



October 8, 2013

**\$7,000,000
Westminster Village, Inc.**

| | | | | | | | | | | | | | | | | | |
|---------------------------------------|---|-------------------|---|--------------|--------------------|-----------|--------------------|---------------|---|--|--|-------------------|----------------|--------------|---------------------------|--------------|---------------------------|
| REQUEST | <p>Purpose: Bond proceeds will be used by Westminster Village, Inc. (the “Corporation” or the “Borrower”) to (i) pay or reimburse the costs of acquiring, constructing, renovating, remodeling and equipping the Corporation’s existing facilities located at 2025 East Lincoln Street in Bloomington, Illinois (collectively, the “Project”), and (ii) pay certain costs related to the issuance of the Bonds, all as permitted by the Act (collectively, the “Financing Purposes”).</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p> | | | | | | | | | | | | | | | | |
| BOARD ACTIONS | Final Bond Resolution (<i>one-time consideration</i>) | | | | | | | | | | | | | | | | |
| MATERIAL CHANGES | None. This is the first time this project has been presented to the IFA Board of Directors. | | | | | | | | | | | | | | | | |
| JOB DATA | <table border="0"> <tr> <td>140</td> <td>Current jobs (FTEs)</td> <td>0</td> <td>New jobs projected</td> </tr> <tr> <td>N/A</td> <td>Retained job</td> <td>15</td> <td>Construction jobs projected (FTEs – 9 mo) Employed by Contractor</td> </tr> </table> | 140 | Current jobs (FTEs) | 0 | New jobs projected | N/A | Retained job | 15 | Construction jobs projected (FTEs – 9 mo) Employed by Contractor | | | | | | | | |
| 140 | Current jobs (FTEs) | 0 | New jobs projected | | | | | | | | | | | | | | |
| N/A | Retained job | 15 | Construction jobs projected (FTEs – 9 mo) Employed by Contractor | | | | | | | | | | | | | | |
| DESCRIPTION | <ul style="list-style-type: none"> • Locations: Bloomington/ McLean County/Central Illinois • Westminster Village, Inc. is a not-for-profit corporation which owns and operates a continuing care retirement community in Bloomington, Illinois. Westminster Village Inc. offers the full continuum of care through its residential programs and health care facilities. It is the mission of Westminster Village, Inc. to meet the comfort, respect and service needs of our residents. • The Westminster Village campus includes 22 townhouses, 181 independent living apartments, 49 assisted living apartments and 78 skilled care beds. Bond proceeds will be used to supply consistent effective and efficient HVAC and energy improvements for these areas. | | | | | | | | | | | | | | | | |
| SECURITY | <ul style="list-style-type: none"> • The Bonds will be secured by a mortgage and revenue pledge | | | | | | | | | | | | | | | | |
| STRUCTURE | <ul style="list-style-type: none"> • The plan of finance contemplates the issuance of indexed/puttable bonds directly purchased by Clayton Holdings, LLC, a wholly owned subsidiary of Commerce Bank. | | | | | | | | | | | | | | | | |
| SOURCES AND USES ESTIMATED | <table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td><u>\$7,000,000</u></td> <td>Project Costs</td> <td>\$6,889,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td><u>111,000</u></td> </tr> <tr> <td>Total</td> <td><u>\$7,000,000</u></td> <td>Total</td> <td><u>\$7,000,000</u></td> </tr> </table> | Sources: | | Uses: | | IFA Bonds | <u>\$7,000,000</u> | Project Costs | \$6,889,000 | | | Costs of Issuance | <u>111,000</u> | Total | <u>\$7,000,000</u> | Total | <u>\$7,000,000</u> |
| Sources: | | Uses: | | | | | | | | | | | | | | | |
| IFA Bonds | <u>\$7,000,000</u> | Project Costs | \$6,889,000 | | | | | | | | | | | | | | |
| | | Costs of Issuance | <u>111,000</u> | | | | | | | | | | | | | | |
| Total | <u>\$7,000,000</u> | Total | <u>\$7,000,000</u> | | | | | | | | | | | | | | |
| RECOMMENDATION | Credit Review Committee recommends approval. | | | | | | | | | | | | | | | | |

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
October 8, 2013**

Project: Westminster Village, Inc.

STATISTICS

| | | | |
|-----------------|-----------------|----------------|-----------------------------|
| Project Number: | H-SL-TE-CD-8649 | Amount: | \$7,000,000(Not-to-Exceed) |
| Type: | 501(c)(3) Bonds | IFA Staff: | Pam Lenane and Nora O'Brien |
| City: | Bloomington | County/Region: | McLean/Central |

BOARD ACTION

| | |
|---|-----------------------------|
| Final Bond Resolution (<i>one-time consideration</i>) | No IFA Funds at Risk |
| Conduit 501(c)(3) Bonds | No Extraordinary Conditions |
| Credit Review Committee recommends approval | |

VOTING RECORD

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

PURPOSE

Bond proceeds will be used by **Westminster Village, Inc.** (the “**Corporation**” or the “**Borrower**”) to: pay or reimburse the Borrower for the payment of the costs of acquiring, constructing, renovating and equipping the Borrower’s continuing care retirement community, including but not limited to the cost of HVAC and Energy Upgrades. The infrastructure project includes but is not limited to converting the existing HVAC system to GeoThermal, construction of geothermal well field, adding automated control of HVAC, converting ventilation hoods for energy conservation, lighting changes internal and external to increase efficiency and effectiveness, and addition of water heaters to be fed by geothermal system all located on the Borrower’s existing campus in Bloomington, Illinois.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

| | |
|------------------------------|---|
| Current employment: 140 FTEs | Projected new jobs: 0 |
| | Construction jobs: 15 (FTEs – 9mo and employed by contractor) |

ESTIMATED SOURCES AND USES OF FUNDS

| | | | |
|-----------------|--------------------|------------------|--------------------|
| Sources: | | Uses: | |
| IFA Bonds | \$7,000,000 | Project Costs | \$6,764,921 |
| | | Cost of Issuance | <u>111,000</u> |
| Total | \$7,000,000 | Total | \$7,000,000 |

FINANCING SUMMARY

| | |
|-------------------------|---|
| Security: | The Bonds will be secured by a mortgage and revenue pledge. |
| Structure: | The current plan of finance anticipates the issuance of bonds purchased directly by Clayton Holdings, LLC, a wholly owned subsidiary of Commerce Bank |
| Interest Rate: | To be determined the day of pricing depending upon market conditions |
| Interest Mode: | Indexed Rate fixed for 10 years (the 10-year Swap Index at time of closing plus the Applicable Spread, adjusting every 10 years to the then-current 10-year Swap Index plus the Applicable Spread). |
| Credit Enhancement: | None |
| Maturity: | 2033 |
| Rating: | None |
| Estimated Closing Date: | October, 2013 |

PROJECT SUMMARY

Bond proceeds will be used by **Westminster Village, Inc.** (the “**Corporation**” or the “**Borrower**”) to (i) pay or reimburse the costs of acquiring, constructing, renovating, remodeling and equipping the Corporation’s existing facilities located at 2025 East Lincoln Street in Bloomington, Illinois (collectively, the “**Project**”), and (ii) pay certain costs related to the issuance of the Bonds, all as permitted by the Act (collectively, the “**Financing Purposes**”).

BUSINESS SUMMARY

Westminster Village, Inc. is a not-for-profit corporation which owns and operates a continuing care retirement community in Bloomington, Illinois. Westminster Village Inc. offers the full continuum of care through its residential programs and health care facilities. It is the mission of Westminster Village, Inc. to meet the comfort, respect and service needs of our residents.

The Westminster Village campus includes 22 townhouses, 181 independent living apartments, 49 assisted living apartments and 78 skilled care beds. Bond proceeds will be used to supply consistent effective and efficient HVAC and energy improvements for these areas.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Westminster Village, Inc.
Location: 2025 E. Lincoln St
Bloomington, IL 61704
Contact: Barbara Nathan
Executive Director
Westminster Village Inc.
2025 E. Lincoln St.
Bloomington IL 61704
309-663-6474
bnathan@westminstervillageinc.com
Website: www.westminstervillageinc.com
Project name: Westminster Village, Inc.
Organization: 501(c)(3) Not-for-Profit Corporation
State: Illinois
Board of Directors:

| Member | Occupation |
|---------------------------------------|---|
| Lora Wey, President | Development Professional, IL State U |
| Jay Reece, Vice- President | Attorney, Mueller & Reece, LLC |
| Jim Larson, Treasurer | |
| Jim Broach, Secretary | Administrative Service Leader, (Retired) State Farm Insurance |
| Janella Cooley, Immed. Past President | Community Leader/Volunteer |
| Fred Drake, Director | President, Heartland Bank and Trust Co. |
| John Gordon, Director | Investments (Retired) State Farm Insurance |
| Roger Hunt, Director | President, (Retired) Advocate Bromenn |
| Susan Hurliman, Director | Teacher (Retired) Bloomington District 87 |
| Steve Lehmann, Director | Principle, Pinnacle Actuaries |
| John McIntyre, Director | Teacher (Retired) Central Catholic High School, Member McLean County Board |
| Mary Schmidt, Director | Vice President, Human Resources, State Farm Insurance |
| Dr. Pat Wilson, Director | Education Administration, (Retired) U of Illinois |

PROFESSIONAL & FINANCIAL

| | | | |
|------------------------|-----------------------------------|--------------|-------------------|
| Borrower's Counsel: | Miller, Hall & Triggs | Peoria, IL | Richard M. Joseph |
| Bond Counsel: | Gilmore & Bell | St Louis, MO | Sean Flynn |
| Bank: | Commerce Bank | Columbia, MO | Michael Hartmann |
| Bank Counsel: | Stinson Morrison Hecker LLP | Kansas City | Don Kirkpatrick |
| Bond Purchaser: | Clayton Holdings | | |
| IFA Financial Advisor: | Public Financial Management, Inc. | Chicago, IL | Shannon Williams |
| Issuer's Counsel: | Peck Shaffer | Chicago | Tom Smith |

LEGISLATIVE DISTRICTS

Congressional: 18
State Senate: 44
State House: 88

SERVICE AREA

Westminster Village Inc. has historically drawn its residents from a primary market area of Bloomington Normal located in McLean County Illinois (78%). Residents relocating from McLean County account for 82% of the residents. Seven percent come from the counties surrounding McLean County, 6% from elsewhere in the State of Illinois and 5% from out of state.