing.

Engineering continued

The following items describe 2010 initiatives:

- Business Case Evaluation for a possible conversion to All Electronic Toll (AET) Collection -collects tolls electronically via transponder or video and eliminates the need for patrons to stop to pay a toll manually. Its aim is to minimize capital costs, diminish travel delays, reduce congestion and increase safety and fuel efficiency while decreasing noise, and CO2 emissions.
- Environmental and Energy Efficiency – Planning staff was instrumental in securing funding to conduct two energy audits. The information generated from these audits will ultimately lead to the adoption of a Tollway Environment and Energy Policy, as well as ensure compliance with Executive Order 11.
- University and Research Institution Partnerships - The Tollway actively engaged the university research community. In 2010 Planning assumed the lead role for this endeavor and will establish an agency-wide research priority plan throughout 2011. A major accomplishment of this effort was the development of a research partnership with Argonne and continued partnerships with the University of Illinois, University of South Dakota, Northeast Illinois University, the Nature Conservancy and the Smart Energy Design Assistance Center.
- The Planning division played a key role in the Strategic Advisory Team and report.

Maintenance and Traffic Operations

- Efforts to improve efficiency and conserve resources in the Roadway Maintenance Snow and Ice Control program resulted in a reduction in our overall costs per lane mile (materials, labor and equipment) for the third consecutive winter season, despite this being the third consecutive winter of above average snowfall and below average temperatures.
- The ITS system continued to expand with major deployments that included:
 - o Weigh-in-Motion - Building on the three sites in operation at the end of 2009, the Tollway began expanding the Tollway's weigh-in-motion network through the deployment of two key sites on the system. These sites will assist the Illinois State Police District 15 enforce vehicle weight limits and ultimately extend the life of the Tollway's infrastructure.
 - o Edens Spur - Additional ITS elements were included to complete coverage for the current systems in use. This latter technology is a dual-purpose application that will provide operational data with regards to stopped or slowed traffic on ramps to allow the Tollway to respond to potentially hazardous conditions that will impact traffic and it will provide Tollway traffic engineers with traffic volume data used for planning. This secondary function is a new application of basic traffic detection that eliminates the need for the Tollway to periodically deploy temporary traffic counting devices thus reducing costs over time and minimizing the hazards involved with the setup and takedown of temporary counters.

Engineering continued

- o Smart Work Zone - The Tollway continued to utilize technology to better manage construction work zones. A smart work zone is the application of the Tollway's fundamental traffic and incident management practices and procedures on a focused area of the Tollway – a construction work zone – to enhance safety and mobility through that area.
- o TIMS Software Modernization - Work continued throughout 2010 on the modernization of the TIMS central management software. Modernization and enhancement of the nine-year-old software increases the overall stability and performance of a system that has grown to communicate with thousands of devices and manages over 500 events every day.

Diversity

- Total DBE payments for professional services contracts during 2010 averaged 34.1% of the overall contract payments; construction contracts averaged 21.0%. The consolidated DBE payment average for 2010 was 24.7%.

2011 Goals and Objectives**Construction**

- 2011 is the seventh year of the Tollway's Congestion-Relief Program (CRP), designed to enhance the existing infrastructure by rebuilding and widening a number of Tollway system corridors. Construction scheduled this year includes:
- Tri-State Tollway (I-94/I-294) - Bridge repair projects are scheduled to begin this spring and will be complete by the end of the year: work includes repair of four bridges on the South Tri-State Tollway from Chicago Road to the I-55 Ramps, and one bridge on the North Tri-State at Everett Road. In addition, two ramp bridges will be rehabilitated.
- Jane Addams Memorial Tollway (I-90) - Roadway and bridge rehabilitation is scheduled for a 4-lane section (2 lanes in each direction) from U.S. Route 20 to Genoa Road.
- Systemwide - Improvements will include intermittent pavement repairs, striping and landscaping.

Design

- Tri-State Tollway (I-94/I-294) - Four design projects will continue to develop contract documents for the rehabilitation and resurfacing between 95th Street and Balmoral Avenue. A design contract for bridge repair between I-394 and 167th Street will also be initiated. These contracts are scheduled for construction in 2012.
- Reagan Memorial Tollway (I-88) - Design projects on the Reagan Memorial Tollway include two contracts for rehabilitation and resurfacing between IL Route 56 and IL Route 251. These contracts are scheduled for construction in 2012. A design project for the widening and reconstruction between Deerpath Road and IL Route 56 will also be started in 2011. This contract is scheduled for construction in 2012.

Engineering continued

- Review of all ISO Procedures will continue to ensure efficiency of the process and whether these program management procedures are in line with current Tollway guidelines and policies.
- The Tollway is in the process of developing a work zone design manual, which will provide guidelines to address issues within a work zone. It is being developed with information available from IDOT, the American Association of State Highway and Transportation Officials (AASHTO) as well as other cold weather states and is scheduled for publication this year.
- Engineering is developing a utility service asset and bill tracking process that allows monitoring of utility accounts and will documents energy usage for gas, water, sewer and electric, payment details, vendor information as well as global position system coordinates of all Tollway owned gas, water and electrical utility facilities.
- Engineering will seek U.S. Green Building Council / Leadership in Energy and Environmental Design (USGBC /LEED) certifications or other industry certification (ILAST) for facilities and roads.

Planning

- The primary goal of the Planning Division is to develop future capital programs to ensure that goals and priorities listed above are assessed throughout Master Planning, design, construction and post-construction operations.
- Working with IDOT, transit agencies, local and regional transportation and planning agencies, the Illinois Tollway continues to update project analyses to better reflect today's needs and economy, and seeks to identify projects that would significantly reduce area congestion, expand economic opportunities, and benefit the regional transportation infrastructure. An additional goal of future project planning at the Tollway is to align priorities with those of the Chicagoland Metropolitan Agency for Planning (CMAP) GoTo 2040 Plan and the Regional Transportation Authority's (RTA) Moving Beyond Congestion Plan.
- The Tollway's Strategic Advisory Team (SAT) report was adopted in 2010 and Planning staff is taking an active role in developing policies, strategies and initiatives to meet the recommendations highlighted in this report.
- The Property Management unit will support the establishment of new policies, procedures and guidelines to strengthen the Tollway's role in land use adjacent to, and within Tollway corridors.
- Staff will continue to partner with local communities, transportation officials and regional transportation agencies to collaboratively provide recommendations for comprehensive strategic transportation solutions for Northern Illinois.
- The goal for 2011 is to establish an agency-wide research priority plan. This will enable staff to continue to actively seek partnerships with the research community thereby allowing the Tollway to leverage collective resources to secure additional research funding for the advancement of established agency-wide priorities.

Engineering continued

- Tollway Planning and Environmental Staff will develop an agency-wide Sustainability Policy which will be adopted by the Tollway Board. The policy will be a statement of commitment for the Tollway to continuously improve the building, operating and maintenance environment in a manner that embraces cost-effective and environmentally beneficial sustainable solutions.
- The Geographic Information System (GIS) Strategic Plan was developed in 2005 through consultation with all Tollway user and support groups, and outlines a series of goals and strategies to enhance the overall efficiency of the Tollway operating environment. Future GIS applications focus on more in-depth data evaluation and analytical processing for planning and investment evaluations. This will include evaluation of I-PASS customer analysis, 2010 Census Data and economic data overlay and analysis.

Maintenance and Traffic Operations

- Roadway Maintenance continues to review snow and ice control operations to assure best practices with regard to plow routing, material usage and technological advances in equipment and data collection. Expanded use of the AVL system to evaluate route length is anticipated.
- The Tollway is in the process of upgrading its overhead guide signage to full-cube prismatic reflective sheeting, which eliminates the need for sign lighting, is also an excellent example of a green Tollway initiative. More than 2/3 of the system upgrade is now complete. It is projected that this initiative, once the conversion is completed, will save the Tollway \$160,000 annually in energy costs, and \$50-\$60,000 annually through the reduction of future maintenance.
- Tollway Maintenance and Traffic staff continue to provide Regional Leadership in the multi-State Region through the Lake Michigan Interstate Gateway Alliance (LMIGA).
- Intelligent transportation systems and technology deployment over the next few years will be primarily focused on expanding the system to cover the entire Tollway and enhancing the functionality. General initiatives include:
 - o Completion of the CCTV camera network conversion from analog to digital
 - o Full Remote Traffic Microwave Sensor (RTMS) coverage of the entire roadway through use of the revenue reinvestment funds generated by the Tollway's agreement with Traffic.com
 - o Continued research and evaluation of emerging technologies and initiatives such as Intel-liDrive for consideration beyond the current five-year horizon.

Diversity

- The Diversity Group has committed to participate in at least seven diversity events to help promote and increase the diversity of consultants, contractors and providers of other goods and services in Tollway contracting opportunities.

Engineering

**Number of Positions
Fiscal Year**

Position Title	2009	2010	2011
Administration Manager	0	1	1
Aerial Lift Operator	0	1	1
Auto Mechanic	54	53	53
Automotive Attendant	3	2	1
Automotive Body Technician	2	2	2
Budget Procurement & Maintenance Systems Mgr.	1	1	1
Central Shop Area Supervisor	1	1	1
Central Shop Clerk	4	0	0
Central Shop Manager	1	1	1
Central Shop Supervisor	1	1	1
Chief Engineer	1	1	1
Civilian Call Taker	7	7	6
Communications Supervisor	4	4	4
Community Relations Coordinator	1	0	0
Construction Contract Supervisor	1	1	1
Construction Services Manager	1	0	0
Contract Administrator	1	1	1
Contract Payment Expeditor	3	4	4
Contract Payment Expeditor Supervisor	0	1	1
Data Technician	1	1	0
Deputy Chief of Engineering for Planning	1	1	1
Deputy Chief of Program Controls	1	1	1
Deputy Chief of Program Implementation	1	1	1
Dispatch Manager	1	1	1
Diversity Compliance Coordinator	0	0	1
Engineering Document Administrator	1	1	1
Engineering Project Analyst	2	1	0
Engineering Project Liaison	1	1	1
Environmental Engineer	1	0	0
Environmental Planner	4	2	1
Environmental Policy and Program Manager	0	1	1
Equipment Operator Laborer	318	319	308
Executive Project Engineer	3	5	3

Engineering	Number of Positions		
	Fiscal Year		
Position Title	2009	2010	2011
Executive Project Manager	1	0	2
Executive Secretary	3	4	4
Fiber Optic Utilities Relocation Manager	0	1	0
Fleet District Manager	2	2	2
Fleet Manager	1	1	1
Fleet Systems Analyst	1	1	1
General Manager for Fiber	1	0	0
General Manager of Diversity	1	1	1
General Manager of Engineering	1	1	1
General Manager of Maintenance & Traffic	1	1	1
Geometrics Engineer	1	1	1
GIS Application DB Support Specialist	1	1	1
GIS Systems Manager DBA Administrator	1	0	0
Incident Manager	1	1	1
ITS Deployment Engineer	1	1	1
Land Acquisition Manager	1	1	1
Legislative & Policy Analyst	1	1	1
Maintenance Section Manager	12	12	15
Maintenance Section Supervisor	11	11	8
Maintenance Systems Analyst	1	1	1
Maintenance Systems Support Clerk	1	1	1
Management Operations Specialist	0	1	0
Materials Engineer	1	1	1
Materials Operations Specialist	1	0	1
Minority / DBE Manager	0	1	1
Oasis Project Manager	1	1	1
Parts Clerk	0	14	13
Part Time Data Technician	0	1	1
Permit & Utilities Coordination Mgr.	1	1	1
Policy Analyst	1	0	1
Project Engineer	1	0	0
Project Manager	6	5	3
Property Specialist	1	1	1

Engineering

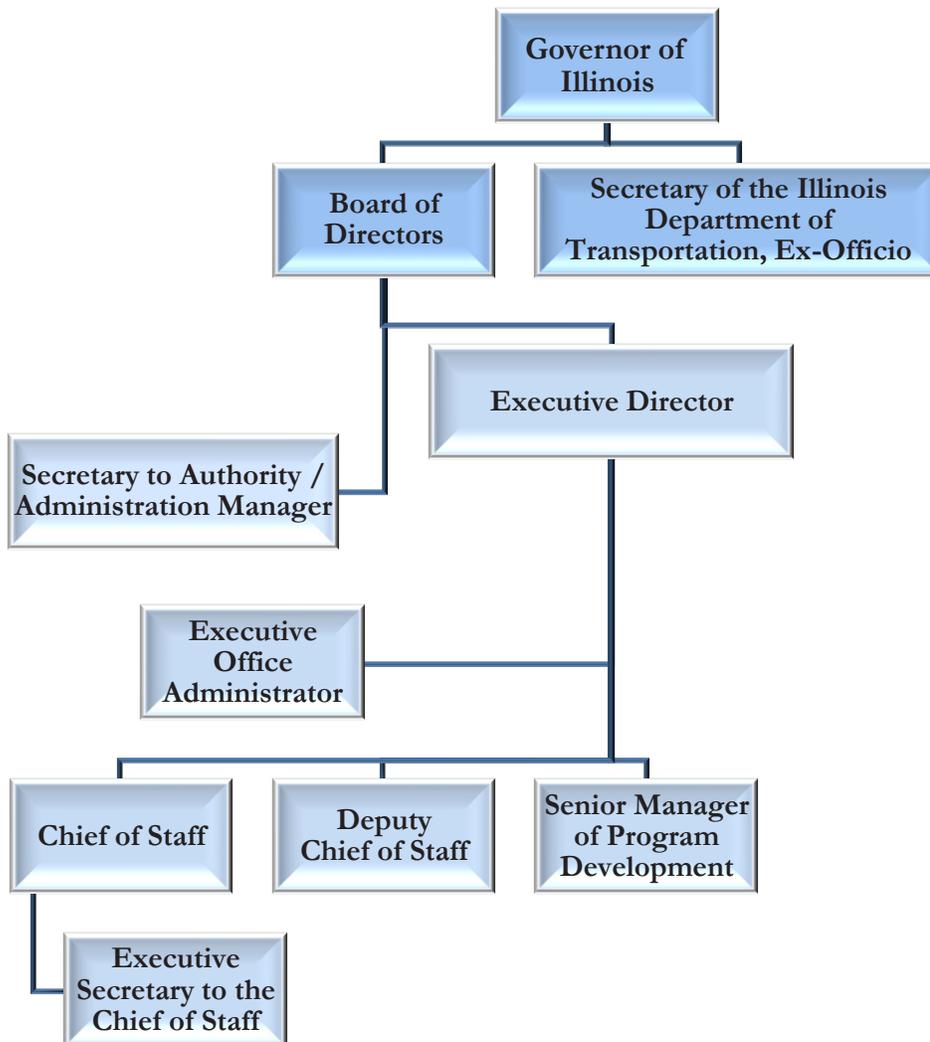
**Number of Positions
Fiscal Year**

Position Title	2009	2010	2011
Relocation and Acquisition Specialist	1	1	1
Roadway Electrical Manager	1	1	1
Roadway Lighting Laborer	12	12	12
Roadway Maintenance District Manager	2	2	2
Roadway Maintenance Manager	1	1	1
Secretary II	1	1	1
Secretary III	5	5	4
Section Clerk	22	13	14
Senior Environmental Planner	0	0	1
Senior Landscape Architect	1	1	1
Senior Manager of Program Development	0	0	1
Senior Project Engineer	8	7	9
Senior Project Engineer - GIS	1	0	0
Senior Project Manager	3	4	2
Senior Project Manager - Engineering	1	0	0
Senior Project Manager - Utilities	1	0	0
Sign Maker Hanger	15	15	17
Sign Shop Clerk	1	0	0
Sign Shop Manager	1	1	0
Sign Shop Supervisor	1	1	1
Sr. Manager of Strategic Planning	0	1	0
Technical Manager for Utilities	1	0	0
Telecommunicator	21	21	20
Traffic & Revenue Analyst	1	1	1
Traffic Operations Control Supervisor	1	1	1
Traffic Operations Manager	1	1	1
Traffic Operations Technician	5	5	5
Traffic Permit Technician	1	1	1
Utility Administrator	1	1	1
Utility Technician	2	2	2
Welder	8	7	8
	598	592	576

Executive Management and Board of Directors Office

Description:

The Executive Management and Board of Directors Office is comprised of the Board Chair, eight appointed Directors, 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.



MAJOR ACCOUNT DESCRIPTION	2009	Original / Revised	2011	\$ Change	%
	Actual	2010 Budget	Request	from Original Budget	Change
SALARY & WAGES	\$721,507	\$995,908	\$983,342	(\$12,566)	-1.3%
FICA & RETIREMENT	208,739	368,137	377,534	9,397	2.6%
OUTSIDE SERVICES	84,243	80,000	150,000	70,000	87.5%
DUES, BOOKS & SUBSCRIPTIONS	175,768	33,800	33,800	-	0.0%
TRAVEL AND SUBSISTENCE	4,858	16,000	16,000	-	0.0%
OTHER EXPENSES	4,886	8,500	8,500	-	0.0%
ADVERTISING & PROMOTION	-	4,000	4,000	-	0.0%
PRINTING & PUBLICATIONS	339	4,000	4,000	-	0.0%
EMPLOYEE TRAINING	58	3,300	3,300	-	0.0%
SUPPLIES - OFFICE	2,637	2,200	2,200	-	0.0%
POSTAGE AND EXPRESS	645	1,700	1,700	-	0.0%
OTHER CAPITAL EQUIPMENT	-	1,500	1,500	-	0.0%
OTHER MINOR ACCOUNTS	139	1,400	1,400	-	0.0%
DEPARTMENT TOTAL	\$1,203,817	\$1,520,445	\$1,587,276	\$66,831	4.4%

The Fiscal Year 2011 Budget Request is \$1.6 million, an increase of \$67 thousand or 4.4% above the Fiscal Year 2010 Budget amount. Total payroll is \$1.4 million and includes 7 positions.

Department M&O Highlights:

- Salaries and Wages decreased by \$13 thousand compared to the 2010 Budget. This decrease reflects the appointment of a new Executive Director and Chief of Staff who both accepted less compensation for their respective positions.
- FICA and Retirement increased by \$9 thousand compared to the 2010 Budget due to the SERS pension contribution rate increase from 29.3% to 30.7%.
- The Outside Services category increased by \$70 thousand to cover the need for additional liaison services.
- Other categories such as Dues, Books & Subscriptions, and Office Supplies remain the same as the 2010 Budget.

Executive Office continued

Accomplishments:

- Completed year six of the Congestion-Relief Program.
- Integrated sustainable pavement and green construction options on Tollway roadways and facilities.
- Increased accountability and transparency of agency operations, including posting listings on the Tollway's Web site of out-of-state agency travel, permanently assigned fleet vehicles and a construction contract tracker.
- Directed efforts to fulfill the pledge to act as a trustworthy steward of toll revenues.
- Called on the Customer Service Working Group and the Oases Working Group to examine the Tollway's customer service efforts and make recommendations for improvements. The Customer Service Working Group released its report in December.
- Convened a Strategic Advisory Team comprised of a diverse array of business, labor, transportation planning and advocacy and hospitality management leaders to examine Tollway policies, assess opportunities and challenges and offer input to refocus the agency on the customers and the communities it serves. The Team's work culminated in a final report, titled "A Roadmap for the Future," which contains recommendations and guiding principles to help the Tollway evaluate new initiatives in operations, customer service and future investments.
- The Illinois Tollway was one of seven transportation agencies to participate in the first-of-its-kind Earth Day XL Transportation Summit. The purpose of the summit was to pursue the goal of promoting economic growth and environmental quality by operating an integrated and coordinated transportation system that maximizes efficiency, reduces costs and improves service.
- Led the Tollway Board through a public review and discussion of potential future capital projects, including not only projects within the Tollway's jurisdiction, but also those with regional impact.

Goals & Objectives:

- Uphold the Tollway's Mission Statement.
- Continue to advance the agency's goals including: promoting the regional economy, fostering environmental responsibility and sustainability, increasing collaboration with regional transportation and planning agencies, furthering transparency and accountability, and enhancing customer service.
- Support year seven of the Congestion-Relief Program.
- Coordinate the improved efficiency of daily operations.
- Work with local, state and regional transportation, transit and planning entities to identify Tollway's roll in identifying and planning for future transportation needs.
- Focus on roadway maintenance and repairs on the Jane Addams Memorial Tollway (I-90), as well as planning for future improvements scheduled for I-90 and the Tri-State Tollway (I-294).
- Complete a new 10-year Capital Plan for 2016 to 2026.

Executive Office

**Number of Positions
Fiscal Year**

Position Title	2009	2010	2011
Executive Director	1	1	1
Chief of Staff	1	1	1
Deputy Chief of Staff	1	1	1
Executive Office Administrator	1	1	1
Executive Secretary	0	1	1
Secretary to Chairman	1	1	1
Sr. Manager of Program Development	<u>2</u>	<u>2</u>	<u>1</u>
	7	8	7

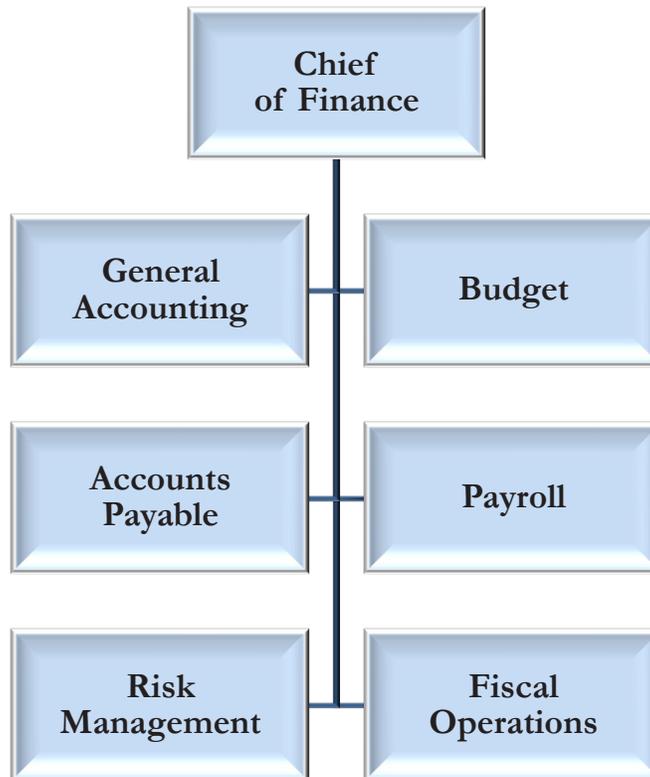
Finance

Description:

The Finance Department is responsible for all general accounting, financial reporting, capital and operations budgeting, accounts payable, payroll, and risk management. In addition, Finance manages all bond issuances and coordinates the management of cash and investments with the state Treasurer’s Office.

Finance oversees the following functions:

- General Accounting
- Budget
- Accounts Payable
- Payroll
- Risk Management
- Fiscal Operations



Finance continued

MAJOR ACCOUNT DESCRIPTION	2009 Actual	Original 2010 Budget	Revised 2010 Budget	2011 Request	\$ Change from Original Budget	% Change
SALARY & WAGES	\$2,329,921	\$2,747,533	\$2,747,533	\$2,592,628	(\$154,905)	-5.6%
FICA & RETIREMENT	911,878	1,015,626	1,015,626	995,388	(20,238)	-2.0%
EMPLOYEE GROUP INSURANCE	23,644,192	26,305,000	25,805,000	25,130,000	(1,175,000)	-4.5%
WORKER'S COMPENSATION INSURANCE	11,811,044	7,800,000	6,100,000	8,425,000	625,000	8.0%
OUTSIDE SERVICES	2,882,986	3,675,000	3,675,000	2,925,000	(750,000)	-20.4%
PROPERTY INSURANCE	2,035,289	2,600,000	2,600,000	2,300,000	(300,000)	-11.5%
BANK CHARGES	85,410	150,000	150,000	164,000	14,000	9.3%
BOND TRUSTEE	15,346	50,000	50,000	25,000	(25,000)	-50.0%
SUPPLIES - OFFICE	20,101	22,000	22,000	21,000	(1,000)	-4.5%
POSTAGE AND EXPRESS	8,945	8,500	8,500	12,000	3,500	41.2%
DUES, BOOKS & SUBSCRIPTIONS	5,282	8,000	8,000	7,000	(1,000)	-12.5%
OFFICE EQUIPMENT-MAINTENANCE	6,623	6,000	6,000	6,000	-	0.0%
PRINTING & PUBLICATIONS	1,928	4,000	4,000	3,000	(1,000)	-25.0%
OTHER EXPENSES	1,225	4,000	4,000	3,000	(1,000)	-25.0%
TRAVEL AND SUBSISTENCE	1,263	4,000	4,000	2,000	(2,000)	-50.0%
OTHER MINOR ACCOUNTS	1,541	18,100	18,100	6,500	(11,600)	-64.1%
SUBTOTAL	\$43,762,974	\$44,417,759	\$42,217,759	\$42,617,516	(\$1,800,243)	-4.1%
RECOVERY OF EXPENSES	(\$142,013)	(\$300,000)	(\$300,000)	(\$300,000)	-	0.0%
DEPARTMENT TOTAL	\$43,620,961	\$44,117,759	\$41,917,759	\$42,317,516	(\$1,800,243)	-4.1%

The Fiscal Year 2011 Budget Request is \$42.3 million; a decrease of \$1.8 million or 4.1% below the Fiscal Year 2010 Original Budget amount. Total payroll is \$3.6 million and includes 51 positions.

Department M&O Highlights:

- Salaries and Wages decreased by \$155 thousand compared to the Original 2010 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements and the phasing/elimination of departmental vacancies.
- FICA and Retirement decreased by \$20 thousand compared to the Original 2010 Budget due to the SERS pension contribution rate increase from 29.3% to 30.7% combined with the phasing/elimination of departmental vacancies.
- Within the Finance department's budget, Group Insurance was reduced by \$1.2 million or 4.5% and is based on projected employee enrollment and potential cost saving measures as well as an increase in insurance costs allocated to staffing for the Capital Program. This account includes group medical, dental, optical and life as well as retiree health and life insurance.
- Worker's Compensation Insurance increased by \$625 thousand or 8.0% based on the latest actuarial study which projects a rise in the value of claims for 2011.

Finance continued

- Other Outside Services decreased by \$750 thousand based on projected collection agency fees, external audit fees and emergency road services (fire and ambulance).
- Property Insurance decreased by \$300 thousand. This account category covers buildings, bridges, vehicles and liability insurance.

Accomplishments:

- Continued to accommodate an increasing work load while improving service levels, internal controls and accountability.
- Continued to manage and enhance the Catapult capital budgeting and financial reporting system, resulting in improved timeliness and accuracy of financial information critical to the management of the Congestion-Relief Program (CRP).
- Completed the sixth year of financing for the CRP below planned amounts.
- Received recognition from the Government Finance Officers Association (GFOA), through the Certificate for Excellence in Financial Reporting as well as the Distinguished Budget Presentation Award.
- Demonstrated improved internal controls and compliance with state statutory and accounting mandates by reducing the external audit findings.
- Implemented insurance requirements designed to protect the Tollway's interest while reducing costs to Tollway contractors.

Goals and Objectives:

- Continue to support the development, implementation and monitoring of the CRP.
- Continue to support the Tollway's initiative to implement an Enterprise Resource Planning (ERP) system to improve management processes relating to the general ledger, budget, purchasing, human resources, fleet management and other agency-wide needs.
- Continue to implement modifications to the Construction Insurance Program in an effort to reduce the overall cost of construction.
- Provide for an effective treasury management program.
- Implement additional controls to improve financial reporting and management of the Tollway's financial functions.
- Ensure a successful debt management program.
- Maintain a fiscally sound governmental organization that conforms to legal requirements and to generally accepted accounting and financial management principles.

Finance	Number of Positions		
	Fiscal Year		
Position Title	2009	2010	2011
Accountant	2	2	2
Accounting Assistant	1	0	0
Accounts Payable Clerk	1	0	0
Accounts Payable Representative	4	7	3
Accounts Payable Specialist	1	0	0
Assistant Supervisor Accounts Payable	1	1	1
Budget Analyst	2	2	2
Budget Records Specialist	1	0	0
Budget/General Accounting Clerk	1	1	1
Capital Budget Analyst	3	2	2
Capital Budget Manager	1	1	0
Capital Budget Specialist	1	1	1
Cashier	2	1	1
Cashier Supervisor	1	2	2
Cashier/General Accounting Assistant	1	2	2
Chief Accountant	1	2	2
Chief of Finance	1	1	1
Claims Adjuster	1	1	1
Construction Insurance Analyst	1	0	0
Controller	1	1	1
Cost Accountant III	1	0	0
Deputy Chief of Finance	0	0	1
Disbursement Control Supervisor	1	1	1
Emergency Services Collection Analyst	1	1	1
ERP Manager	1	1	0
Executive Secretary	1	1	1
Financial Planning Analyst	0	1	1
Fiscal Operations Manager	1	1	1

Finance	Number of Positions		
	Fiscal Year		
	2009	2010	2011
Position Title			
General Accounting Assistant	2	1	0
Insurance Claims Supervisor	1	1	1
Insurance Risk Manager	1	1	1
M & O Budget Manager	1	1	1
Payroll Analyst	1	2	3
Payroll Clerk	1	0	0
Payroll Manager	1	1	1
Payroll Specialist	2	2	1
Payroll Supervisor	1	1	1
Project Accountant	2	2	2
Project Administrator	1	1	1
Property Recovery Analyst	1	1	1
Secretary III	1	1	1
Senior Accountant	5	5	5
Senior Financial Analyst	1	1	1
Senior Manager of Financial Reporting	1	0	0
Support Clerk	<u>1</u>	<u>1</u>	<u>0</u>
	58	55	48

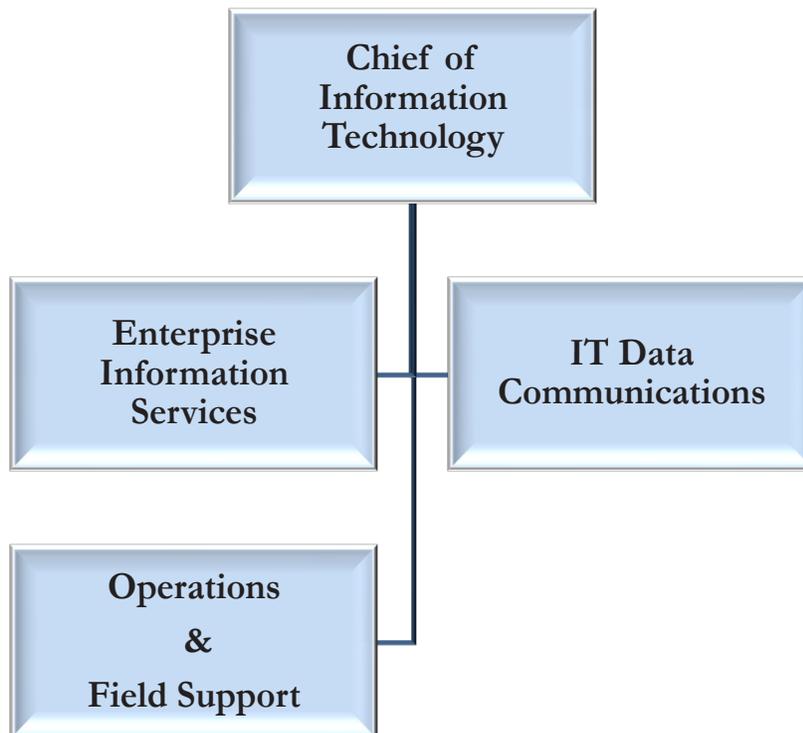
Information Technology

Description:

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 & Field Support



Information Technology continued

MAJOR ACCOUNT DESCRIPTION	2009 Actual	Original 2010 Budget	Revised 2010 Budget	2011 Request	\$ Change from Original Budget	% Change
SALARY & WAGES	\$4,207,411	\$4,631,913	\$4,096,010	\$4,522,847	(\$109,066)	-2.4%
FICA & RETIREMENT	1,366,516	1,712,187	1,514,090	1,736,457	24,270	1.4%
CONSULTING SERVICES	797,468	1,205,000	1,079,000	1,052,000	(153,000)	-12.7%
OFFICE EQUIPMENT-MAINTENANCE	938,993	1,172,500	1,096,500	969,500	(203,000)	-17.3%
CONTRACTED MAINTENANCE SERVICE	808,992	800,000	796,000	800,000	-	0.0%
TELEPHONE & TELEGRAPH	247,469	435,000	432,000	435,000	-	0.0%
REPLACEMENT PARTS	89,650	141,000	110,000	125,000	(16,000)	-11.3%
SUPPLIES - OPERATIONAL	49,823	116,250	95,250	112,500	(3,750)	-3.2%
OUTSIDE SERVICES	38,884	72,000	61,000	53,000	(19,000)	-26.4%
MATERIALS - OPERATIONAL	14,760	34,000	18,000	21,500	(12,500)	-36.8%
EMPLOYEE TRAINING	37,039	30,000	30,000	20,000	(10,000)	-33.3%
OTHER CAPITAL EQUIPMENT	8,253	15,500	9,500	10,000	(5,500)	-35.5%
SUPPLIES - OFFICE	6,648	6,000	6,000	5,800	(200)	-3.3%
TOOLS & EQUIPMENT	4,724	7,000	6,000	5,500	(1,500)	-21.4%
TRAVEL AND SUBSISTENCE	3,243	6,000	5,000	5,000	(1,000)	-16.7%
DUES, BOOKS & SUBSCRIPTIONS	2,533	3,200	2,200	3,100	(100)	-3.1%
POSTAGE AND EXPRESS	2,883	2,500	2,500	2,700	200	8.0%
OTHER MINOR ACCOUNTS	2,467	9,450	6,450	8,250	(1,200)	-12.7%
DEPARTMENT TOTAL	\$8,627,755	\$10,399,500	\$9,365,500	\$9,888,154	(\$511,346)	-4.9%

The Fiscal Year 2011 Budget Request is \$9.9 million, a decrease of \$511 thousand or 4.9% below the Fiscal Year 2010 Original Budget. Total payroll is \$6.3 million and includes 68 positions.

Department M&O Highlights:

- Salaries and Wages decreased by \$109 thousand compared to the Original 2010 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements and the phasing/elimination of departmental vacancies.
- FICA and Retirement increased by \$24 thousand compared to the Original 2010 Budget due to the phasing/elimination of vacancies partially offset by the SERS Pension Contribution Rate increase from 29.3% to 30.7%.
- Equipment Maintenance was reduced by \$203 thousand to reflect a decrease in amounts allocated for Unisys and Kronos along with other hardware and software maintenance contract renewals.
- The majority of the spending in the Consulting Services category is for the Tollway's Web and IVR hosting services; the 2011 Budget Request for this account decreased by \$153 thousand.
- Other Outside Services decreased by \$19 thousand primarily due to a reduced need by Data Communications for outside support.
- Operational Materials decreased by \$13 thousand compared to the Original 2010 Budget.

Information Technology continued

Accomplishments:

- In 2010, the Illinois Tollway constructed two replacement communications towers, one in Rockford (M7) and the other in Gurnee (M4). Each of the old towers was from the original Illinois Tollway build (1958) and was beginning to exhibit structural concerns. The towers, owned by the Illinois Tollway, are utilized for public safety radio communications systems, the Traffic & Incident Management System (TIMS) and cellular providers.
- Continued to negotiate commercial tower lease agreements to increase the Tollway's miscellaneous revenues.
- Implemented remote database backup for the Tollway's financial applications at the DeKalb Disaster Recovery Center which insures that the databases are in sync for recovery in the event of a disaster.
- Completed the implementation of the Kronos automated time and attendance system for all Tollway employees. This automated process is part of the Tollway's paperless office initiative.
- Completed the upgrade of the Kronos software to add new features and functions for the user departments.
- Microsoft Office SharePoint "CrossRoads" intranet portal enhancements that allow the user departments to add change or deleted content for their respective departments. This streamlined the functionality and improved user productivity.
- Installed and Configured Illinois State Police District 15 in-car video system mandated by State legislation.
- Central Administration Security Camera project which included replacement of all money room cameras.
- Installed and configured Symantec Evault system for automated e-mail archiving that manages, stores, and enables discovery of e-mail messages.
- Consolidated 21 plaza servers to five redundant servers at strategic locations reducing power consumption and increasing availability and reliability.
- Upgraded Lisle call center Cisco switches with a lower feature set to new Voice over IP technology switches.
- Replaced Central Administration closet switches that were at end-of-life with new reliable supported switches.

Goals and Objectives:

- Develop an enterprise systems architecture and implementation/migration plan.
- Develop an enterprise-wide business continuity plan.
- Develop a project plan and begin to procure the hardware, software and services to provide disaster recovery for the Tollway's toll collection, revenue, and violation applications to insure uninterrupted customer service and revenue flow.

Information Technology continued

- The IT Department plans to build two new communication towers to replace ones in Alsip and Marengo that are more than 50 years old, and are critical to operational and safety communications.
- Deployment of VOIP phones, which are less expensive than outside phone lines, to remote customer service facilities located at Tollway Oases.
- Consolidate the Starcom 21 communications circuits into the Tollway's Next Generation Network (NGN) in order to maximize availability and reliability. The StarCom 21 is a public safety radio system.
- Tower Preservation Project, which plans to upgrade FAA obstruction lighting on numerous towers to a modern strobe-beacon hybrid system. In addition to meeting Federal requirements, this project will mitigate the need for future re-painting work on impacted towers.
- Implement a violation online image-review function on the Tollway's Web site. This is a convenient way for Tollway customers to view the images of their violations online and dispute any missing or incorrect images.
- Deploy a new feature that will allow Tollway e-commerce users to nickname their transponders making easier for families and business to identify their usage of their transponders travel history
- Installation of new hardware and software for the Tollway's Web site which will expand the capacity of the site. The new software "LifeRay" will change the look and feel of the Web site and give the user departments enhance features and functions that will allow the department the ability to make changes without IT intervention.
- Develop a project plan and start deployment of new desktop systems throughout the Tollway
- Recall, update, and re-configure Kiosk customer service systems.
- Isolate toll collection system network from Tollway's network for Payment Card Industry Data Security Standards compliance.
- Configure and install new computer-aided dispatch hardware system.
- Configure and install new Authority Geographic Information System hardware system.
- Test and deploy new IWINS computers for Illinois State Police District 15.

Information Technology	Number of Positions		
	Fiscal Year		
Position Title	2009	2010	2011
Antenna Specialist	2	2	2
Assistant Web Master	1	1	1
Chief of Information Technology	1	1	1
Communications Equipment Operator	1	1	1
Computer Operator	2	2	2
Customer Service Supervisor	1	1	1
Data Center Operations Manager	1	1	1
Data Communications Manager	1	1	1
Data Communications Specialist	1	1	1
Data Communications Technician	2	2	2
Desktop Support Technician	1	1	0
Enterprise Information Services Manager	1	1	1
ERP Manager	1	0	0
Executive Secretary	1	1	1
Field Network Engineer	6	6	5
Field Operations Manager	1	1	1
Inventory Control Clerk	1	1	1
IT Business Development Coordinator	1	1	1
IT Projects Coordinator	1	1	1
IT Security Manager	1	1	1
IT Special Projects Coordinator	1	1	0
Manager of Project Management Office	1	0	0
Mobile Bench Technician	0	0	1
Mobile Installer	3	3	3
Mobile Shop Manager	1	1	1
Multimedia Project Specialist	1	0	0
Network Administrator	4	4	4
Network Support Administrator	1	1	1

Information Technology	Number of Positions		
	Fiscal Year		
Position Title	2009	2010	2011
Network Support Manager	1	1	1
Operations & Customer Support Manager	1	1	1
Oracle DBA	1	1	1
PBX Administrator	1	0	0
PBX Technician	1	1	1
Project Manager	5	5	3
Project Specialist	1	0	0
Secretary III	2	2	2
Security Administrator	0	1	1
Senior Computer Operator	2	2	2
Senior Network Administrator	1	1	1
Senior Software Engineer	3	3	3
Senior Systems Analyst	3	3	3
SQL/Access Developer	1	1	1
Sr. Manager of Project Management	0	1	0
System Technician I	6	6	6
Systems Architecture & Engineering Manager	1	1	1
Systems Supervisor	1	1	1
UNIX Administrator	1	0	0
Voice Communications Coordinator	0	1	1
WEB Development Coordinator	1	0	1
WEB Development Manager	0	1	1
Webmaster	1	1	1
Wireless Network Administrator	<u>1</u>	<u>1</u>	<u>1</u>
	75	72	68

Office of the Inspector General

Description:

The Tollway Board resolution passed September 25, 2003 creating the Office of the Inspector General expired December 31, 2009. Therefore in January, 2010 the unit became known as Investigations and Audit and was headed by the General Manager, James W. Wagner. It encompassed not only investigations, but included the Toll Audit and the Control and Compliance Internal Audit Units.

Beginning May 12, 2010, responsibility for management of the Control and Compliance Internal Audit Unit and the Toll Audit Unit was transferred to the Executive Director with Supervisory responsibility provided by the Chief of Staff. The work of the Investigation Unit for the remainder of 2010 was completed by one investigator and the General Manager.

Legislation creating a statutory office of Inspector General was sponsored by Senator Susan Garrett with assistance of the Tollway staff. The legislation was passed by the Illinois General Assembly and sent to the Governor June 1, 2010. On July 28, 2010, Governor Pat Quinn signed the legislation, to become effective January 1, 2011.

On October 18, 2010, James W. Wagner was appointed by Governor Quinn to become the Inspector General for a five-year term. On November 17, 2010, the Illinois Senate voted to confirm the appointment, also effective January 1, 2011.



Inspector General continued

MAJOR ACCOUNT DESCRIPTION	2009 Actual	Original / Revised 2010 Budget	2011 Request	\$ Change from Original Budget	% Change
SALARY & WAGES	\$438,157	\$364,898	\$535,126	\$170,228	46.7%
FICA & RETIREMENT	142,029	134,885	205,451	70,566	52.3%
EMPLOYEE TRAINING	4,905	8,000	10,000	2,000	25.0%
DUES, BOOKS & SUBSCRIPTIONS	6,691	8,000	6,000	(2,000)	-25.0%
TRAVEL AND SUBSISTENCE	2,593	2,000	4,000	2,000	100.0%
SUPPLIES - OFFICE	2,099	2,000	2,000	-	0.0%
OFFICE EQUIPMENT	-	2,000	2,000	-	0.0%
OTHER CAPITAL EQUIPMENT	-	2,000	2,000	-	0.0%
OTHER MINOR ACCOUNTS	290	800	1,000	200	25.0%
DEPARTMENT TOTAL	\$596,764	\$524,583	\$767,577	\$242,994	46.3%

The Fiscal Year 2011 Budget Request is \$768 thousand; an increase of \$243 thousand or 46.3% above the Fiscal Year 2010 Budget amount. Total payroll is \$741 thousand and includes 6 positions.

Department M&O Highlights:

- Salaries and Wages increased by \$170 thousand compared to the 2010 Budget. This increase reflects funding for one vacant Senior Investigator position and two additional Investigators.
- FICA and Retirement increased by \$71 thousand compared to the 2010 Budget due to new personnel as well as the SERS pension contribution rate increase from 29.3% to 30.7%.
- Employee Training increased by \$2 thousand due to training for new personnel.
- Dues, Books and Subscriptions decreased by \$2 thousand compared to the 2010 Budget.
- Travel and Subsistence increased by \$2 thousand to accommodate conference attendance.

Inspector General continued

2010 Investigations Unit Accomplishment Highlights:

- The Investigations Unit worked with the Attorney General’s office and various States’ Attorney’s offices with regard to prosecutions of criminal matters.
- The Investigations Unit worked closely with the Tollway Ethics Officer and the Department of Administration regarding issues of employee misconduct.
- Issues regarding potential violations of the Illinois Governmental Ethics Act were appropriately referred to the Office of the Executive Inspector General.

Summary of Investigative Unit Activity for 2010:

Investigations Opened:	78
Investigations Closed:	48
Investigative Assistance:	14
Preliminary Investigations:	14
Customer Complaints Received:	56
Investigations Referred to Outside Agencies:	4

Goals and Objectives:

- Foster a strong program of deterrence to prevent future opportunities for Fraud.
- Promote economy, efficiency, and effectiveness in Tollway programs and operations.
- Keep the Chairman, Board of Directors, Executive staff, the Illinois Governor and General Assembly fully informed of the Investigative Activities and accomplishments of the office.
- Promote better Tollway management of significant and unplanned matters.
- Preserve and protect Tollway employee and program integrity.

Inspector General

**Number of Positions
Fiscal Year**

Position Title	2009	2010	2011
Executive Secretary	1	1	1
General Manager of Investigation & Audit	0	1	0
Inspector General	1	0	1
Investigator	1	1	3
Senior Investigator	<u>1</u>	<u>1</u>	<u>1</u>
	4	4	6

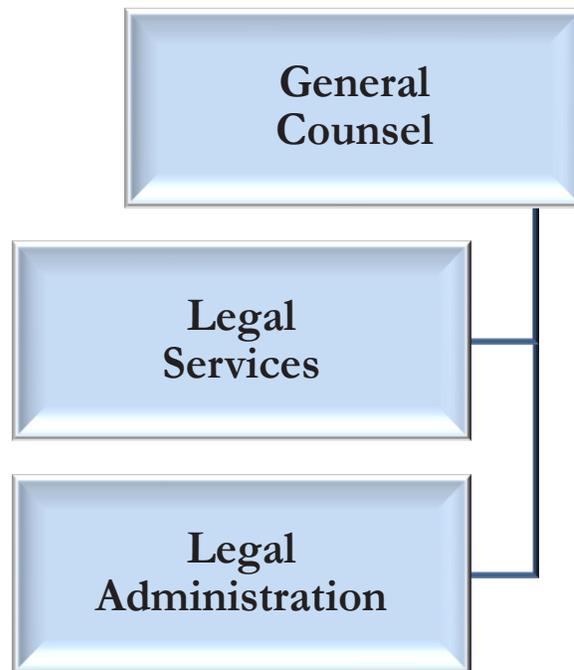
Legal

Description:

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



MAJOR ACCOUNT DESCRIPTION	2009 Actual	Original / Revised 2010 Budget	2011 Request	\$ Change from Original Budget	% Change
SALARY & WAGES	\$944,968	\$992,378	\$1,017,289	\$24,911	2.5%
FICA & RETIREMENT	301,280	364,920	390,568	25,648	7.0%
OUTSIDE SERVICES	97,852	160,000	160,000	-	0.0%
DUES, BOOKS & SUBSCRIPTIONS	10,818	18,000	17,100	(900)	-5.0%
TRAVEL AND SUBSISTENCE	4,287	6,500	6,175	(325)	-5.0%
SUPPLIES - OFFICE	5,162	5,000	4,750	(250)	-5.0%
OTHER EXPENSES	4,996	5,000	4,750	(250)	-5.0%
EMPLOYEE TRAINING	1,738	3,000	2,850	(150)	-5.0%
SUPPLIES - OPERATIONAL	2,885	2,000	1,900	(100)	-5.0%
POSTAGE AND EXPRESS	2,038	2,000	1,900	(100)	-5.0%
OTHER MINOR ACCOUNTS	32	2,700	-	(2,700)	-100.0%
SUBTOTAL	\$1,376,057	\$1,561,498	\$1,607,282	\$45,784	2.9%
RECOVERY OF EXPENSES	(\$5,899)	(\$5,000)	(\$5,000)	-	0.0%
DEPARTMENT TOTAL	\$1,370,158	\$1,556,498	\$1,602,282	\$45,784	2.9%

The Fiscal Year 2011 Budget Request is \$1.6 million, an increase of \$46 thousand or 2.9% above Fiscal Year 2010 Budget amount. Total payroll is \$1.4 million and includes 12 positions.

Department M&O Highlights:

- Salaries and Wages increased by \$25 thousand compared to the 2010 Budget. This increase reflects full funding for one additional Legal Intern position.
- FICA and Retirement increased by \$26 thousand compared to the 2010 Budget due to the SERS Pension Contribution Rate increase from 29.3% to \$30.7%.
- Dues, Books & Subscriptions decreased by \$1 thousand compared to the 2010 Budget.
- Other Minor Accounts decreased by \$3 thousand primarily due to reduced spending on office equipment.

Legal continued

Accomplishments:

- Provided counsel for the Tollway’s capital financing initiatives.
- Successfully defended several personal injury and workers compensation cases.
- Provided assistance to the collective bargaining teams.
- Helped Engineering realize significant savings through engineering contract interpretations.
- Coordinated review of potential errors and omissions by outside consultants.

Goals and Objectives:

- Assist the Tollway in increasing scope of I-PASS services.
- Improve labor arbitration success rate.
- Help the Tollway make improvements to the violation enforcement and toll collection systems.
- Assist the Tollway in exploring system improvement and expansion opportunities.
- Engage in a proactive approach to litigation.

Legal	Number of Positions		
	Fiscal Year		
	2009	2010	2011
Position Title			
Assistant Attorney General	2	2	2
Executive Secretary	1	1	1
General Counsel	1	1	1
Legal Secretary III	2	2	2
Property Management Paralegal	1	1	1
Senior Assistant Attorney General	<u>5</u>	<u>5</u>	<u>5</u>
	12	12	12

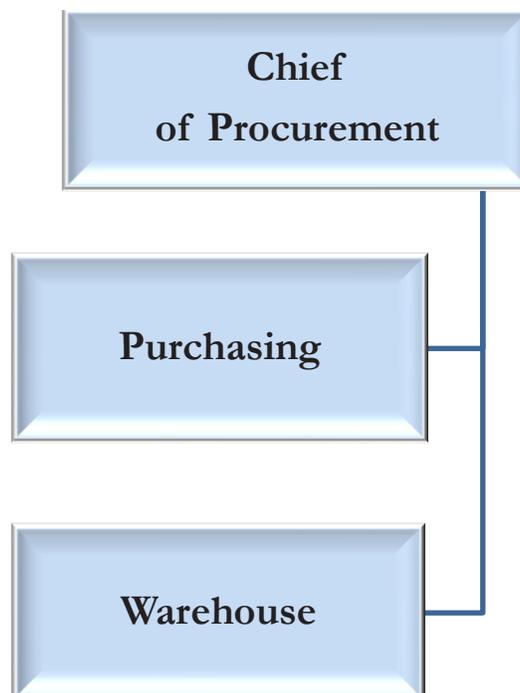
Procurement

Description:

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

The Procurement Department oversees the following functions:

- Purchasing
- Central Warehouse



MAJOR ACCOUNT DESCRIPTION	2009 Actual	Original / Revised 2010 Budget	2011 Request	\$ Change from Original Budget	% Change
SALARY & WAGES	\$2,643,273	\$2,745,779	\$2,599,559	(\$146,220)	-5.3%
FICA & RETIREMENT	865,173	1,014,977	998,049	(16,928)	-1.7%
OUTSIDE SERVICES	20,797	21,500	20,000	(1,500)	-7.0%
SUPPLIES - OFFICE	53,642	22,500	16,000	(6,500)	-28.9%
OFFICE EQUIPMENT RENTALS	5,634	7,000	5,000	(2,000)	-28.6%
EMPLOYEE TRAINING	4,969	8,000	4,750	(3,250)	-40.6%
PRINTING & PUBLICATIONS	(6,941)	5,100	4,000	(1,100)	-21.6%
SUPPLIES - OPERATIONAL	32,775	4,200	3,000	(1,200)	-28.6%
UNIFORMS & ACCESSORIES	104,356	3,000	2,500	(500)	-16.7%
OTHER EXPENSES	16,234	2,000	1,000	(1,000)	-50.0%
TRAVEL AND SUBSISTENCE	4,456	5,500	500	(5,000)	-90.9%
OFFICE EQUIPMENT	4,568	4,500	500	(4,000)	-88.9%
DUES, BOOKS & SUBSCRIPTIONS	4,049	5,500	250	(5,250)	-95.5%
OTHER MINOR ACCOUNTS	144,626	16,600	-	(16,600)	-100.0%
SUBTOTAL	\$3,897,612	\$3,866,156	\$3,655,108	(\$211,048)	-5.5%
RECOVERY OF EXPENSES	(\$4,309)	(\$5,000)	(\$5,000)	-	0.0%
DEPARTMENT TOTAL	\$3,893,304	\$3,861,156	\$3,650,108	(\$211,048)	-5.5%

The Fiscal Year 2011 Budget Request is \$3.7 million; a decrease of \$211 thousand or 5.5% below the Fiscal Year 2010 Budget amount. Total payroll is \$3.6 million and includes 53 positions.

Department M&O Highlights:

- Salaries and Wages decreased by \$146 thousand compared to the 2010 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements and the phasing/elimination of departmental vacancies.
- FICA and Retirement decreased by \$17 thousand compared to the 2010 Budget due to the SERS Pension Contribution Rate increase from 29.3% to 30.7% combined with the phasing/elimination of departmental vacancies.
- Other Minor Accounts decreased by \$17 thousand mainly due to the elimination of Advertising & Promotion, Postage and Office Equipment expenses.
- Office Supplies decreased by \$7 thousand and Office Equipment decreased by \$4 thousand as less supplies and equipment are needed in 2011.

Procurement continued

- Dues, Books & Subscriptions decreased by \$5 thousand and Travel and Subsistence decreased by \$5 thousand as a less expenses are anticipated in these categories.
- Employee Training decreased by \$3 thousand leaving a sufficient amount for staff training.

Accomplishments:

- Completed audits for all 20 inventory stocking locations.
- Streamlined accrual process for FY2010.
- Incorporated new ethics requirements regarding vendor registration into all procurement documents to remain in compliance with all applicable state laws.
- Provided improved inventory accountability and reduced opportunity for audit findings related to asset/inventory management.
- Improved reporting to department chiefs with respect to asset management, purchasing and receiving functions.
- Enforced new state-wide requirements for justifying purchases on the basis of need and criticality to operations.
- Assisted Engineering in the evaluation and source selection of professional engineering proposals.

Goals and Objectives:

- Sell surplus equipment to convert equity of equipment no longer required for operations and to alleviate the cost to maintain in inventory. Utilize on-line auction program to remove obsolete property, inventory and unclaimed lost and found items from the Tollway books.
- Achieve a 100% completion rate for audits at all established inventory locations.
- Perform 100% cycle count of warehouse in twelve-month period.
- Achieve 100% compliance with all State procurement reform requirements.

Procurement	Number of Positions		
	Fiscal Year		
Position Title	2009	2010	2011
Accounts Payable Representative	0	0	2
Accounts Payable Specialist	0	1	1
Acting State Procurement Officer	0	0	1
Assistant Inventory Auditor	1	1	1
Buyer	7	8	7
Chief of Procurement	1	1	1
Clothing Room Clerk	1	1	1
Clothing Room Supervisor	1	1	1
Contract Administrator	2	3	3
Cost Analyst	1	0	0
Executive Secretary	0	1	1
General Manager of Diversity	1	0	0
General Manager of Procurement	1	0	0
Information Processing Operator	2	2	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	2	1	1
Messenger Services Manager	1	1	1
Messenger/Drivers	9	9	9
Procurement & Warehouse Manager	1	1	1
Property Control Auditor	2	2	2
Property Control Supervisor	1	1	1
Purchasing Coordinator	0	1	1
Purchasing Services Manager	1	1	1
Purchasing Supervisor	2	1	1
Senior Cost Analyst	1	1	1
Shipping & Receiving Auditor	1	1	1
Switchboard Operator	1	1	1
Warehouse & Materials Distribution Supervisor	1	1	1
Warehouse Manager	1	1	0
Warehouse Workers	<u>5</u>	<u>5</u>	<u>5</u>
	54	54	55

State Police

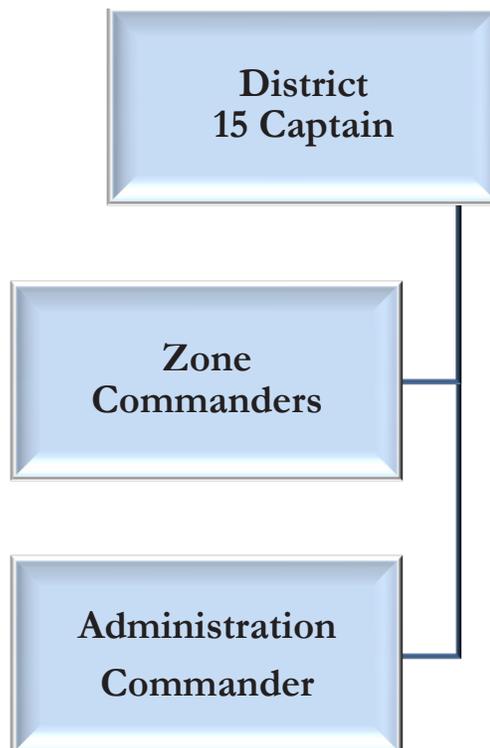
Description:

Illinois State Police (ISP) 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 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 12 different counties, coordinate with five state police districts and four toll roads. 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.

District 15 State Police oversees the following functions:

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



State Police continued

MAJOR ACCOUNT DESCRIPTION	2009	Original / Revised	2011	\$ Change	%
	Actual	2010 Budget	Request	from Original Budget	Change
SALARY & WAGES	\$17,359,837	\$16,755,867	\$17,655,533	\$899,666	5.4%
FICA & RETIREMENT	4,635,482	5,203,481	5,733,131	529,650	10.2%
EMPLOYEE GROUP INSURANCE	3,101,329	2,570,000	2,793,000	223,000	8.7%
SUPPLIES - OPERATIONAL	111,972	250,000	237,500	(12,500)	-5.0%
OFFICE EQUIPMENT-MAINTENANCE	108,543	174,000	165,300	(8,700)	-5.0%
UNIFORMS & ACCESSORIES	82,018	100,000	104,500	4,500	4.5%
OUTSIDE SERVICES	75,443	75,000	71,250	(3,750)	-5.0%
SUPPLIES - OFFICE	18,594	35,000	33,250	(1,750)	-5.0%
TELEPHONE & TELEGRAPH	14,649	30,000	28,500	(1,500)	-5.0%
POSTAGE AND EXPRESS	23,101	24,000	22,800	(1,200)	-5.0%
EMPLOYEE TRAINING	7,665	20,000	19,000	(1,000)	-5.0%
REPLACEMENT PARTS	12,608	15,000	14,250	(750)	-5.0%
POLICE CAPITAL EQUIPMENT	14,409	10,000	9,500	(500)	-5.0%
TRAVEL AND SUBSISTENCE	2,861	5,000	4,750	(250)	-5.0%
PRINTING & PUBLICATIONS	407	2,800	2,660	(140)	-5.0%
DUES, BOOKS & SUBSCRIPTIONS	1,470	1,500	2,138	638	42.5%
OFFICE EQUIPMENT	2,136	2,000	1,900	(100)	-5.0%
OTHER MINOR ACCOUNTS	1,112	7,500	2,375	(5,125)	-68.3%
SUBTOTAL	\$25,573,636	\$25,281,148	\$26,901,337	\$1,620,189	6.4%
RECOVERY OF EXPENSES	(\$14,165)	(\$87,500)	(\$87,500)	-	0.0%
DEPARTMENT TOTAL	\$25,559,472	\$25,193,648	\$26,813,837	\$1,620,189	6.4%

The Fiscal Year 2011 Budget Request is \$26.8 million; an increase of \$1.6 million or 6.4% over the Fiscal Year 2010 Budget amount. Total payroll is \$23.4 million for 19 civilian positions and 185 troopers.

Department M&O Highlights:

- Salaries and Wages increased by \$900 thousand or 5.4% compared to the 2010 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements and funding for currently vacant positions.
- FICA and Retirement increased by \$530 thousand compared to the 2010 Budget due to the SERS pension contribution rate increase from 29.3% to 30.7%.
- Group Insurance increased by \$223 thousand to fund the costs of additional troopers.
- Uniforms and accessories increased by \$5 thousand due to increased contract costs.

State Police continued

Accomplishments:

- Traffic Safety – Deaths from traffic crashes on the Tollway system in 2010 remain low with only 16 citizen deaths. This is among our lowest number of deaths in a year since the Tollway opened in 1958. While “luck” played a role in this outcome, visibility, aggressive enforcement, teamwork, and collaboration with Tollway and emergency medical services personnel were key factors as well.
- AEDs – In 2010, all District 15 officers were issued Automated External Defibrillators (AEDs) to improve our ability to save lives.
- Joint Details – District 15 partnered with other State Police Districts to conduct 31 combined corridor enforcement details in areas where our Tollways intersect with other major Interstates. Some details included law enforcement from other states along with county and local agencies.
- Patrol Boundary Changes – Over the last few years, the Tollway made many improvements to our 286-mile Tollway system including adding approximately 300 lane miles and converting many full plazas to open road tolling plazas. In light of these changes and changes to the demographics of the areas surrounding our system, District 15 conducted a comprehensive analysis of our system and made several improvements to our Zone and Patrol boundaries to improve our efficiency and effectiveness in accomplishing our mission. These changes were implemented on June 10, 2010.
- Recognition - Earned second place in the Illinois Traffic Safety Challenge recognizing results-driven enforcement programs. District 15 has won awards in this statewide competition six of the last seven years.
- Family Safety Fair - On July 17, 2010, the Illinois State Police District 15 and the Illinois Tollway hosted our annual Family Safety Fair. This event consisted of child safety seat checks, seat belt convincer, rollover simulator, the State Police golf cart with the fatal vision goggles, three “touch-a-truck” vehicles, ISP Motorcycle display, ISP Tactical Response Team display, police canine demonstrations, and child fingerprinting by Bureau of Identification personnel. Officers interacted with citizens in an environment conducive to promoting positive relationships. Over 400 citizens turned out to this event with positive responses and everyone had a good time.
- Auto Show - The District 15 Safety Education Officer assisted at the ISP booth at the Chicago Auto Show which was held at McCormick Place from February 12 through 21, 2010.
- Safety Seat Details - In 2010, District 15 participated in 21 child safety seat events at various Tollway facilities and other locations. During these details, certified safety seat technicians inspected 371 child safety seats for proper installation and to make sure they were in good working order. District 15 also issued 28 child safety seats to families in need.

State Police continued

- Safety Team – District 15 has partnered with the Illinois Tollway and formed a safety team. This team discusses any engineering issues, enforcement issues, and any topic of concern where we can make the Tollways safer. Topics of discussion and their results are areas like better signage, traffic flow in construction zones, message boards, and public service announcements. In 2010, ISP Region I command officers began attending the quarterly Lake Michigan Interstate Gateway Alliance (LMIGA) meetings to participate in traffic safety issues on a regional level.
- Traffic Incident Management – The Tollway and District 15 hosted a traffic incident management workshop on August 24th-25th, 2010 which was sponsored by the Federal Highway Administration. This workshop was attended by emergency responders from several Illinois and border state agencies.
- Criminal Patrol Initiatives – District 15 hosted valuable highway interdiction training sponsored by the United States Department of Transportation Drug Interdiction Assistance Program (DIAP) in March 2010 and sponsored by the El Paso Intelligence Center (EPIC) in May 2010. In 2010, we initiated a full time Criminal Patrol Team as a pilot. District 15 also purchased 20 tool kits for use by officers while on criminal patrol.
- In-Car Camera System - The patrol cars of all Troopers are now equipped with state-of-the-art in-car camera systems which wirelessly upload to a centrally located server to promote public and officer safety.
- eBond Initiative – In 2010, District 15 began accepting credit cards for bond at three of our patrol zone offices for traffic and criminal offenses which occurred in Cook County. We are expanding this initiative to other counties and zone offices in 2011.
- Electronic Dissemination of Subpoenas – In 2010, District 15 began receiving subpoenas from five counties and disseminating them electronically to our officers. This has improved the efficiency at which officers receive these subpoenas with added accountability. We are expanding this initiative to other counties in 2011.

Goals and Objectives:

- Continue to increase seatbelt compliance rate for customers on the Tollway System by continuing to perform Seatbelt Enforcement Zones.
- Reduce fatalities by strong enforcement of “fatal five” violations: DUI, speeding, following too closely, improper lane changes, and occupant restraint violations.
- Partner with Tollway engineers and the Traffic 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.

State Police

**Number of Positions
Fiscal Year**

Position Title	2009	2010	2011
Administration Secretary	2	2	2
Crash Report Call Taker	2	1	1
Executive Secretary	1	1	1
Information Processor Operator	4	6	6
Investigations Secretary III	1	1	1
Police Records Analyst	1	1	1
Police Records Specialist	4	3	3
Support Services Assistant/Time Keeper	1	1	1
Support Services Manager	1	1	1
Video Surveillance Operation Supervisor	1	1	1
Video Surveillance Supervisor	<u>1</u>	<u>1</u>	<u>1</u>
	19	19	19

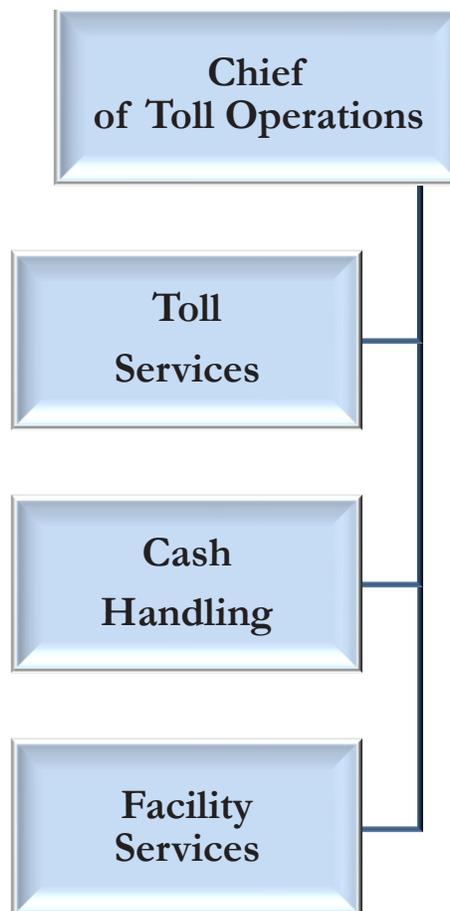
Toll Operations

Description:

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



MAJOR ACCOUNT DESCRIPTION	2009	Original	Revised	2011	\$ Change	% Change
	Actual	2010 Budget	2010 Budget		Request	
SALARY & WAGES	\$36,945,112	\$37,371,032	\$37,188,504	\$34,534,395	(\$2,836,637)	-7.6%
FICA & RETIREMENT	12,017,690	13,814,200	13,746,728	13,258,790	(555,410)	-4.0%
UTILITIES & RR&I RELOCATE	5,367,998	5,101,500	4,851,500	5,101,000	(500)	0.0%
SUPPLIES - OPERATIONAL	560,169	627,500	627,500	551,950	(75,550)	-12.0%
OUTSIDE SERVICES	335,839	466,000	466,000	411,000	(55,000)	-11.8%
ARMORED TRUCK SERVICE	193,481	240,000	240,000	270,000	30,000	12.5%
CONTRACTED MAINTENANCE SERVICE	35,402	295,000	295,000	270,000	(25,000)	-8.5%
UNIFORMS & ACCESSORIES	241,649	248,500	248,500	248,500	(0)	0.0%
MATERIALS - OPERATIONAL	152,695	232,800	232,800	232,500	(300)	-0.1%
REPLACEMENT PARTS	174,154	161,700	161,700	183,690	21,990	13.6%
SUPPLIES - OFFICE	90,317	112,700	112,700	100,050	(12,650)	-11.2%
TRAVEL AND SUBSISTENCE	53,109	65,000	65,000	72,500	7,500	11.5%
OFFICE EQUIPMENT-MAINTENANCE	12,175	45,000	45,000	43,500	(1,500)	-3.3%
TOOLS & EQUIPMENT	19,421	35,700	35,700	41,350	5,650	15.8%
BUILDING EQUIPMENT	8,185	40,000	40,000	25,500	(14,500)	-36.2%
OTHER CAPITAL EQUIPMENT	-	23,000	23,000	18,375	(4,625)	-20.1%
OFFICE EQUIPMENT	560	14,500	14,500	12,325	(2,175)	-15.0%
EMPLOYEE TRAINING	2,022	17,000	17,000	10,000	(7,000)	-41.2%
ROADWAY EQUIPMENT	-	8,000	8,000	7,000	(1,000)	-12.5%
OTHER EXPENSES	16,764	17,700	17,700	5,615	(12,085)	-68.3%
OTHER MINOR ACCOUNTS	6,703	51,250	51,250	14,915	(36,335)	-70.9%
DEPARTMENT TOTAL	\$56,233,446	\$58,988,082	\$58,488,082	\$55,412,955	(\$3,575,127)	-6.1%

The Fiscal Year 2011 Budget Request is \$55.4 million, a decrease of \$3.6 million or 6.1% below the Fiscal Year 2010 Original Budget amount. Total payroll is \$47.8 million and includes 684 positions.

Department M&O Highlights:

- Salaries and Wages decreased by \$2.8 million compared to the Original 2010 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements as well as the elimination of 70 vacant positions and the phasing of the remaining vacant positions.
- FICA and Retirement decreased by \$555 thousand compared to the Original 2010 Budget due to the phasing/elimination of vacancies, but partially offset by SERS pension contribution rate increase from 29.3% to 30.7%.
- Armored Truck Service, which includes the cost of rolled coin, increased by \$30 thousand based on a revised contract.

Toll Operations continued

- Replacement Parts increased by \$22 thousand mainly due to aging equipment requiring more frequent repairs.
- Operational Supplies decreased by \$76 thousand mainly due to the installation of hand driers that will result in a reduction in paper towel supplies.
- Office Supplies was reduced by \$13 thousand for 2011.

Accomplishments:

- Successful completion of negotiations with SEIU Local 73 relative a new collective bargaining agreement for approximately 600 Toll Operations employees.
- Met primary goal to attain 5% reduction in overall petroleum fuel use by the end of 2010 as outlined in the Governor's Executive Order No. 11 (2009).
- Continued to provide staffing for the Critical Response Team (CRT) utilizing designated Facility Services staff (with current CDL's) to assist the Roadway Maintenance Division in responding to incidents involving inclement weather conditions and snow events. By reducing the need for additional staffing we continue to save the Tollway thousands in additional wages and benefit costs.
- Continue to perform services at optimal levels while toll collection staffing deficits in 2010 reached 60 toll collectors and five plaza managerial staff. Continuing to adjust staffing levels based on traffic demand. Toll Operations has implemented an Unattended Plaza Pilot Program, whereby two plazas were temporarily closed during the overnight hours of 10 p.m. to 6 a.m. eliminating the need for staffing and further reducing overhead costs at those plazas when traffic is at a minimum.
- Introduced new staffing procedures which have reduced costs associated with overtime.
- Completed training all plaza management in life saving CPR.

Goals and Objectives:

- Close out negotiations with Teamsters Local 700 relative to a new collective bargaining agreement.
- Continue to develop strategies that result in an additional 5% reduction in overall petroleum fuel use by the end of 2012.
- Adjusting a six-month schedule to a five-day work schedule from current six-day schedule to substantially reduce overtime pay to money room staff.
- Modify money trucks (picking up revenue at manned plazas) with cages to have the ability to also pick-up vaults at outer ramp plazas; thereby reducing additional trips along the same routes to serve unmanned plazas.
- Continue to adjust staffing levels based on traffic demand.
- Continue to reduce mileage compensation paid to toll collectors relocated to more distant toll plazas.
- Ongoing training of all collectors in charge (CIC).

Toll Operations

**Number of Positions
Fiscal Year**

Position Title	2009	2010	2011
Accounts Payable Representative	0	0	1
Administrative Manager of Toll Services	0	1	1
Administrative Support Manager	1	0	0
Building Maintenance Manager	2	2	2
Carpenter Shop Clerk	1	0	0
Carpenter Shop Manager	0	1	1
Carpenter Shop Supervisor	1	1	1
Cash Handling Manager	1	1	1
Cash Handling Supervisor	1	1	1
Chief of Operations	1	1	1
Clerk	2	0	0
Coin Counters	16	16	15
Custodial Manager	1	1	1
Custodial Supervisor	3	3	3
Custodian I	1	1	0
Custodian II	57	53	44
Custodian III	11	14	12
Customer Service Supervisor	1	0	0
District Supervisor	3	3	3
Equipment Operators Laborers	1	1	1

Toll Operations

**Number of Positions
Fiscal Year**

Position Title	2009	2010	2011
Executive Secretary	1	1	1
Facility Services Manager	0	1	1
General Manager of Toll Services	1	1	1
Generator Maintenance Technician	1	0	0
Lead Supervisor Money Room	1	1	1
Mechanical Electrical	18	23	17
Money Room Clerk	1	1	1
Money Truck Drivers	12	12	12
Office Supervisor - Cash Handling	1	1	1
Painter	10	7	7
Plaza Manager	23	18	16
Plaza Supervisor.	37	31	22
Secretary II	1	2	1
Secretary III	2	2	1
Section Clerk	0	3	3
Senior Building Inspector	2	1	1
Structural	13	15	13
Supervisor Money Room	1	1	1
System Maintenance Technician	1	0	0
Toll Collector	590	532	496
Toll Compliance Specialist	1	1	1
Training Supervisor	1	0	0
Water / Sewer	<u>2</u>	<u>0</u>	<u>0</u>
	824	754	684



Capital Program

The fiscal year 2011 capital request reflects the Tollway's commitment to maintain and upgrade the existing facilities and infrastructure of the system. The request includes funding for the seventh year of the multi-year Congestion-Relief Program (CRP). The estimated cost of the CRP is being reduced from \$6.1 billion to \$5.8 billion, a reduction of approximately \$300 million, to reflect actual savings from projects completed and closed, anticipated project savings from future closeouts, and modifications to scope of work on the Jane Addams Memorial Tollway (I-90) Corridor. For fiscal year 2011, \$192.0 million is allocated for the CRP and \$86.9 million is allocated to support other needs such as roadway equipment and vehicles, building repair and improvements, and technological equipment and enhancements. The 2011 "Other" Request totals \$86.9 million; it is anticipated an estimated \$45 million will be earned.

Fiscal Year 2011 - Capital Program

(\$ millions)

	2009 Actual Earned	2010 Estimate Earned	2011 Request
Tri-State Tollway (I-294/ I-94)	\$ 483.0	\$ 65.8	\$ 14.4
Jane Addams Memorial Tollway (I-90)	\$ 111.5	\$ 22.3	\$ 104.9
Reagan Memorial Tollway (I-88)	\$ 127.8	\$ 10.4	\$ 7.6
Veterans Memorial Tollway (I-355)	\$ 39.5	\$ 55.1	\$ 5.2
Open Road Tolling (ORT)	\$ 4.3	\$ 3.7	\$ 0.5
Systemwide Improvements	\$ 82.2	\$ 64.1	\$ 59.4
Congestion-Relief Program Subtotal	\$ 848.3	\$ 221.4	\$ 192.0
* "Other" Capital Projects Subtotal	\$ 54.1	\$ 45.0	\$ 86.9
TOTAL CAPITAL PROGRAM	\$ 902.4	\$ 266.4	\$ 278.9

* 2011 Request includes \$36.1 million new and \$50.8 million 2010 carry-over of which \$45 million estimated to be earned in 2011.

Exhibit 23

The Tollway's capital budget is a financial plan of capital project expenditures for the fiscal year beginning January 1 and ending December 31. The capital budget provides funding for non-recurring expenditures for the preservation, replacement, repair, renewal, reconstruction, modification, and expansion of the Tollway System. The capital budget is funded from current revenues, proceeds from the sale of revenue bonds and interest income.

The Tollway adheres to the covenants of its Trust Indenture and Generally Accepted Accounting Principles (GAAP) to provide direction for capital budgeting. Per the Trust Indenture, a capital project of the Tollway is to be classified as either (a) Improvement; or (b) Renewal and Replacement. These categories are defined as follows:

Improvement: means 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 Authority has been adopted authorizing the deposit of Revenues to the credit of the Improvement Account including, without limitation, the cost of related feasibility studies, plans, designs or other related expenditures.

Renewal and Replacement: means any 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.

The Tollway's 2011 capital budget is comprised of the seventh year projects from the CRP and other capital projects necessary to maintain, improve and enhance Tollway assets, including new technologies, building improvements and machinery/equipment. The goals of the 2011 capital budget mirror those established with the CRP and include maintaining and improving the capital infrastructure of the existing system by:

- Ensuring the system remains in a state of good repair;
- Providing congestion relief by converting the entire mainline system to Open Road Tolling (*complete*) and widening many miles of toll roads; (*complete*)
- Extending I-355 south to accommodate the needs of growing communities (*opened to traffic November 2007*);
- Establishing corridor planning councils to strengthen the partnerships between the Tollway and the communities it serves;
- Improving mobility for communities served by the Tollway through a revamped interchange policy, inter-modalism and context-sensitive improvements such as noisewalls and bike paths; and
- Implementing intelligent transportation systems to better serve customers.

Capital Planning

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

Input from local committees has been and continues to be instrumental in the successful development and implementation of regionally significant 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 plan to balance travel demand with population and economic growth.

Planning Process

The Tollway uses a comprehensive capital planning process, where decisions are made in a transparent manner. The process includes analyzing and evaluating the needs of the Tollway and its surrounding communities and developing strategies to increase system efficiency while taking into consideration the condition of Tollway assets.

The planning process begins with stakeholder departments, including Finance, Engineering, Information Technology, and others 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, improved operations, etc.
- Safety – reduce crashes, improved traffic flow and response time, etc.
- Community – anticipated local and regional growth
- Financing – impact on revenue, future maintenance and operational costs
- Cost – estimated project cost and risk
- Multi-agency implementation support

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 resulting from project implementation.

In 2010, the Tollway began a very public and open process to discuss and evaluate a number of potential future projects and initiatives. Recognizing many changes over the past years, including dramatic changes in the economy as well as to state and Tollway leadership, the Tollway has restarted its capital planning and review process. Working with IDOT, transit agencies, local and regional transportation and planning agencies, the Tollway is updating project analyses to better reflect today's needs and economy, and seeking to identify projects which would significantly reduce area congestion, expand economic opportunities, and benefit the regional transportation infrastructure. This review process will identify approximate costs, regional and local support, as well as timeliness and financing options for projects from design through completion, for review by the Tollway Board of Directors. These comprehensive reviews will be publicly presented and posted on the Tollway's Web site.

Capital Budget Development

Program and project reviews are ongoing throughout the fiscal year; however, capital budget development 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 relayed to the Board of Directors for incorporation into the final budget. 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: 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

Fiscal year 2011 capital expenditures are related to the seventh year of the CRP and other capital needs such as roadway equipment and vehicles, building repair and improvements, and technological equipment and enhancements. The CRP is divided into six corridors for reporting purposes: Tri-State Tollway, Jane Addams Memorial Tollway, Reagan Memorial Tollway, Veterans Memorial Tollway, Open Road Tolling, and Systemwide Improvements. Other capital needs are divided into Building Repairs and Maintenance, Equipment, Professional Services and Roadway.

Congestion-Relief Program

Overview

The estimated cost of the Congestion-Relief Program (CRP) is being reduced from \$6.1 billion to \$5.8 billion, a reduction of approximately \$300 million to reflect actual savings from projects completed and closed, anticipated project savings from future closeouts, and modifications to scope of work on the Jane Addams Memorial Tollway (I-90) Corridor.

By the end of 2010, the Tollway will have spent an estimated \$4.7 billion of the estimated \$5.8 billion on the design and construction contracts to complete 82 percent of the CRP on schedule and on budget.

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

An estimated \$1.8 billion or 91.8 percent of approximately \$2.0 billion of the CRP will be expended on the Tri-State Tollway by the end of 2010.

Reagan Memorial Tollway (I-88)

Nearly \$718.5 million or 72.8 percent of an estimated \$986.3 million will be expended within the CRP on the Reagan Memorial Tollway.

Jane Addams Memorial Tollway (I-90)

On the Jane Addams Memorial Tollway, approximately \$304.0 million or 47.2 percent of the \$643.9 million will be expended within the CRP by the end of 2010.

Veterans Memorial Tollway (I-355)

By the end of 2010 more than \$829.1 million or 99.4 percent of \$834.4 million will be spent on the Veterans Memorial Tollway as part of the CRP.

Open Road Tolling (ORT)

As of year-end 2010, the Tollway will spend approximately \$701.8 million or 99.9 percent of the \$702.3 million to deliver Open Road Tolling as part of the CRP.

Systemwide Improvements

By the end of 2010, the Tollway will have expended approximately \$368.3 million or 52 percent of the \$692.9 million estimate for systemwide improvements as part of the CRP, which includes bridge rehabilitation, pavement, drainage, and interchange improvements, program management services, and other similar professional services.

2011 Congestion-Relief Program

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

The 2011 capital budget for the Tri-State Tollway corridor is \$14.4 million. The Tri-State Tollway is the main by-pass around the Chicago-Metro Area, starting from an intersection with IL Route 394, near South Holland, to just south of the Wisconsin State Line.

Construction efforts continued in 2010 with the construction of bioswales in a Cook County Forest Preserve (CCFP) Easement from Higgins Road to Lake-Cook Road. Approximately \$2.9 million is estimated to be spent in 2011 to substantially complete the project and the North Chicago Wetland Mitigation project. In 2011, \$2.0 million is budgeted for design of the rehabilitation projects inclusive of bridges and roadway from 95th Street to Balmoral Avenue scheduled for construction in 2012.

In 2010 work will be completed on the rehabilitation of the Edens Spur between the Edens Expressway and Tri-State Tollway. In 2011, \$3.5 million is allocated to complete landscaping and noisewall installation on the Edens Spur and for the design of the rehabilitation of I-94 between Edens Spur and Half Day Road.

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

Project	Scope	Length (miles)	Estimated Construction Period	2011 Request (millions)
Reconstruct				
Reconstruct / Add Lane	I-294 I-394 to Balmoral Ave (MP 0.0 to 40.2)	17.7	2005-2009	\$1.4
Reconstruct / Add Lane	I-294 Balmoral Avenue to Dempster Street (MP 40.2 to 44.5)	4.3	2006-2009	\$2.0
Reconstruct / Add Lane	I-294 Dempster Street to Lake Cook Road (MP 44.5 to 52.9)	8.4	2007-2010	\$2.1
Reconstruct / Add Lane	I-94 Half Day Road to IL 137 (Old MP 56.5 to 64.4) New MP 22.0 to 14.1	7.9	2007-2009	\$1.5
Reconstruct / Add Lane	I-94 IL 137 to Russell Road (Old MP 64.4 to 78.5) New MP 14.1 to 0	14.1	2007-2009	\$1.9
Sub Total:				\$8.9
Resurface				
Rehabilitate / Resurfacing	I-294 95th Street to Balmoral Avenue (MP 17.6 to 40.5)	4.3	2012	\$2.0
Rehabilitate / Resurfacing	I-94 Edens Spur (Old MP 48.5 to 53.5) New MP 25 to 30	5	2010-2011	\$3.1
Rehabilitate / Resurfacing	I-94 Edens Spur to Half Day Rd (Old MP 52.8 to 56.5) New MP 25 to 22	3.7	2012	\$0.4
Sub Total:				\$5.5
Tri-State Tollway Total:				\$14.4

Jane Addams Memorial Tollway (I-90)

The Jane Addams Memorial Tollway runs in a northwest direction from near O'Hare International Airport to near South Beloit.

In 2011, the capital budget of \$104.9 million includes work on two sections of the Jane Addams Memorial Tollway for roadway rehabilitation/resurfacing from Barrington Road to the Elgin Toll Plaza and US20 (just west of Sandwald Road) to Genoa Road. The existing Hot Mix Asphalt (HMA) overlay will be removed, the underlying 52-year old concrete pavement will be patched and a new asphalt overlay will be placed in both sections. Design efforts for roadway and bridge rehabilitation between the Kennedy Expressway and Barrington Road will also be performed.

Jane Addams Memorial Tollway (I-90)				
Project	Scope	Length (miles)	Estimated Construction Period	2011 Request (millions)
Reconstruct				
Reconstruct / Add Lane	Newburg Road to Rockton Road (Old MP 61.8 to 76.1) New MP 2.7 to 17.0	14.3	2008-2009	\$0.9
Sub Total:				\$0.9
Design				
Rehabilitate / Resurfacing	Kennedy Expressway to Newburg Road DESIGN ONLY (Old MP 0.0 to 61.8) New MP 17.0 to 78.5	62	2010-2011	\$2.8
Sub Total:				\$2.8
Restore				
Rehabilitate / Resurfacing	IL 53 to Elgin Plaza (Barrington Rd to Elgin Plaza Portion in 2011) (Old MP 16.5 to 25.0) New MP 53.8 to 68.1	10.6	2010-2011	\$40.3
Rehabilitate / Resurfacing	Sandwald Road to Newburg Road (US20 to Genoa Rd Portion in 2011) (MP 33.9 to 61.8)	27.9	2010-2016	\$59.8
Sub Total:				\$100.1
Regional Growth				
Rehabilitate / Resurfacing	East River Interchange Inter-Agency Project New MP 12.5	N/A	2010-2011	\$1.1
Sub Total:				\$1.1
Jane Addams Memorial Tollway Total:				\$104.9

Reagan Memorial Tollway (I-88)

The 2011 capital budget for the Reagan Memorial Tollway is \$7.6 million which includes \$1.5 million to complete remaining landscaping and closeout work for projects completed in 2010, and \$6.1 million for design services to be performed for the resurfacing of Deerpath Road to IL Route 251 scheduled to start construction in 2012.

Ronald Reagan Memorial Tollway (I-88)				
Project	Scope	Length (miles)	Estimated Construction Period	2011 Request (millions)
Reconstruct				
Reconstruct / Add Lane	York Road to IL 83 (MP 137.0 to 139.2)	2.2	2007-2009	\$0.6
Reconstruct / Add Lane	IL 83 to Finley Road (MP 131.9 to 137.0)	5.1	2008-2009	\$0.1
Reconstruct / Add Lane	Finley Road to Washington (MP 126.5 to 132.2)	5.7	2008-2009	\$0.7
Reconstruct / Add Lane	Washington St. to IL 59 (MP 122.9 to 126.5)	3.6	2008-2009	\$0.0
Reconstruct / Add Lane	Aurora Plaza to Deerpath Road (MP 114.3 to 117.5)	3.2	2007-2009	\$0.2
Reconstruct / Add Lane	Deerpath Road to IL 56 (MP 113.3 to 114.3)	1	2012-2013	\$0.9
Sub Total:				\$2.4
Restore				
Resurface	IL 56 to IL 251 (MP 76.2 to 113.5)	3.2	2012-2013	\$5.2
Sub Total:				\$5.2
Ronald Reagan Memorial Tollway Total:				\$7.6

Veterans Memorial Tollway (I-355)

The Veterans Memorial Tollway is the newest of the four Tollways with the section from Army Trail Road to I-55 opening in 1989. On Veterans Day 2007, a new 12.5 mile extension opened connecting I-55 to I-80, lengthening the tollway to 29.8 miles. The 2011 capital budget for the Veterans Memorial corridor is \$5.2 million to complete remaining landscaping and closeout work for the 2010 projects that were substantially completed and open to traffic.

Veterans Memorial Tollway (I-355)				
Project	Scope	Length (miles)	Estimated Construction Period	2011 Request (millions)
Restore				
Resurfacing	I-55 to Army Trail Road	13.0	2009-2011	\$4.3
Sub Total:				\$4.3
Regional Growth				
South Extension	I-355 South Extension (I-55 to I-80)	12.5	2004-2007	\$0.9
Sub Total:				\$0.9
Veterans Memorial Tollway Total:				\$5.2

Open Road Tolling (ORT)

The 2011 capital budget allocates \$0.5 million for the reconstruction of mainline pavement to accommodate modifications to existing cash lanes at several Toll Plazas within the Tollway system.

Open Road Tolling				
Project	Scope	Length (miles)	Estimated Construction Period	2011 Request (millions)
<i>Open Road Tolling</i>				
Reconstruct	Mainline Reconstruct / Cash Lane Modifications	0	2005-2010	\$0.5
Open Road Tolling Total:				\$0.5

Systemwide Projects

The 2011 capital budget allocates \$59.4 million to maintain the integrity of the existing Tollway System. This includes the preservation, replacement, repairs, renewals and reconstruction or modification of the Tollway's infrastructure system and landscaping improvements. Also included is funding for personnel costs (Salary/Wage, FICA and Retirement, and Group Health Insurance) for staff working on the CRP.

This work is part of a maintenance and repair plan that was derived from an extensive review of the Tollway's 286 miles of roadway and structures. The scope of work was developed from assessment reports of pavement condition evaluations, bridge inspections and the review of various roadway appurtenances by the Tollway's Consulting Engineer. Appurtenances include drainage structures, embankments, guardrail, barriers, pavement markings, fencing, signage, lighting, and other miscellaneous structures.

Systemwide Improvements				
Project	Scope	Length (miles)	Estimated Construction Period	2011 Request (millions)
<i>Systemwide Needs</i>				
Bridge Improvements	Bridge Improvements	-	Annual	\$13.6
Interchange Improvements	Interchange Improvements	-	Annual	\$8.7
Environmental / Program Mgmt & Miscellaneous	Systemwide	-	Annual	\$13.1
Pavement Improvements	Pavement Improvements	-	Annual	\$24.1
Systemwide Total:				\$59.4

2011 Other Capital Projects

In addition to the Congestion-Relief Program (CRP), other capital projects are needed to support on-going operations of the Tollway and ensure that the existing roadway network is maintained and safe for travel. While the CRP is the largest component 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; and additional equipment to the State Police and maintenance staff to improve efficiency and enhance public safety. The 2011 capital budget allocates \$86.9 million to support these on-going Non-CRP capital projects, which includes \$50.8 million from 2010 carryovers and \$36.1 million for 2011 new requests. The Tollway anticipates that approximately \$45 million of the 2011 Non-CRP budget will be expended in 2011.

Building Repairs and Maintenance

The 2011 capital budget allocates \$11.8 million for Building Repairs and Maintenance. This includes approximately \$6.0 million for repairs to maintenance yard facilities and salt domes, replacements for inground vehicle hoist, HVAC and hot water system replacements. Additionally, nearly \$2.1 million is allocated for systemwide projects including roof and carpet tile replacements, station battery plant upgrades, asbestos removal, and automatic hand drier installations. Approximately \$1.7 million is allocated for replacements and preservation of radio towers. Also included is \$2.0 million of improvements to the Central Administration Building and plazas, such as electrical and HVAC upgrades and replacements, ground re-grading, and skylight and window repairs.

Equipment

The Tollway has allocated \$54.0 million to the Equipment portion of the 2011 capital budget. Approximately \$36.0 million will be devoted to technology related equipment including I-PASS transponder purchases, Enterprise Resource Planning System, Toll Revenue Maintenance and Management Program enhancements and disaster recovery implementation, Web and e-commerce upgrades, IWIN computers and digital in-car camera/video for State Police District 15, LAN/WAN and main-frame legacy system upgrades, computer infrastructure modernization and other similar programs. The 2011 capital budget for Equipment also includes \$9.1 million to replace and acquire new roadway vehicles and other fleet initiatives.

In addition, \$5.2 million will be spent for projects related to Intelligent Transportation Systems (ITS), which provides real time feedback on major roadway traffic conditions. ITS collaborates vital data from field equipment, such as closed circuit TV cameras, Dynamic Message Signs, and video incident detection. This timely data is further integrated by the Traffic Information Management System which allows the Tollway to manage incidents quickly and proficiently in an effort to improve traffic flow and alleviate congestion. The ITS budget also includes funding for Ramp Count/Queue detector installation and fiber optics program management and support services. Approximately \$2.7 million of the 2011 capital budget will be spent for machinery/tools and other miscellaneous capital

equipment purchases, and \$640 thousand for State Police District 15 equipment including automated license plate reading technology, LiveScan fingerprint machines, handheld LIDAR radar guns, indoor firing range target retrieval system.

Professional Services

The 2011 capital budget for Professional Services related to capital projects is \$15.4 million. This includes environmental services required for road improvements, management services related to maintenance facilities, general engineering and traffic engineering consulting, diversity and disparity program services, as well as financial services necessary for the implementation of the capital program.

Roadway

The Tollway will allocate \$6.1 million for the roadway portion of the capital budget. This includes annual roadway and facility maintenance costs, systemwide pavement markings, roadway signing and other miscellaneous improvements to support the Congestion-Relief Program.

2011 OTHER CAPITAL PROJECT HIGHLIGHTS	2010 Carry-Over	2011 New Request	2011 Final Budget
	(\$ thousands)		
BUILDING REPAIRS AND MAINTENANCE	9,308.4	2,469.8	11,778.2
MAINTENANCE SITES	4,553.4	1,399.8	5,953.2
Maintenance Facilities Repairs - Phase II	3,644.8	534.8	4,179.6
Roadway Maintenance Yard Facility Repairs	698.6	-	698.6
Repair Salt Dome M-03	-	400.0	400.0
Inground Vehicle Hoist Replace - M3 Touhy, M4 Grand & CAG Finley	210.0	40.0	250.0
Replace HVAC and Hot Water Systems - M-02, M-11, M-12	-	225.0	225.0
Repair Salt Dome M-08	-	200.0	200.0
SYSTEMWIDE	1,728.9	360.0	2,088.9
Roof Replace, Excluding New ORT Plazas & Plaza 89 Building Facilities	1,355.0	-	1,355.0
Station Battery Plant Upgrade	100.0	200.0	300.0
Upgrade HVAC Network Control System - CA, All Plazas & Pumping Stations	61.9	150.0	211.9
Asbestos Removal	150.0	-	150.0
Touch-Free Hand Driers	52.0	-	52.0
Replace Carpet Tile @ Central Warehouse and Road Wide	10.0	10.0	20.0
RADIO TOWER	1,670.0	-	1,670.0
Replace Tower M-06 Marengo	600.0	-	600.0
Replace Tower M-01 Alsip	600.0	-	600.0
Tower Preservation	470.0	-	470.0
CENTRAL ADMINISTRATION	1,171.1	465.0	1,636.1
Replace Boilers	300.0	275.0	575.0
Rebuild Chillers	200.0	25.0	225.0
Repair/Reseal Skylights	100.0	20.0	120.0
Replace Emergency ATS Transfer Switches	100.0	-	100.0
Windows Tinting	100.0	-	100.0
Replace Chiller Control Panel	100.0	-	100.0
Upgrade All Pneumatic Actuation to Electric	100.0	-	100.0
Re-Grade Central Administration Grounds	100.0	-	100.0
Replace Air-Intake Louvers for S1 and S2 Fan Units	60.0	40.0	100.0
Re-Caulking Building	-	50.0	50.0
Painting of Exterior Beams	-	30.0	30.0
Re-Glaze Windows	-	25.0	25.0
Replace Cooling S1 VSD Drive	11.1	-	11.1
PLAZAS	185.0	245.0	430.0
Replace HVAC Plazas 24, 89	-	150.0	150.0
Install Back-Up Boiler Units Plazas 1 & 9	50.0	50.0	100.0
Replace Heating & A/C Units (Gas) @ Unmanned Sites	80.0	-	80.0
Install Back-Up Generator/Transfer Switches Plaza 13	25.0	25.0	50.0
Purchase Split A/C Units Plazas 1, 9, 21	30.0	20.0	50.0

2011 OTHER CAPITAL PROJECT HIGHLIGHTS (continued)	2010 Carry- Over	2011 New Request	2011 Final Budget
	(\$ thousands)		
EQUIPMENT	34,030.9	19,514.4	53,545.4
TECHNOLOGY	24,560.9	11,277.0	35,837.9
Transponder Purchases	3,920.0	9,600.0	13,520.0
Enterprise Resource Planning System (ERP)	5,000.0	-	5,000.0
TRMMP Disaster Recovery Services & Implementation	4,264.9	-	4,264.9
Web, E-Commerce & PKI	2,384.4	-	2,384.4
TRMMP System and Software Enhancements	2,000.0	-	2,000.0
Replace IWIN Mobile Data Computer	1,200.0	-	1,200.0
Replace UPS Units	973.0	-	973.0
Automatic Coin Machine Purchase	800.0	-	800.0
LAN/WAN Maintenance Upgrade	675.0	-	675.0
Computer Infrastructure Modernization	500.0	-	500.0
Cameras Digital/Video In-Car - State Police	448.0	-	448.0
Mainframe Legacy System Replace & Upgrade	400.0	-	400.0
Contingency Software Needs	80.1	300.0	380.1
Payment Card Industry Data Security Standards Compliance	50.0	300.0	350.0
Disaster Recovery System	300.0	-	300.0
Replace IWIN Mobile Data Computer (37)	-	296.0	296.0
Consolidated Customer Service Center & Fulfillment	63.9	200.0	263.9
SW PII Security Project	200.0	50.0	250.0
SW Next Generation Network (NGN)	229.3	-	229.3
Develop Authority Intranet	208.6	-	208.6
Purchase 911 Telephone System - Dispatch	-	200.0	200.0
Dispatch Logging Recorder	195.0	-	195.0
Next Generation Roadside Equipment (RSE)	175.0	-	175.0
Reciprocity Hardware Upgrade	-	160.0	160.0
Security Improvements	150.5	-	150.5
On-Site Data Storage for GIS Images	100.0	-	100.0
Purchase Micro-Imager Machine	-	81.0	81.0
Replace CAD Monitor & Personal Computer and Servers	80.8	-	80.8
IG Secure Computer System and Software	-	65.0	65.0
Color Printer Replacement/Upgrade (37)	37.5	25.0	62.5
Financial Software Programs	50.0	-	50.0
Paperless Office	50.0	-	50.0
Replace Plaza Intercom	25.0	-	25.0
ROADWAY VEHICLES AND TRUCKS	4,105.9	5,000.0	9,105.9
Roadway Maintenance & Equipment - Fleet	3,909.3	5,000.0	8,909.3
Purchase Aerial Boom Lift Vans 30' (2)	125.0	-	125.0
Automatic Vehicle Location (AVL)	58.0	-	58.0
Fleet Emission Reduction Initiative @ M-Sites	13.6	-	13.6

2011 OTHER CAPITAL PROJECT HIGHLIGHTS (continued)	2010 Carry- Over	2011 New Request	2011 Final Budget
	(\$ thousands)		
EQUIPMENT (continued)	34,030.9	19,514.4	53,545.4
INTELLIGENT TRANSPORTATION SYSTEMS	2,578.0	2,666.2	5,244.2
TIMS Security - NGN Migration	1,438.2	-	1,438.2
ITS Fiber Optics Program Management	194.3	630.7	825.0
Dynamic Message Signs Upgrade/Improvement	-	686.0	686.0
TIMS Operation & Maintenance/ETC Portion of NET	42.5	499.5	542.0
Ramp Count/Queue Detector Installation	-	500.0	500.0
CCTV Camera Installation & Relocation (12 New, 5 Existing)	-	350.0	350.0
ITS Services Upon Request	335.0	-	335.0
Wireless CCTV Installation I-55 to IL 394 MP 24.3 to 0.0	267.3	-	267.3
Video Incident Detection	200.0	-	200.0
Weigh-In-Motion Installation	100.7	-	100.7
EQUIPMENT MACHINERY/TOOLS	1,787.5	250.0	2,037.5
Fuel Site Rehabilitation @ M-Sites	1,330.0	-	1,330.0
Standby Generators (14) for Plazas	150.0	50.0	200.0
Purchase Cubicle Furniture	-	200.0	200.0
Replace Waste Oil Tank @ 9 M-Sites	90.0	-	90.0
Above-Ground Storage Tank Installation @ M4 IL 132	90.0	-	90.0
Replace Air Compressors & Accessories	85.0	-	85.0
Replace Fuel Management System	18.5	-	18.5
Portable Air Conditioners (20)	13.0	-	13.0
Replace Mapping Plotter - CA	11.0	-	11.0
MISCELLANEOUS EQUIPMENT SYSTEMWIDE	680.0	-	680.0
Replace Automatic Coin Machine Cabinet	355.0	-	355.0
Capital Equipment Purchases	325.0	-	325.0
STATE POLICE	318.6	321.2	639.8
Automated License Plate Reading Technology	132.5	-	132.5
LiveScan Fingerprint Machines (4)	-	120.0	120.0
Replace Handheld Lidar Radar Guns (40)	-	106.2	106.2
Indoor Firing Range Target Retrieval System	100.0	-	100.0
3D Laser Scanner	-	95.0	95.0
Firearms Animated Training Systems (FATS)	75.0	-	75.0
Lidar Equipment Certification	11.2	-	11.2

2011 OTHER CAPITAL PROJECT HIGHLIGHTS (continued)	2010 Carry- Over	2011 New Request	2011 Final Budget
	(\$ thousands)		
PROFESSIONAL SERVICES	2,593.7	12,851.5	15,445.1
MISCELLANEOUS PROJECTS	1,156.0	12,079.2	13,235.2
General Engineering Consultant 2011-2015	-	5,905.2	5,905.2
Traffic Engineering Consultant 2011-2015	-	2,790.0	2,790.0
Pavement Roadway Management Services & Quality Assurance 2010	208.0	1,234.0	1,442.0
Maintenance Facility Program Manager	873.0	440.0	1,313.0
ERP Independent Verification and Validation	-	1,000.0	1,000.0
Manpower for Construction Sites - State Police Overtime	-	300.0	300.0
Perimeter Security Assessment and Improvement	-	250.0	250.0
Illinois Center of Transportation (ICI) Research Funding	-	150.0	150.0
Print Services, Web Plan, Advertising	50.0	10.0	60.0
Miscellaneous Project Wrap-up Costs	25.0	-	25.0
ENVIRONMENTAL	956.0	643.9	1,599.9
Biotic/Aquatic Species Surveys - IGA University of Illinois	956.0	-	956.0
Illinois State Geological Survey - IGA University of Illinois	-	393.9	393.9
Energy Conservation Initiatives	-	250.0	250.0
FINANCIAL	243.0	-	243.0
General Financial Advisors	88.0	-	88.0
Transactional Advisors Fee	55.0	-	55.0
Bond Services	50.0	-	50.0
Financial Planning Analyst	50.0	-	50.0
DIVERSITY AND EEO PROGRAMS	63.6	128.4	192.0
Diversity/ Disparity Program	21.6	128.4	150.0
Diversity Program Consultant	42.0	-	42.0
GEOGRAPHIC INFORMATION SYSTEM	175.0	-	175.0
Infrastructure Management Services	150.0	-	150.0
GIS Off Site Hosting Services	25.0	-	25.0
ROADWAY	4,838.5	1,258.4	6,096.9
MAINTENANCE, REPAIRS AND IMPROVEMENTS	4,726.0	618.4	5,344.4
Miscellaneous Repairs, Clean Drainage System, Guardrail, Fence	1,801.2	-	1,801.2
2010-2011 Pavement Markings	1,299.8	-	1,299.8
Annual Roadway & Facility Maintenance	1,000.0	-	1,000.0
Design Management Upon Request	350.0	300.0	650.0
Construction Management Upon Request	250.0	300.0	550.0
Waukegan Toll Plaza Individual Sewage Disposal System Repair	25.0	18.4	43.4
SIGNAGE	112.5	640.0	752.5
Sign Shop Roadway Signing	-	640.0	640.0
Aluminum Extrusion Refurbishing	112.5	-	112.5
2011 OTHER CAPITAL PROJECTS TOTAL	50,771.5	36,094.1	86,865.7

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 the Congestion-Relief Program is implemented, the toll collection system is expanded. The expansion includes the 12.5 mile extension of the Veterans Memorial Tollway; the widening of existing routes through the addition of lanes; and the construction of additional interchanges. Measured in terms of lane miles, the System will grow during the CRP by approximately 15.9%.

Cost Monitoring

The Tollway maintains a project management database which 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. It allows for real-time access for information on budgets, commitments, expenditures, cash flows, forecasts and performance status. 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, forecast-at-completion 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 will potentially cause a project delay or cause a project 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. By also recording anticipated changes, the report 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 or capitalize on opportunities so as to meet implementation goals; and
- 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 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 authority model is as follows:

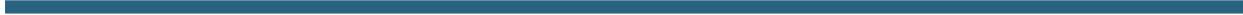
Project Manager	Up to \$30,000
Chief Engineer	Up to \$100,000
Executive Director	Up to \$150,000
Chairman	Up to \$200,000
Board	Over \$200,000

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 24



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Debt Management

DEBT MANAGEMENT

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 known as 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 which 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 CRP costs.

Approximately \$4.8 billion of the CRP has been completed to date. As the CRP has progressed, its estimated cost has been reduced from \$6.3 billion to \$5.8 billion, primarily as a result of costs coming in below budget.

Debt Profile

Currently Outstanding Debt

On January 1, 2011, the Tollway has two scheduled principal payments totaling \$49,910,000. After making these principal payments due January 1, 2011, the Tollway will have \$4,016,765,000 par amount of bonds outstanding. Bonds which have financed or refinanced a portion of the CRP total \$3,649,860,000, and the remaining \$366,905,000 financed or refinanced pre-CRP projects. The \$3,649,860,000 CRP-related bond par amount exceeds the \$3.5 billion amount of CRP costs financed by bond proceeds by the funding of: issuance costs, capitalized interest, debt reserve account deposits, original issue discount/premium, and, in the case of the refunding of a portion of the Series 2006A Bonds by the Series 2008A Bonds, the extent by which the principal amount of purchased escrowed investment securities exceeded the principal amount of defeased Series 2006A Bonds.

The following table lists each outstanding series and its respective final maturity, principal scheduled to be outstanding on January 1, 2011, and interest rate type. Bond issues listed as Variable Rate are weekly mode (rates are 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 for all of its outstanding variable rate bond issues. Per these agreements, swap providers pay a variable rate in exchange for fixed rate payments from the Tollway. Of the \$4,016,765,000 par amount of bonds outstanding, \$2,714,765,000 (67.6%) are traditional fixed rate bonds and \$1,302,000,000 (32.4%) are variable rate bonds that have been swapped to a fixed interest rate ("Synthetic Fixed Rate Bonds").

Illinois Tollway Outstanding Bonds as of January 1, 2011*

<u>Series</u>	<u>Final Maturity</u>	<u>Principal Outstanding</u>	<u>Interest Rate</u>
1992 Series A	1/1/2012	\$51,870,000	Fixed
1998 Series A	1/1/2016	191,935,000	Fixed
1998 Series B	1/1/2017	123,100,000	Variable
2005 Series A**	1/1/2023	770,000,000	Fixed
2006 Series A-1**	1/1/2031	291,660,000	Fixed
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
2008 Series B**	1/1/2033	350,000,000	Fixed
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	<u>279,300,000</u>	Fixed
Totals		\$4,016,765,000	

* Amounts shown are after payments due 1/01/2011, the funds for which are remitted to the Bond Trustee during the prior fiscal year.

** CRP financing.

Exhibit 25

Planned 2011 Debt Issuance

No additional bond issuances to finance new project costs are expected in 2011. The Tollway will continue to explore opportunities to reduce risks associated with its Synthetic Fixed Rate Bonds. On July 1, 2010 the Tollway closed a refunding of a portion of its Series 2008A-2 Synthetic Fixed Rate Bonds by issuing Series 2010A-1 traditional fixed rate bonds. This reduced the Tollway's amount of Synthetic Fixed Rate Bonds from \$1,589,300,000 to \$1,302,000,000. The Tollway expects to further reduce risks of the Synthetic Fixed Rate Bonds in the remaining months of 2010 by diversifying its liquidity providers. The Tollway expects to obtain commitments to provide liquidity from multiple providers to replace Dexia Credit Local, the Tollway's existing liquidity provider on its \$1,178,900,000 outstanding Series 2007A and 2008A Bonds. Such obtained commitments to provide liquidity would likely become effective in the first quarter of 2011.

For purposes of this Tentative Budget, the Tollway has assumed \$12 million of costs related to the Synthetic Fixed Rate Bonds in 2011, for fees payable to liquidity providers, remarketing agents and bond rating agencies, and for costs related to the liquidity replacements described in the preceding paragraph.

Throughout 2011 the Tollway will monitor the credit markets for opportunities to refund more of its Synthetic Fixed Rate Bonds with traditional fixed rate bonds. The cost of such a refunding for the Tollway would be a combination of 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 liquidity providers. The Tollway may deem that such risk reduction is in the Tollway's best

interests, even if it is accompanied by an increase in debt service. As a result, for purposes of this fiscal year 2011 budget, the Tollway has elected to include \$4 million for the possible restructuring of synthetic fixed rate debt.

This budget assumes no bonds / debt service related to any capital expenditures beyond the Congestion-Relief Program. At its November 2008 Board Meeting, the Tollway Board approved an additional capital program and a commercial vehicle toll increase (to begin in 2015) intended to support financing for that additional capital program. The Board subsequently placed that additional capital program on hold (before such program had been initiated) and it remains on hold.

Debt Service Obligations

The following graph shows annual debt service on all Tollway Bonds through their maturities. This is gross debt service, and does not net out \$12 million prepayment of Series 2009B interest due in fiscal year 2010, nor does it 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 rebate payments equal to 35% of the interest payments on these taxable Series 2009A/B Bonds. Such subsidy payments are expected to reduce 2010 debt service by \$16.1 million and 2011 debt service by \$16.2 million.

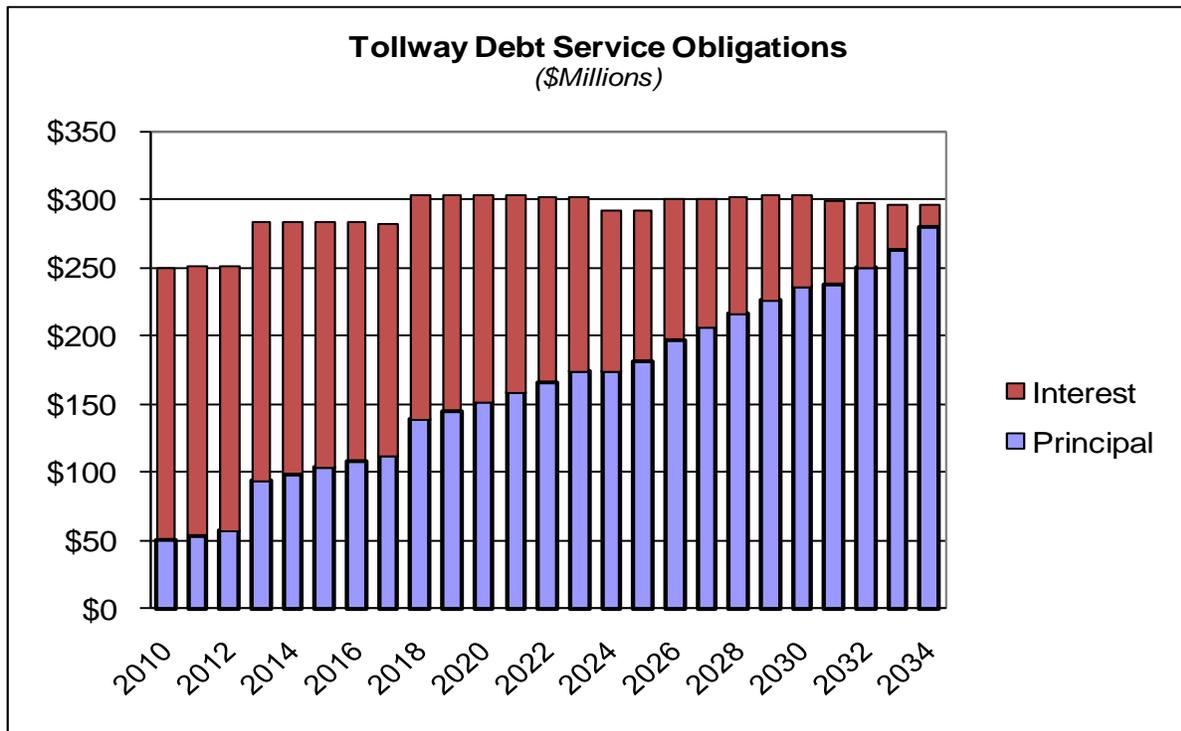


Exhibit 26

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 Trust Indenture, through which all of the Tollway's outstanding debt has been issued, includes a toll rate covenant which requires that tolls 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 those additional bonds. The Tollway's debt service coverage is estimated to be 1.61x in 2010 and budgeted at 1.67x in 2011, both before adjustments for pre-paid interest and expected federal subsidies related to the Build America Bonds program. After giving credit for the pre-paid interest and expected federal subsidies, debt service coverage is estimated to be 1.81x in 2010 and budgeted at 1.79x in 2011. All of these coverages are 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, 2010, MADS is \$302,814,096 million (which is the debt service obligation for fiscal year 2018), and the Debt Reserve Account has a market value of \$302,854,301, consisting of \$202,854,301 in investments and a \$100 million surety policy from Berkshire Hathaway Assurance Corporation. Berkshire Hathaway Assurance Corporation 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 Ratios

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 2005 through 2009, estimated debt service coverage for 2010 and budgeted debt service coverage for 2011. Please note that the following chart does not include annual costs related to the Bonds (liquidity, remarketing, etc.).

	Actual					Estimated	Budgeted
	2005	2006	2007	2008	2009	2010	2011
Operating Revenues	\$613,034	\$606,954	\$637,794	\$691,113	\$658,052	\$660,000	\$680,000
Operating Expenses	<u>\$205,575</u>	<u>\$213,510</u>	<u>\$222,295</u>	<u>\$244,275</u>	<u>\$255,185</u>	<u>\$258,300</u>	<u>\$255,000</u>
Net Operating Revenues	\$407,459	\$393,444	\$415,499	\$446,838	\$402,867	\$401,700	\$425,000
Debt Service	<u>\$99,366</u>	<u>\$145,633</u>	<u>\$172,284</u>	<u>\$198,429</u>	<u>\$173,319</u>	<u>\$249,900</u>	<u>\$254,000</u>
Debt Service Coverage (X)	4.10	2.70	2.41	2.25	2.32	1.61	1.67
Build America Bond ("BAB") Subsidies & Pre-Paid Interest		--	--	--	--	\$28,133	\$16,244
Debt Service Coverage after BAB Subsidies & Pre-paid Interest (X)		--	--	--	--	1.81	1.79

Exhibit 27

Municipal Bond Ratings

In concert with each new bond issuance, the Tollway applies for a municipal bond rating from Fitch Ratings, Moody's Investor Services and Standard & Poor's Corporation. Each rating agency reviews the Tollway's current 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 and Poor's, respectively. These ratings were confirmed in June 2009 in connection with the Tollway's issuance of the 2010 Series A-1 Revenue Bonds. Moody's and Standard & Poor's maintain Stable Outlooks for the Tollway's ratings, while Fitch maintains a Negative Outlook, which it initiated in May 2009.

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 two swaps for the Series 1998B Bonds (the "1998B Swaps"), 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.

The 1998B Swaps were entered into as “interest-cost-based” swaps – swaps in which swap providers pay a variable rate amount exactly equal to the variable rate amount owed to bondholders. In certain events, these swaps may convert to SIFMA-based Swaps, in which the swap providers would pay a variable interest rate amount based on an index known as the USD SIFMA Municipal Swap Index. No such events have ever occurred on the 1998B Swaps.

The 2007A Swaps and 2008A Swaps are all SIFMA-based swaps. The Tollway exchanges a fixed rate payment to swap providers for a variable rate payment based on the USD SIFMA Municipal Swap Index. Historically the difference between the interest rates set on Tollway variable rate bonds and the SIFMA Index have been immaterial. In late September of 2008, credit concerns regarding the credit enhancement providers on the Tollway’s Series 2007A and Series 2008A Bonds caused the variable rates on Tollway bonds to rise significantly above the SIFMA Index, and this situation continued during the first two quarters of 2009. Since the second quarter of 2009, there has not been a material difference between the variable rates on Tollway bonds and the SIFMA 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. Thus 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.

The estimated total mark-to-market valuations of the Tollway’s swaps as of December 31, 2008 and 2009 were (\$248.5 million) and (\$99.8 million), respectively, on \$1,589,300,000 swap notional amount outstanding. The estimated total mark-to-market valuation of the Tollway’s swaps as of December 1, 2010 was (\$125.3 million) on \$1,301,975,000 swap notional amount outstanding.

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Budget Process and Documents

The Trust Indenture requires a tentative budget of the Operating Expenses for the ensuing Fiscal Year on or before October 31st 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 which 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.

The Trust Indenture and budgetary calendar govern the budget process. The Tollway budget is required to generate revenues sufficient to pay for operating costs, debt service and a required deposit for the maintenance and repair of the toll roads as certified by an independent engineer.

Budget Review Process and Implementation

The Tollway's budget process begins in early July of 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 both 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 and questions certain requests based on the justification provided. The Budget Office will then meet with the Department Chiefs to obtain further justification on items denied by the Chief of Finance.

Revised budget requests are 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.

The Tentative Budget is presented to the Board of Directors in October. Requested changes by the Board and Executive Management will be incorporated into the Tentative Budget and public hearings will be held at this time. 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 in December.

The budget is monitored throughout the Fiscal Year. Analysis comparing actual expenditures to budget are conducted monthly and sent to the Chief of Finance and Department Chiefs. Quarterly budget reports are provided to the Board of Directors and posted on the Illinois Tollway's web site.

Budget Amendment

The Tollway Board may at any time adopt an amended Annual Budget. If the Tollway adopts an amended budget for total Operating Expenses exceeding one hundred ten percent of the Annual budget initially adopted, the Tollway shall give the Consulting Engineers not less than ten 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 Tollway 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 is required by its Trust Indenture to prepare a Tentative Budget for the ensuing Fiscal Year, on or before October 31 of each Fiscal Year, and to adopt the Annual Budget for such Fiscal Year on or before January 31 of each Fiscal Year.

The Tollway uses accrual basis of accounting for its proprietary funds (enterprise and internal service 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: the Tollway does not capitalize capital construction and other asset acquisitions and thus does not provide for any depreciation expense; certain revenues (from the sale of assets and receipts for long-term fiber optic leases) are recognized on a cash basis; bond proceeds are recorded as income in the year received and principal retirements on bonds are expensed when paid; bond issuance costs are expensed as incurred; unrealized gains and losses on investments in the debt reserve are netted against interest and other financing costs; capital lease obligations are not recorded and payments made thereunder are expensed when made; interest related to construction in progress is not capitalized; recoveries of expenses are recognized as decreases in operating expenses; and construction expenses incurred under intergovernmental agreements are decreased by payments received under these agreements.

2011 BUDGET PLANNING CALENDAR

EVENT	DATE(S)
The Budget Office begins the preparation of spreadsheets that include a 5-Year Spending History, a 2010 Forecast, Current Headcount information and a Preliminary 2011 Budget containing 2011 economic assumptions for Salaries, Wages, FICA and Retirement. The spreadsheets are prepared at Cost Center, Departmental and Authority levels.	7/1/2010
The Budget Office sends out instructions with the spreadsheets to each Department requesting any new planning requirements, initiatives, programmatic impacts, headcount changes or other assumptions that should be incorporated into their 2011 Departmental Budget Request.	9/3/2010
The completed 2011 Departmental Budget Requests are returned to the Budget Office for review. These Departmental Requests are then compared to the 2010 Forecast as well as the Preliminary 2011 Budget Plan. Year over year dollar and percent changes and operational impacts are analyzed while making sure that detailed justifications are consistent with the Authority's goals and objectives.	9/20/2010
The Budget Office presents the 2011 Departmental Budget Requests to the CFO for review. Financial impacts are discussed and the CFO evaluates new requests based on the justifications provided by the department.	9/24/2010
Meetings are held with Budget staff, Department Chiefs and the Executive Office to discuss and finalize the 2011 Departmental Budget Requests.	9/29/10 - 10/1/10
A review meeting of the 2011 M&O and Capital Budgets is held with the Executive Director, Chief of Staff, CFO and Budget staff to discuss any modifications to the 2011 Tentative Budget.	10/3/2010
Wilbur Smith and AECOM submit their Annual Toll Revenue Certificate and R&R Deposit Letter respectively for inclusion in the 2011 Tentative Budget Book.	10/5/2010
The Budget Office makes any changes to the 2011 Tentative Budget resulting from the meetings with the Executive Office. At this point, the cross-checking process begins, to make sure all budget information is correct and up to date.	10/1/10 - 10/6/10
Charts, graphs, tables and narratives are prepared for the 2011 Tentative Budget Book.	10/6/10 - 10/8/10
The 2011 Tentative Budget Book is sent to the Communications Department for their review.	10/8/2010
The CFO, Chief of Staff and Executive Director do a final review and sign off on the 2011 Tentative Budget Book.	10/12/2010
The 2011 Tentative Budget Book is emailed to the Directors and Executive Management.	10/14/2010
As soon as the Budget Books are printed, they are mailed to the Directors for their review before the Board Meeting.	10/15/2010
The 2011 Tentative Budget is presented by the CFO to the Board of Directors.	10/21/2010
Any requested changes by the Board and Executive Management are incorporated into the 2011 Tentative Budget.	10/21/10 - 10/28/10
Public hearings are held at plazas and/or Central Administration for comments & questions concerning the 2011 Tentative Budget.	11/9/10 & 11/15/10
A Revised 2011 Tentative Budget is presented to the Board.	11/18/2010
The Budget Office reviews and incorporates any changes from the Board, Executive Management, or the Public.	11/19/10 - 12/10/10
The 2011 Final Budget is presented and then adopted by the Board. The 2011 Final Budget Book is distributed at the Board Meeting.	12/16/2010

Exhibit 28

12/16/10

5.2/3

RESOLUTION NO. 19283

Background

Article VII, Section 710, of the "Amended and Restated Trust Indenture (March 31, 1999)" ("Trust Indenture") of The Illinois State Toll Highway Authority ("Tollway") requires that the Board of Directors of the Tollway adopt an Annual Budget for each Fiscal Year. Section 713 of the Trust Indenture requires, among other things, that tolls for the use of the Tollway System be at rates not less than that set forth in an established schedule of tolls meeting the requirements of said Section 713 and that the Tollway shall cause the Traffic Engineers to make a written estimate of the revenues from tolls for the last four months of the current fiscal year and for the ensuing fiscal year, and that the Tollway complete a review of its financial condition.

Section 10(c) of the Toll Highway Act provides in part that the Tollway, in fixing the rate for tolls for the privilege of using the toll highways, is authorized and directed, in fixing such rates, to base the same upon estimates to be made, recorded and filed with the Tollway that include the estimated total amount of the use of the toll highways and the estimated amount of the revenue to be derived therefrom, so that said revenue, when added to all other receipts and income, will be sufficient to pay the expense of maintaining and operating said toll highways, including the administrative expenses of the Tollway, and to discharge all obligations of the Tollway as they become due and payable.

Section 19 of the Toll Highway Act requires, in part, that the Tollway fix and revise, from time to time, tolls or charges or rates for the privilege of using the toll highways at rates calculated to provide the lowest reasonable toll rates that will provide funds sufficient with other revenues of the Tollway to pay (a) the cost of the construction of a toll highway authorized by joint resolution of the General Assembly pursuant to Section 14.1 of the Toll Highway Act and the reconstruction, major repairs or improvements of toll highways, (b) the cost of maintaining, repairing, regulating and operating the toll highways including only the necessary expenses of the Tollway, and (c) the principal of all bonds, interest thereon and all sinking

fund requirements and other requirements provided by resolutions authorizing the issuance of the bonds as they shall become due.

The Chief of Finance has completed a review of the financial condition of the Tollway taking into consideration the requirements of the Tollway's Trust Indenture and the Toll Highway Act, including estimates of the Traffic Engineer filed with the Tollway, and has heretofore provided information and recommendations to the Board of Directors regarding the tolls to be charged for the use of the Tollway System taking into consideration the Operating Expense Budget, the Renewal and Replacement Deposit, the Improvement Requirement, and the debt service obligations of the Tollway.

Resolution

1. The amount budgeted for Operating Expenses of The Illinois State Toll Highway Authority for the fiscal year 2011 is \$254,994,034 in the estimated classifications and divisions as set forth below:

Audit	\$1,014,779
Business Systems	\$44,945,092
Engineering Management, Planning and Infrastructure Maintenance	\$61,710,229
Executive Management, Policy Administration and Community Relations	\$6,871,505
Financial Services, Investments and Insurance Management	\$42,317,516
Information and Communication Technology	\$9,888,154
Investigations - Inspector General	\$767,577
Legal Services	\$1,602,282
Operational Services, Toll Collection and Cash Handling	\$55,412,955

Procurement	\$3,650,108
State Police and Public Safety	\$26,813,837
Total Operating Expense Budget	\$254,994,034

2. The amount budgeted for the Required Renewal and Replacement Deposit for the fiscal year 2011, as recommended by the Consulting Engineer, is \$160,000,000.

3. The current toll rate schedules heretofore established for the use of the toll highways are determined to be proper in accordance with the Tollway's Trust Indenture and are determined to be at the lowest reasonable rate in accordance with the Toll Highway Act.

Approved by: 
Chair

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Financial Policies and Practices

The Tollway will follow 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, and provides a forecast of what the results of today's decisions may reasonably be in the future.

Fiscal Policies and Practices

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.

Revenue

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 toll schedule, which became effective January 1, 2005. The toll rates were passed coinciding with approval of the Congestion-Relief Program on September 30, 2004.

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 revenue, 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 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 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. The Tollway will follow a policy of full disclosure in financial reporting.
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 set aside sufficient current revenues to finance ongoing maintenance needs.
5. No debt will be issued for the purpose of funding capital projects until approved by the Board of Directors at a public meeting.
6. Borrowing should be of a duration that does not exceed the economic life of the improvement that it finances and, where feasible, should be shorter than the projected economic life. 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 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.
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. This budget will maintain a balance of \$17 million in 2011. The Board may alter the reserve to best suit financial levels of the Tollway. This reserve shall be created and maintained to provide the capacity to:
 - Offset unexpected downturns or revisions in revenues
 - Provide a sufficient cash flow for daily financial needs at all times
 - Offset unexpected increases in expenditures

Cash Management

1. The Illinois State Toll Highway'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 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 system is designed to accurately monitor and forecast expenditures and revenues, enabling the Tollway to invest funds to the fullest extent possible. The Tollway will match fund flows to projected disbursements.

4. In order to maximize interest earnings, 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 is established to account for operations that are financed and operated 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 will establish and maintain a high standard of accounting practices in conformance with Generally Accepted Accounting Principals for governmental entities as promulgated by the Governmental Accounting Standards Board.
5. The accounting system will maintain records on a basis consistent with accepted standards for governmental accounting.

6. An independent firm of certified public accountants will perform annual financial and compliance audits in accordance with Generally Accepted Auditing Standards (GAAS) and will publicly issue an opinion, which will be incorporated in the Comprehensive Annual Financial Report (CAFR).
7. The Tollway will annually seek the Government Finance Officers Association Certificate of Achievement for Excellence in Financial Reporting Program.
8. The Tollway will promote full disclosure in its annual financial statements and its bond presentations.
9. For purposes of the Statement of Cash Flows, the Tollway considers all highly liquid investments including restricted assets with a maturity of three months or less when purchased and all investments held by the Illinois State Treasurer's office to be cash equivalents, as these investments are available upon demand.
10. All investments in U.S. Treasury and agency issues are reported at fair value. All other Tollway investments, which consist of repurchase agreements, are recorded at face value which approximates fair value.

Demographics

Population and Demographics

Community Served

From its beginnings in the late 1950's, the Illinois Tollway was planned to provide efficient interstate travel between Wisconsin, Illinois and Indiana around the city of Chicago, complementing the Chicago expressway network. The Tollway helped facilitate the economic and residential development of suburban Chicago, and the Tollway served a significant suburban commuter system market. In the 1970's and 1980's suburban employment grew rapidly and the use of the Tollway system for suburban-to-suburban work trips grew accordingly. In response, the Tollway added interchanges throughout the urbanized area and in 1989 constructed the North-South Tollway, now the Veterans Memorial Tollway (I-355), to better serve the suburban-to-suburban work trip market. A 12 mile extension of that route into Will County was opened to traffic in 2007. As a result of this growth, the Tollway saw average daily transactions grow from 485 thousand in 1970 to 2.2 million in 2010, and average daily vehicle counts increased from 255 thousand to 1.4 million.

Today, the Tollway provides vital transportation links between people and their jobs and between businesses and their customers. The Tollway provides access to headquarters for the State's leading employers and largest companies, serving both Chicago bound, reverse, and intersuburban commuters alike.

User Profile

Passenger cars account for almost 90 percent of the Tollway usage and commercial vehicles 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 20 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, 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 is the lowest month at about 12 percent below the average month.

Periodic Origin-Destination surveys are conducted at locations on the Tollway system. In these surveys users are asked questions about their trip-making. From these surveys, a profile of some user characteristics emerges. On a typical weekday, over 70 percent of the usage is for work related trips; either trips to/from a place of employment or for company business. Slightly less than 50 percent of the weekday users are on the Tollway every day. About 20 percent of the 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 Northeastern 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 over 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 largest city in Illinois outside of the Chicago area.

Tollway Service Area Population Change 1980-2010

Population trends impact travel demand and shape travel patterns. From 1980 to 2010, the population of the Tollway's 12 county service area increased by more than 1.3 million. The greatest increases occurred in inner-suburban Will, Lake and DuPage Counties, while some of the highest growth rates occurred in the more outlying McHenry, Boone and Kane Counties. De Kalb, Winnebago and Ogle Counties experienced a modest growth rate, while Whiteside, Lee and Cook Counties, experienced a decline during this period.

More recent estimates from the U.S. Census Bureau reflect the continued substantial growth of the "outer ring" suburban communities. From 2000 to 2010, the 12 county region grew by approximately 271,000 residents, with the highest growth rates in Will, Boone, Kane, McHenry and De Kalb Counties. During the same period, Cook County, with a substantial portion of the population in mature development areas, declined largely as a result of decreased household size and not loss of dwelling units. The rural counties of Lee and Whiteside are also estimated to experience very small declines in population.

Service Area Population 1980 vs. 2010

County	1980 Population*	2010 Population*	Net Change	Percent Change
Boone	28,630	54,165	25,535	89%
Cook	5,253,628	5,194,675	-58,953	-1%
De Kalb	74,628	105,160	30,532	41%
DuPage	658,858	916,924	258,066	39%
Kane	278,405	515,269	236,864	85%
Lee	39,328	36,031	-3,297	-8%
Lake	440,388	703,462	263,074	60%
McHenry	147,897	308,760	160,863	109%
Ogle	46,338	53,497	7,159	15%
Whiteside	65,970	58,498	-7,472	-11%
Will	324,460	677,560	353,100	109%
Winnebago	250,884	295,266	44,382	18%
Total:	7,609,414	8,919,267	1,309,853	17%

*US Census Bureau, 1980 and 2010 census

Exhibit 30

The population of the 12 county service area is expected to continue to grow. By the year 2040, the total population is estimated to surpass 11.3 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 third most populous county in the Tollway service area.

Service Area Population 2000 vs. 2010

County	2000 Population*	2010 Population*	Net Change	Percent Change
Cook	5,376,741	5,194,675	-182,066	-3%
De Kalb	88,969	105,160	16,191	18%
DuPage	904,161	916,924	12,763	1%
Kane	404,119	515,269	111,150	28%
Lee	36,062	36,031	-31	0%
Lake	644,356	703,462	59,106	9%
McHenry	260,077	308,760	48,683	19%
Ogle	51,032	53,497	2,465	5%
Whiteside	60,653	58,498	-2,155	-4%
Will	502,266	677,560	175,294	35%
Winnebago	278,418	295,266	16,848	6%
Total:	8,648,640	8,919,267	270,627	3%

*US Census Bureau, 2000 and 2010 Census

Exhibit 31

Service Area Population 2000 vs. 2040 Forecast

County	2000 Population*	2010 Population*	2040 Population Estimate**	Forecast Average Annual Percent Change 2010-2040
Boone	41,786	54,165	78,530	1%
Cook	5,376,741	5,194,675	5,559,840	0%
De Kalb	88,969	105,160	150,670	1%
DuPage	904,161	916,924	1,310,780	1%
Kane	404,119	515,269	860,540	2%
Lake	644,356	703,462	1,020,590	1%
Lee	36,062	36,031	37,630	0%
McHenry	260,077	308,760	534,010	2%
Ogle	51,032	53,497	69,380	1%
Whiteside	60,653	58,498	61,050	0%
Will	502,266	677,560	1,221,660	2%
Winnebago	278,418	295,266	370,970	1%
Total:	8,648,640	8,919,267	11,275,650	1%

*US Census Bureau 2000 and 2010 Census

**Woods & Poole Economics, Inc. (W&P), "2011 Complete Economic and Demographic Data Source (CEDDS)."

Exhibit 32

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. From 2000 to 2010, employment in the 12 county service area decreased by 61,000 jobs.

Tollway Service Area Employment 2000-2010

The largest employment decrease occurred in Cook County with 142,000 jobs lost followed by 20,000 jobs lost in Winnebago County. This reduction was partially offset by an increase of over 100,000 jobs in Will, Kane, McHenry and Lake Counties.

Service Area Employment 1980 vs. 2010

County	2000 Employment*	2010 Employment Estimate*	Net Change	Percent Change
Boone	18,860	19,850	990	5.25%
Cook	3,321,600	3,180,030	-141,570	-4.26%
DeKalb	47,160	52,770	5,610	11.90%
DuPage	696,730	695,750	-980	-0.14%
Kane	239,970	258,840	18,870	7.86%
Lake	415,340	423,400	8,060	1.94%
Lee	17,960	17,060	-900	-5.01%
McHenry	110,990	124,140	13,150	11.85%
Ogle	25,390	24,000	-1,390	-5.47%
Whiteside	30,710	27,910	-2,800	-9.12%
Will	184,450	244,400	59,950	32.50%
Winnebago	175,310	155,290	-20,020	-11.42%
Total:	5,284,470	5,223,440	-61,030	-1.15%

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

*Woods & Poole Economics, Inc. (W&P), "2011 Complete Economic and Demographic Data Source (CEDDS)."

Exhibit 33

Tollway Service Area Employment 2010-2040

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 over 1.7 million.

Service Area Employment 2010 vs. 2040 Forecast

County	2010 Employment Estimate*	2040 Forecast Employment*	Net Change	Annual % Change 2010-2040
Boone	19,850	26,440	6,590	0.96%
Cook	3,180,030	4,081,560	901,530	0.84%
DeKalb	52,770	69,520	16,750	0.92%
DuPage	695,750	967,450	271,700	1.10%
Kane	258,840	424,750	165,910	1.66%
Lake	423,400	559,650	136,250	0.93%
Lee	17,060	18,890	1,830	0.34%
McHenry	124,140	201,060	76,920	1.62%
Ogle	24,000	31,180	7,180	0.88%
Whiteside	27,910	37,020	9,110	0.95%
Will	244,400	343,090	98,690	1.14%
Winnebago	155,290	213,190	57,900	1.06%
Total:	5,223,440	6,973,800	1,750,360	0.97%

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

*Woods & Poole Economics, Inc. (W&P), "2011 Complete Economic and Demographic Data Source (CEDDS)."

Exhibit 34

Appendix



October 18, 2010

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

Re: Annual Toll Revenue Certificate

Dear Mr. Colsch:

As Traffic Engineers for the Illinois State Toll Highway Authority, Wilbur Smith Associates (WSA) is pleased to provide the toll revenue estimates required by the Trust Indenture, Section 713(3). This letter provides updated monthly toll revenue estimates for 2010 and toll revenue estimates for 2011. Estimates are based on the current toll rate structure that went into effect on January 1, 2005.

Toll revenue estimates presented herein incorporate adjustments for the current state of the national and regional economy, and expectations of the depth and duration of the current economic slowdown, and revised estimates of motor fuel prices reflecting current economic conditions.

The toll revenue estimates are estimates of expected revenue—the revenue that would be collected if each vehicle passing through a toll collection plaza paid exactly the published toll rate based on the vehicle’s classification, time of day, and payment method. Expected revenue does not include the effects of overpayments, underpayments or toll evasion.

Estimated Toll Revenue

The revised 2010 system-wide expected toll revenue estimate is \$664,816,000. This estimate includes the Illinois Tollway’s adjusted expected revenues for the first nine months of 2010, and WSA estimates for the three remaining months. Monthly figures are presented in Table 1.

Our Base Case estimated system-wide expected revenue for 2011 is \$687,734,000. Monthly expected revenue estimates for 2011 are presented in Table 2. At the request of the Tollway, we have also prepared a second estimate for 2011 that assumes little to no economic growth and continued high unemployment. This No Economic Growth Case estimated revenue for 2011 is \$667,516,000, 3.0 percent less than the Base Case. Monthly expected revenue estimates are provided in Table 3. The No Economic Growth Case estimate does not assume a double-dip recession, which remains a possibility. Both estimates take into account available information from the Illinois Tollway revenue and transaction reporting system through September 2010, and assume major 2011 construction activity having traffic impacts as identified in Table 4.

Estimates for both 2010 and 2011 are based on a detailed review of recent traffic and revenue trends; an assessment of economic conditions within the Tollway study area; and evaluations of potential impacts of construction projects on and off the Tollway system.

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Exhibit 35

Michael Colsch
October 18, 2010
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Construction Impacts

Construction projects associated with the Illinois Tollway's Congestion-Relief Program will continue at a much slower pace through 2011. Under the adopted Capital Improvement Program, all major capacity expansion projects on the Tri-State Tollway, Ronald Reagan Memorial Tollway, Veterans Memorial Tollway, and Jane Addams Memorial Tollway were completed by the end of 2009.

In 2010, significant construction impacts occurred due to resurfacing and bridge work on the Edens Spur (I-94) from Lake Cook Road to US-41, on the Veterans Memorial Tollway (I-355) from I-55 to 75th Street and from I-88 to Army Trail Road, and on the central Tri-State Tollway in the vicinity of the I-88 interchange. All of these projects are expected to be completed by the end of 2010. On the Edens Spur, traffic has been limited to one lane in each direction since March, 2010. On the other projects, lane reductions have generally been limited to off-peak periods, but reduced lane widths and construction activity adjacent to active lanes have negatively impacted traffic volumes. In addition, a large rehabilitation project being undertaken by the Illinois Department of Transportation on most of the length of I-290 does include lane reductions and has therefore significantly impacted traffic on adjacent Tollway segments, particularly the eastern section of the Ronald Reagan Memorial Tollway and the northern section of the Veterans Memorial Tollway. These projects will also be completed during 2010.

In 2011, the Tollway has tentatively scheduled the resurfacing of the Jane Addams Memorial Tollway (I-90) from Barrington Road to the Elgin Toll Plaza and from US-20 to Genoa Road. It is anticipated that the existing number of lanes will be open to traffic throughout construction; however, traffic impacts will occur due to reduced lane widths and construction activities in adjacent lanes. While the Illinois Department of Transportation (IDOT) is planning a significant construction program for 2011, none of their projects are anticipated to have a significant impact on traffic on the Tollway system. Minor impacts are expected from IDOT's planned widening of I-80 from US-30 to US-45 and from the reconstruction of the I-57 bridge over the Tri-State Tollway. These minor impacts are expected to be limited to the south section of the Veterans Memorial Tollway and southern section of the Tri-State Tollway, respectively.

The revenue estimates contained herein take into account the construction impacts described above. WSA believes the construction impacts on toll revenue that are included in these estimates are reasonable given the information available at this time. As additional information becomes available on 2011 construction activity and maintenance of traffic plans, the estimates may be revised.

National and Regional Economy

The recession that began in December, 2007 and continued to worsen through the first half of 2009 continues to show signs of a slowing recovery. According to the National Bureau of Economic Research, the longest recession the country has endured since the great depression ended in June, 2009. Economic activity, as measured by gross domestic product (GDP), which grew at 5.0 percent in the fourth quarter of 2009, continued to grow in 2010, but at a slowing rate. Growth in the first quarter of 2010 was estimated at 3.7 percent, while second quarter growth was estimated at only 1.6%.¹ According to the Bureau of Economic Analysis, the deceleration in real GDP in the second quarter primarily reflected a sharp acceleration in imports and a sharp deceleration in private inventory investment that were partly offset by an upturn in residential fixed investment, an acceleration in nonresidential fixed investment, an upturn in state and local government spending, and an acceleration in federal government spending.²

¹ U.S. Department of Commerce, Bureau of Economic Analysis, August 27, 2010. Seasonally adjusted at annual rates.

² U.S. Department of Commerce, Bureau of Economic Analysis, August 27, 2010.

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The Federal Reserve, in its July 2010 Monetary Policy report projected real GDP to increase by 3.0 to 3.5 percent for the entire year of 2010, and to increase by between 3.5 and 4.2 percent in 2011. In 2012, real GDP was projected to increase by 3.5 to 4.5 percent. However, the Congressional Budget Office (CBO), in its August 2010 Budget and Economic Outlook Update, projects real GDP to increase by 3.0 percent in 2010, but increase by only 2.1 percent in 2011. Other forecasters paint a similar picture. According to the Survey of Professional Forecasters, the outlook for growth in the U.S. economy looks weaker now than it did just three months ago, according to 36 forecasters surveyed by the Federal Reserve Bank of Philadelphia. The forecasters see real GDP growing at an annual rate of 2.3 percent this quarter, down from the previous estimate of 3.3 percent. On an annual-average over annual-average basis, the forecasters expect slower real GDP growth in 2011, 2012, and 2013. The forecasters see real GDP growing 2.9 percent in 2010, down from their prediction of 3.3 percent in the last survey. The forecasters predict real GDP will grow 2.7 percent in 2011, 3.6 percent in 2012, and 2.6 percent in 2013.³

Turmoil in the financial markets stemming from the mortgage crisis that resulted in the failure of several large banks, the placement of Fannie Mae and Freddie Mac into conservatorship by the government, and the takeover of some investment banks by commercial banks brokered by the Federal Reserve Bank and the US Treasury Department has lessened significantly. Challenges remain, however, as bank failures are on pace to increase for the fourth consecutive year in 2010, and more failures are likely in 2011. Apart from losses in mortgages and consumer loans, banks and other financial institutions continue to face significant losses from commercial real estate loans and investments in securities backed by such loans.

Consumer confidence has improved somewhat from the low levels of early 2009, but remains depressed, and has recently dipped back to late 2009 levels. After improving significantly from its February and March 2009 levels in the 20's, the Conference Board's Consumer Confidence Index has remained in a range around 50 to 60 since May 2009 and currently stands at 53.5. The Reuters/University of Michigan Survey of Consumers' Index of Consumer Sentiment, however, posted an unexpected decrease in September 2010 that placed that index at a 13-month low. The same survey's measure on consumers' 12-month economic outlook plummeted to 59 in early September, the lowest since April 2009. It was down 10 points from August. Reduced levels in consumer confidence are likely to temper economic growth, as declines in home values, pension and investment accounts have made even those who have not suffered income declines more cautious spenders. Uncertainty regarding taxes, employment and the overall economy seem to be the dominant emotions among US consumers.⁴

In the labor market, the US unemployment rate has not fallen as rapidly as was predicted earlier this year, and has steadied in a narrow range around 9.5%. In August, 2010 the US unemployment rate stood at 9.6%, with the Illinois rate at 10.1%. These figures are virtually unchanged from a year ago. The Congressional Budget Office (CBO) projects a drop to 9.5 percent by the end of 2010 and 9.0 percent by the end of 2011. The Survey of Professional Forecasters projects unemployment to remain above 9.0 percent throughout 2011 and to average 8.2 percent in 2012. The same survey reduced its estimate of 2011 job gains by 22 percent.⁵

The oversupply of new housing units and drop in existing home prices have been a continuing drag on the economic recovery. The recession saw housing starts drop from 905,000 units per year in 2008 to only 554,000 units in 2009. In 2010, housing starts slowly increased to a seasonally adjusted annual rate of 679,000 in April, but have since declined to 2009 levels. This decline is likely due at least in part to the expiration of first time buyer tax credits. Both the National Association of Realtors and National Association of Homebuilders expect a rebound of housing starts in 2011, but at much lower levels than

³ Federal Reserve Bank of Philadelphia, Survey of Professional Forecasters, August 13, 2010.

⁴ Rutgers/University of Michigan Surveys of Consumers, September, 2010.

⁵ Federal Reserve Bank of Philadelphia, Survey of Professional Forecasters, August 13, 2010.

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they projected a year ago. The Standard and Poors/Case-Schiller 20 city home price index has stabilized in a relatively steady range since mid-2009; however that level is equivalent to that observed in autumn, 2003. Locally, the Chicago index stood at 124.90 in July, a 2.5% improvement over June but a 0.1% year over year decline.

Motor Fuel Prices

The volatility in energy prices that had been a critical factor affecting the national and regional economy has all but disappeared, at least temporarily. In 2010, prices continued to remain fairly steady in a range of \$2.65 to \$2.90 per gallon. This trend of steady fuel prices is expected to continue. According to the September 2010 Energy Information Administration's (EIA) Short Term Energy Outlook, EIA expects the monthly average regular-grade gasoline retail price to increase from \$2.72 per gallon in 2010 to \$2.83 in 2011. Projected annual average diesel fuel retail prices are \$2.93 and \$3.10 per gallon in 2010 and 2011, respectively.

Impact of Economy and Motor Fuel Prices on Travel

The effect of the slow economic recovery on travel has been felt both nationally and regionally. The August 2010 issue of Traffic Volume Trends, published by the Federal Highway Administration (FHWA), based on approximately 4,000 continuous traffic counting locations nationwide, indicated that the estimated vehicle-miles of travel on all roads and streets nationwide in the first half of 2010 increased by only 0.1 percent compared to the year earlier period. The monthly national vehicle miles of travel in June 2010 remained about 4.3 percent below the all-time high, which occurred in August 2007. It is anticipated that lingering effects of the economic slowdown will continue to be felt through the rest of 2010 and 2011. Expectations for real GDP growth have been revised downward, while expected unemployment has been revised upward. Both of these factors have significant impacts on travel on the Tollway system.

Traffic and Revenue Forecasts

It was observed that revenues for the first nine months of 2010 were 2.4 percent lower than our September 2009 forecast, which was made before recent slowdown in the economic recovery became apparent. While we believe that overall vehicle travel has begun to grow and will continue to increase on a seasonally adjusted basis, the economic consensus seems to be that the rate of recovery will be significantly lower than previously expected. Our Base Case estimate assumes Tollway traffic and revenue will continue the growth begun in 2010 and will also benefit from a significantly smaller construction program in 2011, but that traffic and revenue growth will occur at a slower rate than was reflected in our previous estimates. At the request of the Tollway, we have also prepared a No Economic Growth Case revenue estimate that assumes little to no economic growth and a continuing high unemployment rate in the Tollway service area. The revenue increase in this Conservative Case estimate (compared to the 2010 estimate) results from lower traffic diversions on the system due to fewer construction impacts in 2011 compared to 2010. While conservative, this estimate does not assume a double-dip recession, which remains a possibility. In general, the toll revenue forecasts provided herein reflect negative adjustments for the economy for the rest of 2010 and all of 2011.

Michael Colsch
October 18, 2010
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WSA 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 me know if you have questions or need additional information.

Yours truly,

WILBUR SMITH ASSOCIATES

A handwritten signature in black ink that reads "Eugene Ryan". The signature is written in a cursive style with a long horizontal flourish at the end.

Eugene Ryan
Vice President

Attachments

Michael Colsch
 October 18, 2010
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Table 1
Illinois Tollway
2010 Monthly Systemwide
Expected Revenue Estimates

EXPECTED REVENUES		
(\$1,000's)		
JANUARY	48,115	¹
FEBRUARY	46,747	¹
MARCH	55,082	¹
APRIL	55,525	¹
MAY	57,042	¹
JUNE	59,409	¹
JULY	60,111	¹
AUGUST	61,717	¹
SEPTEMBER	58,025	²
OCTOBER	57,000	²
NOVEMBER	55,013	²
DECEMBER	51,030	²
TOTAL	\$664,816³	

¹ Adjusted expected revenue from the Illinois Tollway

² WSA estimate of expected revenue

³ Figures may not add exactly due to rounding

Michael Colsch
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Table 2
Illinois Tollway
2011 Monthly Systemwide
Expected Revenue Estimates

BASE ESTIMATE

	EXPECTED REVENUES (\$1,000's) ¹
JANUARY	50,271
FEBRUARY	46,949
MARCH	59,493
APRIL	56,667
MAY	60,421
JUNE	62,889
JULY	61,677
AUGUST	63,998
SEPTEMBER	60,256
OCTOBER	62,520
NOVEMBER	54,241
DECEMBER	48,352
YEARLY TOTAL	687,734 ²

¹ WSA estimate of expected revenue

² Figures may not add exactly due to rounding

Michael Colsch
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Table 3
Illinois Tollway
2011 Monthly Systemwide
Expected Revenue Estimates

NO ECONOMIC GROWTH ESTIMATE

	EXPECTED REVENUES (\$1,000's) ¹
JANUARY	48,794
FEBRUARY	45,571
MARCH	57,749
APRIL	55,001
MAY	58,640
JUNE	61,036
JULY	59,857
AUGUST	62,109
SEPTEMBER	58,482
OCTOBER	60,692
NOVEMBER	52,649
DECEMBER	46,936
YEARLY TOTAL	667,516 ²

¹ WSA estimate of expected revenue

² Figures may not add exactly due to rounding

Michael Colsch
 October 18, 2010
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Table 4
Illinois Tollway and Illinois Department of Transportation
Major Scheduled Construction Projects
2011

Location		Type of Work
From	To	
JANE ADDAMS MEMORIAL TOLLWAY		
Elgin Toll Plaza	Barrington Road	Resurfacing, Bridge Repair
US-20	Genoa Road	Resurfacing, Bridge Repair
TRI-STATE TOLLWAY		
I-57 Bridge over Tri-State Tollway (IDOT)		Bridge Repair*
VETERANS MEMORIAL TOLLWAY		
I-80 – US-30 to US-45 (IDOT)		Add Lanes*

*Little impact on Tollway traffic anticipated



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www.aecom.com

December 7, 2010

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

Subject: 2011 Renewal and Replacement Deposit

Dear Mr. Colsch,

This letter supersedes the original letter dated October 12, 2010.

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 2011. 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.

A cash flow analysis prepared by the Program Manager and Tollway Finance was furnished to AECOM on October 12, 2010. The projected ending balance of the R&R Account for 2010 will be approximately \$123 million, which includes the 2010 R&R deposit as well as the expected deposit of an additional \$40 million of additional revenue. Based on this analysis, we recommend depositing \$160.0 million to the R&R Account for 2011 in order to fund the projects in the Tollway's Final Program of roadway, bridge, and facility repair, rehabilitation and reconstruction. In addition, we understand that approximately \$14 million of additional revenue may be available for funding the R&R Account above the recommended amount in 2011.

Total draws for the R&R Program in 2011 are estimated to be approximately \$175 million. The combination of deposits and draws on the cash balance of the R&R Account will fund the projects in the Program including \$45.0 million for Capital Projects such as fleet vehicle purchases, I-PASS Transponders, Information Technology projects, the Intelligent Transportation Systems program, and other Capital Projects.

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

Sincerely,

Jeffrey P. Reilstedt, P.E.
Vice President

c: Kristi Lafleur, Tollway
Greg Stukel, Tollway
Stella Banak, Tollway
File 60040580 / 205.4
Paul Kovacs, Tollway
Rocco Zuccherro, Tollway
Maria Molliconi, Tollway

2011 TENTATIVE BUDGET - DRAFT
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, Wilbur Smith Associates, Inc.), Operating Expenses, Aggregate Debt and Service and Renewal and Replacement Deposit (prepared by the Consulting Engineer, AECOM) for the years 2010 and 2011. 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 2010	FY 2011
Actual Revenues - First Eight Months:		
Toll Revenue	\$413.2	
Evasion Recovery	22.6	
Investment Income	1.0	
Concession and Miscellaneous	4.7	
Subtotal	\$441.5	
Estimated Revenues - Last Four Months:		
Toll Revenue	\$206.2	
Evasion Recovery	9.4	
Investment Income	0.6	
Concession and Miscellaneous	2.3	
Subtotal	\$218.5	
Estimated Revenues:		
Toll Revenue ¹	\$619.4	\$636.0
Evasion Recovery	32.0	34.0
Investment Income	1.6	2.0
Concession and Miscellaneous	7.0	8.0
Total Estimated Revenues	\$660.0	\$680.0
Less: Total Budgeted Operating Expenses	\$258.3	\$255.0
Estimated Net Revenues	\$401.7	\$425.0
Net Revenue Requirement:		
Aggregate Debt Service ²	\$249.9	\$254.0
Renewal and Replacement Account (RR) Deposit per AECOM	140.0	160.0
Net Revenue Requirement (Aggregate Debt Service + Renewal Replacement Deposit)	\$389.9	\$414.0
Alternative Net Revenue Requirement (1.3 X Aggregate Debt Service)	\$324.9	\$330.2
Revenues in Excess of Net Revenue Requirement	\$11.8	\$11.0
Build America Bond subsidy and prepaid interest reduces transfers required for Debt Service	\$28.1	\$16.2
Other Adjustments to Transfers from Revenue Fund to Operating and Debt Service Accounts	0.1	(13.2)
Additional deposit to RR Account and/ or Improvement Account	\$40.0	\$14.0

¹ Wilbur Smith Associates has estimated expected toll revenues to total \$664,816,000 in 2010 and \$687,734,000 in 2011. 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 \$45,416,000 for 2010, and \$41,624,000 for 2011. An additional downward adjustment of \$10,110,000 was made to the 2011 estimate as a contingency for slower economic growth. This adjustment represents 50% of the difference between Wilbur Smith Associates Base Case and Conservative Case estimates.

² Debt Service for 2011 includes \$4 million to allow for the possibility of increased debt services should the Tollway restructure a portion of its synthetic fixed rate debt.

Exhibit 37

<u>Acronyms:</u>	
AASHTO	American Association of State Highway and Transportation Officials
ADT	Average Daily Traffic
ANSI	American National Standards Institute
ASA	American Standards Association
ASCE	American Society of Civil Engineers
AUTOCAD	Auto Computer Aided Dispatch
CA	Central Administration for the Illinois Tollway
CAD	Computer Aided Dispatch
CAFR	Comprehensive Annual Financial Report
CATS	Chicago Area Transportation Study
CCC	Customer Call Center
CCTV	Closed Circuit Television
CECI	Consulting Engineers Council of Illinois
CMS	Central Management System
CRP	Congestion-Relief Program
CSC	Consolidated Customer Service Center
CSS	Central Sign Shop
CW	Central Warehouse
DBE	Disadvantaged Business Enterprise
DMS	Dynamic Message Signs
ERP	Enterprise Resource Planning
ES	Edens Spur
EW	East-West Tollway
FHWA	Federal Highway Administration, Department of Transportation
FOIA	Freedom of Information Act
GAAP	Generally Accepted Accounting Principles
GCM	Gary-Chicago-Milwaukee
GFOA	Government Finance Officers Association
IAG	Interagency Group
IBTTA	International Bridge, Tunnel & Turnpike Association
IDOT	Illinois Department of Transportation
IEPA	Illinois Environmental Protection Agency
IPO	I-PASS Only

<u>Acronyms:</u>	
ISO	International Organization for Standardization
IT	Information Technology
ITS	Intelligent Transportation System
LIBOR	London Inter-Bank Offering Rate
M&O	Maintenance & Operations
MADS	Maximum Annual Debt Service
MOMS	On-Line Management System
MP	Mile Post
M-Site	Maintenance Site
MUMS	Online Management System
NIPC	Northern Illinois Planning Commission
NGN	Next Generation Network
NS	North-South Tollway
OIG	Office of the Inspector General
ORT	Open Road Tolling
PCMS	Portable Changeable Message Signs
PSB	Professional Service Bulletin
RRI	Renewal Replacement and Improvement
SERS	State Employees Retirement System
SIFMA	Securities Industry and Financial Markets Association
SLGS	State and Local Government Series Securities from the US Treasury
TRMMP	Toll Revenue Management & Maintenance Program
TS	Tri-State Tollway
VES	Violation Enforcement System

APPROPRIATION – Spending authority from a specific fund for a specific amount, purpose and time period.

AVAILABLE FUND BALANCE – The total money in a fund at a particular point in time, typically at the beginning of a month or year end.

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 FUND - A fund that receives proceeds from the sale of bonds to be used for capital projects.

BOND RATING - An assessment of the credit risk with respect to a specific bond issue.

BOND RETIREMENT AND INTEREST - A fund used to repay principal and interest on bonds or other debt obligations, typically spent pursuant to a continuing and irrevocable appropriation.

ORIGINAL BUDGET - The budget as approved by the Board of Directors.

REVISED BUDGET - Reflects the transfer of funds between accounts.

BUDGET REQUEST - Represents the budget office's recommended budget to be presented to the Board for final approval.

DEPARTMENTAL REQUEST – This request represents the various departmental budgets to be presented to the budget office.

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

COLLECTOR-IN-CHARGE – A senior toll collector or a toll collector assigned to be responsible for the plaza operation in the absence of a supervisor.

CONSOER TOWNSEND ENVIRONDYNE (CTE) - Consulting Engineer for the Illinois Tollway.

CONSTRUCTION SECTION - Any one of the numerous divisions into which construction of the roadway, facilities and appurtenances of the Tollway may be divided for the purpose of awarding contracts.

CONSTRUCTION SECTION ENGINEER (CSE) - 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 the contract.

CONSULTING ENGINEER - The Engineer or firm of Engineers retained by the Tollway for the purpose of carrying out the duties imposed on the Consulting Engineer by the Trust Indenture and such other duties as assigned.

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

DEBT SERVICE - Payment of principal, interest and other obligations associated with the retirement of debt.

DYNAMIC MESSAGE SIGN (DMS) - Dynamic Message Signs are the over-the-road message signs that TIMS uses to communicate with customers.

ELECTRONIC TOLL COLLECTION (ETC) - An electronic means for motorists to pay toll charges without using coins or currency. Motorists attach an electronic signal device, known as a transponder, on their windshield to automatically deduct the toll charge as they drive through a toll plaza. ETC is used by many toll highway systems, including the Illinois Tollway which calls it I-PASS.

EMPLOYEE RETIREMENT CONTRIBUTIONS - Line item for payment of an employee's required contribution to the State Employee's Retirement System (SERS), which an agency has chosen or contracted to make on behalf of the employee.

E-ZPASS – Program which allows Illinois Tollway customers with an I-PASS to use their transponders to pay tolls in all states that accept E-ZPass.

FISCAL YEAR - The Tollway's fiscal year is January 1 through December 31. This is the period in which obligations are incurred, encumbrances are made and appropriations are expended. The State of Illinois' fiscal year is July 1 through June 30.

FULL-TIME EMPLOYEE - A full-time employee's work is based on a 40-hour work week for 52 weeks, or 2,080 hours per year.

FUND - An account established by the bond indenture to hold money for specific programs, activities or objectives.

FUND BALANCE - The difference between fund assets and fund liabilities remaining at year-end. For budgetary purposes, this represents the sum of over-realized or unanticipated revenues and unspent reserves at the end of each fiscal year.

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

HALON SYSTEM – Fire suppression system for the computer rooms.

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 Illinois Tollway's electronic toll collection system.

LIMITED ACCESS TOLL HIGHWAY - A toll highway system (e.g., Illinois Tollway) in which the user pays tolls at plazas along the toll road.

MAINLINE PLAZAS - The type of toll collection plazas that span the roadways and are located throughout the system. These plazas may have manual, automatic and I-PASS lanes.

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

MILLION VEHICLE MILE - MVM is a common highway industry model that can be compared to other cost factors to compute a measure of performance.

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

OASIS - Junction on the system which provides services to patrons such as food, gas and rest rooms, and generally a safe area for patrons to relax. It also provides a rest area for interstate commerce such as truck stops.

PART-TIME EMPLOYEE - An employee who performs less than 2,080 hours of work in one fiscal year.

PERSONAL SERVICES - Line item for salaries and wages to be paid to employees.

PORTABLE CHANGEABLE MESSAGE SIGN (PCMS) - Signs located throughout the system which the Tollway uses to communicate to patrons regarding traffic flow, or more specifically traffic incidents.

POST-PAY ACCOUNT – Accounts where the payment of tolls is after the toll has been incurred. Invoices are sent monthly.

PRE-PAY ACCOUNT - Customers deposit funds into an account for each transponder. As tolls are incurred the amount is automatically withdrawn from the transponder balance.

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.

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 appropriation intentionally set aside and not spent either to increase lapse or as a contingency for increased liabilities in other line items.

RETIREMENT PICK-UP - Line item for employer's share of contributions to the state retirement system.

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 which insures against loss of revenues, (iii) investment income from any moneys or securities held in Funds, Accounts or Sub-Accounts established under the Amended and Restated Trust 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 Authority from the System Reserve Account pursuant to subsection 1 of Section 512 of the Amended and Restated Trust Indenture. Revenues excludes Federal or State grants and appropriations, loan proceeds, gifts or donations of any kind, transfers, if any, to the Authority as permitted under any Escrow Agreement and receipts not related to the Authority's performance of its obligations under the Amended and Restated Trust Indenture or to the operations of the Tollway System.

REVENUE BONDS - A certificate of debt issued by an organization in order to raise revenue. Revenue bonds guarantee payment of the original investment plus interest by a specified date using the organization's revenues.

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.

SYSTEM - The 286-miles which makes up the Tollway System.

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

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

TOLL BOOTH - A booth on a highway where tolls are taken.

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

TOLL HIGHWAY OR TOLLWAY - The limited access highway built or proposed to be built by the Authority, including all facilities and appurtenances thereto.

TOLLWAY SYSTEM - Collectively, (i) the toll highways operated and maintained by the Tollway as of December 1, 1985, (ii) and Projects and (iii) all properties, equipment and facilities to the extent used in connection with the operation and maintenance of the facilities listed in clause (i) or (ii) of this definition.

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

TRANSPORTATION INFORMATION MANAGEMENT SYSTEM (TIMS) - System which allows the Tollway to monitor weather, traffic incidents, and construction areas which may affect the flow of traffic. This system can also alert patrons 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 Web site - www.travelmidwest.com.

TREADLE - An electronic device located under the pavement of lanes at toll plazas. Treadles count the number of axles on each vehicle going through the lane.

TRUST INDENTURE - A contract between the Tollway and its bondholders that establishes the rights and obligations of both parties (e.g., it creates a pledge of toll revenue to the bondholders).

UNMANNED PLAZA - Points of toll collection where toll collectors are not present. Customers who do not have I-PASS accounts drop toll payments in coin baskets.

VEHICLE MILES TRAVELED (VMT) - The number of miles driven annually by all vehicles using the roadway.

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

WILBUR SMITH ASSOCIATES (WSA) - The Traffic Engineer for the Illinois Tollway.

