



Illinois Tollway 2019 Budget



GOVERNMENT FINANCE OFFICERS ASSOCIATION

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Illinois State Toll Highway Authority
Illinois

For the Fiscal Year Beginning

January 1, 2018

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 2018. 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
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To the Honorable Board Chair and Directors:

The Illinois Tollway's 2019 Budget represents our best efforts to reinvest the tolls we collect into strategic investments in infrastructure, state-of-the-art technology supporting safe and convenient service for commuters and communities. It is a responsible spending plan that demonstrates the Tollway's commitment to serving the transportation needs of Northern Illinois and our 1.6 million daily drivers across the 294-mile Tollway system.

Our 2019 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 2019 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 by \$13 million, and we will reduce overall headcount for the agency to the lowest level in three decades.

The 2019 Budget also provides for the investment of \$1.4 billion in capital spending funded from toll revenues and bond proceeds. This investment 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 2019, the Illinois Tollway will have spent more than 50 percent of its 15-year, \$14 billion *Move Illinois* capital program budget.

The 2019 Budget provides funding that will allow the Tollway to continue to deliver *Move Illinois* projects, including:

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

To achieve these commitments, the Illinois Tollway will remain 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 2019 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.

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.

Elizabeth Gorman

A handwritten signature in black ink, appearing to read "Elizabeth Gorman", written over a horizontal line.

Executive Director

The Illinois Tollway is self-supported 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 2019 Budget presented in this book outlines a balanced spending plan anticipating \$1,510 million 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 2019 Budget is consistent with the Tollway's long-term financial plan, accommodating an increase of 3.6 percent over the 2018 Budget for maintenance and operations to support growth in traffic and customer service activities. The 2019 Budget also provides for the investment of \$1.4 billion in capital spending funded from toll revenues and bond proceeds. Capital funds are allocated to fund the agency's 15-year capital program, *Move Illinois: The Illinois Tollway Driving the Future*.

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 2019, the Illinois Tollway will have spent 50 percent of the \$14 billion *Move Illinois* Program budget.

Over the 15 years of the program, *Move Illinois* projects are addressing the needs of the existing Tollway system; reconstructing and delivering congestion relief to the Central Tri-State Tollway (I-294); 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 2019 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 2019, by eliminating vacant positions the total budgeted headcount for the agency will be reduced to 1,468 from 1,498 budgeted in 2018. As a result, wages and salaries will decrease by \$1.5 million, while accommodating the cost of collective bargaining agreements and required retirement contributions. The Maintenance and Operations budget includes \$105.7 million for wages and salaries in 2019 and \$62.6 million for statutorily required retirement and Social Security contributions.



2019 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 2019 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 2019 revenues are projected to total \$1,510 million, an increase of \$55 million or 3.8 percent over the current 2018 estimate:

- \$1.47 billion of toll revenues and evasion recovery.
- \$30 million of concessions and miscellaneous revenues.
- \$10 million of investment income.

The Fiscal Year 2019 Budget allocates \$1,510 million of revenues as follows:

- \$365 million to fund maintenance and operations.
- \$441 million for debt service transfers.
- \$704 million for the 2019 Capital Program and capital investments (deposits to Renewal and Replacement and Improvement accounts).

Maintenance and Operations

Overall, the 2019 Budget includes \$365 million for maintenance and operations activities and services that focus on the Illinois Tollway's customers. This includes \$94 million to support customer service and tolling technology, \$34.8 million to improve roadway safety and law enforcement services, \$71 million for roadway maintenance, technology and traffic management and \$20.6 million for Information Technology.

Capital Program

The Illinois Tollway will invest \$1.4 billion in 2019 for projects to build and repair roadways, bridges and interchanges and other capital investments across the 294-mile system, to fund the eighth 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 (i) increase employment and attract, retain and grow businesses, (ii) improve infrastructure and create safer communities, (iii) support basic functions of government and (iv) strengthen cultural and environmental vitality.

The 2019 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. Mobility 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 2019 Budget includes:

- \$423.3 million to continue design and advance work for construction of the new I-490 Tollway connecting with the Jane Addams Memorial Tollway (I-90) and the Central Tri-State Tollway (I-294) and for construction of the new I-490 Interchange providing western access to O'Hare International Airport.
- \$396.2 million to continue with construction, design, utility and right-of-way activities to support planned reconstruction and congestion relief for the Central Tri-State Tollway (I-294).
- \$28 million to advance construction previously scheduled to begin in 2023 of new ramps to complete the Tri-State Tollway (I-294)/I-57 Interchange.
- \$4.2 million to initiate workforce development services and continue technical assistance programs to strengthen the capacity for underemployed workers and certified disadvantaged, minority- and women-owned business enterprise (D/M/WBE) firms, and 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 2019 include:

- \$188.2 million for ongoing bridge, pavement and facility maintenance along with infrastructure and safety improvements on the existing Tollway system.
- \$42.9 million for local access expansion to support the construction of new community interchanges on the Jane Addams Memorial Tollway (I-90) and on the Reagan Memorial Tollway (I-88).
- \$34.8 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.
- \$280,000 for testing new technologies and services including connected vehicle equipment on the Jane Addams Memorial Tollway (I-90) to enhance mobility on the corridor and Waze traffic data sharing with the Traffic and Incident Management System.

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 2019 Budget will provide:

- \$64 million to support upgrades and enhancements systemwide for the Tollway's tolling, ITS and business systems.
- \$8 million to support implementation of an enterprise resource planning (ERP) system to enable the Tollway to maximize resources and manage its business functions more efficiently and effectively.
- \$7 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

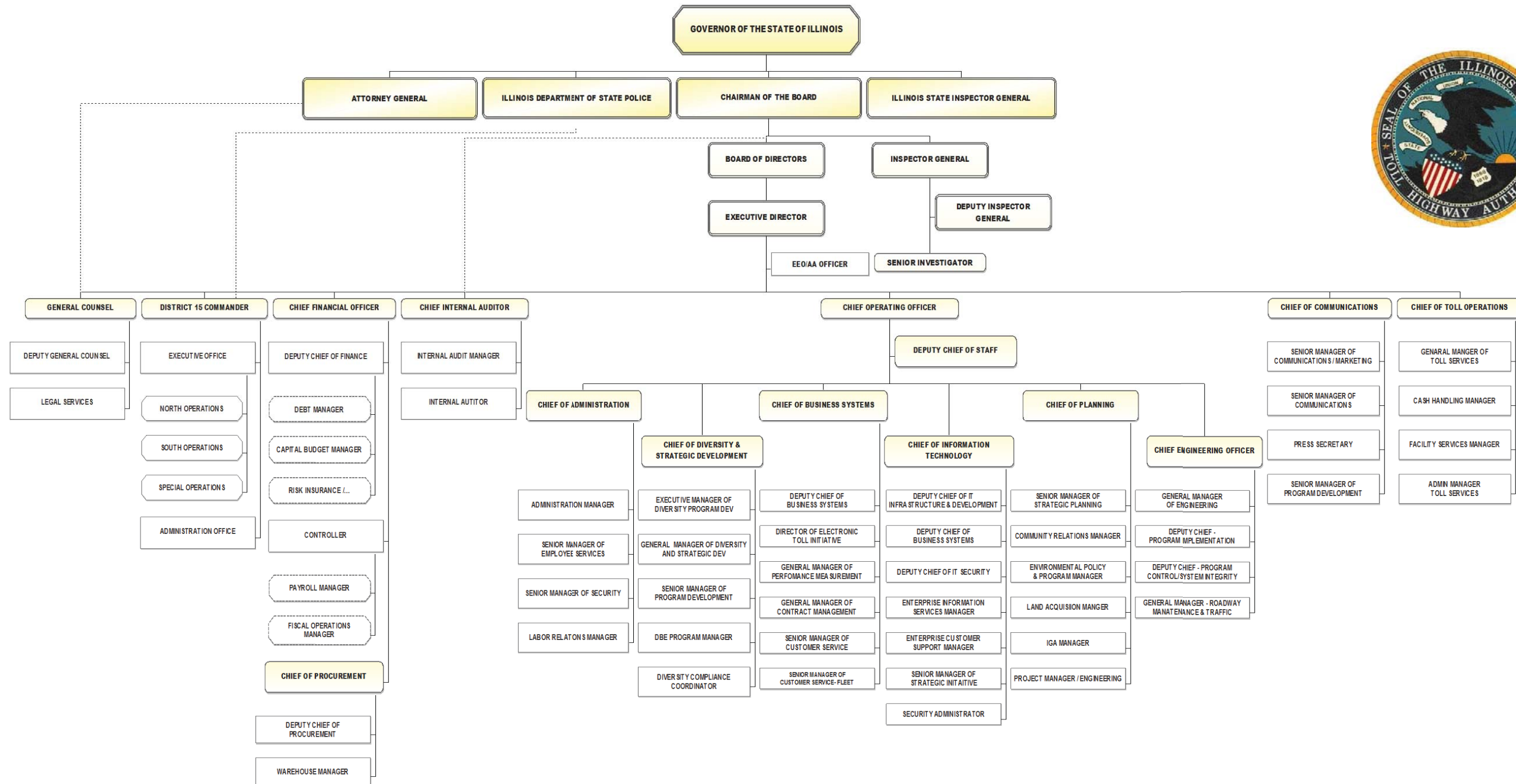
The 2019 Budget makes investments to strengthen and preserve our natural, historic, and cultural resources to make Illinois a more attractive place for people to visit, live and work.

- \$43.5 million to continue improvements to Tollway facilities systemwide including maintenance site improvements in compliance with Leadership in Energy and Environmental Design (LEED) certified building standards for construction of a new M-8 maintenance site on the Reagan Memorial Tollway, improvements at the Hillside (M-2) maintenance site on the Tri-State Tollway (I-294) and construction of a new I-PASS Customer Service Center in Downers Grove.
- \$4.7 million to support 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.

Conclusion

The Illinois Tollway's Budget for 2019 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 3.6 percent above the 2018 budget. With a balanced budget that includes \$365 million for maintenance and operations and \$1.4 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



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
Bob 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
Neli Vazquez Rowland	May 23, 2016	May 1, 2019
Bradley Stephens	June 25, 2018	May 1, 2021

EXHIBIT 2

ORGANIZATIONAL STRUCTURE

The Tollway's organizational structure consists of 15 departments: Administration, Business Systems, Communications, Diversity and Strategic Development, Engineering, Executive Office and Directors, Finance, Information Technology, Office of the Inspector General, Internal Audit, Legal, Planning, Procurement, Illinois State Police District 15 and Toll Operations. The Executive Director manages the day-to-day operations of the Tollway. 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 violation collection.

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 **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** manage Tollway affairs consistent with the Act.

The **Office of Finance** includes Finance and Procurement departments;

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

The **Procurement** 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, intergovernmental 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 Illinois Route 390 Tollways.

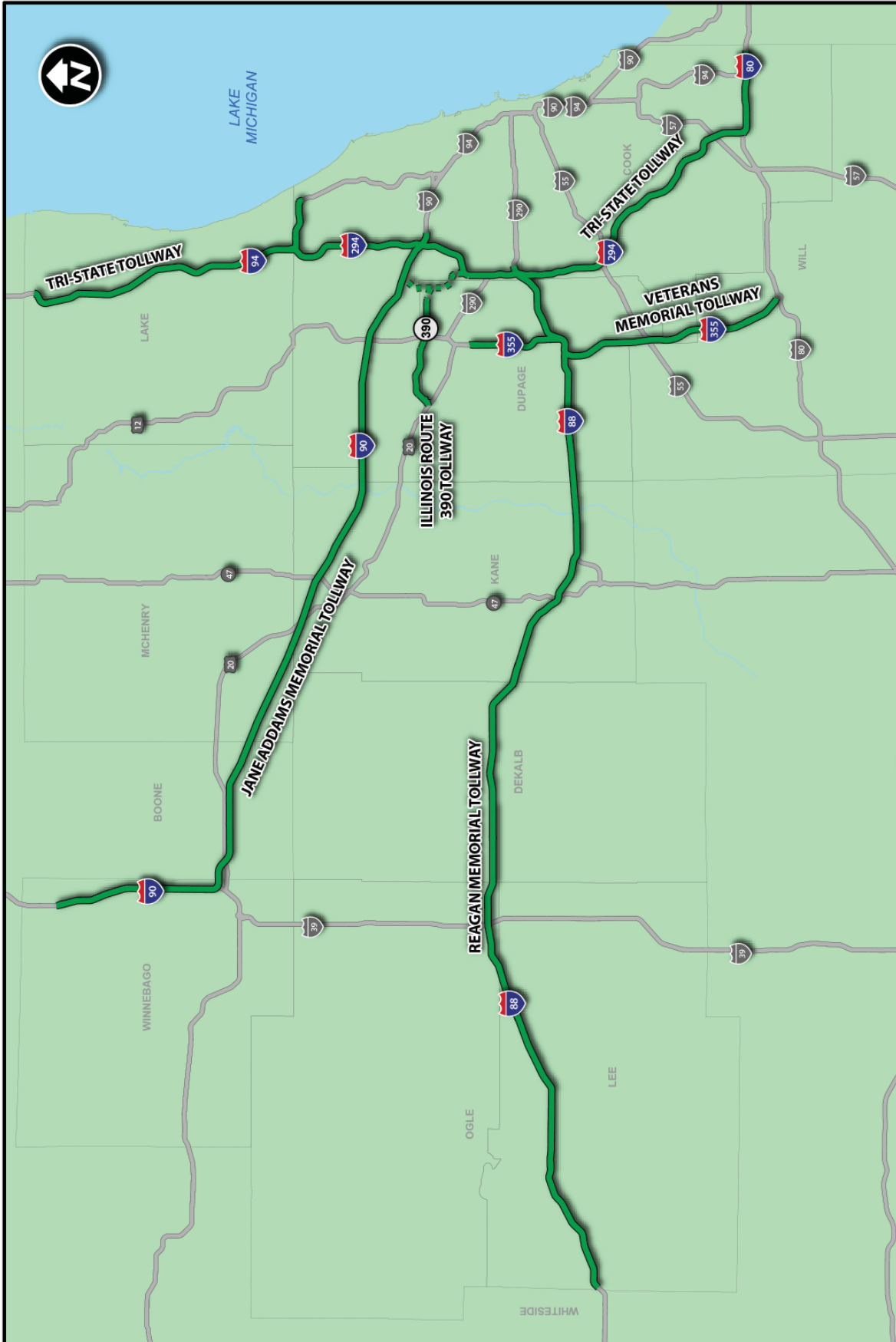
The Jane Addams Memorial Tollway (I-90), constituting a portion of Interstate 90, is a 76-mile roadway. The Jane Addams Memorial Tollway begins east of the intersection of the Kennedy Expressway from downtown Chicago and the Tri-State Tollway in the vicinity of O'Hare International Airport and extends 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 I-290 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, 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 began on November 1, 2017. Remaining construction includes the 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).



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 became 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 increased to 60 percent above the 2014 rates
- January 1, 2018 and beyond - commercial rates also include an annual cost of living inflator

Total revenues for 2019 are projected to total \$1,510 million, an increase of \$55 million, or 3.8 percent above the current estimate for 2018.

Toll revenues and evasion recovery are estimated to total \$1,417 million in 2018 and are projected to total \$1,470 million in 2019. Of the Tollway's total revenues, toll evasion recovery revenues are expected to generate approximately \$70 million in 2018 and \$73 million in 2019. Projection for investment income is \$28 million for 2018 and \$30 million for 2019. In addition, concessions and miscellaneous revenues are expected to generate \$10 million in 2018 and \$10 million in 2019.

SOURCES OF REVENUES (\$ MILLIONS)

	FY 2015 Actual	FY 2016 Actual	FY 2017 Actual	FY 2018 Budget	FY 2018 Estimates	FY 2019 Projections
Toll Revenues and Evasion Recovery	\$1,211	\$1,281	\$1,375	\$1,430	\$1,417	\$1,470
Investment Income	2	7	14	12	28	30
Concessions and Miscellaneous Revenues	8	11	13	8	10	10
Revenues Total	\$1,221	\$1,299	\$1,402	\$1,450	\$1,455	\$1,510

Totals may not add due to rounding.

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 and 2019 budget estimates include a video tolling fee approved by the Board in 2017 and effective on February 1, 2018.

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 \$1,433.3 million total toll revenues in 2018 and \$1,486.9 million for 2019. 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 days 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 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, and Redemption Sub-Account Payment, in that order of priority, of the Debt Service Account;
- Fourth, to the Provider Payment 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

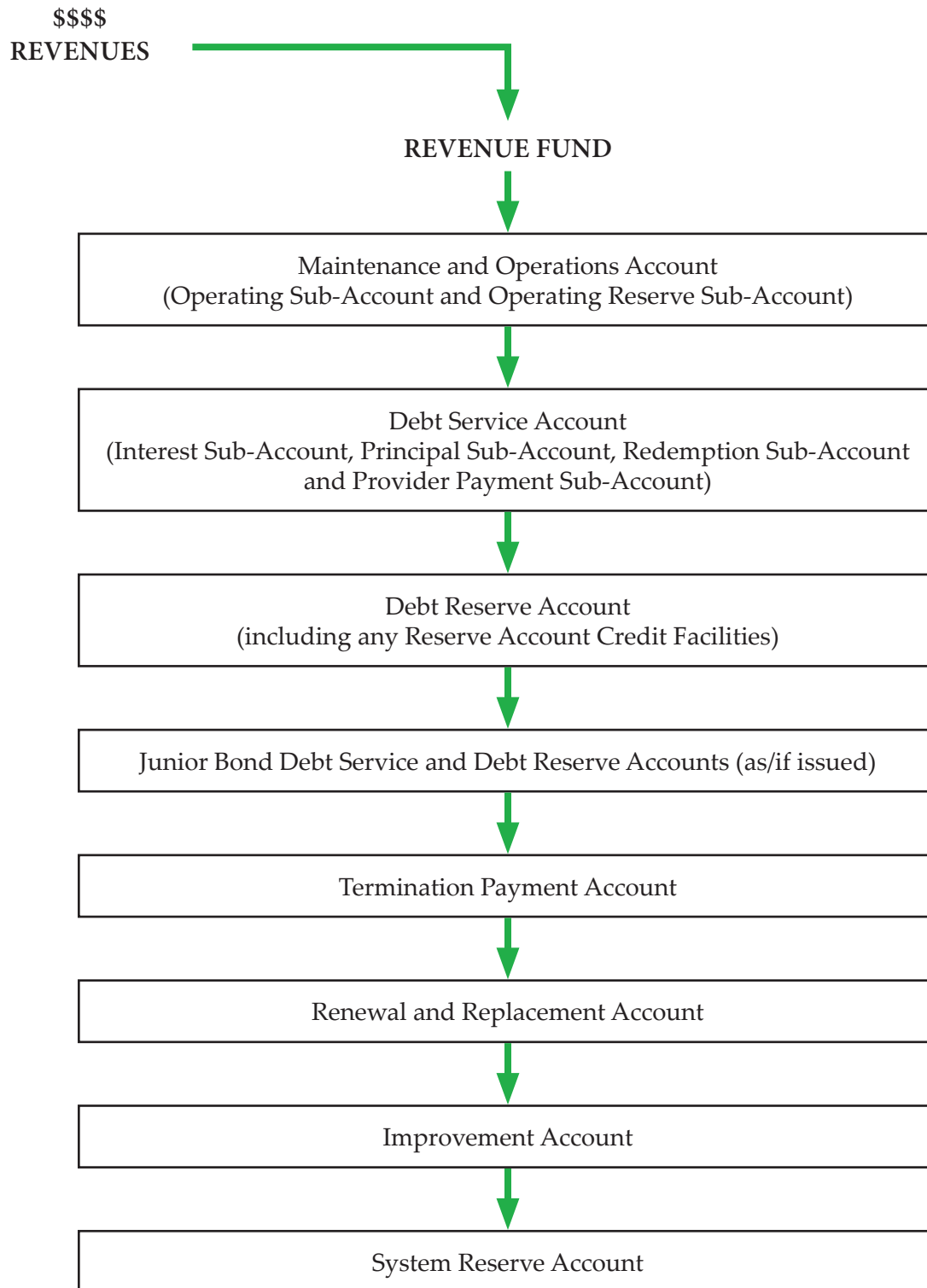


EXHIBIT 5

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 are next 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 2017-2019
Statement of Revenues/Expenditures/Transfers and
Changes in Accounts and Fund Balances
(\$ millions)

ACCOUNTS/ FUNDS	2017 Actual	2018 Estimate	2019 Budget	2018 to 2019 % Change
<u>Maintenance and Operations Account (1)</u>				
Beginning Balance	\$40.0	\$44.2	\$27.4	
Transfer from Revenue Fund to Operating Sub-Account	323.7	336.0	365.4	
Expenditures	(319.5)	(352.8)	(365.4)	
Ending Balance (1)	\$44.2	\$27.4	\$27.4	0.0%
<u>Debt Service Account</u>				
Beginning Balance	\$24.7	\$45.3	\$52.8	
Transfer from Revenue Fund (2)	390.0	409.6	440.7	
Federal Subsidy for Build America Bonds	15.1	15.2	14.9	
Bonds Retired	(88.9)	(113.2)	(118.8)	
Interest Expense	(290.4)	(299.0)	(317.5)	
Other Financing Costs (3)	(5.4)	(5.2)	(5.6)	
Ending Balance	\$45.3	\$52.8	\$66.4	25.9%
<u>Renewal and Replacement Account</u>				
Beginning Balance	\$281.8	\$415.2	\$156.6	
Transfer from Revenue Fund (2)	423.0	420.0	420.0	
Transfer from Construction Fund	0.0	0.0	150.0	
Expenditures (4)	(289.6)	(678.7)	(597.6)	
Ending Balance	\$415.2	\$156.6	\$128.9	(17.6%)
<u>Improvement Account</u>				
Beginning Balance	\$459.0	\$549.6	\$337.9	
Transfer from Revenue Fund (2)	260.3	289.4	283.9	
Transfer from Construction Fund	332.1	0.1	536.0	
Expenditures (4)	(501.8)	(501.1)	(809.6)	
Ending Balance	\$549.6	\$337.9	\$348.2	3.0%
<u>Construction Fund</u>				
Beginning Balance	\$0.0	\$0.1	\$0.0	
Bond Proceeds (5)	332.1	0.0	686.0	
Investment Income	0.1	0.0	0.0	
Transfers to Renewal/Replacement and Improvement Account	(332.1)	(0.1)	(686.0)	
Ending Balance	\$0.1	\$0.0	\$0.0	0.0%

(1) The balance in the Maintenance and Operations Account includes \$27.4 million in operating reserves.

(2) Transfers in 2017 includes allocation of investment income.

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

(4) 2017 expenditures and 2018 estimated expenditures reflect cost recoveries of (\$10) million and (\$7.2) million, respectively, pursuant to intergovernmental agreements (IGA). 2019 Budget expenditures do not reflect any IGA reimbursements.

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

Totals may not add due to rounding.

CONVERSION TO NEW GENERAL LEDGER SYSTEM

The expense account names shown in the 2019 Budget Book are from the chart of accounts utilized by the Tollway in 2018 and prior years in the Tollway's legacy general ledger. Effective July 1, 2018, the Tollway has converted to an SAP based general ledger and accounting system. The Tollway's legacy chart of accounts is being mapped to a new chart of accounts similar to that of the State of Illinois accounting system. Account names used in the 2019 Budget are unchanged from the legacy system for comparative purposes.

Beginning with 1st quarter 2019, financial presentation will start to use the new chart of accounts for actual to budget comparisons.

BUDGET SUMMARIES

FISCAL YEAR 2019 BUDGETED REVENUES AND EXPENDITURES

The Illinois Tollway is a self-supporting entity depending on revenue 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	\$1,470 million	Collections via cash, I-PASS or recovery of violation payments
Investment Income	\$30 million	Interest income on Tollway funds and I-PASS cash escrow accounts
Concessions and Miscellaneous	\$10 million	Revenue from overweight trucks, fines, rental of assets for fiber optics, license fees, oases, fuel, food and retail sales
Total Revenues	\$1,510 million	

Operating Expenses and Debt Service

Maintenance and Operations	\$365 million	Related to toll collections, roadway maintenance, traffic control, safety, insurance and administration
Debt Service	\$441 million	Principal and interest payments and other financing costs
Total Operating and Debt Service Expenditures	\$806 million	

Capital Program Expenditures	\$1,407 million	Capital expenditures for systemwide maintenance, reconstruction and expansion
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EXHIBIT 7



**Sources of Revenue
FY 2018 – FY 2019
(\$ millions)**

	FY 2018 Budget	FY 2018 Estimates	FY 2019 Projections
Toll Revenues and Evasion Recovery	\$1,430	\$1,417	\$1,470
Investment Income	12	28	30
Concessions and Miscellaneous Revenues	8	10	10
Revenues Total	\$1,450	\$1,455	\$1,510

Totals may not add due to rounding.

EXHIBIT 8

**Projected Sources of Revenues
Fiscal Year 2019
\$1,510 Million**

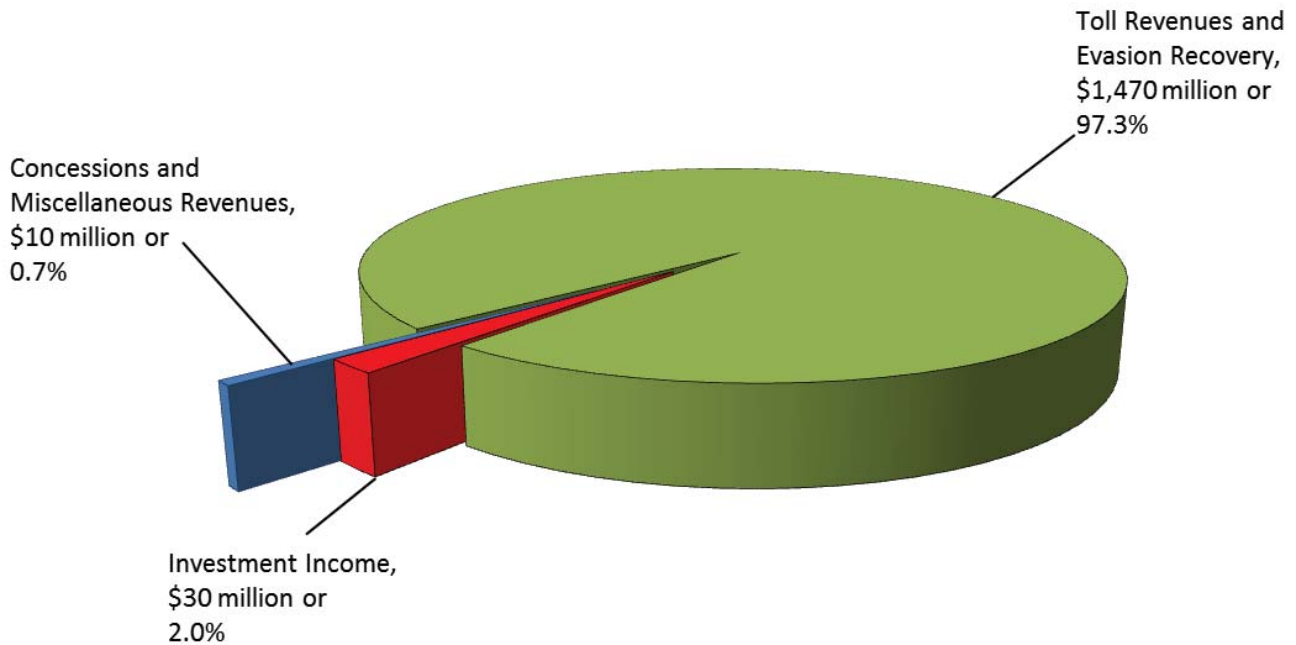


EXHIBIT 9

**Allocations of Revenue
FY 2018 – FY 2019
(\$ millions)**

	FY 2018 Budget	FY 2018 Estimates	FY 2019 Projections
Maintenance and Operations	\$353	\$336	\$365
Debt Service Transfers	413	410	441
Deposits to Renewal and Replacement and Improvement	684	709	704
Revenues Total	\$1,450	\$1,455	\$1,510

Totals may not add due to rounding.

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 2019
\$1,510 Million**

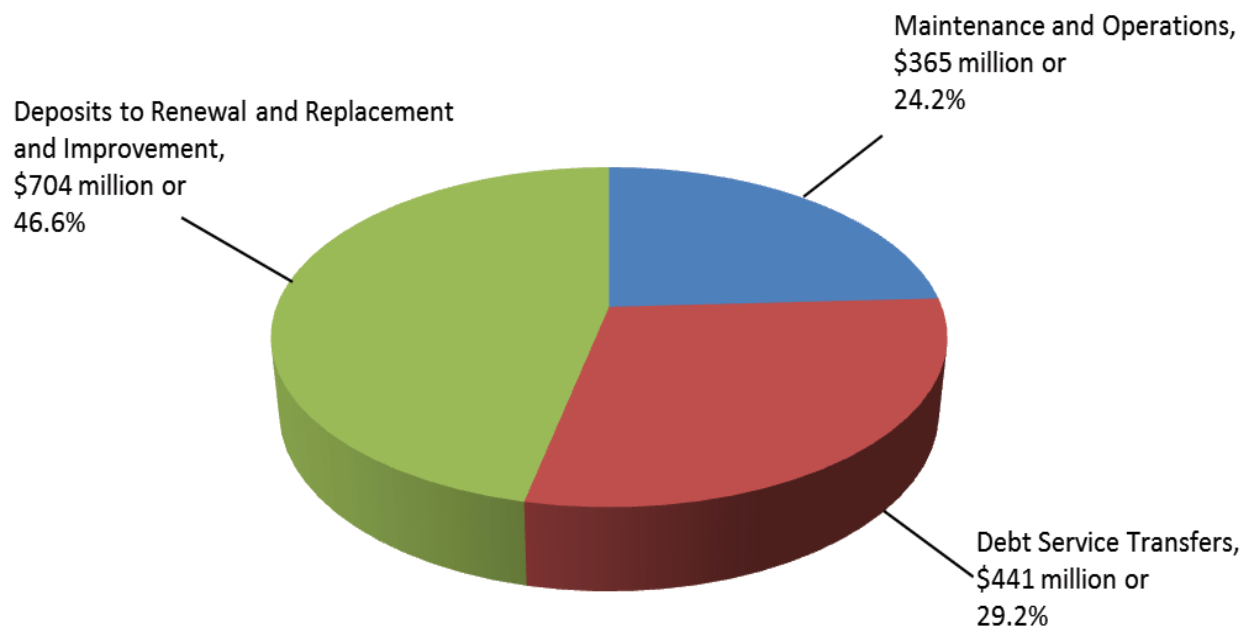


EXHIBIT 11

**Projected Capital Program Expenditures
Fiscal Year 2019
\$1,407 Million**

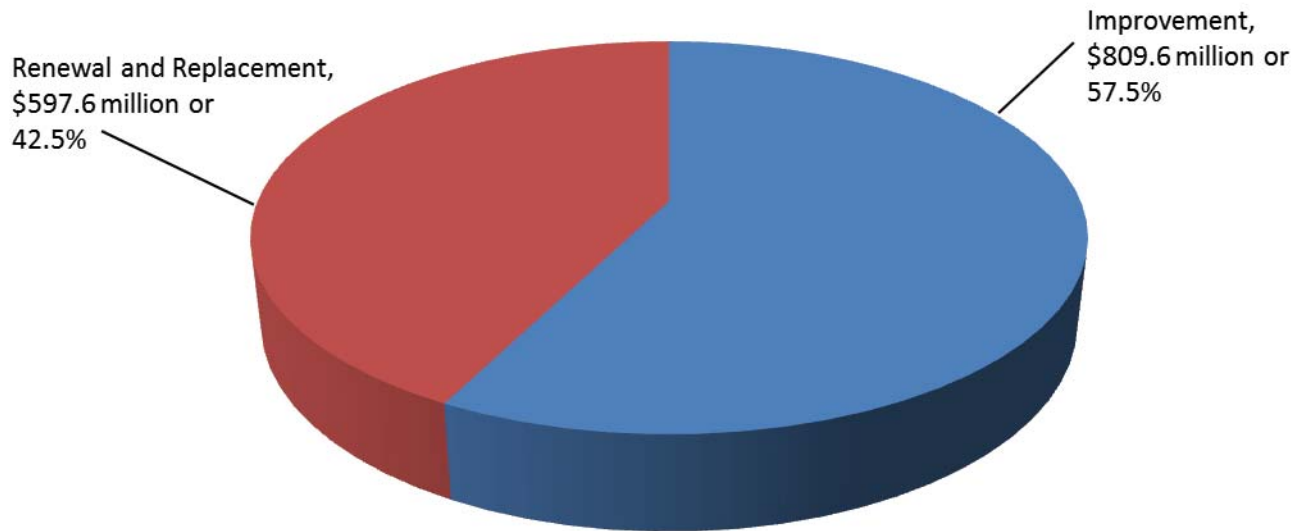


EXHIBIT 12

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 2019 Requested Headcount

Department	2016 Budget	2017 Budget	2018 Budget	2019 Request	Change From 2018 Budget
Administration	36	38	33	31	(2)
Business Systems	63	61	61	61	-
Communications	11	12	11	11	-
Diversity and Strategic Development	6	8	8	8	-
Engineering	601	589	586	604	18
Executive Office and Directors	6	8	11	11	-
Finance	56	56	56	62	6
Information Technology	68	55	47	46	(1)
Inspector General	6	6	6	8	2
Internal Audit	7	8	5	5	-
Legal	12	12	11	11	-
Planning	26	26	26	26	-
Procurement	54	58	58	63	5
State Police	18	18	16	16	-
Toll Operations	625	598	563	505	(58)
Total Headcount	1,595	1,553	1,498	1,468	(30)

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 2019 Budget, the Tollway transferred the functions of two safety supervisors from the Department of Administration to the Office of Finance. The Office of Finance also added staff to assist in the additional work load. The Engineering department increased staff in Roadway Maintenance to support the increases in lane miles. The Tollway was able to identify vacant positions to eliminate while continuing to maintain efficiencies in operations. The headcount for the 2019 Budget will have a net decrease of 30 vacant positions.

**FY 2019 Maintenance and Operations Budget
By Category
(\$ thousands)**

Category	2017 Actual Expenditures	2018 Budget	2019 Budget Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$103,738	\$104,208	\$105,740	\$1,533	
FICA and Retirement	54,592	63,022	62,570	(452)	
Group Insurance	33,813	39,807	39,418	(390)	
All Other Insurance	7,470	11,473	11,626	153	
Credit Card Fees and Bank Charges	26,055	27,135	30,335	3,200	
All Other Contractual Services	52,454	58,247	66,155	7,907	
Equipment/ Office Rental/ Maintenance	23,406	29,189	27,215	(1,973)	
Parts and Fuels	6,019	6,026	6,893	866	
Utilities	8,134	8,236	8,893	657	
Operational Materials and Supplies	5,108	6,678	7,735	1,058	
Other Miscellaneous Expenses	930	980	1,044	64	
Recovery of Expenses	(2,320)	(2,251)	(2,251)	-	
Total M and O Expenditures	\$319,398	\$352,750	\$365,374	\$12,623	3.6%

Totals may not add due to rounding.

EXHIBIT 14

**FY 2019 Maintenance and Operations Budget
By Major Account**

Major Account Description	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$103,737,938	\$104,207,742	\$105,740,260	\$1,532,517	
FICA and Retirement	54,591,596	63,022,288	62,570,463	(451,825)	
Payroll Sub-Total	\$158,329,534	\$167,230,030	\$168,310,723	\$1,080,692	0.6%
Outside Services	37,528,161	42,941,009	50,177,622	7,236,613	
Employee Group Insurance	33,812,559	39,807,482	39,417,696	(389,786)	
Bank Charges	26,055,012	27,135,000	30,335,000	3,200,000	
Office Equipment-Maintenance	23,000,189	28,769,544	26,785,589	(1,983,954)	
Consulting Services	9,039,622	8,989,690	9,550,690	561,000	
Worker's Compensation Insurance	4,769,298	8,025,985	8,025,985	-	
Contracted Maintenance Service	5,397,902	6,038,600	6,201,600	163,000	
Operational Materials	3,298,820	4,457,604	5,104,354	646,749	
Utilities	4,494,679	5,001,000	5,100,500	99,500	
Telephone	3,639,570	3,234,980	3,792,354	557,374	
Property Insurance	2,700,282	3,446,600	3,600,000	153,400	
Fuels and Oils	2,722,471	2,850,972	3,500,900	649,928	
Replacement Parts	3,126,086	2,993,675	3,214,269	220,595	
Operational Supplies	1,075,775	1,146,500	1,232,950	86,450	
Office Supplies	437,323	526,650	577,050	50,400	
Uniforms and Accessories	403,094	394,960	440,360	45,400	
Office/Equipment Rentals	405,872	418,980	429,864	10,884	
Dues, Books and Subscriptions	228,996	301,590	293,494	(8,096)	
Armored Truck Service	210,430	170,000	200,000	30,000	
Employee Training	148,707	161,571	181,866	20,295	
Tools and Equipment	170,809	181,700	177,442	(4,258)	
Police Capital Equipment	19,981	74,500	175,000	100,500	
Advertising and Promotion	98,953	75,400	81,800	6,400	
Travel	148,984	121,925	128,430	6,505	
Office Equipment	7,140	29,515	124,600	95,085	
Building Equipment	120,758	92,782	86,282	(6,500)	
Postage and Express	68,794	87,690	85,825	(1,865)	
Other Expenses	43,971	26,300	47,200	20,900	
Printing and Publications	36,619	67,575	67,825	250	
Employment Medical Expense	104,425	85,000	55,000	(30,000)	
Roadway Equipment	30,588	54,269	54,269	-	
Bond Trustee	38,164	50,000	50,000	-	
Other Capital Equipment	1,530	6,500	12,500	6,000	

**FY 2019 Maintenance and Operations Budget
By Major Account (continued)**

Major Account Description	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Advisory Committee Expense	2,952	5,000	5,000	-	
Other Operating Sub-Total	\$163,388,516	\$187,770,548	\$199,313,316	\$11,542,769	6.1%
Recovery of Expenses	(2,319,556)	(2,250,500)	(2,250,500)	-	
AUTHORITY TOTAL	\$319,398,494	\$352,750,078	\$365,373,539	\$12,623,461	3.6%

EXHIBIT 15

MAINTENANCE AND OPERATIONS ACCOUNTS

For fiscal year 2019, Salaries and Wages increased by \$1.5 million due to rate increases, offset by phasing of departmental vacancies and the elimination of 30 funded vacant positions.

Retirement decreased by \$0.5 million due to a decrease in the State Employees Retirement System (SERS) pension contribution rate. SERS has approved a downward adjustment to the employer contribution which would reduce required contributions.

Employee Group Insurance decreased by \$0.4 million based on projected employee enrollment and insurance premiums to remain flat in 2019. This account includes group medical, dental, optical and life, as well as retiree health and life insurance.

Outside Services increased by \$7.2 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 Illinois Route 390 Tollway.

Bank Charges increased by \$3.2 million to accommodate merchant card fees associated with increased revenue and electronic toll payments from commercial vehicles.

Office Equipment decreased by \$2 million mainly due to decreased costs for maintenance services in the areas of toll collection equipment and back-office software.

Consulting Services increased by \$0.6 million, system support that will be performed by System Development Integration and RSM for Unisys, Kronos, and other improvements.

Operational Materials and Fuels and Oils increased by \$1.2 million due to increased need for salt and fuel with favorable pricing.

Telephone increased by \$0.6 million due to increased call minutes based on increased transactions and violations from new cashless toll plazas.

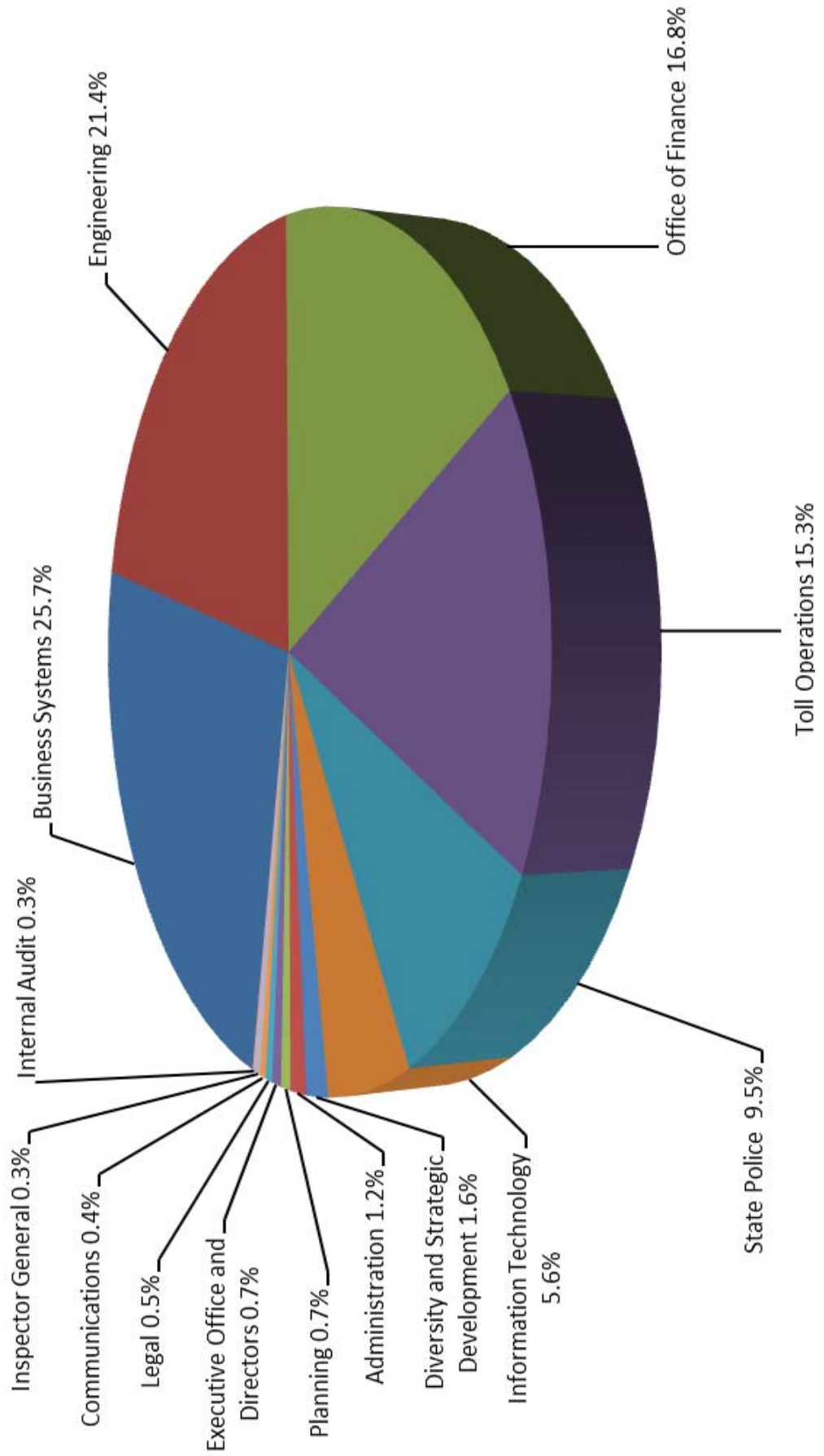
**FY 2019 Maintenance and Operations Budget
By Department
(\$ thousands)**

Department	2017 Actual Expenditures	2018 Budget	2019 Budget Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Administration	\$3,998	\$4,081	\$4,229	\$148	3.6%
Business Systems	81,538	85,854	93,862	8,007	9.3%
Communications	1,574	1,670	1,583	(86)	(5.2%)
Diversity and Strategic Development	2,592	5,846	5,766	(79)	(1.4%)
Engineering	72,679	76,018	77,990	1,971	2.6%
Executive Office and Directors	1,667	2,283	2,465	182	8.0%
Finance	41,630	56,684	56,685	2	0.0%
Information Technology	14,530	18,682	20,602	1,920	10.3%
Inspector General	720	954	1,156	202	21.2%
Internal Audit	679	924	948	24	2.6%
Legal	1,429	1,854	1,926	71	3.8%
Planning	2,184	2,375	2,579	203	8.6%
Procurement	5,238	4,895	4,847	(49)	(1.0%)
State Police	30,692	33,694	34,790	1,097	3.3%
Toll Operations	58,249	56,936	55,946	(990)	(1.7%)
Authority Total	\$319,398	\$352,750	\$365,374	\$12,623	3.6%

Totals may not add due to rounding.

EXHIBIT 16

**FY 2019 Maintenance and Operations Budget
Percentage of Total Budget by Department**



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.

PERFORMANCE METRICS

The strategic outcomes are in turn, aligned with the following performance metrics:

1. I-PASS rush-hour transactions percentage
2. I-PASS all-hours transactions percentage
3. Travel-time index congestion measure
4. Incident response time
5. Incident clearance time
6. Construction Program budget to committed contract variance
7. Pavement rating
8. Frontline staff percentage
9. Total transactions per full-time employee
10. 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 2018 Accomplishments as well as the 2019 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.

STRATEGIC PLAN - UPDATES

The Illinois Tollway is currently undergoing a strategic planning process, and is updating its mission statement, along with developing vision and values statements, which will be reflected in the 2020 Budget Book. In addition to these statements, the Illinois Tollway will also set updated goals that will align with the Illinois Office of Management and Budget. These goals will be underpinned by performance metrics that will direct efficient and effective daily operations at the Illinois Tollway.

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	2018 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.	93.5%	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.	90.9%	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 = 1.01 PM Peak = 1.00 Total Day = 0.99	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 = 06:15 min Fatality Response Time = 04:17 min Property Damage Response Time = 09:00 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.floridastumpike.com/downloads/TEAR/2014/06_SunPass202014.pdf (p. 37)

** http://www.floridastumpike.com/downloads/TEAR/2014/06_SunPass202014.pdf (p. 1)

*** 2011 Transportation Metropolitan Atlanta Report - Georgia Regional Transportation Authority http://www.grta.org/tip/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	2018 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 = 27:51 min Fatality Clearance Time = 01:16:18 hrs Property Damage Clearance Time = 18:45 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.	-9.9%	0%	Not Available
7	2	Pavement Rating*	Measures the condition of the Tollway's roads.	Excellent = 56% Good = 19% Transitional = 7% Fair = 2% Poor = 0% Not Avail. (under const) = 16%*	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.	2048	1746	598 - Oklahoma
10	2	IPASS Call Center Responsiveness	Measures the responsiveness of the IPASS Call Center to customer calls.	1) Average time to answer = 1:29 min 2) Average talk Time = 8.58 min	1) Average time to answer = 1:30 min 2) Average talk Time = N/A	Not Available

* Pavement Management System for the Illinois Tollway - 2018 System Update Report (ARA) - October 2018, DRAFT

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
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Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2014	2015	2016*	2017*	2018 YTD (Jan-Sept)*
1	2, 4	I-PASS Rush Hour Transactions Percentage	90.4%	90.4%	90.5%	90.9%	93.5%
2	2, 4	I-PASS All Hours Transactions Percentage	86.0%	86.6%	87.0%	87.8%	90.9%
3	2, 3, 4	Travel Time Index Congestion Measure	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 = 0.99 PM Peak = 1.05 Total Day = 0.97	AM Peak = 1.01 PM Peak = 1.00 Total Day = 0.99
4	2	Incident Response Time	Personal Injury Response Time PIR = 6:10 min Fatality Response Time FR = 5:30 min Property Damage Response Time 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 = 06:51 min FR = 04:09 min PDR = 11:55 min	PIR = 06:15 min FR = 04:17 min PDR = 9:00 min
5	2	Incident Clearance Time	Personal Injury Clearance PIC = 32:10 min Fatality Clearance Time FC = 3:33:37 hrs Property Damage Clearance PDC = 18:50 min	PIC = 31:05 min FC = 03:45:33 hrs PDC = 15:10 min	PIC = 29:45 min FC = 02:43:12 hrs PDC = 16:21 min	PIC = 36:19 min FC = 01:03:38 hrs PDC = 19:19 min	PIC = 27:51 min FC = 01:16:18 hrs PDC = 18:45 min

* Travel time indices for 2016, 2017 and 2018 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	2014	2015	2016	2017	2018 YTD (Jan-Sept)
6	1, 2, 3	Const. Program Budget to Committed Contract Variance	2.0%	-9.9%	-19.1%	-10.9%	-9.9%
7	2	Pavement Rating*	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 = 52% Good = 25% Transitional = 7% Fair = 3% Poor = 0% Not Avail. (under const) = 13%	Excellent = 61% Good = 28% Transitional = 7% Fair = 2% Poor = 0% Not Avail. (under const) = 2%	Excellent = 56% Good = 19% Transitional = 7% Fair = 2% Poor = 0% Not Avail. (under const) = 16% *
8	1, 2, 3, 4	Frontline Staff Percentage	74%	74%	74%	74%	75%
9	2, 3	Total Transactions per FTE	1532	1652	1766	1926	2048
10	2	IPASS Call Center Responsiveness	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 = 3.08 min 2) Average talk time = 9.05 min	1) Average time to answer = 1.29 min 2) Average talk time = 8.58 min

* Pavement Management System for the Illinois Tollway - 2018 System Update Report (ARA) - October 2018, DRAFT

DEPARTMENT FUNCTIONS OVERVIEW

	2019 Budget Requested
ADMINISTRATION	\$4,229,045
Responsible for the development and implementation of administrative policies and procedures and employee compliance.	
BUSINESS SYSTEMS	\$93,861,684
Responsible for the operation and maintenance of the electronic tolling system hardware and software and collection of toll revenue from toll violators.	
COMMUNICATIONS	\$1,583,404
Responsible for all external and internal communications between the Tollway and its constituents.	
DIVERSITY AND STRATEGIC DEVELOPMENT	\$5,766,475
Responsible for promoting, developing and implementing a comprehensive diversity program.	
ENGINEERING	\$77,989,779
Responsible for the program management, construction, and maintenance of the roadways	
EXECUTIVE OFFICE AND DIRECTORS	\$2,464,840
Sets policies for the organization and overall management of the Tollway.	
OFFICE OF FINANCE	\$61,531,825
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	\$20,602,090
Responsible for planning, directing, managing and controlling all information technologies and telecommunications throughout the Tollway.	
OFFICE OF INSPECTOR GENERAL	\$1,155,956
Responsible for investigating instances of waste, inefficiencies, fraud, corruption, misconduct and mismanagement of the day-to-day operations of the Tollway.	
INTERNAL AUDIT	\$948,115
Responsible for recommending improvements and changes that increase the economy, efficiency and effectiveness of Tollway projects and processes.	



	2019 Budget Requested
LEGAL	\$1,925,584
Legal advisor and attorney for the Tollway.	
PLANNING	\$2,578,555
Responsible for strategic programming and planning, intergovernmental agreements, environmental and landscaping, legislation and policy, community relations, property management, geographic information system (GIS) and geometrics.	
ILLINOIS STATE POLICE DISTRICT 15	\$34,790,437
Responsible for providing comprehensive law enforcement services.	
TOLL OPERATIONS	\$55,945,752
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 and implementation of administrative policies and procedures and employee compliance. 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.

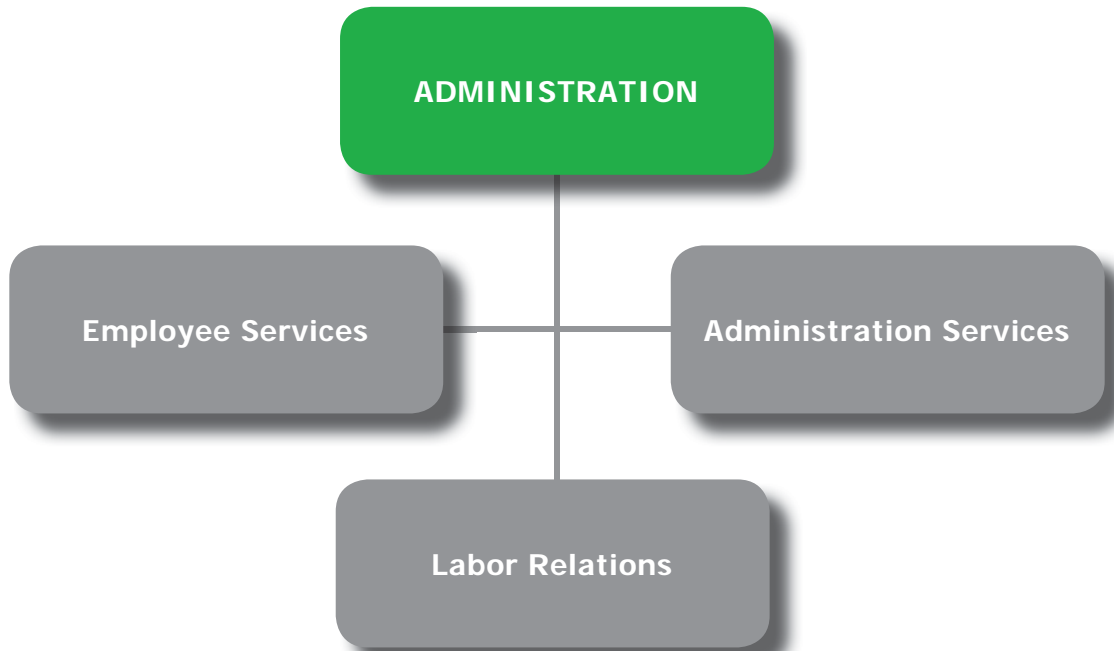


EXHIBIT 21



DEPARTMENT BUDGET

Major Account Description	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$1,418,171	\$1,574,317	\$1,737,871	\$163,554	
FICA and Retirement	809,065	970,771	1,049,674	78,903	
Payroll Sub-Total	\$2,227,236	\$2,545,088	\$2,787,545	\$242,457	9.5%
Telephone	726,481	853,000	851,000	(2,000)	
Outside Services	622,146	255,000	250,000	(5,000)	
Office Equipment-Maintenance	189,292	152,000	150,500	(1,500)	
Office Supplies	41,986	95,000	65,000	(30,000)	
Employment Medical Expense	104,425	85,000	55,000	(30,000)	
Employee Training	48,170	37,000	30,000	(7,000)	
Office/Equipment Rentals	21,571	15,000	15,000	-	
Other Expenses	12,533	10,000	10,000	-	
Postage and Express	(709)	9,000	5,500	(3,500)	
Dues, Books and Subscriptions	1,772	10,000	5,000	(5,000)	
Operational Supplies	2,002	5,000	2,000	(3,000)	
Travel	59	5,000	1,000	(4,000)	
Advertising and Promotion	-	4,000	1,000	(3,000)	
Replacement Parts	-	500	500	-	
Printing and Publications	30	-	-	-	
Office Equipment	1,530	-	-	-	
Other Operating Sub-Total	\$1,771,288	\$1,535,500	\$1,441,500	(\$94,000)	(6.1%)
Recovery of Expenses	(480)	-	-	-	
DEPARTMENT TOTAL	\$3,998,044	\$4,080,588	\$4,229,045	\$148,457	3.6%

EXHIBIT 22

The 2019 Budget Request is \$4.2 million, an increase of \$148 thousand, or 3.6 percent, above the 2018 Budget amount. Total payroll is \$2.8 million and includes 31 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$164 thousand compared to the 2018 Budget. This increase reflects the 2019 salary and wage adjustments.
- FICA and Retirement increased by \$79 thousand compared to the 2018 Budget due to 2019 salary and wage adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.

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

2018 ACCOMPLISHMENTS

Outcomes	Administration - 2018 Accomplishments
3	Employee Benefits Open Enrollment – created a benefits brochure that summarizes all benefits; brochure was mailed to all employees with OE enrollment documents.
3	Filed ACA with IRS and mailed 1095-C to all employees before IRS filing date of 1/30/2018. This is the first time in 3 years the filing and mailing has been completed before deadline and without paying a penalty to the IRS.
3	Enhanced the E-Recruiting System (NEOGOV) to better hire in a timely manner.
3	Implemented the hiring process through our E-Recruiting System by progressive filtering based on KSA’s and quantitative assessment.
3	Successfully negotiated MAP 135 and SEIU new contracts for 2019. The Teamsters and AFSCME contract negotiations are ongoing.
3	Successfully hosted Fairs and Seminars (Flu Shots, Bio-Metric Screenings, Stroke Screenings, Blood Drives, etc.) to provide information/resources and to promote wellness as it relates to Health, Fitness, Nutrition and Finance.

EXHIBIT 23-1

2019 GOALS AND OUTCOMES

Outcomes	Administration - 2019 Goals/Objectives
3	Enhance Wellness initiatives for all Tollway.
3	FMLA Procedural Improvements – Implement the FMLA One-Call procedure; update FMLA Policies and Procedures; reduce FMLA abuse.
3	Health Plans – work with Risk & Senior Management to procure new contracts with vendor for Medical, Dental, Vision and Pharmaceutical. Current contract expires at the end of 2019 plan year.
3	Complete contract negotiations with all collective bargaining units as required.
3	Onboarding – continue to enhance the use of the E-Recruiting System (NEOGOV) to process candidates in a more efficient and timely manner.
3	Coordinate supervisor training for all managers throughout the Tollway to help them properly handle difficult situations.
3	Continue to evaluate and expand on security measures and recommendations implemented to ensure the safety and security of Tollway employees and patrons.

EXHIBIT 23-2

DEPARTMENT HEADCOUNT

Position Title	FY2017	FY2018	FY2019
Administration Manager	1	1	1
Administration Secretary I	1	1	1
Administration Specialist	1	0	0
Central Information Database Specialist	1	1	1
Chief of Administration	1	1	1
CIS Coordinator	1	1	1
Customer Relations Coordinator	1	1	1
EEO Clerk	1	0	0
EEO/AA	1	0	0
Employee Benefits Clerk	1	1	1
Employee Benefits Manager	1	1	1
Employee Benefits Specialist	2	2	2
Employee Services Coordinator	4	4	4
Employee Services Manager	1	1	1
Employee Services Supervisor	1	1	1
Executive Secretary	1	1	1
Human Resources Placement Specialist	3	3	3
Labor Relations Analyst	1	1	1
Labor Relations Manager	1	1	1
Leave Analyst	1	1	0
Mail and Duplication Clerk	3	2	2
Management Trainee	0	0	1
Safety and Training Manager	1	1	0
Safety Supervisor	1	1	0
Senior Manager of Employee Services	1	1	1
Senior Manager of Security	1	1	1
Supervisor Workers Compensation Claims	1	0	0
Switchboard Operator	4	4	4
TOTAL	38	33	31

EXHIBIT 24

BUSINESS SYSTEMS

SUMMARY

The Department of Business Systems is responsible for the operation and maintenance of electronic tolling, which includes the collecting of toll revenues, as well as the assessing of fines and the imposing of sanctions against toll violators. The department monitors the contracts and performance of the structure surrounding electronic tolling systems and services. The systems include the hardware and software for toll capture in the lanes, as well as the customer relationship management hardware and software that hold and manage accounts and violators. The services include the customer service centers, the call center, web-enabled self-service, the distribution of correspondence and transponders, and the management of transponder inventory.

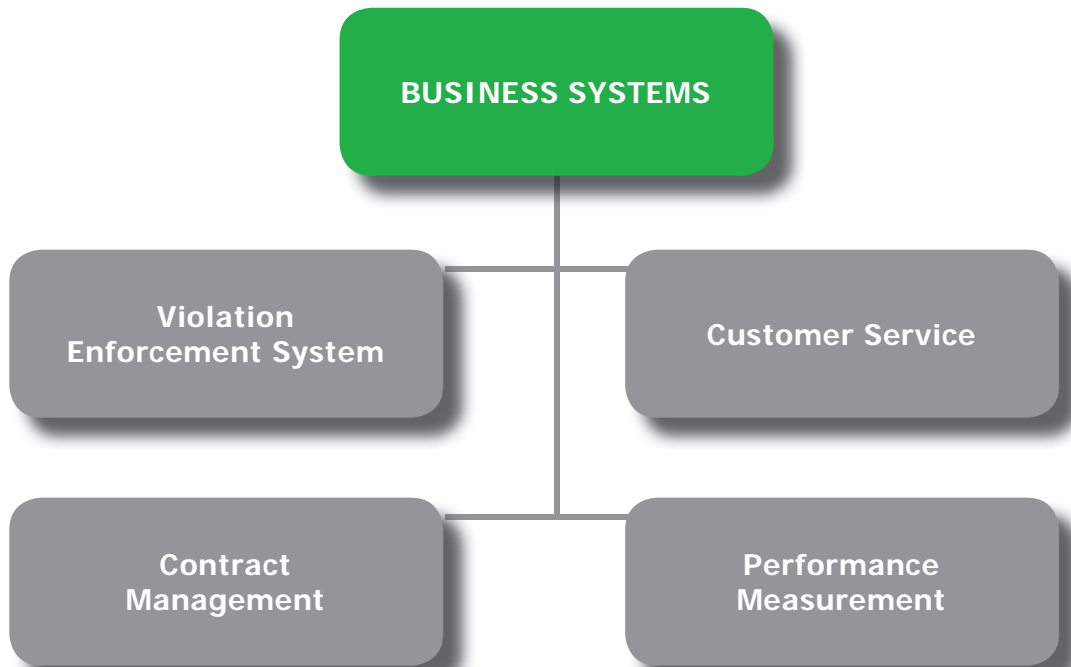


EXHIBIT 25



DEPARTMENT BUDGET

Major Account Description	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$3,147,034	\$3,175,252	\$3,380,196	\$204,944	
FICA and Retirement	1,785,914	1,957,956	2,041,638	83,683	
Payroll Sub-Total	\$4,932,948	\$5,133,208	\$5,421,834	\$288,627	5.6%
Outside Services	31,805,304	32,385,249	38,056,243	5,670,994	
Bank Charges	25,912,282	27,000,000	30,200,000	3,200,000	
Office Equipment - Maintenance	16,667,722	19,499,278	17,787,739	(1,711,539)	
Telephone	2,080,945	1,748,480	2,300,904	552,424	
Office Equipment Rentals	363,395	374,280	385,164	10,884	
Dues, Books and Subscriptions	77,650	125,000	125,000	-	
Contracted Maintenance Services	137,700	110,000	115,500	5,500	
Office Supplies	80,030	102,000	102,000	-	
Printing and Publications	12,000	24,000	24,000	-	
Postage and Express	25,625	20,200	20,200	-	
Travel	40,169	8,000	8,000	-	
Operational Supplies	6,720	5,100	5,100	-	
Employee Training	10,728	4,000	4,000	-	
Other Capital Equipment	-	2,000	2,000	-	
Operational Materials	-	1,500	1,500	-	
Other Expenses	1,092	1,000	1,000	-	
Office Equipment	628	1,000	1,000	-	
Advertising and Promotion	-	500	500	-	
Replacement Parts	4,527	9,600	-	(9,600)	
Other Operating Sub-Total	\$77,226,517	\$81,421,187	\$89,139,850	\$7,718,663	9.5%
Recovery of Expenses	(621,678)	(700,000)	(700,000)	-	
DEPARTMENT TOTAL	\$81,537,787	\$85,854,395	\$93,861,684	\$8,007,290	9.3%

EXHIBIT 26

The 2019 Budget request is \$93.9 million, an increase of \$8 million, or 9.3 percent, above the 2018 Budget amount. Total payroll is \$5.4 million and includes 61 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$205 thousand compared to the 2018 Budget. This increase reflects the 2019 salary and wage adjustments.
- FICA and Retirement increased by \$84 thousand compared to the 2018 Budget due to 2019 salary and wage adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.
- Outside Services increased by \$5.7 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 Fees and Bank Charges increased by \$3.2 million due to higher toll transactions.
- Telephone and Telegraph increased by \$552 thousand to cover call minute increases anticipated in the Customer Service Call Center.
- Office Equipment – Maintenance costs decreased by \$1.7 million for toll collection maintenance service lower than anticipated.

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

2018 ACCOMPLISHMENTS

Outcomes	Business Systems - 2018 Accomplishments
2,3	Continued to enhance revenues and customer service by introducing new functionality to the cutting-edge electronic tolling system. Key milestones in 2018 included the introduction of transponder incentive program, the introduction of new cameras, a new credit card processor integration, new text messaging functionality, new interoperable partners and new credit card processing functionality.
2,3	Delivered automatic toll payment machines (ATPMs) in all eligible ramp lanes (replacing coin baskets) and in some test manual toll payment lanes (replacing toll booths). This has led to a new payment option for cash payers, a higher collection rate for tolls in the ramp lanes, and the opportunity to improve staffing protocol in the manual lanes. This effort has enhanced revenues.
2,3	Rolled out new violations enforcement system (VES) cameras throughout roadway system. The new cameras have improved image capture and thus have significantly improved revenues.
1,2	Introduced seven new toll collection lanes.
2,3	Procured a new contract for lane-based technology maintenance, inventory management and hardware replacements and repairs.

EXHIBIT 27-1

2019 GOALS AND OUTCOMES

Outcomes	Business Systems - 2019 Goals/Objectives
2,3	Establish a new asset management system for electronic tolling assets in the lanes. Use new asset management system to reduce reactive maintenance and to improve predictive maintenance, thus reducing the need for costly emergency maintenance needs off-hours.
2,3	Continued to enhance revenues and customer service by expanding interoperability to new tolling partners, as well as by commencing work with other tolling entities that seek to use us as their third-party toll operator.
2,3	Continue introducing automatic toll payment machines (ATPMs) at manual toll payment lanes (replacing toll booths).
1,2	Introduce new toll collection points (14 anticipated).
2,3	Pilot invoicing model for new cashless lanes to help slow growth of costs as new major cashless plazas are introduced.

EXHIBIT 27-2

BUSINESS SYSTEMS DEPARTMENT HEADCOUNT

Position Title	FY2017	FY2018	FY2019
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 - Operations	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	2	2	2
Project Administrator	2	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	1	1	1
TOTAL	61	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, message and outreach, internal communications, media relations and marketing.

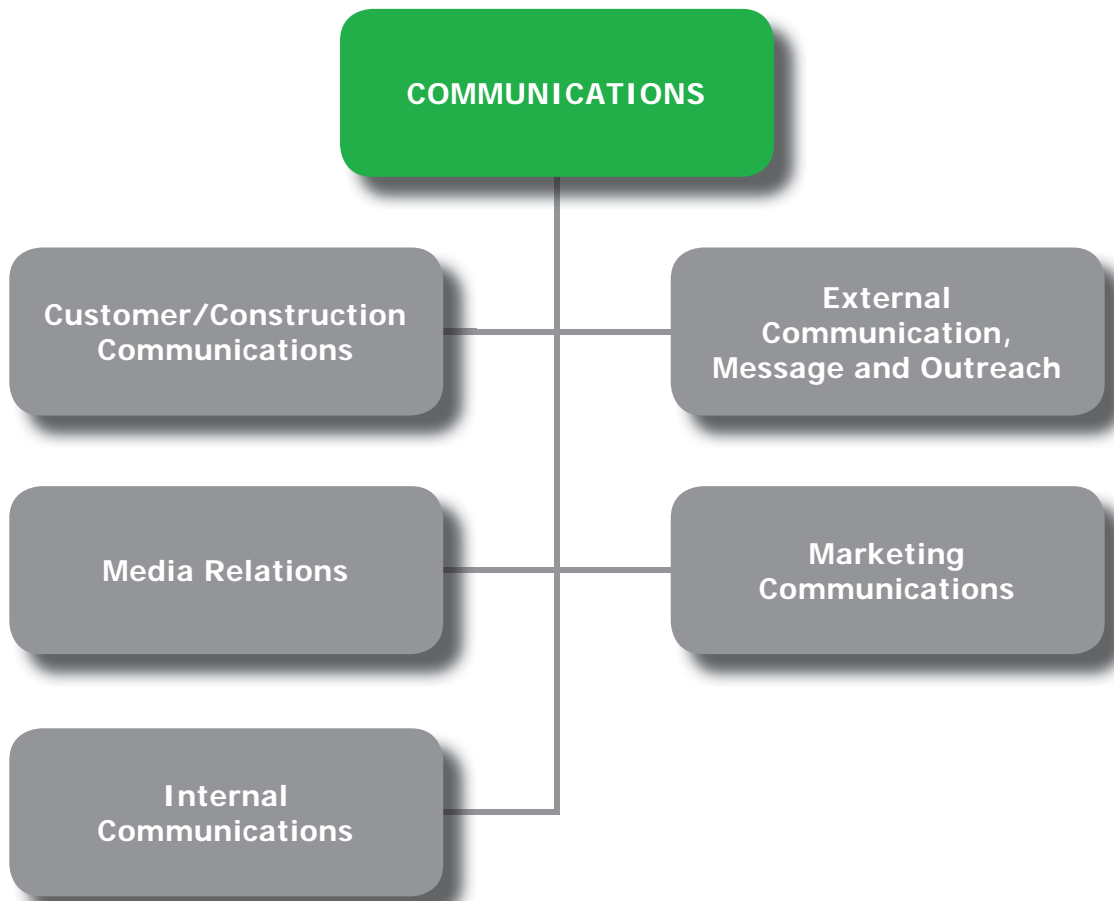


EXHIBIT 29



DEPARTMENT BUDGET

Major Account Description	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$934,700	\$958,280	\$898,631	(\$59,649)	
FICA and Retirement	534,419	590,904	542,773	(48,131)	
Payroll Sub-Total	\$1,469,119	\$1,549,184	\$1,441,404	(\$107,780)	(7.0%)
Outside Services	900	1,500	44,500	43,000	
Printing and Publications	13,510	34,000	35,000	1,000	
Advertising and Promotion	37,753	25,000	25,000	-	
Office Supplies	2,892	5,000	10,000	5,000	
Other Capital Equipment	-	-	6,000	6,000	
Postage and Express	3,589	2,500	5,000	2,500	
Office Equipment	-	4,000	5,000	1,000	
Employee Training	488	500	3,000	2,500	
Dues, Books and Subscriptions	312	2,500	2,300	(200)	
Operational Supplies	476	2,000	2,000	-	
Telephone	1,319	1,200	1,200	-	
Travel	124	300	1,000	700	
Office Equipment-Maintenance	1,175	1,000	1,000	-	
Office/Equipment Rentals	-	500	500	-	
Other Expenses	20	500	500	-	
Consulting Services	42,688	40,000	-	(40,000)	
Other Operating Sub-Total	\$105,246	\$120,500	\$142,000	\$21,500	17.8%
Recovery of Expenses	-	-	-	-	
DEPARTMENT TOTAL	\$1,574,365	\$1,669,684	\$1,583,404	(\$86,280)	(5.2%)

EXHIBIT 30

The 2019 Budget Request is \$1.6 million, a decrease of \$86 thousand or 5.2 percent below the 2018 Budget amount. Total payroll is \$1.4 million and includes 11 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$60 thousand compared to the 2018 Budget. This decrease reflects the phasing of vacant positions.
- FICA and Retirement decreased by \$48 thousand compared to the 2018 Budget due to 2019 salary and wage adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.
- Outside Services increased \$43 thousand for email distribution and media monitoring service.

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

2018 ACCOMPLISHMENTS

Outcomes	2018 Accomplishments - Communications
1,2,3	Partnered with the Department of Diversity and Strategic Development to develop cohesive messaging and refine programmatic goals providing enhanced opportunities for future public engagement and increased stakeholder participation.
1,2,3,4	Developed and coordinated community outreach materials supporting public open house meetings for the \$4 billion Central Tri-State Tollway (I-294) Project.
1,2,3,4	Expanded proactive stakeholder engagement opportunities leveraging existing and new communication channels to highlight the Tollway’s accomplishments, environmental commitments, diversity opportunities and overall agency successes.
2	Received 2018 Golden Trumpet Awards from the Publicity Club of Chicago I-PASS In Every Car campaign and Illinois Route 390 Tollway Celebration.
1,3,4	Developed the branding and outreach plan for the launch of the Tollway’s construction workforce development initiative.
2	Worked with Illinois State Police to design, and produce the Traffic Safety Challenge submission. The agency took first place.
1,2,3,4	Issued news releases announcing Engineering Department contract awards, professional services bulletins and <i>Move Illinois</i> projects, as well as daily construction alerts to highlight the Tollway’s commitment to promoting economic development.
1,2,3	Updated materials and messaging to support the Tollway’s Technical Assistance Program. Provided website content updates and assistance for each of the program providers.
2	Launched the new partnership with Illinois High School & College Driver Education Association aimed at opening new communication channels for public safety campaigns such as the Give Them Distance campaign.
1,2,3,4	Supported Planning and Engineering with communication and outreach materials for the Central Tri-State (I-294) Plan property owner and municipal outreach meetings.
2,3	Developed communication and community outreach information and signage to assist with the closing of the O’Hare Oasis pavilion building on the Tri-State Tollway (I-294).
1,2,3,4	Executed a variety of press events with Tollway partners, state legislators and other state agencies including Pace, IDOT and ISP.

Outcomes	2018 Accomplishments - Communications
1,2,3,4	Expanded social media initiatives on Facebook and Twitter to provide customers with agency information and customer information.
3	Coordinated outreach initiatives and supported agency presentations and public events.
4	Supported Operation Kid with Illinois State Police providing seat checks and kid’s identification cards.
4	Relaunched the Move It Program and continued the Wellness Council with approximately 100 participants.
4	Expanded customer appreciation efforts with free Electronics Recycling Collection at six Tollway oases pavilions and at the Tollway’s Downers Grove headquarters.
2,3	Assisted Business Systems to educate customers about the change in business rules related to video tolling.
1	Developed internal employee communication survey aimed at refining employee communication channels and enhancing internal communication efforts.

EXHIBIT 31-1

2019 GOALS AND OUTCOMES

Outcomes	2019 Goals/Objectives - Communications
1,2,3	Increase the Tollway’s visibility and continue to improve Tollway brand to primary stakeholder groups.
1,2,3,4	Develop enhanced project tracking systems for communications to assist in the implementation of communications and marketing with the goal of advancing the vision of Tollway leadership and support agency operations with clear messaging and high quality support materials.
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 enhance promotional and brand materials for the Tollway with applications for programs and services, presentations, signage, website, internal and external communications.
1,2,3	Expand communication and marketing opportunities and partnerships to educate and inform customers and stakeholders on the value and benefits of technologies, economic development and infrastructure including the Central Tri-State Tollway (I-294) Project , the I-490 Tollway Project and other system wide improvements.

Outcomes	2019 Goals/Objectives - Communications
1,2,3	Enhanced communication between other transportation agencies, Governor’s office, legislators, communities and the Tollway Board of Directors.
3	Identify opportunities to enhance internal communications throughout the agency.

EXHIBIT 31-2

DEPARTMENT HEADCOUNT

Position Title	FY2017	FY2018	FY2019
Assistant Multimedia Project Specialist	1	1	0
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
Multimedia Projects Specialist	0	0	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	1	1	1
Writing Specialist	1	0	0
TOTAL	12	11	11

EXHIBIT 32

DIVERSITY AND STRATEGIC DEVELOPMENT

SUMMARY

The Diversity and Strategic Development Department is responsible for 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) firms, veteran-owned businesses, 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	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$553,503	\$731,463	\$771,710	\$40,247	
FICA and Retirement	314,461	451,042	466,113	15,071	
Payroll Sub-Total	\$867,964	\$1,182,505	\$1,237,823	\$55,318	4.7%
Outside Services	1,622,148	4,424,164	4,277,683	(146,481)	
Consulting Services	32,352	176,140	176,140	-	
Advertising and Promotion	57,099	40,200	50,000	9,800	
Travel	4,778	6,500	6,500	-	
Advisory Committee Expense	2,952	5,000	5,000	-	
Employee Training	400	5,000	5,000	-	
Office Supplies	3,648	4,000	4,000	-	
Dues, Books and Subscriptions	125	600	2,929	2,329	
Telephone	800	800	800	-	
Operational Supplies	2	300	300	-	
Postage and Express	183	500	300	(200)	
Other Operating Sub-Total	\$1,724,487	\$4,663,204	\$4,528,652	(\$134,552)	(2.9%)
Recovery of Expenses	-	-	-	-	
DEPARTMENT TOTAL	\$2,592,451	\$5,845,709	\$5,766,475	(\$79,234)	(1.4%)

EXHIBIT 34

The 2019 Budget Request is \$5.8 million, a decrease of \$79 thousand, or 1.4 percent, below the 2018 Budget amount. The payroll is \$1.2 million and includes 8 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries increased by \$40 thousand compared to the 2018 Budget. This increase reflects 2019 salary adjustments.
- FICA and Retirement increased by \$15 thousand compared to the 2018 Budget due to 2019 salary adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.
- Outside Services decreased \$146 thousand due to a decrease in the timing of contract renewals for 2019.

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

2018 ACCOMPLISHMENTS

Outcomes	Diversity - 2018 Accomplishments
1,3	Completed implementation of comprehensive BEP/veteran payment tracking and compliance system utilizing new cloud-based solution procured in mid-2017.
1,3	Completed the Workforce Development Initiative contract award across the Tollway’s service area.
1,3	Solicited and recommended contract award for diversity compliance consultant services to ensure contractor compliance with DBE provisions in Tollway construction and professional services contracts.
1,3	Developing Diversity Department-related policies and procedures, contract document forms and other reference materials for programmatic updating and use.
1,3	Completed review of historical information on participation by veteran-owned companies on construction and professional services contracts to determine whether goals should be increased. Report presented to Illinois Road and Transportation Builders Association’s Policy committee.
1,3	Completed expansion of virtual bid credit incentives for contractors through new and existing Diversity programs.
1,3	Completed posting of Technical Assistance Program progress statistics publicly on the Tollway’s website utilizing Diversity quarterly reports.
1,3	Completed consistent Tollway branding of the Technical Assistance Program with strategic input and assistance from the Communications Department.
1,3	Completed Diversity Department video highlighting Technical Assistance Program success stories.

EXHIBIT 35-1

2019 GOALS AND OUTCOMES

Outcomes	Diversity - 2019 Goals/Objectives
1,3	Implement Internal Audit Technical Assistance Program recommended improvements.
1,3	Develop updated branding for Diversity department programs with input and guidance from Communications Department.
1,3	Implement Workforce Development Initiative bid credit incentive program. Incentives will be designed to offer contractors both virtual bid credits for hiring Workforce Development Initiative participants and provide added cash incentives to contractors for hiring skill trade apprentices. Additionally, pending Executive approval is a proposed universal apprentice utilization bid credit for primes.
1,3	Expand Tollway’s leadership role in established Chicago Construction Opportunities Group to strengthen economic, career development employment in construction trade for diverse individuals and support 10 year strategic plan.
1,3	Establish Workforce Development Technical Assistance Program oversight committee.
1,3	Streamline Equal Employment Opportunity (EEO) reporting requirements via incorporation into Diversity management software system module in lieu of Capture application.
1,3	Implement Fair Practices in Contracting Task Force plan recommendations pursuant to Executive order 18-07 addressing disparate participation.
1,3	Develop Workforce Initiatives video highlighting success stories of Diversity program activities.
1,3	Develop Access to Capital Initiative for Tollway small contractor participants.

EXHIBIT 35-2

DIVERSITY AND STRATEGIC DEVELOPMENT DEPARTMENT HEADCOUNT

Position Title	FY2017	FY2018	FY2019
Business Enterprise Program Manager	0	0	1
Chief of Diversity and Strategic Development	1	1	1
DBE Program Manager	1	2	1
Diversity Compliance Coordinator	1	1	1
Executive Manager of Diversity Program Development	1	1	1
Executive Secretary	1	1	1
General Manager of Diversity	1	1	1
Senior DBE Program Manager	0	0	1
Senior Manager of Program Development	1	0	0
Workforce Program Manager	1	1	0
TOTAL	6	8	8

EXHIBIT 36

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ENGINEERING

The Engineering Department is responsible for the program management, construction 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.

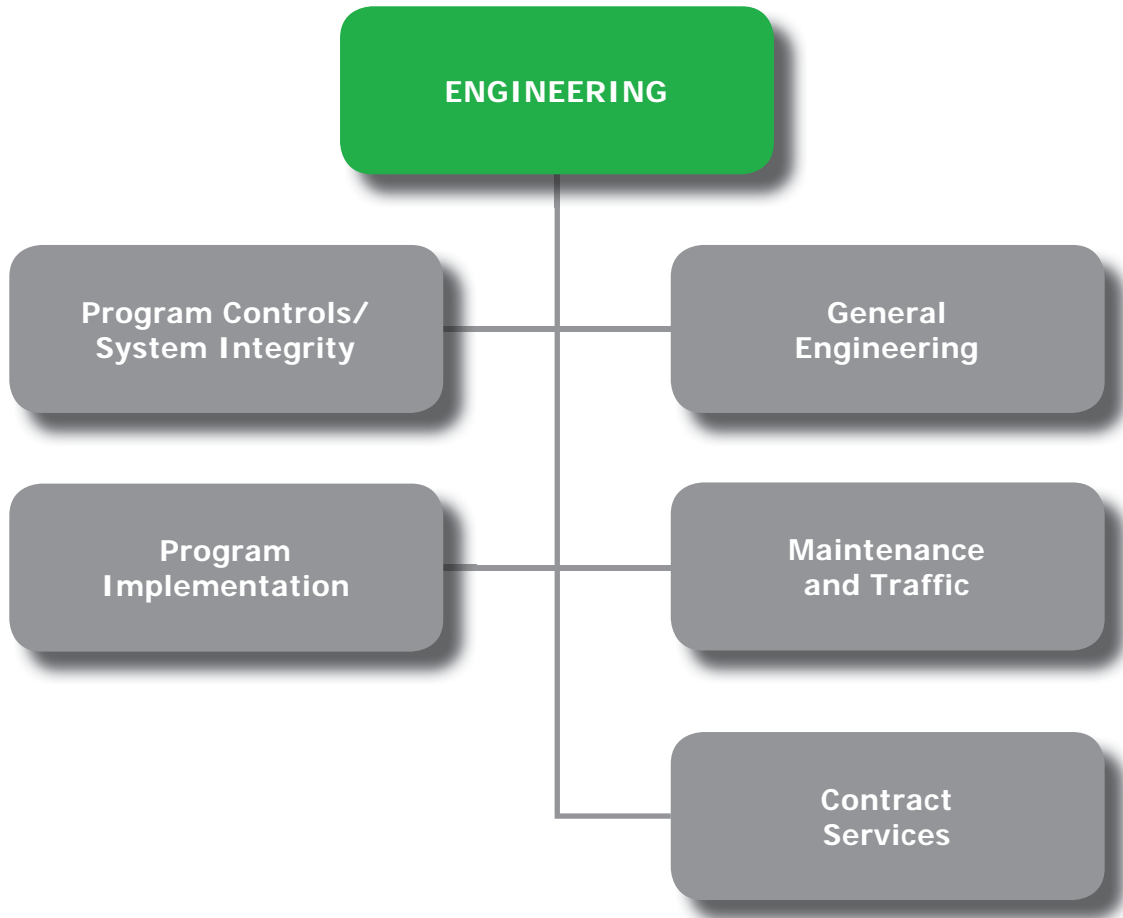


EXHIBIT 37



DEPARTMENT BUDGET

Major Account Description	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$34,421,326	\$34,559,608	\$35,433,944	\$874,336	
FICA and Retirement	19,876,645	21,310,491	21,402,102	91,611	
Payroll Sub-Total	\$54,297,971	\$55,870,099	\$56,836,046	\$965,947	1.7%
Operational Materials	2,409,404	4,137,904	4,789,454	651,549	
Contracted Maintenance Service	4,163,690	4,624,000	4,641,500	17,500	
Consulting Services	6,256,144	5,098,550	4,304,550	(794,000)	
Fuels and Oils	2,722,370	2,849,772	3,500,100	650,328	
Replacement Parts	2,515,406	2,588,600	2,827,369	238,770	
Outside Services	666,773	1,068,196	1,068,196	-	
Office Equipment-Maintenance	304,146	314,494	363,150	48,656	
Operational Supplies	331,483	283,850	324,600	40,750	
Uniforms and Accessories	180,437	123,660	173,660	50,000	
Tools and Equipment	126,399	123,800	123,392	(408)	
Office Equipment	1,700	2,915	86,700	83,785	
Building Equipment	90,049	78,282	78,282	-	
Supplies - Office	64,085	71,250	73,250	2,000	
Employee Training	32,517	49,326	58,866	9,540	
Roadway Equipment	30,588	54,269	54,269	-	
Travel	26,746	30,025	33,030	3,005	
Office/Equipment Rentals	20,536	28,200	28,200	-	
Dues, Books and Subscriptions	18,420	19,940	19,990	50	
Telephone	8,167	12,000	16,000	4,000	
Postage and Express	3,852	7,500	7,500	-	
Printing and Publications	-	3,175	3,175	-	
Other Expenses	4,207	2,000	2,000	-	
Other Operating Sub-Total	\$19,977,119	\$21,571,708	\$22,577,233	\$1,005,525	4.7%
Recovery of Expenses	(1,596,588)	(1,423,500)	(1,423,500)	-	
DEPARTMENT TOTAL	\$72,678,502	\$76,018,307	\$77,989,779	\$1,971,472	2.6%

EXHIBIT 38

The 2019 Budget Request is \$78 million, an increase of \$2.0 million, or 2.6 percent, above the 2018 Budget amount. Total payroll is \$56.8 million and includes 604 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$874 thousand compared to the 2018 Budget. This increase reflects new positions including additional HELP truck drivers needed to run additional shift during the winter.
- FICA and Retirement increased by \$92 thousand compared to the 2018 Budget due to additional

positions and 2019 salary and wage adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.

- Operational Materials increased by \$652 thousand mainly due to a new CMS salt contract and additional supply needed. This also includes other winter roadway materials, attenuator parts, cable median barrier parts, delineators, light poles, electrical parts and painting materials needed in 2019.
- Fuels and Oils increased by \$650 thousand based on historic fuel price trends and usage.
- Replacement Parts increased by \$239 thousand due to need for additional parts and tools for fleet and ITS equipment.
- Consulting Services decreased by \$794 thousand due to more systemwide pavement and design, inspection work, research and testing all to be capitalized in 2019.

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

2018 ACCOMPLISHMENTS – PROGRAM IMPLEMENTATION

Outcomes	2018 Accomplishments - Program Implementation
1,2,3,4	Continued to successfully deliver construction projects on time and within budget, including: advance work for the I-294/I-490 interchange, the I-490/I-90 interchange and for the new I-490 Tollway; rehabilitation and widening work on the Central Tri-State Tollway (I-294) between the O’Hare Oasis and Balmoral Avenue and at mainline toll plazas as part of the Central Tri-State Tollway Project between Balmoral and 95th Street; reconstruction of the Edens Spur (I-94); reconstruction and widening on the Reagan Memorial Tollway (I-88) between York Road and I-290; roadway, bridge and ramp rehabilitation on I-88 between Illinois Route 251 and Illinois Route 56; roadway resurfacing and bridge rehabilitation on the Veterans Memorial Tollway (I-355) between I-55 and Army Trail Road, including widening of I-355 between Roosevelt Road and Butterfield Road; reconstruction of the Rockford (M-7) maintenance site and Marengo (M-6) maintenance site; completed roadway, bridge and ramp rehabilitation throughout I-94 and I-294; completed fencing, fiber optic and lighting improvements systemwide.
1,2,3,4	Completed transit integration on the Jane Addams Memorial Tollway (I-90) in partnership with Pace with completion and operation of the region’s first in-line transit station at the Barrington Road Park-n-Ride Station.
1,2,3	Completed improvements to the Roselle Road Interchange on the Jane Addams Memorial Tollway (I-90) with construction of a new access entrance ramp to westbound I-90 from Central Road by the Cook County Highway Department as the lead agency.
4	Continued tree planting on the Veterans Memorial Tollway (I-355) and Jane Addams Memorial Tollway (I-90) as part of the Tollway’s Landscape Master Plan. Completed design for tree planting on the Illinois Route 390 Tollway and the Reagan Memorial Tollway (I-88) as part of the Tollway’s Landscape Master Plan.

Outcomes	2018 Accomplishments - Program Implementation
1,2,3	Continued design to expand and improve access at the Illinois Route 47 Interchange on the Reagan Memorial Tollway (I-88) in partnership with IDOT, Kane County and the Village of Sugar Grove.
1,2,3,4	Continued to successfully advance planning and design work for a variety of capital program projects, including: design of the new I-490 Interchange to connect to the Illinois Route 390 Tollway and provide access in and out of O’Hare International Airport; design of the I-490 /I-90 Interchange and I-490/I-294 Interchange for the new I-490 Tollway; design of the new I-490 Tollway south segment of from I-294 to Franklin Avenue/Green Street and north segment between Devon Avenue and I-90; Phase II design of the Central Tri-State Tollway (I-294) roadway reconstruction and improvements from 95th Street to Balmoral Avenue, including design of the Mile Long Bridge and BNSF Railroad Bridge; design for the reconstruction of the Edens Spur (I-94); design of roadway, bridge and ramp rehabilitation projects on the Veterans Memorial Tollway (I-355), the Reagan Memorial Tollway (I-88) and Tri-State Tollway (I-94/I-294) to extend the life of the existing assets; design for maintenance facilities improvements including Naperville (M-8) maintenance site construction, Downers Grove (M-14) maintenance site annex and Hillside (M-2) maintenance site renovations; design for a new Customer Service Center in Downers Grove; design for other 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 (SBSA) contracts, providing additional prime- and subcontracting opportunities for small, diverse and veteran-owned businesses. Engineering has on track to award a total of 32 SBSA contracts in 2018, far exceeding the goal of 19.
1,2,3,4	Created or sustained an estimated 64,910 jobs from January 2012 through October 2018 through capital program investments of more than \$6.7 billion.
1,2,3,4	Continued successful implementation of the <i>Move Illinois</i> Program. From inception through the end of October 2018, 506 contracts were awarded, \$6.7 billion (47.0 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 3.05 percent above contract award amounts.
1,2,3,4	Awarded more than \$555 million in construction contracts in 2018, including: Improvements associated with the rehabilitation of Veterans Memorial Tollway (I-355); reconstruction of Reagan Memorial Tollway (I-88); construction of the I-490 Interchange Project that will connect the Illinois Route 390 Tollway to the new I-490 Tollway and create direct access to and from Chicago O’Hare International Airport; initial contracts for the Central Tri-State (I-294) in addition to improvements on I-294 for pavement and bridge repair and preservation, bridge and retaining wall repairs, intermittent pavement repairs and drainage improvements.

Outcomes	2018 Accomplishments - Program Implementation
1,2,3,4	Awarded more than \$135 million in professional engineering contracts in 2018, including: design corridor management, construction corridor management, design services and construction management services for the reconstruction and widening of the Central Tri-State Tollway (I-294) between 95th Street and Balmoral Avenue; design services for the new I-490 Tollway between I-90 and Devon Avenue; consulting services for environmental impact studies for the Tri-County Access Project; design services for reconstruction of the Edens Spur (I-94); design services for pavement and structural preservation and rehabilitation on the Tri-State Tollway (I-94/I-294); 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 the Jane Addams Memorial Tollway (I-90), systemwide and systemwide facilities.
1,3	Continued to process construction pay estimates quickly (average of 11.2 days for pay estimates processed in 2018) on 144 active contracts; consultant invoices (average of 47.9 days for invoices processed in 2018); and notices to proceed (average of 34.7 days for most of 2018).
3	Continued to provide support and training for more than 1,600 staff, consultants and contractors on the 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

2019 GOALS AND OUTCOMES – PROGRAM IMPLEMENTATION

Outcomes	2019 Goals/Objectives - Program Implementation
1,2,3,4	Continue to successfully deliver construction projects on time and within budget, including: construction of the new I-490 Interchange, the I-490/I-294 Interchange, I-490/I-90 Interchange and the Illinois Route 19 Interchange; begin construction of several Central Tri-State Tollway (I-294) Project components including the Mile Long Bridge, the BNSF Railroad Bridge and mainline toll plazas improvements; continue I-294 rehabilitation and widening between the O’Hare Oasis and Balmoral Avenue; complete reconstruction of the Edens Spur (I-94); complete roadway rehabilitation on the North Tri-State Tollway (I-94) from Lake Cook Road to Half Day Road; complete reconstruction and widening of the Reagan Memoria Tollway (I-88) between York Road and I-290; complete reconstruction of the connector ramp between I-294 and I-88; begin conclude acquisition of the new Naperville (M-8) maintenance facility, the Hillside (M-2) maintenance facility renovations and Downers Grove (M-14) maintenance site annex; complete bridge and roadway preservation on the Jane Addams Memorial Tollway (I-90) and I-88 to extend the life of the assets; and complete various systemwide improvements.
1,2,3,4	Begin construction on access improvements including a new interchange on the Jane Addams Memorial Tollway (I-90) at Illinois Route 23 and expansion of the Illinois Route 47 Interchange on the Reagan Memorial Tollway (I-88).

Outcomes	2019 Goals/Objectives - Program Implementation
4	Continue tree planting on the Veterans Memorial Tollway (I-355), Illinois Route 390 Tollway and Reagan Memorial Tollway (I-88) as part of the Tollway’s Landscape Master Plan. Continue design of tree planting systemwide as part of the Tollway’s Landscape Master Plan.
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 I-490 Interchange to connect to the Illinois Route 390 Tollway and provide access in and out of O’Hare International Airport; design of the I-490 /I-90 Interchange and I-490/I-294 Interchange for the new I-490 Tollway; design of the new I-490 Tollway south segment of from I-294 to Franklin Avenue/Green Street and north segment between Devon Avenue and I-90; continue Phase II design of the Central Tri-State Tollway (I-294) roadway reconstruction and improvements from 95th Street to Balmoral Avenue; continue design of Phase Two of the I-294/I-57 Interchange; complete design of the rehabilitation of the Reagan Memorial Tollway (I-88) between Illinois Route 56 and Illinois Route 59; complete design of the Stearns School Road Bridge over the Tri-State Tollway (I-94); complete design of the Windsor Road Bridge over the I-88/I-294 connector ramps; continue design of maintenance facilities; design of bridge and roadway preservation on I-88 to extend the life of the assets; 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 (SBSA) contracts, providing additional prime- and subcontracting opportunities for small, diverse and veteran-owned businesses. Engineering has committed to advertising a total of 20 SBSA contracts in 2019.
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 with 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

2018 ACCOMPLISHMENTS – MAINTENANCE AND TRAFFIC OPERATIONS

Outcomes	2018 Accomplishments – Maintenance and Traffic Operations
1,2,4	The Traffic Operations group has improved maintenance and management systems with the goals of reducing system downtime, including a pilot preventative maintenance contract for 200 Intelligent Transportation Systems (ITS) devices; and commenced design activities for CCTV gap analysis, vehicle queue detection, communications upgrade and continued DMS upgrades within the system. Additionally, two ITS standalone contracts were designed and bid for construction using “typical” site design plans to reduce the cost of design and construction. More than 300 ITS devices were included in these contracts.
2,3,4	Implemented a pilot program for connected vehicles in the Jane Addams Memorial Tollway (I-90) corridor, involving 10 Remote System Upgrade (RSU) devices. The six-month pilot program started in August in order to capture and evaluate information received from Tollway test vehicles and the general public as they drive the corridor.
1,2,3,4	Modernized and enhanced public safety technologies including the purchase of a state-of-the-art public safety phone system. The Tollway’s dispatch center has established a working group from other state resources and local agencies in order to aid in project development. This program will continue for the 2018-2019 winter season.
2	Successfully advertised the fiber maintenance and management Request for Proposals and hired a fiber optics manager.
2	Introduced management training to the field staff in areas relating to leadership skills, via online training and classroom training from Caterpillar with a focus on safety.
1,2,3	Developed plans for the addition of the mechanics bays outside of the vehicle parking structure for the Hillside (M-2) and Downers Grove (M-14) maintenance sites. Completed and bid plans for a 10-bay vehicle parking building at the M-14 annex. Completed an addition to the Dixon (M-12) storage building and offices and enclosure for equipment storage at the DeKalb (M-11) maintenance site.
2,3,4	Completed training of first responders and towing companies on the Illinois Route 390 Tollway and continued to provide training to statewide agencies in the northeastern part of the state.
1,2,3	Acquired salt conveyors and purchased equipment for Central Shop to convert the body shop to a truck repair area.

EXHIBIT 39-3

2019 GOALS AND OUTCOMES- MAINTENANCE AND TRAFFIC OPERATIONS

Outcomes	2019 Goals/Objectives - Maintenance and Traffic Operations
2,3,4	Continue to gather information from the connected vehicle pilot program, to possibly install more devices systemwide.
1,2,3,4	Continue to successfully advance the planning and design for the Dispatch Center’s 911 system which includes design and purchase of 911 server and 911 telephone trunk lines. This project will provide roadway location information of customers calling from cellular telephones. Upgrade the computer-aided dispatch (CAD) system to a newer structured query language (SQL). These CAD enhancements will increase system’s capabilities of the system, prolong, end of life cycle and enhance deployable modern technologies. Continue to successfully advance planning and design work for a variety of public safety radio improvement projects including the installation of modernized public safety transmitters and which include mutual aid repeaters at the Lisle Tower, Dixon (M-12) and DeKalb (M-11) maintenance site locations.
2	Implement a pilot program for a Wrong Way Drivers System to prevent wrong-way drivers from entering the highway from exit ramps with the goal of saving lives, reducing traffic crashes and reducing the time and expenses associated with these crashes.
2	Explore the ability of sharing information with Waze, the world’s largest community-based traffic and navigation app, to receive alerts from them on roadway incidents and transmitting the information to the Traffic Center.
2,3	Continue the first phase of developing Job Safety Analysis (JSA) for each relevant job function. The document will have the information needed to guild each employee on ways to be productive while observing all safety practices related to each job/ assignment. Examine ways of onboarding new hires, in which probationary employees would go through a customized training period. This will better introduce the goals, operation and expectations before they are filtered into their maintenance locations.
2,3	Continue to explore other de-icing materials that will reduce the overall usage of salt and reduce the environmental impact.
2,3	Explore expanding the Tollway’s Highway Emergency Lane Patrol (H.E.L.P.) program with having patrols out during snow events. This will allow the Tollway to provide faster service of disable vehicles, which enhances the safety of all Tollway patrons.
2	Improve the underground locating website to better accommodate construction projects. Implement Phase 2 of the truck permit website to allow trucking companies with very heavy loads (superloads) to enter information online. Process utility work orders electronically on eBuilder.
2,4	Continue tracking of salt reduction with the production and use of salt brine and the addition of Beet Heet, to reduce the chlorides and impacts on the environment.

Outcomes	2019 Goals/Objectives - Maintenance and Traffic Operations
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2,3,4	Explore procuring and testing private sector crowdsourced data to test the accuracy of third-party data. An analysis of the cost effectiveness, accuracy, and level of granularity will help determine if the approach should be used systemwide.
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EXHIBIT 39-4

DEPARTMENT HEADCOUNT

Position Title	FY2017	FY2018	FY2019
Assistant Project Manager	1	1	1
Auto Mechanic	54	56	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	1	1	1
Chief Engineer	1	0	0
Chief Engineer Officer	0	1	1
Civilian Call Taker	6	7	7
Communications Supervisor	4	4	4
Construction Contract Supervisor	1	1	1
Contract Administrator	2	1	1
Contract Analyst	2	2	2
Contract Payment Expeditor	3	3	3
Contract Payment Expeditor Supervisor	1	1	1
Contract Specialist	1	0	0
Deputy Chief of Program Controls	1	1	1
Deputy Chief of Program Implementation	2	2	2
Deputy Dispatch Manager	0	0	1
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	313	325
Executive Project Engineer	3	2	2
Executive Project Manager	5	4	4
Executive Secretary	3	3	3
Fiber Optic Utilities Relocation Manager	1	1	1
Fleet District Manager	2	2	2
Fleet District Supervisor	0	0	1
Fleet Manager	1	1	1
Fleet Supervisor	0	0	1
Fleet Systems Administrator	1	1	1
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	FY2017	FY2018	FY2019
ITS Document & Inventory Technician	1	1	1
ITS Field Technician	2	2	2
ITS Trans System Specialist	1	0	0
Lead Traffic Operations Technician	1	1	1
Maintenance Section Manager	11	12	12
Maintenance Section Supervisor	12	13	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
Night Supervisor	0	0	1
Overweight/Over Dimension Permit Technician	1	1	1
Part Time Data Technician	1	1	1
Parts Clerk	12	12	12
Permit and Utilities Manager	1	1	1
Policy Analyst	1	1	1
Project Manager	4	3	3
Project Manager/Engineer	1	1	1
Quality Auditor	1	1	1
Quality Manager	1	1	1
Roadway Electrical Manager	1	1	1
Roadway Lighting Laborer	12	10	10
Roadway Maintenance Administrator	1	1	1
Roadway Maintenance District Manager	2	2	2
Roadway Maintenance Manager	1	1	1
Secretary III	5	2	2
Section Clerk	15	16	16
Senior Project Engineer	6	4	4
Senior Project Manager	2	4	4
Sign Maker Hanger	14	15	15
Sign Shop Manager	1	1	1
Sign Shop Supervisor	1	1	1
Telecommunicator	20	21	23
Traffic Operations Center Manager	1	1	1
Traffic Operations Center Supervisor	0	1	1
Traffic Operations Manager	1	1	1
Traffic Operations Technician	7	12	12
Traffic Permit Technician	2	2	2
Utilities/IGA Coordinator	1	1	1
Utility & Permit Administrator	0	1	1

Position Title	FY2017	FY2018	FY2019
Utility and Permit Administrator	1	1	1
Utility Technician	2	1	1
Web-Based Project Management Systems Manager	1	1	1
Welder	6	6	6
TOTAL	589	586	604

EXHIBIT 40

EXECUTIVE OFFICE AND DIRECTORS

SUMMARY

The Executive Office and Directors are comprised of nine appointed directors including the Board Chairman, 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.

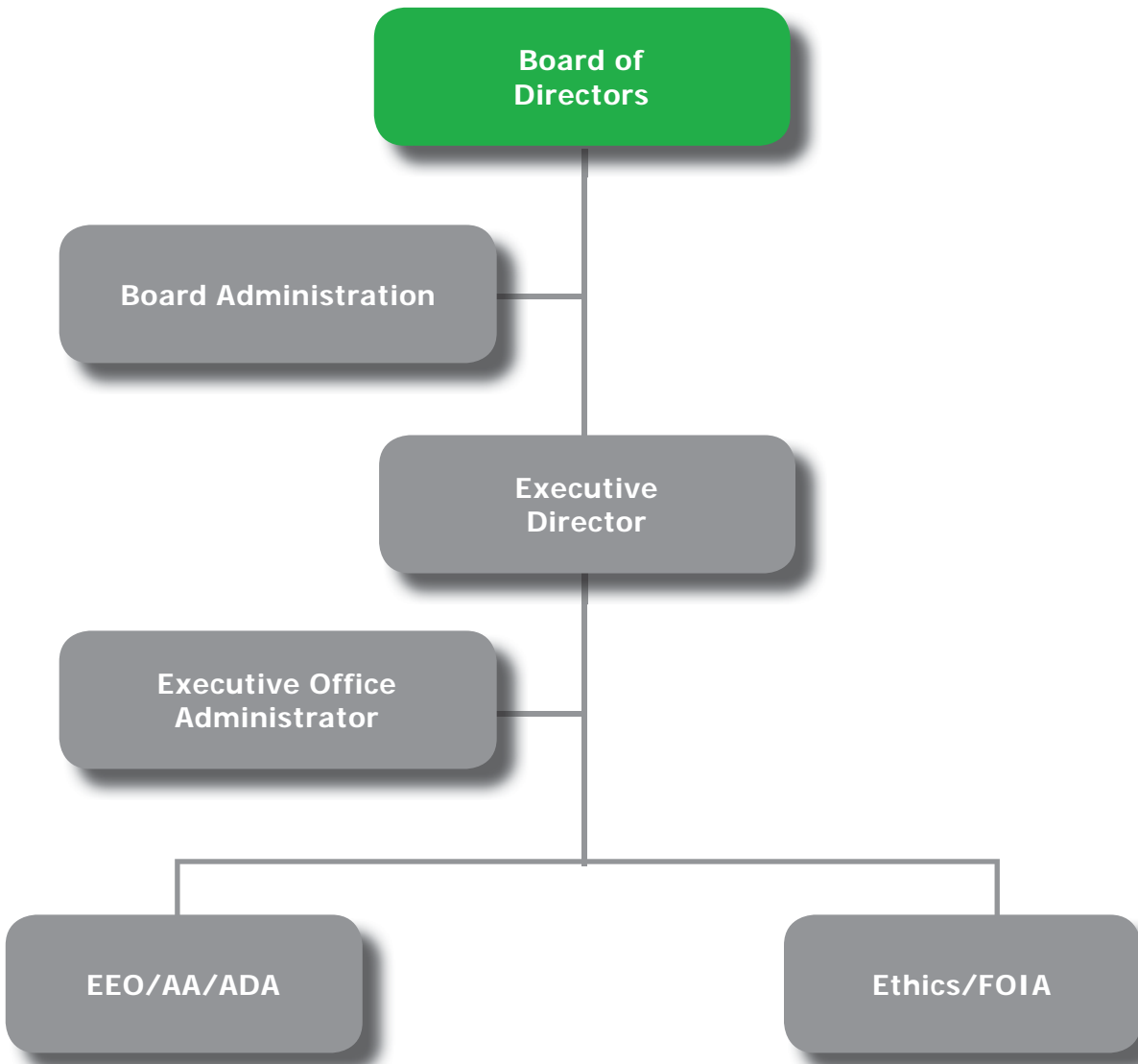


EXHIBIT 41

Executive Office and Directors



DEPARTMENT BUDGET

Major Account Description	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$1,074,438	\$1,282,239	\$1,390,457	\$108,218	
FICA and Retirement	505,794	669,335	721,183	51,848	
Payroll Sub-Total	\$1,580,232	\$1,951,574	\$2,111,640	\$160,066	8.2%
Outside Services	-	250,000	240,000	(10,000)	
Dues, Books and Subscriptions	38,015	40,000	40,000	-	
Other Expenses	23,580	5,000	26,000	21,000	
Travel	18,124	14,000	25,000	11,000	
Office Supplies	3,797	8,500	8,500	-	
Advertising and Promotion	-	4,500	5,300	800	
Operational Supplies	30	5,000	3,000	(2,000)	
Other Capital Equipment	1,530	1,000	2,000	1,000	
Postage and Express	1,264	600	1,300	700	
Employee Training	250	1,500	1,000	(500)	
Printing and Publications	195	1,000	800	(200)	
Office Equipment-Maintenance	-	600	300	(300)	
Other Operating Sub-Total	\$86,785	\$331,700	\$353,200	\$21,500	6.5%
Recovery of Expenses	-	-	-	-	
DEPARTMENT TOTAL	\$1,667,017	\$2,283,274	\$ 2,464,840	\$181,566	8.0%

EXHIBIT 42

The Fiscal Year 2018 Budget Request is \$2.5 million, an increase of \$182 thousand or 8.0 percent above the Fiscal Year 2018 Budget amount. Total payroll is \$2.1 million and includes 11 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries increased by \$108 thousand compared to the 2018 Budget. This increase includes 2019 salary adjustments.
- FICA and Retirement increased by \$52 thousand compared to the 2018 due to 2019 salary and wage adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.

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

2018 ACCOMPLISHMENTS

Outcomes	Executive Office and Directors - 2018 Accomplishments
1,2,3,4	Led completion of year seven of <i>Move Illinois: The Illinois Tollway Driving the Future</i> , a 15-year, \$14 billion capital program. 2018 represented a significant investment in infrastructure with capital spending estimated over \$1.181 billion.
1,2,3,4	Advanced the phasing necessary to support start of construction and ongoing planning necessary for the reconstruction of the Central Tri-State Tollway (I-294). Began contracting for roadway construction to ease traffic congestion, continued planning and engineering for new and reconfigured interchanges to improve accessibility, reduce noise and air pollution, as well as integrate FlexLanes for future transit and allow advanced technology to be added as it becomes available.
1,2,3,4	Began initial earthwork and continued planning and design for the I-490 Interchange and new I-490 Tollway connecting to Illinois Route 390 and providing access into and out of O’Hare International Airport, projects necessary to successfully deliver the remaining portion of the Elgin O’Hare Western Access Project.
1,2,3,4	Delivered the ConstructionWorks workforce development program aimed at driving diversity and the employment of the traditionally underrepresented in the Tollway construction trades.
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.
2,3,4	Delivered first phase of the state’s ERP implementation with the adoption of the fiscal and budgetary tracking module along with the procurement module.

Received a variety of awards including:

1,2,3,4 2018 Agency of the Year by the Interagency Committee of Employees with Disabilities. The ICED Agency of the Year Award recognizes Illinois government agencies for hiring and promoting people with disabilities, as well as developing innovative programs and providing accommodations to assist those employees. This is the fourth time since 2013 that the ICED has recognized the Illinois Tollway for its efforts to expand opportunities for people with disabilities.

2018 Edie Award (Economic Development in Illinois Award) for the Illinois Tollway’s investment in the Illinois Route 390 Tollway driving business development in job growth in the Chicagoland region. The Tollway was nominated by the Greater O’Hare Association serving over 80 communities surrounding O’Hare.

Outcomes	Executive Office and Directors - 2018 Accomplishments
	The 2018 Government Champion Award from the Women’s Business Development Center, in recognition of the Tollway’s commitment to diversity and inclusion.
	The Illinois Tollway received national recognition for its Jane Addams Memorial Tollway (I-90) Rebuilding and Widening Project from the American Council of Engineering Companies in 2018 based in its innovation, social and economic value, and uniqueness and originality.

EXHIBIT 43-1

2019 GOALS AND OUTCOMES

Outcomes	Executive Office and Directors - 2019 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 development and implementation of the agency's strategic plan by collaborating with local governments and stakeholders to deliver the greatest value to the customers and communities and to support forward thinking transportation solutions in Illinois.
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 eight of <i>Move Illinois: The Illinois Tollway Driving the Future</i> , the Tollway’s 15 year, \$14 billion capital program. Continue the issuance of bonds to finance additional portions of the <i>Move Illinois</i> Program at or below planned costs, including the issuance of approximately \$700 million in 2019.
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 construction, planning and design work for the Central Tri-State (I-294) Project.

Outcomes	Executive Office and Directors - 2019 Goals/Objectives
2,3,4	Continue to successfully deliver construction projects on time and within budget, including continued delivery of the new I-490 Tollway and the I-490 Interchange projects, bridge preservation and other systemwide improvements.

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 Administrative Specialist	0	1	1
EEO Clerk	0	1	1
EEO/AA/ADA Officer	0	1	1
Ethics Officer/FOIA Officer	1	1	1
Executive Director	1	1	1
Executive Office Administrator	1	1	1
Executive Secretary	1	1	1
FOIA Assistant	1	1	1
TOTAL	8	11	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	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$18,030,841	\$18,822,874	\$19,589,175	\$766,301	
FICA and Retirement	8,601,578	10,472,149	10,653,862	181,713	
Payroll Sub-Total	\$26,632,419	\$29,295,023	\$30,243,037	\$948,014	3.2%
Employee Group Insurance	3,329,989	3,389,786	3,400,000	10,214	
Operational Supplies	225,670	350,000	380,000	30,000	
Police Capital Equipment	19,981	74,500	175,000	100,500	
Office Equipment-Maintenance	180,632	200,000	155,000	(45,000)	
Office Supplies	55,324	65,000	150,000	85,000	
Uniforms and Accessories	67,867	104,500	100,000	(4,500)	
Outside Services	77,833	95,000	80,000	(15,000)	
Employee Training	24,663	29,000	25,000	(4,000)	
Postage and Express	19,066	23,000	22,000	(1,000)	
Replacement Parts	22,536	20,000	20,000	-	
Telephone	15,689	15,000	15,000	-	
Dues, Books and Subscriptions	8,105	9,000	9,000	-	
Tools and Equipment	4,514	6,900	6,000	(900)	
Travel	7,178	9,000	5,000	(4,000)	
Office Equipment		5,000	5,000	-	
Contracted Maintenance Service	3,596	4,000	4,000	-	
Printing and Publications	290	1,000	1,000	-	
Other Expenses	403	200	400	200	
Building Equipment	-	3,000	-	(3,000)	
Other Operating Sub-Total	\$4,063,336	\$4,403,886	\$4,552,400	\$148,514	3.4%
Recovery of Expenses	(3,709)	(5,000)	(5,000)	-	
DEPARTMENT TOTAL	\$30,692,046	\$33,693,909	\$34,790,437	\$1,096,528	3.3%

EXHIBIT 46

The 2019 Budget request is \$34.8 million, an increase of \$1.1 million, or 3.3 percent, above the 2018 Budget amount. Total payroll is \$30.2 million for 16 civilian positions and 196 State Troopers.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$766 thousand compared to the 2018 Budget. This increase reflects the 2019 salary and wage adjustments as well as an increase to sworn officer salaries due to anticipated full staffing for 2019.
- FICA and Retirement increased by \$182 thousand compared to the 2018 Budget due to 2019 salary and wage adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.

- Police Capital Equipment increased by \$100 thousand due to the need for 200 additional breathalyzers to replace outdated equipment.
- Office Supplies increased \$85 thousand due to the increase use and cost of thermal paper.

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

2018 ACCOMPLISHMENTS

Outcomes	Illinois State Police - 2018 Accomplishments
2	Acquired a contract for thermal paper, which is used by District 15 personnel to print enforcement documents and crash reports on scene from within the squad car.
2	Acquired and replaced the District 15 inventory of IWIN/mobile data computers. The replacement and upgrade will increase capabilities and significantly reduce maintenance cost.
2	Acquired 8 Stalker dual antenna radar units and 20 Stalker/lidar units for the District 15 patrol car fleet. These 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	Acquired a cleaning and maintenance contract for the District 15 range to include filter replacement. The annual contract provides a safe and healthier work environment and reduces lead exposure to personnel.
2,3	Continued to partner with Tollway engineers and the Traffic and 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

2019 GOALS AND OUTCOMES

Outcomes	Illinois State Police District 15 - 2019 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	Acquire additional dual antenna radar units for the District 15 patrol car fleet. 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.
2,3,4	Acquire 200 portable breathalyzers to assist troopers in their DUI enforcement efforts, removing intoxicated motorists from the roadway and improve the safety of the motoring public.
2,3,4	Acquire 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.

EXHIBIT 47-2

DEPARTMENT HEADCOUNT

Position Title	FY2017	FY2018	FY2019
Administration Secretary	2	1	1
Crash Report Call Taker	2	1	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	2	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	0	0
TOTAL	18	16	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.

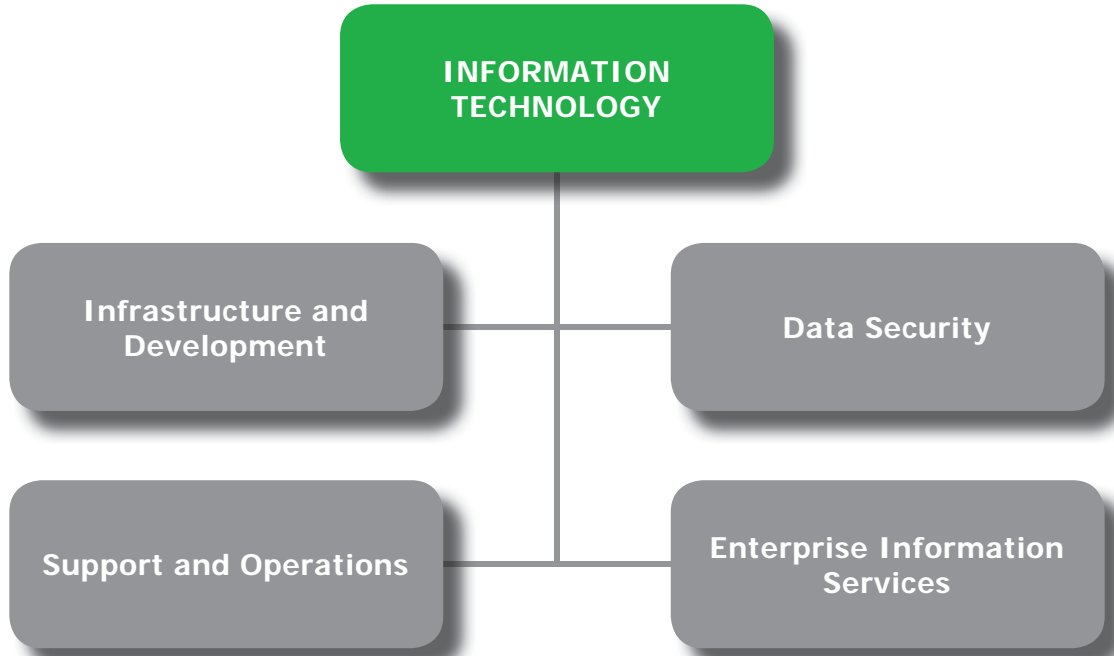


EXHIBIT 49

Information Technology



DEPARTMENT BUDGET

Major Account Description	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$3,030,471	\$3,395,961	\$3,536,029	\$140,068	
FICA and Retirement	1,726,685	2,094,051	2,135,761	41,710	
Payroll Sub-Total	\$4,757,156	\$5,490,012	\$5,671,790	\$181,778	3.3%
Office Equipment-Maintenance	5,575,725	8,496,672	8,225,000	(271,672)	
Consulting Services	2,364,444	3,000,000	4,345,000	1,345,000	
Contracted Maintenance Service	839,628	800,000	800,000	-	
Outside Services	2,798	12,500	711,600	699,100	
Telephone	802,176	600,000	600,000	-	
Replacement Parts	98,173	150,200	142,200	(8,000)	
Operational Supplies	45,119	60,000	44,150	(15,850)	
Operational Materials	27,960	35,000	30,200	(4,800)	
Tools and Equipment	3,325	11,000	8,200	(2,800)	
Office Supplies	8,351	14,600	7,100	(7,500)	
Office Equipment	-	800	5,000	4,200	
Employee Training	1,095	4,000	4,000	-	
Dues, Books and Subscriptions	342	300	2,500	2,200	
Other Capital Equipment	-	2,500	1,500	(1,000)	
Printing and Publications	2,202	1,200	1,200	-	
Postage and Express	721	700	950	250	
Uniforms and Accessories	859	1,000	900	(100)	
Travel	222	1,000	500	(500)	
Other Expenses	-	550	300	(250)	
Other Operating Sub-Total	\$9,773,140	\$13,192,022	\$14,930,300	\$1,738,278	13.2%
Recovery of Expenses	-	-	-	-	
DEPARTMENT TOTAL	\$14,530,296	\$18,682,034	\$20,602,090	\$1,920,056	10.3%

EXHIBIT 50

The 2019 Budget request is \$20.6 million, an increase of \$1.9 million, or 10.3 percent, above the 2018 Budget amount. Total payroll is \$5.7 million and includes 46 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$140 thousand compared to the 2018 Budget. This increase reflects the 2019 salary and wage adjustments.
- FICA and Retirement increased by \$42 thousand compared to the 2018 Budget due to 2019 salary and wage adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.
- Consulting Services increased by \$1.4 million due to system support that will be performed by System Development Integration and RSM for Unisys, Kronos, and other improvements.

- Outside Services increased by \$699 thousand to support Cisco monitoring services.
- Office Equipment-Maintenance decreased by \$272 thousand due to a reduction in a yearly software subscription (Oracle Cloud). In addition, this category includes Unisys mainframe, Kronos and Datawatch (cold storage for the mainframe reports).

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

2018 ACCOMPLISHMENTS

Outcomes	Information Technology - 2018 Accomplishments
2,3	Implemented Enterprise Resource Planning (ERP) Project, including phase one go live (Finance and Procurement). Began phase two procurement process.
2	Implemented the Tollway’s enterprise voice-over-internet-protocol system replacing the legacy telephone system.
2	Completed Central Administration Data Center improvements to include upgrading generators, air conditioning units, ladder racks, wiring, etc.
2	Completed redesign and upgrade of Tollway firewall security perimeter infrastructure.
2	Upgraded the Tollway’s time and attendance systems.
2,3	Upgraded Illinois State Police District 15 laptop computers.
2	Completed proof of concept, design and began implementation of hybrid cloud technology along with Microsoft Office 365.
2	Continued to support Tollway enterprise initiatives.
2	Continued to perform cyber-security assessments, remediation activities and enhancements.

EXHIBIT 51-1

2019 GOALS AND OUTCOMES

Outcomes	Information Technology - 2019 Goals/Objectives
2,3	Continue Enterprise Resource Planning (ERP) Project implementation efforts (human capital management, fleet management).
2	Complete implementation of hybrid cloud technology along with Microsoft Office 365.
2,3	Upgrade Tollway wireless infrastructure, including Wireless Wide Area Network (WWAN) and Wireless Local Area Network (WLAN).
2	Design, configure and deploy a network operations center.
2	Continue to support Tollway enterprise initiatives.
2	Continue to perform cyber-security assessments, remediation activities and enhancements.

EXHIBIT 51-2

DEPARTMENT HEADCOUNT

Position Title	FY2017	FY2018	FY2019
Antenna Specialist	1	1	1
Application Developer Manager	0	1	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	0	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	0
Desktop Support Technician	0	3	3
Enterprise Application Support	1	0	0
Enterprise Information Services Manager	1	1	1
Executive Secretary	1	1	1
Field Network Technician	4	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	0	0
Network Specialist Cisco	1	0	0
Network Support Manager	1	1	1
Network Technician	0	1	1
NOC Manager	1	0	0
NOC Operator	1	0	0
PBX Technician	1	1	1
Project Manager	2	0	0
Secretary III	1	1	1
Security Administrator	1	1	1
Senior Computer Operator	2	1	1
Senior Manager of Strategic Initiatives	1	1	0
Senior Network Administrator	2	0	0
Senior Software Engineer	2	2	2
Senior Systems Analyst	3	4	4
System Administrator	2	1	2
System Technician I	4	4	4

Position Title	FY2017	FY2018	FY2019
Systems Architecture and Engineering Manager	1	1	1
Systems Supervisor	1	0	0
Voice Communications Coordinator	1	0	0
TOTAL	55	47	46

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	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$416,200	\$392,460	\$410,109	\$17,649	
FICA and Retirement	238,346	242,003	247,706	5,703	
Payroll Sub-Total	\$654,546	\$634,463	\$657,815	\$23,352	3.7%
Consulting Services	-	275,000	275,000	-	
Employee Training	9,236	4,000	10,000	6,000	
Travel	6,247	1,500	1,500	-	
Office Supplies	3,287	1,600	1,500	-	
Dues, Books and Subscriptions	1,145	1,200	1,200	-	
Office Equipment	-	1,200	800	(400)	
Telephone	278	200	300	100	
Advertising and Promotion	4,500	-	-	-	
Operational Supplies	16	-	-	-	
Outside Services	-	5,000	-	(5,000)	
Other Operating Sub-Total	\$24,709	\$289,700	\$290,300	\$700	0.2%
Recovery of Expenses	-	-	-	-	
DEPARTMENT TOTAL	\$679,255	\$924,163	\$948,115	\$24,052	2.6%

EXHIBIT 54

The 2019 Budget Request is \$948 thousand, an increase of \$24 thousand, or 2.6 percent, above the 2018 Budget amount. Total payroll is \$658 thousand and includes 5 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$18 thousand compared to the 2019 Budget. This increase reflects the 2019 salary and wage adjustments.
- FICA and Retirement increased by \$6 thousand compared to the 2018 Budget due to 2019 salary and wage adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.

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

2018 ACCOMPLISHMENTS

Outcomes	Internal Audit - 2018 Accomplishments
1,2,4	Cycle Audits – Completed 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.
1,2,4	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-ups on all 2017 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 - Provided 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 Tollway leadership 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 - 2018 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.
2,3	Reported audit results to senior management and the Audit Committee of the board. Ensured communication with the Audit Committee was effective in addressing requirements.
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

2019 GOALS AND OUTCOMES

Outcomes	Internal Audit - 2019 Goals/Objectives
1,2,3	Cycle Audits – Complete required cycle audits including Agency Management and Oversight, Personnel and Payroll, Expenditure Control and Purchasing and Procurement.
1,2,3	Additional Audits – Perform 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 assess internal controls for the development of systems and businesses processes that will provide opportunities for operational improvement and efficiency.
2,3	Continued timely completion of scheduled audits, reviews and special projects, performance of follow-up reviews, staff training and professional development.
3	Ensure all staff pursue continuous professional development that lead to professional and ethical proficiency expected in the profession of internal auditing.
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.

Outcomes	Internal Audit - 2019 Goals/Objectives
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	FY2017	FY2018	FY2019
Chief Internal Auditor	1	1	1
Information Systems Auditor	1	0	0
Internal Audit Manager	1	1	1
Internal Auditor	3	2	2
Secretary III	1	1	1
Senior Construction Audit Manager	1	0	0
TOTAL	8	5	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.

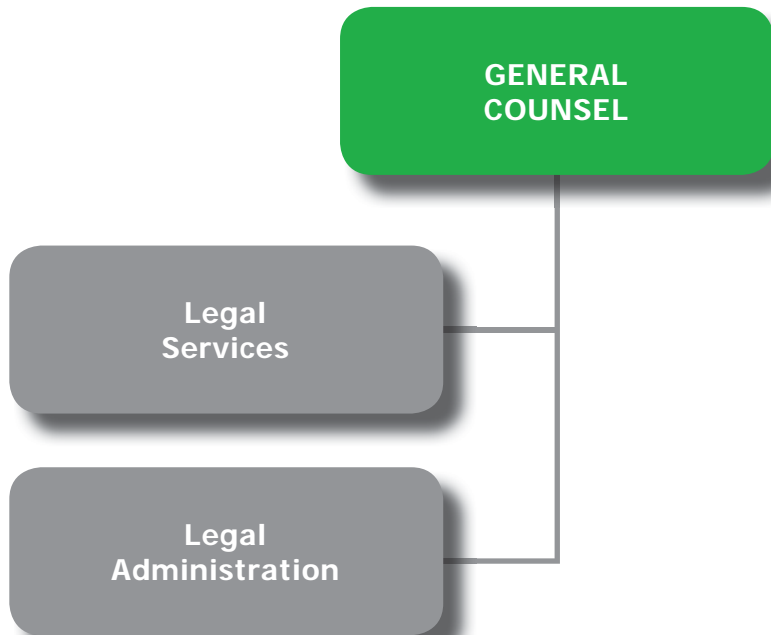


EXHIBIT 57



DEPARTMENT BUDGET

Major Account Description	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$837,169	\$1,000,209	\$1,051,424	\$51,215	
FICA and Retirement	468,605	616,759	635,060	18,301	
Payroll Sub-Total	\$1,305,774	\$1,616,968	\$1,686,484	\$69,516	4.3%
Outside Services	106,986	220,000	220,000	-	
Dues, Books and Subscriptions	6,372	5,000	6,300	1,300	
Travel	5,682	5,000	5,000	-	
Office Supplies	4,344	4,900	4,900	-	
Employee Training	1,268	3,500	4,000	500	
Other Expenses	100	3,000	3,000	-	
Postage and Express	1,698	1,900	1,900	-	
Operational Supplies	326	-	-	-	
Other Operating Sub-Total	\$126,776	\$243,300	\$245,100	\$1,800	0.7%
Recovery of Expenses	(4,000)	(6,000)	(6,000)	-	
DEPARTMENT TOTAL	\$1,428,550	\$1,854,268	\$1,925,584	\$71,316	3.8%

EXHIBIT 58

The 2019 Budget Request is \$1.9 million; an increase of \$71 thousand, or 3.8 percent, above the 2018 Budget amount. Total payroll is \$1.7 million and includes 11 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$51 thousand compared to the 2018 Budget. This increase reflects the 2019 salary and wage adjustments.
- FICA and Retirement increased by \$18 thousand compared to the 2018 Budget due to 2019 salary and wage adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.

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

2018 ACCOMPLISHMENTS

Outcomes	Legal - 2018 Accomplishments
1	On-boarding of two additional attorneys.
3	Successful union negotiations with SEIU.
3	Establish bond counsel RFP pool thru RFP process.
3	Continued management and defense of Tollway in litigation matters.

EXHIBIT 59-1

2019 GOALS AND OUTCOMES

Outcomes	Legal - 2019 Goals/Objectives
3	Continue to oversee land acquisition developments including railroad matters.
3	Ongoing support to Board and Tollway leadership.
3	Continue to represent Tollway in broad range of litigation matters.
3	Encourage communications at early stages of issues to bring about better outcomes, cost savings and reduced legal expense.

EXHIBIT 59-2

DEPARTMENT HEADCOUNT

Position Title	FY2017	FY2018	FY2019
Assistant Attorney General	2	2	2
Deputy General Counsel	1	1	1
Executive Secretary	1	1	1
General Counsel	1	1	1
Law Clerk	1	0	0
Legal Secretary III	1	1	1
Property Management/Paralegal	1	1	1
Senior Assistant Attorney General	4	4	4
TOTAL	12	11	11

EXHIBIT 60

OFFICE OF FINANCE

SUMMARY

The Office of Finance includes the Department of Finance and Department of Procurement. Finance and Procurement 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.

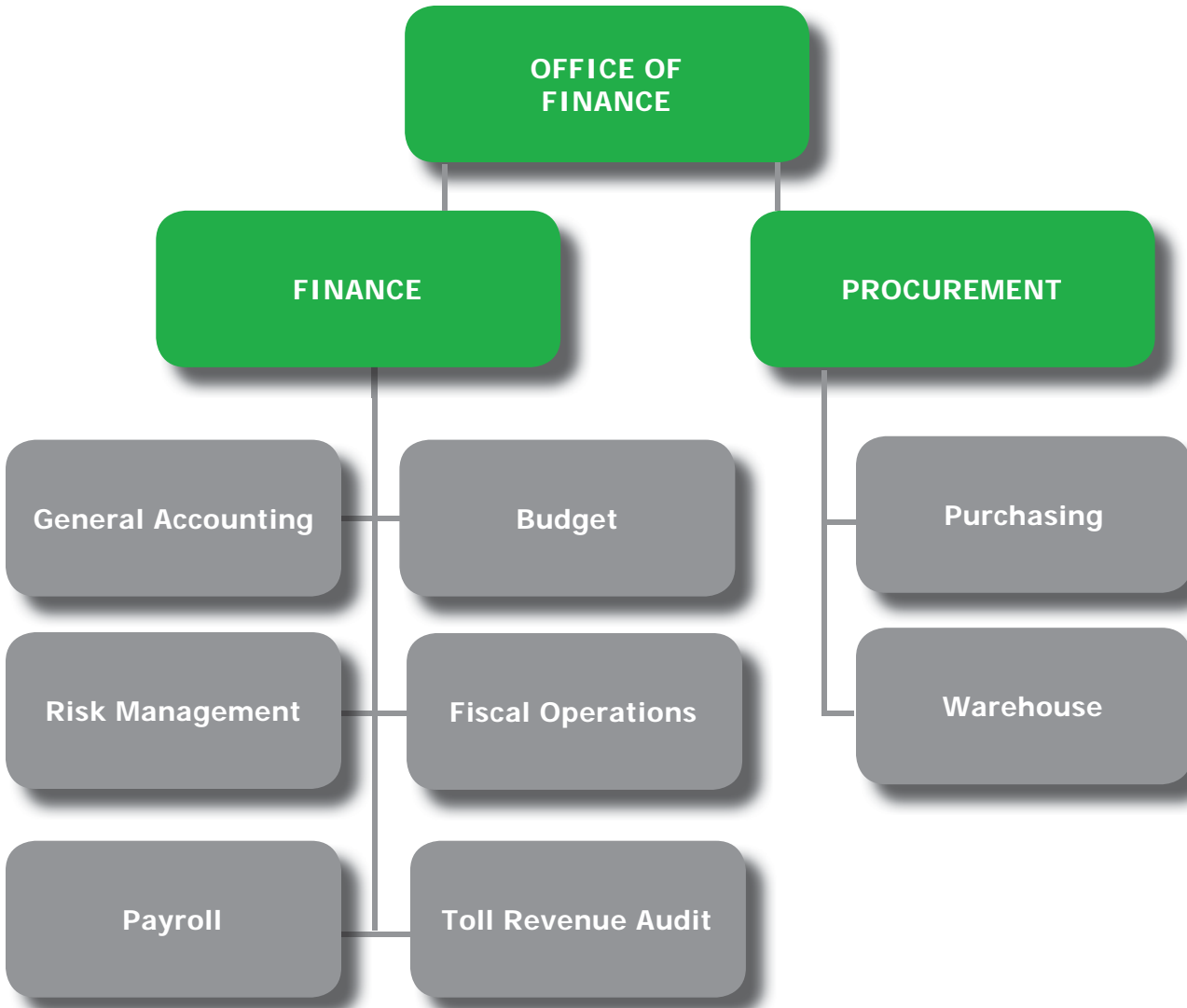


EXHIBIT 61



DEPARTMENT BUDGET

Major Account Description	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$5,470,661	\$5,959,875	\$6,151,025	\$191,150	
FICA and Retirement	3,158,049	3,695,638	3,715,219	19,581	
SERS Refund All Tollway Departments*	(3,253,608)	-	-	-	
Payroll Sub-Total	\$5,375,102	\$9,655,513	\$9,866,244	\$210,731	2.2%
Employee Group Insurance	30,482,570	36,417,696	36,017,696	(400,000)	
Worker's Compensation Insurance	4,769,298	8,025,985	8,025,985	-	
Outside Services	2,253,458	3,837,500	3,842,500	5,000	
Property Insurance	2,700,282	3,446,600	3,600,000	153,400	
Bank Charges	142,730	135,000	135,000	-	
Bond Trustee	38,164	50,000	50,000	-	
Office Supplies	86,943	47,000	34,000	(13,000)	
Postage and Express	12,678	20,290	20,275	(15)	
Office Equipment	857	8,100	13,100	5,000	
Employee Training	907	6,500	8,000	1,500	
Dues, Books and Subscriptions	7,250	16,500	7,725	(8,775)	
Contracted Maintenance Service	-	5,600	5,600	-	
Travel	2,129	3,450	4,750	1,300	
Building Equipment	27,013	-	3,000	3,000	
Printing and Publications	8,191	2,900	2,600	(300)	
Telephone	2,000	2,100	2,450	350	
Uniforms and Accessories	(12,973)	2,300	2,300	-	
Other Expenses	563	1,800	1,800	-	
Operational Supplies	85,611	3,400	1,600	(1,800)	
Tools and Equipment	12,881	1,500	1,500	-	
Office Equipment-Maintenance	(1,225)	3,000	1,000	(2,000)	
Replacement Parts	326,852	1,075	700	(375)	
Operational Materials	623,535	-	-	-	
Fuels and Oils	(502)	-	-	-	
Advertising and Promotion	(400)	1,200	-	(1,200)	
Other Operating Sub-Total	\$41,568,812	\$52,039,496	\$51,781,581	(\$257,915)	(0.5%)
Recovery of Expenses	(76,435)	(116,000)	(116,000)	-	
DEPARTMENT TOTAL	\$46,867,479	\$61,579,009	\$61,531,825	(\$47,184)	(0.1%)

EXHIBIT 62

*2017 SERS retirement refund for all Tollway Departments. Sworn officers SERS refund was reflected in the Illinois State Police Department.

The 2019 Budget Request is \$61.5 million, a decrease of \$47 thousand, or 0.1 percent, below the 2018 Budget amount. Total payroll is \$9.9 million and includes 125 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$192 thousand compared to the 2018 Budget. This increase reflects new positions, as well as 2019 salary and wage adjustments.
- FICA and Retirement increased by \$20 thousand compared to the 2018 Budget due to 2019 salary and wage adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.
- Group Insurance decreased by \$400 thousand over the 2018 Budget and is based on projected employee enrollment and employee contributions towards their insurance coverage. This account includes group medical, dental, optical and life, as well as retiree health and life insurance.
- Property Insurance increased by \$153 thousand compared to the 2018 budgeted amount based on property value increases which increases the premiums.

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

2018 ACCOMPLISHMENTS

Outcomes	Finance - 2018 Accomplishments
3	<p>Improved operational efficiencies, internal controls, service levels and accountability in monthly and quarterly reporting as a result of the following enhancements:</p> <ul style="list-style-type: none"> • Continued to review and refine 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. • Successfully completed and recorded increasingly complex intergovernmental agreement accounting. • Met required deadlines for quarterly and annual financial reporting, including the 2017 GAAP audit report and CAFR.
3	Continued to monitor and assist in the development of the back-office system reports to accurately capture and report toll revenue, I-PASS and violation data.
3	Received the Government Finance Officers Association (GFOA) Certificate of Financial Reporting Excellence for the 21st consecutive year. Received the Distinguished Budget Presentation Award for the 15th consecutive year.
3	Provided oversight on Tollway’s capital budget by monitoring and reporting progress relative to capital program.
3	Continued efforts in the implementation of an enterprise resource planning (ERP) system to replace the various financial systems currently being used, including a complete re-design of the Tollway’s chart of accounts. Reviewed and updated processes after the implementation of ERP phase one.
3	Continued of oversight on Earned Credit Program and validation of bid credits earned and used by contractors.

Outcomes	Finance - 2018 Accomplishments
3	Worked with other departments to implement automatic toll payment machines including establishment of business rules, processes and testing.
3	Continued to keep departments informed of payment status while working through ERP conversion backlog. This includes prioritizing payments on an as-needed basis.
3	Worked with Engineering to streamline invoice review process.
3	Worked with outside collection agencies to refine collection rules and processes.
3	Achieved compliance in unclaimed property reporting in all required states with the assistance of an outside vendor.
3	Continued to perform routine activities with minimal fail points during a period of extreme change relating to BidBuy and ERP and a significant time commitment made in an effort to effect that change.
3	Maintained continuity of service within the warehouse during anticipated and significant staff retirements. Maintained continuity of service while absorbing key staff loss and while working to effect change relating to the implementation of ERP.
3	Implemented both BidBuy and ERP tools to strive toward routine and consistent performance utilizing a completely new systematic foundation. Supported implementation requirements of ERP.
3	Provided comprehensive reports for the employee benefits program to better analyze, benchmark and track spending.
2	Implemented the “Go the Extra Mile” Safety Cup. A trophy will go to the maintenance site with the best safety score based on three criteria annually.
2	Redesigned the Safety and Training Crossroads intranet page section to streamline process and allow employees to find necessary forms and safety personnel easily.
3	Anticipate refunding a portion of the agency’s or Tollway’s synthetic fixed rate bonds, to reduce risks associated with third-party liquidity and swap providers.

EXHIBIT 63-1

2019 GOALS AND OUTCOMES

Outcomes	Finance - 2019 Goals/Objectives
2	Develop processes along with other departments for automatic toll payment machines as additional functionality is tested and rolled out to the machines on the system.
3	Work with other departments within the Tollway to reevaluate, streamline and update processes as needed.
3	Continue to refine Enterprise Resource Planning (ERP) processes as system matures.
3	Work with Business Systems to implement merchant card provider change from Vantiv (Worldpay) to First Data.
3	Successfully utilize the newly implemented ERP system to achieve accurate accounting and reporting in an efficient and timely manner.
3	Produce the 2018 GAAP financial statement and CAFR timely, reflecting the implementation of GASB 75 – Accounting and Reporting for Postemployment Benefits other than Pension Plans.
3	Search for improved methods to improve the intergovernmental agreement accounting process.
3	Record the executed IDOT offset agreements in the accounting records.
3	Continue to monitor and assist in the development of the back-office system reports to accurately capture and report toll revenue, I-PASS and violation data.
3	Continue to achieve optimal compliance with the State Procurement Code and rules. Work to support oversight as that oversight from new State Procurement Officer.
3	Continue to work to implement the ERP tools as currently underway 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	Explore avenues to best support the needs of the Engineering procurement team and provide support to the qualifications-based selection procurements.
3	Continue to recruit, develop and support staff as retirements and departures occur and as challenges and frustrations arise relating to all of the systematic and process changes underway.
3	Explore and seek changes to current ERP requirements and processes to streamline the number of nonproductive touches while maintaining desired data and process integrity.

Outcomes	Finance - 2019 Goals/Objectives
3	Continue to enhance the Workplace Safety Program, including implementing new policies and procedures relating to OSHA required programs/training. Enhance procedures to track and investigating new injuries and review and amend, if necessary policies and procedures to reduce risk of employee injuries.
3	Issue bonds as necessary to finance an additional portion of the <i>Move Illinois</i> Program at or below planned costs. Current forecast for 2019 is issuance of \$400 million of senior revenue bonds in the second or third quarter.
3	Renew and/or replace liquidity facilities supporting Tollway variable rate bonds that are scheduled to expire in the first quarter.
3	Continue to monitor the market for opportunities to reduce the agency's or Tollway's amount of synthetic fixed rate bonds.
3	Eighth and ninth bond financings in support of the <i>Move Illinois</i> Program in amount totalling \$700 million of senior revenue bonds at a cost below planned amounts.

EXHIBIT 63-2

DEPARTMENT HEADCOUNT

Position Title	FY2017	FY2018	FY2019
Accountant	2	2	1
Accounts Payable Representative	6	6	7
Accounts Payable Specialist	1	1	2
Administrative Specialist	0	0	1
Assistant Supervisor Accounts Payable	1	1	1
Budget Analyst	1	1	1
Budget/General Accounting Clerk	1	1	1
Buyer	6	6	3
Capital Budget Analyst	3	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 Financial Officer	0	1	1
Chief of Finance	1	0	0
Chief of Procurement	1	1	1
Claims Adjuster	1	0	0
Clothing Room Supervisor	1	1	1
Construction Insurance Analyst	1	1	1
Contract Administrator	6	6	8
Contract Specialist	0	1	2
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	2
Emergency Services Collection Analyst	1	1	1
Executive Secretary	3	2	2
Financial Planning Analyst	1	1	1
Fiscal Operations Manager	1	1	1
Information Processing Operator	2	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 Property Manager	0	0	1

Position Title	FY2017	FY2018	FY2019
Inventory Specialist	2	2	1
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	4
Project Administrator	2	2	3
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	2
Safety Supervisor	0	0	2
Secretary III	1	1	1
Senior Accountant	4	4	4
Senior Buyer	6	6	9
Shipping and Receiving Auditor	1	1	1
Supervisor Workers Comp Claims	0	1	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	114	114	125

EXHIBIT 64

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.

INSPECTOR GENERAL

EXHIBIT 65

Office of the Inspector General



DEPARTMENT BUDGET

Major Account Description	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$451,093	\$568,410	\$701,344	\$132,934	
FICA and Retirement	256,470	350,499	423,612	73,113	
Payroll Sub-Total	\$707,563	\$918,909	\$1,124,956	\$206,047	22.4%
Employee Training	732	8,000	8,000	-	
Office Equipment-Maintenance	-	7,100	8,000	900	
Dues, Books and Subscriptions	5,847	8,000	8,000	-	
Office Supplies	2,153	3,000	3,000	-	
Travel	211	3,000	2,000	(1,000)	
Office Equipment	2,425	3,000	1,000	(2,000)	
Operational Supplies	11	2,000	500	(1,500)	
Postage and Express	562	700	400	(300)	
Printing and Publications	-	100	50	(50)	
Tools and Equipment	-	100	50	(50)	
Other Operating Sub-Total	\$11,941	\$35,000	\$31,000	(\$4,000)	(11.4%)
Recovery of Expenses	-	-	-	-	
DEPARTMENT TOTAL	\$719,504	\$953,909	\$1,155,956	\$202,047	21.2%

EXHIBIT 66

The 2019 Budget Request is \$1.2 million, an increase of \$202 thousand, or a 21.2 percent, above the 2018 Budget amount. Total payroll is \$1.1 million and includes 8 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries increased by \$133 thousand compared to the 2018 Budget. This increase reflects the addition of two investigator positions and the 2019 salary adjustments.
- FICA and Retirement increased by \$73 thousand compared to the 2018 Budget due to 2019 salary adjustments, as well as two additional positions. The average SERS Pension Contribution Rate came in less than the projected amount.

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

2018 ACCOMPLISHMENTS

Outcomes	Inspector General - 2018 Accomplishments
2,3	Provided to the Chairman, Board of Directors, executive staff, the Governor and the General Assembly appropriate notice of office investigative accomplishments.
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.
2,3	Conducted investigations and reviews that resulted in several Tollway improvements, including improved hiring documentation and invoice processing.
1,2,3	In role as Tollway liaison to law enforcement, provided investigative assistance to outside law enforcement agencies to facilitate investigative and prosecutorial efforts that lead to successful prosecutions for theft and misappropriation of identity.
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	Promoted outreach methods and efforts to ensure that Tollway employees, vendors and the public understand the OIG’s mission and know how to report matters.
1,2,3	Fostered collaboration with stakeholders, both within and external to the Tollway.
1,2,3	Proposed and advocated for improved hiring processes, more complete background reviews, and a comprehensive conflict of interest policy.
1,2,3	Developed a Frequently Asked Question (FAQ) document providing information about the OIG’s mission and function, including reporting misconduct and the investigative process. Published the FAQ to the OIG webpage.
4	Implemented distribution of Summary Reports of Investigation with CDs containing electronic materials to reduce amount of paper generated.

EXHIBIT 67-1

2019 GOALS AND OUTCOMES

Outcomes	Inspector General - 2019 Goals/Objectives
2,3	Fulfill statutory mission and provide appropriate notice of office investigative accomplishments to the Chairman, Board of Directors, executive staff, the Governor and the General Assembly.
2,3	Enhance outreach methods and efforts to ensure that Tollway employees, vendors and the public understand OIG’s mission and know how to report matters.
3	Continue 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	Improve identification of important Tollway issues 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, especially regarding employee onboarding/orientation, as well as the conflict of interest disclosure process.
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 internal operational efficiency and reduce reliance on paper. Identify ways the Tollway as a whole can improve and/or mitigate environmental impact of operations and activities.

EXHIBIT 67-2

DEPARTMENT HEADCOUNT

Position Title	FY2017	FY2018	FY2019
Administrative Assistant	1	1	1
Deputy Inspector General	1	1	1
Inspector General	1	1	1
Investigator	1	1	3
Investigator - Auditor	1	1	1
Senior Investigator	1	1	1
TOTAL	6	6	8

EXHIBIT 68

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PLANNING

The Department 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 department plays an integral part in the local, regulatory and agency coordination which supports the advancement of capital projects. The Planning Department 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	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$1,054,545	\$1,116,085	\$1,217,771	\$101,686	
FICA and Retirement	610,941	688,211	735,534	47,322	
Payroll Sub-Total	\$1,665,486	\$1,804,296	\$1,953,305	\$149,008	8.3%
Consulting Services	343,994	400,000	450,000	50,000	
Office Equipment-Maintenance	81,768	88,400	86,900	(1,500)	
Dues, Books and Subscriptions	63,506	63,000	63,000	-	
Travel	15,852	10,000	10,000	-	
Office Supplies	5,120	2,000	8,000	6,000	
Employee Training	6,822	5,945	6,000	55	
Telephone	1,277	1,200	1,200	-	
Operational Supplies	89	300	150	(150)	
Outside Services	244	-	-	-	
Other Operating Sub-Total	\$518,672	\$570,845	\$625,250	\$54,405	9.5%
Recovery of Expenses	-	-	-	-	
DEPARTMENT TOTAL	\$2,184,158	\$2,375,141	\$2,578,555	\$203,413	8.6%

EXHIBIT 70

The 2019 Budget Request is \$2.6 million, an increase of \$203 thousand, or 8.6 percent, above the 2018 Budget amount. Total payroll is \$2 million and includes 26 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$102 thousand compared to the 2018 Budget. This increase reflects the 2019 salary and wage adjustments.
- FICA and Retirement increased by \$47 thousand compared to the 2018 Budget due to 2019 salary and wage adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.

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

2018 ACCOMPLISHMENTS - PLANNING

Outcomes	2018 Accomplishments - Planning
1,2,3,4	Completed a Master Plan for the Central Tri-State Tollway (I-294) reconstruction and initiated land acquisition and outreach for 2018 construction.
1,2,3,4	Secured federal approval of planned reconfiguration of I-88/I-290 at I-294 interchange.
1,2	Continued new transit service offerings with Pace along the Jane Addams Memorial Tollway (I-90). Opened the first in-line transit station at Barrington Road.
1,2	Opened a new westbound entrance ramp at I-90 at Roselle Road in partnership with Cook County and the Village of Schaumburg.
2,3,4	Secured intergovernmental agreement with Cook County regarding intersection improvements at and near Touhy Avenue and Elmhurst Road as part of the new I-490 Tollway and new grade separation structure carrying Touhy Avenue over the new I-490 and Union Pacific Railroad.
1,2	Executed intergovernmental agreement with the Illinois Department of Transportation, McHenry County and the Village of Marengo for a new interchange on the Jane Addams Memorial Tollway I-90 at Illinois Route 23.
2,3,4	Tollway Board approved an intergovernmental agreement with the Chicago Department of Aviation, Village of Rosemont and the Illinois Department of Transportation (IDOT) providing for the sharing of engineering and cost responsibilities for a new I-90 eastbound Lee Street ramp and associated improvements.
1,2,3,4	Partnered with DuPage and Cook Counties on new access study in conjunction with the Central Tri-State Tollway (I-294) Project.
4	Entered into an intergovernmental agreement with the City of Rockford for gateway enhancements at the Jane Addams Memorial Tollway (I-90) at U.S. 20 Interchange.
2,3,4	Completed intergovernmental agreement with the Village of Deerfield in connection with improvements to the Edens Spur (I-94).
2,3,4	Initiated implementation of Landscape Master Plan for the planting of 58,000 trees along the Tollway system.
3,4	Seeded approximately 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.
1,2,4	Continued implementing the Landscape Master Plan by planting approximately 12,000 trees and shrubs in 2018.
2,3,4	Completed intergovernmental agreement with Forest Preserve District of DuPage County regarding water and wetland mitigation at Spring Brook Creek.

Outcomes	2018 Accomplishments - Planning
3	Completed intergovernmental agreement with the United States Army Corps of Engineers to expedite Tollway permit application review.
2,3,4	Executed a Memorandum of Understanding (MOU) with DuPage Stormwater Management to advance stormwater and environmental initiatives along the Central Tri-State Tollway (I-294).
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.
2,3	As of August 21, 2018, acquired 39 parcels for various <i>Move Illinois</i> projects.
2,3	Completed 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.
1,2,3,4	Developed new GIS based tools for utility locates, lane closures and right-of-way acquisition tracking.
1,2,3,4	Initiated Tri-County Access Environmental Impact Statement (EIS) and stakeholder and public outreach plan.
1,2,3	Partner with 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	Developed procedure to foster and facilitate partnerships that allow the Tollway to offer a range of toll services to support regional or state toll projects.
1,2,3,4	Collaborated with state and local regional transportation agencies, planning organizations and advocacy organizations to advance projects and adopt initiatives in the CMAP GO TO 2050 Regional Plan.

EXHIBIT 71-1

2019 GOALS AND OUTCOMES - PLANNING

Outcomes	2019 Goals/Objectives - Planning
1,2,3	Continue to partner with local communities and governments to provide new access and economic development opportunities along the Tollway system.
1,2,3	Evaluate access and operational improvements to better serve the Tollway and region. This will be accomplished by consultations with DuPage and Cook counties and surrounding communities along the Tri-State Tollway (I-294), as well as working with other communities and agencies along the Tollway.
1,2,3	Complete the regional expressway vision study and initiate a regional dialogue regarding the Tollway’s potential role in delivering or supporting expansion and modernization of the Chicago region expressways.
1,2	Develop and execute intergovernmental agreements for new interchanges on the Reagan Memorial Tollway (I-88) at Illinois Route 47 and Tri-State Tollway (I-294) at 88th/Cork Avenue.
1,2,3,4	Continue to advance the Tri-County Access Project and develop a range of alternatives to be considered and evaluated.
1,2,3,4	Begin to develop and evaluate the status of the <i>Move Illinois</i> Program and assess the needs and potential projects or initiatives to guide discussions regarding the next 10-year capital plan.
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 12,000 trees and shrubs in 2019.
2,3	Continue to invest in an expanded GIS-enabled right-of-way tracking system for capital projects. Savings realized through consultant and staff efficiencies are estimated at nearly \$950,000 annually.
2,3,4	Acquisition of all necessary right-of-way for I-294 and I-490 projects, as well as other <i>Move Illinois</i> capital projects.

EXHIBIT 71-2

DEPARTMENT HEADCOUNT

Position Title	FY2017	FY2018	FY2019
Budget and Data Administrator	1	1	1
Chief Planning Officer	0	1	1
Community Relations Corridor Coordinator	1	1	1
Community Relations/Outreach Manager	1	1	1
Condemnation Support Specialist	1	0	0
Deputy Chief of Planning	1	0	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
Finance & Administration Management Trainee	0	0	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	0
Manager of Govt Int Policy & Planning	1	1	1
Project Manager/Engineer	1	1	1
Property Specialist	1	1	1
Relocation and Acquisition Specialist	0	1	1
Relocation Assistant	1	0	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	0	1	1
TOTAL	26	26	26

EXHIBIT 72

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.

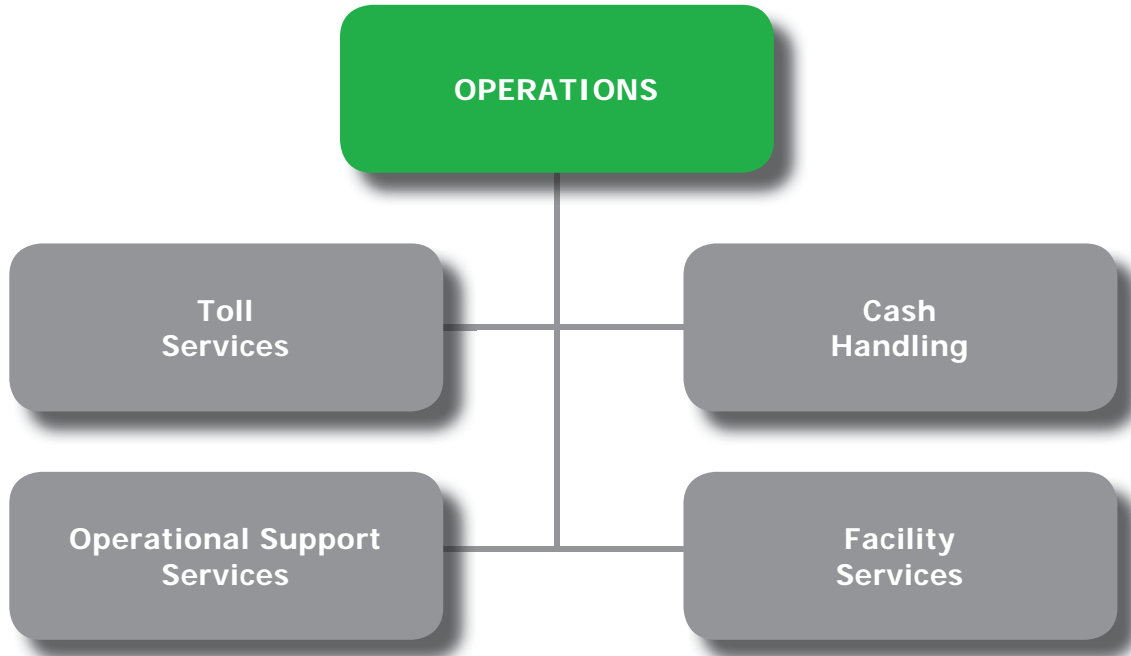


EXHIBIT 73



DEPARTMENT BUDGET

Major Account Description	2017 Actual Expenditures	2018 Budget	2019 Request	\$ Change from 2018 Budget	% Change from 2018 Budget
Salary and Wages	\$32,897,788	\$30,670,709	\$29,470,575	(\$1,200,134)	
FICA and Retirement	18,958,233	18,912,479	17,800,227	(1,112,252)	
Payroll Sub-Total	\$51,856,021	\$49,583,188	\$47,270,802	(\$2,312,386)	(4.7%)
Utilities	4,494,679	5,001,000	5,100,500	99,500	
Outside Services	369,572	386,900	1,386,900	1,000,000	
Contracted Maintenance Service	253,287	495,000	635,000	140,000	
Operational Supplies	378,222	429,550	469,550	40,000	
Operational Materials	237,921	283,200	283,200	-	
Replacement Parts	158,592	223,700	223,500	(200)	
Armored Truck Service	210,430	170,000	200,000	30,000	
Uniforms and Accessories	166,904	163,500	163,500	-	
Office Supplies	75,364	102,800	105,800	3,000	
Tools and Equipment	23,689	38,400	38,300	(100)	
Travel	21,463	25,150	25,150	-	
Employee Training	11,431	3,300	15,000	11,700	
Office Equipment-Maintenance	954	7,000	7,000	-	
Office Equipment	-	3,500	7,000	3,500	
Building Equipment	3,696	11,500	5,000	(6,500)	
Telephone	437	1,000	3,500	2,500	
Other Expenses	1,473	2,250	2,200	(50)	
Office/Equipment Rentals	370	1,000	1,000	-	
Other Capital Equipment	0	1,000	1,000	-	
Fuels and Oils	603	1,200	800	(400)	
Dues, Books and Subscriptions	133	550	550	-	
Postage and Express	265	800	500	(300)	
Printing and Publications	201	200	-	(200)	
Other Operating Sub-Total	\$6,409,686	\$7,352,500	\$8,674,950	\$1,322,450	18.0%
Recovery of Expenses	(16,666)	-	-	-	
DEPARTMENT TOTAL	\$58,249,041	\$56,935,688	55,945,752	(\$989,936)	(1.7%)

EXHIBIT 74

The 2019 Budget request is \$55.9 million, a decrease of \$990 thousand, or 1.7 percent, below the 2018 Budget amount. Total payroll is \$47.3 million and includes 505 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$1.2 million compared to the 2018 Budget. This decrease reflects reducing headcount of formally funded positions which are currently vacant.
- FICA and Retirement decreased by \$1.1 million compared to the 2018 Budget due to 2019 salary

and wage adjustments. The average SERS Pension Contribution Rate came in less than the projected amount.

- Outside Services increased by \$1 million compared to the 2018 Budget due to three new contracts needed to maintain and repair equipment system wide. This includes HVAC repair, generator/UPS maintenance and electrical service and repairs.

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

2018 ACCOMPLISHMENTS

Outcomes	Toll Operations - 2018 Accomplishments
2,3,4	Continued progress on the replacement of various HVAC equipment to improve reliability and reduce energy costs systemwide.
2,3,4	Continued progress on the replacement of equipment related to facility operations systemwide.
2,3,4	Continued progress on security enhancements at facilities systemwide.
2,3,4	Completed an asphalt resurfacing project of the east parking lot at the Tollway headquarters facility to add additional parking and increase visibility through an energy-reducing retrofit of all existing lot lighting.

EXHIBIT 75-1

2019 GOALS AND OUTCOMES

Outcomes	Toll Operations - 2019 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 equipment related to facility operations systemwide.
2,3,4	Continue progress on security enhancements at facilities systemwide.
1,2,3,4	Construct an I-PASS Customer Service Center facility at Tollway headquarters to provide improved customer support with dedicated parking and ADA enhancements.
1,2,3,4	Re-locate and re-construct the Board Room to provide improved visitor access and flexible meeting room space.
2,3,4	Install bollards to protect automatic toll payment machines ATMP equipment at 100 ramp plazas.
2,3,4	Remove 80 tollbooths at 24 manned plazas and prepare site for ATPM installation.

EXHIBIT 75-2

DEPARTMENT HEADCOUNT

Position Title	FY2017	FY2018	FY2019
Accounts Payable Representative	1	3	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	0	0
Cash Handling Manager	1	1	1
Cash Handling Supervisor	2	2	2
Chief of Toll Operations	1	1	1
Coin Counter	14	16	15
Coin Counter/Money Truck Driver	2	2	2
Custodial Manager	1	1	1
Custodial Supervisor	3	2	3
Custodian II	30	28	26
Custodian III	11	11	12
District Supervisor	4	4	4
Equipment Operators Laborers	2	2	2
Executive Secretary	1	1	1
Facility Services Manager	1	1	2
General Manager of Facility Services	1	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	0	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	10	9	7
Plaza Supervisor	25	25	20
Project Administrator	0	2	3
Secretary II	1	1	0
Secretary III	1	1	1
Section Clerk	4	4	4
Senior Building Inspector	1	1	1
Structural	14	13	13
System Technician	0	0	1
Toll Collector	419	385	333
Toll Compliance Specialist	1	1	1
TOTAL	598	563	505



The Illinois Tollway is realizing the vision, creating western access to O'Hare International Airport.



Roadway and bridge repairs will continue into 2019 along the Veterans Memorial Tollway (I-355) between I-80 and Army Trail Road.



Pavement and bridge repairs are underway along the Central Tri-State Tollway (I-294).



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 \$14.2 billion. The fiscal year 2019 Capital Budget allocates \$1,407.2 million to fund the eighth year of the *Move Illinois* Program.

The second program is the Congestion-Relief Program, 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 were completed in 2018.

(\$ millions)	2017 Actual Expenditures	2018 Estimated Expenditures	2019 Request	\$ Change from 2018 Estimate
<i>Move Illinois</i> Program				
Existing System Needs	\$425.5	\$916.1	\$945.2	\$29.1
System Expansion	321.5	257.4	462.0	204.6
<i>Move Illinois</i> Program Total	\$747.0	\$1,173.5	\$1,407.2	\$233.8
Congestion-Relief Program Total	\$44.4	\$6.3	\$0.0	(\$6.3)
Capital Program Total	\$791.4	\$1,179.8	\$1,407.2	\$227.4

Notes:

1. 2017 Actual Expenditures and 2018 estimated expenditures reflect cost recoveries of (\$10) million and (\$7.2) million pursuant to intergovernmental agreements (IGA). 2019 Request does 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 \$14.2 billion.

(\$ millions)	2017 Actual Expenditures	2018 Budget	2018 Estimated Expenditures	2019 Request
Existing System Needs				
Jane Addams Memorial Tollway (I-90)	\$150.2	\$24.4	\$36.8	\$12.6
Tri-State Tollway (I-94/ I-294/ I-80)	44.2	238.1	265.4	444.7
Veterans Memorial Tollway (I-355)	6.7	35.1	103.1	23.7
Reagan Memorial Tollway (I-88)	15.7	175.0	165.4	66.6
Systemwide Improvements	208.7	323.5	345.3	397.6
Existing System Needs Total	\$425.5	\$796.1	\$916.1	\$945.2
System Expansion				
Tri-State Tollway (I-294)/I-57 Interchange	\$0.9	\$0.0	\$0.4	\$28.0
Elgin O'Hare Western Access Project	318.2	375.9	247.7	423.3
Other Emerging Projects	2.5	9.7	9.4	10.7
System Expansion Total	\$321.5	\$385.6	\$257.4	\$462.0
Move Illinois Program Total	\$747.0	\$1,181.8	\$1,173.5	\$1,407.2

Notes:

1. 2017 Actual Expenditures and 2018 estimated expenditures reflect cost recoveries of (\$9.9) million and (\$7.2) million pursuant to intergovernmental agreements (IGA). 2019 Request does not reflect any IGA reimbursements.
2. 2019 Systemwide Budget request includes \$83 million for "other capital projects" such as, Fleet, GEC, Traffic Engineer, ITS, TIMS, ERP, CA Space utilization and JOC etc.

Totals may not add due to rounding.

EXHIBIT 78

Overview: 2018 *Move Illinois* Program – Year Seven

Existing System Needs

The *Move Illinois* capital program commits funds to deliver improvements to 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 \$36.8 million was expended on the Jane Addams Memorial Tollway in 2018. 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 2018 for approximately \$2.4 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 2018, \$9.1 million was allocated to complete closeout activities on the roadway projects. In addition, \$7.4 million in construction funds were needed to complete several multi-year projects including interchange improvement projects at Roselle Road and Barrington Road. Approximately \$7.7 million was expended on several small business set-aside contracts that continued, including grading and landscaping improvements, right-of-way fence replacement and tree planting.

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

In 2018, the Tollway expects to spend \$265.4 million on the corridor. Design services for the Central Tri-State Tollway reconstruction from 95th Street to Balmoral Avenue were ongoing. Early stage construction began and included \$43.6 million for work associated with roadway reconstruction and bridge rehabilitation on the inside lanes between the O'Hare Oasis and Balmoral Avenue, as well as median reconstruction and widening at mainline toll plazas. Demolition of the O'Hare Oasis bridge structure and construction for advance intelligent transportation systems fiber relocation for the new I-490 Tollway tie-in also took place. In advance of construction scheduled for 2019, \$31.3 million was provided for right-of-way acquisition along with \$19.6 million for utility relocations. Design will be completed for Edens Spur reconstruction, with construction beginning in 2018.

Veterans Memorial Tollway (I-355)

Approximately \$103.1 million was allocated in 2018 for completing design and beginning construction to resurface the roadway from I-55 to Army Trail Road and widen the roadway between Illinois Route 56 and Illinois Route 38.

Reagan Memorial Tollway (I-88)

In 2018, the Tollway committed \$165.4 million on the Reagan Memorial Tollway. Roadway reconstruction east of York Road began. Design on the connector road to the Tri-State Tollway (I-294) was completed with construction to begin in early 2019. Design was completed and construction began for roadway and bridge rehabilitation on the west segment between Illinois Route 251 and Illinois Route 56.

Systemwide Projects

In 2018, \$345.3 million was designated for systemwide improvements including \$106.6 million for bridge, pavement and safety improvements and \$67.4 million for toll collection, plaza modifications and information technology projects. The maintenance facility upgrades continued in 2018 with more than \$35.2 million in improvements including reconstruction at the Marengo (M-6) maintenance site and at the Rockford (M-7) maintenance site.

The Tollway also completed design on interchange improvements on the Reagan Memorial Tollway (I-88) at Illinois Route 47 as well in 2018, with construction set to begin in 2019. More than \$77 million was allocated for non-roadway and other capital projects and approximately \$39.2 million was expended 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 \$362 thousand was spent in 2018 on contract completion and closeout activities.

Elgin O'Hare Western Access Project

The anticipated 2018 expenditure for the Elgin O'Hare Western Access Project is approximately \$247.7 million, plus an additional \$0.7 million funded by local contributions. Approximately \$26.8 million was allocated for construction and design to connect the new Illinois Route 390 east to the new I-490 Tollway. Approximately \$64.5 million is anticipated in 2018 for design and construction to support the new I-490 Tollway, including earthwork and grading construction, roadway design of I-490 south segment from I-294 to Franklin Avenue/Green Street, railroad coordination, roadway design of the I-490 north segment, and on-going design for the I-490/I-90 Interchange. Also included in the 2018 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 included funds for \$9.4 million in 2018 for emerging projects, including the Tri-County Access Environmental Impact Statement.

Overview: 2019 Move Illinois Program – Year Eight

In 2019, the fiscal year capital budget includes funding for the eighth year of the 15-year, \$14.2 billion Move Illinois Program. For fiscal year 2019, approximately \$1.4 billion is allocated for Move Illinois.

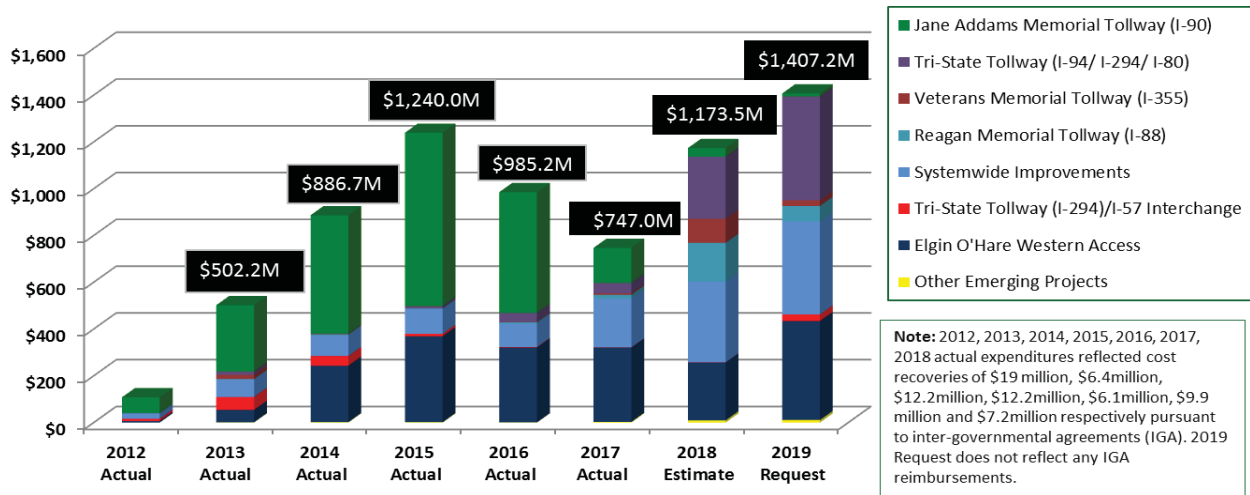


EXHIBIT 79

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 \$12.6 million will be expended on the Jane Addams Memorial Tollway in 2019 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	2019 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	\$3.9
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	\$0.0
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	\$0.0
Infrastructure Renewal	Bridge and Ramp Repairs	Corridorwide		2013-2026	\$6.7
	Utilities / ROW and Corridor Support	Corridorwide			\$2.0
Jane Addams Memorial Tollway (I-90) Total:					\$12.6

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	2019 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	\$262.4
Infrastructure Replacement	Reconstruct 4 Lanes	Edens Spur (MP 25.0 to 30.0)	5.0	2018-2020	\$45.6
Infrastructure Renewal	Bridge and Ramp Repairs	Corridorwide		2018-2026	\$2.9
	Utilities / ROW and Corridor Support	Corridorwide			\$133.8
Tri-State Tollway (I-94/I-294/I-80) Total:					\$444.7

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 2019, the Tollway expects to spend \$444.7 million on the corridor. Design efforts will continue for roadway reconstruction and widening between 95th Street and Balmoral Avenue, with planned expenditures of \$71 million.

Early-stage construction will continue and includes roadway rehabilitation and widening between the O'Hare Oasis and Balmoral Avenue as well as continued construction of the I-294/I-490 Interchange. Advance intelligent transportation systems relocation between 95th Street and Balmoral Avenue will also begin in 2019. In 2019, \$44.5 million has been allocated to begin construction activities on the Mile Long Bridge over the Des Plaines River and the Burlington Northern Santa Fe Railroad Bridge over I-294. Right-of-way acquisition spending of \$103.7 million is anticipated to occur in 2019 along with \$30.1 million in utility relocations. \$45.6 million has been allocated towards the ongoing Edens Spur reconstruction.

Veterans Memorial Tollway (I-355)

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

Need	Project Type	Project Limits	Length (miles)	Construction Period	2019 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	\$23.2
Infrastructure Renewal	Bridge & Ramp Repairs	I-80 to Army Trail Rd (MP 0.0 to 30.0)	30.0	2012-2026	\$0.4
	Utilities / ROW and Corridor Support	Corridorwide			\$0.1
Veterans Memorial Tollway (I-355) Total:					\$23.7

EXHIBIT 82

Approximately \$23.7 million is allocated in 2019 for improvements on I-355, which includes \$23.2 million to complete 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	2019 Request
Reconstruct					
Infrastructure Replacement	Reconstruct 6 Lanes	York Road to I-290 (MP 139.0 to 140.5)	1.5	2018-2019	\$15.9
Infrastructure Replacement	Reconstruct 4 Lanes	East-West Connector between I-294 / I-88	3.7	2018	\$14.0
Sub Total:					\$29.9
Restore					
Infrastructure Renewal	Mill, Patch and Overlay	Illinois Route 251 to Illinois Route 56 (MP 76.0 to 114.0)	38.1	2017-2019	\$31.0
Infrastructure Renewal	Mill, Patch and Overlay	Aurora Toll Plaza (61) to Illinois Route 59 (MP 118.0 to 123.5)	5.5	2017-2019	\$2.0
Infrastructure Renewal	Bridge and Ramp Repairs	Corridorwide		2018-2026	\$3.0
	Utilities / ROW and Corridor Support	Corridorwide			\$0.6
Sub Total:					\$36.7
Reagan Memorial Tollway (I-88) Total:					\$66.6

EXHIBIT 83

Approximately \$66.6 million will be spent in 2019, which includes \$31 million for pavement rehabilitation between Illinois Route 251 and Illinois Route 56, \$15.9 million for roadway reconstruction between York Road and I-290 and \$14 million for reconstruction of the connector ramp between the Tri-State Tollway

(I-294) and I-88.

Systemwide Projects

An estimated \$397.6 million will be spent in 2019 on systemwide improvements including \$119.1 million for bridge, pavement and safety improvements and \$58.9 million for toll collection and information technology-related projects. Over \$42.9 million has been allocated for construction of interchange improvements on the Reagan Memorial Tollway (I-88) at Illinois Route 47 and on the Jane Adams Tollway (I-90) at Illinois Route 23, which will begin in 2019.

Tollway maintenance facility upgrades will continue in 2019 with approximately \$35 million in improvements planned. Building renovations at the Hillside (M-2) maintenance site will begin, as will construction of an annex building for the Downers Grove (M-14) maintenance site. Approximately \$8.5 million has also been allocated for the construction of an I-PASS Customer Service Center at the Central Administration Building.

In addition, nearly \$82.3 million is budgeted for other capital expenditures such as, fleet, GEC, Traffic Engineer, ITS, traffic and incident management system, enterprise resource planning, Central Administration space utilization and job order contracting etc. and approximately \$38 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	2019 Request
Systemwide Maintenance Facilities					
Infrastructure Replacement	Reconstruct	All	n/a	2014-2026	\$35.0
Systemwide Maintenance Facilities Subtotal:					\$35.0
Systemwide Improvements					
Infrastructure Renewal	Bridge, Pavement, Drainage and Safety Appurtenance Repairs	Systemwide	n/a	2012-2026	\$119.1
Infrastructure Enhancement	Business Systems/ IT and ITS Upgrades	Systemwide	n/a	2012-2026	\$22.2
Capital Requirements	Other Capital Projects	Systemwide	n/a	2017-2026	\$82.3
Access Expansion	Service Interchanges	Systemwide	n/a	2012-2026	\$42.9
Toll Collection Upgrades	Plaza Modifications for Electronic Tolling Upgrades	Systemwide	n/a	2012-2026	\$36.7
	Utilities/ROW and Corridor Support	Systemwide	n/a	2012-2026	\$21.4
	Program Support	Systemwide	n/a	2012-2026	\$38.0
Systemwide Improvements Subtotal:					\$362.6
Systemwide Total:					\$397.6

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. The second phase of interchange construction will begin in 2019, with \$28 million estimated to be spent by the Tollway for ongoing design as well as construction of the median and two ramps.

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

Need	Project Type	Project Limits	Length (miles)	Construction Period	2019 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
System Expansion	New Ramps, Structures and Toll Plazas	Other Ramps	n/a	2019-2024	\$27.6
	Utilities / ROW and Corridor Support		n/a	2012 - 2024	\$0.4
Tri-State (I-294)/I-57 Interchange Total:					\$28.0

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	\$62.9
System Expansion	Construct 4 New Lanes	South Leg of Western Access Thorndale Avenue to I-294 via York Road	3.0	2016-2025	\$79.4
System Expansion	Construct 4 New Lanes	North Leg of Western Access Thorndale Avenue to I-90 via York Road	3.2	2015-2023	\$68.2
	Utilities / ROW and Corridor Support		n/a	2012 - 2026	\$250.1
	Local Contribution *		n/a	2014-2023	(\$37.3)
Elgin O'Hare Western Access Total:					\$423.3

* 2019 Total Budget Request of \$423.3 million includes (\$37.3) million estimated to be non-Tollway funding.

EXHIBIT 86

Approximately \$423.3 million is allocated in 2019 for the ongoing Elgin O'Hare Western Access Project, plus an additional \$37.3 million of federal Congestion Mitigation and Air Quality (CMAQ) Improvement Program grant funds and other local contributions. Approximately \$29.2 million will be spent on continuing design services and coordination for the I-490 Interchange including the associated ramps and bridges, the I-490/I-294 Interchange and the southern segment of I-490 from I-294 to Franklin Avenue/Green Street. Approximately \$13.1 million will be spent on design services of the I-490/I-90 Interchange and the northern segment of I-490 between Devon Avenue and I-90. Construction in 2019 will include the construction on the I-490 Interchange, continued construction at the Illinois Route 19 Interchange construction at the I-490/I-294 Interchange, and construction work at the I-490/I-90 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 \$10.7 million in 2019 for various emerging projects.

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 and create as many as 120,000 jobs and link economies across the Midwest. At the completion of 2019, the Illinois Tollway will have spent more than 50 percent of the \$14 billion *Move Illinois* Program budget.

Move Illinois maps out the Illinois Tollway's capital program for 2012-2026.

Projects Include:

- Reconstruction 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 two new, all-electronic tollways, the I-490 Tollway and the Illinois Route 390 Tollway along with direct access to and from O'Hare International Airport.
- Integrating transit on the Jane Addams Memorial Tollway (I-90) and planning for other emerging projects.

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 and 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 decisionmakers. 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 233.3 lane miles or an increase of about 11 percent to bring total lane miles to 2,277.5 in 2018. The expansion is primarily due to addition of the new Illinois Route 390 Tollway, widening of the Jane Addams Memorial Tollway (I-90) through the addition of lanes and construction of additional interchanges, and the addition of the I-90 Eastbound Cumberland Flyover Ramp.

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 program.

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 program.

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 program 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:

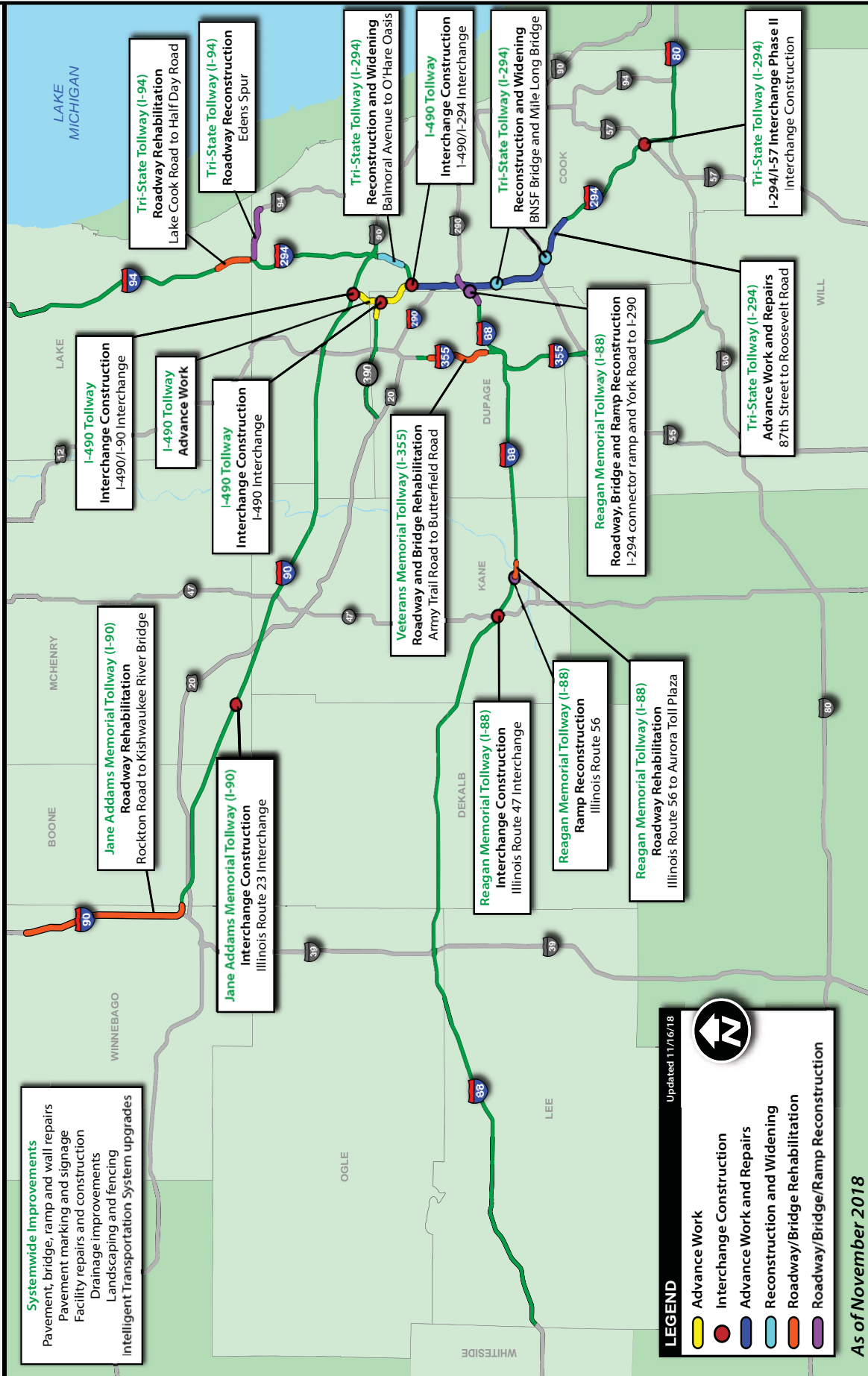
- Project Manager up to \$30,000
- Chief Engineering Officer up to \$100,000
- Executive Director up to \$150,000
- Chairman up to \$200,000
- Board over \$200,000

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.



2019 Capital Program Construction Highlights





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 is being financed with a combination of current revenue and bond proceeds. The Board's approval of the *Move Illinois* Program: (i) included 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) affirmed prior increases on commercial vehicle toll rates of approximately 60 percent 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 affirmed prior commercial vehicle toll rate increase also included, starting January 1, 2018, annual toll rate adjustments based on the Consumer Price Index ("CPI"). Such annual adjustment for 2018 was based on a CPI-based increase of 1.839 percent and for 2019 will be based on a CPI-based increase of 2.254 percent.

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 portion of the Tri-State Tollway (I-294). In part to partially mitigate such additional cost, certain revenue enhancements intended to reduce the amount of evaded tolls and increase evasion recovery were implemented, including a video tolling rate increase effective February 1, 2018 for transponder account holders that utilize video tolling more than five times in a month.

The Tollway's Board of Directors has authorized, on December 13, 2012, June 26, 2014, September 24, 2015, February 25, 2016 and September 28, 2017, the issuance of revenue bonds in support of the *Move Illinois* Program. The total bond par amount of such authorizations is \$3.5 billion. To date, the Tollway has issued revenue bonds with par amounts totaling \$2.8 billion in support of the *Move Illinois* Program, consisting of the following:

Series	Date of Issue	Par Amount	Net Proceeds for <i>Move Illinois</i> Program
2013A	May 16, 2013	\$500 million	\$523 million
2014B	June 04, 2014	\$500 million	\$516 million
2014C	Dec 04, 2014	\$400 million	\$424 million
2015A	July 30, 2015	\$400 million	\$414 million
2015B	Dec 17, 2015	\$400 million	\$422 million
2016B	June 16, 2016	\$300 million	\$342 million
2017A	Dec 06, 2017	\$300 million	\$332 million
Totals		\$2,800 million	\$2,973 million

The Tollway anticipates issuing additional bonds to finance a portion of the *Move Illinois* Program in the first quarter of 2019 in an estimated par amount of \$300 million, expected to produce \$310 million of proceeds for *Move Illinois* Program costs. The Tollway anticipates one bond issuance during the third quarter of 2019 to finance a portion of the *Move Illinois* Program, in an estimated par amount of \$400 million. Depending on market conditions and/or other factors, the amounts and timing are subject to change.

The Tollway's Board of Directors has also authorized up to \$1.5 billion of bonds to: (i) refund all or portions of its \$700 million Series 2007A synthetic fixed-rate bonds and \$476.525 million Series 2008A synthetic fixed-rate bonds, and for both series terminate associated swaps; and (ii) refund a \$78.06 million portion of its Series 2009A Bonds.

Congestion-Relief Program

The Tollway's Congestion-Relief Program (the "CRP") commenced in 2005 and, as amended in 2007, had an estimated cost of \$6.3 billion. As the CRP progressed, its estimated cost was reduced to \$5.7 billion. Approximately \$3.5 billion of CRP costs were financed by revenue bonds and the remainder was funded by revenues. The CRP is substantially complete; remaining CRP costs of approximately \$6 million are expected to have been paid from revenues during 2018.

DEBT PROFILE

Outstanding Debt

On January 1, 2019, after payment of five principal payments due January 1, 2019 totaling \$30.91 million, the Tollway will have \$5,963,770,000 of bonds outstanding. Of such outstanding par amount of bonds:

- i. \$2,800,000,000 financed portions of the *Move Illinois* Program and \$3,163,770,000 financed or refinanced portions of the CRP; and
- ii. 4,789,745,000 (80 percent) are fixed-rate bonds and \$1,174,025,000 (20 percent) are variable-rate bonds that have been swapped to a fixed interest rate ("synthetic fixed-rate bonds").

Bond par amount typically differs from capital expenditures financed, due to bond issue discounts/premiums, 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/investments in a refunding escrow differs from the principal amount of the refunded bonds.

The following table lists each outstanding series and its respective final maturity, principal outstanding after scheduled principal payments due January 1, 2019, 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, 2019*

<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	379,200,000	Variable
2008 Series A-2**	1/1/2031	94,825,000	Variable
2009 Series A**	1/1/2034	478,060,000	Fixed
2009 Series B**	12/1/2034	280,000,000	Fixed
2010 Series A-1**	1/1/2031	276,560,000	Fixed
2013 Series A***	1/1/2038	500,000,000	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	243,345,000	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***	1/1/2042	300,000,000	Fixed
Total		\$5,963,770,000	

* Amounts shown are after payments due January 1, 2019, funds for which are remitted to the Bond Trustee during the prior fiscal year.

** CRP financing.

*** *Move Illinois* financing.

EXHIBIT 88

PLANNED 2018/2019 DEBT ISSUANCE

New Money

The Tollway currently anticipates \$300 million of bonds to be issued in the first quarter of 2019 to finance a portion of the *Move Illinois* Program, and an additional \$400 million of issuance for the same purpose in the third quarter of 2019. 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 continues to explore opportunities to reduce risks associated with its \$1,176,525,000 synthetic fixed-rate bonds, which will total . 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 \$4,875,000 of Series 2008A Bonds reduce the amount of synthetic fixed-rate bonds to \$1,174,025,000 as of January 1, 2019, to the extent such bonds are not refunded.

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 four of the nine credit and liquidity facilities are scheduled to expire in the first quarter of 2019. The Tollway expects to renew or replace the expiring facilities prior to the expirations of their terms, to the extent such bonds are not refunded.

The Tollway continues 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 Tollway currently expects to complete a refunding of a portion of its synthetic fixed-rate bonds in the first quarter of 2019. Such refunding is subject to change depending on market conditions. 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, swap counterparties 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 increased debt service. The Fiscal Year 2019 Budget includes \$2 million contingency for increased debt service on synthetic fixed-rate bonds, including from a possible refunding/restructuring.

The 2019 Budget includes transfers of 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. The Tollway currently expects to refund up to a \$78.06 million portion of its Series 2009A Bonds in the first quarter of 2019, dependent on market conditions. No refunding issuance and estimated debt service savings have been assumed in the 2019 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 the first quarter of 2019; and (ii) \$400 million fixed-rate bonds during 2019. 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 \$478.06 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 2017 and are expected to reduce 2018 and 2019 debt service by \$15.1 million and \$14.9 million, respectively. The subsidy payments were originally expected to be higher, but have been reduced due to federal sequestration. The current reduction in effect is a reduction of 6.2 percent.

**Tollway Estimated Debt Service Obligations
(\$ Millions)**

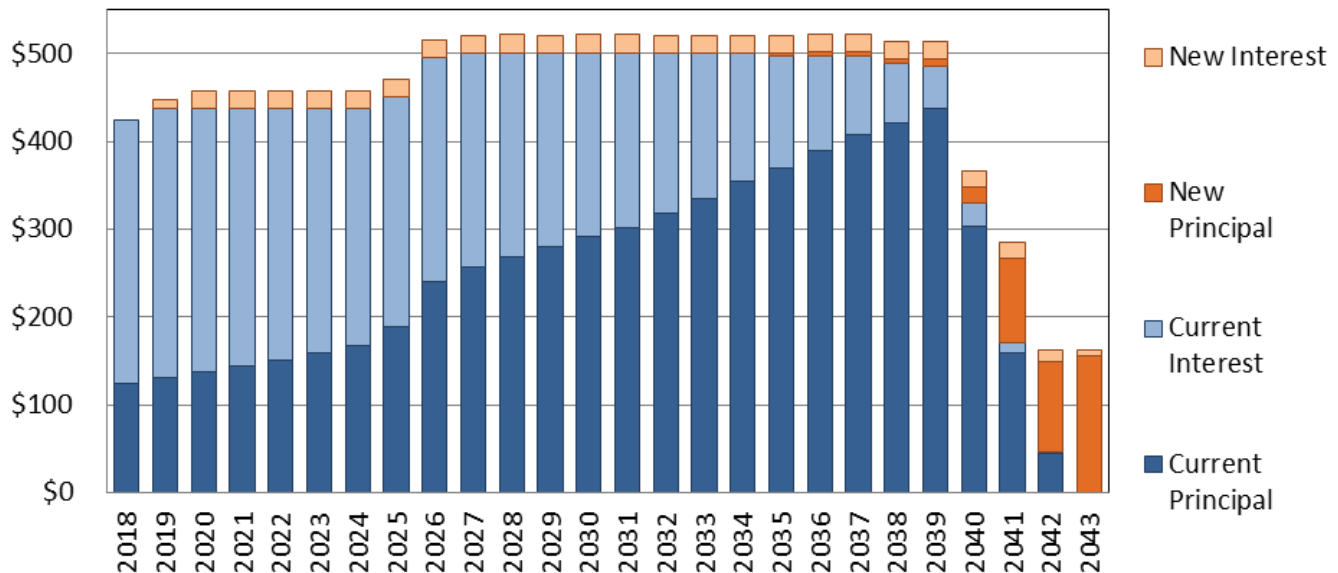


EXHIBIT 89

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 2018 and budgeted at 2.5x in 2019, 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 2018 and budgeted at 2.6x in 2019. 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, 2018, MADS is \$486,246,548 (which is the debt service obligation for fiscal year 2030), and the Debt Reserve Account is valued at \$489,722,372, consisting of \$389,722,372 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 2017, estimated debt service coverage for 2018 and budgeted debt service coverage for 2019. 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 2012-2017, Estimated 2018 and Budgeted 2019

	(\$thousands)							
	Actual						Estimated	Budgeted
	2012	2013	2014	2015	2016	2017	2018	2019
Operating Revenues	\$963,755	\$1,009,776	\$1,036,156	\$1,220,463	\$1,298,800	\$1,401,818	\$1,455,000	\$1,510,000
Operating Expenses	\$253,058	\$277,512	\$297,821	\$298,479	\$309,239	\$319,538	\$352,800	\$365,400
Net Operating Revenues	\$710,697	\$732,263	\$738,335	\$921,984	\$989,561	\$1,082,279	\$1,102,200	\$1,144,600
Debt Service (incl. Liq. Fees)	\$260,872	\$308,255	\$315,485	\$365,398	\$393,912	\$405,840	\$429,461	\$455,600
Debt Service Coverage (X)	2.72	2.38	2.34	2.52	2.51	2.67	2.57	2.51
Build America Bond ("BAB") Subsidies & Pre-paid Interest	\$16,244	\$14,953	\$15,066	\$15,099	\$15,131	\$15,148	\$15,205	\$14,856
Debt Service Coverage after BAB Subsidies & Pre-paid Interest (X)	2.91	2.50	2.46	2.63	2.61	2.77	2.66	2.59

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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 November 2018. 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)
2017	(\$208.4 million)

Estimated mark-to-market valuations for each of the swaps as of September 30, 2018, are as follows:

The Illinois State Toll Highway Authority
Swap Portfolio as of September 30, 2018
 (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	(\$23,371)
2007 SERIES A-1	Goldman Sachs Bank USA	175,000	3.9720%	SIFMA	7/1/2030	(\$23,371)
2007 SERIES A-1 TOTAL		\$350,000				(\$46,741)
2007 SERIES A-2	Bank of America, N.A.	262,500	3.9925%	SIFMA	7/1/2030	(\$35,486)
2007 SERIES A-2	Wells Fargo Bank*	87,500	3.9925%	SIFMA	7/1/2030	(\$11,829)
2007 SERIES A-2 TOTAL		\$350,000				(\$47,315)
2008 SERIES A-1	The Bank of New York	190,600	3.7740%	SIFMA	1/1/2031	(\$22,081)
2008 SERIES A-1	Deutsche Bank AG, NY Branch	190,600	3.7740%	SIFMA	1/1/2031	(\$22,081)
2008 SERIES A-1 TOTAL		\$381,200				(\$44,161)
2008 SERIES A-2	Bank of America, N.A.**	95,300	3.7640%	SIFMA	1/1/2031	(\$10,966)
2008 SERIES A-2 TOTAL		\$95,300				(\$10,966)
TOTAL		\$1,176,500				(\$149,184)

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.

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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.

2019 Budget Planning Calendar by Task	Date(s)	
Prepare capital planning materials including current expenditures for roadway and non-roadway capital projects, New capital budget request forms and instructions.	6/4/2018	6/25/2018
Departments develop new capital requests through internal planning meetings and information gathering. Department chiefs manage the review process before the request is submitted to the Budget Office.	7/5/2018	8/6/2018
Prepare economic assumptions for salaries, wages, FICA and retirement, and guidelines regarding overall operating budget growth or reduction based on current or future programs.	6/4/2018	7/20/2018
Executive Director & CFO review and approve budget package which includes budget guidance, instructions and spreadsheets requesting justification.	7/13/2018	7/19/2018
Departments develop their operating budget request through internal planning meetings and information gathering. Department chiefs manage the review process before the request is submitted to the Budget Office.	7/19/2018	8/23/2018
Budget Office 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.	8/27/2018	8/31/2018
Accounting Office prepares most recent financial data regarding revenues and expenditures for use in projecting revenues and expenditures for year end.	8/31/2018	9/21/2018
Meetings are held with Department Chiefs, the CFO, Deputy Chief of Finance and Budget staff to discuss and finalize the departmental budget requests.	8/24/2018	9/5/2018
Budget Office incorporates any changes to department requests from the meetings held.	8/31/2018	9/7/2018
Meetings are held with the Executive Director, Chief Operating Officer, CFO and Deputy Chief of Finance to discuss any modifications to each Department's budget request.	9/7/2018	9/14/2018
Traffic Engineer submits Annual Toll Revenue Certificate.	9/7/2018	10/2/2018
RRI Cash Flow is developed with Revenue, Debt Service & RRI costs for review by Consultant Engineer for the RRI Letter.	9/12/2018	9/12/2018
Consulting Engineer submits RRI Letter.	9/12/2018	10/2/2018
Budget Office - Develops 2019 Tentative Budget Power Point Presentation.	9/14/2018	9/26/2018
Meeting with Dept chiefs, Exe. Director and CFO are held, if necessary to finalize 2019 Budget.	9/19/2018	9/21/2018

2019 Budget Planning Calendar by Task	Date(s)	
CFO and Executive Director /Review and approve 2019 Presentation.	9/28/2018	10/1/2018
The CFO, Deputy Chief of Finance, & the Communications Dept review & edit Budget Book.	9/28/2018	10/5/2018
CFO and Deputy Chief of Finance meet with Executive Director and Chief of Staff on Budget Presentation.	10/10/2018	10/12/2018
Budget Office sends Presentation to the Chairman for review.	10/10/2018	10/12/2018
Conference call with the Chairman, the Executive Director, Chief of Staff, CFO and Deputy Chief of Finance for a final review of the Budget Presentation.	10/12/2018	10/12/2018
Budget does a final review of the Budget Book and Presentation after final comments/updates are received.	10/12/2018	10/12/2018
The 2019 Tentative Budget Book is presented to the FAO Committee via a Power Point Presentation; copies of the Budget Book are distributed to FAO members.	10/18/2018	10/18/2018
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.	10/25/2018	10/25/2018
2019 Tentative Budget Book & Presentation are posted on Tollway's website.	10/26/2018	10/26/2018
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.	10/26/2018	11/9/2018
Public Hearing for public comments.	11/11/2018	11/30/2018
Public comment (with transcripts) report prepared by Communications and distributed to Boad members.	11/30/2018	12/15/2018
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.	10/31/2018	12/3/2018
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.	12/10/2018	12/10/2018
2019 Final Budget is presented to the Board for approval.	12/20/2018	12/20/2018
The Final Budget Book is posted on the Tollway website.	12/21/2018	12/21/2018

2019 Budget Planning Calendar by Task	Date(s)	
The Final Budget Books are distributed to Springfield, Rating Agencies and other entities for compliance with continuing disclosure requirements.	12/21/2018	12/21/2018
A written statement and report covering activities for the preceding calendar year is filed.	1/2/2019	3/15/2019
GFOA application and Budget Book is submitted for Budget Award consideration.	2/1/2019	3/15/2019

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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 Financial and Compliance Examination Report issued by the CPA firm, as well as 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, with an extension opening in November 2017. As a result of this growth, the Tollway saw average daily transactions grow from 485 thousand in 1970 to 2.7 million in 2017 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



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User Profile

Passenger cars account for approximately 89 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 9 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 6 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 12 percent below the average month in 2017.

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 2017 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 more than 930,000 residents in 2017. 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 285,000. 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. 2017

County	1980 Population*	2017 Population**	Net Change	Annual % Change
Boone	28,600	53,500	24,900	1.7%
Cook	5,253,600	5,211,300	(42,300)	0.0%
De Kalb	74,600	104,700	30,100	0.9%
DuPage	658,900	930,100	271,200	0.9%
Kane	278,400	534,700	256,300	1.8%
Lake	440,400	703,500	263,100	1.3%
Lee	36,330	34,400	(1,930)	(0.1%)
McHenry	147,900	309,100	161,200	2.0%
Ogle	46,300	51,100	4,800	0.3%
Whiteside	66,000	56,100	(9,900)	(0.4%)
Will	324,500	692,700	368,200	2.1%
Winnebago	250,900	284,800	33,900	0.3%
Total	7,606,430	8,966,000	1,359,570	0.4%

*US Census Bureau, 1980 census

**US Census Bureau, 2017 estimate

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Service Area Population 2010 vs. 2017

County	2010 Population*	2017 Population**	Net Change	Annual % Change
Boone	54,200	53,500	(700)	(0.2%)
Cook	5,194,700	5,211,300	16,600	0.0%
De Kalb	105,200	104,700	(500)	(0.1%)
DuPage	916,900	930,100	13,200	0.2%
Kane	515,300	534,700	19,400	0.5%
Lake	703,500	703,500	0	0.0%
Lee	36,000	34,400	(1,600)	(0.6%)
McHenry	308,800	309,100	300	0.0%
Ogle	53,500	51,100	(2,400)	(0.7%)
Whiteside	58,500	56,100	(2,400)	(0.6%)
Will	677,600	692,700	15,100	0.3%
Winnebago	295,300	284,800	(10,500)	(0.5%)
Total	8,919,500	8,966,000	46,500	0.1%

*US Census Bureau, 2010 census

**US Census Bureau, 2017 estimate

EXHIBIT 95

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 2017 vs. 2040

County	2017 Population*	2040 Population Estimate**	Net Change	Annual % Change
Boone	53,500	80,000	26,500	1.8%
Cook	5,211,300	5,571,800	360,500	0.3%
De Kalb	104,700	133,500	28,800	1.1%
DuPage	930,100	1,011,400	81,300	0.4%
Kane	534,700	803,200	268,500	1.8%
Lake	703,500	923,400	219,900	1.2%
Lee	34,400	37,500	3,100	0.4%
McHenry	309,100	544,000	234,900	2.5%
Ogle	51,100	60,000	8,900	0.7%
Whiteside	56,100	58,600	2,500	0.2%
Will	692,700	1,270,000	577,300	2.7%
Winnebago	284,800	354,400	69,600	1.0%
Total	8,966,000	10,847,800	1,881,800	0.8%

*US Census Bureau 2017 estimate

**Woods & Poole Economics, Inc. (W&P), "2013 Complete Economic and Demographic Data Source (CEDDS)" and al, Chalabi Group, LTD.

EXHIBIT 96

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 2010 – 2017

Employment in the 12-county service area increased by nearly 750,000 jobs from 2010 to 2017. The largest employment increase occurred in Cook County with nearly 447,000 new jobs followed by 122,500 new jobs in DuPage County. All other counties also showed increases between 1,600 and 78,200 jobs. 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 2010 vs. 2017

County	2010 Employment	2017 Employment *	Net Change	Annual % Change
Boone	19,800	23,900	4,100	2.7%
Cook	3,122,800	3,569,700	446,900	1.9%
DeKalb	52,800	54,800	2,000	0.5%
DuPage	689,700	812,200	122,500	2.4%
Kane	257,300	277,700	20,400	1.1%
Lake	428,900	476,900	48,000	1.5%
Lee	15,400	17,400	2,000	1.8%
McHenry	134,800	144,800	10,000	1.0%
Ogle	22,400	24,000	1,600	1.0%
Whiteside	27,100	28,700	1,600	0.8%
Will	252,300	330,500	78,200	3.9%
Winnebago	155,300	167,800	12,500	1.1%
Total	5,178,600	5,928,400	749,800	2.0%

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

*2017 employment from Woods & Poole Economics, Inc. (W&P), "2018 Complete Economic and Demographic Data Source (CEDDS).

EXHIBIT 97

Tollway Service Area Employment 2017 – 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 2017 vs. 2040

County	2017 Employment *	2040 Forecast Employment**	Net Change	Annual % Change 2017-2040
Boone	23,900	26,500	2,600	0.4%
Cook	3,569,700	3,534,900	(34,800)	0.0%
DeKalb	54,800	70,000	15,200	1.1%
DuPage	812,200	851,700	39,500	0.2%
Kane	277,700	509,600	231,900	2.7%
Lake	476,900	638,100	161,200	1.3%
Lee	17,400	20,200	2,800	0.7%
McHenry	144,800	321,500	176,700	3.5%
Ogle	24,000	31,800	7,800	1.2%
Whiteside	28,700	32,800	4,100	0.6%
Will	330,500	673,000	342,500	3.1%
Winnebago	167,800	193,400	25,600	0.6%
Total	5,928,400	6,903,500	975,100	0.7%

*2017 employment from Woods & Poole Economics, Inc. (W&P), "2018 Complete Economic and Demographic Data Source (CEDDS).

**Woods & Poole Economics, Inc. (W&P), "2013 Complete Economic and Demographic Data Source (CEDDS)" and al, Chalabi Group, LTD.

EXHIBIT 98

Appendix





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

October 1, 2018

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

Subject: Annual Toll Revenue Certificate 2019

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 2018 and the subsequent Fiscal Year 2019. 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 revenue forecasts are based on several key variables. 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. Factors that may cause traffic and revenue to vary from historical trends include construction both on and off the Tollway system, weather-related events, and land-use developments. 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, CDM Smith addresses any factors that will affect traffic in the coming months and following year. Factors that may affect future traffic and revenue include scheduled construction, both on and off the system; system improvements, including added capacity or new interchanges; planned developments; and expected near-term economic trends.





Mr. Michael Colsch

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Total revenue for January through August 2018 exceeds expected revenue for the same period in 2017 by an estimated 2.7 percent, or \$24.9 million.¹ Continued growth on the Jane Addams, following the completion of widening and reconstruction in December 2016, accounts for more than half of this revenue increase. Other factors contributing to 2018 revenue growth include a significant increase in commercial vehicle traffic and the opening of the Illinois Route 390 (IL 390) eastern extension on November 1, 2017.

Commercial vehicle expected revenue for January through August 2018 exceeds expected revenue for the same period in 2017 by an estimated 7.2 percent. This can be attributed to strong growth in commercial vehicle traffic—especially on the Jane Addams and Tri-State Tollways—and a 1.8 percent increase in commercial vehicle toll rates, starting on January 1, 2018.

Passenger car 2018 expected revenue through August is an estimated 0.9 percent below 2017 expected revenue for the same period. This is attributed to construction impacts that have exceeded growth in passenger vehicle traffic.

Construction projects on the Tollway system that have impacted 2018 revenue include:

- Pavement repair, bridge repair, and resurfacing on the north Tri-State Tollway
- Reconstruction and widening on the central Tri-State Tollway
- Resurfacing on the western Reagan Memorial Tollway
- Reconstruction on the eastern Reagan Memorial Tollway
- Resurfacing on the Veterans Memorial Tollway
- IDOT construction on connecting and contributing facilities

Revenue growth between 2017 and 2018 was lowest in July and August due to expanded construction activities in these months. This expanded construction schedule is expected to continue through the end of 2018, resulting in lower revenue growth in the second half of 2018.

Revenue growth in 2019 is expected to outpace 2018. In addition to natural growth in regional travel demand, much of the increase is attributable to the 2018 completion of construction activity on I-88, which has had negative traffic and revenue impacts. However, growth in 2019 is still expected to be somewhat blunted by ongoing construction activity. Lastly, the November 2017 opening of the eastern section of IL 390 resulted in an influx of new trips for most of 2018. There is no comparable system expansion in 2019.

¹ Year-end audited results may differ.





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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

This section compares year-to-date 2018 transactions (January through August) to transaction trends over the last 5 years—between 2013 and 2017. The comparison is first presented for total transactions on the Tollway. It is followed by the same comparison for passenger car and commercial vehicle transactions.

Table 1 presents total, observed systemwide transactions by month between January 2013 and August 2018. Transactions have increased every year, at an accelerating rate, since 2013. In addition, growth rates increased with each year between 2013 and 2017. The increasing growth over the last 5 years can be attributed to a continuously improving economy, a rise in commercial vehicle traffic, the opening of the new IL 390 Tollway in 2016, the completion of widening the Jane Addams Memorial Tollway in 2017, and the opening of new interchanges.

Table 1 – Total Transactions by Month (Millions)

	2013		2014		2015		2016		2017		2018	
	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	
January	61.9	-4.5%	59.1	9.8%	64.9	3.6%	67.2	10.3%	74.2	4.6%	77.6	
February	57.1	1.0%	57.7	4.2%	60.1	11.0%	66.6	6.7%	71.1	-0.4%	70.8	
March	65.7	2.5%	67.4	6.2%	71.6	5.0%	75.2	8.4%	81.5	5.1%	85.6	
April	66.7	4.1%	69.5	5.4%	73.2	1.3%	74.2	8.7%	80.6	4.0%	83.9	
May	72.2	2.9%	74.3	3.7%	77.0	2.7%	79.1	10.1%	87.1	3.8%	90.4	
June	70.3	4.5%	73.5	5.5%	77.5	2.6%	79.5	10.4%	87.8	1.7%	89.3	
July ⁽¹⁾	73.6	4.0%	76.6	5.7%	80.9	4.7%	84.7	3.6%	87.8	2.0%	89.6	
August	75.5	0.7%	76.1	4.7%	79.7	8.0%	86.0	5.1%	90.4	0.1%	90.5	
September	68.7	3.9%	71.4	5.8%	75.5	7.5%	81.2	4.5%	84.9			
October	72.3	3.8%	75.1	4.0%	78.1	6.5%	83.1	4.2%	86.6			
November ⁽²⁾	66.4	1.9%	67.6	4.7%	70.8	10.9%	78.5	6.3%	83.5			
December	65.5	7.0%	70.1	3.2%	72.3	5.7%	76.4	7.1%	81.8			
Total	816.0	2.7%	838.3	5.2%	881.6	5.7%	931.9	7.0%	997.3			
Total (Jan-Aug)									660.5	2.6%	677.7	

(1) Tolling on IL 390 between Lake Street and Rohlwing Road (IL 53) began on July 5, 2016.

(2) Tolling on IL 390 between Rohlwing Road (IL 53) and Busse Road (IL 83) began on November 1, 2017.



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For 2018 year-to-date, transactions are 2.6 percent higher than in the same period last year. Transactions on the new IL 390 facility account for more than half of that growth. The IL 390 eastern extension opened on November 1, 2017, more-than-doubling the number of tolling points on this facility. Another significant source of transaction growth is the Jane Addams Memorial Tollway (I-90) following the December 2016 completion of the multi-year widening and improvement program. In addition, seven new tolled ramps opened on the Jane Addams between November 2016 and August 2017. As of August 2018, transactions on the Jane Addams Memorial Tollway have increased by 8.7 percent over the same period in 2017.

Transactions on all other facilities (I-294/I-94, I-88, and I-355) are lower for 2018 year-to-date, as compared to the same period in 2017. This decrease in transactions can be attributed to multiple construction projects occurring on these facilities.

Recent passenger car (PC) transactions are presented in **Table 2**. From January through August 2018, PC transactions have increased by 2.1 percent over the same period last year. Similar to total transaction growth trends, PC growth has been aided by a growing national and regional economy, the opening of the eastern extension of IL 390, and the completion of widening and improvements to the Jane Addams Memorial Tollway.

Table 2 – Passenger Car Transactions by Month (Millions)

	2013		2014		2015		2016		2017		2018	
	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	
January	54.6	-5.2%	51.7	10.5%	57.1	4.2%	59.5	10.4%	65.7	4.1%	68.4	
February	50.3	0.6%	50.6	4.4%	52.8	11.2%	58.8	7.2%	63.0	-1.2%	62.2	
March	58.3	2.0%	59.4	6.1%	63.0	5.2%	66.3	8.7%	72.1	5.0%	75.7	
April	58.8	3.8%	61.0	5.5%	64.4	1.6%	65.4	9.6%	71.7	3.4%	74.1	
May	63.7	2.8%	65.4	4.1%	68.1	2.7%	70.0	10.2%	77.1	3.3%	79.6	
June	62.3	4.0%	64.7	5.6%	68.4	2.4%	70.0	10.9%	77.7	1.5%	78.8	
July ⁽¹⁾	65.2	3.5%	67.5	6.2%	71.7	5.3%	75.5	3.8%	78.3	1.0%	79.2	
August	66.8	0.5%	67.1	5.1%	70.5	7.7%	76.0	5.0%	79.8	-0.4%	79.5	
September	60.5	3.2%	62.5	6.4%	66.5	7.9%	71.7	4.9%	75.2			
October	63.4	3.5%	65.6	4.6%	68.6	7.1%	73.5	4.0%	76.4			
November ⁽²⁾	58.6	1.8%	59.7	4.8%	62.5	10.8%	69.3	6.3%	73.7			
December	58.1	6.6%	61.9	3.4%	64.0	5.7%	67.7	7.5%	72.8			
Total	720.5	2.3%	737.2	5.5%	777.7	5.9%	823.6	7.3%	883.5			
Total (Jan-Aug)									585.4	2.1%	597.5	

(1) Tolling on IL 390 between Lake Street and Rohlwing Road (IL 53) began on July 5, 2016.

(2) Tolling on IL 390 between Rohlwing Road (IL 53) and Busse Road (IL 83) began on November 1, 2017.





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Table 3 presents recent commercial vehicle transaction growth. For the period from January through August 2018, commercial vehicle transactions increased 6.7 percent over the same period in 2017.

Table 3 – Commercial Vehicle Transactions by Month (Millions)

	2013		2014		2015		2016		2017		2018	
	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng
January	7.3	1.2%	7.4	5.0%	7.8	-0.8%	7.7	10.1%	8.5	8.5%	9.2	
February	6.8	4.0%	7.1	2.4%	7.2	8.9%	7.9	2.5%	8.1	6.1%	8.6	
March	7.5	6.9%	8.0	6.9%	8.5	4.0%	8.9	6.4%	9.4	5.8%	10.0	
April	7.9	6.5%	8.4	4.8%	8.8	-0.9%	8.8	2.3%	9.0	9.4%	9.8	
May	8.5	4.3%	8.8	0.3%	8.9	3.0%	9.1	9.5%	10.0	7.7%	10.8	
June	8.1	9.0%	8.8	4.6%	9.2	3.5%	9.5	6.7%	10.2	3.8%	10.5	
July ⁽¹⁾	8.4	7.5%	9.1	1.7%	9.2	-0.3%	9.2	2.7%	9.5	9.9%	10.4	
August	8.7	2.1%	8.9	2.1%	9.1	10.1%	10.0	5.4%	10.6	3.4%	10.9	
September	8.2	9.0%	8.9	1.9%	9.1	4.9%	9.5	1.8%	9.7			
October	8.9	6.2%	9.5	-0.3%	9.5	2.3%	9.7	5.2%	10.2			
November ⁽²⁾	7.8	2.5%	8.0	4.0%	8.3	11.1%	9.2	6.3%	9.8			
December	7.4	9.9%	8.2	1.5%	8.3	5.5%	8.7	3.8%	9.1			
Total	95.5	5.8%	101.0	2.8%	103.9	4.2%	108.3	5.2%	113.9			
Total (Jan-Aug)									75.1	6.7%	80.2	

(1) Tolling on IL 390 between Rohlwing Road (IL 53) and Meacham Road began on July 5, 2016.

(2) Tolling on IL 390 between Rohlwing Road (IL 53) and Busse Road (IL 83) began on November 1, 2017.

Economic Trends

CDM Smith reviewed recent socioeconomic trends and projections for the Chicago area, the Midwest, and the United States. Socioeconomic measures 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 and unemployment from various sources. CDM Smith reviews and incorporates data from as many as 21 individual, independent economic forecasting bodies.

For 2018, national real GDP growth is estimated to average 2.8. This is an upward revision for previous forecasts, reflecting a strengthening employment market and higher-than-anticipated economic output. Forecasts for 2019 indicate that GDP growth is expected to slow slightly to an average of 2.6 percent. National employment is expected to remain strong. The 2018 unemployment rate is projected to average 3.9, and the 2019 employment rate is expected to average 3.6 percent.





Mr. Michael Colsch
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Construction Projects

In 2011, the Tollway adopted the 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*. Major projects include the widening of the Jane Addams Memorial Tollway (I-90), the construction of new access points on the Jane Addams Memorial Tollway, and the Elgin-O'Hare Western Access (IL 390 and I-490). 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 slightly more than \$14 billion.

Table 4 identifies the scheduled construction projects for 2019 that are anticipated to have a significant impact on Illinois Tollway traffic and revenue.

Table 4 – 2019 Major Construction Projects on the Illinois Tollway System

Location	Description of Work
Reagan Memorial Tollway (I-88)	
East-West Connector Ramps	Reconstruction
York Road to I-290	Reconstruction
Veterans Memorial Tollway (I-355)	
BNSF Railroad Bridge	Rehabilitation
Tri-State Tollway (I-294/I-94)	
Edens Spur	Reconstruction
Lake Cook Road to Half Day Road (IL 22)	Rehabilitation
Wolf Road to Balmoral Avenue	Reconstruction
North Avenue to Wolf Road (EOWA Tie-in)	Reconstruction
BNSF Railroad Bridge (near 47th Street)	Reconstruction
Mile-long Bridge (between I-55 and Archer Avenue)	Reconstruction

Methodology and Assumptions

CDM Smith's methodology in developing the 2019 Revenue Certificate is similar to the methodology used in previous years. The forecast is based on historical performance evaluated at a monthly level. This level of detail allows construction impacts to be isolated and analyzed more effectively across different years. 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 addition, analysis at a monthly level allows CDM Smith to account for holiday and weather-related anomalies.

Multiple assumptions were used to calculate the forecasted expected revenue for the 2019 Revenue Certificate. For example, while the baseline PC I-PASS penetration rate has remained steady in recent months, due to a change in Tollway policy, some I-PASS customers without a transponder in their vehicle paid a higher toll rate. Under the revised policy, beginning January 1, 2018, I-PASS





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customers that are V-Tolled more than five times in a calendar month on any individual license plate registered to a customer's I-PASS or other electronic tolling account will be charged the cash toll rate for the sixth and every subsequent V-Toll incurred that month.² A V-Toll is applied when a possible violation occurs; no transponder is read but, upon image review, the license plate is 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 V-Toll will be applied at the I-PASS rate. Data and assumptions regarding the estimated revenue impact of the V-Toll 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 V-Toll revenue has been incorporated into 2018 and 2019 forecasts.

Commercial vehicle assumptions also impact forecast. Starting with 2018, commercial vehicle toll rates are scheduled to increase annually at the rate of inflation.³ Commercial vehicle rates increased 1.8 percent in 2018. In 2019, rates will increase 2.3 percent—an increase from the previously assumed 2.0 percent. In addition to annual inflation-based toll rate increases, commercial vehicle forecasts are impacted by the distribution of commercial vehicle classes. Commercial vehicle forecasts are adjusted to reflect the most recent plaza-level classification distribution.

Lastly, an adjustment process is applied to account for variations in the monthly weekday/weekend distribution, the impacts of holidays, and weather impacts. Holiday impacts vary depending on the day of the week on which a holiday falls. Weather impacts vary in timing and severity. Expected monthly weather impacts are applied to December, January, February, and March based average impacts for those months since 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.

Estimated 2018 and 2019 Toll Revenue

Total expected 2018 toll revenue is estimated at approximately \$1.43 billion. Revenue in 2019 is a function of natural growth in travel demand, scheduled construction activity, the commercial vehicle toll rate increase, and the application of cash toll rates to some V-Toll transactions. In 2019, revenue is estimated to increase by 3.7 percent to approximately \$1.48 billion. **Table 5** presents actual transactions and revenue for January through August and estimated transactions and revenue for September through December. **Table 6** presents estimates for 2019.

² Joint Committee on Administrative Rules. Title 92: Transportation. Chapter IV: Illinois State Toll Highway Authority. Section 2520.550: State Toll Highway Rules I-PASS Customer – Penalties and Fees.

³ Consumer Price Index for all Urban Consumers (CPI-U), or its successor index, over the 12-month period ending on June 30th of the previous year. Source: Illinois Tollway Board Resolution No. 18516, dated November 20, 2008.





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Table 5 – Estimated 2018 Transactions and Expected Toll Revenue

Month	Transactions (in thousands)	Expected Revenue (in thousands)
January ⁽¹⁾	77,620	\$ 108,684
February ⁽¹⁾	70,796	101,143
March ⁽¹⁾	85,631	120,932
April ⁽¹⁾	83,890	117,658
May ⁽¹⁾	90,408	127,696
June ⁽¹⁾	89,344	126,274
July ⁽¹⁾	89,551	126,033
August ⁽¹⁾	90,476	128,829
September	84,149	118,751
October	87,957	126,484
November	83,825	118,946
December	79,485	111,904
Total⁽²⁾	1,013,131	\$ 1,433,333

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

(2) Values may not sum due to rounding.

Table 6 – Estimated 2019 Transactions and Expected Toll Revenue

Month	Transactions (in thousands)	Expected Revenue (in thousands)
January	78,725	\$ 112,972
February	72,081	103,539
March	85,334	120,986
April	86,195	123,702
May	92,359	133,073
June	90,850	129,772
July	93,442	134,182
August	94,430	136,035
September	87,159	124,752
October	91,029	132,351
November	84,633	120,649
December	80,992	114,922
Total⁽¹⁾	1,037,229	\$ 1,486,936

(1) Values may not sum due to rounding.





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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,

A handwritten signature in blue ink that reads "J Hart". The signature is written in a cursive style with a long horizontal stroke extending to the right.

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





October 11, 2018

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

RE: Consulting Engineers Services - RR-15-9975RR
2019 Renewal and Replacement Deposit

Dear Mr. Colsch,

WSP USA Inc. (WSP) as the Consulting Engineer for the Illinois Tollway, has reviewed the renewal and replacement needs of the Illinois Tollway system in order to develop our recommendation for the deposit to be made to the Renewal and Replacement (R&R) Account in 2019. 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 September 5, 2018, the Illinois Tollway provided WSP projected annual capital expenditures for the R&R Account for the years 2019 through 2026. These projected expenditures were developed by the Program Management Office (PMO) based upon methods understood by WSP to be consistent with sound engineering practice. The Illinois Tollway also identified the projected ending balance of the R&R Account for 2018 as approximately \$157 million, which includes the 2018 R&R deposit. WSP reviewed the data provided by the Illinois Tollway to identify the estimated deposits through 2026 required to maintain reasonable account balances based upon the estimated funds available and capital expenditures.

The PMO has estimated total draws for the R&R Program in 2019 to be approximately \$598 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 2019.

The Illinois Tollway did not request WSP to provide and WSP 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 WSP owe a fiduciary duty pursuant to Section 15B of the Securities Exchange Act of 1934 to the Illinois Tollway with respect to the information and material contained in this letter. This letter is based on WSP's professional judgment regarding the Illinois Tollway's practices and our understanding and judgment regarding setting levels for the R&R Account for 2019. WSP does not make any warranty or representation that projected values mentioned here will actually be realized or achieved in 2019.

2200 WESTERN COURT · SUITE 120 · LISLE, IL 60532



If we can be of further assistance, please feel free to contact me.

Sincerely,

WSP USA Inc.

A handwritten signature in blue ink, appearing to read "D. McGibbon", is positioned below the typed name.

David McGibbon, P.E.
Vice President, Project Manager

cc: Paul Kovacs, Greg Stukel, Cathy Williams, William O'Connell, Sam Samra, Nick Smith

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2019 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, and WSP) for the years 2018 and 2019, respectively. 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 2018	FY 2019
Net Revenues :		
Actual Revenues - First Eight Months:		
Toll Revenues *	\$916.1	
Evasion Recovery	48.0	
Investment Income	20.7	
Concession and Miscellaneous	7.1	
First Eight Months Revenues	\$991.9	
Estimated Revenues - Last Four Months:		
Toll Revenues *	\$430.9	
Evasion Recovery	22.0	
Investment Income	7.3	
Concession and Miscellaneous	2.9	
Last Four Months Revenues	\$463.1	
Estimated Revenues:		
Toll Revenues *	\$1,347.0	\$1,397.0
Evasion Recovery	70.0	73.0
Investment Income	28.0	30.0
Concession and Miscellaneous	10.0	10.0
Total Estimated Revenues	\$1,455.0	\$1,510.0
Less: Total Budgeted Operating Expenses	\$352.8	\$365.4
Estimated Net Revenues	\$1,102.2	\$1,144.6
Net Revenue Requirement		
Aggregate Debt Service **	\$429.5	\$455.6
Renewal and Replacement Account Deposit per WSP	420.0	420.0
Net Revenue Requirement (Aggregate Debt Service + Renewal Replacement Deposit)	\$849.5	\$875.6
Alternative Net Revenue Requirement (1.3 X Aggregate Debt Service)	558.3	592.3
Revenues in Excess of Net Revenue Requirement	\$252.8	\$269.0
Build America Bond subsidy reduces transfers required for Debt Service	\$15.2	\$14.9
Other Adjustments to Transfers from Revenue Fund to Operating and Debt Service Accounts	13.0	0.0
Additional deposit to Renewal and Replacement Account and Improvement Account	\$281.0	\$283.9

* CDM Smith has estimated expected toll revenues to total \$1,433.3 million in 2018 and \$1,486.9 million in 2019.

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 \$86.3 million for 2018 and \$89.9 million for 2019.

**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.

EXHIBIT 99

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Acronyms



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 Enterprise firms
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
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	Milepost
MPS	Master Program Schedule
NCR	Non-Conformance Report
NOC	Network Operations Center
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
SDVOSB	Service Disabled, Veteran-Owned Small Business

SEIU	Service Employees International Union
SERS	State Employees Retirement System
SIFMA	Securities Industry and Financial Markets Association
SOP	Standard Operating Procedure
SQL	Structured Query Language
TIMS	Traffic and Incident Management System
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

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Glossary



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 indebtedness.

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 29 toll agencies, including the Illinois Tollway, in 17 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 294 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.

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