

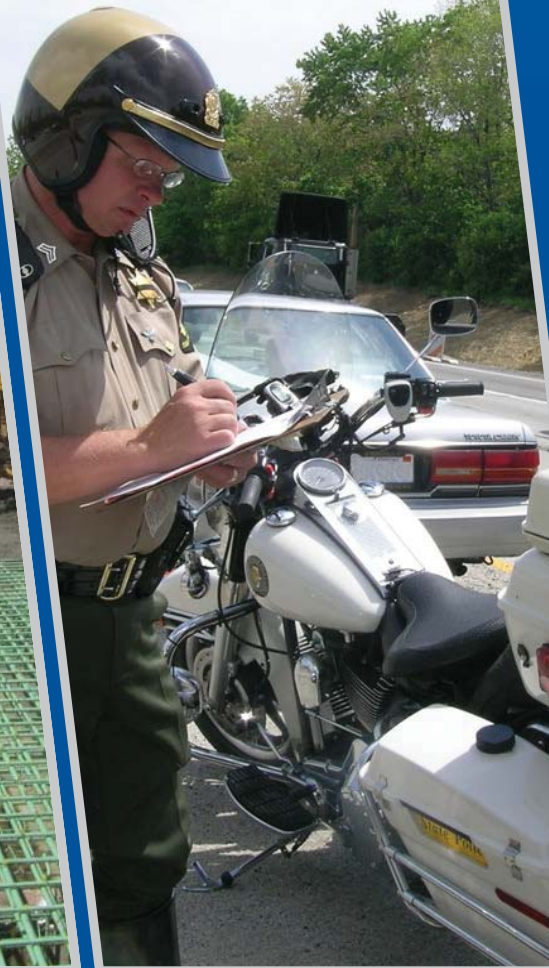
ILLINOIS TOLLWAY

2015 BUDGET

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GOVERNMENT FINANCE OFFICERS ASSOCIATION

*Distinguished
Budget Presentation
Award*

PRESENTED TO

Illinois State Toll Highway Authority

Illinois

For the Fiscal Year Beginning

January 1, 2014

A handwritten signature in black ink, appearing to read 'Jeffrey R. Egan'.

Executive Director

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 2014. 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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<u>Section</u>	<u>Page</u>
Executive Summary	9
Tollway Organization and Background.....	19
Revenue Sources and Underlying Assumptions	27
Fund Structure.....	33
Budget Summaries	41
Strategic Plan	59
Departmental Maintenance and Operations Budgets and Narratives.....	67
Administration	58
Business Systems	75
Communications.....	81
Diversity and Strategic Development.....	87
Engineering.....	91
Executive Office and Directors	105
Finance	113
Information Technology	121
Office of the Inspector General.....	127
Internal Audit.....	131
Legal.....	136
Procurement.....	140
Illinois State Police District 15	144
Toll Operations.....	149
Capital Program.....	155
Debt Management	187
Budget Process and Documents.....	197
Financial Policies and Practices	203
Demographics	209
Appendix	217
2015 Annual Toll Revenue Certificate - CDM Smith.....	219
2015 Renewal and Replacement Deposit Requirement - AECOM.....	241
2015 Certificate of Authorized Officer	242
Acronyms	243
Glossary.....	246

Table of Exhibits

<u>Exhibit Number and Title</u>	<u>Page</u>
Exhibit 1: Tollway Table of Organization	21
Exhibit 2: Tollway Board of Directors.....	22
Exhibit 3: Tollway System Map	26
Exhibit 4: Fiscal Year 2014 - Fiscal Year 2015 Sources of Revenue.....	29
Exhibit 5: Overview of Flow of Funds	36
Exhibit 6: Revenues/Expenditures/Transfers and Changes in Accounts and Fund Balances.....	39
Exhibit 7: Fiscal Year 2015 Budgeted Revenues and Expenditures	43
Exhibit 8: Fiscal Year 2014 - Fiscal Year 2015 Sources of Revenue.....	44
Exhibit 9: Fiscal Year 2015 Projected Sources of Revenue	44
Exhibit 10: Fiscal Year 2014 - Fiscal Year 2015 Allocations of Revenue.....	45
Exhibit 11: Fiscal Year 2015 Projected Allocations of Revenue	45
Exhibit 12: Fiscal Year 2015 Projected Capital Expenditures	46
Exhibit 13: Fiscal Year 2015 Requested Headcount	47
Exhibit 14: Fiscal Year 2015 Maintenance and Operations Budget by Category.....	48
Exhibit 15: Fiscal Year 2015 Maintenance and Operations Budget by Major Account	49
Exhibit 16: Fiscal Year 2015 Maintenance and Operations Budget by Department	52
Exhibit 17: Fiscal Year 2015 Maintenance and Operations Budget - % of Total Budget by Department.....	53
Exhibit 18: Overview of Tollway Operating Metrics	63-64
Exhibit 19: Performance Measurements – Historical Trends.....	65-66
Exhibit 20: Department Functions Overview.....	69
Exhibit 21: Administration - Department Functions.....	70
Exhibit 22: Administration - Budget	71
Exhibit 23: Administration – 2014 Accomplishments and 2015 Goals/Objectives	73
Exhibit 24: Administration – Department Headcount	74
Exhibit 25: Business Systems - Department Functions	75
Exhibit 26: Business Systems - Budget	76
Exhibit 27: Business Systems - 2014 Accomplishments and 2015 Goals/Objectives	77
Exhibit 28: Business Systems – Department Headcount	80
Exhibit 29: Communications - Department Functions	81
Exhibit 30: Communications - Budget.....	82
Exhibit 31: Communications - 2014 Accomplishments and 2015 Goals/Objectives.....	83
Exhibit 32: Communications – Department Headcount.....	86
Exhibit 33: Diversity and Strategic Development - Department Functions.....	87
Exhibit 34: Diversity and Strategic Development - Budget	88
Exhibit 35: Diversity and Strategic Development - 2014 Accomplishments and 2015 Goals/Objectives	89
Exhibit 36: Diversity and Strategic Development – Department Headcount.....	90
Exhibit 37: Engineering - Department Functions.....	91
Exhibit 38: Engineering - Budget	92
Exhibit 39: Engineering - 2014 Accomplishments and 2015 Goals/Objectives.....	93
Exhibit 40: Engineering – Department Headcount	102

<u>Exhibit Number and Title</u>	<u>Page</u>
Exhibit 41: Executive Office and Directors - Department Functions	105
Exhibit 42: Executive Office and Directors - Budget.....	106
Exhibit 43: Executive Office and Directors - 2014 Accomplishments and 2015 Goals/Objectives	107
Exhibit 44: Executive Office and Directors – Department Headcount.....	112
Exhibit 45: Finance - Department Functions	113
Exhibit 46: Finance - Budget.....	114
Exhibit 47: Finance - 2014 Accomplishments and 2015 Goals/Objectives	115
Exhibit 48: Finance – Department Headcount.....	120
Exhibit 49: Information Technology - Department Functions	121
Exhibit 50: Information Technology - Budget	122
Exhibit 51: Information Technology - 2014 Accomplishments and 2015 Goals/Objectives.....	123
Exhibit 52: Information Technology – Department Headcount	125
Exhibit 53: Office of the Inspector General - Department Function	127
Exhibit 54: Office of the Inspector General - Budget.....	128
Exhibit 55: Office of the Inspector General - 2014 Accomplishments and 2015 Goals/Objectives	129
Exhibit 56: Office of the Inspector General – Department Headcount.....	130
Exhibit 57: Internal Audit - Department Functions	131
Exhibit 58: Internal Audit - Budget.....	132
Exhibit 59: Internal Audit - 2014 Accomplishments and 2015 Goals/Objectives	132
Exhibit 60: Internal Audit – Department Headcount.....	135
Exhibit 61: Legal - Department Functions.....	136
Exhibit 62: Legal - Budget	137
Exhibit 63: Legal - 2014 Accomplishments and 2015 Goals/Objectives	138
Exhibit 64: Legal – Department Headcount	139
Exhibit 65: Procurement - Department Functions	140
Exhibit 66: Procurement - Budget.....	141
Exhibit 67: Procurement - 2014 Accomplishments and 2015 Goals/Objectives.....	142
Exhibit 68: Procurement – Department Headcount.....	143
Exhibit 69: Illinois State Police District 15 - Department Functions	144
Exhibit 70: Illinois State Police District 15 - Budget.....	145
Exhibit 71: Illinois State Police District 15 - 2014 Accomplishments and 2015 Goals/Objectives.....	146
Exhibit 72: Illinois State Police District 15 – Department Headcount	148
Exhibit 73: Toll Operations - Department Functions	149
Exhibit 74: Toll Operations - Budget.....	150
Exhibit 75: Toll Operations - 2014 Accomplishments and 2015 Goals/Objectives.....	151
Exhibit 76: Toll Operations – Department Headcount.....	153
Exhibit 77: Capital Program Budget.....	157
Exhibit 78: <i>Move Illinois</i> Program Budget	158
Exhibit 79: <i>Move Illinois</i> Program Expenditures by Year.....	161

Table of Exhibits

<u>Exhibit Number and Title</u>	<u>Page</u>
Exhibit 80: Fiscal Year 2015 <i>Move Illinois</i> Program Budget - Existing System Needs - Jane Addams Memorial Tollway (I-90)	162
Exhibit 81: Fiscal Year 2015 <i>Move Illinois</i> Program Budget - Existing System Needs - Tri-State Tollway (I-94/I-294/I-80).....	163
Exhibit 82: Fiscal Year 2015 <i>Move Illinois</i> Program Budget - Existing System Needs - Veterans Memorial Tollway (I-355).....	163
Exhibit 83: Fiscal Year 2015 <i>Move Illinois</i> Program Budget - Existing System Needs – Reagan Memorial Tollway (I-88).....	164
Exhibit 84: Fiscal Year 2015 <i>Move Illinois</i> Program Budget - Existing System Needs – Systemwide Projects	165
Exhibit 85: Fiscal Year 2015 <i>Move Illinois</i> Program Budget - System Expansion - Tri-State Tollway (I-294)/ I-57 Interchange	165
Exhibit 86: Fiscal Year 2015 <i>Move Illinois</i> Program Budget - System Expansion - Elgin O'Hare Western Access Project	166
Exhibit 87: Fiscal Year 2015 <i>Move Illinois</i> Program Budget - System Expansion – Illinois Route 53/120/Other Planning Studies.....	167
Exhibit 88: Congestion-Relief Program and “Other” Capital Projects Budget.....	168
Exhibit 89: Fiscal Year 2015 Congestion-Relief Program Budget - Tri-State Tollway (I-94/I-294/I-80).....	170
Exhibit 90: Fiscal Year 2015 Congestion-Relief Program Budget - Jane Addams Memorial Tollway (I-90).....	171
Exhibit 91: Fiscal Year 2015 Congestion-Relief Program Budget - Reagan Memorial Tollway (I-88)	171
Exhibit 92: Fiscal Year 2015 Congestion-Relief Program Budget - Veterans Memorial Tollway (I-355)	172
Exhibit 93: Fiscal Year 2015 Congestion-Relief Program Budget - Open Road Tolling.....	172
Exhibit 94: Fiscal Year 2015 Congestion-Relief Program Budget - Systemwide	173
Exhibit 95: Fiscal Year 2015 Other Capital Projects Highlights	176
Exhibit 96: Fiscal Year 2015 Capital Program Construction Map	185
Exhibit 97: Outstanding Bonds as of January 1, 2015	191
Exhibit 98: Estimated Debt Service Obligations	193
Exhibit 99: Debt Service Coverage	194
Exhibit 100: Debt Service Swap Portfolio.....	196
Exhibit 101: 2015 Budget Planning Calendar.....	201
Exhibit 102: Tollway Service Area Map.....	211
Exhibit 103: Tollway Service Area Population 1980 vs. 2010.....	213
Exhibit 104: Tollway Service Area Population 2000 vs. 2010.....	213
Exhibit 105: Tollway Service Area Population 2010 vs. 2040 Forecast.....	212
Exhibit 106: Tollway Service Area Employment 2000 vs. 2010.....	213
Exhibit 107: Tollway Service Area Employment 2010 vs. 2040 Forecast.....	214
Exhibit 108: 2015 Annual Toll Revenue Certificate - CDM Smith.....	219
Exhibit 109: 2015 Renewal and Replacement Deposit Requirement - AECOM.....	241
Exhibit 110: 2015 Certificate of Authorized Officer.....	242

Executive Letter



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To the Honorable Board Chair and Directors:

The Illinois Tollway's 2015 Budget keeps the interests of the customers and communities we serve at the forefront of everything we do and provides for the largest amount committed to infrastructure improvements in the agency's history, including the agency's 15-year, \$12 billion capital program, Move Illinois: The Illinois Tollway Driving the Future.

Simultaneously, this spending plan continues to hold the line on annual maintenance and operations costs for the 286-mile system as we deliver on the promised infrastructure improvements for our 1.4 million daily drivers throughout Northern Illinois.

This commitment to strong fiscal management, principled business practices and excellent customer service will ensure that 2015 is one of the most successful years in Tollway history.

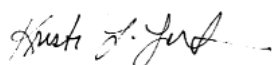
As good stewards of our customers' money, the \$1.6 billion in capital improvements are essential to our key goals to increase transparency and accountability, enhance customer service, foster environmental responsibility and sustainability, increase collaboration with transportation agencies and promote the regional economy. Our 2015 budget serves as a guide to support the agency's mission to provide safe, efficient travel and superior customer service at every turn.

The investments we're making continue our work to build a modern system of roadways capable of meeting regional travel demand over the next decade and beyond, as well as support and create thousands of jobs and help stimulate the local and regional economies.

The 2015 Budget provides \$1.56 billion in funding for capital infrastructure projects, including \$839.6 million to continue rebuilding and widening the Jane Addams Memorial Tollway (I-90) as a state-of-the-art 21st century corridor, \$319.8 million to continue building the new, all-electronic Elgin O'Hare Western Access Project, \$107.9 million to resurface the Reagan Memorial Tollway (I-88) from Illinois Route 251 to U.S. Route 30, \$19 million to begin design for bridge reconstruction on the Tri-State Tollway (I-94/I-294/I-80) and \$6.1 million funding planning studies for the Illinois Route 53/120 Project and other emerging projects. Also in 2015, \$241.1 million has been budgeted for systemwide roadway, interchange and bridge repairs and other work to address the needs of the existing Tollway system.

I look forward to 2015 being a record-setting year for the Tollway with a financially sound, balanced budget in place accompanied by a strong commitment to continue providing opportunities for individuals and businesses of all sizes and types to benefit from our historic capital investments.

Your efforts on behalf of the Tollway and its customers are greatly appreciated.



Executive Director



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Executive Summary



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The Illinois Tollway's 2015 Budget outlines a spending plan that continues to hold the line on annual maintenance and operations costs for the 286-mile system and simultaneously provides for the investment of more than \$1.6 billion in capital spending – the largest amount committed to infrastructure improvements in the agency's history, including the fourth year of the agency's 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*.

Move Illinois will improve mobility, relieve congestion, reduce pollution, create as many as 120,000 jobs and link economies across the Midwest. *Move Illinois* is addressing the remaining needs of the existing Tollway system; rebuilding and widening the Jane Addams Memorial Tollway (I-90) as a state-of-the-art 21st century corridor; constructing a new interchange to connect the Tri-State Tollway (I-294) and I-57; building a new, all-electronic Elgin O'Hare Western Access and funding planning studies for the Illinois Route 53/120 Project, Illiana Expressway and other emerging projects.

The 2015 Budget includes \$1.6 billion in capital spending and \$310.6 million in operational costs to fulfill the Tollway's commitment to provide its customers with outstanding customer service and safe and efficient travel.

The Illinois Tollway remains dedicated to strong fiscal management as it implements the largest capital program of any toll road agency in the nation. In the third year of the *Move Illinois* Program, the Tollway was able to deliver Phase One of the \$719 million Tri-State Tollway (I-294)/I-57 Interchange Project, complete roadway improvements on the 37-mile western segment of the \$2.5 billion Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project and make significant progress constructing the \$3.4 billion Elgin O'Hare Western Access Project.

As the Tollway continues to build a modern system of roadways capable of meeting regional travel demand over the next decade and beyond, the agency will invest in other key initiatives needed in 2015, while continuing to be responsible with the agency's finances.

The Tollway continues to find new ways to minimize costs and maximize operating efficiencies as part of the 2015 Budget. The following budget efficiencies are estimated to save the Tollway nearly \$1.2 million in 2015:

- \$600,000 in savings from the agency's effort to rebid collection agency fees.
- \$520,000 in cost savings as a result of transitioning to a more efficient back office system and reduced maintenance on the existing system.
- \$22,500 in savings due to consolidation of advertising and promotions costs.
- \$13,000 reduction in agency travel costs.
- \$9,600 in savings from reduced printing and publications.

These are in addition to the \$16 million of recurring savings in the last five annual budgets. In all, the Tollway has implemented more than \$64 million in one-time or multi-year savings since 2010.

The Illinois Tollway is committed to serving the transportation needs of Northern Illinois and its 1.4 million daily drivers by furthering transparency and accountability, enhancing customer service, fostering environmental responsibility and sustainability, increasing collaboration with transportation and planning agencies and promoting the regional economy. The 2015 Budget outlines a roadmap for the agency as it continues to work toward these goals.

Furthering Transparency and Accountability

The Tollway continues to find new ways to increase transparency and accountability to its customers and the communities it serves. The 2015 Budget will provide:

- \$17 million to purchase, test and install state-of-the-art cameras to help ensure the accuracy of toll violations.
- \$12.3 million to support the development and implementation of an enterprise resource planning system to enable the Tollway to maximize resources and manage its business functions more efficiently and effectively.
- \$300,000 to design and implement a network operations center to assist the agency in monitoring current computer systems and the new back office and enterprise resource planning systems.
- \$36,000 to update and enhance webcasting services to provide the public with live access to meetings of the Tollway Board and its committees.

Enhancing Customer Service

The Tollway has continued to identify ways to improve customer service as part of the 2015 Budget. Examples of new services and enhancements for 2015 include:

- \$2.5 million to implement new color over-the-road dynamic message signs to enhance communications with drivers using pictographs and symbols.
- \$1 million for website improvements including enhanced customer service for online I-PASS account management.
- \$392,000 for construction work zone enforcement details by Illinois State Police District 15 and District 2.
- \$300,000 to provide additional capacity at the I-PASS Customer Service Call Center.
- \$300,000 to test new automatic toll payment machines as the agency prepares to replace obso-

lete coin machines at interchange ramp locations systemwide.

- \$55,000 for additional radar and speed-detection equipment that will allow Illinois State Police District 15 to better monitor driver behavior and reduce roadway incidents.

Promoting Economic Growth

The Tollway is committed to investing in roadway infrastructure that helps improve quality of life by saving people time and money, creating jobs and stimulating the local and state economies. The 2015 Budget includes:

- \$839.6 million for the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project, which will build a 21st century, state-of-the-art corridor linking Rockford to O'Hare International Airport.
- \$319.8 million to continue construction on the Elgin O'Hare Western Access Project – the first all-electronic roadway on the Tollway system providing western access to O'Hare International Airport.
- \$241.1 million for ongoing bridge, pavement and facility maintenance, as well as improvements to safety and intelligent transportation systems on the existing tollway system.
- \$107.9 million for roadway resurfacing of the west end of the Reagan Memorial Tollway (I-88) and design for future reconstruction on the east end.

Increasing Collaboration

The Tollway continues to work collaboratively with other transportation agencies, communities and organizations and pursue creative partnerships that can help the agency advance its goals. The 2015 Budget includes:

- \$6.1 million to support planning and environmental studies, including those initiated through the role of the Illinois Route 53/120 Blue Ribbon Advisory Committee and its subcommittees.
- \$1.2 million to support and expand the Tollway's workforce development and technical assistance programs to small businesses to help strengthen the capacity of disadvantaged, veteran-, minority- and women-owned firms working with the Tollway, as well as expansion of the Business Enterprise Program for goods and services.
- Ongoing collaboration with Pace and the Regional Transportation Authority (RTA) regarding transit opportunities, including the first park-and-ride facilities on the Tollway system.

Fostering Environmental Responsibility

The Tollway is committed to using renewable energy and green technology, as well as adopting research initiatives and best management practices to reduce energy use and costs. In 2015, the Tollway will

provide:

- \$1 million to support an agencywide research program to study environmental and roadway safety initiatives.
- \$900,000 to retrofit lighting at toll plazas, parking lots and other facilities to reduce electrical consumption.
- \$756,000 to provide E-85 fuel at all maintenance sites to increase volume used to 275,000 gallons annually as required by the Governor's Executive Order #11 for reducing petroleum use.
- \$547,000 to continue the development of life cycle assessment tools to monitor and analyze the Tollway's use of recycled materials – recycled concrete, asphalt, roof shingles, tires, steel slag, fly ash and foundry sand as base materials, backfill and other materials in new pavement used in all Tollway construction projects.

2015 Budget Overview

The Illinois Tollway is funded by revenues from operations and proceeds from the issuance of revenue bonds utilized for the expansion, reconstruction and improvement of the Tollway system. The 2015 Budget is a balanced budget in which revenues provide sufficient resources for operating and maintenance expenses, debt service and deposits to the renewal and replacement and improvement accounts as provided in the Trust Indenture.

Revenue

2015 revenues are projected to total \$1,170 million, an increase of \$148 million over the current 2014 estimate and \$155 million over the 2014 original budget:

- \$1,160 million of toll revenues and evasion recovery,
- \$9.3 million of concessions and miscellaneous revenues,
- \$0.7 million of investment income.

The Fiscal Year 2015 Budget allocates \$1,170 million of revenues as follows:

- \$310.6 million to fund maintenance and operations, an increase of \$11.6 million, or 3.9 percent, above the fiscal year 2014 revised operating budget of \$299 million.
- \$362.3 million for debt service transfers, including interest expense on \$800 million of new debt.

- \$497.1 million for the 2015 Capital Program and capital investments (deposits to Renewal and Replacement and Improvement accounts).

Changes from the 2015 Tentative Budget to the 2015 Final Budget

The pension contribution rate increased from 42.339 percent to 43.969 percent, resulting in an increase of approximately \$1.3 million, from \$46.9 million to \$48.3 million to fund the Retirement Account. The 2015 Budget will accommodate this increase by reallocating \$1.3 million from the salaries, wages and the Federal Insurance Contributions Act (FICA) accounts to the retirement account.

Maintenance and Operations Budget

The 2015 Operating Budget includes \$310.6 million to fund the ongoing operating costs of the Illinois Tollway. The 2014 Operating Budget is increased by \$3.5 million to accommodate winter storm costs incurred earlier this year and to replenish depleted winter supplies. The Operations Budget focuses on funding key priorities and spending on essential services including the following:

- A 2014 budget supplement of \$3.5 million for winter-related payroll, materials, parts and fuel, combined with the 2015 budget request will help to protect drivers, Illinois State Police District 15 and Tollway workers during the winter months.
- An increase of \$1.2 million for customer service to support and enhance electronic toll collection and violation enforcement. This includes funding for the Customer Service Call Center to cover increased call rates, minutes and transponder replacements.
- An increase of \$1.1 million to continue maintaining and adding to the Tollway's infrastructure for fiber-optic network, as well as intelligent transportation systems (ITS) devices. A total of 28.5 percent more fiber will be maintained systemwide by the end of 2015, mainly due to the Elgin O'Hare Western Access Project.
- Total budgeted headcount will be retained at 1,595 for the third consecutive year, while re-prioritizing positions to support the largest annual capital program in the Tollway's history. Wages and salaries increase \$100 thousand including the cost of collective bargaining agreements. Mandated FICA tax and retirement contributions increase \$3.5 million.
- Group health insurance costs increase \$1.6 million for employees and Illinois State Police District 15 personnel, while projected costs for workers' compensation insurance increase \$1.8 million.
- An increase of \$2.5 million to accommodate merchant card fees associated with increased revenue and electronic toll payments from commercial vehicles.

The fiscal year 2015 Operating Budget increases \$11.6 million, or 3.9 percent, from the revised 2014

budget. The Operating Budget includes \$165.2 million for wages, salaries, payroll taxes and retirement contributions, an increase of 2.2 percent from amounts budgeted in 2014. These costs account for 53.2 percent of the operating budget. Non-payroll costs total \$145.4 million, an increase of 5.8 percent.

Among the non-payroll costs, insurance costs total \$44.1 million and account for 14.2 percent of the 2015 Budget.

Outside services is budgeted at \$28.5 million, an increase of \$1.7 million from the 2014 Budget; while bank charges or merchant card fees increase \$2.5 million for a total of \$19.1 million.

Equipment maintenance is budgeted to increase \$0.3 million to \$15.4 million, while contracted maintenance costs increase \$1.1 million to \$5.2 million.

Consulting services are funded at \$10.5 million in the operating budget, a decrease of \$1.4 million.

Other budget items include operational materials at \$5.5 million, a decrease of \$1.5 million; fuel and oils at \$5.0 million, an increase of \$0.7 million; utilities at \$3.6 million, an increase of \$0.3 million; telephone and telegraph at \$3.1 million, an increase of \$0.4 million; and replacement parts at \$3.0 million, an increase of \$0.4 million.

Approximately \$9.9 million has been allocated to the capital program based on personnel services (salary/wages, FICA, retirement and group health insurance) provided by Tollway staff working on roadway programs.

Capital Program

The Illinois Tollway will invest \$1,625 million in 2015 for projects to repair and rebuild roadways, bridges and interchanges and other capital investments across the 286-mile system, including \$1,332 million to fund the fourth year of the agency's 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*.

- \$839.6 million for the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project.
- \$319.8 million for work on the Elgin O'Hare Western Access Project, including funds to complete final design for the Illinois Route 390/I-290 Interchange and for work to begin repairing and widening the existing portion of Illinois Route 390 (formerly known as the Elgin O'Hare Expressway).
- \$241.1 million for systemwide pavement and bridge repairs and improvements, maintenance facility upgrades, toll collection and information technology related projects, as well as program support activities.

- \$107.9 million for resurfacing between Illinois Route 251 and U.S. Route 30 on the Reagan Memorial Tollway (I-88).
- \$20.2 million for the new Tri-State Tollway (I-294)/I-57 Interchange.
- \$19 million to begin design for bridge reconstruction on the Tri-State Tollway (I-94/I-294/I-80).
- \$6.1 million for planning studies for the Illinois Route 53/120 Project in Lake County, as well as other planning studies.
- \$5.4 million for the toll collection system improvements.
- \$914 thousand primarily for right-of-way services for repair work that may require surveys or assessments in the near future on the Veterans Memorial Tollway (I-355).

Other Capital Projects

Additionally, 2015 Budget includes the following other capital projects to support the Tollway's ongoing operations:

Equipment - \$27.4 Million

The 2015 Capital Budget for equipment includes \$12 million to replace and purchase new roadway vehicles and equipment. A total of \$10.7 million is anticipated to be spent in 2015 for technology-related equipment including I-PASS transponders, toll audit video backup systems, systemwide phone/voice mail system, computer-aided dispatch (CAD) system upgrade and computer hardware/software needs, Web/e-commerce and network disaster recovery systems, station battery plant and building security improvement upgrades, as well as other similar program needs.

More than \$3.7 million will be spent for projects related to intelligent transportation systems (ITS), including dynamic message sign upgrades and improvements, phase two of the ITS video migration from analog to digital format and other ITS hardware/software enhancements and upgrades. Expenditures of \$470 thousand for Illinois State Police District 15 equipment is anticipated for 2015 to include patrol car accessories, speed timing devices, completion of the firing range target retrieval system, Tasers and crash reconstruction stations. In addition, \$500 thousand will be spent for other miscellaneous capital equipment.

General Consulting Services - \$22.2 Million

The 2015 Capital Budget includes funding for general consulting services related to general and traffic engineering, design and construction management, as well as services related to facility repairs improvements.

Other Services - \$8.5 Million

Approximately \$5.7 million is allocated for the development of an enterprise resource planning system and \$2.8 million for governmental research and infrastructure management services to support the capital program.

Building Repairs and Maintenance - \$4.7 Million

Expenditures for systemwide initiatives include facility and elevator improvements and rehabilitation, communications tower preservation, office furniture purchases, roof repairs and replacement, as well as floor and in-ground vehicle hoist replacement. In addition, funding is allocated for Central Administration building projects including heating, ventilation, air conditioning and steam boiler replacement, ductwork improvements, skylight repairs, exterior beam painting and building tuck pointing, entrance reconstruction, ergonomic work station installation for the Illinois State Police District 15 operations room and energy initiative to achieve Leadership in Energy and Environmental Design (LEED) certification.

Roadway - \$2.2 Million

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

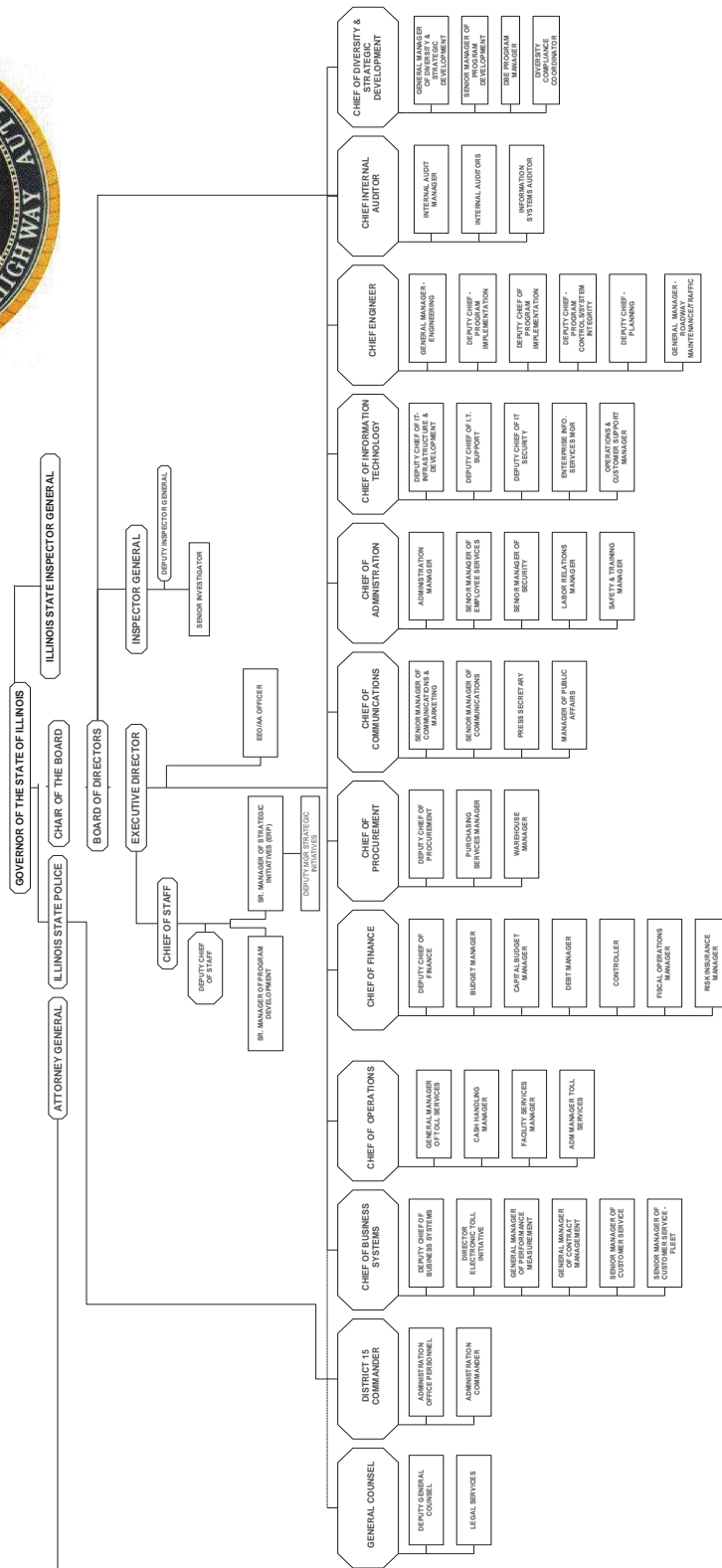
Conclusion

The Tollway's Budget for 2015 commits the largest amount for infrastructure improvements in the agency's history while controlling growth of the agency's operating expenses to 3.9 percent above the revised fiscal year 2014 budget. The Tollway is self-supporting and depends on revenue from tolls to finance its operations. The agency is committed to transparent and accountable use of budgeted funds. With a budget that includes \$311 million for maintenance and operations and \$1,625 million for the capital program, the Tollway will have resources essential to continue implementation of the *Move Illinois* Program providing congestion relief and improved regional mobility critical to economic growth in Northern Illinois.

Tollway Organization and Background

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TABLE OF ORGANIZATION



The Illinois Tollway

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

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

Board of Directors

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

Name	Initial Appointment	Expiration of Current Term
Gov. Pat Quinn, <i>ex officio</i>	N/A	N/A
Acting Transportation Secretary Erica J. Borggren, <i>ex officio</i>	N/A	N/A
Paula Wolff, Chair	August 13, 2009	May 1, 2017
James J. Banks	October 27, 1993	May 1, 2017
Terrence D'Arcy	October 28, 2011	May 1, 2015
Earl Dotson Jr.	June 28, 2013	May 1, 2017
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, 2017
Tom Weisner	August 13, 2009	May 1, 2015

Exhibit 2

Organizational Structure

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

The Tollway System

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

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

Routes

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

The **Jane Addams Memorial Tollway** (I-90), constituting a portion of Interstate 90, is a 76-mile roadway. The Jane Addams Memorial Tollway begins east of the intersection of the Kennedy Expressway from downtown Chicago and the Tri-State Tollway in the vicinity of O'Hare International

Airport and extends to the west, crossing the Fox River just north of Elgin, Illinois. From there, it runs northwesterly to Rockford, Illinois, and then northerly to a point near the Illinois-Wisconsin border, where it feeds into the Wisconsin portion of I-90 leading to Madison, Wisconsin.

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

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

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

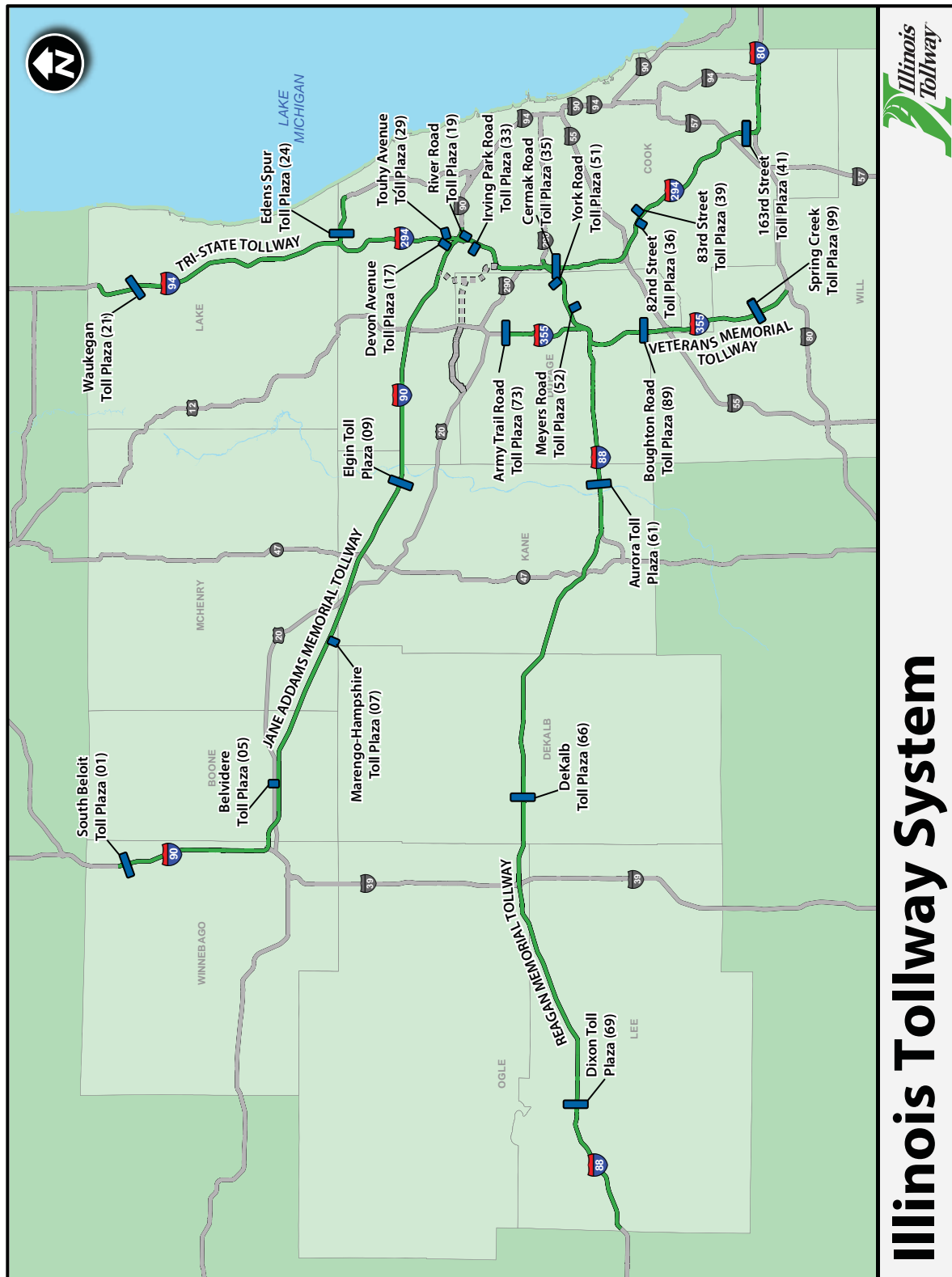


Exhibit 3

Revenue Sources and Underlying Assumptions

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

Revenues

For budgetary purposes, the Tollway classifies revenues into three categories: Toll Revenues and Evasion Recovery, Investment Income and Concessions and Miscellaneous. The revenues generated from toll collection and evasion recovery includes tolls, fines and fees collected through the violation enforcement system.

On November 20, 2008, and again on August 25, 2011, the Illinois Tollway Board of Directors approved a toll adjustment to commercial vehicle toll rates by phasing in a 60 percent increase (including tiers for small, medium and large trucks). The adjustment will also include a cost of living inflator starting 2018. The scheduled increase will become effective as follows:

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

Total revenues for 2015 is projected to total \$1,170 million, an increase of \$155 million, or 15.3 percent, over the fiscal year 2014 budget; or 14.5 percent above the current estimate for 2014. The 2014 Budget for Toll revenues was \$1,005 million.

Toll revenues is estimated to total \$1,012 million in 2014 and is projected to total \$1,160 million in 2015. Of the Tollway's total revenues, toll evasion recovery revenues is expected to generate approximately \$50 million in 2014 and \$52 million in 2015. Projection for investment income is \$700 thousand for 2014 and for 2015. In addition, concessions and miscellaneous revenues is expected to generate \$9.3 million in 2014 and 2015 respectively.

Sources of Revenues FY 2014 - FY 2015			
	(\$ millions)		
	FY 2014 Budget	FY 2014 Estimates	FY 2015 Projections
Toll Revenues and Evasion Recovery	\$1,005	\$1,012	\$1,160
Investment Income	2	1	1
Concessions and Miscellaneous Revenues	8	9	9
Revenues Total	\$1,015	\$1,022	\$1,170

Exhibit 4

Toll Revenue Estimates

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

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

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

In addition to travel times and toll costs, the modeling process takes into account the physical characteristics of the roadway system, which change over time. For example, after a widening project on the Tollway is completed, the additional lanes can reduce congestion and increase use of the Tollway. The 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 upcoming year. Transactions by month by vehicle class for each toll plaza direction for several prior years are entered into a database. This recent trend data coupled with a short-term estimate of economic conditions and other factors such as construction impacts are used to develop base transactions by plaza direction by vehicle type. These base estimates are then adjusted for construction projects (both on and off the Tollway) and roadway changes caused by the availability of additional capacity. The size of these adjustments is determined using the travel demand modeling process, as well as the manual adjustment processes 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 monthly revenues by plaza. CDM Smith has estimated expected toll revenue to total \$1,025 million in 2014 and \$1,178 million for 2015. Please refer to CDM Smith's Toll Revenue Certificate on Pages 219-240.

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 published toll based on vehicle class, time of day and payment type. The expected revenue does not account for overpayments, underpayments, exemptions or 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 (VES) to collect violations. Using VES, the Tollway captures images of the license plates of vehicles that pass through lanes without paying the full toll either by I-PASS or cash. This system takes multiple images of vehicles when violations occur. First notices for violators include a \$20 fine and the cash toll for each unpaid toll. The fines increase 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 who 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 gains and losses on sales of investments, as well as interest income on Tollway funds, I-PASS cash escrow accounts and accounts held by the Bond Trustee.

Concessions and Miscellaneous Revenues

Concessions revenue is generated from the Tollway's oases, where third-party vendors provide fuel, food and other conveniences to Tollway customers. Miscellaneous income includes revenues from highway emergency lane patrol (H.E.L.P.) truck sponsorships, overweight truck fines, rental and easement income, tower co-location fees, rental income, fiber-optic lines, transponder fees, insufficient I-PASS fees, finance charges, scrap material sales and other miscellaneous receipts.



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Fund Structure

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Fund and Account Description

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

Revenue Fund

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

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

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

Third, to the interest sub-account 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 Payment Account (June 22, 2005);

Eighth, to the Renewal and Replacement Account;

Ninth, to the Improvement Account; and

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

Overview of Flow of Funds

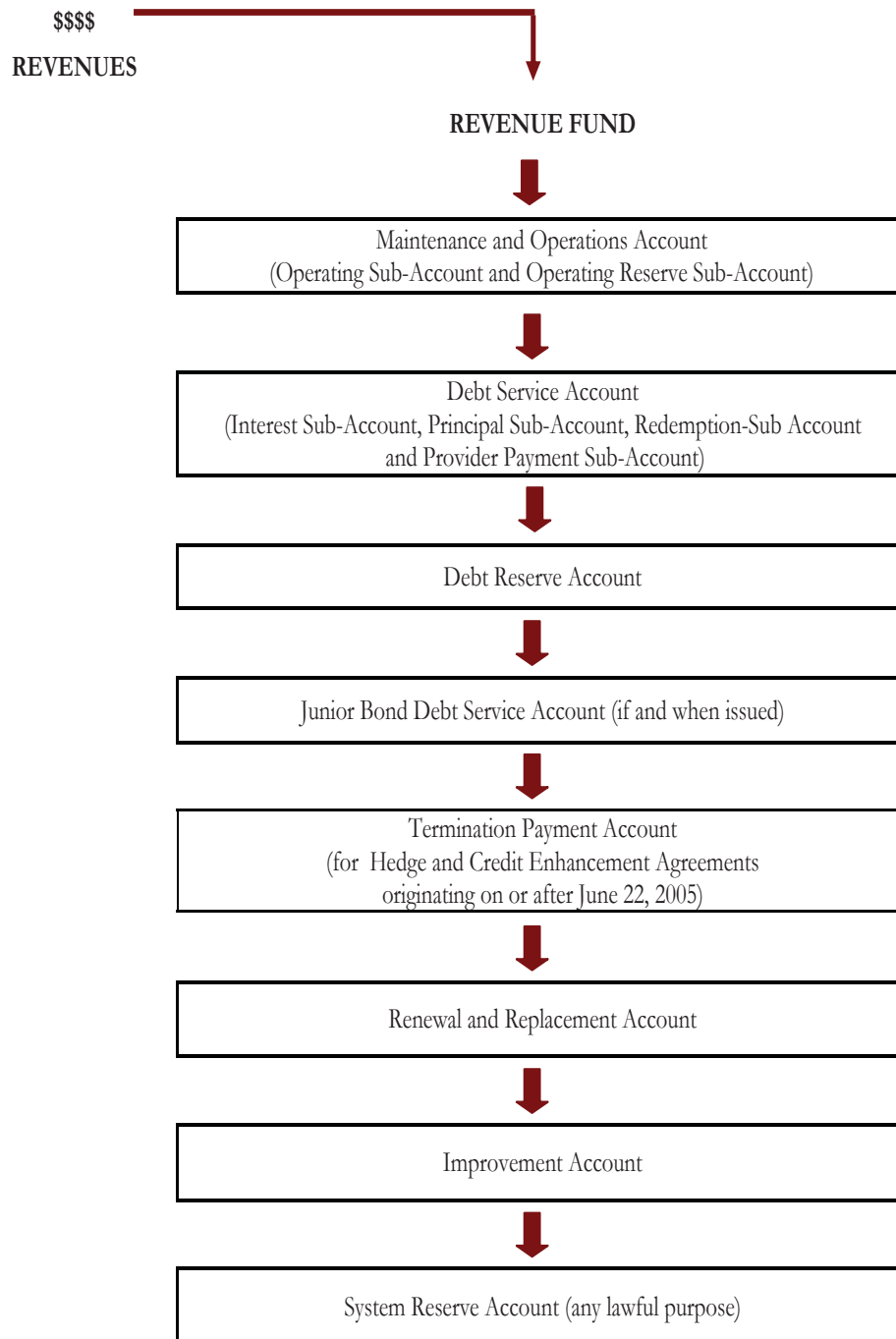


Exhibit 5

Maintenance and Operations Account

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

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

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

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

Debt Service Account, Debt Reserve Account and Termination Payment Account

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

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

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

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

Renewal and Replacement Account

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

Improvement Account

At the direction of the Tollway, amounts are then applied to the Improvement Account for allocation

to Improvement projects until the balance in the Account is equal to the Improvement Requirement.

System Reserve Account

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

Construction Fund

The Construction Fund is held as a separate segregated fund. The Construction Fund receives funds from the sale of bonds and the investment of 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 2013 - 2015
Statement of Revenues/Expenditures/Transfers and
Changes in Accounts and Fund Balances
(\$ millions)

ACCOUNTS/ FUNDS	2013 Actual	2014 Estimate	2015 Budget	2015 to 2014 % Change
<u>Maintenance and Operations Account</u>				
Beginning Balance	\$41.9	\$33.3	\$27.4	
Transfer from Revenue Fund to Operating Sub-Account	269.0	293.1	310.6	
Transfer from Revenue Fund to Operating Reserve Sub-Account	0.0	0.0	0.0	
Expenditures	(277.5)	(299.0)	(310.6)	
Ending Balance	\$33.3	\$27.4	\$27.4	0.0%
<u>Debt Service Account</u> (1)				
Beginning Balance	\$102.6	\$134.6	\$117.9	
Transfer from Revenue Fund (2)	294.7	313.2	362.3	
Federal Subsidy for Build America Bonds	15.0	15.1	15.1	
Bonds Retired	(56.4)	(92.9)	(97.8)	
Interest Expense	(207.1)	(224.0)	(266.4)	
Other Financing Costs (5)	(14.2)	(28.2)	(7.1)	
Ending Balance	\$134.6	\$117.9	\$123.8	5.1%
<u>Renewal and Replacement Account</u>				
Beginning Balance	\$309.3	\$339.3	\$311.9	
Transfer from Revenue Fund (2)	200.4	200.0	240.0	
Expenditures (3)	(170.3)	(227.5)	(401.1)	
Ending Balance	\$339.3	\$311.9	\$150.8	-51.7%
<u>Improvement Account</u>				
Beginning Balance	\$169.0	\$214.8	\$278.9	
Transfer from Revenue Fund (2)	242.6	215.7	257.1	
Transfer from Construction Fund	252.8	800.0	900.0	
Expenditures (3)	(449.7)	(951.6)	(1,223.9)	
Ending Balance	\$214.8	\$278.9	\$212.2	-23.9%
<u>Construction Fund</u>				
Beginning Balance	\$0.0	\$270.2	\$386.2	
Bond Proceeds (4)	523.0	916.0	748.0	
Investment Income	0.1	0.0	0.0	
Transfers to Improvement Account	(252.8)	(800.0)	(900.0)	
Ending Balance	\$270.2	\$386.2	\$234.2	-39.4%

(1) Prior to February 26, 2014, balances in the Debt Service Account included \$19.4 million originally authorized for optional swap termination payments, which such authorization was expanded in December 2013 to include refunding or redeeming fixed rate bonds. These funds were applied towards refunding a portion of Series 2005A Bonds on February 26, 2014.

(2) Includes allocation of interest income.

(3) 2013 expenditures reflected cost recoveries of \$11.1 million for the Improvement Account and \$1 million for the Renewal and Replacement Account pursuant to inter-governmental agreements (IGA), and 2014 estimated expenditures are net of IGA reimbursements of \$3.5 million for the Improvement Account and \$3.9 million for the Renewal and Replacement Account. 2015 Budgeted Expenditures do not reflect any IGA reimbursements.

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

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

Totals may not add due to rounding.

Exhibit 6

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Budget Summaries

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Fiscal Year 2015 Budgeted Revenues and Expenditures

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

Revenues

Toll Revenue and Evasion Recovery	\$1,160 million	Collections via cash, I-PASS or recovery of violation payments
Concessions	\$2 million	Oases, fuel, food and retail sales
Investment Income	\$0.7 million	Interest income on Tollway funds and I-PASS cash escrow accounts
Miscellaneous	\$7.3 million	Revenue from overweight trucks, fines, rental of assets for fiber optics, license fees, etc.
Total Current Revenues	\$1,170 million	

Operating Expenses

Maintenance and Operations	\$311 million	Related to toll collections, roadway maintenance, traffic control, safety, insurance and administration
Debt Service	\$362 million	Principal and interest payments and other financing costs
Total Operating and Debt Service Expenditures	\$673 million	

<u>Capital Program Expenditures</u>	\$1,625 million	Capital expenditures for systemwide maintenance, reconstruction and expansion
--	------------------------	---

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

Exhibit 7

Sources of Revenues FY 2014 - FY 2015

(\$ millions)

	FY 2014 Budget	FY 2014 Estimates	FY 2015 Projections
Toll Revenues and Evasion Recovery	\$1,005	\$1,012	\$1,160
Investment Income	2	1	1
Concessions and Miscellaneous Revenues	8	9	9
Revenues Total	\$1,015	\$1,022	\$1,170

Exhibit 8

Projected Sources of Revenues Fiscal Year 2015 \$1,170 Million

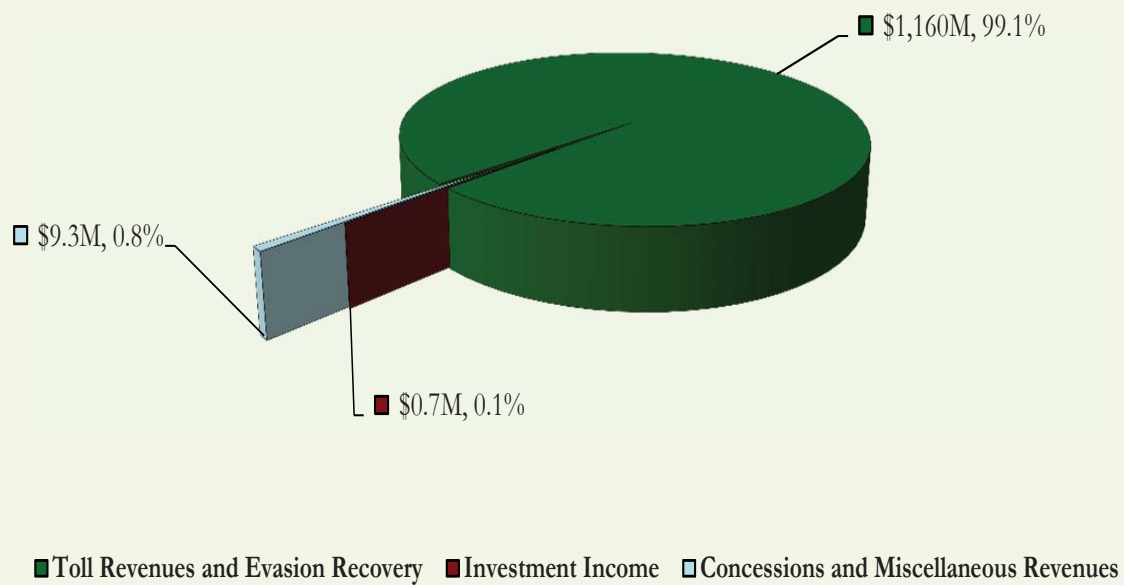


Exhibit 9

Allocations of Revenues FY 2014 - FY 2015

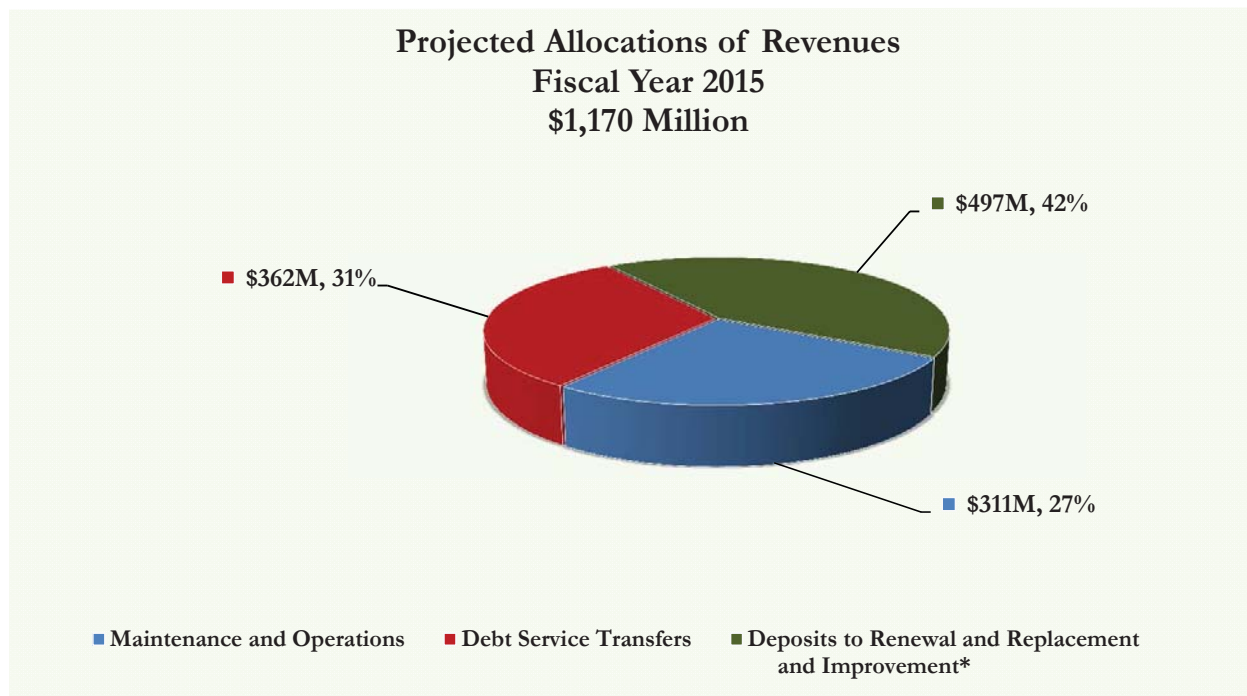
(\$ millions)

	FY 2014 Budget	FY 2014 Estimates	FY 2015 Projections
Maintenance and Operations	\$295	\$293	\$311
Debt Service Transfers	334	313	\$362
Deposits to Renewal and Replacement and Improvement*	386	416	\$497
Allocations Total	\$1,015	\$1,022	\$1,170

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

Totals may not add due to rounding.

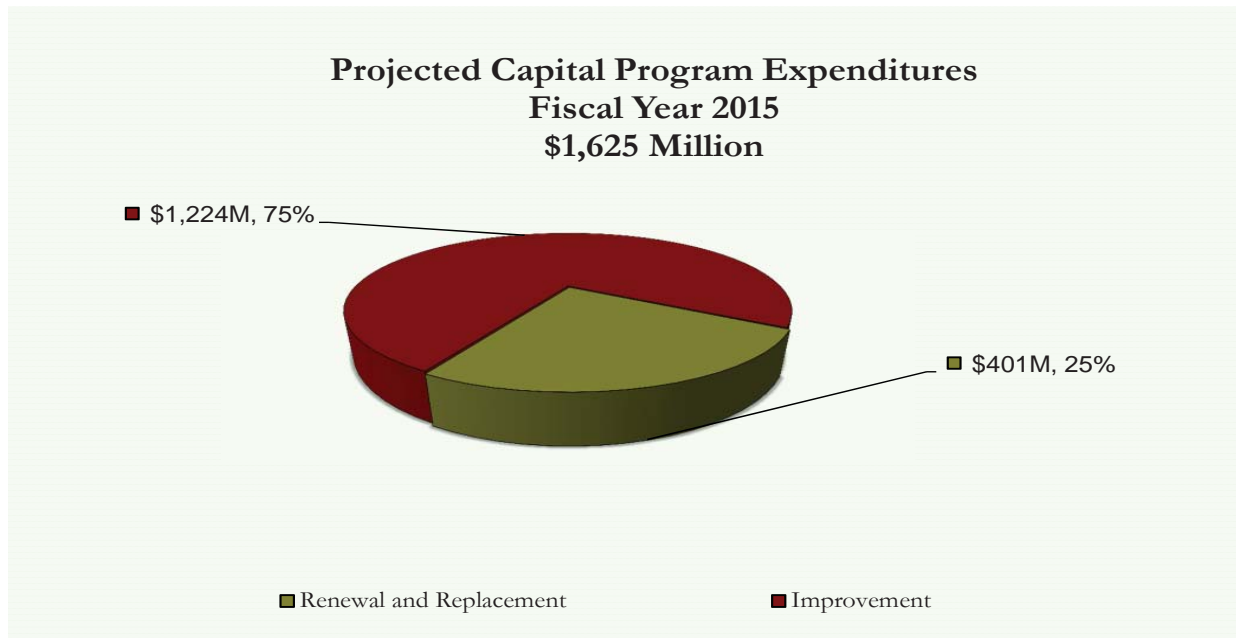
Exhibit 10



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

Totals may not add due to rounding.

Exhibit 11



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

Exhibit 12

FY 2015 Requested Headcount

Department	2012 Budget	2013 Budget	2014 Budget	2015 Request	Change From 2014 Budget
Administration	36	36	36	36	-
Business Systems	63	63	63	63	-
Communications	11	11	11	11	-
Diversity and Strategic Development	6	6	6	6	-
Engineering	591	605	605	612	7
Executive Office and Directors	7	7	7	7	-
Finance	53	54	55	56	1
Information Technology	70	70	68	68	-
Inspector General	6	6	6	6	-
Internal Audit	6	6	7	8	1
Legal	12	12	12	12	-
Procurement	52	54	54	54	-
State Police	19	19	19	19	-
Toll Operations	666	646	646	637	(9)
Total Headcount	1,598	1,595	1,595	1,595	-

Exhibit 13

Headcount Summary

- Engineering is adding seven positions, of which two will be allocated to the *Move Illinois* program.
- Finance is adding one position to debt management and it will also be allocated to the *Move Illinois* program.
- Internal Audit is adding one position.
- Toll Operations is eliminating nine vacant positions due to changing operational needs.

FY 2015 Maintenance and Operations Budget

By Category

(\$ Thousands)

Category	2013 Actual Expenditures	2014 Budget*	2015 Budget Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$103,081	\$109,644	\$109,744	\$100	0.1%
FICA and Retirement	47,192	51,948	55,472	3,524	6.8%
Group Insurance	28,637	30,058	31,635	1,577	5.2%
All Other Insurance	12,664	10,483	12,448	1,965	18.7%
Contractual Services	50,924	59,986	63,774	3,788	6.3%
Bank Charges (Merchant Card Fees)	16,156	16,675	19,125	2,450	14.7%
Contracted Maintenance Services	3,238	4,062	5,177	1,116	27.5%
All Other Contractual Services	31,530	39,249	39,472	223	0.6%
Equipment / Office Rental / Maintenance	15,138	15,691	15,790	99	0.6%
Parts and Fuels	7,608	6,992	8,158	1,165	16.7%
Utilities	6,341	5,950	6,672	721	12.1%
Operational Materials and Supplies	7,296	9,536	8,119	(1,417)	-14.9%
Other Miscellaneous Expenses	890	1,079	1,089	10	0.9%
Recovery of Expenses	(2,258)	(2,411)	(2,321)	90	3.7%
Total	\$277,512	\$298,956	\$310,579	\$11,623	3.9%

* 2014 Budget includes supplemental increase of \$3.5 million to the original Engineering budget for winter-related payroll, materials and fuel.

Totals may not add due to rounding.

Exhibit 14

FY 2015 Maintenance and Operations Budget By Major Account

Major Account Description	2013 Actual Expenditures	2014 Budget*	2015 Budget Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salaries and Wages	\$103,081,480	\$109,643,846	\$109,744,275	\$100,429	0.1%
FICA	6,710,677	7,189,909	7,218,691	28,782	0.4%
Retirement	40,481,069	44,758,025	48,253,021	3,494,996	7.8%
Total Payroll Costs	\$150,273,226	\$161,591,779	\$165,215,986	\$3,624,207	2.2%
Employee Group Insurance	28,637,217	30,058,400	31,635,065	1,576,665	5.2%
Outside Services	24,165,806	26,778,080	28,479,938	1,701,858	6.4%
Bank Charges	16,156,161	16,675,000	19,125,000	2,450,000	14.7%
Office Equipment - Maintenance	14,663,743	15,107,675	15,392,254	284,579	1.9%
Consulting Services	6,930,018	11,857,000	10,455,802	(1,401,198)	-11.8%
Worker's Compensation Insurance	10,525,000	7,825,000	9,671,300	1,846,300	23.6%
Materials - Operational	4,536,749	6,943,550	5,467,500	(1,476,050)	-21.3%
Contracted Maintenance Service	3,237,639	4,061,500	5,177,000	1,115,500	27.5%
Fuels and Oils	4,816,183	4,306,058	4,993,850	687,792	16.0%
Utilities and RRandI Relocate	4,020,127	3,301,000	3,601,000	300,000	9.1%
Telephone and Telegraph	2,320,809	2,649,085	3,070,546	421,461	15.9%
Replacement Parts	2,702,260	2,557,100	3,006,300	449,200	17.6%
Property Insurance	2,139,099	2,657,500	2,776,500	119,000	4.5%
Supplies - Operational	893,622	1,057,550	1,081,750	24,200	2.3%
Supplies - Office	467,351	545,910	597,760	51,850	9.5%
Postage and Express	1,126,645	550,375	559,260	8,885	1.6%
Uniforms and Accessories	485,263	436,000	453,110	17,110	3.9%
Office Equipment Rentals	473,782	583,530	397,578	(185,952)	-31.9%
Dues, Books and Subscriptions	177,344	237,200	239,400	2,200	0.9%
Employee Training	123,102	229,480	233,325	3,845	1.7%
Armored Truck Service	173,873	200,000	180,000	(20,000)	-10.0%
Travel and Subsistence	104,095	176,020	162,950	(13,070)	-7.4%
Tools and Equipment	89,466	129,150	157,570	28,420	22.0%
Employment Medical Expense	77,248	115,000	115,000	-	0.0%
Roadway Equipment	63,045	90,080	103,954	13,874	15.4%
Bond Trustee	65,500	125,000	100,000	(25,000)	-20.0%
Printing and Publications	78,885	91,652	81,175	(10,477)	-11.4%
Police Capital Equipment	24,854	81,355	80,000	(1,355)	-1.7%
Building Equipment	42,416	93,820	73,609	(20,211)	-21.5%
Other Expenses	46,864	49,700	60,200	10,500	21.1%
Advertising and Promotion	38,410	82,672	60,172	(22,500)	-27.2%
Office Equipment	7,373	73,975	50,650	(23,325)	-31.5%
Other Capital Equipment	87,451	45,500	42,000	(3,500)	-7.7%
Toll Collection Equipment	-	3,000	1,500	(1,500)	-50.0%
Advisory and Committee Expenses	-	1,000	1,000	-	0.0%
Recovery of Expenses	(2,258,195)	(2,411,000)	(2,321,000)	90,000	3.7%
Total Non-Payroll Costs	\$127,239,206	\$137,363,917	\$145,363,019	\$7,999,102	5.8%
Total Costs	\$277,512,432	\$298,955,696	\$310,579,004	\$11,623,308	3.9%

* 2014 Budget includes supplemental increase of \$3.5 million to the original Engineering budget for winter-related payroll, materials and fuel.

Exhibit 15

Maintenance and Operations Accounts

For fiscal year 2015, Salaries and Wages increased by \$100,429 due to salary and annual wage adjustments required by current collective bargaining agreements, partially offset by the phasing of departmental vacancies.

Retirement increased by \$3,494,996 due to an increase in the State Employees Retirement System (SERS) pension contribution rate, as well as an increase in salaries and wages subject to pension contributions.

Employee Group Insurance increased by \$1,576,665 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.

Outside Services increased by \$1,701,858 in two main areas: Business Systems due to increased call rates, minutes and transponder replacements; and secondly, in Diversity for the funding of an additional technical assistance program for small business, Disadvantaged Business Enterprise (DBE), Veteran-Owned Small Business (VOSB) and Service Disabled Veteran-Owned Small Business (SDVOSB).

Credit Card Fees increased by \$2,450,000 to accommodate the scheduled 2015 commercial vehicle rate increases.

Office/Equipment-Maintenance increased by \$284,579 mainly in the areas of information technology software/hardware support and copy closet printer/copier maintenance, partially offset by reduced maintenance costs during the transition of the new back office electronic tolling system.

Consulting Services decreased by \$1,401,198 in three areas: Engineering, Information Technology and Toll Operations with job order contract being charged to capital instead of operating costs.

Workers' Compensation Insurance increased by \$1,846,300 compared to the 2014 budgeted amount and is based on the latest actuarial study that takes into consideration the volume and value of claims.

Materials–Operational decreased by \$1,476,050 mainly due to a 2014 budget supplement of \$2,000,000 to cover the replenishment of a depleted salt supply as a result of the severe weather during the 2013-14 winter season.

Contracted Maintenance Service increased by \$1,115,500 mainly due to an expanded fiber-optics contract, an ITS electrical maintenance contract and funding for a new on-call ITS maintenance contract to support all ITS devices (Sensys, weigh-in-motion, roadway weather information system equipment and security surveillance).

Fuels and Oils increased by \$687,792 despite a 2014 budget supplement of \$500,000 that was added to resupply underground fuel storage tanks as a result of a harsh winter. Fleet's 2015 budget is based on current fuel pricing and projected consumption.

Utilities increased by \$300,000 to cover utility rate hikes, as well as increased usage due to new Intermediate Power Distribution and Communication (IPDC) facilities.

Telephone and Telegraph increased by \$421,461 mainly due to the addition of D3 lines for the new back office vendor.

Replacement Parts increased by \$449,200 to cover the repair of heavily used vehicles during the winter as well as the additional cost of Vendor Management Inventory (VMI) parts and services.

Property Insurance increased by \$119,000, for additional coverage on buildings, bridges, vehicles, cyber and other liability insurance.

FY 2015 Maintenance and Operations Budget By Department

(\$ Thousands)

Department	2013 Actual Expenditures	2014 Budget*	2015 Budget Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Administration	\$4,151	\$4,439	\$4,595	\$157	3.5%
Business Systems	52,636	54,974	58,702	3,727	6.8%
Communications	1,150	1,449	1,516	67	4.6%
Diversity and Strategic Development	831	1,997	2,576	579	29.0%
Engineering	71,786	75,900	78,001	2,101	2.8%
Executive Office and Directors	1,327	1,661	1,682	21	1.3%
Finance	45,507	45,414	48,328	2,914	6.4%
Information Technology	9,773	15,745	16,377	632	4.0%
Inspector General	716	813	888	75	9.2%
Internal Audit	587	785	854	69	8.7%
Legal	1,698	1,857	1,931	74	4.0%
Procurement	4,238	4,356	4,552	196	4.5%
State Police	27,671	32,302	32,587	285	0.9%
Toll Operations	55,442	57,262	57,990	729	1.3%
Total	\$277,512	\$298,956	\$310,579	\$11,623	3.9%

* 2014 Budget includes supplemental increase of \$3.5 million to the original Engineering budget for winter-related payroll, materials and fuel.

Totals may not add due to rounding.

Exhibit 16

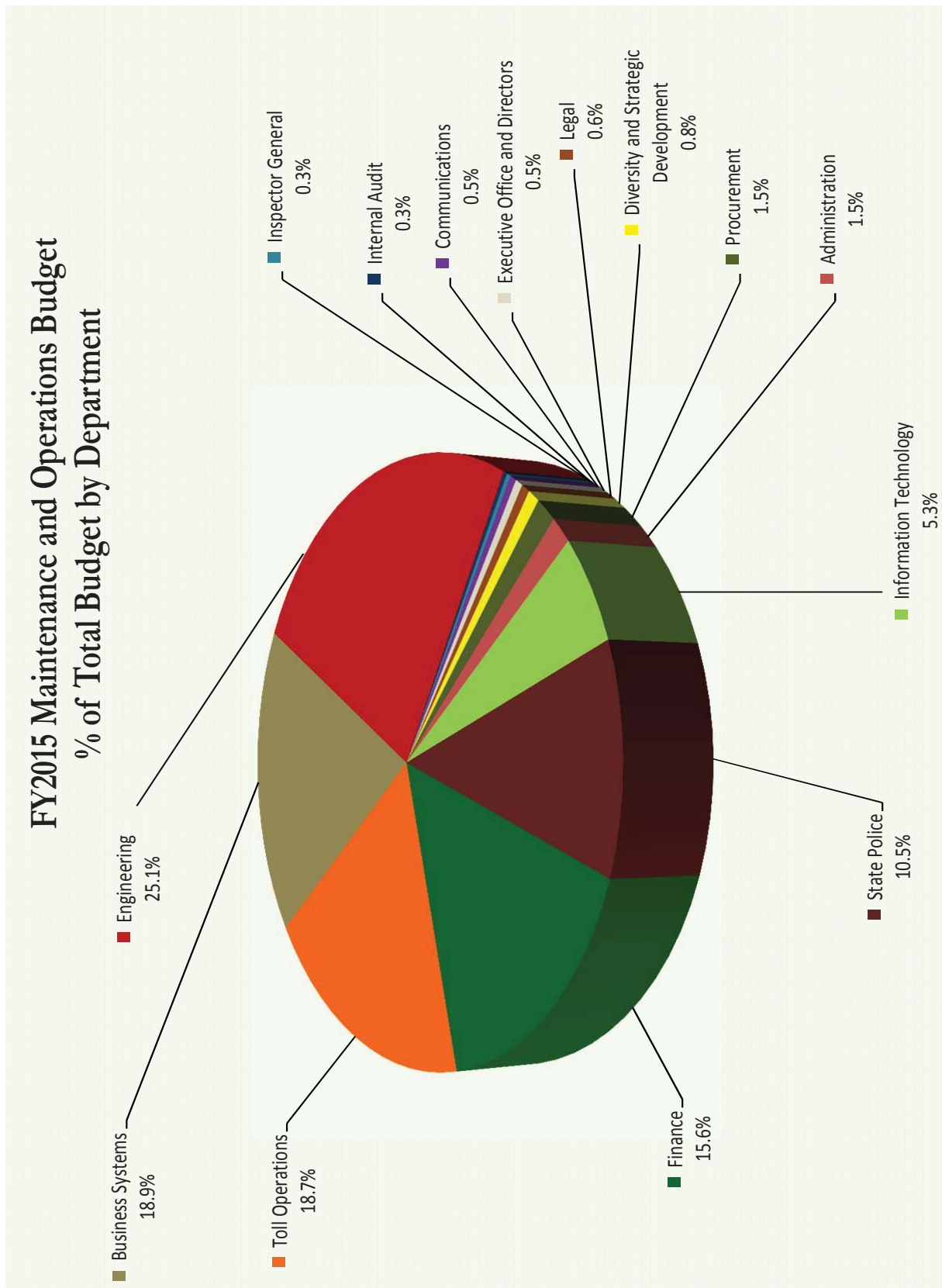


Exhibit 17

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Strategic Plan

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Overview of Tollway Strategic Plan

Mission Statement

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

Strategic Priorities

With this mission statement in mind, the Illinois Tollway is guided by five strategic priorities that are consistent with those outlined by the Governor's Office of Management and Budget:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation and planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

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 Customer Call Center responsiveness

These performance metrics are reported to Tollway management as well as the Governor's Office, to ensure that the Tollway's mission statement and corresponding strategic 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 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 2014 Accomplishments as well as the 2015 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 (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2014	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.	91%	92%	82% - Florida Turnpike Mainline Facilities FY 2013
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.	87%	88%	81% - Florida Turnpike FY 2013
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.	A.M. peak = 1.02 P.M. peak = 1.11 Total day (TD) = 1.00	A.M. = 1.00 P.M. = 1.00 TD = 1.00	A.M. = 1.25 Atlanta P.M. = 1.35 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 (PIR) time = 6:07 min Fatality response time (FR) = 7:20 min Property damage response (PDR) time = 10:20 min	PIR = 5:00 min FR = 5:00 min PDR = 9:00 min	PIR = Not available FR = 28:00 min PDR = Not available Washington State

Exhibit 18-1

Overview of Tollway Operating Metrics (continued)

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2014	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 (PIC) time = 33:00 min Fatality clearance (FC) time = 3:52:10 hrs Property damage clearance (PDC) time = 19:33 min	PIC = 28:00 min FC = 2:45:00 hrs PDC = 12:00 min	PIC = 2:50 hr FC = 4:06 hr PDC = Not available Washington State
6	1, 2, 4	Construction program budget to committed contract variance	Measures the Tollway's ability to manage its construction program to budget.	1.4%	0%	Not available
7	2	Pavement rating	Measures the condition of the Tollway's roads.	Excellent = 70% Good = 16% Transitional = 7% Fair = 7% Poor = 0% NA (under construction) = 0%	Excellent=70% Good=25% Transitional=5% Fair=0% Poor=0% NA=0%	Excellent=25% Good=59% Transitional=0% Fair=10% Poor=6% NA=0% Oregon DOT
8	1, 2, 3, 4, 5	Frontline staff percentage	Measures the percentage of frontline employees to total employees.	74%	75%	Not available
9	2, 4, 5	Total transactions per full-time equivalent	Measures the efficiency of service delivery.	1525	1500	598 - Oklahoma
10	5	I-PASS Customer Call Center responsiveness	Measures the responsiveness of the I-PASS Customer Call Center to customer calls.	1) Average time to answer = 0.5 min 2) Average talk time = 5.3 min	1) Average time to answer = 2 min 2) Average talk time = NA	Not available

Exhibit 18-2

Performance Measurements - Historical Trends

Strategic Priorities:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2011	2012	2013	2014
1	2, 5	I-PASS rush hour transactions percentage	89%	91%	91%	91%
2	2, 5	I-PASS all hours transactions percentage	84%	86%	87%	87%
3	2, 3, 5	Travel time index congestion measure	A.M. peak = 1.00 P.M. peak = 1.07 Total day = 0.98	A.M. peak = 0.98 P.M. peak = 1.05 Total day = 0.97	A.M. peak = 1.02 P.M. peak = 1.11 Total day = 1.00	A.M. peak = 1.02 P.M. peak = 1.11 Total day = 1.00
4	2, 5	Incident response time	Personal injury response (PIR) time = 6:30 min Fatality response time (FR) = 3:44 min Property damage response (PDR) time = 9:41 min	PIR = 5:47 min FR = 5:53 min PDR = 9:40 min	PIR = 5:33 min FR = 6:04 min PDR = 9:40 min	PIR = 6:07 min FR = 7:20 min PDR = 10:20 min
5	2, 5	Incident clearance time	Personal injury clearance (PIC) Time = 30:32 min Fatality clearance (FC) time = 1:55:15 hrs Property damage clearance (PDC) time = 17:26 min	PIC = 29:53 min FC = 2:56:27 hrs PDC = 12:47 min	PIC = 31:53 min FC = 4:00:18 hrs PDC = 16:47 min	PIC = 33:00 min FC = 3:52:10 hrs PDC = 19:33 min

Exhibit 19-1

Performance Measurements - Historical Trends (continued)

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2011	2012	2013	2014
6	1, 2, 4	Construction program budget to committed contract variance	-38.9%	-13.4%	-15.2%	1.4%
7	2	Pavement rating	Excellent = 55% Good = 22% Transitional = 14% Fair = 8% Poor = 0% NA (under construction) = 1%	Excellent = 60% Good = 18% Transitional = 10% Fair = 11% Poor = 0% NA (under construction) = 1%	Excellent = 59% Good = 19% Transitional = 5% Fair = 11% Poor = 0% NA (under construction) = 6%	Excellent = 70% Good = 16% Transitional = 7% Fair = 7% Poor = 0% NA (under construction) = 0%
8	1, 2, 3, 4, 5	Frontline staff percentage	74%	73%	74%	74%
9	2, 4, 5	Total transactions per full-time equivalent	1573	1509	1533	1525
10	5	I-PASS Customer Call Center responsiveness	1) Average time to answer = 2.2 min 2) Average talk time = 6 min	1) Average time to answer = 3.1 min 2) Average talk time = 6.5 min	1) Average time to answer = 3.5 min 2) Average talk time = 6.9 min	1) Average time to answer = 0.5 min 2) Average talk time = 5.3 min

Exhibit 19-2

Departmental Maintenance and Operations Budgets and Narratives

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Department Functions Overview

Department	Functions	2015 Request
Administration	Responsible for the development and implementation of administrative policies and procedures and employee compliance therewith	\$4,595,147
Business Systems	Responsible for the operation and maintenance of the open road tolling system and collection of toll revenue from toll violators	\$58,701,666
Communications	Responsible for all external and internal communications between the Tollway and its constituents	\$1,515,963
Diversity and Strategic Development	Responsible for promoting, developing and implementing a comprehensive diversity program	\$2,575,668
Engineering	Responsible for the planning, design, construction, program management and maintenance of the roadways	\$78,001,216
Executive Office and Directors	Sets policies for the organization and overall management of the Tollway	\$1,682,488
Finance	Responsible for financial reporting, accounting, budgeting, accounts payable, payroll, risk management, fiscal operations, revenue toll audit and bond issuances	\$48,327,952
Information Technology	Responsible for planning, directing, managing and controlling all information technologies and telecommunications throughout the Tollway	\$16,377,085
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	\$888,137
Internal Audit	Responsible for recommending improvements and changes that increase the economy, efficiency and effectiveness of Tollway projects and processes.	\$854,101
Legal	Legal advisor and attorney for the Tollway	\$1,930,984
Procurement	Responsible for all purchasing and procurement issues and authorized to execute contracts and place orders for goods and services	\$4,551,513
Illinois State Police District 15	Responsible for providing comprehensive law enforcement services	\$32,586,829
Toll Operations	Responsible for providing the necessary resources and services to maintain the Tollway's operations, as well as managing the collection and counting of tolls	\$57,990,254

Exhibit 20

Administration Department

The Administration Department is responsible for the development, implementation and compliance of administrative policies and procedures. In addition, Administration is responsible for appropriating human resources to meet the operational needs of the Tollway. The department serves as the Tollway's key contact for employee relations and employment issues. The Administration Department ensures that inter-departmental 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)
- Administrative 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)

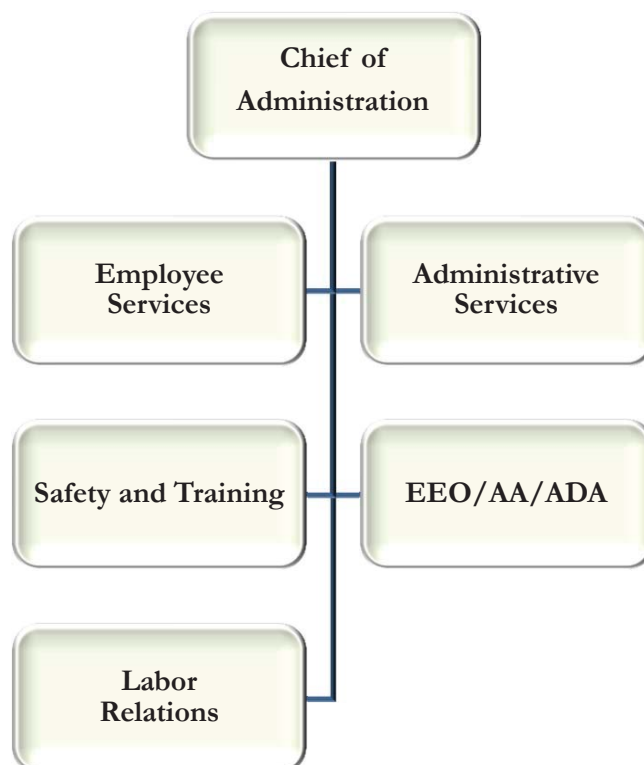


Exhibit 21

Department Budget					
ADMINISTRATION					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$2,091,853	\$1,982,022	\$1,963,572	(\$18,451)	-0.9%
FICA and Retirement	862,458	960,528	1,013,576	53,048	5.5%
Payroll Sub-Total	\$2,954,311	\$2,942,550	\$2,977,147	\$34,597	1.2%
Telephone and Telegraph	260,993	656,000	753,000	97,000	14.8%
Outside Services	75,007	231,000	255,000	24,000	10.4%
Office Equipment-Maintenance	286,205	68,000	216,000	148,000	217.6%
Supplies - Office	88,918	131,500	137,000	5,500	4.2%
Employment Medical Expens	77,248	115,000	115,000	-	0.0%
Employee Training	39,826	50,000	50,000	-	0.0%
Office/Equipment Rentals	188,876	152,000	17,000	(135,000)	-88.8%
Dues, Books and Subscriptions	12,959	20,000	15,000	(5,000)	-25.0%
Other Capital Equipment	-	13,000	13,000	-	0.0%
Supplies - Operational	1,983	17,500	12,000	(5,500)	-31.4%
Postage and Express	151,093	13,000	10,000	(3,000)	-23.1%
Office Equipment	-	10,000	6,000	(4,000)	-40.0%
Other Expenses	7,730	5,500	5,500	-	0.0%
Travel and Subsistence	4,593	5,000	5,000	-	0.0%
Advertising and Promotion	519	5,000	5,000	-	0.0%
Building Equipment	1,820	3,000	3,000	-	0.0%
Other Minor Accounts	23	500	500	-	0.0%
Sub-Total	\$4,152,104	\$4,438,550	\$4,595,147	\$156,597	3.5%
Recovery of Expenses	(739)	-	-	-	N/A
DEPARTMENT TOTAL	\$4,151,365	\$4,438,550	\$4,595,147	\$156,597	3.5%

Exhibit 22

The fiscal year 2015 Budget request is \$4.6 million, an increase of \$157 thousand or 3.5 percent above the fiscal year 2014 Budget amount. Total payroll is \$3 million and includes 36 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$18 thousand compared to the 2014 Budget due to the phasing of departmental vacancies.
- FICA and Retirement increased by \$53 thousand compared to the 2014 Budget due to the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- Telephone increased by \$97 thousand based on historical spending, 2015 cost increases and more employees with cellphones.
- Office Equipment Maintenance increased by \$148 thousand. Moving from rental agreements

to maintenance contracts in 2015.

- Office/Equipment Rentals decreased by \$135 thousand due to leased copiers/printers being replaced with purchased equipment.

Administration Department

2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Administration
2,4,5	Continued working on Tollway safety program (2012 goal).
2,4,5	Completed new policy and procedure manual by year end 2014 (2013 goal).
1,2,4,5	Implementation of the new e-recruiting system to improve and streamline the Tollway's administration and hiring process with a focus to outreach to diverse communities.
2,4,5	Created a standard operating procedure manual for the Administration Department.
2,4,5	Continued to provide our internal and external customers with great customer service.
2,4,5	Cross-trained new employees in mailroom, reception and switchboard.
2	The renewal/purchase of the VeriMove system. The VeriMove system connects to the national change of address database through the Internet and it informs us if the customer submitted a change of address with the post office. The VeriMove system will lessen the return of undeliverable mail and allow the Business Systems department to manage and remove customers from their database. The VeriMove System will save the Business Systems department's monthly by decreasing the number of incorrect addresses.

Strategic Priorities	2015 Goals/Objectives - Administration
2	Successfully purchase a high-volume mailing machine with shipping system.
2	Prepare a 2015 phone directory.
2,4,5	Develop, implement and ensure compliance of Tollway's policies and procedures.
2	Create and implement a new performance evaluation system (2014 goal).

Strategic Priorities	2015 Goals/Objectives - Administration
2	Improve information dissemination to field staff of new or improved benefits. Educate and train managers on the guidelines and processes to lower and eliminate workers' compensation claims.
2	Implement ongoing training for future managers with an emphasis on career path.
2,4,5	Continue to audit, evaluate, document and forward recommendations to implement security measures to protect employees and customers.
2,4	Coordinate supervisor training for all salary managers throughout the system.
2,4,5	Successful negotiations of American Federation of State, County and Municipal Employees (AFSCME) Council 31 contract that expired 1-1-2014 (2014 goal).
2,4,5	Successful negotiations of Teamster Local 700 Contract that expires 10-1-2014 (2014 goal).
2,4,5	Complete new Policy and Procedure Manual by 12-31-14. (2014 Goal).

Exhibit 23

Department Headcount - Administration

Position Title	FY2013	FY2014	FY2015
Administration Manager	1	1	1
Administration Secretary I	1	1	1
Administration Specialist	1	1	1
Central Information Database Specialist	1	1	1
Chief of Administration	1	1	1
CIS Coordinator	1	1	1
Customer Relations Coordinator	1	1	1
Customer Relations Supervisor	1	1	1
EEO/AA/Ethics Officer	1	1	1
Employee Benefits Clerk	2	2	2
Employee Benefits Manager	1	1	1
Employee Benefits Specialist	1	1	1
Employee Services Coordinator	2	3	3
Employee Services Manager	1	1	1
Employee Services Supervisor	1	1	1
Executive Secretary	1	1	1
Human Resources Placement Specialist	3	3	3
Labor Relations Analyst	1	1	1
Labor Relations Manager	1	1	1
Mail and Duplication Clerk	2	3	3
Safety and Training Manager	1	1	1
Safety Inspector	1	1	0
Safety Supervisor	1	0	1
Senior Manager of Employee Services	1	1	1
Senior Manager of Security	1	1	1
Staffing Coordinator	1	0	0
Supervisor Workers Comp Claims	1	1	1
Switchboard Operator	4	4	4
TOTAL	36	36	36

Exhibit 24

Department of Business Systems

The Department of Business Systems is responsible for the operation and maintenance of electronic tolling system hardware and software, which also includes collecting toll 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 Service Call Center, which acts as a single point of contact for all customer calls that relate to I-PASS, violations processing and unpaid toll services.

Business Systems oversees the following functions:

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

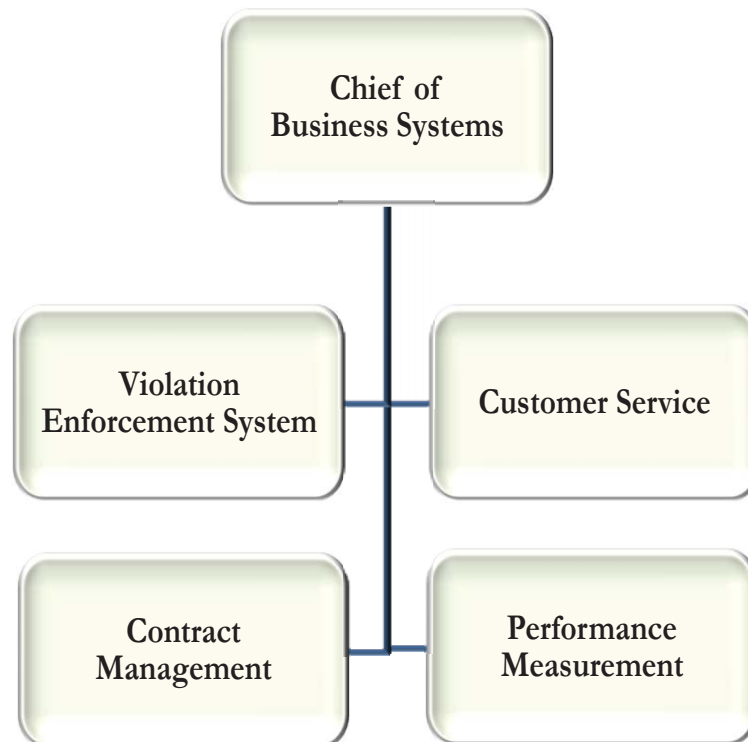


Exhibit 25

Departmental Budgets and Narratives

Department Budget					
BUSINESS SYSTEMS					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$2,907,733	\$3,251,906	\$3,163,305	(\$88,601)	-2.7%
FICA and Retirement	1,352,421	1,575,939	1,632,866	56,927	3.6%
Payroll Sub-Total	\$4,260,154	\$4,827,845	\$4,796,171	(\$31,674)	-0.7%
Outside Services	19,285,398	20,450,580	22,249,438	1,798,858	8.8%
Bank Charges (Merchant Card Fees)	16,065,263	16,500,000	19,000,000	2,500,000	15.2%
Office Equipment-Maintenance	10,838,454	11,513,676	10,993,479	(520,197)	-4.5%
Telephone and Telegraph	1,488,646	1,200,000	1,200,000	-	0.0%
Postage and Express	917,942	478,350	484,350	6,000	1.3%
Office/Equipment Rentals	256,371	338,580	341,628	3,048	0.9%
Supplies - Office	103,623	103,500	103,000	(500)	-0.5%
Dues, Books and Subscriptions	82,064	96,000	90,000	(6,000)	-6.3%
Contracted Maintenance Service	84,556	85,000	85,000	-	0.0%
Printing and Publications	42,000	33,600	24,000	(9,600)	-28.6%
Travel and Subsistence	16,309	15,000	15,000	-	0.0%
Supplies - Operational	4,869	12,500	5,000	(7,500)	-60.0%
Employee Training	5,394	10,000	4,000	(6,000)	-60.0%
Other Capital Equipment	2,788	4,500	2,500	(2,000)	-44.4%
Advertising and Promotion	-	2,500	2,500	-	0.0%
Materials - Operational	2,943	-	1,500	1,500	N/A
Office Equipment	-	1,500	1,500	-	0.0%
Replacement Parts	725	-	1,500	1,500	N/A
Other Expenses	2,620	1,250	1,100	(150)	-12.0%
Sub-Total	\$53,460,117	\$55,674,381	\$59,401,666	\$3,727,285	6.7%
Recovery of Expenses	(824,060)	(700,000)	(700,000)	-	0.0%
DEPARTMENT TOTAL	\$52,636,057	\$54,974,381	\$58,701,666	\$3,727,285	6.8%

Exhibit 26

The fiscal year 2015 Budget request is \$58.7 million, an increase of \$3.7 million or 6.8 percent above the fiscal year 2014 Budget amount. Total payroll is \$4.8 million and includes 63 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$89 thousand compared to the 2014 Budget due to the phasing of departmental vacancies.
- FICA and Retirement increased by \$57 thousand compared to the 2014 Budget due to the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- Outside Services increased by \$1.8 million due to projected increased call volume and higher

call rates per minute with the Customer Service Call Center vendor, as well as an increase in violation image reviews.

- Bank Charges (Merchant Card Fees) increased by \$2.5 million to accommodate the scheduled 2015 commercial vehicle rate increase.
- Postage and Express increased by \$6 thousand due an increase in postage rates.
- Office Equipment - Maintenance costs decreased by \$520 thousand as a new back office electronic tolling system is anticipated to go live during the second half of 2015, costs in the areas of software support, lane maintenance, reciprocity maintenance and project management for the Toll Revenue Management and Maintenance Program (TRMMP) contract are decreased.
- Printing and Publications decreased by \$10 thousand to reflect lower gift card printing rates.

Department of Business Systems

2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Business Systems
4,5	Commenced implementation of a new back office electronic tolling system. This new system will replace the I-PASS account management, violations management and reciprocity management currently performed within the custom RITE system. We have awarded a contract to Accenture as a reseller of the SAP customer relationship management (CRM) products. We anticipate the new system to provide the functionality and flexibility necessary to support a number of customer service improvements, including customer self-service, smartphone I-PASS account management, smartphone tolling, text message alerts, automated settlement calculation capability and integrated call center functionality.
4,5	Commenced smartphone tolling pilot. The electronic tolling world is on the cusp of enhancing electronic tolling options for customers. One of the cutting-edge solutions entering the marketplace is the concept of using the smartphone as a device to support toll collection and payment.

Strategic Priorities	2014 Accomplishments - Business Systems
4,5	Commenced automatic toll payment machine (ATPM) procurement. The Tollway's existing automatic coin machines (ACMs) are no longer produced and the Tollway has a limited number of spares in inventory. Business Systems has developed a Request for Proposal (RFP) to procure new ACMs on an initial testing basis, followed by a full purchase for systemwide ACM replacement. The RFP is anticipated to post in the later part of 2014.
4,5	Commenced Violations Enforcement System (VES) camera procurement. The Tollway's existing VES cameras are at end of life and at least one of the two models in use is no longer produced. Business Systems has developed an RFP to procure new cameras that can be interfaced to the new backoffice system. The RFP is anticipated to post in the fall of 2014.
4,5	Completed initial lane technology refresh. Business Systems is finalizing a refresh of lane hardware that is at the end of its life, including plaza servers, data loggers and lane controllers. Additionally, Business Systems is collaborating with the EZPass Group and Kapsch to replace readers and antennas systemwide, all of which are nearing their end of life, as well. The new readers will be able to read feedback transponders, which will help satisfy customer demand for such transponders and also assist in promoting proactive I-PASS account management. The new readers also might be able to accept multiple protocols, which would help us support hardware-based national interoperability if needed.
4,5	Procured services to build the open road tolling (ORT) test zone. Business Systems collaborated with Engineering to plan and procure an ORT test zone that captures captive traffic data between itself and a live ORT zone. The data will be used in the testing of new technologies and the tuning of existing technologies. The ORT test zone is expected to be completed by January 2015.
4,5	Enhanced communications and processes for fleets. We have begun piloting a fleet group at the Customer Service Call Center that has experience with managing fleet needs and inquiries and that can access additional tools, such as email, to assist fleet customers.
4,5	Enhanced grace period tolling system functionality by linking the trip calculator to the grace period toll payment Web pages. Customers often complain they are not certain how to reconstruct their trip in order to pay grace period tolls accurately. Linking the functionality of the different pages of the website will allow people to enter their entry and exit points in the trip calculator, to confirm their route and then to have that route automatically populate the grace period toll payment pages.
4,5	Finalized planning to move the processing of mailed payments for grace period tolls from the money room to the Customer Service Call Center. This is anticipated to go live in the fall of 2014 and is anticipated to significantly improve the matching between mailed payments and unpaid tolls, significantly mitigating the potential to send unnecessary or inaccurate violation notices.

Strategic Priorities	2015 Goals/Objectives - Business Systems
4,5	Lane technology and management. In 2015, the existing lane technology contract with Electronic Transaction Consultants Corporation (ETCC) will expire after 10 years. In 2014, Business Systems will develop and release RFPs to replace the existing ETCC contract. The RFPs will cover technology maintenance, inventory management and hardware replacements and repairs. Additionally, because of potential intellectual property concerns regarding the existing lane technologies, Business Systems will work to determine what, if any, sole-source contracts with ETCC or its existing subcontractors might be needed.
4,5	Finalize implementation of a new back office electronic tolling system. This new system will replace the I-PASS account management, violations management and reciprocity management currently performed within the custom RITE system. We have awarded a contract to Accenture as a reseller of the SAP customer relationship management products. We anticipate the new system to provide the functionality and flexibility necessary to support a number of customer service improvements, including customer self-service, smartphone I-PASS account management, smartphone tolling, text message alerts, automated settlement calculation capability and integrated Customer Service Call Center functionality.
4,5	Finalize smartphone tolling pilot and determine next steps for introducing more broadly. The electronic tolling world is on the cusp of enhancing electronic tolling options for customers. One of the cutting-edge solutions entering the marketplace is the concept of using the smartphone as a device to support toll collection and payment.
4,5	Test new automatic toll payment machines (ATPMs) and determine whether to procure for systemwide replacement. The Tollway's existing automatic coin machines (ACMs) are no longer produced and the Tollway has a limited number of spares in inventory. Business Systems has developed an RFP to procure new ACMs on an initial testing basis, followed by a full purchase for systemwide ACM replacement.
4,5	Finalize Violations Enforcement System (VES) camera procurement, including extensive evaluative testing and install new cameras systemwide. The Tollway's existing VES cameras are at end of life and at least one of the two models in use is no longer produced.

Exhibit 27

Department Headcount - Business Systems

Position Title	FY2013	FY2014	FY2015
Administration Manager of Electronic Tolling	1	1	1
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	34	34
Deputy Chief of Business Systems - Ops	1	1	1
Director Electronic Tolling Initiatives	0	1	1
Executive Secretary	1	1	1
General Manager of Contract Management	1	1	1
General Manager of Performance Measurement	1	1	1
Inventory Supervisor	1	1	1
I-PASS Coordinator	1	1	1
Operations Project Administrator	1	1	1
Performance Measurement Project Administrator	1	1	1
Project Administrator	3	3	3
Project Coordinator	1	1	1
Secretary III	1	1	1
Senior Manager of Customer Service	1	1	1
Senior Manager of Customer Service - Fleet	0	1	1
Special Projects Manager	2	2	2
TOTAL	63	63	63

Exhibit 28

Communications

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

The Communications Department oversees the following functions:

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

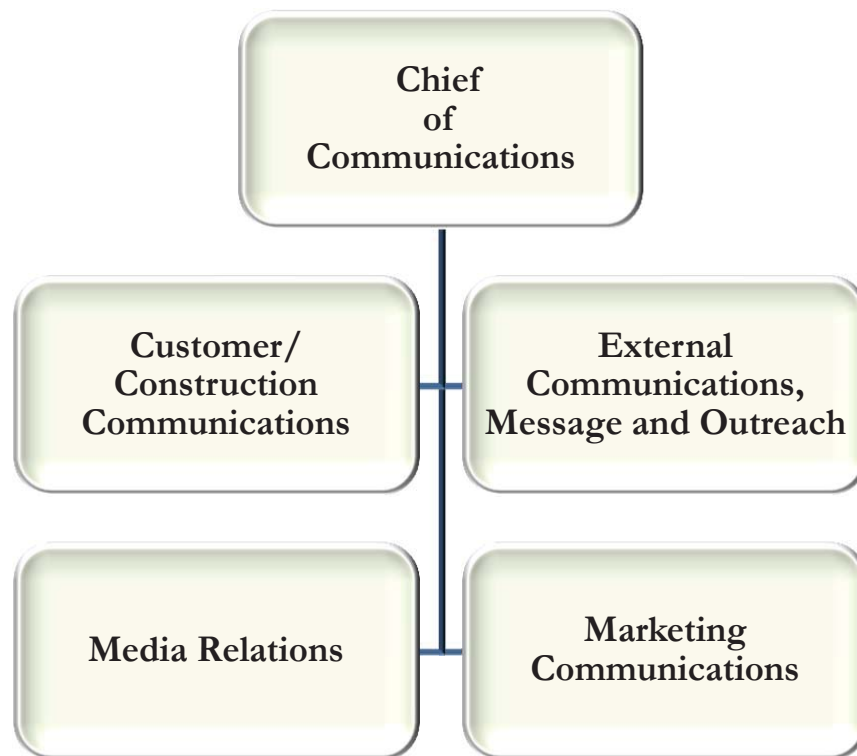


Exhibit 29

Departmental Budgets and Narratives

Department Budget					
COMMUNICATIONS					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$723,263	\$826,028	\$852,849	\$26,821	3.2%
FICA and Retirement	329,188	400,310	440,232	39,922	10.0%
Payroll Sub-Total	\$1,052,450	\$1,226,338	\$1,293,081	\$66,743	5.4%
Printing and Publications	25,525	50,000	50,000	-	0.0%
Consulting Services	35,500	50,000	50,000	-	0.0%
Advertising and Promotion	11,819	48,672	48,672	-	0.0%
Outside Services	3,348	15,000	15,000	-	0.0%
Supplies - Office	7,961	13,000	13,000	-	0.0%
Office Equipment	-	11,400	11,400	-	0.0%
Other Capital Equipment	1,168	8,000	8,000	-	0.0%
Supplies - Operational	4,338	5,500	5,500	-	0.0%
Travel and Subsistence	994	5,000	5,000	-	0.0%
Postage and Express	2,410	4,000	4,000	-	0.0%
Dues, Books and Subscriptions	2,191	3,200	3,200	-	0.0%
Office Equipment-Maintenance	908	3,000	3,000	-	0.0%
Employee Training	455	2,500	2,500	-	0.0%
Office/Equipment Rentals	-	2,000	2,000	-	0.0%
Telephone and Telegraph	672	1,010	1,010	-	0.0%
Other Expenses	213	600	600	-	0.0%
DEPARTMENT TOTAL	\$1,149,952	\$1,449,220	\$1,515,963	\$66,743	4.6%

Exhibit 30

The fiscal year 2015 Budget request is \$1.5 million, an increase of \$67 thousand, or 4.6 percent, above the fiscal year 2014 Budget amount. Total payroll is \$1.3 million and includes 11 positions.

Maintenance and Operations Highlights:

- Salaries and Wages increased by \$27 thousand compared to the 2014 Budget. This increase reflects salary and wage adjustments.
- FICA and Retirement increased by \$40 thousand compared to the 2014 Budget due to the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- All non-payroll categories remained at the 2014 budgeted levels. Major categories include Advertising and Promotion, Printing and Publications, Consulting Services and Outside Services.

Communications Department**2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities****Strategic Priorities:**

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Communications
1,2,3,5	Hosted five media events with Governor Quinn ("Portrait of a Soldier" memorial exhibit, announcement of 2014 Capital Program, agreement with other agencies to build a full interchange on the Jane Addams Memorial Tollway (I-90) at Barrington Road). Co-hosted with the Illinois Department of Transportation the launch of new Employ Illinois job training and placement program.
3,5	Launched statewide "Drop It and Drive" road safety campaign targeting cell phone ban in partnership with other public and private agencies, featuring our website www.dropitanddriveillinois.com , which has received more than 55,600 hits to date. The initiative includes televised public service announcements on two Chicago TV stations, as well as outreach to local corporations, fleet vehicles, drivers' education programs and individual drivers who are invited on our website to offer personal narratives of their experiences with distracted driving. Requests for "Drop It and Drive" message clings have come from residents and businesses in 40 states.
5	Expanded public access to traffic images by adding live video feeds from six new traffic camera locations to the Tollway website, bringing the total number of public traffic cameras to 21. Customers can now access more camera feeds that provide "bird's-eye" views from each of the four roadways to see for themselves what travel conditions are like on the way to their destinations.
5	Received a 2014 Golden Trumpet Award from the Publicity Club of Chicago for the "Love Your I-PASS" campaign, which urged I-PASS customers to promise to "love, honor and update" their license plates, contact information, credit card information and add funds to their account.
4,5	Launched a new multi-lingual online feature providing Tollway customers the ability to view select information about the Tollway system and I-PASS not only in English, but also in seven other languages: Arabic, Chinese, French, Japanese, Korean, Polish and Spanish.

Strategic Priorities	2014 Accomplishments - Communications
3,5	Worked in cooperation with Illinois State Police on safety education programs, including efforts to combat fatigued driving and the seventh annual Family Safety Fair, as well as the 12 additional Kids Identification and Safety Seat (K.I.S.S.) events, providing 242 safety seat inspections by trained technicians and issuing 492 kids' identification cards created for children age 3 and older.
3,5	Worked closely with U.S. Equities to collaborate on special events and activities that appeal to both oases visitors and residents of nearby local communities. This year, we hosted Kids Identification and Safety Seat (K.I.S.S.) events at the Hinsdale and Chicago Southland Lincoln oases. We also organized the "Portrait of a Soldier" memorial exhibit, posted work zone safety and construction information and exhibited artwork created by local high school students as part of the Tollway's student map art contest
4,5	Continued to oversee Twitter feeds in order to provide the Tollway with additional customer engagement tools. Social media delivers concise and meaningful communications using graphics, increasing brand awareness and credibility.
4,5	Created and hosted other events publicizing Tollway goodwill initiatives, including naming of Grand Avenue Bridge over the Tri-State Tollway (I-94) after Medal of Honor winner Allen J. Lynch and dedication of new POW/MIA monument at the O'Hare Oasis.
4,5	Maintained an External Relations Committee of key Tollway engineering, planning, diversity, Equal Employment Opportunity and communications staff consultants whose purpose is to identify ongoing <i>Move Illinois</i> projects and develop outreach communications tools to ensure all project customers, residents, community leaders and other stakeholders are informed in a timely and comprehensive manner.
1,4	Posted testimonials online of contractors and consultants who have benefitted from the <i>Move Illinois</i> Program to demonstrate the program's impact to citizens, businesses and communities along our corridors as the program moved through its third year of completion. Testimonials focused on the economic impact of the program in both the short- and long-term.
4	Broadcast live webcasts of all construction contract bid openings, offering the public and contractors the opportunity to watch and listen as the agency opens bid packages for the upcoming construction season.
4,5	Wrote, designed and produced seven eNewsletters, each sent to approximately 1.5 million I-PASS customers. Continued targeted outreach, including sending more than 100 emails, to provide information about projects and key initiatives, including contractor networking events, Construction Careers Expo, <i>Move Illinois</i> testimonials, PSB notifications and selection results, Tri-State Tollway (I-294)/I-57 Interchange Project newsletters, annual report announcement, smaller contract announcement, Earned Credit Program view video invitation and Small Business Initiative.

Strategic Priorities	2014 Accomplishments - Communications
4,5	Managed website content, providing more than 800 updates to Web pages. Expanded the use of live roadway construction images online. Redesigned the Employment Opportunities section to make it easier for job applicants to obtain information about Tollway hiring procedures and apply online for open positions while also allowing applicants to create a profile so they will be notified if positions become available in the future.
4,5	Wrote and distributed more than 130 news releases, as well as more than 150 daily construction alerts, to inform customers about the benefits of <i>Move Illinois</i> Projects, I-PASS and other Tollway programs and services.
2,4,5	Continued to reduce departmental budget by designing and producing an electronic annual report.
4,5	Designed and distributed approximately 130,000 informational cards through customer service centers, tollbooths, oases and other outlets to inform customers about construction, distracted driving, customer service and safety education.
1,4	Updated materials to support the Department of Diversity and Strategic Development's outreach efforts and objectives, including revising the agency's website and Diversity brochure to provide a more detailed overview of the department's objectives and outreach events.
1,4,5	Conducted continued educational efforts about the benefits of all-electronic tolling and I-PASS programs with updated website information, redesigned I-PASS signage and events that included issuance of the Tollway's 5 millionth I-PASS transponder. Issued news releases announcing monthly engineering contract awards and professional services bulletins to highlight the Tollway's ongoing commitments to promoting economic development and increasing opportunities for all sizes and types of businesses to work for the Tollway.
5	Hosted our fourth annual student art contest to select the cover artwork for the 2015 Tollway map. Invited 434 high schools in the 12 counties served by the Illinois Tollway to participate in the 2015 Tollway Map Cover Art Contest.
5	Educated customers about traffic, construction, I-PASS, toll violations via our Tollway 1-800-TOLL-FYI automated phone line.

Strategic Priorities	2015 Goals/Objectives - Communications
4,5	Launch Facebook page to give the Tollway an enhanced social media presence and create a new platform to provide customers information.
5	Implement a public information campaign to educate our customers about the dangers of fatigued driving in collaboration with other public and private agencies.
1,4,5	Conduct focus group research to assist in the development of communications and outreach strategies for major new roadway projects, including the Elgin O'Hare Western Access Project.
5	Create second phase of successful "Drop It and Drive" campaign expanding on previous efforts to alert drivers about the state's law banning the use of handheld cellphones and electronic devices while driving.

Strategic Priorities		2015 Goals/Objectives - Communications
5		Use information gathered during public “Hackathon” brainstorming sessions to create new software applications that could assist our customers, including use of mobile application to call for roadside assistance.
3,4,5		Host events to educate customers and the public about the ongoing progress and benefits of the <i>Move Illinois</i> Program, including explaining growing use of all-electronic tolling at new interchanges.
3,5		Continue developing productive working relationships with members of the news media.
3,4,5		Write and produce strong, persuasive speeches and presentations for the Tollway’s executive director and department chiefs.
3,4,5		Continue training efforts with Tollway department chiefs to familiarize them with ways to provide positive, useful information to new media during interviews.
4,5		Educate I-PASS customers about the need to manage and maintain their I-PASS accounts.

Exhibit 31

Department Headcount - Communications

Position Title	FY2013	FY2014	FY2015
Assistant Multimedia Project Specialist	1	1	1
Assistant Press Secretary	1	1	1
Chief of Communications	1	1	1
Executive Secretary	1	1	1
Graphic Designer	1	1	1
Manager of Public Affairs	1	1	1
Marketing Communications Manager	1	1	1
Press Secretary	1	1	1
Senior Manager of Communications	1	1	1
Senior Manager of Communications and Marketing	1	1	1
Writing Specialist	1	1	1
TOTAL	11	11	11

Exhibit 32

Diversity and Strategic Development

The Diversity and Strategic Development Department is responsible for promoting, developing and implementing a comprehensive diversity program on behalf of the Tollway to 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 small businesses and disadvantaged, veterans-, 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 and implementation
- Contract compliance monitoring and reporting
- Technical assistance (TA) and outreach

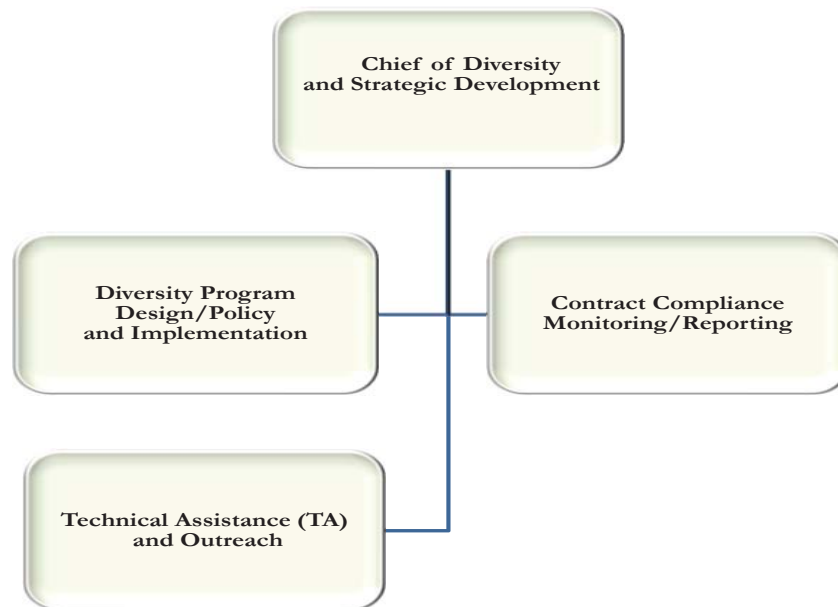


Exhibit 33

Departmental Budgets and Narratives

Department Budget					
DIVERSITY AND STRATEGIC DEVELOPMENT					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$378,789	\$547,329	\$624,835	\$77,506	14.2%
FICA and Retirement	175,809	265,247	322,533	57,286	21.6%
Payroll Sub-Total	\$554,598	\$812,576	\$947,368	\$134,792	16.6%
Outside Services	241,391	875,000	1,213,000	338,000	38.6%
Consulting Services	-	265,000	400,000	135,000	50.9%
Supplies - Office	-	6,000	6,000	-	0.0%
Advertising and Promotion	25,975	25,000	2,500	(22,500)	-90.0%
Employee Training	2,461	6,000	1,500	(4,500)	-75.0%
Advisory Committee Expense	-	1,000	1,000	-	0.0%
Dues, Books and Subscriptions	600	1,000	1,000	-	0.0%
Other Expenses	753	1,000	1,000	-	0.0%
Travel and Subsistence	4,369	3,000	900	(2,100)	-70.0%
Telephone and Telegraph	378	500	500	-	0.0%
Postage and Express	840	500	500	-	0.0%
Supplies - Operational	-	400	400	-	0.0%
DEPARTMENT TOTAL	\$831,365	\$1,996,976	\$2,575,668	\$578,692	29.0%

Exhibit 34

The fiscal year 2015 Budget request is \$2.6 million, an increase of \$579 thousand or 29 percent above the fiscal year 2014 Budget amount. The payroll is \$947 thousand and includes 6 positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$78 thousand compared to the 2014 Budget. This increase reflects salary and wage adjustments.
- FICA and Retirement increased by \$57 thousand compared to the 2014 Budget. This is due to the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- Outside Services increased by \$338 thousand to fund an additional technical assistance program for small business, DBE, VOSB and SDVOSB.
- Consulting Services increased by \$135 thousand to fund management software hosting services for a period of one year.
- Advertising and Promotion used for meetings, conferences, symposiums and expos in order to communicate Tollway opportunities to the public is decreased by \$23 thousand.
- Employee Training for professional development that includes Diversity Certification and American Contract Compliance Association Certification is decreased by \$5 thousand.

Diversity and Strategic Development Department

2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Diversity and Strategic Development
1,2,3	Upgraded/revised DBE, EEO and ECP Special Provisions.
1,2,4	Implemented onsite construction management compliance monitoring/site visits.
4	Facilitated incorporation of Finance Department quality assurance/quality control (QA/QC) processes within Diversity ECP Program.
4	Automated an ECP Program Tracking System through consultant Robert E. Hamilton Consulting Engineers.
1,4	Collaborated with Procurement to implement a Tollway owned functional BEP reporting and tracking process.
1,2,3	Implemented a Veterans goal setting program on Tollway goods and services, professional services and construction procurements.
1,2,3	Upgraded/revised the Mentor Protégé (M/P) Program.
4	Released the Diversity management Software RFP.
1	Released the technical assistance RFP.
1,2,3	Created strategic partnerships including: Illinois Community College Board (ICCB), Illinois Department of Commerce and Economic Opportunity (ID-CEO), Illinois Finance Authority and Illinois Department of Transportation (IDOT).
1,2,3	Implemented the second phase of the Construction Small Business Program (SBP) by implementing small business goals to contracts valued at \$45 million to \$50 million and above.
1,2,3	Developed, along with IDOT and ICCB, Employ Illinois, a comprehensive resource for minorities, women and disadvantaged workers who wish to gain marketable skills and jobs in transportation-related construction trades.

Strategic Priorities	2015 Goals/Objectives - Diversity and Strategic Development
2,3,4	Continue staff development and cross-training to create “depth of bench” in the department.

Strategic Priorities	2015 Goals/Objectives - Diversity and Strategic Development
1,2,4	Review and incorporate Disparity Study and Availability results into goal setting process for DBE and BEP.
1,2,3	Increase outreach for contracting and consulting opportunities for the Tollway's <i>Move Illinois</i> capital program for BEP, VOSB and SDVOSB vendors.
1,4	Engage additional Technical Assistance for small DBE, VOSB and SDVOSB.
4	Complete full implementation of Diversity management software.

Exhibit 35

Department Headcount - Diversity and Strategic Development			
Position Title	FY2013	FY2014	FY2015
Chief of Diversity and Strategic Development	1	1	1
DBE Program Manager	1	1	1
Diversity Compliance Coordinator	1	1	1
General Manager of Diversity	1	1	1
Secretary III	1	1	1
Senior Manager of Program Development	1	1	1
TOTAL	6	6	6

Exhibit 36

Engineering Department

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

The Engineering Department oversees the following functions:

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

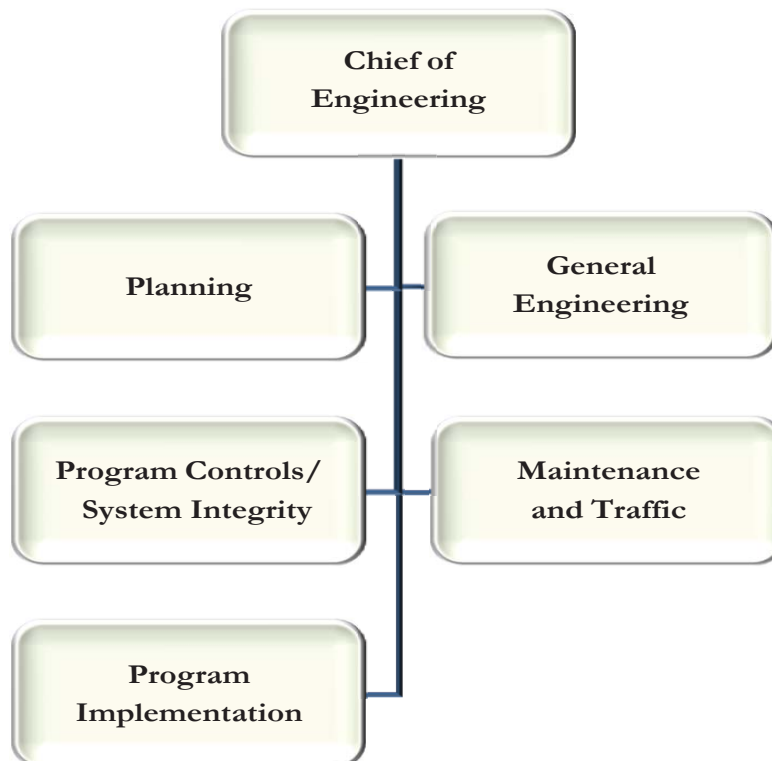


Exhibit 37

Departmental Budgets and Narratives

Department Budget					
ENGINEERING					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$35,160,008	\$35,279,331	\$36,001,472	\$722,141	2.0%
FICA and Retirement	16,347,733	17,107,248	18,583,600	1,476,351	8.6%
Payroll Sub-Total	\$51,507,740	\$52,386,579	\$54,585,072	\$2,198,493	4.2%
Consulting Services	6,105,285	6,621,800	5,839,582	(782,218)	-11.8%
Materials - Operational	4,308,682	6,661,250	5,160,700	(1,500,550)	-22.5%
Fuels and Oils	4,791,162	4,300,058	4,987,850	687,792	16.0%
Contracted Maintenance Service	2,050,190	2,873,000	3,925,000	1,052,000	36.6%
Replacement Parts	2,280,612	2,141,250	2,583,300	442,050	20.6%
Office Equipment-Maintenance	861,387	841,515	879,984	38,469	4.6%
Outside Services	419,108	554,500	478,500	(76,000)	-13.7%
Supplies - Operational	216,488	321,350	299,900	(21,450)	-6.7%
Uniforms and Accessories	151,615	154,950	169,260	14,310	9.2%
Supplies - Office	72,084	97,460	107,110	9,650	9.9%
Tools and Equipment	78,907	91,475	104,895	13,420	14.7%
Police Capital Equipment	59,502	90,080	103,954	13,874	15.4%
Building Equipment	32,200	80,520	53,009	(27,511)	-34.2%
Dues, Books and Subscriptions	42,424	45,000	48,250	3,250	7.2%
Travel and Subsistence	28,828	42,170	47,400	5,230	12.4%
Office/Equipment Rentals	28,142	39,000	35,000	(4,000)	-10.3%
Employee Training	23,993	25,235	25,775	540	2.1%
Telephone and Telegraph	6,820	11,500	22,400	10,900	94.8%
Postage and Express	8,442	6,300	10,650	4,350	69.0%
Office Equipment	750	13,000	6,600	(6,400)	-49.2%
Other Capital Equipment	-	6,750	6,250	(500)	-7.4%
Other Expenses	3,145	5,250	5,350	100	1.9%
Other Minor Accounts	287	125	425	300	240.0%
Sub-Total	\$73,077,793	\$77,410,117	\$79,486,216	\$2,076,099	2.7%
Recovery of Expenses	(1,291,702)	(1,510,000)	(1,485,000)	25,000	-1.7%
DEPARTMENT TOTAL	\$71,786,091	\$75,900,117	\$78,001,216	\$2,101,099	2.8%

Exhibit 38

The fiscal year 2015 Budget request is \$78 million, an increase of \$2.1 million or 2.8 percent above the fiscal year 2014 Budget amount. Total payroll is \$54.6 million and includes 612 positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$722 thousand compared to the 2014 Budget. This increase reflects salary, as well as annual wage adjustments required by collective bargaining agreements and seven additional positions less two allocated to the capital program.
- FICA and Retirement increased by \$1.5 million compared to the 2014 Budget due to the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- Consulting Services decreased by \$782 thousand due to reduced spending for the Tollway's consulting engineers, International Organization for Standardization (ISO) audit and consulting work partially charged to the capital program.
- Materials – Operational decreased by \$1.5 million mainly due to salt domes replenished to capacity in 2014. 2015 need is based on future winter conditions. This also includes other winter roadway materials, attenuator parts, cable barrier parts, delineators, light poles, electrical parts and painting materials needed in 2015.
- Fuels and Oils increased by \$688 thousand based on current fuel pricing and projected consumption.
- Contracted Maintenance Service increased by \$1.1 million based on increased fiber optic maintenance needed systemwide (mainly for EOWA) and additional ITS maintenance needed to support all current and new ITS devices.
- Replacement Parts increased by \$442 thousand. The funding in this account will be used for maintenance of older vehicles, as well as VMI charges that will be increasing in 2015.
- Office Equipment Maintenance increased by \$38 thousand. The increase is due to logging recorder maintenance and CAD server maintenance. 2015 will be the first year of maintenance for the logging recorder.
- Building Equipment decreased by \$28 thousand due to deferral of tools expenditures.
- Outside Services decreased by \$76 thousand due to deferral of landfill services to beyond 2015.

Engineering Department

2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Engineering (Planning)
1,2,3,4,5	<p>Continued to advance capital planning efforts on a variety of fronts, including:</p> <ul style="list-style-type: none"> • Provided recommendations to the Board of Directors regarding the technical and financial feasibility of the Illinois Route 53/120 Project. • Coordinated with local officials on the start of construction for the Elgin-O'Hare Western Access Project. • Worked with Pace to fund and incorporate amenities such as Park&Ride facilities and access ramps during construction of the Jane Addams Memorial Tollway (I-90). • Coordinated freight surveys to assist with an agency-wide freight strategic plan. • Coordinated with local agencies to identify opportunities to leverage investments associated with the <i>Move Illinois</i> Program to promote economic development opportunities. • Executed intergovernmental agreements (IGAs) with partner agencies to advance new interchanges on I-90 – Irene Road, Barrington Road, Roselle Road and Meacham Road. • Continued to close the \$300 million gap in EOWA Project funding through Congestion Mitigation Air Quality (CMAQ) sponsored projects, land donation and through ongoing efforts with local municipalities. More than \$100 million has been secured to date. • Partnered with universities and research institutions to integrate new technologies and innovation at the Tollway and created a Tollway Research Committee that has reviewed and approved several research projects currently underway.
1,2,3,4,5	<p>Sought opportunities to improve overall efficiency and systemwide operations by evaluating funding options that are consistent with the Strategic Advisory Team (SAT) report, considering the increased use of technology and roadway communication, evaluating systemwide operational deficiencies that could be addressed during <i>Move Illinois</i> and creating or updating policies to align with <i>Move Illinois</i> goals, including policies for land use and right-of-way, roadway maintenance and landscaping, freight access planning and congestion pricing.</p>
1,2,3,4,5	<p>Advanced the Tollway's commitment to environmental stewardship and sustainability by:</p> <ul style="list-style-type: none"> • Securing environmental permits for nearly \$6 billion in <i>Move Illinois</i> projects. • Securing Board approval for all known <i>Move Illinois</i> wetland mitigation, ensuring the restoration and protection of approximately 525 acres of land within Northeastern Illinois. • Developing a sustainability rating and assessment program (INVEST and LCA) to quantify and measure the environmental attributes associated with Tollway capital investments.

Strategic Priorities	2014 Accomplishments - Engineering (Planning)
1,2,3,4,5	<p>Continued to deploy public and legislative outreach activities to support the goals of <i>Move Illinois</i>, including:</p> <ul style="list-style-type: none"> • Developing new or updating existing policies to align with the <i>Move Illinois</i> strategic priorities including – freight and commercial vehicle accommodations, landscape and bridge aesthetics enhancement, bicycle and pedestrian accommodations and cost sharing. • Coordinating and partnering with IDOT and Cook County to align Tollway investments with freight and long range plans. • Securing new bus on shoulder and land acquisition legislation in Springfield to support the Tollway's <i>Move Illinois</i> Program. • Securing \$250,000 grant for the installation of solar panels on the reconstructed M-1 (Alsip) maintenance facility. • Expanding outreach to stakeholders within the I-90 and EOWA corridors. • Monitoring national policy regarding tolling and user fees. • Assisting with the development of the Tollway's legislative agenda. • Expanding outreach to key constituencies regarding all electronic tolling at the Tri-State Tollway (I-294)/I-57 Interchange.
2,3,4,5	Streamlined efforts related to agreements by improving the intergovernmental governmental agreement tracking process to synchronize with Catapult and GIS and developing standard IGAs for bridge maintenance with county roads.
1,2,3,4,5	Continued efforts to secure right-of-way for the EOWA and I-90 projects. Developed Phase II of the right-of-way tracking tool to improve overall process management, provide real-time status information and link GIS data to project budgets.
1,2,3,4,5	Expanded the use of GIS by refining and developing systems for customer communication, planning analysis and legislative outreach, increasing the number of datasets available, expanding data sharing and collection with other agencies and developing off-site hosting capabilities to allow access to key information from construction sites, field offices and other remote locations.
Strategic Priorities	2014 Accomplishments - Engineering (Maintenance/Traffic Operations)
1,2,3,4,5	Continued to work with statewide and regional stakeholders to promote public safety through the continued focus on education, enforcement, engineering and emergency medical services (EMS) and improving incident management. This includes development of Phase 2 of the Statewide Regional Incident Management Training Guide to train both public and private sector incident responders, which was implemented in March 2014.
1,2,3,5	Continued efforts toward improved signing systemwide to provide guidance to Tollway customers through the implementation of an exit numbering system at all interchanges.
2,3,4	Continued to implement procedures as required by the Governor's Executive Order #11 2009 and exceed expectations for reducing the Tollway's use of petroleum. In addition, the Tollway will have E-85 fuel available at every M-site and the volume used is expected to increase from 120,000 gallons in 2014 to approximately 275,000 gallons in 2015.

Strategic Priorities	2014 Accomplishments - Engineering (Maintenance/Traffic Operations)
1,2,3,4,5	<p>Continued to modernize and enhance technologies with a proactive approach to design engineering, equipment updates and installation and use of national best practices covering several areas including:</p> <ul style="list-style-type: none"> • Adopted a new lighting standard that incorporates LED fixtures and planning to install LED lighting throughout the I-90 corridor. A plan to update and retro-fit the existing Tollway system has been developed and will be funding dependent. This would greatly enhance roadway lighting performance and reduce energy consumption significantly. • Enhancing traffic and incident management by completing the digital conversion program in the fall of 2014, replacing the old analog video system, installing a new video wall in the Traffic Operations Center, which allows monitoring of multiple incidents and expanding operation in the Traffic Operation Center to 24 hour coverage to 5 days per week to provide for monitoring and messaging of construction activity during the work week. • Development and implementation of a new multi-year ITS maintenance agreement to provide timely and efficient maintenance of the intelligent transportation systems (ITS) field infrastructure; • Purchasing a public safety answering point (PSAP) telephone system in order to receive automatic number identification and automatic location identification on 911 call transfers and upgrade of the CAD system to structured query language CAD to further enhance the capabilities of the system and increase its useful life. • Purchasing a new digital logging recorder; currently awaiting final installation and conversion to this new public safety recording system.
2,3,5	Smart Work Zone implemented on the second year of rebuilding and widening of I-90 between Elgin and the I-39 Interchange.
1,4,5	Implemented online permitting for over dimensional and overweight commercial vehicles. Installation of a truck scale at M-2 (Cermak) is planned for this fall, which will greatly enhance overweight vehicle enforcement efforts.
2,3,4,5	Implemented the vendor managed inventory program for the acquisition of fleet-related replacement parts and supplies. Internal interface processes under refinement to streamline parts acquisition.
Strategic Priorities	2014 Accomplishments - Engineering (Program Implementation)
1,2,3,4,5	<p>Since January 2012, created or sustained an estimated 19,890 jobs by the end of October 2014 through capital program expenditures of more than \$1.8 billion. (In 2014, capital expenditures through October of \$915 million created or sustained an estimated 9,945 jobs).</p>

Strategic Priorities	2014 Accomplishments - Engineering (Program Implementation)
1,2,3,4,5	Continued successful implementation of the <i>Move Illinois</i> Program. From inception through the end of October 2014, 202 contracts were awarded, \$2.5 billion of the program budget was committed, and work was delivered on time and within budget, with change orders and extra work orders well below industry averages and only 1.9 percent above contract award amounts.
1,2,3,4,5	Continued implementation of the Congestion-Relief Program (CRP), with \$5.4 billion (93.4 percent) of the program budget committed and 89.9 percent completion (work in place) by the end of October 2014. Work has been delivered on time and within budget, with completed contracts well below established budget and industry standards and 0.30 percent below contract award amounts. From inception through the end of October 2014, the CRP has included 560 contracts.
1,2,3,4,5	<p>Successfully designed, bid and awarded multiple construction contracts in 2014. Highlights include:</p> <ul style="list-style-type: none"> • Award of 15 contracts associated with the Elgin O'Hare Western Access Project (EOWA), totaling \$281 million by the end of the year including the I-290 System Interchange, rehabilitation and widening of Illinois Route 390 between Irving Park Road and Roselle Road and Illinois Route 390 reconstruction between Meacham Road and Rohlwing Road. By end of 2014 the entire western segment of Illinois Route 390 from Lake Street to I-290 Interchange will be under construction. • Award of seven contracts associated with the western segment of the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project, totaling nearly \$40 million by the end of the year, including the Genoa Road Interchange reconfiguration, Irene Road entrance ramp and toll plaza reconstruction and various local crossroad bridge reconstructions including Tyrell Road and , U.S. Route 20 over I-90. • Award of 18 contracts associated with the eastern segment of the I-90 Rebuilding and Widening Project, totaling more than \$750 million by the end of the year including advance retaining wall and bridge work along with plans to enable smart corridor technology and enhancements. • Initiated reconstruction of the M-1 (Alsip) maintenance site, including seeking LEED silver status. • Initiated or completed systemwide improvements and repairs including bridge rehabilitation and painting, signage improvements, oasis parking lot rehabilitation, plaza and maintenance facility parking lot rehabilitation or reconstruction and various emergency repairs.
1,2,3,4,5	Made substantial progress on key construction projects, including the Tri-State Tollway (I-294)/I-57 Interchange Project (opened in October), the 37-mile western segment of I-90 Rebuilding and Widening Project from Elgin to I-39 near Rockford (also scheduled for completion in 2015 including 16 local crossroad bridges) and advance construction work for the 25-mile eastern section of the I-90 Rebuilding and Widening Project (scheduled for completion in 2016).

Strategic Priorities	2014 Accomplishments - Engineering (Program Implementation)
1,2,3,4,5	Continued to provide support and training to over 1,100 e-Builder users working on over 150 projects in the system. Developed an archive to maintain project records for those performed under the Tollway's previous web based project management system, Proliance. Implemented e-Builder Phase 2, which included cost and budget processes, as well as contract management process and electronic bidding.
1,2,3,4,5	Updated processes and procedures to ensure a consistent approach in program implementation. Highlighted accomplishments include: <ul style="list-style-type: none"> Revising 17 ISO procedures to align with <i>Move Illinois</i> goals. Prepared for and passed the tri-ennial ISO recertification audit.
4	Developed reports, presentations, maps, graphics and other materials to provide clear, accurate and timely program information to the Board of Directors, to inform stakeholders and to support community outreach activities.
2,3,4,5	Provided staff and assistance to other departments including Communications, Diversity and Strategic Development, Information Technology and Business Systems. Staff provided critical functions necessary to each departments' success, such as: developing and implementing website changes to enhance customer communications; assisting in developing new diversity programs and initiatives; developing and deploying various technology upgrades; and supporting efforts to procure new, back-office toll system vendors.

Strategic Priorities	2015 Goals/Objectives - Engineering (Planning)
1,2,3,4,5	Continue to inform and educate stakeholders, foster cooperation and advance policy initiatives through various public and legislative outreach activities, including: <ul style="list-style-type: none"> Coordinating with counties, local communities and regional planning and economic development agencies to identify economic development opportunities associated with <i>Move Illinois</i> projects. Collaborating with Pace and the Regional Transit Authority (RTA) regarding transit opportunities within the I-90 corridor consistent with the I-90 Corridor Planning Council Guiding Principles. Conducting multiple outreach activities related to I-90 construction; Continuing meetings of the EOWA Project Local Advisory Committee (LAC). Conducting outreach to new members of the Illinois General Assembly and other newly-elected officials concerning <i>Move Illinois</i>.
1,2,3,4,5	Continue to support sound decision making by: <ul style="list-style-type: none"> Updating Tollway policies for land use, right-of-way and freight. Monitoring, evaluating and analyzing data related to traffic, revenue and violations. Conducting additional surveys to secure feedback to support and guide strategic planning and policy.

Strategic Priorities	2015 Goals/Objectives - Engineering (Planning)
1,2,3,4,5	<p>Continue to advance capital planning efforts on a variety of fronts, including:</p> <ul style="list-style-type: none"> • Providing recommendations to the Board of Directors regarding the technical and financial feasibility of the Illinois Route 53/120 Project. • Continue to coordinate with local officials as construction commences on the Elgin O'Hare Western Access Project. • Continue to coordinate with regional transit agencies to fund and incorporate amenities such as Park&Ride facilities and access ramps during construction of I-90. • Coordinate with local agencies to identify opportunities to leverage investments associated with the <i>Move Illinois</i> Program to promote economic development opportunities. • Partner with universities and research institutions to integrate new technologies and innovation at the Tollway.
1,2,3,4,5	<p>Continue to deploy public and legislative outreach activities to support the goals of <i>Move Illinois</i>, including:</p> <ul style="list-style-type: none"> • Develop new or update existing policies to align with the <i>Move Illinois</i> strategic priorities including – freight and commercial vehicle accommodations, landscape and bridge aesthetics enhancement, bicycle and pedestrian accommodations and cost sharing. • Expand outreach to stakeholders within the I-90 and EOWA corridors. • Monitor national policy regarding tolling and user fees. • Assist with the development of the Tollway's legislative agenda. • Expand outreach to key constituencies such as truckers associations.
1,2,3,4,5	<p>Advance the Tollway's commitment to environmental stewardship and sustainability by:</p> <ul style="list-style-type: none"> • Develop an agency wide policy of seeking funding opportunities for environmental studies and programs, monitoring the impact of capital projects and develop plans to address post-construction issues. • Seek funding and grant opportunities for new and existing environmental initiatives.
1,2,3,4,5	<p>Continue efforts to secure right-of-way for the EOWA and I-90 projects and expand the right-of-way tracking tool to improve overall process management, provide real-time status information and link GIS data to project budgets.</p>
2,3,4,5	<p>Continue to streamline efforts related to agreements by improving the IGA tracking process to synchronize with Catapult and GIS and developing standard IGAs for bridge maintenance with county roads.</p>
1,2,3,4,5	<p>Expand the use of GIS by further refining and developing systems for customer communication, planning analysis and legislative outreach, increasing the number of datasets available, expanding data sharing and collection with other agencies and developing off-site hosting capabilities to allow access to key information from construction sites, field offices and other remote locations.</p>

Strategic Priorities	2015 Goals/Objectives - Engineering (Maintenance/Traffic Operations)
2,3,5	Review the statewide incident management on-line training program and determine its applicability to provide initial training and awareness of incident management to Maintenance and Traffic Division staff and field personnel. Retraining of all in-house personnel.
1,2,3,4,5	Continue to explore new technological innovations and national best practices that could be applied to roadway operations and thereby enhance safety, efficiency and productivity. Increase presence at national and regional conferences to seek out these new technologies, methods and techniques and continued participation in regional operational groups such as Lake Michigan Gateway Alliance, Great Lakes Regional Transportation Operations Coalition, Intelligent Transportation Society of the Midwest and others.
1,2,3,4,5	Expand the availability of tools for winter snow and ice control by developing the ability to manufacture and use liquid salt brine and other potential de-icing / anti-icing liquids to enhance efficiency, effectiveness and sustainability of winter maintenance operations.
2,3,4,5	Improve the transparency and performance of the towing and road service and vehicle recovery programs by implementing new agreements for the vehicle recovery program and a new selection process. Applying similar updates to the towing and toad service program in 2015.
2,3,5	Complete incident management training for all fire departments and tow operators under agreement with the Illinois Tollway system.
2,3,5	Improve safety of live-lane work activity through the acquisition of a moveable barrier worker protection system that will establish positive barrier separation between moving traffic and workers performing such tasks as pavement repair, raised pavement lane marker lens replacement and potentially other short-term maintenance and repair tasks.
1,2,3,4,5	<p>Continue to incorporate intelligent transportation systems into the Tollway's integrated operational approach consistent with the Federal Highway Administration Transportation Systems Management and Operations Initiatives.</p> <p>Initiatives for 2015 and beyond will include:</p> <ul style="list-style-type: none"> • Implement color matrix dynamic message signs (DMS) to enhance our ability to communicate complex messages using pictographs and symbols. • Finalize smart corridor master plan and concept of operations for the I-90 corridor. • Enhance data collection through the upgrading of current passive vehicle technology and explore third party data acquisition services. • Upgrade current roadway weather information systems to improve accuracy and performance of system's ability to capture pavement and bridge temperatures.
2,3,4	Continue to implement procedures as required by the Governor's Executive Order #11 2009 and exceed expectations for reducing the Tollway's use of petroleum and increased use of E-85 fuel.

Strategic Priorities	2015 Goals/Objectives - Engineering (Maintenance/Traffic Operations)
2,3,5	Continue to modernize and enhance technologies with a proactive approach to design engineering, equipment updates and installation and use of national best practices covering several areas.
2,3,4,5	Continue to advance implementation of the Vendor Managed Inventory Program for the acquisition of fleet-related replacement parts and supplies.
1,2,3,4,5	<p>Prepare for responsibility and maintenance of Illinois Route 390 (formerly known as the Elgin O'Hare Expressway):</p> <ul style="list-style-type: none"> • Selection and development of a new maintenance garage. • Acquisition of new equipment to maintain this new maintenance section, M-16. • Hiring of work force to staff M-16 or at least be available to handle winter maintenance when the road transitions from IDOT to the Tollway in the fourth quarter of 2015.
1,2,3,4,5	<p>Promote industry competition and participation in Tollway projects by qualified construction and professional services firms. Coordinate with the American Council of Engineering Companies (ACEC), Illinois Road and Transportation Builders Association (IRTBA), Hispanic American Construction Industry Association (HACIA) and other industry organizations by holding meetings, seminars, training sessions and webinars to provide information, build relationships and help businesses successfully navigate Tollway processes. <i>Move Illinois</i> quarterly meetings will also be held with designers, construction managers and contractors to share information convey the Tollway's expectations and build a collaborative team.</p>
Strategic Priorities	2015 Goals/Objectives - Engineering (Program Implementation)
1,2,3,4,5	Continue to successfully deliver construction projects on time and within budget, including retaining wall, noisewall, mainline roadway and bridge widening and reconstruction and improvement work associated with the I-90 Rebuilding and Widening Project; EOWA corridor improvements, NSMJAWA watermain relocation west of Roselle Road to west of Elmhurst Road; Roadway resurfacing and various bridge/wall repairs on Reagan Memorial Tollway (I-88); completion of landscaping on I-294/I-57 Interchange; M-1 (Alsip) maintenance facility on I-294; and various systemwide improvements.
1,2,3,4,5	<p>Continue to successfully develop designs and award construction projects for variety of capital program projects, including:</p> <ul style="list-style-type: none"> • I-90 Rebuilding and Widening Project • EOWA corridor improvements • I-294/I-57 Interchange Phase II ramps, retaining walls, northbound I-57 CD road and other improvements • Smart corridor/ITS • Forested fen restoration • Systemwide improvements for bridge and retaining wall repairs, signing and striping upgrades and facilities repairs • Engineering, environmental and master plan study for the Central Tri- State Corridor from 95th Street to Balmoral Avenue

Strategic Priorities	2015 Goals/Objectives - Engineering (Program Implementation)
1,2,3,4,5	Continue to secure Tollway staffing resources and enhance program tools, systems, processes and procedures as needed for successful capital program implementation.

Exhibit 39

Department Headcount - Engineering

Position Title	FY2013	FY2014	FY2015
Administration Manager	1	1	1
Aerial Lift Operator	1	0	0
Assistant Project Manager	2	2	3
Auto Mechanic	54	54	54
Automotive Attendant	2	2	2
Automotive Body Technician	2	2	2
Bridge Inspection Engineer	0	0	1
Budget and Data Administrator	0	0	1
Budget Procurement and Maintenance Systems Manager	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	7	7
Communications Supervisor	4	4	4
Community Relations Corridor Coordinator	1	1	1
Community Relations/Outreach Manager	1	1	1
Condemnation Support Specialist	1	0	1
Construction Contract Supervisor	1	1	1
Contract Administrator	1	1	2
Contract Payment Expeditor	4	4	5
Contract Payment Expeditor Supervisor	1	1	1
Data Entry Manager	1	1	0
Deputy Chief of Engineering for Planning	1	1	1
Deputy Chief of Program Controls	1	1	1
Deputy Chief of Program Implementation	1	2	2
Dispatch Manager	1	1	1
Document and ITS Inventory Technician	0	0	1
Document Control Manager	1	1	1
Document Control Specialist	1	1	1

Exhibit 40-1

Department Headcount - Engineering

Position Title	FY2013	FY2014	FY2015
Engineering Document Administrator	1	1	1
Engineering Project Analyst	1	1	0
Engineering Project Liaison	1	1	1
Environmental Planner	1	1	1
Environmental Policy and Program Manager	1	1	1
Equipment Operator Laborer	310	310	310
Executive Project Engineer	4	3	3
Executive Project Manager	2	5	5
Executive Secretary	4	4	4
Fiber Optic Utilities Relocation Manager	1	1	1
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 and Traffic	1	1	1
Geometrics Engineer	1	1	1
GIS Support Specialist	1	1	1
GIS Systems Manager	1	1	1
Incident Manager	1	1	1
Intergovernmental Agreement (IGA) Manager	1	1	1
ITS Deployment Engineer	1	1	1
ITS Engineer	1	0	1
ITS Field Technician	1	2	2
Land Acquisition Manager	1	1	1
Legislative and Policy Analyst	1	1	1
Maintenance Section Manager	11	11	11
Maintenance Section Supervisor	12	12	12
Maintenance Systems Analyst	1	1	1
Maintenance Systems Support Clerk	1	1	1
Management Operations Specialist	1	1	1
Materials Engineer	2	2	1
Oasis Project Manager	1	1	1
Parts Clerk	15	14	14
Part Time Data Technician	1	1	1
Permit and Utilities Manager	1	1	1
Policy Analyst	1	1	1
Project Manager	4	4	4
Property Specialist	1	1	1
Quality Auditor	1	1	1

Exhibit 40-2

Department Headcount - Engineering

Position Title	FY2013	FY2014	FY2015
Quality Manager	0	0	1
Relocation Assistant	1	1	1
Relocation and Acquisition Specialist	1	1	1
Roadway Electrical Manager	1	1	1
Roadway Lighting Laborer	12	14	13
Roadway Maintenance District Manager	3	2	2
Roadway Maintenance Manager	1	1	1
Roadway Management System Manager	0	0	1
Secretary II	1	1	1
Secretary III	5	6	5
Section Clerk	13	13	13
Senior Contract Payment Expediter	1	1	1
Senior Environmental Planner	1	1	1
Senior Landscape Architect	1	1	1
Senior Manager of Strategic Planning	1	1	1
Senior Project Engineer	7	7	7
Senior Project Manager	5	4	4
Sign Maker Hanger	15	15	15
Sign Shop Manager	1	1	1
Sign Shop Supervisor	1	1	1
Telecommunicator	20	20	21
Traffic and Revenue Analyst	1	1	1
Traffic Operations Center Manager	1	1	1
Traffic Operations Manager	1	1	1
Traffic Operations Technician	5	6	7
Traffic Permit Technician	2	2	2
Transportation Planner	1	0	1
Utility Administrator	1	1	1
Utilities/IGA Coordinator	2	1	1
Utility Technician	3	3	2
Web-Based Project Management Systems Manager	1	1	1
Welder	6	6	6
TOTAL	605	605	612

Exhibit 40-3

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.

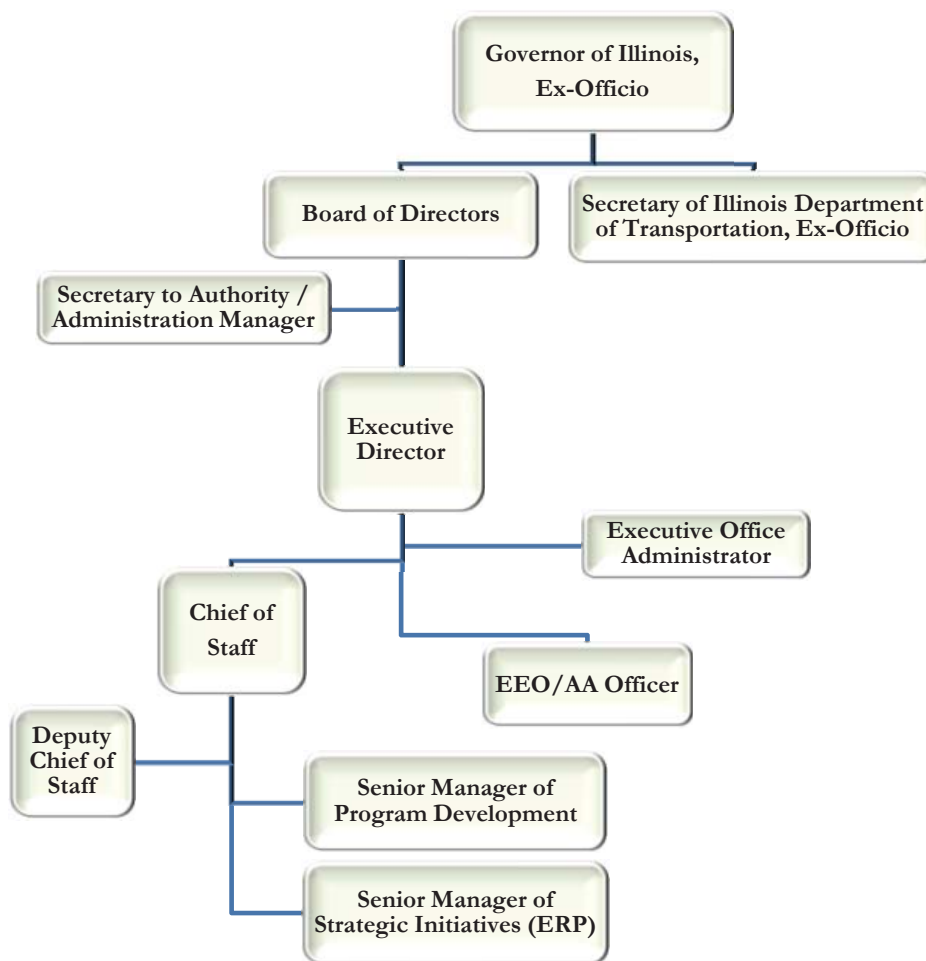


Exhibit 41

Departmental Budgets and Narratives

Department Budget					
EXECUTIVE OFFICE AND DIRECTORS					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$825,899	\$973,770	\$954,490	(\$19,280)	-2.0%
FICA and Retirement	377,405	471,908	492,698	20,790	4.4%
Payroll Sub-Total	\$1,203,304	\$1,445,678	\$1,447,188	\$1,510	0.1%
Outside Services	86,667	138,000	138,000	-	0.0%
Dues, Books and Subscriptions	8,159	30,250	36,350	6,100	20.2%
Other Expenses	15,615	25,500	36,000	10,500	41.2%
Travel and Subsistence	10,518	12,400	12,600	200	1.6%
Supplies - Office	308	2,500	4,500	2,000	80.0%
Employee Training	1,909	1,750	2,250	500	28.6%
Advertising and Promotion	-	1,500	1,500	-	0.0%
Other Capital Equipment	-	1,250	1,250	-	0.0%
Postage and Express	275	1,000	1,000	-	0.0%
Printing and Publications	-	500	750	250	50.0%
Supplies - Operational	5	600	600	-	0.0%
Office Equipment	-	500	500	-	0.0%
DEPARTMENT TOTAL	\$1,326,761	\$1,661,428	\$1,682,488	\$21,060	1.3%

Exhibit 42

The fiscal year 2015 Budget request is \$1.7 million, an increase of \$21 thousand or 1.3 percent above the fiscal year 2014 Budget amount. Total payroll is \$1.4 million and includes seven positions.

Maintenance and Operations Highlights

- Salaries decreased by \$19 thousand compared to the 2014 Budget. This decrease is due to salary transfers between departments.
- FICA and Retirement increased by \$21 thousand compared to the 2014 Budget due to the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- Other Expenses increased by \$11 thousand based on recent trends in spending.
- Dues, Books and Subscriptions increased by \$6 thousand based on current needs.

Executive Office and Directors**2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities****Strategic Priorities:**

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Executive Office and Directors
1,2,5	Completed year three of <i>Move Illinois: The Illinois Tollway Driving the Future</i> , a 15-year, \$12 billion capital program. 2014 was the largest one-year infrastructure investment in the Tollway's history. The program created or sustained an estimated 19,890 jobs by the end of October 2014 and \$2.5 billion of the program budget was committed.
1	Finished the first phase of the \$719 million Tri-State Tollway (I-294)/I-57 Interchange Project creating access from northbound I-57 to northbound I-294 and southbound I-294 to southbound I-57, including a new interchange at 147th Street.
1	Finished the first phase of the \$2.5 billion Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project with the completion of 37 miles of new roadway between the Elgin Toll Plaza and I-39 in Rockford.
1	Made progress on the Elgin O'Hare Western Access (EOWA) Project including construction of a new bridge at Rohlwing Road and I-290 on the Illinois Route 390 interchange (formerly known as the Elgin O'Hare Expressway) and at Elmhurst Road on I-90. Construction on Illinois Route 390 also included installation of noisewalls between Irving Park Road and Plum Grove Road, work to rehabilitate and widen Illinois Route 390 between Irving Park Road and Meacham Road and roadway reconstruction between Meacham Road and Rohlwing Road.
1,2,3,4,5	Continued to close the \$300 million gap in EOWA Project funding through Congestion Mitigation Air Quality (CMAQ) sponsored projects, land donation and through ongoing efforts with local municipalities. More than \$100 million has been secured to date.
1,2,3,5	The Illinois Route 53/120 Project Finance Committee provided recommendations to the Illinois Tollway Board of Directors regarding the technical and financial feasibility of the Illinois Route 53/120 Project.

Strategic Priorities	2014 Accomplishments - Executive Office and Directors
1,2,3,4,5	Developed sustainability rating and assessment initiatives (INVEST and LCA) to quantify and measure the environmental attributes associated with Tollway capital investments.
2	Received the International Right-of-Way Association Project of the Year Award for the Tri-State Tollway (I-294)/I-57 Interchange Project. This was a unique project with many right-of-way challenges to acquire land and perform the necessary relocations required to accommodate this critical improvement. The Tollway went above and beyond, implementing new programs and partnerships and initiating several outreach efforts that were shared with the right-of-way community.
2	Received the American Concrete Pavement Association (ACPA) 2013 Sustainable Practices Recognition Award. The ACPA honor recognizes the Tollway's commitment to meet a higher level of green construction, highlighting the agency's pavement recycling program as the most ambitious concrete pavement sustainability effort underway by any U.S. agency.
1,2,3	Developed Employ Illinois, along with the Governor's Office and Illinois Department of Transportation to serve as a comprehensive resource for minorities, women and disadvantaged workers who wish to gain marketable skills and jobs in transportation-related construction trades.
3,4,5	Supported Illinois State Police District 15 in their efforts to reduce fatalities and serious injury accidents by strong enforcement of "fatal four" violations including: driving under the influence (DUI), speeding, occupant restraints and distracted driving.
3,5	Launched statewide "Drop It and Drive" road safety campaign targeting cell-phone ban in partnership with other public and private agencies, featuring our website www.dropitanddriveillinois.com , which has received more than 55,600 hits to date. The initiative includes televised public service announcements on two Chicago TV stations, as well as outreach to local corporations, fleet vehicles, drivers' education programs and individual drivers who are invited on our website to offer personal narratives of their experiences with distracted driving. Requests for "Drop It and Drive" message clings have come from residents and businesses in 40 states.
5	Began implementation of a new back office electronic tolling system. This new system will replace the I-PASS account management, violations management and reciprocity management currently performed within the custom RITE system. We anticipate the new system will provide the functionality and flexibility necessary to support a number of customer service improvements, including customer self-service, smartphone I-PASS account management, smartphone tolling, text message alerts, automated settlement calculation capability and integrated call center functionality.
5	Issued the Tollway's 5 millionth I-PASS transponder. More than 87 percent of all transactions are I-PASS transactions, giving the Tollway the highest national percentage of customers who choose to pay electronically.

Strategic Priorities	2014 Accomplishments - Executive Office and Directors
5	Received a 2014 Golden Trumpet Award from the Publicity of Club of Chicago for the “Love Your I-PASS” campaign, which urged I-PASS customers to promise to “love, honor and update” their license plates, contact information, credit card information and add funds to their accounts.
5	Improved 7 days to pay online, making it easier to pay unpaid tolls and avoid toll violations. The Tollway launched an improved online feature that allows drivers with unpaid tolls to find their routes on an interactive map, calculate the amount due and pay online with a credit card.
4,5	Procured services to build the open road tolling (ORT) test zone. Business Systems collaborated with Engineering to plan and procure an ORT test zone that captures captive traffic data between itself and a “live” ORT zone. The data will be used in the testing of new technologies and the tuning of existing equipment. The ORT test zone is expected to be completed by January 2015.
4,5	Began smartphone tolling pilot. The electronic tolling world is on the cusp of enhancing electronic tolling options for customers. One cutting-edge solution just entering the marketplace is the concept of using the smartphone as a device to support toll collection and payment.
1,2,4,5	Implemented a new online job application system to improve and streamline the Tollway’s hiring process with a focus on outreach to diverse communities. The new online system allows applicants to maintain a professional profile, identify areas of job interest and apply for open positions.
1,2,3,4,5	Issued two new-money bond issues totaling \$900 million par amount which, with premium, will finance \$940 million of <i>Move Illinois</i> Program project costs. The average yield to call of the two bond issues was 3.6 percent, and the average yield to maturity was 4.2 percent. The bonds were issued as fixed-rate revenue bonds with serial maturities ranging from January 1, 2026 through January 1, 2039.
1,2,3,4,5	Issued two refunding bond issues totaling \$643 million to produce net present value savings of \$77 million. The Tollway took advantage of favorable conditions in the municipal bond market to: (i) issue \$378.7 million of Series 2014A fixed rate refunding bonds at an average yield of 2.4 percent which, with other funds, were used to refund \$436.5 million of its Series 2005A bonds, producing net present value savings of \$44 million, and (ii) issue \$264.6 million of Series 2014D fixed rate refunding bonds, also at an average yield of 2.4 percent, which were used to refund \$291.7 million of its Series 2006A bonds, producing net present value savings of \$33 million. The new refunding bonds, like the bonds refunded, mature in approximately three to ten years and are rated “Aa3,” “AA-” and “AA-” by Moody’s Investors Service, Standard & Poor’s and Fitch Ratings, respectively.
4	Assisted in the conversion of Tollway employee paper pay stubs to the Electronic Pay Stub System (EPASS).

Strategic Priorities	2014 Accomplishments - Executive Office and Directors
4	Named the 2014 Agency of the Year by the Interagency Committee on Employees with Disabilities (ICED) for efforts to expand opportunities for people with disabilities. The Tollway was commended for employing a significant percentage of people with disabilities, offering extensive job accommodations to people with disabilities and opening its new Customer Service Call Center in partnership with The Chicago Lighthouse. The award marks the second consecutive year that the Illinois Tollway has earned the honor, which recognizes Illinois government agencies for hiring and promoting people with disabilities, as well as developing innovative programs and providing accommodations to assist those employees.
1	Received the Hispanic American Construction Industry Association's Advocacy Award. The Illinois Tollway and the Illinois Department of Transportation received the award for work in promoting equal opportunities in the construction and engineering fields for Hispanic-owned businesses.
4,5	Launched a new multi-lingual online feature providing Tollway customers the ability to view select information about the Tollway system and I-PASS not only in English, but also in seven other languages: Arabic, Chinese, French, Japanese, Korean, Polish and Spanish.
4,5	Engaged advisory services in April 2014 and independent verification and validation services in July 2014 on the enterprise resource planning (ERP) Program. Completed the requirements consolidation and process optimization activities necessary to publish a RFP for procuring ERP software and implementation services in fall of 2014. Implementation RFP is currently being reviewed, pending publications.
4,5	Worked to reduce costs and improve operational efficiencies while operating within budget and be accountable to customers who support the 286-mile system.
1,2,4,5	Procured a job order contracting (JOC) administrator who will create and implement the JOC program. The JOC program is designed to efficiently address small/medium-sized facility projects including emergencies.
2,4	Reduced the number of expired contracts by approximately 40 percent.
2,4	Implemented vendor managed inventory at the central warehouse and at the central shop.

Strategic Priorities	2015 Goals/Objectives - Executive Office and Directors
1,2,3,4,5	Continue providing and promoting a safe and efficient system of toll-supported highways while ensuring the highest possible level of customer service.
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.

Strategic Priorities	2015 Goals/Objectives - Executive Office and Directors
1,2,5	Support year four of <i>Move Illinois: The Illinois Tollway Driving the Future</i> , the Tollway's 15 year, \$12 billion capital program. 2015 will surpass 2014 as the largest one-year infrastructure investment in the Tollway's history and includes \$839.6 million for the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project, which will build a 21st century, state-of-the-art corridor linking Rockford to O'Hare International Airport, \$319.8 million to continue construction on the Elgin O'Hare Western Access Project – the first all-electronic roadway on the Tollway system providing western access to O'Hare International Airport, \$241.1 million for ongoing bridge, pavement and facility maintenance, as well as improvements to safety and intelligent transportation systems on the existing tollway system and \$108 million for roadway resurfacing of the west end of the Reagan Memorial Tollway (I-88) and design for future reconstruction on the east end.
1,2,5	Continue work on the second phase of the \$2.5 billion I-90 Rebuilding and Widening Project with construction throughout the 25-mile eastern segment between the Elgin Toll Plaza and the Tri-State Tollway (I-294).
2,5	Implement new color over-the-road dynamic message signs to enhance communications with drivers using pictographs and symbols.
2	Develop and implement an agency-wide research program to study environmental and roadway safety initiatives, retrofit lighting at toll plazas, parking lots and other facilities to reduce electrical consumption and provide E-85 fuel at all maintenance sites to increase volume used to 275,000 gallons annually as required by the Governor's Executive Order #11 for reducing petroleum use.
2	Continue the development of life cycle assessment tools to monitor and analyze the Tollway's use of recycled materials – recycled concrete, asphalt, roof shingles, tires, steel slag, fly ash and foundry sand as base materials, backfill and other materials in new pavement used in all Tollway construction projects.
4,5	Procure ERP software and implementation services, with the implementation of the first modules (core-finance modules) expected to begin 2016.
4	Issue bonds to finance an additional portion of the <i>Move Illinois</i> Program at or below planned costs. Current forecast is to issue approximately \$400 million on May 1, 2015 and an additional approximately \$400 million on November 1, 2015 depending on rate of capital spending and market conditions.
1,2,3	Increase outreach for contracting and consulting opportunities on <i>Move Illinois</i> for Business Enterprise Program, veteran-owned small business and service disabled veteran-owned small business vendors.
1,2,3	Support planning and environmental studies, including those initiated through the role of the Illinois Route 53/120 Blue Ribbon Advisory Committee and its subcommittees.

Strategic Priorities	2015 Goals/Objectives - Executive Office and Directors
4,5	Launch the Tollway's new back office electronic tolling system. This new system will replace the I-PASS account management, violations management and reciprocity management currently performed within the custom RITE system. We anticipate the new system to provide the functionality and flexibility necessary to support a number of customer service improvements, including customer self-service, smartphone I-PASS account management, smartphone tolling, text message alerts, automated settlement calculation capability and integrated call center functionality.
4,5	Purchase, test and install state-of-the-art cameras to help ensure the accuracy of toll violations.
4,5	Finalize smartphone tolling pilot using the smartphone as a device to support toll collection and payment and determine next steps for introducing more broadly.
4,5	Launch Facebook page to enhance the Tollway's social media presence and create a new platform to provide customers information.
1,2,4,5	Complete phase two of the job order contracting (JOC) program by selecting contractor(s) to perform projects identified by the Tollway.

Exhibit 43

Department Headcount - Executive Office and Directors			
<u>Position Title</u>	FY2013	FY2014	FY2015
Administrative Manager to the Board	1	1	1
Chief of Staff	1	1	1
Deputy Chief of Staff	1	1	1
Executive Director	1	1	1
Executive Secretary	2	2	2
Senior Manager of Program Development	1	1	1
TOTAL	7	7	7

Exhibit 44

Finance

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

Finance oversees the following functions:

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

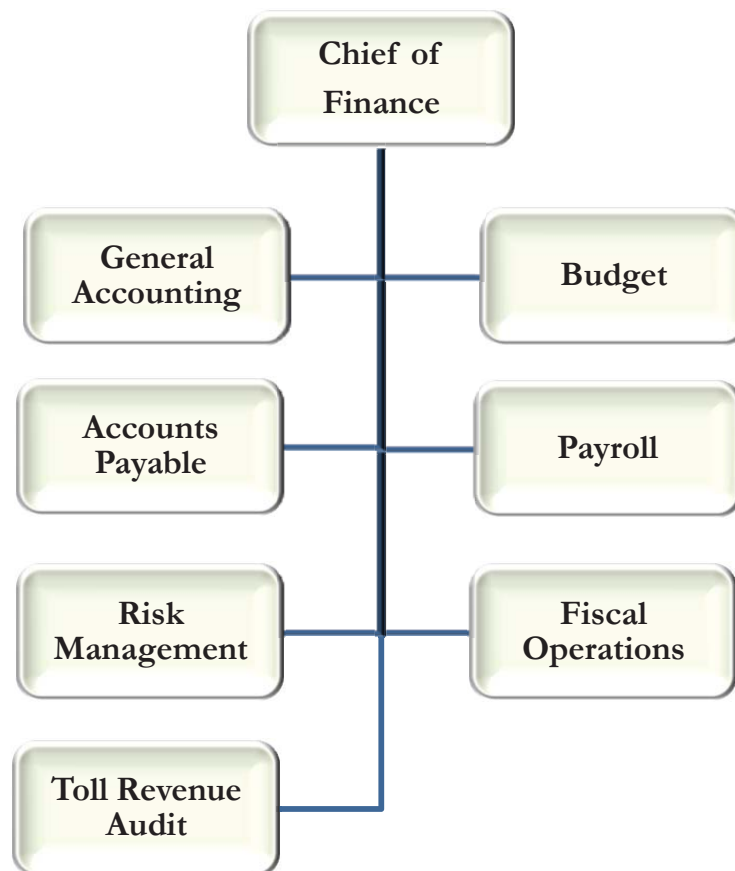


Exhibit 45

Departmental Budgets and Narratives

Department Budget					
FINANCE					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$2,679,212	\$2,851,649	\$2,848,155	(\$3,494)	-0.1%
FICA and Retirement	1,318,031	1,381,966	1,469,673	87,707	6.3%
Payroll Sub-Total	\$3,997,243	\$4,233,615	\$4,317,827	\$84,212	2.0%
Employee Group Insurance	25,570,487	27,008,400	28,303,065	1,294,665	4.8%
Worker's Compensation Insurance	10,525,000	7,825,000	9,671,300	1,846,300	23.6%
Outside Services	3,175,307	3,475,000	3,075,000	(400,000)	-11.5%
Property Insurance	2,139,099	2,657,500	2,776,500	119,000	4.5%
Bank Charges	90,898	175,000	125,000	(50,000)	-28.6%
Bond Trustee	65,500	125,000	100,000	(25,000)	-20.0%
Supplies - Office	17,451	21,600	25,000	3,400	15.7%
Postage and Express	17,874	18,025	20,010	1,985	11.0%
Dues, Books and Subscriptions	4,805	7,000	7,000	-	0.0%
Employee Training	1,446	2,000	6,000	4,000	200.0%
Office Equipment-Maintenance	3,419	7,000	3,000	(4,000)	-57.1%
Travel and Subsistence	2,120	3,100	3,000	(100)	-3.2%
Printing and Publications	1,801	3,000	2,500	(500)	-16.7%
Other Expenses	870	1,500	1,500	-	0.0%
Office Equipment	1,132	1,000	1,000	-	0.0%
Other Minor Accounts	143	500	250	(250)	-50.0%
Sub-Total	\$45,614,593	\$45,564,240	\$48,437,952	\$2,873,712	6.3%
Recovery of Expenses	(107,520)	(150,000)	(110,000)	40,000	-26.7%
DEPARTMENT TOTAL	\$45,507,073	\$45,414,240	\$48,327,952	\$2,913,712	6.4%

Exhibit 46

The fiscal year 2015 Budget request is \$48.3 million, an increase of \$2.9 million or 6.4 percent above the fiscal year 2014 Budget amount. Total payroll is \$4.3 million and includes 56 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$3 thousand compared to the 2014 Budget due to the phasing of vacancies.
- FICA and Retirement increased by \$88 thousand compared to the 2014 Budget due to the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.

- Group Insurance increased by \$1.3 million over the 2014 Budget and is based on insurance rate increases, projected employee enrollment and employee contributions toward their insurance coverage. This account includes group medical, dental, optical and life, as well as retiree health and life insurance.
- Workers' Compensation Insurance increased by \$1.8 million compared to the 2014 budgeted amount and is based on the latest actuarial study which takes into consideration the volume and value of claims.
- Property Insurance increased by \$119 thousand over the 2014 Budget to reflect replacement value of current and new assets. This account category covers buildings, bridges, vehicles, cyber and other liability insurance.
- Outside Services decreased by \$400 thousand mainly due to the rebidding of collection agency fees.
- Bank Charges decreased by \$50 thousand based on historical spending.
- Bond Trustee decreased by \$25 thousand based on historical spending.

Finance Department

2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Finance (Accounting and Budget)
4	<p>Improved operational efficiencies, internal controls, service levels and accountability, and monthly and quarterly reporting as a result of the following enhancements:</p> <ul style="list-style-type: none"> Enhanced disbursement procedures that increased the efficiency of vendor invoice processing resulting in a reduction in processing time for consulting invoices from 35 days to 25 days. Processed approximately 1,200 operational payments a month. Streamlined the litigation process by working with collection agencies. \$9.2 million in judgments have been filed since September 2012. Assisted in the conversion of Tollway employee paper pay stubs to the Electronic Pay Stub System (EPASS). Improved the coordination of the quarterly reporting process by establishing a schedule to identify deliverables for the preparation of packages for Finance, Administration and Operations Committee and Board meetings. Met all quarterly financial reporting deadlines and provided the annual 2013 audit reports by the required due date. Implemented a monthly reporting process with department chiefs and the Executive Office that improved spending forecasts on non-roadway capital projects and enhanced communication and collaboration between departments regarding the execution of non-roadway projects. Enhanced reporting on capital projects through Catapult and other systems used by the Program Management Office (PMO), resulting in improved timeliness and accuracy of financial information critical to Tollway management.
4	Received the Government Finance Officers Association (GFOA) Certificate of Financial Reporting Excellence for the 17th consecutive year.
4	<p>Performed verification and accuracy tests in the areas of I-PASS collection, violations, and general toll revenue collection processes:</p> <ul style="list-style-type: none"> Conducted exception based audits on approximately \$135 million in cash toll revenues representing more than 100 million transactions. Performed 12 money room revenue audits, 24 plaza audits, and five Customer Service Center oasis audits. Assessed policies and procedures in the areas reviewed to ensure that state funds are properly secured, accounted for, deposited and reported.
4	Provided support to Engineering on the conversion of more than 600 analog cameras to digital at all plazas and the implementation of a new digital video recording (DVR) system to monitor 500+ security cameras in the field.
4	Received recognition from the GFOA through the Distinguished Budget Presentation Award for the 11th consecutive year.
4	Assisted the Diversity department in developing and refining procedures for the Earned Credit Program (ECP). Provided oversight and validation of bid credits used by contractors to earn awards on the basis of ECP credits.

Strategic Priorities		2014 Accomplishments - Finance (Accounting and Budget)
4		<p>Began system enhancements that will improve accounting and reporting of financial results and achieve efficiencies in operations:</p> <ul style="list-style-type: none"> • Began implementation of Microsoft Dynamics to improve financial reporting. • Provided support for the conversion of the Customer Service Call Center and Violation Processing System. • Provided support for implementation of an Enterprise Resources Planning system.
Strategic Priorities		2014 Accomplishments - Finance (Risk Management)
4		Worked with other departments to ensure timely and accurate invoicing of property damage amounts.
3,4		Developed a framework for implementing an owner controlled insurance program.
3,4		Worked with Engineering, and the PMO to evaluate and reduce insurance specifications for off-road construction projects.
Strategic Priorities		2014 Accomplishments - Finance (Debt Management)
4		Completed the second and third bond financings for the <i>Move Illinois</i> Program, providing \$940 million at an all-in cost of 4.21 percent. Combined with the first <i>Move Illinois</i> bond financing in 2013, the total bond-financed <i>Move Illinois</i> Program funding to date is \$1.46 billion at an all-in cost of 4.18 percent, well below planned costs.
4		Issued two issues of refunding bonds and applied certain other funds held by the bond trustee to advance refund a portion of Series 2005A Bonds, and all Series 2006A Bonds to produce net present value savings of over \$77 million.
4		Established a compliance function to provide oversight over accounting and debt management reporting requirements and post issuance compliance reviews.

Strategic Priorities	2015 Goals/Objectives - Finance (Accounting and Budget)
4	<p>Seek opportunities to improve the timeliness and accuracy of financial reporting and enhance financial reporting policies and procedures with the following goals and objectives:</p> <ul style="list-style-type: none"> • Develop a monthly financial report. Begin implementation of Microsoft Dynamics to improve financial reporting. • Target an accounting close by the end of the third week following month end; • Refine the monthly accrual process, in collaboration with each department, to ensure outstanding invoices accrued in a timely manner. • Develop a systematic method to track and record intergovernmental agreement activity. • Process invoices timely and accurately within established goals; • Refine the process for developing monthly financial reporting packages for Board meetings. Establish clear timelines to meet deliverables for senior management presentations. • Improve the quarterly financial reports for the Executive Office and the department chiefs by providing quarterly capital, as well as maintenance and operations reports at the department level. • Continue the migration of EPASS paperless paycheck reporting.
4	<p>Deliver system enhancements that will improve accounting and reporting of financial results and achieve efficiencies in operations:</p> <ul style="list-style-type: none"> • Provide subject matter expertise for the implementation of an Enterprise Resources Planning system. Review and provide input for the Customer Service Call Center and the violation processing system conversion (VPS) to the ATS system design by Accenture. • Enhance the Catapult capital and maintenance and operations budgeting and financial reporting system to support additional reporting needs.
4	<p>Support the Tollway's efforts to deliver the Capital Program on time and within budget:</p> <ul style="list-style-type: none"> • Provide analytical support for capital planning and spending on the <i>Move Illinois</i> Program and the Congestion-Relief Program. Collaborate with Engineering, Business Systems, Information Technology and the Program Management Office to monitor budgets and spending levels. • Engage partners in developing systems and processes to improve understanding and reporting of capital needs. Be involved in planning meetings with Engineering, Business Systems and Information Technology to understand and assist in planning for investments in new technology and maintenance of existing equipment to support Tollway functions.
4	<p>Identify areas within the Tollway's maintenance and operations and collaborate with department chiefs to achieve operating efficiencies and reduce operating costs.</p>
4	<p>Provide video surveillance support for the Tollway in order to protect assets, personnel and revenues collected.</p>

Strategic Priorities		2015 Goals/Objectives - Finance (Accounting and Budget)	
4		Test and verify the accuracy of I-PASS collection, violations and the general toll revenue collection process. Identify and report discrepancies on a timely basis. Implement reports that identify revenue leakage and provide recommendations to help minimize loss.	
4		Perform safe audits and bank reconciliations of I-PASS and violation revenues collected at the Central Administration business center and oases locations.	
Strategic Priorities		2015 Goals/Objectives - Finance (Risk Management)	
2		Work with insurance brokers and their loss control personnel seeking methods to improve safety in agency operations and Tollway data.	
3,4		Evaluate and modify as needed procedures and processes used for confirmation and continued review of insurance documentation for contractors. Final procedures will be memorialized.	
Strategic Priorities		2015 Goals/Objectives - Finance (Debt and Investment Management)	
4		Meet all regulatory and investor reporting requirements and continuing disclosure obligations.	
4		Issue bonds to finance an additional portion of the <i>Move Illinois</i> Program at or below planned costs. Current forecast is to issue approximately \$400 million on May 1, 2015 and an additional approximately \$400 million on November 1, 2015 depending on rate of capital spending and market conditions.	
4		Continue to monitor opportunities to reduce debt service by refunding outstanding debt.	
4		Continue to monitor opportunities to reduce risks associated with the synthetic fixed rate bond portfolio and continue to evaluate alternatives to mitigate future interest rate risk, including hedging options.	
4		Invest cash to increase investment returns without compromising the two primary objectives which is to insure the safety of principal and to meet liquidity needs.	

Exhibit 47

Department Headcount - Finance			
<u>Position Title</u>	<u>FY2013</u>	<u>FY2014</u>	<u>FY2015</u>
Accountant	2	2	2
Accounts Payable Representative	4	5	6
Assistant Supervisor Accounts Payable	1	1	1
Budget Analyst	1	1	1
Budget/General Accounting Clerk	1	1	1
Capital Finance Analyst	0	0	1
Capital Budget Analyst	2	2	2
Capital Budget Manager	1	1	1
Capital Budget Specialist	1	1	0
Cashier	2	1	1
Cashier Supervisor	1	1	1
Cashier/General Accounting Assistant	2	3	3
Chief Accountant	2	2	2
Chief of Finance	1	1	1
Claims Adjuster	1	1	1
Controller	1	1	1
Construction Insurance Analyst	1	1	1
Deputy Chief of Finance	1	1	1
Debt Manager	0	0	1
Disbursement Control Supervisor	1	1	1
Emergency Services Collection Analyst	1	1	1
Executive Secretary	1	1	1
Financial Planning Analyst	1	1	1
Fiscal Operations Manager	1	1	1
Insurance Claims Supervisor	1	1	1
Insurance Risk Manager	1	1	1
M and O Budget Manager	1	1	1
Manned Lanes Control Clerk	1	1	1
Payroll Analyst	4	4	4
Payroll Manager	1	1	1
Payroll Supervisor	1	1	1
Project Accountant	2	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
Toll Audit Clerk	1	1	0
Toll Audit Manager	1	1	1
Toll Audit Supervisor	1	1	1
TOTAL	54	55	56

Exhibit 48

Information Technology Department

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

Information Technology oversees the following functions:

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

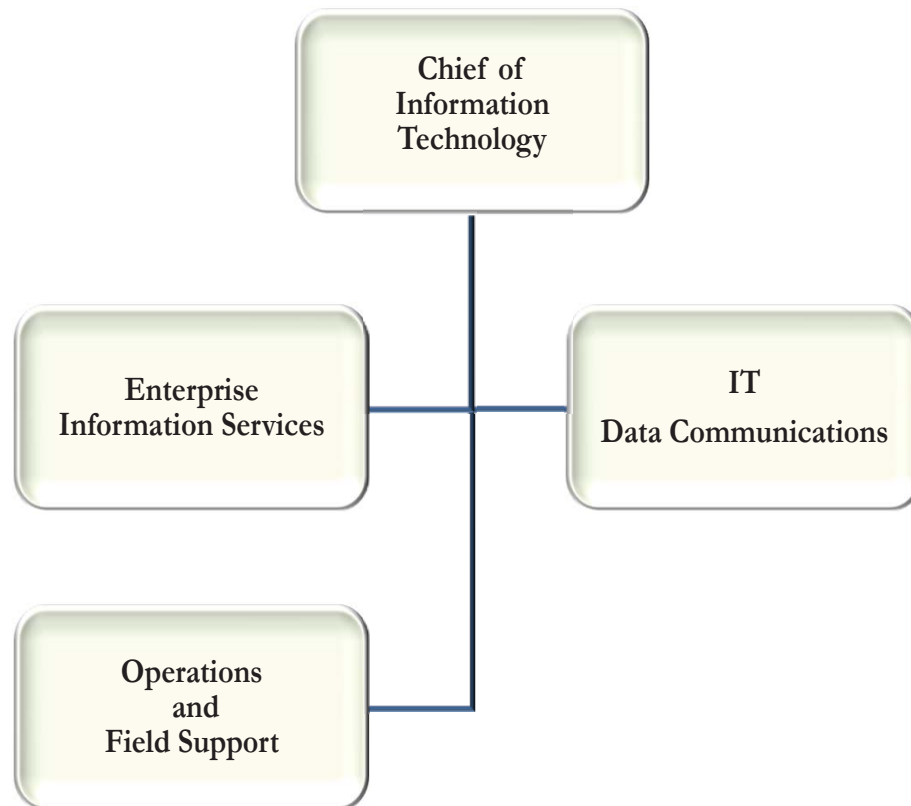


Exhibit 49

Departmental Budgets and Narratives

Department Budget					
INFORMATION TECHNOLOGY					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$3,065,293	\$4,378,670	\$4,333,097	(\$45,573)	-1.0%
FICA and Retirement	1,432,128	2,121,991	2,236,701	114,710	5.4%
Payroll Sub-Total	\$4,497,421	\$6,500,661	\$6,569,798	\$69,137	1.1%
Consulting Services	789,233	4,520,200	4,166,220	(353,980)	-7.8%
Office Equipment-Maintenance	2,450,277	2,501,500	3,103,781	602,281	24.1%
Telephone and Telegraph	550,585	750,000	1,070,436	320,436	42.7%
Contracted Maintenance Service	1,058,586	830,000	840,000	10,000	1.2%
Outside Services	98,099	216,000	182,000	(34,000)	-15.7%
Replacement Parts	127,483	170,000	180,000	10,000	5.9%
Supplies - Operational	69,080	65,500	87,000	21,500	32.8%
Employee Training	4,190	80,995	80,000	(995)	-1.2%
Materials - Operational	26,843	11,500	40,000	28,500	247.8%
Supplies - Office	6,643	11,800	26,000	14,200	120.3%
Other Capital Equipment	83,495	10,000	9,000	(1,000)	-10.0%
Tools and Equipment	1,890	5,000	6,000	1,000	20.0%
Travel and Subsistence	1,062	10,500	6,000	(4,500)	-42.9%
Uniforms and Accessories	2,301	1,800	2,600	800	44.4%
Other Expenses	740	1,600	2,000	400	25.0%
Office Equipment	-	1,900	1,700	(200)	-10.5%
Dues, Books and Subscriptions	442	1,600	1,600	-	0.0%
Postage and Express	1,779	2,200	1,500	(700)	-31.8%
Printing and Publications	2,430	1,850	1,050	(800)	-43.2%
Building Equipment	-	400	400	-	0.0%
Office/Equipment Rentals	-	50,000	-	(50,000)	-100.0%
DEPARTMENT TOTAL	\$9,772,577	\$15,745,006	\$16,377,085	\$632,079	4.0%

Exhibit 50

The fiscal year 2015 Budget request is \$16.4 million, an increase of \$632 thousand, or four percent, above the fiscal year 2014 Budget. Total payroll is \$6.6 million and includes 68 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$46 thousand compared to the 2014 Budget.
- FICA and Retirement increased by \$115 thousand compared to the 2014 Budget due the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- Office Equipment-Maintenance increased by \$602 thousand for new and ongoing software maintenance including internal auditing, Smartnet, Microsoft Assurance, EMC and Oracle. In addition, this category includes Unisys mainframe, Kronos and Datawatch (cold storage for the mainframe reports).
- Telephone costs increased by \$320 thousand due to the addition of D3 lines for the new back office electronic tolling system. Expenses in this category includes telephone/voice mail maintenance, annual systemwide T1/circuit costs.
- Consulting Services decreased by \$354 thousand as the result of funding of the anticipated ERP implementation costs to be shifted to the capital program.
- Office/Equipment Rentals decreased by \$50 thousand as funding for off-site facility is not needed for 2015.

Information Technology Department

2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Information Technology
2,4,5	The completion of the replacement of all Tollway corporate infrastructure. All equipment will now be under manufacture support. It will include replacement of server equipment, disk equipment, a refresh of back-up and recovery equipment. It will include the upgrade of core application such as exchange email, SQL server, Sharepoint and Evault for file and print. This project also includes building out a disaster recovery for core applications.
5	The completion of the data center improvement and upgrade at Central Administration and the DeKalb data centers – 1) increase physical security, 2) increase monitoring to facilitate problem management and 3) environment control standards are now maintained.

Strategic Priorities		2014 Accomplishments - Information Technology
2		Completed upgrade of telecommunications DC power systems at the remainder of Tollway sites.
2		Completed replacement of the towers at maintenance sites 2 and 6.
2		Completed the installation of the dispatch console upgrade.
2		Completed the infrastructure necessary to relocate Tollway staff and consultants to the new Lisle location.
2		Installation completed in 50 percent of the Tollway's fleet with radios, cameras and Illinois Wireless Information Network (IWIN) computers.

Strategic Priorities		2015 Goals/Objectives - Information Technology
2,5		Upgrade the Tollway's enterprise voice over internet protocol (VOIP) system replacing the legacy private branch exchange (PBX) telephone system.
2		Replace obstruction lighting on Tollway communications towers with current technology.
2,3,5		Upgrade the Tollway's roadway fiber optical wide-area network infrastructure.
2,5		Design, configuration and deploy a network operations center (NOC).
2,3,5		Replacement of the statewide radio communications system (Starcom).
2		Replace the telecommunication end of life battery charging systems
2		Expansion and improvement of the primary data center and disaster recovery facilities.
2		Replacement of telecommunication testing equipment and software.

Exhibit 51

Department Headcount - Information Technology

<u>Position Title</u>	<u>FY2013</u>	<u>FY2014</u>	<u>FY2015</u>
Antenna Specialist	2	2	2
Application Developer	0	1	2
Application Developer Manager	0	0	1
Assistant Web Master	1	0	0
Business Systems Analyst	1	0	0
Chief of Information Technology	1	1	1
Communications Equipment Operator	1	1	1
Computer Operator	2	1	1
Customer Service Supervisor	1	0	0
Data Center Operations Manager	1	1	1
Data Communications Manager	1	0	0
Data Communications Specialist	1	0	0
Data Communications Technician	2	1	0
Database Administrator	0	1	1
Deputy Chief of Business Systems	1	1	1
Deputy Chief of IT - Infrastructure and Development	1	1	1
Deputy Chief of Security	0	0	1
Deputy Manager Strategic Initiatives	0	1	1
Desktop Support Technician	1	3	3
Enterprise Application Support	0	1	2
Enterprise Information Services Manager	1	1	1
Executive Secretary	1	1	1
Field Network Engineer	1	0	0
Field Network Technician	5	4	5
Field Operations Manager	1	1	1
Inventory Control Clerk	1	1	1
IT Business Development Coordinator	1	1	1
IT Projects Coordinator	1	1	0
IT Security Manager	1	1	0
Mobile Bench Technician	1	2	2
Mobile Installer	3	3	3
Mobile Shop Manager	1	1	1
Network Administrator	2	1	1
Network Manager Cisco	0	1	1
Network Specialist Cisco	0	1	1
Network Support Manager	1	1	1
Network Technician Cisco	0	1	1
Network Operations Manager	0	1	0
Network Operations Operator	0	1	0
NOC Manager	0	0	1

Exhibit 52-1

Department Headcount - Information Technology			
<u>Position Title</u>	<u>FY2013</u>	<u>FY2014</u>	<u>FY2015</u>
NOC Operator	0	0	1
Operations and Customer Support Manager	1	1	0
Oracle DBA	1	0	0
PBX Technician	1	1	1
Project Manager	4	3	3
Secretary III	2	2	2
Security Administrator	1	1	1
Senior Computer Operator	2	2	2
Senior Manager of Strategic Initiatives	0	1	1
Senior Network Administrator	2	2	2
Senior Software Engineer	3	2	2
Senior Systems Analyst	3	3	3
System Administrator	0	2	2
System Technician I	6	4	4
Systems Architecture and Engineering Manager	1	1	1
Systems Supervisor	1	1	1
Voice Communications Coordinator	1	1	1
WEB Development Manager	1	1	0
Webmaster	1	0	0
Wireless Network Administrator	1	0	0
TOTAL	70	68	68

Exhibit 52-2

Office of the Inspector General

It is the intent of the Office of the Inspector General to provide accountability and protect the integrity of the Illinois Tollway. The Office of the Inspector General has independent authority to root out and investigate 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.

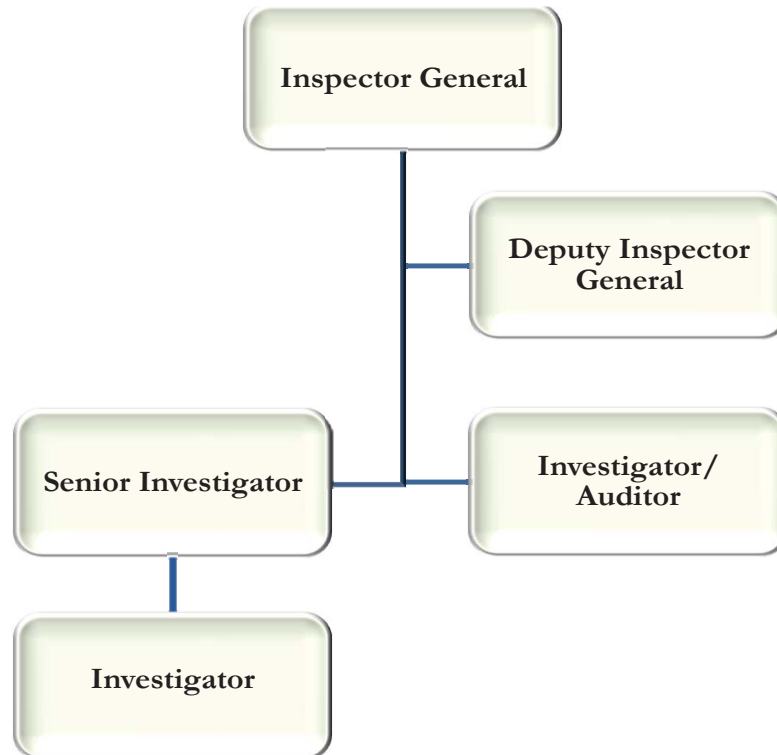


Exhibit 53

Department Budget					
OFFICE OF THE INSPECTOR GENERAL					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$473,637	\$531,610	\$570,725	\$39,115	7.4%
FICA and Retirement	220,700	257,629	294,602	36,973	14.4%
Payroll Sub-Total	\$694,337	\$789,239	\$865,327	\$76,088	9.6%
Office Equipment-Maintenance	6,200	6,200	6,510	310	5.0%
Dues, Books and Subscriptions	8,224	9,000	6,000	(3,000)	-33.3%
Employee Training	4,940	3,000	4,000	1,000	33.3%
Travel and Subsistence	636	2,000	3,000	1,000	50.0%
Supplies - Office	1,193	2,000	1,500	(500)	-25.0%
Postage and Express	768	500	750	250	50.0%
Office Equipment	-	1,000	750	(250)	-25.0%
Printing and Publications	1	100	100	-	0.0%
Supplies - Operational	7	100	100	-	0.0%
Tools and Equipment	-	100	100	-	0.0%
DEPARTMENT TOTAL	\$716,307	\$813,239	\$888,137	\$74,898	9.2%

Exhibit 54

The fiscal year 2015 Budget request is \$888 thousand, an increase of \$75 thousand or 9.2 percent above the fiscal year 2014 Budget amount. Total payroll is \$865 thousand and includes six positions.

Maintenance and Operations Highlights

- Salaries increased by \$39 thousand compared to the 2014 Budget. This salary increase reflects the phasing of one position for a full year.
- FICA and Retirement increased by \$37 thousand compared to the 2014 Budget due to the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- Dues, Books and Subscriptions decreased by \$3 thousand based on need.
- In aggregate, Employee Training, Travel and Subsistences and other minor accounts increased by \$1,500.

Office of the Inspector General**2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities****Strategic Priorities:**

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Inspector General
1,2,4,5	Provided investigative assistance to numerous internal departments to support improvements in internal accomplishments.
1,2,3,4	Performed investigations of disadvantaged and minority- and women-owned businesses (D/M/WBE) enterprise participation in contracts, resulting in recommendations for improved management.
1,2,4,5	Conducted numerous investigations regarding employee conduct and employee performance issues, resulting in recommendations for improvements.
1,2,4,5	As official law enforcement liaison for the Tollway, provided investigative assistance to outside law enforcement agencies to facilitate investigative and prosecutorial efforts.

Strategic Priorities	2015 Goals/Objectives - Inspector General
4,5	Provide appropriate notice of office investigative accomplishments to the Chairman, Board of Directors, Executive Staff, the Illinois Governor and the General Assembly.
2,3,4,5	Preserve and protect Tollway employee and program integrity.
2,3,4,5	Promote improved Tollway management regarding significant and/or planned matters.
1,2,3,4,5	Promote economy, efficiency and effectiveness in Tollway programs and operations.

Exhibit 55

Department Headcount - Office of the Inspector General			
<u>Position Title</u>	FY2013	FY2014	FY2015
Administrative Assistant	1	1	1
Deputy Inspector General	1	1	1
Inspector General	1	1	1
Investigator	1	1	1
Investigator - Auditor	1	1	1
Senior Investigator	1	1	1
TOTAL	6	6	6

Exhibit 56

Internal Audit Department

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

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

The Internal Audit Department oversees the following functions:

- Internal Audit
- Vendor Compliance Audit

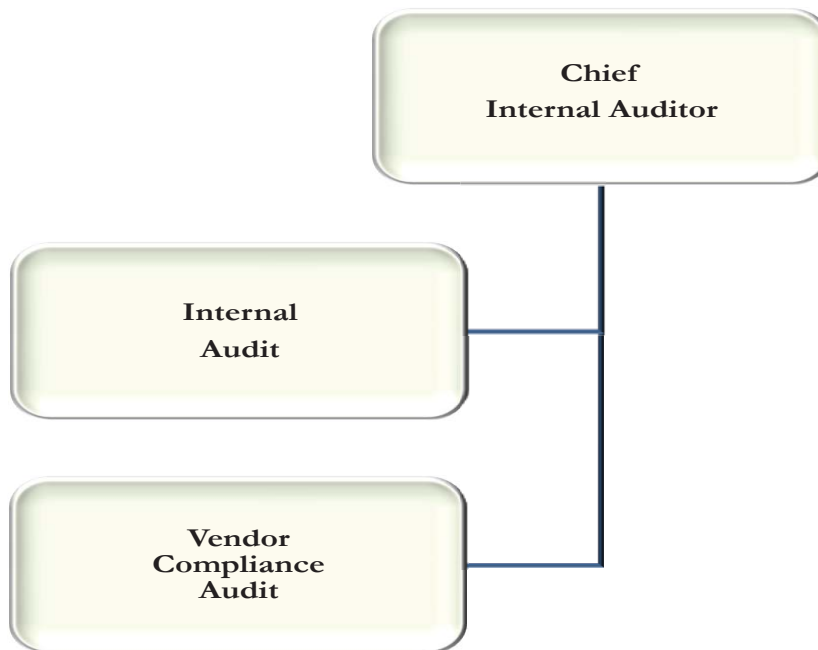


Exhibit 57

Departmental Budgets and Narratives

Department Budget					
INTERNAL AUDIT					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$391,028	\$519,237	\$553,428	\$34,191	6.6%
FICA and Retirement	183,990	251,633	285,674	34,041	13.5%
Payroll Sub-Total	\$575,019	\$770,870	\$839,101	\$68,231	8.9%
Employee Training	4,529	9,500	7,000	(2,500)	-26.3%
Dues, Books and Subscriptions	2,731	2,500	2,500	-	0.0%
Travel and Subsistence	1,569	2,000	2,000	-	0.0%
Supplies - Office	1,873	600	2,000	1,400	233.3%
Uniforms and Accessories	-	-	1,000	1,000	N/A
Supplies - Operational	-	-	500	500	N/A
Other Minor Accounts	843	-	-	-	N/A
DEPARTMENT TOTAL	\$586,564	\$785,470	\$854,101	\$68,631	8.7%

Exhibit 58

The fiscal year 2015 Budget request is \$854 thousand, an increase of \$69 thousand or 8.7 percent above the fiscal year 2014 Budget amount. Total payroll is \$839 thousand and includes eight positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$34 thousand compared to the 2014 Budget. This increase reflects salary, as well as annual wage adjustments.
- FICA and Retirement increased by \$34 thousand compared to the 2014 Budget due to the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- Employee Training decreased by \$3 thousand based on historical spending.
- In aggregate, Uniforms and Accessories, Supplies Operational and Office Supplies increased by \$3 thousand based on need.

Internal Audit

2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Internal Audit
1,2,4,5	Cycle Audits - Performed six scheduled and required cycle audits including Administrative Support Services, Budgeting, Accounting and Reporting; Revenues and Receivables; Property, Equipment, and Inventory; Electronic Data Processing; and Grant Administration.
1,2,4,5	Fiscal Control and Internal Auditing Act (FCIAA) requirements - Completed all administrative requirements set forth within the Fiscal Control and Internal Auditing Act, including, but not limited to, development of the two-year plan, presentations to the Board and Executive management on Internal Audit activities, completion of the annual certification letter to the Auditor General of the State of Illinois.
2,4,5	Audit Follow-Up - Performed follow-ups on all 2013 internal and external audit findings presented to management.
4,5	External Audit Coordination – Coordinated the external audits for the compliance examination, Payment Card Industry (PCI) assessment and other outsourced assurance reviews.
4,5	Additional Audits – Performed vendor audits and risk-based audits on Tollway operations.
1,2,4,5	Performed audit activities that have helped the Tollway safeguard assets; promote accountability; ensure compliance with laws, regulations, policies, procedures, generally accepted industry standards and verify the accuracy and reliability of accounting data.
1,2,4,5	Consulting Services - Provide consulting services on pre-implementation of electronic data processing systems and other areas of management to add value and improve governance, risk management and control processes.
4,5	Developed and sustained collaborative relationships with administration and other key stakeholders.

Strategic Priorities		2014 Accomplishments - Internal Audit
1,2,4,5		Audit recommendations identified ways to maximize revenues or identify opportunities for new revenue or cost savings, manage or use its resources in an economical and efficient manner and identified causes for inefficiencies or uneconomical practices.
1,2,4,5		Continued to advise on internal controls for the development of systems and business processes that will provide opportunities for operational improvement and efficiencies.
4,5		Continued recurring goals and objectives including timely completion of scheduled audits, reviews and special projects, performance of follow-up reviews, staff training and career development.
4		Identified activities requiring internal audit through communication with management, other key personnel or problem areas encountered during the performance of regular assignments.
1,2,3,4,5		Examined existing systems and activities to evaluate efficient and effective use of resources, accomplishment of goals and objectives, reliability of information, accuracy of records, compliance with policies and procedures and integrity of controls.

Strategic Priorities		2015 Goals/Objectives - Internal Audit
1,2,4,5		Cycle Audits – Complete four scheduled and required cycle audits including Agency Management and Oversight, Personnel and Payroll, Expenditure Control and Purchasing and Procurement.
1,2,4,5		Additional Audits - Perform additional non-cyclical audits based on annual risk assessment results.
4,5		Audit Coordination - Coordinate with external auditors and Tollway management on various audit engagements to ensure proper communication and efficiency.
1,2,4,5		Consulting Services - Provide consulting services on pre-implementation of electronic data processing systems and other areas of management request to help add value and improve governance, risk management and control processes.
4		Continue to develop and achieve audits scheduled on annual audit plan.
1,2,3,4,5		Continue to advise on internal controls for the development of systems and business processes that will provide opportunities for operational improvement and efficiencies.
4,5		Continue timely completion of scheduled audits, reviews and special projects, performance of follow-up reviews, staff training and career development.
4		Ensure all staff pursue continuous professional development that lead to professional and ethical proficiency expected in the profession of internal auditing.
4,5		Ensure communication with the Audit Committee is effective in addressing its requirements.
1,2,4,5		Consulting Services – Provide consulting services on pre-implementation data processing systems and/or management requests to add value and improve governance, risk management and control processes.

Exhibit 59

Department Headcount - Internal Audit

<u>Position Title</u>	FY2013	FY2014	FY2015
Audit Administrator	0	0	1
Chief Internal Auditor	1	1	1
Construction Auditor/Deputy Chief of Internal Audit	0	1	1
Information Systems Auditor	1	1	1
Internal Audit Manager	1	1	1
Internal Auditor	3	3	3
TOTAL	6	7	8

Exhibit 60

Legal Department

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

The Legal Department oversees the following functions:

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

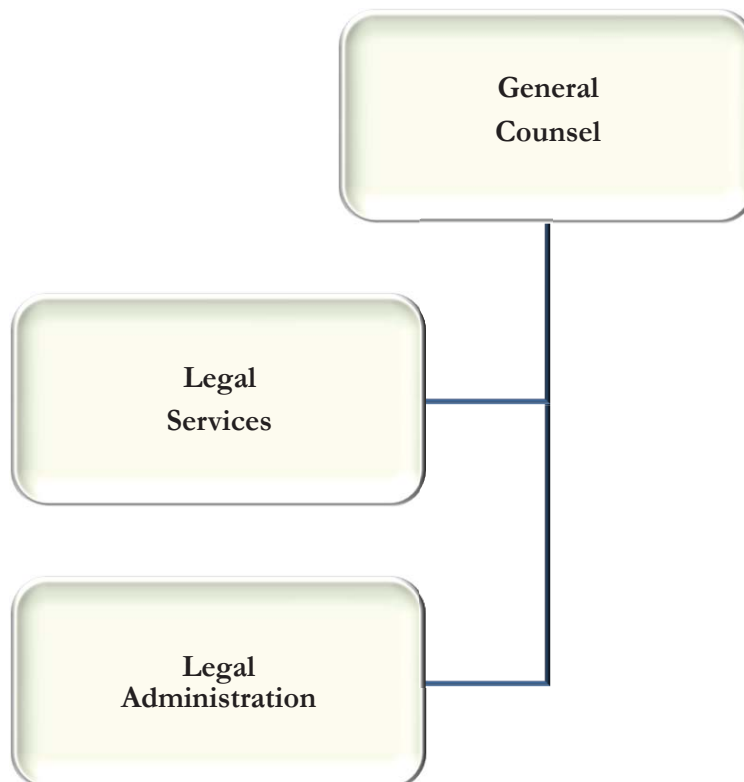


Exhibit 61

Department Budget					
LEGAL					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$996,937	\$1,082,019	\$1,100,346	\$18,327	1.7%
FICA and Retirement	463,791	524,368	567,988	43,620	8.3%
Payroll Sub-Total	\$1,460,727	\$1,606,387	\$1,668,334	\$61,947	3.9%
Outside Services	217,084	225,000	234,000	9,000	4.0%
Dues, Books and Subscriptions	7,927	8,500	11,900	3,400	40.0%
Travel and Subsistence	4,629	5,500	7,700	2,200	40.0%
Supplies - Office	2,029	4,750	4,750	-	0.0%
Employee Training	2,866	2,500	3,500	1,000	40.0%
Other Expenses	378	3,000	3,000	-	0.0%
Supplies - Operational	4	1,900	1,900	-	0.0%
Postage and Express	2,134	1,900	1,900	-	0.0%
Printing and Publications	-	27	-	(27)	-100.0%
Telephone and Telegraph	-	525	-	(525)	-100.0%
Office Equipment	2,164	3,475	-	(3,475)	-100.0%
Sub-Total	\$1,699,943	\$1,863,464	\$1,936,984	\$73,520	3.9%
Recovery of Expenses	(2,303)	(6,000)	(6,000)	-	0.0%
DEPARTMENT TOTAL	\$1,697,640	\$1,857,464	\$1,930,984	\$73,520	4.0%

Exhibit 62

The fiscal year 2015 Budget request is \$1.9 million, an increase of \$74 thousand or four percent above the fiscal year 2014 Budget amount. Total payroll is \$1.7 million and includes 12 positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$18 thousand compared to the 2014 Budget. This increase reflects adjustments and phasing of salary and wages.
- FICA and Retirement increased by \$44 thousand compared to the 2014 Budget due to the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- Outside Services increased by \$9 thousand due to anticipated legal services required.
- Dues, Books and Subscriptions increased by \$3 thousand for legal memberships.
- Travel and Subsistence increased by \$2 thousand due to 2015 anticipated travel.
- Office equipment decreased by \$3 thousand based on historical need.

Legal Department

2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Legal
4	Capital Plan support.
4	Oversaw refinancing of bonds.
3	O'Hare engagement for land acquisition.
4	Guidance for collection activities.
4	Litigation successes in commercial and employment context.
4	Various legislative achievements.
4	Sound handling of Board meetings and key issues.

Strategic Priorities	2015 Goals/Objectives - Legal
4	Continue to provide legal support with upcoming union negotiations.
4	Assist with developments in <i>Move Illinois</i> land acquisitions – related to Elgin O'Hare Western Access Project matters.
4	Active management and defense in DBE Litigation.
4	Integrate new staff members.
5	Assist in customer-focused guidance to Business Systems.
4	Launch legal services RFP pool usage.
4	Successful marketing of upcoming bond issuances.

Exhibit 63

Department Headcount - Legal

<u>Position Title</u>	FY2013	FY2014	FY2015
Assistant Attorney General	2	2	2
Deputy General Counsel	0	1	1
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	4	4
TOTAL	12	12	12

Exhibit 64

Procurement Department

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

The Procurement Department oversees the following functions:

- Purchasing
- Central Warehouse (CW)

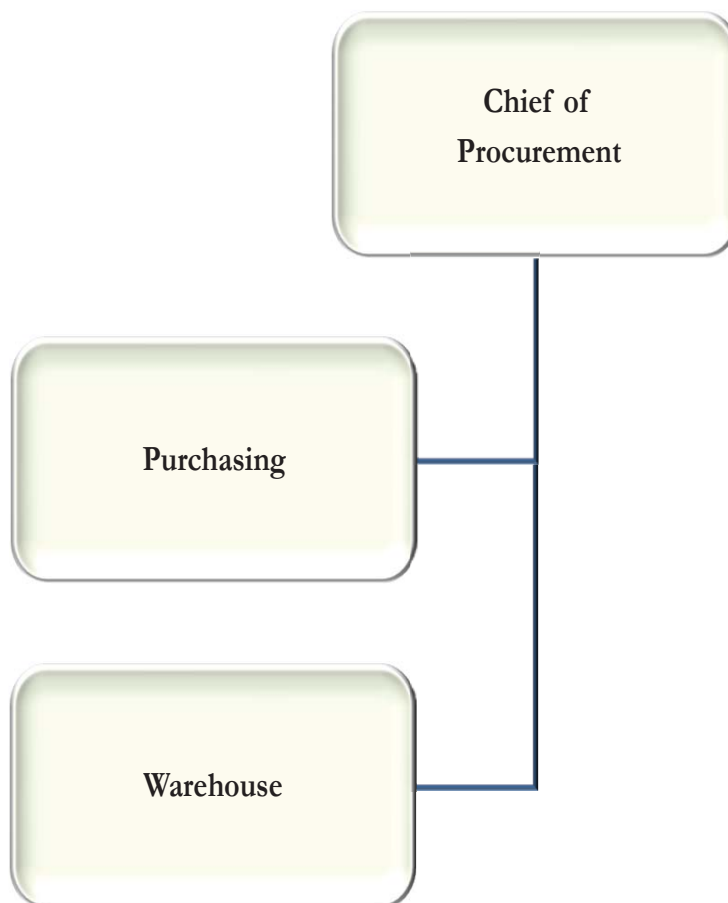


Exhibit 65

Department Budget					
PROCUREMENT					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$2,659,006	\$2,913,497	\$2,974,405	\$60,908	2.1%
FICA and Retirement	1,241,858	1,411,939	1,535,358	123,419	8.7%
Payroll Sub-Total	\$3,900,864	\$4,325,436	\$4,509,763	\$184,327	4.3%
Supplies - Office	50,092	18,000	18,000	-	0.0%
Outside Services	18,934	12,500	12,500	-	0.0%
Dues, Books and Subscriptions	3,640	7,500	11,000	3,500	46.7%
Building Equipment	-	2,900	2,900	-	0.0%
Telephone and Telegraph	714	750	2,900	2,150	286.7%
Uniforms and Accessories	54,847	2,250	2,250	-	0.0%
Travel and Subsistence	1,552	2,000	2,000	-	0.0%
Supplies - Operational	53,207	2,000	2,000	-	0.0%
Employee Training	119	1,000	1,000	-	0.0%
Postage and Express	824	1,000	1,000	-	0.0%
Replacement Parts	131,678	-	500	500	N/A
Printing and Publications	5,074	250	350	100	40.0%
Other Expenses	6,922	250	250	-	0.0%
Other Minor Accounts	15,645	-	100	100	N/A
Sub-Total	\$4,244,112	\$4,375,836	\$4,566,513	\$190,677	4.4%
Recovery of Expenses	(6,535)	(20,000)	(15,000)	5,000	-25.0%
DEPARTMENT TOTAL	\$4,237,577	\$4,355,836	\$4,551,513	\$195,677	4.5%

Exhibit 66

The fiscal year 2015 Budget request is \$4.6 million, an increase of \$196 thousand or 4.5 percent above the fiscal year 2014 Budget amount. Total payroll is \$4.5 million and includes 54 positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$61 thousand compared to the 2014 Budget. This increase reflects salary and annual wage adjustments required by collective bargaining agreements and the phasing of departmental vacancies.
- FICA and Retirement increased by \$123 thousand compared to the 2014 Budget due to the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- Dues, Books and Subscriptions increased by \$4 thousand based on current and future needs.
- Telephone and Telegraph increased by \$2 thousand based on recent trends in spending.

Procurement Department

2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Procurement
2,4	Implemented vendor managed inventory at the Central Warehouse and at the central shop.
2,4	Assisted in the implementation of a number of critical procurements that will drive the Tollway's infrastructure, such as legal services, web-based program management (WBPM), traffic safety and management systems, winter roadway abrasives, ERP advisory and management services, ERP IV&V services, fiber optic maintenance management, liability insurance program, system integrator services, and TRMMP.
2,4	Strengthened the relationship between the Tollway and the Senior State Purchasing Officer and Chief Procurement Officer.
2,4	Provided critical input for recommendations on new legislation that impact the procurement process.
2,4	Reduced the number of expired contracts by approximately 40 percent.
2,4	Implemented new veterans' procedures and a Business Enterprise Program (BEP) tracking process.
2,4	Completed all renewals in a timely manner.
2,4	Achieved optimal compliance with the state procurement requirements.
2,4	Managed the bid process fairly and impartially.

Strategic Priorities	2015 Goals/Objectives - Procurement
2,4	Fully implement job order contracting, enterprise resource planning software, automatic number plate recognition system, and collections and collection litigation services.
2,4	Reduce the number of expired contracts.
2,4	Complete the procurement of Diversity software.
2,4	Achieve optimal compliance with the state procurement requirements.

Exhibit 67

Department Headcount - Procurement

<u>Position Title</u>	<u>FY2013</u>	<u>FY2014</u>	<u>FY2015</u>
Accounts Payable Representative	2	1	1
Accounts Payable Specialist	0	1	1
Assistant Inventory Auditor	1	1	1
Buyer	7	7	7
Chief of Procurement	1	1	1
Clothing Room Supervisor	1	1	1
Contract Administrator	2	3	3
Contract Expeditor	2	0	0
Deputy Chief of Procurement	1	1	1
Executive Secretary	1	1	1
Information Processing Operator	2	2	3
Inventory Analysis Control Supervisor	1	1	1
Inventory Control Auditor	1	1	1
Inventory Planner	3	3	3
Inventory Specialist	2	2	2
Invoice Processing Administrator	1	1	1
Messenger Services Supervisor	1	1	1
Messenger/Drivers	9	9	9
Property Control Auditor	2	2	2
Property Control Supervisor	1	1	1
Purchasing Coordinator	1	1	1
Purchasing Services Manager	1	1	1
Purchasing Supervisor	1	1	1
Senior Buyer	2	2	2
Senior Cost Analyst	1	1	0
Shipping and Receiving Auditor	1	1	1
Switchboard Operator	1	1	1
Warehouse Manager	1	1	1
Warehouse Workers	4	5	5
TOTAL	54	54	54

Exhibit 68

Illinois State Police District 15

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

District 15 is a unique ISP District serving a mobile community comprised of travelers from across the country and local commuters. Troopers assigned to District 15 cover 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

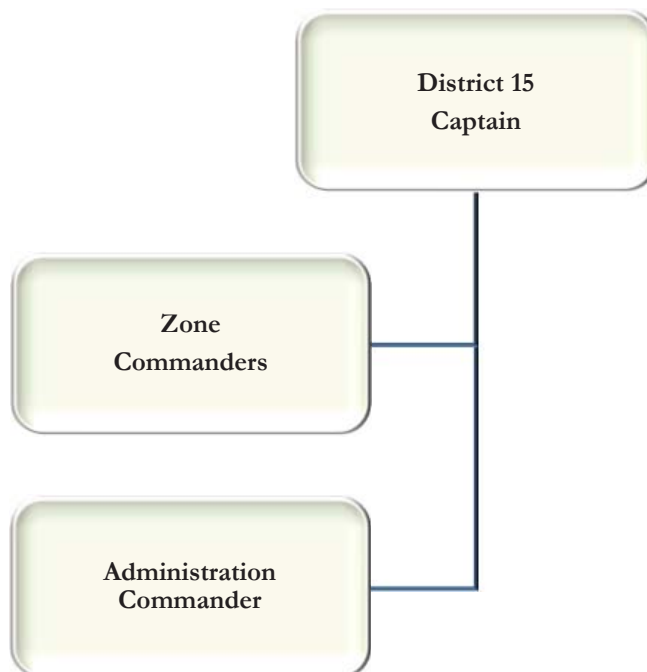


Exhibit 69

Department Budget					
STATE POLICE					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$16,905,834	\$20,049,342	\$19,561,119	(\$488,223)	-2.4%
FICA and Retirement	6,941,602	8,518,465	8,920,585	402,120	4.7%
Payroll Sub-Total	\$23,847,436	\$28,567,807	\$28,481,704	(\$86,103)	-0.3%
Employee Group Insurance	3,066,731	3,050,000	3,332,000	282,000	9.2%
Office Equipment-Maintenance	205,687	152,284	165,000	12,716	8.4%
Outside Services	178,829	95,000	155,000	60,000	63.2%
Supplies - Operational	156,947	130,000	130,000	-	0.0%
Uniforms and Accessories	87,416	104,500	104,500	-	0.0%
Police Capital Equipment	24,854	81,355	80,000	(1,355)	-1.7%
Supplies - Office	30,256	36,000	36,000	-	0.0%
Postage and Express	21,623	23,000	23,000	-	0.0%
Telephone and Telegraph	12,000	28,500	20,000	(8,500)	-29.8%
Replacement Parts	14,746	14,250	19,750	5,500	38.6%
Employee Training	17,732	19,000	19,000	-	0.0%
Office Equipment	2,487	11,250	11,250	-	0.0%
Dues, Books and Subscriptions	1,177	5,000	5,000	-	0.0%
Travel and Subsistence	1,572	4,750	4,750	-	0.0%
Printing and Publications	506	1,500	1,500	-	0.0%
Tools and Equipment	583	1,425	1,425	-	0.0%
Other Expenses	4,756	500	1,000	500	100.0%
Office/Equipment Rentals	-	950	950	-	0.0%
Sub-Total	\$27,675,338	\$32,327,071	\$32,591,829	\$264,758	0.8%
Recovery of Expenses	(3,852)	(25,000)	(5,000)	20,000	-80.0%
DEPARTMENT TOTAL	\$27,671,486	\$32,302,071	\$32,586,829	\$284,758	0.9%

Exhibit 70

The fiscal year 2015 Budget request is \$32.6 million, an increase of \$285 thousand or 0.9 percent over the fiscal year 2014 Budget amount. Total payroll is \$28.5 million for 19 civilian positions and 196 State Troopers.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$488 thousand compared to the 2014 Budget. This decrease reflects salaries and annual wage adjustments required by collective bargaining, as well as rotations of less senior troopers joining the Tollway.
- FICA and Retirement increased by \$402 thousand compared to the 2014 Budget due to the average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- Employee Group Insurance increased by \$282 thousand as 196 State Troopers are anticipated for 2015.
- Outside Services increased by \$60 thousand and Office Equipment Maintenance increased by \$13 thousand based on historical spending.

Illinois State Police District 15

2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)
4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Illinois State Police District 15
3,4,5	Reduced fatalities and serious injury accidents by strong enforcement of “fatal four” violations including driving under the influence (DUI), speeding, occupant restraints and distracted driving.
2,4,5	Equipped 122 District 15 officers with tasers. Access to and use of tasers will decrease physical resistance to officers, thereby reducing on-duty injuries to officers and lowering injuries to non-compliant violators.
2,3,4	Joint Details – District 15 partnered with other State Police districts to conduct combined corridor enforcement details in areas where the Tollway intersects with other major interstates. Some details included law enforcement from other states along with county and local agencies. District 15 used overtime money to increase visibility (officer presence) in construction work zones.

Strategic Priorities	2014 Accomplishments - Illinois State Police District 15
1,2,5	Increased the size of the District 15 motorcycle unit in order to enhance response times to crashes and incidents that occur in the construction zones. Addition of motorcycle units assist in complying with the Governor's Executive Order 11, fuel reduction, by utilizing vehicles that consume less fuel. Motorcycle units have an advantage in targeting distracted drivers, in that they are less conspicuous when monitoring those drivers.
2,5	Acquired, equipped and assigned 91 new District 15 patrol cars. The squad cars are outfitted with new equipment which will increase visibility and tactical advantage, thereby increasing officer safety and reducing on-duty injury.

Strategic Priorities	2015 Goals/Objectives Illinois State Police District 15
3,4,5	Continue to reduce fatalities and serious injury accidents by strong enforcement of "fatal four" violations: DUI, speeding, occupant restraints and distracted driving.
1,2,5	Acquire four additional Livescan fingerprint machines for District 15 squad rooms. The Livescan fingerprint machines will enable the officers to book suspects in the designated work zones located throughout District 15 instead of having to travel off of the Tollway to a local police department. This will give the officers less down time from their patrol areas and allow them to continue patrol duties, traffic enforcement and handle incidents with more frequency.
1,2	Complete renovations to the indoor firing range target retrieval system, the firearms animated training system and the indoor range bullet trap, in order to provide a more economical, safer and enhanced training and working environment for officers.
1,4,5	Complete remodeling of the Illinois State Police operations center by removing old work stations and installing new ergonomic work stations that have been proven to enhance job performance, help prevent injuries and accommodate individuals with various disabilities.
2,4,5	Equip all remaining District 15 officers with tasers (approximately 70). Access to and use of tasers will decrease physical resistance to officers, thereby reducing on-duty injuries to officers and lowering injuries to non-compliant violators.
2,4,5	Acquire Panasonic Tough Pads for the District 15 investigations unit and motorcycle officers. These units would allow access to a variety of network databases and the ability to capture photographs or video which could be invaluable during a criminal investigation or for officer safety.
2,4,5	Acquire additional speed-detection equipment to include light detection and ranging (LIDAR), directional moving radar, and visual average speed computer and recorder (VASCAR) units. Many of the fleet's current LIDAR units have surpassed reasonable repair costs. Moving radar and VASCAR units allow officers to be moving while acquiring accurate speeds on vehicles, while providing the ability to monitor driver behavior or multiple vehicles. In the end, this contributes to the reduction of crashes caused by reckless driving and driver distraction.

Exhibit 71

Department Headcount - Illinois State Police District 15

<u>Position Title</u>	<u>FY2013</u>	<u>FY2014</u>	<u>FY2015</u>
Administration Secretary	2	2	2
Crash Report Call Taker	2	2	2
Executive Secretary	1	1	1
Information Processor Operator	5	5	5
Investigations Secretary III	1	1	1
Police Records Analyst	1	1	1
Police Records Specialist	1	1	1
Police Records Specialist/Courts	2	2	2
Support Services/Assistant Time Keeper	1	1	1
Support Services Manager	1	1	1
Video Surveillance/Service Operation Supervisor	1	1	1
Video Surveillance Supervisor	1	1	1
TOTAL	19	19	19

Exhibit 72

Toll Operations Department

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

The Toll Operations Department oversees the following functions:

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



Exhibit 73

Departmental Budgets and Narratives

Department Budget					
TOLL OPERATIONS					
Major Account Description	2013 Actual	2014 Budget	2015 Request	\$ Change from 2014 Budget	% Change from 2014 Budget
Salary and Wages	\$33,822,988	\$34,457,436	\$34,242,479	(\$214,957)	-0.6%
FICA and Retirement	15,944,634	16,698,762	17,675,625	976,863	5.8%
Payroll Sub-Total	\$49,767,622	\$51,156,198	\$51,918,104	\$761,906	1.5%
Utilities	4,020,127	3,301,000	3,601,000	300,000	9.1%
Supplies - Operational	386,552	499,700	536,600	36,900	7.4%
Outside Services	366,635	490,500	472,500	(18,000)	-3.7%
Contracted Maintenance Service	44,308	273,500	327,000	53,500	19.6%
Materials - Operational	198,151	270,800	265,200	(5,600)	-2.1%
Replacement Parts	147,017	231,100	220,750	(10,350)	-4.5%
Armored Truck Service	173,873	200,000	180,000	(20,000)	-10.0%
Uniforms and Accessories	189,085	172,500	173,500	1,000	0.6%
Supplies - Office	84,919	97,200	113,900	16,700	17.2%
Travel and Subsistence	25,343	63,600	48,600	(15,000)	-23.6%
Tools and Equipment	16,424	31,150	45,150	14,000	44.9%
Employee Training	13,243	16,000	26,800	10,800	67.5%
Office Equipment-Maintenance	11,206	14,500	21,500	7,000	48.3%
Building Equipment	8,395	7,000	14,300	7,300	104.3%
Office Equipment	-	18,950	9,950	(9,000)	-47.5%
Fuels and Oils	1,169	6,000	6,000	-	0.0%
Other Expenses	3,123	3,750	2,900	(850)	-22.7%
Other Capital Equipment	-	2,000	2,000	-	0.0%
Toll Collection Equipment	-	3,000	1,500	(1,500)	-50.0%
Office/Equipment Rentals	393	1,000	1,000	-	0.0%
Postage and Express	636	600	600	-	0.0%
Dues, Books and Subscriptions	-	650	600	(50)	-7.7%
Printing and Publications	1,336	700	500	(200)	-28.6%
Telephone and Telegraph	-	300	300	-	0.0%
Consulting Services	-	400,000	-	(400,000)	-100.0%
Other Minor Accounts	3,543	-	-	-	N/A
DEPARTMENT TOTAL	\$55,441,616	\$57,261,698	\$57,990,254	\$728,556	1.3%

Exhibit 74

The fiscal year 2015 Budget request is \$58 million, an increase of \$729 thousand or 1.3 percent above the fiscal year 2014 Budget amount. Total payroll is \$51.9 million and includes 637 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$215 thousand compared to the 2014 Budget. This decrease reflects salary as well as annual wage adjustments required by collective bargaining agreements offset by phasing of vacancies.
- FICA and Retirement increased by \$977 thousand compared to the 2014 Budget due to average SERS pension contribution rate increase from 40.8 percent to 44.0 percent.
- Utilities increased by \$300 thousand to cover utility rate hikes, as well as increased usage due to new intermediate power distribution and communication (IPDC) facilities.
- Contracted Maintenance Service increased by \$54 thousand for maintenance on coin/currency counters and wrappers.
- Supplies Operational increased by \$37 thousand for cash recyclers.
- Supplies Office increased by \$17 thousand based on need in Central Administration building maintenance and carpenter shop.
- Tools and Equipment increased by \$14 thousand. This increase will help accommodate new hires in building maintenance.
- Employee Training increased by \$11 thousand for anticipated 2015 hiring in building maintenance.
- Consulting Services decreased by \$400 thousand. The JOC consultant contract for 2015 will be funded through capital.
- Armored Truck Service decreased by \$20 thousand based on recent expenditures.
- Outside Services decreased by \$18 thousand based on historical spending for Central Administration.
- Travel and Subsistence decreased by \$15 thousand based on reduced travel for toll collections in 2015.

Toll Operations Department

2014 Accomplishments and 2015 Goals/Objectives Aligned to Tollway Strategic Priorities

Strategic Priorities:

1. Promote the regional economy (*attract, retain and grow businesses*)
2. Foster environmental responsibility and sustainability in roadway and agency operations (*improve infrastructure safety*)
3. Increase collaboration with regional transportation planning agencies (*improve infrastructure safety*)

4. Further transparency and accountability (*support basic functions of government*)
5. Enhance customer service for its 1.4 million daily drivers (*improve infrastructure safety*)

Strategic Priorities	2014 Accomplishments - Toll Operations
1,2,4,5	Made additional progress on the establishment of a JOC contract to efficiently address agency emergencies and initiatives. JOC administrator and RFP proposals currently under evaluation.
2,4,5	Completed punch list items and facilitated final transition to the new Customer Service Call Center at the University of Illinois at Chicago (UIC).
1,2,3,4,5	Continued to meet agency initiatives as it relates to providing additional work space at Central Administration building and at all facilities systemwide.
2,4	Continued progress on creating design and bid specifications to upgrade elevators to improve reliability and reduce energy consumption.
2,4,5	Completed replacements at Toll Plazas 47, 31, 32, M-03 maintenance site, and Central Shop.
2,4,5	Began installation of a new façade at Toll Plaza 47 and initiated work to repair tunnel leakage at Toll Plaza 33 to eliminate water infiltration.
1,2,4,5	Added a new conference room and two additional offices at Central Administration to assist Internal Audit and ERP.

Strategic Priorities	2015 Goals/Objectives - Toll Operations
1,2,4,5	To advertise, bid, and award contracts to general contractors who will facilitate the construction of JOC administered projects systemwide.
1,2,3,4,5	Reduce electrical consumption through projects that will retrofit all toll plaza canopy lighting systemwide, parking lot lighting at CA, all interior lighting at central warehouse and all lane indicator lighting.
1,2,3,4,5	Reduce gas consumption through energy efficient boiler and furnace replacement at plazas and maintenance sites systemwide.
2,4	Continue program to remove facility asbestos systemwide.
1,2,3,4,5	Create a contract to address generator maintenance and repair systemwide.

Exhibit 75

Department Headcount - Toll Operations

Position Title	FY2013	FY2014	FY2015
Accounts Payable Representative	1	1	1
Administrative Manager of Toll Services	1	1	1
Building Engineer	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	2	2
Chief of Toll Operations	1	1	1
Coin Counter	15	16	16
Coin Counter/Money Truck Driver	0	2	2
Custodial Manager	1	1	1
Custodial Supervisor	3	3	3
Custodian II	40	38	31
Custodian III	13	12	12
Custodian Clerk	0	0	0
Deputy Chief of Toll Operations	1	1	1
District Supervisor	3	3	4
Equipment Operators Laborers	1	1	2
Executive Secretary	1	1	1
Facility Services Manager	1	1	1
General Manager of Toll Services	1	1	1
Intake Specialist	1	1	1
Lead Supervisor Money Room	1	1	1
Maintenance System Analyst	1	1	1
Mechanical Electrical	19	19	19
Money Room Clerk	1	1	1
Money Truck Drivers	11	11	10
Office Supervisor/Cash Handling	1	1	1
Painter	7	7	7
Plaza Manager	16	16	14
Plaza Supervisor	24	24	25
Secretary II	1	1	1
Secretary III	1	1	1
Section Clerk	4	4	3
Senior Building Inspector	1	1	1
Structural	13	13	14
Supervisor Money Room	1	0	0
Toll Collector	452	452	450
Toll Compliance Specialist	1	1	1
TOTAL	646	646	637

Exhibit 76

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I-290 Interchange at Illinois Route 390.

Bridge beams being installed on the new Elmhurst Road Bridge over the Jane Addams Memorial Tollway (I-90).



Capital Program

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Introduction

The Capital Budget is comprised of two major programs. The newest program, *Move Illinois: The Illinois Tollway Driving the Future*, is a 15-year program, which extends from 2012 through 2026 and includes anticipated capital investments totaling \$12 billion. The fiscal year 2015 Capital Budget allocates \$1,331.7 million to fund the fourth year of the *Move Illinois* Program.

The second program is the Congestion-Relief Program (CRP). The Congestion-Relief Program, which began in 2005 and will be completed by 2016, is currently budgeted at \$5.8 billion. The Tollway anticipates project cost savings of approximately \$100 million will reduce total expenditures to \$5.7 billion by the end of the program. The fiscal year 2015 Capital Budget allocates \$228.3 million to fund the eleventh year of the CRP. Additionally, the Tollway anticipates approximately \$65 million will be expended for "Other" capital projects to support ongoing operations of the Tollway.

Capital Program				
	(\$ millions)			
	2013 Actual Expenditures	2014 Estimated Expenditures	2015 Request	\$ Change from 2014 Estimate
<i>Move Illinois</i> Program				
Existing System Needs	\$392.7	\$608.3	\$985.5	\$377.2
System Expansion	109.4	284.6	346.2	61.6
<i>Move Illinois</i> Program Total	\$502.2	\$892.9	\$1,331.7	\$438.8
Congestion-Relief Program and "Other" Capital Projects				
Congestion-Relief Program	\$74.4	\$238.2	\$228.3	(\$9.9)
"Other" Capital Projects	43.0	55.4	65.0	9.6
Congestion-Relief Program and "Other" Capital Projects Total	\$117.5	\$293.6	\$293.3	(\$0.3)
Capital Program Total	\$619.6	\$1,186.5	\$1,625.0	\$438.5

Notes:

1. 2013 Actual Expenditures reflected cost recoveries of \$12.2 million pursuant to intergovernmental agreements (IGA); 2014 Estimated Expenditures and 2015 Request do not reflect any IGA reimbursements.
2. 2015 "Other" Capital Projects Budget includes new request of \$65 million and \$31.2 million of carryover from 2014.

Totals may not add due to rounding.

Exhibit 77

Move Illinois: The Illinois Tollway Driving The Future

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

<i>Move Illinois Program</i>				
(\$ millions)				
	2013 Actual Expenditures	2014 Budget	2014 Estimated Expenditures	2015 Request
Existing System Needs				
Jane Addams Memorial Tollway (I-90)	\$283.4	\$593.0	\$494.3	\$791.7
Tri-State Tollway (I-94/ I-294/ I-80)	14.9	3.7	5.1	18.1
Veterans Memorial Tollway (I-355)	18.0	9.2	4.1	0.5
Reagan Memorial Tollway (I-88)	1.6	3.5	4.7	7.0
Systemwide Improvements	74.8	158.4	100.1	168.2
Existing System Needs Total	\$392.7	\$767.8	\$608.3	\$985.5
System Expansion				
Tri-State Tollway (I-294)/I-57 Interchange	\$55.4	\$80.1	\$46.4	\$20.2
Elgin O'Hare Western Access	53.1	282.8	235.5	319.8
Illinois Route 53/120/Other Planning Studies	1.0	5.0	2.7	6.1
System Expansion Total	\$109.4	\$367.9	\$284.6	\$346.2
<i>Move Illinois Program Total</i>	\$502.2	\$1,135.7	\$892.9	\$1,331.7

Notes:

2013 Actual Expenditures reflected cost recoveries of \$4.5 million pursuant to inter-governmental agreements (IGA), and 2014 Estimated Expenditures and 2015 Request do not reflect any IGA reimbursements.

Totals may not add due to rounding.

Exhibit 78

Overview: 2014 *Move Illinois* Program - Year Three

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 Jane Addams Memorial Tollway (I-90) from the Tri-State Tollway (I-294) to Rockford with accommodations for transit and rebuilding more than 20 miles on the central Tri-State Tollway (I-294) and the Edens Spur (I-94). Existing system needs will also provide for preservation of the Reagan Memorial Tollway (I-88) and the Veterans Memorial Tollway (I-355), 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 current *Move Illinois* Program budget for the Jane Addams Memorial Tollway (I-90) is \$2.5 billion including \$219 million made available from the Congestion-Relief Program. Approximately \$494.3 million will be expended on the I-90 in 2014. The Tollway allocated \$146.8 million to reconstruct and widen the westbound section from Mill Road to the Elgin Toll Plaza. Mainline bridge reconstruction will be completed at U.S. Route 20 and the Kishwaukee River and work also included replacement of several local crossroad bridges, including Tyrrell Road, Townhall Road, Pearl Street, Harmony Road, Hennig Road, Johnson Road, Shattuck Road, County Line Road, Harmony-Riley Road and Bartlett Road. Installation of an intermediate power distribution system will provide power for corridor lighting and intelligent transportation systems equipment.

Construction began on interchange improvements at Lee Street, Roselle Road, Meacham Road, Barrington Road and Illinois Route 25, including bridge and ramp construction. In 2014, the Tollway will spend \$25.7 million to begin multi-year bridge reconstruction projects, including rebuilding and widening the Fox River Bridge. Wetland mitigation efforts for the I-90 corridor began in 2014, as well as intelligent transportation systems equipment relocations and advanced ramp toll plaza modifications at I-290/Illinois Route 53 and Arlington Heights Road. Right-of-way acquisition efforts continue through 2014 in anticipation of mainline rebuilding and widening scheduled to begin in 2015. Utility and water main relocations will also be performed in advance of the mainline improvements.

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

In 2014, the Tollway expects to spend \$5.1 million primarily to complete ramp reconstruction at interchanges including I-55, I-90/I-190/River Road, Lake Street (U.S. Route 20) and Belvidere Road (Illinois Route 120).

Veterans Memorial Tollway (I-355)

In 2014, an estimated \$4.1 million has been spent on the Veterans Memorial Tollway to complete pavement resurfacing from I-55 to Army Trail Road.

Reagan Memorial Tollway (I-88)

In 2014, the Tollway expects to spend \$4.7 million to complete diamond grinding pavement improvements from Illinois Route 25 to Illinois Route 59 and to begin design services for reconstruction east of York Road.

Systemwide Projects

Approximately \$100.1 million will be spent in 2014 on systemwide improvements including \$1.6 million to complete final work at the new interchange on the Jane Addams Memorial Tollway (I-90) at Illinois Route 47, \$32.2 million in bridge, pavement and safety improvements and \$38.1 million for business systems, toll collection, information technology and ITS related projects and maintenance facility upgrades. The Tollway will spend \$28 million on program support activities, including program management services, materials engineering services, utility relocations and support staff.

System Expansion

The *Move Illinois* Program includes regional projects that will promote economic development by providing an opportunity to stimulate local economies and provide infrastructure improvements necessary to continue to support the quick and efficient transport of goods, services and workers. The capital program includes a new interchange to connect the Tri-State Tollway (I-294) to I-57 and the Elgin O'Hare Western Access (EOWA) Project that will provide western access to one of the nation's busiest airports. The *Move Illinois* Program also includes planning for the Illinois Route 53/120 Project.

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

Approximately \$46.4 million will be spent in 2014 on the I-294/I-57 Interchange Project to complete the first phase. Work includes construction of a new flyover ramp from northbound I-57 to northbound I-294, a new ramp from southbound I-294 to southbound I-57 and ramps connecting 147th Street, as well as tree removal, land acquisition, utility relocations and ongoing inspection services.

Elgin O'Hare Western Access Project

The anticipated 2014 expenditure is approximately \$235.5 million on the Elgin O'Hare Western Access (EOWA) Project. Approximately \$50.7 million will be spent for rehabilitating and widening the existing portion of Illinois Route 390 (formerly known as the Elgin O'Hare Expressway), completing noisewall construction and interchange improvements between Illinois Route 19 and Meacham/Medinah Road and constructing the bridge at Rohlwing Road (Illinois Route 53). Work also includes construction of the new ramps for the new I-290/Illinois Route 390 Interchange. Approximately \$22.1 million is expected to be spent on construction of the new interchange at Elmhurst Road on the Jane Addams Memorial Tollway (I-90), Des Plaines Oasis demolition and design work for the new Illinois Route 19 Interchange and Taft Avenue connector. Approximately \$94 million will be spent to continue design work and begin advance work needed prepare for extending Illinois Route 390 to the east. Design work continues to prepare for construction between Rohlwing Road and Illinois Route 83 and will begin for the Illinois Route 390 Interchange connecting to the north-south portion of the EOWA Project. Also included in the 2014 expenditure are a number of right-of-way land purchases along the EOWA Project corridor and utility relocations to support future construction.

Illinois Route 53/120 Project/Other Planning Studies

Approximately \$2.7 million will be spent in 2014 on feasibility studies for the possible extension of Illinois Route 53/120 north of Lake Cook Road.

Overview: 2015 *Move Illinois* Program - Year Four

In 2015, the fiscal year capital budget includes funding for the fourth year of the 15-year, \$12 billion *Move Illinois* Program. For fiscal year 2015, more than \$1.3 billion is allocated for *Move Illinois*.

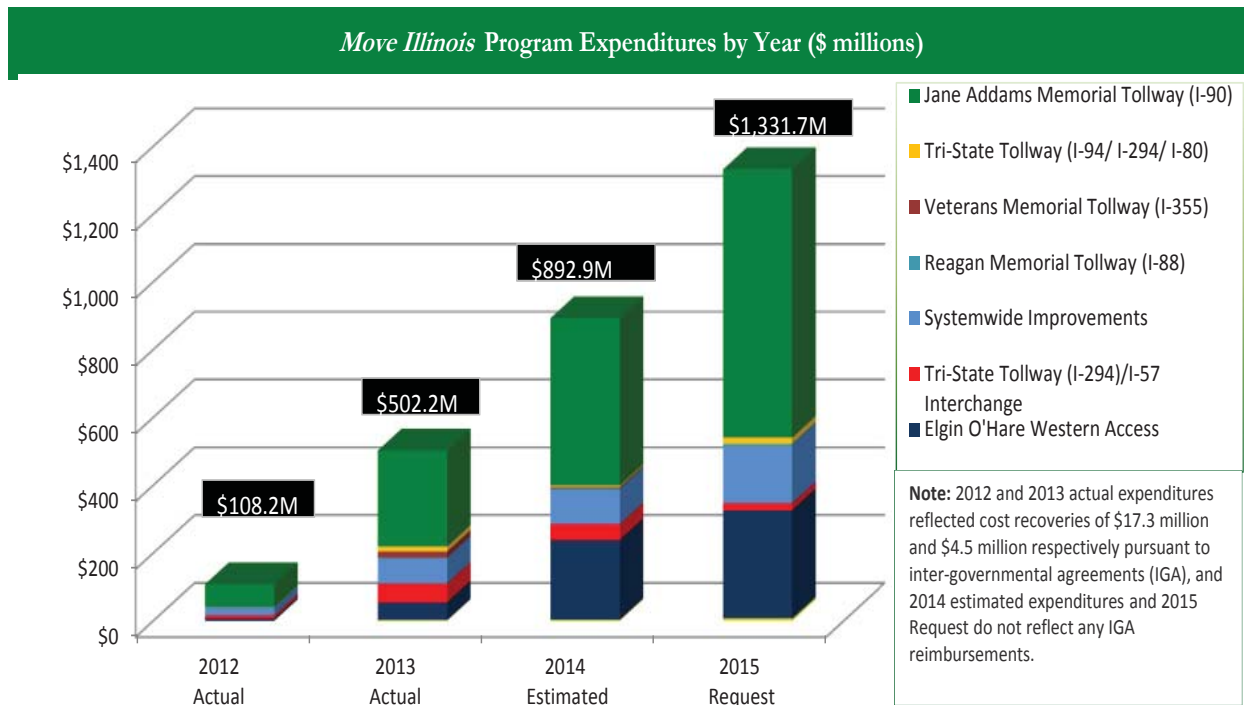


Exhibit 79

Existing System Needs

Jane Addams Memorial Tollway (I-90)

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

The current *Move Illinois* Program budget for the Jane Addams Memorial Tollway (I-90) is \$2.5 billion including \$219 million made available from the Congestion-Relief Program. Approximately \$791.7 million will be expended on the Jane Addams Memorial Tollway in 2015. Rebuilding and widening of the westbound lanes from Mill Road to the Elgin Toll Plaza was completed in 2014 with close-out extending into early 2015 for approximately \$3.5 million. Reconfiguration of the Genoa Road Interchange will be completed with \$9.1 million funded in 2015. Several interchanges will receive improvements as well in 2015, including construction of the westbound entrance and exit ramps at Irene Road, rehabilitation of ramps at Randall Road and U.S. Route 20 and the widening and recon-

Capital Program

struction of the U.S. Route 20 ramp bridges. Replacement of fiber optic cable west of the Elgin Toll Plaza will also occur.

Jane Addams Memorial Tollway (I-90)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2015 Request
Reconstruct					
Infrastructure Replacement/ Congestion Relief	Reconstruct 6 Lanes/ Add 2 Lanes	Kennedy Expressway to Elgin Toll Plaza (9) (MP 79.0 to 54.0)	25.0	2013-2016	\$652.3
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Elgin Toll Plaza (9) to Illinois Route 47 (MP 54.0 to 46.5)	7.5	2013-2016	\$12.5
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Illinois Route 47 to I-39 (MP 46.5 to 17.5)	29.0	2013-2016	\$50.3
Congestion Relief	Transit Accommodation Widen Inside Lane and Shoulder	Kennedy Expressway to I-39 (MP 79.0 to 17.5)	61.5	2013-2016	\$0.2
	Utilities / ROW and Corridor Support	Corridorwide			\$76.4
Jane Addams Memorial Tollway (I-90) Total:					\$791.7

Exhibit 80

Approximately \$15 million is allocated for design services for the preparation of plans for the roadway rebuilding and widening from the Elgin Toll Plaza to the Tri-State Tollway (I-294). More than \$483 million will be expended for the rebuilding and widening of the outside lanes in this section in 2015. Relocation of the Northwest Suburban Metropolitan Joint Action Water Association (NSMJAWA) water main in this area will continue in conjunction with outside lane work. In addition, construction funds will be provided to continue several multi-year projects including \$6.4 million to complete Lee Street Interchange improvements, \$25.7 million for the reconstruction of the Fox River Bridge and \$39.98 million for bridge and ramp construction on interchange improvement projects at Roselle Road, Meacham Road and Barrington Road. Interchange work on the Illinois Route 25 bridges and ramps will also continue with \$22.4 million budgeted.

Several projects will include work along the entire I-90 corridor in 2015 including ramp queue detection and dynamic message sign installation, as well as \$4.9 million to begin installation of ITS elements. Right-of-way acquisition is expected to be completed in 2015 with \$7.3 million budgeted. Utility and fiber optic relocations will also continue with approximately \$18.6 million budgeted.

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

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

Tri-State Tollway (I-94/I-294/I-80)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2015 Request
Reconstruct					
Infrastructure Replacement	Reconstruct 8 Lanes	95th Street to Balmoral Avenue (MP 17.7 to 40.0)	22.3	2020-2022	\$14.2
	Utilities / ROW and Corridor Support	Corridorwide			\$3.9
Tri-State Tollway (I-94/I-294/I-80) Total:					\$18.1

Exhibit 81

As part of the *Move Illinois* Program, the Tollway will invest more than \$2.1 billion to improve the Tri-State Tollway. In 2015, the Tollway expects to spend \$18.1 million on the corridor. Master plan development for roadway reconstruction from 95th Street to Balmoral Avenue, as well as design services for reconstruction of the Mile Long Bridge over the Des Plaines River and the BNSF Railroad Bridge over I-294 will begin in advance of construction planned for 2021.

Veterans Memorial Tollway (I-355)

The Veterans Memorial Tollway is the newest of the four tollways, with the section from Army Trail Road to I-55 opened in 1989. In November 2007, a new 12.5-mile extension opened connecting I-55 to I-80 and lengthening the Veterans Memorial Tollway to 29.8 miles.

Veterans Memorial Tollway (I-355)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2015 Request
Restore					
	Utilities / ROW and Corridor Support	Corridorwide			\$0.5
Veterans Memorial Tollway (I-355) Total:					\$0.5

Exhibit 82

No construction is planned on the Veterans Memorial Tollway in 2015. Approximately \$500 thousand is planned for right-of-way services for systemwide repair work on I-355 that may require surveys or assessments in the near future.

Reagan Memorial Tollway (I-88)

The Reagan Memorial Tollway is the major east-west route around the Chicago region, beginning in the west near Rock Falls and feeding into the Eisenhower Expressway (I-290) in the east near Hillside.

Reagan Memorial Tollway (I-88)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2015 Request
Reconstruct					
Infrastructure Replacement	Reconstruct 6 Lanes	York Road to I-290 (MP 139.0 to 140.5)	1.5	2017-2019	\$1.4
Infrastructure Replacement	Reconstruct 4 Lanes	East-West Connector between I-294 / I-88	3.7	2017-2019	\$1.2
Sub Total:					\$2.5
Restore					
	Utilities / ROW and Corridor Support	Corridorwide			\$4.5
Sub Total:					\$4.5
Reagan Memorial Tollway (I-88) Total:					\$7.0

Exhibit 83

Design will continue in 2015 for roadway reconstruction east of York Road, both on the connector road to the Tri-State Tollway (I-294) and the east segment ending at I-290. In 2015, the Tollway expects to spend \$7 million on the Reagan Memorial Tollway.

Systemwide Projects

Approximately \$168.2 million will be spent in 2015 on systemwide improvements including \$11.4 million for bridge, pavement and safety improvements, \$61.8 million for toll collection and information technology related projects and \$2.6 million to close out the payments for right-of-way acquisition for the interchange on the Jane Addams Memorial Tollway (I-90) at Illinois Route 47. The maintenance facility upgrades will continue in 2015 with more than \$65.5 million improvements planned including the reconstruction of the M-1 maintenance site in Alsip; the rehabilitation of M-2 maintenance site in Hillside, M-11 maintenance site in DeKalb, M-12 maintenance site in Dixon and M-14 maintenance site in Downers Grove, as well as beginning right-of-way acquisition for the relocation of the M-8 maintenance site in Naperville. The remaining \$26.8 million will be spent on program support activities, including project management services, materials engineering services, utility relocations, support staff and land acquisition support services.

Systemwide					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2015 Request
Systemwide Maintenance Facilities					
Infrastructure Replacement	Reconstruct	All	n/a	2014-2026	\$65.5
Systemwide Maintenance Facilities Subtotal:					\$65.5
Systemwide Improvements					
Infrastructure Renewal	Bridge, Pavement, Drainage and Safety Appurtenance Repairs	Systemwide	n/a	2012-2026	\$11.4
Infrastructure Enhancement	Business Systems/ IT and ITS Upgrades	Systemwide	n/a	2012-2026	\$61.8
Access Expansion	Service Interchanges	Systemwide	n/a	2012-2026	\$2.6
	Program Support	Systemwide	n/a	2012-2026	\$26.8
Systemwide Improvements Subtotal:					\$102.7
Systemwide Total:					\$168.2

Exhibit 84

System Expansion

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

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

Tri-State (I-294)/I-57 Interchange					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2015 Request
System Expansion	New Ramps, Structures and Toll Plazas	New Ramps to and from I-294 and I-57 and to and from 147th Street	n/a	2012-2014	\$8.1
	Utilities / ROW and Corridor Support		n/a	2012 - 2024	\$12.1
Tri-State (I-294)/I-57 Interchange Total:					\$20.2

Exhibit 85

The first phase of construction was completed in late 2014, allowing movements from northbound I-57 to I-294 and from I-294 to southbound I-57, as well as a new access at 147th Street. Approximately \$20.2 million will be spent in 2015 on completion and closeout activities, including landscaping and payment for completed utility relocations.

Elgin O'Hare Western Access (EOWA) Project

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

Elgin O'Hare Western Access					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2015 Request
System Expansion	Repair 4 Lanes/ Add 2 Lanes and Construct Tolling Facilities	Existing Elgin O'Hare Expressway U.S. Route 20 to Rohlwing Road	6.0	2013-2015	\$59.4
System Expansion	Construct 4 New Lanes	Elgin O'Hare Extension Rohlwing Road to York Road via Thorndale Avenue	4.8	2014-2019	\$194.3
System Expansion	Construct 4 New Lanes	South Leg of Western Access Thorndale Avenue to I-294 via York Road	3.0	2018-2022	\$13.1
System Expansion	Construct 4 New Lanes	North Leg of Western Access Thorndale Avenue to I-90 via York Road	3.2	2021-2025	\$56.6
	Utilities / ROW and Corridor Support		n/a	2012 - 2024	\$65.3
	Local Contribution *		n/a	2014-2021	(\$68.9)
Elgin O'Hare Western Access Total:					\$319.8

* 2015 Total Budget Request of \$319.8 million includes \$68.9 million estimated to be non-Tollway funding

Exhibit 86

The Tollway expects to spend \$319.8 million on the Elgin O'Hare Western Access Project in 2015 and an additional \$68.9 million is expected from the Congestion Mitigation and Air Quality (CMAQ) Improvement Program and other local contributions. Engineering work in 2015 includes final design services for the extension of Illinois Route 390, preliminary design of the Illinois Route 390 system interchange providing western access, as well as select advance design elements. Construction in 2015 includes remaining reconstruction and widening of the existing portion of Illinois Route 390, ongoing construction of the new I-290/Illinois Route 390 Interchange, and construction along the new Illinois Route 390 extension interchange improvements at Park Boulevard and Arlington Heights Road and bridge construction at Salt Creek, Mittel Boulevard, Wood Dale Road and Lively Boulevard. Work will also include completion of the new interchange on the Jane Addams Memorial Tollway (I-90) at Elmhurst Road, Northwest Suburban Metropolitan Joint Action Water Association (NSMJAWA) water main relocation on I-90. The 2015 expenditures also include construction of ITS/electronic tolling elements for converting Illinois Route 390 from U.S. Route 20 to I-290 into a toll road, as well as right-of-way acquisitions and utility relocations to support the Elgin O'Hare Western Access Project.

Illinois Route 53/120 Project/Other Planning Studies

The *Move Illinois* Program includes \$6.1 million in 2015 for planning studies and environmental surveys for the Illinois Route 53/120 Project and other emerging projects.

Illinois Route 53/120/Other Planning Studies					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2015 Request
System Expansion	New Routes	Planning Studies For Illinois Route 53 Extension and Illiana Expressway	n/a	n/a	\$6.1
Illinois Route 53/120/Other Planning Studies Total:					\$6.1

Exhibit 87

Congestion-Relief Program and "Other" Capital Projects

The 2015 fiscal year capital budget reflects the Tollway's commitment to maintain and upgrade the existing facilities and system infrastructure. The budget includes funding for the eleventh year of the \$5.8 billion, Congestion-Relief Program (CRP). For fiscal year 2015, \$228.3 million is allocated for the CRP and \$65 million is anticipated to be expended to support other needs such as roadway equipment and vehicles, building repairs and improvements and technological equipment and enhancements.

Congestion-Relief Program and "Other" Capital Projects				
(\$ millions)				
	2013 Actual Expenditures	2014 Budget	2014 Estimated Expenditures	2015 Request
Congestion-Relief Program (CRP)				
Jane Addams Memorial Tollway (I-90)	\$14.7	\$136.2	\$151.8	\$47.9
Tri-State Tollway (I-94/ I-294/ I-80)	25.9	5.8	4.2	0.9
Veterans Memorial Tollway (I-355)	2.0	0.9	0.8	0.4
Reagan Memorial Tollway (I-88)	4.1	7.1	6.6	100.8
Open Road Tolling (ORT)	3.1	4.0	2.7	5.4
Systemwide Improvements	24.6	90.8	72.1	72.9
Congestion-Relief Program Subtotal	\$74.4	\$244.8	\$238.2	\$228.3
"Other" Capital Projects Subtotal	43.0	55.0	55.4	65.0
CRP and "Other" Capital Projects Total	\$117.5	\$299.8	\$293.6	\$293.3

Notes:

1. 2013 Actual Expenditures reflected cost recoveries of \$7.7 million pursuant to intergovernmental agreements (IGA); 2014 Estimated Expenditures and 2015 Request do not reflect any IGA reimbursements.
 2. 2015 "Other" Capital Projects Budget includes new request of \$65 million and \$31.2 million of carryover from 2014.
- Totals may not add due to rounding.*

Exhibit 88

Congestion-Relief Program (CRP)

Overview: Congestion-Relief Program 2005 through 2014

By the end of 2014, the Tollway will have spent an estimated \$5.4 billion (net of intergovernmental agreements) of the budgeted \$5.8 billion on design and construction contracts to complete 92.0 percent of the Congestion-Relief Program (CRP). The Tollway anticipates project cost savings of approximately \$100 million will reduce total expenditures to \$5.7 billion by the end of the program.

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

An estimated \$1.9 billion, or 98.6 percent, of the \$2 billion allocated for the Tri-State Tollway in the CRP will be expended by the end of 2014.

Reagan Memorial Tollway (I-88)

Nearly \$795.6 million, or 87.5 percent, of an estimated \$909.7 million allocated in the CRP for the Reagan Memorial Tollway will be expended by the end of 2014.

Jane Addams Memorial Tollway (I-90)

On the Jane Addams Memorial Tollway, approximately \$548.9 million, or 90.3 percent, of the \$608.2 million allocated in the CRP will be expended by the end of 2014.

Veterans Memorial Tollway (I-355)

By the end of 2014, more than \$838 million, or 99.9 percent, of the \$838.5 million allocated in CRP for the Veterans Memorial Tollway will be expended.

Open Road Tolling (ORT)

As of year-end 2014, approximately \$708.2 million, or 98.9 percent, of the \$715.9 million allocated in the CRP will be expended to deliver open road tolling.

Systemwide Improvements

By the end of 2014, the Tollway will have expended approximately \$529.2 million, or 77.2 percent, of the \$685.7 million estimated for systemwide improvements within the CRP. Systemwide improvements include bridge and pavement rehabilitation, interchange improvements, program management services and other similar professional services.

Overview: 2015 Congestion-Relief Program Year Eleven

The 2015 fiscal year capital budget reflects the Tollway's commitment to maintain and upgrade the existing facilities and infrastructure of the system. The budget includes funding for the eleventh year of the \$5.8 billion Congestion-Relief Program (CRP). For fiscal year 2015, \$228.3 million is allocated for the CRP.

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

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

Tri-State Tollway (I-80/ I-294/ I-94)				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2015 Request (millions)
Reconstruct				
Reconstruct / Add Lane	Half Day Road to Illinois Route 137 (MP 56.5 to 64.4)	7.9	2007-2013	\$0.3
Subtotal:				\$0.3
I-294/I-57 Interchange (Inter-Agency Project)				
Reconstruct	Relocate Dixie Creek		2012-2013	\$0.6
Subtotal:				\$0.6
Tri-State Tollway (I-80/ I-294/ I-94) Total:				\$0.9

Exhibit 89

The 2015 capital budget of \$874 thousand for the Tri-State Tollway corridor is mainly required to complete right-of-way acquisitions for the new I-294/I-57 Interchange constructed under *Move Illinois*.

Jane Addams Memorial Tollway (I-90)

The current CRP projected expenditures at completion for the Jane Addams Memorial Tollway is \$608.2 million. The Jane Addams Memorial Tollway runs in a northwest direction from near O'Hare International Airport to near South Beloit.

Jane Addams Memorial Tollway (I-90)				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2015 Request (millions)
Reconstruct				
Reconstruct / Add Lane	Newburg Road to Rockton Road (MP 61.8 to 76.1)	14.3	2008-2009	\$0.6
Sub Total:				\$0.6
Restore				
Rehabilitate / Resurfacing / Add Lane	Kennedy Expressway to Illinois Route 53 (MP 78.6 to 68.2)	10.4	2010-2016	\$3.9
Subtotal:				\$3.9
Restore				
Rehabilitate / Resurfacing / Add Lane	Illinois Route 53 to Elgin Plaza (MP 68.2 to 53.8)	14.4	2010-2014	\$22.4
Rehabilitate / Resurfacing / Add Lane	Sandwald Road to Newburg Road (MP 45.0 to 16.9)	28.1	2010-2014	\$21.0
Subtotal:				\$43.5
Jane Addams Memorial Tollway (I-90) Total:				\$47.9

Exhibit 90

In 2015, the \$47.9 million capital budget for the Jane Addams Memorial Tollway is required for bridge reconstruction at Higgins Road, interchange construction at Barrington Road and the reconstruction of several local crossroad bridges including Tripp Road, Spring Center Road, Garden Prairie Road and Anthony Road.

Reagan Memorial Tollway (I-88)

The current CRP projected expenditures at completion for the Reagan Memorial Tollway is \$897.5 million. The Reagan Memorial Tollway runs east-west from Hillside to Rock Falls.

The 2015 capital budget for this corridor is \$100.8 million for resurfacing between Illinois Route 251 and U.S. Route 30.

Reagan Memorial Tollway (I-88)				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2015 Request (millions)
Restore				
Resurface	IL 251 to US 30 (MP 76.8 to 44.1)	32.7	2015-2016	\$100.8
Sub Total:				\$100.8
Reagan Memorial Tollway (I-88) Total:				\$100.8

Exhibit 91

Veterans Memorial Tollway (I-355)

The Veterans Memorial Tollway is the newest of the four tollways with the section from Army Trail Road to I-55 opened in 1989. On Veterans Day 2007, a new 12.5-mile south extension opened connecting I-55 to I-80, lengthening the Veterans Memorial to 29.8 miles. At the end of 2014, more than \$838.4 million will be invested in widening, rehabilitating and extending the Veterans Memorial Tollway as part of the CRP.

Veterans Memorial Tollway (I-355)				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2015 Request (millions)
Restore				
Resurfacing / Add Lane	75th Street to I-88 (MP 15.5 to 20.0)	4.5	2008-2009	\$0.4
Sub Total:				\$0.4
Veterans Memorial Tollway (I-355) Total:				\$0.4

Exhibit 92

The 2015 capital budget of \$414 thousand is mainly required to complete design of the southbound resurfacing and widening from 71st Street to 75th Street.

Open Road Tolling

The 2015 capital budget allocates \$5.4 million for the Toll Revenue Management and Maintenance Program (TRMMP).

Open Road Tolling				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2015 Request (millions)
Open Road Tolling				
Maintenance and Management	Toll Revenue Management and Maintenance Program	0	2005-2016	\$5.4
Sub Total:				\$5.4
Open Road Tolling Total:				\$5.4

Exhibit 93

Systemwide

The 2015 capital budget allocates \$72.9 million for systemwide improvements. Interchange improvements include \$23.1 million for ramp resurfacing in conjunction with the resurfacing on I-88 from Illinois Route 251 and U.S. Route 30, Tollway oases construction and bridge reconstruction related to planned improvements at the Farnsworth Avenue Interchange on the Reagan Memorial Tollway (I-88). Approximately \$4.6 million is allocated for bridge improvements with another \$43.2 million allocated for systemwide pavement improvements to ensure the integrity of the system. The remaining \$2.0 million is established for environmental projects, landscaping, program management and other related projects.

Systemwide				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2015 Request (millions)
Systemwide Needs				
Bridge Improvements	Bridge Improvements	-	Annual	\$4.6
Interchange Improvements	Interchange Improvements	-	Annual	\$23.1
Environmental / Program	Systemwide	-	Annual	\$2.0
Pavement Improvements	Pavement Improvements	-	Annual	\$43.2
Sub Total:				\$72.9
Systemwide Total:				\$72.9

Exhibit 94

2015 Other Capital Projects

In addition to the *Move Illinois* Program and the Congestion-Relief Program (CRP), other capital projects are needed to support ongoing operations of the Tollway and ensure that the existing roadway network is well-maintained and safe for travel. While the *Move Illinois* Program and the CRP are major components of the Tollway's capital program, other elements include new technologies to manage congestion, reduce travel times and provide enhanced customer service; improvements to maintenance buildings and other structures to maintain the Tollway's assets; and additional equipment for Illinois State Police District 15 and maintenance staff to improve efficiency and enhance public safety. The Tollway anticipates spending \$65 million in 2015 to support these ongoing other capital projects.

Equipment - \$27.4 Million

The 2015 Capital Budget for equipment includes \$12 million to replace and purchase new roadway vehicles and equipment. A total of \$10.7 million is anticipated to be spent in 2015 for technology-related equipment including I-PASS transponders, toll audit video backup systems, systemwide phone/voice mail system, computer-aided dispatch (CAD) system upgrade and computer hardware/software needs, Web/e-commerce and network disaster recovery systems, station battery plant and building security improvement upgrades, as well as other similar program needs.

More than \$3.7 million will be spent for projects related to intelligent transportation systems (ITS), including dynamic message sign upgrades and improvements, phase two of the ITS video migration from analog to digital format and other ITS hardware/software enhancements and upgrades. Expenditures of \$470 thousand for Illinois State Police District 15 equipment is anticipated for 2015 to include patrol car accessories, speed timing devices, completion of the firing range target retrieval system, Tasers and crash reconstruction stations. In addition, \$500 thousand will be spent for other miscellaneous capital equipment.

General Consulting Services - \$22.2 Million

The 2015 Capital Budget includes funding for general consulting services related to general and traffic engineering, design and construction management, as well as services related to facility repairs improvements.

Other Services - \$8.5 Million

Approximately \$5.7 million is allocated for the development of an enterprise resource planning system and \$2.8 million for governmental research and infrastructure management services to support the capital program.

Building Repairs and Maintenance - \$4.7 Million

Expenditures for systemwide initiatives include facility and elevator improvements and rehabilitation, communications tower preservation, office furniture purchases, roof repairs and replacement, as well as floor and in-ground vehicle hoist replacement. In addition, funding is allocated for Central Administration building projects including heating, ventilation, air conditioning and steam boiler replacement, ductwork improvements, skylight repairs, exterior beam painting and building tuck point-

ing, entrance reconstruction, ergonomic work station installation for the Illinois State Police District 15 operations room and energy initiative to achieve Leadership in Energy and Environmental Design (LEED) certification.

Roadway - \$2.2 Million

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

Capital Program

Other Capital Project Highlights	2014 Carry-Over	2015 New Request
(\$ thousands)		
BUILDING REPAIRS AND MAINTENANCE	\$5,671.9	\$4,700.0
Systemwide	\$2,801.4	\$4,400.0
Facility Improvements/Rehabilitation	1,600.0	4,400.0
Elevator Rehabilitation	769.8	-
Tower Preservation	200.0	-
Cubicle Furniture	194.0	-
Roof Repair and Replacement	37.6	-
Maintenance Sites	\$0.0	\$200.0
Replace Inground Vehicle Hoist at M-3, M-4 and M-12	-	200.0
Central Administration	\$2,820.4	\$100.0
Heating, Ventilation, Air Conditioning Control and Ductwork Improvement	207.9	100.0
Repair/Reseal Skylights	770.0	-
Reconstruct North Entrance	550.0	-
Painting of Exterior Beams	230.0	-
Ergonomic Work Stations in District 15 Operations Room	220.0	-
Replace Air Conditioning Handler for Money Room	200.0	-
Energy Initiative to Achieve Leadership in Energy and Environmental Design Certification	200.0	-
Tuck Pointing	200.0	-
Coin Counting Equipment (10)	120.0	-
Replace Steam Boiler	100.0	-
Replace/Repair North Parking Lot Control Panel	22.5	-
Plazas	\$50.0	\$0.0
Split Air Conditioning Units at Plazas 1, 9 and 21	50.0	-
EQUIPMENT	\$15,886.7	\$27,369.7
Roadway Vehicles and Trucks	\$2,649.5	\$12,000.0
Roadway Maintenance and Equipment - Fleet	2,589.5	12,000.0
Tractor and Accessories	60.0	-
Technology	\$10,502.9	\$10,655.0
Transponders	-	9,300.0
Security and Toll Audit Video Backup Systems	-	500.0
911 Telephone System for Dispatch	-	400.0
SQL Upgrade for Computer-Aided Dispatch System	-	200.0
Desktops, Laptops and Mobile Equipment	16.0	100.0
Accounting and Financial Software	-	60.0
Printer Replacement	-	50.0
Replace Uninterruptible Power Supply Units	15.0	45.0
PBX Voice Mail System Upgrade	4,054.5	-
Unisys Web and Interactive Voice Response	1,768.4	-
Disaster Recovery System	1,600.0	-
Software Enhancements	1,125.9	-
Server and Storage Infrastructure	803.3	-
Station Battery Plant Upgrade	750.0	-
Facilities Security and Cameras	200.0	-
Financial Software Programs	50.0	-
Velocity Door Alarm System	50.0	-
High Volume Mailing Machine/Shipping System	45.0	-
Replace Computer-Aided Dispatch System Monitor/Personal Computer/Servers	24.8	-

Exhibit 95-1

Other Capital Project Highlights (continued)	2014	2015
	Carry-Over	New Request
	(\$ thousands)	
EQUIPMENT (continued)	\$15,886.7	\$27,369.7
Intelligent Transportation Systems	\$1,800.5	\$3,744.7
Dynamic Message Signs Upgrade/Improvement	650.5	1,094.7
Traffic Incident Management System (TIMS) Digital Video Migration - Phase II	-	500.0
Intelligent Transportation Systems Technical Support	300.0	500.0
Traffic Incident Management System Enhancements	150.0	450.0
Ramp Count/Queue Detector Installation	100.0	300.0
Intelligent Transportation Systems Design/Construction Management Services Upon Request	-	900.0
Video Incident Detection	200.0	-
Closed Circuit Television Camera Installation and Relocation	150.0	-
Advanced Traveler Information Systems	150.0	-
Weigh-In-Motion Upgrades	100.0	-
Miscellaneous Equipment Systemwide	\$198.8	\$500.0
Capital Equipment	198.8	500.0
State Police	\$560.0	\$470.0
Patrol Car Accessories	100.0	310.0
Speed Timing Devices	-	55.0
Indoor Firing Range Target Retrieval System	385.0	40.0
Crash Reconstruction Total Stations	75.0	40.0
Tasers	-	25.0
Equipment Machinery/ Tools	\$175.0	\$0.0
End Loader Weigh Scale Inventory Control System	150.0	-
Portable Window Air Conditioners	25.0	-

Exhibit 95-2

Capital Program

Other Capital Project Highlights (continued)	2014 Carry-Over	2015 New Request
	(\$ thousands)	
PROFESSIONAL SERVICES	\$8,317.9	\$30,730.3
General Consulting Services	\$2,915.5	\$22,233.3
General Engineering Consultant	-	16,000.0
Traffic Engineering Consultant	259.6	3,528.3
Construction Services Upon Request	1,500.9	1,130.0
JOC Administrator Services	-	500.0
Design Upon Request (DUR)	1,090.0	500.0
Manpower for Construction Sites - State Police OT	-	300.0
Print Services, Web Plan, Advertising	65.0	275.0
Enterprise Resource Planning	\$4,930.0	\$5,670.0
Enterprise Resource Planning System	4,930.0	5,670.0
Environmental/ Governmental	\$117.4	\$1,826.9
Agencywide Research Program	-	1,000.0
Life Cycle Assessment (LCA) Tools Development	-	547.2
Biotic/Aquatic Species Surveys - IGA with University of Illinois	-	179.7
Illinois State Geological Survey - IGA with University of Illinois	-	100.0
University Research Program	117.4	-
Geographic Information System	\$200.0	\$1,000.0
Infrastructure Management System	200.0	1,000.0
Financial	\$155.0	\$0.0
Financial Advisory Services	100.0	-
Transactional Advisors Fee	55.0	-
ROADWAY	\$1,293.8	\$2,200.0
Maintenance, Repairs and Improvements	\$131.3	\$1,400.0
Annual Authoritywide Miscellaneous	98.6	800.0
Pavement Markings	-	600.0
Miscellaneous Project Wrap-up Costs	32.7	-
Signage	\$1,162.5	\$800.0
Signage Upon Request	700.0	200.0
Sign Shop Roadway Signing	350.0	600.0
Aluminum Extrusion Refurbishing	112.5	-
Other Capital Projects TOTAL	\$31,170.2	\$65,000.0

Exhibit 95-3

Capital Planning

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

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

- *Improvement:* Any system expansion project or any acquisition, installation, construction, reconstruction, modification or enhancement of or to any real or personal property (other than operating expenses) for which a currently effective resolution of the Tollway has been adopted authorizing the deposit of revenues to the credit of the Improvement Account including, without limitation, the cost of related feasibility studies, plans, designs or other related expenditures.
- *Renewal and Replacement:* Any preservation, replacement, repairs, renewals and reconstruction or modification of the Tollway system or any part of it constituting real or personal property, whether leased or purchased, but does not include system expansion projects.

The annual capital budget is comprised of funding for capital projects necessary to maintain, improve and enhance Tollway roads, including resurfacing, rehabilitating, reconstructing and widening existing roadway and building new roadways, such as new routes and interchanges. Additionally, the Tollway's capital budget allocates funding for other projects, including new technologies, building improvements and machinery and equipment. The goals of the capital budget include maintaining and improving the capital infrastructure of the existing system by:

- Rebuilding the remaining critical pieces of the Illinois Tollway;
- Ensuring the Tollway system remains in a state of good repair;
- Providing congestion relief by widening many miles of existing roadway;
- Providing congestion relief by utilizing open road tolling;
- Providing system expansion by building new interchanges and expanding existing interchanges;
- Providing system expansion by constructing new routes;
- Accounting for the needs of growing communities;
- Establishing corridor planning councils to strengthen the partnerships between the Tollway and the communities it serves;
- Improving mobility for communities served by the Tollway through an updated interchange policy, multi-modalism and context-sensitive improvements such as noisewalls and bike paths;
- Reconstructing maintenance facilities; and

- Implementing intelligent transportation systems to better serve customers.

Planning Overview

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

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

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

Planning Process

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

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

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

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

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

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

Budget Development

Program and project reviews are ongoing throughout the fiscal year, however, 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 including current revenues, proceeds from the sale of revenue bonds and interest income. Current revenues are deposited in the Revenue Fund and transferred to the Renewal and Replacement Account and the Improvement Account; bond proceeds are deposited into the Construction Fund.

Use of Funds

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

Capital Projects Operating Impacts

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

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

Cost Monitoring

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

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

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

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

Schedule Monitoring

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

The master program schedule serves the following purposes:

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

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

Change Management Control

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

The Tollway's approval model is as follows:

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

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

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

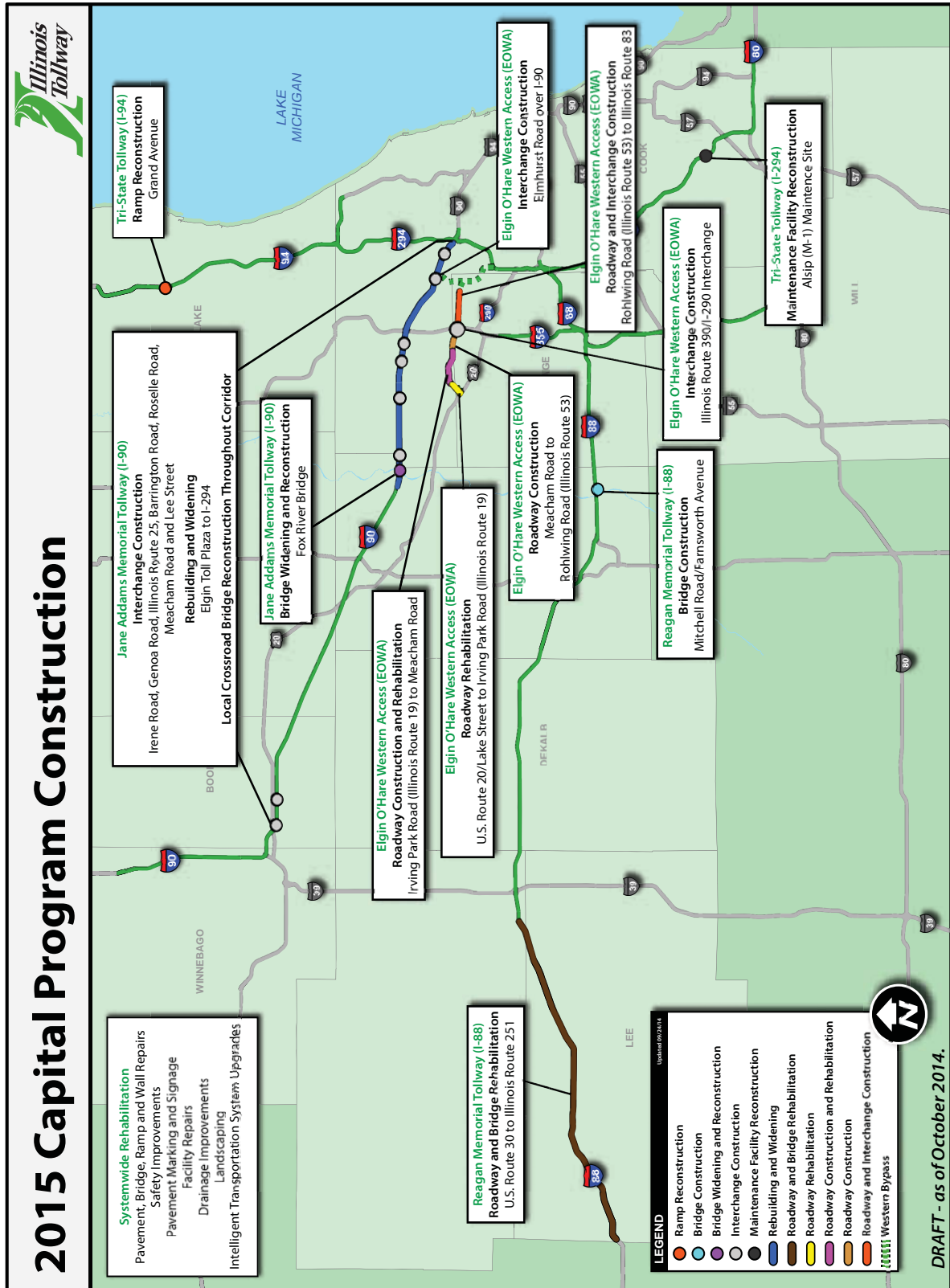


Exhibit 96

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Debt Management

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CURRENT CAPITAL PROGRAMS

Move Illinois Program

On August 25, 2011, the Tollway's Board of Directors approved the 15-year, \$12 billion capital program *Move Illinois: The Illinois Tollway Driving the Future*. The program is being financed with a combination of current revenue and bond proceeds. To date the Tollway has obtained \$1.05 billion of proceeds for the *Move Illinois* Program, consisting of \$523 million from its 2013 Series A Bonds issued in May 2013 and \$516 million from its 2014 Series B Bonds issued in June 2014. The Tollway anticipates obtaining additional bond proceeds for the *Move Illinois* Program in: (i) December 2014 in an estimated amount of \$400 million; and (ii) 2015 in an estimated amount of \$748 million from two bond issuances. In connection with the *Move Illinois* Program, the Tollway's Board approved an increase on passenger vehicle toll rates that went into effect on January 1, 2012. The increase raised toll rates at a typical mainline toll plaza from \$0.40 to \$0.75 for users paying electronically and from \$0.80 to \$1.50 for users paying by cash. The Tollway's Board also affirmed a prior increase on commercial vehicle toll rates of approximately 60 percent over three years, scheduled to be implemented with increases, in each case based off of the current rates, of 40 percent/10 percent/10 percent effective on January 1 of 2015/2016/2017. Starting on January 1, 2018, the Tollway will implement subsequent annual commercial vehicle toll increases based on the Consumer Price Index.

Congestion-Relief Program

In September 2004, the Tollway's Board of Directors approved the 10-year, \$5.3 billion Congestion-Relief Plan. The plan, which upon its commencement became the Congestion-Relief Program (the "CRP"), targeted financing as much as \$3 billion of program costs by issuing revenue bonds. In September 2007, the Tollway approved an update to the CRP that lengthened the CRP by two years from 2014 to 2016 and increased the cost of the CRP to \$6.3 billion. In connection with this update, the amount of CRP costs targeted to be financed by revenue bonds was increased from \$3.0 to \$3.5 billion, with other costs to be financed from Tollway revenues deposited into the Renewal and Replacement Account and the Improvement Account. The Tollway completed six revenue bond issuances from 2005 through 2009 to finance the targeted \$3.5 billion of bond-financed CRP costs. Approximately \$5.2 billion of the CRP has been completed to date. As the CRP has progressed, its estimated cost has been reduced from \$6.3 billion to \$5.8 billion, and is currently projected to be about \$5.7 billion at completion. Remaining CRP costs over the period of 2014-2016 are expected to be financed from revenues.

DEBT PROFILE

Currently Outstanding Debt

On January 1, 2015, the Tollway has two scheduled principal payments totaling \$97,795,000. After making those principal payments, and assuming the Tollway issues \$400 million par amount of bonds in December 2014, the Tollway will have \$5,048,080,000 par amount of bonds outstanding. Of the outstanding par amount of bonds:

- \$1,400,000,000 financed a portion of the *Move Illinois* Program;
- \$3,512,780,000 financed or refinanced a portion of the CRP;
- \$135,300,000 financed or refinanced pre-CRP projects.

Bond par amount typically will differ from proceeds provided for capital expenditures due to funding of issuance costs, capitalized interest, debt reserve account deposits, original issue discount/premium, and, in the case of refunding bond issues, the extent by which the cost of the cash and investment securities in the refunding escrow exceeded the principal amount of bonds refunded and defeased.

The following table lists each outstanding series and its respective final maturity, principal scheduled to be outstanding on January 1, 2015, and interest rate type. Bond issues listed as variable-rate are all weekly mode (rates are reset weekly by a remarketing agent per then-current market conditions). In order to reduce exposure to interest rate risk, the Tollway entered into interest rate swap agreements in connection with all of its outstanding variable-rate bond issues. Per these agreements, swap counterparties make variable-rate payments to the Tollway in exchange for fixed-rate payments from the Tollway. Of the \$5,048,080,000 par amount of bonds outstanding, \$3,746,080,000 (74.2 percent) are traditional fixed-rate bonds and \$1,302,000,000 (25.8 percent) are variable-rate bonds that have been swapped to a fixed interest rate ("Synthetic Fixed-Rate Bonds").

Illinois Tollway Outstanding Bonds as of January 1, 2015*

<u>Series</u>	<u>Final Maturity</u>	<u>Principal Outstanding</u>	<u>Interest Rate</u>
1998 Series A	1/1/2016	\$12,200,000	Fixed
1998 Series B	1/1/2017	123,100,000	Variable
2005 Series A**	1/1/2023	36,810,000	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	279,300,000	Fixed
2013 Series A***	1/1/2038	500,000,000	Fixed
2013 Series B-1**	12/1/2018	217,390,000	Fixed
2014 Series A**	12/1/2022	378,720,000	Fixed
2014 Series B***	1/1/2039	500,000,000	Fixed
2014 Series C***	1/1/2039	400,000,000^	Fixed
Total		\$5,048,080,000	

* Amounts shown are after payments due January 1, 2015 funds that are remitted to the Bond Trustee during the prior fiscal year.

** CRP financing.

*** *Move Illinois* financing.

^ Series 2014C is expected to be issued in December 2014. Amount is estimated and subject to closing

Exhibit 97

Planned 2015 Debt Issuance

New Money

The Tollway anticipates two new money bond issues totaling \$800 million in 2015 to finance portions of the *Move Illinois* Program. For budgeting purposes the bonds have been estimated to be issued on May 1, 2015, and November 1, 2014, each in the amount of \$400 million and at an interest rate of 5.0 percent. The budget includes \$16.7 million to fund interest expense on the new bonds in 2015. The amount, timing and structure of the new money bond issuance is subject to change based on cash flow need and market conditions.

Refunding/Restructuring of Synthetic Fixed-Rate Bonds

In addition to the estimated new money issuance for the *Move Illinois* Program, the Tollway also will continue to explore opportunities to reduce risks associated with its \$1,302,000,000 synthetic fixed-rate Bonds. In 2010 the Tollway issued traditional fixed-rate refunding bonds to reduce its total synthetic fixed-rate bonds from \$1,589,300,000 to \$1,302,000,000. In 2011 the Tollway further reduced the risks of its synthetic fixed-rate bonds by diversifying its providers of liquidity and credit facilities, increasing its number of such providers from two to eight. Currently there are nine providers of liquidity and credit facilities supporting the synthetic fixed-rate bonds. None of the Tollway's credit and liquidity facilities are scheduled to expire in 2015.

The Tollway will continue to monitor the credit markets for opportunities to refund synthetic fixed-rate bonds with traditional fixed-rate bonds or to execute other refunding/restructuring alternatives that reduce the risks of synthetic fixed-rate bonds. The cost of a refunding with traditional fixed-rate bonds would be the Tollway's cost of borrowing plus its cost of terminating the interest rate swap agreements associated with the bonds refunded. The purpose of such a refunding would be to reduce interest rate risk and to reduce risks associated with the credit/liquidity facility providers and, if applicable, the bond insurer. The Tollway may deem that such risk reduction is in the Tollway's best interests even if accompanied by an increase in debt service. The Fiscal Year 2015 Budget includes a \$2 million contingency for increased debt service on synthetic fixed-rate bonds, including increases resulting from a refunding/restructuring.

The 2015 Budget includes transfers from revenues into the Provider Payment Account (a sub-account of the Debt Service Account) for costs related primarily to the synthetic fixed-rate bonds. These costs are fees payable to credit/liquidity facility providers, remarketing agents and bond rating agencies.

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 on these taxable Series 2009A/B Bonds. Such subsidy payments reduced debt service by \$16.2 million in 2012 and by \$15.0 million in 2013, and are expected to reduce 2014 and 2015 debt service each by \$15.1 million. The subsidy payments for each of 2012 through 2015 were originally expected to be \$16.2 million equaling 35 percent of the interest payments on the Build America Bonds, but the amount in 2013 and the expected amounts in 2014 and 2015 are reduced due to sequestration.

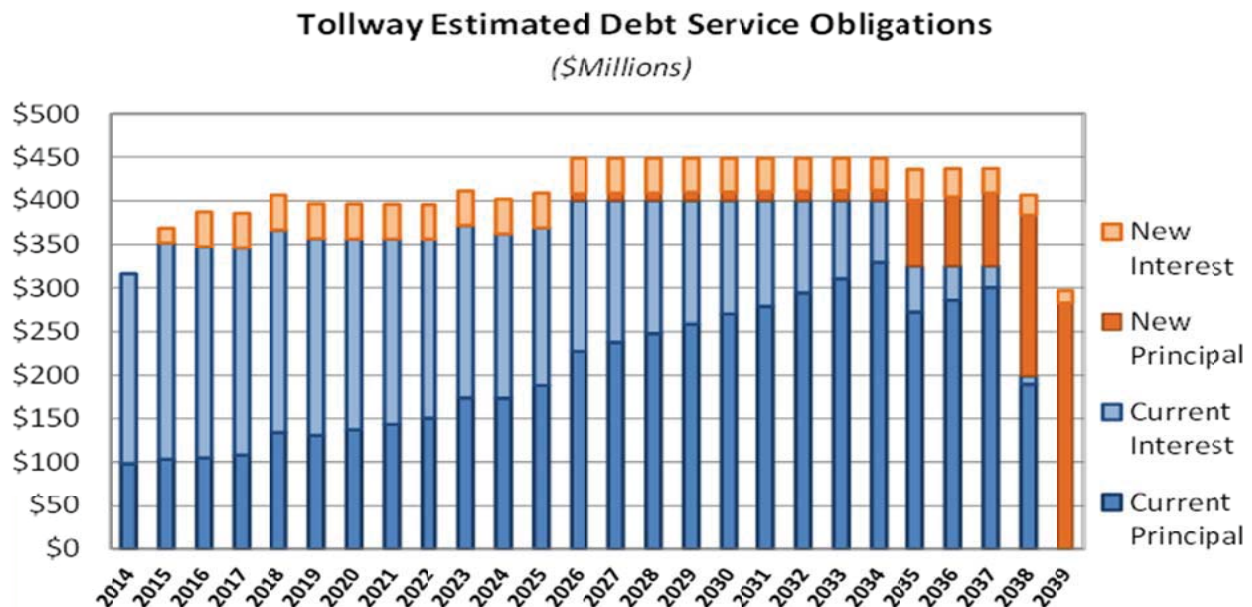


Exhibit 98

SECURITY FOR THE BONDS

The Tollway's bonds are secured by a pledge of and lien on the net revenues generated by the Tollway system in accordance with the Amended and Restated Trust Indenture of 1999 ("Master Indenture") and each respective Supplemental Indenture. Net revenues are defined in the Master Indenture as the annual revenues of the system less operating expenses. To help ensure a sufficient amount of revenues to cover debt service, the Master Indenture, through which all of the Tollway's outstanding bonds have been issued, includes a toll rate covenant that requires tolls to be set at rates which will produce a minimum of 1.3X debt service coverage. Furthermore, additional bonds may be issued only to the extent that the Tollway certifies: (i) compliance with the toll rate covenant for a 12-month period within the preceding 18 months and (ii) projected compliance with the toll rate covenant for each year through five years after the completion of the projects financed by the additional bonds. The Tollway's debt service coverage is estimated at 2.3x in 2014 and budgeted at 2.4x in 2015, both before adjustments for expected federal subsidies related to the Build America Bond program. Using debt service net of the expected federal subsidies, debt service coverage is estimated at 2.4x in 2014 and budgeted at 2.5x in 2015. Each is well above the 1.3x covenant level.

Additional security is provided by the Tollway's Debt Reserve Account, which is funded at maximum annual debt service ("MADS") on all senior lien debt. As of September 30, 2014, MADS is \$372,042,472 (which is the debt service obligation for fiscal year 2032), and the Debt Reserve Account is valued at \$372,170,983, consisting of \$272,170,983 in investments and a \$100 million surety policy from Berkshire Hathaway Assurance Corp. 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 2009 through 2013, estimated debt service coverage for 2014 and budgeted debt service coverage for 2015. Please note, the following chart does not include annual costs related to the bonds (liquidity, remarketing, etc.). Also, 2012 Operating Expenses does not include \$10.4 million deposited to an operating reserve.

Debt Service Coverage: Actual 2009-2013; Estimated 2014; and Budgeted 2015

	Actual					Estimated	Budgeted
	2009	2010	2011	2012	2013	2014	2015
Operating Revenues	\$658,052	\$672,760	\$697,416	\$963,755	\$1,009,776	\$1,022,000	\$1,170,000
Operating Expenses	<u>\$255,185</u>	<u>\$250,857</u>	<u>\$245,975</u>	<u>\$253,058</u>	<u>\$277,512</u>	<u>\$299,000</u>	<u>\$310,600</u>
Net Operating Revenues	\$402,867	\$421,903	\$451,441	\$710,697	\$732,263	\$723,000	\$859,400
Debt Service	\$173,319	\$248,108	\$249,960	\$250,253	\$297,708	\$321,800	\$370,600
Debt Service Coverage (X)	2.32	1.70	1.81	2.84	2.46	2.25	2.32
Build America Bond ("BAB") Subsidies & Pre-paid Interest	\$6,423	\$28,133	\$16,244	\$16,244	\$15,538	\$15,075	\$15,075
Debt Service Coverage after BAB Subsidies & Pre-paid Interest (X)	2.41	1.92	1.93	3.04	2.60	2.36	2.42

Exhibit 99

MUNICIPAL BOND RATINGS

In concert with each new bond issuance, the Tollway applies for municipal bond ratings from Fitch Ratings, Moody's Investor Services and Standard & Poor's. Each rating agency reviews the Tollway's current fiscal condition, capital financing plan, debt coverage ratios and various other factors to assess the Tollway's ability to repay its debt obligations. The underlying ratings of the Tollway's bonds are Aa3, AA- and AA- by Moody's Investors Service, Fitch Ratings and Standard & Poor's, respectively. These ratings were confirmed in April of 2014 in connection with the Tollway's issuance of its Series 2014B Bonds. All three rating agencies maintain Stable Outlooks for the Tollway's ratings.

INTEREST RATE EXCHANGE AGREEMENTS

To lower its borrowing costs, the Tollway has entered into multiple variable-to-fixed interest rate exchange agreements (swaps). These swap agreements produce a “synthetic fixed interest rate” in which the Tollway pays a fixed interest rate to the swap provider in exchange for the swap provider’s payment of a variable interest rate intended to approximate the variable interest rate paid by the Tollway to bondholders. In all cases the synthetic fixed interest rates were lower than the fixed interest rates otherwise accessible in the market at the times the various bonds were issued. The Tollway entered into 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 Swaps and 2008A Swaps are SIFMA-based. The Tollway exchanges a fixed-rate payment to swap providers for a variable-rate payment based on the USD SIFMA seven-day Municipal Swap Index.

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

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

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

The following chart provides detail on the portfolio of swap agreements, including estimated mark-to-market valuations as of September 30, 2014.

The Illinois State Toll Highway Authority Swap Portfolio as of September 30, 2014 (Note: Valuations are net of 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	(4,668)
1998 SERIES B	JP Morgan Chase Bank*	55,395	4.3250%	Actual	1/1/2017	(3,819)
1998 SERIES B TOTAL		\$123,100				(\$8,487)
2007 SERIES A-1	Citibank N.A., New York	175,000	3.9720%	SIFMA	7/1/2030	(\$30,991)
2007 SERIES A-1	Goldman Sachs Bank USA	175,000	3.9720%	SIFMA	7/1/2030	(\$30,991)
2007 SERIES A-1 TOTAL		\$350,000				(\$61,982)
2007 SERIES A-2	Bank of America, N.A.	262,500	3.9925%	SIFMA	7/1/2030	(\$47,091)
2007 SERIES A-2	Wells Fargo Bank**	87,500	3.9925%	SIFMA	7/1/2030	(\$15,697)
2007 SERIES A-2 TOTAL		\$350,000				(\$62,788)
2008 SERIES A-1	The Bank of New York	191,550	3.7740%	SIFMA	1/1/2031	(\$29,868)
2008 SERIES A-1	Deutsche Bank AG, New York Branch	191,550	3.7740%	SIFMA	1/1/2031	(\$29,868)
2008 SERIES A-1 TOTAL		\$383,100				(\$59,736)
2008 SERIES A-2	Bank of America, N.A.***	95,775	3.7640%	SIFMA	1/1/2031	(\$14,828)
2008 SERIES A-2 TOTAL		\$95,775				(\$14,828)
TOTAL		\$1,301,975				(\$207,821)

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

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

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

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

Exhibit 100

Budget Process and Documents



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

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

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

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

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

The budget is monitored throughout the fiscal year. Quarterly budget reports are provided to the Board of Directors and posted on the Illinois Tollway's website.

Budget Amendment

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

Budgetary Basis of Accounting

The Tollway is required by its Trust Indenture to prepare a tentative budget for the ensuing fiscal year, on or before October 31 of each fiscal year and to adopt the annual budget for such fiscal year on or before January 31 of each fiscal year.

The Tollway uses accrual basis of accounting for its proprietary funds. 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. Capital lease obligations are not recorded. Payments under capital leases are expensed in the period payments are made.
8. Interest related to construction in progress is not capitalized.
9. Recoveries of expenses are classified as decreases in operating expenses.
10. Construction expenses incurred under intergovernmental agreements are decreased by payments received under these intergovernmental agreements.
11. Transponder purchases and other miscellaneous purchases are reflected in the Renewal and Replacement Fund as construction expense, but reflected as operating expense for GAAP.

Budget Process and Documents

2015 Budget Planning Calendar by Task	Date(s)
The 2015 Budget process begins with the establishment of economic assumptions for salaries, wages, FICA and retirement as well as guidelines regarding overall budget growth or reduction based revenue projections, current and future programs.	6/9/2014-6/30/2014
Budget prepares M and O spreadsheets to include 2012 and 2013 expenditures, 2014 Budget, 2014 Year End Forecast and a Preliminary 2015 Budget.	6/9/2014-7/28/2014
Budget prepares Capital spreadsheets that include the 2014 Budget as well as expenditures-to-date for roadway and non-roadway capital projects. The 2015 Capital Request Form and Instructions are also prepared.	6/9/2014-6/30/2014
Request to PMO to update the Cash Flow for the 2014 Capital Program and to prepare Cash Flow for the 2015 Capital Program.	6/19/2014-6/12/2014
Budget sends Capital instructions and spreadsheets to each Department requesting detailed justification for new initiatives that include program duration and dollar impact between capital and M and O.	7/4/2014-7/7/2014
Budget sends the instructions and spreadsheets for M and O to each Department requesting detailed justification for new initiatives, changes in headcount and dollar impact between capital and M and O.	7/28/2014
Each Department develops its own 2015 Budget Request through a series of internal planning meetings and information gathering. Each Chief manages the review process before the Request is submitted to the Budget Office.	7/28/2014-9/8/2014
The Departments return their completed 2015 Budget Requests for Capital to the Budget Office for review.	8/22/2014
The Departments return their completed 2015 Budget Requests for M and O to the Budget Office for review.	9/8/2014
The Budget Requests are compared to the 2014 Budget, 2014 Forecast and the Preliminary 2015 Budget Plan. Year over year dollar impacts are analyzed so that justifications are consistent with the Authority's goals and objectives.	8/8/2014-9/18/2014
Accounting Office prepares 2014 August G/L Closing Revenue data; and final data is supplied to Budget and the Traffic Engineer.	9/1/2014-10/2/2014
The Budget Office reviews the 2015 Departmental Budget Requests with the Chief Financial Officer (CFO) and Deputy Chief of Finance. Financial impacts are discussed and new initiatives are evaluated based on the justifications provided by each Department.	8/25/2014-8/29/2014
Meetings are held as necessary with the Department Chiefs, the CFO, Deputy and Chief of Finance to discuss and finalize the 2015 Departmental Budget Requests.	8/29/2014-9/22/14
Meetings are then held with the Executive Director, Chief of Staff, Department Chief, CFO and Deputy Chief of Finance to discuss any modifications to each Department's 2015 Budget Request.	9/18/2014
In collaboration with each Department, Budget Office makes any changes to the 2015 Tentative Budget resulting from the meetings with the Executive Office. The Budget Office begins the cross-checking process making sure all budget information is correct and up to date.	9/18/2014-10/10/2014
Executive summary, charts, graphs, debt tables and department narratives are prepared for the 2015 Tentative Budget Book.	9/18/2014-10/3/2014
Traffic Engineer and Consulting Engineer submit their Annual Toll Revenue Certificate and Renewal/Replacement Deposit Letter respectively for inclusion in the 2015 Tentative Budget Book.	9/19/2014-10/6/2014
Communications develops executive summary section and submits to the Budget Office.	9/30/2014-10/7/2014
The CFO, Deputy Chief of Finance and Communications review and edit Tentative Budget Book.	10/3/2014-10/10/2014
The Budget Office completes all revisions from the CFO, Deputy Chief of Finance, and the Communications Department.	10/10/2014
Finance sends the budget book to the Executive Director and Chief of Staff for their review.	10/10/2014
Edits from the Executive Office are incorporated into the Tentative Budget Book.	10/10/2014
Latest draft of the budget book is e-mailed to the Chair for review.	10/10/2014
Conference call with the Chair, the Executive Director, Chief of Staff, CFO and Deputy Chief of Finance for a final review of the 2015 Tentative Budget Book. Comments from the call are incorporated into the book.	10/10/2014-10/14/2014
Final revisions are incorporated into the 2015 Tentative Budget and hard copies of the book are printed.	10/14/2014
Tentative Budget Book is presented to the Finance, Administration and Operations Committee (FAO) via a hard copy book and a power point presentation by the CFO.	10/15/2014
The Tentative Budget books are delivered to the Board Members, Executive Office and Department Chiefs on the morning of the Board Meeting. The CFO gives a PowerPoint presentation to the Board on the 2015 Tentative Budget.	10/23/2014
Public Hearings are held at Central Administration and Open House at the Lake Forest Oasis for questions or comments regarding the 2015 Tentative Budget.	11/10/2014 & 11/17/2014
Any changes are incorporated into the 2015 Final Budget Book, distributed at the Board Meeting, and then adopted by the Board.	12/18/2014

Exhibit 101

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Financial Policies and Practices

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

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

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

Fiscal Policies and Practices

General

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

Revenue

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

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

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

Expenditures

1. The Tollway will maintain a level of expenditures, which will provide for the public well-being and safety of its roads.
2. Expenditures will be within the availability of generated revenue, bonds issued for construction and unreserved fund balances.

3. The Tollway will maintain expenditure categories according to state statutes, the Trust Indenture and administrative rules.
4. The Tollway will forecast its capital expenditures for the duration of the *Move Illinois* Program and the Congestion-Relief Program and may update this forecast annually with multi-year plans. Expenditure forecasts will be cognizant of the elastic and inelastic structure of revenues.
5. Annual operating budgets should provide for adequate design, construction, maintenance and replacement in the Tollway's capital program.

Debt Administration

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

Reserve Policy

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

Cash Management

1. The Illinois Tollway's Investment Policy ("Policy") describes the Tollway's intent to invest all funds under the Tollway's control in a manner that provides the highest investment return using safe authorized instruments, while meeting the Tollway's daily cash flow demands in conformance with all state statutes and any amended and revised Trust Indenture governing the investment of Tollway funds.
2. The primary objective in the investment of Tollway funds is to ensure the safety of principal, while managing liquidity to pay the financial obligations of the Tollway and providing the highest investment return using authorized instruments.
3. The cash management process is designed to accurately monitor and forecast expenditures and revenues, enabling the Tollway to invest funds to the fullest extent possible. The Tollway will match fund flows to projected disbursements.
4. In order to maximize interest earnings, the Tollway comingles 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.
- (d) Return on Investment. The investment portfolio shall be designed to obtain the highest available return, taking into account the Tollway's investment risk constraints and cash flow requirements.

Accounting, Auditing and Financial Reporting Policies

1. The Tollway is a component unit of the state of Illinois and is accounted for as a proprietary fund (enterprise fund) using the flow of economic resources measurement focus.
2. The Tollway uses the accrual basis of accounting. Under the accrual basis of accounting, revenue is

recognized in the period in which it is earned and expenses are recognized in the period in which they are incurred.

3. The Tollway accounts for operations and financing in a manner similar to private business enterprises. The intent is that costs of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges.
4. The Tollway has established and maintains high standards for accounting practices in conformance with Generally Accepted Accounting Principles (GAAP) for governmental entities as promulgated by the Governmental Accounting Standards Board (GASB).
5. The accounting systems maintain records on bases consistent with accepted standards for governmental accounting.
6. An independent firm of certified public accountants performs an annual financial audit in accordance with Generally Accepted Auditing Standards (GAAS) and publicly issues an opinion, which is published in the Tollway's Comprehensive Annual Financial Report (CAFR).
7. The Tollway annually seeks the Government Finance Officers Association Certificate of Achievement for Excellence in Financial Reporting Program. This certificate has been awarded to the Tollway annually since 1995.
8. The Tollway promotes full disclosure in its annual financial statements and its bond presentations.
9. For purposes of the statement of cash flows, the Tollway considers all highly liquid investments including assets with a maturity of three months or less when purchased and all other investments held on its behalf by the Illinois State Treasurer's office to be cash equivalents, as these investments are available upon demand.
10. All investments in U.S. Treasury and agency issues are reported at fair value. All other Tollway investments, which consist of repurchase agreements, are recorded at face value which approximates fair value.

Demographics

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Population and Demographics

Community Served

From its beginnings in the late 1950s, 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 served a significant suburban commuter system market. In the 1970s and 1980s, suburban employment grew rapidly and the use of the Tollway system for suburb-to-suburb 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 suburb-to-suburb 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 2013 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 inter-suburban commuters alike.

Tollway Service Area Map

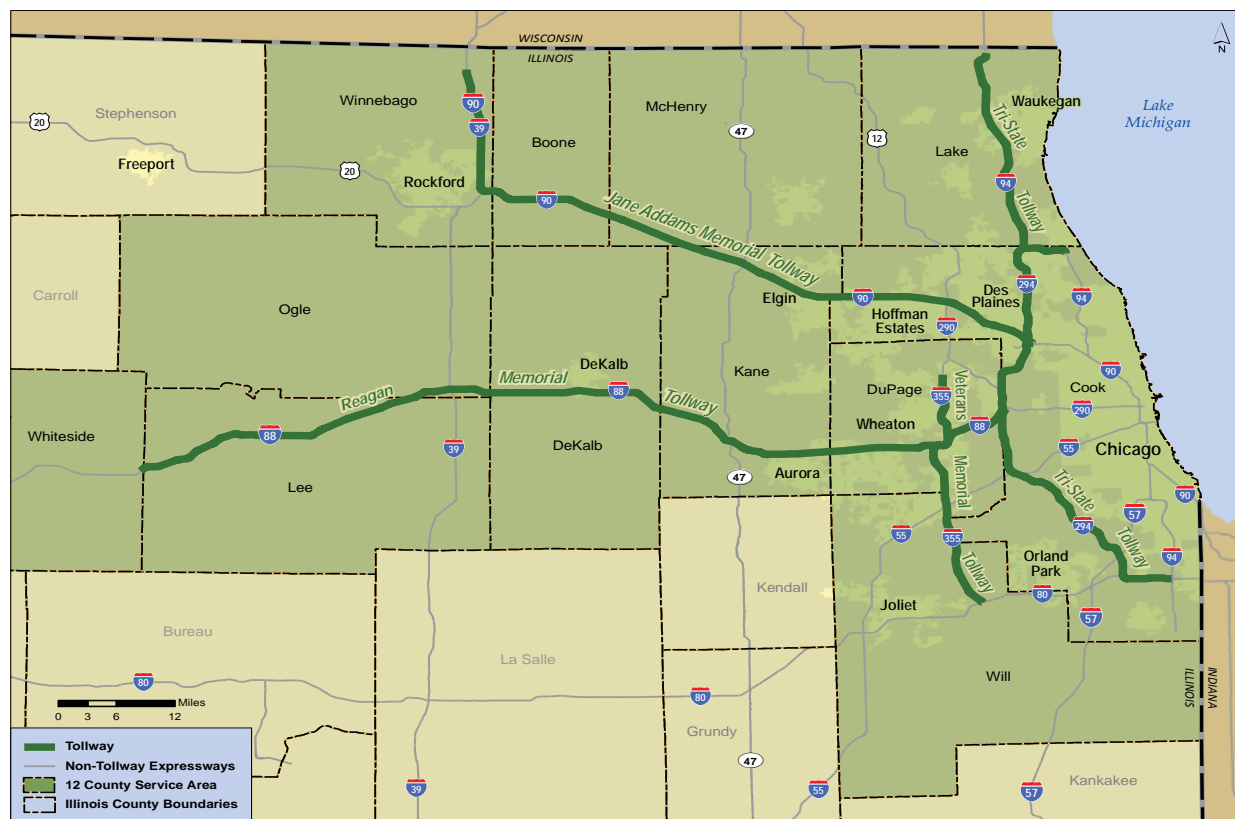


Exhibit 102

User Profile

Passenger cars account for approximately 89 percent of the Tollway usage and commercial vehicles account for the remainder. The heaviest usage of the Tollway is on weekdays. On Saturdays, traffic is typically down about 11 percent from an average day and Sundays see the lowest use, down about 23 percent from an average day. Seasonal variation in traffic also exists. The summer months of June, July and August have the highest levels of usage, with average daily traffic approximately 7 percent higher than the yearly average. During the summer, passenger car recreational usage is higher, but commercial vehicle activity is also slightly higher. January typically has the lowest usage, with average daily traffic about 11 percent below the average month in 2013.

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

Population

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

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

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

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

Service Area Population 1980 vs. 2010

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

*US Census Bureau, 1980 and 2010 census

Exhibit 103

Service Area Population 2000 vs. 2010

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

*US Census Bureau, 2000 and 2010 Census

Exhibit 104

Tollway Service Area Population 2010 - 2040 Forecast

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

Service Area Population 2010 vs. 2040 Forecast

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

*US Census Bureau 2010 Census

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

Exhibit 105

Employment

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

Tollway Service Area Employment 2000-2010

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

Service Area Employment 2000 vs. 2010

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

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

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

Exhibit 106

Tollway Service Area Employment 2010 - 2040 Forecast

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

Service Area Employment 2010 vs. 2040 Forecast

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

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

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

Exhibit 107

Appendix

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October 8, 2014

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

Subject: Annual Toll Revenue Certificate 2015

Dear Mr. Colsch:

In accordance with the Trust Indenture of the Illinois State Toll Highway Authority (the Tollway), Section 713(3), the Tollway's Traffic Engineer must submit an annual, written estimate of toll revenues for the remainder of the current Fiscal Year 2014 and the subsequent Fiscal Year 2015. Estimates of expected revenue contained in this document incorporate the current, known construction schedule; system improvements; rate schedule changes; the current state of the national and regional economy; and other considerations pertaining to near-term, estimated system performance. Estimates are of expected revenue and do not include the effects of overpayments, underpayments, or toll evasion.

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

Following a thorough review of recent performance, factors that will affect traffic in the coming months and following year are considered. Information addressing scheduled construction, both on and off the system; system improvements, including added capacity or new interchanges; planned developments; and near-term economic trends are analyzed for their potential impact on traffic and toll revenue. Given the uncertain nature of the ongoing economic recovery, having a broad array of economic variables from multiple sources is of particular importance to short-term forecasting.

Economic recovery has strengthened and broadened in 2014. Performance on the Tollway has likewise improved in 2014 compared to 2013. Due to a historically-severe winter, the first quarter of 2014 saw a decline in transactions from 2013 levels. Spring and summer 2014 performance, however, has been strong.



Mr. Colsch
October 8, 2014
Page 2

As of August 2014, year-to-date revenues for 2014 exceeded 2013 revenues by an estimated \$17.7 million¹. Given this recent trend and the strengthening economic recovery, CDM Smith anticipates continued revenue growth through the fourth quarter of 2014 as compared to 2013.

Regarding the state of the economy, 24 national forecasting bodies are projecting on average 2.1 percent growth in the national Gross Domestic Product (GDP) in 2014. Forecast values and their sources are presented later in this document. While there is not a direct correlation between national GDP and the health of the Tollway system, growth on a national scale does imply improving economic conditions. Chicago region forecasts are not as readily available. However, the sources that are available unanimously predict continued growth in Gross Regional Product (GRP), a falling unemployment rate, and regional population growth going into and through 2015.

Tollway performance will also be affected by construction and completion of major projects. The conclusion of construction on western Jane Addams Memorial Tollway (I-90) in 2014 is expected to have a positive effect on that section. However, these positive effects are anticipated to be more than offset by increasing construction efforts on the heavily traveled section of I-90 east of the Elgin Toll Plaza. Positive impacts are also expected from the completion of access improvements and new toll revenue generated at the I-57 interchange with I-294.

Significant revenue growth is anticipated in 2015 due to the 40 percent commercial vehicle rate increase being implemented on January 1, 2015. Aside from the rate increase, CDM Smith's outlook for underlying growth in travel demand for the Tollway in 2015 is positive based on recent trends and a review of economic forecasts.

This document presents a comprehensive and thorough review of recent economic performance at a national, regional, and local level; an overview of the Tollway's performance to date, and trends observed in 2014; and a description of CDM Smith's forecasting methodology and findings.

Recent Transaction Trends

Following a single-year decline in systemwide transactions resulting from the 2012 passenger car rate increase, growth resumed in 2013 and 2014. Total transactions increased by 1.5 percent in 2013 while 2014 year-to-date has experienced growth of 2.0 percent over the same time last year. Growth in total transactions by month is presented in Table 1. The temporary decline in transactions in 2012 should not be construed as a reflection of changes in regional travel demand or the size of the potential Tollway market. In 2013 and 2014, transactions are all predicated on the same toll rate structure as 2012 and, as such, these years offer a better look at recent growth in travel demand on the Tollway System.

Total systemwide transactions through August of 2014 have exceeded 2013 levels in all but one of eight months. In addition to growth in travel demand, 2014 transaction growth has been aided by the opening of toll plazas on the IL 47/Jane Addams interchange on November 8, 2013.

¹ YTD revenues are for January through August 2014 and reflect expected revenues. Year-end audited results may differ.



Mr. Colsch
October 8, 2014
Page 3

Three months in 2014 have seen growth of at least 4.0 percent over 2013. No single month in 2012 or 2013 achieved growth of this magnitude.

Growth in late 2013 and early 2014 was dampened by a historically-severe winter season which saw the third-highest snowfall on record in Chicago. January 2014 received 33.7 inches of snowfall, compared to 2.6 inches in 2013 and 11.4 inches on average between 2003 and 2013². January was the only month in 2014 to show a decline in transactions over 2013. In addition to snowfall, several days in winter 2013-2014 were depressed due to extremely cold temperatures, especially during January 2014. August 2014 growth was reduced as a result of having one additional weekend day compared to August 2013. The additional weekend day also happened to be the Sunday of Labor Day weekend (August 31, 2014) which typically experiences lower travel demand than a typical summer Sunday. However, even after adjusting for the number of weekend days, August 2014 still shows lower than previous summer months.

Table 1 – Total Transactions by Month (Millions)

	2009	% Chng	2010	% Chng	2011	% Chng	2012	% Chng	2013	% Chng	2014
January	57.9	3.6%	60.1	4.7%	62.9	-4.6%	60.0	3.2%	61.9	-4.5%	59.1
February	56.3	2.8%	57.9	-2.0%	56.7	5.9%	60.1	-5.0%	57.1	1.0%	57.7
March	63.9	6.5%	68.0	2.2%	69.5	-4.2%	66.6	-1.3%	65.7	2.5%	67.4
April	64.1	5.9%	67.9	0.0%	67.8	-3.1%	65.8	1.4%	66.7	4.1%	69.5
May	67.1	4.5%	70.2	1.5%	71.2	-0.3%	71.0	1.7%	72.2	2.9%	74.3
June	67.6	5.4%	71.3	3.0%	73.4	-3.2%	71.0	-1.0%	70.3	4.5%	73.5
July	70.2	4.5%	73.4	1.7%	74.7	-4.3%	71.5	3.0%	73.6	4.0%	76.6
August	69.2	7.7%	74.5	2.4%	76.3	-4.4%	72.9	3.6%	75.5	0.7%	76.1
September	65.6	5.8%	69.4	2.1%	70.9	-6.5%	66.3	3.6%	68.7		
October	67.2	6.2%	71.4	2.3%	73.0	-4.6%	69.7	3.8%	72.3		
November	63.4	6.3%	67.3	1.6%	68.4	-4.4%	65.4	1.5%	66.4		
December	62.9	4.7%	65.8	3.2%	67.9	-6.5%	63.5	3.1%	65.5		
Total	775.4	5.4%	817.1	1.9%	832.8	-3.5%	803.8	1.5%	816.0		
Total (Jan-Aug)									543.1	2.0%	554.1

Much of 2014 continues to be affected by ongoing construction on the Jane Addams Memorial Tollway between I-39 and Elgin as it is rebuilt and widened. Construction impacts east of Elgin have also been more severe than anticipated in 2014 as rebuilding and widening construction has begun on this section. Rebuilding the westbound roadway between I-294 and the Kennedy Expressway has depressed traffic especially at the Devon and River Road Mainline Plazas. Some diverting traffic due to these Jane Addams construction projects continues to move to I-88. Other traffic has also diverted to local roads, depressing systemwide revenues.

² Based on data from Chicago O'Hare Weather Station.



Mr. Colsch
October 8, 2014
Page 4

As of August 2014, year-to-date performance on the Jane Addams is up by 1.0 percent in transactions and down by 2.0 percent in revenue. The impacts of construction have been somewhat muted by additional transactions and revenue from the IL 47 interchange.

Recent passenger car (PC) transactions are presented in Table 2. Despite experiencing one of the worst winters on record, year-to-date growth in PC transactions of 1.6 percent is greater than the 1.2 percent growth experienced over the course of 2013. Growth in PC transactions reflects the addition of the IL 47/Jane Addams interchange and an improved employment situation. These and other central economic indicators will be explored in greater detail later in this document.

Table 2 – Passenger Car Transactions by Month (Millions)

	2009	% Chng	2010	% Chng	2011	% Chng	2012	% Chng	2013	% Chng	2014
January	51.7	4.4%	54.0	4.2%	56.3	-5.8%	53.0	3.0%	54.6	-5.2%	51.7
February	50.5	2.9%	52.0	-2.6%	50.6	5.2%	53.2	-5.4%	50.3	0.6%	50.6
March	57.4	6.2%	60.9	1.7%	62.0	-5.0%	58.9	-1.1%	58.3	2.0%	59.4
April	57.5	5.5%	60.7	0.0%	60.7	-4.0%	58.2	1.0%	58.8	3.8%	61.0
May	60.4	4.1%	62.9	1.1%	63.6	-1.3%	62.7	1.5%	63.7	2.8%	65.4
June	60.5	4.8%	63.4	3.0%	65.3	-3.6%	62.9	-1.1%	62.3	4.0%	64.7
July	63.0	4.6%	65.9	1.7%	67.0	-5.2%	63.6	2.6%	65.2	3.5%	67.5
August	62.1	7.2%	66.5	2.1%	67.9	-5.1%	64.4	3.7%	66.8	0.5%	67.1
September	58.5	5.4%	61.7	2.2%	63.0	-6.8%	58.7	3.1%	60.5		
October	60.0	6.1%	63.7	2.1%	65.0	-5.7%	61.3	3.4%	63.4		
November	56.9	5.8%	60.2	1.2%	60.9	-5.1%	57.8	1.3%	58.6		
December	56.4	4.5%	58.9	3.2%	60.8	-6.7%	56.8	2.3%	58.1		
Total	694.8	5.2%	730.8	1.7%	743.2	-4.2%	711.7	1.2%	720.5		
Total (Jan-Aug)									479.9	1.6%	487.6

Table 3, which presents commercial vehicle (CV) transactions for 2009 through August 2014, shows strong growth for the first eight months of the year. The improving economy is partly reflected in CV transaction growth of approximately 5.2 percent year-to-date. This year-to-date growth rate is higher than annual growth rates observed in 2012 and 2013 of 2.8 and 3.7 percent, respectively. It should be noted that Illinois Tollway CV growth has generally outperformed CV growth on other comparable U.S. toll agencies, including the New Jersey Turnpike Authority, New York State Thruway Authority, and Pennsylvania Turnpike Commission, since January 2010.



Mr. Colsch
October 8, 2014
Page 5

Table 3 – Commercial Vehicle Transactions by Month (Millions)

	2009	% Chng	2010	% Chng	2011	% Chng	2012	% Chng	2013	% Chng	2014
January	6.2	-2.9%	6.0	9.5%	6.6	5.4%	7.0	5.1%	7.3	1.2%	7.4
February	5.8	2.1%	5.9	4.0%	6.2	11.7%	6.9	-1.6%	6.8	4.0%	7.1
March	6.5	8.8%	7.1	5.8%	7.5	2.6%	7.7	-2.7%	7.5	6.9%	8.0
April	6.6	9.5%	7.2	-0.7%	7.2	5.3%	7.5	5.0%	7.9	6.5%	8.4
May	6.7	7.6%	7.3	4.8%	7.6	8.0%	8.2	3.1%	8.5	4.3%	8.8
June	7.1	10.4%	7.8	3.5%	8.1	0.0%	8.1	-0.3%	8.1	9.0%	8.8
July	7.2	3.7%	7.5	2.3%	7.7	3.1%	7.9	6.9%	8.4	7.5%	9.1
August	7.1	12.5%	8.0	5.0%	8.4	1.5%	8.5	2.9%	8.7	2.1%	8.9
September	7.1	9.2%	7.7	1.5%	7.8	-3.7%	7.6	8.1%	8.2		
October	7.2	6.8%	7.7	3.7%	8.0	4.9%	8.4	6.3%	8.9		
November	6.5	10.5%	7.2	4.8%	7.5	1.2%	7.6	2.5%	7.8		
December	6.5	6.2%	6.9	3.3%	7.1	-4.9%	6.8	9.8%	7.4		
Total	80.5	7.2%	86.3	3.9%	89.6	2.8%	92.1	3.7%	95.5		
Total (Jan-Aug)									63.2	5.2%	66.5

National and Regional Economic Indicators

Having emerged from the recent recession in late 2009³, there has generally been positive, real GDP growth and, for the most part, positive trade and employment trends. This domestic macroeconomic momentum is now strengthening and broadening. This is particularly evident in the labor markets that have until last year lagged behind, but have gained traction this year with the creation of more than 200,000 jobs per month on average, leading to the improvement in the national unemployment rate to 6.1 percent in the latest reading for August (from 10.0 percent at the peak in October 2009)⁴.

The current expansion is also evidenced in other indicators, including the strengthening energy sector, housing market (growing volume and price levels of both new and previously-owned homes)⁵, automotive manufacturing and sales⁶, as well as the now five-year-old equity bull market⁷, all of which link with firming consumer and business confidence⁸. Several positive indicators largely overshadow a few negatives, including local gasoline prices that remain consistently elevated relative to national averages.

³ National Bureau of Economic Research's announcement, September 2010.

⁴ Bureau of Labor Statistics.

⁵ e.g., data from the S&P/Case-Shiller Home Price Indices, and the National Association of Realtors.

⁶ Retail trade data, U.S. Census Bureau, 2013.

⁷ New York Stock Exchange; NASDAQ.

⁸ e.g., the Thomson Reuters/University of Michigan Consumer Sentiment Index; Conference Board Consumer Confidence Index; and National Federation of Independent Business Optimism Index.



Mr. Colsch
October 8, 2014
Page 6

Considering the Chicagoland region, recent economic trends also provide grounds for optimism. Local metropolitan GDP growth is generally keeping pace with the nation, while manufacturing, particularly in the automobile industry, remains strong⁹. Additionally, the labor market outlook continues to improve¹⁰. Unemployment in Chicago has been higher than national rates, but that rate recently dipped under seven percent for the first time since 2008 and is coming closer to the national average⁴. When viewed in total, the economic indicators point to potential increases in demand for use of the Illinois Tollway.

Regional Population Trends and Short-Term Forecasts

Regional population growth rates are relevant to the Illinois Tollway, as growth in the region can translate to additional, potential Tollway customers. According to Census estimates, population growth in the Chicago-Naperville-Arlington Heights Metro Division has grown at 0.3 percent annually since 2011 – less than half of the national pace. Despite the rate being lower than the national average, growth rates in the area still outpaced Illinois and Midwest region rates. The large combined economy of Chicago and its surrounding suburbs continue to provide a reliable draw for jobseekers coming in from other parts of Illinois and the Midwest. Population projections for 2014 and 2015 will be discussed in the forecasting section of this document.

Gross Domestic Product

The latest estimates of Metropolitan Statistical Area (MSA) GDP released by the Bureau of Economic Analysis are for the year 2013. These regional estimates of GDP are chained to 2005 dollars and are thus adjusted for inflation. Figure 1 compares the adjusted annual GDP growth rates of the United States, the Chicago MSA, and the average growth rate of the top 10 largest metropolitan economies in the United States.

Chicago, the nation's third largest economy, grew by 1.3 percent in 2013 after growing 2.0 percent in 2012 and 1.0 percent in 2011. The three-year average of 1.4 percent growth outpaced that of the nation's two largest economies, New York and Los Angeles, over the same period. Among the top 10 largest economies, Chicago's three-year growth rate ranked sixth overall among the top ten, suggesting stable and sustained growth. At the national level, real inflation-adjusted GDP grew at a rate of 1.7 percent in 2013, which followed rates of 2.6 percent in 2012 and 1.5 percent in 2011. The national three-year average rate of 2.0 percent suggests the Chicago recovery lags slightly behind the U.S. average, but remains competitive with major metropolitan economies.

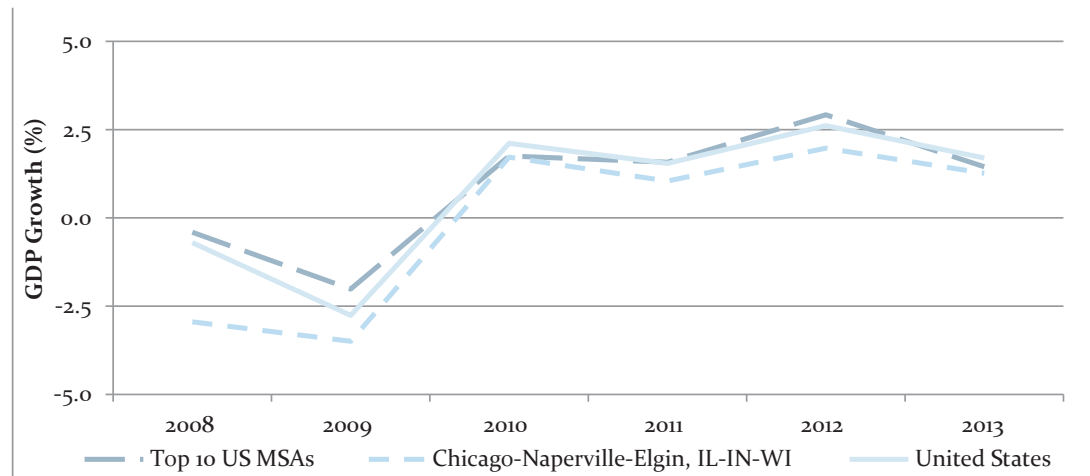
⁹ Summary of Commentary on Current Economic Conditions by Federal Reserve District (The Beige Book), Federal Reserve, August 2014.

¹⁰ The Budget and Economic Outlook: FY 2014 to 2024, Congressional Budget Office, February 2014.



Mr. Colsch
October 8, 2014
Page 7

Figure 1 – Annual Inflation Adjusted GDP Growth



Source: Bureau of Economic Analysis.

Manufacturing

The Chicago Fed Midwest Manufacturing Index (CFMMI) is a monthly estimate of industrial manufacturing output published by the Federal Reserve Bank of Chicago. It covers several major manufacturing sectors operating in the Seventh Federal Reserve District States of Illinois, Indiana, Iowa, Michigan, and Wisconsin. The last available release is from October 2013, at which time the Chicago Fed estimated the health of the Midwest manufacturing sector to have rebounded to 97.4 percent of 2007 levels. This represented an improvement of 5.3 percentage points over the October 2012 release, and an increase of 25.2 percentage points over October 2009 at the height of the recession. The resurgence has been led primarily by the Midwest automobile and machinery sectors, which the CFMMI suggests have now both fully recovered from 2009 lows¹¹.

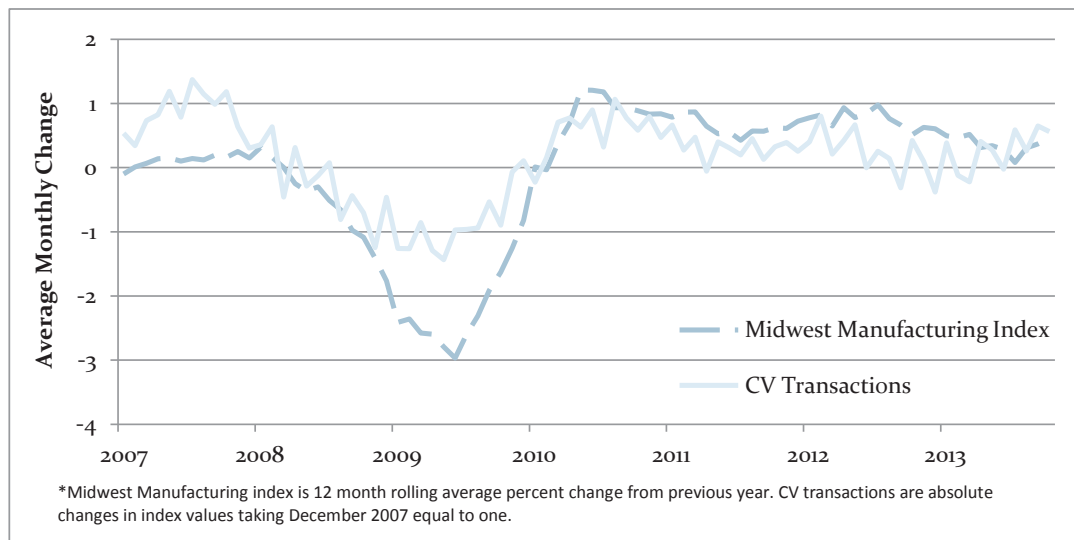
As illustrated in Figure 2, fluctuation in the CFMMI and CV transactions on the Illinois Tollway track closely. This chart is presented for illustrative purposes and is not meant to imply statistical correlation between the two variables. The data does suggest, however, that the notion of an improving Midwest economy is reflected in both the CFMMI and the increase in CV transactions observed on the Illinois Tollway.

¹¹ Chicago Fed Midwest Manufacturing Index, Federal Reserve Bank of Chicago, October 2013.



Mr. Colsch
October 8, 2014
Page 8

Figure 2 – Midwest Manufacturing Index (12-Month Rolling Average)



Source: Federal Reserve Bank of Chicago

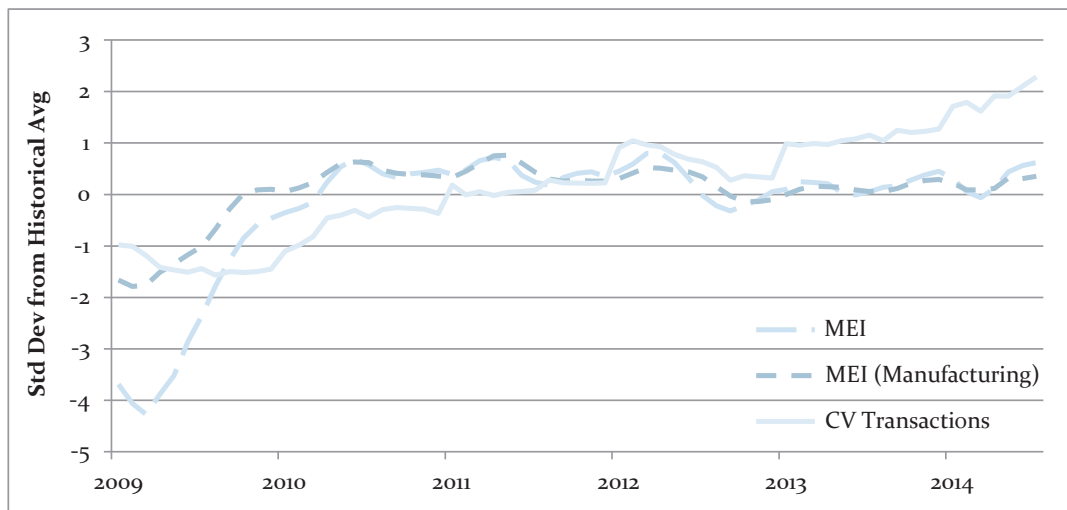
As indicated, the last available CFMMI release is from October 2013. The CFMMI is currently on hold while undergoing a process of data and methodology revision. The release of the updated index is expected in late 2014. Thus, to analyze 2014 trends the Chicago Fed Midwest Economy Index (MEI) is also used. The MEI is composed of indicators from four broad economic sectors – manufacturing, construction and mining, services, and consumer spending – which can be separated to examine each sector’s contribution to the index individually. It is a monthly index designed to measure growth relative to 40-year historical averages in nonfarm business activity in the Seventh District. A value of zero indicates historically average growth, while growth of two standard deviations above or below the mean indicate inflationary or recessionary pressures.

As seen in Figure 3, the manufacturing component of the MEI tracks with changes in CV transactions in a fashion very similar to that of the CFMMI. For this comparison, historical growth in CV transactions was examined over an eight year period from 2006 to August 2014. As the MEI has remained at or above historical growth averages since roughly 2010, CV transaction growth has followed close behind. This further supports the belief that regional manufacturing health may be contributing to the recently observed increases in CV transactions on the Tollway.



Mr. Colsch
October 8, 2014
Page 9

Figure 3 – Midwest Economy Index (Three-Month Rolling Average)



Source: Federal Reserve Bank of Chicago

Housing

In addition to manufacturing, the Chicago housing market is also showing signs of a sustained recovery. In the Chicago MSA, there have been on average 1,330 housing starts per month from August 2013 through July 2014. The 1,708 housing starts in July 2014 represented the highest number since April 2008. Considering housing starts by county between January and July 2014 compared to the same period in 2013, the improving conditions in the Chicago region have been highlighted by a 34.3 percent increase in DuPage County, a 19.9 percent increase in Lake County, a 12.1 percent increase in Cook County, and a 9.4 percent increase in Will County¹². Despite this promising news, the Chicago market still trails both the Midwest region and the nation as a whole in terms of recovery speed.

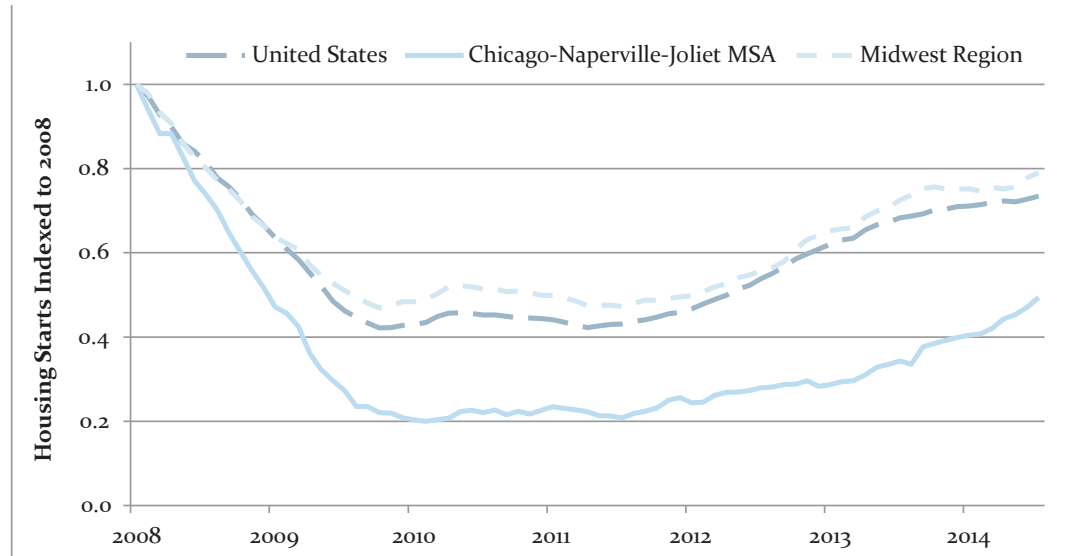
The general trend is that the housing market in Chicago has been steady but slower in its recovery. Indexed to 2008, Figure 4 illustrates that housing starts nationally and in the Midwest region have recovered to roughly three quarters of their pre-recession levels. Meanwhile, though also trending upward, Chicago housing starts remain at only half of their 2008 levels. In terms of home prices, examination of the Case-Shiller Index also supports the notion of a slower recovery. As shown in Figure 5, a comparison of the Chicago home prices with the Case-Shiller 20-City Composite Home Price Index reveals a significant gap in their respective index levels as of June 2014.

¹² U.S. Census Bureau. Building Permits Survey, July 2014.



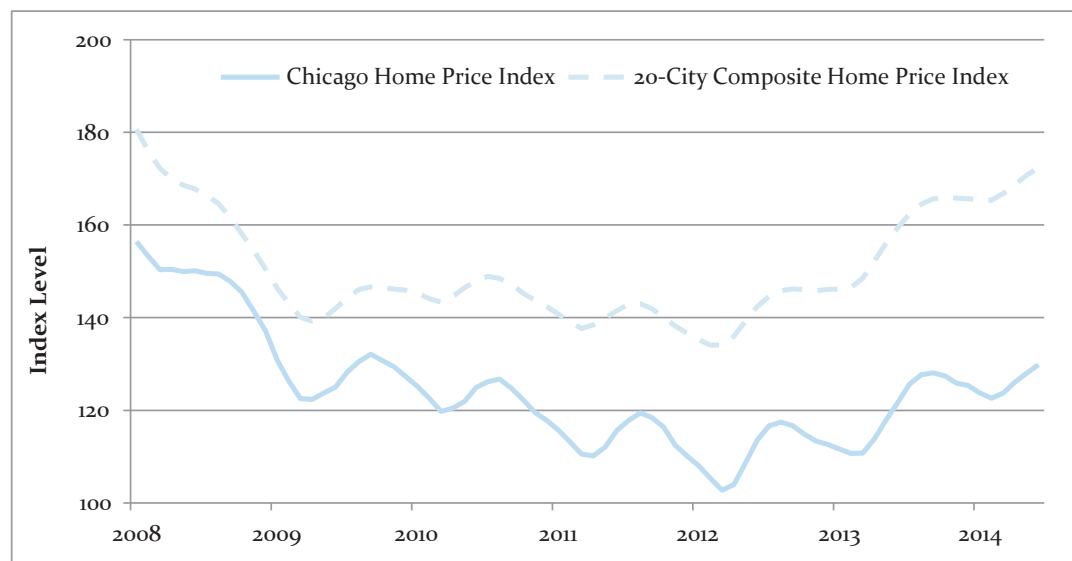
Mr. Colsch
October 8, 2014
Page 10

Figure 4 – New Housing Starts



Source: U.S. Census Bureau.

Figure 5 – Case-Shiller Index



Source: S&P Dow Jones Indices LLC, September 5, 2014.



Mr. Colsch
October 8, 2014
Page 11

Employment and Unemployment

The unemployment rate provides a snapshot of the health of the regional labor market. During the recession, unemployment rates rose dramatically. While unemployment rates have since declined, they have done so at a relatively slow pace. Bureau of Labor Statistics data places the current national unemployment rate at 6.1 percent as of August 2014, which represents the lowest value since 2008. That value has fallen over a full percentage point from the beginning of the year value of 7.2 percent in January, and national employment has performed much better in 2014 than forecasted in 2013¹³. National employment increased by nearly 2.5 million jobs between August 2013 and August 2014. These indicators are promising as employment had previously generally under-performed forecasts during the recovery.

Digging deeper into the employment situation shows that gains in the traditionally reported unemployment rate have been somewhat masked by the declining labor force participation rate. After averaging 66.0 percent from 2004 to 2009, labor force participation has decreased 1.9 percentage points in the past four-and-one-half years to a 10-year low of 62.8 percent in August 2014. The Congressional Budget Office (CBO) attributes roughly half of this loss in the workforce to the retirement of baby-boomers¹⁴. A significant portion of the remainder of the lost workforce is likely due to discouraged job seekers who have removed themselves from the pool of potential workers due to difficulties finding work in a market that increasingly demands highly-specific skillsets.

Despondency regarding job prospects among some workers continues to be reflected in the share of the unemployed that have been seeking work for greater than 26 consecutive weeks, otherwise known as the long-term unemployed. Though still historically high, some promising gains have been achieved in this metric in the past two years. The end of 2012 had marked the third consecutive year with the long-term share above 40 percent after averaging just over 18 percent between 2003 and 2008. The long-term share has been declining steadily since that time, reaching a low of 31.2 percent in August 2014 – the lowest rate since June 2009.

Also promising are the recent unemployment numbers for the Chicago MSA. Unemployment has been consistently higher in the Chicagoland region than the nation as a whole, both during and after the recession. The rate fell to 6.8 percent in July 2014, representing the first time since November 2008 that the area has experienced sub-seven percent unemployment. Employment has also improved. July 2014 employment surpassed 4.6 million in the Chicago MSA for the first time since August 2008 and was nearly 100,000 higher than July 2013¹⁵.

Consumer Confidence and Household Income

The U.S. Consumer Confidence Index is an indicator of consumer optimism based on a survey of consumers' savings and spending activities. The CCI is based on current consumer habits as well as future expectations, so tracking the monthly history of the index can give an indication of the general direction that the economy is trending.

¹³ Bureau of Labor Statistics.

¹⁴ The Budget and Economic Outlook: FY 2014 to 2024, Congressional Budget Office, February 2014.

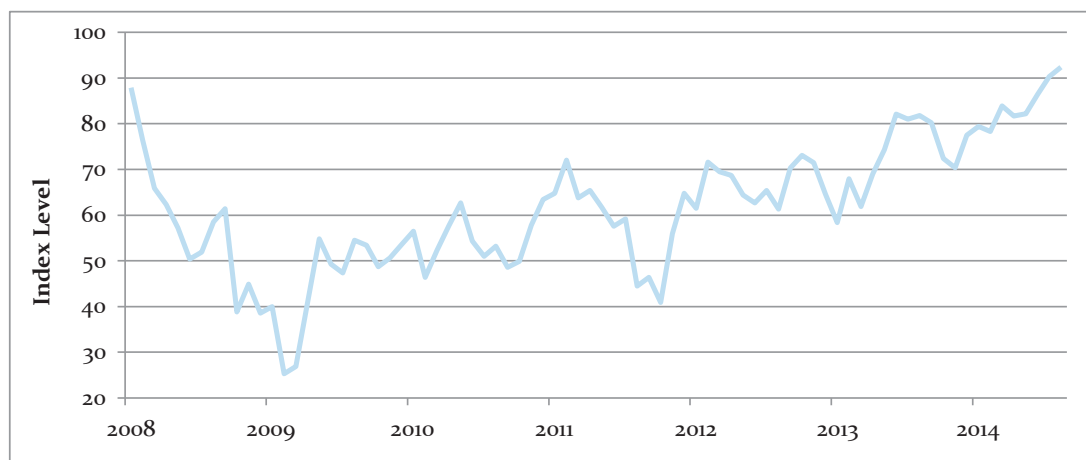
¹⁵ Local Area Employment Statistics, Bureau of Labor Statistics



Mr. Colsch
October 8, 2014
Page 12

In July 2014, the CCI surpassed 90 for the first time since late 2007 (Figure 6). In August, it ticked up further to a value of 92.4. After reaching lows in the 30s and 40s during the recession, the CCI had stubbornly remained in the 50s and 60s for most of the slow, post-recession recovery. Midway through 2013, however, the index began steadily improving, breaking 70 in May 2013 and reaching 80 the following month in June. The index has remained above 80 for ten of the past fifteen months since that time, indicating a return to the historical norm in terms of confidence. The five-month period of dampened confidence was attributable primarily to the uncertainty created by the government shutdown of October 2013. The debt ceiling crisis which prompted the shutdown was formally resolved in February 2014, which coincided with the resumption of steady increases in consumer confidence.

Figure 6 – Consumer Confidence Index



Source: The Conference Board

In the Chicago Metro Area, increased consumer confidence is reflected in continued gains in automobile manufacturing and sales, as well as in new residential and commercial real estate construction. The September 2014 release of the Federal Reserve Beige Book reports moderate growth in economic activity for the Seventh District, largely due to gains in these two sectors.

With respect to disposable personal income, Bureau of Labor Statistics data meanwhile reveal that labor compensation grew by only 2.0 percent from July 2013 to July 2014.

This value is only slightly higher than the 1.8 percent average growth rate observed during the five-year post-recession recovery period and is still well below the average of 3.3 percent seen in the five years prior to the recession. The CBO explains that a weak demand for labor since the recession has kept wage pressures low and real labor compensation remains below its value in late 2007. As a result, households now have less discretionary income relative to pre-recessionary levels¹⁶, which may affect travel choice and demand for Tollway facilities.

¹⁶ The Budget and Economic Outlook: FY 2014 to 2024, Congressional Budget Office, February 2014.

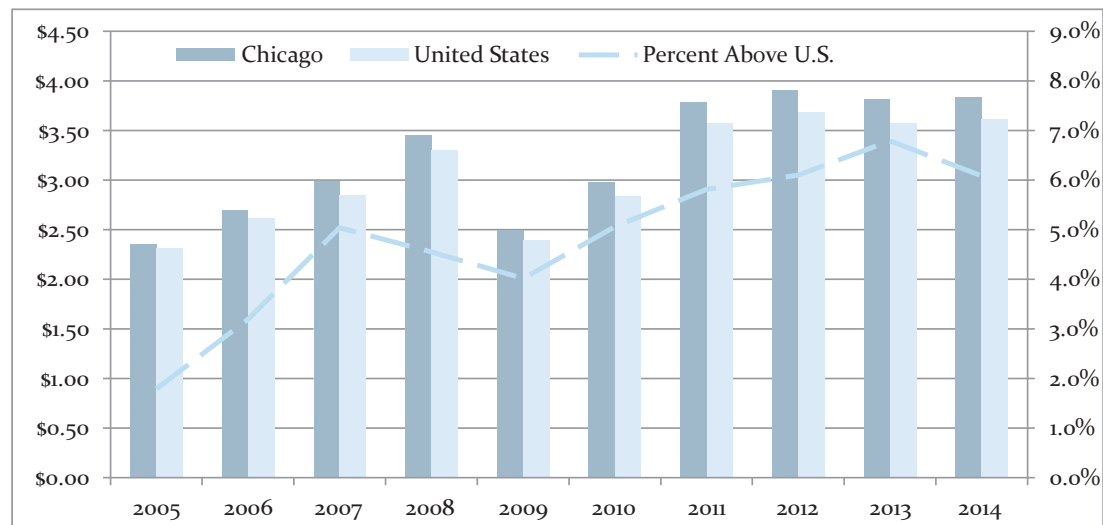


Mr. Colsch
October 8, 2014
Page 13

Fuel Prices

Lastly, according to projections from the U.S. Energy Information Administration (EIA), the national average of regular grade gas prices are expected to drop to an estimated \$3.30 per gallon by the end of 2014 from their August price of \$3.60. Prices are estimated to remain at roughly current levels in 2015, at an average of \$3.46, which includes the expected seasonal winter low and summer high. In the Chicago Metro area, however, where gas prices are among the highest in the country, prices can be expected to exceed that average by at least 4.7 percent if historical trends hold (Figure 7). In 2013, the disparity between regional and national gasoline prices reached a 10-year high of 6.8 percent and average gasoline prices for the year topped \$3.50 for the third consecutive year. So far in 2014, prices have been 6.1 percent higher on average. As Chicagoans see a disproportionately-high price at the pump when national fuel prices rise, this trend in increasing gasoline prices should continue to be monitored for potential impacts on travel demand.

Figure 7 – Historical Gasoline Prices



Source: U.S. Energy Information Administration.

Forecast of Economic Indicators

CDM Smith released our long-term forecast of traffic and expected toll revenue in the April 2013 Comprehensive Traffic and Toll Revenue Study report. An update to this report was released in May 2014. However, forecasting on a monthly basis over the course of 16 months requires additional refinement and greater reliance on external forecasting bodies. In developing a near-term outlook, CDM Smith referred to multiple sources of economic forecasting at national and regional levels. GDP and unemployment are the most commonly and consistently forecasted economic indicators.



Mr. Colsch
October 8, 2014
Page 14

National GDP Forecasts

According to estimates from the Bureau of Economic Analysis (BEA), real GDP has increased at adjusted annual rates of negative 2.1 and positive 4.6 percent in the first two quarters of 2014¹⁷. After the sharp drop in economic activity in the first quarter of 2014, which was attributable mainly to an extraordinarily severe winter, the U.S. real GDP is projected by many forecasters to increase by around three percent in the second half of 2014 and into 2015. Table 4 shows annual growth in real GDP as forecasted by a variety of sources. As shown, the national GDP forecast released by the Congressional Budget Office (CBO) in August 2014 is amongst the most conservative of recent forecasts, forecasting annual GDP growth of 1.5 percent for 2014.

Table 4 – Forecast Growth in Real GDP

Source	Release Date	2014	2015
CBO	Aug 2014	1.5%	3.2%
FRB, FOMC*	Jun 2014	2.2%	3.1%
OMB	Jul 2014	2.4%	3.5%
IMF	Jul 2014	1.7%	3.0%
World Bank	Jun 2014	2.1%	3.0%
OECD	May 2014	2.5%	2.7%
FRB of Philadelphia**	Aug 2014	2.1%	3.1%
Energy Information Administration	Sep 2014	2.1%	2.8%
Economist Intelligence Unit	May 2014	2.2%	3.2%
Conference Board	Aug 2014	2.0%	3.0%
National Association of Realtors	Sep 2014	1.8%	2.8%
National Association for Business Economics	Jul 2014	1.6%	N/A
University of Michigan	May 2014	2.4%	3.3%
University of Central Florida	May 2014	2.3%	2.7%
J.P. Morgan Chase	Jan 2014	2.9%	2.9%
PNC Financial Services Group	Aug 2014	2.1%	2.7%
Wall Street Journal***	Aug 2014	2.0%	2.9%
ScotiaBank Economics	Aug 2014	2.1%	3.2%
BMO Capital Markets Economics	Sep 2014	2.1%	3.1%
RBC Economics	Sep 2014	2.2%	3.2%
TD Economics	Jun 2014	2.2%	3.1%
Wells Fargo	Aug 2014	1.9%	2.9%
Woods & Poole Economics	Mar 2014	2.2%	2.2%
Moody's Analytics	Aug 2014	2.1%	3.5%
Average		2.1%	3.0%

* Federal Open Market Committee, avg. of the upper and lower bound; ** Survey of Professional Forecasters; ***Average from a Survey of Professional Forecasters.

¹⁷ National Income and Product Accounts: Gross Domestic Product, Second Quarter 2014 (Third Estimate), Corporate Profits, Second Quarter 2014 (Preliminary Estimate), Bureau of Economic Analysis, August 28, 2014.



Mr. Colsch
October 8, 2014
Page 15

On the opposite end of the spectrum, the Office of Management and Budget (OMB) estimated GDP growth of 2.4 percent by the end of 2014 in their July forecast. The average projected GDP growth rate for 2014 is 2.1 percent. With respect to 2015, only two forecasters, J.P. Morgan Chase and Woods & Poole Economics Inc., are not indicating an increasing GDP growth rate, with both showing the same in 2014 and 2015. However, those forecasts were from early in the year and would not fully consider the 2014 impact of the severe winter. The average projected GDP growth rate for 2015 is 3.0 percent.

These values are similar to CDM Smith's existing outlook for 2014 and 2015 and do not, in and of themselves, warrant an adjustment to the forecast.

National Employment Forecasts

The strengthening domestic macroeconomic momentum is particularly evident in the labor markets. Job growth has gained traction this year after lagging behind in previous recovery years. Table 5 presents forecasts for unemployment at the national level. The forecast average for unemployment is approximately 6.3 percent through the end of the year. All sources expect unemployment rates to continue to decline in 2015, with rates falling by an average of 0.5 percentage points to 5.8 percent.

Table 5 – Forecast Change in Unemployment

Source	Release Date	2014	2015
CBO	Aug 2014	6.2%	5.9%
FRB, FOMC*	Jun 2014	6.1%	5.6%
OMB	Jul 2014	6.3%	5.7%
IMF	Apr 2014	6.4%	6.2%
OECD	May 2014	6.3%	5.9%
FRB of Philadelphia**	Aug 2014	6.3%	5.7%
National Association of Realtors	Sep 2014	6.3%	5.8%
University of Michigan	May 2014	6.4%	5.9%
University of Central Florida	May 2014	6.5%	6.2%
J.P. Morgan Chase	Jan 2014	6.5%	6.0%
PNC Financial Services Group	Aug 2014	6.2%	5.6%
Wall Street Journal***	Aug 2014	5.9%	5.5%
ScotiaBank Economics	Aug 2014	6.2%	5.5%
BMO Capital Markets Economics	Sep 2014	6.2%	5.4%
RBC Economics	Sep 2015	6.3%	5.9%
TD Economics	Jun 2014	6.3%	5.7%
Wells Fargo	Aug 2014	6.2%	5.7%
Moody's Analytics	Sep 2014	6.3%	5.7%
Average		6.3%	5.8%

* Federal Open Market Committee, avg. of the upper and lower bound; ** Survey of Professional Forecasters; ***Average from a Survey of Professional Forecasters.



Mr. Colsch
October 8, 2014
Page 16

Regional and Local Forecasts

There are fewer forecasting bodies offering short-term forecasts for the subnational geographies (i.e., Chicago MSA, Illinois, and Midwest) compared to the U.S. as a whole. Sources including the Chicago Federal Reserve Bank, the Illinois Governor's Office of Management and Budget, the Illinois State Budget, and the University of Illinois' Institute of Government and Public Affairs Regional Economics Applications Laboratory (REAL) were reviewed for their historical data series and commentaries.

However, the majority of these specialized sources have developed either unique performance measures, or are presented as descriptive rather than quantitative statistics. As such, there is not one consistent metric that can be presented for each of these sources. For purposes of this document, recent forecasts from private sources, such as Moody's Analytics and Woods & Poole Economics, Inc., will be presented to represent the range of local growth forecast.

Population forecasts by Woods & Poole Economics, Inc. for 2014 and 2015 are presented in Table 6. Over the last two years, Chicago MSA total population grew at about a third of the national pace, while Illinois statewide population change was even slower. Population growth in Chicago MSA is projected to accelerate to about 0.8 percent (representing about 75,000 people) in both 2014 and 2015, while Illinois and the Midwest are both expected to grow by 0.6 percent per year through 2015, all of which are lower than the national annual growth of 1.0 percent annually.

Table 6 – Short-Term Population Growth Forecasts

Geography	2014	2015
Percent Change		
Chicago MSA	0.8%	0.8%
Illinois	0.6%	0.6%
Midwest Region	0.6%	0.6%
U.S.	1.0%	1.0%
Absolute Change		
Chicago MSA	76,634	76,744
Illinois	80,057	79,971
Midwest Region	266,848	266,496
U.S.	3,186,017	3,210,020

Source: Woods & Poole Economics, Inc.

Gross Product

Another fundamental economic indicator that has bearing on both passenger and commercial traffic demand is gross product. Depending on the geography in question, this may be presented as a Gross Regional Product (GRP), Gross State Product (GSP), or Gross Domestic Product (GDP). Table 7 presents the near-term gross product forecasts for 2014 and 2015, also forecasted by Woods & Poole Economics, Inc.



Mr. Colsch
October 8, 2014
Page 17

Through 2015, the Chicago MSA real GRP is projected to stay at a two percent per year pace, which is about the same as the broad measures of economic growth for Illinois and the Great Lakes Region, but still below the consensus projections for the nation at closer to three percent annual rate for the same time period.

Table 7 – Short-Term Gross Product Forecasts

Geography	2014	2015
Chicago MSA	2.0%	2.0%
Illinois	1.9%	1.9%
Midwest	1.9%	1.9%
U.S.	2.1%	3.0%

Source: Woods & Poole Economics, Inc., except U.S. where the average from Table 4 is applied.

Unemployment

Table 8 presents short-term forecasts for unemployment at national and regional levels produced by Moody's Analytics. Unemployment rates are expected to continue to decline through 2015 with reductions of about one percentage point in the Chicago MSA projected by the end of 2015. The rates in Chicago and Illinois will still be elevated relative to those of the Midwest region and the U.S. on average, but reducing the gap between those rates should result in increased PC performance on the Tollway.

Table 8 – Short-Term Unemployment Forecasts

Geography	2014	2015
Chicago MSA	7.2%	6.2%
Illinois	7.5%	6.0%
Midwest	6.0%	5.3%
U.S.	6.3%	5.8%

Source: Moody's Analytics.

Construction Projects

Under the Congestion-Relief Program, all major capacity expansion projects on the Tri-State Tollway, Reagan Memorial Tollway, Veterans Memorial Tollway, and Jane Addams Memorial Tollway were completed by the end of 2010. In 2011, the Tollway adopted the 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*, to improve regional mobility for the next generation.

In 2014, the Illinois Tollway continued reconstruction and widening of approximately 35 miles of the Jane Addams Memorial Tollway from I-39 to the Elgin Toll Plaza. All traffic along this section is currently traveling on the eastbound side of the road as crews work through fourth quarter of 2014 to rebuild and widen the westbound lanes. Significant work also began in 2014 on the eastern section of the Jane Addams Memorial Tollway between the Elgin Toll Plaza and Kennedy Expressway.



Mr. Colsch
October 8, 2014
Page 18

Between the Kennedy Expressway and I-294, all traffic is currently traveling on the eastbound side of the road with two westbound lanes and three eastbound lanes open as the westbound lanes are being rebuilt.

Additionally, between I-294 and IL 53, Roselle Road and Barrington Road, and IL 59 and IL 25, three lanes of traffic in both directions are shifted to the left with a work zone on the right as rebuilding and widening begins in these sections.

Table 9 identifies the major scheduled construction projects for 2015. With major work finishing west of the Elgin Toll Plaza in 2014, the Jane Addams Memorial Tollway rebuilding and widening project will focus east of the Elgin Plaza. CDM Smith expects traffic volumes to recover somewhat on the western section. However, the heavy construction on the eastern section is expected to prevent a full recovery on the western section in 2015. Significant additional negative impacts are expected by CDM Smith between the Elgin Toll Plaza and I-294 in 2015 as construction activity increases and maintenance of traffic becomes more constrained in this section. Some construction impacts are also expected on the rural western section of the Reagan Memorial Tollway in 2015 due to resurfacing.

Table 9 – 2015 Construction Projects on the Existing System

Location	Description of Work
Jane Addams Memorial Tollway	
Elgin Plaza (9) to I-294	Reconstruction and widening
Barrington Road Interchange	Reconstruct existing and construct new ramps
Fox River Bridge	Reconstruction and widening
IL 25 Interchange	Reconstruct existing ramps and bridge
Meacham Road Interchange	Construct new ramps
Roselle Road Interchange	Reconstruct existing and construct new ramps
Reagan Memorial Tollway	
US 30 to IL 251	Resurfacing

Methodology and Assumptions

The 2015 Certificate was developed using monthly transaction forecasts as a base. For example, July 2015 transactions were forecasted directly using July data from recent years. This methodology allowed for construction impacts to be isolated and analyzed more effectively across different years, and to account for anomalies occurring as a result of the day of the week on which a holiday falls. Construction activity in particular has been found to significantly impact transactions during the peak months of the construction (generally April to November) while leaving other months unaffected.

Multiple assumptions were used to calculate the forecasted expected revenue for the 2015 Certificate. The 2014 and 2015 annual systemwide PC I-PASS rates were assumed to be 86.3 and 86.9 percent, respectively. The 2014 rate was a slight decline from the 2013 PC I-PASS rate of 86.4 percent based on year-to-date 2014 performance.



The 2015 rate is expected to increase due to the opening of the major all-electronic interchange between I-294 and I-57, and associated I-PASS marketing and incentives. CV assumptions include a toll rate increase of 40 percent in 2015 and vehicle classifications that are consistent with recent historical classifications. To aid in the analysis of impacts due to the CV rate increase, a review of performance before and after the most recent 2005 CV toll increase was conducted. These assumptions, in addition to PC cash toll rates, PC I-PASS toll rates, and forecasted PC and CV transactions, were used to calculate the forecasted expected revenue for the 2015 Certificate. An adjustment process was also applied to forecasted transactions and revenue to account for variations in the monthly weekday/weekend distribution and holiday impacts across different years.

One change in methodology in the 2015 Certificate was an adjustment for impacts caused by significant winter weather events. While it can be assumed that there will be some winter event that will disrupt traffic, when and the manner in which that disruption occurs is highly variable and not subject to forecasting. As such, CDM Smith chose not to attempt to project possible effect of winter weather in the 2014 Certificate. However, this methodology tends to be slightly optimistic on an annual basis, as it is likely that significant winter weather impacts will occur in the future. Since historical winter weather impacts vary by month and severity from year to year, historical average monthly impacts were applied to December, January, February, and March forecasts based on review of monthly data since January 2007 (excluding the very severe 2013-2014 winter). While there will likely be severe weather events that CDM Smith cannot predict or account for, lowering the winter months in general will ideally result in a more realistic forecast.

Findings

Total expected toll revenue¹⁸ for 2014 is estimated to be \$1,024.6 million. Factors affecting 2014 revenue include recovery from past construction on the Veterans Memorial Tollway in 2013 and impacts due to current construction on the Jane Addams Memorial Tollway. While both PC and CV revenue is forecasted to increase in 2014, 60 percent of the total revenue increase is expected to be from CVs. While still high, this CV share is lower than in 2013 due to PC performance improving in 2014.

In addition to the 40 percent CV rate increase, the 2015 revenue estimate accounts for several other notable projected impacts, including continuing construction on the Jane Addams Tollway and the opening of the new interchange between the Tri-State Tollway and I-57. Performance in 2015 is forecasted to have a 15.0 percent revenue increase over 2014, bringing annual expected toll revenue to \$1,178.3 million.

Higher revenue growth in 2015 compared to 2014 is mostly due to the CV toll increase, but also reflects current projections of national and regional economic performance continuing to improve. CV growth is forecasted to comprise 91 percent of the overall revenue growth in 2014. Results for the remainder of 2014 and all of 2015 are presented in Tables 10 and 11.

¹⁸ Expected revenue.



Table 10 – Estimated 2014 Expected Toll Revenues

Month	Revenue (in thousands)
January ⁽¹⁾	\$ 72,562
February ⁽¹⁾	70,710
March ⁽¹⁾	82,185
April ⁽¹⁾	84,900
May ⁽¹⁾	90,629
June ⁽¹⁾	90,527
July ⁽¹⁾	94,655
August ⁽¹⁾	93,800
September	87,827
October	91,965
November	82,555
December	82,287
Total ⁽²⁾	1,024,603

⁽¹⁾ Expected toll revenue as provided by the Illinois Tollway.

⁽²⁾ Values may not sum due to rounding.

Table 11 – Estimated 2015 Expected Toll Revenues

Month	Revenue (in thousands)
January	\$ 86,531
February	82,699
March	96,093
April	97,431
May	101,948
June	104,523
July	108,629
August	106,864
September	100,289
October	103,793
November	95,167
December	94,295
Total ⁽¹⁾	1,178,263

⁽¹⁾ Values may not sum due to rounding.



Mr. Colsch
October 8, 2014
Page 21

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

Sincerely,

CDM Smith Inc.

A handwritten signature in blue ink, appearing to read "J Hart", with a stylized initial "J" and a long horizontal stroke extending to the right.

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



Disclaimer

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

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

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

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

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





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312 373 7700 tel
312 373 6800 fax

October 3, 2014

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

Subject: 2015 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 2015. In addition to the maintenance and rehabilitation needs of the system, the Amended and Restated Trust Indenture, dated March 31, 1999 also permits the purchase of capital equipment under the R&R Account.

On September 22, 2014, the Tollway provided AECOM projected annual capital expenditures for the R&R Account for the years 2012 through 2026. These projected expenditures were developed by the Program Management Office (PMO) based upon methods understood by AECOM to be consistent with sound engineering practice. The Tollway also identified the projected ending balance of over \$300 million for the 2014 R&R Account, which includes the 2014 R&R deposit. AECOM reviewed the data provided by the Tollway to identify the estimated deposits through 2026 required to maintain appropriate account balances based upon the estimated capital expenditures.

The Tollway has estimated total draws for the R&R Program in 2015 to be approximately \$401 million. The combination of deposits and draws on the cash balance of the R&R Account will fund the projects in the Program including \$65 million for Capital Projects such as fleet vehicle purchases, I-PASS Transponders, Information Technology projects, the Intelligent Transportation Systems program, and other Capital Projects. Based on this analysis, we recommend depositing \$240 million to the R&R Account for 2015 in order to fund the projects in the Tollway's Final Program of roadway, bridge, and facility repair, rehabilitation and reconstruction.

AECOM makes no warranty or representation that any of the projected values mentioned here will actually be achieved. This letter should not be construed as a warranty of any kind, but rather as a summary of information available to AECOM at the time this letter is signed.

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

Sincerely,

Jeffrey P. Heilstedt, P.E.
Vice President

c: Kristi Lafleur, Tollway
Rocco Zuccherro, Tollway
Cathy Williams, Tollway

Paul Kovacs, Tollway
Linda Collins, Tollway
Sam Samra

Greg Stukel, Tollway
Maria Molliconi, Tollway
File 60190965 / 205.4

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Exhibit 109

2015 BUDGET
THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY
CERTIFICATE OF AUTHORIZED OFFICER

Set forth below is a statement showing actual and estimated Revenues (including estimates of Toll Revenues prepared by the Traffic Engineer, CDM Smith), Operating Expenses, Aggregate Debt Service and Renewal and Replacement Deposits (prepared by the Consulting Engineer, AECOM) for the years 2014 and 2015. 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 2014	FY 2015
Net Revenues :			
Actual Revenues - First Eight Months:			
	Toll Revenues *	\$639.5	
	Evasion Recovery	34.4	
	Investment Income	0.6	
	Concession and Miscellaneous	7.7	
First Eight Months Revenues		\$682.2	
Estimated Revenues - Last Four Months:			
	Toll Revenues *	\$322.5	
	Evasion Recovery	15.6	
	Investment Income	0.1	
	Concession and Miscellaneous	1.6	
Last Four Months Revenues		\$339.8	
Estimated Revenues:			
	Toll Revenues *	\$962.0	\$1,108.0
	Evasion Recovery	50.0	52.0
	Investment Income	0.7	0.7
	Concession and Miscellaneous	9.3	9.3
Total Estimated Revenues		\$1,022.0	\$1,170.0
Less: Total Budgeted Operating Expenses***		\$299.0	\$310.6
Estimated Net Revenues		\$723.0	\$859.4
Net Revenue Requirement			
	Aggregate Debt Service **	\$321.8	\$370.6
	Renewal and Replacement Account Deposit per AECOM	200.0	240.0
Net Revenue Requirement (Aggregate Debt Service + Renewal Replacement Deposit)		\$521.8	\$610.6
Alternative Net Revenue Requirement (1.3 X Aggregate Debt Service)		\$418.3	\$481.7
Revenues in Excess of Net Revenue Requirement		\$201.2	\$248.8
Build America Bond subsidy reduces transfers required for Debt Service		\$15.1	\$15.1
Other Adjustments to Transfers from Revenue Fund to Operating and Debt Service Accounts		(0.6)	(6.7)
Additional deposit to Renewal and Replacement Account and Improvement Account		\$215.7	\$257.1

* CDM Smith has estimated expected toll revenues to total \$1,024,603 thousand in 2014 and \$1,178,263 thousand in 2015.

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 \$62,603 thousand for 2014 and \$70,263 thousand for 2015.

** Debt Service for 2015 includes \$16.7 million estimated interest expense for new debt issued in 2015 and \$2 million for potential increased debt service from refunding/ restructuring synthetic fixed rate bonds.

***2014 Budgeted Operating Expenses includes supplemental increase of \$3.5 million to the original Engineering budget for winter-related payroll, materials and fuel.

Totals may not add due to rounding.

Exhibit 110

Acronyms

AA	Affirmative Action
ACEC	American Council of Engineering Companies
ACM	Automatic Coin Machine
ACPA	American Concrete Pavement Association
ADA	Americans with Disabilities Act
AET	All Electronic Tolling
AFSCME	American Federation of State, County and Municipal Employees
ALI	Automatic Location Identification
ANI	Automatic Number Identification
ATPM	Automatic Toll Payment Machine
BEP	Business Enterprise Program
C5	Contract Cost Change Controls Committee
CA	Central Administration for the Illinois Tollway
CAG	Central Shop
CAD	Computer-Aided Dispatch
CAFR	Comprehensive Annual Financial Report
CIS	Central Information Services
CMAF	Chicago Metropolitan Agency for Planning
CMAQ	Congestion Mitigation and Air Quality
CRM	Customer Relationship Management
CRP	Congestion-Relief Program
CSCC	Customer Service Call Center
CW	Central Warehouse
DBE	Disadvantaged Business Enterprise
D/M/WBE	Disadvantaged, Minority- and Women-Owned Business Enterprises
DC	Direct Current
DMS	Dynamic Message Signs
DUI	Driving Under the Influence
DVR	Digital Video Recorder
ECP	Earned Credit Program
EEO	Equal Employment Opportunity
EMS	Emergency Medical Services
EOWA	Elgin O'Hare Western Access
EPASS	Electronic Pay Stub System
ERP	Enterprise Resource Planning
ETCC	Electronic Transaction Consultants Corporation
FCIAA	Fiscal Control and Internal Auditing Act
FICA	Federal Insurance Contributions Act

Acronyms (continued)

GAAP	Generally Accepted Accounting Principles
GAAS	Generally Accepted Auditing Standards
GASB	Governmental Accounting Standards Board
GFOA	Government Finance Officers Association
GIS	Geographic Information System
HACIA	Hispanic American Construction Industry Association
ICCB	Illinois Community College Board
ICED	Interagency Committee on Employees with Disabilities
IDCEO	Illinois Department of Commerce and Economic Opportunity
IDOT	Illinois Department of Transportation
IGA	Intergovernmental Agreement
INVEST	Infrastructure Voluntary Evaluation Sustainability Tool
IPDC	Intermediate Power Distribution and Communication
IRTBA	Illinois Road and Transportation Builders Association
ISO	International Organization for Standardization
ISP	Illinois State Police
IT	Information Technology
ITS	Intelligent Transportation Systems
IV&V	Independent Validation and Verification
IWIN	Illinois Wireless Information Network
JOC	Job Order Contracting
K.I.S.S.	Kids Identification and Safety Seat
LAC	Local Advisory Committee
LCA	Life Cycle Assessment
LED	Light-Emitting Diode
LEED	Leadership in Energy and Environmental Design
LIDAR	Light Detection and Ranging
M and O	Maintenance and Operations
MADS	Maximum Annual Debt Service
MP	Mile Post
M/P	Mentor/Protégé Program
MPS	Master Program Schedule
M-Site	Maintenance Site
NOC	Network Operations Center
NSMJAWA	Northwest Suburban Metropolitan Joint Action Water Association
ORT	Open Road Tolling
PBX	Private Branch Exchange Telephone System
PCI	Payment Card Industry

Acronyms (continued)

PMO	Program Management Office
PSAP	Public Safety Answering Point
PSB	Professional Service Bulletin
QA/QC	Quality Assurance/Quality Control
R and R	Renewal and Replacement
RFP	Request for Proposal
RMAP	Rockford Metropolitan Agency for Planning
RTA	Regional Transportation Authority
RWIS	Road Weather Information System
SAT	Strategic Advisory Team
SBP	Small Business Program
SDVOSB	Service Disabled Veteran-Owned Small Business
SERS	State Employees Retirement System
SIFMA	Securities Industry and Financial Markets Association
SQL	Structured Query Language
TA	Technical Assistance
TIMS	Traffic and Incident Management System
TRMMP	Toll Revenue Management and Maintenance Program
UIC	University of Illinois at Chicago
VASCAR	Visual Average Speed Computer and Recorder
VES	Violation Enforcement System
VMI	Vendor Managed Inventory
VOIP	Voice Over Internet Protocol
VOSB	Veteran-Owned Small Business
VPS	Violation Processing System
WBPM	Web-Based Program Management
WIM	Weigh-in-Motion

Glossary

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

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

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

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

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

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

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

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

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

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

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

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

Glossary (continued)

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

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

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

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

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

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

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

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

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

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

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

Glossary (continued)

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

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

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

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

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

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

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

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

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

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

MOVE ILLINOIS: THE ILLINOIS TOLLWAY DRIVING THE FUTURE - 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 creates the infrastructure necessary for the 21st century.

Glossary (continued)

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

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

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

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

PROJECT - Any Improvement or Renewal and Replacement.

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

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

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

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

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

Glossary (continued)

REVENUES - (i) All tolls, fees, charges, rents and other income and receipts derived from the operations of the Tollway system, (ii) the proceeds of any use and occupancy insurance relating to the Tollway system and of any other insurance that insures against loss of revenues, (iii) investment income from any monies 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 Tollway 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 Tollway as permitted under any Escrow Agreement and receipts not related to the Tollway's performance of its obligations under the Amended and Restated Trust Indenture or to the operations of the Tollway system.

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

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

SYSTEM - The 286-miles that makes up the Tollway system.

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

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

TOLL 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 Tollway, including all facilities and appurtenances thereto.

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

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

Glossary (continued)

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

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

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

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

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