



2007 Budget

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Governor Rod Blagojevich
Chairman John Mitola
Executive Director Brian McPartlin

Rod Blagojevich, Governor
Ex-Officio—Member

John Mitola, Chairman
Term expires May 1, 2007

Brian McPartlin, Executive Director



Board of Directors

Top row from left: James M. Roolf, Betty-Ann Moore, Chairman John Mitola, James J. Banks, Steven Harris

Bottom row from left:

Carl O. Towns, George Pradel, David R. Andalcio

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



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Executive Letter

December 21, 2006

To the Honorable Chairman and Board of Directors:

The Illinois Tollway continues to hammer away at congestion as the Tollway enters the third year of its Congestion-Relief Program - *Open Roads for a Faster Future*, the largest, fastest and most innovative overhaul of the Tollway in nearly 50 years. Governor Rod R. Blagojevich's comprehensive plan to reduce congestion and travel times is well on its way toward the goal of bringing quality-of-life improvements to drivers, residents, businesses and local municipalities in the 12 Northern Illinois counties served by the Tollway.

The Tollway has already achieved key milestones during the first two years of the *Open Roads* Congestion-Relief Program that will shave travel times for Tollway customers in the third most congested region in the nation. In 2007, drivers will be enjoying additional improvements aimed at reducing congestion and enhancing safety.

Congestion-Relief Program

The project to build a 12.5 mile extension of the North-South Tollway (I-355) from I-55 to I-80 was named the No. 1 Road Construction Project in North America for 2006 by *Roads&Bridges* magazine. Work on the 1.3 mile DesPlaines River Valley Bridge is underway as construction continues on the I-55 and I-80 interchanges. The new road will be open to traffic by the end of 2007.

To date, the Tollway has awarded more than \$2 billion in contracts to fund the myriad of construction projects in the Congestion-Relief Program, pumping billions into local economies. The promise of good-paying jobs has become a reality for the hard-working men and women who've helped keep the capital plan on target throughout its second year.

In 2007, crews and the staff who support them will be funded to ensure additional progress to meet the Governor's demands to provide additional congestion-relief as soon as possible.

- Work continues on the South Tri-State (I-294/I-80) Rebuild and Widening project including 17.6 miles of the South Tri-State Tollway from IL 394 in South Holland, where the Tri-State meets the Kingery Expressway, to 95th Street in Oak Lawn. The 5.4 miles included in Phase I, from IL Route 394 to 167th Street, was completed in fall 2006. Work on Phase II from 167th Street to 95th Street is scheduled to begin in early 2007.
- On the Central Tri-State Tollway (I-294) Rebuild and Widening work continues on a 4.5-mile section northbound between Dempster and Balmoral.
- The Rebuild and Widening of the Reagan Memorial Tollway (I-88) continues with the 5.7-mile section from Washington Street to Finley Road with ramp reconstruction at the Naperville Road interchange, scheduled to be completed in summer 2007.

Virtually all the initiatives in the 2007 budget are aimed at providing the necessary construction support for the Congestion-Relief Program; serving and supporting the growing population of 2.8 million I-PASS transponders, the Tollway's most effective congestion-relief tool; and improving operations through vigilant adherence to the Governor's Tollway reform agenda.

Customer Service

In 2007, the Tollway will open a new consolidated Customer Service Center (CSC) to consolidate all customer calls that relate to I-PASS, violations processing and services, and missed tolls. To ensure access to accurate, reliable information regarding Tollway services and products, the Tollway is establishing a "one stop shop" via a CSC that will process all I-PASS and violations related activities. The CSC, operated through a vendor partner, will offer the highest quality, multi-channel (phone, Internet and mail) call center and order fulfillment functions. Current and prospective I-PASS customers will be able to open and manage their accounts and order, purchase and activate transponders. Tollway customers will also be able to pay and manage violation notices and missed tolls via the CSC.

Public Safety

State Police is adding 30 Troopers to District 15, increasing its presence while improving roadway safety for Tollway patrons. This additional headcount will be used to develop a new zone charged with patrolling the North-South Tollway (I-355) and I-355 South Extension when complete in late 2007.

Supporting the Congestion-Relief Program

The Tollway Congestion-Relief Program is on track and within budget, and initiatives are being funded to ensure continued progress in the Capital Program.

The Tollway has introduced a Web-based project management tool, which can be further modified and enhanced to enable the Tollway to manage capital projects from inception to completion, including planning, design, and construction.

The Tollway's Disadvantaged Business Enterprise program continues finding innovative ways to provide opportunities for women and minority-owned firms by developing a Mentor/Protégé initiative.

Business Efficiencies

I-PASS continues to be the Tollway's most effective congestion-relief tool. Approximately, 2.8 million transponders are currently in use. The majority of transponder purchases were made through the Tollway's private-public partnership with Jewel-Osco, at one of the over 200 Chicago area Jewel-Osco food stores, Tollway's Customer Care

Center, through 1-800-UCI-PASS, and online at www.getipass.com.

In addition to purchasing and activating transponders online, the Tollway's E-Commerce service also offers I-PASS customers online account management. In 2006 about 47 percent of our nearly 3 million I-PASS account holders manage their accounts online. In fall 2006, the Illinois Tollway expanded E-Commerce services with the addition of acceptance of missed toll payments online.

In 2007, work continues to develop a new Enterprise Resource Planning system, which will provide a detailed assessment of the Tollway's current business systems and the development of an alternative system in efforts to improve operational efficiency, and information access and analysis sought by departments managing programs and services.

The Tollway's award-winning Violation Enforcement System (VES) continued working on behalf of honest toll-paying customers who pay their fair share to ride the system. The VES program continues to meet its goal of deterring violators, and since its inception, has collected \$66.7 million in unpaid tolls.

The following pages demonstrate that the Fiscal Year 2007 budget gives priority to the continued and much-needed improvements that will deliver congestion-relief to the drivers on the Tollway's 274-mile system. It will also reflect the Tollway's unwavering commitment to reforming the Illinois Tollway and transforming it into an industry leader of tollway design and construction for the 21st century.

Sincerely,



Brian McPartlin
Executive Director

Executive Summary

The 2007 Budget reflects goals of increasing accountability, implementing business efficiencies and improving customer service. During 2007, the Tollway will continue to devote resources to provide all the necessary support for our customers and our employees who serve our customers—whether they're rebuilding roads to reduce congestion, providing the most up-to-date construction-related traffic information, helping stranded motorists, or assisting I-PASS customers.

2006 Accomplishments

Accountability

The Tollway is continuing efforts to increase accountability and fulfill the pledge to act as a trustworthy steward of toll revenues.

The Tollway expanded its Control and Compliance function to perform state-mandated internal audits. The function reports to the Chief Internal Auditor who reports to the Executive Director and Board of Directors. Control and Compliance along with the Inspector General are responsible for effectively and efficiently managing the internal and project control functions in accordance with Tollway policies and procedures utilizing the highest ethical and professional standards.

For the third consecutive year, the Government Finance Officers Association (GFOA) awarded the Illinois Tollway with its GFOA Distinguished Budget Presentation Award for the 2006 Budget submitted to the Board, made available to the public through public meetings and posted on the Internet.

An interim disparity study was completed which is used to ensure reasonably attainable contract-specific DBE goals are established on all construction projects. During 2006, sixty-five percent of all bids submitted by the prime contractors were in full DBE compliance. Seven percent of all construction contracts received a partial DBE waiver.

From the inception of the Congestion-Relief Plan through September 2006, the DBE Program reported a 16 percent commitment in all awarded construction projects and 19 percent in all professional service consulting contracts. In an effort to assist relationship building between prime contractors/professional service consultants and the DBE community, the Tollway has offered three DBE Networking Sessions and launched a Mentor/Protégé Program. The Mentor/Protégé Program is intended to build capacity amongst DBE professional service consultants through participating in contracts on the prime level. Three Mentor/Protégé Programs were approved during 2006.

During the second half of 2006, an emphasis has been placed on developing, reporting and monitoring tools to ensure that original commitments are attained. These tools are being accomplished through enhancements to the current reporting and monitoring applications, Construction Manager Training Sessions and on-site monitoring activities.

Business Efficiencies

I-PASS continues to be the Tollway's most effective congestion-relief tool. Approximately, 2.8 million transponders are currently in use. The majority of transponder purchases were made through the Tollway's private-public partnership with Jewel-Osco at nearly 200 Jewel-Osco stores in the Chicago metropolitan area, Northwest Indiana, and along the Illinois-Wisconsin border, while many other transponders were also sold at the Tollway's Customer Care Center, through 1-800-UCI-PASS, and online at www.getipass.com.

In addition to purchasing and activating transponders online, the Tollway's E-Commerce service also offers I-PASS customers online account management. In 2006, about 47 percent of our nearly 3 million I-PASS account holders manage their accounts online.

In Fall 2006, the Illinois Tollway expanded E-Commerce services with the addition of acceptance of missed toll payments on line. A first in the nation, this new customer service initiative provides Tollway drivers a quick and convenient method to pay missed tolls via the internet.

The Tollway's award-winning Violation Enforcement System (VES) continued working on behalf of honest toll-paying customers who pay their fair share to ride the system. The VES program continues to meet its goal of deterring violators, and since its inception, has collected \$66.7 million in unpaid tolls.

Customer Service

In 2006 the Tollway's private partner that operates the Oases, Wilton Partners, completed the Oases Reconstruction Project with the reopening of the rebuilt Chicago Southland Lincoln Oasis. Wilton Partners is now operating a total of seven Oases which were rebuilt and modernized at no cost to Tollway customers. The private-public partnership provides the latest conveniences for travelers seeking food, retail and travel services and in 2006, included the addition of free WiFi services.

Congestion-Relief Program—Year Two

Open Road Tolling

In 2006, Illinois will become the first state whose entire mainline toll system has been converted to Open Road Tolling. Open Road Tolling construction began in spring of 2005, and most drivers are already reporting an average time savings of 10 minutes each way. In 2005, ORT lanes debuted at 9 toll plazas. Conversion ORT lanes at the remaining 11 toll plazas will be complete by the end of 2006.

I-355 South Extension

The project to build a 12.5 mile extension of the North-South Tollway (I-355) from I-55 to I-80 was named the No. 1 Road Construction Project in North America for 2006 by Roads&Bridges Magazine. Work on the 1.3 mile DesPlaines River Valley Bridge is underway as construction continues on the I-55 and I-80 interchanges. The new road will be open to traffic by the end of 2007.

South Tri-State (I-294/I-80)

Work continues on the rebuild and widening of 17.6 miles of the south Tri-State Tollway from IL 394 in South Holland, where the Tri-State meets the Kingery Expressway, to 95th Street in Oak Lawn. The 5.4 miles included in Phase I, from IL Route 394 to 167th Street, began in January 2005 and was completed in fall 2006.

Central Tri-State Tollway (I-294)

In 2006, the Illinois Tollway began a project to rebuild and widen the 4.5-mile section of the Central Tri-State Tollway between Balmoral Avenue and Dempster Street with work in the northbound lanes. The project is scheduled to begin work on the southbound lanes in 2008 and be complete by the end of 2009 with four lanes open in each direction.

Reagan Memorial Tollway (I-88)

Preparatory work is underway in advance of a project to rebuild and widen to four lanes the section of the Reagan Memorial Tollway between Washington Street and Finley Road, just east of the “washboard” section completed in 2005, to reduce congestion and provide a smoother ride for Tollway customers. Advance work, including retaining wall construction and rebuilding two ramps at the Naperville Road interchange, is scheduled to be completed in Summer 2007.

Supporting the Congestion-Relief Program

With major construction projects underway systemwide, the Tollway invested considerable resources in 2006 to help road work projects remain within budget and on schedule. At the same time, initiatives were launched to inform customers about upcoming roadwork and minimize the inconveniences that often accompany major road projects.

A new Web-based project management system was implemented to improve the flow of information between consultants, contractors and management. The Tollway also progressed the development of its Infrastructure Management Services to store, retrieve and map data about the Tollway system and the CRP.

To improve on-the-road customer communications during the busy summer travel season, the Tollway strategically placed more than 30 Portable Changeable Message Signs (PCMS) at travel hot spots to share the latest roadway and travel information and worked with contractors to place additional signs in construction work zones. The PCMS were used to augment information already shared via 33 over-the-road Dynamic Message Signs installed systemwide to share travel times and reduce delays caused by roadway incidents or construction.

In 2006, the Tollway began sending e-mail alerts to I-PASS customers registered to receive e-newsletters intended to help customers stay informed on construction, I-PASS and improvements underway as part of the CRP. E-alerts provided more than 800,000 customers with immediate notice each time new Open Road Tolling lanes opened for use.

Fiscal Year 2007 Budget

In 2007, the rebuilding of the Illinois Tollway continues as we enter the third year of Governor Rod Blagojevich's Congestion-Relief Program *Open Roads for a Faster Future*. This \$5.3 billion program to rebuild the Tollway to reduce travel times continues its first major phase of work:

- Rebuilding: Restoring nearly the entire system
- Widening: Adding lanes to many miles of existing roads
- Opening: Converting 20 mainline plazas to Open Road Tolling
- Extending: Building the I-355 South Extension

The Tollway is on schedule and well on its way to make the system-wide improvements initiated during the first year of the Congestion-Relief Program (CRP). While designers, engineers, construction crews and support staff work together on multiple road projects, the Tollway is committed to following the principles of the Governor's reform agenda launched three years ago.

Most new initiatives in the 2007 budget reflect the priorities of the *Open Roads For a Faster Future* plan and the need to maintain operations in support of this extensive program.

Accountability

The Office of the Inspector General continues to ensure integrity and accountability in the day-to-day operations of the Tollway by conducting fair and thorough investigations into reports and allegations, inefficiencies, fraud, corruption, mismanagement, and misconduct. The Inspector General function extends to Tollway employees, contractors, and vendors.

Business Efficiencies

Lane Maintenance

\$9.9 million (operations)

Funding for the Tollway's system-wide lane maintenance will be performed by a single vendor who will fully take over the VES system after working in tandem with the prior

vendor. Maintenance includes all equipment used in the lanes as well as software/hardware maintenance.

Infrastructure Management Services

\$1.7 million (capital)

The expansion of the Infrastructure Management Service initiative will greatly improve the Tollway's ability to organize, analyze and map geographic information in support of the CRP. Program costs include software licenses and a professional fee.

Enterprise Resource Planning

\$11.8 million (capital)

The Tollway has been relying on an aging patchwork of systems to handle many functions, including budgeting, accounting, purchasing, human resources, fleet and roadway maintenance and payroll. The fragmentation hampers operational efficiency and inhibits information access and analysis sought by departments trying to efficiently manage programs and services. Phase I has begun on a new Enterprise Resource Planning (ERP) system, which will provide a detailed assessment of the Tollway's current business systems and the development of an alternative system.

Next Generation Network (NGN)

\$6.8 million (capital)

This project represents a comprehensive upgrade and modernization of the Tollway's network infrastructure and should dramatically expand capacity and capability that will accommodate Tollway growth. The role of the network is central to the Tollway's operations from revenue collection and violation enforcement, to roadway incident response and public safety services. The NGN provides numerous benefits to the Tollway operations. Benefits include support for the I-PASS and violation enforcement network traffic, support of public safety systems and the planned expansion of video surveillance and roadway monitoring.

Web and E-Commerce

\$1.2 million (capital and operations)

With the implementation of ORT and the CRP, the volume of customers seeking information about construction or Tollway programs, or using the website for I-PASS online account management will continue to increase. These funds will be deployed to improve capacity of the Tollway's Web site, www.illinoistollway.com. Using the Web site is the most cost-efficient way to communicate with our customers.

Customer Service

I-PASS and Violation Processing Services

\$20.5 million (capital and operations)

New consolidated Customer Service Center (CSC) to consolidate all customer calls that relate to I-PASS, violations processing and services, and missed tolls. Consolidated call centers are considered best practice throughout the industry. To ensure access to accurate, reliable information regarding Tollway services and products, the Tollway is establishing a “one stop shop” via a CSC that will process all I-PASS and violations related activities. The CSC, operated through a vendor partner, will offer the highest quality, multi-channel (phone, Internet and mail) call center and order fulfillment functions. Current and prospective I-PASS customers will be able to open and manage their accounts and order, purchase and activate transponders. Tollway customers will also be able to pay and manage violation notices and missed tolls via the CSC.

Intelligent Transportation System (ITS)

\$7.7 million (capital)

The Tollway’s Intelligent Transportation System includes installation and relocation of wireless closed circuit TV cameras on the South Tri-State I-394 to I-55, the purchase and installation of 2 new Dynamic Message Signs to be placed at major arterial points of the Tollway, and the replacement of 5 Dynamic Message Signs.

Customer Communications/Signage

\$4.5 million (capital)

This project will provide signage and public information about traffic incidents and construction projects, and also to encourage motorists to travel safely through construction zones, the new Open Road Toll plazas, and throughout the system.

Supporting the Congestion-Relief Plan

Web-Based Project Management

\$1 million (operations)

The Web-based management tool will be further modified and enhanced to enable the Tollway to manage capital projects from inception to completion, including planning, design, and construction.

Increased Staffing

This budget proposes adding eight new positions in Engineering to support the Congestion-Relief Program.

Disadvantaged Business Enterprise Program

\$400 thousand (capital)

The Tollway will continue to seek innovative ways to build a diverse vendor base through its Disadvantaged Business Enterprise (DBE) program. Funds will also be used to: develop a Mentor/Protégé Program for professional service contracts; create

DBE payment reporting tools and site monitoring programs, as well as other related activities.

Public Safety

Illinois State Police District 15

Personnel and Equipment - \$4.1 (capital and operations)

State Police is requesting 30 additional Troopers which will allow District 15 to increase its presence while improving roadway safety for Tollway patrons. This additional headcount will be used to develop a new zone charged with patrolling the North-South Tollway (I-355) and I-355 South Extension when complete in late 2007.

District 15 will be replacing its analog in-car cameras with state of the art digital units. This will provide District 15 with a more reliable video documentation system for use in courtroom activities. Additionally, District 15's Truck Task Force will be receiving 4 additional sets of wheel weighers to enforce weight limits on the Tollway and neighboring municipality roadways. Also, the purchase of new Radar Detectors will allow the Truck Task Force to improve Tollway safety conditions by enforcing laws prohibiting commercial vehicles from using Radar Detection equipment. Finally, the continuation of Photo Radar Enforcement, which commenced in late third quarter of 2006, has allowed District 15 to enforce construction site speed limit zones more efficiently.

2007 Capital Program

During Fiscal Year 2007, the Tollway Capital Program reflects \$1.1 billion for the Renewal/Replacement and Improvement Program, commonly referred to as the Capital Program. The Tollway 10-year Capital Program is divided into two parts: the Congestion-Relief Program, funded at \$5.3 billion, with another \$600 million budgeted for other capital needs that support the Tollway such as roadway equipment and vehicles, building repair and improvements, and current technologies. In Fiscal Year 2007, the Capital Program will be funded from current revenue and funds derived from the issuance of bonds and deposited into the Construction Fund.

The Capital Program is funded at \$1.1 billion, with \$1.0 billion for new construction projects and over \$100 million for non-roadway system-wide maintenance.

More details on the Capital Program can be reviewed on pages 82-108.

Budget Summary

Revenue Estimates for 2007

The Tollway's Operating Revenues for Fiscal Year 2007 ("FY2007") are estimated to

total \$636 million. This is an increase of 1.8 percent over the Fiscal Year 2006 ("FY2006") Operating Revenue estimate of \$625 million.

The principal source of revenue for the Tollway comes from the collection of tolls and recoveries from the Violation Enforcement System program. The Tollway's Traffic Engineers, Wilbur Smith Associates, estimate Expected Toll Revenue from toll transactions, indicating Toll Revenue that would be collected if all transactions were collected at the appropriate toll. The Tollway adjusts the estimates to reflect the anticipated loss of non-payment or under-payment of tolls and then adds revenues collected through its Violation Enforcement System.

For FY2007, Toll Revenues and Evasion Recovery are estimated to total \$607 million. Other FY2007 Operating Revenues include \$25 million from Investment Income and \$4 million from Concessions and Miscellaneous sources.

Revenue Revisions for 2006

The current FY2006 Revenue projections were revised slightly upward to \$625 million from the \$624 million prepared for the 2006 Budget Book. Toll Revenue and Evasion Recovery estimates were revised downward by approximately \$12 million to reflect the greater than anticipated impact construction had on traffic volumes. This reduction is offset by higher than expected revenues from Investment Income.

Allocation of 2007 Revenues

The Tollway's proposed budget allocates revenue to four major accounts. These accounts include Maintenance and Operations (M&O), Debt Service, Renewal and Replacement, and Improvements. Renewal and Replacement and Improvements comprise current resources allocated to fund the Tollway capital program.

The FY2007 Budget allocates \$636 million of revenue as follows:

The M&O budget is \$224.6 million, an increase of \$4.8 million or 2.2 percent over FY2006 operating expenses of \$219.8 million.

The Debt Service budget is \$182 million, reflecting \$167.5 million for outstanding debt and \$14.7 million for interest on new bonds. The Debt Service payments are increasing \$31 million over the 2006 payment due to the issuance of the \$1 billion 2006 Series A-1 & A-2 bonds issued in June 2006 and an anticipated issuance in 2007 of approximately \$700 million of bonds in mid-2007 to be utilized for the Congestion-Relief Program.

Remaining revenues of \$229 million are allocated to the Renewal and Replacement and Improvement Accounts, providing a significant source of funding for the Congestion-Relief Program and other non-roadway capital investments.

Maintenance & Operations Budget

The M&O Budget will fund the ongoing operating costs of the Illinois Tollway. The Tollway is requesting a 2007 budget of \$224.6 million, which is an increase of \$4.8 million or 2.2 percent over the 2006 revised budget.

Category Highlights

The Tollway's largest operating cost is personal services of \$124.1 million including salaries, wages, social security and retirement. This category increased \$10.4 million or 9.1 percent over the 2006 Maintenance and Operations Budget. Salaries and wages increased \$7.0 million or 7.3 percent, while social security and retirement contributions increased \$3.4 million or 18.6 percent. The personal services category accounts for 55.3 percent of total operating expenditures and 19.5 percent of spending overall.

The only other category that increased was other insurance and this is driven by increased workers' compensation claims and the increased value of Tollway property. In total, insurance accounts for \$31.7 million or 14.1 percent of the M&O budget. The Tollway pays for group health insurance, property insurance, workers' compensation insurance and the Illinois State Police District 15 Group Health Insurance.

In addition, the Tollway has decreased costs in group insurance (\$0.6 million) due to vacancies, contractual services (\$2.8 million) due to reduced bank charges and outside services, operational materials and supplies (\$1.5 million) due to postage and administrative charge, and overall decreases in utilities and equipment maintenance of (\$1.4 million).

Bonded Indebtedness

The Tollway has budgeted \$182 million in FY2007, to pay debt service on \$2.38 billion of outstanding debt, and interest payments on \$700 million in new bonds expected to be issued during FY2007.

Net revenues available to pay debt service are estimated to total \$411.4 million in FY2007, providing a debt service coverage ratio of 2.26 times.

Tollway Organization and Background

The Tollway System

The Tollway system currently consists of the Tri-State, Northwest, Ronald Reagan Memorial, and North-South Tollway. They form approximately 274 miles of limited-access highways, in 12 counties, all of which are designated as part of the 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 area surrounding Chicago expanded throughout the 1960's and 1970's, the Tollway system evolved into primarily a commuter travel system, serving suburban Chicago and O'Hare International Airport.

The Tri-State Tollway (I-94, I-294, I-80/I-94) and Edens Spur, is an 84-mile beltway around the Chicago metropolitan area, extending from Indiana at the intersection of the Kingery Expressway and the Calumet Expressway, north to the Wisconsin state line. Completed in 1958, the Tri-State cost about \$242 million to build and includes 41 interchanges, 23 toll plazas, and 4 oases.

The Northwest Tollway (I-90) is a 76-mile route that begins at the intersection of the Tri-State Tollway and the Kennedy Expressway near O'Hare International Airport, continues west to Rockford and then travels north ending near the Wisconsin border. Completed in 1958, construction of the Northwest Tollway totaled just over \$100 million. The Northwest Tollway includes 20 interchanges, 17 toll plazas, and 2 oases.

The Ronald Reagan Memorial Tollway, formerly named the East-West Tollway (I-88), includes 22 interchanges, covers 96.5 miles beginning just east of the junction of the Tri-State Tollway and the Eisenhower Expressway and continuing west to U.S. Route 30 in the Sterling/Rock Falls area. Initial construction from the Eisenhower Expressway to the Aurora Toll Plaza was completed in 1957. The construction of I-88, from Aurora to U.S. 30 was completed in 1974. The East-West Tollway was renamed the Ronald Reagan Memorial Tollway at the request of Governor Rod Blagojevich and following a unanimous vote of the Tollway Board of Directors on June 11, 2004. The Reagan Memorial includes 17 toll plazas, and 1 oasis.

The North-South Tollway (I-355) currently is a 17.5-mile-long toll highway generally paralleling Illinois Route 53, beginning to the north at Army Trail Road in DuPage County and extending south to Interstate 55 in Will County. Completed in 1989, the North-South Tollway cost approximately \$523 million to construct. The Illinois Tollway is constructing a 12.5-mile, three-lane extension of the North-South Tollway from where it currently ends at the Stevenson Expressway (I-55) south through Will County to I-80. Completion is scheduled for the end of 2007. When the new extension is complete, the North-South Tollway will include 16 interchanges and 15 toll plazas.

Toll Transaction / Revenues

The Tollway system has experienced a steady increase in toll transactions and revenues since its first full year of operation in 1959. In 1959, the Tollway system processed 43 million transactions. The latest complete figures show the Tollway processed 768 million toll transactions in 2005.

As part of a 2003 management audit of the Illinois Tollway, the State of Illinois Office of the Auditor General found the Illinois Tollway had the second lowest rates among the twenty toll road systems surveyed due to the fact that rates had not been increased in more than 20 years.

In September 2004, the Illinois Tollway Board passed a new 10-year Congestion-Relief Plan which also authorized an increase in tolls. The Tollway immediately embarked on a new 10-Year Capital Program to reduce traffic and congestion by rebuilding and restoring almost the entire system, adding lanes, converting 20 mainline toll plazas to Open Road Tolling by 2006, and building the I-355 South extension into Will County, one of the fastest growing counties in the state.

In 2006, The Illinois Tollway entered into the second year of the \$5.3 billion Congestion-Relief Program. This program is front-loaded, with most construction occurring in the first five years.

www.Illinoistollway.com

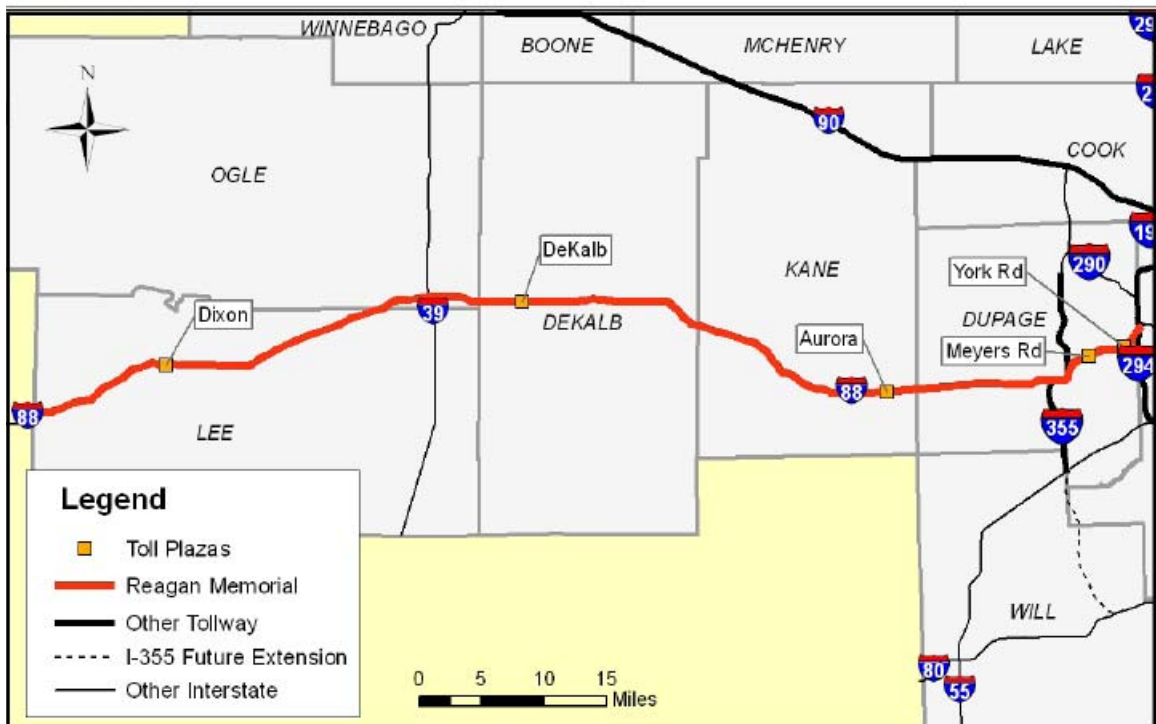
View the 2007 Budget On-line

Detailed information about the Illinois Tollway is available by accessing the Illinois Tollway Web Site.

- **The Toll Highway Act (605 ILCS 10)**
- **Trust Indenture**
- **Financial statements including audit, budget, and quarterly reports**
- **Capital Program**
- **Construction Projects**
- **Maps**
- **Contract Awards and Notices**
- **Contact Information**
- **Oases**

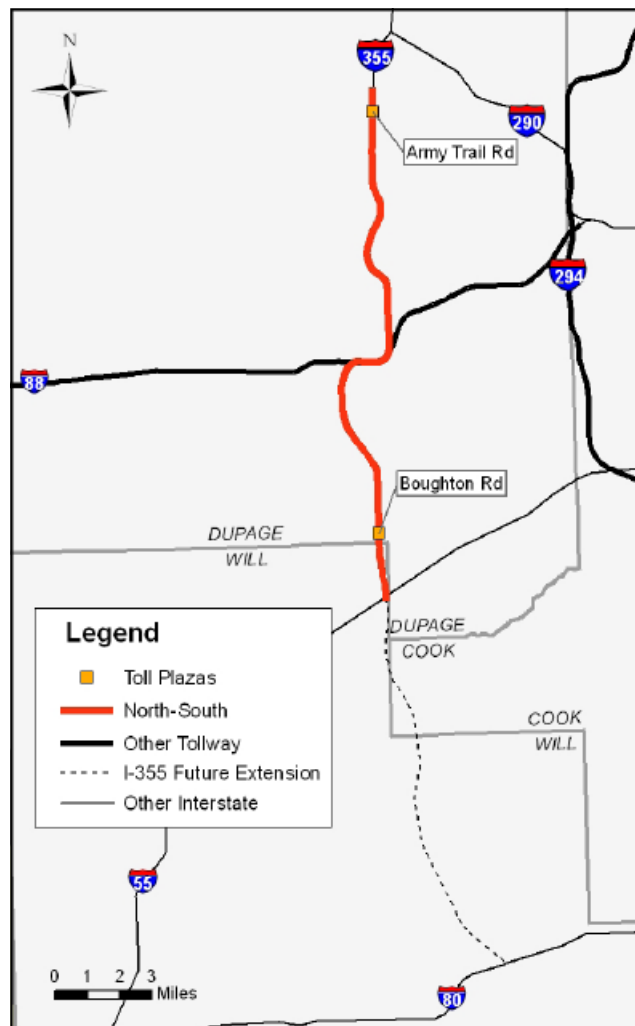
Ronald Reagan Memorial Tollway (I-88)

- ◆ 96-mile road has 6 lanes from its eastern end to Aurora Toll Plaza / 4 lanes from Aurora Toll Plaza to western end
- ◆ This route continues, both on the east and on the west, as a free route
 - Eastern end connects with Eisenhower Expressway (I-290) - a direct route into downtown Chicago
- ◆ Eastern section has been an extremely high growth suburban area over the past several decades
 - Kane county is one of the fastest growing counties in Illinois



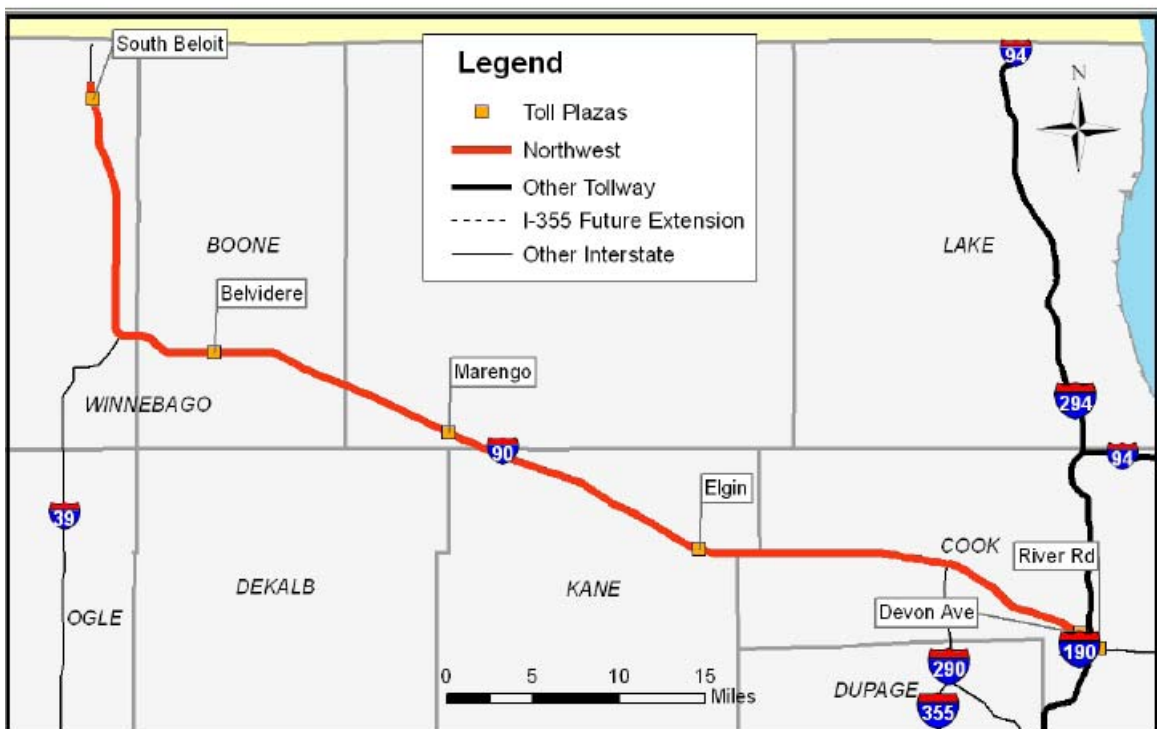
North-South Tollway (I-355)

- ◆ 17.5-mile road has a 6-lane configuration with additional auxiliary lanes at various interchanges
- ◆ Entire corridor/route characterized by developed suburban land
- ◆ Primarily serves DuPage County, which has experienced a great amount of growth over past three decades
- ◆ The South Extension will extend the I-355 by 12.5 miles to serve the growing Will County area and will provide a regional connection that improves access and mobility between I-55 and I-80



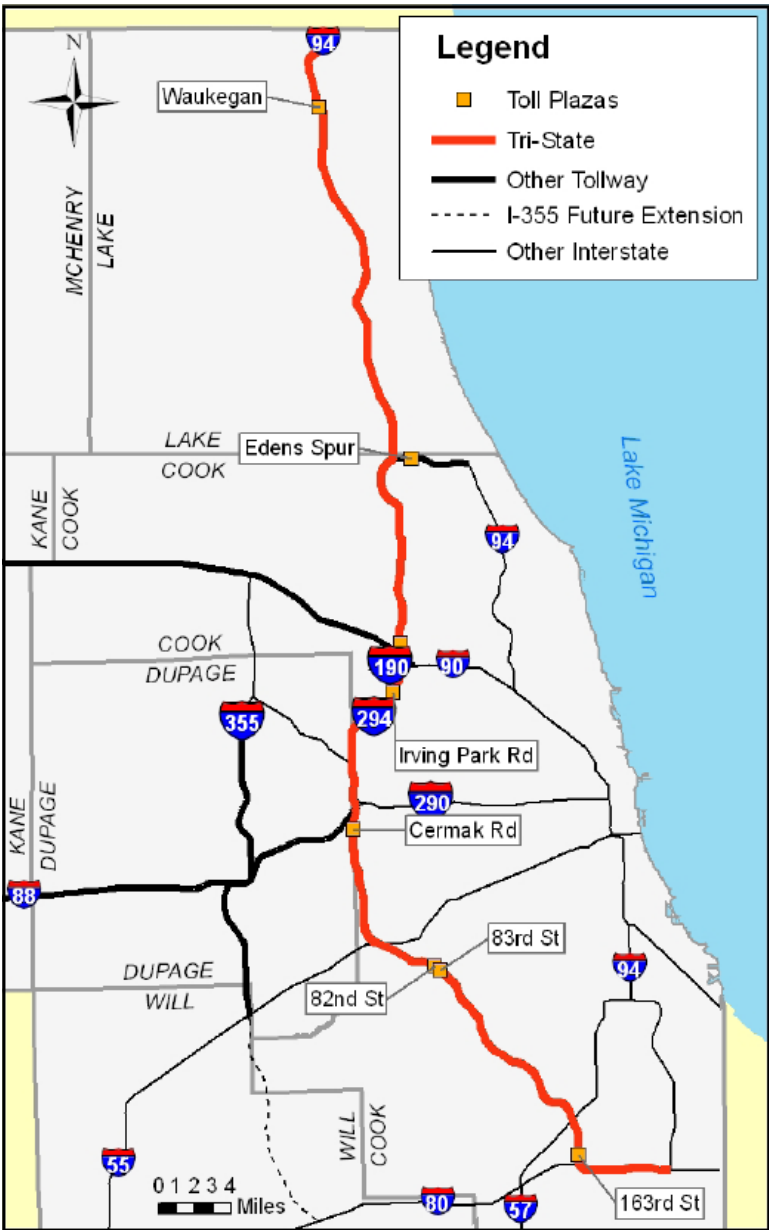
Northwest Tollway (I-90)

- ◆ 76-mile road connects with the Kennedy Expressway, making it a direct route to O'Hare Airport and to downtown Chicago
- ◆ Connects to I-294/94 to central Wisconsin and Indiana through the Chicago area
- ◆ 6-lane eastern portion (northwest Cook County area) is one of the most heavily used Tollway routes
 - O'Hare Airport, one of the busiest airports in the world, and heavily populated/ growing suburban areas, are key traffic generators on I-90



Tri-State Tollway (I-294/94)

- ◆ 84-mile road functions as only major circumferential roadway around the City of Chicago
 - Bypass around Chicago forms the intercity travel connection from I-80/94 in Indiana to I-94 in Wisconsin
 - Provides access to O'Hare Airport from northern and southern suburbs
- ◆ 8 lane cross-section in central section and 6 lanes at northern and southern ends
- ◆ Most heavily traveled leg of system, particularly by trucks (largest revenue generator)



Authorization

The Illinois General Assembly created the Illinois State Toll Highway Commission as an instrumentality and administrative agency of the State of Illinois in 1953. The Commission provided for the construction, operation, regulation, and maintenance of a system of toll highways within the State of Illinois. The Commission officially became The Illinois State Tollway Highway Authority (“The Tollway”) in March 1969 when the Illinois Supreme Court upheld the constitutionality of a new toll road act that had been passed by the General Assembly on August 8, 1967, effective April 1, 1968. The Tollway assumed all the obligations, powers, duties, functions, and assets of the Commission. The Act authorizes the issuance of revenue bonds for the purpose, among others, of financing expansions of the Tollway system.

The Tollway is also empowered to enter into contracts; acquire, own, use, lease, operate, and dispose of personal and real property, including rights of way, franchises, and easements; to establish and amend resolutions, by-laws, rules, regulations, and toll rates; to acquire; construct, relocate, operate, regulate, and maintain the Tollway system; to exercise powers of eminent domain and condemnation; to raise or lower toll rates; and to contract for services and supplies, including services and supplies for the various patron service areas on the Tollway system.

Board of Directors

The Tollway is governed by an eleven-member Board of Directors that includes the Governor of Illinois and the Secretary of the Illinois Department of Transportation, ex-officio, and nine directors appointed by the Governor with the advice and consent of the Illinois Senate. Directors are appointed for 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 as Chairperson of the Tollway.

Organizational Structure

The Governor appoints an Executive Director and employs certain other personnel to administer the Tollway system and implement the policies of the Board of Directors. The Tollway’s organizational structure consists of 12 primary functions including the Executive Management and Board of Directors Office, Chief Counsel, Engineering, Operational Services, Finance, Administration, Communications & Marketing, Information Technology, Inspector General, Procurement, Open Road Tolling and State Police District 15.

Financial Policies and Practices

The Tollway will follow a defined set of policies and practices for directing the Tollway's fiscal affairs. These policies and practices have been reviewed as part of the financial planning process and are the basis for developing this Financial Plan.

All of the policies and practices are aimed at keeping the cost of operating and maintaining the Tollway as low as possible while providing excellent customer service.

The Financial Plan provides the opportunity for making well-informed decisions, based on adherence to solid, carefully considered policies, and provides a forecast of what the results of today's decisions may reasonably be in the future.

Fiscal Policies and Practices

General

The Tollway has established policies to foster sound financial management and encourage progressive approaches to financing. The annual budget includes a set of policies to be followed in managing the financial and budgetary affairs of the Tollway. These policies will allow the Tollway to maintain its strong financial condition, while providing quality services.

Revenue

Traffic volume assumptions are derived by reviewing historical data and analyzing the impact of current economic conditions, local and regional economic indices, energy price trends, demographic and population trends, employment trends, industry and home building development, household income, and roadway capital projects.

Surpluses identified but not included in the annual base-operating budget are dedicated to the capital plan.

1. The Tollway will maintain a revenue monitoring system to assist in trend analysis and revenue forecasting.
2. The Tollway will support legislation that will allow for expanded and progressive financing measures.
3. The revenue model assumes the toll schedule, which became effective January 1, 2005. The toll rates were passed coinciding with approval of the Congestion-Relief Plan on September 30, 2004.

Expenditures

1. The Tollway will maintain a level of expenditures, which will provide for the public well-being and safety of its roads.

2. Expenditures will be within the confines of generated revenue, 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 Congestion-Relief Program and may update this forecast annually with five-year plans. Expenditure forecasts will be cognizant of the elastic and inelastic structure of revenues.
5. Annual operating budgets should provide for adequate design, construction, maintenance, and replacement in the Tollway's Capital Program.

Debt Administration

1. The Tollway will maintain regular communication with credit rating agencies and facilitate disclosure of financial and management issues important to investors. The Tollway will follow a policy of full disclosure in financial reporting.
2. Capital plans proposed for financing through debt should be accompanied by an analysis of the future maintenance and operations costs associated with the projects.
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 Plan.
4. The Tollway will set aside sufficient current revenues to finance ongoing maintenance needs.
5. No debt will be issued for the purpose of funding capital projects until approved by the Board of Directors at a public meeting.
6. Borrowing should be of a duration that does not exceed the economic life of the improvement that it finances and where feasible, should be shorter than the projected economic life. 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 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 patrons.
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. This budget will maintain a balance of \$17 million or greater in 2007 excluding capital expenditures. The Board may alter the reserve to best suit financial levels of the Tollway. This reserve shall be created and maintained to provide the capacity to:
 - a) Offset unexpected downturns or revisions in revenues
 - b) Provide a sufficient cash flow for daily financial needs at all times
 - c) Offset unexpected increases in expenditures

Cash Management

1. Under this instrument, the Illinois State Toll Highway Investment Policy ("Policy"), it is the intent of the Illinois State Toll Highway Authority ("Tollway") to invest all funds under the Tollway's control in a manner that provides the highest investment return using safe authorized instruments while meeting the Tollway's daily cash flow demands in conformance with all state statutes and any amended and revised Indenture governing the investment of Tollway funds.

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.

2. The cash management system is designed to accurately monitor and forecast expenditures and revenues, enabling the Tollway to invest funds to the fullest extent possible. The Tollway will match funds to projected disbursements.
3. In order to maximize interest earnings, the Tollway co-mingles funds. Interest revenue derived from co-mingled cash is allocated to the participating funds monthly.
4. 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 risk.
- 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 needs.

Accounting, Auditing and Financial Reporting Policies

1. The Tollway's financial statements include all activities that are part of the Tollway's reporting entity because of the significance of the operational and financial relationship in conformity with Governmental Accounting Standards Board Statement (GASB) No. 14, *The Financial Reporting Entity*.
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. This is a flow of economic resources measurement focus.
3. The Tollway is established to account for operations that are financed and operated in a manner similar to private business enterprises. The intent is that costs of providing goods or services to the Tollway customers on a continuing basis be financed or recovered primarily through tolls.
4. The Tollway will establish and maintain a high standard of accounting practices in conformance with Generally Accepted Accounting Principals for governmental entities as promulgated by the Governmental Accounting Standards Board.
5. The accounting system will maintain records on a basis consistent with accepted standards for governmental accounting.
6. An independent firm of certified public accountants will perform an annual financial and compliance audit accruing to Generally Accepted Auditing Standards (GAAS) and will publicly issue an opinion, which will be incorporated in the Comprehensive Annual Financial Report (CAFR).
7. The Tollway will annually seek the Government Finance Officers Association Certificate of Achievement for Excellence in Financial Reporting Program.

8. The Tollway will use accrual basis accounting for its proprietary funds (enterprise and internal service funds). Revenues are recognized in the accounting period they are earned and become measurable. Expenses are recognized in the accounting period in which the liability is incurred.
9. The Tollway will promote full disclosures in its annual financial statements and its bond presentations.
10. For purposes of the Statement of Cash Flows, the Tollway considers all highly liquid investments including restricted assets with a maturity of three months or less when purchased and all investments held by the State Treasurer's Office to be cash equivalents, as these investments are available upon demand.
11. The Tollway adopted GASB Statement No. 31, *Accounting and Financial Reporting for Certain Investments and for External Investment Pools*. This statement requires that governmental entities should report investments at fair value in the balance sheet with the corresponding changes in fair value of investments being recognized as revenue in the operating statement.

Fund Structure

Fund and Account Description:

The Amended and Restated Trust Indenture, effective March 31, 1999, outlines an agreement, or contracts between the Tollway, the Trustee, and the Holders which pledges the Tollway's revenues, moneys, securities in all funds and accounts to secure payment on the bonds. The Trust Indenture defines the following funds, accounts and transfers:

The Revenue Fund

All revenues received by the Tollway other than investment income shall be delivered by the Tollway to the Treasurer, for deposit in the Revenue Fund. On or before the 20th day of each month the Treasurer shall, at the direction of the Tollway, transfer or apply the balance as of such date of transfer in the Revenue Fund not previously transferred or applied in the following order of priority:

- A. To the Operating Sub-Account, Operating Expenses set forth in the Annual Budget for the Fiscal Year in an amount equal to one-twelfth of the total approved budget.
- B. To the Operating Reserve Sub-Account, as specified by the Tollway, but not to exceed thirty percent of the amount budgeted for operating expenses.
- C. To the Interest Sub-Account, an amount equal to interest due on updated bonds, plus one-sixth of the difference between the interest payable on bonds and interest due within the next six months.
- D. To the Principal Sub-Account, an amount equal to any principal due plus one-twelfth of any principal of such Outstanding Senior Bonds payable on the next principal payment date.
- E. To the Redemption Sub-Account, an amount for each bond equal to one-twelfth of any Sinking Fund Installment of Outstanding Bonds payable within the next twelve months.
- F. To the Provider Payment Sub-Account, amounts as provided in any Supplemental Indenture for paying Costs of Credit Enhancement or Qualified Hedge Agreements for Bonds or for making reimbursements to Providers of Credit Enhancement or Qualified Hedge Agreements for Bond.
- G. To the Debt Reserve Account, an amount sufficient to cause the balance in it to equal the Debt Reserve Requirement and to make reimbursement to Providers of Reserve Account Credit Facilities.
- H. To the Junior Bond Debt Service or Junior Bond Debt Reserve Account, any amounts required by Supplemental Indentures.
- I. To the Renewal and Replacement Account, one-twelfth the portion of Renewal and Replacement set forth in the Annual Budget for the fiscal year.

J. The balance of such amounts in the Revenue Funds are to be applied as follows:

- (1) To the credit of the Improvement Account for allocation to a project as determined by the Tollway in its sole discretion, until the balance in the Account is equal to the Improvement Requirement or a lesser amount as the Tollway may from time to time determine.
- (2) To the credit of the System Reserve Account, the entire amount remaining in the Revenue Fund after depositing or allocating all amounts required to be deposited to the credit of the above Accounts and Sub-Accounts.

Maintenance and Operation Account

The Maintenance and Operation Account consists of the Operating Sub-Account and the Operating Reserve Sub-Account. Moneys in the Operating Sub-Account are applied to Operating Expenses at the direction of the Tollway.

Revenues are transferred to the Operating Sub-Account to cover the Expenses set forth in the Annual Budget for the current Fiscal Year. One-twelfth of the operating expenses outlined in the annual budget are transferred to this account once a month.

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

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

Debt Service Account

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

Revenues are required to be deposited to cover the interest and principal amounts due and unpaid for bonds, Credit Enhancement or Qualified Hedge Agreements.

Revenues must also be deposited to the credit of the Debt Reserve Account, in an amount sufficient to cause the balance in it to equal the Debt Reserve Requirement.

The Debt Reserve Account receives funds to provide an amount sufficient to cause the balance in it to equal the Debt Reserve Requirement and to make any required reimbursement to Providers of Reserve Account Credit Facilities.

Renewal and Replacement Account

Revenues must be credited to the Renewal and Replacement Account in an amount set forth in the Annual Budget for the Renewal and Replacement Deposit. An amount set forth in the budget shall be determined based on recommendations of the Consulting Engineer. Additional funds can be transferred to this account by the Tollway, based on the Capital Program expenditures.

Improvement Account

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

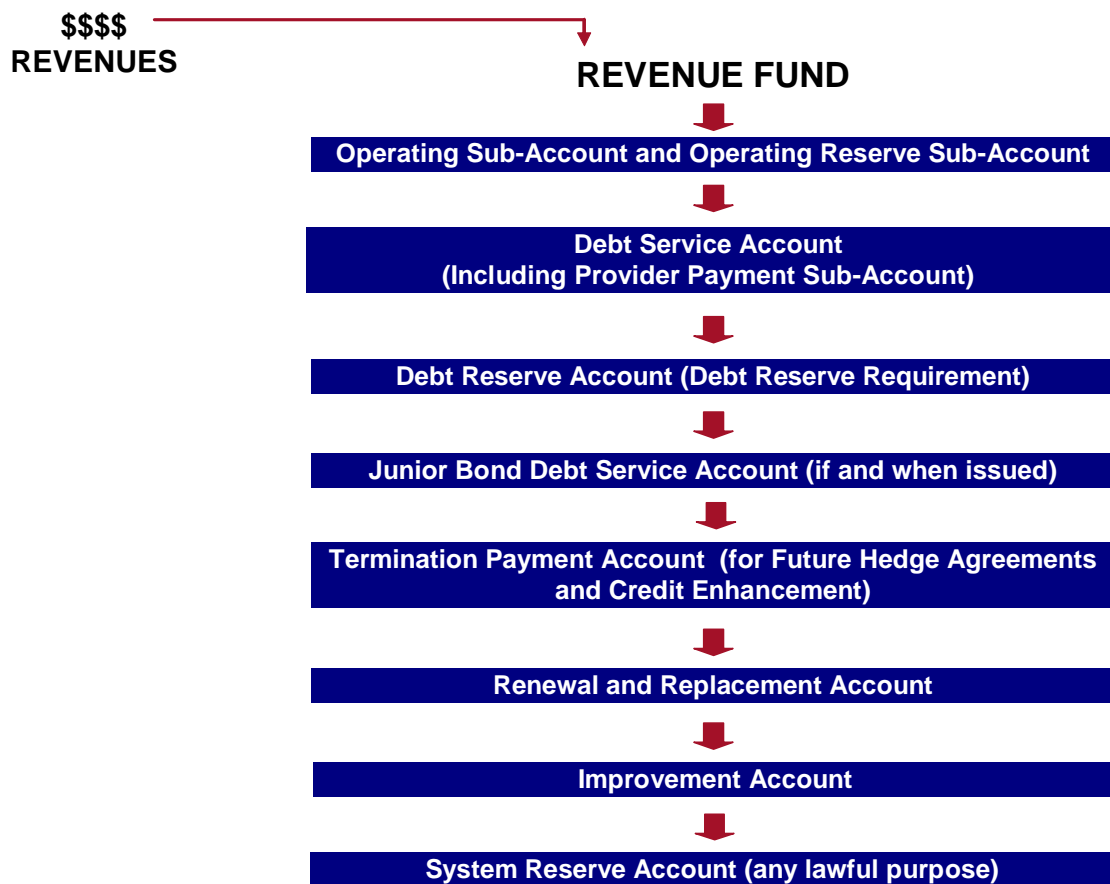
System Reserve Account

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

The Construction Fund

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

Overview of Flow of Funds



Revenue Sources and Underlying Assumptions

Toll Revenues & Evasion Recovery

For budgetary purposes, the revenues generated from toll collection and evasion recovery have been combined to correctly associate revenues from evasion recovery programs with toll revenues.

Toll Revenues*

In March of each year, the Illinois Tollway's independent Traffic Engineering consultant, Wilbur Smith Associates, provides annual toll revenue estimates. The toll revenue estimates are updated in October, reflecting actual toll revenues for the first eight months of the year and updated construction schedules. At this time, an estimate of next year's toll revenue is also prepared.

A number of factors combine to influence a motorist's trip making and route choice decisions. These decisions may be influenced by variables such as traffic levels and congestion on existing roads; motor fuel prices; major roadway construction projects; and economic conditions in the county, state and local area. The process employed attempts to account for all these factors in arriving at the toll revenue estimates.

A review is conducted of the economic and demographic conditions in the State, region and the specific project corridors, which have historically had an impact on vehicular travel on the Tollway. The actual and anticipated future economic performance of the nation and the State of Illinois are reviewed, in addition to socioeconomic factors such as population, employment, housing and retail sales trends. Based on qualitative assessment of the performance of these variables over the recent past and expected behavior in the near future, in conjunction with Tollway traffic trend data, roadway improvement information and capacity constraint considerations, the future year traffic potential of the Tollway System is estimated.

Prior-year monthly transactions represent the starting point in the future year estimation process. Prior-year transaction data is entered into a database for each of four vehicle classes. The first class, Passenger Vehicles (Class 1), includes automobiles, motorcycles, taxis and two-axle, four-tire trucks. The other vehicle classes are small, two-axle, six-tire (Class 2); medium, three-and four-axle (Class 3); and large vehicles with five or more axles (Class 4). These classes include cars with trailers.

Vehicles using the Illinois Tollway must pass through and pay a toll at one or more toll plazas from point of entry to point of exit. The toll payment at each plaza is recorded as a vehicle transaction. Experience has shown that the number of transactions in a particular month may be influenced by several variables including construction projects both on and off the Tollway; the local, regional and national economic climate; non-recurring incidents such as weather and special events; and the number of weekdays and weekend days or holidays in the month.

*Wilbur Smith Associates October 2005

Impacts need to be accounted for in several ways before future-year estimates can be finalized. First, the prior-year actual transactions may need to be adjusted to account for temporary impacts, which may have shifted traffic from normal travel patterns onto or off the Tollway. This adjustment allows for a “normalized” base condition (i.e., what traffic would have been in the absence of these special or abnormal conditions) to be established.

Once this new benchmark has been estimated, impacts representing the anticipated effects on traffic during the coming year are accounted for. Some impacts are more difficult to quantify since they are based on unknown or expected future conditions which may occur to a greater or lesser degree than anticipated. For example, economic indicators are used to estimate the percent increase in traffic anticipated during the coming year. These indicators include changes in population, employment and unemployment, household income, CPI and GDP growth, and motor fuel prices, among others.

Major construction projects both on the Tollway and on feeder or competing highways are evaluated to estimate their positive (diverting trips to the Tollway) or negative (diverting trips from the Tollway) traffic impacts. Tollway projects include new interchanges, mainline widening, resurfacing and reconstruction, toll plaza reconstruction, bridge and cross road rehabilitation and interchange reconstruction, among others. Typical off-Tollway projects have included resurfacing, repair, and/or reconstruction of major arterial and limited-access roadways, roadway widening, intersection reconstruction, and bridge rehabilitation. The various traffic impacts are applied to the prior year annual transactions to generate base case transaction estimates for the forecast year.

The base case transaction estimates for 2007 represent the transactions that would have been expected to occur if toll rates stayed the same as in 2006. This was done through a travel demand modeling process that simulates trip making and traveler choices based on the difference in travel times on competing routes to the Tollway and on travelers’ value of time.

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

Adjustments to Toll Revenue Estimates

The revenue estimates set forth in the Traffic Engineer’s estimates are based on “Expected Revenues.” This revenue is based on the assumption that each vehicle passing through a toll plaza would pay the correct and exact toll published for the vehicle’s classification, time of day traveled, and method of payment. This assumption does not take into consideration the presence of toll evaders on the system. The Tollway has adjusted this revenue estimate to reflect an estimate of unpaid toll amounts and revenues recovered through the Violation Enforcement System.

Evasion Recovery

Public Act 94-0636 allows the Tollway to implement an extremely aggressive toll violation enforcement operation to collect toll violations.

Prior to 2003, Tollway staff had issued toll violations manually on a much smaller scale, and although the technology was in place to capture the violations, the Tollway did not have the capacity to keep up with the billing and collections. The new Violation Enforcement System (VES) has been automated to allow for more effective toll violation enforcement. For toll scofflaws who choose not to pay their fair share, \$20 violation notices are issued for every unpaid toll. The fines increase to \$70 per violation if notices are ignored and can lead to court hearings, suspension of license plates and driver's licenses.

The passing of Public Act 94-0636 enabled the Tollway to authorize a one-time, 60-day Amnesty Program for toll scofflaws with outstanding toll violations. Under the Amnesty Program, violators with outstanding tolls had 60 days to pay percentage of their original fines and missed tolls, or face harsher sanctions. This program collected \$1.7 million in fines and missed tolls.

Of the Tollway's total revenues, violation revenue is expected to generate approximately 3.0 percent or \$19 million of all revenues for FY2007.

For budget purposes, the revenue the Tollway obtains from violation enforcement is acknowledged when cash is received due to current uncertainties regarding the timing of collections and adjustments for delinquent accounts.

Investment Income

Income from investments is expected to generate \$30 million and \$25 million for the Revenue Fund in FY2006 and FY2007, respectively. This estimate is based on an average interest rate of 5 percent and average cash balances of approximately \$600 million in FY 2006 and \$500 million in FY 2007.

Concessions and Miscellaneous Revenues

Concessions account for \$2 million or nearly half of the \$4 million in miscellaneous revenues expected to be received in FY2006 and FY2007. The Illinois Tollway has seven oases located throughout the system. These oases offer food, fuel, and other services to the traveling public. Historically, these services have been provided directly by restaurant and fuel providers with the Tollway receiving rental payments in return.

Other miscellaneous revenues are derived from the following sources:

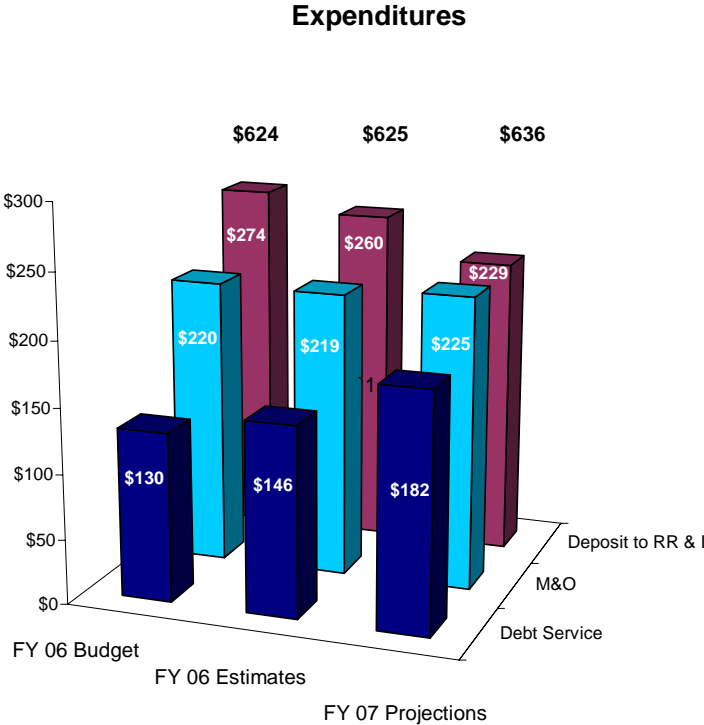
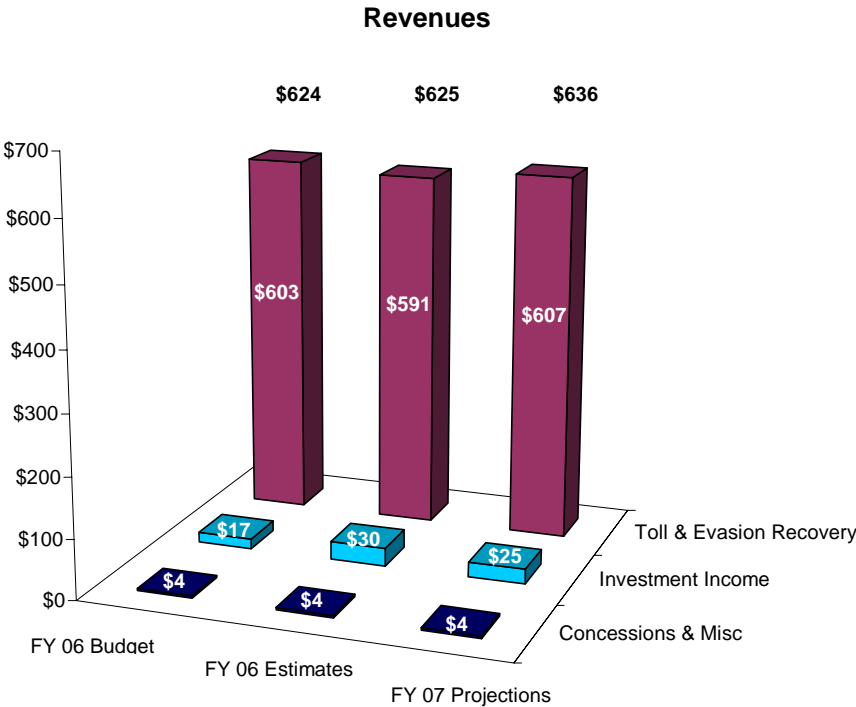
- ◆ Rentals & Easements
- ◆ License Fees
- ◆ Transponder Fees
- ◆ Insufficient I-PASS Fees
- ◆ Overweight Vehicles Fines
- ◆ Scrap Material Sales
- ◆ Finance Charges
- ◆ Lease of Fiber Optics
- ◆ Other minor sources

Budget Summaries

Fiscal Year 2005 - 2007
Statement of Revenues/Expenditures/Transfers and Changes in Fund Balances
(Millions)

	2005	2006	2007
Maintenance & Operations Account	Actual	Estimate	Budget
Beginning Fund Balance	\$20.4	\$24.2	\$24.2
Revenue	209.4	219.8	224.6
Expenditures	(205.6)	(219.8)	(224.6)
Ending Balance	\$24.2	\$24.2	\$24.2
	2005	2006	2007
Debt Service	Actual	Estimate	Budget
Beginning Fund Balance	\$14.4	\$46.0	\$48.3
Revenue	98.5	145.6	182.2
Bonds retired from revenue	(13.5)	(45.0)	(47.3)
Interest and other financing costs	(53.4)	(98.3)	(131.9)
Ending Balance	\$46.0	\$48.3	\$51.3
	2005	2006	2007
Renewal & Replacement Account	Actual	Estimate	Budget
Beginning Fund Balance	\$101.9	\$103.7	\$103.7
Revenue	205.5	175.0	175.0
Expenditures	(203.7)	(175.0)	(175.0)
Ending Balance	\$103.7	\$103.7	\$103.7
	2005	2006	2007
Improvement Account	Actual	Estimate	Budget
Beginning Fund Balance	\$135.4	\$156.1	\$140.8
Revenue	108.7	84.6	54.2
Expenditures	(88.0)	(99.9)	(97.0)
Ending Balance	\$156.1	\$140.8	\$98.0
	2005	2006	2007
Construction Fund	Actual	Estimate	Budget
Beginning Fund Balance	\$0.0	\$497.4	\$777.0
Bond Proceeds	762.0	974.6	700.0
Investment Income	13.7	30.0	30.0
Expenditures	(278.3)	(725.0)	(871.0)
Ending Balance	\$497.4	\$777.0	\$636.0
TOTAL FUNDS	\$827.4	\$1,094.0	\$913.2

Revenues and Expenditures (Millions)

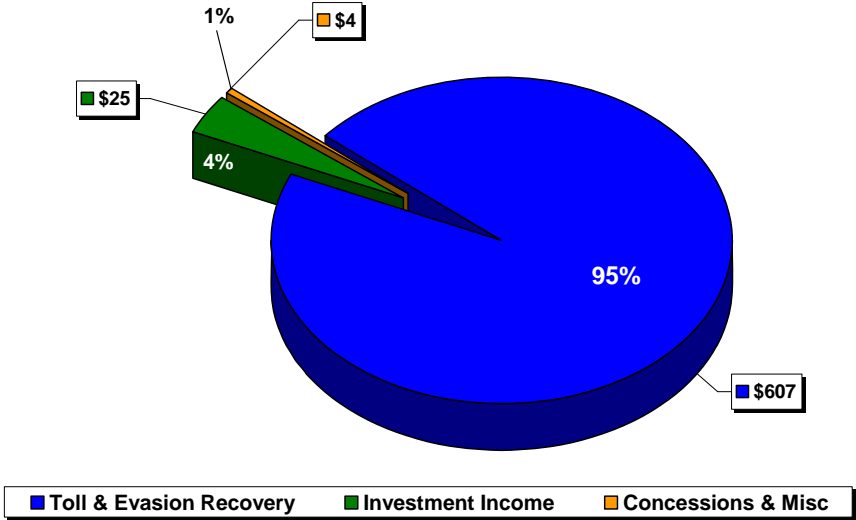


Sources of Revenue

Fiscal Year 2007 (Millions)

	FY 2006 <u>Budget</u>	FY 2006 <u>Estimates</u>	FY 2007 <u>Projections</u>
Toll & Evasion Recovery	\$603	\$591	\$607
Investment Income	17	30	25
Concessions & Misc	4	4	4
Total	\$624	\$625	\$636

2007 Revenue Projections
\$636 Million



Allocation of Revenue

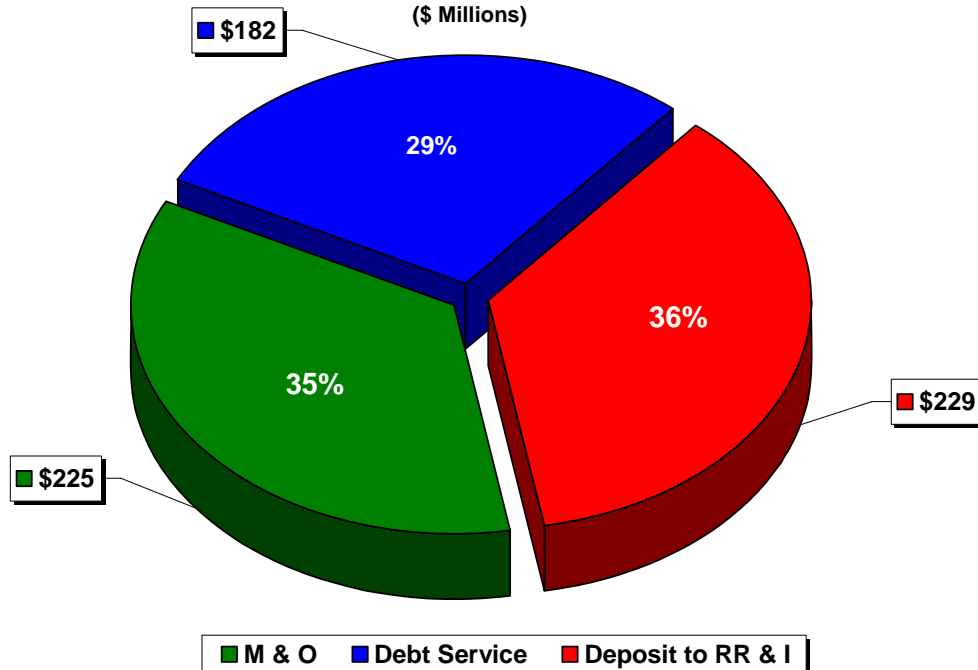
Fiscal Year 2007

(\$ Millions)

Allocations	FY 2006 <u>Budget</u>	FY 2006 <u>Estimates</u>	FY 2007 <u>Projections</u>
M&O	\$220	\$219	\$225
Debt Service	130	146	182
Deposit to RR & I	274	260	229
Total	\$624	\$625	\$636

2007 Projected Allocation of Revenue \$636 Million

(\$ Millions)

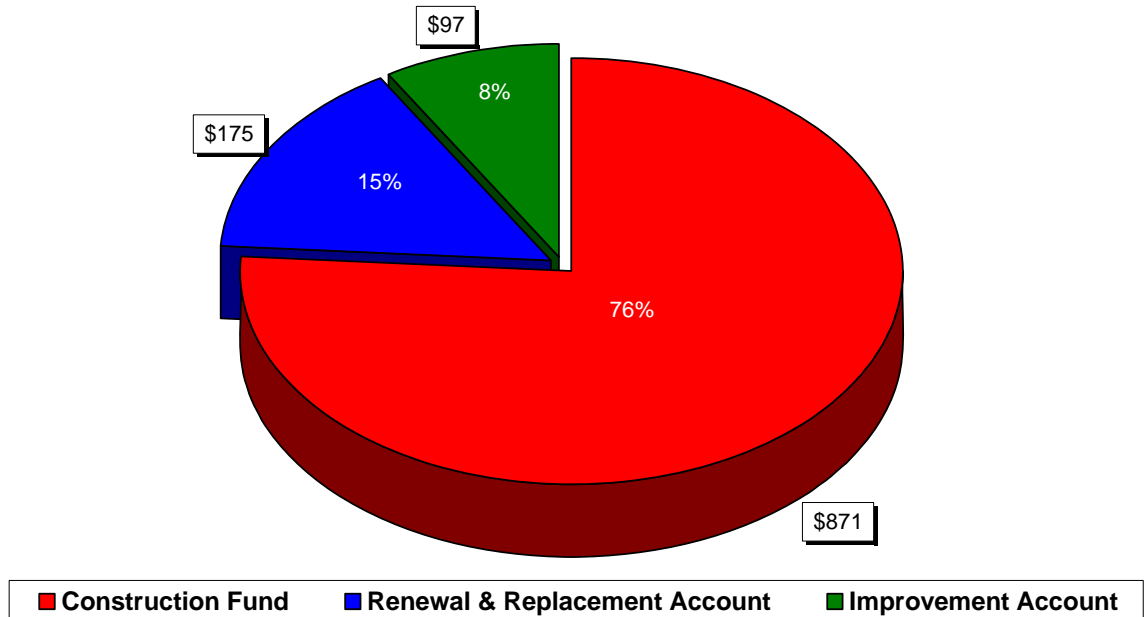


Capital Program Projections

Fiscal Year 2007 (Millions)

	FY 2006 <u>Budget</u>	FY 2006 <u>Estimates</u>	FY 2007 <u>Projections</u>
Beginning Balance	\$738	\$757	\$1,022
Deposit to RRI	274	260	229
Bond Proceeds	700	975	700
Construction Fund Interest	12	30	30
Expenditures	(1,210)	(1,000)	(1,143)
Total	\$514	\$1,022	\$838

2007 Projected Capital Expenditures \$1,143 Million (\$ in Millions)



2007 Proposed Budgeted Headcount

Department	2004 Budget	2005 Budget	2006 Budget	2007 Budget	Change From 2006 Budget
Administration	66.0	88.0	88.0	163.0	75.0
Communications	7.0	8.0	8.0	8.0	-
Engineering/Planning	525.5	566.5	570.5	579.0	8.5
Executive Management & Board of Directors	8.0	9.0	6.0	6.0	-
Finance	50.0	54.0	57.0	57.0	-
Information Technology	71.0	72.0	77.0	77.0	-
Inspector General	10.0	13.0	12.0	15.0	3.0
Legal	22.0	13.0	12.0	12.0	-
ORT	10.0	10.0	12.0	13.0	1.0
Operational Services	1,010.0	920.0	889.0	748.0	(141.0)
Procurement				53.0	53.0
State Police	17.0	17.0	19.0	19.0	-
Total Headcount	1,796.5	1,770.5	1,750.5	1,750.0	(0.5)

Note:

The Administration Department headcount has increased with the transfer of the Facility Services staff from the Operational Services Department. The Planning staff has moved to the Engineering Department. The functions of Purchasing and Warehouse were transferred out of the Administration Department to a stand alone department named Procurement.

2007 Maintenance and Operational Budget By Category

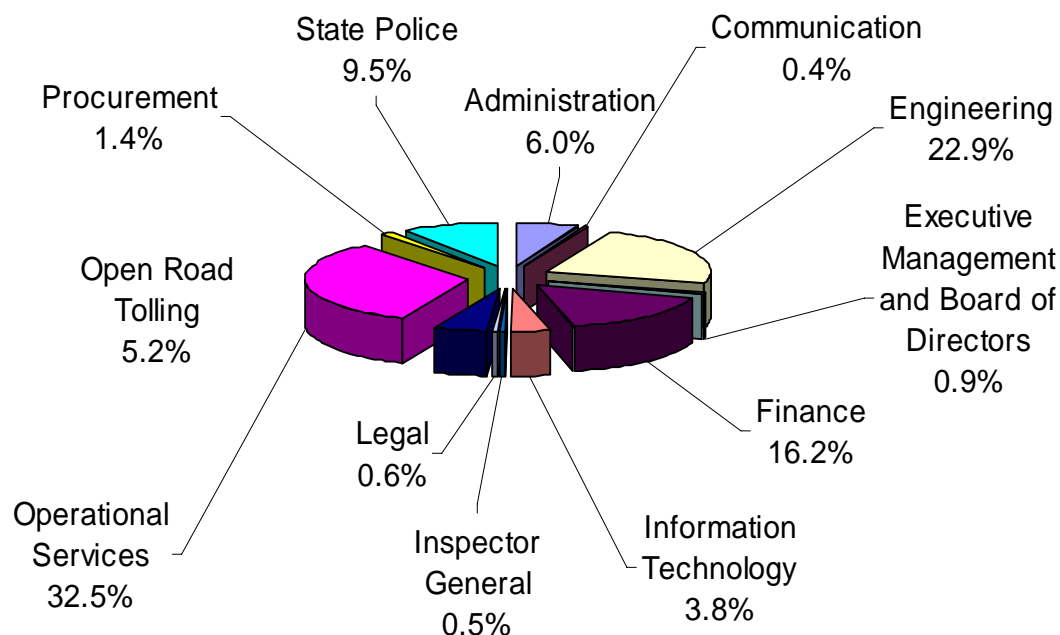
(\$ in Millions)

Category	2006 Revised Budget	2007 Budget Request	\$ Change
Salary & Wages	\$ 95.4	\$ 102.4	\$ 7.0
FICA & Retirement	18.3	21.7	3.4
Group Insurance	26.5	25.9	(0.6)
Contractual Services	29.8	27.0	(2.8)
Employee Development	1.2	1.2	0.0
Utilities	6.6	6.0	(0.6)
Operational Materials & Supplies	17.7	16.2	(1.5)
Parts & Fuels	4.8	4.6	(0.2)
Equipment / Office Rental / Maintenance	16.5	15.9	(0.6)
All Other Insurance	4.7	5.8	1.1
Recovery of Expenses	(1.7)	(2.1)	(0.4)
Total	\$ 219.8	\$ 224.6	\$ 4.8

Fiscal Year 2007 Major Account
Fiscal Year ending December 31st

Account Description	2006 Revised Budget	2007 Budget Request	\$ Change
SALARY	\$ 40,392,100	\$ 44,393,694	\$ 4,001,594
WAGES	\$ 55,042,900	\$ 58,058,058	\$ 3,015,158
FICA	\$ 6,411,780	\$ 6,956,591	\$ 544,811
RETIREMENT	\$ 11,926,750	\$ 14,715,862	\$ 2,789,112
			\$ -
PAYROLL SUB-TOTAL	\$ 113,773,530	\$ 124,124,205	\$ 10,350,675
GROUP INSURANCE	\$ 26,458,000	\$ 25,878,400	\$ (579,600)
OTHER OUTSIDE SERVICES	\$ 19,882,300	\$ 16,336,085	\$ (3,546,215)
EQUIPMENT MAINTENANCE	\$ 12,261,700	\$ 15,482,200	\$ 3,220,500
OTHER EXPENSES	\$ 11,347,770	\$ 10,653,840	\$ (693,930)
BANK CHARGES	\$ 7,377,000	\$ 7,808,000	\$ 431,000
UTILITIES	\$ 5,200,100	\$ 4,770,100	\$ (430,000)
WORKMAN'S COMP. INSURANCE	\$ 2,400,000	\$ 3,411,000	\$ 1,011,000
MATERIALS - OPERATIONAL	\$ 3,414,400	\$ 3,082,300	\$ (332,100)
FUELS AND OILS	\$ 3,008,600	\$ 2,789,609	\$ (218,991)
PROPERTY INSURANCE	\$ 2,293,200	\$ 2,415,000	\$ 121,800
REPLACEMENT PARTS	\$ 1,687,700	\$ 1,667,100	\$ (20,600)
CONSULTING SERVICES	\$ 886,000	\$ 1,293,314	\$ 407,314
TELEPHONE & TELEGRAPH	\$ 1,416,200	\$ 1,232,400	\$ (183,800)
CONTRACTED OUTSIDE SERVICE	\$ 881,400	\$ 969,809	\$ 88,409
SUPPLIES - OPERATIONAL	\$ 1,027,100	\$ 818,300	\$ (208,800)
POSTAGE AND EXPRESS	\$ 766,100	\$ 572,800	\$ (193,300)
SUPPLIES - OFFICE	\$ 581,900	\$ 568,155	\$ (13,745)
UNIFORMS & ACCESSORIES	\$ 530,200	\$ 558,360	\$ 28,160
EQUIPMENT RENTALS	\$ 4,201,600	\$ 409,500	\$ (3,792,100)
EMPLOYEE TRAINING	\$ 306,100	\$ 264,023	\$ (42,077)
ARMORED TRUCK SERVICE	\$ 260,000	\$ 260,000	\$ -
DUES, BOOKS & SUBSCRIP.	\$ 193,400	\$ 216,300	\$ 22,900
TRAVEL AND SUBSISTENCE	\$ 209,300	\$ 186,300	\$ (23,000)
ADVERTISING & PROMOTION	\$ 256,000	\$ 148,000	\$ (108,000)
OFFICE EQUIPMENT	\$ 115,800	\$ 139,746	\$ 23,946
BUILDING EQUIPMENT	\$ 97,900	\$ 127,495	\$ 29,595
ROADWAY EQUIPMENT	\$ 106,500	\$ 109,150	\$ 2,650
OTHER CAPITAL EQUIPMENT	\$ 84,650	\$ 108,000	\$ 23,350
TOOLS & EQUIPMENT	\$ 92,900	\$ 98,200	\$ 5,300
PRINTING	\$ 127,900	\$ 94,892	\$ (33,008)
BOND TRUSTEE	\$ 80,000	\$ 50,000	\$ (30,000)
RIGHT OF WAY	\$ -	\$ 50,000	\$ 50,000
POLICE EQUIPMENT	\$ 187,000	\$ 40,000	\$ (147,000)
EMPLOYMENT MEDICAL EXPENSE	\$ 36,000	\$ 30,000	\$ (6,000)
CASH HANDLING EQUIPMENT	\$ 2,800	\$ 2,500	\$ (300)
TOLL COLLECTION EQUIPMENT	\$ 1,600	\$ 1,500	\$ (100)
RECOVERY OF EXPENSES	\$ (1,755,500)	\$ (2,140,700)	\$ (385,200)
MAJOR ACCOUNT SUB-TOTAL	\$ 106,023,620	\$ 100,501,678	\$ (5,521,942)
TOTAL	\$ 219,797,150	\$ 224,625,883	\$ 4,828,733

2007 Budget Departmental Allocations



**2007 Budget by Department
(\$ in Thousands)**

Department	2005 Actual Expenditures	2006 Revised Budget	2007 Departmental Request	\$ Change
Administration	\$4,343	\$5,240	\$13,560	\$8,320
Communications & Marketing	\$620	\$997	\$944	(\$53)
Engineering	\$46,414	\$47,593	\$51,466	\$3,873
Executive Management & Board of Directors	\$2,168	\$2,153	\$2,063	(\$90)
Finance	\$30,192	\$34,773	\$36,408	\$1,635
Information Technology	\$6,491	\$8,092	\$8,608	\$516
Inspector General	\$495	\$1,183	\$1,084	(\$99)
Legal	\$1,214	\$1,326	\$1,412	\$86
Open Road Tolling	\$9,968	\$10,832	\$11,583	\$751
Operational Services	\$82,655	\$85,694	\$73,091	(\$12,603)
Procurement	\$2,749	\$2,583	\$3,174	\$591
State Police	\$18,063	\$19,331	\$21,233	\$1,902
Total	\$205,372	\$219,797	\$224,626	\$4,829



2007 Departmental Budget and Narratives

Administration

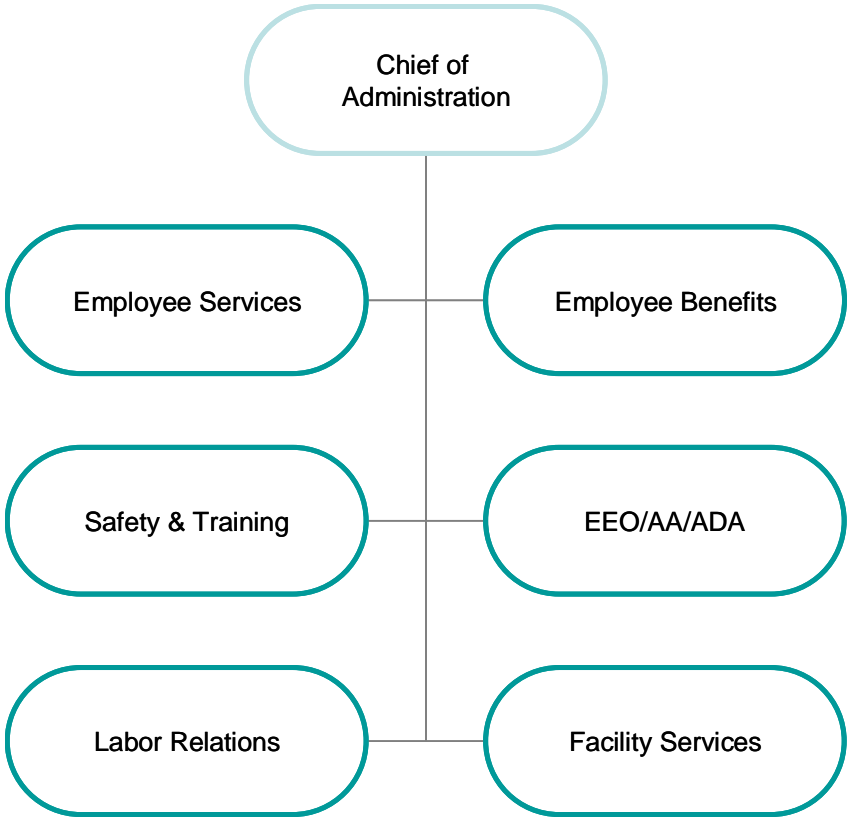
Description:

The Administration department is responsible for the development, implementation and compliance of administrative policies and procedures, and insures that all policies and procedures are implemented and complied with by all Tollway employees. 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 department of Administration insures that intra-departmental and intra-organizational, and facility service issues are addressed so the Tollway functions efficiently and effectively.

Administration manages the following functions:

- Employee Services (HR, Customer Relations & Central Information Systems)
- Employee Benefits (Health, Medical, Dental, Leaves of Absence & Workers Comp)
- Safety & Training
- EEO/AA/ADA
- Labor Relations (Grievances & Labor Negotiations)
- Facility Services

Department Organizational Structure



Administration continued

MAJOR ACCOUNT LINE ITEMS:

ACCOUNT DESCRIPTION	2005 Actual	2006 Revised Budget	2007 Request	\$ Change
SALARY & WAGES	\$ 1,549,400	\$ 1,906,386	\$ 8,039,605	\$ 6,133,219
BENEFITS	\$ 303,530	\$ 346,705	\$ 1,774,355	\$ 1,427,650
OTHER EXPENSES	\$ 1,715,800	\$ 1,684,900	\$ 1,589,900	\$ (95,000)
TELEPHONE & TELEGRAPH	\$ 388,326	\$ 480,000	\$ 480,000	\$ -
EQUIPMENT RENTALS	\$ 12,222	\$ 338,300	\$ 325,800	\$ (12,500)
OTHER OUTSIDE SERVICES	\$ 54,187	\$ 70,800	\$ 301,300	\$ 230,500
SUPPLIES - OPERATIONAL	\$ 20,865	\$ 30,700	\$ 292,000	\$ 261,300
MATERIALS - OPERATIONAL	\$ -	\$ -	\$ 177,500	\$ 177,500
CONTRACTED OUTSIDE SERVICE	\$ -	\$ -	\$ 159,000	\$ 159,000
SUPPLIES - OFFICE	\$ 92,643	\$ 179,700	\$ 141,000	\$ (38,700)
REPLACEMENT PARTS	\$ -	\$ 900	\$ 124,300	\$ 123,400
EQUIPMENT MAINTENANCE	\$ 97,022	\$ 52,300	\$ 50,500	\$ (1,800)
EMPLOYEE TRAINING	\$ 34,227	\$ 50,000	\$ 50,000	\$ -
UNIFORMS & ACCESSORIES	\$ 36	\$ 500	\$ 48,500	\$ 48,000
OFFICE EQUIPMENT	\$ 4,578	\$ 15,500	\$ 36,000	\$ 20,500
EMPLOYMENT MEDICAL EXPENSE	\$ 25,246	\$ 36,000	\$ 30,000	\$ (6,000)
TOOLS & EQUIPMENT	\$ -	\$ -	\$ 13,500	\$ 13,500
POSTAGE AND EXPRESS	\$ 30,477	\$ 9,900	\$ 10,700	\$ 800
TRAVEL AND SUBSISTENCE	\$ 11,056	\$ 14,000	\$ 10,000	\$ (4,000)
DUES, BOOKS & SUBSCRIP.	\$ 9,417	\$ 7,300	\$ 6,000	\$ (1,300)
ADVERTISING & PROMOTION	\$ 2,976	\$ 12,500	\$ 5,000	\$ (7,500)
OTHER MINOR ACCOUNTS	\$ 419	\$ 7,800	\$ 2,000	\$ (5,800)
SUBTOTAL				
RECOVERY OF EXPENSES	\$ (9,088)	\$ (4,300)	\$ (107,500)	\$ (103,200)
DEPARTMENT TOTAL	\$ 4,343,339	\$ 5,239,891	\$ 13,559,460	\$ 8,319,569

The Fiscal Year 2007 budget request is \$13.6 million; an increase of \$8.3 million or 158.8 percent over the Fiscal Year 2006 budgeted amount. Total payroll is \$9.8 million and includes 163 full time positions and 10 summer temporaries.

Departmental M&O Highlights

- Salaries and Wages increased \$6.1million or 321.7% over the 2006 budget partially due to a new union contract as well as an across the board salary adjustment. The functions of Purchasing and Warehouse were transferred out of the Administration Department to a stand alone department named Procurement. Also, the incorporation of the Facility Services group from the Operational Services department has affected this account line as 122 positions moved into this department.
- Benefits increased over the 2006 budget due to SERS Pension Contribution Rate increase of nearly 4%. Also the incorporation of the Facility Services group from the Operational Services department has affected this account line as 122 positions moved into this department.
- Other Expenses reflects a decrease of \$95 thousand or 5.6%, this is due in part to a reduced fee for the Administrative Charge.

Administration continued

Departmental M&O Highlights continued

- Increases in the various Services and Supplies accounts are due to the incorporation of the Facility Services group from the Operational Services department.
- Office Equipment increased \$20 thousand or 132% for replacement of office equipment throughout the Central Administration building as required.

Communications and Marketing

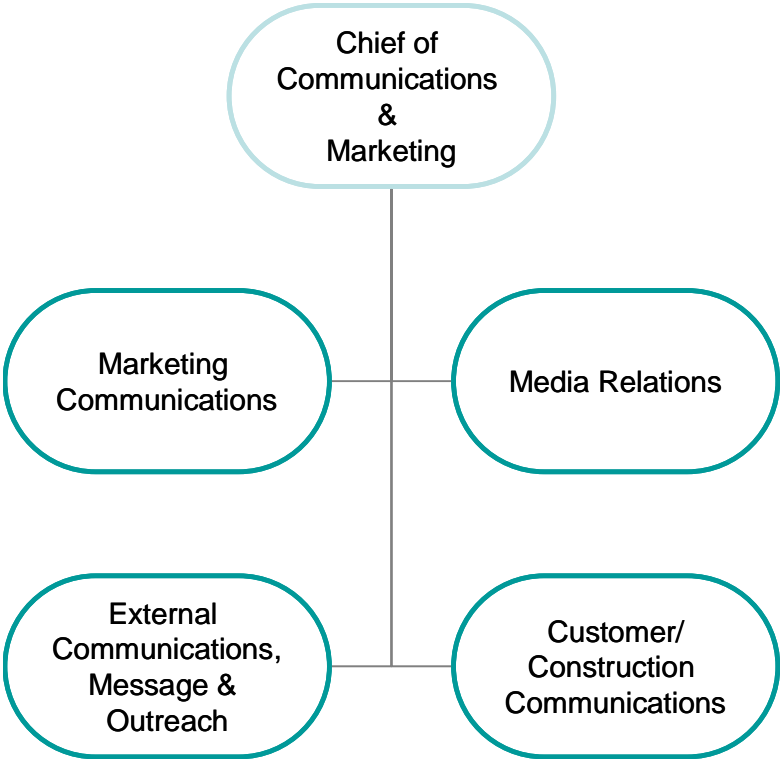
Description:

The Communications Department is responsible for all external and internal communications between the Tollway and its constituents who include customers, news media, elected and appointed officials, the general public and employees. The goal is to effectively communicate with all constituencies to improve customer service and restore public confidence in the Tollway.

The Communications and Marketing Department is responsible for the following functions:

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

Department Organizational Structure



Communications continued

MAJOR ACCOUNT LINES:

ACCOUNT DESCRIPTION	2006 Revised		2007 Request	\$ Change
	2005 Actual	Budget		
SALARY & WAGES	\$ 446,904	\$ 537,000	\$ 560,080	\$ 23,080
BENEFITS	83,889	94,100	119,908	25,808
ADVERTISING & PROMOTION	16,850	224,800	125,000	(99,800)
PRINTING	41,322	80,000	70,000	(10,000)
OTHER OUTSIDE SERVICES	7,999	22,000	30,000	8,000
EQUIPMENT RENTALS	2,867	10,000	10,000	-
SUPPLIES - OFFICE	7,097	8,400	8,400	-
TRAVEL AND SUBSISTENCE	3,113	5,000	5,000	-
EMPLOYEE TRAINING	2,558	5,000	5,000	-
OTHER MINOR ACCOUNTS	7,385	10,300	10,300	-
DEPARTMENT TOTAL	\$ 619,984	\$ 996,600	\$ 943,688	\$(52,912)

The Fiscal Year 2007 Budget is \$944 thousand; a decrease of \$53 thousand or 5.3 percent under the Fiscal Year 2006 Budgeted amount. Total payroll is \$680 thousand and includes 8 positions.

Departmental M&O Highlights

- Salaries increased \$23 thousand or 4.3% over the 2006 budget partially due to an across the board salary adjustment.
- Benefits increased over the 2006 budget due to SERS Pension Contribution Rate increase of nearly 4%.
- Advertising & Promotion decreased by \$100 thousand or 44.4%. The primary focus for advertisement will be for the North-South, South Extension.

Engineering

Description:

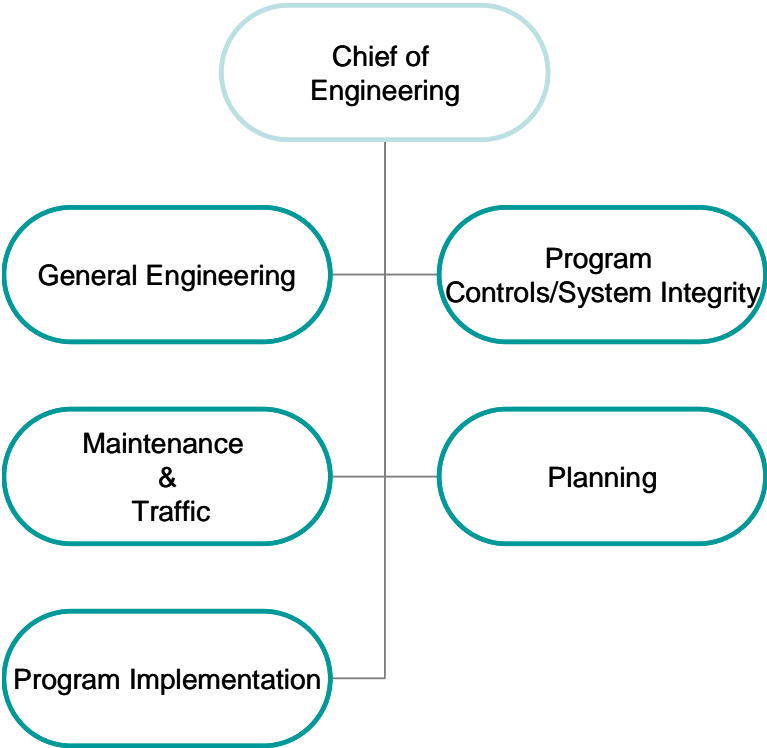
Engineering is responsible for the design, construction, operation and maintenance of our roadway. Annual inspections are made of the pavement, bridges and drain systems. Short and long-term project plans are refined based upon the inspections and transportation needs to ensure a safe and reliable transportation system. Guiding this effort is the Tollway's 10-year Capital Program, the CRP, which includes five major areas of need and extends over all four legs of the Tollway.

- Fix It
- Congestion-Relief
- Meet Needs of Growing Communities
- Enhance Local Economies
- Cutting-Edge Initiatives

The Engineering Department is responsible for the following functions:

- General Engineering
- Program Controls/System Integrity
- Maintenance & Traffic
- Planning
- Program Implementation

Department Organizational Structure



Engineering continued

MAJOR ACCOUNT LINE ITEMS:

ACCOUNT DESCRIPTION	2006 Revised		2007 Request	\$ Change
	2005 Actual	Budget		
SALARY & WAGES	\$ 27,603,356	\$ 29,057,180	\$ 32,310,181	\$ 3,253,001
BENEFITS	\$ 6,397,195	\$ 6,148,480	\$ 6,941,537	\$ 793,057
MATERIALS - OPERATIONAL	\$ 4,319,550	\$ 3,237,000	\$ 2,884,500	\$ (352,500)
FUELS AND OILS	\$ 2,661,320	\$ 3,008,000	\$ 2,789,109	\$ (218,891)
OTHER EXPENSES	\$ 2,817,379	\$ 2,840,400	\$ 2,578,090	\$ (262,310)
REPLACEMENT PARTS	\$ 1,566,844	\$ 1,377,800	\$ 1,363,600	\$ (14,200)
CONSULTING SERVICES	\$ 465,211	\$ 775,000	\$ 1,248,314	\$ 473,314
EQUIPMENT MAINTENANCE	\$ 9,095	\$ 94,600	\$ 931,500	\$ 836,900
OTHER OUTSIDE SERVICES	\$ 1,023,371	\$ 1,253,100	\$ 587,385	\$ (665,715)
SUPPLIES - OPERATIONAL	\$ 222,173	\$ 235,700	\$ 234,600	\$ (1,100)
UNIFORMS & ACCESSORIES	\$ 118,208	\$ 122,100	\$ 132,860	\$ 10,760
ROADWAY EQUIPMENT	\$ 1,112	\$ 106,500	\$ 109,150	\$ 2,650
BUILDING EQUIPMENT	\$ 27,741	\$ 59,400	\$ 86,995	\$ 27,595
TOOLS & EQUIPMENT	\$ 57,184	\$ 67,500	\$ 75,400	\$ 7,900
SUPPLIES - OFFICE	\$ 61,239	\$ 58,000	\$ 74,955	\$ 16,955
EQUIPMENT RENTALS	\$ 94,569	\$ 122,200	\$ 66,200	\$ (56,000)
OTHER CAPITAL EQUIPMENT	\$ -	\$ 24,000	\$ 59,900	\$ 35,900
DUES, BOOKS & SUBSCRIP.	\$ 9,693	\$ 39,600	\$ 55,000	\$ 15,400
RIGHT OF WAY	\$ 9,019	\$ -	\$ 50,000	\$ 50,000
OFFICE EQUIPMENT	\$ 4,188	\$ 34,400	\$ 44,946	\$ 10,546
TRAVEL AND SUBSISTENCE	\$ 24,063	\$ 47,000	\$ 25,000	\$ (22,000)
CONTRACTED OUTSIDE SERVICE	\$ 35,218	\$ 27,400	\$ 20,000	\$ (7,400)
EMPLOYEE TRAINING	\$ 23,388	\$ 46,900	\$ 19,323	\$ (27,577)
POSTAGE AND EXPRESS	\$ 8,571	\$ 11,500	\$ 13,500	\$ 2,000
PRINTING	\$ 4,300	\$ 11,300	\$ 8,392	\$ (2,908)
OTHER MINOR ACCOUNTS	\$ 9,935	\$ 6,400	\$ 3,600	\$ (2,800)
SUBTOTAL	\$ 47,573,922	\$ 48,811,460	\$ 52,714,037	\$ 3,902,577
RECOVERY OF EXPENSES	\$ (1,159,516)	\$ (1,218,200)	\$ (1,248,200)	\$ (30,000)
DEPARTMENTAL TOTAL	\$ 46,414,406	\$ 47,593,260	\$ 51,465,837	\$ 3,872,577

The Fiscal Year 2007 budget is approximately \$51.5 million, an increase of \$3.9 million or 8.1 percent over the Fiscal Year 2006 budget amount. Total payroll is \$39 million and includes 577 full time and 2 part-time positions.

Departmental M&O Highlights

- Salary and Wages reflect an increase of \$3.2 million over the 2006 budget. This increase is partially due to a new union contract as well as an across the board salary adjustment. Structurally, the Planning Department has transferred into the Engineering Department as a reporting unit, which included 12 employees. Engineering is adding 8 new positions to meet the needs of the Congestion-Relief Program.

Engineering continued

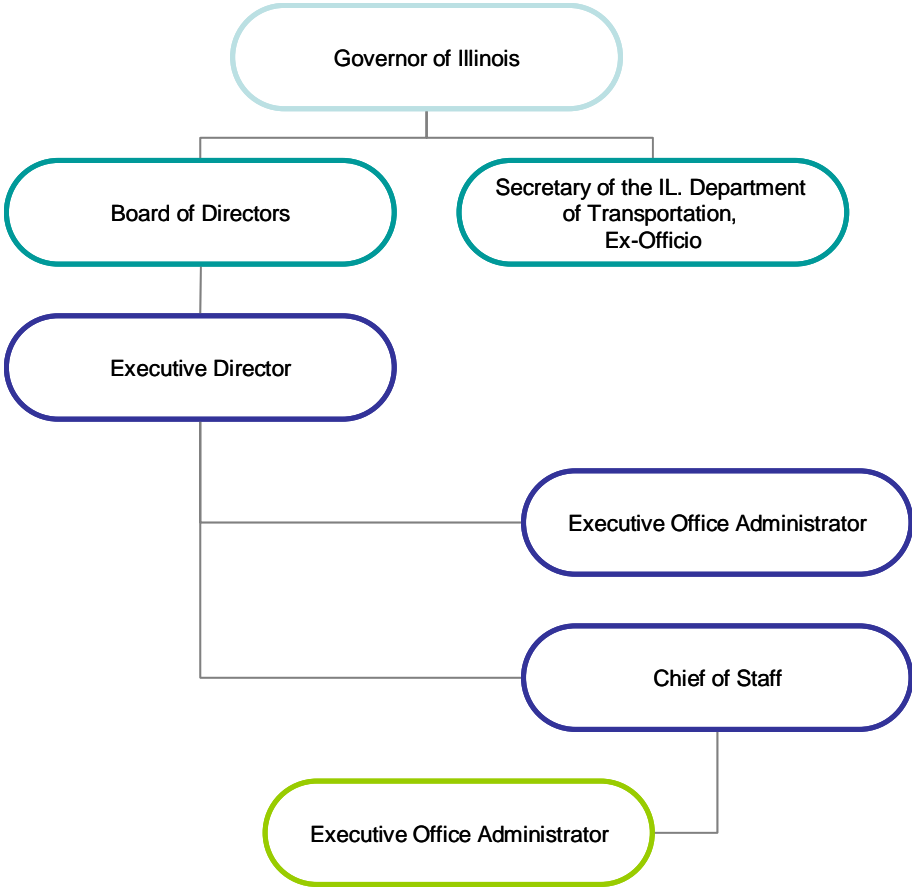
- Benefits increased over the 2006 budget due to a SERS Pension Contribution Rate increase of nearly 4%.
- Consulting Services increased \$473 thousand for services provided by CTE.
- Equipment Maintenance increased \$837 thousand mainly due to the addition of the TIMS maintenance agreement and a transfer of funds from the outside services account.
- Operational Materials has been reduced \$353 thousand or 10.9% to reflect an actual cost reduction for salt as well as a reduction in the repair of guard rails, light poles and other roadway parts.
- Other Expenses reflects a decrease of \$262 thousand or 9.2%, due in part to a reduced fee for the Administrative Charge.

Executive Management and Board of Directors Office

Description:

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

Department Organizational Structure



Executive Management and Board of Directors continued

MAJOR ACCOUNT LINES:

ACCOUNT DESCRIPTION	2006 Revised		2007 Request	\$ Change
	2005 Actual	Budget		
SALARY & WAGES	\$ 564,582	\$ 512,400	\$ 515,080	\$ 2,680
BENEFITS	107,516	89,200	\$ 110,273	\$ 21,073
OTHER EXPENSES	1,364,011	1,385,950	\$ 1,285,950	\$ (100,000)
OTHER OUTSIDE SERVICES	81,588	100,000	\$ 80,000	\$ (20,000)
DUES, BOOKS & SUBSCRIPTIONS	32,694	33,100	\$ 34,100	\$ 1,000
OTHER MINOR ACCOUNTS	6,126	17,200	\$ 22,500	\$ 5,300
TRAVEL AND SUBSISTENCE	11,889	15,500	\$ 15,500	\$ -
DEPARTMENT TOTAL	\$ 2,168,406	\$ 2,153,350	\$ 2,063,403	\$ (89,947)

Fiscal Year 2007 budget is \$2.1 million; a decrease of \$90 thousand or 4.2 percent under the Fiscal Year 2006 budgeted amount. Total payroll is \$625 thousand and includes 6 positions.

Departmental M&O Highlights

- Salaries increased \$3 thousand or 0.5% over the 2006 budget partially due to an across the board salary adjustment. There is no compensation for the Directors in 2007. There is funding for the Secretary to the Authority/Executive Assistant to the Chairman.
- Benefits increased over the 2006 budget due to SERS Pension Contribution Rate increase of nearly 4%.
- Other Expenses reflect a decrease of \$100 thousand or 7.3% due in part to a reduced fee for the Administrative Charge.
- Other Outside Services has decreased \$20 thousand or 20% based on reduced services required of outside vendor.

Finance

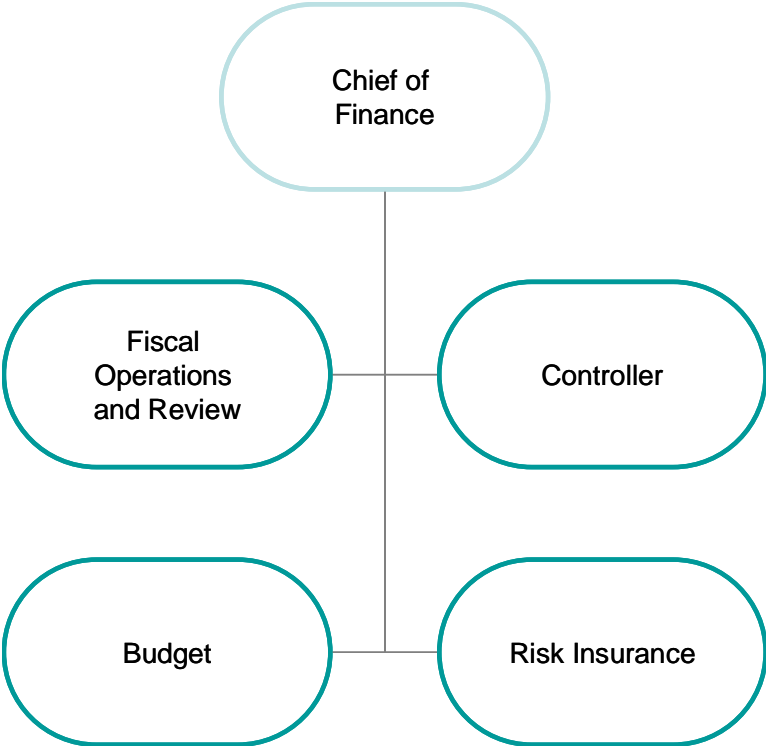
Description:

The Finance Department is responsible for all general accounting, financial reporting, budgeting, treasury functions, accounts payable, contract review, payroll, and risk management. In addition, Finance manages all bond, cash and investment analysis.

Finance is responsible for the following functions:

- Fiscal Operations and Review
- Controller: General Accounting, Accounts Payable, Payroll
- Budget Office
- Risk Insurance

Department Organizational Structure



Finance continued

MAJOR ACCOUNT LINES:

ACCOUNT DESCRIPTION	2006 Revised		2007 Request	\$ Change
	2005 Actual	Budget		
SALARY & WAGES	\$ 2,106,095	\$ 2,368,934	\$ 2,433,432	\$ 64,498
BENEFITS	442,424	417,715	517,797	100,082
GROUP INSURANCE	20,666,139	24,208,000	23,200,000	(1,008,000)
WORKMAN'S COMP. INSURANCE	2,522,122	2,400,000	3,411,000	1,011,000
OTHER OUTSIDE SERVICES	953,459	1,395,000	2,800,000	1,405,000
PROPERTY INSURANCE	1,845,778	2,293,200	2,415,000	121,800
OTHER EXPENSES	1,797,485	1,794,200	1,790,700	(3,500)
BANK CHARGES	128,503	147,000	108,000	(39,000)
BOND TRUSTEE	35,049	80,000	50,000	(30,000)
SUPPLIES - OFFICE	17,873	15,000	20,000	5,000
POSTAGE AND EXPRESS	5,857	8,800	12,000	3,200
OTHER CAPITAL EQUIPMENT	4,693	9,500	10,500	1,000
EQUIPMENT MAINTENANCE	-	1,000	10,200	9,200
EMPLOYEE TRAINING	10,129	15,000	10,000	(5,000)
DUES, BOOKS & SUBSCRIP.	3,984	5,500	6,000	500
TRAVEL AND SUBSISTENCE	3,721	5,000	5,000	-
OFFICE EQUIPMENT	2,308	4,700	5,000	300
OTHER MINOR ACCOUNTS	1,357	4,200	3,700	(500)
<i>SUBTOTAL</i>	\$ 30,546,976	\$ 35,172,749	\$ 36,808,329	\$ 1,635,580
RECOVERY OF EXPENSES	(355,374)	(400,000)	(400,000)	-
<i>DEPARTMENT TOTAL</i>	\$ 30,191,602	\$ 34,772,749	\$ 36,408,329	\$ 1,635,580

The Fiscal Year 2007 budget request is \$36.4 million; an increase of \$1.6 million or 4.7 percent over the Fiscal Year 2006 budgeted amount. Total payroll is \$3 million and includes 57 positions.

Departmental M&O Highlights

- Salaries increased \$65 thousand or 2.7% over the 2006 budget, partially due to an across the board salary adjustment.
- Benefits increased over the 2006 budget due to SERS Pension Contribution Rate increase of nearly 4%.
- Group Insurance was reduced \$1 million or 4.2% due to several vacant positions.
- Other Outside Services increased \$1.4 million or 100.7% based on an increase in collection agency costs.
- Workman's Compensation Insurance increased \$1 million or 42.1% because a recent actuarial study projected a rise in the value of claims for 2007.
- Property Insurance increased \$122 thousand or 5.3% due to increased replacement costs.

Information Technology

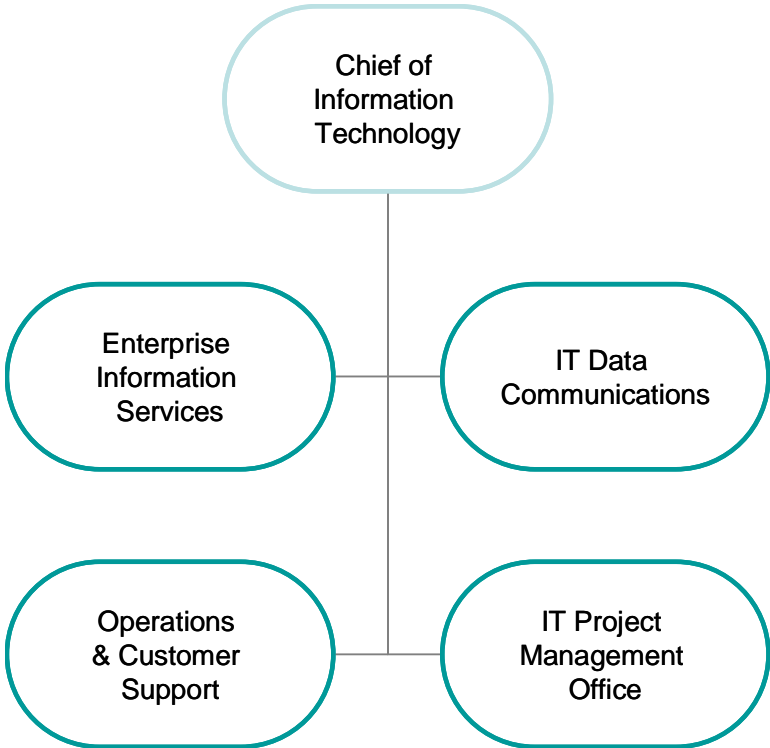
Description:

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

Information Technology is responsible for the following functions:

- Enterprise Information Services
- IT Data Communications
- Operations & Customer Support
- IT Project Management

Department Organizational Structure



Information Technology continued

MAJOR ACCOUNT LINES:

ACCOUNT DESCRIPTION	2005 Actual	2006 Revised Budget	2007 Request	\$ Change
SALARY & WAGES	\$ 3,552,579	\$ 4,284,400	\$ 4,469,984	\$ 185,584
BENEFITS	701,520	751,000	956,979	205,979
EQUIPMENT MAINTENANCE	1,042,185	1,905,000	2,220,000	315,000
TELEPHONE & TELEGRAPH	800,540	425,000	400,000	(25,000)
REPLACEMENT PARTS	108,683	110,000	140,000	30,000
EMPLOYEE TRAINING	67,806	125,000	125,000	-
SUPPLIES - OPERATIONAL	48,605	187,600	100,000	(87,600)
OTHER OUTSIDE SERVICES	49,723	154,000	90,000	(64,000)
SUPPLIES - OFFICE	20,023	21,000	21,500	500
MATERIALS - OPERATIONAL	19,856	20,000	20,000	-
CONSULTING SERVICES	63,927	50,000	20,000	(30,000)
OTHER CAPITAL EQUIPMENT	7,658	19,000	14,000	(5,000)
TOOLS & EQUIPMENT	1,428	9,500	6,000	(3,500)
TRAVEL AND SUBSISTENCE	2,231	7,800	5,800	(2,000)
OFFICE EQUIPMENT	2,140	5,000	5,000	-
OTHER MINOR ACCOUNTS	10,769	17,400	13,500	(3,900)
SUBTOTAL	\$ 6,499,673	\$ 8,091,700	\$ 8,607,763	\$ 516,063
RECOVERY OF EXPENSES	(8,810)	-	-	-
DEPARTMENT TOTAL	\$ 6,490,863	\$ 8,091,700	\$ 8,607,763	\$ 516,063

The Fiscal Year 2007 budget request is \$8.6 million; an increase of \$516 thousand or 6.3 percent over the Fiscal Year 2006 budgeted amount. Total payroll is \$5.4 million and includes 77 positions.

Department M&O Highlights

- Salaries increased \$186 thousand or 4.3% partially due to an across the board salary adjustment.
- Benefits increased over the 2006 budget due to SERS Pension Contribution Rate increase of nearly 4%.
- Equipment Maintenance increased \$315 thousand or 16.5% for continued support of the Next Generation Network Project as well as other ongoing hardware and software maintenance.
- Other Outside Services decreased \$64 thousand or 41.6% due in part to a reduced fee for the Administrative Charge.

Office of Inspector General

Description:

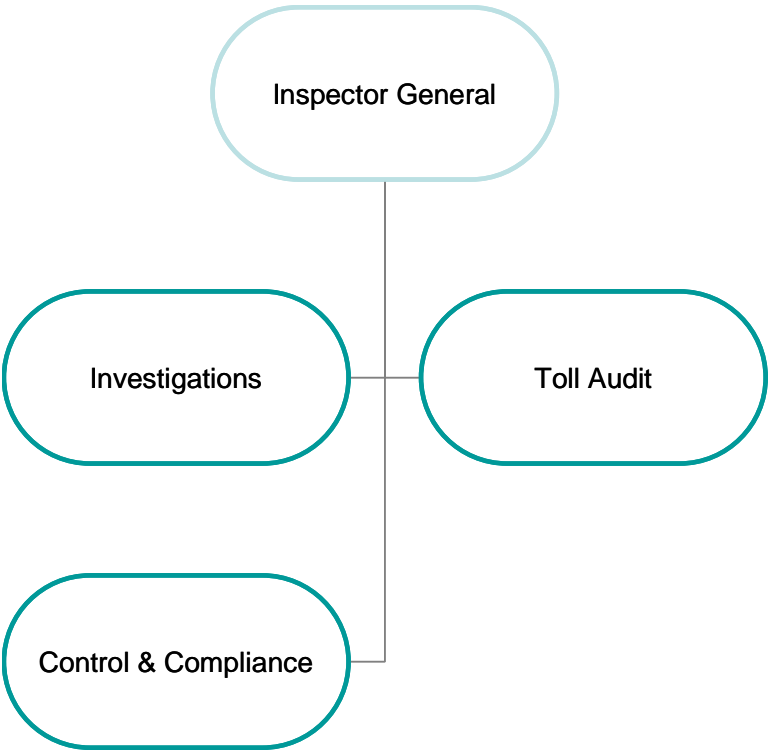
The Office of the Inspector General (“OIG”) at the Illinois State Toll Highway Authority (“Tollway”) was created in accordance with Governor Blagojevich’s reform agenda for the Tollway.

The mission of the OIG is to foster and promote public accountability and integrity in the day to day administration of the Tollway by providing the Governor (through the Executive Inspector General), Tollway Board and Tollway management with an independent view of operations through objective audits, investigations, reviews, and evaluations of the economy, efficiency and effectiveness of Tollway projects and operations.

The Office of the Inspector General is responsible for the following functions:

- Investigations
- Toll Audit
- Control and Compliance

Department Organizational Structure



Office of Inspector General continued

MAJOR ACCOUNT LINES:

ACCOUNT DESCRIPTION	2006 Revised		2007 Request	\$ Change
	2005 Actual	Budget		
SALARY & WAGES	\$ 326,998	\$ 725,400	\$ 843,500	\$ 118,100
BENEFITS	66,544	129,000	180,679	51,679
EMPLOYEE TRAINING	3,031	15,000	15,000	-
EQUIPMENT MAINTENANCE	4,668	20,900	15,000	(5,900)
DUES, BOOKS & SUBSCRIP.	524	7,000	8,000	1,000
SUPPLIES - OFFICE	976	7,000	8,000	1,000
TRAVEL AND SUBSISTENCE	231	6,000	6,000	-
OTHER OUTSIDE SERVICES & MINOR ACCOUNTS	91,564	272,800	7,800	(265,000)
DEPARTMENTAL TOTAL	\$ 494,536	\$ 1,183,100	\$ 1,083,979	\$ (99,121)

The Fiscal Year 2007 budget is \$1.1 million; a decrease of \$99 thousand or 8.4 percent under the Fiscal Year 2006 budgeted amount. Total payroll is \$1 million and includes 15 positions.

Departmental M&O Highlights:

- Salaries increased \$118 thousand or 16.3% partially due to an across the board salary adjustment. Additionally, funding was previously provided for outside auditing services. This function is now performed in-house with additional staff hired to perform audits.
- Benefits increased over the 2006 budget due to SERS Pension Contribution Rate increase of nearly 4%.
- Equipment Maintenance has decreased \$6 thousand or 28.2%. A new roadwide CCTV maintenance contract is in place and the cost of security camera maintenance is split between Inspector General and Operational Services, with most funding being held in Operational Services.

Legal

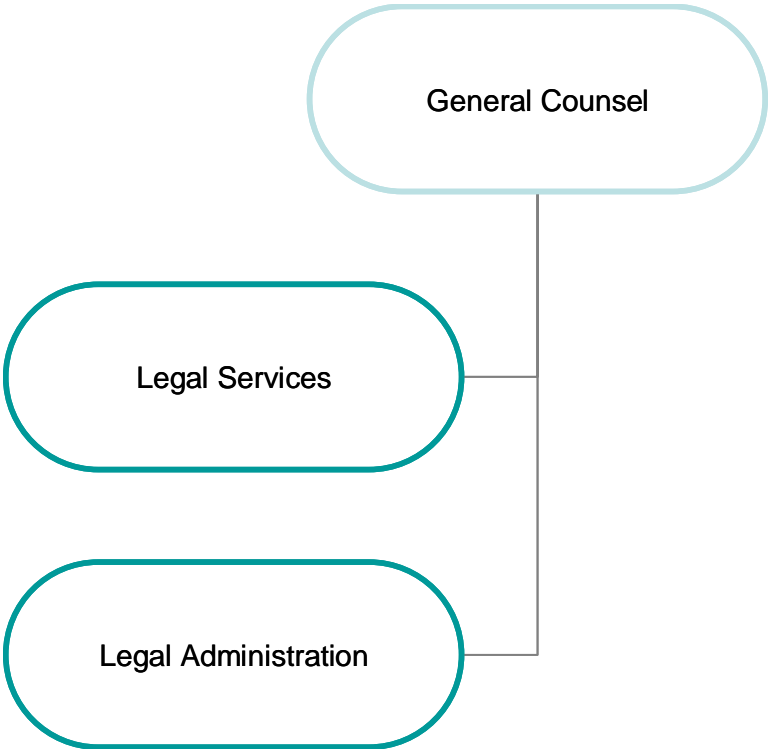
Description:

The Law Department is a Bureau of the Office of the Attorney General of the State of Illinois assigned to provide legal services to the Tollway. The General Counsel reports to the Executive Director and to the Attorney General.

The Legal Department is responsible providing legal services that pertain to the following:

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

Department Organizational Structure



Legal continued

MAJOR ACCOUNT LINES:

ACCOUNT DESCRIPTION	2005 Actual	2006 Revised Budget	2007 Request	\$ Change
SALARY & WAGES	\$ 820,125	\$ 903,800	\$ 946,160	\$ 42,360
BENEFITS	159,180	158,400	202,563	44,163
OTHER OUTSIDE SERVICES	200,762	200,000	200,000	-
OTHER EXPENSES	4,723	20,000	20,000	-
DUES, BOOKS & SUBSCRIP.	13,948	16,000	16,000	-
EMPLOYEE TRAINING	1,056	8,400	8,400	-
TRAVEL AND SUBSISTENCE	5,514	8,000	8,000	-
SUPPLIES - OFFICE	4,993	6,000	6,000	-
OTHER MINOR ACCOUNTS	9,354	10,200	10,200	-
<i>SUBTOTAL</i>	\$ 1,219,655	\$ 1,330,800	\$ 1,417,323	\$ 86,523
RECOVERY OF EXPENSES	(5,847)	(5,000)	(5,000)	-
<i>DEPARTMENT TOTAL</i>	\$ 1,213,808	\$ 1,325,800	\$ 1,412,323	\$ 86,523

The Fiscal Year 2007 budget is \$1.4 million; an increase of \$87 thousand or 6.5 percent over Fiscal Year 2006 budgeted amount. Total payroll is \$1.2 million and includes 12 positions.

Department M&O Highlights

- Salaries increased \$42 thousand or 4.7% partially due to an across the board salary adjustment.
- Benefits increased over the 2006 budget due to SERS Pension Contribution Rate increase of nearly 4%.

Open Road Tolling

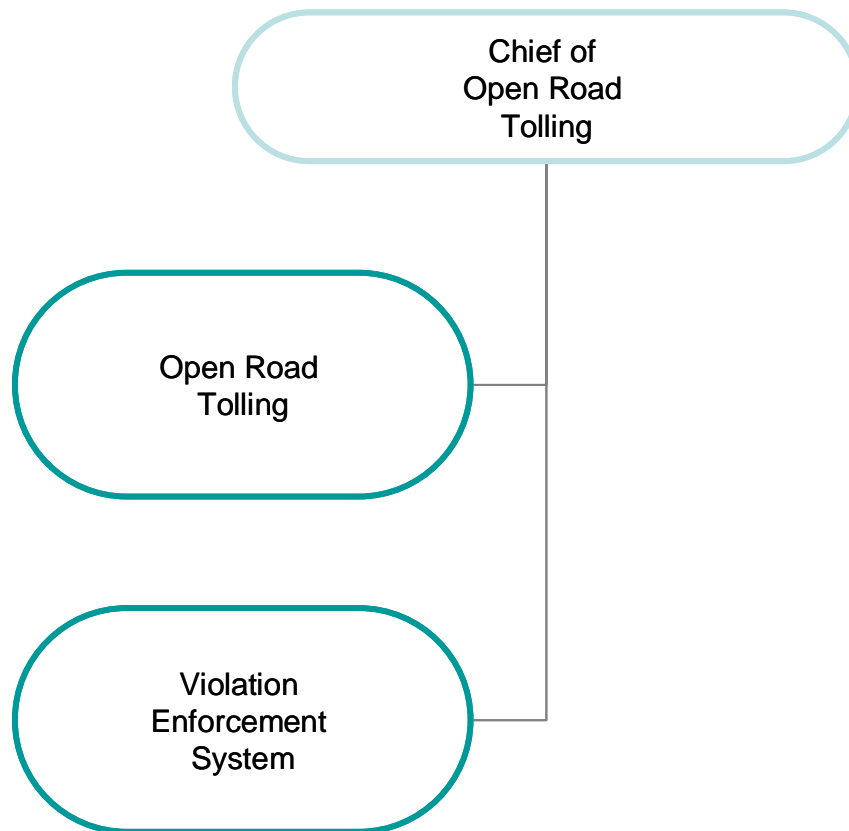
Description:

The Open Road Tolling Department is responsible for recouping uncollected toll revenue and assessing fines and other sanctions against toll scofflaws as a meaningful deterrent to future toll evasion. In 2002, the Illinois Tollway began to pursue the small percentage of habitual toll cheaters. In 2003, state-of-the-art video surveillance procedures and noticing functions were outsourced to provide for swift and meaningful prosecution of alleged toll cheaters, while affording the opportunity for due process of law.

Open Road Tolling is responsible for the following functions:

Open Road Tolling Support
Violation Enforcement Systems

Department Organizational Structure



Open Road Tolling continued

MAJOR ACCOUNT LINES:

ACCOUNT DESCRIPTION	2006 Revised		2007 Request	\$ Change
	2005 Actual	Budget		
SALARY & WAGES	\$ 508,506	\$ 580,700	\$ 630,108	\$ 49,408
BENEFITS	97,136	101,300	134,900	33,600
EQUIPMENT MAINTENANCE	-	-	9,900,000	9,900,000
CONTRACTED OUTSIDE SERVICE	90,440	600,000	700,000	100,000
BANK CHARGES	18,903	130,000	200,000	70,000
TELEPHONE & TELEGRAPH	3,223	8,000	8,000	-
TRAVEL AND SUBSISTENCE	228	5,000	5,000	-
OTHER MINOR ACCOUNTS & OUTSIDE SERVICES	9,249,136	9,407,400	5,400	(9,402,000)
DEPARTMENT TOTAL	\$ 9,967,572	\$ 10,832,400	\$ 11,583,408	\$ 751,008

The Fiscal Year 2007 budget is \$11.6 million; an increase of \$751 thousand or 6.9 percent over the Fiscal Year 2006 budgeted amount. Total payroll is \$765 thousand and includes 13 positions.

Departmental M&O Highlights:

- Salaries increased \$49 thousand or 8.5% partially due to an across the board salary adjustment.
- Benefits increased over the 2006 budget due to SERS Pension Contribution Rate increase of nearly 4%.
- Funding in Equipment Maintenance of \$9.9 million is for the Tollway's system-wide lane maintenance. This includes all equipment used in the lanes as well as software/hardware maintenance. This expense was previously included in Outside Services.
- Contracted Outside Services has increased \$100 thousand or 16.7%. This account funds Secretary of State and Hearing Officers payments.
- Bank Charges has increased \$70 thousand or 53.8%. This charge was incorporated in the Other Outside Services account in prior years when an outside vendor performed this service. Funding is now in the Bank Charges account.

Operational Services

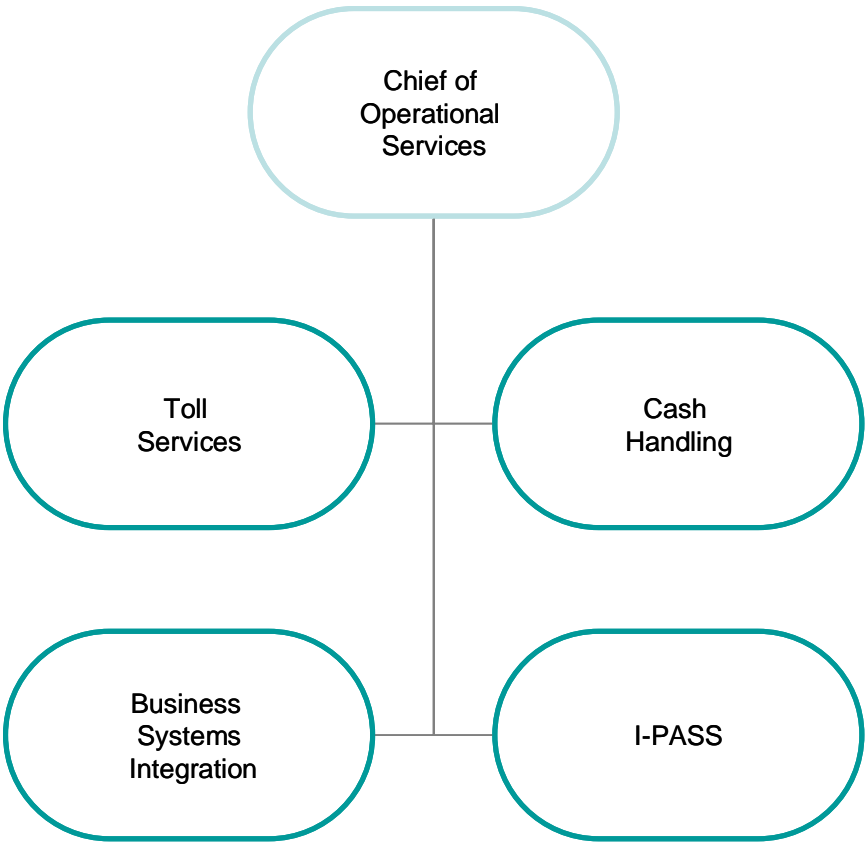
Description:

The Department of Operational Services provides the necessary resources and services to foster electronic toll collection through the sale of transponders, the collection, counting and depositing of tolls, and monitoring the delivery of excellent customer service. The Business Systems Integration group is responsible for the management, control and compliance of Authority contracts.

Operational Services is responsible for the following functions:

- Toll Collection
- Cash Handling
- I-PASS
- Business Systems Integration

Department Organizational Structure



Operational Services continued

MAJOR ACCOUNT LINE ITEMS:

ACCOUNT DESCRIPTION	2005 Actual	2006 Revised Budget	2007 Request	\$ Change
SALARY & WAGES	\$ 38,654,890	\$ 38,825,300	\$ 34,332,200	\$ (4,493,100)
BENEFITS	\$ 8,497,791	\$ 8,116,030	\$ 7,878,837	\$ (237,193)
OTHER OUTSIDE SERVICES	\$ 6,783,922	\$ 6,887,000	\$ 12,110,000	\$ 5,223,000
BANK CHARGES	\$ 6,546,009	\$ 7,100,000	\$ 7,500,000	\$ 400,000
UTILITIES	\$ 3,157,219	\$ 5,200,000	\$ 4,770,000	\$ (430,000)
OTHER EXPENSES	\$ 2,492,894	\$ 2,491,220	\$ 2,488,100	\$ (3,120)
EQUIPMENT MAINTENANCE	\$ 10,945,813	\$ 10,064,500	\$ 2,195,000	\$ (7,869,500)
POSTAGE AND EXPRESS	\$ 643,328	\$ 704,800	\$ 505,100	\$ (199,700)
TELEPHONE & TELEGRAPH	\$ 383,219	\$ 450,000	\$ 300,000	\$ (150,000)
UNIFORMS & ACCESSORIES	\$ 253,984	\$ 273,200	\$ 271,000	\$ (2,200)
ARMORED TRUCK SERVICE	\$ 303,421	\$ 260,000	\$ 260,000	\$ -
SUPPLIES - OFFICE	\$ 201,321	\$ 245,800	\$ 235,500	\$ (10,300)
SUPPLIES - OPERATIONAL	\$ 315,889	\$ 513,000	\$ 130,500	\$ (382,500)
CONTRACTED OUTSIDE SERVICE	\$ 81,407	\$ 254,000	\$ 90,809	\$ (163,191)
TRAVEL AND SUBSISTENCE	\$ 113,457	\$ 89,000	\$ 84,000	\$ (5,000)
DUES, BOOKS & SUBSCRIP.	\$ 72,319	\$ 76,000	\$ 80,000	\$ 4,000
BUILDING EQUIPMENT	\$ 7,788	\$ 37,000	\$ 40,000	\$ 3,000
OFFICE EQUIPMENT	\$ 1,161	\$ 39,200	\$ 35,000	\$ (4,200)
REPLACEMENT PARTS	\$ 127,665	\$ 193,800	\$ 34,000	\$ (159,800)
CONSULTING SERVICES	\$ 19,760	\$ 41,000	\$ 25,000	\$ (16,000)
EMPLOYEE TRAINING	\$ 13,955	\$ 25,000	\$ 15,000	\$ (10,000)
EQUIPMENT RENTALS	\$ 3,305,556	\$ 3,717,100	\$ 500	\$ (3,716,600)
OTHER MINOR ACCOUNTS	\$ 155,166	\$ 194,550	\$ 10,500	\$ (184,050)
SUBTOTAL	\$ 83,077,934	\$ 85,797,500	\$ 73,391,046	\$ (12,406,454)
RECOVERY OF EXPENSES	\$ (422,570)	\$ (103,000)	\$ (300,000)	\$ (197,000)
DEPARTMENT TOTAL	\$ 82,655,364	\$ 85,694,500	\$ 73,091,046	\$ (12,603,454)

The Fiscal Year 2007 budget is \$73.1 million; a decrease of \$12.6 million or 14.7 percent under the Fiscal Year 2006 budgeted amount. Total payroll is \$42 million and includes 748 full-time positions.

Departmental M&O Highlights

- Salaries and Wages decreased by \$4.5 million or 11.6% due to the Facility Services group transferring out of this department to the Administration Department. The Facility Services staff totaled 122 employees.
- Other Outside Services increased \$5.2 million or 75.8%. This amount will fund the new Customer Call Center for I-PASS and (Violation Processing Services) VPS services. Besides the Customer Call Center, funding is provided for retail distribution of transponders, transponder distribution and lease/rental of office space and labor to run the Customer Call Center.

Operational Services continued

- Bank Charges increased \$400 thousand or 5.6%. This increased is based on the anticipated increase in I-PASS usage.
- Equipment Maintenance decreased \$7.9 million or 78.2%. Previous funding for system-wide lane equipment maintenance was provided for in this account but has since moved to the Open Road Tolling Department under Equipment Maintenance. ORT will monitor this contract. Funding of \$2 million will provide for new system-wide security camera maintenance.
- Equipment Rental has decreased \$3.7 million or 99.8%. Equipment previously rented will be purchased for use.
- Postage has been reduced \$200 thousand or 28.3% due to the new Customer Call Center package, I-PASS and VPS related postage costs will be pick-up by vendor.
- Telephone has decreased \$150 thousand or 33.3% due to the new Customer Call Center package, I-PASS and VPS related telecom costs will be pick-up by vendor.

Procurement

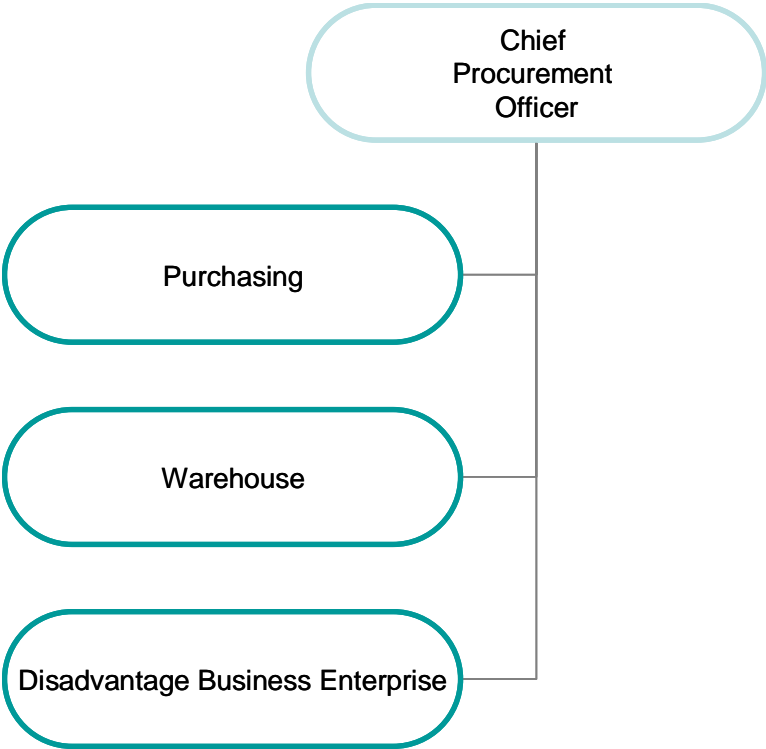
Description:

The Procurement Department is responsible for all purchasing and procurement issues related to the Tollway. In addition to procurement of goods and services, the department is also responsible for the warehouse function. The Procurement Department is authorized to execute contracts and place orders for goods and services as well as updating the DBE Program.

The Procurement Department is responsible for the following functions:

- Purchasing
- Central Warehouse
- DBE Program

Department Organizational Structure



Procurement continued

MAJOR ACCOUNT LINES:

ACCOUNT DESCRIPTION	2006 Revised		2007 Request	\$ Change
	2005 Actual	Budget		
SALARY & WAGES	\$ 2,071,438	\$ 2,084,900	\$ 2,514,900	\$430,000
BENEFITS	439,749	393,200	552,200	159,000
TELEPHONE & TELEGRAPH	9,359	20,900	20,900	-
SUPPLIES - OFFICE	20,622	11,800	15,800	4,000
ADVERTISING & PROMOTION	5,084	10,000	13,000	3,000
TRAVEL AND SUBSISTENCE	-	-	12,000	-
OFFICE EQUIPMENT	1,631	9,000	8,000	(1,000)
OTHER CAPITAL EQUIPMENT	-	13,200	8,000	(5,200)
OTHER OUTSIDE SERVICES	29,159	7,400	7,400	-
EQUIPMENT MAINTENANCE	1,037	3,900	5,000	1,100
OTHER MINOR ACCOUNTS	177,594	33,900	21,900	(12,000)
SUBTOTAL	\$ 2,755,673	\$ 2,588,200	\$ 3,179,100	\$590,900
RECOVERY OF EXPENSES	(6,928)	(5,000)	(5,000)	-
DEPARTMENT TOTAL	\$ 2,748,745	\$ 2,583,200	\$ 3,174,100	\$590,900

The Fiscal Year 2007 budget is \$3.2 million; an increase of \$591 thousand or 22.9 percent over the Fiscal Year 2006 budgeted amount. Total payroll is \$3.1 million and includes 53 full-time positions.

Departmental M&O Highlights

- Salaries and Wages increased by \$430 thousand or 20.6% due to union contract increases in Wages and an across the board salary adjustment in salaries. There is 1 additional position and the position of Chief of Procurement and Purchasing and Warehouse Managers were filled.
- Benefits increased over the 2006 budget due to SERS Pension Contribution Rate increase of nearly 4%.
- Travel, Office Supplies, and Equipment accounts will show an increase because these items were originally funded under the Chief's cost center in Administration for use by that department.

State Police

Description:

Illinois State Police District 15 is a separate contingent of the Illinois State Police. It provides law enforcement and patrols to the Tollway System to assist disabled motorists and provide special details for overweight vehicles, construction zone safety, investigations and toll collection operations. The District Commander reports to the Executive Director of the Tollway and to the Director of the State Police.

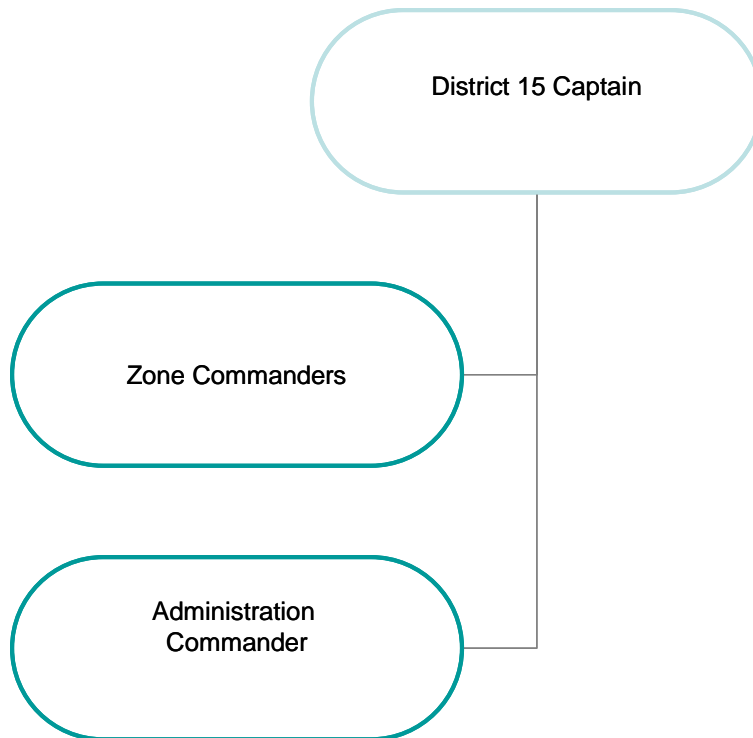
District 15 is a unique State Police district serving a unique mobile community made up of travelers from across the country and local commuters, traversing the 274 miles of the Illinois Tollway. Troopers assigned to District 15 cover 12 different counties, 5 state police districts and 4 toll roads.

The district operates and is solely responsible for a Truck Task Force, Special Enforcement Teams made up of a K-9 anti-drug unit and motorcycle patrol unit, a Comprehensive Investigative Unit, an Administrative team, and Tollway patrol operations.

District 15 State Police is responsible for the following functions:

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

Department Organizational Structure



State Police continued

MAJOR ACCOUNT LINES:

ACCOUNT DESCRIPTION	2005 Actual	2006 Revised Budget	2007 Request	\$ Change
SALARY & WAGES	\$ 12,735,793	\$ 13,648,600	\$ 14,856,522	\$1,207,922
BENEFITS	1,964,427	1,593,400	2,302,426	709,026
GROUP INSURANCE	2,162,548	2,250,000	2,678,400	428,400
OTHER EXPENSES	925,565	1,130,000	900,000	(230,000)
EQUIPMENT MAINTENANCE	86,398	117,500	153,000	35,500
OTHER OUTSIDE SERVICES	3,375	134,000	130,000	(4,000)
UNIFORMS & ACCESSORIES	79,250	129,400	100,000	(29,400)
SUPPLIES - OPERATIONAL	17,673	53,000	53,000	-
POLICE EQUIPMENT	4,745	187,000	40,000	(147,000)
SUPPLIES - OFFICE	20,403	22,000	30,000	8,000
TELEPHONE & TELEGRAPH	19,905	26,000	20,000	(6,000)
POSTAGE AND EXPRESS	17,594	18,900	18,900	-
EMPLOYEE TRAINING	9,930	12,000	10,000	(2,000)
TRAVEL AND SUBSISTENCE	4,745	7,000	5,000	(2,000)
REPLACEMENT PARTS	21,273	5,000	5,000	-
OTHER MINOR ACCOUNTS	13,941	16,800	5,300	(11,500)
SUBTOTAL	\$ 18,087,565	\$ 19,350,600	\$ 21,307,548	\$1,956,948
RECOVERY OF EXPENSES	(23,997)	(20,000)	(75,000)	(55,000)
DEPARTMENT TOTAL	\$ 18,063,568	\$ 19,330,600	\$ 21,232,548	\$1,901,948

The Fiscal Year 2007 budget is \$21.2 million; an increase of \$1.9 million or 9.8 percent over the Fiscal Year 2006 budgeted amount. Total payroll is \$17 million for 19 civilian positions and 196 troopers.

Departmental M&O Highlights:

- Salaries and Wages increased by \$1.2 million or 8.9% due to increase in headcount and union contract increases in Wages and an across the board salary adjustment in salaries.
- Benefits increased over the 2006 budget due to SERS Pension Contribution Rate increase of nearly 4%.
- Group Insurance increased \$428 thousand or 19% as a result of having increased headcount for a full calendar year.
- Other Expenses has decreased \$230 thousand or 20.4% due in part to a reduced fee for the Administrative Charge.
- Police Equipment has decreased \$147 thousand or 78.6% due to a reduced number of District 15 patrol vehicles that are scheduled to be replaced in fiscal year 2007 by Fleet.



Opening



Widening



Extending



Rebuilding

2007 Capital Program

The Illinois Tollway has developed a comprehensive, 10-year Capital Program for modernizing and rebuilding the 274-mile Tollway to create a more efficient transportation system for its customers. The Congestion-Relief Plan (CRP), the main component of the 10-year Capital Program, is a roadmap for providing customers with faster, safer and more reliable travel in the decades to come. Other elements of the 10-year Capital Program build on the CRP by incorporating strategies, improvements and new technologies to manage congestion, reduce travel times, provide enhanced customer service, and guide future Tollway operations and maintenance.

Fiscal Year 2007 - Capital Program
10-Year Capital Program (2005-2014)
(\$ in millions)

	2005 Expenditures	2006 Budget	2006 Year-End Estimated Expenditures	2007 Proposed Budget	10-Year Total Project Budget
Open Road Tolling (ORT)	152.1	379.8	392.2	103.4	736.2
Tri-State Tollway (I-94/294)	138.6	281.1	194.3	312.6	1,875.9
Northwest Tollway (I-90)	1.1	6.1	2.4	16.3	1,002.4
Reagan Memorial Tollway (I-88)	88.7	56.9	33.4	119.1	684.8
North-South Tollway (I-355)	54.0	306.7	294.8	380.9	767.3
Systemwide Improvements	41.4	57.3	42.4	72.5	287.1
Congestion-Relief Plan Subtotal	\$ 476.0	\$ 1,087.9	\$ 959.5	\$ 1,004.9	\$ 5,353.7
"Other" Capital Projects Subtotal	\$ 66.5	\$ 122.0	\$ 40.4	\$ 138.1	\$ 600.0
TOTAL CAPITAL PROGRAM	\$ 542.4	\$ 1,209.9	\$ 999.9	\$ 1,143.0	\$ 5,953.7

2006 Accomplishments

The Capital Program continues to focus on five initiatives that include congestion relief, rebuilding and widening the existing infrastructure, regional growth, system-wide enhancements and cutting-edge initiatives.

Congestion-Relief Plan

Open Road Tolling (ORT)

- By the end of 2006, the Tollway is estimated to have expended more than \$544 million over a two year period to deliver Open Road Tolling at the 20 mainline plazas on the system, as well as reconstructing many of the mainline pavement approaches to the plazas.
- Phase I: Delivered ORT at nine plazas in 2005 including Aurora (I-88); Edens Spur (I-94); Boughton Road and Army Trail Road (I-355); Irving Park, Touhy Avenue, Cermak Road, 82nd Street and 83rd Street (I-294).

- Phase II: Delivering ORT at remaining mainline plazas by fall 2006. ORT lanes opened at Meyers/York Road, DeKalb, and Dixon (I-88); 163rd Street and Waukegan (I-294); South Beloit, Belvidere, Marengo, Elgin, Devon and River Road (I-90).

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

- Nearly \$139 million is estimated to be expended in 2006 to complete reconstruction of the Tri-State Tollway between IL 394 (south terminus) and 167th Street, widening the mainline from six to eight lanes with the addition of merge lanes at select locations.
- Design for Phase II of the south Tri-State reconstruction from 167th Street to 95th Street continued in 2006, with over \$6 million in estimated expenditures.
- Estimated expenditures are expected to exceed \$3 million for the central portion of the Tri-State from Balmoral Avenue to Dempster Street where design continued in 2006 for the reconstruction and widening of the mainline from six to eight lanes. Design work continued for the reconstruction of the remainder of the central Tri-State from Dempster Street to Lake Cook Road and for the northern section from Half Day Road to Russell Road where expenditures are estimated at nearly \$46 million in 2006.

Reagan Memorial Tollway (I-88)

- In 2006 design continues for the 5.7 mile stretch from Washington Street to Finley Road with estimated expenditures totaling nearly \$4 million, including design for interchange improvements at Naperville Road, IL Route 53 and the North-South Tollway (I-355).
- Additional advance work continues including retaining wall construction on Naperville Road ramps and the Yackley Road Bridge; 2006 estimated expenditures are over \$6 million.

North-South Tollway (I-355) - South Extension

- Bridge construction began in March of 2006 for the 1.3 mile long bridge over the Des Plaines River Valley with approximately \$86 million in estimated expenditures for 2006.
- Crossroad bridge construction began in 2006 at Gougar Road and 163rd Street, 107th Street at Joliet Road, and East Frontage Road at Joliet Road with an estimated \$20 million in expenditures for 2006.
- Estimated expenditures for 2006 include approximately \$39 million for earthwork at 143rd Street and Archer Avenue, I-80 to 127th Street, and north of 135th Street.
- Additionally nearly \$52 million is estimated to be expended for interchanges at I-55, I-80, Cedar Road, US Route 6, and 127th Street.
- Over \$11 million is estimated to be expended for the start of mainline roadway construction from 143rd Street to US Route 6.

Other Capital Projects

Public Safety / Customer Communications

- Over \$2 million will be expended to continue to support the Intelligent Transportation Systems, including, dynamic message signs, portable changeable message signs, and wireless closed circuit TV.
- Expenditures are estimated at more than \$1.1 million to complete the installation of a new device, Cable Median Barrier, to improve safety and reduce cross-over accidents on the west end of the Northwest Tollway and western portions of the Reagan Memorial Tollway.

Business Efficiencies

- Approximately \$1 million will be expended to support the Next Generation Network (NGN); a combination of several service specific networks, including voice, video and data.
- Over \$2 million will be expended to support Web and E-Commerce, which provides the 3 million plus Tollway patrons a website with a full self service environment.

Toll Collection

- Expenditures are estimated at more than \$6.5 million for the purchase of Transponders.
- More than \$4 million will be expended for lane conversions and refurbishment of automatic coin machines throughout the system.

Roadway and Operational Repairs/Replacements

- \$5.8 million is estimated to be expended for annual maintenance, such as:
 - driveway repairs;
 - parking lot repairs;
 - salt dome replacement;
 - pavement striping; and
 - maintenance yard improvements systemwide
- More than \$5 million is estimated to be expended for the purchase of roadway equipment to support Tollway operations, including:
 - dump trucks with plow equipment;
 - street sweepers;
 - light duty trucks and vans;
 - salt conveyors;
 - aerial lifts; and
 - squad cars for the Illinois State Police District 15
- More than \$1 million is estimated to be expended for operational repairs and replacements, including:

- o upgrade of the HVAC Network;
- o generator replacements;
- o roof replacements; and
- o update of the Halon System at Central Administration



Dynamic Message Sign

2007 Highlights

Fiscal Year 2007 begins the third year of the 10-Year Capital Program with over \$1.1 billion budgeted for systemwide enhancements and CRP construction projects on all four major tollroads.

Congestion-Relief Plan

Open Road Tolling (ORT)

- Over \$20 million is allocated in 2007 for the completion of the reconstruction of the Waukegan Plaza, including the Wadsworth Road Bridge work and completion of mainline pavement approaches.
- \$9 million has been budgeted for the completion of the Elgin Toll Plaza reconstruction and mainline pavement approaches.
The 2007 budget includes approximately \$17 million for the completion of plaza work and mainline pavement approaches at the River Road and Devon Avenue Toll Plazas.

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

- Approximately \$87 million is budgeted for construction to begin on Phase II of the south Tri-State reconstruction and widening from 167th Street to 95th Street.
- Included in the 2007 budget is funding for the start of construction on the central Tri-State Tollway from Balmoral Avenue to Dempster Street totaling over \$61 million.
- Design continues and construction is scheduled to begin on the system from Dempster Street to Lake Cook Road with over \$36 million budgeted in 2007.
- Additionally, over \$106 million is budgeted for the reconstruction and widening from Half Day Road to Russell Road.

Northwest Tollway (I-90)

- Design continues for the reconstruction and widening of sections on the Northwest Tollway from Sandwald Road to Rockton Road, including the Cherry Valley Interchange with approximately \$11 million budgeted in 2007.
- Included in the 2007 budget is \$2 million for the start of design for the reconstruction and widening from the Kennedy Expressway to IL 53.

Reagan Memorial Tollway (I-88)

- Nearly \$73 million is budgeted in 2007 for the reconstruction and widening of the Reagan Memorial Tollway from Finley Road to Naperville Road.

- Construction is scheduled to begin on the reconstruction and widening of roadway from I-290 (eastern terminus) to Finley Road with approximately \$18 million budgeted in 2007.
- \$19 million is budgeted in 2007 for the resurfacing of the western section of roadway from IL 251 to Orchard Road.

North-South Tollway (I-355) - South Extension

- More than \$380 million is budgeted in 2007 for the mainline pavement construction, plaza construction, and completion of interchange and bridge work for the 12.5 mile extension opening to the public at the end of 2007.

Other Capital Projects

Public Safety / Customer Communications

- More than \$7 million is allocated for the Tollway's Intelligent Transportation System (ITS), including:
 - Install and relocate wireless closed circuit TV cameras, including on the South Tri-State I-394 to I-55;
 - Purchase and install 2 new Dynamic Message Signs to be placed at major arterial points of the Tollway.
- Over \$2.1 million is budgeted for Maintenance of Traffic and Construction Communication to guide and encourage motorists to travel safely through construction zones and throughout the system.
- In 2007, over \$1.9 million is budgeted for the purchase of digital State Police cameras, live scan machines, additional policing support in construction zones, and speed detection equipment.

Business Efficiencies

- Over \$11 million is allocated for an Enterprise Resource Planning system that will enable the Tollway to more efficiently manage and control the multiple business activities of the Tollway, such as equipment and supplies purchasing, I-PASS sales, finance, accounts payable, inventory management, and human resources management.
- Approximately \$6.8 million is identified for Next Generation Network (NGN) to continue this project through 2007.
- Over \$11.5 million is allocated for Information Technology support for Tollway operations, including:
 - fiber optic transmission equipment upgrade;
 - radio upgrade and replacement;
 - tower preservation;
 - upgrade of plaza computer infrastructure;

- o I-PASS storage and expansion;
- o wireless technology;
- o disaster recovery system;
- o plaza intercom replacement; and
- o M-4 tower replacement

Toll Collection

- \$15 million is budgeted for the purchase of transponders to keep up with the opening of Open Road Tolling lanes and the continuing demands of I-PASS stemming from I-PASS acceptance on the Chicago Skyway and 11 state toll systems that are part of the E-ZPass Interagency Group.
- More than \$13.9 million is budgeted for lane conversions, ORT equipment and automatic coin machine refurbishment.

Roadway and Facility Maintenance

- \$27.5 million is allocated for annual maintenance for roadway and facility repairs to support Tollway operations and the Congestion-Relief Plan. Such projects include the following:
 - o retaining wall repairs;
 - o paving of driveways, curbs, and parking lots;
 - o clean drainage systems;
 - o repair guardrails and fences;
 - o sign structure repairs;
 - o salt dome replacements;
 - o pavement markings;
 - o maintenance yard improvements;
 - o intermittent pavement repairs; and
 - o other non-project specific funding provided based on historical spending

Roadway Equipment

- More than \$9 million is allocated for the annual purchase of roadway equipment to support Tollway operations.
- Approximately \$1 million of this will include equipment purchases for the new North-South, South Extension of 12.5 miles such as:
 - o seven small and two large snow plow trucks;
 - o one truck for responding to accidents and picking up garbage; and
 - o one front loader, which loads salt, repairs ditch lines, and can move stone and gravel

Roadway and Operational Repairs/Replacements

- Approximately \$6 million is allocated for operational repairs and replacements, including the following:
 - lighting upgrades at Maintenance buildings (M-11, M-12, M-14);
 - replacement of ceiling heaters at Maintenance buildings and Central Support Complex;
 - portable generators;
 - stand-by generators for unmanned plazas; and
 - depository safes
- More than \$12 million is allocated for other miscellaneous Tollway operations and Congestion-Relief Plan support, including:
 - systemwide pavement;
 - roadway management services;
 - capital equipment purchases;
 - environmental monitoring and surveying; and
 - aerial photography

Capital Program Project Summary

The following is a list of the projects from the 10-year Congestion-Relief Plan (CRP) which are included in the 2007 Budget. Also included is the annual list of “Other” capital projects, included in the Tollway’s 2007 Capital Program.

For those projects in the CRP the 2007 Budget includes new funding as well as funds not expended in 2006 and carried over. During May of 2006, the Tollway sold \$1 billion in Senior Priority Revenue Bonds as part of the bond sale the program was evaluated; schedules and cost estimates for individual projects were adjusted. Expenditures may vary from amounts budgeted in 2006 due to schedule and programming changes.

Open Road Tolling (ORT)

2005 Actual	2006 Budget	2006 Year End Estimate	2007 Budget
\$ 152.1	\$ 379.8	\$ 392.2	\$ 103.4

Plazas 33 (Irving Park Road), 35 (Cermak Road), 36 (82nd Street) and 39 (83rd Street) – Plaza Retrofit and Mainline Reconstruction

Description: Construct new barrier-free Open Road Tolling lanes within four (4) existing plazas, includes mainline pavement approaches.

Benefits: Open Road Tolling lanes will relieve plaza congestion and save time; improves air quality by reducing emissions; improves safety at plaza area.

2005 Actual	2006 Budget	2007 Budget
\$54.5	\$37.0	\$3.8

Plaza 37 (Joliet Road) - Reconstruct Plaza

Description: Reconstruct Joliet Road Plaza to improve alignment and eliminate manual toll collection booths.

Benefits: Improved alignment of I-PASS lanes will relieve plaza congestion and save time; improve air quality by reducing emissions; and improve safety at plaza area. Elimination of need for manual toll collection booths will reduce plaza operational costs.

2005 Actual	2006 Budget	2007 Budget
\$0.0	\$2.9	\$4.5

Plaza 29 (Touhy Avenue) - Plaza Facelift (Completed)

Description: Construct new barrier-free Open Road Tolling lanes within existing Touhy Plaza.

Benefits: Open Road Tolling lanes will relieve plaza congestion and save time; improve air quality by reducing emissions; and improve safety at plaza area.

2005 Actual	2006 Budget	2007 Budget
\$3.7	\$2	\$0.0

Plaza 21 (Waukegan) including Wadsworth Road Bridge - Plaza and Mainline Reconstruction

Description: Reconstruct and convert the Waukegan Plaza to barrier-free Open Road Tolling plaza, includes mainline pavement approaches.

Benefits: Open Road Tolling lanes will relieve plaza congestion and save time; improve air quality by reducing emissions; and improve safety at plaza area.

2005 Actual \$1.6	2006 Budget \$42.5	2007 Budget \$20.6
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Plaza 24 (Edens Spur), Plaza 41 (163rd Street), Plaza 89 (Boughton Road), Plaza 73 (Army Trail Road) - Plaza Retrofit

Description: Construct new barrier-free Open Road Tolling within existing plazas.

Benefits: Open Road Tolling lanes will relieve plaza congestion and save time; improve air quality by reducing emissions; and improve safety at plaza area.

2005 Actual \$17.7	2006 Budget \$17.4	2007 Budget \$11.1
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Plaza 9 (Elgin) - Plaza and Mainline Reconstruction

Description: Reconstruct and convert the Elgin Plaza to barrier-free Open Road Tolling plaza, includes mainline pavement approaches.

Benefits: Open Road Tolling lanes will relieve plaza congestion and save time; improve air quality by reducing emissions; and improve safety at plaza area.

2005 Actual \$11.7	2006 Budget \$37.2	2007 Budget \$9.2
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Plaza 5 (Belvidere) and Plaza 7 (Marengo) - Plaza and Mainline Reconstruction

Description: Reconstruct and convert the Belvidere Plaza and Marengo Plaza to barrier-free Open Road Tolling plazas, includes mainline pavement approaches. In addition, these plazas were converted to single direction plazas. The eastbound plaza at Marengo is maintained and its westbound half has been removed. The westbound plaza at Belvidere is maintained and its eastbound half has been removed. Toll rates have been adjusted to accommodate the split plaza configuration. In effect, these plazas have been consolidated into single barrier free open road tolling plazas.

Benefits: Open Road Tolling lanes will relieve plaza congestion and save time; improve air quality by reducing emissions; and improve safety at plaza area.

2005 Actual \$10.5	2006 Budget \$28.9	2007 Budget \$3.6
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Plaza 19 (River Road) and Plaza 17 (Devon Avenue) - Plaza and Mainline Reconstruction

Description: Reconstruct the River Road Plaza and Devon Avenue Plaza to barrier-free Open Road Tolling plazas, includes mainline pavement approaches.

Benefits: Open Road Tolling lanes will relieve plaza congestion and save time; improve air quality by reducing emissions; and improve safety at plaza area.

2005 Actual \$6.6	2006 Budget \$52.6	2007 Budget \$16.7
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Plaza 1 (Beloit) - Plaza and Mainline Reconstruction

Description: Reconstruct the Beloit Plaza to an Open Road Tolling barrier-free plaza, includes mainline pavement approaches.

Benefits: Open Road Tolling lanes will relieve plaza congestion and save time; improve air quality by reducing emissions; and improve safety at plaza area.

2005 Actual \$5.4	2006 Budget \$32.9	2007 Budget \$3.6
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Plaza 66 (DeKalb) and Plaza 69 (Dixon) - Plaza and Mainline Reconstruction

Description: Reconstruct and convert the DeKalb Plaza and Dixon Plaza to barrier-free Open Road Tolling plazas, includes mainline pavement approaches. The new DeKalb Plaza was constructed 5 miles west of the old plaza. The old DeKalb Plaza has been removed. The Annie Glidden Ramp Plaza (Plaza 67) has been reconfigured to remove tolls for westbound entering and exiting traffic and add tolls for eastbound entering and exiting traffic. The new Dixon Plaza has been be constructed 3 miles east of the existing plaza and the old Dixon Plaza has been removed. The Illinois Route 26 Ramp Plazas (Plaza 70 and 71) will be removed.

Benefits: Congestion relief through the addition of new Open Road Tolling plazas; safer plaza areas for I-PASS users.

2005 Actual \$3.7	2006 Budget \$49.4	2007 Budget \$5.9
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Plaza 51 (York Road)/Plaza 52 (Meyers Road) – Plaza and Mainline Reconstruction/Retrofit

Description: Modify and convert the York Road Plaza to a barrier free Open Road Tolling plaza, includes mainline pavement approaches. Existing York Road Plaza has been split to create a new eastbound plaza constructed just west of Meyers Road. The existing eastbound plaza at York Road has been removed. Open Road Tolling was installed in the westbound direction at the existing York Road Plaza. A new ramp plaza (Plaza 54) was installed for eastbound entering traffic at Illinois Route 83 and the ramp plaza (Plaza 55) at Midwest Road has been reconfigured to remove the toll on eastbound exiting traffic while adding the toll for eastbound entering traffic.

Benefits: Congestion relief through the addition of a new Open Road Tolling plaza; safer plaza areas for I-PASS users.

2005 Actual \$17.5	2006 Budget \$27.9	2007 Budget \$3.0
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ORT Equipment and Project Management

Description: Procure and purchase necessary equipment and project management services in order to implement Open Road Tolling at 20 mainline plazas throughout the system.

Benefits: Congestion relief through the addition of new Open Road Tolling plazas; safer plaza areas for I-PASS users.

2005 Actual \$19.1	2006 Budget \$50.7	2007 Budget \$21.4
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Tri-State Tollway (I-94/I-294)

2005 Actual	2006 Budget	2006 Year End Estimate	2007 Budget
\$ 138.6	\$ 281.1	\$ 194.3	\$ 312.6

I-394 to 167th Street - Reconstruct / Add Lane

Length: 5.4 miles

Description: Reconstruct and widen from six (6) lanes to eight (8) lanes with the addition of merge lanes at select locations, includes coordination with the Illinois Department of Transportation (IDOT) for work on Interstate 80.

Benefits: Replacement of 47-year-old pavement with more durable 12" concrete (CRC); lane added in each direction to reduce traffic congestion.

2005 Actual \$109.1	2006 Budget \$139.7	2007 Budget \$21.1
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159th Street to 95th Street - Reconstruct / Add Lane

Length: 11.0 miles

Description: Reconstruct and widen from six (6) lanes to eight (8) lanes with the addition of merge lanes at select locations.

Benefits: Replacement of 47-year-old pavement. Pavement will consist of 15" HMA or 12" CRC from 159th thru Kedzie and 12" concrete (CRC) from Kedzie to 95th; lane added in each direction to reduce traffic congestion; ramps widened at 159th Street, 127th Street & Cicero Avenue and 95th Street interchanges to improve traffic flow.

2005 Actual \$13.9	2006 Budget \$29.0	2007 Budget \$87.5
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Balmoral Avenue to Dempster Street - Reconstruct / Add Lane

Length: 4.2 miles

Description: Reconstruct and widen from six (6) lanes to eight (8) lanes with the addition of merge lanes at select locations.

Benefits: Replacement of 48-year-old pavement with more durable 14" concrete (JPC); lane added in each direction to reduce traffic congestion.

2005 Actual \$8.7	2006 Budget \$76.0	2007 Budget \$61.1
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RT 60 to Russell Road - Reconstruct / Add Lane

Length: 18.0 miles

Description: Reconstruct and widen the Tri-State Tollway from IL RT 60 to IL 132 (Grand Avenue) & Reconstruct from IL 132 (Grand Avenue) to Russell Road.

Benefits: Congestion relief through the widening from six (6) lanes to eight (8) lanes between RT 60 and IL 132 (Grand Avenue); and replacement of existing pavement with new 15" HMA pavement.

2005 Actual \$3.2	2006 Budget \$17.5	2007 Budget \$89.3
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Dempster Street to Lake Cook Road - Reconstruct / Add Lane

Length: 8.4 miles

Description: Reconstruct and widen from six (6) lanes to eight (8) lanes with the addition of merge lanes at select locations.

Benefits: Replacement of 50-year-old pavement with more durable 12" concrete (JPC); lane added in each direction to reduce traffic congestion.

2005 Actual \$2.5	2006 Budget \$14.7	2007 Budget \$36.5
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Half Day Road to RT 60 - Reconstruct / Add Lane

Length: 2.5 miles

Description: Reconstruct and widen from six (6) lanes to eight (8) lanes with the addition of merge lanes at select locations.

Benefits: Replacement of 49-year-old pavement with more durable 12" concrete (JPC); lane added in each direction to reduce traffic congestion.

2005 Actual \$1.2	2006 Budget \$4.2	2007 Budget \$17.1
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Northwest Tollway (I-90)

2005 Actual	2006 Budget	2006 Year End Estimate	2007 Budget
\$ 1.1	\$ 6.1	\$ 2.4	\$ 16.3

Newburg Road to Rockton Road - Rubblize and Resurface / Add Lane

Length: 15.0 miles

Description: Use the rubblization technique to reconstruct and widen the Northwest Tollway from Newburg Road to Rockton Road.

Benefits: Congestion relief through the expansion from four (4) to (6) lanes in each direction with new 15" HMA pavement; Rubblization of the existing pavement and a 12" asphalt overlay will prolong roadway life and provide greater serviceability.

2005 Actual \$0.0	2006 Budget \$3.2	2007 Budget \$3.2
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Kennedy Expressway to IL 53 - Reconstruct / Add Lane & Rehabilitate

Length: 11.0 miles

Description: Reconstruct and widen the Northwest Tollway from the Kennedy Expressway to Elmhurst Road with 14" concrete (JPC) pavement and Rehabilitate (with 15% patching) and 3" asphalt overlay from Elmhurst Road to IL 53.

Benefits: From Kennedy Expressway to Elmhurst Road congestion relief through the widening from six (6) to eight (8) lanes; replacement of old pavement with more durable 14" concrete (JPC). Rehabilitate from Elmhurst Road to IL 53 to improve the riding surface to extend pavement life.

2005 Actual \$0.0	2006 Budget \$0.0	2007 Budget \$2.2
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IL 53 to Elgin Plaza - Rehabilitate and Resurface

Length: 13.8 miles

Description: Rehabilitate (with 15% patching) and provide 3" asphalt overlay Northwest Tollway from IL 53 to Elgin Plaza.

Benefits: Rehabilitate and overlay of existing pavement will prolong roadway life and provide greater serviceability.

2005 Actual \$0.0	2006 Budget \$0.0	2007 Budget \$1.4
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I-39 at I-90 Interchange

Description: Reconfigure and reconstruct the Northwest Tollway IL 39 interchange including the construction of a new flyover ramp.

Benefits: Construction of the ramp will ease congestion and improve safety; congestion at toll plaza improved through reconfiguration.

2005 Actual \$1.1	2006 Budget \$2.9	2007 Budget \$4.1
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Sandwald Road to Newburg Road - Rubblize and Resurface

Length: 27.9 miles

Description: Use the rubblization technique to reconstruct the Northwest Tollway from Sandwald Road to Newburg Road with a 12" asphalt overlay.

Benefits: Rubblization and overlay of existing pavement will prolong roadway life and provide greater serviceability.

2005 Actual \$0.0	2006 Budget \$0.0	2007 Budget \$5.4
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Reagan Memorial Tollway (I-88)

2005 Actual	2006 Budget	2006 Year End Estimate	2007 Budget
\$ 88.7	\$ 56.9	\$ 33.4	\$ 119.1

East of Finley Road to West of Naperville Road - Reconstruct / Add Lane

Length: 5.7 miles

Description: Reconstruct and add a lane in each direction to the Reagan Memorial Tollway from east of Finley Road to west of Naperville Road.

Benefits: Congestion relief through the widening from six (6) to eight (8) lanes; replacement of old pavement with 12" concrete (JPC); congestion relief and safety improvement with additional lanes at the Naperville Road and Illinois Route 53 interchanges.

2005 Actual \$4.2	2006 Budget \$41.1	2007 Budget \$66.6
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West of Naperville Road to IL Route 59 – Reconstruct and add Lane, Shoulder and Retaining Wall (Completed)

Length: 4.1 miles

Description: Reconstruct and add a lane in each direction to the Reagan Memorial Tollway from west of Naperville Road to IL Route 59.

Benefits: New pavement and Congestion relief through the widening from six (6) to eight (8) lanes; congestion relief and safety improvement with additional lanes at the Illinois Route 59 interchange.

2005 Actual \$38.8	2006 Budget \$.6	2007 Budget \$0.0
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Orchard Road to Aurora Plaza including Fox River Bridge - Reconstruct / Add Lane

Length: 3.0 miles

Description: Reconstruct and add a lane in each direction to the Reagan Memorial Tollway from Orchard Road to the Aurora Plaza including a new Fox River Bridge.

Benefits: Congestion relief through the widening from four (4) to six (6) lanes; replacement of old pavement with 12" concrete (JPC).

2005 Actual \$1.5	2006 Budget \$7.6	2007 Budget \$4.1
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East of York Road to IL Route 83 - Reconstruct / Add Lane

Length: 1.9 miles

Description: Reconstruct and add a lane in each direction to the Reagan Memorial Tollway from east of York Road to IL Route 83, provide a facelift for the York Road Plaza and adjust Open Road Tolling configuration.

Benefits: Congestion relief through the widening from six (6) to eight (8) lanes; replacement of old pavement with 12" concrete (JPC).

2005 Actual \$1.8	2006 Budget \$6.2	2007 Budget \$17.9
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IL Route 83 to East of Finley Road - Rehabilitate and Resurface

Length: 5.0 miles

Description: Rehabilitate (with 15% patching), reconfigure, and provide a 3" asphalt overlay on the Reagan Memorial Tollway from IL Route 83 to east of Finley Road.

Benefits: Rehabilitate and overlay of existing pavement will prolong roadway life and provide greater serviceability.

2005 Actual \$0.0	2006 Budget \$0.0	2007 Budget \$7.0
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US Route 30 to IL Route 251 - Rubblize and Resurface (Completed)

Length: 31.9 miles

Description: Rubblize and resurface the Reagan Memorial Tollway from US Route 30 to IL Route 251.

Benefits: Rubblization of existing pavement and a 9" asphalt overlay will prolong roadway life and provide greater serviceability.

2005 Actual \$42.4	2006 Budget \$0.1	2007 Budget \$0.4
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IL Route 251 to Orchard Road - Rubblize and Resurface

Length: 39.4 miles

Description: Use the rubblization technique to reconstruct the Reagan Memorial Tollway from IL Route 251 to Orchard Road.

Benefits: Rubblization of existing pavement and 9" asphalt overlay will prolong roadway life and provide greater serviceability.

2005 Actual \$0.0	2006 Budget \$1.3	2007 Budget \$22.6
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North-South Tollway (I-355)

2005 Actual	2006 Budget	2006 Year End Estimate	2007 Budget
\$ 54.0	\$ 306.7	\$ 294.8	\$ 380.9

I-355 South Extension I-55 to I-80

Length: 12.5 miles

Description: Construction of a new limited access highway extending North-South Tollway (I-355) south from I-55 to I-80. The 300-foot right-of-way has six proposed interchange locations at I-55, 127th Street, 143rd Street/IL Rte. 171 (Archer Avenue), IL Rte. 7 (159th Street), US Rte. 6, and I-80. The extension will travel through 13 Municipalities/Townships in 3 counties, including: Bolingbrook, Downers Grove Township, DuPage Township, Homer Glen, Homer Township, Lemont, Lemont Township, Lockport, Lockport Township, New Lenox, New Lenox Township, Romeoville and Woodridge.

Need: Will County is one of the fastest growing counties in the State, with the population expected to exceed 1.1 million by 2030. There is also strong local support for this project.

Benefits: Reduces travel times and improves regional mobility - Improves access between residential area and regional job centers by reducing travel times from the project corridor to suburban job centers; improves regional mobility by providing a direct route between I-55 and I-80 to reduce travel times for regional travel.

Provides an opportunity to coordinate land use and transportation improvements by building a facility that best meets the planning goals adopted by regional, county and municipal government. Addresses local roadway network deficiencies; relieving local roads from longer trips, reduces damage on local roads and improves safety within the project corridor.

History: 2000 - Supplemental Environmental Impact Statement released to address court ruling
 2001 - Public Hearings
 2002 - Record of Decision received from FHWA
 2004 - 99% of needed land acquired; 98% of utilities relocated

2005 Actual \$54.0	2006 Budget \$306.7	2007 Budget \$380.9
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The Des Plaines River Valley Bridge begins to take form as construction continues on the I-355 South Extension Project.

Systemwide Improvements

2005 Actual	2006 Budget	2006 Year End Estimate	2007 Budget
\$ 41.4	\$ 57.3	\$ 42.4	\$ 72.5

Bridge Improvements

Length: Systemwide

Description: Non-project specific funding provided for general bridge improvements based on historical spending.

Benefits: Improvement to system bridges in advance of reconstruction projects.

2005 Actual \$14.3	2006 Budget \$28.4	2007 Budget \$19.3
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Plaza Improvements

Length: Systemwide

Description: Non-project specific funding provided for general plaza improvements based on historical spending.

Benefits: Improvement to system plazas in advance of reconstruction projects.

2005 Actual \$2.5	2006 Budget \$0.4	2007 Budget \$0.7
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Interchange Improvements

Length: Systemwide

Description: Non-project specific funding provided for general interchange improvements based on historical spending.

Benefits: Improvement to system interchanges in advance of reconstruction projects.

2005 Actual \$6.6	2006 Budget \$16.1	2007 Budget \$18.0
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Pavement Improvements

Length: Systemwide

Description: Non-project specific funding provided for general pavement improvements based on historical spending.

Benefits: Improvement to system pavement in advance of reconstruction projects.

2005 Actual \$3.4	2006 Budget \$1.3	2007 Budget \$26.0
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Other Professional Services and Projects

Length: Systemwide

Description: Funding provided for general program management, other professional services, surveying, aerial mapping, and other small contracts not specifically related to individual projects elsewhere identified.

Benefits: Provides for management services and other contracts supporting the CRP Program.

2005 Actual \$14.6	2006 Budget \$11.1	2007 Budget \$8.5
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2007 Other Capital Project Highlights

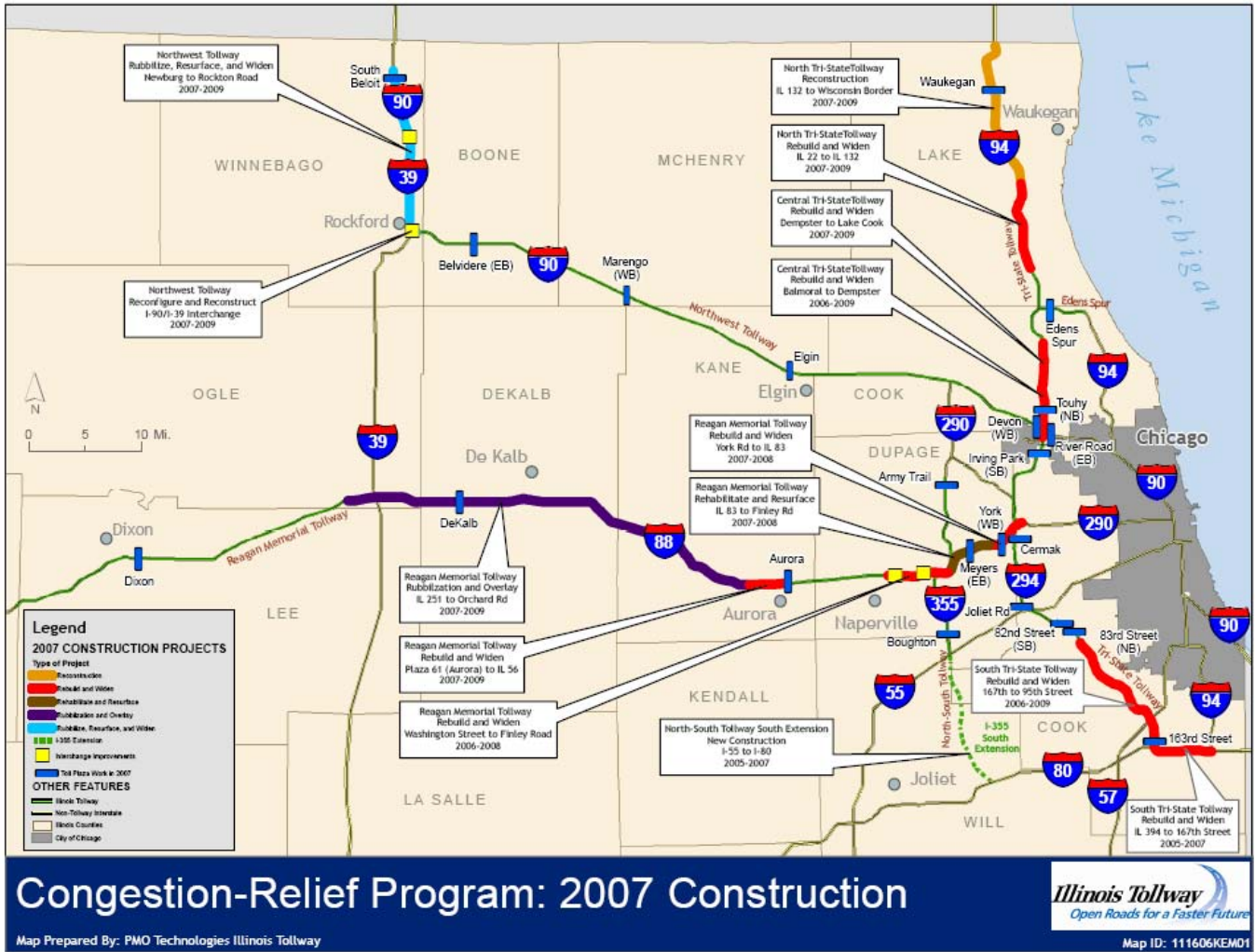
	(\$'s in millions)	
Toll Collection	\$	29.5
Open Road Tolling Equipment Purchase	\$	2.5
ITCS Lane Conversions	\$	9.9
Transponder Purchases	\$	15.0
Automatic Coin Machine Refurbishment	\$	2.0
Consolidated Customer Service Center and Fulfillment	\$	0.2
Information Technology Projects	\$	20.5
Upgrade/Replace 800mhz Radios	\$	1.5
Tower Preservation	\$	1.0
Next Generation Network (NGN)	\$	6.8
I-PASS Storage Expansion and Upgrade	\$	0.5
Wireless Technology	\$	1.0
Mainframe Legacy System Replace and Upgrade	\$	4.5
Disaster Recovery	\$	1.8
LAN/WAN Maintenance Upgrade	\$	0.9
Web, E-Commerce, and PKI	\$	0.5
Plaza Intercom Replacement	\$	0.4
M-4 Tower Replacement	\$	0.5
Miscellaneous Projects	\$	1.2
Roadway and Facility Maintenance	\$	27.5
Northwest Tollway, Median Cable Guard Rail System	\$	0.8
Tri-State Tollway, Retaining Wall Repairs	\$	0.5
Repair Driveways, Parking Lots, Curbs and Miscellaneous at Central Adm.	\$	0.6
North-South Tollway, Misc. Repairs, Clean Drainage System, Guardrail, Fence	\$	4.2
Northwest Tollway, M-7 Salt Dome Replacement	\$	1.6
Systemwide Pavement Marking	\$	4.2
East-West Tollway Poly Urea Striping	\$	1.2
Annual Roadway and Facility Maintenance	\$	14.5

2007 Other Capital Project Highlights

	(\$'s in millions)	
Enterprise Resource Planning System	\$	11.8
Roadway Equipment	\$	9.2
Intelligent Transportation System (ITS)	\$	7.7
TIMS Enhancements NET	\$	0.5
Installation and Relocation of Closed Circuit TV	\$	2.0
Installation of new Dynamic Message Signs	\$	0.7
Weigh-In-Motion	\$	0.6
Replacement of Dynamic Message Signs	\$	0.4
Installation of Wireless Closed Circuit TV, South Tri-State I-394 to I-55	\$	2.5
Miscellaneous Projects	\$	1.1
General Engineering Consultant	\$	4.7
Traffic Engineering Consultant	\$	1.8
Operational Repairs/Replacements	\$	6.3
Roof Replacements for Salt Domes	\$	0.5
Install and Replace of Liebert Units at Central Adm.	\$	0.4
Replacement of Main Fire Panel	\$	0.4
Replace Ceiling Heaters at Maintenance Buildings & Central Support Complex	\$	1.0
Standby Generators at Unmanned Plazas	\$	0.1
Lighting Upgrade (Purchase and Install) at M-11, M-12 & M-14	\$	0.3
Portable Generators (6)	\$	0.3
Miscellaneous	\$	3.3
Roadway Signing	\$	4.5
Infrastructure Management Services	\$	1.7

2007 Other Capital Project Highlights

	(\$'s in millions)	
Other Miscellaneous Projects	\$	12.7
Vehicle Painting Contract	\$	0.4
Systemwide Pavement Roadway Management Services	\$	4.2
Miscellaneous Capital Equipment Purchases	\$	1.6
Bond Services for Congestion-Relief Plan	\$	0.4
Oases Mobile I-PASS	\$	0.5
DVD Security Cameras and Equipment	\$	0.6
Environmental Monitoring and Surveying	\$	0.6
Aerial Photograph Survey Update	\$	0.5
Diversity Program	\$	0.4
Illinois State Police Manpower for Construction Site Security	\$	0.5
Illinois State Police Camera Replacement to Digital	\$	1.0
Miscellaneous Projects	\$	2.2
2007 OTHER CAPITAL PROJECTS TOTAL	\$	138.1

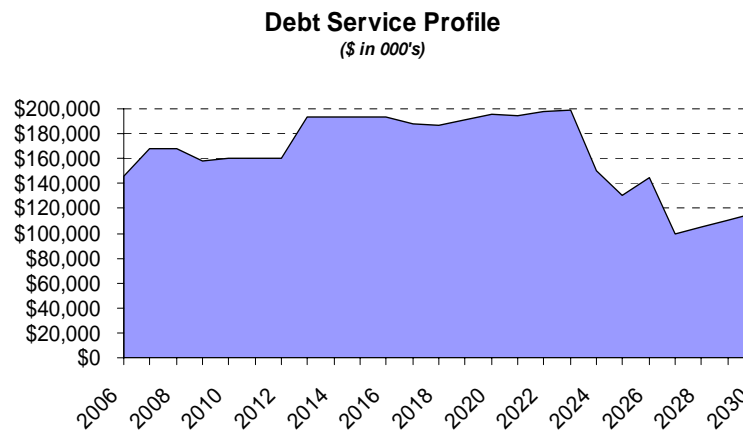


Debt Management

DEBT MANAGEMENT

The Tollway's Congestion-Relief Program and various prior capital improvements have been financed in part through the issuance of long-term revenue bonds. These 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.

The chart below illustrates the Tollway's current outstanding debt profile by fiscal year.



Legal Provisions

Debt Reserve Requirement – Additional security is provided by the Debt Service Reserve Requirement which dictates that the Debt Reserve Account be funded at maximum annual debt service ("MADS") on all senior lien debt. The current MADS requirement totals \$198.5 million. The Tollway's Debt Reserve Account currently has a market value of \$199.3 million which is comprised of a surety bond policy for \$22.9 million and \$176.4 million in investments and cash and cash equivalents.

Rate Covenant (Net-Revenue Requirement) – The rate covenant set forth in Master Indenture requires the Tollway to set at all times be set to at least equal the Net Revenue Requirement, defined as an amount necessary to cure deficiencies, if any, in the Debt Service Account, the Debt Reserve Account, any Junior Debt Service Account and any Junior Bond Debt Reserve Account plus the greater of (a) the sum of Aggregate Debt Service, the Junior Bond Revenue Requirement and Renewal and Replacement Deposit for such a period or (b) 1.3 times the Aggregate Debt Service for such period.

Additional Bonds Test – Additional senior lien bonds may be issued provided the Tollway certifies, based on certificates provided by the Tollway's Traffic and Consulting Engineers, that Net Revenues for 12 consecutive months of the 18 months before a bond issuance exceed the Net Revenue Requirement, that estimated annual Net Revenues will at least equal the Net Revenue Requirement through either the fifth full year after the projects financed by the bonds are placed in service or the fifth full year after the issuance of the debt, and, if such bonds are being issued to finance a construction project, that such proceeds will be sufficient to pay for the project as scheduled.

The additional bonds test for junior lien bonds require that Net Revenues for 12 consecutive months of the 18 months preceding the planned bond issuance be equal to the greater of (a) the sum of 1 times

senior lien Debt Service, junior lien Debt Service, and Renewal and Replacement Deposits or (2) 1.1 times aggregate senior lien Debt Service.

Debt Service Coverage Ratios

The Tollway has historically maintained debt service coverage ratios well in excess of required ratios. Debt Service Coverage Ratios are calculated by dividing the Net Revenues by the Aggregate Debt Service for a given year.

	2003	2004	2005	2006	2007
	<u>Actual</u>	<u>Actual</u>	<u>Estimated</u>	<u>Estimated</u>	<u>Budget</u>
Gross Revenues	\$ 441.7	\$ 421.2	\$ 636.0	\$ 625.0	\$ 636.0
Less Operating Expenses	\$ 195.7	\$ 198.6	\$ 205.5	\$ 219.8	\$ 224.6
Net Revenues	\$ 246.0	\$ 222.6	\$ 430.5	\$ 405.2	\$ 411.4
Debt Service	\$ 79.7	\$ 48.7	\$ 66.9	\$ 145.6	\$ 182.2
Debt Service Coverage Ratio	3.09	4.57	6.43	2.78	2.26

Municipal Bond Ratings

In concert with each new bond issuance, the Tollway applies for a municipal bond rating from Fitch Ratings, Moody's Investor Services and Standard & Poor's. Each rating agency reviews the Tollway's current fiscal condition, capital financing plan, debt coverage ratios and various other factors to the Tollway's ability to repay its debt obligations.

Current Credit Ratings

<u>Agency</u>	<u>Insured Rating</u>	Senior Lien <u>Underlying Rating</u>	<u>Outlook</u>
Moody's Investor Services	AAA	Aa3	Stable
Fitch Ratings	AAA	AA-	Stable
Standard & Poor's	AAA	AA-	Stable

The Tollway's senior lien bonds are currently rated at Aa3, AA- and AA- by Moody's Investor Services, Fitch Ratings and Standard and Poor's, respectively. These ratings were confirmed in May 2006 in connection with the Tollway's issuance of the 2006 Series A-1 & A-2 Senior Priority Toll Highway Revenue Bonds (collectively referred to as "2006 Bonds"). Each of the firms cited high traffic demand, sound debt coverage ratios, strong financial performance and a thriving regional economy as bases for their ratings.

Revenue Bonds Outstanding

As of October 1, 2006, the Tollway has approximately \$2.4 billion of senior lien debt outstanding. The following table list each outstanding series and its respective maturity date, total principal outstanding and rate type.

**Outstanding Series
as of July 1, 2006**

<u>Series</u>	<u>Maturing</u>	<u>Principal Outstanding</u>	<u>Rate</u>
1992 Series A	1/1/2012	\$100,665,000	FIXED
1993 Series B	1/1/2010	\$147,300,000	VARIABLE
1996 Series A	1/1/2009	\$44,275,000	FIXED
1998 Series A	1/1/2016	\$197,070,000	FIXED
1998 Series B	1/1/2017	\$123,100,000	VARIABLE
2005 Series A*	1/1/2023	\$770,000,000	FIXED
2006 Series A-1*	1/1/2031	\$500,000,000	FIXED
2006 Series A-2*	1/1/2031	\$500,000,000	FIXED
Total Outstanding Debt		\$2,382,410,000	

*CRP Bonds

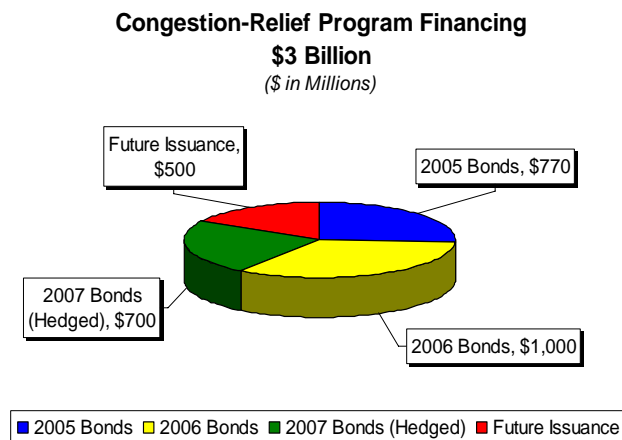
Congestion-Relief Program Financing

In September 2004, the Tollway's Board of Directors approved the 10-year \$5.3 billion Congestion-Relief Plan. The plan called for the financing of as much as \$3 billion of program through the issuance of Tollway revenue bonds.

In June 2005, the Tollway issued \$770 million 2005 Series A Senior Priority Toll Highway Revenue Bonds ("2005 Bonds") in support of the Congestion-Relief Program. This issuance generated \$830 million in proceeds and was financed at an All-In True Interest Cost ("All-In TIC") of 4.21%.

In June 2006, the Tollway issued the 2006 Bonds. This issuance, totaling \$1 billion in aggregate principal, was financed at an All-In TIC of 4.75%.

The graph below depicts the existing and planned bond issuances which will fund the Congestion-Relief Program.



Derivatives

As a means of lowering its borrowing costs, the Tollway entered into three separate variable-to-fixed interest rate exchange agreements (swaps) at a cost less than what the Tollway would have paid to issue fixed rate debt. Two of the agreements are associated with the 1998 Series

B bonds effective July, 1999, while the third swap is associated with the 1993 Series B bonds effective June, 2003. The agreements effectively changed the variable interest rates on the 1993 Series B bonds and the 1998 Series B bonds to synthetic fixed rates of 4.920% and 4.325%, respectively.

Interest Rate Exchange Agreements

Prior to the issuance of the 1998 Series B bonds, the Tollway entered into an Interest Rate Exchange Agreement (“Swap Agreement”) for the entire principal of the 1998 Series B bonds (\$123,100,000). Under the terms of this agreement, each July 1 and January 1, beginning July 1, 1999 and ending January 1, 2017, the Tollway: (1) has paid and will pay a synthetic interest rate of 4.325% (fixed leg) on the outstanding 1998 Series B bonds until maturity and (2) is paid a variable interest rate (variable leg) by the counterparty equal to the interest payments due on the attached bonds (cost of funds).

In March 1993, the Tollway entered into an Swap Agreement with the 1993 swap provider for the entire amount of the 1993 Series B bonds (\$178,200,000). Under the terms of this agreement, each June 30 and December 31, beginning June, 1993, and ending December, 2009, the Tollway: (1) pays a synthetic interest rate of 4.92% on the outstanding 1993 Series B bonds until maturity and (2) is paid a variable interest rate (variable leg) by the counterparty equal to the interest payments due on the attached bonds (cost of funds).

The table below details the significant terms of the agreements:

	<u>Notional Value</u>	<u>Fixed Rate</u>	<u>Fixed Leg Payer</u>	<u>Effective Date</u>	<u>Termination Date</u>	<u>Settlement</u>
Series 1993B	\$178,200,000	4.920%	Tollway	06/30/93	12/31/2009	Semiannual
Series 1998B	67,705,000	4.325%	Tollway	07/01/99	1/1/2017	Semiannual
Series 1998B	55,395,000	4.325%	Tollway	07/01/99	1/1/2017	Semiannual

Forward Starting Interest Rate Exchange Agreements

In September 2005, the Tollway entered into four LIBOR based Forward Starting Interest Rate Exchange Agreements (“Forward Agreements”) for an aggregate notional principal amount of \$700,000,000. Two of the agreements are associated with an authorized issuance of \$350 million of junior lien debt effective August 2006, while the other two agreements are associated with an authorized issuance of \$350 million of junior lien debt effective August 2007.

In March 2006, the Tollway converted the basis for each of the Forward Agreements from LIBOR to BMA, which allowed the Tollway to capture the “tax protection” that BMA based agreements provide. At this time the spread between BMA and 67% LIBOR was historically low and in essence relatively inexpensive to convert. The conversion was accomplished by increasing the fixed payment for the 2006 and 2007 Forward Agreements to 3.921% and 3.9925%, respectively.

In September 2006, the Tollway extended the 2006 Forward Agreements by 9 months at a cost of 3.1 basis points (0.031%) by increasing the fixed payment from 3.921% to 3.952%. These agreements have a effective date of August 1, 2007. The fixed payments coupled with

remarketing fees and liquidity costs effectively produce an all-in interest cost of 4.25%.

The table below details the significant terms of the agreements as of October 1, 2006:

	<u>Notional Value</u>	<u>Fixed Rate</u>	<u>Fixed Leg Payer</u>	<u>Effective Date</u>	<u>Termination Date</u>	<u>Settlement</u>
2007 Forward Swap	\$175,000,000	3.952%	Tollway	09/01/07	07/01/30	Semiannual
2007 Forward Swap	175,000,000	3.952%	Tollway	09/01/07	07/01/30	Semiannual
2007 Forward Swap	262,500,000	3.9925%	Tollway	11/01/07	07/01/30	Semiannual
2007 Forward Swap	87,500,000	3.9925%	Tollway	11/01/07	07/01/30	Semiannual

Appendix



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www.wilbursmith.com

October 4, 2006

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

Re: Annual Toll Revenue Certificate

Dear Mr. Colsch:

As Traffic Engineers for the Illinois State Toll Highway Authority, Wilbur Smith Associates (WSA) is pleased to provide the toll revenue estimates required by the Trust Indenture, Section 713(3). This letter provides updated monthly toll revenue estimates for 2006 and toll revenue estimates for 2007. Estimates are based on the current toll rate structure that went into effect on January 1, 2005.

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

Estimated Toll Revenue

The revised 2006 system-wide expected toll revenue estimate is \$598,345,000. This estimate includes the Illinois Tollway's adjusted expected revenues for the first eight months of 2006, and WSA estimates for the four remaining months. As the WSA estimates have been in line with the actual experience through the first eight months of 2006, this revised estimate is very close to the WSA estimate prepared for the spring 2006 bond sale. Revenue estimates are summarized in Table 1.

Estimated system-wide expected revenue for 2007 is \$612,999,000. Monthly expected revenue estimates for 2007 are presented in Table 2. The estimates take into account available information from the Illinois Tollway revenue and transaction reporting system through August 2006. The estimates assumed 2007 construction activity as per the Consulting Engineer's Report developed as part of the Official Statement for the 2006 bond issuance, including the available maintenance of traffic plans. The impact of the toll rate structure and toll changes on the Ronald Reagan Memorial Tollway as per certificates issued earlier this year were included.

Motor fuel price estimates for 2007 were provided by the U.S. Department of Energy's Energy Information Administration. I-PASS participation rates presented in the May 2006 Traffic Engineer's Report were used, as they appear to be tracking well with actual experience.

Estimates for both 2006 and 2007 are based on a detailed review of recent traffic and revenue trends; an assessment of economic conditions within the Tollway study corridor; and evaluations of potential impacts of construction projects on and off the Tollway system.

Construction Impacts

Implementation of the Congestion-Relief Program is requiring significant construction activity on the system. Phase II of Open Road Tolling (ORT) is scheduled for substantial completion by the end of 2006, but some final construction work on this project will continue into 2007.

Widening of the Tri-State Tollway from 159th Street to 95th Street will result in considerable construction activity. It is our understanding that three mainline lanes will be in operation at reduced width at all times during construction for this project. Because the number of lanes open will not be reduced from the current configuration, limited diversions from the Tollway are anticipated. Construction activity on the Dan Ryan Expressway, the major alternate to the south Tri-State Tollway for longer distance trips, will proceed concurrently with Tri-State Tollway construction, which will also limit diversions. Construction work to widen the Tri-State Tollway between Balmoral and Dempster will also be performed during 2007. The existing number of mainline lanes are assumed to be maintained through construction during daytime hours, but the construction activity will negatively affect traffic.

Reconstruction and widening is scheduled for three different segments of the Ronald Reagan Memorial Tollway in 2007: between York Road and Illinois 83, between Finley and Naperville Road, and between Orchard Road and the Aurora Plaza. WSA understands that the number of available mainline lanes of traffic will be the same as the existing preconstruction situation during daytime hours throughout this project. WSA also anticipate minimal traffic and revenue impact from reconstruction of the rural segment of the Ronald Reagan Memorial Tollway between U.S. 30 and IL-251, also planned for 2007.

WSA believes the construction impacts on toll revenue that are included in these estimates are reasonable given the information available at this time. As additional information becomes available on 2007 construction activity and maintenance of traffic plans, the estimates may be revised.

Gasoline Price Impacts

The most recent Short-Term Energy Outlook, released on September 12, 2006 by the Energy Information Administration's (EIA), forecasts minimal change in retail gasoline prices between 2006 and 2007. In the Midwestern region that includes Illinois, prices in 2007 are expected to continue to follow usual seasonal patterns, but peak season prices are expected to be lower than they were in 2006. Third quarter prices for 2007 are expected to be \$2.662, compared to \$2.812 for the third quarter of 2006.

Based on these forecasts no further negative impacts on Tollway usage in 2007 as a result of gasoline prices are anticipated.

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

Yours truly,

WILBUR SMITH ASSOCIATES

A handwritten signature in black ink, appearing to read 'Kamran Khan', with a horizontal line underneath.

Kamran Khan
Vice President

Attachments

Michael Colsch
October 3, 2006



Table 1
Illinois Tollway
2006 Monthly Systemwide
Expected Revenue Estimates

Month	Expected Revenues (thousands)
January	\$45,805 ¹
February	43,481 ¹
March	50,205 ¹
April	48,825 ¹
May	51,828 ¹
June	52,619 ¹
July	51,695 ¹
August	54,744 ¹
September	50,352 ²
October	51,372 ²
November	48,641 ²
December	48,781 ²
Total	\$598,345

¹ Adjusted expected revenue from the Illinois Tollway

² WSA estimate of expected revenue

Michael Colsch
October 3, 2006



Table 2
Illinois Tollway
2007 Monthly Systemwide
Expected Revenue Estimates

Month	Expected Revenues (thousands) ¹
January	\$46,625
February	45,041
March	51,116
April	50,396
May	52,093
June	53,352
July	53,964
August	56,181
September	51,683
October	52,725
November	49,553
December	50,270
Total	\$612,999

¹ WSA estimate of expected revenue



CTE
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December 8, 2006

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

Subject: 2007 Renewal and Replacement Deposit

Dear Mr. Colsch:

We have reviewed the renewal and replacement needs of the Tollway system in order to develop our recommendation for the deposit to be made to the Renewal and Replacement (R&R) Account in 2007. 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.

Based on the most recent cash flow analysis prepared by Tollway Finance and furnished to us on October 17, 2006, we recommend depositing \$175,000,000 to the R&R Account for 2007 in order to fund the projects in the Tollway's Final Program of roadway, bridge, and facility repair, rehabilitation and reconstruction. We also estimate that approximately \$54.2 million of additional revenue will be available for projects.

Total draws for the Final Program are estimated at \$1,143 million. Based upon revenue generated from bond sales being committed to the Capital Program, the combination of bond revenue, deposits and draws on the cash balance of the R&R Account will fund the projects in the Program including \$138 million for Capital Projects such as fleet vehicle purchases, I-PASS Transponders, Information Technology projects, the Intelligent Transportation Systems program, and other Capital Projects.

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

Sincerely,

CONSOER TOWNSEND ENVIRONDYNE ENGINEERS, INC.

C. Wayne Swafford, S.E., P.E.
Senior Vice President

c: B. McPartlin, ISTHA B. Glunz, ISTHA J. Dailey, ISTHA
R. Zucchero, ISTHA E. Wilmes, ISTHA R. Franzen, ISTHA
W. Swafford, CTE D. Manojlovski, CTE D. Taggart, CTE
File 60004515

2007 BUDGET
ILLINOIS STATE TOLL HIGHWAY AUTHORITY
CERTIFICATE OF AUTHORIZED OFFICER

Set fourth below is a statement showing actual and estimated Revenues (including estimates of Toll Revenues prepared by the Traffic Engineer, Wilbur Smith Associates, Inc.), Operating Expenses, Aggregate Debt and Service and Renewal and Replacement Deposit (formerly Major Improvement and prepared by the Consulting Engineer, Conseor Townsend Envirodyne Engineers, Inc.) for the years 2006 and 2007. This statement is prepared for the purpose of determining whether the Net Revenues, as projected will be sufficient to at least equal the New Revenue Requirements for such years, in accordance with the requirements of Section 713 of the Trust Indenture.

		(millions)	
		FY 2006	FY 2007
Net Revenues :			
Actual Revenues - First Eight Months :			
	Toll Revenue and Evasion Recovery *	\$412.9	
	Investment Income	22.0	
	Concession and Miscellaneous	2.5	
	First Eight Months Revenues	\$437.4	
Estimated Revenues - Last Four Months :			
	Toll Revenue and Evasion Recovery *	\$178.1	
	Investment Income	\$8.0	
	Concession and Miscellaneous	\$1.5	
	Last Four Months Revenues	\$187.6	
Estimated Revenues :			
	Toll Revenue and Evasion Recovery *	\$591.0	\$607.0
	Investment Income	30.0	25.0
	Concession and Miscellaneous	4.0	4.0
	Total Estimated Revenues	\$625.0	\$636.0
Less: Total Budgeted Operating Expenses		\$219.8	\$224.6
	Estimated Net Revenues	\$405.2	\$411.4
Net Revenue Requirement			
	Aggregate Debt Service Requirement	\$145.6	\$182.2
	Renewal/Replacement Deposit per CTE	175.0	175.0
	Estimated Net Revenue Requirement	\$320.6	\$357.2
	Additional Available for Deposit to Renewal, Replacement and Improvement	\$84.6	\$54.2

* Evasion Recovery is reflected on a cash basis

Acronyms:	
AASHTO	American Association of State Highway and Transportation Officials
ADT	Average Daily Traffic
ANSI	American National Standards Institute
ASA	American Standards Association
ASCE	American Society of Civil Engineers
AUTOCAD	Auto Computer Aided Dispatch
CA	Central Administration for the Illinois Tollway
CAD	Computer Aided Dispatch
CAFR	Comprehensive Annual Financial Report
CATS	Chicago Area Transportation Study
CECI	Consulting Engineers Council of Illinois
CMS	Central Management System
CRP	Congestion-Relief Program
CSC	Consolidated Customer Service Center
CSS	Central Sign Shop
CTE	Consoer Townsend Envirodyne
CW	Central Warehouse
DBE	Disadvantaged Business Enterprise
DMS	Dynamic Message Signs
ERP	Enterprise Resource Planning
ES	Edens Spur
EW	East-West Tollway
FHWA	Federal Highway Administration, Department of Transportation
FOIA	Freedom of Information Act
GCM	Gary-Chicago-Milwaukee
GFOA	Government Finance Officers Association
IBTTA	International Bridge, Tunnel & Turnpike Association
IDOT	Illinois Department of Transportation
IEPA	Illinois Environmental Protection Agency
IPE	I-PASS Express
IPO	I-PASS Only
ISO	International Organization for Standardization
IT	Information Technology
ITS	Intelligent Transportation System
M&O	Maintenance & Operations Budget
MP	Mile Post
M-Site	Maintenance Site
NIPC	Northern Illinois Planning Commission
NGN	Next Generation Network
NS	North-South Tollway
ORT	Open Road Tolling
PCMS	Portable Changeable Message Signs
PSB	Professional Service Bulletin
RRI	Renewal, Replacement and Improvement
TS	Tri-State Tollway
VES	Violation Enforcement System

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

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

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

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

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

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

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

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

REVISED BUDGET - Reflects the transfer of funds between accounts.

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

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

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

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

CONSOER TOWNSEND ENVIRONDYNE (CTE) - Consulting Engineer for the Illinois State Toll Highway Authority.

CONSTRUCTION SECTION - Any one of the numerous divisions into which construction of the roadway, facilities and appurtenances of the Toll Highway may be divided for the purpose of awarding contracts.

CONSTRUCTION SECTION ENGINEER (CSE) - The Engineer or firm of engineers and their duly authorized employees, agents and representatives engaged by the Authority to observe The Work to determine whether or not it is being performed and constructed in compliance with the Contract.

CONSULTING ENGINEER - The Engineer or firm of Engineers retained by the Tollway for the purpose of carrying out the duties imposed on the Consulting Engineer by the Trust Indenture and such other duties as assigned.

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

DEBT SERVICE - Payment of principal, interest and other obligations associated with the retirement of debt.

DYNAMIC MESSAGE SIGN (DMS) - Dynamic Message Signs are the changeable message signs that TIMS uses to communicate with patrons.

ELECTRONIC TOLL COLLECTION (ETC) - An electronic means for motorists to pay toll charges without using coins or currency. Motorists attach an electronic signal device, known as a transponder, on their windshield to automatically deduct the toll charge as they drive through a toll plaza. ETC is used by many toll highway systems, including the Illinois Tollway which calls it "I-PASS".

EMPLOYEE RETIREMENT CONTRIBUTIONS - Line item for payment of an employee's required contribution to the State Employee's Retirement System (SERS), which an agency has chosen or contracted to make on behalf of the employee.

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

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

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

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

GROUP INSURANCE - Line item for life and health insurance program for all Tollway employees, retirees and their dependents.

HALON SYSTEM – Fire suppression system for the computer rooms.

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

H.E.L.P. TRUCKS - Highway Emergency Lane Patrol program was designed to enhance roadside assistance given to Tollway customers.

I-PASS - The Illinois Tollway's electronic toll collection system (see definition above).

LANE WALKER – A Tollway employee hired to check the lanes for passability and to assist patrons as needed.

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

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

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

MILLION VEHICLE MILE - MVM is a common highway industry model that can be compared to other cost factors to compute a measure of performance.

MONEY ROOM - The Tollway's centralized cash and coin counting operation.

OASIS - Junction on the system which provides services to patrons such as food, gas and rest rooms, and generally a safe area for patrons to relax. It also provides a rest area for interstate commerce such as truck stops.

PART-TIME EMPLOYEE - An employee who performs less than 2,080 hours of work in one fiscal year.

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

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

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

PROFESSIONAL SERVICE BULLETIN (PSB) - Contains information pertaining to the advertisement for Statements of Interest and Requests for Proposals for professional services for the Illinois State Toll Highway Authority.

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, REPLACEMENT AND IMPROVEMENT (RR&I) - Tollway projects that maintain, repair, or improve the existing infrastructure; such projects are less extensive than capital reconstruction projects.

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

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

REVENUE BONDS - A certificate of debt issued by an organization in order to raise revenue. It guarantees payment of the original investment plus interest by a specified date using the organization's revenues.

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

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

SYSTEM - The 274-miles which makes up the roadway/Tollway

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

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

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

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

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

TRANSPORTATION INFORMATION MANAGEMENT SYSTEM (TIMS) - System which allows the Tollway to monitor weather, traffic incidents, and construction areas which may affect the flow of traffic. This system can also alert patrons by communicating to them, specific areas of interests or concern, by using the message signs along the system. The system also generates travel times that are available to motorists via the Gary-Chicago-Milwaukee Corridor Web site - www.gcmtravel.com.

TREADLE - An electronic device located under the pavement of lanes at toll plazas. Treadles count the number of axles on each vehicle going through the lane.

TRUST INDENTURE - A contract between the Tollway and its bondholders that establishes the rights and obligations of both parties (e.g., it creates a pledge of toll revenue to the bondholders).

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

VEHICLE MILES TRAVELED (VMT) - The number of miles driven annually by all vehicles using the roadway.

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

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

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