



O'Hare Modernization Program Office

MEMORANDUM

To: Kate Hill (United Airlines/TOP Committee)
Jeff Benvegna (American Airlines/Financial Working Group)
Joë Gabbert (Airline Parties Construction Representative/APCR)

From: Elliott Black

Date: April 14, 2003

Subject: Distribution List

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O'Hare Modernization Program Office

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VIA FEDERAL EXPRESS

April 14, 2003

Mike Anastas
Regional Director, Properties and Facilities
1030 Delta Boulevard, Dept. 877
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Hartsfield Atlanta International Airport
Atlanta, GA 30320

**Subject: Chicago O'Hare International Airport
O'Hare Modernization Program**

Dear Mr. Anastas:

We appreciated the opportunity to talk with those of the airline representatives who were able to join us (either in person or by telephone) this past Tuesday, April 8th. In that meeting we discussed several follow-up items, which we have enclosed for your informational purposes.

The City of Chicago has formally submitted its Section 8.06 requests to the Chair of the TOP Committee today, with a copy delivered, as usual, to the Airline Parties Construction Representative (APCR) for full distribution to all Airline Parties.

This package, by contrast, is being transmitted directly to all Airline Parties for informational purposes, and includes the following items:

1. Summary of the benefits of the bond refinancings already undertaken by the City of Chicago, in 2002.
2. Summary of 2002 actual and 2003 year-over-year enplanement levels, compared to the forecast assumption reflected in the proposed funding package (i.e., lower growth rates than assumed in the FAA's Terminal Area Forecast).
3. Revised "PFC Commitment" table through 2020. We have confirmed that:
 - there has not yet been a ruling from FAA regarding any increase in the administrative fee,
 - the Gary/Chicago PFC commitment from O'Hare for 2003 is correct,
 - the compact has no established expiration date (accordingly the PFC payments to Gary/Chicago have been extended through 2020), and
 - the reason there is no "spike" reflecting PFC bond coverage requirements is that the coverage is provided as a result of PFCs collected and used for pay-as-you-go projects, and no additional coverage needs to be collected.

In response to the question regarding the status of projects in the City's PFC

SAMPLE LETTER

All Airline Parties received identical letters. Complete distribution list on file. All attachments transmitted are attached hereto, except for the executed JAWA agreement.



CHICAGO O'HARE
BEST AIRPORT IN NORTH AMERICA



Mike Anastas
Delta Air Lines
April 14, 2003
page 2 of 3

DEPARTMENT OF AVIATION

applications and amendments, we are providing a copy of the most recent quarterly report, which shows all projects organized by application. This report was originally transmitted to all domestic signatory airlines on January 31, 2003. Although you will see some projects that still have "Impose-only" authority (such as those associated with the World Gateway Program), the City has not sought "Impose-and-Use" authority for those projects because the City does not intend to use PFCs for those projects, having redirected its PFCs to the OMP.

4. A "Net Signatory Airline Requirement" table through 2020, showing:
 - the aggregate net airline requirement after the proposed refundings/restructurings and new money bond issues,
 - a cost per enplanement calculation, and
 - the projected debt service associated with the PFC double-barrel bonds, below the line so that the airlines can conduct any additional risk assessment desired.

These figures are all based on fully escalated capital costs, inclusive of capitalized interest and coverage requirements.

We have also provided a comprehensive assumption sheet, addressing the issues we discussed (i.e., all funding sources, AIP Entitlement and Discretionary assumptions, interest rates and bond insurance, etc.), along with a memo from Fullerton & Friar on historic bond insurance rates.

We have confirmed the reason for the discrepancy in the Existing Footage rate. The exhibit previously provided reflected a number of adjustments, including the near-term savings associated with the proposed refundings/restructurings. For clarity, therefore, in the new table we now show both 2003 as budgeted and 2003 reflecting the proposed adjustments.

Finally, we have provided the detailed backup to the estimated O&M expense impacts.

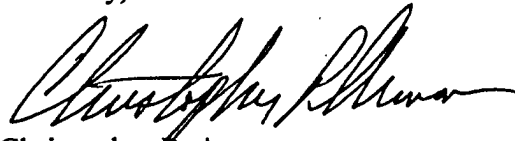
5. The form of revised MII certificates, along with a summary table comparing the 8.06 ballots (which are divided between GARBs and PFC double-barrel bonds) and the revised MII certificates.
6. Detailed assumptions regarding the allocation among CRCs of the bond series to be refunded/restructured, along with a memo from Fullerton & Friar.
7. A fully executed copy of the agreements between the City of Chicago and the Northwest Suburban Municipal Joint Action Water Agency (NSMJAWA).



Mike Anastas
Delta Air Lines
April 14, 2003
page 3 of 3

Thank you again for your time and attention to this important matter, and we look forward to your ongoing participation into the future.

Sincerely,



Christopher P. Arman
Deputy Commissioner and OMP Program Director
Department of Aviation

cc: John F Harris, 1st Deputy Commissioner and OMP Project Executive
Thomas R. Walker, Commissioner

DEPARTMENT OF AVIATION



**Chicago O'Hare International Airport
Prior Refundings and Summary of Savings Previously Achieved**

- In 2002, the City of Chicago issued Series 2002A GARBs that did the following:
 - Refunded certain outstanding fixed rate GARBs (1990A, 1990B, 1992A)
 - Refunded some outstanding variable rate debt (1994B&C)
 - Refunded a portion of outstanding 1992 IT Bonds
 - Refunded outstanding Commercial Paper

- Refunding the fixed rate, variable rate and IT Bonds resulted in the following debt service savings in each of the following rates and charges years:

○ 2002	\$19,586,688
○ 2003	22,284,642
○ 2004	22,469,518
○ 2005	22,540,878
○ 2006	18,098,765
○ 2007	7,948,009
○ 2008	7,948,722
○ 2009	17,518,997
○ 2010	17,996,147
○ 2011	17,987,897
○ 2012	17,992,122

- Total savings from 2002 – 2012 equals **\$192,372,385**

- The refunding of the outstanding Commercial Paper resulted in an increase in debt service requirements.

- The attached table shows the cumulative impact of the 2002A GARBs.

2002 A THIRD LIEN GARBs
Summary of Change in Net Debt Service Requirement

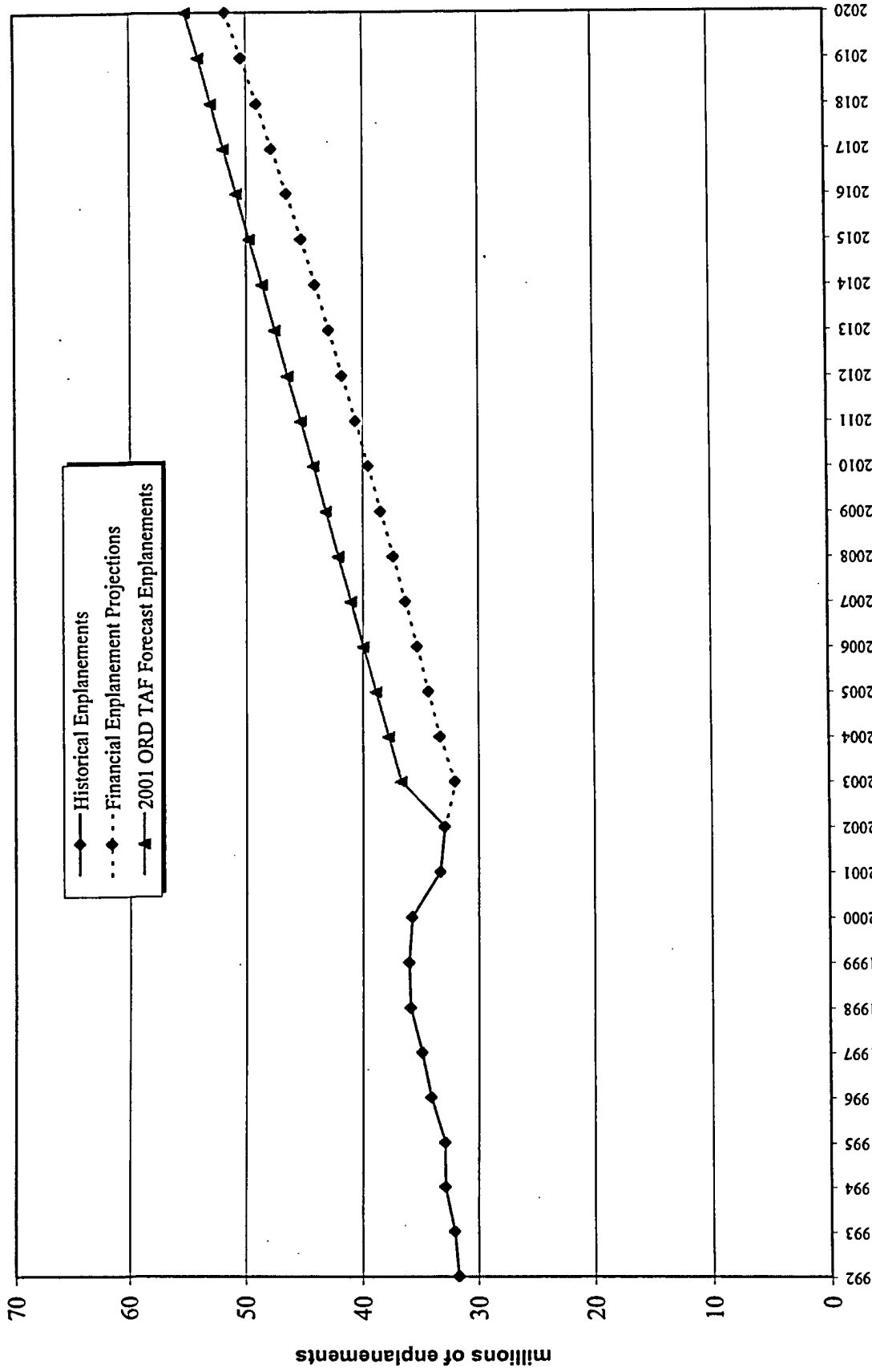
R&C Year:	Change by Component...						TOTAL
	1990A	1990B	1992A	1994 B&C	1992 IT	Project CP	
2002	(3,929,134)	(1,512,174)	(3,999,484)	(4,932,048)	(5,213,849)	4,850,669	(14,736,019)
2003	(7,494,780)	(1,691,038)	(4,223,700)	(4,655,833)	(4,219,291)	6,214,380	(16,070,262)
2004	(7,498,755)	(1,692,875)	(4,218,720)	(4,839,833)	(4,219,335)	6,214,380	(16,255,138)
2005	(7,494,380)	(1,692,825)	(4,224,530)	(4,907,833)	(4,221,310)	6,214,380	(16,326,498)
2006	(2,899,842)	(1,695,525)	(4,219,855)	(5,063,833)	(4,219,710)	6,214,380	(11,884,385)
2007	494,620	(1,695,250)	(4,223,555)	1,696,167	(4,217,991)	6,214,380	(1,731,629)
2008	494,620	(1,691,638)	(4,223,655)	1,696,167	(4,224,216)	6,214,380	(1,734,342)
2009	(9,080,380)	(1,694,325)	(4,219,255)	1,696,167	(4,221,204)	6,214,380	(11,304,617)
2010	(9,082,255)	(1,692,325)	(4,224,455)	1,696,167	(4,693,279)	6,214,380	(11,781,767)
2011	(9,080,130)	(1,694,450)	(4,217,455)	1,696,167	(4,692,029)	6,214,380	(11,773,517)
2012	(9,080,255)	(1,694,575)	(4,222,655)	1,696,167	(4,690,804)	6,214,380	(11,777,742)
2013	2,996,870	(1,691,950)	(4,222,955)	1,696,167	(4,692,916)	6,214,380	299,596
2014	3,760,120	(1,695,825)	(4,222,155)	1,696,167	(4,691,341)	6,214,380	1,061,346
2015	5,040,120	(1,229,700)	(2,783,755)	2,131,167	(3,529,391)	7,794,380	7,422,821
2016	(7,777,080)	(122,238)	678,445	3,168,329	(755,941)	11,616,430	6,807,946
2017	9,706,158	3,417,090	10,519,266	3,047,367	(421,541)	11,166,042	37,434,381
2018	8,805,885	3,186,408	9,923,605	2,978,417	7,970,996	10,918,417	43,783,730
2019	8,799,898	3,185,558	9,920,705	2,983,604	7,968,871	10,922,342	43,780,980
2020	8,804,823	3,184,533	9,916,705	2,978,617	7,973,809	10,923,155	43,781,642
2021	8,804,223	3,183,046	9,920,743	2,978,742	7,974,659	10,919,992	43,781,405
2022	8,805,423	3,185,471	9,920,918	2,982,767	7,972,534	10,917,992	43,785,105
2023	8,804,560	3,182,046	9,918,830	2,980,904	7,968,709	10,928,617	43,783,667
2024	8,806,573	3,185,783	9,916,874	2,981,629	7,975,015	10,916,186	43,782,061
2025	8,801,923	3,183,339	9,921,374	2,981,710	7,971,003	10,923,867	43,783,217
2026	8,805,073	3,184,714	9,920,987	2,980,879	7,971,403	10,919,511	43,782,567
2027	8,804,679	3,189,371	9,919,905	2,978,867	7,975,140	10,917,580	43,785,542
2028	8,804,935	3,181,771	9,917,055	2,980,404	7,971,140	10,926,730	43,782,036
2029	8,804,767	3,187,183	9,921,362	2,979,954	7,968,865	10,920,080	43,782,211
2030	8,808,098	3,184,533	9,921,212	2,982,248	7,972,240	10,917,092	43,785,423
2031	(186,264)	(67,982)	(208,088)	(188,619)	(504,233)	(694,189)	(1,849,375)
2032							
	63,350,120	21,566,151	82,503,720	36,076,934	40,206,004	251,277,456	494,980,385

**Enplanement Assumptions for Financial Planning Purposes
O'Hare International Airport**

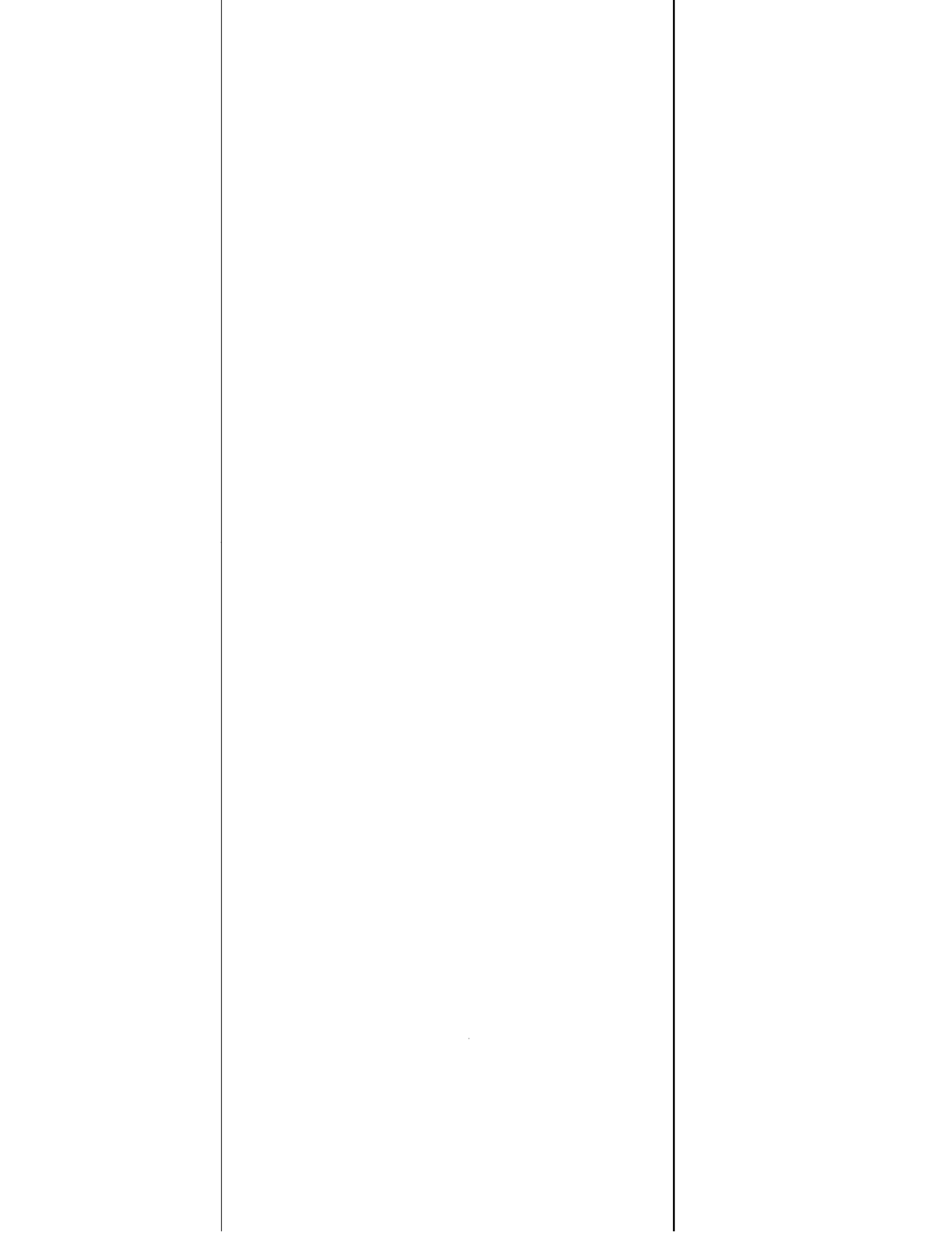
- Calendar Year 2001 Total Enplanements = 33.3 million
- Calendar Year 2002 Total Enplanements = 32.9 million
- January and February 2002 Total Enplanements = 4.4 million
- January and February 2003 Total Enplanements = 4.9 million (11.4 percent above previous year same period)
- Calendar Year 2002 actual enplanements exceed Calendar Year 2003 Forecast

Year (CY)	Total Enplanements	Compound Annual Growth Rate (2003-2008)	Compound Annual Growth Rate (2003-2018)
2003	31,995,773 (lower than CY02 actual)		
2004	33,310,203		
2005	34,276,199		
2006	35,270,209		
2007	36,293,045		
2008	37,345,543	3.1%	
2009	38,428,564		
2010	39,504,564		
2011	40,610,691		
2012	41,747,791		
2013	42,916,729		
2014	44,118,397		
2015	45,309,594		
2016	46,532,953		
2017	47,789,343		
2018	49,079,655		2.9%

Historical and Projected Enplanements Chicago O'Hare International Airport



Source: Chicago Airport System Forecast; June 1998 (1992-1996), City of Chicago, Airport Activity Statistics (1997-2002);
 FAA Terminal Area Forecasts (TAF 2003-2020, extrapolated by Ricondo & Associates);
 Ricondo & Associates, Inc. (Forecast 2003-2020).



PFC Bond Coverage: 1.10x

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015
Enplanement Assumptions:	32,000	33,300	34,300	35,300	36,300	37,300	38,400	39,500	40,600	41,700	42,900	44,100	45,300
PFC PAYG													
Beginning PFC PAYG Balance:	108,300	104,055	82,707	11,016	0	0	0	9,653	23,914	42,840	65,744	92,244	123,737
Plus: Receipts...	118,102	122,900	126,591	130,262	133,972	137,663	141,723	145,783	149,842	153,902	158,331	162,760	167,189
PFC Receipts:	8,657	5,047	3,583	688	231	285	371	920	1,648	2,529	3,548	4,759	7,186
Interest Earnings on PFC PAYG Funds:													
Total Receipts:	126,760	127,948	130,174	130,968	134,203	137,948	142,094	146,702	151,490	156,431	161,879	167,519	174,375
Less: PFC Expenditures...													
First Lien PFC Bond Net Debt Service:	(24,094)	(24,094)	(24,095)	(24,093)	(24,093)	(24,096)	(24,095)	(24,093)	(24,097)	(24,093)	(24,093)	(24,093)	(24,093)
Second Lien PFC Bond Net Debt Service:	(24,794)	(46,615)	(49,413)	(49,410)	(49,402)	(49,411)	(49,418)	(49,409)	(49,402)	(49,409)	(49,416)	(49,412)	(49,410)
GARB Debt Service Allocation:	(5,367)	(5,467)	(6,099)	(7,202)	(7,852)	(6,790)	(5,540)	(5,490)	(5,557)	(6,455)	(8,234)	(8,818)	(8,088)
Gary-Chicago Airport Authority:	(1,772)	(1,944)	(1,899)	(1,954)	(2,010)	(2,065)	(2,126)	(2,187)	(2,248)	(2,309)	(2,375)	(2,441)	(2,506)
Transfer to Reserve to Cover "Gap":	(12,000)	(15,000)	(39,219)	(41,483)	(44,843)	(48,186)	(51,261)	(51,261)	(51,261)	(51,261)	(51,261)	(51,261)	(51,261)
Future PFC Bond Debt Service:	(2,353)	(7,752)											
Total PFC Commitments:	(70,380)	(100,772)	(119,724)	(124,142)	(128,200)	(130,548)	(132,441)	(132,441)	(132,565)	(133,527)	(135,379)	(136,026)	(111,267)
Current Period PFCs Available For Design/Construction:	56,380	27,176	10,450	6,826	6,004	7,400	9,653	14,261	18,926	22,904	26,500	31,493	63,108
Remaining PFCs Available For Design/Construction:	164,680	131,231	93,157	17,842	6,004	7,400	9,653	23,914	42,840	65,744	92,244	123,737	186,844
Less: Design/Construction Expenditures...													
CIP Projects:	(8,522)	(25,509)	(75,000)	(12,268)									
WGF Projects:	(52,103)	(23,014)	(7,142)	(5,573)	(6,004)	(7,400)							
OMP Projects:													
Noise Projects:													
Total Design/Construction Expenditures:	(60,625)	(48,523)	(82,142)	(17,842)	(6,004)	(7,400)							
Ending PFC PAYG Balance:	104,055	82,707	11,016	0	0	0	9,653	23,914	42,840	65,744	92,244	123,737	186,844

	2016	2017	2018	2019	2020	TOTAL
Enplanement Assumptions:	46,500	47,800	49,100	50,435	51,807	

Enplanement Assumptions:

	2016	2017	2018	2019	2020	TOTAL
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PFC PAYG
 Beginning PFC PAYG Balance: 186,844 256,342 335,071 428,666 531,062

Plus: Receipts...
 PFC Receipts: 171,618 176,415 181,213 186,142 191,204 2,755,633
 Interest Earnings on PFC PAYG Funds: 9,859 12,887 16,487 20,425 24,721 123,830

Total Receipts: 181,477 189,303 197,701 206,567 215,925 2,879,463

Less: PFC Expenditures...
 First Lien PFC Bond Net Debt Service: (289,129)
 Second Lien PFC Bond Net Debt Service: (846,567)
 GARB Debt Service Allocation: (120,491)
 Gary-Chicago Airport Authority: (41,334)
 Transfer to Reserve to Cover "Gap": (27,000)
 Future PFC Bond Debt Service: (51,261) (51,261) (51,261) (51,261) (51,261) (797,972)

Total PFC Commitments: (111,379) (110,574) (104,106) (104,172) (104,253) (2,122,494)

Current Period PFCs Available For Design/Construction: 69,498 78,729 93,595 102,396 111,672 756,969

Remaining PFCs Available For Design/Construction: 256,342 335,071 428,666 531,062 642,734 3,159,164

Less: Design/Construction Expenditures...
 CIP Projects: (121,299)
 WGP Projects: (52,103)
 OMP Projects: (49,133)
 Noise Projects:

Total Design/Construction Expenditures: (222,535)

Ending PFC PAYG Balance: 256,342 335,071 428,666 531,062 642,734

UNAUDITED

4TH QUARTER 2002

CITY OF CHICAGO - DEPARTMENT OF AVIATION CHICAGO O'HARE INTERNATIONAL AIRPORT		
PFC QUARTERLY STATUS REPORT - REVENUES AND EXPENDITURES		
	CURRENT QUARTER	CUMULATIVE
PFC Revenue Received	<u>\$37,258,297</u>	<u>\$844,465,493</u>
Interest Earned	<u>\$422,377</u>	<u>\$37,334,682</u>
Total - PFC Revenue Received	<u>\$37,680,674</u>	<u>\$881,800,175</u>
Expenditures on Approved PFC Projects *	<u>\$18,245,765</u>	<u>\$771,277,443</u>

* Expenditures of Passenger Facility Charge Revenue Bond Proceeds are included in Attachment A and B.

CITY OF CHICAGO - DEPARTMENT OF AVIATION
 CHICAGO O'HARE INTERNATIONAL AIRPORT
 PFC QUARTERLY REPORT - PROJECT ACTIVITY

4th QUARTER 2002

PROJECT NO.	PROJECT DESCRIPTION	CONSTRUCTION SCHEDULE			QUARTER	PFC EXPENDITURES		AMOUNT APPROVED	CURRENT TOTAL EST COST
		START	COMPLETE	QUARTER		CUMULATIVE			

IMPOSE AND USE

Application No. 93-01-C-00-OR0

AF-06*	ATCT Lighting Panel	JUN-95	AUG-97			3,339,193	\$3,270,476	\$3,339,193
AF-14*	Hold Pad Runway 9R	OCT-93	NOV-94			3,354,821	6,105,359	17,962,447
AF-25	Cargo Tunnel Roadway Resurfacing	JUN-95	NOV-95		32,442	545,938	397,273	513,496
AF-38*	Artificial Lighting Cables Replacement	JUL-94	NOV-95			546,334	546,335	546,334
AF-70a	TWA Cargo Apron Construction	DEC-92	SEP-93			5,411,286	5,411,287	12,296,464
NP-74*	School Sound Insulation	JUN-92	DEC-91			10,932,699	54,873,960	72,897,907
NP-76*	Optional Insulation (P/AT/SLDN)(Purchase Assurance)	JUN-95	SEP-95			586,856	586,857	586,857
NP-77	Residential Survey	JUN-95	SEP-95			42,388	42,389	42,388
TA-44	Rounda Wall Rehabilitation	JUN-95	DEC-97			59,351	356,360	448,604
TA-55a	Bagging Office Renovation	MAR-94	AUG-94			3,048,622	4,144,077	4,421,071
TS-01*	Airport Rescue/Firefighting (ARFF) Station	OCT-93	OCT-94			5,229,714	33,032,751	57,113,092
HR-55	Heating & Refrigeration (H&R) Chilled Water Study Impl	JUN-93	JUN-05			510,212	510,213	902,822
TA-38	H&R Utility Ring Tunnel Sealing Implementation	JUN-94	JAN-94			5,688	5,689	26,828
TA-39	H&R Utility Ring Tunnel Dryn Sys Evaluation	FEB-93	APR-96		247,525	28,471,430	39,522,970	39,522,970
PL-01*	Formulation Coats	JUN-93	DEC-02			48,910,558	194,319,440	392,412,192
TI-13*	International Terminal	NOV-90	OCT-93			27,252,064	36,979,218	61,233,174
AF-17*	Hold Pad - Scenic (NEW)	JUL-94	APR-97			3,947,104	3,900,000	3,947,164
NP-72	Permanent Noise Monitoring	FEB-95	OCT-96		10,355	13,231,304	14,530,628	14,022,319
AF-27C*	Radio Rescue & Firefighting(ARFF) Burn PK	MAY-95	MAY-96			891,470	891,470	927,534
TA-35*	Radio Alarm Call Box	JUN-95	OCT-95			8,636,522	10,000,000	9,636,522
TS-58	Roadway Overlay - Lower Level	APR-96	OCT-00			12,316,000	10,102,349	12,316,000
AF-11*	Runway 9R/27L Rehabilitation	MAR-96	AUG-96			10,090,109	10,098,594	10,090,109
AF-12	Taxiway-Hangar Alley Rehabilitation	JUL-96	NOV-96			3,736,314	3,736,314	3,736,314
TS-71	Roadway-Hangar Alley Rehabilitation	NOV-96	AUG-97			11,583,671	8,000,000	120,000,000
TA-45A	Concourse EF Upgrade	JUN-97	JUN-03		182,982	36,405,125	89,320,309	81,035,287
TA-46	Concourse G Upgrade	JUN-97	APR-02		44,977	19,741,307	25,000,000	29,139,623
AF-09*	Taxiway 14/23R Rehabilitation	APR-98	DEC-98		816	14,088,539	115,400,000	117,002,874
AF-13*	Terminal Apron Pavement Rehab	JUN-98	DEC-03			6,331,960	5,979,929	6,574,981
AF-16*	Taxiway North/South Rehab	JUN-98	OCT-99		1,975	3,251,994	216,728,032	221,233,376
AF-18*	Artfield Drainage Improvements	JAN-98	OCT-03			10,292,664	10,000,000	11,878,354
AF-20*	Taxiway-Inner Bridge Rehab	JUN-98	DEC-00			836,054	2,367,810	9,740,185
AF-22*	Taxiway-9L/27R Rehab	SEP-98	SEP-97			18,285,196	10,244,029	28,336,885
AF-23*	Taxiway-14R/32L Rehab	MAY-97	DEC-97			10,065,014	10,244,029	11,590,000
AF-24*	Taxiway-14R/32L Rehab	JUN-98	DEC-98			11,422,031	11,422,031	16,412,022
AF-27d*	Taxiway-9R/27L Rehab	SEP-97	SEP-98			0	0	0
NP-75	Voluntary Acquisition(60LDM)	CANCELLED	CANCELLED			0	0	0
TA-45A	Terminal #2 Upgrade	JUN-98	OCT-96			345,218	67,310,000	67,310,000
TA-49	Terminal #2 Upgrade	JUN-98	OCT-96			598,696	82,310,000	82,310,000
TA-56	Terminal #2 & #3 Upper Level & Elevator Extension	JUN-98	OCT-96			193,402	115,400,000	115,400,000
HR-51	Heating & Refrigeration Emergency Turbine Generators	CANCELLED	CANCELLED			0	0	0
HR-51	H&R Domestic Hot Water Converters Replacement	JUN-98	DEC-99		336	1,287	285,610	1,287
HR-51	H&R Water Pressure Study Implement	JUN-98	DEC-00			2,080,671	2,350,440	5,919,299
HR-41*	Roadway-Zamke/Coleman Improvements	JUN-98	DEC-00			1,673,488	5,000,000	2,782,151
TS-97								

TOTAL APPLICATION NO. 93-01-C-00-OR0 612,081 341,648,616 \$1,228,917,970 \$1,655,577,696

CITY OF CHICAGO - DEPARTMENT OF AVIATION
CHICAGO OHARE INTERNATIONAL AIRPORT
PFC QUARTERLY REPORT - PROJECT ACTIVITY

4th QUARTER 2002

Application No. 96-05-C-00-ORD

PROJECT NO.	PROJECT DESCRIPTION	CONSTRUCTION SCHEDULE		PFC EXPENDITURES QUARTER	PFC EXPENDITURES CUMULATIVE	AMOUNT APPROVED	CURRENT TOTAL EST COST	
		START	COMPLETE					
H0110	EPS Basement Corridors	AUG-92	MAY-93	0	0	\$1,165,657	\$2,366,027	
H0111	Public Tablets Rehab	SEP-92	JAN-94	0	0	1,407,123	1,379,665	
H0131-02	Interior Signage	APR-93	FEB-94	0	0	978,867	978,867	
H0131-03	Terminal Road Signage	APR-93	MAR-94	0	0	1,631,777	1,631,777	
H0131-04	Additional Interior / Exterior Signage	OCT-94	OCT-01	0	0	2,635,760	4,536,500	
H0135-01	East - West Baggage Road	NOV-91	NOV-92	0	0	2,110,035	2,110,035	
H0136	Relating Wall Replacement	MAY-91	NOV-91	0	0	1,357,276	1,357,276	
H0161	Safety and Security System	NOV-90	MAY-93	0	0	29,120,705	54,731,717	
H0176-02	Terminal 2 Security	FEB-92	FEB-93	0	0	7,658,507	11,839,712	
H0201-02	Guard Post # 11 Relocation	SEP-93	DEC-93	0	0	1,278,388	1,316,924	
H0223	Ravenna Road Control System	OCT-94	NOV-95	0	0	431,281	431,281	
H0405	Cargo Taxiway Rehabilitation	APR-91	SEP-92	0	0	1,994,598	3,826,283	
H0511-02	Artside Access Service Road - North	JUN-92	DEC-92	0	0	3,062,573	3,062,573	
H0511-04	Guard Post # 1 Expansion	APR-91	OCT-91	0	0	6,222,510	6,222,509	
H0521	Rehabilitation of Ditchbridge	JUN-92	DEC-92	0	0	239,047	472,182	
H0560-03	Old Mannheim Road Improvements	MAY-91	JUL-93	0	0	20,750,921	20,631,645	
H0560-04	Road Signs - Phase 4	APR-91	SEP-93	0	0	1,048,754	1,049,753	
H0565	Terminal 5 Roadway	APR-91	SEP-93	0	0	15,263,283	17,274,581	
H0585	ATS Station in Terminal 5	APR-92	MAR-93	0	0	5,031,892	14,200,567	
H0642	ATIS Station in Terminal 5	APR-92	MAR-93	0	0	5,733,841	1,011,012	
H0643	Runway Weather Sensors	JUL-92	NOV-92	0	0	787,217	1,536,845	
H0644	Runway 14L/21R In - Pavement Light Replacement	SEP-91	JUN-92	0	0	1,509,216	3,035,631	
H0645	Runway 14L/21L In - Pavement Light Replacement	JUL-92	DEC-92	0	0	283,719	750,219	
H0646	Hold Pad Runway 27L	JUN-92	MAY-93	0	0	139,163	290,616	
H0647-01	Centerline Lights for 27R High Speed Taxiway	APR-93	OCT-93	0	0	8,810,951	18,153,140	
H0648	Runway 48/22L Rehab	JUN-93	DEC-93	0	0	3,181,438	8,051,100	
H0705	Taxiway Guidance Signs	APR-93	DEC-93	0	0	1,666,685	3,700,756	
H1015	Service Water System	AUG-91	OCT-92	0	0	1,026,709	1,026,709	
H1030	Terminal 3 Security	JAN-95	DEC-95	0	0	7,741,489	7,660,317	
H1030	Fire Door Delayed Egress Security	JAN-95	OCT-96	0	0	6,203,504	5,508,931	
H5003-06	EPS Pedestrian Corridors - Escalator Rehab	MAY-96	APR-97	0	0	3,560,773	3,360,095	
H6005	North - South Pumping Stations and Tunnels	SEP-94	NOV-94	0	0	21,965,000	21,965,000	
H6013	Artfield Emergency Power - North Vault	OCT-93	MAY-95	0	0	1,771,099	1,653,833	
H6017	In - Pavement Edge Lights	MAY-95	AUG-94	0	0	654,796	1,240,185	
H6027	Terrazzo Floor Repair - Concourse EF Storm	JAN-95	JUL-95	0	0	4,424,720	3,565,982	
H6032-01	Radio Trunking System	AUG-94	AUG-95	0	0	1,453,558	1,272,330	
H6039	Ground Run-Up Enclosure	AUG-96	FEB-97	0	0	1,202,978	1,155,958	
H7042	HTW (High Temp. Water) Systems Improvements	OCT-97	JUL-91	0	0	3,955,737	3,050,336	
H8040	Runway 14L/21R Shoulder and Edge Lighting	JUN-96	NOV-96	0	0	6,775,939	7,925,080	
H8031	Hanger Area Service Road Rehabilitation	NOV-96	AUG-97	0	0	8,816,730	10,171,954	
H8037	Acquisition of Four (4) Tow Trucks	AUG-96	JUN-97	0	0	2,571,107	2,571,106	
H8500	Upgrade Airside Perimeter Road / New Guard Posts	SEP-96	DEC-96	0	0	2,745,112	2,745,112	
H8507	Acquisition of Miscellaneous Equipment	APR-96	DEC-96	0	0	3,865,703	4,400,000	
H8821	Acquisition of 100 Foot Tower Ladder Vehicle	NOV-95	DEC-96	0	0	683,707	683,706	
H8998	School Soundproofing	JUN-92	DEC-01	0	0	3,202,112	81,704,950	
H8999	Residential Insulation	JUN-96	DEC-01	0	0	279,886	179,513,603	
H8025	Noise Planning	JAN-96	DEC-01	0	0	3,549,242	9,419,828	
TOTAL APPLICATION NO. 96-05-C-00-ORD				0	0	24,769,237	\$467,714,130	\$537,260,535

CITY OF CHICAGO - DEPARTMENT OF AVIATION
CHICAGO O'HARE INTERNATIONAL AIRPORT
PFC QUARTERLY REPORT - PROJECT ACTIVITY

4th QUARTER 2002

PROJECT NO.	PROJECT DESCRIPTION	CONSTRUCTION SCHEDULE		QUARTER	PFC EXPENDITURES CUMULATIVE	AMOUNT APPROVED	CURRENT TOTAL EST COST
		START	COMPLETE				

Application No. 98-07-C-00-ORD								
H1060	Upgrade ICAD to Windows NT Platform	JAN-98	NOV-98		483,262	\$553,415	\$483,262	
H1062	ID Badging System Upgrade	JAN-98	NOV-98		677,000	700,000	677,001	
H1063	Guard Post 2 - Site Improvements	SEP-97	DEC-97		728,368	728,369	864,681	
H5043	Airport Trunk System (ATS) Improvements	FEB-98	DEC-01		9,025,342	10,000,000	9,100,000	
H5048	Runway 4R/22L Rehabilitation	MAY-98	OCT-98	10/271	1,949,279	1,949,287	2,755,011	
H6058	Runway 4L/22R Rehabilitation	JUL-97	NOV-97		8,157,514	7,832,616	8,157,514	
H6060	Security Enhancements at Former Military Base	MAR-99	SEP-02	(2,736,090)	3,218,420	7,900,000	7,900,000	
H6069	Additional School Soundproofing	JUN-97	DEC-01		17,839,044	21,822,127	21,822,127	
H8001-97	Acquisition of 1987 Equipment	MAR-97	DEC-97		3,889,283	3,142,034	3,889,283	
H8706								
TOTAL APPLICATION NO. 98-07-C-00-ORD					(2,717,819)	45,966,423	\$54,825,408	\$56,648,889

Application No. 01-12-C-00-ORD

H6039 *	Shoulder Rehabilitation - Runway 4R/22L & 9L/27R	SEP-95	NOV-95		2,422,991	\$2,422,991	\$2,422,991
H0286	ATS Remote Parking Lot Station	JUN-91	JUL-93		6,501,882	6,501,883	8,164,584
H5021	Purchase Two New ATS Cars	FEB-95	FEB-98		8,103,141	8,103,141	8,945,848
H6012 *	Cargo Tunnel Structural Repairs	NOV-01	NOV-01		1,092,279	2,302,484	1,116,908
H8014	Military Site Acquisition Formulation	JAN-94	DEC-00		881,991	881,992	4,016,000
H6004	Oil Separators 1,2,3 Rehabilitation	AUG-96	AUG-97		1,989,887	1,989,887	3,329,887
G3005	Gary - Perimeter Fencing	OCT-96	NOV-96		125,290	118,300	125,290
G4001	Gary - West Air Cargo Area Site Work	N/A	N/A		0	0	0
G6002	Gary - Apron Deicing Facility	AUG-97	DEC-97		825,087	840,200	840,200
G6003	Gary - East T-Hanger Area Site Work	APR-97	JUN-97		166,573	306,000	166,573
G1006	Terminal Renovation Program	APR-97	DEC-99		1,006,017	908,000	1,006,017
G6007	Automated Weather Observation System (AWOS)	MAY-98	DEC-99		112,151	103,000	112,151
G6004	General Aviation Apron Overlay/Expansion	MAY-98	DEC-99		406,631	457,500	457,500
H0031 *	Interactive Computer Training System	MAR-98	DEC-02		2,635,265	3,600,000	3,600,000
H0173	Concourse F Extension	AUG-00	JAN-03		0	5,100,000	9,885,849
H0179-07	Terminal #1 Airside Connection and Infill	CANCELLED			0	0	1,258,546
H1012-01	T3 ATS Bridge	AUG-00	DEC-05		0	4,810,000	4,810,000
H1070	Concession Area Public Space Buldozt	OCT-99	SEP-01		4,112,034	8,000,000	25,000,000
H1071-01 *	Basit Mitigation - Glass Coating	AUG-99	APR-01	273,758	1,159,184	9,300,000	9,300,000
H1072	Security Checkpoint Equipment	OCT-99	OCT-06		7,670,724	8,200,000	7,821,207
H1074	Terminal 1 Elevator Expansion	JUL-99	OCT-00		0	18,230,000	18,230,000
H3025	AMC Addition	FEB-01	OCT-01	(3,491)	6,756,939	7,300,000	7,516,940
H5035	Upper Level Roadway Deck Rehabilitation	MAR-99	DEC-03		9,576,699	85,827,238	65,659,645
H5061-01	ATS - Vehicles Acquisition (2)	MAR-99	DEC-03		48,646	26,000,000	26,000,000
H5062	ATS Remote Station Escalator	MAY-99	AUG-00		2,703,096	3,000,000	3,215,611
H5063	ATS MIRA Computer Upgrade	MAR-99	MAY-01		4,897,114	5,000,000	17,815,207
H5064	Landslide Formulation	OCT-98	DEC-02		6,984,111	17,815,207	8,000,000
H5065	Basista Coleman Drive Rehabilitation - Phase II	NOV-99	SEP-00	134,910	1,728,530	9,184,162	9,184,162
H6055	Wetlands Reclamation	JUN-92	MAY-03	3,929	696,047	3,000,000	3,000,000
H6057 *	Small Basin Stormwater Quality	AUG-00	OCT-02	1,197,621	5,223,227	10,400,000	10,400,000
H6074 *	Runway 14R/22L Rehabilitation	JUL-99	DEC-01		11,148,798	100,993,563	95,460,673
H6076 *	Runway "T" Extension Rehabilitation	JUL-99	DEC-01	4,861	5,538,689	6,500,000	5,638,689
H7048	Taxiway "W" Rehabilitation	APR-01	JUL-01		380,435	8,450,000	500,000
H7060	H&R Formulation	MAY-99	AUG-03		419,108	600,000	1,253,040
H8035 *	GA Apron Pavement Rehabilitation	JUL-90	DEC-01		810,294	1,000,000	1,177,090
H8037	Military Site Airside Fencing	APR-90	OCT-98		236,087	2,800,000	3,560,400
H8038 *	Acquisition of 1998 Security and Fire Equipment	MAR-90	DEC-92		112,448	185,000	185,000
H8040	Soil Erosion & Sedimentation Control	MAR-91	DEC-94		2,334,449	2,500,000	2,500,000
H8041	MDW Home Soundproofing	CANCELLED			89,267	10,000,000	10,000,000
H1071-02 *	Basit Mitigation - Phase II	MAR-98	NOV-06		1,127	1,000,000	131,128
H5061-02	ATS Vehicles Acquisition (12cars)	AUG-00	OCT-02	1,435	14,228,927	54,000,000	54,000,000
H5067	Basista Coleman Bridge Rehabilitation	JUN-00	SEP-00		4,139,146	14,430,000	15,718,448
H6078 *	Lake O'Hare Capacity Enhancement	DEC-99	DEC-01	253,337	6,118,411	6,000,000	13,586,227
H6081 *	Runway 9L/27R Rehabilitation	CANCELLED			25,123,162	27,501,249	27,501,249
H6083 *	Perimeter Intrusion Detection System	OCT-98	APR-00		641,961	2,000,000	0
G8001	Taxiway B Rehabilitation at CMCA	JAN-97	OCT-97		274,044	550,000	641,961
G8005	Phase II Airport Master Plan					250,000	274,044
G8002	Terminal Apron Extension						
G8003	Application No. 01-12-C-00-ORD (Cont'd)						
	Snow Removal Equipment	OCT-98	OCT-99		769,663	\$740,000	\$769,663
	Acquire 1500 Gal. ARFF Vehicle	JAN-00	MAR-00		599,663	500,000	599,663

PROJECT NO.	PROJECT DESCRIPTION	CONSTRUCTION SCHEDULE			PFC EXPENDITURES QUARTER	PFC EXPENDITURES CUMULATIVE	AMOUNT APPROVED	CURRENT TOTAL EST COST	
		START	COMPLETE	QUARTER					
G1006-02	Terminal Renovation Phase II	JAN-00	SEP-00						
H6054*	Snow Dump Improvement	AUG-01	NOV-03		1,027,566	1,000,000	1,027,566		
H6082	Runway 14L/28R Rehabilitation	JUN-02	OCT-02			20,000,000	20,000,000		
H7056	High Temp Water Piping: Eliminate Ball Joints	APR-02	DEC-03			30,000,000	24,242,977		
H8039	NPDES Permit Compliance	JUL-01	JUN-03		5,941,538	4,400,000	21,337,000		
H0044	WCP Formulation	DEC-00	DEC-02			68,000,000	4,400,000		
H1097-99	T1, T2, T3 FACE Improvements	APR-02	NOV-02			38,730,000	94,500,000		
H1304*	Run Pit ARFF Storage and Simulator Training Facility	JUL-02	NOV-02			2,400,000	132,197,000		
H1304*	Terminal Five Upper Level Roadway Rehabilitation	JUN-98	NOV-99		4,090,004	4,000,000	2,574,500		
H1304*	Runway Ditching Fluid Facility Improvements	NOV-98	DEC-98			4,000,000	8,174,000		
H6085*	Runway Weather Sensors Upgrade	AUG-00	MAY-01			4,000,000	4,113,965		
H6085-01*	Runway Weather GA Avion	APR-99	MAY-99			8,500,000	560,215		
H6085*	Land and Hold Short Operations Improvements	MAR-99	DEC-02			2,900,000	2,000,000		
H6089*	Snow/Security/Fire Equipment	JUN-99	NOV-02			11,970,000	9,078,100		
H8038-02	School Insulation - 1999 - 2001	NOV-02	NOV-02			122,000,000	130,120,000		
H8998-03*	Residential Insulation - 2000 (800 homes)	OCT-00	DEC-01			60,000,000	60,000,000		
H8998-03*	Residential Insulation - 2001 (850 homes)	OCT-01	DEC-02			54,500,000	54,000,000		
H8998-04*	Acquire 1500 Gal. ARFF Vehicle	APR-02	NOV-02			475,000	54,000,000		
G8004	Terminal Renovation Phase III	APR-01	JUL-02		463,077	1,025,000	1,025,000		
G1006-03	TOTAL APPLICATION NO. 01-12-C-00-ORD				7,808,098	175,348,858	\$070,827,790	\$1,071,932,155	
Application No. 02-13-U-00-ORD									
H6093	Touhy Avenue Reservoir	JUN-02	SEP-04			\$53,000,000	\$48,303,624		
G6005	Acquire Snow Removal Equipment (Snow Broom)	NOV-02	JUN-03			\$200,000	\$200,000		
G6008	Expand Snow Removal Equipment Building	OCT-02	SEP-03			\$1,100,000	\$1,100,000		
G6010	Rehabilitate Runway 12/30	SEP-02	DEC-02			\$900,000	\$900,000		
G1007	Terminal Apron Expansion and Loading Bridge Installation	NOV-02	AUG-03			\$285,000	\$285,000		
GARB-13	TOTAL APPLICATION NO. 02-12-C-00-ORD					2,228,945	68,240,131	\$2,565,000	
PFC-13	GARB Debt Service					10,314,498	107,505,178	\$3,172,377,869	
PFC-13	PFC Revenue Bond Debt Service					18,245,763	771,277,241	\$2,727,650,298	
TOTAL IMPROSE AND USE						18,245,763	771,277,241	\$3,172,377,869	
Application No. 01-12-C-00-ORD									
H0304	Relocated NW1 Taxiway Connection	MAR-04	DEC-06			\$0	\$35,000,000		
H1075	Concourse C Upgrade	MAR-04	DEC-06			0	20,000,000		
H1076	Concourse B Upgrade	MAR-04	DEC-06			0	20,000,000		
H1077	Concourse L Upgrade	MAR-04	DEC-06			0	20,000,000		
H1078	Concourse K Upgrade	MAR-04	DEC-06			0	20,000,000		
H1079	Concourse L Extension	MAR-04	DEC-06			0	10,600,000		
H1080	Concourse H Upgrade	MAR-04	DEC-06			0	20,000,000		
H3028	New Police Facility	OCT-04	SEP-03			0	10,775,000		
H5057	Balmoral Drive Extension	MAY-02	FEB-01			0	10,000,000		
H5058	I-190 Collector Distributor	MAY-03	DEC-07			0	102,600,000		
H5068	ATS Station at Rental Car Campus	MAR-03	FEB-04			0	16,000,000		
H5102	Runway 14/36 Rehabilitation	MAY-03	NOV-06			80,000,000	80,000,000		
H5103	ATS North Extension	SEP-03	NOV-06			45,000,000	45,000,000		
H5104	ATS Maintenance Relocation	SEP-03	NOV-06			49,844,000	81,000,000		
H6104	Concourse K Extension	OCT-04	JUN-04			4,000,000	9,672,708		
H6105	Taxiway A/B Extension/Oil Separators Relocation	OCT-04	NOV-08			22,440,000	31,000,000		
H1110	Terminal 5 Apron	OCT-04	NOV-08			140,416,000	945,000,000		
H1110	Terminal 5 Diversion	OCT-04	NOV-08			23,000,000	100,000,000		
H1110	T1/T2 Connection Expansion	APR-05	APR-07						
TOTAL APPLICATION NO. 01-12-C-00-ORD						0	\$364,700,000	\$1,581,627,708	
TOTAL IMPROSE ONLY						0	\$364,700,000	\$1,581,627,708	
GRAND TOTAL APPROVED PROJECTS						18,245,763	771,277,241	\$3,094,350,298	\$4,954,225,577

* Approved for \$4.50 collection level

ATTACHMENT A

CITY OF CHICAGO
 CHICAGO O'HARE INTERNATIONAL AIRPORT
 PASSENGER FACILITY CHARGE REVENUE BONDS SERIES 1996A AND SERIES 1996B - CONSTRUCTION FUND DISBURSEMENTS
 FOR THE QUARTER ENDED 12/31/02

Project Number	Project Description	Total Revised FAA Approved Amount	Less PFC Pay- As-You-Go	Less Financing and Interest	FAA Approved PFC Bond Funded Expenditure Authority	Disbursements from PFC Revenue Bond Proceeds Quarterly	Cumulative
SERIES 1996 A							
H8998	School Soundproofing	\$ 106,834,155	\$ 6,000,000	\$ 35,950,154	\$ 64,884,001	\$ 0	\$ 57,563,636
H8999	Residential Insulation	158,950,000	0	60,950,000	98,000,000		96,388,732
H8025	Noise Planning	6,800,000	0	2,800,000	4,000,000		2,639,117
NP-74	School Sound Insulation	46,067,786	6,550,941	14,088,845	25,428,000		26,079,579
	Subtotal	\$ 318,651,941	\$ 12,550,941	\$ 113,788,999	\$ 192,312,001	\$ 0	\$ 182,671,064
SERIES 1996 B							
AF-18	Airfield Drainage Improvements	43,799,496	0	12,738,825	31,060,671	0	33,197,089
	Total	\$ 362,451,437	\$ 12,550,941	\$ 126,527,824	\$ 223,372,672	\$ 0	\$ 215,868,153

ATTACHMENT B

CITY OF CHICAGO
CHICAGO O'HARE INTERNATIONAL AIRPORT
PASSENGER FACILITY CHARGE REVENUE BONDS SERIES 2001A, 2001B, 2001C, 2001D AND 2001E - CONSTRUCTION FUND DISBURSEMENTS
FOR THE QUARTER ENDED 12/31/02

Project Number	Project Description	Total Revised FAA Approved Amount	Less PFC Pay- As-You-Go	Less Financing and Interest	FAA Approved PFC Bond Funded Expenditure Authority	Disbursements from PFC Revenue Bond Proceeds Quarterly	Cumulative
Series 2001A							
AF-13	Terminal Apron Pavement Rehab	\$ 115,400,000	\$ 0	\$ 55,400,000	\$ 60,000,000	\$ 70,514	\$ 19,362,141
TA-45A	Terminal #2 Upgrade	67,310,000	0	32,310,000	35,000,000		0
TA-49	Terminal #3 Upgrade	92,310,000	0	44,310,000	48,000,000		0
TA-56	T2 & T3 UL & Elevator Extension	115,400,000	0	55,400,000	60,000,000		0
H0173	Concourse F Extension	5,100,000	0	2,450,000	2,650,000	1,473,008	1,998,861
H1074	Terminal 1 Elevator Expansion	19,230,000	0	9,230,000	10,000,000		0
H3044	ARFF/Simulator Training Facility	2,400,000	0	1,200,000	1,200,000	302,310	525,136
H6054	Snow Dump Improvement	20,000,000	0	10,000,000	10,000,000	76,656	2,340,191
H6082	Runway 14L/32R Rehabilitation	30,000,000	0	15,000,000	15,000,000	4,923,043	6,920,316
H7056	HTW Piping: Eliminate Ball Joints	20,000,000	0	10,000,000	10,000,000	1,248,219	4,485,369
H1097-99	T1, T2, T3 FACE Improvements	36,730,000	0	18,365,000	18,365,000	139,541	6,385,981
H6086-01	Service Road to GA Apron	8,600,000	0	4,300,000	4,300,000	1,980	4,215,181
H8039	NPDES Permit Compliance	4,400,000	0	2,200,000	2,200,000	445,432	586,469
H6093	Touhy Avenue Reservoir	53,000,000	0	26,500,000	26,500,000	4,272,699	4,370,799
	Subtotal - Series 2001A	\$ 589,880,000	\$ 0	\$ 286,665,000	\$ 303,215,000	\$ 12,953,402	\$ 51,190,444
Series 2001B							
H1012-01	T3 ATS Bridge	\$ 4,810,000	\$ 0	\$ 2,310,000	\$ 2,500,000	\$	\$ 94,321
H5061-01	ATS - Vehicles Acquisition (3)	26,000,000	0	12,500,000	13,500,000	4,186	1,721,361
H5094	T5 UL Roadway Rehabilitation	4,400,000	0	2,200,000	2,200,000	2,264,619	2,914,693
H8998-03	School Insulation - 1999 - 2001	115,787,037	0	57,893,519	57,893,518	2,996,834	32,721,758
H8999-03	Residential Insulation - 2000 (900 homes)	60,000,000	0	30,000,000	30,000,000	90,342	17,594,213
H8999-04	Residential Insulation - 2001 (850 homes)	54,400,000	0	27,200,000	27,200,000	2,489,794	6,776,503
	Subtotal - Series 2001B	\$ 265,397,037	\$ 0	\$ 132,103,519	\$ 133,293,518	\$ 7,845,775	\$ 61,822,849
Series 2001C							
AF-18	Airfield Drainage Improvements	\$ 216,728,032	\$ 10,120,164	\$ 106,667,361	\$ 99,940,507	\$ 4,930,316	\$ 43,702,100
HR-55	H&R Chilled Water Study Impl	33,032,751	23,477,073	3,955,352	5,600,326		0
TA-46	Concourse G Upgrade	89,320,309	49,834,359	23,020,309	16,465,641		16,465,641
PL-01	Formulation Costs	39,522,970	27,424,972	7,053,133	5,044,865		5,044,865
H8025	Noise Planning	9,419,828	627,224	3,719,828	5,072,776		1,072,776
H6074	Runway 14R/32L Rehabilitation	100,993,563	10,249,887	52,903,563	37,840,113	(6,431,879)	8,803,380
H6081	Perimeter Intrusion Detection System	25,323,162	2,470,397	13,323,162	9,529,603		9,529,603
	Subtotal - Series 2001C	\$ 514,340,615	\$ 124,204,076	\$ 210,642,708	\$ 179,493,831	\$ (1,501,563)	\$ 84,618,365
Series 2001D							
NP-74	School Sound Insulation	\$ 54,873,960	\$ 7,419,054	\$ 19,573,960	\$ 27,880,946	\$	\$ 3,538,077
H8998	School Soundproofing	81,704,950	2,998,845	29,704,950	49,001,155		0
H8999	Residential Insulation	179,513,603	1,014,524	112,257,207	66,241,872		4,757,207
H8001-97	Additional School Soundproofing	21,922,127	18,625,168	1,922,127	1,374,832		0
H5035	Upper Level Roadway Rehabilitation	65,827,338	0	39,377,338	27,450,000	9,688,935	24,301,568
H5063	ATS MIRA Computer Upgrade	17,815,207	4,410,049	7,815,207	5,589,951		5,589,951
H5065	Bessie Coleman Drive Rehabilitation - Ph II	9,184,182	519,970	5,051,224	3,612,968		3,612,968
H8998-03	School Insulation - 1999 - 2001	6,212,963	0	3,106,481	3,106,482		0
	Subtotal - Series 2001D	\$ 437,054,310	\$ 34,987,810	\$ 217,808,494	\$ 184,258,206	\$ 9,688,935	\$ 41,819,771
Series 2001E							
IT-13	International Terminal	\$ 194,319,440	\$ 48,393,200	\$ 85,074,998	\$ 60,851,242	\$	\$ 0
	Subtotal - Series 2001E	\$ 194,319,440	\$ 48,393,200	\$ 85,074,998	\$ 60,851,242	\$ 0	\$ 0
	TOTAL - ALL SERIES 2001	\$ 2,000,991,402	\$ 207,584,886	\$ 932,294,719	\$ 861,111,797	\$ 28,986,549	\$ 239,451,429

City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Net Signatory Airline Requirement

	Projected After OMP Phase I Debt Service and Refundings/Restructurings									
	Budget ¹ 2003	2003	2004	2005	2006	2007	2008	2009	2010	2011
Net Signatory Airline Requirement ^{2,3}										
O&M Expenses	\$324,378,593	\$324,378,593	\$344,956,589	\$363,075,803	\$382,160,987	\$410,407,905	\$432,005,159	\$475,160,293	\$500,184,915	\$526,546,597
Baseline Net Debt Service ⁴	142,697,802	144,362,509	207,814,191	237,502,963	243,162,777	273,276,586	273,219,243	257,743,791	258,939,492	259,352,876
Expected Debt Service Increase/(Savings)	0	(6,228,934)	(38,796,663)	(29,786,545)	(25,466,238)	(102,044)	(97,606)	25,197,698	35,685,953	45,623,535
IT SRB Debt Service	(547,174)	(547,174)	0	0	0	0	0	0	0	0
Fund Deposits	5,917,459	5,917,459	8,491,609	7,887,327	8,139,545	10,441,026	8,789,989	14,191,179	9,670,623	10,017,322
Total O&M Expenses, Net Debt Service, and Fund Deposits	\$472,446,679	\$467,882,453	\$522,465,726	\$578,679,548	\$607,997,072	\$694,023,473	\$713,916,786	\$772,292,962	\$804,480,983	\$841,540,330
Less:										
Non-Airline/Non-Signatory Airline Revenues ⁵	172,334,279	171,792,941	178,394,896	185,898,567	194,167,397	205,912,685	214,293,860	224,930,314	234,916,669	245,199,231
Net Signatory Airline Requirement	\$300,112,401	\$296,089,512	\$344,070,831	\$392,780,981	\$413,829,674	\$488,110,788	\$499,622,926	\$547,362,648	\$569,564,314	\$596,341,099
Projected Enplanements	31,995,773	31,995,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691
Net Signatory Airline Requirement per Enplanement	\$9.38	\$9.25	\$10.33	\$11.46	\$11.73	\$13.45	\$13.38	\$14.24	\$14.42	\$14.68
Future PFC Bond Debt Service	\$2,353,063	\$2,353,063	\$7,752,457	\$38,217,753	\$41,482,706	\$44,843,437	\$48,185,506	\$51,261,453	\$51,261,453	\$51,261,453

1) Based on City of Chicago 2003 1st Half-Year Rate Schedule.

2) Net of Land Support Cost/Revenue Center (CRC).

3) Includes both Domestic and International Terminal Signatory Airline requirements.

4) Debt for all previously MII-approved projects is included for the projected years. The Baseline Net Debt Service in 2003 in the multi-year model is slightly higher than in the City's 2003 first-half rates and charges due to different assumptions regarding the completion dates of previously approved CIP projects. The actual mid-year adjustments to 2003 rates and charges will reflect actual completion dates.

5) Includes Non-airline and Non-Signatory Airline revenues applicable to Note #2.

Sources: City of Chicago, Fullerton & Friar, Inc., Ricondo & Associates, Inc.

Prepared by Ricondo & Associates, Inc.

City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges

Net Signatory Airline Requirement

	2012	2013	2014	2015	2016	2017	2018	2019	2020
Projected After OMP Phase I Debt Service and Refundings/Restructurings									
Net Signatory Airline Requirement ^{2,3}	\$554,317,349	\$583,573,079	\$614,393,800	\$646,863,860	\$681,072,172	\$717,112,465	\$755,083,543	\$794,961,249	\$836,944,990
O&M Expenses	258,838,260	271,895,830	266,481,134	238,818,043	246,380,191	248,072,448	74,237,560	88,062,773	88,063,754
Baseline Net Debt Service ⁴	55,968,963	54,831,585	69,972,267	108,795,637	121,377,412	134,542,418	320,857,706	320,847,991	320,839,346
Expected Debt Service Increase/(Savings)	0	0	0	0	0	0	0	0	0
IT SRB Debt Service	0	0	0	0	0	0	0	0	0
Fund Deposits	10,382,397	10,766,832	11,171,667	11,597,996	12,046,974	12,519,816	25,603,715	26,092,891	26,600,448
Total O&M Expenses, Net Debt Service, and Fund Deposits	\$879,506,969	\$921,067,325	\$962,018,867	\$1,006,075,537	\$1,060,876,749	\$1,112,247,147	\$1,175,782,524	\$1,229,964,903	\$1,272,448,537
Less:									
Non-Airline/Non-Signatory Airline Revenues ⁵	255,894,526	266,309,140	278,236,555	291,658,456	304,178,074	317,383,370	342,585,481	355,265,707	368,458,608
Net Signatory Airline Requirement	\$623,612,443	\$654,758,186	\$683,782,312	\$714,417,081	\$756,698,675	\$794,863,778	\$833,197,043	\$874,699,196	\$903,989,929
Projected Enplanements	41,747,791	42,916,729	44,118,397	45,309,594	46,532,953	47,789,343	49,079,655	50,404,806	51,765,735
Net Signatory Airline Requirement per Enplanement	\$14.94	\$15.26	\$15.50	\$15.77	\$16.26	\$16.63	\$16.98	\$17.35	\$17.46
Future PFC Bond Debt Service	\$51,261,453	\$51,261,453	\$51,261,453	\$51,261,453	\$51,261,453	\$51,261,453	\$51,261,453	\$51,261,453	\$51,261,453

1) Based on City of Chicago 2003 1st Half-Year Rate Schedule.

2) Net of Land Support Cost/Revenue Center (CRC).

3) Includes both Domestic and International Terminal Signatory Airline requirements.

4) Debt for all previously MII-approved projects is included for the projected years. The Baseline Net Debt Service in 2003 in the multi-year model is slightly higher than in the City's 2003 first-half rates and charges due to different assumptions regarding the completion dates of previously approved CIP projects. The actual mid-year adjustments to 2003 rates and charges will reflect actual completion dates.

5) Includes Non-airline and Non-Signatory Airline revenues applicable to Note #2.

Sources: City of Chicago, Fullerton & Friar, Inc., Ricondo & Associates, Inc.

Prepared by Ricondo & Associates, Inc.

Assumptions for Net Airline Requirement Table*

Capital cost assumptions

- OMP- Phase 1 project costs are escalated based on current schedule
- Previously approved CIP and WGP costs are already reflected in Baseline Net Debt Service

Forecast assumptions

- The lower growth enplanement forecast is assumed

O&M Assumptions

- Ricondo & Associates attachment shows detail

AIP assumptions

- All Entitlements through 2008 are applied to OMP costs
- \$300 million in LOI Discretionary funding is assumed for the OMP-Phase 1

PFC/ PFC Bond assumptions

- All PFCs through 2008 are fully committed to OMP
- PFC bonds are assumed to be issued as double-barrel bonds
- PFC bonds are assumed to have 1.10x coverage
- No coverage is collected for PFC bonds because coverage is funded from PFC pay-as-you-go amounts
- A fully-funded debt service reserve fund is assumed
- Interest on PFCs bonds is not capitalized (with limited exceptions)
- Bonds assumed to be issued 85% fixed rate / 15% variable rate
- Assumed interest rates: fixed rate – 6.25%, variable rate - 4%
- Assumed insurance premium of 40 basis points

GARB assumptions

- GARBs are assumed to be issued under Third Lien Indenture
- GARBs are assumed to have 1.10x rolling coverage
- A fully-funded debt service reserve fund is assumed
- Interest on GARBs is capitalized to estimated dates of completion
- Bonds assumed to be issued 85% fixed rate / 15% variable rate
- Assumed interest rates: fixed rate – 6.25%, variable rate - 4%
- Assumed insurance premium of 40 basis points

Refunding bond assumptions

- All principal repayments deferred until 2018 and after
- Existing capitalized interest maintained
- All other assumptions the same as for GARBs above

*For purposes of this Table, results after the May 2018 expiration date of the Use Agreement are presented as if all rates and charges calculations continue unchanged.

04/14/03-4:54 AM

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April 11, 2003

In modeling the future financing required for the Airport, we assumed that bond insurance would be obtained for both the future GARBs and double-barreled bonds. We assumed a bond insurance premium of 40 basis points (0.40%) for all such issues. The dollar amount of the bond insurance premiums is calculated by applying the premium rate against the total debt service on an issue. Although the level of bond insurance premiums will certainly fluctuate over the life of this financing program, we believe that 40 basis points ("BP") is a reasonable assumed premium level for our analysis.

As background, bond insurance premium are affected by market conditions, the credit perception of the type of issue being insured (i.e., airports vs. housing vs. health care), the estimated trading difference between insured and uninsured bonds for that type of issuer, and the degree of price competitiveness which exists among the bond insurers. In the early to mid-1990s, these factors produced very aggressive pricing for airport issues; as a result, premiums were often in the range of 15-25 BP. Pricing was somewhat less aggressive in the mid-1990s through 2001, and stabilized in the range of 20-35 BP for airport issues.

The cost of insurance for PFC stand-alone issues was a bit higher, because of the more limited revenue stream for such bonds, and some general market concerns about PFC termination risk. As an example, the City's \$700 million of PFC second lien bonds (which were sold in five separate series in mid-2001) were insured at a rate of 35.4 BP.

The insurance market for airport issues changed dramatically after September 11, 2001. The primary reasons were the dramatic effects that September 11th had on the perceived credit risks related to airport issues, and the wide trading differential which occurred in the market between insured and uninsured airport bonds. Because insurance companies set their premiums to, in effect, "share the savings" which result from selling issues as AAA-rated insured bonds, insurance premiums increased dramatically. Insurance premiums for airport issues in the first half of 2002 ranged from approximately 45 BP to 80 or more BP.

The Airport actually fared relatively well during this period, as it received a bid of 47.9 BP for its \$490 million initial issue of third lien GARBs sold in the spring of 2002.

Insurance premiums have gradually declined over the past year, as the operations of most airports have stabilized, and the high levels of uncertainty which existed in early 2002 have been reduced. Insurance bids in the range of 40-50 BP, and in some cases lower, are now relatively common. As an example, one of our other clients received an insurance bid of 32.8 BP for an issue sold in February of this year. To our knowledge, this was the lowest insurance bid received for an airport revenue bond issue since September 11th.

There will, of course, continue to be uncertainty in the bond insurance market, particularly as it relates to how an individual airline's financial problems might affect a particular airport. Nevertheless, we believe it is reasonable to assume that bond insurance will likely remain in the 30-50 basis point range for most major airports, and that the Airport will be in the middle of that range.

TABLE 1

City of Chicago
O'Hare International Airport
O'Hare Modernization Program (OMP) Phase I
Projected O&M Expense Impacts (dollars in millions)

	Projected									
	Budget 2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Proposed Runway 9L-27R	\$0.0	\$0.0	\$0.0	\$0.0	\$8.1	\$8.6	\$9.0	\$9.5	\$10.0	\$10.5
Proposed Extension of Runway 10L-28R	0.0	0.0	0.0	0.0	0.0	0.0	3.4	3.6	3.8	4.0
Proposed Runway 10C-28C	0.0	0.0	0.0	0.0	0.0	0.0	17.0	17.9	18.8	19.8
Estimated Annual Increase over Baseline	\$0.0	\$0.0	\$0.0	\$0.0	\$8.1	\$8.6	\$29.4	\$30.9	\$32.6	\$34.2

Notes:

- 1) Increase in O&M expenses is based on a percent increase of planned runway pavement surface area over existing runway surface area (see Table 2).
- 2) In 2007, proposed Runway 9L-27R will increase pavement area by 11.3 percent (see Table 2).
- 3) In 2009, the proposed westward extension of proposed Runway 10L-28R and the opening of proposed Runway 10C-28C will increase runway pavement surface area an additional 25.6 percent over the existing airfield (or 23 percent over the proposed then current airfield) (see Table 2).
- 4) The following direct Airfield CRC and Vehicle Cost Pool O&M expense categories have been impacted based on the above pavement surface area methodology
 - a) Salaries & Wages - Operating
 - b) Salaries & Wages - Other
 - c) Energy
 - d) Materials and Supplies
 - e) Equipment and Property Rental
 - f) Repairs and Maintenance
 - g) Machinery, Vehicles, and Equipment
 - h) Employee Benefits are increased based on the proportionate increase in total Salaries & Wages
- 5) The Vehicle Cost Pool O&M expense impacts are adjusted per the current Airfield CRC allocation percentage (68.4 percent) to reflect only Airfield impacts
- 6) The full pavement length of existing Runway 14R-32L is assumed to be operational for the purposes of this analysis (i.e., aircraft may still taxi on portions of the shortened Runway's pavement).

TABLE 2

City of Chicago
 O'Hare International Airport
 O'Hare Modernization Program (OMP) Phase I
 OMP Phase I Runway Pavement Surface Area Increases

Total Existing Runway Square Feet: 9,953,300

Proposed Runway	Proposed Length	Proposed Width	Additional Square Feet	Proposed First Year of Operation	Proposed % Increase in Pavement Area
Proposed Runway 9L-27R	7,500	150	1,125,000	2007	11.3%
Proposed Extension of Runway 10L-28R	2,859	150	428,850	2009	4.3%
Proposed Runway 10C-28C	10,600	200	2,120,000	2009	21.3%
				Total:	36.9%

Note: Full length of pavement associated with existing Runway 14R-32L is assumed to remain operational throughout OMP Phase I for the purposes of this analysis (i.e., aircraft may taxi on portions of the shortened Runway's pavement).

Prepared by Ricondo & Associates, Inc.

Mil Ballot/Certificate Comparison

	Mil Ballot 1 GARBS	Mil Ballot 2 PFC Double Barrel	Mil Certificate 1 GARBS Phase 1A/B	Mil Certificate 2 GARBS Phase 1C/D	Mil Certificate 3 PFC D/B Phase 1 A/B	Mil Certificate 4 PFC D/B Phase 1 C/D
GARBS						
Phase 1 A/B	\$492.40		\$492.40			
Phase 1 C/D	\$1,235.70			\$1,235.70		
PFC Double Barrel						
Phase 1 A/B		\$420.60			\$420.60	\$41.00
Phase 1 C/D		\$41.00			\$80.00	\$60.00
Noise A		\$80.00				
Noise D		\$60.00				
Subtotal Mil Ballot 1	\$1,728.10					
Subtotal Mil Ballot 2		\$601.60				
TOTAL MIL BALLOTS		\$2,329.70				
Subtotal Certificate 1			\$492.40			
Subtotal Certificate 2				\$1,235.70		
Subtotal Certificate 3					\$500.60	
Subtotal Certificate 4						\$101.00
TOTAL CERTIFICATES						\$2,329.70

MAJORITY-in-INTEREST CERTIFICATE NO. 1

1. The undersigned hereby certifies to the City of Chicago (the "City") that (a) he or she is the duly appointed "Airlines' Representative" as that term is defined in the Chicago-O'Hare International Airport Amended and Restated Airport Use Agreement and Terminal Facilities Lease dated as of January 1, 1985, by and between the City and each airline party named therein, as amended (the "Use Agreement"); and (b) costs in a not-to-exceed sum of \$492,400,000 ("Approved Costs") for and certain Capital Projects comprising OMP-Phases 1 A and B (collectively, "Approved Capital Projects") described in the City's Capital Project Approval Request No. 1 ("Capital Project Approval Request No. 1") attached hereto as Attachment 1 have been approved by a Majority-in-Interest of the Airline Parties.
2. The undersigned further certifies that a Majority-in-Interest of the Airline Parties has approved the issuance of General Airport Revenue Bonds, including those issued under the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations, Commercial Paper or a combination thereof ("GARBs"), to fund Approved Costs for the Approved Capital Projects (plus capitalized interest, bond issuance costs and other financing costs). The Debt Service on such GARBs shall be allocated to the Cost Revenue Centers as described in Capital Project Approval Request No. 1.
3. A Majority-in-Interest of the Airline Parties has approved the issuance of GARBs to fund costs of refunding \$1,408,585,000 in aggregate principal amount of General Airport Revenue Bonds (plus bond issuance and other financing costs).
4. A Majority-in-Interest of the Airline Parties has approved that the City may, after issuance of any such refunding GARBs, in addition to any adjustment of Landing Fee Rates, Terminal Area Use Charges and Fueling System Fees provided for under the Use Agreement, on one or more occasions and at any time, adjust such Landing Fee Rates, Terminal Area Use Charges and Fueling System Fees to account for the effect of any such refunding(s) thereon.
5. The undersigned further certifies to the City that:
 - a. Section 8.06. A Majority-in-Interest of the Airline Parties has waived the forty-five (45) day requirement in the first sentence of Section 8.06 of the Use Agreement with regard to making any Capital Expenditures or issuing GARBs or Commercial Paper.
 - b. Independence and Irrevocability of Waivers. A Majority-in-Interest of Airline Parties has acknowledged that each of the waivers contained in this certificate is independent of each other waiver herein contained, is irrevocable and

is given in consideration of the benefits to be derived by the Airline Parties as signatories of the Use Agreement.

6. The undersigned further certifies to the City that a Majority-in-Interest of the Airline Parties has requested that, for purposes of efficiently managing investments, including the preservation of the principal amount thereof, in the funds and accounts attributable to obligations issued by the City with respect to the Airport, the City may enter into one or more forward supply agreements, with counterparties selected by the Chief Financial Officer or the City Comptroller of the City, under which agreements such counterparties agree to sell to the City, and the City agrees to purchase from such counterparties, specific securities on specified dates at purchase prices established at the time of execution and delivery of the applicable agreement for the purpose of investing (a) moneys in any and all of the funds and accounts established pursuant to the General Airport Revenue Bond Ordinance, or (b) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago-O'Hare International Airport Second Lien Obligations, or (c) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations.

7. Capitalized terms used and not defined herein shall have the respective meanings set forth for such terms in the Use Agreement.

Dated: _____ Airlines' Representative _____

MAJORITY-in-INTEREST CERTIFICATE NO. 2

1. The undersigned hereby certifies to the City of Chicago (the "City") that (a) he or she is the duly appointed "Airlines' Representative" as that term is defined in the Chicago-O'Hare International Airport Amended and Restated Airport Use Agreement and Terminal Facilities Lease dated as of January 1, 1985, by and between the City and each airline party named therein, as amended (the "Use Agreement"); and (b) costs in a not-to-exceed sum of \$1,235,700,000 ("Approved Costs") for and certain Capital Projects comprising OMP-Phase 1C and 1D (collectively, "Approved Capital Projects") described in the City's Capital Project Approval Request No. 1 ("Capital Project Approval Request No. 1") attached hereto as Attachment 1 have been approved by a Majority-in-Interest of the Airline Parties.
2. The undersigned further certifies that a Majority-in-Interest of the Airline Parties has approved the issuance of General Airport Revenue Bonds, including those issued under the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations, Commercial Paper or a combination thereof ("GARBs"), to fund Approved Costs for the Approved Capital Projects (plus capitalized interest, bond issuance costs and other financing costs). The Debt Service on such GARBs shall be allocated to the Cost Revenue Centers as described in Capital Project Approval Request No. 1. GARBs may not be issued for the Capital Projects which are in OMP-Phase 1C as described in Exhibit A to Attachment 1 until an Independent Airport Consultant has provided a certificate to the effect that either of the two OMP-Phase 1C Conditions set forth in Attachment 2 attached hereto has been satisfied, and GARBs may not be issued for the Capital Projects which are part of OMP-Phase 1D or Noise Program – Phase 1D Projects as described in Exhibit A to Attachment 1 until an Independent Airport Consultant has provided a certificate to the effect that either of the two OMP-Phase 1D Conditions set forth in Attachment 2 attached hereto has been satisfied.
3. The undersigned further certifies to the City that:
 - a. Section 8.06. A Majority-in-Interest of the Airline Parties has waived the forty-five (45) day requirement in the first sentence of Section 8.06 of the Use Agreement with regard to making any Capital Expenditures or issuing GARBs or Commercial Paper.
 - b. Independence and Irrevocability of Waivers. A Majority-in-Interest of Airline Parties has acknowledged that each of the waivers contained in this certificate is independent of each other waiver herein contained, is irrevocable and is given in consideration of the benefits to be derived by the Airline Parties as signatories of the Use Agreement.

4. The undersigned further certifies to the City that a Majority-in-Interest of the Airline Parties has requested that, for purposes of efficiently managing investments, including the preservation of the principal amount thereof, in the funds and accounts attributable to obligations issued by the City with respect to the Airport, the City may enter into one or more forward supply agreements, with counterparties selected by the Chief Financial Officer or the City Comptroller of the City, under which agreements such counterparties agree to sell to the City, and the City agrees to purchase from such counterparties, specific securities on specified dates at purchase prices established at the time of execution and delivery of the applicable agreement for the purpose of investing (a) moneys in any and all of the funds and accounts established pursuant to the General Airport Revenue Bond Ordinance, or (b) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago-O'Hare International Airport Second Lien Obligations, or (c) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations.

5. Capitalized terms used and not defined herein shall have the respective meanings set forth for such terms in the Use Agreement.

Dated: _____ Airlines' Representative _____

MAJORITY-in-INTEREST CERTIFICATE NO. 3

1. The undersigned hereby certifies to the City of Chicago (the "City") that (a) he or she is the duly appointed "Airlines' Representative" as that term is defined in the Chicago-O'Hare International Airport Amended and Restated Airport Use Agreement and Terminal Facilities Lease dated as of January 1, 1985, by and between the City and each airline party named therein, as amended (the "Use Agreement"); and (b) costs in a not-to-exceed sum of \$500,600,000 ("Approved Costs") for and certain Capital Projects comprising OMP-Phases 1A and 1B and certain Noise Program - Phase 1A projects (collectively, "Approved Capital Projects") described in the City's Capital Project Approval Request No. 2 ("Capital Project Approval Request No. 2") attached hereto as Attachment 1 have been approved by a Majority-in-Interest of the Airline Parties.
2. The undersigned further certifies that a Majority-in-Interest of the Airline Parties has approved the issuance of General Airport Revenue Bonds supported by a pledge of legally available PFC Revenues ("Double Barrel PFC Bonds ") and Commercial Paper to fund Approved Costs for the Approved Capital Projects (plus capitalized interest, bond issuance costs and other financing costs). The Debt Service on such Double Barrel PFC Bonds and Commercial Paper shall be allocated to the Cost Revenue Centers as described in Capital Project Approval Request No. 2.
3. The Majority-in-Interest approval for the Double Barrel PFC Bonds described above in paragraph 2 is conditioned on the inclusion in the appropriate bond documents and City Council ordinances with respect to the Double Barrel PFC Bonds of a pledge by the City of legally available PFC Revenues up to \$4.50 per eligible enplanement received by the City after the date of such pledge for the payment of the debt service on the Double Barrel PFC Bonds. Such pledge of PFC Revenues shall be subordinate to the pledge of PFC Revenues under the indentures securing the Chicago O'Hare International Airport Passenger Facility Charge Revenue Bonds and Second Lien Passenger Facility Charge Revenue Bonds and the obligations of the City under Section 25-10(b) of the Compact between the City and the City of Gary Relating to the Establishment of the Chicago-Gary Regional Airport Authority.
4. The undersigned further certifies to the City that:
 - a. Section 8.06. A Majority-in-Interest of the Airline Parties has waived the forty-five (45) day requirement in the first sentence of Section 8.06 of the Use Agreement with regard to making any Capital Expenditures or issuing General Airport Revenue Bonds or Commercial Paper.
 - b. Independence and Irrevocability of Waivers. A Majority-in-Interest of Airline Parties has acknowledged that each of the waivers contained in this certificate is independent of each other waiver herein contained, is irrevocable and

is given in consideration of the benefits to be derived by the Airline Parties as signatories of the Use Agreement.

5. The undersigned further certifies to the City that a Majority-in-Interest of the Airline Parties has requested that, for purposes of efficiently managing investments, including the preservation of the principal amount thereof, in the funds and accounts attributable to obligations issued by the City with respect to the Airport, the City may enter into one or more forward supply agreements, with counterparties selected by the Chief Financial Officer or the City Comptroller of the City, under which agreements such counterparties agree to sell to the City, and the City agrees to purchase from such counterparties, specific securities on specified dates at purchase prices established at the time of execution and delivery of the applicable agreement for the purpose of investing (a) moneys in any and all of the funds and accounts established pursuant to the General Airport Revenue Bond Ordinance, or (b) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago-O'Hare International Airport Second Lien Obligations, or (c) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations.

6. Capitalized terms used and not defined herein shall have the respective meanings set forth for such terms in the Use Agreement.

Dated: _____ Airlines' Representative _____

MAJORITY-in-INTEREST CERTIFICATE NO. 4

1. The undersigned hereby certifies to the City of Chicago (the "City") that (a) he or she is the duly appointed "Airlines' Representative" as that term is defined in the Chicago-O'Hare International Airport Amended and Restated Airport Use Agreement and Terminal Facilities Lease dated as of January 1, 1985, by and between the City and each airline party named therein, as amended (the "Use Agreement"); and (b) costs in a not-to-exceed sum of \$101,000,000 ("Approved Costs") for and certain Capital Projects comprising OMP-Phase 1C and 1D and certain Noise Program – Phase 1D projects ("Approved Capital Projects") described in the City's Capital Project Approval Request No. 2 ("Capital Project Approval Request No. 2") attached hereto as Attachment 1 have been approved by a Majority-in-Interest of the Airline Parties.
2. The undersigned further certifies that a Majority-in-Interest of the Airline Parties has approved the issuance of General Airport Revenue Bonds supported by a pledge of legally available PFC Revenues ("Double Barrel PFC Bonds") and Commercial Paper to fund Approved Costs for the Approved Capital Projects (plus capitalized interest, bond issuance costs and other financing costs). The Debt Service on such Double Barrel PFC Bonds and Commercial Paper shall be allocated to the Cost Revenue Centers as described in Capital Project Approval Request No. 2. Double Barrel PFC Bonds may not be issued for the Capital Projects which are in OMP-Phase 1C as described in Exhibit A to Attachment 1 until an Independent Airport Consultant has provided a certificate to the effect that either of the two OMP-Phase 1C Conditions set forth in Attachment 2 attached hereto has been satisfied, and Double Barrel PFC Bonds may not be issued for the Capital Projects which are part of OMP-Phase 1D Projects or Noise Program – Phase 1D Projects as described in Exhibit A to Attachment 1 until an Independent Airport Consultant has provided a certificate to the effect that either of the two OMP-Phase 1D Conditions set forth in Attachment 2 attached hereto has been satisfied.
3. The Majority-in-Interest approval for the Double Barrel PFC Bonds described above in paragraph 2 is conditioned on the inclusion in the appropriate bond documents and City Council ordinances with respect to the Double Barrel PFC Bonds of a pledge by the City of legally available PFC Revenues up to \$4.50 per eligible enplanement received by the City after the date of such pledge for the payment of such debt service on the Double Barrel PFC Bonds. Such pledge of PFC Revenues shall be subordinate to the pledge of PFC Revenues under the indentures securing the Chicago O'Hare International Airport Passenger Facility Charge Revenue Bonds and Second Lien Passenger Facility Charge Revenue Bonds and the obligations of the City under Section 25-10(b) of the Compact between the City and the City of Gary Relating to the Establishment of the Chicago-Gary Regional Airport Authority.
4. The undersigned further certifies to the City that:

a. Section 8.06. A Majority-in-Interest of the Airline Parties has waived the forty-five (45) day requirement in the first sentence of Section 8.06 of the Use Agreement with regard to making any Capital Expenditures or issuing General Airport Revenue Bonds or Commercial Paper.

b. Independence and Irrevocability of Waivers. A Majority-in-Interest of Airline Parties has acknowledged that each of the waivers contained in this certificate is independent of each other waiver herein contained, is irrevocable and is given in consideration of the benefits to be derived by the Airline Parties as signatories of the Use Agreement.

5. The undersigned further certifies to the City that a Majority-in-Interest of the Airline Parties has requested that, for purposes of efficiently managing investments, including the preservation of the principal amount thereof, in the funds and accounts attributable to obligations issued by the City with respect to the Airport, the City may enter into one or more forward supply agreements, with counterparties selected by the Chief Financial Officer or the City Comptroller of the City, under which agreements such counterparties agree to sell to the City, and the City agrees to purchase from such counterparties, specific securities on specified dates at purchase prices established at the time of execution and delivery of the applicable agreement for the purpose of investing (a) moneys in any and all of the funds and accounts established pursuant to the General Airport Revenue Bond Ordinance, or (b) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago-O'Hare International Airport Second Lien Obligations, or (c) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations.

6. Capitalized terms used and not defined herein shall have the respective meanings set forth for such terms in the Use Agreement.

Dated: _____ Airlines' Representative _____

FULLERTON & FRIAR, INC.

333 THIRD AVENUE NORTH, SUITE 330
ST. PETERSBURG, FLORIDA 33701

TELEPHONE: (727) 822-4688
FACSIMILE: (727) 822-4681
E-MAIL: kfullerton@fullertonfriar.com

April 10, 2003

As requested, attached to this memo is an analysis of the total approximately \$1.4 billion principal amount of bonds which our model projected, at a very gross level, would have to be refunded as part of the overall proposed refundings/restructurings, including an allocation of debt service by Cost-Revenue Center. The model employs a variety of simplifying assumptions. The results are accurate, but the model shows some bonds being refunded sooner, and potentially a greater amount of bonds being refunded, than may end up being the case, as precise timing and market conditions are better known.

The actual determination of which series of bonds should be refunded, and at what time they should be refunded, requires a more precise review of the terms of each series and several other factors. The amount of savings that will result from a refunding of certain bonds will obviously depend on market conditions at the time. Because of the way the City's debt service deposits are made and its airline rates are calculated, the amount of savings that can be realized for rates and charges purposes will also depend on whether the refunding bonds are issued before or after July 1st in any given year. As a result of these factors, we will not know how many bonds, and which series of bonds will be refunded in a given year, until we are actually in the process of working on the refunding issue.

Running this data through a rates and charges model will make it appear that the City has adopted a much more precise refunding plan that it really has. It is important that this information be presented with the clear caveat that the analysis is based on assumptions that will certainly change as the actual refundings are implemented.

COMBINED REFUNDING/RESTRUCTURING AND OUTSTANDING DEBT SERVICE NOT REFUNDED
SUMMARY COST CENTER ALLOCATIONS

Rates and Charges Year	AF	TA	TS	IT	Fuel	TOTAL
2003	37,830,449	35,700,855	30,799,321	8,654,026	27,627,800	140,612,451
2004	41,225,927	45,360,112	30,666,832	9,363,721	34,711,725	161,350,317
2005	43,911,092	51,315,604	32,895,507	9,712,425	51,597,574	189,432,170
2006	52,241,497	46,321,993	37,838,884	10,599,917	55,216,674	202,218,965
2007	56,528,911	51,845,793	46,024,913	11,816,396	55,976,397	222,192,411
2008	57,016,230	52,334,485	46,800,038	11,940,956	58,000,916	224,092,624
2009	32,535,957	34,160,076	25,515,141	8,595,540	19,398,562	120,205,276
2010	32,180,571	34,085,927	25,099,762	8,589,460	25,368,594	125,324,313
2011	36,487,480	36,048,194	29,211,094	8,748,473	25,424,061	135,919,302
2012	38,617,264	37,547,445	36,347,403	9,080,178	25,465,240	147,057,529
2013	37,494,661	36,637,754	35,968,444	9,121,873	24,596,034	143,818,967
2014	33,397,315	34,243,785	29,712,021	8,727,172	24,552,114	130,632,407
2015	38,202,825	37,532,524	32,293,016	9,215,308	26,738,733	142,982,407
2016	39,547,100	40,337,431	39,270,061	9,528,850	26,877,540	155,560,982
2017	43,368,360	43,988,370	43,491,095	10,389,000	27,493,069	168,729,893
2018	50,267,173	53,232,884	36,451,825	14,682,516	36,058,185	190,692,583
2019	50,266,920	53,230,298	36,452,491	14,682,363	36,053,046	190,685,118
2020	50,261,917	53,227,002	36,447,337	14,681,032	36,049,551	190,666,840
2021	50,263,923	53,226,748	36,450,225	14,680,926	36,055,972	190,677,794
2022	50,264,945	53,229,972	36,450,679	14,682,881	36,050,446	190,678,923
2023	50,265,565	53,229,812	36,450,793	14,681,818	36,056,042	190,684,031
2024	50,262,657	53,226,611	36,448,567	14,681,373	36,049,689	190,668,897
2025	50,262,862	53,229,050	36,448,438	14,681,770	36,056,009	190,678,149
2026	50,267,435	53,230,648	36,452,982	14,682,800	36,051,800	190,685,664
2027	50,263,171	53,227,499	36,448,587	14,681,915	36,054,442	190,675,614
2028	50,264,408	53,228,802	36,450,467	14,681,730	36,051,521	190,676,928
2029	50,265,887	53,230,004	36,451,131	14,682,133	36,056,397	190,685,553
2030	50,263,187	53,228,736	36,448,656	14,681,376	36,049,379	190,671,334
2031	50,263,808	53,229,155	36,449,552	14,682,731	36,054,193	190,679,439
2032	39,081,268	40,895,722	24,669,121	5,233,238	35,161,528	145,030,898
2033	13,635,616	21,706,678	11,580,130	2,028,139	28,551,913	77,510,476
2034	6,021,102	2,497,439	6,837,602	1,009,696	27,476,806	43,842,608
2035	6,018,978	2,496,209	6,835,231	1,008,958	27,471,723	43,831,098
2036	1,041,495	1,149,470	1,097,183	879,957	27,467,348	31,635,452
2037	1,040,610	1,148,494	1,096,251	879,210	27,464,447	31,629,012
2038	1,041,946	1,149,969	1,097,659	880,338	27,461,312	31,631,224
2039	1,041,538	1,149,518	1,097,228	879,993	82,898	4,251,175
2040	1,040,537	1,148,413	1,096,174	879,148	82,818	4,247,091
2041						
2042						
	1,394,252,827	1,435,999,480	1,087,673,841	363,307,299	1,212,012,465	5,493,245,910

COST CENTER ALLOCATIONS

Series	Amounts						Percentages						
	AF	TA	TS	IT	Fuel	TOTAL	AF	TA	TS	IT	Fuel	TOTAL	
1st Lien...													
Series 1993A (Non-AMT)	7,035,303	4,946,642	3,075,474	794,462	2,124,811	17,976,492	39.1361%	27.5173%	17.1083%	4.4194%	11.8188%	100.0000%	
Sub-Total	7,035,303	4,946,642	3,075,474	794,462	2,124,811	17,976,492	39.1361%	27.5173%	17.1083%	4.4194%	11.8188%	100.0000%	
2nd Lien...													
Series 1984A SLRB (Non-AMT, Variable)	1,715,030	1,749,809	42,024	115,567		3,622,430	47.3447%	48.3048%	1.1601%	3.1903%		100.0000%	
Series 1984B SLRB (Non-AMT, Variable)	3,199,972	425,648				3,625,620	88.2600%	11.7400%				100.0000%	
Series 1988A SLRB (AMT, Variable)	1,553,369	1,891,678	5,134,200	352,875	46,691	8,978,813	17.3004%	21.0682%	57.1813%	3.9301%	0.5200%	100.0000%	
Series 1988B SLRB (AMT, Variable)	788,279	422,653	596,298	26,588		1,833,818	42.9857%	23.0477%	32.5167%	1.4699%		100.0000%	
Series 1993A SLRB (AMT)	1,873,823	1,979,077	2,952,309	544,061	62,263	7,411,533	25.2825%	26.7027%	39.8340%	7.3407%	0.8401%	100.0000%	
Series 1993B SLRB (Non-AMT)	329,087	347,573	518,495	95,550	10,935	1,301,640	39.1366%	27.5176%	17.1073%	4.4196%	11.8190%	100.0000%	
Series 1993C SLRB (Non-AMT)	6,379,609	4,485,611	2,788,638	720,436	1,926,596	16,300,890	20.9500%	69.7500%	2.9300%	3.4000%	3.0300%	100.0000%	
Series 1994A SLRB (Non-AMT)	3,662,597	12,194,089	512,239	583,918	529,722	17,482,565	19.7420%	39.7740%	13.8614%	5.4505%	21.1721%	100.0000%	
Series 1994B SLRB (AMT, Variable)	496,789	1,000,876	348,809	137,158	532,777	2,516,409	8.4800%	91.5200%				100.0000%	
Series 1994C SLRB (Non-AMT, Variable)		260,953	2,816,326			3,077,279	40.7984%	11.0423%	47.0332%	1.0607%	0.0644%	100.0000%	
Series 1996B SLRB (AMT)	5,078,145	1,374,398	5,854,041	132,027	8,012	12,448,623	48.3448%	3.8604%	46.6947%	1.1001%		100.0000%	
Series 1999 SLRB (AMT)	2,695,461	215,235	2,603,456	61,337		22,551,750	26.0222%	24.6874%	22.6441%	2.5950%	24.0513%	100.0000%	
Sub-Total	27,772,161	26,347,600	24,166,835	2,769,517	25,668,746	106,724,859	24.5000%	27.0400%	25.8100%	20.7000%	1.9500%	100.0000%	
3rd Lien...													
Series 2002A (AMT)	6,564,991	7,245,606	6,916,017	5,546,747	522,520	26,795,881	24.5000%	27.0400%	25.8100%	20.7000%	1.9500%	100.0000%	
Sub-Total	6,564,991	7,245,606	6,916,017	5,546,747	522,520	26,795,881	24.5000%	27.0400%	25.8100%	20.7000%	1.9500%	100.0000%	
Total	41,372,455	38,539,848	34,158,326	9,110,726	28,315,877	151,497,232	27.3091%	25.4393%	22.5472%	6.0138%	18.6907%	100.0000%	

PERCENTAGE OF REFUNDING BONDS ISSUE ALLOCABLE TO REFUNDED SERIES

Description...	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
1st Lien...										
Series 1993A (Non-AMT)	50.7045%									
Subtotal - 1st Lien:	50.7045%									
2nd Lien...										
Series 1984A SLRB (Non-AMT, Variable)	4.7854%	4.7243%								
Series 1984B SLRB (Non-AMT, Variable)		6.5072%								
Series 1984A SLRB (AMT, Variable)		1.7401%								
Series 1984B SLRB (AMT, Variable)										
Series 1993A SLRB (AMT)	11.6723%									
Series 1993B SLRB (Non-AMT)	1.6413%									
Series 1993C SLRB (Non-AMT)	31.1966%									
Series 1984A SLRB (Non-AMT)		75.1221%								
Series 1984B SLRB (AMT, Variable)		4.2130%								
Series 1994C SLRB (Non-AMT, Variable)		7.6932%		100.0000%						
Series 1986A SLRB (AMT)							100.0000%			
Series 1996B SLRB (Taxable)										
Series 1999 SLRB (AMT)										
Subtotal - 2nd Lien:	49.2955%	100.0000%		100.0000%			100.0000%		100.0000%	
3rd Lien...										
Series 2002A (AMT)									100.0000%	
Subtotal - 3rd Lien:									100.0000%	
Total:	100.0000%	100.0000%		100.0000%			100.0000%		100.0000%	

COST CENTER ALLOCATION OF REFUNDING BOND ISSUES

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
AF	37.6847%	22.6133%		40.7994%					24.5000%	
TA	28.4037%	57.0524%		11.0423%					27.0400%	
TS	19.3704%	14.1126%		47.0332%					25.8100%	
IT	4.7496%	3.0197%		1.0607%					20.7000%	
Fuel	9.7916%	3.2020%		0.0644%			100.0000%		1.9500%	
	100.0000%	100.0000%		100.0000%			100.0000%		100.0000%	

REFUNDING/RESTRUCTURING GROSS DEBT SERVICE
TOTAL

Chicago O'Hare International Airport

Annual Gross Debt Service...	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	TOTAL
2003	9,749,491										9,749,491
2004	38,997,863	5,059,991									44,057,855
2005	38,997,963	20,239,966									59,237,929
2006	38,997,963	20,239,966		1,956,202							61,204,131
2007	38,997,963	20,239,966		7,864,808							67,102,736
2008	38,997,963	20,239,966		7,864,808							71,899,474
2009	38,997,963	20,239,966		7,864,808			4,796,737				86,289,686
2010	38,997,963	20,239,966		7,864,808			19,186,949				89,406,164
2011	38,997,963	20,239,966		7,864,808			19,186,949		779,120		89,406,164
2012	38,997,963	20,239,966		7,864,808			19,186,949		3,116,479		89,406,164
2013	38,997,963	20,239,966		7,864,808			19,186,949		3,116,479		89,406,164
2014	38,997,963	20,239,966		7,864,808			19,186,949		3,116,479		89,406,164
2015	38,997,963	20,239,966		7,864,808			19,186,949		3,116,479		89,406,164
2016	38,997,963	20,239,966		7,864,808			19,186,949		3,116,479		89,406,164
2017	38,997,963	20,239,966		7,864,808			19,186,949		3,116,479		89,406,164
2018	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2019	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2020	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2021	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2022	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2023	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2024	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2025	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2026	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2027	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2028	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2029	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2030	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2031	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2032	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2033	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2034	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2035	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2036	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2037	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2038	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2039	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2040	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2041	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
2042	67,523,919	33,670,511		12,203,502			27,385,561		4,251,479		145,041,449
TOTAL	1,568,593,518	806,905,970		308,160,371			733,323,800		117,239,173		3,534,222,831

REFUNDING/RESTRUCTURING GROSS DEBT SERVICE
AF COST CENTER

Chicago O'Hare International Airport

Rates and Charges Year	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	TOTAL
2003	3,674,063										3,674,063
2004	14,696,253	1,144,230									15,840,483
2005	14,696,253	4,576,919									19,273,173
2006	14,696,253	4,576,919		802,198							20,075,371
2007	14,696,253	4,576,919		3,208,793							22,481,965
2008	14,696,253	4,576,919		3,208,793							22,481,965
2009	14,696,253	4,576,919		3,208,793							22,481,965
2010	14,696,253	4,576,919		3,208,793							22,481,965
2011	14,696,253	4,576,919		3,208,793					190,884		22,672,850
2012	14,696,253	4,576,919		3,208,793					763,537		23,245,503
2013	14,696,253	4,576,919		3,208,793					763,537		23,245,503
2014	14,696,253	4,576,919		3,208,793					763,537		23,245,503
2015	14,696,253	4,576,919		3,208,793					763,537		23,245,503
2016	14,696,253	4,576,919		3,208,793					763,537		23,245,503
2017	14,696,253	4,576,919		3,208,793					763,537		23,245,503
2018	14,696,253	4,576,919		3,208,793					1,041,612		39,083,800
2019	25,446,998	7,614,030		4,979,486					1,042,321		39,084,221
2020	25,446,998	7,614,030		4,980,872					1,040,769		39,081,120
2021	25,445,693	7,613,630		4,978,026					1,040,791		39,079,056
2022	25,446,165	7,614,005		4,981,028					1,041,120		39,081,235
2023	25,447,186	7,614,183		4,978,953					1,040,997		39,082,208
2024	25,446,081	7,613,429		4,979,841					1,041,173		39,079,693
2025	25,445,829	7,614,398		4,978,137					1,041,271		39,079,635
2026	25,447,191	7,613,894		4,980,819					1,042,443		39,084,347
2027	25,446,936	7,613,375		4,978,173					1,040,869		39,079,354
2028	25,445,602	7,614,168		4,980,158					1,041,521		39,081,450
2029	25,447,272	7,614,071		4,979,810					1,041,733		39,082,886
2030	25,446,163	7,614,344		4,978,686					1,040,206		39,079,399
2031	25,446,024	7,613,850		4,978,223					1,041,841		39,079,937
2032	25,446,390	7,613,714		4,979,736					1,041,448		39,081,288
2033				4,980,343					1,041,477		13,635,616
2034				4,979,320					6,021,102		6,021,102
2035				4,977,981					1,040,996		6,018,978
2036									1,041,495		1,041,495
2037									1,040,610		1,040,610
2038									1,041,946		1,041,946
2039									1,041,538		1,041,538
2040									1,040,537		1,040,537
2041											
2042											
	591,119,279	182,467,870		125,727,520					28,723,598		928,038,267

REFUNDING/RESTRUCTURING GROSS DEBT SERVICE
TA COST CENTER

	Rates and Charges Year											
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	TOTAL	
2003	2,769,214										2,769,214	
2004	11,076,857	2,886,846									13,963,702	
2005	11,076,857	11,547,383									22,624,240	
2006	11,076,857	11,547,383		217,115							22,841,354	
2007	11,076,857	11,547,383		868,459							23,492,698	
2008	11,076,857	11,547,383		868,459							23,492,698	
2009	11,076,857	11,547,383		868,459							23,492,698	
2010	11,076,857	11,547,383		868,459							23,492,698	
2011	11,076,857	11,547,383		868,459					210,674		23,703,372	
2012	11,076,857	11,547,383		868,459					842,696		24,335,394	
2013	11,076,857	11,547,383		868,459					842,696		24,335,394	
2014	11,076,857	11,547,383		868,459					842,696		24,335,394	
2015	11,076,857	11,547,383		868,459					842,696		24,335,394	
2016	11,076,857	11,547,383		868,459					842,696		24,335,394	
2017	11,076,857	11,547,383		868,459					842,696		24,335,394	
2018	19,180,427	19,212,370		1,347,696					1,149,600		40,890,093	
2019	19,179,905	19,209,892		1,348,071					1,150,382		40,884,775	
2020	19,179,490	19,209,291		1,347,301					1,148,669		40,884,586	
2021	19,178,922	19,208,881		1,348,113					1,150,150		40,886,809	
2022	19,179,278	19,209,829		1,347,552					1,148,920		40,887,038	
2023	19,180,047	19,210,276		1,347,792					1,149,115		40,884,271	
2024	19,179,214	19,208,374		1,347,567					1,149,223		40,886,398	
2025	19,179,025	19,210,819		1,347,331					1,150,517		40,888,171	
2026	19,180,051	19,209,547		1,348,057					1,148,779		40,884,218	
2027	19,179,859	19,208,238		1,347,341					1,149,499		40,886,469	
2028	19,178,854	19,210,238		1,347,878					1,149,733		40,887,623	
2029	19,180,112	19,209,994		1,347,784					1,148,048		40,885,487	
2030	19,179,276	19,210,683		1,347,479					1,149,852		40,885,614	
2031	19,179,172	19,209,436		1,347,354					1,149,418		40,885,722	
2032	19,179,447	19,209,093		1,347,764					1,149,450		21,706,678	
2033		19,209,300		1,347,928					1,149,788		2,497,439	
2034				1,347,651					1,148,920		2,496,209	
2035				1,347,289					1,149,470		1,149,470	
2036									1,148,484		1,148,484	
2037									1,149,969		1,149,969	
2038									1,149,518		1,149,518	
2039									1,148,413		1,148,413	
2040												
2041												
2042												
TOTAL	445,538,290	460,359,084		34,028,105					31,701,471		971,626,951	

REFUNDING/RESTRUCTURING GROSS DEBT SERVICE
TS COST CENTER

	Rates and Charges Year											
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	TOTAL	
2003	1,888,516										1,888,516	
2004	7,554,063	714,099									8,268,162	
2005	7,554,063	2,856,395									10,410,459	
2006	7,554,063	2,856,395		924,767							11,335,226	
2007	7,554,063	2,856,395		3,699,068							14,109,527	
2008	7,554,063	2,856,395		3,699,068							14,109,527	
2009	7,554,063	2,856,395		3,699,068							14,109,527	
2010	7,554,063	2,856,395		3,699,068							14,109,527	
2011	7,554,063	2,856,395		3,699,068					201,091		14,310,617	
2012	7,554,063	2,856,395		3,699,068					804,363		14,913,890	
2013	7,554,063	2,856,395		3,699,068					804,363		14,913,890	
2014	7,554,063	2,856,395		3,699,068					804,363		14,913,890	
2015	7,554,063	2,856,395		3,699,068					804,363		14,913,890	
2016	7,554,063	2,856,395		3,699,068					804,363		14,913,890	
2017	7,554,063	2,856,395		3,699,068					804,363		14,913,890	
2018	13,080,440	4,751,817		5,741,905					1,097,307		24,670,484	
2019	13,079,801	4,751,817		5,738,625					1,098,053		24,671,860	
2020	13,079,801	4,751,668		5,742,085					1,096,441		24,666,535	
2021	13,079,801	4,751,567		5,739,693					1,097,832		24,668,983	
2022	13,080,181	4,751,912		5,740,718					1,096,658		24,669,469	
2023	13,079,613	4,751,441		5,739,759					1,096,844		24,667,657	
2024	13,079,484	4,752,046		5,738,752					1,096,947		24,667,229	
2025	13,080,184	4,751,731		5,741,844					1,098,182		24,671,941	
2026	13,080,053	4,751,408		5,738,795					1,096,524		24,666,778	
2027	13,079,367	4,751,902		5,741,083					1,097,211		24,669,563	
2028	13,080,225	4,751,842		5,740,681					1,097,434		24,670,182	
2029	13,079,655	4,752,012		5,739,365					1,095,825		24,666,878	
2030	13,079,584	4,751,704		5,738,851					1,097,548		24,667,687	
2031	13,079,772	4,751,619		5,740,596					1,097,133		24,669,121	
2032		4,751,670		5,741,296					1,097,164		11,590,130	
2033				5,740,116					1,097,486		6,837,602	
2034				5,738,573					6,835,231		6,835,231	
2035									1,097,183		1,097,183	
2036									1,096,251		1,096,251	
2037									1,097,659		1,097,659	
2038									1,097,228		1,097,228	
2039									1,096,174		1,096,174	
2040												
2041												
2042												
	303,842,915	113,875,807		144,937,582					30,259,431		592,915,735	

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Chicago O'Hare International Airport

REFUNDING/RESTRUCTURING GROSS DEBT SERVICE
IT COST CENTER

Rates and Charges Year

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	TOTAL
2003	463,063										463,063
2004	1,852,251	152,795									2,005,046
2005	1,852,251	611,182									2,463,433
2006	1,852,251	611,182		20,858							2,484,289
2007	1,852,251	611,182		83,426							2,546,858
2008	1,852,251	611,182		83,426							2,546,858
2009	1,852,251	611,182		83,426							2,546,858
2010	1,852,251	611,182		83,426							2,546,858
2011	1,852,251	611,182		83,426					161,278		2,708,136
2012	1,852,251	611,182		83,426					645,111		3,191,969
2013	1,852,251	611,182		83,426					645,111		3,191,969
2014	1,852,251	611,182		83,426					645,111		3,191,969
2015	1,852,251	611,182		83,426					645,111		3,191,969
2016	1,852,251	611,182		83,426					645,111		3,191,969
2017	1,852,251	611,182		83,426					645,111		3,191,969
2018	3,207,314	1,016,876		129,462					880,058		5,233,708
2019	3,207,227	1,016,744		129,498					880,655		5,234,124
2020	3,207,157	1,016,713		129,424					879,362		5,232,656
2021	3,207,062	1,016,691		129,502					890,477		5,233,789
2022	3,207,122	1,016,741		129,448					879,536		5,233,023
2023	3,207,251	1,016,765		129,471					879,685		5,232,910
2024	3,207,111	1,016,664		129,450					879,768		5,233,068
2025	3,207,080	1,016,794		129,427					880,758		5,234,232
2026	3,207,251	1,016,726		129,497					879,428		5,232,732
2027	3,207,219	1,016,657		129,428					879,979		5,233,272
2028	3,207,051	1,016,763		129,479					880,156		5,233,640
2029	3,207,262	1,016,750		129,470					878,868		5,232,217
2030	3,207,122	1,018,788		129,441					880,249		5,233,503
2031	3,207,104	1,016,720		129,429					879,917		5,233,238
2032	3,207,150	1,016,702		129,468					879,942		5,232,217
2033		1,016,713		129,484					880,200		2,026,139
2034				129,458					879,536		1,009,658
2035				129,423					879,957		1,008,958
2036									879,210		879,957
2037									890,338		890,338
2038									879,993		879,993
2039									879,148		879,148
2040											
2041											
2042											
TOTAL	74,502,056	24,365,965		3,268,797					24,268,507		126,405,326

REFUNDING/RESTRUCTURING GROSS DEBT SERVICE
FUEL COST CENTER

2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	TOTAL
954,635	162,022									954,635
3,818,539	648,087									3,980,561
3,818,539	648,087	1,268								4,466,625
3,818,539	648,087	5,063								4,467,891
3,818,539	648,087	5,063								4,471,688
3,818,539	648,087	5,063	4,796,737							4,471,688
3,818,539	648,087	5,063	19,186,949							9,268,425
3,818,539	648,087	5,063	19,186,949							23,658,637
3,818,539	648,087	5,063	19,186,949					15,193		23,673,830
3,818,539	648,087	5,063	19,186,949					60,771		23,719,409
3,818,539	648,087	5,063	19,186,949					60,771		23,719,409
3,818,539	648,087	5,063	19,186,949					60,771		23,719,409
3,818,539	648,087	5,063	19,186,949					60,771		23,719,409
6,611,913	1,078,277		7,856							23,719,409
6,611,770	1,078,104		7,859					82,904		35,166,080
6,611,574	1,078,081		7,854					82,839		35,162,994
6,611,697	1,078,134		7,859					82,837		35,159,486
6,611,962	1,078,160		7,856					82,944		35,165,912
6,611,675	1,078,053		7,857					82,855		35,160,313
6,611,609	1,078,190		7,854					82,869		35,165,938
6,611,963	1,078,119		7,856					82,877		35,159,616
6,611,897	1,078,045		7,854					82,970		35,165,914
6,611,550	1,078,157		7,857					82,845		35,161,717
6,611,984	1,078,144		7,857					82,897		35,164,301
6,611,696	1,078,182		7,855					82,913		35,161,448
6,611,660	1,078,112		7,854					82,792		35,159,240
6,611,755	1,078,093		7,857					82,922		35,164,048
	1,078,105		7,858					82,891		35,161,528
			7,856					82,893		28,551,913
			7,854					82,917		27,476,806
								82,855		27,471,723
								82,895		27,467,348
								82,824		27,464,447
								82,930		27,461,312
								82,898		82,898
								82,818		82,818
153,590,978	25,837,243		198,366			733,323,800		2,286,165		915,236,552

REFUNDING/RESTRUCTURING GROSS DEBT SERVICE
SUMMARY COST CENTER ALLOCATIONS

Rates and Charges Year	AF	TA	TS	IT	Fuel	TOTAL
2003	3,674,063	2,769,214	1,888,516	463,063	954,635	9,749,491
2004	15,840,483	13,963,702	8,268,162	2,005,046	3,980,561	44,057,955
2005	19,273,173	22,624,240	10,410,459	2,463,433	4,466,625	59,237,929
2006	20,075,371	22,841,354	11,335,226	2,484,289	4,467,891	61,204,131
2007	22,481,965	23,492,698	14,109,527	2,548,638	4,471,688	67,102,736
2008	22,481,965	23,492,698	14,109,527	2,546,858	4,471,688	67,102,736
2009	22,481,965	23,492,698	14,109,527	2,546,858	9,268,425	71,899,474
2010	22,672,850	23,703,372	14,310,617	2,708,136	23,658,637	86,289,686
2011	23,245,503	24,335,394	14,913,890	3,191,969	23,673,830	87,068,805
2012	23,245,503	24,335,394	14,913,890	3,191,969	23,719,409	89,406,164
2013	23,245,503	24,335,394	14,913,890	3,191,969	23,719,409	89,406,164
2014	23,245,503	24,335,394	14,913,890	3,191,969	23,719,409	89,406,164
2015	23,245,503	24,335,394	14,913,890	3,191,969	23,719,409	89,406,164
2016	23,245,503	24,335,394	14,913,890	3,191,969	23,719,409	89,406,164
2017	23,245,503	24,335,394	14,913,890	3,191,969	23,719,409	89,406,164
2018	39,083,800	40,890,093	24,670,484	5,233,708	35,168,080	145,046,164
2019	39,084,221	40,888,250	24,671,860	5,234,124	35,162,994	145,041,449
2020	39,079,056	40,884,775	24,666,535	5,232,656	35,159,488	145,022,509
2021	39,081,120	40,884,586	24,668,484	5,232,599	35,165,912	145,033,700
2022	39,081,235	40,886,809	24,668,983	5,233,789	35,160,313	145,031,129
2023	39,082,208	40,887,038	24,669,469	5,233,023	35,165,938	145,037,674
2024	39,079,693	40,884,271	24,667,657	5,232,910	35,159,616	145,024,147
2025	39,079,635	40,886,398	24,667,229	5,233,068	35,165,914	145,032,243
2026	39,084,347	40,888,171	24,671,941	5,234,232	35,161,717	145,040,408
2027	39,079,354	40,884,218	24,666,778	5,232,732	35,164,301	145,027,383
2028	39,081,450	40,886,469	24,669,563	5,233,272	35,161,448	145,032,203
2029	39,082,886	40,887,623	24,670,182	5,233,640	35,166,320	145,040,653
2030	39,079,399	40,885,487	24,666,878	5,232,217	35,159,240	145,023,221
2031	39,079,937	40,885,814	24,667,687	5,233,503	35,164,048	145,030,869
2032	39,081,288	40,885,722	24,669,121	5,233,238	35,161,528	145,030,896
2033	13,635,618	21,706,678	11,590,130	2,026,139	28,551,913	77,510,478
2034	6,021,102	2,497,439	6,837,602	1,009,658	27,476,806	43,842,608
2035	6,018,978	2,496,209	6,835,231	1,008,958	27,471,723	43,831,098
2036	1,041,495	1,149,470	1,097,183	879,957	27,467,346	31,635,452
2037	1,040,810	1,148,494	1,096,251	879,210	27,464,447	31,629,012
2038	1,041,946	1,149,969	1,097,659	880,338	27,461,312	31,631,224
2039	1,041,538	1,149,518	1,097,228	879,993	82,898	4,251,175
2040	1,040,537	1,148,413	1,096,174	879,148	82,818	4,247,091
2041						
2042						
	928,038,267	971,626,951	592,915,735	126,405,326	915,236,552	3,534,222,831

Chicago O'Hare International Airport

OUTSTANDING DEBT SERVICE NOT REFUNDED

Rates and Charges Year	1st Lien			2nd Lien			3rd Lien			TOTAL															
	Series 1993A (Non-AMT)	Series 1984A (Non-AMT Variable)	Series 1984B (Non-AMT Variable)	Series 1993A (AMT)	Series 1993B (Non-AMT)	Series 1993C (Non-AMT)	Series 1994A (Non-AMT)	Series 1994B (AMT Variable)	Series 1994C (Non-AMT Variable)		Series 1996A (AMT)	Series 1996B (Taxable)	Series 2000A (AMT)												
2003	10,215,118	2,476,000	3,070,200	4,858,379	689,892	11,779,460	17,474,564	1,828,000	2,252,000	12,413,070	5,568,048	22,541,750	130,862,960												
2004	501,000		899,100	2,198,618	400,125	7,275,460	25,817,051	1,552,000	1,748,000	12,414,270	5,568,608	28,131,750	117,292,362												
2005	501,000		589,600	2,198,618	400,125	7,275,460	21,739,638	1,276,000	1,244,000	12,418,575	5,563,845	44,709,300	130,194,241												
2006	501,000		2,934,600	1,500,000	875,125	43,365,460		1,276,000	1,244,000	14,429,978		44,713,175	141,014,834												
2007	501,000		3,005,800	1,500,000	874,000	43,357,050		4,276,000	5,044,000	1,814,876		44,713,175	155,089,675												
2008	501,000		395,400	11,435,543	6,648,500	43,354,550		4,358,000	5,092,000	1,822,064		44,707,750	156,989,888												
2009	501,000		395,400	860,258		1,329,500		4,428,000	932,000	1,805,814		8,433,150	48,305,803												
2010	501,000		3,470,400	1,720,000	1,329,500	1,329,500		4,492,000	932,000	903,789		26,776,681	39,034,628												
2011	501,000		3,582,400	1,868,000	1,329,500	1,329,500		4,648,000	932,000	903,789		25,361,550	48,850,496												
2012	501,000		3,582,400	2,045,258	1,329,500	1,329,500		4,892,000	5,832,000	4,318,789		23,946,419	57,651,365												
2013	501,000		3,582,400	6,127,120	1,329,500	1,329,500		428,000	6,032,000	715,964		23,946,419	54,412,803												
2014	501,000		10,521,000	1,094,800	493,360	1,329,500		428,000	520,000	3,715,964		23,946,419	41,226,243												
2015				10,508,000	493,360	1,329,500		5,628,000	6,820,000	3,685,964		23,946,419	53,576,243												
2016				10,836,000	493,360	12,154,500		5,720,000	6,864,000	4,008,539		23,946,419	66,154,818												
2017				11,336,000	9,303,360	16,553,250		5,720,000	6,864,000	3,312,700		23,946,419	79,323,729												
2018												45,648,419	45,648,419												
2019												45,643,669	45,643,669												
2020												45,644,331	45,644,331												
2021												45,644,094	45,644,094												
2022												45,647,794	45,647,794												
2023												45,646,356	45,646,356												
2024												45,644,750	45,644,750												
2025												45,645,906	45,645,906												
2026												45,645,256	45,645,256												
2027												45,648,231	45,648,231												
2028												45,644,725	45,644,725												
2029												45,644,900	45,644,900												
2030												45,648,113	45,648,113												
2031												45,648,450	45,648,450												
2032												45,648,450	45,648,450												
2033												45,648,450	45,648,450												
2034												45,648,450	45,648,450												
2035												45,648,450	45,648,450												
2036												45,648,450	45,648,450												
2037												45,648,450	45,648,450												
2038												45,648,450	45,648,450												
2039												45,648,450	45,648,450												
2040												45,648,450	45,648,450												
2041												45,648,450	45,648,450												
2042												45,648,450	45,648,450												
										26,247,118	2,476,000	22,573,300	110,888,300	20,106,000	60,099,982	9,885,567	194,421,690	65,031,252	45,456,000	46,208,000	78,684,141	16,698,499	237,950,725	1,022,296,506	1,959,023,079

OUTSTANDING DEBT SERVICE NOT REFUNDED

Rates and Charges Year	1st Lien			2nd Lien			3rd Lien			Total		
	Series 1993A (Non-AMT)	Series 1984A (Non-AMT) Variable	Series 1984B (Non-AMT) Variable	Series 1993A (AMT)	Series 1993B (Non-AMT)	Series 1993C (Non-AMT)	Series 1994A (Non-AMT)	Series 1994B (AMT) Variable	Series 1994C (Non-AMT) Variable		Series 1996B (Taxable)	Series 2000A (AMT)
2003	3,997,802	1,172,256	2,709,758	1,228,321	174,371	4,610,076	3,660,921	360,863	5,064,456	2,691,863	6,560,287	34,156,385
2004	196,072		793,546	277,687	101,162	2,847,365	5,408,672	306,396	5,064,945	2,691,167	6,560,287	25,385,444
2005	196,072		520,381	572,569	101,162	2,847,365	4,554,454	251,908	5,066,702	2,689,832	6,560,287	24,637,919
2006	196,072		2,590,078	214,928	221,253	16,971,753		587,341	5,866,873		6,560,287	32,166,128
2007	196,072		2,652,919	644,785	220,969	16,968,462		844,167	740,458		6,560,287	34,046,946
2008	196,072		1,354,966	627,591	1,680,401	16,967,483		859,961	743,391		6,560,287	34,534,264
2009	196,072		348,980	419,361		520,321		874,175	736,761		6,560,287	10,053,991
2010	196,072		348,980	180,540		520,321		866,810	368,740		6,560,287	9,698,506
2011	196,072		3,062,975	739,354		520,321		917,607	368,740		6,213,580	13,814,630
2012	196,072		3,144,174	802,972		520,321		926,294	1,762,039		5,666,873	15,371,762
2013	196,072		3,231,022	820,167		520,321		84,496	292,109		5,666,873	14,249,359
2014	196,072		1,689,208	104,885		520,321		84,496	1,516,090		5,666,873	10,151,813
2015	4,117,512		1,738,342	124,734		520,321		84,496	1,503,850		5,666,873	14,957,322
2016			1,874,669	931,929		4,756,854		1,111,079	1,635,459		5,666,873	16,301,597
2017			1,961,171	983,512		6,478,374		1,129,241	1,351,561		5,666,873	20,122,957
2018											11,183,373	11,183,373
2019											11,182,699	11,182,699
2020											11,182,861	11,182,861
2021											11,182,803	11,182,803
2022											11,183,710	11,183,710
2023											11,183,358	11,183,358
2024											11,182,964	11,182,964
2025											11,183,247	11,183,247
2026											11,183,088	11,183,088
2027											11,183,817	11,183,817
2028											11,182,958	11,182,958
2029											11,183,001	11,183,001
2030											11,183,788	11,183,788
2031											11,183,871	11,183,871
2032											11,183,871	11,183,871
2033											11,183,871	11,183,871
2034											11,183,871	11,183,871
2035											11,183,871	11,183,871
2036											11,183,871	11,183,871
2037											11,183,871	11,183,871
2038											11,183,871	11,183,871
2039											11,183,871	11,183,871
2040											11,183,871	11,183,871
2041											11,183,871	11,183,871
2042											11,183,871	11,183,871

10,272,106	1,172,256	19,923,193	19,184,100	8,642,699	15,194,796	2,499,317	76,089,976	13,624,046	8,973,915	32,102,642	8,072,862	250,462,650	468,214,560
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OUTSTANDING DEBT SERVICE NOT REFUNDED

Rates and Charges Year	1st Lien			2nd Lien			3rd Lien			Total					
	Series 1993A (Non-AMT) Variable)	Series 1984A (Non-AMT) Variable)	Series 1994B (Non-AMT) Variable)	Series 1988A (AMT) Variable)	Series 1993A (AMT) Variable)	Series 1993B (Non-AMT) Variable)	Series 1993C (Non-AMT) Variable)	Series 1994A (Non-AMT) Variable)	Series 1994B (AMT) Variable)		Series 1994C (Non-AMT) Variable)	Series 1996B (Taxable) (AMT)	Series 2000A (AMT)		
2003	2,810,923	1,196,028	360,442	1,585,792	342,950	1,297,317	184,168	3,241,423	12,188,508	727,068	190,969	1,370,693	214,948	7,240,414	32,931,641
2004	137,862		105,554	709,094	148,888	587,090	106,844	2,002,031	18,007,393	617,292	146,230	1,370,825	214,892	7,240,414	31,996,410
2005	137,862		69,219	878,419	306,995	587,090	106,844	2,002,031	15,163,397	507,516	105,491	1,371,301	214,785	7,240,414	31,891,365
2006	137,862		69,219	957,594	115,239	587,090	233,862	11,933,127		507,516	105,491	1,593,406		7,240,414	23,480,639
2007	137,862		344,522	1,608,243	345,716	4,185,274	233,382	11,930,812		1,700,735	427,731	200,405		7,240,414	28,353,095
2008	137,862		352,861	1,650,065	336,497	3,053,595	1,774,795	11,930,124		1,732,555	431,801	201,198		7,240,414	28,841,787
2009	137,862		46,420	510,694	96,800	229,712	365,846	365,846		1,761,192	79,034	199,404		7,240,414	10,667,378
2010	137,862		46,420	510,694	96,800	229,712	365,846	365,846		1,761,192	79,034	199,404		7,240,414	10,593,229
2011	137,862		407,425	1,922,266	396,421	228,712	365,846	365,846		1,848,695	79,034	99,799		6,857,763	12,344,822
2012	137,862		418,226	1,982,213	430,531	546,138	365,846	365,846		1,866,195	503,033	478,895		6,475,111	13,212,051
2013	137,862		429,778	2,057,103	439,750	1,636,104	365,846	365,846		1,702,333	511,513	79,059		6,475,111	12,802,560
2014	137,862			2,116,937	56,236	131,740	365,846	365,846		170,233	44,098	410,329		6,475,111	9,908,391
2015	2,895,093			2,213,851	494,143	131,740	365,846	365,846		170,233	44,098	407,017		6,475,111	13,197,130
2016				2,282,955	499,874	131,740	365,846	365,846		2,238,480	586,815	442,636		6,475,111	16,002,037
2017				2,388,296	527,332	2,484,245		4,555,054		2,275,072	582,067	365,799		6,475,111	19,652,976
2018														12,342,791	12,342,791
2019														12,342,048	12,342,048
2020														12,342,227	12,342,227
2021														12,342,163	12,342,163
2022														12,343,163	12,343,163
2023														12,342,774	12,342,774
2024														12,342,340	12,342,340
2025														12,342,653	12,342,653
2026														12,342,477	12,342,477
2027														12,343,281	12,343,281
2028														12,342,333	12,342,333
2029														12,342,381	12,342,381
2030														12,343,249	12,343,249
2031														12,343,341	12,343,341
2032														12,343,341	12,343,341
2033														12,343,341	12,343,341
2034														12,343,341	12,343,341
2035														12,343,341	12,343,341
2036														12,343,341	12,343,341
2037														12,343,341	12,343,341
2038														12,343,341	12,343,341
2039														12,343,341	12,343,341
2040														12,343,341	12,343,341
2041														12,343,341	12,343,341
2042														12,343,341	12,343,341

7,222,493	1,196,028	2,650,107	23,362,215	4,633,972	16,048,298	2,639,713	53,500,151	45,359,298	18,079,660	3,918,435	8,688,568	644,625	276,428,967	464,372,529
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OUTSTANDING DEBT SERVICE NOT REFUNDED

Rates and Charges Year	1st Lien		2nd Lien		3rd Lien		Total						
	Series 1993A (Non-AMT)	Series 1993A (AMT)	Series 1993B (Non-AMT)	Series 1993B (AMT)	Series 1996A (AMT)	Series 1996B (AMT)							
2003	1,747,634	28,724	4,249,713	1,935,286	274,732	2,015,145	512,005	253,386	2,061,031	5,838,260	2,599,981	6,911,062	28,910,806
2004	85,713		1,924,550	875,797	159,386	1,244,633	758,439	215,129	1,599,770	5,838,824	2,599,309	6,911,062	22,420,669
2005	85,713		2,384,116	875,797	159,386	1,244,633	636,971	176,871	1,136,509	5,840,849	2,598,019	6,911,062	22,485,048
2006	85,713		2,599,003	875,797	348,597	7,418,648		176,871	1,136,509	6,786,875		6,911,062	28,503,658
2007	85,713		4,358,501	6,243,427	348,149	7,417,210		592,713	4,616,269	853,594		6,911,062	31,915,387
2008	85,713		4,478,438	4,555,232	2,647,565	7,416,782		603,802	4,660,199	856,974		6,911,062	32,690,511
2009	85,713		1,386,074	342,675	227,441	227,441		613,782	852,966	849,331		6,911,062	11,405,615
2010	85,713		1,386,074	342,675	227,441	227,441		622,653	852,966	425,080		6,911,062	10,990,235
2011	85,713		5,217,220	559,288	227,441	227,441		644,277	852,966	425,080		6,911,062	14,900,477
2012	85,713		5,217,220	559,288	227,441	227,441		650,376	5,428,967	2,031,263		6,911,062	21,433,513
2013	85,713		5,983,180	607,413	227,441	227,441		59,327	5,520,487	336,740		6,911,062	21,054,554
2014	85,713		5,217,220	559,288	227,441	227,441		59,327	475,904	1,747,735		6,911,062	14,798,131
2015	1,799,965		6,008,609	697,159	227,441	227,441		59,327	475,904	1,733,628		6,911,062	17,379,126
2016			6,196,163	704,963	2,079,304	2,079,304		780,118	6,333,185	1,885,343		6,911,062	24,356,172
2017			6,482,070	743,983	2,831,810	2,831,810		792,871	6,281,933	1,558,068		6,911,062	28,577,205
2018												1,781,341	11,781,341
2019												1,780,631	11,780,631
2020												1,780,802	11,780,802
2021												1,780,741	11,780,741
2022												1,781,698	11,781,698
2023												1,781,325	11,781,325
2024												1,780,910	11,780,910
2025												1,781,041	11,781,041
2026												1,781,209	11,781,209
2027												1,781,041	11,781,041
2028												1,781,809	11,781,809
2029												1,780,904	11,780,904
2030												1,780,949	11,780,949
2031												1,781,778	11,781,778
2032												1,781,865	11,781,865
2033													
2034													
2035													
2036													
2037													
2038													
2039													
2040													
2041													
2042													
4,490,438	26,724	63,407,347	6,537,818	23,940,218	3,937,815	33,260,252	1,905,415	6,300,829	42,289,565	37,007,644	7,797,308	263,854,733	494,758,106

OUTSTANDING DEBT SERVICE NOT REFUNDED

Rates and Charges Year	1st Lien			2nd Lien			3rd Lien			IT COST CENTER				
	Series 1993A (Non-AMT) Variable:	Series 1984A (Non-AMT) Variable:	Series 1988A (AMT) Variable:	Series 1993A (AMT) Variable:	Series 1993B (Non-AMT) Variable:	Series 1993C (Non-AMT) Variable:	Series 1994A (Non-AMT) Variable:	Series 1994B (AMT) Variable:	Series 1994C (Non-AMT) Variable:		Series 1996A (AMT) Variable:	Series 1996B (Taxable) Variable:	Series 1999 (AMT) Variable:	Series 2000A (AMT) Variable:
2003	451,452	78,992	21,574	358,841	50,628	520,606	583,651	99,636	131,671	61,255	61,239	5,542,773	5,542,773	8,190,963
2004	22,141		9,366	161,395	29,372	321,547	862,290	84,592	131,684	61,239	61,239	5,542,773	5,542,773	7,358,675
2005	22,141		163,861	161,395	29,372	321,547	726,104	69,549	131,729	61,209	61,209	5,542,773	5,542,773	7,248,993
2006	22,141		7,249	161,395	64,241	1,916,585		69,549	153,065			5,542,773	5,542,773	8,115,628
2007	22,141		21,748	1,150,559	64,158	1,916,213		233,065	19,251			5,542,773	5,542,773	9,269,538
2008	22,141		21,168	839,453	487,902	1,916,103		237,426	19,327			5,542,773	5,542,773	9,394,097
2009	22,141		6,089	63,149		58,759		241,350	19,155			5,542,773	5,542,773	6,048,682
2010	22,141		6,089	63,149		58,759		244,836	9,587			5,542,773	5,542,773	6,042,602
2011	22,141		24,938	63,149		58,759		253,341	9,587			5,542,773	5,542,773	6,040,337
2012	22,141		27,084	150,137		58,759		255,740	45,811			4,956,908	4,956,908	5,888,209
2013	22,141		27,664	449,776		58,759		23,328	7,595			4,956,908	4,956,908	5,929,904
2014	22,141		3,538	36,216		58,759		23,328	39,417			4,956,908	4,956,908	5,335,203
2015	22,141		31,085	36,216		58,759		306,757	39,099			4,956,908	4,956,908	6,023,339
2016	464,970		31,433	36,216		537,182		311,771	42,520			4,956,908	4,956,908	6,336,681
2017			33,173	682,935		731,589			35,139			4,956,908	4,956,908	7,197,031
2018												9,448,808	9,448,808	9,448,808
2019												9,448,239	9,448,239	9,448,239
2020												9,448,376	9,448,376	9,448,376
2021												9,448,327	9,448,327	9,448,327
2022												9,448,093	9,448,093	9,448,093
2023												9,448,795	9,448,795	9,448,795
2024												9,448,463	9,448,463	9,448,463
2025												9,448,702	9,448,702	9,448,702
2026												9,448,567	9,448,567	9,448,567
2027												9,449,183	9,449,183	9,449,183
2028												9,448,457	9,448,457	9,448,457
2029												9,448,494	9,448,494	9,448,494
2030												9,449,159	9,449,159	9,449,159
2031												9,449,229	9,449,229	9,449,229
2032														
2033														
2034														
2035														
2036														
2037														
2038														
2039														
2040														
2041														
2042														
	1,159,978	78,992	291,511	4,411,780	725,674	6,592,683	2,172,045	2,477,600	834,639	183,703	211,615,363	238,901,973		

OUTSTANDING DEBT SERVICE NOT REFUNDED

Fuel Cost Center

Rates and Charges Year	1st Lien			2nd Lien			3rd Lien			Total										
	Series 1993A (Non-AMT)	Series 1984A (Non-AMT Variable)	Series 1984B (Non-AMT Variable)	Series 1988A (AMT Variable)	Series 1993A (AMT)	Series 1993B (Non-AMT)	Series 1993C (Non-AMT)	Series 1994A (Non-AMT)	Series 1994B (AMT Variable)		Series 1994C (Non-AMT Variable)	Series 1996A (AMT)	Series 1996B (Taxable)	Series 1999 (AMT)	Series 2000A (AMT)					
2003	1,207,307			36,647	40,814	5,794	1,392,210	529,480	387,026		7,990		22,541,750	522,146	28,673,165					
2004	59,212			17,502	18,470	3,361	859,884	782,257	328,591		7,991		28,131,750	522,146	30,731,165					
2005	59,212			21,681	18,470	3,361	859,884	658,711	270,156		7,994		44,709,300	522,146	47,130,916					
2006	59,212			23,638	18,470	7,352	5,125,347		270,156		9,289		44,713,175	522,146	50,748,783					
2007	59,212			39,646	131,671	7,342	5,124,353		905,320		1,168		44,713,850	522,146	51,504,709					
2008	59,212			40,727	96,068	55,837	5,124,058		922,257		1,173		44,707,750	522,146	51,529,228					
2009	59,212			12,605	7,227		157,133		937,501		1,162		8,433,150	522,146	10,130,137					
2010	59,212			12,605	7,227		157,133		937,501		582			522,146	1,709,956					
2011	59,212			47,446	7,227		157,133		951,051		582			522,146	1,750,230					
2012	59,212			47,446	7,227		157,133		964,080		582			522,146	1,750,230					
2013	59,212			49,172	17,182		157,133		993,396		2,780			466,955	1,745,831					
2014	59,212			50,774	51,473		157,133		90,617		461			466,955	876,625					
2015	1,243,459			52,251	4,145		157,133		90,617		2,392			466,955	832,705					
2016				56,349	4,145		157,133		90,617		2,373			466,955	2,019,325					
2017				58,949	78,156		1,956,422		1,191,567		2,580			466,955	3,158,131					
2018									1,211,045		2,132			890,106	3,773,660					
2019														890,106	890,106					
2020														890,052	890,052					
2021														890,065	890,065					
2022														890,060	890,060					
2023														890,133	890,133					
2024														890,104	890,104					
2025														890,073	890,073					
2026														890,096	890,096					
2027														890,083	890,083					
2028														890,141	890,141					
2029														890,073	890,073					
2030														890,076	890,076					
2031														890,139	890,139					
2032														890,145	890,145					
2033																				
2034																				
2035																				
2036																				
2037																				
2038																				
2039																				
2040																				
2041																				
2042																				
										3,102,102	576,634	504,889	83,048	22,978,628	1,970,446	9,623,996	50,650	237,950,725	19,934,794	296,775,912

OUTSTANDING DEBT SERVICE NOT REFUNDED
SUMMARY COST CENTER ALLOCATIONS

Rates and Charges Year

	AF	TA	TS	IT	Fuel	TOTAL
2003	34,156,385	32,931,641	28,910,806	8,190,963	26,673,165	130,862,960
2004	25,385,444	31,396,410	22,420,669	7,358,675	30,731,165	117,292,362
2005	24,637,919	28,691,365	22,485,048	7,248,993	47,130,916	130,194,241
2006	32,166,126	23,480,639	28,503,658	8,115,628	50,748,783	141,014,834
2007	34,046,946	28,353,095	31,915,387	9,269,538	51,504,709	155,089,675
2008	34,534,264	28,841,787	32,690,511	9,394,097	51,529,228	156,989,888
2009	10,053,991	10,667,378	11,405,615	6,042,602	10,130,137	48,305,803
2010	9,698,606	10,593,229	10,990,235	6,042,602	1,709,956	39,034,628
2011	13,814,630	12,344,822	14,900,477	6,040,337	1,750,230	48,860,496
2012	15,371,762	13,212,051	21,433,513	5,888,209	1,745,831	57,651,365
2013	14,249,359	12,302,360	21,054,554	5,929,904	876,625	54,412,803
2014	10,151,813	9,908,391	14,796,131	5,535,203	832,705	41,276,243
2015	14,957,322	13,197,130	17,379,126	6,023,339	2,019,325	53,576,243
2016	16,301,597	16,002,037	24,356,172	6,336,881	3,158,131	66,154,818
2017	20,122,857	19,652,976	28,577,205	7,197,031	3,773,660	79,323,729
2018	11,183,373	12,342,791	11,781,341	9,448,808	890,106	45,646,419
2019	11,182,861	12,342,048	11,780,631	9,448,239	890,052	45,643,669
2020	11,182,861	12,342,227	11,780,802	9,448,376	890,065	45,644,331
2021	11,182,803	12,342,163	11,780,741	9,448,327	890,060	45,644,094
2022	11,183,710	12,343,163	11,781,696	9,449,093	890,133	45,647,794
2023	11,183,358	12,342,774	11,781,325	9,448,795	890,104	45,646,358
2024	11,182,964	12,342,340	11,780,910	9,448,463	890,073	45,644,750
2025	11,183,247	12,342,653	11,781,209	9,448,702	890,096	45,645,906
2026	11,183,088	12,342,477	11,781,041	9,448,567	890,083	45,645,256
2027	11,183,817	12,343,281	11,781,809	9,449,183	890,141	45,648,231
2028	11,182,958	12,342,333	11,780,904	9,448,457	890,073	45,644,725
2029	11,183,001	12,342,381	11,780,949	9,448,494	890,076	45,644,900
2030	11,183,788	12,343,249	11,781,778	9,449,159	890,139	45,648,112
2031	11,183,871	12,343,341	11,781,865	9,449,229	890,145	45,648,450
2032						
2033						
2034						
2035						
2036						
2037						
2038						
2039						
2040						
2041						
2042						
	466,214,560	464,372,529	494,758,106	236,501,973	296,775,912	1,959,023,079

Executed JAWA Agreement



City of Chicago
Richard M. Daley, Mayor

Department of Aviation

Thomas R. Walker
Commissioner

Chicago O'Hare
International Airport
Terminal 2, Mezzanine
P.O. Box 66142
Chicago, Illinois 60666
(773) 686-8060
(773) 601-8333 (TTY)

twalker@ohare.com

VIA HAND DELIVERY

April 14, 2003

Kate Hill
Chair, Chicago O'Hare Airline TOP Committee
P. O. Box 66100
Chicago, IL 60666

**Re: Requests for Majority-In-Interest Approval of
Capital Project Approval Requests**

Dear Kate:

Enclosed herewith are two requests that a Majority-In-Interest of the Airline Parties under the Airport Use Agreement approve funding for certain Capital Projects. The first is for the issuance of GARBs for OMP-Phase 1. The second is for the issuance of PFC Double Barrel Bonds for OMP-Phase 1 and the Noise Program. OMP-Phase 1 consists of OMP-Phase 1A/B, OMP-Phase 1C and OMP-Phase 1D which are fully described in the attached MII Request. Please distribute to the appropriate Airline Parties for consideration. Four certificates approving such MIIs are included for signature by the Airlines' Representative. In addition, one of the certificates approves the City undertaking a series of refundings and restructurings of GARBs.

The projects comprising the OMP-Phase 1 and Noise Program have been discussed between Department of Aviation and carrier representatives. Thank you in advance for your immediate attention to these matters. If you have any questions, please do not hesitate to contact me at (773) 243-8551.

Sincerely,

John F. Harris
1st Deputy Commissioner and OMP Project Executive
Department of Aviation

enclosures

cc: with enclosures: Airline Parties Construction Representative (APCR)



CHICAGO O'HARE
BEST AIRPORT IN NORTH AMERICA



CHICAGO O'HARE INTERNATIONAL AIRPORT 2003 FORM 8.06 CAPITAL PROJECT APPROVAL REQUEST

Date: April 14, 2003

Project Name: OMP - Phase 1 Projects (Capital Project Approval Request No. 1—GARBs)

Project Scope: OMP - Phase 1 Projects - See Exhibit A.

Project Justification: OMP - Phase 1 Projects - See Exhibit A.

Estimated Project Costs:	Previous Request	Revision (If Any)	Current Request	Airline Share (This Request)
OMP-Phases 1A and 1B			\$ 492,400,000	\$ 492,400,000
OMP-Phases 1C and 1D			<u>1,235,700,000</u>	<u>1,235,700,000</u>
TOTAL			\$1,728,100,000	\$1,728,100,000

Project Schedule:	Approximate Dates	
	Start	Completion

OMP - Phase 1 Projects - See Exhibit A.

Total Project Estimate

Funding Source(s):	Previous Request		Current Request	
	Amount	Percentage	Amount	Percentage
GARBs/Commercial Paper			\$1,728,100,000	100%
TOTAL			\$1,728,100,000	100%

For project detail, see Exhibit A.

**CHICAGO O'HARE INTERNATIONAL AIRPORT
2003 FORM 8.06 CAPITAL PROJECT APPROVAL REQUEST**

Estimated Annual Debt Service:

See Exhibit B.

Cost Revenue Center:

The projects for which approval is being sought are allocated 100% Airfield.

Estimated Impact on Annual O & M Expenses:

See Exhibit C for the anticipated incremental impact on airport O&M expenses.

Estimated Revenue Potential:

This project is not anticipated to have an incremental impact on airport revenue.

Estimated Incremental Impact on Rates and Charges:

See Exhibit D for the estimated incremental impact on rates and charges.

EXHIBIT A
Project Scopes, Justifications, Budgets and Schedules

OMP-Phase 1

Scope

This authorization advances the O'Hare Modernization Program from planning into design and construction, contingent upon certain conditions described elsewhere. The scope includes:

- ***Program-Wide Requirements.*** Completion of technical, physical and operational planning, as well as environmental processing including related permits, fees and associated expenditures; FAA support services; legal services; public outreach and community relations; insurance brokerage fees; technical support from program management and construction management resources; and capitalized expenses for program office and other non-labor expenses such as presentation and document production in support of public processes.
- ***Preliminary Engineering.*** A portion of engineering for all civil and associated project components to address airport-wide issues related to drainage, hydraulics and detention; key elevations and airspace requirements; ATC line-of-sight; and major earthwork including required excavations, borrow and fill.

Preliminary engineering includes, but is not limited to, surveys of existing conditions, including soil borings and geotechnical analyses, utility surveys, environmental surveys, airport-wide drainage design, utility and other underground corridor definition, review and updating design standards, continued refinement of capital cost estimates, project scope definition and other special studies as required.

Although certain aspects of preliminary engineering relate to the scope of the entire airfield and other components of the OMP, the focus will be primarily on OMP-Phase 1.

- ***Runway 9L-27R.*** Design and construction of a new Group V runway of approximately 7,500 linear feet, as well as the relocation of Mount Prospect Road and Guard Post 1; approximately 9,000 ft of Group V taxiway; partial relocation of Willow/Higgins Creek; partial relocation of a 90" water main; service road relocations/additions, drainage/grading; NAVAIDS; and demolition of various facilities/roads.
- ***Runway 10L Extension.*** Design and construction of an extension of approximately 2,800 linear feet to an existing Group V runway (currently designated 9R), as well as approximately 5,000 linear feet of Group V taxiway, associated NAVAIDS, relocation of the existing Union Pacific railroad line, reconstruction of the Irving Park/York Road intersection, and associated drainage/grading.
- ***Runway 10C-28C.*** Design and construction of a Group VI runway of approximately 10,600 linear feet, approximately 35,000 linear feet of Group V/VI taxiway, relocation of various cargo/airport support facilities, service road/tunnel additions/modifications, drainage/grading including relocation of the existing South Detention Basin, NAVAIDS, relocation of 14L-32R threshold, and various demolition projects (facilities, taxiway, etc).
- ***Additional Land Acquisition.*** Additional residential and commercial land acquisition and associated costs, including cemetery relocations and wetlands mitigation pursuant to regulatory requirements.

Justification

O'Hare consistently ranks as the nation's first or second busiest airport with more than 30 million annual enplanements. The 2001 Airport Capacity Benchmark Report ranks O'Hare as the third most delayed airport in the United States. The O'Hare Modernization Program has been conceived to improve efficiency and capacity and to reduce system-wide operational delays.

The justification for this capital investment lies in the operational benefits (reduced delays and airfield capacity enhancement) that will result from the reconfigured airfield. Construction is planned to begin as soon as the environmental processing is completed, which the City anticipates in 2004.

Budget and Schedule

This authorization is for the expenditure of \$1,728.0 million for the following components of OMP-Phase 1:

Program Component	Current Working Estimate ¹	Est. Start	Est. Finish
Program-Wide Requirements	\$ 42,000,000	Jan 2003	Dec 2004
Preliminary Engineering	45,000,000	Jan 2003	Nov 2005
Additional Land Acquisition ²	236,000,000	Jan 2003	Dec 2005
Runway 9L-27R ³	565,000,000	Apr 2003	Oct 2006
Runway 10L Extension ^{3,4}	509,000,000	Apr 2003	Oct 2008
Runway 10C-28C ³	936,000,000	Apr 2003	Oct 2008
Total (excluding Noise Mitigation)	\$ 2,358,000,000		

Sub-Phases

These components are divided into sub-phases, as shown below:

Program Components	Phase 1A	Phase 1B	Phase 1C	Phase 1D
Program-Wide Requirements	\$ 42,000,000			
Preliminary Engineering	45,000,000			
RW 9L-27R	565,000,000			
Additional land acquisition ⁵		236,000,000		
York/Irving Park Relocation		48,100,000		
Railroad relocation		76,600,000	124,900,000	
Wetlands mitigation			25,000,000	
RW 10L Extension	21,000,000 ⁶		36,400,000	202,000,000
RW 10C-28C	42,000,000 ⁶		124,900,000	769,100,000
Totals (excluding Noise Mitigation)	\$715,000,000	\$360,700,000	\$311,200,000	\$971,100,000

¹ All figures stated in 2002 dollars, subject to escalation.

² Including wetlands mitigation. See delineation and footnotes under "Sub-Phases."

³ Including enabling projects. Specific budgets for design fees, other "soft costs" and physical construction to be jointly determined by OMP Executive Working Group. Runway 10C-28C enabling projects do not include costs of a proposed new Taxiway N, relocation of Taxiway M or associated costs.

⁴ Includes the rail relocation and associated projects referenced separately in the distribution by sub-phase.

⁵ Of this amount, the OMP Executive Working Group would be permitted to expend up to \$25 million for wetlands mitigation pursuant to regulatory requirements, to be replenished once the Phase 1C trigger is fulfilled.

⁶ Design only. These engineering fee estimates, originally prepared in August 2002, were based on then-current construction cost estimates now superseded. The City and Airlines will jointly redefine the engineering fee estimate through the OMP Executive Working Group.

Details by Project and Sub-Phase

This MII package establishes overall scope, budget and funding commitments. Shifts of budgetary resources within and among the project components identified herein may be undertaken only by the OMP Executive Working Group.

Phase 1A

Program-Wide Requirements (\$42 million)

- Planning
- EIS & Other Environmental Services
- FAA MOAs
- Legal Services
- Public Relations
- Insurance (Brokers Fees)
- Program Management Support
- Construction Management Support
- Department of Aviation
- Non-Labor (facilities, production services, etc.)

Preliminary Engineering (\$45 million)

Detailed Engineering—Runway 9L-27R (\$36 million)

Detailed Engineering—Runway 10L Extension (\$21 million)

Detailed Engineering—Runway 10C-28C (\$42 million)

Construction—Runway 9L-27R (\$529 million)

- Mt. Prospect Road/Guard Post Relocation
- Earthwork/Drainage/Paving
- Utilities
- NSMJAWA Water Main Realignment
- Creek Relocation/Detention Basin
- Service Roads/Fencing/Tunnel
- North Air Traffic Control Tower
- Lighting/NAVAIDS
- North Airfield Lighting Vault
- Construction Vehicle Inspection Area Relocation

Phase 1B

Land acquisition (\$236 million)

York/Irving Park Relocation (\$48.1 million)

- Property/ROW Acquisition
- Excavation and Construction

(continued)

Railroad relocation (\$76.6 million)

- Clearing/Grading Alignment/ROW
- Critical Bridge Structures
- Utilities/Local Drainage
- Railroad Costs (allocated portion)

Phase 1C

Wetlands mitigation (\$25 million)

Railroad relocation (\$124.9 million)

- Remaining Earthwork/Remediation
- Remaining Structures
- Trackwork
- Remaining Railroad Costs

Runway 10L Extension (\$36.4 million)

- Berm Removal
- Earthwork/Drainage/Utilities

Runway 10C-28C (\$124.9 million)

- Berm Removal
- South Detention Basin
- Earthwork/Utilities/Drainage/Roads
- Facility Relocations

Phase 1D

Runway 10L Extension (\$202.0 million)

- Berm Removal
- Earthwork/Drainage/Utilities
- Runway/Taxiway Pavement
- Lighting/NAVAIDS

Runway 10C-28C (\$769.1 million)

- Berm Removal
- South Detention Basin
- Earthwork/Utilities/Drainage/Roads
- Facility Relocations
- Bensenville Ditch Relocation
- Runway/Taxiway Pavement
- South Airfield Lighting Vault
- Lighting/NAVAIDS
- Roads/Tunnels

PROJECTED COMBINED NET DEBT SERVICE
Future OMP New Money GARBs Not Yet Approved
OMP Phase 1

<u>Rates and Charges Year:</u>	<u>Net Debt Service:*</u>
2003	1,589,219
2004	8,242,709
2005	23,653,412
2006	25,011,722
2007	61,068,243
2008	61,068,243
2009	174,950,866
2010	180,205,446
2011	180,205,446
2012	180,205,446
2013	194,777,469
2014	219,999,007
2015	219,999,007
2016	219,999,007
2017	219,999,007
2018	219,999,007
2019	219,999,007
2020	219,999,007
2021	219,999,007
2022	219,999,007
2023	219,999,007
2024	219,999,007
2025	219,999,007
2026	219,999,007
2027	219,999,007
2028	219,999,007
2029	219,999,007
2030	219,999,007
2031	219,999,007
2032	219,999,007
2033	188,003,508
2034	168,202,708
2035	109,188,515
2036	54,574,277
2037	26,245,819
2038	
2039	
2040	
	5,817,174,176

* Net of estimated capitalized interest

**City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit C
Forecast O&M Expenses (GARBs)**

	Projected									
	Budget 2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total O&M Expenses,¹ Including Impacts² Baseline	\$324,378,593	\$344,956,589	\$363,075,803	\$382,160,987	\$410,407,905	\$432,005,159	\$475,160,293	\$500,184,915	\$526,546,597	\$554,317,349
Incremental O&M Expenses³	\$0	\$0	\$0	\$0	\$8,143,829	\$8,565,349	\$29,414,403	\$30,941,780	\$32,550,945	\$34,246,334
Projected Enplaned Passengers	31,995,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691	41,747,791
Incremental O&M Expenses per Enplanement	\$0.00	\$0.00	\$0.00	\$0.00	\$0.22	\$0.23	\$0.77	\$0.78	\$0.80	\$0.82
1) Net of Land Support CRC										

2) Represents all existing projects and future CIP, WGP, and OMP projects with both previous MII approval and MII approval requested.
3) Represents all existing projects and those future CIP, WGP, and OMP projects with previous MII approval.
4) Incremental increase in O&M expenses is based on a percent increase of planned runway pavement surface area over existing runway surface area.

Prepared by Ricondo & Associates, Inc.

City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit D
Forecast Rates and Charges and Airline Requirements (GARBs)

	Budget 2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total Airline Requirement:										
Airline Requirement (Including Impacts) ¹	\$101,771,376	\$379,460,092	\$419,951,458	\$437,059,284	\$502,933,118	\$512,937,396	\$642,308,942	\$649,849,493	\$666,913,112	\$684,569,545
Airline Requirement (Baseline) ²	301,771,376	379,460,092	419,951,458	437,059,284	478,024,083	491,041,230	489,751,326	505,688,934	521,771,314	537,888,895
Incremental Airline Requirement	\$0	\$0	\$0	\$0	\$24,929,035	\$21,916,166	\$152,557,616	\$144,160,559	\$145,141,798	\$146,680,651
Projected										
Projected Enplaned Passengers	31,995,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691	41,747,791
Incremental Airline Requirement per Enplanement	\$0.00	\$0.00	\$0.00	\$0.00	\$0.69	\$0.59	\$3.97	\$3.65	\$3.57	\$3.51
Airfield:										
Landing Fee Rate per 1000 lb unit (Including Impacts) ¹	\$2,612	\$3,104	\$3,178	\$3,267	\$4,095	\$4,117	\$6,593	\$6,550	\$6,625	\$6,711
Landing Fee Rate per 1000 lb unit (Baseline) ²	2,612	3,104	3,178	3,267	3,605	3,665	3,675	3,765	3,852	3,940
Incremental Landing Fee Rate per 1000 lb unit	\$0.00	\$0.00	\$0.00	\$0.00	\$0.490	\$0.452	\$2,918	\$2,785	\$2,773	\$2,771
Domestic Terminal:										
Existing Footage Rate (Including Impacts) ¹	\$42.02	\$34.66	\$39.28	\$63.98	\$72.77	\$74.96	\$73.60	\$75.86	\$79.30	\$82.80
Existing Footage Rate (Baseline) ²	42.02	54.66	59.28	63.98	73.00	75.82	75.00	78.79	82.38	86.04
Incremental Existing Footage Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Additional Footage Rate (Including Impacts) ¹	\$74.76	\$105.11	\$109.61	\$116.19	\$126.92	\$129.62	\$124.82	\$127.52	\$131.03	\$134.36
Additional Footage Rate (Baseline) ²	74.76	105.11	109.61	116.19	127.15	130.48	126.22	130.45	134.11	137.59
Incremental Additional Footage Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Special Facilities Additional Rate (Including Impacts) ¹	\$65.21	\$90.40	\$94.93	\$100.96	\$111.13	\$113.68	\$109.88	\$112.45	\$115.94	\$119.32
Special Facilities Additional Rate (Baseline) ²	65.21	90.40	94.93	100.96	111.36	114.54	111.28	115.39	119.02	122.56
Incremental Special Facilities Additional Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Ultimate Additional Rate (Including Impacts) ¹	\$20.26	\$31.23	\$31.15	\$32.32	\$33.51	\$33.83	\$31.70	\$31.97	\$32.02	\$31.91
Ultimate Additional Rate (Baseline) ²	20.26	31.23	31.15	32.32	33.51	33.83	31.70	31.97	32.02	31.91
Incremental Ultimate Additional Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

City of Chicago
O'Hare International Airport
OMP Phase 1 - Rates & Charges
Exhibit D
Forecast Rates and Charges and Airline Requirements (GARs)

	Projected									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
International Terminal²										
Exclusive Use Rental Rate (Including Impacts) ¹	\$52.57	\$59.88	\$81.35	\$81.64	\$83.36	\$84.47	\$83.69	\$83.59	\$85.12	\$86.58
Exclusive Use Rental Rate (Baseline) ³	\$2.57	\$9.88	\$1.35	\$1.64	\$3.46	\$4.83	\$4.27	\$4.82	\$6.41	\$7.94
Incremental Exclusive Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.10)	(\$0.36)	(\$0.59)	(\$1.23)	(\$1.29)	(\$1.36)
Explored Common Use Rental Rate (Including Impacts)¹										
Explored Common Use Rental Rate (Including Impacts) ¹	\$12.38	\$13.26	\$16.40	\$16.13	\$16.09	\$15.96	\$15.57	\$15.29	\$15.24	\$15.18
Explored Common Use Rental Rate (Baseline) ³	12.38	13.26	16.40	16.13	16.11	16.01	15.65	15.46	15.41	15.36
Incremental Explored Common Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.05)	(\$0.08)	(\$0.17)	(\$0.17)	(\$0.17)
Deplaned Common Use Rental Rate (Including Impacts)¹										
Deplaned Common Use Rental Rate (Including Impacts) ¹	\$10.91	\$11.68	\$14.43	\$14.20	\$14.17	\$14.05	\$13.71	\$13.47	\$13.42	\$13.37
Deplaned Common Use Rental Rate (Baseline) ³	10.91	11.68	14.43	14.20	14.18	14.10	13.78	13.61	13.57	13.52
Incremental Deplaned Common Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.05)	(\$0.07)	(\$0.15)	(\$0.15)	(\$0.15)
Fueling System Charge Per Gallon (Including Impacts)¹										
Fueling System Charge Per Gallon (Including Impacts) ¹	\$0.00484	\$0.00886	\$0.01605	\$0.01518	\$0.01559	\$0.01534	\$0.01501	\$0.01484	\$0.01465	\$0.01446
Fueling System Charge Per Gallon (Baseline) ³	0.00484	0.00886	0.01605	0.01518	0.01559	0.01534	0.01501	0.01484	0.01465	0.01446
Incremental Fueling System Charge Per Gallon	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000

1) Represents all existing projects and future CIP, WGP, and OMP projects with both previous MIT approval and MIT approval requested

2) Represents all existing projects and those future CIP, WGP, and OMP projects with previous MIT approval

3) Rates may not match the City of Chicago's 2002 budgeted rates due to varying employment, deplanement, and fuel volume forecasts; however, net airline requirements match those budgeted by the City of Chicago

Prepared by Ricomdo & Associates, Inc.

MAJORITY-in-INTEREST CERTIFICATE NO. 1

1. The undersigned hereby certifies to the City of Chicago (the "City") that (a) he or she is the duly appointed "Airlines' Representative" as that term is defined in the Chicago-O'Hare International Airport Amended and Restated Airport Use Agreement and Terminal Facilities Lease dated as of January 1, 1985, by and between the City and each airline party named therein, as amended (the "Use Agreement"); and (b) costs in a not-to-exceed sum of \$492,400,000 ("Approved Costs") for and certain Capital Projects comprising OMP-Phases 1 A and B (collectively, "Approved Capital Projects") described in the City's Capital Project Approval Request No. 1 ("Capital Project Approval Request No. 1") attached hereto as Attachment 1 have been approved by a Majority-in-Interest of the Airline Parties.
2. The undersigned further certifies that a Majority-in-Interest of the Airline Parties has approved the issuance of General Airport Revenue Bonds, including those issued under the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations, Commercial Paper or a combination thereof ("GARBs"), to fund Approved Costs for the Approved Capital Projects (plus capitalized interest, bond issuance costs and other financing costs). The Debt Service on such GARBs shall be allocated to the Cost Revenue Centers as described in Capital Project Approval Request No. 1.
3. A Majority-in-Interest of the Airline Parties has approved the issuance of GARBs to fund costs of refunding \$1,408,585,000 in aggregate principal amount of General Airport Revenue Bonds (plus bond issuance and other financing costs).
4. A Majority-in-Interest of the Airline Parties has approved that the City may, after issuance of any such refunding GARBs, in addition to any adjustment of Landing Fee Rates, Terminal Area Use Charges and Fueling System Fees provided for under the Use Agreement, on one or more occasions and at any time, adjust such Landing Fee Rates, Terminal Area Use Charges and Fueling System Fees to account for the effect of any such refunding(s) thereon.
5. The undersigned further certifies to the City that:
 - a. Section 8.06. A Majority-in-Interest of the Airline Parties has waived the forty-five (45) day requirement in the first sentence of Section 8.06 of the Use Agreement with regard to making any Capital Expenditures or issuing GARBs or Commercial Paper.
 - b. Independence and Irrevocability of Waivers. A Majority-in-Interest of Airline Parties has acknowledged that each of the waivers contained in this certificate is independent of each other waiver herein contained, is irrevocable and

is given in consideration of the benefits to be derived by the Airline Parties as signatories of the Use Agreement.

6. The undersigned further certifies to the City that a Majority-in-Interest of the Airline Parties has requested that, for purposes of efficiently managing investments, including the preservation of the principal amount thereof, in the funds and accounts attributable to obligations issued by the City with respect to the Airport, the City may enter into one or more forward supply agreements, with counterparties selected by the Chief Financial Officer or the City Comptroller of the City, under which agreements such counterparties agree to sell to the City, and the City agrees to purchase from such counterparties, specific securities on specified dates at purchase prices established at the time of execution and delivery of the applicable agreement for the purpose of investing (a) moneys in any and all of the funds and accounts established pursuant to the General Airport Revenue Bond Ordinance, or (b) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago-O'Hare International Airport Second Lien Obligations, or (c) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations.

7. Capitalized terms used and not defined herein shall have the respective meanings set forth for such terms in the Use Agreement.

Dated: _____ Airlines' Representative _____

CHICAGO O'HARE INTERNATIONAL AIRPORT 2003 FORM 8.06 CAPITAL PROJECT APPROVAL REQUEST

Date: April 14, 2003

Project Name: OMP - Phase 1 Projects (Capital Project Approval Request No. 1—GARBs)

Project Scope: OMP - Phase 1 Projects - See Exhibit A.

Project Justification: OMP - Phase 1 Projects - See Exhibit A.

Estimated Project Costs:	Previous Request	Revision (If Any)	Current Request	Airline Share (This Request)
OMP-Phases 1A and 1B			\$ 492,400,000	\$ 492,400,000
OMP-Phases 1C and 1D			<u>1,235,700,000</u>	<u>1,235,700,000</u>
TOTAL			\$1,728,100,000	\$1,728,100,000

Project Schedule:	Approximate Dates	
	Start	Completion

OMP - Phase 1 Projects - See Exhibit A.

Total Project Estimate

Funding Source(s):	Previous Request		Current Request	
	Amount	Percentage	Amount	Percentage
GARBs/Commercial Paper			\$1,728,100,000	100%
TOTAL			\$1,728,100,000	100%

For project detail, see Exhibit A.

**CHICAGO O'HARE INTERNATIONAL AIRPORT
2003 FORM 8.06 CAPITAL PROJECT APPROVAL REQUEST**

Estimated Annual Debt Service:

See Exhibit B.

Cost Revenue Center:

The projects for which approval is being sought are allocated 100% Airfield.

Estimated Impact on Annual O & M Expenses:

See Exhibit C for the anticipated incremental impact on airport O&M expenses.

Estimated Revenue Potential:

This project is not anticipated to have an incremental impact on airport revenue.

Estimated Incremental Impact on Rates and Charges:

See Exhibit D for the estimated incremental impact on rates and charges.

EXHIBIT A
Project Scopes, Justifications, Budgets and Schedules

OMP-Phase 1

Scope

This authorization advances the O'Hare Modernization Program from planning into design and construction, contingent upon certain conditions described elsewhere. The scope includes:

- ***Program-Wide Requirements.*** Completion of technical, physical and operational planning, as well as environmental processing including related permits, fees and associated expenditures; FAA support services; legal services; public outreach and community relations; insurance brokerage fees; technical support from program management and construction management resources; and capitalized expenses for program office and other non-labor expenses such as presentation and document production in support of public processes.
- ***Preliminary Engineering.*** A portion of engineering for all civil and associated project components to address airport-wide issues related to drainage, hydraulics and detention; key elevations and airspace requirements; ATC line-of-sight; and major earthwork including required excavations, borrow and fill.

Preliminary engineering includes, but is not limited to, surveys of existing conditions, including soil borings and geotechnical analyses, utility surveys, environmental surveys, airport-wide drainage design, utility and other underground corridor definition, review and updating design standards, continued refinement of capital cost estimates, project scope definition and other special studies as required.

Although certain aspects of preliminary engineering relate to the scope of the entire airfield and other components of the OMP, the focus will be primarily on OMP-Phase 1.

- ***Runway 9L-27R.*** Design and construction of a new Group V runway of approximately 7,500 linear feet, as well as the relocation of Mount Prospect Road and Guard Post 1; approximately 9,000 ft of Group V taxiway; partial relocation of Willow/Higgins Creek; partial relocation of a 90" water main; service road relocations/additions, drainage/grading; NAVAIDS; and demolition of various facilities/roads.
- ***Runway 10L Extension.*** Design and construction of an extension of approximately 2,800 linear feet to an existing Group V runway (currently designated 9R), as well as approximately 5,000 linear feet of Group V taxiway, associated NAVAIDS, relocation of the existing Union Pacific railroad line, reconstruction of the Irving Park/York Road intersection, and associated drainage/grading.
- ***Runway 10C-28C.*** Design and construction of a Group VI runway of approximately 10,600 linear feet, approximately 35,000 linear feet of Group V/VI taxiway, relocation of various cargo/airport support facilities, service road/tunnel additions/modifications, drainage/grading including relocation of the existing South Detention Basin, NAVAIDS, relocation of 14L-32R threshold, and various demolition projects (facilities, taxiway, etc).
- ***Additional Land Acquisition.*** Additional residential and commercial land acquisition and associated costs, including cemetery relocations and wetlands mitigation pursuant to regulatory requirements.

Justification

O'Hare consistently ranks as the nation's first or second busiest airport with more than 30 million annual enplanements. The 2001 Airport Capacity Benchmark Report ranks O'Hare as the third most delayed airport in the United States. The O'Hare Modernization Program has been conceived to improve efficiency and capacity and to reduce system-wide operational delays.

The justification for this capital investment lies in the operational benefits (reduced delays and airfield capacity enhancement) that will result from the reconfigured airfield. Construction is planned to begin as soon as the environmental processing is completed, which the City anticipates in 2004.

Budget and Schedule

This authorization is for the expenditure of \$1,728.0 million for the following components of OMP-Phase 1:

Program Component	Current Working Estimate ¹	Est. Start	Est. Finish
Program-Wide Requirements	\$ 42,000,000	Jan 2003	Dec 2004
Preliminary Engineering	45,000,000	Jan 2003	Nov 2005
Additional Land Acquisition ²	236,000,000	Jan 2003	Dec 2005
Runway 9L-27R ³	565,000,000	Apr 2003	Oct 2006
Runway 10L Extension ^{3,4}	509,000,000	Apr 2003	Oct 2008
Runway 10C-28C ³	936,000,000	Apr 2003	Oct 2008
Total (excluding Noise Mitigation)	\$ 2,358,000,000		

Sub-Phases

These components are divided into sub-phases, as shown below:

Program Components	Phase 1A	Phase 1B	Phase 1C	Phase 1D
Program-Wide Requirements	\$ 42,000,000			
Preliminary Engineering	45,000,000			
RW 9L-27R	565,000,000			
Additional land acquisition ⁵		236,000,000		
York/Irving Park Relocation		48,100,000		
Railroad relocation		76,600,000	124,900,000	
Wetlands mitigation			25,000,000	
RW 10L Extension	21,000,000 ⁶		36,400,000	202,000,000
RW 10C-28C	42,000,000 ⁶		124,900,000	769,100,000
Totals (excluding Noise Mitigation)	\$715,000,000	\$360,700,000	\$311,200,000	\$971,100,000

¹ All figures stated in 2002 dollars, subject to escalation.

² Including wetlands mitigation. See delineation and footnotes under "Sub-Phases."

³ Including enabling projects. Specific budgets for design fees, other "soft costs" and physical construction to be jointly determined by OMP Executive Working Group. Runway 10C-28C enabling projects do not include costs of a proposed new Taxiway N, relocation of Taxiway M or associated costs.

⁴ Includes the rail relocation and associated projects referenced separately in the distribution by sub-phase.

⁵ Of this amount, the OMP Executive Working Group would be permitted to expend up to \$25 million for wetlands mitigation pursuant to regulatory requirements, to be replenished once the Phase 1C trigger is fulfilled.

⁶ Design only. These engineering fee estimates, originally prepared in August 2002, were based on then-current construction cost estimates now superseded. The City and Airlines will jointly redefine the engineering fee estimate through the OMP Executive Working Group.

Details by Project and Sub-Phase

This MII package establishes overall scope, budget and funding commitments. Shifts of budgetary resources within and among the project components identified herein may be undertaken only by the OMP Executive Working Group.

Phase 1A

Program-Wide Requirements (\$42 million)

- Planning
- EIS & Other Environmental Services
- FAA MOAs
- Legal Services
- Public Relations
- Insurance (Brokers Fees)
- Program Management Support
- Construction Management Support
- Department of Aviation
- Non-Labor (facilities, production services, etc.)

Preliminary Engineering (\$45 million)

Detailed Engineering—Runway 9L-27R (\$36 million)

Detailed Engineering—Runway 10L Extension (\$21 million)

Detailed Engineering—Runway 10C-28C (\$42 million)

Construction—Runway 9L-27R (\$529 million)

- Mt. Prospect Road/Guard Post Relocation
- Earthwork/Drainage/Paving
- Utilities
- NSMJAWA Water Main Realignment
- Creek Relocation/Detention Basin
- Service Roads/Fencing/Tunnel
- North Air Traffic Control Tower
- Lighting/NAVAIDS
- North Airfield Lighting Vault
- Construction Vehicle Inspection Area Relocation

Phase 1B

Land acquisition (\$236 million)

York/Irving Park Relocation (\$48.1 million)

- Property/ROW Acquisition
- Excavation and Construction

(continued)

- Railroad relocation* (\$76.6 million)
- Clearing/Grading Alignment/ROW
 - Critical Bridge Structures
 - Utilities/Local Drainage
 - Railroad Costs (allocated portion)

Phase 1C

Wetlands mitigation (\$25 million)

- Railroad relocation* (\$124.9 million)
- Remaining Earthwork/Remediation
 - Remaining Structures
 - Trackwork
 - Remaining Railroad Costs

- Runway 10L Extension* (\$36.4 million)
- Berm Removal
 - Earthwork/Drainage/Utilities

- Runway 10C-28C* (\$124.9 million)
- Berm Removal
 - South Detention Basin
 - Earthwork/Utilities/Drainage/Roads
 - Facility Relocations

Phase 1D

- Runway 10L Extension* (\$202.0 million)
- Berm Removal
 - Earthwork/Drainage/Utilities
 - Runway/Taxiway Pavement
 - Lighting/NAVAIDS

- Runway 10C-28C* (\$769.1 million)
- Berm Removal
 - South Detention Basin
 - Earthwork/Utilities/Drainage/Roads
 - Facility Relocations
 - Bensenville Ditch Relocation
 - Runway/Taxiway Pavement
 - South Airfield Lighting Vault
 - Lighting/NAVAIDS
 - Roads/Tunnels

CHICAGO O'HARE INTERNATIONAL AIRPORT 2003 FORM 8.06 CAPITAL PROJECT APPROVAL REQUEST

Total Project Estimate

Funding Source(s):	Previous Request		Current Request	
	Amount	Percentage	Amount	Percentage
Double Barrel PFC Bonds/ Commercial Paper			\$601,600,000	100%
TOTAL			\$601,600,000	100%

For project detail, see Exhibit A.

Estimated Annual Debt Service:

See Exhibit B.

Cost Revenue Center:

The projects for which approval is being sought are allocated 100% Airfield.

Estimated Impact on Annual O & M Expenses:

See Exhibit C for the anticipated incremental impact on airport O&M expenses.

Estimated Revenue Potential:

This project is not anticipated to have an incremental impact on airport revenue.

Estimated Incremental Impact on Rates and Charges:

See Exhibit D for the estimated incremental impact on rates and charges.

EXHIBIT A
Project Scopes, Justifications, Budgets and Schedules

OMP-Phase 1

Scope

This authorization advances the O'Hare Modernization Program from planning into design and construction, contingent upon certain conditions described elsewhere. The scope includes:

- ***Program-Wide Requirements.*** Completion of technical, physical and operational planning, as well as environmental processing including related permits, fees and associated expenditures; FAA support services; legal services; public outreach and community relations; insurance brokerage fees; technical support from program management and construction management resources; and capitalized expenses for program office and other non-labor expenses such as presentation and document production in support of public processes.
- ***Preliminary Engineering.*** A portion of engineering for all civil and associated project components to address airport-wide issues related to drainage, hydraulics and detention; key elevations and airspace requirements; ATC line-of-sight; and major earthwork including required excavations, borrow and fill.

Preliminary engineering includes, but is not limited to, surveys of existing conditions, including soil borings and geotechnical analyses, utility surveys, environmental surveys, airport-wide drainage design, utility and other underground corridor definition, review and updating design standards, continued refinement of capital cost estimates, project scope definition and other special studies as required.

Although certain aspects of preliminary engineering relate to the scope of the entire airfield and other components of the OMP, the focus will be primarily on OMP-Phase 1.

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- ***Additional Land Acquisition.*** Additional residential and commercial land acquisition and associated costs, including cemetery relocations and wetlands mitigation pursuant to regulatory requirements.

Justification

O'Hare consistently ranks as the nation's first or second busiest airport with more than 30 million annual enplanements. The 2001 Airport Capacity Benchmark Report ranks O'Hare as the third most delayed airport in the United States. The O'Hare Modernization Program has been conceived to improve efficiency and capacity and to reduce system-wide operational delays.

The justification for this capital investment lies in the operational benefits (reduced delays and airfield capacity enhancement) that will result from the reconfigured airfield. Construction is planned to begin as soon as the environmental processing is completed, which the City anticipates in 2004.

Budget and Schedule

This authorization is for the expenditure of \$601.6 million for the following components of OMP-Phase 1:

Program Component	Current Working Estimate ¹	Est. Start	Est. Finish
Program-Wide Requirements	\$ 42,000,000	Jan 2003	Dec 2004
Preliminary Engineering	45,000,000	Jan 2003	Nov 2005
Additional Land Acquisition ²	236,000,000	Jan 2003	Dec 2005
Runway 9L-27R ³	565,000,000	Apr 2003	Oct 2006
Runway 10L Extension ^{3,4}	509,000,000	Apr 2003	Oct 2008
Runway 10C-28C ³	936,000,000	Apr 2003	Oct 2008
Total (excluding Noise Mitigation)	\$ 2,358,000,000		

Sub-Phases

These components are divided into sub-phases, as shown below:

Program Components	Phase 1A	Phase 1B	Phase 1C	Phase 1D
Program-Wide Requirements	\$ 42,000,000			
Preliminary Engineering	45,000,000			
RW 9L-27R	565,000,000			
Additional land acquisition ⁵		236,000,000		
York/Irving Park Relocation		48,100,000		
Railroad relocation		76,600,000	124,900,000	
Wetlands mitigation			25,000,000	
RW 10L Extension	21,000,000 ⁶		36,400,000	202,000,000
RW 10C-28C	42,000,000 ⁶		124,900,000	769,100,000
Totals (excluding Noise Mitigation)	\$715,000,000	\$360,700,000	\$311,200,000	\$971,100,000

¹ All figures stated in 2002 dollars, subject to escalation.

² Including wetlands mitigation. See delineation and footnotes under "Sub-Phases."

³ Including enabling projects. Specific budgets for design fees, other "soft costs" and physical construction to be jointly determined by OMP Executive Working Group. Runway 10C-28C enabling projects do not include costs of a proposed new Taxiway N, relocation of Taxiway M or associated costs.

⁴ Includes the rail relocation and associated projects referenced separately in the distribution by sub-phase.

⁵ Of this amount, the OMP Executive Working Group would be permitted to expend up to \$25 million for wetlands mitigation pursuant to regulatory requirements, to be replenished once the Phase 1C trigger is fulfilled.

⁶ Design only. These engineering fee estimates, originally prepared in August 2002, were based on then-current construction cost estimates now superseded. The City and Airlines will jointly redefine the engineering fee estimate through the OMP Executive Working Group.

Details by Project and Sub-Phase

This MII package establishes overall scope, budget and funding commitments. Shifts of budgetary resources within and among the project components identified herein may be undertaken only by the OMP Executive Working Group.

Phase 1A

Program-Wide Requirements (\$42 million)

- Planning
- EIS & Other Environmental Services
- FAA MOAs
- Legal Services
- Public Relations
- Insurance (Brokers Fees)
- Program Management Support
- Construction Management Support
- Department of Aviation
- Non-Labor (facilities, production services, etc.)

Preliminary Engineering (\$45 million)

Detailed Engineering—Runway 9L-27R (\$36 million)

Detailed Engineering—Runway 10L Extension (\$21 million)

Detailed Engineering—Runway 10C-28C (\$42 million)

Construction—Runway 9L-27R (\$529 million)

- Mt. Prospect Road/Guard Post Relocation
- Earthwork/Drainage/Paving
- Utilities
- NSMJAWA Water Main Realignment
- Creek Relocation/Detention Basin
- Service Roads/Fencing/Tunnel
- North Air Traffic Control Tower
- Lighting/NAVAIDS
- North Airfield Lighting Vault
- Construction Vehicle Inspection Area Relocation

Phase 1B

Land acquisition (\$236 million)

York/Irving Park Relocation (\$48.1 million)

- Property/ROW Acquisition
- Excavation and Construction

(continued)

Railroad relocation (\$76.6 million)

- Clearing/Grading Alignment/ROW
- Critical Bridge Structures
- Utilities/Local Drainage
- Railroad Costs (allocated portion)

Phase 1C

Wetlands mitigation (\$25 million)

Railroad relocation (\$124.9 million)

- Remaining Earthwork/Remediation
- Remaining Structures
- Trackwork
- Remaining Railroad Costs

Runway 10L Extension (\$36.4 million)

- Berm Removal
- Earthwork/Drainage/Utilities

Runway 10C-28C (\$124.9 million)

- Berm Removal
- South Detention Basin
- Earthwork/Utilities/Drainage/Roads
- Facility Relocations

Phase 1D

Runway 10L Extension (\$202.0 million)

- Berm Removal
- Earthwork/Drainage/Utilities
- Runway/Taxiway Pavement
- Lighting/NAVAIDS

Runway 10C-28C (\$769.1 million)

- Berm Removal
- South Detention Basin
- Earthwork/Utilities/Drainage/Roads
- Facility Relocations
- Bensenville Ditch Relocation
- Runway/Taxiway Pavement
- South Airfield Lighting Vault
- Lighting/NAVAIDS
- Roads/Tunnels

Noise Mitigation

Scope

- Ongoing residential and institutional soundproofing for seven years (CY03-CY09).

Justification

O'Hare consistently ranks as the nation's first or second busiest airport with more than 30 million annual enplanements. The 2001 Airport Capacity Benchmark Report ranks O'Hare as the third most delayed airport in the United States. The O'Hare Modernization Program has been conceived to improve efficiency and capacity and to reduce system-wide operational delays.

The justification for this capital investment lies in the operational benefits (reduced delays and airfield capacity enhancement) that will result from the reconfigured airfield. Construction is planned to begin as soon as the environmental processing is completed, which the City anticipates in 2004.

Budget and Schedule

This authorization is for the expenditure of \$140 million for the following components of OMP-Phase 1:

Program Component	Current Working Estimate	Est. Start	Est. Finish
Noise Mitigation	\$ 140,000,000	Jan 2003	Dec 2009
Total	\$ 140,000,000		

Sub-Phases

This component is divided into sub-phases, as shown below:

Program Components	Phase 1A	Phase 1B	Phase 1C	Phase 1D
Noise Mitigation	\$ 80,000,000			\$60,000,000
Totals	\$ 80,000,000			\$60,000,000

PROJECTED COMBINED NET DEBT SERVICE
Future PFC-Backed Bonds
OMP Phase 1

<u>Rates and Charges Year:</u>	<u>Net Debt Service:*</u>
2003	2,353,063
2004	7,752,457
2005	38,217,753
2006	41,482,706
2007	44,843,437
2008	48,185,506
2009	51,261,453
2010	51,261,453
2011	51,261,453
2012	51,261,453
2013	51,261,453
2014	51,261,453
2015	51,261,453
2016	51,261,453
2017	51,261,453
2018	51,261,453
2019	51,261,453
2020	51,261,453
2021	51,261,453
2022	51,261,453
2023	51,261,453
2024	51,261,453
2025	51,261,453
2026	51,261,453
2027	51,261,453
2028	51,261,453
2029	51,261,453
2030	51,261,453
2031	51,261,453
2032	51,261,453
2033	15,380,370
2034	13,103,036
2035	13,043,700
2036	9,778,747
2037	6,418,016
2038	3,075,948
2039	
2040	
	<hr/>
	1,473,909,618

* Net of estimated capitalized interest

City of Chicago
O'Hare International Airport
OMP Phase 1 - Rates & Charges
Exhibit C
Forecast O&M Expenses (FFC-Backed Bonds)

	Budget		Projected							
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total O&M Expenses¹										
Including Impacts ²										
Baseline	\$324,378,593	\$344,956,589	\$363,075,803	\$382,160,987	\$410,407,905	\$432,003,159	\$475,160,293	\$500,184,915	\$526,546,597	\$554,317,349
Incremental O&M Expenses ⁴	\$0	\$0	\$0	\$0	\$8,143,829	\$8,563,349	\$29,414,403	\$30,941,780	\$32,550,945	\$34,246,334
Projected Enplaned Passengers	31,993,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691	41,747,791
Incremental O&M Expenses per Enplanement	\$0.00	\$0.00	\$0.00	\$0.00	\$0.22	\$0.23	\$0.77	\$0.78	\$0.80	\$0.82

1) Net of Land Support CRC

2) Represents all existing projects and future CIP, WGP, and OMP projects with both previous MII approval and MII approval requested.

3) Represents all existing projects and those future CIP, WGP, and OMP projects with previous MII approval.

4) Incremental increase in O&M expenses is based on a percent increase of planned runway pavement surface area over existing runway surface area.

Prepared by Ricomdo & Associates, Inc.

City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit D
Forecast Rates and Charges and Airline Requirements (PFC-Backed Bonds)

	Budget						Projected			
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total Airline Requirement:										
Airline Requirement (Including Impacts) ¹	\$303,917,776	\$386,531,672	\$454,817,634	\$474,898,682	\$528,173,938	\$542,752,899	\$567,850,305	\$580,506,525	\$598,049,453	\$615,705,887
Airline Requirement (Baseline) ²	301,771,376	379,460,092	419,951,458	437,059,284	478,024,083	491,041,230	489,751,326	505,688,934	521,771,314	537,888,895
Incremental Airline Requirement	\$2,146,400	\$7,071,580	\$34,866,176	\$37,839,397	\$50,149,875	\$51,711,668	\$78,098,979	\$74,817,592	\$76,278,140	\$77,816,992
Projected Enplaned Passengers	31,995,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691	41,747,791
Incremental Airline Requirement per Enplanement	\$0.07	\$0.21	\$1.02	\$1.07	\$1.38	\$1.38	\$2.03	\$1.89	\$1.88	\$1.86
Airfield:										
Landing Fee Rate per 1000 lb unit (Including Impacts) ¹	\$2.656	\$3.246	\$3.869	\$4.006	\$4.581	\$4.683	\$5.197	\$5.266	\$5.367	\$5.469
Landing Fee Rate per 1000 lb unit (Baseline) ²	2.612	3.104	3.178	3.267	3.605	3.665	3.675	3.765	3.852	3.940
Incremental Landing Fee Rate per 1000 lb unit	\$0.044	\$0.142	\$0.691	\$0.740	\$0.976	\$1.018	\$1.522	\$1.502	\$1.515	\$1.529
Domestic Terminal:										
Existing Footage Rate (Including Impacts) ¹	\$42.02	\$54.66	\$59.28	\$63.98	\$72.77	\$74.96	\$73.60	\$73.86	\$79.30	\$82.80
Existing Footage Rate (Baseline) ²	42.02	54.66	59.28	63.98	73.00	75.82	75.00	78.79	82.38	86.04
Incremental Existing Footage Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Additional Footage Rate (Including Impacts) ¹	\$74.76	\$105.11	\$109.61	\$116.19	\$126.92	\$129.62	\$124.82	\$127.52	\$131.03	\$134.36
Additional Footage Rate (Baseline) ²	74.76	105.11	109.61	116.19	127.15	130.48	126.22	130.45	134.11	137.59
Incremental Additional Footage Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Special Facilities Additional Rate (Including Impacts)¹	\$65.21	\$90.40	\$94.93	\$100.96	\$111.13	\$113.68	\$109.88	\$112.45	\$115.94	\$119.32
Special Facilities Additional Rate (Baseline) ²	65.21	90.40	94.93	100.96	111.56	114.54	111.28	115.39	119.02	122.56
Incremental Special Facilities Additional Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Ultimate Additional Rate (Including Impacts)¹	\$20.26	\$31.23	\$31.15	\$32.32	\$33.51	\$33.83	\$31.70	\$31.97	\$32.02	\$31.91
Ultimate Additional Rate (Baseline) ²	20.26	31.23	31.15	32.32	33.51	33.83	31.70	31.97	32.02	31.91
Incremental Ultimate Additional Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

**City of Chicago
O'Hare International Airport
OMP Phase 1 - Rates & Charges
Exhibit D**

Forecast Rates and Charges and Airline Requirements (PFC-Backed Bonds)

	Projected									
	Budget 2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
International Terminal:²										
Exclusive Use Rental Rate (Including Impacts) ¹	\$52.57	\$59.88	\$81.35	\$81.64	\$83.36	\$84.47	\$83.69	\$83.59	\$85.12	\$86.58
Exclusive Use Rental Rate (Baseline) ²	\$2.57	\$9.88	\$1.35	\$1.64	\$3.46	\$4.83	\$4.27	\$4.82	\$6.41	\$7.94
Incremental Exclusive Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.10)	(\$0.36)	(\$0.59)	(\$1.23)	(\$1.29)	(\$1.36)
Enplaned Common Use Rental Rate (Including Impacts) ¹	\$12.38	\$13.26	\$16.40	\$16.13	\$16.09	\$15.96	\$15.57	\$15.29	\$15.24	\$15.18
Enplaned Common Use Rental Rate (Baseline) ²	12.38	13.26	16.40	16.13	16.11	16.01	15.65	15.46	15.41	15.36
Incremental Enplaned Common Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.05)	(\$0.08)	(\$0.17)	(\$0.17)	(\$0.17)
Deplaned Common Use Rental Rate (Including Impacts) ¹	\$10.91	\$11.68	\$14.43	\$14.20	\$14.17	\$14.05	\$13.71	\$13.47	\$13.42	\$13.37
Deplaned Common Use Rental Rate (Baseline) ²	10.91	11.68	14.43	14.20	14.18	14.10	13.78	13.61	13.57	13.52
Incremental Deplaned Common Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.05)	(\$0.07)	(\$0.15)	(\$0.15)	(\$0.15)
Fueling System Charge Per Gallon (Including Impacts) ¹	\$0.00484	\$0.00886	\$0.01605	\$0.01518	\$0.01559	\$0.01534	\$0.01501	\$0.01484	\$0.01465	\$0.01446
Fueling System Charge Per Gallon (Baseline) ²	0.00484	0.00886	0.01605	0.01518	0.01559	0.01534	0.01501	0.01484	0.01465	0.01446
Incremental Fueling System Charge Per Gallon	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000

1) Represents all existing projects and future CIP, WGP, and OMP projects with both previous MIT approval and MIT approval requested

2) Represents all existing projects and those future CIP, WGP, and OMP projects with previous MIT approval

3) Rates may not match the City of Chicago's 2002 budgeted rates due to varying enrollment, deplanement, and fuel volume forecasts; however, net airline requirements match those budgeted by the City of Chicago

Prepared by *Ricondo & Associates, Inc.*

MAJORITY-in-INTEREST CERTIFICATE NO. 4

1. The undersigned hereby certifies to the City of Chicago (the "City") that (a) he or she is the duly appointed "Airlines' Representative" as that term is defined in the Chicago-O'Hare International Airport Amended and Restated Airport Use Agreement and Terminal Facilities Lease dated as of January 1, 1985, by and between the City and each airline party named therein, as amended (the "Use Agreement"); and (b) costs in a not-to-exceed sum of \$101,000,000 ("Approved Costs") for and certain Capital Projects comprising OMP-Phase 1C and 1D and certain Noise Program – Phase 1D projects ("Approved Capital Projects") described in the City's Capital Project Approval Request No. 2 ("Capital Project Approval Request No. 2") attached hereto as Attachment 1 have been approved by a Majority-in-Interest of the Airline Parties.
2. The undersigned further certifies that a Majority-in-Interest of the Airline Parties has approved the issuance of General Airport Revenue Bonds supported by a pledge of legally available PFC Revenues ("Double Barrel PFC Bonds") and Commercial Paper to fund Approved Costs for the Approved Capital Projects (plus capitalized interest, bond issuance costs and other financing costs). The Debt Service on such Double Barrel PFC Bonds and Commercial Paper shall be allocated to the Cost Revenue Centers as described in Capital Project Approval Request No. 2. Double Barrel PFC Bonds may not be issued for the Capital Projects which are in OMP-Phase 1C as described in Exhibit A to Attachment 1 until an Independent Airport Consultant has provided a certificate to the effect that either of the two OMP-Phase 1C Conditions set forth in Attachment 2 attached hereto has been satisfied, and Double Barrel PFC Bonds may not be issued for the Capital Projects which are part of OMP-Phase 1D Projects or Noise Program – Phase 1D Projects as described in Exhibit A to Attachment 1 until an Independent Airport Consultant has provided a certificate to the effect that either of the two OMP-Phase 1D Conditions set forth in Attachment 2 attached hereto has been satisfied.
3. The Majority-in-Interest approval for the Double Barrel PFC Bonds described above in paragraph 2 is conditioned on the inclusion in the appropriate bond documents and City Council ordinances with respect to the Double Barrel PFC Bonds of a pledge by the City of legally available PFC Revenues up to \$4.50 per eligible enplanement received by the City after the date of such pledge for the payment of such debt service on the Double Barrel PFC Bonds. Such pledge of PFC Revenues shall be subordinate to the pledge of PFC Revenues under the indentures securing the Chicago O'Hare International Airport Passenger Facility Charge Revenue Bonds and Second Lien Passenger Facility Charge Revenue Bonds and the obligations of the City under Section 25-10(b) of the Compact between the City and the City of Gary Relating to the Establishment of the Chicago-Gary Regional Airport Authority.
4. The undersigned further certifies to the City that:

a. Section 8.06. A Majority-in-Interest of the Airline Parties has waived the forty-five (45) day requirement in the first sentence of Section 8.06 of the Use Agreement with regard to making any Capital Expenditures or issuing General Airport Revenue Bonds or Commercial Paper.

b. Independence and Irrevocability of Waivers. A Majority-in-Interest of Airline Parties has acknowledged that each of the waivers contained in this certificate is independent of each other waiver herein contained, is irrevocable and is given in consideration of the benefits to be derived by the Airline Parties as signatories of the Use Agreement.

5. The undersigned further certifies to the City that a Majority-in-Interest of the Airline Parties has requested that, for purposes of efficiently managing investments, including the preservation of the principal amount thereof, in the funds and accounts attributable to obligations issued by the City with respect to the Airport, the City may enter into one or more forward supply agreements, with counterparties selected by the Chief Financial Officer or the City Comptroller of the City, under which agreements such counterparties agree to sell to the City, and the City agrees to purchase from such counterparties, specific securities on specified dates at purchase prices established at the time of execution and delivery of the applicable agreement for the purpose of investing (a) moneys in any and all of the funds and accounts established pursuant to the General Airport Revenue Bond Ordinance, or (b) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago-O'Hare International Airport Second Lien Obligations, or (c) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations.

6. Capitalized terms used and not defined herein shall have the respective meanings set forth for such terms in the Use Agreement.

Dated: _____ Airlines' Representative _____

CHICAGO O'HARE INTERNATIONAL AIRPORT 2003 FORM 8.06 CAPITAL PROJECT APPROVAL REQUEST

Date: April 14, 2003

Project Name: OMP - Phase 1 Projects and Noise Program
(Capital Project Approval Request No. 2—Double-Barrel PFC Bonds)

Project Scope: OMP - Phase 1 Projects - See Exhibit A.
Noise Program - See Exhibit A.

Project Justification: OMP - Phase 1 Projects - See Exhibit A.
Noise Program - See Exhibit A.

Estimated Project Costs:	Previous Request	Revision (If Any)	Current Request	Airline Share (This Request)
OMP-Phases 1A and 1B			\$ 420,600,000	\$ 420,600,000
OMP-Phases 1C and 1D			41,000,000	41,000,000
Noise Program – Phase 1A			80,000,000	80,000,000
Noise Program – Phase 1D			<u>60,000,000</u>	<u>60,000,000</u>
TOTAL			\$ 601,600,000	\$601,600,000

Project Schedule:

Approximate Dates	
Start	Completion

OMP - Phase 1 Projects - See Exhibit A.

Noise Program - See Exhibit A.

CHICAGO O'HARE INTERNATIONAL AIRPORT 2003 FORM 8.06 CAPITAL PROJECT APPROVAL REQUEST

Total Project Estimate

Funding Source(s):	Previous Request		Current Request	
	Amount	Percentage	Amount	Percentage
Double Barrel PFC Bonds/ Commercial Paper			\$601,600,000	100%
TOTAL			\$601,600,000	100%

For project detail, see Exhibit A.

Estimated Annual Debt Service:

See Exhibit B.

Cost Revenue Center:

The projects for which approval is being sought are allocated 100% Airfield.

Estimated Impact on Annual O & M Expenses:

See Exhibit C for the anticipated incremental impact on airport O&M expenses.

Estimated Revenue Potential:

This project is not anticipated to have an incremental impact on airport revenue.

Estimated Incremental Impact on Rates and Charges:

See Exhibit D for the estimated incremental impact on rates and charges.

EXHIBIT A
Project Scopes, Justifications, Budgets and Schedules

OMP-Phase 1

Scope

This authorization advances the O'Hare Modernization Program from planning into design and construction, contingent upon certain conditions described elsewhere. The scope includes:

- ***Program-Wide Requirements.*** Completion of technical, physical and operational planning, as well as environmental processing including related permits, fees and associated expenditures; FAA support services; legal services; public outreach and community relations; insurance brokerage fees; technical support from program management and construction management resources; and capitalized expenses for program office and other non-labor expenses such as presentation and document production in support of public processes.
- ***Preliminary Engineering.*** A portion of engineering for all civil and associated project components to address airport-wide issues related to drainage, hydraulics and detention; key elevations and airspace requirements; ATC line-of-sight; and major earthwork including required excavations, borrow and fill.

Preliminary engineering includes, but is not limited to, surveys of existing conditions, including soil borings and geotechnical analyses, utility surveys, environmental surveys, airport-wide drainage design, utility and other underground corridor definition, review and updating design standards, continued refinement of capital cost estimates, project scope definition and other special studies as required.

Although certain aspects of preliminary engineering relate to the scope of the entire airfield and other components of the OMP, the focus will be primarily on OMP-Phase 1.

- ***Runway 9L-27R.*** Design and construction of a new Group V runway of approximately 7,500 linear feet, as well as the relocation of Mount Prospect Road and Guard Post 1; approximately 9,000 ft of Group V taxiway; partial relocation of Willow/Higgins Creek; partial relocation of a 90" water main; service road relocations/additions, drainage/grading; NAVAIDS; and demolition of various facilities/roads.
- ***Runway 10L Extension.*** Design and construction of an extension of approximately 2,800 linear feet to an existing Group V runway (currently designated 9R), as well as approximately 5,000 linear feet of Group V taxiway, associated NAVAIDS, relocation of the existing Union Pacific railroad line, reconstruction of the Irving Park/York Road intersection, and associated drainage/grading.
- ***Runway 10C-28C.*** Design and construction of a Group VI runway of approximately 10,600 linear feet, approximately 35,000 linear feet of Group V/VI taxiway, relocation of various cargo/airport support facilities, service road/tunnel additions/modifications, drainage/grading including relocation of the existing South Detention Basin, NAVAIDS, relocation of 14L-32R threshold, and various demolition projects (facilities, taxiway, etc).
- ***Additional Land Acquisition.*** Additional residential and commercial land acquisition and associated costs, including cemetery relocations and wetlands mitigation pursuant to regulatory requirements.

Justification

O'Hare consistently ranks as the nation's first or second busiest airport with more than 30 million annual enplanements. The 2001 Airport Capacity Benchmark Report ranks O'Hare as the third most delayed airport in the United States. The O'Hare Modernization Program has been conceived to improve efficiency and capacity and to reduce system-wide operational delays.

The justification for this capital investment lies in the operational benefits (reduced delays and airfield capacity enhancement) that will result from the reconfigured airfield. Construction is planned to begin as soon as the environmental processing is completed, which the City anticipates in 2004.

Budget and Schedule

This authorization is for the expenditure of \$601.6 million for the following components of OMP-Phase 1:

Program Component	Current Working Estimate ¹	Est. Start	Est. Finish
Program-Wide Requirements	\$ 42,000,000	Jan 2003	Dec 2004
Preliminary Engineering	45,000,000	Jan 2003	Nov 2005
Additional Land Acquisition ²	236,000,000	Jan 2003	Dec 2005
Runway 9L-27R ³	565,000,000	Apr 2003	Oct 2006
Runway 10L Extension ^{3,4}	509,000,000	Apr 2003	Oct 2008
Runway 10C-28C ³	936,000,000	Apr 2003	Oct 2008
Total (excluding Noise Mitigation)	\$ 2,358,000,000		

Sub-Phases

These components are divided into sub-phases, as shown below:

Program Components	Phase 1A	Phase 1B	Phase 1C	Phase 1D
Program-Wide Requirements	\$ 42,000,000			
Preliminary Engineering	45,000,000			
RW 9L-27R	565,000,000			
Additional land acquisition ⁵		236,000,000		
York/Irving Park Relocation		48,100,000		
Railroad relocation		76,600,000	124,900,000	
Wetlands mitigation			25,000,000	
RW 10L Extension	21,000,000 ⁶		36,400,000	202,000,000
RW 10C-28C	42,000,000 ⁶		124,900,000	769,100,000
Totals (excluding Noise Mitigation)	\$715,000,000	\$360,700,000	\$311,200,000	\$971,100,000

¹ All figures stated in 2002 dollars, subject to escalation.

² Including wetlands mitigation. See delineation and footnotes under "Sub-Phases."

³ Including enabling projects. Specific budgets for design fees, other "soft costs" and physical construction to be jointly determined by OMP Executive Working Group. Runway 10C-28C enabling projects do not include costs of a proposed new Taxiway N, relocation of Taxiway M or associated costs.

⁴ Includes the rail relocation and associated projects referenced separately in the distribution by sub-phase.

⁵ Of this amount, the OMP Executive Working Group would be permitted to expend up to \$25 million for wetlands mitigation pursuant to regulatory requirements, to be replenished once the Phase 1C trigger is fulfilled.

⁶ Design only. These engineering fee estimates, originally prepared in August 2002, were based on then-current construction cost estimates now superseded. The City and Airlines will jointly redefine the engineering fee estimate through the OMP Executive Working Group.

Details by Project and Sub-Phase

This MII package establishes overall scope, budget and funding commitments. Shifts of budgetary resources within and among the project components identified herein may be undertaken only by the OMP Executive Working Group.

Phase 1A

Program-Wide Requirements (\$42 million)

- Planning
- EIS & Other Environmental Services
- FAA MOAs
- Legal Services
- Public Relations
- Insurance (Brokers Fees)
- Program Management Support
- Construction Management Support
- Department of Aviation
- Non-Labor (facilities, production services, etc.)

Preliminary Engineering (\$45 million)

Detailed Engineering—Runway 9L-27R (\$36 million)

Detailed Engineering—Runway 10L Extension (\$21 million)

Detailed Engineering—Runway 10C-28C (\$42 million)

Construction—Runway 9L-27R (\$529 million)

- Mt. Prospect Road/Guard Post Relocation
- Earthwork/Drainage/Paving
- Utilities
- NSMJAWA Water Main Realignment
- Creek Relocation/Detention Basin
- Service Roads/Fencing/Tunnel
- North Air Traffic Control Tower
- Lighting/NAVAIDS
- North Airfield Lighting Vault
- Construction Vehicle Inspection Area Relocation

Phase 1B

Land acquisition (\$236 million)

York/Irving Park Relocation (\$48.1 million)

- Property/ROW Acquisition
- Excavation and Construction

(continued)

Railroad relocation (\$76.6 million)

- Clearing/Grading Alignment/ROW
- Critical Bridge Structures
- Utilities/Local Drainage
- Railroad Costs (allocated portion)

Phase 1C

Wetlands mitigation (\$25 million)

Railroad relocation (\$124.9 million)

- Remaining Earthwork/Remediation
- Remaining Structures
- Trackwork
- Remaining Railroad Costs

Runway 10L Extension (\$36.4 million)

- Berm Removal
- Earthwork/Drainage/Utilities

Runway 10C-28C (\$124.9 million)

- Berm Removal
- South Detention Basin
- Earthwork/Utilities/Drainage/Roads
- Facility Relocations

Phase 1D

Runway 10L Extension (\$202.0 million)

- Berm Removal
- Earthwork/Drainage/Utilities
- Runway/Taxiway Pavement
- Lighting/NAVAIDS

Runway 10C-28C (\$769.1 million)

- Berm Removal
- South Detention Basin
- Earthwork/Utilities/Drainage/Roads
- Facility Relocations
- Bensenville Ditch Relocation
- Runway/Taxiway Pavement
- South Airfield Lighting Vault
- Lighting/NAVAIDS
- Roads/Tunnels

Noise Mitigation

Scope

- Ongoing residential and institutional soundproofing for seven years (CY03-CY09).

Justification

O'Hare consistently ranks as the nation's first or second busiest airport with more than 30 million annual enplanements. The 2001 Airport Capacity Benchmark Report ranks O'Hare as the third most delayed airport in the United States. The O'Hare Modernization Program has been conceived to improve efficiency and capacity and to reduce system-wide operational delays.

The justification for this capital investment lies in the operational benefits (reduced delays and airfield capacity enhancement) that will result from the reconfigured airfield. Construction is planned to begin as soon as the environmental processing is completed, which the City anticipates in 2004.

Budget and Schedule

This authorization is for the expenditure of \$140 million for the following components of OMP-Phase 1:

<u>Program Component</u>	<u>Current Working Estimate</u>	<u>Est. Start</u>	<u>Est. Finish</u>
Noise Mitigation	\$ 140,000,000	Jan 2003	Dec 2009
Total	\$ 140,000,000		

Sub-Phases

This component is divided into sub-phases, as shown below:

<u>Program Components</u>	<u>Phase 1A</u>	<u>Phase 1B</u>	<u>Phase 1C</u>	<u>Phase 1D</u>
Noise Mitigation	\$ 80,000,000			\$60,000,000
Totals	\$ 80,000,000			\$60,000,000

**PROJECTED COMBINED NET DEBT SERVICE
 Future PFC-Backed Bonds
 OMP Phase 1**

<u>Rates and Charges Year:</u>	<u>Net Debt Service:*</u>
2003	2,353,063
2004	7,752,457
2005	38,217,753
2006	41,482,706
2007	44,843,437
2008	48,185,506
2009	51,261,453
2010	51,261,453
2011	51,261,453
2012	51,261,453
2013	51,261,453
2014	51,261,453
2015	51,261,453
2016	51,261,453
2017	51,261,453
2018	51,261,453
2019	51,261,453
2020	51,261,453
2021	51,261,453
2022	51,261,453
2023	51,261,453
2024	51,261,453
2025	51,261,453
2026	51,261,453
2027	51,261,453
2028	51,261,453
2029	51,261,453
2030	51,261,453
2031	51,261,453
2032	51,261,453
2033	15,380,370
2034	13,103,036
2035	13,043,700
2036	9,778,747
2037	6,418,016
2038	3,075,948
2039	
2040	
	1,473,909,618

* Net of estimated capitalized interest

City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit C
Forecast O&M Expenses (PFC-Backed Bonds)

	Budget		Projected							
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total O&M Expenses: ¹										
Including Impacts ²										
Baseline ³	\$324,378,593	\$344,956,589	\$363,075,803	\$382,160,987	\$410,407,905	\$432,003,159	\$475,160,293	\$500,184,915	\$526,546,597	\$554,317,349
Incremental O&M Expenses ⁴	\$0	\$0	\$0	\$0	\$8,143,929	\$8,565,349	\$29,414,403	\$30,941,780	\$32,550,945	\$34,246,334
Projected Employed Passengers	31,995,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691	41,747,791
Incremental O&M Expenses per Enplanement	\$0.00	\$0.00	\$0.00	\$0.00	\$0.22	\$0.23	\$0.77	\$0.78	\$0.80	\$0.82
1) Net of Land Support CRC										

2) Represents all existing projects and future CIP, WGP, and OMP projects with both previous MII approval and MII approval requested.
 3) Represents all existing projects and those future CIP, WGP, and OMP projects with previous MII approval.
 4) Incremental increase in O&M expenses is based on a percent increase of planned runway pavement surface area over existing runway surface area.

Prepared by Ricando & Associates, Inc.

City of Chicago
O'Hare International Airport
OMP Phase 1 - Rates & Charges
Exhibit D
Forecast Rates and Charges and Airline Requirements (PFC-Backed Bonds)

	Budget		Projected							
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total Airline Requirement:										
Airline Requirement (Including Impacts) ¹	\$303,917,776	\$386,531,672	\$454,812,654	\$474,898,682	\$528,173,958	\$542,752,899	\$567,850,305	\$580,506,525	\$598,049,453	\$615,705,887
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Projected Enplaned Passengers										
	31,995,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691	41,747,791
Incremental Airline Requirement per Enplanement	\$0.07	\$0.21	\$1.02	\$1.07	\$1.38	\$1.38	\$2.03	\$1.89	\$1.88	\$1.86
Airfield:										
Landing Fee Rate per 1000 lb unit (Including Impacts) ¹	\$2.656	\$3.246	\$3.869	\$4.006	\$4.581	\$4.683	\$5.197	\$5.266	\$5.367	\$5.469
Landing Fee Rate per 1000 lb unit (Baseline) ¹	2.612	3.104	3.178	3.267	3.605	3.665	3.675	3.765	3.852	3.940
Incremental Landing Fee Rate per 1000 lb unit	\$0.044	\$0.142	\$0.691	\$0.740	\$0.976	\$1.018	\$1.522	\$1.502	\$1.515	\$1.529
Domestic Terminal:										
Existing Footage Rate (Including Impacts) ¹	\$42.02	\$54.66	\$59.28	\$63.98	\$72.77	\$74.96	\$73.60	\$75.86	\$79.30	\$82.80
Existing Footage Rate (Baseline) ¹	42.02	54.66	59.28	63.98	73.00	75.82	75.00	78.79	82.38	86.04
Incremental Existing Footage Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Additional Footage Rate (Including Impacts)¹	\$74.76	\$105.11	\$109.61	\$116.19	\$126.92	\$129.62	\$124.82	\$127.52	\$131.03	\$134.36
Additional Footage Rate (Baseline) ¹	74.76	105.11	109.61	116.19	127.15	130.48	126.22	130.45	134.11	137.59
Incremental Additional Footage Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Special Facilities Additional Rate (Including Impacts)¹	\$65.21	\$90.40	\$94.93	\$100.96	\$111.13	\$113.68	\$109.88	\$112.45	\$115.94	\$119.32
Special Facilities Additional Rate (Baseline) ¹	65.21	90.40	94.93	100.96	111.36	114.54	111.28	115.39	119.02	122.56
Incremental Special Facilities Additional Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Ultimate Additional Rate (Including Impacts)¹	\$20.26	\$31.23	\$31.15	\$32.32	\$33.51	\$33.83	\$31.70	\$31.97	\$32.02	\$31.91
Ultimate Additional Rate (Baseline) ¹	20.26	31.23	31.15	32.32	33.51	33.83	31.70	31.97	32.02	31.91
Incremental Ultimate Additional Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

**City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit D**

Forecast Rates and Charges and Airline Requirements (PFC-Backed Bonds)

	Projected									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
International Terminal¹										
Exclusive Use Rental Rate (Including Impacts) ¹	\$52.57	\$59.88	\$81.35	\$81.64	\$83.36	\$84.47	\$83.69	\$83.59	\$85.12	\$86.58
Exclusive Use Rental Rate (Baseline) ²	52.57	59.88	81.35	81.64	83.46	84.83	84.27	84.82	86.41	87.94
Incremental Exclusive Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.10)	(\$0.36)	(\$0.59)	(\$1.23)	(\$1.29)	(\$1.36)
Explicated Common Use Rental Rate (Including Impacts)¹										
Explicated Common Use Rental Rate (Including Impacts) ¹	\$12.38	\$13.26	\$16.40	\$16.13	\$16.09	\$15.96	\$15.57	\$15.29	\$15.24	\$15.18
Explicated Common Use Rental Rate (Baseline) ²	12.38	13.26	16.40	16.13	16.11	16.01	15.65	15.46	15.41	15.36
Incremental Explicated Common Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.05)	(\$0.08)	(\$0.17)	(\$0.17)	(\$0.17)
Deplained Common Use Rental Rate (Including Impacts)¹										
Deplained Common Use Rental Rate (Including Impacts) ¹	\$10.91	\$11.68	\$14.43	\$14.20	\$14.17	\$14.05	\$13.71	\$13.47	\$13.42	\$13.37
Deplained Common Use Rental Rate (Baseline) ²	10.91	11.68	14.43	14.20	14.18	14.10	13.78	13.61	13.57	13.52
Incremental Deplained Common Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.05)	(\$0.07)	(\$0.15)	(\$0.15)	(\$0.15)
Fueling System Charge Per Gallon (Including Impacts)¹										
Fueling System Charge Per Gallon (Including Impacts) ¹	\$0.00484	\$0.00886	\$0.01605	\$0.01518	\$0.01559	\$0.01534	\$0.01501	\$0.01484	\$0.01465	\$0.01446
Fueling System Charge Per Gallon (Baseline) ²	0.00484	0.00886	0.01605	0.01518	0.01559	0.01534	0.01501	0.01484	0.01465	0.01446
Incremental Fueling System Charge Per Gallon	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000

1) Represents all existing projects and future CTP, WGP, and OMP projects with both previous MIT approval and MIT approval requested

2) Represents all existing projects and those future CTP, WGP, and OMP projects with previous MIT approval

3) Rates may not match the City of Chicago's 2002 budgeted rates due to varying equipment, deployment, and fuel volume forecasts; however, net airline requirements match those budgeted by the City of Chicago

Prepared by *Ricondo & Associates, Inc.*

OMP-Phase 1 Implementation Conditions

Phase 1C Conditions:

In order to proceed with the issuance of GARBs or PFC double barrel bonds for Phase 1C, one of the following conditions must be met:

1. Total aircraft operations at O'Hare International Airport (as reported by the Federal Aviation Administration) for any consecutive 12-month period after January 1, 2003 exceed 960,000; or
2. Five or more Airline Parties with a combined landed weight of at least 50 percent of the total Airline Parties' landed weight at O'Hare International Airport during any consecutive 12-month period after January 1, 2003 agree to proceed with Phase 1C as evidenced by one or more certificates executed by each of such Airline Parties.

Phase 1D Conditions:

In order to proceed with the issuance of GARBs or PFC double barrel bonds for Phase 1D, one of the following conditions must be met:

1. Total aircraft operations at O'Hare International Airport (as reported by the Federal Aviation Administration) for any consecutive 12-month period after January 1, 2003 exceed 980,000; or
2. Five or more Airlines Parties with a combined landed weight of at least 50 percent of the total Airline Parties' landed weight at O'Hare International Airport during any consecutive 12-month period after January 1, 2003 agree to proceed with Phase 1D as evidenced by one or more certificates executed by each of such Airline Parties.

PROJECTED COMBINED NET DEBT SERVICE
Future OMP New Money GARBs Not Yet Approved
OMP Phase 1

<u>Rates and Charges Year:</u>	<u>Net Debt Service:*</u>
2003	1,589,219
2004	8,242,709
2005	23,653,412
2006	25,011,722
2007	61,068,243
2008	61,068,243
2009	174,950,866
2010	180,205,446
2011	180,205,446
2012	180,205,446
2013	194,777,469
2014	219,999,007
2015	219,999,007
2016	219,999,007
2017	219,999,007
2018	219,999,007
2019	219,999,007
2020	219,999,007
2021	219,999,007
2022	219,999,007
2023	219,999,007
2024	219,999,007
2025	219,999,007
2026	219,999,007
2027	219,999,007
2028	219,999,007
2029	219,999,007
2030	219,999,007
2031	219,999,007
2032	219,999,007
2033	188,003,508
2034	168,202,708
2035	109,188,515
2036	54,574,277
2037	26,245,819
2038	
2039	
2040	
	<hr/>
	5,817,174,176

* Net of estimated capitalized interest

City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit C
Forecast O&M Expenses (GARs)

	Budget									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total O&M Expenses, ¹ Including Impacts ² Baseline	\$324,378,593	\$344,956,589	\$363,075,803	\$382,160,987	\$410,407,905	\$432,005,159	\$475,160,293	\$500,184,915	\$576,546,597	\$556,317,349
Incremental O&M Expenses ⁴	\$0	\$0	\$0	\$0	\$8,143,829	\$8,565,349	\$29,414,403	\$30,941,780	\$32,550,945	\$34,246,334
Projected Enplaned Passengers	31,995,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691	41,747,791
Incremental O&M Expenses per Enplanement	\$0.00	\$0.00	\$0.00	\$0.00	\$0.22	\$0.23	\$0.77	\$0.78	\$0.80	\$0.82
1) Net of Land Support CRC										
2) Represents all existing projects and future CIP, WGP, and OMP projects with both previous MII approval and MII approval requested.										
3) Represents all existing projects and those future CIP, WGP, and OMP projects with previous MII approval.										
4) Incremental increase in O&M expenses is based on a percent increase of planned runway pavement surface area over existing runway surface area.										

Prepared by Ricowdo & Associates, Inc.

**City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit D
Forecast Rates and Charges and Airline Requirements (GARBI)**

	Budget 2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total Airline Requirement:										
Airline Requirement (Including Impacts) ¹	\$301,771,376	\$379,460,092	\$419,951,458	\$437,059,284	\$507,933,118	\$512,937,396	\$642,308,942	\$649,849,493	\$666,913,112	\$684,569,545
Airline Requirement (Baseline) ²	\$301,771,376	\$379,460,092	\$419,951,458	\$437,059,284	\$478,024,083	\$491,041,230	\$489,751,326	\$505,688,934	\$521,771,314	\$537,888,895
Incremental Airline Requirement	\$0	\$0	\$0	\$0	\$24,929,035	\$21,916,166	\$152,557,616	\$144,160,559	\$145,141,798	\$146,680,651
Projected Enplaned Passengers	31,995,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691	41,747,791
Incremental Airline Requirement per Enplanement	\$0.00	\$0.00	\$0.00	\$0.00	\$0.69	\$0.59	\$3.97	\$3.65	\$3.57	\$3.51
Airfield:										
Landing Fee Rate per 1000 lb unit (Including Impacts) ¹	\$2,612	\$3,104	\$3,178	\$3,267	\$4,093	\$4,117	\$6,593	\$6,550	\$6,625	\$6,711
Landing Fee Rate per 1000 lb unit (Baseline) ²	2,612	3,104	3,178	3,267	3,605	3,663	3,675	3,765	3,852	3,940
Incremental Landing Fee Rate per 1000 lb unit	\$0.00	\$0.00	\$0.00	\$0.00	\$0.490	\$0.452	\$2,918	\$2,785	\$2,773	\$2,771
Domestic Terminal:										
Existing Footage Rate (Including Impacts) ¹	\$42.02	\$4.66	\$9.28	\$63.98	\$72.77	\$74.96	\$73.60	\$75.86	\$79.30	\$82.80
Existing Footage Rate (Baseline) ²	42.02	4.66	9.28	63.98	73.00	75.82	75.00	78.79	82.38	86.04
Incremental Existing Footage Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Additional Footage Rate (Including Impacts)¹	\$74.76	\$105.11	\$109.61	\$116.19	\$126.92	\$129.62	\$124.82	\$127.52	\$131.03	\$134.36
Additional Footage Rate (Baseline) ²	74.76	105.11	109.61	116.19	127.15	130.48	126.22	130.45	134.11	137.59
Incremental Additional Footage Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Special Facilities Additional Rate (Including Impacts)¹	\$65.21	\$90.40	\$94.93	\$100.96	\$111.13	\$113.68	\$109.88	\$112.45	\$115.94	\$119.52
Special Facilities Additional Rate (Baseline) ²	65.21	90.40	94.93	100.96	111.36	114.54	111.28	115.39	119.02	122.56
Incremental Special Facilities Additional Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Ultimate Additional Rate (Including Impacts)¹	\$20.26	\$31.23	\$31.15	\$32.32	\$33.51	\$33.83	\$31.70	\$31.97	\$32.02	\$31.91
Ultimate Additional Rate (Baseline) ²	20.26	31.23	31.15	32.32	33.51	33.83	31.70	31.97	32.02	31.91
Incremental Ultimate Additional Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

City of Chicago
O'Hare International Airport
OMP Phase J - Rates & Charges
Exhibit D
Forecast Rates and Charges and Airline Requirements (GARs)

	Budget 2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
International Terminal²						Projected				
Exclusive Use Rental Rate (Including Impacts) ¹	\$52.57	\$59.88	\$81.35	\$81.64	\$83.36	\$84.47	\$83.69	\$83.59	\$85.12	\$86.58
Exclusive Use Rental Rate (Baseline) ²	52.57	59.88	81.35	81.64	83.46	84.83	84.27	84.82	86.41	87.94
Incremental Exclusive Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.10)	(\$0.36)	(\$0.59)	(\$1.23)	(\$1.29)	(\$1.36)
Explained Common Use Rental Rate (Including Impacts) ¹	\$12.38	\$13.26	\$16.40	\$16.13	\$16.09	\$15.96	\$15.57	\$15.29	\$15.24	\$15.18
Explained Common Use Rental Rate (Baseline) ²	12.38	13.26	16.40	16.13	16.11	16.01	15.65	15.46	15.41	15.36
Incremental Explained Common Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.05)	(\$0.08)	(\$0.17)	(\$0.17)	(\$0.17)
Deplanned Common Use Rental Rate (Including Impacts) ¹	\$10.91	\$11.68	\$14.43	\$14.20	\$14.17	\$14.05	\$13.71	\$13.47	\$13.42	\$13.37
Deplanned Common Use Rental Rate (Baseline) ²	10.91	11.68	14.43	14.20	14.18	14.10	13.78	13.61	13.57	13.52
Incremental Deplanned Common Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.05)	(\$0.07)	(\$0.15)	(\$0.15)	(\$0.15)
Fueling System Charge Per Gallon (Including Impacts) ¹	\$0.00484	\$0.00886	\$0.01605	\$0.01518	\$0.01559	\$0.01534	\$0.01501	\$0.01484	\$0.01465	\$0.01446
Fueling System Charge Per Gallon (Baseline) ²	0.00484	0.00886	0.01605	0.01518	0.01559	0.01534	0.01501	0.01484	0.01465	0.01446
Incremental Fueling System Charge Per Gallon	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000

1) Represents all existing projects and future CIP, WGP, and OMP projects with both previous MITI approval and MITI approval requested

2) Represents all existing projects and those future CIP, WGP, and OMP projects with previous MITI approval

3) Rates may not match the City of Chicago's 2003 budgeted rates due to varying employment, depletion, and fuel volume forecasts; however, net airline requirements match those budgeted by the City of Chicago

Prepared by *Ricardo & Associates, Inc.*

MAJORITY-in-INTEREST CERTIFICATE NO. 2

1. The undersigned hereby certifies to the City of Chicago (the "City") that (a) he or she is the duly appointed "Airlines' Representative" as that term is defined in the Chicago-O'Hare International Airport Amended and Restated Airport Use Agreement and Terminal Facilities Lease dated as of January 1, 1985, by and between the City and each airline party named therein, as amended (the "Use Agreement"); and (b) costs in a not-to-exceed sum of \$1,235,700,000 ("Approved Costs") for and certain Capital Projects comprising OMP-Phase 1C and 1D (collectively, "Approved Capital Projects") described in the City's Capital Project Approval Request No. 1 ("Capital Project Approval Request No. 1") attached hereto as Attachment 1 have been approved by a Majority-in-Interest of the Airline Parties.

2. The undersigned further certifies that a Majority-in-Interest of the Airline Parties has approved the issuance of General Airport Revenue Bonds, including those issued under the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations, Commercial Paper or a combination thereof ("GARBs"), to fund Approved Costs for the Approved Capital Projects (plus capitalized interest, bond issuance costs and other financing costs). The Debt Service on such GARBs shall be allocated to the Cost Revenue Centers as described in Capital Project Approval Request No. 1. GARBs may not be issued for the Capital Projects which are in OMP-Phase 1C as described in Exhibit A to Attachment 1 until an Independent Airport Consultant has provided a certificate to the effect that either of the two OMP-Phase 1C Conditions set forth in Attachment 2 attached hereto has been satisfied, and GARBs may not be issued for the Capital Projects which are part of OMP-Phase 1D or Noise Program – Phase 1D Projects as described in Exhibit A to Attachment 1 until an Independent Airport Consultant has provided a certificate to the effect that either of the two OMP-Phase 1D Conditions set forth in Attachment 2 attached hereto has been satisfied.

3. The undersigned further certifies to the City that:

a. Section 8.06. A Majority-in-Interest of the Airline Parties has waived the forty-five (45) day requirement in the first sentence of Section 8.06 of the Use Agreement with regard to making any Capital Expenditures or issuing GARBs or Commercial Paper.

b. Independence and Irrevocability of Waivers. A Majority-in-Interest of Airline Parties has acknowledged that each of the waivers contained in this certificate is independent of each other waiver herein contained, is irrevocable and is given in consideration of the benefits to be derived by the Airline Parties as signatories of the Use Agreement.

4. The undersigned further certifies to the City that a Majority-in-Interest of the Airline Parties has requested that, for purposes of efficiently managing investments, including the preservation of the principal amount thereof, in the funds and accounts attributable to obligations issued by the City with respect to the Airport, the City may enter into one or more forward supply agreements, with counterparties selected by the Chief Financial Officer or the City Comptroller of the City, under which agreements such counterparties agree to sell to the City, and the City agrees to purchase from such counterparties, specific securities on specified dates at purchase prices established at the time of execution and delivery of the applicable agreement for the purpose of investing (a) moneys in any and all of the funds and accounts established pursuant to the General Airport Revenue Bond Ordinance, or (b) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago-O'Hare International Airport Second Lien Obligations, or (c) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations.

5. Capitalized terms used and not defined herein shall have the respective meanings set forth for such terms in the Use Agreement.

Dated: _____ Airlines' Representative _____

Attachment 1

**CHICAGO O'HARE INTERNATIONAL AIRPORT
2003 FORM 8.06 CAPITAL PROJECT APPROVAL REQUEST**

Date: April 14, 2003

Project Name: OMP - Phase 1 Projects (Capital Project Approval Request No. 1—GARBs)

Project Scope: OMP - Phase 1 Projects - See Exhibit A.

Project Justification: OMP - Phase 1 Projects - See Exhibit A.

Estimated Project Costs:	Previous Request	Revision (If Any)	Current Request	Airline Share (This Request)
OMP-Phases 1A and 1B			\$ 492,400,000	\$ 492,400,000
OMP-Phases 1C and 1D			<u>1,235,700,000</u>	<u>1,235,700,000</u>
TOTAL			\$1,728,100,000	\$1,728,100,000

Project Schedule:	Approximate Dates	
	Start	Completion

OMP - Phase 1 Projects - See Exhibit A.

Total Project Estimate

Funding Source(s):	Previous Request		Current Request	
	Amount	Percentage	Amount	Percentage
GARBs/Commercial Paper			\$1,728,100,000	100%
TOTAL			\$1,728,100,000	100%

For project detail, see Exhibit A.

**CHICAGO O'HARE INTERNATIONAL AIRPORT
2003 FORM 8.06 CAPITAL PROJECT APPROVAL REQUEST**

Estimated Annual Debt Service:

See Exhibit B.

Cost Revenue Center:

The projects for which approval is being sought are allocated 100% Airfield.

Estimated Impact on Annual O & M Expenses:

See Exhibit C for the anticipated incremental impact on airport O&M expenses.

Estimated Revenue Potential:

This project is not anticipated to have an incremental impact on airport revenue.

Estimated Incremental Impact on Rates and Charges:

See Exhibit D for the estimated incremental impact on rates and charges.

EXHIBIT A
Project Scopes, Justifications, Budgets and Schedules

OMP-Phase 1

Scope

This authorization advances the O'Hare Modernization Program from planning into design and construction, contingent upon certain conditions described elsewhere. The scope includes:

- ***Program-Wide Requirements.*** Completion of technical, physical and operational planning, as well as environmental processing including related permits, fees and associated expenditures; FAA support services; legal services; public outreach and community relations; insurance brokerage fees; technical support from program management and construction management resources; and capitalized expenses for program office and other non-labor expenses such as presentation and document production in support of public processes.
- ***Preliminary Engineering.*** A portion of engineering for all civil and associated project components to address airport-wide issues related to drainage, hydraulics and detention; key elevations and airspace requirements; ATC line-of-sight; and major earthwork including required excavations, borrow and fill.

Preliminary engineering includes, but is not limited to, surveys of existing conditions, including soil borings and geotechnical analyses, utility surveys, environmental surveys, airport-wide drainage design, utility and other underground corridor definition, review and updating design standards, continued refinement of capital cost estimates, project scope definition and other special studies as required.

Although certain aspects of preliminary engineering relate to the scope of the entire airfield and other components of the OMP, the focus will be primarily on OMP-Phase 1.

- ***Runway 9L-27R.*** Design and construction of a new Group V runway of approximately 7,500 linear feet, as well as the relocation of Mount Prospect Road and Guard Post 1; approximately 9,000 ft of Group V taxiway; partial relocation of Willow/Higgins Creek; partial relocation of a 90" water main; service road relocations/additions, drainage/grading; NAVAIDS; and demolition of various facilities/roads.
- ***Runway 10L Extension.*** Design and construction of an extension of approximately 2,800 linear feet to an existing Group V runway (currently designated 9R), as well as approximately 5,000 linear feet of Group V taxiway, associated NAVAIDS, relocation of the existing Union Pacific railroad line, reconstruction of the Irving Park/York Road intersection, and associated drainage/grading.
- ***Runway 10C-28C.*** Design and construction of a Group VI runway of approximately 10,600 linear feet, approximately 35,000 linear feet of Group V/VI taxiway, relocation of various cargo/airport support facilities, service road/tunnel additions/modifications, drainage/grading including relocation of the existing South Detention Basin, NAVAIDS, relocation of 14L-32R threshold, and various demolition projects (facilities, taxiway, etc).
- ***Additional Land Acquisition.*** Additional residential and commercial land acquisition and associated costs, including cemetery relocations and wetlands mitigation pursuant to regulatory requirements.

Justification

O'Hare consistently ranks as the nation's first or second busiest airport with more than 30 million annual enplanements. The 2001 Airport Capacity Benchmark Report ranks O'Hare as the third most delayed airport in the United States. The O'Hare Modernization Program has been conceived to improve efficiency and capacity and to reduce system-wide operational delays.

The justification for this capital investment lies in the operational benefits (reduced delays and airfield capacity enhancement) that will result from the reconfigured airfield. Construction is planned to begin as soon as the environmental processing is completed, which the City anticipates in 2004.

Budget and Schedule

This authorization is for the expenditure of \$1,728.0 million for the following components of OMP-Phase 1:

Program Component	Current Working Estimate ¹	Est. Start	Est. Finish
Program-Wide Requirements	\$ 42,000,000	Jan 2003	Dec 2004
Preliminary Engineering	45,000,000	Jan 2003	Nov 2005
Additional Land Acquisition ²	236,000,000	Jan 2003	Dec 2005
Runway 9L-27R ³	565,000,000	Apr 2003	Oct 2006
Runway 10L Extension ^{3,4}	509,000,000	Apr 2003	Oct 2008
Runway 10C-28C ³	936,000,000	Apr 2003	Oct 2008
Total (excluding Noise Mitigation)	\$ 2,358,000,000		

Sub-Phases

These components are divided into sub-phases, as shown below:

Program Components	Phase 1A	Phase 1B	Phase 1C	Phase 1D
Program-Wide Requirements	\$ 42,000,000			
Preliminary Engineering	45,000,000			
RW 9L-27R	565,000,000			
Additional land acquisition ⁵		236,000,000		
York/Irving Park Relocation		48,100,000		
Railroad relocation		76,600,000	124,900,000	
Wetlands mitigation			25,000,000	
RW 10L Extension	21,000,000 ⁶		36,400,000	202,000,000
RW 10C-28C	42,000,000 ⁶		124,900,000	769,100,000
Totals (excluding Noise Mitigation)	\$715,000,000	\$360,700,000	\$311,200,000	\$971,100,000

¹ All figures stated in 2002 dollars, subject to escalation.

² Including wetlands mitigation. See delineation and footnotes under "Sub-Phases."

³ Including enabling projects. Specific budgets for design fees, other "soft costs" and physical construction to be jointly determined by OMP Executive Working Group. Runway 10C-28C enabling projects do not include costs of a proposed new Taxiway N, relocation of Taxiway M or associated costs.

⁴ Includes the rail relocation and associated projects referenced separately in the distribution by sub-phase.

⁵ Of this amount, the OMP Executive Working Group would be permitted to expend up to \$25 million for wetlands mitigation pursuant to regulatory requirements, to be replenished once the Phase 1C trigger is fulfilled.

⁶ Design only. These engineering fee estimates, originally prepared in August 2002, were based on then-current construction cost estimates now superseded. The City and Airlines will jointly redefine the engineering fee estimate through the OMP Executive Working Group.

Details by Project and Sub-Phase

This MII package establishes overall scope, budget and funding commitments. Shifts of budgetary resources within and among the project components identified herein may be undertaken only by the OMP Executive Working Group.

Phase 1A

Program-Wide Requirements (\$42 million)

- Planning
- EIS & Other Environmental Services
- FAA MOAs
- Legal Services
- Public Relations
- Insurance (Brokers Fees)
- Program Management Support
- Construction Management Support
- Department of Aviation
- Non-Labor (facilities, production services, etc.)

Preliminary Engineering (\$45 million)

Detailed Engineering—Runway 9L-27R (\$36 million)

Detailed Engineering—Runway 10L Extension (\$21 million)

Detailed Engineering—Runway 10C-28C (\$42 million)

Construction—Runway 9L-27R (\$529 million)

- Mt. Prospect Road/Guard Post Relocation
- Earthwork/Drainage/Paving
- Utilities
- NSMJAWA Water Main Realignment
- Creek Relocation/Detention Basin
- Service Roads/Fencing/Tunnel
- North Air Traffic Control Tower
- Lighting/NAVAIDS
- North Airfield Lighting Vault
- Construction Vehicle Inspection Area Relocation

Phase 1B

Land acquisition (\$236 million)

York/Irving Park Relocation (\$48.1 million)

- Property/ROW Acquisition
- Excavation and Construction

(continued)

Railroad relocation (\$76.6 million)

- Clearing/Grading Alignment/ROW
- Critical Bridge Structures
- Utilities/Local Drainage
- Railroad Costs (allocated portion)

Phase 1C

Wetlands mitigation (\$25 million)

Railroad relocation (\$124.9 million)

- Remaining Earthwork/Remediation
- Remaining Structures
- Trackwork
- Remaining Railroad Costs

Runway 10L Extension (\$36.4 million)

- Berm Removal
- Earthwork/Drainage/Utilities

Runway 10C-28C (\$124.9 million)

- Berm Removal
- South Detention Basin
- Earthwork/Utilities/Drainage/Roads
- Facility Relocations

Phase 1D

Runway 10L Extension (\$202.0 million)

- Berm Removal
- Earthwork/Drainage/Utilities
- Runway/Taxiway Pavement
- Lighting/NAVAIDS

Runway 10C-28C (\$769.1 million)

- Berm Removal
- South Detention Basin
- Earthwork/Utilities/Drainage/Roads
- Facility Relocations
- Bensenville Ditch Relocation
- Runway/Taxiway Pavement
- South Airfield Lighting Vault
- Lighting/NAVAIDS
- Roads/Tunnels

PROJECTED COMBINED NET DEBT SERVICE
Future OMP New Money GARBs Not Yet Approved
OMP Phase 1

<u>Rates and Charges Year:</u>	<u>Net Debt Service:*</u>
2003	1,589,219
2004	8,242,709
2005	23,653,412
2006	25,011,722
2007	61,068,243
2008	61,068,243
2009	174,950,866
2010	180,205,446
2011	180,205,446
2012	180,205,446
2013	194,777,469
2014	219,999,007
2015	219,999,007
2016	219,999,007
2017	219,999,007
2018	219,999,007
2019	219,999,007
2020	219,999,007
2021	219,999,007
2022	219,999,007
2023	219,999,007
2024	219,999,007
2025	219,999,007
2026	219,999,007
2027	219,999,007
2028	219,999,007
2029	219,999,007
2030	219,999,007
2031	219,999,007
2032	219,999,007
2033	188,003,508
2034	168,202,708
2035	109,188,515
2036	54,574,277
2037	26,245,819
2038	
2039	
2040	
	5,817,174,176

* Net of estimated capitalized interest

City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit C
Forecast O&M Expenses (GARBS)

	Budget		Projected							
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total O&M Expenses ¹ Including Impact ² Baseline ³	\$324,378,593	\$344,936,589	\$363,075,803	\$382,160,987	\$410,407,905	\$432,005,159	\$475,160,293	\$500,184,915	\$526,546,597	\$554,317,349
Incremental O&M Expenses ⁴	\$0	\$0	\$0	\$0	\$8,143,829	\$8,565,349	\$29,414,403	\$30,941,780	\$32,530,945	\$34,246,334
Projected Enplaned Passengers	31,995,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691	41,747,791
Incremental O&M Expenses per Enplanement	\$0.00	\$0.00	\$0.00	\$0.00	\$0.22	\$0.23	\$0.77	\$0.78	\$0.80	\$0.82
1) Net of Land Support CRC										
2) Represents all existing projects and future CIP, WGP, and OMP projects with both previous MII approval and MII approval requested.										
3) Represents all existing projects and those future CIP, WGP, and OMP projects with previous MII approval.										
4) Incremental increase in O&M expenses is based on a percent increase of planned runway pavement surface area over existing runway surface area.										

Prepared by Ricordo & Associates, Inc.

City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit D
Forecast Rates and Charges and Airline Requirements (GARs)

	Budget		Projected							
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total Airline Requirement:										
Airline Requirement (Including Impacts) ¹	\$301,771,376	\$379,460,092	\$419,951,458	\$437,059,284	\$502,953,118	\$512,957,396	\$642,308,942	\$649,849,493	\$666,913,112	\$684,569,545
Airline Requirement (Baseline) ¹	301,771,376	379,460,092	419,951,458	437,059,284	478,074,083	491,041,230	489,751,326	503,688,934	521,771,314	\$37,888,895
Incremental Airline Requirement	\$0	\$0	\$0	\$0	\$24,929,035	\$21,916,166	\$152,557,616	\$144,160,559	\$145,141,798	\$146,680,651
Projected Enplaned Passengers	31,995,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691	41,747,791
Incremental Airline Requirement per Enplanement	\$0.00	\$0.00	\$0.00	\$0.00	\$0.69	\$0.59	\$3.97	\$3.65	\$3.57	\$3.51
Airfield:										
Landing Fee Rate per 1000 lb unit (Including Impacts) ²	\$2.612	\$3.104	\$3.178	\$3.267	\$4.095	\$4.117	\$6.593	\$6.550	\$6.625	\$6.711
Landing Fee Rate per 1000 lb unit (Baseline) ²	2.612	3.104	3.178	3.267	3.605	3.665	3.675	3.765	3.852	3.940
Incremental Landing Fee Rate per 1000 lb unit	\$0.000	\$0.000	\$0.000	\$0.000	\$0.490	\$0.452	\$2.918	\$2.785	\$2.773	\$2.771
Domestic Terminal:										
Existing Footage Rate (Including Impacts) ¹	\$42.02	\$54.66	\$59.28	\$63.98	\$72.77	\$74.96	\$73.60	\$75.86	\$79.30	\$82.80
Existing Footage Rate (Baseline) ¹	42.02	54.66	59.28	63.98	73.00	75.82	75.00	78.79	82.38	86.04
Incremental Existing Footage Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Additional Footage Rate (Including Impacts) ¹	\$74.76	\$105.11	\$109.61	\$116.19	\$126.92	\$129.62	\$124.82	\$127.52	\$131.03	\$134.36
Additional Footage Rate (Baseline) ¹	74.76	105.11	109.61	116.19	127.15	130.48	126.22	130.45	134.11	137.59
Incremental Additional Footage Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Special Facilities Additional Rate (Including Impacts) ¹	\$65.21	\$90.40	\$94.93	\$100.96	\$111.13	\$113.68	\$109.88	\$112.45	\$115.94	\$119.32
Special Facilities Additional Rate (Baseline) ¹	65.21	90.40	94.93	100.96	111.36	114.54	111.28	115.39	119.02	122.56
Incremental Special Facilities Additional Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Ultimate Additional Rate (Including Impacts) ¹	\$20.26	\$31.23	\$31.15	\$32.32	\$33.51	\$33.83	\$31.70	\$31.97	\$32.02	\$31.91
Ultimate Additional Rate (Baseline) ¹	20.26	31.23	31.15	32.32	33.51	33.83	31.70	31.97	32.02	31.91
Incremental Ultimate Additional Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit D
Forecast Rates and Charges and Airline Requirements (GARs)

	Budget 2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
International Terminal¹						Projected				
Exclusive Use Rental Rate (Including Impacts) ¹	\$52.57	\$59.88	\$81.35	\$81.64	\$83.36	\$84.47	\$83.69	\$83.59	\$85.12	\$86.58
Exclusive Use Rental Rate (Baseline) ²	52.57	59.88	81.35	81.64	83.46	84.83	84.27	84.82	86.41	87.94
Incremental Exclusive Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.10)	(\$0.36)	(\$0.59)	(\$1.23)	(\$1.29)	(\$1.36)
Enplaned Common Use Rental Rate (Including Impacts) ¹	\$12.38	\$13.26	\$16.40	\$16.13	\$16.09	\$15.96	\$15.57	\$15.29	\$15.24	\$15.18
Enplaned Common Use Rental Rate (Baseline) ²	12.38	13.26	16.40	16.13	16.11	16.01	15.65	15.46	15.41	15.36
Incremental Enplaned Common Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.05)	(\$0.08)	(\$0.17)	(\$0.17)	(\$0.17)
Deplaned Common Use Rental Rate (Including Impacts) ¹	\$10.91	\$11.68	\$14.43	\$14.20	\$14.17	\$14.05	\$13.71	\$13.47	\$13.42	\$13.37
Deplaned Common Use Rental Rate (Baseline) ²	10.91	11.68	14.43	14.20	14.18	14.10	13.78	13.61	13.57	13.52
Incremental Deplaned Common Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.05)	(\$0.07)	(\$0.15)	(\$0.15)	(\$0.15)
Fueling System Charge Per Gallon (Including Impacts) ¹	\$0.00484	\$0.00886	\$0.01605	\$0.01518	\$0.01559	\$0.01534	\$0.01501	\$0.01484	\$0.01465	\$0.01446
Fueling System Charge Per Gallon (Baseline) ²	0.00484	0.00886	0.01605	0.01518	0.01559	0.01534	0.01501	0.01484	0.01465	0.01446
Incremental Fueling System Charge Per Gallon	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000

1) Represents all existing projects and future CIP, WGP, and OMP projects with both previous MIT approval and MIT approval requested

2) Represents all existing projects and those future CIP, WGP, and OMP projects with previous MIT approval

3) Rates may not match the City of Chicago's 2007 budgeted rates due to varying employment, deployment, and fuel volume forecasts; however, net airline requirements match those budgeted by the City of Chicago

Prepared by Ricondo & Associates, Inc.

OMP-Phase 1 Implementation Conditions

Phase 1C Conditions:

In order to proceed with the issuance of GARBs or PFC double barrel bonds for Phase 1C, one of the following conditions must be met:

1. Total aircraft operations at O'Hare International Airport (as reported by the Federal Aviation Administration) for any consecutive 12-month period after January 1, 2003 exceed 960,000; or
2. Five or more Airline Parties with a combined landed weight of at least 50 percent of the total Airline Parties' landed weight at O'Hare International Airport during any consecutive 12-month period after January 1, 2003 agree to proceed with Phase 1C as evidenced by one or more certificates executed by each of such Airline Parties.

Phase 1D Conditions:

In order to proceed with the issuance of GARBs or PFC double barrel bonds for Phase 1D, one of the following conditions must be met:

1. Total aircraft operations at O'Hare International Airport (as reported by the Federal Aviation Administration) for any consecutive 12-month period after January 1, 2003 exceed 980,000; or
2. Five or more Airlines Parties with a combined landed weight of at least 50 percent of the total Airline Parties' landed weight at O'Hare International Airport during any consecutive 12-month period after January 1, 2003 agree to proceed with Phase 1D as evidenced by one or more certificates executed by each of such Airline Parties.

CHICAGO O'HARE INTERNATIONAL AIRPORT 2003 FORM 8.06 CAPITAL PROJECT APPROVAL REQUEST

Date: April 14, 2003

Project Name: OMP - Phase 1 Projects and Noise Program
(Capital Project Approval Request No. 2—Double-Barrel PFC Bonds)

Project Scope: OMP - Phase 1 Projects - See Exhibit A.
Noise Program - See Exhibit A.

Project Justification: OMP - Phase 1 Projects - See Exhibit A.
Noise Program - See Exhibit A.

Estimated Project Costs:	Previous Request	Revision (If Any)	Current Request	Airline Share (This Request)
OMP-Phases 1A and 1B			\$ 420,600,000	\$ 420,600,000
OMP-Phases 1C and 1D			41,000,000	41,000,000
Noise Program – Phase 1A			80,000,000	80,000,000
Noise Program – Phase 1D			<u>60,000,000</u>	<u>60,000,000</u>
TOTAL			\$ 601,600,000	\$601,600,000

Project Schedule:

Approximate Dates	
Start	Completion

OMP - Phase 1 Projects - See Exhibit A.

Noise Program - See Exhibit A.

CHICAGO O'HARE INTERNATIONAL AIRPORT 2003 FORM 8.06 CAPITAL PROJECT APPROVAL REQUEST

Total Project Estimate

Funding Source(s):	Previous Request		Current Request	
	Amount	Percentage	Amount	Percentage
Double Barrel PFC Bonds/ Commercial Paper			\$601,600,000	100%
TOTAL			\$601,600,000	100%

For project detail, see Exhibit A.

Estimated Annual Debt Service:

See Exhibit B.

Cost Revenue Center:

The projects for which approval is being sought are allocated 100% Airfield.

Estimated Impact on Annual O & M Expenses:

See Exhibit C for the anticipated incremental impact on airport O&M expenses.

Estimated Revenue Potential:

This project is not anticipated to have an incremental impact on airport revenue.

Estimated Incremental Impact on Rates and Charges:

See Exhibit D for the estimated incremental impact on rates and charges.

EXHIBIT A
Project Scopes, Justifications, Budgets and Schedules

OMP-Phase 1

Scope

This authorization advances the O'Hare Modernization Program from planning into design and construction, contingent upon certain conditions described elsewhere. The scope includes:

- ***Program-Wide Requirements.*** Completion of technical, physical and operational planning, as well as environmental processing including related permits, fees and associated expenditures; FAA support services; legal services; public outreach and community relations; insurance brokerage fees; technical support from program management and construction management resources; and capitalized expenses for program office and other non-labor expenses such as presentation and document production in support of public processes.
- ***Preliminary Engineering.*** A portion of engineering for all civil and associated project components to address airport-wide issues related to drainage, hydraulics and detention; key elevations and airspace requirements; ATC line-of-sight; and major earthwork including required excavations, borrow and fill.

Preliminary engineering includes, but is not limited to, surveys of existing conditions, including soil borings and geotechnical analyses, utility surveys, environmental surveys, airport-wide drainage design, utility and other underground corridor definition, review and updating design standards, continued refinement of capital cost estimates, project scope definition and other special studies as required.

Although certain aspects of preliminary engineering relate to the scope of the entire airfield and other components of the OMP, the focus will be primarily on OMP-Phase 1.

- ***Runway 9L-27R.*** Design and construction of a new Group V runway of approximately 7,500 linear feet, as well as the relocation of Mount Prospect Road and Guard Post 1; approximately 9,000 ft of Group V taxiway; partial relocation of Willow/Higgins Creek; partial relocation of a 90" water main; service road relocations/additions, drainage/grading; NAVAIDS; and demolition of various facilities/roads.
- ***Runway 10L Extension.*** Design and construction of an extension of approximately 2,800 linear feet to an existing Group V runway (currently designated 9R), as well as approximately 5,000 linear feet of Group V taxiway, associated NAVAIDS, relocation of the existing Union Pacific railroad line, reconstruction of the Irving Park/York Road intersection, and associated drainage/grading.
- ***Runway 10C-28C.*** Design and construction of a Group VI runway of approximately 10,600 linear feet, approximately 35,000 linear feet of Group V/VI taxiway, relocation of various cargo/airport support facilities, service road/tunnel additions/modifications, drainage/grading including relocation of the existing South Detention Basin, NAVAIDS, relocation of 14L-32R threshold, and various demolition projects (facilities, taxiway, etc).
- ***Additional Land Acquisition.*** Additional residential and commercial land acquisition and associated costs, including cemetery relocations and wetlands mitigation pursuant to regulatory requirements.

Justification

O'Hare consistently ranks as the nation's first or second busiest airport with more than 30 million annual enplanements. The 2001 Airport Capacity Benchmark Report ranks O'Hare as the third most delayed airport in the United States. The O'Hare Modernization Program has been conceived to improve efficiency and capacity and to reduce system-wide operational delays.

The justification for this capital investment lies in the operational benefits (reduced delays and airfield capacity enhancement) that will result from the reconfigured airfield. Construction is planned to begin as soon as the environmental processing is completed, which the City anticipates in 2004.

Budget and Schedule

This authorization is for the expenditure of \$601.6 million for the following components of OMP-Phase 1:

Program Component	Current Working Estimate ¹	Est. Start	Est. Finish
Program-Wide Requirements	\$ 42,000,000	Jan 2003	Dec 2004
Preliminary Engineering	45,000,000	Jan 2003	Nov 2005
Additional Land Acquisition ²	236,000,000	Jan 2003	Dec 2005
Runway 9L-27R ³	565,000,000	Apr 2003	Oct 2006
Runway 10L Extension ^{3,4}	509,000,000	Apr 2003	Oct 2008
Runway 10C-28C ³	936,000,000	Apr 2003	Oct 2008
Total (excluding Noise Mitigation)	\$ 2,358,000,000		

Sub-Phases

These components are divided into sub-phases, as shown below:

Program Components	Phase 1A	Phase 1B	Phase 1C	Phase 1D
Program-Wide Requirements	\$ 42,000,000			
Preliminary Engineering	45,000,000			
RW 9L-27R	565,000,000			
Additional land acquisition ⁵		236,000,000		
York/Irving Park Relocation		48,100,000		
Railroad relocation		76,600,000	124,900,000	
Wetlands mitigation			25,000,000	
RW 10L Extension	21,000,000 ⁶		36,400,000	202,000,000
RW 10C-28C	42,000,000 ⁶		124,900,000	769,100,000
Totals (excluding Noise Mitigation)	\$715,000,000	\$360,700,000	\$311,200,000	\$971,100,000

¹ All figures stated in 2002 dollars, subject to escalation.

² Including wetlands mitigation. See delineation and footnotes under "Sub-Phases."

³ Including enabling projects. Specific budgets for design fees, other "soft costs" and physical construction to be jointly determined by OMP Executive Working Group. Runway 10C-28C enabling projects do not include costs of a proposed new Taxiway N, relocation of Taxiway M or associated costs.

⁴ Includes the rail relocation and associated projects referenced separately in the distribution by sub-phase.

⁵ Of this amount, the OMP Executive Working Group would be permitted to expend up to \$25 million for wetlands mitigation pursuant to regulatory requirements, to be replenished once the Phase 1C trigger is fulfilled.

⁶ Design only. These engineering fee estimates, originally prepared in August 2002, were based on then-current construction cost estimates now superseded. The City and Airlines will jointly redefine the engineering fee estimate through the OMP Executive Working Group.

Details by Project and Sub-Phase

This MII package establishes overall scope, budget and funding commitments. Shifts of budgetary resources within and among the project components identified herein may be undertaken only by the OMP Executive Working Group.

Phase 1A

Program-Wide Requirements (\$42 million)

- Planning
- EIS & Other Environmental Services
- FAA MOAs
- Legal Services
- Public Relations
- Insurance (Brokers Fees)
- Program Management Support
- Construction Management Support
- Department of Aviation
- Non-Labor (facilities, production services, etc.)

Preliminary Engineering (\$45 million)

Detailed Engineering—Runway 9L-27R (\$36 million)

Detailed Engineering—Runway 10L Extension (\$21 million)

Detailed Engineering—Runway 10C-28C (\$42 million)

Construction—Runway 9L-27R (\$529 million)

- Mt. Prospect Road/Guard Post Relocation
- Earthwork/Drainage/Paving
- Utilities
- NSMJAWA Water Main Realignment
- Creek Relocation/Detention Basin
- Service Roads/Fencing/Tunnel
- North Air Traffic Control Tower
- Lighting/NAVAIDS
- North Airfield Lighting Vault
- Construction Vehicle Inspection Area Relocation

Phase 1B

Land acquisition (\$236 million)

York/Irving Park Relocation (\$48.1 million)

- Property/ROW Acquisition
- Excavation and Construction

(continued)

Railroad relocation (\$76.6 million)

- Clearing/Grading Alignment/ROW
- Critical Bridge Structures
- Utilities/Local Drainage
- Railroad Costs (allocated portion)

Phase 1C

Wetlands mitigation (\$25 million)

Railroad relocation (\$124.9 million)

- Remaining Earthwork/Remediation
- Remaining Structures
- Trackwork
- Remaining Railroad Costs

Runway 10L Extension (\$36.4 million)

- Berm Removal
- Earthwork/Drainage/Utilities

Runway 10C-28C (\$124.9 million)

- Berm Removal
- South Detention Basin
- Earthwork/Utilities/Drainage/Roads
- Facility Relocations

Phase 1D

Runway 10L Extension (\$202.0 million)

- Berm Removal
- Earthwork/Drainage/Utilities
- Runway/Taxiway Pavement
- Lighting/NAVAIDS

Runway 10C-28C (\$769.1 million)

- Berm Removal
- South Detention Basin
- Earthwork/Utilities/Drainage/Roads
- Facility Relocations
- Bensenville Ditch Relocation
- Runway/Taxiway Pavement
- South Airfield Lighting Vault
- Lighting/NAVAIDS
- Roads/Tunnels

Noise Mitigation

Scope

- Ongoing residential and institutional soundproofing for seven years (CY03-CY09).

Justification

O'Hare consistently ranks as the nation's first or second busiest airport with more than 30 million annual enplanements. The 2001 Airport Capacity Benchmark Report ranks O'Hare as the third most delayed airport in the United States. The O'Hare Modernization Program has been conceived to improve efficiency and capacity and to reduce system-wide operational delays.

The justification for this capital investment lies in the operational benefits (reduced delays and airfield capacity enhancement) that will result from the reconfigured airfield. Construction is planned to begin as soon as the environmental processing is completed, which the City anticipates in 2004.

Budget and Schedule

This authorization is for the expenditure of \$140 million for the following components of OMP-Phase 1:

<u>Program Component</u>	<u>Current Working Estimate</u>	<u>Est. Start</u>	<u>Est. Finish</u>
Noise Mitigation	\$ 140,000,000	Jan 2003	Dec 2009
Total	\$ 140,000,000		

Sub-Phases

This component is divided into sub-phases, as shown below:

<u>Program Components</u>	<u>Phase 1A</u>	<u>Phase 1B</u>	<u>Phase 1C</u>	<u>Phase 1D</u>
Noise Mitigation	\$ 80,000,000			\$60,000,000
Totals	\$ 80,000,000			\$60,000,000

**PROJECTED COMBINED NET DEBT SERVICE
Future PFC-Backed Bonds
OMP Phase 1**

Rates and Charges Year:	Net Debt Service:*
2003	2,353,063
2004	7,752,457
2005	38,217,753
2006	41,482,706
2007	44,843,437
2008	48,185,506
2009	51,261,453
2010	51,261,453
2011	51,261,453
2012	51,261,453
2013	51,261,453
2014	51,261,453
2015	51,261,453
2016	51,261,453
2017	51,261,453
2018	51,261,453
2019	51,261,453
2020	51,261,453
2021	51,261,453
2022	51,261,453
2023	51,261,453
2024	51,261,453
2025	51,261,453
2026	51,261,453
2027	51,261,453
2028	51,261,453
2029	51,261,453
2030	51,261,453
2031	51,261,453
2032	51,261,453
2033	15,380,370
2034	13,103,036
2035	13,043,700
2036	9,778,747
2037	6,418,016
2038	3,075,948
2039	
2040	
	1,473,909,618

* Net of estimated capitalized interest

City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit C
Forecast O&M Expenses (PFC-Budget Bonds)

	Budget		Projected									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012		
Total O&M Expenses ¹ Including Impacts ² Baseline	\$324,378,593	\$344,956,589	\$363,075,803	\$382,160,987	\$410,407,905	\$432,005,159	\$475,160,293	\$500,184,915	\$526,546,597	\$554,317,349		
Incremental O&M Expenses ⁴	\$0	\$0	\$0	\$0	\$8,143,829	\$8,565,349	\$29,414,403	\$30,941,780	\$37,550,945	\$34,246,334		
Projected Enplaned Passengers	31,995,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691	41,747,791		
Incremental O&M Expenses per Enplanement	\$0.00	\$0.00	\$0.00	\$0.00	\$0.22	\$0.23	\$0.77	\$0.78	\$0.80	\$0.82		

1) Net of Land Support CRC

2) Represents all existing projects and future CIP, WGP, and OMP projects with both previous MIT approval and MIT approval requested.

3) Represents all existing projects and those future CIP, WGP, and OMP projects with previous MIT approval.

4) Incremental increase in O&M expenses is based on a percent increase of planned runway pavement surface area over existing runway surface area.

Prepared by Ricondo & Associates, Inc.

City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit D
Forecast Rates and Charges and Airline Requirements (PFC-Backed Bonds)

	Budget 2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
Total Airline Requirement:										
Airline Requirement (Including Impacts) ¹	\$303,917,776	\$386,531,672	\$454,812,654	\$474,898,682	\$528,173,938	\$542,752,899	\$567,850,305	\$580,506,525	\$598,049,453	\$615,705,887
Airline Requirement (Baseline) ²	301,771,376	379,460,092	419,957,458	437,059,284	474,024,083	491,041,230	489,751,326	505,688,934	521,771,314	537,888,895
Incremental Airline Requirement	\$2,146,400	\$7,071,580	\$34,861,196	\$37,839,397	\$50,149,875	\$51,711,668	\$78,098,979	\$74,817,592	\$76,278,140	\$77,816,992
Projected Enplaned Passengers	31,995,773	33,310,203	34,276,199	35,270,209	36,293,045	37,345,543	38,428,564	39,504,564	40,610,691	41,747,791
Incremental Airline Requirement per Enplanement	\$0.07	\$0.21	\$1.02	\$1.07	\$1.38	\$1.38	\$2.03	\$1.89	\$1.88	\$1.86
Airfield:										
Landing Fee Rate per 1000 lb unit (Including Impacts) ¹	\$2.656	\$3.246	\$3.869	\$4.006	\$4.581	\$4.683	\$5.197	\$5.266	\$5.367	\$5.469
Landing Fee Rate per 1000 lb unit (Baseline) ²	2.612	3.104	3.178	3.267	3.605	3.665	3.675	3.765	3.852	3.940
Incremental Landing Fee Rate per 1000 lb unit	\$0.044	\$0.142	\$0.691	\$0.740	\$0.976	\$1.018	\$1.522	\$1.502	\$1.515	\$1.529
Domestic Terminal:										
Existing Footage Rate (Including Impacts) ¹	\$42.02	\$54.66	\$59.28	\$63.98	\$72.77	\$74.96	\$73.60	\$75.86	\$79.30	\$82.80
Existing Footage Rate (Baseline) ²	42.02	54.66	59.28	63.98	73.00	75.82	75.00	78.79	82.38	86.04
Incremental Existing Footage Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Additional Footage Rate (Including Impacts)¹										
Additional Footage Rate (Baseline) ²	\$74.76	\$105.11	\$109.61	\$116.19	\$126.92	\$129.62	\$124.82	\$127.52	\$131.03	\$134.36
Incremental Additional Footage Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Special Facilities Additional Rate (Including Impacts)¹										
Special Facilities Additional Rate (Baseline) ²	\$65.21	\$90.40	\$94.93	\$100.96	\$111.13	\$113.68	\$109.88	\$112.45	\$115.94	\$119.32
Incremental Special Facilities Additional Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.23)	(\$0.86)	(\$1.40)	(\$2.93)	(\$3.08)	(\$3.24)
Ultimate Additional Rate (Including Impacts)¹										
Ultimate Additional Rate (Baseline) ²	\$20.26	\$31.23	\$31.15	\$32.32	\$33.51	\$33.83	\$31.70	\$31.97	\$32.02	\$31.91
Incremental Ultimate Additional Rate Impact	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00

City of Chicago
O'Hare International Airport
OMP Phase I - Rates & Charges
Exhibit D
Forecast Rates and Charges and Airline Requirements (PFC-Backed Bonds)

	Projected									
	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012
International Terminal¹										
Exclusive Use Rental Rate (Including Impacts) ¹	\$52.57	\$59.88	\$81.35	\$81.64	\$83.36	\$84.47	\$83.69	\$83.59	\$85.12	\$86.58
Exclusive Use Rental Rate (Baseline) ²	52.57	59.88	81.35	81.64	83.46	84.83	84.27	84.82	86.41	87.94
Incremental Exclusive Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.10)	(\$0.36)	(\$0.59)	(\$1.23)	(\$1.29)	(\$1.36)
Enplaned Common Use Rental Rate (Including Impacts) ¹	\$12.38	\$13.26	\$16.40	\$16.13	\$16.09	\$15.96	\$15.57	\$15.29	\$15.24	\$15.18
Enplaned Common Use Rental Rate (Baseline) ²	12.38	13.26	16.40	16.13	16.11	16.01	15.65	15.46	15.41	15.36
Incremental Enplaned Common Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.05)	(\$0.08)	(\$0.17)	(\$0.17)	(\$0.17)
Deplaned Common Use Rental Rate (Including Impacts) ¹	\$10.91	\$11.68	\$14.43	\$14.20	\$14.17	\$14.05	\$13.71	\$13.47	\$13.42	\$13.37
Deplaned Common Use Rental Rate (Baseline) ²	10.91	11.68	14.43	14.20	14.18	14.10	13.78	13.61	13.57	13.52
Incremental Deplaned Common Use Rental Rate	\$0.00	\$0.00	\$0.00	\$0.00	(\$0.01)	(\$0.05)	(\$0.07)	(\$0.15)	(\$0.15)	(\$0.15)
Fueling System Charge Per Gallon (Including Impacts) ¹	\$0.00484	\$0.00886	\$0.01605	\$0.01518	\$0.01559	\$0.01534	\$0.01501	\$0.01484	\$0.01465	\$0.01446
Fueling System Charge Per Gallon (Baseline) ²	0.00484	0.00886	0.01605	0.01518	0.01559	0.01534	0.01501	0.01484	0.01465	0.01446
Incremental Fueling System Charge Per Gallon	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000	\$0.00000

1) Represents all existing projects and future CIP, WGP, and OMP projects with both previous MIT approval and MIT approval requested

2) Represents all existing projects and those future CIP, WGP, and OMP projects with previous MIT approval

3) Rates may not match the City of Chicago's 2002 budgeted rates due to varying employment, deplanement, and fuel volume forecasts; however, net airline requirements match those budgeted by the City of Chicago

Prepared by *Ricondo & Associates, Inc.*

MAJORITY-in-INTEREST CERTIFICATE NO. 3

1. The undersigned hereby certifies to the City of Chicago (the "City") that (a) he or she is the duly appointed "Airlines' Representative" as that term is defined in the Chicago-O'Hare International Airport Amended and Restated Airport Use Agreement and Terminal Facilities Lease dated as of January 1, 1985, by and between the City and each airline party named therein, as amended (the "Use Agreement"); and (b) costs in a not-to-exceed sum of \$500,600,000 ("Approved Costs") for and certain Capital Projects comprising OMP-Phases 1A and 1B and certain Noise Program - Phase 1A projects (collectively, "Approved Capital Projects") described in the City's Capital Project Approval Request No. 2 ("Capital Project Approval Request No. 2") attached hereto as Attachment 1 have been approved by a Majority-in-Interest of the Airline Parties.

2. The undersigned further certifies that a Majority-in-Interest of the Airline Parties has approved the issuance of General Airport Revenue Bonds supported by a pledge of legally available PFC Revenues ("Double Barrel PFC Bonds ") and Commercial Paper to fund Approved Costs for the Approved Capital Projects (plus capitalized interest, bond issuance costs and other financing costs). The Debt Service on such Double Barrel PFC Bonds and Commercial Paper shall be allocated to the Cost Revenue Centers as described in Capital Project Approval Request No. 2.

3. The Majority-in-Interest approval for the Double Barrel PFC Bonds described above in paragraph 2 is conditioned on the inclusion in the appropriate bond documents and City Council ordinances with respect to the Double Barrel PFC Bonds of a pledge by the City of legally available PFC Revenues up to \$4.50 per eligible enplanement received by the City after the date of such pledge for the payment of the debt service on the Double Barrel PFC Bonds. Such pledge of PFC Revenues shall be subordinate to the pledge of PFC Revenues under the indentures securing the Chicago O'Hare International Airport Passenger Facility Charge Revenue Bonds and Second Lien Passenger Facility Charge Revenue Bonds and the obligations of the City under Section 25-10(b) of the Compact between the City and the City of Gary Relating to the Establishment of the Chicago-Gary Regional Airport Authority.

4. The undersigned further certifies to the City that:

a. Section 8.06. A Majority-in-Interest of the Airline Parties has waived the forty-five (45) day requirement in the first sentence of Section 8.06 of the Use Agreement with regard to making any Capital Expenditures or issuing General Airport Revenue Bonds or Commercial Paper.

b. Independence and Irrevocability of Waivers. A Majority-in-Interest of Airline Parties has acknowledged that each of the waivers contained in this certificate is independent of each other waiver herein contained, is irrevocable and

is given in consideration of the benefits to be derived by the Airline Parties as signatories of the Use Agreement.

5. The undersigned further certifies to the City that a Majority-in-Interest of the Airline Parties has requested that, for purposes of efficiently managing investments, including the preservation of the principal amount thereof, in the funds and accounts attributable to obligations issued by the City with respect to the Airport, the City may enter into one or more forward supply agreements, with counterparties selected by the Chief Financial Officer or the City Comptroller of the City, under which agreements such counterparties agree to sell to the City, and the City agrees to purchase from such counterparties, specific securities on specified dates at purchase prices established at the time of execution and delivery of the applicable agreement for the purpose of investing (a) moneys in any and all of the funds and accounts established pursuant to the General Airport Revenue Bond Ordinance, or (b) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago-O'Hare International Airport Second Lien Obligations, or (c) moneys in any and all of the funds and accounts established pursuant to the Master Indenture of Trust Securing Chicago O'Hare International Airport Third Lien Obligations.

6. Capitalized terms used and not defined herein shall have the respective meanings set forth for such terms in the Use Agreement.

Dated: _____ Airlines' Representative _____

CHICAGO O'HARE INTERNATIONAL AIRPORT 2003 FORM 8.06 CAPITAL PROJECT APPROVAL REQUEST

Date: April 14, 2003

Project Name: OMP - Phase 1 Projects and Noise Program
(Capital Project Approval Request No. 2—Double-Barrel PFC Bonds)

Project Scope: OMP - Phase 1 Projects - See Exhibit A.
Noise Program - See Exhibit A.

Project Justification: OMP - Phase 1 Projects - See Exhibit A.
Noise Program - See Exhibit A.

Estimated Project Costs:	Previous Request	Revision (If Any)	Current Request	Airline Share (This Request)
OMP-Phases 1A and 1B			\$ 420,600,000	\$ 420,600,000
OMP-Phases 1C and 1D			41,000,000	41,000,000
Noise Program – Phase 1A			80,000,000	80,000,000
Noise Program – Phase 1D			<u>60,000,000</u>	<u>60,000,000</u>
TOTAL			\$ 601,600,000	\$601,600,000

Project Schedule:

Approximate Dates	
Start	Completion

OMP - Phase 1 Projects - See Exhibit A.

Noise Program - See Exhibit A.