



September 10, 2013

\$23,000,000 (not-to-exceed)
Noble Network of Charter Schools

REQUEST	<p>Purpose: Bond proceeds will enable Noble Network of Charter Schools (“Noble” or the “Borrower”) to pay or reimburse the Borrower for costs of acquisition, construction, and equipping of the Hansberry College Prep charter school (formerly Noble Auburn-Gresham) of the Borrower located at 8732- 8748 South Aberdeen Street, Chicago, Illinois and 8725 South May Street, Chicago, Illinois (all leased from the Catholic Bishop of Chicago), and to pay or reimburse the Borrower for costs of miscellaneous capital improvements and equipment at certain other charter school campuses of the Borrower, including Golder College Prep, Rowe-Clark Math and Science Academy, Rauner College Prep, Pritzker College Prep, and Noble Street College Prep (collectively, the “Project”).</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																																
BOARD ACTION	<p>Final Bond Resolution Preliminary Bond Resolution approved 8/13/2013 Yeas: 13; Nays: 0; Abstentions: 0; Absent 2 (Barclay, Gold); Vacancy: 0</p>																																
MATERIAL CHANGES	<p>Updated Sources & Uses (i) includes higher not-to-exceed bond issuance amount, (ii) no longer includes the taxable loan refinancing in the amount of \$3.1MM which was associated with the Muchin campus and (iii) no longer includes costs associated with acquisition of land for ITW campus. Additionally, IFF is further providing a cash funded common reserve fund. Finally, S&P assigned a ‘BBB’ credit rating as of 9/6/2013.</p>																																
JOB DATA	<table border="0"> <tr> <td style="text-align: center;">655</td> <td style="text-align: center;">Current jobs</td> <td style="text-align: center;">236</td> <td style="text-align: center;">New jobs projected (1-2 years)</td> </tr> <tr> <td style="text-align: center;">N/A</td> <td style="text-align: center;">Retained jobs</td> <td style="text-align: center;">25</td> <td style="text-align: center;">Construction jobs projected (24 months)</td> </tr> </table>	655	Current jobs	236	New jobs projected (1-2 years)	N/A	Retained jobs	25	Construction jobs projected (24 months)																								
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DESCRIPTION	<ul style="list-style-type: none"> • Location: Chicago / Cook County / Northeast • Type of entity: Noble Network of Charter Schools is an Illinois not-for-profit corporation. • Noble Network of Charter Schools is a public charter high school (and middle school) system in Chicago with multiple campuses throughout the city. • With a student population that is 98% minority and 89% low-income, Noble is committed to serving the students with the greatest need, and to opening campuses in neighborhoods where there are no quality high school options. 																																
CREDIT INDICATORS	<ul style="list-style-type: none"> • The plan of finance contemplates that the Bonds will be publically offered by B.C. Ziegler & Company (the “Underwriter”) and sold based on the direct underlying rating of the Noble Network of Charter Schools. • The Borrower applied for a rating from Standard & Poor’s (“S&P”) which has assigned a rating of ‘BBB’. • IFF’s Charter School Credit Enhancement Program (“CSCEP”) will provide credit enhancement in the form of a cash funded common reserve of up to \$750,000 and a cash funded debt reserve of up to \$1.5 million of the financed amount to be accessed by the Trustee (for the benefit of bondholders) in the event of a payment default. 																																
SECURITY	<ul style="list-style-type: none"> • Bondholders will be secured by (i) a pledge of Network revenues on parity with its outstanding IFA Series 2006 and IFA Series 2007 Bonds, (ii) a leasehold mortgage on a pro rata share of collateral pool pledged to existing bonds with Hansberry College Prep (formerly Auburn Gresham), (iii) a Debt Service Reserve Fund capitalized under IFF’s Credit Enhancement program, and (iv) other funded reserves. 																																
MATURITY	<ul style="list-style-type: none"> • 2043 (30 years) 																																
INTEREST RATE	<ul style="list-style-type: none"> • The fixed-rate Bonds will bear an interest rate that is negotiated and established prior to closing and is currently estimated at between 5.00% and 6.50%. 																																
SOURCES AND USES Estimated	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Series 2013 Bonds</td> <td style="text-align: right;">\$23,000,000</td> <td>Project Costs</td> <td style="text-align: right;">\$18,000,000</td> </tr> <tr> <td>IFF Cash Funded Common Reserve Fund</td> <td style="text-align: right;">750,000</td> <td>Capitalized Interest</td> <td style="text-align: right;">3,950,000</td> </tr> <tr> <td>IFF Cash Funded Debt Service Reserve Fund</td> <td style="text-align: right;"><u>1,500,000</u></td> <td>Working Capital</td> <td style="text-align: right;">650,000</td> </tr> <tr> <td></td> <td></td> <td>Common Reserve Fund</td> <td style="text-align: right;">750,000</td> </tr> <tr> <td></td> <td></td> <td>Debt Service Reserve Fund</td> <td style="text-align: right;">1,500,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td style="text-align: right;"><u>400,000</u></td> </tr> <tr> <td>Total</td> <td style="text-align: right;">\$25,250,000</td> <td>Total</td> <td style="text-align: right;">\$25,250,000</td> </tr> </table>	Sources:		Uses:		IFA Series 2013 Bonds	\$23,000,000	Project Costs	\$18,000,000	IFF Cash Funded Common Reserve Fund	750,000	Capitalized Interest	3,950,000	IFF Cash Funded Debt Service Reserve Fund	<u>1,500,000</u>	Working Capital	650,000			Common Reserve Fund	750,000			Debt Service Reserve Fund	1,500,000			Costs of Issuance	<u>400,000</u>	Total	\$25,250,000	Total	\$25,250,000
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RECOMMENDATION	<p>Credit Review Committee recommends approval.</p>																																

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 September 10, 2013**

Project: Noble Network of Charter Schools

STATISTICS

Project Number: N-NP-TE-CD-8635	Amount: \$23,000,000 (not-to-exceed)
Type: 501(c)(3) Revenue Bonds	IFA Staff: Rich Frampton and Brad R. Fletcher
Location: Chicago	County/Region: Cook County/Northeast

BOARD ACTION

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

VOTING RECORD

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

PURPOSE

Bond proceeds will enable **Noble Network of Charter Schools** (“**Noble**” or the “**Borrower**”) to pay or reimburse the Borrower for costs of acquisition, construction, and equipping of the Hansberry College Prep charter school (formerly Noble Auburn-Gresham) of the Borrower located at 8732- 8748 South Aberdeen Street, Chicago, Illinois and 8725 South May Street, Chicago, Illinois, and to pay or reimburse the Borrower for costs of miscellaneous capital improvements and equipment at certain other charter school campuses of the Borrower, including Golder College Prep, Rowe-Clark Math and Science Academy, Rauner College Prep, Pritzker College Prep and Noble Street College Prep. (collectively, the “**Project**”).

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		Uses:	
IFA Series 2013 Bonds	\$23,000,000	New Money Projects on 6 Campuses*	\$3,000,000
IFF Cash Funded	750,000	Reimbursement for Capital Projects on 6 Campuses*	15,000,000
Common Reserve Fund		Capitalized Interest	3,950,000
IFF Cash Funded Debt		Working Capital	650,000
Service Reserve Fund	<u>1,500,000</u>	Common Reserve Fund	750,000
		Debt Service Reserve Fund	1,500,000
		Costs of Issuance	<u>400,000</u>
Total	\$25,250,000	Total	\$25,250,000

*The six campuses include Hansberry, Rowe-Clark, Golder, Noble Street, Pritzker and Rauner (see Economic Disclosure Statement on p. 5).

JOBS

Current employment:	655	Projected new jobs:	236 (1-2 years)
Jobs retained:	N/A	Construction jobs:	25 (24 months)

FINANCING SUMMARY

Structure: Fixed rate, tax-exempt bonds will be sold based on the underlying direct rating of Noble Network of Charter Schools. The plan of finance contemplates that the Bonds will be offered in minimum denominations of \$100,000 and sold in a manner consistent with IFA Bond Program Handbook requirements.

Security/
Rating: Investors will be secured by (i) a pledge of Noble Network of Charter School revenues on parity with its outstanding IFA Series 2006 and IFA Series 2007 Bonds, (ii) a leasehold mortgage on pro rata share of collateral pool pledged to existing bonds with Hansberry College Prep (formerly Auburn-Gresham) leasehold improvements added, (iii) a Debt Service Reserve Fund provided by IFF's Credit Enhancement program, and (iv) a Common Reserve Fund provided by IFF's Credit Enhancement program.

Standard & Poor's ("S&P") assigned an investment grade rating of 'BBB' to Noble as of 9/6/2013.

Interest Rate: The Bonds will bear a fixed interest rate that will reflect prevailing market conditions at closing (currently estimated at between 5.00% and 6.50% as of 8/30/2013).

Maturity: 2043 (approximately 30 years)

Estimated
Closing Date: October 2013

Rationale: Based on market conditions and current rates, Noble and its advisors estimate that a tax-exempt financing on which the rate is fixed for the 30-year life of the bonds can be completed at a rate that will be approximately 2.5% lower than a taxable loan or taxable bonds for the same fixed term, thereby reducing borrowing costs substantially. Savings attributable to a tax-exempt bond issue would also free up Network cash to be used for other projects that will enhance Noble's campuses (and potentially create more cash reserves for Noble).

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will enable **Noble Network of Charter Schools** ("Noble" or the "**Borrower**") to pay or reimburse the Borrower for costs of acquisition, construction, and equipping of the Hansberry College Prep charter school (formerly Noble Auburn-Gresham) of the Borrower located at 8732- 8748 South Aberdeen Street, Chicago, Illinois and 8725 South May Street, Chicago, Illinois (each leased from the Catholic Bishop of Chicago), and to pay or reimburse the Borrower for costs of miscellaneous capital improvements and equipment at certain other charter school campuses of the Borrower, as listed below (collectively, the "**Project**"):

1. Golder College Prep at 1440-1460 West Superior Street, Chicago, Illinois (leased from the Catholic Bishop of Chicago);
2. Rowe-Clark Math and Science Academy at 3645 West Chicago Avenue, Chicago, Illinois (owned by the Borrower);
3. Rauner College Prep at 1337 West Ohio Street, Chicago, Illinois (leased from the Catholic Bishop of Chicago);
4. Pritzker College Prep at 4131 West Cortland Street, Chicago, Illinois (leased from the Catholic Bishop of Chicago); and
5. Noble Street College Prep at 1010-1014 North Noble Street, Chicago, Illinois (leased from the Northwestern University Settlement Association).

The estimated New Money Project Costs and Reimbursement Project Costs for the six campuses are comprised of the following items:

Construction	\$9,000,000
Rehabilitation	7,750,000
Machinery/Equip.	250,000
Architectural/Engineering	<u>1,000,000</u>
Total	\$18,000,000

BUSINESS SUMMARY

Description: **Noble Network of Charter Schools**, an Illinois not-for-profit corporation (“**Noble**”, the “**Network**” or the “**Borrower**”) was established in 1999 and is incorporated under State of Illinois law. The Borrower is a 501(c)(3) not-for-profit corporation exempt from federal income taxes under the Internal Revenue Code.

Noble Network of Charter Schools is governed by a 17-member Board of Directors (see page 7).

Background: The Noble Network of Charter Schools prepares low-income students with the scholarship, discipline, and environment necessary to succeed in college and lead exemplary lives. The School’s Board views Noble’s mission as serving as a catalyst for education reform in Chicago.

In 1999, two Chicago Public School teachers opened Noble Street Charter School in cooperation with the Northwestern University Settlement Association. Noble graduated its first class in 2003. More than 85% of graduates have pursued postsecondary education.

Noble was founded on many of the same entrepreneurial principles that have built successful businesses—strong leadership, meaningful use of data, and a high degree of accountability. With longer class periods, a longer school day, and a longer school year, Noble provides students with substantially more instructional time than the traditional Chicago public high school. This extra time, combined with a disciplined, consistent school culture, high expectations, and a team of dedicated teachers, has resulted in dramatically improved academic performance.

In 2005, Noble initiated a series of expansion projects to enable the Network to serve more students. Noble’s expanded its Network with two additional campuses, Rauner College Prep and Pritzker College Prep, in 2006, serving 400 students. By 2008, Noble had opened its sixth and seventh campuses, UIC College Prep and Gary Comer College Prep. In 2010, Johnson College Prep, Noble’s tenth campus, opened in the Englewood community. In August 2011, Noble opened its first middle school at the site of Gary Comer College Prep in the Grand Crossing community. Noble opened two new campuses in August 2012 including DRW Trading College Prep (serves Chicago's West Side in Homan Square) and Noble Auburn Gresham College Prep (located in the Auburn Gresham community on the far South Side), now known as Hansberry College Prep. In August 2013, Noble opened two new campuses in the Pullman and South Chicago neighborhoods.

In the spring of 2012, for the fourth year in a row, all nine Noble campuses with junior classes ranked among the top ten highest performing open enrollment schools on the ACT exam in the city of Chicago (Link: www.noblenetwork.org/about-noble/achievements-results).

Further information about Noble, its history, mission, values, achievements, administration, Board of Directors and academic approach is available at its website: www.noblenetwork.org.

The School is subject to a “Charter Agreement” with the Chicago School Reform Board of Trustees (Chicago Public Schools). The Charter Agreement was for an original term of five years ending June 30, 2004 and was renewed through June 30, 2009, and again through June 30, 2014. Additionally, Noble has been certified as a charter school by the Illinois State Board of Education.

IFF Credit
Enhancement
Program:

Administered through the U.S. Department of Education's budget, the **Charter School Credit Enhancement Program ("CSCEP")** promotes public/private partnership by assisting public and nonprofit entities in leveraging non-Federal funds that help charter schools obtain facilities through purchase, lease, renovation, and construction.

IFF's CSCEP provides credit enhancement in the form of a debt reserve (and/or common reserve) of up to 10% of the financed amount to be accessed by the lender (or bond investor) in the event of a default to make debt payments. This CSCEP credit enhancement pledge will be held in a trustee account that must be invested in funds that meet certain criteria and any interest earnings on the account must be returned to IFF.

As proposed, the IFA Series 2013 Bonds will be credit enhanced by an IFF-funded debt service reserve fund and an IFF-funded common reserve fund.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Noble Network of Charter Schools, 1 North State Street, Floor 7-L, Chicago (Cook County), IL 60602

Contact: Michael Milkie, Superintendent and CEO: (T) 773-278-6895; email: mmilkie@noblenetwork.org

Website: <http://www.noblenetwork.org/>

Site Locations:

1. Hansberry College Prep (formerly Noble Auburn-Gresham College Prep) at 8732- 8748 South Aberdeen Street Chicago (and adjacent parking lot) and 8725 South May Street, Illinois (leased from the Catholic Bishop of Chicago);
2. Golder College Prep at 1440-1460 West Superior Street, Chicago, Illinois (leased from the Catholic Bishop of Chicago);
3. Rowe-Clark Math and Science Academy at 3645 West Chicago Avenue, Chicago, Illinois (owned by the Borrower);
4. Rauner College Prep at 1337 West Ohio Street, Chicago, Illinois (leased from the Catholic Bishop of Chicago);
5. Pritzker College Prep at 4131 West Cortland Street, Chicago, Illinois (leased from the Catholic Bishop of Chicago);
6. Noble Street College Prep at 1010-1014 North Noble Street, Chicago, Illinois (leased from the Northwestern University Settlement Association).

Project name: IFA 501(c)(3) Revenue Bond (Noble Network of Charter Schools Project), Series 2013

Organization: Illinois not-for-profit established as a 501(c)(3) corporation under the Internal Revenue Code

Lessors of
 School
 Properties:

Certain campuses in the Noble Network are subject to lease arrangements with various lessors identified below:

School Facility	Lessor
Noble Street College Prep	Northwestern University Settlement Association (“NUSA”), an Illinois not-for-profit corporation, 1200 Augusta Blvd., Chicago, IL 60622. Contact: Mr. Ray Manderschied, President; Phone: 773-278-7471
Rauner College Prep	Archdiocese of Chicago; 835 N. Rush Street, Chicago, IL 60611; Contact: Mr. Kevin J. Marzalik, Director, Department of Financial Services; Phone: 312-534-8200
Pritzker College Prep	Archdiocese of Chicago; 835 N. Rush Street, Chicago, IL 60611; Contact: Mr. Kevin J. Marzalik, Director, Department of Financial Services; Phone: 312-534-8200
Golder College Prep	Archdiocese of Chicago; 835 N. Rush Street, Chicago, IL 60611; Contact: Mr. Kevin J. Marzalik, Director, Department of Financial Services; Phone: 312-534-8200
Hansberry (Auburn Gresham) College Prep	Archdiocese of Chicago; 835 N. Rush Street, Chicago, IL 60611; Contact: Mr. Kevin J. Marzalik, Director, Department of Financial Services; Phone: 312-534-8200
Gary Comer College Prep	GCCP, LLC. an Illinois limited liability company, c/o Mr. Gregory E. Mooney, Agent, 939 W. North Ave., Suite 850, Chicago, IL 60622; Members: Guy B. Comer, 939 W. North Ave., Suite 850, Chicago, IL 60601 and William T. Schleicher, Jr., 20875 Crossroads Circle, Suite 100, Waukesha, WI 53186
UIC College Prep	Chicago Board of Education, 125 South Clark Street, 6 th Floor, Chicago, IL 60603 Phone: (773) 553-1600
Chicago Bulls College Prep	Chicago Board of Education, 125 South Clark Street, 6 th Floor, Chicago, IL 60603 Phone: (773) 553-1600
Johnson College Prep	Chicago Board of Education, 125 South Clark Street, 6 th Floor, Chicago, IL 60603 Phone: (773) 553-1600
Muchin College Prep	Stonewater One North State Street Funding, LLC, a Delaware limited liability company, and an affiliate of FD Stonewater, 1001 N. 19 th Street, Suite 930 Arlington, VA 22209; ; Contact: David Stade or Jeffrey Toporek, 703-537-7650
DRW Trading College Prep	Foundation for Homan Square, an Illinois not-for-profit corporation, (formerly Homan Square Power House), 3517 W. Arthington St., Chicago, IL 60624; Contact: Ms. Kristin Dean, President, ; Phone: 773-265-4404

Tenant
 (Sub-lessee)
 at Noble
 Property:

School Facility	Sublessees (i.e., subleasing from Noble)
DRW Trading College Prep	Sublessee: HFLI Academies of Illinois, NFP, (formerly Henry Ford Academies of Illinois, NFP (sub-tenant) d/b/a Power House High), c/o Law Offices of Kathryn M. Vanden Berk, Esq., (Agent), 203 N. LaSalle Street, Suite 2100, Chicago, IL 60601, 312-558-1690

Board of
 Directors:

Allan Muchin

Chairman of the Board, Noble Network of Charter Schools;
 Chairman Emeritus, Katten Muchin Rosenman;

Michael Milkie

CEO and Superintendent, *Noble Network of Charter Schools*

Cecil Curtwright

Associate Vice Provost for Academic and Enrollment Services, University of Illinois Chicago

Guy Comer

President, Comer Science & Education Foundation

John Harris

Managing Partner, Wishbone Management, LP
 Analyst, Ruane, Cunniff & Goldfarb, Inc.

Rebeca Nieves Huffman

Illinois State Executive Director, Democrats for Education Reform

Harvey Medvin

Retired EVP and CFO, AON Corporation

Anne Mueller

Community Leader

Martin Nesbitt, Co-CEO, Vistria Group

Nancy Golder Northrip

Owner, Ultimate Gymnastics
 Golder Family Foundation

Troy Ratliff

Manager of the Administrative Service Organization, Dept. of Human Services, State of IL

Bruce Rauner

Retired Principal & Chairman, GTCR
 Rauner Family Foundation

Jonathan Reinsdorf

Founding Partner, Stonegate
 Development Partners LLP

William Rowe

Associate, Baker & McKenzie LLP,
 Rowe Family Charitable Trust

Jean Sheridan

Retired Executive Vice President,
 Northern Trust

Menno Vermeulen

Partner, LSV Asset Management

David Weinberg

Founder & President, Illinois Network of
 Charter Schools

Jennifer Wilson

Partner, DRW Trading Group

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Cahill Law Office	Chicago, IL	Kevin Cahill
Borrower's Financial Advisor:	Longhouse Capital Advisors	Chicago, IL	Lindsay Wall, Michael Boisvert
Auditor:	Ostrow Reisin Berk & Abrams Ltd.	Chicago, IL	
Bond Counsel:	Greenberg Traurig LLP	Chicago, IL	Matt Lewin
Underwriter:	B.C. Ziegler & Company	Chicago, IL	Scott Rolfs
Underwriter's Counsel:	Peck, Shaffer & Williams LLP	Chicago, IL	Tom Smith
Trustee:	Amalgamated Bank	Chicago, IL	Michele Martello
Architect:	Wheeler Kearns Architects	Chicago, IL	Larry Kearns
General Contractor:	Bulley & Andrews	Chicago, IL	Tim Puntillo
IFA Counsel:	Burke Burns & Pinelli Ltd.	Chicago, IL	Mary Pat Burns, Stephen Welcome
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

Baker College Prep
(2710 E. 89th St., Chicago)
Congressional: 2
State Senate: 13
State House: 26

Chicago Bulls College Prep
(2040 W. Adams, Chicago)
Congressional: 7
State Senate: 5
State House: 10

DRW Trading College Prep
(931 S. Homan, Chicago)
Congressional: 7
State Senate: 5
State House: 9

Gary Comer College Prep
7131 S. South Chicago Ave., Chicago)
Congressional: 1
State Senate: 3
State House: 5

Gary Comer College Prep Middle School
(1010 E. 72nd St., Chicago)
Congressional: 1
State Senate: 3
State House: 5

Golder College Prep
(1454 W. Superior, Chicago)
Congressional: 5
State Senate: 2
State House: 4

Hansberry (Auburn Gresham) College Prep
(8748 S. Aberdeen St., Chicago)
Congressional: 1
State Senate: 14
State House: 27

Johnson College Prep
(6350 S. Stewart, Chicago)
Congressional: 1
State Senate: 3
State House: 6

Muchin College Prep
(1 N. State St., Chicago)
Congressional: 7
State Senate: 3
State House: 5

Noble Pullman College Prep
(821 E. 103rd St., Chicago)
Congressional: 2
State Senate: 17
State House: 34

Noble Street College Prep
(1010 N. Noble St., Chicago)
Congressional: 5
State Senate: 2
State House: 4

Pritzker College Prep
(4131 W. Cortland St., Chicago)
Congressional: 4
State Senate: 2
State House: 4

Rauner College Prep
(1337 W. Ohio St., Chicago)
Congressional: 5
State Senate: 2
State House: 4

Rowe-Clark Math & Sciences Academy
(3645 W. Chicago Ave., Chicago)
Congressional: 7
State Senate: 5
State House: 10

UIC College Prep
(1231 S. Damen Ave., Chicago)
Congressional: 7
State Senate: 5
State House: 9

Service Area of Noble Charter School Network:

Noble is comprised of a growing network of high quality public high schools located in Chicago’s communities of greatest need. In August 2013, Noble will open two new campuses in the Pullman and South Chicago neighborhoods and is currently accepting applications for enrollment. As of Fall 2013, Noble will operate 14 high schools serving an estimated 8,800 to 9,100 students from more than 70 Chicago communities.

