



Illinois Tollway

2012 Budget

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For the Fiscal Year Beginning

January 1, 2011

Linda C. Denison *Jeffrey P. Bann*

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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 2011. 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

December 14, 2011

To the Honorable Board Chair and Directors:

In 2012, the Illinois Tollway will embark on a new era as we begin implementation of the 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*. This 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. It will:

- Rebuild and widen the Jane Addams Memorial Tollway (I-90) as a state-of-the-art corridor linking Rockford to O'Hare Airport.
- Construct a new interchange to connect I-294 to I-57 – one of only two places in the nation where interstates cross but do not connect.
- Build a new all-electronic Elgin O'Hare West Bypass that can provide western access to O'Hare Airport.
- Fund planning studies for the extension of Illinois Route 53 and the Illiana Expressway.
- Address the remaining capital needs of the existing Tollway system.

To prepare for the challenge of undertaking the largest capital program in this agency's history, we spent the last year putting our fiscal house in order, making sure our operations are honest and efficient, and reviewing how to improve our customers' experience, while also ensuring that we are doing everything possible to live within our means.

The following 2012 Budget builds on our accomplishments in 2011 and outlines a guide for the coming year as we launch the Move Illinois Program and reaffirm our commitment to furthering transparency and accountability, enhancing customer service, fostering environmental responsibility and sustainability, increasing collaboration with transportation and planning agencies and promoting the regional economy.

We are maintaining a current head count of 1,598 employees and holding the line on operating costs across the board. We are strengthening our processes for collecting tolls and violation fines and fees to ensure that the Tollway is collecting all that is owed to us. And we are continuing to look for ways to generate non-toll revenue, as well as identify additional budget efficiencies to provide savings.

Most importantly, we believe that the financial plan outlined in detail in the following pages will allow the Illinois Tollway to continue to provide a high level of service that enhances regional mobility and, ultimately, saves our customers time and money.



Kristi Lafleur
Executive Director

Executive Summary

The Illinois Tollway (the 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 2012 Budget builds on the Illinois Tollway's accomplishments in 2011 and outlines a guide for 2012 as the agency continues to work toward these goals.

Illinois Tollway Executive Director Kristi Lafleur and the Tollway Board of Directors have committed to be open and forthcoming about the challenges the agency faces – ensuring that integrity is the foundation for all Tollway decisions and leadership. With this commitment in mind, in 2011, the Tollway completed a comprehensive 18-month review and public discussion of the Illinois Tollway's needs for its existing system and opportunities to improve regional mobility. As a result of the public input and discussion, the Illinois Tollway Board of Directors on August 25, 2011, adopted the 15-year, \$12 billion capital program, Move Illinois: The Illinois Tollway Driving the Future, funded by bonds and toll revenue generated through a toll rate increase for passenger vehicles in 2012 and a previously approved increase for commercial vehicles beginning in 2015.

The Move Illinois Program establishes a guide to address the Illinois Tollway's systemwide needs beginning in 2012 through 2026 and invests in new projects that will improve mobility throughout the region, in addition to creating 120,000 jobs and adding \$21 billion to the economy. The 2012 Budget reflects the Maintenance & Operations (M&O) Budget and Capital Budget needs to support the Move Illinois Program.

Furthering Transparency and Accountability

In 2011, the Illinois Tollway 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. This approach has led to cost savings and enhanced operational efficiencies.

The Department of Business Systems, reviews and audits the agency's toll collection systems and contracts outlined areas for improvement. The Tollway addressed challenges pursuing out-of-state violations, recouping more than \$5 million in unpaid tolls and fines as a result, and \$1 million annually moving forward. In addition, the Tollway saved nearly \$3 million by reevaluating a number of enhancements to the existing toll collection system that would not significantly reduce costs or improve revenue. Adjustments to open road tolling cameras and technology led to an increase in transponder reads resulting in an estimated cost benefit of more than \$4 million a year.

The Tollway has adopted a new set of goals for the agency's electronic tolling system including:

- A strategic redefinition of the Tollway's business rules, including policies, processes and procedures.
- Enhanced transparency and accountability, including better monitoring and reporting.
- Reduced system response times.

- Enhanced flexibility to accommodate change.
- Enhanced competition and vendor specialization.

Enhancing Customer Service

The Illinois Tollway operates the nation's largest open road tolling system, approximately eighty-four percent of all transactions on the system are electronic, or I-PASS transactions. However, I-PASS customers – now numbering more than 3 million – are responsible for more than half of all violations on the Illinois Tollway, receiving more than 700,000 violation notices each year.

In 2011, the Illinois Tollway launched a public awareness campaign to better educate I-PASS customers about the importance of updating their accounts and how to avoid violations. In addition, new policies and services were introduced to improve the efficiency of the toll violation process.

The Illinois Tollway implemented a new policy that requires all violation notices to be mailed within 90 days of a Tollway user's third violation. The new policy will mean that violation notices will typically contain fewer violations and be delivered more quickly to Tollway users. In addition, the Illinois Tollway now provides customers who receive a toll violation notice the ability to view the license plate images associated with toll violation notices online, select from two dispute options and file the dispute electronically via the Web.

Fostering Environmental Responsibility

The Illinois Tollway is committed to using renewable energy and green technology, and adopting research initiatives and best practices to be environmentally responsible.

In 2011, an energy audit to evaluate the Tollway's facilities and establish a baseline for energy consumption led to the initiation of a number of energy efficiency initiatives and projects, including lighting upgrades, window tinting and heating and cooling system rehabilitation. Moving forward, energy audit improvements are expected to yield savings estimated at \$180,000 annually in energy reduction usage.

In addition, in 2011, the Illinois Tollway and Argonne National Laboratory launched two new research initiatives under a three-year agreement to collaborate on the development of energy efficient technologies and eco-strategies. The new fleet research study is aimed at identifying fuel cost savings and efficiencies for the Tollway and Illinois State Police District 15's fleet, and the joint energy study with Argonne's Midwest Photovoltaic Analysis Facility is evaluating how multiple solar panel technologies perform under environmental conditions in the Midwest region.

The Tollway's 2012 budget includes funding to continue to support the implementation of energy management initiatives and environmentally responsible practices. The Tollway has initiated planning and construction of new capital projects under the new Move Illinois Program. The agency is continuing practices established in the Congestion-Relief Program (CRP) to minimize the environmental impact of roadway construction by reducing, recycling and reusing materials. As the Tollway

works to complete the remainder of capital projects outlined in the \$5.8 billion CRP, the agency projects an approximate savings of 1 percent as a result of sustainable construction – which will equal nearly \$50 million over the life of the program.

Increasing Collaboration

On April 19, 2011, the seven Chicago area transportation agencies reconvened for the second 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, including a recommendation to focus the region's attention on the I-90 Corridor, including the Jane Addams Memorial Tollway (I-90).

Illinois Tollway Executive Director Kristi Laffleur and the Tollway Board of Directors took this directive and made the I-90 Corridor the cornerstone of the Move Illinois Program, committing more than \$2 billion to rebuild and widen the Tollway's portion of the corridor, and for the first time in the agency's history, planning for future transit on the roadway.

In 2011, the Illinois Tollway formed the I-90 Corridor Planning Council to help build consensus on a vision for the I-90 Corridor from Chicago to Rockford. Chaired by the Illinois Tollway, the Council includes leaders from the Illinois Department of Transportation (IDOT), executives from the region's transit and transportation planning agencies, representatives from business and environmental groups, as well as members of the five county boards along the corridor, legislators and the Northwest Council of Mayors. The Tollway also partnered with Regional Transportation Authority to evaluate a new express bus system along the Jane Addams Memorial Tollway (I-90).

In 2012, the Illinois Tollway will look to the recommendations generated by these collaborative efforts as it develops plans for the Move Illinois Program. In addition, an Elgin O'Hare West Bypass Local Advisory Committee will be formed to assist the Tollway in guiding the project through to implementation, and the Illinois Route 53/120 Blue Ribbon Advisory Council will continue its work to develop a regional consensus on whether to move forward with an Illinois Route 53 corridor project in Lake County.

Promoting Economic Growth

Under the leadership of the Board of Directors and the Executive Director, the Illinois Tollway took steps in 2011 to ensure that the agency is contributing to regional economic growth, including approval of intergovernmental agreements to construct a new, all-electronic exit ramp on the northbound Tri-State Tollway (I-294) to Balmoral Avenue and a new full interchange on the Jane Addams Memorial Tollway (I-90) at Illinois Route 47.

The agreement with the Village of Rosemont is a first-of-its-kind for the Tollway, with the Village scheduled to complete construction of the new ramps by the end of 2011, supporting plans underway to expand the Village's entertainment and retail developments. Consistent with its Interchange and

Roadway Cost-Sharing Policy to pay for half of the cost of interchange improvements, the Tollway will contribute half of the toll revenue it collects on the new ramp for a maximum of 25 years.

In addition, the intergovernmental agreement among the Tollway, the Village of Huntley, Kane County, McHenry County and the Illinois Department of Transportation to construct a new \$69 million, all-electronic interchange at Illinois Route 47 on I-90 in Huntley, will create more opportunity for continued economic development along Illinois Route 47. The new interchange will open up and expand access between the Tollway and a regional north-south transportation route.

In addition to supporting infrastructure improvements to promote opportunity for economic development in 2011, the Illinois Tollway is 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. At the direction of the Tollway Board of Directors, in 2011, the agency committed to dividing its large, single contract for electronic toll collection and toll violation services into smaller contracts and bidding the work through Illinois' State Use Program, which is designed to provide long-term employment opportunities for people working in not-for-profit community rehabilitation facilities.

Fiscal Year 2012 Budget

The Tollway is self-supporting, depending on the revenues from operations and proceeds from the issuance of revenue bonds for the expansion, reconstruction and improvement of the Tollway system. The 2012 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.

The 2012 Budget includes funding for the first year of the Move Illinois Program, a 15-year \$12 billion capital program financed with tolls, other operating revenue and bond proceeds. To support the Move Illinois Program, the Illinois Tollway Board of Directors approved a toll rate increase on passenger vehicles effective January 1, 2012. The Move Illinois Program will also be supported by commercial vehicle rate increases approved in 2008 and scheduled to phase-in starting January 1, 2015. The passenger vehicle increase represents the first toll increase in 28 years for passenger vehicles paying with I-PASS, which comprise 75 percent of the Illinois Tollway's 1.4 million daily drivers.

With the approved toll rate increase - from 40 cents to 75 cents at a typical mainline toll plaza, the cost of a car trip on the Tollway system for an average I-PASS customer will be \$1.18 – up from today's average of 63 cents per trip and an increase of \$2.75 a week or \$11.00 a month. Even with the increase, the Illinois Tollway will rank 29 among all 41 toll road agencies in the U.S. in terms of price – still in the bottom third and an average of just 6 cents per mile.

Revenues are projected to increase \$293 million, from \$680 million in 2011 to \$973 million in 2012. The Fiscal Year 2012 Budget allocates \$973 million of revenues as follows:

- \$268 million to fund maintenance and operations, an increase of \$13 million or 4.9 percent above the Fiscal Year 2011 operating expenses of \$255 million.
- \$10 million to fund the Operating Reserve Sub-Account.
- \$255 million for debt service transfers, including \$6 million projected interest expense on new debt, and approximately \$4 million for the possible restructuring of a portion of the Tollway's synthetic fixed-rate debt.
- \$440 million for the Move Illinois and Congestion-Relief Program and other non-roadway capital investments. (Deposit to Renewal and Replacement and Improvement Accounts)

Changes from the 2012 Tentative Budget to the 2012 Final Budget

- The average Budget Pension Contribution Rate increased from 34.6 percent to 36.1 percent, resulting in an increase of \$1.6 million, from \$36.6 million to \$38.2 million, to fund the Retirement Account. Consequently, the Maintenance & Operations Budget increased \$1.6 million, from \$266 million to \$267.5 million.
- The Operating Reserve Sub-Account reduced by \$1.6 million from \$12 million to \$10.4 million.
- The addition of the Diversity and Strategic Development Department has no additional impact on the M&O budget and total headcount since budget dollars and headcount transfers were made from other departments to accommodate the new department's budget.
- The Other Capital Project budget increased \$1.2 million, from \$76 million to \$77.2 million to accommodate the Maintenance Site rehabilitation project. Consequently, the Capital Program Budget increased \$1.2 million, from \$607.5 million to \$608.7 million.

Maintenance & Operations Budget

The 2012 Operating Budget includes \$267.5 million to fund the ongoing operating costs of the Tollway. This represents an increase of \$12.5 million or 4.9 percent above the 2011 Budget. Credit card fees of \$17.3 million which account for 6.5 percent of the total operating budget increased \$5.3 million or 44.2 percent to reflect an anticipated increase in revenue facilitated by the toll rate change scheduled to begin January 1, 2012. Excluding credit card fees, the operating budget would increase by 2.8 percent. Other key drivers of the 2012 operating budget are personal services, fuel and oil purchases, and increased costs anticipated with the implementation of the Move Illinois Program.

Significant Impacts

The fiscal year 2012 Operating Budget includes \$150.9 million for wages and salaries, payroll taxes and retirement contributions, an increase of 5.1 percent from amounts budgeted in 2011. These costs account for 56.4 percent of the operating budget. Insurance costs total \$37.4 million and account for 14 percent of the 2012 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 budget includes \$7.3 million for workers' compensation, a decrease of \$1.1 million or 13.4 percent.

Other major cost categories in the 2012 Operating Budget include fuel and oil budgeted at \$3.8 million, an increase of 15.3 percent over the 2011 Budget. This is offset by a \$1 million decrease in the utilities budget to \$4.1 million, a 19.6 percent reduction. Contracted maintenance services total \$3.5 million, a decrease of 11.7 percent. Equipment maintenance and operational materials (mainly roadway salt) funding changed minimally from 2011.

Approximately \$5.2 million has been allocated in the Capital programs for personal services (salary/wages, FICA, Retirement, and Group Health Insurance) for staff working on the programs.

Operating Reserve

A \$10.4 million increase in the operating reserve from \$17 million to \$27.4 million has been funded for fiscal year 2012 in order to provide a contingency for events that may adversely impact revenues or increase operating expenditures. Challenging economic conditions, a slowdown in projected traffic, increased I-PASS participation rates, volatile fuel prices and increased salt demand resulting from an extremely harsh winter are all variable circumstances that warrant reserving additional funds.

Capital Program

Move Illinois: The Illinois Tollway Driving the Future

In August 2011, the Illinois Tollway approved the 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 transportation funding to improve mobility, relieve congestion, reduce pollution and link economies across Northern Illinois.

The Move Illinois Program includes \$8 billion to fund necessary improvements to the existing Tollway system. These needs are programmed to be performed at the right time to keep the existing 286 miles of roadways in a state of good repair. Projects include:

- Reconstructing and widening the 52-year-old Jane Addams Memorial Tollway (I-90) from the Tri-State Tollway (I-294) to Rockford.
- Reconstructing more than 20 miles of the central Tri-State Tollway (I-294) and the Edens Spur (I-94).
- Preserving the Reagan Memorial Tollway (I-88).
- Preserving the Veterans Memorial Tollway (I-355).
- Reconstruct Route 47 Interchange on the Jane Addams Memorial (I-90).
- Repairing roads, bridges and maintenance facilities.

In addition, the Move Illinois Program commits an additional \$4 billion for new projects that focus on enhancing mobility, including:

- Constructing a new interchange at I-294/I-57, as well as the 147th Street ramps.
- Constructing the Elgin O'Hare West Bypass, including completion of the Elgin O'Hare, con-

struction of the West Bypass between I-90 and I-294 and rehabilitation and widening of the existing Elgin O'Hare Expressway.

- Planning for transit on the Jane Addams Memorial Tollway (I-90).
- Planning studies for the Illinois Route 53/120 Corridor and the Illiana Expressway.

In 2012, the Tollway's capital budget includes \$240.9 million funding for the first year of the \$12.2 billion Move Illinois Program.

In 2011, the Tollway completed the seventh year of the Congestion-Relief Program (CRP), including roadway rehabilitation work on the Jane Addams Memorial Tollway (I-90) and bridge and interchange repair projects on the Tri-State Tollway (I-94/I-294) and I-90. The Tollway has completed more than \$5 billion of the \$5.8 billion program on schedule and within budget.

In 2012, the remaining pieces of the CRP will be completed as the Tollway transitions to the Move Illinois Program. The fiscal year 2012 Budget commits \$290.6 million in funds for the CRP. Major projects include:

- An estimated \$112.6 million is obligated for Tri-State Tollway (I-94/I-294/I-80) roadway resurfacing and bridge repairs from 95th Street to Balmoral.
- An estimated \$70.2 million is included for the reconstruction and widening of the Reagan Memorial Tollway (I-88) between Illinois Route 56 and Deerpath Road. Work includes the replacement of two lanes and adding an additional lane in each direction. Construction also includes rehabilitation and repairs to pavement and bridges between Illinois Route 251 and Illinois Route 56.
- An estimated \$12.4 million is committed for systemwide bridge repairs including the completion of the Tri-Level Bridge Rehabilitation project near O'Hare International Airport. This project will rehabilitate the flyover ramp bridge structures with the northbound I-294 to westbound I-90 ramp scheduled to be completed by 2012.

Other Capital Projects

Additionally, funding is allocated in the fiscal year 2012 Budget for the following initiatives to support other capital projects:

Information Technology Systems

\$9.6 million

Nearly \$9.6 million will be allocated to continue the Tollway's efforts to improve infrastructure and upgrades the agency's information technology systems, including: replacing the Web e-Commerce and other key infrastructure in order to provide uninterrupted online account management services; Independent Verification and Validation Services to assist with the implementation of an Enterprise Resource Planning (ERP) system; printer, computer hardware and software upgrades and replacements; disaster recovery implementation; and network security assessments.

Business Systems**\$8.8 million**

The 2012 Budget allocates \$8 million for transponder purchases at the rate of approximately 830,000 units annually, including approximately 600,000 aging transponder replacements. Additionally, \$775,000 will be allocated to replace automatic coin machine cabinets, and replace reciprocity hardware equipment.

Intelligent Transportation Systems (ITS)**\$7.9 million**

The Tollway will continue to use the Intelligent Transportation Systems (ITS) to monitor and detect traffic incidents and improve accident response times. The 2012 Budget will provide an estimated \$7.9 million to migrate ITS equipment and services to the next generation network and enhance and upgrade the ITS system, as well as expand and maintain the Tollway's fiber optics operations. Also included are upgrades and systemwide improvements for dynamic message signs, weigh-in-motion software and other miscellaneous hardware upgrades.

Illinois Executive Order 11:**Reduce the Environmental Impact of Illinois State Government Operations****\$6.4 million**

The 2012 Budget includes funding to continue Tollway's effort to comply with Illinois Executive Order 11 to reduce the environmental impact of Illinois state government operations. Projects will include: fuel site rehabilitation, natural gas fuel site installation and waste oil tank replacement at maintenance sites; above-ground fuel storage tank installation at M-4, one of the Tollway's maintenance sites; a collaboration with Argonne National Laboratory to implement an energy conservation initiative, including solar panel and fuel efficient and idle reduction technologies; and systemwide heating and cooling equipment upgrades and replacement.

Illinois State Police District 15**Personnel and Equipment****\$1.6 million**

The 2012 Budget includes funding for projects to provide Illinois State Police District 15 Troopers with equipment including Illinois Wireless Information Network (IWIN) computers, automated license plate reading technology, LiveScan fingerprint machines, wheel weigher scales, handheld Light Detection and Ranging (LIDAR) radar guns and 3D laser scanner.

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Tollway Organization and Background

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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 Authority then outstanding at maturity or on any redemption date.

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

Board of Directors

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

<u>Name</u>	<u>Initial Appointment</u>	<u>Expiration of Current Term</u>
Gov. Pat Quinn, ex officio	—	—
Transportation Secretary Ann L. Schneider, ex officio	—	—
Paula Wolff, Chair	August 13, 2009	May 1, 2013
James J. Banks	October 27, 1993	May 1, 2013
Terry 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 District 15 of the State Police also reports to the Superintendent of the State Police, and the General Counsel to the Tollway also reports to the Attorney General of the State of Illinois.

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

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

The Communications Department is responsible for 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 insure inclusion and equal opportunity for 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 twelve counties in Northern Illinois, and is an integral part of the expressway system in Northern Illinois and the U.S. Interstate Highway System. The entire Tollway system has been designated a part of the U.S. Interstate Highway System.

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

Routes

The Tollway system is currently made up of four Tollways: the Jane Addams Memorial (I-90), the Tri-State (I-94, I-294, I-80), the Veterans Memorial (I-355) and the Ronald Reagan Memorial (I-88).

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

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

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

The Veterans Memorial Tollway (I-355), formerly the North-South Tollway, is a 30-mile highway generally paralleling Illinois Route 53 in DuPage and Will Counties between approximately the intersection of Army Trail Road and the Interstate 290 spur in Addison on the north and Interstate 80 (near Joliet) on the south. The Veterans Memorial Tollway, which opened in December 1989, is the newest addition to the Tollway system and consists of six through lanes along its entire length. The Veterans Memorial Tollway runs through or near the communities of Lemont, Lockport, Homer Glen, New Lenox, Bolingbrook, Downers Grove, Naperville, Lombard, Glen Ellyn and Wheaton. As part of the Congestion-Relief Program (CRP), a 12.5-mile south extension of the Veterans Memorial Tollway through Will County from Interstate 55 to Interstate 80 (the "South Extension") opened on November 12, 2007, increasing the size of the Veterans Memorial Tollway to 30 miles.

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



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Revenue Sources and Underlying Assumptions

The Tollway is a non-appropriated entity; it is self-supporting, depending solely on the revenues derived from operations and proceeds from the issuance of revenue bonds to finance expansions of the Tollway system and reconstruction of and improvements to the Tollway system.

Revenues

On August 25, 2011, the Illinois Tollway Board of Directors approved a toll rate increase of 35 cents at a typical mainline toll plaza, with cash-paying passenger vehicles continuing to pay double the I-PASS rate. The proposal represents the first toll increase in 28 years for I-PASS users, who comprise 75 percent of the Illinois Tollway's 1.4 million daily drivers.

For budgetary purposes, the Tollway classifies Revenues into three categories: Tolls and Evasion Recovery, Investment Income, and Concessions and Miscellaneous. The revenues generated from toll collection and evasion recovery have been combined to correctly associate revenues from evasion recovery programs with toll revenues. Total revenue for 2012 is projected to be \$973 million, an increase of \$293 million or 43 percent over 2011. This change incorporates the toll rate increase for passenger vehicles effective January 1, 2012. Of the Tollway's total revenues, Evasion Recovery revenue is expected to generate approximately \$34 million in 2011 and \$43 million in 2012. Income from investments is expected to be \$1.2 million in 2011 and 2012. Income from Concessions and Miscellaneous revenue is expected to be \$8.8 million in 2011 and 2012.

Sources of Revenue

FY2011 - FY2012

(\$ Millions)

<u>Sources</u>	<u>FY 2011 Budget</u>	<u>FY 2011 Estimates</u>	<u>FY 2012 Projections</u>
Toll and Evasion Recovery	\$670	\$670	\$963
Investment Income	2	1	1
Concessions and Miscellaneous	8	9	9
Total	\$680	\$680	\$973

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 which insures against loss of revenues, (iii) investment income from any moneys or securities held in Funds,

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

In October of each year, the Tollway's independent Traffic Engineer, Wilbur Smith Associates (WSA), provides expected toll revenue estimates for the budget process. An estimate is provided for the current year by using actual data for the first eight months and estimates for the last four months of the year. A month-by-month estimate of toll revenue for the following year is also provided. The estimation process combines traffic trend data with a travel demand modeling process that can take into account the effect of changing socioeconomic and network characteristics on Tollway usage levels.

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

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

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

Once the monthly transaction estimates are finalized, they are converted into expected toll revenue estimates at each plaza by applying the toll rate, vehicle class and payment type to the number of transactions in that category. The revenue estimates for the year are simply the sum of all the revenues by plaza. The Tollway's Traffic Engineer (WSA) has estimated expected toll revenue to total \$684.3 million in 2011. The WSA estimate for 2012 totals \$972.9 million, which reflects the passenger car toll rate increase to take effect on January 1, 2012. Please refer to WSA's Toll Revenue Certificate on Pages 190-197.

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.

Fund Structure

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

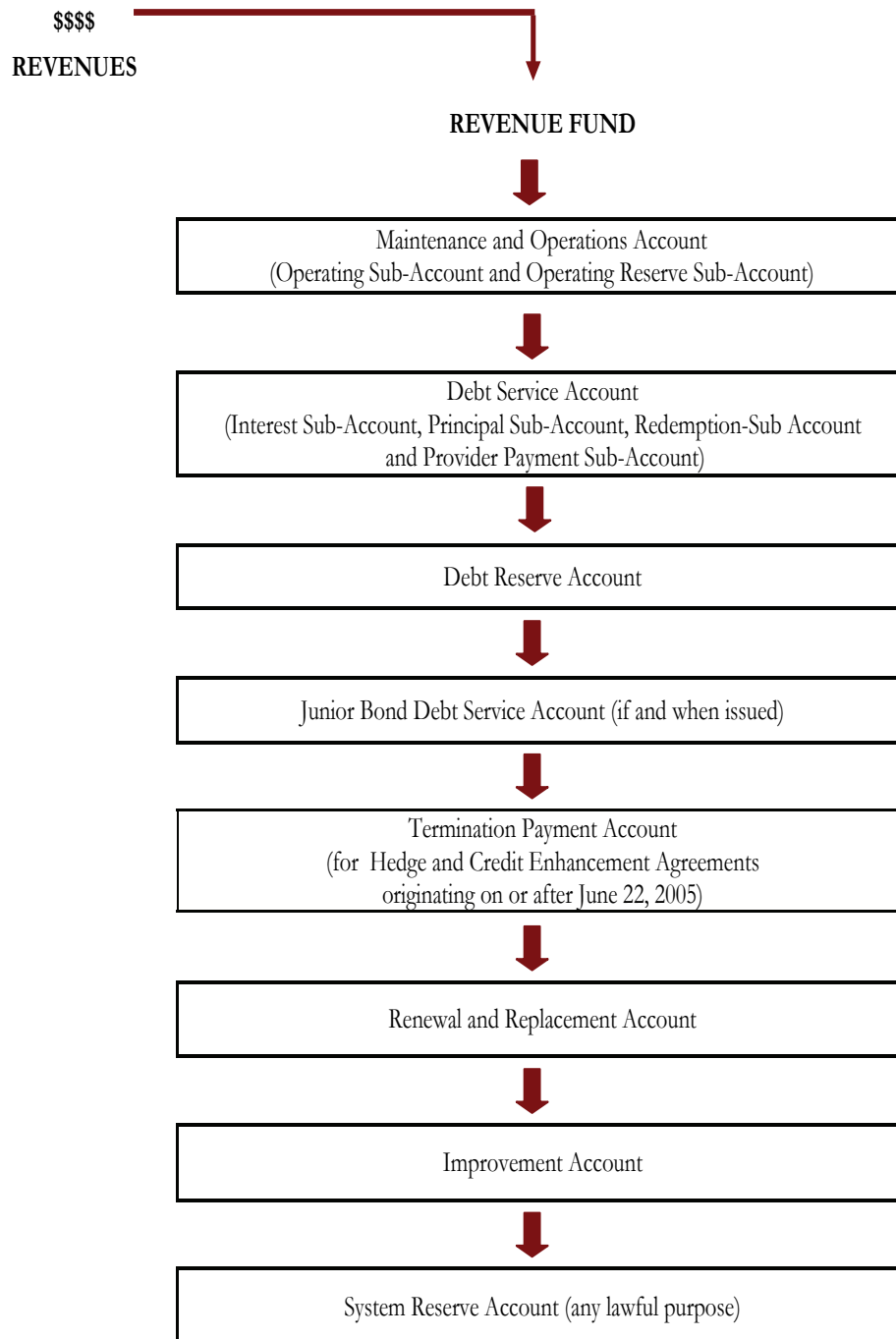


Exhibit 5

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. The 2012 Budget funds a \$10 million increase in the Operating Reserve, increasing the reserve from \$17 million to \$27 million.

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, 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. No funds are expected to be allocated to this account in 2012.

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 2010 - 2012
Statement of Revenues/Expenditures/Transfers and
Changes in Accounts and Fund Balances
(\$ Millions)

ACCOUNTS/ FUNDS	2010 Actual	2011 Estimate	2012 Budget	2012 to 2011 % Change
<u>Maintenance and Operations Account</u>				
Beginning Balance	\$22.0	\$24.4	\$17.0	
Transfer from Revenue Fund to Operating Sub-Account	253.3	247.6	267.5	
Transfer from Revenue Fund to Operating Reserve Sub-Account	0.0	0.0	10.4	
Expenditures	(250.9)	(255.0)	(267.5)	
Ending Balance	\$24.4	\$17.0	\$27.4	61.4%
<u>Debt Service Account</u> (1)				
Beginning Balance	\$25.9	\$89.9	\$92.6	
Transfer from Revenue Fund (2)	225.0	244.2	255.0	
Transfer from Improvement Account	30.0	0.0	0.0	
Federal Subsidy for Build America Bonds	16.1	16.2	16.2	
Bonds Retired	(1.1)	(49.9)	(53.0)	
Interest Expense	(198.2)	(196.9)	(204.9)	
Other Financing Costs/Swap Terminations	(7.8)	(10.9)	(10.9)	
Ending Balance	\$89.9	\$92.6	\$95.0	2.6%
<u>Renewal and Replacement Account</u>				
Beginning Balance	\$138.2	\$176.1	\$206.6	
Transfer from Revenue Fund (2)	206.1	174.0	300.0	
Expenditures (3)	(168.2)	(143.5)	(394.8)	
Ending Balance	\$176.1	\$206.6	\$111.8	-45.9%
<u>Improvement Account</u>				
Beginning Balance	\$210.1	\$125.2	\$102.3	
Transfer from Revenue Fund (2)	0.6	14.2	140.0	
Transfer from Construction Fund	0.0	0.0	50.0	
Transfer to Debt Service Account/Swap Term	(30.0)	0.0	0.0	
Expenditures (3)	(55.5)	(37.1)	(196.7)	
Ending Balance	\$125.2	\$102.3	\$95.6	-6.5%
<u>Construction Fund</u>				
Beginning Balance	\$0.0	\$0.0	\$0.0	
Bond Proceeds (4)	0.0	0.0	188.0	
Transfers to Improvement Account	0.0	0.0	(50.0)	
Ending Balance	\$0.0	\$0.0	\$138.0	N/A

(1) Ending 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 2011 of \$0.2M for Renewal and Replacement Account and \$21.5M for Improvement Account pursuant to Intergovernmental Agreements.

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

Budget Summaries

2012 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	\$963 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	\$7 million	Revenue from overweight trucks, fines, rental of assets for fiber optics, license fees, etc.
Total Current Revenues	\$973 million	

Operating Expenses

Maintenance and Operations	\$268 million	Related to toll collections, roadway maintenance, traffic control, safety, insurance and administration
Debt Service	\$255 million	Principal and interest payments on outstanding debt
Total Operating and Debt Service Expenditures	\$523 million	

<u>Capital Program Expenditures</u>	\$592 million	Capital expenditures for system-wide maintenance, reconstruction and expansion
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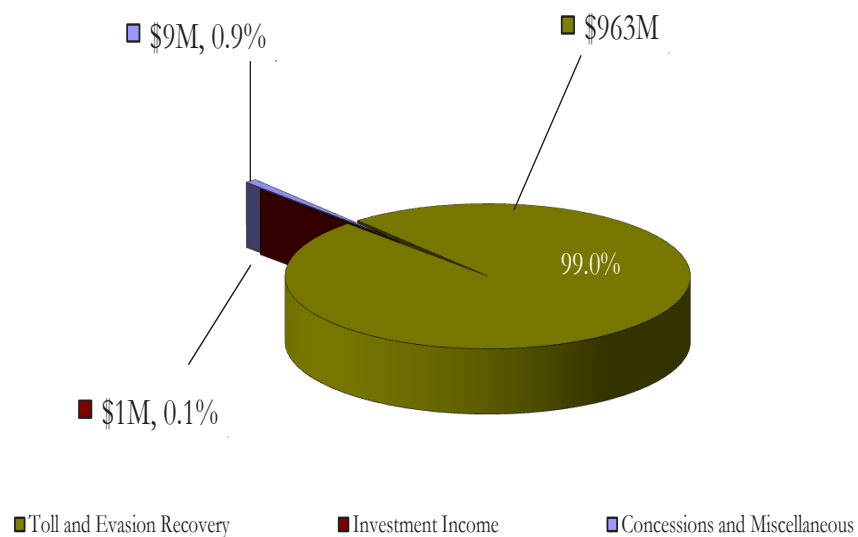
Capital Program costs are funded through allocations of current revenue, monies on deposit in the Renewal and Replacement Account and the Improvement Account (RR&I), and proceeds from the sale of bonds.

Sources of Revenue

FY2011 - FY2012

(\$ Millions)

<u>Sources</u>	FY 2011 <u>Budget</u>	FY 2012 <u>Projections</u>
Toll and Evasion Recovery	\$670	\$963
Investment Income	2	1
Concessions and Miscellaneous	8	9
Total	\$680	\$973

Exhibit 8Fiscal Year 2012 Projected Sources of Revenue
\$973 MillionExhibit 9

Allocations of Revenue

FY2011 - FY2012

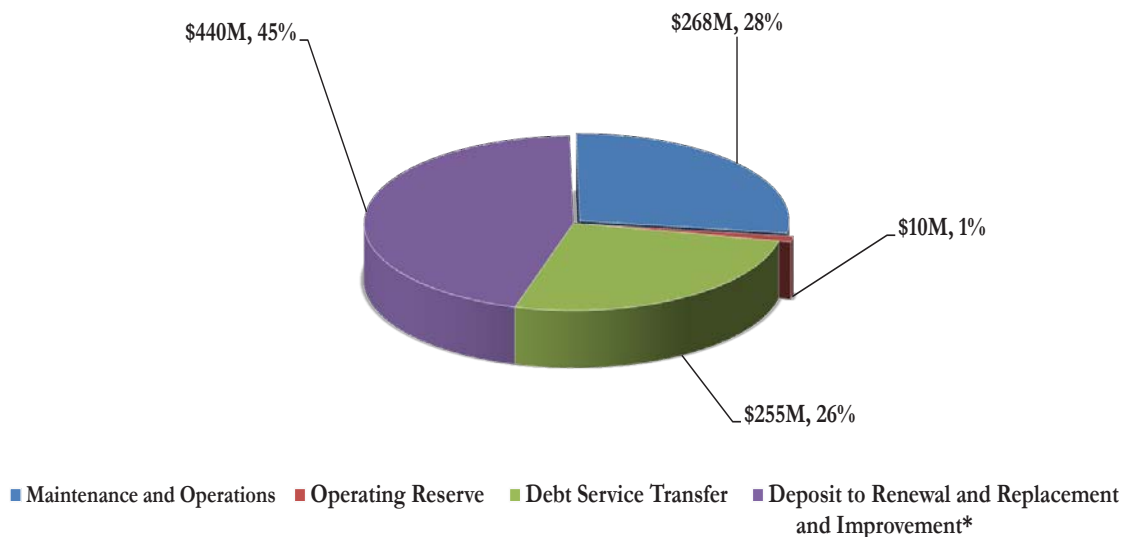
(\$ Millions)

<u>Allocations</u>	<u>FY 2011 Budget</u>	<u>FY 2012 Projections</u>
Maintenance and Operations	\$255	\$268
Operating Reserve	0	10
Debt Service Transfer	251	255
Deposit to Renewal and Replacement and Improvement*	174	440
Total	\$680	\$973

*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

Fiscal Year 2012 Projected Allocations of Revenue
\$973 Million



*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

Capital Program Projections
(All Capital Accounts)
FY2011 - FY2012
(\$ Millions)

	FY 2011 <u>Estimates</u>	FY 2012 <u>Projections</u>
Beginning Balance	\$301	\$309
Deposit to Renewal and Replacement and Improvement	188	440
Bond Proceeds	0	188
Expenditures*	(181)	(592)
Total	\$309	\$345

*Expenditures for FY 2011 Estimates reflect cost recoveries to-date in 2011 of \$0.2M for the Renewal and Replacement and \$21.5M for the Improvement accounts pursuant to Intergovernmental Agreements.

Exhibit 12

Fiscal Year 2012 Projected Capital Program Expenditures
\$592 Million

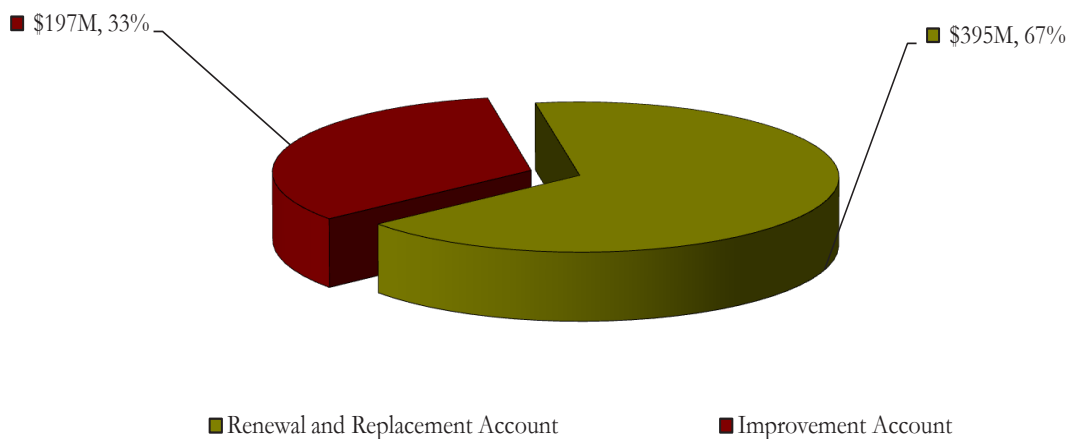


Exhibit 13

2012 Requested Headcount

Department	2009 Budget	2010 Budget	2011 Budget	2012 Request	Change From 2011 Budget
Administration	41	40	33	36	3
Business Systems	69	72	66	63	(3)
Communications	11	11	11	11	-
Diversity and Strategic Development	3	4	5	6	1
Engineering	596	588	571	591	20
Executive Office and Directors	6	8	7	7	-
Finance	58	55	48	48	-
Information Technology	75	72	68	70	2
Inspector General	4	4	6	6	-
Internal Audit	11	11	11	11	-
Legal	12	12	12	12	-
Procurement	54	54	55	52	(3)
State Police	19	19	19	19	-
Toll Operations	824	754	686	666	(20)
Total Headcount	1,783	1,704	1,598	1,598	-

Exhibit 14

- Administration is adding 3 positions to effectively support employee services and security.
- Business Systems is eliminating one vacant position and transferring 2 positions to the IT Department.
- Added position in the Diversity and Strategic Development department.
- Engineering is adding 20 positions to facilitate the new capital program. The Move Illinois Program necessitates the need for planning, implementing, and documenting the project.
- Information Technology is adding 2 positions transferred from Business Systems to utilize the staff more efficiently.
- Procurement is eliminating 3 vacant positions which were phased out based on the current needs of the department.
- Toll Operations is eliminating 20 vacant positions due to operational needs.

2012 Maintenance & Operations Budget

By Category

(\$ Millions)

Category	2010 Actual Expenditures	2011 Budget	2012 Budget Request	\$ Change from 2011 Budget
Salary & Wages	\$108.1	\$104.5	\$105.7	\$1.3
FICA & Retirement	36.9	39.1	45.2	6.1
Group Insurance	28.5	27.9	27.8	(0.1)
Contractual Services*	37.6	39.2	46.3	7.1
Employee Development	0.8	0.9	0.9	0.0
Utilities	4.9	5.1	4.1	(1.0)
Telecommunications	2.2	2.3	2.2	(0.1)
Operational Materials & Supplies	8.6	8.8	9.0	0.1
Parts and Fuels	5.8	5.6	6.1	0.5
Equipment / Office Rental / Maintenance	10.9	13.3	13.0	(0.3)
All Other Insurance	8.6	10.7	9.6	(1.1)
Recovery of Expenses	(2.0)	(2.4)	(2.4)	0.0
Total Maintenance & Operations Costs	\$250.9	\$255.0	\$267.5	\$12.5

* 2012 Budget Request for Contractual Services includes an increase of \$5.3 Million in credit card fees resulting from the 2012 increase in toll revenue.

Exhibit 15

2012 Maintenance & Operations Budget

By Major Account

MAJOR ACCOUNT DESCRIPTION	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARIES AND WAGES	\$108,062,034	\$104,450,109	\$105,712,159	\$1,262,050	1.2%
FICA	7,030,704	6,952,663	7,018,418	65,754	0.9%
RETIREMENT	29,827,832	32,141,595	38,150,461	6,008,866	18.7%
TOTAL PAYROLL COSTS	\$144,920,570	\$143,544,367	\$150,881,038	\$7,336,670	5.1%
EMPLOYEE GROUP INSURANCE	28,534,434	27,923,000	27,848,000	(75,000)	-0.3%
OUTSIDE SERVICES	19,433,600	19,691,548	21,550,887	1,859,339	9.4%
BANK CHARGES	12,124,746	12,164,000	17,514,000	5,350,000	44.0%
OFFICE EQUIPMENT-MAINTENANCE	10,227,668	12,770,513	12,667,277	(103,236)	-0.8%
WORKER'S COMPENSATION INSURANCE	6,231,036	8,425,000	7,300,000	(1,125,000)	-13.4%
MATERIALS - OPERATIONAL	6,551,905	6,069,344	6,071,900	2,556	0.0%
UTILITIES	4,888,030	5,101,050	4,101,000	(1,000,050)	-19.6%
FUELS AND OILS	3,731,005	3,285,925	3,788,125	502,200	15.3%
CONTRACTED MAINTENANCE SERVICE	2,764,756	3,977,012	3,510,394	(466,618)	-11.7%
CONSULTING SERVICES	2,892,718	2,791,157	3,137,739	346,582	12.4%
PROPERTY INSURANCE	2,379,924	2,300,000	2,300,000	-	0.0%
REPLACEMENT PARTS	1,956,910	2,182,290	2,215,290	33,000	1.5%
TELEPHONE AND TELEGRAPH	2,212,482	2,272,575	2,185,810	(86,765)	-3.8%
SUPPLIES - OPERATIONAL	781,721	1,169,189	1,170,650	1,461	0.1%
POSTAGE AND EXPRESS	634,373	774,440	853,874	79,434	10.3%
SUPPLIES - OFFICE	346,699	464,297	520,880	56,583	12.2%
UNIFORMS AND ACCESSORIES	434,425	376,920	399,680	22,760	6.0%
OFFICE EQUIPMENT RENTALS	644,428	532,102	294,459	(237,643)	-44.7%
ARMORED TRUCK SERVICE	269,326	270,000	270,000	-	0.0%
DUES, BOOKS AND SUBSCRIPTIONS	220,208	203,132	210,785	7,653	3.8%
TRAVEL AND SUBSISTENCE	120,667	162,834	157,295	(5,539)	-3.4%
EMPLOYEE TRAINING	66,194	150,725	133,050	(17,675)	-11.7%
TOOLS AND EQUIPMENT	119,913	130,015	125,524	(4,491)	-3.5%
ADVERTISING AND PROMOTION	4,209	97,500	119,000	21,500	22.1%
PRINTING AND PUBLICATIONS	36,256	99,279	90,025	(9,254)	-9.3%
EMPLOYMENT MEDICAL EXPENS	50,558	75,000	85,000	10,000	13.3%
BUILDING EQUIPMENT	69,406	29,341	80,735	51,394	175.2%
ROADWAY EQUIPMENT	19,974	24,000	72,150	48,150	200.6%
OTHER CAPITAL EQUIPMENT	16,805	71,750	71,400	(350)	-0.5%
BOND TRUSTEE	16,500	45,000	45,000	-	0.0%
OTHER EXPENSES	35,721	90,789	65,839	(24,950)	-27.5%
OFFICE EQUIPMENT	12,297	109,140	32,650	(76,490)	-70.1%
POLICE CAPITAL EQUIPMENT	44,221	14,500	16,548	2,048	14.1%
TOLL COLLECTION EQUIPMENT	32,409	5,000	5,000	-	0.0%
CAFETERIA EQUIPMENT	6,944	-	-	-	N/A
RECOVERY OF EXPENSES	(1,976,417)	(2,398,700)	(2,368,500)	30,200	-1.3%
TOTAL NON-PAYROLL COSTS	\$105,936,049	\$111,449,667	\$116,641,466	\$5,191,799	4.7%
TOTAL M & O COSTS	\$250,856,619	\$254,994,034	\$267,522,504	\$12,528,469	4.9%

Exhibit 16

Maintenance and Operations Accounts

Bank Charges (credit card fees) increased by \$5,350,000 as a result of increased toll revenue projections related to higher tolling rates effective January 1, 2012.

Retirement increased by \$6,008,866 mainly due to the SERS Pension Contribution Rate increase from an average of 30.7% included in the 2011 Budget to an average of 36.1% that is included in the 2012 Budget.

Outside Services increased overall by \$1,859,339. Increased Customer Call Center activity as a result of the 2012 toll increase along with distribution costs for transponder replacements (191,000 in 2011 to 600,000 in 2012) have a combined impact of \$1,228,070. In addition, collection agency fees were increased by \$720,000 due to increased activity by these firms.

During 2011, Fuel and Oil pricing increased approximately 35% which has been partially offset by a decrease in consumption of approximately 150,000 gallons as the result of a concerted effort by the Fuel Task Force Team. With estimated fuel consumption, some price stabilization and increased use of E-85 fuel factored in, the 2012 Budget Request reflects an increase of \$502,200.

Consulting Services increased by \$346,582 largely due to technology consulting services including an additional \$215,000 for an IT Security/PCI audit, SDI, Unisys WEB, Unisys Mainframe and Kronos consulting services. In addition, it includes \$107,439 for services provided by the Tollway's Consulting Engineer, AECOM.

Postage and Express increased by \$79,434 as a result of projected increased volume in transponder replacement letters and mailing of units in 2012, mailing of postcards, I-PASS statements and GOV invoices.

Office Supplies increased by \$56,583 as a result of costs associated with transponder replacements in 2012, including additional velcro strips, bubble mailers, foil containers and general office supplies.

Building Equipment increased by \$51,394 – mainly small tools and equipment used by Fleet in the Maintenance Shop that was deferred in 2011 and now needs to be replaced.

Roadway Equipment increased by \$48,150 due to the purchase of new mower attachments, skid steer attachments, snow pushers, pressure washers, chain saws, post pounder, welder, arc cutter, cable puller, etc.

Advertising and Promotion increased by \$21,500 in a continued effort to educate and inform customers on such programs as Construction Alerts, updating of I-PASS accounts and transponder replacements.

2012 Maintenance & Operations Budget
By Department
(\$ Millions)

Department	2010 Actual Expenditures	2011 Budget	2012 Budget Request	\$ Change from 2011 Budget
Administration	\$3.4	\$4.0	\$4.0	\$0.0
Business Systems	41.9	44.9	50.7	5.8
Communications	1.1	1.3	1.3	(0.0)
Diversity and Strategic Development*	0.3	0.6	0.8	0.2
Engineering	63.8	61.2	64.8	3.6
Executive Office and Directors	1.1	1.6	1.6	-
Finance	41.8	42.2	42.2	-
Information Technology	8.5	9.9	10.6	0.7
Inspector General	0.5	0.8	0.8	-
Internal Audit	0.8	1.0	1.0	-
Legal	1.5	1.6	1.6	-
Procurement	3.4	3.7	4.0	0.3
State Police	26.1	26.8	28.1	1.3
Toll Operations	56.6	55.5	56.0	0.5
Total	\$250.9	\$255.0	\$267.5	\$12.5

Numbers may not add to totals due to rounding.

* Diversity functions and budget dollars were transferred from both the Engineering and Executive departments in order to create a new Department of Diversity and Strategic Development.

Exhibit 17

2012 Maintenance & Operations Budget
Percentage of Total Budget by Department

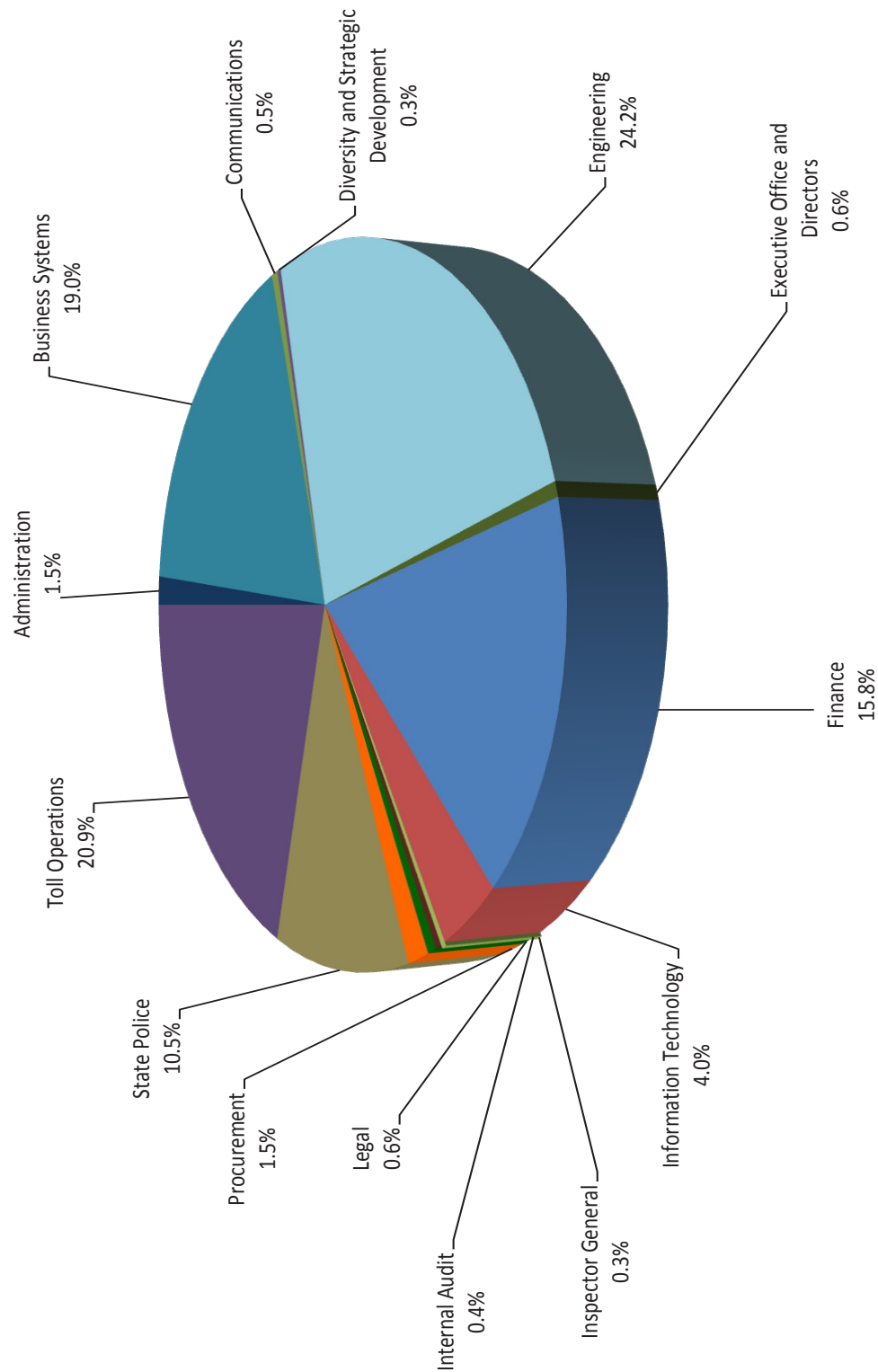


Exhibit 18

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Strategic Plan

Overview of Tollway Strategic Plan

Mission Statement

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

Strategic Priorities

With this Mission Statement in mind, the Illinois Tollway is guided by five Strategic Priorities:

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

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.

Departmental Accomplishments, Goals and Objectives

Included in the Departmental Budgets and Narratives section are the 2011 Accomplishments as well as the 2012 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
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 and planning agencies
4. Further transparency and accountability
5. Enhance customer service for its 1.4 million daily drivers

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2011	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.	89%	90%	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.	84%	85%	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 = 1.00 PM Peak = 1.07 Total Day = 0.98	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 = 6:30 min Fatality Response Time = 3:44 min Property Damage Response Time = 9:41 min	PIR = 6:00 min FR = 4:00 min PDR = 10:00 min	PIR = Not Available FR = 28:00 min PDR = Not Available Washington State Gray Notebook

Exhibit 19

Overview of Tollway Operating Metrics (continued)

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2011	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 = 30:32 min Fatality Clearance Time = 1:55:15 hrs Property Damage Clearance Time = 17:26 min	PIC = 1:30 hr FC = 4:30 hr PDC = 45 min	PIC = 2:50 hr FC = 4:06 hr PDC = Not Available Washington State Gray Notebook
6	1, 2, 4	Const. Program Budget to Committed Contract Variance	Measures the Tollway's ability to manage its construction program to budget.	-38.9%	0%	Not Available
7	2	Pavement Rating	Measures the condition of the Tollway's roads.	Excellent = 59% Good = 25% Transitional = 10% Fair = 5% Poor = 0% Not Avail. (under const) = 1%	Excellent=70% Good=30% Transitional=0% 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.	74%	75%	Not Available
9	2, 4, 5	Total Transactions per FTE	Measures the efficiency of service delivery.	1573	1400	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 = 51% 2) Avg. Abandon Time = 2:52 min 3) Avg. Time to Address Call = 2:61 min	1) = 75% 2) = NA 3) = NA	1) = 80% 2) = NA 3) = NA Orlando Orange County Expressway Authority

Exhibit 20

Performance Measurements - Historical Trends

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2008	2009	2010	2011
1	2, 5	I-PASS Rush Hour Transactions Percentage	86%	85%	88%	89%
2	2, 5	I-PASS All Hours Transactions Percentage	81%	82%	83%	84%
3	2, 3, 5	Travel Time Index Congestion Measure	AM Peak = 1.14 PM Peak = 1.25 Total Day = 1.12	AM Peak = 1.07 PM Peak = 1.19 Total Day = 1.08	AM Peak = 1.02 PM Peak = 1.08 Total Day = 1.00	AM Peak = 1.00 PM Peak = 1.07 Total Day = 0.98
4	2, 5	Incident Response Time	Personal Injury Response Time = 6:41 min Fatality Response Time = 8:43 min Property Damage Response Time = 10:56 min	Personal Injury Response Time = 7:25 min Fatality Response Time = 7:19 min Property Damage Response Time = 10:36 min	Personal Injury Response Time = 6:18 min Fatality Response Time = 5:06 min Property Damage Response Time = 10:06 min	Personal Injury Response Time = 6:30 min Fatality Response Time = 3:44 min Property Damage Response Time = 9:41 min
5	2, 5	Incident Clearance Time	Personal Injury Clearance Time = 34:59 min Fatality Clearance Time = 3:01:22 hr Property Damage Clearance Time = 17:52 min	Personal Injury Clearance Time = 38:53 min Fatality Clearance Time = 2:12:14 hrs Property Damage Clearance Time = 17:03 min	Personal Injury Clearance Time = 30:45 min Fatality Clearance Time = 2:28:12 hrs Property Damage Clearance Time = 17:30 min	Personal Injury Clearance Time = 30:32 min Fatality Clearance Time = 1:55:15 hrs Property Damage Clearance Time = 17:26 min
6	1, 2, 4	Const. Program Budget to Committed Contract Variance	-19.7%	-28.2%	-19.8%	-38.9%

Exhibit 21

Performance Measurements - Historical Trends (continued)

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2008	2009	2010	2011
7	2	Pavement Rating	Excellent = 32% Good = 27% Transitional = 8% Fair = 3% Poor = 0% Not Avail. (under const) = 30%	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%
8	1, 2, 3, 4, 5	Frontline Staff Percentage	75%	74%	74%	74%
9	2, 4, 5	Total Transactions per FTE	1333	1313	1467	1573
10	5	I-PASS Call Center Responsiveness	1) Percentage of Calls Answered within 20 seconds = 46% 2) Avg. Abandon Time = 6.04 min 3) Avg. Time to Address Call = 3.55 min	1) Percentage of Calls Answered within 20 seconds = 68% 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

Exhibit 22

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Departmental Budgets and Narratives

Department Functions Overview

Department	Functions	2012 Request	Headcount
Administration	Responsible for the development and implementation of administrative policies and procedures and employee compliance therewith	\$3,974,655	36
Business Systems	Responsible for the operation and maintenance of the open road tolling system and collection of toll revenue from toll violators	\$50,713,935	63
Communications	Responsible for all external and internal communications between the Tollway and its constituents	\$1,326,064	11
Diversity and Strategic Development	Responsible for promoting, developing, and implementing a comprehensive diversity program	\$782,735	6
Engineering	Responsible for the planning, design, construction, program management and maintenance of the roadways	\$64,819,663	591
Executive Office and Directors	Sets Policies for the organization and overall management of the Tollway	\$1,613,415	7
Finance	Responsible for financial reporting, accounting, budgeting, accounts payable, payroll, risk management, fiscal operations, and bond issuances	\$42,176,319	48
Information Technology	Responsible for planning, directing, managing and controlling all information technologies and telecommunications throughout the Tollway	\$10,616,009	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	\$774,980	6
Internal Audit	Responsible for recommending improvements and changes that increase the economy, efficiency and effectiveness of Tollway projects and processes.	\$1,006,459	11
Legal	Legal advisor and attorney for the Tollway	\$1,627,934	12
Procurement	Responsible for all purchasing and procurement issues, and is authorized to execute contracts and place orders for goods and services	\$3,992,649	52
Illinois State Police District 15	Responsible for providing comprehensive law enforcement services	\$28,145,865	19
Toll Operations	Responsible for providing the necessary resources and services to maintain the Tollway's operations, as well as managing the collection and counting of tolls	\$55,951,821	666

Exhibit 23

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)

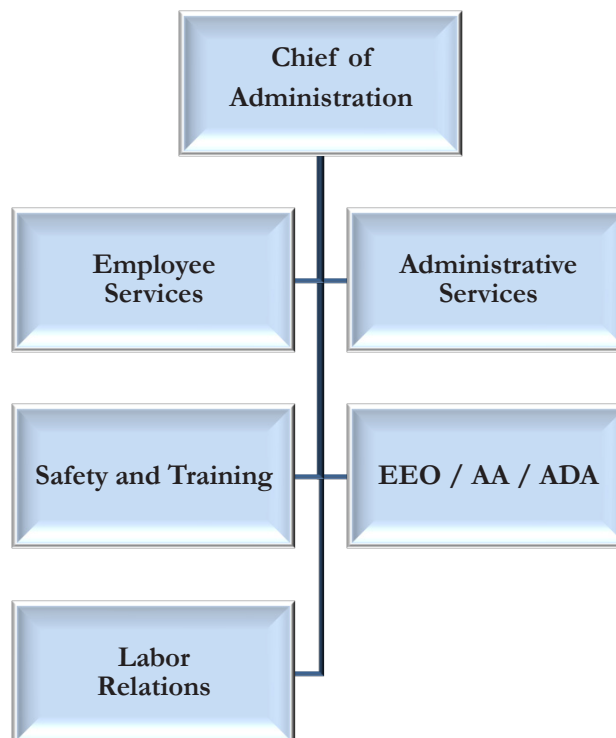


Exhibit 24

Administration Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$1,662,041	\$1,827,604	\$2,002,696	\$175,092	9.6%
FICA AND RETIREMENT	602,736	701,672	875,959	174,287	24.8%
Payroll Sub-Total	\$2,264,777	\$2,529,276	\$2,878,655	\$349,379	13.8%
TELEPHONE AND TELEGRAPH	467,672	739,000	600,000	(139,000)	-18.8%
OUTSIDE SERVICES	354,649	60,500	141,000	80,500	133.1%
OFFICE EQUIPMENT RENTALS	356,842	220,000	109,000	(111,000)	-50.5%
EMPLOYMENT MEDICAL EXPENS	50,558	75,000	85,000	10,000	13.3%
SUPPLIES - OFFICE	53,659	82,000	71,000	(11,000)	-13.4%
OFFICE EQUIPMENT-MAINTENANCE	23,735	66,000	56,000	(10,000)	-15.2%
SUPPLIES - OPERATIONAL	6,192	8,500	8,500	-	0.0%
POSTAGE AND EXPRESS	(53,877)	6,000	6,000	-	0.0%
EMPLOYEE TRAINING	9,557	11,000	6,000	(5,000)	-45.5%
TRAVEL AND SUBSISTENCE	236	9,000	5,000	(4,000)	-44.4%
DUES, BOOKS AND SUBSCRIPTIONS	6,594	9,000	4,000	(5,000)	-55.6%
OFFICE EQUIPMENT	(91)	79,000	2,000	(77,000)	-97.5%
ADVERTISING AND PROMOTION	-	3,500	2,000	(1,500)	-42.9%
OTHER MINOR ACCOUNTS	8,859	48,000	500	(47,500)	-99.0%
SUBTOTAL	\$3,549,363	\$3,945,776	\$3,974,655	\$28,879	0.7%
RECOVERY OF EXPENSES	(151,325)	-	-	-	N/A
DEPARTMENT TOTAL	\$3,398,037	\$3,945,776	\$3,974,655	\$28,879	0.7%

Exhibit 25

The Fiscal Year 2012 Budget Request is \$4.0 million, an increase of \$29 thousand or 0.7 percent above the Fiscal Year 2011 Budget amount. Total payroll, which includes FICA and Retirement contribution, is \$2.9 million and includes 36 positions.

Department M&O Highlights

- Salary and Wages increased by \$175 thousand compared to the 2011 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements, the phasing of departmental vacancies and the addition of three positions.
- FICA and Retirement increased by \$174 thousand compared to the 2011 Budget. This is due to the phasing of vacancies, the addition of three positions and the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent.
- Telephone & Telegraph decreased by \$139 thousand based on historical spending levels.
- Office Equipment Rentals decreased by \$111 thousand leaving a sufficient amount to cover

maintenance contracts for copy closet copiers/fax machines as well as U.S. Postal meters.

- Office Equipment decreased by \$77 thousand in 2012 with the purchase of copy closet copiers/fax machines during 2011.
- Outside Services increased by \$81 thousand due to higher costs for health fairs and stroke screenings.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments
4, 5	Negotiated a new collective bargaining agreement with SEIU, Local 73.
4, 5	Negotiated a new collective bargaining agreement with Teamsters, Local 700.
4, 5	Negotiated a new collective bargaining agreement with AFSCME, Local 3883.
4, 5	Negotiated a new collective bargaining agreement with MAP, Chapter 336.

Strategic Priorities	2012 Goals and Objectives
2, 4, 5	Administration is working with the IT Department to procure the Kronos Absence Manager as a means to better manage employee absences.
1, 2, 4, 5	Implement a new on-line job application process.
4, 5	Successfully negotiate a successor collective bargaining agreement with SEIU, Local 73.
2, 4, 5	Create a Safety Program Tollway-wide that will provide safe practices guidance for all employees.

Exhibit 26

Department Headcount - Administration

<u>Position Title</u>	Number of Positions		
	FY2010	FY2011	FY2012
Administration Manager	1	1	1
Administration Secretary	0	1	1
Adminstration Specialist	0	0	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
Deputy Chief of Administration	1	0	0
EEO/AA Officer	1	1	1
Employee Benefits Clerk	1	1	1
Employee Benefits Manager	1	1	1
Employee Benefits Specialist	1	1	1
Employee Services Coordinator	2	2	2
Employee Services Manager	0	0	1
Employee Services Supervisor	1	1	1
Executive Secretary	1	1	1
HR Placement Specialist	3	3	3
Information Service Representative	1	0	0
Intake Specialist	1	0	0
Labor Relations Analyst	1	1	1
Labor Relations Manager	1	1	1
Labor Relations Specialist	1	0	0
Mail & Duplication Clerk	3	2	2
Safety & Training Manager	1	1	1
Safety Inspector	1	1	1
Safety Supervisor	1	1	1
Secretary II	1	0	0
Senior Building Inspector	2	0	0
Sr. Manager of Employee Services	1	1	1
SR. Manager of Security	0	0	1
Supervisor FMLA	1	1	1
Supervisor Worker's Comp Claims	1	1	1
Switchboard Operator	4	4	4
Training Specialist	1	1	1
TOTAL	40	33	36

Exhibit 27

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 (CCC) 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

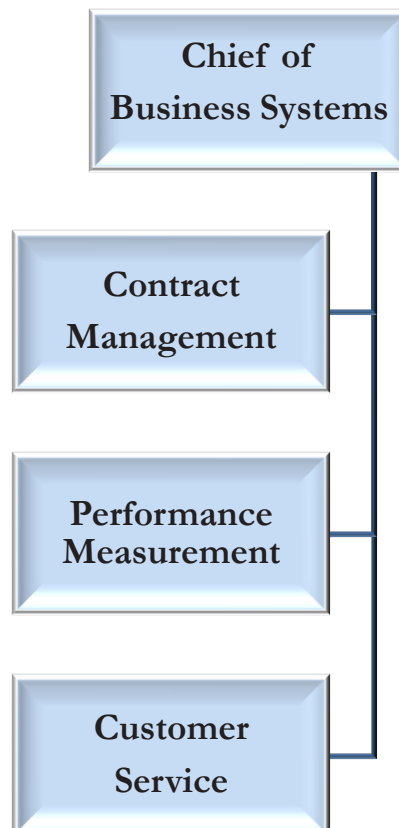


Exhibit 28

Departmental Budgets and Narratives

Business Systems Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$2,983,766	\$3,022,420	\$3,054,230	\$31,810	1.1%
FICA AND RETIREMENT	1,085,470	1,172,685	1,335,890	163,205	13.9%
Payroll Sub-Total	\$4,069,236	\$4,195,105	\$4,390,120	\$195,015	4.6%
BANK CHARGES	11,943,317	12,000,000	17,300,000	5,300,000	44.2%
OUTSIDE SERVICES	15,386,792	15,295,700	16,348,403	1,052,703	6.9%
OFFICE EQUIPMENT-MAINTENANCE	8,821,772	10,691,412	10,709,563	18,151	0.2%
TELEPHONE AND TELEGRAPH	1,024,065	1,065,600	1,065,600	-	0.0%
POSTAGE AND EXPRESS	638,666	713,500	792,449	78,949	11.1%
CONTRACTED MAINTENANCE SERVICE	49,463	1,139,500	341,800	(797,700)	-70.0%
SUPPLIES - OFFICE	85,070	93,850	176,500	82,650	88.1%
OFFICE EQUIPMENT RENTALS	259,316	257,277	113,000	(144,277)	-56.1%
DUES, BOOKS AND SUBSCRIPTIONS	125,000	71,000	96,000	25,000	35.2%
PRINTING AND PUBLICATIONS	14,000	30,000	28,000	(2,000)	-6.7%
TRAVEL AND SUBSISTENCE	2,592	11,750	11,750	-	0.0%
EMPLOYEE TRAINING	-	30,000	10,000	(20,000)	-66.7%
OTHER CAPITAL EQUIPMENT	797	11,000	9,000	(2,000)	-18.2%
MATERIALS - OPERATIONAL	12,194	13,000	5,000	(8,000)	-61.5%
REPLACEMENT PARTS	3,828	9,450	5,000	(4,450)	-47.1%
ADVERTISING AND PROMOTION	-	5,000	5,000	-	0.0%
SUPPLIES - OPERATIONAL	4,204	5,000	4,000	(1,000)	-20.0%
OFFICE EQUIPMENT	4,816	5,000	2,500	(2,500)	-50.0%
OTHER MINOR ACCOUNTS	5,273	1,950	250	(1,700)	-87.2%
SUBTOTAL	\$42,450,401	\$45,645,094	\$51,413,935	\$5,768,841	12.6%
RECOVERY OF EXPENSES	(546,427)	(700,000)	(700,000)	-	0.0%
DEPARTMENT TOTAL	\$41,903,974	\$44,945,094	\$50,713,935	\$5,768,841	12.8%

Exhibit 29

The Fiscal Year 2012 Budget Request is \$50.7 million, an increase of \$5.8 million or 12.8 percent above the Fiscal Year 2011 Budget amount. Total payroll, which includes FICA and Retirement contribution, is \$4.4 million and includes 63 positions.

Department M&O Highlights

- Wages increased by \$32 thousand compared to the 2011 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements and the phasing/elimination of departmental vacancies. It also includes the functional transfer of two positions to Informa-

tion Technology.

- FICA and Retirement increased by \$195 thousand compared to the 2011 Budget. This is due to the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent combined with the phasing/elimination of departmental vacancies.
- Bank Charges (Credit Card Fees) increased \$5.3 million from the 2011 Budget due to toll increases that will take effect January 1, 2012.
- The Outside Services category increased by \$1.1 million due to anticipated increases for Customer Call Center services resulting from the toll increases, as well as increased distribution costs for transponder replacements (191,000 in 2011 to 600,000 in 2012).
- The Postage and Express category increased by \$79 thousand due to additional notifications relating to the transponder replacement program initiated in 2010.
- The Contracted Maintenance Service category decreased by \$798 thousand because a major spike in vehicle registration or driver's license suspensions is not expected in 2012. This is partially offset by increased Hearing Officer expenses resulting from the toll increase.
- The Office Supplies category increased by \$83 thousand due to the increased need for Velcro strips, coin and foil bags, and bubble mailers that relate to the transponder replacement program.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments
4, 5	Established and commenced implementation of customer service technology enhancement strategy. Major customer service improvements can only occur when there is technology comprehensive and flexible enough to support the improvements. These improvements might include things like expanded customer self service, the introduction of fully functional fleet accounts, the introduction of account-based discounts, improved communication options, and improved quality and performance monitoring. Business Systems has a strategy to replace the existing customer service technology and has engaged the services of a third party to assist in the development of detailed requirements and thorough RFPs for the new technology.

Strategic Priorities	2011 Accomplishments (continued)
1, 5	Enhanced revenue and decreased costs through improved leverage of existing technology. (1) Improvements to the lane equipment configuration led to an estimated \$4M in additional annual revenue recovery. (2) Reprogramming of the system to eliminate plate types from reciprocity interactions (which conforms to other IAG member agency data) has led to an estimated \$300K in additional annual revenue recovery. Both of these efforts also helped prevent I-PASS/E-ZPass/iZoom customers from becoming violators by improving the chances that transponders were accurately read and accounts were accurately identified. 3) The enhancement to the system (and to bank file exchange processes) that will allow for the automatic update of credit cards that have reached their expiration dates on I-PASS accounts, coupled with the weekly robo-calls we are making to customers with low or negative account balances, will enable uninterrupted revenue collection and lead to an estimated \$650K in additional annual revenue recovery/avoidance of unnecessary violations costs.
2, 5	Launched first proactive transponder replacement program. This is the first full year that transponders are expected to expire for large groups of customers. The transponder replacement program establishes a process for identifying and contacting affected customers, partners with Jewel Food Store locations to provide a convenient way to replace transponders, and incentivizes customers to swap their old transponders for new transponders. This program helps the customers maintain their electronic tolling capacity, helps control costs through the rebates we receive for old transponders from our transponder vendor, and helps ensure the environmental disposal of old transponders.
5	Enhanced call center operations through the implementation of call-back technology. Call center response times are longer than industry average during peak hours. To combat this customer service inconvenience, we are implementing call-back technology at the call center so that customers who are asked to hold on the line for the next available customer service representative have the option to hang up and receive a call back when it is their turn in the call queue.
1, 5	Enhanced 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 2011, we contracted with a State Use vendor for all image review services, and procured State Use contracts for other remaining customer service contracts (print/mail and transponder fulfillment) that will commence in 2012.
4, 5	Enhanced customer service through implementation of new policy of notice cycle times and supporting technology changes. To help prevent customers from receiving notices with violations that are significantly aged, we are implementing the "90-day rule," which means that only notices on which the third violation is less than 90 days old are released. This requires policy change, system updates, and new notice format/content.

Strategic Priorities	2012 Goals and Objectives
1, 5	Enhance revenue through improved leverage of new technology. 1) We will be using a new camera washing system at all major plazas that is expected to result 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. 2) We will be seeking to implement vehicle classification lasers at priority plazas that will help us better identify Class 2 trucks (also known as “box trucks”) so that we can assign the tolls properly. (The existing in-pavement vehicle classification technologies do not adequately identify this type of vehicle.) It is expected that this effort will result in an additional \$700,000 in annual revenue recovery.
5	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.
5	Enhance customer service through the adoption of new customer service policies. In preparation for the new customer service technology, we will be working with the Board to adopt new customer service policies that better reflect open road tolling customer service trends in the tolling industry. These include policies related to the violations notice framework, the violations fine structure, and I-PASS account management.
1, 5	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 will commence the use of State Use contracts for print/mail and transponder fulfillment.
4, 5	Continue implementation of customer service technology enhancement strategy. Major customer service improvements can only occur when there is technology comprehensive and flexible enough to support the improvements. These improvements might include things like expanded customer self service, the introduction of fully functional fleet accounts, the introduction of account-based discounts, improved communication options, and improved quality and performance monitoring. Business Systems expects to select a technology vendor (or technology vendors) to replace the existing customer service technology, ultimately contracting with them in 2013.

Exhibit 30

Department Headcount - Business Systems

Number of Positions

<u>Position Title</u>	<u>FY2010</u>	<u>FY2011</u>	<u>FY2012</u>
Administration Manager of Electronic Tolling	1	1	1
Budget Analyst	1	1	0
Business Intelligence Analyst	1	0	0
Business Systems Analyst	2	1	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	1	0
Executive Secretary	1	1	1
General Manager of Contract Management	1	1	1
General Manager of Performance Measurement	1	1	1
Inventory Supervisor	1	1	1
IPASS Coordinator	1	1	1
Operations Project Manager	1	1	1
Performance Measurement Project Administrator	1	1	1
Project Administrator	3	3	3
Project Coordinator	3	1	1
Secretary III	1	1	1
Senior Manager of Customer Service	1	1	1
Senior Project Manager	2	0	0
Special Projects Manager	2	2	2
TOTAL	72	66	63

Exhibit 31

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

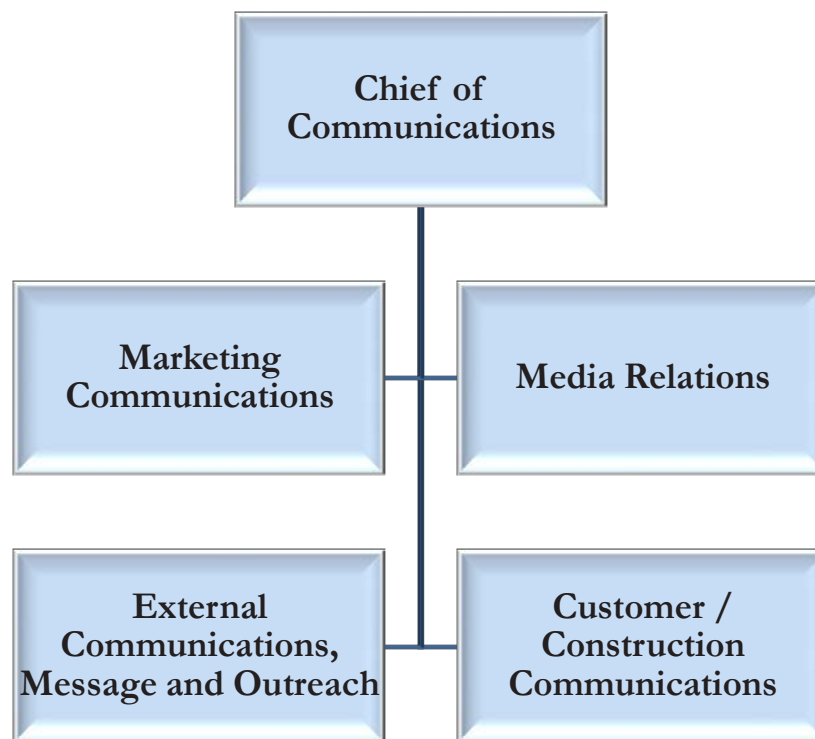


Exhibit 32

Communications Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$710,519	\$791,223	\$727,335	(\$63,888)	-8.1%
FICA AND RETIREMENT	256,436	303,774	318,129	14,355	4.7%
Payroll Sub-Total	\$966,955	\$1,094,997	\$1,045,464	(\$49,533)	-4.5%
ADVERTISING AND PROMOTION	3,922	85,000	108,000	23,000	27.1%
PRINTING AND PUBLICATIONS	17,597	50,000	50,000	-	0.0%
CONSULTING SERVICES	50,670	25,857	50,000	24,143	93.4%
OUTSIDE SERVICES	2,443	20,000	20,000	-	0.0%
OTHER CAPITAL EQUIPMENT	7,966	22,000	12,000	(10,000)	-45.5%
OFFICE EQUIPMENT RENTALS	(170)	10,000	10,000	-	0.0%
SUPPLIES - OFFICE	8,287	8,940	8,000	(940)	-10.5%
TRAVEL AND SUBSISTENCE	3,272	5,000	5,000	-	0.0%
POSTAGE AND EXPRESS	3,958	4,000	4,000	-	0.0%
DUES, BOOKS AND SUBSCRIPTIONS	1,014	2,200	3,200	1,000	45.5%
OFFICE EQUIPMENT-MAINTENANCE	300	3,000	3,000	-	0.0%
EMPLOYEE TRAINING	1,145	2,500	2,500	-	0.0%
SUPPLIES - OPERATIONAL	3,293	2,500	2,500	-	0.0%
OFFICE EQUIPMENT	2,650	1,400	1,400	-	0.0%
OTHER EXPENSES	346	1,000	1,000	-	0.0%
OTHER MINOR ACCOUNTS	54	60	-	(60)	-100.0%
DEPARTMENT TOTAL	\$1,073,700	\$1,338,454	\$1,326,064	(\$12,390)	-0.9%

Exhibit 33

The Fiscal Year 2012 Budget Request is \$1.3 million, a decrease of \$12 thousand or 0.9 percent below the Fiscal Year 2011 Budget amount. Total payroll, which includes FICA and Retirement contribution, is \$1 million and includes 11 positions.

Department M&O Highlights:

- Wages decreased \$64 thousand compared to the 2011 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements and the phasing/elimination of departmental vacancies.
- FICA and Retirement increased by \$14 thousand compared to the 2011 Budget. This is due to the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent.
- Advertising & Promotion increased by \$23 thousand to continue to educate and inform customers about the Tollway (i.e. account management, Drive Now Text Later campaign and new capital program).
- Consulting Services increased by \$24 thousand to adequately allow for e-mail distribution services.
- Other Capital Equipment decreased by \$10 thousand based on historical spending.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments
1, 2, 3, 4, 5	Developed and implemented a comprehensive communications and outreach strategy to generate awareness of and build support for the Tollway's new 15-year, \$12 billion capital program - Move Illinois: <i>The Illinois Tollway Driving the Future</i> . Developed key messages, talking points, fact sheets, presentations and speeches to educate key audiences about the plan and proposed toll rate increase. Created Web site, campaign logo and all collateral capital program materials. Planned and implemented 15 public hearings across Northern Illinois attended by nearly 2,000 people and online comment submissions from more than 1,400 people.
3, 5	Launched a state-wide distracted driving initiative – “Drive Now. Text Later.” - in collaboration with other state agencies and private partners. Public and private organization participation included posting 600 posters, distributing 5,000 message clings, inclusion in newsletters and payroll stuffers statewide through 75 municipalities, four police departments, 18 schools, and 12 corporations, including Jewel-Osco, which posted bumper stickers on 735 delivery trucks. Distracted driving message was also disseminated to Tollway customers via e-newsletter, newspaper letters to the editor, radio and television public service announcements, roadway electronic message boards and tollbooth and customer service center signage.
3, 5	Launched customer education campaign advising I-PASS customers to avoid violations through regular account maintenance and updates. Developed new partnerships with the Chicago Automobile Trade Association and Illinois Currency Exchange Association to publicize campaign via newsletters and in-store advertisements. Communicated message to customers through television public service announcements, tollbooth and customer service center posters, as well as direct messaging via robo-calls, audio messages and e-newsletter.

Strategic Priorities	2011 Accomplishments (continued)
5	Leveraged in-kind advertising agreement with NBC Chicago and FOX Chicago to promote Tollway public service messages through more than 150 on-air public service announcements, hourly Michigan Avenue ticker messaging that delivers approximately 1,700,000 impressions annually and online banner advertisements.
4, 5	Created a more user-friendly Tollway Web site through a design and content redesign and expanded transparency through the inclusion of additional reports and content, including information about employee travel, construction contracts and Tollway Inspector General reports.
4, 5	Conducted customer focus groups to learn more about Tollway customers' service experiences and expectations. Information gathered from I-PASS and cash customers, as well as commercial drivers and commuters.
1, 3, 5	Established a new relationship with the Illinois Department of Tourism to promote Tollway travel and services through "statecation" travel information and creation of a new booklet to highlight hotels and attractions located along the Illinois Tollway.
5	Secured sponsorship for the H.E.L.P. Truck program to offset Tollway costs for customer roadside services.
5	Launched student art contest to select the cover artwork for the 2012 Illinois Tollway map, receiving submissions from high school student artists across the 12 counties served by the Tollway.
4, 5	Wrote and distributed construction alerts, including daily construction project updates, and press releases to inform customers about the benefits of the new Move Illinois Program, Congestion-Relief Program, as well as other Tollway programs and services.
4, 5	Designed and distributed more than 100,000 informational cards through customer service centers, tollbooths, oases and other outlets to inform customers about construction, distracted driving, customer service and safety education.
5	Expanded collaboration with the Administration Department to develop more employee education tools, including workers' compensation video and posters for activities.
4, 5	Wrote, designed and produced six eNewsletters, each sent to approximately 1.1 million I-PASS customers.
3, 5	Supported the Illinois State Police programs, including the 4th Annual Family Safety Fair, as well as introduction of fingerprinting and identification cards at Kids Identification and Safety Seat events.
5	Educated customers about traffic, construction, I-PASS and violations via our Tollway 1-800-TOLL-FYI automated phone line.
2, 4, 5	Designed and produced an electronic annual report.

Strategic Priorities	2012 Goals and 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 Move Illinois 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.
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 34

Department Headcount - Communications

Number of Positions

<u>Position Title</u>	<u>FY2010</u>	<u>FY2011</u>	<u>FY2012</u>
Assistant Multimedia Project Specialist	1	1	1
Assistant Press Secretary	1	1	1
Chief of Communications	1	1	1
Community Relations Coordinator	1	1	1
Executive Secretary	1	1	1
Graphic Designer	1	1	1
Marketing Communications Manager	1	1	1
Multimedia Projects Specialist	1	1	1
Press Secretary	1	1	1
Senior Manager of Communications & Marketing	1	1	1
Writing Specialist	1	1	1
TOTAL	11	11	11

Exhibit 35

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
- Contract Goal Setting
- Contract Compliance Monitoring and Reporting
- Networking and Outreach Activities
- Earned Credit Program (ECP)
- Mentor/Protégé Program (M/P)
- Business Enterprise Program (BEP)
- Small Business Set-aside Program (SBSP)

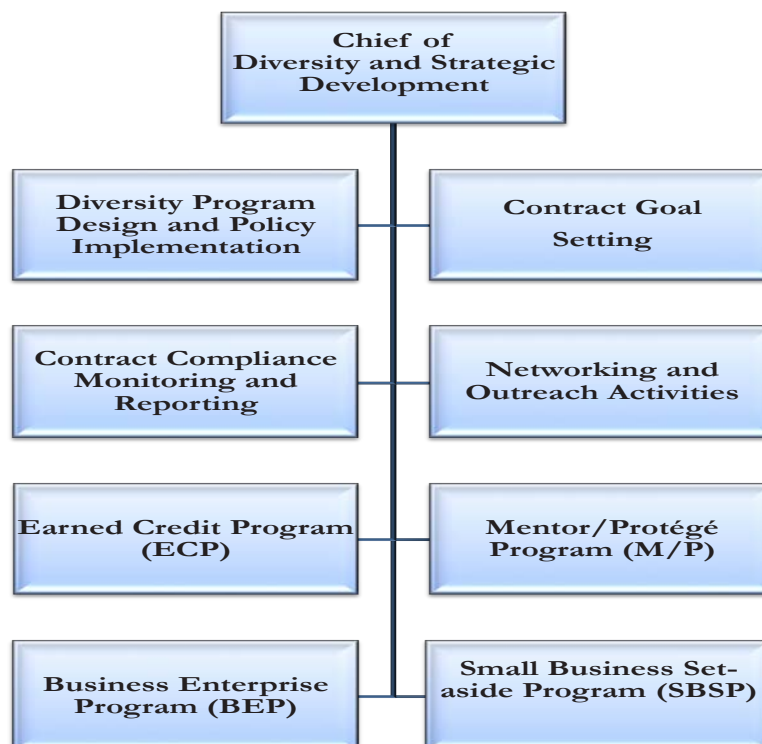


Exhibit 36

Diversity Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$237,540	\$398,927	\$521,664	\$122,737	30.8%
FICA AND RETIREMENT	85,111	153,148	228,171	75,023	49.0%
Payroll Sub-Total	\$322,651	\$552,075	\$749,835	\$197,760	35.8%
OTHER EXPENSES	-	10,550	30,000	19,450	184.4%
TRAVEL AND SUBSISTENCE	-	2,000	2,000	-	0.0%
SUPPLIES - OFFICE	-	500	500	-	0.0%
POSTAGE AND EXPRESS	-	400	400	-	0.0%
DEPARTMENT TOTAL	\$322,651	\$565,525	\$782,735	\$217,210	38.4%

Exhibit 37

The Fiscal Year 2012 Budget Request is \$783 thousand, an increase of \$217 thousand or 38.4 percent above the Fiscal Year 2011 Budget amount. Total payroll, which includes FICA and Retirement contribution, is \$750 thousand and includes 6 positions.

Department M&O Highlights

- Salaries increased \$123 thousand compared to the 2011 Budget. This increase reflects the addition of one position combined with the phasing of departmental vacancies.
- FICA and Retirement increased by \$75 thousand compared to the 2011 Budget. This is due to the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent.
- Other Expenses increased by \$19 thousand for the Tollway's plan to increase/augment outreach and education efforts to contracting and advocacy groups in connection with our diversity programs.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments
1, 4	Diversity staff worked closely with a Diversity Program Consultant to review, audit and update Tollway policies, procedures and best business practices as related to its Disadvantaged Business Enterprise (DBE) program.
1, 4, 5	Diversity staff continued to provide data and analyses for the on-going IDOT / Tollway Disparity Study. Research objectives of this Disparity Study include: Enumerate the pool of willing and able DBE businesses for Construction and Professional Services, Analyze Prime and Subcontractor utilization, Identify DBE firms that are under utilized, Make recommendations to eliminate barriers to contracting.

	2012 Goals and Objectives
1, 4	Diversity staff will increase the number of annual Diversity Outreach Events as a means to promote, assist and ensure greater participation of a diverse population in all aspects of the Tollway's operations, including contracting, consulting and supply of goods and services. Outreach Events are an important step in creating an inclusive and multi-talented workplace reflective of the marketplace.

Exhibit 38

Department Headcount - Diversity

<u>Position Title</u>	Number of Positions		
	FY2010	FY2011	FY2012
Chief of Diversity	0	0	1
DBE Program Manager	1	1	1
Diversity Compliance Coordinator	0	1	1
General Manager Of Diversity	1	1	1
Secretary III	1	1	1
Sr Mgr Of Program Development	1	1	1
TOTAL	4	5	6

Exhibit 39

Engineering Department

The Engineering Department is responsible for the planning, design, construction, operation and maintenance of our roadways. 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

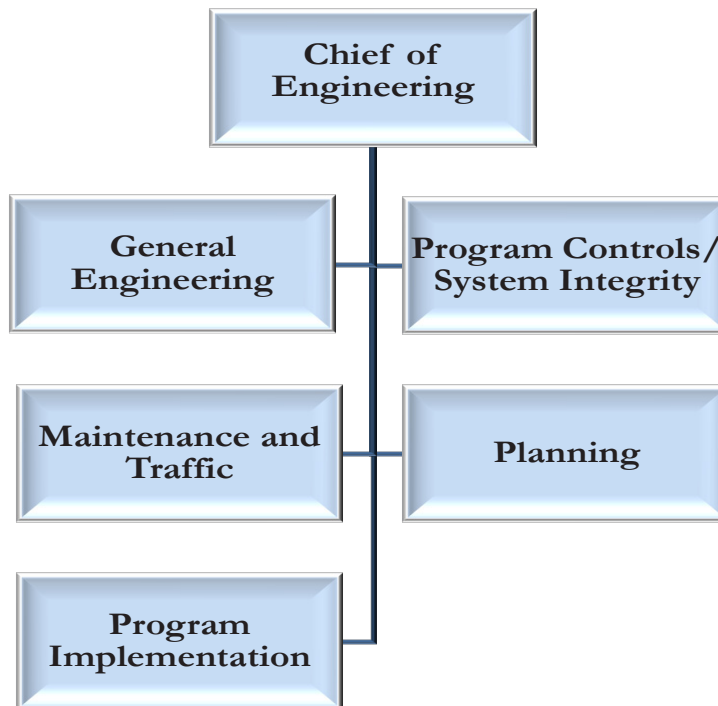


Exhibit 40

Departmental Budgets and Narratives

Engineering Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$34,721,587	\$33,310,529	\$33,920,454	\$609,925	1.8%
FICA AND RETIREMENT	12,797,056	12,828,311	14,836,467	2,008,156	15.7%
Payroll Sub-Total	\$47,518,644	\$46,138,840	\$48,756,921	\$2,618,081	5.7%
MATERIALS - OPERATIONAL	6,375,077	5,753,344	5,783,100	29,756	0.5%
FUELS AND OILS	3,719,860	3,280,925	3,783,125	502,200	15.3%
CONTRACTED MAINTENANCE SERVICE	1,812,910	1,842,512	2,031,994	189,482	10.3%
REPLACEMENT PARTS	1,747,397	1,778,900	1,851,350	72,450	4.1%
CONSULTING SERVICES	1,866,351	1,713,300	1,820,739	107,439	6.3%
OFFICE EQUIPMENT-MAINTENANCE	704,402	776,801	711,972	(64,829)	-8.3%
OUTSIDE SERVICES	466,036	487,123	470,425	(16,698)	-3.4%
SUPPLIES - OPERATIONAL	276,921	288,439	340,600	52,161	18.1%
UNIFORMS AND ACCESSORIES	97,696	77,910	137,330	59,420	76.3%
TOOLS AND EQUIPMENT	94,616	82,540	87,249	4,709	5.7%
SUPPLIES - OFFICE	66,511	79,957	82,980	3,023	3.8%
ROADWAY EQUIPMENT	13,819	12,000	60,150	48,150	401.3%
BUILDING EQUIPMENT	46,606	2,641	59,335	56,694	2146.7%
OFFICE EQUIPMENT RENTALS	26,235	39,875	59,009	19,134	48.0%
DUES, BOOKS AND SUBSCRIPTIONS	39,592	43,919	42,000	(1,919)	-4.4%
TRAVEL AND SUBSISTENCE	17,707	25,864	28,000	2,136	8.3%
EMPLOYEE TRAINING	17,928	29,920	25,500	(4,420)	-14.8%
OTHER CAPITAL EQUIPMENT	2,800	4,875	19,025	14,150	290.3%
TELEPHONE AND TELEGRAPH	7,059	4,475	11,710	7,235	161.7%
OTHER EXPENSES	5,898	5,124	7,124	2,000	39.0%
POSTAGE AND EXPRESS	5,399	7,575	6,075	(1,500)	-19.8%
OFFICE EQUIPMENT	768	2,615	3,875	1,260	48.2%
OTHER MINOR ACCOUNTS	(440)	4,819	75	(4,744)	-98.4%
SUBTOTAL	\$64,929,794	\$62,484,293	\$66,179,663	\$3,695,370	5.9%
RECOVERY OF EXPENSES	(\$1,107,808)	(\$1,301,200)	(\$1,360,000)	(\$58,800)	4.5%
DEPARTMENT TOTAL	\$63,821,986	\$61,183,093	\$64,819,663	\$3,636,570	5.9%

Exhibit 41

The Fiscal Year 2012 Budget Request is \$64.8 million, an increase of \$3.6 million or 5.9 percent above the Fiscal Year 2011 Budget amount. Total payroll, which includes FICA and Retirement contribution, is \$48.8 million and includes 591 positions.

Department M&O Highlights

- Salaries and Wages increased by \$610 thousand compared to the 2011 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements and phasing of vacancies.
- FICA and Retirement increased by \$2 million compared to the 2011 Budget. This is due to the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent combined with the phasing of departmental vacancies.
- A major portion of the Materials-Operational category includes the supply of de-icing salt and other winter roadway materials. The 2012 Budget reflects some price stabilization for salt resulting in an increase of \$30 thousand compared to the 2011 Budget. This category also includes items such as replacement guard rails and attenuators.
- During 2011, Fuel and Oil pricing increased approximately 35 percent which has been partially offset by a decrease in consumption of approximately 150,000 gallons as the result of a concerted effort by the Fuel Task Force Team. With estimated fuel consumption, some price stabilization and increased use of E-85 fuel factored in, the 2012 Budget Request reflects an increase of \$502 thousand.
- Replacement Parts increased by \$72 thousand due to: District 15 motorcycle parts, \$18 thousand; asphalt recycling machine parts, \$35 thousand; and RTMS replacement batteries, \$20 thousand.
- Equipment Maintenance decreased by \$65 thousand. This category includes the Delcan maintenance contract for TIMS, maintenance for Cisco, the Cartegraph FLEX license renewals for Versatools, Fleet's AVL and CSI Auto-Fuel Systems, Dispatch's Computer Aided Dispatch (CAD) System and Planning's ESRI software.
- The Contracted Maintenance Service category increased by \$189 thousand primarily due to a comprehensive planned and on-call maintenance contract to support ITS devices (excluding fiber optics). Forty percent of this contract is for security surveillance.
- Consulting Services increased by \$107 thousand mainly for the Tollway's Consulting Engineer, AECOM.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments - Planning
1, 2, 3, 4, 5	<p>Development and Board adoption of the fifteen-year 12.1B capital program - Move Illinois: <i>The Illinois Tollway Driving the Future</i>.</p> <p>The Move Illinois capital program incorporates goals and priorities established by the Tollway Board of Directors through an extensive public project review process. Projects included in the plan were prioritized by the Board in a manner consistent with the Agency's strategic priorities. Traffic and revenue projections, and existing and future land use as well as transportation plans are also key components that are factored into the capital program.</p> <p>Worked with IDOT, transit agencies, local and regional transportation and planning agencies, to update project analyses to better reflect current needs and economic conditions, and to identify projects that would significantly reduce area congestion, expand economic opportunities, and benefit the regional transportation infrastructure. The Move Illinois program is consistent with priorities identified in the Chicagoland Metropolitan Agency for Planning's (CMAP's) <u>GoTo 2040 Plan</u> and the Regional Transportation Authority's (RTA's) <u>Moving Beyond Congestion Plan</u>.</p> <p>Since the Tollway's Strategic Advisory Team (SAT) report was adopted in 2010, policies, strategies and initiatives continue to be implemented and advanced to meet the recommendations in the SAT report.</p>
1, 2, 3, 4, 5	<p>Established Corridor Planning Councils for the I-90 Corridor, from Wisconsin to the Chicago Business District, and for the IL Route 53/120 Corridor in Central Lake County. The intent of these Councils is to ensure that future project planning is consistent with broader regional goals, as well as to provide opportunities for members of counties and local governments, the business community, environmental advocacy and sustainable transportation and land use advocacy groups to fully engage in the project development and delivery process. To further the transparency and accountability goals of the Tollway, a new web-based link was developed to provide information and updates for each Council.</p>

Strategic Priorities	2011 Accomplishments – Planning (continued)
1, 2, 3, 4, 5	In conjunction with the I-90 Corridor Planning Council's work, the Tollway entered into a partnership with the Regional Transportation Authority to study options for express bus service along I-90. Additionally, a \$528,840 federal grant was obtained to help expand this effort and evaluate options for integration of transit and improving modal connections between the Tollway, IDOT, CTA, Metra and Pace along I-90.
1, 2, 3, 4, 5	In accordance with the Strategic Advisory Team recommendation to have regular, established reporting each Earth Day the Chicago Metropolitan Agency for Planning, Chicago Transit Authority, Illinois Department of Transportation, Illinois Tollway, Metra, Pace, and Regional Transportation Authority reconvened for the second annual Earth Day Transportation Summit on April 19, 2011 to improve coordination among the region's transportation leaders to advance transportation, economic growth, and environmental quality.
1, 2, 3, 4, 5	Following the Strategic Advisory Team recommendation to serve as a catalyst to strengthen regional collaboration and coordination, the Tollway and Village of Rosemont approved a first-of-its-kind agreement for the Tollway to share responsibilities for financing and construction of a new, all-electronic exit ramp on the northbound Tri-State Tollway (I-294) to Balmoral Avenue that is expected to spur economic development and ease congestion surrounding Rosemont's entertainment district, as well as coordinate access improvements into and around O'Hare.
1, 2, 3	The Property Management unit worked to establish new policies, procedures and guidelines to strengthen the Tollway's role in land use adjacent to, and within Tollway corridors to maximize the value of existing right-of-way by recommending policies that encourage non-traditional use of rights-of-way for alternative energy harvesting, complimentary utility infrastructure or other opportunities that will generate a benefit, enhanced revenue and/or operational benefit.
1, 2, 3	The Tollway entered into an Agreement with Argonne National Laboratory to install the first Midwest Photovoltaic Analysis Facility (MPAF) at the Tollway's Central Administration headquarters. The MPAF site includes multiple solar panel technologies, data collection devices and two weather stations. The site is designed to gather local solar panel performance and atmospheric data, and transmit the information to Argonne for analysis. This pilot project will provide data that will be used in making future investments, not just at the Tollway, but potentially at multiple sites across the entire Midwest.
	2011 Accomplishments - Maintenance and Traffic Operations
2, 5	Roadway Maintenance continued to review Snow and Ice Control Operations to assure best practices with regard to plow routing, material usage and technological advances in equipment and data collection. This effort has resulted in an overall reduced cost per lane mile for each of the past four winter seasons. Expanded use of the Automatic Vehicle Location (AVL) system to evaluate snow plowing and de-icing routes has begun.

Strategic Priorities	2011 Accomplishments - Maintenance and Traffic Operations (continued)
2, 5	Roadway Maintenance successfully battled the area's third-most intense blizzard in history from February 1 st through 3 rd , 2011. Crews worked up to sixteen hour shifts in an effort to keep all segments of the Tollway open. While lanes were reduced in width, at no time was any portion of the Tollway system closed or impassable to traffic during this storm. In addition, crews were able to remove snow from all lanes of traffic within eight hours after the precipitation ended. This accomplishment resulted in the continuous safe movement of goods, services and people across the Tollway system, as well as positive press coverage and numerous customer compliments for the agency, in spite of the extraordinary weather conditions.
2, 5	The Overhead Guide Signage continued to be upgraded 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 2/3 of the system upgrade is now complete.
2	The Fleet Unit initiated and successfully coordinated the Tollway's fuel reduction program with all agency departments. The objectives of this program have been met through August and it is expected to meet the objectives for the year, saving an estimated 150,000 gallons of fuel. The Fleet Unit continued to identify ways to reduce fuel consumption and eliminate inefficiency through improved operations.
2, 3	This year the Fleet Unit worked with Argonne Laboratories to complete Phase One of the Squad Car Fuel Savings Study. This study will lead to further development of fuel efficient operational strategies and vehicle enhancements for these vehicles which will benefit the agency and others.
2, 5	Traffic Operations continues to modernize and enhance TIMS software to increase functionality and improve operation of the ITS infrastructure. In addition, we are working with IDOT on enhancements of the Gateway Automated Traveler Information System and website to incorporate Agency video sharing and to improve regional reaction and communication when major incidents occur.
2, 3, 5	Modest deployment of additional CCTV cameras has taken place to provide coverage of critical areas of the system. Additional Weigh-in-Motion (WIM) stations on either end of the Tri-State Tollway have been completed and began operation in 2011. These WIM stations will improve overweight Truck enforcement efforts to protect the new pavement investment resulting from the Congestion-Relief Program.
1, 2, 3, 5	Incident Management Staff, working with IDOT and the Illinois Center for Transportation, completed the development of the first Statewide Incident Management Training Program. The Tollway hosted the first training program using a brand new curriculum at the Towing and Recovery Association of Illinois Annual meeting in Lisle in August. This multi-disciplined program is intended to improve safety and to reduce disruption caused by crashes.
2, 5	The Disaster Recovery Backup Dispatch Center that is currently located at Plaza 35 (I-294 and Cermak) in the Illinois State Police squad room will be moved into the basement of Plaza 35. This move will more than double the size of the current space at Plaza 35 for the Dispatch Unit and also allow room for two Traffic Technicians and a backup Traffic Incident Management System. This is scheduled to be completed later this year or early 2012.

Strategic Priorities	2011 Accomplishments – Program Implementation
1, 5	The Tollway continues to implement projects associated with the Congestion-Relief Program (CRP), which is in its seventh year. By the end of this year approximately \$5 billion (84%) of the program budget will be committed. Nearly 82% of the program is complete (work in place).
1, 2, 3, 4, 5	Transit Value Planning Workshops were held to develop a conceptual cost estimate and alternatives for future plans to reconstruct and widen the Jane Addams Memorial Tollway that includes transit. Topics discussed included managed lanes, bus and rail elements.
2, 3, 4, 5	Engineering developed a Utility Service Asset and Bill Tracking process that allows monitoring of utility accounts and documents energy usage for gas, water, sewer and electric, payment details, vendor information as well as global position system coordinates of all Tollway owned gas, water and electrical utility facilities. This new database expedites payment processing, reconciles account information, and provides accurate accounting of costs associated with powering the Tollway's infrastructure. This effort will assist Tollway staff in reducing electricity and natural gas consumption by 25% by the year 2025 as stated in the Governor's Executive Order 11.

Strategic Priorities	2012 Goals and Objectives - Planning
1, 2, 3, 4, 5	Partnering will continue with IDOT, transit agencies, local and regional transportation and planning agencies, for continued analyses of economic and transportation needs, and to identify opportunities to reduce regional congestion, expand economic opportunities, and enhance the regional transportation infrastructure. Future project planning will consider priorities identified in the Chicagoland Metropolitan Agency for Planning's (CMAP's) GoTo 2040 Plan and the Regional Transportation Authority's (RTA's) Moving Beyond Congestion Plan.
1, 2, 3, 4, 5	Work of the I-90 Corridor Planning Council, the IL Route 53/120 Blue Ribbon Advisory Council and the Elgin-O'Hare West Bypass Governor's Advisory Council Finance Subcommittee will be completed.
1, 2, 3, 4, 5	<p>Policies, strategies and initiatives will be developed to meet the recommendations highlighted in the Tollway's Strategic Advisory Team (SAT) report adopted in 2010. Policies to be developed or updated include:</p> <p>Congestion Pricing Policies, Land Use Policy, Interchange and Cost Sharing Policy Update, Context Sensitive Solution Policy/Guidelines, Traffic Noise Policy, Environmental and Energy Policy.</p>

Strategic Priorities	2012 Goals and Objectives – Planning (continued)
2, 3, 4, 5	Legislative initiatives will be advanced to assist with the implementation and procurement of contracts, goods and services for the Move Illinois Capital Program. In addition, a comprehensive legislative outreach plan will be developed to provide timely updates to legislators regarding the implementation progress of the Move Illinois Capital Program and other Tollway initiatives such as diversity, sustainability, transparency, accountability, budget, etc.
1, 3, 4	Secure land rights for Move Illinois projects and Systemwide Tollway needs by purchasing existing right-of-way for: Elgin-O'Hare West Bypass, I-294/I-57 Interchange, I-90 Corridor Options, Future Interchange Expansion.
1, 2	Develop partnership programs with universities and research institutions. The goal for 2012 is to streamline budget requests and research needs among various Tollway departments and to leverage collective resources to secure additional research funding for the advancement of established agency-wide priorities.
	2012 Goals and Objectives – Maintenance and Traffic Operations
2, 3, 4	Partner with Tollway engineers and the Traffic Incident Management System (TIMS) center, utilizing intelligence led policing concepts to promote public safety by improving in the four areas of traffic safety: Education, Enforcement, Engineering and Emergency Medical Services.
2, 4, 5	Maintenance will coordinate new toll rate pricing signage systemwide, as well as updates to various Construction Corridor Informational (CCI) displays in response to the Move Illinois Program.
1, 2, 3, 5	Traffic Operations will continue to modernize and enhance its Traffic Incident Management System (TIMS) software to increase functionality and improve operation of the ITS infrastructure. Coordination with IDOT will be ongoing regarding enhancements of the Gateway Automated Traveler Information System and website to incorporate Agency video sharing for the improvement of regional reaction and communication when major incidents occur.
2, 5	Implement a procedure as required by the Governor's Executive Order #11 2009 to address petroleum reduction requirements.

Strategic Priorities	2012 Goals and Objectives – Program Implementation
1, 2, 3, 4, 5	Professional Services Bulletins will be developed to solicit design and construction management services in addition to surveying and land acquisition support services as required by the CRP, as well as Move Illinois and non-CRP projects.
1, 2, 3, 4, 5	<p>Move Illinois: <i>The Illinois Tollway Driving the Future</i> is scheduled to start with a budget of \$240.9 million in 2012.</p> <p>Staff Summary Sheets will be developed to ensure that the implementation of the new program is managed as scheduled and within budget.</p>
2, 3, 4, 5	Engineering will secure the services of a Web-Based Project Management Service Provider as a means of increasing efficiencies and communication, as well as providing transparency and project control for implementing the \$12.1B Move Illinois Program.

Exhibit 42

Department Headcount - Engineering

Number of Positions

<u>Position Title</u>	FY2010	FY2011	FY2012
Administration Manager	1	1	1
Aerial Lift Operator	1	1	1
Auto Mechanic	53	53	53
Automotive Attendant	2	1	2
Automotive Body Technician	2	2	2
Budget Procurement & 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	7	6	7
Communications Supervisor	4	4	4
Community Relations Manager	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 Mgr	0	0	1
Data Technician	1	0	0
Deputy Chief of Engineering for Planning	1	1	1
Deputy Chief of Program Controls	1	1	1
Deputy Chief of Program Implementation	1	1	1
Dispatch Manager	1	1	1
Document Control Manager	0	0	1
Document Control Specialist	0	0	1
Engineering Document Administrator	1	1	1
Engineering Project Analyst	1	0	1
Engineering Project Liaison	1	1	1
Environmental Planner	2	1	1
Environmental Policy and Program Manager	1	1	1

Department Headcount - Engineering (continued)

Position Title	Number of Positions		
	FY2010	FY2011	FY2012
Equipment Operator Laborer	319	308	309
Executive Project Engineer	5	3	4
Executive Project Manager	0	2	2
Executive Secretary	4	4	4
Fiber Optic Utilities Relocation Manager	1	0	0
Fleet District Manager	2	2	2
Fleet Manager	1	1	1
Fleet Systems Analyst	1	1	1
General Manager of Engineering	1	1	1
General Manager of Maintenance & Traffic	1	1	1
Geometrics Engineer	1	1	1
GIS Application DB Support Specialist	1	1	1
GIS Systems Manager	0	0	1
Incident Manager	1	1	1
Intergovernmental Agreement (IGA) Manager	0	0	1
ITS Deployment Engineer	1	1	1
ITS Field Technician	0	0	1
Land Acquisition Manager	1	1	1
Lane Closure & Permit Technician	0	0	1
Legislative & Policy Analyst	1	1	1
Maintenance Section Manager	12	15	11
Maintenance Section Supervisor	11	8	12
Maintenance Systems Analyst	1	1	1
Maintenance Systems Support Clerk	1	1	1
Management Operations Specialist	1	0	1
Materials Engineer	1	1	2
Materials Operations Specialist	0	1	0
Oasis Project Manager	1	1	1
Parts Clerk	14	13	14
Part Time Data Technician	1	1	1
Permit & Utilities Coordination Mgr.	1	1	1
Policy Analyst	0	1	1
Project Manager	5	3	3

Department Headcount - Engineering (continued)**Number of Positions**

Position Title	FY2010	FY2011	FY2012
Project Manager/Engineering	0	0	2
Property Specialist	1	1	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	2
Roadway Maintenance Manager	1	1	1
Secretary II	1	1	1
Secretary III	4	3	3
Section Clerk	13	14	13
Senior Environmental Planner	0	1	1
Senior Landscape Architect	1	1	1
Senior Manager of Strategic Planning	0	0	1
Senior Project Engineer	7	9	9
Senior Project Manager	4	2	4
Senior Project Manager - Engineering	0	0	1
Sign Maker Hanger	15	17	16
Sign Shop Manager	1	0	1
Sign Shop Supervisor	1	1	1
Telecommunicator	21	20	20
Traffic & Revenue Analyst	1	1	1
Traffic Operations Center Manager	0	0	1
Traffic Operations Control Supervisor	1	1	0
Traffic Operations Manager	1	1	1
Traffic Operations Technician	5	5	5
Traffic Permit Technician	1	1	1
Utility Administrator	1	1	1
Utility Technician	2	2	3
Web-Based Project Management Syst Mgr	0	0	1
Welder	7	8	6
TOTAL	588	571	591

Exhibit 43

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.

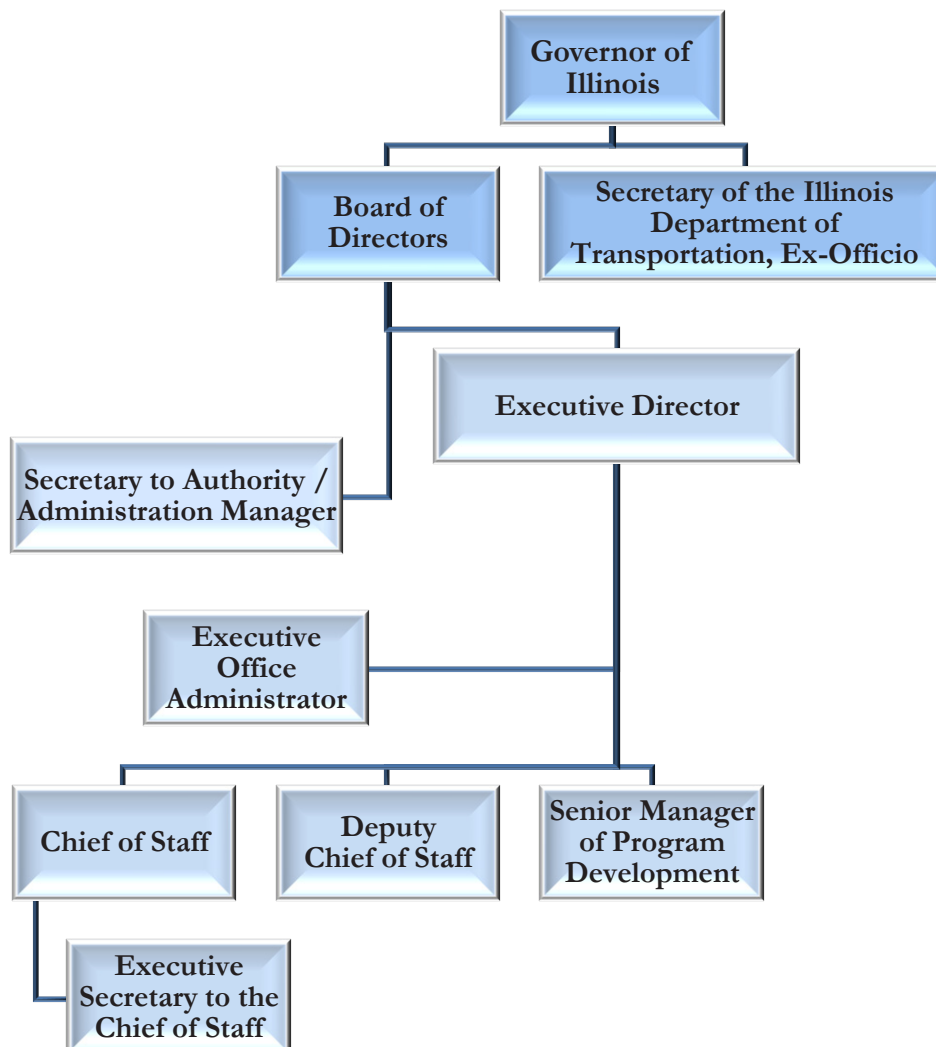


Exhibit 44

Departmental Budgets and Narratives

Executive Office and Directors Major Account Description	2010 Actual	2011 Budget	2012 Request Budget	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$864,296	\$983,342	\$961,893	(\$21,449)	-2.2%
FICA AND RETIREMENT	295,496	377,533	420,722	43,189	11.4%
Payroll Sub-Total	\$1,159,792	\$1,360,875	\$1,382,615	\$21,740	1.6%
OUTSIDE SERVICES	79,943	150,000	150,000	-	0.0%
DUES, BOOKS AND SUBSCRIPTIONS	25,929	33,800	33,800	-	0.0%
OTHER EXPENSES	9,306	12,400	16,500	4,100	33.1%
TRAVEL AND SUBSISTENCE	4,389	12,100	12,100	-	0.0%
ADVERTISING AND PROMOTION	311	4,000	4,000	-	0.0%
SUPPLIES - OFFICE	1,767	3,700	4,000	300	8.1%
EMPLOYEE TRAINING	2,175	3,300	3,300	-	0.0%
PRINTING AND PUBLICATIONS	-	2,500	2,500	-	0.0%
POSTAGE AND EXPRESS	679	1,700	1,700	-	0.0%
OTHER CAPITAL EQUIPMENT	-	1,500	1,500	-	0.0%
SUPPLIES - OPERATIONAL	17	900	900	-	0.0%
OFFICE EQUIPMENT	-	500	500	-	0.0%
DEPARTMENT TOTAL	\$1,284,309	\$1,587,275	\$1,613,415	\$26,140	1.6%

Exhibit 45

The Fiscal Year 2012 Budget Request is \$1.6 million, an increase of \$26 thousand or 1.6 percent above the Fiscal Year 2011 Budget amount. Total payroll, which includes FICA and Retirement contribution, is \$1.4 million and includes 7 positions.

Department M&O Highlights

- Salaries decreased by \$21 thousand or 2.2 percent compared to the 2011 Budget.
- FICA and Retirement increased by \$43 thousand compared to the 2011 Budget. This is due to the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent.
- Other Expenses and Office Supplies increased by \$4 thousand to cover added expenses related to the Move Illinois Program.
- All other categories such as Outside Services and Dues, Books, and Subscriptions remained at the same level as the 2011 Budget.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments
1, 2, 3, 4, 5	Under the direction of Executive Director Kristi Lafleur and the Illinois Tollway Board of Directors, since April 2010, the Tollway has implemented one-time or multi-year budget efficiencies of \$62.2 million and more than \$14 million in annual recurring savings. The 2011 Budget included a nearly 4 percent cut in operating expenses from the original 2010 Budget. This marked the first time in Illinois Tollway history that the annual operating budget is less than the year before. The 2012 Budget holds the line on operating costs across the board with only a modest increase that will allow the Tollway to continue to provide a high level of service and break ground on new projects that will enhance regional mobility and, ultimately, save Tollway customers time and money.
1, 2, 3, 4, 5	The Tollway completed a comprehensive 18-month review and public discussion of the Tollway's current needs for the existing system, as well as new opportunities to improve mobility throughout the region.
1, 2, 3, 4, 5	As a result of the public input and discussion, the Illinois Tollway Board of Directors on August 25, 2011, adopted the 15-year, \$12 billion capital program, Move Illinois: The Illinois Tollway Driving the Future, funded by bonds and toll revenue generated through a toll rate increase for passenger vehicles in 2012 and a previously approved increase for commercial vehicles beginning in 2015.
1, 2, 3, 4, 5	Working from Governor Pat Quinn's October 2010 directive that created the Elgin O'Hare West Bypass Advisory Council, the 28-member Council, comprised of representatives from local governments, the business community, regional planning groups, labor and public finance, submitted its final report to the Governor in June. Ultimately, the work performed by this diverse group of stakeholders brought the consensus that was needed to move forward with a streamlined version of the Elgin O'Hare West Bypass and the inclusion of this project in the Tollway's Move Illinois Capital Program.
1, 2, 3, 4, 5	The Illinois Tollway formed the Jane Addams Memorial Tollway (I-90) Corridor Planning Council to help develop consensus on a vision for the I-90 Corridor from Chicago to Rockford. Chaired by the Illinois Tollway, the Council includes leaders from the Illinois Department of Transportation (IDOT), executives from the region's transit and transportation planning agencies, representatives from business and environmental groups, as well as members of the five county boards along the corridor, legislators and the Northwest Council of Mayors. The Tollway also partnered with Regional Transportation Authority to evaluate a new express bus system along I-90.

Strategic Priorities	2011 Accomplishments (continued)
1, 2, 3	Under the leadership of the Board of Directors and the Executive Director, the Illinois Tollway took steps to ensure that the agency is contributing to regional economic growth, including approval of intergovernmental agreements to construct a new, all-electronic exit ramp on the northbound Tri-State Tollway (I-294) to Balmoral Avenue and a new full interchange on the Jane Addams Memorial Tollway (I-90) at Illinois Route 47.
1, 2, 3, 5	In 2011, the Illinois Tollway completed year seven of the Congestion-Relief Program.
2, 4	The Illinois Tollway 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. This approach has led to cost savings in several operational areas.
2, 4	An energy audit to evaluate the Tollway's facilities and establish a baseline for energy consumption led to a number of energy efficient initiatives and projects, including lighting upgrades, window tinting and heating and cooling system rehabilitation.
1, 2, 3	The Illinois Tollway and Argonne National Laboratory launched two new research initiatives under a three-year agreement to collaborate on the development of energy efficient technologies and eco-strategies. The new fleet research study is aimed at identifying fuel cost savings and efficiencies for the Tollway and Illinois State Police District 15's fleet, and the joint energy study with Argonne's Midwest Photovoltaic Analysis Facility is evaluating how multiple solar panel technologies perform under environmental conditions in the Midwest region.
1, 3	Led by the Illinois Tollway, seven Chicago area transportation agencies reconvened for the second 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, including a recommendation to focus the region's attention on the I-90 Corridor, including the Jane Addams Memorial Tollway (I-90).
4, 5	The Tollway launched a new feature that allows customers who receive a toll violation notice to view their license plate images online, select from two dispute options and file the dispute electronically via the Web. Previously, license plate images were only available by mail, email or in person. This new feature was a big step forward for the Tollway in terms of enhancing customer service, as well as showing our customers that we are transparent and above board in the way the Tollway conducts its business.
4, 5	The Illinois Tollway launched a public awareness campaign to better educate I-PASS customers about the importance of updating their accounts and how to avoid violations.
1, 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.
1, 2, 4	In June, the Tollway Board adopted a new Board structure that creates committees to focus on key areas of Tollway operations and customer service, as well as guide discussion and decision-making regarding ways to improve the agency. The new committees put the Board in the best possible position to evaluate agency performance, policies and procedures and identify long-range strategies and opportunities for investments that will ultimately benefit Tollway customers, the economy and the environment.

Strategic Priorities	2012 Goals and 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, 3, 4, 5	Coordinate the improved efficiency of daily operations.
1, 2, 3, 4, 5	Ensure that the new Move Illinois Program is implemented in the most safe and efficient way possible using the latest technologies, best practices and state-of-the-art materials and make Move Illinois the "cleanest and greenest" program in history by minimizing the environmental impact of new roadway construction by reducing, recycling and reusing materials and using renewable energy and the latest green technologies.
1, 2, 3, 5	Support year eight of the Congestion-Relief Program.
1, 2, 4, 5	Adopt a new environmental and energy policy to establish a framework for the health and safety of employees, contractors and customers, as well as the protection of the natural and physical environment affected by the Tollway and its operations.
2, 4, 5	Continue to enhance customer service, including finding ways to accommodate the increased number of customers who pay their tolls within the 7-day grace period and developing new services to make it easier for commercial fleet companies to do business with the Tollway.
2, 4	Coordinate the improved efficiency of daily operations.

Exhibit 46

Department Headcount - Executive Office and Directors

Number of Positions

Position Title	FY2010	FY2011	FY2012
Chief of Staff	1	1	1
Deputy Chief of Staff	1	1	1
Executive Director	1	1	1
Executive Office Administrator	1	1	1
Executive Secretary	1	1	1
Secretary to Chair	1	1	1
Sr. Manager of Program Development	2	1	1
TOTAL	8	7	7

Exhibit 47

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

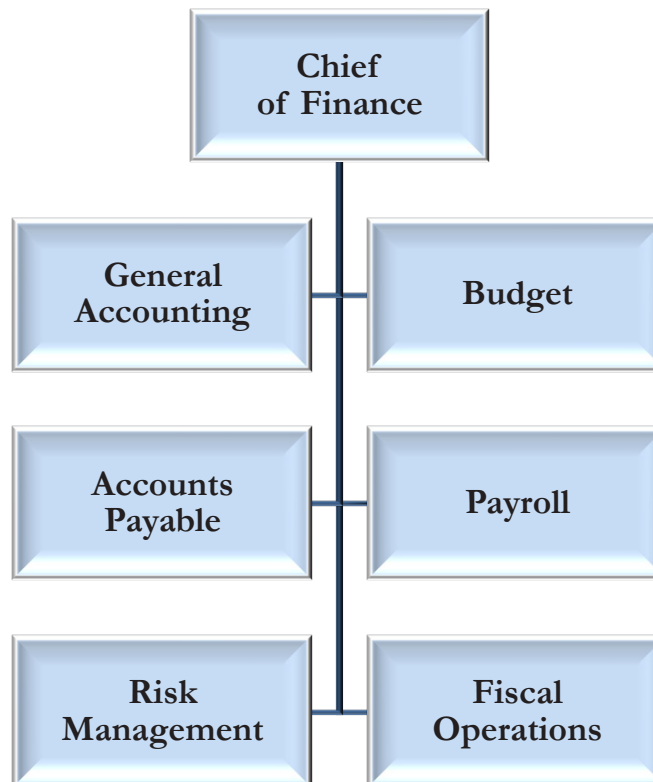


Exhibit 48

Departmental Budgets and Narratives

Finance Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$4,299,084	\$2,497,571	\$2,576,245	\$78,674	3.2%
FICA AND RETIREMENT	597,973	958,896	1,126,824	167,928	17.5%
Payroll Sub-Total	\$4,897,057	\$3,456,467	\$3,703,069	\$246,602	7.1%
EMPLOYEE GROUP INSURANCE	25,526,784	25,130,000	25,130,000	-	0.0%
WORKER'S COMPENSATION INSURANCE	6,231,036	8,425,000	7,300,000	(1,125,000)	-13.4%
OUTSIDE SERVICES	2,654,372	2,905,000	3,625,000	720,000	24.8%
PROPERTY INSURANCE	2,379,924	2,300,000	2,300,000	-	0.0%
BANK CHARGES	181,429	164,000	214,000	50,000	30.5%
BOND TRUSTEE	16,500	45,000	45,000	-	0.0%
SUPPLIES - OFFICE	15,395	21,000	21,000	-	0.0%
POSTAGE AND EXPRESS	14,324	12,000	14,000	2,000	16.7%
OFFICE EQUIPMENT-MAINTENANCE	7,153	6,000	7,000	1,000	16.7%
DUES, BOOKS AND SUBSCRIPTIONS	3,232	7,000	7,000	-	0.0%
PRINTING AND PUBLICATIONS	814	3,000	3,000	-	0.0%
TRAVEL AND SUBSISTENCE	356	2,000	2,000	-	0.0%
EMPLOYEE TRAINING	1,077	2,000	2,000	-	0.0%
OTHER EXPENSES	1,015	3,000	1,500	(1,500)	-50.0%
OFFICE EQUIPMENT	-	2,000	1,000	(1,000)	-50.0%
OTHER MINOR ACCOUNTS	196	2,500	750	(1,750)	-70.0%
SUBTOTAL	\$41,930,664	\$42,485,967	\$42,376,319	(\$109,648)	-0.3%
RECOVERY OF EXPENSES	(\$124,308)	(\$300,000)	(\$200,000)	\$100,000	-33.3%
DEPARTMENT TOTAL	\$41,806,357	\$42,185,967	\$42,176,319	(\$9,648)	0.0%

Exhibit 49

The Fiscal Year 2012 Budget Request is \$42.2 million; a decrease of \$10 thousand or 0 percent below the Fiscal Year 2011 Budget amount. Total payroll, which includes FICA and Retirement contribution, is \$3.7 million and includes 48 positions.

Department M&O Highlights

- Wages increased by \$79 thousand compared to the 2011 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements and the phasing/elimination of departmental vacancies.

- FICA and Retirement increased by \$168 thousand compared to the 2011 Budget. This is due to the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent combined with the phasing/elimination of departmental vacancies.
- Group Insurance remained at the 2011 Budget level and is based on 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.
- Worker's Compensation Insurance decreased by \$1.1 million or 13.4 percent below the 2011 budgeted amount and is based on the latest actuarial study which takes into consideration the volume and value of claims.
- Outside Services increased by \$720 thousand based on projected collection agency fees, external audit fees and emergency road services (fire & ambulance).
- Property Insurance remained at the 2011 Budget level. This account category covers buildings, bridges, vehicles and liability insurance.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments
2, 4	Continued to accommodate an increasing work load while improving service levels, internal controls and accountability.
1, 2, 3, 4, 5	Continued to manage and enhance the Catapult capital 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 seventh year of financing for 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 Award.
4	Demonstrated improved internal controls and compliance with state statutory and accounting mandates by having zero material audit findings.

Strategic Priorities	2011 Accomplishments (continued)
4	Proactively reviewed internal controls and implemented changes designed to accommodate new accounting standards required for government agencies.
2, 4	Implemented insurance requirements designed to protect the Tollway's interest while reducing costs to Tollway contractors.
4	Successfully replaced or renewed liquidity facilities for \$1.3 billion in variable rate bonds, significantly reducing risk by diversifying the Tollway's pool of liquidity providers.

Strategic Priorities	2012 Goals and Objectives
1, 2, 3, 4, 5	Continue to implement and monitor the CRP.
1, 2, 3, 4, 5	Begin implementation and monitoring of the new Move Illinois 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.
2, 4	Continue to implement modifications to the Construction Insurance Program in an effort to reduce the overall cost of construction.
2, 4, 5	Continue to work closely with the Treasury Office to improve returns on investment.
4	Implement additional controls to improve financial reporting and management of the Tollway's financial functions.
4	Ensure a successful debt management program.
4	Maintain a fiscally sound governmental organization that conforms to legal requirements and to generally accepted accounting and financial management principles.

Exhibit 50

Department Headcount - Finance

Position Title	Number of Positions		
	FY2010	FY2011	FY2012
Accountant	2	2	2
Accounts Payable Representative	7	3	3
Assistant Supervisor Accounts Payable	1	1	1
Budget Analyst	2	2	1
Budget/General Accounting Clerk	1	1	1
Capital Budget Analyst	2	2	2
Capital Budget Manager	1	0	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
Deputy Chief of Finance	0	1	1
Disbursement Control Supervisor	1	1	1
Emergency Services Collection Analyst	1	1	1
ERP Manager	1	0	0
Executive Secretary	1	1	1
Financial Planning Analyst	1	1	1
Fiscal Operations Manager	1	1	1
General Accounting Assistant	1	0	0
Insurance Claims Supervisor	1	1	1
Insurance Risk Manager	1	1	1
M & O Budget Manager	1	1	1
Payroll Analyst	2	3	3
Payroll Manager	1	1	1
Payroll Specialist	2	1	1
Payroll Supervisor	1	1	1
Project Accountant	2	2	2
Project Administrator	1	1	1
Property Recovery Analyst	1	1	1
Secretary III	1	1	1
Senior Accountant	5	5	5
Senior Financial Analyst	1	1	1
Support Clerk	1	0	0
TOTAL	55	48	48

Exhibit 51

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

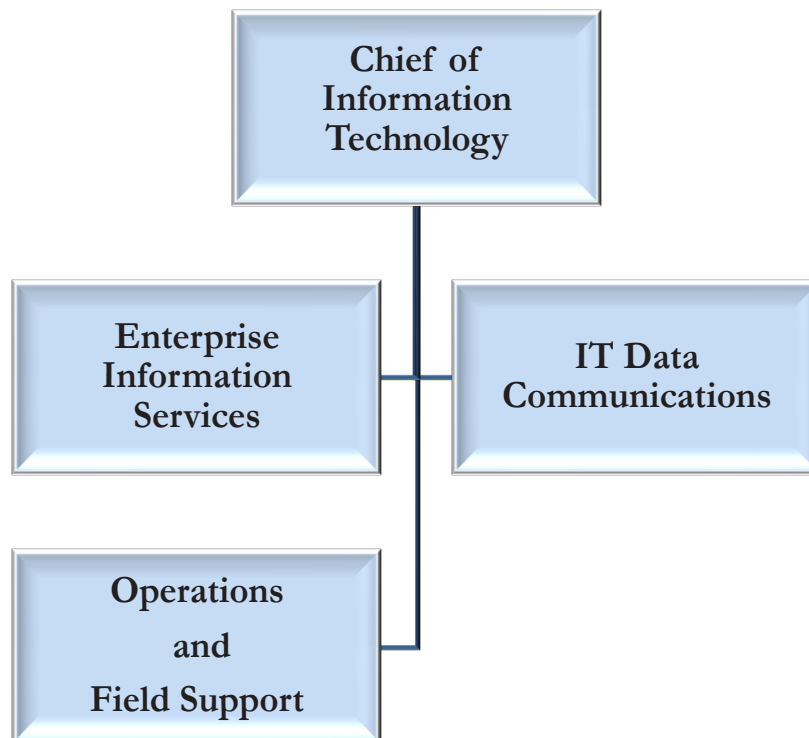


Exhibit 52

Departmental Budgets and Narratives

Information Technology Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$3,931,872	\$4,522,847	\$4,625,369	\$102,522	2.3%
FICA AND RETIREMENT	1,440,202	1,736,458	2,023,090	286,632	16.5%
Payroll Sub-Total	\$5,372,074	\$6,259,305	\$6,648,459	\$389,154	6.2%
CONSULTING SERVICES	975,697	1,052,000	1,267,000	215,000	20.4%
OFFICE EQUIPMENT-MAINTENANCE	565,395	1,018,500	971,500	(47,000)	-4.6%
CONTRACTED MAINTENANCE SERVICE	857,812	800,000	926,100	126,100	15.8%
TELEPHONE AND TELEGRAPH	547,489	435,000	480,000	45,000	10.3%
REPLACEMENT PARTS	60,121	125,000	100,000	(25,000)	-20.0%
OUTSIDE SERVICES	42,888	53,000	71,000	18,000	34.0%
SUPPLIES - OPERATIONAL	64,703	62,500	62,500	-	0.0%
EMPLOYEE TRAINING	3,645	20,000	30,000	10,000	50.0%
MATERIALS - OPERATIONAL	10,145	21,500	20,500	(1,000)	-4.7%
OTHER CAPITAL EQUIPMENT	2,105	10,000	10,000	-	0.0%
SUPPLIES - OFFICE	5,239	6,800	6,800	-	0.0%
TRAVEL AND SUBSISTENCE	3,688	5,000	5,000	-	0.0%
TOOLS AND EQUIPMENT	4,875	5,500	5,000	(500)	-9.1%
POSTAGE AND EXPRESS	2,129	2,700	2,700	-	0.0%
UNIFORMS AND ACCESSORIES	3,744	2,500	2,100	(400)	-16.0%
OFFICE EQUIPMENT	-	1,900	1,900	-	0.0%
PRINTING AND PUBLICATIONS	1,057	1,850	1,850	-	0.0%
DUES, BOOKS AND SUBSCRIPTIONS	2,484	3,100	1,600	(1,500)	-48.4%
OTHER EXPENSES	672	1,600	1,600	-	0.0%
OTHER MINOR ACCOUNTS	867	400	400	-	0.0%
SUBTOTAL	\$8,526,829	\$9,888,155	\$10,616,009	\$727,854	7.4%
RECOVERY OF EXPENSES	(\$5,658)	\$0	\$0	\$0	N/A
DEPARTMENT TOTAL	\$8,521,171	\$9,888,155	\$10,616,009	\$727,854	7.4%

Exhibit 53

The Fiscal Year 2012 Budget Request is \$10.6 million, an increase of \$728 thousand or 7.4 percent above the Fiscal Year 2011 Budget. Total payroll, which includes FICA and Retirement contribution, is \$6.6 million and includes 70 positions.

Department M&O Highlights

- Salaries and Wages increased by \$103 thousand compared to the 2011 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements, the phasing of departmental vacancies and the functional transfer of two positions from the Department of Business Systems to IT.
- FICA and Retirement increased by \$287 thousand compared to the 2011 Budget. This is due to the phasing of vacancies, the transferred positions and the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent.
- Consulting Services increased by \$215 thousand. This category includes the IT Security/PCI audit, SDI, Unisys WEB, Unisys and Kronos.
- Contracted Maintenance Service increased by \$126 thousand due to a new Starcom contract for 1,225 radios.
- Equipment Maintenance decreased by \$47 thousand. This category includes all software costs for Microsoft enterprise licensing, Smartnet, backup and recovery, Unisys mainframe and Kronos. Equipment Maintenance also includes computer repair parts.
- The Telephone category increased by \$45 thousand and it includes a \$120 thousand PBX service contract, as well as \$360,000 for Central Management System (CMS) leased line charges.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments
2, 5	Maintained & Operated Critical Radio and Telecommunications systems used for Public Safety for the maximum possible uptime. This is critical to support First Responders (Police, Fire, EMS, Roadway Maintenance) operating on the Tollway who handle incidents ranging from disabled vehicles to serious crashes and other large scale incidents such as the Blizzard of 2011.
1, 5	Administered the Tollway's Communications Tower Leasing program. This program generated \$1,350,000 in lease fees from Cellular and other wireless service providers. In addition to revenue for the Tollway, these sites provide cellular coverage to Tollway drivers as they use the Tollway.

Strategic Priorities	2011 Accomplishments (continued)
4	Remediation of security issues found under Jefferson Wells Security Audit.
4, 5	Violation Images Online was implemented in 2011. Customers can view violation images online, and can contest blank or wrong images.
4, 5	PCI Compliance, securing the Tollway's use of credit cards and credit card data.
2	Desktop / Laptop replacements Phase 1, replaces old and outdated computer equipment.
2	Server and Storage Area Network Replacements Phase 2, replaces old and outdated computer equipment.
2, 5	Replacement of Toll Collection and Revenue Collection hardware, including Disaster Recovery.

Strategic Priorities	2012 Goals and Objectives
2, 5	Continue to Maintain & Operate Critical Radio and Telecommunications systems used for Public Safety. This is critical to support First Responders (Police, Fire, EMS, Roadway Maintenance) operating on the Tollway who handle incidents ranging from disabled vehicles to serious crashes and other large scale incidents such as the Blizzard of 2011.
2, 3, 5	Work with other Public Safety and Transportation agencies on interoperable regional communications systems used in the event of major critical incidents. Communications is critical to support the First Responder community (Police, Fire, Transportation) in service the population of the State of Illinois in emergencies or in times of crisis.
1, 2, 5	Upgrade and/or Replace critical Telecommunications equipment such as towers, DC power, voice equipment, that is outdated and at end of life.
1, 5	Continue to grow the Tollway's Communications Tower Leasing program. This program generated \$1,350,000 in lease fee from Cellular and other wireless service providers in 2011. In addition to revenue for the Tollway, these sites provide cellular coverage to Tollway drivers as they use the Tollway.
2	Continue to grow the Tollway's Communications Tower Leasing program. This program generated \$1,350,000 in lease fees from Cellular and other wireless service providers in 2011. In addition to revenue for the Tollway, these sites provide cellular coverage to Tollway drivers as they use the Tollway.
2	Desktop / Laptop replacements Phase 2, replaces old and outdated computer equipment
2	Server and Storage Area Network Replacements Phase 2, replaces old and outdated computer equipment.
2, 5	Implement a Network Operations Center to monitor critical IT systems.
2, 4, 5	Start implementation of Enterprise Resource Planning (ERP) system, replaces aging financial systems.
2, 4, 5	Implement a 3 - 5 year strategy focusing on a standardized, scalable and easily supportable foundation for future technology initiatives.
2, 5	Maximize System uptime and minimize user issues through the use of proactive system monitoring and preventative upgrade and maintenance programs.

Strategic Priorities	2012 Goals and Objectives (continued)
2	Establish a central IT Network Operations Center to operate, monitor, Support and maintain critical systems 24x7x365.
2, 5	Strengthen relationships with our service providers and gain knowledge of their systems and business processes to gain more control over critical Tollway systems.
2, 4, 5	Develop systems that use the latest technology to maximize efficiencies and enhance the Tollway's critical business processes.
2	Eliminate inefficient and costly redundancies by minimizing duplication of effort, services and resources.
2, 4	Ensure that all IT systems meet security and compliance requirements. Ensure the protection and security of Tollway and Patron data.
2, 5	Develop IT plans that protect revenue collection and Tollway operations in the event of a disaster.
2	Implement standardized IT policies and procedures based on industry best practices.
2, 4	Eliminate non-compatible standards and architectures through the creation of Enterprise Architecture standards for hardware, software and processes.

Exhibit 54

Department Headcount - Information Technology

Number of Positions

<u>Position Title</u>	<u>FY2010</u>	<u>FY2011</u>	<u>FY2012</u>
Antenna Specialist	2	2	2
Assistant Web Master	1	1	1
Business Systems Analyst	0	0	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 Division Manager	0	0	1
Data Communications Manager	1	1	0
Data Communications Specialist	1	1	1
Data Communications Technician	2	2	2
Deputy Chief of Business Systems	0	0	1
Desktop Support Technician	1	0	1

**Department Headcount - Information Technology
(continued)**

Position Title	Number of Positions		
	FY2010	FY2011	FY2012
Enterprise Information Services Manager	1	1	1
Executive Secretary	1	1	1
Field Network Engineer	6	5	6
Field Operations Manager	1	1	1
Inventory Control Clerk	1	1	1
IT Business Development Coordinator	1	1	1
IT Projects Coordinator	1	1	1
IT Security Manager	1	1	1
IT Special Projects Coordinator	1	0	0
Mobile Bench Technician	0	1	1
Mobile Installer	3	3	3
Mobile Shop Manager	1	1	1
Network Administrator	4	4	2
Network Support Administrator	1	1	0
Network Support Manager	1	1	1
Operations & Customer Support Manager	1	1	1
Oracle DBA	1	1	1
PBX Technician	1	1	1
Project Manager	5	3	4
Secretary III	2	2	2
Security Administrator	1	1	1
Senior Computer Operator	2	2	2
Senior Network Administrator	1	1	2
Senior Software Engineer	3	3	3
Senior Systems Analyst	3	3	3
SQL/System Administrator	1	1	1
Sr. Manager of Project Management	1	0	0
System Technician I	6	6	6
Systems Architecture & Engineering Manager	1	1	1
Systems Supervisor	1	1	1
Voice Communications Coordinator	1	1	1
WEB Development Coordinator	0	1	0
WEB Development Manager	1	1	1
Webmaster	1	1	1
Wireless Network Administrator	1	1	1
TOTAL	72	68	70

Exhibit 55

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.

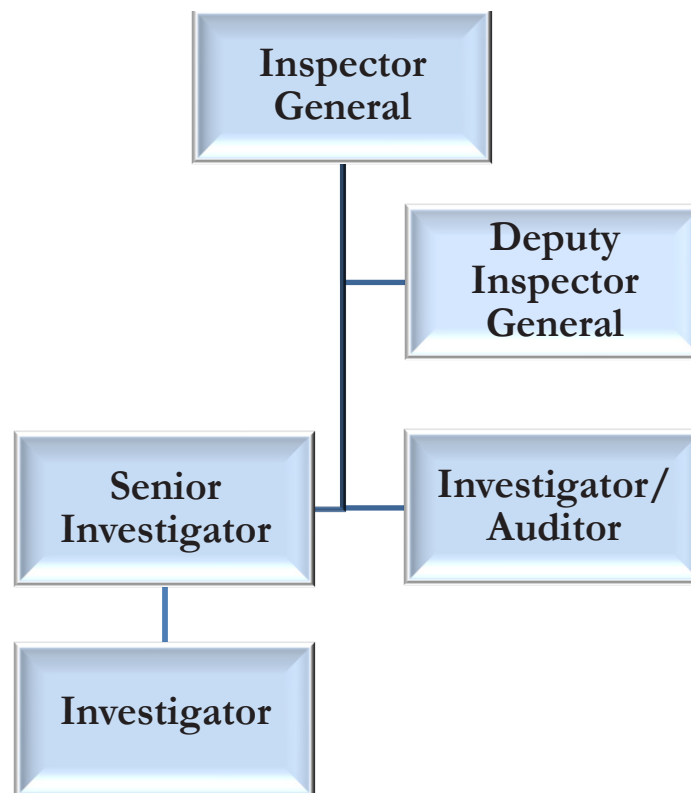


Exhibit 56

Office of the Inspector General Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$360,812	\$535,126	\$506,048	(\$29,078)	-5.4%
FICA AND RETIREMENT	134,274	205,451	221,340	15,889	7.7%
Payroll Sub-Total	\$495,086	\$740,577	\$727,388	(\$13,189)	-1.8%
OFFICE EQUIPMENT-MAINTENANCE	-	-	27,942	27,942	N/A
EMPLOYEE TRAINING	4,838	8,000	5,000	(3,000)	-37.5%
TRAVEL AND SUBSISTENCE	1,073	4,000	4,000	-	0.0%
DUES, BOOKS AND SUBSCRIPTIONS	4,870	6,000	4,000	(2,000)	-33.3%
SUPPLIES - OFFICE	1,639	4,000	4,000	-	0.0%
OFFICE EQUIPMENT	-	2,000	1,000	(1,000)	-50.0%
OTHER CAPITAL EQUIPMENT	578	2,000	1,000	(1,000)	-50.0%
OTHER MINOR ACCOUNTS	2,780	1,000	650	(350)	-35.0%
DEPARTMENT TOTAL	\$510,863	\$767,577	\$774,980	\$7,403	1.0%

Exhibit 57

The Fiscal Year 2012 Budget Request is \$775 thousand, an increase of \$7 thousand or 1 percent above the Fiscal Year 2011 Budget amount. Total payroll, which includes FICA and Retirement contribution, is \$727 thousand and includes 6 positions.

Department M&O Highlights

- Wages decreased by \$29 thousand compared to the 2011 Budget.
- FICA and Retirement increased by \$16 thousand compared to the 2011 Budget. This is due to new personnel as well as the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent.
- Office Equipment-Maintenance increased by \$28 thousand.
- Employee Training increased by \$3 thousand due to training for new personnel.
- Dues, Books and Subscriptions decreased by \$2 thousand compared to the 2011 Budget.
- Office Equipment and Other Capital Equipment each decreased by \$1 thousand.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments
4	Provided a review of hiring procedures, including Rutan requirements, with recommendations for improved methods for increased accountability and transparency.
1, 4, 5	Conducted several investigations regarding toll collection procedures, resulting in criminal charges for thefts, restitution of amounts owed to the Tollway and 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 detailed investigation of Property Control Procedures resulting in recommendations for improved management.
1, 2, 4, 5	Provided investigative assistance to numerous departments to support improvement in daily accomplishments.

Strategic Priorities	2012 Goals and Objectives
1, 2, 4, 5	Foster a strong program of deterrence to provide accountability and protect the integrity of the Tollway.
1, 2, 3, 4, 5	Promote economy, efficiency and effectiveness in Tollway programs and operations.
2, 3, 4, 5	Promote improved Tollway management regarding significant and/or planned matters.
2, 3, 4, 5	Preserve and protect Tollway employee and program integrity.
4, 5	Provide appropriate notice of office investigative accomplishments to the Chairman, Board of Directors, Executive staff, the Illinois Governor and the General Assembly.

Exhibit 58

Department Headcount - Office of the Inspector General

<u>Position Title</u>	Number of Positions		
	FY2010	FY2011	FY2012
Administrative Assistant	1	1	1
Deputy Inspector General	0	0	1
General Manager of Investigation & Audit	1	0	0
Inspector General	0	1	1
Investigator	1	3	2
Senior Investigator	1	1	1
TOTAL	4	6	6

Exhibit 59

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

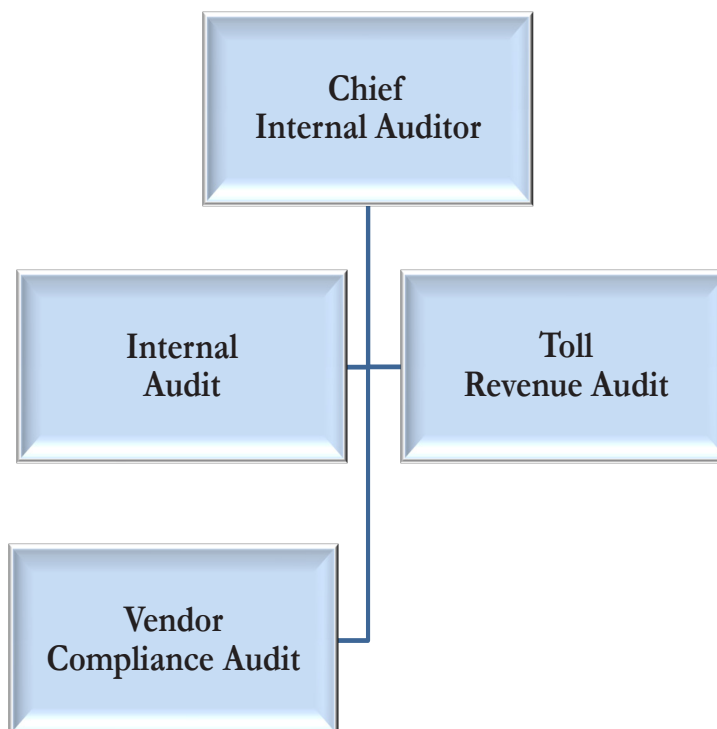


Exhibit 60

Internal Audit Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$549,705	\$718,687	\$690,647	(\$28,040)	-3.9%
FICA AND RETIREMENT	201,573	277,692	302,082	24,390	8.8%
Payroll Sub-Total	\$751,277	\$996,379	\$992,729	(\$3,650)	-0.4%
EMPLOYEE TRAINING	562	9,905	7,000	(2,905)	-29.3%
DUES, BOOKS AND SUBSCRIPTIONS	907	2,300	2,435	135	5.9%
SUPPLIES - OFFICE	817	2,500	1,900	(600)	-24.0%
TRAVEL AND SUBSISTENCE	214	1,595	1,595	-	0.0%
SUPPLIES - OPERATIONAL	743	800	800	-	0.0%
OTHER MINOR ACCOUNTS	58	1,300	-	(1,300)	-100.0%
DEPARTMENT TOTAL	\$754,578	\$1,014,779	\$1,006,459	(\$8,320)	-0.8%

Exhibit 61

The Fiscal Year 2012 Budget Request is \$1 million, a decrease of \$8 thousand or 0.8 percent below the Fiscal Year 2011 Budget amount. Total payroll, which includes FICA and Retirement contribution, is \$993 thousand and includes 11 positions.

Department M&O Highlights

- Salary and Wages decreased by \$28 thousand compared to the 2011 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements offset by phasing of departmental vacancies.
- FICA and Retirement increased by \$24 thousand compared to the 2011 Budget. This is due to the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent.
- Employee Training decreased by \$3 thousand based on need, as well as historical spending levels.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments – Internal Audit
4	Cycle Audits – Completed five scheduled and required cycle audits: Agency Management & Oversight; Personnel & Payroll; Expenditure Cycle; Purchasing & Procurement; Petty Cash.
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 2010 audit findings presented to management.
4	Quality Assurance Self Assessment - Performed an internal quality assurance review of the Internal Audit program, including issuing updates to key Internal Audit department documentation, such as policies, procedures, charter, program workpapers.
4	Additional Audits – Performed/concluded 5 vendor audits and 3 special risk-based audits on areas including vendor contract adherence, PCI compliance, Co-Tower location billing. Coordinated activities with external audit vendor for specially-identified compliance audit for Oases.
4	Key Roles – Hired new Internal Audit management to fill position openings to comply with Fiscal Control and Internal Auditing Act (FCIAA).
	2011 Accomplishments – Toll Audit
4	Conducted exception based audits on approximately \$120 million in 2011 cash Toll revenues representing over 100 million transactions.
4	Performed twelve money room revenue audits, five oasis audits, and 10 plaza audits. Assessed policies and procedures in the areas reviewed to ensure that state funds are properly secured, accounted for, deposited and reported.
4, 5	Reviewed and copied over 300 video events for multiple departments including the Inspector General, Administration, Operations, and State Police.
4	Reviewed 365 Vault/bag tracking reports and reported any issues found.
4	Compiled, analyzed, and prepared multiple reports for the IG investigative unit for cases of theft.

Strategic Priorities	2012 Goals and Objectives – Internal Audit
4	Cycle Audits – Completed five scheduled and required cycle audits: Administrative Support Services; Budgeting, Accounting and Reporting; Revenues and Receivables; Property, Equipment and Inventory; Electronic Data Processing; Grant Administration and Petty Cash.
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.
	2012 Goals and Objectives – Toll Audit
4	Continue to implement reports and processes that identify revenue leakage, and provide recommendations to help minimize loss.
4	Review and report any discrepancies relating to Cash toll revenue collections, and provide the Inspector General with any necessary documentation and assistance.
4	Perform safe audits and bank reconciliations of IPASS and Violation revenues collected at the Central Administration Business Center and Oasis locations.
4	To better utilize our security camera systems in conjunction with Host reports to identify area of theft not previously detected.
4, 5	Assist in coordinating efforts to maintain and improve our security video system road wide.

Exhibit 62**Department Headcount - Internal Audit****Number of Positions**

Position Title	FY2010	FY2011	FY2012
Chief Internal Auditor	1	1	1
Enterprise Control & Compliance Auditor	4	4	4
Internal Control & Compliance Manager	1	1	1
Manned Lanes Control Clerk	1	1	1
Revenue Loss Specialist	1	1	1
Toll Audit Clerk	1	1	1
Toll Audit Manager	1	1	1
Toll Audit Supervisor	1	1	1
TOTAL	11	11	11

Exhibit 63

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

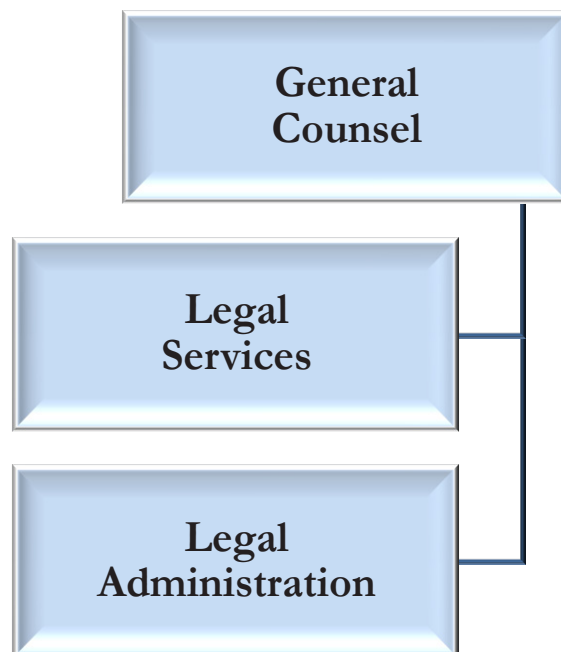


Exhibit 64

Legal Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$948,294	\$957,289	\$958,949	\$1,660	0.2%
FICA AND RETIREMENT	346,781	390,568	419,435	28,867	7.4%
Payroll Sub-Total	\$1,295,075	\$1,347,857	\$1,378,384	\$30,527	2.3%
OUTSIDE SERVICES	164,736	220,000	225,000	5,000	2.3%
DUES, BOOKS AND SUBSCRIPTIONS	7,127	17,100	7,000	(10,100)	-59.1%
TRAVEL AND SUBSISTENCE	2,917	6,175	5,500	(675)	-10.9%
SUPPLIES - OFFICE	3,016	4,750	4,750	-	0.0%
OFFICE EQUIPMENT	-	-	4,000	4,000	N/A
OTHER EXPENSES	1,393	4,750	3,000	(1,750)	-36.8%
EMPLOYEE TRAINING	1,570	2,850	2,500	(350)	-12.3%
SUPPLIES - OPERATIONAL	65	1,900	1,900	-	0.0%
POSTAGE AND EXPRESS	1,634	1,900	1,900	-	0.0%
OTHER MINOR ACCOUNTS	14	-	-	-	N/A
SUBTOTAL	\$1,477,548	\$1,607,282	\$1,633,934	\$26,652	1.7%
RECOVERY OF EXPENSES	(3,796)	(5,000)	(6,000)	(1,000)	20.0%
DEPARTMENT TOTAL	\$1,473,752	\$1,602,282	\$1,627,934	\$25,652	1.6%

Exhibit 65

The Fiscal Year 2012 Budget Request is \$1.6 million, an increase of \$26 thousand or 1.6 percent above Fiscal Year 2011 Budget amount. Total payroll, which includes FICA and Retirement contribution, is \$1.4 million and includes 12 positions.

Department M&O Highlights

- Wages increased by \$2 thousand compared to the 2011 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements.
- FICA and Retirement increased by \$29 thousand compared to the 2011 Budget. This is due to the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent.
- Outside Services increased by \$5 thousand for additional outside legal services, including all collective bargaining matters.
- Dues, Books and Subscriptions decreased by \$10 thousand based on recent historical spending levels.
- Office Equipment increased by \$4 thousand to replace broken office furniture.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments
1	Provided counsel for the Tollway's capital financing initiatives.
2	Successfully defended several personal injury and workers compensation cases.
3	Provided assistance to the collective bargaining teams.
4	Helped Engineering realize significant savings through engineering contract interpretations.
5	Coordinated review of potential errors and omissions by outside consultants.

Strategic Priorities	2012 Goals and Objectives
1	Assist the Tollway in increasing scope and quality of I-PASS services.
2	Help the Tollway make improvements to the violation enforcement and toll collection systems.
3	Assist the Tollway in executing its capital plan.
4	Engage in a proactive approach to litigation.

Exhibit 66

Department Headcount - Legal

Number of Positions

<u>Position Title</u>	<u>FY2010</u>	<u>FY2011</u>	<u>FY2012</u>
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 67

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)

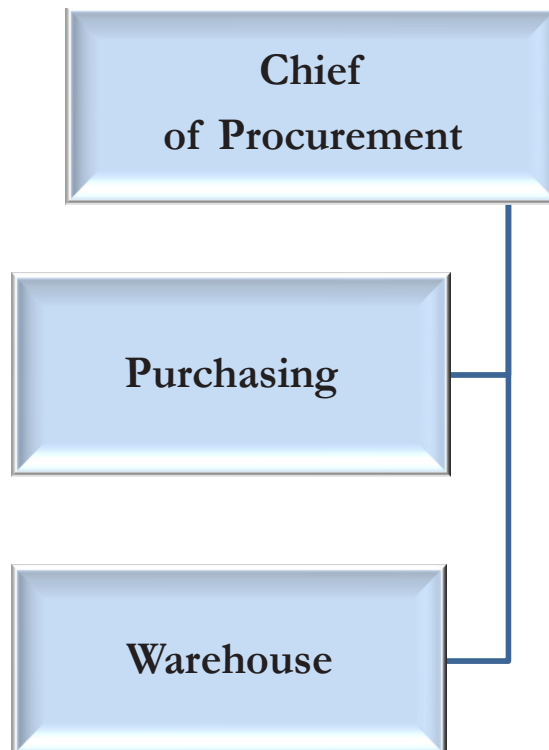


Exhibit 68

Procurement Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$2,567,485	\$2,657,051	\$2,757,741	\$100,690	3.8%
FICA AND RETIREMENT	935,857	1,020,121	1,206,208	186,087	18.2%
Payroll Sub-Total	\$3,503,342	\$3,677,172	\$3,963,949	\$286,777	7.8%
OUTSIDE SERVICES	17,885	19,975	15,000	(4,975)	-24.9%
SUPPLIES - OFFICE	(6,162)	18,000	13,000	(5,000)	-27.8%
DUES, BOOKS AND SUBSCRIPTIONS	402	3,825	3,500	(325)	-8.5%
SUPPLIES - OPERATIONAL	(65,389)	3,000	3,000	-	0.0%
EMPLOYEE TRAINING	4,016	2,250	2,250	-	0.0%
UNIFORMS AND ACCESSORIES	(13,672)	2,250	2,250	-	0.0%
OFFICE EQUIPMENT RENTALS	1,585	3,000	1,500	(1,500)	-50.0%
TRAVEL AND SUBSISTENCE	2,000	1,100	1,100	-	0.0%
POSTAGE AND EXPRESS	1,224	1,100	1,100	-	0.0%
OTHER MINOR ACCOUNTS	(18,626)	3,000	1,000	(2,000)	-66.7%
SUBTOTAL	\$3,426,605	\$3,734,672	\$4,007,649	\$272,977	7.3%
RECOVERY OF EXPENSES	(\$11,182)	(\$5,000)	(\$15,000)	(\$10,000)	200.0%
DEPARTMENT TOTAL	\$3,415,423	\$3,729,672	\$3,992,649	\$262,977	7.1%

Exhibit 69

The Fiscal Year 2012 Budget Request is \$4.0 million, an increase of \$263 thousand or 7.1 percent above the Fiscal Year 2011 Budget amount. Total payroll, which includes FICA and Retirement contribution, is \$4 million and includes 52 positions.

Department M&O Highlights

- Wages increased by \$101 thousand compared to the 2011 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements and the phasing/elimination of departmental vacancies.
- FICA and Retirement increased by \$186 thousand compared to the 2011 Budget. This is due to the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent combined with the phasing/elimination of departmental vacancies.
- Outside Services decreased by \$5 thousand based on historical spending in this account.
- Office Supplies decreased by \$5 thousand and Office Equipment Rentals decreased by \$1.5 thousand based on actual expenditures in 2011.
- Other Minor Accounts decreased by \$2 thousand.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments
2, 4	Provided successful training courses to the User Departments with regard to the Procurement Business Case process.
2, 4	Strengthened the relationship between the Tollway and CMS.
2, 4	Transitioned to a new Chief of Procurement and the inclusion of the Executive Ethics Commission (EEC) into the Tollway procurement process.
2, 4	Implemented monthly Liaison Meetings with User Departments which improved communications and relationships between the Procurement Department and User Departments.
2, 4	Enhanced and streamlined the Procurement process by working with the IT Department to capture all information through minimal reporting tools.
2, 4	Maintain a Vendor Master List, which allows Procurement to track vendor numbers for the entire Illinois Tollway, thereby eliminating duplication of unnecessary vendor codes.

Strategic Priorities	2012 Goals and Objectives
2, 4	Manage the bid process fairly and impartially.
2, 4	Reduce the number of expired contracts by 100%
2, 4	Begin the contract renewal process 6 – 12 months prior to contract expiration (dependent upon contract complexity).
2, 4	Achieve 100% compliance with all State procurement reform requirements.
2, 4	Shorten the timeline for the entire procurement process.

Exhibit 70

Department Headcount - Procurement

Number of Positions

<u>Position Title</u>	FY2010	FY2011	FY2012
Accounts Payable Representative	0	2	2
Accounts Payable Specialist	1	1	1
Acting State Procurement Officer	0	1	0
Assistant Inventory Auditor	1	1	1
Buyer	8	7	8
Chief of Procurement	1	1	1
Clothing Room Clerk	1	1	0
Clothing Room Supervisor	1	1	1
Contract Administrator	3	3	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 Manager	1	1	1
Messenger/Drivers	9	9	9
Procurement & Warehouse Manager	1	1	1
Property Control Auditor	2	2	2
Property Control Supervisor	1	1	1
Purchasing Coordinator	1	1	1
Purchasing Services Manager	1	1	1
Purchasing Supervisor	1	1	1
Senior Cost Analyst	1	1	0
Shipping & Receiving Auditor	1	1	1
Switchboard Operator	1	1	1
Warehouse & Materials Distribution Supervisor	1	1	0
Warehouse Manager	1	0	1
Warehouse Workers	5	5	5
TOTAL	54	55	52

Exhibit 71

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

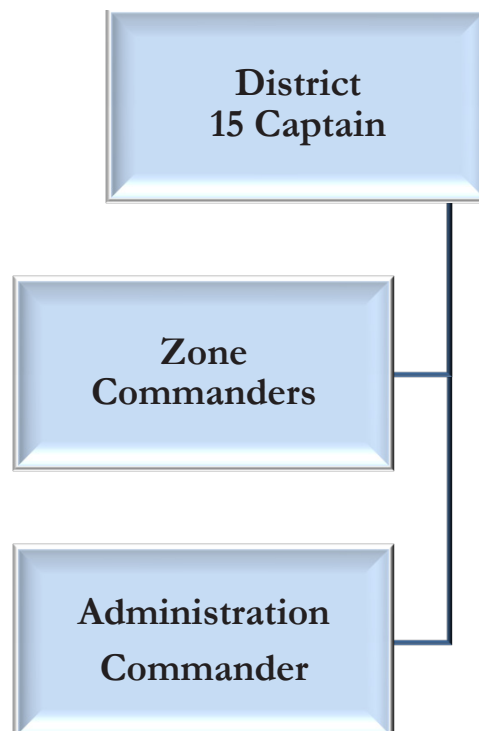


Exhibit 72

Departmental Budgets and Narratives

State Police Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$17,367,853	\$17,655,533	\$18,000,511	\$344,978	2.0%
FICA AND RETIREMENT	5,159,093	5,733,132	6,804,681	1,071,549	18.7%
Payroll Sub-Total	\$22,526,946	\$23,388,665	\$24,805,192	\$1,416,527	6.1%
EMPLOYEE GROUP INSURANCE	3,007,650	2,793,000	2,718,000	(75,000)	-2.7%
SUPPLIES - OPERATIONAL	41,274	219,000	210,000	(9,000)	-4.1%
OFFICE EQUIPMENT-MAINTENANCE	97,691	165,300	155,300	(10,000)	-6.0%
UNIFORMS AND ACCESSORIES	110,323	104,500	104,500	-	0.0%
OUTSIDE SERVICES	(8,089)	84,250	90,000	5,750	6.8%
SUPPLIES - OFFICE	23,276	33,250	33,250	-	0.0%
TELEPHONE AND TELEGRAPH	166,197	28,500	28,500	-	0.0%
POSTAGE AND EXPRESS	19,475	22,800	22,800	-	0.0%
EMPLOYEE TRAINING	18,881	19,000	19,000	-	0.0%
POLICE CAPITAL EQUIPMENT	44,221	14,500	16,548	2,048	14.1%
REPLACEMENT PARTS	13,058	14,250	14,250	-	0.0%
DUES, BOOKS AND SUBSCRIPTIONS	1,775	2,638	5,000	2,362	89.5%
TRAVEL AND SUBSISTENCE	3,851	4,750	4,750	-	0.0%
OFFICE EQUIPMENT	1,536	1,900	1,900	-	0.0%
PRINTING AND PUBLICATIONS	109	2,660	1,500	(1,160)	-43.6%
TOOLS AND EQUIPMENT	661	1,425	1,425	-	0.0%
OFFICE EQUIPMENT RENTALS	375	950	950	-	0.0%
OTHER MINOR ACCOUNTS	2,523	-	500	500	N/A
SUBTOTAL	\$26,071,733	\$26,901,338	\$28,233,365	\$1,332,027	5.0%
RECOVERY OF EXPENSES	(\$10,952)	(\$87,500)	(\$87,500)	\$0	0.0%
DEPARTMENT TOTAL	\$26,060,780	\$26,813,838	\$28,145,865	\$1,332,027	5.0%

Exhibit 73

The Fiscal Year 2012 Budget Request is \$28.1 million, an increase of \$1.3 million or 5% over the Fiscal Year 2011 Budget amount. Total payroll is \$24.8 million for 19 civilian positions and 178 Troopers.

Department M&O Highlights

- Wages increased by \$345 thousand or 2.0% compared to the 2011 Budget. This increase reflects annual wage adjustments required by collective bargaining agreements.
- FICA and Retirement increased by \$1.1 million compared to the 2011 Budget. This is due to the average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent.
- Group Insurance for state troopers (reimbursed by the Tollway) decreased by \$75 thousand due to a change in staffing levels. The 19 civilian positions are covered under the Tollway's own group insurance plan.
- Office Equipment-Maintenance decreased by \$10 thousand based on 2011 expenditures.
- Operational Supplies decreased by \$9 thousand based on historical spending levels.
- Uniforms and accessories remained at the 2011 Budget level.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments
1, 2, 4, 5	Traffic Safety – Deaths from traffic crashes on the Tollway system in 2011 remain low with only 12 citizen deaths. The total number of traffic crashes on the system for 2010 and 2011 also remain at all time lows with 4,750 reported to date in 2011. Concerted efforts toward visibility, aggressive enforcement, teamwork, and collaboration with Tollway and Emergency Medical Services personnel were key factors in reducing the crash statistics.
2, 3, 4	Joint Details – District 15 partnered with other State Police Districts to conduct combined corridor enforcement details in areas where our Tollways intersect with other major Interstates. Many details included law enforcement from other states along with county and local agencies.
2, 5	AEDs - All District 15 officers are now equipped with Automated External Defibrillators (AEDs) to improve our ability to save lives.
2, 4	In-Car Cameras - All patrol cars are now equipped with in-car camera systems to promote public and officer safety.
2, 3, 4	Safety Team - Collaborate with Tollway officials by actively participating on the Tollway Safety Committee. Training officers as Road Safety Assessors and taking an active role in decisions concerning roadway safety and signage.
2, 3, 4, 5	Recognition - Earned third place in the Illinois Traffic Safety Challenge recognizing results-driven enforcement programs. District 15 has won awards in this statewide competition six of the last seven years.

Strategic Priorities	2012 Goals and Objectives
4, 5	Reduce fatalities by strong enforcement of “fatal four” violations: Speeding, DUI, Seatbelts, and Distracted Driving.
2, 4, 5	Continue to increase seatbelt and child safety seat compliance rate for patrons on the Tollway System by continuing to perform Seatbelt Enforcement Zones.
2, 3, 4	Partner with Tollway engineers and the Traffic incident Management System (TIMS) center, utilizing intelligence led policing concepts to promote public safety by improving in the four areas of traffic safety; Education, Enforcement, Engineering, and Emergency Medical Services.
1, 2, 3, 4, 5	Participate in the Lake Michigan Interstate Gateway Alliance by state police as well as other law enforcement agencies to promote public safety partnerships.

Exhibit 74

Department Headcount - State Police

Number of Positions

<u>Position Title</u>	<u>FY2010</u>	<u>FY2011</u>	<u>FY2012</u>
Administration Secretary	2	2	2
Crash Report Call Taker	1	1	1
Executive Secretary	1	1	1
Information Processor Operator	6	6	6
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 75

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

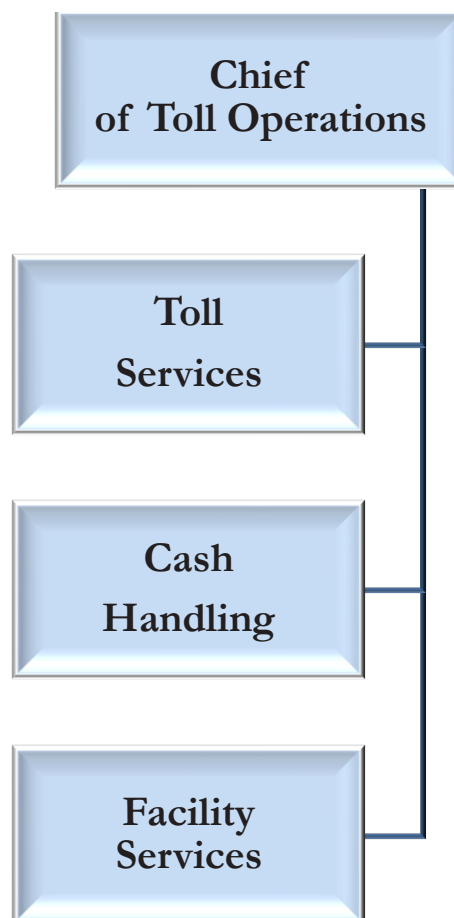


Exhibit 76

Departmental Budgets and Narratives

Toll Operations Major Account Description	2010 Actual	2011 Budget	2012 Request	\$ Change from 2011 Budget	% Change
SALARY AND WAGES	\$36,957,199	\$34,571,960	\$34,408,377	(\$163,583)	-0.5%
FICA AND RETIREMENT	12,956,315	13,273,207	15,049,880	1,776,673	13.4%
Payroll Sub-Total	\$49,913,514	\$47,845,167	\$49,458,257	\$1,613,090	3.4%
UTILITIES	4,888,030	5,101,000	4,101,000	(1,000,000)	-19.6%
SUPPLIES - OPERATIONAL	449,477	575,950	535,500	(40,450)	-7.0%
OUTSIDE SERVICES	269,345	396,000	395,059	(941)	-0.2%
ARMORED TRUCK SERVICE	269,326	270,000	270,000	-	0.0%
MATERIALS - OPERATIONAL	151,553	281,500	263,300	(18,200)	-6.5%
REPLACEMENT PARTS	164,796	254,690	244,690	(10,000)	-3.9%
CONTRACTED MAINTENANCE SERVICE	43,707	195,000	210,500	15,500	7.9%
UNIFORMS AND ACCESSORIES	236,134	188,500	153,500	(35,000)	-18.6%
SUPPLIES - OFFICE	88,185	105,050	93,200	(11,850)	-11.3%
TRAVEL AND SUBSISTENCE	78,374	72,500	69,500	(3,000)	-4.1%
TOOLS AND EQUIPMENT	29,113	40,350	31,650	(8,700)	-21.6%
OFFICE EQUIPMENT-MAINTENANCE	7,390	43,500	25,000	(18,500)	-42.5%
BUILDING EQUIPMENT	22,387	22,500	21,000	(1,500)	-6.7%
OTHER CAPITAL EQUIPMENT	2,559	18,375	18,375	-	0.0%
EMPLOYEE TRAINING	800	10,000	18,000	8,000	80.0%
OFFICE EQUIPMENT	578	12,325	12,325	-	0.0%
ROADWAY EQUIPMENT	6,154	12,000	12,000	-	0.0%
FUELS AND OILS	714	5,000	5,000	-	0.0%
TOLL COLLECTION EQUIPMENT	32,409	5,000	5,000	-	0.0%
OTHER EXPENSES	2,555	5,615	4,115	(1,500)	-26.7%
PRINTING AND PUBLICATIONS	623	2,000	2,000	-	0.0%
DUES, BOOKS AND SUBSCRIPTIONS	1,282	1,250	1,250	-	0.0%
OFFICE EQUIPMENT RENTALS	245	1,000	1,000	-	0.0%
OTHER MINOR ACCOUNTS	605	665	600	(65)	-9.8%
SUBTOTAL	\$56,659,854	\$55,464,937	\$55,951,821	\$486,884	0.9%
RECOVERY OF EXPENSES	(\$14,961)	\$0	\$0	\$0	N/A
DEPARTMENT TOTAL	\$56,644,893	\$55,464,937	\$55,951,821	\$486,884	0.9%

Exhibit 77

The Fiscal Year 2012 Budget Request is \$56 million, an increase of \$487 thousand above the Fiscal Year 2011 Budget amount. Total payroll, which includes FICA and Retirement contribution, is \$49.5 million and includes 666 positions.

Department M&O Highlights

- Wages decreased by \$164 thousand compared to the 2011 Budget. This decrease reflects annual wage adjustments required by collective bargaining agreements, as well as the elimination of 19 vacant positions and the phasing of the remaining vacant positions based on operational needs.
- FICA and Retirement increased by \$1.8 million compared to the 2011 Budget. This is due to average SERS Pension Contribution Rate increase from 30.7 percent to 36.1 percent.
- Utilities (electricity, natural gas and water) decreased by \$1 million due to the implementation of energy efficient measures and a new database platform that resulted in downward adjustments to Tollway electric bills.
- Operational Supplies decreased by \$40 thousand and Operational Materials decreased by \$18 thousand based on recent spending levels in both categories.
- Uniforms and Accessories decreased by \$35 thousand due to a decrease in staffing.
- Office Equipment-Maintenance decreased by \$19 thousand due to the transfer of currency counter expenses to the Contracted Maintenance Service account.
- Office Supplies decreased by \$12 thousand as a result of decreased staffing.

2011 Accomplishments/ 2012 Goals and 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	2011 Accomplishments
2, 5	Successfully managed to provide optimal levels of service both to internal and external customers while decreasing staff by 16%.
2	In response to Executive Order No. 11 the Operations Department implemented a number of energy saving initiatives which included Lighting System upgrades, HVAC upgrades and window tinting. Operations obtained a grant to audit our lighting systems resulting in the installation of a new energy efficient lighting at no cost to the Tollway. The second initiative was procurement of a contract to replace and rebuild our 20 year old HVAC system, this included installing new energy efficient boilers, louvers and duct work as well as rebuilding the existing chillers and upgrading the BAS (Building Automation System) which will result in a 20%-25% annual energy saving for the Central Administration Building. The last of the energy efforts included the procurement of a contract for window tinting at the Central Administration Building which will result in a savings of 15%-20% as it relates to our heating and cooling costs.

Strategic Priorities	2011 Accomplishments (continued)
2, 3, 4, 5	Development of a utility tracking database to baseline utility cost, track and review trends as well as determine why certain locations are out-performing others. Identified active and inactive utility services, backfilled usage and cost information from 2008 forward, thus further providing the ability to track cost and payment information, usage by location and identify potential cost savings initiatives.
2, 5	During a summer of record hot temperatures the Operations Department was able to successfully maintain power to the majority of the 110 Tollway facilities. During a time when Com Ed experienced outages impacting hundreds of thousands of customers the Tollway experienced very few service interruptions due to the tireless efforts of our Facilities Staff. Additionally, there were no reported heat related injuries during these extreme temperatures.
2, 5	Successful completion of negotiations with SEIU Local 73 relative to a new collective bargaining agreement. It should be noted that this collective bargaining agreement provides the Tollway with considerably more operational flexibility.
2, 4	Increase custodial staffing efficiency by implementing single site work locations.
2	Reduced Fuel Consumption of departmental vehicles by 12% ytd.
2, 5	Streamline money truck driver routes which reduced additional trips resulting in greater efficiencies.
2, 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.
2, 5	Transitioned from Over-Dimensional Vehicle (ODV) program to Commercial Vehicle Permitting System (CVPS) which reduces time taken to write permits shortening wait time for commercial vehicles, saving fuel.
2, 4	Worked with Administration to complete the development of a new study guide and test for the Mechanical Electrical position.
2, 4	Implemented an updated Money Room Policies and Procedures.
2, 4	Building Maintenance completed another full year with no time lost due to injury.
2, 4	Implemented an improved recycling system for Central Administration.
2, 4	With the exception of Illinois State Police completed the re-keying and maintained the integrity of the Primus Key System for all administrative, plaza and maintenance buildings.
2	Designed, constructed and opened the first ever Nursing Mom's Room complete with custom cabinets and locker units.
2	Designed, constructed and installed custom gun storage units in State Police vehicles.

Strategic Priorities	2012 Goals and Objectives
1, 2, 3, 4, 5	Develop a 5 and 10 year plan to professionally inspect, prioritize, repair and or replace the Authority's aging infrastructure.
1, 2, 4, 5	The Operations Department has requested funding in the 2012 Capital Budget to implement a number of energy saving initiatives which include the repair and reseal of the Central Administration Building Skylights, re-caulking and re-glazing of all windows. Additional energy saving initiatives include the procurement of system-wide touch free hand driers, repair and/or replacement of several Maintenance Site and Plaza building roofs, the installation of back-up boiler systems at various Plaza locations, replacement of air conditioning units. Standby generators will be procured to ensure uninterrupted power to our unmanned plazas and renovations will be made at the Central Administration Building's lower level to make efficient use of our current footprint by providing 15-20 more work spaces.
2, 3, 4, 5	To further reduce utility costs by identifying over billing, unmetered lighting, and potential modifications with respect to roadway lighting.
2, 4	Continue to develop strategies that result in an additional 5% in overall fuel use by the end of 2012.
2, 4, 5	Develop and implement a plan to further reduce paper consumption by utilizing E-reports. Thereby reducing the demand on pool dispatch and reduce Authority fuel consumption.
2, 4, 5	Work in concert with the Finance Department to upgrade the Kronos platform, which will identify pattern call offs and more effectively track FMLA activity.
2, 4	Continue to explore various scenarios which can ultimately reduce fuel consumption as related to money truck routes.
2, 4	Test and recommend the implementation of "green" certified products.
2, 4	Upgrade and replace Authority fuel systems.
2, 4	Develop a replacement plan for decommissioned buildings.
2, 4	Reduce operating costs associated with the heating systems at Plazas 1, 9, 66 and 69.
2, 3, 5	Design and construct a new State Police Training facility at the Central Warehouse building.
2, 4	Re-key all State Police facilities road wide to Primus System.
2, 5	Reconstruct North exterior entrance of the Central Administration building to provide for handicapped accessibility including ramp and doors.

Exhibit 78

Department Headcount - Toll Operations

Number of Positions

<u>Position Title</u>	FY2010	FY2011	FY2012
Accounts Payable Representative	0	1	1
Administrative Manager of Toll Services	1	1	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	16	15	15
Custodial Manager	1	1	1
Custodial Supervisor	3	3	3
Custodian I	1	0	0
Custodian II	53	44	43
Custodian III	14	12	12
Custodian Clerk	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	0	1	1
Lead Supervisor Money Room	1	1	1
Maintenance System Analyst	0	0	1
Mechanical Electrical	23	17	17
Money Room Clerk	1	1	1
Money Truck Drivers	12	12	11
Office Supervisor - Cash Handling	1	1	1
Painter	7	7	7
Plaza Manager	18	16	16
Plaza Supervisor	31	22	22

Department Headcount - Toll Operations (continued)

Number of Positions

<u>Position Title</u>	FY2010	FY2011	FY2012
Secretary II	2	1	2
Secretary III	2	1	0
Section Clerk	3	3	3
Senior Building Inspector	1	1	1
Structural	15	13	13
Supervisor Money Room	1	1	1
Toll Collector	532	496	476
Toll Compliance Specialist	1	1	1
TOTAL	754	686	666

Exhibit 79

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Tri-Level Bridge ramp from southbound Tri-State Tollway (I-294) to eastbound Jane Addams Memorial Tollway (I-90)



Guardrail installation over the Edens Spur (I-94) near Skokie Boulevard

Capital Program

Introduction

The Capital Budget is comprised of two major programs. The newest program, Move Illinois: *The Illinois Tollway Driving the Future*, was approved by the Board of Directors on August 25, 2011. The Move Illinois Program is a 15-year program which extends from 2012 through 2026 and includes anticipated capital investments totaling \$12.2 billion. The Fiscal Year 2012 Capital Budget allocates \$240.9 million to fund the first 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 2012 Capital Budget allocates \$290.6 million to fund the eighth year of the CRP. Additionally, the Fiscal Year 2012 Capital Budget allocates approximately \$77.2 million to fund "Other" capital projects to support on-going operations of the Tollway; it is anticipated \$60 million will be earned.

Capital Program Budget Summary Fiscal Year 2012

(\$ Millions)

	2012 Request
Move Illinois Program	
Existing System Needs	\$214.1
System Expansion	26.8
Move Illinois Program Total	\$240.9
Congestion-Relief Program and "Other" Capital Projects	
Congestion-Relief Program	\$290.6
"Other" Capital Projects*	77.2
Congestion-Relief Program and "Other" Capital Projects Total	\$367.8
Capital Program Total	\$608.7

* "Other" Capital Projects Budget includes \$43.5 million new and \$33.7 million carryover, of which \$60 million is estimated to be earned in 2012.

Exhibit 80

Move Illinois: *The Illinois Tollway Driving the Future*

On August 25, 2011, the Illinois Tollway approved a comprehensive \$12 billion, 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. This new capital program will provide customers with a rebuilt, state-of-the-art system and critical new regional projects that will improve mobility, relieve congestion, reduce pollution and link economies across the Midwest. For Fiscal Year 2012, \$240.9 million is allocated for the first year of the \$12 billion, multi-year Move Illinois Program.

Move Illinois Fiscal Year 2012 (\$ Millions)

	2012 Request
2012 Existing System Needs	
Jane Addams Memorial Tollway (I-90)	\$78.1
Tri-State Tollway (I-94/I-294/I-80)	16.6
Veterans Memorial Tollway (I-355)	18.7
Reagan Memorial Tollway (I-88)	20.3
Systemwide Improvements	80.4
Existing System Needs Total	\$214.1
2012 System Expansion	
I-294/I-57 Interchange	\$11.9
Elgin O'Hare West Bypass	14.9
System Expansion Total	\$26.8
2012 Move Illinois Total	\$240.9

Exhibit 81

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), as well as 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), reconstruct 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.

In 2012 the Move Illinois Program includes \$78.1 million to begin design for reconstruction and widening of mainline bridges at various locations from the Kennedy Expressway to I-39 and to start construction on mainline bridges at four other locations. This budget also includes design and construction for temporary shoulder widening between Randall Road and I-39 in anticipation of maintenance of traffic needs in 2013. Design and construction scheduled for ramp pavement reconstruction at U.S. Business 20 in Rockford is estimated at \$2.1 million and is included in the corridor budget.

Jane Addams Memorial Tollway (I-90)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2012 Request (in millions)
RECONSTRUCT					
Infrastructure Replacement/ Congestion Relief	Reconstruct 6 Lanes/ Add 2 Lanes	Kennedy Expressway to Elgin Toll Plaza (09) (MP 79.0 to 54.0)	25.0	2012-2016	\$26.1
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Elgin Toll Plaza (09) to IL Route 47 (MP 54.0 to 46.5)	7.5	2012-2016	\$2.2
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	IL Route 47 to I-39 (MP 46.5 to 17.5)	29.0	2012-2016	\$47.8
Sub Total:					\$76.0
RESTORE					
Infrastructure Renewal	Bridge and Ramp Repairs	Kennedy Expressway to I-39 (MP 79.0 to 17.5)	61.5	2012-2026	\$2.1
Sub Total:					\$2.1
Jane Addams Memorial Tollway (I-90) Total:					\$78.1

Exhibit 82

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

The Tri-State Tollway is the main by-pass around the Chicago-Metro Area, starting from an intersection with IL Route 394, near South Holland, to just south of the Wisconsin state line.

The 2012 Move Illinois Program capital budget for the Tri-State Tollway corridor is \$16.6 million. This entails design and construction scheduled for ramp pavement reconstruction at eight locations from I-55 to IL Route 173 totaling an estimated \$16.6 million.

Tri-State Tollway (I-94/I-294/I-80)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2012 Request (in millions)
RECONSTRUCT					
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	\$16.6
Sub Total:					\$16.6
Tri-State Tollway (I-94/I-294/I-80) Total:					\$16.6

Exhibit 83

Veterans Memorial Tollway (I-355)

The Veterans Memorial Tollway is the newest of the four Tollways with the section from Army Trail Road to I-55 opening in 1989. 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.

The 2012 Move Illinois Program capital budget for this corridor is \$18.7 million to fund the resurfacing of portions of the pavement and collector-distributor roadways from I-55 to Army Trail Road.

Veterans Memorial Tollway (I-355)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2012 Request (in millions)
RESTORE					
Infrastructure Renewal	Mill, Patch and Overlay	I-55 to Boughton Road, Collector-Distributor Roads, North Avenue to Army Trail Road (MP 12.5 to 30.0)	17.5	2012 -2013	\$18.7
Sub Total:					\$18.7
Veterans Memorial Tollway (I-355) Total:					\$18.7

Exhibit 84

Reagan Memorial Tollway (I-88)

The Reagan Memorial Tollway runs east-west from Hillside to Rock Falls.

The 2012 Move Illinois Program capital budget for this corridor is \$20.3 million to fund construction to rehabilitate and repair pavement between IL Route 251 and IL Route 56, as well as to reconstruct ramp pavements at three locations.

Reagan Memorial Tollway (I-88)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2012 Request (in millions)
RECONSTRUCT					
Infrastructure Renewal	Mill, Patch and Overlay	IL Route 251 to IL Route 56 (MP 76.0 to 114.0)	38.1	2012-2019	\$15.0
Infrastructure Renewal	Bridge and Ramp Repairs	U.S. Route 30 to I-290 (MP 44.0 to 140.5)	96.5	2012-2026	\$5.3
Sub Total:					\$20.3
Reagan Memorial Tollway (I-88) Total:					\$20.3

Exhibit 85

Systemwide Projects

The 2012 Move Illinois Program capital budget allocates \$80.4 million for systemwide improvements, including \$47.2 million to reconstruct the I-90 Route 47 Interchange, \$19.6 million for upgrades for toll collection and non-toll collection technology. Approximately \$12.3 million is allocated for land acquisition, program management and other miscellaneous similar related projects. The 2012 Move Illinois Program capital budget also allocates \$1.4 million to begin development of a master plan and site development plan for the nine maintenance facilities to be either reconstructed or upgraded as part of the program.

Systemwide Improvements					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2012 Request (in millions)
Access Expansion	Service Interchanges	I-90/ Route 47 Interchange		2012-2013	\$47.2
Business Systems Upgrade	Toll Collection Technology	Business Systems	n/a	2012-2026	\$9.4
Business Systems Upgrade	Non-Toll Collection Technology	Information Technology	n/a	2012-2026	\$10.2
Program Support	Program Support	Systemwide	n/a	2012-2026	\$12.3
Repair/ Rehabilitate/ Reconstruct/ Replace	Maintenance Facilities	Systemwide	n/a	2012-2026	\$1.4
Sub Total:					\$80.4
Systemwide Improvements Total:					\$80.4

Exhibit 86

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 West Bypass that will provide western access to one of the nation's busiest airports. The Move Illinois Program also includes planning for transit on the Jane Addams Memorial Tollway (I-90), 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.

The 2012 Move Illinois Program capital budget for this corridor is \$11.9 million to fund the construction of new embankments and bridge piers, and to lengthen the I-294 bridges over 147th Street. These are the first of several construction packages to facilitate the opening of the Memphis movement ramps by the end of 2014.

I-294/ I-57 Interchange					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2012 Request (in millions)
REGIONAL GROWTH					
System Expansion	New Ramps, Structures and Toll Plazas	New Ramps to and from Memphis and 147th Street Ramps	n/a	2012-2014	\$11.9
I-294/ I-57 Interchange Total:					\$11.9

Exhibit 87

Elgin O'Hare West Bypass

The Move Illinois Program includes the conversion of an existing Elgin O'Hare Expressway from U.S. 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 Airport, and a west bypass of O'Hare Airport. These improvements will provide access to O'Hare Airport from the west and improve travel efficiency by reducing congestion on the local street network.

The 2012 Move Illinois Program capital budget for this corridor is \$14.9 million to fund the design and construction for the widening of the bridges on the existing portion of the Elgin O'Hare Expressway. This work is scheduled in advance of the mainline pavement widening.

Elgin O'Hare West Bypass					
Need	Project Type	Project Limits	Length (miles)	Construction Period	
REGIONAL GROWTH					
System Expansion	Rehabilitate 4 Lanes/ Add 2 Lanes	Existing Elgin O'Hare Expressway U.S. Route 20 to Rohlwing Road	6.0	2012 - 2013	\$14.9
Elgin O'Hare West Bypass Total:					\$14.9

Exhibit 88

Congestion-Relief Program and “Other” Capital Projects

The Fiscal Year 2012 Capital Budget request reflects the Tollway’s commitment to maintain and upgrade the existing facilities and infrastructure of the system. The request includes funding for the eighth year of the multi-year Congestion-Relief Program (CRP). The estimated cost of the CRP was reduced from \$6.1 billion to \$5.8 billion, a reduction of approximately \$300 million, to reflect actual savings from projects completed and closed, anticipated project savings from future closeouts and modifications to the scope of work on the Jane Addams Memorial Tollway (I-90) Corridor. For Fiscal Year 2012, \$290.6 million is allocated for the CRP and \$77.2 million is allocated to support other needs such as roadway equipment and vehicles, building improvements and IT equipment and enhancements. The 2012 “Other” request totals \$77.2 million; it is anticipated an estimated \$60 million will be earned.

Fiscal Year 2012

(\$ Millions)

	2010 Actual Earned	2011 Estimate Earned	2012 Request
Tri-State Tollway (I-94/I-294/I-80)	\$57.8	\$21.2	\$139.8
Jane Addams Memorial Tollway (I-90)	16.7	72.3	20.7
Reagan Memorial Tollway (I-88)	7.5	6.0	70.2
Veterans Memorial Tollway (I-355)	52.3	6.3	5.0
Open Road Tolling	0.7	4.4	2.0
Systemwide Improvements	50.9	46.3	52.9
Congestion-Relief Program Subtotal	\$185.9	\$156.5	\$290.6
"Other" Capital Projects Subtotal *	37.8	45.8	77.2
CRP and "Other" Capital Projects Total	\$223.7	\$202.3	\$367.8

* 2012 Request includes \$43.5 million new and \$33.7 million carryover, of which \$60 million estimated to be earned in 2012.

Exhibit 89

Congestion-Relief Program

Overview: 2005 through 2011

By the end of 2011, the Tollway will have spent an estimated \$4.8 billion (net of Intergovernmental Agreements) of the estimated \$5.8 billion on the design and construction contracts to complete 83.2 percent of the Congestion-Relief Program on schedule and on budget.

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

An estimated \$1.8 billion or 90.2 percent of approximately \$2.0 billion of the CRP will be expended on the Tri-State Tollway by the end of 2011.

Reagan Memorial Tollway (I-88)

Nearly \$702.2 million or 73.9 percent of an estimated \$950.3 million will be expended within the Congestion-Relief Program on the Reagan Memorial Tollway.

Jane Addams Memorial Tollway (I-90)

On the Jane Addams Memorial Tollway, approximately \$368.3 million or 64.4 percent of the \$571.9 million will be expended within the Congestion-Relief Program by the end of 2011.

Veterans Memorial Tollway (I-355)

By the end of 2011 more than \$827.1 million or 98.7 percent of \$837.8 million will be spent on the Veterans Memorial Tollway as part of the Congestion-Relief Program.

Open Road Tolling

As of year-end 2011, the Tollway will spend approximately \$705.5 million or 98.6 percent of the \$715.7 million to deliver open road tolling as part of the Congestion-Relief Program.

Systemwide Improvements

By the end of 2011, the Tollway will have expended approximately \$382.5 million or 56.4 percent of the \$677.7 million estimated for systemwide improvements, which include bridge and pavement rehabilitation, interchange improvements, program management services and other similar professional services.

Congestion-Relief Program:**Tri-State Tollway (I-94/I-294/I-80)**

The Tri-State Tollway is the main by pass around Chicago, starting from an intersection with IL 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 2012 Capital Budget for the Tri-State Tollway corridor is \$139.8 million.

In 2012, construction is scheduled for roadway resurfacing and bridge repairs from 95th Street to Balmoral Avenue totaling an estimated \$112.6 million. In addition, \$17.7 million is allocated for the relocation of Dixie Creek to begin the first phase of construction of a new interchange at I-294/I-57. Approximately \$8.1 million is allocated in 2012 for pavement surfacing rejuvenation by diamond grinding from the Edens Spur to Half Day Road.

Tri-State Tollway (I-94/I-294/I-80)				
Project	Scope	Length (miles)	Estimated Construction Period	2012 Request (\$ millions)
<i>Reconstruct</i>				
Reconstruct / Add Lane	159th Street to Balmoral Ave (MP 6.6 to 40.2)	33.6	2005-2012	\$0.7
Reconstruct / Add Lane	Balmoral Ave to Dempster (MP 40.2 to 44.0)	3.8	2005-2012	\$0.6
Reconstruct / Add Lane	Half Day Road to IL 137 (MP 56.5 to 64.4)	7.9	2007-2012	\$0.1
Sub Total				\$1.4
<i>Resurface</i>				
Rehabilitate / Resurfacing	95th Street to Balmoral Avenue (MP 17.6 to 40.5)	22.9	2012	\$112.6
Rehabilitate / Resurfacing	Edens Spur to Half Day Rd (MP 22 to 26.5)	4.5	2012	\$8.1
Sub Total				\$120.7
<i>I-294/ I-57 Interchange (Inter-Agency Project)</i>				
Reconstruct	I-57 @ I-294 /Relocate Dixie Creek		2012-2013	\$17.7
Sub Total				\$17.7
Tri-State Tollway Total				\$139.8

Exhibit 90

Jane Addams Memorial Tollway (I-90)

The current CRP budget for the Jane Addams Memorial Tollway is \$571.9 million. The Jane Addams Memorial Tollway runs in a northwest direction from near O'Hare International Airport to near South Beloit.

In 2012, the capital budget of \$20.7 million is allocated to complete roadway rehabilitation from IL Route 53 to Newburg Road and to begin design for reconstruction and widening for six mainline bridges with these same limits.

Jane Addams Memorial Tollway (I-90)				
Project	Scope	Length (miles)	Estimated Construction Period	2012 Request (\$ millions)
<i>Design / Studies</i>				
Rehabilitate / Resurfacing	Kennedy Expressway to Newburg Road (MP 78.6 to 16.9) - Design Only	61.7	2010-2012	\$0.6
Sub Total				\$0.6
Rehabilitate / Resurfacing	Kennedy Expressway to IL 53 (MP 78.6 to 68.2) - Design Only	10.4	2010-2012	\$0.6
Sub Total				\$0.6
<i>Restore</i>				
Rehabilitate / Resurfacing / Add Lane	IL 53 to Elgin Plaza (MP 68.2 to 53.8)	14.4	2010-2012	\$8.5
Rehabilitate / Resurfacing / Add Lane	Elgin Plaza to Sandwald Rd (MP 53.8 to 45.0)	8.8	2010-2012	\$4.0
Rehabilitate / Resurfacing / Add Lane	Sandwald Rd to Newburg Rd (MP 45.0 to 16.9)	28.1	2010-2012	\$7.0
Sub Total				\$19.5
Jane Addams Memorial Tollway Total				\$20.7

Exhibit 91

Reagan Memorial Tollway (I-88)

The current CRP budget for the Reagan Memorial Tollway is \$950.3 million. At the end of 2011, an estimated \$702.2 million will have been committed. The Reagan Memorial Tollway runs east-west from Hillside to Rock Falls.

The 2012 Capital Budget for this corridor is \$70.2 million to fund construction to rehabilitate and repair pavement and bridges between IL Route 251 and IL Route 56, as well as reconstruct and widen the Reagan Memorial from IL Route 56 to Deerpath Road. Work will include widening with one lane in each direction and replacement of two lanes in each direction consisting of concrete pavement.

Ronald Reagan Memorial Tollway (I-88)				
Project	Scope	Length (miles)	Estimated Construction Period	2012 Request (\$ millions)
Reconstruct				
Reconstruct / Add Lane	Deerpath Road to IL 56 (MP 113.3 to 114.3)	1	2012-2013	\$10.1
Sub Total				\$10.1
Restore				
Resurface	Deerpath Road to IL 251 (MP 76.2 to 113.5)	3.2	2012-2013	\$60.1
Sub Total				\$60.1
Ronald Reagan Memorial Tollway Total				\$70.2

Exhibit 92

Veterans Memorial Tollway (I-355)

The Veterans Memorial Tollway is the newest of the four Tollways with the section from Army Trail Road to I-55 opening in 1989. 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. At the end of 2011 more than \$827.1 million will be invested in widening, rehabilitating and extending the Veterans Memorial Tollway as part of the CRP.

The 2012 capital budget for this corridor is \$5.0 million to fund the replacement of the tunnel lighting under the Reagan Memorial Tollway (I-88) and for design services for resurfacing portions of the pavement from I-55 to Army Trail Road.

Veterans Memorial Tollway (I-355)				
Project	Scope	Length (miles)	Estimated Construction Period	2012 Request (\$ millions)
Restore				
Resurfacing	I-55 to Army Trail Road	13.0	2009-2013	\$4.7
Sub Total				\$4.7
Regional Growth				
South Extension	I355 South Extension (I-55 to I-80)	12.5	2004-2013	\$0.3
Sub Total				\$0.3
Veterans Memorial Tollway Total				\$5.0

Exhibit 93

Open Road Tolling

The 2012 Capital Budget allocates \$2.0 million for the Traffic Revenue Maintenance and Management Program and to accommodate modifications to existing cash lanes at several toll plazas.

Open Road Tolling				
Project	Scope	Length (miles)	Estimated Construction Period	2012 Request (\$ millions)
<i>Open Road Tolling</i>				
Reconstruct	Cash Lane Modifications	-	2005-2016	\$2.0
Open Road Tolling Total				\$2.0

Exhibit 94

Systemwide Projects

The 2012 Capital Budget allocates \$52.9 million for Systemwide improvements, including \$12.4 million for bridge improvements including the Tri-Level Bridge ramp rehabilitation project at the Tri-State Tollway (I-294)/ Jane Addams Memorial Tollway (I-90) which started in 2011 and will continue through 2012. Approximately \$28.0 million is allocated for systemwide pavement improvements to ensure the integrity of the system and \$12.2 million for environmental projects, landscaping, program management and other miscellaneous similar related projects.

Systemwide Improvements				
Project	Scope	Length (miles)	Estimated Construction Period	2012 Request (\$ millions)
<i>Systemwide Needs</i>				
Bridge Improvements	Bridge Improvements	-	Annual	\$12.4
Plaza Improvements	Plaza Improvements	-	Annual	\$0.2
Interchange Improvements	Interchange Improvements	-	Annual	\$0.0
Environmental / Program Mgmt & Miscellaneous	Systemwide	-	Annual	\$12.2
Pavement Improvements	Pavement Improvements	-	Annual	\$28.0
Systemwide Total				\$52.9

Exhibit 95

2012 Other Capital Projects

In addition to the Move Illinois Program and the Congestion-Relief Program (CRP), other capital projects are needed to support on-going operations of the Tollway and ensure that the existing roadway network is 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 State Police District 15 and maintenance staff to improve efficiency and enhance public safety. The 2012 Capital Budget allocates \$77.2 million to support these on-going non-CRP capital projects, which include \$33.7 million from 2011 carryovers and \$43.5 million for 2012 new requests. The Tollway anticipates that approximately \$60 million of the 2011 non-CRP budget will be expended in 2012.

Building Repairs and Maintenance

The 2012 Capital Budget allocates \$12.1 million for building repairs and maintenance. This includes approximately \$5.6 million for fuel site rehabilitation, salt dome replacement and repairs, maintenance yard facilities repairs, in-ground vehicle hoist replacements, natural gas fuel site installation and a lift station replacement and repairs. Also included are nearly \$3.2 million in improvements to the Central Administration building and toll plazas, such as HVAC and steam boiler upgrades and replacements; skylight, door and window repairs and replacements; window tinting and re-glazing; ergonomic work station installation for the State Police District 15 operations room; roof replacements and canopy repairs at plazas. Additionally, \$2.1 million is allocated for systemwide projects including air compressors, roof, carpet tile, ceiling tile and grid work replacements, design and construction services upon request, automatic hand drier installation and cubicle furniture purchase. Approximately \$435 thousand is allocated for preservation of radio towers.

Equipment

The Tollway has allocated \$36.4 million to the Equipment portion of the 2012 Capital Budget. Approximately \$17.9 million will be devoted to technology-related equipment including I-PASS transponders; Web/e-commerce, Tollway intranet, mainframe legacy system and LAN/WAN upgrades; systemwide software needs, PBX and *911 telephone systems, printer, computer infrastructure equipment and station battery plant; Payment Card Industry Data Security (PCIDS) standard compliance and Personally Identifiable Information (PII) and building security improvement projects; Tollway network and Toll Revenue Management & Maintenance Program (TRMMP) disaster recovery systems; and I-PASS Customer Service Center and other similar programs.

The 2012 Capital Budget for Equipment also includes \$8.4 million to replace roadway vehicles and other fleet initiatives.

In addition, \$7.9 million will be spent for projects related to Intelligent Transportation Systems (ITS),

which provides real-time feedback on major roadway traffic conditions. ITS collaborates vital data from field equipment, such as closed circuit television (CCTV) cameras, Dynamic Message Signs (DMS), and video incident detection. This timely data is further integrated by the Traffic Information Management System which allows the Tollway to manage incidents quickly and proficiently in an effort to improve traffic flow and alleviate congestion. The ITS budget includes funding for DMS upgrades; ramp count/queue detector, Advanced Traveler Information Systems (ATIS), Weigh-In-Motion and VID installations; CCTV and other camera relocation and installation, and fiber optics program management and support services.

The Tollway will allocate \$839 thousand for State Police District 15 equipment including indoor firing range target retrieval system and bullet trap, combat wall and baffle ceiling panel replacement, automated license plate reading technology, LiveScan fingerprint machines, handheld LIDAR radar guns and laser scanner, and Firearms Animated Training Systems.

Approximately \$745 thousand of the 2012 Capital Budget will be spent to replace automatic coin machine cabinet and other miscellaneous capital equipment. In addition, \$685 thousand is allocated to purchase Machinery Equipment/ Tools such as standby generators, truck and wheel weigher scales and other similar equipment.

Professional Services

The 2012 Capital Budget for Professional Services related to capital projects is \$24.3 million. This includes environmental services required for road improvements, management services related to maintenance facilities, general engineering and traffic engineering consulting, diversity and disparity program services, as well as financial services necessary for the implementation of the capital program.

Roadway

The Tollway will allocate \$4.3 million for the roadway portion of the capital budget. This includes annual roadway and facility maintenance costs, systemwide pavement markings, roadway signing and other miscellaneous improvements to support the Congestion-Relief Program.

2012 OTHER CAPITAL PROJECT HIGHLIGHTS	2011 Budget	2011 Carry-Over	2012 New Request	2012 Request
	(\$ thousands)			
BUILDING REPAIRS AND MAINTENANCE	13,058.2	7,101.8	5,015.0	12,116.8
MAINTENANCE SITES	7,058.3	3,378.6	2,235.0	5,613.6
Fuel Site Rehabilitation	1,330.0	1,330.0	1,665.0	2,995.0
Roadway Maintenance Yard Facility Repairs	698.6	698.6	-	698.6
New Salt Dome @ M-03 and Salt Dome Repair @ M-08	600.0	600.0	-	600.0
Maintenance Facilities Repairs - Phase II	4,179.6	500.0	-	500.0
Inground Vehicle Hoist Replacement - M03 Touhy and M04 Grand	250.0	250.0	-	250.0
Natural Gas Fuel Site @ M14	-	-	250.0	250.0
Vehicle Hoist Installation at Central Shop (2)	-	-	220.0	220.0
Replace/ Repair Lift Station @ M-01	-	-	100.0	100.0
CENTRAL ADMINISTRATION	2,011.1	1,610.7	1,565.0	3,175.7
Replace Boiler, Chiller, Switches and Louvers	1,575.0	1,325.0	-	1,325.0
Repair/ Reseal Skylights	120.0	120.0	450.0	570.0
Replace North Entrance Walkway	-	-	400.0	400.0
Replace AS1 Handler for Money Room	-	-	200.0	200.0
Replace North Entrance Doors	-	-	150.0	150.0
Ergonomic Work Stations in District 15 Operations Room	-	-	100.0	100.0
Replace Steam Boiler	-	-	100.0	100.0
Windows Tinting	100.0	60.7	20.0	80.7
Re-Glaze Windows	25.0	25.0	50.0	75.0
Re-Caulk Building	50.0	50.0	25.0	75.0
Replace/ Repair North Parking Lot Control Panel	-	-	70.0	70.0
Painting of Exterior Beams - CA	30.0	30.0	-	30.0
Lower Level Renovations	60.0	-	-	-
Re-Grade of Central Administration Grounds	40.0	-	-	-
Replace Cooling S1 VSD Drive	11.1	-	-	-
SYSTEMWIDE	1,672.9	1,376.5	715.0	2,091.5
Roof Replacement, excluding new ORT Plazas & Plaza 89 Building Facilities	1,104.0	1,104.0	-	1,104.0
Design/Construction Upon Request Building Repairs & Maintenance	-	-	400.0	400.0
Replace Ceiling Tiles & Grid Work	-	-	300.0	300.0
Purchase Cubicle Furniture	200.0	200.0	-	200.0
Touch-Free Hand Driers	52.0	52.0	15.0	67.0
Replace Air Compressors & Accessories	85.0	10.6	-	10.6
Replace Carpet Tile	20.0	9.9	-	9.9
Upgrade HVAC Network Control System	61.9	-	-	-
Asbestos Removal	150.0	-	-	-
PLAZAS	681.0	301.0	500.0	801.0
Plaza Repairs Half Day Road and Maple Avenue	-	-	500.0	500.0
Roof Replacement at Plazas 14, 36 and 39	251.0	251.0	-	251.0
Purchase Split A/C Units Plazas 1, 9 and 21	50.0	50.0	-	50.0
Replace Heating & AC Units - Electric at Unmanned Sites	80.0	-	-	-
Install Back-Up Generator Transfer Switches at Plaza 13	50.0	-	-	-
Install Back Up Boiler Units Plazas 1 and 9	100.0	-	-	-
Replace HVAC Plazas 24 and 89	150.0	-	-	-
RADIO TOWER	1,635.0	435.0	-	435.0
Replace Tower M-06 Marengo	600.0	-	-	-
Replace Tower M-01 Alsip	600.0	-	-	-
Tower Preservation	435.0	435.0	-	435.0

2012 OTHER CAPITAL PROJECT HIGHLIGHTS (continued)	2011 Budget	2011 Carry-Over	2012 New Request	2012 Request
	(\$ thousands)			
EQUIPMENT	48,265.4	17,330.3	19,114.9	36,445.2
TECHNOLOGY	32,172.9	9,992.3	7,888.0	17,880.3
Transponder Purchases	13,520.0	4,500.0	3,500.0	8,000.0
Web, E-Commerce & PKI	2,384.4	1,384.4	-	1,384.4
LAN/WAN Maintenance Upgrade	675.0	655.0	575.0	1,230.0
Disaster Recovery System	300.0	299.0	500.0	799.0
Systemwide Software Needs	380.1	375.0	400.0	775.0
PBX Upgrade	-	-	750.0	750.0
Production Printer Equipment	-	-	600.0	600.0
Computer Infrastructure Modernization	500.0	-	500.0	500.0
Station Battery Plant Upgrade	300.0	300.0	150.0	450.0
Payment Card Industry Data Security Standards Compliance	350.0	325.0	-	325.0
TRMMP Disaster Recovery Services & Implementation	5,464.9	-	300.0	300.0
Replace IWIN Mobile Data Computer (37)	296.0	296.0	-	296.0
Security Improvements (Velocity)	150.5	0.5	270.0	270.5
Consolidated Customer Service Center & Fulfillment	263.9	259.6	-	259.6
PII Security Project	250.0	250.0	-	250.0
Develop Authority Intranet	208.6	208.6	-	208.6
E-Recruiting Software	-	-	200.0	200.0
Mainframe Legacy System Replacement and Upgrade	200.0	200.0	-	200.0
Purchase 911 Telephone System - Dispatch	200.0	200.0	-	200.0
Dispatch Logging Recorder	195.0	195.0	-	195.0
Reciprocity Hardware Upgrade	160.0	160.0	-	160.0
Micro-Imager Machine	81.0	81.0	-	81.0
Mobile Devices and Web Access to Live Travel Time	-	-	75.0	75.0
IG Secure Computer System and Software	65.0	65.0	-	65.0
Color Printer Replacement/Upgrade	62.5	62.5	-	62.5
Kronos Hardware and Software Upgrade	-	-	62.0	62.0
Financial Software Programs	50.0	50.0	-	50.0
Paperless Office	50.0	50.0	-	50.0
Replace CAD Monitor and Personal Computer and Servers	80.8	30.8	-	30.8
Replace Plaza Intercom	25.0	25.0	-	25.0
GIS System Architecture Replacement	100.0	20.0	-	20.0
Purchase Digital Video Camera for Web Streaming	-	-	6.0	6.0
VHF UHF Narrowbanding and 2-Way Radio Replacement	35.0	-	-	-
TRMMP System and Software Enhancements	2,000.0	-	-	-
Next Generation Network	229.3	-	-	-
Cameras Digital/Video In-Car for State Police	448.0	-	-	-
Automatic Coin Machine Purchase	800.0	-	-	-
Next Generation Roadside Equipment	175.0	-	-	-
Replace UPS Units	973.0	-	-	-
Replace IWIN Mobile Data Computer	1,200.0	-	-	-
ROADWAY VEHICLES AND TRUCKS	9,105.9	2,447.0	5,980.9	8,428.0
Roadway Maintenance and Equipment - Fleet	8,909.3	2,408.5	5,980.9	8,389.5
Automatic Vehicle Location (AVL)	58.0	38.5	-	38.5
Fleet Emission Reduction Initiative	13.6	-	-	-
Purchase Aerial Boom Lift Vans	125.0	-	-	-

2012 OTHER CAPITAL PROJECT HIGHLIGHTS (continued)	2011 Budget	2011 Carry-Over	2012 New Request	2012 Request
(\$ thousands)				
EQUIPMENT (continued)	48,265.4	17,330.3	19,114.9	36,445.2
INTELLIGENT TRANSPORTATION SYSTEMS	5,244.2	3,337.2	4,531.0	7,868.2
TIMS Security - NGN Migration	1,438.2	1,438.2	1,100.0	2,538.2
Dynamic Message Signs Upgrade/Improvement	686.0	472.0	917.0	1,389.0
TIMS Operation & Maintenance/ETC Portion of NET	542.0	192.0	700.0	892.0
ITS Fiber Optics Program Management	825.0	-	800.0	800.0
Ramp Count/Queue Detector Installation	500.0	500.0	-	500.0
CCTV Camera Installation & Relocation (12 New, 5 Existing)	350.0	350.0	-	350.0
Advanced Traveler Information Systems (ATIS)	-	-	250.0	250.0
ITS DM/ CM Services Upon Request	-	-	250.0	250.0
Video Incident Detection	200.0	200.0	-	200.0
Weigh-In-Motion Software Upgrades (State Police)	-	-	200.0	200.0
ITS Services Upon Request	335.0	185.0	-	185.0
Install Type III Dynamic Message Sign (5 Portable Units)	-	-	175.0	175.0
Replace TIMS Unix Servers (2 Units)	-	-	70.0	70.0
Camera Replacement Program	-	-	50.0	50.0
AC Power Quality Analyzer	-	-	19.0	19.0
Weigh-In-Motion Installation	100.7	-	-	-
Wireless CCTV Installation	267.3	-	-	-
STATE POLICE	639.8	628.7	210.0	838.7
Indoor Range Bullet Trap, Combat Wall, and Baffle Ceiling Panel Replacement	-	-	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
Replace Handheld Lidar Radar Guns (40)	106.2	106.2	-	106.2
Indoor Firing Range Target Retrieval System	100.0	100.0	-	100.0
Laser Scanner	95.0	95.0	-	95.0
Firearms Animated Training Systems	75.0	75.0	-	75.0
Lidar Equipment Certification	11.2	-	-	-
MISCELLANEOUS EQUIPMENT SYSTEMWIDE	680.0	545.1	200.0	745.1
Capital Equipment Purchases	275.0	190.1	200.0	390.1
Replace Automatic Coin Machine Cabinet	355.0	355.0	-	355.0
Capital Equipment Purchases - Administrations	50.0	-	-	-
EQUIPMENT MACHINERY/TOOLS	422.5	380.0	305.0	685.0
Standby Generators (14) for Plazas	200.0	200.0	30.0	230.0
Permanent Truck Scale Installation @ 1 Maintenance Site	-	-	200.0	200.0
Above-Ground Storage Tank Installation - M-04 Grand	90.0	90.0	-	90.0
Replace Waste Oil Tank @ 9 Maintenance Sites	90.0	90.0	-	90.0
Wheel Weigher Scales (16)	-	-	75.0	75.0
Portable Air Conditioners	13.0	-	-	-
Replace Mapping Plotter	11.0	-	-	-
Replace Fuel Management System	18.5	-	-	-

2012 OTHER CAPITAL PROJECT HIGHLIGHTS (continued)	2011 Budget	2011 Carry-Over	2012 New Request	2012 Request
(\$ thousands)				
PROFESSIONAL SERVICES	19,445.1	7,545.6	16,804.2	24,349.8
MISCELLANEOUS PROJECTS	17,235.2	6,246.0	16,312.9	22,558.9
General Engineering Consultant 2011-2015	5,905.2	-	7,822.9	7,822.9
Enterprise Resource Planning System (ERP)	5,000.0	5,000.0	-	5,000.0
Traffic Engineering Consultant 2011-2015	2,790.0	-	3,785.0	3,785.0
Pavement Roadway Management Services & Quality Assurance 2010	1,442.0	208.0	2,625.0	2,833.0
ERP Independent Verification and Validation	-	-	1,000.0	1,000.0
Maintenance Facility Program Manager	1,313.0	743.0	-	743.0
University Research Program	-	-	500.0	500.0
Manpower for Construction Sites - State Police Overtime	300.0	-	300.0	300.0
Illinois Center of Transportation (ICT) Research Funding	150.0	-	250.0	250.0
Perimeter Security Assessment and Improvement	250.0	250.0	-	250.0
Print Services, Web Plan, Advertising	60.0	20.0	30.0	50.0
Misc Project Wrap-up Costs	25.0	25.0	-	25.0
ENVIRONMENTAL	1,599.9	894.7	341.3	1,236.0
Biotic/Aquatic Species Surveys - IGA University of Illinois	956.0	736.0	-	736.0
Illinois State Geological Survey - IGA University of Illinois	393.9	58.7	341.3	400.0
Energy Conservation Initiatives	250.0	100.0	-	100.0
GEOGRAPHIC INFORMATION SYSTEM	175.0	145.0	150.0	295.0
Infrastructure Management System 2012/ 2014	-	-	150.0	150.0
Infrastructure Management System 2011/ 2012	150.0	120.0	-	120.0
GIS Off Site Hosting Services	25.0	25.0	-	25.0
FINANCIAL	243.0	193.0	-	193.0
Financial Advisory Services	88.0	88.0	-	88.0
Transactional Advisors Fee	55.0	55.0	-	55.0
Bond Services	50.0	50.0	-	50.0
Financial Planning Analyst	50.0	-	-	-
DIVERSITY AND EEO PROGRAMS	192.0	66.9	-	66.9
Diversity Program Consultant	42.0	66.9	-	66.9
Diversity/ Disparity Program	150.0	-	-	-
ROADWAY	6,096.9	1,702.0	2,552.5	4,254.5
MAINTENANCE, REPAIRS AND IMPROVEMENTS	5,244.4	1,683.2	900.0	2,583.2
Pavement Markings 2011-2012	1,250.0	600.0	-	600.0
Misc Repairs, Clean Drainage System, Guardrail, Fence	451.2	451.2	-	451.2
Design Upon Request	-	-	450.0	450.0
Construction Upon Request	-	-	450.0	450.0
Design Upon Request	400.0	350.0	-	350.0
Construction Upon Request	300.0	150.0	-	150.0
Design Upon Request	250.0	132.0	-	132.0
Annual Roadway Facility Maintenance	1,000.0	-	-	-
Construction Upon Request 2011	250.0	-	-	-
Waukegan Toll Plaza Individual Sewage Disposal System Repair	43.4	-	-	-
Pavement Markings 2010-2011	1,299.8	-	-	-
SIGNAGE	852.5	18.8	1,652.5	1,671.3
Signage Upon Request	100.0	-	900.0	900.0
Sign Shop Roadway Signage	640.0	-	640.0	640.0
Aluminum Extrusion Refurbishing	112.5	18.8	112.5	131.3
2011 OTHER CAPITAL PROJECTS TOTAL	86,865.7	33,679.8	43,486.6	77,166.4

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:* Means any system expansion project or any acquisition, installation, construction, reconstruction, modification or enhancement of or to any real or personal property (other than operating expenses) for which a currently effective resolution of the 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:* Means any preservation, replacement, repairs, renewals and reconstruction or modification of the Tollway system or any part of it constituting real or personal property, whether leased or purchased, but does not include system expansion projects.

The 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 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 a revamped interchange policy, inter-modalism and context-sensitive improvements such as noisewalls and bike paths;

- Reconstructing maintenance facilities;
- 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 comprehensive strategic transportation solutions, recognizing the value of an integrated approach to project development and implementation. This helps balance the local interests with a shared vision for the region and promotes a fair distribution of benefits by meeting the needs of a singular community.

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

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

Planning Process

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

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

- Condition – assessment of existing roadway network and facilities
- Benefit – congestion relief, improved operations, etc.
- Safety – reduce crashes, improve traffic flow and response time, etc.
- Community – anticipated local and regional growth
- Financing – impact on revenue, future maintenance and operational costs
- Cost – estimated project cost and risk
- Multi-agency implementation support

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

The Tollway administers a very public and transparent process to discuss and evaluate potential future projects and initiatives. Working with IDOT, transit agencies, local and regional transportation and planning agencies, the Tollway continuously updates project analyses to better reflect today's needs and economy, and seeks to identify projects which would significantly reduce area congestion, expand economic opportunities, and benefit the regional transportation infrastructure. This review process identifies approximate costs, regional and local support, as well as timeliness and financing options for projects from design through completion, for review by the Tollway Board of Directors. These comprehensive reviews are publicly presented and posted on the Tollway's Web site.

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 the Capital programs are implemented, the toll collection system is expanded. CRP expansion includes the 12.5 mile extension of the Veterans Memorial Tollway, the widening of existing routes through the addition of lanes, and the construction of additional interchanges. Measured in terms of lane miles, the 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 for information on budgets, commitments, expenditures, cash flows, forecasts and performance status. Timely reporting of this information allows decisions to be made in advance and provides for effective cost control of the project.

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

- Monthly project status reports focus on schedule and cost status, proposed/pending changes and current project issues. These reports include detailed financial and schedule performance for each project, including change orders, 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 project budget overrun. These reports provide an opportunity to quickly address project impediments and trigger necessary actions to bring the anticipated project performance into line with the project plan.
- Change order reports reflect the original budget and indicate all subsequent changes approved by the Tollway or currently in the approval process. By also recording anticipated changes, the report provides a realistic assessment of the program and shows the remaining contingency by contract.

Schedule Monitoring

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

The master program schedule serves the following purposes:

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

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

Change Management Control

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

The Tollway's approval authority model is as follows:

Project Manager	Up to \$30,000
Chief Engineer	Up to \$100,000
Executive Director	Up to \$150,000
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.

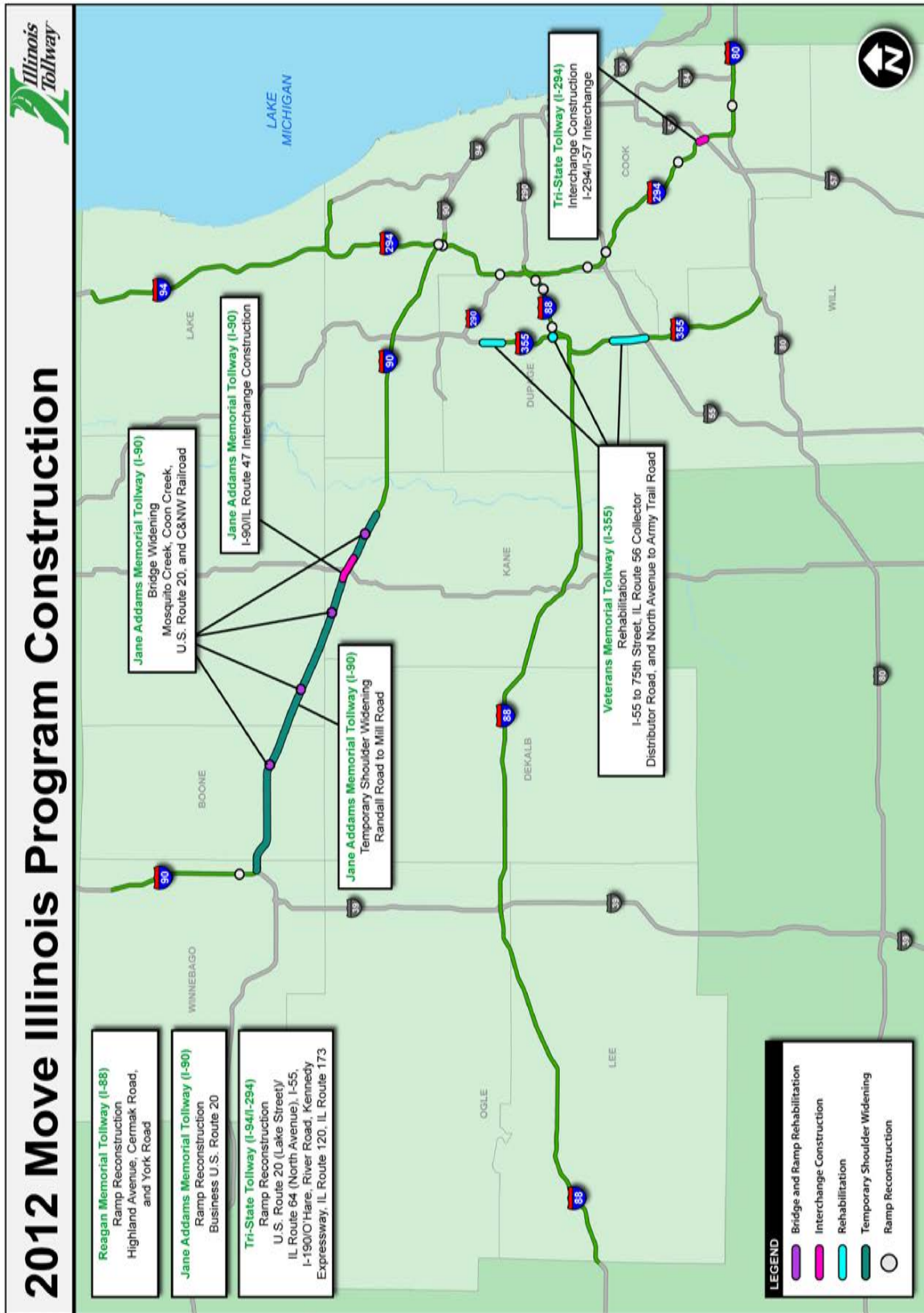


Exhibit 97

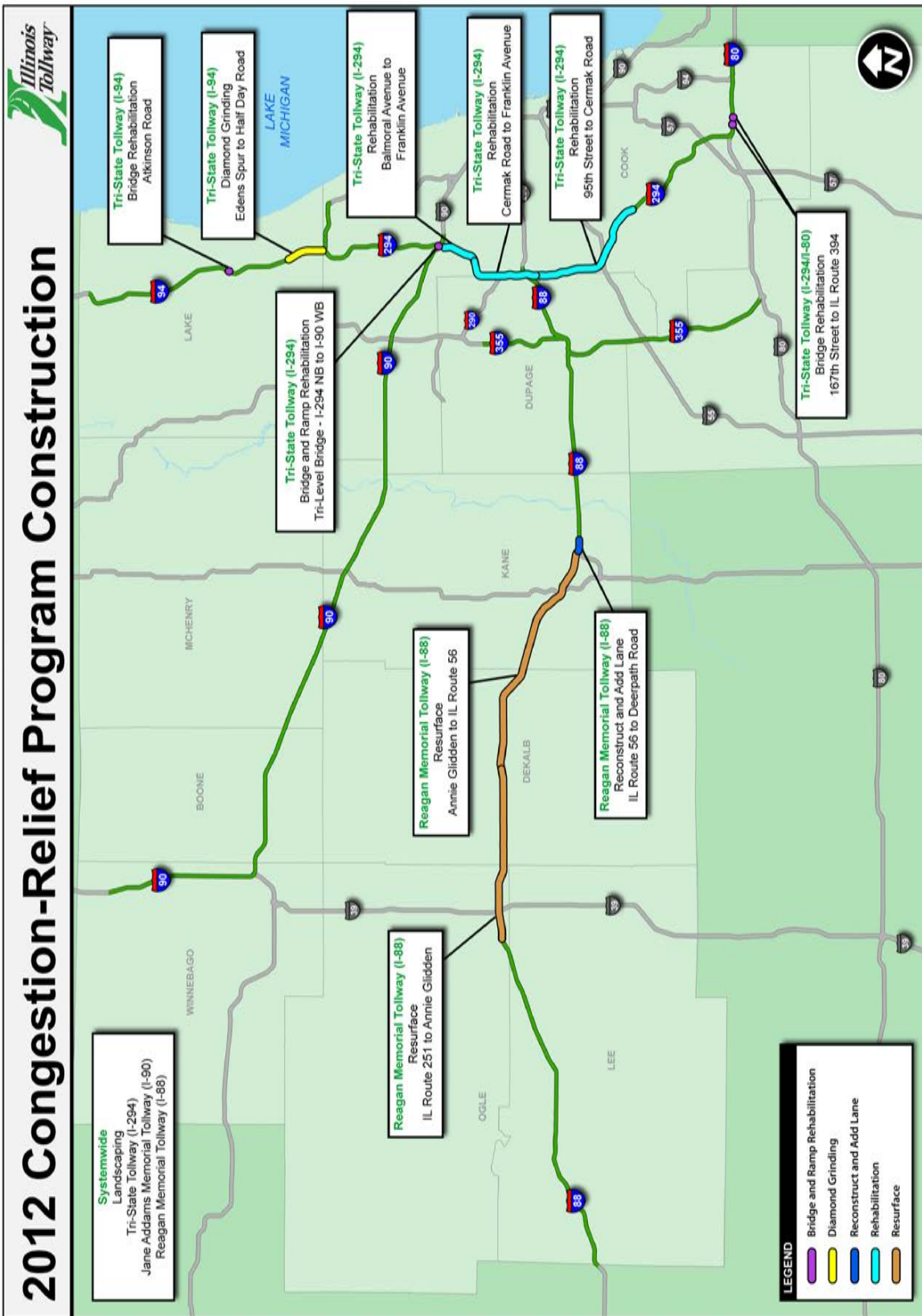


Exhibit 98

Debt Management

DEBT MANAGEMENT

CURRENT CAPITAL PROGRAMS

MOVE Illinois: The Illinois Tollway Driving the Future

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 2012 bond issuance for the Move Illinois Program is \$200 million. In connection with the Move Illinois Program, the Tollway's Board approved an increase on passenger vehicle toll rates effective January 1, 2012. The increase will raise 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 which lengthened the CRP by two years from 2014 to 2016 and increased the cost of the CRP to \$6.3 billion. In connection with this update the amount of CRP costs targeted to be financed by revenue bonds was increased from \$3.0 to \$3.5 billion, with other costs to be financed from Tollway revenues deposited into the Renewal and Replacement Account and the Improvement Account. The Tollway completed six revenue bond issuances from 2005 through 2009 to finance the targeted \$3.5 billion of CRP costs. Approximately \$4.8 billion of the CRP has been expended (net of intergovernmental agreement reimbursements) 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 2012-2016 are expected to be financed from revenues.

DEBT PROFILE

Currently Outstanding Debt

On January 1, 2012, the Tollway has two scheduled principal payments totaling \$53,040,000. After making these principal payments due January 1, 2012, the Tollway will have \$3,963,725,000 par amount of bonds outstanding. Bonds which have financed or refinanced a portion of the CRP total \$3,649,860,000, and the remaining \$313,865,000 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, 2012, 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 for all of its outstanding variable rate bond issues. Per these agreements, swap providers pay a variable rate in exchange for fixed rate payments from the Tollway. Of the \$3,963,725,000 par amount of bonds outstanding, \$2,661,725,000 (67.2%) are traditional fixed rate bonds and \$1,302,000,000 (32.8%) 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, 2012*

<u>Series</u>	<u>Final Maturity</u>	<u>Principal Outstanding</u>	<u>Interest Rate</u>
1998 Series A	1/1/2016	190,765,000	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		\$3,963,725,000	

* Amounts shown are after payments due 1/01/2012, the funds for which are remitted to the Bond Trustee during the prior fiscal year.

** CRP financing.

Exhibit 99

Planned 2012 Debt Issuance

New Money

In connection with the Move Illinois Program approved by the Tollway's Board on August 25, 2011, the Tollway anticipates one new-money bond issue in the amount of \$200 million. The budget includes \$6 million to fund additional interest expense in 2012.

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. On July 1, 2010, the Tollway closed a refunding of a portion of its Series 2008A-2 Synthetic Fixed Rate Bonds by issuing Series 2010A-1 traditional fixed rate bonds. This reduced the Tollway's amount of Synthetic Fixed Rate Bonds from \$1,589,300,000 to \$1,302,000,000. The Tollway further reduced the risks of its Synthetic Fixed Rate Bonds by diversifying its liquidity providers in the first quarter of 2011, replacing Dexia Credit Local, the Tollway's former liquidity provider on its \$1,178,900,000 outstanding Series 2007A and 2008A Bonds, with credit and liquidity facilities from seven replacement providers.

The Fiscal Year 2012 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 2012 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 it is accompanied by an increase in debt service. As a result, for purposes of this Fiscal Year 2012 Budget, the Tollway has elected to include \$4 million for the possible refunding/restructuring of Synthetic Fixed Rate Bonds.

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% of the interest payments on these taxable Series 2009A/B Bonds. Such subsidy payments reduced 2011 debt service and are expected to reduce 2012 debt service by \$16.2 million.

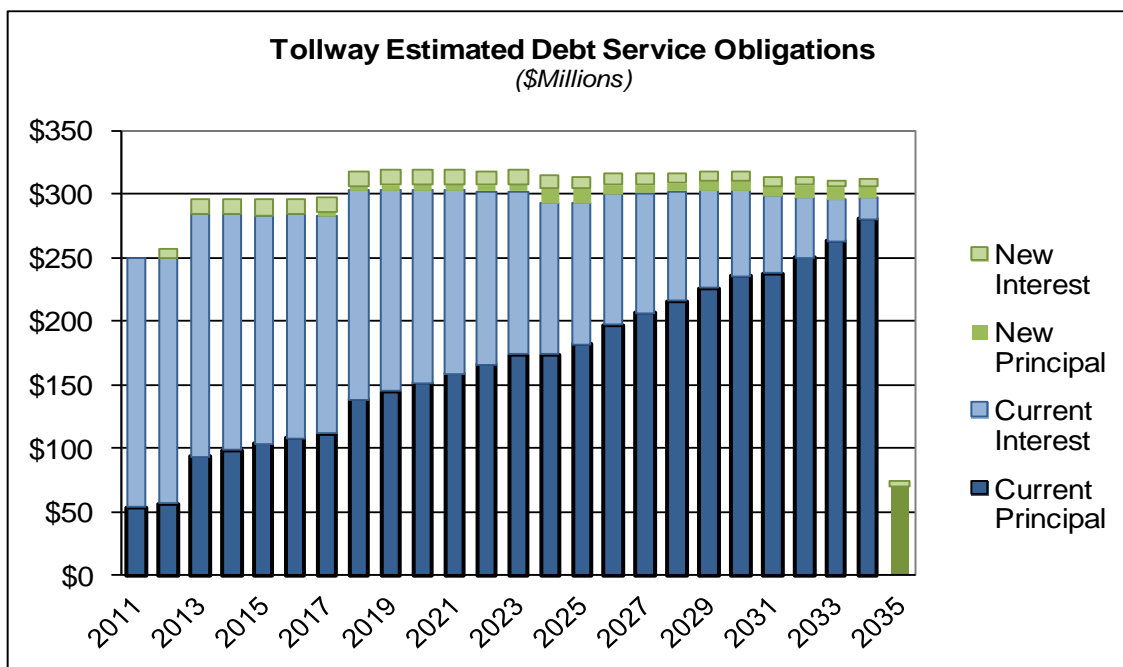


Exhibit 100

SECURITY FOR THE BONDS

The Tollway's bonds are secured by a pledge of and lien on the Net Revenues generated by the Tollway system in accordance with the Amended and Restated Trust Indenture of 1999 ("Master

Indenture”) and each respective Supplemental Indenture. Net Revenues are defined in the Master Indenture as the annual revenues of the system less operating expenses. To help ensure a sufficient amount of revenues to cover debt service, the Master Trust Indenture, through which all of the Tollway’s outstanding debt has been issued, includes a toll rate covenant which requires that tolls be set at rates which will produce a minimum of 1.3X debt service coverage. Furthermore, additional bonds may be issued only to the extent that the Tollway certifies (i) compliance with the toll rate covenant for a 12-month period within the preceding 18 months, and (ii) projected compliance with the toll rate covenant for each year through five years after the completion of the projects financed by those additional bonds. The Tollway’s debt service coverage is estimated at 1.7x in 2011 and budgeted at 2.7x in 2012, 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 1.8x in 2011 and budgeted at 2.9x in 2012. Each of the coverages 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, 2011, MADS is \$302,814,096 million (which is the debt service obligation for fiscal year 2018), and the Debt Reserve Account has a market value of \$302,868,004, consisting of \$202,868,004 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 2005 through 2010, estimated debt service coverage for 2011 and budgeted debt service coverage for 2012. Please note, the following chart does not include annual costs related to the bonds (liquidity, remarketing, etc.).

	Actual					Estimated	Budgeted
	2006	2007	2008	2009	2010	2011	2012
Operating Revenues	\$606,954	\$637,794	\$691,113	\$658,052	\$672,760	\$680,000	\$973,000
Operating Expenses	<u>\$213,510</u>	<u>\$222,295</u>	<u>\$244,275</u>	<u>\$255,185</u>	<u>\$250,857</u>	<u>\$255,000</u>	<u>\$265,000</u>
Net Operating Revenues	\$393,444	\$415,499	\$446,838	\$402,867	\$421,903	\$425,000	\$710,000
Debt Service	<u>\$145,633</u>	<u>\$172,284</u>	<u>\$198,429</u>	<u>\$173,319</u>	<u>\$248,108</u>	<u>\$250,000</u>	<u>\$261,000</u>
Debt Service Coverage (X)	2.70	2.41	2.25	2.32	1.70	1.70	2.72
Build America Bond (“BAB”) Subsidies & Pre-Paid Interest		--	--	--	\$28,133	\$16,244	\$16,244
Debt Service Coverage after BAB Subsidies & Pre-paid Interest (X)		--	--	--	1.92	1.82	2.90

Exhibit 101

MUNICIPAL BOND RATINGS

In concert with each new bond issuance, the Tollway applies for a municipal bond rating from Fitch Ratings, Moody's Investor Services and Standard & Poor's Corporation. Each rating agency reviews the Tollway's current fiscal condition, capital financing plan, debt coverage ratios and various other factors to assess the Tollway's ability to repay its debt obligations. The underlying ratings of the Tollway's bonds are Aa3, AA- and AA- by Moody's Investors Service, Fitch Ratings and Standard and Poor's, respectively. These ratings were confirmed in 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.

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 rates set on Tollway variable rate bonds and the SIFMA Index have been immaterial. In late September of 2008, credit concerns regarding the credit enhancement providers on the Tollway's Series 2007A and Series 2008A Bonds caused the variable rates on Tollway bonds to rise significantly above the SIFMA Index, and this situation continued during the first two quarters of 2009. Since the second quarter of 2009, there has not been a material difference between the variable rates on Tollway bonds and the SIFMA Index.

Mark-to-market valuations of the Tollway's swaps typically decline in value (from the Tollway's perspective) when interest rates decline and increase in value when interest rates increase. To the extent that any negative valuation of the Tollway's derivatives were to become realized by a swap termination, it is possible (although not certain) that such a realized loss might be mitigated by a lower cost of capital expected to be available in that lower-interest rate market. The estimated total mark-to-market valuations of the Tollway's swaps as of December 31, 2008 and 2009 were (\$248.5 million) and (\$99.8 million), respectively, on \$1,589,300,000 swap notional amount outstanding. The estimated total mark-to-market valuation as of December 31, 2010, was (\$101.8 million) on \$1,301,975,000 swap notional amount outstanding. Following are the estimated mark-to-market valuations as of September 30, 2011.

Illinois State Toll Highway Authority Swap Portfolio as of September 30, 2011 (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	(10,145)
1998 SERIES B	JP Morgan Chase Bank *	55,395	4.3250%	Actual	1/1/2017	(8,301)
1998 SERIES B TOTAL		\$123,100				(\$18,446)
2007 SERIES A-1	Citibank N.A., New York	175,000	3.9720%	SIFMA	7/1/2030	(39,069)
2007 SERIES A-1	Goldman Sachs Bank USA	175,000	3.9720%	SIFMA	7/1/2030	(39,069)
2007 SERIES A-1 TOTAL		\$350,000				(\$78,138)
2007 SERIES A-2	Bank of America, N.A.	262,500	3.9925%	SIFMA	7/1/2030	(59,341)
2007 SERIES A-2	Wells Fargo Bank **	87,500	3.9925%	SIFMA	7/1/2030	(19,780)
2007 SERIES A-2 TOTAL		\$350,000				(\$79,121)
2008 SERIES A-1	The Bank of New York	191,550	3.7740%	SIFMA	1/1/2031	(37,745)
2008 SERIES A-1	Deutsche Bank AG, New York Branch	191,550	3.7740%	SIFMA	1/1/2031	(37,745)
2008 SERIES A-1 TOTAL		\$383,100				(\$75,490)
2008 SERIES A-2	Bank of America, N.A.***	95,775	3.7640%	SIFMA	1/1/2031	(18,743)
2008 SERIES A-2 TOTAL		\$95,775				(\$18,743)
TOTAL		\$1,301,975				(\$269,938)

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; swap counterparty name changed in March 2010.

*** Originally Merrill Lynch Capital Services, Inc. Merrill Lynch acquired by Bank of America Dec 2008; swap remained with Merrill Lynch Capital Services, Inc. until novated to America, N.A. on Oct 7, 2011.

Exhibit 102

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Budget Process and Documents

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

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

Budget Review Process and Implementation

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

The preliminary/departmental comparison budget is then presented to the chief of finance by the budget office. Financial impacts are discussed and the chief of finance reviews and questions certain requests based on the justification provided. The budget office will then meet with the department chiefs to obtain further justification on items denied by the chief of finance.

Revised budget requests are returned to the budget office and chief of finance for review. Meetings are held with budget staff, department chiefs and the chief of finance to discuss and finalize the budget requests. Final review and sign-off is completed by the chief of finance and the Executive Director. This process results in the tentative budget.

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

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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.
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2012 BUDGET PLANNING CALENDAR

EVENT	DATE(S)
The Budget Office begins the preparation of spreadsheets that include a 2-Year Spending History, a 2011 Year-End Forecast, Current Headcount information and a Preliminary 2012 Budget containing 2012 economic assumptions for Salaries, Wages, FICA and Retirement. The spreadsheets are prepared at Cost Center, Departmental and Authority levels.	7/1/2011
The Budget Office sends out instructions with the spreadsheets to each Department requesting any new planning requirements, initiatives, programmatic impacts, headcount changes or other assumptions that should be incorporated into their 2012 Departmental Budget Request.	8/5/2011
The completed 2012 Departmental Budget Requests are returned to the Budget Office for review. These Departmental Requests are then compared to the 2011 Budget, 2011 Forecast and the Preliminary 2012 Budget Plan. Year over year operational dollar impacts are analyzed while making sure that detailed justifications are consistent with the Authority's goals and objectives.	8/24/2011
The Budget Office presents the 2012 Departmental Budget Requests to the CFO for review. Financial impacts are discussed and the CFO evaluates new requests based on the justifications provided by the department. Additional Departmental meetings may be scheduled as necessary.	8/29/2011
Meetings are held with Budget staff, Department Chiefs and the Executive Office to discuss and finalize the 2012 Departmental Budget Requests.	9/12/11 - 9/15/11
A review meeting of the 2011 M&O and Capital Budgets is held with the Executive Director, Chief of Staff, CFO and Budget staff to discuss any modifications to the 2012 Tentative Budget.	9/23/2011
Wilbur Smith and AECOM submit their Annual Toll Revenue Certificate and R&R Deposit Letter respectively for inclusion in the 2012 Tentative Budget Book.	9/30/2011
The Budget Office makes any changes to the 2012 Tentative Budget resulting from the meetings with the Executive Office. At this point, the cross-checking process begins, to make sure all budget information is correct and up to date.	10/3/11 - 10/6/11
Charts, graphs, tables and narratives are prepared for the 2012 Tentative Budget Book.	10/6/11 - 10/10/11
The 2012 Tentative Budget Book is sent to the Communications Department for their review.	10/10/2011
The CFO, Chief of Staff, Executive Director and Chair do a final review and sign off on the 2012 Tentative Budget Book.	10/12/2011
The 2012 Tentative Budget Book is emailed to the Directors and Executive Management.	10/14/2011
As soon as the Budget Books are printed, they are mailed to the Directors for their review before the Board Meeting.	10/17/2011
The 2012 Tentative Budget is presented by the CFP to the FAO Committee	10/19/2011
The 2012 Tentative Budget is presented by the CFO to the Board of Directors.	10/27/2011
Any requested changes by the Board and Executive Management are incorporated into the 2012 Tentative Budget.	10/27/11 - 11/2/2011
Public hearings are held at Chicago Southland Lincoln Oasis and Central Administration for comments & questions concerning the 2012 Tentative Budget.	11/15/11 & 11/16/11
Comments & questions from public hearings were presented to the Board.	11/17/2011
The Budget Office reviews and incorporates any changes from the Board, Executive Management, or the Public.	11/17/11 - 12/12/2011
The 2012 Final Budget will be presented and then adopted by the Board. The 2012 Final Budget Book will be distributed at the Board Meeting.	12/15/2011

Exhibit 103

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Financial Policies and Practices

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

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

The financial plan provides the opportunity for making well-informed decisions, based on adherence to solid, carefully considered policies and provides a forecast of what the results of today's decisions may reasonably be in the future.

Fiscal Policies and Practices

General

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

Revenue

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

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

1. The Tollway will maintain a revenue monitoring system to assist in trend analysis and revenue forecasting.
2. The Tollway will support legislation that will allow for expanded, progressive and fiscally responsible financing measures.
3. The revenue model assumes the toll schedule, which will become 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. The Tollway will follow a policy of full disclosure in financial reporting.
2. Capital plans proposed for financing through debt should be accompanied by an analysis of the future maintenance and operations costs associated with the projects.
3. The Tollway will oversee and coordinate the timing, process of issuance and marketing of bonds and other capital financing activities required in support of its capital program.
4. The Tollway will set aside sufficient current revenues to finance ongoing maintenance needs.
5. No debt will be issued for the purpose of funding capital projects until approved by the Board of Directors at a public meeting.
6. Borrowing should be of a duration that does not exceed the economic life of the improvement that it finances and, where feasible, should be shorter than the projected economic life. To the extent possible, the Tollway will design the repayment of debt to recapture rapidly its credit capacity for future use.
7. The Tollway will seek to issue its debt obligations through a sale method that will produce the best results for the Tollway.

8. When determined appropriate and approved by the Board of Directors, the Tollway may elect to sell its debt obligations through competitive sealed bid, competitive selection and negotiation or a private placement.
9. The Tollway may issue advance refunding bonds and current refunding bonds (as defined for federal tax law purpose) when advantageous, legally permissible, prudent and in the best interest of the Tollway and its customers.
10. The Tollway may choose to defease its outstanding indebtedness through purchase of its securities on the open market, when market conditions make such an option financially feasible.

Reserve Policy

1. The Tollway will maintain an operating reserve. This budget will increase by \$10.4 million to \$27.4 million in 2012. 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) Offer unexpected downturns or revisions in revenues
 - (b) Provide a 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.
- 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 restricted assets with a maturity of three months or less when purchased and all investments held by the Illinois State Treasurer's office to be cash equivalents, as these investments are available upon demand.

10. All investments in U.S. Treasury and agency issues are reported at fair value. All other Tollway investments, which consist of repurchase agreements, are recorded at face value which approximates fair value.

Demographics

Population and Demographics

Community Served

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

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

User Profile

Passenger cars account for almost 90 percent of the Tollway usage and commercial vehicles the remainder. The heaviest usage of the Tollway is on weekdays. On Saturdays traffic is typically down about 12 percent from an average day and Sundays see the lowest use, down about 22 percent from an average day. Seasonal variation in traffic also exists. The summer months of June, July and August have the highest levels of usage, approximately 7 percent higher than the yearly average. During the summer, passenger car recreational usage is higher but commercial vehicle activity is also slightly higher. January is the lowest month at about 13 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 104

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 105

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 surpass 11.3 million. All of the counties are expected to grow in population over the coming decades, with relatively higher growth rates projected for the outer suburban counties of McHenry, Kane, Boone and Lake. Will County is anticipated to pass the 1.2 million mark by 2040, becoming the third most populous county in the Tollway service area.

Service Area Population 2010 vs. 2040 Forecast

County	2010 Population*	2040 Population Estimate**	Net Change	Annual % Change 2010-2040
Boone	54,165	78,530	24,365	1%
Cook	5,194,675	5,559,840	365,165	0%
De Kalb	105,160	150,670	45,510	1%
DuPage	916,924	1,310,780	393,856	1%
Kane	515,269	860,540	345,271	2%
Lake	703,462	1,020,590	317,128	1%
Lee	36,031	37,630	1,599	0%
McHenry	308,760	534,010	225,250	2%
Ogle	53,497	69,380	15,883	1%
Whiteside	58,498	61,050	2,552	0%
Will	677,560	1,221,660	544,100	2%
Winnebago	295,266	370,970	75,704	1%
Total	8,919,267	11,275,650	2,356,383	1%

*US Census Bureau 2000 and 2010 Census

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

Exhibit 106

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 61,000 jobs from 2000 to 2010. The largest employment decrease occurred in Cook County with nearly 142,000 jobs lost followed by 20,000 jobs lost in Winnebago County. This reduction was partially offset by an increase of over 100,000 jobs in Will, Kane, McHenry and Lake Counties. 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	3,180,030	(141,570)	-4.3%
DeKalb	47,160	52,770	5,610	11.9%
DuPage	696,730	695,750	(980)	-0.1%
Kane	239,970	258,840	18,870	7.9%
Lake	415,340	423,400	8,060	1.9%
Lee	17,960	17,060	(900)	-5.0%
McHenry	110,990	124,140	13,150	11.8%
Ogle	25,390	24,000	(1,390)	-5.5%
Whiteside	30,710	27,910	(2,800)	-9.1%
Will	184,450	244,400	59,950	32.5%
Winnebago	175,310	155,290	(20,020)	-11.4%
Total	5,284,470	5,223,440	(61,030)	-1.2%

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

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

Exhibit 107

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 1.8 million.

Service Area Employment 2010 vs. 2040 Forecast

County	2010 Employment *	2040 Forecast Employment*	Net Change	Annual % Change 2010-2040
Boone	19,850	26,440	6,590	1.0%
Cook	3,180,030	4,081,560	901,530	0.8%
DeKalb	52,770	69,520	16,750	0.9%
DuPage	695,750	967,450	271,700	1.1%
Kane	258,840	424,750	165,910	1.7%
Lake	423,400	559,650	136,250	0.9%
Lee	17,060	18,890	1,830	0.3%
McHenry	124,140	201,060	76,920	1.6%
Ogle	24,000	31,180	7,180	0.9%
Whiteside	27,910	37,020	9,110	0.9%
Will	244,400	343,090	98,690	1.1%
Winnebago	155,290	213,190	57,900	1.1%
Total	5,223,440	6,973,800	1,750,360	1.0%

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

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

Exhibit 108

Appendix



October 4, 2011

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

Re: Annual Toll Revenue Certificate

Dear Mr. Colsch:

As Traffic Engineers for the Illinois State Toll Highway Authority (the Illinois Tollway), Wilbur Smith Associates (WSA) is pleased to provide the toll revenue estimates required by the Trust Indenture, Section 713(3). This letter provides updated monthly toll revenue estimates for 2011 and toll revenue estimates for 2012. For 2011, the estimates are based on the current toll rate structure that went into effect on January 1, 2005. For 2012, the revenue estimates assume the new toll structure adopted by the Illinois Tollway's Board of Directors on August 25, 2011.

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.

Estimated Toll Revenue

The revised 2011 system-wide expected toll revenue estimate is \$684,331,000. This estimate includes the Illinois Tollway's adjusted expected revenues for the first eight months of 2011, and WSA estimates for the four remaining months. Monthly figures are presented in Table 1. The estimated system-wide expected revenue for 2012 is \$972,895,000. Monthly expected revenue estimates for 2012 are presented in Table 2. These estimates take into account the new passenger car toll rates effective January 1, 2012, short term economic forecasts and assume major 2012 construction activity having traffic impacts as identified in Table 3. The remainder of this memo discusses each of these factors.

2012 Toll Rate Changes

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

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In addition to affecting travelers' route choices the toll rate change may affect the participation rate 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 passenger car toll was \$.40 and the cash toll \$.80 for a difference of \$.40. Under the new toll rate structure the I-PASS passenger car toll rate would be \$.75 and the cash rate \$1.50 for a difference of \$.75. The question arises will the higher absolute value difference between I-PASS and cash rates increase the level of participation in the I-PASS program. In 2011 we estimate the I-PASS participation rate will be about 83 percent of all passenger car transactions. Based on recent observed yearly growth we would expect this to go to 84.2 percent in 2012 in the absence of a toll rate change. We have assumed a 2012 I-PASS participation rate of 84.8 percent. Higher I-PASS passenger car participation rates mean lower revenue so if the I-PASS rate does go higher than 84.8 percent in 2012, revenue would be lower than our baseline estimate. For instance if the I-PASS passenger car participation rate was 87 percent in 2012 we estimate the total annual revenue would be \$12,327,000 less, \$960,568,000 compared to our baseline estimate of \$972,895,000.

National and Regional Economy

Despite the end of the economic recession in June 2009, high unemployment, lackluster job growth and tepid economic activity continue to persist. Economic activity, as measured by real gross domestic product (GDP), which grew at 3.8 and 3.9 percent in the first and second quarters of 2010, respectively, slowed to 2.5 and 2.3 percent in the third and fourth quarters of 2010. In 2011, real GDP growth has slowed substantially to an estimated 0.4 and 1.0 percent in the first and second quarters respectively.¹ According to the Bureau of Economic Analysis, the tepid growth in real GDP in 2011 primarily reflects a deceleration in imports, an upturn in federal government spending and an acceleration in non-residential fixed investment that were partly offset by reductions in state and local government spending and private inventory investment.²

Consumer confidence plunged in August 2011 after a recovery from its low levels in early 2009. After improving significantly from April 2009, the Conference Board's Consumer Confidence Index dropped from 59.2 in July to 44.5 in August 2011, as consumers grew significantly more pessimistic about the short term outlook. The index is now at its lowest level in more than two years (April 2009, 40.8). The Reuters/University of Michigan Survey of Consumers' Index of Consumer Sentiment also indicated a sharp drop in consumer confidence in August 2011, dropping to 55.7, a decline of 19.2 percent from a year ago, and a 25 percent decline in the last three months, the second largest on record. The same survey's measure on consumers' 12-month economic outlook plummeted to 47.4 in August, the lowest since 1980. Reduced levels of consumer confidence are likely to temper economic growth, as declines in home values, pension

¹ U.S. Department of Commerce, Bureau of Economic Analysis, August 26, 2011. Seasonally adjusted at annual rates.

² U.S. Department of Commerce, Bureau of Economic Analysis, August 26, 2011.

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and investment accounts have made even those who have not suffered income declines more cautious spenders. The majority of households reported worsened finances, expected no income gains, and anticipated a rising unemployment rate in the year ahead.³

In the labor market, the US unemployment rate has not fallen as rapidly as was predicted, and has remained around 9 percent. In August, 2011 the US unemployment rate stood at 9.1 percent, with the Illinois rate at 9.9 percent. These figures are only marginally lower than a year ago. In August, there was zero job growth as reductions in government employment offset private sector gains, while Illinois added 3,100 jobs. The state has added 36,300 jobs so far this year, and 79,600 jobs since January 2010 when job growth returned to Illinois after 23 consecutive months of declines. January 2010 marked the plateau of the state's unemployment rate after 33 consecutive month-over-month increases. Most economists agree that recovery from the recession will continue, albeit at a more gradual pace than previously forecasted.

The oversupply of housing and drop in existing home prices has 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. The National Association of Realtors forecasts a decrease in housing starts nationally in 2011, to 551,000, a decrease of 5.8 percent from 2010. The National Association of Home Builders forecasts only a marginal increase in housing starts for 2011, reaching 591,000, a gain of only 1 percent over 2010. In June 2011, the Standard and Poors/Case-Schiller 20 city home price index reached 141.30, indicating a decline of 4.5 percent compared to a year ago. Locally, the Chicago index stood at 115.61 in June 2011, a 3.2 percent improvement over May but a 7.4 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. In 2010, average retail gasoline prices remained fairly steady in a range of \$2.71 to \$2.88 per gallon. However, prices increased in the first two quarters of 2011, averaging \$3.29 and \$3.80 per gallon, respectively. According to the September 2011 Energy Information Administration's (EIA) Short Term Energy Outlook, EIA expects the monthly average regular-grade gasoline retail prices to remain at these higher levels, averaging \$3.56 and \$3.54 per gallon for 2011 and 2012. Projected annual average diesel fuel retail prices are \$3.85 and \$3.87 per gallon in 2011 and 2012, respectively.

Short Term Forecasts for the National and Regional Economy

The Federal Reserve, in its' July 2011 Monetary Policy report projected real GDP to increase by 2.7 to 2.9 percent for the entire year of 2011, and to increase by between 3.3 and 3.7 percent in 2012. In 2013, real GDP was projected to increase by 3.5 to 4.2 percent. However, the Congressional Budget Office (CBO), in its August 2011 Budget and Economic Outlook Update, projects real GDP to increase by 2.3 percent in 2011, but increase by only 2.7 percent in 2012 and 1.5 percent in 2013. Other forecasters paint a similar picture. According to the Survey of Professional Forecasters August 2011 forecast, the outlook for growth in the U.S. economy looks

³ Reuters/University of Michigan Surveys of Consumers, August, 2011.

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weaker now than it did just three months ago, according to 36 forecasters surveyed by the Federal Reserve Bank of Philadelphia. The forecasters see real GDP growing at an annual rate of 2.2 percent in the third quarter of 2011, down from the previous estimate of 3.4 percent. On an annual-average over annual-average basis, the forecasters expect slower real GDP growth in 2012, 2013, and 2014. The forecasters see real GDP growing 1.7 percent in 2011, down from their prediction of 2.7 percent in the last survey. The forecasters predict real GDP will grow 2.6 percent in 2012, 2.9 percent in 2013, and 3.1 percent in 2014.⁴

The Congressional Budget Office (CBO) projects the national unemployment rate to average 8.9 percent in 2011 and 8.5 percent in 2012.⁵ The Survey of Professional Forecasters projects unemployment to remain at 9.0 percent for 2011 and to average 8.6 percent in 2012. In 2013, the CBO expects the unemployment rate to increase slightly to 8.7 percent, while the Survey of Professional Forecasters indicates a more significant improvement to 8.1 percent.⁶ 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 employment growth in the short term compared to a year ago, we assumed flat regional passenger car demand between 2011 and 2012. We assumed that the forecasted GDP increases would allow a small incremental increase of commercial vehicle usage and revenues between 2011 and 2012.

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 2011, the Illinois Tollway is resurfacing the Jane Addams Memorial Tollway (I-90) from Barrington Road to the Elgin Toll Plaza and from US-20 to Genoa Road, to be completed by the end of the year. The project also included the rehabilitation of 25 bridge structures. This project had the largest traffic impact of all the Illinois Tollway construction projects in 2011, although impacts were largely confined to the Barrington Road to Elgin toll plaza section during peak periods. In 2011, five crossroad bridge structures are being repaired over the Tri-State Tollway, one on the northern section and four on the southern section. These repairs are scheduled to be completed by the end of the year. In addition, the Illinois Tollway is constructing a new exit ramp from the northbound Tri-State Tollway to Balmoral Avenue in 2011, with concurrent reconstruction of the entrance ramp from Balmoral Avenue to the southbound Tri-State Tollway. The southbound ramp remains open to traffic during construction. The Illinois Department of Transportation's (IDOT) widening of I-80 from US-30 to US-45 and from the reconstruction of the I-57 bridge over the Tri-State Tollway resulted in minor impacts to Illinois Tollway traffic, primarily limited to the south section of the Veterans Memorial Tollway and southern section of the Tri-State Tollway, respectively. In 2011, the Wisconsin Department of Transportation's I-94 reconstruction project from the state line to the Mitchell interchange in Milwaukee County impacted Illinois Tollway motorists due to lane reductions between 75th

⁴ Federal Reserve Bank of Philadelphia, Survey of Professional Forecasters, August 12, 2011.

⁵ Congressional Budget Office, The Budget and Economic Outlook: An Update, August 2011.

⁶ Federal Reserve Bank of Philadelphia, Survey of Professional Forecasters, August 12, 2011.

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Street in Wisconsin and Russell Road in Illinois. Only two lanes are open to traffic in this section in each direction, resulting in some traffic delays.

In 2012, the Illinois Tollway has scheduled the reconstruction of all 8 lanes for 22.3 miles of the Tri-State Tollway between 95th Street and Balmoral Avenue. It is anticipated that the existing number of lanes will be open to traffic throughout the construction, although nighttime lane closures will be permitted. Traffic impacts are anticipated due to reduced lane widths and construction activities in adjacent lanes. In addition, roadway rehabilitation is scheduled for the Tri-State Tollway in 2012, from the Edens Spur to Half Day Road. Advance work for a new interchange at the junction of I-57 and I-294 is scheduled for 2012, but is not anticipated to result in significant traffic and revenue impacts. Pavement rehabilitation on the Ronald Reagan Memorial Tollway is scheduled to occur 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 Ronald Reagan Memorial Tollway is scheduled for 2012, between Deerpath Road and IL 56.

The revenue estimates contained herein take into account the construction impacts described above. WSA believes the construction impacts on toll revenue that are included in these estimates are reasonable given the information available at this time. As additional information becomes available on 2012 construction activity and maintenance of traffic plans, the estimates may be revised.

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

Yours truly,

WILBUR SMITH ASSOCIATES



Eugene Ryan
Associate

Attachments

WilburSmith
ASSOCIATES

Michael Colsch
October 4, 2011
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Table 1
Illinois Tollway
2011 Monthly Systemwide
Expected Revenue Estimates
(thousands)

January	51,084	¹
February	46,877	¹
March	57,167	¹
April	55,353	¹
May	58,516	¹
June	61,260	¹
July	61,214	¹
August	63,648	¹
September	58,949	²
October	60,427	²
November	56,421	²
December	53,414	²
Total	\$684,331	³

¹ Adjusted expected revenue from the
Illinois Tollway

² WSA estimate of expected revenue

³ Figures may not add exactly due to
rounding

Michael Colsch
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Table 2
Illinois Tollway
2012 Monthly Systemwide
Expected Revenue Estimates
(thousands)

January	71,235	¹
February	70,550	¹
March	79,291	¹
April	79,885	¹
May	84,745	¹
June	84,709	¹
July	87,760	¹
August	90,477	¹
September	81,147	¹
October	87,281	¹
November	79,958	¹
December	75,857	¹
Total	\$972,895	²

¹ WSA estimate of expected revenue

² Figures may not add exactly due to
rounding

Michael Colsch
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Table 3
Illinois Tollway and Illinois Department of Transportation
2012 Major Scheduled Construction Projects

Location		Type of Work
From	To	
TRI-STATE TOLLWAY		
95th Street	Balmoral Avenue	Pavement/bridge rehabilitation
Edens Spur	Half Day Road	Pavement rehabilitation
I-294/I-57 interchange (I-DOT) ¹		Bridge repair
RONALD REAGAN MEMORIAL TOLLWAY		
IL 56	Deerpath Road	Pavement reconstruction and widening
IL 251	Annie Glidden Rd	Pavement/bridge rehabilitation
Annie Glidden Rd	IL 56	Pavement/bridge rehabilitation

¹ Minor impact anticipated to Illinois Tollway traffic



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October 12, 2011

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

Subject: 2012 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 2012. In addition to the maintenance and rehabilitation needs of the system, the Amended and Restated Trust Indenture, dated March 31, 1999 also permits the purchase of capital equipment under the R&R Account.

A cash flow analysis prepared by the Program Manager and Tollway Finance was furnished to AECOM on October 12, 2011. The projected ending balance of the R&R Account for 2011 will be approximately \$206 million, which includes the 2011 R&R deposit as well as the deposit of additional revenue. Based on this analysis, we recommend depositing \$300 million to the R&R Account for 2012 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 2012 are estimated to be approximately \$395 million. The combination of deposits and draws on the cash balance of the R&R Account will fund the projects in the Program including \$60 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,

A handwritten signature in black ink, appearing to read "Jeffrey P. Heilstedt".

Jeffrey P. Heilstedt, P.E.
Vice President

c: Kristi Lafleur, Tollway
Greg Stukel, Tollway
Stella Banak, Tollway
File 60190965 / 205.4

Paul Kovacs, Tollway
Rocco Zuccherro, Tollway
Maria Molliconi, Tollway

Exhibit 110

2012 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, Wilbur Smith Associates, Inc.), Operating Expenses, Aggregate Debt Service and Renewal and Replacement Deposits (prepared by the Consulting Engineer, AECOM) for the years 2011 and 2012. 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 2011	FY 2012
Net Revenues :			
Actual Revenues - First Eight Months :			
	Toll Revenue *	\$432.1	
	Evasion Recovery	28.7	
	Investment Income	0.8	
	Concession and Miscellaneous	6.4	
First Eight Months Revenues		\$468.1	
Estimated Revenues - Last Four Months :			
	Toll Revenue *	\$203.9	
	Evasion Recovery	5.3	
	Investment Income	0.2	
	Concession and Miscellaneous	2.6	
Last Four Months Revenues		\$211.9	
Estimated Revenues :			
	Toll Revenue *	\$636.0	\$920.0
	Evasion Recovery	34.0	43.0
	Investment Income	1.0	1.0
	Concession and Miscellaneous	9.0	9.0
Total Estimated Revenues		\$680.0	\$973.0
Less: Total Budgeted Operating Expenses		\$255.0	\$267.5
Less: Deposit to Operating Reserve Sub-Account			10.4
Estimated Net Revenues		\$425.0	\$695.0
Net Revenue Requirement			
	Aggregate Debt Service **	\$249.9	\$259.9
	Renewal and Replacement Account (RR) Deposit per AECOM	160.0	300.0
Net Revenue Requirement (Aggregate Debt Service + Renewal Replacement Deposit)		\$409.9	\$559.9
Alternative Net Revenue Requirement (1.3 X Aggregate Debt Service)		\$324.9	\$337.9
Revenues in Excess of Net Revenue Requirement		\$15.1	\$135.1
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		(3.1)	(11.3)
Additional deposit to RR Account and Improvement Account		\$28.2	\$140.0

* Wilbur Smith and Associates has estimated expected toll revenues to total \$684,331,000 in 2011 and \$972,895,000 in 2012.

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 \$38,221,000 for 2011 and \$52,895,000 for 2012.

An additional adjustment of \$10,110,000 has been made to the 2011 estimate as a contingency for slower economic growth.

** Debt Service for 2012 includes \$6 million interest expenses for new debt and \$4 million for potential increased debt service from refunding/ restructuring synthetic fixed rate bonds.

Totals may not add due to rounding.

Exhibit 111

Acronyms

AA	Affirmative Action
ADA	Americans with Disabilities Act
AED	Automated External Defibrillators
ATIS	Advanced Traveler Information Systems
AVL	Automatic Vehicle Location
BAS	Building Automation System
CA	Central Administration for the Illinois Tollway
CAD	Computer Aided Dispatch
CAFR	Comprehensive Annual Financial Report
CCC	Customer Call Center
CCTV	Closed Circuit Television
CIS	Central Information Services
CMAP	Metropolitan Agency for Planning
CMS	Central Management System
CRP	Congestion-Relief Program
CSI	Control Systems International
CTA	Chicago Transit Authority
CVPS	Commercial Vehicle Permitting System
CW	Central Warehouse
DBE	Disadvantaged Business Enterprise
DMS	Dynamic Message Signs
DUI	Driving Under the Influence
EEC	Executive Ethics Commission
EEO	Equal Employment Opportunity
EMS	Emergency Medical Services
ERP	Enterprise Resource Planning
GAAP	Generally Accepted Accounting Principles
GFOA	Government Finance Officers Association

HVAC	Heating, Ventilation and Cooling
ICT	Illinois Center of Transportation
IDOT	Illinois Department of Transportation
IT	Information Technology
ITS	Intelligent Transportation Systems
IWIN	Illinois Wireless Information Network
LAN/WAN	Local Area Network/ Wide Area Network
LIBOR	London Inter-Bank Offering Rate
LIDAR	Light Detection and Ranging
M&O	Maintenance & Operations
MADS	Maximum Annual Debt Service
MP	Mile Post
MPAF	Midwest Photovoltaic Analysis Facility
M-Site	Maintenance Site
NS	North-South Tollway
ODV	Over-Dimensional Vehicle
ORT	Open Road Tolling
PCI	Payment Card Industry
PII	Personally Identifiable Information
PSB	Professional Service Bulletin
RR&I	Renewal Replacement and Improvement
RTA	Regional Transportation Authority
SAT	Strategic Advisory Team
SDI	System Development Integration
SEIU	Service Employees International Union
SERS	State Employees Retirement System
SIFMA	Securities Industry and Financial Markets Association
SLGS	State and Local Government Series Securities from the US Treasury
TIMS	Transportation Information Management System

TRMMP	Toll Revenue Management & Maintenance Program
UPS	Uninterruptible Power Supply
VES	Violation Enforcement System
WIM	Weigh-in-Motion

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

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

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

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

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

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

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

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

REVISED BUDGET - Reflects the transfer of funds between accounts.

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

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

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

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

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

CONSTRUCTION SECTION ENGINEER (CSE) - The Engineer or firm of engineers and their duly authorized employees, agents and representatives engaged by the Tollway to observe the work to determine whether or not it is being performed and constructed in compliance with the contract.

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

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

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

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

ELECTRONIC TOLL COLLECTION - 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.

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

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

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

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

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

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

HALON SYSTEM – Fire suppression system for the computer rooms.

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

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

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

I-PASS - The Illinois Tollway's electronic toll collection system.

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

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

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

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

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

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.

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

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

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

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

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

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

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

PROJECT - Any Improvement or Renewal and Replacement.

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

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

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

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

REVENUES - (i) all tolls, fees, charges, rents, and other income and receipts derived from the operations of the Tollway System, (ii) the proceeds of any use and occupancy insurance relating to the Tollway System and of any other insurance which insures against loss of revenues, (iii) investment income from any moneys or securities held in Funds, Accounts or Sub-Accounts established under the Amended and Restated Trust Indenture, other than the Construction Fund and (iv) amounts transferred from the Construction Fund to the Revenue Fund and transfers to the Trustee by the Authority from the System Reserve Account pursuant to subsection 1 of Section 512 of the Amended and Restated Trust Indenture. Revenues excludes Federal or State grants and appropriations, loan proceeds, gifts or donations of any kind, transfers, if any, to the Authority as permitted under any Escrow Agreement and receipts not related to the Authority's performance of its obligations under the Amended and Restated Trust Indenture or to the operations of the Tollway System.

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

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

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

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

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

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

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

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

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

TOLLWAY SYSTEM - Collectively 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.

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

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

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

UNMANNED PLAZA - Points of toll collection where toll collectors are not present. Customers

who do not have I-PASS accounts drop toll payments in coin baskets.

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

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

