

# **PAB CONDUIT**

November 13, 2014

## \$66,500,000 (not-to-exceed) North Central College

REQUEST	Purpose: Series 2014A Bond proce "Borrower") to: (i) currently refund (ACI/Cultural Pooled Financing Pro Bonds, North Central College, Series accrued interest component (if any) College for costs incurred in connect Series 1998 Bonds and the Series 20 Bonds if deemed desirable by the Conserved Series 2014B Bond proce reimburse the College for the costs of "educational facilities" (the "Project Bonds, Series 1999 (ACI/Cultural Pound the Series 2008 Bonds, the "Program of the redemption incurred in connection with the issue Bonds if deemed desirable by the Cotthe "Financing Purposes").  Program: Conduit 501(c)(3) Revented Extraordinary Conditions: None.	and redeem all of the outstand gram) (the "Series 1998 Bond is 2008 (the "Series 2008 Bond of the redemption price if deer tion with the issuance of the S 108 Bonds and the termination of the planning, design, acquisite of the planning, design, acquisite of the planning Program) (the probled Financing Program) (the for Bonds") (including, without in price if deemed desirable by ance of the Series 2014B Bond of the "2014B Financing"	ding Variable Rate Demand Revols") and all of the outstanding Adds") (including, without limitation ned desirable by the College) and eries 2014A Bond, the current reof an interest rate exchange agre <b>Purposes</b> "); and er funds, will be used by the Collegion, construction, furnishing and deem all of the outstanding Variance ("Series 1999 Bonds" and, colleging the College) and (iii) finance or and the current refunding and refunding a	enue Bonds, Series 1998 ljustable Rate Demand Revenue n, financing both the principal and d (ii) finance or reimburse the funding and redemption of the ement related to the Series 2008  ege to: (i) finance, refinance or d equipping of certain of its able Rate Demand Revenue ctively with the Series 1998 Bonds rincipal and accrued interest reimburse the College for costs demption of the Series 1999
BOARD ACTION	Final Bond Resolution Voting Record (October 16, 2014) –	Preliminary Bond Resolution	- 10 Yeas: 0 Navs: 0 Abstain: 5	Absent (Leonard: O'Brien:
-	Pedersen; Tessler; and Vaught); 0 V	acant.	-	
MATERIAL CHANGES	Sizing of Series 2014A and Series 20			
JOB DATA	604 (FTE)	Current jobs	7 New jobs projected (for r	• /
	N/A	Retained jobs	150 Construction jobs project period of new residence h	ed (during 12-month construction nall)
DESCRIPTION	• Location: Naperville / DuPage Co	ounty / Northeast		
	two bathrooms / one student per b • In the second quarter of calendar y new, \$60 MM state of the art scien	I that is governed by a Board g Final Bond Resolution approduced Financing Program) Bonds, I justable Rate Demand Revenue construction of a \$22 MM, et current demand. The new redroom, and is expected to be year 2015, the College will see note building which is schedule 0,000 usable square feet that we	of Trustees (see pp.6-8) and affil aval to refund all or a portion of the EFA Series 1999 (Cultural Poole of Bonds (North Central College) 229-bed residence hall which will residence hall will consist of suit approximately 98,000 square feek Final Bond Resolution approved to break ground in June 2015 availl house all the lab sciences cur	he College's outstanding IEFA d Financing Program) Bonds, and Series 2008. Additionally, the ll break ground in the Fall of 2014 e style units of four beds per suite / et. al to finance the construction of a and open in mid-2017. The new rently located in Kroehler Science
CREDIT INDICATORS	<ul> <li>The Borrower is a non-rated entity</li> <li>The IFA Bonds will be issued in the Harris Bank, N.A. and PNC Bank bond investor.</li> </ul>	hree tranches (i.e., Series 2014, N.A. (each, a " <b>Bond Purcha</b> "	ser"). Each Bond Purchaser wil	l be a secured lender and a direct
SECURITY	• The IFA Bonds will be a general of North Central's buildings or other.			
MATURITY/INTEREST	• The IFA Bonds will mature no late	er than 30 years from the issua	nce date, with each tranche matu	ring in a range of 10 to 30 years.
RATES	• The IFA Bonds will be sold in one	e or more fixed interest rates to	be determined at pricing for an	initial period of 10 years.
SOURCES AND USES	Sources:		Uses:	
Estimated	Series 2014A Bonds	\$34,300,000	New Construction	\$82,000,000
	Series 2014B Bonds	32,200,000	Refunding Escrow	41,500,000
	Series 2015 Bonds	30,000,000	Architectural & Engineering	3,000,000
	Equity	33,000,000	Redemption Costs	2,500,000
			Costs of Issuance	500,000
	Total	<u>\$129,500,000</u>	Total	<b>\$129,500,000</b>
RECOMMENDATION	Credit Review Committee recommen		— 0 799A	<u> </u>

Final Bond Resolution November 13, 2014 Rich Frampton & Brad R. Fletcher

#### ILLINOIS FINANCE AUTHORITY BOARD SUMMARY November 13, 2014

**Project:** North Central College

**STATISTICS** 

Project Number: E-PC-TE-CD-8700 Amount: \$66,500,000 (not-to-exceed amount of

Series 2014A and Series 2014B Bonds)

Type: 501(c)(3) Revenue Bonds IFA Staff: Rich Frampton and Brad R. Fletcher

Locations: Naperville County/

Region: DuPage County/Northeast

#### **BOARD ACTION**

Final Bond Resolution

Conduit 501(c)(3) Revenue Bonds

Credit Review Committee recommends approval

No IFA funds at risk

No extraordinary conditions

#### VOTING RECORD

Voting Record (October 16, 2014) – Preliminary Bond Resolution – 10 Yeas; 0 Nays; 0 Abstain; 5 Absent (Leonard; O'Brien; Pedersen; Tessler; and Vaught); 0 Vacant.

#### **PURPOSE**

Series 2014A Bond proceeds, together with certain other funds, will be used by **North Central College** (the "**College**" or "**Borrower**") to: (i) currently refund and redeem all of the outstanding Variable Rate Demand Revenue Bonds, Series 1998 (ACI/Cultural Pooled Financing Program) (the "**Series 1998 Bonds**") and all of the outstanding Adjustable Rate Demand Revenue Bonds, North Central College, Series 2008 (the "**Series 2008 Bonds**") (including, without limitation, financing both the principal and accrued interest component (if any) of the redemption price if deemed desirable by the College) and (ii) finance or reimburse the College for costs incurred in connection with the issuance of the Series 2014A Bond, the current refunding and redemption of the Series 1998 Bonds and the Series 2008 Bonds and the termination of an interest rate exchange agreement related to the Series 2008 Bonds if deemed desirable by the College (the "**2014A Financing Purposes**"); and

Series 2014B Bond proceeds, together with certain other funds, will be used by the College to: (i) finance, refinance or reimburse the College for the costs of the planning, design, acquisition, construction, furnishing and equipping of certain of its "educational facilities" (the "**Project**"), (ii) currently refund and redeem all of the outstanding Variable Rate Demand Revenue Bonds, Series 1999 (ACI/Cultural Pooled Financing Program) (the "**Series 1999 Bonds**" and, collectively with the Series 1998 Bonds and the Series 2008 Bonds, the "**Prior Bonds**") (including, without limitation, financing both the principal and accrued interest component (if any) of the redemption price if deemed desirable by the College) and (iii) finance or reimburse the College for costs incurred in connection with the issuance of the Series 2014B Bond and the current refunding and redemption of the Series 1999 Bonds if deemed desirable by the College (the "**2014B Financing Purposes**" and, collectively with the 2014A Financing Purposes, the "**Financing Purposes**").

#### IFA PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are a form of municipal bond financing that 501(c)(3) corporations can use to finance capital projects that will be used to further their charitable mission. IFA's issuance will convey federal income tax-exempt status on interest earned on the Bond paid to bondholders, thereby reducing the Borrowers' interest expense.

#### VOLUME CAP

501(c)(3) Bonds do not require Volume Cap.

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**JOBS** 

Projected new jobs: Current employment: 604 FTE 7 (for new residence hall

only)

150 (during 12-month Jobs retained: N/A Construction jobs:

construction period of new

residence hall)

ESTIMATED SOURCES AND USES OF FUNDS

Series 2014A Bonds \$82,000,000 Sources: \$34,300,000 Uses: New Construction

Series 2014B Bonds 32,200,000 Refunding Escrow 41,500,000 Series 2015 Bonds 30,000,000 Architectural & Engineering 3,000,000 33,000,000 **Redemption Costs** 2,500,000 **Equity** Costs of Issuance 500,000

Total \$129,500,000 Total \$129,500,000

Please refer to the Financing Summary section below for more information regarding the structure and timing of the IFA Series 2014A, Series 2014B and Series 2015 Bonds that will be purchased directly by BMO Harris Bank, N.A. and PNC Bank, N.A.

#### FINANCING SUMMARY

Security: The Bonds will be a general corporate obligation, secured by the College's unrestricted revenues,

along with a negative pledge of North Central's buildings or other property on campus, and an

assignment of Science Center campaign pledges.

The plan of finance contemplates the direct purchase of tax exempt debt in an amount not-to-Structure: exceed \$96.5 million to be issued in three tranches and purchased directly by BMO Harris Bank, N.A. and PNC Bank, N.A. (each, a "Bond Purchaser"). The Bond Purchaser will be the secured

lender and the direct bond investor.

BMO Harris Bank, N.A. will direct-purchase two tranches, as described below:

- \$34.3 million Series 2014A Bonds issued to refund the principal amount outstanding of the IEFA Series 1998 ACI/Cultural Pool Bonds (\$14.5 million), refund the principal amount outstanding of the IFA Series 2008 Revenue Bonds (\$17.0 million), pay related redemption costs (\$2.5 million) and pay applicable costs of issuance (\$300,000).
- \$30.0 million Series 2015 Bonds issued to construct a new. \$60.0 million state (ii) of the art science building, which is currently scheduled to open in mid-2017. The new building will be approximately 130,000 usable square feet and located on property currently owned by the College. The College intends to break ground in June 2015.

PNC Bank, N.A. will direct-purchase one tranche, as described below:

\$32.2 million Series 2014B Bonds issued to construct a new, 229-bed residence (iii) hall on property currently owned by the College and zoned for that purpose which will break ground in the Fall of 2014 and open in the Fall of 2015 (\$22.0 million), refund the principal amount outstanding of the IEFA Series 1999 ACI/Cultural Pool Bonds (\$10.0 million), and pay applicable costs of issuance (\$200,000).

The Series 2014A, Series 2014B and Series 2015 Bonds will not be rated.

Interest Rate: The Series 2014A, Series 2014B and Series 2015 Bonds will be sold in one or more fixed interest

rates to be determined at pricing. The interest rates on the Bonds will be set for an initial term of

10 years (with reset provisions thereafter to be determined prior to pre-closing).

Underlying

Debt Rating: The College is a non-rated entity. Again, the IFA Series 2014A, Series 2014B and Series 2015

Bonds will not be rated.

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Maturity:

As presently contemplated, the IFA Bonds will be issued in three tranches, each maturing as described below:

### Series 1998/2008 Refunding (Series 2014A)

 Not-to-exceed 13 years (i.e., 2027) and 24 years (i.e., 2038) on tranche of IFA Bonds issued to refund the IEFA Series 1998 ACI/Cultural Pool Bonds and IFA Series 2008 Revenue Bonds, respectively – thus, matching the interest-only amortization schedules (i.e., bullet maturities) of the bonds being refunded.

#### Residence Hall/Series 1999 Refunding (Series 2014B)

• Not-to-exceed 30 years on tranche of IFA Bonds issued to construct the residence hall and refund the IEFA Series 1999 ACI/Cultural Pool Bonds.

#### Science Center (Series 2015)

• Not-to-exceed 10 years on tranche of IFA Bonds issued to construct the science building.

#### Estimated

Closing Date:

The IFA Series 2014A and Series 2014B Bonds will close in early December 2014 to refund the IEFA Series 1998 ACI/Cultural Pool Bonds, refund the IFA Series 2008 Revenue Bonds, refund the IEFA Series 1999 ACI/Cultural Bonds, and fund construction of the residence hall.

North Central College plans to return for consideration of a Final Bond Resolution for the Series 2015 Bonds in the second quarter of calendar year 2015 to fund construction of the science center.

Rationale:

During the competitive bid process that the College undertook in August 2014 among banks interested in financing its capital projects and refinancing its bonds, the College solicited tax-exempt and taxable proposals from potential bank partners. As a result, all but one bank responded that tax-exempt financing would be more economically beneficial to the College's financing and based on the one taxable proposal it received, the College determined that tax-exempt financing could be completed at a rate that would be approximately 1.00% lower than a taxable loan for the same fixed term. Based on the proposed \$96.5 million issuance amount (\$66.5 million to close in 2014 and \$30.0 million to close in 2015), these savings will be substantial and cumulative over the term of these financings. Savings attributable to tax-exempt financing will also free up College cash to be used for other purposes that will enhance the College and the surrounding community.

#### PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Series 2014A Bond proceeds, together with certain other funds, will be used by **North Central College** (the "**College**" or "**Borrower**") to: (i) currently refund and redeem all of the outstanding Variable Rate Demand Revenue Bonds, Series 1998 (ACI/Cultural Pooled Financing Program) (the "**Series 1998 Bonds**") and all of the outstanding Adjustable Rate Demand Revenue Bonds, North Central College, Series 2008 (the "**Series 2008 Bonds**") (including, without limitation, financing both the principal and accrued interest component (if any) of the redemption price if deemed desirable by the College) and (ii) finance or reimburse the College for costs incurred in connection with the issuance of the Series 2014A Bond, the current refunding and redemption of the Series 1998 Bonds and the Series 2008 Bonds and the termination of an interest rate exchange agreement related to the Series 2008 Bonds if deemed desirable by the College (the "**2014A Financing Purposes**"); and

Series 2014B Bond proceeds, together with certain other funds, will be used by the College to: (i) finance, refinance or reimburse the College for the costs of the planning, design, acquisition, construction, furnishing and equipping of certain of its "educational facilities" (the "**Project**"), (ii) currently refund and redeem all of the outstanding Variable Rate Demand Revenue Bonds, Series 1999 (ACI/Cultural Pooled Financing Program) (the "**Series 1999 Bonds**" and, collectively with the Series 1998 Bonds and the Series 2008 Bonds, the "**Prior Bonds**") (including, without limitation, financing both the principal and accrued interest component (if any) of the redemption price if deemed desirable by the College) and (iii) finance or reimburse the College for costs incurred in connection with the issuance of the Series 2014B Bond and the current refunding and redemption of the Series 1999 Bonds if deemed desirable by the College (the "**2014B Financing Purposes**" and, collectively with the 2014A Financing Purposes, the "**Financing Purposes**").

New Construction (Residence Hall) **Total New Project Costs** 

\$22,000,000 **\$22,000,000** 

#### **BUSINESS SUMMARY**

Description:

**North Central College** (the "**College**" or the "**Borrower**") was established in 1861 and is incorporated under State of Illinois law. The Borrower is a 501(c)(3) not-for-profit corporation exempt from federal income taxes under the Internal Revenue Code. The University is governed by a Board of Trustees of up to 46 members (see Economic Disclosure Statement on pages 6-8).

Background:

North Central College was founded in Plainfield, Illinois as North Western College. Shortly thereafter, the Board of Trustees undertook the challenge of reaching out to a growing number of prospective students. At that time the Board realized that a major shortcoming was Plainfield's lack of direct railroad access. The citizens of Naperville, Illinois generously offered the College five acres of land within walking distance of its train station and \$25,000 to relocate from Plainfield to Naperville in 1870. Moving to this location enabled the College to successfully fulfill its mission and grow into the respected institution it is today.

Now, the College has grown into a 65-acre campus situated in Naperville's residential Historic District, offering 12 residence halls, three dining halls and 41 total buildings. In fact, the College's residence halls have reached maximum capacity due to strong demand at the thriving campus. The Borrower is an independent, comprehensive college of the liberal arts and sciences offers more than 55 undergraduate majors and graduate programming in seven areas (Business Administration, International Business Administration, Education, Leadership Studies, Liberal Studies, Management Information Systems and Web and Internet Applications).

As of 9/10/2014, North Central had approximately 2,935 FTE (Full Time Equivalent) students (2,775 undergraduate and 160 graduate students). For the academic 2013-2014 year, the College employed 147 full-time (106 tenure track) and 31 half-time faculty members. Moreover, 98% of tenure-track faculty members hold a Ph.D. or the terminal degree in their field. As the College has no teaching assistants, 68% of courses are taught by full-time faculty in an average class size of 21. The student/faculty ratio at the College was 15:1.

North Central College is accredited by the Higher Learning Commission of the North Central Association of Colleges and Schools.

Affiliation:

Every ten years the University Senate of the United Methodist Church reviews North Central College as a United Methodist-affiliated college. Most recently, a three-person team visited North Central on October 4-6, 2010, and evaluated the College in four areas: institutional integrity, program quality, management and financial health, and church relatedness. They wrote a report to the Commission on Institutional Review, and the Commission recommended that North Central College be "approved for continued listing, without qualification, as a United Methodist-related academic institution." The University Senate of United Methodist Church approved the recommendation on January 27, 2011.

#### ECONOMIC DISCLOSURE STATEMENT

Applicants: North Central College, 30 N. Brainard Street, Naperville, IL 60540

Contact: Paul Loscheider, VP for Business Affairs; (T): 630-637-5678; E-mail: ploscheider@noctrl.edu

Website: http://www.noctrl.edu/

Location: The Projects are or will be owned by the College and are or will be located on land owned by the

> College on its main campus having the address commonly known as 30 North Brainard Street, Naperville, Illinois and which is further described as its property bordered generally by Sleight Street on the east, North Avenue on the north, Washington Street on the west and Hillside Road on the south (i.e., the "Campus"), including (i) a new residence hall and (ii) new science education

center located on the College's Campus, all within Naperville, Illinois.

Project name: IFA Refunding Revenue Bonds (North Central College), Series 2014A

IFA Revenue and Refunding Bonds (North Central College), Series 2014B

IFA Revenue Bonds (North Central College), Series 2015

Board of Trustees/

Administration: North Central College is governed by a Board of Trustees that may be comprised of up to 46

members, which meets three times a year, in October, February and May, and includes the President of the College, Troy D. Hammond, Ph.D. The president is assisted in his duties by an

administrative cabinet consisting of five vice presidents.

#### **Board of Trustees:**

Steven H. Hoeft '73, Chair

Attorney; McDermott, Will & Emery; Chicago, Illinois

J. Thomas Gruenwald, Vice Chair, Academic Affairs

Managing Partner, Alliant Formulations: Bedford Park, Illinois

David W. Kelsch, Vice Chair, Business Affairs

President & CEO; Advanced Data Technologies, Inc.; Naperville, Illinois

Jeffrey K. Swallow '94, Vice Chair, Enrollment Management and Student Affairs

President and CEO; Magnetrol International Incorporated; Aurora, Illinois

**Donald C. Sharp**, Vice Chair, Institutional Advancement

President and CEO; Coolfire Solutions; St. Louis, Missouri

#### Kevin M. Gensler, Secretary

President; Dommermuth, Cobine, West, Gensler, Philipchuck, Corrigan & Bernhard, Ltd.; Naperville, Illinois

Esther T. Benjamin '90

CEO, Africa Operations; Laureate Education; Baltimore, Maryland

#### Kathryn Birkett

Superintendent of Schools (Retired); Indian Prairie School District 204; Aurora, Illinois

#### Erin L. Bishop '93

Senior Corporate Counsel; Caterpillar Inc.; Nashville, Tennessee

#### Robin B. Boren

President, Pivotal Home Solutions; AGL Resources; Naperville, Illinois

#### James J. Boyne

Executive Director; Steamboat Springs Winter Sports Club; Steamboat Springs, Colorado

#### Matthew S. Brill '97

Derivatives Trader; Tourmaline Partners; Pottstown, Pennsylvania

#### Sally Dyck

Bishop, Northern Illinois Conference; The United Methodist Church; Chicago, Illinois

#### Trov D. Hammond

President; North Central College; Naperville, Illinois

#### Nancy Hanson '79

Former Teacher; Naperville Community Unit Dist. 203; Chicago, Illinois

#### Thomas Harter, Sr.

Chairman, President and CEO; Microdynamics Group; Naperville, Illinois

#### Holly Humphrey '79

Ralph W. Gerard Professor of Medicine and Dean for Medical Education; The University of Chicago Pritzker School of Medicine; Chicago, Illinois

#### Peter P. Jones '76

Chief Operating Officer; M-Cubed Information Systems, Inc.; Silver Spring, Maryland

#### **Hee-Soo Jung**

Bishop, Wisconsin Conference; The United Methodist Church; Sun Prairie, Wisconsin

#### Michele Kenaga '73

Vice President, Compensation; New York Life Insurance Company; New York, New York

#### J. Raymond Kinney, III H'10

Principal; Minuteman Press; Naperville, Illinois

#### Susan Koranda '06

Administrator; Rob A. Koranda Scholarship Foundation; Naperville, Illinois

#### Ronald Lueptow '81

Chief Financial Officer; ArrMaz Custom Chemicals, Inc.; Mulberry, Florida

#### Joseph Mallon '80

Partner (Retired); Deloitte & Touche, LLP; Chicago, Illinois

#### James A. McDermet M'92

Senior Vice President, Global and Americas Operations;

Starbucks Corporation; Seattle, Washington

#### Holly I. Myers '69

President (Retired); Pediatric Insurance Consultants, Inc.; Naperville, Illinois

#### Michael R. Naset

Senior Partner (Retired); Accenture LLP; Naperville, Illinois

#### Lori Nita '02 Novak

Senior Vice President Hedge Fund Service; Northern Trust; Chicago, Illinois

#### Jeffrey J. Oesterle '76

Owner; Plaza Properties; Schererville, Indiana

#### Leah Rippe

Publisher; Naperville Magazine; Naperville, Illinois

#### **Steven Rubin**

Partner; Kitchens To Go; Naperville, Illinois

### Stephen T. Sellers '76

CEO; Applied Noetics; Batavia, Illinois

#### Scott Wehrli '91

Secretary/Treasurer and Partner; Dukane Precast, Inc.; Naperville, Illinois

#### Herman B. White Jr.,

Senior Scientist; Fermi National Accelerator Laboratory; Batavia, Illinois

#### Robert A. Wislow '67

Chairman/CEO; U.S. Equities Realty; Chicago, Illinois

Lee J. Woolley '85

Region President, Mid-Atlantic Region; BNY Mellon Wealth Management; Chicago, Illinois

Maria E. Wynne '77

CEO; Leadership Greater Chicago; Chicago, Illinois

PROFESSIONAL & FINANCIAL					
Borrowers' Counsel:	Dommermuth, Cobine, West, Gensler, Philipchuck, Corrigan				
	and Bernhard, Ltd.	Naperville, IL	Kathy West		
Borrowers' Financial					
Advisor:	Longhouse Capital Advisors, LLC	La Grange Park, IL	Michael Boisvert Lindsay Wall		
Auditor:	Grant Thornton LLP	Chicago, IL			
Bond Counsel:	Chapman & Cutler LLP	Chicago, IL	Nancy Burke Becky Brueckel Leslie Cornell		
Banks/ Bond Purchasers:	Series 2014A and Series 2015				
	BMO Harris Bank, N.A.	Chicago, IL	Deb Capozzi Colleen Murphy		
	Series 2014B				
	PNC Bank, N.A.	Chicago, IL	Barb Fahnstrom Jeff Warner		
BMO Harris Counsel:	Chapman & Cutler LLP	Chicago, IL	Carol Thompson		
PNC Bank Counsel: Paying Agent: Exiting LOC Bank	Thompson Coburn LLP To be engaged	St. Louis, MO	Brandi M. Wilson		
ACI/Cultural Pool: Exiting LOC Bank	JPMorgan Chase Bank, N.A.	Chicago, IL			
Series 2008:	Bank of America, N.A.	Chicago, IL			
Exiting Trustee:	The Bank of New York Mellon				
	Trust Company, N.A.	Chicago, IL	Merci Stahl		
General Contractor(s):	Pepper Construction	Chicago, IL			
	Bulley & Andrews, LLC	Chicago, IL			
Architect(s):	Holabird & Root LLC Buchar, Mitchell, Bajt	Chicago, IL			
IEA Councel:	Architects, Inc.	Joliet, IL	Dandall C Vulat		
IFA Counsel:	Arnstein & Lehr LLP	Chicago, IL	Randall S. Kulat		

### LEGISLATIVE DISTRICTS

Chicago, IL

Melanie Shaker

Sycamore Advisors LLC

Congressional: 6 State Senate: 21 State House: 41

IFA Financial Advisor: