

RESOLUTION NO. 19823

Background

It is in the best interest of The Illinois State Toll Highway Authority (the "Tollway") to continue to provide optional health insurance, including health management organization ("HMO") and preferred provider organization ("PPO") medical, dental and optical benefits coverage for Tollway employees. On August 19, 2009 the Tollway issued a Request for Proposals for the provision of health care benefits, said provision of services to cover the period of March 1, 2010 through February 28, 2011, with the option of nine additional one-year renewals. After a review and evaluation of all proposals it was determined that Health Care Services Corporation's (BlueCross/BlueShield) proposal, dated October 1, 2009 best met the Tollway's health care needs. It is in the best interest of the Tollway to pursue the third one-year optional renewal and enter into an agreement with BlueCross/BlueShield for the 2013 – 2014 plan year. Pursuant to Section 1.1060 of CMS's Procurement Rules, CMS has delegated to the Tollway the authority to procure these services.

Resolution

The proposals of Health Care Services Corporation (BlueCross/ BlueShield) to provide the aforementioned services and coverage for the period of March 1, 2013 through February 28, 2014 is accepted; the General Counsel and the Chief of Finance are authorized to negotiate the final terms and conditions, including modifications to the coverages that would have the effect of reducing the Employer paid premium for HMO coverage and/or reducing health care costs paid by the Tollway under the PPO program and prepare any and all documents necessary to effectuate said agreements with Health Care Services Corporation (BlueCross/BlueShield); the Chair or the Executive Director is authorized to execute said agreements; and the Chief of Finance is authorized to issue warrants from time to time in payment thereof.

Approved by:



Chair

RESOLUTION NO. 19824

Background

Section 715 of the Amended and Restated Trust Indenture (“Indenture”) of the Illinois State Toll Highway Authority (the “Tollway”), requires the Tollway to provide property insurance coverage on the facilities of the Tollway System that are of an insurable nature and to provide use and occupancy insurance covering loss of revenues by reason of interruptions in the use of facilities of the Tollway System. The current coverage expires February 28, 2013, and it is necessary to continue such coverage.

On November 7, 2011 the Tollway issued a Request for Proposals for the property insurance program, to cover the period of February 29, 2012 through February 28, 2013, with the option of four additional one-year renewals. After a review and evaluation of all proposals it was determined that proposal, dated December 15, 2011 best met the Tollway’s property insurance coverage needs and it is in the best interest of the Tollway to accept said proposals and enter into an agreement to provide property insurance coverage.

It is in the best interest of the Tollway to pursue the first one-year renewal option commencing March 1, 2013 through February 28, 2014 and enter into an agreement with RSUI Indemnity Company to provide property insurance coverage for the bridges, structures, and certain other assets outside of the Tollway’s Central Administration Facility and business interruption insurance for loss of tolls, and Chubb Insurance Group to provide property insurance coverage for the Tollway’s Central Administration Facility.

Resolution

RSUI Indemnity Company has offered to extend the current blanket property insurance coverage through Mesirow Insurance Services, Inc., for the period March 1, 2013 through February 28, 2014 for an annual premium of \$685,283, subject to adjustments based on additional facilities or a large increase in replacement cost.

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Chubb Insurance Group has offered to extend the current coverage of the Tollway's Central Administration Facility for the period of March 1, 2013 through February 28, 2014 for an annual premium of \$55,805 through Mesirow Insurance Services, Inc. for a combined annual premium of \$741,088, subject to adjustments for additional facilities or changes in replacement cost, is approved.

The Consulting Engineers have certified to the Tollway that the amounts of said coverage are in accordance with the requirements of the Indenture, and pursuant to Section 1.1060 of CMS's Procurement Rules, CMS has delegated to the Tollway the authority to procure these services.

The Chair or the Executive Director is authorized to execute any and all documents necessary to effectuate said insurance coverage, subject to the approval of the General Counsel, and the Chief of Finance is authorized to approve issuance of warrants from time to time in payment thereof.

Approved by: 
Chair

RESOLUTION NO. 19825

Background

Pursuant to the provisions of the Toll Highway Act of the State of Illinois, as amended (the "Act"), The Illinois State Toll Highway Authority (the "Authority") is authorized to provide for the construction, operation, regulation and maintenance of toll highways in the State of Illinois (the "Tollway System").

Pursuant to the Act, the Amended and Restated Trust Indenture between the Authority and The Bank of New York Trust Company, N.A., as successor Trustee (the "Trustee"), effective March 31, 1999 and as supplemented and amended to the date of adoption of this Resolution (the "Master Indenture"), the Authority is authorized to issue its revenue bonds for any lawful purpose including, among others, extending and improving the Tollway System.

On August 25, 2011, the Authority adopted Resolution No. 19480 approving a \$12 billion capital plan for the Tollway System, named "*Move Illinois: The Illinois Tollway Driving the Future*," to finance capital needs of the existing Tollway System and to finance certain expansions of the Tollway System intended to improve regional mobility (the "*Move Illinois Program*").

The Authority has determined that the costs of the *Move Illinois Program* are to be paid from available funds of the Authority and from the proceeds of its revenue bonds to be issued from time to time.

The Authority has determined that it is advisable, necessary and in the best interests of the Authority to authorize the borrowing of a sum determined necessary from time to time in a maximum aggregate principal amount of \$1 billion for the purpose of paying costs of the *Move Illinois Program* and in evidence thereof to issue one or more series of Additional Senior Bonds (as defined in the Master Indenture) pursuant to Section 204 of the Master Indenture (the "2013 Bonds"), at one or more times as herein provided, such borrowing being for a proper public purpose and in the public interest, and the Authority, by virtue of all laws applicable thereto, has the power to issue such 2013 Bonds.

Any 2013 Bonds authorized herein shall be issued on a parity with all Senior Bonds (as defined in the Master Indenture) now or hereafter outstanding under the Master Indenture and shall be secured by the Master Indenture, as supplemented

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and amended as authorized herein or as may be supplemented and amended in the future.

It is necessary for the Authority to authorize the issuance of the 2013 Bonds and to approve and to authorize the execution of one or more Fixed Rate Supplemental Indentures, Bond Purchase Agreements, and certain other documents and agreements and the performance of acts necessary or convenient in connection with the implementation of this Resolution and the issuance of the 2013 Bonds.

Resolution

The Authority authorizes the issuance and delivery of the 2013 Bonds in a maximum aggregate principal amount of \$1 billion for the purpose of paying costs of the *Move Illinois Program*. The 2013 Bonds may be issued from time to time in one or more series as Additional Senior Bonds in said respective maximum aggregate principal amounts or such lesser principal amounts, all as may be determined by the Chair of the Authority (the "Chair").

All 2013 Bonds shall be issued as bonds bearing interest at fixed rates and paying interest semiannually. Each series of 2013 Bonds shall be issued pursuant to, and have such terms and provisions as are set forth in, a supplemental indenture (the "2013 Supplemental Indenture") between the Authority and the Trustee, supplementing and amending the Master Indenture.

In connection with the issuance of each series of 2013 Bonds, the Chair is hereby authorized to execute, and the Secretary of the Authority (the "Secretary") is hereby authorized to attest, a 2013 Supplemental Indenture in substantially the form of supplemental indentures heretofore executed and delivered in connection with the issuance of fixed rate revenue bonds, with such revisions, insertions, completions and modifications necessary therein including, without limitation, such revisions as shall be necessary to incorporate provisions relating to (x) the dating, series designation, denominations, interest payment dates, redemption provisions, registration and transfer of the 2013 Bonds and (y) the application of proceeds of the 2013 Bonds for paying costs of the *Move Illinois Program* as shall

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be approved by the Chair and that are not inconsistent with the terms and provisions of this Resolution, such execution to constitute conclusive evidence of the Chair's approval and this Authority's approval of such revisions, insertions, completions and modifications thereof.

Terms of 2013 Bonds. The 2013 Bonds of each series shall be designated "Toll Highway Senior Priority Revenue Bonds" with such additions, modifications, or revisions as shall be determined to be necessary by the Chair at the time of sale of the 2013 Bonds to reflect the order of sale of such Bonds if issued in more than one series, the specific series of such Bonds, and any other authorized features of the 2013 Bonds determined by the Chair as desirable to be reflected in the title of the 2013 Bonds being issued. The 2013 Bonds of a series shall mature no later than twenty-five (25) years from their date of issuance. Each series of 2013 Bonds shall bear interest at a rate or rates not to exceed 8.00 percent per annum. Interest shall be payable on each series of 2013 Bonds semi-annually at such times and on such terms as shall be provided in the related Supplemental Indenture.

The 2013 Bonds shall be executed by the manual or duly authorized facsimile signatures of the Chair and the Secretary and the corporate seal of the Authority (or facsimile thereof) impressed or otherwise reproduced on them. The 2013 Bonds of a series shall be prepared in the form attached to the related Supplemental Indenture.

Any portion of the 2013 Bonds may be issued as bonds the interest on which is includible in the gross income of the owner thereof for federal income tax purposes if determined by the Chair to be beneficial to the Authority.

Redemption. The 2013 Bonds of a series may be made subject to redemption prior to maturity at the option of the Authority, at such times and at redemption prices of par plus accrued interest, which redemption prices may also include a redemption premium for each 2013 Bond to be redeemed expressed as a percentage not to exceed two percent (2%) of the principal amount of the 2013 Bonds being redeemed. Certain of the 2013 Bonds may be made subject to redemption by Sinking Fund Installments (as defined in the Master Indenture), at

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par and accrued interest to the date fixed for redemption, as determined by the Chair at the time of the sale thereof and reflected in the related Supplemental Indenture.

Sale of Bonds. The Chair is hereby authorized on behalf of the Authority to sell all or any portion of the 2013 Bonds to an underwriting group, represented by one or more Senior Managing Underwriters, approved by the Board of the Authority (the “Underwriters”).

The 2013 Bonds shall be sold and delivered to the Underwriters subject to the terms and conditions of one or more Bond Purchase Agreements between the Authority and the Underwriters (the “Bond Purchase Agreement”); provided, that the aggregate purchase price shall be not less than 98.5 percent of the principal amount thereof to be issued (less any original issue discount used in marketing thereof) plus accrued interest, if any, from their date to the date of delivery thereof. The Chair is hereby authorized to execute, and the Secretary is hereby authorized to attest, the Bond Purchase Agreement in substantially the form previously used in connection with the sale of fixed rate revenue bonds of the Authority, with such revisions, insertions, completions and modifications therein as shall be approved by the Chair and that are not inconsistent with the terms and provisions of this Resolution, such execution to constitute conclusive evidence of the Chair’s approval and this Authority’s approval of such revisions, insertions, completions and modifications thereof.

Preliminary Official Statement. The preparation, use and distribution of a Preliminary Official Statement relating to the 2013 Bonds (the “Preliminary Official Statement”) is hereby in all respects ratified, authorized and approved. The Preliminary Official Statement shall be in substantially the form previously used in connection with the sale and issuance of fixed rate revenue bonds of the Authority, or shall contain disclosure information substantially similar to that presented in such forms, and shall reflect the terms and provisions of the 2013 Bonds proposed to be issued, including the application of the proceeds thereof and shall describe accurately the current financial condition of the Tollway System and the parties to the financing. The proposed use by the Underwriters of an Official

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Statement (in substantially the form of the Preliminary Official Statement but with appropriate variations, omissions and insertions to reflect the final terms of the 2013 Bonds being sold) is hereby approved. The Chair is authorized and directed to execute the Official Statement on behalf of the Authority and her execution thereof shall constitute conclusive evidence of the Chair's approval and this Authority's approval of any changes to the form of Preliminary Official Statement authorized herein.

Application of Proceeds. The proceeds from the sale of any series of the 2013 Bonds shall be applied as determined by the Chair and the Chief of Finance of the Authority as follows:

- (i) the sum representing the accrued interest received, if any, shall be used to pay the first interest becoming due on the 2013 Bonds sold;
- (ii) to the payment of interest to become due on the 2013 Bonds for a period not later than three years from the date of issuance of the 2013 Bonds as shall be determined by the Chair in connection with the issuance of 2013 Bonds;
- (iii) to the payment of costs of the *Move Illinois Program*;
- (iv) to make any required deposit to the Debt Reserve Account held under the Master Indenture;
- (v) to pay customary expenses related to the issuance of such 2013 Bonds; and
- (vi) to such other purposes that are not inconsistent with the terms and provisions of this Resolution as shall be set forth in the Supplemental Indenture authorizing such 2013 Bonds.

Tax-Exemption and Non-Arbitrage. The Authorized Officers are hereby authorized to take any actions and to execute any documents and certificates necessary to assure that 2013 Bonds issued on a tax-exempt basis do not constitute

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“arbitrage bonds” under the Internal Revenue Code of 1986, as amended, and to effectuate the issuance and delivery of such 2013 Bonds, including but not limited to the execution and delivery by one or more of the Authorized Officers of a Tax Regulatory Agreement in a form to be approved by bond counsel and by counsel for the Authority.

Continuing Disclosure. The Chair is authorized to execute and deliver a Continuing Disclosure Agreement evidencing the Authority’s agreement to comply with the requirements of Section (b)(5) of Rule 15c2-12, adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as applicable to the 2013 Bonds, in substantially the form previously used in connection with the issuance of fixed rate revenue bonds issued by the Authority, with such insertions, completions and modifications therein as shall be approved by the Chair and that are not inconsistent with the terms and provisions of this Resolution, such execution to constitute conclusive evidence of the Chair’s approval and this Authority’s approval of such insertions, completions and modifications thereof.

Authorized Acts. The Chair, the Executive Director, the Secretary, the Assistant Secretary, the Chief of Finance, the General Counsel, and the Chief Engineer of the Authority are hereby each authorized and directed to do all such acts and things and to execute and deliver all such other documents, agreements and certificates and perform such other acts as may be necessary or desirable in connection with the issuance of the 2013 Bonds and the execution and delivery of the Supplemental Indenture, the Bond Purchase Agreement, the Official Statement and the Continuing Disclosure Agreement.

Ratification. All acts and undertakings of the officials or officers of the Authority that are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance and sale of the 2013 Bonds are in all respects approved and confirmed.

Costs of Issuance. The Chief of Finance of the Authority is authorized to pay the costs of issuance of the 2013 Bonds including, without limitation, printing costs, transcript costs, consultants’ and attorneys’ fees, upfront and annual rating

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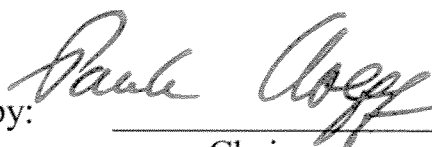
agency fees, upfront and annual trustee fees, and all other reasonable and necessary fees and costs of the Authority incurred in connection with the issuance of the 2013 Bonds.

Approval of Attorney General. Notwithstanding anything herein to the contrary, this Authority's approval of the Supplemental Indenture, the Bond Purchase Agreement, the Official Statement and the Continuing Disclosure Agreement is subject to the further approval as to their form and constitutionality by the Attorney General of the State of those agreements, as well as any other agreements authorized herein.

Severability. The provisions of this Resolution are hereby declared to be severable, and if any section, phrase, or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the section, phrases, or provisions.

Repealer and Effective Date. All resolutions or parts of resolutions in conflict herewith are, to the extent of such conflict, hereby repealed. This Resolution is effective immediately upon its adoption.

Approved by:



Chair

RESOLUTION NO. 19826

Background

Pursuant to the Toll Highway Act of the State of Illinois, as amended (the "Act"), and the Amended and Restated Trust Indenture between The Illinois State Toll Highway Authority (the "Tollway") and The Bank of New York Mellon Trust Company, N.A., as successor Trustee (the "Trustee"), effective March 31, 1999 as supplemented and amended to the date of adoption of this Resolution (the "Trust Indenture"), the Tollway is authorized to issue its revenue bonds for any lawful purpose including, among others, refunding or advance refunding any of its revenue bonds then outstanding.

Pursuant to the Tenth Supplemental Indenture dated as of February 1, 2008 as amended and restated in the Amended and Restated Tenth Supplemental Indenture dated as of February 1, 2011 between the Tollway and the Trustee, which supplemented and amended the Trust Indenture (the "Tenth Supplemental Indenture"), the Tollway issued its Toll Highway Variable Rate Senior Refunding Revenue Bonds 2008 Series A-1a in the aggregate principal amount of \$191,500,000 (the "2008A-1a Bonds") and 2008 Series A-2 in the aggregate principal amount of \$95,800,000 (the "2008A-2 Bonds") for the purpose of refunding certain outstanding revenue bonds of the Tollway.

Public Financial Management, Inc., as financial advisor to the Tollway (the "Financial Advisor"), solicited, on behalf of the Tollway, liquidity for variable rate bonds of the Tollway via a competitive solicitation distributed on September 17, 2010 to potential liquidity providers, including to JPMorgan Chase Bank, National Association (the "Bank"). As a result of this solicitation and at the recommendation of the Financial Advisor, the Bank was selected to provide the liquidity described in the following two paragraphs.

Pursuant to the terms of a Standby Bond Purchase Agreement dated as of February 1, 2011 related to the 2008A-1a Bonds (the "2008A-1a Liquidity Agreement") among the Tollway, the Trustee and the Bank (as "2008A-1a Liquidity Provider"), the 2008A-1a Liquidity Provider is providing, subject to certain terms and conditions, for the payment of the purchase price of certain 2008A-1a Bonds, as described in the Tenth Supplemental Indenture, until February 7, 2013 (the "2008A-1a Stated Expiration Date"). Per the terms of the

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continued Background

2008A-1a Liquidity Agreement, the Tollway may request an extension of the 2008A-1a Stated Expiration Date no earlier than 120 days prior to 2008A-1a Stated Expiration Date. On October 9, 2012 the Tollway requested an extension of the 2008A-1a Stated Expiration Date from February 7, 2013 to February 6, 2014.

Pursuant to the terms of a Standby Bond Purchase Agreement dated as of February 1, 2011 related to the 2008A-2 Bonds (the "2008A-2 Liquidity Agreement") among the Tollway, the Trustee and the Bank (as "2008A-2 Liquidity Provider"), the 2008A-2 Liquidity Provider is providing, subject to certain terms and conditions, for the payment of the purchase price of certain 2008A-2 Bonds, as described in the Tenth Supplemental Indenture, until February 7, 2013 (the "2008A-2 Stated Expiration Date"). Per the terms of the 2008A-2 Liquidity Agreement, the Tollway may request an extension of the 2008A-2 Stated Expiration Date no earlier than 120 days prior to the 2008A-2 Stated Expiration Date. On October 9, 2012 the Tollway requested an extension of the 2008A-2 Stated Expiration Date from February 7, 2013 to February 6, 2014.

In response to each of the Tollway requests described in the preceding two paragraphs, the Bank indicated to the Tollway a desire to address the Tollway's liquidity needs for its 2008A-1a Bonds and 2008A-2 Bonds via an alternative structure requiring, among other things, a conversion of the 2008A-1a Bonds and 2008A-2 Bonds from a Weekly Mode to a Flexible Mode, as such terms are defined in the Tenth Supplemental Indenture, and the addition of a call feature to such Flexible Mode. Per the Bank, the conversion would mitigate certain significant additional costs which would otherwise be required due to upcoming implementation of Basel III regulations. The Bank indicated willingness to extend each of the current 2008A-1a Stated Expiration Date and current 2008A-2 Stated Expiration Date by four months from February 7, 2013 to June 7, 2013 to provide the Tollway with sufficient time to review the requested conversion and either implement such conversion or implement an alternative plan that does not require the Bank.

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Resolution

The Chair, Executive Director, Chief of Finance and General Counsel of the Tollway (each, an "Authorized Officer") are each hereby authorized and directed to do all such acts and things and to execute and deliver all such other documents, agreements and certificates and perform such other acts as may be deemed necessary or desirable to effectuate extensions of each of the 2008A-1a Stated Expiration Date and 2008A-2 Stated Expiration Date from February 7, 2013 to June 7, 2013, provided that the per annum costs of such extensions do not exceed the per annum costs of the current 2008A-1a Liquidity Agreement and 2008A-2 Liquidity Agreement. The Tollway is authorized to reimburse the Bank for related legal expenses in an amount not to exceed \$5,000.

The Chief of Finance is hereby authorized to negotiate any additional extension of the 2008A-1a Stated Expiration Date and 2008A-2 Stated Expiration Date and/or amendment of the 1998B Liquidity Agreement authorized by this Resolution, within the parameters set forth herein, and the Chair and/or the Executive Director are hereby authorized to execute any documents evidencing such extension and/or amendment.

All acts and undertakings of the officials or officers of the Tollway that are in conformity with the purposes and intent of this Resolution are in all respects approved and confirmed. All resolutions or parts of resolutions in conflict herewith are, to the extent of such conflict, hereby repealed. This Resolution is effective immediately upon its adoption.

Approved by:

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Chair

RESOLUTION NO. 19827

Background

On January 28, 2010 the Board of Directors of the Illinois State Toll Highway Authority ("Authority") approved Resolution No. 18976 authorizing the issuance and delivery of refunding bonds in a maximum aggregate principal amount of \$850,000,000 for the purpose of refunding a portion of the Authority's outstanding variable rate bonds in order to reduce risks related to exposure to variable interest rates and reliance on third-party financial institutions to provide liquidity and/or credit support, and/or to achieve debt service savings and/or restructure debt service ("2010 Refunding Bonds"), and authorizing various additional acts and things deemed necessary or desirable in connection with the issuance of the 2010 Refunding Bonds.

On July 1, 2010, the Authority issued \$279,300,000 Toll Highway Senior Refunding Revenue Bonds, 2010 Series A-1 (the "Series 2010A-1 Bonds"), which was the first issuance of 2010 Refunding Bonds. The authorization of Resolution #18976 to issue 2010 Refunding Bonds that remained after the issuance of the Series 2010A-1 Bonds was \$570,700,000. No additional 2010 Refunding Bonds have been issued since the issuance of the Series 2010A-1 Bonds.

Resolution No. 18976 included authorization of the Chair, on behalf of the Authority, to sell the second issuance of 2010 Refunding Bonds to senior managing underwriters Citigroup Global Markets and Jefferies and Company, as representatives of an underwriting group consisting of themselves and co-senior managing underwriters Barclays Capital and BMO Capital Markets and co-managing underwriters Cabrera Capital Markets LLC, Jackson Securities, Melvin Securities LLC, Northern Trust Bank, and Rice Financial Products. The aforementioned firms were qualified by the Authority via procurement process #09-0160. Such qualification has expired.

On December 16, 2010, the Board of Directors of the Authority approved Resolution No. 19282 authorizing the revision of the expiration date of Resolution No. 18976 from December 31, 2010 to November 4, 2011. On October 31, 2011, the Board of Directors of the Authority approved Resolution

RESOLUTION NO. 19827

continued Background

No. 19502 authorizing the revision of the expiration date of Resolution No. 18976 from November 4, 2011 to December 31, 2012. The Authority has no plans to issue additional 2010 Refunding Bonds prior to the current December 31, 2012 expiration date.

Resolution

The expiration date of Resolution No. 18976 is hereby extended from December 31, 2012 to December 1, 2013. Effective for any refunding bonds issued pursuant to Resolution No. 18976 during the period January 1, 2013 through December 31, 2013, Resolution No. 18976 is amended to change the terms "2010 Senior Refunding Bonds," "2010 Junior Refunding Bonds," "2010 Refunding Bonds," "2010 Senior Supplemental Indenture," "2010 Junior Supplemental Indenture," and "2010 Supplemental Indentures" to "2013 Senior Refunding Bonds," "2013 Junior Refunding Bonds," "2013 Refunding Bonds," "2013 Senior Supplemental Indenture," "2013 Junior Supplemental Indenture," and "2013 Supplemental Indentures," respectively.

The specification included in Resolution No. 18976 of an underwriting group of the aforementioned nine financial firms to purchase the second issuance of refunding bonds issued pursuant to Resolution No. 18976 is rescinded. The Chair is authorized on behalf of the Authority to sell all or any portion of 2013 Refunding Bonds to one or more underwriters or to an underwriting group represented by one or more senior managing underwriters, provided that the selection of any such underwriters or underwriting group is approved by the Board of Directors of the Authority prior to the sale of any 2013 Refunding Bonds.

Approved by:

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Chair

RESOLUTION NO. 19828

Background

Article VII, Section 710, of the "Amended and Restated Trust Indenture (March 31, 1999)" ("Trust Indenture") of The Illinois State Toll Highway Authority ("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 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 therefrom, 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 Toll Highway 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 Toll Highway 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.

RESOLUTION NO. 19828

continued Background

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 Toll Highway 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 2013 is \$283,417,991 in the estimated classifications and divisions as set forth below:

Business Systems	\$52,202,974
Diversity and Strategic Development	\$1,396,237
Engineering Management, Planning and Infrastructure Maintenance	\$71,908,007
Executive Management, Policy Administration and Community Relations	\$7,153,188
Financial Services, Investments and Insurance Management	\$43,779,263
Internal Audit	\$1,046,368
Information and Communication Technology	\$12,176,335
Inspector General	\$812,163

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Legal Services	\$1,750,157
Operational Services, Toll Collection and Cash Handling	\$57,328,985
Procurement	\$4,231,026
State Police and Public Safety	\$29,633,288
Total Operating Expense Budget	\$283,417,991

2. The amount budgeted for the Required Renewal and Replacement Deposit for the fiscal year 2013, as recommended by the Consulting Engineer, is \$200,000,000.

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 Toll Highway Act.

Approved by:



Chair

RESOLUTION NO. 19829

Background

The Illinois State Toll Highway Authority (“Tollway”) has previously purchased Reflective Sheeting through the Central Management Services (“CMS”) master contract with 3M Company (Contract No. 11-0127). These goods and services are being obtained through CMS pursuant to Section 1.1040 of CMS’s procurement rules and CMS’s procurement authority delegated under the Illinois Procurement Code. It is in the best interest of the Tollway, pursuant to the terms and conditions of the contract, to issue a Change Order to increase the upper dollar limit of said contract by \$350,000.00 for the purchase of additional Reflective Sheeting.

Resolution

A Change Order increasing the upper dollar limit of compensation of Contract No. 11-0127 by \$350,000.00 (from \$700,000.00 to \$1,050,000.00) for the purchase of additional Reflective Sheeting from 3M Company is authorized; the Chief of Procurement is authorized to issue the necessary purchase orders and contract purchase orders and execute the necessary documents in connection therewith; and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by: _____



Chair

RESOLUTION NO. 19830

Background

The Illinois State Toll Highway Authority (“Tollway”) seeks to procure seventy-six (76) Police Pursuit Vehicles through the Central Management Services (“CMS”) master contract with Miles Chevrolet, Inc. (Contract No. 12-0001). These goods and services are being obtained through CMS pursuant to Section 1.1040 of CMS’s procurement rules and CMS’s procurement authority delegated under the Illinois Procurement Code.

Resolution

Contract No. 12-0001 is approved in an amount not to exceed \$2,021,407.00; the Chief of Procurement is authorized to issue the necessary purchase orders and contract purchase orders and execute the necessary documents in connection therewith; and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by: 
Chair

RESOLUTION NO. 19831

Background

The Illinois State Toll Highway Authority (“Tollway”) seeks to procure eleven (11) Snow Plow Trucks through the Central Management Services (“CMS”) master contract with Prairie International, Inc. (Contract No. 13-0019). These goods and services are being obtained through CMS pursuant to Section 1.1040 of CMS’s procurement rules and CMS’s procurement authority delegated under the Illinois Procurement Code.

Resolution

Contract No. 13-0019 is approved in an amount not to exceed \$1,603,633.07; the Chief of Procurement is authorized to issue the necessary purchase orders and contract purchase orders and execute the necessary documents in connection therewith; and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by: _____



Chair

RESOLUTION NO. 19832

Background

The Illinois State Toll Highway Authority (“Tollway”) issued an Invitation for Bid No. 11-0102RR to procure a sponsor for its Highway Emergency Lane Patrol (H.E.L.P.) Program. The sponsorship will include the identification of the program sponsor(s) on H.E.L.P. trucks, H.E.L.P. driver uniforms, and on certain blue board signs. In response to the Invitation for Bid, Travelers Marketing LLC submitted a sponsorship bid which is expected to generate \$1,803,000.00 in Tollway income over three years. Travelers Marketing LLC’s advertising sponsor/partner is State Farm Insurance.

Resolution

The bid from Travelers Marketing LLC on Contract No. 11-0102RR in an amount of \$1,803,000.00 is accepted as fair and reasonable. The Chiefs of the Legal and Procurement Departments are authorized to negotiate an Agreement memorializing the same; the Chief of Procurement is further authorized and directed to execute the Agreement and any other necessary documents.

Approved by: _____



Chair

RESOLUTION NO. 19833

Background

The Illinois State Toll Highway Authority (“Tollway”) has previously purchased Refurbishing Services for Aluminum Sign Blanks and Extrusions from Advanced Waterjet Technologies LLC (Contract No. 11-0038R). It is in the best interest of the Tollway, pursuant to the terms and conditions of the contract, to issue a Change Order to increase the upper dollar limit of said contract by \$93,730.00 for the purchase of additional Refurbishing Services for Aluminum Sign Blanks and Extrusions.

Resolution

A Change Order increasing the upper dollar limit of compensation of Contract No. 11-0038R by \$93,730.00 (from \$93,730.00 to \$187,460.00) for the purchase of additional Refurbishing Services for Aluminum Sign Blanks and Extrusions from Advanced Waterjet Technologies LLC is accepted; the Chief of Procurement is authorized to issue the necessary purchase orders and contract purchase orders and execute the necessary documents in connection therewith; and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by:  _____

Chair

RESOLUTION NO. 19834

Background

The Illinois State Toll Highway Authority (“Tollway”) has previously purchased Scrap Tire Removal Services from DisposAll Waste Services LLC (Contract No. 11-0144). It is in the best interest of the Tollway, pursuant to the terms and conditions of the contract, to issue a Change Order to increase the upper dollar limit of said contract by \$36,500.00 for the purchase of additional Scrap Tire Removal Services.

Resolution

A Change Order increasing the upper dollar limit of compensation of Contract No. 11-0144 by \$36,500.00 (from \$33,000.00 to \$69,500.00) for the purchase of additional Scrap Tire Removal Services from DisposAll Waste Services LLC is accepted; the Chief of Procurement is authorized to issue the necessary purchase orders and contract purchase orders and execute the necessary documents in connection therewith; and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by: _____



Chair

RESOLUTION NO. 19835

Background

The Illinois State Toll Highway Authority (“Tollway”) has previously purchased Traffic and Security Monitoring and Management System Maintenance from Meade Electric Company, Inc. (Contract No. 08-0001). It is in the best interest of the Tollway, pursuant to the terms and conditions of the contract, to issue a Change Order to increase the upper dollar limit of said contract by \$1,000,000.00 for the purchase of additional Traffic and Security Monitoring and Management System Maintenance.

Resolution

A Change Order increasing the upper dollar limit of compensation of Contract No. 08-0001 by \$1,000,000.00 (from \$3,300,000.00 to \$4,300,000.00) for the purchase of additional Traffic and Security Monitoring and Management System Maintenance from Meade Electric Company, Inc. is accepted; the Chief of Procurement is authorized to issue the necessary purchase orders and contract purchase orders and execute the necessary documents in connection therewith; and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by: 

Chair

RESOLUTION NO. 19836

Background

The Illinois State Toll Highway Authority (“Tollway”) advertised for sealed bids on Contract No. I-12-4064 for Tree Removal Contract A on the Tri-State Tollway (I-294) at I-57 Interchange from Milepost 7.6 to Milepost 7.75. The lowest responsible bidder on Contract No. I-12-4064 is Homer Tree Service in the amount of \$155,686.00.

Resolution

Contract No. I-12-4064 is awarded to Homer Tree Service in the amount of \$155,686.00, subject to all required approvals, the contractor satisfying applicable DBE, financial, and all other contract award requirements, and execution of all contract documents by the bidder and the Tollway.

The Chair or the Executive Director is authorized to execute the aforementioned Contract, subject to the approval of the General Counsel and the Chief of Finance is authorized to issue warrants in payment thereof.

If the bidder fails to satisfy the contract award requirements, the Executive Director is authorized to approve an award to the next lowest responsible bidder, in accordance with the applicable contract award requirements.

Approved by: _____



Chair

RESOLUTION NO. 19837

Background

The Illinois State Toll Highway Authority (“Tollway”) advertised for sealed bids on Contract No. I-12-4065 for Tree Removal Contract B on the Tri-State Tollway (I-294) at I-57 Interchange from Milepost 7.6 to Milepost 8.05. The lowest responsible bidder on Contract No. I-12-4065 is Homer Tree Service in the amount of \$140,007.90.

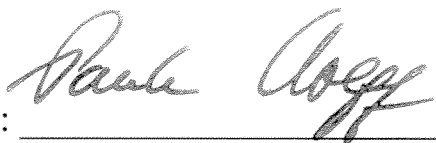
Resolution

Contract No. I-12-4065 is awarded to Homer Tree Service in the amount of \$140,007.90, subject to all required approvals, the contractor satisfying applicable DBE, financial, and all other contract award requirements, and execution of all contract documents by the bidder and the Tollway.

The Chair or the Executive Director is authorized to execute the aforementioned Contract, subject to the approval of the General Counsel and the Chief of Finance is authorized to issue warrants in payment thereof.

If the bidder fails to satisfy the contract award requirements, the Executive Director is authorized to approve an award to the next lowest responsible bidder, in accordance with the applicable contract award requirements.

Approved by: _____



Chair

RESOLUTION NO. 19838

Background

The Illinois State Toll Highway Authority (“Tollway”) advertised for sealed bids on Contract No. I-12-4069 for Mosquito Creek Bridge Widening and Reconstruction on the Jane Addams Memorial Tollway (I-90) at Milepost 27.4. The lowest responsible bidder on Contract No. I-12-4069 is Lorig Construction Company in the amount of \$3,292,156.98.

Resolution

Contract No. I-12-4069 is awarded to Lorig Construction Company in the amount of \$3,292,156.98, subject to all required approvals, the contractor satisfying applicable DBE, financial, and all other contract award requirements, and execution of all contract documents by the bidder and the Tollway.

The Chair or the Executive Director is authorized to execute the aforementioned Contract, subject to the approval of the General Counsel and the Chief of Finance is authorized to issue warrants in payment thereof.

If the bidder fails to satisfy the contract award requirements, the Executive Director is authorized to approve an award to the next lowest responsible bidder, in accordance with the applicable contract award requirements.

Approved by: _____



Chair

RESOLUTION NO. 19839

Background

The Illinois State Toll Highway Authority (“Tollway”) advertised for sealed bids on Contract No. I-12-4071 for Temporary Lighting and Advance ITS Construction on the Jane Addams Memorial Tollway (I-90) from Milepost 17.6 (Mill Road) to Milepost 53.5 (Elgin Toll Plaza). The lowest responsible bidder on Contract No. I-12-4071 is Aldridge Electric, Inc. in the amount of \$2,771,126.97.

Resolution

Contract No. I-12-4071 is awarded to Aldridge Electric, Inc. in the amount of \$2,771,126.97, subject to all required approvals, the contractor satisfying applicable DBE, financial, and all other contract award requirements, and execution of all contract documents by the bidder and the Tollway.

The Chair or the Executive Director is authorized to execute the aforementioned Contract, subject to the approval of the General Counsel and the Chief of Finance is authorized to issue warrants in payment thereof.

If the bidder fails to satisfy the contract award requirements, the Executive Director is authorized to approve an award to the next lowest responsible bidder, in accordance with the applicable contract award requirements.

Approved by:



Chair

RESOLUTION NO. 19840

Background

The Illinois State Toll Highway Authority (“Tollway”) advertised for sealed bids on Contract No. RR-12-5655 for Underpass Lighting Replacement on the Veterans Memorial Tollway (I-355) at the Reagan Memorial Tollway (I-88) from Milepost 19.9 to Milepost 20.1. The lowest responsible bidder on Contract No. RR-12-5655 is Meade, Inc. in the amount of \$2,749,160.96.

Resolution

Contract No. RR-12-5655 is awarded to Meade, Inc. in the amount of \$2,749,160.96, subject to all required approvals, the contractor satisfying applicable DBE, financial, and all other contract award requirements, and execution of all contract documents by the bidder and the Tollway.

The Chair or the Executive Director is authorized to execute the aforementioned Contract, subject to the approval of the General Counsel and the Chief of Finance is authorized to issue warrants in payment thereof.

If the bidder fails to satisfy the contract award requirements, the Executive Director is authorized to approve an award to the next lowest responsible bidder, in accordance with the applicable contract award requirements.

Approved by: 
Chair

RESOLUTION NO. 19841

Background

The Illinois State Toll Highway Authority ("Tollway") advertised for sealed bids on Contract No. I-12-4068 for Coon Creek Bridge Widening and Reconstruction on the Jane Addams Memorial Tollway (I-90) at Milepost 34.8. The lowest responsible bidder on Contract No. I-12-4068 is Lorig Construction Company in the amount of \$4,432,201.50.

Resolution

Contract No. I-12-4068 is awarded to Lorig Construction Company in the amount of \$4,432,201.50, subject to all required approvals, the contractor satisfying applicable DBE, financial, and all other contract award requirements, and execution of all contract documents by the bidder and the Tollway.

The Chair or the Executive Director is authorized to execute the aforementioned Contract, subject to the approval of the General Counsel and the Chief of Finance is authorized to issue warrants in payment thereof.

If the bidder fails to satisfy the contract award requirements, the Executive Director is authorized to approve an award to the next lowest responsible bidder, in accordance with the applicable contract award requirements.

Approved by: 
Chair

RESOLUTION NO. 19842

Background

The Illinois State Toll Highway Authority (“Tollway”) advertised for sealed bids on Contract No. I-12-4070 for Eastbound Bridge Reconstruction and Widening on the Jane Addams Memorial Tollway (I-90) at Milepost 18.3 (Kishwaukee River). The lowest responsible bidder on Contract No. I-12-4070 is Lorig Construction Company in the amount of \$8,677,437.90.

Resolution

Contract No. I-12-4070 is awarded to Lorig Construction Company in the amount of \$8,677,437.90, subject to all required approvals, the contractor satisfying applicable DBE, financial, and all other contract award requirements, and execution of all contract documents by the bidder and the Tollway.

The Chair or the Executive Director is authorized to execute the aforementioned Contract, subject to the approval of the General Counsel and the Chief of Finance is authorized to issue warrants in payment thereof.

If the bidder fails to satisfy the contract award requirements, the Executive Director is authorized to approve an award to the next lowest responsible bidder, in accordance with the applicable contract award requirements.

Approved by: _____



Chair

RESOLUTION NO. 19843

Background

It is necessary and in the best interest of The Illinois State Toll Highway Authority ("Tollway") to obtain Construction Management Services for Reconstruction and Widening on the Jane Addams Memorial Tollway (I-90) from Milepost 17.4 (I-39) to Milepost 56.1 (Illinois Route 25), Contract No. I-12-4051. Globetrotters Engineering Corporation has submitted a proposal to provide the services for an upper limit of compensation not to exceed \$8,742,408.73. The proposal is for professional services and the services were procured pursuant to 30 ILCS 500/30-15 of the Illinois Procurement Code.

Resolution

The Chief Engineer is authorized to negotiate an agreement with Globetrotters Engineering Corporation to obtain Construction Management Services, Contract No. I-12-4051, with an upper limit of compensation not to exceed \$8,742,408.73, subject to review and approval of the General Counsel. The Chair or the Executive Director is authorized to execute the Agreement and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by: 
Chair

RESOLUTION NO. 19844

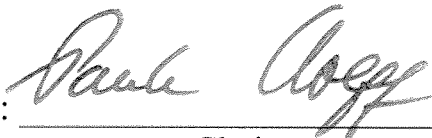
Background

It is necessary and in the best interest of The Illinois State Toll Highway Authority (“Tollway”) to obtain Construction Management Services for Reconstruction and Widening on the Jane Addams Memorial Tollway (I-90) from Milepost 17.4 (I-39) to Milepost 56.1 (Illinois Route 25), Contract No. I-12-4050. Harry O. Hefter Associates, Inc. / AES Services, Inc., Joint Venture, has submitted a proposal to provide the services for an upper limit of compensation not to exceed \$13,672,404.41. The proposal is for professional services and the services were procured pursuant to 30 ILCS 500/30-15 of the Illinois Procurement Code.

Resolution

The Chief Engineer is authorized to negotiate an agreement with Harry O. Hefter Associates, Inc. / AES Services, Inc., Joint Venture to obtain Construction Management Services, Contract No. I-12-4050, with an upper limit of compensation not to exceed \$13,672,404.41, subject to review and approval of the General Counsel. The Chair or the Executive Director is authorized to execute the Agreement and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by:



Chair

12/13/12

6.3/11

RESOLUTION NO. 19845

Background


The Illinois State Toll Highway Authority (“Tollway”) pursuant to Resolution No. 19238 approved October 21, 2010, entered into an Agreement for Contract No. RR-10-9973 with AECOM Technical Services, Inc. for Consulting Engineer Services, Systemwide.

AECOM Technical Services, Inc. has submitted a proposal to renew this contract for one year through December 31, 2014, for Consulting Engineer Services, Systemwide on Contract RR-10-9973, increasing the upper limit of compensation of the contract by \$14,125,493.33 from \$22,765,478.00 to \$36,890,971.33. It is necessary and in the best interest of the Tollway to accept the proposal for Contract Renewal from AECOM Technical Services, Inc.

Resolution

The Chief Engineer is authorized to negotiate a Contract Renewal with AECOM Technical Services, Inc., consistent with the aforementioned proposal, subject to the approval of the General Counsel; the Chair or the Executive Director is authorized to execute said Agreement; and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by:



Chair

12/13/12

6.3/12

RESOLUTION NO. 19846

Background

The Illinois State Toll Highway Authority (“Tollway”), pursuant to Resolution No. 19453 approved on July 28, 2011, entered into Contract No. RR-11-5627 with Curran Contracting Company for Hot Mix Asphalt Repairs on the Jane Addams Memorial Tollway (I-90) from Milepost 15.0 (Business US 20 Ramp) to Milepost 77.9 (Tri-Level Bridge). This Change Order/Extra Work Order is to provide for Emergency Slope Stabilization; and the work identified by the contractor is necessary and in the best interest of the Tollway.

Resolution

The Change Order/Extra Work Order in the amount of \$336,824.93 increasing the upper limit of compensation under the Agreement from \$6,319,899.79 to \$6,656,724.72 on Contract No. RR-11-5627 is approved and the Chief of Finance is authorized to issue and deliver warrants in payment thereof.

Approved by: 
Chair

RESOLUTION NO. 19847

Background

The Illinois State Toll Highway Authority ("Tollway"), pursuant to Resolution No. 19605 approved on January 26, 2012, entered into Contract No. RR-10-5613 with Herlihy Mid-Continent Company, for Bridge Rehabilitation on the Tri-State Tollway (I-80/294) from Milepost 0.0 (I-94/IL-394) to Milepost 5.3 (167th Street); and on the Tri-State Tollway (I-94) at Milepost 15.2 (Atkinson Road). To the Tollway's knowledge, all work required in the Contract has been completed in an acceptable manner.

Resolution

Full release of retainage in the amount of \$30,275.35 on Contract No. RR-10-5613 is approved and the Chief of Finance is authorized to issue a warrant in payment thereof.

Approved by:


Chair

RESOLUTION NO. 19848

Background

The Illinois State Toll Highway Authority (“Tollway”), pursuant to Resolution No. 18761 approved on May 28, 2009, entered into Contract No. RR-09-9056 with John Burns Construction Company for Construction of a Material Storage Facility on the Tri-State Tollway (I-294) at Milepost 12.1 (Maintenance Yard 1 – Alsip, IL). To the Tollway’s knowledge, all work required in the Contract has been completed in an acceptable manner.

Resolution

Full release of retainage in the amount of \$199,025.55 on Contract No. RR-09-9056 is approved and the Chief of Finance is authorized to issue a warrant in payment thereof.

Approved by:



Chair

RESOLUTION NO. 19849
AMENDING RESOLUTION 18680

Background

In February of 2009, the Tollway adopted a signage policy. After several years have passed, the policy requires an update to provide guidance for future major traffic generators and requests for specific service guide signs, commonly known as “blue board” signs, along Illinois Tollways. These updated guidelines are intended to provide the Tollway with a clear framework for evaluating traffic impacts and judging requests made for traffic generator guide signs.

Resolution

Tollway staff is authorized to update its signage policy in substantially the form of the Traffic Generator and Specific Service Sign Policy Guide attached to this Resolution.

Approved by: 
Chair

RESOLUTION NO. 19850

Background

The Illinois Department of Transportation (sometimes referred to as the "Department") is reconstructing and widening Illinois Route 59 including the bridge over the Jane Adams Tollway (I-88). As part of the Department's project, for the benefit of the Tollway, it is reconstructing the ramps, auxiliary lanes, and bridge structure under Tollway's jurisdiction, including the retaining walls, installing Tollway lighting under the bridge, relocating light poles, and landscaping the area. The estimated cost for the work being performed by the Department for the Tollway's benefit is \$13,213,590. However, instead of issuing a direct payment to the Department, the Tollway will authorize a credit in the Department's favor toward other amounts the Department currently owes the Tollway for prior work performed by the Tollway for the Department's benefit.

Resolution

The General Counsel and the Chief of Engineering are hereby authorized to negotiate an Intergovernmental Agreement with the Illinois Department of Transportation in substantially the form of the Intergovernmental Agreement attached to this Resolution and the Chairman or the Executive Director is hereby authorized and directed to execute the Intergovernmental Agreement, and the Chief of Finance is authorized to issue payments and warrants, including via authorization of credits against amounts the Department currently owes to the Tollway, as required by this Intergovernmental Agreement.

Approved by: _____



Chair

RESOLUTION NO. 19851

Background

The Illinois State Toll Highway Authority, pursuant to resolution No. 19745 approved July 26, 2012, authorized certain law firms to potentially provide the Tollway with legal services in connection with the Tollway's existing capital debt, new bond issues, and other upcoming financing initiatives; and

It is necessary and desirable for the Tollway to periodically select, from that previously authorized group, firms to be utilized for the next financing transactions the Tollway is contemplating, namely, a potential refunding of certain of its bonds pursuant to a plan to be approved by the Board, on issuance of new bonds as part of its previously approved move Illinois capital program, and to perform legal services in connection with such transactions and the Tollway's capital financing program.

Resolution

The General Counsel is authorized to finalize engagement contracts and retain the firm of Chapman and Cutler, LLP as Bond Counsel, and the firm of Quarles and Brady, LLP as Issuer's Counsel to provide the services described herein. Further, the Tollway is authorized to make the recommendation of the firm Michael Best & Friedrich LLP to serve as underwriters Counsel.

The fee arrangements exclusive of reasonable and necessary costs for the next financing transaction are as follows:

Bond Counsel Fee: Not to exceed the following:

<i>Minimum</i>	\$50,000	<i>Maximum</i>	\$180,000
	<u><i>\$ per \$1K par</i></u>	<u><i>Increment</i></u>	<u><i>Cumulative</i></u>
<i>Up to \$100M</i>	\$0.60	\$60,000	\$60,000
<i>\$100-\$200M</i>	\$0.40	\$40,000	\$100,000
<i>\$200-\$300M</i>	\$0.15	\$15,000	\$115,000
<i>\$300-\$500M</i>	\$0.15	\$30,000	\$145,000
<i>\$500-\$700M</i>	\$0.05	\$10,000	\$155,000
<i>\$700-\$1000M</i>	\$0.05	\$15,000	\$170,000

ISSUER'S COUNSEL FEE: 50% of the Bond Counsel Fee.

UNDERWRITER COUNSEL FEE: 80% of the Bond Counsel Fee.

The above fees are separate and apart from such standard Special Assistant Attorney General fees as may become applicable for the performance of other related legal services as described herein.

The Chair, Executive Director, or General Counsel is authorized to execute any documents necessary to effectuate such legal representation subject to the approval of the Illinois Attorney General; and the Chief of Finance is authorized to issue warrants in payment thereof.

Approved by: 

Chair