



2005 Budget

Governor Rod R. Blagojevich

Chairman John Mitola

Executive Director Jack Hartman



North-South Tollway—Army Trail Road S/B at Plaza 73

Board Meeting—December 16, 2004

Rod R. Blagojevich, Governor

Ex-Officio—Member

John Mitola, Chairman

Term expires May 1, 2007

Jack Hartman, Executive Director

■ **David Andalcio, Director**
Term expires: May 1, 2007

■ **James Banks, Director**
Term expires: May 1, 2005

■ **Carl Kramp, Director**
Term expires: May 1, 2005

■ **Ronald Materick, Director**
Term expires May 1, 2007

■ **George Pradel, Director**
Term expires May 1, 2007

■ **Carl Towns, Director**
Term expires: May 1, 2005

■ **James Roof, Director**
Term expires May 01, 2005

■ **Timothy Martin, Director IDOT**
Ex-Officio—Member

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Letter from the Executive Director

December 16, 2004

To the Honorable Chairman and Board of Directors:

A new era begins in 2005 as the Illinois Tollway fulfills our pledge to invest in the future on behalf of all who drive on tollway roads. The Tollway will embark on the long-awaited capital plan to address the system's aging infrastructure in order to relieve congestion and reduce travel times for the customers who drive the Tollway every day.

Under Governor Rod Blagojevich's leadership, we are launching the first year of the \$5.3 billion Congestion-Relief Plan "*Open Roads for a Faster Future.*" We will begin to rebuild/restore 90 percent of the Tollway's roads and add additional lanes to widen 117 miles of the major roads on our system. In addition to providing Open Road Tolling lanes at 9 mainline plazas in 2005 to ease congestion, we will also begin building the long-awaited south extension of I-355.

The Tollway Board of Director's approval of the Congestion-Relief Plan and the necessary toll increase to support the initiative is a major milestone in our quest to reform and rebuild the Illinois Tollway, as mandated by the Governor when he took office nearly two years ago.

In our first round of reform which began in 2003, we put the Tollway's financial house in order and demonstrated to our customers that we are being frugal with their toll dollars and respectful of their time. Capital and operating funds were redeployed and targeted to focus on the ABC's of reform: increasing accountability, implementing business efficiencies and improving customer service while maintaining roads in a state of good repair.

In 2004, we continued to review all operations, developed and implemented top-to-bottom reforms, and progressed efforts to run the Tollway more like a business with increased transparencies to the outside world.

We earned the public's trust, as demonstrated by the positive editorials in all major Chicago area newspapers and the large numbers of people who attended the public hearings to express support for the Congestion-Relief Plan. Through an aggressive marketing campaign and with the help of our retail partner Jewel-Osco, we boosted sales of I-PASS and brought I-PASS usage levels up to 57 percent in rush hour and 52 percent overall. Currently, there are more than 1.4 million active transponders on our system. We completed Phase 2 of the I-PASS Expansion project and have added 65 new I-PASS Only lanes. I-PASS is currently in use at 143 dedicated I-PASS Only lanes, which is 29 percent of all toll collection lanes. As a result, customers are spending less time in their cars and more time at home doing things they want to do.

Letter from the Executive Director

Reducing Congestion & Improving Service

Open Roads for a Faster Future catalogues the Tollway's capital needs with an emphasis on reducing congestion and improving service for more than 1.3 million daily customers. When completed, the plan should provide what the public wants – faster, more reliable commutes, better access to jobs and a renewed foundation for economic growth for local communities.

The following Executive Summary and Budget detail how we will devote 2005 funds to lay the necessary groundwork to support the 10-year Congestion-Relief Plan. Since our customers will see a flurry of new road projects, we are boosting direct customer service initiatives to provide service to drivers making their way through the many construction zones that will be in place over the next decade. These initiatives will focus on improving the Tollway's Intelligent Transportation Systems (ITS), increasing public safety, and providing construction support for the myriad Congestion-Relief projects underway in 2005.

Customer Service/ ITS

We are adding twelve more Dynamic Message Signs for a total of 33 to strengthen the Intelligent Transportation Systems that provides drivers with real-time roadway incident and travel time information so they can make informed decisions about their travel routes. The new over-the-road signs and portable electronic message signs placed alongside the road will share information gathered through our expanded network of road cameras and the Traffic and Incident Management System that will monitor traffic around the clock.

The Tollway's popular HELP Truck Patrols will increase from 8 to 12 vehicles, so more drivers in need will have access to the service while on the road. These will be new trucks equipped with "quick-tow" devices that can easily lift and move a vehicle out of a live lane of traffic. The new HELP Trucks will be critical to help keep traffic moving in construction zones.

Public Safety

To increase safety during the busy construction season, the Tollway is hiring 26 new Illinois State Police Troopers, including troopers assigned to newly created truck weight limit patrols, K-9 patrols and motorcycle patrols to enable officers to respond more quickly and nimbly through work zones.

Construction Support

To support the myriad construction projects launched in 2005, the Tollway will hire 14 engineers. They'll be using a new web-based project management tool that's budgeted for this year to ensure that engineers, designers, construction crews, and contractors have the most current and up-to-date information about the real-time status of each project. This will be a vital tool in meeting our goal to keep projects on track, under budget, and on-time.

Letter from the Executive Director

The Tollway recognizes that the \$5.3 billion Congestion-Relief Plan offers tremendous business opportunities for minority and women-owned firms that have not had the greatest success in winning Tollway contracts in the past. One of the Governor's top priorities is to bring those small businesses into the procurement process through a new Disadvantaged Business Enterprises program being launched this year.

The Fiscal Year 2005 budget reflects the Governor's priorities to reform the Tollway, while spending toll dollars wisely and bringing our customers the greatest levels of customer service. We look forward to the exciting year ahead and its promise of easing congestion and reducing travel times on the Illinois Tollway.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jack Hartman", written in dark ink on a light-colored background.

Jack Hartman
Executive Director

Executive Summary

Budget Fiscal Year 2005 – Rebuilding for a Faster Future

In 2005, the Illinois Tollway's journey on the road to reform takes a major turn that will leave a lasting, positive impact on the communities, businesses and drivers served by the Tollway. With the Board of Directors approval on September 30, 2004 of the Congestion-Relief Plan, *Open Roads for a Faster Future*, the Illinois Tollway began a new phase - rebuilding for the future.

The Tollway will continue to advance initiatives that increase accountability, implement business efficiencies and improve customer service. In the coming year, the Tollway will also devote resources to providing all the necessary support for employees who directly serve our customers – whether they're offering assistance to I-PASS customers, providing HELP Truck services, or rebuilding roads to create a safer, smoother, faster ride.

2004 Reform Accomplishments

Accountability

As part of efforts to increase transparency, the Tollway implemented Quarterly Financial Reports to assess the actual financial performance and ensure spending tracks closely to budget.

The Tollway continued efforts to increase accountability and demonstrate that agency staff are trustworthy stewards of toll revenues. To that end, an automated Money Room Audit and Tracking System was implemented to improve controls on cash collection, handling, and deposits.

In July 2004, the Tollway's Bell Long Ranger IV Helicopter was sold at a public auction at Tollway headquarters, with the proceeds funding additional congestion relief efforts. The sale of the helicopter had been long requested by state officials and exemplifies reform efforts to ensure toll money is wisely and properly spent.

In another move that showed the new era of openness, the Tollway officially opened to the public the Ogden Avenue entrance ramp to the eastbound Ronald Reagan Memorial Tollway (I-88). The ramp adjacent to Tollway headquarters was previously restricted to agency vehicles and employees only, but was paid for by Tollway customers and was made accessible to them.

The Tollway's newly-created Office of Inspector General conducted several audits in 2004 to ensure that employees complied with the Tollway's attendance and vehicle-use policies, and that contractors were providing services paid for by the Tollway. These and other reviews resulted in recommendations that improved efficiencies in our operations.

Executive Summary

Business Efficiencies

Since I-PASS continues to be the Tollway's most effective congestion-relief tool, efforts to improve marketing and distribution of I-PASS were bolstered through several initiatives in 2004. As a result of the following efforts, I-PASS sales through Jewel-Osco will soon approach the 300,000 mark since the start of the I-PASS retail initiative during the 2003 holiday season. On-line I-PASS sales have already exceeded 100,000. I-PASS usage is now 57 percent at rush hour and 52 percent overall. There are now almost 1.4 million active I-PASS transponders in use.

The Tollway made it easier for I-PASS customers to activate transponders by developing an Interactive Voice Response (IVR) System for those without computers who can now use their phones to activate I-PASS transponders and manage their accounts 24 hours a day, 7 days a week.

The Engineering Department completed planning, design and construction work to convert more than 60 toll lanes to new dedicated lanes for I-PASS customers. Now, 30 percent of all toll collection lanes are for the exclusive use of I-PASS customers to zip through the toll plazas without stopping or fumbling for change.

In addition to continuing the promotion of I-PASS on the road and in stores, the Tollway began selling transponders at Travel Mart stores in the newly opened oases and Road Ranger Travel Centers began offering commercial I-PASS transponders to truckers.

The Tollway's award-winning Violation Enforcement System (VES) continued working on behalf of 97 percent of honest toll-paying customers who pay their fair share to ride the system. VES collections are projected to total \$11 million and the violation rate dipped below 3 percent despite an increase in unattended lanes.

For the first time, the Government Finance Officers Association (GFOA) awarded the Illinois Tollway with its GFOA Distinguished Budget Presentation Award for the 2004 Budget submitted to the Board, made available to the public through public meetings and posted on the Internet. The Illinois Tollway is the only tollway listed in the GFOA Annual Report as winning this award.

Customer Service

In 2004, the two most shining examples of the new era at the Illinois Tollway included two oases opening their doors to welcome customers. The Tollway, along with its partner Wilton Partners, hosted the grand openings of the sparkling, bright and inviting O'Hare Oasis on the Tri-State Tollway (I-294) and the Belvidere Oasis on the Northwest Tollway (I-90).

The Tollway attracted customers to the new over-the-road buildings with coupons and a customer newsletter funded with private partners.

Executive Summary

The new oases tenants meeting the needs of our customers include: McDonalds; Stonebridge Café; McTreat; Travel Mart; Panda Express; Krispy Kreme Doughnuts; Tropicana Smoothies; Subway and Starbucks.

In addition, staff oversaw the completion of the Mobil fuel stations at Belvidere, Des Plaines, DeKalb, Lake Forest, Lincoln, Hinsdale and O'Hare Oases. The Oasis Redevelopment Project is a 25-year public-private venture under which Wilton Partners and ExxonMobil are investing over \$100 million to rebuild and modernize the Tollway's seven oases at no cost to Tollway customers.

To improve on-the-road customer communications, the Tollway added 12 more over-the-road Dynamic Message Signs (DMS), for a total of 21, aimed at sharing travel times and real-time information, and reducing delays caused by weather or traffic related incidents.

Congestion-Relief Plan

On September 30, 2004, the Board approved the 10-year, \$5.3 billion Congestion-Relief Capital Plan – *Open Roads for a Faster Future* – which will provide customers with faster, safer and more reliable travel in the decades to come. The plan, the first major overhaul since the Tollway's roads were built in the late 1950s, will rebuild and restore almost the entire Tollway system, add lanes to the system's major roads, convert 20 mainline toll plazas to Open Road Tolling, and build the long-anticipated extension of I-355 South.

When the Tollway Board of Directors approved the Congestion-Relief Plan, the Directors set in motion the infrastructure overhaul that begins with this budget.

Fiscal Year 2005 Budget - Overview

Most new initiatives in the 2005 budget reflect the priorities of the ongoing reform agenda and the need to ramp up operations in preparation for the start of major capital construction projects next year.

As the Tollway embarks on the first year of the \$5.3 billion Congestion-Relief Plan, it has remained steadfast in the vow to spend toll dollars wisely and do more with existing resources.

2005 Budget Highlights

During the first-year implementation of the Congestion-Relief Plan, the Tollway will focus on initiatives aimed at retooling the system so technical, operational, and project support staff are serving and equipping front-line workers to provide the highest level of customer service.

After requiring all Tollway employees to take the Disney Institute's "Train the Trainer" Customer Service Training classes, the Tollway is now elevating

Executive Summary

customer service to the next level, based on this sound principle from former Scandinavian Airlines CEO Jan Carlzon: *"If you are not serving the customer, your job is to be serving someone who is."*

The following new initiatives fall into the categories of Direct Customer Service, Public Safety, and Back-Office Support for Construction and I-PASS. They are aimed at providing customers with a safe, enjoyable and convenient experience on the system, while improving business efficiencies and increasing transparency at the Tollway.

Direct Customer Service

Intelligent Transportation Systems (ITS)

\$3.0 million (capital and operations) - expansion

Incident Management:

\$1.1 million expansion

\$4.2 million is budgeted in total with \$1.1 million in new funding to improve the Tollway's response to roadway incidents and provide better communications to customers while they are on the road. The 2005 Tentative Budget proposes expanding the Incident Management System. These funds represent the installation of 12 additional Dynamic Message Signs, 10 portable changeable message signs, and 11 CCTV cameras.

Traffic & Incident Management System (TIMS):

\$1.2 million expansion (\$700 thousand for capital and \$490 thousand for operations)

A total of \$1.9 million has been budgeted for TIMS. \$1.2 million is new funding to cover the operations and maintenance of the Portable Changeable Message Signs and the newly-expanded network of 33 over-the-road Dynamic Message Signs. Full and part-time staff to expand the TIMS Center's operating hours and provide faster incident response. An additional TIMS Supervisor will be hired to oversee management of traffic in time for construction scheduled in 2005 on the heavily traveled south end of the Tri-State (I-294).

Highway Emergency Lane Patrol (H.E.L.P.) Trucks

\$720 thousand (capital)

The Tollway's popular H.E.L.P Trucks will increase from 8 to 12 vehicles in 2005 to ensure faster incident clearance during construction and expand this service for disabled vehicles. The existing 8 HELP trucks will be phased out during 2005 and replaced with vehicles that can provide additional customer services including the lifting and moving of a vehicle off the roadway.

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Public Safety

District 15 State Police

\$2.4 million (operations and capital) - expansion

New initiatives to increase public safety are funded in 2005, including \$1.3 million for 26 new State Police troopers to enforce traffic laws and carry out details. Two new K-9 patrols for drug interdiction are also being added, and five new patrol units. These units will be equipped with scales to help municipalities enforce weight limits on trucks using local roads near the Tollway to avoid paying the higher tolls.

Police Motorcycle Patrols

\$34.5 thousand (operations) - new

Through an innovative project with Harley-Davidson, the Tollway is leasing four motorcycles from Harley-Davidson and will assign five troopers to patrol heavily traveled roads during construction and non-construction periods. The Motorcycle Troopers will have the agility to provide more immediate incident response and will also participate in construction site patrols.

Customer Communications Initiative/Signage

\$330 thousand (operations and capital) – expansion

To guide and encourage motorists to travel safely through construction zones, the Tollway's signage budget is being dramatically increased by \$330 thousand to provide improved customer communications during the life of the Congestion-Relief Plan and beyond. By providing more signage and public information about traffic incidents and construction projects, customers can make informed decisions to alter their travel routes while on the road.

Construction Support

Engineering

\$1.9 million (operations and capital) – new and expansion

The Tollway will begin ramping up the hiring of a total of 32 employees including 14 new engineers who will manage as many as 100 new design and construction contracts under the Congestion-Relief Plan.

Web-Based Project Management

\$2.1 million (capital) - expansion

The Tollway will fund the implementation of a new web-based collaborative tool used to manage construction projects from start to finish. This system will be integrated with the IDOT system to allow for the sharing of project information

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and keeping projects on schedule. IDOT will also share in approximately half the cost of implementing this program.

Encouraging Diversity in Contract Procurement

\$500 thousand (capital) - expansion

The Tollway continues to seek creative ways to broaden our reach to minority and disadvantaged business owners seeking Tollway procurement opportunities. Funds have been set aside to hire a manager with experience in running diversity programs and to study the participation of Disadvantaged Business Enterprises (DBE) in the procurement process.

I-PASS Support

\$3.7 million (operations and capital) - expansion

Marketing and Advertising

\$126 thousand (operations) - \$150 thousand (capital) - expansion

To reduce travel times and provide additional congestion relief, the Tollway will expand its I-PASS marketing and distribution efforts. A new I-PASS promotion and advertising budget will support the Executive Director's goal of 75 percent I-PASS usage systemwide by 2009. \$150 thousand has been budgeted in the capital program for advertising and marketing to support the Congestion-Relief Plan.

Back-Office Support

\$985 thousand (operations) - expansion

As more and more Tollway customers join the I-PASS family, the Tollway has incurred greater costs to distribute transponders through contracted vendors such as IGOR and Marketing Alternatives Inc. (MAI). With greater sales volumes anticipated due to the increase in toll rates for trucks and cash paying customers, a significant increase is anticipated in the volume of I-PASS sales and related costs. The Tollway will hire seasonal help to handle the increased volume of transponder sales.

Credit Card Services

\$2.5 million (operations) expansion

Since the majority of new customers are using a credit card to buy an I-PASS, the Tollway's bank charges are increasing accordingly.

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Budget Summary

The Tollway budget includes three distinct categories where revenues are allocated. These categories total \$650 million in 2005, an increase of \$242 million over the 2004 budget. The Maintenance and Operations (M & O) budget is \$210.9 million, an increase of \$9.2 million or 4.5 percent over 2004 operating expenses of \$201.7 million. The Debt Service budget is \$120 million, reflecting \$80 million for outstanding debt and \$40 million for interest and principal on new bonds. Remaining revenues of \$319 million are allocated to renewal, replacement and improvements. These capital funds will be supplemented with proceeds from new bonds issued to fund the Congestion-Relief Plan.

Maintenance & Operations Budget

The M&O Budget will fund the ongoing cost of the Illinois Tollway. Although Tollway revenues will increase by 59 percent, operation costs will be held to 4.5 percent growth.

Increased Costs

The Tollway's largest operating cost is personal services such as payroll, social security and retirement, representing 56.1 percent of total operating expenditures and 18.2 percent of all spending. The 2005 employee headcount has been reduced 26 positions from the previous year.

Through an aggressive review and implementation of new health care options for employees, the Tollway controlled the growth of health care costs during FY 2004. Due to budget efficiencies, the Tollway will be able to budget for health care at 8.5 percent over 2004 budgeted expenditures.

In total, insurance accounts for 13.3 percent of the M&O budget. Following is a list of insurance programs that must be funded:

Insurance	2003 Actual	2004 Budget	2005 Request	\$ Change 04 Bud to 05 Req	% Change
Group Insurance	\$ 19,295,741	\$ 20,636,600	\$ 22,390,700	\$ 1,754,100	8.5%
Property Insurance	\$ 1,606,709	\$ 2,100,000	\$ 2,184,000	\$ 84,000	4.0%
Workers Comp	\$ 607,106	\$ 1,475,500	\$ 1,475,500	\$ -	0.0%
State Police Group Insurance	\$ 1,870,534	\$ 1,800,000	\$ 1,985,000	\$ 185,000	10.3%
Total Insurance	\$ 23,380,090	\$ 26,012,100	\$ 28,035,200	\$ 2,023,100	7.8%

In order to implement the first year of the 10-year Congestion-Relief Plan, the Tollway will need to increase capital spending and devote more resources to the Maintenance and Operations budget required for construction and I-PASS.

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Cost Savings

Staff Reductions

- The Tollway will add 32 new positions during 2005 to support the Congestion-Relief Plan. The current Tollway workforce is 1,802 positions. There will be 58 positions eliminated during the year, achieving a net reduction of 26 positions. The workforce total at the end of 2005 will be 1,776 positions. Eliminated positions primarily represent toll collection positions that no longer will be needed as Open Road Tolling is introduced and expanded. Of the 58 positions, 40 positions are current vacancies and the remaining 18 will be eliminated through attrition.

Violations Enforcement System (VES)

- Since our aggressive Violation Enforcement System has eliminated the backlog of toll violations and customers requesting hearings, the Tollway will be contracting for fewer hearing officers in 2005, resulting in a savings of \$200 thousand. Since VES is set up to deter violations and encourage immediate payment of missed tolls and fines, scofflaws are responding more quickly to violation notices and receiving fewer mail reminders to clean their slates. As a result, Tollway costs to notify and process offenders' violations have been reduced by \$2.6 million or 26.1 percent.

Bonded Indebtedness

During fiscal year 2005, the Tollway budget provides \$120 million for debt service on Tollway bonds. This amount will fund debt service payments on \$657 million of outstanding debt, including payment of \$45 million of principal and \$34.6 million of interest. In addition, the 2005 budget includes \$40.4 million to accommodate principal and interest payments on new bonds issued to finance projects in the Congestion-Relief Plan. The Tollway anticipates issuance of \$700 million of bonds during 2005 for deposit into the Construction Fund.

2005 Capital Program

The Fiscal Year 2005 Budget includes \$890 million for the Renewal/Replacement and Improvement Program, commonly referred to as the Capital Program. Since 1994, the Capital Program has primarily consisted of two parts including funding for the Renewal and Replacement fund, which is used to keep the Tollway in safe condition. The program also included "carry-over" funds that were budgeted and not spent in the previous year. In FY 2005 the Capital program will also include new funds derived from bond issuance and deposited into the Construction Fund which will be used to help fund various projects in the Congestion-Relief Plan.

Executive Summary

The Capital Program is funded at \$890 million, with \$759.4 million for new construction projects; \$85 million in carry-overs and \$45.6 million is for non-roadway system wide maintenance.

More details on the capital Program can be reviewed on pages 65-75.

Conclusion

This Fiscal Year 2005 budget kicks off an exciting era for the people and businesses whose lives and livelihoods rely on access to the Illinois Tollway. As Gov. Blagojevich has stated, "This plan provides the infrastructure investment the Illinois Tollway has needed for decades." The Congestion-Relief Plan that will be implemented in 2005 will bring genuine quality of life and economic improvements, such as shaving valuable time off drivers' commutes, and efficiently moving more goods, services and customers to local businesses.

This year's budget is based on the Governor's principles of reform: delivering more with less, being frugal with customers' toll dollars, carefully managing existing resources and providing customer service at the highest levels possible.

2004 POSITIVE EDITORIALS

ILLINOIS TOLLWAY REFORMS & LONG-RANGE PLAN

TOLLWAY REFORM HAS COME IN A HURRY TO AGENCY

- Rockford Register Star Editorial, April 25, 2004

“The difference is, we’re making progress – and Illinois can trust that tollway officials are working on solutions, rather than excuses.”

A GREEN LIGHT FOR THE TOLLWAY

- Chicago Tribune, August 30, 2004

“One of the brighter spots of Gov. Rod Blagojevich’s administration has been the reform underway at the tollway authority. That effort gives us confidence to support the ambitious reconstruction plan announced last week by the Governor.”

PLAN TO BUILD I-355 WORTH THE HIGHER TOLLS

-Daily Southtown, August 29, 2004

“We enthusiastically support the governor’s tollway plan. ...We think the plan is wonderful news for the Southland and the entire tollway area, and we urge the tollway board to approve it at the earliest possible date.”

Tollway Organization and Background

The Tollway System

The Tollway System currently consists of the Tri-State, Northwest, Ronald Reagan Memorial, and North-South Tollway. They form approximately 274 miles of limited-access highways, in 12 counties, all of which are designated as part of the Interstate Highway System.

Since beginning operations in 1958, the Tollway System has served an important role in the development of the northern Illinois economy. During its initial operation, the Tollway System permitted rapid interstate travel between northern Illinois, Indiana, and Wisconsin. As the suburban area surrounding Chicago expanded throughout the 1960's and 1970's, the Tollway System evolved into primarily a commuter travel system, serving suburban Chicago and Chicago-O'Hare International Airport.

The Tri-State Tollway, I-94, I-294, I-80/I-94, and Eden's Spur, is an 84-mile beltway around the Chicago metropolitan area, extending from Indiana at the intersection of the Kingery Expressway and the Calumet Expressway, north to the Wisconsin state line. Completed in 1958, the Tri-State cost about \$242 million to build. The passenger vehicle cost to travel the Tri-State from end to end is \$2.45 in tolls, or 3.2 cents per mile. For passenger vehicle I-PASS customers these tolls will remain constant in 2005, while cash payer rates will double. The Tri-State includes 41 interchanges, 23 toll plazas, and 4 oases.

The Northwest Tollway, I-90, is a 76-mile-long route that begins at the intersection of the Tri-State Tollway and the Kennedy Expressway near O'Hare International Airport, continues west to Rockford and then travels north ending near the Wisconsin border. Completed in 1958, construction of the Northwest Tollway totaled just over \$100 million. The passenger vehicle cost to travel the Northwest from end to end is \$2 or 2.6 cents per mile. For passenger vehicle I-PASS customers these tolls will remain constant in 2005, while cash payer rates will double. The Northwest Tollway includes 20 interchanges, 17 toll plazas, and 2 oases.

The Ronald Reagan Memorial Tollway, I-88, includes 22 Interchanges, covers 96.5 miles beginning just east of the junction of the Tri-State Tollway and the Eisenhower Expressway and continuing west to U.S. Route 30 in the Sterling/Rock Falls area. Initial construction from the Eisenhower Expressway to the Aurora toll plaza was completed in 1957. The construction of I-88 Tollway, from Aurora to U.S. 30 was completed in 1974. The total cost for I-88 Tollway was \$144 million. The current passenger vehicle cost to travel I-88 is \$2.70 or 2.8 cents per mile. For passenger vehicle I-PASS customers these tolls will remain constant in 2005, while cash payer rates will double. The Ronald Reagan Memorial includes 22 interchanges, 16 toll plazas, and 1 oasis.

The North-South Tollway, I-355, is a 17.5-mile-long toll highway generally paralleling Illinois Route 53, beginning to the north at Army Trail Road in DuPage County and extending south to Interstate 55 in Will County. Completed in 1989, the North-South Toll-

Tollway Organization and Background

way cost approximately \$523 million to construct. The passenger vehicle cost to travel the North-South Tollway from end to end is \$1 or 5.7 cents per mile. For passenger vehicle I-PASS customers these tolls will remain constant in 2005, while cash payer rates will double. The North-South Tollway includes 11 interchanges and 10 toll plazas.

Toll Transaction / Revenues

The Tollway System has experienced a steady increase in toll transactions and revenues since its first full year of operation in 1959. In 1959, the Tollway System processed 42.9 million transactions. The latest complete figures show the Tollway processed 801.6 million toll transactions in 2003.

As part of a 2003 management audit of the Illinois Tollway, the State of Illinois Office of the Auditor General found the Illinois Tollway had gone the longest period of time without a toll rate increase, and had the second lowest rates among the twenty toll road systems surveyed.

In September of 2004 the Illinois Tollway Board passed a new 10-year Long-Range Capital Program which also authorized an increase in tolls. The following tables reflect the new toll increases which will take effect January 2005.

www.Illinoistollway.com

Illinois Tollway Web Site

Detailed information about the Illinois Tollway is available by accessing the Illinois Tollway Web Site including:

- **The Toll Highway Act (605 ILCS 10/ is available)**
- **Trust Indenture**
- **Financial statements including audit, budget, and quarterly reports**
- **Capital Program**
- **Construction Sites**
- **Maps**
- **Contract Awards and Notices**
- **Contact Information**
- **Oases**
- **Help Truck**
- **I-PASS Account information**

Tollway Organization and Background

New Toll Rates - Autos

Typical Plaza Rates		
Autos	Current	New
I-PASS ¹	\$ 0.40	\$ 0.40
Cash ¹	\$ 0.40	\$ 0.80
I-PASS / I-355 and I-355 Extension ²	\$ 0.50	\$ 0.50
Cash / I-355 and I-355 Extension ²	\$ 0.50	\$ 1.00

¹ Average rate on all Illinois Tollroads (excluding I-355)

² I-355 extension is a higher rate, like the existing I-355 (since both built later at higher cost)

New Toll Rates - Trucks

Typical Plaza Rates		
Trucks	Current	New Peak /Non Discount Rate
Small - 2 axles	\$0.50	\$1.50
Medium - 3 & 4 axles	\$0.75 - \$1.00	\$2.25
Large - 5+ axles	\$1.25 - \$1.50+	\$4.00

Congestion Pricing - Typical Plaza Rates

	Daytime Non-Peak*		Overnight	Peak
	I-PASS Weekday Non-Peak & Daytime Weekends	Cash	I-PASS & Cash 10PM-6AM	I-PASS & Cash 6AM-9AM & 3:30PM-6:30PM
Small Truck	\$1.00	\$1.50	\$1.00	\$1.50
Medium Truck	\$1.75	\$2.25	\$1.75	\$2.25
Large Truck	\$3.00	\$4.00	\$3.00	\$4.00

*The daytime non-peak discounted rate for I-PASS will sunset on December 31, 2008 when most construction will be finished, and the peak rates will then apply to the daytime non-peak periods. The non-peak rates apply from 9AM - 3:30PM & 6:30PM - 10PM on weekdays, and on weekends.

The new rate structure reduces the number of vehicle classes from 10 to 3.

PROPOSED NEW VEHICLE CLASSIFICATIONS		
Category	Classification	Description
Auto	Class 1	2 axles; auto, motorcycle
Small Truck	Class 2	2 axles/6 tires; single unit trucks, buses
Medium Truck	Class 3	3 & 4 axles; trucks, buses, autos with 1-2 axle trailers
Large Truck	Class 4	5+ axles; trucks, autos with 3+ trailers

Tollway Organization and Background

Authorization

The Illinois General Assembly created the Illinois State Toll Highway Commission as an instrumentality and administrative agency of the State of Illinois in 1953. The Commission provided for the construction, operation, regulation, and maintenance of a system of toll highways within the State of Illinois. The Commission officially became a Tollway in March 1969 when the Illinois Supreme Court upheld the constitutionality of a new toll road act that had been passed by the General Assembly on August 8, 1967, effective April 1, 1968. The Tollway assumed all the obligations, powers, duties, functions, and assets of the Commission. The Act authorizes the issuance of revenue bonds for the purpose, among others, of financing expansions of the Tollway System.

The Tollway is also empowered to enter into contracts; acquire, own, use, lease, operate, and dispose of personal and real property, including rights of way, franchises, and easements; to establish and amend resolutions, by-laws, rules, regulations, and toll rates; to acquire; construct, relocate, operate, regulate, and maintain the Tollway System; to exercise powers of eminent domain and condemnation; to raise or lower toll rates; and to contract for services and supplies, including services and supplies for the various patron service areas on the Tollway System.

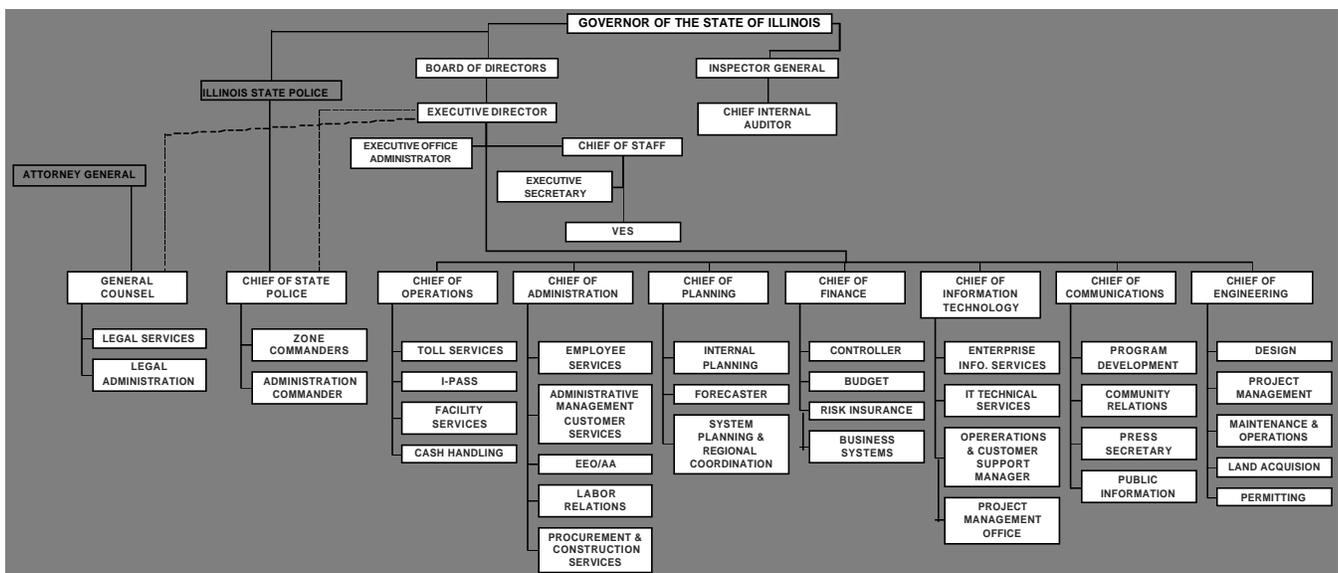
Board of Directors

The Tollway is governed by an eleven member Board of Directors that includes the Governor of Illinois and the Secretary of the Illinois Department of Transportation, ex-officio, and nine directors appointed by the Governor with the advice and consent of the Illinois Senate. Directors are appointed for 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 as Chairperson of the Tollway.

Organizational Structure

The Governor appoints an Executive Director and employs certain other personnel to administer the Tollway System and implement the policies of the Board of Directors. The Tollway's organizational structure consists of 13 primary functions including the Directors Office, Executive Office, Chief Counsel, Engineering, Operational Services, Finance, Administration, Communications & Marketing, Information Technology, Inspector General, Planning, Violation Enforcement System, and State Police District 15.

TABLE OF ORGANIZATION



November, 2004

Financial Policies and Practices

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

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

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

Fiscal Policies and Practices

General

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

Revenue

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

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

1. The Tollway will maintain a revenue monitoring system to assist in trend analysis and revenue forecasting.
2. The Tollway will support legislation that will allow for expanded and progressive financing measures.
3. The revenue model assumes the new toll schedule, which becomes effective January 1, 2005. The toll rates were passed with approval of the Long-Range Plan on September 30, 2004. See page 16 for a copy of the new toll schedule.

Expenditures

1. The Tollway will maintain a level of expenditures, which will provide for the public well-being and safety of its roads.

Financial Policies and Practices

2. Expenditures will be within the confines of generated revenue, bonds issued for construction and unresolved fund balances.
3. The Tollway will maintain expenditure categories according to state statutes, the Trust Indenture and administrative regulation.
4. The Tollway will forecast its capital expenditures for at least the next ten years and will update this forecast annually with five-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 Plan.

Debt Administration

1. The Tollway will maintain regular communication with credit rating agencies and facilitate disclosure of financial and management issues important to investors. The Tollway will follow a policy of full disclosure in financial reporting.
2. Capital plans proposed for financing through debt should be accompanied by a full 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 Plan.
4. The Tollway will set aside sufficient current revenues to finance ongoing maintenance needs.
5. No debt will be issued for the purpose of funding capital projects until presented at public meetings and approved by the Board of Directors.
6. Borrowing should be of a duration that does not exceed the economic life of the improvement that it finances and where feasible, should be shorter than the projected economic life. To the extent possible, the Tollway will design the repayment of debt to recapture rapidly its credit capacity for future use.
7. The Tollway will seek to issue its debt obligations through a sale method that will produce the best results for the Tollway.
8. When determined appropriate and approved by the Board of Directors, the Tollway may elect to sell its debt obligations through competitive sealed bid, competitive selection and negotiation, or a private placement.

Financial Policies and Practices

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 patrons.
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 balance of the fund will be maintained at a level up to \$25 million excluding capital expenditures. The Board 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 revision in revenues
 - b) Provide a sufficient cash flow for daily financial needs at all times
 - c) Offset unexpected increases in expenditures

Cash Management

1. Under this instrument, the Illinois State Toll Highway Investment Policy ("Policy"), it is the intent of the Illinois State Toll Highway Authority ("Tollway") to invest all funds under the Tollway's control in a manner that provides the highest investment return using authorized instruments while meeting the Tollway's daily cash flow demands in conformance with all state statutes and any amended and revised Indenture governing the investment of Tollway funds.

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.

2. The cash management system 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 funds to projected disbursements.
3. In order to maximize interest earnings, the Tollway co-mingles all funds. Interest revenue derived from co-mingled cash is allocated to the participating funds monthly.
4. Criteria for selecting investments and the order of priority are:

Financial Policies and Practices

- 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 risk.
- B) **Liquidity.** The investment portfolio shall remain sufficiently liquid to enable the Tollway to meet all operating requirements that might be reasonably projected.
- C) **Return on Investment.** The investment portfolio shall be designed to obtain the highest available return, taking into account the Tollway's investment risk constraints and cash flow needs.

Accounting, Auditing and Financial Reporting Policies

1. The Tollway's financial statements include all activities that are part of the Tollway's reporting entity because of the significance of the operational and financial relationship in conformity with Governmental Accounting Standards Board Statement (GASB) No. 14, *The Financial Reporting Entity*.
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. This is a flow of economic resources measurement focus.
3. The Tollway is established to account for operations that are financed and operated 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 will establish and maintain a high standard of accounting practices in conformance with Generally Accepted Accounting Principles for governmental entities as promulgated by the Governmental Accounting Standards Board.
5. The accounting system will maintain records on a basis consistent with accepted standards for governmental accounting.
6. An independent firm of certified public accountants will perform an annual financial and compliance audit accruing to Generally Accepted Auditing Standards (GAAS) and will publicly issue an opinion, which will be incorporated in the Comprehensive Annual Financial Report (CAFR).
7. Annually seek the GFOA Certificate of Achievement for Excellence in Financial Reporting Program.

Financial Policies and Practices

8. The Tollway will use accrual basis accounting for its proprietary funds (enterprise and internal service funds). Revenues are recognized in the accounting period they are earned and become measurable. Expenses are recognized in the accounting period in which the liability is incurred.
9. The Tollway will promote full disclosures in its annual financial statements and its bond presentations.
10. For purposes of the Statement of Cash Flows, the Tollway considers all highly liquid investments including restricted assets with a maturity of three months or less when purchased and all investments held by the State Treasurer's Office to be cash equivalents, as these investments are available upon demand.
11. The Tollway adopted GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*. This statement requires that governmental entities should report investments at fair value in the balance sheet with the corresponding changes in fair value of investments being recognized as revenue in the operating statement.

Fund Structure

Fund and Account Description:

The Trust Indenture established seven primary funds or accounts for the operation of the Tollway as follows:

Maintenance and Operation Account

The Maintenance and Operation Account consists of the Operating Sub-Account and the Operating Reserve Sub-Account held by the Tollway. Moneys 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 on the 20th day of each month.

The Operating Reserve Sub-Account receives or retains an amount not to exceed 30 percent of the amount budgeted for Operating Expenses in the Annual Budget for the current fiscal year. Monies in the Operating Reserve Sub-Account are held as a reserve for the payment of Operating Expenses and are to be withdrawn from if moneys 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 that amount necessary to be held as a reserve for the payment of Operating Expenses, the excess will be withdrawn from such Sub-Account and applied as Revenues. By resolution, the Board voted to maintain a \$25 million fund balance in this account and has subsequently authorized a fund balance of \$17 million.

Debt Service 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 and principal amounts due and unpaid for bonds, 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.

The Debt Reserve Account receives funds to provide an amount sufficient to cause the balance in it to equal the Debt Reserve Requirement to make any required reimbursement to Providers of Reserve Account Credit Facilities.

Fund Structure

Renewal and Replacement Account

Revenues must be credited to the Renewal and Replacement Account in an amount set forth in the Annual Budget for the Renewal and Replacement Deposit. An amount set forth in the budget shall be determined based on recommendations of the Consulting Engineer.

Improvement Account

At the direction of the Tollway, the balance of amounts in the Revenue Fund are applied to the Improvement Account, for allocations to projects, determined by the Tollway, until the balance in the Account is equal to the Improvement Requirement.

System Reserve Account

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

The Construction Fund

The Construction Fund is held as a separate segregated fund. The Construction Fund receives funds from the sale of bonds and investment of proceeds. The Treasurer establishes and maintains within the Construction Fund a separate, segregated account for each Project the costs of which are to be paid in whole or in part out of the Construction Fund.

The Revenue Fund

All revenues received by the Tollway other than investment income shall be delivered by the Tollway to the Treasurer, for deposit in the Revenue Fund. On or before the 20th day of each month the Treasurer shall, at the direction of the Tollway, transfer or apply the balance as of such date of transfer in the Revenue Fund not previously transferred or applied in the following order of priority:

- A. To the Operating Sub-Account, Operating Expenses set forth in the Annual Budget for the Fiscal Year in an amount equal to one-twelfth of the total approved budget.
- B. To the Operating Reserve Sub-Account, as specified by the Tollway, but not to exceed thirty percent of the amount budgeted for operating expenses.
- C. To the Interest Sub-Account, an amount equal to interest due on updated bonds, plus one-sixth of the difference between the interest payable on bond and interest due within the next six months.

Fund Structure

- D. To the Principal Sub-Account, an amount equal to any principal due plus one-twelfth of any principal of such Outstanding Senior Bonds payable on the next principal payment date.
- E. To the Redemption Sub-Account, an amount for each bond equal to one-twelfth of any Sinking Fund Installment of Outstanding Bonds payable within the next twelve months.
- F. To the Provider Payment Sub-Account, amounts as provided in any Supplemental Indenture for paying Costs of Credit Enhancement or Qualified Hedge Agreements for Bonds or for making reimbursements to Providers of Credit Enhancement or Qualified Hedge Agreements for Bond.
- G. To the Debt Reserve Account, an amount sufficient to cause the balance in it to equal the Debt Reserve Requirement and to make reimbursement to Providers of Reserve Account Credit Facilities.
- H. To the Junior Bond Debt Service or Junior Bond Debt Reserve Account, any amounts required by Supplemental Indentures.
- I. To the Renewal and Replacement Account, one-twelfth the portion of Renewal and Replacement set forth in the Annual Budget for the fiscal year.
- J. The balance of such amounts in the Revenue Funds are to be applied as follows:

- (1) To the credit of the Improvement Account for allocation to a project as determined by the Tollway in its sole discretion, until the balance in the Account is equal to the Improvement Requirement or a lesser amount as the Tollway may from time to time determine.
- (2) To the credit of the System Reserve Account, the entire amount remaining in the Revenue Fund after depositing or allocating all amounts required to be deposited to the credit of the above Accounts and Sub-Accounts.

Revenue Sources and Underlying Assumptions

Toll Revenues

In March of each year, the Illinois Tollway's independent Traffic Engineering consultant, Wilbur Smith, provides annual toll revenue estimates. The toll revenue estimates are updated in October, reflecting actual toll revenues and updated construction schedules. The 2005 forecasts reflect the new long-range Open Roads plan approved on September 30, 2004.

A number of factors combine to influence a motorist's trip making and route choice decisions. These decisions may be influenced by variables such as traffic levels and congestion on existing roads; major roadway construction projects; and economic conditions in the country, state, and local area.

A review was conducted of the economic and demographic conditions in the state, region, and the specific project corridors, which have historically had an impact on vehicular travel on the Tollway. The actual and anticipated future economic performance of the Nation and the State of Illinois were reviewed, in addition to socioeconomic factors such as population, employment, housing, and retail sales trends. Based on qualitative assessment of the performance of these variables over the recent past and expected behavior in the near future, in conjunction with Tollway traffic and revenue trend data, roadway improvement information, and capacity constraint considerations, the future traffic and toll revenue potential of the Tollway System was estimated.

Prior year monthly transactions represent the starting point in the future year revenue estimation process. Prior-year transaction data is entered into a database for each of two vehicle categories.

As part of the Long-Range Capital Plan approved by the Board of Directors, the Tollway is consolidating 10 vehicle classes to four, which includes one class for passenger vehicles and three classes for commercial vehicles. The Tollway Board also approved toll rate differentials for vehicles paying tolls electronically with I-PASS and cash-paying customers. Additionally, a congestion pricing rate schedule was approved which offers discounted toll rates for commercial vehicles that travel the Tollway during non-rush hour periods.

Additionally, as part of the Long-Range Capital Plan, the Tollway Board approved a new I-PASS Assist program. Since the standard \$50 upfront cost of I-PASS may be a burden for some budgets, the Board approved I-PASS Assist to give income-eligible drivers access to the savings provided by I-PASS. I-PASS Assist works like a standard I-PASS account, but allows eligible drivers to purchase and replenish at a discounted rate of \$20.

These classifications and their new toll rates are detailed on page 16.

Vehicles using the Illinois Tollway must pass through and pay a toll at one or more toll plazas from point of entry to point of exit. The toll payment at each plaza is recorded

Revenue Sources and Underlying Assumptions

as a vehicle transaction. Experience has shown that the number of transactions may be influenced by several variables including construction projects both on and off the Tollway; the local, regional and national economic climate; non-recurring incidents such as weather and special events; the number of weekdays, weekend days or holidays per month; and, changes in the toll collection system or toll rates.

Impacts need to be accounted for in two ways before future-year estimates can be finalized. First, the prior-year actual transactions may need to be adjusted to account for temporary impacts, which may have shifted traffic from normal travel patterns onto or off the Tollway. This adjustment allows for a “normalized” base condition (i.e., what traffic would have been in the absence of these special or abnormal conditions) to be established. Once this new benchmark has been estimated, impacts representing the anticipated effects on traffic during the coming year are accounted for.

Some impacts are more difficult to quantify since they are based on unknown or expected future conditions which may occur to a greater or lesser degree than anticipated. For example, economic indicators are used to estimate the percent increase in traffic anticipated during the coming year. These indicators include changes in population, employment and unemployment, household income, CPI and GDP growth, and motor fuel prices, among others. The anticipated duration and depth of the current economic slowdown are prime examples of these impacts.

Other impacts are easier to quantify. Past experience has shown that during a leap year, February traffic will be approximately 3 percent higher due to the extra day. Additionally, the more weekdays in a month, the greater the number of transactions. This is particularly true for commuter-oriented facilities such as the Illinois Tollway.

Major construction projects both on the Tollway’s and on feeder or competing highways are evaluated to estimate their positive (diverting trips to the Tollway’s) or negative (diverting trips from the Tollway’s) traffic impacts. Typical Tollway projects include new interchanges, mainline widening, resurfacing and reconstruction, toll plaza reconstruction, bridge and cross road rehabilitation, and interchange reconstruction, among others. Typical off-Tollway projects have included resurfacing, repair, and/or reconstruction of major arterial and limited-access roadways, roadway widening, intersection reconstruction, and bridge rehabilitation.

The various traffic impacts are applied to the prior year annual transactions to generate future-year transaction estimates. These estimates are calculated by month and by the two vehicle-class categories previously described.

Once the monthly transaction estimates are finalized, they are converted into toll revenue estimates. This is accomplished by applying an average weighted toll for commercial vehicles and passenger cars to the estimated transactions at each plaza. Changes in plaza locations or toll rates are accounted for in the forecast year. The sum of the monthly revenues by plaza yields the estimated yearly systemwide toll revenue.

Revenue Sources and Underlying Assumptions

Concession Revenues

The Illinois Tollway has seven oases located throughout the system. These oases offer food, fuel, and other services to the traveling public. Historically, these services have been provided directly by restaurant and fuel providers with the Tollway receiving rental payments in return.

A rigorous national advertising, qualification and proposal campaign was conducted resulting in the Tollway, in May 2002, approving a 25-year ground lease with Wilton Partners (a commercial real estate developer) and ExxonMobil (a major fuel retailer).

Under conditions of the lease, Wilton and ExxonMobil are to design, construct, and finance the development of new buildings and grounds, as well as operate, and maintain all of these facilities over the term of the lease. Traditionally, the Tollway has acted as its own developers leasing oasis space directly to restaurant and fuel companies and being burdened with the responsibility for maintenance expenses and upkeep. This new public-private partnership to Tollway Property Management allows Wilton Partners the opportunity to develop these high-profile parcels of real estate in a way that endures a maximum return on investment.

The lease agreement requires the developers to pay Minimum Annual Guaranteed Rents as well as Percentage Rents and Other Rents. The fundamental goal of developer selection and lease negotiations was to create opportunities for both parties to share in the profits once capital cost obligations were met. A percentage of sales will also be maintained separately in a Renewal and Replacement Account that will be used for maintenance of the oases in order to keep them fresh and appealing for future Tollway customers. The following contractual provisions are used to make conservative revenue estimates.

Violation Revenues

The Tollway recently implemented an extremely aggressive toll violation enforcement operation to collect toll violations. About 97 percent of drivers do pay their fair share, the Tollway's efforts are designed to discourage the remaining 3 percent from evading tolls.

In the past, Tollway staff had issued toll violations manually on a much smaller scale, and although the technology was in place to capture the violations, the Tollway did not have the capacity to keep up with the billing and collections. The new Violation Enforcement System (VES) has been automated, to allow for more effective toll violation enforcement. For toll scofflaws who choose not to pay their fair share, \$20 violation notices are issued for every unpaid toll. The fines increase to \$70 per violation if notices are ignored and can lead to court hearings, suspension of license plates and driver's licenses.

Revenue Sources and Underlying Assumptions

Of the Tollway's total revenues, violation revenue is expected to generate approximately 2.7 percent, or \$11 million for 2005.

For budget purposes the revenues the Tollway obtains from violation enforcement is acknowledged when cash is received due to current uncertainties regarding the collection rate.

Budget Summaries

Fiscal Year 2003 - 2005 Statement of Revenues/Expenditures/Transfers and Changes in Fund Balances (Millions)

Maintenance & Operations Account	2003 Actual	2004 Estimate	2005 Budget
Beginning Fund Balance	\$48.3	\$56.3	\$48.3
Revenue	188.0	193.7	210.9
Expenditures	(187.3)	(201.7)	(210.9)
Interfund Transfers/PY Adj.	7.3	0.0	0.0
Ending Balance	\$56.3	\$48.3	\$48.3

Renewal & Replacement Account	2003 Actual	2004 Estimate	2005 Budget
Beginning Fund Balance	\$98.6	\$117.0	\$120.7
Revenue	157.5	169.7	175.0
Transfer From the Improvement Account	0.0	0.0	0.0
Expenditures	(139.1)	(166.0)	(200.0)
Ending Balance	\$117.0	\$120.7	\$95.7

Improvement Account	2003 Actual	2004 Estimate	2005 Budget
Beginning Fund Balance	\$152.5	\$127.2	\$127.2
Revenue	2.6	0.0	144.1
Transfer to Debt Service	(29.9)	0.0	0.0
Expenditures	0.0	0.0	(200.0)
Interfund Transfers/PY Adj.	2.0	0.0	0.0
Ending Balance	\$127.2	\$127.2	\$71.3

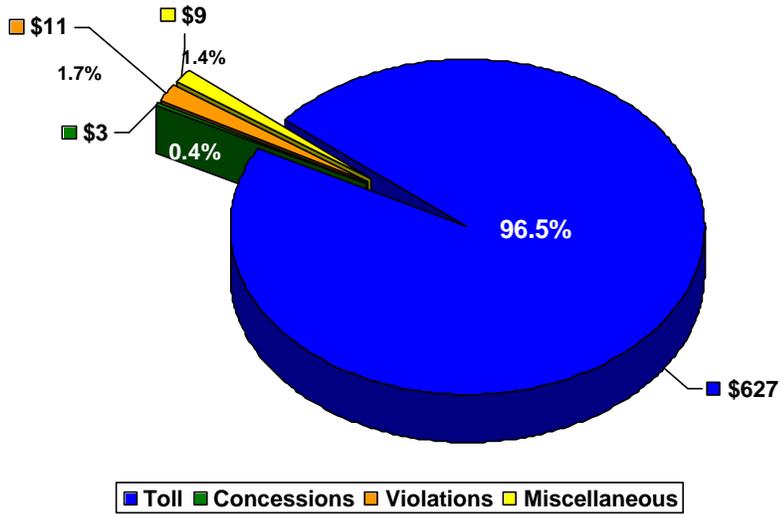
Construction Fund	2003 Actual	2004 Estimate	2005 Budget
Beginning Fund Balance	\$0.0	\$0.0	\$0.0
Bond Proceeds	0.0	0.0	700.0
Investment Income	0.0	0.0	7.0
Expenditures	0.0	0.0	(490.0)
Ending Balance	\$0.0	\$0.0	\$217.0

Debt Service	2003 Actual	2004 Estimate	2005 Budget
Beginning Fund Balance	\$43.4	\$42.8	\$42.8
Revenue	80.7	48.7	120.0
Transfer from Improvement Account	29.9	0.0	0.0
Bonds retired from revenue	(71.1)	(13.5)	(41.2)
Interest and other financing costs	(40.1)	(35.2)	(78.8)
Ending Balance	\$42.8	\$42.8	\$42.8

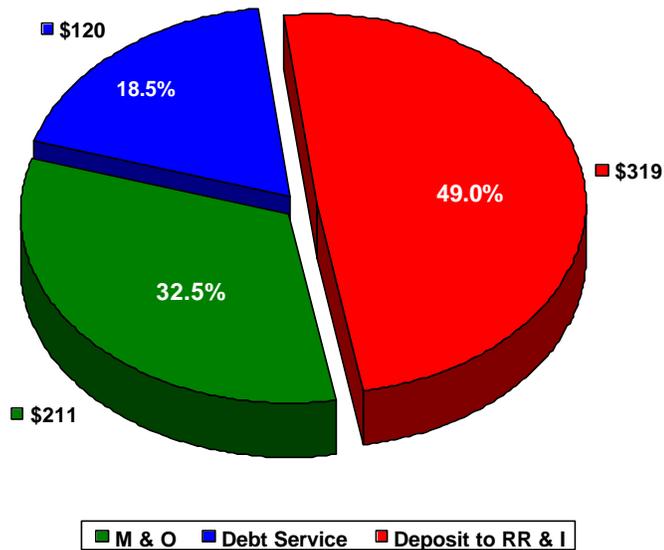
Budget Summaries

Fiscal Year 2005 (Millions)			
	FY 2004 Budget	FY 2004 Estimates	FY 2005 Projections
Sources of Revenue			
Toll	\$385	\$391	\$627
Concessions	3	2	3
Violations	11	11	11
Miscellaneous	9	8	9
Total	\$408	\$412	\$650
Allocations			
*M & O	\$194	\$194	\$211
Debt Service	49	49	120
Deposit to RR & I	165	169	319
Total	\$408	\$412	\$650
Capital Funds (Millions)			
	FY 2004 Budget	FY 2004 Estimates	FY 2005 Projections
Beginning Balance	\$206	\$244	\$247
Deposit to RRI	165	169	319
Bond Proceeds	0	0	700
Construction Fund Interest	0	0	7
Expenditures	(251)	(166)	(890)
Total	\$120	\$247	\$383

2005 Revenue Projections \$650 Million



2005 Projected Allocations of Revenue \$650 Million



Budgeted Headcount

Department	2003 Budget	2004 Budget	2005 Budget	Change From 2004 Budget
Administration	62.0	66.0	92.0	26.0
Communications	5.0	7.0	8.0	1.0
Directors	10.0	10.0	10.0	-
Engineering	531.5	512.5	547.5	35.0
Executive	4.0	4.0	4.0	-
Finance	45.5	50.0	51.0	1.0
Information Technology	71.0	71.0	72.0	1.0
Inspector General	9.0	10.0	13.0	3.0
Legal	22.0	22.0	13.0	(9.0)
Operational Services	1,052.5	1,010.0	929.0	(81.0)
Planning	11.0	13.0	12.0	(1.0)
State Police	17.0	17.0	17.0	-
VES	10.0	10.0	8.0	(2.0)
Total Headcount	1,850.5	1,802.5	1,776.5	(26.0)

Some Department reductions reflect a transfer of programmatic responsibility.

Budget Summaries

2005 M&O Budget By Category (Millions)						
Category	2004 Original Budget	Revised 2004 Budget	2005 Request	\$ Change	% Change	
Salaries & Wages	\$91.5	\$88.1	\$91.9	\$3.8	4.3%	
Retirement & FICA Contributions	24.4	23.8	\$26.4	\$2.6	10.9%	
Group Insurance	22.4	22.4	24.1	1.7	7.8%	
Contractual Services	23.5	24.1	25.0	0.9	3.7%	
Operational Material & Supplies	4.8	5.2	4.9	-0.3	-6.1%	
Utilities	4.5	4.5	4.2	-0.3	-6.6%	
All Other Insurance	3.6	3.5	3.6	0.1	2.9%	
Parts & Fuel	3.0	3.5	3.7	0.2	5.7%	
Equipment/Office Rental & Maintenance	15.9	14.8	16.5	1.7	11.5%	
Employee Development	1.3	2.8	1.2	-1.6	-55.6%	
Other Expenses	0.0	10.2	11.2	1.0	9.8%	
Recovery of Expenses	-1.2	-1.2	-1.9	-0.7	55.1%	
Total	\$193.7	\$201.7	\$210.9	\$9.2	4.5%	

The 2004 revised budget reflects the addition of funding for the State Administration Charge as well as the transfer of funds between accounts.

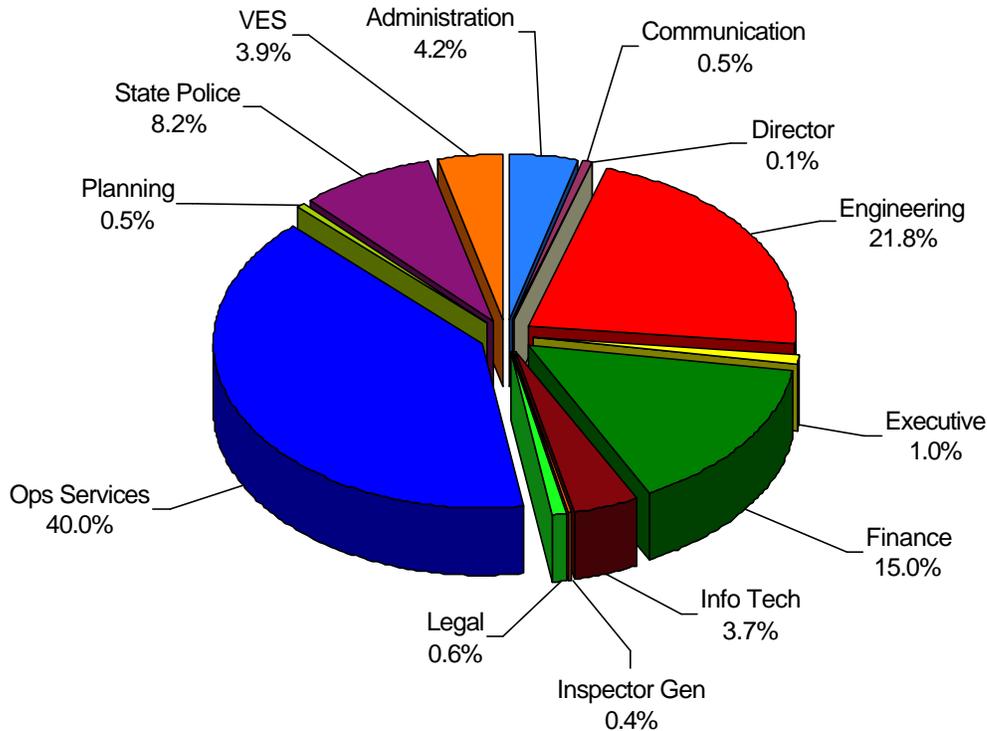
Budget Summaries

Fiscal Year 2005 Major Account Fiscal Year Ending December 31, 2003

Major Account	2003 Actual	2004 Revised Budget	2005 Request	\$ Change
Salary	\$ 33,708,816	\$ 34,709,980	\$ 36,320,950	\$ 1,610,970
Wages	54,354,156	53,309,206	55,523,990	2,214,784
FICA	6,077,011	6,150,950	6,257,600	106,650
Retirement	14,303,604	17,703,411	20,193,600	2,490,189
<i>Payroll Sub-Total</i>	108,443,587	111,873,547	118,296,140	6,422,593
Group Insurance	21,166,275	22,436,600	24,141,700	1,705,100
Other Outside Services	16,280,203	18,293,700	16,721,000	-1,572,700
Equipment Maintenance	10,177,559	11,522,700	12,716,700	1,194,000
Equip Rental	3,522,739	3,309,350	3,688,700	379,350
Utilities	3,257,726	3,503,150	3,300,000	-203,150
Materials - Operations	3,136,213	3,356,590	3,374,200	17,610
Bank Charges	2,856,110	3,648,400	6,035,000	2,386,600
Property Insurance	1,650,209	2,100,000	2,184,000	84,000
Replacement Parts	1,577,244	1,676,800	1,656,400	-20,400
Workman's Comp. Insurance	607,106	1,475,500	1,475,500	0
Fuel & Oil	1,560,810	1,675,500	2,003,200	327,700
Telephone	778,275	979,300	903,200	-76,100
Consulting	870,883	933,520	1,118,300	184,780
Supplies - Operations	695,402	874,830	700,600	-174,230
Uniforms	352,060	1,169,208	575,400	-593,808
Armored Truck Service	222,795	236,000	260,000	24,000
Contracted Outside Services	84,310	570,000	312,800	-257,200
Postage	293,551	546,300	463,000	-83,300
Supplies - Office	339,851	445,500	331,756	-113,744
Employee Training	105,087	401,700	328,200	-73,500
Travel	99,728	189,555	154,300	-35,255
Dues, Books, & Memberships	143,240	1,014,050	197,600	-816,450
Tools	63,724	110,100	120,500	10,400
Advertising	26,827	186,400	398,200	211,800
Bond Trustee	173,883	42,000	60,000	18,000
Other Expenses	13,171,960	10,217,050	11,183,700	966,650
Medical Expenses	32,799	48,800	22,500	-26,300
Printing	34,141	94,750	62,300	-32,450
Surety Bonds	405	600	0	-600
Right of Way	2,192	30,800	37,500	6,700
Expense Recovery	-4,116,920	-1,224,700	-1,912,500	-687,800
<i>Major Account Lines Sub Total</i>	79,166,387	89,864,053	92,613,756	2,749,703
Total	\$ 187,609,974	\$ 201,737,600	\$ 210,909,896	\$ 9,172,296

Budget Summaries

2005 Tentative Budget By Department



2005 Budget By Department (Thousands)

Department	2004			2005 Budget \$ Change
	2003 Actual	Revised Budget	2005 Budget	
Administration	\$8,023	\$7,621	\$8,863	\$1,242
Communication	580	903	1,024	121
Director	359	352	280	(72)
Engineering	41,636	41,198	46,048	4,850
Executive	2,287	2,742	2,290	(453)
Finance	26,334	28,891	31,578	2,687
Information Technology	5,987	7,472	7,859	387
Inspector General	583	715	888	173
Legal	(1,243)	1,258	1,348	89
Operational Services	71,497	81,413	84,394	2,981
Planning	1,663	1,829	1,150	(680)
State Police	15,997	16,457	17,331	873
VES	11,353	11,237	8,138	(3,098)
Total	\$187,651	\$201,738	\$210,910	\$9,173

BY DEPARTMENT / FUNCTION

2005 Departmental Budgets and Narratives



Administration

Description:

The Administration Department is responsible for the development, implementation, and employee adherence to administrative policies and procedures. The Administration Department insures that all necessary policies and procedures are implemented and followed by all Tollway employees to make certain that the Tollway's operational needs are met. The Department serves as the Authority's key contact for employee relations and employment issues and insures intradepartmental and intra-organizational issues are addressed so the Tollway functions efficiently and effectively.

Administration manages the following functions:

- Labor Relations/Collective Bargaining Agreements/Labor Negotiations
- EEO/AA/ADA
- Employee Services
 - Employee Benefits
 - Central Information Services
 - Safety & Training
 - Human Resources
 - Personnel
 - FMLA
- Customer Relations
 - Switchboard & Reception
 - Mail & Duplication Services
 - Customer Relations Intake
- Procurement/Purchasing/Warehouse

Departmental Budget and Narratives

Administration (cont'd)

Major Account Line Items:

ADMINISTRATION				
Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$3,369,439	\$3,789,200	\$4,343,500	\$554,300
BENEFITS	\$796,496	\$985,000	\$1,192,600	\$207,600
OTHER EXPENSES	\$3,193,151	\$1,759,283	\$2,630,500	\$871,217
TELEPHONE & TELEGRAPH	\$240,684	\$393,000	\$304,100	-\$88,900
EQUIPMENT MAINTENANCE	\$107,715	\$158,900	\$147,500	-\$11,400
SUPPLIES - OFFICE	\$84,250	\$139,100	\$86,200	-\$52,900
OTHER OUTSIDE SERVICES	\$80,618	\$62,100	\$38,100	-\$24,000
EMPLOYMENT MEDICAL EXPENS	\$32,699	\$48,800	\$22,500	-\$26,300
POSTAGE AND EXPRESS	\$43,215	\$101,100	\$19,500	-\$81,600
EMPLOYEE TRAINING	\$15,210	\$50,600	\$32,600	-\$18,000
SUPPLIES - OPERATIONAL	\$25,108	\$32,400	\$12,300	-\$20,100
EQUIPMENT RENTALS	\$14,605	\$18,300	\$11,200	-\$7,100
ADVERTISING & PROMOTION	\$11,165	\$27,800	\$10,900	-\$16,900
TRAVEL AND SUBSISTENCE	\$4,620	\$14,600	\$5,600	-\$9,000
DUES, BOOKS & SUBSCRIP.	\$15,055	\$16,600	\$5,500	-\$11,100
CONSULTING SERVICES	\$0	\$19,950	\$0	-\$19,950
OTHER MINOR ACCTS	\$3,351	\$9,700	\$5,400	-\$4,300
Total	\$8,037,381	\$7,626,433	\$8,868,000	\$1,241,567
RECOVERY OF EXPENSES	-\$14,141	-\$5,500	-\$5,500	\$0
Dept Total	\$8,023,240	\$7,620,933	\$8,862,500	\$1,241,567

The Fiscal Year 2005 budget is \$8.8 million; an increase of \$1.2 million or 16.3 percent over the Fiscal Year 2004 budgeted amount. Total payroll is \$4.3 million and includes 92 positions.

Departmental M&O Highlights:

- Salary and Wages reflect an additional position to facilitate contract management and payments.
- Other expenses include prorated costs for the State administrative charge.
- The Administration Department will also manage the Disadvantaged Business Enterprise program to increase disadvantaged and minority business owners' participation in the new Long-Range Capital Plan. This program is funded through the capital program and is not reflected in the M & O Budget.

Departmental Budget and Narratives

Communications and Marketing

Description:

The Communications Department is responsible for all external and internal communications between the Tollway and its constituents who include customers, news media, elected and appointed officials, the general public and employees. The goal is to effectively communicate with all constituencies to improve customer service and restore public confidence in the Tollway.

The Tollway's Communications Department handled the following responsibilities in 2004:

- Media Relations
- I-PASS Marketing Support
- Marketing Communications/Advertising
- Promotional Support for Public-Private Partnerships & Intergovernmental Agreements
- Customer Communications Support
- Customer Newsletter
- Employee Newsletter
- Community Relations Support
- Event Planning
- Speechwriting

Major Account Line Items:

COMMUNICATIONS				
Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$422,345	\$478,300	\$504,100	\$25,800
BENEFITS	\$100,149	\$117,000	\$134,100	\$17,100
ADVERTISING & PROMOTION	\$7,953	\$155,000	\$286,100	\$131,100
PRINTING	\$24,115	\$60,000	\$40,000	-\$20,000
OTHER OUTSIDE SERVICES	\$9,180	\$40,000	\$22,000	-\$18,000
SUPPLIES - OFFICE	\$6,319	\$10,000	\$10,200	\$200
EQUIPMENT RENTALS	\$1,957	\$21,600	\$10,000	-\$11,600
OTHER MINOR ACCTS	\$8,286	\$20,800	\$17,900	-\$2,900
Dept Total	\$580,304	\$902,700	\$1,024,400	\$121,700

Departmental Budget and Narratives

Communications and Marketing (cont'd)

The Fiscal Year 2005 budget is \$1.024 million, an increase of \$122 thousand or 13.5 percent over the Fiscal Year 2004 budgeted amount. Total payroll is \$504 thousand and includes 8 positions.

Departmental M&O Highlights:

- 2005 Budget increased from 2004 primarily due to increasing the Advertising and Promotions account. This will be used to advertise the benefits of I-PASS and how to obtain one so more people can take advantage of the savings offered by I-PASS.
- Salary and Wages increased due to filling two long term vacancies for a full year.

Departmental Budget and Narratives

Directors

Description:

The Department of Board of Directors consists of the Chairman of the Board, eight Directors, one Ex-Officio and one Executive Assistant.

The Tollway is governed by the members of the Board of Directors that includes the Governor of Illinois and the Secretary of the Illinois Department of Transportation, ex-officio.

Major Account Line Items:

DIRECTORS				
Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$241,725	\$204,300	\$141,500	-\$62,800
BENEFITS	\$55,246	\$51,100	\$37,100	-\$14,000
OTHER OUTSIDE SERVICES	\$55,165	\$80,000	\$95,400	\$15,400
OTHER MINOR ACCTS	\$7,202	\$16,800	\$6,100	-\$10,700
Dept Total	\$359,338	\$352,200	\$280,100	-\$72,100

The Fiscal Year 2005 budget is \$280 thousand; a decrease of \$72 thousand or -20.5 percent under the Fiscal Year 2004 budgeted amount. Total payroll is \$142 thousand and includes three directors and the Board Secretary. The ongoing reduction in Salary & Wages reflects that six newly appointed directors are serving without compensation.

Engineering

Description:

Engineering is responsible for the design, construction, operation and maintenance of our roadway. Annual inspections are made of the pavement, bridges and drainage systems. Short and long-term project plans are refined based upon the inspections and transportation needs to ensure a safe and reliable transportation system. Guiding this effort is the Tollway's Renewal Replacement and Improvement (RR&I) Program, which prioritizes projects that maintain, repair or improve the existing infrastructure. Such projects are less extensive than capital reconstruction projects.

The Engineering Department oversees three major functions:

- Design – project plans and specifications are prepared for various construction and maintenance activities according to the capital improvement program schedule
- Construction – implements the construction phase of projects by ensuring quality construction and keeping them on schedule and within budget
- Maintenance / Traffic – maintains the roadway system by keeping roads clean, well lit and safe in any kind of weather; manages incidents and informs motorists of traffic and travel concerns.
 - o Roadway Maintenance
 - Routine, Scheduled & Emergency Maintenance
 - Incident Management & Response
 - Service Patrols (H.E.L.P. & Motorist Aid)
 - Snow & Ice Control
 - Emergency Response
 - o Fleet Maintenance
 - Towing and Recovery Agreements Management
 - Truck Vehicle and Roadway Repair Equipment Management
 - Truck, Vehicle and Roadway Repair Equipment Routine Maintenance
 - Truck, Vehicle and Roadway Repair Equipment Repair
 - Vehicle Fueling and Control
 - Pool Car Operations
 - o Traffic Operations
 - Sign Shop
 - Traffic and Incident Management System
 - Roadway Lighting
 - *999 Cellular Emergency Road Calls
 - Control of Dynamic Message Signs
 - Media Notification of Traffic Incidents
 - RYI Link Recording
 - Coordination with Dispatch Division of Responders during Critical Incident

Departmental Budget and Narratives

Engineering (cont'd)

- o Dispatch
 - Monitors the Plaza and Tollway Alarm Systems
 - Monitors Money Trucks
 - Tollway Personnel Notification of Incidents on the Tollway
 - Receives Customers at the South Entrance
 - Control of TIMS During Hours When the Traffic Center is Closed
 - Computer Aided Dispatch of State Police and Maintenance
 - Call Takers to receive customer reports

Major Account Line Items:

ENGINEERING				
Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$24,563,755	\$25,235,710	\$27,016,200	\$1,780,490
BENEFITS	\$6,067,689	\$7,048,700	\$8,018,600	\$969,900
MATERIALS - OPERATIONAL	\$2,990,521	\$3,137,790	\$3,156,900	\$19,110
OTHER EXPENSES	\$4,530,666	\$2,233,671	\$3,261,000	\$1,027,329
FUELS AND OILS	\$1,559,976	\$1,674,200	\$2,002,500	\$328,300
REPLACEMENT PARTS	\$1,270,354	\$1,354,800	\$1,401,300	\$46,500
OTHER OUTSIDE SERVICES	\$640,993	\$690,000	\$982,400	\$292,400
EQUIPMENT RENTALS	\$52,309	\$54,400	\$298,200	\$243,800
SUPPLIES - OPERATIONAL	\$233,263	\$260,800	\$215,600	-\$45,200
UNIFORMS & ACCESSORIES	\$67,336	\$117,800	\$121,600	\$3,800
TOOLS & EQUIPMENT	\$51,582	\$66,700	\$100,800	\$34,100
EMPLOYEE TRAINING	\$15,434	\$39,400	\$40,900	\$1,500
RIGHT OF WAY	\$2,192	\$30,800	\$37,500	\$6,700
CONTRACTED OUTSIDE SERVIC	\$24,755	\$41,700	\$37,000	-\$4,700
SUPPLIES - OFFICE	\$36,285	\$50,000	\$30,900	-\$19,100
TRAVEL AND SUBSISTENCE	\$12,538	\$27,500	\$23,000	-\$4,500
DUES, BOOKS & SUBSCRIP.	\$17,258	\$18,700	\$12,600	-\$6,100
EQUIPMENT MAINTENANCE	\$11,122	\$18,700	\$7,500	-\$11,200
PRINTING	\$239	\$7,900	\$6,600	-\$1,300
OTHER MINOR ACCTS	\$85,811	\$18,300	\$16,500	-\$1,800
Total	\$42,234,078	\$42,127,571	\$47,287,600	\$5,160,029
RECOVERY OF EXPENSES	-\$796,934	-\$929,400	-\$1,232,000	-\$302,600
Dept Total	\$41,437,144	\$41,198,171	\$46,055,600	\$4,857,429

The Fiscal Year 2005 budget is \$46.1 million, an increase of \$4.8 million or 11.8 percent over the Fiscal Year 2004 budgeted amount. Total payroll is \$27.0 million and includes 547.5 positions.

Departmental Budget and Narratives

Engineering (cont'd)

Departmental M&O Highlights:

- Salary and Wages reflect an increase of \$1.8 million or 7.1% over the 2004 budget. Engineering is adding 9 new employees to meet the needs of the new capital plan. (Additional engineers are budgeted in the capital plan).
- Other Expenses is budgeted at \$3.2 million for the State administrative charge, an increase of \$1 million.
- Fuels & Oils is budgeted at \$2 million due to rising oil costs, an increase of \$328 thousand.
- Other Outside Services includes the cost of TIMS maintenance contract and the *999 emergency call program. The budget increases \$292 thousand over the to cover annual maintenance needs of network equipment in the TIMS Center. System maintenance on this equipment had been under a warranty, which expired in 2004.
- Equipment Rentals is budgeted at \$298 thousand to allow for thorough inspections of bridges. The increase of \$244 thousand will allow the Tollway's Fleet division to rent an aerial lift truck for bridge inspections.
- Tools & Equipment is budgeted at \$101 thousand, an increase of \$34 thousand to meet the increased needs for signage to communicate new toll rates and upcoming construction. Obsolete tools and sign production equipment must be replaced so that new signs can be produced in a timely fashion.

Departmental Budget and Narratives

Executive

Description:

The Executive Office is comprised of the Executive Director, Chief of Staff and support staff.

This office provides the management expertise to conceptually identify and then set policies for the organization. The Executive 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.

Executive Office manages the following functions:

- Chief of Staff
- Violation Enforcement System

Major Account Line Items:

EXECUTIVE				
Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$342,196	\$364,425	\$367,000	\$2,575
BENEFITS	\$77,750	\$90,236	\$97,700	\$7,464
OTHER EXPENSES	\$1,429,248	\$1,891,420	\$1,500,000	-\$391,420
TRAVEL AND SUBSISTENCE	\$9,000	\$6,400	\$32,700	\$26,300
DUES, BOOKS & SUBSCRIP.	\$37,889	\$32,700	\$7,000	-\$25,700
OTHER MINOR ACCTS	\$32,030	\$4,950	\$5,300	\$350
Dept Total	\$1,928,113	\$2,390,131	\$2,009,700	-\$380,431

The Fiscal Year 2005 budget is \$2 million; a decrease of \$380 thousand or -15.9 percent under the Fiscal Year 2004 budgeted amount. Total payroll is \$367 thousand and includes 4 positions.

Departmental Budget and Narratives

Finance

Description:

The Finance Department is responsible for all general accounting, budgeting, treasury functions, financial reporting, accounts payable, major contract review/management, payroll, and risk management. In addition, Finance manages all cash and investment analysis.

Finance is comprised of the following six units:

- General Accounting
- Accounts Payable
- Business Systems Integration
- Budget
- Payroll
- Risk Management

The 2005 capital budget continues to fund a new Enterprise Resource Planning (ERP) system. ERP systems improve the internal operations of government in areas such as accounting, budgeting, human resources, payroll and purchasing. The ERP project will take place in six stages over two years: project planning; request for proposal; vendor evaluation; implementation planning and readiness assessment; contract negotiations; and quality assurance. The total estimated project cost is \$20 million.

Major Account Line Items:

FINANCE

Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$1,673,573	\$2,383,700	\$2,417,000	\$33,300
BENEFITS	\$437,988	\$581,800	\$642,500	\$60,700
GROUP INSURANCE	\$19,295,741	\$20,636,600	\$22,156,700	\$1,520,100
PROPERTY INSURANCE	\$1,606,709	\$2,100,000	\$2,184,000	\$84,000
OTHER EXPENSES	\$1,947,194	\$1,075,888	\$1,747,100	\$671,212
WORKMAN'S COMP. INSURANCE	\$607,106	\$1,475,500	\$1,475,500	\$0
OTHER OUTSIDE SERVICES	\$621,675	\$730,000	\$1,235,000	\$505,000
SUPPLIES - OPERATIONAL	\$1,170	\$1,500	\$0	-\$1,500
BOND TRUSTEE	\$173,883	\$42,000	\$60,000	\$18,000
BANK CHARGES	\$21,412	\$12,000	\$0	-\$12,000
EQUIPMENT MAINTENANCE	\$2,522	\$0	\$200	\$200
SUPPLIES - OFFICE	\$12,945	\$14,900	\$15,000	\$100
EMPLOYEE TRAINING	\$894	\$17,900	\$19,500	\$1,600
POSTAGE AND EXPRESS	\$10,384	\$16,500	\$11,500	-\$5,000
DUES, BOOKS & SUBSCRIP.	\$3,812	\$7,600	\$5,100	-\$2,500
OTHER MINOR ACCTS	\$92,376	\$59,000	\$8,400	-\$50,600
Total	\$26,509,384	\$29,154,888	\$31,977,500	\$2,822,612
RECOVERY OF EXPENSES	-\$175,862	-\$264,000	-\$400,000	-\$136,000
Dept Total	\$26,333,522	\$28,890,888	\$31,577,500	\$2,686,612

Departmental Budget and Narratives

Finance (cont'd)

The Fiscal Year 2005 budget request is \$31.6 million; an increase of \$2.7 million or 9.3 percent over the Fiscal Year 2004 budgeted amount. Total payroll is \$2.4 million and includes 51 positions.

Departmental M&O Highlights:

- Group Health Insurance has increased \$1.5 million or 7.4% over the 2004 Budget.
- Other Expenses have increased in 2005 due to adjustments in the State administrative charge.
- Other Outside Services includes \$500 thousand for collection agency fees.

Information Technology

Description:

The Information Technology Department is responsible for leading, managing, directing, planning and controlling all Information Technologies and Telecommunications, providing strategic guidance and User/Client services to the Tollway.

Information Technology oversees four different functions:

- IT Project Management Office
- Enterprise Information Services
- Data Communications
- Operations and Customer Support

Major Account Line Items:

INFORMATION TECHNOLOGY				
Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$3,802,451	\$4,024,000	\$3,858,700	-\$165,300
BENEFITS	\$916,994	\$982,700	\$1,026,100	\$43,400
EQUIPMENT MAINTENANCE	\$677,179	\$1,398,100	\$1,855,900	\$457,800
CONSULTING SERVICES	\$73,923	\$50,000	\$368,300	\$318,300
OTHER OUTSIDE SERVICES	\$55,138	\$260,100	\$156,000	-\$104,100
TELEPHONE & TELEGRAPH	\$149,507	\$270,000	\$205,000	-\$65,000
EMPLOYEE TRAINING	\$59,238	\$174,400	\$179,000	\$4,600
REPLACEMENT PARTS	\$156,293	\$155,000	\$115,000	-\$40,000
SUPPLIES - OPERATIONAL	\$51,182	\$73,600	\$39,000	-\$34,600
MATERIALS - OPERATIONAL	\$15,868	\$18,400	\$20,000	\$1,600
SUPPLIES - OFFICE	\$12,073	\$25,700	\$18,856	-\$6,844
UNIFORMS & ACCESSORIES	\$985	\$5,400	\$5,200	-\$200
OTHER MINOR ACCTS	\$16,069	\$34,800	\$12,300	-\$22,500
Dept Total	\$5,986,900	\$7,472,200	\$7,859,356	\$387,156

The Fiscal Year 2005 budget request is \$7.8 million; an increase of \$387 thousand or 5.2 percent over the Fiscal Year 2004 budgeted amount. Total payroll is \$3.9 million and includes 72 positions.

Departmental Budget and Narratives

Information Technology (cont'd)

Departmental M&O Highlights:

- Salaries have been reduced by \$165.3 thousand by reorganizing and reclassifying positions within the Information Technology Department.
- Equipment Maintenance includes Unisys mainframe upgrades, Coin Serve (ESP+), Sonic Software for mainframe to SQL interface, and software for Mapping Business Processes.
- Consulting Services includes an additional \$300 thousand for outside programming services for special projects.

Office of Inspector General

Description:

The Office of Inspector General (“OIG”) at the Illinois Tollway was created in accordance with Governor Blagojevich’s reform agenda for the Agency. It is the intent of this Office to provide accountability and protect the integrity of the Illinois Tollway. The Inspector General has independent autonomy to root out and fairly investigate all instances of waste, inefficiencies, fraud, corruption, misconduct and mismanagement in the day-to-day operations of the Illinois Tollway, and recommend policies and procedures to ensure that the Tollway’s Board members and employees, contractors and/or vendors adhere to all state and federal laws, as well as internal rules and regulations.

The OIG manages the following functions:

Investigations

- Investigates complaints, allegations, or actions evidencing violations of law, rules or regulations, abuse of authority, gross or aggravated misconduct, or misconduct that may be criminal in nature, by Board members, executive management, senior staff, and all other Tollway employees, contractors and/or vendors of the Illinois Tollway.
- Recommends personnel actions when appropriate.

Internal Controls and Efficiencies

- Monitors and evaluates the Agency’s internal controls in various functions.
- Monitors and evaluates compliance with established internal controls.
- Assesses the efficiencies of various Tollway operations.

Policies and Procedures

- Reviews compliance with the Agency’s current policies and procedures.
- Monitors and reviews day-to-day operations of the Illinois Tollway by conducting fair and thorough investigations into reports and allegations of waste, inefficiencies, fraud, corruption, mismanagement, and misconduct.

Toll Audit

- Provides revenue control.
- Monitors toll collection and assists in adjusting data from lane malfunctions and employee errors.
- Reviews lane-processing records.
- Identifies and documents the misappropriation of toll receipts.

Departmental Budget and Narratives

Inspector General (cont'd)

Major Account Line Items:

INSPECTOR GENERAL				
Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$458,496	\$551,000	\$686,100	\$135,100
BENEFITS	\$106,910	\$134,300	\$182,100	\$47,800
EQUIPMENT MAINTENANCE	\$7,692	\$11,300	\$8,000	-\$3,300
OTHER MINOR ACCTS	\$9,981	\$18,800	\$11,900	-\$6,900
Dept Total	\$583,079	\$715,400	\$888,100	\$172,700

The Fiscal Year 2005 budget is \$888 thousand; an increase of \$173 thousand or 24.1 percent over the Fiscal Year 2004 budgeted amount. Total payroll is \$686 thousand and includes 13 positions.

Departmental M&O Highlights:

- Salary and Wages increased \$135,100 to accommodate the filling of vacancies and to add an additional investigator in October, to ensure the highest professional and ethical standards are met in the issuance and oversight of contracts.

Departmental Budget and Narratives

Legal

Description:

The Law Division 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.

Major Account Line Items:

LEGAL				
Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$737,262	\$800,100	\$849,000	\$48,900
BENEFITS	\$180,508	\$196,900	\$225,300	\$28,400
OTHER OUTSIDE SERVICES	\$42,919	\$221,500	\$200,000	-\$21,500
DUES, BOOKS & SUBSCRIP.	\$16,602	\$17,400	\$31,200	\$13,800
OTHER EXPENSES	\$1,423	\$4,000	\$20,000	\$16,000
TRAVEL AND SUBSISTENCE	\$2,983	\$6,800	\$10,000	\$3,200
SUPPLIES - OFFICE	\$4,464	\$4,000	\$5,200	\$1,200
OTHER MINOR ACCTS	\$5,478	\$10,500	\$11,800	\$1,300
Total	\$991,639	\$1,261,200	\$1,352,500	\$91,300
RECOVERY OF EXPENSES	-\$2,234,763	-\$3,000	-\$5,000	-\$2,000
Dept Total	-\$1,243,124	\$1,258,200	\$1,347,500	\$89,300

The Fiscal Year 2005 budget is \$1.3 million, an increase of \$89 thousand or 7.1 percent over the Fiscal Year 2004 budgeted amount. Total payroll is \$849 thousand and includes 13 positions.

Departmental M&O Highlights:

- The Other Expenses account is budgeted at \$20 thousand, an increase of \$16 thousand in anticipation of additional court costs associated with increased legal services for the Long-Range Capital Plan.

Operational Services

Description:

The Office of Operational Services is responsible for providing the necessary resources and services to maintain the Authority's operations and facilities, as well as managing the collection and counting of tolls. The Department's responsibilities include the customer service associated with the issuance of I-PASS transponders.

Operational Services has two major functions: Toll Collection and Facility Maintenance.

Toll Collection – collects and counts all toll revenue and provides management and customer service in issuing I-PASS transponders.

Facility Maintenance – operates and maintains all Tollway facilities.

Operational Services manages the following units:

Toll Services - Largest division consists of nearly 80 percent of Operational Services employees:

- Toll collectors, lane walkers, plaza supervisors
- Staff and support 23 manned plazas and 40 unmanned plazas

I-PASS

- Processes new applications
- Handles customer service questions
- Monitors debt collection relating to unpaid checks and credit card accounts

Cash Handling

- Counts all toll revenue

Facility Services

- Building Maintenance/Central Administration Maintenance

Departmental Budget and Narratives

Operational Services (cont'd)

OPERATIONAL SERVICES				
Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$39,217,520	\$38,804,967	\$38,698,740	-\$106,227
BENEFITS	\$9,316,133	\$10,725,925	\$11,600,100	\$874,175
EQUIPMENT MAINTENANCE	\$9,334,643	\$9,847,600	\$10,612,400	\$764,800
OTHER OUTSIDE SERVICES	\$3,981,389	\$6,053,000	\$6,486,900	\$433,900
BANK CHARGES	\$2,834,698	\$3,454,200	\$6,000,000	\$2,545,800
EQUIPMENT RENTALS	\$3,444,261	\$3,201,050	\$3,356,700	\$155,650
UTILITIES	\$3,257,737	\$2,281,950	\$3,300,000	\$1,018,050
OTHER EXPENSES	\$2,043,105	\$2,987,605	\$2,010,300	-\$977,305
POSTAGE AND EXPRESS	\$161,880	\$380,700	\$401,300	\$20,600
TELEPHONE & TELEGRAPH	\$312,892	\$337,400	\$360,000	\$22,600
SUPPLIES - OPERATIONAL	\$323,261	\$441,430	\$369,600	-\$71,830
UNIFORMS & ACCESSORIES	\$295,822	\$895,808	\$286,700	-\$609,108
ARMORED TRUCK SERVICES	\$222,795	\$236,000	\$260,000	\$24,000
MATERIALS - OPERATIONAL	\$158,001	\$200,100	\$197,300	-\$2,800
CONTRACTED OUTSIDE SERVIC	\$62,075	\$203,300	\$150,000	-\$53,300
REPLACEMENT PARTS	\$122,956	\$151,500	\$138,800	-\$12,700
SUPPLIES - OFFICE	\$129,234	\$156,800	\$134,000	-\$22,800
ADVERTISING & PROMOTION	\$2,614	\$2,300	\$100,000	\$97,700
DUES, BOOKS & SUBSCRIP.	\$1,790	\$873,200	\$76,200	-\$797,000
TRAVEL AND SUBSISTENCE	\$49,981	\$71,500	\$66,200	-\$5,300
EMPLOYEE TRAINING	\$1,676	\$22,600	\$18,200	-\$4,400
TOOLS & EQUIPMENT	\$8,735	\$23,400	\$14,300	-\$9,100
PRINTING	\$7,578	\$15,200	\$10,800	-\$4,400
OTHER MINOR ACCTS	\$923	\$45,470	\$500	-\$44,970
Total	\$75,291,699	\$81,413,005	\$84,649,040	\$3,236,035
RECOVERY OF EXPENSES	-\$875,575	\$0	-\$255,000	-\$255,000
Dept Total	\$74,416,124	\$81,413,005	\$84,394,040	\$2,981,035

The Fiscal Year 2005 budget is \$84.4 million; an increase of \$3.0 million or 3.7 percent over the Fiscal Year 2004 budgeted amount. Total payroll is \$38.7 million and includes 929 positions.

- Salary and Wages reflect a reduction of 81 positions, made up of reorganizing and the elimination of vacancies and personnel through attrition.
- Credit Card fees increase to \$6 million in anticipation of the I-PASS growth rate. Increase is 73.7 percent higher than the previous year.
- Advertising and Promotion includes \$100,000 for promoting I-PASS usage.
- Other Outside Services include costs for I-PASS distribution (MAI and IGOR).
- \$3.3 million for utilities has been transferred from Engineering to Operational Services where primary management of Toll Plaza's is budgeted.

Departmental Budget and Narratives

Planning

Description:

The Planning Department is responsible for strategic planning, long-range capital planning, research and community outreach. In 2004, the Department developed the Long-Range Capital Plan, *Open Roads for a Faster Future*. The Plan was announced on August 25, 2004 and approved on September 30, 2004. In 2005, the Department will focus on implementing the Plan.

The Planning Department has the following primary responsibilities:

Develop and maintain the Long-Range Capital Plan

Establish the priorities for future maintenance and expansion

Implement Strategic Planning by:

- o Defining agency goals
- o Establishing an effective set of best business practices for the Tollway; and
- o Researching the business practices of other tollways/turnpikes throughout the country

Coordinate with community groups, government agencies, and planning organizations on land-use policy and development issues

Coordinate with the Engineering Department on environmental review and permitting processes

Work with the Finance and Engineering Departments on traffic/revenue forecasting and capital spending tracking

Participate in the Master Planning Process

Lead planning studies, such as the system-wide interchange feasibility study

Major Account Line Items:

PLANNING

Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$735,732	\$806,950	\$679,000	-\$127,950
BENEFITS	\$170,614	\$201,700	\$180,700	-\$21,000
CONSULTING SERVICES	\$713,238	\$767,800	\$250,000	-\$517,800
DUES, BOOKS & SUBSCRIP.	\$36,782	\$29,550	\$25,400	-\$4,150
OTHER MINOR ACCTS	\$7,118	\$23,400	\$14,600	-\$8,800
Dept Total	\$1,663,484	\$1,829,400	\$1,149,700	-\$679,700

Departmental Budget and Narratives

Planning (cont'd)

The Fiscal Year 2005 budget is \$1.1 million; a decrease of \$680 thousand or –37.2 percent under the Fiscal Year 2004 budgeted amount. Total payroll is \$679 thousand and includes 12 positions.

Departmental M&O Highlights:

- Salaries decreased by \$128 thousand due to the elimination of extended vacancies.
- Consulting Services reflect costs for the administration of our independent traffic consultant.

Departmental Budget and Narratives

State Police

Description:

Illinois State Police District 15 is a separate contingent of the Illinois State Police. It provides law enforcement and patrols to the Tollway System to assist disabled motorists and provide special details for overweight vehicles, investigations and toll collection operations. The District Commander reports to the Executive Director and to the Superintendent of the State Police.

District 15 is a unique State Police district serving a unique mobile community made up of travelers from across the country and local commuters, traversing the 274 miles of the Illinois Tollway. Troopers assigned to District 15 cover 12 different counties, 5 state police districts and 4 toll roads.

The district operates and is solely responsible for a Truck Task Force, two Special Enforcement Teams, a Comprehensive Investigative Unit and tollway patrol operations.

Major Account Line Items:

STATE POLICE				
Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$11,885,000	\$11,356,350	\$11,914,100	\$557,750
BENEFITS	\$1,993,587	\$2,631,400	\$3,016,100	\$384,700
GROUP INSURANCE	\$1,870,534	\$1,800,000	\$1,985,000	\$185,000
UNIFORMS & ACCESSORIES	\$69,517	\$145,000	\$160,000	\$15,000
EQUIPMENT MAINTENANCE	\$35,504	\$87,000	\$85,200	-\$1,800
SUPPLIES - OPERATIONAL	\$32,414	\$59,000	\$60,200	\$1,200
SUPPLIES - OFFICE	\$16,089	\$20,700	\$22,000	\$1,300
TELEPHONE & TELEGRAPH	\$57,644	\$28,400	\$20,400	-\$8,000
POSTAGE AND EXPRESS	\$17,651	\$15,400	\$15,400	\$0
EMPLOYEE TRAINING	\$2,985	\$10,000	\$20,000	\$10,000
EQUIPMENT RENTALS	\$3,347	\$3,600	\$8,000	\$4,400
OTHER OUTSIDE SERVICES	\$1,804	\$7,000	\$5,200	-\$1,800
OTHER EXPENSES	\$353	\$254,472	\$13,400	-\$241,072
TRAVEL AND SUBSISTANCE	\$11,689	\$25,000	\$15,500	-\$9,500
OTHER MINOR ACCTS	\$29,841	\$31,950	\$5,100	-\$26,850
Total	\$16,027,959	\$16,475,272	\$17,345,600	\$870,328
RECOVERY OF EXPENSES	-\$18,441	-\$18,000	-\$15,000	\$3,000
Dept Total	\$16,009,518	\$16,457,272	\$17,330,600	\$873,328

Departmental Budget and Narratives

State Police (cont'd)

The Fiscal Year 2005 budget is \$17.3 million; an increase of \$873 thousand or 5.3 percent over the Fiscal Year 2004 budgeted amount. Total payroll is \$11.9 million for 17 civilian positions and 166 troopers.

Departmental M&O Highlights:

- 26 new cadets will be hired upon graduation for a total headcount of 166 troopers. Salaries and benefits increase to cover higher personal service costs.
- Employee Training is increasing by \$10,000 (\$2,000 per Officer) for specialized, 10-day training class for 5 new Motorcycle Troopers.
- The cost of outfitting five motorcycle troopers is about \$3,000 each or \$15,000 (4 assigned & 1 alternate).
- K-9 unit consisting of 2 dogs at \$5,500 each and rear seat modifications to two squad cars for the safety of the dogs at \$1,200 each.

Violation Enforcement System (Division)

Description:

The Violation Enforcement System (VES) Division is responsible for recouping uncollected toll revenue and assessing fines and other sanctions against toll scoff-laws as a meaningful deterrent to future toll evasion. In 2002, the Illinois Tollway began to pursue the small percentage of habitual toll cheaters on behalf of the 97 plus percent of honest tollway patrons who pay their fair share. In 2003, state-of-the-art video surveillance procedures and noticing functions were outsourced to provide for swift and meaningful prosecution of alleged toll cheaters, while affording the opportunity for due process of law.

Major Account Line Items:

VIOLATION ENFORCEMENT SYSTEM DIVISION				
Account	2003 Actual	2004 Revised Budget	2005 Requested	\$ Change from 04 Budget to 05 Request
SALARY & WAGES	\$468,935	\$441,200	\$370,000	-\$71,200
BENEFITS	\$105,007	\$107,600	\$98,200	-\$9,400
OTHER OUTSIDE SERVICES	\$10,749,650	\$10,150,000	\$7,500,000	-\$2,650,000
CONTRACTED OUTSIDE SERVIC	\$0	\$325,000	\$125,000	-\$200,000
BANK CHARGES	\$0	\$182,200	\$35,000	-\$147,200
TELEPHONE & TELEGRAPH	\$12,059	\$10,000	\$10,000	\$0
OTHER MINOR ACCTS	\$17,615	\$20,500	\$100	-\$20,400
Dept Total	\$11,353,266	\$11,236,500	\$8,138,300	-\$3,098,200

The Fiscal Year 2005 budget is \$8.1 million; a decrease of \$3.1 million or -27.6 percent under the Fiscal Year 2004 budgeted amount. Total payroll is \$370 thousand and includes 8 positions.

- Salary and Wages reflects the elimination of two vacant positions that are no longer needed due to the elimination of the violation backlog.
- \$7.5 million is budgeted in Other Outside Services for TransCore maintenance and processing fees, this is a 26.1 percent decrease from the 2004 budget.
- Contracted Outside Services is budgeted at \$125 thousand for Hearing Officer expenses. This is a 61.5 percent decrease, due to the elimination of the violations backlog.

10-Year Long-Range Plan 2005 Capital Program



Typical Layout Of Open Road Tolling

Capital Program

2005 launches the *Open Road for a Faster Future* 10-year plan. The plan was approved by the Tollway Board on September 30, 2004. This aggressive plan focuses on five initiatives that include congestion relief, rebuilding and widening the existing infrastructure, regional growth, systemwide enhancements and cutting edge initiatives. The 2005 Capital Program budget totals \$890 million.

Congestion Relief

- Customers will see reduced travel times at eight mainline toll plazas where the existing barrier systems will be converted to Open Road Tolling which will provide non-stop travel at posted speed limits for all I-PASS users. Cash-paying customers will exit at newly configured express plazas located at the sides of the roadway. Projects will cost an estimated \$162 million.

Fix It

Systemwide, the Tollway will invest \$393 million to fix the existing infrastructure. This will include major work on the Tri-State, Northwest, and Reagan Memorial Tollways.

- *South Tri-State (I-294/80/394)*
To address the need to rebuild 40-year old roads and add lanes for congestion relief on the south end of the Tri-State Tollway, construction work will continue from I-394 to 167th Street. New work will begin from 167th to 95th Street. This project uses continuously reinforced concrete (CRC), which is stronger, has a life of at least 60 years and holds up well to heavy truck traffic.
- *North Tri-State (I-294)*
Design work will begin for the rebuild and widening of the north Tri-State from Balmoral to Lake-Cook Road and from Half-Day Road to Russell Road.
- *Northwest Tollway (I-90)*
Work will begin to tear down the remaining Cherry Valley Tollbooth at IL 39 and to design and rebuild a “flyover” interchange to improve safety and eliminate this chokepoint that has stifled mobility in the Rockford area.
- *Ronald Reagan Memorial Tollway (I-88)*
Design work will begin to rebuild and widen an 11.9 mile stretch from I-290 to Naperville Road.

Regional Growth

- We are acting without delay to begin the long-awaited south extension of the North-South Tollway (I-355) to provide a regional connection to improve mobility for residents of Will County, one of the fastest growing counties in the state. The

Capital Program

total cost of construction is \$730 million, which includes contributions from IDOT and local municipalities to fund interchange requests.

The first leg of the project is budgeted at \$168 million and includes earthwork, rough grading, and preliminary interchange and bridge work on I-55 and I-80.

Systemwide Enhancements

- Since a more efficient Tollway will enhance the economies of local communities, we are immediately forging ahead with programs that will benefit communities served by the Tollway. These initiatives include funding a comprehensive interchange study to devise a formula that will determine municipalities' local contributions toward new interchange construction; building new noise walls on the Tri-State (I-294) and the Reagan Memorial Tollway (I-88); and developing new noise wall, land-use and design guidelines. These costs are budgeted at \$12 million.

Cutting-Edge Initiatives

- Intelligent Transportation Systems (ITS) technology will help us better manage congestion and serve our customers. Improvements to ITS include purchasing and installing 11 cameras and the required networking components to allow police and maintenance to better detect and monitor traffic incidents so information can be quickly passed on to motorists. The Tollway will invest an additional \$2.1 million on ITS under the 2005 Long-Range Capital Plan.



Fiscal Year 2005—Capital Program

Interstate / Department	Location	Description	2005 Final Budget	Total Project Cost	Duration of Project
Congestion Relief					
I-294/94	Plaza 39 (83rd St.), Plaza 36 (82nd St.), Plaza 35 (Cermak), Plaza 33 (Irving Pk.)	Open Road Tolling, Express Plaza	57,055,576	57,055,576	2005
I-294/94	Plaza 29 (Touhy Avenue)	Open Road Tolling, Express Plaza	7,386,265	24,712,367	2005-2006
I-294/94	Plaza 21 (Waukegan)	Open Road Tolling, Express Plaza	7,386,265	24,712,367	2005-2006
I-294/94 & I-88	Plaza 37 (Joliet Road) & Plaza 51 (York Road)	Open Road Tolling, Express Plaza	14,190,259	47,476,619	2005-2006
I-355/I-94/I-294	Plaza 89 (Boughton), Plaza 73 (Army Trail), Plaza 24 (Edens), & Plaza 41 (163rd St.)	Open Road Tolling, Express Plaza	16,119,571	21,244,245	2005-2006
I-88	Plaza 66 (DeKalb) and Plaza 69 (Dixon)	Open Road Tolling, Express Plaza	16,097,420	53,857,445	2005-2006
I-90	Plaza 9 (Elgin) to Randall Road	Open Road Tolling, Express Plaza	5,501,520	27,624,409	2005-2006
I-90	Plaza 17 & 19 (Devon & River Road)	Open Road Tolling, Express Plaza	10,747,512	35,958,156	2005-2006
I-90	Plaza 1 (Beloit), Plaza 5 (Belvidere), & Plaza 7 (Marengo)	Open Road Tolling, Express Plaza	15,633,237	66,122,332	2005-2006
Systemwide	Systemwide	Open Road Tolling, Express Plaza - Plaza Expansions / Improvements	1,915,817	19,158,170	Annual
Systemwide	Systemwide	Open Road Tolling, Design Upon Request	350,000	800,000	2004-2006
Systemwide	Systemwide	Open Road Tolling, Design Upon Request	700,000	800,000	2004-2005
Systemwide	Systemwide	Open Road Tolling, Implementation	9,208,000	9,208,000	2005
	Sub total:		162,291,442	388,729,686	
Enhancements					
I-90	IL39 Interchange / Plaza Removal	Interchange Improvements	2,264,854	35,013,494	2005-2007
Systemwide	Systemwide	Interchange Improvements - Engineering Studies Upon Request	1,904,739	5,499,500	2005-2007
Systemwide	Systemwide	Interchange Improvements	7,756,960	119,364,015	Annual
	Sub total:		11,926,553	159,877,009	

Fiscal Year 2005—Capital Program

Interstate / Department	Location	Description	2005 Final Budget	Total Project Cost	Duration of Project
Fix It					
I-294/94	Balmoral Avenue to Dempster Street	Roadway Widening and Reconstruction	15,617,466	102,065,395	2004-2007
I-294/94	Balmoral Avenue to Dempster Street	Mainline Roadway Widening and Reconstruction, Touhy to Dempster	12,044,972	78,258,406	2004-2007
I-294/94	IL176 to Russell Road	Reconstruct / Add Lane	8,025,922	248,053,305	2005-2008
I-294/94	Dempster Street to Lake Cook Road	Reconstruct / Add Lane	7,727,467	238,925,382	2005-2008
I-294/94	Half Day Road to IL176	Reconstruct / Add Lane	4,706,959	145,534,353	2005-2008
I-294/94	I-394 to 95th Street	Concept Lighting, Tri-State Widening	46,071	316,547	2003-2005
I-294/94	I-394 to 167th Street	Plat of Highways Survey, I-294	154,034	399,996	2003-2005
I-294/94	I-394 to 167th Street	IDOT project: Improvement of I-80/94 from I-294 to US Rte 41	2,500,000	25,000,000	2004-2007
I-294/94	I-394 to 167th Street	Pavement and Bridge Rehabilitation	66,505,628	161,883,327	2003-2007
I-294/94	I-394 to 167th Street	Pavement Rehabilitation and Bridge Widening	23,154,762	57,191,566	2003-2006
I-294/94	I-394 to 167th Street	Pavement and Bridge Rehabilitation	37,683,512	79,385,700	2003-2006
I-294/94	167th Street to 95th Street	Pavement and Bridge Rehabilitation	20,919,446	49,206,251	2003-2006
I-294/94	167th Street to 95th Street	Pavement and Bridge Rehabilitation	24,370,400	54,994,924	2003-2006
I-294/94	167th Street to 95th Street	Pavement Rehabilitation and Bridge Widening	2,131,424	26,902,349	2003-2006
I-294/94	167th Street to 95th Street	Pavement and Bridge Rehabilitation	38,990,588	80,584,493	2003-2006
I-294/94	167th Street to 95th Street	Reconstruct / Add Lane	30,187,924	64,264,971	2003-2006
I-294/94	167th Street to 159th Street	Pavement Resurfacing	104,711	1,505,100	2005-2007

Fiscal Year 2005—Capital Program

Interstate / Department	Location	Description	2005 Final Budget	Total Project Cost	Duration of Project
Fix It					
I-294/94	I-394 to 95th Street	Right of Way	8,073,027	22,300,000	2002-2006
I-294/94	I-394 to 167th Street	Roadway Improvements	595,755	3,007,017	2003-2005
I-294/94	I-394 to 95th Street	Utility Costs	1,010,000	5,950,346	2005-2007
I-294/94	I-394 to 95th Street	Fiber Optic Costs	931,304	3,000,000	2003-2007
I-294/94	I-394 to 167th Street	Title Insurance Needs and Title Related Services	23,600	92,005	2002-2005
I-294/94	I-394 to 167th Street	Title Insurance Needs and Title Related Services	38,858	92,005	2002-2006
I-355	Warrenville Road to Army Trail Road	Bridge Improvements	639,006	2,500,000	2005-2008
I-88	Naperville Road to IL59	Add Lane, Shoulder and Retaining Walls, Reconstruct	3,661,045	5,939,569	2004-2005
I-88	Finley Road to Naperville Road	Plat of Highways/ROW Survey, Naperville to Finley	19,184,068	84,835,802	2004-2007
I-88	Finley Road to Windfield Road	Add Lane, Shoulder and Retaining Walls, Reconstruct	4,075,424	20,898,415	2004-2007
I-88	Winfield Road to Naperville Road	Add Lane, Shoulder and Retaining Walls, Reconstruct	11,689,438	55,068,315	2004-2007
I-88	Shabbona Road to Route 56 Ramp	Bridge Improvements	1,735,664	6,800,000	2005-2008
I-88	Mitchell & Church	Bridge Improvements	510,000	510,000	2005
I-88	Orchard Road to Aurora Plaza, includes Fox River Bridge	Reconstruct / Add Lane	4,023,892	57,838,874	2005-2007
I-88	I-290 to IL 83	Reconstruct / Add Lane	3,416,051	105,620,626	2005-2008
I-88	US30 to IL 251	Resurface	7,875,759	113,205,082	2005-2007
I-90	Tyrell Road to Harmony Road	Bridge Improvements	411,654	1,200,000	2005-2007

Fiscal Year 2005—Capital Program

Interstate / Department	Location	Description	2005 Final Budget	Total Project Cost	Duration of Project
Fix It					
I-90	US Ramp 20 over I-90	Bridge Improvements	846,154	3,200,000	2005-2008
I-90	Randall Road & Plaza 9 (Elgin)	Road Construction and Plaza Design	7,200,000	13,400,000	2003-2005
Systemwide	Bridge Improvements	Bridge Improvements	9,201,633	129,383,041	Annual
Systemwide	Systemwide	Aerial Mapping Upon Request	800,000	1,000,000	2005-2006
Systemwide	Systemwide	Aerial Mapping Upon Request	800,000	1,000,000	2005-2006
Systemwide	Systemwide	Design Engineering Services	1,000,000	3,000,000	2005-2007
Systemwide	Systemwide	Design Engineering Services	1,000,000	3,000,000	2005-2007
Systemwide	Systemwide	Landscape, Architecture and Signing Services	1,003,650	2,000,000	2005-2006
Systemwide	Systemwide	Program Management Services	3,000,000	15,000,000	2005-2009
Systemwide	Systemwide	Surveying Services	800,000	800,000	2005
Systemwide	Systemwide	Surveying Services	800,000	800,000	2005
Systemwide	Systemwide	Design Services	2,000,000	2,000,000	2005
Systemwide	Systemwide	Design Engineering Services, Upon Request	450,000	800,000	2004-2005
Systemwide	Systemwide	Traffic and Geometric Design, Upon Request	175,000	400,000	2004-2006
Systemwide	Systemwide	Survey Services, Upon Request	350,000	800,000	2004-2006
Systemwide	Systemwide	Project Management Services, Upon Request	600,000	800,000	2004-2006
	Sub total:		392,792,268	2,080,713,162	

Fiscal Year 2005—Capital Program

Interstate / Department	Location	Description	2005 Final Budget	Total Project Cost	Duration of Project
Regional Growth					
I-355	83rd St to DuPage County Line	Road Construction	28,468,417	142,342,085	2005-2007
I-355	DuPage County Line to New Ave.	Bridge & Haul Road Construction	9,810,786	98,107,864	2005-2007
I-355	New Ave to US Rt 6	Road Construction	36,629,250	183,146,252	2005-2007
I-355	US Rt 6 to I-80	Road Construction	14,138,356	70,691,780	2005-2007
I-355	I-80 to I-55	Project Management/Professional Services	33,843,960	77,381,880	2005-2007
I-355	New Ave to I-80	Clearing and Grubbing	30,000,000	30,000,000	2005-2007
I-355	I-355 Systemwide	Utilities	1,874,331	3,748,662	2005-2007
I-355	I-355 Systemwide	ROW	2,500,000	2,500,000	2005-2007
I-355	I-355 Systemwide	Insurance	9,626,566	48,132,832	2005-2007
I-355	I-355 Systemwide	Construction Inspection, Upon Request	350,000	800,000	2004-2007
I-355	I-355 Systemwide	Construction Inspection, Upon Request	750,000	800,000	2004-2007
	Sub total:		167,991,666	657,651,355	
	SUB TOTAL FOR ENGINEERING PROJECTS:		735,001,929	3,286,971,212	

Fiscal Year 2005—Capital Program

Interstate / Department	Location	2005 Final Budget	Total Project Cost	Duration of Project
Various Depts.	Other Construction Related Capital Projects			
	Sub total:	24,391,800		2005
Administration	Other Capital Projects			
	Sub total:	500,000		2005
Engineering	Other Capital Projects			
	Sub total:	16,176,815		2005
Finance	Other Capital Projects			
	Sub total:	418,000		2005
Information Techn	Other Capital Projects			
	Sub total:	7,002,640		2005
Legal	Other Capital Projects			
	Sub total:	400,000		2005
Operations	Other Capital Projects			
	Sub total:	18,615,700		2005
Planning	Other Capital Projects			
	Sub total:	70,000		2005
State Police	Other Capital Projects			
	Sub total:	377,400		2005
VES	Other Capital Projects			
	Sub total:	2,045,716		2005
	SUB TOTAL 2005 ENGINEERING AND ALL OTHER CAPITAL PROJECTS	805,000,000	3,686,971,212	
	PRIOR-YEAR CARRY-OVERS	85,000,000		
	TOTAL 2005 CAPITAL PROGRAM	890,000,000	3,686,971,212	

Bond and Debt Obligation

During fiscal year 2005, the Tollway budget provides \$120 million for debt service on Tollway bonds. This amount will fund debt service payments on current debt, including payment of \$45 million of principal and \$34.6 million of interest. In addition, the 2005 budget includes \$40.4 million to accommodate principal and interest payments on new bonds issued to finance projects in the Long-Range Capital Plan. The Tollway anticipates issuance of \$700 million of bonds during 2005 for deposit into the Construction Fund.

Net revenues available to pay debt service are estimated to total \$439 million in 2005, providing debt coverage of 5.49 times estimated debt service. The Tollway plans to issue as much as \$2.9 billion of new bonds to finance portions of the \$5.3 billion Long-Range Capital Plan approved by the Tollway Board of Directors on September 30, 2004. The Tollway expects net revenues sufficient to maintain debt coverage of two times debt service throughout the term of the bonds.

The table below shows annual transfers required to reduce principal and interest payments on outstanding bonds of the Tollway. On June 2, 2005 \$822 million in bonds will be outstanding.

REVENUE BONDS PAYABLE

(Millions)

Fiscal Year	Debt Service Principal	Debt Service Interest	Debt Service Total
2005	\$45.00	\$34.60	\$79.60
2006	\$47.35	\$32.34	\$79.69
2007	\$50.03	\$29.87	\$79.90
2008	\$52.75	\$27.26	\$80.01
2009	\$45.47	\$24.50	\$69.97
2010	\$49.91	\$22.27	\$72.18
2011	\$53.04	\$19.14	\$72.18
2012	\$56.37	\$15.82	\$72.18
2013	\$59.47	\$12.72	\$72.18
2014	\$62.74	\$9.45	\$72.18
2015	\$66.10	\$6.00	\$72.10
Total	\$588.21	\$233.96	\$822.17

Bond and Debt Obligation

REVENUE BOND COVERAGE

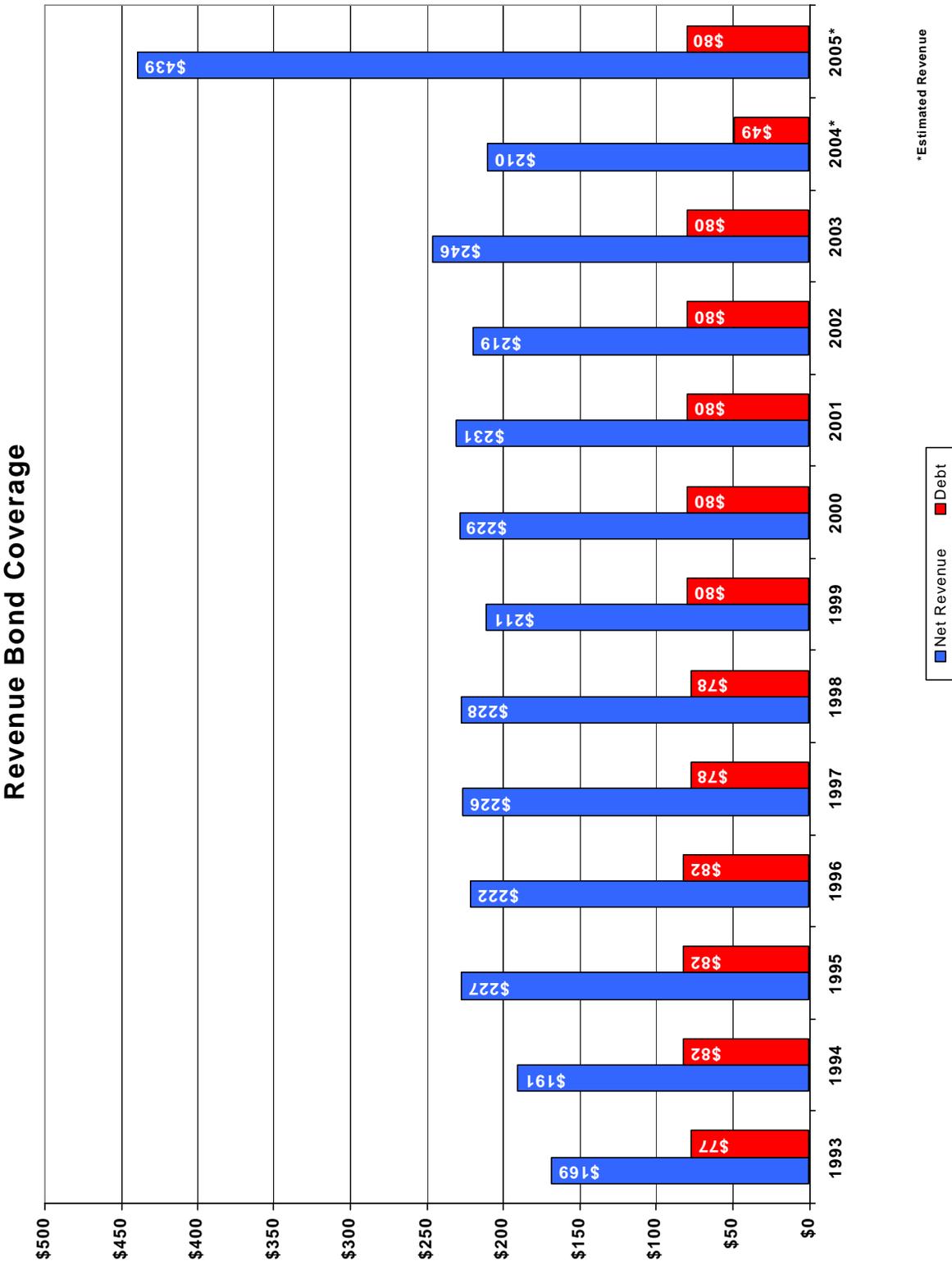
(Millions)

	<u>Gross Revenue (1)</u>	<u>Operating Expenses (2)</u>	<u>Net Revenue Available for Debt Service</u>	<u>Debt Service Requirements</u>			<u>Revenue Bond Coverages</u>
				<u>Principal</u>	<u>Interest</u>	<u>Total</u>	
2005 estimated	\$650.0	\$211.0	\$439.0	\$45.0	\$34.6	\$79.6	5.51
2004 estimated	\$412.0	\$201.7	\$210.3	\$13.5	\$35.2	\$48.7	4.32
2003	\$441.7	\$195.7	\$246.0	\$41.2	\$38.4	\$79.7	3.09
2002	\$384.9	\$165.9	\$219.0	\$39.4	\$40.3	\$79.7	2.75
2001	\$391.7	\$160.7	\$231.0	\$37.6	\$42.1	\$79.7	2.90
2000	\$380.1	\$151.4	\$228.7	\$35.9	\$43.8	\$79.7	2.87
1999	\$358.0	\$146.9	\$211.1	\$33.6	\$46.3	\$79.8	2.64
1998	\$361.1	\$133.3	\$227.8	\$27.8	\$49.8	\$77.6	2.94
1997	\$356.9	\$130.5	\$226.4	\$26.6	\$51.0	\$77.6	2.92
1996	\$344.0	\$122.5	\$221.5	\$30.3	\$52.5	\$82.7	2.68
1995	\$342.2	\$115.0	\$227.2	\$25.8	\$56.3	\$82.0	2.77
1994	\$311.0	\$120.3	\$190.7	\$24.3	\$57.8	\$82.0	2.32
1993	\$276.8	\$108.3	\$168.5	\$21.5	\$55.5	\$77.1	2.19

Note 1 - Gross revenue includes operating and nonoperating revenue.

Note 2 - Operating expenses exclusive of depreciation and amortization.

Bond and Debt Obligation



In 2005, the Illinois Tollway's journey on the road to reform takes a major turn that will leave a lasting, positive impact on the communities, businesses and drivers served by the Tollway.

Appendix

Annual Toll Revenues - Passenger and Commercial Vehicles For selected years from 1959 to 2005

(Thousands)

Year	Passenger	Commercial	Total	% Passenger
1959	\$11,943	\$2,593	\$14,536	82.16%
1964	\$26,284	\$4,888	\$31,172	84.32%
1969	\$46,872	\$8,803	\$55,675	84.19%
1970	\$47,565	\$9,343	\$56,908	83.58%
1971	\$47,941	\$10,638	\$58,579	81.84%
1972	\$50,093	\$11,149	\$61,242	81.80%
1973	\$54,420	\$13,558	\$67,978	80.06%
1974	\$55,419	\$14,891	\$70,310	78.82%
1975	\$58,784	\$13,277	\$72,061	81.58%
1976	\$63,578	\$15,975	\$79,553	79.92%
1977	\$66,939	\$19,855	\$86,794	77.12%
1978	\$70,946	\$21,922	\$92,868	76.39%
1979	\$73,048	\$24,068	\$97,116	75.22%
1980	\$73,248	\$22,204	\$95,452	76.74%
1981	\$75,361	\$23,387	\$98,748	76.32%
1982	\$76,004	\$23,148	\$99,152	76.65%
1983	\$88,074	\$29,154	\$117,228	75.13%
1984	\$114,233	\$43,094	\$157,327	72.61%
1985	\$120,397	\$43,901	\$164,298	73.28%
1986	\$131,620	\$47,541	\$179,161	73.46%
1987	\$139,629	\$50,486	\$190,115	73.44%
1988	\$150,803	\$57,410	\$208,213	72.43%
1989	\$155,394	\$57,387	\$212,781	73.03%
1990	\$183,237	\$57,842	\$241,079	76.01%
1991	\$192,518	\$56,010	\$248,528	77.46%
1992	\$197,241	\$56,903	\$254,144	77.61%
1993	\$200,908	\$59,188	\$260,096	77.24%
1994	\$215,221	\$66,922	\$282,143	76.28%
1995	\$227,519	\$70,389	\$297,908	76.37%
1996	\$236,381	\$72,186	\$308,567	76.61%
1997	\$246,310	\$71,670	\$317,980	77.46%
1998	\$256,799	\$66,724	\$323,523	79.38%
1999	\$259,448	\$73,178	\$332,626	78.00%
2000	\$268,277	\$75,668	\$343,945	78.00%
2001	\$276,724	\$78,050	\$354,774	78.00%
2002	\$276,763	\$86,472	\$363,235	76.19%
2003	\$275,751	\$101,703	\$377,454	73.06%
2004*	\$284,024	\$106,788	\$390,812	72.68%
2005*	\$393,756	\$233,244	\$627,000	62.80%

*Estimated

Source: Supplemental information in Audited Trust Indenture Financial Statement of the Authority.

Appendix

Annual Toll Transactions - Passenger and Commercial Vehicles For selected years from 1959 - 2005

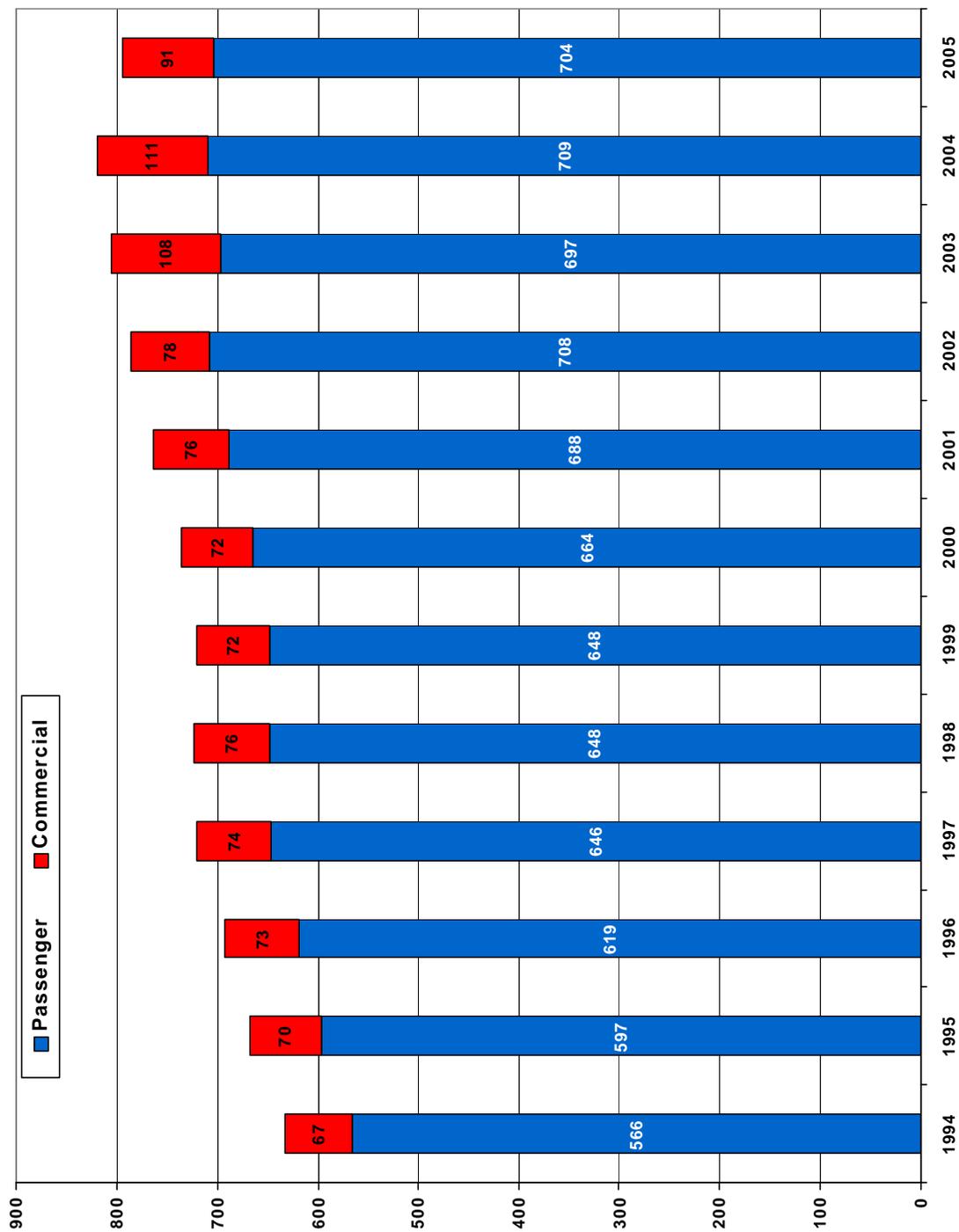
(Thousands)

Year	Passenger	Commercial	Total	% Passenger
1959	37,884	5,053	42,937	88.23%
1964	72,721	7,005	79,726	91.21%
1969	146,476	14,488	160,964	91.00%
1970	160,916	16,187	177,103	90.86%
1971	174,757	19,876	194,633	89.79%
1972	183,763	21,627	205,390	89.47%
1973	201,139	25,856	226,995	88.61%
1974	204,360	28,446	232,806	87.78%
1975	216,180	26,914	243,094	88.93%
1976	233,564	31,091	264,655	88.25%
1977	246,051	35,317	281,368	87.45%
1978	261,486	39,305	300,791	86.93%
1979	268,051	42,606	310,657	86.29%
1980	269,106	40,183	309,289	87.01%
1981	275,863	40,336	316,199	87.24%
1982	278,508	38,993	317,501	87.72%
1983	290,687	40,116	330,803	87.87%
1984	308,104	42,890	350,994	87.78%
1985	324,673	43,543	368,216	88.17%
1986	355,325	47,056	402,381	88.31%
1987	377,924	50,171	428,095	88.28%
1988	408,233	56,507	464,740	87.84%
1989	428,745	57,193	485,938	88.23%
1990	485,085	57,962	543,047	89.33%
1991	507,927	56,762	564,689	89.95%
1992	518,872	56,751	575,623	90.14%
1993	528,120	58,608	586,728	90.01%
1994	565,601	66,693	632,294	89.45%
1995	597,026	70,179	667,205	89.48%
1996	619,491	72,563	692,054	89.51%
1997	646,456	74,443	720,899	89.67%
1998	648,251	76,249	724,500	89.48%
1999	648,269	71,835	720,104	90.02%
2000	664,002	72,308	736,310	90.18%
2001	687,856	76,429	764,285	90.00%
2002	708,137	77,763	785,900	90.11%
2003	693,507	108,096	801,603	86.52%
2004*	709,111	110,528	819,639	86.52%
2005*	703,763	90,960	794,723	88.55%

*Estimated

Source: Supplemental information in Audited Trust Indenture Financial Statement of the Authority.

TOLL TRANSACTIONS
1994-2005
(Millions)





December 3, 2004

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

1111 Burlington Avenue
Suite 105
Lisle, Illinois 60532
(630) 434-8111
(630) 434-8163 fax
www.wilbursmith.com

Re: Annual Toll Revenue Certificate

Dear Mr. Colsch:

As Traffic Engineers for the Illinois State Toll Highway Authority, Wilbur Smith Associates is pleased to provide the toll revenue estimates required by the Trust Indenture, Section 713(3). This letter provides updated toll revenue estimates for 2004 and toll revenue estimates for 2005. The 2004 revenue estimates uses actual booked system toll revenues for the months of January through August and estimates for September through December. The 2005 toll revenue estimates are based on the new toll rate structure which will be effective on January 1, 2005, as approved by Illinois Tollway Board of Directors on September 30, 2004. This new structure includes a doubling of toll rates for passenger car customers who pay by cash. There is no change for passenger car customers who pay via I-PASS. The class structure for commercial vehicles is simplified and the rates increased. Discounts for commercial vehicles in the overnight hours and for I-PASS users in the off-peak hours are provided.

Estimated Toll Revenue

Table 1 presents 2004 and 2005 estimated monthly toll revenue estimates. The 2004 system-wide toll revenue estimate is \$391,060,000. This estimate includes the actual booked toll revenues for the first eight months and estimates for the last four months of 2004. The estimated toll revenues are based on review of recent traffic revenue trends at a plaza level, current economic conditions, and impact of construction projects.

The estimated toll revenue for 2005 is \$627,165,000, representing an increase of approximately 60.4 percent over 2004. The 2005 revenue estimate incorporates the proposed toll rates increases for passenger car cash and commercial vehicle patrons. The 2005 revenue estimates were developed in part by the use of a long range estimating process used in the work for the Capital Plan development and documented in the technical

Appendix—1 — Annual Toll Revenue Certificate

memorandum “Toll Revenue Estimation Methodology in Support of the Illinois Tollway Capital Plan Development Process,” August 2004. This process for long-range estimates was combined with a methodology for a shorter timeframe described in the 2004 Annual Toll Revenue Report, August 2004.

Table 2 presents actual systemwide toll revenues by Tollway section for the years 1999 through 2003, and estimated toll revenues for 2004 and 2005. In 2004, toll revenue on the Northwest Tollway is estimated to increase by 6.2 percent to \$87.3 million. The western section of the Northwest Tollway showed a strong recovery from the extensive pavement resurfacing project conducted in 2003, growing by 8.1 percent. In 2005, traffic revenues are estimated to increase to \$149.0 million. The eastern and western sections are estimated to increase by 57.4 and 81.9 percent, respectively. The higher revenue growth in the western sections is indicative of the higher proportion of commercial vehicles, which will be subject to the higher tolls.

The Tri-State Tollway is expected to increase to \$183.9 million in 2004, representing an increase of 2.5 percent over the previous year. Growth in the southern section of the Tri-State Tollway may have been tempered by work on the Cal-Sag Bridge, Markham Yard Bridge which required some limited lane restrictions in construction zones. In 2005, toll revenues are estimated to increase to \$303.5 million, or 65.1 percent. This in part reflects the higher toll rates, as well as the estimated construction impacts associated with the widening in the southern Tri-State and ongoing work on the Borman Expressway in Indiana.

In 2004, the East-West Tollway is estimated to increase to \$64.0 million, representing an increase of 3.7 percent over the prior year. The eastern section of the East-West Tollway is expected to show limited growth due to construction activity between Illinois 59 and Naperville Boulevard. In 2005, toll revenue on the East-West Tollway is estimated to rise to \$99.2 million, representing an increase of 55.0 percent. The eastern section and western sections are estimated to increase by 44.4 and 80.1 percent, respectively. The relative increases seen between the two sections are indicative of the relative proportion of commercial traffic in the eastern and western sections.

The North-South Tollway is expected to see toll revenue rising to \$55.9 million in 2004, representing an increase of 3.9 percent over the 2003 total. In 2005, toll revenues are estimated to increase to \$75.4 million representing an increase of approximately 34.8 percent following the toll increase. The northern and southern sections are estimated to grow by 33.6 and 36.3 percent respectively. The North-South Tollway shows the lowest percentage increase in toll revenue following the toll change due to the higher level of I-PASS participation in traffic, which will tend to minimize the revenue impact.

Major Construction Projects

Implementation of the Capital Plan will require substantial construction activity on the system during 2005, as shown in Table 3. In particular, work will be in progress to convert all mainline plazas to Open Road Tolling. It is our understanding that construction on these plazas will commence in July. Maintenance of traffic plans are not yet formulated for this plaza work so it was necessary to make some assumptions to assess construction impacts.

Appendix—1 — Annual Toll Revenue Certificate

For the purpose of these revenue estimates, we assumed sufficient toll transaction lanes could be maintained during construction to provide a capacity equal to demand at all hours. A brief analysis has led us to believe this is feasible by quick interim conversions of automatic lanes, (and in a few cases manual lanes) to I-PASS only lanes. Even if transaction lane capacity is maintained, reduced plaza approach pavement and the presence of work zones will affect overall plaza capacity throughput to some extent. However, it is assumed that maintenance of traffic plans will be put in place such that plaza delays will not greatly exceed current delays, minimizing diversions during construction.

The other major Tollway construction project during 2005 is the widening of the Tri-State Tollway from I-394 to 95th Street. It is our understanding that three mainline lanes at reduced width will be in operation at all times during construction for this project limiting diversions. Also, limiting diversions will be construction activity during 2005 on the Dan Ryan Expressway, the major alternate to the south Tri-State Tollway for longer distance trips.

We believe the construction impacts on toll revenue are reasonable given the information we have at this time. As additional information becomes available on 2005 construction activity and maintenance of traffic plans, the estimates may be revised.

Please let me know if you have questions or need additional information on the estimates provided.

Yours truly,

WILBUR SMITH ASSOCIATES



Michael Hartkey
Project Manager

EVR:lcm

Cc: Leanne Redden
Carol Reckamp

Attachments

Appendix—1 — Annual Toll Revenue Certificate

Table 1			
Illinois Tollway Estimated 2004 & 2005 System-Wide			
Gross Vehicle Monthly Toll Revenues			
(in thousands of dollars)			
Total Vehicles			
Month	Estimated 2004	Percent Change	Estimated 2005⁽⁴⁾
January	\$28,899 ⁽¹⁾	71.2	\$49,487
February	28,791 ⁽¹⁾	59.5	45,928
March	30,562 ⁽¹⁾	68.6	51,537
April	34,936 ⁽¹⁾	48.5	51,890
May	33,371 ⁽¹⁾	63.7	54,614
June	34,382 ⁽¹⁾	59.9	54,985
July	35,225 ⁽²⁾	57.5	55,474
August	35,425 ⁽²⁾	57.5	55,809
September	32,624 ⁽³⁾	62.1	52,872
October	34,086 ⁽³⁾	60.7	54,773
November	31,268 ⁽³⁾	57.3	49,199
December	31,491 ⁽³⁾	60.7	50,595
Yearly Total	\$391,060	60.4	\$627,165

- Notes: 1). 2004 January through June are actual toll revenues from the Illinois Tollway quarterly Financial Review reports.
- 2). 2004 July and August are actual booked toll revenues from the Illinois Tollway Finance Department.
- 3). 2004 September through December monthly estimates are Wilbur Smith Associates estimates from the Illinois State Toll Highway Authority 2004 Annual Toll Revenue report, August 2004.
- 4). 2005 January through December monthly estimates are based on toll rate schedule approved by the Illinois Tollway board on September 30, 2004, effective January 1, 2005.

Appendix—1 — Annual Toll Revenue Certificate

Table 2
Actual 1999-2003 and Estimated 2004 & 2005 Toll Revenue by Tollway Section ⁽¹⁾
(in thousands of dollars)

Tollway Sections	Actual 1999	Percent Change	Actual 2000	Percent Change	Actual 2001	Percent Change	Actual 2002	Percent Change	Actual 2003	Percent Change	Estimated 2004 ⁽²⁾	Percent Change	Estimated 2005
Northwest Tollway	\$76,098	(0.9)	\$75,379	7.8	\$81,289	(1.8)	\$79,852	2.9	\$82,155	6.2	\$87,252	70.8	\$149,017
Western Section	39,423	(1.8)	38,711	9.8	42,504	3.3	43,918	0.7	44,231	8.1	47,813	81.9	86,955
Eastern Section	36,675	(0.0)	36,668	5.8	38,785	(7.4)	35,934	5.5	37,924	4.0	39,439	57.4	62,062
Tri-State Tollway	\$158,776	4.1	\$165,295	0.2	\$165,707	4.1	\$172,478	4.0	\$179,442	2.5	\$183,888	65.1	\$303,530
Northern Section	39,039	8.1	42,219	3.0	43,481	1.4	44,099	4.2	45,965	2.6	47,177	75.3	82,681
Central Section	62,660	2.7	64,362	(1.9)	63,171	2.0	64,428	4.0	67,037	2.4	68,640	51.6	104,091
Southern Section	57,077	2.9	58,714	0.6	59,055	8.3	65,951	3.9	66,440	2.5	68,071	71.5	116,757
East-West Tollway	\$52,032	4.0	\$54,090	3.0	\$55,699	3.9	\$57,871	6.6	\$61,680	3.7	\$63,976	55.0	\$99,190
Western Section	14,582	6.0	15,457	0.3	15,501	8.7	16,846	10.9	18,677	1.8	19,014	80.1	34,245
Eastern Section	37,450	3.2	38,633	4.1	40,198	2.1	41,025	4.8	43,003	4.6	44,962	44.4	64,946
North-South Tollway	\$45,402	7.4	\$48,755	6.1	\$51,724	1.9	\$52,694	2.2	\$53,857	3.9	\$55,944	34.8	\$75,428
Northern Section	24,100	9.8	26,469	6.6	28,220	0.7	28,413	1.4	28,818	4.6	30,144	33.6	40,267
Southern Section	21,302	4.6	22,286	5.5	23,504	3.3	24,281	3.1	25,039	3.0	25,800	36.3	35,161
Over Dimension Vehicle	\$318		\$426		\$354		\$339		\$320		--		--
COMPLETE TOLLWAY	\$332,626	3.4	\$343,945	3.1	\$354,773	2.4	\$363,234	3.8	\$377,134	3.7	\$391,060	60.4	\$627,165

(1) Actual toll revenue shown in this table were based on the Authority's Comprehensive Annual Financial Report (CAFR)
(2) Reflects actual toll revenues for the period January through August 2004 based on the Authority's Statement of Actual Revenues Report

Appendix—1 — Annual Toll Revenue Certificate

Table 3 Illinois Tollway Construction Projects Scheduled in 2005		
Tollway	Scope	Length (miles)
<u>Northwest Tollway</u>		
Open Road Tolling Express Plaza	Elgin	-
	Belvidere, Marengo	-
	River Road, Devon Avenue	-
	Beloit	-
<u>Tri-State Tollway</u>		
Reconstruct/Add Lane	I-394 to 167th Street	5.4
	167th Street to 95th Street	11.4
Open Road Tolling Express Plaza	Irving Park Road, Cermak Road, 82 nd Street, 83 rd Street	-
	Joliet Road	-
	Touhy Avenue	-
	Waukegan	-
<u>East-West Tollway</u>		
Reconstruct	IL59 to Winfield Road	3.2
	Winfield Road to Naperville Road	2.0
Open Road Tolling Express Plaza	DeKalb, Dixon	-
	York Road	-
<u>North-South Tollway South Extension</u>		
Construct	I-55 to I-80	12.5

Appendix 2— RR Deposit Requirement



October 19, 2004

Ms. Leanne Redden, AICP
Chief of Planning
Illinois State Toll Highway Authority
2700 Ogden Avenue
Downers Grove, Illinois 60515

Subject: 2005 Renewal and Replacement Deposit

Dear Ms. Redden:

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 Account in 2005. 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 Renewal and Replacement Account.

Based on the most recent cash flow analysis prepared by Tollway Finance and furnished to us on October 14, 2004, we recommend depositing \$175,000,000 to the Renewal and Replacement (RR) Account for 2005 in order to fund the projects in the Authority's Draft Program of roadway, bridge, and facility repair, rehabilitation and reconstruction. We also estimate that approximately \$148 million of additional revenue will be available for projects.

Total draws for the Draft Program are estimated at \$890 million. Based upon revenue generated from bond sales being committed to the Capital Program, the combination of bond revenue, deposits and draws on the cash balance of the RR Account will fund the projects in the Draft Program including capital equipment purchases of \$3,500,000 for fleet vehicle purchases, \$23,800,000 for other capital projects and \$12,600,000 for I-Pass Transponders.

If you have any questions or we can be of any further assistance, please contact the undersigned.

Sincerely,

CONSOER TOWNSEND ENVIRODYNE ENGINEERS, INC.

Joseph R. Catalano, P.E.
Associate Vice President

ID:\S:\46304 Services\CORRESPONDENCE\Planning\RR Deposit Rec 2005 Ltr-01 Final Revised 10-15.doc

cc: J Hartman, ISTHA M. Johnson, ISTHA M. Colsch, ISTHA

Appendix 2—Continued

2005 BUDGET ILLINOIS STATE TOLL HIGHWAY AUTHORITY CERTIFICATE OF AUTHORIZED OFFICER

Set fourth below is a statement showing actual and estimated Revenues (including estimates of Toll Revenues prepared by the Traffic Engineer, Wilbur Smith Associates, Inc.), Operating Expenses, Aggregate Debt and Service and Renewal and Replacement Deposit (formerly Major Improvement and prepared by the Consulting Engineer, Conseor Townsend Envirodyne Engineers, Inc.) for the years 2004 and 2005. This statement is prepared for the purpose of determining whether the Net Revenues, as projected will be sufficient to at least equal the New Revenue Requirements for such years, in accordance with the requirements of Section 713 of the Trust Indenture.

		(millions)	
		FY 2004	FY 2005
Net Revenues :			
Actual Revenues - First Eight Months :			
	Toll Revenues	\$261.0	
	Interest Income	5.4	
	Violations Enforcement	8.0	
	Concession and Miscellaneous	1.7	
	First Eight Months Revenues	\$276.1	
Estimated Revenues - Last Four Months :			
	Toll Revenues	\$129.5	
	Interest Income	4.5	
	Violations Enforcement	3.0	
	Concession and Miscellaneous	0.3	
	Last Four Months Revenues	\$137.3	
Estimated Revenues :			
	Toll Revenues	\$391.1	\$627.2
	Interest Income	8.0	9.2
	*Violation Enforcement Fines	11.0	11.0
	Concession and Miscellaneous	2.0	2.7
	Total Estimated Revenues	\$412.1	\$650.1
	Plus: Funds Transferred from Operating Reserve Sub-Account	\$8.0	
	Less: Total Budgeted Operating Expenses	\$201.7	\$210.9
	Estimated Net Revenues	\$218.4	\$439.2
Net Revenue Requirement			
	Aggregate Debt Service Requirement	\$48.7	\$120.0
	Renewal/Replacement Deposit per CTE	165.1	175.0
	Estimated Net Revenue Requirement	\$213.8	\$295.0
	Additional Available for Deposit to Renewal, Replacement and Improvement	\$4.6	\$144.2

*Violation revenue is reflected on a cash basis

GLOSSARY

Acronyms:

AASHTO	American Association of State Highway and Transportation Officials
ADT	Average Daily Traffic
ANSI	American National Standards Institute
ASA	American Standards Association
ASCE	American Society of Civil Engineers
ASTM	American Society for Testing Materials
CA	Central Administration for ISTHA
CAD	Computer Aided Dispatch
CAFR	Comprehensive Annual Financial Report
CATS	Chicago Area Transportation Study
CDB	Capital Development Board
CECI	Consulting Engineers Council of Illinois
CG	Central Garage
CMS	Central Management System
CSS	Central Sign Shop
CTE	Consoer Townsend Envirodyne
CW	Central Warehouse
DBE	Disadvantaged Business Enterprise
DMS	Dynamic Message Signs
ES	Edens Spur
EW	East-West Tollway
FHWA	Federal Highway Administration, Department of Transportation
FOIA	Freedom of Information Act
GCM	Gary-Chicago-Milwaukee
IBTTA	International Bridge, Tunnel & Turnpike Association
IDOT	Illinois Department of Transportation
IEPA	Illinois Environmental Protection Agency
IPE	I-PASS Express
IPO	I-PASS Only
ISTHA	Illinois State Toll Highway Authority
IT	Information Technology
M&O	Maintenance and Operations Budget
MP	Mile Post
M-Site	Maintenance Site
NIPC	Northern Illinois Planning Commission
NS	North-South Tollway
NW	Northwest Tollway
PCMS	Portable Changeable Message Signs
PSB	Professional Service Bulletin
RR&I	Renewal, Replacement and Improvement
TS	Tri-State Tollway
UA	Unattended Plaza

Glossary

GLOSSARY

Appropriation	Spending authority from a specific fund for a specific amount, purpose and time period.
AutoCAD	Auto Computer Aided Dispatch
Automatic Lanes	Type of lanes within a toll plaza in which motorists must put their money into an unattended toll collection machine.
Available Fund Balance	The total money in a fund at a particular point in time, typically at the beginning of a month or the 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.
Bid Bond	The bond, in a form acceptable to the Tollway, given by the Bidder as security for the Proposal Guaranty in lieu of a bank draft, certified check, or cashier's check. All bonds provided to the Tollway must be from a Surety which is listed in the United States Department of Treasury's current Federal Register and must be licensed to conduct surety guarantees in the State of Illinois.
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.
2004 Original Budget	The 2004 budget as approved by the Board of Directors 2003.
2004 Revised Budget	The 2004 Revised Budget reflects the addition of funding for the State Administrative Charge as well as the transfer of funds between accounts.
2005 Budget Request	The 2005 budget request presented to the Board for final approval.
Changeable Message Sign (CMS)	Signs located throughout the system which the Tollway uses to communicate to patrons regarding traffic flow, or more specifically traffic incidents.
Consoer Townsend Envirodyne (CTE)	Consulting Engineer for the Illinois State Toll Highway Authority.
Construction Section	Any one of the numerous divisions into which construction of the roadway, facilities and appurtances of the Toll Highway 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 Authority to observe The Work to determine whether or not it is being performed and constructed in compliance with the Contract.
Consulting Engineer	The Engineer or firm of Engineers retained by the Tollway for the purpose of carrying out the duties imposed on the Consulting Engineer by the Trust Indenture and such other duties as assigned.
Department	A major administrative division of the Tollway which has overall management responsibility for an operation or group of related operations within a functional area.
Debt Service	Payment of principal, interest and other obligations associated with the retirement of debt.
Dynamic Message Sign (DMS)	Dynamic Message Signs are the changeable message signs that TIMS uses to communicate with patrons.
Electronic Toll Collection (ETC)	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. ETC is used by many toll highway systems, including the Illinois Tollway which calls it "I-PASS".
Employee Retirement Contributions Paid by the Tollway (Retirement Pick-up)	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.
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's fiscal year is July 1 through June 30.

Glossary

Full-Time Employee	A full-time employee's work is based on a 40 hour work week for 52 weeks, or 2080 hours per year.
Fund	An account established by the bond indenture to hold money for specific programs, activities or objectives.
Geographic Information System (GIS)	A system of computer software, hardware, and data that combines layers of information about a geographic location (e.g., real estate and highway characteristics) and helps analyze and present information that is tied to a spatial location.
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 program was designed to enhance roadside assistance given to Tollway customers.
I-PASS	The Illinois Tollway's electronic toll collection system (see definition above).
I-PASS Only Lane (IPO)	Special Lane(s) designated for the sole use of an I-PASS customer which enhances the flow of traffic through a plaza.
ISTHA	Illinois State Toll Highway Authority
Lane Miles	The number of miles of toll road multiplied by the number of lanes in the road. For example, if a road is 10 miles long and has 2 lanes, the number of lane miles would be 20.
Lane Walker	A tollway employee hired to check the lanes for passability and to assist patrons as needed.
Limited Access Toll Highway	A toll highway system (e.g., Illinois Tollway) in which the user pays tolls at plazas along the toll road.
Mainline Plazas	The type of toll collection plazas that span the roadways and are located throughout the system. These plazas may have manual, automatic and I-PASS lanes.
Maintenance & Operations Budget (M&O)	The Maintenance & Operations Budget covers the day-to-day operating cost of the Illinois State Toll Highway Authority.
Manual Lane	Lane at Plaza customers can pass through to manually pay toll. If a customer needs change, or a receipt, they often use a manual lane.
Million Vehicle Mile	MVM is a common highway industry model that can be compared to other cost factors to compute a measure of performance.
Money Room	The Tollway's centralized cash and coin counting operation.
Oasis	Junction on the system which provides services to patrons such as food, gas and rest rooms, and generally a safe area for patrons to relax. It also provides a rest area for interstate commerce such as truck stops.
Part-time Employee	An employee who performs less than 2080 hours of work in one fiscal year.
Personal Services	Line item for salaries and wages to be paid to employees.
Professional Service Bulletin (PSB)	Contains information pertaining to the advertisement for Statements of Interest and Requests for Proposals for professional services for the Illinois State Toll Highway Authority.
Ramp Plazas	The type of toll plazas that serve as on/off points to the Tollway system.
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, Replacement and Improvement (RR&I)	Tollway projects that maintain, repair, or improve the existing infrastructure; such projects are less extensive than capital reconstruction 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.
Revenue Bonds	A certificate of debt issued by an organization in order to raise revenue. It guarantees payment of the original investment plus interest by a specified date using the organization's revenues.

Glossary

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 274 miles which makes up the roadway/tollway.
The Work	The improvement(s) as described in Bid Documents and Contract Documents including all authorized Change Orders, Extra Work Orders, and supplemental agreements.
Toll	A fee for usage or passage such as over a highway.
Toll Booth	A booth on a highway where tolls are taken.
Toll Collector	A Tollway employee hired to take tolls manually from customers.
Toll Highway or Tollway	The limited access highway built or proposed to be built by the Authority, including all facilities and appurtenances thereto.
TransCore	The contract firm that provides toll collection equipment and maintenance for the Tollway's network of toll plazas. TransCore has developed a new Violation Enforcement System (see definition) for the Tollway.
Transponder	The device that communicates through radio signals with the toll plaza as the vehicle it is attached to, passes through the lane, making a record of a paid toll.
Transportation Information Management System (TIMS)	System which allows the Tollway to monitor weather, traffic incidents, and construction areas which may effect the flow of traffic. This system can also alert patrons by communicating to them, specific areas of interests or concern, by using the message signs along the system. The system also generates travel times that are available to motorists via the Gary-Chicago-Milwaukee Corridor Web site - www.gcmtravel.com .
Treadle	An electronic device located under the pavement of lanes at toll plazas. Treadles count the number of axles on each vehicle going through the lane.
Trust Indenture	A contract between the Tollway and its bondholders that establishes the rights and obligations of both parties (e.g., it creates a pledge of toll revenue to the bondholders).
Utility	Privately, publicly or cooperatively owned lines, facilities and systems for transmitting or distributing communications, electric power, light, heat, gas, or water which directly or indirectly serve the public.
Validator	A terminal keyboard mounted inside toll booths. The employee uses this keyboard to enter the amount paid and the class of vehicle every time a toll is paid at a manual lane.
Vehicle Miles Traveled (VMT)	The number of miles driven annually by all vehicles using the roadway.
Violation Enforcement System (VES)	A system that has been developed for the Tollway to collect unpaid tolls from violators. The system takes photographs of license plates of the vehicle and a fine notice will be mailed to toll violators. TransCore has developed the system for the Tollway.
Wilbur Smith Associates (WSA)	The Traffic Engineer for the Illinois State Toll Highway Authority.

