ILLINOIS FINANCE AUTHORITY

Tuesday, May 14, 2013

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 and Resolutions
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. Approval of Project Reports and Resolutions
VI. Other Business
VII. Public Comment
VIII. Adjournment

PROJECT REPORTS AND RESOLUTIONS

AGRICULTURE PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Beginning Farmer Bonds *Final (One-Time Consideration)*						
1	Derek C. and Jonna V. Lynch	Salem Township (Edwards County)	$249,100	-	-	JS/LK
Agri-Debt Guarantees *Final (One-Time Consideration)*						
2	Stock Farms, Inc.	St. Peter (Fayette County)	$500,000	-	-	JS/LK
TOTAL AGRICULTURE PROJECTS			**$749,100**	**-**	**-**	

BUSINESS AND INDUSTRY PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Solid Waste Disposal Revenue Bonds *Final*						
3	Kuusakoski US LLC	Plainfield (Will County)	$14,000,000	25	15	RF/BF
Solid Waste Disposal Revenue Bonds *Preliminary*						
4	Construction Recycling of Lake County, Inc. and its affiliates	Waukegan (Lake County)	$6,000,000	17	17	RF/BF
TOTAL BUSINESS AND INDUSTRY PROJECTS			**$20,000,000**	**42**	**32**	

EDUCATIONAL, CULTURAL AND NON-HEALTHCARE 501(c)(3) PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds *Final (One-Time Consideration)*						
5	SOS Children's Villages Illinois, Inc.	Chicago (Cook County) and Lockport (Will County)	$16,000,000	25	15	RF/BF
TOTAL EDUCATIONAL, CULTURAL, AND NON-HEALTHCARE 501(c)(3) PROJECTS			**$16,000,000**	**25**	**15**	

PROJECT REPORTS AND RESOLUTIONS

HEALTHCARE PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds *Final*						
6	Rehabilitation Institute of Chicago	Chicago (Cook County)	$450,000,000	330	1460	PL/NO
7	Riverside Health System	Bourbonnais and Kankakee (Kankakee County)	$35,000,000	75	200	PL/NO
501(c)(3) Revenue Bonds *Preliminary*						
8	Peace Memorial Ministries	Palos Park (Cook County)	$25,000,000	N/A	25	PL/NO
TOTAL HEALTHCARE PROJECTS			**$510,000,000**	**405**	**1,685**	
GRAND TOTAL			**$546,749,100**	**472**	**1,732**	

RESOLUTIONS

Tab	Action	FM
Resolutions		
9	Resolution Authorizing the Execution and Delivery of a First Supplemental Trust Indenture in Connection with Illinois Finance Authority Student Housing Revenue Bonds Issued on Behalf of CHF-Normal, L.L.C.; and Related Matters	RF/BF
10	Withdrawn	

ILLINOIS FINANCE AUTHORITY

180 North Stetson Ave.
Suite 2555
Chicago, IL 60601
312-651-1300
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May 14, 2013

TO:	William A. Brandt, Jr., Chairman	Michael W. Goetz, Vice-Chairman
	Dr. William Barclay	Terrence M. O'Brien
	Gila J. Bronner	Heather D. Parish
	James J. Fuentes	Mayor Barrett F. Pedersen
	Norman M. Gold	Lerry Knox
	Roger E. Poole	Edward H. Leonard, Sr.
	Mordecai Tessler	Bradley A. Zeller

RE: Message from the Executive Director

Dear Members of the Authority:

Illinois Pension Reform

As of this writing, both the Illinois House and the Illinois Senate have passed major legislative proposals that will materially reduce the State's unfunded pension obligations. We hope that comprehensive pension reform will reach Governor Quinn's desk by the end of this legislative session and then be enacted into law. By the General Assembly responding to Governor Quinn's call more than a year ago to address our State's decades-old pension problem, State finances will be stabilized, taxpayer dollars will be saved and our State's business climate will be dramatically enhanced thus encouraging job growth and private investment across our State. Of specific importance to the Illinois Finance Authority, it is hoped that Illinois conduit borrowers will benefit economically from the State's improved fiscal outlook.

Tax-Exempt Financing Encourages Foreign Investment in Illinois

I am particularly pleased to see the final resolution for Kuusakoski US LLC on our May 2013 agenda. Kuusakoski US LLC is a US-based operating subsidiary of Finland-based Kuusakosi OY. This bond financing will result in up to an estimated $13.8 million of direct foreign investment in Illinois. The Project will also return a vacant industrial facility in Plainfield to productive use.

Disclosure for Bank Direct Purchase of Tax-Exempt Bonds

The Illinois Finance Authority has long been an active member of the National Association of Health and Education Facilities Finance Authorities (NAHEFFA). Pam Lenane, currently NAHEFFA President, took an active role along with the National Association of Bond Lawyers (NABL) in the development of a comprehensive White Paper entitled "Voluntary Secondary Market Disclosure about Bank Loans." As members of the Authority have noticed, the past several years have seen a dramatic increase in the dollar volume of tax-exempt bonds directly purchased by banks as opposed to being publically offered (and publicly disclosed on the EMMA website of the Municipal Securities and Rulemaking Board (MSRB) in the capital markets. Regulatory bodies such as the MSRB have raised this as an area of concern. We hope that the combined NAHEFFA/NABL effort on this issue will result in greater transparency in the tax-exempt capital markets.

I look forward to continuing to work with you in support of jobs and growth throughout our great state.

Respectfully,

____
Christopher B. Meister
Executive Director

Attachments:

Attachment 1 - Monthly Bonds Activity Report; Schedule of Debt

Bonds Issued and Outstanding as of April 30, 2013

Bonds Issued Since Inception of Illinois Finance Authority

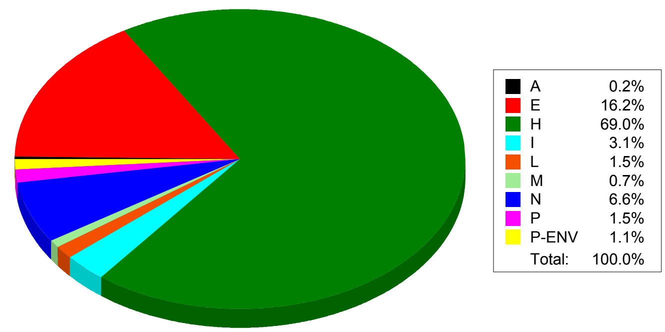
#	Market Sector	Principal Amount ($)
428	Agriculture **	70,667,137
92	Education	4,583,793,100
200	Healthcare *	19,845,361,776
87	Industrial ***	917,516,132
28	Local Government	435,180,000
17	Multifamily/Senior Housing	194,047,900
129	501(c)(3) Not-for Profits	1,929,714,791
11	Exempt Facilities Bonds ***	425,700,000
8	Environmental issued under 20 ILCS 3515/9	326,630,000
1,001		$ 28,728,610,836

* Includes CCRC's

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

*** Three Peoples Gas bonds moved from Industrial to Exempt Facilities Bonds

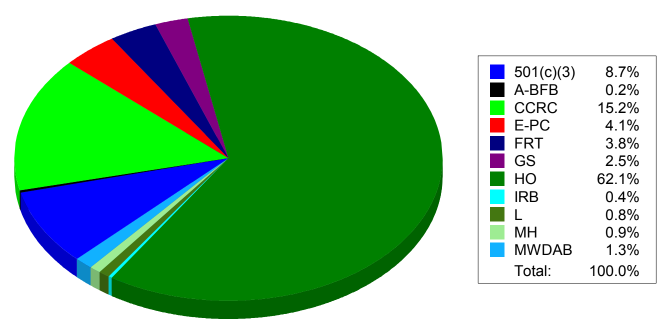
Bonds Issued Since Inception



Current Fiscal Year

#	Market Sector	Principal Issued
14	Agriculture - Beginner Farmer	3,752,555
6	Education	81,560,000
1	Gas Supply	50,000,000
9	Healthcare - Hospital	1,230,625,000
4	Healthcare - CCRC	302,075,068
2	Industrial Revenue	8,112,280
3	Midwest Disaster Area Bonds	25,700,000
1	Freight Transfer Facilities Bonds	75,000,000
9	501(c)(3) Not-for-Profit	171,844,750
1	MultiFamily/Senior Housing	18,630,000
2	Local Government	15,025,000
48		$ 1,982,324,653

Bonds Issued - Current Fiscal Year



Bonds Issued between July 01, 2012 and April 30, 2013

Bond Issue		Date Issued	Initial Interest Rate	Principal Issued	Bonds Refunded
A-BFB	Beginner Farmer Bonds, Series 2013A	07/01/2012	Various-See Below	2,557,005	0
501(c)(3)	Carmel Catholic High School, Series 2012	07/10/2012	DP-VRB 1.23%	17,000,000	8,500,000
MH	St. Anthony of Lansing, Series 2012	07/13/2012	6.50%	18,630,000	0
E-PC	Lake Forest College, Series 2012	07/24/2012	4.25% to 5.75%	15,960,000	0
IRB	Freedman Seating Company, Series 2012	09/06/2012	DP-VRB 1.60434%	6,045,000	1,085,000
HO	OSF Healthcare System, Series 2012A	09/26/2012	3.00% to 5.00%	179,845,000	151,408,939
HO	SwedishAmerican Hospital, Series 2012	09/27/2012	4.00% to 5.00%	41,445,000	0
FRT	CenterPoint Joliet Terminal Railroad, Series 2012	09/28/2012	DP-VRB 1.286625%	75,000,000	0
HO	Hospital Sisters Services, Inc., Series 2012A,C,F-I	10/01/2012	DP-VRB 0.8732%	407,835,000	254,980,000
HO	Rosecrance, Inc., Series 2012A&B	10/01/2012	DP-VRB 2.48%	17,360,000	8,200,000
E-PC	Rosalind Franklin University of Medicine & Science, Series 2012	10/02/2012	DP-VRB 1.232%	15,500,000	0
501(c)(3)	Sacred Heart Schools, Series 2012	10/11/2012	DP-VRB 0.91%	20,000,000	20,000,000
MWDAB	ROA Riverside Development, LLC, Series 2012	10/15/2012	DP-VRB 1.87%	10,000,000	0
E-PC	North Park University, Series 2012	10/17/2012	DP-VRB 2.10%	30,000,000	0
501(c)(3)	Art Institute of Chicago, Series 2012A	10/18/2012	3.00% to 5.00%	59,940,000	69,240,000
CCRC	Lutheran Home and Services, Series 2012	10/30/2012	3.00% to 5.75%	98,500,000	23,355,000
IRB	Jonchris, LLC, Series 2012	11/15/2012	DP-VRB 2.20%	2,067,280	2,067,280
HO	Centegra Health System, Series 2012	11/20/2012	4.00% to 5.00%	190,425,000	99,055,000
HO	Advocate Health Care Network, Series 2012	11/29/2012	4.00% to 5.00%	145,620,000	0
MWDAB	Cargill, Incorporated, Series 2012	11/29/2012	VRB 1.55%	11,300,000	0
501(c)(3)	Big Ten Conference, Inc., Series 2012	12/20/2012	DP 2.10%	13,000,000	0
MWDAB	Practice Velocity Holdings, LLC, Series 2012	12/28/2012	DP-VRB LIBOR	4,400,000	0
CCRC	Clare Oaks Project, Series 2012A-C	12/31/2012	7.00%	89,000,068	89,000,068
E-PC	Chicago School of Professional Psychology, Series 2013	01/02/2013	DP-VRB LIBOR	10,000,000	10,000,000
A-BFB		01/01/2013	various	1,195,550	0
HO	University of Chicago Medical Center, Series 2013A	01/24/2013	DP-VRB LIBOR	75,000,000	0
501(c)(3)	Helping Hand Center, Series 2013	02/01/2013	DP-VRB 3.95%	7,000,000	4,395,000
501(c)(3)	Chicago Academy of Sciences, Series 2013	01/28/2013	Variable	5,519,750	5,480,000
HO	Ingalls Health System, Series 2013	02/06/2013	Fixed at Schedule	61,860,000	40,320,000
E-PC	Catherine Cook School, Series 2013	02/16/2013	Fixed at Constant	4,000,000	5,820,000
HO	Northwestern Memorial Healthcare, Series 2013	02/27/2013	Fixed at Schedule	111,235,000	52,917,058
501(c)(3)	Steppenwolf Theatre Company, Series 2013	02/28/2013	Variable	17,000,000	6,100,000
501(c)(3)	American College of Chest Physicians, Series 2013	03/07/2013	Variable	18,000,000	0
CCRC	Franciscan Communities, Inc., Series 2013A&B	03/13/2013	Fixed at Schedule	111,540,000	0
501(c)(3)	Concordia Place Apartments, Series 2013A&B	03/21/2013	Variable	14,385,000	0
E-PC	Northern Illinois University Foundation, Series 2013	03/22/2013	Fixed at Schedule	6,100,000	0
L	City of Elgin, Series 2013C	04/01/2013	Fixed at Schedule	5,025,000	0
CCRC	Three Crowns Park, Series 2013	04/01/2013	Fixed at Schedule	3,035,000	0
L	Elgin Community College District No. 509, Series 2013B	04/16/2013	Fixed at Schedule	10,000,000	0
GS	Peoples Gas Light and Coke Co., Series 2013A	04/18/2013	Fixed at Schedule	50,000,000	50,000,000
			Total Bonds Issued as of April 30, 2013	**$ 1,982,324,653**	**$ 901,923,344**

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 July 01, 2012 and April 30, 2013

Borrower	Date Funded	Initial Interest Rate	Loan Proceeds	Acres	County
Justison, Patricia	07/25/2012	3.75%	209,000	38.00	Macon
Voumard, Scott & Angela	08/08/2012	3.75%	248,700	89.26	Madison
Barth, Brian C.	08/24/2012	3.75%	185,000	97.00	Bond
Dolder, Jonathan	10/02/2012	3.00%	446,650	122.00	LaSalle
Chandler, George	11/01/2012	3.40%	488,600	160.00	Henderson
Ellinger, Dustin & Dee	11/13/2012	3.75%	118,000	33.74	Montgomery
Wilson, Matthew D.	12/07/2012	3.25%	75,000	290.00	Jasper & Richland
Landheer, Arian A.	12/07/2012	3.25%	330,000	34.48	Whiteside
Ruppert, Jordan	12/28/2012	4.00%	456,055	157.00	Perry
Niemann, Caleb P.	03/15/2013	2.75%	240,000	40.00	Macoupin
Kabala, Keeley & Michael	03/15/2013	3.75%	346,800	57.50	Henry
Bergmann, Richard and Danielle	04/02/2013	2.50%	95,000	20.00	Clinton
Pool, Brian	04/05/2013	3.25%	240,000	40.00	Iroquois
Hopper, Cyrus	04/05/2013	3.50%	273,750	50.00	Moultrie
	Total Beginner Farmer Bonds Issued		**$ 3,752,555**	**1,228.98**	

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.

Agricultural Guarantees Funded between July 01, 2012 and April 30, 2013

Agri Industry Guarantee	Date Funded	Initial Interest Rate	Loan Proceeds	State Guarantee
Roanoke Milling Co.	09/27/2012	5.25%	796,906	677,370
	Total Agri Industry Guarantee		**$ 796,906**	**$ 677,370**

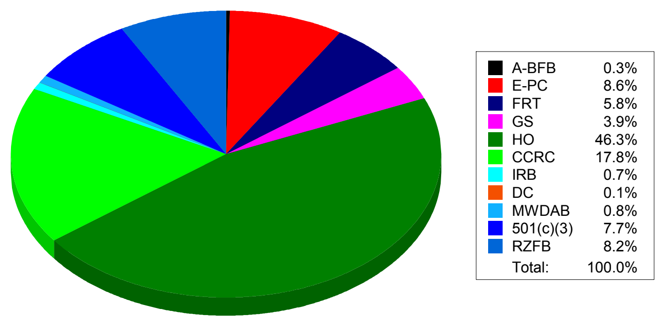
Specialized Livestock	Date Funded	Initial Interest Rate	Loan Proceeds	State Guarantee
Duncan, Brian & Kelly	10/01/2012	3.71%	423,000	359,550
J Double R, LLC	10/19/2012	3.75%	1,000,000	850,000
	Total Specialized Livestock		**$ 1,423,000**	**$ 1,209,550**
	Total Agriculture Guarantees during the Period		**$ 2,219,906**	**$ 1,886,920**

Bonds Issued - Fiscal Year Comparison
for the Period Ending April 30, 2013

Fiscal Year 2011

#	Market Sector	Principal Issued
40	Agriculture - Beginner Farmer	7,002,064
5	Education	221,290,000
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
1	Freight Transfer Facilities Bonds	150,000,000
85		$ 2,582,589,248

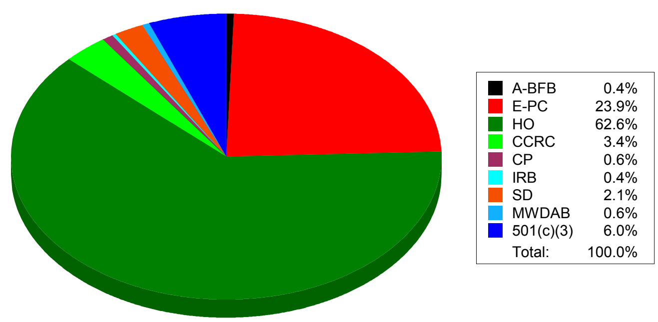
Bonds Issued in Fiscal Year 2011



Fiscal Year 2012

#	Market Sector	Principal Issued
41	Agriculture - Beginner Farmer	8,784,789
3	Education	474,685,000
14	Healthcare - Hospital	1,242,038,200
2	Healthcare - CCRC	66,765,000
1	Healthcare-Community Provider	12,700,000
2	Industrial Revenue	7,295,000
1	Local Government Schools	42,010,000
1	Midwest Disaster Area Bonds	11,066,000
13	501(c)(3) Not-for-Profit	118,256,846
78		$ 1,983,600,835

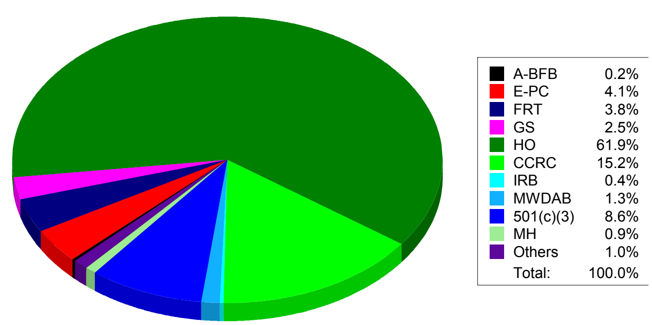
Bonds Issued in Fiscal Year 2012



Fiscal Year 2013

#	Market Sector	Principal Issued
14	Agriculture - Beginner Farmer	3,752,555
6	Education	81,560,000
1	Gas Supply	50,000,000
9	Healthcare - Hospital	1,230,625,000
4	Healthcare - CCRC	302,075,068
2	Industrial Revenue	8,112,280
3	Midwest Disaster Area Bonds	25,700,000
9	501(c)(3) Not-for-Profit	171,844,750
1	MultiFamily/Senior Housing	18,630,000
1	Freight Transfer Facilities Bonds	75,000,000
2	Local Government	15,025,000
48		$ 1,982,324,653

Bonds Issued in Fiscal Year 2013

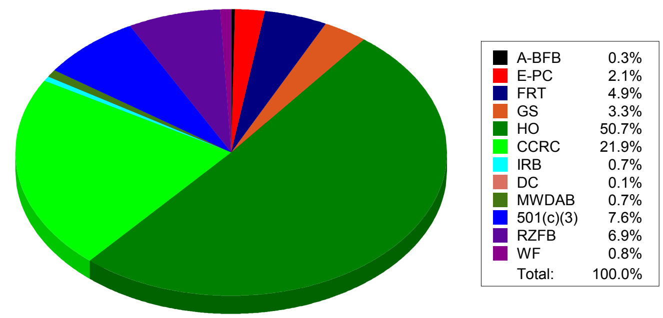


Bonds Issued - Calendar Year Comparison
as of April 30, 2013

Calendar Year 2011

#	Market Sector	Principal Issued
52	Agriculture - Beginner Farmer	7,853,465
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
80		$ 2,030,425,311

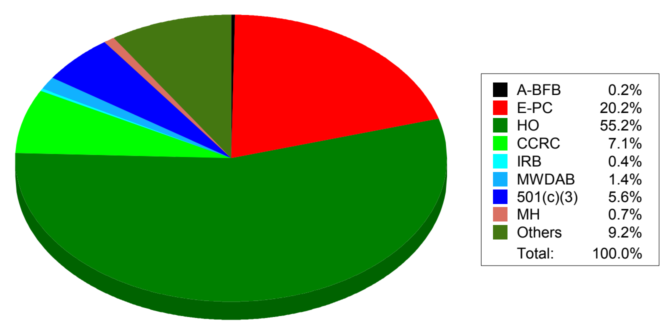
Bonds Issued in Calendar Year 2011



Calendar Year 2012

#	Market Sector	Principal Issued
40	Agriculture - Beginner Farmer	5,964,724
6	Education	536,145,000
13	Healthcare - Hospital	1,462,043,200
2	Healthcare - CCRC	187,500,068
3	Industrial Revenue	11,612,280
4	Midwest Disaster Area Bonds	36,766,000
10	501(c)(3) Not-for-Profit	147,180,000
1	MultiFamily/Senior Housing	18,630,000
		242,550,000
83		$ 2,648,391,272

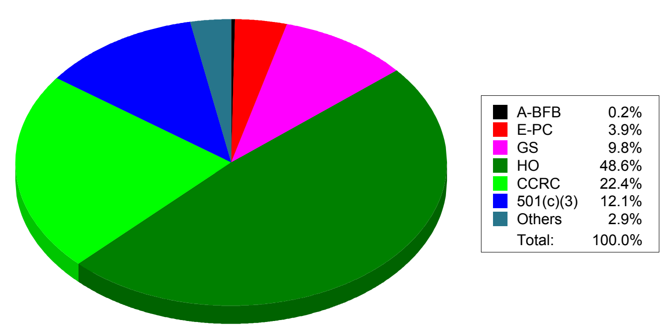
Bonds Issued in Calendar Year 2012



Calendar Year 2013

#	Market Sector	Principal Issued
5	Agriculture - Beginner Farmer	1,195,550
3	Education	20,100,000
1	Gas Supply	50,000,000
3	Healthcare - Hospital	248,095,000
2	Healthcare - CCRC	114,575,000
5	501(c)(3) Not-for-Profit	61,904,750
2	Local Government	15,025,000
17		$ 510,895,300

Bonds Issued in Calendar Year 2013



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 June 30, 2012	Principal Outstanding April 30, 2013	Program Limitations	Remaining Capacity
	Illinois Finance Authority "IFA" [b]				
362	Agriculture	$ 52,193,900	$ 55,946,500		
92	Education	4,096,631,500	4,102,367,300		
262	Healthcare	12,594,858,400	13,199,165,700		
69	Industrial Development [includes Recovery Zone/Midwest Disaster]	643,150,500	723,285,200		
19	Local Government	235,995,000	229,160,000		
18	Multifamily/Senior Housing	157,841,200	174,505,700		
98	501(c)(3) Not-for Profits	1,244,199,800	1,335,433,300		
8	Exempt Facilities Bonds	280,090,000	330,020,000		
928	**Total IFA Principal Outstanding**	**$ 19,304,960,300**	**$ 20,149,883,700**		
	Illinois Development Finance Authority "IDFA" [b]				
2	Education	13,666,400	12,911,400		
5	Healthcare	198,620,000	191,085,000		
45	Industrial Development	212,338,600	183,182,900		
18	Local Government	261,252,100	231,999,000		
10	Multifamily/Senior Housing	95,496,700	92,040,400		
74	501(c)(3) Not-for Profits	881,344,300	781,868,000		
2	Exempt Facilities Bonds	125,000,000	125,000,000		
156	**Total IDFA Principal Outstanding**	**$ 1,787,718,100**	**$ 1,618,086,700**		
	Illinois Rural Bond Bank "IRBB" [b]				
14	Bond Bank Revenue Bonds	16,825,000	13,365,000		
14	**Total IRBB Principal Outstanding**	**$ 16,825,000**	**$ 13,365,000**		
60	**Illinois Health Facilities Authority "IHFA"**	**$ 1,797,621,000**	**$ 1,448,713,000**		
43	**Illinois Educational Facilities Authority "IEFA"**	**$ 1,169,752,000**	**$ 1,034,721,000**		
401	**Illinois Farm Development Authority "IFDA" [f]**	**$ 27,398,700**	**$ 27,398,700**		
1,602	**Total Illinois Finance Authority Debt**	**$ 24,104,275,100**	**$ 24,292,168,100**	**$ 28,150,000,000**	**$ 3,857,831,900**

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

Section I (b)

		Principal Outstanding June 30, 2012	Principal Outstanding April 30, 2013	Program Limitations	Remaining Capacity
	General Purpose Moral Obligations				
	Illinois Finance Authority Act [20 ILCS 3501/801-40(w)]				
14	Issued through IRBB - Local Government Pools	16,825,000	$ 13,365,000		
7	Issued through IFA - Local Government Pools	25,305,000	23,875,000		
2	Issued through IFA - Illinois Medical District Commission	39,120,000	38,440,000		
23	**Total General Moral Obligations**	**$ 81,250,000**	**$ 75,680,000**	**$ 150,000,000**	**$ 74,320,000**
	Financially Distressed Cities Moral Obligations				
	Illinois Finance Authority Act [20 ILCS 3501/825-60]				
2	Issued through IFA	$ 3,240,000	$ 2,630,000		
1	Issued through IDFA	2,430,000	1,250,000		
3	**Total Financially Distressed Cities**	**$ 5,670,000**	**$ 3,880,000**	**$ 50,000,000**	**$ 46,120,000**
	State Component Unit Bonds [c]				
14	Issued through IRBB	$ 16,825,000	$ 13,365,000		
2	Issued through IDFA [i]	69,685,000	58,665,000		
10	Issued through IFA [i]	111,625,919	108,119,700		
26	**Total State Component Unit Bonds**	**$ 198,135,919**	**$ 180,149,700**		

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 June 30, 2012	Principal Outstanding April 30, 2013	Program Limitations	Remaining Capacity
5	**Midwest Disaster Bonds [Flood Relief]**	**$ 30,678,861**	**$ 66,961,000**	**$ 1,515,271,000**	**$ 1,448,310,000**

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, 2013	Available "Ceded" Volume Cap
-	**Recovery Zone Economic Development Bonds;**	**$ 666,972,000**	**$ 16,940,000**	**$ 12,900,000**	**$ 4,040,000**
8	**Recovery Zone Facilities Bonds**	**$ 1,000,457,000**	**$ 292,400,000**	**$ 215,260,000**	**$ 77,140,000**
-	**Qualified Energy Conservation Bonds**	**$ 133,846,000**	**$ -**	**$ 44,370,000**	**$ -**

ILLINOIS FINANCE AUTHORITY

Schedule of Debt [a]

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

Section II	Principal Outstanding June 30, 2012	Principal Outstanding April 30, 2013	Program Limitations	Remaining Capacity
Illinois Power Agency	$ -	$ -	$ 4,000,000,000	$ 4,000,000,000

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 June 30, 2012	Principal Outstanding April 30, 2013	Program Limitations	Remaining Capacity
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 June 30, 2012	Principal Outstanding April 30, 2013	Program Limitations	Remaining Capacity	State Exposure
Agri Debt Guarantees [Restructuring Existing Debt]						
80	**Fund # 994 - Fund Balance $ 10,063,834**	**$ 14,991,100**	**$ 12,768,100**	**$ 160,000,000**	**$ 147,231,900**	**$ 10,841,200**
AG Loan Guarantee Program						
33	**Fund # 205 - Fund Balance $ 7,772,191**	**$ 15,186,800**	**$ 13,242,900**	**$ 225,000,000** [e]	**$ 211,757,100**	**$ 11,256,400**
8	Agri Industry Loan Guarantee Program	$ 8,207,725	$ 7,264,100			6,174,400
2	Farm Purchase Guarantee Program	956,064	949,100			806,700
14	Specialized Livestock Guarantee Program	3,812,465	3,444,100			2,927,500
9	Young Farmer Loan Guarantee Program	2,210,585	1,585,600			1,347,800
113	**Total State Guarantees**	**$ 30,177,900**	**$ 26,011,000**	**$ 385,000,000**	**$ 358,989,000**	**$ 22,097,600**

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

Section V			Principal Outstanding June 30, 2012	Principal Outstanding April 30, 2013	Appropriation Fiscal Year 2013	Fund Balance
133	Fire Truck Revolving Loan Program	**Fund # 572**	**$ 16,140,930**	**$ 18,532,024**	**$ 6,003,342**	**$ 2,442,146**
10	Ambulance Revolving Loan Program	**Fund # 334**	**$ 671,227**	**$ 510,240**	**$ 7,006,800**	**$ 3,659,575**

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 June 30, 2012	Principal Outstanding April 30, 2013	Program Limitations	Remaining Capacity
Environmental [Large Business]					
6	Issued through IFA	122,988,800	67,300,000		
16	Issued through IDFA	346,870,000	289,745,000		
22	**Total Environmental [Large Business]**	**$ 469,858,800**	**$ 357,045,000**	**$ 2,425,000,000**	**$ 2,067,955,000**
Environmental [Small Business]		-	$ -	**$ 75,000,000**	**$ 75,000,000**
22	**Total Environment Bonds Issued under Act**	**$ 469,858,800**	**$ 357,045,000**	**$ 2,500,000,000**	**$ 2,142,955,000**

Illinois Finance Authority Funds at Risk

Section VII #		Original Amount	Principal Outstanding June 30, 2012	Principal Outstanding April 30, 2013
	Participation Loans			
23	Business & Industry	23,020,157.95	5,105,506.90	3,424,837.57
7	Agriculture	6,079,859.01	1,759,093.06	1,390,648.07
30	**Participation Loans exluding Defaults & Allowances**	**$ 29,100,016.96**	**$ 6,864,599.96**	**$ 4,815,485.64**
	Plus: Legacy IDFA Loans in Default		**910,631.89**	**858,458.36**
	Less: Allowance for Doubtful Accounts		**1,377,989.75**	**1,071,611.36**
	Total Participation Loans		**$ 6,397,242.10**	**$ 4,602,332.64**
4	**Local Government Direct Loans**	**$ 1,289,750.00**	**$ 218,423.96**	**198,820.52**
3	**FmHA Loans**	**$ 963,250.00**	**$ 265,068.23**	**246,824.78**
2	**Renewable Energy [RED Fund]**	**$ 2,000,000.00**	**$ 1,579,752.12**	**1,504,287.83**
39	**Total Loans Outstanding**	**$ 34,353,016.96**	**$ 8,460,494.41**	**$ 6,552,265.77**

[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] Includes EPA Clean Water Revolving Fund

COMMITTEE MINUTES

ILLINOIS FINANCE AUTHORITY
COMMITTEE OF THE WHOLE
REGULAR MEETING
TUESDAY, APRIL 9, 2013
9:35 A.M.

I. Call to Order & Roll Call

At the regular meeting of the Committee of the Whole of the Illinois Finance Authority (the "Committee" or "COW"), begun and held at Two Prudential Plaza, 180 North Stetson Avenue, Suite 2555, Chicago, Illinois 60601, on the second Tuesday of April in the year 2013, pursuant to the provisions of Section 801-25 and Section 801-30 of the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq. of the State of Illinois (the "Act"), William A. Brandt, Jr., Chairman of the Committee, called the Committee to order and presided over deliberations.

By direction of the Chairman, a roll call was taken to ascertain the attendance of Members, as follows: 8 Present.

On the question of a quorum of Members physically present at the location of this open meeting, the Assistant Secretary of the Board of Directors declared that a quorum had been constituted.

ILLINOIS FINANCE AUTHORITY
COMMITTEE OF THE WHOLE
COMMITTEE ROLL CALL
QUORUM ROLL CALL FOR ATTENDANCE

April 9, 2013

0 YEAS 0 NAYS 8 PRESENT

E	Barclay	P	Knox	E	Poole
P	Bronner	E	Leonard	E	Tessler
P	Fuentes	P	O'Brien	P	Zeller
P	Goetz	P	Parish	P	Mr. Chairman
E	Gold	E	Pedersen		

E – Denotes Excused Absence

II. Chairman's Remarks

Chairman Brandt discussed that the Dream Act, which allows undocumented students to attend college at the same tuition rate as documented students, does not currently allow undocumented students to attend medical school and utilize federal student aid programs. Seven medical schools and three dental schools have been identified as being interested in an Illinois Finance Authority ("IFA" or "Authority") program that assist these undocumented students in securing loans at affordable interest rates to attend one of the respective medical or dental schools. A meeting is tentatively scheduled for April 22, 2013 to discuss the issues.

Furthermore, Chairman Brandt expressed his belief that IFA has the statutory authority at the state level to set-up program of this nature. Chairman Brandt added that this program would be temporary and therefore would have a sunset date built into it – with the expectation that federal immigration reform will come to fruition within the next few years.

Next, Chairman Brandt reported that the Audit Committee met earlier in the morning. Public Act 97-0971 was discussed, which establishes the Metro East Police District Commission (the "Commission") and creates a new oversight function for the Illinois Finance Authority. The Act was effective January 1, 2013 and requires IFA to create the Metro East Police District Fund into which all monies received by the Commission will be deposited. The Act further requires that the two entities enter into an intergovernmental agreement to use the monies deposited into the Fund solely for the purposes set forth in the Act. The Commission will derive its fees, according to the legislation, by participating counties adopting a mandatory fine of $100 to be paid by a defendant upon a judgment of guilty or a grant of supervision for any felony or violation of Section 11-501 of the Illinois Vehicle Code. Chairman Brandt expressed his desire to see IFA charge a fee for performing this oversight function and noted that the legislation does not currently address the issue of oversight fees. As the Authority is an independent, non-appropriated State agency, this would set a good precedent for similar Illinois General Assembly future endeavors of this nature.

III. Message from the Executive Director

Executive Director Meister informed Members of the Committee that this month he is pleased to present a robust agenda for consideration by the Members of the Authority. While this month's agenda only consists of traditional offerings such as higher education and healthcare projects, the total par volume to be approved is just under $1 billion ($956,500,000), nevertheless.

Next, Executive Director Meister thanked Member Bronner for her admirable work as Chairwoman of the Audit Committee. Unlike other State departments and agencies, IFA's compliance and financial audits are conducted on an annual basis. Therefore, it was important to promptly have an Audit Committee meeting to discuss the recent findings before the next audit begins in the coming weeks.

Executive Director Meister noted that the aforementioned Metro East Police District Fund was created by the 97th Illinois General Assembly and signed into law by Governor Pat Quinn on August 16, 2012. It is an initiative of St. Clair County State's Attorney Brendan Kelly, who is now a member of the Commission, and the United States Attorney's Office for the Southern District of Illinois. According to Executive Director Meister, the communities within the Metro East region face a twofold problem: first, they've had a comparatively large number of sworn officers indicted or convicted of corruption; and second, they've had a comparatively large number of criminal cases dismissed due to poor training of law enforcement or missing records.

Executive Director Meister clarified for the Members of the Committee that funding for the Metro East Police District Fund will consist of (i) federal grants, (ii) fines of $100 to be paid by each defendant upon a judgment of guilty or a grant of supervision for any felony or violation of Section 11-501 of the Illinois Vehicle Code in St. Clair County and (iii) approximately $60,000 already accumulated from the aforementioned fines.

Chairman Brandt, Member Bronner and Executive Director Meister engaged in a conversation regarding the grants and fines.

Member O'Brien inquired as to the approval process for disbursing payments from the IFA's newly created Metro East Police District Fund. Ms. O'Brien stated that discussions are currently underway in connection with the Intergovernmental Agreement to be drafted and executed by and between the Authority and the Commission. One proposal includes the Commission certifying as to the use of proceeds before disbursements are made; this would eliminate any need for due diligence by the Authority.

Chairman Brandt, Vice Chairman Goetz and Member Knox engaged in a conversation as to the applicable uses of Metro East Police District Fund proceeds.

Executive Director Meister named the members of the Commission, which have been appointed by the Governor.

Next, Executive Director Meister mentioned that SB 1556 of the 97th Illinois General Assembly (the "Management Act") was signed into law by Governor Pat Quinn on April 5, 2013. It specifically exempts the Office of the Governor, the Governor's Office of Management and Budget, the Illinois Finance Authority, the Office of the Lieutenant Governor and the State Board of Elections from the definition of "public employers". Thus, employees in these agencies now have no bargaining rights, as by definition they are no longer employed by public employers covered by the Illinois Public Labor Relations Act ("IPLRA").

Finally, Chairman Brandt noted that the Office of the Illinois Auditor General continues to issue audit findings against the Authority for failing to monitor bond covenants amongst its various outstanding bond issues. However, Chairman Brandt noted that the Authority assigns these rights to trustees or banks – depending on the structure of the deal – which are selected by borrower's preference. That is, the Authority does not select (or have a pre-approved list for) its borrower's respective trustees or lending institutions. Therefore, Chairman Brandt explained the Authority should consider penalizing bond trustees who fail to notify the Authority of bond covenant defaults for outstanding bond issues. As is, trustees are required to submit Form C-08's for documenting and recording payments of interest and/or principal for outstanding bond issues. However, the Authority has no recourse for those participating parties that do not submit the Form C-08 as already required by State law.

Chairman Brandt explained that the costs associated with tracking down Form C-08's is exhorbitant. Ms. Lenane explained that while the Authority has minimum asset portfolio requirements for trust institutions participating on Authority transactions, the Authority could conceivable have a pre-approved list of trustees for borrowers to engage.

Executive Director Meister engaged Members of the Committee in a discussion concerning both the difficulties of new Illinois procurement laws and also the history of tracking State component part conduit debt which affects the balance sheets of the Authority and of the State of Illinois.

Ms. Lenane explained that the municipal bond trust industry is contracting and staff levels are very low. The Chicago Corporate Trust office of the Bank of New York Mellon Corporation is a prime example, she explained.

Chairman Brandt explained his belief that this would be an excellent opportunity for minority participation in the municipal bond industry. Member Knox and Ms. Shea engaged in a conversation of industry regulations and corporate trust profit margins.

IV. Consideration of the Minutes

Chairman Brandt asked if the Members wished to direct the Assistant Secretary of the Board to correct any errors in the Minutes of the regular meeting of the Committee held on March 12, 2013 or any errors in the Minutes of the regular meeting of the Board held on March 12, 2013.

Vice Chairman Goetz moved the adoption of the Minutes of the regular meeting of the Committee held on March 12, 2013.

Member Zeller seconded the motion.

The motion prevailed and the Minutes were adopted.

V. Presentation and Consideration of the Financial Statements

Revenue

Mr. Bailey explained that Total Revenue for March 2013 was slightly over budget. General fund revenues were $316,198 against a monthly budget of $312,436 for a 1% positive variance. For March, there were eight closings on bond issuances totaling $151 million – four in the 501(c)(3) sector, two in the healthcare sector, and two in agriculture sector generating closing fees of $226,419. Year to Date Total Revenues were $4,008,624 or 3.4% above the budget of $3,876,215.

Comparing Actual Total Revenues for March 2013 with March 2012 reflected a favorable variance of $23,860 with revenues at 8.2% above the 2012 levels. This was primarily due to a 137% increase in administration/closing fees.

On the consolidated statements, which incorporate data from other IFA funds, revenues totaled $548,423 and exceeded the budget for the month of March by 6%. This was due to a $47,320 increase in investment interest income for the month. Year to Date Revenues of $6,174,747 were higher than budget by $439,130 or 7.7%.

Expenses

Total Expenses for March 2013 were $315,198 or 4.5% higher than the budgeted level of $301,509 for the general fund. This increase was primarily due to employee related expenses. Year to Date Total Expenses through March were $2,826,815 or 3.2% above the FY13 budget of $2,738,794. Comparing

Actual Total Expenses for March 2013 to March 2012, the Authority expenses were lower in 2013 by $55,669 or 15% due to decreases in consulting, legal, and administrative fees.

On the consolidated statements, expenses for the month were $483,806 and exceeded the budget by 2.8%. This increase was primarily due to employee related expenses. Year to Date Expenses were 1.9% higher than budget.

Net Income

March 2013 ended with a Net Income of $1,000 in the general fund, $9,927 lower than the budget of $10,927. This was primarily due to an increase in employee related expenses. Conversely, the Year to Date Net Income was $1,568,583 or 38% above the FY13 budget of $1,137,421. This increase in FY13 annual income was due to increases in admin/closing fees, as well as the recovery of bad debt, the transfers received from Venture Capital and the close out of Title IX program in previous months.

On the consolidated statements, Net Income for the month was $64,617 or 38.7% higher than the budgeted level of $46,573. Year to date Net Income was $2,672,056 or 81.3% higher than budget.

Balance Sheet

The Authority's general fund balance sheet remains strong. At March 31, 2013 Total Assets were $50.8 million as compared with $46.2 million in assets one year ago. Cash and investments increased $7 million from 2012 to 2013 while loan receivables decreased by $2.5 million.

The consolidated balance sheet as of March 31, 2013 reflects a 5% increase in Total Assets over 2012.

Chairman Brandt explained that while the Authority is performing capably, bond volume is generally down in comparison to six or seven years ago.

Member Fuentes, Chairman Brandt and Members of the Committee engaged in a conversation concerning Illinois Freedom of Information Act laws and electronic devices of respective Members. Executive Director Meister explained that the Authority recognizes that its Members serve on a voluntary basis and therefore it is incumbent upon the Authority to provide dedicated hardware and software to access Member materials. Chairman Brandt also noted that it would be incumbent upon the Members to not use the dedicated hardware and software for personal use.

VI. Committee Reports

Healthcare Committee

Ms. Lenane reported that that the Healthcare Committee reviewed two projects, each for a Preliminary Bond Resolution. The Healthcare Committee recommended approval of both projects.

Ms. Lenane stated that she is confident Rehabilitation Institute of Chicago is committed to engaging minority and/or women-owned co-managers on the transaction.

Next, Executive Director Meister informed Members of the Committee that while the Agriculture Committee did not meet this month, there are Agri-Debt Guarantee projects that are anticipated for next month's agenda.

VII. Project Reports and Resolutions

Mr. Frampton presented each of the following projects:

Educational, Cultural and Non-Healthcare Projects

Item 1: Agenda Item 1 is a request for 501(c)(3) Revenue Bond financing.

DePaul University is requesting approval of a Final Bond Resolution in an amount not-to-exceed Forty-Two Million Dollars ($42,000,000).

The proposed financing will enable **DePaul University** (the "**University**" or the "**Borrower**") to issue one or more series of Revenue Bonds to refund, advance refund, or provide for payment of all or a portion of the outstanding Illinois Finance Authority Revenue Bonds (DePaul University, Series 2004C), the proceeds of which were used to finance certain educational facilities of the University (the "**Financing Purposes**").

Item 2: Agenda Item 2 is a request for 501(c)(3) Revenue Bond financing.

The University of Chicago is requesting approval of a Final Bond Resolution in an amount not-to-exceed Four Hundred Million Dollars ($400,000,000).

Bond proceeds will be combined with other funds to finance all or a portion of the costs of various educational facilities and used by **The University of Chicago** (the "**University**" or the "**Borrower**") to (i) finance, refinance or be reimbursed for all or a portion of the costs of the planning, design, acquisition, construction, renovation, improvement, expansion and equipping of certain of its facilities constituting "educational facilities," as defined in the Illinois Finance Authority Act (the "**Project**"), including capitalized interest and working capital expenditures related to the Project, if deemed desirable by the University, (ii) currently refund, advance refund or provide for the payment of all or a portion (if any) of (a) the Illinois Educational Facilities Authority Revenue Bonds, The University of Chicago, Series 2001A, issued in the original aggregate principal amount of $75,000,000 and currently outstanding in the aggregate principal amount of $2,860,000 (the "**Series 2001A Bonds**"), (b) the Illinois Finance Authority Revenue Bonds, The University of Chicago, Series 2004A, issued in the original aggregate principal amount of $100,000,000 and currently outstanding in the aggregate principal amount of $13,625,000 (the "**Series 2004A Bonds**"), (c) the Illinois Finance Authority Revenue Bonds, The University of Chicago, Series 2007, issued in the original aggregate principal amount of $244,030,000 and outstanding in the aggregate principal amount of $239,500,000 (the "**Series 2007 Bonds**"), and (d) the Illinois Finance Authority Revenue Bonds, The University of Chicago, Series 2008B, issued and currently outstanding in the original aggregate principal amount of $500,000,000 (the "**Series 2008B Bonds**" and, collectively with the Series 2001A Bonds, the Series 2004A Bonds and the Series 2007 Bonds, the "**Prior Bonds**"), the proceeds of which were loaned to the University and used to finance, refinance or be reimbursed for all or a portion of the costs of the planning, design, acquisition, construction, renovation, improvement, expansion and equipping of certain of the University's facilities constituting "educational facilities," as defined in the Act (collectively with the Project, the "**Financed Properties**"), (ii) fund one or more debt service reserve funds for the Bonds (as hereinafter defined) if deemed desirable by the University and (iv) pay certain costs relating to the issuance of the Bonds and the current refunding, advance refunding or provision for the payment of all or a portion (if any) of the Prior Bonds, all as permitted under the Act (collectively referred to as the "**Financing Purposes**").

Member Parish requested that the reports for Items 1 and 2 be corrected to properly spell her name in connection with her absence from the March 12, 2013 meeting of the Board of Directors.

Item 3: Agenda Item 3 is a request for 501(c)(3) Revenue Bond financing.

Concordia University is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Twenty-Nine Million Five Hundred Thousand Dollars ($29,500,000).

Bond proceeds will be used for the purposes of (and including but not limited to) providing **Concordia University** (the "**University**" or the "**Borrower**") with all or a portion of the funds necessary to (i) refund a portion of the outstanding Illinois Finance Authority Adjustable Rate Demand Revenue Bonds, Concordia University, Series 2009, (ii) fund a debt service reserve fund if deemed necessary or desirable by the Borrower and (iii) pay certain costs relating to the issuance of the Bonds if deemed necessary or desirable by the Borrower, all as permitted under the Act (collectively, the "**Financing Purposes**").

Ms. Lenane presented the following projects:

Healthcare Projects

Item 4: Agenda Item 4 is a request for 501(c)(3) Revenue Bond financing.

Riverside Health System is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Thirty-Five Million Dollars ($35,000,000).

The proceeds will be used by **Riverside Health System** ("**Riverside**", **"RHS"** or the "**Borrower**") to (i) pay or reimburse, or refinance certain indebtedness the proceeds of which were used to pay or reimburse, the costs of acquiring, constructing, renovating, remodeling and equipping certain of the Borrowers' health care facilities (the "**Project**"), (ii) advance refund all or a portion of the outstanding principal amount of the Illinois Finance Authority Revenue Bonds, Series 2009 (Riverside Health System), (iii) provide for funded interest during construction of the Project, (iv) fund a debt service reserve fund, if deemed necessary or advisable by the Authority or the Borrowers and (v) pay certain expenses incurred in connection with the issuance of the Bonds.

Item 5: Agenda Item 5 is a request for 501(c)(3) Revenue Bond financing.

Rehabilitation Institute of Chicago is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Four Hundred Fifty Million Dollars ($450,000,000).

The proceeds will be used by **Rehabilitation Institute of Chicago** ("**RIC**" or the "**Borrower**") to (i) pay or reimburse, or refinance certain indebtedness the proceeds of which were used to pay or reimburse, the costs of acquiring, constructing, renovating, remodeling and equipping certain of the Borrower's health care facilities, including but not limited to the construction and equipping of a 27-floor building which will house a 242-bed replacement rehabilitation hospital occupying 17 floors, a seven-floor parking garage, and three floors of medical office space (the "**Project**"), (ii) refinance all or a portion the **Illinois Educational Facilities Authority** Commercial Paper Revenue Notes (**Pooled Financing Program**), (iii) refund all or a portion of the **Illinois Finance Authority** Variable Rate Demand Revenue Bonds (**Series 2009A, 2009B** and **2009C**), (iv) fund a debt service reserve fund, if deemed necessary or advisable by the Authority or the Borrower, (v) fund working capital, if deemed necessary or advisable by the Authority or the Borrower, (vi) pay a portion of the interest accruing on the Bonds, if deemed necessary or advisable by Borrower, and (vii) pay certain expenses incurred in connection with the issuance of the Bonds, the refinancing of the Commercial Paper and the refunding of the Series 2009 Bonds.

VIII. Other Business

None.

IX. Public Comment

None.

X. Adjournment

At the time of 10:25 a.m., Member Bronner moved that the Committee do now adjourn until May 14, 2013, at 9:30 a.m.

Member O'Brien seconded the motion.

The motion prevailed.

And the Committee stood adjourned.

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

BOARD MINUTES

ILLINOIS FINANCE AUTHORITY
BOARD OF DIRECTORS
REGULAR MEETING
TUESDAY, APRIL 9, 2013
10:36 A.M.

I. Call to Order & Roll Call

At the regular meeting of the Board of Directors of the Illinois Finance Authority (the "Board"), begun and held at One Prudential Plaza, 130 East Randolph Avenue, Suite 750, Chicago, Illinois 60601, on the second Tuesday of April in the year 2013, pursuant to the provisions of Section 801-25 and Section 801-30 of the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq. of the State of Illinois (the "Act"), William A. Brandt, Jr., Chairman of the Board, called the Board to order and presided over deliberations.

By direction of the Chairman, a roll call was taken to ascertain the attendance of Members, as follows: 8 Present.

On the question of a quorum of Members physically present at the location of this open meeting, the Assistant Secretary of the Board declared that a quorum had been constituted.

ILLINOIS FINANCE AUTHORITY
BOARD OF DIRECTORS
BOARD ROLL CALL
QUORUM ROLL CALL FOR ATTENDANCE

April 9, 2013

0 YEAS		0 NAYS		8 PRESENT	
E	Barclay	P	Knox	E	Poole
P	Bronner	E	Leonard	E	Tessler
P	Fuentes	P	O'Brien	P	Zeller
P	Goetz	P	Parish	P	Mr. Chairman
E	Gold	E	Pedersen		

E – Denotes Excused Absence

II. Chairman's Remarks

Chairman Brandt welcomed Members of the Board, Authority staff and all guests present. He encouraged everyone to vote in the April 9, 2013 Consolidated Election for local election officials.

Chairman Brandt, Chairman, from the Committee of the Whole to which all items of this meeting's agenda were referred, action taken earlier on April 9, 2013, reported the same back and that all items were thoroughly reviewed.

III. Adoption of the Minutes

Minutes of the regular meeting of the Board held on March 12, 2013 and the Financial Statements for the Month Ended March 31, 2013 were taken up for consideration.

Vice Chairman Goetz moved for the adoption of the Minutes and the Financial Statements.

Member O'Brien seconded the motion.

And on that motion, a vote was taken resulting as follows: 8 Yeas; 0 Nays; 0 Answering Present.

IV. Acceptance of the Financial Statements

See Agenda Item III.

V. Approval of Project Reports and Resolutions

Chairman Brandt directed Mr. Frampton to present the projects to the Board.

Educational, Cultural and Non-Healthcare Projects

Item 1: Agenda Item 1 is a request for 501(c)(3) Revenue Bond financing.

DePaul University is requesting approval of a Final Bond Resolution in an amount not-to-exceed Forty-Two Million Dollars ($42,000,000).

The proposed financing will enable **DePaul University** (the "**University**" or the "**Borrower**") to issue one or more series of Revenue Bonds to refund, advance refund, or provide for payment of all or a portion of the outstanding Illinois Finance Authority Revenue Bonds (DePaul University, Series 2004C), the proceeds of which were used to finance certain educational facilities of the University (the "**Financing Purposes**").

By direction of the Chairman, a vote was taken for the adoption of the following project: Item 1.

And on that direction, a vote was taken resulting as follows: 8 Yeas; 0 Nays; 0 Answering Present.

This project, having received the votes of a quorum of the Members of the Board, was declared passed.

Item 2: Agenda Item 2 is a request for 501(c)(3) Revenue Bond financing.

The University of Chicago is requesting approval of a Final Bond Resolution in an amount not-to-exceed Four Hundred Million Dollars ($400,000,000).

Bond proceeds will be combined with other funds to finance all or a portion of the costs of various educational facilities and used by **The University of Chicago** (the "**University**" or the "**Borrower**") to (i) finance, refinance or be reimbursed for all or a portion of the costs of the planning, design, acquisition, construction, renovation, improvement, expansion and equipping of certain of its facilities constituting "educational facilities," as defined in the Illinois Finance Authority Act (the "**Project**"), including capitalized interest and working capital expenditures related to the Project, if deemed desirable by the University, (ii) currently refund, advance refund or provide for the payment of all or a portion (if any) of (a) the Illinois Educational Facilities Authority Revenue Bonds, The University of Chicago, Series 2001A, issued in the original aggregate principal amount of $75,000,000 and currently outstanding in the aggregate principal amount of $2,860,000 (the "**Series 2001A Bonds**"), (b) the Illinois Finance Authority Revenue Bonds, The University of Chicago, Series 2004A, issued in the original aggregate principal amount of $100,000,000 and currently outstanding in the aggregate principal amount of $13,625,000 (the "**Series 2004A Bonds**"), (c) the Illinois Finance Authority Revenue Bonds, The University of Chicago, Series 2007, issued in the original aggregate principal amount of $244,030,000 and outstanding in the aggregate principal amount of $239,500,000 (the "**Series 2007 Bonds**"), and (d) the Illinois Finance Authority Revenue Bonds, The University of Chicago, Series 2008B, issued and currently outstanding in the original aggregate principal amount of $500,000,000 (the "**Series 2008B Bonds**" and, collectively with the Series 2001A Bonds, the Series 2004A Bonds and the Series 2007 Bonds, the "**Prior Bonds**"), the proceeds of which were loaned to the University and used to finance, refinance or be reimbursed for all or a portion of the costs of the planning, design, acquisition, construction, renovation, improvement, expansion and equipping of certain of the University's facilities constituting "educational facilities," as defined in the Act (collectively with the Project, the "**Financed Properties**"), (ii) fund one or more debt service reserve funds for the Bonds (as hereinafter defined) if deemed desirable by the University and (iv) pay certain costs relating to the issuance of the Bonds and the current refunding, advance refunding or provision for the payment of all or a portion (if any) of the Prior Bonds, all as permitted under the Act (collectively referred to as the "**Financing Purposes**").

Item 3: Agenda Item 3 is a request for 501(c)(3) Revenue Bond financing.

Concordia University is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Twenty-Nine Million Five Hundred Thousand Dollars ($29,500,000).

Bond proceeds will be used for the purposes of (and including but not limited to) providing **Concordia University** (the "**University**" or the "**Borrower**") with all or a portion of the funds necessary to (i) refund a portion of the outstanding Illinois Finance Authority Adjustable Rate Demand Revenue Bonds, Concordia University, Series 2009, (ii) fund a debt service reserve fund if deemed necessary or desirable by the Borrower and (iii) pay certain costs relating to the issuance of the Bonds if deemed necessary or desirable by the Borrower, all as permitted under the Act (collectively, the "**Financing Purposes**").

Chairman Brandt requested leave of the Board to use the last unanimous vote for the adoption of the following projects: Items 2 and 3.

Leave was granted.

These projects, having received the votes of a quorum of the Members of the Board, were declared passed.

Healthcare Projects

Item 4: Agenda Item 4 is a request for 501(c)(3) Revenue Bond financing.

Riverside Health System is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Thirty-Five Million Dollars ($35,000,000).

The proceeds will be used by **Riverside Health System** ("**Riverside**", **"RHS"** or the "**Borrower**") to (i) pay or reimburse, or refinance certain indebtedness the proceeds of which were used to pay or reimburse, the costs of acquiring, constructing, renovating, remodeling and equipping certain of the Borrowers' health care facilities (the "**Project**"), (ii) advance refund all or a portion of the outstanding principal amount of the Illinois Finance Authority Revenue Bonds, Series 2009 (Riverside Health System), (iii) provide for funded interest during construction of the Project, (iv) fund a debt service reserve fund, if deemed necessary or advisable by the Authority or the Borrowers and (v) pay certain expenses incurred in connection with the issuance of the Bonds.

Chairman Brandt announced that Mr. Bill Douglas, Chief Financial Officer, was present and ready to speak on behalf of the project.

Mr. Douglas thanked the Members of the Board for their consideration of the financing.

Chairman Brandt recognized and thanked Mr. Douglas.

Item 5: Agenda Item 5 is a request for 501(c)(3) Revenue Bond financing.

Rehabilitation Institute of Chicago is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Four Hundred Fifty Million Dollars ($450,000,000).

The proceeds will be used by **Rehabilitation Institute of Chicago** ("**RIC**" or the "**Borrower**") to (i) pay or reimburse, or refinance certain indebtedness the proceeds of which were used to pay or reimburse, the costs of acquiring, constructing, renovating, remodeling and equipping certain of the Borrower's health care facilities, including but not limited to the construction and equipping of a 27-floor building which will house a 242-bed replacement rehabilitation hospital occupying 17 floors, a seven-floor parking garage, and three floors of medical office space (the "**Project**"), (ii) refinance all or a portion the **Illinois Educational Facilities Authority** Commercial Paper Revenue Notes (**Pooled Financing Program**), (iii) refund all or a portion of the **Illinois Finance Authority** Variable Rate Demand Revenue Bonds (**Series 2009A, 2009B** and **2009C**),

(iv) fund a debt service reserve fund, if deemed necessary or advisable by the Authority or the Borrower, (v) fund working capital, if deemed necessary or advisable by the Authority or the Borrower, (vi) pay a portion of the interest accruing on the Bonds, if deemed necessary or advisable by Borrower, and (vii) pay certain expenses incurred in connection with the issuance of the Bonds, the refinancing of the Commercial Paper and the refunding of the Series 2009 Bonds.

Chairman Brandt announced that Mr. Ed Case, Executive Vice President and Chief Financial Officer, was present and ready to speak on behalf of the project.

Mr. Case thanked the Members of the Board for their consideration of the financing.

Chairman Brandt recognized and thanked Mr. Douglas.

Chairman Brandt requested leave of the Board to use the last unanimous vote for the adoption of the following projects: Items 4 and 5.

Leave was granted.

These projects, having received the votes of a quorum of the Members of the Board, were declared passed.

VI. Other Business

None.

VII. Public Comment

None.

VIII. Adjournment

At the time of 10:50 a.m., Member Knox moved that the Board do now adjourn until May 14, 2013, at 10:30 a.m.

Member Bronner seconded the motion.

The motion prevailed.

And the Board stood adjourned.

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

Illinois Finance Authority
Financial Analysis
As of April 30, 2013

1. Revenue

Total Revenue for April 2013 was 14.8% higher than budgeted due to increases in closing fees. General fund revenues were $303,758 against a monthly budget of $264,671. For April, there were seven closings on bond issuances totaling $68.7 million – three beginning farmer bonds, two in the local government sector, one industrial, and one in healthcare generating closing fees totaling $231,644. Year to Date Total Revenues were $4,312,381 or 4.1% above the budget of $4,140,886. See Page 1, Financial Statements.

Actual Total Revenues of $303,758 for April 2013 were not fully comparable with April 2012 due to an $813,132 bad debt recovery received in April 2012. This bad debt recovery, coupled with other miscellaneous revenues from 2012, caused Year to Date Total Revenues for April 2013 to be $995,547 less than April 2012 levels. However, Year to Date closing fees through April 2013 were $1.1 million higher than the fees collected through April 2012. See page 3, Financial Statements.

On the consolidated statements, which incorporate data from 16 additional IFA funds, revenues totaled $348,282 and exceeded the budget for the month of April by 17.9%. This was due to increases in both investment interest income and closing fees for the month. Year to date revenues of $4,962.422 were higher than budget by $498,235 or 11.2%. See page 6, Financial Statements.

2. Expenses

Total Expenses for April 2013 were $321,908 or 7% higher than the budgeted level of $300,945 for the general fund. This increase was primarily due to employee related expenses. Year to Date Total Expenses through April were $3,148,723 or 3.6% above the FY13 budget of $3,039,739. See page 2, Financial Statements.

Comparing Actual Total Expenses for April 2013 to April 2012, the Authority expenses were higher in 2013 by $22,679 or 7.6% primarily due to increases in employee related expenses and data processing costs. Year to Date expenses were 2.9% above April 2012 levels. See page 4, Financial Statements.

On the consolidated statements, expenses for the month were $322,314 and exceeded the budget by 6.7%. This increase was primarily due to employee related expenses. Year to Date expenses were 3.4% higher than budget. See page 7, Financial Statements.

3. Net Income (Loss)

April 2013 ended with a Net Loss of $18,150 in the general fund, $18,124 better than the budgeted net loss of $36,274. This positive variance was primarily due to increases in closing fee revenues. Year to Date Net Income was $1,550,432 or 41% above the FY13 budget of $1,101,147. This increase in FY13 annual net income was due to increases in other income and transfers recorded in previous months. See page 2, Financial Statements.

On the consolidated statements, Net Income for the month was $25,968 as compared to the budgeted Net Loss of $6,535, a positive variance of $32,503. Year to date Net Income was $2,650,255 or 87% higher than budget. See page 7, Financial Statements.

4. Balance Sheet

The Authority's general fund balance sheet remains strong. At April 30, 2013 Total Assets were $50.7 million as compared with $47.7 million in assets one year ago. Cash and investments increased $6 million from 2012 to 2013 while loan receivables decreased by $2.8 million. See page 5, Financial Statements.

The consolidated balance sheet as of April 30, 2013 reflects $120.5 million in Total Assets, a 2% increase over 2012. See page 10, Financial Statements.

Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
For the Period Ending
April 30, 2013

	Actual April 2013	Budget April 2013	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Budget YTD FY 2013	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2013	% of Budget Expended
REVENUE										
INTEREST ON LOANS	16,099	15,053	1,046	6.95%	183,974	235,352	(51,378)	-21.83%	269,742	68.20%
INVESTMENT INTEREST & GAIN(LOSS)	2,850	2,083	767	36.82%	40,790	20,830	19,960	95.82%	25,000	163.16%
ADMINISTRATIONS & APPLICATION FEES	240,527	197,356	43,171	21.87%	3,372,486	3,391,675	(19,189)	-0.57%	3,789,504	89.00%
ANNUAL ISSUANCE & LOAN FEES	39,167	32,981	6,186	18.76%	304,107	321,049	(16,942)	-5.28%	386,222	78.74%
OTHER INCOME	5,115	17,198	(12,083)	-70.26%	411,024	171,980	239,044	139.00%	206,375	199.16%
TOTAL REVENUE	303,758	264,671	39,087	14.77%	4,312,381	4,140,886	171,495	4.14%	4,676,843	92.21%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	136,919	120,479	16,440	13.65%	1,221,167	1,222,579	(1,412)	-0.12%	1,462,277	83.51%
BENEFITS	17,369	20,158	(2,789)	-13.84%	207,953	204,080	3,873	1.90%	244,896	84.91%
TEMPORARY HELP	-		-	0.00%		-	-	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	-	500	(500)	-100.00%	595	5,000	(4,405)	-88.10%	6,000	9.92%
TRAVEL & AUTO	4,841	5,000	(159)	-3.18%	37,017	50,000	(12,983)	-25.97%	60,000	61.70%
TOTAL EMPLOYEE RELATED EXPENSES	159,129	146,137	12,992	8.89%	1,466,732	1,481,659	(14,927)	-1.01%	1,773,173	82.72%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	39,301	37,458	1,843	4.92%	468,593	374,580	94,013	25.10%	449,500	104.25%
LOAN EXPENSE & BANK FEE	7,290	8,750	(1,460)	-16.69%	78,735	87,500	(8,765)	-10.02%	105,000	74.99%
ACCOUNTING & AUDITING	24,906	24,754	152	0.61%	268,540	247,540	21,000	8.48%	297,000	90.42%
MARKETING GENERAL	-	1,250	(1,250)	-100.00%	2,457	12,500	(10,043)	-80.34%	15,000	16.38%
FINANCIAL ADVISORY	8,333	8,333	-	0.00%	119,274	83,330	35,944	43.13%	100,000	119.27%
CONFERENCE/TRAINING	1,120	2,500	(1,380)	-55.20%	13,719	25,000	(11,281)	-45.12%	30,000	45.73%
MISC. PROFESSIONAL SERVICES	6,250	6,250	-	0.00%	91,171	62,500	28,671	45.87%	75,000	121.56%
DATA PROCESSING	20,488	5,833	14,655	251.24%	62,378	58,330	4,048	6.94%	70,000	89.11%
TOTAL PROFESSIONAL SERVICES	107,688	95,128	12,560	13.20%	1,104,867	951,280	153,587	16.15%	1,141,500	96.79%
OCCUPANCY COSTS										
OFFICE RENT	21,632	22,406	(774)	-3.45%	204,027	224,060	(20,033)	-8.94%	268,872	75.88%
EQUIPMENT RENTAL AND PURCHASES	937	1,333	(396)	-29.71%	11,705	13,330	(1,625)	-12.19%	16,000	73.16%
TELECOMMUNICATIONS	2,617	2,917	(300)	-10.28%	27,828	29,170	(1,342)	-4.60%	35,000	79.51%
UTILITIES	879	1,000	(121)	-12.10%	9,358	10,000	(642)	-6.42%	12,000	77.98%
DEPRECIATION	4,063	2,708	1,355	50.04%	40,326	27,080	13,246	48.91%	32,500	124.08%
INSURANCE	504	2,083	(1,579)	-75.80%	15,178	20,830	(5,652)	-27.13%	25,000	60.71%
TOTAL OCCUPANCY COSTS	30,632	32,447	(1,815)	-5.59%	308,422	324,470	(16,048)	-4.95%	389,372	79.21%

Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
For the Period Ending
April 30, 2013

	Actual April 2013	Budget April 2013	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Budget YTD FY 2013	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2013	% of Budget Expended
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	2,066	2,983	(917)	-30.74%	31,889	29,830	2,059	6.90%	35,800	89.08%
BOARD MEETING - EXPENSES	2,654	2,917	(263)	-9.02%	24,319	29,170	(4,851)	-16.63%	35,000	69.48%
PRINTING	380	833	(453)	-54.38%	6,403	8,330	(1,927)	-23.13%	10,000	64.03%
POSTAGE & FREIGHT	1,221	1,250	(29)	-2.32%	13,143	12,500	643	5.14%	15,000	87.62%
MEMBERSHIP, DUES & CONTRIBUTIONS	169	2,000	(1,831)	-91.55%	24,166	30,000	(5,834)	-19.45%	34,000	71.08%
PUBLICATIONS	-	583	(583)	-100.00%	757	5,830	(5,073)	-87.02%	7,000	10.81%
OFFICERS & DIRECTORS INSURANCE	17,969	16,667	1,302	7.81%	168,025	166,670	1,355	0.81%	200,000	84.01%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	24,459	27,233	(2,774)	-10.19%	268,702	282,330	(13,628)	-4.83%	336,800	79.78%
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	321,908	300,945	20,963	6.97%	3,148,723	3,039,739	108,984	3.59%	3,640,845	86.48%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	(18,150)	(36,274)	18,124	-49.96%	1,163,658	1,101,147	62,511	5.68%	1,035,998	112.32%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TRANSFER	-	-	-	0.00%	386,774	-	386,774	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%	-	-
NET INCOME/(LOSS)	(18,150)	(36,274)	18,124	-49.96%	1,550,432	1,101,147	449,285	40.80%	1,035,998	149.66%

Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
For the Period Ending
April 30, 2013

	Actual April 2013	Actual April 2012	Current Month Variance Actual vs. Actual	Current % Variance	Actual YTD FY 2013	Actual YTD FY 2012	Year to Date Variance Actual vs. Actual	YTD % Variance
REVENUE								
INTEREST ON LOANS	16,099	80,612	(64,513)	-80.03%	183,974	419,881	(235,907)	-56.18%
INVESTMENT INTEREST & GAIN(LOSS)	2,850	3,268	(418)	-12.79%	40,790	29,899	10,891	36.43%
ADMINISTRATIONS & APPLICATION FEES	240,527	329,448	(88,921)	-26.99%	3,372,486	2,271,863	1,100,623	48.45%
ANNUAL ISSUANCE & LOAN FEES	39,167	37,773	1,394	3.69%	304,107	392,274	(88,167)	-22.48%
OTHER INCOME	5,115	827,255	(822,140)	-99.38%	411,024	2,194,011	(1,782,987)	-81.27%
TOTAL REVENUE	303,758	1,278,356	(974,598)	-76.24%	4,312,381	5,307,928	(995,547)	-18.76%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	136,919	122,192	14,727	12.05%	1,221,167	1,267,919	(46,752)	-3.69%
BENEFITS	17,369	19,287	(1,918)	-9.94%	207,953	204,173	3,780	1.85%
TEMPORARY HELP	-	-	-	0.00%		778	(778)	0.00%
EDUCATION & DEVELOPMENT	-	-	-	0.00%	595	413	182	44.07%
TRAVEL & AUTO	4,841	7,564	(2,723)	-36.00%	37,017	43,082	(6,065)	-14.08%
TOTAL EMPLOYEE RELATED EXPENSES	159,129	149,043	10,086	6.77%	1,466,732	1,516,365	(49,633)	-3.27%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	39,301	50,000	(10,699)	-21.40%	468,593	447,768	20,825	4.65%
LOAN EXPENSE & BANK FEE	7,290	8,145	(855)	-10.50%	78,735	156,414	(77,679)	-49.66%
ACCOUNTING & AUDITING	24,906	20,780	4,126	19.86%	268,540	223,154	45,386	20.34%
MARKETING GENERAL	-	66	(66)	-100.00%	2,457	4,911	(2,454)	-49.97%
FINANCIAL ADVISORY	8,333	5,000	3,333	66.66%	119,274	61,185	58,089	94.94%
CONFERENCE/TRAINING	1,120	3,875	(2,755)	-71.10%	13,719	23,880	(10,161)	-42.55%
MISC. PROFESSIONAL SERVICES	6,250	5,000	1,250	25.00%	91,171	20,013	71,158	355.56%
DATA PROCESSING	20,488	3,193	17,295	541.65%	62,378	34,918	27,460	78.64%
TOTAL PROFESSIONAL SERVICES	107,688	96,059	11,629	12.11%	1,104,867	972,243	132,624	13.64%
OCCUPANCY COSTS								
OFFICE RENT	21,632	21,603	29	0.13%	204,027	206,834	(2,807)	-1.36%
EQUIPMENT RENTAL AND PURCHASES	937	1,088	(151)	-13.88%	11,705	14,713	(3,008)	-20.44%
TELECOMMUNICATIONS	2,617	2,947	(330)	-11.20%	27,828	26,352	1,476	5.60%
UTILITIES	879	928	(49)	-5.28%	9,358	10,294	(936)	-9.09%
DEPRECIATION	4,063	3,913	150	3.83%	40,326	36,827	3,499	9.50%
INSURANCE	504	681	(177)	-25.99%	15,178	18,189	(3,011)	-16.55%
TOTAL OCCUPANCY COSTS	30,632	31,160	(528)	-1.69%	308,422	313,209	(4,787)	-1.53%

Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
For the Period Ending
April 30, 2013

	Actual April 2013	Actual April 2012	Current Month Variance Actual vs. Actual	Current % Variance	Actual YTD FY 2013	Actual YTD FY 2012	Year to Date Variance Actual vs. Actual	YTD % Variance
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	2,066	2,924	(858)	-29.34%	31,889	30,066	1,823	6.06%
BOARD MEETING - EXPENSES	2,654	3,091	(437)	-14.14%	24,319	23,625	694	2.94%
PRINTING	380	493	(113)	-22.92%	6,403	5,700	703	12.33%
POSTAGE & FREIGHT	1,221	712	509	71.49%	13,143	11,250	1,893	16.83%
MEMBERSHIP, DUES & CONTRIBUTIONS	169	169	-	0.00%	24,166	31,735	(7,569)	-23.85%
PUBLICATIONS	-	474	(474)	-100.00%	757	1,798	(1,041)	-57.90%
OFFICERS & DIRECTORS INSURANCE	17,969	14,704	3,265	22.20%	168,025	152,793	15,232	9.97%
MISCELLANEOUS	-	400	(400)	0.00%	-	800	(800)	0.00%
TOTAL GENL & ADMIN EXPENSES	24,459	22,967	1,492	6.50%	268,702	257,767	10,935	4.24%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	.	-	-	-	0.00%
OTHER								
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%
TOTAL EXPENSES	321,908	299,229	22,679	7.58%	3,148,723	3,059,584	89,139	2.91%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	(18,150)	979,127	(997,277)	-101.85%	1,163,658	2,248,344	(1,084,686)	-48.24%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%
TRANSFER	-	-	-	0.00%	386,774	177,989	208,785	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%
NET INCOME/(LOSS)	(18,150)	979,127	(997,277)	-101.85%	1,550,432	2,426,333	(875,901)	-36.10%

Illinois Finance Authority
General Fund
Unaudited
Balance Sheet
for the Ten Months Ending April 30, 2013

	Actual April 2013	Actual April 2012
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	$ 44,758,164	$ 38,701,364
RECEIVABLES, NET	61,809	257,963
LOAN RECEIVABLE, NET	4,602,333	7,400,525
OTHER RECEIVABLES	31,023	44,760
PREPAID EXPENSES	88,263	71,053
TOTAL CURRENT ASSETS	49,541,592	46,475,665
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	118,006	115,975
DEFERRED ISSUANCE COSTS	210,722	255,063
OTHER ASSETS		
CASH RESTRICTED, INVESTMENTS & RESERVES	875,558	874,799
VENTURE CAPITAL INVESTMENTS	-	-
OTHER	(2,691)	(15,568)
TOTAL OTHER ASSETS	872,867	859,231
TOTAL ASSETS	$ 50,743,187	$ 47,705,934
LIABILITIES		
CURRENT LIABILITIES	$ 1,156,669	$ 1,319,741
LONG-TERM LIABILITIES	312,490	375,535
TOTAL LIABILITIES	1,469,159	1,695,276
EQUITY		
CONTRIBUTED CAPITAL	4,111,479	4,111,479
RETAINED EARNINGS	31,640,819	27,501,548
NET INCOME / (LOSS)	1,550,432	2,426,333
RESERVED/RESTRICTED FUND BALANCE	1,732,164	1,732,164
UNRESERVED FUND BALANCE	10,239,134	10,239,134
TOTAL EQUITY	49,274,028	46,010,658
TOTAL LIABILITIES & EQUITY	$ 50,743,187	$ 47,705,934

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
For the Period Ending
April 30, 2013

	Actual April 2013	Budget April 2013	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Budget YTD FY 2013	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2013	% of Budget Expended
REVENUE										
INTEREST ON LOANS	20,907	17,799	3,108	17.46%	231,238	280,163	(48,925)	-17.46%	1,931,461	11.97%
INVESTMENT INTEREST & GAIN(LOSS)	42,566	9,249	33,317	360.22%	386,229	90,990	295,239	324.47%	543,350	71.08%
ADMINISTRATIONS & APPLICATION FEES	240,527	197,356	43,171	21.87%	3,372,486	3,391,675	(19,189)	-0.57%	3,789,504	89.00%
ANNUAL ISSUANCE & LOAN FEES	39,167	32,981	6,186	18.76%	304,107	321,049	(16,942)	-5.28%	386,222	78.74%
OTHER INCOME	5,115	38,031	(32,916)	-86.55%	668,362	380,310	288,052	75.74%	506,375	131.99%
TOTAL REVENUE	348,282	295,416	52,866	17.90%	4,962,422	4,464,187	498,235	11.16%	7,156,912	69.34%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	136,919	120,479	16,440	13.65%	1,221,167	1,222,579	(1,412)	-0.12%	1,462,277	83.51%
BENEFITS	17,369	20,158	(2,789)	-13.84%	207,953	204,080	3,873	1.90%	244,896	84.91%
TEMPORARY HELP	-		-	0.00%		-	-	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	-	500	(500)	-100.00%	595	5,000	(4,405)	-88.10%	6,000	9.92%
TRAVEL & AUTO	4,841	5,000	(159)	-3.18%	37,017	50,000	(12,983)	-25.97%	60,000	61.70%
TOTAL EMPLOYEE RELATED EXPENSES	159,129	146,137	12,992	8.89%	1,466,732	1,481,659	(14,927)	-1.01%	1,773,173	82.72%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	39,301	37,458	1,843	4.92%	468,593	374,580	94,013	25.10%	474,500	98.76%
LOAN EXPENSE & BANK FEE	7,290	8,750	(1,460)	-16.69%	78,774	87,500	(8,726)	-9.97%	2,042,832	3.86%
ACCOUNTING & AUDITING	24,906	25,354	(448)	-1.77%	268,540	253,540	15,000	5.92%	319,791	83.97%
MARKETING GENERAL	-	1,250	(1,250)	-100.00%	2,457	12,500	(10,043)	-80.34%	15,000	16.38%
FINANCIAL ADVISORY	8,333	8,333	-	0.00%	119,274	83,330	35,944	43.13%	100,000	119.27%
CONFERENCE/TRAINING	1,120	2,500	(1,380)	-55.20%	13,719	25,000	(11,281)	-45.12%	30,000	45.73%
MISC. PROFESSIONAL SERVICES	6,250	6,250	-	0.00%	91,171	62,500	28,671	45.87%	115,000	79.28%
DATA PROCESSING	20,488	5,833	14,655	251.24%	62,378	58,330	4,048	6.94%	70,000	89.11%
TOTAL PROFESSIONAL SERVICES	107,688	95,728	11,960	12.49%	1,104,906	957,280	147,626	15.42%	3,167,123	34.89%
OCCUPANCY COSTS										
OFFICE RENT	21,632	22,406	(774)	-3.45%	204,027	224,060	(20,033)	-8.94%	268,872	75.88%
EQUIPMENT RENTAL AND PURCHASES	937	1,333	(396)	-29.71%	11,705	13,330	(1,625)	-12.19%	16,000	73.16%
TELECOMMUNICATIONS	2,617	2,917	(300)	-10.28%	27,828	29,170	(1,342)	-4.60%	35,000	79.51%
UTILITIES	879	1,000	(121)	-12.10%	9,358	10,000	(642)	-6.42%	12,000	77.98%
DEPRECIATION	4,063	2,708	1,355	50.04%	40,326	27,080	13,246	48.91%	32,500	124.08%
INSURANCE	504	2,083	(1,579)	-75.80%	15,178	20,830	(5,652)	-27.13%	25,000	60.71%
TOTAL OCCUPANCY COSTS	30,632	32,447	(1,815)	-5.59%	308,422	324,470	(16,048)	-4.95%	389,372	79.21%

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
For the Period Ending
April 30, 2013

	Actual April 2013	Budget April 2013	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Budget YTD FY 2013	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2013	% of Budget Expended
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	2,066	2,983	(917)	-30.74%	31,889	29,830	2,059	6.90%	35,800	89.08%
BOARD MEETING - EXPENSES	2,654	2,917	(263)	-9.02%	24,319	29,170	(4,851)	-16.63%	35,000	69.48%
PRINTING	380	833	(453)	-54.38%	6,401	8,330	(1,929)	-23.16%	10,000	64.01%
POSTAGE & FREIGHT	1,221	1,250	(29)	-2.32%	13,143	12,500	643	5.14%	15,000	87.62%
MEMBERSHIP, DUES & CONTRIBUTIONS	169	2,000	(1,831)	-91.55%	24,166	30,000	(5,834)	-19.45%	34,000	71.08%
PUBLICATIONS	-	583	(583)	-100.00%	757	5,830	(5,073)	-87.02%	7,000	10.81%
OFFICERS & DIRECTORS INSURANCE	17,969	16,667	1,302	7.81%	168,025	166,670	1,355	0.81%	200,000	84.01%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	24,459	27,233	(2,774)	-10.19%	268,700	282,330	(13,630)	-4.83%	336,800	79.78%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	.	-	-	-	0.00%	-	0.00%
OTHER										
INTEREST EXPENSE	406	406	-	0.00%	4,806	4,354	452	10.38%	5,166	93.03%
TOTAL OTHER	406	406	-	0.00%	4,806	4,354	452	10.38%	5,166	0.00%
TOTAL EXPENSES	322,314	301,951	20,363	6.74%	3,153,566	3,050,093	103,473	3.39%	5,671,634	55.60%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	25,968	(6,535)	32,503	-497.36%	1,808,856	1,414,094	394,762	27.92%	1,485,278	121.79%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT		-	-	0.00%		-	-	0.00%	-	0.00%
TRANSFER		-	-	0.00%		-	-	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	841,399	-	841,399	0.00%	-	0.00%
TRANSFER FROM STATE		-	-	0.00%		-	-	0.00%	-	-
NET INCOME/(LOSS)	25,968	(6,535)	32,503	-497.36%	2,650,255	1,414,094	1,236,161	87.42%	1,485,278	178.43%

Illinois Finance Authority
Consolidated Statement of Activities
Actual to Actual Comparison
For the Period Ending
April 30, 2013

	Actual April 2013	Actual April 2012	Current Month Variance Actual vs. Actual	Current % Variance	Actual YTD FY 2013	Actual YTD FY 2012	Year to Date Variance Actual vs. Actual	YTD % Variance
REVENUE								
INTEREST ON LOANS	20,907	85,350	(64,443)	-75.50%	231,238	470,410	(239,172)	-50.84%
INVESTMENT INTEREST & GAIN(LOSS)	42,566	12,710	29,856	234.90%	386,229	117,323	268,906	229.20%
ADMINISTRATIONS & APPLICATION FEES	240,527	329,448	(88,921)	-26.99%	3,372,486	2,271,863	1,100,623	48.45%
ANNUAL ISSUANCE & LOAN FEES	39,167	37,773	1,394	3.69%	304,107	392,274	(88,167)	-22.48%
OTHER INCOME	5,115	861,672	(856,557)	-99.41%	668,362	2,495,869	(1,827,507)	-73.22%
TOTAL REVENUE	348,282	1,326,953	(978,671)	-73.75%	4,962,422	5,747,739	(785,317)	-13.66%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	136,919	122,192	14,727	12.05%	1,221,167	1,267,919	(46,752)	-3.69%
BENEFITS	17,369	19,287	(1,918)	-9.94%	207,953	204,173	3,780	1.85%
TEMPORARY HELP	-	-	-	0.00%		778	(778)	0.00%
EDUCATION & DEVELOPMENT	-	-	-	0.00%	595	413	182	44.07%
TRAVEL & AUTO	4,841	7,564	(2,723)	-36.00%	37,017	43,082	(6,065)	-14.08%
TOTAL EMPLOYEE RELATED EXPENSES	159,129	149,043	10,086	6.77%	1,466,732	1,516,365	(49,633)	-3.27%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	39,301	50,000	(10,699)	-21.40%	468,593	447,768	20,825	4.65%
LOAN EXPENSE & BANK FEE	7,290	8,145	(855)	-10.50%	78,774	156,414	(77,640)	-49.64%
ACCOUNTING & AUDITING	24,906	20,780	4,126	19.86%	268,540	223,154	45,386	20.34%
MARKETING GENERAL	-	66	(66)	-100.00%	2,457	4,911	(2,454)	-49.97%
FINANCIAL ADVISORY	8,333	5,000	3,333	66.66%	119,274	61,185	58,089	94.94%
CONFERENCE/TRAINING	1,120	3,875	(2,755)	-71.10%	13,719	23,880	(10,161)	-42.55%
MISC. PROFESSIONAL SERVICES	6,250	5,000	1,250	25.00%	91,171	20,013	71,158	355.56%
DATA PROCESSING	20,488	3,193	17,295	541.65%	62,378	34,918	27,460	78.64%
TOTAL PROFESSIONAL SERVICES	107,688	96,059	11,629	12.11%	1,104,906	972,243	132,663	13.65%
OCCUPANCY COSTS								
OFFICE RENT	21,632	21,603	29	0.13%	204,027	206,834	(2,807)	-1.36%
EQUIPMENT RENTAL AND PURCHASES	937	1,088	(151)	-13.88%	11,705	14,713	(3,008)	-20.44%
TELECOMMUNICATIONS	2,617	2,947	(330)	-11.20%	27,828	26,352	1,476	5.60%
UTILITIES	879	928	(49)	-5.28%	9,358	10,294	(936)	-9.09%
DEPRECIATION	4,063	3,913	150	3.83%	40,326	36,827	3,499	9.50%
INSURANCE	504	681	(177)	-25.99%	15,178	18,189	(3,011)	-16.55%
TOTAL OCCUPANCY COSTS	30,632	31,160	(528)	-1.69%	308,422	313,209	(4,787)	-1.53%

Illinois Finance Authority
Consolidated Statement of Activities
Actual to Actual Comparison
For the Period Ending
April 30, 2013

	Actual April 2013	Actual April 2012	Current Month Variance Actual vs. Actual	Current % Variance	Actual YTD FY 2013	Actual YTD FY 2012	Year to Date Variance Actual vs. Actual	YTD % Variance
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	2,066	2,924	(858)	-29.34%	31,889	30,066	1,823	6.06%
BOARD MEETING - EXPENSES	2,654	3,091	(437)	-14.14%	24,319	23,623	696	2.95%
PRINTING	380	493	(113)	-22.92%	6,401	5,700	701	12.30%
POSTAGE & FREIGHT	1,221	712	509	71.49%	13,143	11,250	1,893	16.83%
MEMBERSHIP, DUES & CONTRIBUTIONS	169	169	-	0.00%	24,166	31,735	(7,569)	-23.85%
PUBLICATIONS	-	474	(474)	-100.00%	757	1,798	(1,041)	-57.90%
OFFICERS & DIRECTORS INSURANCE	17,969	14,704	3,265	22.20%	168,025	152,793	15,232	9.97%
MISCELLANEOUS	-	400	(400)	0.00%	-	800	(800)	0.00%
TOTAL GENL & ADMIN EXPENSES	24,459	22,967	1,492	6.50%	268,700	257,765	10,935	4.24%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	0.00%	-	-	-	#DIV/0!
OTHER								
INTEREST EXPENSE	406	455	(49)	-10.77%	4,806	4,834	(28)	-0.58%
TOTAL OTHER	406	455	(49)	0.00%	4,806	4,834	(28)	0.00%
TOTAL EXPENSES	322,314	299,684	22,630	7.55%	3,153,566	3,064,416	89,150	2.91%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	25,968	1,027,269	(1,001,301)	-97.47%	1,808,856	2,683,323	(874,467)	-32.59%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT		-	-	0.00%		(140,000)	140,000	0.00%
TRANSFER		3,321,030	(3,321,030)	0.00%		3,321,030	(3,321,030)	0.00%
REVENUE GRANT	-	-	-	0.00%	841,399	-	841,399	0.00%
TRANSFERS FROM STATE		-	-	0.00%		-	-	0.00%
NET INCOME/(LOSS)	25,968	4,348,299	(4,322,331)	-99.40%	2,650,255	5,864,353	(3,214,098)	-54.81%

Illinois Finance Authority
Consolidated
Unaudited
Balance Sheet
for the Ten Months Ending April 30, 2013

	Actual April 2013	Actual April 2012
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	$ 44,758,164	$ 38,701,364
RECEIVABLES, NET	61,809	257,963
LOAN RECEIVABLE, NET	25,579,699	27,284,538
NOTES RECEIVABLE	-	-
OTHER RECEIVABLES	36,527	52,682
PREPAID EXPENSES	88,263	71,053
TOTAL CURRENT ASSETS	70,524,462	66,367,600
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	118,006	115,975
DEFERRED ISSUANCE COSTS	210,722	255,063
OTHER ASSETS		
CASH RESTRICTED, INVESTMENTS & RESERVES	46,609,370	46,554,144
VENTURE CAPITAL INVESTMENTS	-	1,947,981
OTHER	3,000,000	3,000,000
TOTAL OTHER ASSETS	49,609,370	51,502,125
TOTAL ASSETS	$ 120,462,560	$ 118,240,763
LIABILITIES		
CURRENT LIABILITIES	1,158,747	1,379,779
BONDS PAYABLE		-
OTHER LIABILITIES	799,763	862,808
TOTAL LIABILITIES	1,958,510	2,242,587
EQUITY		
CONTRIBUTED CAPITAL	35,608,692	35,608,692
RETAINED EARNINGS	30,492,093	28,612,545
NET INCOME / (LOSS)	2,650,255	5,864,353
RESERVED/RESTRICTED FUND BALANCE	37,104,839	33,264,415
UNRESERVED FUND BALANCE	12,648,171	12,648,171
TOTAL EQUITY	118,504,050	115,998,176
TOTAL LIABILITIES & EQUITY	$ 120,462,560	$ 118,240,763

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Lorrie Karcher and Jim Senica

Date: May 14, 2013

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 $501,100 maximum of new money for each project
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: $249,100**
- **Calendar Year Summary:** (as of May 14, 2013)
  - Volume Cap: $12,000,000
  - Volume Cap Committed: $1,782,150
  - Volume Cap Remaining: $10,217850
  - Average Farm Acreage: 51
  - Number of Farms Financed: 7
- **IFA Benefits:**
  - **Conduit Tax-Exempt Bonds** – no direct IFA or State funds at risk
  - **New Money Bonds:**
    - Convey tax-exempt status
    - Will use dedicated 2013 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-8620**
Borrower(s):	**Lynch, Derek C. and Lynch, Jonna V.**
Borrower Benefit:	First Time Land Buyer
Town:	West Salem, IL
IFA Bond Amount:	**$249,100**
Use of Funds:	Farmland – 55 acres of farmland
Purchase Price:	$498,200 / ($9,058 per ac)
%Borrower Equity	5%
% USDA Farm Service Agency	45% *(Subordinate Financing)*
%IFA	50%
Township:	Salem
Counties/Regions:	Edwards / Southern
Lender/Bond Purchaser	Citizens National Bank / Reece Copeland
Legislative Districts:	Congressional: 15
	State Senate: 55
	State House: 109

Principal shall be paid annually in installments determined pursuant to a thirty-year (30-year) amortization schedule calculated at the initial interest rate, with the first principal payment date to begin on May 1, 2014. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin on May 1, 2014 with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing. The note will have a 30-year amortization and maturity.

NON-CONDUIT

$500,000
STOCK FARMS, INC.
AGRI-DEBT GUARANTEE

May 14, 2013

REQUEST	**Purpose:** Provide 85% loan guarantee in favor of Peoples Bank & Trust to refinance the Borrower's debts. **Project Description:** The proposed loan of $500,000 will refinance existing real estate loans in the amount of $427,000 and $73,000. **Program Product Type:** Agri-Debt Guarantee **State Treasurer's Funds at Risk: $425,000** **<u>Conditions:</u> 1)** Annual Profit/Loss statements and annual Balance Sheets provided to Lender and IFA. **2)** No capital expenditures without Bank approval.
BOARD ACTIONS	Final Resolution – 85% Loan Guarantee Voting Record: None prior
MATERIAL CHANGES	N/A
JOB DATA	N/A Current jobs N/A New jobs projected N/A Retained jobs N/A Construction jobs projected
BORROWER DESCRIPTION	● **Type of entity:** C Corporation ● **Location:** St. Peter, IL ● **What does the entity do:** Grain Farming ● **What will new project facilitate:** Refinancing Borrower's debts
PROPOSED STRUCTURE	**Originating Bank:** Peoples Bank & Trust. ("Bank") **Collateral:** 162 acres of farmland **Collateral Position:** 1st **Maturity:** 25 years **Interest Rate:** Fixed for initial 3 years (See confidential Section)
SOURCES AND USES	IFA Guarantee: $500,000 Real Estate $500,000 **Total $500,000 Total $500,000**
RECOMMENDATION	Credit Review Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 14, 2013

Project: Stock Farms, Inc.

STATISTICS

Project Number:	A-AD-GT-8624	Amount:	$500,000
Type:	Agri-Debt Guarantee	IFA Staff:	*Jim Senica*
County/Region:	Fayette/Southeastern	City:	St. Peter

BOARD ACTION

Final Resolution-85% Loan Guarantee
State Treasurer's Reserve Funds at risk: $425,000

Credit Review Committee recommends approval.
Extraordinary conditions: None

VOTING RECORD

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

PURPOSE

<u>Use of proceeds</u>: 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 IFA 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 Guarantee:	$500,000	Uses:	Real Estate	$500,000
	Total	**$500,000**			**$500,000**

FINANCING SUMMARY/STRUCTURE

Security:	1st Real Estate mortgage on 162 acres of farmland
Structure:	25 year term and amortization.
Interest Mode:	Fixed for initial 3 years
Credit Enhancement:	IFA 85% Guarantee
Personal Guarantees:	Phillip and Alice Stock
Maturity:	25 years
Estimated Closing Date:	June 12, 2013

PROJECT/BUSINESS SUMMARY

Summary: Phil and Alice Stock operate a grain farm near St. Peter in Fayette County in the southeastern portion of Illinois where they have been lifelong residents. The Stocks farm approximately 2,200 acres on which they grow corn, wheat and soybeans and have been operating the farm since 1992. Phil and Alice own 162 acres, cash rent 500 acres, and share-crop the remaining acreage.

In addition to the grain operation, the Stocks had been involved in the hog business; when prices for hogs dropped dramatically in 2000, the Stocks experienced significant losses, sold their hogs, and then expanded the row crop operation.

Phil and Alice have two sons, one who is in college and the other employed in banking. Both are available to help with work on the farm when needed and are the heirs apparent of the operation.

The Bank reported that Phil and Alice have a very in-depth marketing plan that includes buying positions on the board for protection and risk management. Typically, crop yields in the acreage farmed has equaled or exceeded those of surrounding farmers.

The Bank also reported that Phil embraces cutting-edge technology in his equipment purchases to optimize efficiency. Per the Bank, Phil has a Mac Don Bean head and a Drago Corn head, harvesting equipment that is uncommon to farming in the area. The Bank stated that Phil's equipment is more than adequate to cover the acreage farmed.

Rationale: The proposed loan will refinance existing real estate loans at a lower rate and will bring to the local Bank loans previously held by Rabobank serviced from Cedar Rapids, Iowa. Combining and extending the amortization on the loans will also improve cash flow.

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

OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Applicant: Stock Farms Inc.
Project Location: 2214 E. 800 Ave.
St. Peter, IL 62880
Collateral
Ownership: Stock Farms, Inc.

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	N/A		
Accountant:	Luallen, Cearlock, Barth & Burnham, Ltd.	Vandalia	Joeseph Cearlock
Appraiser:	Berhhardt & Cain Appraisals, Inc.	Vandalia	Bryan Cain
Originating Bank:	Peoples Bank & Trust	Altamont	Joe Wills
Bank Counsel:	N/A		
IFA Advisors:	Acacia Financial Group, Inc.	Chicago	Courtney Shea
	Public Financial Management, Inc.	Chicago	Shannon Williams
IFA Counsel:	N/A		

LEGISLATIVE DISTRICTS

Congressional:	19
State Senate:	54
State House:	107

Background: Phillip and Alice Stock have been engaged in farming since 1992 in the St. Peter, Illinois area. As referenced earlier in this report, the Stocks have two sons, who have been brought up with a farm background, and help with work on the farm when needed and are heirs apparent to the operation. The Bank reported that Phil Stock has served on the local school board and is well-regarded in the community.

CONDUIT

$14,000,000 (not-to-exceed amount)

May 14, 2013 **Kuusakoski US LLC**

REQUEST

Purpose: Bond proceeds will be loaned to **Kuusakoski US LLC**, a State of Delaware limited liability company (the "**Borrower**"), to be used, together with certain other funds, to (i) finance and reimburse the Borrower for the costs of purchasing a former printing facility located on an approximately 12.25 acre site at 13543 South U.S. Highway 30 in Plainfield, Illinois and converting and rehabilitating the printing facility into a solid waste recycling facility, including necessary and attendant equipment, site work and utilities thereto (the "**Project**"); (ii) pay a portion of the capitalized interest on the Bonds, if deemed necessary or advisable by the Borrower; (iii) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (iv) pay certain expenses incurred in connection with the issuance of the Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower. The Project will be used as a qualified solid waste facility.

Program: Solid Waste Disposal Facility Revenue Bonds

Volume Cap required: This Project is expected to require up to $14MM of prior year Carryforward Volume Cap allocated for Solid Waste Disposal Facility Revenue Bond projects. No IFA Funds at risk. No State Funds at risk.

Extraordinary conditions: None.

BOARD ACTION

Final Bond Resolution

Preliminary Bond Resolution – March 12, 2013:
Yeas: 11 (Knox via audio conference); Nays: 0; Abstentions: 0; Absent: 3 (O'Brien; Parish; Tessler); Vacancy: 1

MATERIAL CHANGES

Borrower has selected a Direct Pay Letter of Credit financing structure.

JOB DATA

90	Current jobs	25	New jobs projected
60	Retained jobs	15	Construction jobs (6-12 months)

BORROWER DESCRIPTION

- Type of entity: Solid waste recycling company.
- Location: Plainfield/Will/Northeast
- The new buildings will be used by Kuusakoski US LLC to expand and relocate the Company's solid waste disposal and recycling operations from leased facilities in Plainfield.

CREDIT INDICATORS

- The Borrower is a wholly-owned subsidiary of **Kuusakoski Group OY** (the "**Parent Company**"), a privately-owned company based in Espoo, Finland.
- Although the Parent Company is a non-rated, private company, the Parent Company's financial statements are posted on its web site for fiscal years ended 12/31/2011 and 12/31/2012 (follow link to 2012 financial statements at: http://www.kuusakoski.com/database/Database).
- The plan of finance contemplates Bonds will be solely secured by a Direct Pay Letter of Credit from **Fifth Third Bank** (the "**Direct Pay LOC Bank**"), which is rated "BBB+" / "A-2" by S&P.
- Fifth Third Securities, Inc. has been engaged by the Borrower to serve as the Underwriter and Remarketing Agent.

SECURITY

- Bondholders will be secured solely by the Fifth Third Bank Direct Pay LOC and the Bonds will be rated solely on that basis by S&P (Fifth Third Bank is currently rated "BBB+" / "A-2" with a Positive Outlook by S&P.)

MATURITY

- Bonds will have a final maturity of not later than 30 years after the date of issuance.
- Both sizing and interest rate modes will be determined based on an evaluation of market conditions by the Company and its financing team at pricing.

SOURCES AND USES

Sources:		**Uses:**	
IFA Bonds	13,850,000	New Project Cost	13,800,000
Equity	180,612	Costs of Issuance	230,612
Total	**$14,030,612**	**Total**	**$14,030,612**

RECOMMENDATION

Credit Review Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 14, 2013

Project: Kuusakoski US LLC

STATISTICS

IFA Project:	P-SW-TE-CD-8513	Amount:	$14,000,000
Type:	Solid Waste Disposal Facility Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Plainfield	County/ Region:	Will / Northeast

BOARD ACTION

Final Bond Resolution
Conduit Solid Waste Disposal Facility Revenue Bonds — No IFA funds at risk
Credit Review Committee recommends approval — No extraordinary conditions

VOTING RECORD

Preliminary Bond Resolution – March 12, 2013:
Yeas: 11 (Knox via audio conference); Nays: 0; Abstentions: 0; Absent: 3 (O'Brien; Parish; Tessler); Vacancy: 1

PURPOSE

To enable Kuusakoski US LLC, and its affiliates, to expand its Midwest electronics recycling operations in the Chicago metropolitan area by purchasing, renovating, and equipping two vacant buildings located at 13543 South U.S. Highway 30 in Plainfield, Illinois for use as qualified solid waste disposal facilities.

IFA PROGRAM AND CONTRIBUTION

The Authority's Solid Waste Disposal Facility Revenue Bond Program provides tax-exempt financing for qualifying projects that treat, transport, landfill or otherwise dispose of qualified solid waste as allowed under the Internal Revenue Code (to be issued pursuant to IRS Internal Revenue Bulletin 2011-42, released October 17, 2011).

VOLUME CAP

The Authority's Solid Waste Disposal Facility Revenue Bond Program provides low interest rate financing for qualifying solid waste disposal and certain recycling projects. IFA's issuance of Solid Waste Disposal Facility Revenue Bonds will enable the Borrower to obtain a lower interest rate on this substantial capital project. It is anticipated that IFA will provide 100% of the Volume Cap allocation required to finance this project through the use of available prior year Carryforward Volume Cap allocated for Solid Waste Disposal Facility Revenue Bond projects.

SOURCES AND USES OF FUNDS

Sources	IFA Bonds (Solid	$ 13,850,000	**Uses:**	Project Costs	$ 13,800,000
	Equity	180,612		Costs of Issuance	230,612
	Total	**$ 14,030,612**		**Total**	**$ 14,030,612**

JOBS

Current employment:	90 (Illinois)	Projected new jobs:	25
Jobs retained:	60	Construction jobs:	15 (6-12 months)

FINANCING SUMMARY

Bondholder Security/ Ratings/ Structure: The Bonds will be secured by a **Direct Pay Letter of Credit** ("**Direct Pay LOC**") provided by Fifth Third Bank. Therefore, the Bonds will be rated and sold based solely on the credit ratings of Fifth Third Bank. S&P will be the rating agency engaged on the proposed issue based on the credit rating of Fifth Third Bank.

Fifth Third Bank is currently rated "BBB+" long-term and "A-2" short term by S&P with a Positive Outlook. Consistent with IFA Bond Program Handbook policies, the Bonds will be sold in a Limited Offering only to Qualified Institutional Investors in minimum denominations of $100,000 and integral multiples of $5,000 over $100,000 (because Fifth Third Bank is rated "BBB+"/ "A-2" by S&P).

The Bonds will be underwritten by Fifth Third Securities, Inc. (which will also serve as Remarketing Agent).

Bank Security/ Ratings: Fifth Third Bank will be secured by a general obligation pledge of Kuusakoski US LLC (and its affiliates) and will be further secured by a **Standby Letter of Credit** ("**Standby LOC**") provided by Svenska Handelsbanken, New York Branch.

The Standby LOC will only secure Fifth Third Bank and will not secure bondholders. Svenska Handelsbanken, New York Branch is currently rated AA3/AA-/AA- by Moody's/S&P/Fitch.

Interest Rate: The Bonds are expected to be sold initially in a Weekly Variable Rate Interest Mode (with Flexible Modes also available).

Underlying Debt Rating: Neither the Borrower, nor Finland-based Kuusakoski Group OY (the Borrower's ultimate parent company) is currently a rated entity. Given that the Bonds will be sold and rated on the basis of the Direct Pay LOC provided by Fifth Third Bank, the Borrower does not contemplate applying for a stand-alone rating in connection with this financing.

Final Maturity: Up to 30 years from the date of issuance

Estimated Closing Date: June 2013

BUSINESS SUMMARY

Description: **Kuusakoski US LLC** ("**Kuusakoski"**, the "**Company**", or the "**Borrower**") is a Delaware limited liability company established in September 2011 that serves as the operating entity for Kuusakoski, Inc. - which in turn is the holding company for the U.S.-based operations of Kuusakoski Group OY ("**Kuusakoski OY**", or the "**Parent Company**"), a privately-held company based in Espoo, Finland (and incorporated under Finnish law). The Parent Company is, ultimately, the 100% owner of Kuusakoski US LLC.

Background: **Kuusakoski US LLC** is engaged in the collection and recycling of waste electronics and currently has US-based facilities located in Philadelphia, Detroit, Kansas City and suburban Chicago (Plainfield). Kuusakoski also leases office space for its Illinois operations in Romeoville.

Kuusakoski's Chicago operations were established upon acquiring Vintage Tech Recyclers, Inc. ("**Vintage Tech**"), an electronics recycling company headquartered in Romeoville that operated a waste electronics recycling facility in Plainfield.

Vintage Tech was established in 2004 and was founded by Ms. Karrie Gibson. Vintage Tech continues to own portions of business entities that were acquired by Kuusakoski in 2012 that now operate as Kuusakoski affiliates. The two principal Kuusakoski business affiliates in which Ms. Karrie Gibson (and her husband, Todd Gibson) continue to hold an ownership interest include: (i) **Vintage Tech, LLC** (which collects material at its permanent sites, collection events, front door pickup and business contracts and delivers and sorts the materials at the Plainfield facility) and (ii) **VTKK, LLC** (which shreds the materials, separating steel, metals, plastics, and wire).

- Vintage Tech, LLC is majority-owned by Ms. Karrie Gibson and is a certified woman-owned business enterprise (with Kuusakoski, Inc. retaining a 40% ownership interest).
- VTKK, LLC is 60% owned by Kuusakoski, Inc. and is 40% owned by Karrie and Todd Gibson.

Note: The Economic Disclosure Statement section of this report (page 6) provides additional details regarding ownership of the various Kuusakoski affiliates, including Vintage Tech, LLC and VTKK, LLC.

Although Vintage Tech's initial focus was on collecting, refurbishing and selling used computers discarded by local school districts that would have otherwise been landfilled, the scope of Vintage Tech's services later expanded to include recycling Waste Electrical and Electronic Equipment (or "Waste EEE") collected in Illinois and adjacent states. These recycling activities emerged as Vintage Tech's core operation and ultimately led to its joint venture agreement and integration of operations into Kuusakoski in 2012.

According to the Company, in 2012 its current Plainfield facility recycled over 55 million pounds of recycled electronics. Kuusakoski and its affiliates provide electronics recycling services for several major universities (Northern Illinois University; the University of Nebraska) and corporations (The Walt Disney Company; NFL's Kansas City Chiefs).

Kuusakoski began operations in the U.S. in late 2009 upon establishing a joint venture enterprise specializing in Waste EEE recycling in Philadelphia.

Parent Company - Background: Kuusakoski Group OY was originally established in 1914 and is a holding company that includes (i) recycling company Kuusakoski Inc. and its subsidiaries (including Kuusakoski US LLC) and (2) specialized foundry operations (and its subsidiaries). Together the Parent Company and its subsidiaries are worldwide leaders in recycling Waste Electrical and Electronic Equipment and in the supply and refining of metals. The Parent Company and its subsidiaries currently employ over 3,000 people worldwide. The Parent Company remains a family-owned company.

Kuusakoski Group OY offers recycling services to industrial customers and consumers and undertakes metal processing worldwide. In addition to its 20 facilities in Finland, Kuusakoski OY operates 80 other locations in Russia, Estonia, Latvia, Lithuania, Poland, Sweden, Denmark, United Kingdom, China, Taiwan and the United States.

Kuusakoski Group OY's 2012 sales (Euros) were €842.2 million (or $1.041 billion USD) based on the average 2012 Euro/US exchange rate.

Additional information on Kuusakoski Group OY and its subsidiaries is available at www.kuusaskoski.com .

Rationale: The proposed Tax-Exempt Solid Waste Disposal Facility Revenue Bonds will enable Kuusakoski to purchase, renovate and equip an expansion of its Chicago-area electronics recycling operations. The proposed financing will also enable the Company to retain its existing operations in Plainfield. Tax-Exempt Solid Waste Disposal Facility Revenue Bonds will help the Company finance this capital intensive project at a significantly lower interest rate, thereby reducing overhead expenses and improving feasibility of this expansion.

The proposed financing will enable the Company to remain in Plainfield and will result in the renovation and equipping of two buildings that are currently vacant.

The Company also considered an alternate location in LaPorte, IN for this Project. The availability of Volume Cap necessary to support a proposed Solid Waste Disposal Facility Revenue Bonds is significant given the proposed Bonds will provide the primary financing for this proposed capital expansion project.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be loaned to **Kuusakoski US LLC**, a State of Delaware limited liability company (the "**Borrower**"), to be used, together with certain other funds, to (i) finance and reimburse the Borrower for the costs of purchasing a former printing facility located on an approximately 12.25 acre site at 13543 South U.S. Highway 30 in Plainfield, Illinois and converting and rehabilitating the printing facility into a solid waste recycling facility, including necessary and attendant equipment, site work and utilities thereto (the "**Project**"); (ii) pay a portion of the capitalized interest on the Bonds, if deemed necessary or advisable by the Borrower; (iii) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (iv) pay certain expenses incurred in connection with the issuance of the Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower. The Project will be used as a qualified solid waste facility.

Note: The primary building is approximately 160,000 square feet and the second building is a vehicle maintenance facility comprising approximately 5,600 square feet.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Kuusakoski US LLC , c/o Mr. Tim Bowers, Director of Finance and Administration, Kuusakoski US LLC, 1105 Windham Parkway, Romeoville, IL 60446; Ph. 630-430-4148.
Website: www.kuusakoski.com
Project name: IFA Series 2013 Solid Waste Disposal Facility Revenue Bonds (Kuusakoski US LLC Project)
Location: 13543 South U.S. Highway 30, Plainfield (Will County), Illinois 60544-100

Ownership Information: Kuusakoski US LLC is a Delaware limited liability company that is currently 100%-owned by Kuusakoski, Inc., a Delaware corporation. The ultimate owner of Kuusakoski, Inc. is Kuusakoski Group OY of Espoo, Finland. Because Kuusakoski Group OY is a privately-held (i.e., family-owned), foreign-based company, no further ownership disclosure is required, consistent with longstanding IFA project ownership disclosure requirements for non-U.S. based parents of IFA borrowers.

In addition to Kuusakoski US LLC, several affiliates, including Vintage Tech LLC and VTKK, LLC will conduct operations at the Plainfield facility. Ownership of Vintage Tech LLC and VTKK, LLC is allocated as follows:

- Vintage Tech, LLC, a certified woman-owned enterprise:
  - 60% - Managing Member: Vintage Tech Recyclers, Inc., which is, in turn, owned by:
    - Ms. Karrie Gibson, President and
    - Mr. Todd Gibson, Secretary
  - 40% - Member – Kuusakoski, Inc. (US), a Delaware Corporation
- VTKK, LLC:
  - 60% - Managing Member: Kuusakoski, Inc. (US), a Delaware Corporation
  - 40% - Member: Vintage Tech Recyclers, Inc., which is, in turn, owned by:
    - Ms. Karrie Gibson, President and
    - Mr. Todd Gibson, Secretary

Seller Disclosure: The subject Project facilities located at 13543 South U.S. Highway 30, Plainfield, Illinois are currently owned by Publishing Properties Plainfield, LLC, an Illinois limited liability company, c/o C T Corporation System, 208 South LaSalle Street, Suite 814, Chicago, IL 60604 (Manager: Mr. Michael Mackey, 353 N. Clark St., Chicago, IL 60651). The subject Project facilities will be purchased prior to closing of the IFA Series 2013 Solid Waste Disposal Facility Revenue Bonds (Kuusakoski US LLC Project) Series 2013.

Note: Publishing Properties Plainfield, LLC is a successor to Sun-Times Media Plainfield, LLC and STMG Properties Plainfield, LLC.

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Pedersen & Houpt, P.C.	Chicago, IL	Michael P. Sullivan
Auditor:	Ernst & Young OY	Helsinki, Finland	
Business Advisor to Borrower:	Pilewski and Associates, LLC	Chicago, IL	Joe Pilewski
Bond Counsel:	Miller Canfield P.L.C.	Chicago, IL	Paul Durbin
Direct Pay LOC Bank:	Fifth Third Bank	Chicago, IL	Bryan Hopper
Direct Pay LOC Bank Counsel:	Ungaretti & Harris, LLP	Chicago, IL	Julie Seymour
Underwriter & Remarketing Agent:	Fifth Third Securities, Inc.	Chicago, IL	Douglas DeAngelis
Underwriter's Counsel:	Ungaretti & Harris, LLP	Chicago, IL	Ray Fricke
Trustee:	US Bank, N.A.	Chicago, IL	
General Contractor:	AMEC	Lisle, IL	
IFA Counsel:	Schiff Hardin LLP	Chicago, IL	Bruce Weisenthal
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	14
State Senate:	49
State House:	97

CONDUIT

May 14, 2013

$6,000,000 (not-to-exceed amount)
Construction Recycling of Lake County, Inc. and its affiliates

REQUEST	**Purpose:** Bond proceeds will loaned to **Construction Recycling of Lake County, Inc.**, a privately-held Illinois corporation ("**Construction Recycling**") **and its affiliates** (the "**Affiliates**", and together with Construction Recycling, the "**K. Hoving Companies**" or the "**Applicant**") and will be used to (i) finance, refinance, and reimburse the Applicant for costs of purchasing land on an approximately 5.47 acre site at 3055 Apple Lane in Waukegan, Illinois and constructing and equipping a construction and demolition solid waste recycling facility thereon, including necessary and attendant equipment, site work and utilities thereto (the "**Project**"); (ii) pay a portion of the capitalized interest on the Bonds, if deemed necessary or advisable by the Borrower; (iii) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (iv) pay certain expenses incurred in connection with the issuance of the Bonds, including but not limited to fees for insurance (collectively with the Project, the "**Financing Purposes**"). The Project will be used as a qualified solid waste disposal and recycling facility. **Program:** Solid Waste Disposal Revenue Bonds **Volume Cap required:** This Project is expected to require up to $6.0 MM of prior year Carryforward Volume Cap allocated for Solid Waste Disposal Revenue Bond projects. No IFA Funds at risk. No State Funds at risk. **Extraordinary conditions:** None
BOARD ACTION	Preliminary Bond Resolution
MATERIAL CHANGES	This is the first time this financing has been presented for consideration.
JOB DATA	1 Current jobs; 17 New jobs projected N/A Retained jobs; 17 Construction jobs projected (6 months)
BORROWER DESCRIPTION	● Type of entity: Solid waste disposal hauling and recycling company ● Location: Waukegan/Lake/Northeast ● Three new buildings, as well as new machinery and equipment (including but not limited to a wheel loader, excavator, shredder, processor, truck scale and sorting line), will be used by the Applicant and its affiliates to expand the Applicant's current solid waste disposal and construction recycling operation to a second facility in the Chicago Metropolitan Area (in Lake County).
CREDIT INDICATORS	● The Applicant is a non-rated, private company and is affiliated through common ownership with (i) West Chicago-based K. Hoving Recycling and Disposal, Inc., (ii) West DuPage Recycling and Transfer, Inc., (iii) G&K Enterprises, (iv) Hoving Clean Sweep LLC, (v) Hoving Pit Stop, Inc. and (vi) Storage on Site LLC (which together with (vii) Construction Recycling of Lake County, Inc., comprise the "**K. Hoving Companies**"). ● The IFA Solid Waste Disposal Revenue Bond (Construction Recycling of Lake County, Inc. Project), Series 2013 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	● 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 to be located at 3055 Apple Avenue in Waukegan.
MATURITY	● Anticipated at a maximum of 10 years from the date of issuance.
SOURCES AND USES	see below
RECOMMENDATION	Credit Review Committee recommends approval.

Sources:		**Uses:**	
IFA Bonds	6,000,000	Project Cost	6,000,000
Equity	116,000	Costs of Issuance	116,000
Total	**$6,116,000**	**Total**	**$6,116,000**

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 14, 2013

Project: Construction Recycling of Lake County, Inc. and its affiliates

STATISTICS

IFA Project:	P-SW-TE-CD-8618	Amount:	$6,000,000
Type:	Solid Waste Disposal Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Waukegan	County/ Region:	Lake / Northeast

BOARD ACTION

Preliminary Bond Resolution	
Conduit Solid Waste Disposal Revenue Bonds	No IFA funds at risk
Credit Review Committee recommends approval	No extraordinary conditions

VOTING RECORD

None. This is the first time this financing has been presented for consideration.

PURPOSE

Bond proceeds will loaned to **Construction Recycling of Lake County, Inc.**, a privately-held Illinois corporation ("**Construction Recycling**") **and its affiliates** (the "**Affiliates**", and together with Construction Recycling, the "**K. Hoving Companies**" or the "**Applicant**") and will be used to (i) finance, refinance, and reimburse the Applicant for costs of purchasing land on an approximately 5.47 acre site at 3055 Apple Lane in Waukegan, Illinois and constructing and equipping a construction and demolition solid waste recycling facility thereon, including necessary and attendant equipment, site work and utilities thereto (the "**Project**"); (ii) pay a portion of the capitalized interest on the Bonds, if deemed necessary or advisable by the Borrower; (iii) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (iv) pay certain expenses incurred in connection with the issuance of the Bonds, including but not limited to fees for insurance (collectively with the Project, the "**Financing Purposes**"). The Project will be used as a qualified solid waste disposal and recycling facility.

IFA PROGRAM AND CONTRIBUTION

The Authority's Solid Waste Disposal Revenue Bond Program provides tax-exempt financing for qualifying projects that treat, transport, landfill, recycle or otherwise dispose of qualified solid waste as allowed under the Internal Revenue Code (to be issued pursuant to IRS Internal Revenue Bulletin 2011-42, released October 17, 2011).

VOLUME CAP

The Authority's Solid Waste Revenue Bond Program provides low interest rate financing for qualifying solid waste disposal and certain recycling projects. IFA's issuance of Solid Waste Disposal Revenue Bonds will enable the Borrower to obtain a lower interest rate on this substantial capital project. It is anticipated that IFA will provide 100% of the Volume Cap allocation required to finance this project through the use of available prior year Carryforward Volume Cap allocated for Solid Waste Disposal Revenue Bond projects.

SOURCES AND USES OF FUNDS

Sources:	IFA Bonds (Solid Waste)	$	6,000,000	**Uses:**	Project Costs	$	6,000,000
	Equity		116,000		Costs of Issuance		116,000
	Total	**$**	**6,116,000**		**Total**	**$**	**6,116,000**

JOBS

Current employment:	1	Projected new jobs:	17
Jobs retained:	N/A	Construction jobs:	17 peak, 6 average over 6 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 3055 Apple Avenue in Waukegan.

Interest Rate: The Bond Purchaser is expected to set an initial fixed rate for 5 or 10 years. Monthly principal and interest payments will begin after the construction period. 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 – 10 years from issuance date (payments will be interest-only for during the construction period with principal and interest payments amortized over the remaining 9 1/2 years thereafter). MB Financial Bank's initial interest rate period will be set for either (i) 5 years (with a single 5-year reset provision) or (ii) 10 years.

Estimated Closing Date: June/July 2013

Rationale: The proposed financing will reduce monthly payments that (together with other funds available to the Borrower) will assist in helping K. Hoving Companies keep their fixed charges (including debt service payments) as low as possible.

The past 15 years have witnessed significant changes in the logistics of waste disposal in Northern Illinois, similar to many other areas of the country with high population densities. As landfills have become scarcer and are permitted only in remote and rural areas, development of transfer stations has become a virtual necessity for the industry. Specifically, the Construction and Demolition Transfer Station has emerged as a best practice in order to manage the 25% or more of total waste stream that is generated by construction and demolition activities ("C&D waste"). This C&D waste is noteworthy because it is largely composed of aggregates, metals, wood, shingles and other materials that have significant usefulness as recyclables. There are well documented economic efficiencies that support the transportation of C&D waste to C&D waste transfer stations, where it is diverted from landfills, sorted and recycled rather than simply landfilled as it was in past years.

Specifically in Lake County, the municipalities of Grayslake and Highland Park have adopted Construction Waste Recycling Ordinances which dictate the use of C&D waste recycling as part of an overall waste management plan for any new construction. Additionally, the greater waste management plan of Lake County encourages C&D waste recycling because it diverts significant tonnage away from existing landfills.

According to the Borrower, there is currently only one other C&D waste facility in Lake County, which provides this Project with an opportunity to capture significant market share.

BUSINESS SUMMARY

Description: **Construction Recycling of Lake County, Inc.**, a private-held corporation ("**Construction Recycling**"), and whose affiliates include (i) **K. Hoving Recycling and Disposal, Inc.**, (ii) **West DuPage Recycling and Transfer, Inc.**, (iii) **G&K Enterprises**, (iv) **Hoving Clean Sweep LLC**, (v) **Hoving Pit Stop, Inc.** and (vi) **Storage on Site** (the "**Affiliates**", and together with Construction Recycling, the "**K. Hoving Companies**" or the "**Applicant**"), was incorporated under Illinois law on July 21, 2011.

The operations of Construction Recycling will be based in Waukegan. Operations of the other affiliates comprising the K. Hoving Companies will remain in West Chicago.

The K. Hoving Companies are under common ownership control. See the Economic Disclosure Statement section of this report for a listing of the Applicant's principal shareholders. (see pages 5-6).

Background: In 2000, Ken Hoving and K.J. Loerup purchased West DuPage Recycling and Transfer, Inc. At that time, it was a small transfer station located in West Chicago, Illinois that specialized in the relatively new specialty of hauling and recycling construction and demolition materials (or "C&D waste"). At the time of their 2000 acquisition, West DuPage Recycling and Transfer operated three roll-off trucks for hauling materials, had 8 employees, and processed approximately 2,000 tons of C&D waste per year. *(Also see "Management Background" section below.)*

Driven by innovative and experienced leadership from Mr. Hoving and Mr. Loerup during the past 13 years, the K. Hoving Companies have been pioneers in C&D waste recycling and remain industry leaders in the greater Chicago market. West DuPage Recycling and Transfer, Inc. now recycles over 75% of the volume that comes through their gate, and provides LEED and Green certificates to its customers (which include general contractors and construction companies involved in residential and commercial development).

The K. Hoving Companies have grown over time to now operate 24 roll-off trucks, employ 70 workers and process 80,000 tons of waste annually. The scope of business has also increased to include other construction related services, including portable restroom facilities (serviced by its own fleet of dedicated trucks), street sweeping trucks and construction site storage containers.

Development of the proposed Project will help meet a growing need for a Construction and Demolition solid waste transfer station facility in Lake County, which the Applicant attributes to the following reasons:

1. The Project's location in Waukegan, the largest and most populous municipality in Lake County, will provide access to the nearest construction activity and greatest population density;
2. There are currently two operating landfills in Lake County that are scheduled to discontinue operations in the next 3½ to 7 years, which will provide an opportunity to transition the general waste stream to a network of transfer stations; and
3. There is only one other existing C&D waste recycling facility in Lake County, which will provide the Applicant with an opportunity to capture significant market share.

Management Background: By 1965, Hoving and Sons became a third generation family business when Ken Hoving joined Hoving and Sons full-time at the age of 17. Ken Hoving continued as an innovator in the waste industry for several more decades, including constructing and operating one of the first transfer stations in Chicago. Additionally, Mr. Hoving developed one of the first facilities to recycle all grades of waste paper. With business thriving in Chicago, Hoving and Sons was sold to Browning Ferris Industries ("BFI") in 1993. Ken Hoving continued as a manager with BFI for five additional years (through 1998).

Similarly, K.J. Loerup started working for Hoving and Sons as a teenager in the late 1980s. When the company was sold in 1993, K.J. Leorup also joined BFI, where he managed and developed BFI's Chicago regional sales force. In 2000, he and Ken Hoving acquired West DuPage Recycling and Transfer, Inc. of West Chicago.

Subsequent to their 2000 acquisition, Mr. Hoving and Mr. Loerup have diversified the West Chicago operations by starting several affiliated businesses (noted previously) that each provide specific services to construction sites.

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will loaned to **Construction Recycling of Lake County, Inc.**, a privately-held Illinois corporation ("**Construction Recycling**") **and its affiliates** (the "**Affiliates**", and together with Construction Recycling, the "**K. Hoving Companies**" or the "**Applicant**") and will be used to (i) finance, refinance, and reimburse the Applicant for costs of purchasing land on an approximately 5.47 acre site at 3055 Apple Lane in Waukegan, Illinois and constructing and equipping a construction and demolition solid waste recycling facility thereon, including necessary and attendant equipment, site work and utilities thereto (the "**Project**"); (ii) pay a portion of the capitalized interest on the Bonds, if deemed necessary or advisable by the Borrower; (iii) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (iv) pay certain expenses incurred in connection with the issuance of the Bonds, including but not limited to fees for insurance (collectively with the Project, the "**Financing Purposes**"). The Project will be used as a qualified solid waste disposal and recycling facility.

Estimated project costs consist of the following:

Land Acquisition	$1,200,000
New Construction	1,700,000
Machinery/Equipment	2,900,000
Architectural/Engineering	200,000
Total New Project Costs	**$6,000,000**

ECONOMIC DISCLOSURE STATEMENT

Applicant: Construction Recycling of Lake County, Inc., c/o Mr. Kenneth Loerop, General Manager c/o K. Hoving Recycling & Disposal, Inc., 2351 Powis Road, West Chicago, IL 60185; Ph. 630-377-7000

Website: www.khoving.com

Project name: IFA Series 2013 Solid Waste Disposal Revenue Bonds (Construction Recycling of Lake County, Inc. Project)

Project Site: 3055 Apple Avenue, Waukegan (Lake County), Illinois 60085

Ownership Information: All management, employees or individuals holding a 5% or greater ownership interest in the Applicant are as follows:

- Kenneth & Gwen Hoving (61%)
- Kenneth J. & Tammi Loerop (39%)

Note: The operations of (i) K. Hoving Recycling and Disposal, Inc., (ii) West DuPage Recycling and Transfer, Inc., (iii) G&K Enterprises, (iv) Hoving Clean Sweep LLC, (v) Hoving Pit Stop, Inc. (vi) Storage on Site LLC and (vii) Construction Recycling of Lake County, Inc. are all under common ownership/control.

Seller Disclosure: The subject Project facilities are to be located at 3055 Apple Avenue, Waukegan on a 5.47 acre site.

According to the Applicant, they have obtained approval of construction permits from both the City of Waukegan and the Illinois Environmental Protection Agency. Additional information regarding the identity of the entity that currently owns the subject property will be disclosed when this financing returns for consideration of a Final Bond Resolution.

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Tiesenga Gottlieb & Reinsma, LLP	Oak Brook, IL	John Gottlieb
Auditor:	Reifler-Sharps-Schuetz, LTD	Chicago, IL	
Bond Counsel:	Greenberg Traurig, LLP	Chicago, IL	Matt Lewin
Bank/Direct Bond Purchaser	MB Financial Bank, N.A.	Chicago, IL	John Sassaris
Bank Counsel:	Burke Burns & Pinelli, Ltd.	Chicago, IL	Mary Ann Murray
General Contractor:	To be determined		
Architect:	Lindstrom Associates LLC	Bartlett, IL	
IFA Counsel:	Assignment pending		
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	19
State Senate:	30
State House:	60

CONDUIT

$16,000,000 (not-to-exceed amount)
SOS Children's Village Illinois, Inc.

May 14, 2013

REQUEST	**Purpose:** Bond proceeds, together with other funds, will be used by **SOS Children's Village Illinois,** an Illinois not-for-profit corporation ("**SOS Illinois**" or the "**Borrower**"), to (i) refund all or a portion of the outstanding principal amount of IFA's Adjustable Rate Demand Revenue Bonds, Series 2009 (SOS Children's Villages Illinois Project) (the "**Prior Bonds**"); (ii) pay the cost of or reimburse the Borrower for the payment of the cost of acquiring, constructing repairing, rehabilitating and equipping certain facilities (the "**Facilities**," as set forth on Page 6 below) of the Borrower (collectively, the "**Project**"); (iii) pay a portion of the capitalized interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (iii) fund one or more debt service reserve funds, if deemed necessary or advisable by the Authority or the Borrower; and (iv) pay certain expenses incurred in connection with the issuance of the Bonds, if deemed necessary or advisable by the Borrower (the "**Financing Purposes**"). **Program:** 501(c)(3) Revenue Bonds **Extraordinary Conditions:** None. No IFA Funds at risk. No State Funds at risk.
BOARD ACTION	Final Bond Resolution (*One-time consideration*)
MATERIAL CHANGES	None. This is the first time this financing proposal has been presented to the IFA Board of Directors.
JOB DATA	25 Current jobs; 25 FT (+ 7 PT) New jobs projected N/A Retained jobs; 15 Construction jobs projected *(6 months)*
BORROWER DESCRIPTION	● Type of entity: SOS Children's Village Illinois, a not-for-profit corporation, was incorporated on 11/3/1988. SOS Illinois provides a viable alternative to traditional foster care. Children who come to live at SOS Illinois stay with their biological brothers and sisters in a private home. A full-time, professionally trained foster parent lives with them, and the whole Village gives them support, compassion and strength. ● In 1993, SOS Illinois opened the eighteen-home Lockport Village to serve Illinois' most vulnerable children. In 2004, SOS Illinois established the Chicago Village with 17 homes in the Auburn-Gresham community on the South Side. In 2011, SOS Illinois acquired Casa Tepeyac and is serving at-risk youth and families in Chicago's Back of the Yards neighborhood. ● Locations: Chicago and Lockport/Cook and Will Counties/Northeast Region
CREDIT INDICATORS	● SOS Children's Village Illinois, Inc. and its affiliates are non-rated. ● The IFA 501(c)(3) Revenue Bond (SOS Children's Villages Illinois Project), Series 2013 will be purchased directly by **North Shore Community Bank & Trust Co.** (an affiliate of Wintrust Financial Corporation) (the "**Bank**" or "**Bond Purchaser**"). The Bank will be the secured lender and the direct bond investor.
SECURITY	● The Bank will be secured by a first-priority mortgage and an assignment of rents and leases in connection with the following real properties of the Borrower, primarily located at: (i) 17545 Village Lane, Lockport, IL ("**Lockport Village**"), (ii) 7600 South Parnell Avenue, Chicago, IL ("**Chicago Village**"), (iii) 1232-1238, 1252, 1302, 1320, 1336 and 1348 West Washbourne Avenue, Chicago, IL ("**Roosevelt Square**") and (iv) vacant land in Lockport, IL.
MATURITY	● Not-to-exceed 30 Years
INTEREST RATE	● North Shore Community Bank & Trust Co. (an affiliate of Wintrust Financial Corporation) will establish an interest rate with an initial term of 7 years. The initial interest rate will be negotiated and established prior to closing and is currently estimated at between 1.75% and 2.75%.
SOURCES AND USES	See table below
RECOMMENDATION	Credit Review Committee recommends approval.

Sources and Uses:

Sources:		**Uses:**	
IFA Bonds	$16,000,000	New Project Costs	$11,065,000
Equity/Land Contribution	3,200,000	IFA Refunding Bonds	8,060,000
		Costs of Issuance	75,000
Total	**$19,200,000**	**Total**	**$19,200,000**

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 14, 2013

Project: SOS Children's Village Illinois, Inc.

STATISTICS

IFA Project:	N-NP-TE-CD-8621	Amount:	$16,000,000 (not-to-exceed amount)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Locations:	Chicago and Lockport	Counties/ Region:	Cook and Will Counties/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

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

PURPOSE

Bond proceeds, together with other funds, will be used by **SOS Children's Village Illinois,** an Illinois not-for-profit corporation ("**SOS Illinois**" or the "**Borrower**"), to (i) refund all or a portion of the outstanding principal amount of IFA's Adjustable Rate Demand Revenue Bonds, Series 2009 (SOS Children's Villages Illinois Project) (the "**Prior Bonds**"); (ii) pay the cost of or reimburse the Borrower for the payment of the cost of acquiring, constructing repairing, rehabilitating and equipping certain facilities (the "**Facilities**," as set forth on Page 6 below) of the Borrower (collectively, the "**Project**"); (iii) pay a portion of the capitalized interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (iii) fund one or more debt service reserve funds, if deemed necessary or advisable by the Authority or the Borrower; and (iv) pay certain expenses incurred in connection with the issuance of the Bonds, if deemed necessary or advisable by the Borrower (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 supporting 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:	IFA Bonds	$ 16,000,000	**Uses:** New Project Costs	$ 11,065,000
	*Equity/Land Contribution	$ 3,200,000	Refunding Bonds	$ 8,060,000
			Issuance Costs	75,000
	Total:	**$ 19,200,000**	**Total:**	**$ 19,200,000**

*Note: Equity for this financing will be derived from an ongoing capital campaign initially undertaken in the Spring of 2012, which has a target of $10 million and will finance a portion of total Project cost.

SOS Children's Village Illinois, Inc. has received a $1.9 million land grant from the City of Chicago to expand its facilities.

JOBS

Current employment:	25	Projected new jobs:	25 Full-time (+ 7 Part-time)
Jobs retained:	N/A	Construction jobs:	15 (6 months*)*

FINANCING SUMMARY

Structure/ Security: The Bond will be purchased directly by **North Shore Community Bank & Trust Co.** (the "**Bank**" or "**Bond Purchaser**") (an affiliate of Wintrust Financial Corporation) and held as an investment. The Bank will be secured by a first-priority mortgage and an assignment of rents and leases in connection with the following real properties of the Borrower, primarily located at: (i) 17545 Village Lane, Lockport, IL ("**Lockport Village**"), (ii) 7600 South Parnell Avenue, Chicago, IL ("**Chicago Village**"), (iii) 1232-1238, 1252, 1302, 1320, 1336 and 1348 West Washbourne Avenue, Chicago, IL ("**Roosevelt Square**") and (iv) vacant land in Lockport, IL.

Interest Rate: The Bank will set the interest rate for an initial period of 7 years with reset provisions thereafter. The interest rate will be set at pre-closing based on prevailing market conditions, currently estimated at between 1.75% and 2.75%.

Maturity: 2043 (i.e., not-to-exceed 30 years)

Estimated Closing Date: June 2013 or July 2013

Rationale: The proposed financing will reduce monthly payments that will help SOS Children's Village Illinois, Inc. keep its fixed charges (including debt service payments) as low as possible.

This Project will allow SOS Children's Village Illinois, Inc. to build the new Roosevelt Square (on land donated by the City of Chicago), consisting of 14 foster homes on Washbourne Avenue to serve foster children. The Project will also allow SOS Children's Village Illinois, Inc. to build two new buildings at 76^{th} and Parnell to house biological parents, relief parents, program alumni and volunteers.

Furthermore, this Project will also allow SOS Children's Village Illinois, Inc. to make renovations and improvements at Lockport Village.

BUSINESS SUMMARY

Background: **SOS Children's Village Illinois, Inc.** ("**SOS Illinois**" or the "**Borrower**") is an Illinois not-for-profit corporation (incorporated under Illinois law in November 1988) and is a 501(c)(3) corporation.

SOS Illinois is currently governed by a 16-member Board of Directors. (Please see the Economic Disclosure Statement section (pp. 6-7) for further information.)

History and Background on SOS Children's Villages - International: After World War II, a young Austrian medical student named Hermann Gmeiner saw many children orphaned or abandoned. Often, their siblings were the only family they had left. To keep them together, Gmeiner started the first SOS Children's Village in Imst, Austria.

Since then, SOS Children Villages has grown to become the largest non-denominational children's care provider in the world. Today, 450 Villages in 132 nations are home to more than 60,000 children.

SOS Children's Villages helps foster children whose world has been turned upside down by parental abuse, neglect or abandonment. SOS Children's Villages offers children a place to call home and space to heal, oftentimes after multiple placements. By keeping brothers and sisters together, with a professional foster parent in an individual home, SOS Children's Villages helps rebuild a loving family life.

In America, more than 518,000 children are in foster care. Three in four foster children are separated from their siblings. Most foster children will live in six or more foster homes. The following scenarios are indicative of foster children upon outgrowing foster care:

- 40% live on public assistance;
- 46% never finish high school;
- 84% have a child within 18 months; and
- 25% are homeless at some time.

In 1993, SOS Children's Villages - Florida opened the first Village in the United States in Broward County, Florida, near Fort Lauderdale. The Florida Village has since helped to raise hundreds of foster children. Located in Coconut Creek, the Florida Village currently cares for 75 children, features single-family homes, a community center, counseling center and an administration building. This facility became the model for other SOS developments in the United States.

Background on SOS Illinois: SOS came to Illinois in 1993, when the Lockport Village opened (in Lockport, Illinois/Will County). Today, the Lockport Village has 18 individual homes and a recreational community center on its campus. A full-time, professionally trained foster parent lives in each home, and the whole Village gives them support, compassion and strength.

The mission of SOS Children's Villages Illinois is to build families. SOS Illinois' operating objective is to provide a stable home in a supportive, community environment designed to help children in need grow into caring, productive, self-reliant adults.

In 2004, SOS established the Chicago Village with 16 homes in the Auburn-Gresham community on the South Side. This was the first urban SOS Children's Village facility located within the corporate boundaries of a major city. In connection with development of the Chicago Children's Village, a new community center was established to serve both the Village and the surrounding neighborhood (services include: day care, family support services, job skills and counseling). SOS's mission is to enhance the quality of life of Village children, parents, and neighbors.

Together, SOS Children's Villages in Illinois care for 153 children.

SOS Illinois provides a viable alternative to traditional foster care. Children who come to live at SOS Illinois in Lockport or Chicago stay with their biological brothers and sisters in a private home. A full-time, professionally trained foster parent lives with them, and the whole Village gives them support, compassion and strength.

Foster youths do not "age out" of SOS. Transitional living programs exist to help foster youths find housing, advanced education, and employment. Overall, SOS reports that 85% to 100% of SOS-USA youths graduate from high school, compared to 50% of foster youths in other settings.

Key Sources of State Funding: SOS Illinois receives contractual for services funding from the Illinois Department of Children and Family Services that has comprised approximately 86.5% of SOS's total funding over the past three years.

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds, together with other funds, will be used by **SOS Children's Village Illinois,** an Illinois not-for-profit corporation ("**SOS Illinois**" or the "**Borrower**"), to (i) refund all or a portion of the outstanding principal amount of IFA's Adjustable Rate Demand Revenue Bonds, Series 2009 (SOS Children's Villages Illinois Project) (the "**Prior Bonds**"); (ii) pay the cost of or reimburse the Borrower for the payment of the cost of acquiring, constructing repairing, rehabilitating and equipping certain facilities (the "**Facilities**," as set forth on Page 6 below) of the Borrower (collectively, the "**Project**"); (iii) pay a portion of the capitalized interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (iii) fund one or more debt service reserve funds, if deemed necessary or advisable by the Authority or the Borrower; and (iv) pay certain expenses incurred in connection with the issuance of the Bonds, if deemed necessary or advisable by the Borrower (the "**Financing Purposes**").

Estimated New Project Costs are comprised of the following:

Land Acquisition:	$2,200,000
Rehabilitation:	200,000
New Construction:	8,400,000
Machinery/Equipment:	165,000
Architectural & Engineering:	100,000
Total:	**$11,065,000**

ECONOMIC DISCLOSURE STATEMENT

Applicant: **SOS Children's Village Illinois, Inc.**, 223 W. Jackson Boulevard, Suite 925, Chicago, IL 60606
Contact: Dina Tsourdinis, Chief Financial Officer (T): 312/372-8200; dtsourdinis@sosillinois.org
Website: www.sosillinois.org
Project name: SOS Children's Villages Illinois Project), Series 2013
Locations: The initial owner, operator or manager of the facilities financed or refinanced with the proceeds of the Prior Bonds is the Borrower. A general functional description and location of the facilities financed or refinanced with the proceeds of the Prior Bonds is described below.

(1) The Borrower's Chicago Village is an urban foster care village consisting of 12 single family homes and four duplexes. The construction of a community center and other expansion including a park and parking lots were completed at the Chicago Village. The primary office of the Chicago Village is located at 7600 South Parnell Avenue, Chicago, Illinois 60620. Addresses for other facilities at the Chicago Village include: 7600, 7609, 7611, 7613, 7614, 7615, 7616, 7621, 7623, 7624, 7625, 7626, 7627, 7633, 7640, 7641, 7642, 7649, 7650, 7652, 7653, 7654, 7655, 7656 and 7701 South Parnell Avenue, Chicago, Illinois 60620, and 7650 South Normal Boulevard, Chicago, Illinois 60620.

(2) The Borrower's Lockport Village consists of 18 single-family homes, a playground, a fully equipped community and learning center and administrative buildings. The primary office of the Lockport Village is located at 17545 Village Lane, Lockport, Illinois 60441. Addresses for other facilities at the Lockport Village include: 17541, 17545, 17549, 17538, 17609, 17613, 17618, 17619, 17620, 17625, 17626, 17631, 17639, 17640, 17643, 17646, 17649, 17655, 17659, 17662, and 17665 Village Lane, Lockport, Illinois 60441.

(3) The Borrower's principal office, in which a portion of the Project is located, was originally located at 223 West Jackson Boulevard, Suite 412, Chicago Illinois, 60606, and is currently located at 216 West Jackson Boulevard, Suite 925, Chicago, Illinois 60606.

The initial owner, operator or manager of the facilities financed or refinanced with the proceeds of the Bonds is the Borrower. A general functional description and location of the facilities to be financed or reimbursed with approximately $8,000,000 in proceeds of the Bonds is described below.

(1) Roosevelt Square, 1232-1238, 1252, 1302, 1320, 1336, 1348 West Washbourne Avenue Chicago, Illinois: Constructing and furnishing 14 foster homes and any other projects incident to such construction.

(2) Chicago Village, 7600 South Parnell Avenue, 7609, 7611, 7613, 7614, 7615, 7616, 7621, 7623-7626, 7627, 7633, 7635, 7640-7642, 7649, 7650, 7652-7656, 7701 South Parnell Avenue, Chicago, Illinois 60620: Building and furnishing at least two apartment buildings, purchase and install a backup generator unit, purchase furnishings for existing homes, purchase vehicles and complete building renovations and any other projects.

(3) Lockport Village, 17538, 17541, 17545, 17549, 17609, 17613, 17618-17620, 17625, 17626, 17631, 17639, 17640, 17643, 17646, 17649, 17655, 17659, 17662, 17665 Village Lane, Lockport, Illinois 60441: Purchase and install kitchens, a backup generator unit, purchase vehicles, furniture for homes, renovate existing structures to provide additional office space, and complete building renovations.

(4) Casa Tepayac, 4538 South Hermitage Avenue, Chicago, Illinois 60609: Capital improvements to the building, including roof repairs.

Organization: Illinois 501(c)(3) not-for-profit corporation

Ownership/
Board of
Directors:

- Rosemarie Andolino (Commissioner, Chicago Dept. of Aviation)
- Lee Benish (Principal, Benish Consulting & Facilitation)
- Don Biernacki (Senior Vice President, Related Midwest)
- Rosie Burke (Vice President of External Relations, Anixter Center)
- Darren Collier (Vice President, McGuire Woods Consulting)
- Steven Davis (Special Assistant to the Sheriff, Cook County)
- David L. Hoffman (Executive Vice President, Morse Diesel International, Retired)
- Laurie Holmes (Attorney, Drinker Biddle & Reath)
- Maureen McKeough (Instructional Coordinator, School District 54, Retired)
- Kathleen Nelson (Attorney, Cushman & Wakefield)
- Sheila O'Grady (Consultant, SpencerStuart)
- Jeff Riemer (Executive Vice President, Lend Lease)
- Paul Thompson (Partner, Quest Development Group)
- John Trotta (Senior Vice President, Parsons Brinckerhoff)
- Ted Weldon (Principal, WeeksWeldon Development Company)
- Jim Wolfe (President and CEO, Knight Engineers & Architects)

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Burke Burns & Pinelli, Ltd.	Chicago, IL	Stephen Welcome
Auditor:	CliftonLarsenAllen LLP		
Bond Counsel:	Miller, Canfield Paddock and Stone, PLC	Chicago, IL	Paul Durbin
Bank/Direct Bond Purchaser:	North Shore Community Bank & Trust Co. (Wintrust Financial Corp. affiliate)	Skokie, IL and Chicago, IL	Kandace Lenti, Melissa Mancini
Bank/Purchaser's Counsel:	Greenberg Traurig LLP	Chicago, IL	Matt Lewin
Architect:	STL Architects	Chicago, IL	
IFA Counsel:	Kutak Rock LLP	Chicago, IL	Kevin Barney
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

	Chicago Village	**Lockport Village**	**Roosevelt Square**	**Casa Tepayac**	**Headquarters (Downtown Chicago)**
Congressional:	1	3	7	3	7
State Senate:	16	43	5	3	3
State House:	31	85	9	6	6

IFA ILLINOIS FINANCE AUTHORITY

CONDUIT

May 14, 2013

$450,000,000
Rehabilitation Institute of Chicago

REQUEST	**Purpose**: Bond proceeds will be used by **Rehabilitation Institute of Chicago** ("**RIC**" or the "**Borrower**") to (i) pay or reimburse, or refinance certain indebtedness the proceeds of which were used to pay or reimburse, the costs of acquiring, constructing, renovating, remodeling and equipping certain of the Borrower's health care facilities, including but not limited to the construction and equipping of a 27-floor building which will house a 242-bed replacement rehabilitation hospital occupying 17 floors, a seven-floor parking garage, and three floors of medical office space (the "**Project**"), (ii) refinance all or a portion the **Illinois Educational Facilities Authority** Commercial Paper Revenue Notes (**Pooled Financing Program**), (iii) refund all or a portion of the **Illinois Finance Authority** Variable Rate Demand Revenue Bonds (**Series 2009A, 2009B** and **2009C**), (iv) fund a debt service reserve fund, if deemed necessary or advisable by the Borrower, (v) fund working capital, if deemed necessary or advisable by the Borrower, (vi) pay a portion of the interest accruing on the Bonds, and (vii) pay certain expenses incurred in connection with the issuance of the Bonds. **Program**: Conduit 501(c)(3) Revenue Bonds **Extraordinary Conditions**: None.
BOARD ACTIONS	Final Bond Resolution Preliminary Bond Resolution approved 4/09/2013: Yeas: 8; Nays: 0; Abstentions: 0; Absent: 6 (Barclay; Gold; Leonard; Pedersen; Poole; Tessler); Vacancy: 1
MATERIAL CHANGES	None.
JOB DATA	1,359 (FTEs) Current jobs — 330 (FTEs) New jobs projected 1,359 (FTEs) Retained jobs — 1,460 Construction jobs projected
DESCRIPTION	● Location (Chicago/ Cook County/ Northeast Region) ● RIC is planning to construct a 27-level building to house a 242-bed hospital located at 630 N. McClurg Court. ● Project costs are expected to total approximately $550 million. Philanthropy, cash from RIC investments, operations, and the sale of RIC's existing hospital building will also contribute to financing total development cost.
CREDIT INDICATORS AND PROPOSED STRUCTURE	● RIC is in the process of obtaining long-term credit ratings. ● The plan of finance contemplates a combination of fixed and variable rate debt issued publicly and private bank placements.
SECURITY	● The Bonds are expected to be secured by an obligation of Rehabilitation Institute of Chicago, the sole member of the Obligated Group, under a Master Trust Indenture. Such obligation will include a pledge of revenues.
MATURITY	● Bonds will mature no later than 40 years
SOURCES AND USES	see below
RECOMMENDATION	Credit Review Committee recommends approval.

SOURCES AND USES

Sources:		**Uses:**	
IFA Bonds	$450,000,000	Building Costs	$550,000,000
		Refinancing	110,405,000
		Capitalized Interest	40,000,000
Capital Campaign (through 2016) and RIC Cash	260,405,000	Issuance Costs	10,000,000
Total	**$710,405,000**	**Total**	**$710,405,000**

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 14, 2013

Project: Rehabilitation Institute of Chicago

STATISTICS

Project Number:	H-HO-TE-CD-8615	Amount:	$450,000,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Pam Lenane and Nora O'Brien
Location:	Chicago	County/Region:	Cook/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 4/09/2013:
Yeas: 8; Nays: 0; Abstentions: 0; Absent: 6 (Barclay; Gold; Leonard; Pedersen; Poole; Tessler); Vacancy: 1

PURPOSE

Bond proceeds will be used by **RIC** to (i) pay or reimburse, or refinance certain indebtedness the proceeds of which were used to pay or reimburse, the costs of acquiring, constructing, renovating, remodeling and equipping certain of the Borrower's health care facilities, including but not limited to the construction and equipping of a 27-floor building which will house a 242-bed replacement rehabilitation hospital occupying 17 floors, a seven-floor parking garage and three floors of medical office space (the "**Project**"), (ii) refinance all or a portion the **Illinois Educational Facilities Authority** Commercial Paper Revenue Notes (**Pooled Financing Program**), (iii) refund all or a portion of the **Illinois Finance Authority** Variable Rate Demand Revenue Bonds (**Series 2009A, 2009B** and **2009C**), (iv) fund a debt service reserve fund, if deemed necessary or advisable by the Authority or the Borrower, (v) fund working capital, if deemed necessary or advisable by the Authority or the Borrower, (vi) pay a portion of the interest accruing on the Bonds, if deemed necessary or advisable by the Authority or the Borrower, and (vii) pay certain expenses incurred in connection with the issuance of the Bonds, the refinancing of the Commercial Paper and the refunding of the Series 2009 Bonds.

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

Sources:	IFA Bonds	$450,000,000	Uses:	Building Costs	$550,000,000
				Refinancing	110,405,000
				Capitalized Interest	40,000,000
	Capital Campaign (through 2016) and RIC Cash	260,405,000		Issuance Costs	10,000,000
	Total	**$710,405,000**		**Total**	**$710,405,000**

JOBS

Current employment:	1,359 (FTEs)	Projected new jobs:	330 (FTEs)
Jobs retained:	1,359 (FTEs)	Construction jobs:	1,460

FINANCING SUMMARY

Credit Enhancement: The Bonds are expected to be secured by an obligation of Rehabilitation Institute of Chicago, the sole member of the Obligated Group, under a Master Trust Indenture. Such obligation will include a pledge of revenues.

Structure: The plan of finance contemplates a combination of fixed and variable rate debt. The fixed rate debt will be publicly sold and constitute approximately $100-$150 million of the total issuance. The remaining debt is expected to be variable rate bonds, likely a combination of bonds issued publicly and private bank placements.

Interest Rate: TBD based on market conditions

Interest Rate Modes: Fixed and Variable

Underlying Ratings: RIC is in the process of obtaining long-term credit ratings

Maturity: No later than 2053

Estimated Closing Date: June 20, 2013

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will be used by **RIC** to: (i) pay or reimburse, or refinance certain indebtedness the proceeds of which were used to pay or reimburse, the costs of acquiring, constructing, renovating, remodeling and equipping certain of the Borrower's health care facilities, including but not limited to the construction and equipping of a 27-floor building which will house a 242-bed replacement rehabilitation hospital occupying 17 floors, a seven-floor parking garage and three floors of medical office space (the "**Project**"); (ii) refinance all or a portion of a loan by the Authority from the proceeds of the **Illinois Educational Facilities Authority** Commercial Paper Revenue Notes (**Pooled Financing Program**) (the "**Commercial Paper Notes**"); (iii) refund all or a portion of the $22,765,000 original aggregate principal amount **Illinois Finance Authority** Variable Rate Demand Revenue Bonds, **Series 2009A** (**Rehabilitation Institute of Chicago**) (the "**Series 2009A Bonds**"); (iv) refund all or a portion of the $52,700,000 original aggregate principal amount **Illinois Finance Authority** Variable Rate Demand Revenue Bonds, **Series 2009B** (**Rehabilitation Institute of Chicago**) (the "**Series 2009B Bonds**"); (v) refund all or a portion of the $15,210,000 original aggregate principal amount **Illinois Finance Authority** Variable Rate Demand Revenue Bonds, **Series 2009C** (**Rehabilitation Institute of Chicago**) (the "**Series 2009C Bonds**" and, together with the Series 2009A Bonds and the Series 2009B Bonds, the "**Series 2009 Bonds**"); (vi) fund a debt service reserve fund, if deemed necessary or advisable by the Authority or the Borrower; (vii) fund working capital, if deemed necessary or advisable by the Authority or the Borrower; (viii) pay a portion of the interest accruing on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; and (ix) pay certain expenses incurred in connection with the issuance of the Bonds, the refinancing of the Commercial Paper and the refunding of the Series 2009 Bonds, all as permitted by the Act (collectively, the "**Financing Purposes**").

BUSINESS SUMMARY

Description of Business: The **Rehabilitation Institute of Chicago** ("**RIC**" or the "**Borrower**") is the sole member of the Obligated Group. RIC's mission is to provide for quality programs in patient care and outcomes through integrated research, scientific discovery and education. It operates a health care system specializing in providing comprehensive rehabilitation services to the physically disabled through an array of diagnostic and therapeutic services including physical, occupational and speech therapies. RIC operates a 182-bed hospital and outpatient facility located in downtown Chicago near the medical center campus of Northwestern University as well as a number of other non-hospital facilities in the Chicago metropolitan area. These facilities provide various day rehabilitation, outpatient, vocational and recreational care and activities.

Project Rationale: In order to continue to effectively support RIC's mission and manage capacity constraints, RIC leadership determined that a replacement hospital was needed. This determination was driven by several factors, including: an aging current facility built almost 40 years ago that is no longer effective to meet current rehabilitation standards, the necessity to consistently turn away patients due to limited bed availability, and the difficulty of having to effectively manage operations with occupancy over 90%. RIC is planning to construct a 27-level building to house a 242-bed hospital located at 630 N. McClurg Court, two blocks south of the current campus. Use of the existing 182-bed hospital, located at 345 East Superior Street, will be discontinued upon the completion of the new Research Hospital.

Timing: Closing of the bond issues/placements is expected to take place on or around June 20, 2013. RIC expects to break ground and start construction in July, 2013 and anticipates that the replacement hospital will be completed and open in the fourth quarter of calendar year 2016.

ECONOMIC DISCLOSURE STATEMENT

Applicant:	Rehabilitation Institute of Chicago
Site Address:	345 East Superior Street, Chicago, Illinois 60611
Contact:	Edward Case, Chief Financial Officer
Website:	www.ric.org
Project name:	Rehabilitation Institute of Chicago
Organization:	501(c)(3) Not-for-Profit Corporation
State:	Illinois

Ownership/2012-13 Board Members (501(c)(3)):

M. Judy Reyes, *Chair*
Wesley M. Dixon Jr., *Vice Chair*
Mike P. Krasny, *Vice Chair*
Thomas A. Reynolds III, *Vice Chair*
Joanne C. Smith, *President & CEO*
Wayne R. Andersen
William Cernugel
Daniel D. Dolan Jr.
Michael L. Keiser
William E. Lowry Jr.
David D. Olson
Mark Stephan
William S. Wardrop Jr.
Linda S. Wolf

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Dentons LLP	Chicago	Mary Wilson
Financial Advisor:	Hammond Hanlon Camp LLC	San Diego	Bill Hanlon
Bond Counsel	Jones Day	Chicago	John Bibby
Auditor:	Deloitte & Touche	Chicago	Don O'Callaghan
Underwriters:	J.P. Morgan Securities	Chicago	Timothy Wons
	Goldman Sachs	New York	Rondy Jennings
	Loop Capital	Chicago	Peter Bynoe
Underwriters' Counsel:	Ungaretti & Harris	Chicago	Thomas Fahey
IFA Counsel:	Pugh, Jones & Johnson, P.C.	Chicago	Lorraine Tyson
IFA Advisor:	Public Financial Management, Inc.	Chicago	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	7
State Senate:	13
State House:	26

SERVICE AREA

RIC considers its primary service area to be Chicago and its surrounding suburbs and includes the counties of Cook, DuPage, Kane, Kankakee, Lake, McHenry and Will in Illinois.

RIC has developed strategic relationships with community hospitals extending its unique rehabilitation services to these communities as well as Central Illinois, Southern Illinois and Northwest Indiana. RIC also has strong referral relationships with Chicago's premier academic institutions.

In addition to servicing Illinois and greater Chicagoland, RIC maintains an increasing global reach -- serving patients from all 50 United States and 70 countries throughout the world.

CONDUIT

May 14, 2013

$35,000,000
Riverside Health System

REQUEST	**Purpose**: Bond proceeds will be used by **Riverside Health System** ("**Riverside**", **"RHS"** or the "**Borrower**") to (i) pay or reimburse, or refinance certain indebtedness the proceeds of which were used to pay or reimburse, the costs of acquiring, constructing, renovating, remodeling and equipping certain of the Borrowers' health care facilities (the "**Project**"), (ii) advance refund all or a portion of the outstanding principal amount of the Illinois Finance Authority Revenue Bonds, Series 2009 (Riverside Health System), (iii) provide for funded interest during construction of the Project, (iv) fund a debt service reserve fund, if deemed necessary or advisable by the Borrowers and (v) pay certain expenses incurred in connection with the issuance of the Bonds. **Program**: Conduit 501(c)(3) Revenue Bonds **Extraordinary Conditions**: None.
BOARD ACTIONS	Final Bond Resolution Preliminary Bond Resolution approved 4/09/2013: Yeas: 8; Nays: 0; Abstentions: 0; Absent: 6 (Barclay; Gold; Leonard; Pedersen; Poole; Tessler); Vacancy: 1
MATERIAL CHANGES	None.
JOB DATA	1,872 Current jobs; 75 New jobs projected 1,872 Retained jobs; 200 Construction jobs projected
DESCRIPTION	● Location: Kankakee County ● Riverside Health System ("**RHS**") is the parent corporation of a regional health system operating in the far southern portion of the Chicago metropolitan market and headquartered in Kankakee. ● Included in this Project is the reimbursement for a portion of the cost of constructing a new patient tower that opened in December 2011 and the construction of a new assisted living facility in Bourbonnais, which is scheduled to begin in Spring 2013.
CREDIT INDICATORS	● Riverside is currently rated A2 Stable Outlook/A+ Stable Outlook by Moody's and S&P
SECURITY	● Secured with a Master Trust Indenture Note
MATURITY	● Bonds will mature no later than November 15, 2043
SOURCES AND USES	see table below
RECOMMENDATION	Credit Committee recommends approval.

SOURCES AND USES

Sources:		**Uses:**	
IFA Bonds	$35,000,000	Project Fund	$21,680,335
Premium	$3,560,861	Refunding Escrow	17,966,026
DSRF	$1,610,500	Costs of Issuance*	525,000
Total	**$40,171,361**	**Total**	**$40,171,361**
		*estimated	

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 14, 2013

Project: Riverside Health System

STATISTICS

Project Number:	H-HO-TE-CD-8616	Amount:	$35,000,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Pam Lenane and Nora O'Brien
Locations:	Kankakee, Bourbonnais	County/Region:	Kankakee/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 4/09/2013:
Yeas: 8; Nays: 0; Abstentions: 0; Absent: 6 (Barclay; Gold; Leonard; Pedersen; Poole; Tessler); Vacancy: 1

PURPOSE

The proceeds will be used by **Riverside** to (i) pay or reimburse, or refinance certain indebtedness the proceeds of which were used to pay or reimburse, the costs of acquiring, constructing, renovating, remodeling and equipping certain of the Borrowers' health care facilities (the "**Project**"), (ii) advance refund all or a portion of the outstanding principal amount of the $66,500,000 Illinois Finance Authority Revenue Bonds, Series 2009 (**Riverside Health System**) (the "**Prior Debt**"), (iii) provide for funded interest during construction of the Project, (iv) fund a debt service reserve fund, if deemed necessary or advisable by the Authority or the Borrowers, and (v) pay certain expenses incurred in connection with the issuance of the Bonds.

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

Sources:	IFA Bonds	$35,000,000	Uses:	Project Fund	$21,680,335
	Premium	3,560,861		Refunding Escrow	17,966,026
	DSRF Release	1,610,500		Cost of Issuance*	525,000
	Total	**$40,171,361**	**Total**		**$40,171,361**
			*estimated		

JOBS

Current employment:	1,872 FTEs	Projected new jobs:	75 FTEs
Jobs retained:	1,872 FTEs	Construction jobs:	200 FTEs

FINANCING SUMMARY

Credit Enhancement:	None
Structure:	Fixed Rate Debt to be issued in a public offering.
Interest Rate:	Estimated at approximately 4.0% to 5.0%, dependent on market conditions on the day of pricing
Interest Rate Modes:	Fixed Rate Debt
Underlying Ratings:	Moody's - A2 (Stable Outlook); S&P – A+ (Stable Outlook)
Maturity:	No later than November 15, 2043
Estimated Closing Date:	May 31, 2013

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

The proceeds will be used by **Riverside** to (i) pay or reimburse, or refinance certain indebtedness the proceeds of which were used to pay or reimburse, the costs of acquiring, constructing, renovating, remodeling and equipping certain of the Borrowers' health care facilities (the "**Project**"), (ii) advance refund all or a portion of the outstanding principal amount of the $66,500,000 Illinois Finance Authority Revenue Bonds, Series 2009 (**Riverside Health System**) (the "**Prior Debt**"), (iii) provide for funded interest during construction of the Project, (iv) fund a debt service reserve fund, if deemed necessary or advisable by the Authority or the Borrowers, and (v) pay certain expenses incurred in connection with the issuance of the Bonds, including but not limited to the costs of refunding the Prior Debt, all as permitted by the Act (collectively, the "**Financing Purposes**").

BUSINESS SUMMARY

Riverside Health System ("**RHS**") is the parent corporation of a regional health system operating in the far southern portion of the Chicago metropolitan market and headquartered in Kankakee. RHS is the sole corporate member of **Riverside Medical Center** ("**Medical Center**"), **Oakside Corporation** ("**Oakside**"), **Butterfield Service Corporation** ("**Butterfield**") and **Riverside Senior Living Center** ("**Living Center**"). **Riverside Medical Center Foundation** (the "**Foundation**") is a not-for profit organization serving in an agency capacity by holding and managing certain investment assets contributed for the benefit of the Medical Center. All of these entities except for Butterfield Service Corporation are Illinois not-for-profit corporations and are organized as described under Section 501(c)(3) of the Internal Revenue Code. Butterfield is an Illinois business corporation.

In 1989, RHS, the Medical Center and Oakside became the initial members of an obligated group (the "**Obligated Group**") established under a Master Trust Indenture dated as of December 15, 1989, as amended and supplemented from time to time, among the members of the Obligated Group and The Bank Of New York Mellon Trust Company, N.A., successor to Bank One, National Association, as Master Trustee. Living Center became a member of the Obligated Group in 1990. Butterfield and the Foundation are not members of the Obligated Group.

- The Medical Center owns and operates a general acute care hospital in Kankakee, IL, which is licensed for 325 beds, of which 267 beds are currently staffed. In addition to the main hospital facility, the Medical Center operates the Resolve Center in Manteno, Illinois, which houses an 18-bed licensed inpatient substance abuse program and associated outpatient services. The Medical Center also operates Riverside Ambulance which provides ambulance service to the Medical Center's primary service area from six remote locations in Momence, Kankakee, St. Anne, Herscher, Limestone, and Ashkum. Riverside Ambulance is also responsible for 16 communities through its Emergency Medical Service System. In addition, the Medical Center operates multiple community, primary and specialty health centers located in Kankakee, Bourbonnais, Manteno, Monee, Momence, Hopkins Park, Watseka, Wilmington, Peotone and Coal City.

- The Medical Center also owns the Atrium Building in Bradley, Illinois which provides medical office space, space for a joint venture single-specialty ambulatory surgery center, and industrial medicine services. Located in Bourbonnais and owned by the Medical Center is the Medical Plaza, a comprehensive ambulatory campus which includes radiation therapy, diagnostic imaging, ambulatory surgery, and physician office space. Located in Coal City and owned by the Medical Center is the West Campus, consisting of a state of the art diagnostic imaging center, and physician office complex.

- In 2011, the Medical Center opened a new multi-speciality physician and cancer infusion center in its southern market located in Watseka, Illinois. The facility provides diagnostic services including lab and CT. In December of 2012 the Medical Center expanded services at the Watseka Center to include physical therapy, additional radiology, a two suite sleep center, primary care physicians, and mid-level providers.

- Oakside operates the 70,000 square foot Riverside Health Fitness Center located in Bourbonnais, Illinois. Additionally, Oakside operates a community counseling program, two outreach clinics – Kankakee and Wilmington, a commercial pharmacy, a health equipment sales and leasing program and supports the new business activities of other affiliates.

- Living Center was incorporated in 1989 and owns and operates a senior living community that includes 90 independent living apartments known as Westwood Oaks, 96 assisted living apartments known as Butterfield Court, 18 ranch style family homes for seniors known as Westwood Estates and a 160-bed nursing facility. The senior living community is located directly across from the Medical Center in Kankakee and was constructed in phases beginning in 1990.

- There are no activities currently operated by Butterfield.

The **Riverside HealthCare Foundation** ("**RHCF**") raises funds for RHS and its affiliates. From 2009 to 2011 the RHCF had total revenues of $2.1 million and provided $2.1 million in support of programs and initiatives for the Medical Center including over $1.0 million in support of nursing education through scholarships. The Foundation had assets of $14.0 million as of December 31, 2012.

Project Rationale: The Project will reimburse RHS for funds used to increase its capital assets over the last 18 months. Such funds will increase RHS' financial flexibility and allow it to then fund from operating cash flow other projects as necessary. RHS will also use a portion of the funds for the construction of a new assisted living facility to be constructed in Bourbonnais.

ECONOMIC DISCLOSURE STATEMENT

Applicant:	Riverside HealthCare
Site Address:	Riverside Medical Center 350 N. Wall Street Kankakee, IL 60901
Contact:	Bill Douglas Senior Vice President, Chief Financial Officer
Website:	www.RiversideMC.net
Project name:	Riverside Health System (Series 2013)
Organization:	501(c)(3) Not-for-Profit Corporation
State:	Illinois

Ownership/2013 Board Members (501(c)(3)):

Connie Ashline, *Chairman*
Jerald Hoekstra, *Vice Chairman*
Philip Kambic, *President*
Bill Douglas, *Treasurer*
J Edgar Lambert, *Secretary*
Pamela Hull, *Assistant Secretary*
Harry Bond
Larry Goodman
Patrick Martin
Renuka Ramakrishna, M.D.
Karen Reid
Jaymie Simmon
Gary Wright

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Katten Muchin Rosenman LLP	Chicago	Janet Hoffman
Accountant:	KPMG	Chicago	Darryl Buikema
Bond Counsel:	Jones Day LLP	Chicago	Michael Mitchell
Bond Underwriter:	Barclays Capital Inc.	Chicago	Jay Sterns
Underwriter's Counsel:	Dentons	Chicago	Katherine Ashton
Bond Trustee:	BNY Mellon Trust Company		
Issuer's Counsel:	Pugh Jones & Johnson, P.C.	Chicago	Lorraine Tyson
Issuer's Advisor:	Acacia Financial Group, Inc.	Chicago	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	11
State Senate:	40
State House:	79

SERVICE AREA

The primary service area is defined as Kankakee County. The secondary service area consists of portions of Will, Iroquois, Ford, Grundy, and Livingston Counties.

CONDUIT

May 14, 2013

$25,000,000
Peace Memorial Ministries

REQUEST	**Purpose**: Bond proceeds will be used by **Peace Memorial Ministries** (the "**Corporation**" or the "**Borrower**") to (i) pay or reimburse the Borrower for, or refinance certain indebtedness the proceeds of which were used for, the payment of certain costs of acquiring, constructing, renovating, remodeling and equipping certain "projects" (as such term is defined in the Illinois Finance Authority Act, as amended) for the Borrower's senior living community, including, but not limited to, budgeted routine capital expenditures; (ii) refund all or a portion of the outstanding principal amount of the $9,565,000 Illinois Health Facilities Authority Revenue Refunding Bonds, Series 2003A (Peace Memorial Ministries) (the "**Series 2003A Bonds**"); (iii) refund all or a portion of the outstanding principal amount of the $10,000,000 Illinois Health Facilities Authority Weekly Adjustable Rate Revenue Bonds, Series 2003B (Peace Memorial Ministries) (the "**Series 2003B Bonds**" and, together with the Series 2003A Bonds, the "**Prior Bonds**"); (iv) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Borrower; (v) establish a debt service reserve fund with respect to the Bonds, if deemed necessary or advisable by the Borrower; (vi) provide working capital to the Borrower, if deemed necessary or advisable by the Borrower; and (vii) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds. **Program**: Conduit 501(c)(3) Revenue Bonds **Extraordinary Conditions**: None.
BOARD ACTIONS	Preliminary Bond Resolution
MATERIAL CHANGES	None. This is the first time this project is being presented to the Board.

JOB DATA	110	Current jobs	N/A	New jobs projected
	110	Retained jobs	25	Construction jobs projected

DESCRIPTION	● Location (Palos Park/Cook County/Southwest Region)
CREDIT INDICATORS	● The Bonds will be sold at a fixed rate in a public offering. The Bonds will not carry a rating.
SECURITY	● Mortgage and Revenue Pledge
MATURITY	● Bonds will mature no later than 2043.

SOURCES AND USES

Sources:		Uses:	
IFA Bonds	$25,000,000	Refunding of Series 2003AB Bonds	$16,635,000
		Debt Service Reserve Fund	1,665,000
		Capital Improvements	6,000,000
		Costs of Issuance	700,000
Total	**$25,000,000**	**Total**	**$25,000,000**

RECOMMENDATION	Credit Review Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 14, 2013

Project: Peace Memorial Ministries

STATISTICS

Project Number:	H-SL-TE-CD-8623	Amount:	$25,000,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Pam Lenane and Nora O'Brien
Location:	Palos Park	County/ Region:	Cook/Southwest

BOARD ACTION

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

VOTING RECORD

This is the first time this project has been presented to the Board.

PURPOSE

Bond proceeds will be used by **Peace Memorial Ministries** (the "**Corporation**" or the "**Borrower**") to (i) pay or reimburse the Borrower for, or refinance certain indebtedness the proceeds of which were used for, the payment of certain costs of acquiring, constructing, renovating, remodeling and equipping certain "projects" (as such term is defined in the Illinois Finance Authority Act, as amended) for the Borrower's senior living community, including, but not limited to, budgeted routine capital expenditures; (ii) refund all or a portion of the outstanding principal amount of the $9,565,000 Illinois Health Facilities Authority Revenue Refunding Bonds, Series 2003A (Peace Memorial Ministries) (the "**Series 2003A Bonds**"); (iii) refund all or a portion of the outstanding principal amount of the $10,000,000 Illinois Health Facilities Authority Weekly Adjustable Rate Revenue Bonds, Series 2003B (Peace Memorial Ministries) (the "**Series 2003B Bonds**" and, together with the Series 2003A Bonds, the "**Prior Bonds**"); (iv) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (v) establish a debt service reserve fund with respect to the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (vi) provide working capital to the Borrower, if deemed necessary or advisable by the Authority or the Borrower; and (vii) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds.

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

Sources:

IFA Bonds	$25,000,000	Uses: Refunding of Series 2003AB IFA Bonds	$16,635,000
		Debt Service Reserve Fund	1,665,000
		Capital Improvements	6,000,000
		Costs of Issuance	700,000
Total	**$25,000,000**	**Total**	**$25,000,000**

JOBS

Current employment:	110	Projected new jobs:	N/A
Jobs retained:	110	Construction jobs:	25

FINANCING SUMMARY

Credit Enhancement:	None
Structure:	The plan of finance contemplates issuing fixed rate bonds in a public offering
Interest Rate:	To be determined based on market conditions the day of pricing
Interest Rate Modes:	Fixed
Underlying Ratings:	None
Maturity:	No later than 2043
Estimated Closing Date:	June 21, 2013

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will be used by **Peace Memorial Ministries** (the "**Corporation**" or the "**Borrower**") to (i) pay or reimburse the Borrower for, or refinance certain indebtedness the proceeds of which were used for, the payment of certain costs of acquiring, constructing, renovating, remodeling and equipping certain "projects" (as such term is defined in the Illinois Finance Authority Act, as amended) for the Borrower's senior living community, including, but not limited to, budgeted routine capital expenditures; (ii) refund all or a portion of the outstanding principal amount of the $9,565,000 Illinois Health Facilities Authority Revenue Refunding Bonds, Series 2003A (Peace Memorial Ministries) (the "**Series 2003A Bonds**"); (iii) refund all or a portion of the outstanding principal amount of the $10,000,000 Illinois Health Facilities Authority Weekly Adjustable Rate Revenue Bonds, Series 2003B (Peace Memorial Ministries) (the "**Series 2003B Bonds**" and, together with the Series 2003A Bonds, the "**Prior Bonds**"); (iv) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (v) establish a debt service reserve fund with respect to the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (vi) provide working capital to the Borrower, if deemed necessary or advisable by the Authority or the Borrower; and (vii) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds.

BUSINESS SUMMARY

Peace Memorial Ministries d/b/a Peace Village and Circle Inn is an Illinois not-for-profit corporation. The Village is located in Palos Park, a suburb approximately 10 miles southwest of Chicago, and consists of 238 independent living units. Circle Inn, on the same campus, consists of 65 assisted living apartments. In addition, Peace Memorial Ministries owns Peace Properties, LLC, a for-profit subsidiary that owns real estate, including a medical office building, in southwest suburban Chicago.

ECONOMIC DISCLOSURE STATEMENT

Applicant:	Peace Memorial Ministries
Site Address:	Peace Village and Circle Inn 10300 Village Circle Drive, Palos Park, IL 60464
Contact:	Harvey Leffring Chief Executive Officer Peace Village and Circle Inn 10300 Village Circle Drive, Palos Park, IL 60464 708-671-2400 hleffring@peacevillage.org
Website:	www.peacevillage.com
Project name:	Peace Village
Organization:	501(c)(3) Not-for-Profit Corporation
State:	Illinois

Ownership/2012-13 Board Members (501(c)(3)):
Joe Ferrantelli, President
Paul Gross, Secretary
Philip Hansen, Treasurer
Gary Kwiatkowski
Dr. James Magee
Rev. Vertie Powers
Pastor Todd Bean, Ex-Officio Non-Voting
Pastor Shana Johnson, Ex-Officio Non-Voting
Harvey Leffring, CEO, Ex-Officio Non-Voting

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Timothy G. Lawler, Esq.	Hinsdale	Tim Lawler
Auditor:	Frost Ruttenberg & Rothblatt PC	Chicago	Kim Waite
Bond Counsel:	Jones Day	Chicago	John Bibby
Underwriter:	Ziegler Capital Markets Group	Chicago	Steve Johnson
Underwriter's Counsel:	Dentons	Chicago	Katie Ashton
Bond Trustee:	Amalgamated Bank	Chicago	
Issuer's Counsel:	Sanchez Daniels & Hoffman	Chicago	John Cummins
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	3
State Senate:	18
State House:	36

SERVICE AREA

Peace considers its primary market area to be southwestern Cook County. Population studies indicate that Palos Park and the surrounding areas include a relatively high population of persons over 75 years of age with annual incomes that would qualify them for residency.

There are four competitive CCRCs in the primary market area:

1. Franciscan Village (Lemont, IL) is located approximately six miles west of the Village.
2. Victorian Village (Homer Glen, IL) is located approximately 4.5 miles west of the Village.
3. Marian Village (Homer Glen, IL) is located approximately 11 miles southwest of the Village.
4. Smith Crossing (Orland Park, IL) is located approximately 10 miles south of the Village.

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton & Brad R. Fletcher

Date: May 14, 2013

Re: Resolution Authorizing the Execution and Delivery of a First Supplemental Trust Indenture in Connection with Illinois Finance Authority Student Housing Revenue Bonds Issued on Behalf of CHF-Normal, L.L.C.; and Related Matters

IFA File Number: N-NP-TE-CD-8436

Request:

The **Board of Trustees of Illinois State University** ("**ISU**"), which leases land to **CHF Normal, L.L.C.**, a single member limited liability company organized and existing under the laws of the State of Alabama (the "**Borrower**" or the "**Lessee**"), pursuant to a **Ground Lease Agreement** (the "**Ground Lease**") dated as of June 23, 2010, and **Regions Bank**, a state banking corporation duly organized and existing under the laws of the State of Alabama, as Trustee (together with its successors and assigns, the "**Trustee**"), are requesting approval of a Resolution to authorize execution and delivery of a First Supplemental Trust Indenture which will add the definition of "*Membership Fee*" and also clarify those items which constitute "*Subordinated Expenses*" as set forth heretofore in that certain **Trust Indenture dated as of February 1, 2011** between the Illinois Finance Authority and the Trustee (the "**Original Indenture**").

In accordance with the Original Indenture, "*Subordinated Expenses*" means (i) University Overhead, (ii) management fees paid to the Manager pursuant to the Management Agreement and (iii) Management Overhead Expenses. The accompanying Resolution will clarify that "*Subordinated Expenses*" will also now include "*Membership Fees*". "*Membership Fees*" will be defined as the annual membership fees as described in Section 35(c)(ii) of the Ground Lease. Section 35(c)(ii) of the Ground Lease states that ISU agrees to pay to the Borrower an annual membership fee equal to one and one-half percent (1.5%) of the Project's General Revenues not to exceed $250,000 annually, which payment shall be paid in twelve monthly installments out of the General Revenues of the Project based on the General Revenues actually received each month during an Annual Period.

Because this Resolution will only amend definitions of expenses to be paid that are subordinate to bond debt service payments on the IFA Bonds, the proposed First Supplemental Trust Indenture will not require bondholder consent.

IFA will not charge a fee in connection with this technical amendment, consistent with historical practice.

Background:

Proceeds of the Series 20011 Bonds were used to finance the cost of the acquisition, construction, furnishing and equipping of an approximate 896 bed student housing facility consisting of five four story residential buildings, with a community center, parking lots and related facilities, including the costs of demolition of the existing building on a site located on the campus of Illinois State University.

All payments relating to the IFA Series 2011 Bonds are current and have been paid as scheduled.

PROFESSIONAL & FINANCIAL

Borrower:	Collegiate Housing Foundation	Fairhope, AL	
Bond Counsel:	Chapman & Cutler LLP	Chicago, IL	Andrea Bacon
Trustee:	Regions Bank	Birmingham, AL	Lyn Cone
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

IFA RESOLUTION NO. 2013-0514-____

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY BY THE ILLINOIS FINANCE AUTHORITY OF A FIRST SUPPLEMENTAL TRUST INDENTURE RELATING TO ITS STUDENT HOUSING REVENUE BONDS (CHF-NORMAL, L.L.C. - ILLINOIS STATE UNIVERSITY PROJECT), SERIES 2011, ALONG WITH RELATED DOCUMENTS.

WHEREAS, pursuant to and in accordance with the provisions of a Trust Indenture dated as of February 1, 2011 (the *"Original Indenture"*) between the Illinois Finance Authority (the *"Issuer"*) and Regions Bank, as trustee (the "*Trustee*"), on February 23, 2011 the Issuer issued its Student Housing Revenue Bonds (CHF-Normal, LLC - Illinois State University Project), Series 2011 in the aggregate principal amount of $59,610,000, all of which are currently outstanding (the *"Series 2011 Bonds"*); and

WHEREAS, at the request of the Board of Trustees of Illinois State University (the *"Board"*), the Issuer has determined to amend certain provisions of the Original Indenture to clarify the items constituting "Subordinated Expenses"; and

WHEREAS, Subsection 12.01(a)(i) of the Original Indenture authorizes the execution and delivery of a supplemental indenture to make amendments to cure any error, ambiguity or formal defect or omission in, or to correct or supplement any defective provision of, the Original Indenture;

NOW, THEREFORE, Be It Resolved by the Members of the Illinois Finance Authority as follows:

Section 1. Authorization of Execution and Delivery of Supplemental Indenture. The Issuer does hereby authorize and approve the execution by the Chairman or Executive Director of the Issuer and the delivery of a First Supplemental Trust Indenture (the *"First Supplemental Indenture"*) between the Issuer and the Trustee, supplementing and amending the Original Indenture, and the Secretary or Assistant Secretary of the Issuer is hereby authorized to attest to, and affix the official seal of the Issuer thereto. The First Supplemental Indenture shall be in substantially the form thereof attached hereto and marked *"Exhibit A"* and hereby approved, with such changes therein as shall be approved by the officers executing the same, with such execution to constitute conclusive evidence of such officers' approval and the Issuer's approval of any changes therein from the form of First Supplemental Indenture attached hereto.

Section 2. Further Acts. The Chairman, Secretary, Assistant Secretary and Executive Director are authorized to sign all necessary documents on behalf of the Issuer to comply with the requirements of this Resolution and the First Supplemental Indenture.

Section 3. The execution and delivery of the First Supplemental Indenture by any officer of the Issuer as authorized in Section 1 above is expressly conditioned upon the following:

a. the consent to the First Supplemental Indenture must be obtained from all necessary parties thereto; and

b. the delivery of an Opinion of Counsel (as defined in the Original Indenture) that such amendments are authorized by the Original Indenture.

Section 4. Ratification of Acts. All of the acts and doings of the members, officials, officers, agents and employees of the Issuer which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, shall be and are hereby ratified, confirmed and approved.

Section 5. No Personal Liability. No contract, agreement, obligation, or stipulation herein contained or contained in the Series 2011 Bonds, the First Supplemental Indenture, or any other document executed by or on behalf of the Issuer with respect to or in connection with the delivery of the First Supplemental Indenture or the amended Series 2011 Bonds shall be deemed a contract, agreement, stipulation or obligation of any officer, director, agent, or employee of the Issuer, in his or her individual capacity, and no such officer, director, agent, or employee shall be personally liable on the Series 2011 Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 6. Severability. If any section, paragraph, clause or provision of this Resolution shall be held to be invalid or ineffective for any reason, the remainder of this Resolution shall continue in full force and effect, it being expressly hereby found and declared that the remainder of this Resolution would have been adopted despite the invalidity or ineffectiveness of such section, paragraph, clause or provision.

Section 7. Effective Date. This Resolution shall take effect immediately upon its adoption, and any provisions of any previous resolutions in conflict with the provisions hereof are hereby superseded.

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RESOLUTION NO. _____

RESOLUTION AUTHORIZING PERMITTED ASSISTANCE TO THE JOLIET ARSENAL DEVELOPMENT AUTHORITY; AND RELATED MATTERS.

WHEREAS, in October 2007, the Joliet Arsenal Development Authority ("JADA") issued $12,200,000 industrial revenue bonds (the "Series 2007 Bonds"), for the purpose of refinancing approximately $9,100,000 in infrastructure construction loans made to JADA from third parties; and

WHEREAS, JADA used the proceeds from the Series 2007 Bonds to provide for the development of infrastructure at a 770 acre warehouse and distribution park, including providing for site preparation, demolition, water and sewer work, bridge work, and road work (the "Project"); and

WHEREAS, the sole source of repayment of the Series 2007 Bonds was identified as the sale of the land on which the Project was located (the "Site") to Prologis, a Maryland real estate trust ("Prologis") pursuant to a purchase agreement;

WHEREAS, Prologis notified JADA that, in accordance with its rights contained in the purchase agreement, it would no longer purchase the Site and in June, 2010 JADA amended certain terms of the Series 2007 Bonds with the consent of the sole bond owner to provide for the repayment of Series 2007 Bonds on June 1, 2013; and

WHEREAS, JADA has now informed the Illinois Finance Authority (the "Authority") that it does not have the ability to make the timely payments of principal and interest due on the Series 2007 Bonds on June 1, 2013 and JADA has now requested assistance from the Authority; and

WHEREAS, it is now desirable and in the best interests of the Authority to consider taking certain actions permitted pursuant to the Illinois Finance Authority Act (20 ILCS 3501/801, et seq.) (the "Act") to provide assistance and/or guidance to JADA and to authorize and ratify the execution and delivery of certain documents which may be required in relation thereto; and

NOW, THEREFORE, Be It Resolved by the members of the Illinois Finance Authority, as follows:

Section 1. That the Authority is authorized to take any action that it deems appropriate and included within the permitted exercise of its powers provided under Sections 801-30 or 801-40 of the Act to provide assistance and/or guidance to JADA relating to the repayment of the Series 2007 Bonds.

Section 2. That the Board hereby authorizes and ratifies the action of the actions of the Chairman, the Vice Chairman and the Executive Director of the Authority determining the assistance, if any, to be provided to JADA, for and on behalf, of the Authority, and each of them hereby is, authorized and ratified in all respects; that from and after the execution and delivery of this Resolution, the officers, employees and agents of the Authority are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of this Resolution.

Section 3. That the provisions of this Resolution are hereby declared to be severable and if any section, phrase or provision hereof shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions of this Resolution.

Section 4. That all resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.