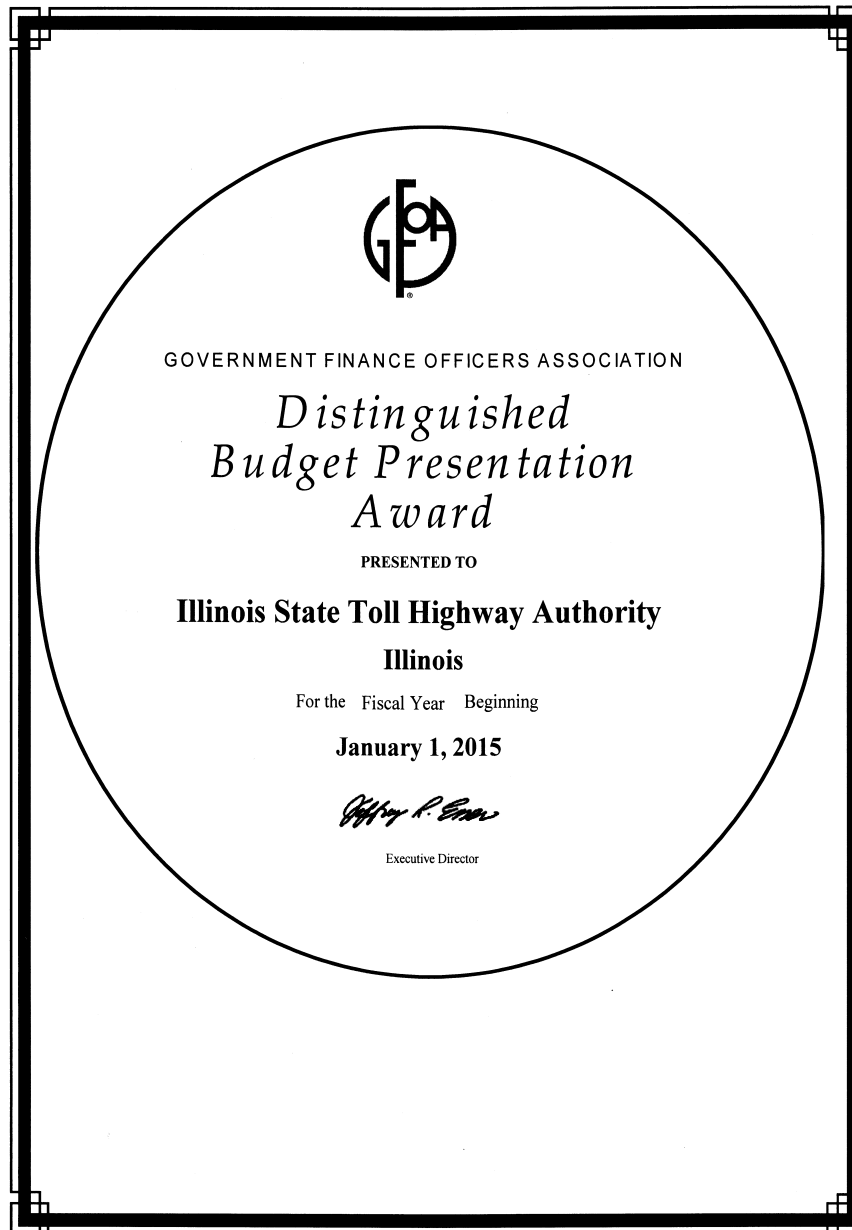




2016



BUDGET



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 2015. In order to receive this award, a governmental unit must publish a budget document that meets program criteria as a policy document, operations guide, financial plan and communications device.

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Executive Letter



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The Illinois Tollway
2700 Ogden Avenue
Downers Grove, Illinois 60515-1703
Phone: 630/241-6800
Fax: 630/241-6100
TTY: 630/241-6898

To the Honorable Board Chair and Directors:

The Illinois Tollway's 2016 Budget represents our best efforts to look critically at how we invest our customers' money. It is a responsible spending plan that demonstrates the Tollway's commitment to serving the transportation needs of Northern Illinois and our 1.5 million daily drivers across the 286-mile Tollway system.

Our 2016 Budget holds the line on annual maintenance and operations costs and maintains employee headcount even as we begin to maintain and support a larger system with the addition of the new Illinois Route 390 as part of the Elgin O'Hare Western Access Project and improvements on the Jane Addams Memorial Tollway (I-90).

As part of our commitment to managing customers' toll dollars wisely, our 2016 Budget reinvests more than 75 percent of the revenue we collect back into the roads, bridges and infrastructure. In addition, our baseline operating costs will increase 3.6 percent, consistent with the long-term financing plan outlined for the agency's 15-year, \$12 billion *Move Illinois* Program.

The \$1.4 billion in capital improvements will help create jobs, stimulate economic development and further our mission to provide safe, efficient travel and outstanding customer service across all agency operations. The 2016 Budget provides \$1.2 billion in funding for *Move Illinois* projects, including:

- Completion of roadway rebuilding and widening on the east end of the Jane Addams Memorial Tollway (I-90)
- Opening of the first segment of the new, all-electronic Illinois Route 390 Tollway and continued construction of the new roadway connecting to O'Hare International Airport
- Beginning design for reconstruction of the Central Tri-State Tollway (I-294)
- Systemwide roadway, interchange and bridge work to keep our existing system in good repair

Thank you for your dedication to serving the Illinois Tollway and its customers as we work in cooperation with the greater transportation industry and a broad range of local interests to build better roads, provide more job opportunities for Illinois residents, promote greater economic opportunities for businesses of all sizes and types, further environmentally responsible initiatives and provide everyone the opportunity to benefit from our programs. Together, I am confident that in 2016 we will advance our goal to make the Illinois Tollway the best toll agency in the world.

Greg Bedalov
A handwritten signature in black ink, appearing to read 'Greg M. Bedalov', written over the printed name.
Executive Director

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Executive Summary



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The Illinois Tollway's 2016 Tentative Budget outlines a balanced spending plan for 2016 anticipating \$1.3 billion in revenues that will be allocated to fund maintenance and operations, debt service transfers and capital investments for the 286-mile system. The 2016 Tentative Budget holds the line on operations and maintenance costs and simultaneously provides for the investment of more than \$1.4 billion in capital spending supported by toll revenues and bond proceeds, including the fifth 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 emerging projects.

The Illinois Tollway is dedicated to strong fiscal management for its day-to-day operations as it implements the largest capital program in the agency's history and continues to fulfill the agency's commitment to provide its customers with outstanding customer service and safe and efficient travel.

The 2016 Tentative Budget presents a responsible spending plan resulting from the agency's ongoing efforts to maximize efficiencies and to identify ways to minimize costs in order to be good stewards of the public's money.

Total budgeted headcount for the agency will be retained at 1,595 in 2016 for the sixth consecutive year. In addition, wages and salaries will be increased modestly to reflect both the cost of collective bargaining agreements and the cost to accommodate the hiring of personnel necessary to support the maintenance and operations of the first segment of the new Illinois Route 390 as part of the Elgin O'Hare Western Access Project and the expansion of the Jane Addams Memorial Tollway (I-90).

2016 Tentative Budget Overview

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

The 2016 Tentative Budget is a balanced budget in which revenues provide sufficient resources for operating and maintenance expenses, debt service and deposits to the renewal and replacement and improvement accounts as provided in the Trust Indenture.

Revenues

2016 revenues are projected to total \$1.3 billion, an increase of \$82 million over the current 2015 estimate:

- \$1.29 billion of toll revenues and evasion recovery.
- \$8 million of concessions and miscellaneous revenues.
- \$2 million of investment income.

Allocations of Revenues

The Fiscal Year 2016 Budget allocates \$1.3 billion of revenues as follows:

- \$322 million to fund maintenance and operations, an increase of \$11 million, or 3.6 percent, above the fiscal year 2015 operating budget of \$311 million.
- \$399 million for debt service transfers, including interest expense on \$600 million of new debt.
- \$579 million for the 2016 Capital Program and capital investments (deposits to Renewal and Replacement and Improvement accounts).

Changes from the 2016 Tentative Budget to the 2016 Final Budget

The Diversity department's Maintenance and Operations budget increased \$150,000 to accommodate additional consulting services. This increase is off-set by a reduction in the retirement category in the department of Engineering. Current estimates of the average pension contribution rate is projected to be approximately 1 percent lower than the average pension contribution estimate used in the 2016 Tentative Budget for employee retirement contributions.

Maintenance and Operations

The maintenance and operations budget includes \$109.6 million for wages and salaries including an increase of \$0.6 million from amounts budgeted in 2015, and statutorily required retirement contributions will increase by \$1.9 million to \$49.8 million for 2016. Overall, the 2016 Tentative Budget includes an increase of \$11 million for maintenance and operations over 2015 including \$3.3 million for credit card fees due to increased I-PASS replenishments, \$2.8 million for employee group insurance, \$1.4 million for utilities and \$1.5 million for services supporting electronic tolling.

Capital Program

The Illinois Tollway will invest \$1.4 billion in 2016 for projects to build and repair roadways, bridges and interchanges and other capital investments across the 286-mile system, including \$1.3 billion to fund the fifth year of the agency's 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*, and the \$5.7 billion Congestion-Relief Program.

Budgeting for Results

The Illinois Tollway is committed to serving the transportation needs of Northern Illinois and its 1.5 million daily drivers. The Tollway's budget includes desired outcomes outlined in the Governor's Of-

Office of Management and Budget, Budgeting for Results. Desired outcomes include increase employment and attract, retain and grow businesses; improve infrastructure and create safer communities; support basic functions of government; and strengthen cultural and environmental vitality.

The 2016 Tentative Budget outlines a roadmap for the Illinois Tollway as it works toward achieving these outcomes.

Increase Employment and Attract, Retain and Grow Businesses

The Tollway is committed to investing in roadway infrastructure that helps improve quality of life and supporting businesses by saving drivers time and money, creating jobs and stimulating the local and state economies. The 2016 Tentative Budget includes:

- \$577 million to complete roadway improvements as part of 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.
- \$384 million to continue construction on the Elgin O'Hare Western Access Project including building Illinois Route 390 – the first all-electronic roadway on the Tollway system – and breaking ground for the new Tollway from I-90 to I-294 providing western access to O'Hare International Airport.
- \$1 million to support and expand the Tollway's workforce development initiatives and technical assistance programs to help strengthen the capacity of certified disadvantaged, minority- and women-owned business enterprises (D/M/WBE) interested in doing business with the Tollway.

Improve Infrastructure and Create Safer Communities

The Tollway is dedicated to providing and promoting a safe and efficient system of highways while ensuring the highest possible level of service to customers. Examples of new services and enhancements for 2016 include:

- \$156 million for ongoing bridge, pavement and facility maintenance, and infrastructure and safety improvements on the existing tollway system.
- \$105 million for roadway resurfacing of the west end of the Reagan Memorial Tollway (I-88).
- \$68 million to begin design for bridge reconstruction on the Tri-State Tollway (I-94/I-294/I-80).
- \$18 million for roadway vehicles and equipment, including Intelligent Transportation Systems (ITS) that support the Tollway's traffic and incident management system and improvements to roadside weather information systems, as well as weigh-in-motion technology weight limit enforcement on trucks to provide safe and efficient roadways.

- \$6 million on Job Order Contracting for facility improvements and rehabilitation work.
- \$1 million to fund the operations of the Illinois State Police District 15 assigned to patrol the Illinois Tollway System across 12 counties in Northern Illinois and provide comprehensive law enforcement services.

Support Basic Functions of Government

The Tollway continues to find new ways to increase transparency and accountability to its customers and the communities it serves. The 2016 Tentative Budget will provide:

- \$34 million in capital and operating funds for open road tolling technology implementation and maintenance, from the technology that captures and classifies transactions in the lane to the technology that enables I-PASS account management and evasion recovery. Lane technology through *Move Illinois*, expands to almost 30 new lanes in 2016, and all I-PASS and violations transactions will be captured and managed by a new state-of-the-art system in the “back-office” being implemented in 2016. Collectively, these technologies will continue to enhance revenue capture, revenue recovery and customer experience.
- \$22 million to accommodate merchant card fees associated with increased revenue and electronic toll payments from commercial vehicle.
- \$17 million to purchase, test and install state-of-the-art cameras to help ensure the accuracy of toll violations.
- \$14 million to support the development and implementation of an enterprise resource planning (ERP) system to enable the Tollway to maximize resources and manage its business functions more efficiently and effectively.
- \$13 million for technology-related equipment including I-PASS transponders, computer-aided dispatch (CAD) system upgrade and computer hardware/software needs, Web/e-Commerce and network infrastructure systems and station battery plant upgrades, as well as other similar program needs.

Strengthen Cultural and Environmental Vitality

The 2016 Budget makes investments to strengthen and preserve our natural, historic, and cultural resources to make Illinois a more attractive place for people to visit, live and work.

- \$23.8 million to plan, design and construct improvements to Tollway maintenance facilities systemwide in compliance with Leadership in Energy & Environmental Design (LEED) certified building standards.
- \$2 million to support roadway and information signage improvements systemwide to provide for safe travel and efficient travel for Tollway customers.

- \$1.2 million to support an agency wide research program to study environmental and roadway safety initiatives

Conclusion

The Tollway's Budget for 2016 commits more than \$1 billion for infrastructure improvements for the third year in a row supporting the largest capital program in the agency's history while controlling growth of the agency's operating expenses to 3.6 percent above the 2015 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 \$322 million for maintenance and operations and \$1.4 billion 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.



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Tollway Organization and Background



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ILLINOIS TOLLWAY TABLE OF ORGANIZATION

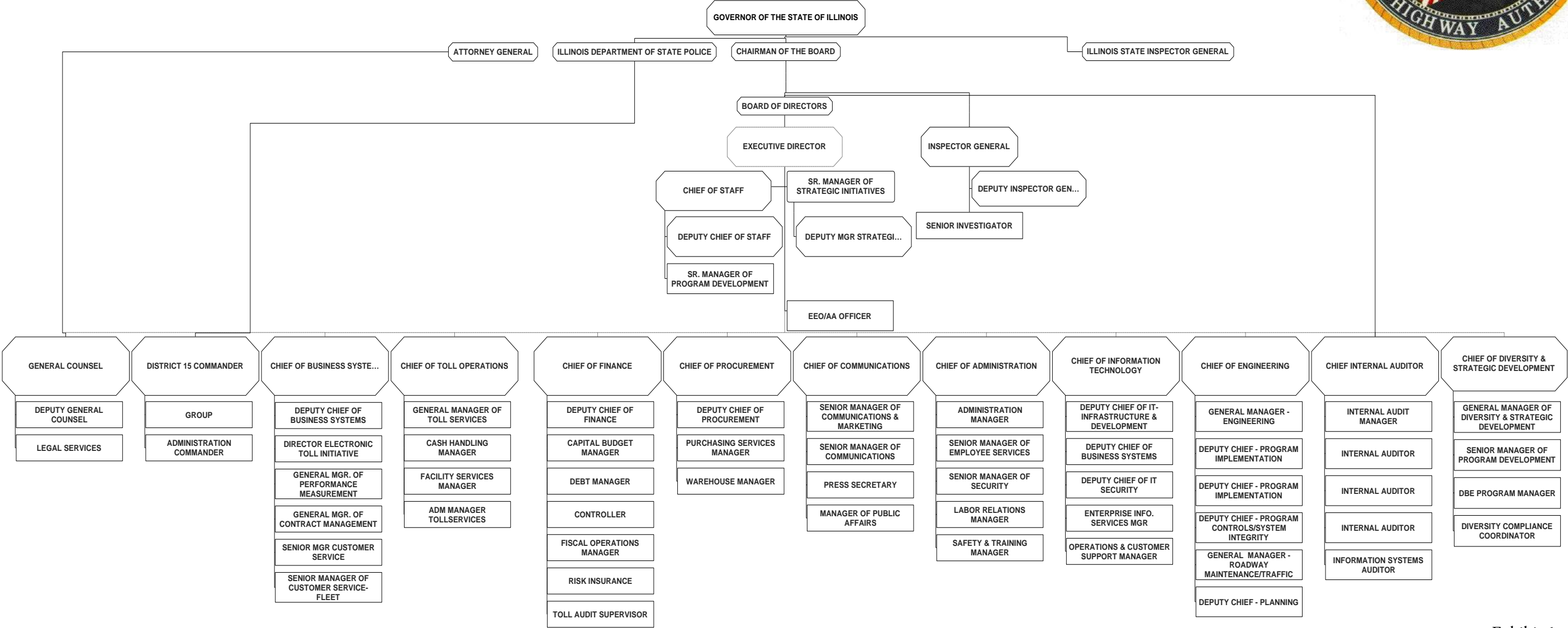


Exhibit 1

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The Illinois Tollway

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

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

Board of Directors

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

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

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 director of the State Police, and the general counsel to the Tollway also reports to the attorney general of the state of Illinois.

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

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

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

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

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

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

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

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

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

The **Internal Audit** Department recommends policies and procedures to ensure that the Tollway's

Board members and employees, contractors and vendors adhere to state and federal laws and internal rules and regulations.

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

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

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

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

The Tollway System

The Tollway system 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 state's economy. During its initial operation, the Tollway system created 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. In 2016, the five routes of the Tollway system (see "Routes") serve, among other areas, suburban Cook County and the Chicago-area collar counties, which together represent one of the fastest-growing areas in Illinois in terms of population and employment.

Routes

The Tollway system is currently made up of 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). A new toll road, Illinois Route 390 will open during 2016.

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 (I-294) 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.

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 Expressway (Illinois Route 394) and the Kingery Expressway to a point near the Illinois-Wisconsin border, where it connects with U.S. Route 41 and I-94. 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) 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 I-290 in Addison on the north and I-80 near Joliet on the south. The Veterans Memorial Tollway opened in December 1989, and on November 11, 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.

The **Illinois Route 390 Tollway** - The Illinois Tollway is in the midst of expanding the system by constructing the Elgin O'Hare Western Access (EOWA) Project. The project includes 17 miles of new roads with 15 new or improved interchanges as part of a new, all-electronic toll road that includes rehabilitating and widening Illinois Route 390, formerly known as the Elgin O'Hare Expressway, and extending it east along Thorndale Avenue to O'Hare and building a new roadway around the western border of O'Hare linking the Jane Addams Memorial Tollway (I-90) and the Tri-State Tollway (I-294). Tolling of the initial 6.5-mile segment of Illinois Route 390 from U.S. Route 20 (Lake Street) to I-290 is scheduled to begin in summer 2016 with tolling on the 3.5-mile segment from I-290 to Illinois Route 83 scheduled to begin by the end of 2017. The western bypass connecting the Jane Addams Memorial Tollway (I-90) and the Tri-State Tollway (I-294) is schedule to open in various segments from 2016 through 2025.

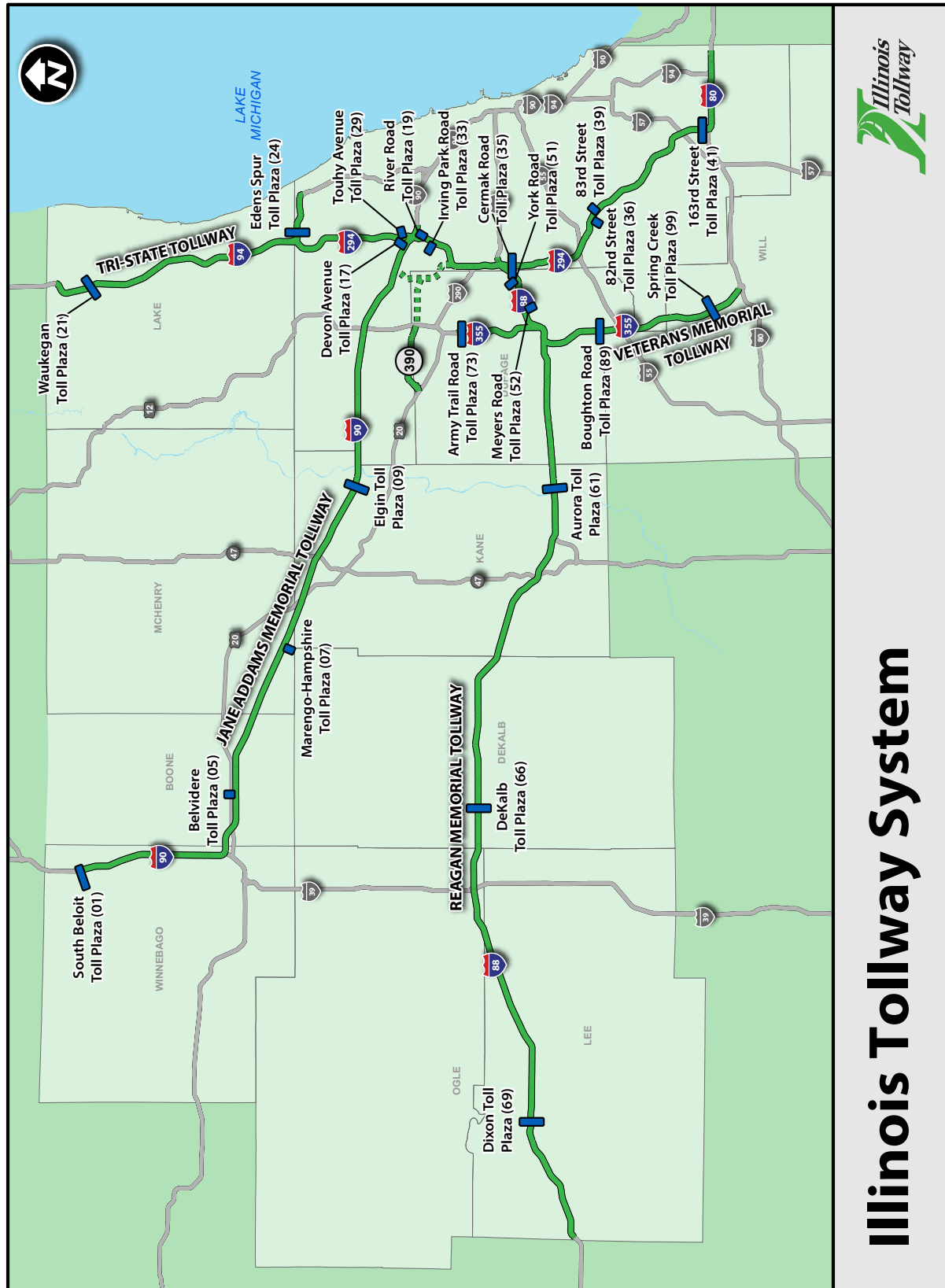


Exhibit 3



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Revenue Sources and Underlying Assumptions

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The Illinois Tollway is a non-appropriated agency of the state of Illinois. The Tollway is self-supporting, depending on the revenues derived from operations and proceeds from the issuance of revenue bonds 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 include tolls, fines and fees collected through the violation enforcement system.

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

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

Total revenues for 2016 are projected to total \$1,300 million, an increase of \$82 million, or seven percent above the current estimate for 2015.

Toll revenues are estimated to total \$1,208 million in 2015 and are projected to total \$1,290 million in 2016. Of the Tollway's total revenues, toll evasion recovery revenues are expected to generate approximately \$60 million in 2015 and \$63 million in 2016. Projection for investment income is \$1 million for 2015 and \$2 million for 2016. In addition, concessions and miscellaneous revenues are expected to generate \$9 million in 2015 and \$8 million 2016.

Sources of Revenues					
	(\$ millions)				
	FY 2013 Actual	FY 2014 Actual	FY 2015 Budget	FY 2015 Estimates	FY 2016 Projections
Toll Revenues and Evasion Recovery	\$997	\$1,023	\$1,160	\$1,208	\$1,290
Investment Income	1	1	1	1	2
Concessions and Miscellaneous Revenues	12	12	9	9	8
Revenues Total	\$1,010	\$1,036	\$1,170	\$1,218	\$1,300

Exhibit 4

Toll Revenue Estimates

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

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

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

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

Once the monthly transaction estimates are finalized, they are converted into expected toll revenue estimates at each plaza by applying the corresponding toll rate to the number of transactions in each transaction category. The revenue estimates for the year are the sum of all the monthly revenues by plaza. CDM Smith has estimated expected toll revenues to total \$1,226 million in 2015 and \$1,310 million for 2016. Estimates are of expected revenues and do not include the effects of overpayments, underpayments, or toll evasion. Please refer to CDM Smith's Toll Revenue Certificate on pages 213-223 for more information.

Adjustments to Toll Revenue Estimates

The expected revenues provided by the Traffic Engineer represent the revenues that would be collected if every vehicle paid the published toll based on vehicle class, time of day and payment type. The expected revenues do not account for overpayments, underpayments, exemptions or revenues lost due to toll avoidance.

Evasion Recovery

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

Public Act 94-0636 allows the Tollway to implement a toll violation enforcement system (VES) to collect violations. Using VES, the Tollway captures images of the license plates of vehicles that pass through lanes without paying the full toll either by I-PASS or cash. This system takes multiple images of vehicles when violations occur. First notices for violators include a \$20 fine and the cash toll for each unpaid toll. The fines increase by \$50 per violation if notices are ignored and can lead to court hearings, suspension of license plates and driver's licenses. The Board of Directors approved modifications to the Tollway's current administrative rules to lower fines to \$10 for the first notice and \$25 for the second to be applied to violators on Illinois Route 390. 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 revenues are generated from Tollway oases, where third-party vendors provide fuel, food and other conveniences to Tollway customers. Miscellaneous income includes revenues from Highway Emergency Lane Patrol (H.E.L.P.) truck sponsorships, overweight truck fines, rental and easement income, tower co-location fees, rental income, fiber-optic lines, transponder fees, insufficient I-PASS fees, finance charges, scrap material sales and other miscellaneous receipts.



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Fund Structure

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Fund and Account Description

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

Revenue Fund

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

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

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

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

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

Fifth, to the Debt Reserve Account;

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

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

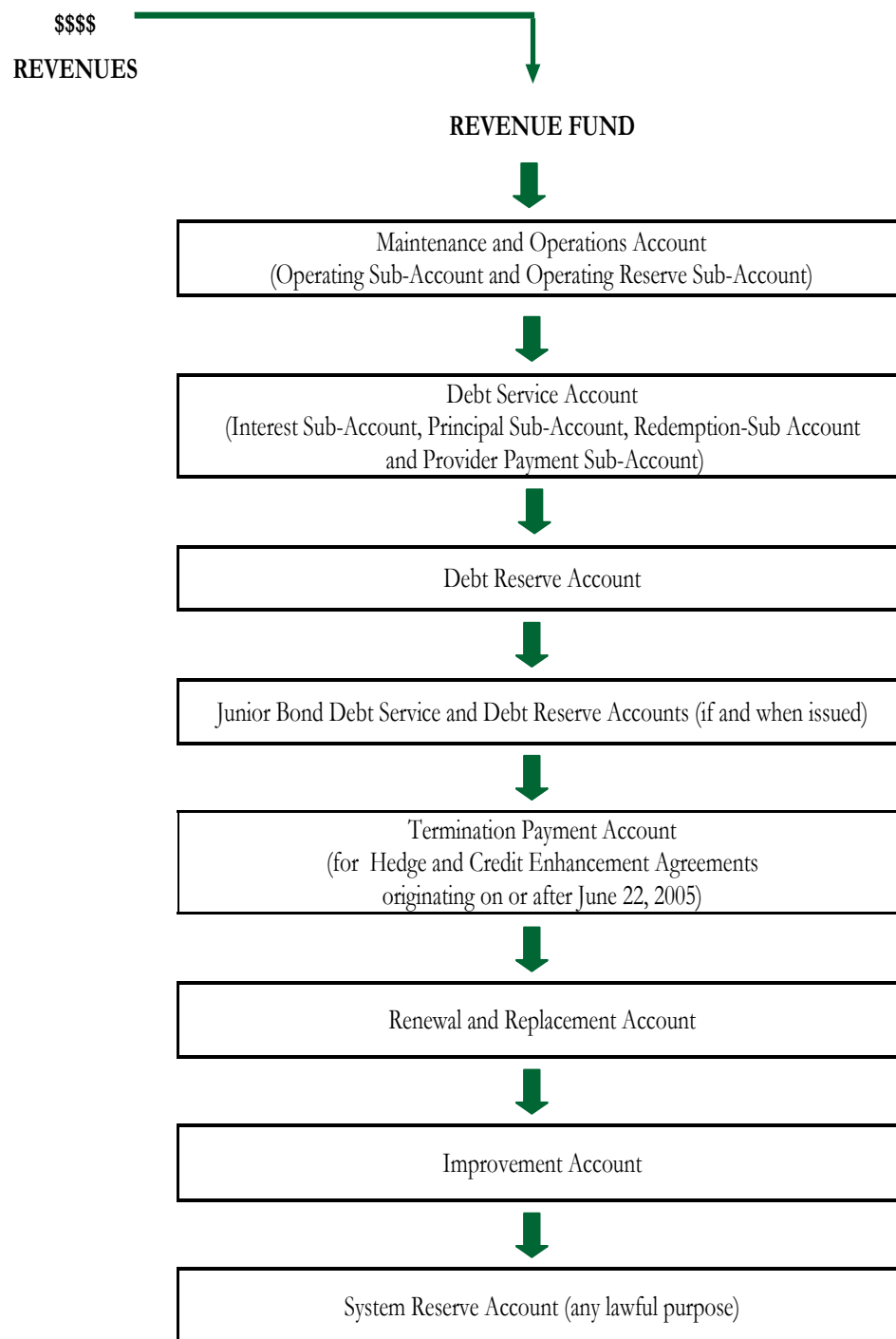


Exhibit 5

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 2014 - 2016
Statement of Revenues/Expenditures/Transfers and
Changes in Accounts and Fund Balances

(\$ millions)

ACCOUNTS/ FUNDS	2014 Actual	2015 Estimate	2016 Budget	2016 to 2015 % Change
<u>Maintenance and Operations Account</u>				
Beginning Balance	\$33.3	\$28.6	\$27.4	
Transfer from Revenue Fund to Operating Sub-Account	293.1	309.4	321.8	
Transfer from Revenue Fund to Operating Reserve Sub-Account	0.0	0.0	0.0	
Expenditures	(297.8)	(310.6)	(321.8)	
Ending Balance	\$28.6	\$27.4	\$27.4	0.0%
<u>Debt Service Account</u> (1)				
Beginning Balance	\$134.6	\$117.1	\$88.1	
Transfer from Revenue Fund (2)	313.3	355.1	399.0	
Federal Subsidy for Build America Bonds	15.1	15.1	15.1	
Bonds Retired	(92.9)	(134.6)	(101.3)	
Interest Expense	(224.2)	(257.5)	(281.6)	
Other Financing Costs (5)	(29.0)	(7.1)	(7.0)	
Ending Balance	\$117.1	\$88.1	\$112.3	27.5%
<u>Renewal and Replacement Account</u>				
Beginning Balance	\$339.3	\$336.8	\$267.4	
Transfer from Revenue Fund (2)	200.2	240.0	300.0	
Expenditures (3)	(202.7)	(309.4)	(403.9)	
Ending Balance	\$336.8	\$267.4	\$163.5	-38.9%
<u>Improvement Account</u>				
Beginning Balance	\$214.8	\$261.4	\$203.5	
Transfer from Revenue Fund (2)	233.9	313.4	279.2	
Transfer from Construction Fund	729.2	815.0	700.0	
Expenditures (3)	(916.6)	(1,186.3)	(1,000.2)	
Ending Balance	\$261.4	\$203.5	\$182.5	-10.3%
<u>Construction Fund</u>				
Beginning Balance	\$270.2	\$481.1	\$486.1	
Bond Proceeds (4)	940.2	820.0	556.0	
Investment Income	0.0	0.0	0.0	
Transfers to Improvement Account	(729.2)	(815.0)	(700.0)	
Ending Balance	\$481.1	\$486.1	\$342.1	-29.6%

(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) Transfers in 2014 includes allocation of investment income.

(3) 2014 expenditures reflected cost recoveries of \$4.8 million for the Improvement Account and \$9.9 million for the Renewal and Replacement Account pursuant to inter-governmental agreements (IGA), and 2015 estimated expenditures are net of IGA reimbursements of \$2.9 million for the Improvement Account. 2016 Budgeted Expenditures do not reflect any IGA reimbursements.

(4) Bond Proceeds are net of 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 2016 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	\$1,290 million	Collections via cash, I-PASS or recovery of violation payments
Concessions	\$3 million	Oases, fuel, food and retail sales
Investment Income	\$2 million	Interest income on Tollway funds and I-PASS cash escrow accounts
Miscellaneous	\$5 million	Revenue from overweight trucks, fines, rental of assets for fiber optics, license fees, etc.
Total Current Revenues	\$1,300 million	

Operating Expenses

Maintenance and Operations	\$322 million	Related to toll collections, roadway maintenance, traffic control, safety, insurance and administration
Debt Service	\$399 million	Principal and interest payments and other financing costs
Total Operating and Debt Service Expenditures	\$721 million	

<u>Capital Program Expenditures</u>	\$1,404 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 2015 - FY 2016			
	(\$ millions)		
	FY 2015 Budget	FY 2015 Estimates	FY 2016 Projections
Toll Revenues and Evasion Recovery	\$1,160	\$1,208	\$1,290
Investment Income	1	1	2
Concessions and Miscellaneous Revenues	9	9	8
Revenues Total	\$1,170	\$1,218	\$1,300

Exhibit 8

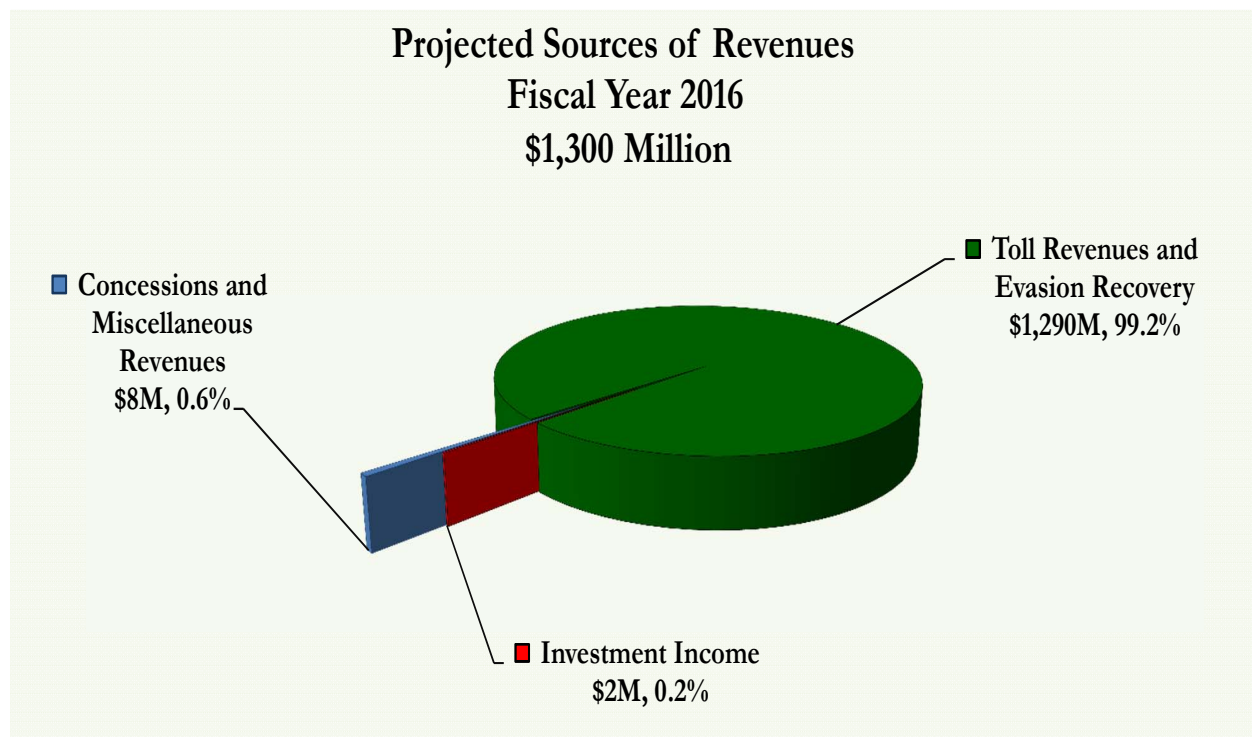


Exhibit 9

Allocations of Revenues FY 2015 - FY 2016

(\$ millions)

	FY 2015 Budget	FY 2015 Estimates	FY 2016 Projections
Maintenance and Operations	\$311	\$311	\$322
Debt Service Transfers	362	355	399
Deposits to Renewal and Replacement and Improvement	497	552	579
Allocations Total	\$1,170	\$1,218	\$1,300

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

Exhibit 10

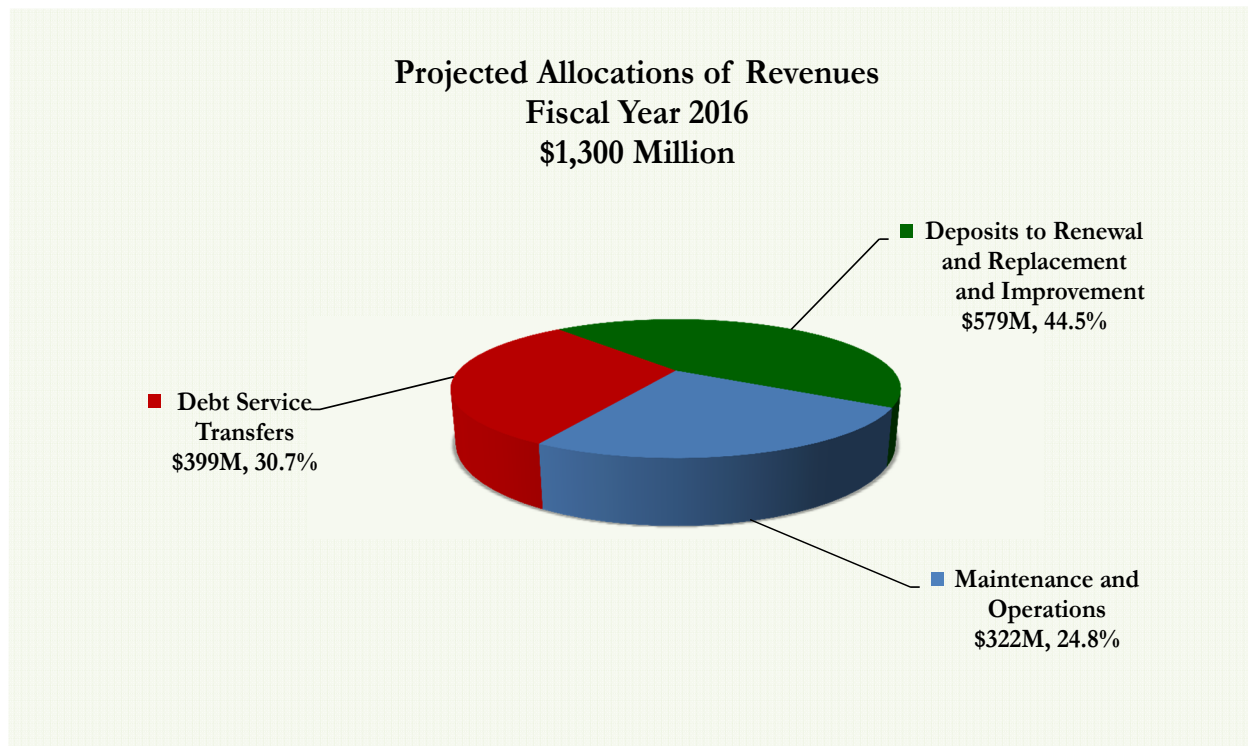
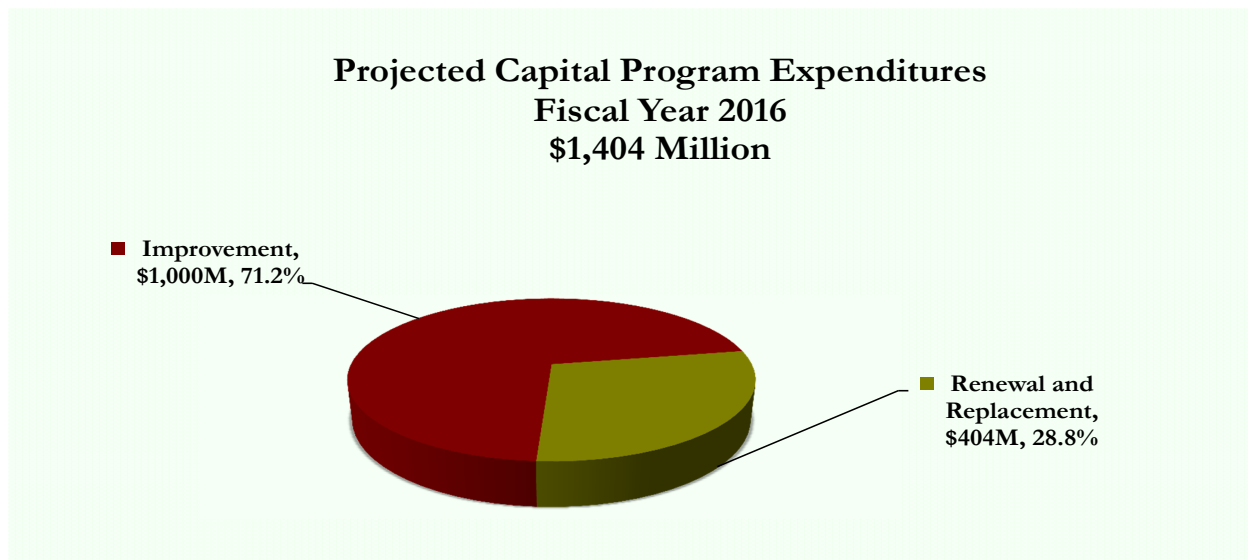


Exhibit 11



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 2016 Requested Headcount

Department	2013 Budget	2014 Budget	2015 Budget	2016 Request	Change From 2015 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	605	605	612	627	15
Executive Office and Directors	7	7	7	6	(1)
Finance	54	55	56	56	-
Information Technology	70	68	68	68	-
Inspector General	6	6	6	6	-
Internal Audit	6	7	8	7	(1)
Legal	12	12	12	12	-
Procurement	54	54	54	54	-
State Police	19	19	19	18	(1)
Toll Operations	646	646	637	625	(12)
Total Headcount	1,595	1,595	1,595	1,595	-

Exhibit 13

Headcount Summary

- Engineering is adding 15 positions to staff Illinois Route 390 Tollway needs for 2016.
- To streamline staffing responsibilities and operational needs for 2016, the following departmental non-essential vacant positions are being eliminated:
 - Executive Office and Directors - one vacant position
 - Internal Audit - one vacant position
 - Illinois State Police - one vacant position
 - Toll Operations - 12 vacant positions

Budget Summaries

FY 2016 Maintenance and Operations Budget By Category

(\$ Thousands)

Category	2014 Actual Expenditures	2015 Budget	2016 Budget Request	\$ Change from 2015 Budget	% Change from 2015 Budget
Salary and Wages	\$109,004	\$109,041	\$109,630	\$589	0.5%
FICA and Retirement	52,315	55,111	57,056	1,946	3.5%
Group Insurance	29,918	33,635	36,442	2,807	8.3%
All other Insurance	11,317	12,448	12,065	(383)	-3.1%
Credit Card Fees and Bank Charges	17,005	19,125	22,475	3,350	17.5%
All Other Contractual Services	38,009	44,680	44,272	(408)	-0.9%
Equipment/ Office Rental/ Maintenance	15,785	15,790	17,763	1,973	12.5%
Parts and Fuels	8,561	8,071	7,807	(264)	-3.3%
Utilities	7,372	6,672	8,113	1,441	21.6%
Operational Materials and Supplies	10,778	7,610	7,869	259	3.4%
Other Miscellaneous Expenses	448	719	641	(78)	-10.9%
Recovery of Expenses	(2,691)	(2,321)	(2,325)	(4)	-0.2%
Total M and O Costs	\$297,821	\$310,579	\$321,807	\$11,228	3.6%

Total may not add due to rounding.

Exhibit 14

FY 2016 Maintenance and Operations Budget					
By Major Account					
Major Account Description	2014 Actual Expenditures	2015 Budget	2016 Budget Request	\$ Change from 2015 Budget	% Change from 2015 Budget
Salary and Wages	\$109,004,056	\$109,040,770	\$109,629,900	\$589,130	0.5%
FICA	7,208,475	7,165,693	7,217,000	51,307	0.7%
Retirement	\$45,106,525	\$47,945,024	\$49,839,400	\$1,894,377	4.0%
Payroll Sub-Total	\$161,319,056	\$164,151,487	\$166,686,300	\$2,534,813	1.5%
Employee Group Insurance	29,917,799	33,635,065	36,442,300	2,807,235	8.3%
Outside Services	25,492,753	28,589,151	30,250,800	1,661,649	5.8%
Credit Card Fees and Bank Charges	17,005,408	19,125,000	22,475,000	3,350,000	17.5%
Office Equipment-Maintenance	15,374,571	15,392,254	17,363,800	1,971,546	12.8%
Workers' Compensation Insurance	8,933,122	9,671,300	8,931,400	(739,900)	-7.7%
Consulting Services	9,027,738	10,455,802	7,622,000	(2,833,802)	-27.1%
Contracted Maintenance Service	3,154,188	5,177,000	5,959,800	782,800	15.1%
Materials - Operational	8,839,254	4,908,300	5,327,500	419,200	8.5%
Utilities	4,402,092	3,601,000	5,001,000	1,400,000	38.9%
Fuels and Oils	4,816,627	4,418,850	4,314,300	(104,550)	-2.4%
Property Insurance	2,383,825	2,776,500	3,133,300	356,800	12.9%
Telephone and Telegraph	2,969,690	3,070,546	3,111,500	40,954	1.3%
Replacement Parts	3,323,442	3,005,700	2,915,000	(90,700)	-3.0%
Supplies - Operational	837,274	1,133,350	934,400	(198,950)	-17.6%
Postage and Express	572,982	559,260	702,600	143,340	25.6%
Supplies - Office	446,547	597,760	551,800	(45,960)	-7.7%
Uniforms and Accessories	286,884	453,110	410,000	(43,110)	-9.5%
Office Equipment Rentals	410,535	397,578	398,700	1,122	0.3%
Dues, Books and Subscriptions	192,723	239,400	239,000	(400)	-0.2%
Armored Truck Service	162,363	180,000	180,000	-	0.0%
Employee Training	104,737	233,325	178,200	(55,125)	-23.6%
Tools and Equipment	133,999	193,070	167,500	(25,570)	-13.2%
Travel and Subsistence	105,286	162,950	148,500	(14,450)	-8.9%
Employment Medical Expense	65,021	115,000	115,000	-	0.0%
Building Equipment	53,814	79,609	95,600	15,991	20.1%
Advertising and Promotion	66,729	62,672	94,000	31,328	50.0%
Roadway Equipment	37,710	103,954	92,300	(11,654)	-11.2%
Police Capital Equipment	8,050	68,500	74,500	6,000	8.8%
Printing and Publications	44,992	82,162	74,500	(7,662)	-9.3%
Bond Trustee	40,063	100,000	50,000	(50,000)	-50.0%
Office Equipment	5,897	46,650	44,200	(2,450)	-5.3%
Other Expenses	53,462	61,200	30,600	(30,600)	-50.0%
Other Minor Accounts	(76,370)	52,500	15,700	(36,800)	-70.1%
Sub-Total	\$300,512,260	\$312,900,005	\$324,131,100	\$11,231,096	3.6%
Recovery of Expenses	(2,691,368)	(2,321,000)	(2,324,500)	(3,500)	-0.2%
TOTAL	\$297,820,892	\$310,579,005	\$321,806,600	\$11,227,596	3.6%

Exhibit 15

Maintenance and Operations Accounts

For fiscal year 2016, Salaries and Wages increased by \$0.6 million due to salary and annual wage adjustments required by current collective bargaining agreements along with the phasing of departmental vacancies.

Retirement increased by \$1.9 million due to an increase in salaries and wages. In addition, the average pension contribution rate for the State Employees Retirement System (SERS) for calendar year 2016 increased from 43.969 percent to 45.598 percent. Subsequent to the 2016 Tentative Budget, the preliminary pension contribution rate is projected to be 44.568 percent. Please refer to the “Changes from the 2016 Tentative Budget to the 2016 Final Budget” section on Page 16 for more details.

Employee Group Insurance increased by \$2.8 million based on projected employee enrollment and the rising cost of health care including additional increases required by collective bargaining agreements. This account includes group medical, dental, optical and life, as well as retiree health and life insurance.

Outside Services increased by \$1.7 million to support and enhance electronic toll collection and violation enforcement. This includes funding for the Customer Service Call Center to cover increased call rates, call minutes and transponder replacements in anticipation of necessary support for the Illinois Route 390 section.

Credit Card Fees and Bank Charges increased by \$3.4 million to accommodate merchant card fees associated with increased revenue and electronic toll payments from commercial vehicles.

Office/Equipment-Maintenance increased by \$2.0 million mainly due to increased costs for maintenance services in the areas of toll collection equipment, the new Accenture Tolling Solutions (ATS) system, and information technology software/hardware, partially offset by ITS maintenance costs moving to the Contracted Maintenance Services category.

Workers' Compensation Insurance decreased by \$0.7 million compared to the 2015 budgeted amount and is based on the recommendation of the latest actuarial study that takes into consideration the volume and value of claims.

Consulting Services decreased by \$2.8 million in two areas:

- Information Technology - the development phase of the enterprise resource planning program is complete and funding for the implementation phase is transferred to the 2016 Capital Program. In addition, the contract to maintain Web/e-Commerce is not needed in 2016 since the service will be part of the new Accenture Tolling Solutions (ATS) systems.
- Engineering - reducing ITS support costs as the department is increasing staff to support similar functions.

Contracted Maintenance Service increased by \$0.8 million mainly due to an ITS electrical maintenance contract and an on-call ITS maintenance contract to support all ITS devices (Sensys, weigh-in-motion, roadway weather information system equipment and security surveillance).

Materials–Operation increased by \$0.4 million mainly due to purchase of snow removal material for winter.

Utilities increased by \$1.4 million to adequately cover utility costs and increased usage due to new intermediate

power distribution and communication facilities along Jane Addams Memorial Tollway (I-90) and Illinois Route 390 Tollway.

Fuels and Oils decreased by \$0.1 million as Tollway continues to support an ongoing fuel reduction initiative.

Property Insurance increased by \$0.4 million due to an increase in replacement cost driven by new structures as well as higher property valuations.

Budget Summaries

FY 2016 Maintenance and Operations Budget					
By Department					
(\$ thousands)					
Department	2014 Actual Expenditures	2015 Budget	2016 Budget Request	\$ Change from 2015 Budget	% Change from 2015 Budget
Administration	\$4,120	\$4,595	\$4,624	\$29	0.6%
Business Systems	54,668	58,702	65,355	6,654	11.3%
Communications	1,371	1,516	1,483	(33)	-2.2%
Diversity and Strategic Development	1,533	2,574	2,577	4	0.1%
Engineering	79,233	76,001	77,915	1,913	2.5%
Executive Office and Directors	1,524	1,682	1,618	(65)	-3.9%
Finance	44,839	50,328	52,621	2,293	4.6%
Information Technology	12,884	16,377	14,497	(1,880)	-11.5%
Inspector General	784	888	915	27	3.0%
Internal Audit	676	854	917	63	7.4%
Legal	1,654	1,931	1,978	47	2.4%
Procurement	4,853	4,554	4,582	28	0.6%
State Police	32,005	32,587	32,948	361	1.1%
Toll Operations	57,677	57,990	59,775	1,785	3.1%
Authority Total	\$297,821	\$310,579	\$321,807	\$11,228	3.6%
Totals may not add due to rounding.					

Exhibit 16

FY2016 Maintenance and Operations Budget % of Total Budget by Department

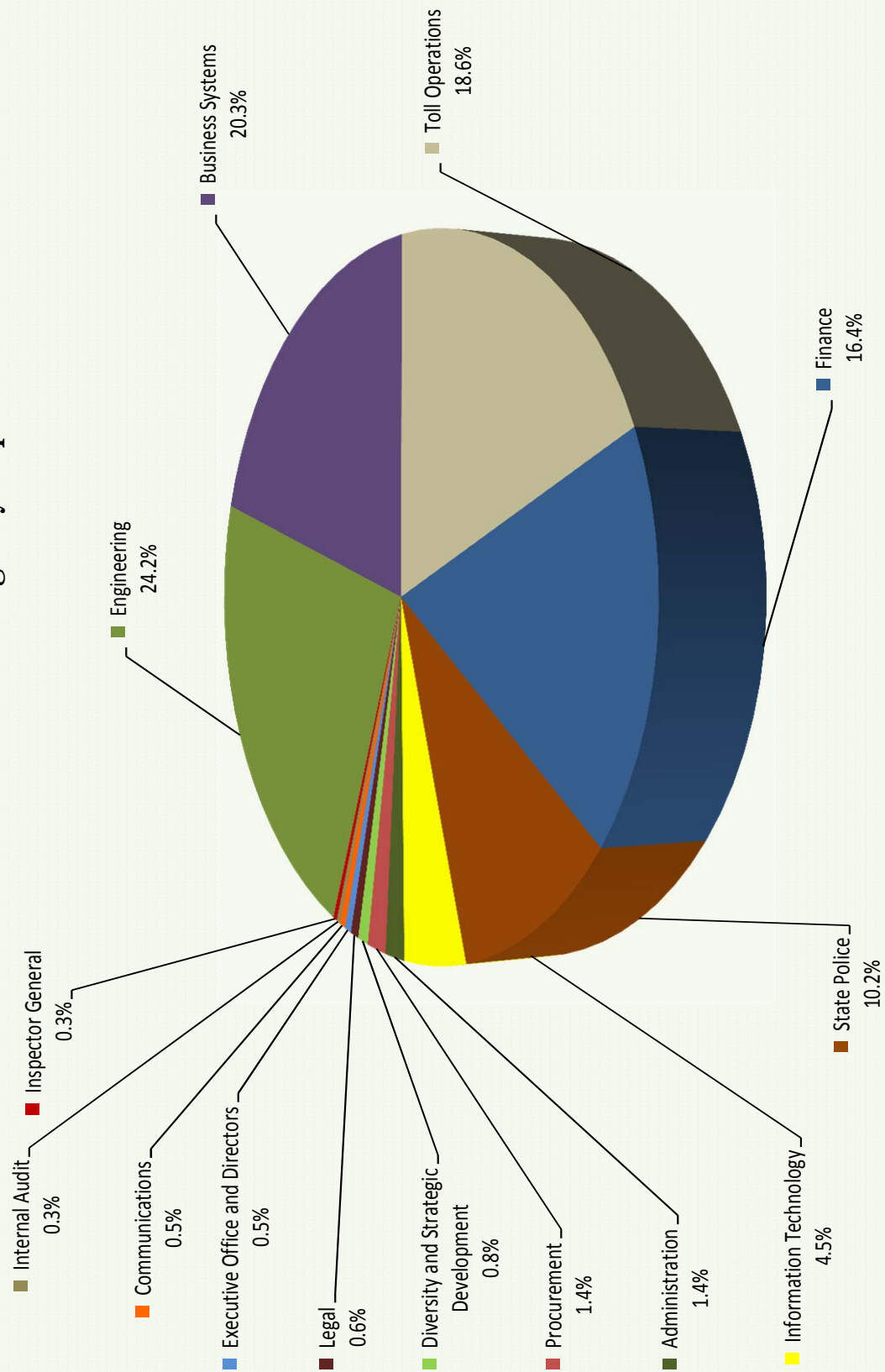


Exhibit 17

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Strategic Plan/ Performance Metrics

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Overview of Tollway Strategic Plan

Mission Statement

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

Strategic Outcomes

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

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

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

Performance Metrics

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

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

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

Internal Tollway Targets

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

External Benchmarks

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

Departmental Accomplishments, Goals and Objectives

Included in the Departmental Budgets and Narratives section are the 2015 Accomplishments as well as the 2016 Goals and Objectives for each department. These are aligned to the Tollway's strategic outcomes, which are generally long-term in nature, while others pertain to internal departmental goals and objectives, which are generally short-term in nature and sometimes not quantifiable. Regarding internal departmental goals and objectives, accountability enters into play when one sees how many goals and objectives were actually accomplished from one year to the next.

Overview of Tollway Operating Metrics

Mission Statement:

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

Strategic Outcomes:

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

Performance Metric #	Aligned with Outcome #	Performance Metric	Performance Metric Purpose	2015 YTD (Jan-Sept)	Internal Tollway Target	External Benchmark
1	2,4	I-PASS rush hour transactions percentage	Measures the number of drivers who use electronic toll collection (i.e., I-PASS) during the rush hour period. The use of I-PASS reduces traffic congestion at the toll plazas.	90.3%	92.0%	85.5% - Florida Turnpike Mainline Southern Facilities FY 2014*
2	2,4	I-PASS all hours transactions percentage	Measures the number of drivers who use electronic toll collection (i.e., I-PASS) during all hours of the day. The use of I-PASS reduces traffic congestion at the toll plazas.	86.5%	88.0%	81.4% - Florida Turnpike FY 2014**
3	2,3,4	Travel time index congestion measure	Measures the amount of systemwide traffic congestion. It is the ratio between the average travel time and the free flow travel time (60 mph). Values greater than 1.00 reflect congestion.	A.M. peak = 1.05 P.M. peak = 1.19 Total day (TD) = 1.02	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	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 = 6:00 min Fatality response time (FR) = 4:47 min Property damage response (PDR) time = 10:27 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
5	2	Incident clearance time	Measures the Tollway's ability to remedy congestion creating traffic incidents.	Personal injury clearance (PIC) time = 31:27 min Fatality clearance (FC) time = 3:45:53 hrs Property damage clearance (PDC) time = 14:53 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

Sources:

* Estimated from [http://www.floridasturnpike.com/downloads/TEAR/2014/06_SunPass 202014.pdf](http://www.floridasturnpike.com/downloads/TEAR/2014/06_SunPass%202014.pdf) (p. 37)

** [http://www.floridasturnpike.com/downloads/TEAR/2014/06_SunPass 202014.pdf](http://www.floridasturnpike.com/downloads/TEAR/2014/06_SunPass%202014.pdf) (p. 1)

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

Exhibit 18-1

Overview of Tollway Operating Metrics (continued)

Mission Statement:

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

Strategic Outcomes:

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

Performance Metric #	Aligned with Outcome #	Performance Metric	Performance Metric Purpose	2015 YTD (Jan-Sept)	Internal Tollway Target	External Benchmark
6	1,2,3	Construction program budget to committed contract variance	Measures the Tollway's ability to manage its construction program to budget.	-4.9%	0%	Not available
7	2	Pavement rating*	Measures the condition of the Tollway's roads.	Excellent = 44% Good = 30% Transitional = 5% Fair = 2% Poor = 0% NA (under construction) = 20%	Excellent=70% Good=25% Transitional=5% Fair=0% Poor=0% NA=0%	Excellent=25% Good=50% Transitional=0% Fair=10% Poor=6% NA=0% Oregon DOT
8	1,2,3,4	Frontline staff percentage	Measures the percentage of frontline employees to total employees.	75%	75%	Not available
9	2,3	Total transactions per full-time equivalent	Measures the efficiency of service delivery.	1672	1500	598 - Oklahoma
10	2	I-PASS Customer Call Center responsiveness	Measures the responsiveness of the I-PASS Customer Call Center to customer calls.	1) Average time to answer = 0.54 min 2) Average talk time = 6.56 min	1) Average time to answer = 2 min 2) Average talk time = NA	Not available

* Consulting Engineer's 2014 Annual Report.

Performance Measurements - Historical Trends

Mission Statement:

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

Strategic Outcomes:

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

Performance Metric #	Aligned with Outcome #	Performance Metric	2012	2013	2014	2015 YTD (Jan-Sept)
1	2,4	I-PASS rush hour transactions percentage	91.0%	91.0%	90.4%	90.3%
2	2,4	I-PASS all hours transactions percentage	86.0%	86.5%	86.6%	86.5%
3	2,3,4	Travel time index congestion measure	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 = 1.06 P.M. peak = 1.15 Total day = 1.02	A.M. peak = 1.05 P.M. peak = 1.19 Total day = 1.02
4	2	Incident response time	Personal injury response (PIR) time = 5:45 min Fatality response time (FR) = 6:20 min Property damage response (PDR) time = 9:30 min	PIR = 5:50 min FR = 5:30 min PDR = 9:40 min	PIR = 6:10 min FR = 5:30 min PDR = 10:20 min	PIR = 6:00 min FR = 4:47 min PDR = 10:27 min
5	2	Incident lane blockage time	Personal injury clearance (PIC) Time = 30:30 min Fatality clearance (FC) time = 2:46:36 hrs Property damage clearance (PDC) time = 13:30 min	PIC = 31:10 min FC = 3:15:58 hrs PDC = 16:35 min	PIC = 32:10 min FC = 3:33:37 hrs PDC = 18:50 min	PIC = 31:27 min FC = 3:45:53 hrs PDC = 14:53 min

Exhibit 19-1

Performance Measurements - Historical Trends (continued)

Mission Statement:

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

Strategic Outcomes:

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

Performance Metric #	Aligned with Outcome #	Performance Metric	2012	2013	2014	2015 YTD (Jan-Sept)
6	1,2,3	Construction program budget to committed contract variance	-5.9%	-13.1%	2.0%	-4.9%
7	2	Pavement rating*	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 = 6% Poor = 0% NA (under construction) = 0%	Excellent = 44% Good = 30% Transitional = 5% Fair = 2% Poor = 0% NA (under construction) = 20%
8	1,2,3,4	Frontline staff percentage	74%	74%	74%	75%
9	2,3	Total transactions per full-time equivalent	1488	1514	1532	1672
10	2	I-PASS Customer Call Center responsiveness	1) Average time to answer = 3.1 min 2) Average talk time = 6.3 min	1) Average time to answer = 3.5 min 2) Average talk time = 6.9 min	1) Average time to answer = 0.46 min 2) Average talk time = 6.48 min	1) Average time to answer = 0.54 min 2) Average talk time = 6.56 min

* Consulting Engineer's Annual Report.

Exhibit 19-2

Departmental Maintenance and Operations Budgets and Narratives

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Department Functions Overview

Department	Functions	2016 Request
Administration	Responsible for the development and implementation of administrative policies and procedures and employee compliance therewith	\$4,624,400
Business Systems	Responsible for the operation and maintenance of electronic tolling and collection of toll revenue from toll violators	\$65,355,400
Communications	Responsible for all external and internal communications between the Tollway and its constituents	\$1,483,200
Diversity and Strategic Development	Responsible for promoting, developing, and implementing a comprehensive diversity program	\$2,577,200
Engineering	Responsible for the planning, design, construction, program management and maintenance of the roadways	\$77,914,500
Executive Office and Directors	Sets policies for the organization and overall management of the Tollway	\$1,617,500
Finance	Responsible for financial reporting, accounting, budgeting, accounts payable, payroll, risk management, fiscal operations, revenue toll audit and bond issuances	\$52,621,300
Information Technology	Responsible for planning, directing, managing and controlling all information technologies and telecommunications throughout the Tollway	\$14,497,400
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	\$915,200
Internal Audit	Responsible for recommending improvements and changes that increase the economy, efficiency and effectiveness of Tollway projects and processes.	\$917,000
Legal	Legal advisor and attorney for the Tollway	\$1,978,200
Procurement	Responsible for all purchasing and procurement issues and authorized to execute contracts and place orders for goods and services	\$4,582,000
Illinois State Police District 15	Responsible for providing comprehensive law enforcement services	\$32,947,900
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	\$59,775,400

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 and customer relations)
- Safety and Training
- Equal Employment Opportunity (EEO)/Affirmative Action (AA)/Americans with Disabilities Act (ADA)
- Labor Relations (grievances and labor negotiations)

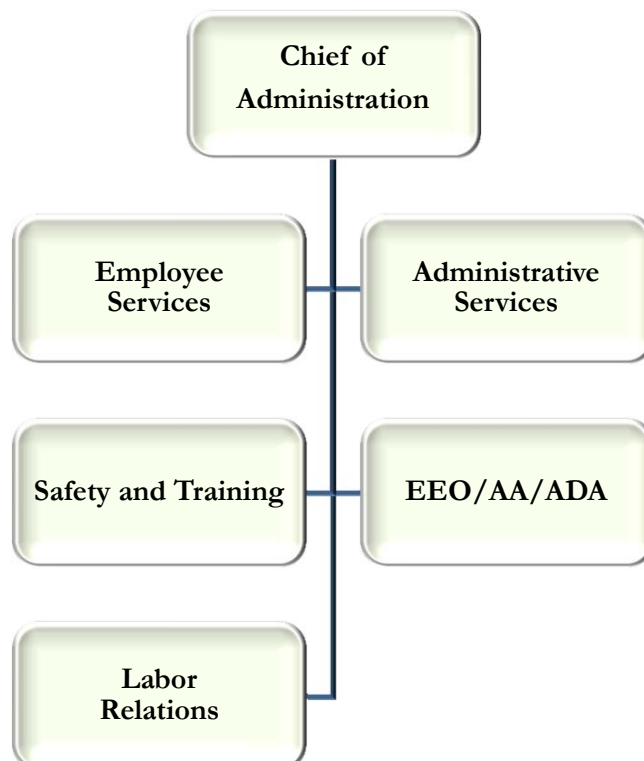


Exhibit 21

DEPARTMENT BUDGET					
ADMINISTRATION	2014 Actual	2015	2016	\$ Change from	% Change from
Major Account Description	Expenditures	Budget	Request	2015 Budget	2015 Budget
Salary and Wages	\$1,799,343	\$1,963,571	\$1,919,000	(\$44,571)	-2.3%
FICA and Retirement	875,683	1,013,578	1,021,900	8,322	0.8%
Payroll Sub-Total	2,675,026	2,977,149	2,940,900	(36,249)	-1.2%
Telephone and Telegraph	737,333	753,000	856,000	103,000	13.7%
Outside Services	299,151	255,000	255,000	-	0.0%
Office Equipment-Maintenance	181,856	216,000	202,000	(14,000)	-6.5%
Materials - Operational	264	-	-	-	N/A
Supplies - Office	83,120	137,000	145,000	8,000	5.8%
Employment Medical Expense	65,021	115,000	115,000	-	0.0%
Employee Training	42,991	50,000	42,000	(8,000)	-16.0%
Office/Equipment Rentals	23,219	17,000	15,000	(2,000)	-11.8%
Printing and Publications	68	-	-	-	N/A
Dues, Books and Subscriptions	5,581	15,000	12,000	(3,000)	-20.0%
Supplies - Operational	1,702	12,000	9,000	(3,000)	-25.0%
Postage and Express	(2,303)	10,000	9,000	(1,000)	-10.0%
Tools and Equipment	17	-	-	-	N/A
Office Equipment	-	6,000	6,000	-	0.0%
Travel and Subsistence	1,007	5,000	5,000	-	0.0%
Other Expenses	6,463	5,500	5,000	(500)	-9.1%
Advertising and Promotion	106	5,000	4,000	(1,000)	-20.0%
Other Capital Equipment	-	13,000	3,000	(10,000)	-76.9%
Replacement Parts	-	500	500	-	0.0%
Building Equipment	-	3,000	-	(3,000)	-100.0%
Sub-Total	\$4,120,622	\$4,595,149	\$4,624,400	\$29,251	0.6%
Recovery of Expenses	(950)	-	-	-	0.0%
DEPARTMENT TOTAL	\$4,119,672	\$4,595,149	\$4,624,400	\$29,251	0.6%

Exhibit 22

The fiscal year 2016 Budget request is \$4.6 million, an increase of \$29 thousand or 0.6 percent above the fiscal year 2015 Budget amount. Total payroll is \$2.9 million and includes 36 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$45 thousand compared to the 2015 Budget. This decrease reflects phasing of vacancies, partially offset by salary and wage adjustments.
- FICA and Retirement increased by \$8 thousand due to an increase in the average SERS pension contribution rate.
- Telephone increased by \$103 thousand to cover cell phone replacement program.
- Office Equipment Maintenance decreased by \$14 thousand based on current maintenance contracts.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes Administration - 2015 Accomplishments	
3	Successfully purchased a high-volume mailing machine with shipping system.
3	Created standard operational procedures for record retention.
3	Completed new policy and procedure manual by year end 2015.
3	Implement ongoing training for future managers with an emphasis on career path.
3	Successful negotiations of American Federation of State, County and Municipal Employees (AFSCME) Council 31 contract that expired 1-1-2014 (2014 goal).
3	Successful negotiations of Teamsters Local 700 contract that expired 10-1-2014 (2014 goal).
3	Successful negotiations of Service Employees International Union (SEIU) Local 73 contract that expired 1-1-2014 (2013 goal).
3	Successful negotiations of Metropolitan Alliance of Police (MAP) Local 336 contract.

Outcomes Administration - 2016 Goals/Objectives	
3	Prepare a 2016 phone directory.
3	Develop, implement and ensure compliance of Tollway's policies and procedures.
3	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.
3	Cross train key Administration employees on certain functions.
3	Continue to audit, evaluate, document and forward recommendations to implement security measures to protect employees and customers.
3	Create a standard operation procedure manual for NeoGov.
3	Review current performance evaluation system and determine necessary changes.

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

Business Systems oversees the following functions:

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

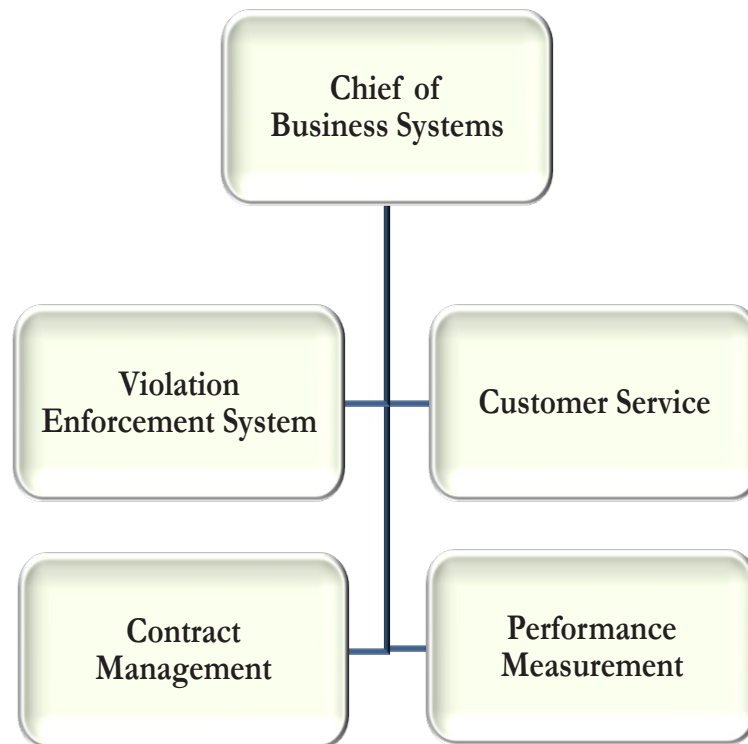


Exhibit 25

DEPARTMENT BUDGET					
BUSINESS SYSTEMS	2014 Actual	2015	2016	\$ Change from	% Change from
Major Account Description	Expenditures	Budget	Request	2015 Budget	2015 Budget
Salary and Wages	\$3,116,537	\$3,163,305	\$3,325,500	\$162,195	5.1%
FICA and Retirement	1,517,022	1,632,866	1,770,800	137,934	8.4%
Payroll Sub-Total	\$4,633,559	\$4,796,171	\$5,096,300	\$300,129	6.3%
Outside Services	19,917,026	22,249,451	23,790,500	1,541,049	6.9%
Credit Card Fees & Bank Charges	16,963,366	19,000,000	22,400,000	3,400,000	17.9%
Office Equipment-Maintenance	11,584,213	10,993,479	12,058,000	1,064,521	9.7%
Telephone and Telegraph	1,169,725	1,200,000	1,404,000	204,000	17.0%
Postage and Express	514,857	484,350	629,400	145,050	29.9%
Office/Equipment Rentals	339,837	341,628	342,000	372	0.1%
Supplies - Office	141,542	103,000	102,000	(1,000)	-1.0%
Dues, Books and Subscriptions	71,645	90,000	90,000	-	0.0%
Contracted Maintenance Service	85,941	85,000	85,000	-	0.0%
Printing and Publications	108	23,987	24,000	13	0.1%
Travel and Subsistence	9,595	15,000	13,000	(2,000)	-13.3%
Replacement Parts	1,242	1,500	6,000	4,500	300.0%
Supplies - Operational	5,345	5,000	5,100	100	2.0%
Employee Training	-	4,000	4,000	-	0.0%
Other Capital Equipment	-	2,500	2,000	(500)	-20.0%
Materials - Operational	(729)	1,500	1,500	-	0.0%
Other Expenses	330	1,100	1,100	-	0.0%
Office Equipment	-	1,500	1,000	(500)	-33.3%
Advertising and Promotion	-	2,500	500	(2,000)	-80.0%
Sub-Total	55,437,602	59,401,666	66,055,400	6,653,734	11.2%
Recovery of Expenses	(769,247)	(700,000)	(700,000)	-	0.0%
DEPARTMENT TOTAL	\$54,668,355	\$58,701,666	\$65,355,400	\$6,653,734	11.3%

Exhibit 26

The fiscal year 2016 Budget request is \$65.4 million, an increase of \$6.7 million or 11.3 percent above the fiscal year 2015 Budget amount. Total payroll is \$5.1 million and includes 63 positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$162 thousand compared to the 2015 Budget due to salary and wage adjustments.
- FICA and Retirement increased by \$138 thousand due to an increase in the average SERS pension contribution rate.
- Outside Services increased by \$1.5 million to support and enhance electronic toll collection

and violation processes. This includes funding to cover increased call volume and higher call rates per minute with the Customer Service Call Center vendor, as well as an increase in violation image reviews.

- Credit Card Fees and Bank Charges increased by \$3.4 million due to higher toll revenue and to accommodate the scheduled 2016 commercial vehicle toll rate increase.
- Office Equipment - Maintenance costs increased by \$1.1 million for maintenance of the new back-office Accenture Tolling Solutions system anticipated to go live during the second half of 2016, partially offset by decreased costs in the areas of software support, lane maintenance, reciprocity maintenance and project management for the Toll Revenue Management and Maintenance Program (TRMMP).
- Telephone and Telegraph increased by \$204 thousand to cover call minute increases anticipated in the Customer Service Call Center.
- Postage and Express increased by \$145 thousand due an increase in postage rates and mailing volume.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes	Business Systems - 2015 Accomplishments
2,3	Continued 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 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.
2,3	Continued 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 was posted in 2015.
2,3	Continued 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 back-office system. The RFP was posted in 2015.

Exhibit 27-1

Outcomes	Business Systems - 2015 Accomplishments
2,3	Continued collaborating with the E-ZPass Group and Kapsch to replace readers and antennas systemwide, all of which are nearing their end of life. The new readers will be able to provide multi-protocol interoperability in advance of the national mandate, and they will be able to read feedback transponders, which will help satisfy customer demand for such transponders as well as assist in promoting proactive I-PASS account management.
2,3	Finished build of open road tolling test zone that captures captive traffic data between itself and a “live” zone. The data is already being used in the testing of new technologies and the tuning of existing technologies, including new readers and antennas.
2,3	Established a fleet group at the Customer Service Call Center to manage the calls and inquiries of our largest customers. (Our 7,500 fleet accounts generate approximately 25 percent of our revenues.) The fleet group comprises customer service representatives with more seniority and higher performance, and the fleet group is given access to additional customer service tools, such as email, to assist fleet customers.
2,3	Moved the processing of mailed payments for grace-period tolls from the money room to the Customer Service Call Center. This has improved the matching between mailed payments and unpaid tolls, significantly mitigating the potential to send unnecessary or inaccurate violation notices.

Outcomes	Business Systems - 2016 Goals/Objectives
2,3	Establish a new contract for lane-based technology maintenance, inventory management and hardware replacements and repairs.
2,3	Finalize implementation of a new back-office electronic tolling system, including a new world-class website (with full mobile access). 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.
2,3	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.

Exhibit 27-2

Outcomes	Business Systems - 2016 Goals/Objectives
2,3	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.
1,2,3	Continue to improve toll payment options – and communication of those options – to rental car drivers. This includes new payment methods, including improved grace period tolls (with mobile access), a new license plate debt search functionality, and a new requirement that rental car companies display our signage at their locations.

Exhibit 27-3

Department Headcount - Business Systems

Position Title	FY2014	FY2015	FY2016
Administration Manager of Electronic Tolling	1	1	0
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	34	34	36
Deputy Chief of Business Systems - Operations	1	1	1
Director Electronic Tolling Initiatives	1	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	0
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	1	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

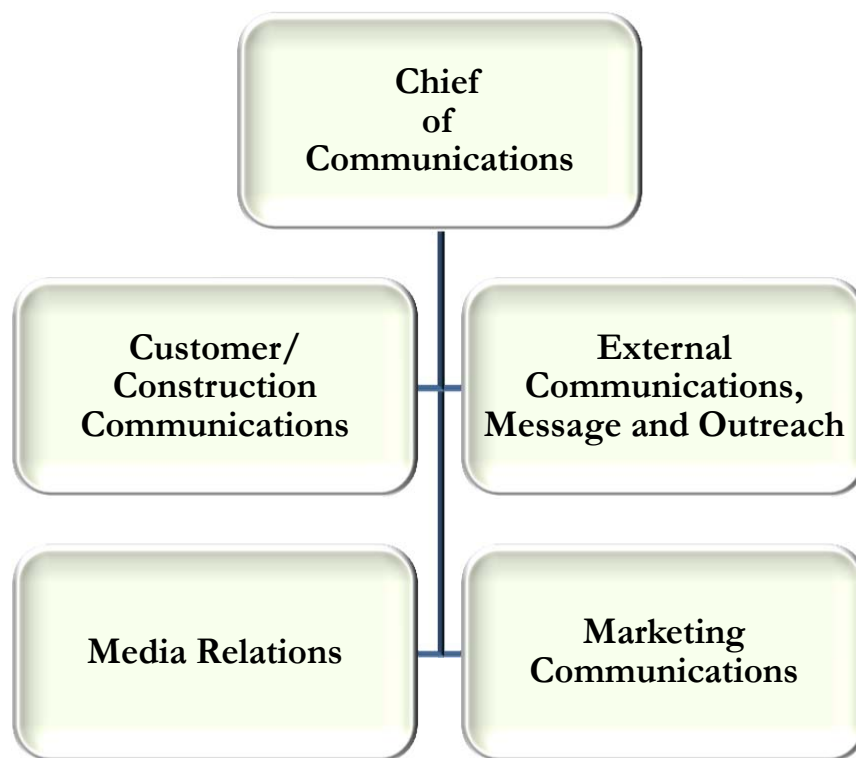


Exhibit 29

DEPARTMENT BUDGET					
COMMUNICATIONS	2014	2015	2016	\$ Change	% Change
Major Account Description	Actual Expenditures	Budget	Request	from 2015 Budget	from 2015 Budget
Salary and Wages	\$824,810	\$852,849	\$842,800	(\$10,049)	-1.2%
FICA and Retirement	397,084	440,232	448,800	8,568	1.9%
Payroll Sub-Total	\$1,221,894	\$1,293,081	\$1,291,600	(\$1,481)	-0.1%
Advertising and Promotion	48,490	48,672	77,000	28,328	58.2%
Printing and Publications	29,058	50,000	43,000	(7,000)	-14.0%
Consulting Services	35,500	50,000	40,000	(10,000)	-20.0%
Supplies - Office	8,955	13,000	9,000	(4,000)	-30.8%
Postage and Express	5,505	4,000	4,000	-	0.0%
Dues, Books and Subscriptions	2,191	3,200	3,200	-	0.0%
Employee Training	2,080	2,500	2,000	(500)	-20.0%
Supplies - Operational	4,425	5,500	2,000	(3,500)	-63.6%
Outside Services	4,957	15,000	2,000	(13,000)	-86.7%
Office Equipment	-	11,400	2,000	(9,400)	-82.5%
Other Capital Equipment	3,739	8,000	2,000	(6,000)	-75.0%
Travel and Subsistence	858	5,000	1,500	(3,500)	-70.0%
Office/Equipment Rentals	1,091	2,000	1,300	(700)	-35.0%
Office Equipment-Maintenance	125	3,000	1,000	(2,000)	-66.7%
Telephone and Telegraph	1,639	1,010	1,000	(10)	-1.0%
Other Expenses	315	600	600	-	0.0%
Materials - Operational	55	-	-	-	N/A
DEPARTMENT TOTAL	\$1,370,877	\$1,515,963	\$1,483,200	(\$32,763)	-2.2%

Exhibit 30

The fiscal year 2016 Budget request is \$1.5 million, a decrease of \$33 thousand or 2.2 percent below the fiscal year 2015 Budget amount. Total payroll is \$1.3 million and includes 11 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$10 thousand compared to the 2015 Budget due to salary and wage adjustments.
- FICA and Retirement increased by \$9 thousand due to an increase in the average SERS pension contribution rate.
- Advertising and Promotion increased \$28 thousand due to three new promotional initiatives.
- Consulting Services, Outside Services and Office Equipment decreased by \$32 thousand based on historic spending and current needs.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes	Communications - 2015 Accomplishments
1,2	Hosted four media events: groundbreaking of new Irene Road Interchange on the Jane Addams Memorial Tollway (I-90), opening new interchange ramps as part of Elgin O'Hare Western Access Project and opening the western segment of Illinois Route 390.
1,2,3,4	Issued news releases announcing Engineering Department contract awards, professional services bulletins and <i>Move Illinois</i> projects, as well as more than 240 daily construction alerts to highlight the Tollway's commitment to promoting economic development.
1,2,3	Worked with Procurement to promote goods and services contract opportunities, including the 2015 buying plan and new Job Order Contracting Facilities Program.
1,3	Supported the Department of Diversity and Strategic Development programs and initiatives including networking events, workshops and training sessions.
1,3	Continued educational efforts about the benefits of all-electronic tolling and I-PASS programs, traffic, construction, toll violations via our Tollway 1-800-TOLL-FYI automated phone line.
2,3,4	Continued to reduce departmental budget by designing and producing an electronic annual report.
2,4	Worked in cooperation with Illinois State Police on safety education programs, including the Kids Identification and Safety Seat (K.I.S.S.) events and eighth annual Family Safety Fair, providing approximately 200 safety seat inspections and issuing more than 300 kids' identification cards.
3,4	Broadcast live webcasts of all Tollway Board and committee meetings, as well as construction contract bid openings for the public and contractors.
3,4	Continued to oversee Twitter feeds to provide customers with real-time roadway information.
3,4	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.
3,4	Wrote, designed and produced five eNewsletters, each sent to approximately 1.5 million I-PASS customers.
3,4	Managed website content, providing more than 800 updates to Web pages providing public with information about the Tollway I-PASS and construction.

Exhibit 31-1

Outcomes	Communications - 2015 Accomplishments
2,3,4	Designed and distributed approximately 130,000 informational cards through Customer Service Centers, tollbooths, oases and other outlets to inform customers about construction, customer service and safety education.
2	Received a 2015 Chicago Skyline Award from the Public Relations Society of America, Chicago Chapter, for the 2013 Illinois Tollway Annual Report – <i>Building a Better Future...60 Years and Counting</i> .
2	Received 2015 Silver Trumpet Awards from the Publicity Club of Chicago for the Tri-State Tollway (I-294)/I-57 Interchange Public Outreach Campaign and the 2013 Annual Report.
2	Launched the 2016 Tollway Map Cover Art Contest to promote restoration of monarch butterfly habitat. Invited more than 400 high schools in Northern Illinois to participate in the fifth annual art contest.
2	Promoted a roadway safety message contest for the overhead dynamic message signs to encourage Tollway customers to avoid impaired driving, distracted driving and not wearing seatbelts.

Outcomes	Communications - 2016 Goals/Objectives
2	Support implementation of new systemwide electronic tolling system.
2	Coordinate communications for completion of the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project in 2016 and for active traffic management (ATM) on I-90 in 2017.
1,2	Assist with the development of a communications plan and public education for the tolling of Illinois Route 390.
1,2,3,4	Host events to educate the public about ongoing progress and benefits of the <i>Move Illinois</i> Program.
2,3	Assist Business Systems to educate customers about I-PASS account management and toll violations.
2,3	Launch Facebook page to give the Tollway an enhanced social media presence and create a new platform to provide customers information.
2,4	Continue to collaborate with other public and private agencies to educate the public about the dangers of distracted driving through the “Drop It and Drive” campaign.

Exhibit 31-2

Department Headcount - Communications

Position Title	FY2014	FY2015	FY2016
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 owners' racial or gender background and improving access of small and veteran-owned businesses and disadvantaged, minority- and women-owned firms. The department coordinates community relations activities with respect to diversity matters and interaction with community groups, regional planning organizations and others. The Diversity and Strategic Development Department seeks to promote a positive and inclusive climate by focusing on promoting, assisting and ensuring participation of a diverse population in all aspects of its operations, especially for construction and engineering contracts and the supply of other goods and services related to the maintenance and operation of the Tollway.

The Diversity Department oversees the following functions:

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

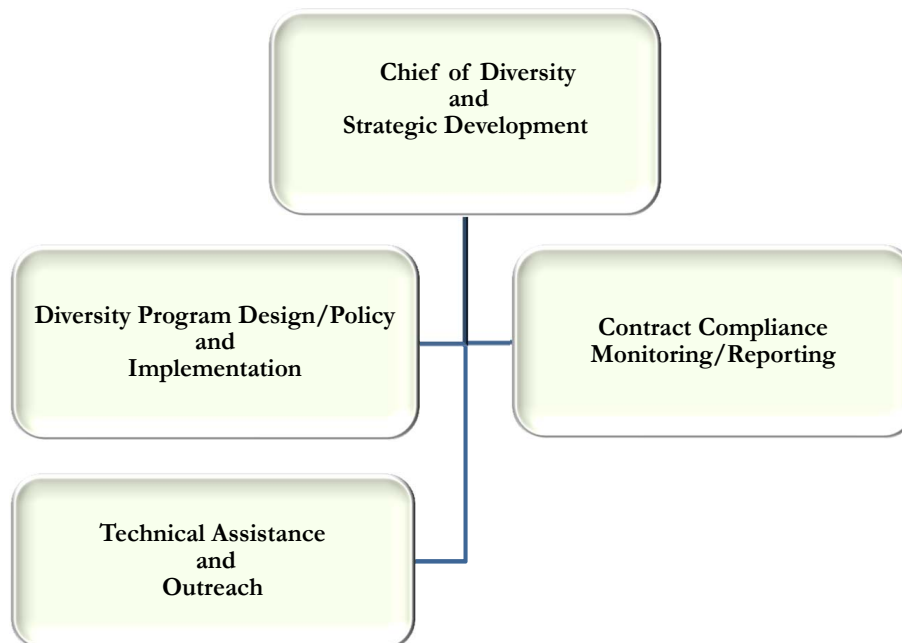


Exhibit 33

Departmental Budgets and Narratives

DEPARTMENT BUDGET					
DIVERSITY AND STRATEGIC DEVELOPMENT					
Major Account Description	2014 Actual Expenditures	2015 Budget	2016 Request	\$ Change from 2015 Budget	% Change from 2015 Budget
Salary and Wages	\$471,024	\$622,334	\$549,700	(\$72,634)	-11.7%
FICA and Retirement	220,836	322,533	292,600	(29,933)	-9.3%
Payroll Sub-Total	\$691,860	\$944,867	\$842,300	(\$102,567)	-10.9%
Outside Services	533,767	1,213,000	1,361,100	148,100	12.2%
Consulting Services	266,264	400,000	350,000	(50,000)	-12.5%
Advertising and Promotion	19,662	2,953	9,000	6,047	204.8%
Travel and Subsistence	5,322	900	8,000	7,100	788.9%
Supplies - Office	12,682	6,000	3,200	(2,800)	-46.7%
Employee Training	900	1,500	1,000	(500)	-33.3%
Dues, Books and Subscriptions	425	1,000	600	(400)	-40.0%
Advisory Committee Expense	200	1,000	500	(500)	-50.0%
Postage and Express	1,026	500	500	-	0.0%
Telephone and Telegraph	588	500	500	-	0.0%
Supplies - Operational	200	400	300	(100)	-25.0%
Other Expenses	-	1,000	200	(800)	-80.0%
DEPARTMENT TOTAL	\$1,532,897	\$2,573,620	\$2,577,200	\$3,580	0.1%

Exhibit 34

The fiscal year 2016 Budget request is \$2.6 million, an increase of \$4 thousand or 0.1 percent above the fiscal year 2015 Budget amount. Total payroll is \$842 thousand and includes six positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$73 thousand compared to the 2015 Budget due to salary and wage adjustments.
- FICA and Retirement decreased by \$30 thousand due to an increase in the average SERS pension contribution rate.
- Outside Services increased by \$148 thousand to fund ongoing technical assistance program for small businesses, disadvantaged business enterprises, veteran-owned small businesses, and service disabled veteran-owned small businesses.
- Consulting Services decreased by \$50 thousand.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes	Diversity and Strategic Development - 2015 Accomplishments
1,3	Cross training has been provided to 80 percent of the staff in the areas of: <ul style="list-style-type: none"> Business Enterprise Program goal setting, Veteran goal setting, DBE goal setting on construction and professional service projects, Earned Credit Program certificate processing and PSB proposal review. Staff members have attended the American Contract Compliance training to earn continuing education credit (CEC) towards certification as a Contract Compliance Administrator.
1,3	Implemented updated ECP certificate processing and validation by the Finance Department.
1,4	Initiated implementation of advanced level technical assistance programs to Illinois Black Chamber of Commerce and the HACIA Scholarship Foundation to provide comprehensive services to small, veteran-, minority-, and women-owned businesses in heavy highway construction.
3	Initiated implementation of Diversity management software contract in 4th quarter.
1,4	Implement Veteran Mentor-Protégé Program on professional services contracts.
1,4	Begin implementation of Disparity and Availability Study recommendations into DBE goal setting and programming.
2	Implement automation of ECP and program metrics.

Outcomes	Diversity and Strategic Development - 2016 Goals/Objectives
3	Fully implement Diversity management software.
1,3	Continue cross-training of employees.
1,3	Review and develop new marketing materials including website.
1,3	Complete research and development of Mentor-Protégé Program for construction contracts and present to Board for approval.
1,3	Upon Board adoption of current Disparity and Availability Study, consider and implement recommendations as appropriate.
1	Track progress of all recipients of technical assistance services regarding participation in the Tollway bidding process.
1,3	Increase the efficiency of DBE/EEO on-site compliance monitoring reporting with help from database subconsultant Great Arc.

Exhibit 35-1

Outcomes	Diversity and Strategic Development - 2016 Goals/Objectives
1,3	Upon Board approval, implement “Sunshine” Initiative requiring prime bidder to maintain records regarding which subcontractors were contacted for bids and provide estimates for Tollway contracts.
1,3	Upon Board approval, implement optional contract requirements identifying ways of addressing prequalification requirements that are potential barriers for small and diverse firms competing as primes on Tollway contracts.
1,3	Enhance usability of DBE/EEO on-site compliance monitoring reporting through creation of an “open issues” log for all monitored contracts.
1,3	Upon Board approval, fully execute DBE incentive credit program.

Exhibit 35-2

Department Headcount - Diversity and Strategic Development

Position Title	FY2014	FY2015	FY2016
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 land use policies. This department oversees annual inspections of the pavement, bridges and drainage systems, as well as the overall day-to-day maintenance of the Tollway's fleet and roadway system.

The Engineering Department oversees the following functions:

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

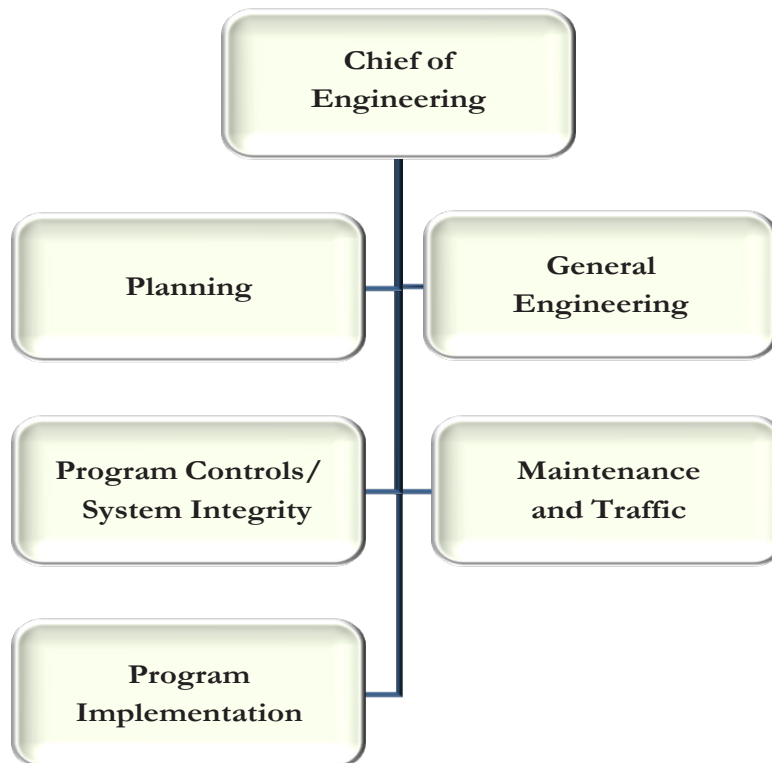


Exhibit 37

Departmental Budgets and Narratives

DEPARTMENT BUDGET					
ENGINEERING	2014	2015	2016	\$ Change	% Change
Major Account Description	Actual Expenditures	Budget	Request	from 2015 Budget	from 2015 Budget
Salary and Wages	\$37,183,168	\$35,300,472	\$36,052,200	\$751,728	2.1%
FICA and Retirement	18,297,650	18,222,602	19,047,100	824,498	4.5%
Payroll Sub-Total	\$55,480,818	\$53,523,074	\$55,099,300	\$1,576,226	2.9%
Consulting Services	5,802,468	5,839,582	5,651,800	(187,782)	-3.2%
Materials - Operational	7,964,351	4,601,500	5,001,700	400,200	8.7%
Contracted Maintenance Service	2,160,570	3,925,000	4,628,800	703,800	17.9%
Fuels and Oils	4,821,767	4,412,850	4,308,300	(104,550)	-2.4%
Replacement Parts	2,749,568	2,583,700	2,488,500	(95,200)	-3.7%
Outside Services	488,197	654,700	862,700	208,000	31.8%
Office Equipment-Maintenance	801,615	879,984	406,300	(473,684)	-53.8%
Supplies - Operational	272,698	299,500	256,600	(42,900)	-14.3%
Uniforms and Accessories	61,375	169,260	138,400	(30,860)	-18.2%
Tools and Equipment	92,321	123,895	108,300	(15,595)	-12.6%
Roadway Equipment	37,710	103,954	92,300	(11,654)	-11.2%
Supplies - Office	68,008	107,110	77,400	(29,710)	-27.7%
Building Equipment	32,795	53,009	71,400	18,391	34.7%
Travel and Subsistence	36,980	47,400	51,000	3,600	7.6%
Dues, Books and Subscriptions	49,239	48,250	48,400	150	0.3%
Office/Equipment Rentals	45,717	35,000	39,400	4,400	12.6%
Employee Training	15,982	25,775	27,800	2,025	7.9%
Telephone and Telegraph	17,770	22,400	18,200	(4,200)	-18.8%
Postage and Express	8,703	10,650	10,400	(250)	-2.3%
Office Equipment	1,897	6,600	10,400	3,800	57.6%
Other Expenses	3,406	6,350	5,000	(1,350)	-21.3%
Printing and Publications	147	425	300	(125)	-29.4%
Other Capital Equipment	-	6,250	300	(5,950)	-95.2%
Sub-Total	\$81,014,102	\$77,486,218	\$79,403,000	\$1,916,782	2.5%
Recovery of Expenses	(1,781,230)	(1,485,000)	(1,488,500)	(3,500)	-0.2%
DEPARTMENT TOTAL	\$79,232,872	\$76,001,218	\$77,914,500	\$1,913,282	2.5%

Exhibit 38

The fiscal year 2016 Budget request is \$77.9 million, an increase of \$1.9 million or 2.5 percent above the fiscal year 2015 Budget amount. Total payroll is \$55.1 million and includes 627 positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$752 thousand compared to the 2015 Budget due to salary and wage adjustments.
- FICA and Retirement increased by \$824 thousand due to an increase in the average SERS pension contribution rate.
- The 2016 Engineering budget includes 15 additional positions and \$854 thousand in personnel costs to support the Illinois Route 390 Tollway.
- Consulting Services decreased by \$188 thousand due to reduced spending for ITS management and support services as in-house staffing will be used to manage these services.
- Materials – Operational increased by \$400 thousand mainly due to a new salt contract anticipated to have higher costs per ton than the current contract. This category includes other winter roadway materials, attenuator parts, cable barrier parts, delineators, light poles, electrical parts and painting materials. Funding for this category in 2016 includes \$115 thousand to support the Illinois Route 390 Tollway.
- Contracted Maintenance Services increased by \$704 thousand mainly due to ITS maintenance costs previously funded in the Office Equipment category now being funded in this category, partially offset by less need for fiber optic maintenance.
- Fuels and Oils decreased by \$105 thousand in support of the ongoing green initiative to reduce fuel consumption. Funding for this category in 2016 includes \$85 thousand to support the Illinois Route 390 Tollway.
- Replacement Parts decreased by \$95 thousand. The funding in this account will be used for maintenance of Tollway vehicles.
- Outside Services increased by \$208 thousand to cover costs of legislative support and costs due to servicing fleet engine failures.
- Office Equipment Maintenance decreased by \$474 thousand as costs for 2016 ITS maintenance is shifted to the Contracted Maintenance Services category.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes	Engineering-Planning - 2015 Accomplishments
1,2,3,4	<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. Final Finance Committee report delivered in April. • Continued coordination with local officials, local advisory committee and the business community on the start of construction for the Elgin O'Hare Western Access (EOWA) Project. • Worked with Pace to fund and incorporate amenities such as Park & Ride facilities and access ramps following reconstruction of the Jane Addams Memorial Tollway (I-90). • Coordinated freight surveys to assist with an agency-wide freight strategic plan. Completed freight survey. Advanced truck parking expansion plans. • Coordinated with local agencies to identify opportunities to leverage investments associated with the <i>Move Illinois</i> Program to promote economic development opportunities, including new/expanded interchanges, aesthetic enhancements and joint project planning. • Executed intergovernmental agreements (IGAs) with partner agencies to advance new interchanges on I-90 – Irene Road, Barrington Road, Roselle Road, Meacham Road and on the Reagan Memorial Tollway (I-88) at Illinois Route 47. • 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, a total that is likely to increase with new CMAQ funding. • Continued partnership 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. Leveraged grant funding for connected vehicles, pavement testing and sustainability.
1,2,3	<p>Sought opportunities to improve overall efficiency and systemwide operations by evaluating funding options, 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, freight access planning, traffic management, sustainability and towing.</p>

Exhibit 39-1

Outcomes	Engineering-Planning - 2015 Accomplishments
1,2,3,4	<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 Life Cycle Analysis (LCA) tools) to quantify and measure the environmental attributes associated with Tollway capital investments. • Monarch butterfly preservation and restoration project. • Adoption of agency-wide sustainability policy. • Completion of INVEST environmental rating system. • Creation of Central Tri-State Tollway (I-294) Environmental Working Group.
1,2,3,4	<p>Continued to deploy public and legislative outreach activities to support the goals of <i>Move Illinois</i>, including:</p> <ul style="list-style-type: none"> • Establishing the Central Tri-State Corridor Planning Council. • 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, excess right-of-way and annexation. • Coordinating and partnering with IDOT and Cook County to align Tollway investments with freight and long-range plans. • Expanding outreach to stakeholders within the I-90, EOWA corridor, and I-294. • Monitoring national policy regarding tolling and user fees. • Assisting with the development of the Tollway's legislative agenda. • Initiate post-construction land acquisition and communication surveys to assess opportunity to improve on future projects.
2,3,4	<p>Streamlined efforts related to intergovernmental agreements (IGA) by improving the tracking process to synchronize with Catapult (program financial database) and the Graphical Information System (GIS) and developing standard IGAs for bridge maintenance with county roads.</p>
1,2,3,4	<p>Continued efforts to secure right-of-way for the EOWA and I-90 projects. Developed Phase III of the right-of-way tracking tool to improve overall process management, provide real-time status information and link GIS data to project budgets.</p>
1,2,3,4	<p>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.</p>
1,2,3,4	<p>Developed mobile applications for the right-of-way tool, political jurisdiction viewer and Virtual Tollway. Allowed better management and communications from remote sites.</p>

Exhibit 39-2

Outcomes	Engineering-Maintenance/Traffic Operations - 2015 Accomplishments
1,2,3,4	Partnered with Tollway engineers and the Traffic and Incident Management System (TIMS) center to ensure best practice approaches to roadway maintenance, traffic and capital program implementation and to promote public safety through a continued focus on education, enforcement, engineering and emergency services (DMS). This includes development of Phase 2 of the Statewide Regional Incident Management Training Guide to train both public and private sector incident responders.
1,2,3,4	Continued to enhance safety and mobility in work zones by implementing smart work zones in all major corridors, including the 25-mile Jane Addams Memorial Tollway eastern construction zone. Smart work zones feature portable wireless cameras to monitor construction activity, timely messages about current conditions, and signs reminding motorists of speed limits and the prohibition of handheld device use while driving. Combined with vigorous enforcement including aerial surveillance, we have achieved a steady reduction in crashes.
2,3,4	Development and design of a salt brine system for all maintenance site locations including storage tanks at each. We are currently in the process of procuring two portable, fully programmable salt brine manufacturing trailers that will be installed starting in late 2015.
2,3,4	Continued to implement procedures as required by the Executive Order #11 2009 and exceed expectations for reducing the Tollway's use of petroleum. In addition, the Tollway currently has E-85 fuel available at every maintenance site and the volume used is expected to increase to approximately 120,000 gallons annually.
1,2,3,4	Continued to assist IDOT in training seminars across Northern Illinois, and Tollway field staff and equipment operator/laborers (EO/Ls) are now completing the online version of the training program. Three Central Administration staff members completed the FHWA SHRP2 Incident Management Training (Train the Trainer) program at the National Fire Academy in Maryland.
2,3,4	Continued to advance implementation of the Vendor Managed Inventory (VMI) Program for the acquisition of fleet-related replacement parts and supplies.
Outcomes	Engineering-Program Implementation - 2015 Accomplishments
1,2,3,4	Created or sustained an estimated 30,770 jobs as of August 2015 through capital program expenditures of more than \$2.5 billion. Currently, Engineering is managing nearly 125 active construction contracts and nearly 115 active contracts for professional services.
1,2,3,4	Continued successful implementation of the <i>Move Illinois</i> Program. From inception through the end of August 2015, 258 contracts were awarded, \$3.6 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 established budget and industry standards and at 1.69 percent above contract award amounts.

Outcomes	Engineering-Program Implementation - 2015 Accomplishments
1,2,3,4	<p>Continued implementation of the Congestion-Relief Program (CRP), with \$5.7 billion (97.3 percent) of the program budget committed and 93.5 percent completion (work in place) by the end of August 2015. Work has been delivered on time and within budget, with completed contracts well below established budget and industry standards and 0.12 percent below contract award amounts. From inception through the end of August 2015, the CRP has included 579 contracts. Notable achievements include the overall reduction in travel times due to converting the system to open road tolling; completing the long-desired south extension of I-355 from I-55 to I-80 in Will County; and reconstructing and widening most of the roads systemwide. When complete, more than 90 percent of the system will be rebuilt or rehabilitated.</p>
1,2,3,4	<p>Successfully designed, bid and awarded multiple construction contracts in 2015. Highlights include:</p> <ul style="list-style-type: none"> • Awarded \$252 million in contracts since January for improvements associated with the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project, including: the roadway and bridge reconstruction and widening between Illinois Route 25 and Higgins Road; eastbound roadway and bridge reconstruction and widening between Mannheim Road and the Tri-State Tollway; westbound roadway and bridge reconstruction and widening between Illinois Route 31 and the Fox River; interchange improvements at Barrington Road and Irene Road; and Power and Intelligent Transportation System (ITS) infrastructure as part of the I-90 “Smart Corridor.” The Tollway is advertising 10 additional contracts associated with the I-90 Rebuilding and Widening Project worth up to \$440 million, including: inside Roadway and Bridge Reconstruction and Widening work from Illinois Route 25 to Mannheim Road; Eastbound Bridge Rehabilitation west of Des Plaines River Road to the Kennedy Expressway; and Eastbound Roadway and Bridge Reconstruction from the Elgin Toll Plaza to the Fox River. Remaining improvements for western section of I-90 will include replacing right-of-way fencing west of Mill Road to east of Powers Road and landscaping improvements west of U.S. Route 20 to east of Randall Road. • Awarded \$277 million in contracts since January for improvements associated with the Elgin O’Hare Western Access Project (EOWA) by the end of the year including the major mainline contracts for Illinois Route 390 Wood Dale Road Bridge and advanced earthwork, Illinois Route 390 from Park Boulevard to Arlington Heights Road, Illinois Route 390 from Arlington Heights Road to Lively Boulevard, Illinois Route 390 from Lively Boulevard to Illinois Route 83. By the end of 2015, improvements on the existing Illinois Route 390 from Lake Street to Meacham/Medinah Road and construction of three new ramps from I-290 will be complete.

Exhibit 39-4

Outcomes	Engineering-Program Implementation - 2015 Accomplishments
1,2,3,4	<p>Successfully designed, bid and awarded multiple construction contracts in 2015. Highlights include: <i>(continued)</i></p> <ul style="list-style-type: none"> • Awarded \$166 million in contracts since January for improvements on the Reagan Memorial Tollway (I-88), including roadway resurfacing and bridge rehabilitation from Illinois Route 251 to U.S. Route 52 and roadway resurfacing from U.S. Route 52 to U.S. Route 30. • Awarded more than \$106 million since January for initiating master planning and design studies for master planning and design for reconstruction of the central Tri-State Tollway (I-294) between 95th Street and Balmoral Avenue. • Awarded almost \$8 million since January for systemwide maintenance facility work including demolition, lighting installation and landscaping at Alsip (M-1), parking lot improvements at DeKalb (M-11) and Dixon (M-12) and boiler replacement at various locations. The Tollway has planned to award contracts for additional maintenance facility work including installation of a storage building at Downers Grove (M-14), pavement repairs at Hillside (M-2) and M-14 and salt dome repairs or replacement at various locations. • Awarded \$35 million in contracts since January for systemwide roadway, bridge and facility work including reconstruction of the Mitchell Road Bridge on the Reagan Memorial Tollway (I-88); roadway and structural repairs on the Tri-State Tollway (I-294) between Illinois Route 394 and the Deerfield salt dome; storm sewer cleaning and televising on the Tri-State Tollway (I-294) between Illinois Route 394 and 87th Street; and roadway lighting upgrades and LED retrofit on the Reagan Memorial Tollway (I-88) and HVAC repairs at various toll plazas.
1,2,3,4	<p>Continued to provide support and training for more than 1,600 staff, consultants and contractors on the program-wide, web-based management system (e-Builder) including:</p> <ul style="list-style-type: none"> • Holding more than 50 training classes, training over 460 new users. Expected to hold more than 70 training sessions for over 650 new users by end of 2015. • Developing, testing and implementing 12 new processes for use by Engineering's staff, contractors and consultants to date, including A-15 Approval, Notice of delay, barrier warrant analysis and consultant performance evaluation forms. Expected to implement a total of 18 new e-Builder processes by end of 2015. • Adding and setting up more than 70 new projects thus far. Expected to add/set up 107 new projects by the end of 2015. Maintained records for more than 360 total projects over the course of the year. • Responding to nearly 4,700 support calls to date, an average of nearly 700/month. Expected to respond to over 8,000 calls by end of 2015. • Developing and distributing 22 newsletters informing users of new or revised functionality, tips and tricks and general system and program information.

Exhibit 39-5

Outcomes	Engineering-Program Implementation - 2015 Accomplishments
1,2,3,4	<p>Updated processes and procedures to ensure a consistent approach in program implementation. Highlighted accomplishments include:</p> <ul style="list-style-type: none"> Continued to revise International Organization for Standardization (ISO) management procedures to continuously improve the Tollway's Quality Management System. Continued to implement and/or make improvements to translate ISO management procedures into e-Builder processes to ensure consistency of application across all <i>Move Illinois</i> and CRP projects. These include the non-conformance report (NCR), dispute resolution, time extension request, A-15 approval, and consultant evaluation processes. Prepared for and successfully passed the annual audit by UL/DQS, the ISO certifying entity, thereby maintaining ISO 9001/2008 Certification for the Engineering Department. Prepared a standard operating procedure (SOP) for hiring, a draft SOP for field work tracking, and a record retention procedure for the Tollway's Administration Department.
1,3	<p>Continued to decrease the reviewing and processing turnaround times needed for construction pay estimates (from an average of 13 days for pay estimates processed in December 2014 to an average of 10 days for pay estimates processed in June); consultant invoices (from an average of 56 days for invoices processed in December to an average of 47 days for invoices processed in June); and notices to proceed (from around 78 days for contracts approved in August 2014 to 41 days for contracts approved in April).</p>
2,3,4	<p>Provided staff and assistance to other departments. Staff provided critical functions necessary to each departments' success, such as:</p> <ul style="list-style-type: none"> Providing technical support in maintaining and upgrading the toll collection system. Developing testing protocols for the Tollway's new tolling test site (Business Systems). Providing support for the Tollway's help desk and desktop technicians, as well as the Illinois State Police District 15, and developing and deploying regular technology upgrades (IT). Assisting in developing new incentive programs and initiatives to increase participation on Tollway contracts by small, diverse and veteran-owned firms (Diversity and Strategic Development). Supporting the Tollway Legal Department to reduce contract closeout documentation review time.
2,3,4	<p>Developed reports, presentations, talking points and remarks, maps, graphics and other materials to provide clear, accurate and timely program information to the Board of Directors, program staff, community stakeholders and the media.</p>

Exhibit 39-6

Outcomes	Engineering-Planning - 2016 Goals/Objectives
1,2,3,4	<p>Continue to inform and educate stakeholders, foster cooperation and advance policy initiatives through various public and legislative outreach activities, including:</p> <ul style="list-style-type: none"> • Coordinating with counties, local communities and regional planning and economic development agencies to identify economic development opportunities associated with <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. • Conducting outreach to new members of the Illinois General Assembly and other newly-elected officials concerning <i>Move Illinois</i>. • Establish Central Tri-State Corridor Planning Council and complimentary Environmental Working Group. • Develop education and outreach programs for I-90 Smart Corridor, EOWA Tolling and Central Tri-State.
1,2,3,4	<p>Continue to support sound decision making by:</p> <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.
1,2,3,4	<p>Continue to advance capital planning efforts on a variety of fronts, including:</p> <ul style="list-style-type: none"> • 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. • Initiate a Corridor Planning Council for the Central Tri-State project to establish a broad regional vision for the corridor. • 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.

Exhibit 39-7

Outcomes	Engineering-Planning - 2016 Goals/Objectives
1,2,3,4	<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, EOWA and I-294 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, economic development organizations and environmental advocacy agencies.
1,2,3,4	<p>Advance the Tollway’s commitment to environmental stewardship and sustainability by:</p> <ul style="list-style-type: none"> • 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	<p>Continue efforts to secure right-of-way for the EOWA, I-90 and I-294 projects and expand the right-of-way tracking tool to improve overall process management, provide real-time status information and link GIS data to project budgets.</p>
2,3,4	<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 rural roads.</p>
1,2,3,4	<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>
Outcomes	Engineering-Maintenance/Traffic Operations 2016 Goals/Objectives
1,2,3,4	<p>Continue to partner with Tollway engineers, Traffic and Incident Management System (TIMS) center and ITS group to ensure best practice approaches to traffic incident management, capital program implementation and to promote public safety through a continued focus on education, enforcement, engineering and emergency services. Primary focus next year will be on the delivery of the active traffic management (ATM) corridor on I-90, including developing training programs for operators and field staff; preparing and developing internal software and essential elements necessary to operate the system; participating in public outreach and education campaign for upcoming ATM; and developing an asset management and preventive maintenance program for all ITS infrastructure.</p>
234	<p>Continue to implement procedures as required by the 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 maintenance site and the volume used is expected to increase to approximately 120,000 gallons annually.</p>

Exhibit 39-8

Outcomes	Engineering-Maintenance/Traffic Operations 2016 Goals/Objectives
1,2,3,4	Continue to modernize and enhance technologies with a proactive approach to design engineering, equipment updates and installation and use of national best practices. This includes purchase of a public safety answering point telephone system in order to receive automatic number identification (ANI) and automatic location identification (ALI) on 911 call transfers; and upgrade of the computer-aided dispatch (CAD) system to structured query language (SQL) CAD to further enhance the capabilities of the system and increase its useful life.
2,3,4	Continue to advance implementation of the vendor managed inventory program for the acquisition of fleet-related replacement parts and supplies.
1,2,3,4	Coordinate with IDOT on the transition of full operational responsibilities for the EOWA corridor. Complete site plan work for the sharing of the Biesterfeld IDOT maintenance facility, and move Tollway personnel into a temporary maintenance facility on that site. Implement all ITS and CAD dispatch components, as well as full roadway maintenance, fleet, incident management and H.E.L.P. responsibilities. Provide incident management training to all EOWA emergency responders and towing companies.
2,3,4	Conduct full training and implementation on new salt brine manufacturing systems. All 11 maintenance sites will be fully functional for the 2016/2017 winter season. We will evaluate industry best practices and apply as appropriate to the Tollway's snow and ice program.
Outcomes	Engineering-Program Implementation - 2016 Goals/Objectives
1,2,3,4	<p>Continue to successfully deliver construction projects on time and within budget, including:</p> <ul style="list-style-type: none"> • Completion of the 25-mile eastern segment of I-90 from Elgin to the Tri-State Tollway (I-294), including the continuation of pavement and bridge reconstruction and widening, drainage and electrical work; completion of the Fox River Bridge Project, including bridge reconstruction and widening, bicycle and pedestrian bridge installation and stormwater improvements; completion of several interchange projects on I-90 including Roselle Road, Meacham Road, Barrington Road and Illinois Route 31. • Elgin O'Hare Western Access (EOWA) Project improvements including: opening the first segment of Illinois Route 390 extending from Lake Street to Meacham/Medinah Road for tolling by mid-2016; continuing to successfully deliver construction of the EOWA Project, including construction of the new Illinois Route 390 at I-290 Interchange Project, the easterly extension of Illinois Route 390 and the I-90 at Elmhurst Road Interchange Project. • Completion of roadway resurfacing on I-88 from U.S. Route 30 to U.S. Route 52. • Various systemwide improvements.

Exhibit 39-0

Outcomes	Engineering-Program Implementation - 2016 Goals/Objectives
1,2,3,4	<p>Continue to successfully advance planning and design work for a variety of capital program projects, including:</p> <ul style="list-style-type: none"> • I-90 Rebuilding and Widening Project, crossroad bridge reconstruction and landscaping improvements. • EOWA corridor improvements. • Engineering, environmental and master plan study for the Central Tri-State (I-294) Corridor from 95th Street to Balmoral Avenue. • Identifying systemwide improvements for bridge and retaining wall repairs, signing and striping upgrades and facilities repairs. • I-88 reconstruction between York Road and I-290. • Reconstruction of the east-west connector ramp pavement between I-88 and I-294. • Maintenance facility reconstruction and repairs.
1,2,3,4	<p>Continue to secure Tollway staffing resources and enhance program tools, systems, processes and procedures as needed for successful capital program implementation, including:</p> <ul style="list-style-type: none"> • Implementing all cost/budget and contracting processes, an estimated 10 new processes, including ATP approval, change orders, project budget change requests and contract awards. • Rolling out electronic bidding for Engineering procurement. • Review the new ISO 9001/2015 revised standard (to be issued in September 2015) and begin revising the Tollway's quality management system as required to meet the new standard.
1,3	<p>Promote industry competition and participation in Tollway projects by qualified construction and professional services firms. Coordinate with the American Council of Engineering Companies (ACEC), Illinois Road and Transportation Builders Association (IRTBA), Hispanic American Construction Industry Association (HACIA) and other industry organizations by holding meetings, seminars, training sessions and webinars to provide information, build relationships and help businesses successfully navigate Tollway processes. <i>Move Illinois</i> quarterly meetings will also be held with designers, construction managers and contractors to share information convey the Tollway's expectations and build a collaborative team.</p>

Exhibit 39-10

Department Headcount - Engineering

Position Title	FY2014	FY2015	FY2016
Administration Manager	1	1	1
Assistant Project Manager	2	3	1
Auto Mechanic	54	54	56
Automotive Attendant	2	2	2
Automotive Body Technician	2	2	2
Bridge Inspection Engineer	0	1	1
Budget and Data Administrator	0	1	1
Budget Procurement and Maintenance Systems Manager	1	1	0
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	0	1	1
Construction Contract Supervisor	1	1	1
Contract Administrator	1	2	2
Contract Analyst	0	0	2
Contract Payment Expeditor	4	5	4
Contract Payment Expeditor Supervisor	1	1	1
Data Entry Manager	1	0	0
Deputy Chief of Engineering for Planning	1	1	1
Deputy Chief of Program Controls/Systems Integration	1	1	1
Deputy Chief of Program Implementation	2	2	2
Dispatch Manager	1	1	1
Document and ITS Inventory Technician	0	1	1
Document Control Manager	1	1	1
Document Control Specialist	1	1	1
Engineering Budget and Procurement Manager	0	0	1
Engineering Document Administrator	1	1	1
Engineering Project Analyst	1	0	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	319
Executive Project Engineer	3	3	3
Executive Project Manager	5	5	5
Executive Secretary	4	4	4

Exhibit 40-1

Department Headcount - Engineering

Position Title	FY2014	FY2015	FY2016
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	0	1	1
ITS Field Technician	2	2	2
Land Acquisition Manager	1	1	1
Legislative and Policy Analyst	1	1	1
Maintenance Systems Analyst	1	1	1
Maintenance Systems Support Clerk	1	1	1
Management Operations Specialist	1	1	1
Materials Engineer	2	1	1
Oasis Project Manager	1	1	0
Parts Clerk	14	14	13
Part Time Data Technician	1	1	1
Permit and Utilities Manager	1	1	1
Policy Analyst	1	1	1
Project Manager	4	4	4
Project Manager/Engineering	0	0	2
Property Specialist	1	1	1
Quality Auditor	1	1	1
Quality Manager	0	1	1
Relocation Assistant	1	1	1
Relocation and Acquisition Specialist	1	1	1
Roadway Electrical Manager	1	1	1
Roadway Lighting Laborer	14	13	13
Roadway Maintenance Administrator	0	0	1
Roadway Maintenance District Manager	2	2	2
Roadway Maintenance Manager	1	1	1
Roadway Maintenance Section Manager	11	11	12
Roadway Maintenance Section Supervisor	12	12	13
Roadway Management System Manager	0	1	0

Exhibit 40-2

Department Headcount - Engineering

Position Title	FY2014	FY2015	FY2016
Secretary II	1	1	0
Secretary III	6	5	5
Section Clerk	13	13	16
Senior Contract Payment Expediter	1	1	0
Senior Environmental Planner	1	1	1
Senior Landscape Architect	1	1	1
Senior Manager of Strategic Planning	1	1	1
Senior Project Engineer	7	7	8
Senior Project Manager	4	4	4
Sign Maker Hanger	15	15	15
Sign Shop Manager	1	1	1
Sign Shop Supervisor	1	1	1
Telecommunicator	20	21	21
Traffic and Revenue Analyst	1	1	1
Traffic Operations Center Manager	1	1	1
Traffic Operations Manager	1	1	1
Traffic Operations Technician	6	7	8
Traffic Permit Technician	2	2	2
Transportation Planner	0	1	1
Utility Administrator	1	1	1
Utilities/IGA Coordinator	1	1	1
Utility Technician	3	2	2
Web-Based Project Management Systems Manager	1	1	1
Welder	6	6	6
TOTAL	605	612	627

Exhibit 40-3

Executive Office and Directors

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

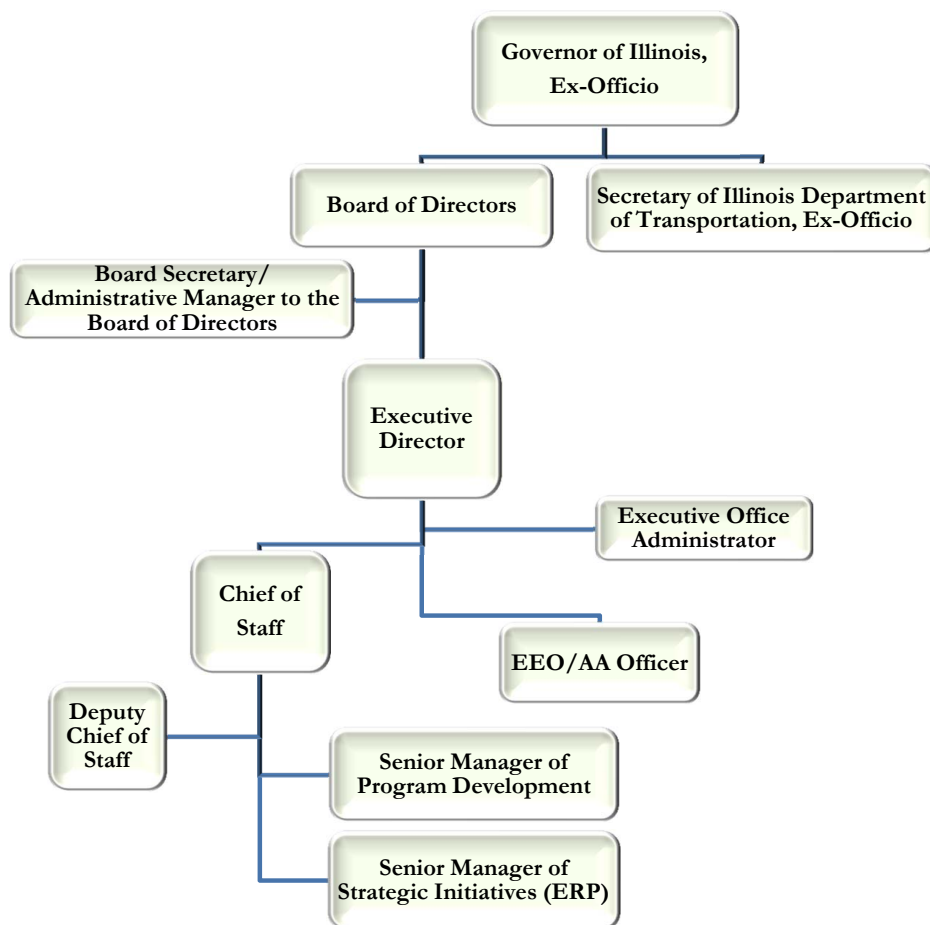


Exhibit 41

Departmental Budgets and Narratives

DEPARTMENT BUDGET					
EXECUTIVE OFFICE AND DIRECTORS Major Account Description	2014 Actual Expenditures	2015 Budget	2016 Request	\$ Change from 2015 Budget	% Change from 2015 Budget
Salary and Wages	\$927,964	\$954,489	\$933,800	(\$20,689)	-2.2%
FICA and Retirement	432,266	492,698	497,300	4,602	0.9%
Payroll Sub-Total	\$1,360,230	\$1,447,187	\$1,431,100	(\$16,087)	-1.1%
Outside Services	81,695	138,000	110,000	(28,000)	-20.3%
Dues, Books and Subscriptions	35,039	36,350	40,400	4,050	11.1%
Travel and Subsistence	5,725	12,600	12,600	-	0.0%
Other Expenses	35,501	36,000	9,000	(27,000)	-75.0%
Supplies - Office	3,179	4,500	6,000	1,500	33.3%
Employee Training	1,962	2,250	2,300	50	2.2%
Advertising and Promotion	429	1,500	1,500	-	0.0%
Other Capital Equipment	-	1,250	1,300	50	4.0%
Supplies - Operational	10	600	1,000	400	66.7%
Postage and Express	227	1,000	1,000	-	0.0%
Printing and Publications	66	750	800	50	6.7%
Office Equipment	-	500	500	-	0.0%
DEPARTMENT TOTAL	\$1,524,064	\$1,682,487	\$1,617,500	(\$64,987)	-3.9%

Exhibit 42

The fiscal year 2016 Budget request is \$1.6 million, a decrease of \$65 thousand or 3.9 percent below the fiscal year 2015 Budget amount. Total payroll is \$1.4 million and includes six positions.

Maintenance and Operations Highlights

- Salaries decreased by \$21 thousand compared to the 2015 Budget. This decrease is due to the reduction of a support staff position, partially offset by salary and wage adjustments.
- FICA and Retirement increased by \$5 thousand due to an increase in the average SERS pension contribution rate.
- Outside Services decreased \$28 thousand reflecting historic spending and 2016 need.
- Other Expenses decreased by \$27 thousand based on 2016 need.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes	Executive Office and Directors - 2015 Accomplishments
1,2,3,4	Led completion of year four of <i>Move Illinois: The Illinois Tollway Driving the Future</i> , a 15-year, \$12 billion capital program. 2015 again was the largest one-year infrastructure investment in the Tollway's history.
1,2,3,4	Continued leadership in the implementation of the Congestion-Relief Program (CRP), with \$5.7 billion (97.3 percent) of the program budget committed and 93.5 percent completion (work in place) by the end of August 2015. Work has been delivered on time and within budget, with completed contracts well below established budget and industry standards and 0.12 percent below contract award amounts.
1,2,3,4	Continued to lead the close of the funding gap in EOWA Project funding through Congestion Mitigation Air Quality (CMAQ) sponsored projects, land donation and through ongoing efforts with local municipalities.
1,2,3,4	Led the continued advancement of capital planning efforts including the technical and financial feasibility of the Illinois Route 53/120 Project and the coordination with local agencies to identify opportunities to leverage investments associated with the <i>Move Illinois</i> Program to promote economic development opportunities.

Outcomes	Executive Office and Directors - 2015 Accomplishments
1,2,3,4	<p>Led the design, bid and award of multiple construction contracts in 2015 including:</p> <ul style="list-style-type: none"> • Awarded \$252 million in contracts since January for improvements associated with the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project, including: the roadway and bridge reconstruction and widening between Illinois Route 25 and Higgins Road; eastbound roadway and bridge reconstruction and widening between Mannheim Road and the Tri-State Tollway; westbound roadway and bridge reconstruction and widening between Illinois Route 31 and the Fox River; interchange improvements at Barrington Road and Irene Road; and Power and Intelligent Transportation System (ITS) infrastructure as part of the I-90 “Smart Corridor.” The Tollway is advertising 10 additional contracts associated with the I-90 Rebuilding and Widening Project worth up to \$440 million, including: inside Roadway and Bridge Reconstruction and Widening work from Illinois Route 25 to Mannheim Road; Eastbound Bridge Rehabilitation west of Des Plaines River Road to the Kennedy Expressway; and Eastbound Roadway and Bridge Reconstruction from the Elgin Toll Plaza to the Fox River. Remaining improvements for western section of I-90 will include replacing right-of-way fencing west of Mill Road to east of Powers Road, and landscaping improvements west of US 20 to east of Randall Road. • Awarded \$277 million in contracts since January for improvements associated with the Elgin O’Hare Western Access Project (EOWA) by the end of the year including the major mainline contracts for Illinois Route 390 Wood Dale Road Bridge and advanced earthwork, Illinois Route 390 from Park Boulevard to Arlington Heights Road, Illinois Route 390 from Arlington Heights Road to Lively Boulevard, Illinois Route 390 from Lively Boulevard to Illinois Route 83. By the end of 2015, widening of existing Illinois Route 390 from Lake Street to Meacham/Medinah Road and construction of three new ramps from I-290 will be complete. • Awarded \$166 million in contracts since January for improvements on the Reagan Memorial Tollway (I-88), including roadway resurfacing and bridge rehabilitation from Illinois Route 251 to U.S. Route 52 and roadway resurfacing from U.S. Route 52 to U.S. Route 30. • Awarded more than \$106 million since January for initiating master planning and design studies for reconstruction of the central Tri-State Tollway (I-294) between 95th Street and Balmoral Avenue. • Awarded almost \$8 million since January for systemwide maintenance facility work including demolition, lighting installation and landscaping at Alsip (M-1), parking lot improvements at DeKalb (M-11) and Dixon (M-12) and boiler replacement at various locations. The Tollway has planned to award contracts for additional maintenance facility work including installation of a storage building at Downers Grove (M-14), pavement repairs at Hillside (M-2) and M-14 and salt dome repairs or replacement at various locations.

Exhibit 43-2

Outcomes	Executive Office and Directors - 2015 Accomplishments
1,2,3,4	<p>Led the design, bid and award of multiple construction contracts in 2015 including (continued):</p> <ul style="list-style-type: none"> Awarded \$35 million in contracts since January for systemwide roadway, bridge and facility work including reconstruction of the Mitchell Road Bridge on the Reagan Memorial Tollway (I-88); roadway and structural repairs on the Tri-State Tollway (I-294) between Illinois Route 394 and the Deerfield salt dome; storm sewer cleaning and televising on the Tri-State Tollway (I-294) between Illinois Route 394 and 87th Street; and roadway lighting upgrades and LED retrofit on the Reagan Memorial Tollway (I-88) and HVAC repairs at various Toll Plazas.
1,3	<p>Led the continued 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.</p>
1,3	<p>Led the procurement of Automatic Toll Payment Machines (ATPMs). The RFP will procure new ACMs on an initial testing basis, followed by a full purchase for system-wide ACM replacement.</p>
3	<p>Led completion of the fourth bond financing of the <i>Move Illinois</i> Program, an issuance of \$400 million in senior revenue bonds, the first of two new-money bond issues in 2015 expected to total \$800 million to finance <i>Move Illinois</i> Program project costs. Combined with the bond financing in 2013 and two bond financings in 2014, the total bond-financed <i>Move Illinois</i> Program funding is \$1.88 billion at an average yield to call of 3.6 percent and an average yield to maturity of 4.2 percent.</p>
Outcomes	Enterprise Resource Planning - 2015 Accomplishments
3	<p>Completed ERP 'To-Be' and interface system design diagram.</p>
3	<p>Completed the risk assessment for ERP use of SAP software and instance.</p>
3	<p>Completed the schedule for ERP business area implementation.</p>
3	<p>Completed the plan and procedure on on-boarding and orientation of incoming Systems implementation team.</p>
Outcomes	Executive Office and Directors - 2016 Goals/Objectives
1,2,3,4	<p>Continue to provide leadership for promoting a safe and efficient system of toll-supported highways while ensuring the highest possible level of customer service.</p>
1,2,3,4	<p>Continue to lead the advancement of the agency's goals including: increasing employment and attracting, retaining and growing businesses; improving infrastructure safety; supporting basic functions of government; and promoting environmental responsibility and culture.</p>
1,2,3,4	<p>Lead implementation of year five of <i>Move Illinois: The Illinois Tollway Driving the Future</i>, the Tollway's 15 year, \$12 billion capital program.</p>

Exhibit 43-3

Outcomes	Executive Office and Directors - 2016 Goals/Objectives
1,2,3,4	Lead the issuance of bonds to finance an additional portion of the <i>Move Illinois</i> Program at or below planned costs, including the issuance of approximately \$300 million in early 2016 and an additional approximate \$300 million later in 2016.
3	Lead the launching of the Tollway's new back office electronic tolling system to replace the I-PASS account management, violations management and reciprocity management currently performed within the custom RITE system.
1,2,3,4	Lead the education of stakeholders, fostering cooperation and advancing policy initiatives through various public and legislative outreach activities. Lead the advancement of capital planning efforts on a variety of fronts, including initiating a Corridor Planning Council for the Central Tri-State project to establish a broad regional vision for the corridor and coordinating with local agencies to identify opportunities to leverage investments associated with the <i>Move Illinois</i> Program to promote economic development opportunities.
3	Lead the testing of new Automatic Toll Payment Machines (ATPMs).
2,3	Lead the investigation to improve toll payment options – and communication of those options – to rental car drivers. This includes new payment methods, including improved grace period tolls (with mobile access), a new license plate debt search functionality, and a new requirement that rental car companies display our signage at their locations.
3	Lead the implementation and finalization of a new ERP system, including the finalization of the technical function configuration and testing of finance and procurement business areas.
1,2,3,4	Lead the investigation of the reduction of electrical consumption through projects that will retrofit all plaza canopy lighting system wide, parking lot lighting at CA, all interior lighting at CW, and all lane indicator lighting and the reduction of gas consumption through energy efficient boiler and furnace replacement at plazas and maintenance sites systemwide.
Outcomes	Enterprise Resource Planning - 2016 Goals/Objectives
3	Finalize the technical function configuration and testing of Finance and Procurement business areas on the development and testing instance.
3	Conduct the training on ERP Finance and Procurement business areas.
3	Go-Live with ERP Finance and Procurement business areas on production instance.
3	Initiate the technical function configuration and testing of Human Services and Engineering business areas on the development and testing instance.

Exhibit 43-4

Department Headcount - Executive Office and Directors			
<u>Position Title</u>	<u>FY2014</u>	<u>FY2015</u>	<u>FY2016</u>
Administrative Manager to the Board	1	1	1
Chief of Staff	1	1	1
Deputy Chief of Staff	1	1	1
Executive Administrator	0	0	1
Executive Director	1	1	1
Executive Secretary	2	2	0
Senior Manager of Program Development	1	1	1
TOTAL	7	7	6

Exhibit 44

Finance

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

Finance oversees the following functions:

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

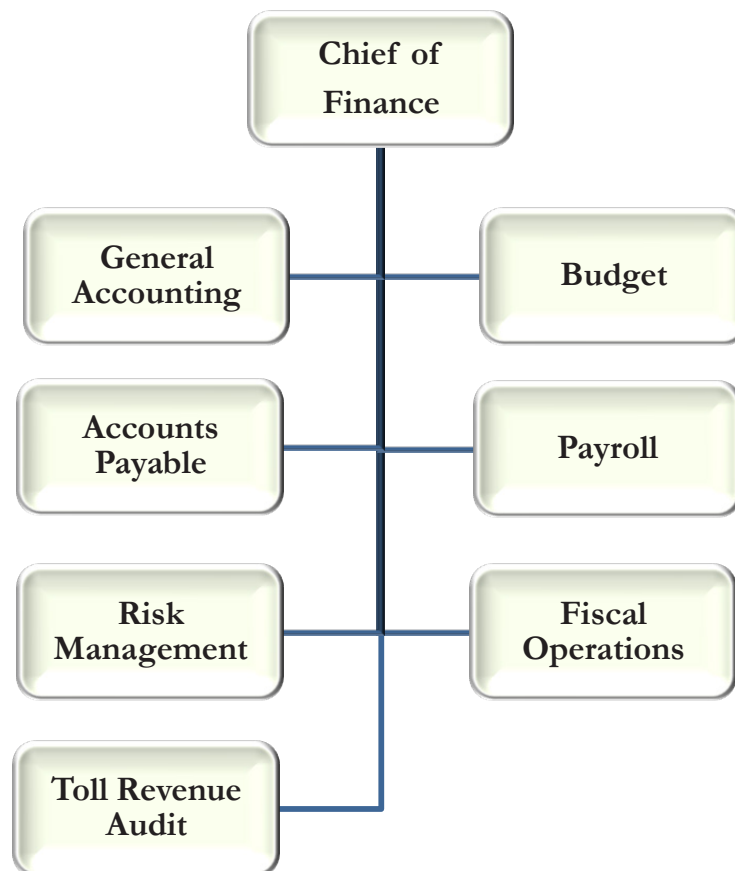


Exhibit 45

DEPARTMENT BUDGET					
FINANCE	2014 Actual	2015	2016	\$ Change from 2015 Budget	% Change from 2015 Budget
Major Account Description	Expenditures	Budget	Request		
Salary and Wages	\$2,747,901	\$2,848,154	\$2,798,000	(\$50,154)	-1.8%
FICA and Retirement	1,383,226	1,469,673	1,489,800	20,127	1.4%
Payroll Sub-Total	\$4,131,127	\$4,317,827	\$4,287,800	(\$30,027)	-0.7%
Employee Group Insurance	26,103,501	30,303,065	33,110,300	2,807,235	9.3%
Workers' Compensation Insurance	8,933,122	9,671,300	8,931,400	(739,900)	-7.7%
Property Insurance	2,383,825	2,776,500	3,133,300	356,800	12.9%
Outside Services	3,259,962	3,075,000	3,075,000	-	0.0%
Bank Charges	42,042	125,000	75,000	(50,000)	-40.0%
Bond Trustee	40,063	100,000	50,000	(50,000)	-50.0%
Supplies - Office	24,071	25,000	24,500	(500)	-2.0%
Postage and Express	18,943	20,010	20,000	(10)	0.0%
Dues, Books and Subscriptions	3,130	7,000	7,000	-	0.0%
Employee Training	1,772	6,000	6,000	-	0.0%
Office Equipment-Maintenance	-	3,000	3,000	-	0.0%
Travel and Subsistence	1,469	3,000	2,700	(300)	-10.0%
Printing and Publications	1,474	2,500	2,500	-	0.0%
Other Expenses	1,267	1,500	1,500	-	0.0%
Office Equipment	1,680	1,000	1,000	-	0.0%
Supplies - Operational	247	250	300	50	20.0%
Sub-Total	\$44,947,695	\$50,437,952	\$52,731,300	\$2,293,348	4.5%
Recovery of Expenses	(108,271)	(110,000)	(110,000)	-	0.0%
DEPARTMENT TOTAL	\$44,839,423	\$50,327,952	\$52,621,300	\$2,293,348	4.6%

Exhibit 46

The fiscal year 2016 Budget request is \$52.6 million, an increase of \$2.3 million or 4.6 percent above the fiscal year 2015 Budget amount. Total payroll is \$4.3 million and includes 56 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$50 thousand compared to the 2015 Budget. This decrease reflects phasing of vacancies, partially offset by salary and wage adjustments.
- FICA and Retirement increased by \$20 thousand due to an increase in the average SERS pension contribution rate.

- Employee Group Insurance increased by \$2.8 million based on projected employee enrollment and the rising cost of health care including additional increases required by collective bargaining agreements. This account includes group medical, dental, optical and life, as well as retiree health and life insurance.
- Workers' Compensation Insurance decreased by \$740 thousand compared to the 2015 budgeted amount and is based on the latest actuarial study completed in July 2015.
- Property Insurance increased by \$357 thousand due to the increase in replacement cost value driven by new structures. This account category also covers buildings, bridges, vehicles and other liability insurance.
- Bank Charges and Bond Trustee categories reduced by a total of \$100 thousand based on historic spending.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes	Finance-Accounting and Budget - 2015 Accomplishments
3	<p>Improved operational efficiencies, internal controls, service levels and accountability, and monthly and quarterly reporting as a result of the following enhancements:</p> <ul style="list-style-type: none"> • Continued processing vendor invoices efficiently resulting in an average finance processing time of 22 days for consulting invoices. Processed approximately 1,100 operational payments a month. • Continued the monthly expense review to ascertain reasonableness of booked balances. • Began implementation of Microsoft Dynamics to improve financial reporting. • Provided oversight on the ECP program to validate the bid credits earned and used by contractors. Helped the Diversity department to establish new procedures on the ECP program that provides oversight to this program. • 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.
2	Worked on new Accenture Tolling Solutions (ATS) system with Business Systems and other key departments.
3	General Accounting was able to meet quarterly financial reporting deadlines and provide the 2014 audit reports by the due date imposed by the Illinois Auditor General. The Auditor General's release of the audit was the earliest in recent Tollway history.

Exhibit 47-1

Outcomes Finance-Accounting and Budget - 2015 Accomplishments	
3	Received the Government Finance Officers Association (GFOA) Certificate of Financial Reporting Excellence for the 18th consecutive year.
3	<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 oases Customer Service Center audits. Assessed policies and procedures in the areas reviewed to ensure that state funds are properly secured, accounted for, deposited and reported.
3	Worked with the IT and ITS groups to configure, test, and maintain 2 new digital recording systems, recording over 600 audit/security cameras.
3	Support the Tollway's effort to implement an enterprise resource planning system.
3	Initiated RFI process to obtain services to permit filing unclaimed property reports in all required states.
3	Met required deadlines for quarterly financial review (QFR) preparation.
Outcomes Finance-Risk Management - 2015 Accomplishments	
2	<p>Work with insurance brokers and their loss control personnel seeking methods to improve safety in agency operations and Tollway data.</p> <ul style="list-style-type: none"> Risk Management has worked with our brokers as they evaluate the insurance losses for methods to better control the potential risk of loss. A new cyber liability program was initiated January 1, 2015, with the agency expecting an evaluation of our cyber control within the policy term.
2,3	<p>Evaluate and modify as needed procedures and processes used for confirmation and continued review of insurance documentation for contractors. Final procedures will be memorialized.</p> <ul style="list-style-type: none"> During the fast pace construction seasons, the review of construction insurance specifications have been maintained with many risk evaluations of projects for modifications of needed coverages. Agency has implemented the requirement of Contractors pollution liability as a standard coverage for all road construction contracts. Modifications have been made for smaller, projects based on the evaluation of the risk. Final written procedures are planned for completion this fiscal year.

Outcomes	Finance-Debt and Investment Management - 2015 Accomplishments
3	Complete the fourth bond financing of the <i>Move Illinois</i> Program, an issuance of \$400 million in senior revenue bonds. It is the first of two new-money bond issues in 2015 expected to total \$800 million to finance <i>Move Illinois</i> Program project costs. The average yield to call of the bond issue was 3.8 percent, and the average yield to maturity was 4.3 percent. The bonds were issued as fixed-rate revenue bonds with principal amortization ranging from January 1, 2027 through January 1, 2040, and are rated “Aa3,” “AA-” and “AA-” by Moody’s Investors Service, Standard & Poor’s and Fitch Ratings, respectively. Combined with the bond financing in 2013 and two bond financings in 2014, the total bond-financed <i>Move Illinois</i> Program funding is \$1.88 billion at an average yield to call of 3.6 percent and an average yield to maturity of 4.2 percent.

Outcomes	Finance-Accounting and Budget - 2016 Goals/Objectives
3	<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"> • Produce 2015 GAAP financial statement using the Microsoft Dynamics application. • Develop a monthly financial report. • Continue to process vendor invoices more efficiently and timely. • Continue to process invoices timely and accurately. • Continue to improve the accuracy of the M and O monthly accrual process. • Strive to complete monthly accounting closes by the end of the third week following month end in order to achieve more timely financial reporting. • Develop a systematic method to track and record intergovernmental agreement activity.
3	Provide video surveillance support for the Tollway in order to protect assets, personnel, and revenues collected.
3	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.
2	Work with Business Systems and other departments to implement the Accenture Tolling Solutions system. Includes post Go Live items.
3	Support the Tollway’s effort to implement an enterprise resource planning system.
3	Work on back-office system development.

Exhibit 47-3

Outcomes	Finance-Accounting and Budget - 2016 Goals/Objectives
3	<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, IT 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 IT to understand and assist in planning for investments in new technology and maintenance of existing equipment to support Tollway functions.
Outcomes	Finance-Risk Management - 2016 Goals/Objectives
3	<p>Establish contracts for insurance broker services for the liability and property insurance needs of the agency. The intent is to allow for greater involvement in the procurement process while obtaining insurance coverage that is in the best interest of the agency.</p>
3	<p>Working with the employee benefits/workers' compensation areas and the outside claims administrator for workers' compensation, continue to work on ways to provide the needed services for our injured employees while seeking ways to obtain discounts for required medical services and lessen the length of disability. The goal is to return employees to full time work status.</p>
Outcomes	Finance-Debt and Investment Management 2016 Goals/Objectives
3	<p>Meet regulatory and investor reporting requirements and continuing disclosure obligations.</p>
3	<p>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 \$300 million on May 1, 2016, and an additional approximate \$300 million on November 1, 2016. The bond issuance timing will depend on rate of capital spending and market conditions.</p>
3	<p>Continue to monitor the market for opportunities to reduce debt service by refunding outstanding bonds, including the Tollway's Series 2008B Bonds.</p>
3	<p>Continue to monitor the market for 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.</p>
3	<p>Monitor opportunities to increase investment returns on trustee-held bond proceeds and other funds, without compromising the two primary objectives of ensuring safety of principal and meeting liquidity needs.</p>

Exhibit 47-4

Department Headcount - Finance			
<u>Position Title</u>	<u>FY2014</u>	<u>FY2015</u>	<u>FY2016</u>
Accountant	2	2	2
Accounts Payable Representative	5	6	6
Assistant Supervisor Accounts Payable	1	1	1
Budget Analyst	1	1	1
Budget/General Accounting Clerk	1	1	1
Capital Finance Analyst	0	1	1
Capital Budget Analyst	2	2	2
Capital Budget Manager	1	1	1
Capital Budget Specialist	1	0	0
Cashier	1	1	1
Cashier Supervisor	1	1	1
Cashier/General Accounting Assistant	3	3	3
Chief Accountant	2	2	2
Chief of Finance	1	1	1
Claims Adjuster	1	1	1
Controller	1	1	1
Construction Insurance Analyst	1	1	1
Deputy Chief of Finance	1	1	1
Debt Manager	0	1	1
Disbursement Control Supervisor	1	1	1
Emergency Services Collection Analyst	1	1	1
Executive Secretary	1	1	1
Financial Planning Analyst	1	1	1
Fiscal Operations Manager	1	1	1
Insurance Claims Supervisor	1	1	1
Insurance Risk Manager	1	1	1
M and O Budget Manager	1	1	0
Manned Lanes Control Clerk	1	1	1
Payroll Analyst	4	4	4
Payroll Manager	1	1	1
Payroll Supervisor	1	1	1
Project Accountant	2	2	3
Project Administrator	1	1	2
Property Recovery Analyst	1	1	1
Secretary III	1	1	1
Senior Accountant	5	5	4
Senior Financial Analyst	1	1	1
Toll Audit Clerk	1	0	0
Toll Audit Manager	1	1	1
Toll Audit Supervisor	1	1	1
TOTAL	55	56	56

Exhibit 48

Information Technology Department

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

Information Technology oversees the following functions:

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

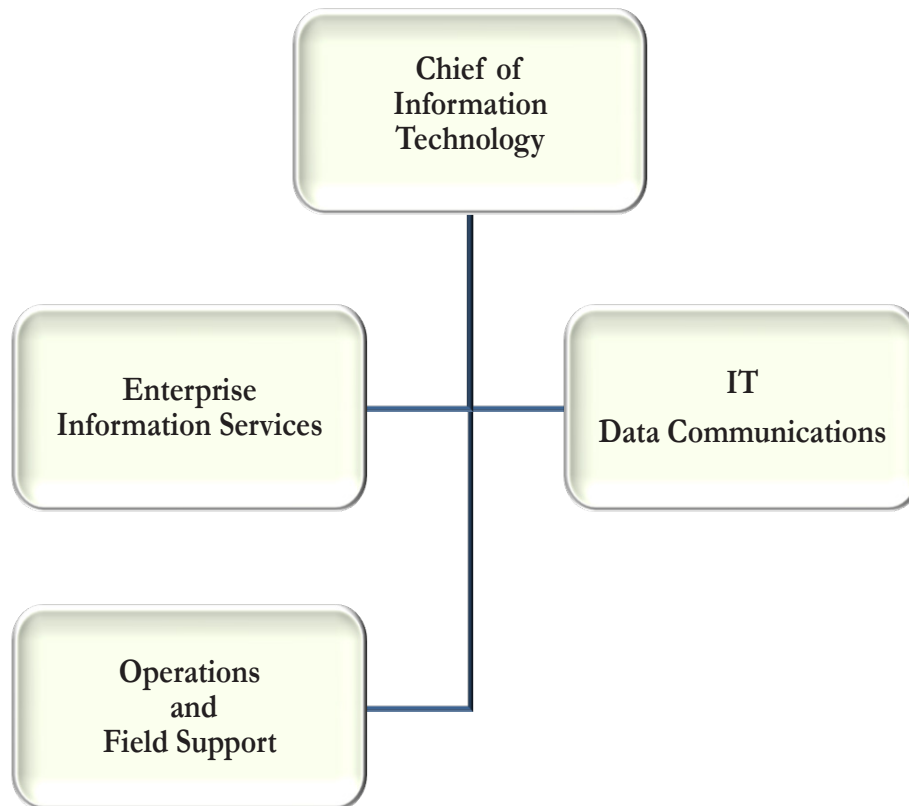


Exhibit 49

Departmental Budgets and Narratives

DEPARTMENT BUDGET					
INFORMATION TECHNOLOGY	2014	2015	2016	\$ Change	% Change
Major Account Description	Actual Expenditures	Budget	Request	from 2015 Budget	from 2015 Budget
Salary and Wages	\$3,505,343	\$4,333,096	\$4,169,600	(\$163,496)	-3.8%
FICA and Retirement	1,729,172	2,236,703	2,220,200	(16,503)	-0.7%
Payroll Sub-Total	\$5,234,515	\$6,569,799	\$6,389,800	(\$179,999)	-2.7%
Office Equipment-Maintenance	2,595,783	3,103,781	4,500,000	1,396,219	45.0%
Consulting Services	2,923,507	4,166,220	1,580,200	(2,586,020)	-62.1%
Contracted Maintenance Service	853,728	840,000	840,000	-	0.0%
Telephone and Telegraph	1,028,488	1,070,436	808,500	(261,936)	-24.5%
Replacement Parts	169,463	180,000	150,000	(30,000)	-16.7%
Supplies - Operational	88,320	84,000	84,000	-	0.0%
Materials - Operational	34,890	40,000	40,000	-	0.0%
Employee Training	6,946	80,000	30,000	(50,000)	-62.5%
Outside Services	4,717	170,000	30,000	(140,000)	-82.4%
Supplies - Office	9,497	26,000	15,200	(10,800)	-41.5%
Tools and Equipment	5,765	18,000	8,000	(10,000)	-55.6%
Office Equipment	-	1,700	6,700	5,000	294.1%
Other Capital Equipment	(80,310)	11,000	5,100	(5,900)	-53.6%
Travel and Subsistence	3,577	6,000	4,000	(2,000)	-33.3%
Printing and Publications	1,257	2,050	1,500	(550)	-26.8%
Uniforms and Accessories	2,571	2,600	1,300	(1,300)	-50.0%
Building Equipment	323	400	1,000	600	150.0%
Other Expenses	172	2,000	900	(1,100)	-55.0%
Postage and Express	239	1,500	700	(800)	-53.3%
Dues, Books and Subscriptions	316	1,600	500	(1,100)	-68.8%
DEPARTMENT TOTAL	12,883,763	16,377,086	14,497,400	(1,879,686)	-11.5%

Exhibit 50

The fiscal year 2016 Budget request is \$14.5 million, a decrease of \$1.9 million, or 11.5 percent below the fiscal year 2015 Budget. Total payroll is \$6.4 million and includes 68 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$163 thousand compared to the 2015 Budget. This decrease reflects phasing of vacancies, partially offset by salary and wage adjustments.
- FICA and Retirement decreased by \$17 thousand due to an increase in the average SERS pension contribution rate.
- Office Equipment-Maintenance increased by \$1.4 million for new and ongoing software maintenance including the Accenture Tolling Solutions system, internal auditing, Smartnet, Microsoft Assurance, EMC and Oracle. In addition, this category includes Unisys mainframe, Kronos and Datawatch (cold storage for the mainframe reports).
- Consulting Services decreased by \$2.6 million partially due to anticipated ERP implementation costs being funded in the capital program. In addition, Web/e-Commerce services will be part of the Accenture Tolling Solutions functionality.
- Telephone costs decreased by \$262 thousand as the department is able to reconfigure and consolidate existing data circuit lines to eliminate the cost for a new line for the Accenture Tolling Solutions system. Expenses in this category include telephone/voice mail maintenance and annual systemwide T1/circuit costs.
- Outside Services decreased by \$140 thousand based on historic spending and current needs.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes	Information Technology - 2015 Accomplishments
3	Completed replacement of telecommunication end-of-life batteries.
3	Completed the work to upgrade and expand the primary data center.
3	Replacement of telecommunication testing equipment and software.
3	Completed upgrade and replacement of dispatch consoles, to include computers, microphones, foot pedals, software, logging recorders.
1,2	Completed build-out of required Accenture Tolling Solutions (ATS) infrastructure.
2,3	Completed comprehensive security assessment and remediation activities.
2,3	Implemented Phase 1 of the corporate edge capability that provides secure remote access to the Tollway network resources.
2,3	Completed build-out of infrastructure for secure smartphone communications.

Exhibit 51-1

Outcomes	Information Technology - 2016 Goals/Objectives
2	Upgrade the Tollway's enterprise voice-over-internet-protocol (VoIP) system replacing the legacy private branch exchange (PBX) telephone system.
2	Design, configure and deploy a network operations center (NOC).
2,4	Replace obstruction lighting on Tollway communications towers with current technology.
2	Replacement of the statewide radio communications system (Starcom21).
2,4	Upgrade the Tollway's roadway fiber optical wide-area network infrastructure.
2,3	Complete migration from Blackberry smartphones to iPhones.
2	Upgrade Uninterruptible Power Supply (UPS) infrastructure for roadway.
2	Implement Phase 2 infrastructure to provide secure remote access to the Tollway network resources.
2	Continue to support Tollway Enterprise initiatives such as Accenture Tolling Solutions (ATS) and Enterprise Resource Planning (ERP).
2	Continue to perform security assessments, remediation activities and enhancements.

Exhibit 51-2

Department Headcount - Information Technology

<u>Position Title</u>	<u>FY2014</u>	<u>FY2015</u>	<u>FY2016</u>
Antenna Specialist	2	2	2
Application Developer	1	2	2
Application Developer Manager	0	1	1
Chief of Information Technology	1	1	1
Communications Equipment Operator	1	1	1
Computer Operator	1	1	1
Customer Service Supervisor	0	0	0
Data Center Operations Manager	1	1	1
Database Administrator	1	1	1
Deputy Chief of Business Systems	1	1	1
Deputy Chief of IT - Infrastructure and Development	1	1	1
Deputy Chief of Security	0	1	1
Deputy Manager Strategic Initiatives	1	1	1
Desktop Support Technician	3	3	3
Enterprise Application Support	1	2	2
Enterprise Information Services Manager	1	1	1
Executive Secretary	1	1	1
Field Network Technician	4	5	5
Field Operations Manager	1	1	1
Inventory Control Clerk	1	1	1
IT Business Development Coordinator	1	1	1
IT Projects Coordinator	1	0	0
IT Security Manager	1	0	0
Mobile Bench Technician	2	2	2
Mobile Installer	3	3	3
Mobile Shop Manager	1	1	1
Network Administrator	1	1	0
Network Manager Cisco	1	1	1
Network Specialist Cisco	1	1	1
Network Support Manager	1	1	1
Network Technician Cisco	1	1	1
Network Operations Manager	1	1	1
Network Operations Operator	1	1	1
Operations and Customer Support Manager	1	0	0
PBX Technician	1	1	1
Project Manager	3	3	3
Secretary III	2	2	2
Security Administrator	1	1	1
Senior Computer Operator	2	2	2
Senior Manager of Strategic Initiatives	1	1	1
Senior Network Administrator	2	2	2

Exhibit 52-1

Department Headcount - Information Technology

<u>Position Title</u>	FY2014	FY2015	FY2016
System Administrator	2	2	3
System Technician I	4	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	0	0
TOTAL	68	68	68

Exhibit 52-1

Office of the Inspector General

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

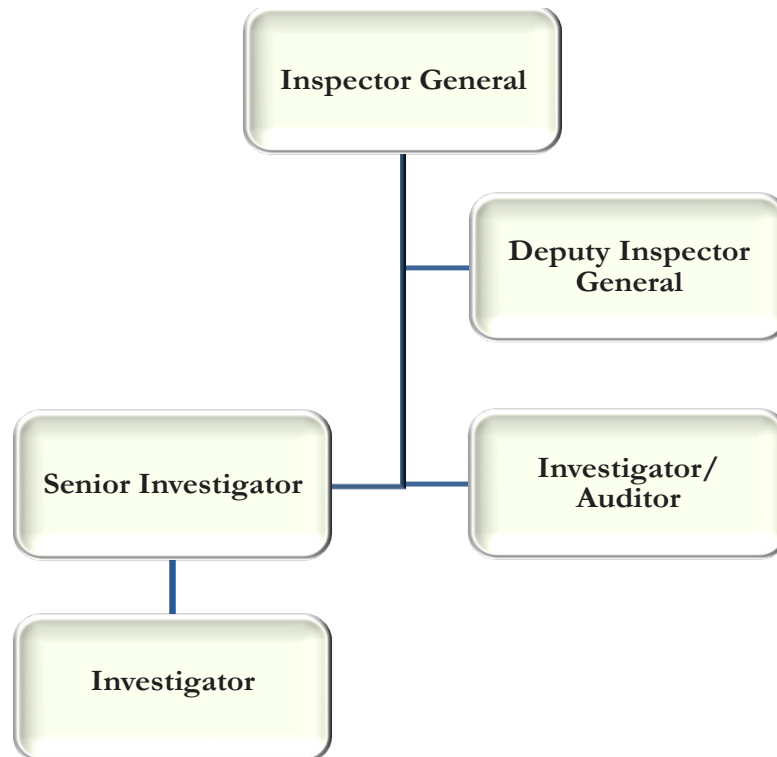


Exhibit 53

Departmental Budgets and Narratives

DEPARTMENT BUDGET					
OFFICE OF THE INSPECTOR GENERAL Major Account Description	2014 Actual Expenditures	2015 Budget	2016 Request	\$ Change from 2015 Budget	% Change from 2015 Budget
Salary and Wages	\$516,177	\$570,724	\$582,300	\$11,576	2.0%
FICA and Retirement	251,982	294,602	310,000	15,398	5.2%
Payroll Sub-Total	768,159	865,326	892,300	26,974	3.1%
Office Equipment-Maintenance	6,510	6,510	6,500	(10)	-0.2%
Dues, Books and Subscriptions	3,183	6,000	6,000	-	0.0%
Employee Training	2,415	4,000	4,000	-	0.0%
Travel and Subsistence	1,850	3,000	3,000	-	0.0%
Supplies - Office	1,300	1,500	1,500	-	0.0%
Postage and Express	873	750	800	50	6.7%
Office Equipment	-	750	800	50	6.7%
Printing and Publications	-	100	100	-	0.0%
Supplies - Operational	66	100	100	-	0.0%
Tools and Equipment	-	100	100	-	0.0%
DEPARTMENT TOTAL	\$784,355	\$888,136	\$915,200	\$27,064	3.0%

Exhibit 54

The fiscal year 2016 Budget request is \$915 thousand, an increase of \$27 thousand or three percent above the fiscal year 2015 Budget amount. Total payroll is \$892 thousand and includes six positions.

Maintenance and Operations Highlights

- Salaries increased by \$12 thousand compared to the 2015 Budget. This increase reflects salary adjustments, partially offset by the phasing of one position.
- FICA and Retirement increased by \$15 thousand due to an increase in the average SERS pension contribution rate.
- Most operating costs for non-payroll categories remained at the 2015 budgeted levels.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes		Inspector General - 2015 Accomplishments
2,3		Provided to the Chairman, Board of Directors, executive staff, the Illinois Governor and the General Assembly appropriate notice of office investigative accomplishments.
2,3		Conducted detailed investigations regarding toll collection procedures resulting in restitution of amounts owed to the Tollway and recommendations for improved procedures, employee performance issues and improved management.
1,2,3		As official law enforcement liaison for the Tollway. Provided investigative assistance to outside law enforcement agencies to facilitate investigative and prosecutorial efforts.
1,2,3		Conducted detailed investigation of systemwide utilities service and use resulting in recommendations for improvements and lowering expenses.
1,2,3		Provided investigative assistance with state and federal agencies regarding roadway construction compliance/noncompliance.

Outcomes		Inspector General - 2016 Goals/Objectives
2,3		Provide appropriate notice of office investigative accomplishments to the Chairman, Board of Directors, executive staff, the Illinois Governor and the General Assembly.
2,3		Preserve and protect Tollway employee and program integrity.
2,3		Promote economy, efficiency and effectiveness in Tollway programs and operations.
2,3		Promote improved Tollway management regarding significant and/or planned matters.

Exhibit 55

Department Headcount - Office of the Inspector General			
<u>Position Title</u>	<u>FY2014</u>	<u>FY2015</u>	<u>FY2016</u>
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

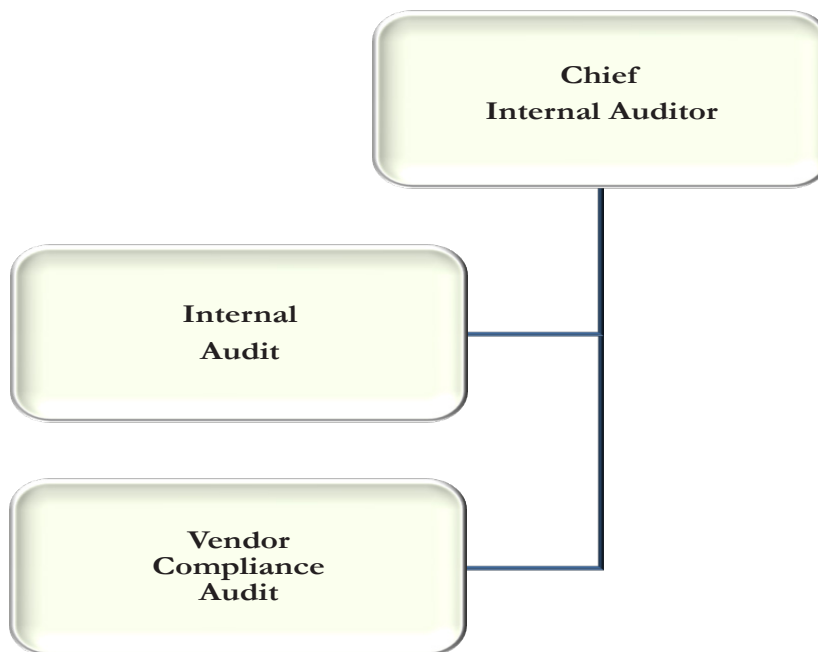


Exhibit 57

Departmental Budgets and Narratives

DEPARTMENT BUDGET					
INTERNAL AUDIT	2014 Actual	2015 Budget	2016 Request	\$ Change from 2015 Budget	% Change from 2015 Budget
Major Account Description	Expenditures	Budget	Request		
Salary and Wages	\$446,087	\$553,427	\$589,300	\$35,873	6.5%
FICA and Retirement	217,328	285,674	313,700	28,026	9.8%
Payroll Sub-Total	\$663,414	\$839,101	\$903,000	\$63,899	7.6%
Employee Training	7,457	7,000	7,000	-	0.0%
Dues, Books and Subscriptions	1,289	2,500	2,500	-	0.0%
Travel and Subsistence	2,090	2,000	2,000	-	0.0%
Supplies - Office	1,761	2,000	2,000	-	0.0%
Supplies - Operational	516	500	500	-	0.0%
Printing and Publications	135	-	-	-	N/A
Uniforms and Accessories	-	1,000	-	(1,000)	-100.0%
Other Expenses	62	-	-	-	N/A
Office Equipment	(840)	-	-	-	N/A
DEPARTMENT TOTAL	\$675,885	\$854,101	\$917,000	\$62,899	7.4%

Exhibit 58

The fiscal year 2016 Budget request is \$917 thousand, an increase of \$63 thousand or 7.4 percent above the fiscal year 2015 Budget amount. Total payroll is \$903 thousand and includes seven positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$36 thousand compared to the 2015 Budget. This increase reflects salary and wage adjustments, additional funding for the construction auditor position, partially offset by the reduction of one staff position.
- FICA and Retirement increased by \$28 thousand due to an increase in the average SERS pension contribution rate.
- Uniforms and Accessories decreased by \$1,000 based on needs.
- All other non-payroll categories are funded at the 2015 budgeted levels.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes	Internal Audit - 2015 Accomplishments
1,2,3	Cycle Audits - Performed four scheduled and required cycle audits including Agency Management and Oversight, Personnel and Payroll, Expenditure Control and Purchasing and Procurement.
1,2,3	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.
2,3	Audit Follow-Up - Performed follow-ups on all 2014 internal and external audit findings presented to management.
2,3	External Audit Coordination – Coordinated the external audits for the compliance examination, payment card industry (PCI) assessment and other outsourced assurance reviews.
2,3	Additional Audits – Performed vendor audits and risk-based audits on Tollway operations.
1,2,3	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.
1,2,3	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.
2,3	Developed and sustained collaborative relationships with administration and other key stakeholders.
1,2,3	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.
1,2,3	Continued to advise on internal controls for the development of systems and business processes that will provide opportunities for operational improvement and efficiencies.
2,3	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.
3	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	Examined existing systems and activities to evaluate efficient and effective use of resources, accomplishment of goals and objectives, reliability of information, accuracy of records, compliance with policies and procedures and integrity of controls.

Exhibit 59-1

Outcomes	Internal Audit - 2016 Goals/Objectives
1,2,3	Cycle Audits – Complete six required cycle audits including Administrative Support Services, Budgeting, Accounting and Reporting; Revenues and Receivables; Property, Equipment, and Inventory; Electronic Data Processing; and Grant Administration.
1,2,3	Additional Audits - Perform additional non-cyclical audits based on annual risk assessment results.
2,3	Audit Coordination - Coordinate with external auditors and Tollway management on various audit engagements to ensure proper communication and efficiency.
1,2,3	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.
3	Perform audits and provide other services to assist the Tollway to achieve the highest effectiveness and efficiency with integrity.
3	Promote compliance with laws, regulations, policies, procedures, rules, and agreements through reviews and analyses of the Tollway's services and activities.
1,2,3	Continue to advise on internal controls for the development of systems and business processes that will provide opportunities for operational improvement and efficiencies.
2,3	Continue timely completion of scheduled audits, reviews and special projects, performance of follow-up reviews, staff training and career development.
3	Ensure all staff pursue continuous professional development that lead to professional and ethical proficiency expected in the profession of internal auditing.
2,3	Report audit results to senior management and the Audit Committee of the Board. Ensure communication with the Audit Committee is effective in addressing its requirements.
1,2,3	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 59-2

Department Headcount - Internal Audit

<u>Position Title</u>	FY2014	FY2015	FY2016
Audit Administrator	0	1	0
Chief Internal Auditor	1	1	1
Construction Auditor/Deputy Chief of Internal Audit	1	1	0
Information Systems Auditor	1	1	1
Internal Audit Manager	1	1	1
Internal Auditor	3	3	3
Senior Construction Audit Manager	0	0	1
TOTAL	7	8	7

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

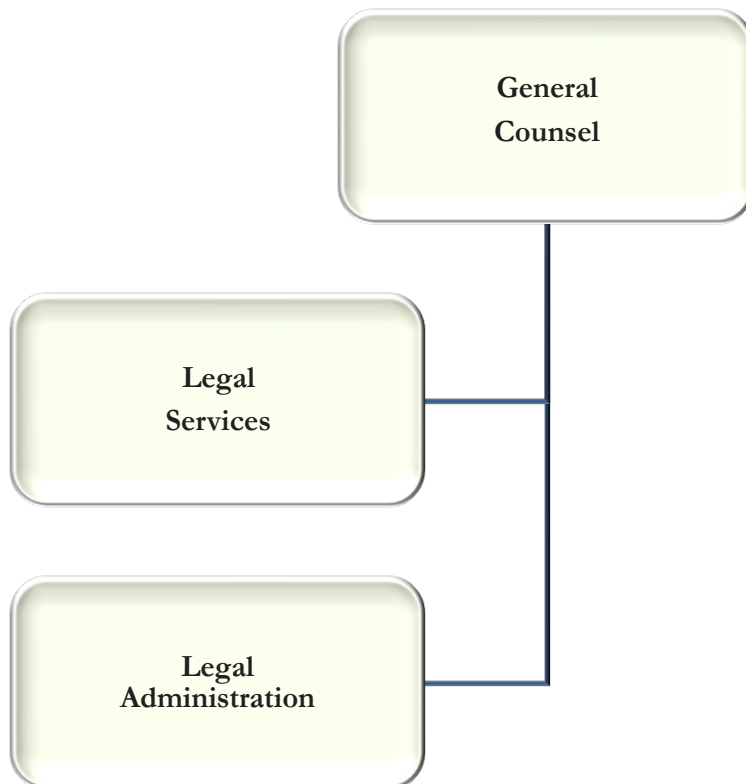


Exhibit 61

DEPARTMENT BUDGET					
LEGAL	2014 Actual	2015	2016	\$ Change from 2015 Budget	% Change from 2015 Budget
Major Account Description	Expenditures	Budget	Request		
Salary and Wages	\$964,696	\$1,100,346	\$1,119,400	\$19,054	1.7%
FICA and Retirement	464,868	567,987	596,100	28,113	4.9%
Payroll Sub-Total	\$1,429,564	\$1,668,333	\$1,715,500	\$47,166	2.8%
Outside Services	207,439	234,000	234,000	-	0.0%
Dues, Books and Subscriptions	8,517	11,900	11,900	-	0.0%
Travel and Subsistence	5,149	7,700	7,700	-	0.0%
Supplies - Office	823	4,750	4,800	50	1.1%
Employee Training	2,453	3,500	3,500	-	0.0%
Other Expenses	-	3,000	3,000	-	0.0%
Supplies - Operational	-	1,900	1,900	-	0.0%
Postage and Express	1,766	1,900	1,900	-	0.0%
Telephone and Telegraph	84	-	-	-	N/A
Sub-Total	\$1,655,794	\$1,936,983	\$1,984,200	\$47,216	2.4%
Recovery of Expenses	(2,010)	(6,000)	(6,000)	-	0.0%
DEPARTMENT TOTAL	\$1,653,784	\$1,930,983	\$1,978,200	\$47,216	2.4%

Exhibit 62

The fiscal year 2016 Budget request is \$2.0 million, an increase of \$47 thousand or 2.4 percent above the fiscal year 2015 Budget amount. Total payroll is \$1.7 million and includes 12 positions.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$19 thousand compared to the 2015 Budget. This increase reflects salary and wage adjustments.
- FICA and Retirement increased by \$28 thousand due to an increase in the average SERS pension contribution rate.
- Most non-payroll categories are funded at the 2015 budgeted levels.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes	Legal - 2015 Accomplishments
3	Successful union negotiations.
3	Assisted with <i>Move Illinois</i> land acquisition developments.
3	Management and defense in DBE litigation.
2	Provided customer-focused guidance to Business Systems.
3	Legal Services RFP Pool.
3	Successful marketing of bond issues.

Outcomes	Legal - 2016 Goals/Objectives
3	Assist in transitioning of Board leadership.
3	Continued guidance in any pending bond matters.
3	Oversee <i>Move Illinois</i> land acquisition developments.

Exhibit 63

Department Headcount - Legal			
Position Title	FY2014	FY2015	FY2016
Assistant Attorney General	2	2	2
Deputy General Counsel	1	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	4	4	3
Senior Attorney General	0	0	1
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)

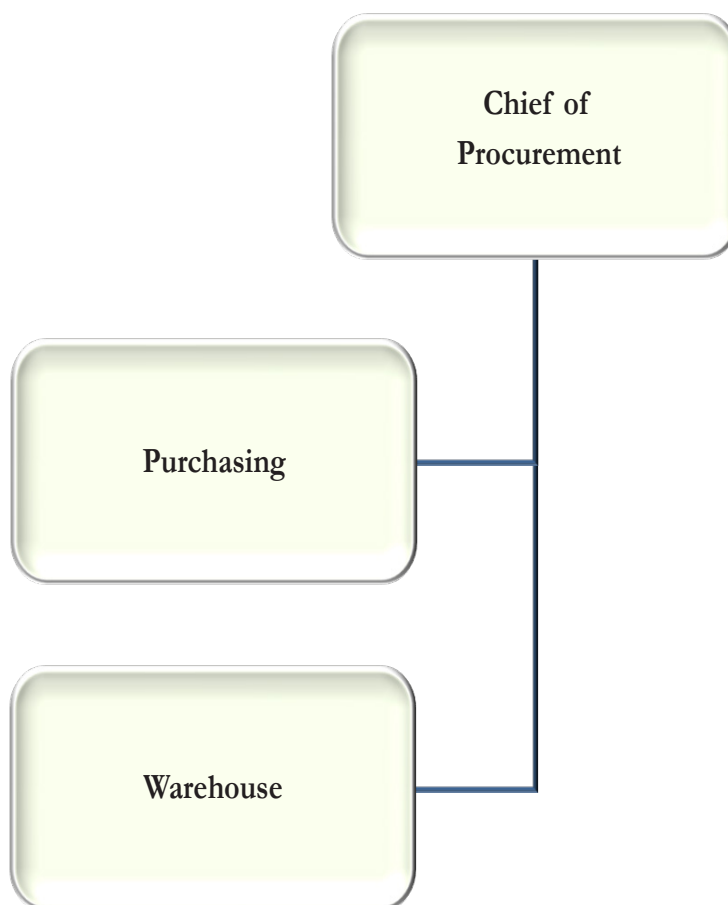


Exhibit 65

Departmental Budgets and Narratives

DEPARTMENT BUDGET					
PROCUREMENT	2014 Actual	2015	2016	\$ Change from 2015 Budget	% Change from 2015 Budget
Major Account Description	Expenditures*	Budget	Request		
Salary and Wages	\$2,718,197	\$2,974,405	\$2,961,200	(\$13,205)	-0.4%
FICA and Retirement	1,333,836	1,535,358	1,576,800	41,442	2.7%
Payroll Sub-Total	\$4,052,034	\$4,509,763	\$4,538,000	\$28,237	0.6%
Supplies - Office	(32,158)	18,000	18,000	-	0.0%
Outside Services	21,721	12,500	12,500	-	0.0%
Dues, Books and Subscriptions	8,107	11,000	11,000	-	0.0%
Telephone and Telegraph	2,731	2,900	3,000	100	3.4%
Building Equipment	431	2,900	2,900	-	0.0%
Uniforms and Accessories	(69,406)	2,250	2,300	50	2.2%
Travel and Subsistence	1,079	2,000	2,000	-	0.0%
Advertising and Promotion	(1,958)	2,047	2,000	(47)	-2.3%
Supplies - Operational	(32,632)	2,000	2,000	-	0.0%
Employee Training	595	1,000	1,000	-	0.0%
Postage and Express	699	1,000	1,000	-	0.0%
Replacement Parts	209,513	500	500	-	0.0%
Printing and Publications	11,949	350	400	50	14.3%
Other Expenses	3,297	250	300	50	20.0%
Materials - Operational	693,516	100	100	-	0.0%
Office Equipment-Maintenance	(328)	-	-	-	N/A
Fuels and Oils	(7,010)	-	-	-	N/A
Office/Equipment Rentals	202	-	-	-	N/A
Tools and Equipment	790	-	-	-	N/A
Sub-Total	\$4,863,173	\$4,568,560	\$4,597,000	\$28,440	0.6%
Recovery of Expenses	(9,791)	(15,000)	(15,000)	-	0.0%
DEPARTMENT TOTAL	\$4,853,382	\$4,553,560	\$4,582,000	\$28,440	0.6%

*2014 Actual Expenditures included inventory clearing accounts.

Exhibit 66

The fiscal year 2016 Budget request is \$4.6 million, an increase of \$28 thousand or 0.6 percent above the fiscal year 2015 Budget amount. Total payroll is \$4.5 million and includes 54 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$13 thousand compared to the 2015 Budget. This decrease reflects phasing of department vacancies, partially offset by salary and wage adjustments.
- FICA and Retirement increased by \$41 thousand due to an increase in the average SERS pension contribution rate.
- Most non-payroll categories remained at the 2015 budgeted levels.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes	Procurement - 2015 Accomplishments
3	Reduced the number of expired contracts by approximately 63 percent (since tracking inception in 2012).
3	Streamlined business processes and achieved greater compliance with requisitioning requirements, supplier invoice payment responsibilities and use of preferred contract suppliers.
3	Assisted in the implementation of a number of critical procurements that will drive the Tollway's infrastructure, such as job order contracting, technology professional services, diversity management web-based application, EMC equipment, maintenance, support and services and intelligent transportation system field equipment maintenance.
3	Strengthened the relationships between the Tollway and the Senior State Purchasing Officer, the Chief Procurement Officer and the Department of Central Management Services.
3	Achieved optimal compliance with the state procurement code and rules.
3	Managed the bid process fairly and impartially.
3	Significantly reduced the number of emergency procurements.
3	Implemented a maintenance, repair and operations agreement through a state-wide contract that will significantly improve efficiency in Tollway operations.

Outcomes	Procurement - 2016 Goals/Objectives
3	Implement updated procurement policies and procedures.
3	Continue to reduce the number of expired contracts.
3	Continue to achieve optimal compliance with the state procurement code and rules.
3	Implement an ERP system, either independently or through the state's initiative.
3	Implement a barcoding system at the central warehouse.

Exhibit 67

Department Headcount - Procurement

<u>Position Title</u>	<u>FY2014</u>	<u>FY2015</u>	<u>FY2016</u>
Accounts Payable Representative	1	1	1
Accounts Payable Specialist	1	1	1
Assistant Inventory Auditor	1	1	0
Buyer	7	7	7
Chief of Procurement	1	1	1
Clothing Room Supervisor	1	1	1
Contract Administrator	3	3	4
Deputy Chief of Procurement	1	1	1
Executive Secretary	1	1	1
Information Processing Operator	2	3	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	0	0
Shipping and Receiving Auditor	1	1	1
Switchboard Operator	1	1	1
Warehouse Manager	1	1	1
Warehouse Workers	5	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 the Tollway system in 12 counties, and coordinate with five state police districts. District 15 operates and is solely responsible for a truck task force, special enforcement teams made up of a K-9 anti-drug unit and motorcycle patrol unit, a comprehensive investigative unit, an administrative team and Tollway patrol operations.

State Police District 15 oversees the following functions:

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

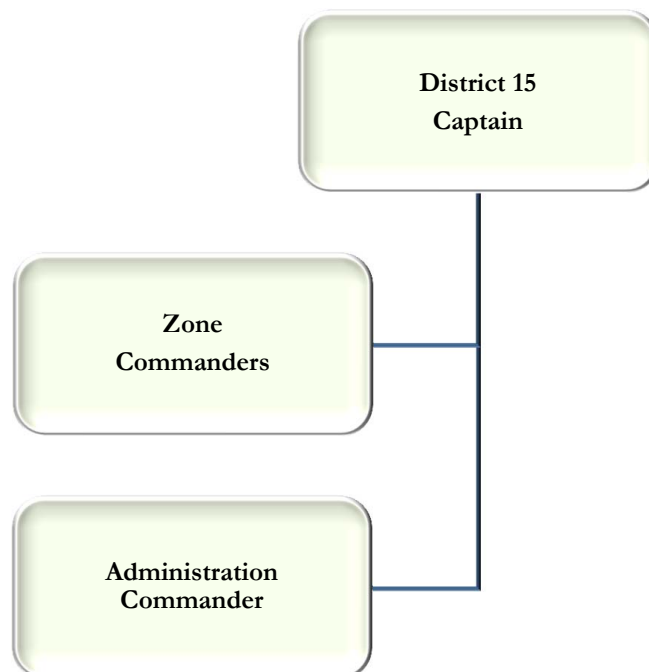


Exhibit 69

Departmental Budgets and Narratives

DEPARTMENT BUDGET					
ILLINOIS STATE POLICE DISTRICT 15 Major Account Description	2014 Actual Expenditures	2015 Budget	2016 Request	\$ Change from 2015 Budget	% Change from 2015 Budget
Salary and Wages	\$19,283,631	\$19,561,119	\$19,577,500	\$16,381	0.1%
FICA and Retirement	8,198,755	8,920,586	9,255,100	334,514	3.7%
Payroll Sub-Total	\$27,482,386	\$28,481,705	\$28,832,600	\$350,895	1.2%
Employee Group Insurance	3,814,298	3,332,000	3,332,000	-	0.0%
Office Equipment-Maintenance	183,015	165,000	175,000	10,000	6.1%
Outside Services	208,279	100,000	155,000	55,000	55.0%
Supplies - Operational	126,234	185,000	130,000	(55,000)	-29.7%
Uniforms and Accessories	89,510	104,500	104,500	-	0.0%
Police Capital Equipment	8,050	68,500	74,500	6,000	8.8%
Supplies - Office	27,761	36,000	36,000	-	0.0%
Postage and Express	21,866	23,000	23,000	-	0.0%
Telephone and Telegraph	11,331	20,000	20,000	-	0.0%
Replacement Parts	17,463	19,750	19,800	50	0.3%
Employee Training	8,958	19,000	19,000	-	0.0%
Office Equipment	2,618	11,250	11,300	50	0.4%
Tools and Equipment	285	6,925	6,900	(25)	-0.4%
Dues, Books and Subscriptions	4,015	5,000	5,000	-	0.0%
Travel and Subsistence	1,103	4,750	4,800	50	1.1%
Printing and Publications	242	1,500	1,500	-	0.0%
Office/Equipment Rentals	370	950	1,000	50	5.3%
Other Expenses	530	1,000	1,000	-	0.0%
Other Capital Equipment	-	6,000	-	(6,000)	-100.0%
Sub-Total	\$32,008,314	\$32,591,830	\$32,952,900	\$361,070	1.1%
Recovery of Expenses	(3,788)	(5,000)	(5,000)	-	0.0%
DEPARTMENT TOTAL	\$32,004,526	\$32,586,830	\$32,947,900	\$361,070	1.1%

Exhibit 70

The fiscal year 2016 Budget request is \$32.9 million, an increase of \$361 thousand or 1.1 percent over the fiscal year 2015 Budget amount. Total payroll is \$28.8 million for 18 civilian positions and 196 State Troopers.

Maintenance and Operations Highlights

- Salaries and Wages increased by \$16 thousand compared to the 2015 Budget. This increase reflects salaries and wage adjustments, partially offset by the reduction of one staff position.
- FICA and Retirement increased by \$335 thousand due to an increase in the average SERS pension contribution rate.

- Office Equipment Maintenance increased by \$10 thousand to cover the cost of new police equipment maintenance.
- Outside Services increased by \$55 thousand and Operational Supplies decreased by \$55 thousand based on historic spending and current needs.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes	Illinois State Police District 15 - 2015 Accomplishments
2,3	District 15 officers have reduced fatalities and serious injury accidents by strict enforcement of “fatal four” violations including driving under the influence (DUI), speeding, occupant restraints and distracted driving.
2,3	Implemented a color marked squad car fleet (20 squad cars) to enhance enforcement efforts and still retain visibility of a marked patrol car presence throughout the Tollway system.
2,3	Equipped all District 15 officers with an electrical conductive weapon to ensure all officers have access to a less than lethal force option when dealing with combative, resistive subjects.
2,3	Equipped nearly 80 percent of the District 15 squads with cold fire. This is a 4 liter fire extinguisher designed to remove heat instantly, is biodegradable and safe to use on humans in the event of entrapment within a vehicle.
2,3	Equipped District 15 officers with 30 new dual antenna directional moving radars, updated 55 LIDAR, and 10 VASCAR speed-timing devices. This equipment will ensure District 15 has the tools necessary to enforce all speed limits within the system including work zones.
2,3	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.
2,3	District 15 officers conducted more than 11,000 motor carrier safety truck inspections throughout the Tollway. These inspections are imperative to identifying and removing unsafe vehicles and drivers from the toll roads.

Outcomes	Illinois State Police District 15 - 2016 Goals/Objectives
3,4	Continue to reduce fatalities and serious injury accidents by strong enforcement of “fatal four” violations: DUI, speeding, occupant restraints and distracted driving. This includes stringent motor carrier safety enforcement.

Exhibit 71-1

Outcomes	Illinois State Police District 15 - 2016 Goals/Objectives
3	Remodel the Illinois State Police operations center by removing old work stations and installing new ergonomic work stations that have been proven to enhance job performance, help prevent injuries and accommodate individuals with various disabilities.
1,2	District 15 acquired patrol car emergency lighting and accessories to equip 92 new patrol cars. The new equipment will increase visibility and tactical advantage, thereby increasing officer safety and reducing on-duty injury.
1,4	Acquire an additional 16-wheel weighers (portable scales) to outfit commercial vehicle officers. The increased ability to identify overweight trucks will reduce road deterioration and lessen the severity of crashes involving commercial motor vehicles.
2,4	Equip all District 15 officers with an emergency tourniquet. This will provide potential lifesaving efforts to the officers in the event of a severe injury to tollway patrons or themselves from a traumatic event.
2,4	Equip all District 15 officers with Naloxone. This emergency drug is administered by first responders to subjects who have overdosed on heroine to immediately reverse the deadly consequences of the illegal narcotic.
2,4	Continue to partner with Tollway engineers and the Traffic and Incident Management System (TIMS) center, using intelligence-led policing concepts to promote public safety by improving in the four areas of traffic safety: education, enforcement, engineering, and emergency medical services.
2,4	Acquire 8 additional Live Scan fingerprint machines, printers and cameras to capture offender information for arrests and employment at the Tollway. These devices are vital in identifying subjects through fingerprints and future facial recognition aspects while verifying the veracity of the information supplied by the individual through state and federal data-bases.
2,3	Replace one District 15 canine to be used as a full-service dog to include drug/narcotic detection, tracking and handler safety. The canine program has been invaluable at interdicting drug and currency seizures, tracking fleeing suspects and using in a public relations role at various community events.
2,3	Equip District 15 investigators and motorcycle troopers with 12 Panasonic Toughpad tablets. Like the Panasonic Toughbooks, they are rugged and would allow greater flexibility and use for the officers in these specific units. The camera/video camera ability as well as the handheld aspect makes it ideal to use in the settings faced by these officers thus increasing safety.

Exhibit 71-2

Department Headcount - Illinois State Police District 15

<u>Position Title</u>	FY2014	FY2015	FY2016
Administration Secretary	2	2	2
Crash Report Call Taker	2	2	1
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	18

Exhibit 72

Toll Operations Department

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

The Toll Operations Department oversees the following functions:

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



Exhibit 73

Departmental Budgets and Narratives

DEPARTMENT BUDGET					
TOLL OPERATIONS	2014	2015	2016	\$ Change	% Change
Major Account Description	Actual Expenditures	Budget	Request	from 2015 Budget	from 2015 Budget
Salary and Wages	\$34,499,177	\$34,242,479	\$34,209,600	(\$32,879)	-0.1%
FICA and Retirement	16,995,293	17,675,625	18,216,200	540,576	3.1%
Payroll Sub-Total	\$51,494,470	\$51,918,104	\$52,425,800	\$507,697	1.0%
Utilities	4,402,092	3,601,000	5,001,000	1,400,000	38.9%
Supplies - Operational	370,143	536,600	441,600	(95,000)	-17.7%
Contracted Maintenance Service	53,949	327,000	406,000	79,000	24.2%
Outside Services	465,842	472,500	363,000	(109,500)	-23.2%
Materials - Operational	146,907	265,200	284,200	19,000	7.2%
Replacement Parts	176,193	219,750	249,700	29,950	13.6%
Armored Truck Service	162,363	180,000	180,000	-	0.0%
Uniforms and Accessories	202,834	173,500	163,500	(10,000)	-5.8%
Supplies - Office	96,006	113,900	107,200	(6,700)	-5.9%
Tools and Equipment	34,820	44,150	44,200	50	0.1%
Travel and Subsistence	29,481	48,600	31,200	(17,400)	-35.8%
Employee Training	10,227	26,800	28,600	1,800	6.7%
Building Equipment	20,266	20,300	20,300	-	0.0%
Office Equipment-Maintenance	21,782	21,500	12,000	(9,500)	-44.2%
Fuels and Oils	1,870	6,000	6,000	-	0.0%
Office Equipment	541	5,950	4,500	(1,450)	-24.4%
Other Expenses	2,119	2,900	3,000	100	3.4%
Other Capital Equipment	-	2,000	1,500	(500)	-25.0%
Postage and Express	581	600	900	300	50.0%
Dues, Books and Subscriptions	45	600	500	(100)	-16.7%
Printing and Publications	489	500	400	(100)	-20.0%
Telephone and Telegraph	-	300	300	-	0.0%
Office/Equipment Rentals	99	1,000	-	(1,000)	-100.0%
Toll Collection Equipment	-	1,500	-	(1,500)	-100.0%
Sub-Total	\$57,693,119	\$57,990,254	\$59,775,400	\$1,785,147	3.1%
Recovery of Expenses	(16,081)	-	-	-	0.0%
DEPARTMENT TOTAL	\$57,677,038	\$57,990,254	\$59,775,400	\$1,785,147	3.1%

Exhibit 74

The fiscal year 2016 Budget request is \$59.8 million, an increase of \$1.8 million or 3.1 percent above the fiscal year 2015 Budget amount. Total payroll is \$52.4 million and includes 625 positions.

Maintenance and Operations Highlights

- Salaries and Wages decreased by \$33 thousand compared to the 2015 Budget. This decrease reflects a reduction of 12 vacant positions, partially offset by salary and wage adjustments.
- FICA and Retirement increased by \$541 thousand due to an increase in the average SERS pension contribution rate.
- Utilities increased by \$1.4 million to cover utility rate hikes, as well as increased usage due to new intermediate power distribution and communication (IPDC) facilities and Elgin O'Hare expansions.
- Operational Supplies decreased by \$95 thousand based on historic spending.
- Contracted Maintenance Service increased by \$79 thousand to cover new contracts for safe and currency counter repair.
- Outside Services decreased by \$110 thousand as funding for the JOC administration contract will now be part of the Capital Program.
- Operational Materials increased by \$19 thousand to address higher material costs and additional material needs.
- Replacement Parts increased by \$30 thousand for coin counter and printer parts.
- Travel and Subsistence decreased by \$17 thousand based on reduced travel for toll collectors in 2016.

2015 Accomplishments and 2016 Goals/Objectives:

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

Outcomes	Toll Operations - 2015 Accomplishments
1,2,3	Made additional progress on the establishment of a JOC contract to efficiently address agency emergencies and initiatives. JOC Administrator contract completed and General Contractor IFB in progress.
2,3	Completed the installation of 50 additional work stations at the Customer Service Call Center.
2,3	Continued to meet agency initiatives as it relates to providing additional work space at CA and at all facilities systemwide.
2,3	Continued progress on creating design and bid specifications to upgrade elevators to improve reliability and reduce energy consumption.
2,3	Completed the installation of 10 automatic transfer switches systemwide.
2,3,4	Completed the installation of a new façade at Toll Plaza 47 and continued work to repair tunnel leakage at Toll Plaza 33 to eliminate water infiltration.
2	Completed an ADA-accessible entrance with four additional ADA parking spaces at Tollway headquarters to accommodate customer and employee needs.

Exhibit 75-1

Outcomes	Toll Operations - 2015 Accomplishments
2,3	Completed the installation of a new air handler and ceiling-mounted furnaces to improve ventilation within the money room at Tollway headquarters.
3	The successful negotiation of a new SEIU Local 73 collective bargaining agreement.

Outcomes	Toll Operations - 2016 Goals/Objectives
1,2,3	To advertise, bid, and award contracts to general contractors who will facilitate the construction of JOC administered projects system wide.
1,2,3,4	Reduce electrical consumption through projects that will retrofit all toll plaza canopy lighting systemwide, parking lot lighting at Tollway headquarters, all interior lighting at central warehouse, and all-lane indicator lighting.
1,2,3,4	Reduce gas consumption through energy-efficient boiler and furnace replacement at plazas and maintenance sites systemwide.
1,2,3,4	Continue program to remove facility asbestos systemwide.
1,2,3,4	Create a contract to address generator maintenance and repair systemwide.
1,2,3,4	Replace unreliable and inefficient HVAC equipment systemwide.
2	Resurface the north parking lot at Tollway headquarters and add 39 additional parking spaces to meet customer needs.
2,3	Continue to strengthen protocols relative to the collection and processing of toll revenue and to mitigate leakage.
2,3	Continue to review staffing and shift assignments on a monthly basis to determine if we are using staff efficiently.
2,3	Continue to explore ways to reduce overtime departmentwide.
2,3,4	Continue to develop strategies that result in additional fuel reduction.

Exhibit 75-2

Department Headcount - Toll Operations			
<u>Position Title</u>	<u>FY2014</u>	<u>FY2015</u>	<u>FY2016</u>
Accounts Payable Representative	1	1	1
Administrative Manager of Toll Services	1	1	1
Building Engineer	1	1	0
Building Maintenance Manager	2	2	2
Carpenter Shop Manager	1	1	1
Carpenter Shop Supervisor	1	1	1
Cash Handling Manager	1	1	1
Cash Handling Supervisor	2	2	2
Chief of Toll Operations	1	1	1
Coin Counter	16	16	14
Coin Counter/Money Truck Driver	2	2	2
Custodial Manager	1	1	1
Custodial Supervisor	3	3	3
Custodian II	38	31	31
Custodian III	12	12	12
Deputy Chief of Toll Operations	1	1	0
District Supervisor	3	4	4
Equipment Operators Laborers	1	2	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	20
Money Room Clerk	1	1	1
Money Truck Drivers	11	10	9
Office Supervisor/Cash Handling	1	1	1
Painter	7	7	7
Plaza Manager	16	14	14
Plaza Supervisor	24	25	25
Secretary II	1	1	1
Secretary III	1	1	1
Section Clerk	4	3	4
Senior Building Inspector	1	1	1
Structural	13	14	14
Toll Collector	452	450	441
Toll Compliance Specialist	1	1	1
TOTAL	646	637	625

Exhibit 76



The Illinois Tollway is building a new ramp bridge over I-290 in Itasca as part of the new interchange connecting Illinois Route 390 and I-290.

Concrete is placed for a retaining wall at the Higgins Road Bridge (Illinois Route 72) over the Jane Addams Memorial Tollway (I-90) in Hoffman Estates, which is being reconstructed as part of the I-90 Rebuilding and Widening Project.



Capital Program

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Introduction

The Illinois Tollway's Capital Budget is comprised of two major programs. *Move Illinois: The Illinois Tollway Driving the Future*, is a 15-year program, which extends from 2012 through 2026 and includes anticipated capital investments totaling \$12 billion. The fiscal year 2016 Capital Budget allocates \$1.2 billion to fund the fifth year of the *Move Illinois* Program.

The second program is the Congestion-Relief Program (CRP), which began in 2005 and will be completed by 2016, and is currently estimated to cost \$5.7 billion. The fiscal year 2016 Capital Budget allocates \$158.6 million to fund the final year of the CRP. Additionally, the Tollway anticipates approximately \$60 million will be expended for other capital projects to support ongoing operations of the Tollway.

Capital Program				
	(\$ millions)			
	2014 Actual Expenditures	2015 Estimated Expenditures	2016 Request	\$ Change from 2015 Estimate
<i>Move Illinois</i> Program				
Existing System Needs	\$602.6	\$863.3	\$794.7	(\$68.6)
System Expansion	284.1	348.1	390.9	42.8
<i>Move Illinois</i> Program Total	\$886.7	\$1,211.4	\$1,185.6	(\$25.8)
Congestion-Relief Program and Other Capital Projects				
Congestion-Relief Program	\$182.2	\$228.4	\$158.6	(\$69.8)
Other Capital Projects	50.5	58.9	60.0	1.1
Congestion-Relief Program and Other Capital Projects Total	\$232.6	\$287.3	\$218.6	(\$68.7)
Capital Program Total	\$1,119.3	\$1,498.6	\$1,404.2	(\$94.5)

Notes:

- 2014 Actual Expenditures reflected cost recoveries of \$14.7 million pursuant to intergovernmental agreements (IGA); 2015 Estimated Expenditures and 2016 Request do not reflect any IGA reimbursements.
- 2016 Other Capital Projects Budget includes new request of \$59.7 million and \$41.7 million of carryover from 2015; approximately \$60 million is projected to be spent in 2016.

Totals may not add due to rounding.

Exhibit 77

Move Illinois: The Illinois Tollway Driving The Future

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

<i>Move Illinois</i> Program				
(\$ millions)				
	2014 Actual Expenditures	2015 Budget	2015 Estimated Expenditures	2016 Request
Existing System Needs				
Jane Addams Memorial Tollway (I-90)	\$506.2	\$791.7	\$739.7	\$549.8
Tri-State Tollway (I-94/ I-294/ I-80)	2.7	18.1	19.4	65.2
Veterans Memorial Tollway (I-355)	1.4	0.5	2.2	4.7
Reagan Memorial Tollway (I-88)	4.4	7.0	1.8	3.9
Systemwide Improvements	87.9	168.2	100.2	171.0
Existing System Needs Total	\$602.6	\$985.5	\$863.3	\$794.7
System Expansion				
Tri-State Tollway (I-294)/I-57 Interchange	\$40.9	\$20.2	\$15.3	\$1.5
Elgin O'Hare Western Access	241.7	319.8	331.5	383.6
Planning Studies for Emerging Projects	1.5	6.1	1.4	5.8
System Expansion Total	\$284.1	\$346.2	\$348.1	\$390.9
<i>Move Illinois</i> Program Total	\$886.7	\$1,331.7	\$1,211.4	\$1,185.6

Notes:

2014 Actual Expenditures reflected cost recoveries of \$12.2 million pursuant to inter-governmental agreements (IGA), and 2015 Estimated Expenditures and 2016 Request do not reflect any IGA reimbursements.

Totals may not add due to rounding.

Exhibit 78

Overview: 2015 *Move Illinois* Program - Year Four

Existing System Needs

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

Jane Addams Memorial Tollway (I-90)

The current *Move Illinois* Program budget for the Jane Addams Memorial Tollway (I-90) is \$2.5 billion, including \$219 million made available from the Congestion-Relief Program. Approximately \$739.7 million will be expended on I-90 in 2015. The Tollway completed the rebuilding and widening of the western segment of I-90 from Mill Road to the Elgin Toll Plaza in 2014, with \$29.1 million extending into 2015. In addition, reconfiguration of the Genoa Road Interchange will be completed with \$8.9 million funded in 2015 and expansion of the Irene Road Interchange will be completed in 2015 for nearly \$5.9 million, including construction of the westbound entrance and exit ramps.

In 2015, approximately \$16.5 million is allocated for design services for roadway rebuilding and widening of the eastern segment of I-90 from the Elgin Toll Plaza to the Tri-State Tollway (I-294). More than \$412 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) watermain 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 \$5.9 million to complete Lee Street Interchange improvements, \$25.3 million for the reconstruction of the Fox River Bridge and \$37.6 million for bridge and ramp construction on interchange improvement projects at Roselle Road, Meacham Road and Barrington Road. Interchange work on the Illinois Route 31 and Illinois Route 25 bridges and ramps will also continue.

Improvements throughout the entire I-90 corridor in 2015 including ramp queue detection and dynamic message sign installation, as well as \$4.3 million to begin installation of ITS elements. Right-of-way acquisition is expected to cost \$8.4 million in 2015. Utility and fiber optic relocations will also continue with approximately \$17.8 million budgeted.

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

In 2015, the Illinois Tollway expects to spend \$19.4 million on the Tri-State Tollway (I-94/I-294/I-80) primarily to begin master plan and design services for reconstruction of the Central Tri-State Tollway (I-294) between 95th Street and Balmoral Avenue.

Veterans Memorial Tollway (I-355)

In 2015, an estimated \$2.2 million will be spent on the Veterans Memorial Tollway (I-355) to closeout previously completed pavement resurfacing from I-55 to Army Trail Road.

Reagan Memorial Tollway (I-88)

In 2015, the Tollway expects to spend \$1.8 million on design services for reconstruction of the Reagan Memorial Tollway (I-88) east of York Road and on the east-west connector with the Tri-State I-294.

Systemwide Projects

Approximately \$100.2 million will be spent in 2015 on systemwide improvements including \$11.3 million in bridge, pavement and safety improvements, \$30.1 million for business systems toll collection, information technology and ITS related projects; and \$25.6 maintenance facility upgrades including completing reconstruction of the Alsip (M-1) maintenance site and parking lot improvements at the DeKalb (M-11) maintenance site and Dixon (M-12) maintenance site. The Illinois Tollway will

spend \$31.6 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.

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

In 2015, approximately \$15.3 million will be spent for off-roadway work to complete the first phase of the I-294/I-57 Interchange Project.

Elgin O'Hare Western Access Project

The anticipated 2015 expenditure is approximately \$331.5 million on the Elgin O'Hare Western Access (EOWA) Project. Approximately \$62.5 million will be spent for completing rehabilitation and widening of the existing portion of Illinois Route 390 (formerly known as the Elgin O'Hare Expressway), as well as completing interchange improvements between Illinois Route 19 and Meacham/Medinah Road and the new Rohlwing Road (Illinois Route 53) Bridge. Approximately \$128.7 million is anticipated for construction of new roadway on Illinois Route 390 and ramps for the new I-290 Interchange. Advanced earthwork to extend Illinois Route 390 east from Park Boulevard and Arlington Heights Road and bridge construction for the new Wood Dale Road Interchange will also begin this year. In addition, construction of new bridges continues along Illinois Route 390 over Salt Creek, Mittel Boulevard and Lively Boulevard and is scheduled to complete by 2017.

In addition, as part of the EOWA Project, approximately \$26.9 million is expected to be spent on construction of the new interchange at Elmhurst Road on the Jane Addams Memorial Tollway (I-90), including the 90-inch Northwest Suburban Metropolitan Joint Action Water Association (NSMJAWA) water main hot tap and water main relocation between Elmhurst Road and Higgins Creeks at I-90. Also included in the 2015 expenditures are right-of-way land acquisitions along the corridor in full progress, and utility relocations to support future construction of the north leg of the western access roadway.

Planning Studies for Emerging Projects

Approximately \$1.4 million will be spent in 2015 for planning studies.

Overview: 2016 *Move Illinois* Program - Year Five

In 2016, the fiscal year capital budget includes funding for the fifth year of the 15-year, \$12 billion *Move Illinois* Program. For fiscal year 2016, approximately \$1.2 billion is allocated for *Move Illinois*.

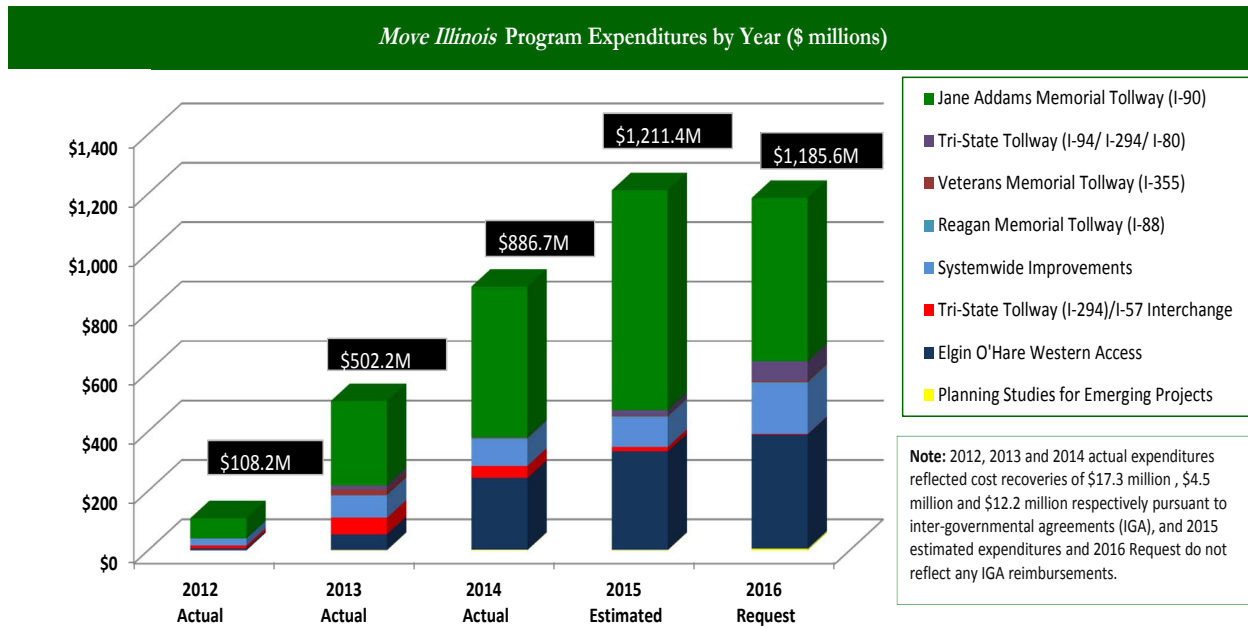


Exhibit 79

Existing System Needs

Jane Addams Memorial Tollway (I-90)

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

The current *Move Illinois* Program budget for the Jane Addams Memorial Tollway (I-90) is \$2.5 billion including \$219 million made available from the Congestion-Relief Program. Approximately \$549.8 million will be expended on the Jane Addams Memorial Tollway in 2016. Rebuilding and widening of the western segment of the project from Mill Road to the Elgin Toll Plaza was completed in 2014, with projects such as fencing and ramp queue detection planned in 2016 for approximately \$6.3 million.

Capital Program

Jane Addams Memorial Tollway (I-90)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2016 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	\$514.7
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Elgin Toll Plaza (9) to Illinois Route 47 (MP 54.0 to 46.5)	7.5	2013-2016	\$3.7
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Illinois Route 47 to I-39 (MP 46.5 to 17.5)	29.0	2013-2016	\$2.6
	Utilities / ROW and Corridor Support	Corridorwide			\$28.8
Jane Addams Memorial Tollway (I-90) Total:					\$549.8

Exhibit 80

Approximately \$169 million is allocated to complete reconstruction of the outside lanes and widening on the eastern segment of the project from the Elgin Toll Plaza to the Tri-State Tollway (I-294) in 2016. Nearly \$206 million will be expended to complete the rebuilding of the inside lanes in this section. In addition, construction funds will be provided to continue several multi-year projects including \$25.1 million for the reconstruction of the Fox River Bridge and \$32.9 million for bridge and ramp construction on interchange improvement projects at Roselle Road, Meacham Road and Barrington Road. Interchange work on the Illinois Route 31 and Illinois Route 25 bridges and ramps is anticipated to be completed. The installation of ITS elements will continue with \$18.1 million budgeted. Right-of-way acquisition is expected to be completed in 2016 with \$4.0 million budgeted. Utility and fiber optic relocations will also be completed with approximately \$20.2 million budgeted.

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

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

Tri-State Tollway (I-94/I-294/I-80)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2016 Request
Reconstruct					
Infrastructure Replacement	Reconstruct 8 Lanes	95th Street to Balmoral Avenue (MP 17.7 to 40.0)	22.3	2020-2022	\$63.2
	Utilities / ROW and Corridor Support	Corridorwide			\$2.0
Tri-State Tollway (I-94/I-294/I-80) Total:					\$65.2

Exhibit 81

As part of the *Move Illinois* Program, the Tollway will invest more than \$2.1 billion to improve the Tri-State Tollway. In 2016, the Tollway expects to spend \$65.2 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 was constructed in two segments with the section from Army Trail Road to I-55 opened in 1989. In November 2007, a new 12.5-mile extension opened connecting I-55 to I-80 and lengthening the Veterans Memorial Tollway to 29.8 miles.

Veterans Memorial Tollway (I-355)					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2016 Request
Restore					
Infrastructure Renewal	Mill, Patch and Overlay	I-55 to Army Trail Rd (MP 12.3 to 30.0)	17.5	2018-2019	\$4.6
	Utilities / ROW and Corridor Support	Corridorwide			\$0.2
Veterans Memorial Tollway (I-355) Total:					\$4.7

Exhibit 82

Approximately \$4.7 million is planned in 2016 to begin design for resurfacing from I-55 to Army Trail Road scheduled for construction in 2018.

Reagan Memorial Tollway (I-88)

The Reagan Memorial Tollway (I-88) is the major east-west route in the Chicago region, beginning in 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	2016 Request
Reconstruct					
Infrastructure Replacement	Reconstruct 6 Lanes	York Road to I-290 (MP 139.0 to 140.5)	1.5	2017-2019	\$1.3
Infrastructure Replacement	Reconstruct 4 Lanes	East-West Connector between I-294 / I-88	3.7	2017-2019	\$0.9
Sub Total:					\$2.2
Restore					
Infrastructure Renewal	Mill, Patch and Overlay	Illinois Route 251 to Illinois Route 56 (MP 76.0 to 114.0)	38.1	2017-2019	\$1.5
	Utilities / ROW and Corridor Support	Corridorwide			\$0.3
Sub Total:					\$1.8
Reagan Memorial Tollway (I-88) Total:					\$3.9

Exhibit 83

Design will continue in 2016 for roadway reconstruction east of York Road, both on the connector road to the Tri-State Tollway (I-294) and the east segment ending at I-290. In 2016, the Tollway expects to spend \$3.9 million on the Reagan Memorial Tollway.

Systemwide Projects

Approximately \$171 million will be spent in 2016 on systemwide improvements including \$16.5 million for bridge, pavement and safety improvements and \$74.5 million for toll collection and information technology related projects. The maintenance facility upgrades will continue in 2016 with more than \$23.8 million improvements planned including salt dome repairs at the Gurnee (M-4) and Naperville (M-8) maintenance sites, salt dome replacement at the Schaumburg (M-5) and Marengo (M-6) maintenance sites, pavement improvements at the Hillside (M-2) maintenance site, and repairs to liquid chloride storage tanks at various maintenance sites. The Downers Grove (M-14) maintenance site will also require improvements, including installation of a weigh station, and construction of a storage building in 2016. Interchange improvements will begin on the Reagan Memorial Tollway (I-88) at Farnsworth Avenue as well in 2016 for \$6.3 million. The remaining \$50 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	2016 Request
Systemwide Maintenance Facilities					
Infrastructure Replacement	Reconstruct	All	n/a	2014-2026	\$23.8
Systemwide Maintenance Facilities Subtotal:					\$23.8
Systemwide Improvements					
Infrastructure Renewal	Bridge, Pavement, Drainage and Safety Appurtenance Repairs	Systemwide	n/a	2012-2026	\$16.5
Infrastructure Enhancement	Business Systems/ IT and ITS Upgrades	Systemwide	n/a	2012-2026	\$74.5
Access Expansion	Service Interchanges	Systemwide	n/a	2012-2026	\$8.8
Toll Collection Upgrades	Plaza Modifications for Electronic Tolling Upgrades	Systemwide	n/a	2012-2026	\$3.5
	Program Support	Systemwide	n/a	2012-2026	\$44.1
Systemwide Improvements Subtotal:					\$147.3
Systemwide Total:					\$171.0

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	2016 Request
System Expansion	New Ramps, Structures and Toll Plazas	New Ramps to and from I-294 and I-57 and to and from 147th Street	n/a	2012-2014	\$0.1
	Utilities / ROW and Corridor Support		n/a	2012 - 2024	\$1.4
Tri-State (I-294)/I-57 Interchange Total:					\$1.5

Exhibit 85

The first phase of construction was completed in October 2014, allowing movements from northbound I-57 to I-294 and from I-294 to southbound I-57, as well as a new access at 147th Street. Approximately \$1.5 million will be spent in 2016 on contract completion and closeout activities.

Elgin O'Hare Western Access (EOWA) Project

The Elgin O'Hare Western Access (EOWA) Project includes the conversion of the existing portion of Illinois Route 390 (formerly known as the Elgin O'Hare Expressway) from U.S. Route 20 to I-290 to a tollway, as well as extension of 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	2016 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	\$3.9
System Expansion	Construct 4 New Lanes	Elgin O'Hare Extension Rohlwing Road to York Road via Thorndale Avenue	4.8	2014-2019	\$182.0
System Expansion	Construct 4 New Lanes	South Leg of Western Access Thorndale Avenue to I-294 via York Road	3.0	2018-2022	\$32.9
System Expansion	Construct 4 New Lanes	North Leg of Western Access Thorndale Avenue to I-90 via York Road	3.2	2021-2025	\$34.3
	Utilities / ROW and Corridor Support		n/a	2012 - 2024	\$144.5
	Local Contribution *		n/a	2014-2021	(\$14.1)
Elgin O'Hare Western Access Total:					\$383.6

* 2016 Total Budget Request of \$383.6 million includes \$14.1 million estimated to be non-Tollway funding.

Exhibit 86

The Tollway expects to spend \$383.6 million on the EOWA Project in 2016 plus an additional \$14.1 million of federal Congestion Mitigation and Air Quality (CMAQ) Improvement Program funds and other local contributions. Engineering work in 2016 includes remaining final design services to extend Illinois Route 390 to the east, continued preliminary design of the Illinois Route 390 system interchange providing western access to O'Hare International Airport, as well as start of preliminary design for the southern portion of the new western access Tollway. In 2016 construction continues on the new I-290 Interchange and the new Illinois Route 390 Tollway to the east, including interchange improvements at Park Boulevard and Arlington Heights Road and construction of a new interchange at Wood Dale Road. Work will also include completion of the new interchange on the Jane Addams Memorial Tollway (I-90) at Elmhurst Road and the Northwest Suburban Metropolitan Joint Action Water Association (NSMJAWA) watermain relocation on I-90. The 2016 expenditures will include completion of ITS/electronic tolling elements for Illinois Route 390 from U.S. Route 20 to I-290, as well as right-of-way acquisitions and utility relocations to support the EOWA Project.

Planning Studies for Emerging Projects

The *Move Illinois* Program includes \$5.8 million in 2016 for planning studies.

Planning Studies for Emerging Projects					
(\$ millions)					
Need	Project Type	Project Limits	Length (miles)	Construction Period	2016 Request
System Expansion	New Routes	Planning Studies For Emerging Projects	n/a	n/a	\$5.8
Planning Studies for Emerging Projects Total:					\$5.8

Exhibit 87

Congestion-Relief Program and Other Capital Projects

The 2016 fiscal year capital budget reflects the Tollway's commitment to maintain and upgrade the existing facilities and system infrastructure. The budget includes funding for the final year of the Congestion-Relief Program (CRP) which is currently estimated to cost \$5.7 billion. For fiscal year 2016, \$158.6 million is allocated for the CRP and \$60 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)			
	2014 Actual Expenditures	2015 Budget	2015 Estimated Expenditures	2016 Request
Congestion-Relief Program (CRP)				
Jane Addams Memorial Tollway (I-90)	\$109.2	\$47.9	\$77.7	\$27.6
Tri-State Tollway (I-94/ I-294/ I-80)	0.2	0.9	1.9	2.8
Veterans Memorial Tollway (I-355)	-1.8	0.4	0.8	3.0
Reagan Memorial Tollway (I-88)	9.1	100.8	87.0	101.3
Open Road Tolling (ORT)	1.9	5.4	3.4	5.2
Systemwide Improvements	63.6	72.9	57.6	18.6
Congestion-Relief Program Subtotal	\$182.2	\$228.3	\$228.4	\$158.6
Other Capital Projects Subtotal	50.5	65.0	58.9	60.0
CRP and Other Capital Projects Total	\$232.6	\$293.3	\$287.3	\$218.6

Notes:

1. 2014 Actual Expenditures reflected cost recoveries of \$2.5 million pursuant to intergovernmental agreements (IGA); 2015 Estimated Expenditures and 2016 Request do not reflect any IGA reimbursements.
2. 2016 Other Capital Projects Budget includes new request of \$59.7 million and \$41.7 million of carryover from 2015; approximately \$60 million is projected to be spent in 2016.

Totals may not add due to rounding.

Exhibit 88

Congestion-Relief Program (CRP)**Overview: Congestion-Relief Program 2005 through 2015**

By the end of 2015, the Illinois Tollway will have spent an estimated \$5.5 billion (net of intergovernmental agreements) of the currently estimated cost of \$5.7 billion.

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

An estimated \$1.94 billion, or 99.7 percent, of the \$1.94 billion allocated for the Tri-State Tollway (I-94/I-294/I-80) in the CRP will be expended by the end of 2015.

Reagan Memorial Tollway (I-88)

Nearly \$885.1 million, or 88.1 percent, of an estimated \$1 billion allocated in the CRP for the Reagan Memorial Tollway (I-88) will be expended by the end of 2015.

Jane Addams Memorial Tollway (I-90)

On the Jane Addams Memorial Tollway (I-90), approximately \$582.2 million, or 95.3 percent, of the \$611.1 million allocated in the CRP will be expended by the end of 2015.

Veterans Memorial Tollway (I-355)

By the end of 2015, approximately \$838.4 million, or 99.0 percent, of the \$846.6 million allocated in CRP for the Veterans Memorial Tollway (I-355) will be expended.

Open Road Tolling

As of year-end 2015, approximately \$710.2 million, or 99.3 percent, of the \$715.3 million allocated in the CRP will be expended to deliver open road tolling.

Systemwide Improvements

By the end of 2015, the Tollway will have expended approximately \$577.8 million, or 95.6 percent, of the \$604.2 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: 2016 Congestion-Relief Program Year Twelve

The 2016 fiscal year capital budget reflects the Tollway's commitment to maintain and upgrade the existing facilities and infrastructure of the system. For fiscal year 2016, \$158.6 million is allocated for the CRP.

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

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

Tri-State Tollway (I-80/ I-294/ I-94)				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2016 Request (millions)
I-294/I-57 Interchange (Inter-Agency Project)				
Reconstruct	Relocate Dixie Creek		2012-2013	\$2.8
Subtotal:				\$2.8
Tri-State Tollway (I-80/ I-294/ I-94) Total:				\$2.8

Exhibit 89

The 2016 capital budget of \$2.8 million for the Tri-State Tollway corridor is mainly required to complete right-of-way acquisitions for the new I-294/I-57 Interchange constructed under *Move Illinois*.

Jane Addams Memorial Tollway (I-90)

The current CRP projected expenditure at completion for the Jane Addams Memorial Tollway (I-90) is \$615.6 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	2016 Request (millions)
Restore				
Rehabilitate / Resurfacing / Add Lane	Illinois Route 53 to Elgin Plaza (MP 68.2 to 53.8)	14.4	2010-2014	\$10.1
Rehabilitate / Resurfacing / Add Lane	Sandwald Road to Newburg Road (MP 45.0 to 16.9)	28.1	2010-2014	\$17.5
Subtotal:				\$27.6
Jane Addams Memorial Tollway (I-90) Total:				\$27.6

Exhibit 90

In 2016, the \$27.6 million capital budget for the Jane Addams Memorial Tollway is required to complete bridge reconstruction at Higgins Road (Illinois Route 72), interchange reconstruction at Barrington Road and reconstruction of several local crossroad bridges including Garden Prairie Road, Anthony Road, Tripp Road, Spring Center Road and Illinois Route 72. Bridge rehabilitation will also begin eastbound over the Des Plaines River.

Reagan Memorial Tollway (I-88)

The current CRP projected expenditure at completion for the Reagan Memorial Tollway (I-88) is \$1.0 billion. The Reagan Memorial Tollway runs east-west from Hillside to Rock Falls.

Reagan Memorial Tollway (I-88)				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2016 Request (millions)
Restore				
Resurface	IL 251 to US 30 (MP 76.8 to 44.1)	32.7	2015-2016	\$101.3
Sub Total:				\$101.3
Reagan Memorial Tollway (I-88) Total:				\$101.3

Exhibit 91

The 2016 capital budget for this corridor is \$101.3 million to complete resurfacing and bridge repairs between Illinois Route 251 and U.S. Route 30.

Capital Program

Veterans Memorial Tollway (I-355)

The Veterans Memorial Tollway was constructed in two segments with the section from Army Trail Road to I-55 opened in 1989. On Veterans Day 2007, a new 12.5-mile south extension opened connecting I-55 to I-80, lengthening the Veterans Memorial to 29.8 miles. At the end of 2015, 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	2016 Request (millions)
Restore				
Resurfacing / Add Lane	71st Street to 75th Street (MP 16.1 to 15.5)	0.6	2016-2017	\$3.0
Sub Total:				\$3.0
Veterans Memorial Tollway (I-355) Total:				\$3.0

Exhibit 92

The 2016 capital budget of \$3.0 million is required for resurfacing and widening southbound lanes from 71st Street to 75th Street.

Open Road Tolling

The 2016 capital budget allocates \$5.2 million for the Toll Revenue Management and Maintenance Program (TRMMP).

Open Road Tolling				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2016 Request (millions)
Open Road Tolling				
Right-of-Way	DeKalb (66), Dixon (69)	0		\$0.2
Maintenance and Management	Toll Revenue Management and Maintenance Program	0	2005-2016	\$4.9
Sub Total:				\$5.2
Open Road Tolling Total:				\$5.2

Exhibit 93

Systemwide

The 2016 capital budget allocates \$18.6 million for systemwide improvements. Approximately \$9.9 million is allocated for systemwide pavement and bridge improvements to ensure the integrity of the system. Design and construction of commercial truck parking improvements at Tollway oases along the system are planned with \$4.8 million budgeted. The remaining \$4 million is established for program support staff.

Systemwide				
Project Type	Project Limits	Length (miles)	Estimated Construction Period	2016 Request (millions)
Systemwide Needs				
Bridge Improvements	Bridge Improvements	-	Annual	\$0.4
Interchange Improvements	Interchange Improvements	-	Annual	\$1.1
Environmental / Program	Systemwide	-	Annual	\$8.8
Pavement Improvements	Pavement Improvements	-	Annual	\$8.4
Sub Total:				\$18.6
Systemwide Total:				\$18.6

Exhibit 94

2016 Other Capital Projects

In addition to the *Move Illinois* Program and the Congestion-Relief Program (CRP), other capital projects are needed to support ongoing operations of the Tollway and ensure that the existing roadway network is well-maintained and safe for travel. While the *Move Illinois* Program and the CRP are major components of the Tollway's capital program, other elements include new technologies to manage congestion, reduce travel times and provide enhanced customer service, improvements to maintenance buildings and other structures to maintain the Tollway's assets, additional equipment for Illinois State Police District 15 and maintenance staff to improve efficiency and enhance public safety. The Tollway anticipates spending \$60 million in 2016 to support these ongoing other capital projects.

Equipment - \$26 Million

The 2016 Capital Budget for equipment includes \$8 million to replace and purchase new roadway vehicles, including snow removal and roadway maintenance equipment for the new Illinois Route 390. More than \$13 million is anticipated to be spent in 2016 for technology-related equipment including computer-aided dispatch (CAD) system upgrade and computer hardware/software needs, Web/e-Commerce and network infrastructure systems and station battery plant upgrades, as well as I-PASS transponder purchases and other program needs.

Approximately \$5 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.

General Consulting Services - \$22 Million

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

Other Services - \$6 Million

The 2016 Capital Budget allocates \$5 million for enterprise resource planning system implementation services, and approximately \$1 million for governmental research and infrastructure management services to support the capital program.

Building Repairs and Maintenance - \$4 Million

Expenditures for systemwide initiatives include facility improvement and rehabilitation, parking lot resurfacing and communications tower preservation.

Roadway - \$3 Million

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

Other Capital Project Highlights	2015 Carry-Over	2016 New Request
(\$ thousands)		
EQUIPMENT	\$18,172.4	\$26,096.8
Technology	\$6,599.3	\$13,169.8
Transponders	685.0	8,615.0
Station Battery Plant Upgrade	300.0	2,500.0
Unisys Web and Interactive Voice Response	-	618.0
Mainframe Legacy System Replacement and Upgrade	-	534.8
Server and Storage Infrastructure	-	450.0
Software Enhancements	-	300.0
SQL Upgrade for Computer-Aided Dispatch System	200.0	92.0
Replace Uninterruptible Power Supply Units	-	60.0
PBX Voice Mail System Upgrade	4,054.5	-
Security and Toll Audit Video Backup Systems	500.0	-
911 Telephone System for Dispatch	400.0	-
Facilities Security and Cameras	135.0	-
Desktops, Laptops and Mobile Equipment	100.0	-
Internal Audit Software	100.0	-
Printer Replacement	50.0	-
Financial Software Programs	50.0	-
Replace Computer-Aided Dispatch System Monitor/Personal Computer/Servers	24.8	-
Roadway Vehicles and Trucks	\$9,119.5	\$8,000.0
Roadway Maintenance and Equipment - Fleet	8,989.5	8,000.0
Rplace Forklift for Money Room	70.0	-
Tractor and Accessories	60.0	-
Intelligent Transportation Systems	\$835.2	\$4,575.0
Intelligent Transportation Systems Design/Construction Management Services Upon Request	-	1,600.0
Weigh-In-Motion/Roadway Weather Information Systems Upgrade	100.0	1,150.0
ITS Network Support and Maintenance Management	-	800.0
Traffic Incident Management System Enhancements	266.4	745.0
Traffic Incident Management System Digital Video Migration - Phase II	318.8	280.0
Advanced Traveler Information Systems	150.0	-
State Police	\$655.5	\$260.0
Live Scan Finger Print Machines	-	160.0
Panasonic Tough Pads with Mounts	-	55.0
Patrol Car Accessories	104.7	45.0
Indoor Firing Range Target Retrieval System	430.8	-
Crash Reconstruction Total Stations	65.0	-
Speed Timing Devices	55.0	-
Miscellaneous Equipment Systemwide	\$963.0	\$92.0
Coin Wrapper Machines	-	52.0
Coin Counting Equipment (10)	120.0	40.0
Capital Equipment	693.0	-
End Loader Weigh Scale Inventory Control System	150.0	-

Exhibit 95-1

Capital Program

Other Capital Project Highlights	2015 Carry-Over	2016 New Request
(\$ thousands)		
PROFESSIONAL SERVICES	\$12,523.4	\$27,407.2
General Consulting Services	\$1,864.4	\$21,792.2
General Engineering Consultant	-	16,500.0
Traffic Engineering Consultant	-	3,900.0
Construction Services Upon Request	420.0	580.0
Design Upon Request	746.4	512.2
Manpower for Construction Sites - State Police Overtime	-	300.0
JOC Administrator Services	500.0	-
Print Services, Web Plan, Advertising	198.0	-
Enterprise Resource Planning	\$8,800.0	\$4,800.0
Enterprise Resource Planning System	8,800.0	4,800.0
Geographic Information System	\$796.6	\$502.0
Infrastructure Management System	796.6	502.0
Environmental/ Governmental	\$907.4	\$313.0
Agencywide Research Program	374.8	300.0
Energy Conservation Initiatives	-	13.0
University of Illinois - CRCP Pavement Research	330.0	-
University of Nebraska - Lightpole Research	202.6	-
Financial	\$155.0	\$0.0
Financial Advisory Services	100.0	-
Transactional Advisors Fee	55.0	-
BUILDING REPAIRS AND MAINTENANCE	\$8,610	\$3,625
Systemwide	\$6,182.9	\$3,625.0
Facility Improvements/Rehabilitation	3,925.5	2,075.0
Parking Lot Resurfacing	-	1,000.0
Tower Preservation	200.0	550.0
Parking Lot Rehabilitation - Annie Glidden Road and Illinois Route 47 Salt Dome	823.4	-
Elevator Rehabilitation	697.0	-
Central Warehouse Facility Improvement	537.1	-
Central Administration	\$1,727.9	\$0.0
Repair/Reseal Skylights	770.0	-
Heating, Ventilation, Air Conditioning Control and Ductwork Improvement	307.9	-
Painting of Exterior Beams	230.0	-
Ergonomic Work Stations in District 15 Operations Room	220.0	-
Energy Initiative to Achieve Leadership in Energy and Environmental Design Certification	200.0	-
Plazas	\$675.6	\$0.0
Heating, Ventilation, Air Conditioning Improvement at Toll Plazas	625.6	-
Split Air Conditioning Units at Toll Plazas 1, 9 and 21	50.0	-
Maintenance Sites	\$23.9	\$0.0
Replace Inground Vehicle Hoist at M-3, M-4 and M-12	23.9	-

Exhibit 95-2

Other Capital Project Highlights	2015 Carry-Over	2016 New Request
	(\$ thousands)	
ROADWAY	\$2,377.7	\$2,554.8
Maintenance, Repairs and Improvements	\$1,470.2	\$1,400.0
Pavement Markings	600.0	1,200.0
Annual Authoritywide Miscellaneous	837.5	200.0
Miscellaneous Project Wrap-up Costs	32.7	-
Signage	\$907.5	\$1,154.8
Sign Shop Roadway Signing	310.0	640.0
Signage Upon Request	575.0	401.3
Aluminum Extrusion Refurbishing	22.5	113.5
Other Capital Projects TOTAL	\$41,683.7	\$59,683.8

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
- 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. 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.



Debt Management

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CURRENT CAPITAL PROGRAMS

Move Illinois Program

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

The Tollway's Board of Directors has authorized, on December 13, 2012, June 26, 2014, and September 24, 2015, the issuance of revenue bonds in support of the *Move Illinois Program*. The total bond par amount of such authorizations is \$2.6 billion. To date (as of September 2015), the Tollway has issued revenue bonds with par amounts totaling \$1.8 billion in support of the *Move Illinois Program*, consisting of the following.

Series	Date of Issue	Par Amount	Net Proceeds for <i>Move Illinois Program</i>
2013A	May 16, 2013	\$500 million	\$523 million
2014B	June 4, 2014	\$500 million	\$516 million
2014C	December 4, 2014	\$400 million	\$424 million
2015A	July 30, 2015	\$400 million	\$414 million
Totals		\$1,800 million	\$1,877 million

The Tollway anticipates obtaining additional bond proceeds for the *Move Illinois Program* in: (a) December 2015 in an estimated par amount of \$400 million; and (b) 2016 in an estimated par amount of \$600 million. Additional authorization from the Board will be needed for a portion of the bonds expected to be issued in 2016.

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 \$5.4 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 it is currently projected to be about \$5.7 billion at completion. Remaining CRP costs over the period of 2015-2017 are expected to be financed from revenues.

DEBT PROFILE

Outstanding Debt

On January 1, 2016, the Tollway has two scheduled principal payments totaling \$66,100,000. After making those principal payments, and assuming the Tollway issues \$400 million par amount of bonds in December 2015, the Tollway will have \$5,718,065,000 par amount of bonds outstanding. Of such outstanding par amount of bonds:

- \$2,200,000,000 will have financed a portion of the *Move Illinois* Program;
- \$3,448,865,000 financed or refinanced a portion of the CRP; and
- \$69,200,000 financed or refinanced pre-CRP projects.

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

The following table lists each outstanding series and its respective final maturity, principal scheduled to be outstanding after any principal payments due January 1, 2016, 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 \$5,718,065,000 par amount of bonds expected to be outstanding as of January 1, 2016, \$4,469,965,000 (78.2 percent) are traditional fixed-rate bonds and \$1,248,100,000 (21.8 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, 2016*

<u>Series</u>	<u>Final Maturity</u>	<u>Principal Outstanding</u>	<u>Interest Rate</u>
1998 Series B	1/1/2017	69,200,000	Variable
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
2014 Series D***	1/1/2025	264,555,000	Fixed
2015 Series A***	1/1/2040	400,000,000	Fixed
2015 Series B***,^	1/1/2040	400,000,000^	Fixed
Total		\$5,718,065,000	

* Amounts shown are after payments due January 1, 2016, funds for which are remitted to the Bond Trustee during the prior fiscal year.

** CRP financing.

*** *Move Illinois* financing.

^ Series 2015B is expected to be issued in December 2015. Amount is estimated and subject to change.

Exhibit 97

Planned 2016 Debt Issuance**New Money**

The Tollway anticipates two new money bond issues totaling \$600 million in 2016 to finance portions of the *Move Illinois* Program. The budget includes \$15.0 million to fund interest expense on the new bonds in 2016. 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 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 \$1,248,100,000 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. A scheduled principal payment of \$53,900,000 on January 1, 2016 reduces the amount of synthetic fixed rate bonds to \$1,248,100,000.

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. The terms of four of the credit and liquidity facilities are scheduled to expire in the first quarter of 2016. The Tollway expects to renew or replace the expiring facilities without an increase in cost.

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 2016 Budget includes a \$2 million contingency for increased debt service on synthetic fixed-rate bonds from a possible refunding/restructuring.

The 2016 Budget includes transfers from revenues into the Provider Payment Account (a sub-account of the Debt Service Account) for costs related primarily to the synthetic fixed-rate bonds. These costs are fees payable to credit/liquidity facility providers, remarketing agents and bond rating agencies.

Refunding Fixed-Rate Bonds

The Tollway also monitors the credit markets for opportunities to reduce debt service by refunding its outstanding fixed rate bonds. The Tollway's Board has previously authorized a refunding of the \$350,000,000 Series 2008B Bonds for this purpose. This refunding is tentatively scheduled to price in December and to close in January 2016. No additional refunding issuance and related debt service savings have been assumed in the 2016 Budget.

Estimated Debt Service Obligations

The following graph shows annual debt service requirements on Tollway bonds: (i) expected to be outstanding at year end 2015 (labeled as Current Interest/Current Principal); and (ii) expected to be issued during 2016 (labeled as New Interest/New Principal). This is gross debt service and does not net out anticipated federal subsidies in connection with the Tollway's outstanding Build America Bonds, i.e. its \$500 million Series 2009A and \$280 million Series 2009B Bonds. Per the provisions of the American Recovery and Reinvestment Act's Build America Bonds program, the Tollway expects to receive subsidy payments on these taxable Series 2009A/B Bonds. Such subsidy payments reduced debt service by \$16.2 million in 2012, by \$15.0 million in 2013, by \$15.1 million in 2014, and are expected to reduce 2015 and 2016 debt service each by \$15.1 million. The subsidy payments for each of 2013 through 2016 were originally expected to be \$16.2 million but have been reduced due to federal sequestration.

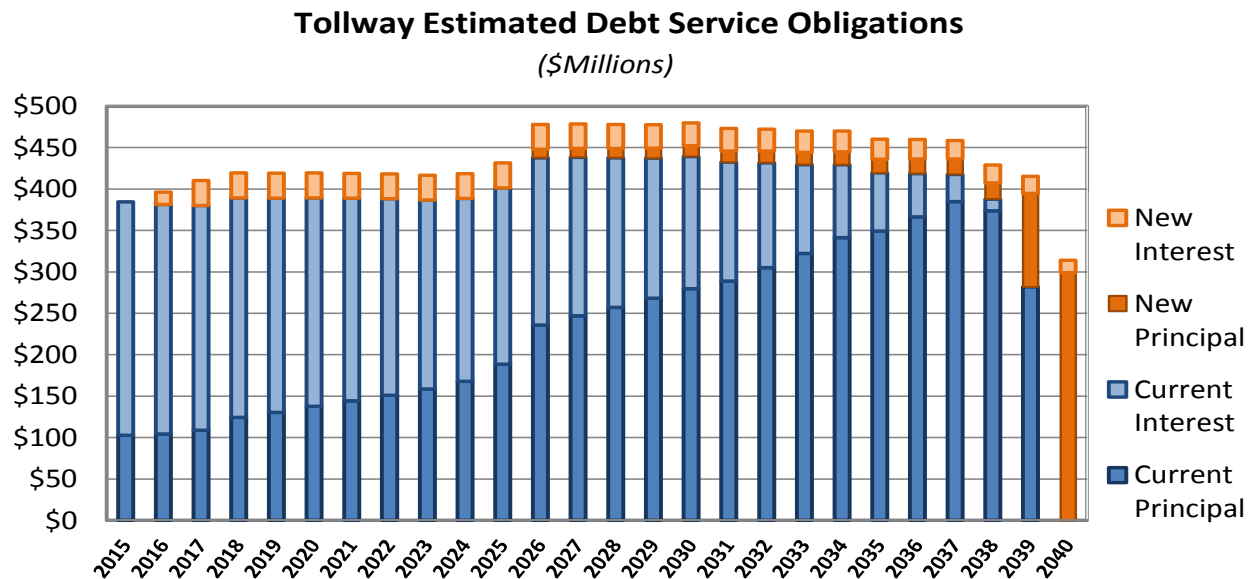


Exhibit 98

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 2.5x in 2015 and budgeted at 2.4x in 2016, both before adjustments for expected federal subsidies related to the Build America Bond program. Using debt service net of the expected federal subsidies, debt service coverage is estimated at 2.6x in 2015 and budgeted at 2.5x in 2016. 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, 2015, MADS is \$424,502,472 (which is the debt service obligation for fiscal year 2033), and the Debt Reserve Account is valued at \$424,686,733, consisting of \$324,686,733 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 2010 through 2014, estimated debt service coverage for 2015 and budgeted debt service coverage for 2016. Please note that debt service in the following chart includes annual liquidity and remarketing fees associated with the synthetic fixed rate bonds. Also, 2012 Operating Expenses does not include \$10.4 million deposited to an operating reserve.

Debt Service Coverage: Actual 2010-2014; Estimated 2015; and Budgeted 2016

	Actual					Estimated	Budgeted
	2010	2011	2012	2013	2014	2015	2016
Operating Revenues	\$672,760	\$697,416	\$963,755	\$1,009,776	\$1,036,156	\$1,218,000	\$1,300,000
Operating Expenses	\$250,857	\$245,975	\$253,058	\$277,512	\$297,821	\$310,600	\$321,807
Net Operating Revenues	\$421,903	\$451,441	\$710,697	\$732,263	\$738,335	\$907,400	\$978,193
Debt Service (incl. Liq. Fees)	\$253,170	\$259,618	\$260,872	\$308,255	\$315,485	\$365,317	\$411,210
Debt Service Coverage (X)	1.67	1.74	2.72	2.38	2.34	2.48	2.38
Build America Bond ("BAB") Subsidies & Pre-paid Interest	\$28,133	\$16,244	\$16,244	\$15,538	\$15,075	\$15,107	\$15,139
Debt Service Coverage after BAB Subsidies & Pre-paid Interest (X)	1.87	1.85	2.91	2.50	2.46	2.59	2.47

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 June/July of 2015 in connection with the Tollway's issuance of its Series 2015A 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)
2014	(\$257.2 million)

Estimated mark-to-market valuations for each of the swaps as of September 30, 2015 is as follows:

The Illinois State Toll Highway Authority Swap Portfolio as of September 30, 2015 (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	(2,243)
1998 SERIES B	JP Morgan Chase Bank*	55,395	4.3250%	Actual	1/1/2017	(1,835)
1998 SERIES B TOTAL		\$123,100				(\$4,077)
2007 SERIES A-1	Citibank N.A., New York	175,000	3.9720%	SIFMA	7/1/2030	(\$44,136)
2007 SERIES A-1	Goldman Sachs Bank USA	175,000	3.9720%	SIFMA	7/1/2030	(\$44,136)
2007 SERIES A-1 TOTAL		\$350,000				(\$88,273)
2007 SERIES A-2	Bank of America, N.A.	262,500	3.9925%	SIFMA	7/1/2030	(\$66,794)
2007 SERIES A-2	Wells Fargo Bank**	87,500	3.9925%	SIFMA	7/1/2030	(\$22,265)
2007 SERIES A-2 TOTAL		\$350,000				(\$89,058)
2008 SERIES A-1	The Bank of New York	191,550	3.7740%	SIFMA	1/1/2031	(\$43,631)
2008 SERIES A-1	Deutsche Bank AG, NY Branch	191,550	3.7740%	SIFMA	1/1/2031	(\$43,631)
2008 SERIES A-1 TOTAL		\$383,100				(\$87,261)
2008 SERIES A-2	Bank of America, N.A.***	95,775	3.7640%	SIFMA	1/1/2031	(\$21,713)
2008 SERIES A-2 TOTAL		\$95,775				(\$21,713)
TOTAL		\$1,301,975				(\$290,383)

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

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

Budget Amendment

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

Budgetary Basis of Accounting

The Tollway 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

2016 Budget Planning Calendar by Task	Date(s)
Budget prepares Capital spreadsheets that include the 2015 Budget as well as expenditures-to-date for roadway and non-roadway capital projects. The 2016 Capital Request Form and Instructions are also prepared.	6/8/2015-6/29/2015
The 2016 M&O Budget process begins with the establishment of economic assumptions for salaries, wages, FICA and retirement as well as guidelines regarding overall budget growth or reduction based revenue projections, current and future programs.	6/8/2015-7/17/2015
Budget prepares M and O spreadsheets to include 2013 and 2014 expenditures, 2015 Budget, 2015 year-end forecast and a preliminary 2016 Budget for payroll costs.	6/8/2015-7/24/2015
Request PMO to update cash flow for the 2015 Capital Program and to prepare cash flow for the 2016 Capital Program.	6/15/2015
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.	6/25/2015-7/1/2015
Budget sends M and O spreadsheets and instructions to each department requesting detailed justification for new initiatives, changes in headcount and dollar impact between capital and M and O.	7/31/2015
Each department develops its own 2016 Budget Request through a series of internal planning meetings and information gathering. Each department chief manages the review process before the Request is submitted to the Budget Office.	6/25/2015-8/14/2015
The departments return their completed 2016 Budget Requests to the Budget Office for review.	8/7/2015-8/21/2015
The Budget Requests are compared to the 2015 Budget, 2015 forecast and the preliminary 2016 payroll budget plan. Year-over-year dollar impacts are analyzed so that justifications are consistent with the Authority's goals and objectives.	8/7/2015-8/31/2015
The Budget Office reviews the 2016 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.	8/31/15-9/4/2015
Meetings are held if necessary with department chiefs, the CFO, Deputy and Chief of Finance to discuss and finalize the 2016 Departmental Budget Requests.	9/1/2015-9/10/2015
Accounting Office prepares 2015 August G/L closing revenue data; and final data is supplied to Budget and the Traffic Engineer.	9/1/2015-9/24/2015
Debt Management prepares Tollway debt information.	9/1/2015-10/6/2015
Meetings are then held with the Executive Director, Chief of Staff, CFO and Deputy Chief of Finance to discuss any modifications to each Department's 2016 Budget Request.	9/11/2015
The Budget Office, in collaboration with each department, makes any changes to the 2016 Budget Requests resulting from the meetings with the Executive Office. The Budget Office begins the cross-checking process making sure all budget information is correct and up to date.	9/11/2015
Executive summary, charts, graphs, debt tables and department narratives are prepared for the 2016 Tentative Budget Book.	9/11/2015-9/23/2015
Traffic Engineer and Consulting Engineer submit their Annual Toll Revenue Certificate and Renewal/Replacement Deposit Letter respectively for inclusion in the 2016 Tentative Budget Book.	9/11/2015-10/5/2015
Communications develops executive summary section and submits to the Budget Office.	9/23/2015-9/25/2015
The CFO, Deputy Chief of Finance and Communications review and edit Tentative Budget Book.	10/1/2015-10/9/2015
The Budget Office completes all revisions from the CFO, Deputy Chief of Finance, and the Communications Department.	10/9/2015
The 2016 Tentative Budget Book is reviewed by the Executive Director and the Chief of Staff.	10/9/2015-10/12/2015
Edits from the Executive Office are incorporated into the Tentative Budget Book.	10/12/2015-10/13/2015
Conference call with the Chairman, the Executive Director, Chief of Staff, CFO and Deputy Chief of Finance for a final review of the Tentative Budget Book. Comments from the call are incorporated into the book.	10/13/2015
Final revisions are incorporated into the 2016 Tentative Budget and hard copies of the book are printed.	10/13/2015-10/14/2015
The CFO presents the 2016 Tentative Budget Book to the Finance, Administration and Operations Committee (FAO) via a hard copy book and a power point presentation.	10/15/2015
During the October Board meeting, the CFO gives a 2016 Tentative Budget PowerPoint presentation to the Board. The 2016 Tentative Budget books are delivered to the Board members, Executive Office and department chiefs. The Board approves the 2016 Tentative Budget.	10/22/2015
Public hearings on the 2016 Tentative Budget are held at Chicago Heights, Libertyville and Central Administration for questions or comments.	11/12/2015-11/19/2015
Executive Letter is drafted by the Executive Office to be included in the Final Budget book.	11/12/2015-12/6/2015
2016 Final Budget is developed to include changes, if necessary, resulting from comments from the hearings.	11/19/2015-12/16/2015
Final Budget books are printed and then distributed at the December Board meeting. The Board approves and adopts the 2016 Final Budget.	12/17/2015

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.

Revenues

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

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

1. The Tollway will maintain a revenue monitoring system to assist in trend analysis and revenue forecasting.
2. The Tollway will support legislation that will allow for expanded, progressive and fiscally responsible financing measures.
3. The revenue model assumes the new 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 revenues, bonds issued for construction and unreserved fund balances.

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

Debt Administration

1. The Tollway will maintain regular communication with credit rating agencies and facilitate disclosure of financial and management issues important to investors.
2. Capital plans proposed for financing through debt should be accompanied by an analysis of the future maintenance and operations costs associated with the projects.
3. The Tollway will oversee and coordinate the timing, process of issuance and marketing of bonds and other capital financing activities required in support of its capital program.
4. The Tollway will allocate sufficient revenues to finance ongoing maintenance needs.
5. No debt will be issued for the purpose of funding capital projects until 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 contracted by the Auditor General of Illinois performs an annual financial audit in accordance with Generally Accepted Auditing Standards (GAAS) and publicly issues an opinion, which is published in the Tollway's Comprehensive Annual Financial Report (CAFR).
7. The Tollway annually seeks the Government Finance Officers Association Certificate of Achievement for Excellence in Financial Reporting Program. This certificate has been awarded to the Tollway annually since 1995.
8. The Tollway promotes full disclosure in its annual financial statements and its bond presentations.
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 2.3 million in 2014 and average daily vehicle counts increased from 255 thousand to 1.5 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

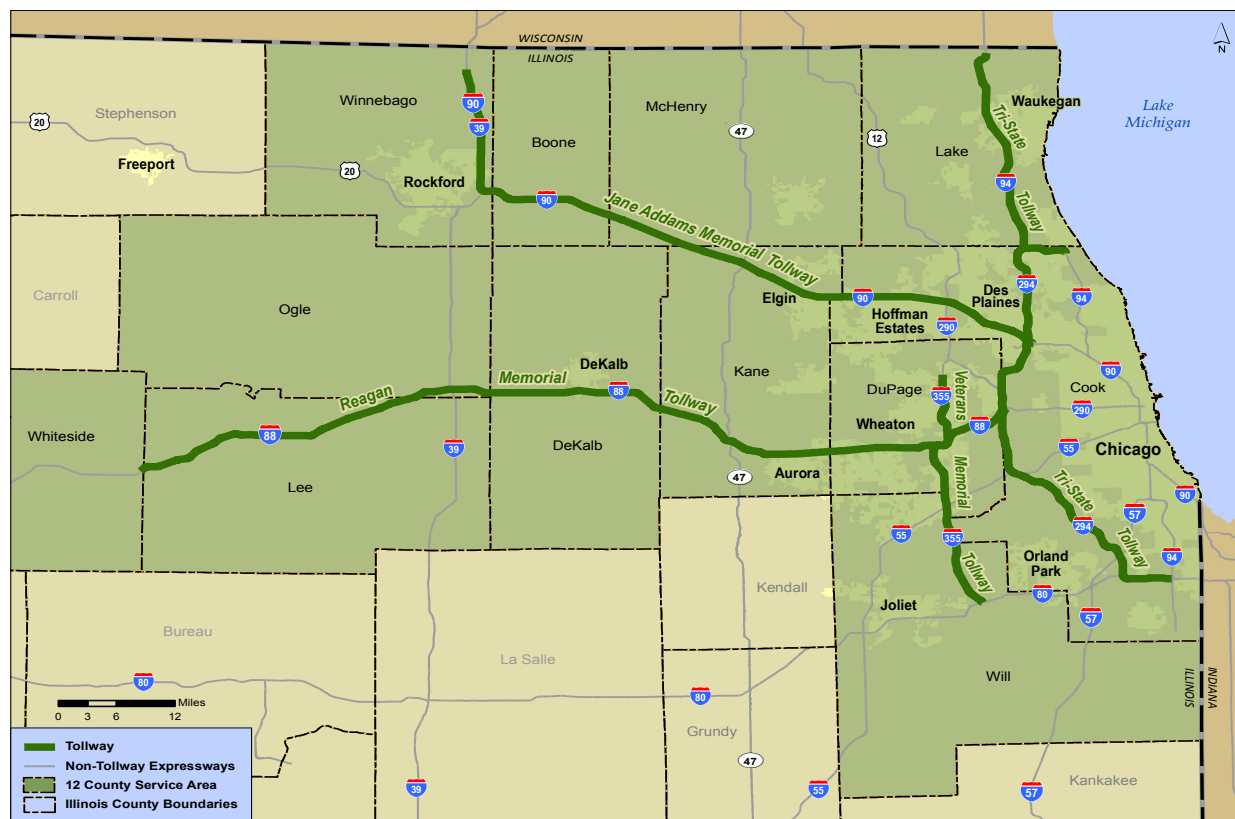


Exhibit 102

User Profile

Passenger cars account for approximately 88 percent of the Tollway usage and commercial vehicles account for the remainder. The heaviest usage of the Tollway is on weekdays. On Saturdays, traffic is typically down about 11 percent from an average day and Sundays see the lowest use, down about 22 percent from an average day. Seasonal variation in traffic also exists. The summer months of June, July and August have the highest levels of usage, with average daily traffic approximately 7 percent higher than the yearly average. During the summer, passenger car recreational usage is higher, but commercial vehicle activity is also slightly higher. January typically has the lowest usage, about 12 percent below an average month. This number is especially low in January 2014 because of bad weather.

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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801 Warrenville Road, Suite 260
Lisle Illinois, 60532
tel: 630 434-8111

October 5, 2015

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

Subject: Annual Toll Revenue Certificate 2016

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 2015 and the subsequent Fiscal Year 2016. Estimates of expected revenues contained in this document incorporate the current known construction schedule, system improvements, rate schedule changes, the current state of the economy, and other considerations pertaining to near-term estimated system performance. Estimates are of "expected revenues." "Expected revenues" is the sum of all toll revenues that would be realized if 100 percent of transactions were recorded at the proper rate and resulted in full payment. Expected revenues do not include the effects of overpayments, underpayments, toll evasion or toll evasion recovery. The term "revenues" in this document means "expected revenues."

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.



WATER + ENVIRONMENT + TRANSPORTATION + ENERGY + FACILITIES



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Year-to-date revenues for 2015 exceeded 2014 revenues for the same period by an estimated 19.4 percent, or \$131.6 million¹. An estimated 81 percent of this revenue growth has been from commercial vehicles, which were subject to a 40 percent toll increase starting January 1, 2015. Passenger car revenue growth in 2015 has been the highest since 2012, a year which included a significant passenger car toll increase. Given these trends and continued steady economic performance, CDM Smith anticipates continued revenue growth through the fourth quarter of 2015 as compared to 2014.

Tollway performance in 2015 has also been affected by construction and completion of major projects. The conclusion of construction on western Jane Addams Memorial Tollway (I-90) in December 2014 has had a positive effect on that section. This positive effect has been offset somewhat by increasing construction on the heavily-traveled section of I-90 east of the Elgin Toll Plaza. Positive impacts in 2015 have also been realized on the Tri-State Tollway from the completion of the I-57 interchange with I-294 in October 2014.

Significant revenue growth is also anticipated in 2016 due to the 7.14 percent commercial vehicle rate increase being implemented on January 1, 2016. Aside from this rate increase, CDM Smith's outlook for underlying growth in travel demand for the Tollway in 2016 is positive based on recent trends and a review of economic forecasts.

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

Recent Transaction Trends

Table 1 presents systemwide transactions by month between January 2010 and August 2015. Since the single-year decline in systemwide transactions in 2012 — a result of the 2012 passenger car toll rate increase — transaction growth has accelerated each year. Total systemwide transactions through August of 2015 have exceeded 2014 levels in all eight months. (August 2015 is year-to-date at the time of writing.) In addition to growth in travel demand, 2015 transaction growth has been aided by the opening of the I-57 and I-294 interchange. Six of the last 12 months (Sept 2014 to Aug 2015) have seen growth of 5.0 percent or more compared to the same month in the previous year. No single month in the previous three and a half years, between January 2011 and August 2014, 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,

¹ The increase in YTD revenues from 2014 to 2015 is for the period January through August. Year-end audited results may differ.





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compared to 2.6 inches in 2013 and 13.9 inches in 2015 . In addition to snowfall, several days in winter 2013-2014 were depressed due to extremely cold temperatures, especially during January 2014. Winter impacts in 2014-2015 were much less severe than 2013-2014 but were still worse than recent historical averages. February 2015 received 26.9 inches of snow compared to a 2003-2014 February average of 12.7 inches.

Table 1 – Total Transactions by Month (Millions)

	2010		2011		2012		2013		2014		2015	
	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	
January	60.1	4.7%	62.9	-4.6%	60.0	3.2%	61.9	-4.5%	59.1	9.8%	64.9	
February	57.9	-2.0%	56.7	5.9%	60.1	-5.0%	57.1	1.0%	57.7	4.2%	60.1	
March	68.0	2.2%	69.5	-4.2%	66.6	-1.3%	65.7	2.5%	67.4	6.2%	71.6	
April	67.9	0.0%	67.8	-3.1%	65.8	1.4%	66.7	4.1%	69.5	5.4%	73.2	
May	70.2	1.5%	71.2	-0.3%	71.0	1.7%	72.2	2.9%	74.3	3.7%	77.0	
June	71.3	3.0%	73.4	-3.2%	71.0	-1.0%	70.3	4.5%	73.5	5.5%	77.5	
July	73.4	1.7%	74.7	-4.3%	71.5	3.0%	73.6	4.0%	76.6	5.7%	80.9	
August	74.5	2.4%	76.3	-4.4%	72.9	3.6%	75.5	0.7%	76.1	4.7%	79.7	
September	69.4	2.1%	70.9	-6.5%	66.3	3.6%	68.7	3.9%	71.4			
October	71.4	2.3%	73.0	-4.6%	69.7	3.8%	72.3	3.8%	75.1			
November	67.3	1.6%	68.4	-4.4%	65.4	1.5%	66.4	1.9%	67.6			
December	65.8	3.2%	67.9	-6.5%	63.5	3.1%	65.5	7.0%	70.1			
Total	817.1	1.9%	832.8	-3.5%	803.8	1.5%	816.0	2.7%	838.3			
Total (Jan-Aug)									554.1	5.6%	584.9	

Much of 2015 has been affected by construction on the Jane Addams Memorial Tollway east of Elgin as rebuilding and widening construction continues on this section. Due to these construction projects, traffic continues to divert to I-88. Other traffic has also diverted to local roads, depressing systemwide revenues.

As of August 2015, year-to-date performance on the Jane Addams is up by 3.9 percent in transactions. This is about 1.7 percent lower than the year-to-date performance on the entire system. The negative impacts of construction on the eastern end have been offset by recovery on western Jane Addams following the completion of widening between I-39 and the Elgin Mainline Plaza in December 2014.





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Recent passenger car (PC) transactions are presented in Table 2. Year-to-date growth in PC transactions of 5.9 percent is the highest in recent history. Growth in PC transactions is partially due to recovery from the historically severe 2013-2014 winter and the new I-294 interchange with I-57. Beyond these factors, PC growth has been aided by the improving economic situation, especially with increasing employment.

Table 2 – Passenger Car Transactions by Month (Millions)

	2010		2011		2012		2013		2014		2015	
	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	
January	54.0	4.2%	56.3	-5.8%	53.0	3.0%	54.6	-5.2%	51.7	10.5%	57.1	
February	52.0	-2.6%	50.6	5.2%	53.2	-5.4%	50.3	0.6%	50.6	4.4%	52.8	
March	60.9	1.7%	62.0	-5.0%	58.9	-1.1%	58.3	2.0%	59.4	6.1%	63.0	
April	60.7	0.0%	60.7	-4.0%	58.2	1.0%	58.8	3.8%	61.0	5.5%	64.4	
May	62.9	1.1%	63.6	-1.3%	62.7	1.5%	63.7	2.8%	65.4	4.1%	68.1	
June	63.4	3.0%	65.3	-3.6%	62.9	-1.1%	62.3	4.0%	64.7	5.6%	68.4	
July	65.9	1.7%	67.0	-5.2%	63.6	2.6%	65.2	3.5%	67.5	6.2%	71.7	
August	66.5	2.1%	67.9	-5.1%	64.4	3.7%	66.8	0.5%	67.1	5.1%	70.5	
September	61.7	2.2%	63.0	-6.8%	58.7	3.1%	60.5	3.2%	62.5			
October	63.7	2.1%	65.0	-5.7%	61.3	3.4%	63.4	3.5%	65.6			
November	60.2	1.2%	60.9	-5.1%	57.8	1.3%	58.6	1.8%	59.7			
December	58.9	3.2%	60.8	-6.7%	56.8	2.3%	58.1	6.6%	61.9			
Total	730.8	1.7%	743.2	-4.2%	711.7	1.2%	720.5	2.3%	737.2			
Total (Jan-Aug)									487.6	5.9%	516.1	





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Table 3, which presents commercial vehicle (CV) transactions for 2010 through August 2015, shows strong growth for the first eight months of 2015 despite the 40 percent CV toll increase. The improving economy and resilience to the toll increase is partly reflected in year-to-date CV transaction growth of approximately 3.4 percent. This year-to-date growth rate is similar to annual growth rates observed in 2011, 2012 and 2013, years that were not subject to CV toll increases. It should be noted that Illinois Tollway CV growth 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, between January 2010 and December 2014. Even with the January 2015 CV toll increase, year-to-date Illinois Tollway CV growth has been similar to the average CV growth among these comparable toll agencies.

Table 3 – Commercial Vehicle Transactions by Month (Millions)

	2010		2011		2012		2013		2014		2015	
	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng
January	6.0	9.5%	6.6	5.4%	7.0	5.1%	7.3	1.2%	7.4	5.0%	7.8	
February	5.9	4.0%	6.2	11.7%	6.9	-1.6%	6.8	4.0%	7.1	2.4%	7.2	
March	7.1	5.8%	7.5	2.6%	7.7	-2.7%	7.5	6.9%	8.0	6.9%	8.5	
April	7.2	-0.7%	7.2	5.3%	7.5	5.0%	7.9	6.5%	8.4	4.8%	8.8	
May	7.3	4.8%	7.6	8.0%	8.2	3.1%	8.5	4.3%	8.8	0.3%	8.9	
June	7.8	3.5%	8.1	0.0%	8.1	-0.3%	8.1	9.0%	8.8	4.6%	9.2	
July	7.5	2.3%	7.7	3.1%	7.9	6.9%	8.4	7.5%	9.1	1.7%	9.2	
August	8.0	5.0%	8.4	1.5%	8.5	2.9%	8.7	2.1%	8.9	2.1%	9.1	
September	7.7	1.5%	7.8	-3.7%	7.6	8.1%	8.2	9.0%	8.9			
October	7.7	3.7%	8.0	4.9%	8.4	6.3%	8.9	6.2%	9.5			
November	7.2	4.8%	7.5	1.2%	7.6	2.5%	7.8	2.5%	8.0			
December	6.9	3.3%	7.1	-4.9%	6.8	9.8%	7.4	9.9%	8.2			
Total	86.3	3.9%	89.6	2.8%	92.1	3.7%	95.5	5.8%	101.0			
Total (Jan-Aug)									66.5	3.4 %	68.8	





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Economic Trends

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

For 2015, national real GDP growth is estimated to average approximately 2.3 percent (based on data from 22 different forecasting entities). This projection is lower than the prior forecast, largely due to the severe weather, port closures, and a stronger U.S. dollar early in 2015. For 2016, the overall economic growth is now forecasted to average about 2.8 percent, which is close to previously-reported outlooks for that year. However, a number of risks to the U.S. and Midwestern economies linger, such as growth deceleration in economies of major trading partners. This, with significant appreciation of the U.S. dollar, could weaken growth of U.S. exports. The labor market is expected to continue its relatively strong momentum, with the unemployment rate improving more than previously projected. Consumer inflation is expected to remain very low for the remainder of 2015 and increase closer to historical averages in 2016. Relatively low oil and gasoline prices can provide a boost to consumer spending and reallocation to other goods and services, including less expensive roadway travel. In summary, the moderate economic growth seen in 2015 is expected to continue through 2016 at a similar pace.

Construction Projects

The major capacity expansion projects included in the previous Congestion-Relief Capital Program all were completed by the end of 2010. In 2011, the Tollway adopted the 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*, to improve regional mobility for the next generation.

In December 2014, the Illinois Tollway fully opened the reconstruction and widening of approximately 35 miles of the Jane Addams Memorial Tollway from I-39 to the Elgin Toll Plaza. Significant work also began in 2014 on the eastern section of the Jane Addams Memorial Tollway between the Elgin Toll Plaza and Kennedy Expressway to add one lane in each direction and reconstruct the roadway. This work accelerated in 2015 and is expected to continue through most of 2016. The current maintenance of traffic plans will continue to generally maintain the existing number of lanes with reduced capacity and speeds.

Several new toll ramps are expected to open in late 2015 and early 2016 on the Jane Addams Memorial Tollway. Toll collection began on the reconstructed exit ramps from eastbound and westbound I-90 to Genoa Road on September 14, 2015. Toll collection is anticipated to begin in early 2016 on the new ramps to and from the west at the Irene Road and I-90 interchange. The new eastbound exit ramp from I-90 to Roselle Road is expected to begin tolling in summer 2016.



Final 2016 Annual Cert v9.1.docx



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Table 4 identifies the major scheduled construction projects for 2016. CDM Smith expects continued traffic impacts due to construction on eastern Jane Addams Memorial Tollway. Some construction impacts are also expected on the rural western section of the Reagan Memorial Tollway in 2016 due to lane restrictions put in place during bridge rehabilitation. The lane restrictions are expected to be similar to those in place in 2015 for resurfacing in this same section.

Table 4 – 2016 Major Construction Projects on the Existing Illinois Tollway 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, IL 31 Interchanges	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	Bridge rehabilitation

Potential revenue generated from tolling the first section of the Elgin O'Hare Western Access between Lake Street and I-290 is not included in the 2016 Revenue Certificate. Should this section open in 2016, it is expected to generate toll revenue of approximately \$1.8 million per month.

Methodology and Assumptions

CDM Smith's methodology in developing the 2016 Revenue Certificate is similar to previous years. Forecast are based on historical performance and grown month-by-month to allow for construction impacts to be isolated and analyzed more effectively across different years, and to account for anomalies occurring as a result of the day of the week on which a holiday falls. Construction activity in particular has been found to significantly impact transactions during the peak months of the construction (generally April to November) while leaving other months unaffected. In order to better isolate normal growth and construction impacts, historical data was normalized to account for major weather events during this analysis process.

Multiple assumptions were used to calculate the forecasted expected revenue for the 2016 Revenue Certificate. The 2015 and 2016 annual systemwide PC I-PASS rates were both assumed to be 86.3 percent, reflecting flat growth. The 2014 PC I-PASS rate was 86.4 and based on year-to-date performance the 2015 rate is 86.3 percent. The 2016 rate is expected to remain unchanged.

CV assumptions include a toll rate increase of 7.14 percent in 2016 and vehicle classifications that are consistent with recent historical classifications. To aid in the analysis of impacts due to the CV





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rate increase, a review of performance before and after the 2005 CV toll increase and recent 2015 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 2016 Revenue Certificate. An adjustment process was also applied to forecasted transactions and revenue to account for variations in the monthly weekday/weekend distribution and holiday impacts across different years.

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

Findings

Total expected toll revenue for 2015 is estimated to be \$1,226.5 million. Factors affecting 2015 revenue include the 40 percent CV toll increase, recovery from construction ending on western Jane Addams Memorial Tollway, impacts due to current construction on eastern Jane Addams Memorial Tollway, the opening of the I-294 and I-57 interchange, and a growing economy.

In addition to the 7.14 percent CV rate increase, the 2016 revenue estimate accounts for several other notable projected impacts, including continued construction on the Jane Addams Memorial Tollway and the opening of new interchanges on the Jane Addams Memorial Tollway. Performance in 2016 is forecasted to exceed 2015 revenues by 6.8 percent, bringing annual expected toll revenue to \$1,309.8 million.

Revenue growth in 2016 is lower than 2015 mostly due to the smaller CV toll increase. Aside from this factor, the 2016 forecast reflects improvements in national and regional economic performance. CV growth is forecasted to comprise 67 percent of the overall revenue growth in 2016. Results for the remainder of 2015 and all of 2016 are presented in Tables 5 and 6.





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Table 5 – Estimates 2015 Expected Toll Revenues

Month	Expected Revenue (in thousands)
January ⁽¹⁾	\$ 89,773
February ⁽¹⁾	83,580
March ⁽¹⁾	99,624
April ⁽¹⁾	101,986
May ⁽¹⁾	106,024
June ⁽¹⁾	108,251
July ⁽¹⁾	112,209
August ⁽¹⁾	110,115
September	105,700
October	109,180
November	98,548
December	101,475
Total ⁽²⁾	1,226,466

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

(2) Values may not sum due to rounding.

Table 6 – Estimates 2016 Expected Toll Revenues

Month	Expected Revenue (in thousands)
January	\$ 95,807
February	93,714
March	109,024
April	107,864
May	113,591
June	115,768
July	116,023
August	120,155
September	112,242
October	113,158
November	106,254
December	106,180
Total ⁽¹⁾	1,309,781

(1) Values may not sum due to rounding.





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

Sincerely,

CDM Smith Inc.

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

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





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Disclaimer

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

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

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

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

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





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312 373 7700 tel
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October 8, 2015

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

Subject: 2016 Renewal and Replacement Deposit

Dear Mr. Colsch,

In our role as the Consulting Engineer for the Illinois Tollway, we have reviewed the renewal and replacement needs of the Tollway system in order to develop our recommendation for the deposit to be made to the Renewal and Replacement (R&R) Account in 2016. 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.

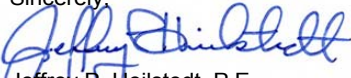
On September 21, 2015, the Tollway provided AECOM projected annual capital expenditures for the R&R Account for the years 2012 through 2026. These projected expenditures were developed by the Program Management Office (PMO) based upon methods understood by AECOM to be consistent with sound engineering practice. The Tollway also identified the projected ending balance of the R&R Account for 2015 as approximately \$265 million, which includes the 2015 R&R deposit. AECOM reviewed the data provided by the Tollway to identify the estimated deposits through 2026 required to maintain appropriate account balances based upon the estimated capital expenditures.

The PMO has estimated total draws for the R&R Program in 2016 to be approximately \$404 million. The combination of deposits and draws on the cash balance of the R&R Account will fund the projects in the Program including \$60 million for Capital Projects such as fleet vehicle purchases, I-PASS Transponders, Information Technology projects, the Intelligent Transportation Systems program, and other Capital Projects. These values appear reasonable under the circumstances under which this letter was prepared. Based on these values, we recommend a deposit of \$300 million to the R&R Account for 2016 in order to maintain the anticipated projects in the Tollway's Final Program of roadway, bridge, and facility repair, rehabilitation and reconstruction in 2016.

The Tollway did not request AECOM to provide and AECOM does not offer to provide any services constituting the services of a "municipal advisor" as defined in Federal law (such as the Dodd-Frank Wall Street Reform and Consumer Protection Act), nor does AECOM owe a fiduciary duty pursuant to Section 15B of the Securities Exchange Act of 1934 to the Tollway with respect to the information and material contained in this letter. This letter is based on AECOM's professional judgment regarding the Tollway's practices and our understanding and judgment regarding setting levels for the R&R Account for 2016. AECOM does not make any warranty or representation that projected values mentioned here will actually be achieved in 2016.

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

Sincerely,



Jeffrey P. Heilstedt, P.E.
Vice President

Cc: Greg Bedalov, Tollway
Rocco Zuccherro, Tollway
Cathy Williams, Tollway

Paul Kovacs, Tollway
Linda "Po" Collins, Tollway
Sam Samra, Tollway

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

2016 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 2015 and 2016. 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 2015	FY 2016
Net Revenues :			
Actual Revenues - First Eight Months:			
	Toll Revenues *	\$760.8	
	Evasion Recovery	39.7	
	Investment Income	1.2	
	Concession and Miscellaneous	4.7	
First Eight Months Revenues		\$806.3	
Estimated Revenues - Last Four Months:			
	Toll Revenues *	\$387.2	
	Evasion Recovery	20.3	
	Investment Income	0.1	
	Concession and Miscellaneous	4.3	
Last Four Months Revenues		\$412.0	
Estimated Revenues:			
	Toll Revenues *	\$1,148.0	\$1,227.0
	Evasion Recovery	60.0	63.0
	Investment Income	1.3	2.0
	Concession and Miscellaneous	9.0	8.0
Total Estimated Revenues		\$1,218.3	\$1,300.0
Less: Total Budgeted Operating Expenses		\$310.6	\$321.8
Estimated Net Revenues		\$907.7	\$978.2
Net Revenue Requirement			
	Aggregate Debt Service **	\$365.3	\$411.2
	Renewal and Replacement Account Deposit per AECOM	240.0	300.0
Net Revenue Requirement (Aggregate Debt Service + Renewal Replacement Deposit)		\$605.3	\$711.2
Alternative Net Revenue Requirement (1.3 X Aggregate Debt Service)		\$474.91	\$534.6
Revenues in Excess of Net Revenue Requirement		\$302.4	\$267.0
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		(4.1)	(2.9)
Additional deposit to Renewal and Replacement Account and Improvement Account		\$313.4	\$279.2

* CDM Smith has estimated expected toll revenues to total \$1,226.5 million in 2015 and \$1,309.8 million in 2016.

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 \$78.5 million for 2015 and \$82.8 million for 2016.

** Debt Service for 2016 includes \$15 million estimated interest expense for new debt issued in 2016 and \$2 million for potential increased debt service from refunding/restructuring synthetic fixed rate bonds. Debt Service for each of 2015 and 2016 includes \$6.5 million of annual credit enhancement costs related to the Tollway's variable rate bonds.

Totals may not add due to rounding.

Exhibit 108

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

FR	Fatality Response
GAAP	Generally Accepted Accounting Principles
GAAS	Generally Accepted Auditing Standards
GASB	Governmental Accounting Standards Board
GFOA	Government Finance Officers Association
GIS	Geographic Information System
HVAC	Heating, Ventilation and Air Conditioning
ICED	Interagency Committee on Employees with Disabilities
IDOT	Illinois Department of Transportation
IGA	Intergovernmental Agreement
INVEST	Infrastructure Voluntary Evaluation Sustainability Tool
IPDC	Intermediate Power Distribution and Communication
IRTBA	Illinois Road and Transportation Builders Association
ISO	International Organization for Standardization
ISP	Illinois State Police
IT	Information Technology
ITS	Intelligent Transportation Systems
IV&V	Independent Validation and Verification
JOC	Job Order Contracting
K.I.S.S.	Kids Identification and Safety Seat
LAC	Local Advisory Committee
LCA	Life Cycle Assessment
LED	Light-Emitting Diode
LEED	Leadership in Energy and Environmental Design
LIDAR	Light Detection and Ranging
M and O	Maintenance and Operations
MADS	Maximum Annual Debt Service
MAP	Metropolitan Alliance of Police
MP	Mile Post
MPS	Master Program Schedule
NCR	Non-Conformance Report
NOC	Network Operations Center
NSMJAWA	Northwest Suburban Metropolitan Joint Action Water Association
ORT	Open Road Tolling
PBX	Private Branch Exchange Telephone System
PCI	Payment Card Industry
PDC	Property Damage Clearance
PDR	Property Damage Response

PIC	Personal Injury Clearance
PIR	Personal Injury Response
PMO	Program Management Office
PSB	Professional Service Bulletin
QFR	Quarterly Financial Review
R and R	Renewal and Replacement
RFP	Request for Proposal
ROW	Right-of-Way
RTA	Regional Transportation Authority
SBP	Small Business Program
SDVOSB	Service Disabled Veteran-Owned Small Business
SEIU	Service Employees International Union
SERS	State Employees Retirement System
SHRP2	Strategic Highway Research Program 2
SIFMA	Securities Industry and Financial Markets Association
SOP	Standard Operating Procedure
SQL	Structured Query Language
TIMS	Traffic and Incident Management System
TD	Total Day
TRMMP	Toll Revenue Management and Maintenance Program
UL	Underwriters Laboratories
UPS	Uninterruptible Power Supply
VASCAR	Visual Average Speed Computer and Recorder
VES	Violation Enforcement System
VMI	Vendor Managed Inventory
VOIP	Voice Over Internet Protocol
VOSB	Veteran-Owned Small Business
WIM	Weigh-in-Motion

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

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.

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.

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.

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.

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.

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.

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 Toll-

way 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.

