

**THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY
MINUTES OF THE REGULAR BOARD MEETING**

November 21, 2013

The Illinois State Toll Highway Authority met in regular session on Thursday, November 21, 2013, at approximately 9:00 a.m. in the Board Room of the Illinois State Toll Highway Authority's Central Administration Building, in Downers Grove, Illinois. The Meeting was held pursuant to By-Laws of the Authority upon call and notice of the Meeting executed by Chair Paula Wolff and posted in accordance with the requirements of the Open Meetings Act.

Bolded entries indicate issues which will require follow-up to present to the Board.

Chair Wolff stated that this is the regularly scheduled meeting of the Board of The Illinois State Toll Highway Authority and asked the Board Assistant Secretary to call the roll. Those Directors present and absent were as follows:

Present:

Chair Paula Wolff
Director Terry D’Arcy
Director Earl Dotson, Jr.
Director Mark Peterson
Director Jeff Redick
Director James Sweeney

Not Present:

Governor Pat Quinn
Secretary Ann Schneider
Director Jim Banks
Director Tom Weisner

PUBLIC COMMENT

Chair Paula Wolff called for public comment.

Mr. Steve Doner addressed the Board. Mr. Doner encouraged the Board to increase the speed limit to 70 miles per hour on more sections of roadway than are currently under consideration as result of the recent Illinois law change.

Illinois State Senator Jim Oberweis also addressed the Board, and also encouraged the Board to increase the speed limit on more areas of the Tollway. Senator Oberweis stated that the new law should apply to all portions of the Tollway.

Chair Wolff thanked Mr. Doner and Senator Oberweis for their comments. An additional written comment had been received by Tollway personnel from Mr. Doner and a response is being prepared. She thanked both presenters for their written and oral remarks.

CHAIR’S ITEMS

Chair Wolff stated that approval of minutes for the Meeting and Executive Session held on October 24, 2013 would be deferred to the December 19, 2013 Board Meeting.

STANDING COMMITTEE REPORTS

Chair Wolff asked the Chair of the following standing committees to provide reports on the committee's recent activities.

Finance, Administration and Operations Committee

Director Peterson reported on the November 13, 2013 meeting of the Finance, Administration and Operations Committee (FAO).

FINANCE presented the Quarterly Financial Report for the third quarter of 2013. The results for the third quarter were favorable, and in line with 2013 revenue and expense estimates included in the 2014 Tentative Budget. Through the third quarter, revenues for the year have exceeded budget by \$12 million, operating expenses were \$10.6 million less than budgeted, and capital expenditures were \$234 million less than estimated through the third quarter.

The FAO Committee also approved the renewal of the employee group health plan for the plan year that begins March 2014, with open enrollment expected to occur in mid-January.

PROCUREMENT presented four items which were approved by the FAO Committee. They were:

- An award of an **Order Against CMS Master Contract** for a one-time purchase of a monochrome production printer that will be utilized in the Tollway's mail room for in-house printing. The

purchase includes the printer, accessories, software and three years of maintenance and support.

- An award to three vendors of a **Tollway IFB** for off-road equipment which will be used by Roadway Maintenance. All of these units are replacements.
- An award of a **Tollway Sole Source** for an additional year of web-based project management (WBPM) system services with Meridian Systems utilizing their Proliance software to close out several projects already in that system and allow for a smooth transition to the new e-Builder system.
- An award of a **Tollway Sole Source** for three additional years of continued software maintenance and support of the Kronos time and attendance system that was implemented in 2005 at the Tollway. This system consists of ID badges and biometric terminals which validate employees' start and end times.

ENGINEERING presented 20 items:

- 6 new construction contract awards
- 6 new professional services contracts
- 2 change orders on construction contracts
- 4 requests for final release of retainage and
- 2 land acquisition items.

18 of these items were placed on the consent agenda. The two land acquisition items are scheduled to be reviewed in executive session prior to full Board action.

LEGAL presented 3 items:

1. **IGA with Department of Central Management Services (“CMS”)** – This will be a one-year agreement, for calendar year 2014, to enable the Tollway to continue receiving computer data storage and related maintenance services from EMC, via CMS’s contractual relationship in this area that will be changing to the local company CDW’s government division. Tollway Procurement confirmed that the pricing under this arrangement is very favorable for the Tollway -- \$156,608.89

2. **Approval of Bond Counsel Assignments for Next New Money Issuance-** Market conditions may be favorable to another new money bond offering in the very near-term. Per past practice, the Board strives to pre-approve bond counsel assignments, upon recommendation from the General Counsel, from the earlier established pool of 10 firms. These three assignments will have caused all 10 firms to have received work in the Move Illinois program. They are: Mayer Brown (as Bond Counsel); Pugh Jones (as Issuer’s Counsel); and Foley & Lardner (as recommended counsel for the underwriters).

3. **Approval of an Investigative Consulting firm** – The Tollway is engaged in some ordinary course employment litigation which, in the judgment of the Attorney General’s office, requires some independent and expedited investigation of various complaints by a Tollway employee that have been brought to the attention of various offices within and outside the Tollway, including the Tollway’s Inspector General’s and EEO’s office. This action will give the Board’s approval for the General Counsel’s office to

continue its work with the investigating firm per the Attorney General's form contract approved with the firm a few weeks ago.

Customer Service Committee

Director Redick summarized the November 14, 2013 meeting of the Customer Service Committee.

The Committee continued discussion of the potential update of the Tollway's two-year look-back policy, including providing guidance to staff. The Committee also discussed the Tollway's social media presence, including the Tollway's web presence and Twitter feed.

The Customer Service Committee discussed the transition of the I-PASS call center to the new location at the University of Illinois at Chicago facility, and the partnership with the Chicago Lighthouse. Director Redick thanked Tollway staff who were involved in the transition, and complimented staff regarding the successful transition.

Director Redick noted the Committee heard further updates from Jim Wagner, Inspector General, and John Benda, General Manager of Maintenance and Traffic regarding a towing and recovery service concern brought to the attention of the Board of Directors. Mr. Wagner presented the results of his review of the incident. Mr. Benda discussed the Tollway towing and recovery vendor policy. Director Redick stated that the Committee asked staff to examine entering into a new process for qualification of vendors, including entering into a process to review and possibly expand the number of towing and recovery vendors to operate on the Tollway. Director Redick stated that Mr. Benda would present potential changes to towing and recovery policy based on guidance from the Committee at a future meeting.

Chair Wolff closed by thanking Directors and staff who organized and participated in the recent public hearing and open house on the 2014 Tollway budget.

EXECUTIVE DIRECTOR

Chair Wolff introduced Executive Director Kristi Lafleur. Executive Director Lafleur introduced to the Board Stephanie Stephens, General Manager of Diversity, who was representing the Department of Diversity and Strategic Planning, and David Donovan, Facility Services Manager, who was representing the Department of Toll Operations.

Student Art Contest

Executive Director Lafleur stated that the results of the Illinois Tollway annual Tollway Map Art Contest were ready to be announced. As part of the 2014 Illinois Tollway Map Cover Art Contest, the Tollway received 65 designs from high school art students following the theme, “Work Zone Safety.” Executive Director Lafleur detailed the voting process, including that, as a part of the contest, 21,978 public votes were cast online. The top 4 finalists were then reviewed by a panel that included contest sponsors and the Tollway Board of Directors.

Executive Director Lafleur thanked the sponsors of the 2014 Illinois Tollway Map Cover Contest, U.S Equities and Blick Art Materials, and introduced representatives of the sponsors present:

- Richard Jacobsohn, Blick Art Materials Officer of Highland Park Administration and Professional Development
- Cindy O’Drobinak, U.S. Equities Senior Vice President/Portfolio Manager and

- David Myles, U.S. Equities Vice President.

Executive Director Lafleur then announced the results of the 2014 Illinois Tollway Map Cover Contest:

- Third Runner-up, Nathan Eisenhut, Downers Grove North High School
- Second Runner-up, Austin Rice, Lyons Township High School
- First Runner-up, Vlad Malinovic, Lyons Township High School, and
- Grand Prize Winner, Crystal Thorns, Lincoln-Way North High School.

Executive Director Lafleur congratulated the participants, their families and teachers.

Chair Wolff also congratulated the winners, acknowledged the families and teachers of the student finalists, and thanked them for their support.

I-PASS Birthday

Executive Director Lafleur stated that during the week of November 18, 2013, the Illinois Tollway celebrated the 20th birthday of the I-PASS transponder.

Executive Director Lafleur detailed the history of the I-PASS transponder, which made its debut 20 years ago on what was then called the North-South Tollway, eliminating the need for drivers to stop at toll plazas. The transponder saved time and made driving on Tollway roads safer and far more convenient. In the ensuing years, use of the I-PASS has expanded to the entire 286-mile Illinois Tollway system and is used

in more than 2.2 million daily toll transactions by Tollway customers, enabling the Illinois Tollway to operate the largest open road tolling system in the country. As a result of expansion of the use of the I-PASS transponder, 86 percent of all Tollway transactions are I-Pass transactions and there are 4.8 million I-PASS transponders in use.

Executive Director Lafleur then invited Directors, staff and the public to the Customer Service Center to celebrate with a 20th birthday cake immediately following the Board meeting.

Budget Summary

Executive Director Lafleur thanked all who attended the Illinois Tollway budget events on November 12 and 19, 2013, and detailed the following highlights:

- More than a dozen oases customers stopped to look at various displays and handouts on hand at the Tollway open house event on November 19, 2013. Six signed in as participants and, while none submitted written comments about the budget, staff responded to questions about *Move Illinois* Program projects and I-PASS and provided other general Tollway information.
- One person attended the public hearing on Tuesday, November 12, 2013.

Executive Director Lafleur noted that, while no public comments were logged this year, the Tollway believes it is important to continue to reach out to customers and the public with open house events and other meetings to share information about how their toll dollars are spent.

Executive Director Lafleur introduced Mike Colsch, Chief of Finance, and Cathy Williams, Deputy Chief of Finance, to present the Quarterly

Financial Report for the 3rd Quarter of 2013. See attached presentation.

Director Dotson inquired regarding bond refunding, as to where savings from the refunding would appear as a part of Tollway financial holdings. Mr. Colsch stated that savings realized by bond refunding would be held in the Tollway General Fund for capital improvements. Chair Wolff added that priority for use of these funds is always to make certain that funds are available to pay bondholders.

Consent Agenda

Chair Wolff reminded the Board and guests that items on the Consent Agenda were previously reviewed in detail in Committee.

Chair Wolff then began the Consent Agenda by calling for a motion to approve the following **Finance** resolution:

Item 1: Renewal of the Employee Health Benefit Programs with Blue Cross Blue Shield of Illinois for the 2014-2015 plan year.

Director Peterson requested clarification that the approval of this item would still allow for previously discussed plan design changes at the December Board of Directors' meeting. **Mr. Colsch stated that the approval of the item would still allow for those plan design changes and that an update would be provided at the December Board of Directors' meeting.**

Director Dotson made a motion for approval of **Finance Item 1**; seconded by Director D'Arcy. The motion was approved unanimously.

Chair Wolff called for a motion to approve the following **Procurement** resolutions:

Item 1: Award of Contract 13-0225 to Xerox Corporation for the purchase of a Production Printer, Accessories, Software, Maintenance, and Support Services in amount not to exceed \$309,480.00 (Order Against CMS Master Contract).

Item 2: Award of Contract 13-0086 to McCann Industries, Inc.; Atlas Bobcat LLC; and Martin Implement Sales, Inc. for the purchase of Off-Road Equipment in an amount not to exceed \$514,225.00 (Tollway Invitation for Bid).

Item 3: Award of Contract 13-0169 to Meridian Systems, Inc. for the purchase of Web-Based Project Management System Services in an amount not to exceed \$294,750.00 (Tollway Sole Source).

Item 4: Award of Contract 13-0207 to Kronos Incorporated for the purchase of Kronos Time and Attendance System Software Maintenance and Support Services in an amount not to exceed \$245,672.00 (Tollway Sole Source).

Director Dotson made a motion for approval of **Procurement Items 1-4**; seconded by Director D'Arcy. The motion was approved unanimously.

Chair Wolff called for a motion to approve the following **Engineering** resolutions:

Item 1: Award of Contract I-13-4147 to Divane Brothers Electric Company for Advanced Intelligent Transportation Systems (ITS)

Relocation on the Jane Addams Memorial Tollway (I-90) from Milepost 54.2 (Elgin Plaza) to Milepost 79.5 (Kennedy Expressway), in the amount of \$1,987,005.25.

Item 2: Award of Contract I-13-4148 to Lorig Construction Company for Noise Abatement Wall Construction on the Jane Addams Memorial Tollway (I-90) from Milepost 37.7 to Milepost 38.2 (Marengo-Hampshire Plaza) and from Milepost 49.1 to Milepost 49.4 (IL 72), in the amount of \$1,796,464.50.

Item 3: Award of Contract I-13-4149 to Meade, Inc. for Power Distribution Duct Bank and Crossroad Utility Conduit Installation on the Jane Addams Memorial Tollway (I-90) from Milepost 17.6 (Mill Road) to Milepost 53.2 (Sleepy Hollow Road), in the amount of \$4,327,597.97.

Item 4: Award of Contract I-13-4159 to John Burns Construction Company for Fiber Optic Relocation on the Jane Addams Memorial Tollway (I-90) from Milepost 56.8 (IL 25) to 68.15 (I-290), in the amount of \$2,909,865.00.

Item 5: Award of Contract I-13-4160 to John Burns Construction Company for Fiber Optic Relocation on the Jane Addams Memorial Tollway (I-90) from Milepost 68.15 (I-290) to Milepost 78.5 (River Road Plaza), in the amount of \$3,243,053.20.

Item 6: Award of Contract I-11-4019 to Lorig Construction Company for Lee Street Interchange Construction on the Jane Addams Memorial Tollway (I-90) at Milepost 76.1 (Lee Street), in the amount of \$11,757,700.94.

Director Peterson made a motion for approval of **Engineering Items 1-6**; seconded by Director Gonzalez. The motion was approved unanimously.

Engineering Item 7 was deferred to a future Board meeting.

Item 7: Acceptance of Proposal from Parsons Transportation Group, Inc., on Contract RR-13-4116 for Design Services for Roadway Reconstruction on the Reagan Memorial Tollway (I-88) from Milepost 138.1 (York Road Plaza) to Milepost 140.5 (I-290), in an amount not to exceed \$3,348,578.95.

Chair Wolff called for a motion to approve the following **Engineering** resolutions:

Item 8: Acceptance of Proposal from Bowman Consulting Group, Ltd., on Contract RR-13-4117 for Design Services for Roadway Reconstruction on the Reagan Memorial Tollway (I-88), East West Connector with the Tri-State Tollway (I-294), in an amount not to exceed \$2,993,467.42.

Item 9: Acceptance of Proposal from Reynolds, Smith & Hills, Inc., on Contract RR-13-5660 for Design Services for Roadway Resurfacing on the Reagan Memorial Tollway (I-88) from Milepost 44.2 (US 30) to Milepost 55.1 (US 52), in an amount not to exceed \$3,897,505.77.

Item 10: Acceptance of Proposal from Strand Associates, Inc., on Contract RR-13-5661 for Design Services for Roadway Resurfacing on the Reagan Memorial Tollway (I-88) from Milepost 55.1 (US 52) to Milepost 67.3 (Midway Road), in an amount not to exceed \$3,471,375.19.

Item 11: Acceptance of Proposal from Hanson Professional Services, Inc., on Contract RR-13-5662 for Design Services for Roadway Resurfacing on the Reagan Memorial Tollway (I-88) from Milepost 67.3 (Midway Road) to Milepost 76.8 (East of IL 251), in an amount not to exceed \$2,978,116.80.

Item 12: Acceptance of Proposal from Farnsworth Group, Inc., on Contract I-13-5663 for Design Services for Roadway Widening on the Veterans Memorial Tollway (I-355) from Milepost 16.10 (North of 71st Street) to Milepost 15.6 (South of 75th Street), in an amount not to exceed \$734,138.72.

Item 13: Change Order on Contract I-13-4115 to Plote Construction, Inc. for Widening & Reconstruction on Westbound Jane Addams Memorial Tollway (I-90) from Milepost 49.7 (Union Pacific Railroad) to Milepost 53.6 (West of the Elgin Toll Plaza), in the amount of \$250,732.00.

Item 14: Change Order on Contract I-13-4124 to Plote Construction, Inc. for Widening & Reconstruction on Westbound Jane Addams Memorial Tollway (I-90) from Milepost 45.8 (West of IL 47) to Milepost 49.7 (West of the Union Pacific Railroad), in the amount of \$275,059.00.

Item 15: Final Release of Retainage on Contract RR-13-4092 to Civil Constructors Inc. for Guardrail and Culvert Improvements on the Reagan Memorial Tollway (I-88) from Milepost 57.2 (Dixon Toll Plaza 69) to Milepost 69.75 (Meridian Road), in the amount of \$24,641.18.

Item 16: Final Release of Retainage on Contract RR-10-5614 to William Charles Construction Company/Curran Contracting Company (Joint Venture) for Roadway and Bridge Rehabilitation on the Reagan Memorial Tollway (I-88) from Milepost 76.1 (IL 251) to Milepost 91.4 (Annie Glidden Road), in the amount of \$1,077,540.46.

Item 17: Final Release of Retainage on Contract RR-10-5615 to William Charles Construction Company/Curran Contracting Company (Joint Venture) for Roadway and Bridge Rehabilitation on the Reagan Memorial Tollway (I-88) from Milepost 91.4 (Annie Glidden Road) to Milepost 113.6 (IL 56), in the amount of \$1,424,075.98.

Item 18: Final Release of Retainage on Contract RR-12-5655 to Meade, Inc. for Underpass Lighting Replacement on the Veterans Memorial Tollway (I-355) from Milepost 19.9 to Milepost 20.1 at the Reagan Memorial Tollway (I-88), in the amount of \$248,822.40.

Director D'Arcy made a motion for approval of **Engineering Items 8-18**; seconded by Director Dotson. The motion was approved unanimously.

Chair Wolff called for a motion to approve the following **Legal** resolutions:

Item 1: An Intergovernmental Agreement with the Illinois Department of Central Management Services. Cost to the Tollway: An Upper Limit of \$156,608.89.

Item 2: Approval of Bond Counsel Assignment

Item 3: Appointment of Investigative Consultant (Litigation-related). Cost to the Tollway: Not to exceed the Upper Limit of Compensation of \$150,000.00.

Director Peterson made a motion for approval of **Legal Items 1-3**; seconded by Director Sweeney. The motion was approved unanimously.

At approximately 10:01 a.m., David Goldberg, General Counsel, indicated the need to discuss Tollway personnel matters, litigation and real estate acquisition in Executive Session pursuant to Sections 2(c)(1), 2(c)(5), and 2(c)(11) of the Open Meetings Act. Director Gonzalez made the motion to enter into Executive Session; seconded by Director Peterson. The motion was approved unanimously.

At approximately 10:42 a.m., the Committee re-entered the public session of the Board meeting.

Chair Wolff called for a motion to approve the following **Engineering** resolutions:

Item 19: Amended DiBenedetto (Identification of Real Estate Parcels associated with the Elgin O’Hare Western Access (EOWA)). Cost to the Tollway: N/A.

Item 20: Amended DiBenedetto (Identification of Real Estate Parcels associated with the Jane Addams Memorial Tollway (I-90)). Cost to the Tollway: N/A.

Director D’Arcy made a motion for approval of **Engineering Items 19-20**; seconded by Director Redick. The motion was approved unanimously.

Chair Wolff called for a motion to approve the following **Legal** resolution:

Item 4: Settlement Agreement – Xerox. Cost to the Tollway: Not to Exceed an Upper Limit of \$280,000.00

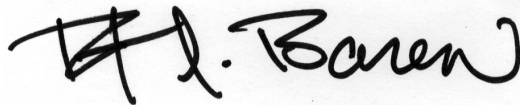
Director Redick made a motion for approval of **Legal Item 4**; seconded by Director Sweeney. The motion was approved unanimously.

There being no further business, Chair Wolff requested a motion to adjourn.

Motion to adjourn was made by Director Peterson seconded by Director Redick. The motion was approved unanimously.

The meeting was adjourned at approximately 10:45 a.m.

Minutes taken by: _____



Robert J. Baren
Assistant Board Secretary
Illinois State Toll Highway Authority



**2013 Third Quarter
Budget to Actual Review**
(Preliminary and Unaudited)

November 21, 2013

2013 Year-to-Date Highlights

Budget vs. Preliminary Actual

☐ **Toll and evasion recovery revenue totaled \$747.3 million**

- **\$13.7 million, 1.9 percent, greater than budget**

- ✓ Commercial vehicle transactions grew 3 percent compared to 2012 and 1.3 percent greater than the 2013 projection
- ✓ Passenger vehicle transactions grew 0.9 percent compared to 2012 and 0.7 percent less than the 2013 projection
- ✓ 2014 Tentative Budget revised 2013 toll and evasion recovery revenue estimate by \$10 million, from \$977 million to \$987 million

☐ **Maintenance and Operations**

- **\$10.6 million below 2013 budget**

- ✓ Primarily due to vacancies and lower than projected contractual services, material/operational supplies and group insurance expenses, partially offset by additional allocation to the workers' compensation claim reserve fund

☐ **Capital Program**

- **\$234.2 million below 2013 budget, but \$195 million higher than 2012**

- ✓ 2014 Tentative Budget revised 2013 projection from \$922 million to \$719 million

2013 Revenue Sources and Allocations

The 2014 Tentative Budget approved in October revised the 2013 revenue estimates from \$986 million to \$998 million

2013 Revenue Sources and Allocations

SOURCES OF REVENUE		(\$ millions)
	2013 Budget	2013 October Estimate
Toll Revenue and Evasion Recovery	\$977	\$987
Investment Income	1	1
Concessions Revenue and Miscellaneous Income	8	10
Total Revenue	\$986	\$998

ALLOCATIONS OF REVENUE		(\$ millions)
	2013 Budget	2013 October Estimate
Maintenance and Operations	\$283	\$269
Debt Service Transfers	317	295
Deposits to Renewal/Replacement and Improvement	386	435
Total Allocations	\$986	\$998

2013 Third Quarter Revenue

Total revenue was \$5.2 million greater than budget

(\$ thousands)

	3rd Qtr		Variance	
	Budget	Actual	\$	%
Toll Revenue and Evasion Recovery	\$260,538	\$266,798	\$6,260	2.4%
Concessions	500	607	107	21.3%
Investment Income	250	206	(44)	-17.7%
Miscellaneous	1,920	826	(1,094)	-57.0%
Total Revenue	\$263,208	\$268,437	\$5,229	2.0%

Note: Numbers may not add to totals due to rounding.

2013 Third Quarter Maintenance and Operations

Vacancies and reduced expenses for materials/operational supplies, offset by increased expenditures for contractual services and additional allocation to workers' compensation claim reserve fund

(\$ thousands)

	3rd Qtr		Variance	
	Budget	Actual	\$	%
Payroll and Related Costs	\$38,728	\$36,154	(\$2,575)	-6.6%
Group Insurance	7,298	7,187	(110)	-1.5%
Contractual Services	14,670	16,298	1,628	11.1%
Materials/Operational Supplies/Other Expenses	2,160	842	(1,318)	-61.0%
Utilities	1,397	665	(732)	-52.4%
All Other Insurance	2,471	5,484	3,013	122.0%
Parts and Fuel	1,772	1,886	114	6.4%
Equipment/Office Rental and Maintenance	3,886	3,575	(311)	-8.0%
Professional Development	251	140	(111)	-44.3%
Recovery of Expenses	(608)	(564)	43	7.1%
Total Maintenance and Operations Expenditures	\$72,024	\$71,666	(\$358)	-0.5%

Note: Numbers may not add to totals due to rounding.

2013 Year-to-Date Revenue

*Total revenue was \$12.3 million greater than 2013 year-to-date budget.
The 2014 Tentative budget revised 2013 revenue estimates to reflect
an increase of \$12 million.*

(\$ thousands)

	YTD		Variance	
	Budget	Actual	\$	%
Toll Revenue and Evasion Recovery	\$733,630	\$747,333	\$13,703	1.9%
Concessions	1,500	1,737	237	15.8%
Investment Income	750	719	(31)	-4.1%
Miscellaneous	4,560	2,912	(1,648)	-36.2%
Total Revenue	\$740,440	\$752,701	\$12,261	1.7%

Note: Numbers may not add to totals due to rounding.

2013 Year-to-Date Maintenance and Operations

Vacancies, reduced spending for contractual services, material/operational supplies and group insurance, partially offset by additional allocation to workers' compensation claim reserve fund

(\$ thousands)

	YTD		Variance	
	Budget	Actual	\$	%
Payroll and Related Costs	\$116,185	\$110,686	(\$5,500)	-4.7%
Group Insurance	21,893	20,811	(1,081)	-4.9%
Contractual Services	39,119	35,304	(3,815)	-9.8%
Materials/Operational Supplies/Other Expenses	5,900	3,566	(2,334)	-39.6%
Utilities	4,191	4,186	(6)	-0.1%
All Other Insurance	7,412	10,069	2,658	35.9%
Parts and Fuel	5,315	5,367	52	1.0%
Equipment/Office Rental and Maintenance	11,658	11,222	(436)	-3.7%
Professional Development	752	631	(121)	-16.1%
Recovery of Expenses	(1,823)	(1,853)	(30)	-1.6%
Total Maintenance and Operations Expenditures	\$210,601	\$199,989	(\$10,612)	-5.0%

Note: Numbers may not add to totals due to rounding.

2013 Third Quarter Capital Program

Expenditures less than projected primarily due to scheduling changes and project cost savings

(\$ thousands)

	3rd Qtr		Variance	
	Projection	Actual ⁽¹⁾	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$10,309	\$17,361	\$7,052	68.4%
Reagan Memorial Tollway (I-88)	971	1,871	900	92.7%
Jane Addams Memorial Tollway (I-90)	148,311	118,119	(30,192)	-20.4%
Veterans Memorial Tollway (I-355)	9,609	8,421	(1,188)	-12.4%
Open Road Tolling (ORT)	1,034	1,008	(26)	-2.5%
Systemwide Improvements	67,338	32,006	(35,332)	-52.5%
Tri-State Tollway (I-294)/I-57 Interchange	20,384	19,582	(802)	-3.9%
Elgin O'Hare Western Access	26,014	11,604	(14,410)	-55.4%
Illinois Route 53/120/Other Planning Studies	1,750	118	(1,632)	-93.2%
Move Illinois and CRP Subtotal	\$285,721	\$210,090	(\$75,630)	-26.5%
"Other" Capital Projects	16,000	12,236	(3,764)	-23.5%
Capital Program Subtotal	\$301,721	\$222,326	(\$79,394)	-26.3%
Intergovernmental Agreement Reimbursement and Other Adjustments ⁽²⁾	-	(778)	(778)	N/A
Total Capital Program Expenditures	\$301,721	\$221,549	(\$80,172)	-26.6%

⁽¹⁾ Capital Program Actual included \$128,239,517 in work completed for which payments have not been made as of September 30, 2013.

⁽²⁾ Intergovernmental Agreement Reimbursements were for work performed in prior periods.

Note: Numbers may not add to totals due to rounding.

2013 Year-to-Date Capital Program

Capital Program expended less than projection mainly due to scheduling changes and project cost savings

(\$ thousands)

	YTD		Variance	
	Projection	Actual ⁽¹⁾	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$29,450	\$36,472	\$7,022	23.8%
Reagan Memorial Tollway (I-88)	5,471	7,470	1,998	36.5%
Jane Addams Memorial Tollway (I-90)	287,976	210,704	(77,272)	-26.8%
Veterans Memorial Tollway (I-355)	17,098	11,739	(5,358)	-31.3%
Open Road Tolling (ORT)	3,101	3,481	380	12.2%
Systemwide Improvements	155,948	67,574	(88,375)	-56.7%
Tri-State Tollway (I-294)/I-57 Interchange	41,937	31,718	(10,218)	-24.4%
Elgin O'Hare Western Access	71,035	31,223	(39,813)	-56.0%
Illinois Route 53/120/Other Planning Studies	5,250	143	(5,107)	-97.3%
Move Illinois and CRP Subtotal	\$617,267	\$400,524	(\$216,743)	-35.1%
"Other" Capital Projects	34,000	26,374	(7,626)	-22.4%
Capital Program Subtotal	\$651,267	\$426,897	(\$224,370)	-34.5%
Intergovernmental Agreement Reimbursements and Other Adjustments	-	(9,827)	(9,827)	N/A
Total Capital Program Expenditures	\$651,267	\$417,070	(\$234,197)	-36.0%

⁽¹⁾ Capital Program Actual included \$128,239,517 in work completed for which payments have not been made as of September 30, 2013.

Note: Numbers may not add to totals due to rounding.



Capital Program

2013 vs. 2012 Year-to-Date Actual

(\$ thousands)

	YTD		Variance	
	2012	2013	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$68,749	\$36,472	(\$32,277)	-47%
Reagan Memorial Tollway (I-88)	49,304	7,470	(41,835)	-85%
Jane Addams Memorial Tollway (I-90)	41,428	210,704	169,276	409%
Veterans Memorial Tollway (I-355)	734	11,739	11,006	1500%
Open Road Tolling (ORT)	1,158	3,481	2,323	201%
Systemwide Improvements	47,784	67,574	19,790	41%
Tri-State Tollway (I-294)/I-57 Interchange	6,393	31,718	25,325	396%
Elgin O'Hare Western Access	1,947	31,223	29,276	1504%
Illinois Route 53/120/Other Planning Studies	-	143	143	N/A
Move Illinois & CRP Subtotal	\$217,496	\$400,524	\$182,885	84%
"Other" Capital Projects	24,913	26,374	1,460	6%
Capital Program Subtotal	\$242,410	\$426,897	\$184,345	76%
Intergovernmental Agreement				
Reimbursements and Other Adjustments	(\$20,435)	(9,827)	\$10,608	52%
Total Capital Program Expenditures	\$221,975	\$417,070	\$194,953	88%

Note: Numbers may not add to totals due to rounding.

Appendix

Revenue

2013 Budget Realized

(\$ thousands)

	2013 Budget	YTD Actual	% Budget Realized
Toll Revenue and Evasion Recovery	\$977,000	\$747,333	76.5%
Concessions	2,000	1,737	86.8%
Investment Income	1,000	719	71.9%
Miscellaneous	6,000	2,912	48.5%
Total Revenue	\$986,000	\$752,701	76.3%

Note: Numbers may not add to totals due to rounding.

Maintenance and Operations

2013 Budget Realized

(\$ thousands)

	2013 Budget	YTD Actual	% Budget Realized
Payroll and Related Costs	\$154,914	\$110,686	71.4%
Group Insurance	29,190	20,811	71.3%
Contractual Services	54,332	35,304	65.0%
Materials/Operational Supplies/Other Expenses	8,309	3,566	42.9%
Utilities	5,588	4,186	74.9%
All Other Insurance	9,882	10,069	101.9%
Parts and Fuel	7,087	5,367	75.7%
Equipment/Office Rental and Maintenance	15,544	11,222	72.2%
Professional Development	1,003	631	62.9%
Recovery of Expenses	(2,431)	(1,853)	76.2%
Total Maintenance and Operations Expenditures	\$283,418	\$199,989	70.6%

Note: Numbers may not add to totals due to rounding.

Capital Program

2013 Budget Projection Realized

(\$ thousands)

	2013 Projection	YTD Actual ⁽¹⁾	% Projection Realized
Tri-State Tollway (I-94/I-294/I-80)	\$36,873	\$36,472	98.9%
Reagan Memorial Tollway (I-88)	5,525	7,470	135.2%
Jane Addams Memorial Tollway (I-90)	415,201	210,704	50.7%
Veterans Memorial Tollway (I-355)	23,187	11,739	50.6%
Open Road Tolling (ORT)	4,135	3,481	84.2%
Systemwide Improvements	217,970	67,574	31.0%
Tri-State Tollway (I-294)/I-57 Interchange	66,737	31,718	47.5%
Elgin O'Hare Western Access	95,556	31,223	32.7%
Illinois Route 53/120/Other Planning Studies	6,833	143	2.1%
Move Illinois and CRP Subtotal	\$872,018	\$400,524	45.9%
"Other" Capital Projects ⁽²⁾	50,000	26,374	52.7%
Capital Program Subtotal	\$922,018	\$426,897	46.3%
Intergovernmental Agreement Reimbursements and Other Adjustments ⁽³⁾	-	(9,827)	N/A
Total Capital Program Expenditures	\$922,018	\$417,070	45.2%

⁽¹⁾ Capital Program Actual included \$128,239,517 in work completed for which payments have not been made as of September 30, 2013.

⁽²⁾ The Other Projects portion of the Capital Program Budget for 2013 totaled \$79.3 million, of which \$50 million is anticipated to be spent.

⁽³⁾ Intergovernmental Agreement Reimbursements were for work performed in prior periods.

Note: Numbers may not add to totals due to rounding.

Revenue

2013 vs. 2012 Third Quarter Actual

(\$ thousands)

	Third Quarter		Variance	
	2012	2013	\$	%
Toll Revenue and Evasion Recovery	\$248,669	\$266,798	\$18,129	7.3%
Concessions	612	607	(6)	-0.9%
Investment Income	412	206	(206)	-50.0%
Miscellaneous	1,632	826	(806)	-49.4%
Total Revenue	\$251,326	\$268,437	\$17,111	6.8%

Note: Numbers may not add to totals due to rounding.

Maintenance and Operations

2013 vs. 2012 Third Quarter Actual

(\$ thousands)

	Third Quarter		Variance	
	2012	2013	\$	%
Payroll and Related Costs	\$35,511	\$36,154	\$643	1.8%
Group Insurance	6,204	7,187	983	15.8%
Contractual Services	11,598	16,298	4,700	40.5%
Materials/Operational Supplies/Other Expenses	482	842	360	74.6%
Utilities	1,114	665	(448)	-40.3%
All Other Insurance	1,073	5,484	4,411	410.9%
Parts and Fuel	2,125	1,886	(239)	-11.3%
Equipment/Office Rental and Maintenance	2,971	3,575	603	20.3%
Professional Development	175	140	(35)	-20.1%
Recovery of Expenses	(713)	(564)	148	20.8%
Total Maintenance and Operations Expenditures	\$60,540	\$71,666	\$11,126	18.4%

Note: Numbers may not add to totals due to rounding.

Capital Program

2013 vs. 2012 Third Quarter Actual

(\$ thousands)

	3rd Qtr		Variance	
	2012	2013	\$	%
Tri-State Tollway (I-94/I-294/I-80)	\$41,047	\$17,361	(\$23,686)	-58%
Reagan Memorial Tollway (I-88)	34,760	1,871	(32,889)	-95%
Jane Addams Memorial Tollway (I-90)	27,531	118,119	90,589	329%
Veterans Memorial Tollway (I-355)	577	8,421	7,844	1360%
Open Road Tolling (ORT)	407	1,008	601	148%
Systemwide Improvements	18,344	32,006	13,662	74%
Tri-State Tollway (I-294)/I-57 Interchange	4,454	19,582	15,128	340%
Elgin O'Hare Western Access	1,833	11,604	9,771	533%
Illinois Route 53/120/Other Planning Studies	-	118	118	N/A
Move Illinois and CRP Subtotal	\$128,952	\$210,090	\$81,020	63%
"Other" Capital Projects	11,931	12,236	305	3%
Capital Program Subtotal	\$140,883	\$222,326	\$81,325	58%
Intergovernmental Agreement Reimbursements and Other Adjustments ⁽¹⁾	(\$17,428)	(\$778)	\$16,650	96%
Total Capital Program Expenditures	\$123,455	\$221,549	\$97,975	79%

⁽¹⁾ Intergovernmental Agreement Reimbursements were for work performed in prior periods, and Other Adjustments were accounting adjustments made for the quarter.

Note: Numbers may not add to totals due to rounding.

Revenue

2013 vs. 2012 Year-to-Date Actual

(\$ thousands)

	YTD		Variance	
	2012	2013	\$	%
Toll Revenue and Evasion Recovery	\$713,000	\$747,333	\$34,333	4.8%
Concessions	1,713	1,737	24	1.4%
Investment Income	898	719	(179)	-19.9%
Miscellaneous	3,863	2,912	(951)	-24.6%
Total Revenue	\$719,473	\$752,701	\$33,228	4.6%

Note: Numbers may not add to totals due to rounding.

Maintenance and Operations

2013 vs. 2012 Year-to-Date Actual

(\$ thousands)

	YTD		Variance	
	2012	2013	\$	%
Payroll and Related Costs	\$107,884	\$110,686	\$2,801	2.6%
Group Insurance	20,040	20,811	771	3.8%
Contractual Services	28,544	35,304	6,760	23.7%
Materials/Operational Supplies/Other Expenses	3,634	3,566	(68)	-1.9%
Utilities	4,070	4,186	116	2.8%
All Other Insurance	5,573	10,069	4,496	80.7%
Parts and Fuel	4,166	5,367	1,200	28.8%
Equipment/Office Rental and Maintenance	8,964	11,222	2,258	25.2%
Professional Development	589	631	42	7.1%
Recovery of Expenses	(1,766)	(1,853)	(87)	-4.9%
Total Maintenance and Operations Expenditures	\$181,699	\$199,989	\$18,290	10.1%

Note: Numbers may not add to totals due to rounding.

2013 Third Quarter Capital Program

Capital Program expended \$80.2 million less than projection

<input type="checkbox"/>	Move Illinois/CRP variance	\$ (75.6)
	▪ Scheduling changes	\$(39.8)
	▪ Project cost savings	\$(29.3)
	▪ Scope reduction	\$ 1.8
	▪ Other	\$(8.3)
<input type="checkbox"/>	Other capital projects variance	<u>\$ (3.8)</u>
	<i>Variance</i>	<i>\$ (79.4)</i>
	<i>IGA and other adjustments</i>	<i>\$ (0.8)</i>

Note: Numbers may not add to totals due to rounding.

2013 Third Quarter Capital Program

Move Illinois/CRP key variance highlights

<input type="checkbox"/> Systemwide		\$(35.3) million
▪ Schedule changes		
✓ Bridge and pavement repairs		\$(25.0)
✓ Business Systems and Information Technology		\$(8.7)
✓ Maintenance facility repairs		\$(4.1)
▪ Right-of-way on I-90 at Illinois Route 47		\$ 4.0
<input type="checkbox"/> Jane Addams Memorial Tollway (I-90)		\$(30.2) million
▪ Bid savings		\$(22.7)
▪ Schedule changes		\$(2.4)
<input type="checkbox"/> Elgin O'Hare Western Access		\$(14.4) million
▪ Right-of-way delays		

2013 Third Quarter Capital Program

Move Illinois/CRP key variance highlights

- ❑ **Illinois Route 53/120/Other Planning Studies** **\$(1.6) million**
 - Delay start of studies

- ❑ **Veterans Memorial Tollway (I-355)** **\$(1.2) million**
 - Delay start of resurfacing and tunnel lighting

- ❑ **Tri-State Tollway (I-94/I-294/I-80)** **\$ 7.1 million**
 - Early payoff on an IGA with Village of Rosemont for the northbound Balmoral exit ramp construction
 - ✓ Estimated savings on interest payments of \$2 million for the life of the project

2013 Transactions - *Projection vs. Actual*

Transaction (millions)

2013	Projections	Actual	Variance	Variance %
PASSENGER VEHICLES				
January	55.3	54.6	(0.7)	-1.3%
February	52.3	50.3	(2.0)	-3.8%
March	59.9	58.3	(1.6)	-2.7%
April	60.2	58.8	(1.4)	-2.3%
May	62.7	63.7	0.9	1.5%
June	62.1	62.3	0.2	0.3%
July	65.5	65.2	(0.3)	-0.4%
August	65.7	66.8	1.1	1.7%
September	60.5	60.5	0.0	0.0%
	544.1	540.4	-3.6	-0.7%
ALL COMMERCIAL VEHICLES (TIER 2-4)				
January	7.1	7.3	0.2	3.4%
February	6.6	6.8	0.2	3.4%
March	7.4	7.5	0.1	1.2%
April	7.9	7.9	0.0	0.3%
May	8.3	8.5	0.1	1.6%
June	8.1	8.1	0.0	0.0%
July	8.3	8.4	0.1	1.2%
August	8.7	8.7	0.1	0.9%
September	8.2	8.2	(0.0)	0.0%
	70.5	71.4	0.9	1.3%
ALL VEHICLES				
January	62.4	61.9	(0.5)	-0.7%
February	58.8	57.1	(1.7)	-3.0%
March	67.2	65.7	(1.5)	-2.2%
April	68.1	66.7	(1.4)	-2.0%
May	71.1	72.2	1.1	1.5%
June	70.1	70.3	0.2	0.3%
July	73.8	73.6	(0.2)	-0.2%
August	74.3	75.5	1.2	1.6%
September	68.7	68.7	0.0	0.0%
	614.6	611.8	(2.8)	-0.5%

Note: Numbers may not add to totals due to rounding.



2013 vs. 2012 Transactions

2013	Transactions (millions)	% Change 2013 to 2012	Transactions (millions)	% Change 2013 to 2012
	PASSENGER VEHICLES (TIER 1)		LARGE COMMERCIAL VEHICLES (TIER 4)	
January	54.6	3.0%	5.3	5.8%
February	50.3	-5.4%	4.9	-1.8%
March	58.3	-1.1%	5.4	-2.2%
April	58.8	1.0%	5.6	5.5%
May	63.7	1.5%	5.9	4.6%
June	62.3	-1.1%	5.5	0.2%
July	65.2	2.6%	5.7	7.0%
August	66.8	3.7%	6.0	2.4%
September	60.5	3.1%	5.6	7.9%
	540.4	0.9%	49.9	3.2%
2013	ALL COMMERCIAL VEHICLES (TIER 2-4)		ALL VEHICLES	
January	7.3	5.1%	61.9	3.2%
February	6.8	-1.6%	57.1	-5.0%
March	7.5	-2.7%	65.7	-1.3%
April	7.9	5.0%	66.7	1.4%
May	8.5	3.1%	72.2	1.7%
June	8.1	-0.3%	70.3	-1.0%
July	8.4	6.9%	73.6	3.0%
August	8.7	2.9%	75.5	3.6%
September	8.2	8.1%	68.7	3.6%
	71.4	3.0%	611.8	1.1%

Note: Numbers may not add to totals due to rounding.



THANK YOU