



LET'S NOT STOP

If you drive on the Illinois Tollway, chances are you've noticed a few things decreasing lately. Squealing brakes. Honking horns. Clenched jaws. Travel times. They're disappearing with the wreckage of the old toll plazas. And as the broken concrete and twisted metal are cleared away, and fresh uninterrupted pavement is laid down, a funny thing is beginning to happen: motorists are reconnecting with their gas pedals.

You can now drive the length of your commute without stopping to pay tolls. Instead, you cruise at highway speed beneath almost inconspicuous monotubes, your I-PASS transponder silently tossing tolls into virtual toll baskets.

In only the second year of the Congestion-Relief Program, *Open Roads for a Faster Future*, the Illinois Tollway has completed Open Road Tolling, a feat previously considered impossible. All 20 mainline barrier toll plazas are gone.

This annual report documents the amazing completion of Open Road Tolling as well as

the record progress on the other Rebuilding, Widening and Extending projects throughout the system.

We've accomplished a lot in the past two years. And with everyone moving so quickly in the right direction, we're in no mood to stop.

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LETTER FROM THE GOVERNOR

Over the past year, the Illinois Tollway has made the commutes of millions of Illinoisans easier, while minimizing the impact of the many improvements we have made to our roads—all without raising tolls for everyday commuters using I-PASS.

We became the first state in the nation to convert every mainline toll plaza to Open Road Tolling in less than two years, saving commuters time while reducing pollution and improving safety. I commend the Tollway staff and the many contractors who worked nonstop to complete Open Road Tolling on schedule and on budget so that commuters can spend more time with their families and less time on the roads.

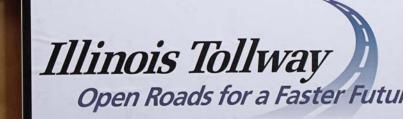
We have also done much to improve the quality of the Tollway's 274 miles of roads. This past year we made remarkable progress, adding additional lanes to the South Tri-State Tollway and laying the framework to rebuild and widen sections of the Reagan Memorial Tollway.

Additionally, I am proud to announce that this year we are going to complete the new I-355 South Extension connecting I-55 to I-80, which will provide hundreds of millions of dollars in economic development to Will County and needed congestion relief for area residents.

We have accomplished a great deal, but we still have big plans for the improved Tollway. Ongoing work on the Central and North Tri-State will eventually deliver more lanes and smooth pavement from the Indiana border to the Wisconsin state line, as well as the much needed rebuilding and widening of the Reagan Memorial Tollway from Oak Brook to beyond the Fox River.

I am confident of the Tollway's proven leadership and tireless effort to continue to deliver results and congestion relief. I am pleased with our accomplishments and excited for the next stages of improvements. Together we'll build the roads of the future today.





MESSAGE TO MOTORISTS

A few years ago we promised you we would decrease congestion, reduce travel times and help improve your quality of life. To that end, we created a Congestion-Relief Program, Open Roads for a Faster Future, that called for the elimination of mainline barrier tolls and the advent of Open Road Tolling in Northeastern Illinois. It was, by any measure, an ambitious plan.

We are pleased to say the plan is working. In late 2006 we completed the toll plaza conversions begun in 2005. In just 22 months, we were able to remove 20 barrier tolls, construct miles of new lanes and deliver quicker, easier

and safer travel to all Tollway drivers, especially I-PASS users.

Finally, commute times are starting to decrease. Motorists are getting to work sooner and spending more time working productively. They're arriving home earlier and enjoying more time with their families. Slowly but surely, congestion is being relieved, the economy is getting a boost and lives are improving. Just as important, we've achieved these benefits on time and on budget.

This report details the progress made in 2006 on Open Road Tolling, along with other major Congestion-Relief initiatives such as

the I-355 South Extension and the Tri-State Tollway widening. It also provides a look at the work slated for completion in 2007, the third year of the Program.

We know we've still got a way to go before our promise of congestion relief is completely fulfilled. And of course, this being Northeastern Illinois, we know we'll never truly eliminate traffic problems. However, we are confident that you can look forward to better roads, less time spent in traffic and more time doing the things you like to do in life.

Sincerely,

Brian I. McPartlin Executive Director





"Our last trip from Indiana to Madison, Wis. via Chicago was a half hour shorter than before Open Road Tolling."

Sharon, India

"If every part of government worked as well as I-PASS does there would be no complaining." Bill, Hawthorn Woods

"I gain some sleep time in the mornings.
I save my brakes and fuel too."

Ron, Chicago Ridge

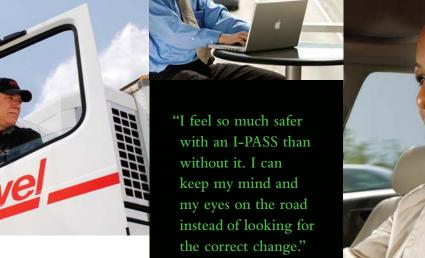
"Now that I have an I-PASS in my truck, I no longer have to submit receipts for reimbursement. I save time and driving the Illinois Tollway has become more enjoyable."

William, Alaba

"Excellent way to zip right through!

If only everything were this easy."

Michael, Homer Glen



Shelby, Mahomet

THE ESTIMATED NUMBER OF WEEKDAY TOLLWAY MOTORISTS WHO NO LONGER HAVE TO STOP FOR BARRIER TOLL COLLECTIONS.*

The dream of Open Road Tolling began with a simple question: How can we eliminate the toll plazas and the traffic bottlenecks at the toll plazas? The answer was complicated, but once we had it, we didn't waste time getting started and we didn't stop until we were done. And in fewer than 22 months, 20 outdated barrier toll plazas were gone.

We know the Tollway is still crowded during morning and evening rushes and you'll have to use your brakes to stop now and again for traffic. But now you can drive the entire length of the Tollway system at highway speed without stopping to pay a toll. You can get home a little faster with a little less stress. That's progress and, for many of us, a dream come true.

NONSTOP ACCOLADES

What people are saying

Many of you have had a few choice words for the Tollway lately. Fortunately, they're the kind of words we want to share. It seems just about everyone-from the media to legislators to engineering experts—supports the progress we're making in our efforts to improve the lives of Illinois motorists. We promised record construction pace and we delivered. Motorists are already enjoying the benefits of Open Road Tolling in just the second full year of our Congestion-Relief Program.

AWARDS AND ACCOMPLISHMENTS

I-355 - #1 NORTH AMERICAN ROAD PROJECT -**ROADS & BRIDGES MAGAZINE**

The Illinois Tollway was recognized for its outstanding efforts to meet engineering and construction challenges and deliver this longawaited \$730 million roadway on time and on budget. The Illinois Tollway is constructing a 12.5-mile, three-lane extension of the North-South Tollway (I-355) from its current terminus at the Stevenson Expressway (I-55) through Will County to I-80. Construction began in late 2004 and is scheduled for completion by the end of 2007.

BOND DEAL OF THE YEAR AWARD BOND BUYERS MIDWEST

Our Open Road Tolling project has been financed through a structured sequence of transactions. The Illinois Tollway reduced its cost of borrowing and demonstrated the

reflected in our high ratings. This is too often unheard of within state bureaucracy. This innovative work, led by CFO Mike Colsch, the leadership of our Chairman John Mitola and tireless efforts of the entire Illinois Tollway team, demonstrate that business excellence

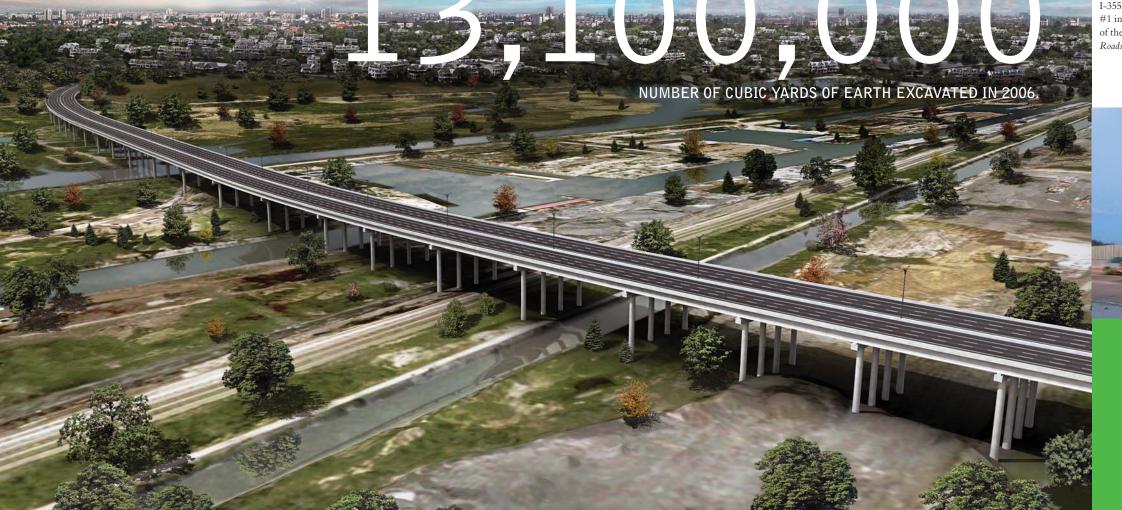
AMERICAN SOCIETY OF CIVIL ENGINEERS

Tollway Chief Engineer Jeff Dailey was recognized as the Civil Engineer of the Year for his leadership in the execution of one of the nation's most robust capital programs. Notable program achievements include the completion of the Open Road Tolling project and managing 88 construction projects in the Tollway's ongoing Congestion-Relief Program.

UNDERWRITER'S LABORATORIES AND (ISO) 9001:2000 MANAGEMENT SERVICES CERTIFICATION

The Illinois Tollway Engineering Department has achieved something truly rare for a government agency. The UL & ISO 9001:2000 certification is official evidence of our wellformulated and aggressively implemented quality management system. This has been an extraordinarily effective tool for aligning our strategic goals with our products and services. Quality management standards are popular in global business organizations, but are often much too difficult for government agencies to achieve. The Illinois Tollway has successfully maintained ISO 9001:2000 certification through six semi-annual audits, as of 2006.

financial sophistication and strategic acumen and good government can co-exist.



GOVERNMENT FINANCE OFFICERS ASSOCIATION

For the third consecutive year, the Government Finance Officers Association (GFOA) awarded the Illinois Tollway its GFOA Distinguished Budget Presentation Award for the 2006 Budget submitted to the Board, made available through public meetings and the Internet. Additionally, the Tollway received a Certificate of Achievement for Excellence in Financial Reporting.

I-355 South Extension

#1 ROAD PROJECT

OF 2006

"The (Illinois Tollway's 2006 Bond) sale was selected...based on the authority's political turnaround...and for the sophistication it showed in structuring the deal.'

Yvette Shields, The Bond Buyer

I-355 South Extension Project, #1 in 2006 Top Road Projects of the Year in North America, Roads & Bridges magazine

> "Illinois is the first state in the nation to convert a barrier toll plaza system to the new ORT technology and the work is being done at a record pace."

Jeff Dailey, Chief Engineer, ASCE Engineer of the Year (left) Sharif Abou-Sabh, Senior Vice President HNTB (right

NONSTOP PROGRESS

An update on congestion relief













Construction progress on the Des Plaines River Valley Bridge, part of the I-355 South extension. Photos were taken between June and December of 2006.

What a year. Not only did 2006 see the completion of Open Road Tolling, it ushered in record-breaking construction on the I-355 SouthExtension, including a 1.3-mile bridge over the Des Plaines River Valley, designed to provide greater Tollway access for burgeoning Will County. Plans were finalized for the repair, rebuilding and widening of the Tri-

State and Reagan Memorial Tollways—all in an effort to relieve congestion and improve the drive on our system.

You told us you wanted to spend less time stuck in traffic and more time with your family, and we listened. The proof is in our progress.

A SUMMARY OF CONGESTION-RELIEF CONSTRUCTION IN 2006

OPEN

ALL MAINLINE TOLL PLAZAS CONVERTED TO OPEN ROAD TOLLING

- > Phase II of Open Road Tolling completed in Fall of 2006
- > 20 total conversions in first 22 months of Congestion-Relief Program

EXTEND

NORTH-SOUTH TOLLWAY (I-355) CONSTRUCTION CONTINUES

- > Construction of bridge piers began in March of 2006 for 1.3-mile bridge over Des Plaines River Valley
- > Crossroad bridge construction at eleven locations
- > Work on interchanges at I-55 and I-80 continued
- > New South Extension on schedule to be opened by late 2007

REBUILD AND WIDEN

SOUTH TRI-STATE (I-294) CONSTRUCTION COMPLETED

- > Phase I from Kingery (I-80/94) to 167th St. completed in both directions
- > Southbound exit at Dixie Highway and northbound entrance at Wood Street now open
- > Phase II from 167th St. to 95th St. to begin offsystem work in early 2007, with rebuilding and lane additions scheduled to begin in 2008

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THE REDUCTION IN LOCALIZED **EMISSIONS AND THE ELIMINATION** OF STOP-AND-GO TRAFFIC AS A RESULT OF OPEN ROAD TOLLING.

VALUE ENGINEERING

Faster and better are great, but can we make it less expensive, too? The Illinois Tollway uses value engineering to deliver massive projects such as the Open Road Tolling project on time and on budget. Value engineering provides an independent review of the design and packaging to ensure it is delivered for the best possible value; it also helps the Tollway work faster, better and yes, save money.

TOLL COLLECTIONS

Missed a toll? No problem. Drivers on the Illinois Tollway who made an honest mistake and missed paying a toll can now pay online at www.illinoistollway.com. Unique in the tolling industry, this new customer service makes it easy for drivers to pay a toll without the fuss of mailing a letter.



ENVIRONMENTAL MATTERS

In 2006 the Illinois Tollway received two Congestion Mitigation and Air Quality (CMAQ) grants totaling \$1.4 million to host the installation of up to 96 truck-stop electrification units, and another for \$80,000 to partner with Pace, businesses and communities to imple-

ment the North Tri-State Construction Commute Alternatives program.

As part of the I-355 South Extension, a special bridge has been built over the Des Plaines River to shuttle equipment during construction. After construction is

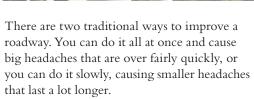
complete, this bridge will be turned over to the Will County Forest Preserve and used to connect over 100 miles of regional bicycle trails in DuPage, Cook and Will counties.

Working with contractors and communities, more than 300 acres of native seed have been planted as part of the Open Road Tolling and South Tri-State construction projects. Native plantings limit soil erosion, contribute to watershed stability and integrate quickly with existing plantings.









Or you can do what we've done, which is utilize engineering innovations to achieve a record construction pace with minimal impact on commutes. Concepts such as value engi-

neering not only ease the negative symptoms of road construction on motorists, they help the Tollway achieve significant improvements faster, making the most of our resources.

Tollway improvements don't end with the pavement. Each project has an environmental component that our engineers and employees take pride in delivering to the communities our roadways affect.







NONSTOP SERVICES

Helping motorists 24/7



REFUGE WITH A VIEW

Whether you need fuel, food or a place to check your email, the seven fully-remodeled Tollway Oases are ready to serve you. Our modernized, over-the-road pavilions offer

a wider variety of food and retail options as well as clean restrooms. Free wireless Internet service is now available.

The upgraded conveniences accompany the updated design and reconstruction of the buildings. The new facilities are more than

twice the height of their predecessors and span the Tollway with a streamlined steel structure and breathtaking glass walls. The new Mobil fuel stations, featuring *On the Run*TM convenience stores, are now open at all seven Oases.

1,189,989

COMBINED MILES H.E.L.P. TRUCK OPERATORS DRIVE ANNUALLY—ENOUGH TO CIRCLE THE EARTH MORE THAN 40 TIMES.

Whether it's a quick stop for a cup of joe or a relaxing break with a latte in the massage chair, the new Tollway Oases offer nonstop conveniences on the road.

For a complete list of tenants and their locations, please visit the www.illinoistollway.com and click on "Oases."

HELPING HANDS

From January through December of 2006, H.E.L.P. Patrols assisted 35,526 motorists in changing flat tires, recharging dead batteries, adding coolant, filling empty gas tanks, assisting with incidents and arranging for tows. If your car breaks down, you see debris on the road or you're concerned about another motorist on the Tollway, you can call *999 from your cellular phone to reach the Motorist's Assistance Program. There are currently eleven H.E.L.P. Truck patrols on the road from 5am to 8pm, Monday through Friday, available throughout the entire Tollway system.



SAFETY IN FORCE

The Tollway is safer than ever, thanks to the efforts of more than 166 state troopers who patrol all 274 miles of the Tollway. Illinois State Police District 15 is a team of brave and dedicated professionals working around the clock to enforce speed limits, assist motorists and control accident scenes.

District 15 has collaborated with the Illinois Tollway to introduce and support innovative programs that improve safety on the road. In 2006, the Illinois Tollway and Illinois State Police, in partnership with IDOT, launched a Photo Speed Enforcement Van Program as an additional tool to enforce work zone speed limits and remind all drivers of the need to slow down and pay attention when driving in construction zones. Unveiled at the 2006 Chicago Auto Show, the vans (along with their permanent roadway warning signs) serve as a reminder that work zone speed limits are in place 24/7, whether workers are present or not. Through strict enforcement and education, the Illinois Tollway and Illinois State Police District 15 are committed to ensuring safety on the road.

WEAVING A CONNECTION

Our web site, www.illinoistollway.com, provides a variety of services tailored to Illinois motorists, including up-to-date news about construction hot spots, specific lane closure information and I-PASS account management.



Travel alerts can even be customized for individual motorists and sent via email, PDA or mobile phone. Travel information can include road closures, tips for managing commutes or links to maps for specific roadway alternatives.

Today we have over 800,000 email subscribers who have requested up-to-date news regarding our roadways. Additionally, quarterly newsletters continually keep our customers informed and better equipped to make travel decisions. With over 1,000 visitors a day, our web site keeps commuters connected to the their most valuable resource: information.



NONSTOP LEADERSHIP

New faces, same direction

The tremendous accomplishments achieved over the past few years as part of the Congestion-Relief Program and continued agency reforms are the result of a hardworking staff dedicated to continually enhancing customer service. It is the Illinois Tollway's mission "to provide and promote a safe and efficient system of toll supported highways while ensuring the highest level of service to our customers."

BOARD OF DIRECTORS

Top row from left: James M. Roolf, Betty-Ann Moore, Chairman John Mitola, James J. Banks, Steven Harris. Bottom row from left: Carl Towns, George Pradel, David R. Andalcio.

Not pictured: Governor Rod R. Blagojevich, Ex-officio; Secretary Timothy W. Martin, IDOT, Ex-officio; Ronald Materick.

EXECUTIVE STAFF

Back row from left: Mike King, Communications and Marketing; Michael Colsch, Finance; Tracey E. Smith, Administration; Karen Burke, Operations; Ted Young, Information Technology; Tracy Smith, Inspector General, Thomas Bamonte, General Counsel.

Front row from left: Jeff Dailey, Engineering; Capt. Tami Haukedahl, Illinois State Police District 15; Brian McPartlin, Executive Director; Rosalinda Castillo, Procurement; Matthew Beaudet, Open Road Tolling.





NONSTOP ACCOUNTABILITY

2006 Revenues and Expenditures (Preliminary actuals—unaudited)

The Illinois Tollway is a user-funded system—only those who use it pay for its construction, operations, maintenance and debt. The Tollway receives no state or federal funding for road construction.

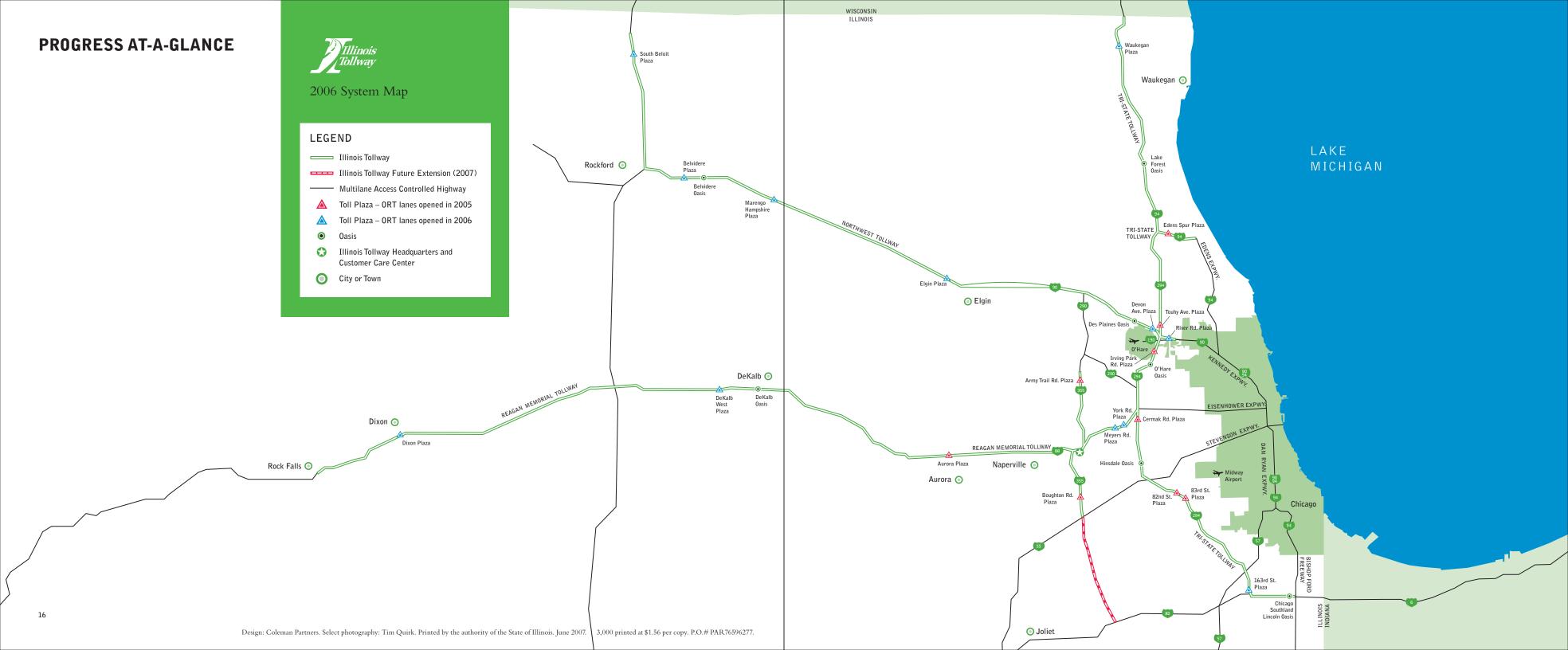
REVENUE SOURCES		
Toll Revenue and Evasion Recovery	\$ 582 million	Collections via cash, I-PASS or recovery violation payments
Concessions	\$ 2 million	Oases fuel, food and retail sales
Investment Income	\$ 39 million	Interest income on Tollway funds and I-PASS cash escrow accounts
Miscellaneous	\$ 4 million	Revenue from overweight truck fines, rental of assets for fiber optics, data towers, etc.
Total Revenues	\$ 627 million	
EXPENDITURES		
Maintenance and Operations	\$ 214 million	Related to toll collections, roadway maintenance, traffic control, safety, insurance and administration
Capital Program	\$ 1,030 million	Capital expenditures for system-wide maintenance, reconstruction and expansion
Debt Service	\$ 146 million	Principal and interest payments on outstanding Tollway bonds
Total Expenditures	\$ 1,390 million	

The Congestion-Relief Program includes implementation of Open Road Tolling, provides for regional growth through the construction of the I-355 South Extension, and facilitates the reconstruction, repair and widening for much of the existing toll road.



In March 2006, the Board authorized the issuance of up to \$1 billion of revenue bonds to support the Congestion-Relief Program. The Tollway issued \$1 billion par value of fixed rate Senior Priority Revenue Bonds on May 25, 2006. This bond issuance generated \$1,040,019,000 in proceeds and has an All-In True Interest Cost of 4.752 percent.

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GET I-PASS AND GET GOING!

Illinois Tollway 2700 Ogden Avenue Downers Grove, IL 60515 630-241-6800 www.illinoistollway.com