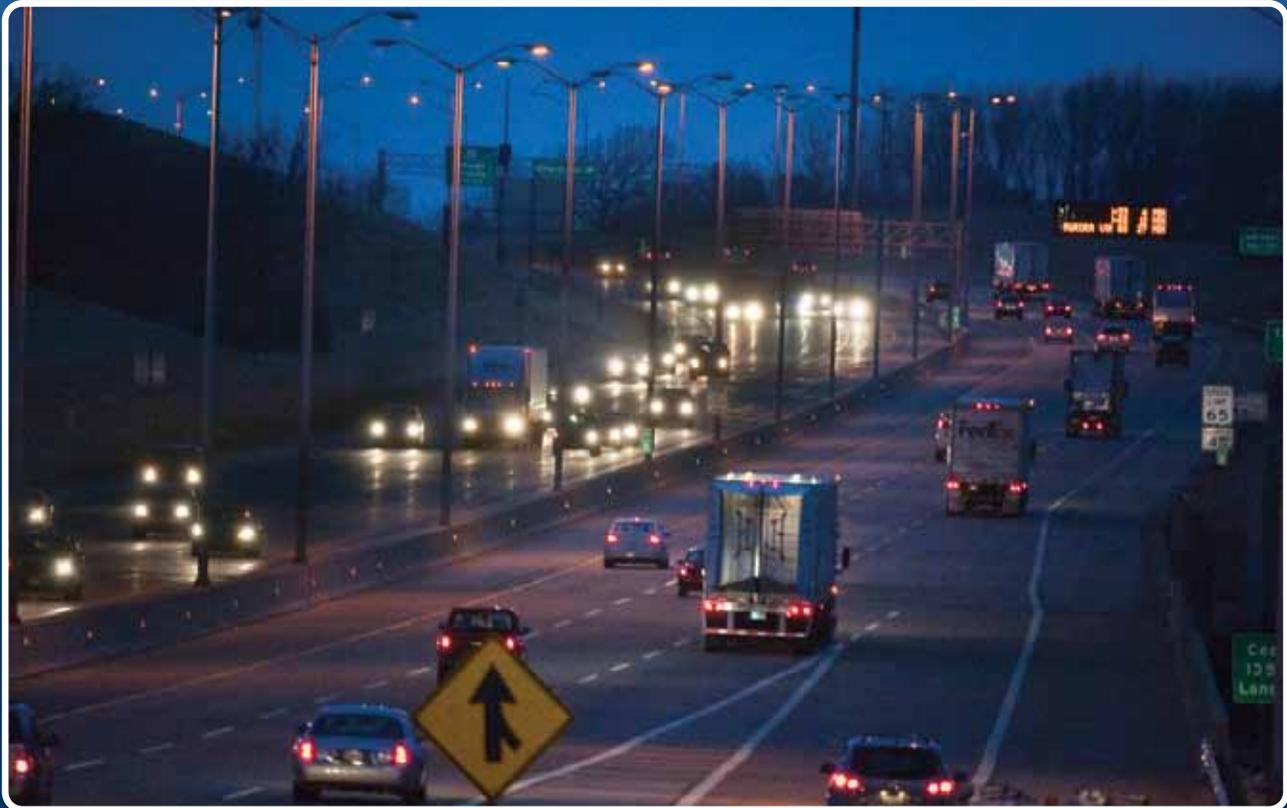




2013 Budget



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Published December 2012

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



GOVERNMENT FINANCE OFFICERS ASSOCIATION

*Distinguished
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Illinois State Toll Highway Authority

Illinois

For the Fiscal Year Beginning

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The Government Finance Officers Association of the United States and Canada (GFOA) presented a Distinguished Budget Presentation Award to the Illinois State Toll Highway Authority for the Annual Budget beginning January 2012. In order to receive this award, a governmental unit must publish a budget document that meets program criteria as a policy document, operations guide, financial plan and communications device.

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Executive Letter

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December 13, 2012

To the Honorable Board Chair and Directors:

Under the leadership of Governor Pat Quinn, the Illinois Tollway has stepped up its commitment to serving the transportation needs of Northern Illinois and our 1.4 million daily drivers. Every day, we look for new ways to increase transparency and accountability, enhance customer service, foster environmental responsibility and sustainability, increase collaboration with transportation agencies and promote the regional economy. Our 2013 budget outlines a roadmap for our agency as we strive to meet these goals and build upon our accomplishments.

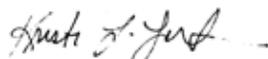
Our \$1.5 billion spending plan provides funding for capital investments that will create thousands of jobs and help stimulate the local and regional economies.

In 2013, the Tollway will be embarking on the second year of the largest capital program of any toll agency in the nation, *Move Illinois: The Illinois Tollway Driving the Future*. We will be investing \$922 million in capital projects, with \$872 million to be spent on roadway and infrastructure improvements, including continuing work on the Tri-State Tollway (I-294)/I-57 Interchange Project, completion of the new interchange at Illinois Route 47 on the Jane Addams Memorial Tollway (I-90) and the start of work on the I-90 Rebuilding and Widening Project and the Elgin O'Hare Western Access Project.

Also in 2013, capital projects will include pavement resurfacing and lighting improvements on the Veterans Memorial Tollway (I-355), as well as other systemwide roadway and bridge repairs.

While it's clear that we are ramping up our construction work in 2013, creating thousands of jobs and stimulating local and regional economies through our historic capital investment, we are ever mindful of holding the line on spending agencywide and making the most of the dollars we collect from our customers. We continue to identify ways to reduce our costs, increase efficiencies throughout Tollway operations and enhance our customer service.

As you can see, it's an exciting time for the Tollway. With a financially sound, balanced budget in place, we are well-positioned to steer *Move Illinois* into its second year. Last year, we laid the groundwork for our 15-year, \$12 billion capital program and watched people get back to work and small businesses grow. In 2013, our dedication to strong fiscal management will continue as we resolve to build upon our achievements and create even greater opportunities for individuals and businesses to succeed.



Kristi Lafleur
Executive Director

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Executive Summary



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2013 Budget Highlights

The Illinois Tollway's 2013 Budget outlines a spending plan that covers annual maintenance and operations on the 286-mile system, as well as \$922 million in capital projects, including the second year of the agency's 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*.

Move Illinois will improve mobility, relieve congestion, reduce pollution, create as many as 120,000 jobs and link economies across the Midwest region. *Move Illinois* will address the remaining needs of the existing Tollway system; rebuild and widen the Jane Addams Memorial Tollway (I-90) as a state-of-the-art 21st century corridor; construct a new interchange to connect the Tri-State Tollway (I-294) to I-57; build a new, all-electronic Elgin O'Hare Western Access and fund planning studies for the Illinois Route 53/120 Extension and the Illiana Expressway.

The \$1.5 billion spending plan detailed in the 2013 Budget shows that the agency remains dedicated to strong fiscal management as it implements the largest capital program of any toll agency in the nation. In its first year, the Tollway was able to make tremendous progress, including breaking ground on the new, \$61 million Illinois Route 47 Interchange Project on the Jane Addams Memorial Tollway (I-90) in Huntley, breaking ground on the \$719 million Tri-State Tollway (I-294)/I-57 Interchange Project and signing the final Environmental Impact Statement for the \$3.4 billion Elgin O'Hare Western Access Project in late October.

The 2013 Budget offers an even greater level of commitment to these roadway infrastructure projects and other key initiatives. In addition to working to achieve the agency's core mission to provide and promote a safe and efficient system of roadways, the Tollway will invest in new programs to advance the agency's goals in 2013, while holding the line on costs and continuing to be responsible with the agency's finances.

The Illinois Tollway is committed to serving the transportation needs of Northern Illinois and its 1.4 million daily drivers by furthering transparency and accountability, enhancing customer service, fostering environmental responsibility and sustainability, increasing collaboration with transportation and planning agencies and promoting the regional economy. The 2013 Budget outlines a roadmap for the agency as it continues to work toward these goals.

In addition, the Tollway has worked to find new ways to minimize costs and maximize operating efficiencies as part of the 2013 Budget. These budget efficiencies are estimated to save the Tollway more than \$5 million in 2013:

- \$2.3 million in annual savings on new transponders through the new contract.
- \$1 million in annual revenue recovery from the installation of new camera washing technology that produces a higher volume of license plates reads during winter months.
- \$1 million in savings from lower credit card fees.

- \$800,000 in savings on utility costs as a result of the Tollway's green, energy efficient upgrades.

These are in addition to \$14 million of recurring savings and \$62 million in one-time or multi-year savings found as part of the 2010, 2011 and 2012 Budgets.

Further, the 2013 Budget has a headcount of 1,595 employees, three positions fewer than budgeted in 2012.

Furthering Transparency and Accountability

The Tollway continues to find new ways to increase transparency and accountability to its customers and the communities it serves. The 2013 Budget will allow the Tollway to:

- Continue to add new features to the Tollway's website to make it more transparent and user-friendly.
- Refine procurement and tracking processes, including the implementation of a "ball-in-court" system that will enable contracts and procurement documents to move through the system more quickly and efficiently. Ultimately, our goal will be to initiate contract renewals sooner and avoid expired contracts.
- Continue the Tollway's efforts to proactively pursue scofflaws to collect what is owed to the agency by pursuing administrative judgments against debtors in court to make sure all Tollway users pay their fair share.

Enhancing Customer Service

The Tollway has continued to identify ways to improve customer service as part of the 2013 Budget. Examples of new services and enhancements for 2013 include:

- \$27.6 million to improve toll technology, refresh hardware and upgrade the overall system to provide the flexibility needed to enhance customer service. 2013 highlights will include the development of a new lane test site to evaluate adjustments made to toll technology and the installation of new housing to better protect equipment and technology in the field. Future improvements made possible through this investment in technology potentially include the introduction of feedback transponders, fully functional fleet accounts, account-based discounts, greater self-service options and other new or expanded customer service features.
- \$17.9 million for services from Illinois not-for-profit organizations providing employment for underserved communities, persons with disabilities and veterans to support the Tollway's I-PASS Customer Call Center, image review, printing and I-PASS transponder distribution services.
- \$5.6 million for the Tollway's Traffic Incident and Management Center and enhanced intel-

ligent transportation systems (ITS), including updates to the closed circuit camera network, new dynamic message roadway signage and an improved advanced traveler information system. The Tollway will continue to maximize ITS to monitor and detect traffic incidents and improve accident response time through funding for video migration to digital format, weigh-in-motion software, and cameras, sensors and other technology needed to position the I-90 corridor as one of the first “smart” corridors in the nation.

- Development of a new mobile application or mobile website to provide customers with greater access to I-PASS account information.

Promoting Economic Growth

The Tollway is committed to projects and programs that help improve quality of life by saving people time and money, creating jobs and stimulating local economies. The Tollway’s 2013 Budget includes:

- \$415.2 million for the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project, which will build a 21st century, state-of-the-art corridor linking Rockford to O’Hare International Airport.
- \$95.6 million to begin construction on the Elgin O’Hare Western Access Project – the first, all-electronic roadway on the Tollway system providing western access to O’Hare International Airport.
- \$26.5 million to complete the new, all-electronic interchange at Illinois Route 47 on I-90, which will create more opportunity for continued economic development along Illinois Route 47 and will open up access between the Tollway and a regional north-south transportation route.
- \$900,000 (including \$300,000 in Maintenance and Operations) to provide technical assistance to small businesses and help strengthen the capacity of disadvantaged, minority and women-owned firms working with the Tollway.

Increasing Collaboration

The Tollway continues to work collaboratively with other transportation agencies, communities and organizations – leading, rather than following – and pursue creative partnerships that can help the agency advance its goals. The 2013 Budget includes:

- Coordinating with RTA and PACE to incorporate transit on I-90 for the first time in the Tollway’s history.
- \$500,000 for collaboration with the Chicago Metropolitan Agency for Planning (CMAP) to study land use along the Illinois Route 53/120 Corridor.
- \$178,000 to complete a study with the Regional Transportation Authority to further identify

ways to integrate transit with managed lanes on the I-90 Corridor, including the Jane Addams Memorial Tollway, as the Tollway begins planning to accommodate transit for the first time in the agency's history.

- The 2013 Budget will also allow the Tollway to coordinate an Elgin O'Hare Western Access Local Advisory Committee to work with the Illinois Tollway and the Illinois Department of Transportation to address local construction issues, such as noise abatement, aesthetics, landscaping options, property access and use, as well as drainage and utility issues.
- In 2013, the Tollway will also reconvene the Earned Credit Program Advisory Council and seek to form a new advisory board to guide new diversity programs as the agency works to expand its panel of experts assisting with diversity outreach efforts.

Fostering Environmental Responsibility

The Tollway is committed to using renewable energy and green technology, as well as adopting research initiatives and best management practices to reduce energy use and costs. In 2013, the Tollway will:

- Complete the new, all-electronic interchange at Illinois Route 47 on the Jane Addams Memorial Tollway (I-90), the agency's first green interchange, featuring a geothermal water piping system that makes use of the earth's natural heating and cooling abilities to help heat and cool nearby control buildings in a more cost-effective and sustainable manner, reflective roofs and trellised vegetation for control buildings to further reduce heating and cooling costs, as well as ramp shoulder pavement that will allow water to seep through and reduce storm water runoff.
- Continue the Tollway's commitment to use 100 percent recycled materials – recycled concrete, asphalt and other materials, including roof shingles and tires, as base materials, backfill and in new pavements in Tollway construction projects.
- Work with industry experts to establish a plan, implement recommendations and complete an application to the U.S. Green Building Council for Leadership in Energy and Environmental Design certification for the Tollway's Central Administration building.
- Allocate \$200,000 to continue the Tollway's research initiatives with Argonne National Laboratory, including a solar panel technology study and a fleet research study focusing on fuel cost savings and efficiencies.

2013 Budget Overview

The Tollway is self-supporting, depending on revenues from operations and proceeds from the issuance of revenue bonds for the expansion, reconstruction and improvement of the Tollway system. The 2013 Budget is a balanced budget in which revenues provide sufficient resources for operating and maintenance expenses, debt service and required deposits to the renewal and replacement and

improvement accounts as required by the Trust Indenture.

Revenue

Budgeted Revenues are projected to increase \$13 million, from \$973 million in 2012 to \$986 million in 2013. The Fiscal Year 2013 Budget allocates \$986 million of revenues as follows:

- \$283 million to fund maintenance and operations, an increase of \$16 million, or 5.9 percent, above the fiscal year 2012 operating expenses of \$268 million.
- \$317 million for debt service transfers, including \$34 million projected interest expense on new debt, and approximately \$5 million for the possible restructuring of a portion of the Tollway's synthetic fixed-rate debt and/or variable rate bond interest in excess of related variable rate swap receipts.
- \$386 million for the 2013 Capital Program and capital investments (Deposit to Renewal and Replacement and Improvement accounts).

Maintenance and Operations Budget

The 2013 Operating Budget includes \$283.4 million to fund the ongoing operating costs of the Tollway. This represents an increase of \$15.9 million or 5.9 percent above the 2012 Budget. Upon adjusting for accounting reclassification of costs previously funded in the Capital Budget, baseline operating costs will increase 4 percent, consistent with the long-term financing plan outlined for the *Move Illinois* Program. Key drivers of the 2013 Operating Budget are FICA and retirement contribution, employee insurance, credit card fees, equipment maintenance and amounts previously funded under capital accounts.

Significant Impacts

The fiscal year 2013 Operating Budget includes \$154.9 million for wages, salaries, payroll taxes and retirement contributions, an increase of 2.8 percent from amounts budgeted in 2012. These costs account for 54.7 percent of the operating budget. Insurance costs total \$39.1 million and account for 13.8 percent of the 2013 Budget. The Tollway pays for group health insurance for Tollway employees, property insurance, workers' compensation insurance and health insurance for Illinois State Police District 15. The 2013 Budget allocates \$29.2 million for group health insurance, \$7.4 million for workers' compensation and \$2.5 million for property insurance.

Other major cost categories in the 2013 Operating Budget include credit card fees at \$16.5 million, a decrease of \$1.0 million from the 2012 Budget. Consulting services increased by \$5.3 million, \$4.3 million due to a reclassification of initiatives from capital to maintenance. Other outside services increased by \$2.3 million. Equipment maintenance totaled \$14.8 million, an increase of \$2.0 million or 15.7 percent above the 2012 Budget. Operational materials (mainly roadway salt) changed minimally from 2012. Fuels and Oils increased by \$517 thousand or 13.6 percent. Utilities for 2013 were reduced by \$800 thousand compared to the 2012 Budget, a 19.5 percent reduction.

Approximately \$8.4 million has been allocated to the Capital programs for personal services (salary/wages, FICA, retirement, and group health insurance) for Tollway staff working on the programs.

Capital Program

The Illinois Tollway will invest \$922 million in 2013 for projects to repair and rebuild roadways, bridges and interchanges and other capital investments across the 286-mile system, including \$770.9 million to fund the second year of the agency's 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*.

- \$415.2 million to begin the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project with construction beginning in the western segment from Elgin to Rockford.
- \$95.6 million for work on the Elgin O'Hare Western Access Project, including funds for work to begin repairing and widening the existing portion of the Elgin O'Hare Expressway.
- \$95.2 million for systemwide pavement and bridge repairs and improvements.
- \$73.1 million to continue work on construction of a new Tri-State Tollway (I-294)/I-57 Interchange.
- \$23.2 million for pavement resurfacing and lighting on segments of the Veterans Memorial Tollway (I-355).
- \$17.8 million for bridge and ramp repairs on the Tri-State Tollway (I-94/I-294/I-80).
- \$27.6 million is to be spent for toll collection system improvements.

Other Capital Projects

Additionally, funding is allocated in the fiscal year 2013 Budget for the following initiatives to support other capital projects including:

I-PASS Transponders - \$11.7 million

The 2013 Budget allocates \$11.7 million for transponder purchases to provide approximately 700,000 replacement transponders and 300,000 new units.

Information Technology Infrastructure - \$10.8 million

The 2013 Budget also includes replacement of the network and mainframe servers, technology enhancements to the e-commerce website, installation of a new PBX telephone system to enhance customer service and implementation of the Tollway's disaster recovery strategy. Additional funding will be allocated to meet and maintain compliance with the Payment Card Industry Data Security Standards and the State of Illinois Personally Identifiable Information Security Act to better protect

customer credit card and personal information.

Building Repairs and Maintenance - \$9.9 million

The 2013 Budget includes \$4.1 million for the second phase of the fuel site rehabilitation and other maintenance facilities repairs. In addition, \$2.8 million is included for facility improvements at toll plazas systemwide and the Central Administration building.

Illinois State Police District 15 Personnel and Equipment - \$1.1 million

The 2013 Budget includes funding for projects to provide Troopers with equipment including IWIN computers, automated license plate reading technology, LiveScan fingerprint machines, laser scanner and firearms training resources.

Conclusion

The Tollway's 2013 Budget doubles spending on the Tollway's road system over amounts expended in 2012, while controlling growth of the agency's operating expenses and keeping the growth of baseline operating expenses at just four percent. The Tollway is self-supporting and depends on revenue from toll payers to finance its operations. As a result, the agency is committed to ensuring that its customers tolls are spent as efficiently and effectively as possible. With an overall spending plan of \$1.5 billion and an estimated bond issuance of as much as \$1 billion in 2013, the Tollway is well-positioned to meet its long-term financial obligations, while at the same time continuing to embark on a historical capital investment program that will enhance mobility and ensure that the region's transportation infrastructure is able to meet the needs of the 21st century.



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Tollway Organization and Background



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TABLE OF ORGANIZATION

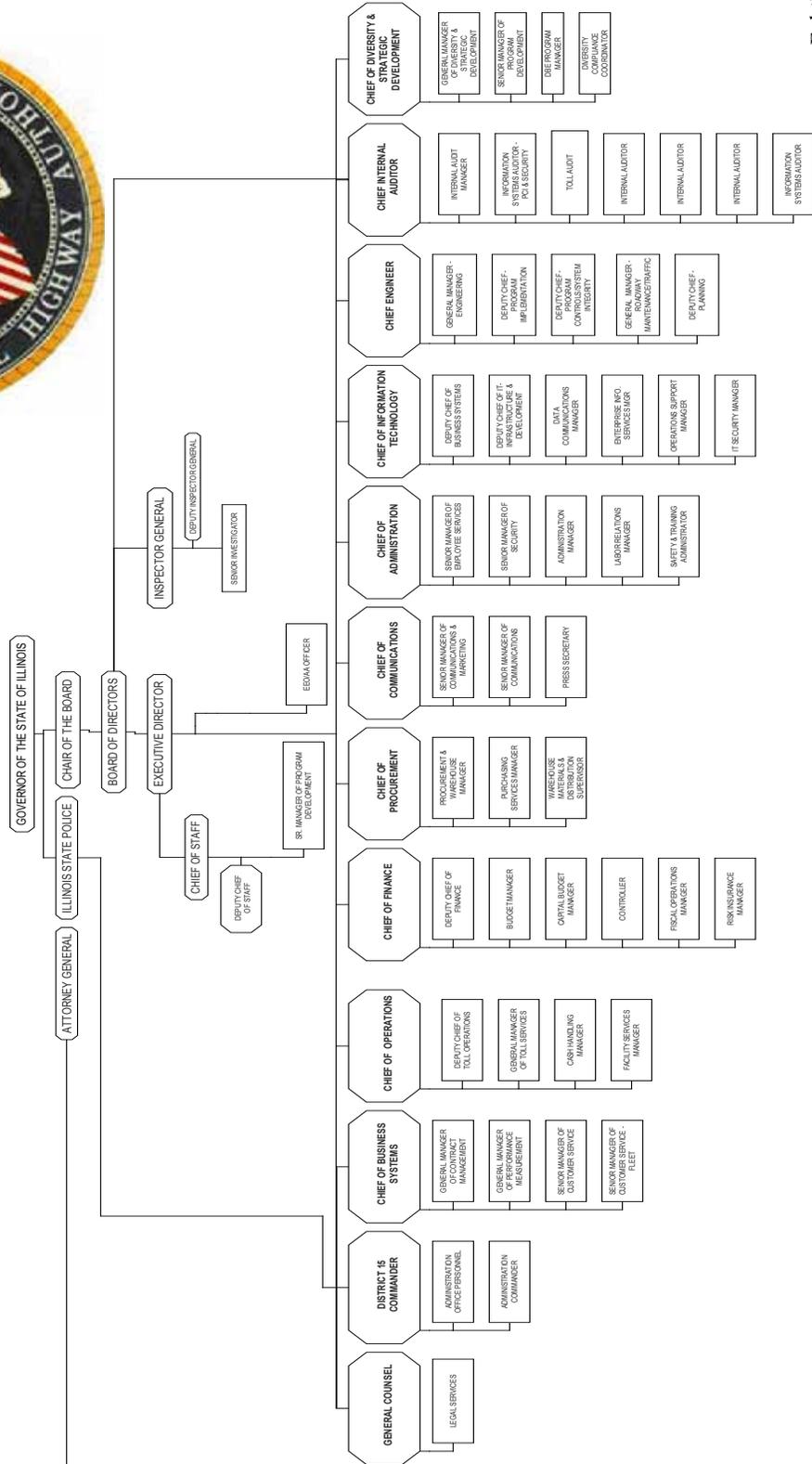


Exhibit 1

The Illinois 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 agency then outstanding at maturity or on any redemption date.

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

Board of Directors

The Tollway is governed by an 11-member Board of Directors that includes the governor of Illinois, ex officio, and the Secretary of the Illinois Department of Transportation, ex officio. Nine directors are appointed by the governor, with the advice and consent of the Illinois Senate, from the state at large with a goal of maximizing representation from the areas served by the Tollway system. These nine directors are appointed for a term of four years, or in the case of an appointment to fill a vacancy, the unexpired term. No more than five directors may be from the same political party. Of the directors appointed by the governor, one is appointed by the governor as chair of the Tollway Board of Directors. The current chair, Paula Wolff, was initially appointed by Governor Pat Quinn as a director and chair of the Tollway Board of Directors on August 13, 2009.

<u>Name</u>	<u>Initial Appointment</u>	<u>Expiration of Current Term</u>
Gov. Pat Quinn, ex officio	N/A	N/A
Transportation Secretary Ann L. Schneider, ex officio	N/A	N/A
Paula Wolff, Chair	August 13, 2009	May 1, 2013
James J. Banks	October 27, 1993	May 1, 2013
Terrence D'Arcy	October 28, 2011	May 1, 2015
David A. Gonzalez	October 28, 2011	May 1, 2015
Mark W. Peterson	October 28, 2011	May 1, 2015
Jeffrey Redick	October 28, 2011	May 1, 2015
James M. Sweeney	October 28, 2011	May 1, 2013
Carl Towns	December 4, 2002	May 1, 2013
Tom Weisner	August 13, 2009	May 1, 2015

Exhibit 2

Organizational Structure

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

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

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

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

The **Diversity and Strategic Development** Department is responsible for promoting, developing and implementing a comprehensive diversity program on behalf of the Tollway to ensure inclusion and equal opportunity for disadvantaged, minority- and women-owned business enterprises in construction contracting, construction-related consulting and the supply of other goods and services.

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

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

The **Finance** Department is responsible for general accounting, budgeting, treasury functions, financial reporting, accounts payable, 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 information technologies and telecommunications throughout the Tollway.

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

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

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

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

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

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

The Tollway System

The Tollway system presently consists of approximately 286 miles of limited-access highway in 12 counties in Northern Illinois, and is an integral part of the expressway system in Northern Illinois and the U.S. Interstate Highway System.

Since beginning operations in 1958, the Tollway system has served an important role in the development of the Northern Illinois economy. During its initial operation, the Tollway system permitted rapid interstate travel between Northern Illinois, Indiana and Wisconsin. As the suburban areas surrounding Chicago expanded throughout the 1960s and 1970s, the Tollway system evolved into primarily a commuter travel system, serving suburban Chicago and O'Hare International Airport. At the present time, the 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 Reagan Memorial (I-88).

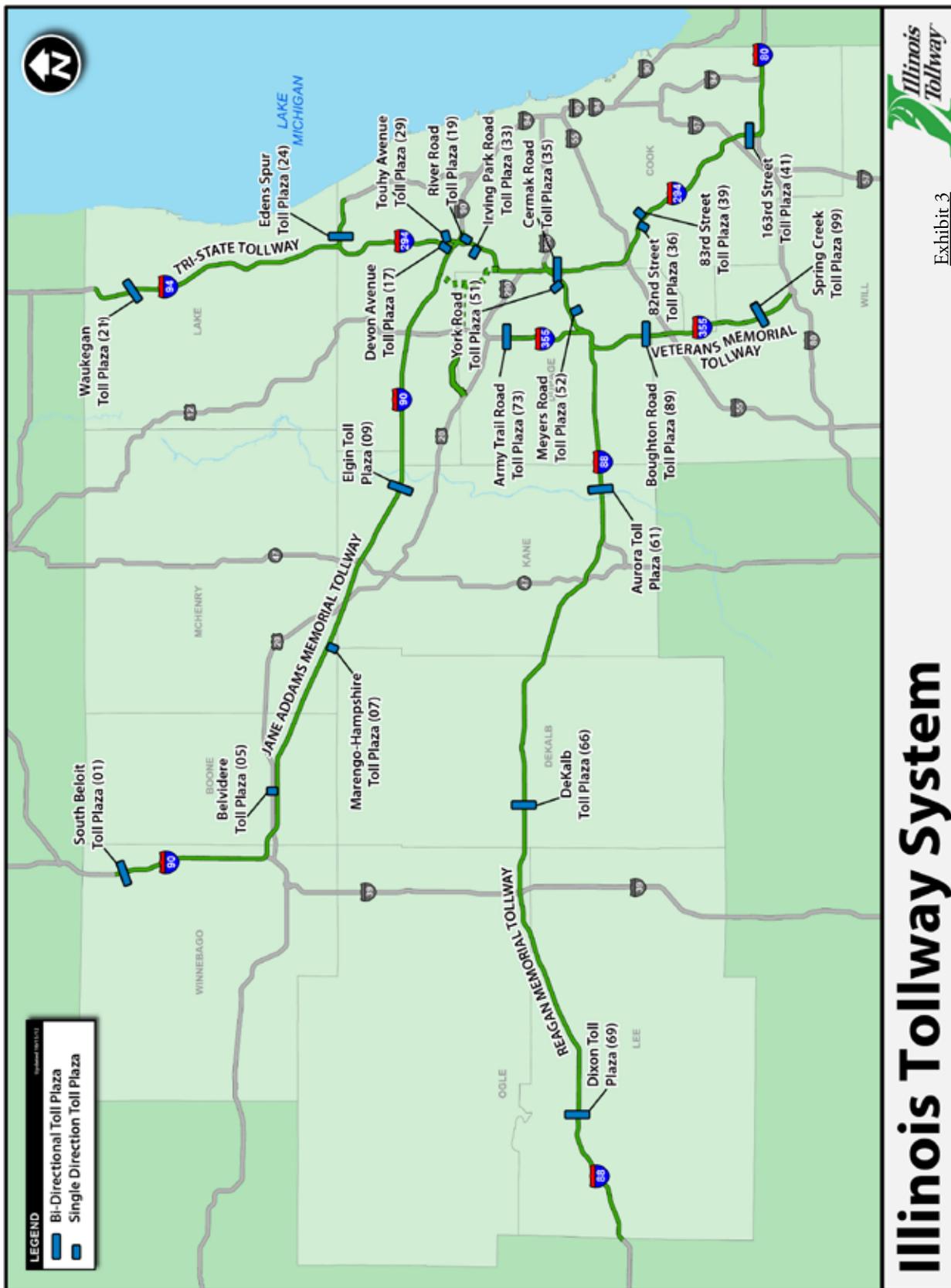
The **Jane Addams Memorial Tollway** (I-90), formerly the Northwest Tollway, constituting a portion

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

The **Tri-State Tollway** (I-80/ I-294/ I-94), 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 I-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 I-80. The Tri-State Tollway is the most traveled Tollway in the system, accounting for approximately 44 percent of the Tollway system's volume.

The **Veterans Memorial Tollway** (I-355), 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 I-290 spur in Addison on the north and I-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. On November 12, 2007, a 12.5-mile south extension of the Veterans Memorial Tollway through Will County from I-55 to I-80 (the "South Extension") opened, increasing the length of the Veterans Memorial Tollway to 30 miles.

The **Reagan Memorial Tollway** (I-88), formerly the East-West Tollway, constituting a portion of I-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, I-88 is a toll-free facility connecting to I-80 and the Quad Cities.





Revenue Sources and Underlying Assumptions

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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.

Revenues

For budgetary purposes, the Tollway classifies Revenues into three categories: Toll Revenue 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. Total revenue for 2013 is projected to be \$986 million, an increase of \$13 million, or 1.3 percent, over the fiscal year 2012 budget; or 2.7 percent above the current estimate for 2012. Toll Revenue for 2012 is estimated at \$923 million and projected to total \$934 million for 2012. Of the Tollway's total revenues, toll revenue evasion recovery revenue is expected to generate approximately \$28 million in 2012 and \$43 million in 2013. Income from investments is expected to be \$1 million in both 2012 and 2013. Concessions and miscellaneous revenue is expected to be \$8 million in both 2012 and 2013.

The Revenue estimate for 2012 was revised downward mainly due to a change in accounting methodology for the treatment of certain violation notices previously booked as receivables. Through 2011, revenue for initial fines for evading tolls was recognized when the violation notice was issued, but net of a provision for bad debt. In 2012, the Tollway will recognize revenue for initial fines when collected, and will reverse the net receivable accrued at year end 2011. The Tollway anticipates reversing the total net receivable amount of \$12 million by the end of 2012.

Sources of Revenue			
FY 2012 - FY 2013			
	(\$ millions)		
	FY 2012 Budget	FY 2012 Estimates	FY 2013 Projections
Toll Revenue and Evasion Recovery	\$963	\$951	\$977
Investment Income	1	1	1
Concessions and Miscellaneous Revenue	9	8	8
Revenue Total	\$973	\$960	\$986

Exhibit 4

Toll Revenue Estimates

Revenues are defined per the Amended and Restated Trust Indenture as (i) all tolls, fees, charges, rents and other income and receipts derived from the operation of the Tollway system, (ii) proceeds of any use and occupancy insurance relating to the Tollway system and of any other insurance that insures against loss of revenues, (iii) investment income from any moneys or securities held in funds,

accounts, or sub-accounts established under the Indenture, other than the Construction Fund and (iv) amounts transferred from the Construction Fund to the Revenue Fund and transfers to the Trustee by the Tollway from the System Reserve Account. Revenues exclude state and federal grants and appropriations, loan proceeds, gifts or donations of any kind, transfers, if any, to the Tollway as permitted under any Escrow Agreement and receipts not related to the Tollway's performance of its obligations under the Indenture or to the operations of the Tollway system.

In October of each year, the Tollway's independent Traffic Engineer, CDM Smith, provides expected toll revenue estimates for the budget process. An estimate is provided for the current year by using actual data for the first eight months and estimates for the last four months of the year. A month-by-month estimate of toll 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 Metropolitan Agency for Planning in the Rockford area. The modeling process takes into account current and future socioeconomic conditions and the characteristics of the transportation network, based on the most current adopted regional plans. 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 that 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. CDM Smith has estimated expected toll revenue to total \$978.7 million in 2012. The CDM Smith estimate for 2013 totals \$990.4 million. Please refer to CDM Smith's Toll Revenue Certificate on Pages 205-214.

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.

Evasion Recovery

Expected revenues provided by the Traffic Engineer do not account for the fines collected from violations through the violation enforcement process. Amounts of 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.

Investment Income

Investment income represents interest income on Tollway funds, I-PASS cash escrow accounts and accounts held by the Bond Trustee.

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.



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Fund Structure

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Fund and Account Description

The Amended and Restated Trust Indenture (the Indenture), effective March 31, 1999, is an agreement between the Tollway and the Trustee (as fiduciary for bondholders) that pledges the Tollway's 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 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 amendment 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

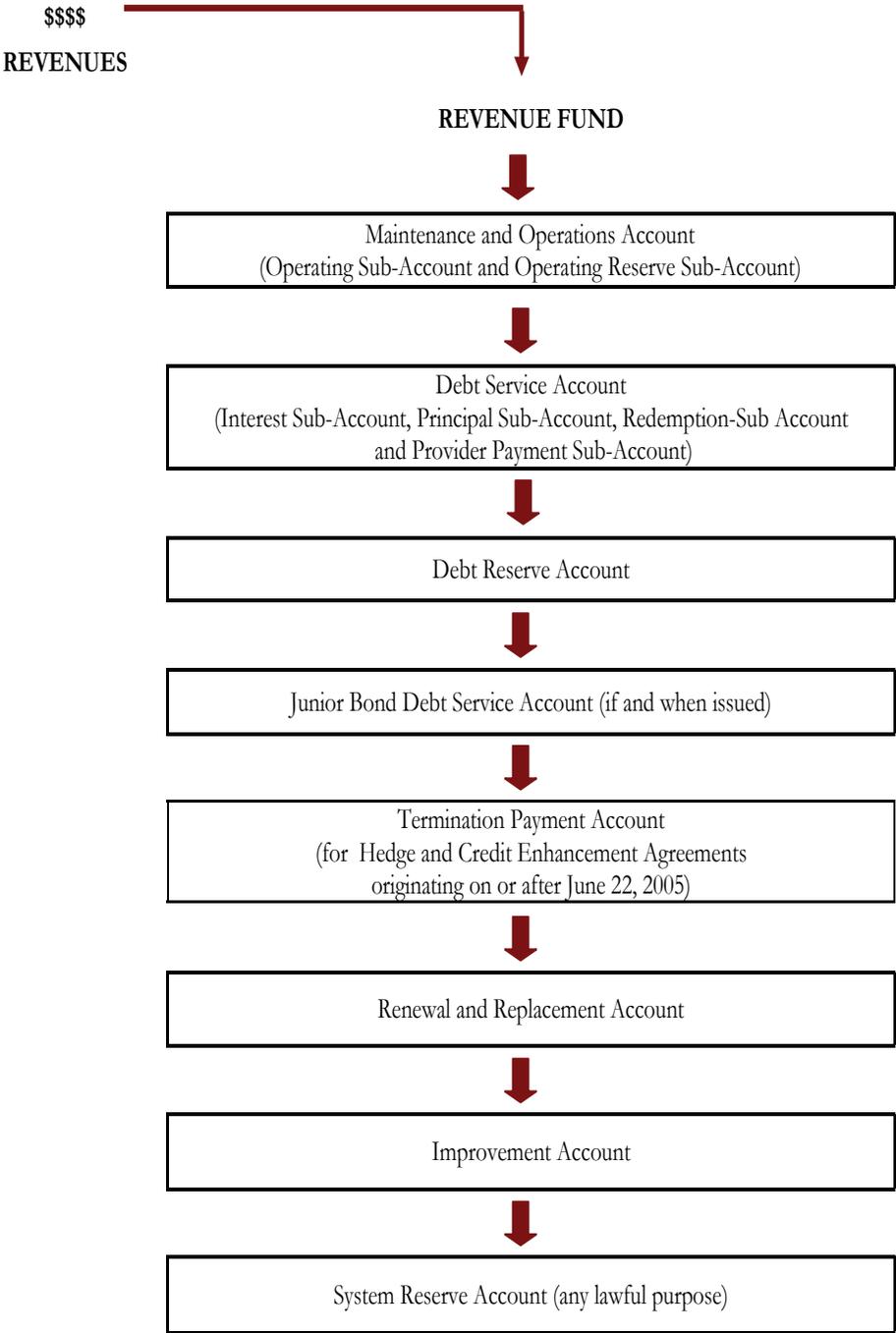


Exhibit 5

Maintenance and Operations Account

The Maintenance and Operations Account consists of the operating sub-account and the operating reserve sub-account. Monies in the operating sub-account are applied to operating expenses at the direction of the Tollway.

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

The operating reserve sub-account receives or retains an amount not to exceed 30 percent of the amount budgeted for operating expenses in the annual budget for the current fiscal year. Monies in the operating reserve sub-account are held as a reserve for the payment of operating expenses and are to be withdrawn 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.

Debt Service Account, Debt Reserve Account and Termination Payment Account

The Debt Service Account consists of the interest sub-account, the principal sub-Account, the redemption sub-account, and the provider payment sub-account to be held by the trustee.

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

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

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

Renewal and Replacement Account

Revenues must be credited to the Renewal and Replacement Account in an amount set forth in the annual budget. This amount is determined based on recommendations of the Consulting Engineer. Additional funds can be transferred to this account by the Tollway, based on the Capital Program expenditures, 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 2011 - 2013
Statement of Revenues/Expenditures/Transfers and
Changes in Accounts and Fund Balances

(\$ millions)

ACCOUNTS/ FUNDS	2011 Actual	2012 Estimate	2013 Budget	2013 to 2012 % Change
<u>Maintenance and Operations Account</u>				
Beginning Balance	\$24.4	\$26.0	\$27.4	
Transfer from Revenue Fund to Operating Sub-Account	247.5	258.5	283.4	
Transfer from Revenue Fund to Operating Reserve Sub-Account	0.0	10.4	0.0	
Expenditures	(246.0)	(267.5)	(283.4)	
Ending Balance	\$26.0	\$27.4	\$27.4	0.0%
<u>Debt Service Account</u> (1)				
Beginning Balance	\$89.9	\$96.0	\$95.8	
Transfer from Revenue Fund (2)	244.1	242.1	316.6	
Federal Subsidy for Build America Bonds	16.2	16.2	16.2	
Bonds Retired	(49.9)	(53.0)	(56.4)	
Interest Expense	(196.9)	(194.6)	(229.2)	
Other Financing Costs	(7.4)	(10.9)	(10.9)	
Ending Balance	\$96.0	\$95.8	\$132.1	37.9%
<u>Renewal and Replacement Account</u>				
Beginning Balance	\$176.1	\$228.6	\$286.8	
Transfer from Revenue Fund (2)	174.2	300.0	200.0	
Expenditures (3)	(121.7)	(241.7)	(289.0)	
Ending Balance	\$228.6	\$286.8	\$197.9	-31.0%
<u>Improvement Account</u>				
Beginning Balance	\$125.2	\$137.3	\$128.4	
Transfer from Revenue Fund (2)	46.5	149.0	186.0	
Transfer from Construction Fund	0.0	0.0	500.0	
Reallocation of prior year fund balance (4)	(13.5)	0.0	0.0	
Expenditures (3)	(21.0)	(157.9)	(633.1)	
Ending Balance	\$137.3	\$128.4	\$181.3	41.2%
<u>Construction Fund</u>				
Beginning Balance	\$0.0	\$0.0	\$0.0	
Bond Proceeds (5)	0.0	0.0	949.0	
Transfers to Improvement Account	0.0	0.0	(500.0)	
Ending Balance	\$0.0	\$0.0	\$449.0	N/A

(1) Balances in the Debt Service Account include \$19.4 million for optional swap termination payments. This amount can be designated for other purposes by the Board.

(2) Includes Allocation of Interest Income.

(3) Expenditures reflect cost recoveries to-date in 2012 of \$19.3 million for the Improvement Account pursuant to Intergovernmental Agreements.

(4) Reallocation to the Revenue Fund for prior year activity. Please see Page 39 for description of Revenue Fund.

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

Totals may not add due to rounding.

Exhibit 6

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Budget Summaries

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Fiscal Year 2013 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	\$977 million	Collections via cash, I-PASS or recovery of violation payments
Concessions	\$2 million	Oases, fuel, food and retail sales
Investment Income	\$1 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	\$986 million	

Operating Expenses

Maintenance and Operations	\$283 million	Related to toll collections, roadway maintenance, traffic control, safety, insurance and administration
Debt Service	\$317 million	Principal and interest payments on outstanding debt

Total Operating and Debt Service Expenditures **\$600 million**

Capital Program Expenditures **\$922 million** Capital expenditures for systemwide maintenance, reconstruction and expansion

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

Exhibit 7

**Sources of Revenue
FY 2012 - FY 2013**

(\$ millions)

	FY 2012 Budget	FY 2012 Estimates	FY 2013 Projections
Toll Revenue and Evasion Recovery	\$963	\$951	\$977
Investment Income	1	1	1
Concessions and Miscellaneous Revenue	9	8	8
Revenue Total	\$973	\$960	\$986

Exhibit 8

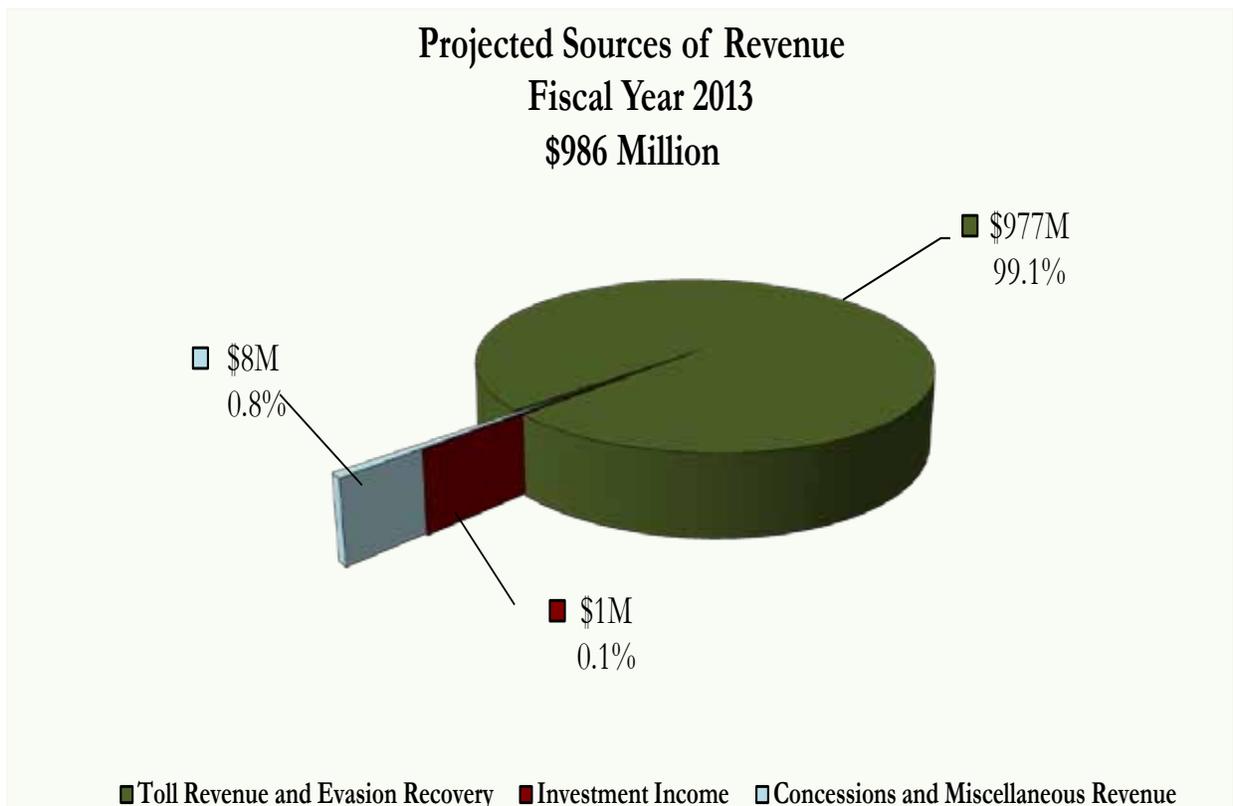


Exhibit 9

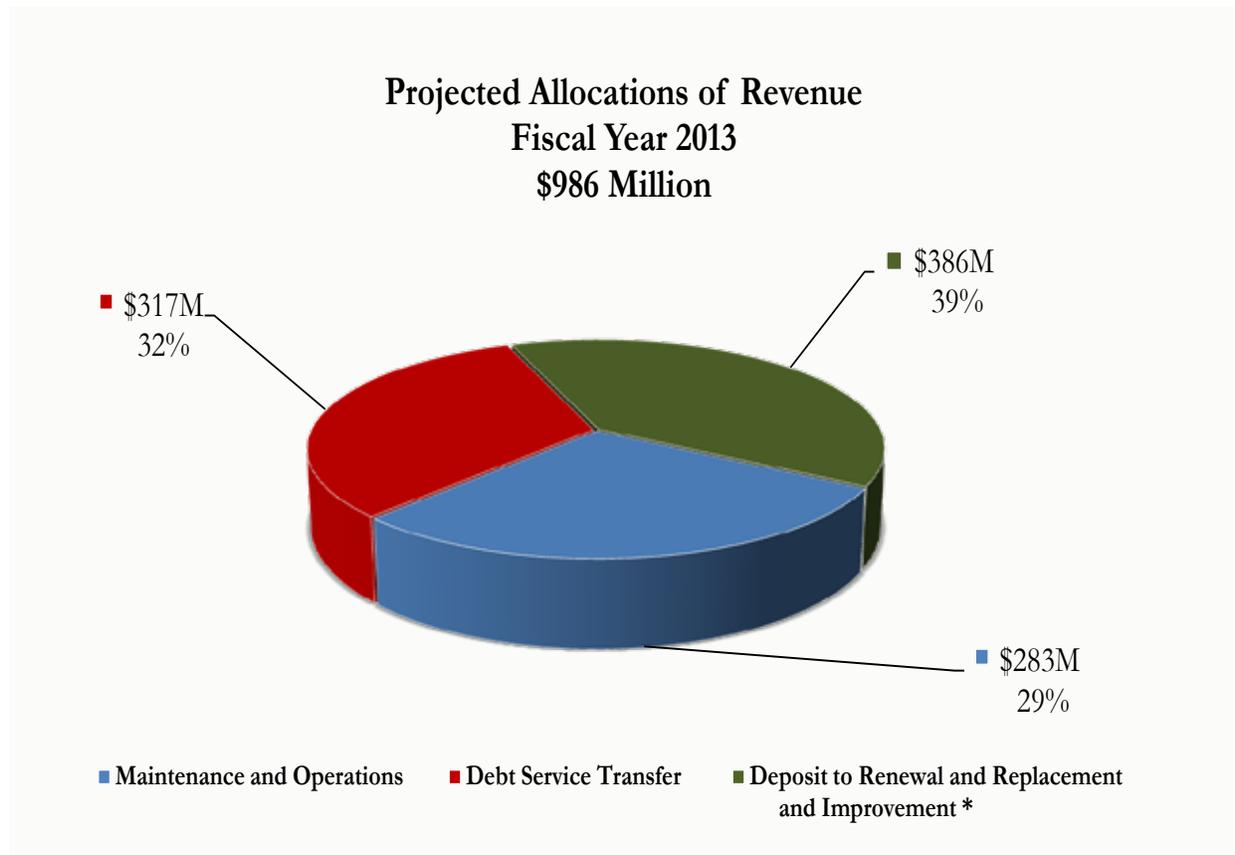
**Allocations of Revenue
FY 2012 - FY 2013**

(\$ millions)

	FY 2012 Budget	FY 2012 Estimates	FY 2013 Projections
Maintenance and Operations	\$268	\$259	\$283
Debt Service Transfer	255	242	317
Deposit to Renewal and Replacement and Improvement *	440	449	386
Allocation Total	\$973	\$960	\$986

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

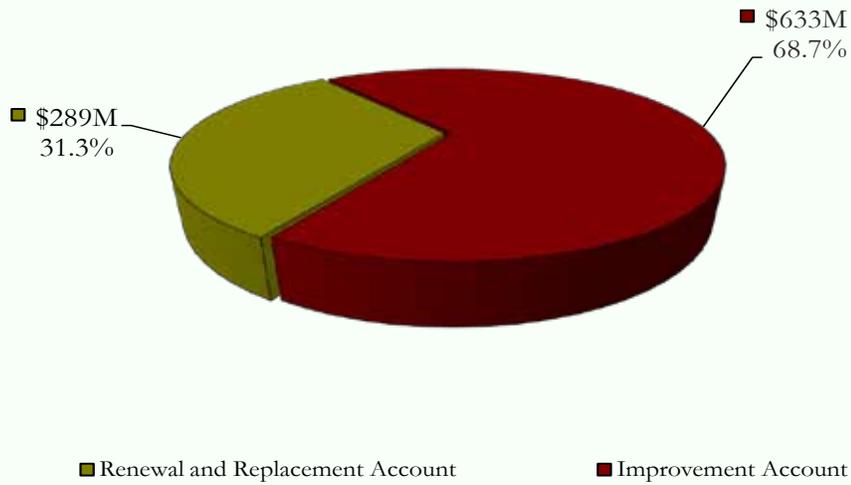
Exhibit 10



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

Exhibit 11

**Projected Capital Program Expenditures
Fiscal Year 2013
\$922 Million**



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

Exhibit 12

FY 2013 Requested Headcount

Department	2010 Budget	2011 Budget	2012 Budget	2013 Request	Change From 2012 Budget
Administration	40	33	36	36	-
Business Systems	72	66	63	63	-
Communications	11	11	11	11	-
Diversity and Strategic Development	4	5	6	6	-
Engineering	588	571	591	605	14
Executive Office and Directors	8	7	7	7	-
Finance	55	48	48	50	2
Information Technology	72	68	70	70	-
Inspector General	4	6	6	6	-
Internal Audit	11	11	11	10	(1)
Legal	12	12	12	12	-
Procurement	54	55	52	54	2
State Police	19	19	19	19	-
Toll Operations	754	686	666	646	(20)
Total Headcount	1,704	1,598	1,598	1,595	(3)

Exhibit 13

- Engineering is adding 14 positions, 12 of which are allocated to Capital and are needed for planning, implementing, and documenting the *Move Illinois* Program.
- Finance is adding 2 positions which will be allocated to Capital to accommodate the additional work load from the *Move Illinois* Program.
- Internal Audit is eliminating 1 position.
- Procurement is eliminating 1 vacant position and adding 3 positions to enhance the procurement process.
- Toll Operations is eliminating 26 vacant positions and adding 6 new positions to support changing operational needs.

FY 2013 Maintenance and Operations Budget By Category

(\$ millions)

Category	2011 Actual Expenditures	2012 Budget	2013 Budget Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	\$101.7	\$105.6	\$106.4	\$0.8	0.8%
FICA and Retirement	39.0	45.1	48.5	3.4	7.6%
Group Insurance	27.3	27.8	29.2	1.3	4.8%
Contractual Services	39.6	47.3	54.3	7.1	15.0%
Employee Development	0.7	0.9	1.0	0.1	6.5%
Utilities	6.6	6.1	5.6	(0.5)	-8.4%
Operational Materials and Supplies	8.4	8.0	8.3	0.3	3.4%
Parts and Fuels	6.5	6.1	7.1	0.9	15.5%
Equipment / Office Rental / Maintenance	13.2	13.3	15.5	2.3	17.0%
All Other Insurance	5.0	9.6	9.9	0.3	2.9%
Recovery of Expenses	(2.2)	(2.4)	(2.4)	(0.1)	2.6%
Total	\$245.8	\$267.5	\$283.4	\$15.9	5.9%

Totals may not add due to rounding

Exhibit 14

FY 2013 Maintenance and Operations Budget

By Major Account

Major Account Description	2011 Actual Expenditures	2012 Budget	2013 Budget Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salaries and Wages	\$101,708,774	\$105,569,183	\$106,388,644	\$819,461	0.8%
FICA	7,265,203	7,009,427	7,040,904	31,477	0.4%
Retirement	31,707,475	38,108,028	41,484,117	3,376,089	8.9%
Total Payroll Costs	\$140,681,452	\$150,686,638	\$154,913,665	\$4,227,027	2.8%
Employee Group Insurance	27,345,166	27,848,000	29,190,000	1,342,000	4.8%
Outside Services	19,409,321	21,732,491	23,987,727	2,255,236	10.4%
Bank Charges	12,313,268	17,514,000	16,520,000	(994,000)	-5.7%
Office Equipment - Maintenance	12,737,077	12,809,077	14,823,368	2,014,291	15.7%
Consulting Services	4,334,876	3,633,889	8,913,800	5,279,911	145.3%
Worker's Compensation Insurance	3,638,504	7,300,000	7,425,000	125,000	1.7%
Materials - Operational	6,056,695	5,059,100	5,468,450	409,350	8.1%
Fuels and Oils	4,323,757	3,788,125	4,305,058	516,933	13.6%
Contracted Maintenance Service	3,153,615	3,798,390	4,198,702	400,312	10.5%
Utilities and RRandI Relocate	4,595,899	4,101,000	3,301,000	(800,000)	-19.5%
Replacement Parts	2,051,900	2,220,290	2,659,220	438,930	19.8%
Property Insurance	1,321,531	2,300,000	2,457,000	157,000	6.8%
Telephone and Telegraph	2,007,469	1,999,745	2,287,435	287,690	14.4%
Supplies - Operational	899,105	1,189,950	1,095,900	(94,050)	-7.9%
Postage and Express	715,957	853,874	730,256	(123,618)	-14.5%
Office Equipment Rentals	425,776	472,949	720,450	247,501	52.3%
Supplies - Office	428,846	558,520	546,490	(12,030)	-2.2%
Uniforms and Accessories	311,442	398,680	380,780	(17,900)	-4.5%
Armored Truck Service	159,610	270,000	270,000	-	0.0%
Dues, Books and Subscriptions	176,362	226,535	245,225	18,690	8.3%
Employee Training	101,995	159,450	216,911	57,461	36.0%
Roadway Equipment	22,985	76,150	161,839	85,689	112.5%
Travel and Subsistence	120,374	157,395	160,400	3,005	1.9%
Bond Trustee	43,390	45,000	125,000	80,000	177.8%
Tools and Equipment	90,815	129,534	122,250	(7,284)	-5.6%
Employment Medical Expense	60,018	95,000	115,000	20,000	21.1%
Advertising and Promotion	71,765	82,130	113,500	31,370	38.2%
Printing and Publications	72,294	89,725	88,225	(1,500)	-1.7%
Office Equipment	154,715	60,925	76,600	15,675	25.7%
Police Capital Equipment	14,409	16,548	76,355	59,807	361.4%
Building Equipment	25,000	75,735	55,935	(19,800)	-26.1%
Other Capital Equipment	9,075	66,500	52,450	(14,050)	-21.1%
Other Expenses	77,104	70,659	39,500	(31,159)	-44.1%
Toll Collection Equipment	-	5,000	5,000	-	0.0%
Advisory and Committee Expenses	2,286	-	500	500	N/A
Recovery of Expenses	(2,196,318)	(2,368,500)	(2,431,000)	(62,500)	-2.6%
Total Non-Payroll Costs	\$105,076,084	\$116,835,866	\$128,504,326	\$11,668,460	10.0%
Total Costs	\$245,757,536	\$267,522,504	\$283,417,991	\$15,895,487	5.9%

Exhibit 15

Maintenance and Operations Accounts

Consulting Services increased by \$5,279,911 due to the following initiatives: system-wide pavement specialist quality assurance, construction management audit, underwater bridge inspection, independent Professional Service Bulletin review, system-wide GIS infrastructure management costs and annual bioswale maintenance; International Standards Audit (ISA) and IT Security/PCI audit, consulting services (SDI) and a disparity study to ensure compliance with legal standards and industry standards. Several of these items were previously funded in whole or in part under "Other Capital". The consulting services increase is primarily attributable to reclassification of initiatives from capital to operations and the addition of a one-time audit of the CRP.

Retirement increased by \$3,376,089 mainly due to the SERS pension contribution rate increase from an average of 36.09 percent included in the 2012 Budget to an average of 38.99 percent that is included in the 2013 Budget.

Outside Services increased by \$2,255,236 for the following reasons: the transition from the current Call Center vendor to a new one combined with increased costs for image review, fulfillment, printing, transponder distribution; a new IGA with the Illinois Community College Board (ICCB) and the Department of Commerce & Economic Opportunity (DCEO); FMLA surveillance, Perspective services, FMLA outsourcing, e-recruitment, outside staffing services and a compensation analysis on employee performance; and building repairs for overhead doors, generators, major plumbing, etc.

Office Equipment-Maintenance increased by \$2,014,291 in the following areas related to TRMMP: Phase III maintenance, software support, lane maintenance, project management and Oracle software license renewals; other increases occurred in mainframe and Kronos maintenance as well as all software licensing, maintenance and support, i.e. Microsoft, Cisco, antivirus, etc.

Employee Group Insurance increased by \$1,342,000 based on a six percent increase in cost, projected employee enrollment and employee contributions towards their insurance coverage. This account includes group medical, dental, optical and life as well as retiree health and life insurance.

Salaries and Wages increased by \$819,461 due to annual wage adjustments required by collective bargaining agreements combined with the phasing of departmental vacancies.

Fuel and Oil increased by \$516,933 based on estimated price increases with some stabilization, projected fuel consumption and increased use of E-85 fuel.

Office/Equipment Rentals increased by \$247,501 due to the Customer Call Center transition and overlap from the Lisle lease to the University of Illinois at Chicago lease.

Roadway Equipment increased by \$85,689 due to the purchase of 11 trailer-mounted arrow boards, welding equipment, walk-behind concrete saws, water pumps, push mowers, weed trimmers and steam pressure washers.

Bank Charges (credit card fees) were decreased by \$994,000 based on recent per unit history as well as 2013 revenue projections.

Utilities (electricity, natural gas and water) were decreased by \$800,000 by utilizing more energy efficient equipment (boilers, chillers, lighting) as well as identifying the best rate structures and determining which meters belong to the Tollway along with those that do not.

FY 2013 Maintenance and Operations Budget By Department

(\$ thousands)

Department	2011 Actual Expenditures	2012 Budget	2013 Budget Request	\$ Change from 2012 Budget
Administration	\$3,763	\$3,975	\$4,132	\$157
Business Systems	41,722	50,714	52,203	1,489
Communications	1,095	1,296	1,360	64
Diversity and Strategic Development	432	783	1,396	614
Engineering	63,344	64,850	71,908	7,058
Executive Office and Directors	1,284	1,613	1,662	48
Finance	36,289	42,176	43,779	1,603
Information Technology	10,304	10,617	12,176	1,559
Inspector General	601	775	812	37
Internal Audit	830	1,005	1,046	41
Legal	1,547	1,628	1,750	122
Procurement	3,793	3,993	4,231	238
State Police	26,470	28,146	29,633	1,487
Toll Operations	54,282	55,952	57,329	1,377
Total	\$245,758	\$267,523	\$283,418	\$15,895

Exhibit 16

**FY 2013 Maintenance and Operations Budget
% of Total Budget by Department**

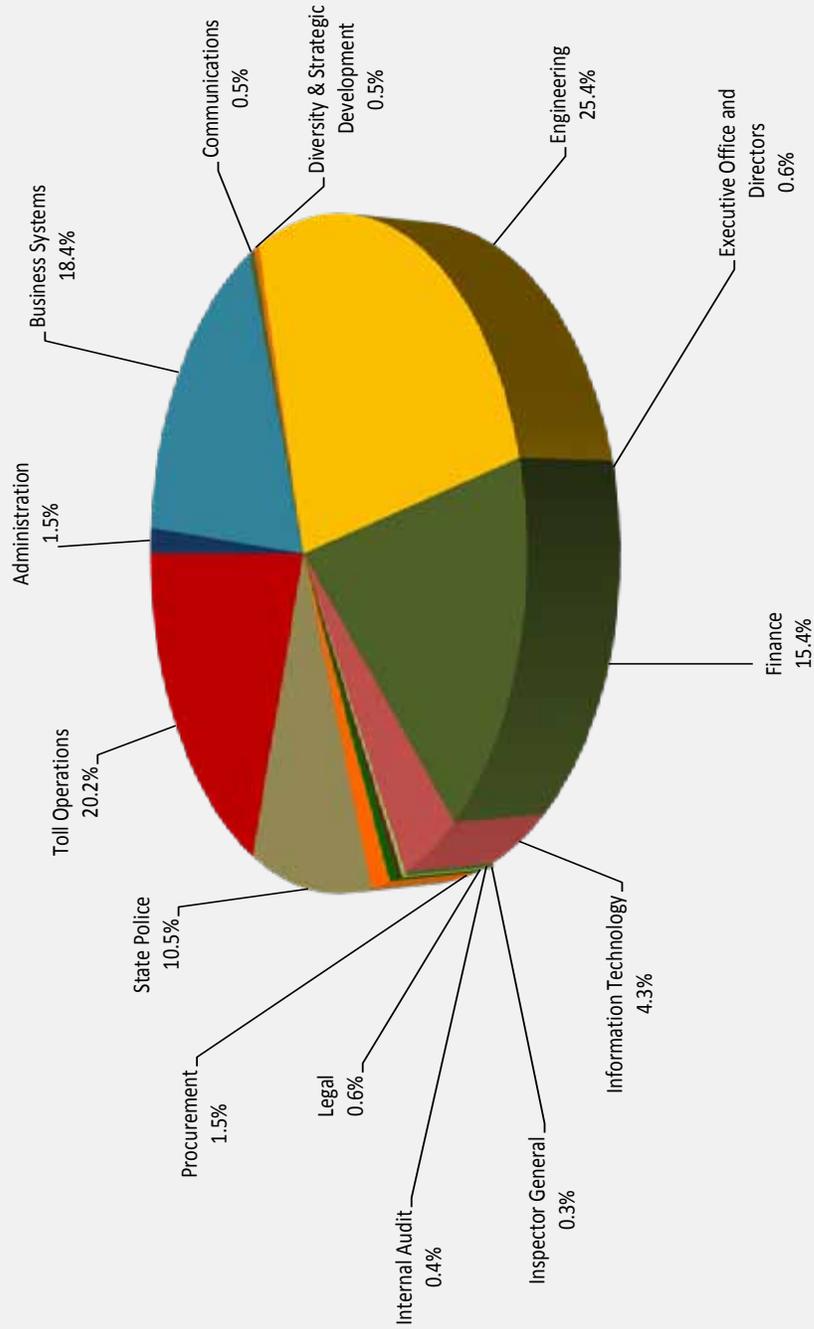


Exhibit 17

Strategic Plan

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Overview of Tollway Strategic Plan

Mission Statement

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

Strategic Priorities

With this Mission Statement in mind, the Illinois Tollway is guided by five Strategic Priorities that are consistent with those outlined by the Governor's Office of Management and Budget:

1. Promote the regional economy (*Enhanced economic well-being of residents and communities*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*Improved quality of life of residents*)
3. Increase collaboration with regional transportation and planning agencies (*Improved efficiency and stability of state government*)
4. Further transparency and accountability (*Improved efficiency and stability of state government*)
5. Enhance customer service for its 1.4 million daily drivers (*Improved quality of life of residents*)

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

Performance Metrics

The Strategic Priorities are in turn, aligned with the following Performance Metrics:

1. I-PASS Rush Hour Transactions Percentage
2. I-PASS All Hours Transactions Percentage
3. Travel Time Index Congestion Measure
4. Incident Response Time
5. Incident Clearance Time
6. Construction Program Budget to Committed Contract Variance
7. Pavement Rating
8. Frontline Staff Percentage
9. Total Transactions per Full Time Employee
10. I-PASS Call Center Responsiveness

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

Internal Tollway Targets

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

External Benchmarks

External Benchmarks are established by consultants who try to match the Tollway's Performance Metrics with those of similar roadway systems throughout the U.S. These External Benchmarks will be updated in 2013.

Departmental Accomplishments, Goals and Objectives

Included in the Departmental Budgets and Narratives section are the 2012 Accomplishments as well as the 2013 Goals and Objectives for each department. These are aligned to the Tollway's Strategic Priorities which are generally long-term in nature, while others pertain to internal departmental goals and objectives which are generally short-term in nature and sometimes not quantifiable. Regarding internal departmental goals and objectives, accountability enters into play when one sees how many goals and objectives were actually accomplished from one year to the next.

Overview of Tollway Operating Metrics

Mission Statement:

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

Strategic Priorities:

1. Promote the regional economy (*Enhanced economic well-being of residents and communities*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*Improved quality of life of residents*)
3. Increase collaboration with regional transportation and planning agencies (*Improved efficiency and stability of state government*)
4. Further transparency and accountability (*Improved efficiency and stability of state government*)
5. Enhance customer service for its 1.4 million daily drivers (*Improved quality of life of residents*)

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2012	Internal Tollway Target	External Benchmark
1	2, 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.	90.5%	92%	66% - Orlando Orange County Expressway Authority
2	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.	86.1%	88%	57% - Florida Turnpike
3	2, 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 = 0.98 PM Peak = 1.05 Total Day = 0.97	AM = 1.00 PM = 1.00 TD = 1.00	AM = 1.16 Atlanta PM = 1.32 Atlanta TD = Not Available
4	2, 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 = 5:47 min Fatality Response Time = 5:53 min Property Damage Response Time = 9:40 min	PIR = 5:00 min FR = 5:00 min PDR = 9:00 min	PIR = Not Available FR = 28:00 min PDR = Not Available Washington State

Overview of Tollway Operating Metrics (continued)

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2012	Internal Tollway Target	External Benchmark
5	2, 5	Incident Clearance Time	Measures the Tollway's ability to remedy congestion creating traffic incidents.	Personal Injury Clearance Time = 29:53 min Fatality Clearance Time = 2:56:27 hrs Property Damage Clearance Time = 12:47 min	PTC = 28:00 min FC = 2:45:00 hrs PDC = 12:00 min	PTC = 2:50 hr FC = 4:06 hr PDC = Not Available Washington State
6	1, 2, 4	Const. Program Budget to Committed Contract Variance	Measures the Tollway's ability to manage its construction program to budget.	-13.4%	0%	Not Available
7	2	Pavement Rating	Measures the condition of the Tollway's roads.	Excellent = 60% Good = 18% Transitional = 10% Fair = 11% Poor = 0% Not Avail. (under const) = 1%	Excellent=70% Good=25% Transitional=5% Fair=0% Poor=0% NA=0%	Excellent=25% Good=59% Transitional=0% Fair=10% Poor=6% NA=0% Oregon DOT
8	1, 2, 3, 4, 5	Frontline Staff Percentage	Measures the percentage of frontline employees to total employees.	73%	75%	Not Available
9	2, 4, 5	Total Transactions per FTE	Measures the efficiency of service delivery.	1509	1500	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 = 61% 2) Avg. Abandon Time = 1.58 min 3) Avg. Time to Address Call = 0.85 min	1) = 75% 2) = NA 3) = NA	1) = 80% 2) = NA 3) = NA Orlando Orange County Expressway Authority

Exhibit 19

Performance Measurements - Historical Trends

Strategic Priorities:

1. Promote the regional economy (Enhanced economic well-being of residents and communities)
2. Foster environmental responsibility and sustainability in roadway and agency operations (Improved quality of life of residents)
3. Increase collaboration with regional transportation and planning agencies (Improved efficiency and stability of state government)
4. Further transparency and accountability (Improved efficiency and stability of state government)
5. Enhance customer service for its 1.4 million daily drivers (Improved quality of life of residents)

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2009	2010	2011	2012
1	2, 5	I-PASS Rush Hour Transactions Percentage	85%	88%	89%	91%
2	2, 5	I-PASS All Hours Transactions Percentage	82%	83%	84%	86%
3	2, 3, 5	Travel Time Index Congestion Measure	AM Peak = 1.07 PM Peak = 1.19 Total Day = 1.08	AM Peak = 1.02 PM Peak = 1.08 Total Day = 1.00	AM Peak = 1.00 PM Peak = 1.07 Total Day = 0.98	AM Peak = 0.98 PM Peak = 1.05 Total Day = 0.97
4	2, 5	Incident Response Time	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	Personal Injury Response Time = 6:30 min Fatality Response Time = 3:44 min Property Damage Response Time = 9:41 min	Personal Injury Response Time = 5:47 min Fatality Response Time = 5:53 min Property Damage Response Time = 9:40 min
5	2, 5	Incident Clearance Time	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	Personal Injury Clearance Time = 30:32 min Fatality Clearance Time = 1:55:15 hrs Property Damage Clearance Time = 17:26 min	Personal Injury Clearance Time = 29:53 min Fatality Clearance Time = 2:56:27 hrs Property Damage Clearance Time = 12:47 min

Performance Measurements - Historical Trends (continued)

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2009	2010	2011	2012
6	1, 2, 4	Const. Program Budget to Committed Contract Variance	-28.2%	-19.8%	-38.9%	-13.4%
7	2	Pavement Rating	Excellent = 58% Good = 28% Transitional = 5% Fair = 4% Poor = 0% Not Avail. (under const) = 5%	Excellent = 55% Good = 21% Transitional = 13% Fair = 8% Poor = 0% Not Avail. (under const) = 3%	Excellent = 59% Good = 25% Transitional = 10% Fair = 5% Poor = 0% Not Avail. (under const) = 1%	Excellent = 60% Good = 18% Transitional = 10% Fair = 11% Poor = 0% Not Avail. (under const) = 1%
8	1, 2, 3, 4, 5	Frontline Staff Percentage	74%	74%	74%	73%
9	2, 4, 5	Total Transactions per FTE	1313	1467	1573	1509
10	5	I-PASS Call Center Responsiveness	1) Percentage of Calls Answered within 20 seconds = 68% 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	1) Percentage of Calls Answered within 20 seconds = 51% 2) Avg. Abandon Time = 2.52 min 3) Avg. Time to Address Call = 2.61 min	1) Percentage of Calls Answered within 20 seconds = 61% 2) Avg. Abandon Time = 1.58 min 3) Avg. Time to Address Call = 0.85 min

Exhibit 21

Departmental Maintenance and Operations Budgets and Narratives



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Department Functions Overview

Department	Functions	2013 Request	Headcount
Administration	Responsible for the development and implementation of administrative policies and procedures and employee compliance therewith	\$4,132,045	36
Business Systems	Responsible for the operation and maintenance of the open road tolling system and collection of toll revenue from toll violators	\$52,202,974	63
Communications	Responsible for all external and internal communications between the Tollway and its constituents	\$1,359,575	11
Diversity and Strategic Development	Responsible for promoting, developing and implementing a comprehensive diversity program	\$1,396,237	6
Engineering	Responsible for the planning, design, construction, program management and maintenance of the roadways	\$71,908,007	605
Executive Office and Directors	Sets policies for the organization and overall management of the Tollway	\$1,661,568	7
Finance	Responsible for financial reporting, accounting, budgeting, accounts payable, payroll, risk management, fiscal operations and bond issuances	\$43,779,263	50
Information Technology	Responsible for planning, directing, managing and controlling all information technologies and telecommunications throughout the Tollway	\$12,176,335	70
Office of the Inspector General	Responsible for investigating instances of waste, inefficiencies, fraud, corruption, misconduct and mismanagement of the day-to-day operations of the Tollway	\$812,163	6
Internal Audit	Responsible for recommending improvements and changes that increase the economy, efficiency and effectiveness of Tollway projects and processes.	\$1,046,368	10
Legal	Legal advisor and attorney for the Tollway	\$1,750,157	12
Procurement	Responsible for all purchasing and procurement issues, and is authorized to execute contracts and place orders for goods and services	\$4,231,026	54
Illinois State Police District 15	Responsible for providing comprehensive law enforcement services	\$29,633,288	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	\$57,328,985	646

Exhibit 22

Administration Department

The Administration Department is responsible for the development, implementation and compliance of administrative policies and procedures. In addition, Administration is responsible for appropriating human resources to meet the operational needs of the Tollway. The department serves as the Tollway's key contact for employee relations and employment issues. The Administration Department ensures that interdepartmental and 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 and Training
- Equal Employment Opportunity (EEO)/Affirmative Action (AA)/Americans with Disabilities Act (ADA)
- Labor Relations (grievances and labor negotiations)

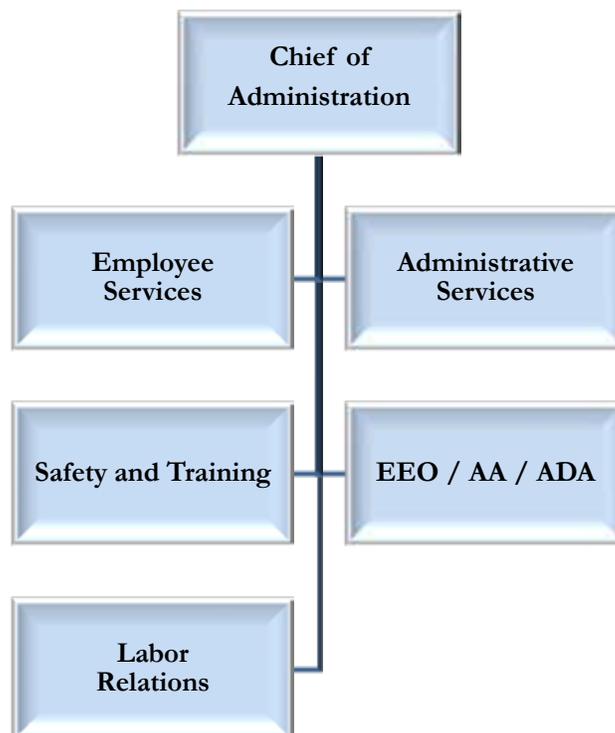


Exhibit 23

Department Budget					
Administration					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	1,808,175	2,002,696	1,709,613	(293,083)	-14.6%
FICA and Retirement	657,367	875,959	797,432	(78,527)	-9.0%
Payroll Subtotal	\$2,465,542	\$2,878,655	\$2,507,045	(\$371,610)	-12.9%
Telephone and Telegraph	627,123	409,500	566,000	156,500	38.2%
Outside Services	63,792	228,500	501,000	272,500	119.3%
Office Equipment Rentals	133,695	109,000	140,000	31,000	28.4%
Employment Medical Expenses	60,018	95,000	115,000	20,000	21.1%
Supplies - Office	70,689	81,000	81,000	-	0.0%
Employee Training	12,180	31,000	75,000	44,000	141.9%
Office Equipment - Maintenance	10,510	79,000	61,000	(18,000)	-22.8%
Dues, Books and Subscriptions	8,568	4,000	20,000	16,000	400.0%
Office Equipment	153,506	20,500	20,000	(500)	-2.4%
Supplies - Operational	3,565	19,000	17,500	(1,500)	-7.9%
Postage and Express	111,753	6,000	13,000	7,000	116.7%
Other Expenses	41,142	5,500	5,500	-	0.0%
Travel and Subsistence	896	5,000	5,000	-	0.0%
Advertising and Promotion	2,796	2,000	5,000	3,000	150.0%
Other Minor Accounts	(1,827)	1,000	-	(1,000)	N/A
Subtotal	\$3,763,948	\$3,974,655	\$4,132,045	\$157,390	4.0%
Recovery of Expenses	(560)	-	-	-	N/A
DEPARTMENT TOTAL	\$3,763,388	\$3,974,655	\$4,132,045	\$157,390	4.0%

Exhibit 24

The fiscal year 2013 Budget Request is \$4.1 million, an increase of \$157 thousand, or four percent above the fiscal year 2012 Budget amount. Total payroll is \$2.5 million and includes 36 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$293 thousand compared to the 2012 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements offset by phasing of departmental vacancies.
- FICA and Retirement decreased by \$79 thousand compared to the 2012 Budget due to the phasing of vacancies despite the average SERS Pension Contribution Rate increase from 36.09 percent to 38.99 percent.
- Outside Services increased by \$273 thousand for FMLA surveillance, Perspective services,

FMLA outsourcing, e-recruitment, outside staffing services and a compensation analysis on 1,300 union employees' performance.

- Telephone and Telegraph increased by \$157 thousand based on historical spending and 2013 projections.
- Employee Training increased by \$44 thousand to train managers and supervisors on performance management, new annual employee evaluation process and safety seminars.
- Office Equipment Rentals increased by \$31 thousand based on historical actual.
- Employee Medical Expense increased by \$20 thousand due to pre-employment physicals and drug test for more new hires expected in 2013, higher unit costs and random drug testing on a regular schedule per U.S. DOT rules.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
1,2,4,5	Implement new on-line job application process.
4,5	Started negotiations on 2013 contract with SEIU Local 73; should be completed by December 2012.
2,4,5	Implemented 1-year contract to outsource FMLA.
2,4,5	Will complete new policy and procedure manual; estimate available January 1, 2013.

Strategic Priorities	2013 Goals/Objectives
2,4,5	Continue working on Kronos Absence Manager (2012 Goal).
2,4,5	Continue working on a Safety Program Tollway-wide (2012 Goal).
2,4,5	Initiate and complete a 3-5 year contract for FMLA outsourcing.
1,2,4,5	Initiate and complete E-recruitment and Performance Management system.
2,4,5	Create and implement a new performance evaluation system.
2,4,5	Perform Compensation Study of non-bargaining unit employees, communicate and implement findings.

Exhibit 25

Department Headcount - Administration

Number of Positions

Position Title	FY2011	FY2012	FY2013
Administration Manager	1	1	1
Administration Secretary I	1	1	1
Administration Specialist	0	1	1
Central Info Database Specialist	1	1	1
Chief of Administration	1	1	1
CIS Coordinator	1	1	1
Customer Relations Coordinator	1	1	1
Customer Relations Supervisor	1	1	1
EEO/AA Officer	1	1	1
Employee Benefits Clerk	1	1	2
Employee Benefits Manager	1	1	1
Employee Benefits Specialist	1	1	1
Employee Services Coordinator	2	2	2
Employee Services Manager	0	1	1
Employee Services Supervisor	1	1	1
Executive Secretary	1	1	1
HR Placement Specialist	3	3	3
Labor Relations Analyst	1	1	1
Labor Relations Manager	1	1	1
Mail and Duplication Clerk	2	2	2
Safety and Training Manager	1	1	1
Safety Inspector	1	1	1
Safety Supervisor	1	1	1
Senior Manager of Employee Services	1	1	1
Senior Manager of Security	0	1	1
Staffing Coordinator	0	0	1
Supervisor FMLA	1	1	0
Supervisor Worker's Comp Claims	1	1	1
Switchboard Operator	4	4	4
Training Specialist	1	1	0
TOTAL	33	36	36

Exhibit 26

Department of Business Systems

The Department of Business Systems is responsible for the operation and maintenance of electronic tolling system hardware and software, which also includes collecting toll 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 Customer 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



Exhibit 27

Departmental Budgets and Narratives

Department Budget					
Business Systems					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	2,925,413	3,054,230	3,125,386	71,156	2.3%
FICA and Retirement	1,077,863	1,335,890	1,457,805	121,915	9.1%
Payroll Subtotal	\$4,003,277	\$4,390,120	\$4,583,191	\$193,071	4.4%
Outside Services	14,403,946	16,350,407	17,946,668	1,596,261	9.8%
Bank Charges	12,175,530	17,300,000	16,300,000	(1,000,000)	-5.8%
Office Equipment - Maintenance	9,723,545	10,709,563	11,191,184	481,621	4.5%
Telephone and Telegraph	953,730	1,065,600	1,200,000	134,400	12.6%
Postage and Express	554,159	792,449	660,981	(131,468)	-16.6%
Office Equipment Rentals	259,951	293,000	536,000	243,000	82.9%
Supplies - Office	88,120	177,900	177,900	-	0.0%
Contracted Maintenance Service	58,280	159,796	131,800	(27,996)	-17.5%
Dues, Books and Subscriptions	71,000	96,000	96,000	-	0.0%
Printing And Publications	35,000	28,000	28,000	-	0.0%
Supplies - Operational	3,711	12,500	12,500	-	0.0%
Travel and Subsistence	9,923	11,750	12,000	250	2.1%
Employee Training	28,900	10,000	10,000	-	0.0%
Materials - Operational	96	5,000	5,000	-	0.0%
Other Capital Equipment	-	4,600	4,500	(100)	-2.2%
Advertising and Promotion	-	2,500	2,500	-	0.0%
Replacement Parts	66	2,000	2,000	-	0.0%
Office Equipment	-	1,500	1,500	-	0.0%
Other Expenses	268	1,250	1,250	-	0.0%
Subtotal	\$42,369,503	\$51,413,935	\$52,902,974	\$1,489,039	2.9%
Recovery of Expenses	(647,462)	(700,000)	(700,000)	-	0.0%
DEPARTMENT TOTAL	\$41,722,041	\$50,713,935	\$52,202,974	\$1,489,039	2.9%

Exhibit 28

The fiscal year 2013 Budget Request is \$52.2 million, an increase of \$1.5 million, or 2.9 percent above the fiscal year 2012 Budget amount. Total payroll is \$4.6 million and includes 63 positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$71 thousand compared to the 2012 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements as well as the

phasing of departmental vacancies.

- FICA and Retirement increased by \$122 thousand compared to the 2012 Budget due to the average SERS pension contribution rate increase from 36.09 percent to 38.99 percent combined with collective bargaining adjustments.
- Outside Services increased by \$1.6 million due to transition from the current call center vendor to a new one combined with increased costs for image review, fulfillment, printing and transponder distribution.
- Office Equipment - Maintenance increased by \$482 thousand for the Toll Revenue Management and Maintenance Program contract in the areas of Phase III maintenance, software support, lane maintenance and project management.
- Office Equipment Rental increased by \$243 thousand due to the transition from the Lisle lease to the University of Illinois at Chicago lease.
- Telephone and Telegraph increased by \$134 thousand due to normal I-PASS growth and more importantly, the temporary increase in call minutes resulting from the transition to a new Call Center vendor in June 2013.
- Bank Charges (credit card fees) were decreased by \$1.0 million based on recent per unit history and 2013 revenue projections.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
4,5	Continued implementation of customer service technology enhancement strategy. Major customer service improvements can only occur when the technology is comprehensive and flexible enough to support the improvements. These improvements might include things like expanded customer self service, the development of fleet accounts, improved communication options (e.g., robo-calling), and improved quality and performance monitoring. Business Systems has a strategy to replace the existing customer service technology and has developed detailed requirements and a comprehensive RFP for the new technology.

Strategic Priorities	2012 Accomplishments
4,5	<p>Enhanced grace period tolling system functionality. To help improve the likelihood of grace period tolls being successfully matched to missed toll transactions prior to the notice cycle, we implemented a system change to delay the notice cycle for all violations the way we have delayed it in the past for t-toll violations. Instead of giving a grace period toll only seven days to match a missed toll transaction in the system, we are now giving a grace period toll 14 days to match a missed toll transaction in the system. The result is a ten-fold increase in matching transactions, which has allowed us to avoid the costs of sending out unnecessary violations, as well as to avoid the customer service difficulty unnecessary violations creates. Similarly, we have increased the accuracy of grace period toll matching to missed toll transactions by narrowing the window in which the matching occurs (from a 48-hour window to a 24-hour window). This also helps avoid sending notices for violations that should have been more accurately matched, thus reducing customer confusion that ensues when notices are received for missed toll transactions they believe they have paid.</p>

Strategic Priorities	2013 Goals/Objectives
1,5	<p>Enhance revenue through improved leverage of new technology. We will be using a newly installed camera washing system at all major plazas that is expected to resulted in an additional \$1M in annual revenue recovery as a result of obtaining a higher volume of readable license plate images during winter months. This camera washing system was invented by a Tollway employee and will be part of a Tollway patent application.</p>
5	<p>Enhance customer service through improved leverage of existing technology. We will be implementing a system enhancement that will allow us to pilot the creation and management of fleet accounts. This is expected to provide important services to one of our most important customer segments, such as assistance in plate management, the reduction of violation instances, and a more streamlined, and possibly less costly, approach to fleet revenue capture.</p>
1,5	<p>Enhance regional social returns from third-party customer service contracts. As different aspects of the customer service operation come up for contract renewal, we are actively seeking to establish new contracts with State Use vendors. State Use vendors are not-for-profit organizations based in the State of Illinois that have been certified by the State of Illinois as vendors of various services. State Use vendors have proven track records of employing disadvantaged populations, such as those with disabilities and veterans. In 2012, we successfully contracted with State Use vendors for all print/mail services and for transponder fulfillment services. We are in the process of contracting with yet another State Use vendor for call center and payment processing services, which would commence in the second quarter of 2013.</p>

Strategic Priorities	2013 Goals/Objectives
4,5	<p>Enhanced grace period tolling system functionality. To help improve the quality of self-reporting around grace period tolls, as well as to improve the customer experience of paying grace period tolls online, we are working to link the new online toll calculator to the existing online grace period toll payment functionality. When this effort is complete, a customer will be able to map their trip and have this map automatically translate into the grace period toll payment screens so that they do not have to manually select the correct plazas. This will make it more likely that the customer will self identify the correct plazas, and thus correct toll amounts. Subsequently, this will make it more likely that violations are not issued unnecessarily.</p>
4,5	<p>Enhanced disputes processing. To help improve the quality of customer dispute submissions and processing, we are working to finalize a new disputes form for the capture of self-reported customer information around disputes. This new form would be available online, and a full training approach for the processing of the completed forms would be executed in the back office to better standardize the way disputes are collected, reviewed, and ultimately dispositioned. The goal is to process disputes more quickly, to process disputes in a way that is more transparent both internally and externally, to process disputes so that dispositions are more consistent, and to process disputes effectively so as to avoid protracted battles and public relations difficulties.</p>

Exhibit 29

Department Headcount - Business Systems

Number of Positions

Position Title	FY2011	FY2012	FY2013
Administration Manager of Electronic Tolling	1	1	1
Budget Analyst	1	0	0
Business Systems Analyst	1	0	0
Business Systems Project Administrator	1	1	1
Chief of Business Systems	1	1	1
Customer Service Analyst	2	2	2
Customer Service Inventory Specialist	1	1	1
Customer Service Manager	5	5	5
Customer Service Representative	36	36	36
Deputy Chief of Business Systems - Operations	1	1	1
Deputy Chief of Business Systems	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
I-PASS Coordinator	1	1	1
Operations Project Administrator	1	1	1
Performance Measurement Project Administrator	1	1	1
Project Administrator	3	3	3
Project Coordinator	1	1	1
Secretary III	1	1	1
Senior Manager of Customer Service	1	1	1
Special Projects Manager	2	2	2
TOTAL	66	63	63

Exhibit 30

Communications

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

The Communications Department oversees the following functions:

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

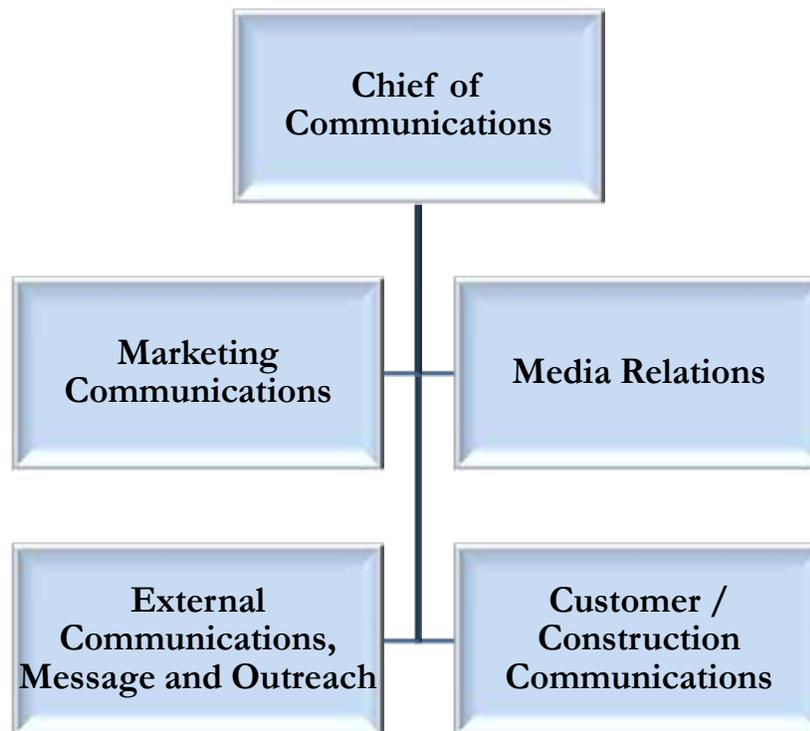


Exhibit 31

Department Budget					
Communications					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	668,532	727,335	766,731	39,396	5.4%
FICA and Retirement	249,862	318,129	357,634	39,505	12.4%
Payroll Subtotal	\$918,394	\$1,045,464	\$1,124,365	\$78,901	7.5%
Advertising and Promotion	68,707	74,000	74,000	-	0.0%
Printing and Publications	22,523	50,000	50,000	-	0.0%
Consulting Services	32,940	50,000	50,000	-	0.0%
Outside Services	21,030	20,000	20,000	-	0.0%
Supplies - Office	8,506	12,000	8,000	(4,000)	-33.3%
Other Capital Equipment	4,200	12,000	8,000	(4,000)	-33.3%
Travel and Subsistence	4,130	5,000	5,000	-	0.0%
Postage and Express	4,197	4,000	4,000	-	0.0%
Dues, Books and Subscriptions	2,605	3,200	3,200	-	0.0%
Office Equipment - Maintenance	116	3,000	3,000	-	0.0%
Employee Training	4,287	2,500	2,500	-	0.0%
Supplies - Operational	2,430	2,500	2,500	-	0.0%
Office Equipment Rentals	-	8,990	2,000	(6,990)	-77.8%
Office Equipment	-	1,400	1,400	-	0.0%
Telephone and Telegraph	-	1,010	1,010	-	0.0%
Other Expenses	364	1,000	600	(400)	-40.0%
Other Minor Accounts	173	-	-	-	N/A
DEPARTMENT TOTAL	\$1,094,603	\$1,296,064	\$1,359,575	\$63,511	4.9%

Exhibit 32

The fiscal year 2013 Budget Request is \$1.4 million, an increase of \$64 thousand or 4.9 percent above the fiscal year 2012 Budget amount. Total payroll is \$1.1 million and includes 11 positions.

Maintenance and Operations Highlights:

- Salaries and Wages increased \$39 thousand compared to the 2012 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements.
- FICA and Retirement increased by \$40 thousand compared to the 2012 Budget due to the average SERS pension contribution rate increase from 36.09 percent to 38.99 percent.
- Office Equipment Rentals decreased by \$7 thousand based on historical spending levels.
- Office Supplies decreased by \$4 thousand based on current expenditures.
- Capital Equipment decreased by \$4 thousand due to purchase of equipment in 2012.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
5	Introduced a new, easy-to-use Trip Calculator on the Tollway’s website that allows customers to select specific start and end points on an interactive map of the Tollway system and then calculates tolls along the designated route. The Trip Calculator was designed to help two types of Tollway customers: those who are planning trips and others with unpaid tolls.
1,2,3,5	Hosted three media events with Governor Quinn (Electric Vehicle Fast-Charging Network, “Portrait of a Soldier” memorial exhibit and the Jane Addams Memorial Tollway (I-90)/Illinois Route 47 Interchange Project).
1,4	Expanded the existing video to highlight the Earned Credit Program’s impact on individuals. The ECP Phase Two video will showcase a contractor awarded a bid based on ECP participation, an ECP training partner and their contribution to the candidates as well as a current ECP candidate.
1,4	Refreshed collateral materials for the Department of Diversity and Strategic Development’s outreach efforts and objectives. We focused on reworking both the agency website and the Diversity brochure, thus providing a more comprehensive overview of the department, its objectives, strategic efforts and ongoing outreach events. Additional efforts included ramping up outreach events to underemployed individuals and enhancing collateral materials.
4,5	Launched an External Relations Committee of key Tollway engineering, planning, diversity, Equal Employment Opportunity and communications staff consultants whose purpose is to identify ongoing <i>Move Illinois</i> projects and develop outreach communication tools to ensure all project customers, residents, community leaders and other stakeholders are informed in a timely and comprehensive manner.
1,4	Captured testimonials of the <i>Move Illinois</i> Program’s impact to citizens, businesses and communities along our corridors, as the program moved through its first year of completion. Testimonials focused on the economic impact of the program in both the short- and the long-term.

Strategic Priorities	2012 Accomplishments
5	Promoted the agency’s zero-tolerance plan for scofflaws and announced plans to pursue the Tollway’s worst toll violators by filing lawsuits against them in court. The agency began filing its first administrative judgments in circuit court effective September 2012. In addition, the Tollway increased coordination with the Illinois State Police District 15 to identify vehicles with suspended license plates.
3,5	Worked closely with U.S. Equities to collaborate on special events and activities that appeal to both Oases visitors and residents of local communities who live nearby. This year, we hosted Kids Identification and Safety Seat (K.I.S.S.) events, construction work zone safety awareness activities and a paper recycling and shredding event at the Oases. We also organized the “Portrait of a Soldier” memorial exhibit and an exhibit of artwork created by local high school students as part of the Tollway’s student map art contest.
3,5	Hosted a paper recycling and shred event in conjunction with U.S. Equities at the Des Plaines Oasis on the Jane Addams Memorial Tollway (I-90) with Cintas Corporation, a leader in secure document management services. This free event provided a safe and secure way to shred confidential personal and business documents.
1,4	Issued news releases announcing monthly engineering contract awards and professional services bulletins to highlight the Tollway’s ongoing commitment to promoting economic development and increasing opportunities for all sizes and types of businesses to work for the Tollway.
4	Broadcast live webcasts of all construction contract bid openings, offering the public and contractors the opportunity to watch and listen as the agency opens bid packages for the upcoming construction season.
3,5	Developed a strategic customer communication plan for a bridge detour that impacted one of the most complicated interchanges anywhere, the Tri-Level Bridge. Communication outreach included public information/detour map cards and tollbooth stickers that described how I-PASS and cash-paying customers would avoid double tolls. Fact sheets and homepage banner ads were provided via our website. Roadway signage included dynamic message signs, portable changeable message signs and Construction Communications Initiatives signage. Utilizing traffic pattern travel data, the Tollway communicated detour information directly to I-PASS customers who regularly traveled this route. Community outreach efforts included meetings and supplying materials to O’Hare International Airport, Midwest Truckers Association and the Illinois Trucking Association. Local municipalities and mayors were brought into the loop.
3,4,5	Employed all possible communication vehicles to ensure public awareness and understanding of the January 1, 2012, toll increase. Specific plaza information and full system rate sheets were distributed to toll plazas and customer service centers, online and in an eNewsletter that was distributed to more than 1.3 million customers. Toll rate information was also disseminated via partners including on NBC5-TV and FOX-TV public service announcements and on posters at more than 180 Jewel-Osco locations.

Strategic Priorities	2012 Accomplishments
4,5	Wrote and distributed more than 80 news releases and daily construction alerts to inform customers about the benefits of the new <i>Move Illinois</i> Program, I-PASS, as well as other Tollway programs and services.
5	Hosted our second annual student art contest to select the cover artwork for the 2012 Illinois Tollway map. Invited more than 300 high schools in the 12 counties served by the Illinois Tollway to participate in the 2013 Tollway Map Cover Art Contest.
4,5	Designed and distributed more than 9,000 informational cards through customer service centers, tollbooths, oases and other outlets to inform customers about construction, distracted driving, customer service and safety education.
4,5	Wrote, designed and produced four eNewsletters, each sent to approximately 1.3 million I-PASS customers. Increased the opt-in list by slightly more than 15 percent. Expanded our outreach to include project or key initiative targeted outreach letters (e.g., Tri-Level Bridge detour, DuPage County invite to the Family Safety Fair and corridor-targeted I-90 survey).
5	Educated customers about traffic, construction, I-PASS, toll rate increase and violations via our Tollway 1-800-TOLL-FYI automated phone line.
2,4,5	Continued to reduce departmental budget by designing and producing an electronic annual report.
1,3,4	Hosted the Tollway's first-ever, free training webinar for contractors who want to learn more about how to do business with the Illinois Tollway. This interactive webinar was geared toward contractors and specialty subcontractors in the heavy-highway construction industry.
1,4	Helped promote job alert emails to make it easier for job seekers to learn about and apply for employment opportunities. Starting in March, individuals began visiting the Tollway's website to view current job openings, download and complete an application and email it directly to the Tollway. The Tollway has doubled the number of interested job seekers as more than 10,000 individuals have signed up to receive these email notifications.

Strategic Priorities	2013 Goals/Objectives
5	Continue to educate I-PASS customers about the importance of account management and violations.
3,4,5	Provide customer communications for the new <i>Move Illinois</i> Program and other new Tollway programs.
5	Expand the efforts to educate customers about the dangers of distracted driving through the Drive Now. Text Later. campaign and other efforts.
4,5	Develop and implement research strategies to learn more about customer wants and needs and measure the success of Tollway programs and initiatives.

Strategic Priorities	2013 Goals/Objectives
3,4,5	Write and produce compelling and persuasive speeches and presentations for the Tollway's executive director and department chiefs.
3,5	Continue to develop productive working relationships with members of the news media.
5	Leverage technology, including social media and smart phone applications, to maximize communications efforts with customers without compromising driver safety.

Exhibit 33

Department Headcount - Communications

Number of Positions

Position Title	FY2011	FY2012	FY2013
Assistant Multimedia Project Specialist	1	1	1
Assistant Press Secretary	1	1	1
Chief of Communications	1	1	1
Community Relations Coordinator	1	1	0
Executive Secretary	1	1	1
Graphic Designer	1	1	1
Manager of Public Affairs	0	0	1
Marketing Communications Manager	1	1	1
Multimedia Projects Specialist	1	1	0
Press Secretary	1	1	1
Senior Manager of Communications	0	0	1
Senior Manager of Communications and Marketing	1	1	1
Writing Specialist	1	1	1
TOTAL	11	11	11

Exhibit 34

Diversity and Strategic Development

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

The Diversity Department oversees the following functions:

- Diversity program design and policy implementation
- Disadvantaged Business Enterprise (DBE) Program
- Contract Compliance Monitoring and Reporting
- Networking and Outreach Activities
- Earned Credit Program (ECP)
- Mentor/Protégé Program (M/P)
- Business Enterprise Program (BEP)
- Small Business Program (SBP)
- Technical Assistance (TA)

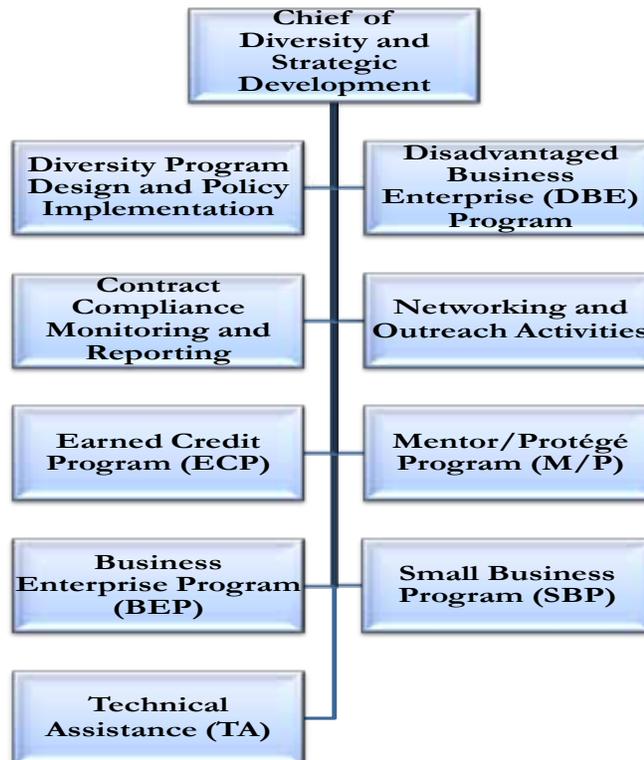


Exhibit 35

Department Budget					
Diversity and Strategic Development					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	304,772	521,664	547,644	25,980	5.0%
FICA and Retirement	115,187	228,171	255,443	27,272	12.0%
Payroll Subtotal	\$419,960	\$749,835	\$803,087	\$53,252	7.1%
Outside Services	-	-	300,000	300,000	N/A
Consulting Services	-	-	250,000	250,000	N/A
Advertising and Promotion	-	-	30,000	30,000	N/A
Employee Training	-	-	10,000	10,000	N/A
Travel and Subsistence	2,000	2,000	2,500	500	25.0%
Advisory Committee Expense	-	-	500	500	N/A
Dues, Books and Subscriptions	-	150	150	-	0.0%
Other Minor Accounts	10,388	30,750	-	(30,750)	N/A
DEPARTMENT TOTAL	\$432,347	\$782,735	\$1,396,237	\$613,502	78.4%

Exhibit 36

The fiscal year 2013 Budget Request is \$1.4 million, an increase of \$614 thousand or 78.4 percent above the fiscal year 2012 Budget amount. The payroll is \$803 thousand and includes six positions.

Maintenance and Operations Highlights

- Salaries and Wages increased \$26 thousand compared to the 2012 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements and funding for two vacancies.
- FICA and Retirement increased by \$27 thousand compared to the 2012 Budget. This is due to the average SERS pension contribution rate increase from 36.09 percent to 38.99 percent.
- Outside Services increased by \$300 thousand due to an IGA with the Illinois Community College Board (ICCB) and the Department of Commerce and Economic Opportunity (DCEO).
- Consulting Services increased by \$250 thousand for a disparity study to ensure compliance with legal standards and industry best practices.
- Advertising and Promotion increased by \$30 thousand for meetings, conferences, symposiums and expos in order to communicate Tollway opportunities to the public.
- Employee Training increased by \$10 thousand for professional development that includes diversity certification and American Contract Compliance association certification.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
1	Increase Economic Opportunities - Developed a form to track and monitor the number of bidders per package to monitor bids for the unbundled projects and added Cook County as an acceptable certification agency.
1,3,4	Created Strategic Partnerships – Increased the events sponsored by the Illinois Tollway to promote the <i>Move Illinois</i> Program and ECP as well as attended events sponsored by other organizations.
1	Build Capacity, Training and Technical Assistance – Improved the content of training sessions to be more inclusive of all areas of the Tollway related to “Doing Business with the Illinois Tollway” by partnering with the Engineering Department to host a webinar. Upgraded the Illinois Tollway’s Special Provisions (DBE, Trucking, Suppliers, Prompt Pay, Liquidated damages, PSB, EEO).

Strategic Priorities	2013 Goals/Objectives
1	Increasing Economic Opportunities – Develop and maintain a record-keeping system to determine the economic impact of Tollway projects through employment and contracting activities.
1,3,4	Creating Strategic Partnerships – Develop a DBE Advisory Council.
1	Building Capacity, Training and Technical Assistance – Develop Small Business Initiatives, create a tiered Earned Credit Program (ECP) and update the mentor protégé program.
1,4	Fostering Transparency and Accountability Through Efficient Communication – Develop a communication process to improve outreach at all levels that include: elected officials and majority-owned firms, DBE, MBE and WBE Firms. Develop a comprehensive data collection and analyzing method to determine the economic impact of diversity. Develop a marketing strategy for diversity.

Exhibit 37

Department Headcount - Diversity

Number of Positions

Position Title	FY2011	FY2012	FY2013
Chief of Diversity	0	1	1
DBE Program Manager	1	1	1
Diversity Compliance Coordinator	1	1	1
General Manager of Diversity	1	1	1
Secretary III	1	1	1
Senior Manager of Program Development	1	1	1
TOTAL	5	6	6

Exhibit 38

Engineering Department

The Engineering Department is responsible for the planning, design, construction, operation and maintenance of the Tollway. Additionally, Engineering coordinates with community groups, government agencies and planning organizations on transportation and land-use 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 and Traffic

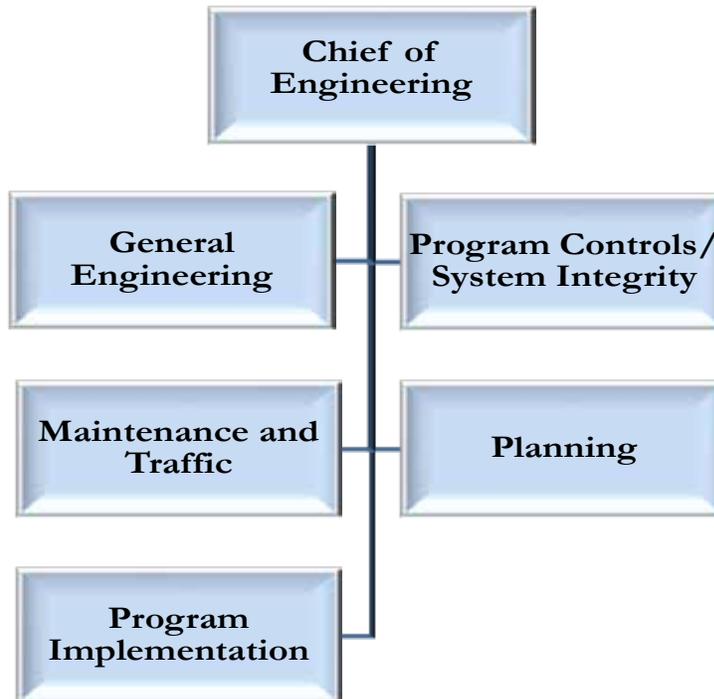


Exhibit 39

Departmental Budgets and Narratives

Department Budget					
Engineering					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	33,870,304	33,909,454	33,667,104	(242,350)	-0.7%
FICA and Retirement	12,177,501	14,836,467	15,703,684	867,217	5.8%
Payroll Subtotal	\$46,047,806	\$48,745,921	\$49,370,788	\$624,867	1.3%
Consulting Services	2,753,206	2,207,889	7,106,800	4,898,911	221.9%
Materials - Operational	5,902,433	4,795,800	5,177,250	381,450	8.0%
Fuels and Oils	4,300,131	3,783,125	4,300,058	516,933	13.7%
Contracted Maintenance Service	2,234,085	2,591,994	2,892,302	300,308	11.6%
Replacement Parts	1,666,492	1,852,350	2,289,280	436,930	23.6%
Office Equipment - Maintenance	721,347	770,772	784,700	13,928	1.8%
Outside Services	466,155	468,425	545,500	77,075	16.5%
Supplies - Operational	232,214	339,600	325,600	(14,000)	-4.1%
Roadway Equipment	13,156	64,150	146,839	82,689	128.9%
Uniforms and Accessories	81,151	137,330	99,730	(37,600)	-27.4%
Supplies - Office	70,858	93,330	87,850	(5,480)	-5.9%
Tools and Equipment	79,831	92,249	84,475	(7,774)	-8.4%
Dues, Books and Subscriptions	41,850	42,000	45,000	3,000	7.1%
Office Equipment Rentals	29,661	59,009	39,000	(20,009)	-33.9%
Building Equipment	2,632	59,335	37,535	(21,800)	-36.7%
Travel and Subsistence	24,334	28,000	36,000	8,000	28.6%
Employee Training	15,334	28,500	28,500	-	0.0%
Office Equipment	-	3,875	12,000	8,125	209.7%
Telephone and Telegraph	7,186	13,710	10,500	(3,210)	-23.4%
Other Capital Equipment	500	19,025	7,000	(12,025)	-63.2%
Postage and Express	4,306	6,075	6,275	200	3.3%
Other Expenses	1,839	6,494	4,950	(1,544)	-23.8%
Other Minor Accounts	754	705	75	(630)	-89.4%
Subtotal	\$64,697,260	\$66,209,663	\$73,438,007	\$7,228,344	10.9%
Recovery of Expenses	(1,353,544)	(1,360,000)	(1,530,000)	(170,000)	-12.5%
DEPARTMENT TOTAL	\$63,343,716	\$64,849,663	\$71,908,007	\$7,058,344	10.9%

Exhibit 40

The fiscal year 2013 Budget Request is \$71.9 million, an increase of \$7.1 million, or 10.9 percent, above the fiscal year 2012 Budget amount. Total payroll is \$49.4 million and includes 605 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased \$242 thousand compared to the 2012 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements offset by attrition, phasing of vacancies and additional positions being charged to the *Move Illinois* Program.
- FICA and Retirement increased by \$867 thousand compared to the 2012 Budget due to the average SERS pension contribution rate increase from 36.09 percent to 38.99 percent combined with collective bargaining adjustments.
- Consulting Services increased by \$4.9 million due to systemwide pavement specialist quality assurance, construction management audit, underwater bridge inspection, independent Professional Service Bulletin review, systemwide Geographical Information System infrastructure management costs and annual bioswale maintenance.
- Fuels and Oils increased by \$517 thousand based on future price projections.
- Replacement Parts increased by \$437 thousand because of aging/ faulty Intelligent Transportation System components. These components include field switches, digital encoders, power supplies, cameras, fiber optics and traffic sensors.
- Materials – Operational increased by \$381 thousand due to salt that needs to be replenished in case of severe winter weather in 2013. Also, the CRP added about 3,000 lights on I-294 and I-88 that will require additional maintenance.
- The Contracted Maintenance Service category increased by \$300 thousand including a fiber optics Request for Proposal, consulting service (SDI) for the hardware integrator and the ITS electrical maintenance contract (Meade).

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments - Planning
1,2,3,4,5	Completed multiple capital planning efforts that provide a foundation for future investments and allow projects to move forward. Highlighted accomplishments include: permits to allow I-90 and I-294/I-57 construction to begin; resolutions from the I-90 Corridor Planning Council and the Illinois Route 53/120 Blue Ribbon Advisory Council; a congestion pricing study to guide future investments on I-90; and an updated Interchange and Roadway Cost Sharing Policy to align future investments with financial and operational goals.
1,2,3	Advanced environmental responsibility and sustainability, through development of the Tollway's first "green interchange" at I-90 and Illinois Route 47. The interchange (to be completed in 2013) features the use of geothermal energy, LED lighting and innovative approaches to water management. Also updated the Traffic Noise Study and Abatement Policy – addressing a key environmental concern by providing clear guidelines regarding the Tollway's approach to noise.
1,2,3,4,5	Deployed public and legislative outreach activities that informed and educated stakeholders, fostered cooperation and advanced policy initiatives. Highlighted accomplishments include broad-based community outreach programs for the I-90 Corridor and the I-294/I-57 Interchange Project, formation of a Local Advisory Council for the Elgin O'Hare Western Access (EOWA) Project, and legislative outreach concerning procurement reforms.
1,2,3,4,5	Supported sound decision making by monitoring, evaluating and analyzing data related to traffic, revenue and violations. Highlighted accomplishments include: establishing new toll rates for the I-90/Illinois Route 47 interchange; developing and analyzing comprehensive EWOA tolling schemes; monitoring operational and revenue impacts associated with the 2012 toll increase; and evaluating multiple construction contract maintenance of traffic scenarios.
1,3,5	Streamlined efforts to secure inter-governmental agreements (IGAs) by instituting an IGA approval process for the Tollway's Executive Leadership, and deploying a monthly IGA status tracking system. Also continued to reduce Tollway costs by securing multiple cost-sharing and maintenance IGAs with other state agencies and local communities.
2,3,4	Built multiple Geographic Information System (GIS) tools to improve efficiency and data management. Highlighted accomplishments include: launching an on-line toll calculator that enhances customers' ability to pay on line; completing Phase I of a Right-of-Way Tracking Tool for more efficient land acquisition; deploying a Sign Viewer Application to manage sign inventory and query static messages, building a virtual drive-through of the Tollway system to improve system evaluation and planning efforts; and updating the Political Jurisdiction Application Viewer to align data with newly created legislative boundaries.

Strategic Priorities	2012 Accomplishments - Maintenance and Traffic Operations
1,2,3,4,5	Implemented multiple roadway maintenance efforts that reduced costs, assured policy compliance and enhanced operations. Highlighted accomplishments include: reducing maintenance costs per lane mile for each of the past five winter seasons; beating fuel reduction targets by reducing overall consumption 25 percent (33 percent for unleaded, 19 percent for diesel); sustaining compliance with National Pollution Discharge Elimination System (NPDES) requirements; developing a Storm Water Pollution Protection Plan (SWPPP) that promotes continued compliance; and continuing the integrated Operational Approach toward Traffic and Incident Management, in regular coordination with the Traffic Operations Safety Committee (TOSC), to enhance Tollway system performance and facilitate regional incident communication, coordination and cooperation across the four-state Lake Michigan Interstate Gateway Alliance.
1,2,3,4,5	Deployed modern technologies to enhance Traffic Operations and Incident Management through increased functionality. Highlighted accomplishments include: implementing and operating eight smart work zones using 78 portable changeable message signs (PCMS) to monitor 513 lane miles; installing 200 new Intelligent Transportation System (ITS) devices; converting 20 Digital Message Signs (DMS) from analog to digital IP network communications, increasing their reliability, maintainability and “up time”; deploying 11 portable, wireless, digital camera systems to document construction related traffic impacts; and continuing system-wide deployment of traffic sensor coverage. Also developed plans and specifications for digital video migration of all analog cameras including ITS, building security and Toll Audit cameras; and continued work to establish a high-level budget for ITS 5-year and 15-year plans.
2,3	The fleet unit continued to successfully implement the Fuel Rehabilitation Project, including E-85 tank installation at M-sites 1, 2, 3, 4, 5, 8, 14 and the Edens Spur. The unit also continued successful coordination of the Tollway’s fuel reduction program, with 2012 results expected to be at or below targeted reduction amounts. Finally, a massive effort to eliminate obsolete inventory was successfully undertaken, with 95 percent of items disposed of through IBid, and 7,160 items sold by late 2012.
2,3,4,5	Improved the Disaster Recovery Backup Dispatch Center by upgrading from a dial-up to a Virtual Private Network (VPN) connection, allowing for maintenance, upgrades and fixes in a much more efficient manner. Work also continues to move the Center to the basement at Plaza 35, allowing accommodation of an additional four key staff. Successful testing of all dispatch functions at the new Center location is anticipated this year.

Strategic Priorities		2012 Accomplishments - Maintenance and Traffic Operations	
2,3,4,5		Improved signage across the system, including continued upgrade to Full Cube Prismatic Reflective Sheeting, which eliminates the need for sign lighting. This is an excellent example of a green Tollway initiative. More than 70 percent of the system upgrade is in place, and when complete, is projected to save the Tollway \$160,000 annually in energy costs, and \$50 - \$60,000 annually in reduced maintenance. Other accomplishments include: changing 709 toll rate signs and Construction Corridor Information (CCI) signs in response to new toll rate pricing and the <i>Move Illinois</i> Program; refurbishing aluminum materials to reduce the cost to manufacture new signs; providing incident management training to fire departments, towing and recovery firms, law enforcement and local agencies to improve safety and reduce disruption caused by crashes; developing a policy for lodging and attractions signs on rural portions of the system (pending Board approval in 2012).	
Strategic Priorities		2012 Accomplishments - Program Implementation	
1,2,3,4,5		Created or sustained an estimated 2,410 jobs by the end of the third quarter of 2012 through capital program expenditures of more than \$221 million.	
1,2,3,4,5		Continued implementation of the Congestion-Relief Program (CRP), with \$5.1 billion (87.8 percent) of the program budget committed and 85.6 percent completion (work in place) by the end of Quarter 3 2012. Work has been delivered on time and within budget, with completed contracts well below established budget and industry standards and only 0.03 percent above contract award amounts. From inception through the end of October 2012, the CRP has included 523 contracts, with 181 unique prime consultants and 831 unique subconsultants.	
1,2,3,4,5		Began implementation of the <i>Move Illinois</i> Program, with \$675.5 million (5.6 percent) of the program budget committed by the end of the third quarter. From inception through the end of October 2012, <i>Move Illinois</i> has included 42 contracts, with 37 unique prime consultants and 200 unique subconsultants. In addition to initiating projects, this “ramp-up” year for <i>Move Illinois</i> included multiple efforts that lay a foundation for successful program delivery through 2026, as detailed below.	
1,2,5		Secured foundational resources needed to implement the capital program, including a program manager and design corridor managers for I-90 and EOWA, and a construction corridor manager for the I-294/I-57 Interchange Project. Also began the process of adding staff positions to the Engineering Department to cut program delivery costs and transition some consultant services in-house.	
1,2,3,4,5		Developed foundational materials that provide a road map for successful program implementation, including: a Master Program Schedule (MPS) that establishes a baseline for what projects will be done and when; an annual PSB schedule and five-year look ahead bid letting schedule to help the industry anticipate and prepare for upcoming projects; and training videos that provide step-by-step instructions for the 506 people currently using the Web Based Program Management (WBPM) System.	

Strategic Priorities	2012 Accomplishments - Program Implementation
1,2,3,4,5	Updated processes and procedures to ensure a consistent approach in program implementation. Highlighted accomplishments include: updating ten key department manuals and hosting five seminars to provide direction to consultants and contractors to assure that work is completed according to Tollway requirements; developing and deploying new selection procedures for Professional Services Bulletins (PSB) to prepare for increased demands of the <i>Move Illinois</i> Program and incorporate industry best practices; and revising ISO procedures to align with <i>Move Illinois</i> goals, while achieving another successful ISO recertification.
4	Enhanced program reports to provide monthly and quarterly editions that streamline information provided to the Board of Directors, decrease production time and reduce paper consumption by more than 60 percent.
2,3,4,5	Provided staff and assistance to other departments including Communications, Diversity and Strategic Development, Information Technology and Business Systems. Staff is providing critical functions necessary to each departments' success, such as: developing and implementing website changes to enhance customer communications; supporting DBE goal setting and coordinating outreach with potential vendors; developing and deploying various technology upgrades; and supporting efforts to procure new, back office toll system vendors.
1,2,3,4,5	Promoted industry competition for and participation in Tollway projects by qualified construction and professional services firms. Coordinating with the American Council of Engineering Companies (ACEC), Illinois Road and Transportation Builders Association (IRTBA), Hispanic American Construction Industry Association (HACIA) and other industry organizations, the Engineering Department held meetings, seminars, training sessions and webinars to provide information, build relationships and help businesses successfully navigate Tollway processes. <i>Move Illinois</i> kickoff meetings were also held with designers, construction managers and contractors to set the Tollway's expectations of those working on the program.
1,2,3,4,5	Initiated or completed multiple design efforts for: ramp reconstruction, drainage and guardrail improvements along the Tri-State Tollway; roadway and bridge reconstruction and widening and interchanges along the Jane Addams Memorial Tollway; ramp reconstruction on the Reagan Memorial Tollway; roadway, ramp and lighting improvements along the Veterans Memorial Tollway; concept plans for the EOWA project; and various systemwide improvements and repairs to drainage, safety appurtenances, pavement, bridges and noisewalls.

Strategic Priorities	2012 Accomplishments - Program Implementation
1,2,3,4,5	<p>Delivered multiple construction projects, including: reconstructing the I-294/I-90 Tri-Level Bridge on budget and two weeks ahead of schedule in time for 4th of July holiday traffic; repairing and resurfacing 22 miles of I-294 between 95th Street and Balmoral Avenue for a smoother ride; resurfacing 38 miles of I-88 between Illinois Route 56 and Illinois Route 251 using a microsurfacing approach to protect and extend infrastructure life; rebuilding and widening I-88 between Illinois Route 56 and Deerpath Road using a pilot program for two-lift pavement that increases the use of recycled materials; completing advance work on the shoulder and median of I-90 between I-39 and the Elgin toll plaza to prepare for mainline reconstruction next year; beginning construction of a new, all-electronic, full-access interchange at I-90 and Illinois Route 47 to open access between the Tollway and regional north-south transportation routes; and beginning construction of the new I-294/I-57 Interchange, including reconstruction and widening of bridges carrying I-294 over 147th Street and beginning the realignment of Dixie Creek.</p>

Strategic Priorities	2013 Goals/Ojectives - Planning
1,2,3,4,5	<p>Continue to advance capital planning efforts on a variety of fronts, including: participating in a corridor land use plan, and initiating a detailed design concept and financial plan for the Illinois Route 53/120 Project; securing the funding, approvals, permits and property needed to begin work on the Elgin-O’Hare Western Access Project; collaborating with IDOT to advance managed lane projects along the Kennedy Expressway/I-90 and the Circle Interchange/I-55; and partnering with universities and research institutions to integrate new technologies and innovation at the Tollway.</p>
1,2,3,4,5	<p>Seek opportunities to improve overall efficiency and systemwide operations by: evaluating funding options that are consistent with the Strategic Advisory Team report; considering the increased use of technology and roadway communication; evaluating systemwide operational deficiencies that could be addressed during <i>Move Illinois</i> (such as the I-90/Illinois Route 53 Interchange, I-90 at River Road Plaza and access around O’Hare); and creating or updating policies to align with <i>Move Illinois</i> goals, including policies for land use and right-of-way, roadway maintenance and landscaping, freight access planning, “blue board” signs and congestion pricing.</p>
1,2,3,4,5	<p>Progress the Tollway’s commitment to environmental stewardship and sustainability by: developing a sustainability plan to meet the requirements of newly enacted State and Federal law; seeking funding opportunities for environmental studies and programs; monitoring the impact of capital projects and developing plans to address post construction issues.</p>
1,2,3,4,5	<p>Continue to deploy public and legislative outreach activities to support the goals of <i>Move Illinois</i>, including: expanding outreach to stakeholders within the I-90 and EOWA corridors; monitoring national policy regarding tolling and user fees; assisting with the development of the Tollway’s legislative agenda; and expanding outreach to key constituencies such as truckers associations.</p>

Strategic Priorities		2013 Goals/Objectives - Planning	
2,3,4,5		Streamline efforts related to agreements by: improving the IGA tracking process to synchronize with Catapult and GIS; and developing standard IGAs for bridge maintenance with county roads.	
1,2,3,4,5		Continue efforts to secure right-of-way for the I-294/I-57 Interchange, EOWA and I-90 Projects. Develop Phase II of the Right-of-Way Tracking Tool to improve overall process management, provide real-time status information and link GIS data to project budgets.	
1,2,3,4,5		Expand the use of Geographic Information Systems (GIS) by: refining and developing systems for customer communication, planning analysis, agreement tracking and legislative outreach; increasing the number of datasets available; expanding data sharing and collection with other agencies; and developing off-site hosting capabilities to allow access to key information from construction sites, field offices and other remote locations.	
Strategic Priorities		2013 Goals/Objectives - Maintenance and Traffic Operations	
1,2,3,4,5		Partner with Tollway engineers and the Traffic Incident Management System (TIMS) center to: assure best practice approaches to roadway maintenance, traffic and capital program implementation; and promote public safety through a continued focus on education, enforcement, engineering and emergency medical services.	
2,3,4		Continue to implement procedures as required by the Governor's Executive Order #11 2009, and exceed expectations for reducing the Tollway's use of petroleum.	
1,2,3,4,5		Continue to modernize and enhance ITS technologies with a proactive approach to design engineering, equipment updates and installation, and use of national best practices.	
2,3,4,5		Install a state-of-the-art digital recording system to save approximately \$40,000 in hardware and software maintenance over the next two to three years.	
Strategic Priorities		2013 Goals/Objectives - Program Implementation	
1,2,3,4,5		Continue to secure resources and enhance program tools, systems, processes and procedures as needed for successful capital program implementation.	
1,2,4,5		Finalize procurement of a WBPM vendor and conduct all necessary transition and training activities.	
1,2,3,4,5		Continue to successfully develop design services for a variety of capital program projects, including (most notably) the EOWA project, I-90 reconstruction and widening, systemwide improvements, and a concept plan for the potential Illinois Route 53/120 extension.	
1,2,3,4,5		Continue to successfully deliver construction projects on time and within budget, including: the I-90/Illinois Route 47 Interchange; I-90 widening and reconstruction; ramp reconstruction at various locations along I-294 and I-88; resurfacing in various locations on I-355; progress on the I-294/I-57 Interchange; initial construction on the EOWA project; and various systemwide improvements.	
1,2,3,4,5		Expand industry coordination by forming a Professional Services Committee that would include ACEC, IRTBA, HACIA and other key organizations in the region.	

Exhibit 41

Department Headcount - Engineering

Number of Positions

Position Title	FY2011	FY2012	FY2013
Administration Manager	1	1	1
Aerial Lift Operator	1	1	1
Assistant Project Manager	0	0	2
Auto Mechanic	53	53	54
Automotive Attendant	1	2	2
Automotive Body Technician	2	2	2
Budget Procurement and Maintenance Systems Mgr.	1	1	1
Central Shop Area Supervisor	1	1	1
Central Shop Manager	1	1	1
Central Shop Supervisor	1	1	1
Chief Engineer	1	1	1
Civilian Call Taker	6	7	7
Communications Supervisor	4	4	4
Community Relations Corridor Coordinator	0	0	1
Community Relations/Outreach Manager	0	1	1
Condemnation Support Specialist	0	0	1
Construction Contract Supervisor	1	1	1
Contract Administrator	1	1	1
Contract Payment Expeditor	4	4	4
Contract Payment Expeditor Supervisor	1	1	1
Data Entry Manager	0	1	1
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
Document Control Manager	0	1	1
Document Control Specialist	0	1	1
Engineering Document Administrator	1	1	1
Engineering Project Analyst	0	1	1
Engineering Project Liaison	1	1	1
Environmental Planner	1	1	1
Environmental Policy and Program Manager	1	1	1
Equipment Operator Laborer	308	309	310
Executive Project Engineer	3	4	4
Executive Project Manager	2	2	2
Executive Secretary	4	4	4
Fiber Optic Utilities Relocation Manager	0	0	1
Fleet District Manager	2	2	2

Department Headcount - Engineering (continued)

Number of Positions

Position Title	FY2011	FY2012	FY2013
Fleet Manager	1	1	1
Fleet Systems Analyst	1	1	1
General Manager of Engineering	1	1	1
General Manager of Maintenance and Traffic	1	1	1
Geometrics Engineer	1	1	1
GIS Support Specialist	1	1	1
GIS Systems Manager	0	1	1
Incident Manager	1	1	1
Intergovernmental Agreement (IGA) Manager	0	1	1
ITS Deployment Engineer	1	1	1
ITS Engineer	0	0	1
ITS Field Technician	0	1	1
Land Acquisition Manager	1	1	1
Legislative and Policy Analyst	1	1	1
Maintenance Section Manager	15	11	11
Maintenance Section Supervisor	8	12	12
Maintenance Systems Analyst	1	1	1
Maintenance Systems Support Clerk	1	1	1
Management Operations Specialist	1	1	1
Materials Engineer	1	2	2
Oasis Project Manager	1	1	1
Parts Clerk	13	14	15
Part Time Data Technician	1	1	1
Permit and Utilities Manager	1	1	1
Policy Analyst	1	1	1
Project Manager	3	5	4
Property Specialist	1	1	1
Quality Auditor	0	0	1
Relocation Assistant	0	0	1
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	3
Roadway Maintenance Manager	1	1	1
Secretary II	1	1	1
Secretary III	3	3	5
Section Clerk	14	13	13
Senior Contract Payment Expediter	0	0	1
Senior Environmental Planner	1	1	1

Department Headcount - Engineering (continued)

Number of Positions

Position Title	FY2011	FY2012	FY2013
Senior Landscape Architect	1	1	1
Senior Manager of Strategic Planning	0	1	1
Senior Project Engineer	9	9	7
Senior Project Manager	2	5	5
Sign Maker Hanger	17	16	15
Sign Shop Manager	0	1	1
Sign Shop Supervisor	1	1	1
Telecommunicator	20	20	20
Traffic and Revenue Analyst	1	1	1
Traffic Operations Center Manager	0	1	1
Traffic Operations Control Supervisor	1	0	0
Traffic Operations Manager	1	1	1
Traffic Operations Technician	5	5	5
Traffic Permit Technician	1	2	2
Transportation Planner	0	0	1
Utility Administrator	1	1	1
Utilities/IGA Engineer	0	0	2
Utility Technician	2	3	3
Web-Based Project Management System Manager	0	1	1
Welder	8	6	6
TOTAL	571	591	605

Exhibit 42

Executive Office and Directors

The Executive Office and Directors are 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.

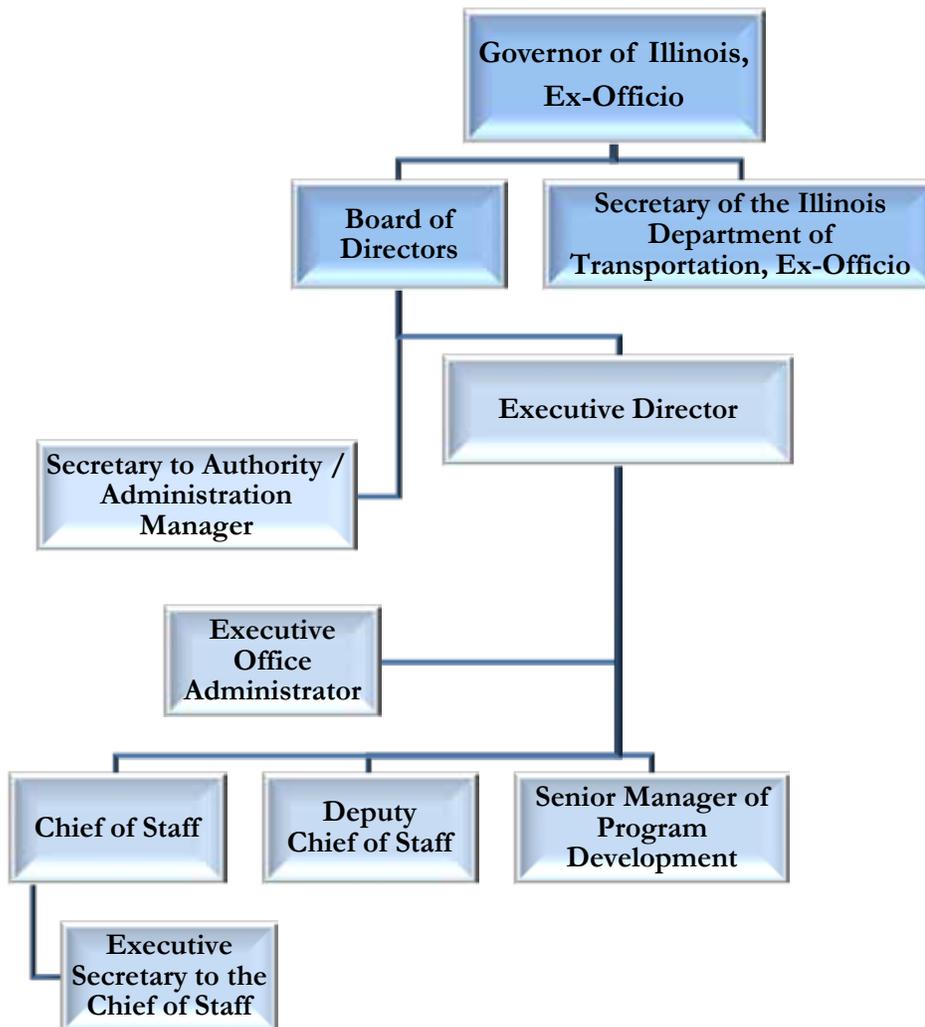


Exhibit 43

Department Budget					
Executive Office and Directors					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	716,249	955,893	973,424	17,531	1.8%
FICA and Retirement	266,676	420,723	454,044	33,321	7.9%
Payroll Subtotal	\$982,925	\$1,376,616	\$1,427,468	\$50,852	3.7%
Outside Services	255,000	150,000	150,000	-	0.0%
Dues, Books and Subscriptions	26,719	40,800	40,800	-	0.0%
Other Expenses	12,017	16,500	16,500	-	0.0%
Travel and Subsistence	3,282	12,100	12,100	-	0.0%
Supplies - Office	2,861	4,000	3,500	(500)	-12.5%
Printing and Publications	24	2,500	2,500	-	0.0%
Employee Training	-	3,300	2,300	(1,000)	-30.3%
Advertising and Promotion	261	3,000	2,000	(1,000)	-33.3%
Postage and Express	1,307	1,700	1,700	-	0.0%
Other Capital Equipment	-	1,500	1,500	-	0.0%
Supplies - Operational	27	900	700	(200)	-22.2%
Office Equipment	-	500	500	-	0.0%
DEPARTMENT TOTAL	\$1,284,424	\$1,613,416	\$1,661,568	\$48,152	3.0%

Exhibit 44

The fiscal year 2013 Budget Request is \$1.7 million, an increase of \$48 thousand, or three percent, above the fiscal year 2012 Budget amount. Total payroll is \$1.4 million and includes seven positions.

Maintenance and Operations Highlights

- Salaries increased by \$18 thousand compared to the 2012 Budget.
- FICA and Retirement increased by \$33 thousand compared to the 2012 Budget due to the average SERS pension contribution rate increase from 36.09 percent to 38.99 percent.
- Employee Training and Advertising and Promotion each decreased by \$1 thousand based on historical spending levels.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
1,2,5	Completed year one of the <i>Move Illinois: Illinois Tollway Driving the Future</i> capital program, a 15-year, \$12 billion capital program, funded by bonds and toll revenue generated through a toll rate increase for passenger vehicles as of January 1, 2012 and a previously approved increase for commercial vehicles beginning in 2015. Completed year eight of the Congestion-Relief Program.
1,2,3,5	Together with the Illinois Department of Transportation, signed the Final Environmental Impact Statement for the new Elgin O’Hare Western Access Project, a major step forward for the Elgin O’Hare project. Also, created the Elgin O’Hare Western Access Local Advisory Committee to provide input as the agency prepares to begin construction of the long awaited roadway project.
1,2,3,4,5	The I-90 Corridor Planning Council co-chairs presented the Illinois Tollway Board of Directors with recommendations for the I-90 Corridor from Chicago to Rockford, including the Kennedy Expressway and the Jane Addams Memorial Tollway, along with a resolution supporting the implementation of congestion-priced, managed lanes on the Jane Addams Memorial Tollway, concluding their work.
1,2,3,4,5	The Illinois Route 53/120 Blue Ribbon Advisory Council completed nine months of discussion and deliberation with the approval of a final report recommending the Illinois Tollway move forward with an Illinois Route 53/120 Corridor project in Lake County. The group included local elected officials, transportation and planning agencies and a diverse group of environmental, civic, business and labor representatives.
1,2,3	Led by the Illinois Tollway, seven Chicago area transportation agencies reconvened for the third annual Earth Day Transportation Summit to improve coordination among the region’s transportation leaders. Nearly 100 leaders gathered to share ideas and continue working toward a shared transportation vision.
5	Launched Tollway Trip Tweets, which utilizes the social media website Twitter to provide customers with information about roadway conditions as incidents occur and alert them to unexpected congestion on the Tollway. Tweets include real-time information about the type of incident, the location by nearest crossroad and milepost and the subsequent impact on traffic, such as lane closures.

Strategic Priorities	2012 Accomplishments
5	Initiated a better way for customers to contest toll violations for which they are not responsible, usually in situations where the vehicle had been sold or stolen prior to the date of the violations, through an online, user-friendly form.
5	Added an easy-to-use Trip Calculator to the Tollway website that allows customers to select specific start and end points on an interactive map of the Tollway system and then calculates tolls along the designated route. The Trip Calculator was designed to help two types of Tollway customers: those who are planning trips and others with unpaid tolls.
4	In addition to supporting infrastructure improvements to promote opportunity for economic development in 2011, the Illinois Tollway committed to ensuring that goods and services funded by the Tollway come from as many Illinois businesses as possible, including small and minority owned-businesses.
4	Hosted a free Construction Networking Event to provide an opportunity for small businesses, including disadvantaged, minority- and women-owned business enterprises (D/M/WBE), to learn how to participate in upcoming projects, which provided small businesses involved in the heavy-highway construction industry the opportunity to establish or build relationships with larger construction contractors currently doing business with the Tollway. Hosted a free 2012 Road Work Ahead: Construction Careers Expo to help people interested in roadway construction careers learn more about the skills and training needed to work on upcoming projects. Hosted a free Professional Services Networking Event to provide an opportunity for small businesses, including disadvantaged, minority- and women-owned business enterprises (D/M/WBE), to learn how to participate in upcoming projects, which provided small businesses the opportunity to establish or build relationships with larger consulting firms currently doing business with the Tollway.
4	Reconvened the Earned Credit Program (ECP) Advisory Council, welcoming nine new members to expand the panel of experts assisting with diversity outreach efforts. The ECP is a rewards initiative that allows contractors and subcontractors to earn bid credits toward future Tollway construction bids when they hire from a pool of qualified, pre-screened job candidates, including underemployed African-Americans, Latinos, Asian-Americans, women, ex-offenders and veterans.
4	Hosted its first-ever, free Construction Contracts 101 Training Webinar for contractors who want to learn more about how to do business with the Illinois Tollway. The live, interactive webinar was geared toward contractors and specialty subcontractors in the heavy-highway construction industry who are interested in playing a role in the Tollway's new 15-year, \$12 billion capital program. Hosted live webcasts of all construction contract bid openings, offering the public and contractors the opportunity to watch and listen as the agency opens bid packages for the upcoming construction season.
4	Updated agency policies through posting on the Tollway website and inviting public comment. The public review is part of a new effort by the Tollway to ensure that the interests of those impacted by Tollway policy decisions have been considered.

Strategic Priorities	2012 Accomplishments
4,5	Worked to reduce costs and improve efficiencies in an effort to live within its means and be accountable to its customers who support the 286-mile system, leading to cost savings in several operational areas.

Strategic Priorities	2013 Goals/Objectives
1,2,3,4,5	Continue to uphold the Tollway's Mission Statement.
1,2,3,4,5	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.
1,2,5	Support the Tollway's 15 year, \$12 billion <i>Move Illinois</i> capital program.
4	Coordinate the improved efficiency of daily operations.

Exhibit 45

Department Headcount - Executive Office and Directors

Number of Positions

Position Title	FY2011	FY2012	FY2013
Administrative Manager to the Board	1	1	1
Chief of Staff	1	1	1
Deputy Chief of Staff	1	1	1
Executive Director	1	1	1
Executive Secretary	2	2	2
Senior Manager of Program Development	1	1	1
TOTAL	7	7	7

Exhibit 46

Finance

The Finance Department is responsible for 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

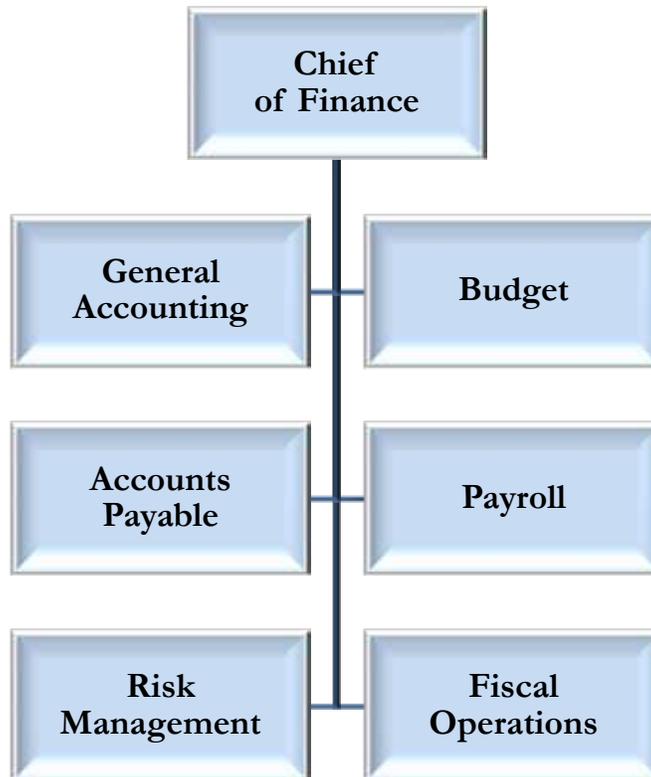


Exhibit 47

Department Budget					
Finance					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	680,866	2,576,245	2,596,740	20,495	0.8%
FICA and Retirement	2,448,947	1,126,824	1,211,223	84,399	7.5%
Payroll Subtotal	\$3,129,813	\$3,703,069	\$3,807,963	\$104,894	2.8%
Employee Group Insurance	24,669,426	25,130,000	26,310,000	1,180,000	4.7%
Worker's Compensation Insurance	3,638,504	7,300,000	7,425,000	125,000	1.7%
Outside Services	3,433,727	3,625,000	3,525,000	(100,000)	-2.8%
Property Insurance	1,321,490	2,300,000	2,457,000	157,000	6.8%
Bank Charges	137,737	214,000	220,000	6,000	2.8%
Bond Trustee/ Advisors	43,390	45,000	125,000	80,000	177.8%
Supplies - Office	17,588	21,000	20,000	(1,000)	-4.8%
Postage and Express	14,624	14,000	15,000	1,000	7.1%
Office Equipment - Maintenance	4,584	7,000	7,000	-	0.0%
Dues, Books and Subscriptions	3,959	7,000	7,000	-	0.0%
Printing and Publications	1,084	3,000	3,000	-	0.0%
Travel and Subsistence	176	2,000	2,500	500	25.0%
Employee Training	1,851	2,000	2,000	-	0.0%
Other Expenses	1,025	1,500	1,500	-	0.0%
Office Equipment	509	1,500	1,000	(500)	-33.3%
Supplies - Operational	155	250	300	50	20.0%
Subtotal	\$36,419,643	\$42,376,319	\$43,929,263	\$1,552,944	3.7%
Recovery of Expenses	(130,733)	(200,000)	(150,000)	50,000	25.0%
DEPARTMENT TOTAL	\$36,288,909	\$42,176,319	\$43,779,263	\$1,602,944	3.8%

Exhibit 48

The fiscal year 2013 Budget Request is \$43.8 million, an increase of \$1.6 million, or 3.8 percent, above the fiscal year 2012 Budget amount. Total payroll is \$3.8 million and includes 50 positions.

Maintenance and Operations Highlights

- Salaries and Wages increased \$20 thousand compared to the 2012 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements.

- FICA and Retirement increased by \$84 thousand compared to the 2012 Budget due to the average SERS pension contribution rate increase from 36.09 percent to 38.99 percent combined with the phasing of departmental vacancies.
- Group Insurance increased by \$1.2 million over the 2012 Budget based on a six percent increase in cost, projected employee enrollment and employee contributions towards their insurance coverage. This account includes group medical, dental, optical and life, as well as retiree health and life insurance.
- Workers' Compensation Insurance increased by \$125 thousand compared to the 2012 budgeted amount and is based on the latest actuarial study that takes into consideration the volume and value of claims.
- Property Insurance increased by \$157 thousand over the 2012 Budget reflecting a six percent economic impact. This account category covers buildings, bridges, vehicles and liability insurance.
- Outside Services decreased by \$100 thousand based on projected collection agency expenditures.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
2,4	Continued to improve efficiency of operations including service levels, internal controls and accountability.
1,2,3,4,5	Continued to manage and enhance the Catapult capital and maintenance and operations budgeting and financial reporting system, resulting in improved timeliness and accuracy of financial information critical to Tollway management.
1,2,3,4,5	Completed the financing of the first year of the <i>Move Illinois</i> Program and the eighth year of the CRP below planned amounts.
4	Received recognition from the Government Finance Officers Association (GFOA), through the Certificate for Excellence in Financial Reporting as well as the Distinguished Budget Presentation awards.
4	In addition to Quarterly Financial Reports for the Board, department chiefs were also provided quarterly maintenance and operations reports pertaining to their departments.
4	Proactively reviewed internal controls and implemented changes designed to accommodate new accounting standards required for government agencies.

Strategic Priorities	2012 Accomplishments
2,4	Implemented insurance requirements designed to protect the Tollway's interest while reducing costs to Tollway contractors.

Strategic Priorities	2013 Goals/Objectives
1,2,3,4,5	Continue to implement and monitor the <i>Move Illinois</i> Program and the Congestion-Relief Program.
1,2,3,4,5	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.
1,2,3,4,5	Implement modifications to the Construction Insurance Program to reduce the overall cost of construction and improve diversity of vendors.
2,4,5	Continue to work closely with the Treasury Office to improve returns on investment.
2,4,5	Work with Administration Department to develop and improve training and cross training staff.
2,4,5	Continue to improve financial systems and reporting through software enhancements and adherence to financial reporting standards.
4	Maintain a fiscally sound governmental organization that conforms to legal requirements and to generally accepted accounting and financial management principles.
4	Continue to work to ensure a successful debt management program, and to issue bonds to finance approximately \$1 billion of the <i>Move Illinois</i> Program at/or below planned costs.
4	Monitor opportunities to reduce reliance on third-party liquidity agreements in the Tollway's bond portfolio.

Exhibit 49

Department Headcount - Finance

Number of Positions

Position Title	FY2011	FY2012	FY2013
Accountant	2	2	2
Accounts Payable Representative	3	3	4
Assistant Supervisor Accounts Payable	1	1	1
Budget Analyst	2	1	1
Budget/General Accounting Clerk	1	1	1
Capital Budget Analyst	2	2	2
Capital Budget Manager	0	1	1
Capital Budget Specialist	1	1	1
Cashier	2	2	2
Cashier Supervisor	1	1	1
Cashier/General Accounting Assistant	2	2	2
Chief Accountant	2	2	2
Chief of Finance	1	1	1
Claims Adjuster	1	1	1
Controller	1	1	1
Construction Insurance Analyst	0	0	1
Deputy Chief of Finance	1	1	1
Disbursement Control Supervisor	1	1	1
Emergency Services Collection Analyst	1	1	1
Executive Secretary	1	1	1
Financial Planning Analyst	1	1	1
Fiscal Operations Manager	1	1	1
Insurance Claims Supervisor	1	1	1
Insurance Risk Manager	1	1	1
M and O Budget Manager	1	1	1
Payroll Analyst	3	3	4
Payroll Manager	1	1	1
Payroll Specialist	1	1	0
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
TOTAL	48	48	50

Exhibit 50

Information Technology Department

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

Information Technology oversees the following functions:

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

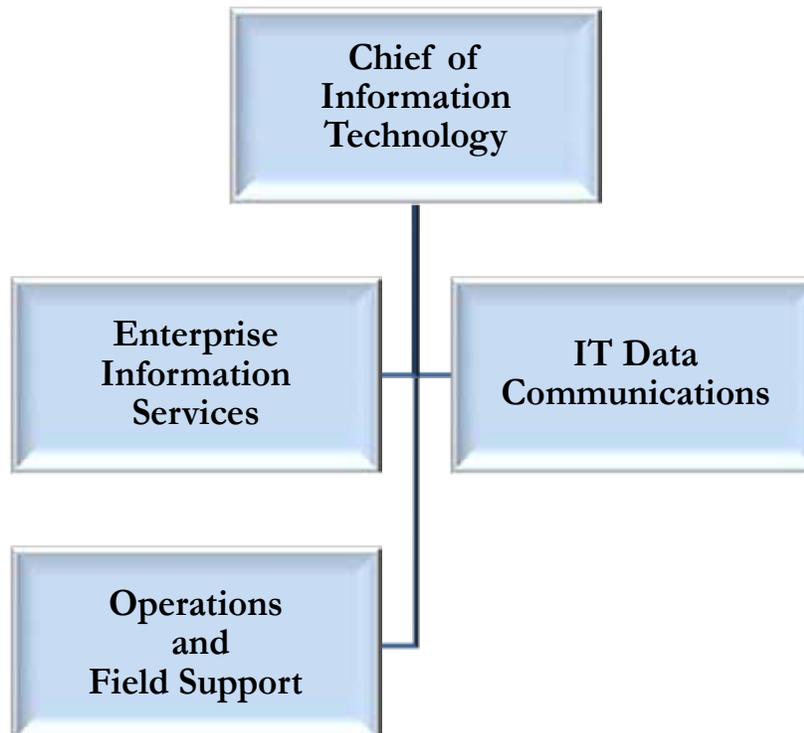


Exhibit 51

Departmental Budgets and Narratives

Department Budget					
Information Technology					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	3,716,987	4,507,793	4,362,034	(145,759)	-3.2%
FICA and Retirement	1,363,413	1,971,666	2,033,556	61,890	3.1%
Payroll Subtotal	\$5,080,400	\$6,479,459	\$6,395,590	(\$83,869)	-1.3%
Office Equipment - Maintenance	2,147,052	1,031,500	2,545,500	1,514,000	146.8%
Consulting Services	1,548,731	1,376,000	1,507,000	131,000	9.5%
Contracted Maintenance Service	767,652	856,100	856,100	-	0.0%
Telephone and Telegraph	556,551	480,000	480,000	-	0.0%
Outside Services	20,056	141,000	136,000	(5,000)	-3.5%
Replacement Parts	91,875	100,000	100,000	-	0.0%
Supplies - Operational	52,871	62,500	66,500	4,000	6.4%
Employee Training	4,919	30,995	30,995	-	0.0%
Materials - Operational	12,276	20,500	20,500	-	0.0%
Other Capital Equipment	4,375	10,000	10,000	-	0.0%
Supplies - Office	5,014	6,800	6,800	-	0.0%
Travel and Subsistence	2,913	5,000	5,000	-	0.0%
Tools and Equipment	3,107	5,000	5,000	-	0.0%
Postage and Express	1,675	2,700	2,200	(500)	-18.5%
Office Equipment	-	1,900	1,900	-	0.0%
Printing and Publications	1,622	1,850	1,850	-	0.0%
Uniforms and Accessories	1,016	2,100	1,800	(300)	-14.3%
Dues, Books and Subscriptions	1,242	1,600	1,600	-	0.0%
Other Expenses	639	1,600	1,600	-	0.0%
Building Equipment	-	400	400	-	0.0%
DEPARTMENT TOTAL	\$10,303,985	\$10,617,004	\$12,176,335	\$1,559,331	14.7%

Exhibit 52

The fiscal year 2013 Budget Request is \$12.2 million, an increase of \$1.6 million, or 14.7 percent, above the fiscal year 2012 Budget. Total payroll is \$6.4 million and includes 70 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$146 thousand compared to the 2012 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements offset by the phasing of 25 departmental vacancies.
- FICA and Retirement increased by \$62 thousand compared to the 2012 Budget due the average SERS pension contribution rate increase from 36.09 percent to 38.99 percent.
- Office Equipment–Maintenance increased by \$1.5 million mainly due to the transfer of the TRMMP software license renewals from Business Systems to IT for the implementation of disaster recovery. This category also includes costs for the Unisys mainframe and Kronos.
- Consulting Services increased by \$131 thousand. This category includes the IT Security/PCI audit, consulting services (SDI) and ISA audit.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
2,5	Work station/Monitors replacement – Efficiencies garnered by the upgrade in hardware resulted in reduced administrative and overhead expenses being passed on to the Tollways patrons. Ecological concerns are met by reducing energy waste, parts are recycled where possible, and the utilization of energy conscious providers and manufacturers were encouraged.
2,5	TRMMP Technology Refresh and Disaster Recovery System Build out – Provided new and upgraded platform to enhance and cultivate better customer service. Downtime at the Call Center is minimized to facilitate a more positive public opinion for the Tollway. The new equipment will provide a performance boost by reducing per call customer assistance metrics.
5	Data Center Improvement and Upgrade – 1) increase physical security 2) increase monitoring to facilitate problem management 3) environment control standards are now maintained.
2	Completed FCC required narrowbanding of the Tollway’s VHF and UHF Public Safety Radios.

Strategic Priorities	2012 Accomplishments
2	Replace Communications Towers at the M1 Alsip M6 Marengo, PL5 Belvidere and PL56 Highland Ave. sites.
2,5	Upgrade the Tollway's Private Branch Exchange (PBX) telephone system to a current system.
2	Replace Obstruction Lighting on Tollway communications towers with current technology.
2	Upgrade Telecommunications DC Power systems at selected Tollway sites.

Strategic Priorities	2013 Goals/Objectives
2,4,5	The replacement of all Tollway Corporate Infrastructure. All equipment will now be under manufacture support. It will include replacement of server equipment, disk equipment, a refresh of back-up and recovery equipment. It will include the upgrade of core application such as exchange email, SQL server, Sharepoint, and Evault for file and print. This project also includes building out a disaster recovery for core applications.
4,5	Replace Unisys Mainframe – replacement of the Tollway's mainframe will ensure that the financial applications will continue to function until a replacement for the applications are in place. The current mainframe systems have reached an end of life status.
2,3,4,5	Disaster recovery for the Tollway's web and e-commerce systems - The Tollway's website and IVR (Interactive Voice Response) systems provide customers with a self-service e-commerce environment for their I-PASS account maintenance needs, transponder ordering and activation, violation and unpaid toll payments. The web and IVR systems service 70 percent of our I-PASS account holders along with numerous users who make violation and unpaid toll payments. Residents of the State of Illinois and neighboring states rely upon the general information provided related to construction updates, maps, toll calculator, bids, doing business with the Tollway. The implementation of disaster recovery systems will ensure the availability of the Web site.

Exhibit 53

Department Headcount - Information Technology

Number of Positions

Position Title	FY2011	FY2012	FY2013
Antenna Specialist	2	2	2
Assistant Web Master	1	1	1
Business Systems Analyst	0	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
Deputy Chief of Business Systems	0	1	1
Deputy Chief of IT - Infrastructure and Development	0	0	1
Desktop Support Technician	0	1	1
Enterprise Information Services Manager	1	1	1
Executive Secretary	1	1	1
Field Network Engineer	1	1	1
Field Network Technician	4	5	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
Mobile Bench Technician	1	1	1
Mobile Installer	3	3	3
Mobile Shop Manager	1	1	1
Network Administrator	4	2	2
Network Support Administrator	1	0	0
Network Support Manager	1	1	1
Operations and Customer Support Manager	1	1	1
Oracle DBA	1	1	1
PBX Technician	1	1	1
Project Manager	3	4	4
Secretary III	2	2	2
Security Administrator	1	1	1
Senior Computer Operator	2	2	2
Senior Network Administrator	1	2	2
Senior Software Engineer	3	3	3
Senior Systems Analyst	3	3	3

Department Headcount - Information Technology (continued) **Number of Positions**

Position Title	FY2011	FY2012	FY2013
SQL/System Administrator	1	1	0
System Technician I	6	6	6
Systems Architecture and Engineering Manager	1	1	1
Systems Supervisor	1	1	1
Voice Communications Coordinator	1	1	1
WEB Development Coordinator	1	0	0
WEB Development Manager	1	1	1
Webmaster	1	1	1
Wireless Network Administrator	1	1	1
TOTAL	68	70	70

Exhibit 54

Office of the Inspector General

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

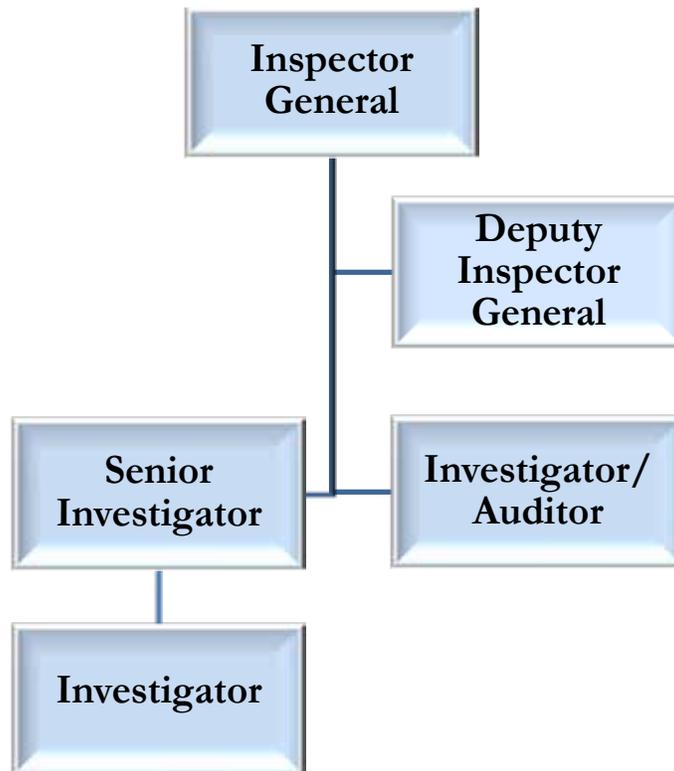


Exhibit 55

Department Budget					
Office of the Inspector General					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	433,055	503,648	533,921	30,273	6.0%
FICA and Retirement	157,145	221,340	249,042	27,702	12.5%
Payroll Subtotal	\$590,201	\$724,988	\$782,963	\$57,975	8.0%
Office Equipment - Maintenance	-	27,942	6,200	(21,742)	N/A
Employee Training	1,860	5,000	5,000	-	0.0%
Dues, Books and Subscriptions	5,312	6,400	5,000	(1,400)	-21.9%
Travel and Subsistence	562	4,000	4,000	-	0.0%
Supplies - Office	2,916	4,000	4,000	-	0.0%
Office Equipment	-	1,000	2,000	1,000	100.0%
Other Capital Equipment	-	1,000	2,000	1,000	100.0%
Postage and Express	251	150	500	350	233.3%
Supplies - Operational	50	200	200	-	0.0%
Tools and Equipment	-	200	200	-	0.0%
Printing and Publications	2	100	100	-	0.0%
DEPARTMENT TOTAL	\$601,154	\$774,980	\$812,163	\$37,183	4.8%

Exhibit 56

The fiscal year 2013 Budget Request is \$812 thousand, an increase of \$37 thousand, or 4.8 percent, above the fiscal year 2012 Budget amount. Total payroll is \$783 thousand and includes six positions

Maintenance and Operations Highlights

- Salaries increased by \$30 thousand compared to the 2012 Budget. This increase reflects phasing of a salary vacancy.
- FICA and Retirement increased by \$28 thousand compared to the 2012 Budget due to the average SERS pension contribution rate increase from 36.09 percent to 38.99 percent.
- Office Equipment-Maintenance decreased by \$22 thousand as a result of price negotiations on software maintenance.
- Dues, Books and Subscriptions decreased by \$1 thousand compared to the 2012 Budget.
- Office Equipment and Other Capital Equipment increased by \$1 thousand each for color printers.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
1,2,4,5	Provided investigative assistance to numerous internal departments and law enforcement agencies to support improvement in daily accomplishments and outside investigations and prosecutions.
1,4,5	Conducted detailed investigation of disadvantaged and minority enterprise participation in contracts, resulting in recommendations for improved management.
1,4	Reviewed benefits provided to employees resulting in restitution of amounts owed to the Tollway and recommendations for improved management.
1,4,5	Conducted several investigations regarding toll collections procedures resulting in criminal charges for thefts, restitution of amounts owed to the Tollway and recommendations for improved management.
4	Provided a review of hiring procedures, including Rutan requirements, with recommendations for improved methods for increased accountability and transparency.

Strategic Priorities	2013 Goals/Objectives
4,5	Provide appropriate notice of office investigative accomplishments to the Chairman, Board of Directors, Executive Staff, the Illinois Governor and the General Assembly.
2,3,4,5	Preserve and protect Tollway employee and program integrity.
2,3,4,5	Promote improved Tollway management regarding significant and/or planned matters.
1,2,3,4,5	Promote economy, efficiency and effectiveness in Tollway programs and operations.

Exhibit 57

**Department Headcount - Office of the Inspector
General**

Number of Positions

Position Title	FY2011	FY2012	FY2013
Administrative Assistant	1	1	1
Deputy Inspector General	0	1	1
Inspector General	1	1	1
Investigator	2	1	1
Investigator - Auditor	1	1	1
Senior Investigator	1	1	1
TOTAL	6	6	6

Exhibit 58

Internal Audit Department

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

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

The Internal Audit Department oversees the following functions:

- Internal Audit
- Toll Revenue Audit
- Vendor Compliance Audit

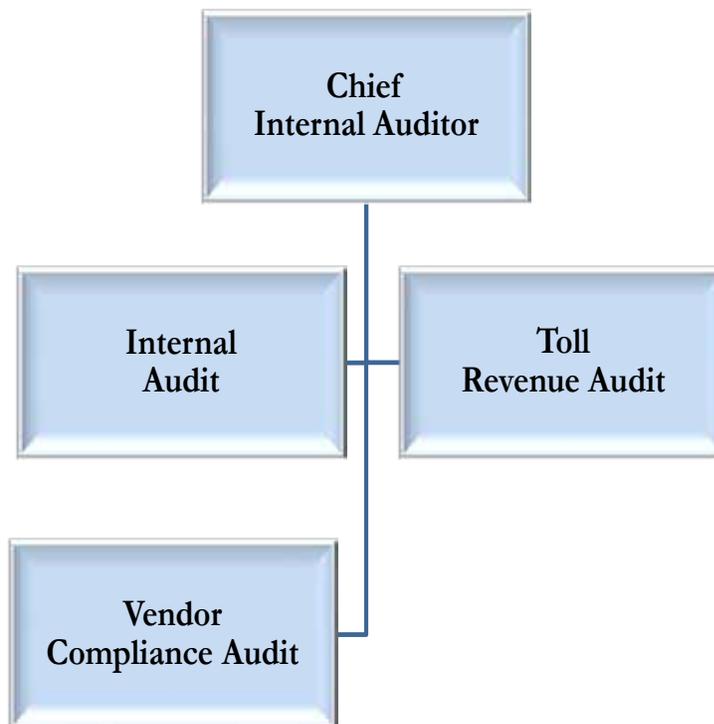


Exhibit 59

Department Budget					
Internal Audit					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	597,025	690,647	701,895	11,248	1.6%
FICA and Retirement	220,784	302,082	327,392	25,310	8.4%
Payroll Subtotal	\$817,809	\$992,729	\$1,029,287	\$36,558	3.7%
Employee Training	7,663	6,005	9,716	3,711	61.8%
Dues, Books and Subscriptions	1,610	1,935	2,825	890	46.0%
Supplies - Office	1,707	2,990	2,490	(500)	-16.7%
Travel and Subsistence	1,408	1,595	1,850	255	16.0%
Supplies - Operational	55	200	200	-	0.0%
Other Minor Accounts	-	10	-	(10)	-100.0%
DEPARTMENT TOTAL	\$830,252	\$1,005,464	\$1,046,368	\$40,904	4.1%

Exhibit 60

The fiscal year 2013 Budget Request is \$1.05 million, an increase of \$41 thousand, or 4.1 percent, above the fiscal year 2012 Budget amount. Total payroll is \$1.03 million and includes 10 positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$11 thousand compared to the 2012 Budget. This increase reflects annual wage adjustments required by collective bargaining adjustments partially offset by the elimination of one phased vacancy.
- FICA and Retirement increased by \$25 thousand compared to the 2012 Budget due to the average SERS pension contribution rate increase from 36.09 percent to 38.99 percent.
- Employee Training increased by \$4 thousand for additional training in 2013.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
4	Cycle Audits – Completed six scheduled and required cycle audits: Administrative Support Services; Budgeting, Accounting and Reporting; Revenues and Receivables; Property, Equipment and Inventories; Electronic Data Processing; Grant Administration.
4	FCIAA requirements - Completed all administrative requirements set forth within the Fiscal Control and Internal Auditing Act, including, but not limited to, development of the 2-year plan, presentations to the Board and Executive management on Internal Audit activities, completion of the annual certification letter to the Auditor General of the State of Illinois.
4	Audit Follow-Up - Performed follow-ups on all 2011 audit findings presented to management.
4	External Audits Coordination – Coordinated the external audits for the yearly compliance examination, PCI assessment and other outsourced audits.
4	Additional Audits – Performed three vendor audits, two pre-implementation reviews and four additional risk-based audits on such areas as contract line items and construction bidding.
4	Key Roles – Hired new Internal Audit manager.
4	Conducted exception based audits on approximately \$140 million in cash toll revenues representing over 100 million transactions.
4	Performed twelve money room revenue audits, 24 plaza audits, and five Customer Service Center oases audits. Assessed policies and procedures in the areas reviewed to ensure that state funds are properly secured, accounted for, deposited and reported.
4	Conducted weekly video reviews of all plaza digital video recorders (DVR's) and network video recorders (NVR's) to report any camera outages or DVR malfunctions, for prompt repair.
4	Implemented weekly queries of collector non-pay button usage for monitoring and reporting of mis-use to Toll Services and the Inspector General's office.
4	Reviewed approximately 300 video events relating to non-pay query investigations.

Strategic Priorities	2012 Accomplishments
4,5	Prepared an estimated 110 DVD copies of video events for various Tollway departments.
4	Reviewed 300 vault/bag tracking reports and reported any issues found.
4,5	Developed convoy button tracking of approximately 48,000 re-routed passes due to the plaza 17 bridge detours for 3+ months.
4	Implemented monthly checks and Toll Services notifications of Collector UOR documentation accuracy and worked wrong badge incidents.

Strategic Priorities	2013 Goals/Objectives
4	Cycle Audits - Perform four scheduled and required cycle audits: Agency Management & Oversight; Personnel & Payroll; Expenditure Cycle; Purchasing & Procurement.
4	Additional Audits - Perform additional non-cyclical audits based on yearly risk assessment results.
4	Audit Coordination - Coordinate with External Auditors and Tollway management on various audit engagements to ensure proper communication and efficiency.
4	Consulting Services - Provide consulting services on pre-implementation of electronic data processing systems and other areas of management request to help add value and improve governance, risk management and control processes.
4	Continue to test and verify accuracies in the areas of I-PASS collection, violations, and general toll revenue collection processes.
4	Perform safe audits and bank reconciliations of I-PASS and Violation revenues collected at the Central Administration Business Center and Oasis locations.
4	Assist in the conversion of analog cameras to digital at all plazas and implement a new digital video recording system to monitor 500+ cameras in the field
4	Review and report any discrepancies relating to cash toll revenue collections, and provide the Inspector General with any necessary documentation and assistance.
4	Continue to implement reports and processes that identify revenue leakage and provide recommendations to help minimize loss.
4	Develop new tracking methods of collector errors communicated to Toll Services for resolution.

Exhibit 61

Department Headcount - Internal Audit

Number of Positions

Position Title	FY2011	FY2012	FY2013
Chief Internal Auditor	1	1	1
Internal Audit Auditor	3	3	3
Internal Control and Compliance Manager	1	1	1
Internal Systems Auditor	1	1	1
Manned Lanes Control Clerk	1	1	1
Revenue Loss Specialist	1	1	0
Toll Audit Clerk	1	1	1
Toll Audit Manager	1	1	1
Toll Audit Supervisor	1	1	1
TOTAL	11	11	10

Exhibit 62

Legal Department

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

The Legal Department oversees the following functions:

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

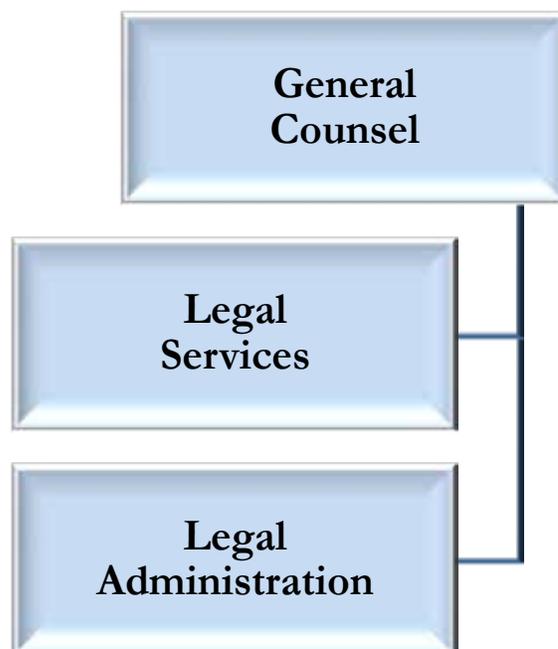


Exhibit 63

Department Budget					
Legal					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	921,097	958,949	1,023,299	64,350	6.7%
FICA and Retirement	337,649	419,435	477,308	57,873	13.8%
Payroll Subtotal	\$1,258,746	\$1,378,384	\$1,500,607	\$122,223	8.9%
Outside Services	268,706	225,000	225,000	-	0.0%
Dues, Books and Subscriptions	6,452	7,000	7,000	-	0.0%
Travel and Subsistence	4,889	5,500	5,500	-	0.0%
Supplies - Office	12,387	4,750	4,750	-	0.0%
Office Equipment	-	3,475	3,475	-	0.0%
Other Expenses	260	3,000	3,000	-	0.0%
Employee Training	1,540	2,500	2,500	-	0.0%
Supplies - Operational	10	1,900	1,900	-	0.0%
Postage and Express	1,572	1,900	1,900	-	0.0%
Telephone and Telegraph	-	525	525	-	0.0%
Subtotal	\$1,554,562	\$1,633,934	\$1,756,157	\$122,223	7.5%
Recovery of Expenses	(7,485)	(6,000)	(6,000)	-	0.0%
DEPARTMENT TOTAL	\$1,547,077	\$1,627,934	\$1,750,157	\$122,223	7.5%

Exhibit 64

The fiscal year 2013 Budget Request is \$1.8 million, an increase of \$122 thousand, or 7.5 percent, above fiscal year 2012 Budget amount. Total payroll is \$1.5 million and includes 12 positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$64 thousand compared to the 2012 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements and phasing of a salary vacancy.
- FICA and Retirement increased by \$58 thousand compared to the 2012 Budget due to the average SERS pension contribution rate increase from 36.09 percent to 38.99 percent.
- Non-payroll remained at the 2012 Budget level.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
4	Provided counsel for the Tollway’s capital financing initiatives.
2,4	Helped Engineering realize significant savings through engineering contract interpretations.
4	Coordinated review of potential errors and omissions by outside consultants.
4	Successfully defended several personal injury and workers compensation cases.
4	Successfully defended Tollway in class-action rate-increase lawsuit; (Appeal pending).
4	Integration with new General Counsel.

Strategic Priorities	2013 Goals/Objectives
1,2,3,4	Assist the Tollway in executing its capital program.
2,4,5	Help the Tollway make improvements to the violation enforcement and toll collection systems.
2,4,5	Assist the Tollway in increasing scope and quality of I-PASS services.
2,4	Engage in a proactive approach to litigation.

Exhibit 65

Department Headcount - Legal

Number of Positions

Position Title	FY2011	FY2012	FY2013
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	5	5	5
TOTAL	12	12	12

Exhibit 66

Procurement Department

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

The Procurement Department oversees the following functions:

- Purchasing
- Central Warehouse (CW)

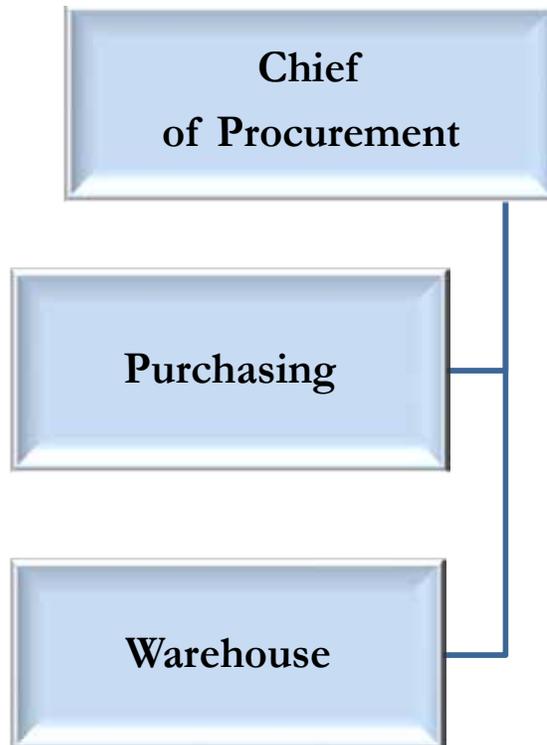


Exhibit 67

Department Budget					
Procurement					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	2,625,152	2,751,741	2,863,108	111,367	4.0%
FICA and Retirement	978,405	1,206,208	1,335,468	129,260	10.7%
Payroll Subtotal	\$3,603,557	\$3,957,949	\$4,198,576	\$240,627	6.1%
Supplies - Office	25,632	18,000	15,000	(3,000)	-16.7%
Outside Services	9,425	12,500	14,000	1,500	12.0%
Dues, Books and Subscriptions	3,389	9,500	9,500	-	0.0%
Employee Training	-	650	3,400	2,750	423.1%
Supplies - Operational	46,720	1,500	3,000	1,500	100.0%
Uniforms and Accessories	12,544	2,250	2,250	-	0.0%
Office Equipment Rentals	1,690	1,000	1,500	500	50.0%
Travel and Subsistence	384	1,600	1,100	(500)	-31.3%
Postage and Express	799	1,100	1,100	-	0.0%
Telephone and Telegraph	(8)	600	600	-	0.0%
Printing and Publications	9,589	500	500	-	0.0%
Other Expenses	7,708	250	250	-	0.0%
Office Equipment	-	250	250	-	0.0%
Other Minor Accounts	108,751	-	-	-	N/A
Subtotal	\$3,830,181	\$4,007,649	\$4,251,026	\$243,377	6.1%
Recovery of Expenses	(37,116)	(15,000)	(20,000)	(5,000)	-33.3%
DEPARTMENT TOTAL	\$3,793,065	\$3,992,649	\$4,231,026	\$238,377	6.0%

Exhibit 68

The fiscal year 2013 Budget Request is \$4.2 million, an increase of \$238 thousand, or six percent above, the fiscal year 2012 Budget amount. Total payroll is \$4.2 million and includes 54 positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$111 thousand compared to the 2012 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements and the phasing of departmental vacancies. The increase also includes two additional wages positions.
- FICA and Retirement increased by \$129 thousand compared to the 2012 Budget due to the average SERS pension contribution rate increase from 36.09 percent to 38.99 percent.
- Employee Training increased \$3 thousand to ensure staff is complying with all procurement regulations.
- Outside Services increased \$2 thousand based on historical expenditures.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
2,4	Completed the procurement process flows for every major procurement process.
2,4	Implemented the start of a new contract tracking system through Sharepoint that tracks the approval process of the Agency and State Purchasing Officer (SPO).
2,4	Strengthened the relationship between the Tollway and Executive Ethics Commission (EEC)
2,4	Provided critical input for recommendations for new legislation that impacts the procurement process.
2,4	Implementation of CMS-led procurement resolution in order to streamline the procurement process.
2,4	Implemented new evaluation guidelines and confidentiality agreements so that the evaluation process will be conducted fairly, impartially and with the utmost transparency.

Strategic Priorities	2013 Goals/Objectives
2,4	Reduce the number of expired contracts.
2,4	Begin the contract renewal process 6 – 12 months prior to the contract expiration (depending on the contract complexity).
2,4	Achieve optimal compliance with the state procurement requirements.
2,4	Manage the bid process fairly and impartially.
2,4	Implement a Job Order Contracting (JOC) environment.
2,4	Implement a vendor-managed inventory system.

Exhibit 69

Department Headcount - Procurement

Number of Positions

Position Title	FY2011	FY2012	FY2013
Accounts Payable Representative	2	2	2
Accounts Payable Specialist	1	1	0
Acting State Procurement Officer	1	0	0
Assistant Inventory Auditor	1	1	1
Buyer	7	8	7
Chief of Procurement	1	1	1
Clothing Room Clerk	1	0	0
Clothing Room Supervisor	1	1	1
Contract Administrator	3	2	2
Contract Expeditor	0	0	2
Executive Secretary	1	1	1
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	1	1	1
Messenger Services Supervisor	1	1	1
Messenger/Drivers	9	9	9
Procurement and Warehouse Manager	1	1	1
Property Control Auditor	2	2	2
Property Control Supervisor	1	1	1
Purchasing Coordinator	1	1	1
Purchasing Services Manager	1	1	1
Purchasing Supervisor	1	1	1
Senior Buyer	0	0	2
Senior Cost Analyst	1	0	1
Shipping and Receiving Auditor	1	1	1
Switchboard Operator	1	1	1
Warehouse Manager	1	1	1
Warehouse Workers	5	5	4
TOTAL	55	52	54

Exhibit 70

Illinois State Police District 15

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

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

State Police District 15 oversees the following functions:

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

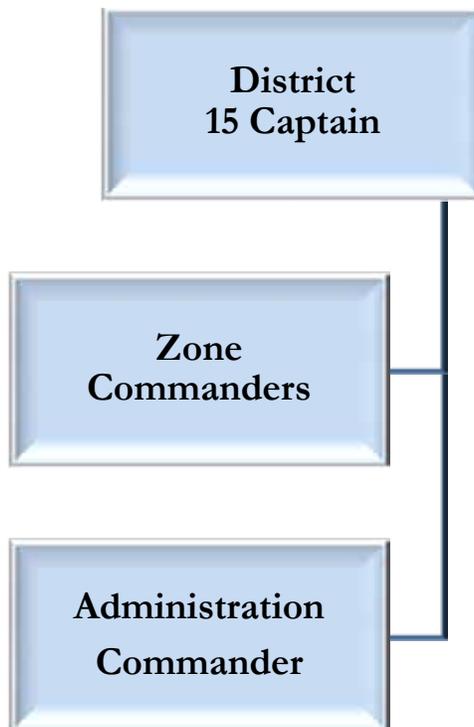


Exhibit 71

Departmental Budgets and Narratives

Department Budget					
State Police					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	17,738,750	18,000,511	18,474,572	474,061	2.6%
FICA and Retirement	5,751,745	6,804,681	7,519,452	714,771	10.5%
Payroll Subtotal	\$23,490,495	\$24,805,192	\$25,994,024	\$1,188,832	4.8%
Employee Group Insurance	2,675,740	2,718,000	2,880,000	162,000	6.0%
Office Equipment - Maintenance	120,032	155,300	202,284	46,984	30.3%
Supplies - Operational	79,679	204,200	160,000	(44,200)	-21.6%
Uniforms and Accessories	48,955	104,500	104,500	-	0.0%
Outside Services	113,589	90,000	95,000	5,000	5.6%
Police Capital Equipment	14,409	16,548	76,355	59,807	361.4%
Supplies - Office	21,624	33,250	36,000	2,750	8.3%
Telephone and Telegraph	(138,059)	28,500	28,500	-	0.0%
Postage and Express	17,730	22,800	23,000	200	0.9%
Employee Training	17,285	19,000	19,000	-	0.0%
Replacement Parts	10,875	14,250	14,250	-	0.0%
Office Equipment	700	7,700	11,250	3,550	46.1%
Dues, Books and Subscriptions	2,611	5,000	5,000	-	0.0%
Travel and Subsistence	2,981	4,750	4,750	-	0.0%
Printing and Publications	913	1,500	1,500	-	0.0%
Tools and Equipment	456	1,425	1,425	-	0.0%
Office Equipment Rentals	645	950	950	-	0.0%
Other Expenses	504	500	500	-	0.0%
Subtotal	\$26,481,166	\$28,233,365	\$29,658,288	\$1,424,923	5.0%
Recovery of Expenses	(11,019)	(87,500)	(25,000)	62,500	71.4%
DEPARTMENT TOTAL	\$26,470,147	\$28,145,865	\$29,633,288	\$1,487,423	5.3%

Exhibit 72

The fiscal year 2013 Budget Request is \$29.6 million an increase of \$1.5 million, or 5.3 percent, over the fiscal year 2012 Budget amount. Total payroll is \$26 million for 19 civilian positions and 180 Troopers.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$474 thousand compared to the 2012 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements offset by the phasing of departmental vacancies.
- FICA and Retirement increased by \$715 thousand compared to the 2012 Budget due to the

- average SERS pension contribution rate increase from 36.09 percent to 38.99 percent.
- Police Capital Equipment increased by \$60 thousand to fund new in-car video distribution boxes and laptop computer docking stations.
- Employee Group Insurance for 180 state troopers increased by \$162 thousand due to increased healthcare costs.
- Recovery of Expenses increased by \$63 thousand based on historical information.
- Office Equipment–Maintenance increased by \$47 thousand to fund a 4-year software/hardware warranty on 218 in-car video cameras and fund a 3-year anti-virus software agreement on 210 laptop computers.
- Supplies–Operational decreased by \$44 thousand based historical expenditures.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
4,5	AEDs – In 2012, District 15 supplied the Illinois Tollway maintenance trucks, help trucks, and maintenance buildings with Automated External Defibrillators (AEDs) to improve the Tollway’s ability to save lives.
2,3,4	Joint Details – District 15 partnered with other State Police Districts to conduct combined corridor enforcement details in areas where the Tollway intersects with other major Interstates. Some details included law enforcement from other states along with county and local agencies.
5	Accountability – All District 15 squad cars became equipped with an in car video system and are now in compliance with department policy and statutory law.
1,4,5	Media Presentation – The District 15 training room will be equipped with state of the art media technology to enhance training and provide an incident command room for critical events that will be available for the Illinois State Police and the Illinois Tollway.

Strategic Priorities	2013 Goals/Objectives
3,4,5	Reduce fatalities and serious injury accidents by strong enforcement of “fatal four” violations: DUI, speeding, occupant restraints and distracted driving.
1,2,5	Increase the size of the District 15 motorcycle unit in order to enhance response times to crashes and incidents that occur in the construction zones. Also, to assist in complying with the Governor’s Executive Order 11, fuel reduction, by utilizing vehicles that consume less fuel.
1,2	Combine three separate capital projects, the indoor firing range target retrieval system, the firearms animated training system and the indoor range bullet trap, in order to provide a more economical, safer and enhanced training and working environment for officers.
1,4,5	Remodel the Illinois State Police Operations Center by removing old work stations and installing new ergonomic work stations that have been proven to enhance job performance, help prevent injuries and accommodate individuals with various disabilities.

Exhibit 73

Department Headcount - State Police

Number of Positions

Position Title	FY2011	FY2012	FY2013
Administration Secretary	2	2	2
Crash Report Call Taker	1	1	2
Executive Secretary	1	1	1
Information Processor Operator	6	6	5
Investigations Secretary III	1	1	1
Police Records Analyst	1	1	1
Police Records Specialist	3	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	1	1	1
TOTAL	19	19	19

Exhibit 74

Toll Operations Department

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

The Toll Operations Department oversees the following functions:

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

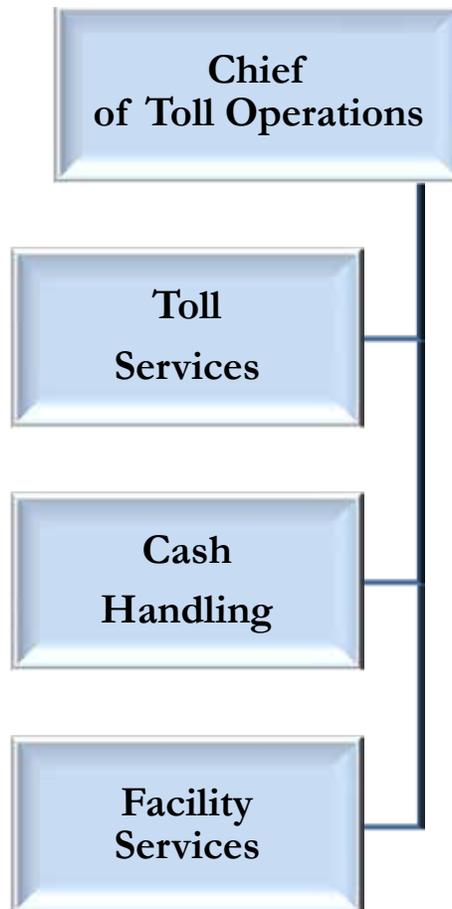


Exhibit 75

Departmental Budgets and Narratives

Department Budget					
Toll Operations					
Major Account Description	2011 Actual	2012 Budget	2013 Request	\$ Change from 2012 Budget	% Change from 2012 Budget
Salary and Wages	34,702,394	34,408,377	35,043,173	634,796	1.8%
FICA and Retirement	13,170,134	15,049,880	16,345,538	1,295,658	8.6%
Payroll Subtotal	\$47,872,528	\$49,458,257	\$51,388,711	\$1,930,454	3.9%
Utilities	4,595,849	4,101,000	3,301,000	(800,000)	-19.5%
Outside Services	353,895	421,559	529,559	108,000	25.6%
Supplies - Operational	477,618	544,700	505,000	(39,700)	-7.3%
Contracted Maintenance Service	95,150	190,500	318,500	128,000	67.2%
Armored Truck Service	159,610	270,000	270,000	-	0.0%
Materials - Operational	120,569	237,800	265,700	27,900	11.7%
Replacement Parts	208,115	251,190	253,690	2,500	1.0%
Uniforms and Accessories	167,776	152,500	172,500	20,000	13.1%
Supplies - Office	100,444	98,200	99,200	1,000	1.0%
Travel and Subsistence	62,494	69,100	63,100	(6,000)	-8.7%
Tools and Equipment	14,933	30,650	31,150	500	1.6%
Office Equipment - Maintenance	8,072	25,000	22,500	(2,500)	-10.0%
Office Equipment	-	17,325	21,325	4,000	23.1%
Other Capital Equipment	-	18,375	19,450	1,075	5.9%
Building Equipment	22,368	16,000	18,000	2,000	12.5%
Employee Training	6,176	18,000	16,000	(2,000)	-11.1%
Roadway Equipment	9,829	12,000	15,000	3,000	25.0%
Fuels and Oils	5,095	5,000	5,000	-	0.0%
Toll Collection Equipment	-	5,000	5,000	-	0.0%
Other Expenses	1,850	4,115	3,850	(265)	-6.4%
Dues, Books and Subscriptions	1,045	1,950	2,150	200	10.3%
Office Equipment Rentals	134	1,000	1,000	-	0.0%
Printing and Publications	860	1,700	700	(1,000)	-58.8%
Postage and Express	3,184	600	600	-	0.0%
Telephone and Telegraph	946	300	300	-	0.0%
Other Minor Accounts	2,286	-	-	-	N/A
Sub-Total	\$54,293,111	\$55,951,821	\$57,328,985	\$1,377,164	2.5%
Recovery of Expenses	(8,399)	-	-	-	N/A
DEPARTMENT TOTAL	\$54,284,712	\$55,951,821	\$57,328,985	\$1,377,164	2.5%

Exhibit 76

The fiscal year 2013 Budget Request is \$57.3 million, an increase of \$1.4 million, or 2.5 percent, above the fiscal year 2012 Budget amount. Total payroll is \$51.4 million and includes 646 positions

Maintenance and Operations Highlights

- Salaries and Wages increased by \$635 thousand compared to the 2012 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements partially offset by the reduction of 20 vacancies.
- FICA and Retirement increased by \$1.3 million compared to the 2012 Budget due to average SERS pension contribution rate increase from 36.09 percent to 38.99 percent.
- Utilities (electricity, natural gas and water) decreased by \$800 thousand by utilizing more energy efficient equipment (boilers, chillers, lighting) as well as identifying best rate structures and which meters belong to the Tollway and those that do not.
- Contracted Maintenance Service increased by \$128 thousand for preventative maintenance/repair on major building equipment such heating, ventilation, air conditioning, electrical distribution, elevators, vehicle hoists, fuel systems, fire alarms, etc; also, upgrade to 10 currency counting machines.
- Outside Services increased by \$108 thousand for repairs to overhead doors, generators, major plumbing, etc.

2012 Accomplishments and 2013 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

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

Strategic Priorities	2012 Accomplishments
1,2,3,4,5	Developed a process to professionally inspect, prioritize, repair and or replace the Tollway’s aging infrastructure.

Strategic Priorities	2012 Accomplishments
1,2,4,5	The Operations Department continued progress on a number of energy saving initiatives which included progress on the repair and reseal of the Central Administration building skylight. Additional energy saving initiatives included the procurement and installation of systemwide touch free hand driers, progress on the repair and/or replacement of several maintenance site and plaza building roofs, progress on the installation of back-up boiler systems at various plaza locations and the replacement of several air conditioning units. Standby generators were procured to ensure uninterrupted power to our unmanned plazas.
2,4	Tested and began use of “green” certified products.
2,4	Upgrade and replacement of Tollway fuel systems is in progress.
2,3,5	Designed and constructed a new State Police Training facility at the Central Warehouse building.
2,4	Began re-keying all State Police facilities systemwide to Primus System.
1,2,4,5	Created additional work space at Central Administration for eleven employees facilitating the <i>Move Illinois</i> Program.
1,2,4,5	Created additional work space at Central Administration for the Diversity Department.
1,2,4,5	Response time by Tollway operations staff to power outages continues to be outstanding. Well-maintained generator equipment and knowledge to repair the equipment in critical situations provides safe and timely travel systemwide.
1,2,4,5	Hired and trained over 50 seasonal toll collectors to staff mainline plazas during peak travel periods. Seasonal toll collectors are paid a non-union lower rate and are not entitled to benefits.

Strategic Priorities	2013 Goals/Objectives
2,4,5	Create a systemwide data base of all needed repairs and capital improvements (from information compiled in the annual field inspections) and create a capital plan based on priorities in each specific type code (roofs, plumbing, masonry, HVAC, electrical, etc.).
2,4	Work with industry experts to establish a plan, implement recommendations, and complete the application to the United States Green Building Counsel (USGBC) for LEEDS certification for the Central Administration building.
2,4,5	Establish needed contracts that will provide timely response in critical situations to repair or replace vital facility equipment and infrastructure systemwide.
2,4,5	Improved service request tracking will lead to an increase in the total number of service requests completed. Service requests will now contain detailed information that will provide clarity when comparing our costs to industry standards or benchmarks in the private sector.
2,4,5	Develop an asphalt resurfacing and seal coating program to extend the use of life of parking areas at Tollway facilities.

Strategic Priorities	2013 Goals/Objectives
2,3,4,5	Perform a detailed evaluation and redesign of the current electrical infrastructure and critical cooling at Central Administration to eliminate single point failures in all power distribution systems throughout the facility.
1,2,3,4,5	Continue to create working space for future Tollway employees involved in facilitating the <i>Move Illinois</i> Program.
2,4,5	Develop a masonry tuck pointing program to address issues related to cracked or missing mortar which will extend the life of masonry systemwide and reduce water infiltration problems that lead to mold or other undesired problems.
2,4,5	Develop a plan to perform mechanical upgrades to 32 elevators systemwide.
2,4,5	Develop an RFP for the purchase of utilities.
2,3,4,5	Continue to reduce the costs associated with utilities by identifying over billing, unmetered lighting and potential modifications with respect to roadway lighting.
2,3,4	Explore the use of “green” utilities.
2,3,4,5	Continue to strengthen protocols relative to the collection and processing of toll revenue and to mitigate leakage.
2,4,5	Continue to review staffing and shift assignments on a weekly/monthly basis to determine if we are utilizing staff efficiently.
4,5	The successful negotiation of a new SEIU Local 73 Collective Bargaining Agreement.
2,5	Continue to explore ways to reduce overtime department wide.
2,4	Continue to develop strategies that result in additional fuel reduction.

Exhibit 77

Department Headcount - Toll Operations

Number of Positions

Position Title	FY2011	FY2012	FY2013
Accounts Payable Representative	1	1	1
Administrative Manager of Toll Services	1	1	1
Building Engineer	0	0	1
Building Maintenance Manager	2	2	2
Carpenter Shop Manager	1	1	1
Carpenter Shop Supervisor	1	1	1
Cash Handling Manager	1	1	1
Cash Handling Supervisor	1	1	1
Chief of Operations	1	1	1
Coin Counters	15	15	15
Custodial Manager	1	1	1
Custodial Supervisor	3	3	3
Custodian I	0	0	0
Custodian II	44	43	40
Custodian III	12	12	13
Custodian Clerk	0	1	0
Deputy Chief of Toll Ops	0	0	1
District Supervisor	3	3	3
Equipment Operators Laborers	1	1	1
Executive Secretary	1	1	1
Facility Services Manager	1	1	1
General Manager of Toll Services	1	1	1
Intake Specialist	1	1	1
Lead Supervisor Money Room	1	1	1
Maintenance System Analyst	0	1	1
Mechanical Electrical	17	17	19
Money Room Clerk	1	1	1
Money Truck Drivers	12	11	11
Office Supervisor - Cash Handling	1	1	1
Painter	7	7	7
Plaza Manager	16	16	16
Plaza Supervisor	22	22	24
Secretary II	1	2	1
Secretary III	1	0	1
Section Clerk	3	3	4
Senior Building Inspector	1	1	1
Structural	13	13	13
Supervisor Money Room	1	1	1
Toll Collector	496	476	452
Toll Compliance Specialist	1	1	1
TOTAL	686	666	646

Exhibit 78



Crews install beams on the Tri-Level Bridge ramp structure from northbound Tri-State Tollway (I-294) to west-bound Jane Addams Memorial Tollway (I-90)

Traffic moves on the newly reconstructed Tri-Level Bridge ramps from the Tri-State Tollway (I-294) to the Jane Addams Memorial Tollway (I-90)



Capital Program



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Introduction

The Capital Budget is comprised of two major programs. The newest program, *Move Illinois: The Illinois Tollway Driving The Future* is a 15-year program which extends from 2012 through 2026 and includes anticipated capital investments totaling \$12.2 billion. The fiscal year 2013 Capital Budget allocates \$770.9 million to fund the second year of the *Move Illinois* Program.

The second program is the Congestion-Relief Program (CRP). The 12-year Congestion-Relief Program, which began in 2005 and will be completed by 2016, is currently estimated at \$5.8 billion. The fiscal year 2013 Capital Budget allocates \$101.1 million to fund the ninth year of the CRP. Additionally, the fiscal year 2013 Capital Budget allocates approximately \$79.3 million to fund "Other" capital projects to support ongoing operations of the Tollway; it is anticipated \$50 million will be expended.

Capital Program			
(\$ millions)			
	2011 Actual Expenditures	2012 Estimated Expenditures	2013 Request
Move Illinois Program			
Existing System Needs	\$0.0	\$100.6	\$601.8
System Expansion	0.0	35.4	169.1
Move Illinois Program Total	\$0.0	\$136.0	\$770.9
Congestion-Relief Program and "Other" Capital Projects			
Congestion-Relief Program	\$122.5	\$241.9	\$101.1
"Other" Capital Projects*	44.9	41.0	79.3
Congestion-Relief Program and "Other" Capital Projects Total	\$167.4	\$282.9	\$180.4
Capital Program Total	\$167.4	\$418.9	\$951.3

* 2013 "Other" Capital Request of \$79.3 million includes \$44.2 million new and \$35.2 million carryover, of which \$50 million is estimated to be expended. Total capital spending is expected to be \$922 million.

Exhibit 79

Move Illinois: The Illinois Tollway Driving The Future

In August 2011, the Illinois Tollway approved a comprehensive 15-year (2012-2026) capital program - *Move Illinois: The Illinois Tollway Driving The Future* to complete the rebuilding of the 52-year-old Tollway system and commit \$12.2 billion in transportation funding to improve mobility, relieve congestion, reduce pollution and link economies across Northern Illinois.

Move Illinois Program		
(\$ millions)		
	2012 Estimated Expenditures	2013 Request
Existing System Needs		
Jane Addams Memorial Tollway (I-90)	\$50.4	\$411.7
Tri-State Tollway (I-94/ I-294/ I-80)	1.4	18.1
Veterans Memorial Tollway (I-355)	0.1	19.5
Reagan Memorial Tollway (I-88)	2.0	0.0
Systemwide Improvements	46.7	152.5
Existing System Needs Total	\$100.6	\$601.8
System Expansion		
Tri-State (I-294)/ I-57 Interchange	\$14.9	\$66.7
Elgin O'Hare Western Access	20.4	95.6
Illinois Route 53/ Illiana Expressway Studies	0.2	6.8
System Expansion Total	\$35.4	\$169.1
Move Illinois Program Total	\$136.0	\$770.9

Exhibit 80

Overview: 2012 *Move Illinois* Program Year One

Jane Addams Memorial Tollway (I-90)

Most work on the Jane Addams corridor under CRP focused on reconstructing and widening near Rockford from I-39 to Rockton Road near the state line. The *Move Illinois* Program will complete the reconstruction and widening from I-39 to the Kennedy Expressway. Design began in the spring for these reconstruction and widening projects, earning approximately \$27.6 million in 2012. A transit accommodation study also began in 2012 to evaluate feasible options of incorporating transit along the corridor. Approximately \$18.1 million will be spent in construction advance work to widen the inside median to provide areas for traffic transitions during future reconstruction and widening. In

total, \$50.4 million will be spent on the corridor in 2012.

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

As part of the CRP, the Tollway rebuilt and widened the majority of the Tri-State Tollway, and the *Move Illinois* Program continues this effort. As part of *Move Illinois*, the Tollway will invest more than \$2.1 billion to complete improvements to the central Tri-State Tollway and the Edens Spur. Approximately \$1.4 million will be expended in 2012 for design and construction of noise wall extensions near Plainfield Road, as well as design for reconstruction and rehabilitation of several ramps along the corridor.

Veterans Memorial Tollway (I-355)

With the successful extension of the Veterans Memorial Tollway from I-55 to I-80 under the CRP, resurfacing efforts continue for the mainline north of I-55 under the *Move Illinois* Program. Resurfacing from I-55 to Army Trail Road will commence in 2013 following design completed under CRP in 2012.

Reagan Memorial Tollway (I-88)

A significant portion of the Reagan Memorial Tollway was reconstructed and widened under the CRP. Approximately \$2 million in utility and fiber optic relocation work will be done in 2012 under the *Move Illinois* Program.

Systemwide Projects

Approximately \$46.7 million will be expended in 2012 for systemwide projects. Construction began on the \$37.5 million interchange at I-90 and Illinois Route 47 in Huntley, which will continue through 2013. Other expenditures included design for bridge, pavement and safety upgrades systemwide, system enhancement services for Information Technology (IT)/Intelligent Transportation Systems (ITS) and program support services.

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

Construction and inspection began early in 2012 with reconstruction of the mainline bridges over 147th Street. Building demolition and tree removal were awarded later in the year for future ramp construction. In 2012, total expenditures for this corridor is expected to be \$14.9 million.

Elgin O'Hare Western Access

Approximately \$20.4 million in design and corridor management efforts began in 2012 in anticipation of the U.S. DOT's Record of Decision in December, leading to the start of construction as soon as 2013. Approximately \$6.3 million of this will be expended for design corridor management to continue preliminary design started by IDOT, and to develop a design and construction schedule for the corridor through 2026. Various geotechnical, surveying and land acquisition efforts are underway. Design for the mainline from U.S. Route 20 to Illinois Route 83 and reconstruction of the Devon Avenue bridge began late in 2012 and will continue into 2013.

Regional Growth Engineering Studies

Approximately \$167 thousand is expected to be spent in 2012 to begin feasibility studies for the pos-

sible extension of Illinois Route 53 north of Lake Cook Road and the proposed Illiana Expressway connecting I-65 in Indiana to I-80 in Illinois west of Joliet.

Overview: 2013 *Move Illinois* Program - Year Two

In 2013, the fiscal year capital budget includes funding for the second year of the \$12.2 billion, 15-year *Move Illinois* Program. For fiscal year 2013, \$770.9 million is allocated for *Move Illinois*.

Existing System Needs

The existing system needs are the Tollway's main priority. The new program commits funds to rebuild the remaining critical pieces of the Illinois Tollway system - rebuilding and widening the 52-year old Jane Addams Memorial Tollway (I-90) with accommodations for transit from the Tri-State Tollway (I-294) to Rockford and rebuilding more than 20 miles on the central Tri-State Tollway (I-294) and the Edens Spur (I-94). Existing system needs will also provide preservation of the Reagan Memorial Tollway (I-88) and the Veterans Memorial Tollway (I-355), construct the Illinois Route 47 Interchange on I-90, repair bridges systemwide and reconstruct and rehabilitate maintenance facilities. The program also includes upgrades for toll collection technology and non-toll collection technology, program support and other capital needs.

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.

The current *Move Illinois* Program budget for the Jane Addams Memorial Tollway is \$2.3 billion. Approximately \$411.7 million will be expended on the Jane Addams Memorial Tollway in 2013. Reconstruction and widening work will begin on the eastbound I-90 mainline from Mill Road to Illinois Route 47. This work will also incorporate the reconstruction of the Lee Street Interchange, as well as widen and reconstruct bridges at the Union Pacific (formerly C&NW) Railroad, Mosquito Creek, Coon Creek, U.S. 20, Bartlett Road and the Kishwaukee River.

Jane Addams Memorial Tollway (I-90)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2013 Request
Reconstruct					
Infrastructure Replacement/ Congestion Relief	Reconstruct 6 Lanes/ Add 2 Lanes	Kennedy Expressway to Elgin Toll Plaza (9) (MP 79.0 to 54.0)	25.0	2013-2016	\$34.6
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Elgin Toll Plaza (9) to Illinois Route 47 (MP 54.0 to 46.5)	7.5	2013-2016	\$88.8
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Illinois Route 47 to I-39 (MP 46.5 to 17.5)	29.0	2013-2016	\$257.2
Congestion Relief	Transit Accommodation Widen Inside Lane and Shoulder	Kennedy Expressway to I-39 (MP 79.0 to 17.5)	61.5	2013-2016	\$0.8
	Utilities / ROW and Corridor Support	Corridorwide			\$30.3
Jane Addams Memorial Tollway (I-90) Total:					\$411.7

Exhibit 81

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

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

As part of the *Move Illinois* Program, the Tollway will invest more than \$2.1 billion to improve the Tri-State Tollway. In 2013, the Tollway expects to commit \$18.1 million for bridge and ramp repairs on this corridor.

Tri-State Tollway (I-80/ I-294/ I-94)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2013 Request
Reconstruct					
Infrastructure Replacement	Reconstruct 8 Lanes	95th Street to Balmoral Avenue (MP 17.7 to 40.0)	22.3	2020-2022	\$0.1
	Utilities / ROW and Corridor Support	Corridorwide			\$0.1
Subtotal:					\$0.2
Restore					
Infrastructure Renewal	Bridge and Ramp Repairs	Bishop Ford Expressway to Russell Road (MP 0.0 to 52.8 (I-294); MP 0.5 to 25.7 (I-94))	78.0	2012-2026	\$17.8
Subtotal:					\$17.8
Tri-State Tollway (I-80/ I-294/ I-94) Total:					\$18.1

Exhibit 82

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 opened in 1989. In November 2007, a new 12.5 mile extension opened connecting I-55 to I-80, and lengthening the Veterans Memorial Tollway to 29.8 miles.

In 2013, an estimated \$19.5 million will be spent on the Veterans Memorial Tollway for pavement resurfacing from I-55 to Army Trail Road.

Veterans Memorial Tollway (I-355)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2013 Request
Restore					
Infrastructure Renewal	Mill, Patch and Overlay	I-55 to Boughton Road, Collector-Distributor Roads, and North Avenue to Army Trail Road (MP 12.5 to 30.0)	17.5	2013	\$18.6
	Utilities / ROW and Corridor Support	Corridor wide			\$0.8
Veterans Memorial Tollway (I-355) Total:					\$19.5

Exhibit 83

Systemwide Projects

Approximately \$152.5 million will be spent in 2013 on systemwide improvements including: the interchange at I-90 and Illinois Route 47; bridge, pavement and safety improvements; toll collection, IT/ITS and maintenance facility upgrades. Of this, \$22.6 million will be spent on program support activities, including project management services, materials engineering services, support staff, and land acquisition support services.

Systemwide					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2013 Request
Systemwide Maintenance Facilities					
Infrastructure Replacement	Reconstruct	All	n/a	2013-2026	\$12.1
Systemwide Maintenance Facilities Subtotal:					\$12.1
Systemwide Improvements					
Infrastructure Renewal	Bridge, Pavement, Drainage and Safety Appurtenance Repairs	Systemwide	n/a	2012-2026	\$49.5
Infrastructure Enhancement	Business Systems/ IT and ITS Upgrades	Systemwide	n/a	2012-2026	\$41.8
Access Expansion	Service Interchanges	Systemwide	n/a	2012-2026	\$26.5
Program Support	Program Support	Systemwide	n/a	2012-2026	\$22.6
Systemwide Improvements Subtotal:					\$140.4
Systemwide Total:					\$152.5

Exhibit 84**System Expansion**

The *Move Illinois* Program includes regional projects that will promote economic development by providing an opportunity to stimulate local economies and provide infrastructure improvements necessary to continue to support the quick and efficient transport of goods, services and workers. The capital program includes a new interchange to connect the Tri-State Tollway (I-294) to I-57 - one of only two places in the nation where interstates cross but do not connect, and a new all-electronic Elgin O'Hare Western Access that will provide western access to one of the nation's busiest airports. The *Move Illinois* Program also includes accommodations for transit on the Jane Addams Memorial Tollway (I-90), as well as planning for the Illinois Route 53/120 Corridor and Illiana Expressway.

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

The *Move Illinois* Program includes construction of a new interchange at the Tri-State Tollway (I-94)/I-57 where no interchange currently exists. The proposed construction will provide access between two major interchanges in the southern Chicago metropolitan region.

Approximately \$66.7 million will be spent in 2013 on the I-294/ I-57 Interchange. The work includes a new ramp from northbound I-57 to northbound I-294 including a new flyover, a new ramp from southbound I-294 to southbound I-57, construction of a toll plaza and retaining walls, land acquisition and utility relocations, as well as ongoing inspection and construction.

Tri-State (I-294)/I-57 Interchange					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2013 Request
System Expansion	New Ramps, Structures and Toll Plazas	New Ramps to and from I-294 and I-57 and to and from 147th Street	n/a	2012-2014	\$48.8
	Utilities / ROW and Corridor Support		n/a	2012 - 2024	\$17.9
Tri-State (I-294)/I-57 Interchange Total:					\$66.7

Exhibit 85

Elgin O'Hare Western Access (EOWA)

The *Move Illinois* Program includes the conversion of the existing Elgin O'Hare Expressway from U.S. Route 20 in Hanover Park to I-290 to a tollway, as well as construction of a new tollway from I-290 to the west side of O'Hare International Airport, and construction of western access from I-90 to I-294. These improvements will provide access to O'Hare Airport from the west and improve travel efficiency by reducing congestion on the local street network.

An estimated \$95.6 million will be expended in 2013 on the Elgin O'Hare Western Access. Noise wall design will continue and construction will begin later in the year along with other advanced construction. A number of right-of-way purchases and design for utility relocation will occur on the existing Elgin O'Hare. Design will continue on the extension from I-290 to York Road and the I-90/Elmhurst Road interchange, including local road improvements. Construction of the southbound Elmhurst Road bridge over I-90 at the interchange will begin once right-of-way has been purchased. Master Plan design and right-of-way purchases will begin on the south leg of the western access and corridor wide surveying will also continue.

Elgin O'Hare Western Access

(\$ millions)

Need	Project Type	Project Limits	Length (miles)	Construction Period	2013 Request
System Expansion	Repair 4 Lanes/ Add 2 Lanes	Existing Elgin O'Hare Expressway U.S. Route 20 to Rohlwing Road	6.0	2013	\$36.1
	Construct 4 New Lanes	Elgin O'Hare Extension Rohlwing Road to York Road via Thorndale Avenue	4.8	2014-2017	\$26.0
		South Leg of Western Access Thorndale Avenue to I-294 via York Road	3.0	2018-2022	\$15.4
		North Leg of Western Access Thorndale Avenue to I-90 via York Road	3.2	2023-2025	\$14.5
	Utilities / ROW and Corridor Support		n/a	2012 - 2024	\$3.5
Elgin O'Hare Western Access Total:					\$95.6

Exhibit 86**Illinois Route 53/ Illiana Expressway Studies**

The *Move Illinois* Program includes planning studies for the extension of Illinois Route 53 from Lake Cook Road north into Lake County and the Illiana Expressway from the Illinois/Indiana state line west to I-80, including environmental studies.

Approximately \$6.8 million will be spent in 2013 on feasibility studies for possible extension of Illinois 53 north of Lake Cook Road and the proposed Illiana Expressway connecting I-65 in Indiana to I-80 in Illinois west of Joliet.

Illinois Route 53 Extension / Illiana Expressway Engineering Studies

(\$ millions)

Need	Project Type	Project Limits	Length (miles)	Construction Period	2013 Request
System Expansion	New Routes	Planning Studies For Illinois Route 53 Extension and Illiana Expressway	n/a	n/a	\$6.8
Illinois Route 53 Extension / Illiana Expressway Engineering Studies Total:					\$6.8

Exhibit 87

Congestion-Relief Program and “Other” Capital Projects

The 2013 fiscal year capital budget reflects the Tollway’s commitment to maintain and upgrade the existing facilities and infrastructure of the system. The budget includes funding for the ninth year of the \$5.8 billion, Congestion-Relief Program (CRP). For fiscal year 2013, \$101.1 million is allocated for the CRP and \$79.3 million is allocated to support other needs such as roadway equipment and vehicles, building repairs and improvements, and technological equipment and enhancements. The 2013 “Other” Capital Projects request totals \$79.3 million; it is anticipated an estimated \$50 million will be expended.

Congestion-Relief Program and "Other" Capital Projects

(\$ millions)

	2011 Actual Expenditures	2012 Estimated Expenditures	2013 Request
Congestion-Relief Program (CRP)			
Tri-State Tollway (I-94/ I-294/ I-80)	\$13.8	\$121.7	\$18.8
Jane Addams Memorial Tollway (I-90)	62.6	23.5	3.5
Reagan Memorial Tollway (I-88)	4.5	69.0	5.5
Veterans Memorial Tollway (I-355)	4.3	2.5	3.7
Open Road Tolling (ORT)	1.7	0.8	4.1
Systemwide Improvements	35.6	24.2	65.4
Congestion-Relief Program Subtotal	\$122.5	\$241.9	\$101.1
"Other" Capital Projects Subtotal *	44.9	41.0	79.3
CRP and "Other" Capital Projects Total	\$167.4	\$282.9	\$180.4

* 2013 Request includes \$44.2 million new and \$35.2 million carryover, of which \$50 million is estimated to be expended.

Exhibit 88

Congestion-Relief Program

Overview: Congestion-Relief Program 2005 through 2012

By the end of 2012, the Tollway will have spent an estimated \$5.0 billion (net of intergovernmental agreements) of the estimated \$5.8 billion on design and construction contracts to complete 86.9 percent of the Congestion-Relief Program (CRP) on schedule and on budget.

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

An estimated \$1.9 billion or 97.8 percent of approximately \$2.0 billion of the CRP will be expended on the Tri-State Tollway by the end of 2012.

Reagan Memorial Tollway (I-88)

Nearly \$791.5 million or 82.7 percent of an estimated \$956.9 million of the CRP will be expended on the Reagan Memorial Tollway by the end of 2012.

Jane Addams Memorial Tollway (I-90)

On the Jane Addams Memorial Tollway, approximately \$383.9 million or 66.5 percent of the \$577.3 million allocated in the CRP will be expended by the end of 2012.

Veterans Memorial Tollway (I-355)

By the end of 2012, more than \$834.2 million or 99.6 percent of \$837.9 million of the CRP will be expended on the Veterans Memorial Tollway.

Open Road Tolling (ORT)

As of year-end 2012, approximately \$702.0 million or 98.2 percent of the \$715.1 million allocated in the CRP will be expended to deliver open road tolling.

Systemwide Improvements

By the end of 2012, the Tollway will have expended approximately \$423.6 million or 55.3 percent of the \$765.4 million estimate for systemwide improvements, which includes bridge and pavement rehabilitation, interchange improvements, program management services and other similar professional services.

Overview: 2013 Congestion-Relief Program Year Nine

The 2013 fiscal year capital budget reflects the Tollway's commitment to maintain and upgrade the existing facilities and infrastructure of the system. The budget includes funding for the ninth year of the \$5.8 billion, Congestion-Relief Program (CRP). For fiscal year 2013, \$101.1 million is allocated for the CRP.

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

The Tri-State Tollway is the main bypass around Chicago, starting from an intersection with Illinois Route 394, near South Holland, to just south of the Wisconsin state line. As part of the CRP, the Tollway has invested more than \$1.8 billion to improve the Tri-State Tollway.

The 2013 capital budget for the Tri-State Tollway corridor is \$18.8 million mainly associated with the completion of 2012 resurfacing and bridge repairs from 95th Street to Balmoral Avenue. The relocation of Dixie Creek is also scheduled to be completed by the end of 2013 for the new I-294/ I-57 Interchange that is being constructed under *Move Illinois*.

Tri-State Tollway (I-80/ I-294/ I-94)				
Project	Scope	Length (miles)	Estimated Construction Period	2013 Request (millions)
Reconstruct				
Reconstruct / Add Lane	Balmoral Avenue to Dempster (MP 40.2 to 44.0)	3.8	2005-2013	\$0.7
Reconstruct / Add Lane	Half Day Road to Illinois Route 137 (MP 56.5 to 64.4)	7.9	2007-2013	\$0.2
Subtotal:				\$0.8
Resurface				
Rehabilitate / Resurfacing	95th Street to Balmoral Avenue (MP 17.6 to 40.5)	22.9	2012 - 2013	\$11.6
Subtotal:				\$11.6
I-294/I-57 Interchange (Inter-Agency Project)				
Reconstruct	Relocate Dixie Creek		2012-2013	\$6.4
Subtotal:				\$6.4
Tri-State Tollway (I-80/ I-294/ I-94) Total:				\$18.8

Exhibit 89

Jane Addams Memorial Tollway (I-90)

The current CRP projected expenditures at completion for the Jane Addams Memorial Tollway is \$577.3 million. The Jane Addams Memorial Tollway runs in a northwest direction from near O'Hare International Airport to near South Beloit.

In 2013 the \$3.5 million capital budget is associated with advance design work for *Move Illinois* I-90 rebuilding and widening projects.

Jane Addams Memorial Tollway (I-90)				
Project	Scope	Length (miles)	Estimated Construction Period	2013 Request (millions)
Design / Studies				
Rehabilitate / Resurfacing	Kennedy Expressway to Illinois Route 53 (MP 78.6 to 68.2) - Design Only	10.4	2010-2013	\$0.2
Subtotal:				\$0.2
Restore				
Rehabilitate / Resurfacing / Add Lane	Illinois Route 53 to Elgin Plaza (MP 68.2 to 53.8)	14.4	2010-2013	\$2.6
Rehabilitate / Resurfacing / Add Lane	Elgin Plaza to Sandwald Road (MP 53.8 to 45.0)	8.8	2010-2013	\$0.5
Rehabilitate / Resurfacing / Add Lane	Sandwald Road to Newburg Road (MP 45.0 to 16.9)	28.1	2010-2013	\$0.2
Subtotal:				\$3.3
Jane Addams Memorial Tollway (I-90) Total:				\$3.5

Exhibit 90

Reagan Memorial Tollway (I-88)

The current CRP projected expenditures at completion for the Reagan Memorial Tollway is \$956.9 million. The Reagan Memorial Tollway runs east-west from Hillside to Rock Falls.

The 2013 capital budget for this corridor is \$5.5 million to complete the rehabilitation and repair of pavement and bridges between Illinois Route 251 and Illinois Route 56, as well as the mainline rebuilding and widening from Illinois Route 56 to Deerpath Road, which were awarded in 2012.

Reagan Memorial Tollway (I-88)				
Project	Scope	Length (miles)	Estimated Construction Period	2013 Request (millions)
Reconstruct				
Reconstruct / Add Lane	Deerpath Road to Illinois Route 56 (MP 113.3 to 114.3)	1	2012-2013	\$0.6
Restore				
Resurface	Deerpath Road to Illinois Route 251 (MP 76.2 to 113.5)	3.2	2012-2013	\$4.9
Reagan Memorial Tollway (I-88) Total:				\$5.5

Exhibit 91

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 opened in 1989. On Veterans Day 2007, a new 12.5 mile extension opened connecting I-55 to I-80, lengthening the Veterans Memorial to 29.8 miles. At the end of 2013, more than \$837.9 million will be invested in widening, rehabilitating and extending the Veterans Memorial Tollway as part of the CRP.

The 2013 capital budget for this corridor is \$3.7 million to fund the replacement of the tunnel lighting under I-88.

Veterans Memorial Tollway (I-355)				
Project	Scope	Length (miles)	Estimated Construction Period	2013 Request (millions)
Restore				
Resurfacing	I-55 to Army Trail Road	13	2009-2013	\$3.7
Veterans Memorial Tollway (I-355) Total:				\$3.7

Exhibit 92

Open Road Tolling

The 2013 capital budget allocates \$4.1 million for the Traffic Revenue Maintenance and Management Program (TRMMP) and to accommodate modifications to existing cash lanes at several toll plazas.

Open Road Tolling				
Project	Scope	Length (miles)	Estimated Construction Period	2013 Request (millions)
Open Road Tolling				
Maintenance and Management	Toll Revenue Maintenance and Management	0	2005-2016	\$4.1
Open Road Tolling Total:				\$4.1

Exhibit 93

Systemwide

The 2013 capital budget allocates \$65.4 million for systemwide improvements. Approximately \$1.1 million is allocated for bridge improvements. Approximately \$45.7 million is allocated for systemwide pavement improvements to ensure the integrity of the system and \$18.5 million for environmental projects, landscaping, program management and other related projects.

Systemwide				
Project	Scope	Length (miles)	Estimated Construction Period	2013 Request (millions)
Systemwide Needs				
Bridge Improvements	Bridge Improvements	-	Annual	\$1.1
Interchange Improvements	Interchange Improvements	-	Annual	\$0.1
Environmental / Program Management and Miscellaneous	Systemwide	-	Annual	\$18.5
Pavement Improvements	Pavement Improvements	-	Annual	\$45.7
Systemwide Total:				\$65.4

Exhibit 94

2013 Other Capital Projects

In addition to the *Move Illinois* Program and the Congestion-Relief Program (CRP), other capital projects are needed to support ongoing operations of the Tollway and ensure that the existing roadway network is well maintained and safe for travel. While the *Move Illinois* Program and the CRP are major components of the Tollway's Capital Program, other elements include new technologies to manage congestion, reduce travel times and provide enhanced customer service; improvements to maintenance buildings and other structures to maintain the Tollway's assets; and additional equipment for Illinois State Police District 15 and maintenance staff to improve efficiency and enhance public safety. The 2013 Capital Budget allocates \$79.3 million to support these ongoing other capital projects, which include \$35.2 million from 2012 carryovers and \$44.2 million for 2013 new requests. The Tollway anticipates that approximately \$50 million of the Other Capital Projects budget will be expended in 2013.

Building Repairs and Maintenance - \$9.9 Million

The 2013 Capital Budget includes nearly \$4.1 million to fund the second phase of the fuel site rehabilitation, maintenance yard facility repairs, inground vehicle hoist and floor replacement; construction of a salt dome truck bay enclosure, a lift station replacement and repairs, salt dome replacement and repairs. Additionally, \$3 million is allocated for systemwide projects including roof, carpet tile, ceiling tile and grid work replacements, radio tower preservation, cubicle furniture purchase, parking lot seal coating, tunnel leakage repair and mold remediation. Also included are approximately \$2.8 million in improvements and upgrades to the Tollway's Central Administration building and toll plazas, such as heating and cooling system and steam boiler upgrades and replacements; skylights, door and entrance walkway repairs and replacements; ergonomic work station installation for the Illinois State Police District 15 operations room and roof and façade replacement at plazas.

Equipment - \$38.7 Million

The Tollway will allocate approximately \$22.5 million to technology-related equipment including I-PASS transponders; network upgrades, a mainframe legacy system, web/e-commerce, Tollway network and Toll Revenue Management and Maintenance Program (TRMMP) disaster recovery systems, Tollway intranet upgrades; systemwide software needs, Illinois State Police IWIN mobile data computers, dispatch logging record, PBX and *911 telephone systems, printers, computer infrastructure equipment, station battery plant and weigh scale inventory control system purchases; Payment Card Industry Data Security (PCIDS) standard compliance and Personally Identifiable Information (PII) and building security improvement projects and other similar programs.

The 2013 Capital Budget for equipment also includes \$7.9 million to replace and purchase new Tollway fleet and roadway vehicles.

In addition, \$5.6 million will be spent for projects related to Intelligent Transportation Systems (ITS), which provide real-time feedback on roadway traffic conditions. ITS combines vital data from field

equipment, such as closed circuit television (CCTV) cameras, dynamic message signs (DMS), and video incident detection. This timely data is further integrated by the Traffic Incident Management System (TIMS) which allows the Tollway to manage incidents quickly and efficiently in an effort to improve traffic flow and alleviate congestion. The ITS budget includes funding for DMS upgrades; ramp count/queue detectors, advanced traveler information systems (ATIS), weigh-in-motion and video incident detection (VID) installations; CCTV and other camera relocation and installation, and fiber optics program management and support services.

The Tollway will allocate \$1.1 million for Illinois State Police District 15 equipment including accessories for police patrol vehicles, an indoor firing range target retrieval system and bullet trap, combat wall and baffle ceiling panel replacement, automated license plate reading technology, LiveScan fingerprint machines, laser scanners and firearms animated training systems.

Approximately \$1 million of the 2013 Capital Budget is allocated to purchase machinery equipment/tools such as standby generators, truck and wheel weigher scales and other similar equipment. In addition, \$664 thousand will be spent to replace automatic coin machine cabinet and other miscellaneous capital equipment.

Professional Services - \$26.2 Million

The 2013 Capital Budget for professional services includes funding for management services related to maintenance facilities, general engineering and traffic engineering consulting, design and construction management services required for construction projects, as well as environmental/governmental, diversity program and financial services necessary for the implementation of the Capital Program.

Roadway - \$4.6 Million

The Tollway Capital Budget will fund roadway projects including systemwide pavement markings, State Police manpower for construction safety coverage, roadway signing and other miscellaneous improvements to support the capital program.

Other Capital Project Highlights	2012 Budget	2012 Carry-Over	2013 New Request	2013 Total Request
	(\$ thousands)			
BUILDING REPAIRS AND MAINTENANCE	14,890.2	7,390.2	2,512.5	9,902.7
Maintenance Sites	9,280.4	3,661.3	420.0	4,081.3
Rehab Fuel Stations - Phase II	2,641.0	2,641.0	-	2,641.0
Roadway Maintenance Yard Facility Repairs	383.2	383.2	-	383.2
Floor Replacement at M-11 and M-12	-	-	300.0	300.0
Inground Vehicle Hoist Replacement	250.0	250.0	-	250.0
Truck Hoist Installation at Central Shop	220.0	220.0	-	220.0
M-7 Salt Dome Truck Bay Enclosure	-	-	120.0	120.0
Replace/ Repair Lift Station at M-01	100.0	100.0	-	100.0
New Salt Dome at M-03	915.5	43.6	-	43.6
New Salt Dome at M-08	493.5	23.5	-	23.5
Maintenance Facilities Repairs - Phase II	500.0	-	-	-
Fuel System Rehabilitation	3,777.3	-	-	-
Systemwide	2,174.0	1,848.9	1,200.0	3,048.9
Roof Replacement, excluding new ORT Plazas and Plaza 89 Building Facilities	1,104.0	1,104.0	-	1,104.0
Resurfacing Seal Coating	-	-	900.0	900.0
Tower Preservation	435.0	435.0	-	435.0
Replace Ceiling Tiles and Grid Work	300.0	300.0	-	300.0
Purchase Cubicle Furniture	200.0	-	200.0	200.0
Repair Tunnel Leakage and Remediate Mold Systemwide	-	-	100.0	100.0
Replace Carpet Tile	9.9	9.9	-	9.9
Touch-Free Hand Driers	67.0	-	-	-
Replace Air Compressors and Accessories	58.1	-	-	-
Central Administration	3,128.2	1,572.5	300.0	1,872.5
Repair/ Reseal Skylights	570.0	570.0	200.0	770.0
Replace North Entrance Walkway	400.0	400.0	-	400.0
Replace AS1 Handler for Money Room	200.0	200.0	-	200.0
Replace North Entrance Doors	150.0	150.0	-	150.0
Replace Steam Boiler	100.0	100.0	-	100.0
Ergonomic Work Stations in District 15 Operations Room	100.0	100.0	-	100.0
Energy Initiative at CA to Achieve LEED Certification	-	-	100.0	100.0
Painting of Exterior Beams	30.0	30.0	-	30.0
Replace/ Repair North Parking Lot Control Panel	22.5	22.5	-	22.5
Window Tinting	80.7	-	-	-
Replace Boiler, Chiller, Switches and Louvers	1,325.0	-	-	-
Re-Caulk Building	75.0	-	-	-
Re-Glaze Windows	75.0	-	-	-
Plazas	307.5	307.5	592.5	900.0
Plaza Repairs Half Day Road and Maple Avenue	6.5	6.5	493.5	500.0
Roof Replacement at Plazas 14, 36 and 39	251.0	251.0	49.0	300.0
Purchase Split A/C Units Plazas 1, 9 and 21	50.0	50.0	-	50.0
Replace Façade at Plaza 47	-	-	50.0	50.0

Exhibit 95-1

Other Capital Project Highlights (continued)	2012 Budget	2012 Carry-Over	2013 New Request	2013 Total Request
	(\$ thousands)			
EQUIPMENT	33,250.2	18,301.6	20,431.2	38,732.8
Technology	18,151.8	8,646.3	13,822.0	22,468.3
Transponder Purchases	8,000.0	1,200.0	10,520.0	11,720.0
Network Maintenance Upgrade	1,230.0	1,204.9	250.0	1,454.9
Mainframe Legacy System Replacement and Upgrade	200.0	200.0	800.0	1,000.0
Web, E-Commerce and PKI	1,384.4	-	1,000.0	1,000.0
Disaster Recovery System	799.0	774.0	200.0	974.0
Systemwide Software Needs	775.0	772.9	150.0	922.9
PBX Upgrade	750.0	750.0	-	750.0
Production Printer Equipment	600.0	600.0	-	600.0
Station Battery Plant Upgrade	450.0	450.0	-	450.0
TRMMP Disaster Recovery Services and Implementation	300.0	350.0	-	350.0
Payment Card Industry Data Security Standards Compliance	325.0	325.0	-	325.0
Replace IWIN Mobile Data Computer	296.0	296.0	-	296.0
Security Improvements (Velocity)	270.5	-	280.0	280.0
Dispatch Logging Recorder	195.0	165.0	105.0	270.0
PII Security Project	250.0	250.0	-	250.0
Develop Authority Intranet	208.6	208.6	-	208.6
Purchase 911 Telephone System - Dispatch	200.0	200.0	-	200.0
Computer Infrastructure Modernization	500.0	175.7	-	175.7
Internal Audit Software	-	-	172.0	172.0
End Loader Weigh Scale Inventory Control System	-	-	150.0	150.0
Diversity Management Software	-	-	150.0	150.0
Consolidated Customer Service Center and Fulfillment	259.6	124.4	-	124.4
Replace UPS Units	167.6	119.6	-	119.6
Accounting and Financial Software	100.0	100.0	-	100.0
Micro-Imager Machine	81.0	81.0	-	81.0
Web E-Commerce, IVR Disaster Recovery	75.0	75.0	-	75.0
Color Printer Replacement/Upgrade	62.5	62.5	-	62.5
Paperless Office	50.0	50.0	-	50.0
Financial Software Programs	50.0	50.0	-	50.0
High Volume Mailing Machine with Shipping System	-	-	45.0	45.0
Replace CAD Monitor and Personal Computer and Servers	30.8	30.8	-	30.8
Replace Plaza Intercom	25.0	25.0	-	25.0
Purchase Digital Video Camera for Web Streaming	6.0	6.0	-	6.0
IG Secure Computer System and Software	88.9	-	-	-
VHF UHF Narrowbanding and Two-Way Radio Replacement	-	-	-	-
Kronos Hardware and Software Upgrade	62.0	-	-	-
E-Recruiting Implementation	200.0	-	-	-
Reciprocity Hardware Upgrade	160.0	-	-	-
Roadway Vehicles and Trucks	7,218.0	3,629.0	4,231.5	7,860.5
Roadway Maintenance and Equipment - Fleet	7,179.5	3,629.0	4,231.5	7,860.5
Automatic Vehicle Location (AVL)	38.5	-	-	-

Exhibit 95-2

EQUIPMENT (continued)	33,250.2	18,301.6	20,431.2	38,732.8
Intelligent Transportation Systems	6,083.2	4,425.2	1,219.2	5,644.4
TIMS Security - NGN Migration	2,538.2	2,538.2	-	2,538.2
TIMS Operation and Maintenance/ETC Portion of NET	892.0	272.0	511.7	783.7
Dynamic Message Signs Upgrade/Improvement	889.0	696.0	-	696.0
CCTV Camera Installation and Relocation (12 New, 5 Existing)	350.0	350.0	-	350.0
ITS Network Support/Technical Deployment Guidance and ITS Maintenance Management	-	-	307.5	307.5
Video Incident Detection	200.0	200.0	-	200.0
TIMS Enhancements and Upgrades	-	-	200.0	200.0
Replace ITS Core Switch and Add Redundancy	-	-	200.0	200.0
Advanced Traveler Information Systems (ATIS)	150.0	150.0	-	150.0
Ramp Count/Queue Detector Installation	100.0	100.0	-	100.0
Weigh-In-Motion Software Upgrades (State Police)	200.0	100.0	-	100.0
AC Power Quality Analyzer	19.0	19.0	-	19.0
ITS Fiber Optics Program Management	450.0	-	-	-
Replace TIMS Unix Servers (2)	70.0	-	-	-
Install Type III Dynamic Message Sign (5 Portable Units)	175.0	-	-	-
Camera Replacement Program	50.0	-	-	-
State Police	838.7	732.5	318.5	1,051.0
Patrol Car Accessories	-	-	318.5	318.5
Indoor Range Bullet Trap, Combat Wall, and Baffle Ceiling Panel Replacement	210.0	210.0	-	210.0
Automated License Plate Reading Technology	132.5	132.5	-	132.5
LiveScan Fingerprint Machines (4)	120.0	120.0	-	120.0
Indoor Firing Range Target Retrieval System	100.0	100.0	-	100.0
Laser Scanner	95.0	95.0	-	95.0
Firearms Animated Training Systems (FATS)	75.0	75.0	-	75.0
Replace Handheld Lidar Radar Guns (40)	106.2	-	-	-
Equipment Machinery/ Tools	505.0	505.0	540.0	1,045.0
Standby Generators (14) for Plazas	230.0	230.0	540.0	770.0
Wheel Weigher Scales (16)	75.0	75.0	-	75.0
Permanent Truck Scale Installation at 1 Maintenance Site	200.0	200.0	-	200.0
Miscellaneous Equipment Systemwide	453.6	363.7	300.0	663.7
Capital Equipment Purchases	251.3	251.3	300.0	551.3
Replace Automatic Coin Machine Cabinet	187.4	97.5	-	97.5
Conveyor Dishwasher for Central Administration Cafeteria	14.9	14.9	-	14.9

Exhibit 95-3

Other Capital Project Highlights (continued)	2012 Budget	2012 Carry-Over	2013 New Request	2013 Total Request
	(\$ thousands)			
PROFESSIONAL SERVICES	26,426.6	8,777.9	17,374.9	26,152.8
General Consulting Services	23,865.7	7,794.8	15,533.9	23,328.7
General Engineering Consultant 2011-2015	7,822.9	1,341.7	7,092.7	8,434.4
Enterprise Resource Planning System (ERP)	5,000.0	5,000.0	-	5,000.0
Traffic Engineering Consultant 2011-2015	3,785.0	-	3,943.0	3,943.0
Design Upon Request	800.0	200.0	2,245.0	2,445.0
Construction Upon Request	600.0	200.0	2,020.0	2,220.0
Design Management/ Construction Management Services Upon Request	981.8	803.1	153.2	956.3
ERP Independent Verification and Validation	1,000.0	250.0	-	250.0
Print Services, Web Plan, Advertising	50.0	-	80.0	80.0
Maintenance Facility Program Manager	743.0	-	-	-
Pavement Roadway Management Services and Quality Assurance	2,833.0	-	-	-
Perimeter Security Assessment and Improvement	250.0	-	-	-
Environmental/ Governmental	1,986.0	830.8	941.0	1,771.8
Illinois State Geological Survey - IGA University of Illinois	400.0	50.0	500.0	550.0
University Research Program	299.0	299.0	201.0	500.0
Biotic/Aquatic Species Surveys - IGA University of Illinois	736.0	300.0	-	300.0
Energy Conservation Initiatives	100.0	60.0	140.0	200.0
University of Illinois Research of Superstructures	201.0	121.8	-	121.8
Illinois Center of Transportation (ICT) Research Funding	250.0	-	100.0	100.0
Diversity and EEO Program	66.9	47.3	600.0	647.3
Diversity Technical Assistance	-	-	600.0	600.0
Diversity Program Consultant	66.9	47.3	-	47.3
Geographic Information System	315.0	25.0	200.0	225.0
Infrastructure Management System 2012/ 2014	150.0	-	200.0	200.0
GIS Off-Site Hosting Services	25.0	25.0	-	25.0
Infrastructure Management System 2011/ 2012	120.0	-	-	-
GIS System Architecture Replacement	20.0	-	-	-
Financial	193.0	80.0	100.0	180.0
Financial Advisory Services	88.0	25.0	100.0	125.0
Transactional Advisors Fee	55.0	55.0	-	55.0
Bond Services	50.0	-	-	-

Exhibit 95-4

Other Capital Project Highlights (continued)	2012 Budget	2012 Carry-Over	2013 New Request	2013 Total Request
	(\$ thousands)			
ROADWAY	2,599.4	715.7	3,845.0	4,560.6
Maintenance, Repairs and Improvements	928.1	28.1	3,100.0	3,128.1
Annual Authoritywide Miscellaneous	-	-	1,150.0	1,150.0
Systemwide Pavement Markings 2013	-	-	1,000.0	1,000.0
Manpower for Construction Sites - State Police Overtime	300.0	-	500.0	500.0
Systemwide Pavement Markings 2013-2014	-	-	450.0	450.0
Miscellaneous Project Wrap-up Costs	25.0	25.0	-	25.0
Miscellaneous Repairs, Clean Drainage System, Guardrail, Fence	3.1	3.1	-	3.1
Pavement Markings 2011-2012	600.0	-	-	-
Signage	1,671.3	687.5	745.0	1,432.5
Signage Upon Request	900.0	650.0	30.0	680.0
Sign Shop Roadway Signage	640.0	-	640.0	640.0
Aluminum Extrusion Refurbishing	131.3	37.5	75.0	112.5
Other Capital Projects TOTAL	77,166.4	35,185.4	44,163.6	79,348.9

Exhibit 95-5

Capital Planning

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:* 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 including, without limitation, the cost of related feasibility studies, plans, designs or other related expenditures.
- *Renewal and Replacement:* 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 annual capital budget is comprised of funding for capital projects necessary to maintain, improve and enhance Tollway roads, including resurfacing, rehabilitating, reconstructing and widening existing roadway and building new roadways, such as new routes and interchanges. Additionally, the Tollway's capital budget allocates funding for other projects, including new technologies, building improvements and machinery and equipment. The goals of the capital budget include maintaining and improving the capital infrastructure of the existing system by:

- Rebuilding the remaining critical pieces of the Illinois Tollway;
- Ensuring the Tollway system remains in a state of good repair;
- Providing congestion relief by widening many miles of existing roadway;
- Providing congestion relief by utilizing open road tolling;
- Providing system expansion by building new interchanges and expanding existing interchanges;
- Providing system expansion by constructing new routes;
- Accounting for the needs of growing communities;
- 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 an updated interchange policy, multi-modalism and context-sensitive improvements such as noisewalls and bike paths;

- Reconstructing maintenance facilities; and
- Implementing intelligent transportation systems to better serve customers.

Planning Overview

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

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

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

Planning Process

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

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

- Condition – assessment of existing roadway network and facilities
- Benefit – congestion relief and improved operations
- Safety – accident reduction, improved traffic flow and response time
- Community – anticipated local and regional growth
- Financing – impact on revenue, future maintenance and operating 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.

The Tollway uses a public and transparent process to evaluate potential future projects and initiatives. Working with the Illinois Department of Transportation, transit agencies, local and regional

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

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 presented 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

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

Capital Projects Operating Impacts

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

The existing Tollway system features a toll collection system incorporating mainline plazas and ramp plazas with accommodations for the combined use of I-PASS, automatic coin collection and manual lanes. As capital projects are implemented, the toll collection system is expanded. CRP expansion included the 12.5 mile extension of the Veterans Memorial Tollway (I-355), the widening of existing routes through the addition of lanes and the construction of additional interchanges. Measured in terms of lane miles, the Tollway system has grown by approximately 23 percent since 2005.

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 of 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 and expenditure tracking. In addition, these reports provide a tool for management to follow the progress of each project.

- Exception reports provide a forum for the initial disclosure of project issues that could potentially cause a project delay or cause a budget overrun. These reports provide an opportunity to quickly address project impediments and trigger necessary actions to bring the anticipated project performance into line with the project plan.
- Change order reports reflect the original budget and indicate all subsequent changes approved by the Tollway or currently in the approval process. Recording anticipated changes provides a realistic assessment of the program and shows the remaining contingency by contract.

Schedule Monitoring

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

The master program schedule serves the following purposes:

- Validates the funding schedule and budget presently established by the capital budget,
- Explores various combinations of project implementation,
- Projects a consistent and reasonable level of effort and expenditure over the program term,
- Adjusts scopes of work and/or the distribution of funding as needed to respond to unforeseen conditions and capitalize on opportunities to meet implementation goals; 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 C5 committee recommends approval, rejection or requests additional information and provides an authorization to proceed for those changes that are recommended for approval.

The Tollway's approval model is as follows:

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

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

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

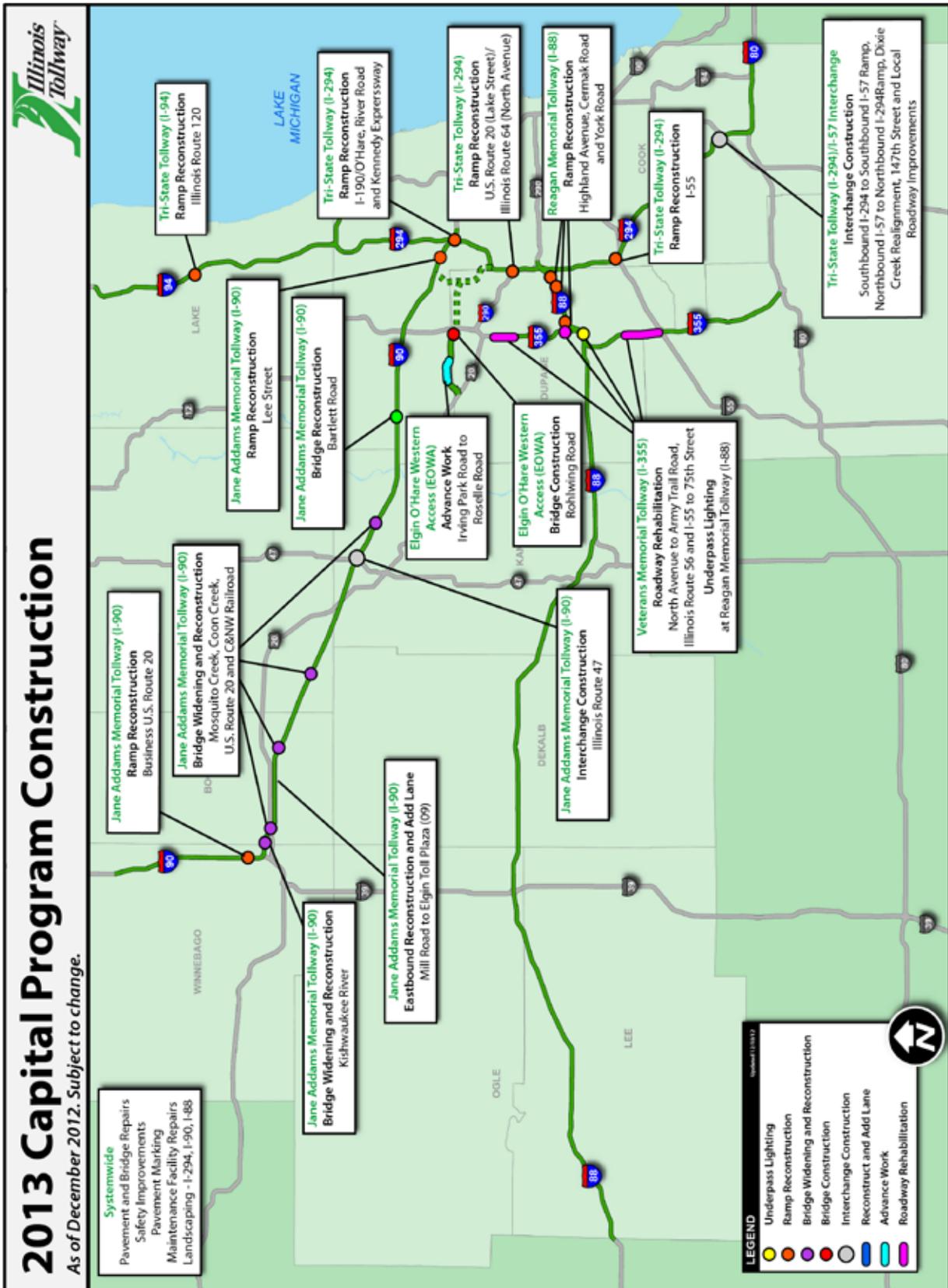


Exhibit 96

Debt Management

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DEBT MANAGEMENT

CURRENT CAPITAL PROGRAMS

MOVE Illinois Program

On August 25, 2011, the Tollway's Board of Directors approved the 15-year \$12 billion *Move Illinois* Program. The program will be financed with a combination of current revenue and bond proceeds. The anticipated 2013 bond issuance for the *Move Illinois* Program is \$1 billion. In connection with the *Move Illinois* Program, the Tollway's Board approved an increase on passenger vehicle toll rates that went into effect on January 1, 2012. The increase raised toll rates at a typical mainline toll plaza from \$0.40 to \$0.75 for users paying electronically and from \$0.80 to \$1.50 for users paying by cash. The Tollway's Board also affirmed a prior increase on commercial vehicle toll rates scheduled to become effective beginning on January 1, 2015.

Congestion-Relief Program

In September 2004, the Tollway's Board of Directors approved the 10-year \$5.3 billion Congestion-Relief Plan. The plan, which upon its commencement became the Congestion-Relief Program (the "CRP"), targeted financing as much as \$3 billion of program costs by issuing revenue bonds. In September 2007 the Tollway approved an update to the CRP that lengthened the CRP by two years from 2014 to 2016 and increased the cost of the CRP to \$6.3 billion. In connection with this update, the amount of CRP costs targeted to be financed by revenue bonds was increased from \$3.0 to \$3.5 billion, with other costs to be financed from Tollway revenues deposited into the Renewal and Replacement Account and the Improvement Account. The Tollway completed six revenue bond issuances from 2005 through 2009 to finance the targeted \$3.5 billion of CRP costs. Approximately \$5.1 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. Remaining CRP costs over the remaining period of 2013-2016 are expected to be financed from revenues.

DEBT PROFILE

Currently Outstanding Debt

On January 1, 2013, the Tollway has one scheduled principal payment of \$56,365,000. After making that principal payment, the Tollway will have \$3,907,360,000 par amount of bonds outstanding. Bonds that have financed or refinanced a portion of the CRP total \$3,649,860,000, and the remaining \$257,500,000 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, 2013, and interest rate type. Bond issues listed as variable-rate are all 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 in connection with all of its outstanding variable-rate bond issues. Per these agreements, swap counterparties pay a variable-rate in exchange for fixed-rate payments from the Tollway. Of the \$3,907,360,000 par amount of bonds outstanding, \$2,605,360,000 (66.7 percent) are traditional fixed-rate bonds and \$1,302,000,000 (33.3 percent) 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, 2013*

<u>Series</u>	<u>Final Maturity</u>	<u>Principal Outstanding</u>	<u>Interest Rate</u>
1998 Series A	1/1/2016	134,400,000	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		\$3,907,360,000	

* Amounts shown are after payments due January 1, 2013, the funds for which are remitted to the Bond Trustee during the prior fiscal year.

** CRP financing.

Exhibit 97

Planned 2013 Debt Issuance

New Money

The Tollway anticipates two new-money bond issues totaling \$1 billion in 2013 to finance portions of the *Move Illinois* Program. For budgeting purposes the bonds have been estimated to be issued

on January 1, 2013 and July 1, 2013, each in the amount of \$500 million. The budget includes \$33.75 million to fund additional interest expense in 2013 on the new bonds. The timing and structure of the new money bond issuance is subject to change based on cash flow need and market conditions.

Refunding/Restructuring of Synthetic Fixed-Rate Bonds

In addition to the estimated new money issuance for the *Move Illinois* Program, the Tollway also will continue to explore opportunities to reduce risks associated with its \$1,302,000,000 Synthetic Fixed-Rate Bonds. In 2010 the Tollway issued traditional fixed-rate bonds to refund a portion of its Synthetic Fixed-Rate Bonds, reducing its total Synthetic Fixed-Rate Bonds from \$1,589,300,000 to \$1,302,000,000. In 2011 the Tollway further reduced the risks of its Synthetic Fixed-Rate Bonds by diversifying its liquidity providers, replacing its former liquidity provider on its \$1,178,900,000 Series 2007A and 2008A Bonds (Dexia Credit Local) with credit and liquidity facilities from seven replacement providers. Three of the Tollway's credit and liquidity facilities, supporting \$374,800,000 of Series 2007A and 2008A Bonds, are scheduled to expire in 2013. These facilities are expected to be renewed or replaced.

The 2013 Budget includes transfers from revenues into the Provider Payment Account (a sub-account of the Debt Service Account) for costs related to the Synthetic Fixed-Rate Bonds. These costs are fees payable to credit/liquidity facility providers, remarketing agents and bond rating agencies.

Throughout 2013, the Tollway will monitor the credit markets for opportunities to refund more of its Synthetic Fixed-Rate Bonds with traditional fixed-rate bonds or to execute other refunding/restructuring alternatives that reduce the risks of Synthetic Fixed-Rate Bonds. The cost of a refunding with traditional fixed-rate bonds would be the Tollway's cost of borrowing plus its cost of terminating the interest rate swap agreements associated with the bonds refunded. The purpose of such a refunding would be to reduce interest rate risk and to reduce risks associated with the credit/liquidity facility providers and, if applicable, the bond insurer. The Tollway may deem that such risk reduction is in the Tollway's best interests even if accompanied by an increase in debt service. The Fiscal Year 2013 Budget includes a \$5 million contingency for increased debt service on Synthetic Fixed-Rate Bonds, primarily related to potential increased debt service from a refunding/restructuring.

Estimated 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 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 percent of the interest payments on these taxable Series 2009A/B Bonds. Such subsidy payments reduced 2012 debt service and are expected to reduce 2013 debt service, each by \$16.2 million.

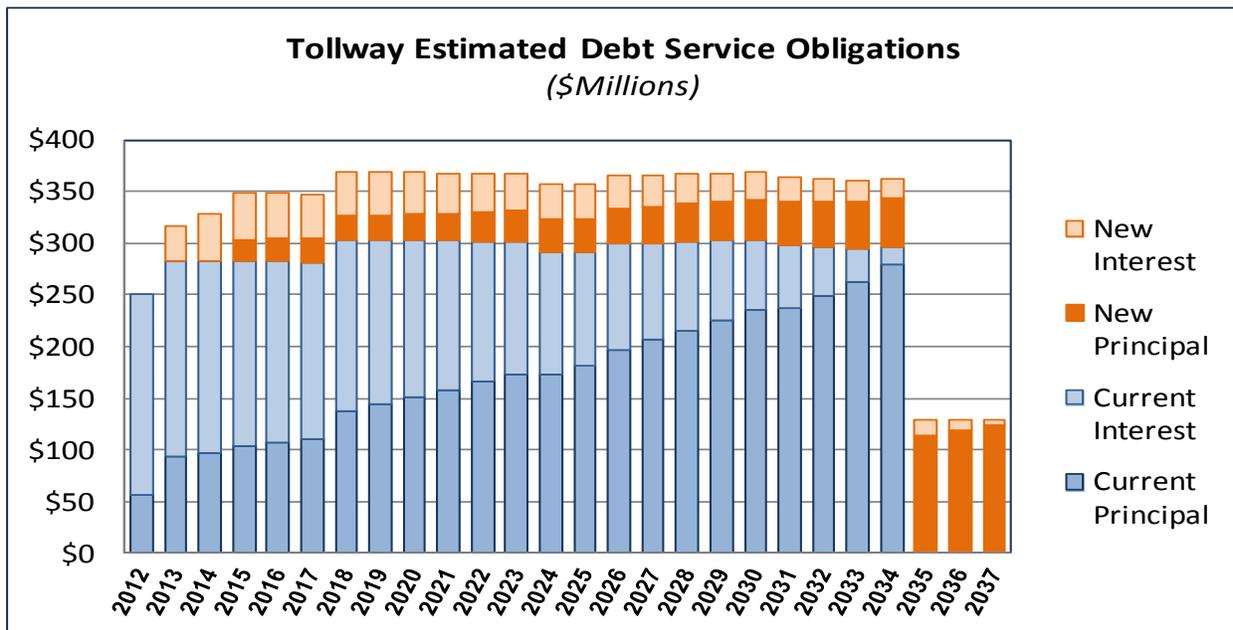


Exhibit 98

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 that requires tolls to be set at rates which will produce a minimum of 1.3X debt service coverage. Furthermore, additional bonds may be issued only to the extent that the Tollway certifies: (i) compliance with the toll rate covenant for a 12-month period within the preceding 18 months; and (ii) projected compliance with the toll rate covenant for each year through five years after the completion of the projects financed by those additional bonds. The Tollway's debt service coverage is estimated at 2.8x in 2012 and budgeted at 2.2x in 2013, both before adjustments for expected federal subsidies related to the Build America Bonds program. Using debt service net of the expected federal subsidies, debt service coverage is estimated at 3.0x in 2012 and budgeted at 2.3x in 2013. Each is well above the 1.3x covenant level.

Additional security is provided by the Tollway's Debt Reserve Account, which is funded at maximum annual debt service ("MADS") on all senior lien debt. As of September 30, 2012 MADS is \$302,814,096 (which is the debt service obligation for fiscal year 2018), and the Debt Reserve Account has a market value of \$302,882,171, consisting of \$202,882,171 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 Colombia Insurance Company, which is rated “A++” (highest rating) by A.M. Best.

DEBT SERVICE COVERAGE

The Tollway has historically maintained debt service coverage ratios well in excess of required ratios. Debt Service Coverage Ratios are calculated by dividing the Net Revenues (i.e. revenues less operating expenses) by the Aggregate Debt Service for a given year. The following chart shows actual debt service coverage for fiscal years 2007 through 2011, estimated debt service coverage for 2012 and budgeted debt service coverage for 2013. Please note, the following chart does not include annual costs related to the bonds (liquidity, remarketing, etc.). Also, the estimate of 2012 Operating Expenses does not include an estimated \$10.4 million deposited to an operating reserve.

	Actual					Estimated	Budgeted
	2007	2008	2009	2010	2011	2012	2013
Operating Revenues	\$637,794	\$691,113	\$658,052	\$672,760	\$697,416	\$960,000	\$986,000
Operating Expenses	<u>\$222,295</u>	<u>\$244,275</u>	<u>\$255,185</u>	<u>\$250,857</u>	<u>\$245,975</u>	<u>\$267,500</u>	<u>\$283,400</u>
Net Operating Revenues	\$415,499	\$446,838	\$402,867	\$421,903	\$451,441	\$692,500	\$702,600
Debt Service	\$172,284	\$198,429	\$173,319	\$248,108	\$249,960	\$250,400	\$322,000
Debt Service Coverage (X)	2.41	2.25	2.32	1.70	1.81	2.77	2.18
Build America Bond (“BAB”) Subsidies & Pre-Paid Interest		--	\$6,423	\$28,133	\$16,244	\$16,244	\$16,244
Debt Service Coverage after BAB Subsidies & Pre-paid Interest (X)		--	2.41	1.92	1.93	2.96	2.30

Exhibit 99

MUNICIPAL BOND RATINGS

In concert with each new bond issuance, the Tollway applies for municipal bond ratings from Fitch Ratings, Moody’s Investor Services and Standard & Poor’s 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 & Poor’s, respectively. These ratings were confirmed in February and March of 2011 in connection with the Tollway’s remarketing of its Series 2007A and Series 2008A 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 and confirmed in March 2012.

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 upon notice by the swap counterparty, the 1998B 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. The Tollway has received no such notifications that have triggered such conversions.

The 2007A and 2008A Swaps are SIFMA-based. The Tollway exchanges a fixed-rate payment to swap providers for a variable-rate payment based on the USD SIFMA Municipal Swap Index. Historically the difference between the interest expense on Tollway variable-rate bonds and the SIFMA Index-based receipts on Tollway swaps has 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 interest expense net of SIFMA Index-based swap receipts on Tollway Synthetic Fixed-Rate bonds to rise significantly, and this situation continued during the first two quarters of 2009. Since the second quarter of 2009, there has not been a material increase of the Tollway’s interest expense net of its SIFMA Index-based swap receipts.

Mark-to-market valuations of the Tollway’s swaps typically decline in value (from the Tollway’s perspective) when interest rates decline and increase in value when interest rates increase. To the extent that any negative valuation of the Tollway’s derivatives were to become realized by a swap termination, it is possible (although not certain) that such a realized loss might be mitigated by a lower cost of capital expected to be available in that lower-interest rate market. 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 valuations as of December 31, 2010 and 2011 were (\$101.8 million) and (\$289.7 million), respectively, on \$1,301,975,000 swap notional amount outstanding. Following are the estimated mark-to-market valuations as of September 30, 2012.

(Note: Valuations do not include Accrued interest)

(\$ thousands)

Series	Provider	Notional Amount	Fixed Rate Paid	Variable Rate Rec'd	Maturity	Valuation
1998 SERIES B	Goldman Sachs Mitsui Marine	67,705	4.3250%	Actual	1/1/2017	(9,808)
1998 SERIES B	JP Morgan Chase Bank*	55,395	4.3250%	Actual	1/1/2017	(8,025)
1998 SERIES B TOTAL		\$123,100				(\$17,833)
2007 SERIES A-1	Citibank N.A., New York	175,000	3.9720%	SIFMA	7/1/2030	(\$47,808)
2007 SERIES A-1	Goldman Sachs Bank USA	175,000	3.9720%	SIFMA	7/1/2030	(\$47,808)
2007 SERIES A-1 TOTAL		\$350,000				(\$95,616)
2007 SERIES A-2	Bank of America, N.A.	262,500	3.9925%	SIFMA	7/1/2030	(\$72,434)
2007 SERIES A-2	Wells Fargo Bank**	87,500	3.9925%	SIFMA	7/1/2030	(\$24,145)
2007 SERIES A-2 TOTAL		\$350,000				(\$96,579)
2008 SERIES A-1	The Bank of New York	191,550	3.7740%	SIFMA	1/1/2031	(\$47,265)
2008 SERIES A-1	Deutsche Bank AG, New York Branch	191,550	3.7740%	SIFMA	1/1/2031	(\$47,265)
2008 SERIES A-1 TOTAL		\$383,100				(\$94,530)
2008 SERIES A-2	Bank of America, N.A.***	95,775	3.7640%	SIFMA	1/1/2031	(\$23,506)
2008 SERIES A-2 TOTAL		\$95,775				(\$23,506)
TOTAL		\$1,301,975				(\$328,064)

NOTE: 1998B swaps are valued assuming the receipt of SIFMA+8bp, as an approximation of the valuation of these actual-bond-rate swaps.

* Originally Bear Stearns Financial Products; novated to JP Morgan Chase Bank in May 2009.

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

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

Exhibit 100

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Budget Process and Documents

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

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

The budget is monitored throughout the fiscal year. Quarterly 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 110 percent of the annual budget initially adopted, the Tollway shall give the Consulting Engineers not less than 10 days prior written notice, including a copy of the proposed amended Annual Budget. If the Consulting Engineer files an objection to such notice, such amended budget shall not be effective or supersede any prior annual budget until the 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:

1. Capital construction and asset acquisitions are charged against fund balance as incurred. In addition, there is no provision for depreciation.
2. Monies received from sale of assets are recorded as revenue when the cash is received.
3. Monies received for long-term fiber optic leases are recorded as revenue when received.
4. Principal retirements on revenue bonds are expensed when paid.
5. Bond proceeds (including premiums) are recorded as income in the year received. Amounts received from refunding issuances, if any, are recorded net of transfers to the escrow agent.
6. Unrealized gains and losses on Debt Reserve invested funds are netted against interest and other financing costs.
7. Bond issuance costs are expensed as incurred.
8. Capital lease obligations are not recorded. Payments under capital leases are expensed in the period payments are made.
9. Interest related to construction in progress is not capitalized.
10. Recoveries of expenses are classified as decreases in operating expenses.
11. Construction expenses incurred under intergovernmental agreements are decreased by payments received under these intergovernmental agreements.

2013 Budget Planning Calendar by Task	Date(s)
The 2013 Budget process begins with the establishment of economic assumptions for salaries, wages, FICA and retirement as well as guidelines regarding overall budget growth or reduction based revenue projections, current and future programs.	6/11/2012
Budget prepares M and O spreadsheets to include 2010 and 2011 expenditures, 2012 Budget, 2012 Year End Forecast and a Preliminary 2013 Budget.	6/18/2012
Budget prepares Capital spreadsheets that include the 2012 Budget as well as expenditures-to-date for roadway and non-roadway capital projects. The 2013 Capital Request Form and Instructions are also prepared.	6/18/2012
Budget sends Capital instructions and spreadsheets to each Department requesting detailed justification for new initiatives that include program duration and dollar impact between capital and M and O.	7/25/2012
Request to PMO to update the Cash Flow for the 2012 Capital Program and to prepare Cash Flow for the 2013 Capital Program.	8/1/2012
Budget sends the instructions and spreadsheets for M and O to each Department requesting detailed justification for new initiatives, changes in headcount and dollar impact between capital and M and O.	8/8/2012
Each Department develops its own 2013 Budget Request through a series of internal planning meetings and information gathering. Each Chief manages the review process before the Request is submitted to the Budget Office.	8/8/2012
The Departments return their completed 2013 Budget Requests for Capital to the Budget Office for review.	8/15/2012
The Departments return their completed 2013 Budget Requests for M and O to the Budget Office for review.	8/24/2012
The Budget Requests are compared to the 2012 Budget, 2012 Forecast and the Preliminary 2013 Budget Plan. Year over year dollar impacts are analyzed so that justifications are consistent with the Authority's goals and objectives.	8/30/2012
Accounting Office prepares 2012 August G/L Closing Revenue data; and final data is supplied to Budget and CDM Smith.	9/5/2012
The Budget Office reviews the 2013 Departmental Budget Requests with the Chief Financial Officer (CFO) and Deputy Chief of Finance. Financial impacts are discussed and new initiatives are evaluated based on the justifications provided by each Department.	9/11/2012
Meetings are held as necessary with the Department Chiefs, the CFO, Deputy and Chief of Finance to discuss and finalize the 2013 Departmental Budget Requests.	9/17/2012
Meetings are then held with the Executive Director, Chief of Staff, Department Chief, CFO and Deputy Chief of Finance to discuss any modifications to each Department's 2013 Budget Request.	9/24/2012
In collaboration with each Department, Budget Office makes any changes to the 2013 Tentative Budget resulting from the meetings with the Executive Office. The Budget Office begins the cross-checking process making sure all budget information is correct and up to date.	9/24/2012
CDM Smith and AECOM submit their Annual Toll Revenue Certificate and Renewal/Replacement Deposit Letter respectively for inclusion in the 2013 Tentative Budget Book.	9/24/2012
Communications develops executive summary section and submits to the Budget Office.	9/25/2012
Executive summary, charts, graphs, debt tables and department narratives are prepared for the 2013 Tentative Budget Book.	9/28/2012
The CFO, Deputy Chief of Finance and Communications review and edit Tentative Budget Book.	10/4/2012
The Budget Office completes all revisions from the CFO, Deputy Chief of Finance, and the Communications Department.	10/4/2012
Finance sends the budget book to the Executive Director and Chief of Staff for their review.	10/5/2012
Edits from the Executive Office are incorporated into the Tentative Budget book.	10/10/2012
Latest draft of the budget book is e-mailed to the Chair for review.	10/10/2012
Conference call with the Chair, the Executive Director, Chief of Staff, CFO and Deputy Chief of Finance for a final review of the 2013 Tentative Budget Book. Comments from the call are incorporated into the book.	10/15/2012
Final revisions are incorporated into the 2013 Tentative Budget and hard copies of the book are printed.	10/16/2012
Tentative Budget Book is presented to the Finance, Administration and Operations Committee (FAO) via a hard copy book and a power point presentation by the CFO.	10/17/2012
The Tentative Budget books are delivered to the Board Members, Executive Office and Department Chiefs on the morning of the Board Meeting. The CFO gives a PowerPoint presentation to the Board on the 2013 Tentative Budget.	10/25/2012
Public Hearings are held at O'Hare Oasis and Central Administration for questions or comments regarding the 2013 Tentative Budget.	11/13 & 11/14
Any changes are incorporated into the 2013 Final Budget Book, distributed at the Board Meeting, and then adopted by the Board.	12/13/2012

Exhibit 101

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Financial Policies and Practices

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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 new toll schedule, which went into effective January 1, 2012. The toll rates were passed coinciding with approval of the *Move Illinois* Program on August 25, 2011.

Expenditures

1. The Tollway will maintain a level of expenditures, which will provide for the public well-being and safety of its roads.
2. Expenditures will be within the availability of generated 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 *Move Illinois* Program and the Congestion-Relief Program and may update this forecast annually with multi-year plans. Expenditure forecasts will be cognizant of the elastic and inelastic structure of revenues.
5. Annual operating budgets should provide for adequate design, construction, maintenance and replacement in the Tollway's capital program.

Debt Administration

1. The Tollway will maintain regular communication with credit rating agencies and facilitate disclosure of financial and management issues important to investors.
2. Capital plans proposed for financing through debt should be accompanied by an analysis of the future maintenance and operations costs associated with the projects.
3. The Tollway will oversee and coordinate the timing, process of issuance and marketing of bonds and other capital financing activities required in support of its capital program.
4. The Tollway will 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 project that it finances. To the extent possible, the Tollway will design the repayment of debt to recapture rapidly its credit capacity for future use.
7. The Tollway will seek to issue its debt obligations through a sale method that will produce the best results for the Tollway.
8. When determined appropriate, legally permissible, and approved by the Board of Directors, the Tollway may elect to sell its debt obligations through competitive sealed bid, competitive selection and negotiation or a private placement.
9. The Tollway may issue advance refunding bonds and current refunding bonds (as defined for federal tax law purpose) when advantageous, legally permissible, prudent and in the best interest of the Tollway and its customers.
10. The Tollway may choose to defease its outstanding indebtedness through purchase of its securities on the open market, when market conditions make such an option financially feasible.

Reserve Policy

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

Cash Management

1. The Illinois Tollway's Investment Policy ("Policy") describes the Tollway's intent to invest all funds under the Tollway's control in a manner that provides the highest investment return using safe authorized instruments, while meeting the Tollway's daily cash flow demands in conformance with all state statutes and any amended and revised Trust Indenture governing the investment of Tollway funds.
2. The primary objective in the investment of Tollway funds is to ensure the safety of principal, while managing liquidity to pay the financial obligations of the Tollway and providing the highest investment return using authorized instruments.
3. The cash management process is designed to accurately monitor and forecast expenditures and revenues, enabling the Tollway to invest funds 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 accounts for operations and financing in a manner similar to private business enterprises. The intent is that costs of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges.
4. The Tollway has established and maintains high standards for accounting practices in conformance with Generally Accepted Accounting Principles (GAAP) for governmental entities as promulgated by the Governmental Accounting Standards Board. Additionally, the Tollway follows pronouncements of the Financial Accounting Standards Board issued before December 1, 1989, which are not in conflict with Governmental Accounting Standards Board (GASB) pronouncements.
5. The accounting systems maintain records on bases consistent with accepted standards for governmental accounting.
6. An independent firm of certified public accountants performs an annual financial audit in accordance with Generally Accepted Auditing Standards (GAAS) and publicly issues an opinion, which is published in the Tollway's Comprehensive Annual Financial Report (CAFR).
7. The Tollway annually seeks the Government Finance Officers Association Certificate of Achievement for Excellence in Financial Reporting Program. This certificate has been awarded to the Tollway annually since 1995.
8. The Tollway promotes full disclosure in its annual financial statements and its bond presentations.
9. For purposes of the statement of cash flows, the Tollway considers all highly liquid investments including assets with a maturity of three months or less when purchased and all other investments held on its behalf 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

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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 2.3 million in 2011, 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 89 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 13 percent from an average day and Sundays see the lowest use, down about 23 percent from an average day. Seasonal variation in traffic also exists. The summer months of June, July and August have the highest levels of usage, with average daily traffic approximately 7 percent higher than the yearly average. During the summer, passenger car recreational usage is higher but commercial vehicle activity is also slightly higher. January typically has the lowest usage, with average daily traffic about 11 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 approximately 5.2 million and includes mature population centers such as the City of Chicago and inner-ring suburbs, as well as fast growing exurban areas in the northwestern portion of the County. DuPage County, the second most populous county in the metropolitan area, had almost 917,000 residents in 2010. Both Cook and DuPage Counties are well served by the Tollway and have a mix of residential and employment-generating land uses. Other counties, including Kane, Lake, McHenry, and Will, include a mix of mature suburban population centers, satellite cities, and recent suburban development.

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

Tollway Service Area Population Changes

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 102

Service Area Population 2000 vs. 2010

County	2000 Population*	2010 Population*	Net Change	Percent Change
Boone	41,786	54,165	12,379	30%
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 103

Tollway Service Area Population 2010 - 2040 Forecast

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

Service Area Population 2010 vs. 2040 Forecast

County	2010 Population*	2040 Population Estimate**	Net Change	Annual % Change 2010-2040
Boone	54,165	77,015	22,850	1.2%
Cook	5,194,675	5,542,100	347,425	0.2%
De Kalb	105,160	132,009	26,849	0.8%
DuPage	916,924	1,010,896	93,972	0.3%
Kane	515,269	824,576	309,307	1.6%
Lake	703,462	941,224	237,762	1.0%
Lee	36,031	37,251	1,220	0.1%
McHenry	308,760	542,336	233,576	1.9%
Ogle	53,497	57,987	4,490	0.3%
Whiteside	58,498	59,692	1,194	0.1%
Will	677,560	1,274,954	597,394	2.1%
Winnebago	295,266	354,463	59,197	0.6%
Total	8,919,267	10,854,503	1,935,236	0.7%

*US Census Bureau 2010 Census

**Woods & Poole Economics, Inc. (W&P), "2012 Complete Economic and Demographic Data Source (CEDDS)" and al, Chalabi Group, LTD.

Exhibit 104

Employment

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

Tollway Service Area Employment 2000-2010

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

Service Area Employment 2000 vs. 2010

County	2000 Employment*	2010 Employment *	Net Change	Percent Change
Boone	18,860	19,850	990	5.2%
Cook	3,321,600	3,122,740	(198,860)	-6.0%
DeKalb	47,160	52,770	5,610	11.9%
DuPage	696,730	689,730	(7,000)	-1.0%
Kane	239,970	257,350	17,380	7.2%
Lake	415,340	428,850	13,510	3.3%
Lee	17,960	15,460	(2,500)	-13.9%
McHenry	110,730	134,820	24,090	21.8%
Ogle	25,390	23,090	(2,300)	-9.1%
Whiteside	30,710	27,200	(3,510)	-11.4%
Will	184,450	252,320	67,870	36.8%
Winnebago	175,310	155,290	(20,020)	-11.4%
Total	5,284,210	5,179,470	(104,740)	-2.0%

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

*Woods & Poole Economics, Inc. (W&P), "2012 Complete Economic and Demographic Data Source (CEDDS)" and al, Chalabi Group, LTD.

Exhibit 105

Tollway Service Area Employment 2010 - 2040 Forecast

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

Service Area Employment 2010 vs. 2040 Forecast

County	2010 Employment *	2040 Forecast Employment*	Net Change	Annual % Change 2010-2040
Boone	19,850	31,500	11,650	1.6%
Cook	3,122,740	3,534,830	412,090	0.4%
DeKalb	52,770	70,960	18,190	1.0%
DuPage	689,730	851,740	162,010	0.7%
Kane	257,350	509,620	252,270	2.3%
Lake	428,850	638,090	209,240	1.3%
Lee	15,460	20,230	4,770	0.9%
McHenry	134,820	321,510	186,690	2.9%
Ogle	23,090	32,480	9,390	1.1%
Whiteside	27,200	35,400	8,200	0.9%
Will	252,320	672,950	420,630	3.3%
Winnebago	155,290	194,750	39,460	0.8%
Total	5,179,470	6,914,060	1,734,590	1.0%

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

*Woods & Poole Economics, Inc. (W&P), "2012 Complete Economic and Demographic Data Source (CEDDS)" and al, Chalabi Group, LTD.

Exhibit 106



Appendix

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October 15, 2012

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

Subject: Annual Toll Revenue Certificate

Dear Mr. Colsch:

As Traffic Engineers for the Illinois State Toll Highway Authority (the Illinois Tollway), CDM Smith 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 2012 and toll revenue estimates for 2013. For both 2012 and 2013, the estimates are based on the new toll rate structure that went into effect on January 1, 2012.

Toll revenue estimates presented herein incorporate adjustments for the current state of the national and regional economy, and expectations for recovery from the recent economic recession. 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.

2012 Toll Rate Changes

A passenger car toll rate increase approved by the Illinois Tollway Board went into effect January 1, 2012. This rate change increased I-PASS passenger car toll rates by 87.5 percent. Cash passenger tolls are double the I-PASS rate. The higher toll rates have caused some potential Tollway users to divert to other routes. This impact is estimated through the travel demand modeling process used to generate the estimates. The model simulates travelers' route choices by taking into account many variables including the cost of tolls.

In addition to affecting travelers' route choices the toll rate change also impacts participation in the I-PASS program. I-PASS participation rates have been slowly but steadily increasing in recent years. The new toll rates preserve the same ratio difference between I-PASS and cash rates for passenger cars; i.e., cash rates are double I-PASS rates. However, with the increase in passenger car toll rates the absolute difference between I-PASS and cash tolls are greater. For example, at a typical mainline plaza before the rate change the I-PASS toll was \$0.40 and the cash toll \$0.80 for a difference of \$0.40. Under the new toll rate structure the I-PASS toll rate at the typical mainline





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plaza is \$0.75 and the cash rate \$1.50, for a difference of \$0.75. Based on the first eight months of data through August 2012, the higher absolute value difference between I-PASS and cash rates has increased the level of participation in the I-PASS program. In the last certificate provided in October 2011, we estimated the I-PASS participation rate to reach approximately 84.8 percent of all passenger car transactions in 2012. Based on data through August 2012 the passenger car I-PASS participation rate is anticipated to reach 86.2 percent for all of 2012. The negative impact of the higher I-PASS participation rates is estimated at \$8 million.

Recent Traffic Trends

As shown in Table 1, through August 2012, overall traffic is 2.5 percent lower than the similar period in 2011. Passenger car traffic is 3.3 percent lower than 2011, while commercial vehicle traffic is 4.4 percent higher, for the same period. It should be noted that traffic for the month of February 2011 was significantly depressed due to a severe winter storm, and February 2012 includes an additional day due to the leap year. These two factors contributed to a sharp increase in traffic for February 2012. Excluding the month of February, overall traffic declined by 3.4 percent compared to the same months in 2011. The corresponding passenger car and commercial vehicle traffic changes over 2011 are - 4.3 percent and +3.6 percent, respectively. Passenger car traffic experienced lower diversions due to the January 1, 2012 toll increase than previously estimated. Commercial vehicle traffic has grown over 2011, although the growth has slowed significantly for the months of June through August.

National and Regional Economy

High unemployment, lackluster job growth and tepid economic activity continue to persist, even two years since the end of the economic recession in June 2009. Economic activity, as measured by real gross domestic product (GDP), which grew at 2.3 and 2.2 percent in the first and second quarters of 2010, respectively, grew at 2.6 and 2.4 percent in the third and fourth quarters of 2010. In 2011, real GDP growth slowed substantially to 0.1 in the first quarter, picked up to 2.5 percent in the second quarter, slowed again to 1.3 percent in the third quarter before posting a strong gain of 4.1 percent on the fourth quarter. The first and second quarters of 2012 showed real GDP growth of 2.0 and 1.5 percent, respectively. According to the Bureau of Economic Analysis, the increase in real GDP in the second quarter of 2012 primarily reflected positive contributions from increased personal consumption expenditures (PCE), exports, non-residential and residential fixed investments. These were offset by reduced state and local government spending and increased imports.





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Table 1
Illinois Tollway
Monthly Historical Trends
Preliminary Unaudited Transactions
(millions)

	2007	% Chg	2008	% Chg	2009	% Chg	2010	% Chg	2011	% Chg	2012
Total Transactions											
Jan	61.39	1.2%	62.15	-6.6%	57.94	3.6%	60.05	4.7%	62.88	-4.6%	59.97
Feb	54.52	7.1%	58.40	-3.6%	56.31	2.8%	57.89	-2.0%	56.75	5.9%	60.11
Mar	66.29	-1.2%	65.50	-2.3%	63.87	6.3%	68.00	2.2%	69.48	-4.2%	66.59
Apr	64.84	0.6%	65.21	-1.8%	64.06	5.9%	67.86	0.0%	67.84	-3.1%	65.77
May	68.96	-0.9%	68.34	-1.8%	67.15	4.5%	70.17	1.5%	71.21	-0.8%	70.97
Jun	68.56	-2.4%	66.95	0.9%	67.58	5.4%	71.25	3.0%	73.40	-3.2%	71.03
Jul	70.09	-0.7%	69.57	0.8%	70.23	4.3%	73.41	1.7%	74.68	-4.3%	71.45
Aug	71.46	-2.2%	69.87	-1.0%	69.18	7.7%	74.51	2.4%	76.30	-4.4%	72.94
Sep	65.77	-3.8%	63.27	3.7%	65.58	5.8%	69.40	2.1%	70.88		
Oct	69.12	-2.5%	67.42	-0.3%	67.22	6.2%	71.39	2.3%	73.05		
Nov	65.36	-5.8%	61.49	3.0%	63.36	6.3%	67.34	1.6%	68.42		
Dec	61.92	-7.0%	59.71	3.3%	62.88	4.7%	65.80	3.2%	67.93		
Total	788.29	-1.3%	777.88	-0.3%	775.35	5.4%	817.08	1.9%	832.83		
Total (Jan-Aug)									552.54	-2.3%	538.83
Passenger Car Transactions											
Jan	54.39	0.8%	54.82	-8.8%	51.74	4.4%	54.03	4.2%	56.29	-8.8%	53.02
Feb	48.18	6.8%	51.48	-1.9%	50.50	2.9%	51.95	-2.6%	50.58	5.2%	53.21
Mar	58.63	-0.6%	58.27	-1.5%	57.38	6.2%	60.94	1.7%	62.01	-5.0%	58.93
Apr	57.43	0.1%	57.52	-0.1%	57.48	5.5%	60.66	0.0%	60.69	-4.0%	58.23
May	60.72	-0.6%	60.37	0.0%	60.40	4.1%	62.90	1.1%	63.99	-1.3%	62.75
Jun	60.55	-2.3%	59.06	2.3%	60.51	4.8%	63.44	3.0%	65.31	-3.6%	62.95
Jul	62.15	-0.9%	61.55	2.4%	63.01	4.8%	65.93	1.7%	67.02	-5.2%	63.56
Aug	62.85	-1.3%	62.00	0.2%	62.09	7.2%	66.53	2.1%	67.99	-5.1%	64.44
Sep	57.85	-3.0%	55.75	4.9%	58.50	5.4%	61.66	2.2%	63.04		
Oct	60.52	-1.8%	59.46	0.9%	59.98	6.1%	63.67	2.1%	65.03		
Nov	57.68	-4.7%	54.94	3.8%	56.87	5.8%	60.17	1.2%	60.90		
Dec	55.10	-3.3%	53.31	5.8%	56.39	4.5%	58.91	3.2%	60.81		
Total	696.05	-1.1%	688.52	0.9%	694.84	5.2%	730.80	1.7%	743.20		
Total (Jan-Aug)									493.41	-3.3%	477.08
Commercial Vehicle Transactions											
Jan	7.00	4.7%	7.33	-13.3%	6.20	-2.9%	6.02	9.8%	6.59	5.4%	6.95
Feb	6.34	9.3%	6.93	-16.1%	5.81	2.1%	5.94	4.0%	6.17	11.7%	6.89
Mar	7.66	-5.6%	7.24	-10.3%	6.49	8.8%	7.06	5.8%	7.47	2.6%	7.66
Apr	7.40	3.9%	7.69	-14.3%	6.58	9.3%	7.21	-0.7%	7.16	5.3%	7.54
May	8.24	-3.2%	7.97	-15.3%	6.75	7.6%	7.27	4.8%	7.61	8.0%	8.22
Jun	8.01	-1.5%	7.89	-10.3%	7.07	10.4%	7.81	3.5%	8.08	0.0%	8.08
Jul	7.95	0.9%	8.02	-10.0%	7.22	3.7%	7.48	2.3%	7.66	3.1%	7.89
Aug	8.62	-8.7%	7.86	-9.9%	7.09	12.5%	7.98	3.0%	8.37	1.3%	8.50
Sep	7.92	-5.1%	7.52	-5.8%	7.08	9.2%	7.73	1.5%	7.85		
Oct	8.60	-7.8%	7.96	-9.2%	7.23	6.8%	7.73	3.7%	8.02		
Nov	7.68	-14.8%	6.55	-0.9%	6.49	10.5%	7.17	4.8%	7.52		
Dec	6.82	-6.1%	6.40	1.3%	6.49	6.2%	6.89	3.3%	7.12		
Total	92.24	-3.1%	89.37	-9.9%	80.52	7.2%	86.29	3.9%	89.69		
Total (Jan-Aug)									59.13	4.4%	61.75





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Consumer confidence declined in August 2012 after a recovery from its recent lows in late 2011. After improving slightly in July 2012, the Conference Board's Consumer Confidence Index dropped from 65.4 in July to 60.6 in August 2012, as consumers grew more pessimistic about the short term outlook. The index is now at its lowest level since November 2011 (55.2). Weak consumer confidence is likely to temper economic growth. The majority of consumers reported worsened finances, expected no income gains, and expected little improvement in the short term.

In the labor market, the US unemployment rate has not fallen as rapidly as was predicted, edging down to 8.1 percent in August 2012. Since the beginning of the year, the national unemployment rate has held in a narrow range of 8.1 to 8.3 percent. While a significant improvement over August, 2011 when the unemployment rate stood at 9.1 percent, the persistently high unemployment rate is the result of weak job creation. The Illinois unemployment rate inched up 0.2 percent to 9.1 percent in August. This represents a significant improvement over a year ago, when the state's unemployment rate stood at 10.2 percent. In August, Illinois added 9,600 jobs with gains in education, health services and leisure & hospitality, offset by losses in construction, trade/transportation & utilities. Most economists agree that recovery from the recession will continue, albeit at a more gradual pace than previously forecast.

The over supply of housing 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 increased marginally to a seasonally adjusted annual rate of 585,000. 2011 saw a further increase in housing starts to 612,000. The National Association of Realtors forecasts a sharp increase in housing starts nationally in 2012, to 775,000, an increase of 26.8 percent from 2011. The National Association of Home Builders also forecasts a sharp increase in housing starts for 2012, reaching 751,000, a gain of 22.7 percent over 2011. However, foreclosure activity has continued to negatively impact home prices. In June 2012, the Standard & Poors/Case-Schiller 20 city home price index reached 132.54, indicating a marginal increase of 0.5 percent compared to a year ago. Locally, the Chicago index stood at 113.61 in June 2012, a 4.6 percent improvement over May but a 1.7 percent year over year decline.

The volatility in energy prices that had been a critical factor affecting the national and regional economy in the early stages of the recession continues to impact the economy. Retail gasoline prices increased sharply earlier this year, reaching \$3.90 per gallon in April. Prices then fell for three consecutive months, averaging \$3.44 per gallon in July. Rising crude prices contributed to an increase in regular gasoline retail prices to \$3.84 per gallon by September 3rd. According to the September 2012 Energy Information Administration's (EIA) Short Term Energy Outlook, EIA expects the average regular-grade gasoline retail prices to begin declining this month as the gasoline market recovers and transitions from summer-grade to winter-grade formulations, averaging \$3.64 and \$3.43 per gallon for 2012 and 2013, respectively. Projected annual average diesel fuel retail prices are \$3.96 and \$3.73 per gallon in 2012 and 2013, respectively.





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Short Term Forecasts for the National and Regional Economy

CDM Smith tracks the monthly Economic Forecasting Surveys published by The Wall Street Journal (WSJ). Illustrated in Figure 1 are the average GDP change monthly forecasts from April 2011 through August 2012. It is forecasted that the national GDP will continue to show positive growth through the end of 2013. Since the third quarter of 2011, each forecast has been consistently revised downwards.

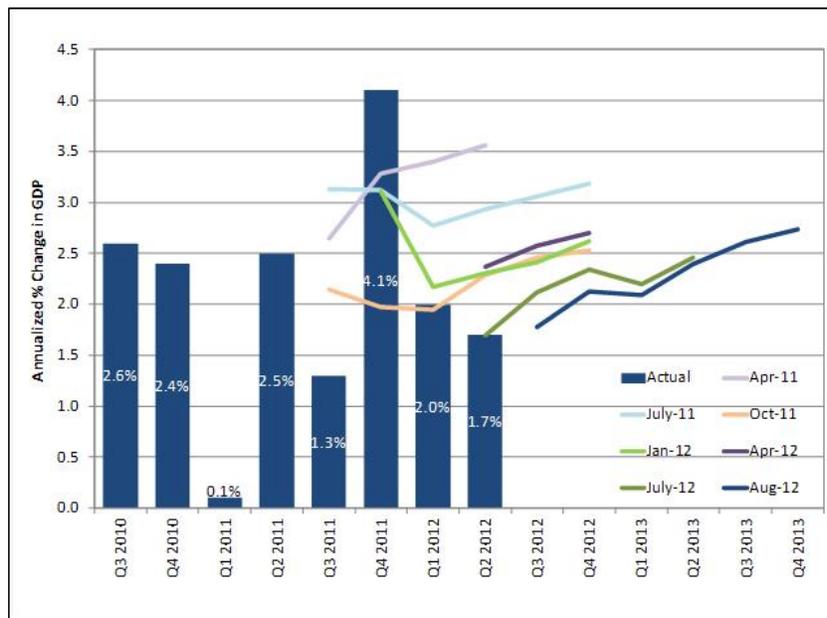


Figure 1: Historical and Forecasted GDP Growth Comparisons by Date of Forecast
 Source: Wall Street Journal Economic Forecasting Survey, US Bureau of Economic Analysis (Aug. 2012)

The Federal Reserve, in its' July 2012 Monetary Policy report projected real GDP to increase by 1.9 to 2.4 percent for the entire year of 2012, and to increase by between 2.2 and 2.8 percent in 2013. In 2014, real GDP is projected to increase by 3.0 to 3.5 percent. Other forecasters paint a similar picture. The Congressional Budget Office (CBO) projects real GDP growth of 1.7 percent in 2013 if budget sequestration (the "Fiscal Cliff") does not go into effect next year, and a reduction of 0.5 percent if it does occur. According to 48 forecasters surveyed by the Federal Reserve Bank of Philadelphia in the Survey of Professional Forecasters August 2012 report, the outlook for growth in the U.S. economy looks weaker now than it did just three months ago. The forecasters see real GDP growing at an annual rate of 2.2 percent in the fourth quarter of 2012, down from the previous





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estimate of 2.6 percent. On an annual-average over annual-average basis, the forecasters expect slower real GDP growth in 2013, 2014, and 2015. The forecasters predict real GDP will grow 2.1 percent in 2013, 2.7 percent in 2014, and 3.1 percent in 2015.

The Congressional Budget Office (CBO) projects the national unemployment rate to average 8.2 percent in 2012 and 8.0 percent in 2013, provided that budget sequestration (the "Fiscal Cliff") does not go into effect. The CBO projects the unemployment rate will reach 9.1 percent in 2013 if budget sequestration does go into effect next year. The Survey of Professional Forecasters projects unemployment to remain at 8.2 percent for 2012 and to average 7.9 percent in 2013. In 2014 and 2015, the Survey of Professional Forecasters indicates a more significant improvement to 7.3 and 7.0 percent, respectively. However, these projected unemployment rates remain far higher than the natural rate of unemployment for a healthy economy of approximately 6 percent.

Given the weaker forecasts for economic and employment growth in the short term compared to a year ago, assumptions for the economic recovery in 2012 and 2013 were reduced.

Construction Impacts

Under the prior 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 2010.

In 2012, the Illinois Tollway is rehabilitating all 8 lanes for 22.3 miles of the Tri-State Tollway between 95th Street and Balmoral Avenue, to be completed by mid November. In addition, roadway rehabilitation from the Edens Spur to Half Day Road is continuing on the Tri-State Tollway. These projects have resulted in significant impacts to Tri-State Tollway traffic, contributing to a reduction of 3.4 percent from April through August of this year, compared to a similar period in 2011. In addition, the Illinois Tollway is conducting pavement rehabilitation on the Reagan Memorial Tollway in 2012, between IL 251 and Annie Glidden Road, and between Annie Glidden Road and IL 56. In addition, pavement reconstruction and widening of the Reagan Memorial Tollway, between Deerpath Road and IL 56 depressed traffic, contributing to a decline of 4.9 percent from April through August, compared to the same period in 2011.

In 2013, significant impacts are anticipated due to reconstruction and widening of approximately 35 miles of the Jane Addams Memorial Tollway from Mill Road to Randall Road, bridge widening, and reconstruction of the Kishwaukee River bridge. While the existing number of lanes will generally be maintained during construction, current plans include shutting down one direction of the roadway and shifting traffic to temporary lanes on the other side of the roadway. During one stage of the project, one lane will be closed in the westbound direction at the Kishwaukee River. In addition, the Illinois Tollway will rehabilitate the pavement for approximately 3 miles of the Veterans Memorial Tollway between I-55 and 75th Street. Table 2 identifies the major scheduled construction projects for 2013.





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Estimated Toll Revenue

The revised 2012 system-wide expected toll revenue estimate is \$978,704,000. This estimate includes the Illinois Tollway's adjusted expected revenues for the first eight months of 2012, and CDM Smith estimates for the four remaining months. Monthly figures are presented in Table 3.

The estimated system-wide expected revenue for 2013 is \$990,351,000. Monthly expected revenue estimates for 2013 are presented in Table 4. These estimates take into account the new passenger car toll rates effective January 1, 2012, higher I-PASS participation rates, short term economic forecasts and assume major 2013 construction projects having traffic impacts as previously identified.

The revenue projected for 2013 reflects recent traffic performance, expectations of continued growth in passenger car I-PASS participation reaching 87.3 percent and lower economic growth. Traffic has been dampened for 2013 to reflect the lower growth and more significant construction impacts for the Jane Addams Memorial Tollway. It should be noted that 2013 traffic is still projected to be approximately 2 percent higher than in 2012. I-PASS participation is estimated to increase by 1.1 percent over 2012, which will reduce revenue growth by approximately \$6 million.

The revenue estimates contained herein take into account the construction impacts described above. CDM Smith 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 2013 construction activity and maintenance of traffic plans, the estimates may be revised.

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

Sincerely,

CDM Smith

A handwritten signature in black ink, appearing to read "Kamran A. Khan", written over a thin horizontal line.

Kamran A. Khan
Senior Vice President

Attachments





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Table 2
Illinois Tollway and Illinois Department of Transportation
2013 Major Scheduled Construction Projects

Location (From)	Location (To)	Type of Work
Tri-State Tollway		
Seven interchanges ¹		Ramp reconstruction
Jane Addams Memorial Tollway		
Four bridges		Bridge widening
Mill Rd	Randall Rd	Reconstruction and widening
US-20 Business ¹		Ramp reconstruction
Kishwaukee River,	Bartlett Rd	Bridge reconstruction
Lee St ¹		Interchange reconstruction
IL-47 ¹		Interchange construction
Reagan Memorial Tollway		
Highland Ave,	Cermak Rd, York Rd ¹	Ramp reconstruction
Veterans Memorial Tollway		
I 55	75th St	Rehabilitation
IL-56 Collector-Distributor Rd		Rehabilitation
North Ave	Army Trail Rd	Rehabilitation
I-88 interchange ¹		Underpass lighting

¹ Minor impact anticipated to Illinois Tollway traffic





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Table 3
Illinois Tollway
2012 Monthly Systemwide
Expected Revenue Estimates
(thousands)

Month	Revenue
January	\$72,711 ¹
February	72,356 ¹
March	80,736 ¹
April	79,536 ¹
May	86,370 ¹
June	86,715 ¹
July	87,337 ¹
August	89,901 ¹
September	81,341 ²
October	87,566 ²
November	79,223 ²
December	74,911 ²
Total	\$978,704

¹Adjusted expected revenue from the Illinois Tollway

²CDM Smith estimate of expected revenue





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Table 4
Illinois Tollway
2013 Monthly Systemwide
Expected Revenue Estimates
(thousands)

Month	Revenue
January	\$74,553 ¹
February	70,151 ¹
March	80,344 ¹
April	82,186 ¹
May	86,167 ¹
June	85,437 ¹
July	90,054 ¹
August	90,869 ¹
September	83,935 ¹
October	88,486 ¹
November	80,665 ¹
December	77,505 ¹
Total	\$990,351

¹CDM Smith estimate of expected revenue

Exhibit 107





AECOM
303 East Wacker Drive
Suite 600
Chicago, IL 60601
www.aecom.com

312 938 0300 tel
312 938 1109 fax

October 10, 2012

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

Subject: 2013 Renewal and Replacement Deposit

Dear Mr. Colsch,

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 2013. 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 3, 2012. The projected ending balance of the R&R Account for 2012 will be approximately \$286 million, which includes the 2012 R&R deposit as well as the deposit of additional revenue. Based on this analysis, we recommend depositing \$200 million to the R&R Account for 2013 in order to fund the projects in the Tollway's Final Program of roadway, bridge, and facility repair, rehabilitation and reconstruction.

Total draws for the R&R Program in 2013 are estimated to be approximately \$289 million. The combination of deposits and draws on the cash balance of the R&R Account will fund the projects in the Program including \$50 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. Heijstedt, P.E.
Vice President

c: Kristi Lafleur, Tollway
Greg Stukel, Tollway
Stella Banak, Tollway
Cathy Williams, Tollway
Paul Kovacs, Tollway
Rocco Zuccherro, Tollway
Maria Molliconi, Tollway

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Exhibit 108

2013 BUDGET
THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY
CERTIFICATE OF AUTHORIZED OFFICER

Set forth below is a statement showing actual and estimated Revenues (including estimates of Toll Revenues prepared by the Traffic Engineer, CDM Smith), Operating Expenses, Aggregate Debt Service and Renewal and Replacement Deposits (prepared by the Consulting Engineer, AECOM) for the years 2012 and 2013. 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 2012	FY 2013
Net Revenues :			
Actual Revenues - First Eight Months :			
	Toll Revenue *	\$617.4	
	Evasion Recovery	17.8	
	Investment Income	0.6	
	Concession and Miscellaneous	4.9	
First Eight Months Revenues		\$640.7	
Estimated Revenues - Last Four Months :			
	Toll Revenue *	\$305.6	
	Evasion Recovery	10.2	
	Investment Income	0.4	
	Concession and Miscellaneous	3.1	
Last Four Months Revenues		\$319.3	
Estimated Revenues :			
	Toll Revenue *	\$923.0	\$934.0
	Evasion Recovery	28.0	43.0
	Investment Income	1.0	1.0
	Concession and Miscellaneous	8.0	8.0
Total Estimated Revenues		\$960.0	\$986.0
Less: Total Budgeted Operating Expenses		\$267.5	\$283.4
Less: Deposit to Operating Reserve Sub-Account		\$10.4	0.0
Estimated Net Revenues		\$682.1	\$702.6
Net Revenue Requirement			
	Aggregate Debt Service **	\$250.4	\$322.0
	Renewal and Replacement Account (RR) Deposit per AECOM	300.0	200.0
Net Revenue Requirement (Aggregate Debt Service + Renewal Replacement Deposit)		\$550.4	\$522.0
Alternative Net Revenue Requirement (1.3 X Aggregate Debt Service)		\$325.5	\$418.6
Revenues in Excess of Net Revenue Requirement		\$131.7	\$180.6
Build America Bond subsidy reduces transfers required for Debt Service		\$16.2	\$16.2
Other Adjustments to Transfers from Revenue Fund to Operating and Debt Service Accounts		1.1	(10.8)
Additional deposit to Renewal and Replacement Account and Improvement Account		\$149.0	\$186.0

* CDM Smith has estimated expected toll revenues to total \$978,704,000 in 2012 and \$990,351,000 in 2013.

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 \$55,704,000 for 2012 and \$56,351,000 for 2013.

** Debt Service for 2013 includes \$33.8 million interest expenses for new debt and \$5 million for potential increased debt service from refunding/ restructuring synthetic fixed rate bonds.

Totals may not add due to rounding.

Exhibit 109

Acronyms

AA	Affirmative Action
ACEC	American Council of Engineering Companies
ADA	Americans with Disabilities Act
AED	Automated External Defibrillators
ANL	Argonne National Laboratory
ATIS	Advanced Traveler Information System
BEP	Business Enterprise Program
C5	Contract Cost Change Controls Committee
CA	Central Administration for the Illinois Tollway
CAD	Computer Aided Dispatch
CAFR	Comprehensive Annual Financial Report
CCC	Customer Call Center
CCI	Construction Corridor Information
CCTV	Closed Circuit Television
CIS	Central Information Services
CMAP	Chicago Metropolitan Agency for Planning
CMS	Central Management System
CRP	Congestion-Relief Program
CW	Central Warehouse
DBA	Database Administrator
DBE	Disadvantaged Business Enterprise
DBE/M/WBE	Disadvantaged, Minority- and Women-Owned Business Enterprises
DC	Direct Current
DCEO	Department of Commerce and Economic Opportunity
DMS	Dynamic Message Signs
DOT	Department of Transportation
DUI	Driving Under the Influence
DVD	Digital Video Disc
DVR	Digital Video Recorder
ECP	Earned Credit Program
EEC	Executive Ethics Commission
EEO	Equal Employment Opportunity
EMS	Emergency Medical Services
EOWA	Elgin O'Hare Western Access
ERP	Enterprise Resource Planning
FCC	Federal Communications Commission
FCIAA	Fiscal Control and Internal Auditing Act
FICA	Federal Insurance Contributions Act

Acronyms (continued)

FMLA	Family Medical Leave Act
GAAP	Generally Accepted Accounting Principles
GAAS	Generally Accepted Auditing Standards
GASB	Governmental Accounting Standards Board
GFOA	Government Finance Officers Association
GIS	Geographic Information System
G/L	General Ledger
GOMB	Governor's Office of Management and Budget
HACIA	Hispanic American Construction Industry Association
HVAC	Heating, Ventilation and Cooling
ICCB	Illinois Community College Board
ICT	Illinois Center of Transportation
IDOT	Illinois Department of Transportation
IGA	Intergovernmental Agreement
IRTBA	Illinois Road and Transportation Builders Association
ISA	International Standards Audit
ISO	International Organization for Standardization
ISP	Illinois State Police
IT	Information Technology
ITS	Intelligent Transportation Systems
IVR	Interactive Voice Response
IWIN	Illinois Wireless Information Network
JOC	Job Order Contracting
KISS	Kids Identification and Safety Seat
LED	Light Emitting Diode
LEED	Leadership in Energy and Environmental Design
LIBOR	London Inter-Bank Offering Rate
LIDAR	Light Detection and Ranging
M and O	Maintenance and Operations
MADS	Maximum Annual Debt Service
MBE	Minority Business Enterprise
MP	Mile Post
M/P	Mentor/Protégé Program
MPS	Master Program Schedule
M-Site	Maintenance Site
NPDES	National Pollution Discharge Elimination System
NVR	Network Video Recorder

Acronyms (continued)

ORT	Open Road Tolling
PBX	Private Branch Exchange Telephone System
PCIDS	Payment Card Industry Data Security
PCMS	Portable Changeable Message Signs
PII	Personally Identifiable Information
PMO	Program Management Office
PSB	Professional Service Bulletin
R and R	Renewal and Replacement
RFP	Request for Proposal
RMAP	Rockford Metropolitan Agency for Planning
RTA	Regional Transportation Authority
SAT	Strategic Advisory Team
SBP	Small Business Program
SDI	System Development Integration
SEIU	Service Employees International Union
SERS	State Employees Retirement System
SIFMA	Securities Industry and Financial Markets Association
SPO	State Purchasing Officer
SQL	Structured Query Language
SWPPP	Storm Water Pollution Protection Plan
TA	Technical Assistance
TIMC	Traffic Incident Management Center
TIMS	Traffic Incident Management System
TOSC	Traffic Operations Safety Committee
TRMMP	Toll Revenue Management and Maintenance Program
UHF	Ultra High Frequency
UOR	Unusual Occurrence Report
UPS	Uninterruptible Power Supply
USGBC	U.S. Green Building Council
VES	Violation Enforcement System
VHF	Very High Frequency
VPN	Virtual Private Network
WBE	Women Business Enterprise
WBPM	Web Based Program Management
WIM	Weigh-in-Motion

Glossary

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.

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

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

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.

Glossary (continued)

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.

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

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 - 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. Electronic toll collection 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.

ENVIRONMENTAL IMPACT STATEMENT - A document that describes the impacts on the environment as a result of a proposed action. The environment includes land, water, air, structures, living organisms, environmental values at the site, and the social cultural, and economic aspects. An impact is a change in consequence that results from an activity.

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.

Glossary (continued)

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.

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.

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

MOVE ILLINOIS: THE ILLINOIS TOLLWAY DRIVING THE FUTURE - New program approved by the Illinois Tollway Board of Directors on August 25, 2011, maps out the Illinois Tollway's capital needs for 2012 – 2026 and will create the infrastructure necessary for the 21st century.

Glossary (continued)

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.

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.

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

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

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

RESERVE - Portion of 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.

Glossary (continued)

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.

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 the toll highways operated and maintained by the Tollway projects, properties, equipment and facilities to the extent used in connection with the operation and maintenance of the facilities.

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.

Glossary (continued)

TRANSPORTATION INCIDENT 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.

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.

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.



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