



2010 Budget

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Governor Pat Quinn
Chair Paula Wolff
Acting Executive Director Michael King



Pat Quinn, Governor
Ex-Officio-Member

Paula Wolff, Chair
Term expires May 1, 2013

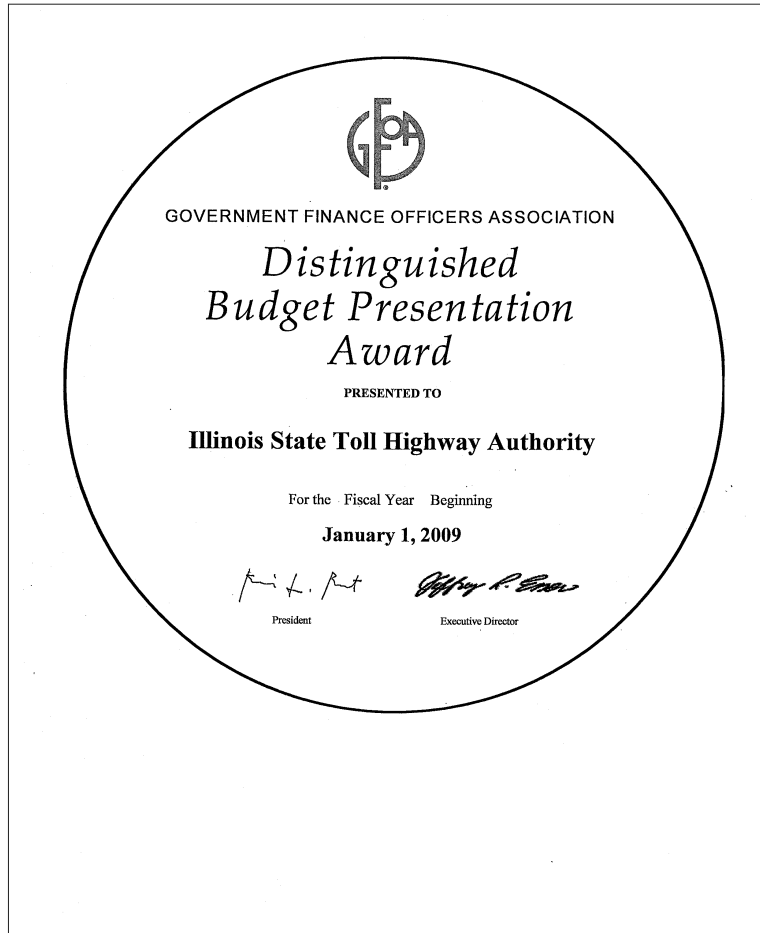


Board of Directors

Top row from left: Maria Saldana, William Morris, Thomas Canham, George Pradel, James J. Banks

Bottom row from left: James M. Roolf, Chair Paula Wolff, Thomas Weisner, Carl O. Towns

Not pictured: Governor Pat Quinn, Ex-officio; Secretary Gary Hannig, IDOT, Ex-officio



The Government Finance Officers Association of the United States and Canada (GFOA) presented a Distinguished Budget Presentation Award to the Illinois State Toll Highway Authority for the Annual Budget beginning January 01, 2009. In order to receive this award, a governmental unit must publish a budget document that meets program criteria as a policy document, as an operations guide, as a financial plan, and as a communications device.

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Executive Letter

December 2009

To the Honorable Chair and Board of Directors:

The Illinois Tollway's commitment to alleviating traffic congestion remains our foremost priority, as we enter our sixth year of the \$6.3 billion Congestion-Relief Program (CRP) – Open Roads for a Faster Future.

Our plans for 2010 are to continue the process of completing our Capital Program established to enhance existing infrastructure, implement new cutting-edge technologies and continue efforts to provide a level of service that exceeds customers' expectations. Drivers, businesses, and local communities served by the Illinois Tollway will greatly benefit from the completion of more than 80 percent of the CRP by the end of this year.

Congestion-Relief Program

Completed on schedule and within budget the systemwide Rebuild & Widen Projects along 120 miles of the Tollway marks the end of major reconstruction planned as part of the Congestion-Relief Program and fulfills the promise to reduce congestion and improve travel times for 1.4 million daily drivers.

Through 2009, the Illinois Tollway obligated \$3.78 billion in construction contracts related to the Congestion-Relief Program. In addition, we awarded approximately \$729.4 million in contracts for design, inspection, and other engineering services, and contracts totaling about \$160.5 million for utilities, right-of-way, and other miscellaneous expenses. As a result, the Tollway has stimulated billions of dollars of economic growth in the local communities and provided thousands of good-paying jobs for men and women in the construction trades.

In 2010, the program moves into a maintenance mode as the Tollway focuses on projects that rehabilitate existing pavement and bridges on the remaining portions of the system.

Building Green

By reducing, recycling and reusing existing roadway materials, as well as old tires and roof shingles on construction projects include in the Congestion-Relief Program, the Tollway is cutting back on consumption of virgin materials, saving the cost of purchasing new material, and decreasing the amount of scrap material disposed of in landfills. Since the 2005, the Tollway has recycled 100 percent of existing pavement into construction projects. More than 5 million tons of pavement has been recycled – 3.2 million tons of concrete and nearly 1.8 million tons of asphalt. In addition, about 230,000 recycled scrap tires were used in materials for new roadway shoulders and pavement.

Customer Service

In 2010, the Illinois Tollway will continue efforts to improve efficiencies, provide greater benefits for customers, and become more accountable to the public through enhanced customer-service offerings. With approximately 82 percent of Tollway drivers using I-PASS for daily travel, support for more than 3.8 million active transponders will continue to be a priority in 2010.

The Tollway will continue to invest in Internet and E-Commerce solutions to improve capacity of the Tollway's Web site, www.illinoistollway.com. Currently, more than 65 percent of the 2.9 million I-PASS account holders manage their accounts online at www.getipass.com, 24 hours a day, 7 days a week.

In addition, the Tollway's six Customer Service Centers located in Tollway Oases and at Tollway headquarters provide assistance for customers preferring face-to-face service close to work or home. On average 8,200 customers a week were assisted in 2009 with sales, provide complete I-PASS services, missed toll payments, and violation processing services.

Public Safety

The Tollway's ability to identify, monitor, and respond to incidents is crucial to public safety. It is with that in mind that we will invest in upgrading Intelligent Transportation System technologies to improve Tollway incident response time, and monitor and detect traffic incidents. In addition, the 2010 Budget includes funding to equip Illinois Tollway District 15 Troopers with modernized IT equipment such as, IWIN computers, digital In-Car video cameras, automated license plate reading technology as well as training opportunities.

Business Efficiencies

Several initiatives that will be implemented in 2010 are geared toward improving the Tollway's technological infrastructure and overall operations. The Tollway is committed to improving and enhancing the efficiency of the Toll Revenue Management and Maintenance Program, which is responsible for operation and maintenance of electronic toll collection operations and violation enforcement.

The attached Fiscal Year 2010 budget clearly demonstrates that the Illinois Tollway's utmost priority is the continued investment in necessary improvements that provide congestion relief to the millions of drivers on the Tollway's 286-mile system. It also demonstrates the Illinois Tollway's unwavering commitment to transforming the agency into an industry leader of Tollway management, design, and construction for the 21st century.

Sincerely,



Michael T. King
Acting Executive Director

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Executive Summary

The Illinois Tollway's 2010 Budget reflects the goals of accountability, efficiency and dedication to serving customers. Throughout 2010, the Tollway will continue to devote resources to provide all necessary support for employees to improve service to 1.4 million daily customers — identifying and implementing new strategies to reduce congestion, providing the most up-to-date construction and travel-related traffic information, helping stranded motorists, and assisting I-PASS and VES customers.

2009 Accomplishments

The Illinois Tollway is continuing efforts to be accountable to its customers and fulfill the pledge to act as a trustworthy steward of toll revenues for the 1.4 million daily users of the 286-mile Illinois Tollway System and residents of Illinois.

Leading the Industry

For the sixth consecutive year, the Government Finance Officers Association (GFOA) awarded the Illinois Tollway with its GFOA Distinguished Budget Presentation Award for the 2009 Budget submitted to and approved by the Board, made available to the public through public meetings, and posted on the Tollway's Web site.

In 2009, the Illinois Tollway was host to the 76th Annual Meeting of the International Bridge, Tunnel and Turnpike Association bringing nearly 800 participants from 25 countries to Chicago to discuss the current and future issues facing the industry. In coordination with the conference, the Tollway hosted tours of its Traffic & Incident Management Systems center, Toll Violation Processing System and Open Road Tolling System providing tolling agencies a look at state-of-the-art operations implemented in Illinois.

Illinois Tollway's North/Central Tri-State Tollway Rebuild & Widen Project was named the #1 North American Road Project in 2009 by Roads & Bridges magazine. The magazine's editor commended our work and noted that "The North/Central Tri-State Tollway project is one of the most intense and complex jobs this Top 10 program has ever recognized."

Delivering Roadway Improvements

By the end of 2009, the Tollway will have let nearly \$5 billion of the \$6.1 billion in construction and design contracts to complete 81% of the Congestion-Relief Program, on schedule and on budget.

2009 marks the completion of Rebuild & Widen projects systemwide – the largest capital program undertaken in the 50 years since Tollway operations began. Over the past three years more than \$3 billion has been committed to rebuilding and widening projects spanning more than 120 miles. Even more impressive is the fact that while work was underway the Tollway maintained the same number of lanes for customers as were available prior to construction.

Now, when coupled with Open Road Tolling, the additional roadway capacity - nearly 180 miles of new lanes will provide customers time savings of at least 10 minutes each way on their daily commutes when compared to travel times prior to the start of the Congestion-Relief Program.

Providing Better Service to More Customers

As 2009 draws to a close, I-PASS continues its steady growth with average usage at 82 percent of the Tollway's 1.4 million daily vehicles. As a result of increasing participation, the number of active I-PASS transponders grew to more than 3.8 million on more than 2.9 million accounts.

As part of ongoing efforts to enhance customer service and to meet the needs of a growing I-PASS customer base, the Illinois Tollway continued support for a number of customer service initiatives in 2009.

The Tollway's six Customer Service Centers (CSC) at Tollway Oases and at Tollway Headquarters have successfully extended the availability of I-PASS sales and services and are addressing the needs of occasional and out-of-state users interested in purchasing an active I-PASS transponder while on the road. Staffed by full-time Tollway personnel, the CSC's served an estimated 450,000 customers in 2009, facilitating sales and providing complete I-PASS and unpaid toll payment services for traveling customers preferring face-to-face service closer to work or home.

During 2009, the Tollway continued to enhance its e-Commerce services, which allow I-PASS customers to manage their account on-line, purchase and activate transponders, and make on-line payment of toll violation notices. Currently more than 65 percent of the 2.9 million I-PASS account holders manage their accounts online at www.getipass.com, 24 hours a day, 7 days a week. Additionally, our 1-800-UC-IPASS call center served approximately 2.8 million customer calls in 2009.

Reaching Out to Customers

The Tollway stepped up outreach to I-PASS customers in 2009, working to educate customers about the importance of keeping account information current to avoid being issued toll violation notices when license plate and credit card records are not kept up to date. About half of the toll violation notices issued in 2009 were sent to I-PASS customers with inaccurate account information.

Reaching out directly to customers, the Tollway sent out 9 e-Newsletters throughout 2009 targeting more than 900,000 I-PASS customers with each edition. In addition, approximately 90,000 emails and letters were sent out daily alerting customers to low balance status and about 70,000 notices were proactively issued monthly regarding credit card expiration.

Congestion-Relief Program - Year Five

In 2009, the Tollway completed additional work to deliver systemwide Rebuild & Widen Projects to customers on schedule and on budget.

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

Within the Congestion-Relief Program (CRP), the Tollway is planning to invest nearly \$2.0 billion to reconstruct and widen the majority of the Tri-State Tollway. By the end of 2009, 76 miles of the 78.5 mile Tollway will have a minimum of 4 lanes in each direction. By the end of 2009, all of the contracts required to complete this work will have been obligated and nearly \$1.8 billion of work is estimated to be earned.

Phase II of the South Tri-State Tollway (I-294/I-94) Rebuild & Widen Project, to reconstruct and widen from 159th Street to 95th Street, began in early 2007 with work on retaining walls and bridge widening contracts. In 2008, the reconstruction and widening of the southbound lanes were completed and the construction contracts for the northbound lanes were awarded. Northbound construction began in 2009, with completion by the end of 2009.

By the end of 2009, reconstruction and widening on the north and central sections of the Tri-State Tollway (I-94/I-294) from Half Day Road to Grand Avenue, inclusive of reconstructed bridges at Half Day Road, O'Plaine Road, Grand Avenue, and Rosecrans Road will be complete, as will the section from Lake-Cook Road to Balmoral Avenue, including opening of the fourth Open Road Tolling lane at the Touhy Toll Plaza.

Reagan Memorial Tollway (I-88)

In 2009, an estimated \$144.9 million will be expended bringing total spending for the last five years to approximately \$705.8 million on the Reagan Memorial Tollway. By the end of 2009, reconstruction and widening will be completed along I-88 between the Eisenhower Expressway (I-290) and Finley Road, inclusive of the eastbound contract between Finley Road and IL 83 which was awarded in Spring 2009.

By the end of 2009, the reconstruction and widening of the mainline between the Aurora Toll Plaza and Orchard Road, including construction of the new westbound Fox River Bridge will be substantially complete having four lanes open to traffic.

Jane Addams Memorial Tollway (I-90)

Approximately \$131.7 million is estimated to be expended in 2009 on the Jane Addams Memorial bringing the total CRP spending to \$299.5 million. In 2009, work was completed on the reconstruction and reconfiguration of the Cherry Valley Interchange and the reconstruction and widening for the section of I-90 between Cherry Valley and Rockton Road in the eastbound direction. Master planning and design continues for future reconstruction and widening of the corridor between the Kennedy Expressway (I-90) and Cherry Valley.

Veterans Memorial Tollway (I-355)

By the end of 2009, more than \$778.3 million is estimated to be spent on widening, rehabilitating, and extending the Veterans Memorial Tollway as part of the Congestion-Relief Program. Estimated expenditures for 2009 total \$49.3 million.

Two corridor landscaping contracts which, were awarded in 2008, are ongoing through 2011 for evaluation of woody plant materials which were installed in 2009.

In 2009, resurfacing and widening in the southbound direction was completed between 75th Street and Ogden Avenue. The addition of a fourth northbound lane at 75th Street will also be completed.

Open Road Tolling (ORT)

As of year-end 2009, the Tollway is estimated to have expended approximately \$702.9 million to deliver Open Road Tolling at the 21 mainline plazas systemwide and reconstruct or rehabilitate the existing plaza cash lanes and facilities. This included reconstruction of the pavement through the plazas to accommodate the new roadway geometry necessary to implement Open Road Tolling. Work continued in 2009 with miscellaneous Toll Plaza Improvements at various Plazas systemwide.

Systemwide Improvements

By the end of 2009, the Tollway is estimated to have expended approximately \$317.5 million for systemwide improvements, which includes bridge rehabilitation, pavement, drainage, and interchange improvements, program management services, and other similar professional services. The systemwide spending from 2005 through 2009 included bridge repairs for 46 bridges on the Jane Addams Memorial Tollway (I-90), including the replacement of the ramp bridge on US 20 over I-90, 30 bridges on the Reagan Memorial Tollway (I-88), 20 on the Veterans Memorial Tollway (I-355) and 51 on the Tri-State Tollway (I-94/I-294/I-80). Additionally, intermittent Hot Mixed Asphalt (HMA) pavement repairs were completed on the Jane Addams Memorial and intermittent Portland Cement Concrete (PCC) repairs were completed on the Tri-State, Veterans Memorial, and Reagan Memorial Tollways.

In 2009 alone, the Tollway anticipates over \$114.4 million to be expended, which includes bridge repairs for 36 bridges on the Jane Addams Memorial Tollway, 18 on the Reagan Memorial Tollway, and 22 on the Tri-State Tollway. Pavement repairs included HMA repairs on the Jane Addams Memorial and PCC repairs on the Tri-State, Veterans Memorial, and Reagan Memorial Tollways. Additionally, a new interchange was constructed and opened on the Reagan Memorial Tollway at Eola Road to improve local access to Aurora and Naperville for commuters and economic development.

Fiscal Year 2010 Budget

Maintenance & Operations Budget

The FY2010 Operating Budget is \$265.3 million to fund the ongoing operating costs of the Tollway, an increase of \$7.7 million or 3.0 percent over the 2009 Budget.

Personal Services total \$147.9 million including Salaries, Wages, Social Security and Retirement. This category increased \$4.4 million or 3.0 percent over the 2009 amount. Salaries and Wages decreased \$1.6 million or 1.5 percent, while Social Security and Retirement contributions increased \$6.0 million or 18.1 percent. The Personal Services category accounts for 55.8 percent of total operating expenses.

The Tollway's insurance costs total \$39.3 million or 14.8 percent of the 2010 Operating Budget, a \$2.7 million or 7.4 percent increase over 2009. The Tollway pays for Group Health Insurance, Property Insurance, Worker's Compensation Insurance as well as the Illinois State Police District 15 Group Health Insurance.

Other major cost categories include Other Outside Services at \$22.6 million, Bank Charges at \$12.2 million, Equipment Maintenance \$10.5 million, Materials-Operational \$6.9 million, Utilities \$5.1 million, Fuels and Oils \$4.1 million, Telephone \$2.8 million and Replacement Parts \$2.2 million.

Capital Program

In 2010, the rebuilding of the Illinois Tollway continues as we enter the sixth year of the Congestion-Relief Program - *Open Roads for a Faster Future*. The Tollway continues its pursuit towards the five major objectives outlined in the program:

Fix It: Fix the existing infrastructure by rebuilding/restoring and widening much of the roads systemwide.

Congestion Relief: Reduce travel times by converting the entire mainline system to Open Road Tolling to allow I-PASS users to pay tolls electronically at highway speeds. *(Completed)*

Meet Needs of Growing Communities: Extend I-355 south to accommodate the needs of growing communities. *(Completed)*

Enhance Local Economies: Establish corridor planning councils to strengthen the partnership between the Tollway and the communities it serves.

Cutting-Edge Initiatives: Implement Intelligent Transportation System (ITS) technology and congestion pricing to better manage congestion and serve Tollway customers.

The Tollway is on schedule and well on its way to make the systemwide improvements initiated during the first five years of the Congestion-Relief Program (CRP). While designers, engineers, construction crews and support staff work together on multiple road projects, the Tollway is committed to completing the CRP on time and on budget. The 2010 Budget reflects the priorities of the CRP and the need to maintain operations in support of this extensive program, as well as daily toll operations.

Additionally, funding is allocated in the 2010 Budget for the following initiatives to support the Tollway's Congestion-Relief Program:

Business Systems

\$23.1 million (capital)

The 2010 Budget allocates \$23.1 million to the Department of Business Systems, which is responsible for the operation and maintenance of the Electronic Tolling System hardware and software including collecting toll revenue from toll violators and assessing fines and imposing sanctions. To improve and enhance the efficiency of the Toll Revenue Management and Maintenance Program (TRMMP), \$4.3 million is allocated to implement a Disaster Recovery/Business Continuity strategy to protect critical information resources and services, minimize the risk of unplanned interruptions, and ensure the availability of the core systems and subsystems associated with TRMMP. Additionally, \$2.0 million is allocated for system and software enhancements. To provide for transponder purchases at the rate of approximately 700,000 annually, \$14.0 million has been programmed in the 2010 Budget.

Information Technology Systems

\$12.4 million (capital)

In an effort to continue to provide uninterrupted online account management services for nearly 3 million I-PASS account holders, the 2010 Budget allocates \$4.4 million to replace the Tollway Web/e-Commerce site. In addition, \$8.0 million will fund the following projects to continue the Tollway's effort to improve and maintain the Information Technology systems and facilities: systemwide computer infrastructure modernization, including upgrades and replacements; a disaster recovery solution implementation; systemwide communications tower preservation and tower replacement at M-1, M-4, M-6, and M-7 maintenance facilities; public safety radio upgrade and replacement; Next Generation Network (NGN) facilities integration; Tollway Intranet enhancement; Personally Identifiable Information security compliance (PII); toll plaza intercom system replacement; and Electronic Toll Collection Company (ETCC) SAS70 Type II audit certification.

Intelligent Transportation Systems (ITS)**\$6.8 million (capital)**

The Tollway will continue to utilize the Intelligent Transportation Systems (ITS) to monitor and detect traffic incidents, and to improve accident response time. For 2010, \$1.4 million will be allocated to migrate ITS equipment and services to Next Generation Network; more than \$1.3 million will be allocated to install Weigh-In-Motion (WIM) along the South and North Tri-State Tollway (I-94/I-294/I-80). In addition, the 2010 Budget will deploy approximately \$4.1 million to: enhance and upgrade the ITS system, expand and maintain the Tollway's fiber optics operations; install wireless CCTV cameras on the North and South Tri-State Tollway, Remote Traffic Microwave Sensor (RTMS) vehicle detectors on the North Tri-State Tollway, and Video Incident Detection (VID) systemwide; complete the Dynamic Message Sign (DMS) installation along the Reagan Memorial Tollway (I-88); and upgrade the Road Weather Information System (RWIS) stations systemwide.

Illinois State Police District 15**Personnel and Equipment****\$2.5 million (capital)**

District 15 State Police Troopers will provide extra coverage in construction zones and areas with high speed or crash percentages, and provide officers to work toll violation details to reduce the number of toll scofflaws. The 2010 Budget includes funding for projects to continue equipping Troopers with IT equipment such as, IWIN computers, digital In-Car video cameras, and Automated License Plate Reading Technology; as well as Trooper training for programs such as Mobile Driving Simulator, Firearms Animated Training System (FATS) and Firing Range Target Retrieval System.

Illinois Executive Order 11 - Reduce the Environmental Impact of Illinois State Government Operations**\$2.1 million (capital)**

In an effort to comply with Illinois Executive Order 11 to reduce the Environmental Impact of Illinois State Government Operations, the 2010 Budget includes funding for the following projects: to engage environmental professional services to develop, study and recommend "green" and "sustainable" initiatives based on the Tollway's current operating procedures; to implement alternate fuel E85 program by installing additional fuel tanks at various remote fueling locations; rehabilitate and modernize fuel sites systemwide; replace and upgrade fuel dispensers and related fuel systems; and install diesel emissions reduction systems on off-road equipment.

Budget Summary

The Tollway is a non-appropriated entity, which is self-supporting, depending solely on the revenues from operations and proceeds from the issuance of revenue bonds for the expansion, reconstruction and improvement of the Tollway System. The 2010 Budget is a balanced budget in which revenues provide sufficient resources for operating and maintenance expenses, debt service and required deposits to the Renewal/Replacement and Improvement Accounts.

The FY2010 Budget allocates \$696 million of Revenues as follows:

- \$265.3 million to fund maintenance and operations, an increase of \$7.7 million or 3 percent over FY2009 operating expenses of \$258 million.
- \$230.6 million for transfers related to debt service, in order to provide for payments of bond principal, interest, and related support costs, net of anticipated federal subsidies and funds previously transferred to pre-pay interest.
- \$200.1 million will be allocated to the Renewal/Replacement and Improvement Accounts, providing a portion of the funding for the Congestion-Relief Program and other non-roadway capital investments.

Budget Challenges

The development of the 2010 operating budget presented several challenges that included required increases in salaries and wages, an increase in the required pension contribution cost and rising health-care costs while still maintaining an overall annual growth rate of three percent.

The Tollway continues to have collective bargaining agreements with the Teamsters, the Metropolitan Alliance of Police (MAP), the Service Employees International Union (SEIU) and the American Federation of State, County and Municipal Employees (AFSCME) union. This budget includes wage and salary increases necessary to accommodate these collective bargaining agreements.

All employees of the Tollway with at least six months of service are covered by the State Employees' Retirement System (SERS), a pension system maintained by the State of Illinois. The Tollway as well as its employees contribute a percentage of each employee's annual salary/wage to the SERS. The Tollway's percentage is expected to increase from 23.3 percent in 2009 to 29.3 percent in 2010, resulting in the budgeted amount for the retirement contribution increasing from \$25.7 million in 2009 to \$31.9 million in 2010.

The Tollway continues to strive to meet the challenges of financing the Capital Program within the financial parameters defined at the beginning of the Congestion-Relief Program in 2004. As part of a regularly planned strategic review, the Tollway reassessed the Congestion-Relief Program during the spring of 2007. As a result, a number of projects were reevaluated and modified or enhanced due to roadway conditions or to accommodate input from municipalities. Also, due to increased material and construction costs, future budgets for the remaining projects were reevaluated and in some cases increased. Finally, some additions were made to the CRP to address additional portions of the system and to provide access improvements to the Tollway.

Based upon these changes, the multi-year budget for the CRP was increased and the duration was extended through 2016. The revisions were approved by the Authority at its September 7, 2007 Board meeting. The goals of the CRP remain to provide congestion relief by converting the entire mainline system to Open Road Tolling (completed); widening a significant portion of the roadway network; rebuilding or rehabilitating over 95% of the existing pavement; extending I-355 south from I-55 to I-80 (completed); and upgrading or adding interchanges systemwide to meet the needs of growing communities.

The 2010 Capital Program budget accommodates the modifications made to the CRP as well as the initiatives identified by the Board and Executive Management of the Tollway. In some cases, project scopes and schedules were modified to accommodate the financial constraints of the Tollway.

Tollway Organization and Background

THE TOLLWAY

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

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

Board of Directors

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

The present directors, and terms of office are listed below.

NAME	INITIAL APPOINTMENT	EXPIRATION OF CURRENT TERM ⁽¹⁾
Gov. Pat Quinn, ex officio	—	—
Secretary Gary Hannig, ex officio	—	—
Paula Wolff, Chair	August 13, 2009	May 1, 2013
James J. Banks	October 27, 1993	May 1, 2009
Thomas Canham	October 12, 2007	May 1, 2011
William Morris	August 13, 2009	May 1, 2011
Arthur George Pradel	November 14, 2001	May 1, 2007
James M. Roolf	May 26, 2004	May 1, 2009
Maria Saldana	December 5, 2009	May 1, 2011
Carl O. Towns	December 4, 2002	May 1, 2009
Thomas Weisner	August 13, 2009	May 1, 2011

⁽¹⁾ Directors whose terms have expired will serve until such director resigns, is reappointed or a successor is duly appointed and qualified.

Organizational Structure

The Tollway's organizational structure consists of 12 departments including Administration, Communications, Engineering, Directors and Executive, Finance, Information Technology, Investigations & Audit, Legal, Toll Operations, Procurement, Business Systems, and Illinois State Police District 15. The Executive Director manages the day-to-day operations of the Tollway. Tollway department chiefs report to the Executive Director. The Commander of District 15 of the State Police also reports to the Superintendent of the State Police, and the General Counsel to the Tollway also reports to the Attorney General of the State of Illinois.

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

The Department of Business Systems is responsible for overseeing the design and development of the Open Road Toll System and collecting toll revenue from toll violators, assessing fines and imposing sanctions. The Department's responsibilities include customer service associated with the issuance of I-PASS transponders and toll collection.

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

The Directors and the Executive Department manage Tollway affairs consistent with the Act.

The Engineering Department is responsible for the design, construction and maintenance of the roadway. It also coordinates with community groups, government agencies, and planning organizations on transportation and land-use policy. In addition, the Engineering Department directs the Diversity/DBE (Disadvantaged Business Enterprise) Program for the Tollway.

The Finance Department is responsible for all general accounting, budgeting, treasury functions, financial reporting, accounts payable, payroll, risk management and debt management. In addition, the Finance Department coordinates with the State Treasurer on the management of cash and investments.

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

The Investigations & Audit Department is responsible for investigating instances of waste, inefficiencies, fraud, corruption, misconduct and mismanagement in the day-to-day operations of the Tollway. Additionally, the department recommends policies and procedures to ensure that the Tollway's Board members and employees, contractors and/or vendors adhere to all state and federal laws and internal rules and regulations.

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

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

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

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

Labor Relations and Employee Benefits

As of December, 2009, unions represent approximately 1513 of the Tollway's 1783 positions. The three year agreement with the State and Municipal Teamsters, Chauffeurs, and Helpers Union Local 700 (previously Local 726), representing approximately 468 highway maintenance personnel, expired on September 30, 2009. Negotiations for a new contract are on-going. The Tollway has two separate collective bargaining agreements with the Metropolitan Alliance of Police (MAP) representing 29 employees. The MAP's Civilian Call Takers Chapter #336 agreement was reached in 2008 and runs through October 31, 2011. MAP's Telecommunicators Chapter #135 contract runs from May 1, 2007 through April 30, 2010. The Tollway also employs 721 employees represented by the Service Employees International Union Local 73 (SEIU). The agreement expired on December 31, 2008 and negotiations for a successor agreement are on-going. The new SEIU contract will cover Toll Collectors, Money Room employees, Clerks, Custodians, and Warehouse Workers. The American Federation of State, County, and Municipal Employees (ASFCME) Council 31 Local 3883 represents approximately 295 professional and nonprofessional employees. This contract runs from January 1, 2007 through December 31, 2010.

All employees of the Tollway employed for at least six months are covered by the State Employees' Retirement System (SERS), a pension system maintained by the State of Illinois. The Tollway and its employees contribute a percentage of each employee's annual salary to the SERS. This percentage is expected to increase from 23.3% in 2009 to 29.3% in 2010, resulting in the Tollway's budgeted amount for the retirement contribution increasing from \$25.7 million in 2009 to \$31.9 million in 2010. Benefits paid to retirees are based on a fixed benefit plan for vested participants and are computed as a percentage of their salary (calculated at a specified time or as an average during certain periods of their service, as appropriate) multiplied by the number of years of service of the employee.

There are no other material pension plans or similar retirement programs covering Tollway employees.

THE TOLLWAY SYSTEM

The Tollway System presently consists of approximately 286 miles of limited access highway in twelve counties in the northern part of Illinois, and is an integral part of the expressway system in Northern Illinois and the U.S. Interstate Highway System. The entire Tollway System has been designated a part of the U.S. Interstate Highway System.

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

Routes

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

The Jane Addams Memorial Tollway (I-90), formerly the Northwest Tollway, constituting a portion of U.S. Interstate Highway 90, is a 76-mile roadway. The Jane Addams Memorial Tollway begins east of the intersection of the Kennedy Expressway from downtown Chicago and the Tri-State Tollway in the vicinity of O'Hare International Airport, and extends to the west, crossing the Fox River just north of Elgin, Illinois. From there it runs northwesterly to Rockford, Illinois, and then northerly to a point near the Illinois-Wisconsin border, where it feeds into the Wisconsin portion of Interstate 90 leading to Madison, Wisconsin.

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

The Veterans Memorial Tollway (I-355), formerly the North-South Tollway, is a 30-mile highway generally paralleling Illinois Route 53 in DuPage and Will Counties between approximately the intersection of Army Trail Road and the Interstate 290 spur in Addison on the north and Interstate 80 (near Joliet) on the south. The Veterans Memorial Tollway, which opened in December 1989, is the newest addition to the Tollway System and consists of six through lanes along its entire length. The Veterans Memorial Tollway runs through or near the communities of Lemont, Lockport, Homer Glen, New Lenox, Bolingbrook, Downers Grove, Naperville, Lombard, Glen Ellyn and Wheaton. As part of the Congestion-Relief Program (CRP), a 12.5-mile south extension of the Veterans Memorial Tollway through Will County from Interstate 55 to Interstate 80 (the “South Extension”) opened on November 12, 2007, increasing the size of the Veterans Memorial Tollway to 30 miles.

Reagan Memorial Tollway (I-88), formerly the East-West Tollway, constituting a portion of Interstate 88, covers 96.5 miles and begins east of the junction of the Tri-State Tollway (I-294) and the Eisenhower Expressway and runs southwest and west, providing service to Oak Brook, Naperville, Aurora, DeKalb and Dixon, Illinois, ending at U.S. Route 30 in the Sterling/Rock Falls area. From U.S. Route 30, Interstate 88 is a toll-free facility connecting to Interstate 80 and the Quad Cities.



Legend

Illinois Tollway Network

- Edens Spur
- Jane Addams Memorial Tollway
- Ronald Reagan Memorial Tollway
- Tri-State Tollway
- Veterans Memorial Tollway
- Mainline Toll Plaza

Other Roads

- Expressway
- Other Tollway
- Major Road

Illinois Tollway
Open Roads for a Faster Future

MAP ID: 041074E103
Map produced by the Illinois State Toll Highway Authority GIS Group

Illinois State Toll Highway Authority System

Toll Rates

The Tollway has undertaken four major toll adjustments. The first major adjustment generally increased toll rates in 1963, the second generally decreased toll rates in 1970, and the third increased toll rates in September, 1983. The fourth adjustment was passed by the Tollway's Board in September of 2004 in conjunction with the authorization of the Congestion-Relief Program.

The new toll rate structure became effective on January 1, 2005. Toll rates are now defined for four classes of vehicles instead of the prior ten classes of vehicles. A passenger car class is the same as the previous Class 1. This class includes all two-axle vehicles with four or fewer tires. The other three classes are for commercial vehicles and consist of the small, medium and large truck classes. A small truck class consists of what was previously a Class 2 vehicle, two-axle vehicles with six tires. A medium truck class encompasses what were previously Class 3, 4, 7 and 8 vehicles. This class is three and four-axle vehicles including two-axle vehicles towing one and two-axle trailers. The fourth class, the large truck class, consists of the previous 5, 6, 9 and 10 classes. This includes all vehicles with five or more axles, including two-axle vehicles towing three-axle trailers.

This last rate change includes certain rates based on the principle of "Congestion Pricing," which charges lower rates for commercial vehicles using the Tollway System during evening and weekend time periods of travel in order to help with congestion and expedite travel times. The daytime rates for the three commercial vehicle classes of large, medium and small are \$4.00, \$2.25 and \$1.50, respectively, at typical mainline plazas. The new toll rate structure allows passenger car I-PASS users to stay at existing rates (\$0.40 at most toll plazas), while passenger car users paying with cash pay double the I-PASS rate.

Under the Act, the Tollway has the exclusive right to fix, adjust, revise and collect tolls for the use of the Tollway System. Such tolls are required to be fixed at rates calculated to provide the lowest reasonable toll rates to provide funds that will be sufficient, together with other revenues of the Tollway, to pay the costs of any authorized new construction, operating and maintaining the Tollway System and paying debt service on Outstanding Bonds. The Tollway may increase tolls by vote of a majority of its Board of Directors, after conducting a public hearing in each county in which the proposed increase is to take place. No other State of Illinois executive, administrative or regulatory body or regional or local government has the authority to limit or restrict such rates and charges.

Revenue Sources and Underlying Assumptions

The Tollway is a non-appropriated entity; it is self-supporting, depending solely on the Revenues derived from operations and proceeds from the issuance of revenue bonds for the purposes, among others, of financing expansions of the Tollway System and reconstruction of and improvements to the Tollway System. The Tollway does not receive any State or Federal Funding for operational uses.

Revenues

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

For budgetary purposes, the Tollway classifies Revenues into three categories: Tolls and Evasion Recovery, Investment Income and Concessions and Miscellaneous. The revenues generated from toll collection and evasion recovery have been combined to correctly associate revenues from evasion recovery programs with toll revenues.

Toll Revenue Estimates

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

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

In addition to travel times and toll costs, the modeling process takes into account the physical characteristics of the roadway system, which can change over time. For example, add lane construction activities temporarily change network characteristics which impact traveler route choices during the time of construction. The construction activity generally reduces the capacity and speed through the construction zone, thus decreasing the desirability of using that section of the Tollway for certain trips resulting in reducing usage levels on the Tollway. After construction is completed the additional lanes add capacity reducing congestion and increasing usage of the Tollway. Both the usage levels during construction and the resulting benefits of the additional lanes are accounted for by the travel demand modeling process.

The Tollway utilizes a general methodology for developing estimates for the following year. Prior year transactions by month by vehicle class for each toll plaza are entered into a database. Recent trend data coupled with a short term estimate of economic conditions are used to develop base transactions by plaza by vehicle type. The base case situation represents what would happen if there were to be no changes to the highway network in general and specifically the Tollway network in the next year. These base estimates are then adjusted for construction projects (both on and off the Tollway) and roadway changes caused by the completion of construction activity. These adjustments are made by using the travel demand modeling process previously described.

Once the monthly transaction estimates are finalized, they are converted into expected toll revenue estimates at each plaza by applying the toll rate, vehicle class and payment type to the number of transactions in that category. The revenue estimates for the year are simply the sum of all the revenues by plaza.

Adjustments to Toll Revenue Estimates

The “expected revenues” provided by the Traffic Engineer represent the revenue that would be collected if every vehicle paid the exact published toll based on vehicle class, time of day and payment type. The expected revenue does not account for overpayments, underpayments, exemptions or revenue lost due to toll avoidance. Expected revenues provided by the Traffic Engineer also does not account for the tolls and fines collected from violations through the violation enforcement process. Amounts of revenue reported in the Tollway’s annual budget, quarterly statements and annual financial reports include these adjustments.



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Fund Structure

Fund and Account Description

The Amended and Restated Trust Indenture (the Indenture), effective March 31, 1999, an agreement between the Tollway and the Trustee (as Fiduciary for Bondholders) pledges the Tollway's revenues, moneys and securities in all funds and accounts to secure payment on the bonds. The Trust Indenture establishes two funds, the Revenue Fund and Construction Fund; all Revenues are deposited to the Revenue Fund, and proceeds from the issuance of revenue bonds are deposited to the Construction Fund (earnings on the Construction Fund are retained therein). Within the Revenue Fund the Indenture establishes the following: Maintenance and Operations, Debt Service, Renewal/Replacement, Improvement, and System Reserve as well as sub-accounts within the Maintenance and Operations and Debt Service Account. The Indenture establishes the order and amount of allocation from the Revenue Fund to the various accounts and sub-accounts.

Revenue Fund

The Tollway covenants to deliver all Revenues (other than investment income, unless otherwise directed by the Indenture), within five Business Days after receipt, for deposit in the Revenue Fund. On or before the 20th day of each month the Treasurer of the State of Illinois, at the direction of the Tollway, will transfer or apply the balance in the Revenue Fund not previously transferred or applied in the following order of priority:

First, to the Operating Sub-Account of the Maintenance and Operations Account;

Second, to the Operating Reserve Sub-Account of the Maintenance and Operations Account;

Third, to the Interest Sub-Account, Principal Sub-Account and Redemption Sub-Account of the Debt Service Account, in that order of priority, for deposits relating to the Senior Bonds;

Fourth, to the Provider Payment Sub-Account of the Debt Service Account to pay Costs of Credit Enhancement or Qualified Hedge Agreements for Senior Bonds or to reimburse Providers of Credit Enhancement or Qualified Hedge Agreements for Senior Bonds for payments of principal or interest made by such Providers and fees of such Providers and to make termination payments then due and owing with respect to any such Credit Enhancement or Qualified Hedge Agreements outstanding prior to the effective date of the Seventh Supplemental Indenture (June 22, 2005), which contained an amendment establishing the Termination Account (but no such deposit for any termination payment for a Qualified Hedge Agreement shall be made if there is any deficiency in the Debt Reserve Account);

Fifth, to the Debt Reserve Account;

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

Seventh, to the Termination Payment Account to pay termination payments then due and owing with respect to Credit Enhancement and Qualified Hedge Agreements executed and delivered on or after the effective date of the ammendment establishing the Termination Account (June 22, 2005);

Eighth, to the Renewal and Replacement Account;

Ninth, at the direction of the Tollway, to the Improvement Account; and

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

Overview of Flow of Funds

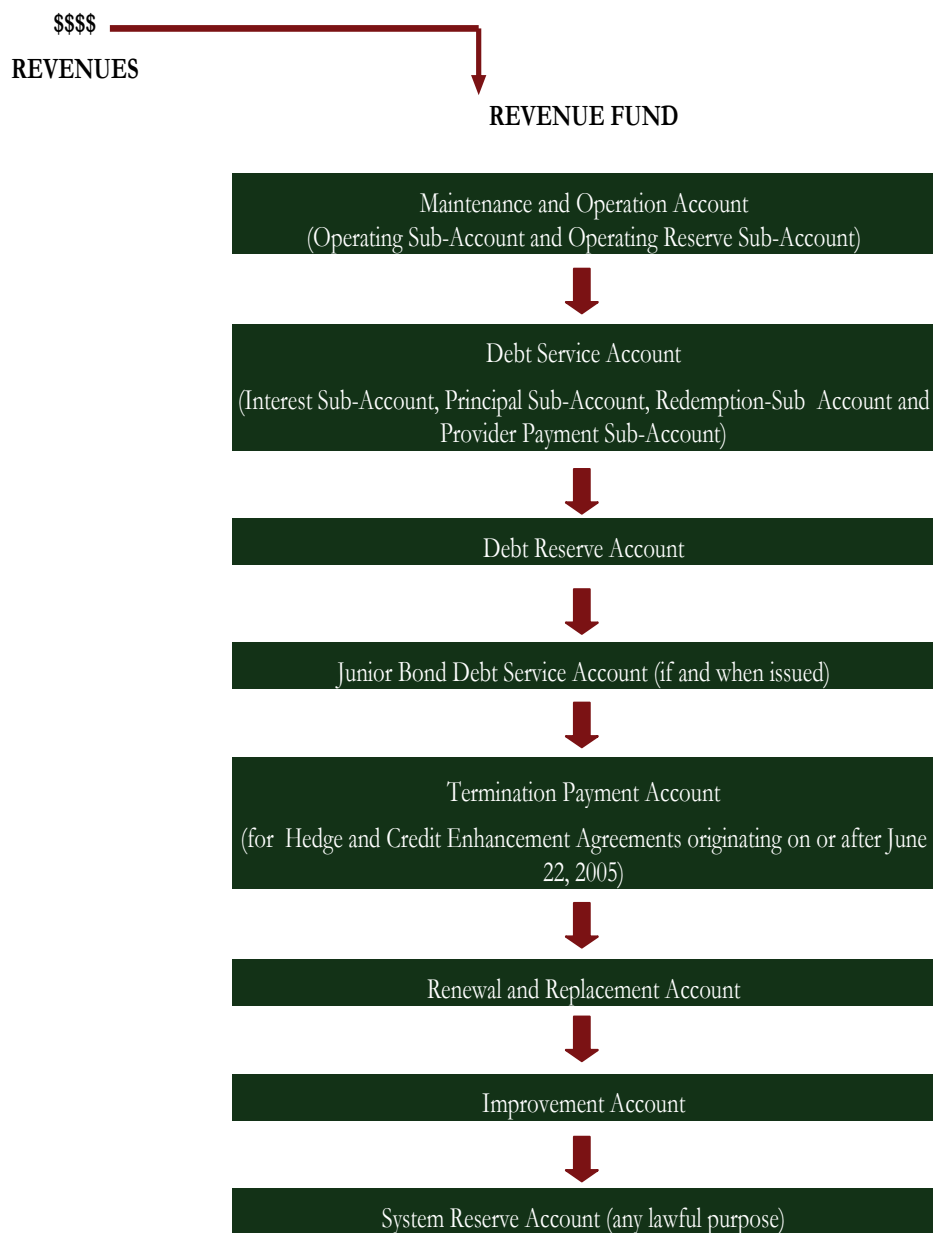


Exhibit 3

Maintenance and Operations Account

The Maintenance and Operations Account consists of the Operating Sub-Account and the Operating Reserve Sub-Account. 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 once a month.

The Operating Reserve Sub-Account receives or retains an amount not to exceed 30 percent of the amount budgeted for Operating Expenses in the Annual Budget for the current Fiscal Year. Monies in the Operating Reserve Sub-Account are held as a reserve for the payment of Operating Expenses and are to be withdrawn from if monies are not available to the credit of the Operating Sub-Account to pay Operating Expenses.

If the Tollway determines that the amount in the Operating Reserve Sub-Account exceeds the amount necessary, the excess will be withdrawn from such Sub-Account and applied as Revenues. By resolution, the Board originally voted to maintain a \$25 million balance in this account and subsequently authorized a balance of \$17 million.

Debt Service Account and Debt Reserve Account

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

Revenues are required to be deposited to cover the interest, principal, and sinking fund installment amounts due, the costs and reimbursements of providers of Credit Enhancement and Qualified Hedge Agreements, and termination payments for any Credit Enhancement and Qualified Hedge Agreements effective before June 22, 2005.

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

Termination Payment Account

This account was established in the Seventh Supplemental Indenture (June 22, 2005) to pay termination payments due to any providers of Credit Enhancement and Qualified Hedge Agreements effective on or after June 22, 2005.

Renewal and Replacement Account

Revenues must be credited to the Renewal and Replacement Account in an amount set forth in the Annual Budget. This amount is determined based on recommendations of the Consulting Engineer. Additional funds can be transferred to this account by the Tollway, based on the Capital Program expenditures, but such funds can only be used on Renewal and Replacement projects.

Improvement Account

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

System Reserve Account

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

Construction Fund

The Construction Fund is held as a separate segregated fund. The Construction Fund receives funds from the sale of bonds and the investment of bond proceeds. No toll revenues are deposited in this fund. The Treasurer may deposit any such separate, segregated accounts within the Construction Fund with the Trustee, pursuant to the provisions of a Supplemental Indenture.

Fiscal Years 2008 - 2010 (December 2009 - Unaudited)
Statement of Revenues/Expenditures/Transfers and Changes in Account/Fund Balances
(\$ in Millions)

	2008	2009	2010	%
Maintenance & Operations Account	Actual	Estimate	Budget	Change
Beginning Balance	\$21.1	\$19.5	\$18.5	
Transfer from Revenue Fund	242.7	256.6	265.3	
Expenditures	(244.3)	(257.6)	(265.3)	
Ending Balance	\$19.5	\$18.5	\$18.5	0.0%
Debt Service Account (1)				
Beginning Balance	\$62.2	\$62.8	\$27.4	
Transfer from Revenue Fund (2)	201.6	182.9	230.6	
Other Transfers (3)	(3.0)	58.3	0.0	
Federal Subsidy for Build America Bonds	0.0	0.0	15.3	
Early Retirement of Series 1993 B Bonds	0.0	(46.3)	0.0	
Debt Service Payments	(198.0)	(230.3)	(209.6)	
Ending Balance	\$62.8	\$27.4	\$63.7	132.5%
Renewal and Replacement Account				
Beginning Balance	\$351.6	\$132.0	\$102.3	
Transfer from Revenue Fund (2)	1.9	162.0	150.0	
Expenditures	(221.5)	(191.7)	(197.7)	
Ending Balance	\$132.0	\$102.3	\$54.6	-46.6%
Improvement Account				
Beginning Balance	\$203.1	\$56.4	\$124.7	
Transfer from Revenue Fund (2)	211.3	38.5	50.1	
Transfer from Construction Fund	258.1	902.3	0.0	
Release from Debt Reserve (4)	57.9	0.0	0.0	
Transfer to Debt Service Account (3)	0.0	(58.3)	0.0	
Expenditures (5)	(674.0)	(814.2)	(74.8)	
Ending Balance	\$56.4	\$124.7	\$100.0	-19.8%
Construction Fund				
Beginning Balance	\$306.3	\$166.5	\$0.0	
Bond Proceeds (2)(6)	333.4	735.5	-	
Expenditures	(219.1)	0.3	-	
Transfers to Improvement Account	(258.1)	(902.3)	-	
Adjustment for PY Bond Issuance Costs	4.0	-	-	
Ending Balance	\$166.5	\$0.0	\$0.0	0.0%

(1) Excludes amounts deposited to and paid from capitalized interest accounts funded by bond proceeds.

(2) Includes Allocation of Interest Income.

(3) A \$46.3 million transfer in January 2009 financed the early retirement of the Series 1993B Bonds and related Swap Termination and a \$12 million transfer in December 2009 provided for the prepayment of a portion of interest on the Series 2009B Bonds due in 2010.

(4) Due to purchase of Surety Policy to cover a portion of Debt Reserve Requirement.

(5) Expenditures are net of cost recovery pursuant to Intergovernmental Agreements.

(6) Bond Proceeds are net of any issuance costs, capitalized interest and Debt Reserve deposits.

Exhibit 4

Fiscal Year 2008 - 2010
Statement of Revenues/Expenditures/Transfers and Changes in Account/Fund Balances
(Millions)

All Accounts/Funds	2008	2009	2010	%
	Actual	Estimate	Budget	Change
Beginning Balance	\$944.3	\$437.2	\$272.9	
Transfer from Revenue Fund	657.5	640.0	696.0	
Other Transfers	(3.0)	0.0	0.0	
Bond Proceeds	333.4	735.5	0.0	
Federal Subsidy for Build America Bonds	0.0	0.0	15.3	
Release from Debt Reserve	57.9	0.0	0.0	
Early Retirement of Series 1993 B Bonds	0.0	(46.3)	0.0	
Debt Service Payments & Adjustments	(194.0)	(230.3)	(209.6)	
Expenditures	(1,358.9)	(1,263.2)	(537.8)	
Ending Balance	\$437.2	\$272.9	\$236.8	-15.2%

Change in Account/Fund Balances in excess of 10%

For budgetary purposes the Tollway groups the revenues and expenses of the Revenue Fund according to the following four Accounts: Maintenance and Operations, Debt Service, Renewal/Replacement and Improvement. The balance in the Revenue Fund is the sum of these four account balances. The budget reports these four account balances and the Construction Fund. The balance in a particular fund is the difference between fund assets and fund liabilities remaining at year-end. For budgetary purposes, this represents the sum of over-realized or unanticipated revenues and unspent reserves at the end of each fiscal year.

In 2005, the Tollway began implementation of the Congestion-Relief Program which is based on a financial plan that is funded approximately \$3.5 billion from bond proceeds and \$2.8 billion from current revenues. The costs associated with the CRP are one-time, non-recurring expenses for improvements made to the system. The variance in annual expenditures is due to the schedule of work and value of individual projects.

The ending fund balance in the Debt Service Account changed by an amount greater than 10% from 2008 to 2009 and then again from 2009 to 2010. The change from 2008 Actual to 2009 Estimated was from \$62.8 million to \$27.4 million (a decline of 56%), and the change from 2009 Estimated to 2010 Budget was from \$27.4 million to \$63.7 million (an increase of 132%). Note that the change from 2008 Actual to 2010 Budget is only a 1% increase. The primary reason for this shift (and shift back) in ending balance is the prepayment in January of 2009 of a \$44.4 million principal payment

that had originally been scheduled to come due on January 1, 2010. Because of this prepayment, the amount of principal due on January 1, 2010 that would need to be covered by the ending balance of 2009 was reduced from \$45,465,000 to \$1,065,000, reducing the balance needed at the end of 2009. The amount of principal due on January 1, 2011, a payment which will need to be covered by the ending balance of 2010, is \$49,910,000, requiring the significant increase in ending fund balance from 2009 to 2010.

It is estimated that during 2010 the balances in the Renewal/Replacement Account and the Improvement Account will decrease by 47 and 20 percent respectively. For 2010, the balance in the Construction Fund is projected to remain at zero. During the first three years of the CRP the Tollway received more proceeds from the sale of revenue bonds than necessary for the annual expenditures of the Capital Program. In 2007, the Tollway relied more on bond proceeds to fund costs of the projects within the Capital Program, while allowing the balances in the Renewal/Replacement and Improvement Accounts to increase. The combination of revenues and bond proceeds received during 2008 and 2009 were less than the costs necessary for the Capital Program, therefore the Tollway began to draw on the balances in the Renewal/Replacement and Improvement Accounts, as well as the Construction Fund, which reduced year-end balances in 2008 and 2009. The 2010 Budget for the Capital Program will rely on revenues and continue to draw on balances from the Renewal/Replacement and Improvement Accounts.

Budget Summaries

2010 Budgeted Revenues and Expenditures

The Tollway is a self-supporting entity depending solely on the revenue stream derived from Tollway operations for its support. Unlike other State of Illinois authorities whose budgets are appropriated and approved by the State Legislature, the Tollway receives no appropriations from the State of Illinois and the annual budget is approved by the Tollway board of directors.

Revenues

Toll Revenue and Evasion Recovery	\$680 million	Collections via cash, I-PASS or recovery of violation payments
Concessions	\$6 million	Oases, fuel, food and retail sales
Investment Income	\$8 million	Interest income on Tollway funds and I-PASS cash escrow accounts
Miscellaneous	\$2 million	Revenue from overweight trucks, fines, rental of assets for fiber optics, license fees, etc.
Total Current Revenues	\$696 million	

Operating Expenses

Maintenance and Operations	\$265 million	Related to toll collections, roadway maintenance, traffic control, safety, insurance and administration
Debt Service	\$231 million	Principal and interest payments on outstanding debt
Total Operating and Debt Service Expenditures	\$496 million	

Capital Program Expenditures	\$273 million	Capital expenditures for system-wide maintenance, reconstruction and expansion
-------------------------------------	----------------------	--

Capital Program costs are funded through allocations of current revenue, monies on deposit in the Renewal and Replacement Account and the Improvement Account (RR&I), and proceeds from the sale of bonds. The Tollway receives neither State nor Federal funding for the construction of the roadway.

Exhibit 5

Sources of Revenue

Fiscal Year 2010

(\$ in Millions)

Sources	FY 2009 <u>Budget</u>	FY 2009 <u>Estimates</u>	FY 2010 <u>Projections</u>
Toll & Evasion Recovery	\$650	\$629	\$680
Investment Income	22	4	8
Concessions & Misc.	8	7	8
Total	\$680	\$640	\$696

Exhibit 6

2010 Revenue Projections

\$696 Million

(\$ in Millions)

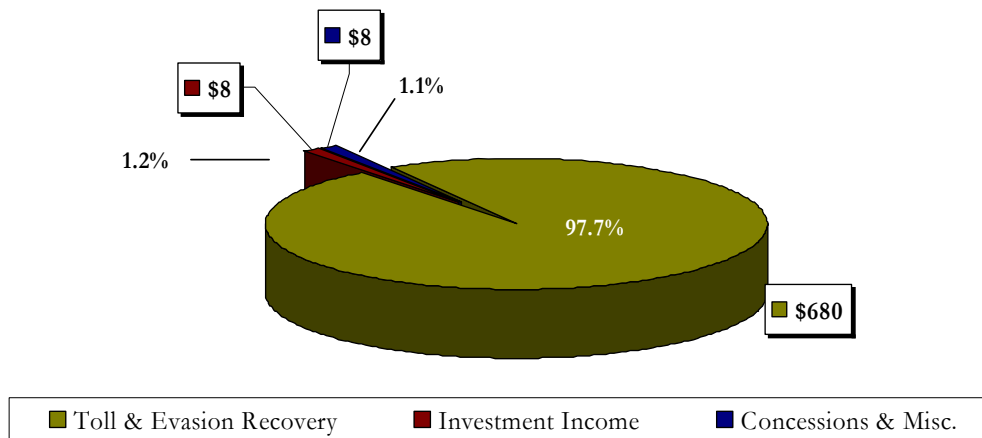


Exhibit 7

Allocation of Revenue

Fiscal Year 2010

(\$ in Millions)

Allocations	FY 2009 <u>Budget</u>	FY 2009 <u>Estimates</u>	FY 2010 <u>Projections</u>
M&O	\$258	\$257	\$265
Debt Service Transfer	210	183	231
Deposit to RR & I	212	201	200
Total	\$680	\$640	\$696

Note: Numbers may not add to totals due to rounding

Exhibit 8

2010 Projected Allocation of Revenue

\$696 Million

(\$ in Millions)

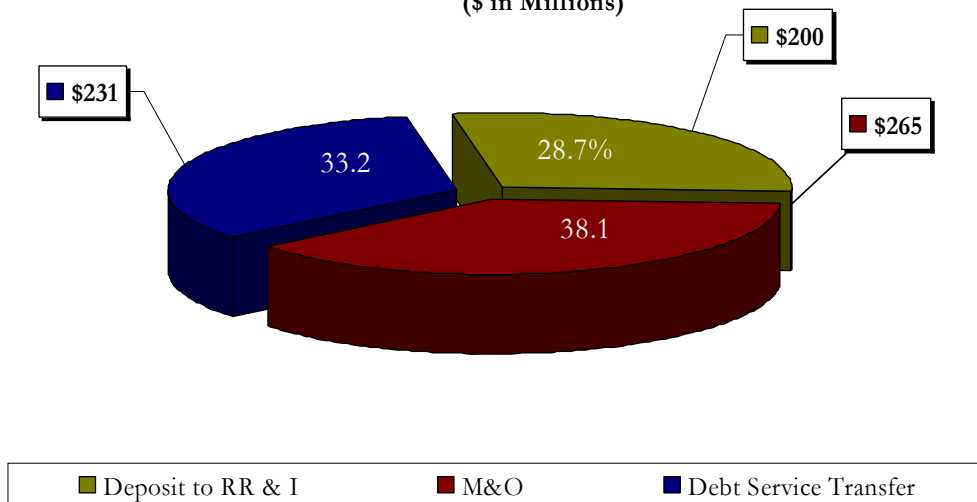


Exhibit 9

Capital Program Projections
Fiscal Year 2010
 (\$ in Millions)
 (All Capital Accounts)

	FY 2009 <u>Estimates</u>	FY 2010 <u>Projections</u>
Beginning Balance	\$355	\$227
Deposit to RRI	201	200
Bond Proceeds	735	0
Redeemed 1993B Bond and transfer to/from Debt	(58)	0
Expenditures *	(1,006)	(273)
Ending Balance	\$227	\$155

* Expenditures reflect cost recovery of \$30 million in 2009 and \$15 million in 2010 pursuant to Intergovernmental Agreements.

Exhibit 10

2010 Projected Capital Expenditures
\$273 Million
 (\$ in Millions)

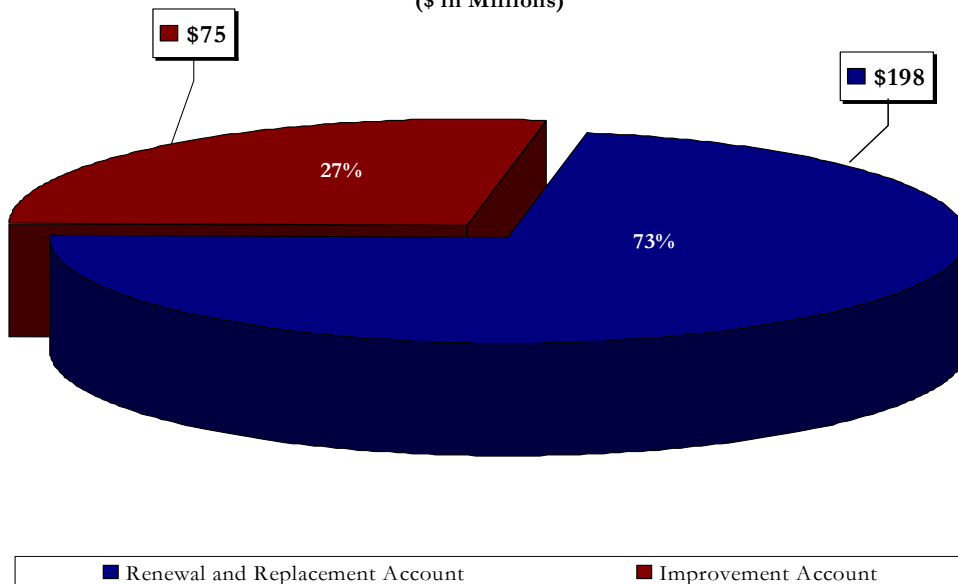


Exhibit 11

2010 Requested Headcount

Department	2007 Budget	2008 Budget	2009 Budget	2010 Request	Change From 2009 Budget
Administration	41	41	41	41	-
Business Systems	56	63	69	72	3
Communications	10	12	11	11	-
Engineering	577	594	598	592	(6)
Executive Management & Board of Directors	6	6	7	7	-
Finance	57	57	58	55	(3)
Information Technology	75	75	75	72	(3)
Investigations & Audit	15	15	15	15	-
Legal	12	12	12	12	-
Procurement	55	56	54	54	-
State Police	19	19	19	19	-
Toll Operations	827	833	824	754	(70)
Total Headcount	1,750	1,783	1,783	1,704	(79)

Notes:

- Business Systems is adding a Deputy Chief, Customer Service Inventory Supervisor and a Project Coordinator.
- Engineering is eliminating the following vacant positions: Automotive Attendant, Document Control Technician, Senior Project Engineer, Technical Assistant of Fiber Optics, Web Based Project Manager, Administration Manager and a Proliance Compliance Officer. Engineering is adding an Aerial Lift Operator.
- Finance is eliminating two vacancies: a Project Accountant and a Construction Insurance Analyst. One Accounts Payable Specialist position was transferred to Procurement.
- Information Technology is eliminating three vacancies: an ERP Project Manager, a Systems Supervisor, and a Tower Administration Manager.
- Procurement is eliminating a Purchasing Supervisor vacancy.
- Toll Operations reduced its number of Toll Collector and Plaza Manager/Supervisor vacancies by seventy through 2010. During 2009, the Building Maintenance function was transferred from Administration to Toll Operations.

2010 Maintenance & Operations Budget
By Category
(\$ in Millions)

Category	2008 Actual Expenditures	2009 Budget	2010 Budget Request	\$ Change
Salary & Wages	\$107.6	\$110.4	\$108.7	(\$1.7)
FICA & Retirement	27.6	33.2	39.2	6.0
Group Insurance	26.2	28.0	28.9	0.9
Contractual Services	36.9	38.4	42.8	4.4
Employee Development	0.7	1.3	1.0	(0.3)
Utilities	8.3	7.8	7.9	0.1
Operational Materials & Supplies	9.0	10.6	11.1	0.5
Parts & Fuels	7.2	7.6	6.4	(1.2)
Equipment / Office Rental / Maintenance	14.5	13.4	11.3	(2.1)
All Other Insurance	8.1	8.6	10.4	1.8
Recovery of Expenses	(1.8)	(1.7)	(2.4)	(0.7)
Total M&O Costs	\$244.3	\$257.6	\$265.3	\$7.7

Exhibit 13

2010 Maintenance & Operations Budget
By Major Account

Major Account Description	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARIES & WAGES	\$ 107,564,193	\$ 110,371,532	\$ 108,731,715	\$ (1,639,817)
FICA	\$ 7,485,138	\$ 7,487,315	\$ 7,325,915	\$ (161,400)
RETIREMENT	\$ 20,158,283	\$ 25,712,597	\$ 31,874,519	\$ 6,161,922
PAYROLL SUB-TOTAL	\$ 135,207,614	\$ 143,571,444	\$ 147,932,149	\$ 4,360,705
GROUP INSURANCE	\$ 26,169,214	\$ 27,950,000	\$ 28,875,000	\$ 925,000
OTHER OUTSIDE SERVICES	\$ 22,375,151	\$ 21,132,677	\$ 22,604,111	\$ 1,471,434
BANK CHARGES	\$ 11,196,475	\$ 11,350,000	\$ 12,156,000	\$ 806,000
EQUIPMENT MAINTENANCE	\$ 13,842,973	\$ 12,756,672	\$ 10,541,085	\$ (2,215,587)
WORKMAN'S COMP. INSURANCE	\$ 5,816,853	\$ 6,100,000	\$ 7,800,000	\$ 1,700,000
MATERIALS - OPERATIONAL	\$ 6,592,227	\$ 7,181,800	\$ 6,851,800	\$ (330,000)
UTILITIES	\$ 5,251,471	\$ 5,001,500	\$ 5,101,500	\$ 100,000
CONTRACTED OUTSIDE SERVICE	\$ 937,449	\$ 2,194,000	\$ 4,321,300	\$ 2,127,300
FUELS AND OILS	\$ 4,690,261	\$ 5,360,650	\$ 4,053,250	\$ (1,307,400)
CONSULTING SERVICES	\$ 1,916,358	\$ 3,173,400	\$ 3,150,000	\$ (23,400)
TELEPHONE & TELEGRAPH	\$ 3,021,398	\$ 2,849,900	\$ 2,756,500	\$ (93,400)
PROPERTY INSURANCE	\$ 2,325,690	\$ 2,512,000	\$ 2,600,000	\$ 88,000
REPLACEMENT PARTS	\$ 2,459,684	\$ 2,156,800	\$ 2,219,480	\$ 62,680
SUPPLIES - OPERATIONAL	\$ 778,351	\$ 1,120,500	\$ 1,438,170	\$ 317,670
OTHER EXPENSES	\$ 304,709	\$ 685,050	\$ 1,414,837	\$ 729,787
EQUIPMENT RENTALS	\$ 703,952	\$ 642,850	\$ 736,860	\$ 94,010
SUPPLIES - OFFICE	\$ 417,683	\$ 512,372	\$ 502,400	\$ (9,972)
POSTAGE AND EXPRESS	\$ 521,436	\$ 473,075	\$ 472,550	\$ (525)
UNIFORMS & ACCESSORIES	\$ 391,354	\$ 542,800	\$ 471,800	\$ (71,000)
DUES, BOOKS & SUBSCRIP.	\$ 129,168	\$ 403,000	\$ 266,625	\$ (136,375)
ARMORED TRUCK SERVICE	\$ 260,078	\$ 140,000	\$ 240,000	\$ 100,000
OTHER CAPITAL EQUIPMENT	\$ 78,803	\$ 186,160	\$ 205,020	\$ 18,860
TRAVEL AND SUBSISTENCE	\$ 136,533	\$ 179,400	\$ 165,330	\$ (14,070)
EMPLOYEE TRAINING	\$ 19,853	\$ 189,000	\$ 158,400	\$ (30,600)
TOOLS & EQUIPMENT	\$ 81,057	\$ 109,300	\$ 125,522	\$ 16,222
PRINTING	\$ 63,576	\$ 144,550	\$ 115,400	\$ (29,150)
ADVERTISING & PROMOTION	\$ 43,953	\$ 158,100	\$ 114,500	\$ (43,600)
BUILDING EQUIPMENT	\$ 179,101	\$ 82,200	\$ 70,948	\$ (11,252)
OFFICE EQUIPMENT	\$ 55,344	\$ 67,500	\$ 63,600	\$ (3,900)
ROADWAY EQUIPMENT	\$ 39,524	\$ 137,200	\$ 52,060	\$ (85,140)
BOND TRUSTEE	\$ 36,848	\$ 50,000	\$ 50,000	\$ -
EMPLOYMENT MEDICAL EXPENSE	\$ 60,003	\$ 54,000	\$ 40,000	\$ (14,000)
POLICE EQUIPMENT	\$ 2,414	\$ 114,700	\$ 10,000	\$ (104,700)
TOLL COLLECTION EQUIPMENT	\$ -	\$ 50,500	\$ 5,000	\$ (45,500)
CASH HANDLING EQUIPMENT	\$ -	\$ 800	\$ 500	\$ (300)
ADVISORY COMMITTEE EXPENSE	\$ 25	\$ 100	\$ -	\$ (100)
CAFETERIA EQUIPMENT	\$ 10,916	\$ -	\$ -	\$ -
RECOVERY OF EXPENSES	\$ (1,782,961)	\$ (1,688,200)	\$ (2,375,500)	\$ (687,300)
TOTAL NON-PAYROLL COSTS	\$ 109,126,924	\$ 114,074,356	\$ 117,374,048	\$ 3,299,692
TOTAL M & O COSTS	\$ 244,334,538	\$ 257,645,800	\$ 265,306,197	\$ 7,660,397

Exhibit 14

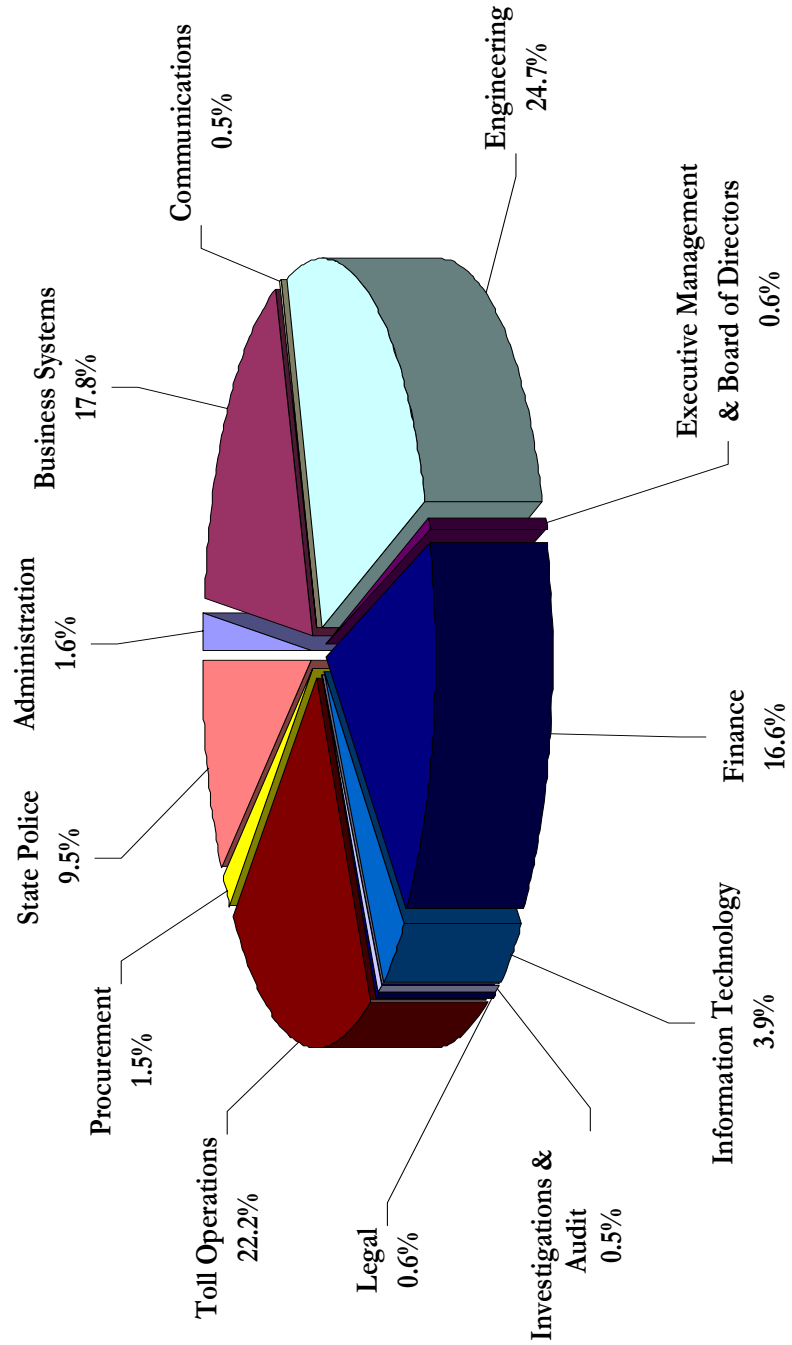
2010 M&O Budget by Department

(\$ in Millions)

Department	2008 Actual Expenditures	2009 Budget	2010 Budget Request	\$ Change
Administration	\$4.2	\$4.3	\$4.1	(\$0.2)
Business Systems	49.7	46.5	47.2	0.7
Communications	0.9	1.3	1.3	0.0
Engineering	59.8	64.1	65.6	1.5
Executive Management & Board of Directors	1.3	1.6	1.5	(0.1)
Finance	36.0	40.4	44.1	3.7
Information Technology	8.2	10.4	10.4	0.0
Investigations & Audit	1.1	1.2	1.4	0.2
Legal	1.2	1.5	1.6	0.1
Procurement	3.4	3.7	3.9	0.2
State Police	22.7	23.4	25.2	1.8
Toll Operations	55.8	59.2	59.0	(0.2)
Total	\$244.3	\$257.6	\$265.3	\$7.7

Exhibit 15

2010 M&O Budget % of Total Budget by Department



Strategic Plan

Overview of Tollway Strategic Plan

Mission Statement:

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

The Tollway Mission Statement is linked to the following Strategic Priorities:

Strategic Priorities:

- 1. Reduce Traffic Congestion**
- 2. Implement the Congestion Relief Program**
- 3. Improve Operational Efficiency and Effectiveness**

These Strategic Priorities represent the Tollway's long-range goals and objectives which have been clearly defined and given top priority by management. These Strategic Priorities are generally considered multi-year programs.

Reducing Traffic Congestion by promoting increased I-PASS usage, adding Open Road Tolling lanes and reducing accident response and clearance times are ongoing goals and objectives.

The \$6.1 billion Congestion Relief Program (CRP) reflects a regularly planned strategic review of program accomplishments, the impact of market forces on major industry costs, and ongoing discussions with surrounding communities. The goals and objectives of this program are to provide congestion relief by converting the entire mainline system to Open Road Tolling (complete), widening most of the roadway network, rebuilding and rehabilitating over 95% of the existing pavement, extending I-355 to I-80 (complete), and upgrading or adding interchanges system-wide to meet the needs of growing communities. The CRP is the largest capital improvement program undertaken in the Tollway's 50 plus year history.

Improving Operational Efficiency and Effectiveness encompasses both long-range as well as some short-range goals and objectives. These include maintaining strict control of all operating expenditures, improving I-PASS Call Center responsiveness and ensuring the highest level of customer satisfaction whether it is in person or through various forms of communication.

These Strategic Priorities are in turn, aligned with:

Fourteen Performance Metrics:

These Performance Metrics are reported to Tollway management as well as the Governor's Office on a quarterly basis to ensure that the Tollway's Mission Statement and corresponding Strategic Priorities are kept on track at all times throughout the organization.

1. **I-PASS Rush Hour Transactions Percentage**
2. **I-PASS Transactions Percentage (All Hours)**
3. **Number of I-PASS Express (ORT) Lanes**
4. **Travel Time Index Congestion Measure**
5. **Accident Response Time**
6. **Accident Clearance Time**
7. **Construction Program Budget to Committed Contract Variance**
8. **Pavement Rating**
9. **Operating Expenditure per Lane Mile**
10. **Operating Expenditure per Transaction**
11. **Frontline Staff Percentage**
12. **Total Transactions per Full Time Employee**
13. **I-PASS Call Center Responsiveness**
14. **Customer Satisfaction**

Internal Tollway Targets

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

External Benchmarks

External Benchmarks are established by consultants who attempt to match the Tollway's Performance Measurements with those of similar roadway systems throughout the U.S. Comparable statistics are not always available on a consistent basis.

Departmental Goals and Objectives

The Strategic Plan section includes tables and a graph indicating each department's participation in the Tollway's Mission Statement, Strategic Priorities and Performance Measurements. The departmental allocation to the metrics is shown in dollars as well as percentage of budget.

Included in the Departmental Budgets and Narratives section are the 2009 Accomplishments as well as the 2010 Goals and Objectives for each department. Some relate to the Authority's Strategic Priorities which are generally long-term in nature, while others pertain to internal departmental goals and objectives which are usually short-term in nature and not quantifiable. Regarding internal departmental goals and objectives, accountability enters into play when one sees how many goals and objectives were actually accomplished from one year to the next.

Overview of Tollway Strategic Plan

Mission Statement:

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

Strategic Priorities:

1. Reduce Traffic Congestion
2. Implement Congestion-Relief Program
3. Improve Operational Efficiency and Effectiveness

Performance metrics are measured on a quarterly basis, but year-end numbers may reflect either fourth quarter results or a quarterly average for the year to adjust for seasonality.

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2009 Year End	Internal Tollway Target	External Benchmark
1	1	I-PASS Rush Hour Transactions Percentage	Measures the number of drivers who use electronic toll collection (i.e., I-PASS) during the Rush Hour period. The use of I-PASS reduces traffic congestion at the toll plazas.	85%	90%	66% - Orlando Orange County Expressway Authority
2	1	I-PASS Transactions (all hours) Percentage	Measures the number of drivers who use electronic toll collection (i.e., I-PASS) during all hours of the day. The use of I-PASS reduces traffic congestion at the toll plazas.	82%	80%	57% - Florida Turnpike
3	1	Number of ORT Lanes	Measures the number of Open Road Tolling (ORT) Lanes completed. ORT Lanes allow drivers to pay tolls while travelling at normal speeds. ORT Lanes reduce congestion at	100	100	Not Available
4	1	Travel Time Index Congestion Measure	Measures the amount of systemwide traffic congestion. It is the ratio between the Average Travel Time and the Free Flow Travel Time (60 mph). Values greater than 1.00 reflect congestion.	AM Peak = 1.07 PM Peak = 1.19 Total Day = 1.08	AM=1.00 PM=1.00 TD=1.00	AM = 1.16 Atlanta PM = 1.32 Atlanta TD = Not Available
5	1	Accident Response Time	Measures the Tollway's ability to identify congestion creating traffic incidents and ensure units arrive promptly to the scene.	Personal Injury Response Time = 7:25 min Fatality Response Time = 7:19 min Property Damage Response Time = 10:36 min	PIR = 6:00 min FR = 4:00 min PDR = 10:00 min	PIR = Not Available FR = 28:00 min PDR = Not Available Washington State Gray Notebook
6	1	Accident Clearance Time	Measures the Tollway's ability to remedy congestion creating traffic incidents.	Personal Injury Clearance Time = 38:53 min Fatality Clearance Time = 2:12:14 hrs Property Damage Clearance Time = 17:03 min	PIC = 1:30 hr FC = 4:30 hr PDC = 45 min	PIC = 2:50 hr FC = 4:06 hr PDC = Not Available Washington State Gray Notebook
7	2	Program Budget to Committed Contract Variance	Measures the Tollway's ability to manage its construction program to budget.	-28.2%	0%	Not Available

Overview of Tollway Strategic Plan

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2009 Year End	Internal Tollway Target	External Benchmark
8	2	Pavement Rating	Measures the condition of the Tollway's roads.	Excellent = 32% Good = 27% Transitional = 8% Fair = 3% Poor = 0% Failed = 0% Not Available = 30%	Excellent=100% Good=0% Transitional=0% Fair=0% Poor=0% Failed=0% NA=0%	Excellent=25% Good=59% Transitional=0% Fair=10% Poor=6% Failed=0% NA=0% Oregon DOT
9	3	Operating Expenditure per Lane Mile	Measures the ability of the Tollway to operate efficiently, as compared to other toll authorities.	\$31,145	\$30,000	\$59,748 - PA Turnpike
10	3	Operating Expenditure per Transaction	Measures the ability of the Tollway to operate efficiently, as compared to other toll authorities.	\$0.33	\$0.20	\$0.97 - NY Thruway
11	3	Frontline Staff Percentage	Measures the percentage of frontline employees to total employees.	74%	80%	Not Available
12	3	Total Transactions per FTE	Measures the efficiency of service delivery.	1313	1200	598 - Oklahoma
13	3	I-PASS Call Center Responsiveness	Measures the responsiveness of the I-PASS Call Center to customer calls.	1) Percentage of Calls Answered within 20 seconds = 68.3% 2) Avg. Abandon Time = 5:47 min 3) Avg. Time to Address Call = 2:35 min	1) = 75% 2) = NA 3) = NA	1) = 80% 2) = NA 3) = NA Orlando Orange County Expressway Authority
14	3	Customer Satisfaction	Measures Tollway Customer Satisfaction.	Satisfied to Very Satisfied = 84%	85%	89% of NY Thruway E-ZPass customers surveyed rated their experience from good to excellent.

Performance Measurements - Historical Trends

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2006 Year End	2007 Year End	2008 Year End	2009 Year End
1	1	I-PASS Rush Hour Transactions Percentage	83%	83%	86%	85%
2	1	I-PASS Transactions (all hours) Percentage	78%	80%	81%	82%
3	1	Number of ORT Lanes	90	91	92	100
4	1	Travel Time Index Congestion Measure	AM Peak = 1.07 PM Peak = 1.11 Total Day = 1.03	AM Peak = 1.11 PM Peak = 1.19 Total Day = 1.06	AM Peak = 1.14 PM Peak = 1.25 Total Day = 1.12	AM Peak = 1.07 PM Peak = 1.19 Total Day = 1.08
5	1	Accident Response Time	Personal Injury Response Time = 6:34 min Fatality Response Time = 4:56 min Property Damage Response Time = 9:56 min	Personal Injury Response Time = 6:54 min Fatality Response Time = 5:12 min Property Damage Response Time = 10:18 min	Personal Injury Response Time = 6:41 min Fatality Response Time = 8:43 min Property Damage Response Time = 10:56 min	Personal Injury Response Time = 7:25 min Fatality Response Time = 7:19 min Property Damage Response Time = 10:36 min
6	1	Accident Clearance Time	Personal Injury Clearance Time = 41:24 min Fatality Clearance Time = 2:33:33 hr Property Damage Clearance Time = 17:03 min	Personal Injury Clearance Time = 35:56 min Fatality Clearance Time = 2:27:32 hr Property Damage Clearance Time = 17:35 min	Personal Injury Clearance Time = 34:59 min Fatality Clearance Time = 3:01:22 hr Property Damage Clearance Time = 17:52 min	Personal Injury Clearance Time = 38:53 min Fatality Clearance Time = 2:12:14 hrs Property Damage Clearance Time = 17:03 min
7	2	Program Budget to Committed Contract Variance	1.3%	-25.2%	-19.7%	-28.2%

Exhibit 18

Performance Measurements - Historical Trends

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2006 Year End	2007 Year End	2008 Year End	2009 Year End
8	2	Pavement Rating	Excellent = 47% Good = 20% Transitional = 11% Fair = 12% Poor = 0% Failed = 0% Not Available = 10%	Excellent = 62% Good = 23% Transitional = 0% Fair = 9% Poor = 5% Failed = 0% Not Available = 1%	Excellent = 32% Good = 27% Transitional = 8% Fair = 3% Poor = 0% Failed = 0% Not Available = 30%	Excellent = 32% Good = 27% Transitional = 8% Fair = 3% Poor = 0% Failed = 0% Not Available = 30%
9	3	Operating Expenditure per Lane Mile	\$29,824	\$33,076	\$34,350	\$31,145
10	3	Operating Expenditure per Transaction	\$0.26	\$0.28	\$0.31	\$0.33
11	3	Frontline Staff Percentage	75%	76%	75%	74%
12	3	Total Transactions per FTE	1280	1331	1333	1313
13	3	I-PASS Call Center Responsiveness	1) Percentage of Calls Answered within 60 seconds = 77% 2) Avg. Abandon Time = 1:33 min 3) Avg. Time to Address Call = 22 sec	1) Percentage of Calls Answered within 20 seconds = 63.5% 2) Avg. Abandon Time = 2:29 min 3) Avg. Time to Address Call = 1:11 min*	1) Percentage of Calls Answered within 20 seconds = 46.4% 2) Avg. Abandon Time = 6:04 min 3) Avg. Time to Address Call = 3:55 min**	1) Percentage of Calls Answered within 20 seconds = 68.3% 2) Avg. Abandon Time = 5:47 min 3) Avg. Time to Address Call = 2:55 min
14	3	Customer Satisfaction	Identify the number of customers completing surveys as "satisfied" divided by the total number of customers completing surveys. - not available	Identify the number of customers completing surveys as "satisfied" divided by the total number of customers completing surveys. - not available	Identify the number of customers completing surveys as "satisfied" divided by the total number of customers completing surveys. - not available	Satisfied to Very Satisfied = 84%

* Increase due to consolidation of Call Center operations.

** Increase due to high volume of calls regarding violation notices.

**Tollway Strategic Plan
Summary by Metric and Department**

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

- Strategic Priorities:**
1. Reduce Traffic Congestion
 2. Implement Congestion-Relief Program
 3. Improve Operational Efficiency and Effectiveness

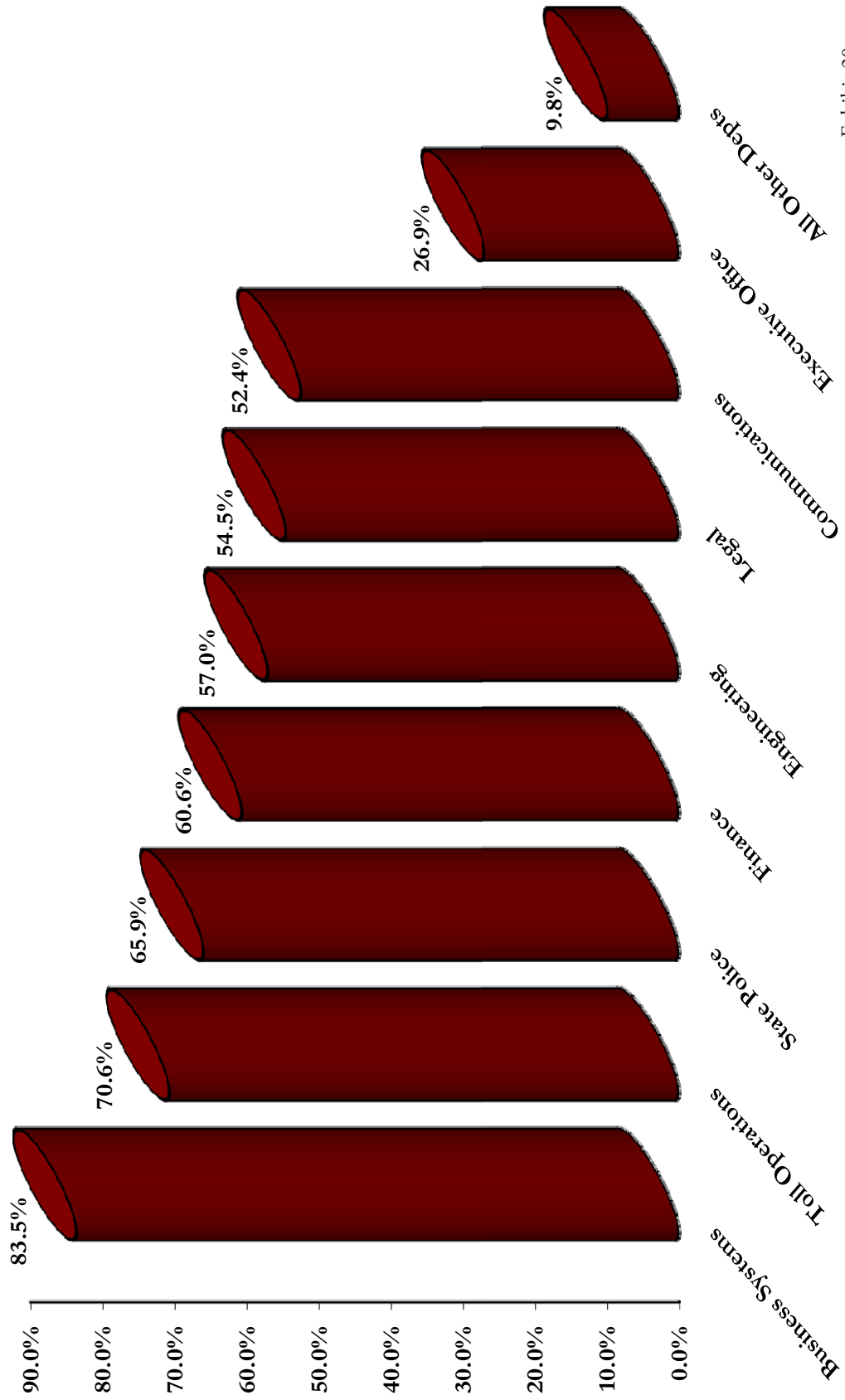
Performance Metrics:

Perf Metric #	Aligned with Strat Priority #	Performance Metric	Administration	Communications	Engineering	Executive Office	Finance	Information Technology	Investigations / Audit	Legal	Toll Operations	Business Systems	Procurement	Illinois State Police	Total Cost Identified w/Metric
1	1	I-PASS Rush Hour Transactions Percentage	\$ -	\$ 103,975	\$ 123,688	\$ -	\$ 21,819	\$ -	\$ 8,571	\$ 60,647	\$ -	\$ 992,443	\$ -	\$ -	\$ 1,311,143
2	1	I-PASS Transactions (all hours) Percentage	\$ 476,664	\$ 110,942	\$ 123,688	\$ -	\$ 21,819	\$ 63,650	\$ 8,571	\$ 60,647	\$ -	\$ 992,443	\$ -	\$ -	\$ 1,858,414
3	1	Number of ORT Lanes	\$ -	\$ -	\$ 6,493,442	\$ 68,202	\$ 1,233	\$ 207,930	\$ -	\$ 60,647	\$ -	\$ 446,275	\$ -	\$ -	\$ 7,277,728
4	1	Travel Time Index Congestion Measure	\$ -	\$ 327,676	\$ -	\$ -	\$ 1,233	\$ -	\$ -	\$ 60,647	\$ 3,975,925	\$ 647,403	\$ -	\$ -	\$ 5,012,884
5	1	Accident Response Time	\$ -	\$ -	\$ 5,644,135	\$ -	\$ 1,233	\$ 224,159	\$ -	\$ 60,647	\$ 31,544	\$ 112,796	\$ -	\$ 3,311,902	\$ 9,386,417
6	1	Accident Clearance Time	\$ -	\$ -	\$ 5,398,859	\$ -	\$ 1,233	\$ 319,040	\$ -	\$ 60,647	\$ -	\$ -	\$ -	\$ 7,727,772	\$ 13,507,551
7	2	Program Budget to Awarded Contract Variance	\$ -	\$ -	\$ 2,116,848	\$ 68,202	\$ 457,111	\$ -	\$ -	\$ 60,647	\$ -	\$ 156,932	\$ 154,199	\$ -	\$ 3,013,940
8	2	Pavement Rating	\$ -	\$ -	\$ 6,556,431	\$ -	\$ -	\$ -	\$ -	\$ 60,647	\$ -	\$ -	\$ -	\$ -	\$ 6,617,078
9	3	Operating Expenditure per Lane Mile	\$ -	\$ -	\$ 3,105,524	\$ 68,202	\$ 428,844	\$ 181,569	\$ -	\$ 60,647	\$ 8,984,250	\$ 1,353,555	\$ 77,100	\$ 33,286	\$ 14,292,976
10	3	Operating Expenditure per Transaction	\$ -	\$ -	\$ 3,105,524	\$ 68,202	\$ 505,604	\$ 226,675	\$ -	\$ 60,647	\$ 8,984,250	\$ 1,353,555	\$ 77,100	\$ 33,286	\$ 14,414,842
11	3	Frontline Staff Percentage	\$ -	\$ 161,528	\$ 4,674,953	\$ 68,202	\$ 25,310,425	\$ -	\$ -	\$ 60,647	\$ 9,842,708	\$ 6,896,699	\$ -	\$ 5,270,244	\$ 52,085,405
12	3	Total Transactions per FTE	\$ -	\$ -	\$ -	\$ -	\$ 2,466	\$ -	\$ -	\$ 60,647	\$ 3,937,083	\$ 789,574	\$ -	\$ -	\$ 4,789,769
13	3	I-PASS Call Center Responsiveness	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 60,647	\$ -	\$ 17,536,346	\$ -	\$ -	\$ 17,596,993
14	3	Customer Satisfaction	\$ -	\$ -	\$ -	\$ 68,202	\$ 1,233	\$ 606,117	\$ 13,566	\$ 60,647	\$ 5,911,662	\$ 8,344,957	\$ -	\$ 219,593	\$ 15,225,978
TOTAL BY DEPARTMENT			\$ 476,664	\$ 704,121	\$ 37,343,092	\$ 409,212	\$ 26,754,253	\$ 1,829,140	\$ 30,708	\$ 849,058	\$ 41,667,422	\$ 39,422,978	\$ 308,399	\$ 16,596,083	\$ 166,391,118

Departmental Allocation to Metrics 11.5% 52.4% 57.0% 26.9% 60.6% 17.6% 2.2% 54.5% 70.6% 83.5% 8.0% 65.9% 62.7%

2010 M&O Budget by Department \$4,141,185 \$1,344,038 \$65,563,475 \$1,520,445 \$44,117,758 \$10,399,500 \$1,423,996 \$1,556,498 \$58,983,084 \$47,201,416 \$3,861,156 \$25,193,648 \$265,306,197

Tollway Strategic Plan Departmental Budget Allocation to Metrics



Fiscal Year 2010 Budget

Tollway Strategic Plan by Metric and Department

PERFORMANCE METRIC #1 - I-PASS RUSH HOUR TRANSACTIONS PERCENTAGE

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries / Wages FICA / Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Investigations / Audit	41	2	\$ 171,421	5%	\$ 8,571	\$ -	\$ 8,571
Finance	14	1	\$ 123,269	17%	\$ 20,586	\$ -	\$ 20,586
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Communications	53	5	\$ 612,939	11%	\$ 67,975	\$ 36,000	\$ 103,975
Engineering	86	2	\$ 247,377	50%	\$ 123,688	\$ -	\$ 123,688
Business Systems	39	9	\$ 870,728	10%	\$ 87,073	\$ 3,000	\$ 90,073
Business Systems	61	15	\$ 1,379,625	8%	\$ 110,370	\$ 792,000	\$ 902,370
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
Total					\$ 463,065	\$ 848,078	\$ 1,311,143

OUTPUTS (Activities Performed)

Investigations/Audit - Lane and report testing/verification to ensure accurate data reporting.

Finance (Budget) - Produces quarterly and annual reports on I-PASS usage.

Communications - Creates/distributes press releases/stories, advertising and promotional material that raises awareness and generates increased sales/usage.

Engineering (Planning) - Produces monthly, quarterly and annual reports on I-PASS usage.

Business Systems - Responsible for Performance Measurement and related projects.

Business Systems - Manages the maintenance contract for the Electronic Tolling Equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.

Legal - Provides legal counsel to Tollway as required regarding scope of performance metric.

EFFICIENCY (Output Measurement)

1. Measures the number of drivers who use electronic toll collection (i.e., I-PASS) during the Rush Hour period. The use of I-PASS reduces traffic congestion at the toll plazas.

2. Measure Rush Hour I-PASS transactions as a percentage of total transactions.

3. The current I-PASS Rush Hour rate is 85%, which is closing in on internal target of 90%.

EFFECTIVENESS (Benchmarking)

External Benchmark based on similar toll agencies in U.S. is 66%.

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #2 - I-PASS TRANSACTIONS (ALL HOURS) PERCENTAGE

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries / Wages FICA / Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Investigations / Audit	41	2	\$ 171,421	5%	\$ 8,571	\$ -	\$ 8,571
Finance	14	1	\$ 123,269	17%	\$ 20,586	\$ -	\$ 20,586
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Administration	53	4	\$ 229,079	39%	\$ 88,654	\$ 388,000	\$ 476,654
Communications	53	6	\$ 660,285	11%	\$ 74,942	\$ 36,000	\$ 110,942
Engineering	86	2	\$ 247,377	50%	\$ 123,688	\$ -	\$ 123,688
Information Tech	16	6	\$ 424,335	15%	\$ 63,650	\$ -	\$ 63,650
Business Systems	39	9	\$ 870,728	10%	\$ 87,073	\$ 3,000	\$ 90,073
Business Systems	61	15	\$ 1,379,625	8%	\$ 110,370	\$ 792,000	\$ 902,370
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
Total					\$ 622,336	\$ 1,236,078	\$ 1,858,414

OUTPUTS (Activities Performed)

- Investigations/Audit** - Lane and report testing/verification to ensure accurate data reporting.
- Finance (Budget)** - Produces quarterly and annual reports on I-PASS usage.
- Administration** - Mail & Duplication Center merges, compiles & mails mo. statements, insufficient funds, expiring credit cards, decline letters, info updates, & post-paid billing for I-PASS.
- Communications** - Creates/distributes press releases/stories, advertising and promotional material that raises awareness and generates increased sales/usage.
- Engineering (Planning)** - Produces monthly, quarterly and annual reports on I-PASS usage.
- Information Tech** - Creates backup files for I-PASS transaction data.
- Information Tech** - Supports, manages and maintains the Fiber Optic cable plant which I-PASS relies upon.
- Business Systems** - Responsible for Performance Measurement and related projects.
- Business Systems** - Manages the maintenance contract for the Electronic Tolling Equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
- Legal** - Provides legal counsel to Tollway as required regarding scope of performance metric.

EFFICIENCY (Output Measurement)

1. Measures the number of drivers who use electronic toll collection (i.e., I-PASS) during all hours of the day. The use of I-PASS reduces traffic congestion at the toll plazas.
2. Measure I-PASS transactions (all hours) as a percentage of total transactions.
3. The current I-PASS rate is 82%, which compares favorably to internal target of 80%.

EFFECTIVENESS (Benchmarking)

External Benchmark based on similar toll agencies in U.S. is 57%.

Tollway Strategic Plan by Metric and Department

PERFORMANCE METRIC #3 - NUMBER OF OPEN ROAD TOLLING (ORT) LANES

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries / Wages FICA / Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Information Tech	82	8	\$ 831,719	25%	\$ 207,930	\$ -	\$ 207,930
Business Systems	39	9	\$ 870,728	25%	\$ 217,682	\$ 3,000	\$ 220,682
Business Systems	53	15	\$ 1,379,625	2%	\$ 27,593	\$ 198,000	\$ 225,593
Executive Office	31,33	7	\$ 1,364,045	5%	\$ 68,202	\$ -	\$ 68,202
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
Engineering	63,64,65,68,83	457	\$ 36,381,725	14%	\$ 5,093,442	\$ 1,400,000	\$ 6,493,442
Total					\$ 5,659,650	\$ 1,618,078	\$ 7,277,728

OUTPUTS (Activities Performed)

- Finance (Budget)** - Updating performance measurements for Governor's Quarterly Report.
 - Information Tech (Operations & Customer Support)** - Supports, monitors and maintains the SONET infrastructure which establishes data connectivity used to carry revenue data to & from all remote locations including Plazas and ORT sites.
 - Business Systems** - Responsible for Performance Measurement and related projects.
 - Business Systems** - Manages the maintenance contract for the Electronic Tolling Equipment, supports the E-ZPass Reciprocity System and the Interagency Group Membership.
 - Executive Office** - Promotes and upholds the Tollway's Mission Statement and Strategic Priorities.
 - Legal** - Provides legal counsel to Tollway as required regarding scope of performance metric.
 - Engineering** - Activities performed by Chief of Engineering staff, Roadway Maintenance, Sign Shop, Roadway Lighting, and Permits/Utilities staff.
- EFFICIENCY (Output Measurement)**
1. Measures the number of Open Road Tolling (ORT) Lanes completed. ORT Lanes allow drivers to pay tolls while travelling at normal speeds. ORT Lanes reduce congestion at toll plazas.
 2. The current number of ORT Lanes is now 100.
 3. The internal target was 100 because that was the total number required to complete the Open Road Tolling Program.

EFFECTIVENESS (Benchmarking)

External Benchmark from similar toll agencies in U.S. or worldwide - not available.

Tollway Strategic Plan by Metric and Department

PERFORMANCE METRIC #4 - TRAVEL TIME INDEX CONGESTION MEASURE

INPUTS (Resources Utilized)

<u>Department</u>	<u>Cost Center</u>	<u>Number of Employees Related to Metric</u>	<u>Annual Salaries / FICA / Retirement Wages</u>	<u>Percentage of Time Spent on Metric</u>	<u>Estimated Personnel Cost</u>	<u>Other Related Expenses</u>	<u>Total Cost Related to Metric</u>
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Communications	53	7	\$ 760,013	27%	\$ 206,876	\$ 120,800	\$ 327,676
Business Systems	61	7	\$ 890,048	6%	\$ 53,403	\$ 594,000	\$ 647,403
Toll Operations	53	591	\$ 39,059,254	10%	\$ 3,905,925	\$ 70,000	\$ 3,975,925
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
Total					\$ 4,211,006	\$ 801,878	\$ 5,012,884

OUTPUTS (Activities Performed)

- Finance (Budget)** - Updating performance measurements for Governor's Quarterly Report.
- Communications** - Provides information to users about road conditions to help minimize congestion.
- Business Systems** - Manages the maintenance contract for the Electronic Tolling Equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
- Toll Operations** - Toll Services monitors efficiency of collection personnel and provides proper time-of-day and seasonal staff to ensure minimum congestion at plazas.
- Legal** - Provides legal counsel to Tollway as required regarding scope of performance metric.

EFFICIENCY (Output Measurement)

Measures the amount of systemwide traffic congestion.
 It is the ratio between the Average Travel Time and the Free Flow Travel Time (60mph). Values greater than 1.00 reflect congestion.
 Current AM Peak = 1.07
 Current PM Peak = 1.19
 Total Day (TD) = 1.08

EFFECTIVENESS (Benchmarking)

External Benchmarks from similar toll agencies in U.S. include: Atlanta AM = 1.16, Atlanta PM = 1.32, Total Day (TD) = NA.

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #5 - ACCIDENT RESPONSE TIME

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries / Wages FICA / Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Engineering	66	10	\$ 718,631	10%	\$ 71,863	\$ 74,000	\$ 145,863
Engineering	67	70	\$ 6,191,890	15%	\$ 928,784	\$ 777,708	\$ 1,706,491
Engineering	64,81	414	\$ 33,013,860	10%	\$ 3,457,953	\$ 333,828	\$ 3,791,781
Finance	53	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Information Tech	16	2	\$ 244,652	20%	\$ 48,930	\$ -	\$ 48,930
Information Tech	82	8	\$ 584,097	30%	\$ 175,229	\$ -	\$ 175,229
Toll Operations	45	34	\$ 2,841,920	1%	\$ 28,419	\$ 3,125	\$ 31,544
Business Systems	61	15	\$ 1,379,625	1%	\$ 13,796	\$ 99,000	\$ 112,796
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
State Police	37	196	\$ 21,959,348	15%	\$ 3,293,902	\$ 18,000	\$ 3,311,902
Total					\$ 8,063,679	\$ 1,322,739	\$ 9,386,417

OUTPUTS (Activities Performed)

Engineering (Traffic Operations) - Traffic Incident Management Systems (TIMS) analyzes the type of deployment needed to handle an accident, i.e. # of State Police, Help Truck, Roadway Maint. Trucks, Caution Signs, Fire Truck, Ambulance, Tow Truck, etc.
Engineering (Fleet Maintenance) - 15% of M&O cost allocated to this metric.
Engineering - Activities performed by Roadway Maintenance and Dispatch.
Finance (Budget) - Updating performance measurements for Governor's Quarterly Report.
Information Tech (Data Communications) - Manages & maintains electronic messaging, internet connectivity, & Blackberry enterprise servers for emergency response communications.
Information Tech (Operations & Customer Support) - Provides communication support for Two-Way Radio System, Dispatch consoles, SONET Fiber Optic Network for State Police and CAD (Computer Aided Dispatch).
Toll Operations - On-site maintenance and clearance of automatic collections when emergencies occur at ramps and plazas.
Business Systems - Manages the maintenance contract for the Electronic Tolling Equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
Legal - Provides legal counsel to Tollway as required regarding scope of performance metric.
State Police - Provides overall management of accident scene.

EFFICIENCY (Output Measurement)

Measures the Tollway's ability to identify congestion creating traffic incidents and get units promptly to the scene.
 The average amount of time (in minutes) required by the Tollway from incident identification (e.g. accident) to first response unit arrival. Accident Response Time is divided into three categories:
 1. Personal Injury Response Time (Current) = 7:25 min
 2. Fatality Response Time (Current) = 7:19 min
 3. Property Damage Response Time (Current) = 10:36 min

EFFECTIVENESS (Benchmarking)

External Benchmark from similar toll agencies in U.S. or worldwide - Fatality Response Time = 28:00 min - Washington State Gray Notebook.

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #6 - ACCIDENT CLEARANCE TIME

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries / FICA / Retirement Wages	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Engineering	66	10	\$ 718,631	49%	\$ 352,129	\$ 141,911	\$ 494,040
Engineering	67	70	\$ 6,191,890	15%	\$ 928,784	\$ 777,708	\$ 1,706,491
Engineering	64,81	414	\$ 33,013,860	9%	\$ 2,912,650	\$ 285,678	\$ 3,198,328
Finance	53	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Information Tech	16	3	\$ 372,211	25%	\$ 93,053	\$ -	\$ 93,053
Information Tech	82	6	\$ 491,699	25%	\$ 122,925	\$ -	\$ 122,925
Information Tech	48	4	\$ 343,538	30%	\$ 103,062	\$ -	\$ 103,062
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
State Police	37	196	\$ 21,959,348	35%	\$ 7,685,772	\$ 42,000	\$ 7,727,772
Total					\$ 12,243,176	\$ 1,264,375	\$ 13,507,551

OUTPUTS (Activities Performed)

- Engineering (Traffic Operations)** - activities include staying in communication with various employees on the scene.
- Engineering (Fleet Maintenance)** - 15% of M&O cost allocated to this metric.
- Engineering** - Activities performed by Roadway Maintenance and Dispatch.
- Finance (Budget)** - Updating performance measurements for Governor's Quarterly Report.
- Information Tech (Data Communications)** - Provides support for the Cisco-based network, PC & electronic messaging platform, and Computer Aided Dispatch System used by State Police.
- Information Tech (Operations & Customer Support)** - Provides technical support for the Two-Way Radio System, Dispatch consoles, TIMS, SONET Fiber Optic Network, and CAD System used by State Police and the Tollway's Maintenance and Help Trucks.
- Information Tech (Enterprise Info Systems)** - Provides operational and technical support for the CAD System used by the State Police and the Tollway's Maintenance and Help trucks.
- Legal** - Provides legal counsel to Tollway as required regarding scope of performance metric.
- State Police** - Provides overall management of accident scene.

EFFICIENCY (Output Measurement)

- Measures the Tollway's ability to remedy congestion creating traffic incidents.
- The average amount of time (in minutes) required by the Tollway from the time the first unit arrives on the scene to the time the last unit clears the scene.
- Accident Clearance Time is divided into three categories:
 1. Personal Injury Clearance Time (PIC) (Current) = 38:53 min
 2. Fatality Clearance (FC) Time (Current) = 2:12:14 hrs
 3. Property Damage Clearance (PDC) Time (Current) = 17:03 min

EFFECTIVENESS (Benchmarking)

External Benchmark from similar toll agencies in U.S. - PIC = 2:50 hr, FC = 4:06 hr, PDC = NA - Washington State Gray Notebook.

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #7 - PROGRAM BUDGET TO AWARDED CONTRACT VARIANCE

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries / Wages FICA / Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Finance	11	11	\$ 545,086	33%	\$ 179,878	\$ -	\$ 179,878
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Finance	53	4	\$ 392,524	70%	\$ 274,767	\$ -	\$ 274,767
Business Systems	39	9	\$ 870,728	5%	\$ 43,536	\$ 600	\$ 44,136
Business Systems	61	15	\$ 1,379,625	1%	\$ 13,796	\$ 99,000	\$ 112,796
Executive Office	31,33	7	\$ 1,364,045	5%	\$ 68,202	\$ -	\$ 68,202
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
Procurement	49	23	\$ 1,541,994	10%	\$ 154,199	\$ -	\$ 154,199
Engineering	63,83	59	\$ 3,119,060	32%	\$ 1,008,968	\$ 1,107,880	\$ 2,116,848
Total					\$ 1,789,382	\$ 1,224,558	\$ 3,013,940

OUTPUTS (Activities Performed)

- Finance (Accounts Payable)** - Supports payment of roadway construction costs.
- Finance (Budget)** - Activities include budgeting all capital projects, tracking and reporting actual capital expenditures for those projects.
- Business Systems** - Responsible for Performance Measurement and related projects.
- Business Systems** - Manages the maintenance contract for the Electronic Tolling Equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
- Executive Office** - Promotes and upholds the Tollway's Mission Statement and Strategic Priorities.
- Legal** - Provides legal counsel to Tollway as required regarding scope of performance metric.
- Procurement** - All Purchasing functions (including DBE/EEO) related to the Congestion-Relief Program.
- Engineering** - Activities performed by the Chief of Engineering staff and the Permits & Utilities staff.

EFFICIENCY (Output Measurement)

Measures the Tollway's ability to manage its construction program to budget. Variance between the Budget for the Congestion-Relief Program (12-year Capital Construction Program) and the Contracts Committed to Date. Program Budget to Committed Contract Variance (Current) = -28.2%. The internal target is 0.0% (on budget or below).

EFFECTIVENESS (Benchmarking)

External Benchmark from similar toll agencies in U.S. or worldwide - not currently available.

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #8 - PAVEMENT RATING

INPUTS (Resources Utilized)

<u>Department</u>	<u>Cost Center</u>	<u>Number of Employees Related to Metric</u>	<u>Annual Salaries / Wages FICA / Retirement</u>	<u>Percentage of Time Spent on Metric</u>	<u>Estimated Personnel Cost</u>	<u>Other Related Expenses</u>	<u>Total Cost Related to Metric</u>
Engineering	63,64	421	\$ 33,171,336	17%	\$ 5,679,995	\$ 876,436	\$ 6,556,431
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
Total					\$ 5,723,564	\$ 893,514	\$ 6,617,078

OUTPUTS (Activities Performed)

Engineering - Activities performed by Chief of Engineering staff and Roadway Maintenance personnel.
Legal - Provides legal counsel to Tollway as required regarding scope of performance metric.

EFFICIENCY (Output Measurement)

Measures the condition of the Tollway's roads.
 Pavement Rating based on the Illinois Department of Transportation's (IDOT) Pavement Condition Rating System or CRS:
 Excellent (Current) = 32%
 Good (Current) = 27%
 Transitional (Current) = 8%
 Fair (Current) = 3%
 Poor (Current) = 0%
 Failed (Current) = 0%
 Not Available (Current) = 30%

EFFECTIVENESS (Benchmarking)

External Benchmark - Oregon DOT:
 Excellent = 25%
 Good = 59%
 Transitional = 0%
 Fair = 10%
 Poor = 6%
 Failed = 0%
 Not Available = 0%

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #9 - OPERATING EXPENDITURE PER LANE MILE

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries / Wages FICA / Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Finance	11	11	\$ 545,086	34%	\$ 182,604	\$ -	\$ 182,604
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Finance	53	6	\$ 375,036	65%	\$ 243,774	\$ -	\$ 243,774
Information Tech	15	3	\$ 380,312	15%	\$ 57,047	\$ -	\$ 57,047
Information Tech	16	9	\$ 830,146	15%	\$ 124,522	\$ -	\$ 124,522
Business Systems	61	15	\$ 1,379,625	12%	\$ 165,555	\$ 1,188,000	\$ 1,353,555
Executive Office	31,33	7	\$ 1,364,045	5%	\$ 68,202	\$ -	\$ 68,202
Toll Operations	45	34	\$ 2,841,920	35%	\$ 994,672	\$ 109,375	\$ 1,104,047
Toll Operations	56	589	\$ 38,778,330	10%	\$ 3,877,833	\$ 59,250	\$ 3,937,083
Toll Operations	72,73,76,77	129	\$ 9,284,060	40%	\$ 3,713,624	\$ 229,496	\$ 3,943,120
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
Procurement	49	23	\$ 1,541,994	5%	\$ 77,100	\$ -	\$ 77,100
State Police	37	19	\$ 1,076,195	3%	\$ 32,286	\$ 1,000	\$ 33,286
Engineering	All Eng CC's	592	\$ 48,400,360	5%	\$ 2,420,018	\$ 685,506	\$ 3,105,524
Total					\$ 12,003,271	\$ 2,289,705	\$ 14,292,976

OUTPUTS (Activities Performed)

- Finance (Accounts Payable)** - Supports payment of all maintenance and operating costs.
- Finance (Budget)** - Activities include budgeting all maintenance and operating costs as well as tracking and reporting the actual expenditures.
- Information Tech (Administration)** - Responsible for overseeing all IT expenditures in order to stay within budget.
- Information Tech (Data Communications)** - Manages support for Cisco-based area network as well as network connectivity for Data Center and I-PASS systems.
- Business Systems** - Manages the maintenance contract for the Electronic Tolling Equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
- Executive Office** - Promotes and upholds the Tollway's Mission Statement and Strategic Priorities.
- Toll Operations** - Toll Services monitors efficiency of collection personnel and provides proper time-of-day and seasonal staff to ensure minimum cost as well as reduced congestion at plazas.
- Toll Operations** - Monitoring and control of all maintenance & operating budget activities and expenditures.
- Legal** - Provides legal counsel to Tollway as required regarding scope of performance metric.
- Procurement** - All Purchasing functions (including DBE/EEO) related to the Congestion-Relief Program.
- State Police** - Administrative expenses including office staff and office supplies related to this metric.
- Engineering** - All Engineering Cost Centers are responsible for controlling their expenditures in order to stay within budget.

EFFICIENCY (Output Measurement)

1. Measures the ability of the Tollway to operate efficiently, as compared to other toll authorities.
2. Identify the quarterly operating expenditures divided by the total lane miles:
 Current = \$31,145
 Internal Target = \$30,000.

EFFECTIVENESS (Benchmarking)

External Benchmark from similar toll agencies in U.S. or worldwide = \$59,748 for the PA Turnpike.

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #10 - OPERATING EXPENDITURE PER TRANSACTION

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries / FICA / Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Finance	40	7	\$ 507,669	15%	\$ 76,760	\$ -	\$ 76,760
Finance	11	11	\$ 545,086	34%	\$ 182,604	\$ -	\$ 182,604
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Finance	53	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Finance	14	6	\$ 375,036	65%	\$ 243,774	\$ -	\$ 243,774
Information Tech	48	13	\$ 1,133,377	20%	\$ 226,675	\$ -	\$ 226,675
Business Systems	61	15	\$ 1,379,625	12%	\$ 165,555	\$ 1,188,000	\$ 1,353,555
Executive Office	31,33	7	\$ 1,364,045	5%	\$ 68,202	\$ -	\$ 68,202
Toll Operations	45	34	\$ 2,841,920	35%	\$ 994,672	\$ 109,375	\$ 1,104,047
Toll Operations	56	589	\$ 38,778,330	10%	\$ 3,877,833	\$ 59,250	\$ 3,937,083
Toll Operations	72,73,76,77	129	\$ 9,284,060	40%	\$ 3,713,624	\$ 229,496	\$ 3,943,120
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
Procurement	49	23	\$ 1,541,994	5%	\$ 77,100	\$ -	\$ 77,100
State Police	37	19	\$ 1,076,195	3%	\$ 32,286	\$ 1,000	\$ 33,286
Engineering	All Eng CC's	592	\$ 48,400,360	5%	\$ 2,420,018	\$ 685,506	\$ 3,105,524
Total					\$ 12,125,137	\$ 2,289,705	\$ 14,414,842

OUTPUTS (Activities Performed)

- Finance (General Accounting)** - Provides financial reporting internally as well as externally.
- Finance (Accounts Payable)** - Supports payment of all maintenance and operating costs.
- Finance (Budget)** - Activities include budgeting all maintenance and operating costs as well as tracking and reporting the actual expenditures.
- Information Tech (Enterprise Info Systems)** - Responsible for the support and maintenance of all the Tollway's financial applications.
- Business Systems** - Manages the maintenance contract for the Electronic Tolling Equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
- Executive Office** - Promotes and upholds the Tollway's Mission Statement and Strategic Priorities.
- Toll Operations** - Toll Services monitors efficiency of collection personnel and provides proper time-of-day and seasonal staff to ensure minimum cost as well as reduced congestion at plazas.
- Toll Operations** - Monitoring and control of all maintenance & operating budget activities and expenditures.
- Legal** - Provides legal counsel to Tollway as required regarding scope of performance metric.
- Procurement** - All Purchasing functions (including DBE/EEO) related to the Congestion-Relief Program.
- State Police** - Administrative expenses including office staff and office supplies related to this metric.
- Engineering** - All Engineering Cost Centers are responsible for controlling their expenditures in order to stay within budget.

EFFICIENCY (Output Measurement)

1. Measures the ability of the Tollway to operate efficiently, as compared to other toll authorities.
2. Identify the quarterly operating expenditures divided by the total quarterly transactions:
 Current = \$0.33.
 Internal Target = \$0.20.

EFFECTIVENESS (Benchmarking)

External Benchmark from similar toll agencies in U.S. or worldwide = \$0.97 for the NY Thruway.

Tollway Strategic Plan by Metric and Department

PERFORMANCE METRIC #11 - FRONTLINE STAFF PERCENTAGE

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries / Wages FICA / Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Finance	40	3	\$ 139,815	40%	\$ 55,926	\$ -	\$ 55,926
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Finance	53	1198	\$ -	100%	\$ -	\$ 25,252,033	\$ 25,252,033
Communications	53	4	\$ 465,837	22%	\$ 100,528	\$ 61,000	\$ 161,528
Business Systems	61	15	\$ 1,379,625	16%	\$ 220,740	\$ 845,500	\$ 1,066,240
Business Systems	43	48	\$ 2,521,930	40%	\$ 1,008,772	\$ 4,621,687	\$ 5,630,459
Executive Office	31,33	7	\$ 1,364,045	5%	\$ 68,202	\$ -	\$ 68,202
Toll Operations	56	589	\$ 38,778,330	25%	\$ 9,694,583	\$ 148,125	\$ 9,842,708
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
State Police	37	215	\$ 21,959,348	24%	\$ 5,270,244	\$ -	\$ 5,270,244
Engineering	63,64,66	500	\$ 40,197,953	10%	\$ 4,019,795	\$ 655,158	\$ 4,674,953
Total					\$ 20,484,824	\$ 31,600,581	\$ 52,085,405

OUTPUTS (Activities Performed)

- Finance (General Accounting)** - Cashiering for violation processing.
- Finance (Budget)** - Updating performance measurements for Governor's Quarterly Report.
- Finance (Risk Management)** - Allocation of Group Health and Worker's Comp Insurance for 1302 frontline Tollway employees.
- Communications** - Activities include promoting to the public the advantages of having I-PASS using various forms of marketing and advertising.
- Business Systems** - Manages the maintenance contract for the Electronic Tolling Equipment, supports the Call Center, E-ZPass Reciprocity System and the Interagency Group membership.
- Executive Office** - Promotes and upholds the Tollway's Mission Statement and Strategic Priorities.
- Toll Operations** - Toll Collection personnel are the face of the Tollway. Management ensures that courteous, well-trained staff serve the public.
- Legal** - Provides legal counsel to Tollway as required regarding scope of performance metric.
- State Police** - 196 State Troopers and 19 Office Personnel spend approximately 24-25% of their time dealing directly with the public.
- Engineering** - Activities performed by Engineering/Planning staff, Roadway Maintenance, Traffic Operations and Dispatch personnel.

EFFICIENCY (Output Measurement)

1. Measures the percentage of frontline employees to total employees.
2. Identify the number of frontline employees divided by total employees - Current = 74%.
Current = 74%
Internal Target = 80%.

EFFECTIVENESS (Benchmarking)

External Benchmark from similar toll agencies in U.S. or worldwide - not currently available.

Tollway Strategic Plan by Metric and Department

PERFORMANCE METRIC #12 - TOTAL TRANSACTIONS PER FTE

INPUTS (Resources Utilized)

<u>Department</u>	<u>Cost Center</u>	<u>Number of Employees Related to Metric</u>	<u>Annual Salaries / FICA / Retirement</u>	<u>Percentage of Time Spent on Metric</u>	<u>Estimated Personnel Cost</u>	<u>Other Related Expenses</u>	<u>Total Cost Related to Metric</u>
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Business Systems	61	15	\$ 1,379,625	7%	\$ 96,574	\$ 693,000	\$ 789,574
Toll Operations	53	589	\$ 38,778,330	10%	\$ 3,877,833	\$ 59,250	\$ 3,937,083
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
Total					\$ 4,020,441	\$ 769,328	\$ 4,789,769

OUTPUTS (Activities Performed)

Finance (Budget) - Updates performance measurements for Governor's Quarterly Report.

Business Systems - Manages the maintenance contract for the Electronic Tolling Equipment, supports the E-ZPass

Reciprocity System and the Interagency Group membership.

Toll Operations (Toll Services) - Manages the size and assignment of staff necessary to meet demand most efficiently.

Legal - Provides legal counsel to Tollway as required regarding scope of performance metric.

EFFICIENCY (Output Measurement)

1. Measures the efficiency of service delivery.

2. [Quarterly transactions divided by the number of days in the quarter] divided by the number of budgeted FTE's.

Current = 1313 Transactions per FTE

Internal Target = 1200 Transactions per FTE.

EFFECTIVENESS (Benchmarking)

External Benchmark from similar toll agencies in U.S. or worldwide = 598 Transactions per FTE for Oklahoma.

Tollway Strategic Plan by Metric and Department

PERFORMANCE METRIC #13 - I-PASS Call Center Responsiveness

INPUTS (Resources Utilized)

<u>Department</u>	<u>Cost Center</u>	<u>Number of Employees Related to Metric</u>	<u>Annual Salaries / Wages FICA / Retirement</u>	<u>Percentage of Time Spent on Metric</u>	<u>Estimated Personnel Cost</u>	<u>Other Related Expenses</u>	<u>Total Cost Related to Metric</u>
Business Systems	43,61	0	\$ -	0%	\$ -	\$ 17,536,346	\$ 17,536,346
Legal	35	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
Total					\$ 43,569	\$ 17,553,424	\$ 17,596,993

OUTPUTS (Activities Performed)

Business Systems - Cost to operate the Consolidated Customer Call Center.

Legal - Provides legal counsel to Tollway as required regarding scope of performance metric.

EFFICIENCY (Output Measurement)

1. Measures the responsiveness of the I-PASS Call Center to customer calls.
2. The Tollway's I-PASS Call Center vendor tracks the following metrics under terms of its contract:
 - 1) Percentage of Calls Answered within 20 seconds. Current = 68.3%
 - 2) Average Abandon Time. Current = 5:47 min.
 - 3) Average Time to Address Call. Current = 2:35 min.

EFFECTIVENESS (Benchmarking)

- External Benchmark from similar toll agencies in U.S. or worldwide:
- 1) Percentage of Calls Answered in 20 seconds = 80% Orlando Orange County Expressway Authority.
 - 2) NA
 - 3) NA

Tollway Strategic Plan by Metric and Department
PERFORMANCE METRIC #14 - CUSTOMER SATISFACTION

INPUTS (Resources Utilized)

Department	Cost Center	Number of Employees Related to Metric	Annual Salaries / Wages FICA / Retirement	Percentage of Time Spent on Metric	Estimated Personnel Cost	Other Related Expenses	Total Cost Related to Metric
Investigations / Audit	41	1	\$ 71,523	5%	\$ 3,576	\$ -	\$ 3,576
Investigations / Audit	41	1	\$ 99,898	10%	\$ 9,990	\$ -	\$ 9,990
Finance	14	1	\$ 123,269	1%	\$ 1,233	\$ -	\$ 1,233
Information Tech	53	7	\$ 742,419	30%	\$ 222,726	\$ -	\$ 222,726
Information Tech	48	6	\$ 621,336	30%	\$ 186,401	\$ -	\$ 186,401
Business Systems	39	7	\$ 656,635	30%	\$ 196,990	\$ -	\$ 196,990
Business Systems	61	9	\$ 870,728	30%	\$ 261,218	\$ 3,600	\$ 264,818
Business Systems	43	15	\$ 1,379,625	5%	\$ 68,981	\$ 495,000	\$ 563,981
Executive Office	31,33	48	\$ 2,521,930	60%	\$ 1,513,158	\$ 6,003,000	\$ 7,516,158
Toll Operations	56	7	\$ 1,364,045	5%	\$ 68,202	\$ -	\$ 68,202
Toll Operations	72,73,76,77	589	\$ 38,778,330	5%	\$ 1,938,917	\$ 29,625	\$ 1,968,542
Legal	35	129	\$ 9,284,060	40%	\$ 3,713,624	\$ 229,496	\$ 3,943,120
State Police	37	12	\$ 1,357,298	3%	\$ 43,569	\$ 17,078	\$ 60,647
Total		196	\$ 21,959,348	1%	\$ 219,593	\$ -	\$ 219,593
					\$ 8,448,179	\$ 6,777,799	\$ 15,225,978

OUTPUTS (Activities Performed)

- Investigations/Audit** - Lane testing and system monitoring to provide a level of reporting accuracy to all transactions.
- Finance (Budget)** - Updating performance measurements for Governor's Quarterly Report.
- Information Tech (Data Communications)** - Supports the I-PASS Business Center computers and maintains the Cisco Network which establishes connectivity for local & wide-area connections.
- Information Tech (Enterprise Information Systems)** - E-Commerce for On-Line I-PASS transactions and information.
- Information Tech (Toll Operations & Field Support)** - Provides phone and network connectivity to remote locations, maintains Fiber Optic Network for TIMS & State Police radio equipment.
- Business Systems** - Responsible for Performance Measurement and related projects.
- Business Systems** - Manages the maintenance contract for the Electronic Tolling Equipment, supports the E-ZPass Reciprocity System and the Interagency Group membership.
- Business Systems** - Provides both the I-PASS Business Center and Call Center to efficiently answer or resolve I-PASS questions regarding account opening/maintenance, account replenishment, payment processing, transponder replacement, missed tolls or other I-PASS issues.
- Executive Office** - Promotes and upholds the Tollway's Mission Statement and Strategic Priorities.
- Toll Operations** - Toll Collection personnel are the face of the Tollway. Management ensures that courteous, well-trained staff serve the public.
- Toll Operations** - (Facilities Maintenance) - Ensures that all Plaza Buildings and the Business Center are clean and well-maintained on behalf of the customer.
- Legal** - Provides legal counsel to Tollway as required regarding scope of performance metric.
- State Police** - 196 State Troopers spend approximately 1% of their time providing information to Tollway patrons.

EFFICIENCY (Output Measurement)

1. Measures Tollway Customer Satisfaction.
2. Identify the number of customers completing surveys as "satisfied" divided by the total number of customers completing surveys: Currently - 84% Satisfied to Very Satisfied. Internal Target - 85%.

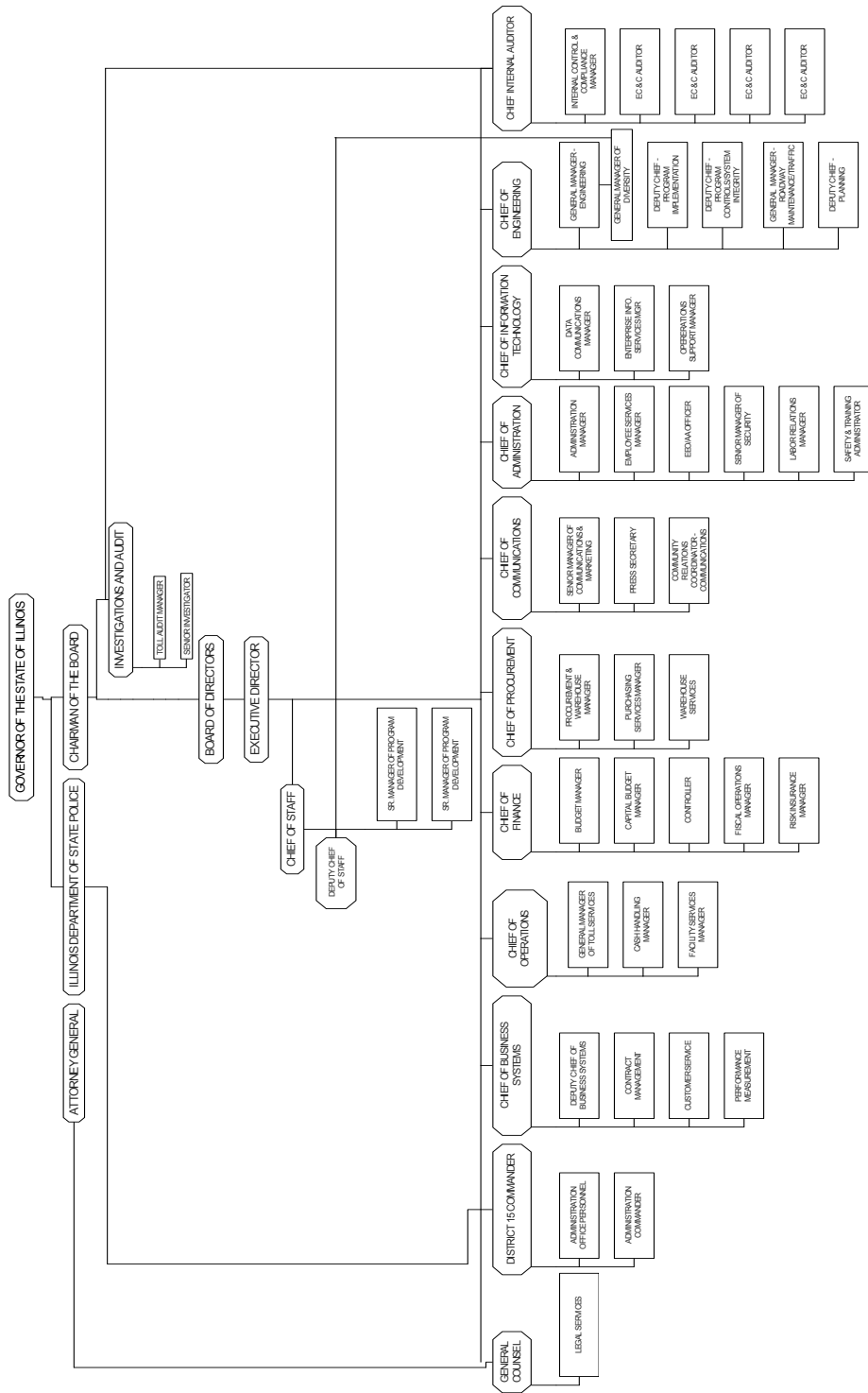
EFFECTIVENESS (Benchmarking)

External Benchmark from similar toll agencies in U.S. or worldwide = 88.9% of NY Thruway E-ZPass customers surveyed rated their experience from good to excellent.

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2010 Departmental Budgets and Narratives

TABLE OF ORGANIZATION



Department	Functions	2010 Budget	Headcount
Administration	Responsible for the development and implementation of administrative policies and procedures and employee compliance therewith	\$4,141,185	41
Business Systems	Responsible for the operation and maintenance of the Open Road Tolling System and collection of toll revenue from toll violators	\$47,201,416	72
Communications	Responsible for all external and internal communications between the Tollway and its constituents	\$1,344,038	11
Engineering	Responsible for the planning, design, construction, program management and maintenance of the roadway	\$65,563,475	592
Executive Management & Board of Directors Office	Set Policies for the organization and overall management of the Tollway	\$1,520,445	7
Finance	Responsible for financial reporting, accounting, budgeting, AP, payroll, risk management, fiscal operations, and bond issuances	\$44,117,758	55
Information Technology	Responsible for planning, directing, managing and controlling all information technologies and telecommunications throughout the Tollway	\$10,399,500	72
Investigations & Audit	Responsible for investigating instances of waste, inefficiencies, fraud, corruption, misconduct and mismanagement of the day to day operations of the Tollway	\$1,423,996	15
Legal	Legal advisor and attorney for the Tollway	\$1,556,498	12
Procurement	Responsible for all purchasing and procurement issues, and is authorized to execute contracts and place orders for goods and services	\$3,861,156	54
Illinois State Police District 15	Responsible for providing comprehensive law enforcement services	\$25,193,648	19
Toll Operations	Responsible for providing the necessary resources and services to maintain the Tollway's operations, as well as managing the collection and counting of tolls	\$58,983,084	754

Exhibit 22

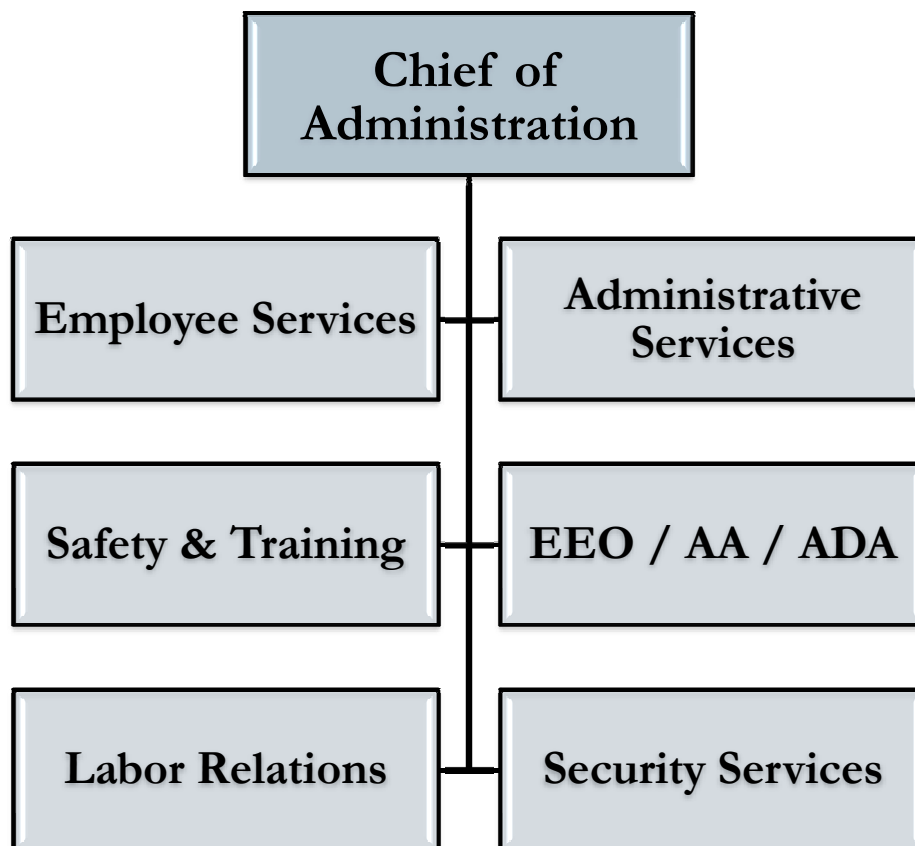
Administration

Description:

The Administration Department is responsible for the development, implementation and compliance of administrative policies and procedures. In addition, Administration is responsible for appropriating human resources to meet the operational needs of the Tollway. The department serves as the Tollway’s key contact for employee relations and employment issues. The Administration Department insures that intra-departmental as well as intra-organizational issues are addressed so the Tollway functions efficiently and effectively.

The Administration Department oversees the following functions:

- Employee Services (Human Resources, Employee Benefits, and Employee Services)
- Administrative Services (Central Information Services (CIS) and Customer Relations)
- Safety & Training
- EEO/AA/ADA
- Labor Relations (Grievances & Labor Negotiations)
- Security Services



Administration

MAJOR ACCOUNT DESCRIPTION	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARY & WAGES	\$2,018,562	\$2,219,870	\$1,977,575	\$(242,295)
FICA & RETIREMENT	532,750	684,027	731,010	46,983
TELEPHONE & TELEGRAPH	838,487	725,000	726,000	1,000
EQUIPMENT RENTALS	409,279	325,300	416,100	90,800
SUPPLIES - OFFICE	90,613	82,000	87,000	5,000
EQUIPMENT MAINTENANCE	4,368	47,000	49,500	2,500
EMPLOYMENT MEDICAL EXPENSE	60,003	54,000	40,000	(14,000)
OTHER OUTSIDE SERVICES	36,125	40,300	34,500	(5,800)
EMPLOYEE TRAINING	12,542	26,000	15,000	(11,000)
SUPPLIES - OPERATIONAL	4,850	14,500	12,000	(2,500)
TRAVEL AND SUBSISTENCE	2,101	8,900	9,000	100
DUES, BOOKS & SUBSCRIP.	8,602	9,000	9,000	-
POSTAGE AND EXPRESS	82,573	10,700	8,200	(2,500)
OFFICE EQUIPMENT	12,188	4,000	7,500	3,500
UNIFORMS & ACCESSORIES	14,472	30,500	6,300	(24,200)
BUILDING EQUIPMENT	52,060	3,000	5,000	2,000
ADVERTISING & PROMOTION	3,440	5,000	3,500	(1,500)
MATERIALS - OPERATIONAL	-	-	3,000	3,000
PRINTING	789	1,500	1,500	-
OTHER MINOR ACCOUNTS	15,679	1,900	1,300	(600)
<i>SUBTOTAL</i>	\$4,199,483	\$4,292,497	\$4,142,985	\$(149,512)
RECOVERY OF EXPENSES	\$(2,549)	\$(4,500)	\$(1,800)	\$2,700
<i>DEPARTMENT TOTAL</i>	\$4,196,934	\$4,287,997	\$4,141,185	\$(146,812)

The Fiscal Year 2010 Budget Request is \$4.1 million, a decrease of \$147 thousand or 3.4% below the Fiscal Year 2009 Budget amount. Total payroll is \$2.7 million and includes 41 positions.

Department M&O Highlights:

- Salaries and Wages decreased by \$242 thousand compared to the 2009 Budget. This budget includes annual wage increases required by collective bargaining agreements and the phasing of departmental vacancies.
- FICA and Retirement increased by \$47 thousand over the 2009 Budget due to the SERS Pension Contribution Rate increase from 23.3% to 29.3%.
- Employment Medical Expense decreased by \$14 thousand due to the expected volume of vacancies.
- Equipment Rentals increased by \$91 thousand to cover maintenance contracts for copy closet copiers/fax, machines as well as U.S. Postal Meters.
- Employee Training was decreased by \$11 thousand for CA and remote sites.
- Office Equipment increased by \$4 thousand due to the planned replacement of worn out chairs at CA.
- Uniforms & Accessories decreased by \$24 thousand as the result of a policy change which made the wearing of AFSCME uniforms optional.

Accomplishments:

- Restructured employee ethics training from classroom and on-site settings to an on-line survey format.
- Negotiated a successor collective bargaining agreement with SEIU, Local 73 which is currently under mediation.
- Tracked all security camera and door access issues through the entire Tollway system and took steps to repair deficiencies either in-house, by contractor or within the Traffic & Security Camera Maintenance contract.
- Designed and implemented internal compliance with the 2009 FMLA Federal guidelines.
- Assisted in the development of a Traffic and Security Camera Maintenance contract that provides a method of repairing cameras and monitors and preventative maintenance.

Goals and Objectives:

- Implement on-line exit interview process to improve input and provide better statistical analysis.
- Successful negotiations of a successor collective bargaining agreement with M.A.P. Chapter 135.
- Successful negotiations of a successor collective bargaining agreement with AFSCME Local 3883.
- Complete the Heliport Auxiliary Communication Site to provide access for dispatch, switchboard, State Police Operations Desk and TIMS during C.A. evacuations.
- Create a Safety Program Tollway wide that will provide guidance to employees for safe practices.

Administration continued

- Develop strategies to improve Worker Compensation and FMLA abuses.

Administration	Number of Positions		
	Fiscal Year		
	2008	2009	2010
Position Title			
Administration Manager	1	1	1
Central Info Database Specialist	1	1	1
Chief of Administration	1	1	1
CIS Coordinator	0	0	1
Customer Relations Coordinator	1	1	1
Customer Relations Supervisor	1	1	1
Deputy Chief of Administration	0	1	1
EEO/AA Officer	1	1	1
Employee Benefits Clerk	1	1	1
Employee Benefits Manager	1	1	1
Employee Benefits Specialist	1	1	1
Employee Services Coordinator	1	1	2
Employee Services Supervisor	1	1	1
Executive Secretary	1	1	1
HR Placement Specialist	4	4	4
Information Service Representative	1	1	1
Intake Specialist	1	1	1
Labor Relations Analyst	1	1	1
Labor Relations Manager	1	1	1
Labor Relations Specialist	1	1	1
Mail & Duplication Clerk	3	3	3
Safety & Training Manager	1	1	1
Safety Inspector	1	1	1
Safety Supervisor	1	1	1
Secretary II	1	1	1
Senior Building Inspector	2	1	2
Sr. Manager of Employee Services	1	1	1
Supervisor FMLA	0	0	1
Supervisor Worker's Comp Claims	1	1	1
Switchboard Operator	4	4	4
Training Specialist	1	1	1
Administration Secretary	1	1	0
Benefits / FMLA Coordinator	1	1	0
CIS Supervisor	1	1	0
H.R. Coordinator	<u>1</u>	<u>1</u>	<u>0</u>
	41	41	41

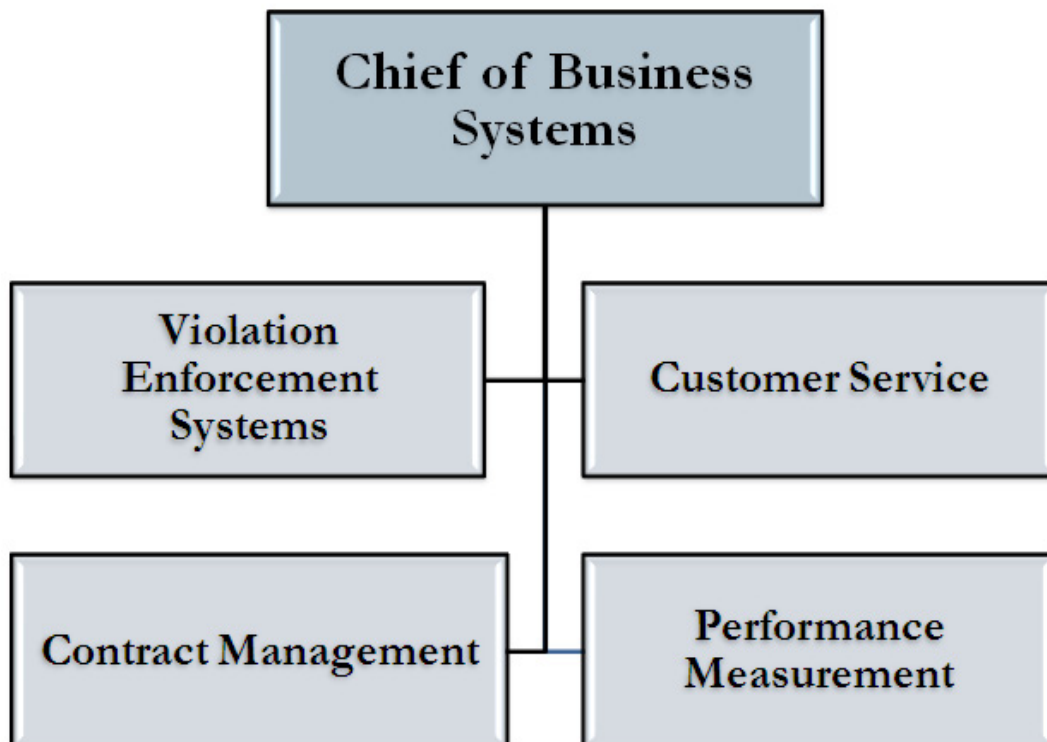
Business Systems

Description:

The Business Systems Department is responsible for the operation and maintenance of the Electronic Tolling System hardware and software which also includes collecting toll revenue from toll violators and assessing fines and imposing sanctions. The Department monitors the contracts and performance of the structure surrounding the Electronic Tolling System known as Open Road Tolling. Additionally, Business Systems provides support through the Customer Call Center which acts as a single point of contact for all customer calls that relate to I-PASS, violations processing and missed toll services.

Business Systems oversees the following functions:

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



Business Systems

MAJOR ACCOUNT DESCRIPTION	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARY & WAGES	\$2,625,337	\$3,248,000	\$3,414,474	\$166,474
FICA & RETIREMENT	689,520	1,005,224	1,262,159	256,935
OTHER OUTSIDE SERVICES	20,997,832	16,972,012	17,411,686	439,674
BANK CHARGES	11,034,983	11,200,000	12,006,000	806,000
EQUIPMENT MAINTENANCE	12,015,713	10,346,072	8,327,500	(2,018,572)
TELEPHONE & TELEGRAPH	1,559,015	1,560,000	1,560,000	-
CONTRACTED OUTSIDE SERVICE	90,979	434,000	1,403,300	969,300
OTHER EXPENSES	189,506	600,000	1,354,487	754,487
POSTAGE AND EXPRESS	390,560	400,750	406,900	6,150
EQUIPMENT RENTALS	248,051	243,600	255,660	12,060
DUES, BOOKS & SUBSCRIP.	70,000	96,000	146,000	50,000
SUPPLIES - OFFICE	115,611	124,573	125,000	427
CONSULTING SERVICES	-	96,000	100,000	4,000
OTHER CAPITAL EQUIPMENT	-	108,700	57,750	(50,950)
PRINTING	7,566	40,000	40,000	-
ADVERTISING & PROMOTION	-	15,000	15,000	-
EMPLOYEE TRAINING	-	14,000	12,000	(2,000)
OFFICE EQUIPMENT	2,936	8,500	8,500	-
TRAVEL AND SUBSISTENCE	1,180	9,000	7,000	(2,000)
SUPPLIES - OPERATIONAL	3,204	4,500	4,500	-
UNIFORMS & ACCESSORIES	1,100	5,000	2,500	(2,500)
OTHER MINOR ACCOUNTS	4,940	200	1,000	800
<i>SUBTOTAL</i>	\$50,048,033	\$46,531,131	\$47,921,416	\$1,390,285
RECOVERY OF EXPENSES	\$(368,207)	\$-	\$(720,000)	\$(720,000)
<i>DEPARTMENT TOTAL</i>	\$49,679,826	\$46,531,131	\$47,201,416	\$670,285

The Fiscal Year 2010 Budget Request is \$47.2 million, an increase of \$670 thousand or 1.4% over the Fiscal Year 2009 Budget amount. Total payroll is \$4.7 million and includes 72 positions.

Business Systems continued

Department M&O Highlights:

- Salaries and Wages increased by \$166 thousand over the 2009 Budget. This budget includes annual wage increases required by collective bargaining agreements and the phasing of departmental vacancies.
- FICA and Retirement increased by \$257 thousand over the 2009 Budget due to the SERS Pension Contribution Rate increase from 23.3% to 29.3%.
- The Other Outside Services category increased by \$440 thousand due to increased replacement of aging transponders and the added distribution costs associated with this program.
- The Contracted Outside Service category increased by \$1.0 million to cover consulting services for assistance in the management and oversight of the ETC Contract. The current contract for these services will expire on June 30th, 2010 of which \$600 thousand has been allocated. The remaining \$400 thousand is for transitional oversight services that may be required for the remainder of 2010.
- Bank Charges or credit card fees increased by \$806 thousand based on the projected increase in revenue.
- Equipment Maintenance was decreased by \$2.0 million based on a renegotiated contract with our current vendor who maintains the Electronic Tolling System.
- Other Expenses increased by \$754 thousand to cover Oracle Base Licenses, Oracle Legacy, ADIC Support, VERITAS Support, Data Logger License/Support, EMC SAN Support, Dell Server Support and Oracle DR.
- In order to meet the growing challenges in this Department, three staff positions have been added to the 2010 Budget Request at a cost of \$175 thousand.
- The Recovery of Expenses category increased by \$720 thousand resulting from an Interagency Reciprocity Agreement with the Indiana Toll Road.
- Other Capital Equipment decreased by \$51 thousand by deferring the purchase of several replacement PC's.

Accomplishments:

- IPASS program grew to more than 3.8 million active transponders on more than 2.9 million accounts.
- IPASS transactions accounted for 82 percent of all traffic.
- Ttoll success rate exceeded 36 percent of AVI violations.
- Vtoll success rate exceeded 55 percent of all violations.
- (IAG) participation: 22.9 million transactions on ISTHA roads; 21.7 million transactions by IPASS patrons on other agency roadways.
- Customer service contacts and IPASS account updates exceeded 90,000 emails per day and over 2.1 million postal mailings annually.
- Customer service stores served more than 8200 patrons per week.
- Customer Call center answered more than 8,500 calls per day.

Business Systems continued

- Online missed toll payment program processed more than 2900 tolls per day.
- Deployment of automatic image review and certification that has reduced the overall cost of image review by 23% (est. savings of \$1.8 million for 9 months of operation). This process not only provides cost savings but has proven superior to manual review with only three errors found to date out of 13.5 million images.
- Installation of the first All Electronic Toll Collection Facility with our first three front VES cameras at Eola. Early data shows that the additional front camera coverage has doubled the percentage of violation images that can be certified without manual review to 45%.
- Improvements to lane equipment performance increased transponder capture accuracy and reduced violation rates by approximately 2%-4% in ORT zones. The overall violation rate has been reduced by over 0.5 percent system wide due to this optimization initiative. This half point reduction resulted in approximately \$3 million per year in revenue recovery that was previously non-pursuable.
- Implemented extended Toll recovery process which captures otherwise non-pursuable violation revenue. Approximate revenue recovery from this initiative is \$400,000 per year.
- Designed and implemented a system of audit reports that provide management with a mechanism to improve internal controls and monitor the daily activity of Customer Service Representatives.
- Implemented a reporting mechanism to monitor and measure the Host, VPS, and IPASS systems to ensure each system meets the 99.0% availability requirement set forth in the TRMMP contract.
- Expanded the Interagency Group (IAG) program to include Rhode Island and Ohio providing patrons uninterrupted IPASS usage from Illinois to Maine on over 25 roadways.
- Improved controls and oversight of vendor contracts that resulted in a 16 percent year-over-year cost savings.

Goals and Objectives:

The following goals and objectives address operational efficiencies (strategic plan priority) and contribute to overall cost improvements to operations while ensuring the highest quality customer experience.

Short Term:

- Close out and acceptance of TRMMP (phased program of technology and software that registers all electronic tolling, lane performance and customer service applications).
- Lane tuning to optimize electronic tolling performance.
- Implement transponder replacement program for swapping aged I-PASS transponder services.

- Assist with deployment of unattended plaza pilot program to reduce operating costs of toll collections.

Long Term:

- Continue to improve and enhance services through the Customer Call Center in concert with the Strategic Plan.
- Continue to improve on-line toll violation payment program.
- Continue to explore enhancements and services for the I-PASS Program.
- Continue to make improvements that optimize lane performance, violation identification and recognition technology which will reduce overall costs of toll collection.

Business Systems	Number of Positions		
	Fiscal Year		
	2008	2009	2010
Position Titles			
Administration Manager of Electronic Tolling	1	1	1
Budget Analyst	1	1	1
Business Intelligence Analyst	1	1	1
Business Systems Analyst	0	2	2
Business Systems Project Administrator	0	0	1
Chief of Business Systems	1	1	1
Customer Service Representative	35	35	36
CSR Inventory Specialist	1	1	1
Customer Service Analyst	2	2	2
Customer Service Manager	0	0	5
Customer Service Supervisor	4	4	0
Database Administrator	0	1	0
Deputy Chief of Administration	0	0	1
Deputy Chief of Business Systems	0	0	1
DET Manager	1	1	0
Executive Secretary	1	1	1
General Manager of Contract Management	1	1	1
General Manager of Performance Measurement	1	1	1
Inventory Supervisor	1	1	1
IPASS Coordinator	0	0	1
Operations Project Manager	0	0	1
Performance Measurement Project Administrator	2	2	1
Project Administrator	4	4	3
Project Coordinator	1	1	3
Secretary III	2	2	1
Senior Manager of Customer Service	1	1	1
Senior Project Manager	2	2	2
Software Developer	0	3	0
Special Projects Manager	0	0	2
	63	69	72

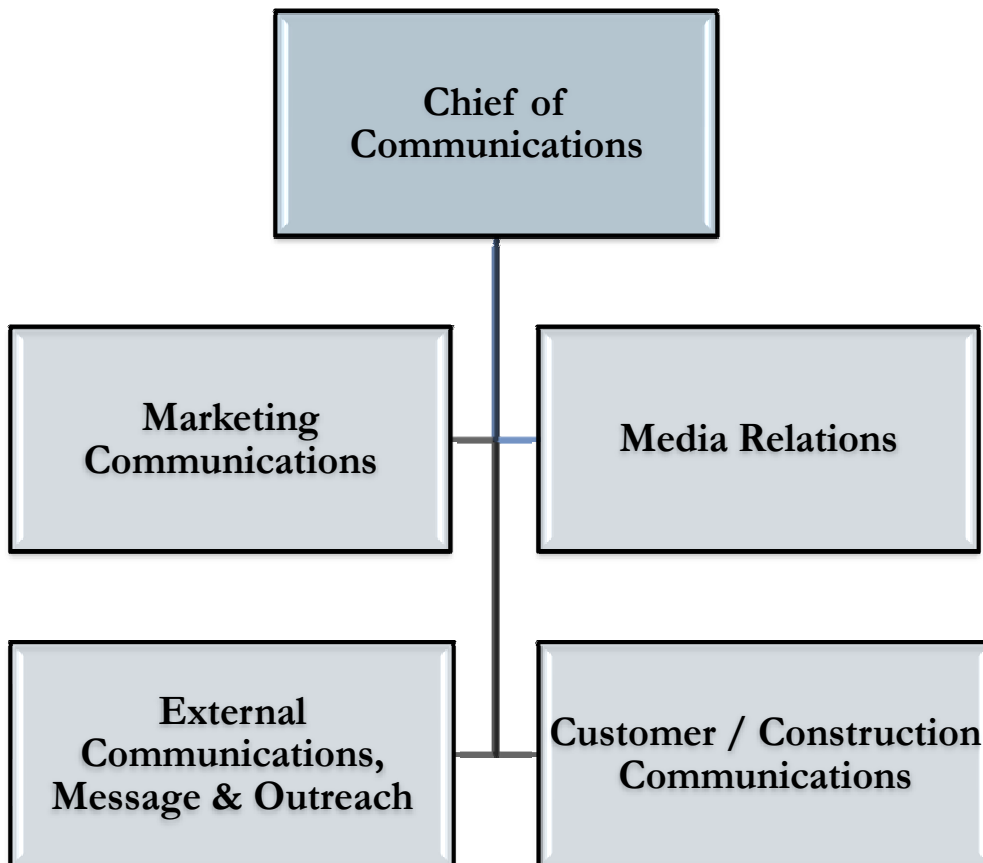
Communications

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 Department's focus is effective communication with all constituencies in order to improve customer service and restore public confidence in the Tollway.

The Communications Department oversees the following functions:

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



Communications

MAJOR ACCOUNT DESCRIPTION	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARY & WAGES	\$750,143	\$739,000	\$747,226	\$8,226
FICA & RETIREMENT	187,352	228,721	276,212	47,491
ADVERTISING & PROMOTION	25,781	115,000	85,000	(30,000)
CONSULTING SERVICES	26,635	60,000	85,000	25,000
PRINTING	25,095	66,000	50,000	(16,000)
OTHER OUTSIDE SERVICES	(169,841)	44,465	30,000	(14,465)
OTHER CAPITAL EQUIPMENT	1,136	26,560	30,000	3,440
EQUIPMENT RENTALS	7,092	18,900	10,000	(8,900)
SUPPLIES - OFFICE	6,361	10,500	8,000	(2,500)
TRAVEL AND SUBSISTENCE	7,961	10,000	5,000	(5,000)
POSTAGE AND EXPRESS	5,471	4,000	4,000	-
EMPLOYEE TRAINING	4,108	5,000	3,500	(1,500)
DUES, BOOKS & SUBSCRIP.	2,520	3,200	3,200	-
EQUIPMENT MAINTENANCE	1,720	3,100	3,000	(100)
SUPPLIES - OPERATIONAL	1,356	1,600	1,500	(100)
OTHER MINOR ACCOUNTS	456	3,400	2,400	(1,000)
DEPARTMENT TOTAL	\$883,346	\$1,339,446	\$1,344,038	\$3,592

The Fiscal Year 2010 Budget Request is \$1.3 million, an increase of \$4 thousand or 0.3% above the Fiscal Year 2009 Budget amount. Total payroll is \$1.0 million and includes 11 positions.

Department M&O Highlights:

- Salaries and Wages increased by \$8 thousand over the 2009 Budget. This budget includes annual wage increases required by collective bargaining agreements and the phasing of departmental vacancies.
- FICA and Retirement increased by \$47 thousand over the 2009 Budget due to the SERS Pension Contribution Rate increase from 23.3% to 29.3%.
- Advertising & Promotion and Printing decreased by \$30 thousand and \$16 thousand respectively, because the Tollway incurred additional costs in 2009 for hosting the IBTTA Conference.
- Consulting Services increased by \$25 thousand to fund Lyris and the Tollway's web design vendor.
- Other Outside Services decreased by \$14 thousand due to one-time charges during 2009 for promotion of the Veterans Memorial Tollway and the CRP.

Communications continued

Accomplishments:

- Designed and produced first, electronic annual report, reducing paper consumption by 95 percent.
- Coordinated host agency activities, speakers, tours and welcome booth for the 77th Annual International, Bridge, Tunnel and Turnpike Association meeting in Chicago for nearly 800 attendees from 21 countries.
- Received various awards from National Association of Government Communicators and the Publicity Club of Chicago.
- Wrote/distributed daily construction alerts, including nearly 250 roadway project updates and about 90 press releases to inform customers about construction and completion dates as well as the benefits of the Congestion-Relief Program.
- Designed/distributed more than 100,000 informational rack cards for distribution by toll collectors to Tollway customers.
- Designed seasonal toll booth posters displayed at more than 180 toll booths systemwide promoting I-PASS, workzone safety, *999, and various tollway programs and events.
- Produced Webinars and videos covering (Roadside Safety, Dealing w/ Threats...).
- Designed/distributed more than 300,000 rack cards promoting I-PASS use and account maintenance for distribution at Oases, local retailers, and local municipalities.
- Aired 9 monthly in-store radio announcements and designed monthly in-store spotlight advertising at more than 180 Jewel-Osco stores throughout Northern Illinois targeted at I-PASS services.
- Planned/staged or participated in more than 20 public/media events, including public open houses, press conferences, customer appreciation events.
- Developed/distributed eight E-newsletters to more than 1 million I-PASS customers.
- Maintained successful NBC in-kind TIMS partnership, including 174 advertising spots.
- Updated Tollway 800-TOLLYFI quarterly and hold line messages for incoming calls.
- Launched consumer education programs – Toll Violation Spring Cleaning Program, Unpaid Tolls and We’re Building Green campaigns and continued to support Safety Seat Program and annual Family Safety Fair in conjunction with Illinois State Police District 15.

Goals and Objectives:

- Continue to enhance Construction Communications efforts by targeting messages to corridor-specific audiences.
- Continue to promote I-PASS with a focus on customer services and account management.
- Direct customers to Oasis-based Customer Service Centers.
- Increase Mobile I-PASS presence at corporate campuses and pilot Secretary of State offices.

Communications continued

- Decrease VES rates by increasing transponder mounting and user education.
- Introduce new I-PASS programs to expand usability.
- As part of the Strategic Plan, continue to provide customer communications support to I-PASS, VES and any other new Tollway programs/policies.
- Continue to partner with the Illinois State Police in developing safety-oriented videos and webinars.

Communications	Number of Positions		
	Fiscal Year		
	2008	2009	2010
Position Titles			
Assistant Multimedia Project Specialist	1	1	1
Assistant Press Secretary	1	1	1
Chief of Communications	1	1	1
Community Relations Coordinator	1	1	1
Executive Secretary	1	1	1
Graphic Designer	1	1	1
Marketing Communications Manager	1	1	1
Multimedia Projects Specialist	1	1	1
Press Secretary	1	1	1
Program Development Manager	1	0	0
Senior Manager of Communications	1	1	1
Writing Specialist	<u>1</u>	<u>1</u>	<u>1</u>
	12	11	11

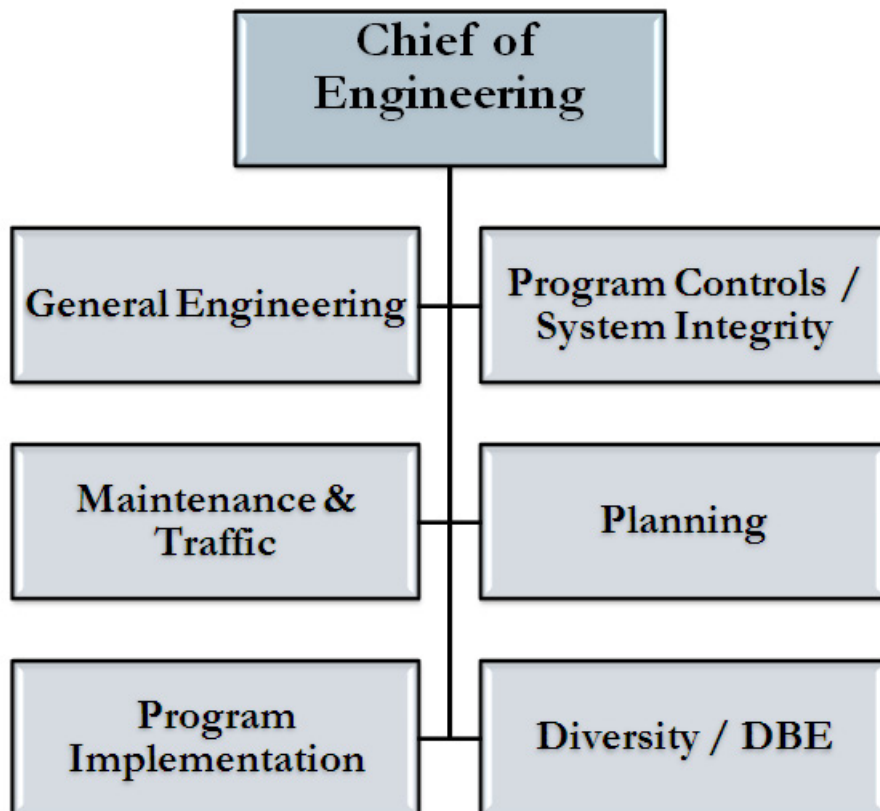
Engineering

Description:

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

The Engineering Department oversees the following functions:

- Planning
- Design
- Construction
- Program Management
- Maintenance & Traffic
- Diversity/DBE



Engineering

MAJOR ACCOUNT DESCRIPTION	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARY & WAGES	\$35,560,387	\$35,180,314	\$35,337,758	\$157,444
FICA & RETIREMENT	9,365,716	10,887,955	13,062,602	2,174,647
MATERIALS - OPERATIONAL	6,484,608	7,044,500	6,603,000	(441,500)
FUELS AND OILS	4,680,658	5,360,050	4,052,750	(1,307,300)
REPLACEMENT PARTS	1,953,554	1,793,000	1,873,880	80,880
CONTRACTED OUTSIDE SERVICE	2,302	830,000	1,823,000	993,000
CONSULTING SERVICES	1,339,773	1,750,000	1,750,000	-
EQUIPMENT MAINTENANCE	627,880	697,150	755,385	58,235
OTHER OUTSIDE SERVICES	66,127	625,900	552,425	(73,475)
SUPPLIES - OPERATIONAL	331,842	373,800	399,620	25,820
UNIFORMS & ACCESSORIES	85,795	118,000	108,500	(9,500)
TOOLS & EQUIPMENT	74,844	78,100	95,722	17,622
SUPPLIES - OFFICE	80,422	81,000	81,000	-
BUILDING EQUIPMENT	113,462	66,200	55,448	(10,752)
ROADWAY EQUIPMENT	39,524	137,200	52,060	(85,140)
EQUIPMENT RENTALS	29,009	42,000	42,000	-
OTHER CAPITAL EQUIPMENT	66,468	34,200	35,770	1,570
EMPLOYEE TRAINING	21,733	37,000	33,600	(3,400)
TRAVEL AND SUBSISTENCE	25,036	28,000	29,330	1,330
DUES, BOOKS & SUBSCRIP.	9,049	62,500	28,125	(34,375)
OTHER EXPENSES	4,764	26,000	14,550	(11,450)
POSTAGE AND EXPRESS	7,158	12,250	10,750	(1,500)
OFFICE EQUIPMENT	22,955	15,600	7,700	(7,900)
TELEPHONE & TELEGRAPH	3,713	4,900	5,500	600
OTHER MINOR ACCOUNTS	11,176	16,200	4,200	(12,000)
<i>SUBTOTAL</i>	\$61,007,955	\$65,301,819	\$66,814,675	\$1,512,856
RECOVERY OF EXPENSES	\$(1,215,738)	\$(1,231,200)	\$(1,251,200)	\$(20,000)
<i>DEPARTMENT TOTAL</i>	\$59,792,217	\$64,070,619	\$65,563,475	\$1,492,856

The Fiscal Year 2010 Budget Request is \$65.6 million, an increase of \$1.5 million or 2.3% over the Fiscal Year 2009 Budget amount. Total payroll is \$48.4 million and includes 592 positions.

Engineering continued

Department M&O Highlights:

- Salaries and Wages increased by \$157 thousand compared to the 2009 Budget. This budget includes annual wage increases required by collective bargaining agreements and the phasing/elimination of departmental vacancies.
- FICA and Retirement increased by \$2.2 million over the 2009 Budget due to the SERS Pension Contribution Rate increase from 23.3% to 29.3%.
- A major portion of the Materials-Operational category includes the supply of de-icing salt and other winter roadway materials. These materials were severely depleted during last winter's storms. Replenishment of that supply for 2008-09 was compounded by a significant increase in the cost of salt per ton. The 2010 Budget reflects some price stabilization for salt resulting in a decrease of \$442 thousand compared to 2009. This category also includes items such as replacement guard rails and attenuators.
- During 2009, Fuel and Oil pricing continued to decrease although fuel consumption increased due to the addition of more lane miles and the severe winter weather which caused snow plow trucks and ISP squad cars to use more fuel. With estimated fuel consumption, some price stabilization and increased use of E-85 fuel factored in, the 2010 Budget Request reflects a decrease of \$1.3 million.
- Replacement Parts increased by \$81 thousand due to increased Fleet size as well as higher prices for OEM and aftermarket parts such as snow plow blades.
- The Contracted Outside Service category increased by \$1.0 million to cover the new Fiber Optic Maintenance Agreement that was formerly handled by Adesta. Also included in this category is the ITS maintenance and support contract that covers TIMS, Toll Operations and Security Cameras, and the maintenance and technical support for DMS issues.
- Equipment Maintenance increased by \$58 thousand partially due to the normal escalation of wages and the continued expansion of the system under the Delcan maintenance contract for TIMS. This account also includes maintenance increases for Fleet's AVL and CSI Auto-Fuel Systems, the Dispatch CAD System and Planning's ESRI Software.
- Roadway Equipment for Fleet and Roadway Maintenance was decreased \$85 thousand by deferring equipment expenditures until 2011.
- Other Outside Services which includes scavenger, towing and Fleet repairs, was reduced by \$73 thousand.

Engineering continued

Accomplishments:

Construction

- Continued to deliver the construction of the Congestion Relief Program (CRP) at a cost below the industry standard.
- A goal of \$1.3 billion in CRP project close outs was projected for 2009. Within the first four months of the year, that goal was exceeded. By mid-year, 175 contracts, valued at a cumulative total of \$2.0 billion were closed-out. Aggressive project close-out resulted in approximately \$90 million that will be re-injected into the program.
- 2009 was one of the wettest years in Chicago's history, with a record 25.8 inches of rainfall between January and June. Construction schedules continued to be met through effective project management and partnering with construction contractors, allowing the Tollway to meet or come in under budget.
- Engineering continues to maintain ISO certification, which was first achieved in June 2005, and recognizes the Tollway for continuous improvement and customer service focus. Our registration was upgraded to ISO 9001:2008 in 2009 as a result of our internal policies and processes and high level of customer focus.
- The Web-Based Management System, Proliance, is used for all Congestion-Relief Program projects to accelerate and improve project communications, resulting in measurable benefits including a major reduction in turn-around time for crucial business processes.
- The Tollway ranked first in the Top 10 Road Projects of *Roads & Bridges Magazine* with the selection of the North/Central Tri-State Tollway (I-94/I-294) Rebuild and Widen Project.
- The Tollway took fourth place in the Top 10 Bridge Projects of *Roads & Bridges Magazine* with the selection of the Cherry Valley Interchange Project on the Jane Addams Memorial Tollway.
- The American Council of Engineering Companies of Illinois (ACEC-IL) awarded the Engineering Excellence Honor Award for the Eastbound Reagan Memorial Tollway Rebuild and Widen project at the Fox River.

Planning

- Reviewed and recommended modifications to contract plans to minimize the impact of construction related congestion.
- Monitored traffic and revenue trends on the Tollway's highly dynamic system, which allowed measurement of system performance and economic influences against other national toll roads.

Engineering continued

- Partnered with CMAP, RTA, Pace and IDOT on two Federal Urban Partnership Program grant applications for congestion pricing and transit funds for program implementation. Also partnered with Metropolitan Planning Council and CMAP on federally funded regional congestion pricing study for all interstates in Northeast Illinois.
- Completed four integrated master plans along the I-90 corridor, which provides a proactive and collaborative intermodal transportation plan.
- The Tollway is represented in the Technical and Regulatory Committee of the Illinois Road and Transportation Builders Association (IRTBA) Green Council. The Committee is working on understanding changes in regulations and evaluating new environmental initiatives.

Goals and Objectives

Construction

- 2010 is the sixth year of our Congestion-Relief Program (CRP), designed to enhance the existing infrastructure by rebuilding and widening a number of Tollway system corridors. This year the focus will be on closing out \$1 billion in construction work.
- Construction will continue in 2010 with the resurfacing of I-355 from I-55 to Army Trail Road, bridge repairs and resurfacing and bridge repair on the Edens Spur.
- The Tollway will continue to maintain a high level of quality construction through continued implementation of the Quality Management approach that ensures inspection by both contractor and construction management teams.
- The Tollway has teamed with the Road Building, Roofing, and Solid Waste management industries to develop, through the Illinois Environmental Protection Agency (IEPA), guidelines of best management practices for the operation of asphalt shingle recycling facilities, and to develop specifications to allow for Recycled Asphalt Shingles (RAS) to be used in Hot Mix Asphalt (HMA) mixes as an asphalt substitution.

Maintenance and Traffic Operations

- Committed to providing roadway signage that communicates changes in traffic patterns, day and night time lane closures, as well as alternative driving routes. Our focus in 2010 will be to continue to upgrade and enhance roadway signs including new mile markers, an exit numbering system and improved ORT signage for electronic toll collection.
- Continued use and enhancement of our Intelligent Transportation Systems (ITS) will help us manage congestion, improve incident management, monitor and detect traffic incidents. ITS includes expanding and maintaining the Tollway's fiber optics operations, installation of wireless CCTV cameras, Weigh-In-Motion and Video Incident Detection systems, Roadway Weather Information System upgrades, digital conversion of original analog systems and modernization of the TIMS system.

Engineering continued

- Continue the Tollway's "Green" efforts by reviewing and testing alternate fuel vehicles and systems that reduce emissions and/or increase fuel economy with the goal to reduce fuel consumption by 5% for 2010. Efforts include the purchase of additional hybrid vehicles for Pool Fleet and light duty applications.
- Explore the establishment of a Common Corridors Program – this initiative will investigate opportunities to use the outside limits of the Tollway corridors to enhance revenue. Electric transmission lines installed on I-88, I-90 and I-294 may prove to be compatible with our operations and may have significant value.

Planning

- Partner with local communities, transportation officials and regional transportation agencies to provide comprehensive strategic transportation solutions for Northern Illinois.
- Continue to establish and convene Corridor Planning Councils to strengthen partnerships between the Tollway and its surrounding communities, as well as provide updates regarding upcoming and on-going construction projects.
- Continue to develop and deploy GIS technology to increase long-term efficiency and enhance technology-based permit and utility tracking, as well as to implement a graphic interface between roadway segments and roadway/bridge maintenance for Intergovernmental Agreements.

Engineering	Number of Positions		
	Fiscal Year		
Position Title	2008	2009	2010
Administration Manager	1	0	1
Aerial Lift Operator	0	0	1
Auto Mechanic	52	54	53
Automotive Attendant	2	3	2
Automotive Body Technician	2	2	2
Budget Procurement & Maintenance Systems Mgr.	1	1	1
Central Shop Area Supervisor	1	1	1
Central Shop Clerk	4	4	0
Central Shop Manager	1	1	1
Central Shop Supervisor	1	1	1
Chief Engineer	1	1	1
Civilian Call Taker	7	7	7
Communications Supervisor	4	4	4
Community Relations Coordinator	1	1	0
Construction Contract Supervisor	1	1	1
Construction Services Manager	1	1	0
Contract Administrator	1	1	1
Contract Payment Expeditor	3	3	4
Contract Payment Expeditor Supervisor	0	0	1
Data Technician	1	1	1
Deputy Chief of Engineering for Planning	1	1	1
Deputy Chief of Program Controls	1	1	1
Deputy Chief of Program Implementation	1	1	1
Dispatch Manager	1	1	1
Engineering Document Administrator	1	1	1
Engineering Project Analyst	2	2	1
Engineering Project Liaison	1	1	1
Environmental Engineer	1	1	0
Environmental Planner	4	4	2
Environmental Policy and Program Manager	0	0	1
Equipment Operator Laborer	318	318	319
Executive Project Engineer	3	3	5
Executive Project Manager	1	1	0

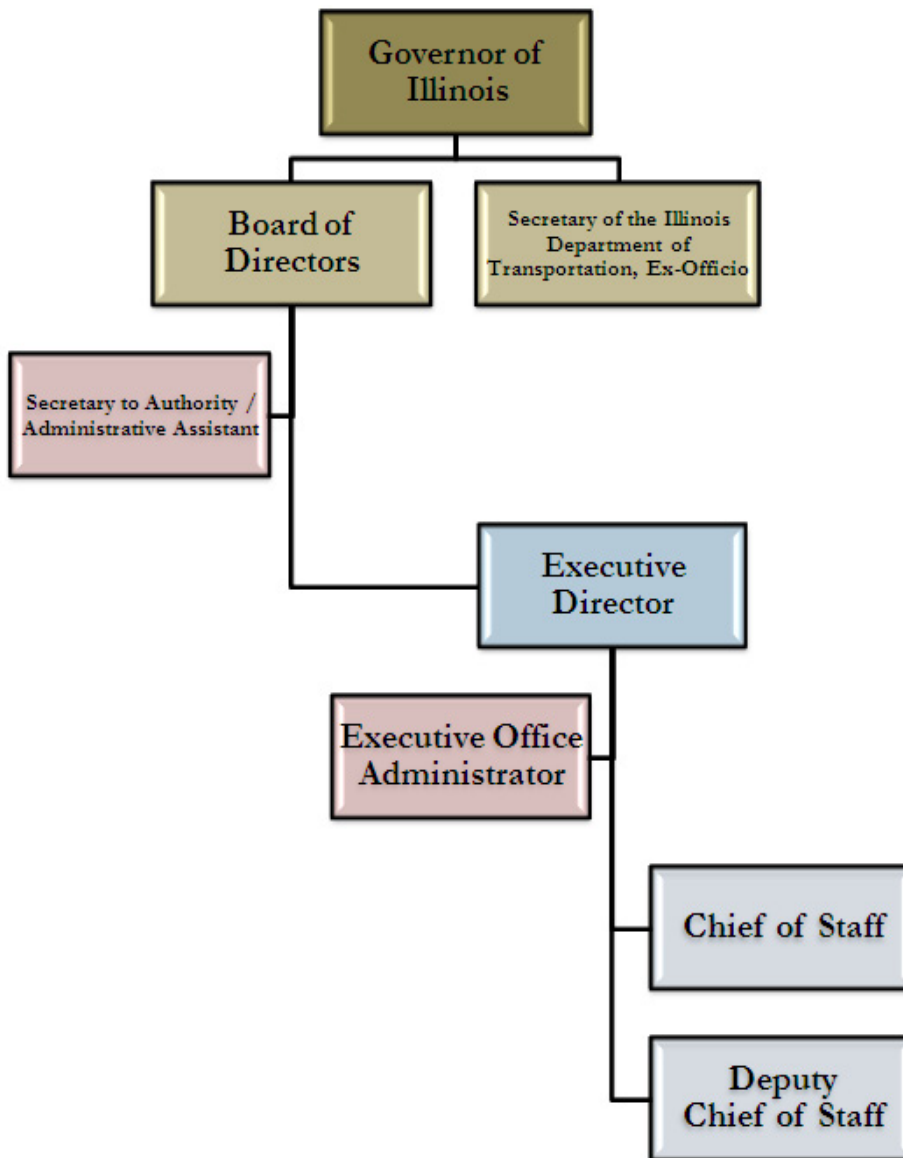
Engineering	Number of Positions		
	Fiscal Year		
Position Title	2008	2009	2010
Executive Secretary	3	3	4
Fiber Optic Utilities Relocation Manager	0	0	1
Fleet District Manager	2	2	2
Fleet Manager	1	1	1
Fleet Systems Analyst	1	1	1
General Manager for Fiber	1	1	0
General Manager of Engineering	1	1	1
General Manager of Maintenance & Traffic	1	1	1
Geometrics Engineer	1	1	1
GIS Application DB Support Specialist	1	1	1
GIS Systems Manager DBA Administrator	1	1	0
General Manager of Diversity	0	1	1
Incident Manager	1	1	1
ITS Deployment Engineer	1	1	1
Land Acquisition Manager	1	1	1
Legislative & Policy Analyst	1	1	1
Maintenance Section Manager	12	12	12
Maintenance Section Supervisor	11	11	11
Maintenance Systems Analyst	1	1	1
Maintenance Systems Support Clerk	1	1	1
Management Operations Specialist	0	0	1
Materials Engineer	1	1	1
Materials Operations Specialist	1	1	0
Minority / DBE Manager	0	0	1
Oasis Project Manager	1	1	1
Parts Clerk	0	0	14
Permit & Utilities Coordination Mgr.	0	0	1
Policy Analyst	1	1	1
Project Engineer	1	1	0
Project Manager	6	6	5
Property Specialist	1	1	1
Relocation and Acquisition Specialist	1	1	1
Roadway Electrical Manager	1	1	1

Engineering	Number of Positions		
	Fiscal Year		
	2008	2009	2010
Position Title			
Roadway Lighting Laborer	12	12	12
Roadway Maintenance District Manager	2	2	2
Roadway Maintenance Manager	1	1	1
Secretary II	1	1	1
Secretary III	5	5	5
Section Clerk	22	22	13
Senior Landscape Architect	1	1	1
Senior Manager of Strategic Planning	1	1	0
Senior Project Engineer	7	8	7
Senior Project Engineer - GIS	1	1	0
Senior Project Manager	3	3	4
Senior Project Manager - Engineering	1	1	0
Senior Project Manager - Utilities	1	1	0
Sign Maker Hanger	15	15	15
Sign Shop Clerk	1	1	0
Sign Shop Manager	1	1	1
Sign Shop Supervisor	1	1	1
Sr. Manager of Strategic Planning	0	0	1
Technical Manager for Utilities	1	1	0
Telecommunicator	21	21	21
Traffic & Revenue Analyst	1	1	1
Traffic Operations Control Supervisor	1	1	1
Traffic Operations Manager	1	1	1
Traffic Operations Technician	5	5	5
Traffic Permit Technician	1	1	1
Utility Administrator	1	1	1
Utility Technician	2	2	2
Welder	<u>8</u>	<u>8</u>	<u>7</u>
	594	598	592

Executive Management and Board of Directors Office

Description:

The Executive Management and Board of Directors Office is comprised of the Chairman of the Board, eight Board of Directors, two Ex-Officio and the executive management staff. This office provides the management expertise to conceptually identify and set policies for the organization. This Office also develops and implements a strategic plan that allows for the efficient and effective use of all available resources to accomplish the mission of the Tollway.



Executive Office

MAJOR ACCOUNT DESCRIPTION	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARY & WAGES	\$853,392	\$982,000	\$995,908	\$13,908
FICA & RETIREMENT	216,734	303,925	368,137	64,212
OTHER OUTSIDE SERVICES	72,849	80,000	80,000	-
DUES, BOOKS & SUBSCRIP.	6,708	184,100	33,800	(150,300)
TRAVEL AND SUBSISTENCE	11,419	16,000	16,000	-
OTHER EXPENSES	96,049	8,500	8,500	-
ADVERTISING & PROMOTION	-	4,600	4,000	(600)
PRINTING	(245)	1,600	4,000	2,400
EMPLOYEE TRAINING	-	3,300	3,300	-
SUPPLIES - OFFICE	1,364	4,500	2,200	(2,300)
POSTAGE AND EXPRESS	548	2,175	1,700	(475)
OTHER CAPITAL EQUIPMENT	-	3,000	1,500	(1,500)
OTHER MINOR ACCOUNTS	600	2,200	1,400	(800)
DEPARTMENT TOTAL	\$1,259,418	\$1,595,900	\$1,520,445	\$(75,455)

The Fiscal Year 2010 Budget Request is \$1.5 million, a decrease of \$75 thousand or 4.7 % below the Fiscal Year 2009 Budget amount. Total payroll is \$1.4 million and includes 7 positions.

Department M&O Highlights:

- Salaries and Wages increased by \$14 thousand over the 2009 Budget. This increase reflects full funding of previously vacant positions within the Executive Office, partially offset by the appointment of a new Chair and two Directors who accepted no compensation (savings of \$99 thousand).
- FICA and Retirement increased by \$64 thousand over the 2009 Budget due to the SERS Pension Contribution Rate increase from 23.3% to 29.3%.
- Dues, Books & Subscriptions decreased by \$150 thousand because the IBTTA hosting fee was incurred in 2009.

Executive Office continued

Accomplishments:

- Supported the completion of year five of the Congestion-Relief Program.
- Supported the integration of sustainable pavement and green construction options on Tollway roadways and facilities.
- Directed the efforts to implement the first electronic toll collection-only site on the system to study opportunity to reduce costs and improve operational efficiencies.
- Directed the efforts to increase accountability and transparency, including the initiation of video tapping and Web casting all public agency meetings, posting online all Freedom of Information requests and responses, and coordination with the State to have Tollway employee and contract information posted online for public review.
- Directed the efforts to fulfill the pledge to act as a trustworthy steward of toll revenues.
- Provided oversight of the expansion of customer services.

Goals & Objectives:

- Uphold the Tollway’s Mission Statement.
- Continue to support year six of the Congestion-Relief Program.
- Coordinate the improved efficiency of daily operations.
- Work with local, state and regional transportation, transit and planning entities to identify Tollway’s roll in identifying and planning for future transportation needs.

Executive Office

**Number of Positions
Fiscal Year**

Position Title	Fiscal Year		
	2008	2009	2010
Executive Director	1	1	1
Chief of Staff	1	1	1
Deputy Chief of Staff	1	1	1
Executive Office Administrator	1	1	1
Executive Secretary	0	0	1
Secretary to Chairman	1	1	1
Sr. Manager of Program Development	<u>1</u>	<u>2</u>	<u>1</u>
	6	7	7

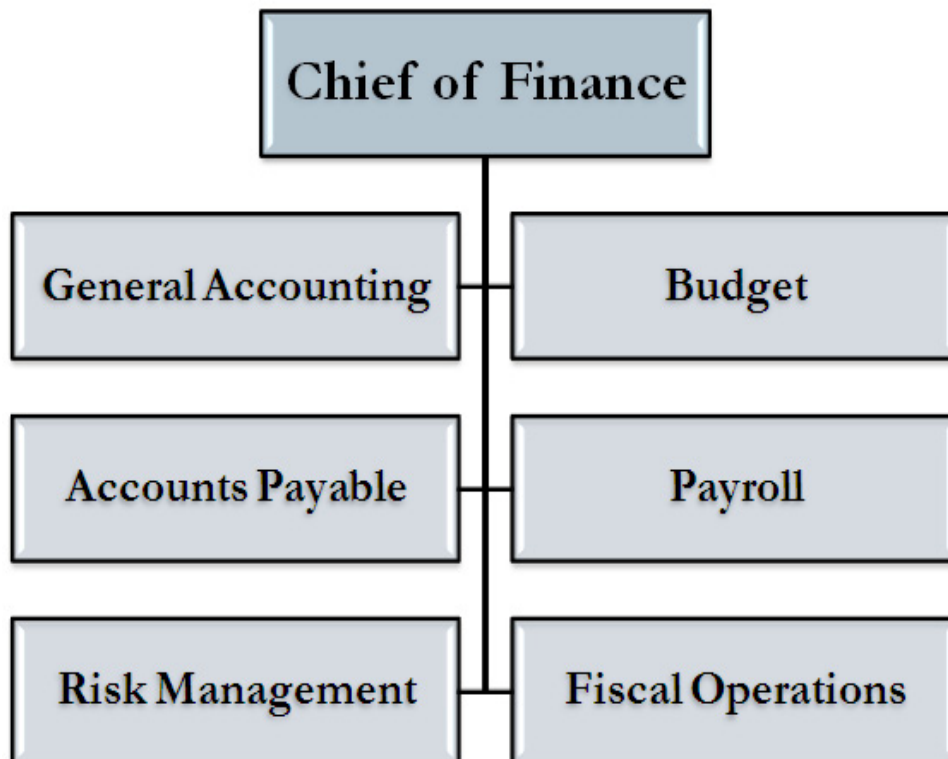
Finance

Description:

The Finance Department is responsible for all general accounting, financial reporting, capital and operations budgeting, major contract review, accounts payable, payroll, and risk management. In addition, Finance manages all bond issuances, and coordinates the management of cash and investments with the State Treasurer's Office.

Finance oversees the following functions:

- General Accounting
- Budget
- Accounts Payable
- Payroll
- Risk Management
- Fiscal Operations



Finance

MAJOR ACCOUNT DESCRIPTION	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARY & WAGES	\$2,345,282	\$2,914,912	\$2,747,533	\$(167,379)
FICA & RETIREMENT	840,117	902,323	1,015,625	113,302
GROUP INSURANCE	23,723,571	25,500,000	26,305,000	805,000
WORKMAN'S COMP. INSURANCE	5,816,853	6,100,000	7,800,000	1,700,000
OTHER OUTSIDE SERVICES	875,974	2,450,000	3,675,000	1,225,000
PROPERTY INSURANCE	2,325,690	2,512,000	2,600,000	88,000
BANK CHARGES	161,492	150,000	150,000	-
BOND TRUSTEE	36,848	50,000	50,000	-
SUPPLIES - OFFICE	21,155	22,000	22,000	-
POSTAGE AND EXPRESS	7,472	8,500	8,500	-
DUES, BOOKS & SUBSCRIP.	6,283	10,000	8,000	(2,000)
EQUIPMENT MAINTENANCE	9,010	8,000	6,000	(2,000)
OFFICE EQUIPMENT	5,480	8,000	6,000	(2,000)
EMPLOYEE TRAINING	1,983	6,000	5,000	(1,000)
TRAVEL AND SUBSISTENCE	2,815	4,000	4,000	-
PRINTING	3,276	4,500	4,000	(500)
OTHER EXPENSES	3,679	5,000	4,000	(1,000)
OTHER CAPITAL EQUIPMENT	826	4,000	4,000	-
SUPPLIES - OPERATIONAL	348	3,500	3,000	(500)
OTHER MINOR ACCOUNTS	14,684	200	100	(100)
<i>SUBTOTAL</i>	\$36,202,838	\$40,662,935	\$44,417,758	\$3,754,823
RECOVERY OF EXPENSES	\$(150,237)	\$(305,000)	\$(300,000)	\$5,000
<i>DEPARTMENT TOTAL</i>	\$36,052,601	\$40,357,935	\$44,117,758	\$3,759,823

The Fiscal Year 2010 Budget Request is \$44.1 million; an increase of \$3.8 million or 9.3% over the Fiscal Year 2009 Budget amount. Total payroll is \$3.8 million and includes 55 positions.

Department M&O Highlights:

- Salaries and Wages decreased by \$167 thousand compared to the 2009 Budget. This budget includes annual wage increases required by collective bargaining agreements and the phasing/elimination of departmental vacancies.

Finance continued

- FICA and Retirement increased by \$113 thousand over the 2009 Budget due to the SERS Pension Contribution Rate increase from 23.3% to 29.3%.
- Group Insurance was increased by \$805 thousand or 3.2% due to rising healthcare costs and projected employee enrollment. This account includes group medical, dental, optical and life as well as retiree health and life insurance.
- Worker's Compensation Insurance increased by \$1.7 million or 27.9% based on the latest actuarial study which projects a rise in the value of claims for 2010.
- Other Outside Services increased by \$1.2 million, of which \$1.0 million is for increased collection activities. The remaining increase of \$0.2 million is for increased external audit fees and emergency road services (fire and ambulance).
- Property Insurance increased by \$88 thousand or 3.5% to cover buildings, bridges, vehicles and liability insurance.

Accomplishments:

- Continued to accommodate an increasing work load while improving service levels, internal controls and accountability.
- Continued to manage and enhance the Catapult capital budgeting and financial reporting system, resulting in improved timeliness and accuracy of financial information critical to the management of the CRP.
- Completed the fifth year of financing for the CRP below planned amounts.
- Received recognition from the Government Finance Officers Association (GFOA), through the Certificate for Excellence in Financial Reporting as well as the Distinguished Budget Presentation Award.
- Demonstrated improved internal controls and compliance with state statutory and accounting mandates by reducing the external audit findings.
- Proactively reviewed internal controls and implemented changes designed to accommodate Sarbanes-Oxley type requirements for government agencies.
- Increased damage claim recoveries to record levels and implemented insurance requirements designed to protect the Tollway's interest while reducing costs to Tollway contractors.
- Enhanced the reporting of Strategic Planning performance measures including internal targets and external benchmarks in conjunction with the planning unit of the Engineering Department.

Finance continued

Goals and Objectives:

- Continue to support the development, implementation and monitoring of the CRP.
- Continue to support the Tollway’s initiative to implement an Enterprise Resource Planning (ERP) system to improve management processes relating to the general ledger, budget, purchasing, human resources, fleet management and other agency-wide needs.
- Continue to implement modifications to the Construction Insurance Program in an effort to reduce the overall cost of construction.
- Provide for an effective treasury management program.
- Implement additional controls to improve financial reporting and management of the Tollway’s financial functions.
- Ensure a successful debt management program.
- Maintain a fiscally sound governmental organization that conforms to legal requirements and to generally accepted accounting and financial management principles.

Finance	Number of Positions		
	Fiscal Year		
Position Title	2008	2009	2010
Accounting Assistant	1	1	0
Accounts Payable Clerk	1	1	0
Accounts Payable Representative	4	4	7
Accounts Payable Specialist	1	1	0
Accountant	2	2	2
Assistant Supervisor Accounts Payable	1	1	1
Budget Analyst	2	2	2
Budget Records Specialist	2	1	0
Budget/General Accounting Clerk	1	1	1
Capital Budget Analyst	3	3	2
Capital Budget Manager	1	1	1
Capital Budget Specialist	1	1	1
Cashier	2	2	1
Cashier Supervisor	1	1	2
Cashier/General Accounting Assistant	1	1	2
Chief Accountant	1	1	2
Chief of Finance	1	1	1
Claims Adjuster	1	1	1
Construction Insurance Analyst	1	1	0
Controller	1	1	1

Finance

**Number of Positions
Fiscal Year**

Position Title	2008	2009	2010
Cost Accountant III	1	1	0
Disbursement Control Supervisor	1	1	1
Emergency Services Collection Analyst	1	1	1
ERP Manager	1	1	1
Executive Secretary	1	1	1
Financial Planning Analyst	0	0	1
Fiscal Operations Manager	1	1	1
General Accounting Assistant	2	2	1
Insurance Claims Supervisor	1	1	1
Insurance Risk Manager	1	1	1
M & O Budget Manager	1	1	1
Payroll Analyst	1	1	2
Payroll Clerk	1	1	0
Payroll Manager	1	1	1
Payroll Specialist	2	2	2
Payroll Supervisor	1	1	1
Project Accountant	2	2	2
Project Administrator	1	1	1
Property Recovery Analyst	1	1	1
Secretary III	1	1	1
Senior Accountant	4	5	5
Senior Financial Analyst	1	1	1
Senior Manager of Financial Reporting	0	1	0
Support Clerk	<u>1</u>	<u>1</u>	<u>1</u>
	57	58	55

Information Technology

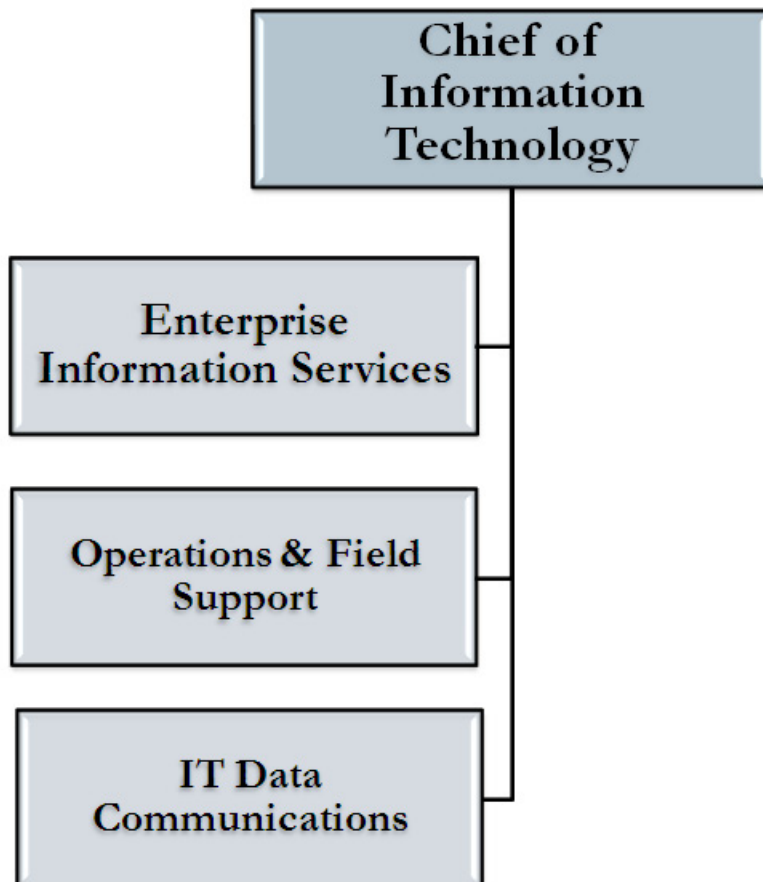
Description:

The Information Technology Department is responsible for management and support of the technology architecture, hardware, software and other respective resources within the Illinois Tollway.

Additionally, the department is also responsible for planning, implementation and oversight of all information technologies and telecommunications as well as providing the Tollway with strategic guidance and user/client services.

Information Technology oversees the following functions:

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



Information Technology

MAJOR ACCOUNT DESCRIPTION	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARY & WAGES	\$4,236,656	\$4,492,000	\$4,631,913	\$139,913
FICA & RETIREMENT	1,114,640	1,390,250	1,712,187	321,937
CONSULTING SERVICES	549,500	1,267,400	1,205,000	(62,400)
EQUIPMENT MAINTENANCE	961,409	1,425,000	1,172,500	(252,500)
CONTRACTED OUTSIDE SERVICE	731,612	770,000	800,000	30,000
TELEPHONE & TELEGRAPH	595,156	530,000	435,000	(95,000)
REPLACEMENT PARTS	124,959	150,000	141,000	(9,000)
SUPPLIES - OPERATIONAL	33,542	45,300	111,250	65,950
OTHER OUTSIDE SERVICES	(123,131)	191,000	107,000	(84,000)
EMPLOYEE TRAINING	(48,788)	47,700	30,000	(17,700)
MATERIALS - OPERATIONAL	11,898	10,000	14,000	4,000
TOOLS & EQUIPMENT	3,999	5,000	7,000	2,000
TRAVEL AND SUBSISTENCE	6,291	6,000	6,000	-
SUPPLIES - OFFICE	7,682	10,000	6,000	(4,000)
OTHER CAPITAL EQUIPMENT	6,426	2,500	5,500	3,000
DUES, BOOKS & SUBSCRIP.	2,900	3,700	3,200	(500)
UNIFORMS & ACCESSORIES	2,518	6,000	3,000	(3,000)
POSTAGE AND EXPRESS	2,192	3,000	2,500	(500)
OTHER EXPENSES	724	1,050	2,100	1,050
OFFICE EQUIPMENT	1,425	3,000	2,000	(1,000)
PRINTING	282	2,100	1,850	(250)
OTHER MINOR ACCOUNTS	751	-	500	500
DEPARTMENT TOTAL	\$8,222,643	\$10,361,000	\$10,399,500	\$38,500

The Fiscal Year 2010 Budget Request is \$10.4 million, which reflects an increase of \$39 thousand over the Fiscal Year 2009 Budget amount. Total payroll is \$6.3 million and includes 72 positions.

Department M&O Highlights:

- Salaries and Wages increased by \$140 thousand over the 2009 Budget. This budget includes annual wage increases required by collective bargaining agreements and the phasing as well as the elimination of three departmental vacancies.
- FICA and Retirement increased by \$322 thousand over the 2009 Budget due to the SERS Pension Contribution Rate increase from 23.3% to 29.3%.

Information Technology continued

- The majority of the spending in the Consulting Services category is for the Tollway's Web and IVR hosting services; the 2010 Budget Request for this account decreased by \$62 thousand.
- Equipment Maintenance decreased by \$253 thousand due to an expected re-alignment of maintenance contract renewals for Unisys, Kronos, etc.
- Telephone decreased by \$95 thousand due to an anticipated decrease in PBX relocations.
- Supplies-Operational increased by \$66 thousand to meet the new IG requirement of not recycling tapes.
- Other Outside Services decreased by \$84 thousand resulting from a reduced need by Data Communications for outside support.

Information Technology

Accomplishments:

- Completed the new DeKalb Disaster Recovery Center which included the relocation, installation and implementation of the Tollway's financial applications, e-mail, file and print servers.
- Consolidated nine servers into one physical server resulting in less power consumption. Additional server-based resources are being identified, reviewed and analyzed for future consolidation.
- Changed the Tollway's Web site to include access for contractors to report DBE/EEO information through an online application.
- Microsoft Office SharePoint Server upgrade created the "*CrossRoads*" Intranet Portal. "*CrossRoads*" serves as a centralized information location with search, collaboration and document storage functionality.
- Implemented the live Webcast of the monthly Tollway Board meetings. The Webcasts are part of an effort to provide greater public access to information about the Tollway and its operations. An audio file of the Webcast is available three business days following the Board Meeting.
- The Illinois Tollway was recognized as the winner of the 2009 National Council for Public-Private Partnerships (NCPPT) Service Award for the "Illinois Tollway Telecommunications Facility Leasing Program." This tower co-location leasing program not only services the agency's needs, but also wireless internet and point to point microwave needs of Tollway drivers and neighboring municipalities.
- In 2009, the Illinois Tollway constructed a new communications tower on Tollway property located at the southeast corner of the Tri-State Tollway and 55th Street, near Western Springs. The project was also funded by a group of cellular phone providers consisting of Verizon Wireless, U.S. Cellular, T-Mobile, Cricket Communications and AT&T. The tower, owned by the Illinois Tollway, is utilized for Public Safety Radio communications systems, the Traffic & Incident Management System (TIMS) and the cellular providers.

Information Technology continued

- Continued to negotiate communication tower lease agreements to increase the Tollway's miscellaneous revenues.
- During 2009, IT completed a systemwide upgrade to Microsoft Office 2007.

Goals and Objectives:

- Continue efforts to market and lease fiber optic capacity and negotiate tower co-location agreements that will provide additional sources of revenue.
- Complete the implementation of the Kronos automated time and attendance system for all Tollway employees. This automated process is part of the Tollway's paperless office initiative.
- Configure and deploy a software-based Intelligent E-Mail archiving platform that stores, manages and enables discovery of email messages.
- The IT Department plans to build two new communication towers to replace ones in Gurnee and Rockford that are more than fifty years old, and are critical to operational and safety communications.
- Deployment of VOIP phones, which are less expensive than outside phone lines, to remote customer service facilities located at Tollway Oases.
- Develop an internal business intelligence application that will assist the Business Systems Department in identifying, analyzing and maintaining lane-based equipment which is vital to revenue collection and enforcement. Emphasis on camera performance, excessive violations and stray tag reads are all indicators of possible hardware issues.
- Consolidate the Starcom 21 communications circuits into the Tollway's Next Generation Network (NGN) in order to maximize availability and reliability. The StarCom 21 is a Public Safety Radio System.

Information Technology

**Number of Positions
Fiscal Year**

Position Title	2008	2009	2010
Antenna Specialist	2	2	2
Assistant Web Master	1	1	1
Chief of Information Technology	1	1	1
Communications Equipment Operator	1	1	1
Computer Operator	2	2	2
Customer Service Supervisor	1	1	1
Data Center Operations Manager	1	1	1
Data Communications Manager	1	1	1
Data Communications Specialist	1	1	1
Data Communications Technician	2	2	2
Desktop Support Technician	1	1	1
Enterprise Information Services Manager	1	1	1
ERP Manager	1	1	0
Executive Secretary	1	1	1
Field Network Engineer	6	6	6
Field Operations Manager	1	1	1
Inventory Control Clerk	1	1	1
IT Business Development Coordinator	1	1	1
IT Projects Coordinator	1	1	1
IT Security Manager	1	1	1
IT Special Projects Coordinator	1	1	1
Manager of Project Management Office	1	1	0
Mobile Installer	3	3	3
Mobile Shop Manager	1	1	1
Multimedia Project Specialist	1	1	0
Network Administrator	3	3	3
Network Support Administrator	1	1	1
Network Support Manager	1	1	1
Operations & Customer Support Manager	1	1	1
Oracle DBA	1	1	1
PBX Administrator	1	1	0
PBX Technician	1	1	1
Project Manager	5	5	5

Information Technology	Number of Positions		
	Fiscal Year		
Position Title	2008	2009	2010
Project Specialist	1	1	0
Secretary III	2	2	2
Security Administrator	0	0	1
Senior Computer Operator	2	2	2
Senior Network Administrator	1	1	1
Senior Software Engineer	3	3	3
Senior Systems Analyst	3	3	3
SQL/Access Developer	1	1	1
Sr. Manager of Project Management	0	0	1
System Technician I	6	6	6
Systems Architecture & Engineering Manager	1	1	1
Systems Supervisor	1	1	1
UNIX Administrator	1	1	0
Voice Communications Coordinator	0	0	1
Voice Communications Coordinator	1	1	1
WEB Development Coordinator	1	1	0
WEB Development Manager	0	0	1
Webmaster	1	1	1
Wireless Network Administrator	<u>1</u>	<u>1</u>	<u>1</u>
	75	75	72

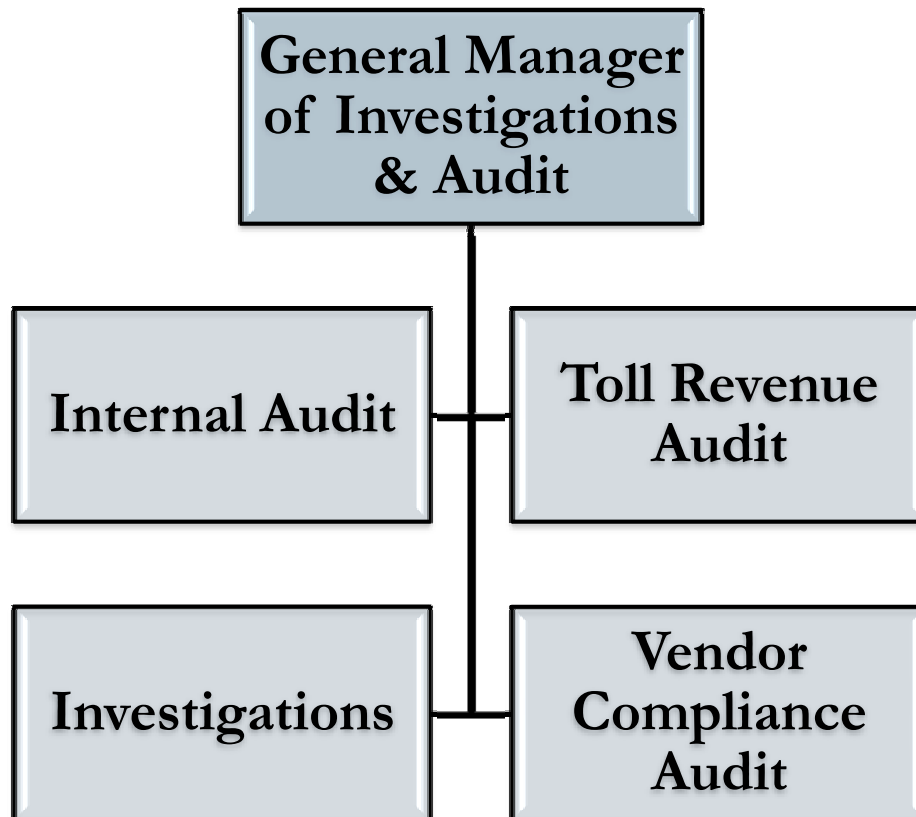
Investigations and Audit

Description:

It is the mission of the Investigations and Audit Department to provide accountability and protect the integrity of the Illinois Tollway. The Investigations and Audit Department fairly investigates all instances of waste, inefficiencies, fraud, corruption, misconduct and mismanagement in the day-to-day operations of the Illinois Tollway. It recommends 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. Further, conducts internal audits, external vendor audits, special management reports, and pre-implementation reviews of major new or revised automatic data processing systems.

The Investigations and Audit Department oversees the following functions:

- Internal Audit
- Toll Revenue Audit
- Investigations
- Vendor Compliance Audit



Investigations & Audit continued

MAJOR ACCOUNT DESCRIPTION	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARY & WAGES	\$881,770	\$926,500	\$1,014,271	\$87,771
FICA & RETIREMENT	230,904	286,700	374,925	88,225
EMPLOYEE TRAINING	8,553	7,500	8,000	500
DUES, BOOKS & SUBSCRIP.	4,957	8,000	8,000	-
EQUIPMENT MAINTENANCE	(4,617)	6,500	5,000	(1,500)
SUPPLIES - OFFICE	2,720	5,500	4,000	(1,500)
TRAVEL AND SUBSISTENCE	1,687	2,000	2,000	-
OFFICE EQUIPMENT	3,380	3,000	2,000	(1,000)
OTHER CAPITAL EQUIPMENT	-	2,000	2,000	-
BUILDING EQUIPMENT	-	3,000	2,000	(1,000)
OTHER MINOR ACCOUNTS	1,763	2,300	1,800	(500)
DEPARTMENT TOTAL	\$1,131,117	\$1,253,000	\$1,423,996	\$170,996

The Fiscal Year 2010 Budget Request is \$1.4 million; an increase of \$171 thousand or 13.6% over the Fiscal Year 2009 Budget amount. Total payroll is \$1.4 million and includes 15 positions.

Department M&O Highlights:

- Salaries and Wages increased by \$88 thousand over the 2009 Budget. This budget includes annual wage increases required by collective bargaining agreements and the phasing of departmental vacancies.
- FICA and Retirement increased by \$88 thousand over the 2009 Budget due to the SERS Pension Contribution Rate increase from 23.3% to 29.3%.
- Equipment Maintenance for software and hardware decreased by \$2 thousand compared to the 2009 Budget.
- Office Supplies for the three cost centers under OIG decreased by \$2 thousand compared to the 2009 Budget.

Investigations & Audit continued

Accomplishments:

Toll Audit

- Conducted exception based audits on approximately \$120 Million in cash toll revenues representing over 100 Million toll transactions.
- Conducted unannounced operational audits of the I-PASS Customer Care Centers, the TransCore Customer Call Center, manned plazas, and the money room to ensure proper cash handling and asset security.
- Conducted unannounced revenue audits of the money room to ensure daily receipts are promptly and accurately deposited in compliance with the Tollway's Trust Indenture.
- Conducted I-PASS tag inventory audits at the I-PASS Customer Care Center at the Central Administration building and the TransCore Customer Call Center.
- Implemented an automated vault/bag tracking audit system utilizing ETC software.
- Developed and implemented more robust reporting to the departments so they can remediate any deficiencies quickly and efficiently.
- Identified, researched and investigated incidents involving employee and vendor theft, fraud, waste and abuse.
- Reviewed Plaza security cameras and digital video recorders to report any malfunctions, and keep optimal recording performance.

Control and Compliance Unit

- Initiated eight Vendor Billing Audits representing \$40.7 Million in professional service contracts and \$8.8 Million in construction contracts.
- Successfully completed a full external quality assurance evaluation of the audit function as required by state law and internal standards.
- Completed four scheduled and required cycle audits: Contracting and Purchasing; Expenditures; Personnel and Payroll; and Agency Organization and Management.
- In response to issues identified during vendor billing audits, CCU conducted DBE training for professional services contractors to improve compliance as adverse findings can be devastating to a small firm. Received support from Engineering, Finance and Diversity on this initiative.
- 126 individuals trained from 78 different professional services vendors.
- 40 of 78 vendors (51%) were DBE firms.
- Launched a Joint Construction Audit Program with Engineering, Diversity and the Program Oversight Monitor to ensure construction contracts are in compliance with policies and specifications, contract terms, DBE requirements, and state statutes such as the Prevailing Wage Act and EEO laws.
- Our audit team completed on site reviews of 44 construction contracts managed by 22 construction management firms.

Investigations & Audit continued

- Attended approximately 33 % of the operational meetings (change control, host, VPS, C5, E&O and construction bid opening meetings) to improve audit quality by developing familiarity with organizational processes, provide internal control and risk assessment advice to management in real time, and monitor adherence to stated policies and best practices.
- Issued two special reports in response to investigative recommendations.
- Completed two of seven initiated requested internal reviews. CCU anticipates issuing these reports within the first quarter of 2010.
- Assisted IG and various departments with audit assistance and recommendations.

Investigation Unit

- A long term investigation resulted in a blind guilty plea by a former Tollway employee for a Class 1 felony charge of theft of more than \$10,000 from a government agency and a Class 4 felony charge of official misconduct of a government employee. A sentence of 12 months incarceration in DuPage County Jail was imposed and restitution to the Tollway of approximately \$36,000, additionally sentenced to 4 years Felony Probation.
- OIG Investigators successfully worked with the DuPage County State’s Attorney’s Office to upgrade criminal charges pending against a customer service representative from misdemeanor to felony charges. The customer service employee pled guilty to Class 3 Felony Theft and was ordered to pay full restitution of \$725.
- Investigators implemented a case planning and review system to provide quality assurance to the conduct of investigations.
- Completed a case review of all 2009 files to ensure that the files were complete, accurate and contained all supporting documentation.
- Investigators completed several and have ongoing investigations with outside agencies.

Summary of Investigative Unit Activity for 2009

• Investigations Opened	27
• Investigations Closed	22
• Investigative Assistance	6
• Preliminary Investigations	27
• Customer Complaints Received	126
• Investigations referred to or working in conjunction with outside agency	9

Investigations & Audit continued

Goals and Objectives

Toll Audit

- Continue to test and verify accuracies in the areas of I-PASS collection, violation filtering, automatic vehicle classification implementation, and general toll revenue collection processes.
- Perform safe audits and bank reconciliations of I-PASS and Violation revenues collected at the Central Administration Business Center, Customer Call Center and Oasis locations.
- Continue to evaluate electronic collection data and processes for effectiveness and to identify and report any areas of revenue leakage.
- Review and report any discrepancies relating to all Cash toll revenue collections.
- Continue to implement reports and processes that identify revenue leakage, and provide recommendations to help minimize loss.
- Help coordinate efforts to improve our security video system Tollway wide.

Control and Compliance Unit

- Conduct six internal cycle audits pursuant to Illinois Statute and five risk based internal audits of the electronic revenue collection systems and violation enforcement systems.
- Conduct pre-implementation reviews of new electronic data processing systems.
- Provide consulting services to management on an as-requested, risk-based basis.
- Complete an internal quality review to assure compliance with State of Illinois Internal Audit Advisory Board (SIAAB) requirements.
- Complete 8 vendor billing audits representing professional services and construction contracts.
- Conduct contract compliance reviews to ensure costs charged to the Tollway are authorized and appropriate.

Investigations Unit

- Foster a strong program of deterrence to prevent future opportunities for Fraud.
- Promote economy, efficiency, and effectiveness in Tollway programs and operations.
- Keep the Chairman, board of Directors and Executive staff fully informed of the status of Tollway's administration and operations and the need for and progress of corrective actions.
- Promote better Tollway management of significant and unplanned matters.
- Preserve and protect Tollway employee and program integrity.

Investigation & Audit	Number of Positions		
	Fiscal Year		
	2008	2009	2010
Position Title			
Audit Manager	1	0	0
Chief Internal Auditor	0	1	1
Enterprise Control & Compliance Auditor	3	3	4
Executive Secretary	1	1	1
General Manager of Control & Compliance	1	1	0
General Manager of Investigation & Audit	0	0	1
Inspector General	1	1	0
Internal Control & Compliance Manager	1	1	1
Investigator	1	1	1
Loss Prevention Specialist	0	0	1
Manned Lanes Control Clerk	1	1	1
Revenue Auditor	1	1	0
Revenue Loss Specialist	1	1	0
Senior Investigator	0	0	1
Toll Audit Clerk	1	1	1
Toll Audit Manager	1	1	1
Toll Audit Supervisor	<u>1</u>	<u>1</u>	<u>1</u>
	15	15	15

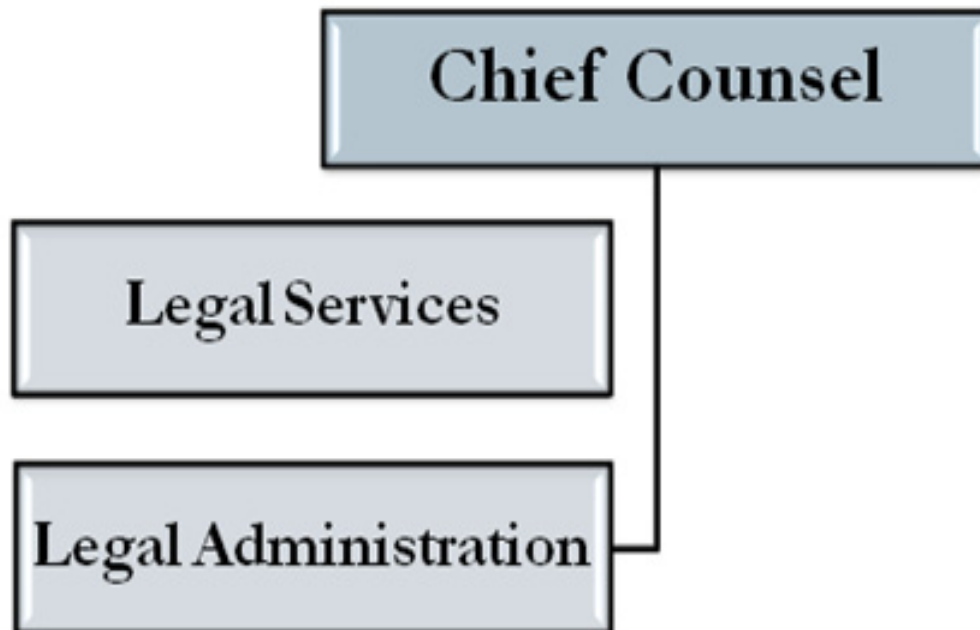
Legal

Description:

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

The Legal Department oversees the following functions:

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



Legal

MAJOR ACCOUNT DESCRIPTION	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARY & WAGES	\$886,581	\$944,150	\$992,378	\$48,228
FICA & RETIREMENT	237,767	292,200	364,920	72,720
OTHER OUTSIDE SERVICES	164,651	200,000	160,000	(40,000)
DUES, BOOKS & SUBSCRIP.	15,486	18,000	18,000	-
TRAVEL AND SUBSISTENCE	6,368	6,500	6,500	-
SUPPLIES - OFFICE	3,576	6,000	5,000	(1,000)
OTHER EXPENSES	(120,165)	20,000	5,000	(15,000)
EMPLOYEE TRAINING	1,789	4,000	3,000	(1,000)
OFFICE EQUIPMENT	-	5,000	2,500	(2,500)
SUPPLIES - OPERATIONAL	3	1,000	2,000	1,000
POSTAGE AND EXPRESS	1,950	3,000	2,000	(1,000)
OTHER MINOR ACCOUNTS	361	1,350	200	(1,150)
<i>SUBTOTAL</i>	\$1,198,367	\$1,501,200	\$1,561,498	\$60,298
RECOVERY OF EXPENSES	\$(5,410)	\$(5,000)	\$(5,000)	\$ -
<i>DEPARTMENT TOTAL</i>	\$1,192,957	\$1,496,200	\$1,556,498	\$60,298

The Fiscal Year 2010 Budget Request is \$1.6 million, an increase of \$60 thousand or 4.0% over Fiscal Year 2009 Budget amount. Total payroll is \$1.4 million and includes 12 positions.

Department M&O Highlights:

- Salaries and Wages increased \$48 thousand over the 2009 Budget. This budget includes annual salary increases required by collective bargaining agreements and funding for currently vacant positions.
- FICA and Retirement increased by \$73 thousand over the 2009 Budget due to the SERS Pension Contribution Rate increase from 23.3% to 29.3%.
- Other Outside Services decreased by \$40 thousand due to reduced projected need for outside counsel.

Legal continued

Accomplishments:

- Provided counsel for the Tollway’s capital financing initiatives.
- Successfully defended several personal injury and Worker’s Compensation cases.
- Provided assistance to the collective bargaining teams.
- Helped Engineering realize significant savings through engineering contract interpretations.
- Coordinated review of potential errors and omissions by outside consultants.

Goals and Objectives:

- Assist the Tollway in increasing scope of I-PASS services.
- Improve labor arbitration success rate.
- Help the Tollway make improvements to the violation enforcement and toll collection systems.
- Assist the Tollway in exploring system improvement and expansion opportunities.
- Engage in a proactive approach to litigation.

Legal	Number of Positions		
	Fiscal Year		
	2008	2009	2010
Position Title			
Assistant Attorney General	2	2	2
Executive Secretary	1	1	1
General Counsel	1	1	1
Legal Secretary III	2	2	2
Property Management Paralegal	1	1	1
Senior Assistant Attorney General	<u>5</u>	<u>5</u>	<u>5</u>
	12	12	12

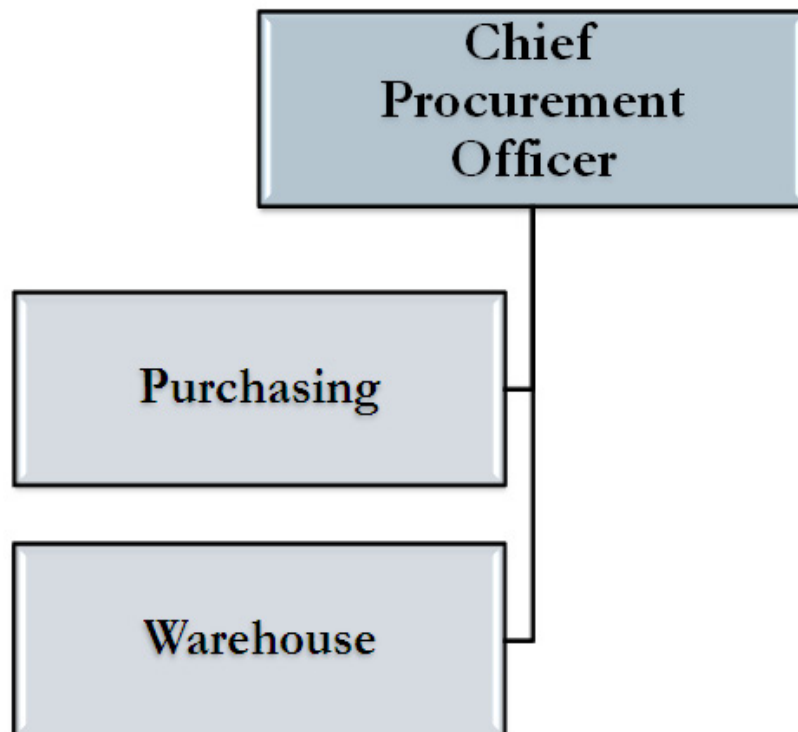
Procurement

Description:

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

The Procurement Department oversees the following functions:

- Purchasing
- Central Warehouse



Procurement

MAJOR ACCOUNT DESCRIPTION	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARY & WAGES	\$2,563,541	\$2,784,986	\$2,745,779	\$(39,207)
FICA & RETIREMENT	675,162	861,925	1,014,977	153,052
SUPPLIES - OFFICE	(26,240)	19,500	22,500	3,000
OTHER OUTSIDE SERVICES	17,666	11,000	12,500	1,500
CONSULTING SERVICES	-	-	10,000	10,000
EMPLOYEE TRAINING	536	8,500	8,000	(500)
EQUIPMENT RENTALS	4,111	6,000	7,000	1,000
ADVERTISING & PROMOTION	14,733	17,500	6,000	(11,500)
OFFICE EQUIPMENT	2,719	4,000	6,000	2,000
TRAVEL AND SUBSISTENCE	4,695	6,000	5,500	(500)
DUES, BOOKS & SUBSCRIP.	678	5,500	5,500	-
PRINTING	12,505	6,100	5,100	(1,000)
EQUIPMENT MAINTENANCE	2,649	3,200	3,200	-
POSTAGE AND EXPRESS	1,091	3,400	3,200	(200)
UNIFORMS & ACCESSORIES	(25,990)	4,800	3,000	(1,800)
SUPPLIES - OPERATIONAL	(23,380)	2,200	2,700	500
OTHER EXPENSES	8,416	1,000	2,000	1,000
OTHER CAPITAL EQUIPMENT	288	2,000	1,500	(500)
OTHER MINOR ACCOUNTS	163,770	1,600	1,700	100
<i>SUBTOTAL</i>	\$3,396,950	\$3,749,211	\$3,866,156	\$116,945
RECOVERY OF EXPENSES	\$(4,941)	\$(5,000)	\$(5,000)	\$ -
<i>DEPARTMENT TOTAL</i>	\$3,392,009	\$3,744,211	\$3,861,156	\$116,945

The Fiscal Year 2010 Budget Request is \$3.9 million; an increase of \$117 thousand or 3.1% over the Fiscal Year 2009 Budget amount. Total payroll is \$3.8 million and includes 54 full-time positions.

Department M&O Highlights:

- Salaries and Wages decreased by \$39 thousand compared to the 2009 Budget. This budget includes annual wage increases required by collective bargaining agreements and the phasing/elimination of departmental vacancies.

Procurement continued

- FICA and Retirement increased by \$153 thousand over the 2009 Budget due to the SERS Pension Contribution Rate increase from 23.3% to 29.3%.
- Supplies-Office increased by \$3 thousand to support anticipated price increases during 2010.
- Advertising & Promotion decreased by \$12 thousand leaving a sufficient amount for promotional materials throughout the year.
- Consulting Services increased by \$10 thousand for the review of procedures and interactions between Purchasing and various departments to ensure that efficiencies are maximized.

Accomplishments:

- Completed audits of all 20 inventory stocking locations
- Streamlined Accruals Process from FY 2009 into FY 2010
- Incorporated new Ethics requirements regarding Vendor registration into all Agency documents to remain in compliance with all applicable state law.
- Provided improved inventory accountability and reduced opportunity for audit findings related to asset/inventory management.
- Improved reporting to department Chiefs with respect to asset management, purchasing and receiving functions.
- Enforced new State-wide requirements for justifying purchases on the basis of need and criticality to operations.
- Performed extensive market research in a specialized area of professional service and source selected Contract Assistance to evaluate environmental and financial impact of a proposed assignment of multi-year Lease obligation to run 13 retail gasoline stations at Tollway Oases.
- Assisted Engineering in the evaluation and source selection of 32 Professional Engineering contracts from a review of 732 proposals.

Goals and Objectives:

- Sell surplus equipment to convert equity of equipment no longer required for operations and to alleviate the cost to maintain in inventory. Tollway, through Fleet and Procurement is currently receiving training on utilizing an on-line auction program to remove obsolete property, inventory and unclaimed lost and found items from the Tollway.
- Achieve a 100% completion rate for audits at all established inventory locations.
- Perform 100% cycle count of warehouse in twelve month period.
- Implement 100% compliance with all new requirements from State Procurement reform by the effective date of the legislation (P.A. 96-0795) on July 1, 2010.

Procurement	Number of Positions		
	Fiscal Year		
Position Title	2008	2009	2010
Accounts Payable Specialist	0	0	1
Assistant Inventory Auditor	1	1	1
Buyer	7	7	8
Chief of Procurement	1	1	1
Clothing Room Clerk	1	1	1
Clothing Room Supervisor	1	1	1
Contract Administrator	2	2	3
Cost Analyst	1	1	0
Executive Secretary	1	0	1
General Manager of Diversity	1	1	0
General Manager of Procurement	1	1	0
Information Processing Operator	2	2	2
Inventory Analysis Control Supervisor	1	1	1
Inventory Control Auditor	1	1	1
Inventory Planner	3	3	3
Inventory Specialist	2	2	2
Invoice Processing Administrator	2	2	1
Messenger Services Manager	1	1	1
Messenger/Drivers	9	9	9
Procurement & Warehouse Manager	1	1	1
Property Control Auditor	2	2	2
Property Control Supervisor	1	1	1
Purchasing Coordinator	0	0	1
Purchasing Services Manager	1	1	1
Purchasing Supervisor	2	2	1
Secretary III	1	0	0
Senior Cost Analyst	1	1	1
Shipping & Receiving Auditor	1	1	1
Switchboard Operator	1	1	1
Warehouse & Materials Distribution Supervisor	1	1	1
Warehouse Manager	1	1	1
Warehouse Workers	<u>5</u>	<u>5</u>	<u>5</u>
	56	54	54

State Police

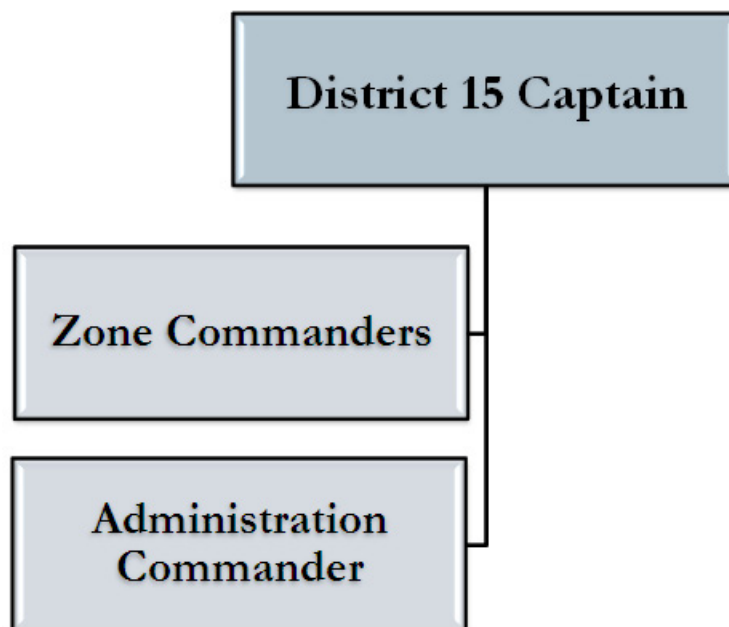
Description:

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

District 15 is a unique ISP district serving a mobile community made up of travelers from across the country and local commuters. Troopers assigned to District 15 cover 12 different counties, coordinate with five state police districts and four toll roads. District 15 operates and is solely responsible for a Truck Task Force, Special Enforcement Teams made up of a K-9 anti-drug unit and motorcycle patrol unit, a Comprehensive Investigative Unit, an Administrative team, and Tollway patrol operations.

District 15 State Police oversees the following functions:

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



State Police

MAJOR ACCOUNT DESCRIPTION	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARY & WAGES	\$16,477,870	\$16,217,170	\$16,755,868	\$538,698
FICA & RETIREMENT	3,313,957	4,062,908	5,203,480	1,140,572
GROUP INSURANCE	2,445,643	2,450,000	2,570,000	120,000
SUPPLIES - OPERATIONAL	7,081	106,000	250,000	144,000
EQUIPMENT MAINTENANCE	206,088	174,000	174,000	-
UNIFORMS & ACCESSORIES	76,134	99,500	100,000	500
OTHER OUTSIDE SERVICES	61,607	75,000	75,000	-
SUPPLIES - OFFICE	14,709	35,000	35,000	-
TELEPHONE & TELEGRAPH	25,058	30,000	30,000	-
POSTAGE AND EXPRESS	21,876	24,000	24,000	-
EMPLOYEE TRAINING	11,861	20,000	20,000	-
REPLACEMENT PARTS	-	30,000	15,000	(15,000)
POLICE EQUIPMENT	1,554	114,700	10,000	(104,700)
TRAVEL AND SUBSISTENCE	(22)	8,000	5,000	(3,000)
OTHER EXPENSES	100,918	-	5,000	5,000
PRINTING	2,334	2,800	2,800	-
OTHER MINOR ACCOUNTS	1,242	6,000	6,000	-
SUBTOTAL	\$22,767,910	\$23,455,078	\$25,281,148	\$1,826,070
RECOVERY OF EXPENSES	\$(30,571)	\$(87,500)	\$(87,500)	\$ -
DEPARTMENT TOTAL	\$22,737,339	\$23,367,578	\$25,193,648	\$1,826,070

The Fiscal Year 2010 Budget Request is \$25.2 million; an increase of \$1.8 million or 7.8% over the Fiscal Year 2009 Budget amount. Total payroll is \$22.0 million for 19 civilian positions and 196 troopers.

Department M&O Highlights:

- Salaries and Wages increased by \$539 thousand or 3.3% over the 2009 Budget. This budget includes mandatory step increases for sworn salaries (troopers), increases required by collective bargaining agreements and the phasing departmental vacancies.
- FICA and Retirement increased by \$1.1 million over the 2009 Budget due to the SERS Pension Contribution Rate increase from 23.3% to 29.3%.

State Police continued

- Group Insurance increased by \$120 thousand due to increased healthcare costs as well as full funding for 196 troopers.
- Operational Supplies increased by \$144 thousand due to the increased contract cost for ammunition as well as the outfitting of 41 new District 15 squad cars.
- Replacement Parts for squad car bar lights and communications equipment decreased by \$15 thousand.

Accomplishments:

- **Traffic Safety:** Only “nine” people have died on our roads from traffic crashes in 2009. This is a record number that shatters last year’s record of 19. While “luck” played a role in this outcome, visibility, aggressive enforcement, teamwork, and collaboration with Tollway and Emergency Medical Services personnel were key factors as well.
- **Joint Details:** District 15 partnered with other State Police Districts as well as law enforcement from other states to conduct numerous combined corridor enforcement details in areas where our Tollways intersect with other major Interstates.
- **Recognition:** Earned third place in the Illinois Traffic Safety Challenge recognizing results-driven enforcement programs.
- **Family Safety Fair:** On June 27, 2009, the Illinois State Police District 15 and the Illinois Tollway hosted a Family Safety Fair. This event consisted of 15 Troopers, 7 Child Safety Seat Technicians, seat belt convertor, rollover simulator, the State Police golf cart with the fatal Vision Goggles, 1 Air Angel Helicopter, 3 (Touch A Truck) vehicles, Illinois State Police Canine (K9) and Motorcycle Demonstrations. Officers interacted with citizens in an environment conducive to promoting positive relationships. Over 400 citizens turned out to this event with positive responses.
- **Auto Show:** The District 15 Safety Education Officer assisted at the ISP booth at the 2009 Chicago Auto Show at McCormick Place and provided a marked Dodge Charger squad car and Harley Davidson motorcycle for display.
- **Safety Seat Details:** In 2009, District 15 conducted 20 safety seat details at the Tollway’s M-Sites and Oases. During these details, certified safety seat inspectors checked 895 child safety seats for proper installation and made sure they were in good working order. District 15 also gave away 40 child safety seats.
- **Safety Team:** The Illinois State Police have partnered with the Illinois Tollway and formed a safety team. This team discusses any engineering issues, enforcement issues, and any topic of concern in order to make our roads safer. Results of these discussions include improved signage and traffic flow in construction zones, message boards, and public service announcements.

State Police continued

Goals and Objectives:

- Continue to increase seatbelt compliance rate for patrons on the Tollway System by continuing to perform Seatbelt Enforcement Zones.
- Reduce fatalities by strong enforcement of “fatal five” violations: DUI, Speeding, Following Too Closely, Improper Lane Changes, and Occupant Restraint violations.
- Partner with Tollway engineers and the Traffic Incident Management System (TIMS) center, utilizing intelligence led policing concepts to promote public safety by improving in the four areas of traffic safety: Education, Enforcement, Engineering, and Emergency Medical Services.
- Increase participation in the Lake Michigan Interstate Gateway Alliance by state police as well as other law enforcement agencies to promote public safety partnerships.
- Equip all District 15 officers with Automated External Defibrillators (AEDs) to improve our ability to save lives.
- Equip all patrol cars with in-car camera systems to promote public and officer safety.

State Police

**Number of Positions
Fiscal Year**

Position Title	2008	2009	2010
Administration Secretary	2	2	2
Crash Report Call Taker	2	2	1
Executive Secretary	1	1	1
Information Processor Operator	4	4	6
Investigations Secretary III	1	1	1
Police Records Analyst	1	1	1
Police Records Specialist	4	4	3
Support Services Assistant/Time Keeper	1	1	1
Support Services Manager	1	1	1
Video Surveillance Operation Supervisor	1	1	1
Video Surveillance Supervisor	<u>1</u>	<u>1</u>	<u>1</u>
	19	19	19

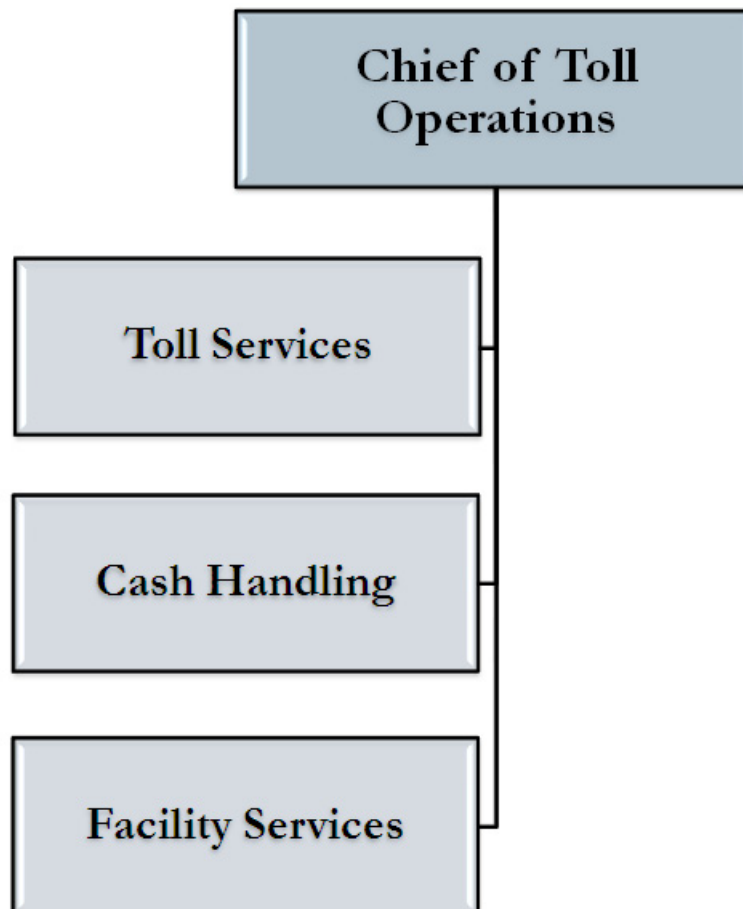
Toll Operations

Description:

The Operations Department is responsible for providing the necessary resources and support services required for toll collection and cash handling operations as well as the maintenance of all Tollway buildings. During 2009, the Building Maintenance responsibility was transferred from Administration to Toll Operations.

The Toll Operations Department oversees the following functions:

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



Toll Operations

MAJOR ACCOUNT DESCRIPTION	2008 Actual	2009 Budget	2010 Request	\$ Change
SALARY & WAGES	\$38,364,673	\$39,722,630	\$37,371,033	\$(2,351,598)
FICA & RETIREMENT	10,238,788	12,293,751	13,814,202	1,520,451
UTILITIES	5,251,592	5,001,500	5,101,500	100,000
SUPPLIES - OPERATIONAL	419,107	566,000	649,500	83,500
OTHER OUTSIDE SERVICES	374,992	442,500	466,000	23,500
CONTRACTED OUTSIDE SERVICE	112,556	160,000	295,000	135,000
UNIFORMS & ACCESSORIES	236,206	279,000	248,500	(30,500)
ARMORED TRUCK SERVICE	246,340	140,000	240,000	100,000
MATERIALS - OPERATIONAL	173,861	127,300	231,800	104,500
REPLACEMENT PARTS	138,923	181,700	186,700	5,000
SUPPLIES - OFFICE	99,713	111,800	104,700	(7,100)
TRAVEL AND SUBSISTENCE	67,002	75,000	70,000	(5,000)
OTHER CAPITAL EQUIPMENT	-	2,200	67,000	64,800
EQUIPMENT MAINTENANCE	18,680	46,500	45,000	(1,500)
TOOLS & EQUIPMENT	9,090	24,200	20,700	(3,500)
OTHER EXPENSES	18,956	20,500	17,700	(2,800)
OFFICE EQUIPMENT	3,031	11,700	17,500	5,800
EMPLOYEE TRAINING	5,535	10,000	17,000	7,000
BUILDING EQUIPMENT	11,529	10,000	8,000	(2,000)
EQUIPMENT RENTALS	5,657	5,850	5,000	(850)
TOLL COLLECTION EQUIPMENT	-	50,500	5,000	(45,500)
DUES, BOOKS & SUBSCRIP.	774	1,500	2,300	800
PRINTING	1,478	4,050	2,250	(1,800)
OTHER MINOR ACCOUNTS	950	2,600	1,700	(900)
<i>SUBTOTAL</i>	\$55,799,433	\$59,290,781	\$58,988,085	\$(302,697)
RECOVERY OF EXPENSES	\$(5,309)	\$(50,000)	\$(5,000)	\$45,000
<i>DEPARTMENT TOTAL</i>	\$55,794,124	\$59,240,781	\$58,983,085	\$(257,697)

The Fiscal Year 2010 Budget Request is \$59.0 million, a decrease of \$258 thousand or 0.4% below the Fiscal Year 2009 Budget amount. Total payroll is \$51.2 million and includes 754 positions.

Toll Operations continued

Department M&O Highlights:

- Salaries and Wages decreased by \$2.4 million compared to the 2009 Budget. This budget includes annual wage increases required by collective bargaining agreements and no funding for 70 currently vacant positions through 2010.
- FICA and Retirement increased by \$1.5 Million over the 2009 Budget due to the SERS Pension Contribution Rate increase from 23.3% to 29.3%.
- Armored Truck Service increased by \$100 thousand because detailed analysis indicated that this account was under-funded in 2009.
- Toll Collection Equipment decreased by \$46 thousand after the 2009 purchase of new currency counting machines for all Plazas.
- Materials & Supplies -Operational increased by \$84 thousand to accommodate existing contracts used to fund repairs at all Tollway facilities.
- The Utilities category which includes all electricity, natural gas and water for the Tollway, increased by \$100 thousand based on 2010 projections.

Accomplishments:

- The implementation of Over Dimensional Vehicle (ODV) permitting which will electronically record all truck permits on the system.
- The implementation of a Critical Response Team (CRT) to assist the Roadway Maintenance Division in responding to incidents involving inclement weather conditions and snow events. By utilizing designated Facility Services staff that currently hold CDL's we were able to reduce the need for additional staffing while saving the Tollway the \$696 thousand in additional wages and benefit costs.
- Implemented systemwide remote access to building controls. Building Maintenance Managers have the ability to use laptop computers to remotely trouble-shoot heating, lighting, HVAC, generator and exhaust system issues reducing call-outs and overtime costs.
- Completion of the locking system conversions of all maintenance facilities to provide a more secure system whereby the Tollway maintains key blanks which cannot be reproduced outside of the Tollway.
- Continuing to adjust staffing levels based on traffic demand. Toll Operations has implemented an Overnight Pilot Program, whereby two plazas were temporarily closed during the overnight hours of 10pm to 6am eliminating the need for staffing and further reducing overhead costs at those plazas when traffic is at a minimum.
- Introduced new staffing procedures which have reduced costs associated with overtime.

Toll Operations continued

Goals and Objectives:

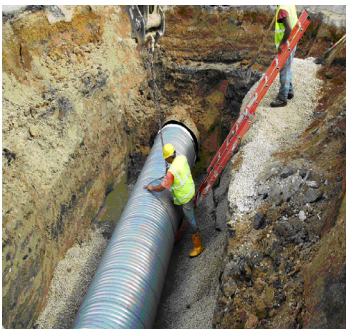
- Close out negotiations with SEIU Local 73 relative a new Collective Bargaining Agreement for approximately 600 Toll Operations employees.
- Continue to adjust staffing levels based on traffic demand.
- Continue to reduce mileage compensation paid to Toll Collectors relocated to more distant toll plazas.
- Train all Plaza Management in life saving CPR.

Toll Operations	Number of Positions		
	Fiscal Year		
Position Title	2008	2009	2010
Administrative Manager of Toll Services	0	0	1
Administrative Support Manager	1	1	0
Building Maintenance Manager	2	2	2
Carpenter Shop Clerk	1	1	0
Carpenter Shop Manager	0	0	1
Carpenter Shop Supervisor	1	1	1
Cash Handling Manager	1	1	1
Cash Handling Supervisor	1	1	1
Chief of Operations	1	1	1
Clerk	2	2	0
Coin Counters	16	16	16
Custodial Manager	1	1	1
Custodial Supervisor	3	3	3
Custodian I	1	1	1
Custodian II	57	57	53
Custodian III	11	11	14

Toll Operations	Number of Positions		
	Fiscal Year		
Position Title	2008	2009	2010
Customer Service Supervisor	1	1	0
District Supervisor	3	3	3
Equipment Operators Laborers	1	1	1
Executive Secretary	1	1	1
Facility Services Manager	0	0	1
General Manager of Toll Services	1	1	1
Generator Maintenance Technician	1	1	0
Lead Supervisor Money Room	1	1	1
Mechanical Electrical	18	18	23
Money Room Clerk	1	1	1
Money Truck Drivers	12	12	12
Office Supervisor - Cash Handling	1	1	1
Painter	9	10	7
Plaza Manager	23	23	18
Plaza Supervisor.	37	37	31
Secretary II	1	1	2
Secretary III	2	2	2
Section Clerk	0	0	3
Senior Building Inspector	1	2	1
Structural	12	13	15
Supervisor Money Room	1	1	1
System Maintenance Technician	1	1	0
Toll Collector	602	590	532
Toll Compliance Specialist	1	1	1
Training Supervisor	1	1	0
Water / Sewer	<u>2</u>	<u>2</u>	<u>0</u>
	833	824	754



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Capital Program

The fiscal year 2010 capital budget reflects the Tollway's commitment to maintain and upgrade the existing facilities and infrastructure of the system. The budget includes funding for the sixth year of the \$6.1 billion, multi-year, Congestion-Relief Program (CRP), the largest capital improvement program in its 50 year history. In fiscal year 2010, \$227.5 million is allocated to the CRP and \$113.8 million is allocated to support other needs such as roadway equipment and vehicles, building repair and improvements, and technological equipment and enhancements.

The 2010 Final Capital Budget total of \$341.3 million remains unchanged from the 2010 Tentative Budget. However, modifications have been made among Corridors. The major adjustments reflect reallocation of funds shifting from the Systemwide Corridor within the Bridge project and transferred to the associated existing reconstruction and resurfacing projects in the specific corridor in which the work will be performed.

Fiscal Year 2010 - Capital Program

(\$ in millions)

	2008 Actual Earned	2009 Estimate Earned	2010 Request
Tri-State Tollway (I-294/ I-94)	\$ 556.5	\$ 528.8	\$ 82.7
Jane Addams Memorial Tollway (I-90)	131.0	131.7	11.3
Reagan Memorial Tollway (I-88)	252.4	144.9	11.9
Veterans Memorial Tollway (I-355)	46.5	49.3	56.6
Open Road Tolling (ORT)	25.0	6.8	1.7
Systemwide Improvements	58.5	114.4	63.3
Congestion-Relief Program Subtotal	\$ 1,069.9	\$ 975.9	\$ 227.5
* "Other" Capital Projects Subtotal	\$ 44.2	\$ 60.0	\$ 113.8
TOTAL CAPITAL PROGRAM	\$ 1,114.1	\$ 1,035.9	\$ 341.3

* 2010 Request includes \$60M new and \$53.8M 2009 Carry-Over of which \$60M is estimated to be earned in 2010

Exhibit 23

The Tollway's capital budget is a financial plan of capital project expenditures for the fiscal year beginning January 1st and ending December 31st. The capital budget provides funding for non-recurring expenditures for the preservation, replacement, repair, renewal, reconstruction, modification, and expansion of the Tollway System. The capital budget is funded from current revenues, proceeds from the sale of revenue bonds and interest income. In 2009, approximately \$200 million of current revenues and \$736 million in new bond proceeds will be combined with balances in the Renewal/Replacement Account, Improvement Account and Construction Fund to finance the capital budget.

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

Improvement: means any System Expansion Project or any acquisition, installation, construction, reconstruction, modification or enhancement of or to any real or personal property (other than Operating Expenses) for which a currently effective resolution of the Authority has been adopted authorizing the deposit of Revenues to the credit of the Improvement Account for such System Expansion Project or acquisition, installation, construction, reconstruction, modification or enhancement including, without limitation, the cost of related feasibility studies, plans, designs or other related expenditures.

Renewal and Replacement: means any preservation, replacement, repairs, renewals and reconstruction or modification of the Tollway System or any part of it constituting real or personal property, whether leased or purchased, but does not include System Expansion Projects.

The Tollway's 2010 capital budget is comprised of the sixth year projects from the CRP and other capital projects necessary to maintain, improve and enhance Tollway assets, including new technologies, building improvements, and machinery/equipment. The goals of the 2010 capital budget mirror those established with the Congestion-Relief Program and include maintaining and improving the capital infrastructure of the existing system by:

- Ensuring the system remains in a state of good repair;
- Providing congestion relief by converting the entire mainline system to Open Road Tolling (*complete*) and widening many miles of toll roads;
- Extending I-355 south to accommodate the needs of growing communities (*opened to traffic November 2007*);
- Establishing corridor planning councils to strengthen the partnership between the Tollway and the communities it serves;
- Improving mobility for communities served by the Tollway through a revamped interchange policy, inter-modalism and context sensitive improvements such as noise walls and bike paths; and
- Implementing Intelligent Transportation Systems to better serve its customers.

Capital Planning

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

This approach is highlighted in the Tollway's Local Advisory Committee for the I-355 South Extension and Corridor Working Groups. Input from corridor planning committees has been instrumental in the successful development and implementation of regionally significant projects. Additionally, ongoing dialog with local businesses promotes that long-term benefits of an improved transportation network are understood and the short-term impact of construction is clearly communicated.

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

Planning Process

The Tollway uses a comprehensive capital planning process, where decisions are made in a transparent fashion. The process includes analyzing and evaluating the needs of the Tollway and its surrounding communities, developing strategies to increase system efficiency, taking into consideration the condition of Tollway assets.

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

- Condition – assessment of existing roadway network and facilities
- Benefit – congestion relief, improved operations, etc.
- Safety – reduce crashes, improved traffic flow and response time, etc.
- Community – anticipated local and regional growth
- Financing – impact on revenue, future maintenance and operational costs
- Cost – estimated project cost and risk
- Multi-agency implementation support.

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

After the proposed projects are rated, the Tollway develops several, preliminary alternative plans based on budget constraints, and recommendations are presented to key decision makers. Alternatives continue to be developed until a final program is established. The public has several opportunities to get involved during the comprehensive planning process when the Tollway reaches out to communities by attending local board meetings, meeting with city and municipal leaders, and during the Tollway's annual budget adoption process.

Debt Financing Strategy

The Tollway uses a variety of tools to assist in developing long-term financial planning strategies. A detailed proforma cashflow model produces projections of both operations and capital programming, providing all line-items related to revenues and expenditures as well as fund balances. The proforma cashflow model allows the Tollway to assess alternative debt structures, and provides an analysis of the impact of various debt financing options on net revenues considered for debt service and fund balances.

The Tollway has issued \$3.6 billion par amount of debt in 2005-2009 to finance a portion of its \$6.1 billion CRP; other costs of the CRP have been and are planned to be financed from revenues. The Tollway's debt financing program includes several strategies which have served the Tollway well in producing a debt profile that:

- a) meets the financing needs of the Tollway's ambitious capital program; and
- b) produces debt service coverage that allows the Tollway to maintain its Aa3/AA-/AA-ratings from Moodys, Standard & Poor's, and Fitch Ratings.

The Tollway is one of a very small number of toll authorities to possess ratings in the AA letter category from each of the top three rating agencies. Maintaining these ratings for revenue bonds in the midst of the \$6.1 billion CRP is an important achievement. Two significant reasons are (a) the Tollway's proactive approach to keeping the rating agencies apprised of Tollway developments; and (b) maintaining regular contact with the rating agencies so that the Tollway understands which factors may make the difference between a lower and higher rating.

Some of the strategies utilized by the Tollway are:

- managing expenses to approximately 2X debt service coverage;
- utilizing hedge agreements to manage interest rate risk and lower borrowing cost;
- appropriately managing counterparty risk in its hedge portfolio by incorporating stringent one-way collateral requirements (only for counterparties – the Tollway is never required to post collateral) and diversifying counterparties (currently nine different counterparties for 10 outstanding hedge agreements); and
- appropriately managing the variable rate /fixed rate balance of its debt portfolio.

Capital Budget Development

Program and project reviews are on-going throughout the fiscal year; however, capital budget development begins in the summer of each fiscal year. The Budget office meets with the Tollway's department chiefs and division managers to explain the overall process and to provide pertinent information regarding any funding or expenditure issues, budget process changes, and general instructions. At this meeting the Budget Manager outlines the Tollway's goals and direction for the new budget.

The Budget office works with each department to compile a comprehensive list of capital needs which is used in identifying new projects to be recommended for funding. This list identifies preliminary project information such as name, location, description or scope, estimated cost, and any operating impact. A specific form – Capital Program Project Request Form – is used to document new project requests. This form is designed to guide the preparer in providing all necessary information including the priority of the project (scale of 1-100, 1 being the highest), schedule of the project (start and completion dates), purpose/objective of the project, the proposed project description, location and scope, operating budget impacts, cost-benefit analysis, future year funding impact analysis, alternatives, other affected departments, and basis for cost estimate.

Along with identifying new projects, the Budget office works with the departments to gather updated information regarding on-going projects. Draft documents showing all projects both ongoing and proposed are developed. These draft documents are distributed to the departments for review and the opportunity to add or revise any information. In conjunction with department chiefs, the Budget office compiles a list of proposed and on-going projects to be presented to key decision makers. The Budget Manager meets with the Chief of Finance to discuss financial impacts and projects to be included in the proposed capital budget. The Budget office coordinates with the department chiefs and managers to obtain further justification of projects as requested by the Chief of Finance.

The revised proposed project list is compiled and reviewed again with the department chiefs prior to presentation to Executive Management. Review and sign off is completed by the Executive Director, and a tentative capital budget is presented to the Board of Directors in October for approval. Requested changes by the Board of Directors and Executive Management are incorporated into the tentative budget. Public Hearings are held in November and public comments are relayed to the Board of Directors for incorporation into the final budget. The Budget office reviews and incorporates changes from the Board of Directors, Executive Management, and public comments. A final budget is then presented to the Board of Directors for adoption in December.

Funding Sources

Funding for capital projects comes from three sources: current revenues, proceeds from the sale of revenue bonds, and interest income. Current revenues are deposited in the Revenue Fund and transferred to the Renewal/Replacement Account and the Improvement Account; bond proceeds are deposited into the Construction Fund.

Use of Funds

Fiscal year 2010 capital expenditures are related to the sixth year of the Congestion-Relief Program and other capital needs such as roadway equipment and vehicles, building repair and improvements, and technological equipment and enhancements. The CRP is broken into six corridors for reporting purposes: Tri-State Tollway, Jane Addams Memorial Tollway, Reagan Memorial Tollway, Veterans Memorial Tollway, Open Road Tolling, and Systemwide Improvements. Other capital needs are divided into Building Repairs and Maintenance, Equipment, Professional Services, and Roadway.

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

The 2010 capital budget for the Tri-State Tollway corridor is \$82.7 million. The Tri-State Tollway is the main by-pass around the Chicago-Metro Area, starting from an intersection with IL Route 394, near South Holland, to just south of the Wisconsin State Line. As part of the CRP, the Tollway is investing nearly \$2.0 billion to improve the Tri-State Tollway.

Central Tri-State Tollway

In 2009, construction will be completed to rebuild and widen a 12.7 mile portion of I-294 from Balmoral Avenue to Lake-Cook Road. In 2010, \$26.1 million is scheduled for remaining work in this section including the Cook County Forest Preserve (CCFP) Bioswale Easement from Higgins Road to Lake-Cook Road, as well as remaining landscaping and punchlist items for the 2009 substantially completed construction contracts which are open to traffic.

North Tri-State Tollway

This section of the Tri-State Corridor includes approximately 19.5 miles of the North Tri-State Tollway from Half Day Road to Russell Road. By the end of 2009, all construction projects in this section will meet their completion milestone (open to traffic) with an approximate cost of \$481.8 million. In 2010, \$25.0 million is allocated to complete all remaining landscaping and punchlist items. Additionally, \$18.9 million is allocated in 2010 for rehabilitation and resurfacing, as well as bridge rehabilitation, on the Edens Spur.

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

Project	Scope	Length (miles)	Estimated Construction Period	2010 Request (millions)
Reconstruct				
Reconstruct / Add Lane	I-394 to Balmoral Ave (MP 0.0 to 40.2)	17.7	2005-2009	\$6.1
Reconstruct / Add Lane	Balmoral Avenue to Dempster Street (MP 40.2 to 44.5)	4.3	2006-2009	\$4.4
Reconstruct / Add Lane	Dempster Street to Lake Cook Road (MP 44.5 to 52.9)	8.4	2007-2010	\$21.7
Reconstruct / Add Lane	Half Day Road to IL 137 (MP 56.5 to 64.4)	7.9	2007-2009	\$13.5
Reconstruct / Add Lane	IL 137 to Russell Road (MP 64.4 to 78.5)	14.1	2007-2009	\$11.5
Sub Total:				\$57.2
Resurface				
Rehabilitate / Resurfacing	95th Street to Balmoral Avenue (MP 17.6 to 40.5)	4.3	2011	\$6.7
Rehabilitate / Resurfacing	Edens Spur (MP 48.5 to 53.5)	4.3	2010-2011	\$18.9
Sub Total:				\$25.6
Tri-State Tollway Total:				\$82.7

Jane Addams Memorial Tollway (I-90)

The current CRP budget for the Jane Addams Memorial Tollway is \$777.0 million. The Jane Addams Memorial Tollway runs in a northwest direction from near O'Hare International Airport to near South Beloit. By the end of 2009, the 14.3 mile section of the corridor north of Rockford will be widened from 2 to 3 lanes in each direction and the Cherry Valley Interchange at I-90/I-39 will be reconstructed and reconfigured to allow for more efficient traffic movements, with nearly \$300 million committed. The 2010 capital budget for the Jane Addams Memorial Corridor is \$11.3 million for the Design efforts for pavement repairs and resurfacing between the Kennedy Expressway to the Elgin Plaza.

Additional maintenance projects to rehabilitate the section of the Jane Addams Memorial Tollway between O'Hare International Airport and Rockford are scheduled after 2010.

Jane Addams Memorial Tollway (I-90)

Project	Scope	Length (miles)	Estimated Construction Period	2010 Request (millions)
Reconstruct				
Interchange Improvement	I-39/ I-90 Interchange (MP 60.8 to 62.4)	0	2008-2009	\$1.2
Reconstruct / Add Lane	Newburg Road to Rockton Road (MP 61.8 to 76.1)	14.3	2008-2009	\$2.7
Sub Total:				\$3.9
Design				
Rehabilitate / Resurfacing	Kennedy Expressway to Newburg Road (MP 0.0 to 61.8) - Design Only	62	2010-2011	\$7.4
Sub Total:				\$7.4
Jane Addams Memorial Tollway Total:				\$11.3

Reagan Memorial Tollway (I-88)

The current CRP budget for the Reagan Memorial Tollway is \$991.6 million. At the end of 2009, an estimated \$705.8 million will have been committed to completed work. The 2010 capital budget for the Reagan Memorial Tollway Corridor is \$11.9 million which is allocated to complete remaining landscaping and punchlist items. The Reagan Memorial Tollway runs east-west from Hillside to Rock Falls.

York Road to IL Route 83

This project has rebuilt and widened the 2-mile section of I-88 between York Road in Oak Brook and IL Route 83 adding a fourth lane in each direction, including the completion of a new westbound York Road Toll Plaza and reconstruction of the connector ramp bridges between I-88 and the Tri-State Tollway (I-294) to increase capacity from one lane to two lanes and permit access to the York Road Toll Plaza ORT lanes from the northbound Tri-State Tollway (I-294). Resurfacing east of York Road to I-290 will be complete in 2009. The 2010 capital budget for this project is \$2.8 million.

IL Route 83 to Finley Road

In 2010, \$3.8 million is allocated to complete remaining landscaping and punchlist items associated with the rebuilding and widening of the 5-mile section of I-88 between IL Route 83 and Finley Road. Construction will be complete by the end of 2009. The project included rebuilding and widening from three lanes to four in each direction.

Finley Road to Washington Street

With this project the Tollway completed the rebuilding and widening of the 5.7-mile section of I-88 between Washington Street and Finley Road from three lanes to four in each direction in 2008. The project also included interchange improvements at Naperville Road, IL Route 53, and the Veterans Memorial Tollway (I-355), as well as bridge rebuilding and widening at IL Route 53, Warrenville Road, the DuPage River, and Naperville Road.

Aurora Toll Plaza to Orchard Road

The 2010 capital budget for work from the Aurora Toll Plaza to Orchard Road is \$5.3 million, which is allocated to complete all remaining landscaping and punchlist items. This project rebuilt and widened the 3.4-mile section of I-88 between the Aurora Toll Plaza and Orchard Road. A third lane in each direction was added and a new Fox River Bridge was constructed immediately south of the existing bridge to carry eastbound traffic. Additional work included replacement/reconstruction of the existing Fox River Bridge to carry westbound traffic, rebuilding the bridge carrying IL Route 31 over the Tollway and rebuilding the ramp bridge at the IL Route 31 interchange. The project also rebuilt portions of the entrance and exit ramps at IL Route 31 and Orchard Road.

Ronald Reagan Memorial Tollway (I-88)

Project	Scope	Length (miles)	Estimated Construction Period	2010 Request (millions)
Reconstruct				
Reconstruct / Add Lane	York Road to IL 83 (MP 137.0 to 139.2)	2.2	2007-2009	\$2.8
Reconstruct / Add Lane	IL 83 to Finley Road (MP 131.9 to 137.0)	5.1	2008-2009	\$3.8
Reconstruct / Add Lane	Aurora Plaza to Deerpath Road (MP 114.3 to 117.5)	3.2	2007-2009	\$5.3
Sub Total:				\$11.9
Ronald Reagan Memorial Tollway Total:				\$11.9

Veterans Memorial Tollway (I-355)

The Veterans Memorial Tollway is the newest of the four Tollways with the section from Addison to I-55 opening in 1989. On Veterans Day 2007, a new 12.5 mile extension opened connecting I-55 to I-80, lengthening the tollway to 29.8 miles. By the end of 2009 more than \$778.3 million will be invested in widening, rehabilitating and extending the Veterans Memorial Tollway as part of the CRP. The 2010 capital budget for the Veterans Memorial corridor is \$56.6 million. This work includes resurfacing from I-55 to Army Trail Road, bridge rehabilitation, median barrier wall extension, and curb and gutter replacement.

Veterans Memorial Tollway (I-355)

Project	Scope	Length (miles)	Estimated Construction Period	2010 Request (millions)
Restore				
Resurfacing / Add Lane	75th Street to I-88 (MP 15.5 to 20.0)	4.5	2008-2009	\$2.5
Resurfacing	I-55 to Army Trail Road	13.0	2009-2011	\$53.6
Sub Total:				\$56.1
Regional Growth				
South Extension	I-355 South Extension (I-55 to I-80)	12.5	2004-2007	\$0.5
Sub Total:				\$0.5
Veterans Memorial Tollway Total:				\$56.6

Open Road Tolling (ORT)

The 2010 capital budget allocates \$1.7 million for the Traffic Revenue Maintenance and Management Program (TRMMP) which includes, spare parts, disaster recovery hardware and installation services, and software enhancements on the Host, Violation Processing System (VPS), and/or Customer Service Center (CSC) system, as well as, installation and testing of the new Open Road Tolling (ORT) lanes on the Reagan Memorial at the Eola Road Interchange and the ORT test site just north of the Cicero Avenue Maintenance Yard on the Tri-State Tollway (I-294).

Open Road Tolling

Project	Scope	Length (miles)	Estimated Construction Period	2010 Request (millions)
<i>Open Road Tolling</i>				
Reconstruct	Mainline Reconstruct / Cash Lane Modifications	0	2005-2010	\$1.7
Open Road Tolling Total:				\$1.7

Systemwide Projects

The 2010 capital budget allocates \$63.3 million to maintain the integrity of the existing Tollway System. This includes the preservation, replacement, repairs, renewals and reconstruction or modification of the Tollway's infrastructure system. The Tollway is expected to expend approximately \$580.6 million as part of the CRP on projects including bridge rehabilitations, pavement improvements, and other systemwide miscellaneous infrastructure improvements.

This work is part of a maintenance and repair plan that was derived from an extensive review of the Tollway's 286 miles of roadway and structures. The scope of work was developed from assessment reports of pavement condition evaluations, bridge inspections and the review of various roadway appurtenances by the Tollway's general Consulting Engineer. Appurtenances included drainage structures, embankments, guardrail, barriers, pavement markings, fencing, signage, lighting, and other miscellaneous structures.

Systemwide Improvements

Project	Scope	Length (miles)	Estimated Construction Period	2010 Request (millions)
<i>Systemwide Needs</i>				
Bridge Improvements	Bridge Improvements	-	Annual	\$16.0
Plaza Improvements	Plaza Improvements	-	Annual	\$1.1
Interchange Improvements	Interchange Improvements	-	Annual	\$9.7
Environmental / Program Mgmt & Miscellaneous	Systemwide	-	Annual	\$24.8
Pavement Improvements	Pavement Improvements	-	Annual	\$11.8
Systemwide Total:				\$63.3

2010 Other Capital Projects

In addition to the Congestion-Relief Program, other capital projects are needed to support on-going operations of the Tollway and ensure that the existing roadway network is maintained and safe for travel. While the CRP is the largest component of the Tollway's Capital Program, other elements include new technologies to manage congestion, reduce travel times and provide enhanced customer service; improvements to maintenance buildings and other structures to maintain the Tollway's assets; and additional equipment to the State Police and maintenance staff to improve efficiency and enhance public safety. The 2010 capital budget allocates \$113.8 million to support these on-going Non-CRP capital projects, which includes \$53.8 million from 2009 carryovers and \$60.0 million for 2010 new requests. The Tollway anticipates that approximately \$60 million of the 2010 Non-CRP budget will be expended in 2010.

Building Repairs and Maintenance

The 2010 capital budget allocates \$14.6 million for Building Repairs and Maintenance. This includes nearly \$5.0 million for repairs to maintenance yard facilities and salt domes, replacements for fuel island kiosks and inground vehicle hoist, and HVAC replacements and expansions at maintenance sites. Additionally, \$3.8 million is allocated for systemwide projects including replacements of roofs and UPS units, upgrades to lighting systems, and other similar improvements. Approximately \$4.4 million is allocated for replacements and preservation of radio towers, and improvement to plazas including HVAC upgrades and oases automatic access gates. Also included is \$1.3 million of improvements to the Central Administration Building, such as electrical and HVAC upgrades, fire safety/ prevention improvements, and skylights repairs.

Equipment

The Tollway has allocated \$67.4 million to the Equipment portion of the 2010 capital budget. Approximately \$44.9 million will be devoted to technology related equipment including I-PASS transponder purchase, Web and e-commerce upgrades, electronic tolling disaster recovery implementation and system enhancements, IWIN computers replacements for State Police and other similar programs. The 2010 capital budget for Equipment also includes \$11.6 million to replace and acquire new roadway vehicles and trucks.

In addition, \$6.8 million will be spent for projects related to Intelligent Transportation Systems (ITS), which provides real time feedback on major roadway traffic conditions. ITS collaborates vital data from field equipment, such as Closed Circuit TV (CCTV) cameras, Dynamic Message Signs (DMS), Video Incident Detection (VID), Road Weather Information Systems (RWIS), and Remote Traffic Microwave Systems (RTMS). This timely data is further integrated by the Traffic Information Management System (TIMS) which allows the Tollway to manage incidents quickly and proficiently in an effort to improve traffic flow and alleviate congestion. The ITS budget also includes equipment for the TIMS security to Next Generation Network system migration, Weigh-in-Motion System (WIMS) installation and Fiber Optics Program Management and Support services.

Approximately \$3.7 million of the 2010 capital budget will be spent for machinery/tools, and other miscellaneous capital equipment purchases, and \$400,000 for State Police equipment including mobile driving simulator and trooper firearms training programs.

Professional Services

The 2010 capital budget for Professional Services related to capital projects is \$16.1 million. This includes environmental services required for road improvements, management services related to maintenance facilities, general engineering and traffic engineering consulting, as well as, financial services necessary for the implementation of the capital program.

Roadway

The Tollway allocated \$15.7 million for the roadway portion of the capital budget. This includes annual roadway and facility maintenance costs, parking lot expansion, systemwide pavement marking, aerial surveying, and other miscellaneous improvements to support the Congestion-Relief Program.

2010 OTHER CAPITAL PROJECT HIGHLIGHTS	2009 CARRYOVER	2010 NEW REQUEST	2010 BUDGET
	(\$ thousand)		
BUILDING REPAIRS AND MAINTENANCE	8,032.8	6,512.4	14,545.2
MAINTENANCE SITES	3,013.2	2,000.0	5,013.2
Roadway Maintenance Yard Facility Repairs M1 thru M14	2,295.2	2,000.0	4,295.2
Replace Air Make-Up Units CSC Finley	300.0	-	300.0
Inground Vehicle Hoist Replacement - M3 Touhy, M4 Grand & CAG Finley	210.0	-	210.0
Salt Dome Repairs M2 Cermak, M14 Finley & M12 IL Rt 251	128.0	-	128.0
Replace Fuel Island Kiosks M5 & M8	70.0	-	70.0
Air Cleaner/ Dust Collector - Carpenter Shop	10.0	-	10.0
SYSTEMWIDE	2,347.5	1,467.4	3,815.0
Roof Replace, Excluding new ORT Plazas & Plaza 89 Building Facilities	625.0	750.0	1,375.0
Replace UPS Units	665.5	307.4	973.0
Asbestos Removal	500.0	-	500.0
Upgrade HVAC Network Control System	150.0	200.0	350.0
Lighting Upgrade	300.0	-	300.0
Radiate Heat Installation	-	100.0	100.0
Station Battery Plant Upgrade	-	100.0	100.0
Automatic Flush Clamps	55.0	-	55.0
Touch-Free Hand Driers	52.0	-	52.0
Replace Carpet Tile	-	10.0	10.0
TOWER	890.0	1,980.0	2,870.0
Replace Tower M1 Alsip	-	600.0	600.0
Replace Tower M6 Marengo	-	600.0	600.0
Replace Tower M4 Grand	450.0	150.0	600.0
Replace Tower M7 Rockford	-	600.0	600.0
Tower Preservation	440.0	30.0	470.0
PLAZAS	1,415.0	105.0	1,520.0
Oases Automatic Access Gates	1,250.0	-	1,250.0
Replace 2 Portable A/C Units w/Central Air DR/Plaza 35 Cermak	85.0	-	85.0
Replace Heating & A/C Units (Gas) - Unmanned Sites	80.0	-	80.0
Other Miscellaneous Projects	-	105.0	105.0
CENTRAL ADMINISTRATION	367.0	960.0	1,327.0
Replace Boilers	-	300.0	300.0
Electrical Main Service & Back-Up Emergency Electrical Upgrade	250.0	50.0	300.0
Rebuild Chillers	-	200.0	200.0
Repair/ Reseal Skylights	-	100.0	100.0
Replace Chiller Control Panel	-	100.0	100.0
Replace Emergency ATS Transfer Switches	75.0	25.0	100.0
Upgrade All Pneumatic Actuation to Electric	-	100.0	100.0
Other Miscellaneous Projects	42.0	85.0	127.0

2010 OTHER CAPITAL PROJECT HIGHLIGHTS (continued)	2010 CARRYOVER	2010 NEW REQUEST	2010 BUDGET
	-	(\$ thousand)	
EQUIPMENT	29,675.0	37,736.0	67,411.0
TECHNOLOGY	20,109.7	24,805.7	44,915.5
Transponder Purchases	-	14,000.0	14,000.0
Enterprise Resource Planning System	11,000.0	-	11,000.0
Web and E-Commerce	400.1	4,000.0	4,400.1
TRMMP Disaster Recovery Services and Implementation	4,264.9	-	4,264.9
TRMMP System and Software Enhancements	-	2,000.0	2,000.0
Replace IWIN Computers	-	1,200.0	1,200.0
Mainframe Legacy System Replace and Upgrade	858.0	-	858.0
Automatic Coin Machine Purchase	-	800.0	800.0
LAN/WAN Maintenance Upgrade	219.8	480.2	700.0
Disaster Recovery System	308.4	391.6	700.0
Computer Infrastructure Modernization	500.0	-	500.0
Oasis Mobile I-Pass/Customer Service Stores	485.2	-	485.2
Cameras Digital/Video In-Car - State Police	-	448.0	448.0
1 Giga Ethernet Upgrade	350.0	-	350.0
800 HZ Communication Upgrade Radio Replace	250.0	-	250.0
On-Site Data Storage for GIS Images	-	250.0	250.0
Next Generation Network (NGN)	242.4	7.6	250.0
Develop Authority Intranet	-	208.6	208.6
Security Improvements	199.0	6.5	205.5
Personally Identifiable Information Security Project	-	200.0	200.0
Payment Card Industry Data Security Standards Compliance	-	200.0	200.0
Dispatch Logging Recorder	195.0	-	195.0
Next Generation Roadside Equipment	-	175.0	175.0
Replace Plaza Intercom	175.0	-	175.0
Paperless Office	-	150.0	150.0
DVD Security Cameras and Equipment	150.0	-	150.0
Automated License Plate Reading Technology	-	132.5	132.5
Other Miscellaneous Projects	511.9	155.8	667.6
ROADWAY VEHICLES AND TRUCKS	5,216.3	6,418.0	11,634.3
Vehicles and Trucks	5,116.3	6,418.0	11,534.3
Fleet Emission Reduction Initiative	100.0	-	100.0

2010 OTHER CAPITAL PROJECT HIGHLIGHTS (continued)	2010 CARRYOVER	2010 NEW REQUEST (\$ thousand)	2010 BUDGET
	-		
EQUIPMENT (continued)	29,675.0	37,736.0	67,411.0
INTELLIGENT TRANSPORTATION SYSTEMS	2,903.0	3,906.1	6,809
TIMS Security - NGN Migration	840.0	600.0	1,440.0
Weigh-In-Motion Installation	925.0	400.0	1,325.0
ITS Fiber Optics Program Management and Support	194.3	1,000.0	1,194.3
TIMS Operation and Maintenance	13.7	736.3	750.0
ITS Services Upon Request	50.0	500.0	550.0
Fiber Optics Design Upon Request	500.0	-	500.0
CCTV and RTMS Balmoral Ave to Russell Road and Edens Spur Lee Road to I-294	29.9	352.0	381.9
Wireless CCTV Installation I-55 to IL 394	-	267.3	267.3
Video Incident Detection	200.0	-	200.0
Dynamic Message Signs	150.0	-	150.0
Upgrade Road Weather Information System	-	50.5	50.5
EQUIPMENT MACHINERY/ TOOLS	606.5	2,260.0	2,866.5
Fuel Site Rehabilitation M-Sites	-	1,330.0	1,330.0
Portable Back-Up Generator with Cart	-	400.0	400.0
Trailer Mounted Portable Generators	300.0	50.0	350.0
E85 Fuel Tank Installation M2, M3, M6, M11	-	240.0	240.0
Standby Generators for Plazas	135.0	15.0	150.0
Other Miscellaneous Projects	171.5	225.0	396.5
STATE POLICE	175.0	191.2	366.2
Mobile Driving Simulator	-	180.0	180.0
Indoor Firing Range Target Retrieval System	100.0	-	100.0
Firearms Animated Training Systems (FATS)	75.0	-	75.0
Lidar Equipment Certification	-	11.2	11.2
MISCELLANEOUS EQUIPMENT SYSTEMWIDE	664.5	155.0	819.5
Capital Equipment Purchases	464.5	-	464.5
Replace Automatic Coin Machine Cabinet	200.0	155.0	355.0

2010 OTHER CAPITAL PROJECT HIGHLIGHTS (continued)	2010 CARRYOVER	2010 NEW REQUEST (\$ thousand)	2010 BUDGET
	-	-	-
PROFESSIONAL SERVICES	2,726.5	13,418.1	16,144.6
MISCELLANEOUS PROJECTS	440.0	13,120.0	13,560.0
General and Traffic Engineering Consulting Services	-	9,370.0	9,370.0
Maintenance Facility Program Manager	-	2,000.0	2,000.0
Pavement Roadway Management Services	-	1,100.0	1,100.0
Manpower for Construction Sites - State Police Overtime	-	400.0	400.0
Right-of-Way and Survey Services	300.0	-	300.0
Illinois Center of Transportation (ICT) Research Funding	-	250.0	250.0
Print Services, Web Plan and Advertising	100.0	-	100.0
Congestion Pricing Study	40.0	-	40.0
ENVIRONMENTAL	1,496.1	273.1	1,769.2
Biotic/Aquatic Species Surveys	1,382.1	-	1,382.1
Sustainable Environmental Professional Services	-	250.0	250.0
IL State Geological Survey	114.0	23.1	137.0
FINANCIAL	343.6	-	343.6
Miscellaneous Project Wrap-up Costs	100.0	-	100.0
General Financial Advisors	88.0	-	88.0
Transactional Advisors Fee	55.6	-	55.6
Other Miscellaneous Projects	100.0	-	100.0
DIVERSITY AND EEO PROGRAMS	301.8	-	301.8
Diversity/ Disparity Program	301.8	-	301.8
GEOGRAPHIC INFORMATION SYSTEM	145.0	25.0	170.0
Infrastructure Management Services	145.0	-	145.0
GIS Off Site Hosting Services	-	25.0	25.0

2010 OTHER CAPITAL PROJECT HIGHLIGHTS (continued)	2010 CARRYOVER	2010 NEW REQUEST	2010 BUDGET
	(\$ thousand)		
ROADWAY	13,369.8	2,331.1	15,700.9
MAINTENANCE, REPAIRS AND IMPROVEMENTS	13,369.8	1,578.6	14,948.4
CRP Phase II Start-Up	5,000.0	-	5,000.0
Annual Roadway & Facility Maintenance	3,600.5	-	3,600.5
Miscellaneous Repairs, Clean Drainage System, Guardrail, Fence	3,504.3	-	3,504.3
Pavement Marking	590.0	570.6	1,160.6
Construction Management Upon Request	-	500.0	500.0
Design Management Upon Request	-	500.0	500.0
Aerial Mapping Upon Request	475.0	-	475.0
Tri-State Oasis Truck Parking Expansion - Lake Forest	200.0	-	200.0
Underground Storage Tank Facilities	-	8.0	8.0
SIGNAGE	-	752.5	752.5
Sign Shop Roadway Signing	-	640.0	640.0
Aluminum Extrusion Refurbishing	-	112.5	112.5
2010 OTHER CAPITAL PROJECTS TOTAL	53,804.2	59,997.6	113,801.7

Capital Projects Operating Impacts

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

The existing Tollway system features a toll collection system incorporating mainline plazas and ramp plazas with accommodations for the combined use of I-PASS, automatic coin collection and manual lanes. As the Congestion-Relief Program is implemented, the toll collection system is expanded. The expansion includes the 12.5 mile extension of the Veterans Memorial Tollway; the widening of existing routes through the addition of lanes; and the construction of additional interchanges. Measured in terms of lane miles, the System will grow during the CRP by approximately 15.9%.

The departments of Toll Operations and Engineering make up over 22% and 25% of the operating expenses, respectively. The Toll Operations Department is responsible for the collection and counting of cash tolls as well as facilities maintenance. With the conversion of the toll collection system to Open Road Tolling, there has already been a reduction in the operating costs of the Toll Operations Department as the number of I-PASS lanes has increased and the number of automatic and manual lanes have decreased.

In 2010, Toll Operations has a budgeted headcount of 754 employees. The headcount for this department has decreased substantially as the Open Road Tolling projects have come on-line and the total number of manned toll lanes has been reduced. The need for lane walkers has been eliminated, while staffing within Business Systems has increased as the I-PASS program continues to grow.

The Engineering Department's responsibilities include design, construction, maintenance of the roadway as well as overseeing the Diversity/DBE Program. These two departments are most affected by the changes to the system involved with the implementation of the CRP. Additional costs associated with the maintenance and operations of the expanded system are reflected in the increase in the operating costs of the Engineering Department.

Other trends occurring within the operating budget include an increase in bank charges associated with an increase in credit card usage by patrons. Additionally, some increase will be seen in utilities as the expanded system will incur additional electrical and fiber optic costs. However, it is estimated that, as the capital program is implemented, buildings and energy costs will decrease; equipment repairs will decrease; and new technological efficiencies will be created.

The Engineering Department oversees four areas of operations:

- Planning / 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 maintaining the desired quality, agreed budget and schedule.
- Maintenance / Traffic – Maintains the roadway system by keeping roads clean, well lit and safe in all weather conditions; manages incidents and informs motorists of traffic and travel concerns.
- Oversees the Diversity / DBE (Disadvantaged Business Enterprise) Program.

From 2007 to 2010 the number of Engineering personnel has increased by 15. The implementation of the CRP has had two effects on the Engineering Department. In the design and construction areas, additional engineers are required to implement the design and construction phases of the projects. The second effect of the CRP implementation is the increase in staffing needs within the Maintenance/Traffic unit.

Cost Monitoring

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

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

- Monthly Project Status Reports focus on schedule and cost status, proposed/pending changes, and current project issues. These reports include detailed financial and schedule performance for each project, including change orders, forecast-at-completion and expenditure tracking. In addition, these reports provide a tool for management to follow the progress of each project.
- Exception Reports provide a forum for the initial disclosure of project issues that will potentially cause a project delay, or cause a project budget overrun. These reports provide an opportunity to quickly address project impediments and trigger necessary actions to bring the anticipated project performance into line with the project plan.

- Change Order Reports reflect the original budget and indicate all subsequent changes approved by the Tollway or currently in the approval process. By also recording anticipated changes, the report allows a realistic assessment of the program and shows the remaining contingency by contract.

Schedule Monitoring

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

The Master Program Schedule serves the following purposes:

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

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

Change Management Control

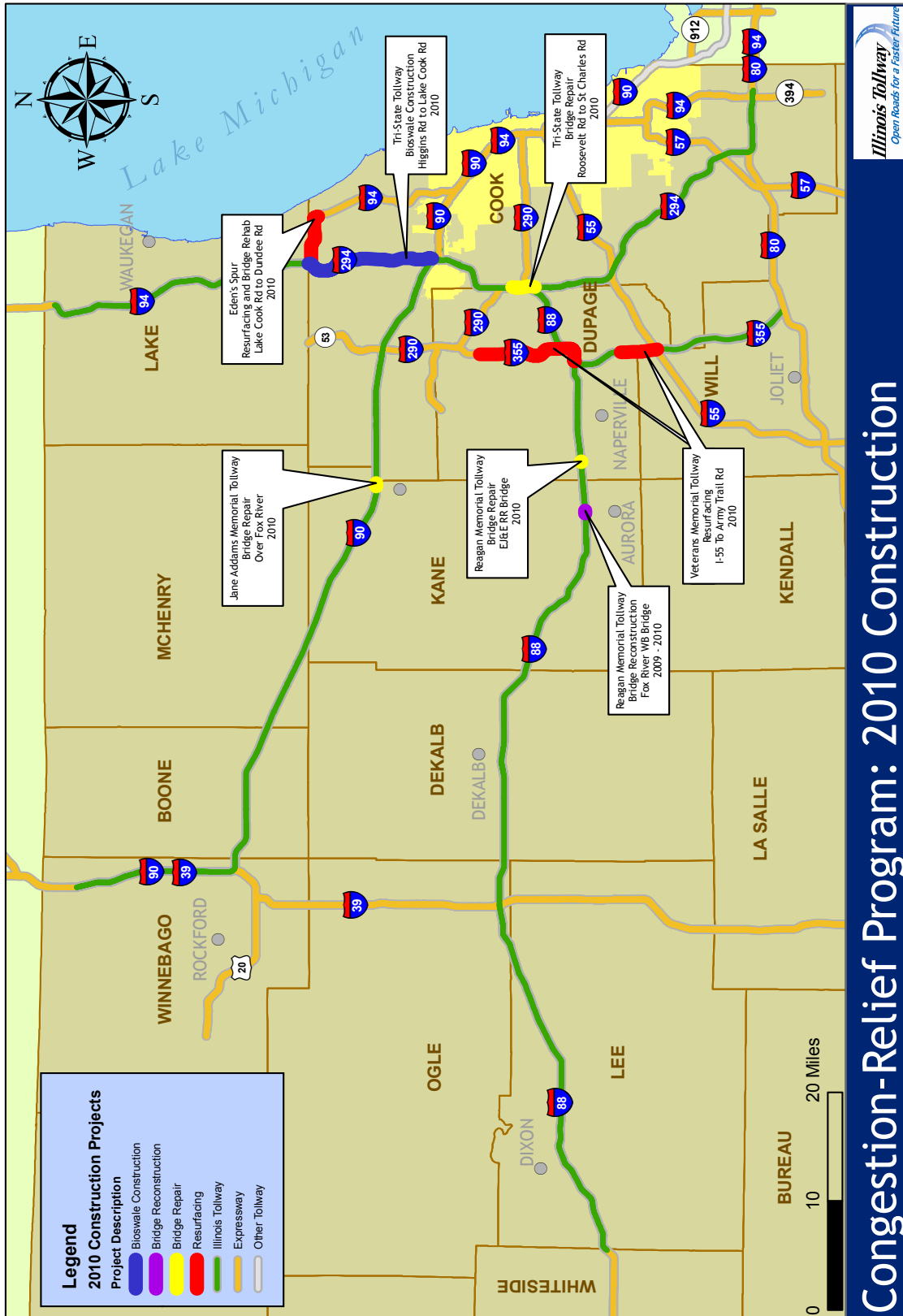
In order to reduce delay claims and complete projects on-time and within budget, the Tollway has empowered staff to direct field changes to reduce the time for authorizing construction contractors to proceed, which helps maintain construction schedules. The process begins when the Contract Cost Change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

The Tollway's approval authority model is as follows:

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

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

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



Congestion-Relief Program: 2010 Construction

Debt Management

DEBT MANAGEMENT

In September 2004, the Tollway's Board of Directors approved the 10-year \$5.3 billion Congestion-Relief Plan. The plan, now the Congestion-Relief Program (the "CRP"), allowed for financing as much as \$3 billion of program costs through the issuance of Tollway revenue bonds. In September 2007 the Authority approved an update to the CRP which lengthened the CRP by two years from 2014 to 2016 and increased the cost of the CRP to \$6.3 billion. In connection with this update the amount of CRP costs targeted to be financed from revenue bonds was increased from \$3.0 to \$3.5 billion. The remaining costs will be financed from Tollway revenues deposited into the Renewal and Replacement Account and the Improvement Account. The estimated total cost of the CRP has been reduced to \$6.1 billion as a result of costs coming in below budget.

Debt Profile

Currently Outstanding Debt

On January 1, 2010, the Tollway has one scheduled principal payment of \$1,065,000. After making this principal payment due January 1, 2010, the Tollway has \$4,074,675,000 par amount of bonds outstanding. Bonds which have financed or refinanced a portion of the CRP total \$3,657,860,000, and the remaining \$416,815,000 financed or refinanced pre-CRP projects. The \$3,657,860,000 CRP-related bond par amount exceeds the \$3.5 billion amount of CRP costs financed by bond proceeds because of the funding of issuance costs, capitalized interest, debt reserve account deposits, original issue discount/premium, and, in the case of the refunding of a portion of the Series 2006A Bonds by the Series 2008A Bonds, the extent by which the principal amount of purchased escrowed investment securities exceeded the principal amount of Series 2006A Bonds defeased. The following table lists each outstanding series and its respective final maturity, total principal outstanding and rate type, as of January 1, 2010.

Illinois Tollway Outstanding Bonds as of January 1, 2010*

<u>Series</u>	<u>Maturing</u>	<u>Principal Outstanding</u>	<u>Interest Rate</u>
1992 Series A	1/1/2012	\$100,665,000	Fixed
1998 Series A	1/1/2016	193,050,000	Fixed
1998 Series B	1/1/2017	123,100,000	Variable
2005 Series A**	1/1/2023	770,000,000	Fixed
2006 Series A-1**	1/1/2031	291,660,000	Fixed
2007 Series A-1**	7/1/2030	350,000,000	Variable
2007 Series A-2**	7/1/2030	350,000,000	Variable
2008 Series A-1**	1/1/2031	383,100,000	Variable
2008 Series A-2**	1/1/2031	383,100,000	Variable
2008 Series B**	1/1/2033	350,000,000	Fixed
2009 Series A**	1/1/2034	500,000,000	Fixed
2009 Series B**	12/1/2034	280,000,000	Fixed
Totals		\$4,074,675,000	

* Amounts shown are after payments due 1/01/2010, the funds for which are remitted to the Bond Trustee during the prior fiscal year.

** CRP financing.

Exhibit 25

Bond issues listed as Variable Rate are weekly mode (rates are reset weekly by a remarketing agent per then-current market conditions). In order to reduce exposure to interest rate risk, the Tollway has entered into interest rate swap agreements for all of its outstanding variable rate bond issues. Per these agreements, swap providers pay a variable rate in exchange for fixed rate payments from the Tollway.

Planned 2010 Debt Issuance

No additional bond issuances to finance new project costs are expected in 2010. However, 2010 may include two actions that impact the Tollway's current bonds and debt service outstanding.

First, the Tollway may restructure a portion of its outstanding \$700.0 million Series 2007A and \$766.2 million Series 2008A Synthetic Fixed Rate Bonds. The purpose of such a restructuring would be twofold: (i) to reduce interest rate risk; and (ii) to reduce risk related to exposure to the Liquidity Provider for these Bonds. The Tollway may deem that such risk reduction is in the Tollway's best interests, even if it is accompanied by an increase in debt service and/or liquidity provider fees. As a result, for purposes of this fiscal year 2010 budget, the Tollway has elected to include a 50 basis point premium on the Series 2007A and 2008A Synthetic Fixed Rate Bonds. This 2010 budget impact is \$7.3 million. The 2010 actual impact will depend on a combination of market conditions, the creditworthiness of the Liquidity Provider and the actions taken or not taken by the Tollway to address these risks.

Second, the Tollway may elect to defease portions of principal payments due on January 1, 2011, and 2012 from funds on hand, including funds that may be available as a result of Congestion-Relief Program costs coming in below budget, in order to improve cashflow and debt service coverage during these years. Such action has not been assumed for this budget, as its probability is uncertain and will depend on market conditions and other factors.

Lastly, this budget assumes no bonds / debt service related to any capital expenditures beyond the Congestion-Relief Program. At its November 2008 Board Meeting, the Tollway Board approved an additional capital program and a commercial vehicle toll increase (to begin in 2015) intended to provide financing for that additional capital program. The Board subsequently placed that additional capital program on hold (before any work, or even the solicitation of any proposals for work, on such program had been initiated) and it remains on hold.

Debt Service Obligations

The following graph shows annual debt service on all Tollway Bonds through their maturities. Such debt service is shown net of: (a) \$12 million of 2010 interest expense pre-paid by a transfer of funds made available by capital costs coming in below budget; and (b) anticipated federal subsidies in connection with the Tollway's outstanding Build America Bonds, i.e. its \$500 million Series 2009A and \$280 million Series 2009B Bonds. Per the provisions of the American Recovery and Reinvestment Act's Build America Bonds program, the Tollway will receive rebate payments equal to 35% of the interest payments on these taxable Series 2009A/B Bonds. This graph assumes that subsidy payments corresponding to interest payments due January 1 are received in the year of that January 1st, and not the year preceding that January 1st.

The following graph does not include any assumed premium on the Series 2007A and 2008A Synthetic Fixed Rate Bonds. As discussed in the previous section, ***Planned 2010 Debt Issuance***, the 2010 budget for Debt Service includes a 50 basis point premium on these Bonds. Also, the below chart does not include any annual bond-related support costs (liquidity, remarketing, etc.). The 2010 budget for debt service includes transfers of \$2.8 million for such annual costs.

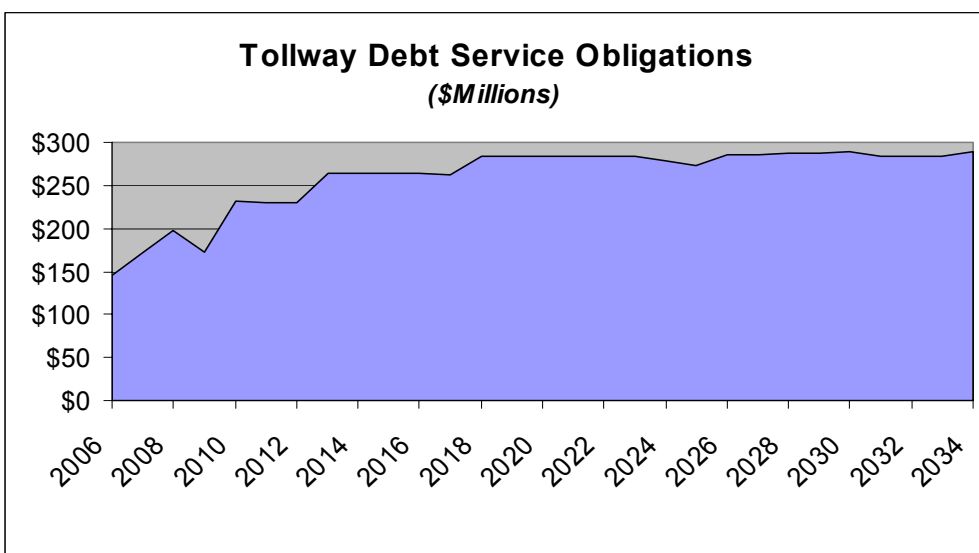


Exhibit 26

The duration of the Tollway's Bonds and level of graduation of its debt service are reasonable given the long average economic life of the assets financed and the projected growth of Tollway revenues. The reduction in debt service visible for fiscal year 2009 resulted primarily from an early redemption of Series 1993B Bonds from Tollway funds on hand. As described earlier in this section, the Tollway may take similar action for fiscal years 2010 and 2011.

Security for the Bonds

The Tollway's bonds are secured by a pledge of and lien on the Net Revenues generated by the Tollway system in accordance with the Amended and Restated Trust Indenture of 1999 ("Master Indenture") and each respective Supplemental Indenture. Net Revenues are defined in the Master Indenture as the annual revenues of the system less operating expenses. To help ensure a sufficient amount of revenues to cover debt service, the Master Trust Indenture, through which all of the Tollway's outstanding debt has been issued, includes a Toll Rate Covenant which requires that tolls be set at rates which will produce a minimum of 1.3X debt service coverage. Furthermore, additional bonds may be issued only to the extent that the Tollway certifies: (i) compliance with the Toll Rate Covenant for a 12-month period within the preceding 18 months; and (ii) projected compliance with the Toll Rate Covenant for each year through five years after the completion of the projects financed by those additional bonds. The Tollway's 2008 debt service coverage was 2.25x, 2009 debt service coverage is estimated at 2.20x and 2010 debt service coverage is projected at 1.75x before adjustments for pre-paid interest and federal subsidies and 1.97x after those adjustments. All of these coverages are well over the 1.3x covenant level.

Additional security is provided by the Debt Reserve Requirement which requires the Tollway's Debt Reserve Account to be funded at maximum annual debt service ("MADS") on all senior lien debt. Currently all of the Tollway's debt is senior lien. As of December 8, 2009, MADS is \$302.8 million (the debt service obligation for fiscal year 2030), and the Debt Reserve Account has a market value of \$302.8 million, consisting of \$202.8 million in investments and a \$100 million surety policy from Berkshire Hathaway Assurance Corporation. Berkshire Hathaway Assurance Corporation is rated "Aa1" by Moodys and "AAA" by Standard & Poors. The surety policy is guaranteed by Colombia Insurance Company which is rated "A++" (highest rating) by A.M. Best.

Debt Service Coverage Ratios

The Tollway has historically maintained debt service coverage ratios well in excess of required ratios. Debt Service Coverage Ratios are calculated by dividing the Net Revenues (i.e. revenues less operating expenses) by the Aggregate Debt Service for a given year. The following chart shows actual debt service coverage for fiscal years 2004 through 2008, estimated debt service coverage for 2009 and budgeted debt service coverage for 2010. Please note that the following chart does not include annual costs related to the Bonds (liquidity, remarketing, etc.).

	2004	2005	Actual 2006	2007	2008	Estimated 2009	Budgeted 2010
Operating Revenues	\$423,427	\$613,034	\$606,954	\$637,794	\$691,113	\$640,000	\$696,000
Operating Expenses	<u>\$198,302</u>	<u>\$205,575</u>	<u>\$213,510</u>	<u>\$222,295</u>	<u>\$244,275</u>	<u>\$257,600</u>	<u>\$265,300</u>
Net Operating Revenues	\$225,125	\$407,459	\$393,444	\$415,499	\$446,838	\$382,400	\$430,700
Debt Service	<u>\$48,380</u>	<u>\$99,366</u>	<u>\$145,633</u>	<u>\$172,284</u>	<u>\$198,429</u>	<u>\$173,428</u>	<u>\$246,470</u>
Net Revs After Debt Service	\$176,745	\$308,093	\$247,811	\$243,215	\$248,409	\$215,395	\$184,230
Debt Service Coverage (X)	4.65	4.10	2.70	2.41	2.25	2.20	1.75*

** Please note that the "Budgeted 2010" column does not provide any credit for either \$12 million of previously transferred funds to pre-pay interest or \$15.3 million of anticipated federal subsidies related to the Tollway's Series 2009A and 2009B Build America Bonds. Debt service coverage after providing credit for these funds would improve to 1.97X.*

Exhibit 27

Municipal Bond Ratings

In concert with each new bond issuance, the Tollway applies for a municipal bond rating from Fitch Ratings, Moody's Investor Services and Standard & Poor's Corporation. Each rating agency reviews the Tollway's current fiscal condition, capital financing plan, debt coverage ratios and various other factors to the Tollway's ability to repay its debt obligations. The underlying ratings of the Tollway's bonds are Aa3, AA- and AA- by Moody's Investors Service, Fitch Ratings and Standard and Poor's, respectively. These ratings were confirmed in November 2009 in connection with the Tollway's issuance of the 2009 Series B Revenue Bonds. Moody's and Standard & Poor's maintain Stable Outlooks for the Tollway's ratings, while Fitch maintains a Negative Outlook, which it initiated in May 2009.

Interest Rate Exchange Agreements

To lower its borrowing costs, the Tollway has entered into multiple variable-to-fixed interest rate exchange agreements (swaps). These agreements produce a “synthetic fixed interest rate” which the Authority pays to the swap provider in exchange for the swap provider’s assumption of a variable rate of interest intended to approximate the variable rate of interest owed to bondholders. In all cases the synthetic fixed rates were lower than the fixed interest rates otherwise accessible in the market at the times the various bonds were issued. The Tollway entered into two swaps for the Series 1998B Bonds, four swaps for the Series 2007A Bonds and four swaps for the Series 2008A Bonds.

The Series 1998B Swaps were entered into as “interest-cost-based” swaps – swaps in which swap providers pay a variable rate amount exactly equal to the variable rate amount owed to bondholders. In certain events, these swaps may convert to SIFMA-based Swaps, in which the swap providers would pay a variable interest rate amount based on an index known as the USD SIFMA Municipal Swap Index. No such events have ever occurred on the 1998B Swaps.

The Series 2007A swaps and Series 2008A swaps are all SIFMA-based swaps. The Tollway exchanges a fixed rate payment to swap providers for a variable rate payment based on the USD SIFMA Municipal Swap Index. Historically the difference between the interest rates set on Tollway variable rate bonds and the SIFMA Index have been immaterial. In late September of 2008, credit concerns regarding the credit enhancement providers on the Tollway’s Series 2007A and Series 2008A Bonds caused the variable rates on Tollway bonds to rise significantly above the SIFMA Index, and this situation continued during the first two quarters of 2009. In the third and fourth quarters of 2009 there has not been a material difference between the variable rates on Tollway bonds and the SIFMA Index. The additional cost to the Tollway caused by the Tollway’s variable rates exceeding the SIFMA Index is estimated to be \$12 million in 2009. The Tollway has included a premium of \$7.3 million on these bonds in the 2010 budget for debt service. The Tollway does not anticipate a continued divergence between the variable rates on Tollway bonds and the SIFMA Index, as credit concerns regarding the credit enhancement providers have abated. The premium of \$7.3 million has been budgeted to accommodate the possibility of increased costs if the Authority determines it is in its best interest to fix out all or a portion of these Synthetic Fixed Rate Bonds and terminate their corresponding Swap Agreements.

Budget Process and Documents

The Trust Indenture requires a tentative budget of the Operating Expenses for the ensuing Fiscal Year on or before October 31st of each Fiscal Year. The tentative budget must also be submitted to the Trustee and the Consulting Engineer. The tentative budget must include the recommendations of the Consulting Engineers as to the Renewal and Replacement Deposit (for preservation of the Tollway System). The Tollway must provide accompanying estimates of the amount which will be available for credit to the Improvement Account (for improvements to the Tollway System). The Tollway must also provide a statement of the actual revenues for the first eight months of the current Fiscal Year and estimated revenues for the next four months of the current Fiscal Year and for the ensuing Fiscal Year. The budget must be divided into reasonable classifications and divisions. The tentative budget shall include the amounts budgeted for Operating Expenses and amounts required to be deposited into the Renewal and Replacement Account.

The Trust Indenture and budgetary calendar govern the budget process. The Tollway budget is required to generate revenues sufficient to pay for operating costs, debt service, and a required deposit for the maintenance and repair of the toll roads as certified by an independent engineer.

Budget Review Process and Implementation

The Tollway's budget process begins in early July of each year. The Budget Office prepares and distributes a preliminary budget for each department at department and cost center levels based on actual and projected expenditures. Departments are asked to submit planning requirements, new initiatives, programs, headcount changes or other assumptions to be incorporated into both their upcoming maintenance and operations budget as well as their capital budget. Once the departmental budget requests are returned to the Budget Office, the initial Preliminary Budget is compared to the Departmental Budget Request indicating dollar and percent changes along with proper justification.

The Preliminary/Departmental comparison Budget is then presented to the Chief of Finance by the Budget Office. Financial impacts are discussed and the Chief of Finance reviews and questions certain requests based on the justification provided. The Budget Office will then meet with the Department Chiefs to obtain further justification on items denied by the Chief of Finance.

Revised budget requests are returned to the Budget Office and Chief of Finance for review. Meetings are held with Budget staff, department chiefs and the Chief of Finance to discuss and finalize the budget requests. Final review and sign off is completed by the Chief of Finance and the Executive Director. This process results in the Tentative Budget.

The Tentative Budget is presented to the Board of Directors in October. Requested changes by the Board and Executive Management will be incorporated into the Tentative Budget and Public Hearings will be held at this time. The Budget Office will review and incorporate changes from the Board of Directors, Executive Management, and Public comments. The Final Budget is then presented to the Board in December.

The budget is monitored throughout the Fiscal Year. Analysis comparing actual expenditures to budget are conducted monthly and sent to the Chief of Finance and Department Chiefs. Quarterly budget reports are provided to the Board of Directors and posted on the Illinois Tollway's website.

Budget Amendment

The Tollway Board may at any time adopt an amended Annual Budget. If the Tollway adopts an amended budget for total Operating Expenses exceeding one hundred ten percent of the Annual budget initially adopted, the Tollway shall give the Consulting Engineers not less than ten days prior written notice, including a copy of the proposed amended Annual Budget. If the Consulting Engineer files an objection to such notice, such amended budget shall not be effective or supersede any prior Annual Budget until the Tollway Board of Directors adopts the amended budget by not less than a three-fifths vote of all Directors at a public meeting. Notice of such public meetings shall be given in accordance with the law.

Budgetary Basis of Accounting

The Tollway is required by its Trust Indenture to prepare a Tentative Budget for the ensuing Fiscal Year, on or before October 31 of each Fiscal Year, and to adopt the Annual Budget for such Fiscal Year on or before January 31 of each Fiscal Year.

The Tollway uses accrual basis of accounting for its proprietary funds (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.

The Tollway's Budgetary Basis of Accounting (as required by its Trust Indenture) differs from the Tollway's GAAP Basis of Accounting with respect to the following:

For budgetary purposes, the Tollway does not capitalize purchases of furniture, fixtures, and operating equipment; construction costs are not depreciated; investments are recorded at cost; bond issue costs are expensed as incurred; capital lease obligations are not recorded; interest is capitalized before, during and after the construction period; gains or losses from early retirement of debt, interest income and interest expense derived from the proceeds of revenue bonds during construction are treated as reductions or additions to construction costs; refunds of previously paid expenses decrease current year expenses and are not treated as a prior period adjustment; and revenue is measured on a cash basis, where as under GAAP, revenue for financial statement purposes is recognized when measurable.

Last of all, the Tollway's Budget allocates Revenue to four major accounts. These accounts include Maintenance and Operations (M&O), Debt Service, Renewal and Replacement, and Improvements. The Renewal and Replacement and Improvements accounts comprise current resources allocated to fund the Tollway's Capital Program.

2010 BUDGET PLANNING CALENDAR

EVENT	DATE(S)
The Budget Office begins preparing spreadsheets that include a 2009 Forecast as well as a Preliminary 2010 Budget containing 2010 economic assumptions for Salaries, Wages, FICA and Retirement. The spreadsheets are prepared at cost center and departmental summary levels.	7/1/2009
The Budget Office sends out instructions with the spreadsheets to each department requesting any new planning requirements, initiatives, programs, headcount changes or other assumptions that should be incorporated into their 2010 Departmental Budget Request.	7/20/2009
The completed 2010 Departmental Budget Requests are returned to the Budget Office for review. These Departmental Requests are then compared to the 2009 Forecast as well as the Preliminary 2010 Budget that was initially sent out. Dollar and percent changes as well as justifications are analyzed.	8/21/2009
The Budget Office presents the 2010 Departmental Budget Requests to the CFO. Financial impacts are discussed and the CFO considers the recommendations for specific requests based on the justification provided by the department.	9/8/2009
The Budget Office meets with the Department Chiefs and/or their direct reports to further clarify any justifications that were requested by the CFO. Revisions are incorporated into the Departmental Budget Requests.	9/14/09 - 9/18/09
Meetings are held with Budget staff, Department Chiefs and the CFO to discuss and finalize the 2010 Departmental Budget Requests.	9/21/09 - 9/25/09
An M&O and Capital Budget review meeting is held with the Executive Director, CFO and Budget Office resulting in a Tentative Budget.	9/30/2009
Wilbur Smith & CTE submit their Annual Toll Revenue Certificate and R&R Deposit Letter respectively for inclusion in the Budget Book.	9/30/2009
The Budget Office makes any modifications resulting from the Tentative Budget meeting. Then the cross-checking process begins, to make sure all budget information is correct and up to date.	10/5/09-10/9/09
Charts, graphs, tables and narratives are prepared for the Budget Book.	10/12/09-10/16/09
The Budget Book is sent to the Communications Department for their review.	10/16/2009
The CFO and Executive Director do a final review and sign off on the Budget Book.	10/19/2009
The Budget Book is emailed to the Directors and Executive Management.	10/21/2009
As soon as the Budget Books are printed, they are mailed to the Directors for their review.	10/26/2009
The 2010 Tentative Budget is presented by the CFO to the Board of Directors.	10/29/2009
Any requested changes by the Board and Executive Management are incorporated into the Tentative Budget.	10/30/2009-11/6/2009
Public Hearings are held on the 2010 Tentative Budget.	11/16/2009 & 11/17/2009
The Revised Tentative Budget is presented to the Board.	11/19/2009
The Budget Office reviews and incorporates any changes from the Board, Executive Management, or Public Comments.	11/20/2009 - 12/11/2009
The 2010 Final Budget is presented and then adopted by the Board.	12/17/2009

Exhibit 28

12/17/09

5.1/2

RESOLUTION NO. 18929

Background

Article VII, Section 710, of the *Amended and Restated Trust Indenture (3/31/1999)* (the "Trust Indenture") of The Illinois State Toll Highway Authority (the "Tollway") requires that the Board of Directors of the Tollway adopt an Annual Budget for each Fiscal Year. Section 713 of the Trust Indenture requires, among other things, that tolls for the use of the Tollway System be at rates not less than that set forth in an established schedule of tolls meeting the requirements of said Section 713 and that the Tollway shall cause the Traffic Engineers to make a written estimate of the revenues from tolls for the last four months of the current fiscal year and for the ensuing fiscal year, and that the Tollway complete a review of its financial condition.

Section 10(c) of the Toll Highway Act ("Act") provides in part that the Tollway, in fixing the rate for tolls for the privilege of using the toll highways, is authorized and directed, in fixing such rates, to base the same upon estimates to be made, recorded and filed with the Tollway that include the estimated total amount of the use of the toll highways and the estimated amount of the revenue to be derived there from, so that said revenue, when added to all other receipts and income, will be sufficient to pay the expense of maintaining and operating said toll highways, including the administrative expenses of the Tollway, and to discharge all obligations of the Tollway as they become due and payable.

Section 19 of the Act requires, in part, that the Tollway fix and revise, from time to time, tolls or charges or rates for the privilege of using the toll highways at rates calculated to provide the lowest reasonable toll rates that will provide funds sufficient with other revenues of the Tollway to pay (a) the cost of the construction of a toll highway authorized by joint resolution of the General Assembly pursuant to Section 14.1 of the Act and the reconstruction, major repairs or improvements of toll highways, (b) the cost

of maintaining, repairing, regulating and operating the toll highways including only the necessary expenses of the Tollway, and (c) the principal of all bonds, interest thereon and all sinking fund requirements and other requirements provided by resolutions authorizing the issuance of the bonds as they shall become due.

The Chief of Finance has completed a review of the financial condition of the Tollway taking into consideration the requirements of the Tollway's Trust Indenture and the Act, including estimates of the Traffic Engineer filed with the Tollway, and has heretofore provided information and recommendations to the Board of Directors regarding the tolls to be charged for the use of the Tollway System taking into consideration the Operating Expense Budget, the Renewal and Replacement Deposit, the Improvement Requirement, and the debt service obligations of the Tollway.

Resolution

1. The amount budgeted for Operating Expenses of The Illinois State Toll Highway Authority for the fiscal year 2010 is \$265,306,197 in the estimated classifications and divisions as set forth below:

Business Systems	\$ 47,201,416
Engineering Management, Planning and Infrastructure Maintenance	\$ 65,563,475
Executive Management, Policy Administration and Community Relations	\$ 7,005,666
Financial Services, Investments and Insurance Management	\$ 44,117,758
Information and Communication Technology	\$ 10,399,500
Inspector General and Audit Functions	\$ 1,423,996
Legal Services	\$ 1,556,498

Operational Services, Toll Collection and Cash Handling	\$ 58,983,084
Procurement	\$ 3,861,156
State Police and Public Safety	<u>\$ 25,193,648</u>
Total Operating Expense Budget	\$265,306,197

2. The amount budgeted for the Required Renewal and Replacement Deposit for the fiscal year 2010, as recommended by the Consulting Engineer, is \$150,000,000.

3. The current toll rate schedules heretofore established for the use of the toll highways are determined to be proper in accordance with the Tollway's Trust Indenture and are determined to be at the lowest reasonable rate in accordance with the Act.

Approved by: 
Chair

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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, progressive, and fiscally responsible financing measures.
3. The revenue model assumes the toll schedule, which became effective January 1, 2005. The toll rates were passed coinciding with approval of the Congestion-Relief Program on September 30, 2004.

Expenditures

1. The Tollway will maintain a level of expenditures, which will provide for the public well-being and safety of its roads.
2. Expenditures will be within the availability of generated revenue, bonds issued for construction and unreserved fund balances.
3. The Tollway will maintain expenditure categories according to state statutes, the Trust In-denture and administrative rules.
4. The Tollway will forecast its capital expenditures for the duration of the Congestion-Relief Program and may update this forecast annually with multi-year plans. Expenditure forecasts will be cognizant of the elastic and inelastic structure of revenues.
5. Annual operating budgets should provide for adequate design, construction, maintenance, and replacement in the Tollway's Capital Program.

Debt Management

1. Debt will be issued only if approved by the Board of Directors at a public meeting and only for the purposes of financing capital expenditures and refinancing previously issued debt.
2. The Tollway will oversee and coordinate the timing, process of issuance, and marketing of its debt, with the assistance, as deemed necessary, of one or more financial advisors selected pursuant to a competitive RFP process. The Tollway will seek to issue its debt obligations through a sale method – negotiated, competitive or private placement – that will produce the best results for the Tollway, provided that any negotiated sale would be to underwriters selected pursuant to a competitive RFP process. The Tollway will not allow financial firms to be qualified to act as both underwriter and financial advisor. The Tollway will encourage participation of minority-owned, women-owned, and disabled-owned business enterprises and disadvantaged business enterprises (collectively, “MBE/DBE”) to the extent allowed by law.
3. The average life of debt should not exceed 120% of the estimated economic life of the assets financed or refinanced. To the extent possible, the Tollway will design debt repayment to recapture rapidly its credit capacity for future use.
4. The Tollway will strive for average senior lien debt service coverage near 2X.
5. The Finance Department will prepare periodically, but no less than annually, a long-term cash flow projection for review by the Board, to help ensure that future resources are available to meet future capital and debt financing needs.

6. The Tollway will strive to maintain the highest possible ratings for its debt issuances consistent with the priorities established by the Board. The Tollway will provide a periodic information update to the credit rating agencies as needed, but at least annually.
7. The Tollway will comply with all continuing disclosure requirements.
8. The Tollway will comply with all arbitrage rebate requirements.
9. The Tollway may defease outstanding indebtedness through open market purchases when in the Tollway's best interests and allowed by its Indenture.
10. The Tollway will strive to reduce, and thereafter limit, its debt portfolio as follows:
 - a. no more than 25% variable rate; and
 - b. no more than 15% unhedged variable rate.
11. The Tollway will strive to reduce its reliance on any one Liquidity Provider and seek to diversify its use of Liquidity Providers going forward.
12. To the extent the Tollway continues to utilize interest rate hedge agreements as a form of interest rate risk management, the Tollway will strive to continue its past practices of maintaining diversification among its swap counterparties, requiring ratings equivalent to "A+" before entering into an agreement, and refraining from entering into swap agreements that would require the Tollway to post collateral.

Reserve Policy

1. The Tollway will maintain an operating reserve. This budget will maintain a balance of \$17 million in 2010. 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:
 - Offset unexpected downturns or revisions in revenues
 - Provide a sufficient cash flow for daily financial needs at all times
 - Offset unexpected increases in expenditures

Cash Management

1. The Illinois State Toll Highway's Investment Policy ("Policy"), describes the Tollway's intent to invest all funds under the Tollway's control in a manner that provides the highest investment return using safe authorized instruments while meeting the Tollway's daily cash flow demands in conformance with all state statutes and any amended and revised Indenture governing the investment of Tollway funds.
2. The primary objective in the investment of Tollway funds is to ensure the safety of principal, while managing liquidity to pay the financial obligations of the Tollway, and providing the highest investment return using authorized instruments.
3. The cash management 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 fund flows to projected disbursements.
4. In order to maximize interest earnings, the Tollway co-mingles funds. Interest revenue derived from co-mingled investments is allocated to the participating funds monthly.

Criteria for selecting investments and the order of priority are:

- a) Safety. The safety of principal is the foremost objective of the investment program. Tollway investments shall be undertaken in a manner that seeks to ensure the preservation of capital in the portfolio. To attain this objective, diversification is required to ensure that the Tollway prudently manages market, interest rate and credit risks.
- b) Liquidity. The investment portfolio shall remain sufficiently liquid to enable the Tollway to meet all operating requirements that might be reasonably projected.
- 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 requirements.

Accounting, Auditing and Financial Reporting Policies

1. The Tollway is a compartmental unit of the State of Illinois and is accounted for as a proprietary fund (enterprise fund) using the flow of economic resources measurement focus.
2. The Tollway uses the accrual basis of accounting. Under the accrual basis of accounting, revenue is recognized in the period in which it is earned, and expenses are recognized in the period in which they are incurred.

3. The Tollway 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 in accordance with Generally Accepted Auditing Standards (GAAS) and will publicly issue an opinion, which will be incorporated in the Comprehensive Annual Financial Report (CAFR).
7. The Tollway will annually seek the Government Finance Officers Association Certificate of Achievement for Excellence in Financial Reporting Program.
8. The Tollway will use accrual basis accounting for its proprietary funds. Revenues are recognized in the accounting period they are earned and become measurable. Expenses are recognized in the accounting period in which they are incurred.
9. The Tollway will promote full disclosure 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 Illinois State Treasurer's office to be cash equivalents, as these investments are available upon demand.
11. All investments in U.S. Treasury and agency issues are reported at fair value. All other Tollway investments, which consist of repurchase agreements, are recorded at face value which approximates fair value.

Demographics

Population and Demographics

Community Served

From its beginnings in the late 1950's, the Tollway was planned to provide efficient interstate travel between Wisconsin, Illinois and Indiana around the city of Chicago, complementing the Chicago expressway network. The Tollway helped facilitate the economic and residential development of suburban Chicago, and the Tollway served a significant suburban commuter system market. In the 1970's and 1980's suburban employment grew rapidly and the use of the Tollway system for suburban-to-suburban work trips grew accordingly. In response, the Tollway added interchanges throughout the urbanized area and in 1989 constructed the North-South Tollway to better serve the suburban-to-suburban work trip market. As a result of this growth, the Tollway saw average daily transactions grow from 485 thousand in 1970 to 2.1 million in 2005, and average daily vehicle counts increased from 255 thousand to 1.3 million.

Today, the Tollway provides vital transportation links between people and their jobs and between businesses and their customers. The Tollway provides access to headquarters for the State's leading employers and largest companies, serving both Chicago bound, reverse, and intersuburban commuters alike.

User Profile

Passenger cars account for almost 90 percent of the Tollway usage and commercial vehicles the remainder. The heaviest usage of the Tollway is on weekdays. On Saturdays traffic is typically down about 10 percent from an average day and Sundays see the lowest use, down about 20 percent from an average day. Seasonal variation in traffic also exists. The summer months of June, July and August have the highest levels of usage, approximately 7 percent higher than the yearly average. During the summer, passenger car recreational usage is higher but commercial vehicle activity is also slightly higher. January is the lowest month at about 12 percent below the average month.

Periodic Origin-Destination surveys are conducted at locations on the Tollway system. In these surveys users are asked questions about their trip-making. From these surveys, a profile of some user characteristics emerges. On a typical weekday, over 70 percent of the usage is for work related trips; either trips to/from a place of employment or for company business. Slightly less than 50 percent of the weekday users are on the Tollway every day. About 20 percent of the users are fairly infrequent travelers on the Tollway, using it less than once a week. The most typical Tollway weekday user is a resident of the suburban northeastern Illinois area. This customer uses the Tollway on a daily basis to make trips to and from work with a work destination in either suburban Chicago or Chicago itself. On weekend days the usage pattern changes slightly as more of the travel is performed by less frequent users. Non-work travel makes up the majority of the usage during these weekend periods. While the majority of users are from northern Illinois, there are more out of area users on the system on weekend periods than during the weekday periods.

Population

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

The twelve counties of the Tollway service area had a combined 2008 population of over 9 million, mostly living within the Chicago metropolitan area. The largest county in the area, Cook County, has a population of over 5.3 million and includes mature population centers such as the City of Chicago and inner-ring suburbs, as well as fast growing exurban areas in the northwestern portion of the County. DuPage County, the second most populous county in the metropolitan area, had over 930,000 residents in 2008. Both Cook and DuPage Counties are well served by the Tollway and have a mix of residential and employment-generating land uses. Other Counties, including Kane, Lake, McHenry, and Will, include a mix of mature suburban population centers, satellite cities, and recent suburban development.

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

Tollway Service Area Population Change 1980-2000

Population trends impact travel demand and shape travel patterns. From 1980 to 2000, the population of the Tollway's twelve-county service area increased by more than one million. The greatest increase occurred in inner-suburban DuPage and Lake Counties, while the highest growth rates occurred in the more outlying McHenry, Will, Lake, Boone and Kane Counties. Cook, De Kalb, Ogle, and Winnebago Counties experienced a modest growth rate, while Whiteside and Lee Counties, experienced decline during this period.

More recent estimates from the U.S. Census Bureau reflect the continued substantial growth of the "outer ring" suburban communities. From 2000 to 2008, the twelve-county region grew by approximately 400,000 residents, with the highest growth rates in Will, Kane, Lake and McHenry counties. During the same period, Cook County, with a substantial portion of the population in mature development areas, was estimated to decline largely as a result of decreased household size and not loss of dwelling units. The rural Counties of Lee and Whiteside are also estimated to experience very small declines in population.

Service Area Population 1980 vs. 2000

County	1980 Population	2000 Population	Net Change	Percent Change
Boone	28,630	41,786	13,156	46%
Cook	5,253,628	5,376,741	123,113	2%
De Kalb	74,628	88,969	14,341	19%
DuPage	658,858	904,161	245,303	37%
Kane	278,405	404,119	125,714	45%
Lee	39,328	36,062	-3,266	-8%
Lake	440,388	644,356	203,968	46%
McHenry	147,897	260,077	112,180	76%
Ogle	46,338	51,032	4,694	10%
Whiteside	65,970	60,653	-5,317	-8%
Will	324,460	502,266	177,806	55%
Winnebago	250,884	278,418	27,534	11%
Total:	7,609,414	8,648,640	1,039,226	14%

*US Census Bureau, 1980 and 2000 censuses.

Exhibit 30

The population of the twelve-county service area is expected to continue to grow. By the year 2030, the total population is estimated to surpass 10.5 million. All of the counties are expected to grow in population over the coming decades, with relatively higher growth rates projected for the outer suburban Counties of Boone Kane, Lake, and McHenry. Will County is anticipated to pass the 1 million mark by 2030, becoming the third most populous county in the Tollway service area.

Service Area Population 2000 vs. 2008

County	2000 Population	2008 Population	Net Change	Percent Change
Cook	5,376,741	5,294,664	-82,077	-2%
De Kalb	88,969	106,321	17,352	20%
DuPage	904,161	930,528	26,367	3%
Kane	404,119	507,579	103,460	26%
Lee	36,062	35,129	-933	-3%
Lake	644,356	712,453	68,097	11%
McHenry	260,077	318,641	58,564	23%
Ogle	51,032	55,167	4,135	8%
Whiteside	60,653	59,153	-1,500	-2%
Will	502,266	681,097	178,831	36%
Winnebago	278,418	300,252	21,834	8%
Total:	8,606,854	9,000,984	394,130	5%

*US Census Bureau, 2000 Census and July 1, 2008 estimates.

Exhibit 31

Service Area Population 2000 vs. 2030 Forecast

County	2000 Population	2008 Population*	2030 Population**		Forecast Average Annual Percent Change 2000-2030
Boone	41,786	54,142	71,522	(2)	1.81%
Cook	5,376,741	5,294,664	5,368,585	(1)	-0.01%
De Kalb	88,969	106,321	134,497	(3)	1.39%
DuPage	904,161	930,528	1,217,850	(1)	1.00%
Kane	404,119	507,579	711,882	(1)	1.91%
Lake	644,356	35,129	950,657	(1)	1.30%
Lee	36,062	712,453	36,875	(4)	0.07%
McHenry	260,077	318,641	473,955	(1)	2.02%
Ogle	51,032	55,167	64,037	(4)	0.76%
Whiteside	60,653	59,153	60,114	(4)	-0.03%
Will	502,266	681,097	1,110,060	(1)	2.68%
Winnebago	278,418	300,252	346,722	(2)	0.73%
Total:	8,648,640	9,055,126	10,546,756		0.66%

*US Census Bureau estimates for July 1, 2008

**Sources:

- (1) Chicago Metropolitan Agency for Planning (CMAP), "2030 Forecasts of Population, Household and Employment", September 27, 2006. Retrieved from CMAP's Web Site, February 2, 2009.
- (2) "Year 2035 Long-Range Transportation Plan for the Rockford Metropolitan Planning Area", Rockford Area Transportation Study (predecessor agency of the Rockford Metropolitan Agency for Planning), August 2005, Table 2-5, p 13. The published forecast is for the combined Boone and Winnebago Counties; the county-specific forecasts are from the working papers for the 2035 Plan.
- (3) Illinois Department of Transportation study adopted by the Northeastern Illinois Planning Commission in 2005.
- (4) Illinois Department of Commerce and Economic Opportunity, "Population Projections", downloaded from the Department's Web Site February 2, 2009.

Exhibit 32

Employment

Employment growth is a key indicator of the Tollway service area's economic growth, as well as an important factor in predicting Tollway traffic. From 2000 to 2008, the twelve-county service area is estimated to grow by adding over 165,000 jobs.

Tollway Service Area Employment 2000-2008

The largest increases are estimated for Will, Lake and DuPage Counties, which together are projected to add more than 140,000 jobs in the service area. The largest growth rates are estimated for Will County, where employment has grown by nearly 40% since 2000. Kane, Boone, Dekalb and McHenry Counties also are estimated to have double digit employment growth rates. Cook, Lee, Whiteside and Winnebago counties are estimated to have lost jobs since 2000.

Service Area Employment 2000 vs. 2008

County	2000 Employment*	2008 Employment Estimate**	Net Change	Percent Change
Boone	18,905	22,027	3,122	16.51%
Cook	3,351,990	3,320,347	-31,643	-0.94%
DeKalb	47,454	55,838	8,384	17.67%
DuPage	702,575	735,838	33,263	4.73%
Kane	241,766	269,832	28,066	11.61%
Lake	418,842	454,863	36,021	8.60%
Lee	18,108	17,316	-792	-4.37%
McHenry	111,702	133,067	21,365	19.13%
Ogle	25,465	25,745	280	1.10%
Whiteside	31,115	29,307	-1,808	-5.81%
Will	186,145	259,823	73,678	39.58%
Winnebago	176,590	171,670	-4,920	-2.79%
Total:	5,330,657	5,495,673	165,016	3.10%

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

*Woods & Poole Economics, Inc. (W&P), "2008 Complete Economic and Demographic Data Source (CEDDS)."

**The last W&P "actual" statistics are for 2006. The 2008 estimate is derived through comparative analysis of W&P with Bureau of Labor Statistics employment data.

Exhibit 33

Tollway Service Area Employment 2000-2030

The following table shows forecasted change in employment for the twelve counties. Significant employment growth is generally expected in the Tollway service area, with the number of jobs growing at a faster rate over the next 20 years than the population. By 2030, the number of jobs in the service area is forecast to grow by over 1.5 million.

Service Area Employment 2000 vs. 2030 Forecast

County	2000 Employment*	2030 Forecasted Employment**	Net Change	Annual % Change 2000-2030
Boone	18,905	29,000	10,095	1.44%
Cook	3,351,990	3,870,000	518,010	0.48%
DeKalb	47,454	75,000	27,546	1.54%
DuPage	702,575	930,000	227,425	0.94%
Kane	241,766	405,000	163,234	1.73%
Lake	418,842	560,000	141,158	0.97%
Lee	18,108	18,000	-108	-0.02%
McHenry	111,702	200,000	88,298	1.96%
Ogle	25,465	30,000	4,535	0.55%
Whiteside	31,115	30,000	-1,115	-0.12%
Will	186,145	520,000	333,855	3.48%
Winnebago	176,590	221,000	44,410	0.75%
Total:	5,330,657	6,888,000	1,557,343	0.86%

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

*Woods & Poole Economics, Inc. (W&P), "2008 Complete Economic and Demographic Data Source (CEDDS)."

**Wilbur Smith Associates' estimate based on Woods and Poole Economics, U.S. Census Bureau, Chicago Metropolitan Agency for Planning, Rockford Metropolitan Agency for Planning, and an Illinois Dept. of Transportation study.

Exhibit 34



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Appendix



September 30, 2009

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

Re: Annual Toll Revenue Certificate

Dear Mr. Colsch:

As Traffic Engineers for the Illinois State Toll Highway Authority, Wilbur Smith Associates (WSA) is pleased to provide the toll revenue estimates required by the Trust Indenture, Section 713(3). This letter provides updated monthly toll revenue estimates for 2009 and toll revenue estimates for 2010. Estimates are based on the current toll rate structure that went into effect on January 1, 2005.

Toll revenue estimates presented herein incorporate adjustments for the current state of the national and regional economy, and expectations of the depth and duration of the current economic slowdown, and revised estimates of motor fuel prices reflecting current economic conditions and the estimated impacts of the 2009 Economic Stimulus.

The toll revenue estimates are estimates of expected revenue—the revenue that would be collected if each vehicle passing through a toll collection plaza paid exactly the published toll rate based on the vehicle's classification, time of day, and payment method. Expected revenue does not include the effects of overpayments, underpayments or toll evasion.

Estimated Toll Revenue

The revised 2009 system-wide expected toll revenue estimate is \$626,082,000. This estimate includes the Illinois Tollway's adjusted expected revenues for the first eight months of 2009, and WSA estimates for the four remaining months. Monthly figures are presented in Table 1.

Estimated system-wide expected revenue for 2010 is \$676,596,000. Monthly expected revenue estimates for 2010 are presented in Table 2. The estimates take into account available information from the Illinois Tollway revenue and transaction reporting system through August 2009. The estimates assumed major 2010 construction activity having traffic impacts as identified in Table 3.

Estimates for both 2009 and 2010 are based on a detailed review of recent traffic and revenue trends; an assessment of economic conditions within the Tollway study area; and evaluations of potential impacts of construction projects on and off the Tollway system.

801 Warrenville Road, Suite 260 Lisle, IL 60532
630.434.8111 f 630.434.8163 www.WilburSmith.com

Exhibit 35

Michael Colsch
September 30, 2009
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Construction Impacts

Construction projects associated with the Illinois Tollway's Congestion-Relief Program will continue through 2010 and beyond. All major construction projects on the Tri-State Tollway are scheduled to be essentially completed by the end of 2009, including widening of the southern section between 159th Street and 95th Street; widening on the northern portion from Balmoral Avenue to Lake-Cook Road, from Half Day Road to IL 173 and reconstruction between IL 173 and Russell Road. Reconstruction and widening is scheduled to be completed for two segments of the Ronald Reagan Memorial Tollway in 2009: between York Road and Washington Street and between Orchard Road and the Aurora Plaza. On the Jane Addams Tollway major reconstruction and reconfiguration of the Cherry Valley interchange and an add lane project between Newburg and Rockton Roads are scheduled to be completed by the end of 2009. On the Veterans Memorial Tollway an add lane/resurfacing project between 75th Street and Ogden Avenue that began in 2008 is scheduled to be completed by the end of 2009.

In 2010, significant construction impacts are anticipated from resurfacing and bridge work on the Edens Spur (I-94) from Lake Cook Road to US-41 and on the Veterans Memorial Tollway (I-355) from I-55 to 75th Street and from I-88 to Army Trail Road. On the Edens Spur, it is anticipated that traffic will be limited to one lane in each direction from March, 2010 through October, 2010. On the Veterans, it is anticipated that the existing number of mainline lanes will be in operation at reduced width at all times during construction period; however, construction activity is still expected to negatively impact usage. This has been assumed in developing the toll revenue estimates provided herein.

WSA believes the construction impacts on toll revenue that are included in these estimates are reasonable given the information available at this time. As additional information becomes available on 2010 construction activity and maintenance of traffic plans, the estimates may be revised.

National and Regional Economy

The recession that began in December, 2007 and continued to worsen through the first half of 2009 appears to be showing signs of abating. Economic activity, as measured by gross domestic product (GDP), which fell by 5.4 percent in the fourth quarter of 2008, declined at an even greater 6.4 percent in the first quarter of 2009. The decline slowed in the second quarter to only 1.0 percent, reflecting smaller declines in private investment and increased government spending.¹

The Federal Reserve, in its' July 2009 Monetary Policy report projected real GDP to decrease by 1.5 to 1.0 percent for the entire year of 2009, and to increase by between 2.1 and 3.3 percent in 2010. In 2011, real GDP was projected to increase by 3.8 to 4.6 percent. However, the Congressional Budget Office (CBO), in its August 2009 Budget and Economic Outlook Update, projects real GDP to decrease by 2.5 percent in 2009, but increase by only 1.7 percent in 2010 and 3.5 percent in 2011.

Turmoil in the financial markets stemming from the mortgage crisis that resulted in the failure of several large banks, the placement of Fannie Mae and Freddie Mac into conservatorship by the government, and the takeover of some investment banks by commercial banks brokered by the Federal Reserve Bank and the US Treasury Department has lessened significantly. Partly as a result of tightened lending standards and improved financial condition, banks' access to credit markets has improved greatly since last fall. Challenges remain, however, as bank failures have risen this year, and more failures are likely. Apart

¹ U.S. Department of Commerce, Bureau of Economic Analysis, August 27, 2009. Seasonally adjusted at annual rates.

Michael Colsch
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from losses in mortgages and consumer loans, banks and other financial institutions are facing significant losses from commercial real estate loans and investments in securities backed by such loans.

Consumer confidence has improved from the low levels earlier this year, but remains relatively depressed. After improving significantly from its February and March 2009 levels in the 20's, the Conference Board's Consumer Confidence Index has remained around 50 since May, including an unexpected decline in September. The Reuters/University of Michigan Survey of Consumers' Index of Consumer Sentiment, however, posted a significant increase in September that erased the entire decline since September 2008, reaching the highest level since September 2007. Increases in consumer confidence may not translate to increases in consumer spending, however, as declines in home values, pension and investment accounts have made even those who have not suffered income declines more cautious spenders. The desire to decrease their debt and increase savings remains the dominant motivation of nearly all consumers.²

In the labor market, the US unemployment rate increased steadily throughout the second half of 2008 and the first half of 2009, but beginning in May, has steadied around 9.5%. In August, 2009 the US unemployment rate stood at 9.7%, with the Illinois rate at 10.0%. The Congressional Budget Office expects unemployment to increase to 10.1 percent in the fourth quarter of 2009 and peak at 10.4 percent in the middle of 2010. CBO projects a drop to 9.9 percent by the end of 2010, 8.5 percent by the end of 2011, and 5.1 percent by the end of 2013.

The oversupply of new housing units and drop in existing home prices have been a continuing drag on the economic recovery. There are already signs that the construction of single family homes has stabilized. In July, starts and permits for single-family homes were both at their highest level in nine months. Similarly, prices of existing homes are showing signs of a recovery. The Standard and Poors/Case-Schiller 20 city home price index for July 2009, while still negative, represented the sixth consecutive month of improvement in this key indicator. Continued improvement, however, will depend somewhat on the market's response to the November expiration of the Federal first-time buyer's tax credit. Locally, the Chicago index stood at 128.32 in July, a 2.7% improvement over June and a 14.2% year over year decline.

Motor Fuel Prices

A critical factor affecting the national and regional economy has been the volatility in energy prices. The national average price for unleaded regular gasoline peaked at \$4.114 per gallon in July 2008 before falling steadily to \$1.653 per gallon in December. Since then, prices rose steadily until stabilizing in a range of \$2.50 to \$2.70 per gallon throughout the summer. Recently, prices have begun a slight decline, which is typical as the summer driving season ends. According to the September 2009 Energy Information Administration's (EIA) Short Term Energy Outlook, EIA expects the monthly average regular-grade gasoline retail price to fall from \$2.62 per gallon in August and September to an average of \$2.56 per gallon over the fourth quarter of 2009. Higher crude oil prices next year are expected to contribute to an increase in the annual average gasoline retail price from \$2.34 per gallon in 2009 to \$2.70 in 2010. Projected annual average diesel fuel retail prices are \$2.47 and \$2.88 per gallon in 2009 and 2010, respectively.

Impact of Economy and Motor Fuel Prices on Travel

The effect of the slowing economy and rising motor fuel prices on travel has been felt both nationally and regionally. The August 2009 issue of Traffic Volume Trends, published by the Federal Highway

² Rutgers/University of Michigan Surveys of Consumers, September, 2009.

Michael Colsch
September 30, 2009
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Administration (FHWA), based on approximately 4,000 continuous traffic counting locations nationwide, indicated that the estimated June 2009 vehicle-miles of travel on all roads and streets nationwide increased by 1.95 percent compared to June 2008, the second year over year increase in three months, and only the second increase since November 2007. In spite of these increases, the monthly national vehicle miles of travel in June 2009 remained about 5.5 percent below the all-time high, which occurred in August 2007. It is anticipated that the effects of the economic slowdown will continue to be felt through the rest of 2009 and 2010, although conditions will likely begin to recover by mid-2010.

Traffic and Revenue Forecasts

It was observed that revenues for the first eight months of 2009 were 2.6 percent lower than our October 2008 forecast, which was made before the full extent of the recession became clear. We believe that overall vehicle travel has begun to recover and will continue to increase on a seasonally adjusted basis, although still significantly below pre-recession levels. Tollway traffic and revenue will continue the recovery begun over the summer and will also benefit significantly from additional capacity currently nearing completion and reduced traffic congestion due to a significantly smaller construction program in 2010. The toll revenue forecasts provided herein reflect negative adjustments for the economy for the rest of 2009 and all of 2010.

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

Yours truly,

WILBUR SMITH ASSOCIATES



Eugene Ryan
Vice President

Attachments

Michael Colsch
September 30, 2009
Page 5 of 7

Table 1
Illinois Tollway
2009 Monthly Systemwide
Expected Revenue Estimates

	EXPECTED REVENUES (thousands)	
JANUARY	\$48,102	¹
FEBRUARY	46,057	¹
MARCH	51,866	¹
APRIL	52,167	¹
MAY	54,466	¹
JUNE	55,589	¹
JULY	57,658	¹
AUGUST	56,646	¹
SEPTEMBER	52,995	²
OCTOBER	56,665	²
NOVEMBER	48,567	²
DECEMBER	45,306	²
TOTAL	\$626,082	

¹ Adjusted expected revenue from the Illinois Tollway

² WSA estimate of expected revenue

Michael Colsch
September 30, 2009
Page 6 of 7

Table 2
Illinois Tollway
2010 Monthly Systemwide
Expected Revenue Estimates

	EXPECTED REVENUES (thousands) ¹
JANUARY	\$50,723
FEBRUARY	47,392
MARCH	58,088
APRIL	55,395
MAY	58,166
JUNE	61,641
JULY	60,998
AUGUST	62,093
SEPTEMBER	59,284
OCTOBER	61,421
NOVEMBER	52,908
DECEMBER	48,488
YEARLY TOTAL	\$676,596

¹ WSA estimate of expected revenue

Michael Colsch
 September 30, 2009
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Table 3
Illinois Tollway
Major Scheduled Construction Projects
2010

Location		Type of Work
From	To	
TRI-STATE TOLLWAY		
Edens Spur (all)		Resurfacing, Bridge Repair
VETERANS MEMORIAL TOLLWAY		
I-55	75 th Street	Resurfacing, Bridge Repair
I-88	Army Trail Road	Resurfacing, Bridge Repair



AECOM
303 East Wacker Drive
Suite 600
Chicago, IL 60601
www.aecom.com

312 938 0300 tel
312 938 1109 fax

December 10, 2009

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

Subject: 2010 Renewal and Replacement Deposit

Dear Mr. Colsch,

This letter supersedes the original letter dated October 26, 2009.

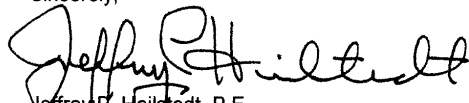
We have reviewed the renewal and replacement needs of the Tollway system in order to develop our recommendation for the deposit to be made to the Renewal and Replacement (R&R) Account in 2010. In addition to the maintenance and rehabilitation needs of the system, the Amended and Restated Trust Indenture, dated March 31, 1999 also permits the purchase of capital equipment under the R&R Account.

A cash flow analysis prepared by the Program Manager and Tollway Finance was furnished to AECOM on October 21, 2009. The projected ending balance of the R&R Account for 2009 will be approximately \$102 million. Based on this analysis, we recommend depositing \$150.0 million to the R&R Account for 2010 in order to fund the projects in the Tollway's Final Program of roadway, bridge, and facility repair, rehabilitation and reconstruction.

Total draws for the R&R Program in 2010 are estimated to be approximately \$198 million. The combination of deposits and draws on the cash balance of the R&R Account will fund the projects in the Program including \$60.0 million for Capital Projects such as fleet vehicle purchases, I-PASS Transponders, Information Technology projects, the Intelligent Transportation Systems program, and other Capital Projects.

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

Sincerely,



Jeffrey P. Heilstedt, P.E.
Vice President

c: Michael King, Tollway
Greg Stukel, Tollway
Stella Banak, Tollway
File 60040580 / 205.4

Paul Kovacs, Tollway
Rocco Zuccherro, Tollway
Maria Molliconi, Tollway

2010 BUDGET
ILLINOIS STATE TOLL HIGHWAY AUTHORITY
CERTIFICATE OF AUTHORIZED OFFICER

Set forth below is a statement showing actual and estimated Revenues (including estimates of Toll Revenues prepared by the Traffic Engineer, Wilbur Smith Associates, Inc.), Operating Expenses, Aggregate Debt and Service and Renewal and Replacement Deposit (prepared by the Consulting Engineer, AECOM) for the years 2009 and 2010. This statement is prepared for the purpose of determining whether the Net Revenues, as projected, will be sufficient to at least equal the Net Revenue Requirements for such years, in accordance with the requirements of Section 713 of the Trust Indenture. This statement also includes the estimate of amounts available to the Improvement Account as described in Section 710 of the Trust Indenture

	<u>FY 2009</u>	<u>FY 2010</u>
Net Revenues :		
Actual Revenues - First Eight Months :		
Toll Revenue (1)	\$390.3	
Evasion Recovery	35.8	
Investment Income	2.7	
Concession and Miscellaneous	4.0	
First Eight Months Revenues	<u>\$432.8</u>	
Estimated Revenues - Last Four Months :		
Toll Revenue (1)	\$191.7	
Evasion Recovery	11.2	
Investment Income	\$1.3	
Concession and Miscellaneous	\$3.0	
Last Four Months Revenues	<u>\$207.2</u>	
Estimated Revenues :		
Toll Revenue (1)	\$582.0	\$642.0
Evasion Recovery	47.0	38.0
Investment Income	4.0	8.0
Concession and Miscellaneous	7.0	8.0
Total Estimated Revenues	<u>\$640.0</u>	<u>\$696.0</u>
Less: Total Budgeted Operating Expenses	(\$257.6)	(\$265.3)
Estimated Net Revenues	<u>\$382.4</u>	<u>\$430.7</u>
Net Revenue Requirement		
Aggregate Debt Service Requirement	\$173.3	\$246.5
Renewal and Replacement Deposit per Consulting Engineer	161.0	150.0
Estimated Net Revenue Requirement (2)	<u>\$334.3</u>	<u>\$396.5</u>
Revenues in Excess of Net Revenue Requirement	\$48.1	\$34.2
Less: Additional Debt Service Transfers and Fees		
(Credit Enhancement, Trustee and Rating Fees, and Future Debt Service)	(\$9.6)	(\$11.4)
Plus: Federal Rebate for Build America Bonds Available to Offset Debt Service (3)		\$15.3
Prepaid Interest Available to Offset Debt Service (3)		\$12.0
Amount Available for Credit to the Improvement Account	<u>\$38.5</u>	<u>\$50.1</u>

- (1) Wilbur Smith and Associates has estimated expected toll revenues to total \$626,082,000 in 2009 and \$676,596,000 in 2010. The amounts included in this certificate are adjusted to reflect the Tollway's estimate of overpayments, underpayments, and evaded tolls. The adjustments reduce toll revenues by \$44,082,000 for 2009, and \$34,596,000 for 2010.
- (2) The Net Revenue Requirement is the amount necessary to cure any deficiencies, plus the greater of (i) the sum of Aggregate Debt Service, the Junior Bond Revenue Requirement, and the Renewal and Replacement Deposit or (ii) 1.3 times Aggregate Debt Service. (The Tollway has not issued Junior Bonds.)
- (3) Federal rebates for Build America Bonds and prepaid interest amounts are utilized for debt service, reducing the amount of

Exhibit 37

<u>Acronyms:</u>	
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
AUTOCAD	Auto Computer Aided Dispatch
BSI	Business Systems Integration
CA	Central Administration for the Illinois Tollway
CAD	Computer Aided Dispatch
CAFR	Comprehensive Annual Financial Report
CATS	Chicago Area Transportation Study
CCC	Customer Call Center
CCTV	Closed Circuit Television
CECI	Consulting Engineers Council of Illinois
CMS	Central Management System
CRP	Congestion-Relief Program
CSC	Consolidated Customer Service Center
CSS	Central Sign Shop
CTE	Consoer Townsend Envirodyne
CW	Central Warehouse
DBE	Disadvantaged Business Enterprise
DMS	Dynamic Message Signs
ERP	Enterprise Resource Planning
ES	Edens Spur
EW	East-West Tollway
FHWA	Federal Highway Administration, Department of Transportation
FOIA	Freedom of Information Act
GAAP	Generally Accepted Accounting Principles
GCM	Gary-Chicago-Milwaukee
GFOA	Government Finance Officers Association
IBTTA	International Bridge, Tunnel & Turnpike Association
IDOT	Illinois Department of Transportation
IEPA	Illinois Environmental Protection Agency
IPO	I-PASS Only

Acronyms:	
ISO	International Organization for Standardization
IT	Information Technology
ITS	Intelligent Transportation System
LIBOR	London Inter-Bank Offering Rate
M&O	Maintenance & Operations
MADS	Maximum Annual Debt Service
MOMS	On-Line Management System
MP	Mile Post
M-Site	Maintenance Site
MUMS	Online Management System
NIPC	Northern Illinois Planning Commission
NGN	Next Generation Network
NS	North-South Tollway
OIG	Office of the Inspector General
ORT	Open Road Tolling
PCMS	Portable Changeable Message Signs
PSB	Professional Service Bulletin
RRI	Renewal Replacement and Improvement
SERS	State Employees Retirement System
SIFMA	Securities Industry and Financial Markets Association
SLGS	State and Local Government Series Securities from the US Treasury
TS	Tri-State Tollway
VES	Violation Enforcement System
VPS	Violation Processing Center

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

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

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

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

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

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

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

ORIGINAL BUDGET - The budget as approved by the Board of Directors.

REVISED BUDGET - Reflects the transfer of funds between accounts.

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

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

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

COLLECTOR-IN-CHARGE – A Senior Toll Collector or a Toll Collector assigned to be responsible for the plaza operation in the absence of a supervisor.

CONSOER TOWNSEND ENVIRONDYNE (CTE) - General 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 appurtenances 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 - 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.

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

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

FULL-TIME EMPLOYEE - A full-time employee's work is based on a 40 hour work week for 52 weeks, or 2080 hours per year.

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

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

GROUP INSURANCE - Line item for life and health insurance program for all Tollway employees,

retirees and their dependents.

HALON SYSTEM – Fire suppression system for the computer rooms.

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.

IMPROVEMENT - Any System Expansion Project or any acquisition, installation, construction, reconstruction, modification or enhancement of or to any real or personal property (other than Operating Expenses) for which a currently effective resolution of the Authority has been adopted authorizing the deposit of revenues to the credit of the Improvement Account for such System Expansion Project or acquisition, installation, construction, reconstruction, modification or enhancement including, without limitation, the cost of related feasibility studies, plans, designs or other related expenditures.

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

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

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

MAINTENANCE & OPERATIONS (M&O) - Maintenance & Operations covers the day-to-day operating cost of the Illinois State Toll Highway Authority.

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 2,080 hours of work in one fiscal year.

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

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

incidents.

POST PAY ACCOUNT – Accounts where the payment of tolls is after the toll has been incurred. Invoices are sent monthly.

PRE-PAY ACCOUNT - Customers deposit funds into an account for each transponder. As tolls are incurred the amount is automatically withdrawn from the transponder balance.

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.

PROJECT - Any Improvement or Renewal and Replacement.

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

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

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

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

REVENUES - (i) all tolls, fees, charges, rents, and other income and receipts derived from the operations of the Tollway System, (ii) the proceeds of any use and occupancy insurance relating to the Tollway System and of any other insurance which insures against loss of revenues, (iii) investment income from any moneys or securities held in Funds, Accounts or Sub-Accounts established under the Amended and Restated Trust Indenture, other than the Construction Fund and (iv) amounts transferred from the Construction Fund to the Revenue Fund and transfers to the Trustee by the Authority from the System Reserve Account pursuant to subsection 1 of Section 512 of the Amended and Restated Trust Indenture. Revenues excludes Federal or State grants and appropriations, loan proceeds, gifts or donations of any kind, transfers, if any, to the Authority as permitted under any Escrow Agreement and receipts not related to the Authority's performance of its obligations under the Amended and Restated Trust Indenture or to the operations of the Tollway System.

REVENUE BONDS - A certificate of debt issued by an organization in order to raise revenue. Revenue Bonds guarantee payment of the original investment plus interest by a specified date using the

organization's revenues.

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

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

SYSTEM - The 286-miles which makes up the roadway/Tollway.

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

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

TOLL BOOTH - A booth on a highway where tolls are taken.

TOLL COLLECTOR - A Tollway employee hired to take tolls manually from customers.

TOLL HIGHWAY OR TOLLWAY - The limited access highway built or proposed to be built by the Authority, including all facilities and appurtenances thereto.

TOLLWAY SYSTEM - Collectively, (i) the toll highways operated and maintained by the Authority as of December 1, 1985, (ii) and Projects and (iii) all properties, equipment and facilities to the extent used in connection with the operation and maintenance of the facilities listed in clause (i) or (ii) of this definition.

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 affect 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).

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

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.

WILBUR SMITH ASSOCIATES (WSA) - The Traffic Engineer for the Illinois Tollway.

