



2022 BUDGET

Published December, 2021

Governor JB Pritzker
Chairman and CEO Willard S. Evans Jr.
Executive Director José Alvarez



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GOVERNMENT FINANCE OFFICERS ASSOCIATION

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**Illinois State Toll Highway Authority
Illinois**

For the Fiscal Year Beginning

January 01, 2021

Christopher P. Morrell

Executive Director

The Government Finance Officers Association of the United States and Canada (GFOA) presented a Distinguished Budget Presentation Award to the Illinois State Toll Highway Authority for the Annual Budget beginning January 2021. In order to receive this award, a governmental unit must publish a budget document that meets program criteria as a policy document, operations guide, financial plan and communications device.

For questions regarding the 2022 Budget Book, please contact:

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To the Illinois Tollway Board of Directors:

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

As Chairman and CEO of the Illinois Tollway, I am pleased to deliver a balanced spending plan for fiscal year 2022 that demonstrates the Tollway's commitment to serving the transportation needs of Northern Illinois across the five roads that make up our 294-mile Tollway system.

Consistent with the Tollway's long-term financial plan, this Final 2022 Budget accommodates expenditures to maintain roadway and customer service activities with a nominal increase over 2021 in maintenance and operational expenditures to ensure the Tollway has the resources necessary to further improve the governance, accountability, safety and security of the organization while investing heavily in the technology necessary for the future of the tolling industry.

In 2022, we will reinvest nearly 72 percent of the \$1.49 billion in revenue we collect in support of the roads, bridges and infrastructure that serve our customers.

The Illinois Tollway remains dedicated to strong fiscal management of day-to-day operations as the agency continues to both recover and continue to mitigate from the global COVID-19 pandemic. This 2022 Budget presents a responsible spending plan that will allow us to continue to deliver the largest capital program in the agency's history and to provide safe and efficient daily service to our customers.

Our plan to deliver an investment of \$1.49 billion in capital spending funded from toll revenues and bond proceeds in 2022 is also outlined in this budget book. This commitment will continue to deliver critical investments into our regional infrastructure while supporting jobs and businesses across the region.

Funding for the eleventh year of *Move Illinois* projects includes:

- Construction and advance work associated with the new I-490 Tollway
- Continued reconstruction of the Central Tri-State Tollway (I-294)
- Systemwide repairs on roadways, interchanges and bridges to keep our existing system in good repair

Thank you for your support as we work with the greater transportation industry and a broad range of local interests to build better roads, integrate new technologies, support economic opportunities and provide everyone access to benefit from our programs.

A handwritten signature in black ink, appearing to read 'Willard S. Evans, Jr.'.

Willard S. Evans, Jr.
Chairman and CEO
Illinois Tollway

2022 BUDGET OVERVIEW

The Illinois Tollway is self-supported with revenue from tolls financing its annual maintenance and operations, capital improvements and debt service for the 294-mile Tollway system serving communities and drivers across 12 counties in Northern Illinois.

The 2022 Budget outlines a balanced spending plan anticipating \$1.49 billion in revenues to fund the agency's Maintenance and Operations Budget and Capital Program needs for the fiscal year with the collective goal of serving our customers, communities and contributing to the business and economic development opportunities for the state.

Consistent with the Tollway's long-term financial plan, this 2022 Budget accommodates expenditures to maintain roadway and customer service activities and increases Maintenance and Operations spending to \$411 million.

In 2022, the Tollway will support a total budgeted headcount of 1,393 with wages and salaries proposed to increase by 4.2 percent to accommodate the cost of collective bargaining agreements and required retirement contributions. The Maintenance and Operations budget includes \$117.5 million for wages and salaries in 2022 and \$72.6 million for statutorily required retirement and Social Security contributions.

The 2022 Budget presents a responsible spending plan resulting from the agency's strong fiscal management of its day-to-day operations and will allow the Tollway to support new technology costs, better internal controls, Illinois State Police District 15 and security and safety initiatives, as well as the continued implementation of the largest capital program in the agency's history.

In 2022, the Tollway plans to invest \$1.49 billion in capital spending funded from toll revenues and bond proceeds. These capital funds are allocated to fund the 11th year of the agency's 15-year *Move Illinois* capital program.

At the end of 2022, the Illinois Tollway will have spent \$10.1 billion of the \$14 billion *Move Illinois* Program budget, investing in projects that are addressing the needs of the existing Tollway system including rebuilding and widening the Jane Addams Memorial Tollway (I-90) as a state-of-the-art 21st century corridor and delivering the new Illinois Route 390 Tollway. Ongoing work includes reconstructing the Central Tri-State Tollway (I-294); completing the new interchange connecting the Tri-State Tollway (I-294) and I-57; and delivering the new, all-electronic I-490 Tollway.



2022 BUDGET OVERVIEW

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

The 2022 Budget is a balanced budget in which revenues provide sufficient resources for operating and maintenance expenses and commits more than 72 percent of revenues allocated to support infrastructure through debt service and deposits to the renewal and replacement and improvement accounts as provided in the Trust Indenture.

In 2022 revenues are projected to total \$1.49 billion, an increase of 2.2 percent over the 2021 estimate:

- \$1.48 billion of toll revenues and evasion recovery
- \$11 million of concessions and miscellaneous revenues
- \$3 million of investment income

The 2022 Budget allocates \$1.49 billion of revenues as follows:

\$411 million to fund maintenance and operations

\$486 million for debt service transfers

\$594 million for the 2022 Capital Program and capital investments (deposits to Renewal and Replacement and Improvement accounts)

Maintenance and Operations

Overall, the 2022 Budget includes \$411 million for Maintenance and Operations to support activities and services that focus on the Illinois Tollway's customers. This includes Information Technology budget of \$37.5 million which includes \$6.5 million in support of ERP, \$3.6 million in audit and internal controls, \$39.8 million for State Police and security services, as well as \$102.3 million for Operations and Business Systems departments to provide customer services support and enhancements.

Capital Program

The Illinois Tollway will invest \$1.49 billion in 2022 for projects to build and repair roadways, bridges and interchanges and other capital investments across the 294-mile system, to fund the 11th year of the *Move Illinois* Program.

Budgeting for Results

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

Increase Employment and Attract, Retain and Grow Businesses

The greatest value that the Illinois Tollway provides the communities it serves is access. Mobility is the lifeblood of new economic activity for communities fueling development, transport of goods and services and job growth. The Tollway is committed to investing in roadway infrastructure, technical assistance and workforce development that supports communities, businesses and workers by creating jobs and stimulating the local and state economies. The 2022 Budget includes:

- \$690.1 million to continue with construction, design, utility and right-of-way activities to support planned reconstruction and congestion relief for the Central Tri-State Tollway (I-294).
- \$439.9 million to continue design and advance work for construction of the new I-490 Tollway connecting with the Jane Addams Memorial Tollway (I-90) and the Central Tri-State Tollway (I-294) and for construction of the new I-490 Interchange providing western access into O'Hare International Airport.
- \$46.2 million to continue roadway and ramp construction to complete the Tri-State Tollway (I-294)/I-57 Interchange.
- \$4.9 million to support the Tollway's workforce development and Diversity program to strengthen the capacity for underemployed workers and certified disadvantaged, minority- and women-owned business enterprise (D/M/WBE) firms, and small and veteran-owned businesses interested in competing for contracts with the Tollway.

Improve Infrastructure and Create Safer Communities

The Illinois Tollway is dedicated to providing and promoting a safe and efficient system of highways while ensuring the highest possible level of service to customers. The Tollway is investing in infrastructure, technology and services that help improve quality of life by saving drivers time and money and promoting safe travel. Examples of new enhancements for 2022 include:

- \$296.8 million for ongoing bridge, pavement, facilities and fleet maintenance along with infrastructure and safety improvements on the existing Tollway system.
- \$46.6 million to fund the operations of the Illinois State Police District 15 and Security and Safety functions. ISP is assigned to patrol the Illinois Tollway System across 12 counties in Northern Illinois and provide comprehensive law enforcement services. The Security and Safety department manages the OSHA related and other training requirements at the Tollway.

Support Basic Functions of Government

The Illinois Tollway continues to work to find new ways to increase transparency and accountability to its customers and the communities it serves. Operating more like a business than a government agency, the Tollway relies on toll revenue to fund operations, so the agency has adopted a customer-driven approach and is committed to understanding customers' needs and expectations. By developing technology and systems we are able to better support the needs of employees and customers by enabling efficient access to data and resources. Examples included in the 2022 Budget include:

- \$20.2 million in support of new technology to enable the Tollway to maximize resources and manage its business functions more efficiently and effectively.
- \$147.3 million to support customer service and enhancements systemwide for the Tollway's tolling operations and business systems.
- Nearly \$1 million to promote training, employee development and safety initiatives throughout all the agencies' departments to improve job skills and enhance performance.

Strengthen Cultural and Environmental Vitality

The 2022 Budget makes investments to make the Tollway more resilient to changes in the environment and preserve our natural, historic and cultural resources to make Illinois a more attractive place for people to visit, live and work. Examples of investments planned for 2022 include:

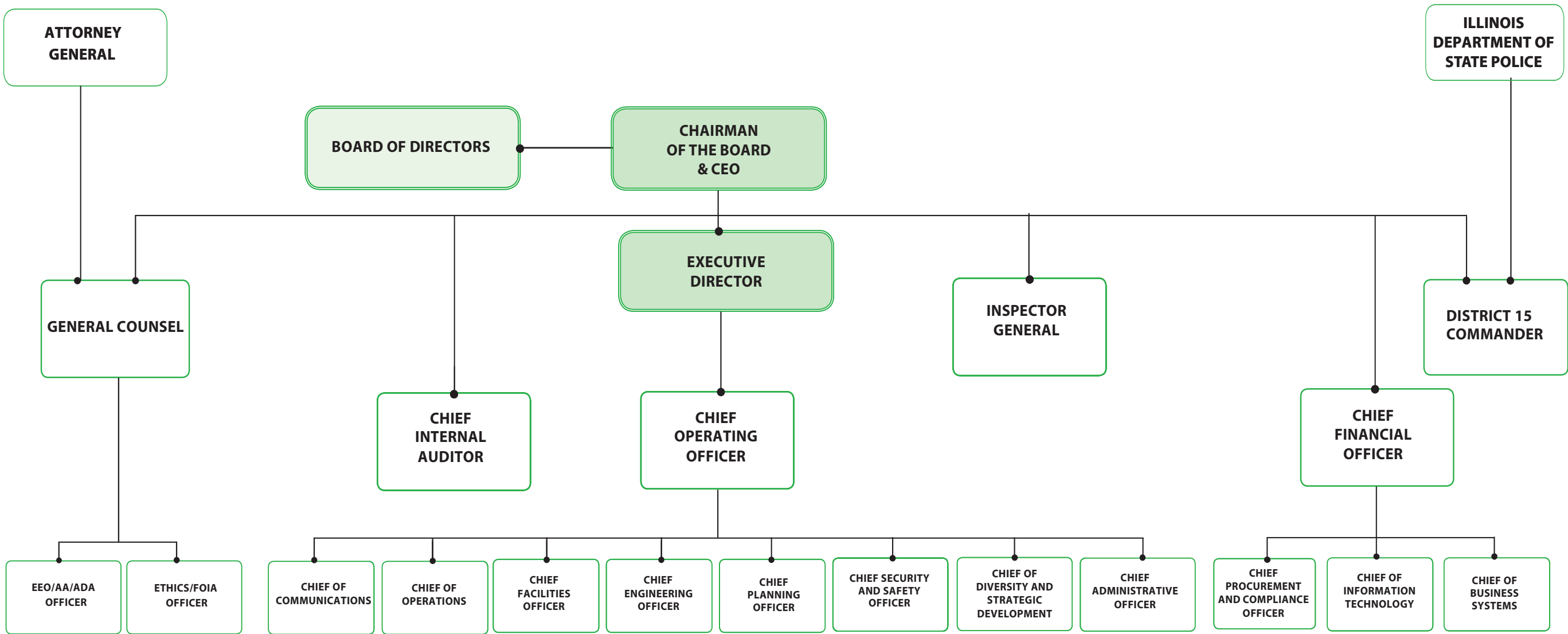
- \$46.2 million to continue improvements to Tollway facilities systemwide in compliance with Leadership in Energy and Environmental Design (LEED) certified building standards, including construction of a new Hoffman Estates (M-5) maintenance site on the Jane Addams Memorial Tollway (I-90).

Conclusion

The Illinois Tollway's Budget for 2022 maintains the agency's commitment to investments in people that enhance customer service and driver safety and continue to build a diverse workforce and pool of qualified businesses ensuring opportunities for minorities, women and veterans. With a balanced budget that includes \$411 million for maintenance and operations and \$1.49 billion for the capital program, the Tollway will have resources essential to continue implementation of the *Move Illinois* Program providing congestion relief and improved regional mobility critical to economic growth throughout the region.



ILLINOIS TOLLWAY TABLE OF ORGANIZATION



THE ILLINOIS TOLLWAY

The Illinois legislature created The Illinois State Toll Highway Commission in 1953. On April 1, 1968, all duties, obligations, functions and powers of The Illinois State Toll Highway Commission, together with all property, rights, privileges, interest and any and all other assets of the Commission, were transferred to The Illinois State Toll Highway Authority ("Tollway"), which, as set forth in the Toll Highway Act ("Act"), is an instrumentality and administrative agency of the State of Illinois. The Tollway is charged with providing for the construction, operation, regulation and maintenance of a system of toll highways within the State of Illinois. The Tollway is vested with all powers necessary and appropriate to enable it to carry out these purposes, including the authority to issue revenue bonds for the purposes, among others, of financing expansions of the Tollway system and reconstructing and improving the Tollway system. The Tollway also is authorized to issue refunding bonds for the purpose of refunding any bonds of the agency then outstanding at maturity or on any redemption date.

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

BOARD OF DIRECTORS

The Tollway is governed by an 11-member Board of Directors that includes the Governor of Illinois, *ex officio*, and the Secretary of the Illinois Department of Transportation, *ex officio*. Nine directors are appointed by the Governor, with the advice and consent of the Illinois Senate, from the State at large with a goal of maximizing representation from the areas served by the Tollway system. No more than five directors may be from the same political party. Of the directors appointed by the Governor, one is appointed by the Governor as Chairman of the Tollway Board of Directors. The current Chairman, Willard S. Evans, Jr., was initially appointed by Governor JB Pritzker as a Director and Chairman of the Tollway on February 28, 2019.

Name	Initial Appointment	Expiration of Current Term
Governor JB Pritzker, <i>ex officio</i>	N/A	N/A
Secretary of Transportation Omer Osman, <i>ex officio</i>	N/A	N/A
Willard S. Evans, Jr., Chairman	February 28, 2019	March 1, 2025
James Connolly	February 28, 2019	March 1, 2023
Stephen L. Davis	February 28, 2019	March 1, 2023
Alice Gallagher	February 28, 2019	March 1, 2025
Jacqueline Gomez Fuentes	January 26, 2021	February 28, 2023
Karen McConnaughay	February 28, 2019	March 1, 2025
Scott Paddock	February 28, 2019	March 1, 2025
Gary Perinar	February 28, 2019	March 1, 2025
James Sweeney	February 28, 2019	March 1, 2023

EXHIBIT 2

ORGANIZATIONAL STRUCTURE

The Tollway's organizational structure consists of 17 departments: Administration, Business Systems, Communications, Diversity and Strategic Development, Engineering, Executive Office and Directors, Facilities and Fleet, Finance, Illinois State Police District 15, Information Technology, Internal Audit, Legal, Office of the Inspector General, Operations, Planning, Procurement and Security and Safety. The Chairman of the Board is the Chief Executive Officer of the Tollway and exercises general supervision over all powers, duties, obligations and functions of the agency. The Executive Director manages the day-to-day operations of the Tollway. The Commander of Illinois State Police District 15 reports to the superintendent of the State Police and also to the Tollway's Chairman and Chief Executive Officer, and the Tollway's General Counsel reports to the Attorney General of the State of Illinois and the Tollway's Chairman and Chief Executive Officer.

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

The Department of **Business Systems** is responsible for overseeing the electronic tolling system, collecting toll revenue and assessing and collecting invoicing fees and managing the collection of fines and penalties from toll violators.

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

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

The **Engineering** Department is responsible for the design, construction and maintenance of the Tollway System, which includes coordination and implementation of the *Move Illinois* capital program, the inspection and maintenance of Tollway infrastructure, and 24x7x365 monitoring of traffic operations, roadway maintenance, and incident management to ensure safe and efficient travel for Tollway customers.

The **Facilities and Fleet** Department is responsible for maintenance and repairs at 186 Tollway facilities and the service and repair of approximately 1,700 vehicles and operating equipment. The department also provides support services that include the warehousing and delivery of goods and materials, mail delivery, IT wiring and equipment installations at facilities, communication tower maintenance and repair, and the installation and repair of communication radio equipment in all Illinois State Police District 15 and Tollway vehicles.

The **Executive Office and Directors** manage Tollway affairs consistent with the Toll Highway Act.

The **Finance** Department is responsible for general accounting, budgeting, treasury functions, financial reporting, accounts payable, toll revenue audit, payroll, risk management and debt management. In addition, the Finance Department manages certain Tollway investments.

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

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

The **Internal Audit** Department recommends policies and procedures to ensure that Tollway Board members, employees, contractors and/or vendors adhere to state and federal laws and internal rules and regulations.

The **Legal** Department is a bureau of the Office of the Attorney General of the State of Illinois and is, by law, the Tollway's legal advisor. The Legal Department handles all of the Tollway's legal matters. In addition, it examines and approves all Tollway contracts, leases, bonds and other undertakings or obligations, as to form and constitutionality, prior to their execution and delivery.

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

The **Operations** Department is responsible for providing the necessary resources and services to maintain tolling operations, as well as all aspects of public tolling and the associated support services through direct and indirect contact with the I-PASS Customer Service Center, oases, call center services, online inquiries and U.S. mail.

The **Planning** Department is responsible for strategic programming and planning, intergovernmental agreements, environmental and landscaping, legislation and policy, community relations, property management, geographic information system and geometrics.

The **Procurement** Department is responsible for agencywide procurement for all goods, services, construction, and all professional services including engineering and design. In addition, the Procurement Department ensures that all contracts are in compliance with stated goals, deliverables and obligations.

The **Security and Safety** Department is responsible for providing a secure and safe work environment for Tollway employees and protecting both employees and Tollway facilities from threats, including natural, human-made, external and internal, while at the workplace. Additionally, the Security and Safety Department provides employees with comprehensive subject-matter training.

THE TOLLWAY SYSTEM

The Tollway system presently consists of approximately 294 miles of limited-access highway in 12 counties in Northern Illinois and is an integral part of the expressway system in Northern Illinois and the U.S. Interstate Highway System.

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

ROUTES

The Tollway system is currently made up of five tollways: the Jane Addams Memorial (I-90), the Tri-State (I-94/I-294/I-80), the Veterans Memorial (I-355), the Reagan Memorial (I-88) and the Illinois Route 390 Tollways.

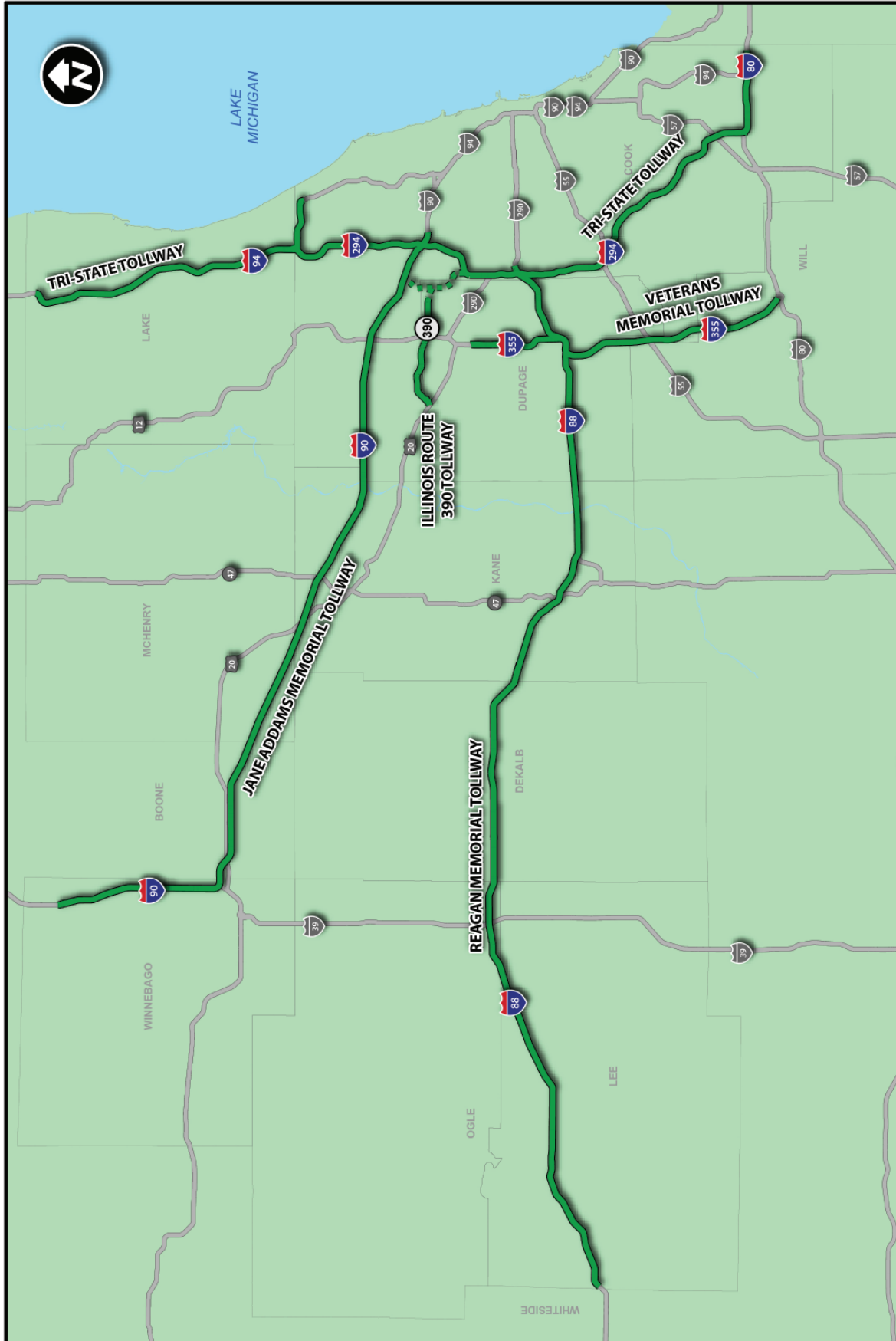
The Jane Addams Memorial Tollway (I-90), constituting a portion of Interstate 90, is a 76-mile roadway. The Jane Addams Memorial Tollway begins east of the intersection of the Kennedy Expressway from downtown Chicago and the Tri-State Tollway in the vicinity of O'Hare International Airport and extends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

The Tri-State Tollway (I-94/I-294/I-80), constituting portions of Interstates 94, 294 and 80 and including the 5-mile Edens Spur, is an 84-mile beltway around the Chicago metropolitan area. It extends from a point near the Indiana state line where it intersects with the Bishop Ford Freeway and the Kingery Expressway to a point near the Illinois-Wisconsin border, where it connects with U.S. Route 41 and I-94 from Milwaukee. The Tri-State also connects with the Reagan Memorial Tollway (I-88), the Eisenhower Expressway, the Jane Addams Memorial Tollway (I-90), the Kennedy Expressway (I-90/I-94) and the Stevenson Expressway (I-55). From its southern terminus, the Tri-State Tollway has a direct connection to the Indiana Toll Road via the Kingery Expressway and I-80. The Tri-State Tollway is the most traveled Tollway in the system, accounting for approximately 40 percent of the Tollway system's volume.

The Veterans Memorial Tollway (I-355) is a 30-mile highway generally paralleling Illinois Route 53 in DuPage and Will counties between approximately the intersection of Army Trail Road and I-290 in Addison on the north and I-80 near Joliet on the south. The Veterans Memorial Tollway opened in December 1989. On November 12, 2007, a 12.5-mile south extension of the Veterans Memorial Tollway through Will County from I-55 to I-80 opened, increasing the length of the Veterans Memorial Tollway to 30 miles.

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

The Illinois Route 390 Tollway, tolling of the initial 6.5-mile segment of Illinois Route 390 from U.S. Route 20 (Lake Street) to I-290 began in July 2016 and tolling on the 3.5-mile segment from I-290 to Illinois Route 83 began on November 1, 2017. Remaining construction includes the interchange that will connect the Illinois Route 390 Tollway to a new I-490 Tollway to be constructed around the western border of O'Hare International Airport linking the Jane Addams Memorial Tollway (I-90) and the Tri-State Tollway (I-294).



Illinois Tollway System



REVENUE SOURCES AND UNDERLYING ASSUMPTIONS

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

REVENUES

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

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

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

2022 budgeted revenue of \$1,491 million is 2.2 percent above the 2021 estimate and 5.4 percent above the 2021 budget.

Toll revenues and evasion recovery are estimated to total \$1,447 million in 2021 and are projected to total \$1,477 million in 2022. Of the Tollway's total revenues, toll evasion recovery revenues are expected to generate approximately \$167 million in 2021 and \$123 million in 2022. Projection for investment income is \$2 million for 2021 and \$3 million in 2022. In addition, concessions and miscellaneous revenues are expected to generate \$10 million in 2021 and \$11 million in 2022.

SOURCES OF REVENUES (\$ MILLIONS)

	FY 2018 Actual	FY 2019 Actual	FY 2020 Actual	FY 2021 Budget	FY 2021 Estimates	FY 2022 Projections
Toll Revenues and Evasion Recovery	\$1,412	\$1,462	\$1,242	\$1,395	\$1,447	\$1,477
Investment Income	34	39	14	10	2	3
Concessions and Miscellaneous Revenues	12	9	27	10	10	11
Revenues Total	\$1,458	\$1,510	\$1,283	\$1,415	\$1,459	\$1,491

Totals may not add due to rounding.

EXHIBIT 4

COVID-19 IMPACT

The COVID-19 pandemic and response were the primary causes of the significant decline in toll revenues from 2019 to 2020. The \$1.242 billion of 2020 toll revenues, inclusive of evasion recovery, is 85 percent of the \$1.462 billion actual amount in 2019. Toll revenues, inclusive of evasion recovery, is budgeted to recover to \$1.477 billion in 2022, or 101 percent of the pre-pandemic 2019 amount. The actual extent of continued recovery from the impacts of COVID-19 is uncertain.

TOLL REVENUE ESTIMATES

Revenues are defined per the Amended and Restated Trust Indenture as (i) all tolls, fees, charges, rents and other income and receipts derived from the operation of the Tollway system, (ii) proceeds of any use and occupancy insurance relating to the Tollway system and of any other insurance that insures against loss of revenues, (iii) investment income from any moneys or securities held in funds, accounts or sub-accounts established under the Indenture other than the Construction Fund and (iv) amounts transferred from the Construction Fund to the Revenue Fund and transfers to the Trustee by the Tollway from the System Reserve Account. Revenues exclude state and federal grants and appropriations, loan proceeds, gifts or donations of any kind, transfers, if any, to the Tollway as permitted under any Escrow Agreement and receipts not related to the Tollway's performance of its obligations under the Indenture or to the operations of the Tollway system. Revenue estimates and budgets include a video tolling fee approved by the Board in 2017 and effective February 1, 2018, and the impacts of certain Tolling 2020 reforms implemented June 2020.

In October of each year, the Illinois Tollway's independent traffic engineer, CDM Smith, provides expected toll revenue estimates for the budget process. An estimate is provided for the current year by using actual data for the first eight months and estimates for the last four months of the year. A month-by-month estimate of toll revenues for the following year is also provided.

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

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

Once the monthly transaction estimates are finalized, they are converted into expected toll revenue estimates at each plaza by applying the corresponding toll rate to the number of transactions in each transaction category. The revenue estimates for the year are the sum of all the monthly revenues by plaza. CDM Smith has estimated \$1,481.0 million expected toll revenues in 2021 and \$1,538.7 million for 2022. Estimates are expected revenues and do not include the effects of overpayments, underpayments or toll evasion. Please refer to CDM Smith's Toll Revenue Certificate in the appendix for more information.

ADJUSTMENTS TO TOLL REVENUE ESTIMATES

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

INVOICING AND EVASION RECOVERY

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

In June 2020, as part of Tolling 2020 reforms, the Tollway began a program for invoicing customers for unpaid tolls that are not paid within 14 days. Invoicing seeks to recover such tolls plus a small fee per each toll transaction, ranging from \$3 for passenger vehicles to \$15 for large commercial vehicles. Lower fees apply to Illinois Route 390 Tollway transactions.

Public Act 94-0636 allows the Tollway to implement a toll violation enforcement system (VES) to pursue violators. Using VES, the Tollway captures images of the license plates of vehicles that pass through without paying the full toll either by I-PASS or cash. This system takes multiple images of vehicles' license plates when nonpayment or underpayment occurs. Customers that do not pay missed tolls and related fees pursuant to the afore-mentioned invoicing process become subject to a \$20 fine and the cash toll for each unpaid toll. Each fine amount increases by \$50 per violation if a \$20 fine notice is ignored, and continued nonpayment can lead to suspension of license plate registration. Lower fines of \$10 for the first fine notice and \$25 for the second are issued to violators on the Illinois Route 390 Tollway.

OTHER INCOME:

Investment Income

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

Concessions and Miscellaneous Revenues

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

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FUND AND ACCOUNT DESCRIPTIONS

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

REVENUE FUND

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

In accordance with the Indenture, the Tollway delivers all revenues (other than investment income) within five business days to the Treasurer of the state of Illinois (the “Treasurer”) for deposit in the Revenue Fund with one or more depositories selected by the Treasurer. On or before the 20th day of each month, the Treasurer, at the direction of the Tollway, transfers or applies the balance in the Revenue Fund not previously transferred or applied in the following order of priority:

- First, to the Operating Sub-Account of the Maintenance and Operations Account;
- Second, to the Operating Reserve Sub-Account of the Maintenance and Operations Account;
- Third, to the Interest Sub-Account, Principal Sub-Account, and Redemption Sub-Account Payment, in that order of priority, of the Debt Service Account;
- Fourth, to the Provider Payment Sub-Account of the Debt Service Account;
- Fifth, to the Debt Reserve Account;
- Sixth, to any Junior Bond Accounts (if any);
- Seventh, to the Termination Payment Account;
- Eighth, to the Renewal and Replacement Account;
- Ninth, to the Improvement Account; and
- Tenth, to the System Reserve Account.



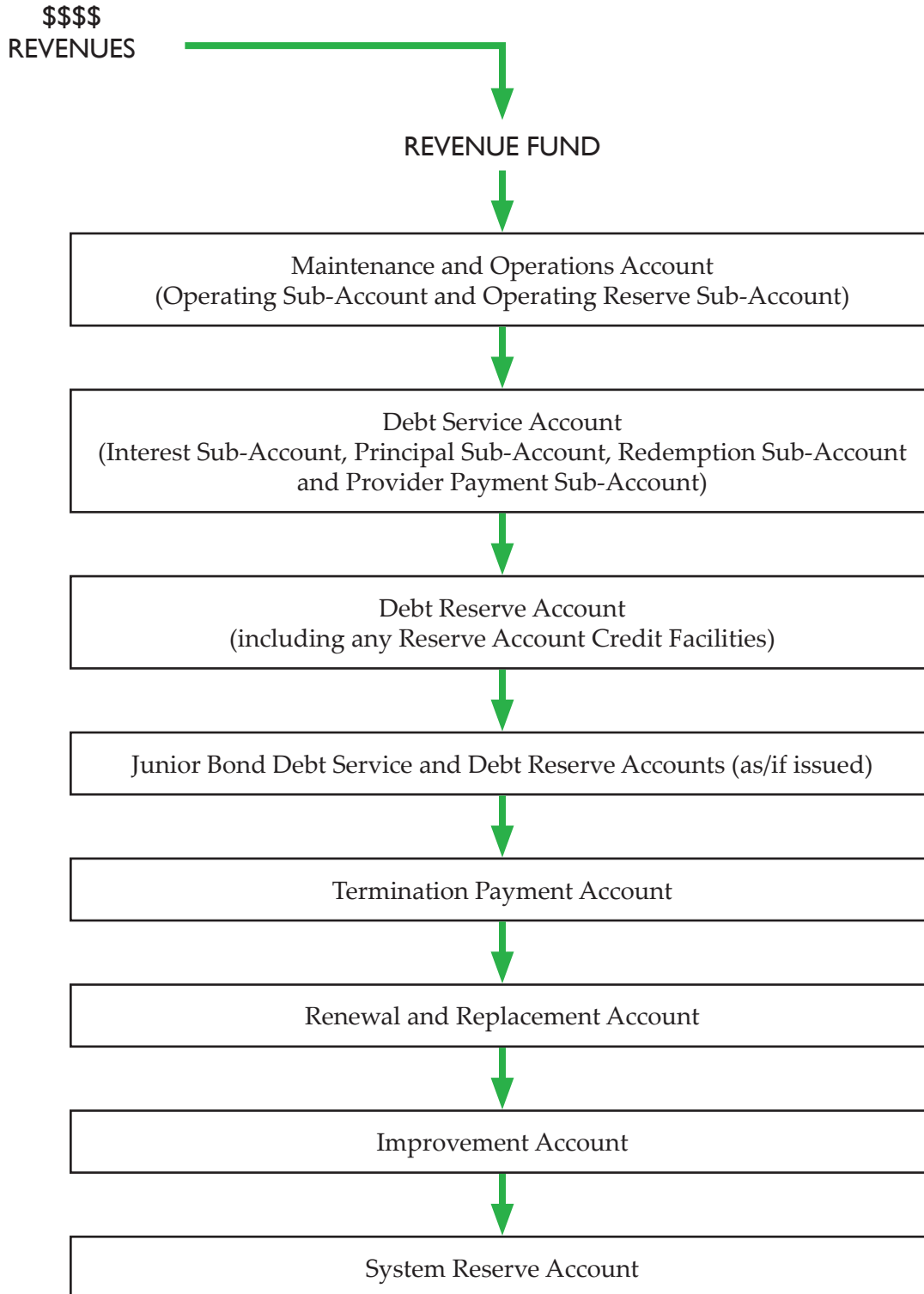
Overview of Flow of Funds

EXHIBIT 5

MAINTENANCE AND OPERATIONS ACCOUNT

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

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

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

DEBT SERVICE ACCOUNT, DEBT RESERVE ACCOUNT AND TERMINATION PAYMENT ACCOUNT

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

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

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

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

RENEWAL AND REPLACEMENT ACCOUNT

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

IMPROVEMENT ACCOUNT

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

SYSTEM RESERVE ACCOUNT

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

CONSTRUCTION FUND

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

Fiscal Year 2020-2022
Statement of Revenues/Expenditures/Transfers and
Changes in Accounts and Fund Balances
(\$ millions)

ACCOUNTS/ FUNDS	2020 Actual	2021 Estimate	2022 Budget	2021 to 2022 % Change
<u>Maintenance and Operations Account (1)</u>				
Beginning Balance (as restated for 2020)	\$29.9	\$34.4	\$27.4	
Transfers from Revenue Fund to Operating Sub-Account	364.7	372.5	410.9	
Expenditures	(360.2)	(379.5)	(410.9)	
Ending Balance (1)	\$34.4	\$27.4	\$27.4	0.0%
<u>Debt Service Account</u>				
Beginning Balance	\$57.2	\$53.2	\$58.9	
Transfers from Revenue Fund (2)	423.2	456.1	486.0	
Earned Federal Subsidy Build America Bonds	13.6	13.6	13.6	
Bonds Retired	(129.3)	(136.5)	(145.4)	
Interest Expense	(308.6)	(327.4)	(361.3)	
Other Financing Costs (3)	(3.0)	(0.1)	(0.1)	
Ending Balance	\$53.2	\$58.9	\$51.7	(12.3%)
<u>Renewal and Replacement Account</u>				
Beginning Balance	\$370.8	\$185.1	\$127.5	
Transfers from Revenue Fund (2)	121.5	228.0	288.0	
Expenditures (4)	(307.2)	(285.6)	(318.7)	
Ending Balance	\$185.1	\$127.5	\$96.8	(24.1%)
<u>Improvement Account</u>				
Beginning Balance	\$513.3	\$598.8	\$640.7	
Transfers from Revenue Fund (2)	381.4	397.5	306.3	
Transfers from Construction Fund	499.8	685.6	680.3	
Expenditures (4)	(795.6)	(1,041.2)	(1,167.6)	
Ending Balance	\$598.8	\$640.7	\$459.7	(28.3%)
<u>Construction Fund</u>				
Beginning Balance	\$0.0	\$124.9	\$280.3	
Bond Proceeds (5)	624.7	841.0	400.0	
Investment Income	0.0	0.0	0.0	
Transfers to Improvement Account	(499.8)	(685.6)	(680.3)	
Ending Balance	\$124.9	\$280.3	\$0.0	0.0%

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

(2) Transfers in 2020 include allocations of investment income.

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

(4) 2020 expenditures and 2021 estimated expenditures reflect cost recoveries of (\$72.1) million and (\$10.4) million, respectively, pursuant to intergovernmental agreements (IGA).

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

Totals may not add due to rounding.

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BUDGET SUMMARIES

FISCAL YEAR 2022 BUDGETED REVENUES AND EXPENDITURES

The Illinois Tollway is a self-supporting entity depending on revenue derived from Tollway operations for its support. Unlike other state of Illinois agencies whose budgets are appropriated and approved by the state legislature, the Tollway receives no appropriations from the state of Illinois and the annual budget is approved by the Tollway Board of Directors.

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

Revenues

Toll Revenue and Evasion Recovery	\$ 1,477 million	Collections via cash, I-PASS or recovery of violation payments
Investment Income	\$ 3 million	Interest income on Tollway funds and I-PASS cash escrow accounts
Concessions and Miscellaneous	\$ 11 million	Revenue from overweight trucks, fines, rental of assets for fiber optics, license fees, oases, fuel, food and retail sales
Total Revenues	\$1,491 million	

Operating Expenses and Debt Service

Maintenance and Operations	\$411 million	Related to toll collections, roadway maintenance, traffic control, safety, insurance and administration
Debt Service Transfers	\$486 million	Principal and interest payments and other financing costs
Total Operating and Debt Service Expenditures	\$897 million	

Capital Program Expenditures	\$1,486 million	Capital expenditures for systemwide maintenance, reconstruction and expansion
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EXHIBIT 7



Sources of Revenue
FY 2021 – FY 2022
(\$ millions)

	FY 2021 Budget	FY 2021 Estimates	FY 2022 Projections
Toll Revenues and Evasion Recovery	\$1,395	\$1,447	\$1,477
Investment Income	10	2	3
Concessions and Miscellaneous Revenues	10	10	11
Revenues Total	\$1,415	\$1,459	\$1,491

Totals may not add due to rounding.

EXHIBIT 8

Projected Sources of Revenues
Fiscal Year 2022
\$ 1,491 Million

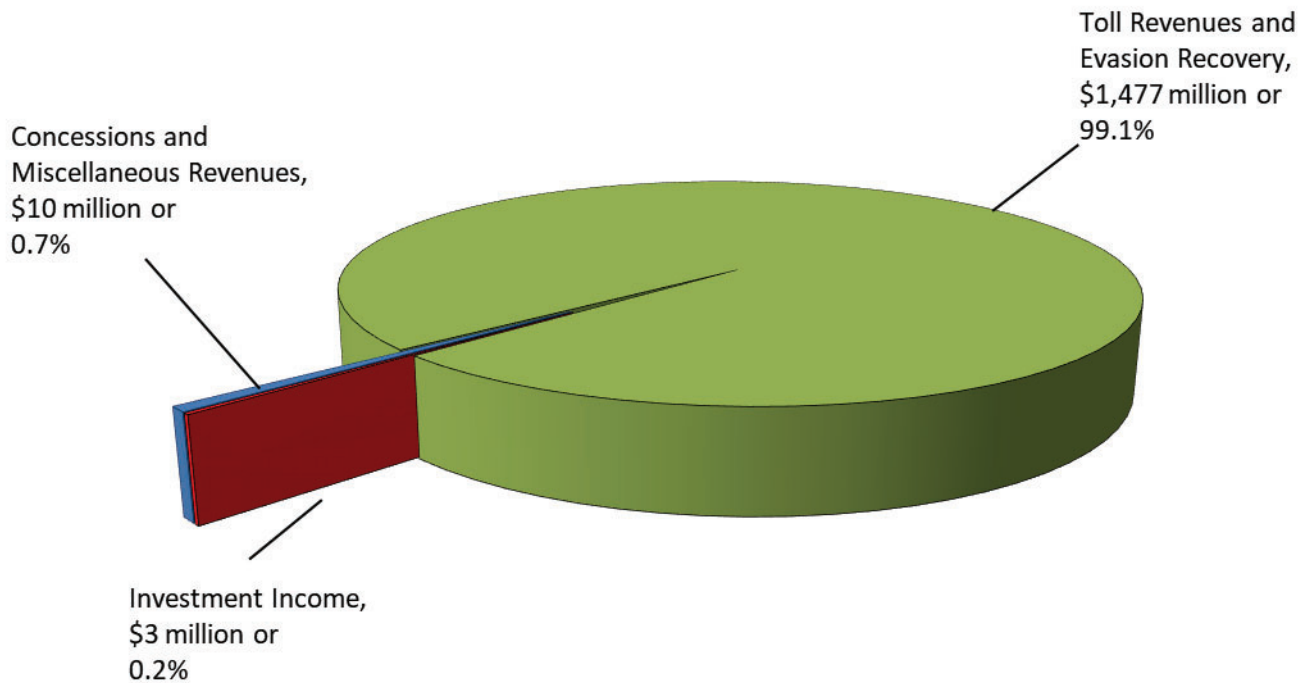


EXHIBIT 9

**Allocations of Revenue
FY 2021 – FY 2022
(\$ millions)**

	FY 2021 Budget	FY 2021 Estimates	FY 2022 Projections
Maintenance and Operations	\$380	\$373	\$411
Debt Service Transfers	468	457	\$486
Deposits to Renewal and Replacement and Improvement	567	629	\$594
Allocations Total	\$1,415	\$1,459	\$1,491

Totals may not add due to rounding.

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

EXHIBIT 10

**Projected Allocations of Revenue
Fiscal Year 2022
\$1,491 Million**

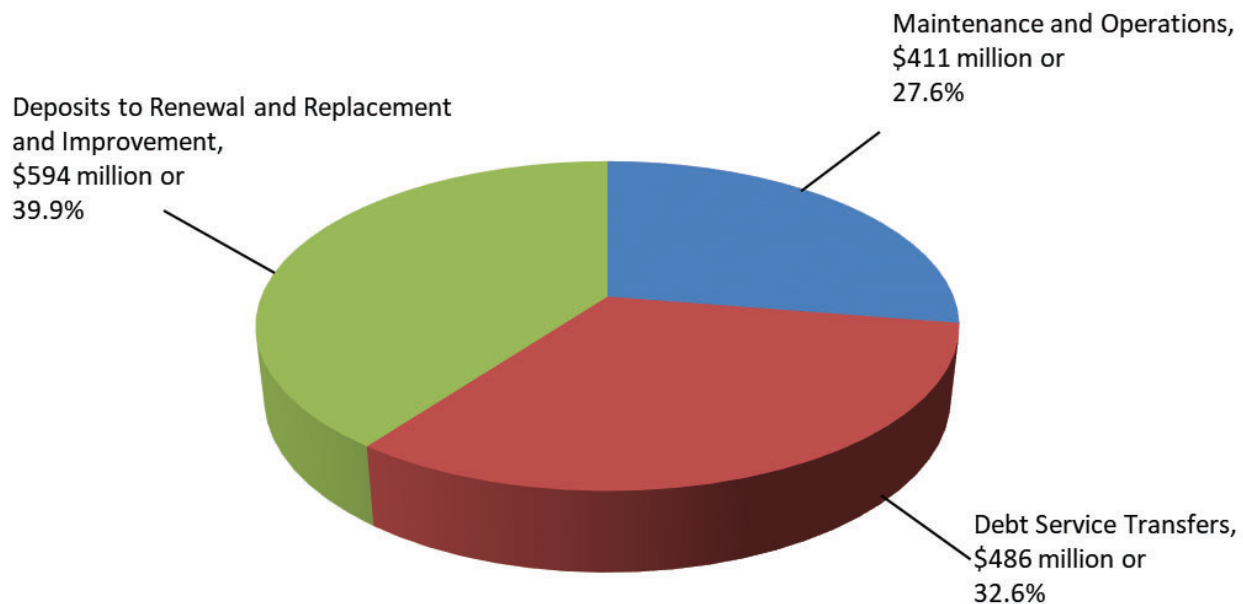


EXHIBIT 11

**Projected Capital Program Expenditures
Fiscal Year 2022
\$1,486 Million**

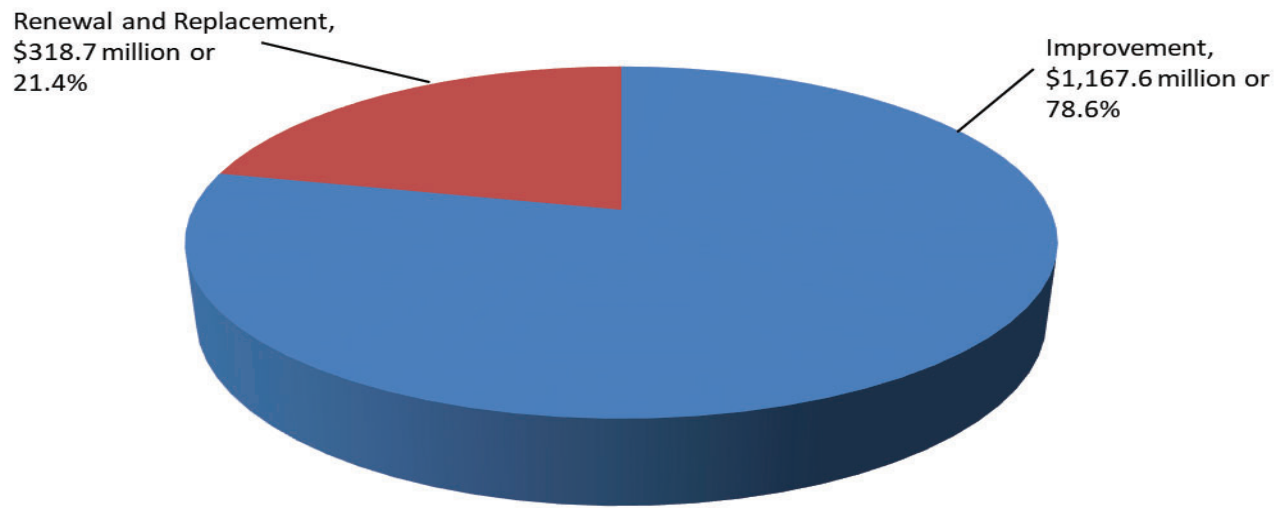


EXHIBIT 12

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

MAINTENANCE AND OPERATIONS ACCOUNTS

For fiscal year 2022, Salaries and Wages increased by \$4.7 million, the increase is due to additional staffed positions and salary and wage adjustments.

Retirement cost increased by \$3.7 million due to an increase in the State Employees Retirement System (SERS) pension contribution rate from 54.596 percent to 55.382 percent as well as increased staff and salary and wage adjustments. SERS has approved an upward adjustment to the employer contribution which would increase required contributions if approved by the State Actuary.

Outside Services increased by \$2.2 million due to costs relating to the customer service call center rates/minutes, image reviews and an increase in I-PASS communications.

Employee Group Insurance increased by \$8.5 million due to increased premiums and costs of other post-employment benefits. This includes group medical, dental, optical and life as well as retiree health and life insurance.

Credit Card Fees and Bank Charges increased by \$2.7 million to accommodate merchant card fees associated with estimated revenue.

Office/Equipment-Maintenance decreased by \$621 thousand due to less predicted need for equipment support and software maintenance.

Consulting Services increased by \$8.5 million due to new technology costs, SOX, IT audit outsourcing and miscellaneous engineering support services that were previously classified as capital.

Workers' Compensation Insurance increased by \$312 thousand to adjust the reserve fund for trends identified in the latest actuarial study.

Property Insurance increased by \$1.5 million due to rate increases in the insurance market.

Operational Materials increased by \$562 thousand due to increase in cost of winter materials such as salt.

Telephone decreased by \$358 thousand due to new phone initiatives directing customers towards self-service and savings through a new phone system.

By Major Account
FY 2022 Maintenance and Operations Budget

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Budget Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary and Wages	\$111,021,918	\$112,868,613	\$117,524,477	\$4,655,865	
FICA and Retirement	66,310,969	68,984,179	72,638,929	3,654,750	
Payroll Sub-Total	\$177,332,887	\$181,852,792	\$190,163,406	\$8,310,615	4.6%
Outside Services	35,928,014	46,344,659	48,506,798	2,162,139	
Employee Group Insurance	39,789,369	32,800,000	41,263,250	8,463,250	
Bank Charges	26,443,173	30,200,000	32,850,000	2,650,000	
Office Equipment-Maintenance	31,724,768	32,443,492	31,822,713	(620,779)	
Consulting Services	14,184,967	17,382,020	25,939,282	8,557,262	
Worker's Compensation Insurance	7,769,667	6,846,000	7,158,000	312,000	
Contracted Maintenance Service	5,358,494	5,714,900	6,103,700	388,800	
Property Insurance	3,094,483	4,253,270	5,741,914	1,488,644	
Materials - Operational	4,879,734	4,585,977	5,147,680	561,703	
Utilities	4,709,227	5,100,450	4,800,000	(300,450)	
Replacement Parts	3,006,834	2,957,682	3,146,500	188,818	
Fuels And Oils	2,327,947	2,800,820	2,800,000	(820)	
Telephone	3,436,079	2,992,780	2,635,200	(357,580)	
Supplies - Operational	471,801	1,571,780	988,025	(583,755)	
Employee Training	181,389	489,320	926,185	436,865	
Supplies - Office	46,394	591,100	555,750	(35,350)	
Dues, Books & Subscription	397,656	430,955	502,890	71,935	
Office Equipment Rentals	342,104	451,124	437,103	(14,021)	
Uniforms & Accessories	260,485	316,190	312,380	(3,810)	
Postage And Express	107,876	128,705	273,450	144,745	
Travel	19,352	212,975	248,370	35,395	
Tools & Equipment	101,772	181,183	124,783	(56,400)	
Advertising & Promotion	16,646	111,628	111,200	(428)	
Employment Medical Expenses	63,304	120,000	65,000	(55,000)	
Printing & Publications	12,000	52,515	51,875	(640)	
Bond Trustee	51,388	50,000	50,000	-	
Other Expenses	18,434	189,480	39,400	(150,080)	
Diversity Programs & Outreach	-	20,000	36,000	16,000	
Other Capital Equipment	1,150	9,900	33,400	23,500	
Office Equipment	3,247	47,150	25,450	(21,700)	
Building Equipment	3,964	34,954	9,800	(25,154)	
Police Capital Equipment	9,717	400,000	-	(400,000)	
Roadway Equipment	4,373	26,642	-	(26,642)	

By Major Account (continued)

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Budget Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Other Operating Sub-Total	\$184,765,805	\$199,857,651	\$222,706,098	\$22,848,447	11.4%
Recovery Of Expenses	(1,895,862)	(2,194,000)	(1,996,000)	198,000	
AUTHORITY TOTAL	\$360,202,830	\$379,516,443	\$410,873,505	\$31,357,062	8.3%

Note: The 2021 Budget reflects staffing transfers made during the year to various departments.

EXHIBIT 13

**FY 2022 Maintenance and Operations Budget
By Department
(\$ thousands)**

Department	2020 Actual Expenditures	2021 Budget	2022 Budget Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Administration	\$2,814	\$4,385	\$6,001	\$1,616	36.8%
Business Systems	21,549	24,033	24,254	221	0.9%
Communications	1,463	1,386	1,455	69	4.9%
Diversity and Strategic Development	5,002	6,355	6,728	373	5.9%
Engineering	72,186	64,477	69,202	4,724	7.3%
Executive Office and Directors	2,790	3,316	2,996	(319)	(9.6%)
Facilities and Fleet	33,809	39,453	40,387	935	2.4%
Finance	78,124	80,580	90,100	9,519	11.8%
Illinois State Police	38,213	35,641	38,414	2,772	7.8%
Information Technology	22,822	27,327	37,479	10,152	37.1%
Internal Audit	973	1,168	3,631	2,463	210.9%
Legal	1,640	1,991	1,991	(1)	(0.0%)
Office of the Inspector General	782	1,144	1,205	62	5.4%
Operations	71,600	80,111	78,032	(2,079)	(2.6%)
Planning	2,696	3,967	3,951	(16)	(0.4%)
Procurement	3,406	3,201	3,581	380	11.9%
Security and Safety	333	980	1,467	488	49.8%
Authority Total	\$360,202	\$379,516	\$410,873	\$31,357	8.3%

*Notes:**Totals may not add due to rounding.**The 2021 Budget reflects staffing transfers made during the year to various departments.*

EXHIBIT 14

**FY 2022 Maintenance and Operations Budget
By Category
(\$ thousands)**

Category	2020 Actual Expenditures	2021 Budget	2022 Budget Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary and Wages	\$111,022	\$112,869	\$117,525	\$4,656	
FICA and Retirement	66,311	68,984	72,638	3,654	
Group Insurance	39,789	32,800	41,263	8,463	
All Other Insurance	10,864	11,099	12,900	1,801	
Credit Card Fees and Bank Charges	26,443	30,200	32,850	2,650	
All Other Contractual Services	55,615	69,776	80,828	11,052	
Equipment/ Office Rental/ Maintenance	32,067	32,895	32,260	(635)	
Parts and Fuels	5,437	5,940	6,071	132	
Utilities	8,145	8,093	7,435	(658)	
Operational Materials and Supplies	5,547	7,606	7,109	(497)	
Other Miscellaneous Expenses	859	1,449	1,990	540	
Recovery of Expenses	(1,896)	(2,194)	(1,996)	198	
Total M and O Expenditures	\$360,202	\$379,516	\$410,873	\$31,357	8.3%

*Notes:**Totals may not add due to rounding.**The 2021 Budget reflects staffing transfers made during the year to various departments.*

EXHIBIT 15

FY 2022 Requested Headcount

Department	2019 Budget	2020 Budget	2021 Budget	2022 Request	Change From 2021 Budget
Administration	30	30	29	41	12
Business Systems	11	16	14	14	-
Communications	11	11	9	9	-
Diversity and Strategic Development	8	8	11	12	1
Engineering	510	507	484	482	(2)
Executive Office and Directors	12	12	17	17	-
Facilities and Fleet	233	240	244	224	(20)
Finance	62	65	69	69	-
Illinois State Police	16	16	16	14	(2)
Information Technology	29	31	44	73	29
Internal Audit	5	6	8	10	2
Legal	11	11	10	10	-
Office of the Inspector General	8	8	8	9	1
Operations	454	428	382	316	(66)
Planning	31	31	31	29	(2)
Procurement	34	39	51	57	6
Security and Safety	3	3	7	7	-
Total Headcount	1,468	1,462	1,434	1,393	(41)

EXHIBIT 16

Note: The 2021 Budget reflects staffing transfers made during the year to various departments.

HEADCOUNT SUMMARY

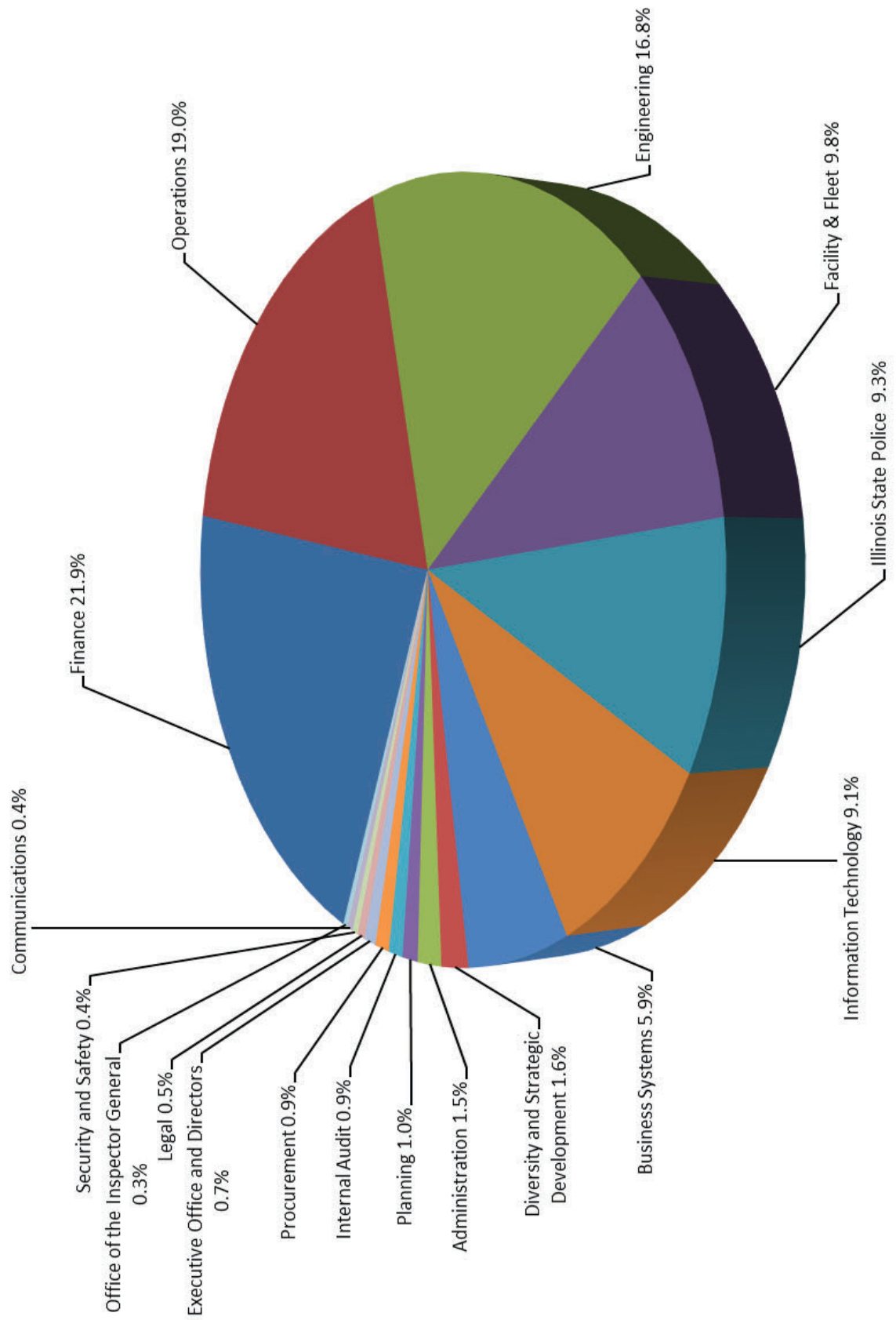
In order to support the Tollway's goal to service customers, businesses and communities, as well as, operate an efficient system of roadways, the Tollway continues to review headcount, positions, titles and functions for each department. For the 2022 Budget, the Tollway added a total of 51 positions in the following departments; Administration, Diversity and Strategic Development, Information Technology, Internal Audit, Office of the Inspector General, and Procurement. The Tollway was able to identify 92 vacant positions to eliminate while continuing to maintain efficiencies in operations. The headcount for the 2022 Budget will have a net decrease of 41 positions.

CHANGES TO ORGANIZATIONAL STRUCTURE

There are some realignments in Tollway's organizational structure to better align personnel with functions that have been implemented recently. The 2021 Budget shown in the 2022 Budget Book has been restated to reflect the current departmental structure. The major changes are:

- Security and Safety department has been established to centralize management of OSHA related and other safety and training requirements at the Tollway. The responsibility to manage security functions on Tollway properties is also under this department. Personnel from Finance, Executive and Administration have been transferred into the Security and Safety department and 2021 Budget has been restated to reflect the current reporting structure in these departments.
- Facilities and Fleet department; The mail room, copy center and switchboard operators that were previously in Administration have been transferred into Facilities and Fleet department.

FY 2022 Maintenance and Operations Budget Percentage of Total Budget by Department



OVERVIEW OF TOLLWAY STRATEGIC PLAN

MISSION STATEMENT

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

STRATEGIC OUTCOMES

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

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

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

PERFORMANCE METRICS

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

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

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

INTERNAL TOLLWAY TARGETS

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

EXTERNAL BENCHMARKS

External benchmarks are established by consultants who match the Tollway’s performance metrics with those of similar roadway systems throughout the U.S.



DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND OBJECTIVES

Included in the Departmental Budgets and Narratives section are the 2021 Accomplishments as well as the 2022 Goals and Objectives for each department. These are aligned to the Tollway's strategic outcomes which are generally long-term in nature, while others pertain to internal departmental goals and objectives which are generally short-term in nature and sometimes not quantifiable. Regarding internal departmental goals and objectives, accountability enters into play when one sees how many goals and objectives were actually accomplished from one year to the next.

Overview of Tollway Operating Metrics

Mission Statement:

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

Strategic Priorities:

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

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2021 YTD (Jan-Sept)	Internal Tollway Target	External Benchmark
1	2, 4	I-PASS Rush Hour Transactions Percentage	Measures the number of drivers who use electronic toll collection (i.e., I-PASS) during the Rush Hour period. The use of I-PASS reduces traffic congestion at the toll plazas.	90.9%	92.0%	78% - FY 2020 76% - FY 2019 Florida Turnpike Mainline Southern Facilities ⁽¹⁾
2	2, 4	I-PASS All Hours Transactions Percentage	Measures the number of drivers who use electronic toll collection (i.e., I-PASS) during all hours of the day. The use of I-PASS reduces traffic congestion at the toll plazas.	86.1%	90.0%	FY 2019: 86.9% FY 2020: 89.2% New Jersey Turnpike Authority
3	2, 3, 4	Travel Time Index Congestion Measure	Measures the amount of systemwide traffic congestion. It is the ratio between the Average Travel Time and the Free Flow Travel Time (60 mph). Values greater than 1.00 reflect congestion.	AM Peak = 0.90 PM Peak = 0.95 Total Day = 0.92	AM = 1.00 PM = 1.00 TTD = 1.00	Peak Period 1.13 - 2020 1.35 - 2019 Avg. for Very Large Urban Areas ⁽²⁾
4	2	<u>Incident Response Time</u> Personal Injury Response Time (PIR) Fatality Response Time (FR) Property Damage Response Time (PDR)	Measures the Tollway's ability to identify congestion creating traffic incidents and ensure units arrive promptly to the scene.	PIR = 0:04:10 min FR = 0:02:20 min PDR = 0:06:36 min	PIR = 5:00 min FR = 5:00 min PDR = 9:00 min	Avg. Response Time 18:12 min - 2020 Ohio Turnpike ⁽³⁾

Sources:

⁽¹⁾Florida's Turnpike Traffic Engineer's Annual Report 2019 and 2020. https://floridasturnpike.com/wp-content/uploads/2021/02/06_2020-TEAR_SunPass.pdf (estimated based on chart on p. 39) and https://floridasturnpike.com/wp-content/uploads/2020/04/06_SunPass.pdf (p. 37)

⁽²⁾Texas A&M Transportation Institute - Mobility Division. Urban Mobility Report. <https://static.tti.tamu.edu/documents/umr/congestion-data/vlgav.pdf>. The Travel Time Index is the

ratio of travel time in the peak period to travel time in free-flow. Average is for 15 Very Large Urban Areas.

⁽³⁾Ohio Turnpike Safety. Average estimated based on monthly data. <https://www.ohioturnpike.org/about-us/performance-metrics/safety>. Incident Response Time is measured from the time a call is received in the Ohio Turnpike Communications Center until an incident responder arrives on the scene.

Overview of Tollway Operating Metrics (continued)

Mission Statement:

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

Strategic Priorities:

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

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	Performance Metric Purpose	2021 YTD (Jan-Sept)	Internal Tollway Target	External Benchmark
5	2	Incident Clearance Time Personal Injury Clearance Time (PIC) Fatality Clearance Time (FC) Property Damage Clearance Time (PDC)	Measures the Tollway's ability to remedy congestion creating traffic incidents.	PIC = 0:28:29 min FC = 1:14:03 hrs. PDC = 0:14:13 min	PIC = 28:00 min FC = 2:45:00 hrs. PDC = 12:00 min	59.45 min - 2019 48.57 min - 2020 Florida DOT(4)
6	1, 2, 3	Const. Program Budget to Committed Contract Variance	Measures the Tollway's ability to manage its construction program to budget.	-6.9%	0%	n/a
7	2	Pavement Rating ⁽⁶⁾	Measures the condition of the Tollway's roads.	Excellent = 55% Good = 34% Transitional = 3% Fair = 3% Poor = 0% Not Avail. (under const) = 5%	Excellent=70% Good=25% Transitional=5% Fair=0% Poor=0% NA=0%	n/a
8	1, 2, 3, 4	Frontline Staff Percentage	Measures the percentage of frontline employees to total employees.	71%	75%	Not Available
9	2, 3	Total Transactions per FTE	Measures the efficiency of service delivery.	2093	1902	Transactions/FTE/day 2,849 2019 North Texas Tollway Authority ⁽⁸⁾
10	2	I-PASS Call Center Responsiveness	Measures the responsiveness of the I-PASS Call Center to customer calls.	1) Average time to answer = 14:26 min 2) Average talk time = 12:00 min	1) Average time to answer = 1:30 min 2) Average talk Time = N/A	Not Available

Sources:

- ⁽⁴⁾Florida DOT Traffic Incident Management Team. Incident clearance time. <https://sunguideinfo/incident-management-service/tim-team/>
⁽⁶⁾North Texas Tollway Authority - 2019 CAFR. https://www.ntta.org/whatwedo/fin_invest_info/NTTASystem/Documents/2019-CAFR_Digital.pdf

Performance Measurements - Historical Trends

Mission Statement:

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

Strategic Priorities:

1. Increase employment and attract, retain and grow businesses
2. Improve infrastructure and customer safety
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Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2017	2018	2019	2020	2021 YTD (Jan-Sept)
1	2, 4	I-PASS Rush Hour Transactions Percentage	90.9%	93.0%	93.0%	90.7%	90.9%
2	2, 4	I-PASS All Hours Transactions Percentage	87.8%	90.2%	90.7%	89.1%	86.1%
3	2, 3, 4	Travel Time Index Congestion Measure	AM Peak = 0.99 PM Peak = 1.05 Total Day = 0.97	AM Peak = 1.02 PM Peak = 1.07 Total Day = 0.98	AM Peak = 1.00 PM Peak = 1.05 Total Day = 0.97	AM Peak = 0.88 PM Peak = 0.91 Total Day = 0.89	AM Peak = 0.90 PM Peak = 0.95 Total Day = 0.92
4	2	Incident Response Time Personal Injury Response Time (PIR) Fatality Response Time (FR) Property Damage Response Time (PDR)	PIR = 06:51 min FR = 04:09 min PDR = 11:55 min	PIR = 07:53 min FR = 04:36 min PDR = 11:49 min	PIR = 06:42 min FR = 02:15 min PDR = 11:05 min	PIR = 06:54 min FR = 04:49 min PDR = 09:35 min	PIR = 06:40 min FR = 04:20 min PDR = 06:36 min
5	2	Incident Clearance Time Personal Injury Clearance Time (PIC) Fatality Clearance Time (FC) Property Damage Clearance Time (PDC)	PIC = 36:19 min FC = 01:03:38 hrs. PDC = 19:19 min	PIC = 34:48 min FC = 01:16:18 hrs. PDC = 25:21 min	PIC = 34:32 min FC = 47:47 min PDC = 19:07 min	PIC = 04:27 min FC = 1:44:57 hrs. PDC = 02:15 min	PIC = 02:28:29 min FC = 1:14:03 hrs. PDC = 01:43 min

Performance Measurements - Historical Trends (continued)

Mission Statement:

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

Strategic Priorities:

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

Performance Metric #	Aligned with Strategic Priority #	Performance Metric	2017	2018	2019	2020	2021 YTD (Jan-Sept)
6	1, 2, 3	Const. Program Budget to Committed Contract Variance	-10.9%	-10.2%	-7.7%	-12.2%	-6.9%
7	2	Pavement Rating ⁽⁶⁾	Excellent = 61% Good = 28% Transitional = 7% Fair = 2% Poor = 0% Not Avail. (under const) = 2%	Excellent = 56% Good = 19% Transitional = 7% Fair = 2% Poor = 0% Not Avail. (under const) = 16%	Excellent = 71% Good = 16% Transitional = 6% Fair = 2% Poor = 0% Not Avail. (under const) = 5%	Excellent = 62% Good = 24% Transitional = 4% Fair = 4% Poor = 0% Not Avail. (under const) = 6%	Excellent = 55% Good = 34% Transitional = 3% Fair = 3% Poor = 0% Not Avail. (under const) = 5%
8	1, 2, 3, 4	Frontline Staff Percentage	74%	73%	75%	71%	71%
9	2, 3	Total Transactions per FTE	1926	2027	2211	1795	2093
10	2	I-PASS Call Center Responsiveness	1) Average time to answer = 3:08 min 2) Average talk time = 9:05 min	1) Average time to answer = 1:14 min 2) Average talk time = 8:49 min	1) Average time to answer = .56sec 2) Average talk time = 8:39 min	1) Average time to answer = 6:03 min 2) Average talk time = 10:12 min	1) Average time to answer = 14:26 min 2) Average talk time = 12:00 min

Sources:

⁽⁶⁾Pavement Management System for the Illinois Tollway - 2020 System Update Report (ARA) - dated January 2021

DEPARTMENT FUNCTIONS OVERVIEW

	2022 Budget Requested
ADMINISTRATION	\$6,001,049
Responsible for the development and implementation of administrative policies and procedures and employee compliance.	
BUSINESS SYSTEMS	\$24,253,860
Responsible for the operation and maintenance of the electronic tolling system hardware and software and collection of toll revenue from toll violators.	
COMMUNICATIONS	\$1,454,531
Responsible for all external and internal communications between the Tollway and its constituents.	
DIVERSITY AND STRATEGIC DEVELOPMENT	\$6,727,963
Responsible for promoting, developing and implementing a comprehensive diversity program.	
ENGINEERING	\$69,201,630
Responsible for the program management, construction, and maintenance of the roadways.	
EXECUTIVE OFFICE AND DIRECTORS	\$2,996,482
Sets policies for the organization and overall management of the Tollway.	
FACILITIES AND FLEET	\$40,387,397
The Facilities and Fleet Department is responsible for maintenance and repairs at 186 Tollway Facilities and the service and repair of approximately 1700 vehicles and operating equipment.	
FINANCE	\$90,099,652
Responsible for financial reporting, accounting, budgeting, accounts payable, payroll, risk management, fiscal operations, revenue toll audit and bond issuances.	
ILLINOIS STATE POLICE DISTRICT 15	\$38,413,523
Responsible for providing comprehensive law enforcement services.	
INFORMATION TECHNOLOGY	\$37,478,715
Responsible for planning, directing, managing and controlling all information technologies and telecommunications throughout the Tollway.	



	2022 Budget Requested
INTERNAL AUDIT	\$3,631,497
Responsible for recommending improvements and changes that increase the economy, efficiency and effectiveness of Tollway projects and processes.	
LEGAL	\$1,990,777
Legal advisor and attorney for the Tollway.	
OFFICE OF INSPECTOR GENERAL	\$1,205,290
Responsible for investigating instances of waste, inefficiencies, fraud, corruption, misconduct and mismanagement of the day-to-day operations of the Tollway.	
OPERATIONS	\$78,031,861
Responsible for providing the necessary resources and services to maintain the Tollway's operations, as well as managing the collection and counting of tolls	
PLANNING	\$3,950,957
Responsible for strategic programming and planning, intergovernmental agreements, environmental and landscaping, legislation and policy, community relations, property management, geographic information system (GIS) and geometrics.	
PROCUREMENT	\$3,580,977
Responsible for all purchasing and procurement issues and authorized to execute contracts and place orders for goods and services.	
SECURITY AND SAFETY	\$1,467,344
Responsible for providing both the tollway employees and facilities with a secure and safe work environment and protecting from threats, including natural, human-made, and safety-related while at the workplace. Additionally, providing employees with comprehensive subject-matter training.	

EXHIBIT 20

ADMINISTRATION

SUMMARY

The Administration Department strives to be a model for excellence and leadership by developing and administering high-quality programs and services that foster a productive and positive environment for our employees, our departments and our organization while supporting and advancing the Tollway’s mission of providing and promoting a safe and efficient system of highways and ensuring the highest possible level of service to our customers.

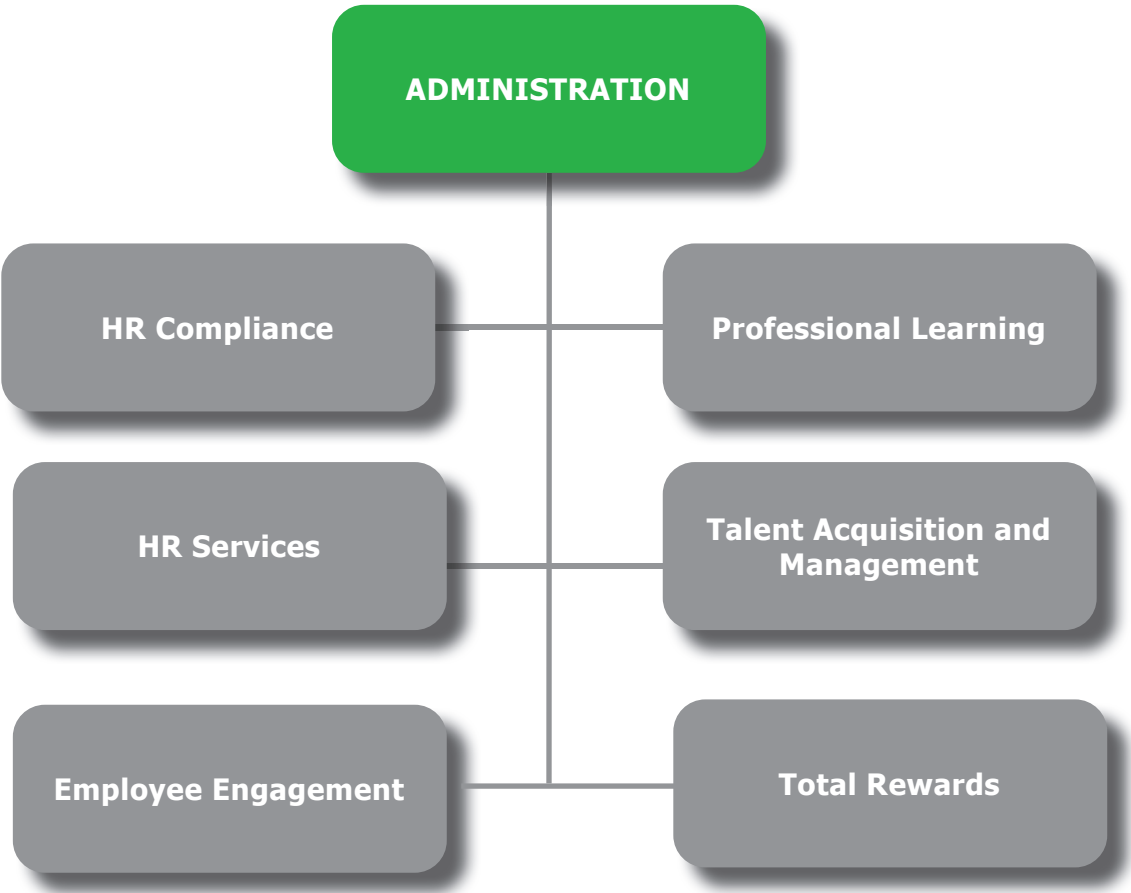


EXHIBIT 21



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$1,583,162	\$2,458,423	\$3,390,469	\$932,046	
FICA And Retirement	976,037	1,530,271	2,137,080	606,809	
Payroll Sub-Total	\$2,559,199	\$3,988,694	\$5,527,549	\$1,538,855	38.6%
Outside Services	103,853	100,000	160,000	60,000	
Employee Training	46,238	50,000	85,000	35,000	
Employment Medical Expenses	63,304	120,000	65,000	(55,000)	
Advertising & Promotion	-	30,000	30,000	-	
Diversity Programs & Outreach	-	3,000	26,000	23,000	
Dues, Books & Subscriptions	478	10,000	25,000	15,000	
Supplies - Office	219	20,500	20,500	-	
Office Equipment Rentals	21,931	18,000	15,000	(3,000)	
Travel	(240)	7,500	12,500	5,000	
Office Equipment-Maintenance	-	13,000	10,500	(2,500)	
Other Expenses	-	10,000	10,000	-	
Postage And Express	20,019	9,500	9,500	-	
Office Equipment	-	2,500	2,500	-	
Uniforms & Accessories	-	2,500	2,000	(500)	
Other Operating Sub-Total	\$255,802	\$396,500	\$473,500	\$77,000	19.4%
Recovery Of Expenses	(872)	-	0	-	
DEPARTMENT TOTAL	\$2,814,129	\$4,385,194	\$6,001,049	\$1,615,855	36.8%

EXHIBIT 22

Note: The 2021 Budget reflects staffing transfers made during the year to various departments

The Fiscal Year 2022 Budget Request is \$6 million, an increase of \$1.6 million or 36.8 percent above the Fiscal Year 2021 Budget amount. Total payroll is \$5.5 million and includes 41 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$932 thousand compared to the 2021 Budget. This increase reflects additional positions and the 2022 salary and wage adjustments.
- FICA and Retirement increased by \$607 thousand compared to the 2021 Budget due to additional positions added and an increase in the average SERS Pension Contribution Rate from 54.596 percent to 55.382 percent.
- Outside Services increased by \$60 thousand for employment verification and drug testing.
- Employee Training increased by \$35 thousand for professional learning.
- Employment Medical Expense decreased \$55 thousand.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Administration - 2021 Accomplishments
1,3	Launched an internship program in collaboration with community-based organizations and institutions of higher education to provide a future pipeline of diverse talent for employment opportunities with the Tollway.
1,3	Developed trainings for Rutan-certified interviewers on recognizing implicit bias in the hiring process and new managers to learn skills and tools as they move into leadership roles.
1,3	Initiated professional development training for internship mentors and new managers.
1,3	Implemented an all-electronic onboarding process which includes providing information about onboarding and the Tollway for new hires through video, training and resources for managers, eliminating manual and paper-driven steps, safeguarding sensitive employee information and reducing the time to hire.
3	Initiated, implemented, and/or collaborated with internal stakeholders to develop policies and procedures in response to a dynamic and changing workplace and ensure compliance with federal and state guidelines.
3	Successfully transitioned to a new health insurance carrier after a 20-year relationship with minimal disruption and utilized technology to create and develop a 2021 online open enrollment process that removed the need for processing paper enrollment/changes.

EXHIBIT 23-1

2022 DEPARTMENT STRATEGIC PLAN**ADMINISTRATION SHORT-TERM GOALS - what will be done in YR1 - YR2**

- Address internal equity by conducting a compensation study to evaluate salaries, determine market value, recommend salary adjustments and develop a framework to retain top talent and ensure competitiveness.
- Re-engineer existing performance management processes to provide employees and managers with continuous opportunities for feedback to assist in professional growth and promote a high performing culture for employees.
- Enhance wellness and work-life programs, services and activities that improve employee health and well-being and promote a healthy lifestyle and work environment.
- Update the Tollway's Employee Policies and Procedures Manual where necessary to align with state and federal mandates, address any organizational policy and procedural changes, ensure compliance and promote transparency.
- Design and implement a learning and development platform and strategies to create a culture of employee growth and development.
- Create programs and initiatives that celebrate and appreciate diversity, equity and inclusiveness.

EXHIBIT 23-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Administration Manager	1	0	0
Administration Secretary III	1	0	0
Business Analyst	0	1	1
Central Information Database Specialist	1	0	0
Chief Administration Officer	1	1	1
Chief of HR Administration	0	1	1
CIS Coordinator	1	0	0
Compensation Manager	0	0	1
Customer Relations Coordinator	1	0	0
Deputy Chief Administration Service & CPL	0	0	1
Deputy Chief Health & Benefits	0	0	1
Deputy Chief of HR Services	0	0	1
Diversity and Inclusion Recruitment Specialist	0	0	1
Documents and Records Control Specialist	0	1	1
Employee Benefits Assistant	0	1	1
Employee Benefits Clerk	1	0	0
Employee Benefits Coordinator	0	1	1
Employee Benefits Manager	1	1	1
Employee Benefits Specialist	2	2	2
Employee Engagement Manager	0	1	1
Employee Engagement Specialist	0	0	2
Employee Service Specialist	0	0	1
Employee Services Coordinator	3	0	0
Employee Services Manager	1	0	0
Employee Services Supervisor	1	1	0
ERM Senior Manager	1	0	0
Executive Secretary	1	1	1
H.R. Business Partner	0	1	0
H.R. Compliance Manager	0	0	1
H.R. Compliance Specialist	0	0	1
H.R. Policy and Research Analyst	0	1	0
H.R. Services Manager	0	0	1
HRIS Implementation Analyst	0	0	1
HRIS Implementation Specialist	0	0	1
Human Resources Placement Specialist	3	0	0
Instructional Trainer	1	1	0
Labor Relations Analyst	1	0	0
Labor Relations Manager	0	0	1
Mail and Duplication Clerk	2	0	0

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Manager, Talent Acquisition	0	0	1
On-Site Wellness Coordinator	0	0	1
Pipeline Partnership Liaison	0	0	1
Professional Learning Design and Content Specialist	0	0	1
Professional Learning Manager	0	1	2
Professional Learning Specialist	0	1	1
Project Manager	0	4	3
Recruitment Manager	0	1	0
Senior Compensation Specialist	0	0	1
Senior H.R. Policy and Research Advisor	0	0	1
Senior Manager of Employee Services	1	3	0
Senior Manager of Security	1	0	0
Switchboard Operator	4	0	0
Talent Acquisition Coordinator	0	0	2
Talent Acquisition Specialist	0	3	3
TOTAL	30	29	41

Note: The 2021 Budget reflects staffing transfers made during the year to various departments

EXHIBIT 24

BUSINESS SYSTEMS

SUMMARY

The Department of Business Systems is responsible for the operation, maintenance and improvement of electronic tolling roadside technologies and software applications. The department focuses on tolling innovation and business intelligence with the goals of improving customer experience, increasing revenue and enhancing operating efficiencies.

Areas of responsibility include collecting of toll revenues, I-PASS customer account management, e-commerce solutions and invoicing services for non-I-PASS customers. The department researches, procures, tests, implements and monitors the performance of systems supporting electronic tolling services and develops strategy to support the agency's tolling business model.

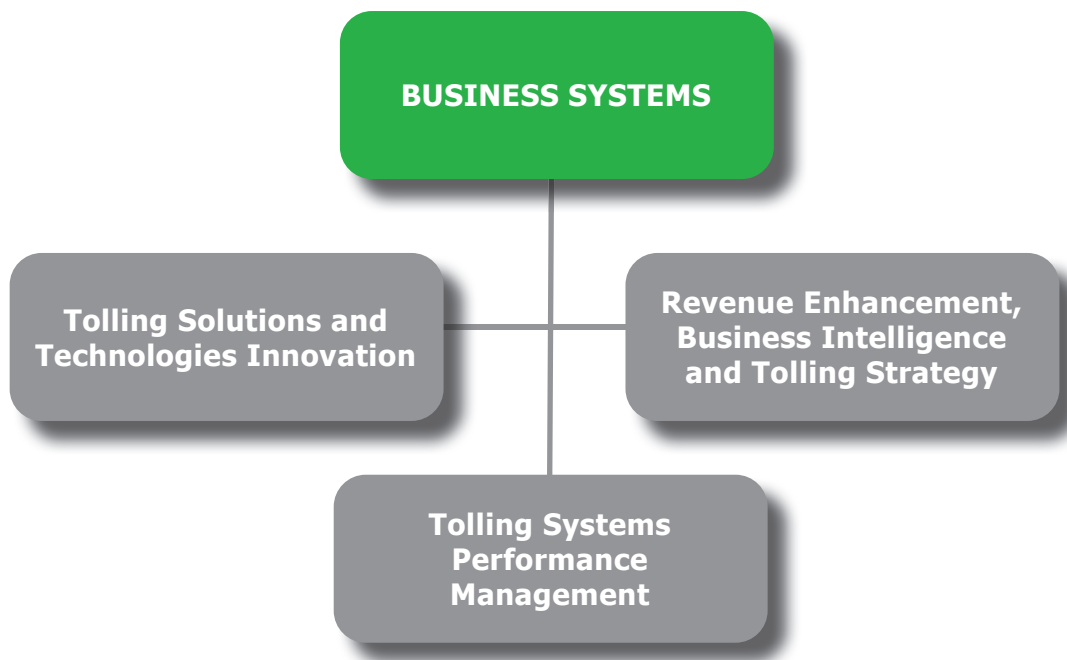


EXHIBIT 25



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$1,240,793	\$1,406,926	\$1,550,757	\$143,831	
FICA And Retirement	873,155	875,756	977,472	101,716	
Payroll Sub-Total	\$2,113,948	\$2,282,682	\$2,528,229	\$245,547	10.8%
Office Equipment-Maintenance	19,828,108	20,158,189	17,249,591	(2,908,598)	
Outside Services	-	1,396,553	3,634,540	2,237,987	
Consulting Services	-	500,000	950,000	450,000	
Telephone	-	47,580	230,000	182,420	
Dues, Books & Subscriptions	153,990	200,000	200,000	-	
Other Capital Equipment	-	1,000	20,000	19,000	
Employee Training	-	16,500	14,000	(2,500)	
Contracted Maint. Service	-	12,000	12,000	-	
Travel	-	11,500	11,500	-	
Supplies - Office	0	5,000	3,000	(2,000)	
Other Expenses	-	1,000	500	(500)	
Materials - Operational	-	500	250	(250)	
Postage And Express	46	500	250	(250)	
Other Operating Sub-Total	\$19,982,144	\$22,350,322	\$22,325,631	(\$24,691)	(0.1%)
Recovery Of Expenses	(546,726)	(600,000)	(600,000)	-	
DEPARTMENT TOTAL	\$21,549,366	\$24,033,004	\$24,253,860	\$220,856	0.9%

EXHIBIT 26

The Fiscal year 2022 Budget request is \$24.3 million, an increase of \$221 thousand, or 0.9 percent above the Fiscal year 2021 Budget amount. Total payroll is \$2.5 million and includes 14 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salary and wages increased by \$144 thousand compared to the 2021 Budget. This increase reflects the 2022 salary and wage adjustments.
- FICA and Retirement increased by \$102 thousand compared to the 2021 Budget due to an increase in the average SERS Pension Contribution Rate from 54.596 percent to 55.382 percent.
- Maintenance costs decreased by \$2.9 million for changes in scope for maintenance servicing and new ETC host contract cost savings.
- Outside Services increased by \$2.2 million for out of state registration retrieval based on increased traffic forecast.
- Consulting Services increased \$450 thousand for additional support needed to continue electronic tolling programmatic evolutions.
- Telephone increased \$182 thousand for customers who subscribe to receive I-PASS account notifications via text messaging service.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Business Systems - 2021 Accomplishments
3	Successfully delivered an amnesty program to improve toll violation revenue collection efforts on delinquent debts. The amnesty program recovered over \$2.5 million, saved customers more than \$110 million in fines and closed approximately 30 percent of previously unpaid notices. Supported program with direct digital outreach campaign that encouraged use of self- service.
2,3	Initiated pilot programs with 3rd party service providers to supplement and compliment the Pay by Plate and I-PASS, reducing the need to issue toll invoices while offering customer new choices for toll payment on a cashless roadway.
3	I-PASS Mobile App set launched 3Q 2021, allowing for improvements in customer payment options, reducing invoicing expenses, and improving revenue collections. This application further enhances the Pay by Plate service , which registered more than 1.2 million users in the first year of operation.
2,3	Upgrade of I-PASS lane technology (AVI readers) to accommodate new transponder types for interoperability. This technology will enable environmentally efficient and less costly transponders while improving the accuracy of the I-PASS program.
2,3	Introduced artificial intelligence improvements to Automatic Maintenance and Management System (AMMS) to improve predictive maintenance of tolling roadside equipment thereby reducing downtime and improving customer experience.
1,2,3	Developed scope for the future tolling back-office system. Partnered with Alliance for Toll Innovation through a forum to gain “direct from industry” knowledge about modern back-office systems. Identified key and emerging industry trends, use of enterprise platforms, tolling innovations, and strategies to simplify current business rules. This effort is expected to lead to procurement of an industry-leading back-office solution that improves customer experience, introduces new payment methods and enhances revenue collection.
3	Piloting a solution that enables customers to use Bluetooth technology, allowing customers to pay tolls using their mobile phone.
3	Working with Society of Automotive Engineers (SAE) to develop V2X (vehicle-to-everything) standards to allow next generation connected vehicles to pay for tolls using embedded in-vehicle technology. These standards will allow for future innovations that will reduce the need for some roadside technology and transponders.

2021 ACCOMPLISHMENTS

Outcomes	Business Systems - 2021 Accomplishments continued
3	Added QR code technology on toll invoices to reduce call volumes. Initiative moved 20 percent of users to convenient, self-service.
3	Procured and contracted a Violation Enforcement Program outsource vendor to manage outstanding toll invoice debt. This program is anticipated to support revenue recovery efforts while reducing many technical and operational costs.
3	Supported launch of new I-PASS Assist Program which offers low-income households to join I-PASS at a low cost of entry.
3	Integrated the back-office system to support the new customer service remote contact center and IVR solution.
2,3	Supported <i>Move Illinois</i> Program and conversion to cashless tolling in response to COVID-19 with modifications to roadside technology and lane consolidations.
3	Developed organizational project management office to promote efficient use of resources and improve project delivery. Enhanced on-board training for department personnel to accelerate learning curve and highlight Tollway goals and objectives.

EXHIBIT 27-1

2022 DEPARTMENT STRATEGIC PLANS**BUSINESS SYSTEMS SHORT-TERM GOALS - what will be done in YR1 - YR2**

- Integrate new violations outsource.
- Develop strategy and procurement for industry-best back-office solution.
- Provide new payment solutions.
- Introduce/improve tolling app.
- Improve lane technology performance.
- Develop program to migrate I-PASS patrons to sticker tag usage.
- Implement predictive/AI driven maintenance system for lane technologies.

EXHIBIT 27-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Budget Analyst	0	0	1
Business Systems Analyst	1	1	0
Chief of Business Systems	1	0	0
Deputy Chief of Business Systems	2	1	1
Executive Secretary	1	1	1
General Manager Contract Management	1	1	1
General Manager, Electronic Toll	0	0	1
General Manager of Performance Measurement	1	0	0
Operations Project Administrator	1	0	1
Performance Measurement Project Administrator	2	1	1
Project Manager	5	6	6
Senior Manager	0	2	0
Senior Manager of Customer Service - Fleet	1	1	1
TOTAL	16	14	14

EXHIBIT 28

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COMMUNICATIONS

SUMMARY

The Communications Department is responsible for external and internal communications between the Tollway and its constituents including customers, stakeholders, the media, the general public and employees. The department’s focus is to ensure consistent and effective communication across all constituencies and channels. The Communications Department oversees all internal and external communications of the agency.

Communications



EXHIBIT 29



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$867,587	\$787,647	\$821,085	\$33,438	
FICA And Retirement	536,035	490,279	517,546	27,267	
Payroll Sub-Total	\$1,403,623	\$1,277,926	\$1,338,631	\$60,705	4.8%
Outside Services	39,003	25,000	25,000	-	
Advertising & Promotion	2,296	25,000	25,000	-	
Printing & Publications	280	20,000	20,000	-	
Employee Training	13,795	10,000	10,000	-	
Other Capital Equipment	1,154	5,000	10,000	5,000	
Postage And Express	1,261	5,000	5,000	-	
Supplies - Office	-	5,000	5,000	-	
Office Equipment	-	5,000	5,000	-	
Dues, Books & Subscriptions	65	3,000	3,000	-	
Supplies - Operational	80	2,000	2,000	-	
Travel	-	1,000	2,000	1,000	
Office Equipment-Maintenance	-	1,000	2,000	1,000	
Telephone	955	1,300	1,400	100	
Other Expenses	-	500	500	-	
Other Operating Sub-Total	\$58,888	\$108,800	\$115,900	\$7,100	6.5%
DEPARTMENT TOTAL	\$1,462,511	\$1,386,726	\$1,454,531	\$67,805	4.9%

EXHIBIT 30

The Fiscal Year 2022 Budget Request is \$1.5 million, an increase of \$68 thousand or 4.9 percent above the Fiscal Year 2021 Budget amount. Total payroll is \$1.3 million and includes 9 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$33 thousand compared to the 2021 Budget. This increase reflects the 2022 salary and wage adjustments.
- FICA and Retirement increased by \$27 thousand compared to the 2021 Budget due to an increase in the average SERS Pension Contribution Rate from 54.596 percent to 55.382 percent.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Communications - 2021 Accomplishments
2,3	Continued to support agency efforts to mitigate the spread of COVID-19 through the ongoing communication of changing policies and initiatives, and sustained implementation of cashless tolling, effectively communicating these changes with motorists.
3	Drove direct marketing and communications to customers regarding tolling reforms and violation relief resulting in over 28 percent of all outstanding invoices cleared saving tolling customers over \$100 million in violation relief savings.
3	Successfully implemented an ever-increasing number of tools to communicate with Tollway customers, including Salesforce Exact Target, building on the success of last year's implementation of Salesforce Social Studio.
3	Successfully implemented an ever-increasing number of tools to communicate with Tollway customers, including Salesforce Exact Target, building on the success of last year's implementation of Salesforce Social Studio.
3	Provided agency-wide communication and public engagement support to employees, stakeholders and agency leadership through the ongoing delivery of editorial, design and media materials in furtherance of the Tollway's mission to deliver a world-class roadway network.
3	Effectively supported the ongoing efforts to ensure former cash-paying customers of the Illinois Tollway system understand payment options and adopt online technologies through traditional resulting in the adoption of the Tollway's Pay By Plate service leveraged by over 1.3 million customers.
3	Facilitated the ongoing stream of public information in print and online regarding every aspect he entirety of the Illinois Tollway operations and delivery of the <i>Move Illinois</i> capital program.
3	Effectively supported the ongoing efforts to ensure former cash-paying customers of the Illinois Tollway system understand payment options and adopt online technologies through traditional resulting in the adoption of the Tollway's Pay By Plate service leveraged by more than 1.3 million customers.

EXHIBIT 31-1

2022 DEPARTMENT STRATEGIC PLANS

COMMUNICATIONS SHORT-TERM GOALS - what will be done in YR1 - YR2

- Support the systematic elimination of customer reliance on mail through coordinated messaging and the pursuit of new outreach channels, leveraging all customer service channels saving the agency valuable resources, costs and overhead.
- Drive the continued adoption of new, online payment methods through the ongoing pursuit of proactive customer touch points service offerings.
- Further enhance the clarity of Tollway messaging through the continual review and coordination with Business Systems, Planning, Engineering, IT departments, as well as customer service, roadway, legislative and community engagement personnel.
- Refine and improve communication's agency support capabilities and delivery methods to ensure the consistent delivery of information to all constituencies.
- Ensure Tollway leadership has content and resources needed to effectively communicate goals and objectives to all internal and external stakeholders.

EXHIBIT 31-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Assistant Press Secretary	1	0	0
Chief of Communications	1	1	1
Digital Media Specialist	1	2	2
Executive Secretary	1	1	1
Graphic Designer	1	0	0
Manager of Public Affairs	1	1	1
Marketing Communications Manager	1	1	1
Press Secretary	1	1	1
Senior Manager of Communications	1	1	1
Senior Manager of Communications and Marketing	1	1	1
Senior Manager of Program Development	1	0	0
TOTAL	11	9	9

EXHIBIT 32

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DIVERSITY AND STRATEGIC DEVELOPMENT

SUMMARY

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

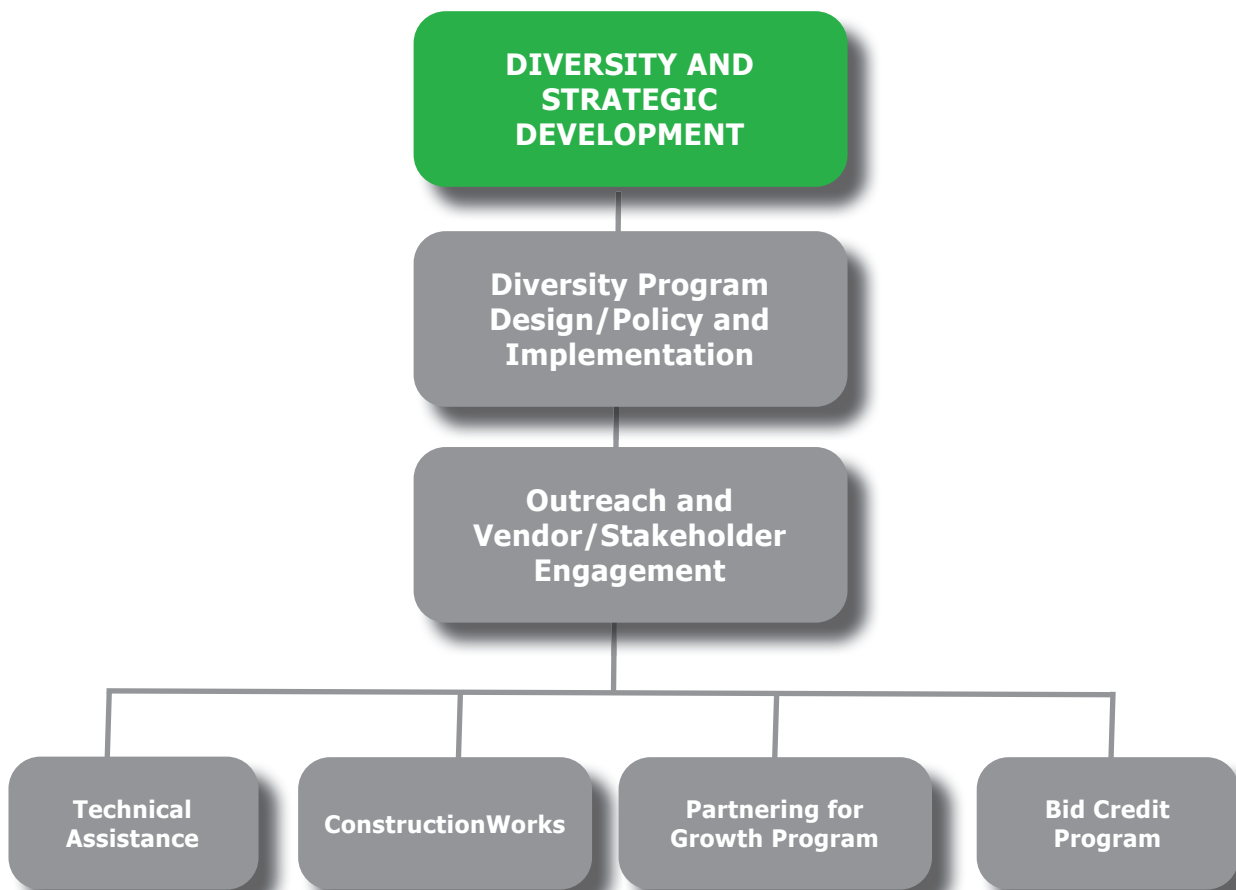


EXHIBIT 33



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$825,051	\$1,045,818	\$1,097,871	\$52,053	
FICA And Retirement	498,263	650,980	692,010	41,030	
Payroll Sub-Total	\$1,323,314	\$1,696,798	\$1,789,881	\$93,083	5.5%
Consulting Services	3,659,415	4,557,970	4,855,482	297,512	
Advertising & Promotion	14,350	50,000	50,000	-	
Diversity Programs & Outreach	-	10,000	10,000	-	
Travel	-	5,000	7,500	2,500	
Employee Training	2,025	5,000	5,000	-	
Supplies - Office	139	4,000	4,000	-	
Other Expenses	1,460	2,700	2,700	-	
Dues, Books & Subscriptions	1,000	22,500	2,000	(20,500)	
Telephone	40	800	800	-	
Postage And Express	7	300	300	-	
Supplies - Operational	-	300	300	-	
Other Operating Sub-Total	\$3,678,436	\$4,658,570	\$4,938,082	\$279,512	6.0%
DEPARTMENT TOTAL	\$5,001,750	\$6,355,368	\$6,727,963	\$372,595	5.9%

EXHIBIT 34

The Fiscal Year 2022 Budget Request is \$6.7 million, an increase of \$373 thousand or 5.9 percent above the Fiscal Year 2021 Budget amount. The payroll is \$1.8 million and includes 12 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries increased by \$52 thousand compared to the 2021 Budget. This increase reflects additional positions.
- FICA and Retirement increased by \$41 thousand compared to the 2021 Budget due to additional positions added and an increase in the average SERS Pension Contribution Rate from 54.596 percent to 55.382 percent.
- Consulting Services increased by \$297 thousand for the Disparity study, ConstructionWorks, and CDL training.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Diversity - 2021 Accomplishments
1,3	Developed and advertised a Request for Proposals (RFP) to provide Technical Assistance services across the Tollway system. The Tollway presented selections and requested board approval in July 2021.
1,3	Initiated an updated Disparity Study to examine whether evidence of discrimination on the basis of race and gender continues to operate in the Tollway's construction and BEP markets. Additionally, the study will assess whether disparities exist between the utilization of DBEs and their availability on its construction and BEP contracts and associated subcontracts, as well as throughout the wider Illinois economy.
1,3	Expanded the Partnering for Growth Program to allow protégé firms to earn up to \$100,000 annually in bid credits for participating in a construction agreement and to utilize earned bid credits on their own bids as prime contractors. As of July 2021, the program includes approximately 190 agreement relationships with 30 protégé firms awarded Tollway prime contracts.
1,3	Completed the third year of the ConstructionWorks Program in 2021. Since the program's launch, more than 250 candidates were hired after receiving pre-apprenticeship training and support services. Of those, nearly 40 were hired to work directly on Tollway projects, and two-thirds of all enrolled candidates were diverse (African American or Hispanic). These 40 hires represent a 25 percent increase in the number of hires from 2020.
1,3	Revised the Small Business Initiative by: identifying select construction contracts with values of approximately \$5 million or less specifically for small businesses and establishing diversity goals for select construction contracts on a project-by-project basis. Since the revision, approximately 155 contractors have enrolled in the program and 20 SBI/SBSP contracts have been awarded to small businesses.
1,2,3	Worked with Risk Management to create a Rolling Owner Controlled Insurance Program to provide liability coverage for contractors and subcontractors working under the Tollway's Small Business Initiative. Contractors are still required to maintain off-site insurance coverages. The Illinois Tollway's ROCIP includes Commercial General Liability and Excess Liability up to \$25 million per occurrence and \$25 million in aggregate.
1,3	Hosted or attended more than 88 interagency meetings, conferences and webinars in 2021 to raise awareness of current programs/initiatives and upcoming Tollway opportunities.

2021 ACCOMPLISHMENTS

Outcomes	Diversity - 2021 Accomplishments continued
1,3	Expanded the Illinois Tollway Summer Webinar Series into a year-round weekly public forum to educate and inform the DBE community about Tollway programs and initiatives, highlight key topics from Technical Assistance Program providers and state agencies. Since the series launched in July 2020, more than 3,500 people have joined us online to attend one of our informative sessions.
1,3	Continued managing the successful Earned Credit Program that rewards construction contractors for hiring and retaining historically underrepresented individuals for careers and employment opportunities in the construction industry. As of October 2021, the Tollway had 51 contractors enrolled in the program, the largest amount ever. Since the bid credit program was launched, we have surpassed 520 ECP-eligible hires, with participants earning over \$30 million in wages on construction contracts throughout the state of Illinois, including the Tollway.

EXHIBIT 35-1

2022 DEPARTMENT STRATEGIC PLAN**DIVERSITY AND STRATEGIC DEVELOPMENT SHORT-TERM GOALS - what will be done in YR1 - YR2**

- Explore programming/funding for increased access to capital for small and diverse businesses.
- Implementation of the Disparity Study recommendations.
- Continue supporting the Technical Assistance Program by business coaching and development for emerging small and diverse professional service and construction firms.
- Continue supporting the ConstructionWorks Program that provides pre-apprenticeship training for historically underrepresented individuals interested in construction industry careers.
- Increase the number of diverse and small business prime contracting opportunities.
- Expand programming opportunities to increase the participation of firms in the Partnering for Growth Program.
- Use both the Tollway's online presence and in-person attendance at events to increase targeted outreach on Tollway contracting opportunities.

EXHIBIT 35-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Business Enterprise Program Manager	1	0	0
Business Systems Analyst	0	0	1
Chief of Diversity and Strategic Development	1	1	1
DBE Program Manager	2	5	5
Diversity Program Coordinator	0	2	2
Executive Manager of Diversity Program Development	1	0	0
Executive Secretary	1	1	1
General Manager of Diversity	1	2	2
Senior Manager of Program Development	1	0	0
TOTAL	8	11	12

EXHIBIT 36

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ENGINEERING

SUMMARY

The Engineering Department is responsible for the program management, construction, and maintenance of the Tollway. Additionally, the Engineering Department coordinates with community groups, government agencies and planning organizations on transportation and land use policies. This department oversees annual inspections of the pavement, bridges and drainage systems, as well as the overall day-to-day maintenance of the Tollway’s roadway systems.

Engineering

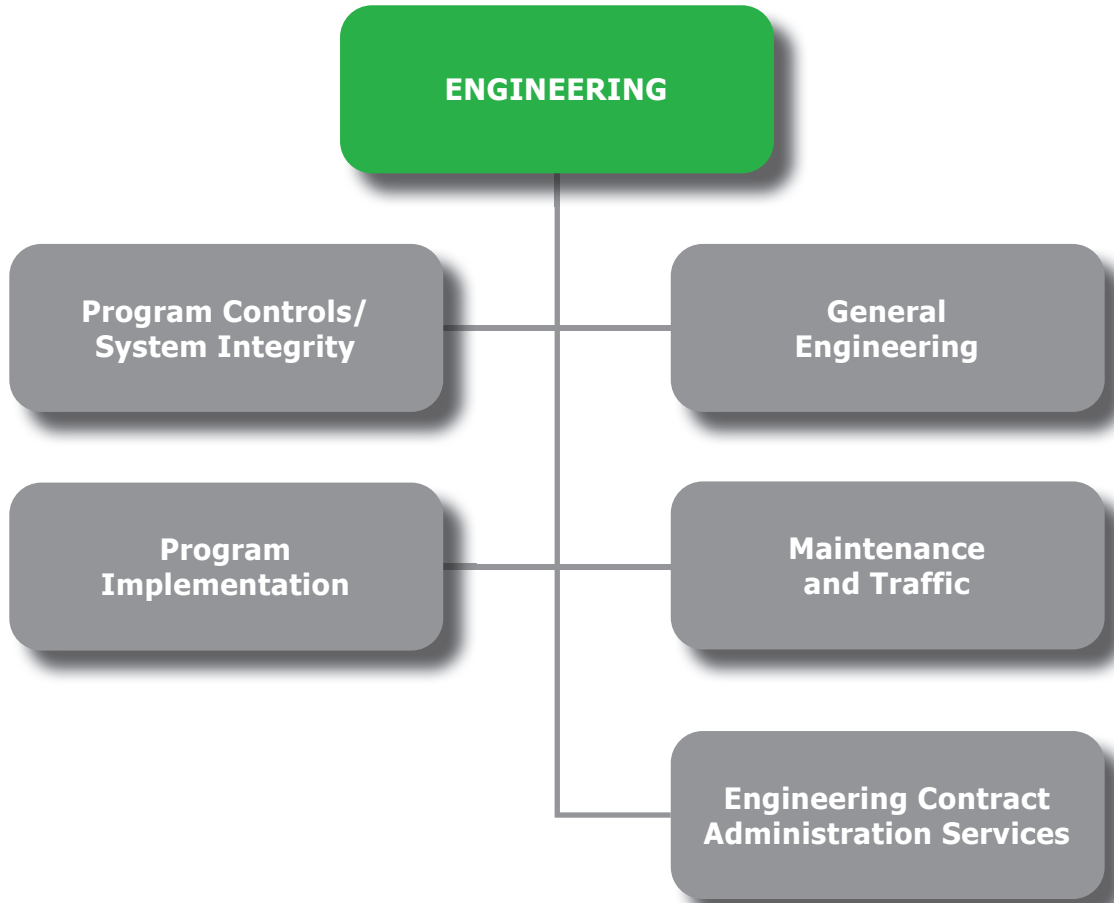


EXHIBIT 37



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$36,539,391	\$32,727,366	\$33,993,826	\$1,266,460	
FICA And Retirement	22,968,949	20,371,478	21,426,990	1,055,512	
Payroll Sub-Total	\$59,508,340	\$53,098,844	\$55,420,816	\$2,321,972	4.4%
Consulting Services	4,295,307	4,396,050	6,574,800	2,178,750	
Materials - Operational	4,791,171	4,138,087	4,543,000	404,913	
Contracted Maintenance Service	4,057,883	2,300,000	2,300,000	-	
Outside Services	390,110	532,025	522,904	(9,121)	
Replacement Parts	69,076	558,842	306,500	(252,342)	
Supplies - Operational	15,148	217,850	217,350	(500)	
Uniforms & Accessories	129,084	158,560	158,500	(60)	
Supplies - Office	453	73,200	67,200	(6,000)	
Employee Training	17,017	57,520	56,260	(1,260)	
Travel	5,265	45,125	45,125	-	
Dues, Books & Subscriptions	26,948	19,875	28,650	8,775	
Tools & Equipment	477	58,800	26,500	(32,300)	
Telephone	10,136	14,000	6,000	(8,000)	
Printing & Publications	-	3,175	3,025	(150)	
Fuels And Oils	-	100	-	(100)	
Postage And Express	448	4,000	-	(4,000)	
Roadway Equipment	-	9,300	-	(9,300)	
Building Equipment	-	10,000	-	(10,000)	
Other Expenses	5,858	1,000	-	(1,000)	
Office Equipment	3,247	18,000	-	(18,000)	
Office Equipment Rentals	-	3,000	-	(3,000)	
Office Equipment-Maintenance	16,927	-	-	-	
Other Operating Sub-Total	\$13,834,556	\$12,618,509	\$14,855,814	\$2,237,305	17.7%
Recovery Of Expenses	(1,156,520)	(1,240,000)	(1,075,000)	165,000	
DEPARTMENT TOTAL	\$72,186,376	\$64,477,353	\$69,201,630	\$4,724,277	7.3%

EXHIBIT 38

The Fiscal Year 2022 Budget Request is \$69.2 million, an increase of \$4.7 million or 7.3 percent above the Fiscal Year 2021 Budget amount. Total payroll is \$55.4 million and includes 482 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$1.3 million compared to the 2021 Budget. This increase reflects the 2022 salary and wage adjustments.
- FICA and Retirement increased by \$1.1 million compared to the 2021 Budget salary and wage adjustments and the average SERS Pension Contribution Rate from 54.596 percent to 55.382 percent.

- Consulting Services increased by \$2.2 million due to miscellaneous engineering support services such as, inspections being reallocated from capital to M&O.
- Materials Operational increased by \$405 thousand due to increase in cost of winter materials such as salt, abrasives, and attenuator parts.
- Replacement parts decreased by \$252 thousand due to contract transferring to another department.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS – PROGRAM IMPLEMENTATION

Outcomes	Program Implementation - 2021 Accomplishments
1,2,3,4	Successfully delivered construction work on-time and within budget, including work associated with the Central Tri-State Tollway (I-294) Project, I-490 Tollway Project, improvements on the Veterans Memorial Tollway (I-355), Phase 2 of the I-294/I-57 Interchange Project, bridge construction on I-294 and I-88, bridge and roadway rehabilitation on the Reagan Memorial Tollway (I-88), maintenance facility construction at the Aurora (M-8) and Bensenville (M-16) locations and systemwide improvement projects.
1,2,3,4	Successfully advanced planning and design projects for the capital program, including those associated with the Central Tri-State Tollway (I-294), the I-490 Tollway, including the interchange at IL Route 390, bridge design work on the Jane Addams Memorial Tollway (I-90), Hoffman Estates (M-5) maintenance facility construction and systemwide improvements such as bridge and retaining wall repairs, signing and striping upgrades, drainage improvements and landscape improvements.
1,2,3	By the end of 2021, the Tollway anticipates advertising up to 63 construction contracts while maintaining change orders and extra work orders at less than 3 percent above contract award amount.
1,2,3	Through October 2021 the Tollway awarded 53 construction and professional engineering services contracts totaling more than \$600.2 million. Key contracts awarded in 2021 include Central Tri-State Tollway (I-294) Project roadway and bridge reconstruction at the I-290/I-88 Interchange at I-294 and Plainfield Road Bridge reconstruction, I-490 Tollway Project improvements including the railroad bridge construction, railroad track relocation and ramp bridge construction at the I-490/IL 390 Interchange, Phase 2 of the I-294/I-57 Interchange improvements, Hoffman Estates (M-5) maintenance facility construction along I-90, and other improvements throughout the Tollway system including ramp, bridge and retaining walls, signing and striping upgrades, drainage improvements and landscape improvements, as well as design and construction management services along the Central Tri-State Tollway (I-294) Project, the new I-490 Tollway Project and other locations across the system.
1,2,3	Continued unbundling larger construction bid packages and advertising Small Business Initiative contracts, providing additional prime and subcontracting opportunities for small, diverse and veteran-owned businesses. The Tollway is on track to advertise over 50 unbundled contracts, including more than 37 SBI contracts by the end of 2021.

Outcomes	Program Implementation - 2021 Accomplishments
3	Developed new e-Builder processes to improve efficiencies, increase transparency and reduce reliance on hard copy documentation.
2,3	Continued to leverage ongoing Illinois Tollway safety initiatives and efforts including the finalization and rollout of the Illinois Tollway MASH TL-3 Cross-Bolted Temporary Barrier Wall. This barrier improves crash performance for the workers and motorists while providing additional workspace and allowing for the increased use of barrier. Additional safety improvements included continued outreach and training for construction managers and contractors on Tollway safety standards, coordination with Illinois State Police to double the enforcement presence on the Central Tri-State, and after-action meetings to capture lessons learned after significant crash and recovery efforts with Engineering, Maintenance and ISP.

EXHIBIT 39-1

2021 ACCOMPLISHMENTS – MAINTENANCE AND TRAFFIC OPERATIONS

Outcomes	Maintenance and Traffic Operations - 2021 Accomplishments
3,4	Added new liquid enhancement to help with the reduction of salt usage, and in return reduce the chloride levels in our watershed.
1, 3	Started planning for EOL Apprenticeship Program intended to create a pool of candidates for quickly filling vacant EOL positions.
2,3	Acquired truck mounted attenuators and other equipment to aid in promoting a safe work environment at all times.
1,3	Continued education and training for supervisory and field staff on expanding incident management techniques, equipment and technologies.
2,3	Completed and implemented new lane closure application for construction community to request lane closures on the Tollway system.
3	Started coordination with IT Department to ensure smooth transition of the Traffic Incident and Management System contract and ITS network support to maintain service and efficiency.
2,3	Continued replacing aging/outdated ITS devices systemwide.
2,3	Completed construction of a new ITS test lab at the Spring Creek Toll Plaza on the Veterans Memorial Tollway (I-355)
2,3	Complete construction and occupy new Aurora (M-8) and Bensenville (M-16) maintenance facilities.

EXHIBIT 39-2

2022 DEPARTMENT STRATEGIC PLAN**Engineering Goals**

- Completion of *Move Illinois* Program, including the Elgin O'Hare Western Access Project I-490 Tollway corridor and the Central Tri State Tollway (I-294) Project corridor.
- Increase focus on systemwide repair and maintenance, and non-roadway features within the system such as plaza conversions, oases, ITS, and fiber.
- Complete I-294/I-57 Interchange Project.
- Begin construction significant projects supporting Elgin O'Hare Western Access Project, including I-490 Tollway north segment contracts, I-490/IL 390 Interchange and the I-490 Bridge over the Bensenville Rail Yard.
- Complete significant projects along Central Tri-State Tollway (I-294) Project corridor, including Mile Long Bridge and BNSF Railway Bridge.
- Identify unbundling opportunities for small, diverse, and veteran-owned businesses.
- Maintain existing roadways in a state of good repair by facilitating roadway and appurtenance repair as needs arise.

EXHIBIT 39-3

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Assistant Project Manager	1	1	1
Bridge Inspection Engineer	1	1	1
Chief Engineer Officer	1	1	1
Chief of Engineering Program Implementation	1	0	0
Civilian Call Taker	7	7	8
Communications Supervisor	4	4	4
Construction Contract Supervisor	1	1	1
Contract Payment Expeditor	2	4	5
Contract Payment Expeditor Supervisor	1	1	1
Contracts Manager	0	0	1
Deputy Chief of Program Controls	1	0	0
Deputy Chief of Program Implementation	4	5	6
Deputy Chief of Maintenance and Traffic	0	1	1
Deputy Dispatch Manager	1	1	0
Dispatch Manager	1	1	1
Document Control Manager	0	1	1
Document Control Specialist	1	1	0
Engineering Budget and Procurement Manager	1	1	0
Equipment Operator Laborer	325	297	297
Executive Project Engineer	2	5	3
Executive Project Manager	2	3	3
Executive Secretary	2	2	2
General Manager of Engineering	0	0	1
General Manager of Maintenance and Traffic	1	0	0
General Manager of Roadway Maintenance	0	0	1
General Manager Traffic and Incident Manager	0	1	1
Incident Management Administrator	0	1	1
Incident Manager	0	0	1
ITS Deployment Engineer	1	1	1
ITS Document & Inventory Tech	1	1	1
ITS Field Technician	2	2	2
ITS Manager	1	1	1
Maintenance Section Manager	12	12	12
Maintenance Section Supervisor	13	13	13
Maintenance Systems Analyst	1	1	1
Materials Engineer	1	1	0
Night Supervisor	1	1	0
Part Time Data Technician	1	0	0
Policy Analyst	0	1	1
Project Manager	2	2	2

Position Title	FY2020	FY2021	FY2022
Project Manager/Engineer	1	1	0
Quality Auditor	1	1	1
Roadway Electrical Manager	1	1	1
Roadway Lighting Laborer	13	13	13
Roadway Maintenance Administrator	1	1	1
Roadway Maintenance District Manager	2	3	2
Roadway Maintenance Manager	1	1	1
Secretary III	1	1	1
Section Clerk	17	15	15
Senior Project Engineer	6	4	6
Senior Project Manager	2	3	3
Sign Maker Hanger	16	15	15
Sign Shop Manager	1	1	1
Sign Shop Supervisor	1	1	1
Telecommunicator	23	23	23
Traffic and Incident Manager	1	1	0
Traffic Operations Center Manager	1	1	1
Traffic Operations Center Supervisor	1	1	1
Traffic Operations Technician	12	12	12
Traffic Permit Technician	2	2	2
Web-Based Project Management Systems Manager	1	1	0
Welder	6	6	6
TOTAL	507	484	482

EXHIBIT 40

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EXECUTIVE OFFICE AND DIRECTORS

SUMMARY

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

The Strategy and Implementation area leads strategic initiatives that establish best practices in governance for the Tollway. The Strategy Department leads the Enterprise Risk Management program for the Tollway that provides for a continuous coordinated approach to assess, analyze mitigate and monitor risks that can affect the achievement of Tollway strategic objectives and overall operational performance. The ERM framework addresses risk governance, risk assessment, risk quantification, risk monitoring and reporting. The Strategy team is responsible for compliance programs that focus on strengthening the internal control framework of the Tollway.

The Enterprise Risk Management program and internal control compliance programs contribute value to and are integrated as part of the overall governance and management process at the Tollway.

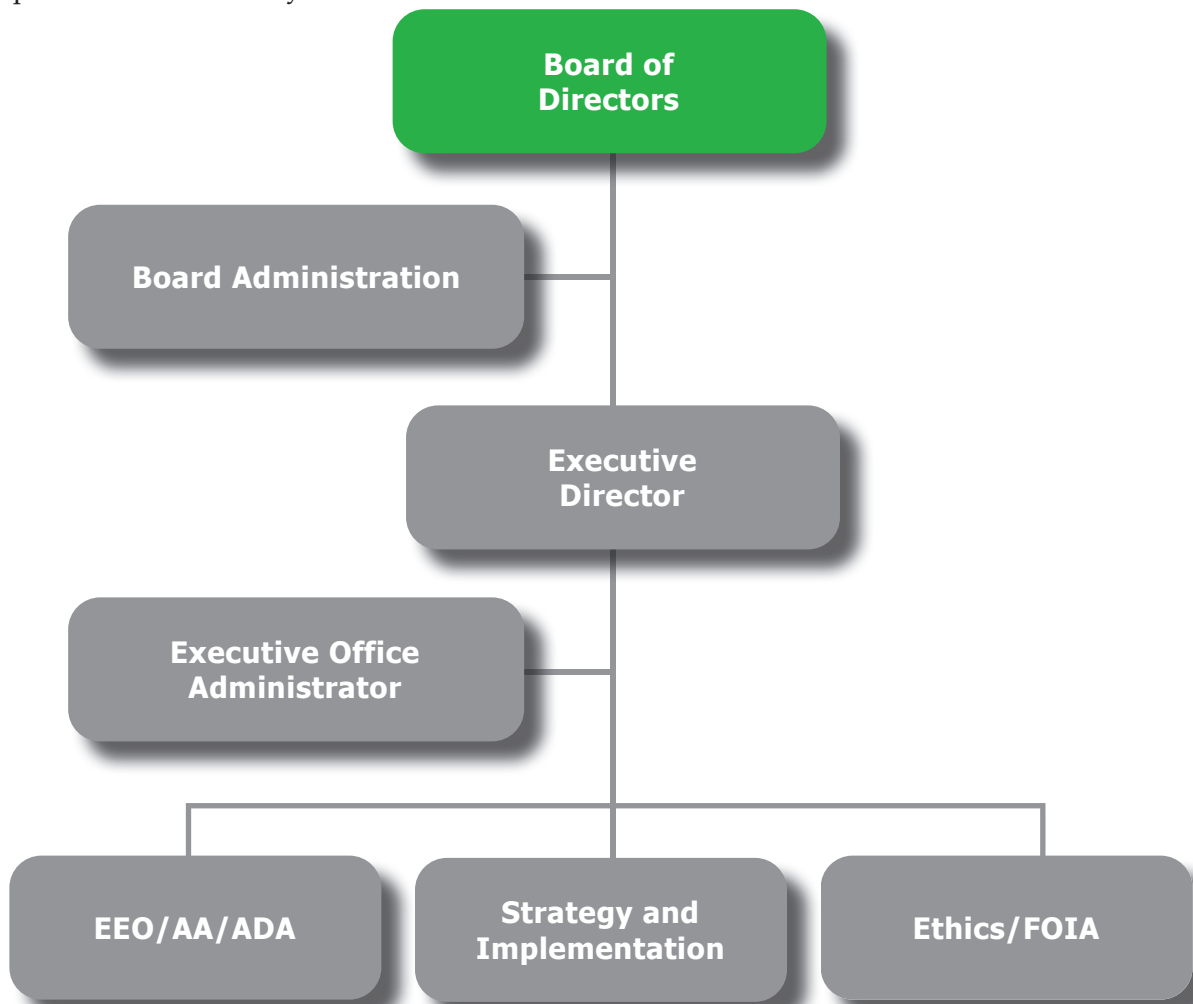


EXHIBIT 41



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$1,629,715	\$1,811,389	\$1,827,236	\$15,847	
FICA And Retirement	837,834	971,337	983,646	12,309	
Payroll Sub-Total	\$2,467,548	\$2,782,726	\$2,810,882	\$28,156	1.0%
Dues, Books & Subscriptions	113,782	71,000	120,500	49,500	
Travel	1,916	21,500	23,500	2,000	
Other Expenses	6,504	21,200	20,000	(1,200)	
Employee Training	4,066	8,000	12,000	4,000	
Advertising & Promotion	-	5,400	5,000	(400)	
Other Capital Equipment	-	2,000	2,000	-	
Postage And Express	549	1,600	1,000	(600)	
Supplies - Operational	-	4,100	600	(3,500)	
Printing & Publications	-	900	500	(400)	
Supplies - Office	84	7,000	500	(6,500)	
Consulting Services	-	150,000	-	(150,000)	
Office Equipment-Maintenance	-	300	-	(300)	
Outside Services	195,358	240,000	-	(240,000)	
Other Operating Sub-Total	\$322,259	\$533,000	\$185,600	(\$347,400)	(65.2%)
DEPARTMENT TOTAL	\$2,789,807	\$3,315,726	\$2,996,482	(\$319,244)	(9.6%)

Note: The 2021 Budget reflects staffing transfers made during the year to various departments

EXHIBIT 42

The Fiscal Year 2022 Budget Request is \$3 million, a decrease of \$319 thousand or 9.6 percent below the Fiscal Year 2021 Budget amount. Total payroll is \$2.8 million and includes 17 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries increased by \$16 thousand compared to the 2021 Budget. This increase includes 2022 salary adjustments.
- FICA and Retirement increased by \$12 thousand compared to the 2020 Budget due to an increase in the average SERS Pension Contribution Rate from 54.596 percent to 55.382 percent.
- Consulting Services budget was decreased by \$150 thousand due to historical spending levels.
- Outside Services budget decreased by \$240 thousand due to transferring the function to Internal Audit.

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Administrative Manager to the Board	1	1	1
Chief Operating Officer	1	1	1
Chief Strategy Implementation Officer	0	1	1
Deputy Chief of Staff	1	1	1
EEO Administrative Specialist	1	1	1
EEO Clerk	1	1	1
EEO/AA/ADA Officer	1	1	1
EEO Investigator	0	1	1
Employee Equity & Labor Relations Analyst	0	1	1
Ethics Officer/FOIA Compliance Manager	1	1	1
Ethics Officer/FOIA Officer	1	1	1
Executive Director	1	1	1
Executive Office Administrator	1	1	1
Executive Secretary	1	1	1
FOIA Assistant	1	1	1
Senior Manager Strategy and Implementation	0	1	1
Strategy Analyst	0	1	1
TOTAL	12	17	17

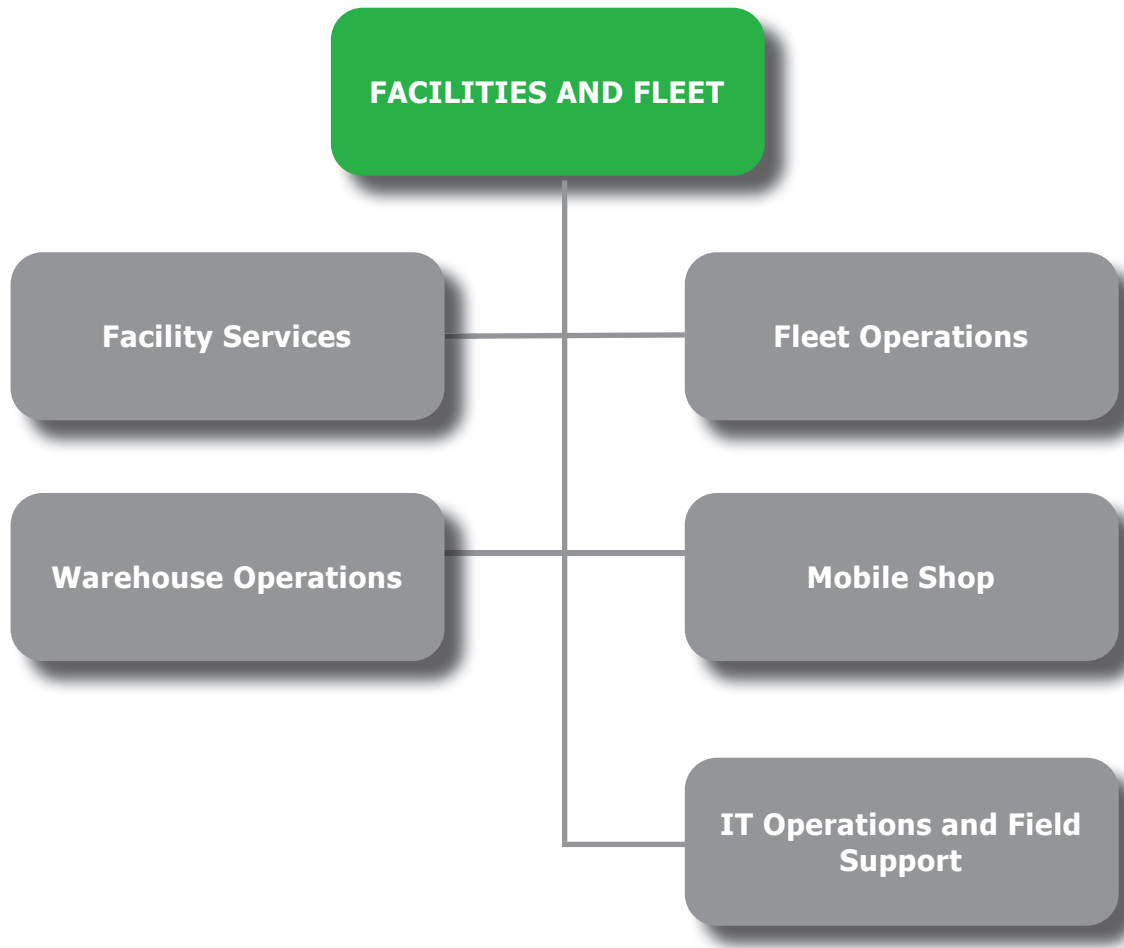
EXHIBIT 43

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FACILITIES AND FLEET

SUMMARY

The Facilities and Fleet Department is responsible for maintenance and repairs at 186 Tollway Facilities and the service and repair of approximately 1,700 vehicles and operating equipment. The department also provides support services that include the warehousing and delivery of goods and materials, mail delivery, IT wiring and equipment installations at facilities, communication tower maintenance and repair and the installation and repair of communication radio equipment in all Illinois State Police District 15 and Tollway vehicles.



Facilities and Fleet

EXHIBIT 44



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$15,363,949	\$17,847,366	\$17,823,063	(\$24,303)	
FICA And Retirement	8,816,148	11,109,272	11,234,231	124,959	
Payroll Sub-Total	\$24,180,097	\$28,956,638	\$29,057,294	\$100,656	0.3%
Outside Services	2,623,829	2,950,481	3,228,550	278,069	
Fuels And Oils	2,327,947	2,800,720	2,800,000	(720)	
Replacement Parts	2,909,587	2,346,840	2,797,000	450,160	
Contracted Maintenance Service	205,132	783,900	1,157,700	373,800	
Materials - Operational	25,565	437,040	569,080	132,040	
Supplies - Operational	401,434	786,205	487,500	(298,705)	
Office Equipment-Maintenance	58,288	221,635	171,000	(50,635)	
Postage And Express	42,043	54,505	96,500	41,995	
Tools & Equipment	100,981	115,733	91,883	(23,850)	
Uniforms & Accessories	30,909	50,130	47,880	(2,250)	
Employee Training	1,682	36,000	36,000	-	
Supplies - Office	57,672	62,800	32,950	(29,850)	
Building Equipment	3,964	20,954	6,800	(14,154)	
Office Equipment	-	3,150	3,150	-	
Travel	108	2,700	2,700	-	
Telephone	963,954	2,700	1,800	(900)	
Other Expenses	235	1,980	900	(1,080)	
Other Capital Equipment	-	900	900	-	
Dues, Books & Subscriptions	223	1,080	810	(270)	
Diversity Programs & Outreach	-	7,000	-	(7,000)	
Utilities	-	450	-	(450)	
Printing & Publications	-	90	-	(90)	
Office Equipment Rentals	-	25,580	-	(25,580)	
Roadway Equipment	4,776	17,342	-	(17,342)	
Other Operating Sub-Total	\$9,758,328	\$10,729,915	\$11,533,103	\$803,188	7.5%
Recovery Of Expenses	(129,625)	(234,000)	(203,000)	31,000	
DEPARTMENT TOTAL	\$33,808,800	\$39,452,553	\$40,387,397	\$934,844	2.4%

EXHIBIT 45

The fiscal year 2022 Budget request is \$40.4 million, an increase of \$935 thousand or 2.4 percent above the fiscal year 2021 Budget amount. Total payroll is \$29.1 million and includes 224 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$24 thousand compared to the 2021 Budget. This is due to a reduction in headcount offset by 2022 salary and wage adjustments.
- FICA and Retirement increased by \$125 thousand compared to the 2021 Budget due to a reduction in headcount offset by 2022 salary and wage adjustments. The average SERS Pension Contribution Rate that increased from 54.596 percent to 55.382 percent.
- Outside services increased by \$278 thousand due to supply chain issues and increases in newly procured service contracts.
- Replacement Parts increased by \$450 thousand due to maintaining and servicing an older fleet.
- Contracted maintenance service increased by \$374 thousand due to supply chain issues and labor shortages that are producing higher repair cost.
- Materials Operational increased \$132 thousand to address material cost increase.
- Supplies Operational decreased \$299 thousand due to closing Toll Plazas during the pandemic.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Facilities and Fleet - 2021 Accomplishments
3	Continued work on a construction program at the Central Administration building to better utilize existing floor space to reduce operational costs by reducing the need for leased office space.
3	Utilized a new asset management system to track fleet labor and assets to reduce operational costs and provide a resource to optimize the utilization of fleet vehicles and equipment and extend their life cycle. This project is in the development stage.
3	Reduced operational costs by combining separate employee groups tasked with similar duties in a shared facility to reduce operational costs associated with delivery of materials, duplication of equipment, etc.
2,3,4	Continued replacing old and inefficient HVAC equipment to reduce utility consumption and lower energy costs.
2,3	Reduced warehousing needs and costs by streamlining the ways packages and materials are currently stocked and shipped.
2,3	Began construction on an interior renovation of Park Ridge M-3 maintenance garage to extend the useful life of the facility and create an environment to better support employees.

EXHIBIT 46-1

2022 GOALS AND OUTCOMES

FACILITIES AND FLEET SHORT-TERM GOALS - what will be done in YR1 - YR2

- Plan and implement improvements to the Central Administration building that will provide for a productive workspace based on our new employee types.
- Procure a state-of-the-art incident command vehicle for Illinois State Police District 15 to address emergency situations.
- Procure new green vehicles to replace vehicles that meet our replacement criteria.
- Equip facilities with electrical charging stations for electric vehicles.
- Develop and implement a plan for the reutilization of mainline toll plazas.
- Utilized the Job Order Contracting (JOC) Program to advertise and award job contracts for facility and roadway work.
- Align positions to staff two newly constructed Aurora M-8 and Bensenville M-16 maintenance sites while reducing positions no longer needed.

EXHIBIT 46-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Accounts Payable Representative	3	3	3
Administration Manager	0	0	1
Antenna Specialist	1	1	1
Auto Mechanic	57	57	59
Automotive Attendant	2	2	2
Automotive Body Technician	1	1	1
Building Maintenance Manager	2	2	2
Carpenter Shop Manager-Operations	1	1	1
Carpenter Shop Supervisor	0	1	1
Central Shop Area Supervisor	1	1	1
Central Shop Manager	1	1	1
Central Shop Supervisor	1	1	1
Chief Facilities Officer	0	0	1
Clothing Room Supervisor	1	1	1
Custodian III	41	36	26
Custodial Manager	1	1	1
Custodial Supervisor	3	2	2
Deputy Chief Facility/Fleet	0	1	0
Equipment Operators Laborers	4	4	4
Executive Project Manager	0	0	1
Facilities and Fleet Manager	0	1	0
Facility Services Administrator	1	1	1
Facility Services Manager	2	2	2
Field Network Technician	4	4	4
Field Operations Manager	1	1	0
Fleet District Manager	2	2	3
Fleet District Supervisor	1	1	2
Fleet Manager	1	1	0
Fleet Supervisor	1	1	0
Fleet Systems Administrator	1	1	1
General Manager of Facility Services	0	1	0
General Manager of Quality Control	0	1	1
General Manager of Fleet Operations	1	1	1
Intake Specialist	1	0	0
Inventory Analysis/Control Supervisor	1	1	0
Inventory and Property Manager	1	1	1
Inventory Control Auditor	2	2	1
Inventory Control Clerk	1	1	0
Inventory Planner	3	3	1
Inventory Specialist	1	1	1
Lead Custodian	0	4	4

Position Title	FY2020	FY2021	FY2022
Mail & Duplication Clerk	0	1	0
Mechanical Electrical	20	20	19
Messenger Services Supervisor	1	1	1
Messenger/Drivers	9	9	9
Mobile Bench Technician	2	2	1
Mobile Installer	3	3	2
Mobile Shop Manager	1	1	1
Office Services Supervisor	0	1	1
Painter	7	7	6
Parts Clerks	13	13	13
Project Administrator	1	2	1
Property Control Auditor	2	2	1
Property Control Supervisor	1	1	1
Records & Information Management Specialist	0	1	1
Records & Information Management Supervisor	0	1	1
Secretary III	1	1	1
Section Clerk	6	5	4
Senior Building Inspector	1	1	0
Senior Manager of Fleet Assets	0	1	1
Senior Manager of Quality Control	0	1	1
Senior Manager of Facility Assets	0	0	1
Senior Manager of Custodial Service	0	1	1
Senior Office Services Specialist	0	0	1
Shipping and Receiving Auditor	1	1	1
Special Projects Coordinator	0	0	1
Structural	13	11	11
Switchboard Operator	1	0	0
System Technician	1	0	0
System Technician I	4	3	3
Warehouse Manager	1	1	1
Warehouse Materials Distribution Supervisor	1	1	1
Warehouse Workers	5	5	5
TOTAL	240	244	224

EXHIBIT 47

FINANCE

SUMMARY

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



EXHIBIT 48



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$3,021,041	\$3,754,373	\$3,876,722	\$122,349	
FICA And Retirement	1,838,610	2,388,428	2,443,576	55,148	
Payroll Sub-Total	\$4,859,651	\$6,142,801	\$6,320,298	\$177,497	2.9%
Employee Group Insurance	34,044,287	29,000,000	36,900,000	7,900,000	
Bank Charges	26,443,173	30,200,000	32,850,000	2,650,000	
Worker's Compensation Insurance	7,769,667	6,846,000	7,158,000	312,000	
Property Insurance	3,094,483	4,253,270	5,741,914	1,488,644	
Outside Services	1,893,630	4,102,000	1,100,000	(3,002,000)	
Bond Trustee	51,388	50,000	50,000	-	
Employee Training	1,044	13,000	20,900	7,900	
Supplies - Office	9,734	20,000	20,000	-	
Dues, Books & Subscriptions	4,420	9,500	11,540	2,040	
Supplies - Operational	1,319	25,500	10,500	(15,000)	
Postage And Express	9,364	10,100	10,000	(100)	
Travel	15	4,500	6,000	1,500	
Office Equipment	-	8,000	5,000	(3,000)	
Printing & Publications	-	2,000	2,000	-	
Other Expenses	86	1,500	1,500	-	
Advertising & Promotion	-	1,228	1,200	(28)	
Office Equipment-Maintenance	-	800	800	-	
Telephone	318	-	-	-	
Other Operating Sub-Total	\$73,322,928	\$74,547,398	\$83,889,354	\$9,341,956	12.5%
Recovery Of Expenses	(58,758)	(110,000)	(110,000)	-	
DEPARTMENT TOTAL	\$78,123,821	\$80,580,199	\$90,099,652	\$9,519,453	11.8%

Note: The 2021 Budget reflects staffing transfers made during the year to various departments.

EXHIBIT 49

The Fiscal Year 2022 Budget Request is \$90.1 million, an increase of \$9.5 million or 11.8 percent above the Fiscal Year 2021 Budget amount. Total payroll is \$6.3 million and includes 69 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$122 thousand compared to the 2021 Budget. This increase reflects the 2022 salary and wage adjustments.
- FICA and Retirement increased by \$55 thousand compared to the 2021 Budget due to an increase in the average SERS Pension Contribution Rate from 54.596 percent to 55.382 percent.
- Group Insurance increased by \$7.9 million over the 2021 Budget level. This increase reflects an increase in insurance premiums as well as an adjustment for payments for current retiree post-employment

benefits previously understated. This account includes group medical, dental, optical and life as well as retiree health and life insurance.

- Credit Card Fees and Bank Charges increased by \$2.7 million due to higher estimated toll transactions based on revenue projections.
- Property Insurance increased by \$1.5 million due to projections in the insurance market.
- Outside Services budget decreased by \$3 million due to the implementation of a new violation enforcement program.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Finance - 2021 Accomplishments
3	Completed the year-end-close and financial statement preparation within the timelines and met all external audit deadlines.
3	Received the Government Finance Officers' Association (GFOA) Certificate of Achievement for Excellence in Financial Reporting for the 24th consecutive year. Received the Distinguished Budget Presentation for the 18th consecutive year.
3	Established new procedures to accurately record the Tolling 2020 invoicing initiative in the Tollway's general ledger.
3	Implemented a Rolling Owner-Controlled Insurance Program.
3	Implemented an Owner-Controlled Insurance Program for the Elgin O'Hare Western Access Project.

EXHIBIT 50-1

2022 DEPARTMENT STRATEGIC PLAN**FINANCE SHORT-TERM GOALS - what will be done in YR1 - YR2**

- Centralize invoice tracking.
 - Enhance reporting framework to monitor and analyze results relative to established goals.
 - Develop dashboards that can be shared with executive staff that provides a snapshot of key financial indicators at a high level.
 - Enhance payroll reporting after migration to SAP.
 - Reduce workers' compensation injury claims by working to establish policies that focus on workplace injury and illness prevention.
 - Renew collection procedures for recovery of payments for property damage and emergency vehicle.
 - Issue \$500-\$600 million in bonds to finance the *Move Illinois* Program and refund for savings based on market conditions and spending.
 - Finalize GASB 87 accounting.
 - Complete procurements for key services.
-

EXHIBIT 50-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Accountant	2	2	2
Accounts Payable Manager	0	1	1
Accounts Payable Representative	7	10	9
Accounts Payable Supervisor	1	2	2
Administrative Specialist	1	1	1
Assistant Controller/Financial Reporting Manager	0	1	1
Assistant Supervisor Accounts Payable	2	2	1
Budget Analyst	2	2	2
Budget Manager	0	1	1
Budget/General Accounting Clerk	1	1	1
Capital Budget Analyst	3	3	3
Capital Budget Manager	1	1	0
Capital Finance Analyst	1	1	1
Cashier	1	1	1
Cashier Supervisor	1	1	1
Cashier/General Accounting Assistant	3	3	3
Chief Accountant	2	2	2
Chief Financial Officer	1	1	1
Claims Adjuster	0	0	1
Construction Insurance Analyst	1	1	1
Contract Administrator	3	4	2
Controller	1	1	1
Debt Manager	1	1	1
Deputy Chief of Finance	1	1	1
Emergency Services Collection Analyst	1	1	1
Executive Secretary	1	1	1
Financial Planning Analyst	1	1	1
Fiscal Operations Manager	1	1	0
Insurance Claims Supervisor	1	1	1
Insurance Risk Manager	1	1	0
Payroll Analyst	4	4	4
Payroll Manager	1	1	1
Payroll Supervisor	1	1	1
Project Accountant	4	4	5
Project Administrator Finance	2	1	1
Project Manager	0	1	1
Property Recovery Analyst	1	1	1
Revenue Specialist	1	0	0
Safety Supervisor	3	0	0
Secretary III	1	1	1

Position Title	FY2020	FY2021	FY2022
Senior Accountant	4	4	5
Senior Budget Manager	0	0	1
Senior Manager Finance, Debt & Treasury	0	0	1
Senior Manager of Fiscal Operations	0	0	1
Senior Manager of Risk Insurance & Controls	0	0	1
Supervisor Workers Comp Claims	1	1	1
TOTAL	65	69	69

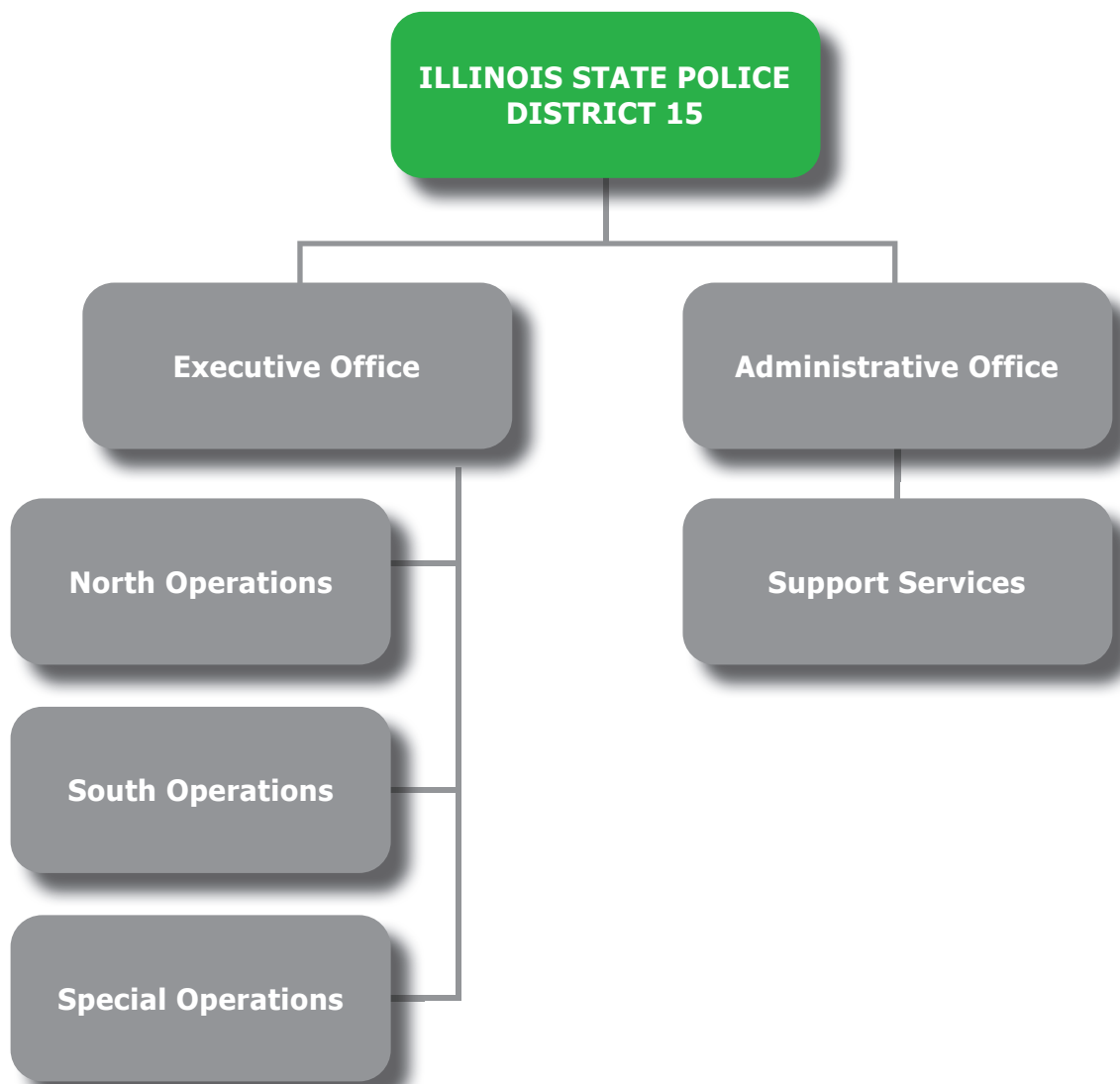
Note: The 2021 Budget reflects staffing transfers made during the year to various departments.

EXHIBIT 51

ILLINOIS STATE POLICE DISTRICT 15

SUMMARY

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



Illinois State Police District 15

EXHIBIT 52



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$20,694,567	\$19,496,654	\$21,237,471	\$1,740,817	
FICA And Retirement	11,431,399	10,967,187	12,115,402	1,148,215	
Payroll Sub-Total	\$32,125,966	\$30,463,841	\$33,352,873	\$2,889,032	9.5%
Employee Group Insurance	5,743,283	3,800,000	4,363,250	563,250	
Supplies - Office	113,504	150,000	150,000	-	
Office Equipment-Maintenance	-	150,000	150,000	-	
Supplies - Operational	73,420	375,000	100,000	(275,000)	
Uniforms & Accessories	52,858	100,000	100,000	-	
Employee Training	8,960	35,000	50,000	15,000	
Outside Services	24,242	78,000	50,000	(28,000)	
Telephone	23,837	17,000	25,000	8,000	
Postage And Express	13,301	22,000	22,000	-	
Replacement Parts	10,168	20,000	20,000	-	
Dues, Books & Subscriptions	14,573	14,000	14,000	-	
Tools & Equipment	314	6,000	6,000	-	
Office Equipment	-	5,000	5,000	-	
Travel	-	5,000	5,000	-	
Contracted Maintenance Service	-	4,000	4,000	-	
Printing & Publications	-	1,000	1,000	-	
Other Expenses	328	400	400	-	
Police Capital Equipment	9,717	400,000	-	(400,000)	
Other Operating Sub-Total	\$6,088,503	\$5,182,400	\$5,065,650	(\$116,750)	(2.3%)
Recovery Of Expenses	(1,425)	(5,000)	(5,000)	-	
DEPARTMENT TOTAL	\$38,213,044	\$35,641,241	\$38,413,523	\$2,772,282	7.8%

EXHIBIT 53

The Fiscal year 2022 Budget request is \$38.4 million, an increase of \$2.8 million or 7.8 percent above the Fiscal year 2021 Budget amount. Total payroll is \$33.3 million for 14 civilian positions and 196 State Troopers.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$1.7 million compared to the 2021 Budget. This increase reflects the funding for cadets who will become Troopers.
- FICA and Retirement increased by \$1.1 million compared to the 2021 Budget. This is due to the funding for cadets who will become Troopers and the average SERS Pension Contribution Rate increasing from 54.596 percent to 55.382 percent.
- Employee Group Insurance increased by \$563 thousand due to CMS rate increase.
- Operational Supplies have decreased by \$275 thousand due to historical spending.

- Employee Training increased by \$15 thousand due to new training initiatives and overall costs for training classes increasing.
- Telephone increased by \$8 thousand due to phone plan costs increasing.
- Police Capital Equipment decreased by \$400 thousand due to a reallocation of cost from operating cost to capital.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Illinois State Police - 2021 Accomplishments
3	Moved to 10-hour shift platform, increasing officer well-being and ensuring overlapping coverage during peak rush hour and impaired driving hours.
3	Created one job description for all civilian support staff, increasing ability to cross-train personnel and equalize salaries for staff members, improving job satisfaction and productivity.
2,3	Received 96 squad cars with upgrade in lighting and other safety features to update older fleet.
2,3	Continued to partner with Tollway engineers and the Traffic and Incident Management System (TIMS) center, utilizing intelligence-led policing concepts to promote public safety by improving in the four areas of traffic safety: education, enforcement, engineering and emergency medical services.
3	Provided PPE to entire staff during a global pandemic, ensuring a safe and efficient work place and providing vital public safety to the citizens of Illinois.

EXHIBIT 54-1

2022 DEPARTMENT STRATEGIC PLAN

ILLINOIS STATE POLICE SHORT-TERM GOALS - what will be done in YR1 - YR2

- Practice proactive criminal interdiction by reducing the occurrence of crime through intelligence training, initiatives, investigations and enforcement; and also reducing drug trafficking, including the proliferation of opiates into Illinois communities.
- Promote traffic safety efforts to decrease all personal injury and fatal crashes, as well as property damage crashes throughout the Tollway system; decrease commercial motor vehicle, teen, motorcycle and under-the-influence related crashes; increase occupant restraint compliance; coordinate efforts with other agencies to decrease crashes in construction zones.
- Increase overall personnel and work unit efficiency by enhancing technological skill sets and increasing informational sharing and situational awareness; and through implementation of processes to save time and resources while enhancing abilities to obtain objectives.

EXHIBIT 54-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Administration Secretary	1	1	0
Crash Report Call Taker	1	1	0
Executive Secretary	1	1	1
Information Processor Operator	5	1	0
Investigations Secretary III	1	1	1
Police Records Analyst	1	1	0
Police Records Specialist	3	7	8
Support Services Manager	1	1	1
Support Services/Assistant Time Keeper	1	1	2
Video Surveillance Supervisor	1	1	1
TOTAL	16	16	14

Note: Headcount does not include sworn personnel

EXHIBIT 55

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INFORMATION TECHNOLOGY DEPARTMENT

SUMMARY

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

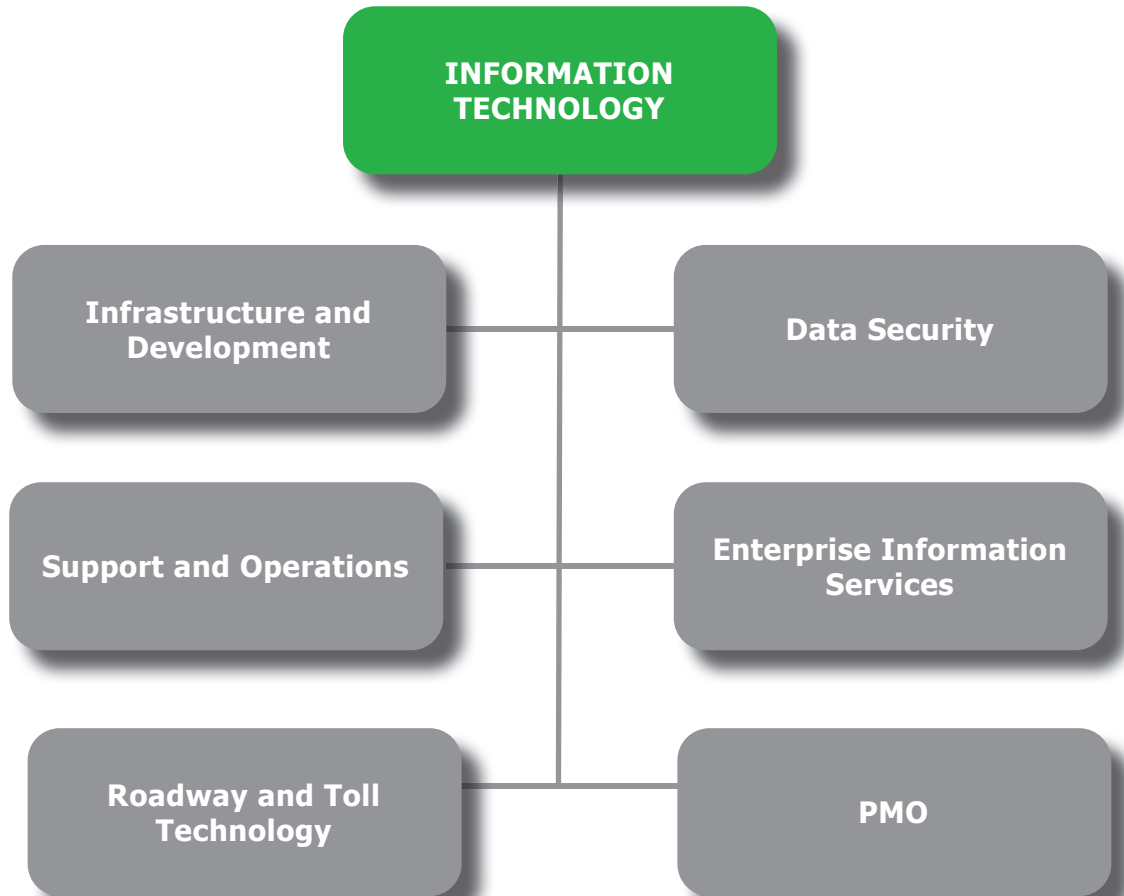


EXHIBIT 56

Information Technology



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$2,381,686	\$3,137,220	\$5,876,449	\$2,739,229	
Fica And Retirement	1,447,427	1,952,796	3,704,043	1,751,247	
Payroll Sub-Total	\$3,829,113	\$5,090,016	\$9,580,492	\$4,490,476	88.2%
Office Equipment-Maintenance	11,608,725	11,886,268	14,238,023	2,351,755	
Consulting Services	5,286,992	7,148,000	10,868,000	3,720,000	
Contracted Maintenance Service	989,869	1,290,000	1,390,000	100,000	
Telephone	1,085,692	1,100,000	1,320,000	220,000	
Supplies - Operational	(0)	38,150	23,100	(15,050)	
Replacement Parts	16,679	32,000	23,000	(9,000)	
Supplies - Office	-	20,500	14,000	(6,500)	
Materials - Operational	-	10,000	10,000	-	
Dues, Books & Subscriptions	3,450	2,500	4,500	2,000	
Employee Training	1,200	4,000	3,500	(500)	
Outside Services	-	701,600	1,100	(700,500)	
Printing & Publications	-	1,000	1,000	-	
Travel	-	500	500	-	
Other Capital Equipment	-	1,000	500	(500)	
Tools & Equipment	-	600	400	(200)	
Other Expenses	48	300	300	-	
Postage And Express	250	600	300	(300)	
Other Operating Sub-Total	\$18,992,904	\$22,237,018	\$27,898,223	\$5,661,205	25.5%
DEPARTMENT TOTAL	\$22,822,017	\$27,327,034	\$37,478,715	\$10,151,681	37.1%

EXHIBIT 57

The Fiscal year 2022 Budget request is \$37.5 million, an increase of \$10.2 million or 37.1 percent above the Fiscal year 2021 Budget amount. Total payroll is \$9.6 million and includes 73 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$2.7 million compared to the 2021 Budget. This increase reflects additional positions to support ERP as well as 2022 salary and wage adjustments.
- FICA and Retirement increased by \$1.8 million compared to the 2021 Budget due to additional positions and an increase in the average SERS Pension Contribution Rate from 54.596 percent to 55.382 percent.
- Office Equipment-Maintenance increased by \$2.3 million, due to new and ongoing software maintenance and support for the entire tollway that was done at the department level in 2021.
- Consulting Services increased by \$3.7 million due to technology consolidation, supporting an expanded remote workforce, and completed capital projects transitioning to M&O.
- Contracted Maintenance Services increased by \$100 thousand due to additional third party IT security assessments.

- Telephone increased \$220 thousand due to increasing bandwidth requirements and additional data circuits to enhance call center connectivity.
- Outside Services decreased \$700 thousand due to changes in monitoring services.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Information Technology - 2021 Accomplishments
2,3	Continued Enterprise Resource Planning (ERP) Project implementation efforts. Began planning efforts for the next iteration of ERP.
2	Continued to support Tollway enterprise initiatives. This included implementing a cloud-based call center system, completing migration to hyperconverged environment, enhancing the capability of our remote workforce technology, completing migration to Office 365, completing a pilot for data governance inventory, implementing Microsoft Teams, upgrading Kronos time keeping system, supporting I-PASS Assist program launch, supporting training initiative for 200+ call takers.
2	Continued to perform cybersecurity assessments, remediation activities and enhancements. Implemented Phase 1 of single sign-on and multi-factor authentication initiative, implemented phishing tool, completed risk assessments to include operational and technical, table top with critical vendors.
2,3	Continued to implement the Enterprise Technology Consolidation Initiative.
2,3	Completed Phase I of Enterprise Risk Management program, participated.
2	Established and began implementation of a new technology service platform.

EXHIBIT 58-1

2022 DEPARTMENT STRATEGIC PLAN

INFORMATION TECHNOLOGY SHORT-TERM GOALS - what will be done in YR1 - YR2

- Migrate all technology to IT Department for central support and control. Assess risk for all IT assets, systems and data from a security and access perspective.
- Implement Tollway SAP instance for future Tollway business use (e.g. Finance, Procurement and Fleet).
- Establish ServiceNow platform to assist with managing IT operations and support.
- Establish Data Governance Program to inventory, classify and maintain critical enterprise business data.
- Establish virtual desktop infrastructure to reduce dependency on localized hardware and enhance mobile capabilities.
- Maintain a secure, current and supportable IT infrastructure.

EXHIBIT 58-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Application Developer Manager	1	1	1
Chief of Information Technology	1	1	1
Computer Operator	1	1	1
Data Center Operations Manager	1	1	1
Deputy Chief of Application Development	0	1	1
Deputy Chief of Business Systems	1	1	1
Deputy Chief of IT - Infrastructure and Development	1	1	1
Deputy Chief of IT Security	1	1	1
Desktop Support Technician	3	5	7
Enterprise Customer Service Manager	1	1	1
Enterprise Information Services Manager	1	1	1
ERP General Manager	0	0	1
Executive Secretary	1	1	1
General Manager of Contract Management	0	1	0
IT Business Development Coordinator	1	1	1
IT Special Projects Coordinator	0	1	1
Manager Contract Management	0	0	1
Net Developer	1	1	0
Network Administrator	1	2	2
Network Manager	1	1	1
Network Support Manager	1	1	1
Network Technician	1	1	1
PBX Technician	1	1	1
Project Manager	1	1	2
SAP Business Staff	0	0	12
SAP Functional Expert	0	1	1
SAP IT Staff	0	0	13
Security Administrator	1	3	1
Security Analyst	0	0	2
Security Engineer	0	0	2
Senior Computer Operator	1	1	1
Senior Manager of Roadway Technology	0	1	1
Senior Network Engineer	0	0	1
Senior Project Manager	0	1	1
Senior Software Engineer	1	1	1
Senior Systems Analyst	3	3	3
SharePoint Developer	1	0	0
System Mainframe Developer	0	1	0
Systems Administrator	3	5	4
TOTAL	31	44	73

EXHIBIT 59

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INTERNAL AUDIT

SUMMARY

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



**INTERNAL
AUDIT**

EXHIBIT 60



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$426,471	\$700,150	\$950,364	\$250,214	
FICA And Retirement	252,741	435,815	599,033	163,218	
Payroll Sub-Total	\$679,212	\$1,135,965	\$1,549,397	\$413,432	36.4%
Consulting Services	288,308	-	2,026,000	2,026,000	
Employee Training	2,537	20,000	33,100	13,100	
Travel	19	4,000	8,500	4,500	
Dues, Books & Subscriptions	1,945	3,500	7,400	3,900	
Supplies - Office	546	3,000	4,500	1,500	
Office Equipment	-	1,200	1,800	600	
Telephone	-	500	800	300	
Other Operating Sub-Total	\$293,355	\$32,200	\$2,082,100	\$2,049,900	NA
Recovery Of Expenses	(770)	-	0	-	
DEPARTMENT TOTAL	\$971,797	\$1,168,165	\$3,631,497	\$2,463,332	210.9%

EXHIBIT 61

The Fiscal Year 2022 Budget Request is \$3.6 million, an increase of \$2.5 million or 210.9 percent above the Fiscal Year 2021 Budget amount. Total payroll is \$1.5 million and includes 10 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$250 thousand compared to the 2021 Budget. This increase reflects additional positions and 2022 salary and wage adjustments.
- FICA and Retirement increased by \$163 thousand compared to the 2021 Budget due to additional positions and the average SERS Pension Contribution Rate increased from 54.596 percent to 55.382 percent.
- Consulting Services increased by \$2 million for auditing services in 2022 due to SOX and IT audit outsourcing
- Employee Training increased by \$13 thousand due to increased head count and a conference that happens in Chicago every 10-15 years.
- Dues, Books, and Subscriptions increased by \$4 thousand due to increased head count.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Internal Audit - 2021 Accomplishments
3	Completed required cycle audits including Personnel and Payroll, Purchasing and Procurement Agency Organization, and Management, Expenditures, Petty Cash and Grant Administration.
3	Completed all administrative requirements set forth within the Fiscal Control and Internal Auditing Act, including, but not limited to, development of the two-year plan, presentations to the Board and Executive management on Internal Audit activities, completion of the Annual Certification Letter to the Auditor General of the State of Illinois.
3	Performed follow procedures on all open audit findings in addition to 2020 internal and external audit findings and presented the results to management.
3	Coordinated the external financial audit and compliance examinations, Payment Card Industry (PCI) assessment, and other outsourced assurance reviews.
3	Performed additional risk-based audits on Tollway operations and/or vendors.
3	Performed reviews of Tollway construction activities to ensure compliance with laws and regulations, internal policies, and industry best practices.
3	Provided Internal Audit assistance for the Tollway's Enterprise Risk Management program and the rollout of the Sarbanes Oxley (SOX) control environment.
3	Examined existing systems and activities to evaluate efficient and effective use of resources, accomplishment of goals and objectives, reliability of information, accuracy of records, compliance with policies and procedures, and integrity of controls.
3	Assisted other state agencies by providing support in the evaluation and selection for master contracts and also helped assess the adequacy of their internal control environments.

EXHIBIT 62-1

2022 DEPARTMENT STRATEGIC PLAN

INTERNAL AUDIT SHORT-TERM GOALS - what will be done in YR1 - YR2

- Completion of ongoing and annual statutory requirements, including: annual certification letter to the Auditor General, annual external Audit support, annual report to the Executive Director, annual 2-Year Audit Plan submission, completion of required Cycle Audits, meet or exceed state and professional regulation Continuing Professional Education (CPE) requirements.
- Implementation of agile audit methodology.
- Update Internal Audit manual and Internal Audit Charter to align with organizational changes and any professional standard revisions.
- Successfully launch the Tollway's SOX and ERM programs including training and reporting for the business.
- Enhance and incorporate audit's data analysis and technology capabilities.

EXHIBIT 62-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Chief Internal Auditor	1	1	1
Executive Secretary	0	1	1
Internal Audit Manager	1	2	2
Internal Auditor	2	2	2
Secretary III	1	0	0
Senior Auditor Manager	1	0	1
Senior Internal Auditor	0	2	2
Strategy Analyst	0	0	1
TOTAL	6	8	10

EXHIBIT 63

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LEGAL

SUMMARY

The Legal Department, which is a bureau of the Office of the Attorney General of the State of Illinois, provides all legal services required by the Tollway, including matters involving contract preparation, financing operations, real estate acquisition, procurement, construction activities, employee and labor relations and workers' compensation. The General Counsel reports to the Illinois Attorney General, the Tollway's Chief Executive Officer and the Tollway's Executive Director.

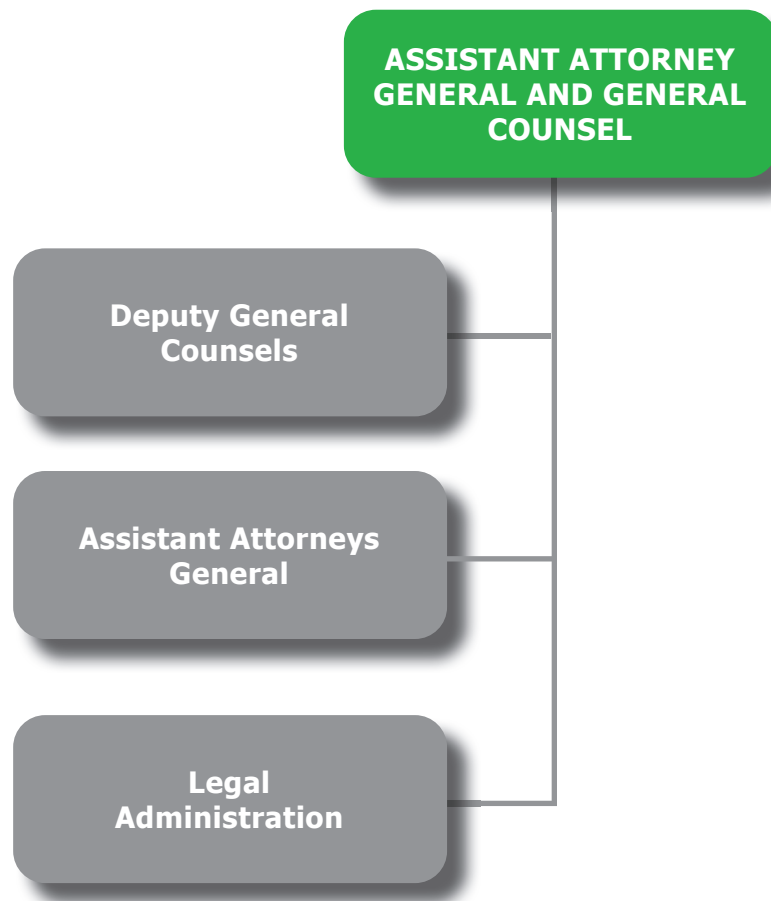


EXHIBIT 64



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$740,444	\$982,726	\$921,461	(\$61,265)	
FICA And Retirement	458,708	611,708	580,816	(30,892)	
Payroll Sub-Total	\$1,199,152	\$1,594,434	\$1,502,277	(\$92,157)	(5.8%)
Outside Services	441,790	200,000	250,000	50,000	
Consulting Services	-	200,000	225,000	25,000	
Dues, Books & Subscriptions	326	-	6,000	6,000	
Supplies - Office	-	-	3,000	3,000	
Employee Training	-	-	3,000	3,000	
Travel	35	-	2,500	2,500	
Postage And Express	747	-	2,000	2,000	
Other Expenses	-	2,000	-	(2,000)	
Other Operating Sub-Total	\$442,898	\$402,000	\$491,500	\$89,500	22.3%
Recovery Of Expenses	(1,936)	(5,000)	(3,000)	2,000	
DEPARTMENT TOTAL	\$1,640,113	\$1,991,434	\$1,990,777	(\$657)	(0.0%)

EXHIBIT 65

The Fiscal Year 2022 Budget Request is \$2 million, a decrease in \$657 dollars or no change from the Fiscal Year 2021 Budget amount. Total payroll is \$1.5 million and includes 10 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$61 thousand compared to the 2021 Budget due to salary adjustments
- FICA and Retirement decreased by \$30 thousand compared to the 2021 Budget offset by an increase in the average SERS Pension Contribution Rate from 54.596 percent to 55.382 percent.
- Outside Services and Consulting Services increased by \$50 thousand and \$25 thousand respectively, due to volume and rate increases from outside counsel
- Dues, Books, and Subscriptions budget is \$6 thousand for research and subscriptions on legal sites.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Legal - 2021 Accomplishments
2,3	Prepared responses to procurement protests and handled other procurement related matters, including new GEC contract.
2,3	Continued support of I-490 Tollway Project and Central Tri-State Tollway (I-294) Project, including re Hinsdale Oasis.
3	Provided counsel regarding amnesty program and new violations enforcement system.
3	Continued management and defense of Tollway litigation, including real estate acquisitions and labor and employment matters.
3	Oversaw and resolved bond-related matters.
3	Provided counsel regarding emergency matters, including flood response and procurements.
3	Conducted union negotiations.
3	Provided counsel regarding Tollway management and operational processes, including revised IGA/MOU/LOU process, towing agreement, utility relocation agreement and license agreements.
3	Provided counsel regarding FOIA responses.
3	Provided counsel and support to Board of Directors.

EXHIBIT 66-1

2022 DEPARTMENT STRATEGIC PLAN

LEGAL SHORT-TERM GOALS - what will be done in YR1 - YR2

- Manage and defend Tollway litigation.
- Oversee bond-related matters.
- Provide counsel regarding Tollway management and operational processes.
- Provide review and counsel regarding Tollway contracts.
- Provide counsel regarding procurement matters.
- Provide counsel regarding FOIA matters.
- Provide counsel to Board.
- Expand legal staff.

EXHIBIT 66-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Assistant Attorney General	4	3	5
Deputy General Counsel	1	1	1
Executive Secretary	1	1	1
General Counsel	1	1	1
Legal Secretary III	1	1	1
Property Management/Paralegal	1	1	1
Senior Assistant Attorney General	2	2	0
TOTAL	11	10	10

EXHIBIT 67

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OFFICE OF THE INSPECTOR GENERAL

SUMMARY

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

INSPECTOR GENERAL

EXHIBIT 68

Office of the Inspector General



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$480,305	\$689,113	\$717,368	\$28,255	
FICA And Retirement	294,393	428,945	452,172	23,227	
Payroll Sub-Total	\$774,698	\$1,118,058	\$1,169,540	\$51,482	4.6%
Dues, Books & Subscriptions	3,939	8,000	12,000	4,000	
Outside Services	-	-	10,000	10,000	
Employee Training	2,780	8,000	10,000	2,000	
Supplies - Office	963	2,500	2,500	-	
Travel	-	500	500	-	
Office Equipment	-	800	500	(300)	
Postage And Express	43	200	200	-	
Printing & Publications	-	50	50	-	
Tools & Equipment	-	50	-	(50)	
Supplies - Operational	-	500	-	(500)	
Office Equipment-Maintenance	-	5,000	-	(5,000)	
Other Operating Sub-Total	\$7,725	\$25,600	\$35,750	\$10,150	39.6%
DEPARTMENT TOTAL	\$782,424	\$1,143,658	\$1,205,290	\$61,632	5.4%

EXHIBIT 69

The Fiscal Year 2022 Budget Request is \$1.2 million, an increase of \$62 thousand or 5.4 percent above the Fiscal Year 2021 Budget amount. Total payroll is \$1.2 million and includes 9 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$28 thousand compared to the 2021 Budget. This increase reflects an additional position and 2022 salary and wage adjustments.
- FICA and Retirement increased by \$23 thousand compared to the 2021 Budget due an additional position and the average SERS Pension Contribution Rate increased from 54.596 percent to 55.382 percent.
- Dues, Books and Subscription increased \$4 thousand for legal research.
- Outside Services increased \$10 thousand for court reporter services.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Office of the Inspector General - 2021 Accomplishments
2,3	Conducted investigations and reviews and issued reports with detailed findings and recommendations to enhance Tollway efficiency and effectiveness in areas such as employee misconduct, outside employment, hiring, FMLA, vendor fraud and conflict of interest.
3,4	Issued RFP in collaboration with IT and Procurement for new workflow and case management system designed to improve the OIG's operational efficiency, reduce reliance on paper and enhance reporting capability. Developed evaluation criteria.
3	Sought and received training on Tollway databases such as eBuilder, BidBuy, and ATS.
2,3	Provided investigative assistance to outside law enforcement agencies and other inspectors general offices to facilitate investigative and prosecutorial efforts.
3	Provided content and video for Tollway orientation video for new employees and consultants.
3	Collaborated with Internal Audit, Ethics Officer and Legal to review and discuss Board conflict disclosures and other ethics-related issues.
3	Worked with IT and Tollway stakeholders to address potential email cyberattack and outreach to Tollway stakeholders.

EXHIBIT 70-1

2022 DEPARTMENT STRATEGIC PLAN

OFFICE OF THE INSPECTOR GENERAL GOALS - what will be done in YR1 - YR2
<ul style="list-style-type: none"> • Fulfill statutory mandate to provide independent, non-partisan oversight to prevent, detect, and deter fraud, waste, abuse and misconduct. • Produce work that promotes integrity and accountability at the Tollway to ensure public trust and improve Tollway operations.

EXHIBIT 70-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Administrative Assistant	1	0	0
Analyst	0	0	1
Deputy Inspector General	1	1	1
Executive Secretary	0	1	1
General Manager Investigations	0	1	1
Inspector General	1	1	1
Investigator	4	2	2
Investigator II	0	2	2
Senior Investigator	1	0	0
TOTAL	8	8	9

EXHIBIT 71

OPERATIONS

SUMMARY

The Operations Department is responsible for all aspects of public tolling and the associated support services through direct and indirect contact with the public through the I-PASS Business Center, Oases, call center services, online inquiries and U.S mail.

Areas of responsibility include collection of toll payments, I-PASS customer account management, I-PASS assistance programs, post pay customer account management, transponder inventory and distribution, Fleet management, Bankruptcy processing, Image Review, grace period toll payments, Inter-Agency dispute processing and implementation of all new strategies that support the agency's tolling business model.

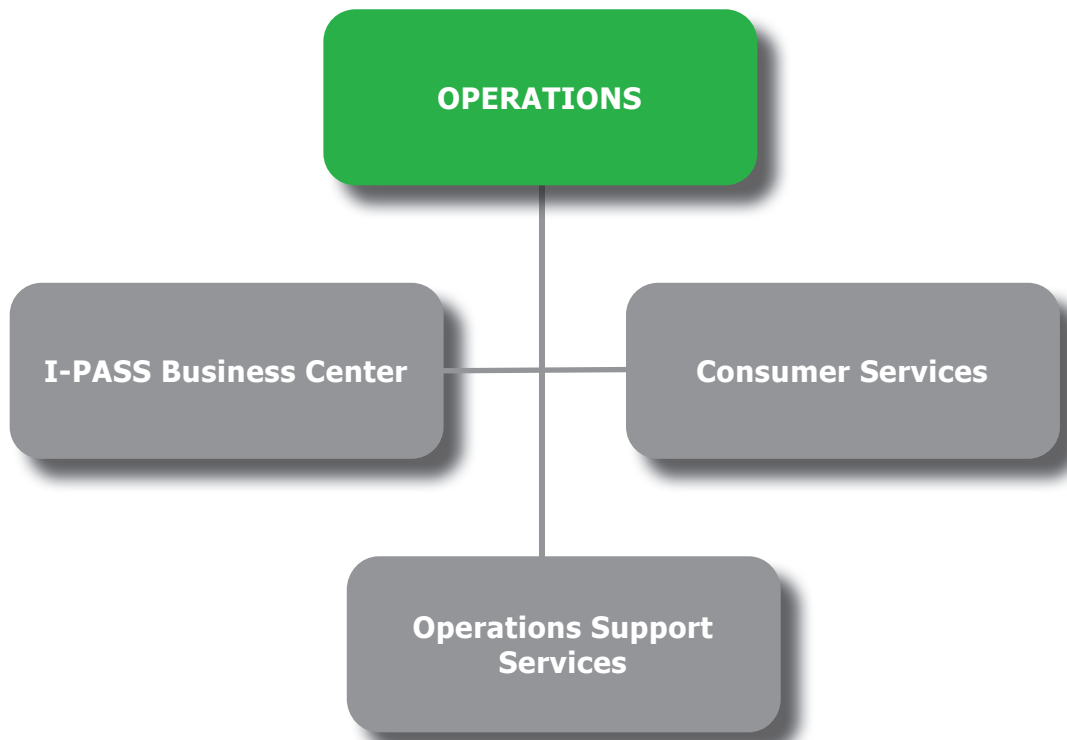


EXHIBIT 72



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$21,649,651	\$22,137,710	\$19,333,340	(\$2,804,370)	
FICA And Retirement	12,985,200	13,779,839	12,186,189	(1,593,650)	
Payroll Sub-Total	\$34,634,851	\$35,917,549	\$31,519,529	(\$4,398,020)	(12.2%)
Outside Services	30,270,508	36,017,000	39,524,704	3,507,704	
Utilities	4,709,227	5,100,000	4,800,000	(300,000)	
Telephone	1,348,601	1,803,400	1,043,400	(760,000)	
Office Equipment Rentals	320,173	404,544	422,103	17,559	
Supplies - Office	-	180,600	190,600	10,000	
Postage & Express	20,000	20,400	126,400	106,000	
Supplies - Operational	961	120,025	125,525	5,500	
Employee Training	63,192	174,000	122,000	(52,000)	
Travel	10,453	70,150	85,150	15,000	
Contracted Maint. Service	105,610	125,000	40,000	(85,000)	
Printing & Publications	12,000	24,000	24,000	-	
Building Equipment	-	4,000	3,000	(1,000)	
Other Expenses	3,485	146,600	2,600	(144,000)	
Office Equipment	-	3,500	2,500	(1,000)	
Materials - Operational	62,595	350	350	-	
Uniforms & Accessories	27,073	-	-	-	
Replacement Parts	1,325	-	-	-	
Dues, Books & Subscriptions	385	-	-	-	
Armored Truck Service	8,330	-	-	-	
Office Equipment-Maintenance	1,686	-	-	-	
Other Operating Sub-Total	\$36,965,603	\$44,193,569	\$46,512,332	\$2,318,763	5.2%
DEPARTMENT TOTAL	\$71,600,454	\$80,111,118	\$78,031,861	(\$2,079,257)	(2.6%)

EXHIBIT 73

The fiscal year 2022 Budget request is \$78 million, a decrease of \$2.1 million or 2.6 percent below the fiscal year 2021 Budget amount. Total payroll is \$31.5 million and includes 316 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages decreased by \$2.8 million compared to the 2021 Budget. This decrease reflects reduction of headcount.
- FICA and Retirement decreased by \$1.6 million compared to the 2021 Budget due to a reduction in headcount. The average SERS Pension Contribution Rate that increased from 54.596 percent to 55.382 percent.
- Outside Services increased by \$3.5 million compared to the 2021 Budget due increase in customer service cost.

- Utilities decreased by \$300 thousand compared to 2021 budget due to decrease in usage.
- Telephone decreased by \$760 thousand compared to 2021 budget due to new phone initiatives directing customers towards self-service and savings through a new phone system.
- Office Equipment Rentals increased by \$18 thousand due to increase in costs related to the lease for the UIC call center and Customer Service Oasis operations.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Operations - 2021 Accomplishments
1,3	Implemented Tolling 2020 Initiative by developing a comprehensive internal and external customer service program for the Toll Service Division and ensuring that vendors provide contracted services in a timely manner and actively manage the contracts to ensure compliance and deliverables are met.
3	Expanded the use of current and emerging technologies to improve all functions of Operations. Expanded the use of data analytics as a method for determining the overall performance health of the operations and develop responses to enhance efficiencies, accuracy of work product and accountability.
2,3	Expanded and enhanced customer communications to make it easier and quicker for customers to contact the Tollway and resolve customer service issues. Developed and expanded responsiveness to customer calls, emails, customer requests for services, dispute resolution and other customer care issues. Developed and expanded active management of customer services by utilizing data analytics and work product review to ensure quality customer service.
1,2,3	Created a hybrid work environment allowing employees to work remotely remaining safe throughout the COVID-19 pandemic. Some employees were scheduled for trainings on numerous online training platforms, providing summaries and improving skill sets, while others could perform their work remotely as operationally permitted.
2	Developed an 8-10-week in-house customer service training program to promote job growth for all operations employees and allowing the transitioning of 200+ toll collectors and cash handling staff into new roles, into areas in need of additional staffing.
2,3	With agency-wide support, transitioned to a cashless environment in response to COVID-19.
3	Provided for I-PASS Customer Service Call Center upgrades and expansion with the implementation of a new call system platform allowing for remote customer account management.

2021 ACCOMPLISHMENTS

Outcomes	Operations - 2021 Accomplishments continued
3	Revised Payment Plan Program providing for applications online, operational decisions, faster turnaround, and more detailed reporting.
1,2,3,4	Developed and implemented enhanced I-PASS Assist program, electronic application and 3rd party verification, a more objective process which offers low-income households to join I-PASS at a low cost of entry.

EXHIBIT 74-1

2022 DEPARTMENT STRATEGIC PLAN**OPERATIONS SHORT TERM GOALS - what will be done in YR1 - YR2**

- Automate manual steps associated with enhanced I-PASS Assist Program.
- Refine global bidding process.
- Establish, monitor and communicate KPIs.
- Incorporate new standard operating procedures and departmental directives into current collective bargaining agreements.
- Establish in-house customer account escalations team.
- Expand remote call taker initiative to 200+.
- Collaboration between Business Systems and I-PASS on the integration of new tolling initiatives.

EXHIBIT 74-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Administrative Manager of Toll Services	1	0	0
Cash Handling Manager	1	1	0
Cash Handling Supervisor	2	2	1
Chief of Toll Operations	1	1	1
Client Services Associate	0	0	2
Client Services Manager	0	0	16
Client Services Training and Development Manager	0	0	1
Coin Counter	13	12	8
Coin Counter/Money Truck Driver	2	2	1
Contract Analyst	0	0	1
Customer Relations Associate	0	0	1
Customer Service Analyst	2	2	2
Customer Service Analytics Manager	1	1	1
Customer Service Inventory Manager	1	1	1
Customer Service Inventory Specialist	1	2	1
Customer Service Inventory Supervisor	1	0	0
Customer Service Manager	2	2	2
Customer Service Representative	41	41	41
Deputy Chief of Operations	0	1	1
Director Electronic Tolling Initiatives	1	1	1
District Supervisor	4	2	1
Executive Office Administrator	0	1	1
Executive Secretary	1	1	1
General Manager of Operation Quality Control & Oversight	0	1	1
General Manager of Toll Services	1	1	0
General Manager of Tolling Logistics	0	1	1
Government Account Associate	0	0	2
Image Research Associate	0	0	10
Image Research Manager	0	0	1
I-PASS Administration Manager	0	0	2
I-PASS Coordinator	1	1	0
Manager of Operation Quality Control & Oversight	0	1	1
Manager, Tolling Logistics	0	1	1
Money Room Clerk	1	0	0
Money Truck Drivers	7	7	2
Office Supervisor/Cash Handling	1	0	0
Plaza Manager	7	7	0
Plaza Supervisor	17	15	1
Project Administrator	2	2	2
Project Coordinator	1	1	1

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Scheduling Manager	0	0	1
Secretary III	2	2	2
Senior Manager of Customer Services	0	0	1
Senior Manager of Customer Relations	1	2	1
Senior Manager of Operations	0	1	1
Senior Manager of Program Development	0	1	1
Special Projects Manager	1	0	0
Support Program Associate	0	0	7
Support Program Manager	0	0	1
Switchboard Operator	0	5	5
Toll Collector	308	257	186
Toll Compliance Specialist	1	1	0
Violation Administration Center Manager	2	2	0
TOTAL	428	382	316

EXHIBIT 75

PLANNING

SUMMARY

The Planning Department is responsible for strategic programming and planning, intergovernmental agreements, environmental resource management and planning, landscaping/aesthetics, geographic information system (GIS), legislation and policy, community relations, utilities and permits, and property and real estate management. The department plays an integral part in the local, regulatory and agency coordination which supports the advancement of capital projects. The Planning Department leads the regional and long-range planning efforts by collaborating with various state, regional and local transportation and planning organizations, as well as numerous transportation, planning and environmental advocacy organizations. Planning staff also develops and maintains systemwide GIS applications and manages the Traffic Engineer. The Traffic Engineer conducts traffic and revenue analysis to be compliant with Trust Indenture requirements.



EXHIBIT 76



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$1,359,937	\$1,376,678	\$1,353,971	(\$22,707)	
FICA And Retirement	755,436	856,926	853,436	(3,490)	
Payroll Sub-Total	\$2,115,374	\$2,233,604	\$2,207,407	(\$26,197)	(1.2%)
Contracted Maintenance Service	-	1,200,000	1,200,000	-	
Consulting Services	432,451	430,000	440,000	10,000	
Dues, Books & Subscriptions	68,322	63,000	63,000	-	
Travel	3,523	15,000	15,000	-	
Supplies - Office	-	15,000	15,000	-	
Employee Training	1,109	6,000	6,000	-	
Telephone	1,432	3,600	3,600	-	
Office Equipment-Maintenance	73,959	800	800	-	
Supplies - Operational	-	150	150	-	
Printing & Publications	-	-	-	-	
Other Operating Sub-Total	\$580,796	\$1,733,550	\$1,743,550	\$10,000	0.6%
DEPARTMENT TOTAL	\$2,696,169	\$3,967,154	\$3,950,957	(\$16,197)	(0.4%)

EXHIBIT 77

The Fiscal Year 2022 Budget Request is \$4 million, a decrease of \$16 thousand or .4 percent below the Fiscal Year 2021 Budget amount. Total payroll is \$2.2 million and includes 29 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salary and wages decreased by \$23 thousand compared to the 2021 Budget. This decrease reflects reduction of headcount, offset with the 2022 salary and wage adjustments.
- FICA and Retirement decreased by \$3.5 thousand compared to the 2021 Budget due to a reduction in headcount. The average SERS Pension Contribution Rate increased from 54.596 percent to 55.382 percent.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS - PLANNING

Outcomes	Planning - 2021 Accomplishments
1,2,3,4	Submitted to the Illinois General Assembly a 2021-2030, 10-year capital outlook.
2,3	Completed a master plan for additional commercial vehicle parking along the Tollway system.
1,2,3,4	Collaborated with federal, state and local agencies to advance new interchange projects to enhance mobility, provide new access and facilitate the efficient movement of freight.
1,2,3	Partnered with peer agencies to advance more than 30 intergovernmental agreements for acquiring land, cost sharing and leveraging dollars to secure additional funds for infrastructure along or supporting the Tollway.
3	Collected more than \$30 million in receivables associated with intergovernmental agreements with the state.
3	Conducted more than 300 virtual stakeholder and community outreach events to collect, disseminate and educate elected officials, partner agencies, tollway customers, neighboring property owners and the public on the status of various capital projects and tolling initiatives.
2,3	Implemented web-based applications to enhance managing the acquisition of right-of-way, approving lane closure, locating utilities and fiber within the right-of-way and electronic dissemination of historic roadway plans.
2,3	Developed a new Geo-Hub maintenance internet application to consolidate roadway maintenance data (weather, road conditions, active lane closures, vehicle tracking, etc.) into a single site.
2,3	Implemented an online, over dimension permitting system and cross-trained staff to ensure continual coverage and responsiveness to commercial carriers.
1,2,3	By the end of 2021, the department will have acquired nearly 50 parcels of land for capital improvement projects.
1,3	Identified and sold more than \$30 million of excess right-of-way in accordance with Tollway policy. Sale of excess right-of-way provides opportunities to support economic development and generate income on underutilized assets.
1,2,3,4	Identified and formalized partnerships to advance capital projects and comply with the Tollway's Sustainability Policy. Initiatives include water quality improvements, regional stormwater management partnerships, land acquisition, habitat creation and planting initiatives to attain the goal of 58,000 trees.

Outcomes	Planning - 2021 Accomplishments continued
3,4	Established comprehensive traffic noise and environmental permit tracking databases that will aid the agency in managing traffic noise data and public inquiries, while also establishing historic records on the subject to be used as a future reference with respect to permit compliance.
1,2,3,4	Continued collaboration with Pace and other stakeholders to integrate transit service along the Central Tri-State (I-294) Project corridor.
1,2,3	Researched and identified potential new partnerships and grant funding opportunities to support the continued delivery of the capital program and to advance statewide technology and economic development goals.

EXHIBIT 78-1

2022 DEPARTMENT STRATEGIC PLAN

PLANNING - what will be done in YR1 - YR2

- Support the implementation of the *Move Illinois* Program through the continued delivery of right-of-way, acquisition of permits, coordination of utility relocations, review of design and MOT plans, relocation of fiber, external stakeholder coordination and completing intergovernmental agreements.
- Invest in training and staff development.
- Continued development of technology-based tools and business applications for all aspects of Planning agreements, permitting (environmental, land and utility), asset mapping, traffic data and truck routing/permitting.
- Evaluate existing and potential future right-of-way needs to determine if any land can be deemed excess and sold to be put back into productive use.
- Continued engagement in state, regional and local transportation planning.
- Adopt communication strategies to align with the evolving needs of our customers and stakeholders.
- Evaluate planning and design of new projects to assess resiliency to extreme events.
- Evaluate current policies to ensure they are aligned with the vision of the Board and to support staff – environmental, noise, land, agreement, interchange, co-location, etc.
- Advance commercial vehicle parking expansion projects.
- Advance oases and toll plaza redevelopment RFP.
- Evaluate current and future fiber needs and prioritize future expansion.

EXHIBIT 78-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Budget and Data Administrator	1	1	1
Chief Planning Officer	1	1	1
Community Relations Corridor Coordinator	1	1	1
Community Relations/Outreach Manager	1	1	1
Deputy Chief of Planning	0	1	1
Engineering Project Liaison	1	1	0
Environmental Planner	1	1	1
Environmental Policy and Program Manager	1	1	1
Executive Permit & Utility Manger	1	1	1
Executive Secretary	1	1	1
Fiber Optic Utilities Relocation Manager	1	1	1
Finance & Administration Management Trainee	1	1	0
Geometrics Engineer	1	1	1
GIS Support Specialist	1	1	1
GIS Systems Manager DBA Administrator	1	1	1
Government & Legislative Affairs Manager	0	1	1
Intergovernmental Agreement (IGA) Manager	1	1	1
Land Acquisition Manager	1	1	1
Manager of Govt Int Policy & Planning	1	0	0
Overweight/Over Dimension Permit Tech	1	1	1
Project Manager/Engineer	1	1	1
Property Specialist	1	1	1
Relocation and Acquisition Specialist	1	1	1
Senior Environmental Planner	1	1	1
Senior Landscape Architect	1	1	1
Senior Manager of Strategic Planning	1	0	0
Senior Project Engineer	2	2	1
Senior Project Manager	1	1	1
Senior Property Specialist	0	0	1
Traffic and Revenue Analyst	1	1	1
Transportation Planner	1	1	1
Utilities/IGA Coordinator	1	1	1
Utility Technician	1	1	1
TOTAL	31	31	29

EXHIBIT 79

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PROCUREMENT

SUMMARY

The Procurement Department is responsible for agencywide procurement for all goods, services, construction, and all professional services including engineering and design. In addition, the procurement department will ensure all contracts are in compliance with stated goals, deliverables and obligations.

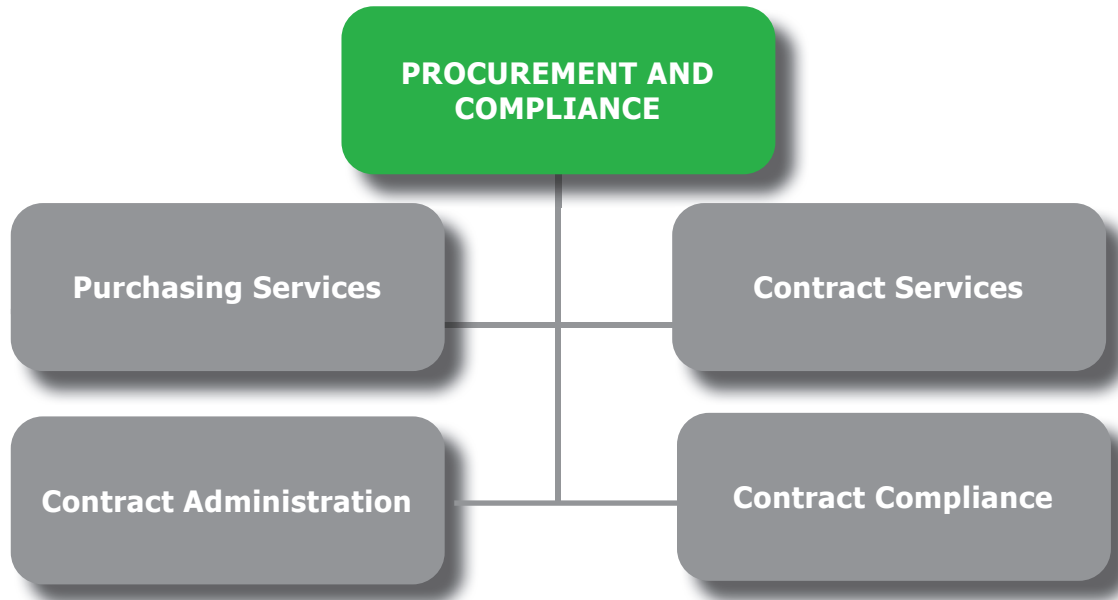


EXHIBIT 80

Procurement



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$2,010,149	\$1,906,452	\$2,130,236	\$223,784	
FICA And Retirement	1,215,388	1,186,690	1,342,731	156,041	
Payroll Sub-Total	\$3,225,537	\$3,093,142	\$3,472,967	\$379,825	12.3%
Employee Training	15,744	45,800	53,425	7,625	
Supplies - Office	913	22,000	22,000	-	
Travel	58	19,000	20,395	1,395	
Dues, Books & Subscriptions	3,810	3,000	4,490	1,490	
Uniforms & Accessories	-	5,000	4,000	(1,000)	
Telephone	1,114	1,900	2,400	500	
Supplies - Operational	-	2,000	1,000	(1,000)	
Printing & Publications	-	300	300	-	
Other Expenses	228	300	-	(300)	
Outside Services	2,700	2,000	-	(2,000)	
Consulting Services	156,123	-	-	-	
Office Equipment-Maintenance	-	6,500	-	(6,500)	
Other Operating Sub-Total	\$180,689	\$107,800	\$108,010	\$210	0.2%
DEPARTMENT TOTAL	\$3,406,225	\$3,200,942	\$3,580,977	\$380,035	11.9%

The Fiscal Year 2022 Budget Request is \$3.6 million, an increase of \$380 thousand or 11.9 percent above the Fiscal Year 2021 Budget amount. Total payroll is \$3.5 million and includes 57 positions.

EXHIBIT 81

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$224 thousand compared to the 2021 Budget. This increase reflects additional positions and the 2022 salary and wage adjustments.
- FICA and Retirement increased by \$156 thousand compared to the 2021 Budget due to additional positions added and an increase in the average SERS Pension Contribution Rate from 54.596 percent to 55.382 percent.
- Employee Training increased by \$7.6 thousand compared to 2021 due to NIGP, ACCA, and OSHA trainings.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Procurement - 2021 Accomplishments
3	Closed all outstanding procurement audit findings dating back to 2015.
3	Achieved 100 percent data reconciliation for all outstanding vendor payment information in contract compliance system for construction, professional services and goods and services contracts.
3	Increased diversity goal and EEO contract compliance.
1	Prioritized and increased training including staff trainings and industry certifications, as well as vendor and user-department trainings on procurement and contract compliance processes and systems.
3	Reduced contract compliance processing times.
3	Led system enhancement efforts for improved vendor compliance reporting.
3	Aligned ERP workflows and processes with procurement industry best practices for contract releases and requisition input.

EXHIBIT 82-1

2022 DEPARTMENT STRATEGIC PLAN**PROCUREMENT SHORT TERM GOALS - what will be done in YR1 - YR2**

- Reduce procurement processing times, including reducing RFP's to 6-9 months, reducing IFB's to 5-7 months and reducing small purchases to 2-5 months.
- Reduce the number of non-responsive submittals by 5 to 10 percent.
- Increase cost savings.
- Improve communication with using departments.

EXHIBIT 82-2

DEPARTMENT HEADCOUNT

Position Title	FY2020	FY2021	FY2022
Accounts Payable Specialist	1	0	0
BEP Program Manager	0	1	1
Buyer	3	1	0
Chief of Contract Compliance	1	1	1
Chief of Contract Services	1	1	1
Chief of Procurement	1	0	0
Chief Procurement & Compliance Officer	1	1	1
Contract Administrator	5	0	0
Contract Compliance Analyst	0	10	8
Contract Compliance Coordinator	0	0	1
Contract Compliance Manager	0	0	1
Contract Negotiator	0	0	2
Contract Specialist	1	4	4
Contracts Analyst	3	5	6
Contracts Manager	0	1	1
DBE Program Manager	0	1	0
Deputy Chief of Contract Compliance	0	1	1
Deputy Chief of Procurement	1	2	2
Document Control Manager	1	0	0
Engineering Document Administrator	1	0	0
Executive Secretary	2	3	2
General Manager of Contract Services	1	0	0
Information Processing Operator	2	1	1
Procurement & Construction Service Manager	0	1	1
Procurement Training Specialist	0	0	2
Project Administrator	1	0	0
Purchasing Coordinator	1	1	1
Purchasing Services Manager	1	1	1
Purchasing Supervisor	2	0	0
Senior Buyer	9	6	6
Senior Contract Compliance Analyst	0	0	2
Senior Contract Negotiator	0	7	8
Senior Manager of Program Development	0	0	1
Senior Procurement Training Specialist	0	2	2
TOTAL	39	51	57

EXHIBIT 83

SECURITY AND SAFETY

SUMMARY

The Security and Safety Department is responsible for providing both the tollway employees and facilities with a secure and safe work environment and protecting from threats, including natural, human-made, and safety-related while at the workplace. Additionally, providing employees with comprehensive subject-matter training.



EXHIBIT 84

Security and Safety



DEPARTMENT BUDGET

Major Account Description	2020 Actual Expenditures	2021 Budget	2022 Request	\$ Change from 2021 Budget	% Change from 2021 Budget
Salary And Wages	\$208,018	\$602,602	\$622,788	\$20,186	
FICA And Retirement	125,248	376,472	392,556	16,084	
Payroll Sub-Total	\$333,265	\$979,074	\$1,015,344	\$36,270	3.7%
Employee Training	-	500	406,000	405,500	
Materials - Operational	-	-	25,000	25,000	
Supplies - Operational	-	-	20,000	20,000	
Supplies - Office	-	-	1,000	1,000	
Other Operating Sub-Total	\$0	\$500	\$452,000	\$451,500	NA
DEPARTMENT TOTAL	\$333,265	\$979,574	\$1,467,344	\$487,770	49.8%

Note: The 2021 Budget reflects staffing transfers made during the year to various departments.

EXHIBIT 85

The Fiscal Year 2022 Budget Request is \$1.5 million, an increase of \$488 thousand or 49.8 percent above the Fiscal Year 2021 Budget amount. Total payroll is \$1 million and includes 7 positions.

MAINTENANCE AND OPERATIONS HIGHLIGHTS

- Salaries and Wages increased by \$20 thousand compared to the 2021 Budget.
- FICA and Retirement increased by \$16 thousand compared to the 2021 Budget due to increase in the average SERS Pension Contribution Rate from 54.596 percent to 55.382 percent.
- Employee Training budget of \$406 thousand includes safety related training classes and workshops for all Tollway employees. This includes OSHA required training and classes for TIG/STICK/MIG, and all Tollway employees. This includes OSHA required training and safety classes for welding, electrical, Fall protection, and CPR classes, as well as Velocity system training Classes, etc.
- Materials - operational expenses increased due to updates in OSHA regulations for ISTHA to be compliant.
- Supplies - operational expenses increased due the Safety Department piloting different safety equipment that may keep our employees safer and be able to promote safety in the field/ day to day work assignments. This also includes Respirator Medical testing supplies needed to be OSHA compliant.

KEY DEPARTMENTAL ACCOMPLISHMENTS, GOALS AND STRATEGIC OUTCOMES

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

2021 ACCOMPLISHMENTS

Outcomes	Security and Safety - 2021 Accomplishments
2,3	Directed and assisted in the development of RFP to replace our Security Video Management System.
3	Worked with the ITS group to reduce video storage to extend the life of our milestone recording server.
3	Created an Operation Security Plan that outlines how to protect the Illinois Tollway's employees and facilities from threats and how to handle these types of situations should they occur.
3	Completed seven safety training videos entitled Protect your Assets.
3	Implemented an agency-wide safety program, including executive safety committee.
3	Implemented procedures to bring the Tollway up to OSHA standards regarding respirator and crane programs.
3	Implemented two pilot programs for lane blade and sandblasting.

EXHIBIT 86-1

2022 DEPARTMENT STRATEGIC PLAN**Security and Safety Short Term Goals - what will be done in YR1 - YR2**

- Update and provide training on lockout/tagout OSHA required program.
- Update and provide training on bloodborne pathogens required program.
- Update sandblasting equipment processes.
- Reduce stuck-by hazard for Roadway employees through equipment or processes.
- PPE assessment.
- Implement additional security and emergency training for all employees.
- Increase video coverage of oases parking lots.
- The implementation of new interior and exterior cameras at the Central Administration building.

EXHIBIT 86-2

DEPARTMENT HEADCOUNT

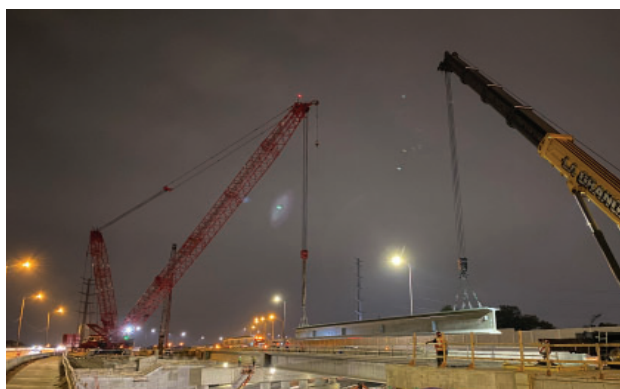
Position Title	FY2020	FY2021	FY2022
Chief Security Officer	0	1	1
Health and Safety Manager	0	2	2
Manned Lanes Control Clerk	1	1	1
Project Manager	0	1	1
Toll Audit Manager	1	1	1
Toll Audit Supervisor	1	1	1
TOTAL	3	7	7

Note: The 2021 Budget reflects staffing transfers made during the year to various departments.

EXHIBIT 87



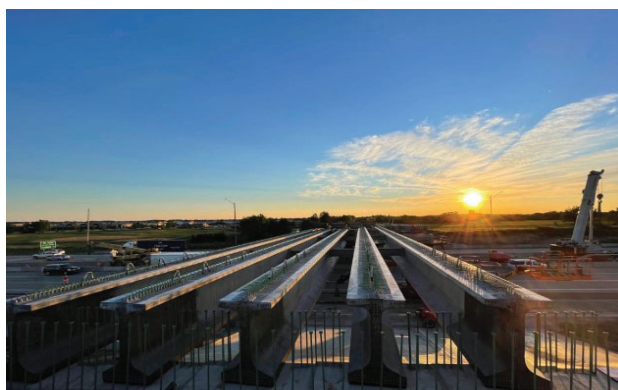
Work is advancing on a full-access interchange connecting the new I-490 Tollway to the Jane Addams Memorial Tollway (I-90) near Des Plaines with concrete pouring under way.



Beam delivery and erection is well underway for the new southbound Mile Long Bridge along the Central Tri-State Tollway (I-294) near Willow Springs.



Bridge deck pours are now underway as construction of a flyover ramp bridge continues as part of the I-294/I-57 Interchange Project along the Central Tri-State Tollway (I-294) near Harvey.



Beam placement has begun along the Central Tri-State Tollway (I-294) for the new Stearns School Road Bridge near Gurnee. The new bridge will provide for three lanes of traffic and replace a 70-year old structure.



CAPITAL

MOVE ILLINOIS: THE ILLINOIS TOLLWAY DRIVING THE FUTURE

In August 2011, the Illinois Tollway approved a comprehensive 15-year (2012-2026) capital program – *Move Illinois: The Illinois Tollway Driving the Future* – to improve mobility, relieve congestion, reduce pollution and link economies across Northern Illinois. In April 2017, the Board of Directors agreed to expand the original reconstruction of the Central Tri-State Tollway (I-294) by \$2.1 billion and bring the estimated capital investments in the *Move Illinois* Program to \$14.2 billion.

(\$ millions)	2020 Actual Expenditures	2021 Budget	2021 Estimated Expenditures	2022 Request
Existing System Needs				
Jane Addams Memorial Tollway (I-90)	\$3.4	\$0.7	\$2.4	\$3.7
Tri-State Tollway (I-94/I-294/I-80)	520.3	690.4	713.3	690.1
Veterans Memorial Tollway (I-355)	12.9	1.3	10.0	1.1
Reagan Memorial Tollway (I-88)	39.8	24.9	18.8	5.5
Systemwide Improvements	230.6	285.3	239.2	296.8
Existing System Needs Total	\$807.0	\$1,002.5	\$983.7	\$997.1
System Expansion				
Tri-State Tollway (I-294)/I-57 Interchange	\$50.2	\$78.0	\$75.7	\$46.2
Elgin O'Hare Western Access Project	317.1	451.4	275.0	439.9
Other Emerging Projects	0.6	2.2	2.7	3.1
System Expansion Total	\$367.9	\$531.5	\$353.5	\$489.3
Agreement Reimbursements and Other Adjustments	(72.1)		(10.4)	
<i>Move Illinois</i> Program Total	\$1,102.8	\$1,534.1	\$1,326.8	\$1,486.4

Notes:

1. 2020 Actual Expenditures and 2021 estimated expenditures reflect cost recoveries of (\$72.1) million and (\$10.4) million pursuant to intergovernmental agreements (IGA). 2022 Request does not reflect any IGA reimbursements.
2. Totals may not add due to rounding.

EXHIBIT 88

Overview: 2021 *Move Illinois* Program – Year Ten

Existing System Needs

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

Jane Addams Memorial Tollway (I-90)

The current *Move Illinois* Program budget for the Jane Addams Memorial Tollway (I-90) is \$2.5 billion, including \$220 million made available from the Congestion-Relief Program. Approximately \$2.4 million is expected to be spent on the Jane Addams Memorial Tollway in 2021. On the project's western segment, rebuilding and widening from Mill Road to the Elgin Toll Plaza was completed in 2014 with landscaping and grading modifications ongoing in 2021 for approximately \$1.9 million.

Rebuilding and widening the eastern segment of the roadway from the Elgin Toll Plaza to the Tri-State Tollway (I-294) was completed in 2016. In 2021, \$2.4 million was allocated to complete various close out activities and pavement patching.

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

In 2021, the Tollway expects to spend \$713.3 million on the corridor. Design services for the Central Tri-State Tollway (I-294) reconstruction from 95th Street to Balmoral Avenue are ongoing. Advance work continued on the corridor including \$26.4 million for work associated with reconstruction of Archer Avenue and Archer Avenue bridges over I-294. Construction continued on the Mile Long Bridge with the start of construction of the new southbound bridge with \$89.8 million expected spend, while closeout activities began on the completed northbound bridge. Work continued on the Burlington Northern Santa Fe Railway Bridge over I-294, totaling \$25.3 million in 2021. Construction began to reconstruct and widen the mainline roadway between 95th Street and the I-55 ramps, as well as between St. Charles Road and Wolf Road, including the interchange with the new I-490 Tollway, for approximately \$269.6 million of work. Advance work also continued at the I-290/I-88 Interchange at I-294. In advance of construction scheduled for 2021 and beyond, \$11.1 million was provided for right-of-way acquisition along with \$11.0 million for utility relocations.

Closeout continued on Edens Spur (I-94) in 2021, with construction expenditures totaling \$5.8 million.

Veterans Memorial Tollway (I-355)

Approximately \$10.0 million is anticipated to be spent on the Veterans Memorial Tollway (I-355) in 2021, primarily to complete noise abatement wall construction and closeout activities as part of the resurfacing from I-55 to Army Trail Road.

Reagan Memorial Tollway (I-88)

In 2021, the Tollway allocated \$18.8 million on the Reagan Memorial Tollway (I-88). Roadway and bridge rehabilitation continued between Aurora Toll Plaza and Illinois Route 59 for approximately \$7.5 million. Construction began on the Windsor Road Bridge widening and reconstruction for \$3.6 million, as well as the Deerpath Road Bridge reconstruction for \$2.5 million.

Systemwide Projects

In 2021, \$239.2 million was designated for systemwide improvements including \$52.8 million for bridge, pavement and safety improvements and \$24.9 million for toll collection, toll plaza improvements and information technology projects. Maintenance facility upgrades continued in 2021 with more than \$35.6 million in improvements including ongoing construction at the Aurora (M-8) maintenance site, and at the Bensenville (M-16) maintenance site. Construction also began at the Hoffman Estates (M-5) maintenance site.

More than \$83.0 million has been allocated for non-roadway and other capital projects and approximately \$40.3 million was expended on program support activities, including project management services, materials engineering services, utility relocations, support staff and land acquisition support services.

System Expansion

The *Move Illinois* Program includes regional projects that will promote economic development by providing an opportunity to stimulate local economies and provide infrastructure improvements necessary to continue to support the quick and efficient transport of goods, services and workers.

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

The first phase of construction was completed in October 2014, allowing movements from northbound I-57 to I-294 and from I-294 to southbound I-57, as well as a new access at 147th Street. In 2021, more than \$75.7 million is anticipated to be spent on the second phase of construction. Construction continued on roadway and bridge widening between Kedzie Avenue and CSX Railroad with approximately \$35.6 million allocated, as well as several I-294/I-57 ramp connections, totaling \$34.6 million in 2020.

Elgin O'Hare Western Access Project

The anticipated 2021 expenditure related to construction of the new I-490 Tollway is approximately \$275.0 million, plus an additional \$3.1 million funded by local and federal funding sources. Approximately \$64.4 million is anticipated in 2021 for construction including work on the Illinois Route 390 Tollway connection to I-490. Work also continued at the I-490 Tollway interchanges with I-90 and I-294. Advance work continued along I-490 including earthwork and grading. Roadway design for the I-490 mainline also continued. Also included in the 2021 expenditures was funding for land acquisitions and utility relocation along I-490 to support future construction.

Overview: 2022 Move Illinois Program – Year Eleven

In 2022, the fiscal year capital budget includes funding for the eleventh year of the 15-year, \$14.2 billion Move Illinois Program. For fiscal year 2022, approximately \$1.49 billion is allocated for Move Illinois.

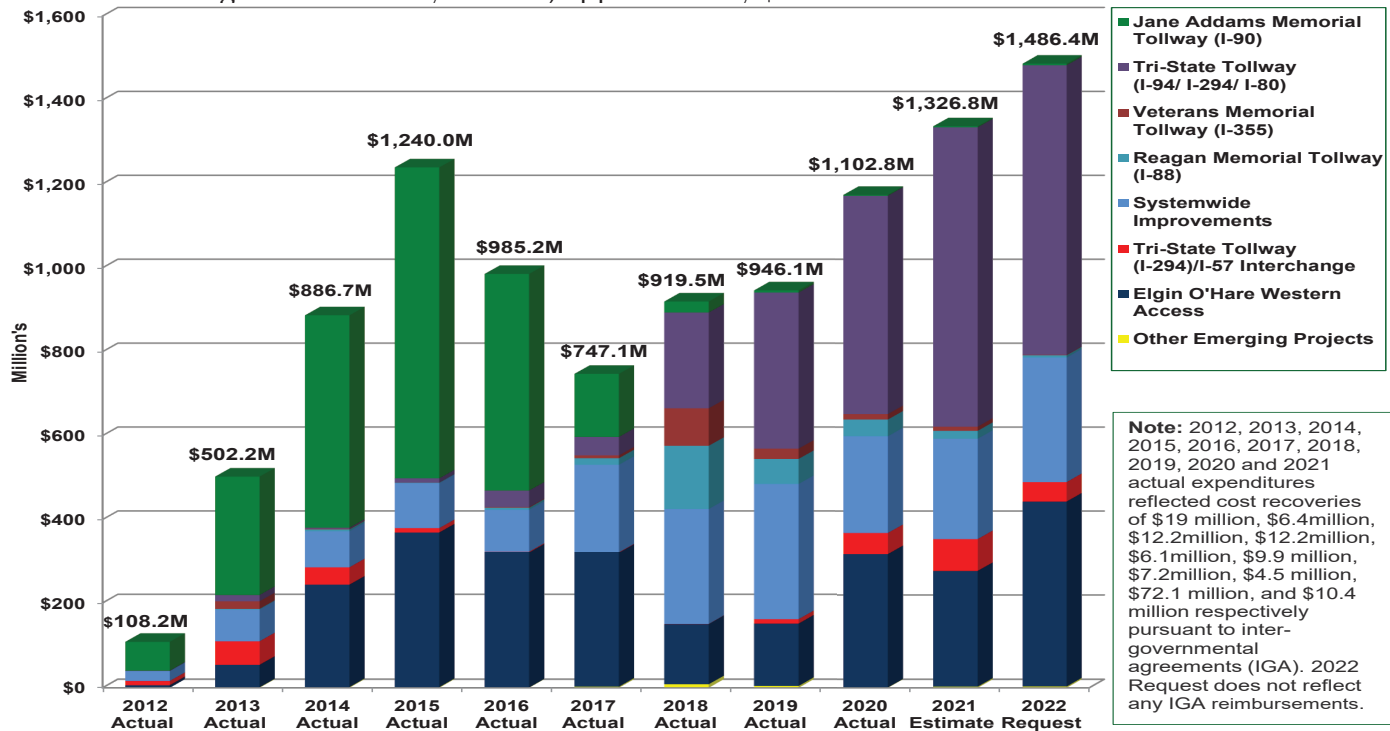


EXHIBIT 89

Existing System Needs

Jane Addams Memorial Tollway (I-90)

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

Need	Project Type	Project Limits	Length (miles)	Construction Period	2022 Request
Reconstruct					
Infrastructure Replacement/ Congestion Relief	Reconstruct 6 Lanes/ Add 2 Lanes	Kennedy Expressway to Elgin Toll Plaza (9) (MP 79.0 to 54.0)	25.0	2013-2016	\$3.6
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Elgin Toll Plaza (9) to Illinois Route 47 (MP 54.0 to 46.5)	7.5	2013-2016	\$0.0
Infrastructure Replacement/ Congestion Relief	Reconstruct 4 Lanes/ Add 2 Lanes	Illinois Route 47 to I-39 (MP 46.5 to 17.5)	29.0	2013-2016	\$0.0
Infrastructure Renewal	Bridge and Ramp Repairs	Corridorwide		2013-2026	\$0.0
	Utilities / ROW and Corridor Support	Corridorwide			\$0.0
Jane Addams Memorial Tollway (I-90) Total:					\$3.7

EXHIBIT 90

The current *Move Illinois* Program budget for the Jane Addams Memorial Tollway (I-90) is \$2.5 billion including \$220 million made available from the Congestion-Relief Program to fund reconstruction and widening work completed in 2016 and bridge and ramp repairs. Approximately \$3.7 million will be expended on the Jane Addams Memorial Tollway in 2022 to complete drainage improvements and pavement patching.

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

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

Need	Project Type	Project Limits	Length (miles)	Construction Period	2022 Request
Reconstruct					
Infrastructure Replacement	Reconstruct 8 Lanes/ Add 2 Lanes	95th Street to Balmoral Avenue (MP 17.7 to 40.0)	22.3	2019-2026	\$616.1
Infrastructure Replacement	Reconstruct 4 Lanes	Edens Spur (MP 25.0 to 30.0)	5.0	2018-2020	\$0.0
Infrastructure Renewal	Bridge and Ramp Repairs	Corridorwide		2018-2026	\$44.8
	Utilities/ROW and Corridor Support	Corridorwide			\$29.3
Tri-State Tollway (I-94/I-294/I-80) Total:					\$690.1

EXHIBIT 91

As part of the *Move Illinois* Program, the Tollway will invest more than \$4 billion to reconstruct and improve the Central Tri-State Tollway from 95th Street to Balmoral Avenue, reconstruct the Edens Spur and complete bridge and ramp repairs. In 2022, the Tollway expects to spend \$690.1 million on the corridor.

Widening and reconstruction between 95th Street and the I-55 ramps will continue and total approximately \$167.5 million in 2022. Construction will be completed on the southbound Mile Long Bridge and the Burlington Northern Santa Fe Railway Bridge over I-294 with approximately \$70 million allocated, along with reconstruction of the I-290/I-88 Interchange for \$3.9 million. More than \$39 million has been allocated toward various bridge construction between 95th Street to Balmoral Avenue. Construction will continue to reconstruct and widen the mainline roadway between St. Charles Road and Wolf Road, including the I-490/I-294 Interchange, for approximately \$140.6 million of work. Rehabilitation and widening continues between Wolf Road and the O'Hare Oasis. Construction on several advance work contracts will continue in 2022 along the corridor, including near the I-290/I-88 Interchange at I-294.

Edens Spur (I-94) reconstruction has largely been completed as of the end of 2021.

Veterans Memorial Tollway (I-355)

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

Need	Project Type	Project Limits	Length (miles)	Construction Period	2022 Request
Restore					
Infrastructure Renewal	Mill, Patch and Overlay	I-55 to Boughton Road, Collector-Distributor Roads, and North Avenue to Army Trail Road (MP 12.5 to 30.0)	17.5	2013	\$0.0
Infrastructure Renewal	Mill, Patch and Overlay	I-55 to Army Trail Rd (MP 12.3 to 30.0)	17.5	2018-2019	\$0.6
Infrastructure Renewal	Bridge & Ramp Repairs	I-80 to Army Trail Rd (MP 0.0 to 30.0)	30.0	2012-2026	\$0.5
	Utilities / ROW and Corridor Support	Corridorwide			\$0.0
Veterans Memorial Tollway (I-355) Total:					\$1.1

EXHIBIT 92

Approximately \$1.1 million is allocated in 2022 to complete closeout activities for improvements on I-355, following resurfacing from I-55 to Army Trail Road.

Reagan Memorial Tollway (I-88)

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

Need	Project Type	Project Limits	Length (miles)	Construction Period	2022 Request
Reconstruct					
Infrastructure Replacement	Reconstruct 6 Lanes	York Road to I-290 (MP 139.0 to 140.5)	1.5	2018-2019	\$0.0
Infrastructure Replacement	Reconstruct 4 Lanes	East-West Connector between I-294 / I-88	3.7	2018-2020	\$1.5
Sub Total:					\$1.5
Restore					
Infrastructure Renewal	Mill, Patch and Overlay	Illinois Route 251 to Illinois Route 56 (MP 76.0 to 114.0)	38.1	2017-2019	\$1.2
Infrastructure Renewal	Mill, Patch and Overlay	Aurora Toll Plaza (61) to Illinois Route 59 (MP 118.0 to 123.5)	5.5	2020-2021	\$0.9
Infrastructure Renewal	Bridge and Ramp Repairs	Corridorwide		2018-2026	\$1.9
	Utilities / ROW and Corridor Support	Corridorwide			\$0.0
Sub Total:					\$4.0
Reagan Memorial Tollway (I-88) Total:					\$5.5

EXHIBIT 93

Approximately \$5.5 million will be spent in 2022 to complete construction work for roadway and bridge rehabilitation between the Aurora Plaza and Illinois Route 59, as well as complete work related to the reconstruction and widening of the Deerpath Road Bridge and the Windsor Road Bridge.

Systemwide Projects

An estimated \$296.8 million will be spent in 2022 on systemwide improvements including \$48.6 million for bridge, pavement and safety improvements. Tollway systemwide facility upgrades will continue in 2022 with approximately \$46.2 million budgeted for improvements to the Hoffman Estates (M-5) maintenance facility and closeout activities for improvements to the Aurora (M-8) maintenance site and the Bensenville (M-16) maintenance site.

In addition, \$157.8 million is budgeted for other capital expenditures such as, fleet, General Engineering Consultant, Traffic Engineer, ITS, traffic and incident management system, Job Order Contracting Program, back-office system replacement and approximately \$39 million will be spent on program support activities, including program management services, materials engineering services, utility relocations, support staff and land acquisition support services.

**Systemwide
(\$ millions)**

Need	Project Type	Project Limits	Length (miles)	Construction Period	2022 Request
Systemwide Maintenance Facilities					
Infrastructure Replacement	Reconstruct	All	n/a	2014-2026	\$46.2
Systemwide Maintenance Facilities Subtotal					\$46.2
Systemwide Improvements					
Infrastructure Renewal	Bridge, Pavement, Drainage and Safety Appurtenance Repairs	Systemwide	n/a	2012-2026	\$48.6
Infrastructure Enhancement	Information Technology	Systemwide	n/a	2012-2026	\$18.8
Capital Requirements	Other Capital Projects	Systemwide	n/a	2017-2026	\$100.0
Access Expansion	Service Interchanges	Systemwide	n/a	2012-2026	\$5.3
Toll Collection Upgrades	Business Systems/ Plaza Modifications for Electronic Tolling Upgrades	Systemwide	n/a	2012-2026	\$39.0
	Utilities/ROW and Corridor Support	Systemwide	n/a	2012-2026	\$2.7
	Program Support	Systemwide	n/a	2012-2026	\$36.3
Systemwide Improvements Subtotal:					\$250.6
Systemwide Total:					\$296.8

EXHIBIT 94

System Expansion

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

The *Move Illinois* Program includes construction of a new interchange at the Tri-State Tollway (I-294) and I-57. The first phase of construction was completed in October 2014, allowing movements from northbound I-57 to I-294 and from I-294 to southbound I-57, as well as new access at 147th Street.

The second phase of interchange construction began in 2019, with \$46.2 million estimated to be spent in 2022 for ongoing construction of I-57 roadway and bridge widening between Kedzie Avenue and the CXS Railroad, and several new I-294/I-57 ramps.

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

Need	Project Type	Project Limits	Length (miles)	Construction Period	2022 Request
System Expansion	New Ramps, Structures and Toll Plazas	New Ramps to and from I-294 and I-57 and to and from 147th Street	n/a	2012-2014	\$0.0
System Expansion	New Ramps, Structures and Toll Plazas	Other Ramps	n/a	2019-2023	\$45.9
	Utilities / ROW and Corridor Support		n/a	2019-2023	\$0.3
Tri-State (I-294)/I-57 Interchange Total:					\$46.2

EXHIBIT 95

Elgin O'Hare Western Access Project

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

Elgin O'Hare Western Access
(\$ millions)

Need	Project Type	Project Limits	Length (miles)	Construction Period	2022 Request
System Expansion	Repair 4 Lanes/ Add 2 Lanes and Construct Tolling Facilities	Existing Elgin O'Hare Expressway U.S. Route 20 to Rohlwing Road	6.0	2013-2016	\$0.0
System Expansion	Construct 4 New Lanes	Elgin O'Hare Extension Rohlwing Road to York Road via Thorndale Avenue	4.8	2014-2022	\$36.9
System Expansion	Construct 4 New Lanes	South Leg of Western Access Thorndale Avenue to I-294 via York Road	3.0	2016-2025	\$240.0
System Expansion	Construct 4 New Lanes	North Leg of Western Access Thorndale Avenue to I-90 via York Road	3.2	2015-2023	\$92.7
	Utilities / ROW and Corridor Support		n/a	2012 - 2026	\$114.2
	Local Contribution *		n/a	2014-2023	(\$43.8)
Elgin O'Hare Western Access Total:					\$439.9

* 2022 Total Budget Request of \$439.9 million includes (\$43.8) million estimated to be non-Tollway funding.

EXHIBIT 96

In 2022, approximately \$439.9 million is allocated for the Elgin O'Hare Western Access corridor project, plus an additional expected \$43.8 million of federal Congestion Mitigation and Air Quality (CMAQ) Improvement Program grant funds and other local contributions. Design services will continue along the corridor with planned expenditures of \$33.4 million. Approximately \$273.6 million will be spent on construction and inspection in 2022. Construction in 2022 will include work for the I-490 Tollway interchanges connecting I-490 to the Tri-State Tollway (I-294), the Jane Addams Memorial Tollway (I-90), and the Illinois Route 390 Tollway. Construction will be underway for the replacement of the at-grade crossing at the Union Pacific Railroad with a new bridge over Franklin Avenue, Canadian Pacific's Bensenville Yard and Metra Rail. Multiple unbundled construction contracts are also planned as part of the 2022 construction work. Right-of-way acquisitions and utility relocations will also continue in support of the new I-490 Tollway.

2022 Other Capital Projects

Other capital projects are needed to support ongoing operations of the Tollway and ensure that the existing roadway network is well-maintained and safe for travel. While the *Move Illinois* Program has major components of the Tollway's capital program, other elements include new technologies to manage congestion, reduce travel times and provide enhanced customer service, improvements to maintenance buildings and other structures to maintain the Tollway's assets, additional equipment for Illinois State Police District 15 and maintenance staff to improve efficiency and enhance public safety. The Tollway anticipates spending \$127 million in 2022 to support these ongoing other capital projects.

General Consulting Services - \$24.8 Million

The Professional Services category includes funding for general consulting services related to general and traffic engineering, as well as design and construction management.

Equipment - \$34.3 Million

The 2022 Capital Budget for equipment includes \$14.5 million that is anticipated to be spent in 2022 for technology-related equipment including new technology, network diverse communications, software enhancements, wrong Way vehicle detection system and CCTV cameras. Approximately \$2.6 million will be spent for projects related to intelligent transportation systems (ITS). This includes New Weigh in Motion Permanent scales, and Traffic Management System Enhancements. In addition, \$9.6 million will be spent on fleet vehicles.

Building Repairs and Maintenance - \$16.5 Million

Expenditures for systemwide initiatives include facility improvement, rehabilitation and parking lot rehabilitation.

Roadway - \$6.5 Million

The capital budget will fund roadway projects maintenance, repairs and improvements to roadways and roadway signage.

Agency Wide Research - \$18 thousand

The 2022 Capital Budget allocates \$18 thousand in new funds for agencywide research projects to support the capital program.

Other Capital Project Highlights	2021 Carry-Over	2022 New Request
PROFESSIONAL SERVICES	1,650,886	24,839,894
General Consulting Services	1,650,886	24,839,894
General Engineering Consultant	-	17,431,000
Traffic Engineering Consultant	-	4,660,000
Design Upon Request (DUR)	500,000	1,555,000
Construction Upon Request (CUR)	950,000	1,090,000
Print Services, Web Plan, Advertising	200,886	103,894
EQUIPMENT	30,716,738	34,334,760
Technology	16,730,084	14,568,415
New Technology	10,000,000	1,400,000
Network Diverse Communications (Microwave)	3,500,000	-
Server and Storage Infrastructure	-	3,500,000
Systemwide CCTV Camera Installation on I-88 MP 59.0 to MP91.2 and I-90 MP 5.1 to MP 26.4	-	2,281,358
Systemwide CCTV Camera Installation on I-94/I-294 MP 0.6 to MP 50.7 and MP 23.0 to MP 26.2	-	2,077,141
SW Ramp Count/Queue Detector Installation	1,200,000	500,000
Software Enhancements	350,000	1,250,000
Equipment Technology (CCTV, security camera)	50,000	1,200,000
Wireless 911	1,100,000	-
CAD upgrade	-	1,000,000
Computer Infrastructure Modernization	-	650,000
Detection on all System to System ramps	-	500,000
Wrong Way Vehicle Detection System	330,084	9,916
Document Scanning Equipment	200,000	-
PBX Upgrade	-	150,000
IWINS Wireless Connectivity	-	50,000
Miscellaneous Equipment Systemwide	-	6,000,000
SW Transponder Purchases	-	6,000,000
Roadway Vehicles and Trucks	10,828,952	9,662,000
Fleet Rolling Stock List	10,828,952	9,522,000
Mobile RWIS Trailers	-	140,000
State Police	1,837,057	1,574,093
Crash Reconstruction Officer- Equipment	572,250	-
State Police Manpower for Construction Sites	-	540,000
Axon Taser and Accessories	328,527	100,000
AED's - Automated Internal Defibrillators	-	368,432
Itouch Fingerprinting Systems	345,240	-
CRO equipment	-	237,061

Other Capital Project Highlights	2021 Carry-Over	2022 New Request
Portable Wheel Load Weighers	226,740	-
Ballistic Shields	192,000	-
Ballistic Helmets	115,763	50,600
CRO training	-	100,000
Pistol Ballistic Shields	-	87,000
Unmanned Aircraft Systems	55,500	-
Mobile Fingerprint Devices	-	32,000
P.I.T. Bumpers	-	21,000
K9s	-	20,000
Stop Sticks	-	18,000
Handheld C-Ray Imager	1,038	-
Intelligent Transportation Systems	1,320,645	2,530,252
Weigh-in-Motion on I-88 near Plaza 61 and Permanent Scale Installation	950,000	800,000
TIMS	-	900,000
ITS DM/CM Svcs Upon Request	300,000	400,000
ITS Network Support and Maintenance Management	47,880	180,120
ITS Test Lab and Site	-	200,000
Active Traffic Management Performance (ATMP)	22,765	50,132
BUILDING REPAIRS AND MAINTENANCE	10,614,511	16,550,420
Systemwide	10,614,511	16,550,420
CA Space Utilization & Consolidation Project	6,449,580	3,550,420
System Wide-Facility Rehab/Improvements	-	10,000,000
Plaza Cabinet Replacements	2,904,000	-
JOC Program Support	-	3,000,000
JOC Administrative Services	804,931	-
State Police Administrative Office Remodel	456,000	-
ROADWAY	791,599	6,511,335
Signage	375,295	1,764,588
Sign Panel Fabrication And Installation Upon Request	-	1,339,883
Project Signing	208,955	341,045
Aluminum Extrusion Refurbishing	166,340	83,660
Maintenance, Repairs and Improvements	416,304	4,746,747
Systemwide Pavement Roadway Management Services	-	2,295,400
Roadway JOC Appurtenance Repairs	-	2,000,000
Systemwide Pavement Marking Contract	376,444	-
Debris Blades for 10 Maintenance Vehicles	-	360,000
Miscellaneous Roadway Enhancement/Purchases	39,860	60,140
Basalt Fiber Reinforced Polymer (BFRP)	-	31,207

Other Capital Project Highlights	2021 Carry-Over	2022 New Request
GEOGRAPHIC INFORMATION SYSTEMS	1,025,373	18,972
Environmental/ Governmental	1,025,373	18,972
Agency wide Research Program	1,000,000	-
An IGA with the University of Connecticut (University)	25,373	18,972
Other Capital Projects Total	44,799,107	82,255,381

EXHIBIT 97

CAPITAL PLANNING

Long Term Capital Plan

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

The *Move Illinois* Program was developed to improve mobility, relieve congestion, reduce pollution and create as many as 120,000 jobs and link economies across the Midwest. At the completion of 2022, the Illinois Tollway will have spent about 73 percent of the \$14 billion *Move Illinois* Program budget.

Move Illinois maps out the Illinois Tollway's capital program for 2012-2027.

Projects Include:

- Reconstruction and widening the Jane Adams Memorial Tollway (I-90) from the Tri State (I-294) near O'Hare Airport to the I-39 Interchange in Rockford as a state-of-the-art 21st century corridor
- Reconstructing the Central Tri-State Tollway (I-294) from 95th Street to Balmoral Avenue and the Edens Spur Tollway (I-94)
- Preserving the Reagan Memorial Tollway (I-88)
- Preserving the Veterans Memorial Tollway (I-355)
- Repairing roads and bridges
- Updating and modernizing support facilities including maintenance facilities, the Customer Service Center and Illinois State Police facilities
- Other capital projects
- Constructing the new Tri-State Tollway (I-294)/I-57 Interchange
- Constructing the Elgin O'Hare Western Access Project including two new, all-electronic tollways, the I-490 Tollway and the Illinois Route 390 Tollway along with direct access to and from O'Hare International Airport
- Integrating transit on the Jane Addams Memorial Tollway (I-90) and planning for other emerging projects

Planning Overview

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

Input from local communities is instrumental in the successful development and implementation of regionally significant transportation projects. Additionally, ongoing dialogue with local businesses ensures that long-term benefits of an improved transportation network are understood and the short-term impact of construction is clearly communicated.

The Tollway's leadership continues to work closely with residents, business owners, local and state

government officials, as well as other transportation agencies to continuously evaluate needs and establish priorities for providing Northern Illinois with a coordinated transportation plan.

Planning Process

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

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

- Condition - assessment of existing roadway network and facilities
- Benefit - congestion relief and improved operations
- Safety - incident reduction, improved traffic flow and response time
- Timing - coordination of construction and maintenance project schedules to minimize disruption to commuters
- Community - anticipated local and regional growth
- Financing - impact on revenue, future maintenance and operating costs
- Cost - estimated project cost and risk
- Land use - assessment of right-of-way needs and environmental resources
- Multi-agency implementation support - consideration of external agency projects and initiatives

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

The capital planning process was deployed throughout 2020 to aid in the development of the 2021-2030 10-year capital plan as required by the Toll Highway Act. This effort evaluated the status of the *Move Illinois* Program and defined needs through the next capital plan timeline of 2030. The 2021- 2030 Plan was finalized in March 2021 and includes the completion of the *Move Illinois* Program as well as identified improvements spanning the timeframe between the expected completion of *Move Illinois* in 2027 through 2030 to ensure that the Tollway assets remain in a state of good repair.

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

In 2019, the State of Illinois approved a \$45 billion statewide capital program to rebuild and improve the state's infrastructure. The Tollway will coordinate projects and investments with other state agencies to minimize commuter impacts and evaluate opportunities to leverage investments.

Budget Development

Program and project reviews are ongoing throughout the fiscal year, however, the annual capital budget process begins each summer. The Finance Department's budget division meets with the Tollway's department chiefs and division managers to explain the overall process and to provide pertinent information regarding any funding or expenditure issues, budget process changes and general instructions. At this meeting, the budget manager outlines the Tollway's goals and direction for the new budget.

The budget division works with each department to compile a comprehensive list of capital needs, which is used in identifying new projects to be recommended for funding. This list identifies preliminary project information such as name, location, description or scope, estimated cost and any operating impact. New projects and initiatives are also incorporated into the capital needs list. The requesting department prepares and submits a capital program project request form which provides all necessary information including the priority of the project (scale of 1-100, 1 being the highest), schedule of the project (start and completion dates), purpose/objective of the project, the proposed project description, location and scope, operating budget impacts, cost-benefit analysis, future year funding impact analysis, alternatives, other affected departments and basis for cost estimate.

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

The revised proposed project list is compiled and reviewed again with department chiefs prior to presentation to executive management. Review and sign-off is completed by the executive director, and a tentative capital budget is presented to the Board of Directors in October for approval. Requested changes by the Board of Directors and executive management are incorporated into the tentative budget. In November, various public outreach activities take place, including inviting the public to view webcasts of Board presentations and discussion, attend a public hearing, review budget materials and share comments to be presented to the Board of Directors. The budget division reviews and incorporates changes from the Board of Directors, executive management and public comments. A final budget is then presented to the Board of Directors for adoption in December.

Funding Sources

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

Use of Funds

Capital expenditures are related to the Capital Program, which is comprised of the *Move Illinois* Program and other capital needs, such as roadway equipment and vehicles and new technologies and enhancements. For reporting purposes, the program is divided into corridors. Other capital needs are

divided into building repairs and maintenance, equipment, professional services and roadway.

Capital Projects Operating Impacts

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

The existing Tollway system features a toll collection system incorporating mainline plazas and ramp plazas with accommodations for the combined use of I-PASS, automatic toll payment machines, automatic coin machines and manual lanes. Toll collection options changed in 2020 due in part to COVID-19. Beginning in March 2020 cash collection was temporarily suspended as an option. In 2020 the Illinois Tollway implemented toll reform to expand payment options to include on-line payment and invoicing. Complimentary to expanded toll payment methods numerous toll reform measures were implemented. As capital projects are implemented, the toll collection system is expanded. Since 2012, Tollway has added 243.6 lane miles or an increase of about 11.9 percent to bring total lane miles to 2,292.5 in 2021. The expansion is primarily due to addition of the new Illinois Route 390 Tollway, widening of the Jane Addams Memorial Tollway (I-90) through the addition of lanes and construction of additional interchanges, and the addition of the I-90 eastbound Cumberland flyover ramp.

Cost Monitoring

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

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

- Monthly project status reports focus on schedule and cost status, proposed/pending changes and current project issues. These reports include detailed financial and schedule performance for each project, including change orders and expenditure tracking. In addition, these reports provide a tool for management to follow the progress of each project.
- Exception reports provide a forum for the initial disclosure of project issues that could potentially cause a project delay or cause a budget overrun. These reports provide an opportunity to quickly address project impediments and trigger necessary actions to bring the anticipated project performance into line with the project plan.
- Change order reports reflect the original budget and indicate all subsequent changes approved by the Tollway or currently in the approval process. Recording anticipated changes provides a realistic assessment of the program and shows the remaining contingency by contract.

Schedule Monitoring

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

The master program schedule serves the following purposes:

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

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

Change Management Control

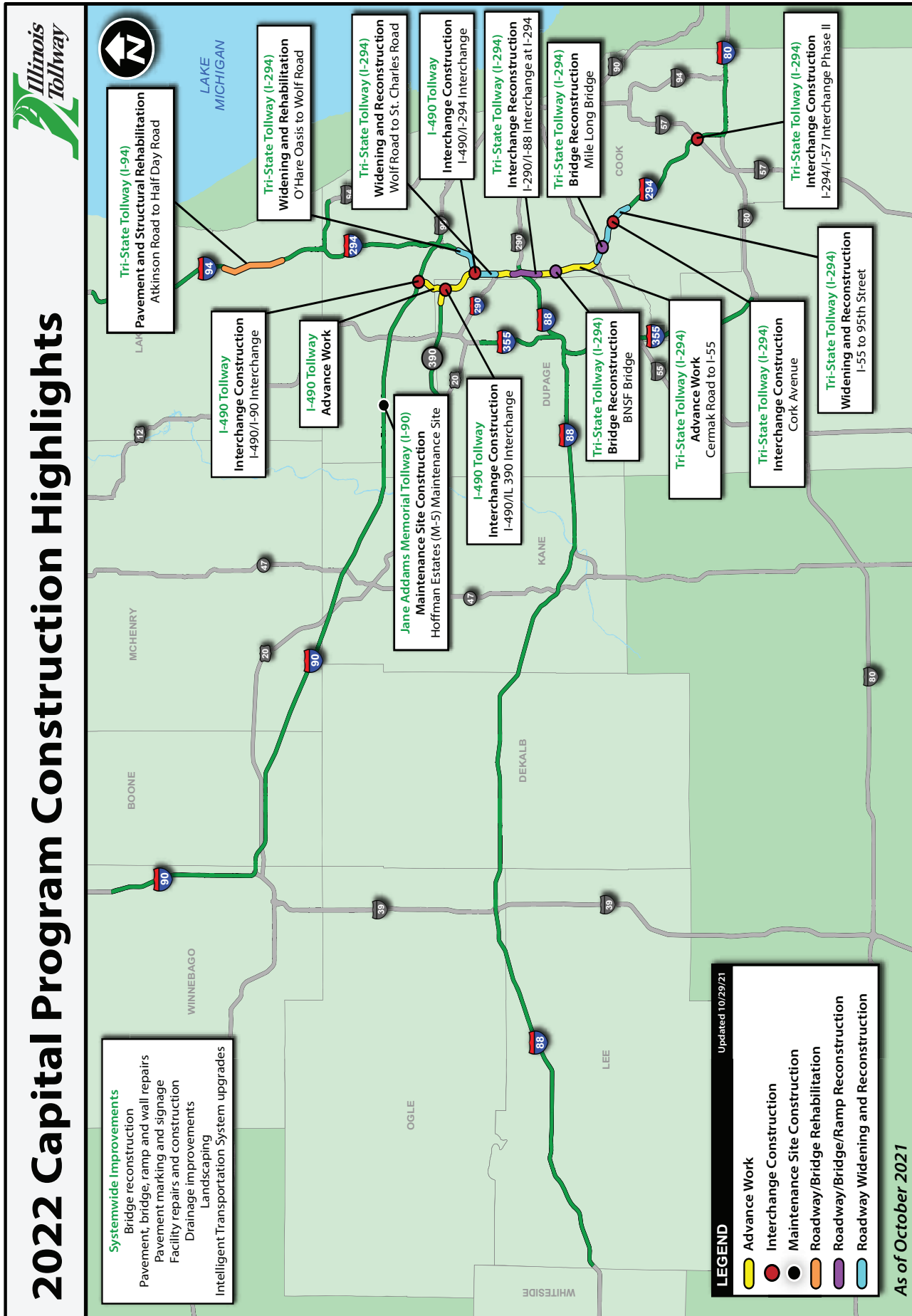
In order to reduce delay claims and complete projects on time and within budget, the Tollway has empowered staff to direct field changes to reduce the time for authorizing construction contractors to proceed, which helps maintain construction schedules. The process begins when the contract cost change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

The Tollway's approval model is as follows:

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

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

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



DEBT MANAGEMENT

CURRENT CAPITAL PROGRAMS

Move Illinois Program

On August 25, 2011, the Tollway's Board of Directors approved the 15-year, \$12.15 billion capital program *Move Illinois: The Illinois Tollway Driving the Future*. The *Move Illinois* Program is being financed with a combination of current revenue and bond proceeds. The Board's approval of the *Move Illinois* Program: (i) included increased passenger vehicle toll rates effective January 1, 2012, raising toll rates at a typical mainline toll plaza from \$0.40 to \$0.75 for users paying electronically and from \$0.80 to \$1.50 for cash payments; and (ii) affirmed a prior increase on commercial vehicle toll rates of approximately 60 percent, in three phases of 40 percent/10 percent/10 percent effective January 1, 2015/2016/2017, implemented in each year based off of the rates effective in 2014. The affirmed prior commercial vehicle toll rate increase also included, starting January 1, 2018, annual toll rate adjustments based on the Consumer Price Index for all Urban Consumers ("CPI-U"). Such annual adjustments for 2018, 2019, 2020, and 2021 were based on CPI-U based increases of 1.839 percent, 2.254 percent, 2.072 percent, and 1.564 percent, respectively. The annual toll rate adjustment for 2022 will be based on a CPI-U based increase of 2.302 percent.

On April 27, 2017, the Tollway's Board of Directors approved a modification of the *Move Illinois* Program, increasing its cost to \$14.3 billion to provide for enhancements of previously identified improvements, primarily on the central portion of the Tri-State Tollway (I-294). In part to partially mitigate such additional cost, certain revenue enhancements intended to reduce net leakage (the amount of evaded tolls net of evasion recovery) were implemented, including a video tolling rate increase effective February 1, 2018 for passenger cars that utilize video tolling more than five times in a month.

The Tollway's Board of Directors has authorized, on December 13, 2012, June 26, 2014, September 24, 2015, February 25, 2016, September 28, 2017, February 22, 2018, October 15, 2020, February 25, 2021, and September 9, 2021, the issuance of revenue bonds in support of the *Move Illinois* Program. The total bond par amount of such authorizations is \$4.4 billion. To date, the Tollway has issued the following revenue bonds with par amounts totaling \$4.3 billion in support of the *Move Illinois* Program, consisting of the following:

Series	Date of Issue	Par Amount	Net Proceeds for <i>Move Illinois</i> Program
2013A	May 16, 2013	\$500 million	\$523 million
2014B	June 04, 2014	\$500 million	\$516 million
2014C	Dec 04, 2014	\$400 million	\$424 million
2015A	July 30, 2015	\$400 million	\$414 million
2015B	Dec 17, 2015	\$400 million	\$422 million
2016B	June 16, 2016	\$300 million	\$342 million
2017A	Dec 06, 2017	\$300 million	\$332 million
2019A	July 11, 2019	\$300 million	\$336 million
2020A	Dec 17, 2020	\$500 million	\$625 million
2021A	Dec 16, 2021	\$700 million	\$841 million
Totals		\$4,300 million	\$4,775 million



The Tollway anticipates issuing additional bonds in July 2022 to finance a portion of the *Move Illinois* Program, in an estimated par amount of \$400 million. For purposes of the budget the Tollway projects such bond issuance to provide \$400 million of proceeds for *Move Illinois* Program costs. Depending on market conditions, rate of capital spending, extent of project cost increases, if any, and/or other factors, bond issue amounts and timing are subject to change. The successful closing of the Series 2021A Bonds on December 16, 2021 may reduce 2022 bond financing needs.

Bond issuance in 2021 is expected to be sold with fixed interest rates and secured on a senior-lien basis on parity with all other outstanding Tollway bonds.

DEBT PROFILE

Outstanding Debt

On January 1, 2022, after payment of the two principal payments due January 1, 2022 totaling \$43,700,000, the Tollway will have \$6,976,155,000 bonds outstanding. Of such outstanding par amount of bonds:

- i. \$4,300,000,000 financed portions of the *Move Illinois* Program; and
- ii. \$2,676,155,000 financed or refinanced portions of the Tollway's prior capital program known as the Congestion-Relief Program.

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

All outstanding Tollway bonds are senior lien bonds bearing fixed interest rates. The Tollway's debt portfolio includes no exposure to variable interest rate risk. There are no swaps, interest rate hedge agreements or other derivative instruments associated with any outstanding Tollway bonds, nor are there any "stand-alone" derivative instruments.

The following table lists each outstanding series and its respective final maturity, principal outstanding after scheduled principal payments due January 1, 2022, and interest rate type.

**Illinois Tollway Outstanding Bonds as of January 1, 2022
(after payments of principal due January 1, 2022) ***

<u>Series</u>	<u>Final Maturity</u>	<u>Principal Outstanding</u>	<u>Interest Rate</u>
2009 Series A**	1/1/2034	400,000,000	Fixed
2009 Series B**	12/1/2034	280,000,000	Fixed
2013 Series A***	1/1/2038	500,000,000	Fixed
2014 Series A (refunding)**	12/1/2022	101,715,000	Fixed
2014 Series B***	1/1/2039	500,000,000	Fixed
2014 Series C***	1/1/2039	400,000,000	Fixed
2014 Series D (refunding)**	1/1/2025	171,825,000	Fixed
2015 Series A***	1/1/2040	400,000,000	Fixed
2015 Series B***	1/1/2040	400,000,000	Fixed
2016 Series A (refunding)**	12/1/2032	333,060,000	Fixed
2016 Series B***	1/1/2041	300,000,000	Fixed
2017 Series A***	1/1/2042	300,000,000	Fixed
2018 Series A (refunding)**	1/1/2031	468,440,000	Fixed
2019 Series A***	1/1/2044	300,000,000	Fixed
2019 Series B (refunding)**	1/1/2031	225,245,000	Fixed
2019 Series C (refunding)**	1/1/2031	695,870,000	Fixed
2020 Series A***	1/1/2045	500,000,000	Fixed
2021 Series A***	1/1/2046	700,000,000	Fixed
Total		\$6,976,155,000	

* Amounts shown are after payments due January 1, 2022, the entirety of funds for which will have been remitted to the Bond Trustee during the prior fiscal year (2021).

** Financing or refinancing for the Tollway's prior capital program, known as the Congestion-Relief Program.

*** *Move Illinois* Program financing.

EXHIBIT 99

PLANNED 2022 BOND ISSUANCE

New Money

The Tollway currently anticipates \$400 million of bonds to be issued on or about July 1, 2022 to finance a portion of the *Move Illinois* Program. There is \$100 million of authorization remaining from past authorizations. The amount, timing and structure of new money bond issuance is subject to change based on cash flow need and market conditions.

Refunding

The Tollway monitors the credit markets for opportunities to reduce debt service by refunding its outstanding fixed-rate bonds. The Tollway's Board of Directors has authorized the issuance of up to \$900,000,000 of senior-lien, fixed-rate revenue bonds to refund all or portions of its Series 2013A and Series 2014B revenue bonds, for purposes of reducing debt service. Such authorization to refund is contingent on achieving total net present value savings of at least 8% of the aggregate par amount of refunded bonds. The Tollway expects to refund a portion of such bonds in late 2021 or early 2022, and the remainder later in 2022. No savings from such a refunding have been assumed in the 2022 Budget.

PROJECTED FUTURE BOND ISSUANCE TO FUND PORTIONS OF THE MOVE ILLINOIS

During the years 2013–2021, the Tollway issued ten series of fixed-rate, senior-lien revenue bonds totaling \$4,300,000,000 par amount to fund portions of the *Move Illinois* Program. The following table lists currently projected future issuance for the bond-financed portion of the *Move Illinois* Program.

<u>Timing</u>	<u>Amount</u>	<u>Board Authorization</u>
July 2022	\$400,000,000	Partial (\$100M)
July 2023	\$500,000,000	No
July 2024	\$600,000,000	No
Total	\$1,500,000,000	

Bond issue amounts and timing are subject to change, depending on rate of capital spending, market conditions, and/or other factors

ESTIMATED DEBT SERVICE OBLIGATIONS

The following graph shows estimated debt service obligations on Tollway bonds, including the \$700 million bonds issued in December 2021 and the \$400 million fixed-rate bonds expected to be issued in July 2022. The graph shows gross debt service; it does not net out anticipated federal subsidies in connection with outstanding Build America Bonds, i.e. the \$400 million Series 2009A and \$280 million Series 2009B bonds. Per the provisions of the American Recovery and Reinvestment Act's Build America Bonds program, the Tollway expects to receive subsidy payments on these taxable Series 2009A/B bonds. Such earned subsidies reduced debt service by \$13.6 million in 2020 and are also expected to reduce each of 2021 and 2022 debt service by approximately \$13.6 million. The subsidy payments were originally expected to be higher, but since 2013 have been reduced due to federal sequestration. The current sequestration-related reduction in effect is a reduction of 5.7 percent.

Tollway Estimated Debt Service Obligations (\$ Millions)

Expected Bond Issuance in 2022 (but not thereafter)

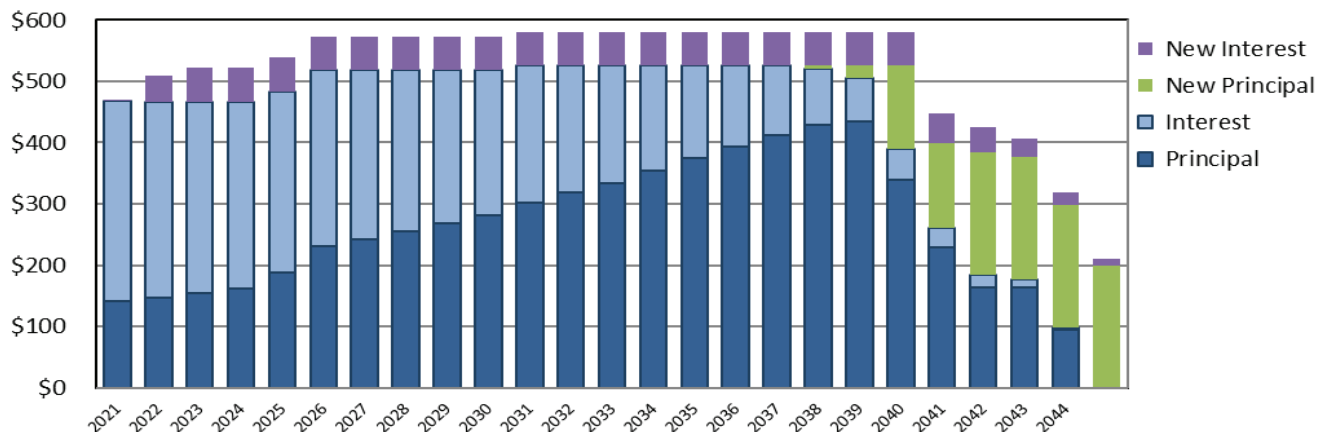


EXHIBIT 100

In addition to transfers of revenues to the Debt Service Account for payments of principal and interest, there may also be transfers of revenues into the Provider Payment Account, a sub-account of the Debt Service Account for certain third-party costs such as bond rating agencies and bond trustee. No such transfers are expected to be needed in 2022.

SECURITY FOR THE BONDS

The Tollway's bonds are secured by a pledge of and lien on the net revenues generated by the Tollway system in accordance with the Amended and Restated Trust Indenture of 1999 ("Master Indenture") and each respective Supplemental Indenture. Net revenues are defined in the Master Indenture as the annual revenues of the system net of operating expenses. To help ensure a sufficient amount of revenues to cover debt service, the Master Indenture, through which all Tollway outstanding bonds have been issued, includes a toll rate covenant that requires tolls to be set at rates which will produce a minimum of 1.3X debt service coverage. Furthermore, additional bonds may be issued only to the extent that the Tollway certifies: (i) compliance with the toll rate covenant for a consecutive 12-month period within the preceding 18 months; and (ii) projected compliance with the toll rate covenant for each year through five years after the completion of projects financed by the additional bonds.

Additional security is provided by the Tollway's Debt Reserve Account, funded at maximum annual debt service ("MADS") on all senior lien debt. As of December 16, 2021, MADS is \$557,160,000 (the debt service obligation for fiscal year 2037), and the Debt Reserve Account is valued at \$526,513,298, consisting of \$426,513,298 in investments and a \$100 million financial guaranty from Berkshire Hathaway Assurance Corp., which qualifies as a Debt Reserve Account Credit Facility under the Master Indenture and which expires on January 1, 2033. Berkshire Hathaway Assurance Corp. is rated "Aa1" by Moody's and "AA+" by Standard & Poor's. The surety policy is guaranteed by Colombia Insurance Company, which is rated "A++" (highest rating) by A.M. Best. Assuming an additional \$600 million bond issuance in December 2021 and \$500 million bond issuance in 2022, MADS will become \$580,190,000, the projected debt service obligation for fiscal year 2037.

DEBT SERVICE COVERAGE

The Tollway has historically maintained debt service coverage well above required ratios. Debt Service Coverage Ratios are calculated by dividing the Net Revenues (i.e. revenues net of operating expenses) by the Aggregate Debt Service for a given year. The Tollway's debt service coverage is estimated to be 2.3x in 2021 and budgeted at 2.1x in 2022, both before adjustments for expected federal subsidies related to the Build America Bond program. Using debt service net of such expected federal subsidies, debt service coverage is estimated to be 2.4x in 2021 and budgeted at 2.2x in 2022. Each is well above the 1.3x covenant level. The following chart shows actual debt service coverage for fiscal years 2015 through 2020, estimated debt service coverage for 2021 and budgeted debt service coverage for 2022. Note that debt service in the following chart includes annual liquidity and remarketing fees associated with variable rate bonds in years before the variable rate bonds were refunded into fixed rate (i.e. the years before 2020).

Debt Service Coverage: Actual 2015-2020, Estimated 2021 and Budgeted 2022

	Actual						Estimated	Budgeted
	(\$thousands)							
	2015	2016	2017	2018	2019	2020	2021	2022
Operating Revenues	\$1,220,462	\$1,298,799	\$1,401,817	\$1,458,141	\$1,509,624	\$1,282,540	\$1,459,159	\$1,491,161
Operating Expenses	\$298,479	\$309,239	\$319,538	\$336,361	\$350,206	\$360,202	\$379,516	\$410,874
Net Operating Revenues	\$921,983	\$989,560	\$1,082,279	\$1,121,780	\$1,159,418	\$922,338	\$1,079,643	\$1,080,287
Debt Service (incl. Liq. Fees)	\$365,398	\$393,912	\$405,840	\$429,419	\$423,496	\$445,169	\$467,926	\$510,297
Debt Service Coverage (X)	2.52	2.51	2.67	2.61	2.76	2.03	2.3	2.1
Build America Bond ("BAB") Subsidies & Pre-paid Interest	\$15,099	\$15,131	\$15,148	\$15,205	\$13,555	\$13,557	\$13,571	\$13,571
Debt Service Coverage after BAB Subsidies & Pre-paid Interest (X)	2.63	2.61	2.77	2.71	2.83	2.10	2.4	2.2

EXHIBIT 101

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

The significant decline in revenues from 2019 to 2020 shown in the preceding chart was caused by the COVID-19 pandemic. Please see the "Revenue Sources and Underlying Assumptions" section and CDM Smith's Toll Revenue Certificate in the appendix for more information.

MUNICIPAL BOND RATINGS

In concert with each new bond issuance, the Tollway applies for municipal bond ratings from Fitch Ratings, Moody's Investor Services and Standard & Poor's. Each rating agency reviews the Tollway's fiscal condition, capital financing plan, debt coverage ratios and various other factors to assess the Tollway's ability to repay its debt obligations. The underlying ratings of the Tollway's bonds are Aa3, AA- and AA- by Moody's Investors Service, Fitch Ratings and Standard & Poor's, respectively. These ratings were last affirmed in connection with the December 2, 2021, sale of Series 2021A Bonds. Each of the rating agencies has assigned a Stable Outlook to its Tollway's rating.

INTEREST RATE EXCHANGE AGREEMENTS

In the past the Tollway has utilized variable-to-fixed interest rate exchange agreements (swaps) to produce a “synthetic fixed interest rate” in which the Tollway pays a fixed interest rate to a swap provider in exchange for the swap provider’s payment of a variable interest rate intended to approximate the variable interest rate paid by the Tollway to bondholders. In 2019, the Tollway refunded all outstanding variable rate bonds and terminated all related swap agreements. The Tollway has no current plans to utilize swap agreements in the future.

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BUDGET PROCESS AND DOCUMENTS

GENERAL

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

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

BUDGET REVIEW PROCESS AND IMPLEMENTATION

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

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

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

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

BUDGET AMENDMENT

The Illinois Tollway Board of Directors may at any time adopt an amended annual budget. If the Tollway adopts an amended budget for total operating expenses exceeding 110 percent of the annual budget initially adopted, the Tollway shall give the consulting engineers not less than 10 days prior written notice, including a copy of the proposed amended annual budget. If the consulting engineer files an objection to such notice, such amended budget shall not be effective or supersede any prior annual budget until the Board of Directors adopts the amended budget by not less than a three-fifths vote of all directors at a public meeting. Notice of such public meetings shall be given in accordance with the law.

BUDGETARY BASIS OF ACCOUNTING

The Tollway's financial statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP). The Tollway uses accrual basis of accounting for its proprietary funds. Revenues are recognized in the accounting period they are earned and become measurable. Expenses are recognized in the accounting period in which the liability is incurred.

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

1. Capital construction and asset acquisitions are charged against fund balance as incurred. In addition, there is no provision for depreciation.
2. Monies received from sale of assets are recorded as revenue when the cash is received.
3. Monies received for long-term fiber optic leases are recorded as revenue when received.
4. Principal retirements on revenue bonds are expensed when paid. The results of defeasement are accounted for as revenue or expense at the time of the transaction.
5. Bond proceeds (including premiums) are recorded as income in the year received. Amounts received from refunding issuances or discounts, if any, are recorded net of transfers to the escrow agent.
6. Capital lease obligations are not recorded. Payments under capital leases are expensed in the period payments are made.
7. GASB 89 was implemented by the Tollway in 2018 which eliminated the requirement to capitalize construction period interest. We continue to amortize previously capitalized interest, but no additional interest has been capitalized since January 1, 2018.
8. Recoveries of expenses are classified as decreases in operating expenses for Trust Indenture and as miscellaneous operating revenue for GAAP.
9. Construction expenses incurred under intergovernmental agreements are decreased by payments received under these intergovernmental agreements.
10. Transponder purchases and other miscellaneous expenses are reflected in the Renewal and Replacement Fund as a capital expense but reflected as operating expense for purposes of GAAP.
11. Prepaid expenses, except for bond issuance, are recorded only if refundable.
12. The provisions of GASB 68 regarding net pension liability and deferred outflows and inflows of resources are not reflected in the trust indenture statements.
13. The provisions of GASB 75 regarding the net OPEB liability and deferred outflows and inflows of resources are not reflected in trust indenture statements.

2022 Budget Planning Calendar by Task	Date(s)	
Prepare capital planning materials including current expenditures for roadway and non-roadway capital projects, new capital budget request forms and instructions.	6/14/2021	6/25/2021
Prepare economic assumptions for salaries, wages, FICA and retirement, and guidelines regarding overall operating budget growth or reduction based on current or future programs.	7/12/2021	7/19/2021
Executive Director and CFO review and approve budget package which includes budget guidance, instructions and spreadsheets requesting justification.	7/12/2021	7/19/2021
Departments develop new capital requests through internal planning meetings and information gathering. Department chiefs manage the review process before the request is submitted to the budget office.	7/23/2021	8/24/2021
Departments develop their operating budget request through internal planning meetings and information gathering. Department chiefs manage the review process before the request is submitted to the budget office.	7/23/2020	8/24/2021
Request Annual Toll Revenue Certificate from Traffic Engineer	7/22/2021	7/22/2021
Budget office reviews departmental budget requests with the CFO and deputy chief of Finance. Financial impacts are discussed and new initiatives are evaluated based on the justifications provided by each department.	8/31/2021	9/8/2021
Accounting office prepares most recent financial data regarding revenues and expenditures for use in projecting revenues and expenditures for year end.	8/31/2021	9/24/2021
Meetings are held with department chiefs, the CFO, deputy chief of Finance and budget staff to discuss and finalize the departmental budget requests.	8/31/2021	9/17/2021
Budget office incorporates any changes to department requests from the meetings held.	8/31/2021	9/17/2021
Meetings are held with the Executive Director, COO, CFO and deputy chief of finance to discuss any modifications to each department's budget request.	9/4/2021	9/17/2021
Traffic Engineer submits Annual Toll Revenue Certificate.	9/8/2021	10/4/2021
RRI Cash Flow is developed with Revenue, Debt Service & RRI costs for review by Consultant Engineer for the RRI letter.	8/27/2021	9/29/2021
Consulting Engineer submits RRI letter.	9/15/2021	9/30/2021
Budget office - Develops 2022 Tentative Budget presentation.	9/13/2021	9/24/2021
Meeting with department chiefs, Executive Director and CFO are held, if necessary to finalize 2022 Tentative Budget.	9/14/2021	9/24/2021

2022 Budget Planning Calendar by Task	Date(s)	
CFO and Executive Director /review and approve 2022 Tentative Budget presentation.	9/24/2021	10/5/2021
The CFO, Senior Budget Manager and the Communications Department review and edit budget book.	9/20/2021	10/7/2021
CFO and Senior Budget Manager meet with Executive Director and COO on budget presentation.	9/20/2021	10/7/2021
Conference call with the Chairman, the Executive Director, COO, CFO and Senior Budget Manager for a final review of the budget presentation.	10/7/2021	10/7/2021
Budget does a final review of the budget book and presentation after final comments/updates are received.	10/8/2021	10/8/2021
The 2022 Tentative Budget is presented to the Finance, Administration and Operations Committee via presentation; copies of the budget book are distributed.	10/15/2021	10/21/2021
2022 Tentative Budget Book and presentation are posted on Tollway's website.	10/21/2021	10/21/2021
Public hearings for public comments.	November 2021	
Public comment (with public hearing transcripts) report prepared by Communications Department and distributed to Board members.	November 2021	
Budget Office develops the 2022 Final Budget book and presentation to include changes resulting from public hearings, executive letter, strategic plans and demographic sections.	10/22/2021	12/6/2021
The 2022 Final Budget is presented to the Board for approval.	12/16/2021	12/16/2021
The 2022 Final Budget book is posted on the Tollway website.	12/16/2021	12/16/2021
The 2022 Final Budget books are distributed to Springfield, rating agencies and other entities for compliance with continuing disclosure requirements.	12/16/2021	12/16/2021
A written statement and report covering activities for the preceding calendar year is filed.	1/7/2022	3/11/2022
GFOA application and budget book is submitted for budget award consideration.	2/1/2022	3/11/2022

EXHIBIT 102



FINANCIAL POLICIES AND PRACTICES

GENERAL

The Tollway follows a defined set of policies and practices for directing the Tollway's fiscal affairs. These policies and practices have been reviewed as part of the financial planning process and are the basis for developing the annual budget, as well as our long-term financial plan. These policies will allow the Tollway to keep operating costs low and maintain its strong financial condition while providing quality services to its customers.

REVENUES

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

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

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

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

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

EXPENDITURES

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

DEBT ADMINISTRATION

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

analysis of the future maintenance and operations costs.

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

RESERVE POLICY

1. The Tollway will maintain its operating reserve. The Board of Directors may alter the reserve to best suit financial levels of the Tollway. This reserve shall be maintained to provide the capacity to:
 - (a) Offset unexpected downturns or reductions in revenues
 - (b) Ensure sufficient cash flow for daily financial needs at all times
 - (c) Offset unexpected increases in expenditures, that are not otherwise addressed by an amended budget.

CASH MANAGEMENT

1. The Illinois Tollway's Investment Policy ("Policy") describes the Tollway's intent to invest all funds under the Tollway's control in a manner that provides the highest investment return using safe authorized instruments, while meeting the Tollway's daily cash flow demands in conformance with all state statutes and any amended and revised Trust Indenture governing the investment of Tollway funds.
2. The primary objective in the investment of Tollway funds is to ensure the safety of principal, while managing liquidity to pay the financial obligations of the Tollway and providing the highest investment return using authorized instruments.
3. The cash management process is designed to accurately monitor and forecast expenditures and revenues, enabling the Tollway to invest funds for investment purpose to the fullest extent possible. The Tollway will match fund flows to projected disbursements.
4. The Tollway comingles funds. Interest revenue derived from comingled investments is allocated to the participating funds monthly. Criteria for selecting investments and the order of priority are:
 - (a) Safety. The safety of principal is the foremost objective of the investment program. Tollway investments shall be undertaken in a manner that seeks to ensure the preservation of capital in the portfolio. To attain this objective, diversification is required to ensure that the Tollway prudently manages market, interest rate and credit risks.

- (b) Liquidity. The investment portfolio shall remain sufficiently liquid to enable the Tollway to meet all operating requirements that might be reasonably projected.
- (c) Return on Investment. The investment portfolio shall be designed to obtain the highest available return, taking into account the Tollway's investment risk constraints and cash flow requirements.

ACCOUNTING, AUDITING AND FINANCIAL REPORTING POLICIES

1. The Tollway is a component unit of the state of Illinois and is accounted for as a proprietary fund (enterprise fund) using the flow of economic resources measurement focus.
2. The Tollway uses the accrual basis of accounting. Under the accrual basis of accounting, revenue is recognized in the period in which it is earned, and expenses are recognized in the period in which they are incurred.
3. The Tollway accounts for operations and financing in a manner similar to private business enterprises. The intent is that costs of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges.
4. The Tollway has established and maintains high standards for accounting practices in conformance with Generally Accepted Accounting Principles (GAAP) for governmental entities as promulgated by the Governmental Accounting Standards Board (GASB).
5. The accounting systems maintain records on bases consistent with accepted standards for governmental accounting.
6. An independent firm of certified public accountants contracted by the Auditor General of Illinois performs an annual financial audit in accordance with Generally Accepted Auditing Standards (GAAS) and publicly issues an opinion, which is published in the Financial and Compliance Examination Report issued by the CPA firm, as well as the Tollway's Comprehensive Annual Financial Report (CAFR).
7. The Tollway annually seeks the Government Finance Officers Association Certificate of Achievement for Excellence in Financial Reporting Program. This certificate has been awarded to the Tollway annually since 1995.
8. The Tollway promotes full disclosure in its annual financial statements and its bond presentations and official statements.
9. The Tollway considers highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

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POPULATION AND DEMOGRAPHICS

Community Served

From its beginnings in the late 1950s, the Illinois Tollway was planned to provide efficient interstate travel between Wisconsin, Illinois and Indiana around the city of Chicago, complementing the Chicago expressway network. The Tollway helped facilitate the economic and residential development of suburban Chicago and served a significant suburban commuter system market. In the 1970s and 1980s, suburban employment grew rapidly and the use of the Tollway system for suburb-to-suburb work trips grew accordingly. In response, the Tollway added interchanges throughout the urbanized area and, in 1989, constructed the North-South Tollway, now the Veterans Memorial Tollway (I-355), to better serve the suburb-to-suburb work trip market. A 12-mile extension of that route into Will County was opened to traffic in 2007. The newest Tollway route, the Illinois Route 390 Tollway, opened in 2016, with an extension opening in November 2017. As a result of this growth, the Tollway saw average daily transactions grow from 485 thousand in 1970 to 2.8 million in 2019 and average daily vehicle counts increased from 255 thousand to more than 1.6 million. In 2020, transactions declined to 2.2 million due to social distancing measures and other impacts related to the COVID-19 pandemic.

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

Tollway Service Area Map



EXHIBIT 103



User Profile

Passenger cars account for approximately 88 percent of the Tollway usage and commercial vehicles account for the remainder. The heaviest usage of the Tollway is on weekdays. On Saturdays, traffic is typically down about 10 percent from an average day and Sundays see the lowest use, down about 24 percent from an average day. Seasonal variation in traffic also exists. The summer months of June, July and August have the highest levels of usage, with average daily traffic approximately 8 percent higher than the yearly average. During the summer, both passenger car recreational usage and commercial vehicle activity is higher. January typically has the lowest usage, with average daily traffic about 9 percent below the average month.

Traffic patterns in 2020 did not match the previous years' trends due to the COVID-19 pandemic and its social and economic impacts. For example, the pandemic has had a greater impact on passenger car performance than commercial vehicle performance, and as a result the passenger car share of total transactions declined to approximately 85 percent. Performance in 2021 has trended closer to historical norms, and this return to more typical traffic patterns is expected to continue into 2022.

Periodic origin-destination surveys are conducted at locations on the Tollway system. From a recent large-scale origin-destination survey in which users were asked questions about their trip-making, a profile of some user characteristics emerged. Work commutes—at 32.2 percent—made up the largest proportion of weekday trips, followed by work-related business trips, at 24.2 percent. Combined, these work-related trips made up more than 56 percent of all weekday trips. Social or recreational trips made up the highest proportion of weekend trips, at 67.9 percent. About 37.4 percent of all trips are using the Tollway less than once per month, reflecting the high percentage of users indicating social and recreational trip purposes. High-frequency usage comprises, almost exclusively, work-related or commute trips.

Population

Tollway routes pass through 12-counties in Northern Illinois. Counties served by Tollway routes include Boone, Cook, DeKalb, DuPage, Kane, Lake, Lee, McHenry, Ogle, Whiteside, Will and Winnebago counties.

The 12 counties of the Tollway service area had a combined 2020 population of over 8.8 million, mostly living within the Chicago metropolitan area. The largest county in the area, Cook County, has a population of over 5.1 million and includes mature population centers such as the city of Chicago and inner-ring suburbs, as well as growing exurban areas. DuPage County, the second most populous county in the metropolitan area, had almost 920,000 residents in 2020. Both Cook and DuPage counties are well served by the Tollway and have a mix of residential and employment-generating land uses. Other counties, including Kane, Lake, McHenry and Will include a mix of mature suburban population centers, satellite cities and recent suburban development.

The remaining six counties in the Tollway service area are generally rural in character, with populations of fewer than 110,000. The exception is Winnebago County with nearly 282,000. It is home to Rockford, the third largest city in Illinois.

*Central Tri-State Travel Pattern Survey prepared by CDM Smith (October 2017).

Service Area Population 1980 vs. 2020

County	1980 Population*	2020 Population**	Net Change	Annual % Change
Boone	28,600	53,000	24,400	1.6%
Cook	5,253,600	5,121,300	-132,300	-0.1%
DeKalb	74,600	104,700	30,100	0.9%
DuPage	658,900	919,400	260,500	0.8%
Kane	278,400	531,700	253,300	1.6%
Lake	440,400	694,900	254,500	1.1%
Lee	36,300	33,800	-2,500	-0.2%
McHenry	147,900	306,400	158,500	1.8%
Ogle	46,300	50,400	4,100	0.2%
Whiteside	66,000	54,800	-11,200	-0.5%
Will	324,500	689,400	364,900	1.9%
Winnebago	250,900	281,700	30,800	0.3%
Total	7,606,400	8,841,500	1,235,100	0.4%

*US Census Bureau, 1980 census

**US Census Bureau, County Population Totals and Components of Change: 2010-2020

EXHIBIT 104

Service Area Population 2010 vs. 2020

County	2010 Population*	2020 Population**	Net Change	Annual % Change
Boone	54,200	53,000	(1,200)	(0.2%)
Cook	5,194,700	5,121,300	(73,400)	(0.1%)
DeKalb	105,200	104,700	(500)	(0.0%)
DuPage	916,900	919,400	2,500	0.0%
Kane	515,300	531,700	16,400	0.3%
Lake	703,500	694,900	(8,600)	(0.1%)
Lee	36,000	33,800	(2,200)	(0.6%)
McHenry	308,800	306,400	(2,400)	(0.1%)
Ogle	53,500	50,400	(3,100)	(0.6%)
Whiteside	58,500	54,800	(3,700)	(0.7%)
Will	677,600	689,400	11,800	0.2%
Winnebago	295,300	281,700	(13,600)	(0.5%)
Total	8,919,500	8,841,500	(78,000)	(0.1%)

*US Census Bureau, 2010 census

**US Census Bureau, County Population Totals and Components of Change: 2010-2020

EXHIBIT 105

Tollway Service Area Population 2020 – 2040 Forecast

The population of the 12-county service area is expected to continue to grow. By the year 2040, the total population is estimated to be nearly 9.2 million. Nine out of the 12 counties are expected to grow in population over the coming decades, with relatively higher growth rates projected for the outer suburban counties of Kane, Boone and McHenry. Will County is anticipated to grow by 1.2 percent annually until 2040, surpassing Lake County as the third most populous county in the Tollway service area.

Service Area Population 2020 vs. 2040

County	2020 Population*	2040 Population Estimate**	Net Change	Annual % Change
Boone	53,000	62,900	9,900	0.9%
Cook	5,121,300	5,013,600	(107,700)	(0.1%)
DeKalb	104,700	116,200	11,500	0.5%
DuPage	919,400	968,100	48,700	0.3%
Kane	531,700	634,300	102,600	0.9%
Lake	694,900	743,600	48,700	0.3%
Lee	33,800	32,600	(1,200)	(0.2%)
McHenry	306,400	351,800	45,400	0.7%
Ogle	50,400	50,700	300	0.0%
Whiteside	54,800	52,700	(2,100)	(0.2%)
Will	689,400	878,600	189,200	1.2%
Winnebago	281,700	286,800	5,100	0.1%
Total	8,841,500	9,191,900	350,400	0.2%

*US Census Bureau, County Population Totals: 2010-2020

**Woods & Poole Economics, Inc. (W&P), 2020 Complete Economic and Demographic Data Source (CEDDS).

EXHIBIT 106

Employment

Employment growth is a key indicator of the Tollway service area's economic growth, as well as an important factor in predicting Tollway traffic. The following tables show 2020 employment data, which was heavily impacted by the COVID-19 pandemic, in turn impacting all the employment growth rates reported in this section. Regional employment fell from 6 million in 2019 to 5.4 million in 2020, representing a decline of 10.0 percent.

Tollway Service Area Employment 2010 – 2020

Employment in the 12-county service area increased by over 154,000 jobs from 2010 to 2020. The largest employment increase occurred in Cook County with over 104,000 new jobs followed by over 41,000 new jobs in Will County. it should be noted that 2010 employment reflected the lingering effects of the recent national economic recession that began in the fall of 2007.

Service Area Employment 2010 vs. 2020

County	2010 Employment	2020 Employment *	Net Change	Annual % Change
Boone	18,400	22,400	4,000	2.0%
Cook	3,157,300	3,261,500	104,200	0.3%
DeKalb	50,300	48,100	(2,200)	(0.4%)
DuPage	707,300	729,100	21,800	0.3%
Kane	247,800	257,500	9,700	0.4%
Lake	441,400	441,600	200	0.0%
Lee	16,800	15,800	(1,000)	(0.6%)
McHenry	135,200	127,300	(7,900)	(0.6%)
Ogle	23,300	21,000	(2,300)	(1.0%)
Whiteside	27,400	26,300	(1,100)	(0.4%)
Will	272,600	314,000	41,400	1.4%
Winnebago	160,300	147,800	(12,500)	(0.8%)
Total	5,258,100	5,412,400	154,300	0.3%

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

*US Bureau of Economic Analysis.

**Woods & Poole Economics, Inc. (W&P), 2021 Complete Economic and Demographic Data Source (CEDDS).

EXHIBIT 107

Tollway Service Area Employment 2020 – 2040 Forecast

The following table shows forecasted change in employment for the 12 counties. Significant employment growth is generally expected in the Tollway service area. By 2040, the number of jobs in the service area is forecasted to grow by over 1.2 million.

Service Area Employment 2020 vs. 2040

County	2020 Employment *	2040 Forecast Employment**	Net Change	Annual % Change
Boone	22,400	33,500	11,100	2.0%
Cook	3,261,500	4,214,700	953,200	1.3%
DeKalb	48,100	63,400	15,300	1.4%
DuPage	729,100	949,900	220,800	1.3%
Kane	257,500	336,100	78,600	1.3%
Lake	441,600	560,100	118,500	1.2%
Lee	15,800	17,500	1,700	0.5%
McHenry	127,300	166,400	39,100	1.3%
Ogle	21,000	25,300	4,300	0.9%
Whiteside	26,300	30,500	4,200	0.7%
Will	314,000	552,500	238,500	2.9%
Winnebago	147,800	175,300	27,500	0.9%
Total	5,412,400	7,125,200	1,218,900	1.4%

*Woods & Poole Economics, Inc. (W&P), 2021 Complete Economic and Demographic Data Source (CEDDS).

EXHIBIT 108



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701 Warrenville Road, Suite 110
Lisle, Illinois 60532
tel: 630 874-7854

October 11, 2021

Ms. Cathy Williams
Chief Financial Officer
Illinois State Toll Highway Authority
2700 Ogden Avenue
Downers Grove, Illinois 60515

Subject: Annual Toll Revenue Certificate 2022

Dear Ms. Williams:

In accordance with the Trust Indenture of the Illinois State Toll Highway Authority (Tollway), Section 713(3), the Tollway's Traffic Engineer must submit an annual written estimate of toll revenue for the remainder of the current fiscal year 2021 and the subsequent fiscal year 2022. Estimates of expected revenue contained in this document incorporate the current construction schedule, system improvements, rate schedule changes, state of the economy, impacts related to the ongoing COVID-19 pandemic, and other considerations pertaining to near-term estimated system performance.

Estimates are of expected revenue, which is the sum of all toll revenue that would be realized if 100 percent of transactions were recorded at the proper rate and resulted in full payment. Expected revenue does not include the effects of overpayments, underpayments, toll evasion, or toll evasion recovery. The term "revenue" in this document means expected revenue.

Short-term revenue forecasts are based on several key variables. CDM Smith reviews recent trends in the context of historical averages. This includes a review of actual transactions and revenue by plaza, month, vehicle classification, and payment type. Any variation from the prevailing trends is noted and, where possible, attributed to a particular event or ongoing condition. By understanding when and where these variances occur, CDM Smith can better estimate how similar events may impact Tollway performance in the future.

Following a thorough review of recent performance, CDM Smith addresses any factors that will affect traffic in the coming months and following year. Factors that may affect future traffic and revenue include scheduled construction, both on and off the system; system improvements, including added capacity or new interchanges; planned developments; and expected near-term economic trends.

A continuing factor that has substantially reduced transaction and revenue performance on the Tollway system is the ongoing COVID-19 pandemic. The novel nature of the virus, as well as evolving public policy responses at the national, state, and local levels, introduces significant uncertainty into the near-term traffic and revenue forecasts.





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The next section discusses the impact of the COVID-19 pandemic on performance compared to 2019. The sections that follow presents a review of transaction performance between 2017 and 2019, recent impacts on revenue performance, recent economic performance, and a description of CDM Smith's forecasting methodology and findings.

Recent Performance, 2019-2021

Transaction and revenue performance on the Tollway continues to be impacted by the COVID-19 pandemic. The most significant impacts occurred in April and May 2020, following the first widespread school and workplace closures in Illinois, and performance subsequently improved. A second dip in performance began in November 2020, with a resurgence of COVID-19 cases across the U.S. This resurgence peaked nationwide in January 2021. As vaccination rates grew in the spring of 2021 and COVID-19 cases decreased, traffic volumes also grew, approaching pre-pandemic levels.

Table 1 presents monthly transaction trends for 2019, 2020, and 2021. Transactions improved from 15.6 percent below pre-pandemic, 2019 levels in January 2021 to an average of 5.5 percent below 2019 levels in July and August 2021. Overall, for January through August 2021, transactions were 10.0 percent below the same period in 2019 and 15.6 percent above the same period in 2020.

Table 1. Total Transactions by Month (Millions)

Month	2019	2020		2021		2021/2019
	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng
January	72.5	8.1%	78.3	-21.9%	61.2	-15.6%
February	72.9	4.4%	76.2	-23.1%	58.5	-19.8%
March	84.7	-25.1%	63.4	17.3%	74.4	-12.1%
April	84.4	-51.3%	41.1	86.0%	76.4	-9.5%
May	90.3	-41.3%	53.1	54.8%	82.1	-9.1%
June	89.5	-25.3%	66.9	25.9%	84.1	-6.0%
July	92.2	-18.4%	75.2	17.3%	88.2	-4.4%
August	93.4	-19.2%	75.4	15.6%	87.2	-6.6%
September	85.8	-15.1%	72.8			
October	91.0	-17.6%	74.9			
November	82.5	-23.1%	63.4			
December	84.0	-21.5%	66.0			
Total (Annual)	1023.2	-21.2%	806.6			
Total (Jan-Aug)	679.9		529.5	15.6%	612.2	-10.0%





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Passenger cars (PCs) have been more significantly impacted by the pandemic than commercial vehicles. PC transactions for January through August 2021 were 12.1 percent below the same period in 2019. **Table 2** presents monthly trends for PC transactions.

Table 2. Passenger Car Transactions by Month (Millions)

Month	2019	2020		2021		2021/2019
	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng
January	63.3	8.4%	68.7	-24.9%	51.6	-18.6%
February	63.9	5.1%	67.2	-26.3%	49.5	-22.6%
March	74.8	-28.2%	53.7	17.6%	63.2	-15.6%
April	74.2	-56.2%	32.5	101.6%	65.5	-11.8%
May	79.6	-44.8%	43.9	62.1%	71.2	-10.5%
June	79.2	-28.6%	56.5	28.6%	72.6	-8.2%
July	81.4	-20.9%	64.4	19.5%	76.9	-5.5%
August	82.3	-21.4%	64.6	17.1%	75.7	-8.0%
September	75.4	-17.8%	62.0			
October	79.5	-20.2%	63.5			
November	72.6	-26.6%	53.3			
December	74.6	-25.1%	55.9			
Total (Annual)	900.8	-23.8%	686.1			
Total (Jan-Aug)	598.7		451.5	16.5%	526.2	-12.1%



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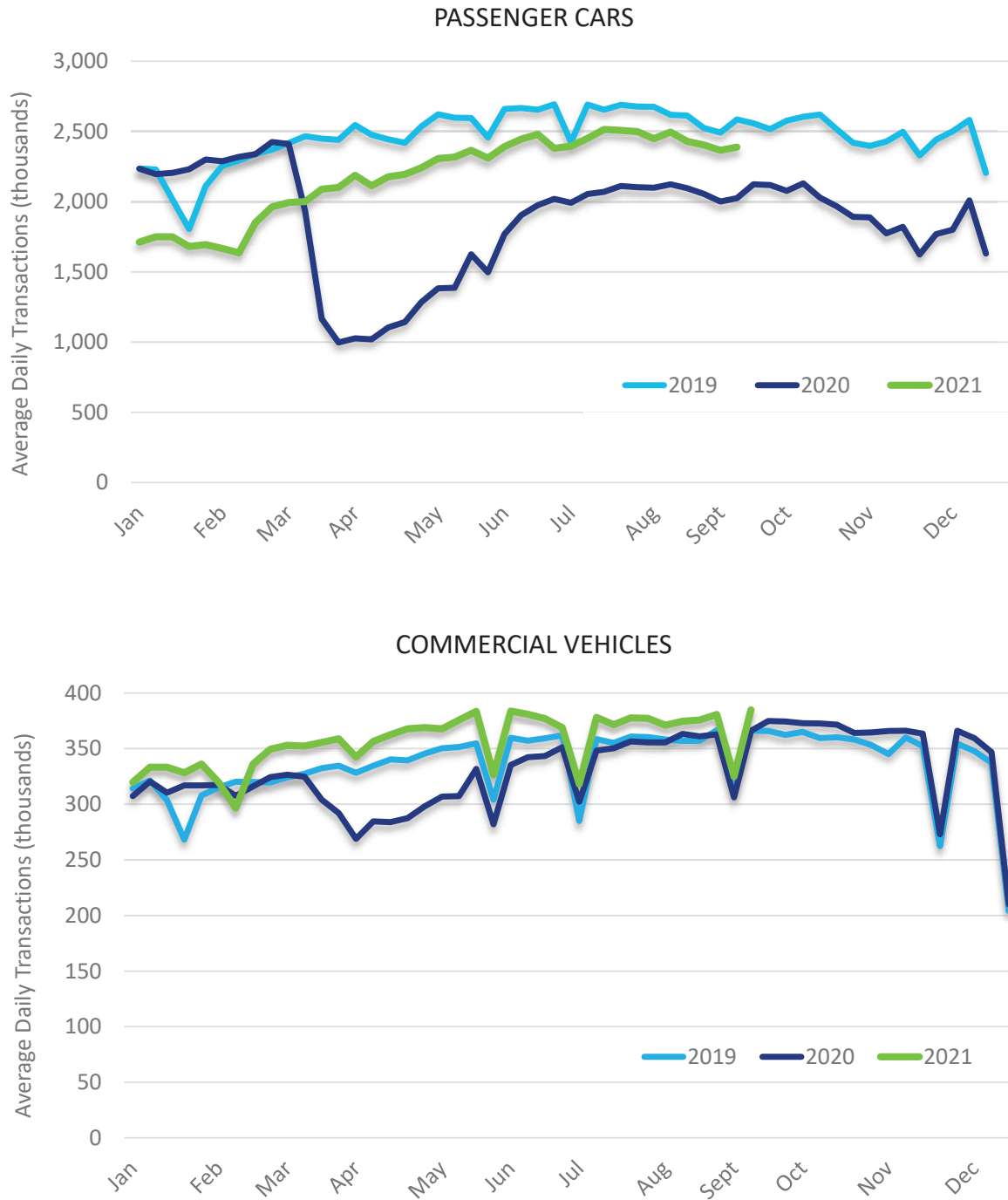
In contrast, commercial vehicles (CVs) have experienced higher performance during the pandemic, with January through August 2021 transactions 5.9 percent above the same period in 2019. **Table 3** present monthly trends for CV transactions. **Figure 1** presents 2021 passenger car and commercial vehicle average daily transaction trends to date, by week, as compared to performance in 2020 and 2019.

Table 3. Commercial Vehicle Transactions by Month (Millions)

Month	2019	2020		2021		2021/2019
	Trxns	% Chng	Trxns	% Chng	Trxns	% Chng
January	9.1	5.9%	9.7	-0.7%	9.6	5.1%
February	9.0	-0.2%	9.0	0.8%	9.0	0.6%
March	9.8	-1.5%	9.7	16.0%	11.2	14.3%
April	10.2	-15.7%	8.6	26.9%	10.9	7.0%
May	10.8	-15.2%	9.1	19.7%	10.9	1.4%
June	10.4	-0.3%	10.4	11.1%	11.5	10.8%
July	10.8	0.2%	10.8	3.9%	11.2	4.1%
August	11.1	-2.7%	10.8	6.8%	11.5	3.9%
September	10.4	4.3%	10.9			
October	11.4	0.4%	11.5			
November	9.9	2.2%	10.1			
December	9.5	6.8%	10.1			
Total (Annual)	122.4	-1.5%	120.6			
Total (Jan-Aug)	81.2		78.0	10.2%	86.0	5.9%



2022 Revenue Certificate



SYSTEMWIDE AVERAGE DAILY TRANSACTIONS BY WEEK

FIGURE 1



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The impact of the pandemic on systemwide revenue has been less pronounced due to strong performance in CV transactions. CVs accounted for 14.9 percent of systemwide transactions in 2020—up from 12.0 percent in 2019—and 54.5 percent of systemwide expected revenue. In total, expected revenue in 2020 was 11.0 percent below expected revenue in 2019. **Table 4** presents expected revenue by month for 2019, 2020, and 2021.

For January through August 2021, expected revenue is 0.5 percent higher than the same period in 2019 and 15.2 percent higher than the same period in 2020. Similar to 2020 strong revenue performance in 2021 is largely driven by comparatively high CV volumes, which results in a higher systemwide average revenue per transaction.

Table 4. Expected Revenue by Month (Millions)

Month	2019	2020		2021		2021/2019
	Exp Rev	% Chng	Exp Rev	% Chng	Exp Rev	% Chng
January	\$ 105.0	8.6%	\$ 114.1	-10.2%	\$ 102.5	-2.5%
February	105.1	4.0%	109.3	-11.0%	97.2	-7.5%
March	120.1	-14.3%	102.9	19.3%	122.7	2.2%
April	121.2	-34.9%	78.9	55.5%	122.7	1.2%
May	129.2	-28.5%	92.3	38.7%	128.0	-0.9%
June	127.2	-13.0%	110.6	20.2%	133.0	4.6%
July	131.6	-8.4%	120.5	12.7%	135.8	3.3%
August	133.9	-10.3%	120.1	13.3%	136.1	1.7%
September	123.4	-4.6%	117.7			
October	132.1	-7.6%	122.1			
November	118.0	-10.0%	106.1			
December	117.7	-7.7%	108.7			
Total	\$ 1,464.5	-11.0%	\$ 1,303.4			
Total (Jan-Aug)	\$ 973.3		\$ 848.8	15.2%	\$ 978.2	0.5%

Pre-Pandemic Transaction Trends

This section presents monthly transaction trends in the three years prior to the pandemic – between 2017 and 2019. The comparison is first presented for total transactions on the Tollway, followed by comparisons for PC and CV transactions.

Table 5 presents total observed systemwide transactions by month between 2017 and 2019. Despite the completion of widening work on I-90 just before 2017 and the opening of the eastern extension of IL 390 in November 2017, growth during this period was modest. Between 2017 and





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2019, transactions increased annually by an average of 1.3 percent. This modest growth can be attributed to several significant construction projects that began in 2018 and continued into 2019. These projects include reconstruction and widening work on I-355, reconstruction on I-88 between York Road and I-290, reconstruction on the Edens Spur, and reconstruction and widening work on I-294 between the O'Hare Oasis and Balmoral Avenue. In addition, reconstruction work began on the Railway Bridge and Mile-Long Bridge on the central Tri State in August 2019.

Table 5. Total Transactions by Month (Millions)

Month	2017 ⁽¹⁾	2018 ⁽²⁾		2019	
	Trxns	% Chng	Trxns	% Chng	Trxns
January	74.2	4.6%	77.6	-6.6%	72.5
February	71.1	-0.4%	70.8	3.0%	72.9
March	81.5	5.1%	85.6	-1.1%	84.7
April	80.6	4.1%	83.9	0.6%	84.4
May	87.1	3.8%	90.4	-0.1%	90.3
June	87.8	1.8%	89.3	0.2%	89.5
July	87.8	2.0%	89.6	2.9%	92.2
August	90.4	0.1%	90.5	3.2%	93.4
September	84.9	-2.5%	82.8	3.7%	85.8
October	86.6	0.9%	87.4	4.1%	91.0
November	83.5	-3.9%	80.2	2.8%	82.5
December	81.8	-1.2%	80.8	4.0%	84.0
Total	997.3	1.2%	1,008.9	1.4%	1,023.2

(1) Widening and reconstruction on the Jane Addams Memorial Tollway was completed at the end of 2016.

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

The Tollway began to see some recovery from construction impacts in early 2020, with the completion of reconstruction and widening work on I-355, reconstruction on I-88 between York Road and I-290, and reconstruction on the Edens Spur. However, as noted in the section above, transactions soon took a steep dip following the beginning of pandemic related restrictions in March 2020.

Recent PC transaction trends are presented in **Table 6**. PC transaction growth was most significantly impacted by construction work during this period. Growth in 2018 and 2019 was 0.6 percent and 1.3 percent, respectively.





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Table 6. Passenger Car Transactions by Month (Millions)

Month	2017 ⁽¹⁾	2018 ⁽²⁾		2019	
	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>	<i>% Chng</i>	<i>Trxns</i>
January	65.7	4.1%	68.4	-7.4%	63.3
February	63.0	-1.2%	62.2	2.7%	63.9
March	72.1	5.0%	75.7	-1.1%	74.8
April	71.7	3.4%	74.1	0.2%	74.2
May	77.1	3.3%	79.6	-0.1%	79.6
June	77.7	1.5%	78.8	0.4%	79.2
July	78.3	1.0%	79.2	2.8%	81.4
August	79.8	-0.4%	79.5	3.4%	82.3
September	75.2	-2.9%	73.0	3.3%	75.4
October	76.4	0.0%	76.4	4.1%	79.5
November	73.7	-4.4%	70.5	3.0%	72.6
December	72.8	-1.4%	71.8	3.8%	74.6
Total	883.5	0.6%	889.2	1.3%	900.8

(1) Widening and reconstruction on the Jane Addams Memorial Tollway was completed at the end of 2016.

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

In contrast, CV transactions continued to show strong growth in 2018 despite the start of several significant construction projects. This trend can be attributed to high rates of CV diversion to alternate Tollway routes, namely diversion from the Veterans Memorial Tollway to the Tri-State Tollway. In 2019, CV diversion to the Tri-State was dampened by the start of Mile-Long Bridge and BNSF Railway Bridge construction on that corridor. CV transactions are presented by month in **Table 7**.





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Table 7. Commercial Vehicles Transactions by Month (Millions)

Month	2017 ⁽¹⁾	2018 ⁽²⁾		2019	
	Trxns	% Chng	Trxns	% Chng	Trxns
January	8.5	8.5%	9.2	-0.8%	9.1
February	8.1	6.1%	8.6	5.2%	9.0
March	9.4	5.8%	10.0	-1.6%	9.8
April	9.0	9.4%	9.8	4.2%	10.2
May	10.0	7.7%	10.8	-0.1%	10.8
June	10.2	3.8%	10.5	-1.5%	10.4
July	9.5	9.9%	10.4	3.9%	10.8
August	10.6	3.4%	10.9	1.6%	11.1
September	9.7	1.1%	9.8	6.3%	10.4
October	10.2	7.9%	11.0	4.2%	11.4
November	9.8	-0.3%	9.8	0.9%	9.9
December	9.1	-0.3%	9.0	4.9%	9.5
Total	113.9	5.2%	119.8	2.2%	122.4

(1) Widening and reconstruction on the Jane Addams Memorial Tollway was completed at the end of 2016.

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

Economic Trends

CDM Smith reviewed recent socioeconomic trends and projections for the Chicago area, the Midwest, and the U.S. Socioeconomic measures. Metrics reviewed included regional long-term population and employment history and forecasts; historical variations in regional and national Gross Domestic Product (GDP) and unemployment; and short-term projections of national real GDP and unemployment from various sources. CDM Smith reviewed and incorporated data from over 20 independent economic forecasting organizations.

Nationally, from late March 2020 to mid-August 2021, at least 87.2 million individuals—more than one-half of the nonfarm labor force—filed initial unemployment insurance claims due to policy responses to and economic impacts from the COVID-19 pandemic. Many of these workers have since returned to previous jobs or found new employment opportunities elsewhere, but millions remain unemployed, underemployed, or dropped out of the labor force entirely.

Per the Bureau of Labor Statistics, the national seasonally adjusted unemployment rate was 14.8 percent for April 2020, the worst month, falling gradually to 7.8 percent in September 2020. Between October 2020 and April 2021, the official monthly unemployment rates ranged between





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6.0 percent and 7.0 percent. From May 2021 through July 2021, the national rate fell below 6.0 percent, with the latest July data at 5.4 percent.

While improving, the unemployment rate remains higher than the period before the pandemic. Initial unemployment insurance claims have declined to around 0.4 million per week beginning in late May 2021. This represents a significant improvement over the preceding months, but remains higher than typical, pre-pandemic weekly claims of approximately 0.2 million. In addition, the recent improvement in the unemployment rate reflects, in part, a decline in labor force participation, with 3.2 million fewer workers in July 2021 (161.3 million) than the December 2019 peak (164.6 million). BLS data likely underestimate unemployed data in the COVID-19 pandemic due to survey implementation limitations and definitional classifications.

First quarter 2020 real GDP shrank by an annualized 5.1 percent, and second quarter real GDP contracted by an unprecedented, annualized rate of 31.2 percent, according to the U.S. Bureau of Economic Analysis. During the Great Recession, the largest impact was an 8.5 percent annualized decline between the third and fourth quarters of 2008. In the third quarter 2020, real GDP partially rebounded by an annualized 33.8 percent, and then by 4.5 percent in the fourth quarter. While third quarter growth appears large, it does not reflect a full recovery from declines earlier in the year, and real GDP declined 3.4 percent in 2020 overall. First quarter 2021 grew by an annualized 6.3 percent and second quarter by 6.6 percent.

For 2021, the average real GDP forecast across independent sources reviewed by CDM Smith is growth of 6.4 percent, ranging from 4.8 percent to 8.2 percent. These forecasts compare to the 3.4 percent decline in GDP observed in 2020, which results in a recovery above 2019 levels. In 2022, GDP is forecasted to continue positive growth, but at a slower rate than 2021. Forecasts average 4.0 percent growth in 2022, with a range between 2.1 percent and 5.2 percent.

An unemployment rate of 5.5 percent is forecast on average for 2021, with individual forecasts ranging from a 4.5 percent to a 5.9 percent unemployment rate. Notably, most forecasts are within a narrow range of 5.5 percent to 5.7 percent. In 2022, the unemployment rate is forecast on average to improve to 4.2 percent.

Construction Projects

In 2011, the Tollway adopted the 15-year, \$12 billion capital program, *Move Illinois: The Illinois Tollway Driving the Future*. Major projects in that program include the widening of the Jane Addams Memorial Tollway (I-90), the construction of new access points on I-90, and the construction of the Elgin-O'Hare Western Access (IL 390 and I-490). In April 2017, the Tollway Board of Directors authorized an additional \$2.1 billion for the expansion of the central Tri-State Tollway, increasing the *Move Illinois* program to slightly more than \$14 billion.



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Several construction projects on the Tollway system have impacted 2021 revenue and are expected to impact 2022 revenue. **Table 8** identifies the Tollway construction projects that are anticipated to have a significant impact on Illinois Tollway traffic and revenue in 2021 and 2022.

Table 8. 2021 and 2022 Major Construction Projects on the Illinois Tollway System

Location	Description of Work	Construction Period
Reagan Memorial Tollway (I-88)		
IL 59 to Aurora Mainline Plaza	Pavement rehabilitation	January 2020 to Fall 2021
I-88 and I-294 connection at Windsor Dr.	Connector bridge reconstruction	Spring to December 2021
I-88 at Deerpath Rd.	Bridge reconstruction	Spring to December 2021
Tri-State Tollway (I-94/I-294/I-80)		
I-94 at Stearns School Rd.	Bridge reconstruction	Spring to December 2021
95 th Street to Balmoral Avenue	Reconstruction and capacity improvements (Central Tri-State Master Plan)	2018 to 2026
Jane Addams Memorial Tollway (I-90)		
I-90 at I-490	Interchange construction	2019 to Summer 2022

Methodology and Assumptions

CDM Smith's core methodology in developing the 2022 Revenue Certificate is similar to the methodology used in previous years. The forecast is based on historical performance evaluated at a monthly level. This level of detail allows construction impacts to be isolated and analyzed more effectively across years. Construction activity in particular has been found to significantly impact transactions, especially during the peak construction months, generally April to October. In addition, analysis at a monthly level allows CDM Smith to account for holiday and weather-related anomalies.

Other assumptions were used to calculate the forecasted expected revenue for the 2022 Revenue Certificate. For example, as of February 1, 2018, I-PASS customers who frequently use the Tollway without a transponder pay a higher toll rate. Under the revised policy, I-PASS customers that are video tolled (V-Tolled¹) more than five times in a calendar month on any individual license plate registered to a customer's I-PASS or other electronic tolling account will be charged the cash toll

¹ A V-Toll occurs when no transponder is read but, upon image review, the license plate is found to correspond to an I-PASS account. This may happen for a number of reasons, including the improper mounting of or absence of an I-PASS transponder. If an I-PASS account is in good standing, the V-Toll will be applied at the I-PASS rate, up to the monthly maximum set in Tollway policy.



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rate for the sixth and every subsequent V-Toll incurred that month.² Based on year-to-date performance, CDM Smith estimates V-Toll revenue in the amount of \$8.7 million in 2021. Based on available trend data, CDM Smith expects a slight decline in surcharge revenue to \$7.3 million in 2022.

CV assumptions also impact forecast. Since 2018, CV toll rates have increased annually at the rate of inflation.³ CV rates increased 1.84 percent in 2018, 2.25 percent in 2019, 2.07 percent in 2020, and 1.56 percent in 2021. In 2022, rates will increase 2.30 percent. In addition to annual inflation-based toll rate increases, CV forecasts are impacted by the distribution of CV classes. CV forecasts are adjusted to reflect the most recent plaza-level classification distribution.

Lastly, an adjustment process is applied to account for variations in the monthly weekday/weekend distribution, the impacts of holidays, and weather impacts. Holiday impacts vary depending on the day of the week on which a holiday falls. Weather impacts vary in timing and severity. Expected monthly weather impacts are applied to November-March based on average impacts for those months between 2007 and 2019 (excluding the very severe winters, such as 2013-2014). Winter weather is inherently unpredictable and could result in relatively volatile revenue performance. Applying average winter weather impacts to these five months helps to account for potential variability, but does not eliminate the risk of revenue impacts, as compared to forecast.

Estimated 2021 and 2022 Toll Transactions and Expected Revenue

As noted under Performance Year to Date (pages 2-5), starting in mid-March 2020, travel behaviors changed significantly as states and localities began implementing social distancing measures in response to the COVID-19 pandemic. Although recent months have seen positive trends, transaction and revenue performance remains below expected and historical trends. In addition, significant uncertainty remains to both short-term and long-term travel impacts related to the COVID-19 pandemic. CDM Smith used the best available information at the time of developing these forecasts.

Due to the recent increases in COVID-19 cases in Illinois and the U.S. and the continued uncertainty at the start of the 2021-2022 school year, it is assumed that continued recovery of traffic will be delayed until spring. PC transactions are expected to remain consistent with performance observed in July and August through March 2022, with the usual seasonal decreases expected during the fall and winter seasons. In spring 2022, traffic volumes are expected to increase as more workers return to their offices and people return to their regular daily activities. Systemwide volumes

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

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



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between April and December 2022 are expected to be similar to the volumes observed in 2019. In total, PC transactions in 2022 are expected to be 10.9 percent higher than in 2021.

The strong performance of CV transactions and revenues during the pandemic has slowly trended closer to pre-COVID expected volumes throughout 2021. This gradual trend back towards pre-COVID traffic volumes is expected to continue through the end of 2021 and stabilize in early 2022. In total, CV transactions in 2022 are expected to be 1.0 percent lower than transactions in 2021. This downward adjustment in CV activity is based on the observed trends in CVs year-to-date. As PC traffic levels rose between March and July, CV traffic levels became less pronounced compared to historic levels.

Table 9 presents actual transactions and revenue for January through August 2021 and estimated transactions and revenue for September through December 2021. **Table 10** presents estimates for 2022. Total expected toll revenue is estimated at approximately \$1.48 billion in 2021 and \$1.54 billion in 2021. In addition to the anticipated impacts of continued recovery from the COVID-19 pandemic, revenue in 2021 and 2022 is a function of scheduled construction activity, the CV toll rate increase, and the application of cash toll rates to some V-Toll transactions.

Table 9. Estimated 2021 Transactions and Expected Toll Revenue

Month	Transactions (in thousands)			Expected Revenue (in thousands)		
	PC	CV	Total	PC	CV	Total
January ⁽¹⁾	51,566	9,594	61,160	\$ 44,116	\$ 58,402	\$ 102,518
February ⁽¹⁾	49,486	9,048	58,534	42,350	54,898	97,248
March ⁽¹⁾	63,188	11,220	74,408	54,700	68,012	122,712
April ⁽¹⁾	65,495	10,918	76,413	57,229	65,489	122,718
May ⁽¹⁾	71,209	10,917	82,125	62,951	65,099	128,050
June ⁽¹⁾	72,642	11,500	84,142	64,595	68,401	132,996
July ⁽¹⁾	76,932	11,241	88,174	69,442	66,388	135,831
August ⁽¹⁾	75,670	11,542	87,212	67,663	68,448	136,111
September	71,976	11,202	83,178	63,194	66,811	130,006
October	74,552	11,215	85,767	64,582	67,035	131,617
November	68,696	10,456	79,152	59,459	62,721	122,180
December	68,844	9,895	78,739	59,309	59,694	119,003
Total ⁽²⁾	810,256	128,749	939,005	\$ 709,592	\$ 771,398	\$ 1,480,990

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

(2) Values may not sum due to rounding.



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Table 10. Estimated 2022 Transactions and Expected Toll Revenue

Month	Transactions (in thousands)			Expected Revenue (in thousands)		
	PC	CV	Total	PC	CV	Total
January	62,623	9,593	72,216	\$ 52,570	\$ 58,735	\$ 111,304
February	59,943	9,063	69,007	50,794	55,438	106,233
March	70,782	10,713	81,496	60,421	65,349	125,769
April	75,627	10,525	86,151	64,256	63,727	127,983
May	79,666	10,912	90,578	68,436	65,450	133,887
June	80,759	11,362	92,121	70,237	67,908	138,145
July	82,323	10,572	92,895	72,794	63,061	135,855
August	82,159	11,758	93,916	71,100	70,139	141,238
September	77,393	11,154	88,547	66,641	66,822	133,463
October	79,579	11,239	90,819	67,656	67,505	135,161
November	73,715	10,630	84,345	62,736	64,177	126,913
December	73,619	9,922	83,541	62,536	60,221	122,757
Total ⁽¹⁾	898,189	127,443	1,025,632	\$ 770,177	\$ 768,531	\$ 1,538,709

(1) Values may not sum due to rounding.

COVID-19 Sensitivity Test

The COVID-19 pandemic presents a high level of uncertainty with respect to the Tollway's short-term transaction and revenue forecast. To acknowledge this uncertainty, CDM Smith conducted a sensitivity test addressing a resurgence of the COVID-19 virus in Illinois starting in the fall of 2021. The assumed impacts of this resurgence are based on the observed impact of previous surges in COVID-19 cases. This sensitivity test assumes the resurgence will result in the state returning to some of the social restrictions included in earlier phases of the Governor's *Restore Illinois* Plan, and that it will begin in late October 2021 and decline by March 2022 with continued recovery through July 2022.

Under this scenario, CDM Smith estimates that the reintroduction of social distancing measures would result in a \$10 million decrease to forecasted 2021 revenues and a \$15 million decrease to forecasted 2022 revenues for a total impact of approximately \$25.0 million. The impact of this scenario is small overall, a 0.8 percent decrease on the total 2021-2022 forecast, as the forecast already includes substantial COVID-19 impacts.



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CDM Smith will continue to monitor economic activity, traffic growth, impacts of construction activities on the Tollway, and impacts and status of the COVID-19 pandemic. We trust the information herein meets your needs. Please let us know if you have questions or need additional information.

Sincerely,

A handwritten signature in blue ink, reading "J Hart". The signature is stylized, with a large, looped "J" and a cursive "Hart".

Jonathon D. Hart, AICP, PMP

CDM Smith Inc.

Principal Planner – Senior Project Manager



October 4, 2021

Ms. Cathy R. Williams
Chief Financial Officer
Illinois State Toll Highway Authority
2700 Ogden Avenue
Downers Grove, Illinois 60515

RE: Consulting Engineers Services - RR-15-9975RR
2022 Renewal and Replacement Deposit

Dear Ms. Williams:

WSP USA Inc. (WSP) as the Consulting Engineers for the Illinois Tollway, reviewed the renewal and replacement needs of the Illinois Tollway system in order to develop our recommendation for the deposit to be made to the Renewal and Replacement (R&R) Account in 2022. In addition to the maintenance and rehabilitation needs of the system, the Amended and Restated Trust Indenture, dated March 31, 1999 also permits the purchase of capital equipment under the R&R Account.

On September 27, 2021, the Illinois Tollway provided WSP with projected annual capital expenditures for the R&R Account for the years 2022 through 2027. These projected expenditures were developed by the Program Management Office (PMO) based upon methods understood by WSP to be consistent with sound engineering practice. The Illinois Tollway also identified the projected ending balance of the R&R Account for 2021 as approximately \$128 million, which includes the 2021 R&R deposit. The PMO has estimated total draws for the R&R Program in 2022 to be approximately \$319 million.

WSP reviewed the data provided by the Illinois Tollway to identify the estimated deposits through 2027 required to maintain reasonable account balances based upon the estimated funds available and potential capital expenditures for the R&R Program. The combination of deposits and draws on the cash balance of the R&R Account will fund the projects in the Program, I-PASS Transponders, Information Technology projects, the Intelligent Transportation Systems program, and other Capital Projects. These values appear reasonable under the circumstances under which this letter was prepared. Based on these values, we recommend a deposit of \$288 million to the R&R Account for 2022.



The Illinois Tollway did not request WSP to provide and WSP does not offer to provide any services constituting the services of “municipal advisor” as defined in Federal Law (such as the Dodd-Frank Wall Street Reform and Consumer Protection Act), nor does WSP owe a fiduciary duty pursuant to Section 15B of the Securities Exchange Act of 1934 to the Illinois Tollway with respect to the information and material contained in this letter. This letter is based on WSP’s professional judgement regarding the Illinois Tollway’s practices, our understanding and judgment regarding setting levels for the R&R Account for 2022, and our reliance of information supplied to us by the PMO. WSP does not make any warranty or representation that projected values mentioned here will actually be realized or achieved in 2022.

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

Sincerely,

WSP USA Inc.

A handwritten signature in blue ink, appearing to read "Ryan Hanks", is positioned above the printed name.

Ryan Hanks, P.E.
Project Manager

cc: Manar Nashif, William O’Connell, Sam Samra, Michael McIntyre, Cindy Williams, Mike Wicks, Nick Smith, Mike Valentino

2022 BUDGET
THE ILLINOIS STATE TOLL HIGHWAY AUTHORITY
CERTIFICATE OF AUTHORIZED OFFICER

Set forth below is a statement showing actual and estimated Revenues (based on expected toll revenues* prepared by CDM Smith as Traffic Engineers), Operating Expenses, Aggregate Debt Service, and Renewal and Replacement Deposits (as per letters prepared by WSP as Consulting Engineers) for the years 2021 and 2022. This statement is prepared for the purpose of determining whether the Net Revenues, as projected, will be sufficient to at least equal the Net Revenue Requirement in each of such years, in accordance with the requirements of Section 713 of the Trust Indenture.

NET REVENUES AND THE NET REVENUE REQUIREMENT*(All amounts in \$millions)***Actual 2021 Revenues - First Eight Months:**

	FY 2021
Toll Revenues *	\$845.4
Evasion Recovery	110.6
Investment Income	1.8
Concessions and Miscellaneous	4.2
First Eight Months Actual 2021 Revenues	\$962.0

Estimated 2021 Revenues - Last Four Months:

	FY 2021
Toll Revenues *	\$434.3
Evasion Recovery	56.4
Investment Income	0.6
Concessions and Miscellaneous	5.8
Last Four Months Estimated 2021 Revenues	\$497.2

Estimated Revenues:

	FY 2021	FY 2022
Toll Revenues *	\$1,279.7	\$1,354.1
Evasion Recovery	167.1	123.1
Investment Income	2.4	3.0
Concessions and Miscellaneous	10.0	11.0
Total Estimated Revenues	\$1,459.2	\$1,491.2

Less Budgeted Operating Expenses:**(\$379.5) (\$410.9)****ESTIMATED NET REVENUES****\$1,079.6 \$1,080.3**

Aggregate Debt Service

\$470.4

\$509.5

Renewal and Replacement Account Deposits per WSP

228.0

288.0

Net Revenue Requirement is the greater of the following:

1.3 x Aggregate Debt Service

\$611.6

\$662.3

Debt Service + Renewal and Replacement Account Deposits

\$698.4

\$797.5

NET REVENUE REQUIREMENT**\$698.4****\$797.5****Net Revenues in Excess of Net Revenue Requirement****\$381.2****\$282.8**

Build America Bond subsidies reduce transfers required for Debt Service

\$13.6

\$13.6

Other adjustments to transfers from Revenue Fund to Operating and Debt Service Accounts

-

-

Additional deposits to Renewal and Replacement Account and Improvement Account**\$622.8****\$584.4***(Net Revenues less Aggregate Debt Service plus Build America Bond subsidies, net of other adjustments)*

* CDM Smith has estimated expected toll revenues to total \$1,481.0 million in 2021 and \$1,538.7 million in 2022. The amounts included in this certificate are adjusted to reflect the Tollway's estimate of evaded tolls and underpayments. These adjustments reduce toll revenues by \$201.3 million in 2021 and \$184.6 million in 2022.

Totals may not add due to rounding.



ACRONYMS

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

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

ITS	Intelligent Transportation Systems
IV&V	Independent Validation and Verification
JOC	Job Order Contracting
K.I.S.S.	Kids Identification and Safety Seat
LAC	Local Advisory Committee
LCA	Life Cycle Assessment
LED	Light-Emitting Diode
LEED	Leadership in Energy and Environmental Design
LIDAR	Light Detection and Ranging
M and O	Maintenance and Operations
MADS	Maximum Annual Debt Service
MAP	Metropolitan Alliance of Police
MIG	Metal Inert Gas
MP	Milepost
MPS	Master Program Schedule
NCR	Non-Conformance Report
NOC	Network Operations Center
PBX	Private Branch Exchange Telephone System
PCI	Payment Card Industry
PMO	Program Management Office
PSB	Professional Service Bulletin
QFR	Quarterly Financial Review
R and R	Renewal and Replacement
RFP	Request for Proposal
ROW	Right-of-Way
RTA	Regional Transportation Authority

SDVOSB	Service Disabled, Veteran-Owned Small Business
SEIU	Service Employees International Union
SERS	State Employees Retirement System
SIFMA	Securities Industry and Financial Markets Association
SOP	Standard Operating Procedure
SQL	Structured Query Language
TIG	Tungsten Inert Gas
TIMS	Traffic and Incident Management System
UL	Underwriters Laboratories
UPS	Uninterruptible Power Supply
VASCAR	Visual Average Speed Computer and Recorder
VES	Violation Enforcement System
VMI	Vendor Managed Inventory
VOIP	Voice Over Internet Protocol
VOSB	Veteran-Owned Small Business
WIM	Weigh-in-Motion

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GLOSSARY

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

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

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

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

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

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

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

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

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

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

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

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

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

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

E-ZPASS GROUP – An association of 29 toll agencies, including the Illinois Tollway, in 17 states whose primary purpose is to help facilitate toll interoperability among its member agencies.

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

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

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

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

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

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

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

H.E.L.P. TRUCKS – Highway Emergency Lane Patrol trucks are designed to enhance roadside assistance given to Tollway customers.

IMPROVEMENT – Any system expansion project or any acquisition, installation, construction, reconstruction, modification or enhancement of or to any real or personal property (other than operating expenses) for which a currently effective resolution of the Tollway has been adopted authorizing the deposit of revenues to the credit of the improvement account for such system expansion project or acquisition, installation, construction, reconstruction, modification or enhancement including, without limitation, the cost of related feasibility studies, plans, designs or other related expenditures.

I-PASS – The name of the Illinois Tollway's prepaid electronic toll collection system that allows for automatic payments of tolls by using a small radio-frequency identified device (transponder) that mounts in a vehicle.

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

MAINLINE PLAZA – Toll collection plaza that spans the roadway. The Illinois Tollway has mainline plazas located throughout its system, all of which offer electronic payment of tolls via open road tolling and most of which offer cash payment of tolls.

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

METAL INERT GAS WELDING - An arc welding process that uses a continuous solid wire electrode heated and fed into the weld pool from a welding gun

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

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

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

PROJECT – Any Improvement or Renewal and Replacement.

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

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

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

RENEWAL AND REPLACEMENT – Preservation, replacement, repairs, renewals and reconstruction or modification of the Tollway system or any part of it constituting real or personal property, whether leased or purchased, but does not include system expansion projects.

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

REVENUES – (i) All tolls, fees, charges, rents and other income and receipts derived from the operations of the Tollway system, (ii) the proceeds of any use and occupancy insurance relating to the Tollway system and of any other insurance that insures against loss of revenues, (iii) investment income from any monies or securities held in Funds, Accounts or Sub-Accounts established under the Trust Indenture, other than the Construction Fund (iv) transfers to the Revenue Fund of excess amounts in the Construction Fund for any project(s) upon their completion and (v) transfers from the System Reserve Account to remedy any deficiencies in the various accounts and sub-accounts of the Revenue Fund. Revenues excludes federal and State grants and appropriations, loan proceeds, gifts or donations of any kind, transfers, if any to the Tollway as permitted under any escrow agreement and receipts not related to the Tollway’s performance of its obligations under the Trust Indenture or to the operations of the Tollway system.

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

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

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

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

SHIELD METAL ARC WELDING - Also known as manual metal arc welding, flux shielded arc welding or informally as stick welding, is a manual arc welding process that uses a consumable electrode covered with a flux to lay the weld

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

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

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

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

TOLLWAY SYSTEM – Collectively the 294 miles (plus any additional miles subsequently added from current or future projects) of toll highways operated and maintained by the Tollway and projects, properties, equipment and facilities to the extent used in connection with such operation and maintenance.

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

TRAFFIC AND INCIDENT MANAGEMENT SYSTEM (TIMS) – System that allows the Tollway to monitor weather, traffic incidents and construction areas that may affect the flow of traffic. This system can also alert customers by communicating to them specific areas of interests or concern by using the message signs along the system. The system also generates travel times that are available to motorists via the Travel Midwest website - www.travelmidwest.com.

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

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

TUNGSTEN INERT GAS WELDING - An arc welding process that uses a non-consumable tungsten electrode to produce the weld. The weld area and electrode are protected from oxidation or other atmospheric contamination by an inert shielding gas

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

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