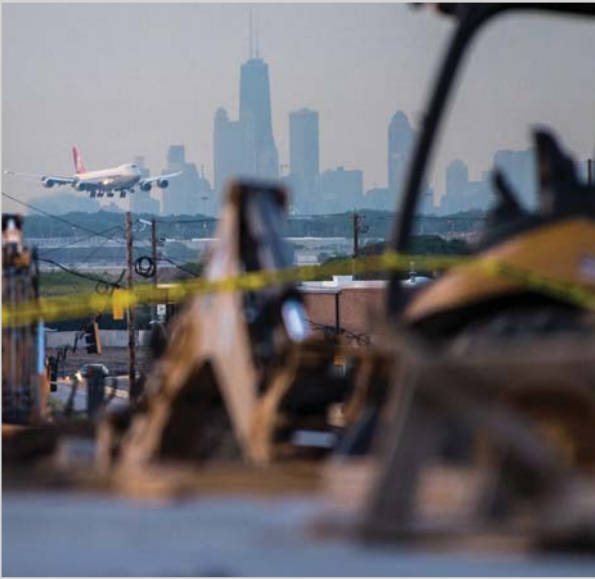




ILLINOIS TOLLWAY Budget

2018





GOVERNMENT FINANCE OFFICERS ASSOCIATION

*Distinguished
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For the Fiscal Year Beginning

January 1, 2017

Christopher P. Morrill

Executive Director

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 2017. In order to receive this award, a governmental unit must publish a budget document that meets program criteria as a policy document, operations guide, financial plan and communications device.

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Executive Letter





The Illinois Tollway
2700 Ogden Avenue
Downers Grove, Illinois 60515-1703
Phone: 630/241-6800
T.T.Y: 630/241-6898

To the Honorable Board Chair and Directors:

The Illinois Tollway's 2018 Budget represents our best efforts to reinvest the tolls our customers pay into strategic investments in infrastructure, state-of-the-art technology and access for commuters and communities we serve. It is a responsible spending plan that demonstrates the Tollway's commitment to serving the transportation needs of Northern Illinois and providing safe and convenient travel for our 1.6 million daily drivers across the 294-mile Tollway system.

Our 2018 Budget reinforces our commitment to working within a balanced budget, maximizing efficiencies and managing annual maintenance and operations and capital program costs as we support system expansion and a growing customer base.

In 2018 we will reinvest more than 75 percent of the revenue we collect back into roads, bridges and infrastructure to support and enhance customer service. Our baseline operating costs will increase less than 5 percent, and we will reduce overall headcount for the agency to the lowest level in three decades.

More than \$1 billion in capital improvements included in this spending plan will help create jobs, stimulate economic development and deliver investments in the five roadways that make up the Tollway system and support our region's transportation network. By the end of 2018, the Illinois Tollway will have spent more than 40 percent of its 15-year, \$14 billion *Move Illinois* capital program budget.

The 2018 Budget provides funding that will allow the Tollway to continue to deliver *Move Illinois* projects, including:

- Mobilize design and advance work for construction of the new I-490 Tollway and I-490 Interchange connection to O'Hare International Airport.
- Design and advance work for reconstruction and congestion relief for the Central Tri-State Tollway (I-294).
- Systemwide roadway, interchange and bridge work to keep our existing system in good repair.

This year's spending plan also reinforces the focus of the Tollway's Chairman and Board of Directors on diversity issues and initiatives, including fostering access to sustainable jobs for African Americans, Asians, Hispanics, Native Americans and women. More than \$4.4 million is allocated to the Department of Diversity and Strategic Development to expand and support workforce development initiatives and technical assistance for certified disadvantaged, minority- and women-owned business enterprise (D/M/WBE) firms and small and veteran-owned businesses to do business with the Illinois Tollway.

Thank you for your support and guidance as we work in cooperation with the greater transportation industry and a broad range of local interests to build better roads, provide more jobs, promote greater economic opportunities, further environmentally responsible initiatives and provide everyone access to benefit from our programs.

Greg Bedalov

A handwritten signature in black ink that reads "Greg M. Bedalov".

Executive Director

The Illinois Tollway is self-supported and with revenue from tolls financing its annual maintenance and operations, capital improvements and debt service for the 294-mile Tollway system serving communities and drivers across 12 counties in Northern Illinois. The 2018 Budget presented in this book outlines a balanced spending plan anticipating \$1.45 billion in revenues to fund the agency's Maintenance and Operations Budget and Capital Program needs for the fiscal year with the collective goal of enhancing the customer driving experience.

The 2018 Budget is consistent with the Tollway's long-term financial plan, accommodating an increase of less than 5 percent over 2017 for maintenance and operations to support growth in traffic and customer service activities and simultaneously providing for the investment of \$1.18 billion in capital spending from toll revenues and bond proceeds. Capital funds are allocated primarily to fund the agency's 15-year capital program, *Move Illinois: The Illinois Tollway Driving the Future Move Illinois*.

The *Move Illinois* Program was developed to improve mobility, relieve congestion, reduce pollution, create as many as 120,000 jobs and link economies across the Midwest. At the completion of 2018, the Illinois Tollway will have spent more than 40 percent of the \$14 billion *Move Illinois* Program budget.

On April 27, 2017, the Tollway Board of Directors agreed to expand the *Move Illinois* Program by \$2.1 billion to a total of \$14 billion and advanced a proposed \$4 billion concept to reconstruct and deliver congestion relief to the Central Tri-State Tollway (I-294). Over the 15 years of the program, *Move Illinois* projects are also addressing the needs of the existing Tollway system; rebuilding and widening the Jane Addams Memorial Tollway (I-90) as a state-of-the-art 21st century corridor; constructing a new interchange to connect the Tri-State Tollway (I-294) and I-57; building two new, all-electronic tollways as part of the Elgin O'Hare Western Access Project and funding planning studies for emerging projects.

In addition to investing toll dollars to maintain and improve infrastructure throughout the five roadways that make up the Tollway system, the Illinois Tollway is committed to introducing new innovations and technology solutions to improve traffic flow and services to ensure customers get to their destinations quickly, safely and efficiently. The agency also recognizes its responsibility to advance initiatives that induce industry diversity and work in collaboration with the state and local communities to help stimulate economic development and create jobs.

To achieve these commitments, the Illinois Tollway is dedicated to strong fiscal management for its day-to-day operations, as well as the implementation of the largest capital program in the agency's history. The 2018 Budget presents a responsible spending plan resulting from the agency's ongoing efforts to maximize efficiencies and to identify ways to minimize costs in order to be good stewards of the public's money.

In 2018, total budgeted headcount for the agency will be reduced to 1,498 – the lowest level in three decades – from 1,553 in 2017. As a result, wages and salaries will decrease by more than \$3 million, while still accommodating both the cost of collective bargaining agreements and retirement rate increases. The Maintenance and Operations budget includes \$104.2 million for wages and salaries in 2018 and \$63 million for statutorily required retirement and Social Security contributions.



2018 BUDGET OVERVIEW

The Illinois Tollway's maintenance and operations are funded primarily by revenues from toll collection and evasion recovery, while toll revenues and proceeds from the issuance of revenue bonds are used to fund the expansion, reconstruction and improvement of the Tollway system.

The 2018 Budget is a balanced budget in which revenues provide sufficient resources for operating and maintenance expenses and commits more than 75 percent of revenues allocated to support infrastructure through debt service and deposits to the renewal and replacement and improvement accounts as provided in the Trust Indenture.

Revenues

Fiscal Year 2018 revenues are projected to total \$1.45 billion, an increase of \$60 million over the current 2017 estimate:

- \$1.43 billion of toll revenues and evasion recovery.
- \$8 million of concessions and miscellaneous revenues.
- \$12 million of investment income.

The Fiscal Year 2018 Budget allocates \$1.45 billion of revenues as follows:

- \$353 million to fund maintenance and operations.
- \$413 million for debt service transfers.
- \$684 million for the 2018 Capital Program and capital investments (deposits to Renewal and Replacement and Improvement accounts).

Maintenance and Operations

Overall, the 2018 Budget includes \$353 million for maintenance and operations activities and services that focus on the Illinois Tollway's customers. This includes \$87 million to support customer service and tolling technology, \$34 million to improve roadway safety and law enforcement services, \$71 million for roadway maintenance, technology and traffic management and \$19.6 million for Information Technology.

Capital Program

The Illinois Tollway will invest \$1.18 billion in 2018 for projects to build and repair roadways, bridges and interchanges and other capital investments across the 294-mile system, including \$1.18 billion to fund the seventh year of the *Move Illinois* Program.

Budgeting for Results

The Illinois Tollway is committed to serving the transportation needs of Northern Illinois and its 1.6 million daily drivers. The Tollway's budget includes desired outcomes outlined in the Governor's Office of Management and Budget, Budgeting for Results. Desired outcomes include increase employment and attract, retain and grow businesses, improve infrastructure and create safer communities, support basic functions of government and strengthen cultural and environmental vitality.

The 2018 Budget outlines a roadmap for the Illinois Tollway as it works toward achieving these outcomes.

Increase Employment and Attract, Retain and Grow Businesses

The greatest value that the Illinois Tollway provides the communities it serves is access. Access is the lifeblood of new economic activity for communities fueling development, transport of goods and services and job growth. The Tollway is committed to investing in roadway infrastructure, technical assistance and workforce development that supports communities, businesses and workers by creating jobs and stimulating the local and state economies. The 2018 Budget includes:

- \$375.9 million for the Elgin O'Hare Western Access Project to mobilize design and advance work to prepare for construction of the new I-490 Tollway and construction of the Illinois Route 390 Tollway Interchange providing western access to O'Hare International Airport.
- \$213 million for design services and utility and right-of-way activities to support planned reconstruction and congestion relief for the Central Tri-State Tollway (I-294).
- \$10 million to continue the Tollway's Job Order Contracting Facilities Program for systemwide facility improvements and rehabilitation work that provide opportunities for small businesses.
- \$4.4 million to support and expand workforce development initiatives and technical assistance programs train new minority workers and put them to work and help strengthen the capacity of certified disadvantaged, minority- and women-owned business enterprise (D/M/WBE) firms, small and veteran-owned businesses interested in competing for contracts with the Tollway.

Improve Infrastructure and Create Safer Communities

The Illinois Tollway is dedicated to providing and promoting a safe and efficient system of highways while ensuring the highest possible level of service to customers. The Tollway is investing in infrastructure, technology and services that help improve quality of life by saving drivers time and money and promoting safe travel. Examples of new enhancements for 2018 include:

- \$175 million on the Reagan Memorial Tollway (I-88) to deliver roadway reconstruction on the east end between York Road and the Eisenhower Expressway (I-290) and infrastructure renewal from Rochelle to Aurora.
- \$90.7 million for ongoing bridge, pavement and facility maintenance along with infrastructure and safety improvements on the existing Tollway system.
- \$33.7 million to fund the operations of the Illinois State Police District 15 assigned to patrol the Illinois Tollway System across 12 counties in Northern Illinois and provide comprehensive law enforcement services.
- \$4.9 million for roadway cameras and equipment, including intelligent transportation systems (ITS) that support the Tollway's traffic and incident management system and operation of the I-90 SmartRoad.
- \$875,000 for installation of ramp queue detection at locations systemwide to improve traffic management and safety.

Support Basic Functions of Government

The Illinois Tollway continues to work to find new ways to increase transparency and accountability to its customers and the communities it serves. Operating more like a business than a government agency, the Tollway relies on toll revenue to fund operations, so the agency has adopted a customer-driven approach and is committed to understanding customers' needs and expectations. The 2018 Budget will provide:

- \$16.7 million to support the development and implementation of an enterprise resource planning (ERP) system to enable the Tollway to maximize resources and manage its business functions more efficiently and effectively.
- \$600,000 to upgrade weigh-in-motion systems to monitor commercial vehicle traffic in order to reduce the potential for damage to roadways caused by overweight vehicles.
- \$32.4 million in operating funds to support and enhance I-PASS account management and evasion recovery for expanded customer service and all-electronic toll collection.
- \$30.4 million in capital expenses to maintain and support for all-electronic tolling systems.
- \$40.1 million for technology-related equipment, including data storage servers, computer hardware/software needs, Web/e-commerce and network infrastructure systems, as well as other

similar program needs.

Strengthen Cultural and Environmental Vitality

The 2018 Budget makes investments to strengthen and preserve our natural, historic, and cultural resources to make Illinois a more attractive place for people to visit, live and work.

- \$59.3 million to continue improvements to Tollway maintenance facilities systemwide including new facility construction at the Marengo (M-6) maintenance site in compliance with Leadership in Energy and Environmental Design (LEED) certified building standards.
- \$4.7 million to support the planting trees, shrubs and other native plants as part of the Tollway's Landscape Master Plan and goal to plant 58,000 trees and shrubs systemwide as part of the Move Illinois Program.
- \$1.1 million to support an agency wide research program to study environmental and roadway safety initiatives.
- \$175,000 for testing connected vehicle equipment on the Jane Addams Memorial Tollway (I-90) to analyze data collected to enhance mobility on the corridor.

Conclusion

The Illinois Tollway's Budget for 2018 maintains the commitment to infrastructure improvements supporting the largest capital program in the agency's history, the implementation of state-of-the-art technology to enhance customer service and driver safety and the initiation of workforce development centers and technical assistance programs to ensure opportunities for minorities, women and veterans, all while controlling growth of the agency's operating expenses to less than 5 percent above the 2017 budget. With a balanced budget that includes \$353 million for maintenance and operations and \$1.18 billion for the capital program, the Tollway will have resources essential to continue implementation of the *Move Illinois* Program providing customer service, congestion relief and improved regional mobility critical to economic growth throughout the region.

ILLINOIS TOLLWAY TABLE OF ORGANIZATION

Tollway Organization and Background



Tollway Organization and Background

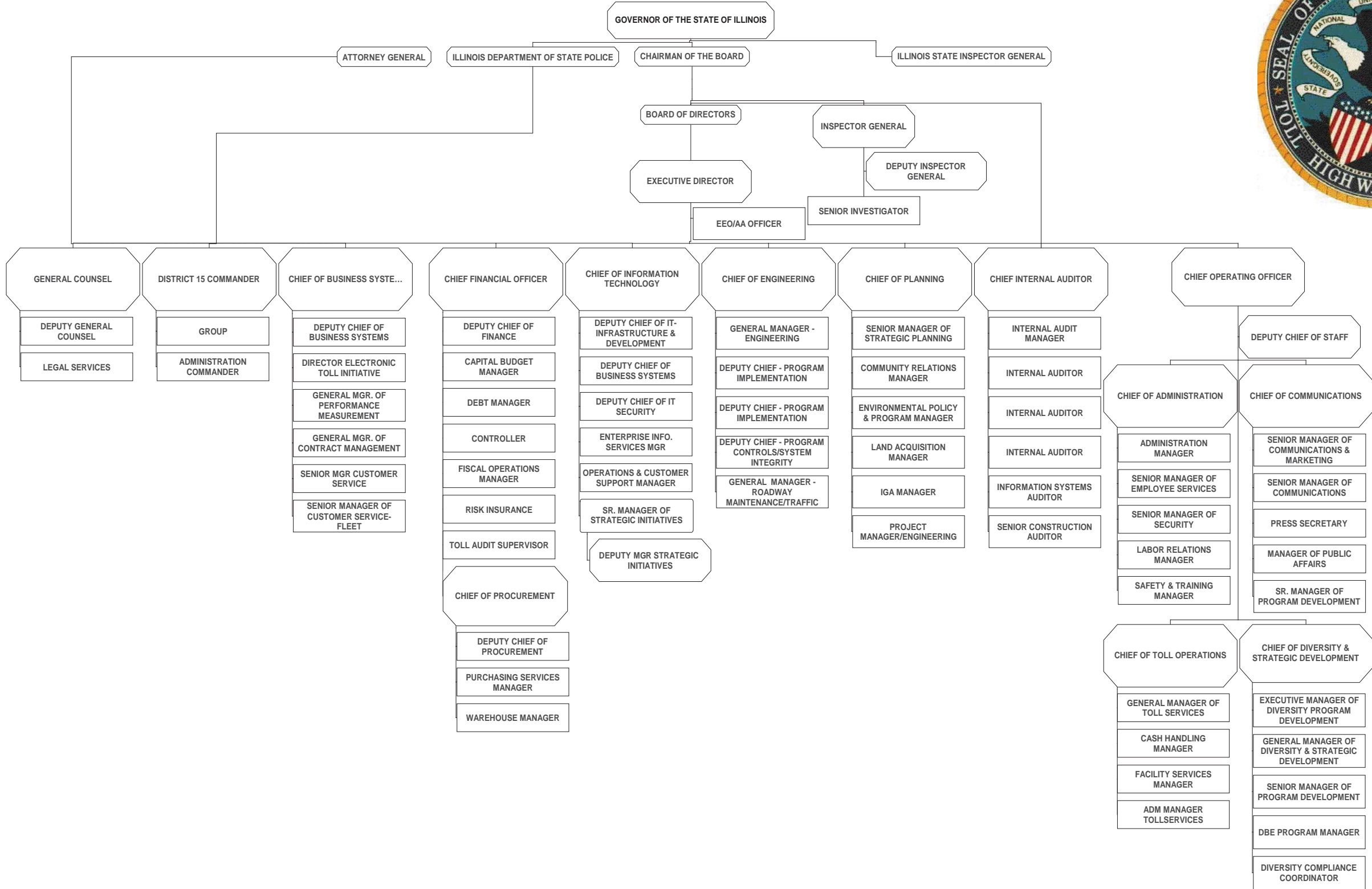


EXHIBIT 1

THE ILLINOIS TOLLWAY

The Illinois State Toll Highway Commission was created in 1953 under the Toll Highway Act (“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 as the Illinois State Toll Highway Authority. 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 agency 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; establish and amend resolutions, by-laws, rules, regulations and to fix and revise tolls; acquire, construct, relocate, operate, regulate and maintain the Tollway system; exercise the power of eminent domain; and 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, *ex officio*, 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 Board of Directors. The current chairman, Bob Schillerstrom, was initially appointed by Governor Bruce Rauner as a Director on May 25, 2015, and named as the Chairman of the Tollway Board of Directors on June 5, 2015.

Name	Initial Appointment	Expiration of Current Term
Governor Bruce Rauner, <i>ex officio</i>	N/A	N/A
Secretary of Transportation Randall Blankenhorn, <i>ex officio</i>	N/A	N/A
Robert Schillerstrom, Chairman	May 25, 2015	May 1, 2021
James J. Banks	October 27, 1993	May 1, 2021
Corey Brooks	July 20, 2015	May 1, 2019
Earl Dotson Jr.	June 28, 2013	May 1, 2021
Joseph Gomez	May 25, 2015	May 1, 2019
David A. Gonzalez	October 28, 2011	May 1, 2019
Craig Johnson	May 25, 2015	May 1, 2019
Nelida Vazquez Rowland	May 23, 2016	May 1, 2019
Vacant		

EXHIBIT 2

ORGANIZATIONAL STRUCTURE

The Tollway's organizational structure consists of 14 departments: Administration, Business Systems, Communications and Marketing, Diversity and Strategic Development, Engineering, Executive Office and Directors, Office of Finance, Information Technology, Office of the Inspector General, Internal Audit, Legal, Planning, Illinois State Police District 15 and Toll Operations. In addition, the Tollway has implemented a modest organizational change that includes establishment of the Office of Enterprise Wide Operations. (EWO). The EWO includes the following departments: Administration, Communications and Marketing, Diversity and Toll Operations. The Tollway also established the Planning Department (previously part of the Engineering Department), and the Office of Finance which now includes the Procurement Department. The Executive Director manages the day-to-day operations of the Tollway. Tollway department chiefs report to the Executive Director. The Chief Operating Officer manages the EWO and reports to the Executive Director. The commander of Illinois State Police District 15 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.

The Department of **Business Systems** is responsible for overseeing the electronic tolling 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 and Marketing** Department is responsible for external and internal communications between the Tollway and its constituents, including customers, news media, elected and appointed officials, the general public and employees.

The **Diversity and Strategic Development** Department is responsible for promoting, developing and implementing a comprehensive diversity program on behalf of the Tollway to ensure inclusion and equal opportunity for small and veteran-owned businesses and disadvantaged, minority- and women-owned business enterprise (D/M/WBE) firms in construction and engineering contracts and the supply of other goods and services.

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 policies.

The **Executive Office and Directors** Department manages Tollway affairs consistent with the Act.

The **Office of Finance** Department is responsible for general accounting, budgeting, treasury functions, financial reporting, accounts payable, toll revenue audit, payroll, risk management and debt management. Department is responsible for 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 inventories.

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

The **Office of the Inspector General** is responsible for investigating allegations of waste, inefficiencies, fraud, corruption, misconduct and mismanagement in the day-to-day operations of the Tollway.

The **Internal Audit** Department recommends policies and procedures to ensure that Tollway Board members and employees, contractors and vendors adhere to 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.

The **Planning** Department is responsible for Strategic Programming and Planning, Inter-Governmental Agreements, Environmental and Landscaping, Legislation and Policy, Community Relations, Property Management, Geographic Information System (GIS) and Geometrics.

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 composes 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.

THE TOLLWAY SYSTEM

The Tollway system presently consists of approximately 294 miles of limited-access highway in 12 counties in Northern Illinois and is an integral part of the expressway system in Northern Illinois and 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 1960s and 1970s, the Tollway system evolved into primarily a commuter travel system, serving suburban Chicago and O'Hare International Airport. At the present time, the five roadways that compose 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 five tollways: the Jane Addams Memorial (I-90), the Tri-State (I-94/I-294/I-80), the Veterans Memorial (I-355), the Reagan Memorial (I-88) and the recently added Illinois Route 390 Tollway.

The Jane Addams Memorial Tollway (I-90), constituting a portion of Interstate 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 I-90 leading to Madison, Wisconsin.

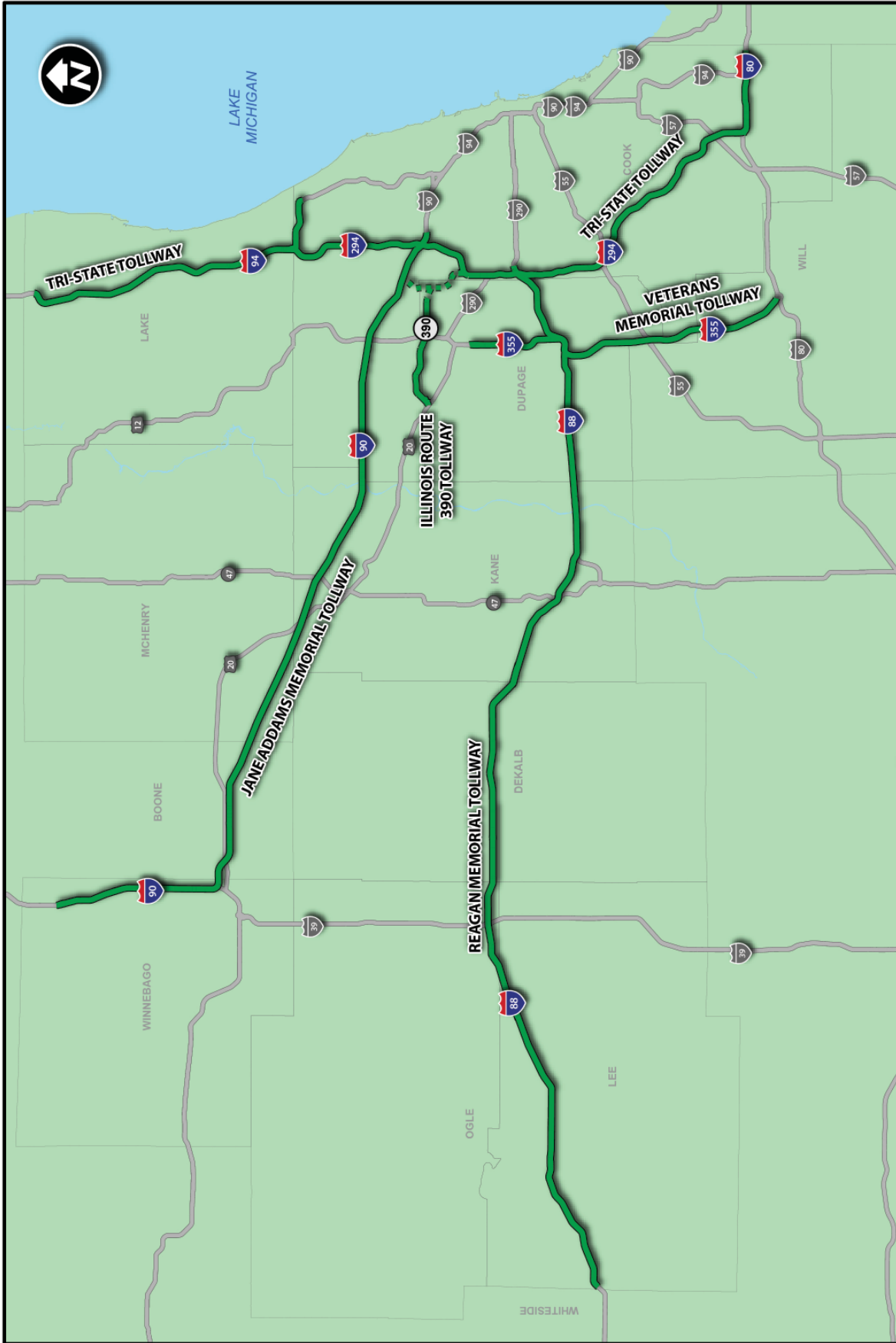
The Tri-State Tollway (I-94/I-294/I-80), constituting portions of Interstates 94, 294 and 80 and including the 5-mile Edens Spur, is an 84-mile beltway around the Chicago metropolitan area. It extends from a point near the Indiana state line where it intersects with the Bishop Ford Freeway and the Kingery Expressway to a point near the Illinois-Wisconsin border, where it connects with U.S. Route 41 and I-94 from Milwaukee. The Tri-State also connects with the Reagan Memorial Tollway (I-88), the Eisenhower

Expressway, the Jane Addams Memorial Tollway (I-90), the Kennedy Expressway (I-90/I-94) and the Stevenson Expressway (I-55). From its southern terminus, the Tri-State Tollway has a direct connection to the Indiana Toll Road via the Kingery Expressway and I-80. The Tri-State Tollway is the most traveled Tollway in the system, accounting for approximately 44 percent of the Tollway system's volume.

The Veterans Memorial Tollway (I-355) 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 I-290 spur in Addison on the north and I-80 near Joliet on the south. The Veterans Memorial Tollway opened in December 1989. On November 12, 2007, a 12.5-mile south extension of the Veterans Memorial Tollway through Will County from I-55 to I-80 opened, increasing the length of the Veterans Memorial Tollway to 30 miles.

The Reagan Memorial Tollway (I-88), constituting a portion of Interstate covers 96.5 miles and begins east of the junction of the Tri-State Tollway (I-294) and the Eisenhower Expressway and runs west, ending at U.S. Route 30 in the Sterling/Rock Falls area. From U.S. Route 30, I-88 is a toll-free facility connecting to I-80 and the Quad Cities.

The **Illinois Route 390 Tollway** is being constructed as part of the Elgin O'Hare Western Access Project, which will deliver two new Tollways with 17 miles of new roads, 15 new or improved interchanges and cashless tolling. Tolling of the initial 6.5 mile segment of Illinois Route 390 from U.S. Route 20 (Lake Street) to I-290 began in July 2016, and tolling on the 3.5-mile segment from I-290 to Illinois Route 83 will begin on November 1, 2017. Remaining construction includes the roadway and interchange that will connect the Illinois Route 390 Tollway to a new I-490 Tollway to be constructed around the western border of O'Hare International Airport linking the Jane Addams Memorial Tollway (I-90) and the Tri-State Tollway (I-294). The I-490 Tollway is expected to be under construction and opened in various segments through 2025.



Illinois Tollway System

REVENUE SOURCES AND UNDERLYING ASSUMPTIONS

The Illinois Tollway is a non-appropriated agency of the state of Illinois. The Tollway is self-supporting, depending on the revenues derived from operations and proceeds from the issuance of revenue bonds. These funds are used to support maintenance and operations, debt service and reconstruction of and improvements to the Tollway system.

REVENUES

For budgetary purposes, the Tollway classifies revenues into three categories: toll revenues and evasion recovery, investment income and concessions and miscellaneous. The revenues generated from toll collection and evasion recovery include tolls, fines and fees collected through the violation enforcement system.

On November 20, 2008, the Illinois Tollway Board of Directors approved a toll adjustment to commercial vehicle toll rates by phasing in a 60 percent increase (including tiers for small, medium and large trucks) beginning January 2015. The scheduled increase becomes effective as follows:

- January 1, 2015 - commercial rates increased to 40 percent above the 2014 rates
- January 1, 2016 - commercial rates increased to 50 percent above the 2014 rates
- January 1, 2017 - commercial rates will increase to 60 percent above the 2014 rates
- January 1, 2018 and beyond - commercial rates will also include a cost of living inflator

Total revenues for 2018 are projected to total \$1,450 million, an increase of \$60 million, or 4.3 percent above the current estimate for 2017.

Toll revenues and evasion recovery are estimated to total \$1,370 million in 2017 and are projected to total \$1,430 million in 2018. Of the Tollway's total revenues, toll evasion recovery revenues are expected to generate approximately \$61 million in 2017 and \$70 million in 2018. Projection for investment income is \$10 million for 2017 and \$12 million for 2018. In addition, concessions and miscellaneous revenues are expected to generate \$10 million in 2017 and \$8 million in 2018.

SOURCES OF REVENUES (\$ MILLIONS)

	FY 2014 Actual	FY 2015 Actual	FY 2016 Actual	FY 2017 Budget	FY 2017 Estimates	FY 2018 Projections
Toll Revenues and Evasion Recovery	\$1,023	\$1,211	\$1,281	\$1,366	\$1,370	\$1,430
Investment Income	1	2	7	6	10	12
Concessions and Miscellaneous Revenues	12	8	11	8	10	8
Revenues Total	\$1,036	\$1,221	\$1,299	\$1,380	\$1,390	\$1,450

EXHIBIT 4



TOLL REVENUE ESTIMATES

Revenues are defined per the Amended and Restated 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 that 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 state and federal 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. The 2018 revenue estimates include a video tolling fee approved by the Board in 2017.

In October of each year, the Illinois Tollway's independent traffic engineer, CDM Smith, 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 revenues for the following year is also provided.

Short-term forecasts are based on several key variables. Initially, CDM Smith reviews recent trends in the context of historical averages. This includes a review of actual transaction trends by plaza, direction, month, vehicle classification and payment type. Any variation from the prevailing trends is noted and, where possible, attributed to a particular event or ongoing condition. This includes analysis of factors such as construction both on and off of the Tollway system, weather-related events, land-use developments and any other externality that may have impacted recent performance. By understanding when and where these variances occur, CDM Smith can better estimate how similar events may have an impact on Tollway performance in the future.

Following a thorough review of recent performance, factors that will affect transactions in the coming months and following year are considered. Information addressing scheduled construction, both on and off the system; system improvements, including added capacity or new interchanges; planned developments; and near-term economic trends are analyzed for potential impacts on transactions and toll revenues. A combination of observed historical transaction trends and factors that will affect future transactions are used to make monthly transaction estimates by plaza, direction, month, vehicle classification and payment type.

Once the monthly transaction estimates are finalized, they are converted into expected toll revenue estimates at each plaza by applying the corresponding toll rate to the number of transactions in each transaction category. The revenue estimates for the year are the sum of all the monthly revenues by plaza. CDM Smith has estimated \$1,401.7 million total toll revenues in 2017 and \$1,454.4 million for 2018. Estimates are expected revenues and do not include the effects of overpayments, underpayments or toll evasion. Please refer to CDM Smith's Toll Revenue Certificate in the appendix for more information.

ADJUSTMENTS TO TOLL REVENUE ESTIMATES

The expected revenues provided by the Tollway's independent traffic engineer represent the revenues that would be collected if every vehicle paid the published toll based on vehicle class, time of day and payment type. The expected revenues do not account for overpayments, underpayments, exemptions or revenues lost due to toll avoidance.

EVASION RECOVERY

Expected revenues provided by the traffic engineer do not account for the fines collected from violations through the toll violation enforcement process. Amounts of revenues reported in the Tollway's annual budget, quarterly statements and annual financial reports include proceeds from toll violation enforcement.

Public Act 94-0636 allows the Tollway to implement a toll violation enforcement system (VES) to collect violations. Using VES, the Tollway captures images of the license plates of vehicles that pass through lanes without paying the full toll either by I-PASS or cash. This system takes multiple images of vehicles' license plates when violations occur. I-PASS customers are provided seven day to pay missed tolls. First notices for violators include a \$20 fine and the cash toll for each unpaid toll. The fines increase by \$50 per violation if notices are ignored and can lead to court hearings, suspension of license plates and drivers licenses. Lower fines of \$10 for the first notice and \$25 for the second are issued to violators on Illinois Route 390 Tollway. Fines are dismissed within appropriate time frames for I-PASS customers who have valid accounts, when such customers have received notices due to incorrect account information, transponder problems or other similar issues with the collection and application of the electronic toll.

OTHER INCOME:

Investment Income

Investment income represents gains and losses on sales of investments, as well as interest income on Tollway funds, I-PASS cash escrow accounts and accounts held by the Bond Trustee.

Concessions and Miscellaneous Revenues

Concessions revenues are generated from Tollway oases, where third-party vendors provide fuel, food and other conveniences to Tollway customers. Miscellaneous income includes revenues from Highway Emergency Lane Patrol (H.E.L.P.) truck sponsorship, overweight truck fines, rental and easement income, tower co-location fees, rental income, fiber-optic lines, transponder fees, insufficient I-PASS fees, finance charges, scrap material sales and other miscellaneous receipts.

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FUND AND ACCOUNT DESCRIPTIONS

The Amended and Restated Trust Indenture effective March 31, 1999, (the “Indenture”) is an agreement between the Tollway and Trustee (as fiduciary for bondholders) that pledges the Tollway’s Net Revenues and amounts on deposit in certain funds and accounts to secure payment on senior bonds issued by the Tollway. The Indenture establishes two funds, the Revenue Fund and Construction Fund. Revenues are deposited to the Revenue Fund, and net bond proceeds (other than proceeds of bonds issued for refinancing purposes) and any investment earnings thereon are deposited to the Construction Fund.

REVENUE FUND

Within the Revenue Fund, the Indenture establishes the following accounts: Maintenance and Operations, Debt Service, Debt Reserve, Junior Bond (none currently), Termination Payment, Renewal and Replacement, Improvement, and System Reserve. There are sub-accounts within each of the Maintenance and Operations Account and Debt Service Account.

In accordance with the Indenture, the Tollway delivers all revenues (other than investment income) within five business days to the Treasurer of the State of Illinois (the “Treasurer”) for deposit in the Revenue Fund with one or more depositories selected by the Treasurer. On or before the 20th day of each month, the Treasurer, at the direction of the Tollway, transfers or applies 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, Redemption Sub-Account and Provider Payment Sub-Account, in that order of priority, of the Debt Service Account;
- Fourth, to the Provider Sub-Account of the Debt Service Account;
- Fifth, to the Debt Reserve Account;
- Sixth, to any Junior Bond Accounts (if any);
- Seventh, to the Termination Payment Account;
- Eighth, to the Renewal and Replacement Account;
- Ninth, to the Improvement Account; and
- Tenth, to the System Reserve Account.

Overview of Flow of Funds

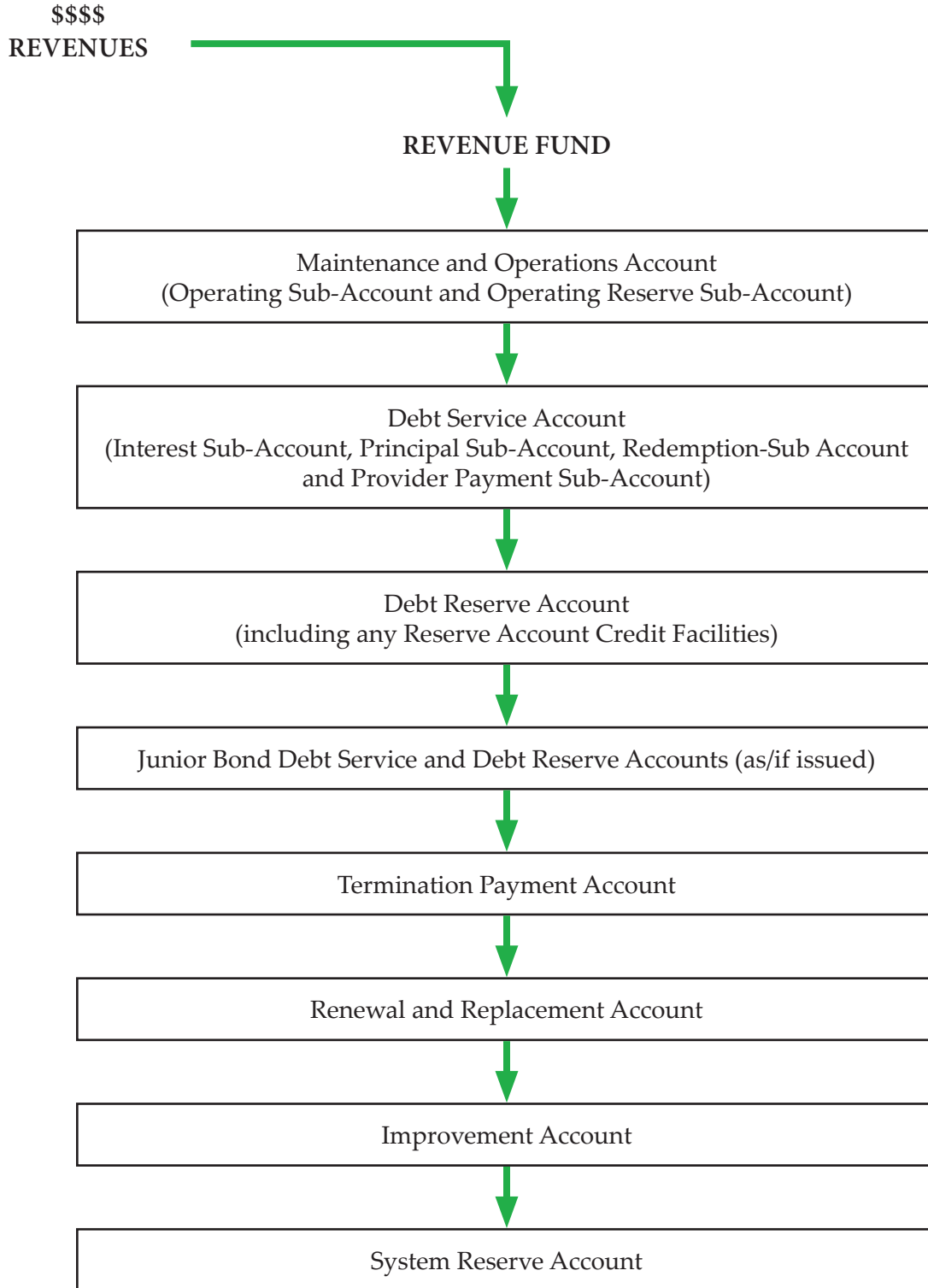


EXHIBIT 5

MAINTENANCE AND OPERATIONS ACCOUNT

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

Revenues are allocated to the Operating Sub-Account to cover operating expenses budgeted for the current fiscal year. One-twelfth of budgeted operating expenses are allocated to the Operating Sub-Account each month, to be applied to operating expenses at the direction of the Tollway.

Revenues are next allocated to the Operating Reserve Sub-Account in an amount, if any, specified by the Tollway, provided that this account's balance may not exceed 30 percent of the current fiscal year's budget for operating expenses. Monies allocated to the Operating Reserve Sub-Account provide a reserve to be withdrawn if monies allocated to the Operating Sub-Account are insufficient to pay operating expenses. If the Tollway determines that the amount in the Operating Reserve Sub-Account exceeds the amount deemed necessary, the excess will be applied as revenues.

DEBT SERVICE ACCOUNT, DEBT RESERVE ACCOUNT AND TERMINATION PAYMENT ACCOUNT

The Debt Service Account, established for the Tollway's senior bonds and required to be held by the Trustee, consists of the Interest Sub-Account, the Principal Sub-Account, the Redemption Sub-Account and the Provider Payment Sub-Account. After each month's allocation of revenues to the Operating Sub-Account and, if applicable, the Operating Reserve Sub-Account, revenues are next deposited to the Debt Service Account to cover senior bonds' interest, principal, sinking fund installments and costs/reimbursements, except for termination costs, of credit enhancements or qualified hedge agreements for senior bonds.

Revenues are next deposited to the Debt Reserve Account as/if necessary to meet the debt reserve requirement (maximum annual debt service) and to make any required reimbursements to providers of Reserve Account credit facilities.

Revenues would next be deposited, as/if applicable, to any debt service or debt reserve requirements of junior bonds. To date the Tollway has never issued junior bonds.

Revenues are next deposited to the Termination Payment Account, established in the seventh supplemental Indenture dated as of June 1, 2005, as/if necessary to pay costs of terminating credit enhancement or qualified hedge agreements.

RENEWAL AND REPLACEMENT ACCOUNT

Revenues are next allocated to the Renewal and Replacement Account in an amount as set forth in the annual budget and based on the recommendation of the consulting engineer.

IMPROVEMENT ACCOUNT

At the direction of the Tollway, amounts are then applied to the Improvement Account for allocation to Improvement projects 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 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 unless via transfer from the System Reserve Account. The treasurer may deposit any such separate, segregated accounts within the Construction Fund with the bond trustee, pursuant to the provisions of a Supplemental Indenture.

Fiscal Year 2016-2018
Statement of Revenues/Expenditures/Transfers and
Changes in Accounts and Fund Balances
(\$ millions)

<u>ACCOUNTS/ FUNDS</u>	<u>2016</u> <u>Actual</u>	<u>2017</u> <u>Estimate</u>	<u>2018</u> <u>Budget</u>	<u>2017 to 2018</u> <u>% Change</u>
<u>Maintenance and Operations Account</u>				
Beginning Balance	\$39.5	\$40.0	\$27.4	
Transfer from Revenue Fund to Operating Sub-Account	309.7	323.7	352.8	
Transfer from Revenue Fund to Operating Reserve Sub-Account	0.0	0.0	0.0	
Expenditures	(309.2)	(336.3)	(352.8)	
Ending Balance	\$40.0	\$27.4	\$27.4	0.0%
<u>Debt Service Account</u>				
Beginning Balance	\$88.8	\$24.7	\$45.4	
Transfer from Revenue Fund (1)	383.3	390.3	413.3	
Federal Subsidy for Build America Bonds	15.1	15.1	15.2	
Bonds Retired	(170.5)	(88.9)	(93.3)	
Interest Expense	(284.6)	(290.6)	(299.9)	
Other Financing Costs (4)	(7.4)	(5.3)	(4.8)	
Ending Balance	\$24.7	\$45.4	\$75.8	67.1%
<u>Renewal and Replacement Account</u>				
Beginning Balance	\$279.8	\$281.9	\$389.3	
Transfer from Revenue Fund (1)	300.8	420.0	420.0	
Expenditures (2)	(298.8)	(312.5)	(602.7)	
Ending Balance	\$281.9	\$389.3	\$206.7	-46.9%
<u>Improvement Account</u>				
Beginning Balance	\$246.6	\$459.3	\$428.8	
Transfer from Revenue Fund (1)	308.9	256.0	263.9	
Transfer from Construction Fund	763.8	315.0	300.0	
Expenditures (2)	(860.0)	(601.5)	(581.1)	
Ending Balance	\$459.3	\$428.8	\$411.7	-4.0%
<u>Construction Fund</u>				
Beginning Balance	\$422.0	(\$0.0)	(\$0.0)	
Bond Proceeds (3)	341.5	315.0	300.0	
Investment Income	0.2	0.0	0.0	
Transfers to Improvement Account	(763.8)	(315.0)	(300.0)	
Ending Balance	(\$0.0)	(\$0.0)	(\$0.0)	0.0%

(1) Transfers in 2016 includes allocation of investment income.

(2) 2016 expenditures reflected cost recoveries of \$29.7 million pursuant to inter-governmental agreements (IGA). 2017 estimated expenditures and 2018 Budgeted Expenditures do not reflect any IGA reimbursements.

(3) Bond Proceeds are net of issuance costs and Debt Reserve Account deposits.

(4) Other Financing Costs include bond-related costs other than debt service, including costs related to refundings and accounting adjustments.

Totals may not add due to rounding.

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BUDGET SUMMARIES

FISCAL YEAR 2018 BUDGETED REVENUES AND EXPENDITURES

The Illinois Tollway is a self-supporting entity depending on the revenue stream derived from Tollway operations for its support. Unlike other state of Illinois agencies 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.

Capital program costs are funded through allocations of current revenue, monies on deposit in the Renewal and Replacement Account and the Improvement Account and proceeds from the sale of bonds.

Revenues

Toll Revenue and Evasion Recovery	\$1,430 million	Collections via cash, I-PASS or recovery of violation payments
Investment Income	\$12 million	Interest income on Tollway funds and I-PASS cash escrow accounts
Concessions and Miscellaneous	\$8 million	Revenue from overweight trucks, fines, rental of assets for fiber optics, license fees, etc. Oases, fuel, food and retail sales
Total Current Revenues	\$1,450 million	
Operating Expenses		
Maintenance and Operations	\$353 million	Related to toll collections, roadway maintenance, traffic control, safety, insurance and administration
Debt Service	\$413 million	Principal and interest payments and other financing costs
Total Operating and Debt Service Expenditures	\$766 million	
Capital Program Expenditures	\$1,184 million	Capital expenditures for systemwide maintenance, reconstruction and expansion

EXHIBIT 7



**Sources of Revenue
FY 2017 – FY 2018
(\$ millions)**

	FY 2017 Budget	FY 2017 Estimates	FY 2018 Projections
Toll Revenues and Evasion Recovery	\$1,366	\$1,370	\$1,430
Investment Income	6	10	12
Concessions and Miscellaneous Revenues	8	10	8
Revenues Total	\$1,380	\$1,390	\$1,450

EXHIBIT 8

**Projected Sources of Revenues
Fiscal Year 2018
\$1,450 Million**

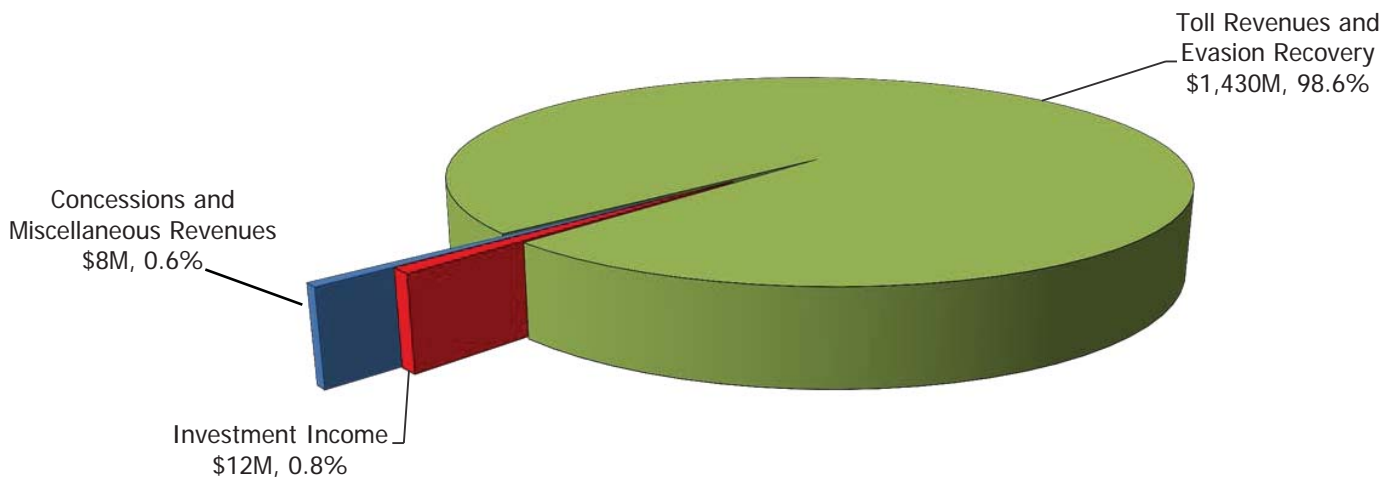


EXHIBIT 9

**Allocations of Revenue
FY 2017 – FY 2018
(\$ millions)**

	FY 2017 Budget	FY 2017 Estimates	FY 2018 Projections
Maintenance and Operations	\$336	\$336	\$353
Debt Service Transfers	405	390	413
Deposits to Renewal and Replacement and Improvement	639	664	684
Revenues Total	\$1,380	\$1,390	\$1,450

Renewal and Replacement and Improvement are Capital Accounts used for preservation, rehabilitation, construction, reconstruction or extension of the system and investment in equipment.

EXHIBIT 10

**Projected Allocations of Revenue
Fiscal Year 2018
\$1,450 Million**

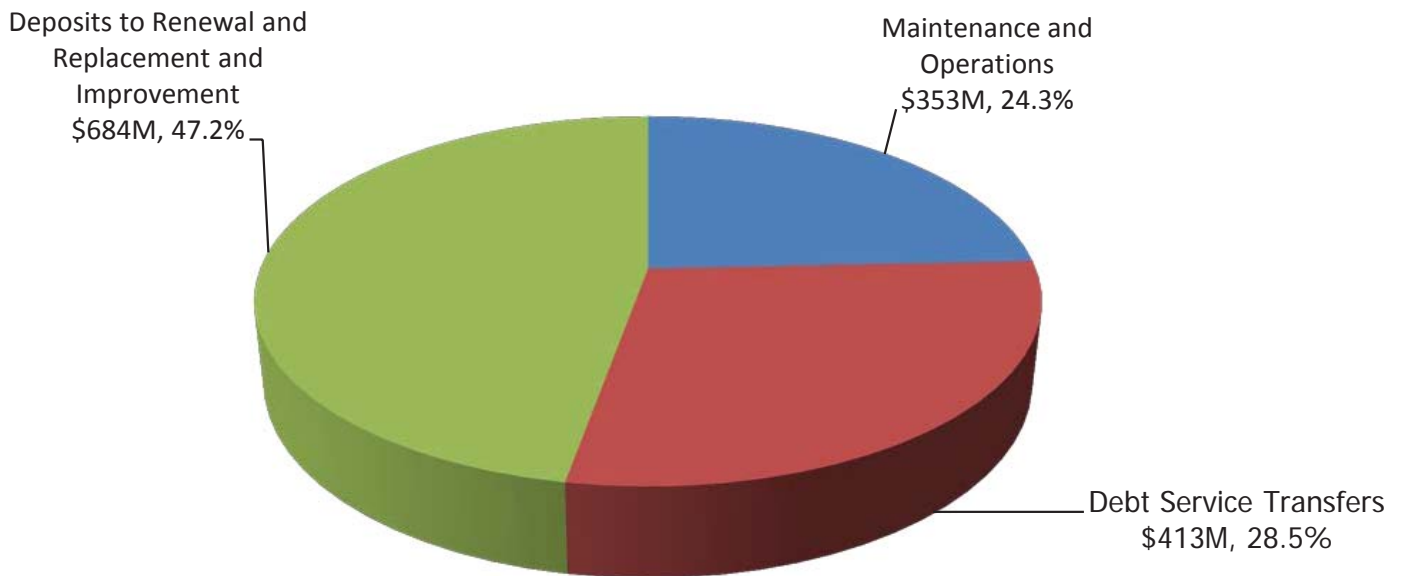


EXHIBIT 11

**Projected Capital Program Expenditures
Fiscal Year 2018
\$1,184 Million**

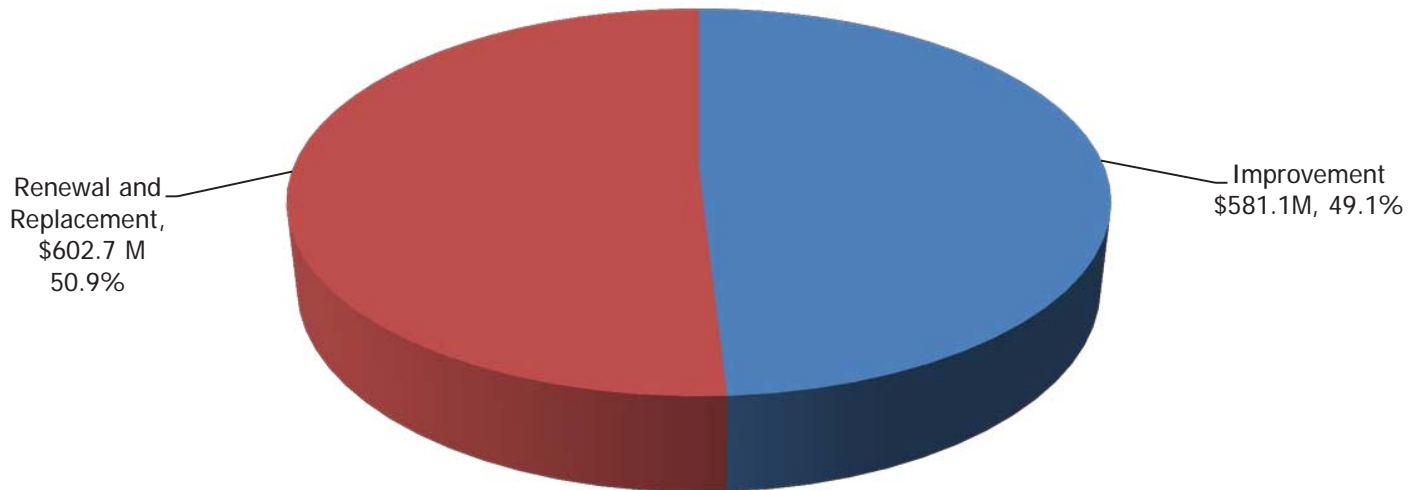


EXHIBIT 12

Capital Program costs are funded through allocations of current revenue, monies on deposit in the Renewal and Replacement account and the Improvement Account and proceeds from the sale of the bonds.

FY 2018 Requested Headcount

Department	2015 Budget	2016 Budget	2017 Budget	2018 Request	Change From 2017 Budget
Administration	36	36	38	33	(5)
Business Systems	63	63	61	61	-
Communications	11	11	12	11	
Diversity and Strategic Development	6	6	8	8	-
Engineering	583	601	589	586	(3)
Executive Office and Directors	7	6	8	11	3
Office of Finance	110	110	114	114	-
Information Technology	68	68	55	47	(8)
Inspector General	6	6	6	6	-
Internal Audit	8	7	8	5	(3)
Legal	12	12	12	11	
Planning	29	26	26	26	-
State Police	19	18	18	16	(2)
Toll Operations	637	625	598	563	(35)
Total Headcount	1,595	1,595	1,553	1,498	(55)

EXHIBIT 13

HEADCOUNT SUMMARY

In order to support the Tollway's goal to service customers, businesses and communities, as well as, operate an efficient system of roadways, the Tollway continues to review headcount, positions, titles, and functions for each department. For the 2018 Budget, the Tollway was able to identify four titles and functions from the Department of Administration to transfer to other departments. Three positions transferred to the Executive Office and one to the Office of Finance from the Department of Administration. The Tollway was able to identify other vacant positions to eliminate while continuing to maintain efficiencies in operations. The headcount for the 2018 Budget will have a net decrease of 55 vacant positions.

**FY 2018 Maintenance and Operations Budget
By Category
(\$ thousands)**

Category	2016 Actual Expenditures	2017 Budget	2018 Budget Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$106,593	\$107,511	\$104,208	(\$3,304)	-3.1%
FICA and Retirement	54,886	58,599	63,022	4,423	7.5%
Group Insurance	33,763	39,064	39,807	744	1.9%
All Other Insurance	6,611	11,646	11,473	(173)	-1.5%
Credit Card Fees and Bank Charges	23,132	24,135	27,135	3,000	12.4%
All Other Contractual Services	44,252	48,799	58,417	9,618	19.7%
Equipment/ Office Rental/ Maintenance	22,231	25,393	29,189	3,796	14.9%
Parts and Fuels	5,412	6,676	6,026	(650)	-9.7%
Utilities	7,434	8,300	8,236	(64)	-0.8%
Operational Materials and Supplies	6,772	7,494	6,508	(987)	-13.2%
Other Miscellaneous Expenses	927	902	980	78	8.6%
Recovery of Expenses	(2,772)	(2,260)	(2,251)	9	-0.4%
Total M and O Expenditures	\$309,239	\$336,261	\$352,750	\$16,489	4.9%

EXHIBIT 14

**FY 2018 Maintenance and Operations Budget
By Major Account**

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$106,592,696	\$107,511,449	\$104,207,742	(\$3,303,707)	-3.1%
FICA and Retirement	54,885,573	58,599,422	63,022,288	4,422,866	7.5%
Payroll Sub-Total	\$161,478,269	\$166,110,871	\$167,230,030	\$1,119,159	0.7%
Outside Services	32,003,428	35,904,567	42,941,009	7,036,442	19.6%
Employee Group Insurance	33,762,856	39,063,924	39,807,482	743,558	1.9%
Office Equipment-Maintenance	21,802,191	24,978,468	28,769,544	3,791,076	15.2%
Bank Charges	23,131,503	24,135,000	27,135,000	3,000,000	12.4%
Consulting Services	7,050,478	6,813,000	8,989,690	2,176,690	31.9%
Worker's Compensation Insurance	4,638,420	8,199,400	8,025,985	(173,415)	-2.1%
Contracted Maintenance Service	4,780,240	5,592,123	6,038,600	446,477	8.0%
Utilities	4,369,426	5,001,000	5,001,000	0	0.0%
Materials - Operational	4,737,504	5,035,127	4,457,604	(577,523)	-11.5%
Property Insurance	1,972,349	3,446,600	3,446,600	0	0.0%
Telephone and Telegraph	3,064,891	3,299,380	3,234,980	(64,400)	-2.0%
Replacement Parts	2,944,388	2,997,600	2,993,675	(3,925)	-0.1%
Fuels and Oils	2,302,939	3,501,300	2,850,972	(650,328)	-18.6%
Supplies - Operational	1,119,248	926,150	1,146,500	220,350	23.8%
Supplies - Office	355,224	516,300	526,650	10,350	2.0%
Office/Equipment Rentals	428,456	414,096	418,980	4,884	1.2%
Uniforms and Accessories	427,097	399,260	394,960	(4,300)	-1.1%
Dues, Books and Subscriptions	290,087	265,300	301,590	36,290	13.7%
Tools and Equipment	164,363	177,248	181,700	4,452	2.5%
Armored Truck Service	168,924	170,000	170,000	0	0.0%
Employee Training	117,375	141,300	161,571	20,271	14.3%
Travel and Subsistence	92,512	96,550	121,925	25,375	26.3%
Building Equipment	96,443	92,282	92,782	500	0.5%
Postage and Express	276,910	714,787	87,690	(627,097)	-87.7%
Employment Medical Expense	74,488	85,000	85,000	0	0.0%
Advertising and Promotion	60,571	109,800	75,200	(34,600)	-31.5%
Police Capital Equipment	32,906	74,500	74,500	0	0.0%
Printing and Publications	77,505	74,425	67,575	(6,850)	-9.2%
Roadway Equipment	52,073	49,975	54,269	4,294	8.6%
Bond Trustee	36,641	50,000	50,000	0	0.0%
Office Equipment	6,463	46,665	29,515	(17,150)	-36.8%
Other Expenses	21,469	26,800	26,500	(300)	-1.1%
Other Capital Equipment	54,412	10,250	6,500	(3,750)	-36.6%

**FY 2018 Maintenance and Operations Budget
By Major Account (continued)**

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Advisory Committee Expense	14,111	1,000	5,000	4,000	400.0%
Cafeteria Equipment	4,777	0	0	0	N/A
Cash Handling Equipment	0	500	0	(500)	-100.0%
Sub-Total	\$150,532,669	\$172,409,677	\$187,770,548	\$15,360,871	8.9%
Recovery of Expenses	(2,772,081)	(2,259,500)	(2,250,500)	9,000	-0.4%
AUTHORITY TOTAL	\$309,238,857	\$336,261,047	\$352,750,078	\$16,489,030	4.9%

EXHIBIT 15

MAINTENANCE AND OPERATIONS ACCOUNTS

For fiscal year 2018, Salaries and Wages decreased by \$3.3 million due to phasing of departmental vacancies and the elimination of 55 funded vacant positions.

Retirement increased by \$4.6 million compared to the 2017 Budget reflecting an increase in the budgeted State Employees Retirement System (SERS) pension contribution rate. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.

Employee Group Insurance increased by \$0.7 million based on projected employee enrollment and the rising cost of health care, including additional increases required by collective bargaining agreements. This account includes group medical, dental, optical and life, as well as retiree health and life insurance.

Outside Services increased by \$7 million to support and enhance electronic toll collection and violation enforcement. This includes funding for the Customer Service Call Center to cover increased call rates, call minutes and support the new Illinois Route 390 Tollway. In addition, outside services increased to support technical assistance programs and a new workforce development center that helps to increase participation on tollway projects by diverse businesses and underrepresented individuals.

Credit Card Fees and Bank Charges increased by \$3 million to accommodate merchant card fees associated with increased revenue and electronic toll payments from commercial vehicles.

Office/Equipment-Maintenance increased by \$3.8 million mainly due to increased costs for maintenance services in the areas of toll collection equipment, the new Accenture Tolling Solutions (ATS) system, and Oracle infrastructure expansion project.

Workers' Compensation Insurance decreased by \$0.2 million to adjust for trends identified in the latest actuarial study.

Consulting Services increased by \$2.2 million, new development phase of Next Generation Network and ATS system support will be performed by System Development Integration (SDI) consultants.

Contracted Maintenance Service increased by \$0.4 million mainly due to increases in maintenance needed to support increases in ITS devices (Sensys, weigh-in-motion, roadway weather information

system equipment and security surveillance) on our system.

Operational Materials and Fuels and Oils decreased by \$0.6 million and \$0.7 million respectively due to favorable pricing on salt and fuel.

Postage and Express decreased by \$0.1 million as I-PASS mailings will be managed by an outside vendor.

**FY 2018 Maintenance and Operations Budget
By Department
(\$ thousands)**

Department	2016 Actual Expenditures	2017 Budget	2018 Budget Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Business Systems	\$69,406	\$75,690	\$85,854	\$10,164	13.4%
Engineering	70,475	74,371	76,018	1,647	2.2%
Executive Office and Directors	1,424	2,126	2,283	157	7.4%
Information Technology	14,681	15,786	18,682	2,896	18.3%
Inspector General	920	954	954	0	0.0%
Internal Audit	749	828	924	97	11.7%
Legal	1,450	1,854	1,854	0	0.0%
Office of Enterprise Wide Operations	67,979	68,393	68,798	404	0.6%
Administration	3,901	4,410	4,347	(64)	-1.4%
Communications	1,407	1,670	1,670	0	0.0%
Diversity and Strategic Development	2,119	4,145	5,846	1,701	41.0%
Toll Operations	60,552	58,168	56,936	(1,233)	-2.1%
Office Of Finance	48,910	60,278	61,313	1,035	1.7%
Finance	44,250	55,399	56,458	1,059	1.9%
Procurement	4,660	4,880	4,855	(24)	-0.5%
Planning	2,049	2,264	2,375	111	4.9%
State Police	31,197	33,715	33,694	(21)	-0.1%
Authority Total	\$309,239	\$336,261	\$352,750	\$16,489	4.9%

EXHIBIT 16

**FY 2018 Maintenance and Operations Budget
% of Total Budget by Department**

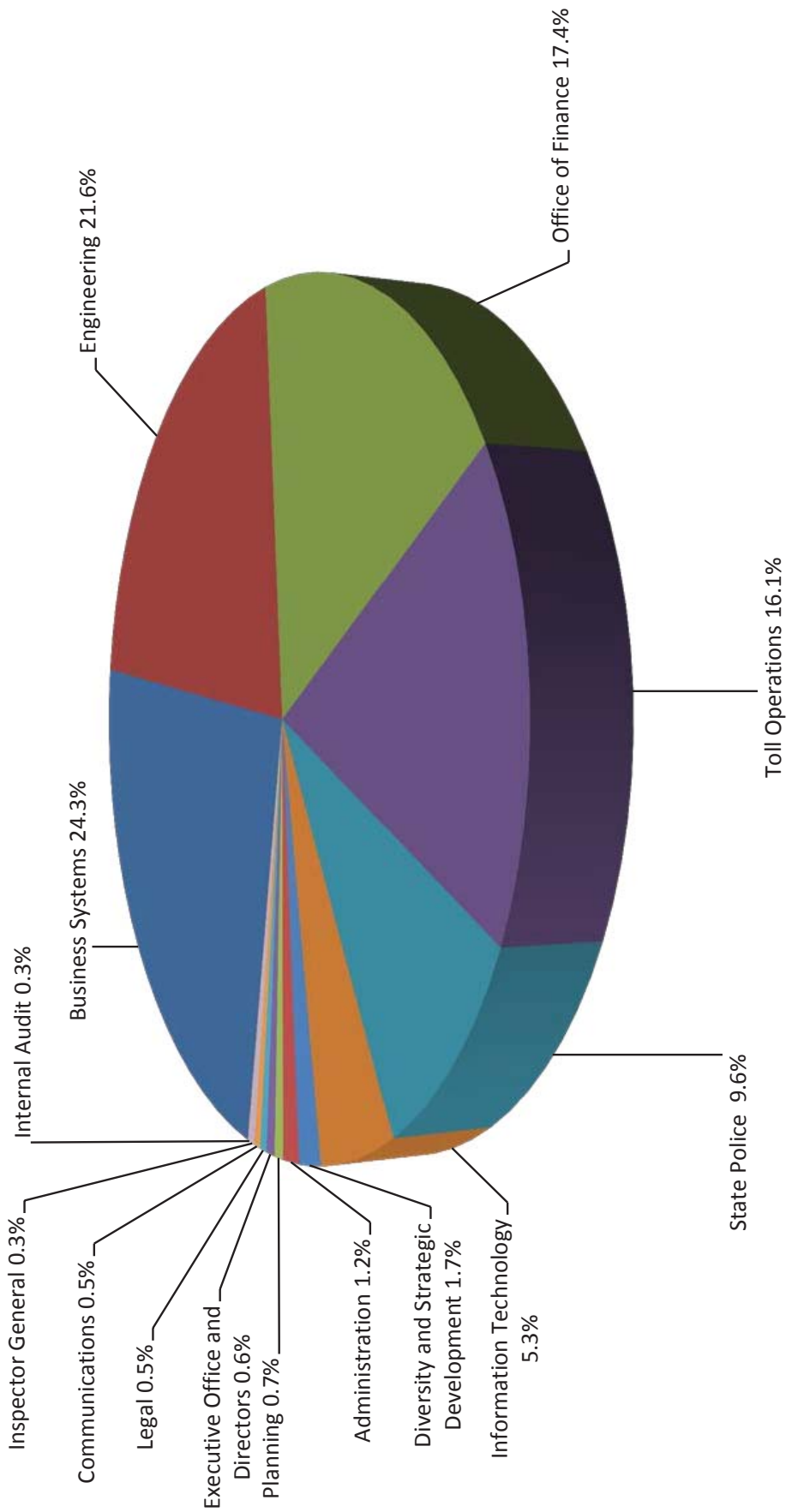


EXHIBIT 17

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OVERVIEW OF TOLLWAY STRATEGIC PLAN

MISSION STATEMENT

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

STRATEGIC OUTCOMES

With this mission statement in mind, the Illinois Tollway is guided by the “Budgeting for Results” strategic outcomes that are outlined by the Governor’s Office of Management and Budget:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

These strategic outcomes represent the Tollway’s long-range goals and objectives which have been clearly defined and given high priority by management. These strategic outcomes are generally considered multi-year programs.

5. Performance Metrics
6. The strategic outcomes are in turn, aligned with the following performance metrics:
7. I-PASS rush-hour transactions percentage
8. I-PASS all-hours transactions percentage
9. Travel-time index congestion measure
10. Incident response time
11. Incident clearance time
12. Construction Program budget to committed contract variance
13. Pavement rating
14. Frontline staff percentage
15. Total transactions per full-time employee
16. I-PASS Call Center responsiveness

These performance metrics are reported to Tollway management, as well as the Governor’s Office to ensure that the Tollway’s mission statement and corresponding strategic outcomes are kept on track at all times throughout the organization.

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 match the Tollway's performance metrics with those of similar roadway systems throughout the U.S.

DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND OBJECTIVES

Included in the Departmental Budgets and Narratives section are the 2017 Accomplishments as well as the 2018 Goals and Objectives for each department. These are aligned to the Tollway's strategic outcomes which are generally long-term in nature, while others pertain to internal departmental goals and objectives which are generally short-term in nature and sometimes 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 Operating Metrics

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. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2017 YTD (Jan-Sept)	Internal Tollway Target	External Benchmark
1	2, 4	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.	90.7%	92.0%	85.5% - Florida Turnpike Mainline Southern Facilities FY 2014*
2	2, 4	I-PASS All Hours Transactions 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.	87.6%	88.0%	81.4% - Florida Turnpike FY 2014**
3	2, 3, 4	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 = 1.03 PM Peak = 1.12 Total Day = 1.01	AM = 1.00 PM = 1.00 TD = 1.00	AM = 1.25 Atlanta PM = 1.35 Atlanta TD = Not Available***
4	2	Incident 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 = 05:03 min Fatality Response Time = 04:09 min Property Damage Response Time = 08:33 min	PIR = 5:00 min FR = 5:00 min PDR = 9:00 min	PIR = Not Available FR = 28:00 min PDR = Not Available Washington State

Sources:

* Estimated from http://www.floridasturnpike.com/downloads/TEAR/2014/06_SumPass_202014.pdf (p. 37)

** http://www.floridasturnpike.com/downloads/TEAR/2014/06_SumPass_202014.pdf (p. 1)

*** 2011 Transportation Metropolitan Atlanta Report - Georgia Regional Transportation Authority http://www.grta.org/ftp/2011_Transportation_MAP_Report.pdf

Overview of Tollway Operating Metrics (continued)

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. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2017 YTD (Jan-Sept)	Internal Tollway Target	External Benchmark
5	2	Incident Clearance Time	Measures the Tollway's ability to remedy congestion creating traffic incidents.	Personal Injury Clearance Time = 27:58 min Fatality Clearance Time = 01:03 hrs Property Damage Clearance Time = 15:16 min	PIC = 28:00 min FC = 2:45:00 hrs PDC = 12:00 min	PIC = 2:50 hr FC = 4:06 hr PDC = Not Available Washington State
6	1, 2, 3	Const. Program Budget to Committed Contract Variance	Measures the Tollway's ability to manage its construction program to budget.	-10.4%	0%	Not Available
7	2	Pavement Rating*	Measures the condition of the Tollway's roads.	Excellent = N/A Good = N/A Transitional = N/A Fair = N/A Poor = 0% Not Avail. (under const) = N/A	Excellent=70% Good=25% Transitional=5% Fair=0% Poor=0% NA=0%	Excellent=25% Good=59% Transitional=0% Fair=10% Poor=6% NA=0% Oregon DOT
8	1, 2, 3, 4	Frontline Staff Percentage	Measures the percentage of frontline employees to total employees.	75%	75%	Not Available
9	2, 3	Total Transactions per FTE	Measures the efficiency of service delivery.	1924	1746	598 - Oklahoma
10	2	I-PASS Call Center Responsiveness	Measures the responsiveness of the I-PASS Call Center to customer calls.	1) Average time to answer = 3:06 min 2) Average talk Time = 9:01 min	1) Average time to answer = 1:30 min 2) Average talk Time = N/A	Not Available

* Consulting Engineer's 2016 Annual Report

Performance Measurements - Historical Trends

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. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2013	2014	2015	2016*	2017 YTD (Jan-Sept)*
1	2, 4	I-PASS Rush Hour Transactions Percentage	90.5%	90.4%	90.4%	90.5%	90.7%
2	2, 4	I-PASS All Hours Transactions Percentage	86.5%	86.6%	86.6%	87.0%	87.6%
3	2, 3, 4	Travel Time Index Congestion Measure	AM Peak = 1.02 PM Peak = 1.11 Total Day = 1.00	AM Peak = 1.06 PM Peak = 1.15 Total Day = 1.02	AM Peak = 1.05 PM Peak = 1.19 Total Day = 1.02	AM Peak = 1.03 PM Peak = 1.12 Total Day = 1.01	AM Peak = 1.03 PM Peak = 1.12 Total Day = 1.01
4	2	Incident Response Time	Personal Injury Response Time (PIR) = 5:50 min Fatality Response Time (FR) = 5:30 min Property Damage Response Time (PDR) = 9:40 min	PIR = 6:10 min FR = 5:30 min PDR = 10:20 min	PIR = 06:25 min FR = 04:47 min PDR = 10:30 min	PIR = 06:27 min FR = 04:15 min PDR = 11:54 min	PIR = 05:03 min FR = 04:09 min PDR = 8:33 min
5	2	Incident Clearance Time	Property Injury Clearance (PIC) = 31:10 min Fatality Clearance Time (FC) = 3:15:58 hrs Property Damage Clearance (PDC) = 16:35 min	PIC = 32:10 min FC = 3:33:37 hrs PDC = 18:50 min	PIR = 31:05 min FR = 03:45:33 hrs PDR = 15:10 min	PIR = 29:45 min FR = 02:43:12 hrs PDR = 16:21 min	PIR = 27:58 min FR = 01:03:38 hrs PDR = 15:16 min

* Travel time indices for 2016 and 2017 were calculated using travel time data from INRIX. Previous years used I-PASS transaction data.

Performance Measurements - Historical Trends (continued)

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. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2013	2014	2015	2016	2017 YTD (Jan-Sept)
6	1, 2, 3	Const. Program Budget to Committed Contract Variance	-13.1%	2.0%	-9.9%	-19.1%	-10.4%
7	2	Pavement Rating*	Excellent = 59% Good = 19% Transitional = 5% Fair = 10% Poor = 0.8% Not Avail. (under const) = 6%	Excellent = 70% Good = 16% Transitional = 7% Fair = 6% Poor = 0.2% Not Avail. (under const) = 0.4%	Excellent = 44% Good = 30% Transitional = 5% Fair = 2% Poor = 0% Not Avail. (under const) = 20% *	Excellent = 50% Good = 27% Transitional = 8% Fair = 3% Poor = 0% Not Avail. (under const) = 12% *	Excellent = N/A Good = N/A Transitional = N/A Fair = N/A Poor = N/A Not Avail. (under const) = N/A
8	1, 2, 3, 4	Frontline Staff Percentage	74%	74%	74%	75%	75%
9	2, 3	Total Transactions per FTE	1514	1532	1652	1766	1924
10	2	I-PASS Call Center Responsiveness	1) Average time to answer = 3.5 min 2) Average talk time = 6.9 min	1) Average time to answer = 0.46 min 2) Average talk time = 6.48 min	1) Average time to answer = 0.51 min 2) Average talk time = 6.67 min	1) Average time to answer = .59 min 2) Average talk time = 7.00 min	1) Average time to answer = 3.06 min 2) Average talk time = 9.01 min

* Consulting Engineer's 2016 Annual Report

DEPARTMENT FUNCTIONS OVERVIEW

	2018 Budget Requested
ADMINISTRATION	\$4,346,720
Responsible for the development and implementation of administrative policies and procedures and employee compliance therewith	
BUSINESS SYSTEMS	\$85,854,395
Responsible for the operation and maintenance of the open road tolling system and collection of toll revenue from toll violators	
COMMUNICATIONS	\$1,669,684
Responsible for all external and internal communications between the Tollway and its constituents	
DIVERSITY AND STRATEGIC DEVELOPMENT	\$5,845,709
Responsible for promoting, developing and implementing a comprehensive diversity program	
ENGINEERING	\$76,018,307
Responsible for the construction, program management and maintenance of the roadways	
EXECUTIVE OFFICE AND DIRECTORS	\$2,283,273
Sets policies for the organization and overall management of the Tollway	
OFFICE OF FINANCE	\$61,312,877
Responsible for financial reporting, accounting, budgeting, accounts payable, payroll, risk management, fiscal operations, revenue toll audit and bond issuances / Responsible for all purchasing and procurement issues and authorized to execute contracts and place orders for goods and services	
INFORMATION TECHNOLOGY	\$18,682,034
Responsible for planning, directing, managing and controlling all information technologies and telecommunications throughout the Tollway	
OFFICE OF INSPECTOR GENERAL	\$953,909
Responsible for investigating instances of waste, inefficiencies, fraud, corruption, misconduct and mismanagement of the day-to-day operations of the Tollway	
INTERNAL AUDIT	\$924,163
Responsible for recommending improvements and changes that increase the economy, efficiency and effectiveness of Tollway projects and processes.	



	2018 Budget Requested
LEGAL	\$1,854,268
<hr/>	
Legal advisor and attorney for the Tollway	
PLANNING	\$2,375,141
<hr/>	
The Planning Department is responsible for Strategic Programming and Planning, Inter-Governmental Agreements, Environmental and Landscaping, Legislation & Policy, Community Relations, Property Management, Geographic Information System (GIS) and Geometrics	
ILLINOIS STATE POLICE DISTRICT 15	\$33,693,909
<hr/>	
Responsible for providing comprehensive law enforcement services	
TOLL OPERATIONS	\$56,935,688
<hr/>	
Responsible for providing the necessary resources and services to maintain the Tollway's operations, as well as managing the collection and counting of tolls	

EXHIBIT 20

ADMINISTRATION

SUMMARY

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 departmental as well as organizational issues are addressed so the Tollway functions efficiently and effectively.

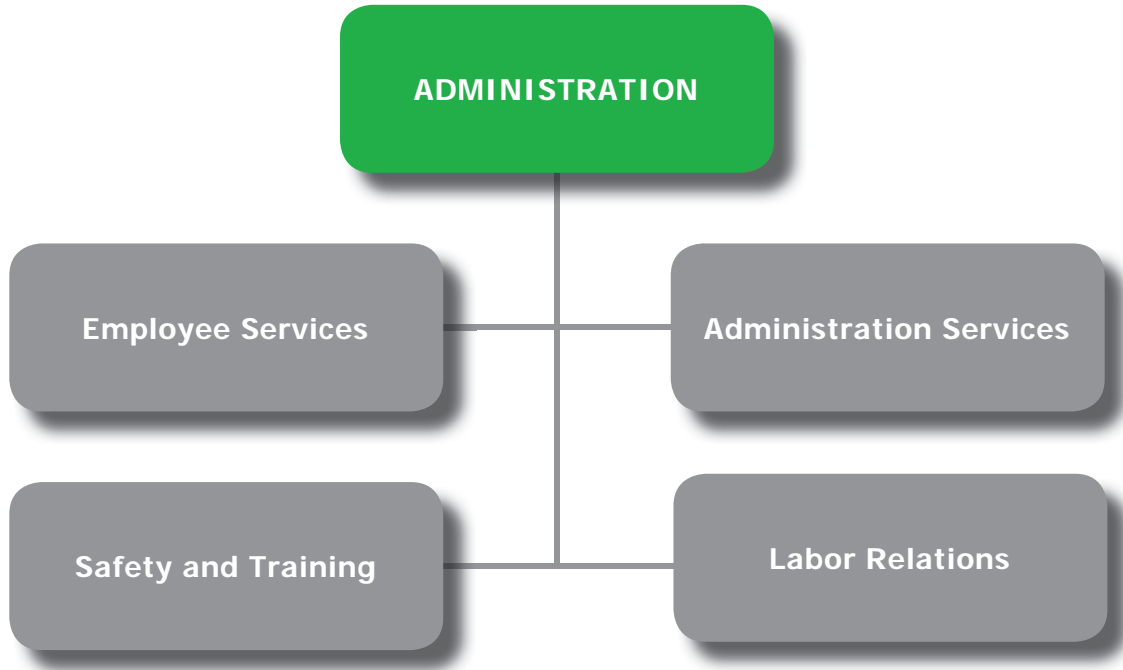


EXHIBIT 21



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$1,764,986	\$1,814,803	\$1,737,701	(\$77,102)	-4.2%
FICA and Retirement	893,187	1,008,196	1,071,519	63,323	6.3%
Payroll Sub-Total	\$2,658,172	\$2,822,999	\$2,809,220	(\$13,779)	-0.5%
Telephone and Telegraph	831,632	853,000	853,000	-	0.0%
Outside Services	130,192	255,000	255,000	-	0.0%
Office Equipment-Maintenance	116,649	202,000	152,000	(50,000)	-24.8%
Supplies - Office	61,839	95,000	95,000	-	0.0%
Employment Medical Expense	74,488	85,000	85,000	-	0.0%
Employee Training	58,403	37,000	37,000	-	0.0%
Office/Equipment Rentals	19,257	15,000	15,000	-	0.0%
Dues, Books and Subscriptions	4,931	10,000	10,000	-	0.0%
Other Expenses	11,699	10,000	10,000	-	0.0%
Postage and Express	(75,670)	9,000	9,000	-	0.0%
Supplies - Operational	3,932	7,000	7,000	-	0.0%
Travel and Subsistence	212	5,000	5,000	-	0.0%
Advertising and Promotion	2,539	4,000	4,000	-	0.0%
Replacement Parts	1,122	500	500	-	0.0%
Printing and Publications	23	-	-	-	N/A
Office Equipment	1,530	-	-	-	N/A
Sub-Total	\$1,242,778	\$1,587,500	\$1,537,500	(\$50,000)	-3.1%
Recovery of Expenses	(390)	-	-	-	N/A
DEPARTMENT TOTAL	\$3,900,561	\$4,410,499	\$4,346,720	(\$63,779)	-1.4%

EXHIBIT 22

The Fiscal Year 2018 Budget Request is \$4.3 million, a decrease of \$64 thousand or 1.4 percent below the Fiscal Year 2017 Budget amount. Total payroll is \$2.8 million and includes 33 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$77 thousand compared to the 2017 Budget. This decrease reflects the phasing of vacant positions.
- FICA and Retirement increased by \$63 thousand compared to the 2017 Budget due to an increase in the budgeted SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS

Outcomes	Administration - 2017 Accomplishments
3	Conducted a succession planning review.
3	Implemented online performance evaluation system.

EXHIBIT 23-1

2018 GOALS AND OUTCOMES

Outcomes	Administration - 2018 Goals/Objectives
3	To continue to provide our internal and external customers with good customer service.
3	Revise on-boarding procedures to make them shorter and more dynamic.
3	Continue to create annual Employment Plans to improve and focus outreach to diverse communities.

EXHIBIT 23-2

DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Administration Manager	1	1	1
Administration Secretary I	1	1	1
Administration Specialist	1	1	0
Central Information Database Specialist	0	1	1
Chief of Administration	1	1	1
CIS Coordinator	1	1	1
Customer Relations Coordinator	1	1	1
Customer Relations Supervisor	1	0	0
EEO Clerk	0	1	0
EEO/AA	1	1	0
Employee Benefits Clerk	1	1	1
Employee Benefits Manager	1	1	1
Employee Benefits Specialist	2	2	2
Employee Services Coordinator	3	4	4
Employee Services Manager	1	1	1
Employee Services Supervisor	1	1	1
Executive Secretary	1	1	1
Human Resources Placement Specialist	4	3	3
Labor Relations Analyst	1	1	1
Labor Relations Manager	1	1	1
Leave Analyst	0	1	1
Mail and Duplication Clerk	3	3	2
Safety and Training Manager	1	1	1
Safety Supervisor	1	1	1
Senior Manager of Employee Services	1	1	1
Senior Manager of Security	1	1	1
Supervisor Workers Comp Claims	1	1	0
Switchboard Operator	4	4	4
TOTAL	36	38	33

EXHIBIT 24

BUSINESS SYSTEMS

SUMMARY

The Department of Business Systems is responsible for the operation and maintenance of electronic tolling system hardware and software, which also includes collecting toll revenues from toll violators and assessing fines and imposing sanctions. The department monitors the contracts and performance of the structure surrounding the electronic tolling system. Additionally, Business Systems provides support through the Customer Service Call Center, which acts as a single point of contact for all customer calls that relate to I-PASS, violations processing and unpaid toll services.

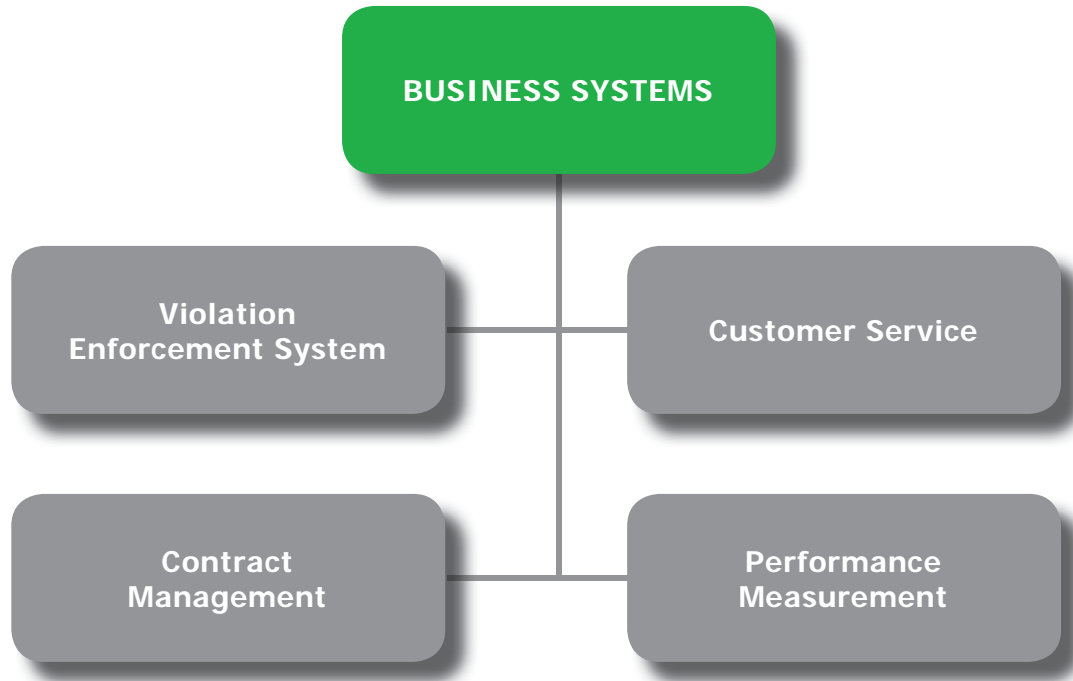


EXHIBIT 25



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$3,159,766	\$3,185,610	\$3,175,252	(\$10,358)	-0.3%
FICA and Retirement	1,659,548	1,769,734	1,957,956	188,222	10.6%
Payroll Sub-Total	\$4,819,314	\$4,955,344	\$5,133,208	\$177,864	3.6%
Outside Services	25,785,674	27,355,860	32,385,249	5,029,389	18.4%
Bank Charges	22,970,207	24,000,000	27,000,000	3,000,000	12.5%
Office Equipment-Maintenance	14,316,790	17,124,000	19,499,278	2,375,278	13.9%
Telephone and Telegraph	1,614,449	1,572,480	1,748,480	176,000	11.2%
Office/Equipment Rentals	328,534	363,396	374,280	10,884	3.0%
Dues, Books and Subscriptions	105,739	125,000	125,000	-	0.0%
Contracted Maintenance Service	80,099	88,523	110,000	21,477	24.3%
Supplies - Office	66,551	102,000	102,000	-	0.0%
Printing and Publications	24,000	24,000	24,000	-	0.0%
Postage and Express	306,989	647,187	20,200	(626,987)	-96.9%
Replacement Parts	5,492	9,600	9,600	-	0.0%
Travel and Subsistence	11,429	8,000	8,000	-	0.0%
Supplies - Operational	16,864	5,100	5,100	-	0.0%
Employee Training	487	4,000	4,000	-	0.0%
Other Capital Equipment	-	2,000	2,000	-	0.0%
Materials - Operational	-	1,500	1,500	-	0.0%
Other Expenses	1,990	1,000	1,000	-	0.0%
Office Equipment	621	1,000	1,000	-	0.0%
Advertising and Promotion	250	500	500	-	0.0%
Sub-Total	\$65,636,166	\$71,435,146	\$81,421,187	\$9,986,041	14.0%
Recovery of Expenses	(1,049,274)	(700,000)	(700,000)	-	0.0%
DEPARTMENT TOTAL	\$69,406,205	\$75,690,490	\$85,854,395	\$10,163,905	13.4%

EXHIBIT 26

The fiscal year 2018 Budget request is \$85.9 million, an increase of \$10.2 million, or 13.4 percent, above the fiscal year 2017 Budget amount. Total payroll is \$5.1 million and includes 61 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$10 thousand compared to the 2017 Budget. This decrease reflects the phasing of vacant positions.
- FICA and Retirement increased by \$188 thousand compared to the 2017 Budget due to an increase in the budgeted SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.
- Outside Services increased by \$5 million to support and enhance electronic toll collection and

violation processes. This includes funding to cover increased call volume and higher call rates per minute with Customer Service Call Center vendor, as well as an increase in violation image reviews and an increase in the minimum wage rate in Chicago.

- Credit Card Feeds and Bank Charges increased by \$3 million due to increased amount of toll transactions.
- Office Equipment – Maintenance costs increased by \$2.4 million to cover the maintenance of additional lanes.
- Telephone and Telegraph increased by \$176 thousand to cover call minute increases anticipated in the Customer Service Call Center.
- Postage and Express decreased by \$627 thousand as I-PASS mailings will now be managed by an outside vendor.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS

Outcomes	Business Systems - 2017 Accomplishments
2,3	Continued to enhance functionality and performance of a new, cutting-edge back-office electronic tolling system. This new system replaced the I-PASS account management, violations management and reciprocity management previously performed within the custom RITE system. The new system provides the functionality and flexibility necessary to support a number of customer service improvements, including enhanced customer self-service, new violations processes for the Illinois Route 390 Tollway, new video toll charges, text message alerts, automated settlement calculation capability, and integrated call center functionality. Key milestones in 2017 included the collections process, the continued introduction of key reports, enhanced “bad address” performance, new payment plan functionality and preparations for new text messaging functionality.
2,3	Delivering testing of automatic toll payment machines (ATPMs). The Tollway’s existing automatic coin machines (ACMs) are no longer produced and the Tollway has a limited number of spares in inventory. Business Systems will do initial testing with a handful of ATPMs in late 2017 and early 2018, followed by a full purchase for systemwide replacement of ACMs.
2,3	Commenced roll-out of new violations enforcement system (VES) cameras. The Tollway’s existing VES cameras are at end of life, and one of the two models in use is no longer produced. The new cameras will be interfaced to the new back-office system and rolled out across all plazas. The new cameras are anticipated to improve image capture, and thus improve revenues.

Outcomes	Business Systems - 2017 Accomplishments
1,2	Introduced new toll collection points. Continued bringing live new toll collection points in high volumes including 40 new lanes in 2017. This increases overall toll collection points by nearly 50 percent, represents increased transaction volume, which has required expanded operations capacity (e.g., new seats at cusotmer service call center) and revenues.
2,3	Published RFP for a new contract for lane-based technology maintenance, inventory management and hardware replacements and repairs.

EXHIBIT 27-1

2018 GOALS AND OUTCOMES

Outcomes	Business Systems - 2018 Goals/Objectives
2,3	Establish a new contract for lane-based technology maintenance, inventory management and hardware replacements and repairs.
2,3	Maximize functionality of new back-office electronic tolling system, including the continued fine-tuning of processes, such as the calibration of fingerprinting, as well as the introduction of deferred functionality, such as SMS capability. Also work on new major system innovations for revenue enhancement, such as video tolling rates.
2,3	Finalize tests for new automatic toll payment machines (ATPMs) and determine whether to procure for systemwide replacement of automatic coin machines (ACMs).
2,3	Finalize implementation of new violations enforcement system (VES) cameras at all plazas. This includes integration, testing and tuning activities.
2,3	Test “fingerprinting” functionality of back-office system to determine if it is possible to improve auto-matching of license plate images that would help avoid some of manual image review costs.
2,3	Introduce new text messaging functionality for I-PASS customers, letting them know by text message that account balances are low and/or credit cards were declined.

EXHIBIT 27-2

BUSINESS SYSTEMS DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Business Systems Project Administrator	1	0	0
Chief of Business Systems	1	1	1
Customer Service Analyst	2	2	2
Customer Service Inventory Specialist	1	1	1
Customer Service Manager	5	5	5
Customer Service Representative	36	36	36
Deputy Chief of Business Systems - Ops	1	1	1
Director Electronic Tolling Initiatives	1	1	1
Executive Secretary	1	1	1
General Manager of Contract Management	1	1	1
General Manager of Performance Measurement	1	1	1
I-PASS Coordinator	1	1	1
Operations Project Administrator	1	1	1
Performance Measurement Project Administrator	1	2	2
Project Administrator	3	2	2
Project Coordinator	1	1	1
Secretary III	1	1	1
Senior Manager of Customer Service	1	1	1
Senior Manager of Customer Service - Fleet	1	1	1
Special Projects Manager	2	1	1
TOTAL	63	61	61

EXHIBIT 28

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COMMUNICATIONS

SUMMARY

The Communications Department is responsible for external and internal communications between the Tollway and its constituents including 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 enhance customer service and raise awareness of the Tollway as a safe and efficient travel option. The Communications Department oversees the following functions: Customer/Construction Communications, External Communications, Internal Communications, Message and Outreach, Media Relations and Marketing.

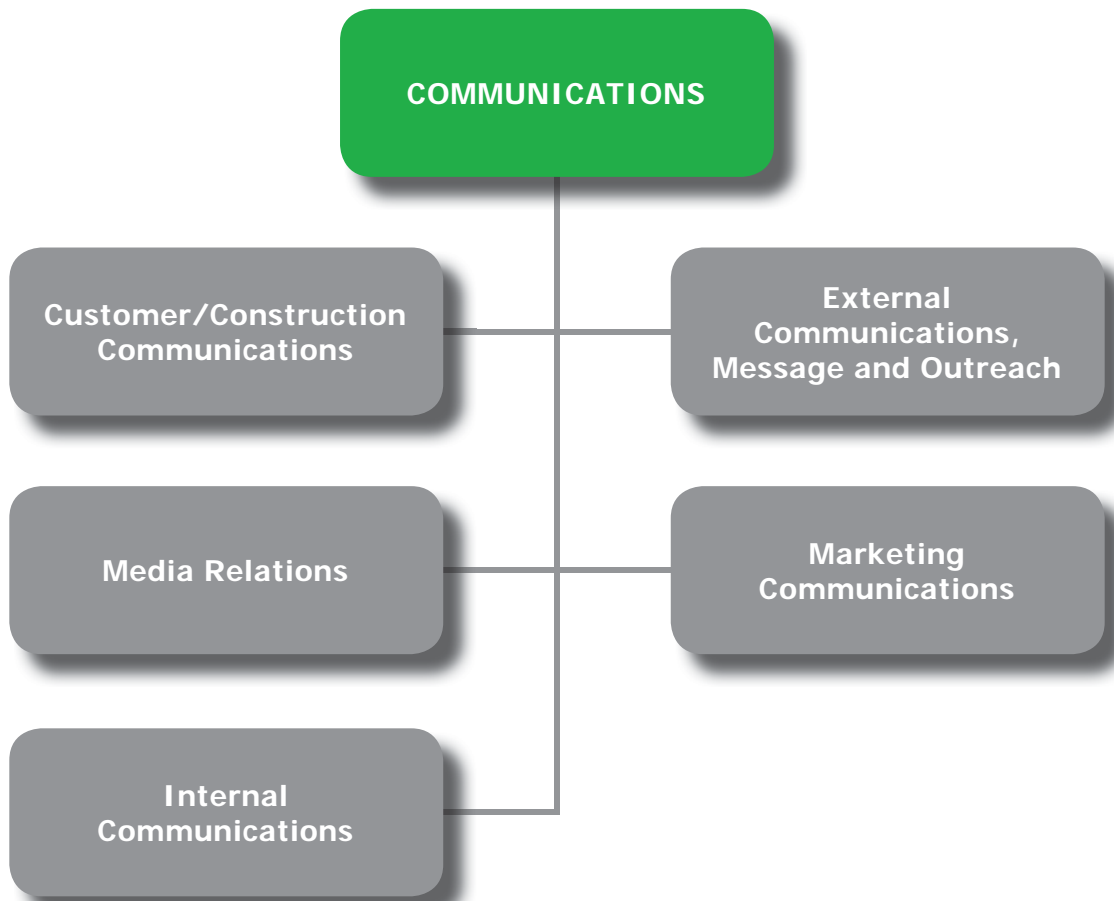


EXHIBIT 29



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$836,480	\$950,140	\$958,280	\$8,140	0.9%
FICA and Retirement	435,274	527,841	590,904	63,063	11.9%
Payroll Sub-Total	\$1,271,754	\$1,477,981	\$1,549,184	\$71,203	4.8%
Consulting Services	36,698	40,000	40,000	-	0.0%
Printing and Publications	59,174	40,000	34,000	(6,000)	-15.0%
Advertising and Promotion	12,972	77,000	25,000	(52,000)	-67.5%
Supplies - Office	12,554	9,000	5,000	(4,000)	-44.4%
Office Equipment	-	10,000	4,000	(6,000)	-60.0%
Dues, Books and Subscriptions	1,316	3,200	2,500	(700)	-21.9%
Postage and Express	2,757	2,500	2,500	-	0.0%
Supplies - Operational	1,660	2,000	2,000	-	0.0%
Outside Services	1,256	2,000	1,500	(500)	-25.0%
Telephone and Telegraph	1,261	1,000	1,200	200	20.0%
Office Equipment-Maintenance	-	1,000	1,000	-	0.0%
Employee Training	295	2,000	500	(1,500)	-75.0%
Office/Equipment Rentals	-	1,000	500	(500)	-50.0%
Other Expenses	118	-	500	500	100.0%
Travel and Subsistence	-	1,000	300	(700)	-70.0%
Other Capital Equipment	5,414	-	-	-	N/A
Sub-Total	\$135,475	\$191,700	\$120,500	(\$71,200)	-37.1%
Recovery of Expenses	-	-	-	-	N/A
DEPARTMENT TOTAL	\$1,407,229	\$1,669,681	\$1,669,684	\$3	0.0%

EXHIBIT 30

The Fiscal Year 2018 Budget Request is \$1.7 million, zero percent above the Fiscal Year 2017 Budget amount. Total payroll is \$1.5 million and includes 11 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$8 thousand compared to the 2017 Budget. This increase reflects salary and wage adjustments.
- FICA and Retirement increased by \$63 thousand compared to the 2017 Budget due to an increase in the budgeted SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.
- Advertising & Promotion decreased \$52 thousand.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS

Outcomes	2017 Accomplishments - Communications
1,2,3,4	Developed the communications plan and all community outreach materials, video and industry event for the Jane Addams Memorial Tollway (I-90).
1,2,3	Developed the communications plan and all community outreach materials and videos to assist with the public education for the implementation of SmartRoad technology incorporated on Jane Addams Memorial Tollway (I-90).
1,2,3,4	Developed the communications plan, all community outreach materials and opening events for the completion of Illinois Route 390.
1,2,3	Developed the materials and messaging to support the expansion of the Tollway’s Technical Assistance program. Developed a marketing toolkit for each of the program providers.
2	Designed and launched the new Help Truck at the Chicago Auto Show. Along with the launching of the Help Truck Tracker a new customer service option.
1,2,3,4	Supported Planning and Engineering with communication and outreach materials for the Central Tri-State plan.
1,2,3,4	Executed a variety of press events with Tollway partners and other state agencies including Pace, IDOT and ISP.
1,2,3,4	Rebranded and redesigned external and internal Tollway newsletters as well as launched social media initiatives on Facebook and Twitter. Expanded Twitter feeds to provide customers with agency information and customer information.
3	Redeveloped presentation outreach initiatives, and expanded the number of presentation opportunities. Introduced a new format, decks and Slido to agency presentations and events.
4	Completed the most successful year of Operation Kid with Illinois State Police, doubling the number of seat checks and kid’s identification cards.
3	Reduced departmental budget by designing and producing an a new web based agency annual report.
2,3	Supported agency’s administration training video and security initiatives including new active shooter education videos for CA, M Sites and Toll Plazas.
1,2,3	Worked with Diversity to update marketing materials and develop a comprehensive program overview video.

Outcomes	2017 Accomplishments - Communications
2	Worked with Illinois State Police to design, and produce the Traffic Safety Challenge submission. The agency took second place.
4	Developed and launched the Move It program and Wellness Council with approximately 100 participants.
4	Expanded customer appreciation efforts with the largest distribution of 16,000 trees and seeds at six Tollway locations.
2,3	Assist Business Systems to educate customers about the change in business rules related to video tolling and the test and launch of and “I-PASS in Every Car” campaign.
3	Work with Pace to develop a public education communication plan for their program on I-90.
1,2,3,4	Issued news releases announcing Engineering Department contract awards, professional services bulletins and Move Illinois projects, as well as daily construction alerts to highlight the Tollway’s commitment to promoting economic development.
2	Received 2017 Golden Trumpet Award from the Publicity Club of Chicago for the Illinois Route 390 Community Outreach and the I-90 Media Event.
2	Launched the 2018 Tollway Map Cover Art Contest to promote Illinois Proud in conjunction with the State of Illinois’ Bicentennial Celebration.

EXHIBIT 31-1

2018 GOALS AND OUTCOMES

Outcomes	2018 Goals/Objectives - Communications
1,2,3	Increase the Tollway’s visibility and brand awareness beyond current target markets.
1	Rebrand the Department of Diversity and Strategic Development to clearly and concisely define current programs and provide a platform for future program development, and committee engagement.
1,2,3,4	Implement annual communications and marketing plan that is based on the vision of Tollway leadership, reflects annual budget and provides the agency staff with key points and clear messages that can be used throughout the year.
1,2,3	Develop and execute a plan to survey customers and stakeholders to clarify current expectations of the Tollway and identify growing trends and future expectations.
1,2,3	Further develop and implement an enhanced brand for the Tollway with applications for programs and services, presentations, signage, website, internal and external communications.

Outcomes	2018 Goals/Objectives - Communications
1,2,3	Expand communication/marketing plans that educate and inform customers and stakeholders on the value and benefits of implemented technologies, economic development and system construction completions, Central Tri-State, I-490, and systemwide improvements.
1,2,3	Develop and implement communication/marketing plans that educate and inform customers and stakeholders on the value and benefits of topic targeted campaigns utilizing electronic communication and social media.
1,2,3	Enhanced communication mechanisms and opportunities between other transportation agencies, Governor’s office, legislators, communities, and the Tollway Board of Directors.
4	Identify opportunities for Tollway to have a more outward perspective, refresh events and activities to be more contemporary.
1,2,3,4	Expand proactive communication and outreach opportunities that will provide an additional mechanism to highlight the Tollway’s accomplishments, environmental commitments, diversity opportunities and overall agency successes.
3	Identify opportunities to enhance internal communications throughout the agency.
2,3	Identify opportunities to transform print materials to digital media in order to increase transparency and expansion of communication with a wider audience of stakeholders.

EXHIBIT 31-2

DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Assistant Multimedia Project Specialist	1	1	1
Assistant Press Secretary	1	1	1
Chief of Communications	1	1	1
Executive Secretary	1	1	1
Graphic Designer	1	1	1
Manager of Public Affairs	1	1	1
Marketing Communications Manager	1	1	1
Press Secretary	1	1	1
Senior Manager of Communications	1	1	1
Senior Manager of Communications and Marketing	1	1	1
Senior Manager of Program Development	0	1	1
Writing Specialist	1	1	0
TOTAL	11	12	11

EXHIBIT 32

DIVERSITY AND STRATEGIC DEVELOPMENT

SUMMARY

The Diversity and Strategic Development Department is responsible for promoting, developing and implementing a comprehensive diversity program on behalf of the Tollway to ensure inclusion and equal opportunity for all. The focus is on increasing access to economic opportunities for disadvantaged, minority- and women-owned enterprise (D/M/WBE) businesses and veteran and service-disabled, veteran-owned (VOSB/SDVOSB) firms, as well as underemployed individuals. The Tollway remains focused on promoting, assisting and ensuring diverse participation in the *Move Illinois* Program and all aspects of its operations, including contracting, consulting and the supply of goods and services. The department coordinates community relations activities with respect to diversity matters and interaction with community groups, regional planning organizations, industry associations and others. The Diversity and Strategic Development Department seeks to promote a positive and inclusive climate by focusing on promoting, assisting and ensuring participation of a diverse population in all aspects of its operations, especially for construction and engineering contracts and the supply of other goods and services related to the maintenance and operation of the Tollway.



EXHIBIT 33



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$567,454	\$663,684	\$731,463	\$67,779	10.2%
FICA and Retirement	296,105	368,703	451,042	82,339	22.3%
Payroll Sub-Total	\$863,559	\$1,032,387	\$1,182,505	\$150,118	14.5%
Outside Services	1,157,244	2,678,477	4,424,164	1,745,687	65.2%
Consulting Services	30,000	400,000	176,140	(223,860)	-56.0%
Advertising and Promotion	40,234	20,000	40,000	20,000	100.0%
Travel and Subsistence	4,243	4,000	6,500	2,500	62.5%
Advisory Committee Expense	14,111	1,000	5,000	4,000	400.0%
Employee Training	2,100	3,000	5,000	2,000	66.7%
Supplies - Office	6,144	4,000	4,000	-	0.0%
Telephone and Telegraph	588	500	800	300	60.0%
Dues, Books and Subscriptions	536	600	600	-	0.0%
Postage and Express	286	500	500	-	0.0%
Supplies - Operational	97	300	300	-	0.0%
Other Expenses	-	200	200	-	0.0%
Sub-Total	\$1,255,584	\$3,112,577	\$4,663,204	\$1,550,627	49.8%
Recovery of Expenses	-	-	-	-	N/A
DEPARTMENT TOTAL	\$2,119,143	\$4,144,964	\$5,845,709	\$1,700,745	41.0%

EXHIBIT 34

The Fiscal Year 2018 Budget Request is \$5.8 million, an increase of \$1.7 million or 41 percent above the Fiscal Year 2017 Budget amount. The payroll is \$1.2 million and includes 8 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$68 thousand compared to the 2017 Budget. This increase reflects salary adjustments.
- FICA and Retirement increased by \$82 thousand compared to the 2017 Budget due to an increase in the budgeted SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.
- Outside Services increased \$1.5 million the Workforce Development Program and \$246 thousand for T/A renewal increase.
- Advertising and Promotion increased by \$20 thousand to increase awareness of the new programs available.
- Consulting Services decreased by \$224 thousand based on revised anticipated costs of software services.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS

Outcomes	Diversity - 2017 Accomplishments
1,3	Complete staff cross-training for key functions such as goal setting for DBE/veteran/small businesses on construction and professional services contracts, BEP goal setting, ECP certificate processing and PSB proposal review. Staff attended training to become certified contract compliance administrators.
1,3	Revised Diversity Department brochure and related Diversity Department website content.
1,3	Launched new Partnering for Growth (P4G) Construction Program, the Tollway’s mentor program to include heavy-highway construction industry firms as well as professional engineering services firms. P4G is modeled after best practices and with input from industry advocacy agencies and partners, such as the Diversity Advisory Council and the Illinois Road and Transportation Builders Association.
1,3	Implemented initiatives outlined in the Diversity Recommendations Report adopted by the Tollway Board of Directors in July 2016. The Diversity Report outlines the 14 recommendations contained in the 2015 Disparity Study, along with 13 additional recommendations made by the Diversity Advisory Council. As of August 2017, 14 recommendations are complete/ongoing and four others are in progress.
1,3	Revised all Tollway-related brochures, marketing materials and websites for the Technical Assistance Program service providers.
1,3	Awarded seven new contracts to provide assistance systemwide to emerging businesses through the Tollway’s Technical Assistance Program. The goal is to provide assistance in all areas of business development required to become effective heavy highway construction contractors. In addition to expanding service in Chicago-south suburbs, Aurora and Waukegan, the Tollway established services in Rockford.
1,3	Completed RFP for new Workforce Development Technical Assistance Initiative. The goal is to increase the number of historically underemployed individuals in the heavy-highway construction industry by providing an enhanced mechanism to recruit, train and place more diverse candidates in construction industry jobs. It is expected that the RFP will be issued in 2017 pending approval by the state’s Chief Procurement Office.
1,3	Created new Diversity Department video to highlight program goals and success stories featuring emerging small and diverse construction and professional engineering services firms.

Outcomes	Diversity - 2017 Accomplishments
1,3	Implemented goal setting procedures using the updated Disparity Study data and analysis of the availability and underutilization of DBE firms in the Tollway’s marketplace to adjust DBE participation goals on Tollway contracts. Established a record for DBE participation by awarding selected control contracts to fully measure the impact of the Business Diversity Program via contracts with small business-only goals or no goals.
1,3	Posted contractor EEO compliance reports online. The report highlights the percentage of hours worked on Tollway jobs and includes percentages by ethnicity and gender. This initiative allows the Tollway to demonstrate its commitment to transparency and support increased efforts to recruit, hire and maintain diverse workers.
1,3	Completed review of barriers to Tollway construction contracts that could negatively impact the ability of DBE firms to participate as prime contractors. Recommendation to waive Illinois Department of Transportation prequalification for unbundled contracts below \$5 million, in addition to small business set-aside contracts, will be submitted to the Tollway Board for consideration and approval.
1,3	Launched web-based Earned Credit Program (ECP) Hiring Portal for agencies to post ECP candidate resumes and participating contractors to select and interview thus reducing barriers for historically underemployed groups to work on Tollway construction projects.
1,3	Developed Earned Credit Program (ECP) database and processing system to capture and analyze participation data and credit utilization.
1,3	Streamlined the review and approval process for BEP goal setting, resulting in increased efficiency and improved communication with user departments and reduced processing time.
1,3	Hosted good faith efforts training session for construction industry stakeholders to increase awareness and transparency of the DBE utilization waiver process.
1,3	Hosted Earned Credit Program (ECP) workshop training session for construction industry stakeholders to increase awareness of the utilization of virtual ECP bid credits.
1,3	Redeveloped Tollway’s Navigating the Tollway’s Bid Process webinar to provide a comprehensive walkthrough of the bidding process for new construction firms unfamiliar with the Tollway’s bid submittal and review process. Diversity also hosted an online presentation with advocacy agency partners to roll out the updated webinar, and Technical Assistance Program providers are using the webinar as a tool to instruct companies doing business for the first time with the Tollway.
1,3	Awarded contract to implement a new cloud-based Diversity software solution to track and manage department compliance, goal setting and DBE participation annual goals, as well as more efficiently coordinate department outreach efforts.

Outcomes	Diversity - 2017 Accomplishments
1,3	Created construction contract bid checklist to highlight common mistakes made by firms submitting bids on Tollway construction projects and reduce instances of non-responsive bids due to critical errors and omissions, especially for first-time bidders.

EXHIBIT 35-1

2018 GOALS AND OUTCOMES

Outcomes	Diversity - 2018 Goals/Objectives
1,3	Complete implementation of comprehensive BEP/Veteran payment tracking and compliance system utilizing new cloud-based solution procured in mid-2017.
1,3	Implement the Workforce Development Technical Assistance Initiative (WDTAI) across the Tollway’s service area.
1,3	Award contract for Diversity Compliance Consultant services to ensure contractor compliance with DBE provisions in Tollway construction and professional services contracts.
1,3	Develop a new Diversity Program Reference Manual containing all department-related policies and procedures, contract document forms and other reference materials.
1,3	Conduct an exclusive Veteran Outreach Business Fair.
1,3	Review historical information on participation by veteran-owned companies on construction and professional services contracts to determine whether goals should be increased.
1,3	Expand bid credit incentives for contractors through new and expanded programs such as the Partnering for Growth (P4G) Construction Program and Earned Credit Program (ECP).
1,3	Post Technical Assistance (TA) Program progress statistics publicly on the Tollway’s website.
1,3	Coordinate consistent Tollway branding of the Technical Assistance (TA) Program with assistance from the Communications Department.

EXHIBIT 35-2

DIVERSITY AND STRATEGIC DEVELOPMENT DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Chief of Diversity and Strategic Development	1	1	1
DBE Program Manager	1	1	2
Workforce Program Manager	0	1	1
Diversity Compliance Coordinator	1	1	1
Executive Manager of Diversity Program Development	0	1	1
Executive Secretary	0	1	1
General Manager of Diversity	1	1	1
Secretary III	1	0	0
Senior Manager of Program Development	1	1	0
TOTAL	6	8	8

EXHIBIT 36

ENGINEERING

The Engineering Department is responsible for the design, construction, operation and maintenance of the Tollway. Additionally, the Engineering Department coordinates with community groups, government agencies and planning organizations on transportation and land use policies. This department oversees 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 systems.

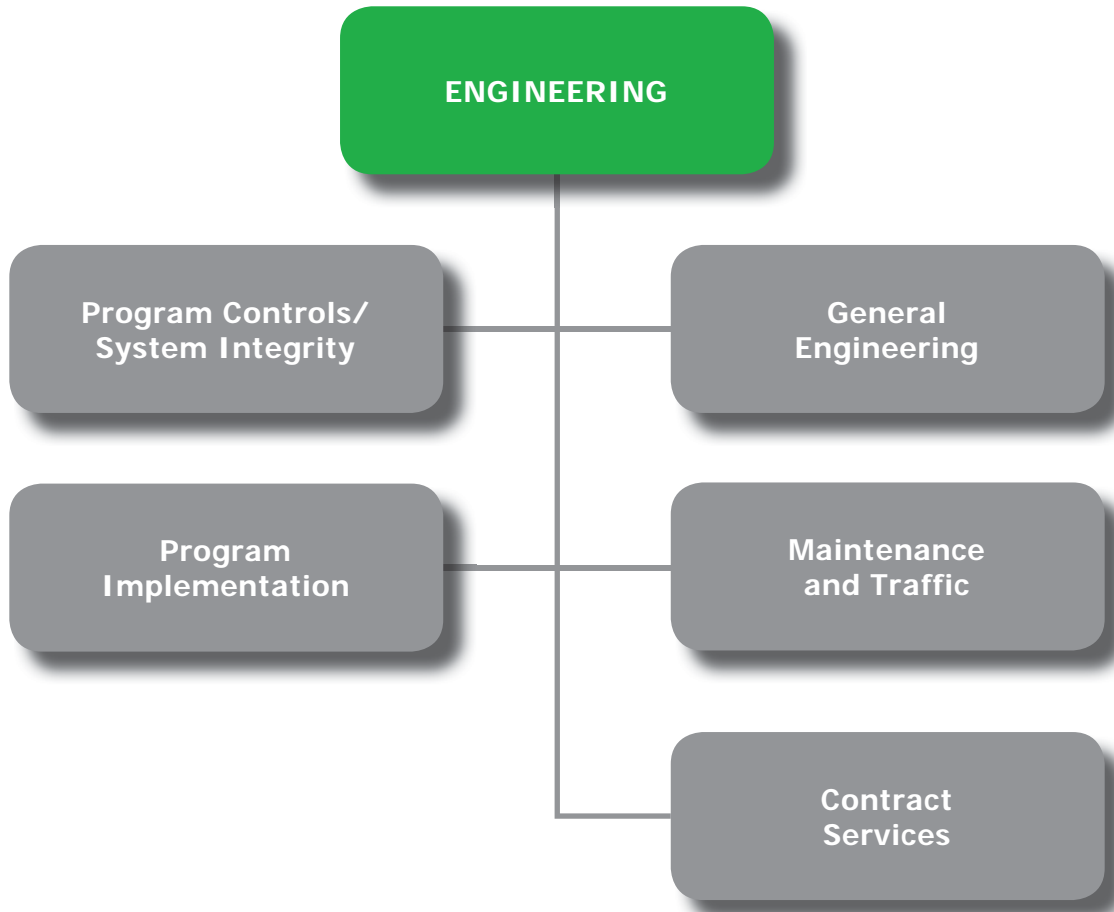


EXHIBIT 37



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$34,168,133	\$34,704,037	\$34,559,608	(\$144,429)	-0.4%
FICA and Retirement	18,063,260	19,279,481	21,310,491	2,031,010	10.5%
Payroll Sub-Total	\$52,231,394	\$53,983,518	\$55,870,099	\$1,886,581	3.5%
Consulting Services	4,895,558	4,829,800	5,098,550	268,750	5.6%
Contracted Maintenance Service	3,900,071	4,214,000	4,624,000	410,000	9.7%
Materials - Operational	4,068,973	4,709,827	4,137,904	(571,923)	-12.1%
Fuels and Oils	2,310,747	3,500,100	2,849,772	(650,328)	-18.6%
Replacement Parts	2,436,730	2,588,300	2,588,600	300	0.0%
Outside Services	753,484	812,330	1,068,196	255,866	31.5%
Office Equipment-Maintenance	419,813	332,300	314,494	(17,806)	-5.4%
Supplies - Operational	431,153	283,200	283,850	650	0.2%
Tools and Equipment	114,414	115,748	123,800	8,052	7.0%
Uniforms and Accessories	157,206	127,660	123,660	(4,000)	-3.1%
Building Equipment	76,871	71,382	78,282	6,900	9.7%
Supplies - Office	64,269	70,500	71,250	750	1.1%
Roadway Equipment	52,073	49,975	54,269	4,294	8.6%
Employee Training	12,480	14,055	49,326	35,271	250.9%
Travel and Subsistence	25,283	12,000	30,025	18,025	150.2%
Office/Equipment Rentals	80,547	32,700	28,200	(4,500)	-13.8%
Dues, Books and Subscriptions	30,227	19,440	19,940	500	2.6%
Telephone and Telegraph	11,155	12,000	12,000	-	0.0%
Postage and Express	4,835	6,650	7,500	850	12.8%
Printing and Publications	3,099	3,175	3,175	-	0.0%
Office Equipment	-	4,115	2,915	(1,200)	-29.2%
Other Expenses	1,210	2,000	2,000	-	0.0%
Cafeteria Equipment	4,777	-	-	-	N/A
Sub-Total	\$19,854,977	21,811,257	\$21,571,708	(\$239,549)	-1.1%
Recovery of Expenses	(1,610,953)	(1,423,500)	(1,423,500)	-	0.0%
DEPARTMENT TOTAL	\$70,475,417	74,371,275	\$76,018,307	\$1,647,032	2.2%

EXHIBIT 38

The Fiscal Year 2018 Budget Request is \$76 million, an increase of \$1.6 million or 2.2 percent above the Fiscal Year 2017 Budget amount. Total payroll is \$55.9 million and includes 586 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$144 thousand compared to the 2017 Budget. This decrease reflects the phasing of vacant positions.
- FICA and Retirement increased by \$2.0 million compared to the 2017 Budget due to an increase in the budgeted SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.
- Consulting Services increased by \$269 thousand due to work being done on ITS network support and maintenance management.
- Contracted Maintenance Service increased by \$410 thousand based on increased maintenance spending for ITS devices, RWIS and preventive maintenance on aging network.
- Materials – Operational decreased by \$572 thousand mainly due to a new CMS salt contract is lower per ton than anticipated. This also includes other winter roadway materials, attenuator parts, cable barrier parts, delineators, light poles, electrical parts and painting materials needed in 2017.
- Fuels and Oils decreased by \$650 thousand based on historic fuel price trends.
- Outside Services increased by \$256 thousand based on in increased support for equipment through Navistar and body shop.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS – PROGRAM IMPLEMENTATION

Outcomes	2017 Accomplishments - Program Implementation
1,2,3,4	<p>Continue to successfully deliver construction projects on time and within budget, including: Several Elgin O’Hare Western Access corridor projects including the Western Access Interchange, IL RT 390 between IL RT 83 and York Road, advanced work at the I-490 and I-294 interchange and continued work at the Illinois Route 19 Interchange; Construction on I-88 between York Road and I-290 including a new auxiliary lane westbound between I-294 and the York Road Toll Plaza; Reconstruction of the East-West connector ramp pavement between I-294 and I-88; Rehabilitation of I-88 between Illinois Route 251 and Illinois Route 56; Widening of I-355 between Roosevelt Road and Butterfield Road; Construction of the M-7 Maintenance Site in Rockford; complete construction of the M-6 Maintenance Site in Marengo; complete construction of the Bradley Road Bridge over I-94; complete construction of the 159th Street Bridge over I-294; complete construction of a new access entrance ramp to WB I-90 from Central Road in coordination with the Cook County Highway Department as the lead agency; complete fencing, fiber optic removal and landscaping projects on I-90; Tree planting on I-355 as part of the Tollway’s Landscape Master Plan; complete bridge preservation on I-355 and I-94 to extend the life of the assets; various systemwide improvements.</p>

Outcomes	2017 Accomplishments - Program Implementation
1,2,3,4	Continue to successfully advance planning and design work for a variety of capital program projects, including: Design of the new full-build Western Access Interchange as part of the ongoing Elgin O’Hare Western Access corridor; continue design of the I-490 /I-90 System Interchange, continue design of the I-490 / I-294 Interchange, continue design of I-490 from I-294 to Franklin Avenue / Green Street and commence design of I-490 between Devon Ave and I-90; Phase II design of the Central Tri-State Corridor from 95th Street to Balmoral Avenue; Design for the reconstruction of I-94 between the Eden’s Spur Toll Plaza and the Eden’s Expressway; Design of I-355 rehabilitation between I-55 and Army Trail Road; Design for new interchange access at I-88 and IL RT 47; Design of I-94 rehabilitation between Half Day Road and Lake Cook Road; Design for bridge preservation on I-294 to extend the life of the existing assets; design systemwide improvements for bridge and retaining walls, signing and striping upgrades and facilities repairs.
1,2,3	Continued unbundling larger construction bid packages and advertising Small Business Set-Aside Program (SBSP) contracts, providing additional prime- and subcontracting opportunities for small, diverse and veteran-owned businesses. Engineering has committed to awarding a total of 15 SBSP contracts in 2017.
1,2,3,4	Created or sustained an estimated 55,850 jobs from January 2012 through October 2017 through capital program investments of more than \$5.1 billion.
1,2,3,4	Continued successful implementation of the <i>Move Illinois</i> Program. From inception through the end of October 2017, 379 contracts were awarded, \$5.3 billion (37.4 percent) of the program budget was committed, and work was delivered on time and within budget, with change orders and extra work orders well below established budget and industry standards and 3.87 percent above contract award amounts.
1,2,3,4	Awarded more than \$145 million in construction contracts in 2017, including: Improvements associated with the Elgin O’Hare Western Access Corridor EOWA, including Irving Park Road Widening from East of York Road to Taft Ave; CDA contract award funded by the Tollway for O’Hare Central Deicing Facility Mass Grading; and Village of Franklin Park drainage improvements including storm sewer and municipal roadway reconstruction; reconstruction of the M-6 Maintenance Facility near Marengo; Improvements associated with the Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project, including fence installation, landscaping improvements and fiber topic removal; Improvements on the Tri-State Tollway (I-294) for pavement and bridge repair and preservation, bridge and retaining wall repairs, intermittent pavement repairs and drainage improvements; roadway reconstruction on the Reagan Memorial Tollway (I-88) between the York Road Toll Plaza and the Eisenhower Expressway (I-290).

Outcomes	2017 Accomplishments - Program Implementation
1,2,3,4	Awarded more than \$770 million in professional engineering contracts in 2017 , including: design corridor management, construction corridor management, design services and construction management services for the reconstruction and widening of the Central Tri-State Corridor between 95th Street and Balmoral Ave; design services for I-490 between I-90 and Devon Ave as part of the north leg of the Elgin O’Hare Western Access corridor; consulting services for environmental impact studies for IL 53/IL 120; design services for reconstruction of I-94 between the Eden’s Spur Toll Plaza and the Eden’s Spur; design services for pavement and structural preservation and rehabilitation on I-94; design services for maintenance facility reconstruction; job order contracting program management support; general engineering consultant services required by the Illinois Tollway’s Trust Indenture; <i>Move Illinois</i> Program Management Services; and construction management services on I-90, systemwide and systemwide facilities.
1,3	Continued to process construction pay estimates quickly (average of 10 days for pay estimates processed in August 2017) on 158 active contracts; consultant invoices (average of 30 days for invoices processed in August 2017); and notices to proceed (average of 43.1 days for most of 2017).
3	Continued to provide support and training for over 1,600 staff, consultants and contractors on the program wide web based management system (e-Builder).
1,2,3,4	Developed reports, presentations, talking points and remarks, maps, graphics and other materials to provide clear, accurate and timely program information to the Board of Directors, program staff, community stakeholders and the media.

EXHIBIT 39-1

2018 GOALS AND OUTCOMES – PROGRAM IMPLEMENTATION

Outcomes	2018 Goals/Objectives - Program Implementation
1,2,3,4	Continue to successfully deliver construction projects on time and within budget, including: Begin construction on several Elgin O’Hare Western Access corridor projects including the Western Access Interchange, IL RT 390 between IL RT 83 and York Road, advanced work at the I-490 and I-294 interchange and continued work at the Illinois Route 19 Interchange.; begin construction of I-88 between York Road and I-290 including a new auxiliary lane westbound between I-294 and the York Road Toll Plaza; complete reconstruction of the East-West connector ramp pavement between I-294 and I-88; complete rehabilitation of I-88 between Illinois Route 251 and Illinois Route 56; begin widening of I-355 between Roosevelt Road and Butterfield Road; complete construction of the M-7 Maintenance Site in Rockford; complete construction of the M-6 Maintenance Site in Marengo; complete construction of the Bradley Road Bridge over I-94; complete construction of the 159th Street Bridge over I-294; complete fencing, fiber optic removal and landscaping projects on I-90; begin tree planting on I-355 as part of the Tollway’s Landscape Master Plan; complete bridge preservation on I-355 and I-94 to extend the life of the assets; complete various systemwide improvements.

Outcomes	2018 Goals/Objectives - Program Implementation
1,2,3,4	Continue to successfully advance planning and design work for a variety of capital program projects, including: Continue design of the new full-build Western Access Interchange as part of the ongoing Elgin O’Hare Western Access corridor; continue design of the I-490 /I-90 System Interchange, continue design of the I-490/I-294 Interchange, continue design of I-490 from I-294 to Franklin Avenue/Green Street and commence design of I-490 between Devon Ave and I-90; continue Phase II design of the Central Tri-State Corridor from 95th Street to Balmoral Avenue; continue design for the reconstruction of I-94 between the Eden’s Spur Toll Plaza and the Eden’s Expressway; complete design of I-355 rehabilitation between I-55 and Army Trail Road; complete design for new interchange access at I-88 and IL RT 47; continue design of I-94 rehabilitation between Half Day Road and Lake Cook Road; continue design for bridge preservation on I-294 to extend the life of the existing asset; continue to design systemwide improvements for bridge and retaining wall repairs, signing and striping upgrades and facilities repairs.
1,2,3	Continue to unbundle larger construction bid packages and advertise Small Business Set-Aside Program (SBSP) contracts, providing additional prime- and subcontracting opportunities for small, diverse and veteran-owned businesses. Engineering has committed to advertising a total of 15 SBSP contracts in 2018.
1,2,3	Promote industry competition and participation in Tollway projects by qualified construction and professional services firms. Coordinate with the American Council of Engineering Companies (ACEC), Illinois Road and Transportation Builders Association (IRTBA), Hispanic American Construction Industry Association (HACIA) and other industry organizations by holding meetings, seminars, training sessions and webinars to provide information, build relationships and help businesses successfully navigate Tollway processes. <i>Move Illinois</i> quarterly meetings will also be held with designers, construction managers and contractors to share information convey the Tollway’s expectations and build a collaborative team.

EXHIBIT 39-2

2017 ACCOMPLISHMENTS – MAINTENANCE AND TRAFFIC OPERATIONS

Outcomes	2017 Accomplishments – Maintenance and Traffic Operations
2,4	Fleet has successfully completed 122 sales of surplus vehicles, equipment and Tollway inventory for a total of \$640,774.37. Final sales are expected to reach \$850,000 by years end. To date Fleet has completed 17 new vehicle or equipment contract renewals or purchases and 19 commodity or service contracts. It is anticipated that another seven (7) equipment contracts will be completed and two (2) additional service contracts will be in place by the end of 2017, for a total of 45 contracts completed.
2	Road Electric department designed and fabricated a repair shop for LED lighting inside one of the maintenance buildings, to save the cost of sending the fixture to an outside company.
2,3,4	The Tollway Dispatch center has improved employee’s exposure to a variety of training opportunities in conjunction with implementing a program to review procedures in order to improve our operational efficiencies.

Outcomes	2017 Accomplishments – Maintenance and Traffic Operations
1,2,3,4	With the I-90 Smart Corridor and Automatic Traffic Management (ATM) system operational in 2017, Traffic Operations Center will be staffed 24/7 on September 5, 2017, the same day PACE bus service will start, and the full operation of the overhead gantries will be activated. This ATM system will benefit our customers in providing real time information of incidents and delays, and to provide a safer travel through the corridor.
2,3,4	The training and implementation of the Salt Brine Manufacturing and storage systems have been completed. The goal of the 2016-2017 winter season was to measure the effectiveness of the salt brine and the reduction of salt. Due to the mild winter, maintenance was unable to verify the effectiveness of the salt brine or the reduction of salt being used. This goal will continue for the 2017-2018 winter.

EXHIBIT 39-3

2018 GOALS AND OUTCOMES- MAINTENANCE AND TRAFFIC OPERATIONS

Outcomes	2018 Goals/Objectives - Maintenance and Traffic Operations
1,2,4	Traffic Operations group plans to start maintaining all Intelligent Transportation Systems (ITS) equipment systemwide by providing preventative, responsive, and emergency maintenance as needed. This would include phase I/II and III engineering services for preparation of Design Studies, plan specifications and engineering, and construction inspection for various ITS projects system wide. The preventative maintenance for existing ITS devices (CCTV/MVDS/DMS/WIM/RWIS) systemwide will ensure proper operation, improve customer safety and reduce future equipment failures.
1,2,3	Roll out a pilot program for Connective Vehicles spring of 2018 in the Smart Corridor on I-90.
1,2,3,4,	Modernization and enhancement of public safety technologies including the purchase of a state of the art public safety answering point telephone system in order to receive automatic number identification (ANI) and automatic location identification (ALI) on 911 call transfers; upgrade of the computer aided dispatch system to structured query language (SQL) and add automatic vehicle location system into CAD to further enhance the capabilities of the system, prolong end of life cycle, enhance deployable technologies and streamline operations. Goals can't be accomplished unless the funding is available.
2	Complete RFP for fiber optic system, select new vendor, hire fiber optic manager and integrate fiber operations with Intelligent Transportation Systems (ITS) and engineering design and construction projects.
1, 2, 3	Work with the Engineering Building Design Team to develop plans and construction contracts to modify the existing buildings M-2, M-11, M-12 and M-14 to significantly increase the safety of the vehicle repair and maintenance shops and vehicle storage areas. Design and award a contract to build an inexpensive vehicle storage building at the existing M-4 location to store the plow trucks indoors. The building will be a designed to be moved or sold as reusable if and when M-4 is replaced with the new building design.

Outcomes	2018 Goals/Objectives - Maintenance and Traffic Operations
1,2,3	Continue the acquisition of salt conveyors and specialized equipment to increase safety and efficiency of roadway maintenance functions such as loading salt into the salt domes and outfit Central Shop’s new truck repair area with hoists and other equipment. Continue the acquisition of salt conveyors and specialized equipment to increase safety and efficiency of roadway maintenance functions such as loading salt into the salt domes and outfit Central Shop’s new truck repair area with hoists and other equipment.
2, 3, 4	Continue implementation of the state’s Incident Management program to first responders and towing companies on the Elgin O’Hare Western Access (EOWA) as well as in the northeastern part of the state.
2	Enhance the safety program for maintenance personnel to reduce injuries and vehicle accidents by providing more training to front line managers and developing training techniques and hold them accountable. Training for Roadway Maintenance management began in 2017 focusing on ways to improve safety for field staff. Next year, this training will continue as a way to equip management with the tools needed to ensure safer operations for all employees, thereby reducing the injuries and increasing efficiency.

EXHIBIT 39-4

DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Administration Manager	1	0	0
Assistant Project Manager	1	1	1
Auto Mechanic	56	54	56
Automotive Attendant	2	2	2
Automotive Body Technician	2	2	2
Bridge Inspection Engineer	1	1	1
Central Shop Area Supervisor	1	1	1
Central Shop Manager	1	1	1
Central Shop Supervisor	2	1	1
Chief Engineer	1	1	0
Chief Engineer Officer	0	0	1
Civilian Call Taker	7	6	7
Communications Supervisor	4	4	4
Construction Contract Supervisor	1	1	1
Contract Administrator	2	2	1
Contract Analyst	2	2	2
Contract Payment Expeditor	4	3	3
Contract Payment Expeditor Supervisor	1	1	1
Contract Specialist	0	1	0
Deputy Chief of Program Controls	1	1	1
Deputy Chief of Program Implementation	2	2	2
Dispatch Manager	1	1	1
Document Control Manager	1	1	1
Document Control Specialist	1	1	1
Engineering Budget and Procurement Manager	1	1	1
Engineering Document Administrator	1	1	1
Equipment Operator Laborer	319	319	313
Executive Project Engineer	3	3	2
Executive Project Manager	5	5	4
Executive Secretary	3	3	3
Fiber Optic Utilities Relocation Manager	1	1	1
Fleet District Manager	2	2	2
Fleet Manager	1	1	1
Fleet Systems Administrator	0	1	1
Fleet Systems Analyst	1	0	0
General Manager of Engineering	1	1	1
General Manager of Maintenance and Traffic	1	1	1
Incident Manager	1	1	1
ITS Deployment Engineer	1	1	1

Position Title	FY2016	FY2017	FY2018
ITS Document & Inventory Tech	1	1	1
ITS Engineer	1	0	0
ITS Field Technician	2	2	2
ITS Trans Syst Spec	0	1	0
Lead Traffic Operations Technician	1	1	1
Maintenance Section Manager	11	11	12
Maintenance Section Supervisor	12	12	13
Maintenance Systems Analyst	1	1	1
Maintenance Systems Support Clerk	1	1	1
Management Operations Specialist	1	1	1
Materials Engineer	1	1	1
Overweight/Over Dimension Permit Technician	0	1	1
Part Time Data Technician	1	1	1
Parts Clerk	13	12	12
Permit and Utilities Manager	1	1	1
Policy Analyst	1	1	1
Project Manager	4	4	3
Project Manager/Engineer	0	1	1
Quality Auditor	1	1	1
Quality Manager	1	1	1
Roadway Electrical Manager	1	1	1
Roadway Lighting Laborer	13	12	10
Roadway Maintenance Administrator	1	1	1
Roadway Maintenance District Manager	2	2	2
Roadway Maintenance Manager	1	1	1
Roadway Maintenance Section Manager	1	0	0
Roadway Maintenance Section Supervisor	1	0	0
Secretary III	5	5	2
Section Clerk	16	15	16
Senior Project Engineer	6	6	4
Senior Project Manager	3	2	4
Sign Maker Hanger	15	14	15
Sign Shop Manager	1	1	1
Sign Shop Supervisor	1	1	1
Telecommunicator	21	20	21
Traffic Operations Center Manager	1	1	1
Traffic Operations Manager	1	1	1
Traffic Operations Center Supervisor	0	0	1
Traffic Operations Technician	8	7	12
Traffic Permit Technician	2	2	2

Position Title	FY2016	FY2017	FY2018
Utility & Permit Administrator	0	0	1
Utilities/IGA Coordinator	1	1	1
Utility and Permit Administrator	1	1	1
Utility Technician	2	2	1
Web-Based Project Management Systems Manager	1	1	1
Welder	6	6	6
TOTAL	601	589	586

EXHIBIT 40

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EXECUTIVE OFFICE AND DIRECTORS

SUMMARY

The Executive Office and Directors are comprised of nine appointed directors including the Board Chair, two ex-officio directors and the executive management staff. This office provides the management expertise to conceptually identify and set policies for the Tollway agency. This office also develops and implements a strategic plan that allows for the efficient and effective use of all available resources to accomplish the Tollway’s mission.

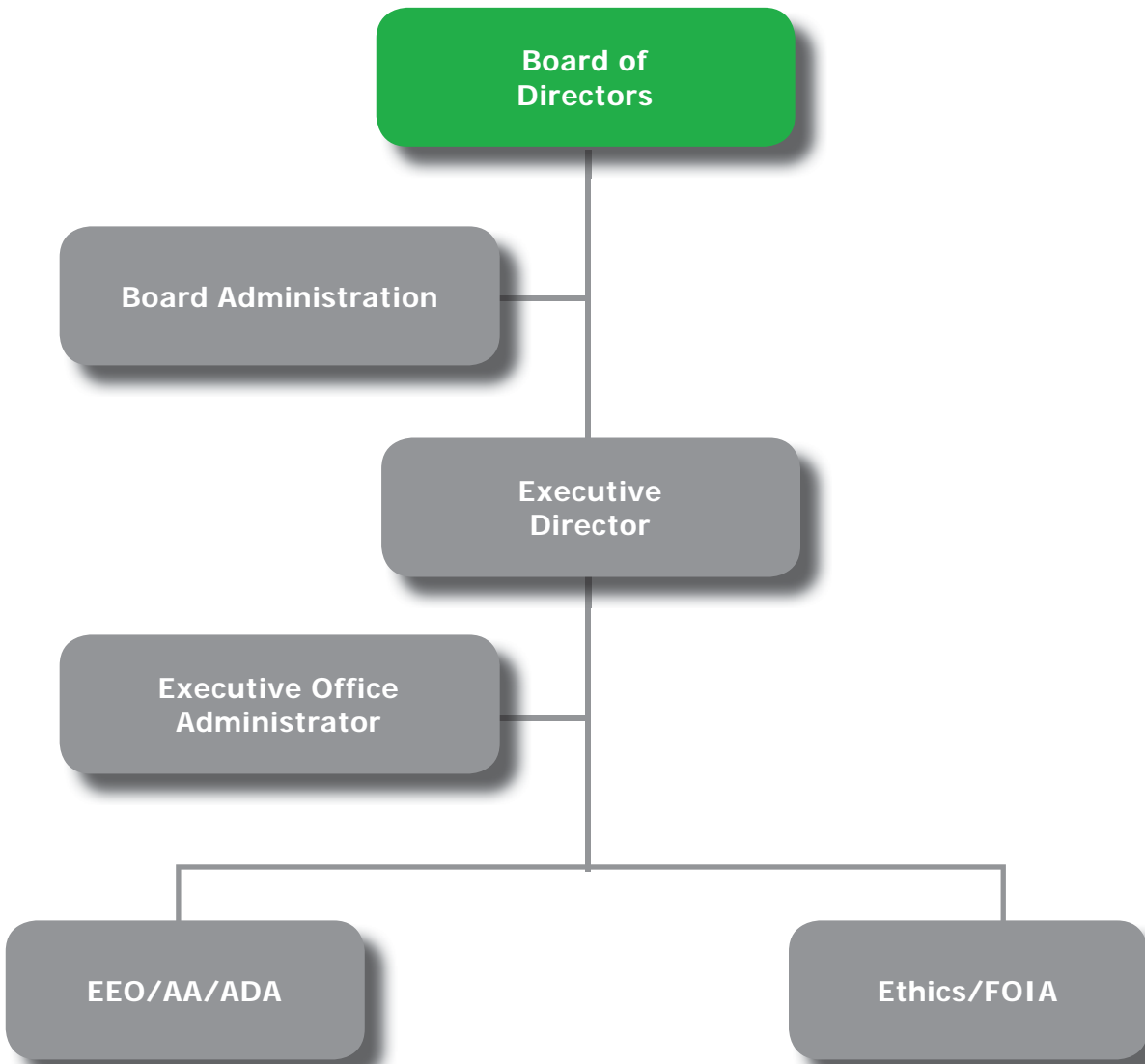


EXHIBIT 41

Executive Office and Directors



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$940,399	\$1,154,252	\$1,282,239	\$127,987	11.1%
FICA and Retirement	404,122	641,232	669,334	28,102	4.4%
Payroll Sub-Total	\$1,344,521	\$1,795,484	\$1,951,573	\$156,089	8.7%
Outside Services	18,088	250,000	250,000	0	0.0%
Dues, Books and Subscriptions	38,473	40,000	40,000	0	0.0%
Travel and Subsistence	4,953	11,000	14,000	3,000	27.3%
Supplies - Office	5,428	8,500	8,500	0	0.0%
Supplies - Operational	2,383	5,000	5,000	0	0.0%
Other Expenses	4,560	5,000	5,000	0	0.0%
Advertising and Promotion	4,176	6,500	4,500	(2,000)	-30.8%
Employee Training	0	1,500	1,500	0	0.0%
Printing and Publications	0	1,000	1,000	0	0.0%
Other Capital Equipment	0	1,000	1,000	0	0.0%
Office Equipment-Maintenance	434	600	600	0	0.0%
Postage and Express	499	800	600	(200)	-25.0%
Sub-Total	\$78,996	\$330,900	\$331,700	\$800	0.2%
Recovery of Expenses	-	-	-	-	N/A
DEPARTMENT TOTAL	\$1,423,517	\$2,126,384	\$2,283,273	\$156,889	7.4%

EXHIBIT 42

The Fiscal Year 2018 Budget Request is \$2.3 million, an increase of \$157 thousand or 7.4 percent above the Fiscal Year 2017 Budget amount. Total payroll is \$1.95 million and includes 11 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries increased by \$128 thousand compared to the 2017 Budget. This increase includes salary adjustments and an increase of 3 positions.
- FICA and Retirement increased by \$28 thousand compared to the 2017 Budget due to an increase in the budgeted SERS Pension contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS

Outcomes	Executive Office and Directors - 2017 Accomplishments
1,2,3,4	Led completion of year six of <i>Move Illinois: The Illinois Tollway Driving the Future</i> , a 15-year, \$14 billion capital program. 2017 represented a significant investment in infrastructure with capital spending estimated over \$900 million.
1,2,3,4	Continued leadership in the implementation of the Congestion-Relief Program (CRP), with \$5.7 billion (100 percent) of the program budget committed and 99.4 percent completion. Work has been delivered on time and within budget, with completed contracts well below established budget and industry standards.
1,2,3,4	Activated the I-90 SmartRoad on the Jane Addams Memorial Tollway that includes advanced technology to provide real-time roadway information to drivers and a dedicated Flex Lane for Pace buses to use whenever traffic conditions warrant.
1,2,3,4	Successfully opened the eastern portion of Illinois Route 390, delivering a significant portion of the Elgin O’Hare Western Access project.
1,2,3,4	Approved a concept plan to evaluate alternatives for rebuilding and widening portions of the Central Tri-State Tollway (I-294) to ease traffic congestion, accommodate new or reconfigured interchanges for improved accessibility, reduce noise and air pollution, integrate Flex Lanes for future transit and allow advanced technology to be added as it becomes available. Continued to advance the planning work necessary for the finalization of the Master Plan for the Central Tri State.
1,2,3,4	Continue to plan, design and deliver advance construction for the IL Route 390/ I-490 interchange and I-490, projects necessary to successfully deliver the remaining portion of the Elgin O’Hare Western Access project.
1,2,3,4	Expanded the Illinois Tollway Technical Assistance program network, to include additional locations throughout Chicago as well as Aurora, Rockford and Waukegan.
1,2,3,4	Advanced efforts to build a highly connected system of roadways that use cutting-edge technologies and innovation to accommodate future transportation needs.
1,2,3,4	Advanced a comprehensive security plan to protect and provide a safe work environment for employees, visitors and customers. Working with Illinois State Police, the Tollway completed an evaluation of all Tollway facilities, maintenance sites and toll plazas systemwide to determine areas where safety and security could be improved. Internal and external security procedures have been revised and documented for facility lock-down in the event of a security breach, including an active-shooter incident.

Outcomes	Executive Office and Directors - 2017 Accomplishments
2,3,4	Continue to lead the implementation and finalization of a new Enterprise Resource Program system.
1,2,3,4	Continued the issuance of bonds to finance an additional portion of the <i>Move Illinois</i> Program at or below planned costs, including the issuance of approximately \$300 million later in 2016.
1,2,3,4	Received a variety of awards including:
	Project of the Year Award from Hispanic American Construction Industry Association’s (HACIA) in recognition of the \$2.5 billion Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project.
	The first-ever Veteran Business Champion Award from the Illinois Chapter of the Elite Service Disabled Veteran Owned Business (SDVOB) Network in recognition of the agency’s leadership in increasing opportunities for veteran-owned businesses to participate on Tollway projects.
	The 2017 Champion by the National Organization of Minority Engineers (NOME) in recognition of efforts to promote diversity, inclusion and opportunities for minority businesses to work with the Tollway, including on the 15-year, \$14 billion <i>Move Illinois</i> capital program.
	The Sustainability in Civil Engineering Award at the American Society of Civil Engineers (ASCE) Illinois Section awards dinner in Chicago today in recognition of the I-90 Fox River Bridge Project, a key feature of the \$2.5 billion Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project.
	The Project of the Year Award from the Hispanic American Construction Industry Association’s (HACIA) in recognition of the \$2.5 billion Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project.

EXHIBIT 43-1

2018 GOALS AND OUTCOMES

Outcomes	Executive Office and Directors - 2018 Goals/Objectives
1,2,3,4	Continue to provide leadership for a safe and efficient system of toll-supported highways while ensuring the highest possible level of customer service.
1,2,3,4	Continue to lead the advancement of the agency’s goals including, increasing employment and attracting, retaining and growing businesses; improving infrastructure safety; supporting basic functions of government; and promoting environmental responsibility and culture.
1,2,3,4	Lead implementation of year seven of <i>Move Illinois</i> : The Illinois Tollway Driving the Future, the Tollway’s 15 year, \$14 billion capital program.

Outcomes	Executive Office and Directors - 2018 Goals/Objectives
1,2,3,4	Continue to modernize and enhance technologies with a proactive approach within all areas of the Tollway including customer service, back office operations, design engineering, equipment updates and installation and use of national best practices.
2,3	Continue to improve customer service with a focus on toll payment options and other technologies.
1,2,3,4	Continue to partner with local communities and governments to provide new access and economic development opportunities along the Tollway system.
1,2,3,4	Continue to advance planning and design work for the Central Tri-State corridor.
2,3,4	Continue to successfully deliver construction projects on time and within budget, including continued delivery of I-490 and the Illinois Route 390/I-490 interchange projects, bridge preservation and other systemwide improvements.
2,3,4	Continue to lead the implementation and finalization of a new Enterprise Resource Program system, including the finalization of the technical function configuration and testing of finance and procurement business areas.

EXHIBIT 43-2

DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Administrative Manager to the Board	1	1	1
Chief Operating Officer	1	1	1
Deputy Chief of Staff	1	1	1
EEO Clerk	0	0	1
EEO Administrative Specialist	0	0	1
EEO/AA/ADA Officer	0	0	1
Ethics Officer/FOIA Officer	0	1	1
Executive Director	1	1	1
Executive Office Administrator	1	1	1
Executive Secretary	0	1	1
FOIA Assistant	0	1	1
Senior Manager of Program Development	1	0	0
TOTAL	6	8	11

EXHIBIT 44

ILLINOIS STATE POLICE DISTRICT 15

SUMMARY

Illinois State Police (ISP) District 15, one of 21 Districts of the Illinois State Police is responsible for providing comprehensive law enforcement services to the entire Tollway system. District 15 patrols the Tollway system to enforce speed limits, traffic laws, assist disabled motorists and provide special details for operations, such as overweight vehicles. The District 15 commander reports to the Tollway Executive Director and to the Director of the ISP. District 15 is a unique ISP District serving a mobile community comprised of travelers from across the country along with local commuters. Troopers assigned to District 15 cover the Tollway system in 12 counties and coordinate with five other ISP Districts. District 15 operates and is solely responsible for a truck task force and special enforcement teams made up of a K-9 anti-drug unit, a motorcycle patrol unit, a comprehensive investigative unit, an administrative team and patrol operations.



Illinois State Police District 15

EXHIBIT 45



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$18,782,958	\$19,659,428	\$18,822,874	(\$836,554)	-4.3%
FICA and Retirement	8,668,267	9,745,273	10,472,149	726,876	7.5%
Payroll Sub-Total	\$27,451,225	\$29,404,701	\$29,295,023	(\$109,678)	-0.4%
Employee Group Insurance	3,043,251	3,619,924	3,389,786	(230,138)	-6.4%
Supplies - Operational	218,616	130,000	350,000	220,000	169.2%
Office Equipment-Maintenance	145,663	175,000	200,000	25,000	14.3%
Uniforms and Accessories	92,565	104,500	104,500	-	0.0%
Outside Services	11,706	55,000	95,000	40,000	72.7%
Police Capital Equipment	32,906	74,500	74,500	-	0.0%
Supplies - Office	58,893	36,000	65,000	29,000	80.6%
Employee Training	18,734	19,000	29,000	10,000	52.6%
Postage and Express	21,385	23,000	23,000	-	0.0%
Replacement Parts	8,890	19,800	20,000	200	1.0%
Telephone and Telegraph	15,187	20,000	15,000	(5,000)	-25.0%
Travel and Subsistence	2,953	4,800	9,000	4,200	87.5%
Dues, Books and Subscriptions	14,179	5,000	9,000	4,000	80.0%
Tools and Equipment	3,991	6,900	6,900	-	0.0%
Office Equipment	621	11,300	5,000	(6,300)	-55.8%
Contracted Maintenance Service	3,596	4,000	4,000	-	0.0%
Building Equipment	7,804	3,000	3,000	-	0.0%
Printing and Publications	400	1,500	1,000	(500)	-33.3%
Other Expenses	26	1,000	200	(800)	-80.0%
Materials - Operational	17	-	-	-	N/A
Office/Equipment Rentals	-	1,000	-	(1,000)	-100.0%
Other Capital Equipment	45,802	-	-	-	N/A
Sub-Total	\$3,747,187	\$4,315,224	\$4,403,886	\$88,662	2.1%
Recovery of Expenses	(1,793)	(5,000)	(5,000)	-	0.0%
DEPARTMENT TOTAL	\$31,196,618	\$33,714,925	\$33,693,909	(\$21,016)	-0.1%

EXHIBIT 46

The fiscal year 2018 Budget request is \$33.7 million, a slight decrease from the fiscal year 2017 Budget amount. Total payroll is \$29.3 million for 16 civilian positions and 196 State Troopers.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$837 thousand compared to the 2017 Budget due to the phasing of vacant positions and the elimination of 2 vacant positions.
- FICA and Retirement increased by \$727 thousand compared to the 2017 Budget due to an increase

in the budgeted SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.

- Supplies – Operational increased \$220 thousand mainly due to the Canine Unit expansion.
- Outside Services increased \$40 thousand mainly due to the Canine Unit expansion.
- Supplies – Office increased \$29 thousand due to the increase use and cost of thermal paper.
- Employee Group Insurance decreased \$230 thousand due to anticipated Trooper staffing.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS

Outcomes	Illinois State Police - 2017 Accomplishments
2,3	Completion of the remodeling project of the Illinois State Police (ISP) District 15 Operations Center. Removed old work stations, installed new ergonomic work stations, upgraded the technology in the work stations, and the efficiency of the space in order to enhance job performance.
2,3,4	Acquired bore scopes for the District 15 criminal interdiction team to equip the assigned troopers with enhanced drug interdiction capabilities. The equipment provides less abrasive searching capabilities and reduces the risk of on-duty injury.
2,3	Acquired an additional police canine to be utilized as a full service dog to include drug/narcotic detection, tracking, and handler safety. The canine program has been invaluable at interdicting drug and currency seizures, tracking fleeing suspects, and use at various community events.
2,3,4	Acquired 200 doses of Naloxone to replace the expiring District 15 supply. This emergency drug is administered by first responders to subjects who have overdosed on heroine to immediate reverse the deadly consequences of the illegal narcotic.
2	Acquired 23 Stalker dual antenna radar units for the District 15 patrol car fleet. These directional radar speed timing devices provide more effective enforcement of speed violations, improve the safety of the motoring public, and reduce the chances of traffic crashes.
2	Acquired patrol car emergency lighting and accessories to equip 31 new patrol cars. The new equipment will increase visibility and tactical advantage, thereby increasing officer safety and reducing on-duty injury.
2,3,4	Acquired basic First Responder medical supplies for District 15 sworn personnel to replace aging and expiring supplies. Upgraded to a larger capacity medical bag and replaced the pads and batteries to issued AEDs.

Outcomes	Illinois State Police - 2017 Accomplishments
2,3,4	Final phase of the replacement of the District 15 Range Backstop in order to equip the Range with long rifle capabilities. Increasing training opportunities, increasing training efficiency, and reducing the risk for on-duty injury.
2,3	Acquired 15 high-speed scanners for the remote District 15 squad rooms. The ISP has gone paperless and transitioned to an electronic report system requiring scanning capabilities for added documents. The placement of the high-speed scanners in the field (remote squad rooms) increases efficiency and the ability to keep troopers out on the Tollways.
2,3	Continued to 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.

EXHIBIT 47-1

2018 GOALS AND OUTCOMES

Outcomes	Illinois State Police District 15 - 2018 Goals/Objectives
2,3,4	Continue to reduce fatalities and serious injury accidents by strong enforcement of “fatal four” violations: DUI, speeding, occupant restraints and distracted driving. This includes stringent motor carrier safety enforcement.
2	Acquired additional dual antenna radar units and Lidar units for the District 15 patrol car fleet. These directional radar speed timing devices provide more effective enforcement of speed violations, improve the safety of the motoring public, and reduce the chances of traffic crashes.
2,3,4	Acquire 14 GPS crash reconstruction mapping devices to enhance the efficient and effective investigation of serious crash scenes along with decreasing the time required for the investigations in order to reduce the chance of secondary crashes and opening the traffic lanes faster.
2	Acquire and replace the District 15 inventory of IWIN / mobile data computers. In order to replace and upgrade the current aging, reduced capabilities, and increasing maintenance cost inventory.
2,3,4	Acquire a cleaning and maintenance contract for the District 15 range to include filter replacement. An annual contract would provide a safe and healthier work environment and reduce lead exposure to personnel.

EXHIBIT 47-2

DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Administration Secretary	2	2	1
Crash Report Call Taker	2	2	1
Executive Secretary	1	1	1
Information Processor Operator	5	5	5
Investigations Secretary III	1	1	1
Police Records Analyst	1	1	1
Police Records Specialist	1	1	1
Police Records Specialist/Courts	1	1	2
Support Services Manager	1	1	1
Support Services/Assistant Time Keeper	1	1	1
Video Surveillance Supervisor	1	1	1
Video Surveillance/Service Operation Supervisor	1	1	0
TOTAL	18	18	16

EXHIBIT 48

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INFORMATION TECHNOLOGY DEPARTMENT

SUMMARY

The Information Technology Department is responsible for planning, directing and controlling all information technologies and telecommunications, as well as providing the Tollway with strategic guidance and user/client services.

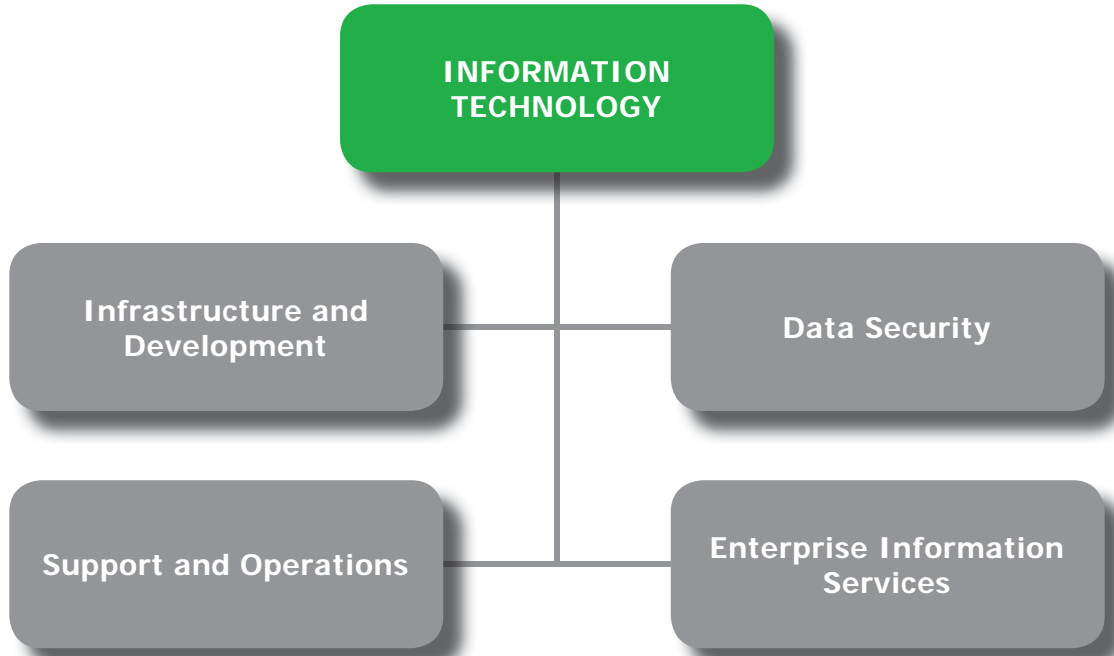


EXHIBIT 49

Information Technology



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$3,086,792	\$3,559,516	\$3,395,961	(\$163,555)	-4.6%
FICA and Retirement	1,616,534	2,026,292	2,094,051	67,760	3.3%
Payroll Sub-Total	\$4,703,325	\$5,585,807	\$5,490,012	(\$95,795)	-1.7%
Office Equipment-Maintenance	6,767,679	7,059,218	8,496,672	1,437,454	20.4%
Consulting Services	1,691,211	1,163,200	3,000,000	1,836,800	157.9%
Contracted Maintenance Service	665,046	800,000	800,000	-	0.0%
Telephone and Telegraph	585,683	835,000	600,000	(235,000)	-28.1%
Replacement Parts	137,878	150,000	150,200	200	0.1%
Supplies - Operational	54,618	55,500	60,000	4,500	8.1%
Materials - Operational	32,516	40,000	35,000	(5,000)	-12.5%
Supplies - Office	16,426	17,800	14,600	(3,200)	-18.0%
Outside Services	8,295	27,500	12,500	(15,000)	-54.5%
Tools and Equipment	7,296	13,000	11,000	(2,000)	-15.4%
Employee Training	1,095	25,000	4,000	(21,000)	-84.0%
Other Capital Equipment	3,196	5,500	2,500	(3,000)	-54.5%
Printing and Publications	2,337	1,500	1,200	(300)	-20.0%
Travel and Subsistence	2,256	2,000	1,000	(1,000)	-50.0%
Uniforms and Accessories	933	1,300	1,000	(300)	-23.1%
Office Equipment	-	2,350	800	(1,550)	-66.0%
Postage and Express	945	400	700	300	75.0%
Other Expenses	250	550	550	-	0.0%
Dues, Books and Subscriptions	342	300	300	-	0.0%
Building Equipment	-	500	-	(500)	-100.0%
Sub-Total	\$9,978,002	\$10,200,618	\$13,192,022	\$2,991,404	29.3%
Recovery of Expenses	-	-	-	-	N/A
DEPARTMENT TOTAL	\$14,681,328	\$15,786,425	\$18,682,034	\$2,895,609	18.3%

EXHIBIT 50

The fiscal year 2018 Budget request is \$18.7 million, an increase of \$2.9 million or 18.3 percent above the fiscal year 2017 Budget amount. Total payroll is \$5.5 million and includes 47 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$164 thousand compared to the 2017 Budget. This decrease reflects the phasing of vacant positions.
- FICA and Retirement increased by \$68 thousand compared to the 2017 Budget due to an increase in the budgeted SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.

- Consulting Services increased by \$1.8 million due to SDI doing more work in M&O than in capital.
- Office Equipment-Maintenance increased by \$1.4 million for new and ongoing software maintenance including the Accenture Tolling Solutions system, internal auditing, Smartnet, Microsoft Assurance, EMC and Oracle. In addition, this category includes Unisys mainframe, Kronos and Datawatch (cold storage for the mainframe reports).
- Telephone costs decreased by \$235 thousand expenses in this category include telephone/voice mail maintenance and annual systemwide T1/circuit costs.
- Employee Training decreased by \$21 thousand based on historic spending and current needs.
- Outside Services decreased by \$15 thousand based on historic spending and current needs.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS

Outcomes	Information Technology - 2017 Accomplishments
2	Implemented Next Generation Roadway Network 2, providing a more scalable network platform with enhanced capabilities, higher capacity and enhanced security.
2,3	Equipped Illinois State Police District 15 vehicles with the latest Starcom radio technology.
2,3	Continued Enterprise Resource Planning (ERP) Project implementation efforts.
2	Continued to support Tollway enterprise initiatives such as Accenture tolling system.
2	Continued to perform cyber-security assessments, remediation activities and enhancements.
2,3	Continued to implement systems to enhance computing mobility (e.g. secure reomote access for support and employee remote connectivity).
2	Began Central Administration data center improvements to include upgrading generators, air conditioning units, ladder racks, wiring, etc.
2	Began design of highly scalable hyper-converge private cloud infrastructure along including Windows 365.

EXHIBIT 51-1

2018 GOALS AND OUTCOMES

Outcomes	Information Technology - 2018 Goals/Objectives
2,3	Continue Enterprise Resource Planning (ERP) Project implementation efforts, including phase 1 go live (Finance and Procurement) and begin human capital management design.
2	Upgrade the Tollway’s enterprise voice-over-Internet-protocol system replacing the legacy private branch exchange telephone system.
2	Complete Central Administration Data Center improvements to include upgrading generators, air conditioning units, ladder racks, wiring, etc.
2	Upgrade the Tollway’s time and attendance systems.
2,3	Upgrade Illinois State Police District 15 laptop computers and wireless connectivity.
2	Complete design and begin implementation of highly scalable hyper-converge private cloud infrastructure along with Windows 365.
2	Design, configure and deploy a network operations center.
2	Continue to support Tollway enterprise initiatives such as Accenture tolling system.
2	Continue to perform cyber-security assessments, remediation activities and enhancements.

EXHIBIT 51-2

DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Antenna Specialist	2	1	1
Application Developer	2	0	0
Application Developer Manager	1	0	1
Chief of Information Technology	1	1	1
Communications Equipment Operator	1	1	1
Computer Operator	1	1	1
Data Center Operations Manager	1	1	1
Database Administrator	1	1	0
Deputy Chief of Business Systems	1	1	1
Deputy Chief of IT - Infrastructure and Development	1	1	1
Deputy Chief of Security	1	1	1
Deputy Manager Strategic Initiatives	1	1	1
Desktop Support Technician	3	0	3
Enterprise Application Support	2	1	0
Enterprise Information Services Manager	1	1	1
Executive Secretary	1	1	1
Field Network Technician	5	4	4
Field Operations Manager	1	1	1
Inventory Control Clerk	1	1	1
IT Business Development Coordinator	1	1	1
Mobile Bench Technician	2	2	2
Mobile Installer	3	3	3
Mobile Shop Manager	1	1	1
Network Manager Cisco	1	1	0
Network Specialist Cisco	1	1	0
Network Support Manager	1	1	1
Network Technician	1	0	1
NOC Manager	1	1	0
NOC Operator	1	1	0
PBX Technician	1	1	1
Project Manager	4	2	0
Secretary III	2	1	1
Security Administrator	1	1	1
Senior Computer Operator	2	2	1
Senior Manager of Strategic Initiatives	1	1	1
Senior Network Administrator	2	2	0
Senior Software Engineer	2	2	2
Senior Systems Analyst	3	3	4
System Administrator	2	2	1

Position Title	FY2016	FY2017	FY2018
System Technician I	4	4	4
Systems Architecture and Engineering Manager	1	1	1
Systems Supervisor	1	1	0
Voice Communications Coordinator	1	1	0
TOTAL	68	55	47

EXHIBIT 52

INTERNAL AUDIT

SUMMARY

The Internal Audit Department promotes accountability and integrity by conducting independent audits and reviews regarding the efficiency and effectiveness of Tollway operations. The Internal Audit Department is responsible for recommending improvements and changes that increase the economy, efficiency and effectiveness of Tollway projects and processes. It advises departments on techniques, controls and best practices for mitigating risks, while promoting the highest professional and ethical standards in the issuance and oversight of contracts and ensures accountability and integrity in the handling of public revenues received by the Tollway.



INTERNAL
AUDIT

EXHIBIT 53



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$484,100	\$522,471	\$392,460	(\$130,011)	-24.9%
FICA and Retirement	253,807	290,254	242,003	(48,251)	-16.6%
Payroll Sub-Total	\$737,908	\$812,725	\$634,463	(\$178,262)	-21.9%
Consulting Services	-	-	275,000	275,000	100.0%
Outside Services	25	-	5,000	5,000	100.0%
Employee Training	7,324	7,000	4,000	(3,000)	-42.9%
Supplies - Office	1,569	2,000	1,600	(400)	-20.0%
Travel and Subsistence	37	2,000	1,500	(500)	-25.0%
Dues, Books and Subscriptions	1,120	2,500	1,200	(1,300)	-52.0%
Office Equipment	621	800	1,200	400	50.0%
Telephone and Telegraph	-	-	200	200	100.0%
Supplies - Operational	50	500	-	(500)	-100.0%
Sub-Total	\$10,746	\$14,800	\$289,700	\$274,900	N/A
Recovery of Expenses	-	-	-	-	N/A
DEPARTMENT TOTAL	\$748,653	\$827,525	\$924,163	\$96,638	11.7%

EXHIBIT 54

The Fiscal Year 2018 Budget Request is \$924 thousand, an increase of \$97 thousand or 11.7 percent above the Fiscal Year 2017 Budget amount. Total payroll is \$634 thousand and includes 5 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$130 thousand compared to the 2017 Budget. This decrease reflects the elimination of 3 vacant positions.
- FICA and Retirement decreased by \$48 thousand compared to the 2017 Budget. The SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.
- Consulting Services increased by \$275 thousand for contracted Internal Audit Services.
- Outside Services increased by \$5 thousand for training for Audit Software Implementation.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS

Outcomes	Internal Audit - 2017 Accomplishments
1,2,4	Cycle Audits – Completed four required cycle audits including Agency Management and Oversight, Personnel and Payroll, Expenditure Control and Purchase and Procurement.
1,2,4	Fiscal Control and Internal Auditing Act (FCIAA) requirements - Completed all administrative requirements set forth within the Fiscal Control and Internal Auditing Act, including, but not limited to, development of the two-year plan, presentations to the Board and executive management on Internal Audit activities, completion of the annual certification letter to the Auditor General of the State of Illinois.
2,4	Audit Follow-Up - Performed follow-up reviews on all 2016 internal and external audit findings presented to management.
4	External Audit Coordination – Coordinated the external audits for the compliance examination, Payment Card Industry (PCI) assessment and other outsourced assurance reviews.
4	Additional Audits – Performed vendor audits and risk-based audits on Tollway operations.
1,2,4	Performed audit activities that have helped the Tollway safeguard assets; promote accountability; ensure compliance with laws, regulations, policies, procedures, generally accepted industry standards and verify the accuracy and reliability of accounting data.
1,2,4	Consulting Services - Provide consulting services on pre-implementation of electronic data processing systems and other areas of management to add value and improve governance, risk management and control processes.
4	Developed and sustained collaborative relationships with administration and other key stakeholders.
1,2,4	Audit recommendations identified ways to maximize revenues or identify opportunities for new revenue or cost savings, manage or use its resources in an economical and efficient manner and identified causes for inefficiencies or uneconomical practices.
1,2,4	Continued to advise on internal controls for the development of systems and business processes that will provide opportunities for operational improvement and efficiencies.

Outcomes	Internal Audit - 2017 Accomplishments
4	Continued recurring goals and objectives including timely completion of scheduled audits, reviews and special projects, performance of follow-up reviews, staff training and career development.
4	Identified activities requiring internal audit through communication with management, other key personnel or problem areas encountered during the performance of regular assignments.
1,2,3,4	Examined existing systems and activities to evaluate efficient and effective use of resources, accomplishment of goals and objectives, reliability of information, accuracy of records, compliance with policies and procedures and integrity of controls.

EXHIBIT 55-1

2018 GOALS AND OUTCOMES

Outcomes	Internal Audit - 2018 Goals/Objectives
1,2,3	Cycle Audits – Complete six required cycle audits including Administrative Support Services, Budgeting, Accounting and Reporting; Revenues and Receivables; Property, Equipment, and Inventory; Electronic Data Processing; and Grant Administration.
1,2,3	Additional Audits – Performe additional noncyclical audits based on annual risk assessment results.
2,3	Audit Coordination – Coordinate with external auditors and Tollway management on various audit engagements to ensure proper communication and efficiency.
1,2,3	Consulting Services - Provide consulting services on pre-implement of electronic data processing systems and other areas of management request to help add value and improve governance, risk management and control processes.
3	Perform audits and provide other services to assist the Tollway to achieve the highest effectiveness and efficiency with integrity.
3	Promote compliance with laws, regulations, policies, procedures, rules, and agreements through reviews and analyses of the Tollway’s services and activities.
1,2,3	Continue to advise on internal controls for the development of systems and businesses processes that will provide opportunities for operational improvement and efficiencies.
2,3	Continued timely completion of scheduled audits, reviews and special projects, performance of follow-up reviews, staff training and career development.
3	Ensure all staff pursue continuous professional development that lead to professional and ethical proficiency expected in the profession of internal auditing.

Outcomes	Internal Audit - 2018 Goals/Objectives
2, 3	Report audit results to senior management and the Audit Committee of the Board. Ensure communication with the Audit Committee is effective in addressing its requirements.
1,2,3	Consulting Services – Provide consulting services on pre-implementation data processing systems and/or management requests to add value and improvement governance, risk management and control processes.

EXHIBIT 55-2

DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Chief Internal Auditor	1	1	1
Information Systems Auditor	1	1	0
Internal Audit Manager	1	1	1
Internal Auditor	3	3	2
Secretary III	0	1	1
Senior Construction Audit Manager	1	1	0
TOTAL	7	8	5

EXHIBIT 56

LEGAL

SUMMARY

The Legal 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 Tollway 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.

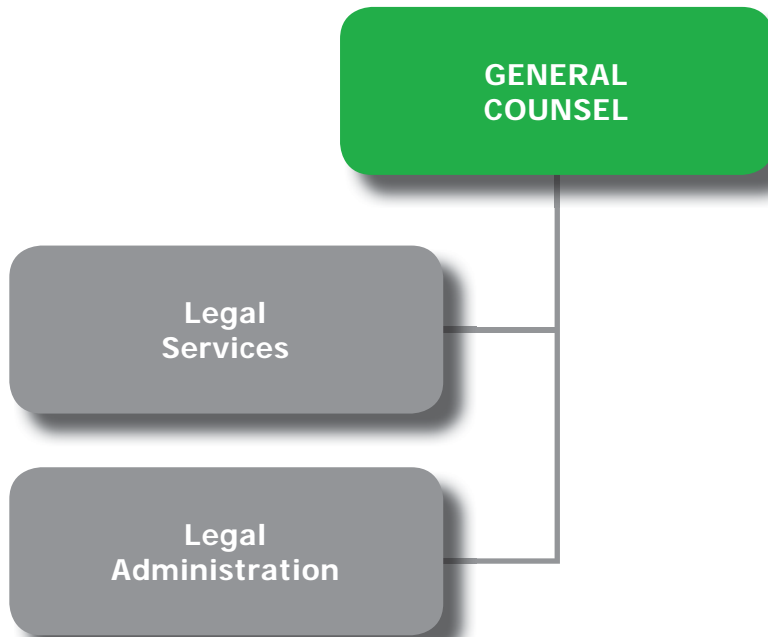


EXHIBIT 57



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$862,770	\$1,030,531	\$1,000,209	(\$30,322)	-2.9%
FICA and Retirement	449,301	572,501	616,759	44,257	7.7%
Payroll Sub-Total	\$1,312,071	\$1,603,033	\$1,616,968	\$13,935	0.9%
Outside Services	127,503	234,000	220,000	(14,000)	-6.0%
Travel and Subsistence	3,068	5,000	5,000	-	0.0%
Dues, Books and Subscriptions	7,583	5,000	5,000	-	0.0%
Supplies - Office	3,063	3,000	4,900	1,900	63.3%
Employee Training	1,617	3,500	3,500	-	0.0%
Other Expenses	137	3,000	3,000	-	0.0%
Postage and Express	1,522	1,900	1,900	-	0.0%
Supplies - Operational	8	1,900	-	(1,900)	-100.0%
Sub-Total	\$144,501	\$257,300	\$243,300	(\$14,000)	-5.4%
Recovery of Expenses	(6,969)	(6,000)	(6,000)	-	0.0%
DEPARTMENT TOTAL	\$1,449,603	\$1,854,333	\$1,854,268	(\$65)	-0.0%

EXHIBIT 58

The Fiscal Year 2018 Budget Request is \$1.9 million; zero percent increase the Fiscal Year 2017 Budget amount. Total payroll is \$1.6 million and includes 11 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$30 thousand compared to the 2017 Budget. This decrease reflects the elimination of 1 position.
- FICA and Retirement increased by \$44 thousand compared to the 2017 Budget due to an increase in the budgeted SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.
- Outside Services decreased \$14 thousand due to historical spend.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS

Outcomes	Legal - 2017 Accomplishments
3	Successful outcome of DBE litigation.
3	Oversaw new bond matters.
3	Continued management and defense of Tollway litigation.
3	Continued support of Board and Tollway leadership.

EXHIBIT 59-1

2018 GOALS AND OUTCOMES

Outcomes	Legal - 2018 Goals/Objectives
3	Have clients communicate with us at the early stages of issues and throughout until matters are resolved. The result will be better outcomes, cost savings and reduced legal expenses from litigation.

EXHIBIT 59-2

DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Assistant Attorney General	2	2	2
Deputy General Counsel	1	1	1
Executive Secretary	1	1	1
General Counsel	1	1	1
Law Clerk	0	1	1
Legal Secretary III	2	1	0
Property Management/Paralegal	1	1	1
Senior Assistant Attorney General	4	4	4
TOTAL	12	12	11

EXHIBIT 60

OFFICE OF FINANCE

SUMMARY

The Office of Finance is responsible for general accounting, financial reporting, capital and operations budgeting, treasury functions, accounts payable, payroll, risk management and toll revenue audit, purchasing and procurement activities for the Tollway. In addition, Finance manages all bond, cash and investment analysis and helps coordinate the financial position of the annual audit of the agency.

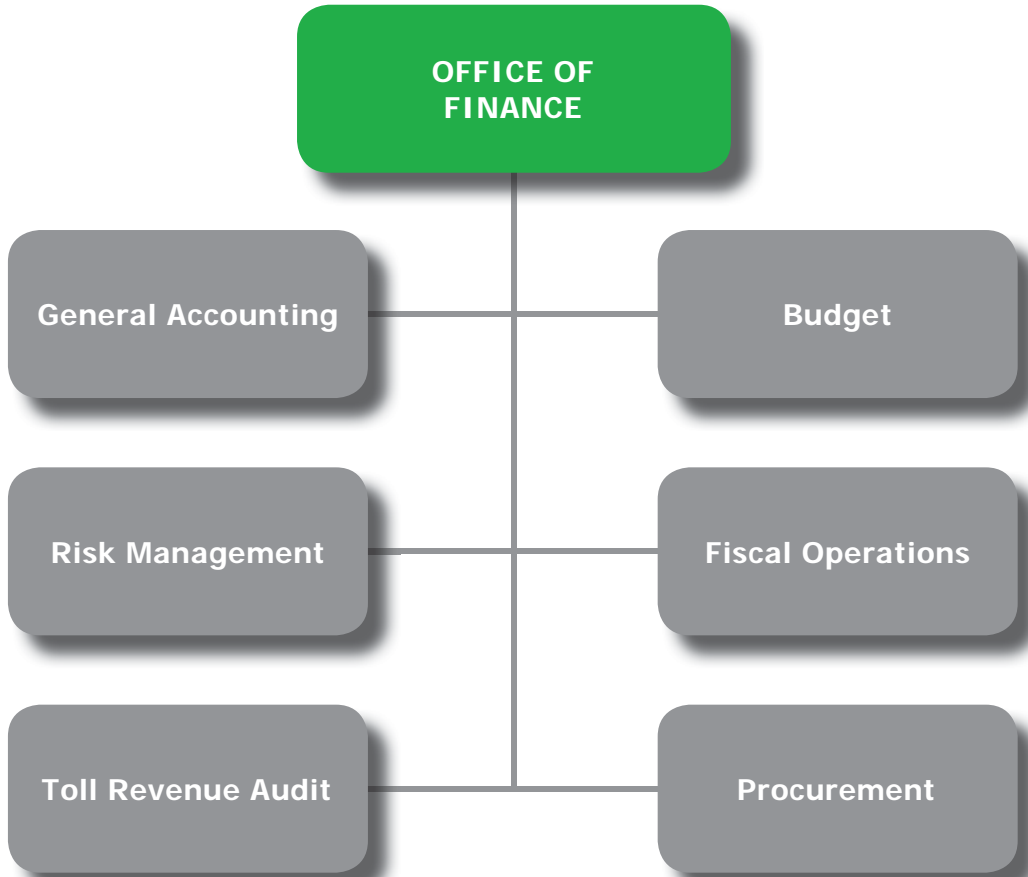


EXHIBIT 61



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$5,429,885	\$5,882,892	\$5,796,491	(\$86,401)	-1.5%
FICA and Retirement	2,875,939	3,268,182	3,594,890	326,708	10.0%
Payroll Sub-Total	\$8,305,824	\$9,151,074	\$9,391,381	\$240,307	2.6%
Employee Group Insurance	30,719,605	35,444,000	36,417,696	973,696	2.7%
Worker's Compensation Insurance	4,638,420	8,199,400	8,025,985	(173,415)	-2.1%
Outside Services	2,630,098	3,847,500	3,837,500	(10,000)	-0.3%
Property Insurance	1,972,349	3,446,600	3,446,600	-	0.0%
Bank Charges	161,296	135,000	135,000	-	0.0%
Bond Trustee	36,641	50,000	50,000	-	0.0%
Supplies - Office	(54,650)	47,000	47,000	-	0.0%
Postage and Express	12,313	21,000	20,290	(710)	-3.4%
Dues, Books and Subscriptions	14,265	15,500	16,500	1,000	6.5%
Office Equipment	990	4,600	8,100	3,500	76.1%
Employee Training	574	7,000	6,500	(500)	-7.1%
Contracted Maintenance Service	-	5,600	5,600	-	0.0%
Travel and Subsistence	1,590	4,500	3,450	(1,050)	-23.3%
Office Equipment-Maintenance	(601)	3,000	3,000	-	0.0%
Printing and Publications	(11,678)	2,900	2,900	-	0.0%
Uniforms and Accessories	(1,564)	2,300	2,300	-	0.0%
Telephone and Telegraph	1,849	3,000	2,100	(900)	-30.0%
Other Expenses	268	1,800	1,800	-	0.0%
Tools and Equipment	11,051	2,500	1,500	(1,000)	-40.0%
Supplies - Operational	(11,376)	3,300	1,400	(1,900)	-57.6%
Advertising and Promotion	400	1,800	1,200	(600)	-33.3%
Replacement Parts	187,444	700	1,075	375	53.6%
Materials - Operational	389,821	100	-	(100)	-100.0%
Fuels and Oils	(9,681)	-	-	-	N/A
Building Equipment	-	2,900	-	(2,900)	-100.0%
Sub-Total	\$40,689,422	\$51,252,000	\$52,037,496	\$785,496	1.5%
Recovery of Expenses	(85,316)	(125,000)	(116,000)	9,000	-7.2%
DEPARTMENT TOTAL	\$48,909,930	\$60,278,074	\$61,312,877	\$1,034,803	1.7%

EXHIBIT 62

The Fiscal Year 2018 Budget Request is \$61.3 million, an increase of \$1 million or 1.7 percent above the Fiscal Year 2017 Budget amount. Total payroll is \$9.4 million and includes 114 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$86 thousand compared to the 2017 Budget. This decrease reflects the phasing of vacant positions.
- FICA and Retirement increased by \$327 thousand compared to the 2017 Budget due to an increase in the budget SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.
- Group Insurance increased by \$974 thousand over the 2017 Budget level and is based on insurance rate increases, projected employee enrollment and employee contributions towards their insurance coverage and now includes Teamsters insurance. This account includes group medical, dental, optical and life as well as retiree health and life insurance.
- Workers’ Compensation Insurance decreased by \$173 thousand compared to the 2017 budgeted amount and is based on the latest actuarial study which takes into consideration the volume and value of claims.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS

Outcomes	Finance - 2017 Accomplishments
3	Improved operational efficiencies, internal controls, service levels and accountability in monthly and quarterly reporting as a result of the following enhancements.
3	Met required deadlines for quarterly and annual financial reporting, including the 2016 GAAP audit report and CAFR and consistently completed monthly accounting close by the third week following month end.
3	Developed alternate methods to accurately record toll revenue, I-PASS transactions, and violation revenue in the absence of fully developed reporting from new back-office system.
3	Successfully completed and recorded the increasingly complex intergovernmental agreement accounting.
3	Provided oversight over Tollway’s capital budget by monitoring and reporting progress relative to capital plans.
3	Continuation of oversight on the Earned Credit Program and validation of bid credits earned and used by contractors.
3	Received the Government Finance Officers Association (GFOA) Certificate of Financial Reporting Excellence for the 20th consecutive year. Received the Distinguished Budget Presentation Award for the 14 consecutive years.
3	Continued efforts in the development of ERP system to replace the various financial systems currently being used.

Outcomes	Finance - 2017 Accomplishments
3	Enhanced the budgeting process by rebuilding and redesigning spreadsheets and word documents for easier review and approvals.
3	Anticipate completion of the issuance of \$300 million of senior revenue bonds at a cost below planned amounts.
3	Continued to rollout and maintain updated policy and procedure documents. Completed draft policy and procedure documents and pushed them out for review and input. This goal is minimized during the transition to BidBuy and SAP due to the dramatic change in procedure these two system changes will entail.
3	Continued to achieve optimal compliance with the State Procurement Code and rules.
3	Maintained continuity of service within the warehouse during anticipated and significant staff retirements. Maintained continuity of service while absorbing key staff loss.
3	Implemented both the BidBuy and the ERP tools and accomplished training necessary to achieve routine and consistent performance utilizing a completely new systematic foundation. Supported implementation requirements of ERP despite significant amount of time commitment being made by multiple members of staff.
3	Explored reduction of consulting staff and integration of roles performed by consultants. Made progress in integrating roles of consultants supporting the staff, with multiple positions being both interviewed for and filled.

EXHIBIT 63-1

2018 GOALS AND OUTCOMES

Outcomes	Finance - 2018 Goals/Objectives
3	Provide comprehensive reports for the employee benefits program to better analyze, benchmark and track spending.
3	Enhance the Workplace Safety Program, including forming injury review committee, tracking and investigating new injuries and enhancing all policies and procedures to reduce risk of employee injuries.
3	Continue to assist in the development and implementation of Phase 1 of the ERP implementation.
3	Continue to complete monthly accounting closes by the end of the third week following the month end in order to achieve timely financial reporting.
3	Continue to refine the accuracy of the monthly and year-end accrual process. Work with Engineering to ensure that all year-end capital accruals are properly reported.
3	Search for improved methods to improve the intergovernmental agreement accounting process.

Outcomes	Finance - 2018 Goals/Objectives
3	Obtain IDOT concurrence to record the executed offset agreements in the accounting records to offset amounts due from Tollway to IDOT against amounts due to Tollway from IDOT.
3	Improve state unclaimed property reporting by utilizing the services of an outside vendor to review requirements and perform reporting.
3	Continue to monitor and assist in the development of the back office system (ATS) reports to accurately capture and report toll revenue, IPASS and violation data.
3	Continue to achieve optimal compliance with the State Procurement Code and rules.
3	Continue to work to implement the ERP tools and accomplish the training necessary to achieve routine and consistent performance utilizing a completely new systematic foundation.
3	Continue to implement the BidBuy tool as currently underway, and accomplish the training necessary to achieve routine and consistent performance utilizing a completely new systematic foundation.
3	Continue to strive to reduce utilization of consulting staff through integration of roles performed by consultants.
3	Explore avenues to best support the needs of the Engineering procurement team and provide oversight of qualifications-based selection procurements through a time of evolving policy.

EXHIBIT 63-2

DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Accountant	2	2	2
Accounts Payable Representative	7	6	6
Accounts Payable Specialist	1	1	1
Assistant Supervisor Accounts Payable	1	1	1
Budget Analyst	1	1	1
Budget/General Accounting Clerk	1	1	1
Buyer	6	6	6
Capital Budget Analyst	2	3	3
Capital Budget Manager	1	1	1
Capital Finance Analyst	1	1	1
Cashier	1	1	1
Cashier Supervisor	1	1	1
Cashier/General Accounting Assistant	3	3	3
Chief Accountant	2	2	2
Chief of Finance	1	1	0
Chief Financial Officer	0	0	1
Chief of Procurement	1	1	1
Claims Adjuster	1	1	0
Clothing Room Supervisor	1	1	1
Construction Insurance Analyst	1	1	1
Contract Administrator	4	6	6
Contract Specialist	0	0	1
Controller	1	1	1
Debt Manager	1	1	1
Deputy Chief of Finance	1	1	1
Deputy Chief of Procurement	1	1	1
Disbursement Control Supervisor	1	1	1
Emergency Services Collection Analyst	1	1	1
Executive Secretary	2	3	2
Financial Planning Analyst	1	1	1
Fiscal Operations Manager	1	1	1
Information Processing Operator	3	2	2
Insurance Claims Supervisor	1	1	1
Insurance Risk Manager	1	1	1
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	1	0	0

Position Title	FY2016	FY2017	FY2018
Manned Lanes Control Clerk	1	1	1
Messenger Services Supervisor	1	1	1
Messenger/Drivers	9	9	9
Payroll Analyst	4	4	4
Payroll Manager	1	1	1
Payroll Supervisor	1	1	1
Project Accountant	3	3	3
Project Administrator	2	2	2
Property Control Auditor	2	2	2
Property Control Supervisor	1	1	1
Property Recovery Analyst	1	1	1
Purchasing Coordinator	1	1	1
Purchasing Services Manager	1	1	1
Purchasing Supervisor	1	1	1
Secretary III	1	1	1
Senior Accountant	4	4	4
Senior Buyer	2	6	6
Senior Financial Analyst	1	0	0
Shipping and Receiving Auditor	1	1	1
Supervisor Workers Comp Claims	0	0	1
Switchboard Operator	1	1	1
Toll Audit Manager	1	1	1
Toll Audit Supervisor	1	1	1
Warehouse and Materials Distribution Supervisor	1	1	1
Warehouse Manager	1	1	1
Warehouse Workers	5	5	5
TOTAL	110	114	114

EXHIBIT 64

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OFFICE OF THE INSPECTOR GENERAL

SUMMARY

The Office of the Inspector General (OIG) was created by statute (605 ILCS 10/8.5) to provide independent oversight essential to maintain public trust in the Illinois Tollway. OIG’s mission is to foster effectiveness and efficiency in Tollway administration and operations by promoting integrity and accountability of the Tollway Board, Tollway employees, contractors and vendors. In furtherance of its mission, OIG works to detect, deter and prevent fraud, waste, abuse, corruption, misconduct and mismanagement. OIG reviews Tollway procedures and conducts investigations of alleged violations of law, rule or regulation and gross or aggravated misconduct or mismanagement. OIG reports its findings and makes recommendations to the Illinois Governor and General Assembly, the Tollway Board and Tollway management.



EXHIBIT 65

Office of the Inspector General



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$595,777	\$588,258	\$568,410	(\$19,848)	-3.4%
FICA and Retirement	309,000	326,801	350,499	23,698	7.3%
Payroll Sub-Total	\$904,777	\$915,059	\$918,909	\$3,850	0.4%
Employee Training	4,968	8,000	8,000	-	0.0%
Dues, Books and Subscriptions	7,445	9,000	8,000	(1,000)	-11.1%
Office Equipment-Maintenance	-	7,100	7,100	-	0.0%
Travel and Subsistence	44	4,000	3,000	(1,000)	-25.0%
Supplies - Office	2,324	3,500	3,000	(500)	-14.3%
Office Equipment	-	6,000	3,000	(3,000)	-50.0%
Supplies - Operational	21	-	2,000	2,000	100.0%
Postage and Express	545	800	700	(100)	-12.5%
Printing and Publications	-	150	100	(50)	-33.3%
Tools and Equipment	-	300	100	(200)	-66.7%
Sub-Total	\$15,348	\$38,850	\$35,000	(\$3,850)	-9.9%
Recovery of Expenses	-	-	-	-	N/A
DEPARTMENT TOTAL	\$920,124	\$953,909	\$953,909	\$0	0.0%

EXHIBIT 66

The Fiscal Year 2018 Budget Request is \$954 thousand, a zero percent above the Fiscal Year 2017 Budget amount. Total payroll is \$919 thousand and includes 6 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries decreased by \$20 thousand compared to the 2017 Budget. This salary decrease reflects the phasing of 2 vacant positions.
- FICA and Retirement increased by \$24 thousand compared to the 2017 Budget due to an increase in the budgeted SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.
- Supplies – Operational increased \$2 thousand to meet 2018 needs based on reclassification of Office Supplies.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS

Outcomes	Inspector General - 2017 Accomplishments
2,3	Provided to the Chairman, Board of Directors, executive staff, the Illinois Governor and the General Assembly appropriate notice of office investigative accomplishments.
2,3	Conducted investigations and reviews that resulted in several Tollway improvements, including enhanced driver’s license tracking, more meaningful dual employment approval and tracking, and consistency in the hiring process.
2,3	Conducted investigations and reviews and issued reports with detailed findings and recommendations for addressing employee performance issues and improving policies and procedures to promote accountability and integrity in Tollway operations.
1,2,3	As official law enforcement liaison for the Tollway, provided investigative assistance to outside law enforcement agencies to facilitate investigative and prosecutorial efforts and lead to successful prosecution in a case of transponder theft and a false violation notice scam.
1,2,3	Enhanced public trust and confidence in the Tollway by publicly reporting, as allowed by law, on investigations, recommendations and management responses.
1,2,3	Enhanced outreach methods and efforts to ensure that Tollway employees, vendors and the public understand Office of Inspector General’s mission and know how to report matters.
1,2,3	Developed and implemented improved hotline intake and referral process for customer service-related issues.
1,2,3	Developed a secure online method to allow interested parties to confidentially report misconduct.
1,2,3	Worked with vendor to improve Office of Inspector General database.
1,2,3	Continued to foster collaboration with stakeholders, both within and external to the Tollway.

EXHIBIT 67-1

2018 GOALS AND OUTCOMES

Outcomes	Inspector General - 2018 Goals/Objectives
2,3	Fulfill statutory mission and provide appropriate notice of office investigative accomplishments to the Chairman, Board of Directors, executive staff, the Illinois Governor and the General Assembly.
2,3	Enhance outreach methods and efforts to ensure that Tollway employees, vendors and the public understand Office of the Inspector General’s mission and know how to report matters.
3	Onboard new investigators and identify ways to improve internal processes to enhance efficiency and ensure timeliness of investigations and reviews.
3	Ensure all staff maintain appropriate certifications and pursue continuous professional development necessary for proficiency expected of a professional investigative office.
3	Continue to identify and address issues of concern and produce reports that add value.
2,3	Promote accountability, integrity, efficiency and effectiveness in Tollway programs and operations through investigations and reviews.
2,3	Continue to identify collaborative means of addressing Tollway concerns.
1,2,3	Maintain and foster public trust in the Tollway by continuing outreach efforts and publicly reporting, as allowed by law, on activities, recommendations and management responses.
1,2,3,4	Leverage technology solutions to enhance operational efficiency and reduce reliance on paper.

EXHIBIT 67-2

DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Administrative Assistant	1	1	1
Deputy Inspector General	1	1	1
Inspector General	1	1	1
Investigator	1	1	1
Investigator - Auditor	1	1	1
Senior Investigator	1	1	1
TOTAL	6	6	6

EXHIBIT 68

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PLANNING

The Office of Planning is responsible for strategic programming and planning, intergovernmental agreements, environmental resource management and planning, landscaping/aesthetics, geographic information system (GIS), legislation and policy, community relations and property management. This office plays an integral part in the local, regulatory and agency coordination which supports the advancement of capital projects. The Planning Office leads the regional and long-range planning efforts by collaborating with various state, regional and local transportation and planning organizations, as well as numerous transportation, planning and environmental advocacy organizations.

Planning staff also develops and maintains systemwide GIS applications and manages the Traffic Engineer. The Traffic Engineer conducts traffic and revenue analysis to be compliant with Trust Indenture requirements.



EXHIBIT 69



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$1,005,128	\$1,131,138	\$1,116,085	(\$15,053)	-1.3%
FICA and Retirement	524,357	628,392	688,211	59,819	9.5%
Payroll Sub-Total	\$1,529,486	\$1,759,530	\$1,804,296	\$44,766	2.5%
Consulting Services	397,011	380,000	400,000	20,000	5.3%
Office Equipment-Maintenance	35,068	64,250	88,400	24,150	37.6%
Dues, Books and Subscriptions	63,638	28,960	63,000	34,040	117.5%
Travel and Subsistence	10,684	8,000	10,000	2,000	25.0%
Employee Training	6,532	5,945	5,945	-	0.0%
Supplies - Office	4,759	12,000	2,000	(10,000)	-83.3%
Telephone and Telegraph	1,219	2,400	1,200	(1,200)	-50.0%
Supplies - Operational	109	800	300	(500)	-62.5%
Postage and Express	-	150	-	(150)	-100.0%
Office Equipment	-	2,000	-	(2,000)	-100.0%
Other Capital Equipment	-	250	-	(250)	-100.0%
Sub-Total	\$519,019	\$504,755	\$570,845	\$66,090	13.1%
Recovery of Expenses	-	-	-	-	N/A
DEPARTMENT TOTAL	\$2,048,505	\$2,264,285	\$2,375,141	\$110,856	4.9%

EXHIBIT 70

The Fiscal Year 2018 Budget Request is \$2.4 million, an increase of \$111 thousand or 4.9 percent above the Fiscal Year 2017 Budget amount. Total payroll is \$1.8 million and includes 26 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$15 thousand compared to the 2017 Budget. This decrease reflects the phasing of vacant positions.
- FICA and Retirement increased by \$60 thousand compared to the 2017 Budget due to an increase in the budgeted SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS - PLANNING

Outcomes	2017 Accomplishments - Planning
1,2	Opened new interchanges at Barrington, Roselle, Meacham, and Elmhurst Roads on the Jane Addams Memorial Tollway (I-90), supporting regional mobility and economic development.
1,2	Pace initiated new transit service along the Jane Addams Memorial Tollway (I-90) in partnership with the Tollway. This includes additional bus routes, pedestrian and bike accommodations and park-n-ride stations. Service expansion will continue into 2018.
1,2,3	Developed a transit plan for the Illinois Route 390 Tollway in partnership with Pace, local municipalities, DuPage and Cook County.
1,2,3,4	Authorized the advancement of the Illinois Route 53/120 Environmental Impact Statement.
2,3,4	Executed a memorandum of understanding with the Chicago Metropolitan Water Reclamation District to advance stormwater and environmental initiatives along the Tri-State Tollway (I-294).
2,3,4	Completed a Landscape Master Plan for the planting of 58,000 trees along the Tollway system.
2,4	Planted nearly 4,000 trees and shrubs along the new Illinois Route 390 Tollway, including about 2,200 trees added between Meacham Road and Lake Street and planted more than 1,600 additional trees and shrubs near the I-290 Interchange.
2,3,4	Replanted and restored nearly 495 acres as part of the Tollway’s wetland mitigation and restoration program, with the bulk of that occurring at three large sites in Cook, DuPage and Lake counties.
2,3,4	Completed regional wetland mitigation projects in Cook and Lake County.
3,4	Seeded nearly 20 acres of land along the Tollway with native plants and grasses, including milkweed and other species that support the Monarch butterfly and other pollinators.
1,2,3,4	Tollway board authorized advancement of the Central Tri-State Tollway (I-294) reconstruction. The proposed Master Plan will be complete by the end of 2017.
2,3,4	Advanced chloride/salt reduction initiative in partnership with communities along the Illinois Route 390 Tollway to protect and improve water quality.

Outcomes	2017 Accomplishments - Planning
1,2,3,4	Worked with various communities and government entities on annexation and excess right of way agreements to leverage resources to enable better public services for communities and support economic development along the Tollway.

EXHIBIT 71-1

2018 GOALS AND OUTCOMES - PLANNING

Outcomes	2018 Goals/Objectives - Planning
1,2,3	Continue to partner with local communities and governments to provide new access and economic development opportunities along to Tollway system.
1,2,3	Evaluate access and operational improvements to better serve the Tollway and region. This will be accomplished by conducting an origin-destination survey along the Tri-State Tollway (I-294).
2,3	Create a geographic information system (GIS)-enabled data sharing site to share publicly available Tollway data with other government agencies, professional service providers, developers or the general public.
2,3	Complete a geographic information system (GIS) master plan to consolidate electronic data sets across departments and develop a graphic-based data sharing interface for the agency. This effort will increase efficiency and accuracy of data by ensuring that consistent and latest data is being used by all departments.
1,2,3	Partner with Illinois Department of Transportation (IDOT), Chicago Metropolitan Agency for Planning (CMAP) on a regional interstate evaluation. The evaluation will be used to prioritize regional transportation investment and identify funding opportunities to modernize and improve the interstate and transit network in Northeast Illinois.
2,3	Continue to invest and use electronic reports for plan and report reviews. This initiative will reduce and eliminate paper copies and redundancies.
1,2,4	Continue implementing the Landscape Master Plan. The Tollway anticipates planting an additional 13,000 trees and shrubs in 2018.
2,3	Continue to invest in an expanded geographic information system (GIS)-enabled right-of-way tracking system for capital projects. Savings realized through consultant and staff efficiencies are estimated at nearly \$950,000 annually.
1,2,3,4	Continue development of Central Tri-State Tollway (I-294) and Illinois Route 53/120 outreach plans to ensure current information is being shared with Tollway customers, residents and other municipal/elected officials.

EXHIBIT 71-2

DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Budget and Data Administrator	1	1	1
Community Relations Corridor Coordinator	1	1	1
Community Relations/Outreach Manager	1	1	1
Condemnation Support Specialist	1	1	0
Chief Planning Officer	0	0	1
Deputy Chief of Planning	1	1	0
Engineering Project Liaison	1	1	1
Environmental Planner	1	1	1
Environmental Policy and Program Manager	1	1	1
Executive Secretary	1	1	1
Geometrics Engineer	1	1	1
GIS Support Specialist	1	1	1
GIS Systems Manager	1	1	1
Intergovernmental Agreement (IGA) Manager	1	1	1
Land Acquisition Manager	1	1	1
Legislative and Policy Analyst	1	1	1
Manager of Govt Int Policy & Planning	0	1	1
Project Manager/Engineer	0	1	1
Property Specialist	1	1	1
Relocation and Acquisition Specialist	1	0	1
Relocation Assistant	1	1	0
Senior Environmental Planner	1	1	1
Senior Landscape Architect	1	1	1
Senior Manager of Strategic Planning	1	1	1
Senior Project Engineer	2	2	2
Senior Project Manager	1	1	1
Traffic and Revenue Analyst	1	1	1
Transportation Planner	1	0	1
TOTAL	26	26	26

EXHIBIT 72

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TOLL OPERATIONS

SUMMARY

The Toll 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.

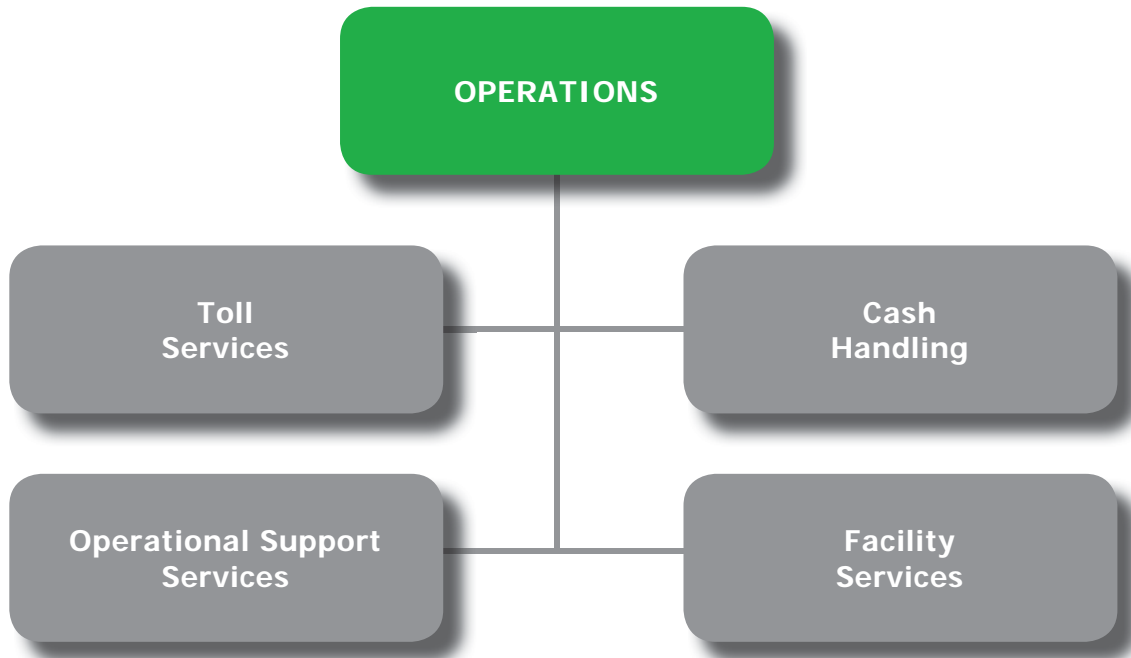


EXHIBIT 73

Toll Operations



DEPARTMENT BUDGET

Major Account Description	2016 Actual Expenditures	2017 Budget	2018 Request	\$ Change from 2017 Budget	% Change from 2017 Budget
Salary and Wages	\$34,908,068	\$32,664,689	\$30,670,709	(\$1,993,980)	-6.1%
FICA and Retirement	18,436,871	18,146,541	18,912,479	765,938	4.2%
Payroll Sub-Total	\$53,344,940	\$50,811,230	\$49,583,188	(\$1,228,042)	-2.4%
Utilities	4,369,426	5,001,000	5,001,000	-	0.0%
Contracted Maintenance Service	131,427	480,000	495,000	15,000	3.1%
Supplies - Operational	401,112	431,550	429,550	(2,000)	-0.5%
Outside Services	1,379,863	386,900	386,900	-	0.0%
Materials - Operational	246,177	283,700	283,200	(500)	-0.2%
Replacement Parts	166,831	228,700	223,700	(5,000)	-2.2%
Armored Truck Service	168,924	170,000	170,000	-	0.0%
Uniforms and Accessories	177,958	163,500	163,500	-	0.0%
Supplies - Office	106,053	106,000	102,800	(3,200)	-3.0%
Tools and Equipment	27,610	38,800	38,400	(400)	-1.0%
Travel and Subsistence	25,761	25,250	25,150	(100)	-0.4%
Building Equipment	11,768	14,500	11,500	(3,000)	-20.7%
Office Equipment-Maintenance	696	10,000	7,000	(3,000)	-30.0%
Office Equipment	2,080	4,500	3,500	(1,000)	-22.2%
Employee Training	2,766	4,300	3,300	(1,000)	-23.3%
Other Expenses	1,211	2,250	2,250	-	0.0%
Fuels and Oils	1,873	1,200	1,200	-	0.0%
Office/Equipment Rentals	118	1,000	1,000	-	0.0%
Telephone and Telegraph	1,869	-	1,000	1,000	100.0%
Other Capital Equipment	-	1,500	1,000	(500)	-33.3%
Postage and Express	503	900	800	(100)	-11.1%
Dues, Books and Subscriptions	293	800	550	(250)	-31.3%
Printing and Publications	150	200	200	-	0.0%
Cash Handling Equipment	-	500	-	(500)	-100.0%
Sub-Total	\$7,224,468	\$7,357,050	\$7,352,500	(\$4,550)	-0.1%
Recovery of Expenses	(17,384)	-	-	-	N/A
DEPARTMENT TOTAL	\$60,552,024	\$58,168,280	\$56,935,688	(\$1,232,592)	-2.1%

EXHIBIT 74

The fiscal year 2018 Budget request is \$56.9 million, a decrease of \$1.2 million or 2.1 percent below the fiscal year 2017 Budget amount. Total payroll is \$49.6 million and includes 563 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$2 million compared to the 2017 Budget. This decrease reflects reducing headcount of vacant positions.

- FICA and Retirement increased by \$766 thousand compared to the 2017 Budget due to an increase in the budgeted SERS Pension Contribution Rate increase from 47.9 percent to 54.0 percent. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions if approved by the State Actuary.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
3. Support basic functions of government
4. Promote environmental responsibility and culture

2017 ACCOMPLISHMENTS

Outcomes	Toll Operations - 2017 Accomplishments
2,3,4	Completed several projects to consolidate and maximize office space to provide more efficient work places systemwide.
2,3,4	Completed the replacement of various HVAC equipment including chillers, boilers and air handlers to improve reliability and reduce energy-related costs.
2,3,4	Completed the installation of security enhancements at various facilities systemwide.
2,3,4	Completed an asphalt resurfacing project of the south parking lot at the Central Administration facility that included an LED retrofit of all existing parking lot lighting to improve visibility and reduce energy related costs.
2,3,4	Completed the replacement of various facility equipment and structures including generators, electrical equipment, plumbing and roofs.
2,3,4	Continued progress on a project to improve air quality at maintenance facilities systemwide.

EXHIBIT 75-1

2018 GOALS AND OUTCOMES

Outcomes	Toll Operations - 2018 Goals/Objectives
2,3,4	Continue progress on the replacement of various HVAC equipment to improve reliability and reduce energy costs systemwide.
2,3,4	Continue progress on the replacement of various equipment related to facility operations systemwide.
2,3,4	Continue progress on security enhancements at facilities systemwide.
2,3,4	Initiate an asphalt resurfacing project of the east parking lot at the Central Administration facility to add additional parking and increased visibility through an energy reducing retrofit of all existing lot lighting.
2,3,4	Continue progress on a maintenance facility rehabilitation project to improve overall air quality.

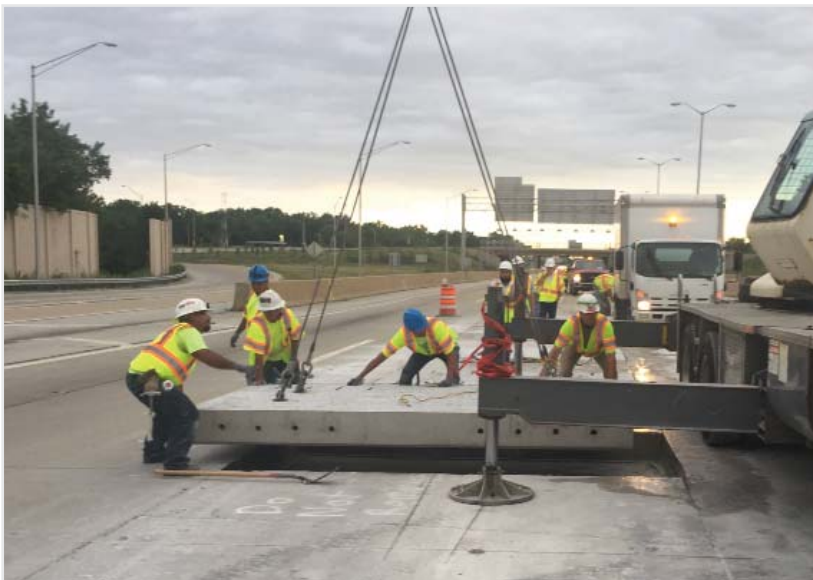
EXHIBIT 75-2

DEPARTMENT HEADCOUNT

Position Title	FY2016	FY2017	FY2018
Accounts Payable Representative	1	1	3
Administrative Manager of Toll Services	1	1	1
Building Maintenance Manager	2	2	2
Carpenter Shop Manager	1	1	1
Carpenter Shop Supervisor	1	1	0
Cash Handling Manager	1	1	1
Cash Handling Supervisor	2	2	2
Chief of Toll Operations	1	1	1
Coin Counter	14	14	16
Coin Counter/Money Truck Driver	2	2	2
Custodial Manager	1	1	1
Custodial Supervisor	3	3	2
Custodian II	31	30	28
Custodian III	12	11	11
District Supervisor	4	4	4
Equipment Operators Laborers	2	2	2
Executive Secretary	1	1	1
Facility Services Manager	1	1	1
General Manager of Facility Services	0	1	1
General Manager of Toll Services	1	1	1
Intake Specialist	1	1	1
Lead Supervisor Money Room	1	1	1
Maintenance System Analyst	1	1	0
Mechanical Electrical	20	20	20
Money Room Clerk	1	1	1
Money Truck Drivers	9	9	9
Office Supervisor/Cash Handling	1	1	1
Painter	7	7	7
Plaza Manager	14	10	9
Plaza Supervisor	25	25	25
Secretary II	1	1	1
Secretary III	1	1	1
Section Clerk	4	4	4
Senior Building Inspector	1	1	1
Structural	14	14	13
Toll Collector	441	419	387
Toll Compliance Specialist	1	1	1
TOTAL	625	598	563



Work will continue in 2018 to prepare for the new Illinois Route 390 Interchange at the I-490 Tollway.



Roadway repairs keep the Tollway system in good condition and provide safe and convenient travel for customers.



Design for reconstruction and congestion relief on the Central Tri-State Tollway (I-294) will continue in 2018.

Capital Program



CAPITAL

The Illinois Tollway's Capital Budget is comprised of two major programs. *Move Illinois: The Illinois Tollway Driving the Future*, capital program was approved by the Board of Directors on August 25, 2011. The *Move Illinois* program is a 15-year term which extends from 2012 through 2026. In April 2017, the Board of Directors agreed to expand the original reconstruction of the Central Tri-State Tollway (I-294) by \$2.1 billion and bring the estimated total capital investments in the *Move Illinois* Program to \$14.3 billion. The fiscal year 2018 Capital Budget allocates \$1,181.8 million to fund the seventh year of the *Move Illinois* Program.

The second program is the Congestion-Relief Program (CRP), which began in 2005 and is currently estimated to cost \$5.7 billion. This program ended in 2016 and projects awarded by end of 2016 are expected to be completed by 2018. The fiscal year 2018 Capital Budget allocates \$2.0 million to fund the final projects.

(\$ millions)	2016 Actual Expenditures	2017 Estimated Expenditures	2018 Request	\$ Change from 2017 Estimate
<i>Move Illinois</i> Program				
Existing System Needs	\$662.2	\$524.1	\$796.1	\$272.0
System Expansion	323.0	341.9	385.6	43.8
<i>Move Illinois</i> Program Total	\$985.2	\$866.0	\$1,181.8	\$315.7
Congestion-Relief Program Total	\$173.6	\$48.0	\$2.0	(\$46.0)
Capital Program Total	\$1,158.8	\$914.0	\$1,183.7	\$269.7

Notes:

1. 2016 Actual Expenditures reflected cost recoveries of (\$29.7) million pursuant to intergovernmental agreements (IGA). 2017 Estimated Expenditures and 2018 Request do not reflect any IGA reimbursements.

Totals may not add due to rounding.

EXHIBIT 77

MOVE ILLINOIS: THE ILLINOIS TOLLWAY DRIVING THE FUTURE

In August 2011, the Illinois Tollway approved a comprehensive 15-year (2012-2026) capital program – *Move Illinois: The Illinois Tollway Driving The Future* - to complete the rebuilding of the Tollway system to improve mobility, relieve congestion, reduce pollution and link economies across Northern Illinois. In April 2017, the Board of Directors agreed to expand the original reconstruction of the Central Tri-State Tollway (I-294) by \$2.1 billion and bring the estimated capital investments in the *Move Illinois* Program to \$14.3 billion.

(\$ millions)	2016 Actual Expenditures	2017 Budget	2017 Estimated Expenditures	2018 Request
Existing System Needs				
Jane Addams Memorial Tollway (I-90)	\$516.1	\$162.8	\$201.6	\$24.4
Tri-State Tollway (I-94/ I-294/ I-80)	39.5	55.2	60.0	238.1
Veterans Memorial Tollway (I-355)	1.6	10.9	9.1	35.1
Reagan Memorial Tollway (I-88)	4.8	9.4	14.8	175.0
Systemwide Improvements	100.2	283.4	238.6	323.5
Existing System Needs Total	\$662.2	\$521.7	\$524.1	\$796.1
System Expansion				
Tri-State Tollway (I-294)/I-57 Interchange	\$1.7	\$2.1	\$3.9	\$0.0
Elgin O'Hare Western Access Project	320.8	374.5	333.0	375.9
Other Emerging Projects	0.5	17.3	4.9	9.7
System Expansion Total	\$323.0	\$393.8	\$341.9	\$385.6
Move Illinois Program Total	\$985.2	\$915.5	\$866.0	\$1,181.8

Notes:

1. 2016 Actual Expenditures reflected cost recoveries of (\$6.1) million pursuant to intergovernmental agreements (IGA). 2017 Estimated Expenditures and 2018 Request do not reflect any IGA reimbursements.

Totals may not add due to rounding.

EXHIBIT 78

Overview: 2017 *Move Illinois* Program – Year Six

Existing System Needs

The *Move Illinois* capital program commits funds to deliver critical pieces of the Illinois Tollway system – including rebuilding and widening the Jane Addams Memorial Tollway (I-90) from the Tri-State Tollway (I-294) to Rockford with accommodations for transit. The program also provides for preservation of the Reagan Memorial Tollway (I-88), interchange improvements, repair and maintenance of bridges systemwide and reconstruction and rehabilitation of maintenance facilities. The program also includes upgrades for toll collection technology, intelligent transportation systems (ITS) technology, program support and other capital needs.

Jane Addams Memorial Tollway (I-90)

The current *Move Illinois* Program budget for the Jane Addams Memorial Tollway (I-90) is \$2.5 billion, including \$220 million made available from the Congestion-Relief Program. Approximately \$201.6 million was expended on the Jane Addams Memorial Tollway in 2017. On the project's western segment, rebuilding and widening from Mill Road to the Elgin Toll Plaza was completed in 2014, with minor

landscaping and right-of-way fence replacement ongoing in 2017 for approximately \$3.1 million. Bridge reconstruction and widening at Illinois Route 23 over I-90 will be completed in 2017 for approximately \$7 million.

Rebuilding and widening the eastern segment of the project from the Elgin Toll Plaza to the Tri-State Tollway (I-294) was completed in 2016. In 2017, \$86.3 million was allocated to complete closeout activities on the roadway projects. In addition, \$21.5 million in construction funds were needed to complete several multi-year projects including interchange improvement projects at Roselle Road and Barrington Road. Interchange work on the Illinois Route 31 and Illinois Route 25 bridges and ramps also has been closed out. The installation of ITS elements have been completed with \$8.3 million budgeted, and a new pedestrian bridge has been constructed near Barrington Road for access to a new Pace Park-n-Ride station. Right-of-way acquisition activities are expected to be completed in 2017 while fiber optic relocations will be ongoing. Several small business set-aside projects will begin including grading and landscaping improvements, right-of-way fence replacement and tree planting.

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

In 2017, the Tollway expects to spend \$60 million on the corridor. Master plan development for the Central Tri-State Tollway reconstruction from 95th Street to Balmoral Avenue is anticipated to be complete in late 2017 and final design services have begun. Design services for reconstruction of the Mile Long Bridge over the Des Plaines River and the BNSF Railroad Bridge over I-294 continued. In advance of the start of bridge construction scheduled for 2019, \$3 million was provided for right-of-way acquisition along with \$10.1 million for utility relocations. Design will begin for Edens Spur rebuilding, with construction planned to begin in 2018.

Veterans Memorial Tollway (I-355)

Approximately \$9.1 million was allocated in 2017 for design services for resurfacing from I-55 to Army Trail Road, which is scheduled for construction starting in 2018.

Reagan Memorial Tollway (I-88)

In 2017, the Tollway committed \$14.8 million on the Reagan Memorial Tollway. Design was completed for roadway reconstruction east of York Road with construction set to begin in early 2018. Design on the connector road to the Tri-State Tollway (I-294) will be completed with construction to begin in early 2018. Design will be completed for roadway and bridge rehabilitation on the west segment between Illinois Route 251 and Illinois Route 56.

Systemwide Projects

In 2017, \$238.6 million was designated for systemwide improvements including \$45 million for bridge, pavement and safety improvements and \$61.2 million for toll collection, plaza modifications and information technology projects. The maintenance facility upgrades continued in 2017 with more than \$31.4 million in improvements including salt dome repairs at various maintenance sites, salt dome replacement at the Marengo (M-6) maintenance site, pavement improvements at the Hillside (M-2) and Downers Grove (M-14) maintenance sites, and repairs to liquid chloride storage tanks at various maintenance sites. In 2017, reconstruction began at the Marengo (M6) maintenance site and continued at the Rockford (M-7) maintenance site.

The Tollway also delivered interchange improvements on the Reagan Memorial Tollway (I-88) at Farnsworth Avenue as well in 2017, with \$7.9 million to complete the two-year project. More than \$48.5 million was allocated for non-roadway and other capital projects, with the remaining \$44 million spent on program support activities, including project management services, materials engineering services, utility relocations, support staff and land acquisition support services.

System Expansion

The *Move Illinois* Program includes regional projects that will promote economic development by providing an opportunity to stimulate local economies and provide infrastructure improvements necessary to continue to support the quick and efficient transport of goods, services and workers. The capital program includes the Elgin O'Hare Western Access Project that will provide western access to one of the nation's busiest airports.

Tri-State Tollway (I-294)/I-57 Interchange

The first phase of construction was completed in October 2014, allowing movements from northbound I-57 to I-294 and from I-294 to southbound I-57, as well as a new access at 147th Street. Approximately \$3.9 million was spent in 2017 on contract completion and closeout activities.

Elgin O'Hare Western Access Project

The anticipated 2017 expenditure for the Elgin O'Hare Western Access Project is approximately \$333.0 million, plus an additional \$39.2 million funded by the federal Congestion Mitigation and Air Quality (CMAQ) Improvement Program and other local contributions. Approximately \$168.3 million was allocated for construction and design extending the new Illinois Route 390 east to Illinois Route 83. Construction included completion of the I-290 Interchange, the Wood Dale Road Interchange and construction of mainline roads, bridges and frontage. The new Illinois Route 390 roadway opened to traffic between I-290 and Illinois Route 83 extending Elgin O'Hare Western Access tolling from U.S. Route 20 to Illinois Route 83 in November 2017. Design development will continue on the Illinois Route 390 Interchange for the new I-490 Tollway. Approximately \$95.3 million is anticipated in 2017 for design and construction to support the new I-490 Tollway, including a grading project at the O'Hare International Airport Central Deicing Facility, completion of the Janes Addams Memorial Tollway (I-90) Interchange at Elmhurst Road, roadway design of I-490 from I-294 to Franklin Avenue/Green Street and from Devon Avenue to I-90, and on-going design for the I-490/I-90 Interchange. Also included in the 2017 expenditures was funding for right-of-way land acquisitions and utility relocations along I-490 to support future construction.

Other Emerging Projects

The *Move Illinois* Program includes \$4.9 million in 2017 for emerging projects.

Overview: 2018 Move Illinois Program – Year Seven

In 2018, the fiscal year capital budget includes funding for the seventh year of the 15-year, \$14.3 billion Move Illinois Program. For fiscal year 2018, approximately \$1.2 billion is allocated for Move Illinois.

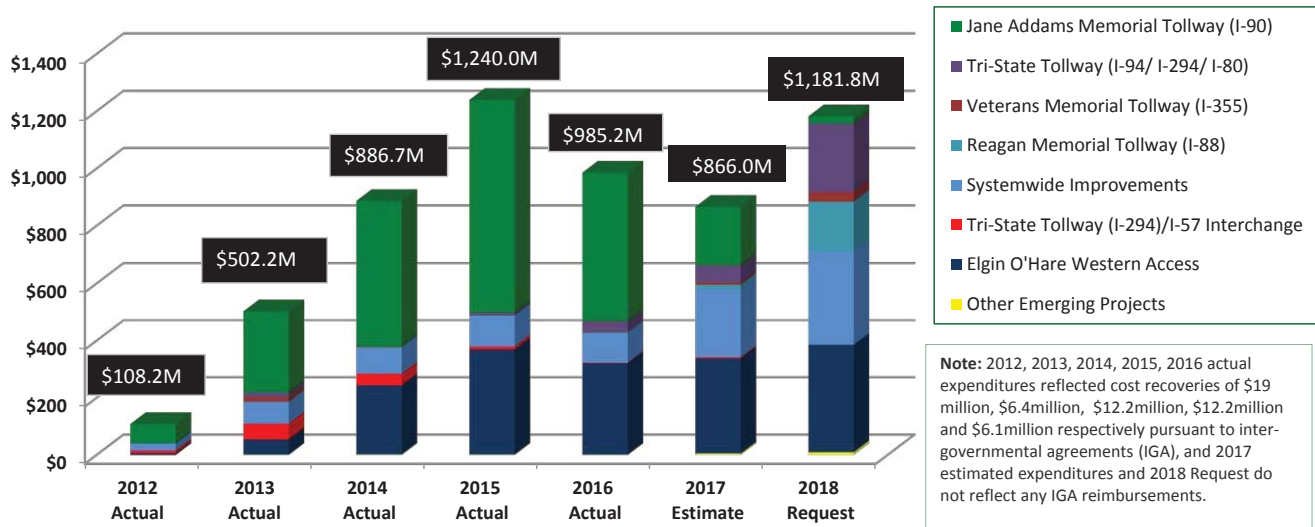


EXHIBIT 79

Existing System Needs

Jane Addams Memorial Tollway (I-90)

The current Move Illinois Program budget for the Jane Addams Memorial Tollway (I-90) is \$2.5 billion including \$220 million made available from the Congestion-Relief Program to fund reconstruction and widening work completed in 2016. Approximately \$24 million will be expended on the Jane Addams Memorial Tollway in 2018 with various roadway completion projects including fiber optic removal, grading, tree planting, landscaping and right-of-way fence installation anticipated throughout the corridor.

Jane Addams Memorial Tollway (I-90)
(\$ millions)

Need	Project Type	Project Limits	Length (miles)	Construction Period	2018 Request
Reconstruct					
Infrastructure Replacement/ Congestion Relief	Reconstruct 6 Lanes/ Add 2 Lanes	Kennedy Expressway to Elgin Toll Plaza (9) (MP 79.0 to 54.0)	25.0	2013-2016	\$16.3
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Elgin Toll Plaza (9) to Illinois Route 47 (MP 54.0 to 46.5)	7.5	2013-2016	\$4.5
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Illinois Route 47 to I-39 (MP 46.5 to 17.5)	29.0	2013-2016	\$0.3
	Utilities / ROW and Corridor Support	Corridorwide			\$3.2
Sub Total:					\$24.4
Jane Addams Memorial Tollway (I-90) Total:					\$24.4

EXHIBIT 80

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

Tri-State Tollway (I-94/I-294/I-80)
 (\$ millions)

Need	Project Type	Project Limits	Length (miles)	Construction Period	2018 Request
Reconstruct					
Infrastructure Replacement	Reconstruct 8 Lanes/ Add 2 Lanes	95th Street to Balmoral Avenue (MP 17.7 to 40.0)	22.3	2019-2025	\$136.7
Infrastructure Replacement	Reconstruct 4 Lanes	Edens Spur (MP 25.0 to 30.0)	5.0	2018-2020	\$15.5
Infrastructure Renewal	Bridge and Ramp Repairs	Corridorwide		2018-2026	\$9.5
	Utilities / ROW and Corridor Support	Corridorwide			\$76.4
Subtotal:					\$238.1
Tri-State Tollway (I-94/I-294/I-80) Total:					\$238.1

EXHIBIT 81

As part of the *Move Illinois* Program, the Tollway will invest more than \$4.4 billion to reconstruct and improve the Tri-State Tollway from 95th Street to Balmoral Avenue. In 2018, the Tollway expects to spend \$238.1 million on the corridor. Design efforts will continue for roadway reconstruction and widening between 95th Street and Balmoral Avenue, with planned expenditures of \$72.5 million. Approximately \$7.1 million will be spent on continuing design services for reconstruction of the Mile Long Bridge over the Des Plaines River and the BNSF Railroad Bridge over I-294. Prior to the start of bridge construction scheduled for 2019 and advanced mainline construction planned for 2022, right-of-way acquisition of \$42.4 million is anticipated to occur in 2018 along with \$34 million in utility relocations. Design will continue for Edens Spur reconstruction, with construction planned to begin in 2018.

Veterans Memorial Tollway (I-355)

Veterans Memorial Tollway (I-355)
 (\$ millions)

Need	Project Type	Project Limits	Length (miles)	Construction Period	2018 Request
Restore					
Infrastructure Renewal	Mill, Patch and Overlay	I-55 to Boughton Road, Collector-Distributor Roads, and North Avenue to Army Trail Road (MP 12.5 to 30.0)	17.5	2013	\$0.0
Infrastructure Renewal	Mill, Patch and Overlay	I-55 to Army Trail Rd (MP 12.3 to 30.0)	17.5	2018-2019	\$33.4
Infrastructure Renewal	Bridge & Ramp Repairs	I-80 to Army Trail Rd (MP 0.0 to 30.0)	30.0	2012-2026	\$0.7
	Utilities / ROW and Corridor Support	Corridorwide			\$0.9
Veterans Memorial Tollway (I-355) Total:					\$35.1

EXHIBIT 82

Approximately \$35.1 million is allocated in 2018 for improvements on I-355, which includes \$33.4 million to complete the design and the start of resurfacing from I-55 to Army Trail Road, and roadway widening between Illinois Route 56 and Illinois Route 38.

Reagan Memorial Tollway (I-88)

Reagan Memorial Tollway (I-88)
(\$ millions)

Need	Project Type	Project Limits	Length (miles)	Construction Period	2018 Request
Reconstruct					
Infrastructure Replacement	Reconstruct 6 Lanes	York Road to I-290 (MP 139.0 to 140.5)	1.5	2018-2019	\$27.7
Infrastructure Replacement	Reconstruct 4 Lanes	East-West Connector between I-294 / I-88	3.7	2018	\$13.5
Sub Total:					\$41.2
Restore					
Infrastructure Renewal	Mill, Patch and Overlay	Illinois Route 251 to Illinois Route 56 (MP 76.0 to 114.0)	38.1	2017-2019	\$132.0
Infrastructure Renewal	Mill, Patch and Overlay	Aurora Toll Plaza (61) to Illinois Route 59 (MP 118.0 to 123.5)	5.5	2017-2019	\$0.9
	Utilities / ROW and Corridor Support	Corridorwide			\$0.9
Sub Total:					\$133.8
Reagan Memorial Tollway (I-88) Total:					\$175.0

EXHIBIT 83

Approximately \$175 million will be spent in 2018, which includes \$132 million for pavement rehabilitation between Illinois Route 251 and Illinois Route 56, \$27.7 million for roadway reconstruction between York Road and I-290 and \$13.5 million for reconstruction of the connector ramp between the Tri-State Tollway (I-294) and I-88.

Systemwide Projects

Approximately \$323.5 million will be spent in 2018 on systemwide improvements including \$80.9 million for bridge, pavement and safety improvements and \$70.5 million for toll collection and information technology related projects. Design for interchange improvements on the Reagan Memorial Tollway (I-88) at Illinois Route 47 will begin in 2018. Reconstruction of the Bradley Road Bridge over I-94 and the 159th Street Bridge over the Tri-State Tollway (I-294) will begin in 2018.

Tollway maintenance facility upgrades will continue in 2018 with more than \$59.3 million in improvements planned. Reconstruction will be completed at the Rockford (M-7) maintenance site and the Marengo (M-6) maintenance site in 2018, and construction is scheduled to begin on a new maintenance site for the Illinois Route 390 Tollway.

In addition, nearly \$75.7 million is budgeted for non-roadway projects and approximately \$26.3 million will be spent on program support activities, including project management services, materials engineering services, utility relocations, support staff and land acquisition support services.

**Systemwide
(\$ millions)**

Need	Project Type	Project Limits	Length (miles)	Construction Period	2018 Request
Systemwide Maintenance Facilities					
Infrastructure Replacement	Reconstruct	All	n/a	2014-2026	\$59.3
Systemwide Maintenance Facilities Subtotal:					\$59.3
Systemwide Improvements					
Infrastructure Renewal	Bridge, Pavement, Drainage and Safety Appurtenance Repairs	Systemwide	n/a	2012-2026	\$80.9
Infrastructure Enhancement	Business Systems/ IT and ITS Upgrades	Systemwide	n/a	2012-2026	\$40.1
Capital Requirements	Non-Roadway Projects	Systemwide	n/a	2017-2026	\$75.7
Access Expansion	Service Interchanges	Systemwide	n/a	2012-2026	\$10.8
Toll Collection Upgrades	Plaza Modifications for Electronic Tolling Upgrades	Systemwide	n/a	2012-2026	\$30.4
	Program Support	Systemwide	n/a	2012-2026	\$26.3
Systemwide Improvements Subtotal:					\$264.2
Systemwide Total:					\$323.5

EXHIBIT 84

System Expansion***Tri-State Tollway (I-294)/I-57 Interchange***

The *Move Illinois* Program includes construction of a new interchange at the Tri-State Tollway (I-294) and I-57.

The first phase of construction was completed in October 2014, allowing movements from northbound I-57 to I-294 and from I-294 to southbound I-57, as well as a new access at 147th Street. There is no activity planned for 2018.

Tri-State (I-294)/I-57 Interchange
(\$ millions)

Need	Project Type	Project Limits	Length (miles)	Construction Period	2018 Request
System Expansion	New Ramps, Structures and Toll Plazas	New Ramps to and from I-294 and I-57 and to and from 147th Street	n/a	2012-2014	\$0.0
	Utilities / ROW and Corridor Support		n/a	2012 - 2024	\$0.0
Tri-State (I-294)/I-57 Interchange Total:					\$0.0

EXHIBIT 85

Elgin O'Hare Western Access Project

The Elgin O'Hare Western Access Project includes delivery of the new Illinois Route 390 from U.S. Route 20 to the west side of O'Hare International Airport. The project also includes construction of the new I-490 Tollway from Jane Addams Memorial Tollway (I-90) to the Tri-State Tollway (I-294). These improvements will provide access to O'Hare International Airport from the west and improve travel efficiency by reducing congestion on the local street network.

Elgin O'Hare Western Access
(\$ millions)

Need	Project Type	Project Limits	Length (miles)	Construction Period	2018 Request
System Expansion	Repair 4 Lanes/ Add 2 Lanes and Construct Tolling Facilities	Existing Elgin O'Hare Expressway U.S. Route 20 to Rohlwing Road	6.0	2013-2016	\$0.0
System Expansion	Construct 4 New Lanes	Elgin O'Hare Extension Rohlwing Road to York Road via Thorndale Avenue	4.8	2014-2021	\$102.1
System Expansion	Construct 4 New Lanes	South Leg of Western Access Thorndale Avenue to I-294 via York Road	3.0	2016-2025	\$54.1
System Expansion	Construct 4 New Lanes	North Leg of Western Access Thorndale Avenue to I-90 via York Road	3.2	2015-2023	\$68.1
	Utilities / ROW and Corridor Support		n/a	2012 - 2026	\$167.5
	Local Contribution *		n/a	2014-2023	(\$15.9)
Elgin O'Hare Western Access Total:					\$375.9

* 2018 Total Budget Request of \$375.9 million includes \$15.9 million estimated to be non-Tollway funding.

EXHIBIT 86

The Tollway expects to spend \$375.9 million on work to complete the Illinois Route 390 Tollway and advance the new I-490 Tollway in 2018, plus an additional \$15.9 million of federal Congestion Mitigation and Air Quality (CMAQ) Improvement Program grant funds and other local contributions. Engineering work in 2018 includes coordination, implementation and construction management efforts to extend the Illinois Route 390 Tollway to the east, design development of the new interchange at I-490, design of the I-490/I-294 Interchange and design of the I-490/I-90 Interchange, as well as continued design of I-490 from I-294 to Franklin Avenue/Green Street as well as I-490 between Devon Avenue and I-90. Construction in 2018 will include extension of the new Illinois Route 390 Tollway between Illinois Route 83 and York Road, continued construction at the Illinois Route 19 Interchange, construction start planned for the interchange connecting Illinois Route 390 and I-490, and advance work at the I-490 and I-294 Interchange. Right-of-way acquisitions and utility relocations will also continue in support of the new I-490 Tollway.

Other Emerging Projects

The *Move Illinois* Program includes \$9.7 million in 2018 for various emerging projects.

CONGESTION-RELIEF PROGRAM

The 2018 fiscal year capital budget reflects the Tollway's commitment to maintain and upgrade the existing facilities and system infrastructure. The budget includes funding for completion of the final projects of the Congestion-Relief Program (CRP) which is currently estimated to cost \$5.7 billion. For fiscal year 2018, \$2 million is allocated for the CRP.

Congestion-Relief Program (CRP)

Overview: Congestion-Relief Program 2005 through 2017

By the end of 2017, the Illinois Tollway will have spent an estimated \$5.7 billion of the currently estimated cost of \$5.7 billion for the Congestion-Relief Program.

Overview: 2018 Congestion-Relief Program

Congestion-Relief Program

(\$ millions)	2016 Actual Expenditures	2017 Budget	2017 Estimated Expenditures	2018 Request
Congestion-Relief Program (CRP)				
Jane Addams Memorial Tollway (I-90)	\$25.7	\$2.4	\$4.0	\$0.0
Tri-State Tollway (I-94/I-294/I-80)	-6.9	1.3	3.2	0.0
Veterans Memorial Tollway (I-355)	6.3	1.4	1.2	0.0
Reagan Memorial Tollway (I-88)	78.7	29.0	20.6	0.0
Open Road Tolling (ORT)	0.0	0.0	0.0	0.0
Systemwide Improvements	69.8	11.6	19.1	2.0
Congestion Relief Program Total	\$173.6	\$45.8	\$48.0	\$2.0

Notes:

- 2016 Actual Expenditures reflected cost recoveries of (\$23.6) million pursuant to intergovernmental agreements (IGA). 2017 Estimated Expenditures and 2018 Request do not reflect any IGA reimbursements.

Totals may not add due to rounding.

EXHIBIT 87

The 2018 fiscal year capital budget reflects the Tollway's commitment to maintain and upgrade the existing facilities and infrastructure of the system. For fiscal year 2017, \$2 million is allocated for the CRP.

Systemwide

The 2018 capital budget allocates \$2 million for systemwide improvements, which includes \$960 thousand for the completion of bridge deck patching on the Mile Long Bridge of the Tri-State Tollway (I-294) and bridge and ramp repairs along the Jane Addams Memorial Tollway (I-90) west of Rockton Road near Rockford. The remaining \$1 million is allocated for construction management and design services for systemwide pavement and bridge improvements to ensure the integrity of the system.

Project Type	Project Limits	Length (miles)	Estimated Construction Period	2018 Request (millions)
Systemwide Needs				
Bridge Improvements	Bridge Improvements	-	Annual	\$1.0
Environmental / Program	Systemwide	-	Annual	\$0.3
Pavement Improvements	Pavement Improvements	-	Annual	\$0.7
Sub Total:				\$2.0
			Systemwide Total:	\$2.0

EXHIBIT 88

CAPITAL PLANNING

Long Term Capital Plan

As required by the Toll Highway Act, the Illinois Tollway developed a comprehensive 15 year capital program in August 2011 to complete the rebuilding of the 52 year-old- system and commit over \$14 billion (includes an additional \$2.1 billion approved by the Board in April 2017).

The *Move Illinois* Program was developed to improve mobility, relieve congestion, reduce pollution, create as many as 120,000 jobs and link economies across the Midwest. At the completion of 2018, the Illinois Tollway will have spent more than 40 percent of the \$14 billion *Move Illinois* Program budget. The Illinois Tollway is self-supported and with revenue from tolls financing its annual maintenance and operations, capital improvements and debt service for the 294-mile Tollway system serving communities and drivers across 12 counties in Northern Illinois.

The *Move Illinois: The Illinois Tollway Driving the Future*, maps out the Illinois Tollway's capital program for 2012-2026.

Projects Include:

- Restructuring and widening the Jane Adams Memorial Tollway (I-90) from the Tri State (I-294) near O'Hare Airport to the I-39 interchange in Rockford as a state-of-the-art 21st century corridor.
- Reconstructing the Central Tri-State Tollway (I-294) from 95th Street to Balmoral Avenue and the Eden's Spur(I-94)
- Preserving the Reagan Memorial Tollway (I-88)
- Preserving the Veterans Memorial Tollway (I-355)
- Repairing roads, bridges and maintenance facilities
- Other Capital projects.
- Constructing a new interchange at I-294/I-57
- Constructing the Elgin O'Hare Western Access including the completion of the Elgin O'Hare and construction of the West Access between I-90 and I-294, and rehabilitation and widening of the existing Elgin O'Hare Expressway. Building two new, all-electronic tollways as part of the Elgin O'Hare Western Access Project.
- Planning for transit options on the Jane Addams Memorial Tollway (I-90) and other emerging projects.

For additional details on the *Move Illinois* Capital Program, please see the link below to Illinois Tollway website.

<https://www.illinoistollway.com/projects/capital-programs>

Planning Overview

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

Input from local communities is instrumental in the successful development and implementation of regionally significant transportation projects. Additionally, ongoing dialogue with local businesses ensures 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 needs and establish priorities for providing Northern Illinois with a coordinated transportation plan.

Planning Process

The Tollway uses a comprehensive capital planning process, which includes analyzing and evaluating the needs of the Tollway and its surrounding communities, as well as developing strategies to increase system efficiency.

The planning process begins with stakeholder departments, including Finance, Engineering, Information Technology, Business Systems and Operations 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 and improved operations
- Safety – incident reduction, improved traffic flow and response time
- Timing - coordination of construction and maintenance project schedules to minimize disruption to commuters
- Community – anticipated local and regional growth
- Financing – impact on revenue, future maintenance and operating costs
- Cost – estimated project cost and risk
- Land use - assessment of right-of-way needs and environmental resources
- Multi-agency implementation support - consideration of external agency projects and initiatives

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.

The Tollway uses a public and transparent process to evaluate potential future projects, policies and initiatives. Working with the Illinois Department of Transportation, transit agencies and local and regional transportation and planning agencies, the Tollway continuously updates project analyses, and seeks to identify projects that would significantly reduce congestion, expand economic opportunities, improve the region's transportation infrastructure and foster environmental responsibility and sustainability. The planning process identifies approximate costs, regional and local support and financing options for projects for review by the Tollway Board of Directors. These comprehensive reviews for major capital projects are publicly presented and posted on the Tollway's website.

Budget Development

Program and project reviews are ongoing throughout the fiscal year, however, the annual capital budget process begins each summer. The Finance Department's budget division 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 division 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. New projects and initiatives are also incorporated into the capital needs list. The requesting department prepares and submits a capital program project request form which provides 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 division works with departments to gather updated information regarding ongoing projects. Draft documents are developed showing all projects - both ongoing and proposed. These draft documents are distributed to departments for review and the opportunity to add or revise any information. In conjunction with department chiefs, the budget division compiles a list of proposed and ongoing projects to be presented to key decision makers. The budget division meets with the chief of finance to discuss financial impacts and projects to be included in the proposed capital budget. The budget division coordinates with 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 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. In November, various public outreach activities take place, including inviting the public to view webcasts of Board presentations and discussion, attend a public hearing, review budget materials and share comments to be presented to the Board of Directors. The budget division 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 including 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 and Replacement Account and the Improvement Account; bond proceeds are deposited into the Construction Fund.

Use of Funds

Capital expenditures are related to the Capital Program, which is comprised of the *Move Illinois* Program, the Congestion-Relief Program (CRP) and other capital needs, such as roadway equipment and vehicles and new technologies and enhancements. For reporting purposes the programs are divided into corridors. Other capital needs are divided into building repairs and maintenance, equipment, professional services and roadway.

Capital Projects Operating Impacts

Planning for the operational impact of the capital program is an important consideration during the Tollway's budget 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 are 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 capital projects are implemented, the toll collection system is expanded. Since 2012, Tollway has added 231.6 lane miles or an increase of about 11 percent to bring total lane miles to 2,280.5 in 2017. The expansion is primarily due to addition of the new Illinois Route 390 Tollway and widening of

the Jane Addams Memorial Tollway (I-90) through the addition of lanes and construction of additional interchanges.

Cost Monitoring

The Tollway maintains a project management database that is used to monitor and measure program status, provide early identification of problem areas, provide for alternative analysis and ensure that pertinent information is communicated to project participants. Information on budgets, commitments, expenditures, cash flows, forecasts and performance status is tracked. Timely reporting of this information allows decisions to be made in advance and provides for 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 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 could potentially cause a project delay or cause a 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. Recording anticipated changes provides 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 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 and capitalize on opportunities to meet implementation goals
- 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

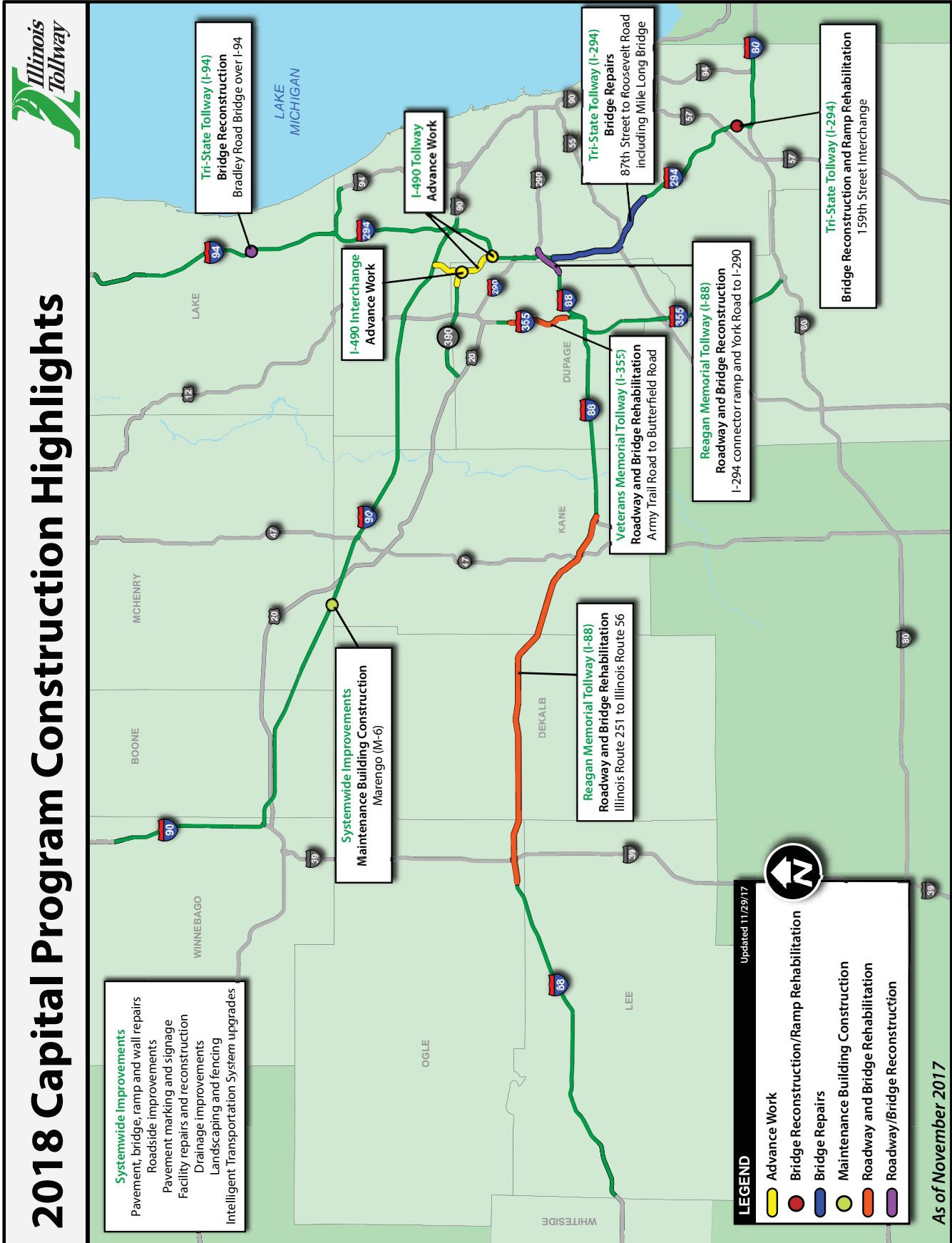
In order to reduce delay claims and complete projects on time and within budget, the Tollway has empowered staff to direct field changes to reduce the time for authorizing construction contractors to proceed, which helps maintain construction schedules. The process begins when the contract cost change 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 C5 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 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 log is used to compare the current change order status versus 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 and 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.



2018 Capital Program Construction Highlights



Systemwide Improvements
 Pavement, bridge, ramp and wall repairs
 Roadside improvements
 Pavement marking and signage
 Facility repairs and reconstruction
 Drainage improvements
 Landscaping and fencing
 Intelligent Transportation System upgrades

Systemwide Improvements
 Maintenance Building Construction
 Marengo (M-6)

I-490 Interchange
 Advance Work

Tri-State Tollway (I-94)
 Bridge Reconstruction
 Bradley Road Bridge over I-94

I-490 Tollway
 Advance Work

Reagan Memorial Tollway (I-88)
 Roadway and Bridge Rehabilitation
 Illinois Route 251 to Illinois Route 56

Veterans Memorial Tollway (I-355)
 Roadway and Bridge Rehabilitation
 Army Trail Road to Butterfield Road

Reagan Memorial Tollway (I-88)
 Roadway and Bridge Reconstruction
 I-294 connector ramp and York Road to I-290

Tri-State Tollway (I-294)
 Bridge Repairs
 87th Street to Roosevelt Road
 including Mile Long Bridge

Tri-State Tollway (I-294)
 Bridge Reconstruction and Ramp Rehabilitation
 159th Street Interchange

LEGEND Updated 11/29/17

- Advance Work
- Bridge Reconstruction/Ramp Rehabilitation
- Bridge Repairs
- Maintenance Building Construction
- Roadway and Bridge Rehabilitation
- Roadway/Bridge Reconstruction

As of November 2017

DEBT MANAGEMENT

CURRENT CAPITAL PROGRAMS

Move Illinois Program

On August 25, 2011, the Tollway's Board of Directors approved the 15-year, \$12.15 billion capital program *Move Illinois: The Illinois Tollway Driving the Future* (the *Move Illinois Program*). The *Move Illinois Program* is being financed with a combination of current revenue and bond proceeds. The Board's approval of the *Move Illinois Program* included: (i) an increase on passenger vehicle toll rates effective January 1, 2012 that raised toll rates at a typical mainline toll plaza from \$0.40 to \$0.75 for users paying electronically and from \$0.80 to \$1.50 for users paying by cash; and (ii) an affirmation of a previously approved increase on commercial vehicle toll rates of approximately 60 percent in implemented as increases, in each case based off of rates effective prior to the increase, of 40 percent/10 percent/10 percent effective on January 1 of 2015/2016/2017. The commercial vehicle toll rate increase also includes, starting on January 1, 2018, annual toll rate adjustments based on the Consumer Price Index ("CPI"). The CPI-based annual adjustment for 2018 will increase commercial vehicle toll rates by 1.839%, rounded to the nearest nickel.

On April 27, 2017, the Tollway's Board of Directors approved a modification of the *Move Illinois Program*, increasing its cost to \$14.3 billion to provide for enhancements of previously identified improvements, primarily on the Central Tri-State portion of the Tollway System. In part to partially mitigate such additional cost, certain revenue enhancements intended to reduce the amount of evaded tolls and increase evasion recovery have been implemented, and an additional proposed revenue enhancement – to increase video tolling rates for transponder account holders that frequently utilize video tolling – is in process and currently expected to be implemented in 2018.

The Tollway's Board of Directors has authorized, on December 13, 2012, June 26, 2014, September 24, 2015, and February 25, 2016, the issuance of revenue bonds in support of the *Move Illinois Program*. The total bond par amount of such authorizations is \$2.9 billion. To date, the Tollway has issued revenue bonds with par amounts totaling \$2.5 billion in support of the *Move Illinois Program*, consisting of the following:

Series	Date of Issue	Par Amount	Net Proceeds for <i>Move Illinois Program</i>
2013A	May 16, 2013	\$500 million	\$523 million
2014B	June 4, 2014	\$500 million	\$516 million
2014C	December 4, 2014	\$400 million	\$424 million
2015A	July 30, 2015	\$400 million	\$414 million
2015B	December 17, 2015	\$400 million	\$422 million
2016B	June 16, 2016	\$300 million	\$342 million
Totals		\$2,500 million	\$2,641 million



The Tollway anticipates issuing additional bonds to finance a portion of the *Move Illinois* Program prior to the end of 2017 in an estimated par amount of \$300 million, expected to produce \$315 million of proceeds for *Move Illinois* Program costs. The Tollway anticipates one bond issuance during the second or third quarter of 2018 to finance a portion of the *Move Illinois* Program, in an estimated par amount of \$300 million. The amounts and timing are subject to change.

Congestion-Relief Program

In September 2004, the Tollway's Board of Directors approved the 10-year, \$5.3 billion Congestion-Relief Plan. The plan, which upon its commencement became the Congestion-Relief Program (the "CRP"), targeted financing as much as \$3 billion of program costs by issuing revenue bonds. In September 2007, the Tollway approved an update to the CRP that 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 by revenue bonds was increased from \$3.0 to \$3.5 billion, with other costs to be financed from Tollway revenues deposited into the Renewal and Replacement Account and the Improvement Account. The Tollway completed six revenue bond issuances from 2005 through 2009 to finance the targeted \$3.5 billion of bond-financed CRP costs. Approximately \$5.6 billion of the CRP has been completed to date. As the CRP has progressed, its estimated cost has been reduced from \$6.3 billion to \$5.7 billion. The CRP is substantially complete; remaining CRP costs are expected to be financed from revenues during 2017-2018.

DEBT PROFILE

Outstanding Debt

On January 1, 2018, assuming the Tollway issues \$300,000,000 of new bonds during the remainder of 2017 as planned, and after the Tollway makes five principal payments due January 1, 2018 totaling \$19,855,000, the Tollway will have \$6,087,985,000 of bonds outstanding. Of such outstanding par amount of bonds:

- i. \$2,800,000,000 will have financed portions of the *Move Illinois* Program and \$3,287,985,000 financed or refinanced portions of the CRP; and
- ii. \$4,911,460,000 (81 percent) are traditional fixed-rate bonds and \$1,176,525,000 (19 percent) are variable-rate bonds that have been swapped to a fixed interest rate ("synthetic fixed-rate bonds").

Bond par amount typically differs from proceeds provided for capital expenditures, due to bond issue discounts/premiums and the funding of issuance costs, capitalized interest (if applicable), debt reserve account deposits, and, in the case of refunding bond issues, the extent by which the cost of the cash and investments in the refunding escrow exceeds the principal amount of bonds refunded and defeased.

The following table lists each outstanding series and its respective final maturity, principal scheduled to be outstanding after any principal payments due January 1, 2018, and interest rate type. Bond issues listed as variable-rate are all weekly mode (rates reset weekly per then-current market conditions). In order to reduce exposure to interest rate risk, the Tollway entered into interest rate hedge agreements (aka swaps) in connection with all of its outstanding variable-rate bond issues. Per these agreements, swap counterparties make variable-rate payments to the Tollway in exchange for fixed-rate payments from the Tollway.

Illinois Tollway Outstanding Bonds as of January 1, 2018*

<u>Series</u>	<u>Final Maturity</u>	<u>Principal Outstanding</u>	<u>Interest Rate</u>
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	381,200,000	Variable
2008 Series A-2**	1/1/2031	95,325,000	Variable
2009 Series A**	1/1/2034	500,000,000	Fixed
2009 Series B**	12/1/2034	280,000,000	Fixed
2010 Series A-1**	1/1/2031	277,820,000	Fixed
2013 Series A***	1/1/2038	500,000,000	Fixed
2013 Series B-1**	12/1/2018	93,305,000	Fixed
2014 Series A**	12/1/2022	378,720,000	Fixed
2014 Series B***	1/1/2039	500,000,000	Fixed
2014 Series C***	1/1/2039	400,000,000	Fixed
2014 Series D**	1/1/2025	248,555,000	Fixed
2015 Series A***	1/1/2040	400,000,000	Fixed
2015 Series B***	1/1/2040	400,000,000	Fixed
2016 Series A**	12/1/2032	333,060,000	Fixed
2016 Series B***	1/1/2041	300,000,000	Fixed
2017 Series A(Projected)	1/1/2042	300,000,000	Fixed
Total		\$6,087,985,000	

* Amounts shown are after payments due January 1, 2018, funds for which are remitted to the Bond Trustee during the prior fiscal year.

** CRP financing.

*** *Move Illinois* financing.

EXHIBIT 90

PLANNED 2018 DEBT ISSUANCE

New Money

The Tollway currently anticipates \$300 million of bonds to be issued prior to the end of 2017 to finance a portion of the *Move Illinois* Program, and an additional \$300 million of issuance for the same purpose during 2018. The amount, timing and structure of new money bond issuance is subject to change based on cash flow need and market conditions.

Refunding/Restructuring Synthetic Fixed-Rate Bonds

Tollway will continue to explore opportunities to reduce risks associated with its \$1,176,525,000 synthetic fixed-rate bonds. In 2010 the Tollway issued traditional fixed-rate refunding bonds to reduce its total synthetic fixed-rate bonds from \$1,589,300,000 to \$1,302,000,000. Subsequent retirement of \$123,100,000 Series 1998B Bonds and principal payments totaling \$2,375,000 of Series 2008A Bonds have reduced the amount of synthetic fixed rate bonds to \$1,176,525,000.

In 2011 the Tollway further reduced the risks of its synthetic fixed-rate bonds by diversifying its providers of liquidity and credit facilities, increasing its number of such providers from two to eight. Currently there are six providers of liquidity and credit facilities supporting the synthetic fixed-rate bonds. The terms of two of the nine credit and liquidity facilities are scheduled to expire in the first quarter of 2018.

The Tollway expects to renew or replace the expiring facilities prior to the expirations of their terms.

The Tollway will continue to monitor the credit markets for opportunities to refund synthetic fixed-rate bonds with traditional fixed-rate bonds or to execute other refunding/restructuring alternatives that reduce the risks of synthetic fixed-rate bonds. The cost of a refunding with traditional fixed-rate bonds would be the Tollway’s cost of borrowing plus its cost of terminating the interest rate swap agreements associated with the bonds refunded. The purpose of such a refunding would be to reduce interest rate risk and to reduce risks associated with the credit/liquidity facility providers and, if applicable, the bond insurer. The Tollway may deem that such risk reduction is in the Tollway’s best interests even if accompanied by an increase in debt service. The Fiscal Year 2018 Budget includes \$2 million contingency for increased debt service on synthetic fixed-rate bonds from a possible refunding/ restructuring.

The 2018 Budget includes transfers from revenues into the Provider Payment Account (a sub-account of the Debt Service Account) for costs related primarily to the synthetic fixed-rate bonds. These costs are fees payable to credit/liquidity facility providers, remarketing agents and bond rating agencies.

Refunding Fixed-Rate Bonds

The Tollway also monitors the credit markets for opportunities to reduce debt service by refunding its outstanding fixed rate bonds. No refunding issuance and related debt service savings have been assumed in the 2018 Budget.

ESTIMATED DEBT SERVICE OBLIGATIONS

The following graph shows estimated debt service obligations on Tollway bonds, including assumed issuances of: (i) \$300 million fixed rate bonds in late 2017; and (ii) \$300 million fixed rate bonds during 2018. The graph shows gross debt service; it does not net out anticipated federal subsidies in connection with the 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 expects to receive subsidy payments on these taxable Series 2009A/B Bonds. Such subsidy payments reduced debt service by \$15.1 million in 2016 and are expected to reduce 2017 and 2018 debt service by \$15.1 million and \$15.2 million, respectively. The subsidy payments were originally expected to be \$16.2 million annually, but have been reduced due to federal sequestration.

Tollway Estimated Debt Service Obligations (\$ Millions)

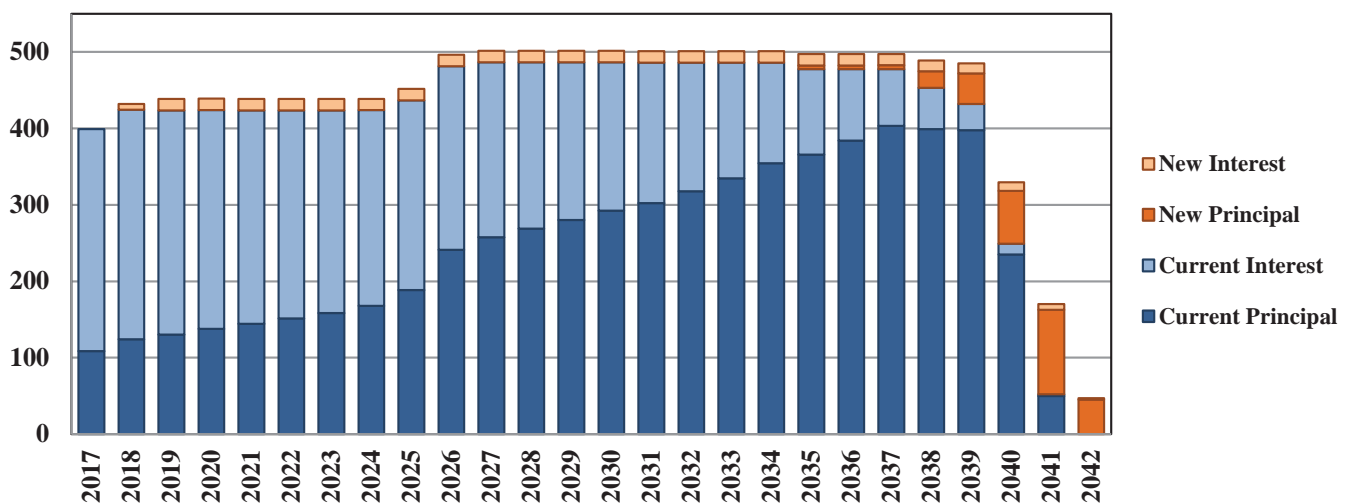


EXHIBIT 91

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 Indenture, through which all of the Tollway's outstanding bonds have been issued, includes a toll rate covenant that requires tolls to 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 the additional bonds. The Tollway's debt service coverage is estimated at 2.6x in 2017 and budgeted at 2.5x in 2018, both before adjustments for expected federal subsidies related to the Build America Bond program. Using debt service net of the expected federal subsidies, debt service coverage is estimated at 2.7x in 2017 and budgeted at 2.6x in 2018. Each is well above the 1.3x covenant level.

Additional security is provided by the Tollway's Debt Reserve Account, which is funded at maximum annual debt service ("MADS") on all senior lien debt. As of September 30, 2017, MADS is \$465,812,800 (which is the debt service obligation for fiscal year 2034), and the Debt Reserve Account is valued at \$468.8 million, consisting of \$368.8 million in investments and a \$100 million Debt Reserve Account Credit Facility from Berkshire Hathaway Assurance Corp. Berkshire Hathaway Assurance Corp. is rated "Aa1" by Moody's and "AA+" by Standard & Poor's. The surety policy is guaranteed by Columbia Insurance Company, which is rated "A++" (highest rating) by A.M. Best.

DEBT SERVICE COVERAGE

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 2012 through 2016, estimated debt service coverage for 2017 and budgeted debt service coverage for 2018. Please note that debt service in the following chart includes annual liquidity and remarketing fees associated with the synthetic fixed rate bonds. Also, 2012 Operating Expenses does not include \$10.4 million deposited to an operating reserve.

Debt Service Coverage: Actual 2012-2016, Estimated 2017 and Budgeted 2018

	Actual					Estimated	Budgeted
	2012	2013	2014	2015	2016	2017	2018
Operating Revenues	\$963,755	\$1,009,776	\$1,036,156	\$1,220,463	\$1,298,799	\$1,390,000	\$1,450,000
Operating Expenses	\$253,058	\$277,512	\$297,821	\$298,479	\$309,239	\$336,261	\$352,750
Net Operating Revenues	\$710,697	\$732,263	\$738,335	\$921,984	\$989,560	\$1,053,739	\$1,097,250
Debt Service (incl. Liq. Fees)	\$260,872	\$308,255	\$315,485	\$365,398	\$393,912	\$405,840	\$437,682
Debt Service Coverage (X)	2.72	2.38	2.34	2.52	2.51	2.60	2.51
Build America Bond ("BAB") Subsidies & Pre-paid Interest	\$16,244	\$14,953	\$15,066	\$15,099	\$15,131	\$15,148	\$15,172
Debt Service Coverage after BAB Subsidies & Pre-paid Interest (X)	2.91	2.50	2.46	2.63	2.61	2.70	2.60

Note: Annual transfers of revenues to the Trustee-held Debt Service Account included in the “Executive Summary” and “Fund Structure” sections, will not match debt service included in the above chart, due to: (i) certain advance funding requirements and other timing-related differences between the funding of the Trustee-held Debt Service Account and the payments of debt service from that Account; and (ii) the additional source of funds from the Build America Bond subsidies (see separate line-item in the above chart) which reduces the amount of revenues required to fund debt service for those bonds.

MUNICIPAL BOND RATINGS

In concert with each new bond issuance, the Tollway applies for municipal bond ratings from Fitch Ratings, Moody’s Investor Services and Standard & Poor’s. Each rating agency reviews the Tollway’s fiscal condition, capital financing plan, debt coverage ratios and various other factors to assess 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 & Poor’s, respectively. These ratings were most recently confirmed in 2017 in connection with various substitutions of liquidity and credit facility providers for the Tollway’s Series 2007A and 2008A Bonds. All three rating agencies maintain Stable Outlooks for the Tollway’s ratings.

INTEREST RATE EXCHANGE AGREEMENTS

To lower its borrowing costs, the Tollway has entered into multiple variable-to-fixed interest rate exchange agreements (swaps). These swap agreements produce a “synthetic fixed interest rate” in which the Tollway pays a fixed interest rate to the swap provider in exchange for the swap provider’s payment of a variable interest rate intended to approximate the variable interest rate paid by the Tollway to bondholders. In all cases the synthetic fixed interest 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 four swaps for the Series 2007A Bonds (the “2007A Swaps”) and four swaps for the Series 2008A Bonds (the “2008A Swaps”). One of the swaps for the Series 2008A Bonds was terminated in connection with the refunding of a portion of the Series 2008A Bonds in 2010. Both the 2007A Swaps and 2008A Swaps are SIFMA-based. The Tollway exchanges a fixed-rate payment to swap providers for a variable-rate payment based on the USD SIFMA seven-day Municipal Swap Index.

Mark-to-market valuations of the Tollway’s swaps typically decline in value (from the Tollway’s perspective) when interest rates decline and increase in value when interest rates increase. To the extent that any negative valuation of the Tollway’s derivatives were to become realized by a swap termination, it is possible (although not certain) that such a realized loss might be mitigated by a lower cost of capital expected to be available in that lower-interest rate market.

Estimated total mark-to-market valuations for recent year-ends are as follows:

December 31,	Estimated MTM Valuation
2010	(\$101.8 million)
2011	(\$289.7 million)
2012	(\$308.8 million)
2013	(\$136.6 million)
2014	(\$257.2 million)
2015	(\$274.0 million)
2016	(\$214.6 million)

Estimated mark-to-market valuations for each of the swaps as of September 30, 2017 are as follows:

The Illinois State Toll Highway Authority
Swap Portfolio as of September 30, 2017
 (Note: Valuations are net of accrued interest.)
 (\$ thousands)

Series	Counterparty	Notional Amount	Fixed Rate Paid	Variable Rate Rec'd	Maturity	Valuation
2007 SERIES A-1	Citibank N.A., New York	175,000	3.9720%	SIFMA	7/1/2030	(\$34,488)
2007 SERIES A-1	Goldman Sachs Bank USA	175,000	3.9720%	SIFMA	7/1/2030	(\$34,456)
2007 SERIES A-1 TOTAL		\$350,000				(\$68,945)
2007 SERIES A-2	Bank of America, N.A.	262,500	3.9925%	SIFMA	7/1/2030	(\$51,520)
2007 SERIES A-2	Wells Fargo Bank*	87,500	3.9925%	SIFMA	7/1/2030	(\$17,661)
2007 SERIES A-2 TOTAL		\$350,000				(\$69,182)
2008 SERIES A-1	The Bank of New York	191,550	3.7740%	SIFMA	1/1/2031	(\$33,470)
2008 SERIES A-1	Deutsche Bank AG, NY Branch	191,550	3.7740%	SIFMA	1/1/2031	(\$33,521)
2008 SERIES A-1 TOTAL		\$383,100				(\$66,991)
2008 SERIES A-2	Bank of America, N.A.**	95,775	3.7640%	SIFMA	1/1/2031	(\$16,649)
2008 SERIES A-2 TOTAL		\$95,775				(\$16,649)
TOTAL		\$1,178,875				(\$221,766)

Estimated swap valuations based on valuations provided by the counterparties.

* Originally Wachovia Bank, N.A.; acquired by Wells Fargo in December 2008; name changed in March 2010.

** Originally Merrill Lynch Capital Services, Inc.; Bank of America acquired Merrill Lynch in December 2008; swap novated to Bank of America, N.A. in October 2011.

EXHIBIT 93

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BUDGET PROCESS AND DOCUMENTS

GENERAL

The Trust Indenture and the Toll Highway Act provide a basis for the Tollway's budget process. The Trust Indenture requires the preparation of a tentative budget of the operating expenses for the ensuing fiscal year on or before October 31 of each fiscal year. The Tollway must demonstrate that revenues are sufficient to pay for operating costs, debt service and required deposits for the maintenance and repair of the toll roads as certified by an independent consulting engineer. The tentative budget includes the amounts budgeted for operating expenses and amounts required to be deposited into the Renewal and Replacement Account. The Tollway must also provide accompanying estimates of the amount that will be available for credit to the Improvement Account (for improvements to the Tollway system). The tentative budget also includes 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 tentative budget is submitted to the trustee, the consulting engineer and other entities, as required.

On or before January 31 of each fiscal year, the Tollway will adopt the annual budget for such fiscal year.

BUDGET REVIEW PROCESS AND IMPLEMENTATION

The Tollway's budget process begins in early July 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 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 Financial Officer (CFO) by the budget office. Financial impacts are discussed and the CFO reviews the requests based on the justification provided. Meetings are then held with budget staff, department chiefs and the CFO to discuss and finalize the budget requests. The budget requests are then reviewed by the CFO and Executive Director for final review and sign-off prior to Board approval. This process results in the tentative budget that will be submitted to the Board of Directors.

The tentative budget is presented to the Board of Directors in October. Requested changes by the Board of Directors and executive management will be incorporated into the tentative budget and public hearings will be held in November. The budget office will review and incorporate changes from the Board of Directors, executive management, and public comments. A final budget is then presented to the Board of Directors in December.

The budget is monitored throughout the fiscal year. Quarterly financial reviews that report budget vs. actuals are provided to the Board and posted on the Illinois Tollway's website.

BUDGET AMENDMENT

The Illinois Tollway Board of Directors may at any time adopt an amended annual budget. If the Tollway adopts an amended budget for total operating expenses exceeding

110 percent of the annual budget initially adopted, the Tollway shall give the consulting engineers not less than 10 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 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's financial statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP). The Tollway uses accrual basis of 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 the liability is incurred.

The annual budget is prepared on a basis of accounting that differs from GAAP. Under the provisions of the Trust Indenture, the basis of accounting followed for the revenue fund and the construction fund differs from GAAP. The following are some of the major differences in accounting treatment:

1. Capital construction and asset acquisitions are charged against fund balance as incurred. In addition, there is no provision for depreciation.
2. Monies received from sale of assets are recorded as revenue when the cash is received.
3. Monies received for long-term fiber optic leases are recorded as revenue when received.
4. Principal retirements on revenue bonds are expensed when paid. The results of defeasement are accounted for as revenue or expense at the time of the transaction.
5. Bond proceeds (including premiums) are recorded as income in the year received. Amounts received from refunding issuances or discounts, if any, are recorded net of transfers to the escrow agent.
6. Capital lease obligations are not recorded. Payments under capital leases are expensed in the period payments are made.
7. Interest related to construction in progress is not capitalized.
8. Recoveries of expenses are classified as decreases in operating expenses for trust indenture and as miscellaneous operating revenue for GAAP.
9. Construction expenses incurred under intergovernmental agreements are decreased by payments received under these intergovernmental agreements.
10. Transponder purchases and other miscellaneous expenses are reflected in the Renewal and Replacement Fund as a capital expense, but reflected as operating expense for purposes of GAAP.
11. Prepaid expenses, except for bond issuance, are recorded only if refundable.
12. The provisions of GASB 68 regarding net pension liability and deferred outflows and inflows of resources are not reflected in the trust indenture statements.

2018 Budget Planning Calendar by Task	Date(s)	
Capital - Prepare spreadsheets to include 2017 budget, expenditures for roadway and non-roadway capital projects, 2018 Capital request forms and instructions and 2017 & 2018 accomplishment, goals and objectives.	6/5/2017	6/26/2017
M&O - Prepare economic assumptions for salaries, wages, FICA and retirement, and guidelines regarding overall budget growth or reduction based on current or future programs.	6/5/2017	7/22/2017
M&O - Prepare headcount worksheet.	6/5/2017	7/21/2017
M&O - Prepare budget worksheet to include 2015 & 2016 expenses, 2017 budget & year-end forecast and preliminary 2018 payroll budget.	6/5/2017	7/20/2017
Capital - Notify PMO to prepare the 2018 Cash Flow & write-ups for both the CRP and the MI programs for the 2018 Budget Book.	6/15/2017	6/15/2017
Capital - PMO prepares and submit 2018 Cash Flow projections for CRP & MI programs and Write-ups for Budget Book.	6/15/2017	8/23/2017
M&O - Request SERS estimates for 2018 from Springfield. Annual SERS Board meeting is end of October.	6/15/2017	6/15/2017
Capital - Send Capital Budget package to department with deadlines for submission.	7/5/2017	7/5/2017
Capital - Departments develop Capital 2018 Budget Request through internal planning meetings and information gathering. Department chiefs manage the review process before the Request is submitted to the Budget Office.	7/5/2017	8/7/2017
M&O - Executive Director & CFO review and approve M&O Package which includes instructions and spreadsheets requesting justification, dollar impact between Capital and M&O.	7/13/2017	7/19/2017
M&O - Budget Request instructions and spreadsheets are sent to each Department requesting 2018 M&O Budget.	7/20/2017	7/20/2017
M&O - Departments develop 2018 Budget Request through internal planning meetings and information gathering. Department chiefs manage the review process before the Request is submitted to the Budget Office.	7/20/2017	8/24/2017
Budget - Setup budget meetings with Executive Director and departments to go over 2018 Budget.	7/21/2017	7/21/2017
M&O - Request 2018 Revenue Certificate and Toll Rate change Certificate from Traffic Engineer.	7/25/2017	7/25/2017
Capital - Request 2018 Renewal/Replacement Deposit Letter from Consulting Engineer.	7/24/2017	7/24/2017

2018 Budget Planning Calendar by Task	Date(s)	
Budget - 2018 Budget Requests are compared to the 2017 Budget, expenditures to-date and the Preliminary 2018 Budget Plan. Year over year dollar impacts are analyzed so that justifications are consistent with the Authority's 2018 goals & objectives.	8/7/2017	8/28/2017
Budget - Charts, graphs, debt tables and department narratives are prepared for the 2018 Tentative Budget Book.	8/4/2017	10/11/2017
Budget - Reviews Departmental Budget Requests with the CFO and Deputy Chief of Finance. Financial impacts are discussed and new initiatives are evaluated based on the justifications provided by each Department.	8/28/2017	9/1/2017
Budget - Meetings are held with Department Chiefs, the CFO, Deputy Chief of Finance and Budget staff to discuss and finalize the 2018 Departmental Budget Requests.	8/24/2017	9/6/2017
Debt Management to prepare debt information.	9/1/2017	10/3/2017
Accounting Office prepares 2017 August G/L Closing Revenue data; and final data is supplied to Budget and CDM Smith.	9/1/2017	9/21/2017
Budget Office incorporates any changes to Department Requests from the meetings.	9/1/2017	9/7/2017
Meetings are held with the Executive Director, Chief of Staff, CFO and Deputy Chief of Finance to discuss any modifications to each Department's 2018 Budget Request.	9/8/2017	9/15/2017
Traffic Engineer submits Annual Toll Revenue Certificate.	9/8/2017	10/2/2017
RRI Cash Flow is developed with Revenue, Debt Service & RRI costs and send to Consultant Engineer for the RRI Letter.	9/13/2017	9/13/2017
Budget Office - Develops 2018 Tentative Budget Power Point Presentation.	9/15/2017	9/27/2017
Budget Office requests YTD Performance Metric data from departments to update Strategic Plan section of the Final Budget Book.	9/18/2017	9/28/2017
Request Tollway Org Chart from IT.	9/19/2017	9/19/2017
Request Book Cover, Construction Map and System Map from Communications.	9/19/2017	9/19/2017
Meeting with Dept. chiefs, Exe. Director and CFO are held, if necessary to finalize 2018 Budget.	9/20/2017	9/22/2017
Budget Office incorporates any changes from the meetings.	9/20/2017	9/22/2017
Draft of the Capital Budget documents, M&O highlights and Goals/Objectives are sent to Communications to develop the Executive Summary.	9/20/2017	9/22/2017

2018 Budget Planning Calendar by Task	Date(s)	
Communications submits to the Budget Office the Executive Summary and the report cover for the 2018 Tentative Budget Book.	9/27/2017	10/2/2017
CFO and Executive Director /Review and approve 2018 Presentation.	9/28/2017	10/2/2017
Budget Office sends sections of Budget Book to Accounting, Planning, Traffic Engineer for review and update.	9/28/2017	10/2/2017
The CFO, Deputy Chief of Finance, & the Communications Dept. review & edit Budget Book.	9/28/2017	10/6/2017
Budget Office completes all Budget Book and Presentation revisions from the CFO, Deputy Chief of Finance, and the Communications Department.	10/3/2017	10/11/2017
Budget Office sends Tentative Budget Book and Presentation to Executive Director and Chief of Staff to review.	10/6/2017	10/11/2017
CFO and Deputy Chief of Finance meet with Executive Director and Chief of Staff on Budget Presentation.	10/11/2017	10/12/2017
Budget Office updates Budget Book and Presentation with changes from the meeting with Executive Office.	10/11/2017	10/12/2017
Budget Office sends Presentation to the Chair to review.	10/11/2017	10/12/2017
Conference call with the Chair, the Executive Director, Chief of Staff, CFO and Deputy Chief of Finance for a final review of the Budget Presentation.	10/12/2017	10/12/2017
Budget Office incorporates comments from conference call into the Budget Presentation and send draft as part of Directors mailing.	10/12/2017	10/12/2017
Conference call with Director to review Presentation.	10/12/2017	10/12/2017
Budget does a final review of the Budget Book and Presentation after final comments/updates are received.	10/13/2017	10/13/2017
Budget Office sends Tentative Budget Book to the Mail Room for printing.	10/13/2017	10/13/2017
The 2018 Tentative Budget Book is presented to the FAO Committee via a Power Point Presentation; copies of the Budget Book are distributed to FAO members.	10/18/2017	10/18/2017
Budget Office incorporates any changes requested for the Tentative Budget Book. New books are printed.	10/18/2017	10/19/2017
The Tentative Budget books are delivered to the Board Members, Executive Office and Department Chiefs on the morning of the Board Meeting. The CFO and the Deputy Chief of Finance give a PowerPoint presentation to the Board.	10/26/2017	10/26/2017
2018 Tentative Budget Book & Presentation are posted on Tollway's website.	10/27/2017	10/27/2017

2018 Budget Planning Calendar by Task	Date(s)	
Tentative Budget books and signed cover letter from Executive Office send to General Assembly, Governor, the Clerk of the House of Representatives, the Secretary of the State , GOMB and the Commission on Government Forecasting and Accountability.	10/27/2017	11/10/2017
Budget Office request Demographic data from Traffic Engineer for the Final Budget Book.	11/1/2017	11/1/2017
Budget Office develops the Final Budget Book and Power Point Presentation to include changes resulting from Public Hearings, Executive Letter, Strategic Plans and Demographic sections.	11/1/2017	12/1/2017
Budget Office requests Executive Letter from Communications department.	11/13/2017	11/13/2017
Public Hearing for the 2018 Tentative Budget held in New Lenox, Bensenville, and at the Central Administration Office Building in Downers Grove for questions or comments.	11/14/2017	11/29/2017
Budget Office sends draft copy to Executive office, Communications, CFO, Deputy Chief of Finance and Department Chiefs to review; changes are made if necessary.	12/1/2017	12/1/2017
2018 Final Budget Book sent to the Mail Room for printing - 20 copies.	12/4/2017	12/5/2017
The Final Budget books are delivered to the Secretary to be distributed to FAO Committee members (3), Executive Office (3) and Communications (3) and Board members.	12/6/2017	12/6/2017
2018 Final Budget books are printed for the Board meeting - 65 copies.	12/18/2017	12/19/2017
2018 Final Budget is presented to the Board for approval.	12/21/2017	12/21/2017
The Final Budget Book is posted on the Tollway website.	12/22/2017	12/22/2017
The Final Budget Books are distributed to Springfield, Bond Trustees, Rating Agencies.	12/22/2017	12/22/2017

EXHIBIT 94



FINANCIAL POLICIES AND PRACTICES

GENERAL

The Tollway follows 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 the annual budget, as well as our long-term financial plan. These policies will allow the Tollway to keep operating costs low and maintain its strong financial condition while providing quality services to its customers.

REVENUES

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.

The Tollway maintains a revenue monitoring system to assist in trend analysis and revenue forecasting.

The Tollway will support legislation that will allow for expanded, progressive and fiscally responsible financing measures.

The revenue model assumes the new passenger vehicle toll schedule, which went into effect January 1, 2012, and previously approved increases in commercial vehicle toll rates beginning January 1, 2015. The passenger vehicle toll rates were passed and the commercial vehicle toll rates were affirmed coinciding with approval of the Move Illinois Program on August 25, 2011.

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 revenues, bonds issued for construction and unreserved fund balances.
3. The Tollway will maintain expenditure categories according to state statutes, the Trust Indenture and administrative rules.
4. The Tollway will forecast its capital expenditures for the duration of the Move Illinois 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 and capital budgets should provide for adequate design, construction, maintenance and replacement in the Tollway's capital program.

DEBT ADMINISTRATION

1. The Tollway will maintain regular communication with credit rating agencies and facilitate disclosure of financial and management issues important to investors.
2. Capital plans proposed for financing through debt should be accompanied by an

analysis of the future maintenance and operations costs.

3. The Tollway will oversee and coordinate the timing, process of issuance and marketing of bonds and other capital financing activities required in support of its capital program.
4. The Tollway will allocate sufficient revenues to finance ongoing maintenance needs.
5. No debt will be issued for the purpose of funding capital projects until authorized by the Board of Directors at a public meeting.
6. Borrowing should be of a duration that does not exceed the average economic life of the project(s) that it finances. To the extent possible, the Tollway will design the repayment of debt to recapture rapidly its credit capacity for future use.
7. The Tollway will seek to issue its debt obligations through a sale method that will produce the best results for the Tollway.
8. When determined appropriate, legally permissible and approved by the Board of Directors, the Tollway may elect to sell its debt obligations through competitive sealed bid, competitive selection and negotiation or a private placement.
9. The Tollway may issue advance refunding bonds and current refunding bonds (as defined for federal tax law purpose) when advantageous, legally permissible, prudent and in the best interest of the Tollway and its customers and authorized by the Board.
10. The Tollway may choose to defease its outstanding indebtedness through purchase of its securities on the open market, when market conditions make such an option financially feasible.

RESERVE POLICY

1. The Tollway will maintain an operating reserve. The Board of Directors may alter the reserve to best suit financial levels of the Tollway. This reserve shall be created and maintained to provide the capacity to:
 - (a) Offset unexpected downturns or reductions in revenues
 - (b) Ensure sufficient cash flow for daily financial needs at all times
 - (c) Offset unexpected increases in expenditures

CASH MANAGEMENT

1. The Illinois Tollway'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 Trust 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 process is designed to accurately monitor and forecast expenditures and revenues, enabling the Tollway to invest funds for investment purpose to the fullest extent possible. The Tollway will match fund flows to projected disbursements.
4. 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 component 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 accounts for operations and financing 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 has established and maintains high standards for accounting practices in conformance with Generally Accepted Accounting Principles (GAAP) for governmental entities as promulgated by the Governmental Accounting Standards Board (GASB).
5. The accounting systems maintain records on bases consistent with accepted standards for governmental accounting.
6. An independent firm of certified public accountants contracted by the Auditor General of Illinois performs an annual financial audit in accordance with Generally Accepted Auditing Standards (GAAS) and publicly issues an opinion, which is published in the Tollway's Comprehensive Annual Financial Report (CAFR).
7. The Tollway annually seeks the Government Finance Officers Association Certificate of Achievement for Excellence in Financial Reporting Program. This certificate has been awarded to the Tollway annually since 1995.
8. The Tollway promotes full disclosure in its annual financial statements and its bond presentations and official statements.
9. The Tollway considers highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

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POPULATION AND DEMOGRAPHICS

Community Served

From its beginnings in the late 1950s, the Illinois 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 served a significant suburban commuter system market. In the 1970s and 1980s, suburban employment grew rapidly and the use of the Tollway system for suburb-to-suburb work trips grew accordingly. In response, the Tollway added interchanges throughout the urbanized area and, in 1989, constructed the North-South Tollway, now the Veterans Memorial Tollway (I-355), to better serve the suburb-to-suburb work trip market. A 12-mile extension of that route into Will County was opened to traffic in 2007. The newest Tollway route, the Illinois Route 390 Tollway, opened in 2016. As a result of this growth, the Tollway saw average daily transactions grow from 485 thousand in 1970 to 2.6 million in 2016 and average daily vehicle counts increased from 255 thousand to more than 1.6 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 inter-suburban commuters alike.

Tollway Service Area Map

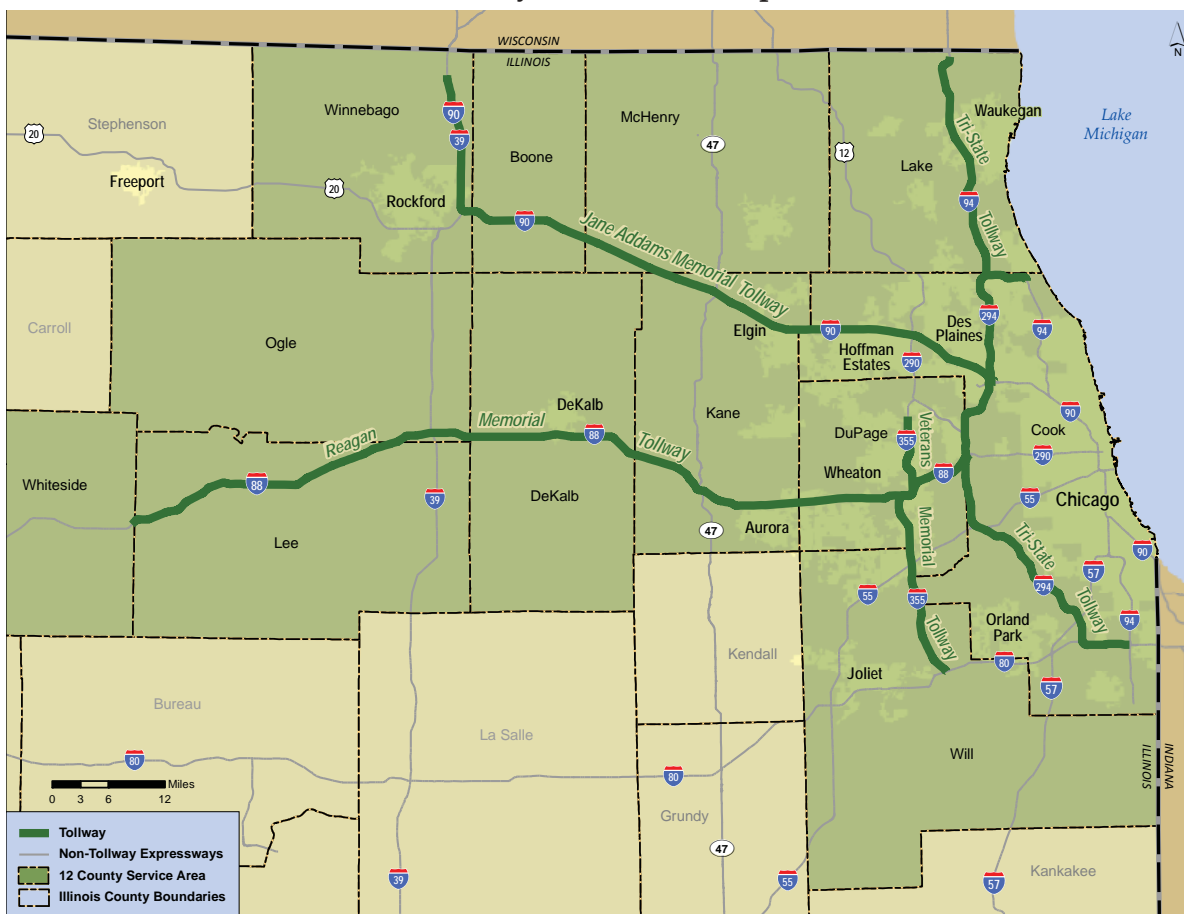


EXHIBIT 95



User Profile

Passenger cars account for approximately 88 percent of the Tollway usage and commercial vehicles account for 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 22 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, with average daily traffic 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 typically has the lowest usage, with average daily traffic about 15 percent below the average month in 2016.

Periodic Origin-Destination surveys* are conducted at locations on the Tollway system. From the latest survey where users were asked questions about their trip-making, a profile of some user characteristics emerged. On a typical weekday, about 61 percent of the peak-hour usage is for work-related trips; either trips to/from a place of employment or for company business. Slightly more than 50 percent of the peak-hour users are on the Tollway at least five times per week. Less than 20 percent of the peak-hour 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 Northern 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 12-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 12 counties of the Tollway service area had a combined 2010 population of nearly 9 million, mostly living within the Chicago metropolitan area. The largest county in the area, Cook County, has a population of approximately 5.2 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 almost 917,000 residents in 2010. 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 with 295,000. It is home to Rockford, the third largest city in Illinois.

*Jane Addams Memorial Tollway Express Toll Lanes Travel Study Report prepared for Delcan (December 2012).

Service Area Population 1980 vs. 2010

County	1980 Population	2010 Population	Net Change	Annual % Change
Boone	28,600	54,200	25,600	2.2%
Cook	5,253,600	5,194,700	(58,900)	0.0%
De Kalb	74,600	105,200	30,600	1.2%
DuPage	658,900	916,900	258,000	1.1%
Kane	278,400	515,300	236,900	2.1%
Lake	440,400	703,500	263,100	1.6%
Lee	36,330	36,000	(330)	0.0%
McHenry	147,900	308,800	160,900	2.5%
Ogle	46,300	53,500	7,200	0.5%
Whiteside	66,000	58,500	(7,500)	-0.4%
Will	324,500	677,600	353,100	2.5%
Winnebago	250,900	295,300	44,400	0.5%
Total	7,606,430	8,919,500	1,313,070	0.5%

*US Census Bureau, 1980 and 2010 census

EXHIBIT 96

Service Area Population 2000 vs. 2010

County	2000 Population	2010 Population	Net Change	Annual % Change
Boone	41,800	54,200	12,400	2.6%
Cook	5,376,800	5,194,700	(182,100)	-0.3%
De Kalb	89,000	105,200	16,200	1.7%
DuPage	904,200	916,900	12,700	0.1%
Kane	404,100	515,300	111,200	2.5%
Lake	644,400	703,500	59,100	0.9%
Lee	36,100	36,000	(100)	0.0%
McHenry	260,100	308,800	48,700	1.7%
Ogle	51,000	53,500	2,500	0.5%
Whiteside	60,700	58,500	(2,200)	-0.4%
Will	502,300	677,600	175,300	3.0%
Winnebago	278,400	295,300	16,900	0.6%
Total	8,648,900	8,919,500	270,600	0.3%

*US Census Bureau, 2000 and 2010 census

EXHIBIT 97

Tollway Service Area Population 2010 – 2040 Forecast

The population of the 12-county service area is expected to continue to grow. By the year 2040, the total population is estimated to approach 10.9 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 McHenry, Kane, Boone and Lake. Will County is anticipated to pass the 1.2 million mark by 2040, becoming the second most populous county in the Tollway service area.

Service Area Population 2000 vs. 2010

County	2010 Population	2040 Population Estimate	Net Change	Annual % Change 2010-2040
Boone	54,200	80,000	25,800	1.30%
Cook	5,194,700	5,571,800	377,100	0.20%
De Kalb	105,200	133,500	28,300	0.80%
DuPage	916,900	1,011,400	94,500	0.30%
Kane	515,300	803,200	287,900	1.50%
Lake	703,500	923,400	219,900	0.90%
Lee	36,000	37,500	1,500	0.10%
McHenry	308,800	544,000	235,200	1.90%
Ogle	53,500	60,000	6,500	0.40%
Whiteside	58,500	58,600	100	0.00%
Will	677,600	1,270,000	592,400	2.10%
Winnebago	295,300	354,400	59,100	0.60%
Total	8,919,500	10,847,800	1,928,300	0.70%

*US Census Bureau, 2010 Census

EXHIBIT 98

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.

Tollway Service Area Employment 2000 – 2010

Employment in the 12-county service area decreased by 105,000 jobs from 2000 to 2010. The largest employment decrease occurred in Cook County with nearly 199,000 jobs lost followed by 20,000 jobs lost in Winnebago County. This reduction was partially offset by an increase of approximately 123,000 jobs in Will, McHenry, Kane and Lake counties. It should be noted that 2010 employment reflected the lingering effects of the recent national economic recession that began in the fall of 2007.

Service Area Employment 2000 vs. 2010

County	2000	2010	Net Change	Annual % Change 2010-2040
Boone	18,900	19,800	900	0.5%
Cook	3,321,600	3,122,800	(198,800)	-0.6%
DeKalb	47,200	52,800	5,600	1.1%
DuPage	696,700	689,700	(7,000)	-0.1%
Kane	240,000	257,300	17,300	0.7%
Lake	415,300	428,900	13,600	0.3%
Lee	18,000	15,400	(2,600)	-1.5%
McHenry	110,700	134,800	24,100	2.0%
Ogle	25,400	22,400	(3,000)	-1.2%
Whiteside	30,700	27,100	(3,600)	-1.2%
Will	184,500	252,300	67,800	3.2%
Winnebago	175,300	155,300	(20,000)	-1.2%
Total	5,284,300	5,178,600	(105,700)	-0.2%

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

EXHIBIT 99

Tollway Service Area Employment 2010 – 2040 Forecast

The following table shows forecasted change in employment for the 12 counties. Significant employment growth is generally expected in the Tollway service area. By 2040, the number of jobs in the service area is forecasted to grow by more than 1.7 million.

Service Area Employment 2010 vs. 2040

County	2010 Employment *	2040 Forecast Employment *	Net Change	Annual % Change 2010-2040
Boone	19,800	26,500	6,700	1.0%
Cook	3,122,800	3,534,900	412,100	0.4%
DeKalb	52,800	70,000	17,200	0.9%
DuPage	689,700	851,700	162,000	0.7%
Kane	257,300	509,600	252,300	2.3%
Lake	428,900	638,100	209,200	1.3%
Lee	15,400	20,200	4,800	0.9%
McHenry	134,800	321,500	186,700	2.9%
Ogle	22,400	31,800	9,400	1.2%
Whiteside	27,100	32,800	5,700	0.6%
Will	252,300	673,000	420,700	3.3%
Winnebago	155,300	193,400	38,100	0.7%
Total	5,178,600	6,903,500	1,724,900	1.0%

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

EXHIBIT 100

Appendix





701 Warrenville Road, Suite 110
Lisle, Illinois 60532
tel: 630 434-8111

October 12, 2017

Mr. Michael Colsch
Chief Financial Officer
Illinois State Toll Highway Authority
2700 Ogden Avenue
Downers Grove, Illinois 60515

Subject: Annual Toll Revenue Certificate 2018

Dear Mr. Colsch:

In accordance with the Trust Indenture of the Illinois State Toll Highway Authority (Tollway), Section 713(3), the Tollway's Traffic Engineer must submit an annual written estimate of toll revenue for the remainder of the current Fiscal Year 2017 and the subsequent Fiscal Year 2018. Estimates of expected revenue contained in this document incorporate the current known construction schedule, system improvements, rate schedule changes, the current state of the economy, and other considerations pertaining to near-term estimated system performance. Estimates are of "expected revenue." Expected revenue is the sum of all toll revenue that would be realized if 100 percent of transactions were recorded at the proper rate and resulted in full payment. Expected revenue does not include the effects of overpayments, underpayments, toll evasion or toll evasion recovery. The term "revenue" in this document means expected revenue.

Short-term forecasts are based on several key variables. Initially, CDM Smith reviews recent trends in the context of historical averages. This includes a review of actual transactions and revenue by plaza, month, vehicle classification, and payment type. Any variation from the prevailing trends is noted and, where possible, attributed to a particular event or ongoing condition. This includes analysis of factors such as construction both on and off of the Tollway system, weather-related events, land-use developments, and any other externality that may have impacted recent performance. By understanding when and where these variances occur, CDM Smith can better estimate how similar events may impact Tollway performance in the future.

Following a thorough review of recent performance, factors that will affect traffic in the coming months and following year are considered. Information addressing scheduled construction, both on and off the system; system improvements, including added capacity or new interchanges; planned developments; and near-term economic trends are analyzed for their potential impact on traffic and toll revenue.





Mr. Michael Colsch

October 12, 2017

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For January through August 2017, expected revenue exceeded expected revenue for the same period in 2016 by an estimated 7.3 percent, or \$63.8 million.¹ Approximately 21.8 percent, or \$13.9 million, of this growth can be attributed to the start of tolling on the new Illinois Route 390 toll facility, which began on July 5, 2016. With respect to the rest of Illinois Tollway system—exclusive of IL 390—almost two-thirds of the revenue growth is from commercial vehicle tolls, where rates were subject to a 6.7 percent toll-rate increase starting January 1, 2017. Passenger car revenue growth has also been strong, at an estimated increase of 5.3 percent over the same time period in 2016. Given these trends and continued steady economic performance, CDM Smith anticipates similar revenue growth through the fourth quarter of 2017.

Tollway performance in 2017 has also been affected by construction and the completion of major projects. Traffic on the Jane Addams Memorial Tollway (I-90) has grown considerably since the last phase of the I-90 widening and reconstruction project was completed in December of 2016. Conversely, growth on the Tri-State and Reagan Memorial Tollways has been muted in 2017 in comparison to other routes. This is mostly due to resurfacing work on the western Ronald Reagan Memorial Tollway, pavement and bridge repair work on the Tri-State Tollway, and IDOT construction on connecting and contributing facilities.

While revenue growth is expected to remain positive through 2018, the rate of growth is anticipated to be lower than the previous year. This is primarily due to the absence of the boost provided by the completion of I-90 and the initiation of new phases of system rehabilitation and maintenance through 2018. While 2018 will be the first year in which an inflation-based index will apply to commercial vehicle rates, the increase will not be as substantial as the 6.7 percent increase seen in 2017. The remainder of this document presents an overview of the Tollway's performance to date, a review of recent economic performance, and a description of CDM Smith's forecasting methodology and findings.

Recent Transaction Trends

Table 1 presents systemwide transactions by month between January 2012 and August 2017. Transactions have grown every year, to varying degrees, since 2012 and have done so at an accelerating pace. Between January and August 2017—the last full month for which data was available at the time of writing—transactions have increased by 7.8 percent over the same period in the previous year. However, transactions on the new IL 390 facility account for approximately half that growth due to the higher frequency of tolling points.

¹ Year-end audited results may differ.





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Growth on the Jane Addams has also contributed substantially to transaction growth in 2017, having completed a multi-year widening and improvement program. The widening of the Jane Addams was completed in December 2016, while four new ramp plazas opened on the facility between November 2016 and June 2017. New ramps at Meacham Road and Roselle Road opened in November 2016; a new ramp at Barrington Road opened in January 2017; and new ramps at Elmhurst Road opened in June 2017. As of August 2017, year-to-date transactions on the Jane Addams Memorial Tollway are up by 14.2 percent over the same period in 2016.

Table 1 – Total Transactions by Month (Millions)

	2012		2013		2014		2015		2016		2017	
	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	
January	60.0	3.2%	61.9	-4.5%	59.1	9.8%	64.9	3.6%	67.2	10.3%	74.2	
February	60.1	-5.0%	57.1	1.0%	57.7	4.2%	60.1	11.0%	66.6	6.7%	71.1	
March	66.6	-1.3%	65.7	2.5%	67.4	6.2%	71.6	5.0%	75.2	8.4%	81.5	
April	65.8	1.4%	66.7	4.1%	69.5	5.4%	73.2	1.3%	74.2	8.7%	80.6	
May	71.0	1.7%	72.2	2.9%	74.3	3.7%	77.0	2.7%	79.1	10.1%	87.1	
June	71.0	-1.0%	70.3	4.5%	73.5	5.5%	77.5	2.6%	79.5	10.4%	87.8	
July ⁽¹⁾	71.5	3.0%	73.6	4.0%	76.6	5.7%	80.9	4.7%	84.7	3.6%	87.8	
August ⁽¹⁾	72.9	3.6%	75.5	0.7%	76.1	4.7%	79.7	8.0%	86.0	5.1%	90.4	
September	66.3	3.6%	68.7	3.9%	71.4	5.8%	75.5	7.5%	81.2			
October	69.7	3.8%	72.3	3.8%	75.1	4.0%	78.1	6.5%	83.1			
November	65.4	1.5%	66.4	1.9%	67.6	4.7%	70.8	10.9%	78.5			
December	63.5	3.1%	65.5	7.0%	70.1	3.2%	72.3	5.7%	76.4			
Total	803.8	1.5%	816.0	2.7%	838.3	5.2%	881.6	5.7%	931.9			
Total (Jan-Aug)									612.6	7.8%	660.5	

(1) Tolling on IL 390 between Lake Street and Meacham Road began on July 5, 2016.

Recent passenger car (PC) transactions are presented in Table 2. From January through August 2017, PC transactions have increased by 8.1 percent over the same period last year. This PC growth has been aided by a growing national and regional economy in addition to the opening of the new IL 390 toll road and the completion of widening and improvements to the Jane Addams Memorial Tollway.

Table 3 presents recent commercial vehicle (CV) transaction growth. For the period from January through August 2017, CV transactions have increased 5.7 percent over the same period in 2016. In addition to natural growth, a substantial proportion of the growth may also be attributed to the opening of IL 390 and completion of construction on the Jane Addams Memorial Tollway.





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Table 2 – Passenger Car Transactions by Month (Millions)

	2012		2013		2014		2015		2016		2017	
	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	
January	53.0	3.0%	54.6	-5.2%	51.7	10.5%	57.1	4.2%	59.5	10.4%	65.7	
February	53.2	-5.4%	50.3	0.6%	50.6	4.4%	52.8	11.2%	58.8	7.2%	63.0	
March	58.9	-1.1%	58.3	2.0%	59.4	6.1%	63.0	5.2%	66.3	8.7%	72.1	
April	58.2	1.0%	58.8	3.8%	61.0	5.5%	64.4	1.6%	65.4	9.6%	71.7	
May	62.7	1.5%	63.7	2.8%	65.4	4.1%	68.1	2.7%	70.0	10.2%	77.1	
June	62.9	-1.1%	62.3	4.0%	64.7	5.6%	68.4	2.4%	70.0	10.9%	77.7	
July ⁽¹⁾	63.6	2.6%	65.2	3.5%	67.5	6.2%	71.7	5.3%	75.5	3.8%	78.3	
August ⁽¹⁾	64.4	3.7%	66.8	0.5%	67.1	5.1%	70.5	7.7%	76.0	5.0%	79.8	
September	58.7	3.1%	60.5	3.2%	62.5	6.4%	66.5	7.9%	71.7			
October	61.3	3.4%	63.4	3.5%	65.6	4.6%	68.6	7.1%	73.5			
November	57.8	1.3%	58.6	1.8%	59.7	4.8%	62.5	10.8%	69.3			
December	56.8	2.3%	58.1	6.6%	61.9	3.4%	64.0	5.7%	67.7			
Total	711.7	1.2%	720.5	2.3%	737.2	5.5%	777.7	5.9%	823.6			
Total (Jan-Aug)									541.5	8.1%	585.4	

(1) Tolling on IL 390 between Lake Street and Meacham Road began on July 5, 2016.

Table 3 – Commercial Vehicle Transactions by Month (Millions)

	2012		2013		2014		2015		2016		2017	
	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	
January	7.0	5.1%	7.3	1.2%	7.4	5.0%	7.8	-0.8%	7.7	10.1%	8.5	
February	6.9	-1.6%	6.8	4.0%	7.1	2.4%	7.2	8.9%	7.9	2.5%	8.1	
March	7.7	-2.7%	7.5	6.9%	8.0	6.9%	8.5	4.0%	8.9	6.4%	9.4	
April	7.5	5.0%	7.9	6.5%	8.4	4.8%	8.8	-0.9%	8.8	2.3%	9.0	
May	8.2	3.1%	8.5	4.3%	8.8	0.3%	8.9	3.0%	9.1	9.5%	10.0	
June	8.1	-0.3%	8.1	9.0%	8.8	4.6%	9.2	3.5%	9.5	6.7%	10.2	
July ⁽¹⁾	7.9	6.9%	8.4	7.5%	9.1	1.7%	9.2	-0.3%	9.2	2.7%	9.5	
August ⁽¹⁾	8.5	2.9%	8.7	2.1%	8.9	2.1%	9.1	10.1%	10.0	5.4%	10.6	
September	7.6	8.1%	8.2	9.0%	8.9	1.9%	9.1	4.9%	9.5			
October	8.4	6.3%	8.9	6.2%	9.5	-0.3%	9.5	2.3%	9.7			
November	7.6	2.5%	7.8	2.5%	8.0	4.0%	8.3	11.1%	9.2			
December	6.8	9.8%	7.4	9.9%	8.2	1.5%	8.3	5.5%	8.7			
Total	92.1	3.7%	95.5	5.8%	101.0	2.8%	103.9	4.2%	108.3			
Total (Jan-Aug)									71.1	5.7%	75.1	

(1) Tolling on IL 390 between Lake Street and Meacham Road began on July 5, 2016.





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Economic Trends

CDM Smith reviewed recent socioeconomic trends and projections for the Chicago area, the Midwest, and the United States. Socioeconomic trends evaluated included: regional long-term population and employment history and forecasts; historical variations in regional and national Gross Domestic Product (GDP) and unemployment; and short-term projections of national real GDP. CDM Smith reviews and incorporates data from as many as 22 individual, independent economic forecasting bodies.

For 2017, national real GDP growth is estimated to average 2.2 percent. This is an upward revision for previous forecasts and reflects a strengthening employment market and higher-than-anticipated economic output. Forecasts for 2018 indicate slightly-accelerated growth of 2.4 percent. Such a relatively healthy outlook is nonetheless subject to uncertainties relating to slow economic growth of major trading partners, international geopolitics, and uncertainty surrounding international trade agreements. The national labor market is expected to continue its strong momentum, with the unemployment rate for 2017 projected to average 4.5 percent and 4.3 percent in 2018.

Construction Projects

In 2011, the Tollway adopted the 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*, to improve regional mobility for the next generation. Major projects include the widening of the Jane Addams Memorial Tollway, the construction of new ramps, and the Elgin-O'Hare Western Access (EOWA). In April 2017, the Tollway Board of Director authorized an additional \$2.1 billion for the expansion of the Central Tri-State Tollway, bringing the total capital program budget to just over \$14 billion.

Table 4 identifies the scheduled construction projects for 2018 that are anticipated to have a significant impact on traffic and revenue.

Table 4 – 2018 Major Construction Projects on the Illinois Tollway System

Location	Description of Work
Reagan Memorial Tollway	
East-West Connector	Reconstruction
York Road to I-290	Reconstruction
IL 251 to IL 56	Rehabilitation
Veterans Memorial Tollway	
I-55 to Army Trail Road	Rehabilitation
Tri-State Tollway	
North Avenue to Wolf Road (southbound)	Reconstruction
Edens Spur	Rehabilitation





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Methodology and Assumptions

CDM Smith's methodology in developing the 2018 Revenue Certificate is similar to previous years. The forecast is based on historical performance and month-by-month growth to allow for construction impacts to be isolated and analyzed more effectively across different years, and to account for anomalies occurring as a result of the day of the week on which a holiday falls. Construction activity in particular has been found to significantly impact transactions during the peak construction months (generally April to November) while leaving other months unaffected. In order to better isolate normal growth and construction impacts, historical data was normalized to account for major weather events during this analysis process.

Multiple assumptions were used to calculate the forecasted expected revenue for the 2018 Revenue Certificate. For example, while the baseline PC I-PASS penetration rate has remained steady in recent months, the effective I-PASS penetration rate is estimated to decline slightly in 2018. This comes as a result of a pending change in Tollway policy regarding the treatment of a subset of vToll² transactions. Under the revised policy, some vToll transactions will be eligible for the cash rate, as opposed to the I-PASS rate currently paid for most vToll transactions. Data and assumptions regarding the estimated revenue impact of the rule change have been provided by Tollway staff. CDM Smith reviewed this material and has found these estimates to be reasonable and within the range of possible outcomes. The additional vToll revenue has been incorporated into 2018 forecast. For commercial vehicles, the first of ongoing, annual inflation-based adjustments will be applied in 2018. This increase has been adjusted from an estimated 2.0 percent to reflect the approximate 1.8 percent increase that will be applied. In addition, all CV forecasts have been adjusted to better reflect the most recent plaza-level classification data. Lastly, an adjustment process is applied to forecasted transactions and revenue to account for variations in the monthly weekday/weekend distribution and the impacts of holidays that occur on different weekdays each year.

Since historical winter weather impacts vary in timing and severity from year to year, historical average monthly weather impacts were applied to December, January, February, and March. Forecasts for the months are based on review of monthly weather impact data since January 2007 (excluding the very severe 2013-2014 winter). As a result, forecasts for the winter months are somewhat more volatile than the rest of the year. Applying an average seeks to mitigate that volatility, but weather is inherently unpredictable.

² A vToll is applied when a possible violation occurs; no transponder is read but, upon image review, the license plates are found to correspond to an I-PASS account. This may happen for a number of reasons, including the improper mounting of or absence of an I-PASS transponder. If I-PASS account is in good standing, the vToll will be applied at the I-PASS rate.





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Findings

Total expected toll revenue for 2017 is estimated to reach approximately \$1.40 billion. As indicated, revenue in 2018 is a function of natural growth in travel demand, construction activity on the system, the opening of new facilities, the CV rate increases, and the application of cash rates to vTolls. Revenues for 2018 are estimated to increase 3.8 percent over 2017, for a total annual revenue of approximately \$1.45 billion. Estimates for the remainder of 2017 and all of 2018 are presented in Tables 5 and 6.

Table 5 – Estimated 2017 Transactions and Expected Toll Revenue

Month	Transactions (in thousands)	Expected Revenue (in thousands)
January ⁽¹⁾	74,193	\$ 104,263
February ⁽¹⁾	71,090	100,093
March ⁽¹⁾	81,488	115,623
April ⁽¹⁾	80,625	113,434
May ⁽¹⁾	87,121	121,475
June ⁽¹⁾	87,816	125,185
July ⁽¹⁾	87,801	122,929
August ⁽¹⁾	90,406	129,141
September	83,932	117,947
October	87,210	123,805
November	85,297	116,567
December	82,925	111,238
Total⁽²⁾	999,905	\$ 1,401,700

(1) Actual transactions and expected toll revenue as reported by the Illinois Tollway.

(2) Values may not sum due to rounding.





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Table 6 – Estimated 2018 Transactions and Expected Toll Revenue

Month	Transactions (in thousands)	Expected Revenue (in thousands)
January	80,201	\$ 111,045
February	73,611	101,764
March	87,802	120,901
April	86,574	119,118
May	92,867	127,918
June	92,577	128,071
July	94,057	129,988
August	95,908	133,921
September	87,583	119,854
October	92,863	129,875
November	86,225	120,143
December	82,527	111,841
Total ⁽¹⁾	1,052,796	\$ 1,454,439

(1) Values may not sum due to rounding.

CDM Smith 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 us know if you have questions or need additional information.

Sincerely,

Jonathon D. Hart, AICP
 CDM Smith Inc.
 Principal Planner - Senior Project Manager





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Disclaimer

CDM Smith used currently-accepted professional practices and procedures in the development of the traffic and revenue estimates in this report. However, as with any forecast, it should be understood that differences between forecasted and actual results may occur, as caused by events and circumstances beyond the control of the forecasters. In formulating the estimates, CDM Smith reasonably relied upon the accuracy and completeness of information provided (both written and oral) by the Illinois State Toll Highway Authority (ISTHA) and its consultants. CDM Smith also relied upon the reasonable assurances of independent parties and is not aware of any material facts that would make such information misleading.

CDM Smith made qualitative judgments related to several key variables in the development and analysis of the traffic and revenue estimates that must be considered as a whole; therefore, selecting portions of any individual result without consideration of the intent of the whole may create a misleading or incomplete view of the results and the underlying methodologies used to obtain the results. CDM Smith gives no opinion as to the value or merit of partial information extracted from this report.

All estimates and projections reported herein are based on CDM Smith's experience and judgment and on a review of information obtained from multiple agencies, including, the Illinois Department of Transportation, and the Chicago Metropolitan Agency for Planning. These estimates and projections may not be indicative of actual or future values, and are therefore subject to substantial uncertainty. Future developments, economic conditions cannot be predicted with certainty, and may affect the estimates or projections expressed in this report, such that CDM Smith does not specifically guarantee or warrant any estimate or projection contained within this report.

While CDM Smith believes that the projections and other forward-looking statements contained within the report are based on reasonable assumptions as of the date of the report, such forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from the results predicted. Therefore, following the date of this report, CDM Smith will take no responsibility or assume any obligation to advise of changes that may affect its assumptions contained within the report, as they pertain to socioeconomic and demographic forecasts, proposed residential or commercial land use development projects and/or potential improvements to the regional transportation network.

The report and its contents are intended solely for use by the ISTHA and designated parties approved by the ISTHA and CDM Smith. Any use by third-parties, other than as noted above, is expressly prohibited. In addition, any publication of the report without the express written consent of CDM Smith is prohibited.

CDM Smith is not, and has not been, a municipal advisor as defined in Federal law (the Dodd Frank Bill) to the ISTHA and does not owe a fiduciary duty pursuant to Section 15B of the Exchange Act to ISTHA with respect to the information and material contained in this report. CDM Smith is not recommending and has not recommended any action to ISTHA. ISTHA should discuss the information and material contained in this report with any and all internal and external advisors that it deems appropriate before acting on this information.





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312 373 7700 tel
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September 8, 2017

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

Subject: 2018 Renewal and Replacement Deposit

Dear Mr. Colsch,

In our role as the Consulting Engineer for the Illinois Tollway, 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 2018. 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.

On August 28, 2017, the Tollway provided AECOM Technical Services, Inc. ("AECOM") projected annual capital expenditures for the R&R Account for the years 2017 through 2026. These projected expenditures were developed by the Program Management Office (PMO) based upon methods understood by AECOM to be consistent with sound engineering practice. The Tollway also identified the projected ending balance of the R&R Account for 2017 as approximately \$390 million, which includes the 2017 R&R deposit. AECOM reviewed the data provided by the Tollway to identify the estimated deposits through 2026 required to maintain appropriate account balances based upon the estimated capital expenditures.

The PMO has estimated total draws for the R&R Program in 2018 to be approximately \$603 million. The combination of deposits and draws on the cash balance of the R&R Account will fund the projects in the Program, I-PASS Transponders, Information Technology projects, the Intelligent Transportation Systems program, and other Capital Projects. These values appear reasonable under the circumstances under which this letter was prepared. Based on these values, we recommend a deposit of \$420 million to the R&R Account for 2018 in order to maintain the anticipated projects in the Tollway's Final Program of roadway, bridge, and facility repair, rehabilitation and reconstruction in 2018.

The Tollway did not request AECOM to provide and AECOM does not offer to provide any services constituting the services of a "municipal advisor" as defined in Federal law (such as the Dodd-Frank Wall Street Reform and Consumer Protection Act), nor does AECOM owe a fiduciary duty pursuant to Section 15B of the Securities Exchange Act of 1934 to the Tollway with respect to the information and material contained in this letter. This letter is based on AECOM's professional judgment regarding the Tollway's practices and our understanding and judgment regarding setting levels for the R&R Account for 2018. AECOM does not make any warranty or representation that projected values mentioned here will actually be achieved in 2018.

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

Sincerely,

Richard A. Young, P.E.
Associate Vice President

Cc: Greg Bedalov, Tollway
Cathy Williams, Tollway

Paul Kovacs, Tollway
Sam Samra, Tollway

Greg Stukel, Tollway
File 60190965 / 205.4

2018 BUDGET
THE 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, CDM Smith), Operating Expenses, Aggregate Debt Service and Renewal and Replacement Deposits (prepared by the Consulting Engineer, AECOM) for the years 2017 and 2018. 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.

		(\$ Millions)	
		FY 2017	FY 2018
Net Revenues :			
Actual Revenues - First Eight Months:			
	Toll Revenues *	\$871.5	
	Evasion Recovery	41.1	
	Investment Income	8.2	
	Concession and Miscellaneous	8.0	
	First Eight Months Revenues	\$928.8	
Estimated Revenues - Last Four Months:			
	Toll Revenues *	\$437.5	
	Evasion Recovery	19.9	
	Investment Income	1.8	
	Concession and Miscellaneous	2.0	
	Last Four Months Revenues	\$461.2	
Estimated Revenues:			
	Toll Revenues *	\$1,309.0	\$1,360.0
	Evasion Recovery	61.0	70.0
	Investment Income	10.0	12.0
	Concession and Miscellaneous	10.0	8.0
	Total Estimated Revenues	\$1,390.0	\$1,450.0
Less: Total Budgeted Operating Expenses		\$336.3	\$352.8
Estimated Net Revenues		\$1,053.7	\$1,097.2
Net Revenue Requirement			
	Aggregate Debt Service **	\$405.8	\$437.7
	Renewal and Replacement Account Deposit per AECOM	420.0	420.0
Net Revenue Requirement (Aggregate Debt Service + Renewal Replacement Deposit)		\$825.8	\$857.7
Alternative Net Revenue Requirement (1.3 X Aggregate Debt Service)		527.6	569.0
Revenues in Excess of Net Revenue Requirement		\$227.9	\$239.5
Build America Bond subsidy reduces transfers required for Debt Service		\$15.1	\$15.2
Other Adjustments to Transfers from Revenue Fund to Operating and Debt Service Accounts		13.0	9.2
Additional deposit to Renewal and Replacement Account and Improvement Account		\$256.0	\$263.9

* CDM Smith has estimated expected toll revenues to total \$1,401.7 million in 2017 and \$1,454.4 million in 2018.

The amounts included in this certificate are adjusted to reflect the Tollway's estimate of overpayments, underpayments, and evaded tolls. These adjustments reduce toll revenues by \$92.7 million for 2017 and \$94.4 million for 2018.

**Aggregate Debt Service includes credit enhancement, remarketing, rating and other costs/contingencies related to the Tollway's variable rate bonds.

Totals may not add due to rounding.

ACRONYMS

AA	Affirmative Action
ACEC	American Council of Engineering Companies
ACM	Automatic Coin Machine
ACPA	American Concrete Pavement Association
ACT	Toll Highway Act
ADA	Americans with Disabilities Act
AFSCME	American Federation of State, County and Municipal Employees
ALI	Automatic Location Identification
ANI	Automatic Number Identification
ATPM	Automatic Toll Payment Machine
ATM	Active Traffic Management
ATP	Authorization to Proceed
ATS	Accenture Tolling Solutions
BEP	Business Enterprise Program
C5	Contract Cost Change Controls Committee
CAD	Computer-Aided Dispatch
CAFR	Comprehensive Annual Financial Report
CEC	Continuing Education Credit
CIS	Central Information Services
CMAQ	Congestion Mitigation and Air Quality
CRP	Congestion-Relief Program
CW	Central Warehouse
DBE	Disadvantaged Business Enterprise
D/M/WBE	Disadvantaged, Minority- and Women-Owned Business Enterprises
DQS	Data Quality Services



DUI	Driving Under the Influence
ECP	Earned Credit Program
ECW	Electrical Conductive Weapon
EEO	Equal Employment Opportunity
EMS	Emergency Medical Services
EO/L	Equipment Operator/Laborers
EOWA	Elgin O'Hare Western Access
EPASS	Electronic Pay Stub System
ERP	Enterprise Resource Planning
FCIAA	Fiscal Control and Internal Auditing Act
FHWA	Federal Highway Administration
FICA	Federal Insurance Contributions Act
GAAP	Generally Accepted Accounting Principles
GAAS	Generally Accepted Auditing Standards
GASB	Governmental Accounting Standards Board
GFOA	Government Finance Officers Association
GIS	Geographic Information System
HVAC	Heating, Ventilation and Air Conditioning
ICED	Interagency Committee on Employees with Disabilities
IDOT	Illinois Department of Transportation
IGA	Intergovernmental Agreement
INVEST	Infrastructure Voluntary Evaluation Sustainability Tool
IPDC	Intermediate Power Distribution and Communication
IRTBA	Illinois Road and Transportation Builders Association
ISO	International Organization for Standardization
ISP	Illinois State Police

IT	Information Technology
ITS	Intelligent Transportation Systems
IV&V	Independent Validation and Verification
JOC	Job Order Contracting
K.I.S.S.	Kids Identification and Safety Seat
LAC	Local Advisory Committee
LCA	Life Cycle Assessment
LED	Light-Emitting Diode
LEED	Leadership in Energy and Environmental Design
LIDAR	Light Detection and Ranging
M and O	Maintenance and Operations
MADS	Maximum Annual Debt Service
MAP	Metropolitan Alliance of Police
MP	Mile Post
MPS	Master Program Schedule
NCR	Non-Conformance Report
NOC	Network Operations Center
NSMJAWA	Northwest Suburban Metropolitan Joint Action Water Association
ORT	Open Road Tolling
PBX	Private Branch Exchange Telephone System
PCI	Payment Card Industry
PMO	Program Management Office
PSB	Professional Service Bulletin
QFR	Quarterly Financial Review
R and R	Renewal and Replacement
RFP	Request for Proposal

ROW	Right-of-Way
RTA	Regional Transportation Authority
SBP	Small Business Program
SDVO SB	Service Disabled Veteran-Owned Small Business
SEIU	Service Employees International Union
SERS	State Employees Retirement System
SHRP2	Strategic Highway Research Program 2
SIFMA	Securities Industry and Financial Markets Association
SOP	Standard Operating Procedure
SQL	Structured Query Language
TIMS	Traffic and Incident Management System
TRMMP	Toll Revenue Management and Maintenance Program
UL	Underwriters Laboratories
UPS	Uninterruptible Power Supply
VASCAR	Visual Average Speed Computer and Recorder
VES	Violation Enforcement System
VMI	Vendor Managed Inventory
VOIP	Voice Over Internet Protocol
VOSB	Veteran-Owned Small Business
WIM	Weigh-in-Motion

GLOSSARY

APPROPRIATION – Spending authority from a specific fund for a specific amount, purpose and time period. The Tollway’s budget is not subject to annual appropriation by the State of Illinois.

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 RATING – An assessment of credit risk by a nationally recognized credit rating agency with respect to either (i) a specific bond issue; or (ii) the issuer. If in reference to an issuer, the bond rating typically refers to the issuer’s senior lien rating.

BUDGET REQUEST – The Budget Office’s recommended budget to be presented to the Board for final approval.

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

CONSTRUCTION FUND – The fund that receives proceeds from the sale of bonds to be used for capital projects.

CONSULTING ENGINEER – An independent engineer or engineering firm retained by the Tollway for the purpose of carrying out the duties imposed on the Consulting Engineer by the Trust Indenture and other duties as assigned.

DEPARTMENT – A major administrative division of the Tollway that has overall management responsibility for an operation or group of related operations within a functional area.

DEBT SERVICE – Principal, interest and other obligations associated with bond in debtedness.

DEBT SERVICE ACCOUNT – A sub-account of the Revenue Fund from which Debt Service payments are made.

DYNAMIC MESSAGE SIGN (DMS) – Over-the-road message signs that the Traffic and Incident Management System (TIMS) uses to communicate with customers.

ELECTRONIC TOLL COLLECTION – An electronic means for motorists to pay toll charges. Method of electronic toll collection include attachment of an electronic signal device, known as a transponder, onto the windshield to automatically deduct a toll charge from a pre-paid balance as the vehicle passes through a toll plaza. This method of electronic toll collection is used by many toll highway systems, including the Illinois Tollway, which calls it I-PASS.



ENVIRONMENTAL IMPACT STATEMENT – An EIS is a full disclosure document that details the process through which a transportation project was developed, includes consideration of a range of reasonable alternatives, analyzes applicable environmental laws and executive orders. The EIS process is completed in the following ordered steps: Notice of Intent (NOI), draft EIS, final EIS, and record of decision (ROD).

E-ZPASS GROUP – An association of 38 toll agencies, including the Illinois Tollway, in 16 states whose primary purpose is to help facilitate toll interoperability among its member agencies.

FICA AND RETIREMENT – Line item for employee retirement, consisting of: (i) employer (i.e. the Tollway) payments into Social Security; and (ii) employer contributions into the State Employees' Retirement System (SERS).

FISCAL YEAR – The annual period used for purposes of accounting and preparing financial statements. The Tollway's fiscal year is January 1 through December 31. The State of Illinois' fiscal year is July 1 through June 30. The fiscal year is the period for which annual appropriations are authorized, although it should be noted that the Tollway's budget is not subject to annual appropriation by the State of Illinois.

FULL-TIME EMPLOYEE – For purposes of certain "per full-time employee" performance metrics, a full-time employee's work is based on a 40-hour work week for 52 weeks or 2,080 hours per year.

FUND – A fund, which may include one or multiple accounts and sub-accounts, established by the Trust Indenture to hold money for specific programs, activities or objectives.

FUND BALANCE – The difference between fund assets and fund liabilities, typically as reported at the end of a financial reporting period. For annual budgetary purposes, this represents the sum of over-realized and unanticipated net revenues and unspent reserves at the end of each fiscal year.

GROUP INSURANCE – Life and health insurance program for all Tollway employees, retirees and their dependents.

HEADCOUNT – A statement or description of the number of employees for a specific time period, usually the actual number or the calculated full-time equivalent.

H.E.L.P. TRUCKS – Highway Emergency Lane Patrol trucks are 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 Tollway 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 name of the Illinois Tollway's prepaid electronic toll collection system that allows for automatic payments of tolls by using a small radio-frequency identified device (transponder) that mounts in a vehicle.

KAPSCH – International technology company, including serving as a supplier of technology, solutions and services for the Intelligent Transportation Systems (ITS) market.

MAINLINE PLAZA – Toll collection plaza that spans the roadway. The Illinois Tollway has mainline

plazas located throughout its system, all of which offer electronic payment of tolls via open road tolling and most of which offer cash payment of tolls.

MAINTENANCE AND OPERATIONS (M AND O) – Maintenance and Operations covers the day-to-day operating cost of the Illinois Tollway.

MONEY ROOM – The Tollway’s centralized cash and coin counting operation.

MOVE ILLINOIS: THE ILLINOIS TOLLWAY DRIVING THE FUTURE – Capital Program for 2012 - 2026 approved by the Illinois Tollway Board of Directors on August 25, 2011 to address existing needs of the Tollway System and certain system expansion projects.

PROFESSIONAL SERVICE BULLETIN (PSB) – Contains information pertaining to the advertisement for Statements of Interest and Requests for Proposals for professional services for the Illinois Tollway.

PROJECT – Any Improvement or Renewal and Replacement.

PROGRAM MANAGEMENT OFFICE (PMO) – The engineer or firm of engineers and their duly authorized employees, agents and representatives engaged by the Tollway to observe the work to determine whether or not it is being performed and constructed in compliance with Project contracts.

RECORD OF DECISION (ROD) – This is issued by the Federal Highway Administration (FHWA) to signal formal federal approval of an Environmental Impact Statement (EIS) or Environmental Assessment (EA) concerning a proposed highway project. The ROD authorizes the respective state transportation agency to proceed with design, land acquisition and construction based on the availability of funds.

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 a budget cost intentionally set aside and not spent either to increase lapse or as a contingency for increased liabilities in other line items.

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 that insures against loss of revenues, (iii) investment income from any monies or securities held in Funds, Accounts or Sub-Accounts established under the Trust Indenture, other than the Construction Fund (iv) transfers to the Revenue Fund of excess amounts in the Construction Fund for any project(s) upon their completion and (v) transfers from the System Reserve Account to remedy any deficiencies in the various accounts and sub-accounts of the Revenue Fund. Revenues excludes 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 Trust Indenture or to the operations of the Tollway system.

REVENUE FUND – The fund that receives revenues, to be applied to the following accounts, listed in order of priority: Maintenance and Operations Account; Debt Service Account; Debt Reserve Account; Junior Bond Accounts (not currently applicable); Renewal and Replacement Account; Improvement Account; and System Reserve Account.

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.

STATE EMPLOYEES' RETIREMENT SYSTEM (SERS) – Single-employer, public employee defined-benefit pension plan for State employees, including substantially all employees of the Tollway.

SYSTEM EXPANSION PROJECT – Any acquisition, improvement, betterment, enlargement or capital addition that extends the Tollway system.

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

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

TOLL HIGHWAY OR TOLLWAY – Limited-access highway including all facilities and appurtenances thereto which requires payment of tolls by the user and was built or is proposed to be built by the Illinois Tollway.

TOLLWAY SYSTEM – Collectively the 292 miles (plus any additional miles subsequently added from current or future projects) of toll highways operated and maintained by the Tollway and projects, properties, equipment and facilities to the extent used in connection with such operation and maintenance.

TRANSPONDER – The device that communicates through radio signals with the toll plaza as the vehicle it is attached to passes through the plaza, making a record of a paid toll.

TRAFFIC AND INCIDENT MANAGEMENT SYSTEM (TIMS) – System that allows the Tollway to monitor weather, traffic incidents and construction areas that may affect the flow of traffic. This system can also alert customers 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 Travel Midwest website - www.travelmidwest.com.

TRAFFIC ENGINEER – An independent engineer or engineering firm (Other than the Consulting Engineer and Program Management Office) retained by the Tollway for the purpose of carrying out the duties imposed on the Traffic Engineers by the Trust Indenture, and other duties as assigned.

TRUST INDENTURE – A contract between the Tollway and its bondholders that establishes the rights and obligations of both parties. The Trust Indenture, as amended, restated and supplemented from time to time including as amended and restated effective March 31, 1999, establishes for senior bondholders a pledge of and lien on the Tollway's net revenues and amounts on deposit in all funds, accounts and sub-accounts except for the Maintenance and Operation Account and any junior lien bond account.

VIOLATION ENFORCEMENT SYSTEM (VES) – A system that has been developed for the Tollway to collect unpaid tolls from violators. The system takes digital images of license plates of the vehicle and a fine notice is mailed to toll violators.