

ILLINOIS FINANCE AUTHORITY

Tuesday, May 8, 2012

AGENDA

COMMITTEE OF THE WHOLE MEETING

9:30 a.m.

IFA Chicago Office

Two Prudential Plaza

180 North Stetson Avenue, Suite 2555

Chicago, Illinois 60601

- I. Call to Order & Roll Call
- II. Chairman's Remarks
- III. Message from the Executive Director
- IV. Consideration of the Minutes
- V. Presentation and Consideration of the Financial Statements
- VI. Committee Reports
- VII. Project Reports
- VIII. Other Business
- IX. Public Comment
- X. Adjournment

BOARD MEETING

10:30 a.m.

Conference Center

One Prudential Plaza

130 East Randolph Street, Suite 750

Chicago, Illinois 60601

- I. Call to Order & Roll Call
- II. Chairman's Remarks
- III. Adoption of the Minutes
- IV. Acceptance of the Financial Statements
- V. Project Approvals
- VI. Resolutions
- VII. Other Business
- VIII. Public Comment
- IX. Adjournment

Board Meeting Agenda

May 8, 2012

Page 2

AGRICULTURE						
Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Beginning Farmer Bonds <i>Final</i>						
1	Brian C. Barth	Tamalco Township (Bond County)	\$185,000	0	0	JS/LK
	Eric T. and Elizabeth Hays	Loraine Township and Yorktown Township (Henry County)	\$220,500	0	0	JS/LK
	Jason and Julie Norman	Albany Township and Newton Township (Whiteside County)	\$488,600	0	0	JS/LK
	John C. Doty	Mattoon Township (Coles County)	\$188,000	0	0	JS/LK
Agri-Debt Guarantee <i>Final</i>						
2	Bill Pigott	Belvidere (Boone County)	\$440,000 (85% guarantee amount is \$374,000)	0	0	JS/LK
TOTAL AGRICULTURE PROJECTS			\$1,456,100	0	0	
EDUCATIONAL, CULTURAL, AND NON-HEALTHCARE 501(C)(3) PROJECTS						
Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds <i>Final</i>						
3	Loyola University of Chicago	Chicago (Cook County)	\$150,000,000	Not to exceed 25	296	RF/BF
4	Illinois Wesleyan University	Bloomington (McLean County)	\$14,000,000	3	20	RF/BF
501(c)(3) Revenue Bonds <i>Final (One-Time Consideration)</i>						
5	524 Wolcott LLC and Wolcott School	Chicago (Cook County)	\$3,000,000	20	22	RF/BF
501(c)(3) Revenue Bonds <i>Preliminary</i>						
6	Lake Forest College	Lake Forest (Lake County)	\$43,500,000	3	40	RF/BF
TOTAL EDUCATIONAL, CULTURAL, AND NON-HEALTHCARE 501(C)(3) PROJECTS			\$210,500,000	51	378	
HEALTHCARE						
Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds <i>Preliminary</i>						
7	The University of Chicago Medical Center	Chicago (Cook County)	\$85,000,000	N/A	N/A	PL/NO
TOTAL HEALTHCARE PROJECTS			\$85,000,000	-	-	
GRAND TOTAL			\$296,956,100	51	378	
RESOLUTIONS						
Tab	Project Name					FM
Amendatory Resolutions						
8	Resolution authorizing the execution and delivery of an Amendment to the Bond and Loan Agreement in connection with Illinois Finance Authority Industrial Development Revenue Bonds (Peddinghaus Corporation Project), Series 2007					RF/BF
9	Resolution authorizing the Illinois Finance Authority ("IFA") to become a Co-Grantee on the Revolving Loan Fund Grant, Project Number 06-19-01916 awarded by the United States Department of Commerce Economic Development Administration to the Illinois Department of Commerce and Economic Opportunity (as successor to the Illinois Department of Commerce and Community Affairs and, collectively with the IFA, the "Co-Grantees") and designating the Executive Director of the IFA as the Authorized Representative of the Co-Grantees					JS/LK

May 8, 2012

TO: William A. Brandt, Jr., Chairman
Dr. William Barclay
Gila J. Bronner
James J. Fuentes
Norman M. Gold
Edward H. Leonard, Sr.

Michael W. Goetz, Vice-Chairman
Terrence M. O'Brien
Heather D. Parish
Mayor Barrett F. Pedersen
Roger E. Poole
Bradley A. Zeller

RE: Message from the Executive Director

Dear Members of the Authority:

Governor Quinn's bold moves to confront the State's pension and Medicaid problems head on was received with much fanfare and support from a multitude of different groups. Newspapers (Tribune, Sun-Times, Journal Star, Daily Herald, Springfield Journal-Register and the Quincy Herald-Whig) and leaders around our State have endorsed his plan. Most recently, the Chicago Civic Federation, who also endorsed the Governor's plan and proposed budget, said that the Governor's package "would put Illinois finances on the road to recovery."

And, more importantly, Moody's called Governor Quinn's pension reform plan to fully fund the system by 2042 a "credit positive." (See "Moody's: Illinois Pension Reform Plan a Credit Positive," *The Bond Buyer*, May 1, 2012.) This is, in particular, great news to the Authority, as we have been faced with declining debt issuance volume over the past several years. We believe what the Governor courageously laid out in April will restore the confidence of residents and businesses in Illinois' economy, and invite investments from outside of the State. We are hopeful that the Illinois General Assembly will work collaboratively with Governor Quinn to enact these vital and long overdue reforms.

As always, we look forward to working with you and Governor Quinn to finance projects that create and retain jobs for the people of Illinois.

Respectfully,



Christopher B. Meister
Executive Director

Attachments:

Attachment 1 – Monthly Bonds Activity Report; Schedule of Debt

Bonds Issued and Outstanding as of April 30, 2012

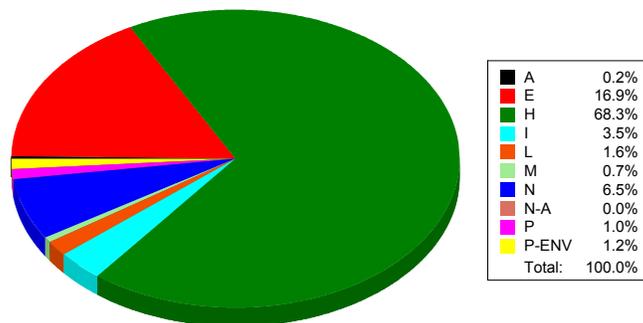
Bonds Issued Since Inception of Illinois Finance Authority

#	Market Sector	Principal Amount (\$)
383	Agriculture **	65,601,888
84	Education	4,397,118,100
183	Healthcare *	17,972,386,708
82	Industrial	944,137,853
26	Local Government	420,155,000
16	Multifamily/Senior Housing	175,417,900
118	501(c)(3) Not-for Profits	1,742,530,041
8	Exempt Facilities Bonds	275,700,000
8	Environmental issued under 20 ILCS 3515/9	326,630,000
		\$ 26,319,677,489

* Includes CCRC's

** Number of Agriculture bonds has been adjusted to reflect the actual number of Beginner Farmer Bonds

Bonds Issued Since Inception

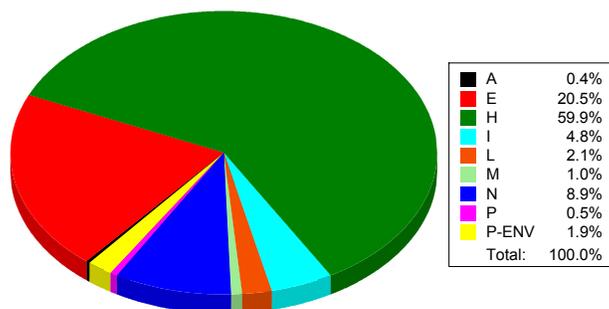


Schedule of Bonds Outstanding by Market Sector Includes IFA and it's Predecessor Authorities

Market Sector	Amount of Original Issue	Principal Outstanding
Agriculture	304,071,594	89,593,588
Education	5,994,995,730	5,187,162,644
Healthcare *	18,153,095,159	14,919,971,681
Industrial	1,535,516,939	1,200,840,420
Local Government	1,074,849,413	518,102,144
Multifamily/Senior Housing	726,835,396	253,917,332
501(c)(3) Not-for Profits	2,837,746,842	2,206,195,826
Exempt Facilities Bonds	130,500,000	130,090,000
Environmental issued under 20 ILCS 3515/9	756,325,000	473,734,779
	\$ 31,513,936,072	\$ 24,979,608,413

* Includes CCRC's

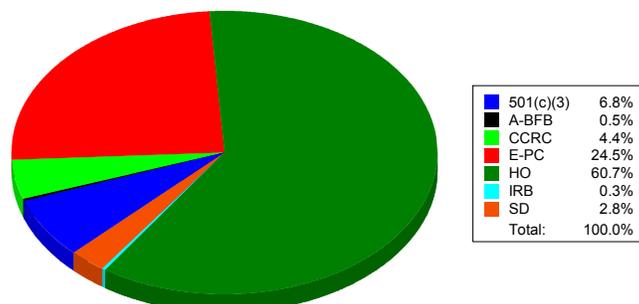
Principal Outstanding by Market Sector



Current Fiscal Year

#	Market Sector	Principal Issued
35	Agriculture - Beginner Farmer	7,315,939
1	Education	369,570,000
11	Healthcare - Hospital	914,463,200
2	Healthcare - CCRC	66,765,000
1	Industrial Revenue	3,795,000
11	501(c)(3) Not-for-Profit	102,916,846
1	Local Govt-School District	42,010,000
62		\$ 1,506,835,985

Bonds Issued - Current Fiscal Year



Bonds Issued between July 01, 2011 and April 30, 2012

<u>Bond Issue</u>	<u>Date Issued</u>	<u>Initial Interest Rate</u>	<u>Principal Issued</u>	<u>Bonds Refunded</u>
A-BFB Beginner Farmer Bonds, Series 2012A	07/01/2011	3.25% to 4.50%	5,356,070	0
501(c)(3) Learn Charter Schools, Series 2011	08/01/2011	DP-VRB	5,693,000	2,830,000
HO CDH-Delnor Health System, Series 2011A&B	08/05/2011	Variable	127,150,000	127,150,000
IRB Transparent Container Co., Inc., Series 2011	08/09/2011	DP-VRB	3,795,000	3,795,000
HO CDH-Delnor Health System, Series 2011C	08/24/2011	DP-VRB	58,415,000	58,415,000
501(c)(3) Chicago Shakespeare Theater, Series 2011	09/09/2011	DP-VRB	4,100,000	4,100,000
HO Advocate Health Care Network, Series 2011A-D	09/21/2011	DP-VRB	213,730,000	12,295,000
CCRC Chestnut Square at The Glen, Series 2011	09/30/2011	DP-VRB	7,600,000	9,195,000
501(c)(3) Siena on Brendenwood, Series 2011	10/03/2011	DP-VRB	4,400,000	4,400,000
HO Trinity Health, Series 2011A&B/IL	10/20/2011	2.00% to 5.00%	239,710,000	0
501(c)(3) UNO Charter School Network, Inc., Series 2011A&B	10/26/2011	6.875% to 7.125%	37,505,000	0
HO Southern Illinois Healthcare Enterprise, Series 2011	10/27/2011	1.857% to 2.513%	14,420,000	15,280,000
501(c)(3) Aurora Central High School, Series 2011	11/01/2011	DP-VRB	11,540,000	12,740,000
HO Northwest Community Hospital, Series 2011	12/01/2011	DP-VRB	53,100,000	53,100,000
CCRC Covenant Retirement Communities, Series 2011	12/14/2011	DP-VRB	59,165,000	15,915,000
501(c)(3) British Home for Men and Women, Series 2011	12/14/2011	DP-VRB	7,778,846	6,080,000
HO Rush University Medical Center, Series 2011	12/16/2011	DP-VRB	56,000,000	56,000,000
SD Waterloo CUSD #5, Series 2011	12/21/2011	1.75% to 4.20%	42,010,000	38,175,000
501(c)(3) Near North Montessori School, Series 2011	12/21/2011	DP 3.74%	10,000,000	10,000,000
A-BFB Beginner Farmer Bonds, Series 2012A	01/01/2012	Various-See Below	1,959,869	0
501(c)(3) Near North Montessori School, Series 2012	01/13/2012	DP 3.74%	1,000,000	1,000,000
E-PC University of Chicago, Series 2012A	02/02/2012	2.50% to 5.00%	369,570,000	292,880,000
501(c)(3) National Hellenic Museum, Series 2012	02/28/2012	DP-VRB 4.25%	8,000,000	0
HO Children's Memorial Hospital, Series 2012A&B	02/28/2012	DP-VRB 0.958%	60,000,000	0
HO Edward Hospital, Series 2012	03/02/2012	DP 1.86%	26,025,000	26,025,000
501(c)(3) United Methodist Homes and Services, Series 2012	03/20/2012	DP-VRB	8,700,000	1,910,000
501(c)(3) Solomon Schechter Day Schools, Series 2012	03/23/2012	DP-VRB 3.50%	4,200,000	4,000,000
HO Bethesda Home and Retirement Center, Series 2012	03/23/2012	DP 3.09%	1,948,200	0
HO Northwestern Medical Faculty Foundation, Series 2012	04/23/2012	DP-VRB 2.04%	63,965,000	69,685,000
Total Bonds Issued as of April 30, 2012			\$ 1,506,835,985	\$ 824,970,000

Legend: Fixed Rate Bonds as shown

DP-VRB = initial interest rate at the time of issuance on a Direct Purchase Bond

VRB = initial interest rate at the time of issuance on a Variable Rate Bond that does not include the cost of the LOC arrangement.

Beginner Farmer Bonds interest rates are shown in section below.

Beginner Farmer Bonds Funded between 7/1/2011 and 4/30/2012

<u>Borrower</u>	<u>Date Funded</u>	<u>Initial Interest Rate</u>	<u>Loan Proceeds</u>	<u>Acres</u>	<u>County</u>
Bennett, Quinn P. & Kristen N.	07/15/2011	4.50%	252,350	75.76	Shelby
Neff, Jennifer	07/15/2011	3.65%	476,449	48.90	Macoupin
Zaagman, Brent	08/11/2011	4.50%	239,828	90.00	Whiteside
Colgan, Andrew J. & Jacqueline L.	08/16/2011	4.00%	125,000	40.00	Stark
Kocher, Doug E. & Lora M.	08/19/2011	4.00%	80,000	38.00	Jasper
Sterrenberg, Casey P.	09/13/2011	4.00%	477,000	96.70	Livingston
Meister, Evan T.	09/20/2011	4.00%	203,940	80.00	Iroquois
Tarasuik, James W. Jr.	09/20/2011	4.00%	67,000	40.00	Bond
Bohnenstiehl, Daren A.	09/27/2011	4.00%	159,000	38.50	Madison
Bohnenstiehl, Joshua A.	09/27/2011	4.00%	159,000	38.50	Madison
Beals, Ronald Lee	09/30/2011	4.00%	47,500	24.00	Jasper
Billups, Nathan W.	10/14/2011	4.50%	146,000	38.00	Putnam

Beginner Farmer Bonds Funded between 7/1/2011 and 4/30/2012

<u>Borrower</u>	<u>Date Funded</u>	<u>Initial Interest Rate</u>	<u>Loan Proceeds</u>	<u>Acres</u>	<u>County</u>
Ohnesorge, Jay W.	10/27/2011	3.75%	27,500	3.50	Effingham
Ettner, Philip P. & Spring M.	10/27/2011	4.35%	264,000	58.00	Boone
Adams, Joseph M.	11/02/2011	4.50%	240,000	80.00	Whiteside
Schaffer, Matthew & Kayla	11/15/2011	3.25%	141,056	37.12	Livingston
Frohning, Mathew A.	12/21/2011	3.75%	255,000	115.00	Clay
Janssen, Spencer A.	12/28/2011	3.85%	250,000	75.00	Fayette
Borkgren, Chad Randall	12/28/2011	Prime+	107,369	20.00	Henry
Vaughan, John W. & Grace E.	12/28/2011	3.95%	143,750	40.00	Wayne
Olson, John A.	12/28/2011	3.97%	475,000	155.00	Montgomery
Borkgren, Nicholas	12/28/2011	Prime+	225,720	60.00	Henry
Jordan, Corey P.	12/28/2011	4.00%	226,879	79.00	Montgomery
Jordan, Alexander Colby	12/28/2011	4.00%	226,879	79.00	Montgomery
Funk, Cory James	12/28/2011	3.75%	196,100	72.00	Lawrence
Vaughan, James & Anne	12/28/2011	3.95%	143,750	40.00	Wayne
Beals, Ronald Lee	02/28/2012	4.00%	32,500	20.00	Jasper
Gavin, Andrew M.	03/01/2012	3.90%	258,718	69.12	Warren
Gavin, Paul J.	03/01/2012	3.90%	161,312	30.73	Warren
Poole, Jared L. & Jodi L.	03/01/2012	5.00%	273,750	80.00	White
Loschen, Tyler S.	03/06/2012	3.00%	170,000	40.00	Ford
Parochetti, Daniel	03/09/2012	4.00%	488,600	119.00	Bureau
Thompson, Paul David	03/12/2012	3.90%	366,489	104.00	Henderson
Thompson, Teresa Lois	03/12/2012	3.90%	180,000	60.00	Henderson
Emmerich, Ben	03/29/2012	3.50%	28,500	10.00	Jasper
Total Beginner Farmer Bonds Issued			\$ 7,315,939	2,094.83	

As of January 1, 2012, the amount of private activity volume cap available to the Illinois Finance Authority and allocable to Beginning Farmer Bonds is \$15,000,000. In addition, the maximum of any Beginning Farmer Bond is \$488,600.

<u>AG Debt Restructuring Guarantee</u>	<u>Date Funded</u>	<u>Initial Interest Rate</u>	<u>Loan Proceeds</u>	<u>State Guarantee</u>
Bertolino, Adam	08/24/2011	5.95%	380,000	323,000
Nelson, Wayne	09/22/2011	3.43%	97,000	82,450
Bertolino, Aaron	12/29/2011	5.50%	352,000	299,200
Total AG Debt Restructuring Guarantee			\$ 829,000	\$ 704,650
Total Agriculture Guarantees			\$ 829,000	\$ 704,650

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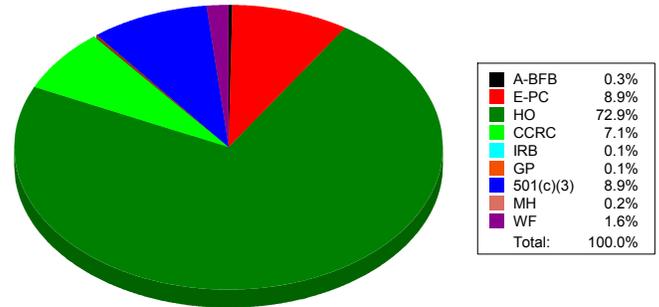


Bonds Issued - Fiscal Year Comparison for the Period Ending April 30, 2012

Fiscal Year 2010

#	Market Sector	Principal Issued
44	Agriculture - Beginner Farmer	8,545,250
8	Education	298,745,000
26	Healthcare - Hospital	2,458,700,628
4	Healthcare - CCRC	240,184,820
1	Industrial Revenue	2,700,000
1	Local Government - Pool	4,460,000
12	501(c)(3) Not-for-Profit	298,457,520
1	MultiFamily/Senior Housing	5,700,000
2	Water Facilities	53,500,000
99		\$ 3,370,993,218

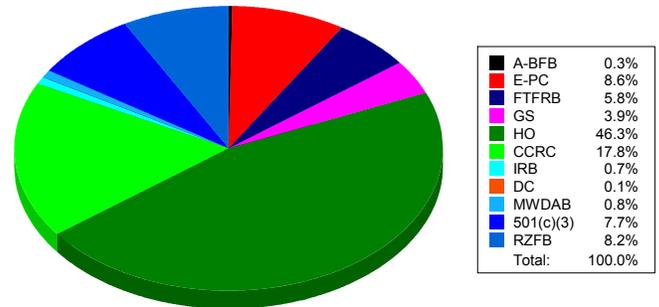
Bonds Issued in Fiscal Year 2010



Fiscal Year 2011

#	Market Sector	Principal Issued
40	Agriculture - Beginner Farmer	7,002,064
5	Education	221,290,000
1	Freight Transfer Facilities Bonds	150,000,000
2	Gas Supply	100,000,000
15	Healthcare - Hospital	1,195,055,000
5	Healthcare - CCRC	458,705,000
3	Industrial Revenue	17,329,184
1	Financially Distressed Cities	1,985,000
1	Midwest Disaster Area Bonds	20,200,000
4	501(c)(3) Not-for-Profit	199,535,000
8	Recovery Zone Facilities Bonds	211,488,000
85		\$ 2,582,589,248

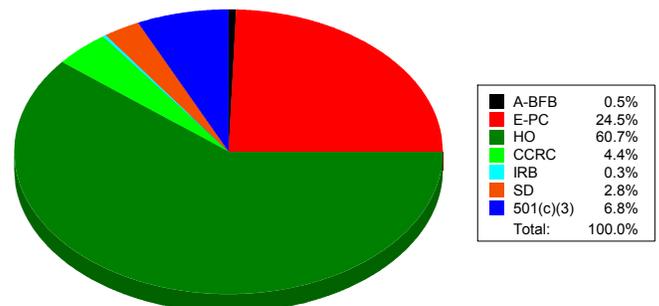
Bonds Issued in Fiscal Year 2011



Fiscal Year 2012

#	Market Sector	Principal Issued
35	Agriculture - Beginner Farmer	7,315,939
1	Education	369,570,000
11	Healthcare - Hospital	914,463,200
2	Healthcare - CCRC	66,765,000
1	Industrial Revenue	3,795,000
1	Local Government Schools	42,010,000
11	501(c)(3) Not-for-Profit	102,916,846
62		\$ 1,506,835,985

Bonds Issued in Fiscal Year 2012



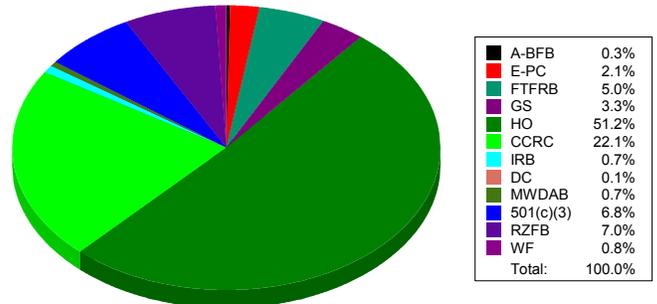


Bonds Issued - Calendar Year Comparison as of March 31, 2012

Calendar Year 2010

#	Market Sector	Principal Issued
52	Agriculture - Beginner Farmer	9,374,497
5	Education	64,000,000
1	Freight Transfer Facilities Bonds	150,000,000
2	Gas Supply	100,000,000
20	Healthcare - Hospital	1,545,643,433
7	Healthcare - CCRC	667,855,000
4	Industrial Revenue	20,029,184
1	Financially Distressed Cities	1,985,000
1	Midwest Disaster Area Bonds	20,200,000
9	501(c)(3) Not-for-Profit	205,356,062
8	Recovery Zone Facilities Bonds	211,488,000
1	Water Facilities	25,000,000
111		\$ 3,020,931,176

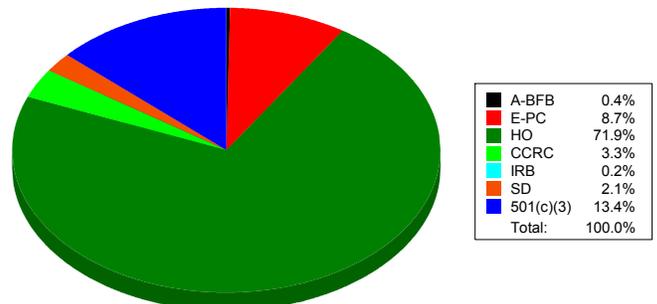
Bonds Issued in Calendar Year 2010



Calendar Year 2011

#	Market Sector	Principal Issued
40	Agriculture - Beginner Farmer	7,832,465
2	Education	177,390,000
13	Healthcare - Hospital	1,459,760,000
2	Healthcare - CCRC	66,765,000
1	Industrial Revenue	3,795,000
1	Local Government Schools	42,010,000
9	501(c)(3) Not-for-Profit	272,851,846
68		\$ 2,030,404,311

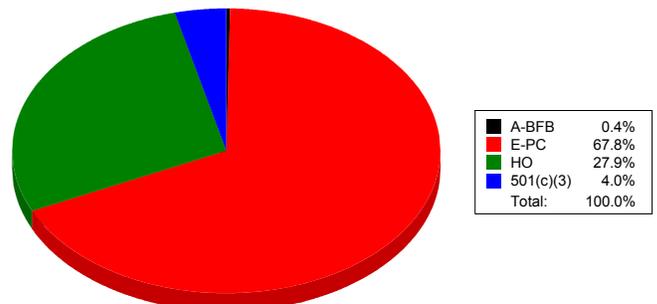
Bonds Issued in Calendar Year 2011



Calendar Year 2012

#	Market Sector	Principal Issued
9	Agriculture - Beginner Farmer	1,959,869
1	Education	369,570,000
4	Healthcare - Hospital	151,938,200
4	501(c)(3) Not-for-Profit	21,900,000
18		\$ 545,368,069

Bonds Issued in Calendar Year 2012

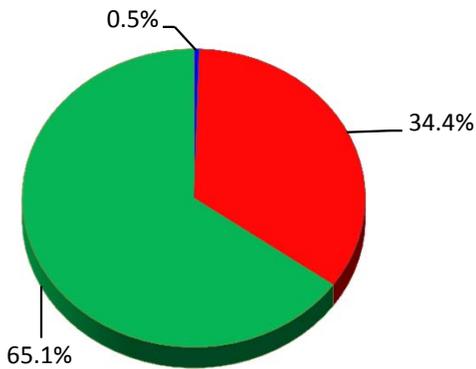




Illinois Finance Authority Project Revenue Fiscal Year 2012

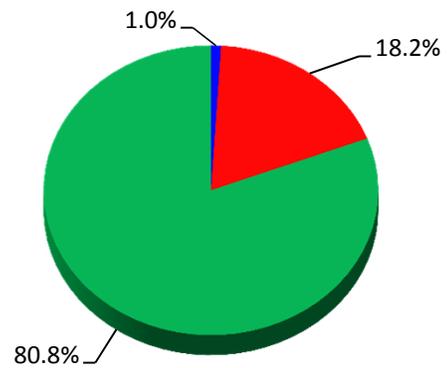
Market Sector	Principal Amount (\$)	New Money (\$)	#	Revenue (\$)
Agriculture	\$ 7,315,939.00	\$ 7,315,939.00	35	\$ 106,239.08
Business/Higher Ed/Non-Profit	518,291,845.51	137,581,845.51	13	546,896.74
Healthcare/CCRC's	981,228,200.00	610,653,200.00	13	1,189,447.25
	\$ 1,506,835,984.51	\$ 755,550,984.51	61	\$ 1,842,583.07

Principal Amount (\$)



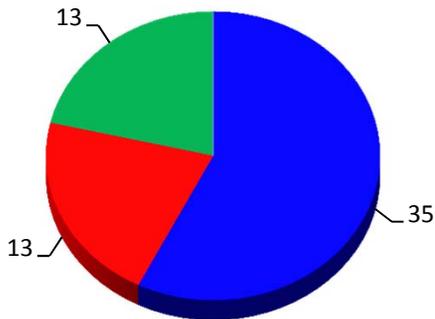
- Agriculture
- Business/Higher Ed/Non-Profit
- Healthcare/CCRC's

New Money Principal(\$)



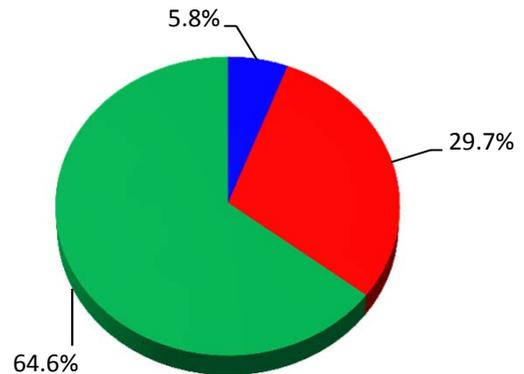
- Agriculture
- Business/Higher Ed/Non-Profit
- Healthcare/CCRC's

of Projects



- Agriculture
- Business/Higher Ed/Non-Profit
- Healthcare/CCRC's

Revenue (\$)



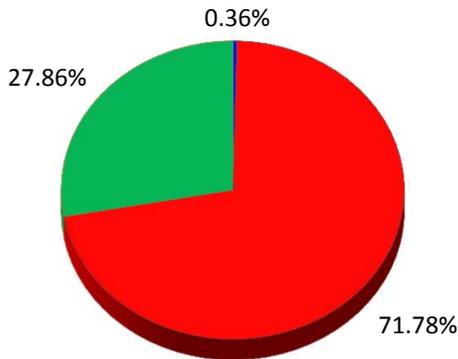
- Agriculture
- Business/Higher Ed/Non-Profit
- Healthcare/CCRC's



Illinois Finance Authority Project Revenue Calendar Year 2012

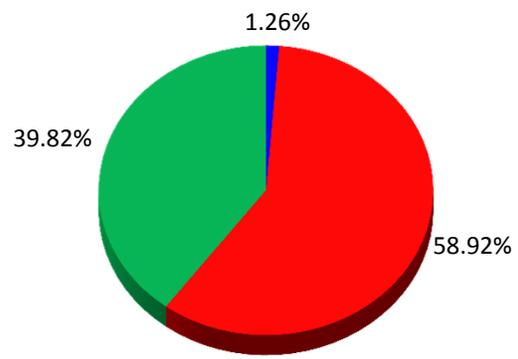
Market Sector	Principal Amount (\$)	New Money (\$)	#	Revenue (\$)
Agriculture	\$ 1,959,869.00	\$ 1,959,869.00	9	\$ 28,498.04
Business/Higher Ed/Non-Profit	391,470,000.00	91,680,000.00	5	312,100.00
Healthcare/CCRC's	151,938,200.00	61,948,200.00	4	324,461.00
	\$ 545,368,069.00	\$ 155,588,069.00	18	\$ 665,059.04

Principal Amount (\$)



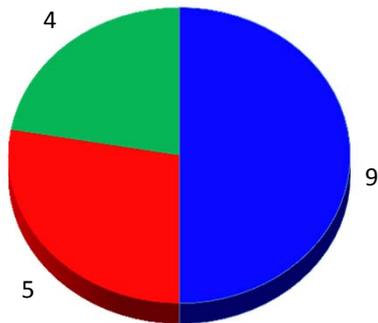
- Agriculture
- Business/Higher Ed/Non-Profit
- Healthcare/CCRC's

New Money Principal(\$)



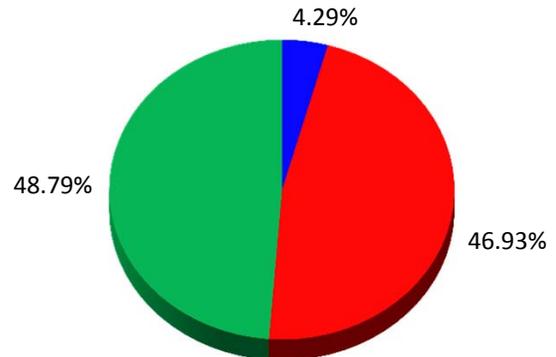
- Agriculture
- Business/Higher Ed/Non-Profit
- Healthcare/CCRC's

of Projects



- Agriculture
- Business/Higher Ed/Non-Profit
- Healthcare/CCRC's

Revenue (\$)



- Agriculture
- Business/Higher Ed/Non-Profit
- Healthcare/CCRC's

ILLINOIS FINANCE AUTHORITY

Schedule of Debt ^[a]

Conduit debt issued under the Illinois Finance Authority Act [20 ILCS 3501/845-5(a)] which does not constitute an indebtedness or an obligation, either general or moral, or a pledge of the full faith or a loan of the Authority, the State of Illinois or any Political Subdivision of the State within the purview of any constitutional or statutory limitation or provisions with special limited obligations of the Authority secured under provisions of the individual Bond Indentures and Loan Agreements with the exception of the bonds identified below in Section I (b) -- General Purpose Moral Obligation/State Component Parts -- which are subject to the \$28.15B cap in Section 845-5(a).

Section I (a)	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2011	April 30, 2012		
Illinois Finance Authority "IFA" ^[b]				
383	Agriculture	\$ 47,342,000	\$ 54,658,000	
89	Education	3,796,724,000	4,035,369,000	
257	Healthcare	12,385,257,000	12,653,196,000	
69	Industrial Development [includes Recovery Zone/Midwest Disaster]	831,074,000	791,632,000	
20	Local Government	246,460,000	235,995,000	
17	Multifamily/Senior Housing	160,222,000	158,394,000	
98	501(c)(3) Not-for Profits	1,218,793,000	1,235,711,000	
5	Exempt Facilities Bonds	130,300,000	130,090,000	
938	Total IFA Principal Outstanding	\$ 18,816,172,000	\$ 19,295,045,000	
Illinois Development Finance Authority "IDFA" ^[b]				
3	Education	20,661,000	19,941,000	
5	Healthcare	209,185,000	209,185,000	
62	Industrial Development	502,234,000	409,209,000	
23	Local Government	322,251,000	265,282,000	
10	Multifamily/Senior Housing	130,521,000	95,523,000	
86	501(c)(3) Not-for Profits	959,430,000	896,759,000	
186	Total IDFA Principal Outstanding	\$ 2,144,282,000	\$ 1,895,899,000	
Illinois Rural Bond Bank "IRBB" ^[b]				
14	Bond Bank Revenue Bonds	20,220,000	16,825,000	
14	Total IRBB Principal Outstanding	\$ 20,220,000	\$ 16,825,000	
77	Illinois Health Facilities Authority "IHFA"	\$ 2,472,613,000	\$ 2,057,591,000	
48	Illinois Educational Facilities Authority "IEFA"	\$ 1,401,337,000	\$ 1,205,577,000	
561	Illinois Farm Development Authority "IFDA" ^[f]	\$ 34,936,000	\$ 34,936,000	
1,824	Total Illinois Finance Authority Debt	\$ 24,889,560,000	\$ 24,505,873,000	\$ 28,150,000,000 \$ 3,644,127,000

Issued under the Illinois Finance Authority Act [20 ILCS 3501/845-5(a)]

Section I (b)	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2011	April 30, 2012		
General Purpose Moral Obligations				
Illinois Finance Authority Act [20 ILCS 3501/801-40(w)]				
14	Issued through IRBB - Local Government Pools	\$ 20,220,000	\$ 16,825,000	
7	Issued through IFA - Local Government Pools	26,680,000	25,305,000	
2	Issued through IFA - Illinois Medical District Commission	39,640,000	39,120,000	
23	Total General Moral Obligations	\$ 86,540,000	\$ 81,250,000	\$ 150,000,000 \$ 68,750,000
Financially Distressed Cities Moral Obligations				
Illinois Finance Authority Act [20 ILCS 3501/825-60]				
2	Issued through IFA	\$ 3,825,000	\$ 3,240,000	
1	Issued through IDFA	3,565,000	2,430,000	
3	Total Financially Distressed Cities	\$ 7,390,000	\$ 5,670,000	\$ 50,000,000 \$ 44,330,000
State Component Unit Bonds ^[c]				
14	Issued through IRBB	\$ 20,220,000	\$ 16,825,000	
2	Issued through IDFA ^[j]	82,090,000	69,685,000	
2	Issued through IFA ^[j]	29,937,000	28,562,000	
18	Total State Component Unit Bonds	\$ 132,247,000	\$ 115,072,000	

Designated exclusive Issuer by the Governor of the State of Illinois to issue Midwest Disaster Area Bonds in Illinois, February 11, 2010.

Section I (c)	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2011	April 30, 2012		
1	Midwest Disaster Bonds [Flood Relief]	\$ 20,200,000	\$ 30,195,000	\$ 1,515,271,000 \$ 1,485,076,000

Designated by the Governor of the State of Illinois to manage and coordinate the re-allocation of Federal ARRA Volume Cap and the issuance of Recovery Zone Bonds in the State of Illinois to fully utilize RZBs before December 31, 2010.

Section I (d)	ARRA Act of 2009 Volume Cap Allocated ^[h]	City/Counties Ceded Voluntarily to IFA	Bonds Issued as of April 30, 2012	Available "Ceded" Volume Cap
	-	Recovery Zone Economic Development Bonds;	\$ 666,972,000	\$ 16,940,000
8	Recovery Zone Facilities Bonds	\$ 1,000,457,000	\$ 292,400,000	\$ 216,903,000 \$ 75,497,000
-	Qualified Energy Conservation Bonds	\$ 133,846,000	\$ -	\$ 12,500,000 \$ -

Issued under the Illinois Finance Authority Act [20 ILCS 3501/845-5(b)]

Section II	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2011	April 30, 2012		
Illinois Power Agency	\$ -	\$ -	\$ 4,000,000,000	\$ 4,000,000,000

ILLINOIS FINANCE AUTHORITY

Schedule of Debt ^[a]

Illinois Finance Authority Act [20 ILCS 3501 Section 825-65(f); 825-70 and 825-75] - see also P.A. 96-103 effective 01/01/2010

Section III

	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2011	April 30, 2012		
Clean Coal, Coal ,Renewable Energy and Energy Efficiency Projects	\$ -	\$ -	\$ 3,000,000,000 ^[d]	\$ 3,000,000,000

Issued under the Illinois Finance Authority Act [20 ILCS 3501 Sections 830-25 (see also P.A.96-103); 830-30; 830-35; 830-45 and 830-50]

Section IV

	Principal Outstanding		Program Limitations	Remaining Capacity	State Exposure
	June 30, 2011	April 30, 2012			
Agri Debt Guarantees [Restructuring Existing Debt]	\$ 17,330,000	\$ 15,796,000	\$ 160,000,000	\$ 144,204,000	\$ 13,412,000
87 Fund # 994 - Fund Balance \$ 10,024,119					
AG Loan Guarantee Program	\$ 41,519,000	\$ 16,220,000	\$ 225,000,000 ^[e]	\$ 208,780,000	\$ 13,786,000
41 Fund # 205 - Fund Balance \$ 7,741,519					
10 Agri Industry Loan Guarantee Program	\$ 9,753,000	\$ 8,292,000			7,048,000
0 Renewable Fuels	22,823,000	-			-
2 Farm Purchase Guarantee Program	975,000	969,000			823,000
18 Specialized Livestock Guarantee Program	5,552,000	4,644,000			3,947,000
11 Young Farmer Loan Guarantee Program	2,416,000	2,315,000			1,968,000
128 Total State Guarantees	\$ 58,849,000	\$ 32,016,000	\$ 385,000,000	\$ 352,984,000	\$ 27,198,000

Issued under the Illinois Finance Authority Act [20 ILCS 3501 Sections 825-80 and 825-85]

Section V

		Fund #	Principal Outstanding		Appropriation Fiscal Year 2012	Fund Balance
			June 30, 2011	April 30, 2012		
115	Fire Truck Revolving Loan Program	Fund # 572	\$ 17,486,608	\$ 16,140,930	\$ 6,003,342	\$ 4,378,189
10	Ambulance Revolving Loan Program	Fund # 334	\$ 832,213	\$ 671,632	\$ 7,006,800	\$ 3,483,457

Note: Due to deposits in transit, the Cash Balance at the Illinois Office of the Comptroller may differ from the Illinois Finance Authority's General Ledger.

Issued under the Illinois Environmental Facilities Financing Act [20 ILCS 3515/9]

Section VI

	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2011	April 30, 2012		
Environmental [Large Business]				
6 Issued through IFA	315,148,000	\$ 123,215,000		
18 Issued through IDFA	356,895,000	350,520,000		
24 Total Environmental [Large Business]	\$ 672,043,000	\$ 473,735,000	\$ 2,425,000,000	\$ 1,951,265,000
Environmental [Small Business]				
24 Total Environment Bonds Issued under Act	\$ 672,043,000	\$ 473,735,000	\$ 2,500,000,000	\$ 2,026,265,000

Illinois Finance Authority Funds at Risk

Section VII

#	Original Amount	Principal Outstanding	
		June 30, 2011	April 30, 2012
Participation Loans			
28 Business & Industry	23,020,157.95	12,718,990.12	7,268,102.82
9 Agriculture	6,079,859.01	3,308,196.84	1,827,553.74
37 Participation Loans excluding Defaults & Allowances	\$ 29,100,016.96	\$ 16,027,186.96	\$ 9,095,656.56
Plus: Legacy IDFA Loans in Default		1,139,934.62	910,631.89
Less: Allowance for Doubtful Accounts		3,957,841.93	2,605,763.63
Total Participation Loans		\$ 13,209,279.65	\$ 7,400,524.82
1 Illinois Facility Fund	\$ 1,000,000.00	\$ 1,000,000.00	1,000,000.00
4 Local Government Direct Loans	\$ 1,289,750.00	\$ 246,526.74	227,423.96
3 FmHA Loans	\$ 963,250.00	\$ 303,781.68	265,711.59
2 Renewable Energy [RED Fund]	\$ 2,000,000.00	\$ 1,668,554.37	1,594,684.01
47 Total Loans Outstanding	\$ 34,353,016.96	\$ 16,428,142.44	\$ 10,488,344.38

[a] Total subject to change; late month payment data may not be included at issuance of report.

[b] State Component Unit Bonds included in balance.

[c] Does not include Unamortized issuance premium as reported in Audited Financials.

[d] Program Limitation reflects the increase to \$3 billion effective 01/01/2010 under P.A. 96-103.

[e] Program Limitation reflects the increase from \$75 million to \$225 million effective 01/01/2010 under P.A. 96-103.

[f] Beginner Farmer Bonds are currently updated annually; new bonds will be added under the Illinois Finance Authority when the bond closes.

[g] Midwest Disaster Bonds - Illinois Counties eligible for Midwest Disaster Bonds include Adams, Calhoun, Clark, Coles, Crawford, Cumberland, Douglas, Edgar, Hancock, Henderson, Jasper, Jersey, Lake, Lawrence, Mercer, Rock Island, Whiteside and Winnebago.

[h] Recovery Zone Bonds - Federal government allocated volume cap directly to all 102 Illinois counties and 8 municipalities with population of 100,000 or more. [Public Act 96-1020]

[i] IFA is working with all of the 110 entities to encourage voluntary waivers to ensure that these resources are used to support project financing before the program expires on December 31, 2010.

[j] Includes EPA Clean Water Revolving Fund

**MINUTES OF THE APRIL 10, 2012 MEETING OF THE COMMITTEE OF THE
WHOLE OF THE BOARD OF DIRECTORS OF THE ILLINOIS FINANCE
AUTHORITY**

The Board of Directors (the “Board”) of the Illinois Finance Authority (the “IFA”), pursuant to notice duly given, held a Committee of the Whole Meeting on April 10, 2012, at 9:30 a.m. in the Chicago Office of the IFA, 180 North Stetson Avenue, Suite 2555, Chicago, Illinois 60601.

IFA Committee of the Whole Members Present:

1. William A. Brandt, Jr., Chairman
2. Michael W. Goetz, Vice Chairman
3. Dr. William Barclay
4. Gila J. Bronner
5. Terrence M. O’Brien
6. Heather D. Parish
7. Mayor Barrett F. Pedersen
8. Roger E. Poole
9. Bradley A. Zeller

IFA Committee of the Whole Members Excused:

1. James J. Fuentes
2. Norman M. Gold
3. Edward H. Leonard, Sr.

IFA Staff Present:

Christopher B. Meister, Executive Director
Richard Frampton, Vice President
Pamela A. Lenane, Vice President
Ximena Granda, Acting Chief Financial Officer
Norma Sutton, Agency Procurement Officer
James Senica, Senior Financial Analyst (via teleconference)
Brad R. Fletcher, Legal/Financial Analyst
Nora O’Brien, Legal/Financial Analyst
Sohair Omar, Policy/Operations Analyst
Stacy Liang, Intern
Nicole Xue, Intern

IFA Financial Advisor Present:

Courtney Shea, Acacia Financial Group, Inc.

Guests Present:

Linda Mitchell, Illinois State Board of Education
Anthe Mitrakos, Crain Communications, Inc.
Deb Vespa, Illinois State Board of Education

I. Call to Order & Roll Call

The Committee of the Whole Meeting was called to order at 9:32 a.m. by Chairman Brandt. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being eight Members present, a quorum was reached.

Mayor Pedersen arrived in person at 9:36 a.m. He was added to the roll call by Mr. Fletcher.

II. Chairman's Remarks

Chairman Brandt informed the Members of the Committee of the Whole that the Office of the Governor has contacted all Chairpersons of the various State-authorized Boards and Commissions regarding his proposed reforms for pension plans and Medicaid. While the IFA has negligible influence concerning these issues, the IFA is proud to support the Governor's proposals and assist his efforts, if needed, either through IFA's statutory authority or through IFA's ability to accept assignments of Medicaid receivables with the Medicaid Vendor Payment Program.

III. Message from the Executive Director

Director Meister emphasized the urgency of the reform proposals introduced recently by Governor Quinn. More specifically, the General Revenue funds that support State government, not IFA, have not kept pace with the increasing costs of required pension contributions or Medicaid expenses. While IFA staff does not participate in any of the State pension systems, IFA does have some challenges associated with Medicaid revenues paid to non-profit hospitals, which may have an adverse impact on healthcare project finance activity.

Director Meister informed the Members of the Committee of the Whole that there is a strong agenda this month. IFA had some closings in the month of March, and given this month's agenda, IFA is experiencing an uptick in non-profit and higher education tax-exempt financing.

With respect to Illinois General Assembly oversight of the IFA, Director Meister appeared before two appropriation hearings; no issues were raised. Also, the Office of the Auditor General released the Fiscal Year 2011 ("FY11") Financial Audit Report with an unqualified opinion. Finally, the IFA has received a draft FY11 Compliance Audit Report, which contained more findings than expected; IFA staff is working with Ms. Bronner is drafting responses. The FY11 Compliance Audit Report may be released sometime after May 1.

Director Meister explained that up to \$1.9 million in U.S. Department of Agriculture-Rural Development business loans will be available through IFA under a relending program in Gallatin, Saline and Williamson counties. IFA will partner with local banks to market the program to local businesses hurt by the recent storms and tornadoes.

Moreover, the Office of the State Fire Marshall announced the intake of applications for zero-interest revolving loans for fire trucks. The IFA expects to be working with them over the coming weeks and months in evaluating the credit worthiness of prospective borrowers.

Director Meister was also happy to report to the Members of the Committee of the Whole that the State's Director of Employment Security has asked the IFA to provide technical and legal support for their upcoming bond issue that is being coordinated by the Governor's Office of Management and Budget. More specifically, Rich Frampton and Pamela A. Lenane from IFA will be working on this matter.

Director Meister also welcomed Deb Vespa and Linda Mitchell from the Illinois State Board of Education (the "ISBE"). The IFA has received a proposal to assist the ISBE in providing alternative sources of financing for distressed school districts across the state under the Emergency Financial Assistance provisions of the Illinois School Code.

Finally, Ms. Lenane was congratulated by Director Meister and the Members of the Committee of the Whole for her recent election as President of the National Association of Health and Educational Facilities Finance Authorities ("NAHEFFA").

Thereafter, Dr. Barclay inquired as to the origination of the Rural Development Administration's Intermediary Relending Program that will now be providing assistance to Gallatin, Saline and Williamson counties. Chairman Brandt informed Dr. Barclay that these federal funds were originally designated to IFA before IFA's amalgamation of predecessor authorities, and are being re-purposed at this time to provide relief for local businesses in the aforementioned counties hurt by the recent storms and tornadoes. These funds represent a sample of various restricted or unrestricted IFA accounts that are no longer productive; additionally, these segregated IFA accounts create various compliance audit issues.

Chairman Brandt also advised the Members of the Committee of the Whole that another example of a segregated IFA account is a zero-interest loan made to the City of Chicago by the Illinois Development Finance Authority ("IDFA") to support low- and moderate-income housing whereby the City of Chicago marketed and approved the credit worthiness of small, multi-family housing rehabilitation projects subject to final approval by the IDFA Board. The monies thus far repaid by the City of Chicago under this loan have been kept in a segregated account. Chairman Brandt reiterated that IFA should attempt to find ways to use the funds to support new program activity and increase income, if possible. However, with respect to the zero-interest loan made to the City of Chicago by IDFA to support low- and moderate-income housing, the Illinois Housing Development Authority may hereafter usurp IFA's role in financing any housing projects, despite IFA's statutory ability to do so.

IV. Presentation and Consideration of the Financial Statements

Mrs. Granda reported that the month of March had two closings in the Business & Industry market sector and one closing in the Healthcare market sector. Additionally, eight closings in the Agriculture market sector led to a total of \$100,000 in fees, increasing IFA gross revenues Year-To-Date (“YTD”) to \$4.0 million or 2.6% above the Fiscal Year 2012 (“FY12”) budget. Gross revenue without the JP Morgan settlement is \$3.0 million or 23.0% below the FY12 budget.

Operating expenses YTD are \$2.8 million or 10.0% below the FY12 budget. In comparing expenses for FY12 and FY11, when not including loan loss provisions, expenses are down by \$251,000 or 8.3%.

March ended with a net loss of \$79,000 due to a lower volume of financing. This decreased IFA’s YTD Net Income to \$1.4 Million or 68.7% above the FY12 budget. YTD net income not including the JP Morgan settlement is \$439,000 or 48.9% below the FY12 budget. However, the IFA’s balance sheet remains strong. Total Cash Receipts for FY12 are \$10.1 million; this includes the following:

- Loan principal payments of \$718,000;
- Loan Payoffs of \$5.3 million from twenty-four loans (in March, there were four loans paid off for a total of \$975,000);
- Application, service and closing fees of \$2.8 million; and
- Investment income, transfers and miscellaneous items totaling \$1.3 million (including the JP Morgan settlement of \$1,008,452).

The Total Cash Disbursement for FY12 is \$2.8 million, primarily in personnel and contractual services. The net impact of these changes has resulted in a Total Net Cash increase for FY12 of \$7.3 million.

Ms. Lenane reported to the Members of the Committee of the Whole that IFA has also received \$540,000 from the Bank of America settlement primarily in connection with the Illinois Development Finance Authority Variable Rate Demand Revenue Bonds (AMR Pooled Loan Financing Program), Series 1999A. IFA, with the assistance of outside counsel, is currently researching if these funds may be taken as income by the IFA.

Chairman Brandt advised that The Clare at Water Tower bondholders have begun preliminary negotiations with Director Meister and himself. Bondholders, under the bankruptcy plan, may potentially receive no more than a 15% return, and therefore, the escrow created for IFA’s indemnification has now become the subject of negotiations.

Mrs. Granda reported no updates in connection with IFA’s internal audit. However, the FY11 Financial Audit Report was released on March 22 and the exit conference for the FY11 Financial Audit Report was held on April 2. All of the material and immaterial findings were discussed. There were thirteen material findings (two resulting from issues of federal compliance and eleven resulting from issues of State compliance) and eight immaterial findings. The responses to the findings are due to Office of the Auditor General by April 13. As Director Meister

previously stated, IFA staff is working on an action plan. Moreover, Mrs. Granda stated that Director Meister has inquired about the FY12 Financial Audit Report being released earlier than has been customary in the past. The Office of the Auditor General will attempt to meet IFA's request.

Finally, Mrs. Granda explained that Forecast YTD revenues will be \$5.5 million or 2.0% above the FY12 budget, while Forecast YTD expenses will be \$3.9 million or 5.2% below the FY12 budget. It is anticipated that Total Cash at year end will be \$39.6 million.

V. Committee Reports

Healthcare Committee

Dr. Barclay reported that the Healthcare Committee reviewed three 501(c)(3) Revenue Bond projects for April's Agenda. Additionally, the Healthcare Committee had an update concerning the Medicaid Vendor Payment Program, which may take an additional two months before various structuring issues are resolved among other agencies and the Department of Central Management Services.

Dr. Barclay advised that the Healthcare Committee recommended approval of Rockford Memorial Hospital and Northwestern Medical Faculty Foundation. However, approval of Ascension Health Alliance required further discussion due to the lack of minority underwriting firms on the financing of its bond issue under consideration by the IFA.

Ms. Parish reiterated her disappointment with Ascension Health Alliance concerning the lack of minority underwriting firms engaged to co-manage the financing. Ms. Parish informed the Members of the Committee of the Whole she is willing to recommend approval of this financing, with a statement concerning her dissatisfaction; Dr. Barclay concurred with the decision by Ms. Parish and will be associating himself with the statement by Ms. Parish.

Chairman Brandt also explained his disappointment, but is happy to report public offerings of this size under consideration by the Board that do not incorporate minority underwriting firms are now the exception.

Agriculture Committee

Mr. Zeller reported that the Agriculture Committee reviewed two Beginning Farmer Bond projects for April's Agenda. The Agriculture Committee recommended approval of these two projects.

Moreover, the Agriculture Committee acknowledged the hard work of Lorrie Karcher and James Senica concerning the recent re-purposing of the Rural Development Administration's Intermediary Relending Program with IFA.

VI. Project Reports

Agriculture – Beginning Farmer Bonds

Mr. Senica presented Agenda Item No.1A and Item No.1B.

Item No. 1A: Adam James Knicely - \$30,900

Adam James Knicely is requesting approval of a Final Bond Resolution in an amount not-to-exceed Thirty Thousand Nine Hundred Dollars (\$30,900). Bond proceeds will be used to finance the acquisition of approximately 10.2 acres of farmland located in Wade Township in Jasper County.

Item No. 1B: Joshua J. Kuhl - \$275,000

Joshua J. Kuhl is requesting approval of a Final Bond Resolution in an amount not-to-exceed Two Hundred Seventy Five Thousand Dollars (\$275,000). Bond proceeds will be used to finance the acquisition of approximately 20 acres of farmland with buildings located in Denver Township in Richland County.

Business and Industry – Affordable Rental Housing Revenue Bonds

Mr. Frampton presented Agenda Item No. 2.

Item No. 2: St. Anthony SLF, LLC (St. Anthony of Lansing Project) – \$20,500,000

St. Anthony SLF, LLC (St. Anthony of Lansing Project) is requesting approval of a Final Bond Resolution in an amount not to exceed Twenty Million Five Hundred Thousand Dollars (\$20,500,000).

Bond proceeds, together with other available funds, will enable St. Anthony SLF, LLC to (i) finance the acquisition of approximately 4.41 acres of land, and the construction and equipping of a new, 125-unit Supportive Living Facility located at the southwest corner of Lorenz Avenue and Spring Lake Drive, Lansing (Cook County), Illinois, developed under the State of Illinois Supportive Living Facility Program; (ii) pay capitalized interest on the Bonds and fund certain reserves; and (iii) pay costs of issuance.

This project is expected to create up to 31 new jobs and 200 construction jobs.

Educational, Cultural, and Non-Healthcare 501(c)(3) – 501(c)(3) Revenue Bonds

Mr. Frampton presented Agenda Item No. 3 and Agenda Item No. 4.

Item No. 3: Loyola University of Chicago - \$150,000,000

Loyola University of Chicago is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed One Hundred Fifty Million Dollars (\$150,000,000).

Bond proceeds will provide Loyola University of Chicago (“University”) with all or a portion of the funds necessary to (i) finance, refinance or reimburse the University for all or a portion of the costs, including capitalized interest, if any, of the acquisition, construction, renovation, improvement and equipping of certain of its facilities including, without limitation, two new student residence facilities and a new academic building, the renovation and equipping of certain existing academic and residential facilities and the completion of various other campus renovations and improvements and the equipping of the same (collectively, the “New Projects”), (ii) refund, advance refund or provide for payment of all or a portion of the outstanding Illinois Educational Facilities Authority Revenue Bonds, Loyola University of Chicago, Series 2003A (the “Refunded Series 2003A Bonds”), (iii) refund, advance refund or provide for the payment of all or a portion of the outstanding Illinois Finance Authority Revenue Bonds, Loyola University of Chicago, Series 2004A (the “Refunded Series 2004A Bonds” and, together with the Refunded Series 2003A Bonds, the “Prior Bonds”), (iv) pay certain working capital expenditures if deemed desirable by the University, (v) fund one or more debt service reserve funds required to be maintained in accordance with one or more Trust Indentures between the Illinois Finance Authority and one or more trust companies or banks having the powers of a trust company, as trustee, and (vi) pay certain costs relating to the issuance of the Bonds, including the costs of bond insurance or other credit or liquidity enhancement, if any, and certain costs incurred in connection with the refunding, advance refunding or provision for payment of all or a portion of the Prior Bonds.

The New Projects are expected to create up to 25 new jobs and 296 construction jobs.

Item No. 4: Illinois Wesleyan University - \$14,000,000

Illinois Wesleyan University is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Fourteen Million Dollars (\$14,000,000).

Bond proceeds will enable Illinois Wesleyan University (“University”) to (i) refund, advance refund, or provide for the payment of all or a portion of the outstanding principal amount of the University’s outstanding Illinois Development Finance Authority (Illinois Wesleyan University Project) Revenue Bonds, Series 2001 (the “Prior Bonds”), (ii) without limitation, finance the

construction of residence facilities and the completion of various other campus renovations and improvements (the “Project”), and (iii) make any deposit to certain funds, including debt service reserve funds, required to be maintained in accordance with a Trust Indenture and pay costs associated with the issuance of the Bonds.

This Project is projected to create 3 new jobs and 20 construction jobs.

Healthcare – 501(c)(3) Revenue Bonds

Ms. Lenane presented Agenda Item No. 5, Agenda Item No. 6 and Agenda Item No. 7.

Item No. 5: Ascension Health Alliance - \$600,000,000

Ascension Health Alliance is requesting approval of a Final Bond Resolution in an amount not-to-exceed Six Hundred Million Dollars (\$600,000,000).

Bond proceeds will be used by Ascension Health Alliance to (i) finance various capital expenditures at the Alexian Brothers Health System, (ii) refund certain Alexian Brothers Health System Bonds, (iii) refund certain Ascension Health Alliance commercial paper which may be issued to fund the redemption of certain Alexian Brothers Health System Bonds and/or tender of certain Alexian Brothers Health System Bonds, if deemed necessary or advisable, and (iv) refund certain Ascension Health Series 2002 Bonds for facilities located in Indiana, Florida, and Missouri.

This Project is projected to create 90 construction jobs.

Item No. 6: Rockford Memorial Hospital - \$36,000,000

Rockford Memorial Hospital is requesting approval of a Final Bond Resolution in an amount not-to-exceed Thirty Six Million Dollars (\$36,000,000).

Bond proceeds will be used to (i) current refund Rockford Memorial Hospital IHFA Series 1997 Bonds and (ii) pay costs of issuance.

Item No. 7: Northwestern Medical Faculty Foundation - \$70,000,000

Northwestern Medical Faculty Foundation is requesting approval of a Final Bond Resolution in an amount not-to-exceed Seventy Million Dollars (\$70,000,000).

Bond proceeds will be used to (i) refund Northwestern Medical Faculty Foundation IHFA Series 1998 Bonds and (ii) pay associated cost of issuance.

Resolutions

Ms. Lenane presented Agenda Item No. 8, Agenda Item No. 9, and Agenda Item No. 10.

Item No. 8: Resolution authorizing the execution and delivery of an Amended Trust Indenture and Amended and Restated Loan Agreement in connection with Illinois Development Finance Authority Variable Rate Demand Industrial Development Revenue Bonds (U.S. Acrylic, Inc. Project), Series 2003

Item No. 9: Resolution authorizing the execution and delivery of an Amended and Restated Indenture of Trust and an Amended and Restated Loan Agreement in connection with Illinois Development Finance Authority Variable Rate Demand 501(c)(3) Revenue Bonds (Metropolitan Family Services Project), Series 1999

Item No. 10: Resolution authorizing the execution and delivery of an Amendment to the Trust Indenture relating to Illinois Finance Authority Revenue Bonds Series 2008A (Advocate Health Care Network) and authorizing the execution and delivery of any other documents necessary or appropriate to effect such Amendment, and authorizing and approving related matters

VII. Other Business

Ms. Mitchell and Ms. Vespa, Chief Financial Officer and Division Manager, respectively, of the Illinois State Board of Education presented to the Members of the Committee of the Whole a proposal for IFA to provide alternative sources of financing for distressed school districts across the state under the Emergency Financial Assistance provisions of the Illinois School Code.

Chairman Brandt and Director Meister confirmed the IFA is a willing partner in this endeavor.

VIII. Public Comment

None.

IX. Adjournment

Chairman Brandt asked if there were any other business to before the Committee of the Whole. Hearing none, the Committee of the Whole Meeting adjourned at 10:41 a.m.

Minutes submitted by:
Brad R. Fletcher
Assistant Secretary of the Board

**MINUTES OF THE APRIL 10, 2012 MEETING OF THE BOARD OF DIRECTORS OF
THE ILLINOIS FINANCE AUTHORITY**

The Board of Directors (the “Board”) of the Illinois Finance Authority (“IFA”), pursuant to notice duly given, held a Board Meeting on April 10, 2012, at 10:30 a.m. in the Conference Center, One Prudential Plaza, 130 East Randolph Avenue, Suite 750, Chicago, Illinois 60601.

IFA Board Members Present:

1. William A. Brandt, Jr., Chairman
2. Michael W. Goetz, Vice Chairman
3. Dr. William Barclay
4. Gila J. Bronner
5. Terrence M. O’Brien
6. Heather D. Parish
7. Mayor Barrett F. Pedersen
8. Roger E. Poole
9. Bradley A. Zeller

IFA Board Members Excused:

1. James J. Fuentes
2. Norman M. Gold
3. Edward H. Leonard, Sr.

IFA Staff Present:

Christopher B. Meister, Executive Director
Richard Frampton, Vice President
Pamela A. Lenane, Vice President
Brad R. Fletcher, Legal/Financial Analyst
Nora O’Brien, Legal/Financial Analyst
Sohair Omar, Policy/Operations Analyst

IFA Financial Advisor Present:

Courtney Shea, Acacia Financial Group, Inc.

Guests Present:

Kevin L. Barney, Kutak Rock LLP
Alan M. Bell, Charity & Associates, P.C.
Santino Bibbo, Cabrera Capital Markets
Christine M. Biebel, Perkins Coie LLP
Susan Bodin, Loyola University of Chicago
Rebecca Cliff, Mesirow Financial Holdings, Inc.

Pam Costas, Loyola University of Chicago
James J. Luebchow, Chapman & Cutler LLP
Michael J. Mitchell, Jones Day
Anthe Mitrakos, Crain Communications, Inc.
Indu Pandey, Loyola University of Chicago
Joseph B. Starshak, Starshak Winzenburg & Co.
Richard K. Tomei, Jones Day
Brian Walsh, Northwestern Medical Faculty Foundation
Steven Washington, Ice Miller LLP

I. Call to Order & Roll Call

The Board Meeting was called to order at 10:56 a.m. by Chairman Brandt. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being nine Members present, a quorum was reached.

II. Chairman's Remarks

Chairman Brandt welcomed Members of the Board, IFA staff and all guests present.

III. Adoption of Minutes

Chairman Brandt stated that the Financial Statements for the Month ended March 31, 2012, and both the Minutes of the Committee of the Whole Meeting and the Minutes of the Board Meeting each held on March 13, 2012, were reviewed at the Committee of the Whole Meeting held earlier this morning. Chairman Brandt requested a motion to accept the Financial Statements for the Month ended March 31, 2012, and adopt the Minutes of both Meetings held on March 13, 2012. Ms. Bronner made a motion and Vice Chairman Goetz seconded the motion. A roll call vote was taken and the motion was adopted.

IV. Acceptance of Financial Statements

See Agenda Item III.

V. Project Approvals

Chairman Brandt asked Mr. Frampton to present the projects and resolutions to the Board.

Mr. Frampton presented each of the following projects and resolutions:

Agriculture – Beginning Farmer Bonds

Item No. 1A: Adam James Knicely - \$30,900

Adam James Knicely is requesting approval of a Final Bond Resolution in an amount not-to-exceed Thirty Thousand Nine Hundred Dollars (\$30,900). Bond

proceeds will be used to finance the acquisition of approximately 10.2 acres of farmland located in Wade Township in Jasper County.

Item No. 1B: Joshua J. Kuhl - \$275,000

Joshua J. Kuhl is requesting approval of a Final Bond Resolution in an amount not-to-exceed Two Hundred Seventy Five Thousand Dollars (\$275,000). Bond proceeds will be used to finance the acquisition of approximately 20 acres of farmland with buildings located in Denver Township in Richland County.

Educational, Cultural, and Non-Healthcare 501(c)(3) – 501(c)(3) Revenue Bonds

Item No. 4: Illinois Wesleyan University - \$14,000,000

Illinois Wesleyan University is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Fourteen Million Dollars (\$14,000,000).

Bond proceeds will enable Illinois Wesleyan University (“University”) to (i) refund, advance refund, or provide for the payment of all or a portion of the outstanding principal amount of the University’s outstanding Illinois Development Finance Authority (Illinois Wesleyan University Project) Revenue Bonds, Series 2001 (the “Prior Bonds”), (ii) without limitation, finance the construction of residence facilities and the completion of various other campus renovations and improvements (the “Project”), and (iii) make any deposit to certain funds, including debt service reserve funds, required to be maintained in accordance with a Trust Indenture and pay costs associated with the issuance of the Bonds.

This Project is projected to create 3 new jobs and 20 construction jobs.

Healthcare – 501(c)(3) Revenue Bonds

Item No. 5: Ascension Health Alliance - \$600,000,000

Ascension Health Alliance is requesting approval of a Final Bond Resolution in an amount not-to-exceed Six Hundred Million Dollars (\$600,000,000).

Bond proceeds will be used by Ascension Health Alliance to (i) finance various capital expenditures at the Alexian Brothers Health System, (ii) refund certain Alexian Brothers Health System Bonds, (iii) refund certain Ascension Health Alliance commercial paper which may be issued to fund the redemption of certain Alexian Brothers Health System Bonds and/or tender of certain Alexian Brothers Health System Bonds, if deemed necessary or advisable, and (iv) refund certain Ascension Health Series 2002 Bonds for facilities located in Indiana, Florida, and Missouri.

This Project is projected to create 90 construction jobs.

Item No. 6: Rockford Memorial Hospital - \$36,000,000

Rockford Memorial Hospital is requesting approval of a Final Bond Resolution in an amount not-to-exceed Thirty Six Million Dollars (\$36,000,000).

Bond proceeds will be used to (i) current refund Rockford Memorial Hospital IHFA Series 1997 Bonds and (ii) pay costs of issuance.

Resolutions

Item No. 8: Resolution authorizing the execution and delivery of an Amended Trust Indenture and Amended and Restated Loan Agreement in connection with Illinois Development Finance Authority Variable Rate Demand Industrial Development Revenue Bonds (U.S. Acrylic, Inc. Project), Series 2003

Item No. 9: Resolution authorizing the execution and delivery of an Amended and Restated Indenture of Trust and an Amended and Restated Loan Agreement in connection with Illinois Development Finance Authority Variable Rate Demand 501(c)(3) Revenue Bonds (Metropolitan Family Services Project), Series 1999

Item No. 10: Resolution authorizing the execution and delivery of an Amendment to the Trust Indenture relating to Illinois Finance Authority Revenue Bonds Series 2008A (Advocate Health Care Network) and authorizing the execution and delivery of any other documents necessary or appropriate to effect such Amendment, and authorizing and approving related matters

Healthcare – 501(c)(3) Revenue Bonds

Item No. 7: Northwestern Medical Faculty Foundation - \$70,000,000

Northwestern Medical Faculty Foundation is requesting approval of a Final Bond Resolution in an amount not-to-exceed Seventy Million Dollars (\$70,000,000).

Bond proceeds will be used to (i) refund Northwestern Medical Faculty Foundation IHFA Series 1998 Bonds and (ii) pay associated cost of issuance.

Brian Walsh, Chief Financial Officer and Vice President of Northwestern Medical Faculty Foundation, thanked the Members of the Board for their consideration of this financing.

Chairman Brandt thanked Mr. Walsh for his appearance before the Board. Chairman Brandt asked if the Members of the Board had any questions related to any of the projects or resolutions presented. There being none, Chairman Brandt requested leave to apply the previous roll call vote in favor of each project and resolution. Leave was granted unanimously.

Chairman Brandt asked Mr. Frampton to present the projects which may have abstentions and require separate roll call votes of the Board.

Mr. Frampton presented each of the following projects:

Business and Industry – Affordable Rental Housing Revenue Bonds

Item No. 2: St. Anthony SLF, LLC (St. Anthony of Lansing Project) – \$20,500,000

St. Anthony SLF, LLC (St. Anthony of Lansing Project) is requesting approval of a Final Bond Resolution in an amount not to exceed Twenty Million Five Hundred Thousand Dollars (\$20,500,000).

Bond proceeds, together with other available funds, will enable St. Anthony SLF, LLC to (i) finance the acquisition of approximately 4.41 acres of land, and the construction and equipping of a new, 125-unit Supportive Living Facility located at the southwest corner of Lorenz Avenue and Spring Lake Drive, Lansing (Cook County), Illinois, developed under the State of Illinois Supportive Living Facility Program; (ii) pay capitalized interest on the Bonds and fund certain reserves; and (iii) pay costs of issuance.

This project is expected to create up to 31 new jobs and 200 construction jobs.

In anticipation of an abstention, Chairman Brandt requested a roll call vote in favor of the project. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. With eight yeas, zero nays and one abstention by Vice Chairman Goetz, the project was granted approval. Vice Chairman Goetz abstained due to his business relationship with several members of the project's development team.

Educational, Cultural, and Non-Healthcare 501(c)(3) – 501(c)(3) Revenue Bonds

Item No. 3: Loyola University of Chicago - \$150,000,000

Loyola University of Chicago is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed One Hundred Fifty Million Dollars (\$150,000,000).

Bond proceeds will provide Loyola University of Chicago (“University”) with all or a portion of the funds necessary to (i) finance, refinance or reimburse the University for all or a portion of the costs, including capitalized interest, if any, of the acquisition, construction, renovation, improvement and equipping of certain of its facilities including, without limitation, two new student residence facilities and a new academic building, the renovation and equipping of certain existing academic and residential facilities and the completion of various other campus renovations and improvements and the equipping of the same (collectively, the

“New Projects”), (ii) refund, advance refund or provide for payment of all or a portion of the outstanding Illinois Educational Facilities Authority Revenue Bonds, Loyola University of Chicago, Series 2003A (the “Refunded Series 2003A Bonds”), (iii) refund, advance refund or provide for the payment of all or a portion of the outstanding Illinois Finance Authority Revenue Bonds, Loyola University of Chicago, Series 2004A (the “Refunded Series 2004A Bonds” and, together with the Refunded Series 2003A Bonds, the “Prior Bonds”), (iv) pay certain working capital expenditures if deemed desirable by the University, (v) fund one or more debt service reserve funds required to be maintained in accordance with one or more Trust Indentures between the Illinois Finance Authority and one or more trust companies or banks having the powers of a trust company, as trustee, and (vi) pay certain costs relating to the issuance of the Bonds, including the costs of bond insurance or other credit or liquidity enhancement, if any, and certain costs incurred in connection with the refunding, advance refunding or provision for payment of all or a portion of the Prior Bonds.

The New Projects are expected to create up to 25 new jobs and 296 construction jobs.

In anticipation of an abstention, Chairman Brandt requested a roll call vote in favor of the project. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. With eight yeas, zero nays and one abstention by Chairman Brandt, the project was granted approval. Chairman Brandt abstained due to his service on Loyola University of Chicago’s Board of Trustees.

VII. Other Business

None.

VIII. Public Comment

None.

IX. Adjournment

Chairman Brandt informed those present that the next Committee of the Whole Meeting will be held on Tuesday, May 8, 2012, at 9:30 a.m. and that the next Board Meeting will begin shortly thereafter at 10:30 a.m.

Chairman Brandt requested a motion to adjourn the Board Meeting. A motion to adjourn was made by Mayor Pedersen and seconded by Mr. Poole. The motion was adopted unanimously.

The Board Meeting adjourned at 11:08 a.m.

Minutes submitted by:

Brad R. Fletcher

Assistant Secretary of the Board

Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
April 30, 2012

	Actual April 2012	Budget April 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Budget YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2012	% of Budget Expended
REVENUE										
INTEREST ON LOANS	80,612	35,570	45,042	126.63%	419,881	464,781	(44,900)	-9.66%	538,836	77.92%
INVESTMENT INTEREST & GAIN(LOSS)	3,268	2,083	1,185	56.89%	29,899	20,830	9,069	43.54%	25,000	119.60%
ADMINISTRATIONS & APPLICATION FEES	329,448	389,870	(60,422)	-15.50%	2,271,863	3,428,320	(1,156,457)	-33.73%	4,194,325	54.17%
ANNUAL ISSUANCE & LOAN FEES	37,773	36,510	1,263	3.46%	392,274	355,658	36,616	10.30%	425,670	92.15%
OTHER INCOME	827,255	13,605	813,650	5980.52%	2,194,011	136,050	2,057,961	1512.65%	163,250	1343.96%
TOTAL REVENUE	1,278,356	477,638	800,718	167.64%	5,307,928	4,405,639	902,289	20.48%	5,347,081	99.27%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	122,192	141,925	(19,733)	-13.90%	1,267,919	1,447,152	(179,233)	-12.39%	1,730,791	73.26%
BENEFITS	19,287	22,060	(2,773)	-12.57%	204,173	221,600	(17,427)	-7.86%	265,728	76.84%
TEMPORARY HELP	-	-	-	0.00%	778	-	778	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	-	833	(833)	-100.00%	413	8,330	(7,917)	-95.04%	10,000	4.13%
TRAVEL & AUTO	7,564	5,833	1,731	29.68%	43,082	58,330	(15,248)	-26.14%	70,000	61.55%
TOTAL EMPLOYEE RELATED EXPENSES	149,043	170,651	(21,608)	-12.66%	1,516,365	1,735,412	(219,047)	-12.62%	2,076,519	73.02%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	50,000	41,667	8,333	20.00%	447,768	416,670	31,098	7.46%	500,000	89.55%
LOAN EXPENSE & BANK FEE	8,145	9,250	(1,105)	-11.95%	156,414	92,500	63,914	69.10%	111,000	140.91%
ACCOUNTING & AUDITING	20,780	21,962	(1,182)	-5.38%	223,154	219,620	3,534	1.61%	263,536	84.68%
MARKETING GENERAL	66	1,250	(1,184)	-94.72%	4,911	12,500	(7,589)	-60.71%	15,000	32.74%
FINANCIAL ADVISORY	5,000	16,667	(11,667)	-70.00%	61,185	166,670	(105,485)	-63.29%	200,000	30.59%
CONFERENCE/TRAINING	3,875	2,500	1,375	55.00%	23,880	25,000	(1,120)	-4.48%	30,000	79.60%
MISC. PROFESSIONAL SERVICES	5,000	9,167	(4,167)	-45.46%	20,013	91,670	(71,657)	-78.17%	110,000	18.19%
DATA PROCESSING	3,193	4,583	(1,390)	-30.33%	34,918	45,830	(10,912)	-23.81%	55,000	63.49%
TOTAL PROFESSIONAL SERVICES	96,059	107,046	(10,987)	-10.26%	972,243	1,070,460	(98,217)	-9.18%	1,284,536	75.69%
OCCUPANCY COSTS										
OFFICE RENT	21,603	22,357	(754)	-3.37%	206,834	223,570	(16,736)	-7.49%	268,284	77.10%
EQUIPMENT RENTAL AND PURCHASES	1,088	1,300	(212)	-16.31%	14,713	13,000	1,713	13.18%	15,600	94.31%
TELECOMMUNICATIONS	2,947	3,500	(553)	-15.80%	26,352	35,000	(8,648)	-24.71%	42,000	62.74%
UTILITIES	928	1,000	(72)	-7.20%	10,294	10,000	294	2.94%	12,000	85.78%
DEPRECIATION	3,913	5,682	(1,769)	-31.13%	36,827	41,355	(4,528)	-10.95%	52,649	69.95%
INSURANCE	681	1,950	(1,269)	-65.08%	18,189	19,500	(1,311)	-6.72%	23,400	77.73%
TOTAL OCCUPANCY COSTS	31,160	35,789	(4,629)	-12.93%	313,209	342,425	(29,216)	-8.53%	413,933	75.67%

**Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
April 30, 2012**

	Actual April 2012	Budget April 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Budget YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2012	% of Budget Expended
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	2,924	2,900	24	0.83%	30,066	29,000	1,066	3.68%	34,800	86.40%
BOARD MEETING - EXPENSES	3,091	2,666	425	15.94%	23,625	26,660	(3,035)	-11.38%	32,000	73.83%
PRINTING	493	875	(382)	-43.66%	5,700	8,750	(3,050)	-34.86%	10,500	54.29%
POSTAGE & FREIGHT	712	1,250	(538)	-43.04%	11,250	12,500	(1,250)	-10.00%	15,000	75.00%
MEMBERSHIP, DUES & CONTRIBUTIONS	169	1,909	(1,740)	-91.15%	31,735	28,181	3,554	12.61%	32,000	99.17%
PUBLICATIONS	474	250	224	89.60%	1,798	2,500	(702)	-28.08%	3,000	59.93%
OFFICERS & DIRECTORS INSURANCE	14,704	15,261	(557)	-3.65%	152,793	152,610	183	0.12%	183,132	83.43%
MISCELLANEOUS	400	-	400	0.00%	800	-	800	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	22,967	25,111	(2,144)	-8.54%	257,767	260,201	(2,434)	-0.94%	310,432	83.03%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	-	-	-	-	0.00%	-	0.00%
OTHER										
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL EXPENSES	299,229	338,597	(39,368)	-11.63%	3,059,584	3,408,498	(348,914)	-10.24%	4,085,420	74.89%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	979,127	139,041	840,086	604.20%	2,248,344	997,141	1,251,203	125.48%	1,261,661	178.21%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TRANSFER	-	-	-	0.00%	177,989	-	177,989	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%	-	-
NET INCOME/(LOSS)	979,127	139,041	840,086	604.20%	2,426,333	997,141	1,429,192	143.33%	1,261,661	192.31%

Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending
April 30, 2012

	Actual April 2012	Actual April 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Actual YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance
REVENUE								
INTEREST ON LOANS	80,612	66,484	14,128	21.25%	419,881	818,576	(398,695)	-48.71%
INVESTMENT INTEREST & GAIN(LOSS)	3,268	1,818	1,450	79.76%	29,899	42,968	(13,069)	-30.42%
ADMINISTRATIONS & APPLICATION FEES	329,448	17,263	312,185	1808.41%	2,271,863	4,147,595	(1,875,732)	-45.22%
ANNUAL ISSUANCE & LOAN FEES	37,773	39,777	(2,004)	-5.04%	392,274	471,772	(79,498)	-16.85%
OTHER INCOME	827,255	6,878	820,377	11927.55%	2,194,011	144,803	2,049,208	1415.17%
TOTAL REVENUE	1,278,356	132,220	1,146,136	866.84%	5,307,928	5,625,714	(317,786)	-5.65%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	122,192	142,770	(20,578)	-14.41%	1,267,919	1,476,235	(208,316)	-14.11%
BENEFITS	19,287	21,066	(1,779)	-8.44%	204,173	201,830	2,343	1.16%
TEMPORARY HELP	-	-	-	0.00%	778	1,382	(604)	0.00%
EDUCATION & DEVELOPMENT	-	231	(231)	0.00%	413	6,294	(5,881)	-93.44%
TRAVEL & AUTO	7,564	4,048	3,516	86.86%	43,082	38,649	4,433	11.47%
TOTAL EMPLOYEE RELATED EXPENSES	149,043	168,115	(19,072)	-11.34%	1,516,365	1,724,390	(208,025)	-12.06%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	50,000	30,442	19,558	64.25%	447,768	317,965	129,803	40.82%
LOAN EXPENSE & BANK FEE	8,145	8,147	(2)	-0.02%	156,414	96,285	60,129	62.45%
ACCOUNTING & AUDITING	20,780	26,418	(5,638)	-21.34%	223,154	269,568	(46,414)	-17.22%
MARKETING GENERAL	66	71	(5)	-7.04%	4,911	13,296	(8,385)	-63.06%
FINANCIAL ADVISORY	5,000	23,750	(18,750)	-78.95%	61,185	160,208	(99,023)	-61.81%
CONFERENCE/TRAINING	3,875	(910)	4,785	-525.82%	23,880	11,419	12,461	109.13%
MISC. PROFESSIONAL SERVICES	5,000	15,375	(10,375)	-67.48%	20,013	123,899	(103,886)	-83.85%
DATA PROCESSING	3,193	5,334	(2,141)	-40.14%	34,918	38,122	(3,204)	-8.40%
TOTAL PROFESSIONAL SERVICES	96,059	108,627	(12,568)	-11.57%	972,243	1,030,762	(58,519)	-5.68%
OCCUPANCY COSTS								
OFFICE RENT	21,603	21,992	(389)	-1.77%	206,834	210,863	(4,029)	-1.91%
EQUIPMENT RENTAL AND PURCHASES	1,088	1,084	4	0.37%	14,713	17,349	(2,636)	-15.19%
TELECOMMUNICATIONS	2,947	3,884	(937)	-24.12%	26,352	29,386	(3,034)	-10.32%
UTILITIES	928	862	66	7.66%	10,294	9,614	680	7.07%
DEPRECIATION	3,913	2,022	1,891	93.52%	36,827	26,059	10,768	41.32%
INSURANCE	681	1,942	(1,261)	-64.93%	18,189	19,305	(1,116)	-5.78%
TOTAL OCCUPANCY COSTS	31,160	31,786	(626)	-1.97%	313,209	312,576	633	0.20%

**Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending
April 30, 2012**

	Actual April 2012	Actual April 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Actual YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	2,924	3,794	(870)	-22.93%	30,066	31,548	(1,482)	-4.70%
BOARD MEETING - EXPENSES	3,091	1,775	1,316	74.14%	23,625	29,274	(5,649)	-19.30%
PRINTING	493	762	(269)	-35.30%	5,700	7,965	(2,265)	-28.44%
POSTAGE & FREIGHT	712	1,613	(901)	-55.86%	11,250	14,127	(2,877)	-20.37%
MEMBERSHIP, DUES & CONTRIBUTIONS	169	884	(715)	-80.88%	31,735	29,180	2,555	8.76%
PUBLICATIONS	474	380	94	24.74%	1,798	2,159	(361)	-16.72%
OFFICERS & DIRECTORS INSURANCE	14,704	15,619	(915)	-5.86%	152,793	162,701	(9,908)	-6.09%
MISCELLANEOUS	400	-	400	0.00%	800	-	800	0.00%
TOTAL GENL & ADMIN EXPENSES	22,967	24,827	(1,860)	-7.49%	257,767	276,954	(19,187)	-6.93%
LOAN LOSS PROVISION/BAD DEBT	-	25,000	(25,000)	-	-	575,568	(575,568)	0.00%
OTHER								
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%
TOTAL EXPENSES	299,229	358,355	(59,126)	-16.50%	3,059,584	3,920,250	(860,666)	-21.95%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	979,127	(226,135)	1,205,262	-532.98%	2,248,344	1,705,464	542,880	31.83%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%
TRANSFER	-	-	-	0.00%	177,989	1,126,003	(948,014)	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%
NET INCOME/(LOSS)	979,127	(226,135)	1,205,262	-532.98%	2,426,333	2,831,467	(405,134)	-14.31%

**Illinois Finance Authority
General Fund
Unaudited
Balance Sheet
for the Ten Months Ending April 30, 2012**

	<u>Actual April 2012</u>
ASSETS	
CASH & INVESTMENTS, UNRESTRICTED	\$ 38,137,436
RECEIVABLES, NET	257,963
LOAN RECEIVABLE, NET	7,400,525
OTHER RECEIVABLES	44,760
PREPAID EXPENSES	<u>71,053</u>
 TOTAL CURRENT ASSETS	 45,911,737
 FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	 115,975
 DEFERRED ISSUANCE COSTS	 255,063
OTHER ASSETS	
CASH RESTRICTED, INVESTMENTS & RESERVES	1,438,727
VENTURE CAPITAL INVESTMENTS	-
OTHER	<u>(15,568)</u>
 TOTAL OTHER ASSETS	 1,423,159
 TOTAL ASSETS	 <u>\$ 47,705,934</u>
 LIABILITIES	
CURRENT LIABILITIES	\$ 1,319,741
LONG-TERM LIABILITIES	<u>375,535</u>
 TOTAL LIABILITIES	 1,695,276
EQUITY	
CONTRIBUTED CAPITAL	4,111,479
RETAINED EARNINGS	27,501,548
NET INCOME / (LOSS)	2,426,333
RESERVED/RESTRICTED FUND BALANCE	1,732,164
UNRESERVED FUND BALANCE	<u>10,239,134</u>
 TOTAL EQUITY	 46,010,658
 TOTAL LIABILITIES & EQUITY	 <u>\$ 47,705,934</u>

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
for Period Ending
April 30, 2012

	Actual April 2012	Budget April 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Budget YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2012	% of Budget Expended
REVENUE										
INTEREST ON LOANS	233,510	186,646	46,864	25.11%	1,907,234	1,994,301	(87,067)	-4.37%	2,377,527	80.22%
INVESTMENT INTEREST & GAIN(LOSS)	53,603	50,693	2,910	5.74%	511,432	506,930	4,502	0.89%	608,320	84.07%
ADMINISTRATIONS & APPLICATION FEES	329,448	389,870	(60,422)	-15.50%	2,271,863	3,428,320	(1,156,457)	-33.73%	4,194,325	54.17%
ANNUAL ISSUANCE & LOAN FEES	37,773	36,510	1,263	3.46%	392,274	355,658	36,616	10.30%	425,670	92.15%
OTHER INCOME	865,839	38,605	827,234	2142.82%	2,541,032	386,050	2,154,982	558.21%	463,250	548.52%
TOTAL REVENUE	1,520,173	702,324	817,849	116.45%	7,623,835	6,671,259	952,576	14.28%	8,069,092	94.48%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	122,192	141,925	(19,733)	-13.90%	1,267,919	1,447,152	(179,233)	-12.39%	1,730,791	73.26%
BENEFITS	19,287	22,060	(2,773)	-12.57%	204,173	221,600	(17,427)	-7.86%	265,728	76.84%
TEMPORARY HELP	-	-	-	0.00%	778	-	778	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	-	833	(833)	-100.00%	413	8,330	(7,917)	-95.04%	10,000	4.13%
TRAVEL & AUTO	7,564	5,833	1,731	29.68%	43,082	58,330	(15,248)	-26.14%	70,000	61.55%
TOTAL EMPLOYEE RELATED EXPENSES	149,043	170,651	(21,608)	-12.66%	1,516,365	1,735,412	(219,047)	-12.62%	2,076,519	73.02%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	52,083	43,750	8,333	19.05%	468,598	437,500	31,098	7.11%	525,000	89.26%
LOAN EXPENSE & BANK FEE	222,343	223,448	(1,105)	-0.49%	1,928,312	1,807,550	120,762	6.68%	2,254,446	85.53%
ACCOUNTING & AUDITING	22,329	24,344	(2,015)	-8.28%	238,641	243,440	(4,799)	-1.97%	292,120	81.69%
MARKETING GENERAL	66	1,250	(1,184)	-94.72%	4,911	12,500	(7,589)	-60.71%	15,000	32.74%
FINANCIAL ADVISORY	5,000	16,667	(11,667)	-70.00%	61,185	166,670	(105,485)	-63.29%	200,000	30.59%
CONFERENCE/TRAINING	3,875	2,500	1,375	55.00%	23,880	25,000	(1,120)	-4.48%	30,000	79.60%
MISC. PROFESSIONAL SERVICES	8,333	12,500	(4,167)	-33.34%	52,681	125,000	(72,319)	-57.86%	150,000	35.12%
DATA PROCESSING	3,193	4,583	(1,390)	-30.33%	34,918	45,830	(10,912)	-23.81%	55,000	63.49%
TOTAL PROFESSIONAL SERVICES	317,222	329,042	(11,820)	-3.59%	2,813,126	2,863,490	(50,364)	-1.76%	3,521,566	79.88%
OCCUPANCY COSTS										
OFFICE RENT	21,603	22,357	(754)	-3.37%	206,834	223,570	(16,736)	-7.49%	268,284	77.10%
EQUIPMENT RENTAL AND PURCHASES	1,088	1,300	(212)	-16.31%	14,713	13,000	1,713	13.18%	15,600	94.31%
TELECOMMUNICATIONS	2,947	3,500	(553)	-15.80%	26,352	35,000	(8,648)	-24.71%	42,000	62.74%
UTILITIES	928	1,000	(72)	-7.20%	10,294	10,000	294	2.94%	12,000	85.78%
DEPRECIATION	3,912	5,682	(1,770)	-31.15%	36,827	41,355	(4,528)	-10.95%	52,649	69.95%
INSURANCE	681	1,950	(1,269)	-65.08%	18,189	19,500	(1,311)	-6.72%	23,400	77.73%
TOTAL OCCUPANCY COSTS	31,159	35,789	(4,630)	-12.94%	313,209	342,425	(29,216)	-8.53%	413,933	75.67%

**Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
for Period Ending
April 30, 2012**

	Actual April 2012	Budget April 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Budget YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2012	% of Budget Expended
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	2,924	2,900	24	0.83%	30,066	29,000	1,066	3.68%	34,800	86.40%
BOARD MEETING - EXPENSES	3,091	2,666	425	15.94%	23,625	26,660	(3,035)	-11.38%	32,000	73.83%
PRINTING	493	875	(382)	-43.66%	5,700	8,750	(3,050)	-34.86%	10,500	54.29%
POSTAGE & FREIGHT	712	1,250	(538)	-43.04%	11,250	12,500	(1,250)	-10.00%	15,000	75.00%
MEMBERSHIP, DUES & CONTRIBUTIONS	169	1,909	(1,740)	-91.15%	31,735	28,181	3,554	12.61%	32,000	99.17%
PUBLICATIONS	474	250	224	89.60%	1,798	2,500	(702)	-28.08%	3,000	59.93%
OFFICERS & DIRECTORS INSURANCE	14,704	15,261	(557)	-3.65%	152,793	152,610	183	0.12%	183,132	83.43%
MISCELLANEOUS	400	-	400	0.00%	800	-	800	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	22,967	25,111	(2,144)	-8.54%	257,767	260,201	(2,434)	-0.94%	310,432	83.03%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	-	-	-	-	0.00%	-	0.00%
OTHER										
INTEREST EXPENSE	455	455	-	0.00%	4,834	4,838	(4)	-0.08%	5,748	84.10%
TOTAL OTHER	455	455	-	0.00%	4,834	4,838	(4)	-0.08%	5,748	0.00%
TOTAL EXPENSES	520,846	561,048	(40,202)	-7.17%	4,905,301	5,206,366	(301,065)	-5.78%	6,328,198	77.51%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	999,327	141,276	858,051	607.36%	2,718,534	1,464,893	1,253,641	85.58%	1,740,894	156.16%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	(140,000)	-	(140,000)	0.00%	-	0.00%
TRANSFER	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TRANSFER FROM STATE	3,321,030	-	3,321,030	0.00%	3,321,030	-	3,321,030	0.00%	-	-
NET INCOME/(LOSS)	4,320,357	141,276	4,179,081	2958.10%	5,899,564	1,464,893	4,434,671	302.73%	1,740,894	338.88%

Illinois Finance Authority
Consolidated Statement of Activities
Comparison
for Period Ending
April 30, 2012

	Actual April 2012	Actual April 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Actual YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance
REVENUE								
INTEREST ON LOANS	233,510	244,552	(11,042)	-4.52%	1,907,234	2,537,785	(630,551)	-24.85%
INVESTMENT INTEREST & GAIN(LOSS)	53,603	47,198	6,405	13.57%	511,432	584,007	(72,575)	-12.43%
ADMINISTRATIONS & APPLICATION FEES	329,448	17,263	312,185	1808.41%	2,271,863	4,147,595	(1,875,732)	-45.22%
ANNUAL ISSUANCE & LOAN FEES	37,773	39,777	(2,004)	-5.04%	392,274	471,772	(79,498)	-16.85%
OTHER INCOME	865,839	46,138	819,701	1776.63%	2,541,032	1,227,210	1,313,822	107.06%
TOTAL REVENUE	1,520,173	394,928	1,125,245	284.92%	7,623,835	8,968,369	(1,344,534)	-14.99%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	122,192	142,770	(20,578)	-14.41%	1,267,919	1,476,235	(208,316)	-14.11%
BENEFITS	19,287	21,066	(1,779)	-8.44%	204,173	201,830	2,343	1.16%
TEMPORARY HELP	-	-	-	0.00%	778	1,382	(604)	0.00%
EDUCATION & DEVELOPMENT	-	231	(231)	0.00%	413	6,294	(5,881)	-93.44%
TRAVEL & AUTO	7,564	4,048	3,516	86.86%	43,082	38,649	4,433	11.47%
TOTAL EMPLOYEE RELATED EXPENSES	149,043	168,115	(19,072)	-11.34%	1,516,365	1,724,390	(208,025)	-12.06%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	52,083	33,619	18,464	54.92%	468,598	339,889	128,709	37.87%
LOAN EXPENSE & BANK FEE	222,343	261,470	(39,127)	-14.96%	1,928,312	2,128,727	(200,415)	-9.41%
ACCOUNTING & AUDITING	22,329	28,264	(5,935)	-21.00%	238,641	288,026	(49,385)	-17.15%
MARKETING GENERAL	66	71	(5)	-7.04%	4,911	13,296	(8,385)	-63.06%
FINANCIAL ADVISORY	5,000	23,750	(18,750)	-78.95%	61,185	160,208	(99,023)	-61.81%
CONFERENCE/TRAINING	3,875	(910)	4,785	-525.82%	23,880	11,419	12,461	109.13%
MISC. PROFESSIONAL SERVICES	8,333	18,708	(10,375)	-55.46%	52,681	168,065	(115,384)	-68.65%
DATA PROCESSING	3,193	5,334	(2,141)	-40.14%	34,918	38,122	(3,204)	-8.40%
TOTAL PROFESSIONAL SERVICES	317,222	370,306	(53,084)	-14.34%	2,813,126	3,147,752	(334,626)	-10.63%
OCCUPANCY COSTS								
OFFICE RENT	21,603	21,992	(389)	-1.77%	206,834	210,863	(4,029)	-1.91%
EQUIPMENT RENTAL AND PURCHASES	1,088	1,084	4	0.37%	14,713	17,349	(2,636)	-15.19%
TELECOMMUNICATIONS	2,947	3,884	(937)	-24.12%	26,352	29,386	(3,034)	-10.32%
UTILITIES	928	862	66	7.66%	10,294	9,614	680	7.07%
DEPRECIATION	3,912	2,022	1,890	93.47%	36,827	26,059	10,768	41.32%
INSURANCE	681	1,942	(1,261)	-64.93%	18,189	19,305	(1,116)	-5.78%
TOTAL OCCUPANCY COSTS	31,159	31,786	(627)	-1.97%	313,209	312,576	633	0.20%

**Illinois Finance Authority
Consolidated Statement of Activities
Comparison
for Period Ending
April 30, 2012**

	Actual April 2012	Actual April 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Actual YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	2,924	3,794	(870)	-22.93%	30,066	31,549	(1,483)	-4.70%
BOARD MEETING - EXPENSES	3,091	1,775	1,316	74.14%	23,625	29,274	(5,649)	-19.30%
PRINTING	493	762	(269)	-35.30%	5,700	7,966	(2,266)	-28.45%
POSTAGE & FREIGHT	712	1,613	(901)	-55.86%	11,250	14,127	(2,877)	-20.37%
MEMBERSHIP, DUES & CONTRIBUTIONS	169	884	(715)	-80.88%	31,735	29,180	2,555	8.76%
PUBLICATIONS	474	380	94	24.74%	1,798	2,159	(361)	-16.72%
OFFICERS & DIRECTORS INSURANCE	14,704	15,619	(915)	-5.86%	152,793	162,700	(9,907)	-6.09%
MISCELLANEOUS	400	-	400	0.00%	800	-	800	0.00%
TOTAL GENL & ADMIN EXPENSES	22,967	24,827	(1,860)	-7.49%	257,767	276,955	(19,188)	-6.93%
LOAN LOSS PROVISION/BAD DEBT	-	25,000	(25,000)	.	-	570,983	(570,983)	0.00%
OTHER								
INTEREST EXPENSE	455	503	(48)	-9.54%	4,834	5,311	(477)	-8.98%
TOTAL OTHER	455	503	(48)	0.00%	4,834	5,311	(477)	0.00%
TOTAL EXPENSES	520,846	620,537	(99,691)	-16.07%	4,905,301	6,037,967	(1,132,666)	-18.76%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	999,327	(225,609)	1,224,936	-542.95%	2,718,534	2,930,402	(211,868)	-7.23%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	(140,000)	-	(140,000)	0.00%
TRANSFER	-	-	-	0.00%	-	(3,302,000)	3,302,000	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
TRANSFERS FROM STATE	3,321,030	-	3,321,030	0.00%	3,321,030	-	3,321,030	0.00%
NET INCOME/(LOSS)	4,320,357	(225,609)	4,545,966	-2014.98%	5,899,564	(371,598)	6,271,162	-1687.62%

**Illinois Finance Authority
Consolidated
Unaudited
Balance Sheet
for the Ten Months Ending April 30, 2012**

	Actual April 2011	Actual April 2012
<hr/>		
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	\$ 28,938,794	\$ 38,137,436
RECEIVABLES, NET	28,932	257,963
LOAN RECEIVABLE, NET	36,072,112	27,284,538
NOTES RECEIVABLE	38,719,874	34,895,113
OTHER RECEIVABLES	736,973	578,488
PREPAID EXPENSES	87,533	71,053
	<hr/>	
TOTAL CURRENT ASSETS	104,584,218	101,224,591
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	103,067	115,975
DEFERRED ISSUANCE COSTS	414,596	342,956
OTHER ASSETS		
CASH RESTRICTED, INVESTMENTS & RESERVES	51,723,687	56,308,513
VENTURE CAPITAL INVESTMENTS	2,247,981	1,947,981
OTHER	3,028,402	3,000,000
	<hr/>	
TOTAL OTHER ASSETS	57,000,070	61,256,494
TOTAL ASSETS	<u>\$ 162,101,951</u>	<u>\$ 162,940,016</u>
LIABILITIES		
CURRENT LIABILITIES		
BONDS PAYABLE	1,681,091	1,436,797
OTHER LIABILITIES	46,900,000	42,130,000
	<hr/>	
TOTAL LIABILITIES	1,613,235	1,446,971
TOTAL LIABILITIES	50,194,326	45,013,768
EQUITY		
CONTRIBUTED CAPITAL	35,608,692	35,608,692
RETAINED EARNINGS	26,144,175	28,655,681
NET INCOME / (LOSS)	(371,598)	5,899,564
RESERVED/RESTRICTED FUND BALANCE	37,878,185	35,114,140
UNRESERVED FUND BALANCE	12,648,171	12,648,171
	<hr/>	
TOTAL EQUITY	111,907,625	117,926,248
TOTAL LIABILITIES & EQUITY	<u>\$ 162,101,951</u>	<u>\$ 162,940,016</u>

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors
From: Jim Senica and Lorrie Karcher
Date: May 8, 2012
Re: Overview Memo for Beginning Farmer Bonds

- **Borrower/Project Name:** Beginning Farmer Bonds
- **Locations:** Throughout Illinois
- **Board Action Requested:** Final Bond Resolution for the attached projects
- **Amount:** Up to \$488,600 maximum of new money for each project
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: \$1,082,100**
- **Calendar Year Summary:** (as of May 8, 2012)
 - Volume Cap: \$15,000,000
 - Volume Cap Committed: \$2,906,939
 - Volume Cap Remaining: 12,093,061
 - Average Farm Acreage: 71
 - Number of Farms Financed: 13
- **IFA Benefits:**
 - **Conduit Tax-Exempt Bonds** – no direct IFA or State funds at risk
 - **New Money Bonds:**
 - Convey tax-exempt status
 - Will use dedicated 2012 IFA Volume Cap set-aside for Beginning Farmer Bond transactions
- **IFA Fees:**
 - One-time closing fee will total 1.50% of the bond amount for each project
- **Structure/Ratings:**
 - Bonds to be purchased directly as a nonrated investment held until maturity by the Borrower's bank (the "Bank")
 - The Bank will be secured by the Borrower's assets, as on a commercial loan
 - Interest rates, terms, and collateral are negotiated between the Borrower and the Bank, just as with any commercial loan
 - Workouts are negotiated directly between each Borrower and Bank, just as on any secured commercial loan
- **Bond Counsel: Burke, Burns & Pinelli, Ltd.**
 - Stephen F. Welcome, Esq.
 - Three First National Plaza, Suite 4300
 - Chicago, IL 60602

A.

Project Number:	A-FB-TE-CD-8550
Borrower(s):	Barth, Brian C.
Borrower Benefit:	First Time Land Buyer
Town:	Keyesport, IL
IFA Bond Amount:	\$185,000
Use of Funds:	Farmland –97 acres of farmland
Purchase Price:	\$370,000 / (\$3,814 per ac)
% Borrower Equity	20%
% USDA Farm Service Agency	37% (<i>Subordinate Financing</i>)
% IFA	43%
Township:	Tamalco
County/Region:	Bond / Southwestern
Lender/Bond Purchaser	Bradford National Bank / Bob Thompkins
Legislative Districts:	Congressional: 19 th , John Shimkus State Senate: 51 st , Kyle McCarter State House: 102 nd , Paul Evans

Principal shall be paid annually in installments determined pursuant to a Thirty year amortization schedule, with the first principal payment date to begin one year from the date of closing. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin one year from the date of closing with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing.

B.

Project Number:	A-FB-TE-CD-8551
Borrower(s):	Hays, Eric T. and Elizabeth
Borrower Benefit:	First Time Land Buyer
Town:	Prophetstown, IL
IFA Bond Amount:	\$220,500
Use of Funds:	Farmland – 126 acres of farmland
Purchase Price:	\$441,805 / (\$3,506 per ac)
% Borrower Equity	5%
% USDA Farm Service Agency	45% (<i>Subordinate Financing</i>)
% IFA	50%
Township:	Loraine & Yorktown
County/Region:	Henry / Northwest
Lender/Bond Purchaser	Farmers National Bank of Prophetstown / Mike Urish
Legislative Districts:	Congressional: 14 th , Randall Hultgren State Senate: 45 th , Tim Bivins State House: 90 th , Jerry Mitchell

Principal shall be paid annually in installments determined pursuant to a Thirty year amortization schedule, with the first principal payment date to begin one year from the date of closing. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin one year from the date of closing with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing.

C.

Project Number:	A-FB-TE-CD-8552
Borrower(s):	Norman, Jason & Julie
Borrower Benefit:	First Time Land Buyer
Town:	Erie, IL
IFA Bond Amount:	\$488,600
Use of Funds:	Farmland – 184 acres of farmland
Purchase Price:	\$736,000 / (\$4,000 per ac)
% Borrower Equity	10%
% Other Bank Financing	24% (<i>Farmers Natl. Bank of Prophetstown Subordinate Financing</i>)
% IFA	66%
Township:	Albany and Newton
County/Region:	Whiteside / Northwest
Lender/Bond Purchaser	Farmers National Bank of Prophetstown / Doug Vanderlaan
Legislative Districts:	Congressional: 16 th , Donald Manzullo State Senate: 36 th , Mike Jacobs State House: 71 st , Richard Morthland

Principal shall be paid annually in installments determined pursuant to a Thirty year amortization schedule, with the first principal payment date to begin one year from the date of closing. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin one year from the date of closing with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing.

D.

Project Number:	A-FB-TE-CD-8553
Borrower(s):	Doty, John C.
Borrower Benefit:	First Time Land Buyer
Town:	Mattoon, IL
IFA Bond Amount:	\$188,000
Use of Funds:	Farmland – re-finance an interim loan for 47 acres of farmland
Purchase Price:	\$376,000 / (\$8,000 per ac)
% Borrower Equity	5%
% USDA Farm Service Agency	45% (<i>Subordinate Financing</i>)
% IFA	50%
Township:	Mattoon
County/Region:	Coles / Southeastern
Lender/Bond Purchaser	First Mid-Illinois Bank & Trust / Mark Cox
Legislative Districts:	Congressional: 15 th , Timothy Johnson State Senate: 55 th , Dale Righter State House: 110 th , Chapin Rose

Principal shall be paid annually in installments determined pursuant to a Thirty year amortization schedule, with the first principal payment date to begin one year from the date of closing. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin one year from the date of closing with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing.



NON-CONDUIT

\$440,000
BILL PIGOTT
AGRI-DEBT GUARANTEE

May 8, 2012

REQUEST	<p>Purpose: Provide 85% loan guarantee in favor of State Bank Freeport to refinance the Borrower's debts.</p> <p>Project Description: The proposed loan of \$440,000 will refinance existing equipment and real estate loans in the amount of \$440,000</p> <p>Program Product Type: Agri-Debt Guarantee</p> <p>State Treasurer's Funds at Risk: \$374,000</p> <p><u>Conditions:</u> 1) Annual Profit/Loss statements and annual Balance Sheets provided to Lender and IFA.</p>												
BOARD ACTIONS	<p>Final Resolution - 85% Loan Guarantee</p> <p>Voting Record: None prior</p>												
MATERIAL CHANGES	N/A												
JOB DATA	<table> <tr> <td>N/A</td> <td>Current jobs</td> <td>N/A</td> <td>New jobs projected</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>N/A</td> <td>Construction jobs projected</td> </tr> </table>	N/A	Current jobs	N/A	New jobs projected	N/A	Retained jobs	N/A	Construction jobs projected				
N/A	Current jobs	N/A	New jobs projected										
N/A	Retained jobs	N/A	Construction jobs projected										
BORROWER DESCRIPTION	<ul style="list-style-type: none"> • Type of entity: Sole Proprietorship • Location: Belvidere, IL (Boone County) • When was it established: 1997 • What does the entity do: Grain Farming • Who does the entity serve: N/A • What will new project facilitate: Refinancing Borrower's debts 												
PROPOSED STRUCTURE	<p>Originating Bank: State Bank Freeport ("Bank")</p> <p>Collateral: Real estate mortgage on all owned property cross collateralized with real estate note of \$720,000; blanket security agreement on all chattel property; assignment of \$500M life insurance property and assignment of interest in Pinnacle Real Estate Investments, LLC</p> <p>Collateral Position: 1st</p> <p>Maturity: 5 years</p> <p>Interest Rate: Fixed for 5 years (See confidential Section)</p>												
SOURCES AND USES	<table> <tr> <td>IFA Guarantee</td> <td>\$374,000</td> <td></td> <td></td> </tr> <tr> <td>Bank Loan</td> <td><u>66,000</u></td> <td>Refinancing Debt:</td> <td><u>\$440,000</u></td> </tr> <tr> <td>Total</td> <td>\$440,000</td> <td>Total</td> <td>\$440,000</td> </tr> </table>	IFA Guarantee	\$374,000			Bank Loan	<u>66,000</u>	Refinancing Debt:	<u>\$440,000</u>	Total	\$440,000	Total	\$440,000
IFA Guarantee	\$374,000												
Bank Loan	<u>66,000</u>	Refinancing Debt:	<u>\$440,000</u>										
Total	\$440,000	Total	\$440,000										
RECOMMENDATION	<p>Credit Review Committee recommends approval subject to repayment of IFA Agri-Debt Restructuring Guarantee Loan with net proceeds from sale of Pinnacle Real Estate Investments, LLC industrial property which is pledged as additional collateral securing the IFA Agri-Debt Guarantee.</p>												

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 8, 2012**

Project: Bill Pigott

STATISTICS

Project Number: A-AD-GT-8555	Amount: \$440,000
Type: Agri-Debt Guarantee	IFA Staff: Jim Senica
County/Region: Boone/Northern Stateline	City: Belvidere

BOARD ACTION

Final Resolution-85% Loan Guarantee
State Treasurer's Reserve Funds at risk: \$374,000
Extraordinary conditions: None
Credit Review Committee recommends conditional approval subject to requiring net proceeds realized from the sale of the Pinnacle Real Estate Investments, LLC industrial property (that is pledged as additional collateral securing the proposed Agri-Debt Guaranteed Loan) to be applied to reduce the principal amount of this loan.

VOTING RECORD

None. This is the first time this project has been presented to the Board of Directors.

PURPOSE

Use of proceeds: Refinance the Borrower's existing debts.

IFA PROGRAM AND CONTRIBUTION

The Authority's Agriculture Guarantee Program guarantees up to 85% of a Bank's loans to Illinois farmers and agribusiness owners. The Agri-Debt Guarantee Program is available to assist farmers in refinancing and restructuring their debts. The guarantees are not transferable without the Authority's written consent. The Authority's agricultural guarantee obligations are backed by an IFA reserve capitalized for this program. These guarantees are also full faith and credit obligations of the State of Illinois. IFA's issuance of guarantees helps Borrowers obtain debt financing at reduced rates of interest and improved terms.

VOLUME CAP

N/A

JOBS

Current employment: N/A	Projected new jobs: N/A
Jobs retained: N/A	Construction jobs: N/A

ESTIMATED SOURCES AND USES OF FUNDS

Sources: IFA Guaranteed Loan Portion: \$374,000	Uses: Refinancing Debt \$440,000
Bank Unguaranteed Loan Portion: <u>66,000</u>	

Total	<u>\$440,000</u>	Total	<u>\$440,000</u>
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FINANCING SUMMARY/STRUCTURE

Security:	Blanket security agreement on all chattel property, cross collateralized real estate mortgage on all owned property; assignment of \$500M life insurance property and assignment of interest in Pinnacle Real Estate Investments LLC
Structure:	5-year term with 7-year amortization
Interest Mode:	Fixed for 5 years
Credit Enhancement:	IFA 85% Guarantee
Personal Guarantees:	N/A (The principle Borrower is signing the Note personally, as obligor).
Maturity:	5years
Estimated Closing Date:	June 5, 2012

PROJECT/BUSINESS SUMMARY

Summary: Bill Pigott and his family have farmed approximately 1,500 acres in Boone County for 25 years. Bill operates 945 acres for himself (*100 owned and 845 cash rented*) and custom farms 545 acres for his mother and neighbor (*mother owns 295 acres and neighbor owns 250 acres*).

The majority of the land Bill farms is in close proximity to the family's home farm located a few miles south of Garden Prairie. The farm that Bill owns is of high quality, with 44% being class A soils, 44% class B soils and 11% timber/pasture. The majority of the land he farms has strong fertility, but he does manage a few farms with sandy soils. Bill's equipment line is very modern and well maintained.

According to the Bank, Mr. Pigott does not anticipate any major equipment purchases for quite some time as he has upgraded his major pieces over the last five years. Additionally, Bill is an excellent mechanic and can repair most equipment problems.

Mr. Pigott's grain storage facilities have sufficient storage capacity to store output from his acreage (*no major expansion is planned there*) and along with all of his machinery are located on his mother's farm approximately 2 miles from Bill's home. Bill has one hired man who assists with planting, spraying and harvest, but for the most part, Bill is able to balance his farming operation with his off-farm employment.

In addition to his farming operation, Bill is employed as a Vice President of Operations at Tri-Star Metals, a fully integrated wire mill located in Freeport.

In conjunction with his Tri-Star employment, Bill is part-owner of Pinnacle Real Estate Investments, LLC, which is the owner of the Tri-Star's manufacturing facility (a 328,000 square foot multi-tenant industrial building that is also leased to two other tenants with one new incoming tenant) located on Adams Street in Freeport. Tri-Star recently purchased a new commercial facility on Lamm Road and will be relocating their operation to the new site in 2013.

The current Adams Street building is for sale with two parties currently interested in purchasing the facility. (The owners of Pinnacle Real Estate Investments, LLC were the previous owners of the wire company, which was purchased by Tri-Star Metals in 2010).

Project Rationale: The proposed loan will refinance existing equipment and real estate loans with improved cash flow from the refinancing improve providing Bill with additional cash for inputs.

Timing: The proposed transaction is expected to close within 30 days of approval.

OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Applicant: Bill Pigott

Project Location: 8333 Fruit Farm Road
Belvidere, IL 61008

Collateral
Ownership: Bill Pigott, individually (Mr. Pigott will be the Obligor and will sign all notes personally).

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	N/A		
Accountant:	Brown and Co LLP	Woodstock	Mayme L. Brown
Originating Bank:	State Bank Freeport	Freeport	Andrew Garnhart
Bank Counsel:	N/A		
IFA Advisors:	Scott Balice Strategies, LLC	Chicago, IL	Shannon Williams
	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea
IFA Counsel:	N/A		

LEGISLATIVE DISTRICTS

Congressional: 16 – Donald Manzullo
State Senate: 35 – J. Bradley Burzynski
State House: 69 – Joe Sosnowski

BACKGROUND INFORMATION

Bill Pigott and his family have farmed approximately 1,500 acres in Boone County for 25 years, with Bill farming 945 acres for himself and custom farming 545 acres for his mother and neighbor. The majority of this land is in close proximity to the family's home farm located a few miles south of Garden Prairie. In addition to his farming operation, Bill is also employed as a Vice President of Operations at Tri-Star Metals, a fully integrated wire mill located in Freeport and holds an interest in the real estate holding company that owns the real estate of this employer.

May 8, 2012

\$150,000,000 (not-to-exceed amount)

Loyola University of Chicago

REQUEST	<p>Purpose: Bond proceeds will provide Loyola University of Chicago (“Loyola”, the “University” or the “Borrower”) with all or a portion of the funds necessary to (i) finance, refinance or reimburse the University for all or a portion of the costs, including capitalized interest, if any, of the acquisition, construction, renovation, improvement and equipping of certain of its facilities including, without limitation, two new student residence facilities and a new academic building, the renovation and equipping of certain existing academic and residential facilities and the completion of various other campus renovations and improvements and the equipping of the same (collectively, the “New Projects”), (ii) refund, advance refund or provide for payment of all or a portion of the outstanding Illinois Educational Facilities Authority Revenue Bonds, Loyola University of Chicago, Series 2003A (the “Refunded Series 2003A Bonds”), (iii) refund, advance refund or provide for the payment of all or a portion of the outstanding Illinois Finance Authority Revenue Bonds, Loyola University of Chicago, Series 2004A (the “Refunded Series 2004A Bonds” and, together with the Refunded Series 2003A Bonds, the “Prior Bonds”), (iv) pay certain working capital expenditures if deemed desirable by the University, (v) fund one or more debt service reserve funds required to be maintained in accordance with one or more Trust Indentures between the Authority and one or more trust companies or banks having the powers of a trust company, as trustee, and (vi) pay certain costs relating to the issuance of the Bonds, including the costs of bond insurance or other credit or liquidity enhancement, if any, and certain costs incurred in connection with the refunding, advance refunding or provision for payment of all or a portion of the Prior Bonds (collectively, the “Financing Purposes”).</p> <p>Program: 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																												
BOARD ACTIONS	<p>Final Bond Resolution</p> <p>Preliminary Bond Resolution approved 4/10/2012: Ayes: 8; Nays: 0; Abstentions: 1 (Brandt); Absent: 3 (Fuentes, Gold, Leonard); Vacancies: 3</p>																												
MATERIAL CHANGES	<p>Although the not-to-exceed amount of the Bond Resolution remains at \$150MM, the anticipated Par Amount is now estimated to comprise approximately (i) \$44.4MM of New Money Bonds and (ii) \$49.8MM of Refunding Bonds (see “Estimated Sources and Uses” table below).</p>																												
JOB DATA	<table border="0"> <tr> <td>2,261 FT (1,644 PT)</td> <td>Current jobs</td> <td>Up to 25</td> <td>New jobs projected</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>296</td> <td>Construction jobs projected</td> </tr> </table>	2,261 FT (1,644 PT)	Current jobs	Up to 25	New jobs projected	N/A	Retained jobs	296	Construction jobs projected																				
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DESCRIPTION	<ul style="list-style-type: none"> ● Project Location: Chicago/ Cook County/ Northeast Region ● Type of entity: The University, a 501(c)(3) organization incorporated under Illinois law, is a private, co-educational institution of higher learning in 1870 governed by a fifty-member Board of Trustees. 																												
CREDIT INDICATORS	<ul style="list-style-type: none"> ● The plan of finance contemplates Bonds to be sold in one or more series. Fixed Rate Bonds will be sold based on the University’s underlying long-term debt ratings of A2/A (Moody’s/S&P). ● Morgan Stanley has been engaged by the Borrower as the Senior Manager. The final sizing on this transaction and any split between Tax-Exempt and conventional financing will be decided after tax due diligence has been completed. 																												
SECURITY	<ul style="list-style-type: none"> ● The Bonds will be a general unsecured corporate obligation of the University and as such will not be secured by a mortgage or security interest on any of the University’s assets, properties or funds. 																												
MATURITY	<ul style="list-style-type: none"> ● Bonds will mature no later than 40 years from the issue date. ● The mix of serial and term bonds (Fixed Rate) to be determined based on evaluation of market conditions by the University and its financing team at pricing. <i>All amounts presented in this report represent not-to-exceed estimates and are subject to change.</i> 																												
ESTIMATED SOURCES AND USES	<table border="0"> <thead> <tr> <th colspan="2">Sources:</th> <th colspan="2">Uses:</th> </tr> </thead> <tbody> <tr> <td>IFA New Money Bonds</td> <td>\$44,389,334</td> <td>Project Fund</td> <td>\$60,000,622</td> </tr> <tr> <td>Premium</td> <td>10,772,561</td> <td>Refunding Bonds</td> <td>50,340,000</td> </tr> <tr> <td>IFA Refunding Bonds</td> <td>49,795,000</td> <td>Costs of Issuance</td> <td><u>564,378</u></td> </tr> <tr> <td>Accrued Interest</td> <td>903,105</td> <td></td> <td></td> </tr> <tr> <td>Equity/Other Financing</td> <td><u>4,500,000</u></td> <td></td> <td></td> </tr> <tr> <td>Total</td> <td>\$110,360,000</td> <td>Total</td> <td>\$110,360,000</td> </tr> </tbody> </table>	Sources:		Uses:		IFA New Money Bonds	\$44,389,334	Project Fund	\$60,000,622	Premium	10,772,561	Refunding Bonds	50,340,000	IFA Refunding Bonds	49,795,000	Costs of Issuance	<u>564,378</u>	Accrued Interest	903,105			Equity/Other Financing	<u>4,500,000</u>			Total	\$110,360,000	Total	\$110,360,000
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Total	\$110,360,000	Total	\$110,360,000																										
RECOMMENDATION	<p>Credit Review Committee recommends approval.</p>																												

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 8, 2012**

Project: Loyola University of Chicago

STATISTICS

Project Number:	E-PC-TE-CD-8545	Amount:	\$150,000,000 (not-to-exceed amount)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Chicago	Counties/ Regions:	Cook County/Northeast

BOARD ACTION

Final Bond Resolution	
Conduit 501(c)(3) Revenue Bonds	No IFA funds at risk
Credit Review Committee recommends approval	No extraordinary conditions

VOTING RECORD

Preliminary Bond Resolution approved 4/10/2012:

Ayes: 8; Nays: 0; Abstentions: 1 (Brandt); Absent: 3 (Fuentes, Gold, Leonard); Vacancies: 3

PURPOSE

Bond proceeds will provide **Loyola University of Chicago** (“**Loyola**”, the “**University**” or the “**Borrower**”) with all or a portion of the funds necessary to (i) finance, refinance or reimburse the University for all or a portion of the costs, including capitalized interest, if any, of the acquisition, construction, renovation, improvement and equipping of certain of its facilities, including, without limitation, two new student residence halls and a new academic building, the renovation and equipping of certain existing academic and residential facilities and the completion of various other campus renovations and improvements and the equipping of the same (collectively, the “**New Projects**”), (ii) refund, advance refund or provide for payment of all or a portion of the outstanding Illinois Educational Facilities Authority Revenue Bonds, Loyola University of Chicago, Series 2003A (the “**Refunded Series 2003A Bonds**”), the proceeds of which were used to finance certain educational facilities of the University, (iii) refund, advance refund or provide for the payment of all or a portion of the outstanding Illinois Finance Authority Revenue Bonds, Loyola University of Chicago, Series 2004A (the “**Refunded Series 2004A Bonds**” and, together with the Refunded Series 2003A Bonds, the “**Prior Bonds**”), the proceeds of which were used to finance certain educational facilities of the University, (iv) pay certain working capital expenditures if deemed desirable by the University, (v) fund one or more debt service reserve funds required to be maintained in accordance with one or more Trust Indentures between the Authority and one or more trust companies or banks having the powers of a trust company, as trustee, and (vi) pay certain costs relating to the issuance of the Bonds, including the costs of bond insurance or other credit or liquidity enhancement, if any, and certain costs incurred in connection with the refunding, advance refunding or provision for payment of all or a portion of the Prior Bonds, all as permitted under the Act (collectively, the “**Financing Purposes**”).

IFA PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are a form of municipal bonds 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 tax-exempt status on interest paid to bondholders, thereby reducing the Borrower’s interest expense.

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS (SUBJECT TO CHANGE)

Sources:	IFA New Money Bonds	\$44,389,334	Uses: New Money Project	\$60,000,622
	Premium	10,772,561	Refunding Bonds	50,340,000
	IFA Refunding Bonds	49,795,000	Costs of Issuance	<u>564,378</u>
	Accrued Interest	903,105		
	Equity/Other Financing	<u>4,500,000</u>		
Total		<u>\$110,360,000</u>	Total	<u>\$110,360,000</u>

JOBS

Current employment:	2,261 FT (1,644 PT)	Projected new jobs:	up to 25
Jobs retained:	N/A	Construction jobs:	296

FINANCING SUMMARY

Security:	The Bonds will be a general unsecured corporate obligation of the University and as such will not be secured by a mortgage or security interest on any of the University's assets, properties or funds.
Structure:	The plan of finance contemplates the public issuance of an amount not-to-exceed \$150 million of tax-exempt debt to be issued in one or more series. Fixed Rate Bonds will be sold based on the University's underlying long-term debt ratings of A2/A (Moody's/S&P). Morgan Stanley has been engaged by the Borrower as Senior Manager.
Interest Rate:	The University and their financing team will determine the mix of serial and term bonds (i.e., Fixed Rate Bonds) after evaluating market conditions and prospective transaction sizing in advance of pricing.
Underlying Debt Ratings:	The University's underlying long-term ratings are A2/A (Moody's/S&P). Moody's upgraded Loyola from A3 to A2 (with a Stable outlook) and removed Loyola from its "Watch list" on 8/11/2011 following the sale of certain hospital assets and related facilities to Trinity Health. S&P affirmed its "A" rating for Loyola on 8/22/2011 (with a Stable outlook).
Maturity:	No later than 2051 (i.e., 40 years from issuance date)
Estimated Closing Date:	May or June 2012

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will provide **Loyola University of Chicago** ("**Loyola**", the "**University**" or the "**Borrower**") with all or a portion of the funds necessary to (i) finance, refinance or reimburse the University for all or a portion of the costs, including capitalized interest, if any, of the acquisition, construction, renovation, improvement and equipping of certain of its facilities constituting "educational facilities" as defined in the Illinois Finance Authority Act (the "**Act**"), including, without limitation, two new student residence halls and a new academic building, the renovation and equipping of certain existing academic and residential facilities and the completion of various other campus renovations and improvements and the equipping of the same (collectively, the "**New Projects**"), (ii) refund, advance refund or provide for payment of all or a portion of the outstanding Illinois Educational Facilities Authority Revenue Bonds, Loyola University of Chicago, Series 2003A (the "**Refunded Series 2003A Bonds**"), the proceeds of which were used to finance certain educational facilities of the University, (iii) refund, advance refund or provide for the payment of all or a portion of the outstanding Illinois Finance Authority Revenue Bonds, Loyola University of Chicago, Series 2004A (the "**Refunded Series 2004A Bonds**" and, together with the Refunded Series 2003A Bonds, the "**Prior Bonds**"), the proceeds of which were used to finance certain educational facilities of the University, (iv) pay certain working capital expenditures if deemed desirable by the University, (v) fund one or more debt service reserve funds required to be maintained in accordance with one or more Trust Indentures between the Authority and one or more trust companies or banks having the powers of a trust company, as trustee, and (vi) pay certain costs relating to the issuance of the Bonds, including the costs of bond insurance or other credit or liquidity enhancement, if any, and certain costs incurred in connection with the refunding, advance refunding or provision for

payment of all or a portion of the Prior Bonds, all as permitted under the Act (collectively, the “**Financing Purposes**”).

BUSINESS SUMMARY

Description: **Loyola University of Chicago** (“**Loyola**”, the “**University**”, or the “**Borrower**”) is a 501(c)(3) organization incorporated under Illinois law and founded in 1870 as St. Ignatius College. The University is governed by a 50-member Board of Trustees (see pp. 5-6 for listing).

Description: Loyola is the third largest independent not-for-profit university in Illinois based on its total enrollment of approximately 16,000 undergraduate, graduate, and professional students.

The University’s academic goals are to provide cultural, scientific, and professional educational opportunities. General, graduate, and professional education degree-granting programs are offered in ten colleges or schools. Additionally, the University offers continuing education in both cultural and professional areas in various non-degree-granting programs.

The University has a full-time faculty of approximately 683 of whom approximately 55% have tenure. Approximately 93% of the full-time faculty members hold terminal degrees in their respective field of study. Additionally, the Medical School has approximately 103 faculty members.

The University had approximately 2,261 full-time and 1,644 part-time employees (including both faculty and staff, but excluding students) on the payroll as of 12/31/2011.

The University operates three primary campuses in the Chicago metropolitan area and one in Rome, Italy. Loyola’s three primary Chicago area campuses include:

- Loyola’s Lake Shore Campus was established in 1906 and is located approximately 9 miles north of downtown Chicago and encompasses approximately 62 acres fronting on Lake Michigan.
- Loyola’s Water Tower Campus is located in Chicago’s Near North Side/Gold Coast neighborhood and comprises three buildings, each ranging from 15 to 25 stories, and several smaller buildings. Most of the University’s evening programs are offered at the Water Tower Campus. The Water Tower Campus also houses the University’s administrative offices.
- Loyola’s Health Sciences/Medical Center Campus was established in 1969 and is located approximately fourteen (14) miles west of downtown Chicago near the intersection of 1st Avenue (Illinois Hwy. 171) and Roosevelt Road. This campus provides facilities for the University’s Stritch School of Medicine and certain programs of the University’s Marcella Niehoff School of Nursing.

Prior to July 1, 2011, the University’s then controlled affiliate, Loyola University Health System, controlled other healthcare related entities, including Loyola University Medical Center (which owned the Foster G. McGaw Hospital located on the campus and Gottlieb Memorial Hospital, a hospital located in Melrose Park, Illinois). Effective July 1, 2011, the University completed a transaction with Trinity Health Corporation to replace the University as the sole member of Loyola University Health System and assumed control of Loyola University Medical Center, Gottlieb Memorial Hospital and the other healthcare affiliates and related real estate and other assets.

The University has been accredited by the North Central Association of Colleges and Schools since 1921. The University’s School of Law is accredited by the American Bar Association and its Medical School is accredited by the Liaison Committee on Medical Education. The University’s other graduate and professional schools (e.g., School of Business Administration, School of Social Work, etc.) have also earned professional accreditation recognition.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Loyola University of Chicago, 820 N. Michigan Avenue, Chicago, IL 60611
Contact: Eric C. Jones, CIO and Treasurer
(T) 312/ 915-7452; E-mail: ejones6@luc.edu
Website: www.luc.edu

Site Locations

(New Projects): All four New Money Projects are located at the Lake Shore Campus:

- DeNolbili Hall: New Student Housing Facility
- San Francisco Hall: New Freshman Student Housing Facility
- Cuneo Hall: New Academic building to replace Damen Hall
- Wright Hall: Renovation and Equipping of Wright/BVM Hall for academic and residential facilities

Project name: IFA 501(c)(3) Revenue Bonds (Loyola University of Chicago Project), Series 2012

Board

Of Trustees:

Loyola University of Chicago – Board of Trustees (as of 12/2/2011)

Mr. Patrick Arbor Director Shatkin & Arbor, Inc.	Mr. Barry C. McCabe President Emeritus Hometown America
Mr. James P. Bouchard Chairman & CEO Esmark, Inc.	Rev. Patrick McGrath, S.J. President Loyola Academy
Mr. William A. Brandt, Jr. President and CEO Development Specialists, Inc. - DSI	Mr. Carlos Montoya President & CEO AztecAmerica Bank
Michael J. Carbon, M.D. Retired Vice President and CEO Nephrology Associates	Mrs. Ruthellyn Musil Board Director McCormick Foundation
Mr. Anthony L. Chirchirillo CEO Chirch Global Manufacturing, LLC	Mr. Terry E. Newman Partner Katten Muchin Rosenman, LLP
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Mr. John F. Cuneo, Jr. President Milwaukee Golf Management Corporation	Mr. Robert L. Parkinson, Jr. Chairman & CEO Baxter International
Mr. Ronald E. Daly Retired CEO Océ	Mr. Joseph A. Power, Jr. Partner Power Rogers Smith, P.C.
Mr. Charles W. Denny Retired Chairman & CEO Schneider North America Group	Mr. Michael R. Quinlan (Chairman of Loyola Board of Trustees) Chairman Emeritus McDonald's Corporation

Loyola University Board of Trustees (Continued):

Rev. Christopher J. Devron, SJ President Christ the King Jesuit College Prep	Rev. Bradley M. Schaeffer, S.J. Rector Boston College School of Theology and Ministry
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Mr. Richard J. Klarchek President and CEO Capital First Realty, Inc.	Mrs. Mary Tolan CEO Accretive Health
Mr. William C. Kunkler, III Executive Vice President CC Industries Inc.	Mr. Edward Wanandi CEO International Merchants, LLC
Mr. Patrick C. Lynch President Chicago Equity Partners, LLC	Rev. Kevin W. Wildes, S.J. President Loyola University New Orleans
Mrs. Shirley R. Madigan Chairman Illinois Arts Council	Sr. Mary Ann Zollmann, B.V.M. President Sisters of Charity of the Blessed Virgin Mary

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Jones Day	Chicago, IL	Dan Bacastow
Auditor:	Deloitte & Touche, LLP	Chicago, IL	Chris Terhak
Borrower Financial Advisor:	Milkeni, LLC	Chicago, IL	Ken Kerzner
Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Nancy Burke
Underwriter/Senior Manager:	Morgan Stanley	New York, NY	Sally Bednar
		Chicago, IL	William Mack
Co-Manager:	PNC Capital Markets LLC	Columbus, OH	William Elliot
Underwriter's Counsel:	Mayer Brown LLP	Chicago, IL	Joanna Horsnail
Trustee:	US Bank, N.A.	Chicago, IL	Grace Gorka
Architect:	Solomon Cordwell Buenz	Chicago, IL	
General Contractor:	Power Construction Company	Schaumburg, IL	
Rating Agencies:	Moody's	New York, NY	Diane Viacava
	Standard & Poor's	Chicago, IL	Susan Carlson
IFA Counsel:	Pugh Jones & Johnson, P.C.	Chicago, IL	Lorraine Tyson
IFA Financial Advisor:	Scott Balice Strategies, Inc.	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

	<u>Lake Shore Campus</u>	<u>Water Tower Campus</u>
Congressional:	9	7
State Senate:	7	3, 13
State House:	14	5, 26

These districts provided by the Applicant correspond to the new 2012 district boundaries.



CONDUIT

May 8, 2012

\$14,000,000 (not-to-exceed amount)
Illinois Wesleyan University

REQUEST	<p>Purpose: Bond proceeds will enable Illinois Wesleyan University (“IWU”, the “University” or the “Borrower”) to (i) refund, advance refund, or provide for the payment of all or a portion of the outstanding principal amount of the University’s outstanding Illinois Development Finance Authority (Illinois Wesleyan University Project) Revenue Bonds, Series 2001 (the “2001 Bonds” or “Prior Bonds”), (ii) without limitation, finance the construction of residence facilities and the completion of various other campus renovations and improvements (the “Project”), and (iii) make any deposit to certain funds, including debt service reserve funds, required to be maintained in accordance with a Trust Indenture and pay costs associated with the issuance of the Bonds (collectively, with the Prior Bonds and the Project, the “Financing Purposes”).</p> <p>Program: 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																				
BOARD ACTIONS	<p>Final Bond Resolution</p> <p>Preliminary Bond Resolution approved 4/10/2012: Ayes: 9; Nays: 0; Abstentions: 0; Absent: 3 (Fuentes, Gold, Leonard); Vacancies: 3</p>																				
MATERIAL CHANGES	<p>None</p>																				
JOB DATA	<table border="0"> <tr> <td>607 (FT and PT)</td> <td>Current jobs</td> <td>3</td> <td>New jobs projected</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>20</td> <td>Construction jobs projected</td> </tr> </table>	607 (FT and PT)	Current jobs	3	New jobs projected	N/A	Retained jobs	20	Construction jobs projected												
607 (FT and PT)	Current jobs	3	New jobs projected																		
N/A	Retained jobs	20	Construction jobs projected																		
DESCRIPTION	<ul style="list-style-type: none"> • Project Location: Bloomington/McLean County/ North Central Region • Type of entity: The University, a 501(c)(3) organization incorporated under Illinois law, is a private, co-educational institution founded in 1850 governed by a 43-member Board of Trustees. 																				
CREDIT INDICATORS	<ul style="list-style-type: none"> • The plan of finance contemplates Bonds will be secured by a Direct Pay Letter of Credit from PNC Bank, N.A. (the “LOC Bank”), which is rated A2/A/A+ long-term and P-1/A-1/F1 short-term by Moody’s/S&P/Fitch. • The University has an underlying long-term rating of Baa1/A- (Moody’s/S&P). • BMO Capital Markets GKST, Inc. has been engaged by the Borrower as the Underwriter. 																				
SECURITY	<ul style="list-style-type: none"> • The Bonds will be a general unsecured corporate obligation of the University and as such will not be secured by a mortgage or security interest on any of the University’s assets, properties or funds. 																				
MATURITY	<ul style="list-style-type: none"> • Bonds will have a final maturity of September 1, 2043. • Both sizing and interest rate modes to be determined based on evaluation of market conditions by the University and its financing team at pricing 																				
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA New Money Bonds</td> <td>\$7,775,000</td> <td>New Project</td> <td>\$7,775,000</td> </tr> <tr> <td>IFA Refunding Bonds</td> <td>6,275,000</td> <td>Refunding Bonds</td> <td>6,275,000</td> </tr> <tr> <td>Equity/Other Financing</td> <td><u>225,000</u></td> <td>Costs of Issuance</td> <td><u>225,000</u></td> </tr> <tr> <td>Total</td> <td>\$14,275,000</td> <td>Total</td> <td>\$14,275,000</td> </tr> </table>	Sources:		Uses:		IFA New Money Bonds	\$7,775,000	New Project	\$7,775,000	IFA Refunding Bonds	6,275,000	Refunding Bonds	6,275,000	Equity/Other Financing	<u>225,000</u>	Costs of Issuance	<u>225,000</u>	Total	\$14,275,000	Total	\$14,275,000
Sources:		Uses:																			
IFA New Money Bonds	\$7,775,000	New Project	\$7,775,000																		
IFA Refunding Bonds	6,275,000	Refunding Bonds	6,275,000																		
Equity/Other Financing	<u>225,000</u>	Costs of Issuance	<u>225,000</u>																		
Total	\$14,275,000	Total	\$14,275,000																		
RECOMMENDATION	<p>Credit Review Committee recommends approval.</p>																				

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 8, 2012**

Project: Illinois Wesleyan University

STATISTICS

Project Number:	E-PC-TE-CD-8546	Amount:	\$14,000,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Bloomington	Counties/ Regions:	McLean/North Central

BOARD ACTION

Final Bond Resolution	
Conduit 501(c)(3) Revenue Bonds	No IFA funds at risk
Credit Review Committee recommends approval	No extraordinary conditions

VOTING RECORD

Preliminary Bond Resolution approved 4/10/2012:

Ayes: 9; Nays: 0; Abstentions: 0; Absent: 3 (Fuentes, Gold, Leonard); Vacancies: 3

PURPOSE

Bond proceeds will enable **Illinois Wesleyan University** (“IWU”, the “**University**” or the “**Borrower**”) to (i) refund, advance refund, or provide for the payment of all or a portion of the outstanding principal amount of the University’s outstanding Illinois Development Finance Authority (Illinois Wesleyan University Project) Revenue Bonds, Series 2001 dated March 1, 2001 (the “**2001 Bonds**” or “**Prior Bonds**”), (ii) without limitation, finance the construction of residence facilities and the completion of various other campus renovations and improvements (the “**Project**”), and (iii) make any deposit to certain funds required to be maintained in accordance with a Trust Indenture and pay costs associated with the issuance of the Bonds (collectively, with the Prior Bonds and the Project, the “**Financing Purposes.**”).

IFA PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are a form of municipal bonds 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 tax-exempt status on interest paid to bondholders, thereby reducing the Borrower’s interest expense.

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS (SUBJECT TO CHANGE)

Sources:	IFA New Money Bonds	\$7,775,000	Uses:	New Money Project Fund	\$7,775,000
	IFA Refunding Bonds	6,275,000		Refunding Bonds	6,275,000
	Equity	<u>225,000</u>		Costs of Issuance	<u>225,000</u>
Total		<u>\$14,275,000</u>	Total		<u>\$14,275,000</u>

JOBS

Current employment:	607	[455 Faculty and Staff (FT) 152 Faculty and Staff (PT)]	Projected new jobs:	3
Jobs retained:		N/A	Construction jobs:	20

FINANCING SUMMARY

Security:	The Bonds will be secured by a Direct Pay Letter of Credit provided by PNC Bank, N.A. (the “ LOC Bank ”) and underwritten by BMO Capital Markets GKST, Inc.
Structure:	Bondholders will be solely secured by PNC’s Direct Pay Letter of Credit. PNC’s long-term ratings are (A2/A/A) and short term ratings are (P-1/A-1/F1) from Moody’s/S&P/Fitch. PNC Bank, N.A. will be secured by a General Obligation of Illinois Wesleyan University.
Interest Rate:	The University and their financing team will determine interest rate modes and the mix of Fixed Rate Bonds and Variable Rate Bonds after evaluating market conditions and prospective transaction sizing in advance of pricing.
Underlying Debt Rating:	The University’s underlying long-term rating is Baa1/A- (Moody’s/S&P).
Maturity:	September 1, 2043
Estimated Closing Date:	May or June 2012

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will enable **Illinois Wesleyan University** (“**IWU**”, the “**University**” or the “**Borrower**”) to (i) refund, advance refund, or provide for the payment of all or a portion of the outstanding principal amount of the University’s outstanding Illinois Development Finance Authority (Illinois Wesleyan University Project) Revenue Bonds, Series 2001 dated March 1, 2001 (the “**2001 Bonds**”), (ii) without limitation, finance the construction of residence hall(s) and the completion of various other campus renovations and improvements, (iii) to make any deposit to certain funds required to be maintained in accordance with a Trust Indenture, and (iv) to pay costs associated with the issuance of the Bonds.

BUSINESS SUMMARY

Background: **Illinois Wesleyan University** (“**IWU**” or the “**University**”) is a 501(c)(3) organization established in 1850. The University was chartered directly by the State of Illinois General Assembly by an Act of Incorporation. A list of the University’s current Board of Trustees is presented on pp. 6-8 of this report.

Day to day operations are managed by President Richard F. Wilson, who has served since April 2004. The President serves as IWU’s chief executive officer.

Description: The University is a private, coeducational, undergraduate institution located on an approximately 81.98 acre site adjacent to Bloomington’s north side residential district.

The University’s principal educational program consists of a curriculum in the liberal arts and sciences. The primary focus is on instruction, with an additional commitment to research and public service. Approximately 80% of the University’s students pursue majors within the College of Liberal Arts and Sciences. IWU currently enrolls approximately 2,050 students in its College of Liberal Arts, College of Fine Arts, and School of Nursing.

In recent years, IWU has been recognized for the strength and quality of its instruction by several independent publications, including:

- *US News & World Report* - which in its 2012 “*Best Colleges*” special report ranked IWU in the top tier of national liberal arts colleges for the 13th consecutive year;
- *The Princeton Review’s Best Colleges* - which has profiled IWU in its annual guide since inception of the publication in 1989;
- *Kiplinger’s Guide to Personal Finance 2011* ranked IWU as the 57th best value among liberal arts colleges nationally;

- *The Wall Street Journal* - which in 2002 identified IWU as one of 16 institutions in an article entitled "Colleges for a New Era". [Other profiled institutions included Carleton College (MN), William & Mary, Dartmouth, Middlebury, Occidental, Rice University, and Washington University (MO)]; and
- *The Washington Post* – its higher education feature reporter ranked IWU 10th on a list of the top 100 colleges in the United States students should consider based on recommendations of high school guidance counselors.

Successful recruiting efforts and the University's enhanced reputation have increased applications from approximately 1,000 in the late 1970's to 3,300 in 2011-2012. Approximately 61% of applicants for the 2011-2012 academic year were accepted. The average composite ACT and SAT scores were 28 and 1257 respectively for the incoming 2011-2012 class.

Approximately 85% of students are drawn from Illinois, 30 other states and 23 foreign countries are represented in the student body.

Approximately 75 percent of IWU's student body occupies University-approved residential housing which have a current occupancy rate of 93%. The University's residential facilities include 12 residence halls, and 12 national fraternities and sororities.

The University is fully accredited by the North Central Association of Colleges and Schools. The College of Nursing is accredited by The Commission on Collegiate Nursing Education. Other academic departments (i.e., Music, Education, Chemistry) are also accredited by specialized peer accreditation organizations.

The University addresses renewal and replacement projects on an ongoing, systematic basis and typically undertakes capital expenditures of \$500,000 or more annually to upgrade and refurbish residence halls and academic buildings, and to provide general infrastructure improvements.

OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Applicant/	Illinois Wesleyan University, 1312 Park Street, P.O. Box 2900 Bloomington, IL 61701
Website:	www.iwu.edu
Contact:	Mr. Daniel P. Klotzbach, Vice President for Business and Finance, (T) 309/556-3021; (F): (309)/556-3411; email: dklotzba@iwu.edu
Project Name:	Illinois Wesleyan University Series 2012 Bonds
Location:	Illinois Wesleyan University, Bloomington, Illinois 61701
Organization:	Illinois 501(c)(3) organization
Board Membership:	<i>See list of Board of Director on pp. 6-8</i>

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Dunn, Willard, Arkell, Bugg, Patterson & Herr, LLP	Bloomington, IL	Clayton Patterson
Borrower's Consultant:	Starshak Winzenburg & Co.	Chicago, IL	Joseph P. Starshak
Accountant:	KPMG LLP	Chicago, IL	Charles Klescewski
Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Nancy Burke
LOC Bank (Credit Enhancement):	PNC Bank	Peoria, IL	Michael Zeller
Bank Counsel:	Thompson Coburn LLP	St. Louis, MO	
Underwriter:	BMO Harris Capital Markets GKST, Inc.	Chicago, IL	Jamie Rachlin, Ann Koch
Remarketing Agent:	PNC Capital Markets, Inc.	Chicago, IL	
Trustee:	Commerce Trust Company	Kansas City, MO	Sandy Wilsbacher
Underwriter's Counsel:	Ungaretti & Harris LLP	Chicago, IL	Raymond C. Fricke
Architect:	Treanor Architects	Lawrence, KS	Steve Malin
General Contractor:	To be determined		
Issuer's Counsel:	Miller Hall & Triggs, LLC	Peoria, IL	Rick Joseph
IFA Advisors:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

			<u>NEW</u>
Congressional:	11	Adam Kinzinger	13
State Senate:	44	Bill Brady	44
State House:	88	Dan Brady	88

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\$3,000,000

524 Wolcott LLC and Wolcott School

May 8, 2012

REQUEST	<p>Purpose: Bond proceeds will be loaned to 524 Wolcott LLC, an Illinois limited liability company (“524 Wolcott”), and whose sole member is Wolcott School, an Illinois not for profit corporation (“Wolcott School” and, together with 524 Wolcott, the “Borrower”), and will be used to (i) to construct, equip and improve a building located at 524 N. Wolcott, Chicago, Illinois to be used as a private high school to serve children with learning differences (the “Project”) and (ii) pay all or a portion of the costs of issuing the Bonds (and together with the Project, the “Financing Purposes”).</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																
BOARD ACTION	Final Bond Resolution (One-Time Consideration)																
MATERIAL CHANGES	None – this is the first time this matter has been presented to the IFA Board of Directors.																
JOB DATA	<table border="0"> <tr> <td>N/A</td> <td>Current jobs</td> <td>20</td> <td>New jobs projected (1-2 years)</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>22</td> <td>Construction jobs projected (10 months)</td> </tr> </table>	N/A	Current jobs	20	New jobs projected (1-2 years)	N/A	Retained jobs	22	Construction jobs projected (10 months)								
N/A	Current jobs	20	New jobs projected (1-2 years)														
N/A	Retained jobs	22	Construction jobs projected (10 months)														
DESCRIPTION	<ul style="list-style-type: none"> • Location: Chicago (Cook County) • Type of entity: 524 Wolcott is a special-purpose entity, whose sole member is an Illinois 501(c)(3) not-for-profit corporation, that owns the subject real estate. • Wolcott School is a new independent, private high school for students with learning differences that will begin operation at the subject facility. 																
CREDIT INDICATORS	<ul style="list-style-type: none"> • The Borrower is a non-rated entity. • The IFA 501(c)(3) Revenue Bond (Wolcott School Project), Series 2012 will be purchased directly by MB Financial Bank, N.A. (the “Bond Purchaser”). The Bond Purchaser will be the secured lender and the direct bond investor. 																
SECURITY	<ul style="list-style-type: none"> • The Bond Purchaser will be secured by a valid, perfected, first-priority mortgage and security interest in the real property and all fixtures, equipment and other personal property related to or used in connection with the real property of the Borrower located at 524 North Wolcott Street in Chicago, Illinois. 																
MATURITY	<ul style="list-style-type: none"> • No later than June 1, 2022 																
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td>\$3,000,000</td> <td>Project costs</td> <td>\$10,000,000</td> </tr> <tr> <td>Equity</td> <td><u>7,060,000</u></td> <td>Costs of Issuance</td> <td><u>60,000</u></td> </tr> <tr> <td>Total</td> <td>\$10,060,000</td> <td>Total</td> <td>\$10,060,000</td> </tr> </table>	Sources:		Uses:		IFA Bonds	\$3,000,000	Project costs	\$10,000,000	Equity	<u>7,060,000</u>	Costs of Issuance	<u>60,000</u>	Total	\$10,060,000	Total	\$10,060,000
Sources:		Uses:															
IFA Bonds	\$3,000,000	Project costs	\$10,000,000														
Equity	<u>7,060,000</u>	Costs of Issuance	<u>60,000</u>														
Total	\$10,060,000	Total	\$10,060,000														
RECOMMENDATION	Credit Review Committee recommends approval.																

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 8, 2012**

Project: 524 Wolcott LLC and Wolcott School

STATISTICS

Project Number:	N-NP-TE-CD-8554	Amount:	\$3,000,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bond	IFA Staff:	Rich Frampton and Brad R. Fletcher
Locations:	Chicago	County/ Region:	Cook County/Northeast

BOARD ACTION

Final Bond Resolution (*One-Time Consideration*)
Conduit 501(c)(3) Revenue Bonds No IFA funds at risk
Credit Review Committee recommends approval No extraordinary conditions

VOTING RECORD

None. This is the first time this matter has been presented to the IFA Board of Directors.

PURPOSE

Bond proceeds will be loaned to **524 Wolcott LLC**, an Illinois limited liability company (“**524 Wolcott**”), and whose sole member is **Wolcott School**, an Illinois not for profit corporation (“**Wolcott School**” and, together with 524 Wolcott, the “**Borrower**”), and will be used to (i) to construct, equip and improve a building located at 524 N. Wolcott, Chicago, Illinois to be used as a private high school to serve children with learning differences (the “**Project**”) and (ii) pay all or a portion of the costs of issuing the Bonds.

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 Bonds paid to bondholders, thereby reducing the Borrower’s interest expense.

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources:	IFA Bonds	\$3,000,000	Uses:	Project Costs	\$10,000,000
	Equity	<u>7,060,000</u>		Costs of Issuance	<u>60,000</u>
Total		<u>\$10,060,000</u>	Total		<u>\$10,060,000</u>

JOBS

Current employment:	0	Projected new jobs:	20
Jobs retained:	N/A	Construction jobs:	22 (10 months)

FINANCING SUMMARY

- Structure/
Security: The Bond will be purchased directly by MB Financial Bank, N.A. (the “**Bank**” or “**Bond Purchaser**”), and held as an investment. The Bank will be secured by a valid, perfected, first-priority mortgage and security interest in the real property and all fixtures, equipment and other personal property related to or used in connection with the real property located at 524 North Wolcott Street in Chicago, Illinois.
- Interest Rate: The Bond Purchaser will set an initial fixed rate for 5 or 10 years (with reset provisions at the end of each period), amortized over 25 years. During the construction period, interest-only payments will be made for the first year; monthly principal and interest payments will begin thereafter in the second year. The interest rate will be set at pre-closing based on prevailing market conditions, currently estimated at between 3.25% and 4.50%.
- Maturity: Final maturity date – 26 years from issuance date (Year 1 payments would be interest-only with the remaining payments amortized over 25 years). MB Financial Bank’s initial interest rate period will be set for 5 or 10 years (with corresponding reset intervals every 5 to 10 years thereafter).
- Estimated
Closing Date: May/June 2012
- Rationale: The proposed financing will reduce monthly payments that (together with other funds available to the Borrower) will assist in helping Wolcott School keep its fixed charges (including debt service payments) as low as possible – a significant objective for a start-up school.
- Once complete, Wolcott School will serve 40 students per grade for a total of 160 students. Wolcott School will feature small class sizes with breakout rooms will aid in creating a focused educational experience that prepares students for postsecondary education. Wolcott School will begin selective instruction in September 2012 with one principal, one assistant principal, one administrator and six teachers with plans to grow to a total of twenty teachers.
- The Wolcott School project will result in the renovation of a vacant former Union League Boy’s Club facility, originally constructed in 1918, for use as a private high school to serve children with cognitive learning differences (e.g., dyslexia). As a result of this Project, the building at 524 N. Wolcott will be returned to productive use for the first time since 2006.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Wolcott School and **524 Wolcott LLC**, respectively an Illinois not-for-profit corporation and an Illinois limited liability company (and, together, the “**Borrower**”), request that the Authority issue not to exceed \$3,000,000 in aggregate principal amount of its Educational Facility Revenue Bond (Wolcott School Project), Series 2012 (the “**Bond**”) and loan the proceeds thereof to the Borrower in order to assist the Borrower in providing, together with other funds available to the Borrower, the funds necessary to (i) finance the construction of, equipping of and improvements to a building located at 524 N. Wolcott, Chicago, Illinois to be used as a private high school to serve children with learning differences and (ii) pay all or a portion of the costs of issuance for the Bond (collectively, the “**Project**”).

BUSINESS SUMMARY

Description: **524 Wolcott LLC** is an Illinois limited liability company ("**524 Wolcott**"), whose sole member is **Wolcott School**, a 501(c)(3) organization incorporated under Illinois law and founded in September 2002 ("**Wolcott School**" and, together with 524 Wolcott, the "**Borrower**"). 524 Wolcott LLC is a special purpose entity that was formed solely to own the subject property and is wholly owned by Wolcott School (i.e., Wolcott School is the sole member of 524 Wolcott LLC).

See the Economic Disclosure Statement section of this report for a listing of Wolcott School's Board of Directors (see page 5). Wolcott School will also have a professional advisory council, consisting of at least eleven education or psychology professionals.

Background: The vision of the School is to create Chicago's first independent, non-profit high school that will prepare students with learning and cognitive disabilities for success in college and beyond. The founders hope to offer students challenging, fun, and encouraging instruction that characterizes an exemplary secondary school experience. In addition, the School will help establish a community resource center to disseminate its knowledge and expertise to students, families and educators throughout Chicago.

Currently, the only school in Chicago dedicated to serving students with learning differences ends after 8th grade. Through research and knowledge of the area, the Founders have received confirmation from local schools that there is a substantial number of students who would be more appropriately served by Wolcott. By establishing a small high school responsive to the needs of children, Wolcott offers a model for how students with learning differences can prosper in a secondary school setting. Students with these characteristics are confronted with limited alternatives which include:

1. Enrolling in a larger, traditional mainstream school (which can exhaust and overload these students);
2. Securing a spot in the few learning difference programs in local parochial school (with limited enrollment capacity (these opportunities are limited and may not provide an environment of choice or offer a long term solution given the student's religious background or upbringing);
3. Relocating the family to the suburbs where more comprehensive services might be available for such a student; or
4. Enrolling the student in a specialized residential boarding school (many of these are located out-of-state).

The typical Wolcott student will demonstrate average to above average intelligence with a strong interest in college attendance. This student's unique learning style is not necessarily addressed in mainstream education, which can interfere with the student's ability to achieve satisfaction or success. A typical Wolcott student may have struggled in the traditional classroom because his or her academic performance does not reflect his or her cognitive potential. Finally, the Wolcott student does not require significant emotional or behavioral support.

According to Wolcott School's founders, Wolcott will offer coursework that is engaging and challenging, characterized by multi-sensory and responsive teaching practices geared to help students understand and work with their unique strengths and learning styles. The School will have a low student-teacher ratio, closely supervised instruction, and individual attention and remediation offered by skilled and trained specialist, as needed. Wolcott's curriculum will incorporate classroom-tested best practices and leading assistive technology. Wolcott will focus on confidence building, awareness of strengths, development of self-sufficiency and problem-solving strategies.

A chief mission of the School will be to create a sense of community for its students, parents and neighbors, similar to that of a traditional high school. Wolcott will offer after-school activities, parent/faculty/student events, including service projects where student will extend themselves to the larger Chicago metropolitan community. The School's community resource center will disseminate its knowledge and expertise by offering education enrichment classes, professional

development classes, tutoring, summer school, advisory services, and partnerships with public and private schools to share best practices.

ECONOMIC DISCLOSURE STATEMENT

Applicant: 524 Wolcott LLC
Tenant: Wolcott School
Contact: Jeffrey I. Aeder, Founder
(T) 312-433-0500; Email: jaeder@jdirealty.com
Website: Wolcott School's website is currently under development.
Site Location: 524 N. Wolcott, Chicago, IL 60622-6256
Project name: IFA 501(c)(3) Revenue Bond (Wolcott School Project), Series 2012
Ownership: The sole member of 524 Wolcott LLC is Wolcott School.

Wolcott School is a non-profit organization established under Illinois law and as a qualified 501(c)(3) not-for-profit corporation under federal law.

Board of Trustees – Wolcott School

- Don Monroe
- Jeff Aeder
- Heidi Albert
- Sheryl Bellick
- George Gaines
- Bruce Halbeck
- Eric Henschel
- Jennifer Levine
- Conor O'Neil
- Jamie Diamond Schwartz
- Z'Zaldwaynaka Scott
- Howard Scharfman
- Nancia Shawver

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Barack Ferrazzano Kirschbaum & Nagelberg LLP	Chicago, IL	Brian J. Segal
Auditor:	Charles A. Barragato & Co. LLP	New York, NY	
Bond Counsel:	Ice Miller LLP	Chicago, IL	James M. Snyder Steven L. Washington
Bank/Direct			
Bond Purchaser:	MB Financial Bank, N.A.	Chicago, IL	John Sarris
Bank Counsel:	Burke Burns & Pinelli, Ltd.	Chicago, IL	Mary Ann Murray
IFA Counsel:	Greene & Letts	Chicago, IL	Allen P. Walker
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	4	Luis V. Gutierrez
State Senate:	2	William Delgado
State House:	4	Cynthia Soto



May 8, 2012

\$43,500,000 (not-to-exceed amount)
Lake Forest College

<p>REQUEST</p>	<p>Purpose: Bond proceeds will be used by Lake Forest College (the “College” or the “Borrower”) to (i) finance the demolition of existing facilities and related site preparation, and the design, development, construction, furnishing, and equipping of an approximately 60,000 square foot, 235-bed student housing facility consisting of a residential building and related facilities (the “Project”) and including the costs of demolition of the existing building on the site, (ii) refund, advance refund or provide for the payment of all or a portion of the outstanding balance of Illinois Educational Facilities Authority Series 1998 Revenue Bonds (Lake Forest College Project (the “Prior Bonds”)), if deemed necessary and desirable by the Borrower, and (iii) fund a portion of interest on the Bonds, if deemed necessary and desirable, (iv) fund a debt service reserve fund, if deemed necessary or desirable, (v) pays expenses incurred in connection with issuance of the Bonds, including bond insurance, if deemed necessary or desirable by the Borrower (and, collectively, with the Project and Prior Bonds, the “Financing Purposes”).</p> <p>Program: 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p> <p>No IFA Funds at risk. No State Funds at risk.</p>																
<p>BOARD ACTION</p>	<p>Preliminary Bond Resolution</p>																
<p>MATERIAL CHANGES</p>	<p>Not applicable – this is the first time this project has been presented to the IFA Board of Directors.</p>																
<p>JOB DATA</p>	<table border="0"> <tr> <td>103</td> <td>Current jobs</td> <td>3</td> <td>New jobs projected</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>40 peak; 25 avg. (14 months)</td> <td>Construction jobs projected</td> </tr> </table>	103	Current jobs	3	New jobs projected	N/A	Retained jobs	40 peak; 25 avg. (14 months)	Construction jobs projected								
103	Current jobs	3	New jobs projected														
N/A	Retained jobs	40 peak; 25 avg. (14 months)	Construction jobs projected														
<p>BORROWER DESCRIPTION</p>	<ul style="list-style-type: none"> • Type of entity: Lake Forest College is a 501(c)(3) co-educational undergraduate liberal arts college established in 1857. • Location: Lake Forest/Lake/Northeast 																
<p>CREDIT INDICATORS</p>	<ul style="list-style-type: none"> • Lake Forest College is currently a non-rated entity. Its existing bonds are credit enhanced with bond insurance or bank credit enhancement (i.e., Direct Pay Letter of Credit). The College and RBC Capital Markets (the “Underwriter”) have applied for bond ratings from Moody’s and S&P and also intend to apply for municipal bond insurance to potentially credit enhance the subject Bonds. 																
<p>STRUCTURE</p>	<ul style="list-style-type: none"> • Publicly offered tax-exempt, fixed rate bonds with a term of not-to-exceed 40 years (anticipated term 31 years). The Bonds will be structured to be fully amortizing following the end of the capitalized interest period. • The Bonds will be a general obligation and the project will be owned by the College. • Lake Forest College may also choose to refund its prior IFA (IEFA) Series 1998 Bonds, if deemed necessary and desirable by the College. 																
<p>SOURCES AND USES</p>	<table border="0"> <tr> <td>IFA Bonds</td> <td>\$20,000,000</td> <td>Project Costs:</td> <td>\$19,600,000</td> </tr> <tr> <td>IFA Refunding Bonds</td> <td><u>20,330,000</u></td> <td>Refunding 1998 Bonds</td> <td>20,330,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td><u>400,000</u></td> </tr> <tr> <td>Total</td> <td>\$40,330,000</td> <td>Total</td> <td>\$40,330,000</td> </tr> </table>	IFA Bonds	\$20,000,000	Project Costs:	\$19,600,000	IFA Refunding Bonds	<u>20,330,000</u>	Refunding 1998 Bonds	20,330,000			Costs of Issuance	<u>400,000</u>	Total	\$40,330,000	Total	\$40,330,000
IFA Bonds	\$20,000,000	Project Costs:	\$19,600,000														
IFA Refunding Bonds	<u>20,330,000</u>	Refunding 1998 Bonds	20,330,000														
		Costs of Issuance	<u>400,000</u>														
Total	\$40,330,000	Total	\$40,330,000														
<p>RECOMMENDATION</p>	<p>Credit Review Committee recommends approval.</p>																

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 8, 2012**

Project: Lake Forest College

STATISTICS

IFA Project:	E-PC-TE-CD-8542	Amount:	\$43,500,000 (not-to-exceed amount)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Lake Forest	County/	
		Region:	Lake / Northeast

BOARD ACTION

Preliminary Bond Resolution
Conduit 501(c)(3) Revenue Bonds
Credit Review Committee recommends approval
No IFA funds at risk

VOTING RECORD

Not applicable. This is the first time this financing has been presented to the IFA Board of Directors.

PURPOSE

Bond proceeds will be used by **Lake Forest College** (the “**College**” or the “**Borrower**”) to (i) finance the demolition of existing facilities and related site preparation, and the design, development, construction, furnishing, and equipping of an approximately 60,000 square foot, 235-bed student housing facility consisting of a residential building and related facilities (the “**Project**”) and including the costs of demolition of the existing building on the site, (ii) refund, advance refund or provide for the payment of all or a portion of the outstanding balance of IEFA Series 1998 Revenue Bonds (Lake Forest College Project (the “**Prior Bonds**”)), if deemed necessary and desirable by the Borrower, and (iii) fund a portion of interest on the Bonds, if deemed necessary and desirable, (iv) fund a debt service reserve fund, if deemed necessary or desirable, (v) pays expenses incurred in connection with issuance of the Bonds, including bond insurance, if deemed necessary or desirable by the Borrower (and, collectively, with the Project and Prior Bonds, the “**Financing Purposes**”).

IFA PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are municipal bonds authorized under the Internal Revenue Code that enable 501(c)(3) corporations to finance capital projects furthering support of their mission. The IFA’s issuance of these Bonds will convey federal tax-exempt status on interest paid to bondholders, thereby enabling bondholders to accept a below market interest rate that is passed through to the borrower.

VOLUME CAP

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

SOURCES AND USES OF FUNDS

Sources:	New Money Bonds	\$ 20,000,000	Uses:	New Project Costs	\$ 19,600,000
	Refunding Bonds	20,330,000		Refunding - 1998 Bonds	20,300,000
				Issuance Costs	400,000
Total:		\$ 40,330,000	Total:		\$ 40,300,000

Note: The amounts represented above are preliminary and subject to change.

JOBS

Current employment:	103	Projected new jobs:	3
Jobs retained:	N/A	Construction jobs:	40 peak; 25 avg. (14 months)

FINANCING SUMMARY

Bondholder's Security:	Bondholders will be secured by a general obligation pledge of Lake Forest College.
Underlying Ratings:	Although Lake Forest College is currently a non-rated entity, the College's financing team anticipates that the College will receive a low-to-mid investment grade rating from Moody's and S&P.
Structure/ Interest Rate:	The College and its financing team are currently exploring two structuring scenarios: (1) the Bonds would obtain a low-to-mid investment grade rating from Moody's and S&P and be sold on a fixed rate basis or (2) the College is also seeking a commitment for bond insurance to credit enhance the subject Bonds. Under either scenario, fixed rate bonds would be sold and priced based on market conditions at the time of closing. (Irrespective of the final structure, pursuant to IFA's Bond Program Handbook requirements, Bonds may only be sold in minimum denominations of \$5,000 if the Bonds satisfy IFA Bond Program Handbook minimum requirements of Baa2/BBB/BBB from Moody's/S&P/Fitch.)
Maturity:	New Money Series: 40 years (not-to-exceed; 31 year final maturity anticipated) Refunding Series: Based on final due diligence review.
Anticipated Closing Date:	June 2011

Rationale: The proposed financing will provide for the construction of approximately 175 beds of new and 60 beds of replacement student housing on the campus of Lake Forest College on the site of the existing 60-unit Moore Hall student housing facility, which will be demolished to enable development of the new student housing Project. The new Project will be constructed on a slightly larger footprint on the same general site.

The Project will replace outdated student housing at Moore Hall and upgrade the College's student housing inventory. The new facility will provide amenities that are critical in student recruitment and retention. Developing the Project on the existing Moore Hall site will enable the College to preserve existing green space on campus.

The Borrower may pursue the prospective refunding of its IFA (IEFA) Series 1998 Bonds if advantageous.

Lake Forest College's Campus Housing Division will manage day-to-day operations at the Project and will provide residential life services to residents.

BUSINESS SUMMARY

Background: **Lake Forest College** (the “**College**” or the “**Borrower**”) is an Illinois not-for-profit corporation and is a 501(c)(3) corporation originally founded in 1857 by the founders of the Village of Lake Forest.

The College is governed by a Board of Trustees (see Economic Disclosure Statement section on pages 6-7 for further information). The Members of the Board of Trustees include Charter Trustees, National Trustees, Ex Officio Trustees, and Life Trustees. The act of a majority of the 24 Charter Trustees constitutes a valid action of the College's Board of Trustees.

Description: Lake Forest College is a co-educational undergraduate liberal arts college that is located approximately 30 miles north of Chicago in the Village of Lake Forest. The College's campus is located on approximately 107 acres on three attached campuses with a portion of the lands granted to the College at its founding in 1857. The campus is located in the East Lake Forest Historic District.

Lake Forest College's academic programs focus on combining the ideals of a liberal arts education with pre-professional and career preparation (including internship opportunities). The College offers accelerated and dual degree programs in law, communication, nursing, engineering, and international relations offering highly motivated students a way to finish a degree in only three years, or to complete a bachelor's while enrolled in an undergraduate or graduate program at a partner university.

The College has a distinguished faculty of 96 full-time teaching faculty (and 117 full-time equivalents). Approximately 98% of the College's full-time teaching faculty hold terminal degrees in their field.

The College's total undergraduate student enrollment was 1,491 (or 1,485 FTE's) at the beginning of the 2011-2012 academic year (Fall 2011). The student body represents 47 states and 78 countries. Approximately 865 of the student body lives on campus. Lake Forest competes in Division III and offers 17 varsity sports, nine women's and eight men's.

Lake Forest College is included in The Princeton Review's Best Colleges, and appears on its Financial Aid Honor Roll and its Best Midwestern Colleges list. Lake Forest College is a Tier 1 school and was ranked as 95th in a list of the top liberal arts colleges in the country by US News & World Report for its *America's Best Colleges 2010 Edition*

In addition to the \$20,330,000 IEFA (IFA) Series 1998 Bonds (Lake Forest College Project) -- the proceeds of which are expected to be refunded with a portion of the proceeds of the IFA Series 2012 Bonds (as noted previously) -- the College also has approximately \$6,000,000 outstanding of IFA Series 2008 Bonds (Lake Forest College). All payments on the College's Series 1998 (credit enhanced by MBIA municipal bond insurance) and Series 2008 Bonds (credit enhanced with a Direct Pay Letter of Credit from The Northern Trust Company) have been made as scheduled and are current as of 4/1/2012.

Please see www.lakeforest.edu for additional information.

PROJECT SUMMARY (for Final Bond Resolution)

Bond proceeds will be used by **Lake Forest College** (the “**College**” or the “**Borrower**”) to (i) finance the demolition of existing facilities and related site preparation, and the design, development, construction, furnishing, and equipping of an approximately 60,000 square foot, 235-bed student housing facility consisting of a residential building and related facilities (the “**Project**”) and including the costs of demolition of the existing building on the site, (ii) refund, advance refund or provide for the payment of all or a portion of the outstanding balance of IEFA Series 1998 Revenue Bonds (Lake Forest College Project (the “**Prior Bonds**”)), if deemed necessary and desirable by the Borrower, and (iii) fund a portion of interest on the Bonds, if deemed necessary and desirable, (iv) fund a debt service reserve fund, if deemed necessary or desirable, (v) pays expenses incurred in connection with issuance of the Bonds, including bond insurance, if deemed necessary or desirable by the Borrower (and, collectively, with the Project and Prior Bonds, the “**Financing Purposes**”).

The College’s Campus is bordered generally by Mayflower Road on the east; Deerpath Road on the north; Illinois Road on the south, and Washington Road and Illinois Road on the west. The College’s South Campus is bordered by Rosemary Road on the north, Sheridan Road on the east, Illinois Road on the south, and Washington Road on the west.

Proceeds of the \$24,995,000 Series 1998 Bonds were used by the College, together with certain other moneys, to (i) advance refund the Illinois Educational Facilities Authority Revenue Bonds, Lake Forest College, Series 1991 (the “Series 1991 Bonds”), (ii) currently refund the Illinois Educational Facilities Authority Variable Rate Revenue Bonds, Lake Forest College, Series 1994, (iii) finance, refinance and reimburse itself for all or a portion of the costs of acquiring, constructing, renovating, equipping, improving and remodeling certain of its educational facilities, (iv) finance a portion of the interest on the Series 1998 Bonds, (v) fund a debt service reserve fund for the benefit of the Series 1998 Bonds through the issuance of a surety bond policy and (vi) pay certain costs relating to the issuance of the Series 1998 Bonds and the refunding of the Series 1991 and 1994 Bonds, including the payment of a premium for bond insurance.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Lake Forest College, 555 N. Sheridan Road, Lake Forest, IL 60045 (c/o Ms. Leslie Chapman, Vice President for Business Affairs and Treasurer, North Hall 106, 847-735-5034)
e-mail: chapman@lakeforest.edu

Applicant Website: www.lakeforest.edu

Project name: Lake Forest College Series 2012 Bonds

Location: Lake Forest College – South Campus, Lake Forest (Lake County), IL

Organization: Illinois Not-for-Profit Corporation

Ownership/
Board of
Trustees:

Lake Forest College – Board of Trustees – 2011-2012:

Officers

Robert D. Krebs, Chairman
William U. Parfet '70, Vice Chairman

Charter Trustees

Marsha K. Anderson '68 (2015)
Vice President Global Event
Marketing, JP Morgan

John W. Ballantine (2012)
Chicago, Illinois

Earl J. Barnes II '86 (2015)
Deputy General Counsel, Northwestern
Memorial Hospital

Judith H. Bishop '88 (2012)
President, Heisley Family Foundation

Charles M. Brennan III (2012)
Chairman and CEO (Retired), MYR
Group

William G. Brown (2014)
Hobe Sound, Florida

John D. Carruthers '78 (2013)
Senior Business Analyst (Retired), U.S.
Bank

David A. Castagnetti '84 (2014)
Partner, Mehlman Vogel Castagnetti

James R. Donnelley (2015)
Partner; Ampersand, Reset and South
Eastern Limited Partnership

David F. Gorter '80 (2013)
President; SSU Corporation, DK
Organics

Richard G. Gould III '81 (2012)
Executive Vice President, Information
Services Group

Mark W. Helderman (2015)
Managing Director, Sasco Capital Inc.

James M. Hunter '71 (2012)
Williamstown, Massachusetts

Robert D. Krebs (2012)
Lake Forest, Illinois

William A. Lowry '84 (2013)
Shareholder and Managing
Shareholder, Nyhan, Bambrick, Kinzie
& Lowry, P.C.

Charles J.B. Mitchell Jr. '64 (2012)
Chairman, HR Simplified
Partner, Blizzard Advisors, LLC
Chairman, Waterworks, Inc.

James W. Moeller '80 (2014)
Of Counsel, Stuntz, Davis and Staffier
P.C.

Mark A. Nagle (2015)
President, Czarnowski Display Service
Inc.

Dennis R. Nyren '72 (2012)
Principal, MJ Partners Real Estate
Services Inc.

William U. Parfet '70 (2013)
Chairman and CEO, MPI Research

Joanne M. Storkan (2014)
Film Producer

Stephen C. Strelsin (2013)
CEO, Axiom Consulting Partners

Richard E. Uihlein (2015)
CEO, Uline Inc.

Claudia Wyatt-Johnson '69 (2015)
Partner and Co-Founder, Partners in
Performance Inc.

National Trustees

Daniel D. Dolan Jr. '80 (2012)
Owner/Managing Member, Dolan,
McEniry Capital Management, LLC

Anne Hunting (2012)
Lake Forest, Illinois

Marian H. Niles '66 (2013)
Pacific Palisades, California

Lorna S. Pfaelzer (2012)
Lake Bluff, Illinois

John S. Lillard (2012)
Chairman (Retired), Wintrust Financial
Corporation

Charles W. Peabody '77 (2014)
Partner, Portales Partners, L.L.C.

Tamara A. Smith '80 (2014)
Chief Executive Officer, YWCA
National Capital Area

Life Trustees

Clarissa H. Chandler
Lake Forest, Illinois

Wesley M. Dixon Jr.
Kinship Trust Company, L.L.C.

Maurice F. Dunne Jr.
Clearwater, Florida

Russell W. Fisher
Chairman, Biofit Engineered Products

James P. Gorter
Green Bay Management Company

Margaret S. Hart
Lake Forest, Illinois

Samuel J. Henry
Lake Forest, Illinois

Paula P. Lillard
Lake Forest, Illinois

David B. Mathis '60
Chairman, Kemper Insurance
Companies

Jean Whyte Mohr '52
Lake Forest, Illinois

Marian P. Pawlick
Lake Bluff, Illinois

Rhoda A. Pierce '60
Highland Park, Illinois

Virginia B. Sonnenschein
Winnetka, Illinois

Dr. Barbara O. Taylor
Lake Forest, Illinois

Florence F. Wheeler
Lake Forest, Illinois

Ex Officio Trustees

Paul J. Creatura '87
President, Lake Forest College Alumni
Board

John N. Popoli
President, Lake Forest Graduate School
of Management

Stephen D. Schutt
President, Lake Forest College

Officers

Robert D. Krebs, Chairman
William U. Parfet '70, Vice Chairman

Project
Developer:

Balfour Beatty Campus Solutions, LLC (“**BBCS**” or the “**Developer**”) is a wholly owned subsidiary of Balfour Beatty Capital Group.

Balfour Beatty Capital Group is the US-based subsidiary of Balfour Beatty, PLC, the largest UK-based international infrastructure group operating in construction, professional support services, and infrastructure investments for over 100 years (see www.balfourbeatty.com).

Because the ultimate parent company of the Developer is not based in the United States, no further ownership disclosure is required consistent with prior IFA Board disclosure practices.

PROFESSIONAL & FINANCIAL

Borrower:	Lake Forest College	Lake Forest, IL	Leslie Chapman
Auditor:	Crowe Horwath	Chicago, IL	
Borrower's Counsel:	Drinker Biddle & Reath LLP	Chicago, IL	Mike Csar
Project Consultant to Lake Forest College:	William Blair & Company, LLC	Chicago, IL	Alecks Granchalek
Developer/Project Manager:	Balfour Beatty Campus Solutions	Newtown Square, PA	Bob Shepko
Underwriter:	RBC Capital Markets, LLC	Baltimore, MD	Michael R. Baird, Sara Russell
Underwriter's Counsel:	Foley & Lardner LLP	Chicago, IL	Heidi Jeffery
Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Nancy Burke
Bond Trustee:	To be determined		
Bond Trustee's Counsel:	To be determined		
Rating Agencies:	Moody's Standard & Poor's	New York, NY Chicago, IL	Emily Schwarz Susan Carlson
Architect:	Solomon Cordwell Buenz	Chicago, IL	
General Contractor:	Walsh Construction Company	Chicago, IL	
IFA Counsel:	Schiff Hardin LLP	Chicago, IL	Bruce Weisenthal
IFA Financial Advisor:	Scott Balice Strategies, LLC	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	10
State Senate:	29
State House:	58



\$85,000,000
The University of Chicago Medical Center

May 8, 2012

REQUEST	<p>Purpose: Bond proceeds will be used by The University of Chicago Medical Center (“UCMC” or the “Borrower”) to: (i) refund The University of Chicago Medical Center IHFA Series 2001 Bonds and (ii) pay associated costs of issuance.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																
BOARD ACTIONS	Preliminary Bond Resolution																
MATERIAL CHANGES	None. This is the first time this project has been presented to the IFA Board of Directors.																
JOB DATA	<table border="0"> <tr> <td>5,944</td> <td>Current jobs</td> <td>N/A</td> <td>New jobs projected</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>N/A</td> <td>Construction jobs projected</td> </tr> </table>	5,944	Current jobs	N/A	New jobs projected	N/A	Retained jobs	N/A	Construction jobs projected								
5,944	Current jobs	N/A	New jobs projected														
N/A	Retained jobs	N/A	Construction jobs projected														
DESCRIPTION	<ul style="list-style-type: none"> • Location: Chicago/ Cook County / Northeast Region • The University of Chicago Medical Center operates three hospitals and an ambulatory care facility located on the main campus of the University of Chicago as well as certain outlying facilities. The three hospitals operated by UCMC consist of (1) its main adult patient care facility, (2) a maternity and women’s hospital and (3) The University of Chicago Comer Children’s Hospital. 																
SECURITY	<ul style="list-style-type: none"> • All Obligations issued under the Master Trust Indenture, including the Series 2012A Obligations, will be secured by a security interest in the Unrestricted Receivables of the Obligated Group, but are not presently secured by a pledge, grant or mortgage of any of the other property of the Obligated Group. 																
CREDIT INDICATORS	<ul style="list-style-type: none"> • The plan of finance contemplates the issuance of Fixed Rate Bonds, which will be dependent upon market conditions. • Aa3/AA-/AA- (Moody’s/S&P/Fitch) 																
STRUCTURE	<ul style="list-style-type: none"> • The Bonds will be publicly offered in the tax-exempt market and sold based on the Borrower’s underlying debt ratings • Uninsured fixed rate bonds; serial bonds maturing 2012-2022 and term bonds maturing 2026, 2032 and 2036 																
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td>\$72,785,000</td> <td>Refund Series 2001 Bonds</td> <td>\$78,205,000</td> </tr> <tr> <td>Premium</td> <td><u>6,330,418</u></td> <td>Cost of Issuance (<i>estimated</i>)</td> <td><u>910,418</u></td> </tr> <tr> <td>Total</td> <td><u>\$79,115,418</u></td> <td>Total</td> <td><u>\$79,115,418</u></td> </tr> </table>	Sources:		Uses:		IFA Bonds	\$72,785,000	Refund Series 2001 Bonds	\$78,205,000	Premium	<u>6,330,418</u>	Cost of Issuance (<i>estimated</i>)	<u>910,418</u>	Total	<u>\$79,115,418</u>	Total	<u>\$79,115,418</u>
Sources:		Uses:															
IFA Bonds	\$72,785,000	Refund Series 2001 Bonds	\$78,205,000														
Premium	<u>6,330,418</u>	Cost of Issuance (<i>estimated</i>)	<u>910,418</u>														
Total	<u>\$79,115,418</u>	Total	<u>\$79,115,418</u>														
RECOMMENDATION	Credit Review Committee recommends approval.																

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 8, 2012**

Project: The University of Chicago Medical Center

STATISTICS

Project Number:	H-HO-TE-CD-8549	Amount:	\$85,000,000 (Not-to-Exceed)
Type:	501(c)(3) Bonds	IFA Staff:	Pam Lenane and Nora O'Brien
City:	Chicago	County/Region:	Cook/Northeast

BOARD ACTION

Preliminary Bond Resolution	No IFA Funds at Risk
Conduit 501(c)(3) Bonds	No Extraordinary Conditions
Credit Review Committee recommends approval	

VOTING RECORD

This is the first time this project is being presented to the IFA Board of Directors.

PURPOSE

Bond proceeds will be used to (i) refund The University of Chicago Medical Center IHFA Series 2001 Bonds and (ii) pay associated costs of issuance.

IFA PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are a form of municipal bonds that 501(c)(3) corporations can use to finance and refinance 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 Bonds paid to bondholders and thereby reducing the borrower's interest expense.

VOLUME CAP

501(c)(3) bond issues do not require Volume Cap.

JOBS

Current employment:	5,025	New jobs projected:	N/A
		Construction jobs projected:	N/A

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		Uses:	
IFA Bonds	\$72,785,000	Refund Series 2001 Bonds	\$78,205,000
Premium	<u>6,330,418</u>	Cost of Issuance (<i>estimated</i>)	<u>910,418</u>
Total	<u>\$79,115,418</u>	Total	<u>\$79,115,418</u>

FINANCING SUMMARY

Security: The Bonds will be secured by a security interest in the Unrestricted Receivables of the Obligated Group, but are not presently secured by a pledge, grant or mortgage of any of the other property of the Obligated Group.

Structure: Uninsured Fixed Rate Bonds

Interest Rate: To be determined the day of pricing

Interest Mode: Uninsured fixed rate bonds; serial bonds maturing 2012-2022 and term bonds maturing 2026, 2032 and 2036

Credit Enhancement: None

Maturity: Final Maturity will be 08/15/2036, which is the current final maturity date associated with the existing Series 2001 Bonds

Rating: Aa3/AA-/AA- (Moody's/S&P/Fitch)

Estimated Closing Date: June 28, 2012

PROJECT SUMMARY

Bond proceeds will be used to (i) refund The University of Chicago Medical Center IHFA Series 2001 Bonds and (ii) pay associated cost of issuance.

BUSINESS SUMMARY

University of Chicago Medical Center operates three hospitals and an ambulatory care facility located on the main campus of the University of Chicago as well as certain outlying facilities and activities. The three hospitals operated by UCMC consist of (1) the main adult patient care facility, (2) a maternity and women's hospital and (3) The University of Chicago Comer Children's Hospital.

ECONOMIC DISCLOSURE STATEMENT

Applicant: The University of Chicago Medical Center
5841 S. Maryland Avenue
Chicago (Cook County), IL
60637-1447

Borrower: The University of Chicago Medical Center

Board Members: See p. 4.

UCMC Board Members:

Rodney L. Goldstein (Chair), Frank M. Clark (Vice Chair), Trisha Rooney Alden, Andrew M. Alper (ex officio), Jeffrey S. Aronin, Diane P. Atwood, Robert H. Bergman, Ellen Block, Kevin J. Brown, John Bucksbaum, Benjamin D. Chereskin, Robert G. Clark, Stephanie Comer, James S. Crown, Craig J. Duchossois, James S. Frank, Stephanie Harris, William J. Hunckler III, Allan Klock (ex officio), Cheryl Mayberry-McKissack, Dane A. Miller, Christopher J. Murphy III, Emily Nicklin, Joseph P. Nolan, Brien M. O'Brien, Sharon O'Keefe (ex officio), Timothy K. Ozark, Kenneth S. Polonsky, MD, (ex officio), Nicholas K. Pontikes, James Reynolds, Jr., Thomas F. Rosenbaum (ex officio), Benjamin Shapiro, Jeffrey T. Sheffield, Melody Spann-Cooper, John A. Svoboda, Michael Tang, MarrGwen Townsend, Terry L. Van Der Aa, Scott Wald, Kelly R. Welsh, Paula Wolff, and Robert J. Zimmer (ex officio).

Life Trustees: Paul F. Anderson, Marshall Bennett, Lindy Bergman, Sidney Epstein, Robert Feitler, Stanford J. Goldblatt, Jules F. Knapp, Howard G. Krane, John D. Mabie, Barry L. MacLean, Michael Rosenberg, Robert G. Schloerb, Gordon Segal and Robert G. Weiss.

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Katten Muchin Rosenman	Chicago	Elizabeth Weber
Bond Counsel:	Jones Day	Chicago	John Bibby
Accountant:	PricewaterhouseCoopers	Chicago	Robert Valletta
Financial Advisor:	Melio & Company	Chicago	Mark Melio
Underwriter:	J.P. Morgan Securities	New York	Suzanne Beitel
Underwriter's Counsel:	Polsinelli Shughart	Chicago	Janet Ziegler
IFA Counsel:	Burke, Burns & Pinelli	Chicago	Mary Patricia Burns
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago	Courtney Shea

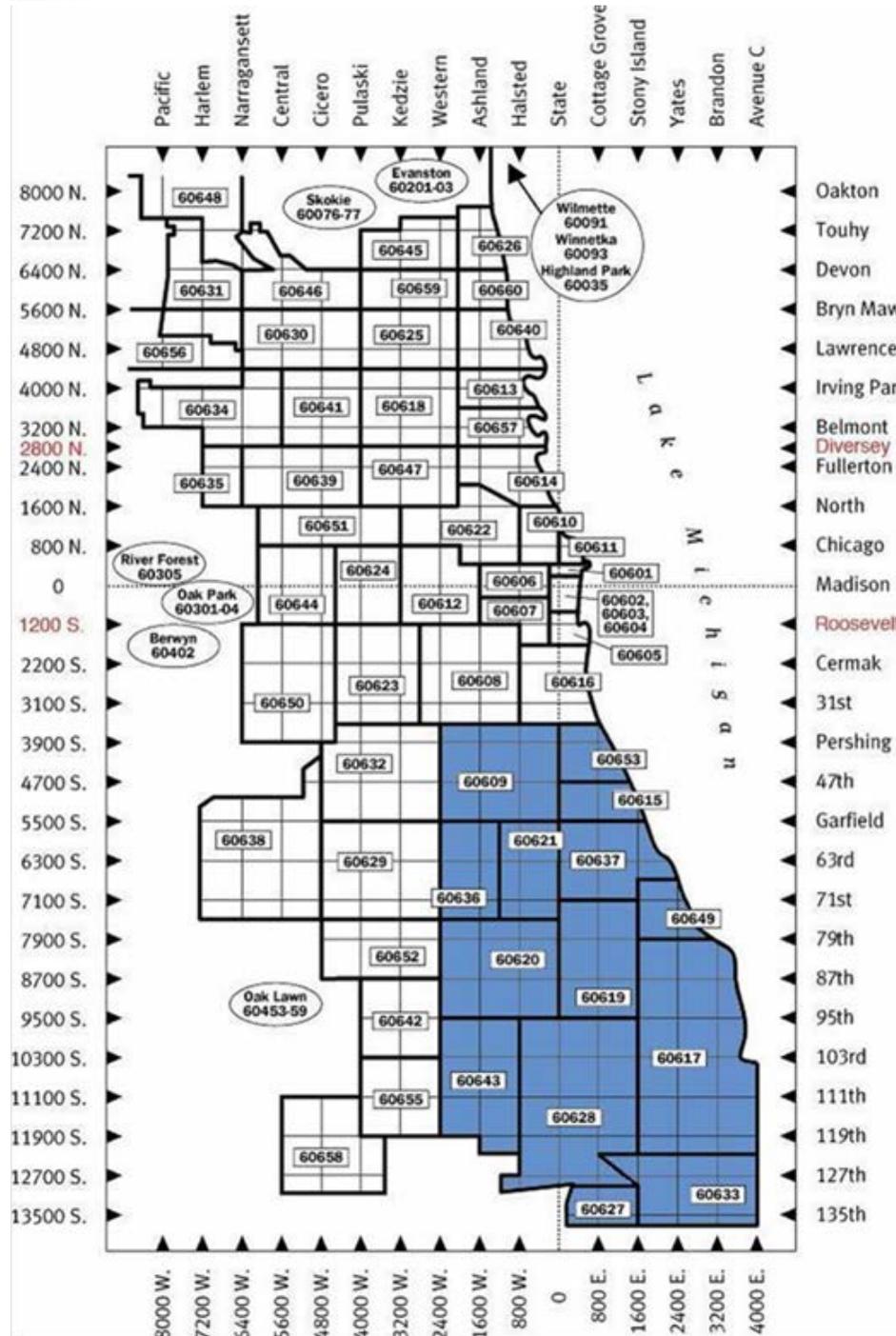
LEGISLATIVE DISTRICTS

Current Address

Congressional:	1	Bobby L. Rush
State Senate:	13	Kwame Raoul
State House:	26	William D. "Will" Burns

SERVICE AREA

UCMC's primary service area covers much of the south side of the City of Chicago. The primary service area is bounded by 36th Street to the north, Lake Michigan and the Indiana border to the east, 130th Street to the south and Western Avenue to the west. The primary service area is eight miles long, four miles wide at the northern boundary and eight miles wide at the southern boundary. Travel time from UCMC's facilities to the most distant parts of the primary service area is 25 to 30 minutes.



ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton & Brad R. Fletcher

Date: May 8, 2012

Re: Resolution authorizing the execution and delivery of an Amendment to the Bond and Loan Agreement in connection with Illinois Finance Authority Industrial Development Revenue Bonds (Peddinghaus Corporation Project), Series 2007
IFA File Number: I-ID-TE-CD-7064

Request:

Peddinghaus Corporation (the “**Borrower**”) and **First American Bank** (the “**Bond Purchaser**”) are requesting approval of a Resolution to authorize execution and delivery of an Amendment to the Bond and Loan Agreement to enable the variable interest rate to be reset in advance of the July 1, 2012 rate reset date, and to amend the principal payment schedule to increase monthly principal payments of the Illinois Finance Authority Industrial Development Revenue Bonds (Peddinghaus Corporation Project), Series 2007 (the “**Bonds**”).

The accompanying Resolution will amend certain provisions of (i) the Bond and Loan Agreement, dated as of July 1, 2007, among the Illinois Finance Authority (the “IFA”), the Borrower and the Bond Purchaser and (ii) the Bond. The original par amount of the Bonds was approximately \$3,570,000.

The outstanding par amount of the Bonds was approximately \$3,150,221 as of April 1, 2012. Approval of this Resolution will not cause the terms of the Bonds to be significantly modified, thus not requiring a new public hearing to be held as otherwise required by Section 147(f) of the Internal Revenue Code of 1986, as amended. Because this amendment is being undertaken primarily to enable an interest rate reset, IFA will not be charging an administrative fee for this transaction, consistent with historical practice.

Background:

IFA issued \$3,570,000 of Industrial Development Revenue Bonds on behalf of the Borrower in 2007. Bond proceeds were loaned to the Borrower to finance all or a portion of the costs of (i) the construction and equipping of a new, approximately 45,500 square foot manufacturing facility on a vacant parcel of land owned by the Borrower and located at 300 N. Washington Ave. in Bradley, Illinois, for use by the Borrower in the manufacturing of the Borrower’s proprietary cutting, slitting, and punch press industrial machines (the “**Project**”), and (ii) to pay bond issuance costs (and together with the Project, the “**Financing Purposes**”).

All payments relating to the IFA Series 2007 Bonds are current and have been paid as scheduled.

PROFESSIONAL & FINANCIAL

Borrower’s Counsel:	Peddinghaus Corp. (<i>in-house</i>)	Bradley, IL	
Bond Counsel:	Ice Miller LLP	Chicago, IL	Jim Snyder, Steven Washington
Bond Purchaser:	First American Bank	Elk Grove Village, IL	Steve Eikenberry
Bank Counsel:	First American Bank (<i>in-house</i>)	Elk Grove Village, IL	
IFA Counsel:	Sanchez Daniels & Hoffman LLP	Chicago, IL	Manny Sanchez, John Cummins
IFA Financial Advisor:	Scott Balice Strategies, LLC	Chicago, IL	Shannon Williams

IFA RESOLUTION NO. 2012-0508-AD08

RESOLUTION AUTHORIZING THE AMENDMENT OF THE BOND AND LOAN AGREEMENT AMONG THE ILLINOIS FINANCE AUTHORITY, PEDDINGHAUS CORPORATION AND FIRST AMERICAN BANK RELATING TO THE INDUSTRIAL DEVELOPMENT REVENUE BOND (PEDDINGHAUS CORPORATION PROJECT), SERIES 2007; AND RELATED MATTERS.

WHEREAS, the Illinois Finance Authority (the "Authority"), a body politic and corporate duly organized and validly existing under and by virtue of the laws of the State of Illinois (the "State"), including, without limitation the Illinois Finance Authority Act, 20 ILCS 3501/801-1, as supplemented and amended (the "Act"), previously issued its Industrial Development Revenue Bond (Peddinghaus Corporation Project), Series 2007 (the "Bond") in the initial aggregate principal amount of \$3,570,000; and

WHEREAS, proceeds of the Bond were lent to Peddinghaus Corporation, a Delaware corporation (the "Borrower"), for the purpose of (a) financing of costs of acquiring land and constructing a building and improvements and installing equipment thereon, located at 300 North Washington Avenue, Bradley, Illinois, to be used as a facility for the manufacture of heaving machinery and (b) paying certain costs and expenses incurred in connection with the issuance of the Bond (collectively, the "Project"); and

WHEREAS, the Bond was issued and sold to First American Bank (the "Purchaser") in whole pursuant to a Bond and Loan Agreement dated as of July 1, 2007 (the "Original Agreement") among the Issuer, the Borrower and the Purchaser; and

WHEREAS, the Borrower and the Purchaser have requested that the Issuer enter into a First Amendment to Bond and Loan Agreement (the "First Amendment") in order to (i) revise the formula for setting the variable rate interest rate on the Bond in advance of the July 1, 2012 rate reset date, and (ii) change the principal payment schedule in Schedule I – Principal Payment Schedule to the Original Agreement;

NOW, THEREFORE, BE IT RESOLVED by the Illinois Finance Authority as follows:

Section 1. Authorization. Pursuant to the Authority's powers under the Act, the Authority does hereby authorize the amendment of the Original Agreement pursuant to the First Amendment as described above.

Section 2. First Amendment to Bond and Loan Agreement. The Authority does hereby authorize and approve the execution by its Chairman, Vice Chairman, Executive Director, or any person authorized by a Resolution of the Authority (each an "Authorized Officer"), and the delivery and use of the First Amendment. The Secretary or any Assistant Secretary shall attest the execution of the First Amendment by the Authorized Officer. The First Amendment shall be substantially in the approved form previously approved by the Authority in similar transactions, which form is on file with the Authority, or with such changes therein as shall be approved by the Authorized Officer of the Authority executing the same, with such execution to constitute conclusive evidence of such person's approval and the Authority's approval of any changes or revisions therein from the form of such First Amendment, and to constitute conclusive evidence of such person's approval.

Section 3. Authorization and Ratification of Subsequent Acts. The Members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute or accept all such documents (including without limitation the execution and delivery of a document relating to federal tax matters) as may be necessary to carry out and comply with the provisions of these resolutions, the First Amendment, and all of the acts and doings of the Members, officers, agents and employees of the Authority, which are in conformity with the intent and purposes of these resolutions, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved. Unless otherwise provided therein, wherever in the First Amendment or any other document executed pursuant hereto it is provided that an action shall be taken by the Authority, such action shall be taken by the Executive Director or Treasurer of the Authority, or in the event of the unavailability, inability or refusal of the Executive Director and the Treasurer to act, any two Members of the Authority, each of

whom is hereby authorized, empowered, and delegated the power and duty and directed to take such action on behalf of the Authority, all within the parameters set forth herein and in the First Amendment.

Section 4. Approval of Acts. All acts of the officials of the Authority which are in conformity with the purposes and intent of this Resolution and in furtherance of the First Amendment be, and the same hereby are, in all respects, approved and confirmed.

Section 5. Severability. The provisions of this Resolution are hereby declared to be separable and if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of remainder of the sections, phrases and provisions.

Section 6. Repeal of Conflicting Provisions. All resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 7. Authority Fee. The Authority will not charge a closing fee.

Section 8. Full Force and Effect. This Resolution shall be in full force and effect immediately upon its passage, as by law provided.

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ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Jim Senica and Lorrie Karcher

Date: May 8, 2012

Re: Resolution authorizing the Illinois Finance Authority (“IFA”) to become a Co-Grantee on the Revolving Loan Fund Grant, Project Number 06-19-01916 awarded by the United States Department of Commerce Economic Development Administration to the Illinois Department of Commerce and Economic Opportunity (as successor to the Illinois Department of Commerce and Community Affairs and, collectively with IFA, the “Co-Grantees”) and designating the Executive Director of the IFA as the Authorized Representative of the Co-Grantees

Request:

The Illinois Finance Authority (the “IFA”) requests approval of a Resolution authorizing the IFA to become a Co-Grantee on the Revolving Loan Fund Grant, Project Number 06-19-01916 (the “Grant”) awarded by the United States Department of Commerce Economic Development Administration (“EDA”) to the Illinois Department of Commerce and Economic Opportunity (“DCEO” as successor to the Illinois Department of Commerce and Community Affairs (“DCCA”) and, collectively with IFA, the “Co-Grantees”) and designating the Executive Director of the IFA as the Authorized Representative of the Co-Grantees.

Background:

DCEO accepted grant assistance in the amount of \$424,000 on September 28, 1982 from the EDA under Title IX, Section 903, of the amended Public Works and Economic Development Act of 1965 to establish the State of Illinois Revolving Loan Fund (“RLF” and now known as the “E.D.A. Title IX Restricted RLF” or the “Program”) to provide subordinate loans for manufacturing projects in targeted areas eligible for Economic Adjustment Assistance. The grant was matched by \$141,334 in State funds. The Illinois Industrial Development Authority (as predecessor to both the Illinois Development Finance Authority (“IDFA”) and IFA) administered the RLF on behalf of DCCA as stated in the 1982 RLF Management Plan (as amended) approved by EDA.

The RLF is held at the IFA. The Program has been inactive since 1998 in part due to the contractual 7.5 percent fixed interest rate on loans originated under the RLF Management Plan. In fact, IDFA and IFA had competing loan products (i.e., the Participation Loan Program) that offered superior interest rates and terms, and were less costly to manage and administer. For these reasons, IFA was unable to meet the capital utilization requirements of the Program. Consequently, EDA sequestered the excess cash of the Program in March 2002. EDA and IFA reached an agreement in 2008, whereby IFA paid back interest for sequestered excess cash from time of noncompliance up to 2008. The Program was found noncompliant in the Compliance Examination of the IFA for the Fiscal Year Ended June 30, 2011 (“FY 2011”). The FY 2011 audit finding made a recommendation to the IFA to reinstate negotiations with EDA and revisit the requirements of the Grant. Subsequently, EDA advised IFA to become a Co-Grantee on the Grant and designate the Executive Director of IFA in order to resume negotiations and bring the Program to compliance.

Recommendation:

IFA staff recommends approval of the accompanying Resolution that would authorize the IFA to become a Co-Grantee on the Grant awarded by EDA to DCEO and designate the Executive Director of the IFA as the Authorized Representative of the Co-Grantees.

IFA RESOLUTION NO. 2012-0508-ADXX

RESOLUTION AUTHORIZING THE ILLINOIS FINANCE AUTHORITY (“IFA”) TO BECOME A CO-GRANTEE ON THE REVOLVING LOAN FUND GRANT, PROJECT NUMBER 06-19-01916 AWARDED BY THE UNITED STATES DEPARTMENT OF COMMERCE ECONOMIC DEVELOPMENT ADMINISTRATION TO THE ILLINOIS DEPARTMENT OF COMMERCE AND ECONOMIC OPPORTUNITY (AS SUCCESSOR TO THE ILLINOIS DEPARTMENT OF COMMERCE AND COMMUNITY AFFAIRS AND, COLLECTIVELY WITH IFA, THE “CO-GRANTEES”) AND DESIGNATING THE EXECUTIVE DIRECTOR OF THE IFA AS THE AUTHORIZED REPRESENTATIVE OF THE CO-GRANTEES

WHEREAS, the Illinois Finance Authority (the “Authority”) has been created by the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq. (the “Act”); and

WHEREAS, the Illinois Department of Commerce and Economic Opportunity (“DCEO” as successor to the Illinois Department of Commerce and Community Affairs and, collectively with the Authority, the “Co-Grantees”) accepted grant assistance in the amount of \$424,000 on September 28, 1982 by the United States Department of Commerce Economic Development Administration (the “EDA”) under Title IX, Section 903, of the amended Public Works and Economic Development Act of 1965 to establish the State of Illinois Revolving Loan Fund (“RLF” and now known as the “E.D.A. Title IX Restricted RLF” or the “Program”) to finance manufacturing expansion in targeted areas eligible for Economic Adjustment Assistance; and

WHEREAS, the Authority (as successor to the Illinois Industrial Development Authority) was designated in the 1982 Management Plan of the Program, as amended, to administer the Program; and

NOW, THEREFORE, BE IT RESOLVED by the Members of the Illinois Finance Authority on May 8, 2012, as follows:

Section 1. That the Authority is hereby authorized to become a Co-Grantee on the Revolving Loan Fund Grant, Project Number 06-19-01916, awarded by EDA to DCEO.

Section 2. That the Executive Director of the Authority is designated as the Authorized Representative of the Co-Grantees and of the E.D.A. Title IX Restricted RLF, and that all acts of the Authorized Representative, whether heretofore or hereafter taken or done, be, and the same hereby are, in all respects, ratified, confirmed and approved.

Section 3. That this Resolution shall be in full force and effect immediately upon its passage, as by law provided.

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