

ILLINOIS FINANCE AUTHORITY

Tuesday, February 14, 2012

AGENDA

COMMITTEE OF THE WHOLE MEETING

9:30 a.m.

**IFA Chicago Office
Two Prudential Plaza
180 North Stetson Avenue, Suite 2555
Chicago, Illinois 60601**

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

BOARD MEETING

10:30 a.m.

**Conference Center
One Prudential Plaza
130 East Randolph Street, Suite 750
Chicago, Illinois 60601**

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

Board Meeting Agenda

February 14, 2012

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AGRICULTURE						
Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Beginning Farmer Bonds						
<i>Final</i>						
1	A) Tyler S. Loschen	Mona Township (Ford County)	\$170,000	0	0	JS/LK
	B) Ronald Lee Beals	Wade Township (Jasper County)	\$32,500	0	0	JS/LK
TOTAL AGRICULTURE PROJECTS			\$202,500	0	0	
BUSINESS AND INDUSTRY						
Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Industrial Revenue Bonds						
<i>Preliminary</i>						
2	Unified CML, LLC and its affiliates, successors, or assigns	Bedford Park (Cook County)	\$10,000,000	79	20	RF/BF
Midwestern Disaster Area Revenue Bonds						
<i>Preliminary</i>						
3	M.O.B. Development, LLC and its affiliates, successors, or assigns (925 Broadway Avenue Project)	Quincy (Adams County)	\$11,200,000	115	43	JS
TOTAL BUSINESS AND INDUSTRY PROJECTS			\$21,200,000	194	63	
HEALTHCARE						
Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds						
<i>Preliminary</i>						
4	Ascension Health Alliance	Multiple Locations in Cook County and elsewhere	\$600,000,000	N/A	90	PL/NO
501(c)(3) Revenue Bonds						
<i>Final (One-Time Consideration)</i>						
5	Edward Hospital	Naperville (DuPage County)	\$30,000,000	N/A	144	PL/NO
TOTAL HEALTHCARE PROJECTS			\$630,000,000	0	234	
GRAND TOTAL			\$651,402,500	194	297	
RESOLUTIONS						
Tab	Project Name					FM
Amendatory Resolutions						
6	Amendment to Modify Terms for Beginning Farmer Bond Resolution to Specify and Interest Rate Floor and Cap (Alexander Colby Jordan)					JS/LK
7	Amendment to Modify Terms for Beginning Farmer Bond Resolution to Specify and Interest Rate Floor and Cap (Korey P. Jordan)					JS/LK
8	Resolution Authorizing Miscellaneous Amendments Relating to Various Outstanding Series of Bonds Issued on Behalf of Presbyterian Homes and Authorizing and Approving Related Matters					PL/NO
9	Resolution Authorizing the Executive Director to enter into an Intergovernmental Agreement with the Illinois Department of Commerce and Economic Opportunity ("DCEO") to accept State Energy Program ("SEP") monies authorized under the American Recovery and Reinvestment Act of 2009 ("ARRA") in furtherance of energy efficiency and renewable energy project financing					NO/SO
10	Resolution delegating to the Executive Director the power to implement Public Act 097-0654/House Bill 0442 with respect to the IFF (formerly, the Illinois Facilities Fund) and ratifying certain action relating thereto					NO/SO

February 14, 2012

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

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

RE: Message from the Executive Director

Dear Members of the Authority:

In his State of the State address, Governor Quinn laid out a bold 2012 Illinois Jobs Agenda to put the people of Illinois to work today and develop Illinois' workforce for jobs tomorrow. It includes (i) targeted tax cuts to promote growth; (ii) investments in education from birth to higher education; (iii) investments in affordable housing to help working families and stabilize communities affected by the foreclosure crisis; and (iv) a Clean Water Initiative to keep our water safe and pure, while creating thousands of jobs.

The 2012 Illinois Jobs Agenda builds off the progress of the last three years, which the Authority is proud to be a part of. Governor Quinn announced the creation of an Export Advisory Council to help double Illinois' exports by 2014. He named Dan Ustian, CEO of Navistar International Corporation ("Navistar"), as chair. Navistar has recently added more than 500 new jobs and it employed more than 2,000 union construction workers to renovate its new corporate headquarters in Lisle, which all could not have been possible without the Authority's financing in 2010. The Governor also emphasized the importance of affordable housing. Notably, since inception, the Authority has closed 16 affordable rental housing bond issues totaling \$175.4 million that have created or preserved 2,986 affordable units for families and seniors. In addition to these benefits, IFA's affordable rental housing bond activity has strengthened collaboration on Industrial Revenue Bond projects with regional professional city management and economic development groups in the Chicago metropolitan area. The Authority's affordable rental housing bond activities have been consistent with the affordable housing objectives articulated in Governor Quinn's State of the State address.

Given the Authority's mission to finance capital projects that create and retain jobs, IFA can play an integral role in achieving the goals of the 2012 Illinois Jobs Agenda. We are again working with the Illinois Environmental Protection Agency to issue Bonds to leverage its existing Clean Water and Drinking Water State Revolving Fund portfolio and are undertaking a new initiative with the Illinois Broadband Deployment Council to develop financing options for municipalities that lack broadband access. Additionally, the Authority is committed, as is the Governor, to developing green energy technologies. We are working with sister State agencies to develop an energy efficiency program and have introduced legislation this session to make

energy efficiency performance-based contracts more economical for State facilities. These are just a few ways that we can facilitate the Governor's goals – all without taxpayer dollars.

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

Respectfully,

A handwritten signature in black ink, appearing to read 'C. Meister', followed by a long horizontal line extending to the right.

Christopher B. Meister
Executive Director

Attachments:

Attachment 1 – Bond Activity Report; Schedule of Debt



Bonds Issued and Outstanding as of January 31, 2012

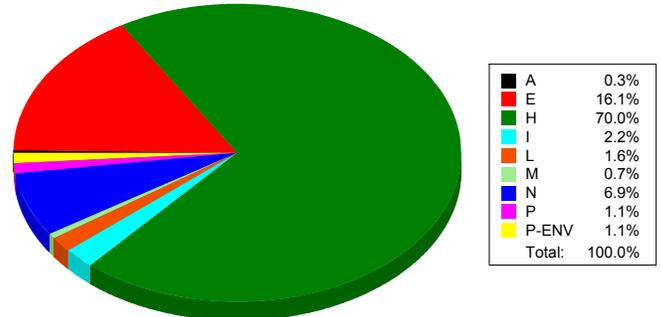
Bonds Issued Since Inception of Illinois Finance Authority

#	Market Sector	Principal Amount (\$)
376	Agriculture **	69,142,019
83	Education	4,027,548,100
177	Healthcare *	17,765,313,508
81	Industrial	938,637,853
26	Local Government	420,155,000
16	Multifamily/Senior Housing	175,417,900
116	501(c)(3) Not-for Profits	1,774,450,041
8	Exempt Facilities Bonds	275,700,000
8	Environmental issued under 20 ILCS 3515/9	326,630,000
		\$ 25,772,994,420

* Includes CCRC's

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

Bonds Issued Since Inception

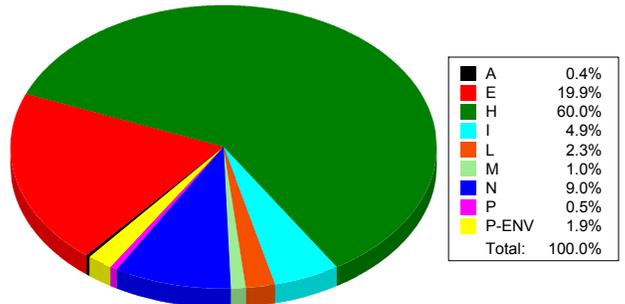


Schedule of Bonds Outstanding by Market Sector Includes IFA and it's Predecessor Authorities

Market Sector	Amount of Original Issue	Principal Outstanding
Agriculture	307,611,725	91,306,719
Education	5,625,425,730	5,052,447,663
Healthcare *	17,946,021,959	14,992,041,605
Industrial	1,530,016,939	1,236,921,407
Local Government	1,074,849,413	574,822,144
Multifamily/Senior Housing	726,835,396	259,920,672
501(c)(3) Not-for Profits	2,871,981,842	2,259,203,786
Exempt Facilities Bonds	130,500,000	130,090,000
Environmental issued under 20 ILCS 3515/9	756,325,000	480,021,594
	\$ 30,969,568,003	\$ 25,076,775,591

* Includes CCRC's

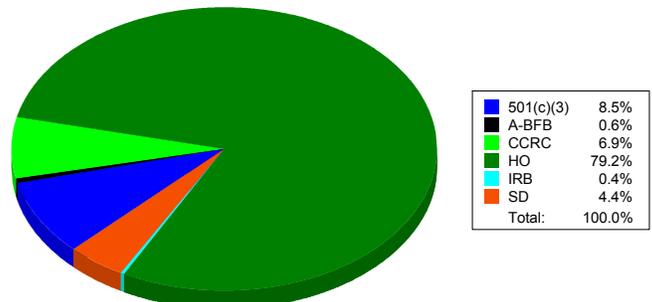
Principal Outstanding by Market Sector



Current Fiscal Year

#	Market Sector	Principal Issued
26	Agriculture - Beginner Farmer	5,356,070
7	Healthcare - Hospital	762,525,000
2	Healthcare - CCRC	66,765,000
1	Industrial Revenue	3,795,000
8	501(c)(3) Not-for-Profit	82,016,846
1	Local Govt-School District	42,010,000
45		\$ 962,467,916

Bonds Issued - Current Fiscal Year



Bonds Issued between July 01, 2011 and January 31, 2012

<u>Bond Issue</u>	<u>Date Issued</u>	<u>Initial Interest Rate</u>	<u>Principal Issued</u>	<u>Bonds Refunded</u>
A-BFB Beginner Farmer Bonds, Series 2012A	07/01/2011	Various-See Below	5,356,070	0
501(c)(3) Learn Charter Schools, Series 2011	08/01/2011	Variable	5,693,000	2,830,000
HO CDH-Delnor Health System, Series 2011A&B	08/05/2011	Variable	127,150,000	127,150,000
IRB Transparent Container Co., Inc., Series 2011	08/09/2011	DP-VRB	3,795,000	3,795,000
HO CDH-Delnor Health System, Series 2011C	08/24/2011	DP-VRB	58,415,000	58,415,000
501(c)(3) Chicago Shakespeare Theater, Series 2011	09/09/2011	DP-VRB	4,100,000	4,100,000
HO Advocate Health Care Network, Series 2011A-D	09/21/2011	DP-VRB	213,730,000	12,295,000
CCRC Chestnut Square at The Glen, Series 2011	09/30/2011	DP-VRB	7,600,000	9,195,000
501(c)(3) Siena on Brendenwood, Series 2011	10/03/2011	DP-VRB	4,400,000	4,400,000
HO Trinity Health, Series 2011A&B/IL	10/20/2011	2.00% to 5.00%	239,710,000	0
501(c)(3) UNO Charter School Network, Inc., Series 2011A&B	10/26/2011	6.875% to 7.125%	37,505,000	0
HO Southern Illinois Healthcare Enterprise, Series 2011	10/27/2011	1.857% to 2.513%	14,420,000	15,280,000
501(c)(3) Aurora Central High School, Series 2011	11/01/2011	DP-VRB	11,540,000	12,740,000
HO Northwest Community Hospital, Series 2011	12/01/2011	DP-VRB	53,100,000	53,100,000
CCRC Covenant Retirement Communities, Series 2011	12/14/2011	DP-VRB	59,165,000	15,915,000
501(c)(3) British Home for Men and Women, Series 2011	12/14/2011	DP-VRB	7,778,846	6,080,000
HO Rush University Medical Center, Series 2011	12/16/2011	DP-VRB	56,000,000	56,000,000
SD Waterloo CUSD #5, Series 2011	12/21/2011	1.75% to 4.20%	42,010,000	38,175,000
501(c)(3) Near North Montessori School, Series 2011	12/21/2011	DP 3.74%	10,000,000	10,000,000
501(c)(3) Near North Montessori School, Series 2012	01/13/2012	DP 3.74%	1,000,000	1,000,000
Total Bonds Issued in Fiscal Year 2012			\$ 962,467,916	\$ 430,470,000

Legend: Fixed Rate Bonds as shown

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

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

Beginner Farmer Bonds interest rates are shown in section below.

Beginner Farmer Bonds

<u>Borrower</u>	<u>Date Funded</u>	<u>Initial Interest Rate</u>	<u>Loan Proceeds</u>	<u>Acres</u>	<u>County</u>
Neff, Jennifer	07/15/2011	3.65%	476,449	48.90	Macoupin
Bennett, Quinn P. & Kristen N.	07/15/2011	4.50%	252,350	75.76	Shelby
Zaagman, Brent	08/11/2011	4.50%	239,828	90.00	Whiteside
Colgan, Andrew J. & Jacqueline L.	08/16/2011	4.00%	125,000	40.00	Stark
Kocher, Doug E. & Lora M.	08/19/2011	4.00%	80,000	38.00	Jasper
Sterrenberg, Casey P.	09/13/2011	4.00%	477,000	96.70	Livingston
Tarasuik, James W. Jr.	09/20/2011	4.00%	67,000	40.00	Bond
Meister, Evan T.	09/20/2011	4.00%	203,940	80.00	Iroquois
Bohnenstiehl, Daren A.	09/27/2011	4.00%	159,000	38.50	Madison
Bohnenstiehl, Joshua A.	09/27/2011	4.00%	159,000	38.50	Madison
Beals, Ronald Lee	09/30/2011	4.00%	47,500	24.00	Jasper
Billups, Nathan W.	10/14/2011	4.50%	146,000	38.00	Putnam
Ohnesorge, Jay W.	10/27/2011	3.75%	27,500	3.50	Effingham
Ettner, Philip P. & Spring M.	10/27/2011	4.35%	264,000	58.00	Boone
Adams, Joseph M.	11/02/2011	4.50%	240,000	80.00	Whiteside
Schaffer, Matthew & Kayla	11/15/2011	3.25%	141,056	37.12	Livingston
Frohning, Mathew A.	12/21/2011	3.75%	255,000	115.00	Clay
Vaughan, James & Anne	12/28/2011	3.95%	143,750	40.00	Wayne
Vaughan, John W. & Grace E.	12/28/2011	3.95%	143,750	40.00	Wayne
Olson, John A.	12/28/2011	3.97%	475,000	155.00	Montgomery
Borkgren, Nicholas	12/28/2011	Prime+	225,720	60.00	Henry
Jordan, Alexander Colby	12/28/2011	4.00%	226,879	79.00	Montgomery
Borkgren, Chad Randall	12/28/2011		107,369	20.00	Henry

Beginner Farmer Bonds

<u>Borrower</u>	<u>Date Funded</u>	<u>Initial Interest Rate</u>	<u>Loan Proceeds</u>	<u>Acres</u>	<u>County</u>
Funk, Cory James	12/28/2011	3.75%	196,100	72.00	Lawrence
Janssen, Spencer A.	12/28/2011	3.85%	250,000	75.00	Fayette
Jordan, Korey P.	12/28/2011	4.00%	226,879	79.00	Montgomery
Total Beginner Farmer Bonds Issued			\$ 5,356,070	1,561.98	

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.

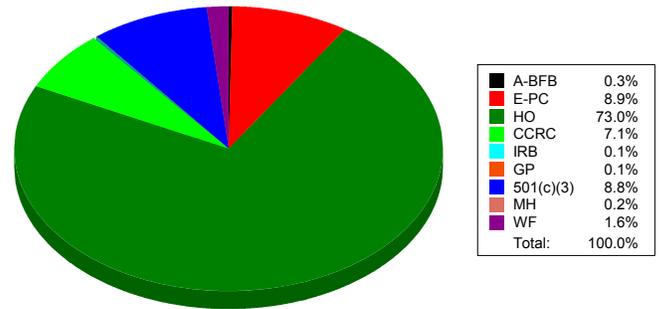
<u>AG Debt Restructuring Guarantee</u>	<u>Date Funded</u>	<u>Initial Interest Rate</u>	<u>Loan Proceeds</u>	<u>State Guarantee</u>
Bertolino, Adam	08/24/2011	5.95%	380,000	323,000
Nelson, Wayne	09/22/2011		97,000	82,450
Bertolino, Aaron	12/29/2011	5.50%	352,000	299,200
Total AG Debt Restructuring Guarantee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

Bonds Issued - Fiscal Year Comparison for the Period Ending January 31, 2012

Fiscal Year 2010

#	Market Sector	Principal Issued
44	Agriculture - Beginner Farmer	8,545,250
8	Education	298,745,000
26	Healthcare - Hospital	2,458,700,628
4	Healthcare - CCRC	240,184,820
1	Industrial Revenue	2,700,000
1	Local Government - Pool	4,460,000
11	501(c)(3) Not-for-Profit	296,142,520
1	MultiFamily/Senior Housing	5,700,000
2	Water Facilities	53,500,000
98		\$ 3,368,678,218

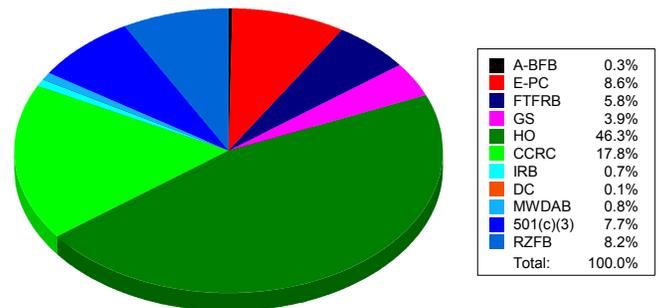
Bonds Issued in Fiscal Year 2010



Fiscal Year 2011

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

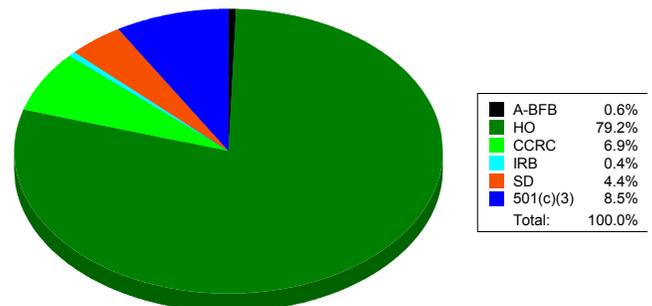
Bonds Issued in Fiscal Year 2011



Fiscal Year 2012

#	Market Sector	Principal Issued
26	Agriculture - Beginner Farmer	5,356,070
7	Healthcare - Hospital	762,525,000
2	Healthcare - CCRC	66,765,000
1	Industrial Revenue	3,795,000
1	Local Government Schools	42,010,000
8	501(c)(3) Not-for-Profit	82,016,846
45		\$ 962,467,916

Bonds Issued in Fiscal Year 2012



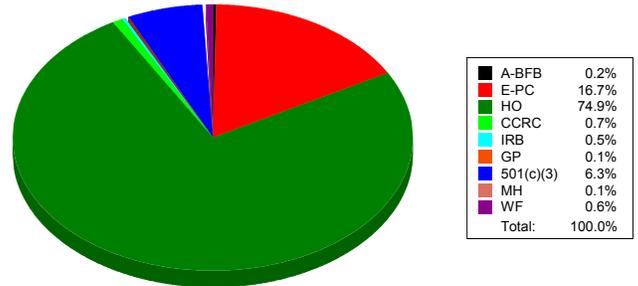


Bonds Issued - Calendar Year Comparison as of January 31, 2012

Calendar Year 2009

#	Market Sector	Principal Issued
38	Agriculture - Beginner Farmer	7,315,408
9	Education	786,245,000
26	Healthcare - Hospital	3,526,456,927
2	Healthcare - CCRC	31,034,820
3	Industrial Revenue	24,000,000
1	Local Government - Pool	4,460,000
11	501(c)(3) Not-for-Profit	295,436,458
1	MultiFamily/Senior Housing	5,700,000
1	Water Facilities	28,500,000
92		\$ 4,709,148,613

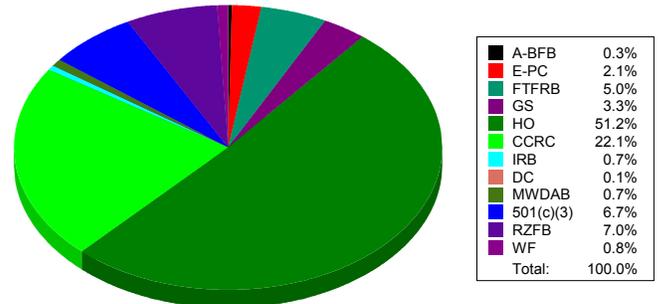
Bonds Issued in Calendar Year 2009



Calendar Year 2010

#	Market Sector	Principal Issued
52	Agriculture - Beginner Farmer	9,374,497
5	Education	64,000,000
1	Freight Transfer Facilities Bonds	150,000,000
2	Gas Supply	100,000,000
20	Healthcare - Hospital	1,545,643,433
7	Healthcare - CCRC	667,855,000
4	Industrial Revenue	20,029,184
1	Financially Distressed Cities	1,985,000
1	Midwest Disaster Area Bonds	20,200,000
8	501(c)(3) Not-for-Profit	203,041,062
8	Recovery Zone Facilities Bonds	211,488,000
1	Water Facilities	25,000,000
110		\$ 3,018,616,176

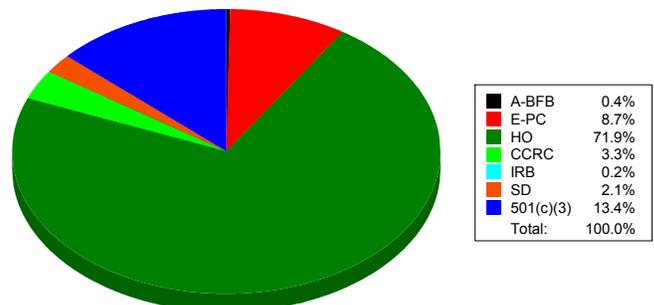
Bonds Issued in Calendar Year 2010



Calendar Year 2011

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

Bonds Issued in Calendar Year 2011



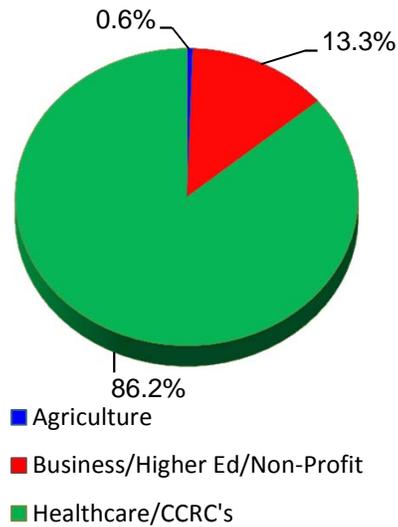


Illinois Finance Authority

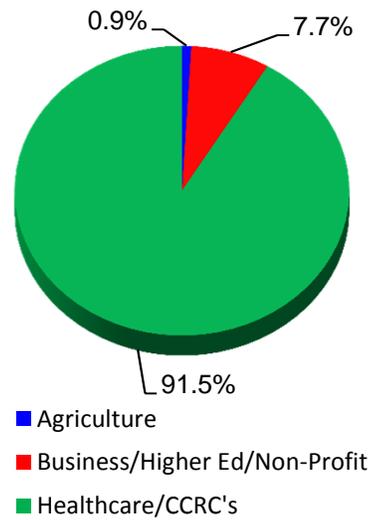
Fiscal Year 2012

Market Sector	Principal Amount (\$)	New Money (\$)	#	Revenue (\$)
Agriculture	\$ 5,356,070.00	\$ 5,356,070.00	26	\$ 78,056.05
Business/Higher Ed/Non-Profit	127,821,845.51	45,901,845.51	10	234,796.74
Healthcare/CCRC's	829,290,000.00	548,705,000.00	9	983,681.25
	\$ 962,467,915.51	\$ 599,962,915.51	45	\$ 1,296,534.04

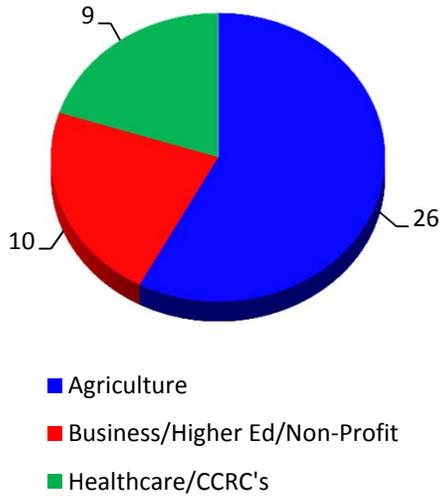
Principal Amount (\$)



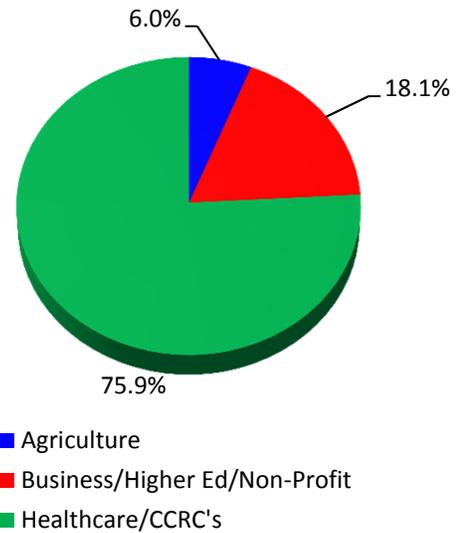
New Money Principal(\$)



of Projects



Revenue (\$)



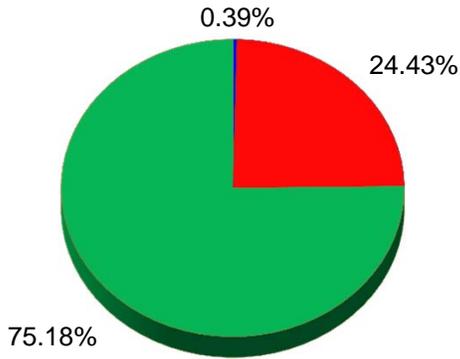


Illinois Finance Authority

Calendar Year 2011

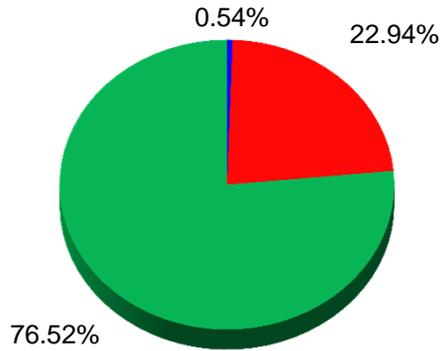
Market Sector	Principal Amount (\$)	New Money (\$)	#	Revenue (\$)
Agriculture	\$ 7,832,465.00	\$ 7,832,465.00	40	\$ 113,486.98
Business/Higher Ed/Non-Profit	496,046,845.51	331,176,845.51	15	686,476.74
Healthcare/CCRC's	1,526,525,000.00	1,104,735,000.00	13	1,608,931.25
	\$ 2,030,404,310.51	\$ 1,443,744,310.51	68	\$ 2,408,894.97

Principal Amount (\$)



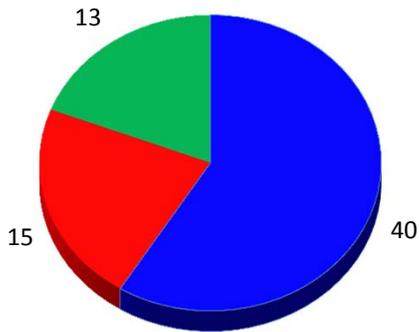
- Agriculture
- Business/Higher Ed/Non-Profit
- Healthcare/CCRC's

New Money Principal(\$)



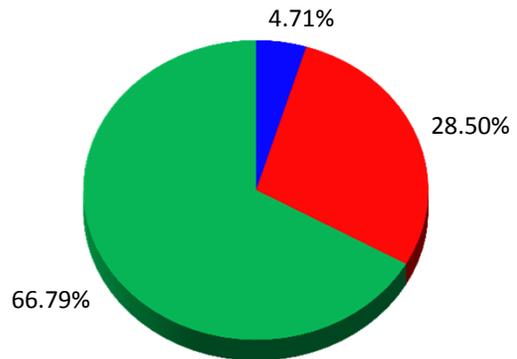
- Agriculture
- Business/Higher Ed/Non-Profit
- Healthcare/CCRC's

of Projects



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

Revenue (\$)



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

ILLINOIS FINANCE AUTHORITY

Schedule of Debt ^[a]

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

Section I (a)	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2011	January 31, 2012		
Illinois Finance Authority "IFA" ^[b]				
348	Agriculture	\$ 51,236,000	\$ 56,371,000	
88	Education	3,796,724,000	3,743,314,000	
253	Healthcare	12,342,872,000	12,586,898,000	
69	Industrial Development [includes Recovery Zone/Midwest Disaster]	824,762,000	794,515,000	
21	Local Government	246,460,000	280,005,000	
17	Multifamily/Senior Housing	160,222,000	158,815,000	
97	501(c)(3) Not-for Profits	1,268,725,000	1,275,829,000	
5	Exempt Facilities Bonds	130,300,000	130,090,000	
898	Total IFA Principal Outstanding	\$ 18,821,301,000	\$ 19,025,837,000	
Illinois Development Finance Authority "IDFA" ^[b]				
3	Education	20,661,000	19,941,000	
5	Healthcare	209,185,000	209,185,000	
62	Industrial Development	502,364,000	442,408,000	
24	Local Government	322,251,000	274,597,000	
11	Multifamily/Senior Housing	130,521,000	101,107,000	
89	501(c)(3) Not-for Profits	961,395,000	908,830,000	
191	Total IDFA Principal Outstanding	\$ 2,146,377,000	\$ 1,956,068,000	
Illinois Rural Bond Bank "IRBB" ^[b]				
17	Bond Bank Revenue Bonds	20,220,000	20,220,000	
17	Total IRBB Principal Outstanding	\$ 20,220,000	\$ 20,220,000	
83	Illinois Health Facilities Authority "IHFA"	\$ 2,522,273,000	\$ 2,195,958,000	
48	Illinois Educational Facilities Authority "IEFA"	\$ 1,401,337,000	\$ 1,363,737,000	
561	Illinois Farm Development Authority "IFDA" ^[f]	\$ 34,936,000	\$ 34,936,000	
1,798	Total Illinois Finance Authority Debt	\$ 24,946,444,000	\$ 24,596,756,000	\$ 28,150,000,000 \$ 3,553,244,000

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

Section I (b)	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2011	January 31, 2012		
General Purpose Moral Obligations				
Illinois Finance Authority Act [20 ILCS 3501/801-40(w)]				
17	Issued through IRBB - Local Government Pools	\$ 20,220,000	\$ 20,220,000	
7	Issued through IFA - Local Government Pools	26,680,000	26,680,000	
2	Issued through IFA - Illinois Medical District Commission	39,640,000	39,120,000	
26	Total General Moral Obligations	\$ 86,540,000	\$ 86,020,000	\$ 150,000,000 \$ 63,980,000
Financially Distressed Cities Moral Obligations				
Illinois Finance Authority Act [20 ILCS 3501/825-60]				
2	Issued through IFA	\$ 3,825,000	\$ 3,240,000	
1	Issued through IDFA	3,565,000	3,565,000	
3	Total Financially Distressed Cities	\$ 7,390,000	\$ 6,805,000	\$ 50,000,000 \$ 43,195,000
State Component Unit Bonds ^[c]				
17	Issued through IRBB	\$ 20,220,000	\$ 20,220,000	
2	Issued through IDFA ^[j]	82,090,000	75,510,000	
2	Issued through IFA ^[j]	81,367,000	77,252,000	
21	Total State Component Unit Bonds	\$ 183,677,000	\$ 172,982,000	

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

Section I (c)	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2011	January 31, 2012		
1	Midwest Disaster Bonds [Flood Relief]	\$ 20,200,000	\$ 30,195,000	\$ 1,515,271,000 \$ 1,485,076,000

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

Section I (d)	ARRA Act of 2009 Volume Cap Allocated ^[h]	City/Counties Ceded Voluntarily to IFA	Bonds Issued as of January 31, 2012	Available "Ceded" Volume Cap
	-	Recovery Zone Economic Development Bonds;	\$ 666,972,000	\$ 16,940,000
8	Recovery Zone Facilities Bonds	\$ 1,000,457,000	\$ 292,400,000	\$ 218,379,000
-	Qualified Energy Conservation Bonds	\$ 133,846,000	\$ -	\$ 12,500,000

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

Section II	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2011	January 31, 2012		
Illinois Power Agency	\$ -	\$ -	\$ 4,000,000,000	\$ 4,000,000,000

ILLINOIS FINANCE AUTHORITY

Schedule of Debt ^[a]

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

Section III

	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2011	January 31, 2012		
Clean Coal, Coal ,Renewable Energy and Energy Efficiency Projects	\$ -	\$ -	\$ 3,000,000,000 ^[d]	\$ 3,000,000,000

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

Section IV

	Principal Outstanding		Program Limitations	Remaining Capacity	State Exposure
	June 30, 2011	January 31, 2012			
Agri Debt Guarantees [Restructuring Existing Debt]	\$ 17,330,000	\$ 16,765,000	\$ 160,000,000	\$ 143,235,000	\$ 14,236,000
89 Fund # 994 - Fund Balance \$ 10,012,175					
AG Loan Guarantee Program	\$ 41,519,000	\$ 16,740,000	\$ 225,000,000 ^[e]	\$ 208,260,000	\$ 14,229,000
42 Fund # 205 - Fund Balance \$ 7,732,295					
10 Agri Industry Loan Guarantee Program	\$ 9,753,000	\$ 8,449,000			7,182,000
0 Renewable Fuels	22,823,000	-			-
2 Farm Purchase Guarantee Program	975,000	969,000			823,000
19 Specialized Livestock Guarantee Program	5,552,000	4,990,000			4,242,000
11 Young Farmer Loan Guarantee Program	2,416,000	2,332,000			1,982,000
131 Total State Guarantees	\$ 58,849,000	\$ 33,505,000	\$ 385,000,000	\$ 351,495,000	\$ 28,465,000

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

Section V

		Fund #	Principal Outstanding		Appropriation Fiscal	Fund Balance
			June 30, 2011	January 31, 2012	Year 2012	
116	Fire Truck Revolving Loan Program	Fund # 572	\$ 17,486,608	\$ 16,235,367	\$ 6,003,342	\$ 4,172,559
10	Ambulance Revolving Loan Program	Fund # 334	\$ 832,213	\$ 671,227	\$ 7,006,800	\$ 161,592

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

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

Section VI

	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2011	January 31, 2012		
Environmental [Large Business]				
6 Issued through IFA	315,148,000	\$ 123,552,000		
19 Issued through IDFA	356,895,000	356,470,000		
25 Total Environmental [Large Business]	\$ 672,043,000	\$ 480,022,000	\$ 2,425,000,000	\$ 1,944,978,000
Environmental [Small Business]				
25 Total Environment Bonds Issued under Act	\$ 672,043,000	\$ 480,022,000	\$ 2,500,000,000	\$ 2,019,978,000

Illinois Finance Authority Funds at Risk

Section VII

#	Original Amount	Principal Outstanding	
		June 30, 2011	January 31, 2012
Participation Loans			
33 Business & Industry	23,020,157.95	12,718,990.12	9,842,799.06
11 Agriculture	6,079,859.01	3,308,196.84	2,081,959.36
44 Participation Loans excluding Defaults & Allowances	\$ 29,100,016.96	\$ 16,027,186.96	\$ 11,924,758.42
Plus: Legacy IDFA Loans in Default		1,139,934.62	910,631.89
Less: Allowance for Doubtful Accounts		3,957,841.93	3,528,985.74
Total Participation Loans		\$ 13,209,279.65	\$ 9,306,404.57
1 Illinois Facility Fund	\$ 1,000,000.00	\$ 1,000,000.00	1,000,000.00
4 Local Government Direct Loans	\$ 1,289,750.00	\$ 246,526.74	227,423.96
3 FmHA Loans	\$ 963,250.00	\$ 303,781.68	270,053.82
2 Renewable Energy [RED Fund]	\$ 2,000,000.00	\$ 1,668,554.37	1,617,121.26
54 Total Loans Outstanding	\$ 34,353,016.96	\$ 16,428,142.44	\$ 12,421,003.61

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

[b] State Component Unit Bonds included in balance.

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

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

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

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

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

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

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

[j] Includes EPA Clean Water Revolving Fund

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

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

IFA Board Members Present:

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

IFA Board Members Absent:

1. Michael W. Goetz, Vice Chairman
2. John E. Durburg
3. Edward H. Leonard, Sr.

IFA Staff Present:

Christopher B. Meister, Executive Director
Richard Frampton, Vice President
Pamela A. Lenane, Vice President
Ximena Granda, Acting Chief Financial Officer (via teleconference)
Joy K. Kuhn, Assistant Treasurer
Norma Sutton, Agency Procurement Officer
James Senica, Senior Financial Analyst (via teleconference)
Brad R. Fletcher, Legal/Financial Analyst
Terrell Gholston, Intern

IFA Financial Advisors Present:

Courtney Shea, Acacia Financial Group, Inc.
Bennett J. Johnson, III, Scott Balice Strategies, LLC/ Public Financial Management Group, Inc.

Committee of the Whole Meeting Minutes

January 10, 2012

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I. Call to Order & Roll Call

The Meeting was called to order at 9:31 a.m. by Chairman Brandt. The Assistant Board Secretary, Mr. Fletcher, called the roll. There being nine members present, a quorum was present.

Mr. Norman M. Gold arrived in person at 9:40 a.m. and was added to the roll call by Mr. Fletcher.

II. Chairman's Remarks

Chairman Brandt expressed concern regarding the Illinois Medical District ("IMD") Series 2006 Bond issue and articulated that the IFA is and will be a full partner in working towards a solution to this complex issue.

III. Message from the Executive Director

Director Meister welcomed the Members into the New Year. He stated that the IFA had a lot to be proud of. In calendar year 2011, the IFA closed several landmark conduit bond issues. Covenant Retirement Communities, the IFA's first multi-state project, helped create and retain jobs in the state. Two privatized student housing projects at two public universities (Collegiate Housing Foundation at Northern Illinois University and Illinois State University) supported affordable student housing. Trinity Health's acquisition of Loyola University Medical Center marked the first entry by a major national health system into Illinois; the IFA expects more of these mergers and acquisitions in the healthcare sector. UNO Charter School Network, a major charter school operator in Chicago, will have direct benefits to the communities it serves.

Director Meister provided the Members with a report from the Governor's Office and recent reports by Rating Agencies. Director Meister stressed that he wanted to make sure all Members were aware of any information that was available in a resourceful fashion.

Director Meister announced that Pamela A. Lenane has agreed to fill in as Acting General Counsel. Brad Fletcher and Mari Money remain the Assistant Secretaries in their role as officers of the IFA.

Director Meister stated that one of the IFA's goals is to work with the Executive Branch and Local Governments to develop effective financing programs. Part of the plan is to have larger resource partners who can help the IFA identify borrowers.

IV. Presentation and Consideration of the Financial Statements

Ms. Kuhn reported that for the six months ended December 31, 2011 the IFA's Gross Revenues Year-To-Date ("YTD") was \$3.1 million or approximately \$510,000 above the Fiscal Year 2012 ("FY12") budget. There were six closings – two in healthcare, two in business and industry and two in agriculture – for a total amount of approximately \$256,000 in closing fees.

The IFA's Operating Expenses YTD were \$1.8 million or approximately \$256,000 below the FY12 budget. When comparing YTD Actual FY12 to YTD Actual Fiscal Year 2011, the IFA's expenses are down by 5.02 percent (not including loan loss provision). In the Month of December, the IFA made various adjustments under professional services; specifically, the IFA reduced the accrual for financial advisory and other professional services, reducing the IFA's expenses by approximately \$100,000.

The Month of December resulted in Net Income of approximately \$160,000 which increased the IFA's YTD Net Income to \$1.3 million or approximately \$784,000 above the FY12 budget. Ms. Kuhn stated that notwithstanding the decline in revenue as compared to the FY12 budget and prior fiscal years, the IFA's balance

Committee of the Whole Meeting Minutes

January 10, 2012

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sheet remains strong. Ms. Kuhn stated that in the Month of December three Loans were paid off for a total amount of approximately \$528,000. The IFA's Total Loan Payoffs YTD are \$3.4 million for 17 Loans. From July to December, the total cash collected from closing fees, interest on Loans, repayment of Loans and the JP Morgan settlement totaled \$6.9 million.

The IFA's risk in the State Guarantee programs continues to decrease; with one loan guarantee that paid off for a total of \$241K. From July to December, the State Guarantee programs have decreased in excess of \$23 million.

The Internal Audit fieldwork has begun. The first phase was to review the IFA Bond and Loan programs. The internal auditors have submitted a draft of the program analysis. It will be provided to the Board once it is finalized. The second phase of the internal audit is related to financial reporting and a review of internal controls. The progress of each phase will be communicated monthly.

The financial and compliance drafts have been submitted to the Office of the Auditor General and the final report will soon be released. Once released, the report will be communicated to the Board and the final numbers of the findings will be provided.

V. Committee Reports

Agriculture Committee

Mr. Zeller reported that the Agriculture Committee reviewed three Beginning Farmer Bonds on today's Agenda. The Agriculture Committee recommends approval of those three projects.

Healthcare Committee

Ms. Lenane gave an update on Healthcare projects. Ms. Lenane noted that The Children's Memorial Hospital has selected a bank and the Bond will be purchased by JP Morgan Chase Bank, N.A..

VI. Project Reports

Agriculture – Beginning Farmer Bonds

Item No. 1A: Teresa L. Thompson - \$180,000 – 60 acres

Teresa L. Thompson is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$180,000. Bond proceeds will be used to refinance an interim loan on approximately 60 acres of farmland located in Rozetta Township in Henderson County.

Item No. 1B: Paul D. Thompson - \$366,489 – 104 acres

Paul D. Thompson is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$366,489. Bond proceeds will be used to refinance an interim loan on approximately 104 acres of farmland located in Rozetta Township in Henderson County.

Committee of the Whole Meeting Minutes

January 10, 2012

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Item No. 1C: Daniel Parochetti - \$488,600 – 119 acres

Daniel Parochetti is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$488,600. Bond proceeds will be used to refinance an interim loan for an undivided ½ interest in approximately 119 acres of farmland located in Hall Township in Bureau County.

Business and Industry – Midwestern Disaster Area Revenue Bonds

Item No. 2: City of North Chicago and its assigns (Sheridan Crossing Project) -- \$75,000,000

City of North Chicago and its assigns (Sheridan Crossing Project) is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed \$75,000,000. Bond proceeds, together with other available funds, will be used to finance the development of a mixed-use project comprising the costs of acquiring land, site improvements and constructing (i) a hotel property comprising approximately 200 rooms; (ii) two or more retail, restaurant and/or office building facilities comprising 80,000 or more square feet; and (iii) a new, approximately 124,500 square foot sports facility with an indoor field house, hard court facilities and restaurant facilities. Additionally, Bond proceeds may be used to (iv) pay costs of issuance; (v) finance capitalized interest; and (vi) capitalize certain reserves, if deemed necessary or desirable.

Healthcare – 501(c)(3) Revenue Bonds

Item No. 3: The Children’s Memorial Hospital

The Children’s Memorial Hospital is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$65,000,000. Bond proceeds, together with other available funds, will be used to (i) reimburse The Children’s Memorial Hospital for equity spent on its ongoing replacement hospital project (that will be known as “The Ann and Robert H. Lurie Children’s Hospital of Chicago”) and expected to open on June 9, 2012, and (ii) pay costs of issuance.

Resolutions

Item No. 4: Resolution of Intent requesting an Initial Allocation of 2012 Private Activity Bond Volume Cap from the Governor’s Office of Management and Budget in the amount of \$95,350,000

VII. Other Business

None.

VIII. Public Comment

None.

IX. Adjournment

The Committee of the Whole Meeting adjourned at 10:34 a.m.

Minutes submitted by:
Brad R. Fletcher
Assistant Board Secretary

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

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

IFA Board Members Present:

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

IFA Board Members Absent:

1. Michael W. Goetz, Vice Chairman
2. John E. Durburg
3. Edward H. Leonard, Sr.

IFA Staff Present:

Christopher B. Meister, Executive Director
Richard Frampton, Vice President
Pamela A. Lenane, Vice President
Brad R. Fletcher, Legal/Financial Analyst

IFA Financial Advisors Present:

Courtney Shea, Acacia Financial Group, Inc.
Bennett J. Johnson, III, Scott Balice Strategies, LLC/ Public Financial Management Group, Inc.
Danny Nelson, Scott Balice Strategies, LLC/Public Financial Management Group, Inc.

Others Present:

Cindy Acosta, Jones Day
John Carbonara, Weston Solutions, Inc.
William Carney, Ziegler Capital Markets
Rebecca Cliff, Mesirow Financial Holdings, Inc.
Christine Linde, Amalgamated Bank
Raymond S. McGaugh, Reyes Kurson
Michael J. Mitchell, Jones Day
Ramon A. Ortega, Samuel A. Ramirez & Company, Inc.
Scott Springer, Weston Solutions, Inc.
Shawn Temple, Weston Solutions, Inc.

Board Meeting Minutes

January 10, 2012

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I. Call to Order & Roll Call

Chairman Brandt called the Meeting to order at 10:43 a.m. Chairman Brandt asked the Assistant Board Secretary, Mr. Fletcher, to call the roll. There being ten Member present, a quorum was present.

II. Chairman's Remarks

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

III. Adoption of Minutes

Chairman Brandt stated that the Financial Statements for the Month ended December 31, 2011, and the Minutes of both the Committee of the Whole Meeting and Minutes of the Board of Directors Meeting each held on December 13, 2011, were reviewed at the Committee of the Whole Meeting held earlier in the morning. Chairman Brandt requested a motion to accept the Financial Statements for the Month ended December 31, 2011, and adopt the minutes of both meetings on December 13, 2011. Vice Chairman Goetz made the motion and Mayor Pedersen seconded the motion. A roll call vote was taken and the motion carried unanimously.

IV. Acceptance of Financial Statements

See Agenda Item III.

V. Project Approvals

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

Agriculture – Beginning Farmer Bonds

Item No. 1A: Teresa L. Thompson - \$180,000 – 60 acres

Teresa L. Thompson is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$180,000. Bond proceeds will be used to refinance an interim loan on approximately 60 acres of farmland located in Rozetta Township in Henderson County.

Item No. 1B: Paul D. Thompson - \$366,489 – 104 acres

Paul D. Thompson is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$366,489. Bond proceeds will be used to refinance an interim loan on approximately 104 acres of farmland located in Rozetta Township in Henderson County.

Item No. 1C: Daniel Parochetti - \$488,600 – 119 acres

Daniel Parochetti is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$488,600. Bond proceeds will be used to refinance an interim loan for an undivided ½ interest in approximately 119 acres of farmland located in Hall Township in Bureau County.

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Healthcare – 501(c)(3) Revenue Bonds

Item No. 3: The Children’s Memorial Hospital

The Children’s Memorial Hospital is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$65,000,000. Bond proceeds, together with other available funds, will be used to (i) reimburse The Children’s Memorial Hospital for equity spent on its ongoing replacement hospital project (that will be known as “The Ann and Robert H. Lurie Children’s Hospital of Chicago”) and expected to open on June 9, 2012, and (ii) pay costs of issuance.

Resolutions

See Agenda Item VI.

No guests attended to represent Item No. 1A-C, 3 and 4. Chairman Brandt asked if the Members of the Board had any questions related to Item No. 1A-C, 3 and 4. There being none, Chairman Brandt requested leave to apply the previous roll call vote in favor of Item No. 1A-C, 3 and 4. Leave was granted unanimously.

Business and Industry – Midwestern Disaster Area Revenue Bonds

Item No. 2: City of North Chicago and its assigns (Sheridan Crossing Project) -- \$75,000,000

City of North Chicago and its assigns (Sheridan Crossing Project) are requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed \$75,000,000. Bond proceeds, together with other available funds, will be used to finance the development of a mixed-use project comprising the costs of acquiring land, site improvements and constructing (i) a hotel property comprising approximately 200 rooms; (ii) two or more retail, restaurant and/or office building facilities comprising 80,000 or more square feet; and (iii) a new, approximately 124,500 square foot sports facility with an indoor field house, hard court facilities and restaurant facilities. Additionally, Bond proceeds may be used to (iv) pay costs of issuance; (v) finance capitalized interest; and (vi) capitalize certain reserves, if deemed necessary or desirable.

Mr. Frampton welcomed Mr. Springer of Weston Solutions, Inc. Mr. Springer thanked the IFA and discussed the project further. Weston Solutions, Inc. is working closely with the City of North Chicago on this project. This is the only facility in the United States for basic training for Navy cadets. Weston Solutions, Inc. has conducted studies that show high demand for hotel rooms in the project area. With 400 jobs being created, the economic impact of this project would be significant. Mr. Springer stated that Weston Solutions, Inc. and the City of North Chicago appreciated the Board’s consideration and are excited about the project. Chairman Brandt thanked Mr. Springer.

Chairman Brandt asked if the Members of the Board had any questions related to Item No. 2. There being none, Chairman Brandt requested leave to apply the previous roll call vote in favor of Item No. 2. Leave was granted unanimously.

VI. Resolutions

Item No. 4: Resolution of Intent requesting an Initial Allocation of 2012 Private Activity Bond Volume Cap from the Governor’s Office of Management and Budget in the amount of \$95,350,000

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January 10, 2012

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VII. Other Business

None.

VIII. Public Comment

None.

IX. Adjournment

A motion to adjourn was made by Mr. O'Brien and seconded by Mayor Pedersen. The motion passed unanimously.

The Board Meeting adjourned at 10:59 a.m.

Minutes submitted by:
Brad Fletcher
Assistant Board Secretary

Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
January 31, 2012

	Actual January 2012	Budget January 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Budget YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2012	% of Budget Expended
REVENUE										
INTEREST ON LOANS	33,144	52,743	(19,599)	-37.16%	282,623	337,681	(55,058)	-16.30%	538,836	52.45%
INVESTMENT INTEREST & GAIN(LOSS)	3,716	2,083	1,633	78.40%	19,439	14,581	4,858	33.32%	25,000	77.76%
ADMINISTRATIONS & APPLICATION FEES	244,579	380,170	(135,591)	-35.67%	1,594,075	2,376,050	(781,975)	-32.91%	4,194,325	38.01%
ANNUAL ISSUANCE & LOAN FEES	51,265	37,956	13,309	35.06%	278,015	246,861	31,154	12.62%	425,670	65.31%
OTHER INCOME	1,904	13,605	(11,701)	-86.01%	1,254,767	95,235	1,159,532	1217.55%	163,250	768.62%
TOTAL REVENUE	334,608	486,557	(151,949)	-31.23%	3,428,919	3,070,408	358,511	11.68%	5,347,081	64.13%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	131,365	145,049	(13,684)	-9.43%	900,406	1,017,623	(117,217)	-11.52%	1,730,791	52.02%
BENEFITS	22,730	22,060	670	3.04%	139,200	155,420	(16,220)	-10.44%	265,728	52.38%
TEMPORARY HELP	159	-	159	0.00%	778	-	778	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	-	833	(833)	-100.00%	150	5,831	(5,681)	-97.43%	10,000	1.50%
TRAVEL & AUTO	2,488	5,833	(3,345)	-57.35%	26,240	40,831	(14,591)	-35.74%	70,000	37.49%
TOTAL EMPLOYEE RELATED EXPENSES	156,742	173,775	(17,033)	-9.80%	1,066,774	1,219,705	(152,931)	-12.54%	2,076,519	51.37%
PROFESSIONAL SERVICES										
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	30,000	41,667	(11,667)	-28.00%	247,625	291,669	(44,044)	-15.10%	500,000	49.53%
LOAN EXPENSE & BANK FEE	8,222	9,250	(1,028)	-11.11%	131,245	64,750	66,495	102.69%	111,000	118.24%
ACCOUNTING & AUDITING	20,780	21,962	(1,182)	-5.38%	160,815	153,734	7,081	4.61%	263,536	61.02%
MARKETING GENERAL	2,926	1,250	1,676	134.08%	4,711	8,750	(4,039)	-46.16%	15,000	31.41%
FINANCIAL ADVISORY	11,000	16,667	(5,667)	-34.00%	40,185	116,669	(76,484)	-65.56%	200,000	20.09%
CONFERENCE/TRAINING	1,410	2,500	(1,090)	-43.60%	10,727	17,500	(6,773)	-38.70%	30,000	35.76%
MISC. PROFESSIONAL SERVICES	5,000	9,167	(4,167)	-45.46%	5,013	64,169	(59,156)	-92.19%	110,000	4.56%
DATA PROCESSING	3,590	4,583	(993)	-21.67%	23,176	32,081	(8,905)	-27.76%	55,000	42.14%
TOTAL PROFESSIONAL SERVICES	82,928	107,046	(24,118)	-22.53%	623,497	749,322	(125,825)	-16.79%	1,284,536	48.54%
OCCUPANCY COSTS										
OCCUPANCY COSTS										
OFFICE RENT	22,372	22,357	15	0.07%	142,319	156,499	(14,180)	-9.06%	268,284	53.05%
EQUIPMENT RENTAL AND PURCHASES	1,476	1,300	176	13.54%	11,257	9,100	2,157	23.70%	15,600	72.16%
TELECOMMUNICATIONS	2,948	3,500	(552)	-15.77%	17,502	24,500	(6,998)	-28.56%	42,000	41.67%
UTILITIES	695	1,000	(305)	-30.50%	7,088	7,000	88	1.26%	12,000	59.07%
DEPRECIATION	3,971	5,706	(1,735)	-30.41%	24,838	24,309	529	2.18%	52,649	47.18%
INSURANCE	1,945	1,950	(5)	-0.26%	13,615	13,650	(35)	-0.26%	23,400	58.18%
TOTAL OCCUPANCY COSTS	33,407	35,813	(2,406)	-6.72%	216,619	235,058	(18,439)	-7.84%	413,933	52.33%

**Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
January 31, 2012**

	Actual January 2012	Budget January 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Budget YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2012	% of Budget Expended
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	5,188	2,900	2,288	78.90%	21,014	20,300	714	3.52%	34,800	60.39%
BOARD MEETING - EXPENSES	2,670	2,666	4	0.15%	16,021	18,662	(2,641)	-14.15%	32,000	50.07%
PRINTING	433	875	(442)	-50.51%	4,350	6,125	(1,775)	-28.98%	10,500	41.43%
POSTAGE & FREIGHT	794	1,250	(456)	-36.48%	8,794	8,750	44	0.50%	15,000	58.63%
MEMBERSHIP, DUES & CONTRIBUTIONS	7,040	1,909	5,131	268.78%	30,861	22,454	8,407	37.44%	32,000	96.44%
PUBLICATIONS	87	250	(163)	-65.20%	1,218	1,750	(532)	-30.40%	3,000	40.60%
OFFICERS & DIRECTORS INSURANCE	15,343	15,261	82	0.54%	107,402	106,827	575	0.54%	183,132	58.65%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	31,555	25,111	6,444	25.66%	189,660	184,868	4,792	2.59%	310,432	61.10%
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	304,632	341,745	(37,113)	-10.86%	2,096,550	2,388,953	(292,403)	-12.24%	4,085,420	51.32%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	29,976	144,812	(114,836)	-79.30%	1,332,369	681,455	650,914	95.52%	1,261,661	105.60%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TRANSFER	160,000	-	160,000	0.00%	177,989	-	177,989	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%	-	-
NET INCOME/(LOSS)	189,976	144,812	45,164	31.19%	1,510,358	681,455	828,903	121.64%	1,261,661	119.71%

Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending
January 31, 2012

	Actual January 2012	Actual January 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Actual YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance
REVENUE								
INTEREST ON LOANS	33,144	74,219	(41,075)	-55.34%	282,623	616,785	(334,162)	-54.18%
INVESTMENT INTEREST & GAIN(LOSS)	3,716	3,903	(187)	-4.79%	19,439	34,846	(15,407)	-44.21%
ADMINISTRATIONS & APPLICATION FEES	244,579	163,104	81,475	49.95%	1,594,075	3,802,391	(2,208,316)	-58.08%
ANNUAL ISSUANCE & LOAN FEES	51,265	40,737	10,528	25.84%	278,015	355,712	(77,697)	-21.84%
OTHER INCOME	1,904	12,128	(10,224)	-84.30%	1,254,767	122,737	1,132,030	922.32%
TOTAL REVENUE	334,608	294,091	40,517	13.78%	3,428,919	4,932,471	(1,503,552)	-30.48%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	131,365	162,736	(31,371)	-19.28%	900,406	1,045,623	(145,217)	-13.89%
BENEFITS	22,730	25,571	(2,841)	-11.11%	139,200	133,711	5,489	4.11%
TEMPORARY HELP	159	75	84	0.00%	778	1,382	(604)	0.00%
EDUCATION & DEVELOPMENT	-	-	-	0.00%	150	3,113	(2,963)	-95.18%
TRAVEL & AUTO	2,488	686	1,802	262.68%	26,240	23,385	2,855	12.21%
TOTAL EMPLOYEE RELATED EXPENSES	156,742	189,068	(32,326)	-17.10%	1,066,774	1,207,214	(140,440)	-11.63%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	30,000	80,000	(50,000)	-62.50%	247,625	205,925	41,700	20.25%
LOAN EXPENSE & BANK FEE	8,222	10,711	(2,489)	-23.24%	131,245	70,865	60,380	85.20%
ACCOUNTING & AUDITING	20,780	26,418	(5,638)	-21.34%	160,815	192,214	(31,399)	-16.34%
MARKETING GENERAL	2,926	-	2,926	#DIV/0!	4,711	12,738	(8,027)	-63.02%
FINANCIAL ADVISORY	11,000	22,624	(11,624)	-51.38%	40,185	88,958	(48,773)	-54.83%
CONFERENCE/TRAINING	1,410	1,035	375	36.23%	10,727	3,599	7,128	198.06%
MISC. PROFESSIONAL SERVICES	5,000	15,375	(10,375)	-67.48%	5,013	72,054	(67,041)	-93.04%
DATA PROCESSING	3,590	5,623	(2,033)	-36.16%	23,176	23,297	(121)	-0.52%
TOTAL PROFESSIONAL SERVICES	82,928	161,786	(78,858)	-48.74%	623,497	669,650	(46,153)	-6.89%
OCCUPANCY COSTS								
OFFICE RENT	22,372	22,157	215	0.97%	142,319	144,885	(2,566)	-1.77%
EQUIPMENT RENTAL AND PURCHASES	1,476	1,346	130	9.66%	11,257	12,001	(744)	-6.20%
TELECOMMUNICATIONS	2,948	888	2,060	231.98%	17,502	20,731	(3,229)	-15.58%
UTILITIES	695	999	(304)	-30.43%	7,088	6,698	390	5.82%
DEPRECIATION	3,971	2,438	1,533	62.88%	24,838	17,410	7,428	42.67%
INSURANCE	1,945	1,929	16	0.83%	13,615	13,503	112	0.83%
TOTAL OCCUPANCY COSTS	33,407	29,757	3,650	12.27%	216,619	215,228	1,391	0.65%

Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending
January 31, 2012

	Actual January 2012	Actual January 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Actual YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	5,188	3,737	1,451	38.83%	21,014	22,217	(1,203)	-5.41%
BOARD MEETING - EXPENSES	2,670	1,379	1,291	93.62%	16,021	21,531	(5,510)	-25.59%
PRINTING	433	43	390	906.98%	4,350	6,163	(1,813)	-29.42%
POSTAGE & FREIGHT	794	1,321	(527)	-39.89%	8,794	9,969	(1,175)	-11.79%
MEMBERSHIP, DUES & CONTRIBUTIONS	7,040	753	6,287	834.93%	30,861	21,283	9,578	45.00%
PUBLICATIONS	87	324	(237)	-73.15%	1,218	1,403	(185)	-13.19%
OFFICERS & DIRECTORS INSURANCE	15,343	15,619	(276)	-1.77%	107,402	115,843	(8,441)	-7.29%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%
TOTAL GENL & ADMIN EXPENSES	31,555	23,176	8,379	36.15%	189,660	198,409	(8,749)	-4.41%
LOAN LOSS PROVISION/BAD DEBT	-	25,000	(25,000)		-	500,568	(500,568)	0.00%
OTHER								
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%
TOTAL EXPENSES	304,632	428,787	(124,155)	-28.95%	2,096,550	2,791,069	(694,519)	-24.88%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	29,976	(134,696)	164,672	-122.25%	1,332,369	2,141,402	(809,033)	-37.78%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%
TRANSFER	160,000	1,087,164	(927,164)	0.00%	177,989	1,113,812	(935,823)	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%
NET INCOME/(LOSS)	189,976	952,468	(762,492)	-80.05%	1,510,358	3,255,214	(1,744,856)	-53.60%

**Illinois Finance Authority
General Fund
Unaudited
Balance Sheet
for the Seven Months Ending January 31, 2012**

	<u>Actual January 2012</u>
ASSETS	
CASH & INVESTMENTS, UNRESTRICTED	\$ 35,361,139
RECEIVABLES, NET	263,290
LOAN RECEIVABLE, NET	9,306,405
OTHER RECEIVABLES	52,510
PREPAID EXPENSES	<u>108,908</u>
 TOTAL CURRENT ASSETS	 45,092,252
 FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	 127,965 267,747
 DEFERRED ISSUANCE COSTS	 267,747
OTHER ASSETS	
CASH, INVESTMENTS & RESERVES	874,598
VENTURE CAPITAL INVESTMENTS	-
OTHER	<u>(14,837)</u>
 TOTAL OTHER ASSETS	 859,761
 TOTAL ASSETS	 <u><u>\$ 46,347,725</u></u>
 LIABILITIES	
CURRENT LIABILITIES	\$ 859,659
LONG-TERM LIABILITIES	<u>393,383</u>
 TOTAL LIABILITIES	 1,253,042
EQUITY	
CONTRIBUTED CAPITAL	4,111,479
RETAINED EARNINGS	27,501,548
NET INCOME / (LOSS)	1,510,358
RESERVED/RESTRICTED FUND BALANCE	1,732,164
UNRESERVED FUND BALANCE	<u>10,239,134</u>
 TOTAL EQUITY	 45,094,683
 TOTAL LIABILITIES & EQUITY	 <u><u>\$ 46,347,725</u></u>

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
for Period Ending
January 31, 2012

	Actual January 2012	Budget January 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Budget YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2012	% of Budget Expended
REVENUE										
INTEREST ON LOANS	186,157	208,937	(22,780)	-10.90%	1,371,121	1,413,940	(42,819)	-3.03%	2,377,527	57.67%
INVESTMENT INTEREST & GAIN(LOSS)	54,839	50,693	4,146	8.18%	364,577	354,851	9,726	2.74%	608,320	59.93%
ADMINISTRATIONS & APPLICATION FEES	244,579	380,170	(135,591)	-35.67%	1,594,074	2,376,050	(781,976)	-32.91%	4,194,325	38.01%
ANNUAL ISSUANCE & LOAN FEES	51,265	37,956	13,309	35.06%	278,015	246,861	31,154	12.62%	425,670	65.31%
OTHER INCOME	45,253	38,605	6,648	17.22%	1,493,637	270,235	1,223,402	452.72%	463,250	322.43%
TOTAL REVENUE	582,093	716,361	(134,268)	-18.74%	5,101,424	4,661,937	439,487	9.43%	8,069,092	63.22%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	131,365	145,049	(13,684)	-9.43%	900,406	1,017,623	(117,217)	-11.52%	1,730,791	52.02%
BENEFITS	22,730	22,060	670	3.04%	139,200	155,420	(16,220)	-10.44%	265,728	52.38%
TEMPORARY HELP	159	-	159	0.00%	778	-	778	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	-	833	(833)	-100.00%	150	5,831	(5,681)	-97.43%	10,000	1.50%
TRAVEL & AUTO	2,488	5,833	(3,345)	-57.35%	26,240	40,831	(14,591)	-35.74%	70,000	37.49%
TOTAL EMPLOYEE RELATED EXPENSES	156,742	173,775	(17,033)	-9.80%	1,066,774	1,219,705	(152,931)	-12.54%	2,076,519	51.37%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	32,083	43,750	(11,667)	-26.67%	262,206	306,250	(44,044)	-14.38%	525,000	49.94%
LOAN EXPENSE & BANK FEE	161,430	162,458	(1,028)	-0.63%	1,335,220	1,137,206	198,014	17.41%	2,254,446	59.23%
ACCOUNTING & AUDITING	22,329	24,344	(2,015)	-8.28%	171,656	170,408	1,248	0.73%	292,120	58.76%
MARKETING GENERAL	2,926	1,250	1,676	134.08%	4,711	8,750	(4,039)	-46.16%	15,000	31.41%
FINANCIAL ADVISORY	11,000	16,667	(5,667)	-34.00%	40,185	116,699	(76,514)	-65.57%	200,000	20.09%
CONFERENCE/TRAINING	1,410	2,500	(1,090)	-43.60%	10,727	17,500	(6,773)	-38.70%	30,000	35.76%
MISC. PROFESSIONAL SERVICES	8,333	12,500	(4,167)	-33.34%	28,344	87,500	(59,156)	-67.61%	150,000	18.90%
DATA PROCESSING	3,590	4,583	(993)	-21.67%	23,176	32,081	(8,905)	-27.76%	55,000	42.14%
TOTAL PROFESSIONAL SERVICES	243,101	268,052	(24,951)	-9.31%	1,876,225	1,876,394	(169)	-0.01%	3,521,566	53.28%
OCCUPANCY COSTS										
OFFICE RENT	22,372	22,357	15	0.07%	142,319	156,499	(14,180)	-9.06%	268,284	53.05%
EQUIPMENT RENTAL AND PURCHASES	1,476	1,300	176	13.54%	11,256	9,100	2,156	23.69%	15,600	72.15%
TELECOMMUNICATIONS	2,948	3,500	(552)	-15.77%	17,503	24,500	(6,997)	-28.56%	42,000	41.67%
UTILITIES	695	1,000	(305)	-30.50%	7,088	7,000	88	1.26%	12,000	59.07%
DEPRECIATION	3,971	5,706	(1,735)	-30.41%	24,838	24,309	529	2.18%	52,649	47.18%
INSURANCE	1,945	1,950	(5)	-0.26%	13,616	13,650	(34)	-0.25%	23,400	58.19%
TOTAL OCCUPANCY COSTS	33,407	35,813	(2,406)	-6.72%	216,620	235,058	(18,438)	-7.84%	413,933	52.33%

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
for Period Ending
January 31, 2012

	Actual January 2012	Budget January 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Budget YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2012	% of Budget Expended
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	5,188	2,900	2,288	78.90%	21,014	20,300	714	3.52%	34,800	60.39%
BOARD MEETING - EXPENSES	2,670	2,666	4	0.15%	16,021	18,662	(2,641)	-14.15%	32,000	50.07%
PRINTING	433	875	(442)	-50.51%	4,350	6,125	(1,775)	-28.98%	10,500	41.43%
POSTAGE & FREIGHT	794	1,250	(456)	-36.48%	8,794	8,750	44	0.50%	15,000	58.63%
MEMBERSHIP, DUES & CONTRIBUTIONS	7,040	1,909	5,131	268.78%	30,861	22,454	8,407	37.44%	32,000	96.44%
PUBLICATIONS	87	250	(163)	-65.20%	1,218	1,750	(532)	-30.40%	3,000	40.60%
OFFICERS & DIRECTORS INSURANCE	15,343	15,261	82	0.54%	107,402	106,827	575	0.54%	183,132	58.65%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	31,555	25,111	6,444	25.66%	189,660	184,868	4,792	2.59%	310,432	61.10%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	-	-	-	-	0.00%	-	0.00%
OTHER										
INTEREST EXPENSE	455	455	-	0.00%	3,470	3,473	(3)	-0.09%	5,748	60.37%
TOTAL OTHER	455	455	-	0.00%	3,470	3,473	(3)	-0.09%	5,748	0.00%
TOTAL EXPENSES	465,260	503,206	(37,946)	-7.54%	3,352,749	3,519,498	(166,749)	-4.74%	6,328,198	52.98%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	116,833	213,155	(96,322)	-45.19%	1,748,675	1,142,439	606,236	53.07%	1,740,894	100.45%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	(140,000)	-	(140,000)	0.00%	(140,000)	-	(140,000)	0.00%	-	0.00%
TRANSFER	-	-	-	0.00%	(8)	-	(8)	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%	-	-
NET INCOME/(LOSS)	(23,167)	213,155	(236,322)	-110.87%	1,608,667	1,142,439	466,228	40.81%	1,740,894	92.40%

Illinois Finance Authority
Consolidated Statement of Activities
Comparison
for Period Ending
January 31, 2012

	Actual January 2012	Actual January 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Actual YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance
REVENUE								
INTEREST ON LOANS	186,157	1,104,645	(918,488)	-83.15%	1,371,121	2,722,352	(1,351,231)	-49.63%
INVESTMENT INTEREST & GAIN(LOSS)	54,839	178,678	(123,839)	-69.31%	364,577	584,241	(219,664)	-37.60%
ADMINISTRATIONS & APPLICATION FEES	244,579	163,104	81,475	49.95%	1,594,074	3,802,391	(2,208,317)	-58.08%
ANNUAL ISSUANCE & LOAN FEES	51,265	40,737	10,528	25.84%	278,015	355,712	(77,697)	-21.84%
OTHER INCOME	45,253	923,473	(878,220)	-95.10%	1,493,637	1,179,131	314,506	26.67%
TOTAL REVENUE	582,093	2,410,637	(1,828,544)	-75.85%	5,101,424	8,643,827	(3,542,403)	-40.98%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	131,365	162,736	(31,371)	-19.28%	900,406	1,045,623	(145,217)	-13.89%
BENEFITS	22,730	25,571	(2,841)	-11.11%	139,200	133,711	5,489	4.11%
TEMPORARY HELP	159	75	84	0.00%	778	1,382	(604)	0.00%
EDUCATION & DEVELOPMENT	-	-	-	0.00%	150	3,113	(2,963)	-95.18%
TRAVEL & AUTO	2,488	686	1,802	262.68%	26,240	23,385	2,855	12.21%
TOTAL EMPLOYEE RELATED EXPENSES	156,742	189,068	(32,326)	-17.10%	1,066,774	1,207,214	(140,440)	-11.63%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	32,083	82,083	(50,000)	-60.91%	262,206	220,506	41,700	18.91%
LOAN EXPENSE & BANK FEE	161,430	206,976	(45,546)	-22.01%	1,335,220	1,486,729	(151,509)	-10.19%
ACCOUNTING & AUDITING	22,329	28,264	(5,935)	-21.00%	171,656	205,135	(33,479)	-16.32%
MARKETING GENERAL	2,926	-	2,926	#DIV/0!	4,711	12,739	(8,028)	-63.02%
FINANCIAL ADVISORY	11,000	22,624	(11,624)	-51.38%	40,185	88,958	(48,773)	-54.83%
CONFERENCE/TRAINING	1,410	1,035	375	36.23%	10,727	3,599	7,128	198.06%
MISC. PROFESSIONAL SERVICES	8,333	18,708	(10,375)	-55.46%	28,344	95,385	(67,041)	-70.28%
DATA PROCESSING	3,590	5,623	(2,033)	-36.16%	23,176	23,296	(120)	-0.52%
TOTAL PROFESSIONAL SERVICES	243,101	365,313	(122,212)	-33.45%	1,876,225	2,136,347	(260,122)	-12.18%
OCCUPANCY COSTS								
OFFICE RENT	22,372	22,157	215	0.97%	142,319	144,885	(2,566)	-1.77%
EQUIPMENT RENTAL AND PURCHASES	1,476	1,346	130	9.66%	11,256	12,000	(744)	-6.20%
TELECOMMUNICATIONS	2,948	888	2,060	231.98%	17,503	20,731	(3,228)	-15.57%
UTILITIES	695	999	(304)	-30.43%	7,088	6,698	390	5.82%
DEPRECIATION	3,971	2,438	1,533	62.88%	24,838	17,410	7,428	42.67%
INSURANCE	1,945	1,929	16	0.83%	13,616	13,504	112	0.83%
TOTAL OCCUPANCY COSTS	33,407	29,757	3,650	12.27%	216,620	215,228	1,392	0.65%

**Illinois Finance Authority
Consolidated Statement of Activities
Comparison
for Period Ending
January 31, 2012**

	Actual January 2012	Actual January 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Actual YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	5,188	3,737	1,451	38.83%	21,014	22,217	(1,203)	-5.41%
BOARD MEETING - EXPENSES	2,670	1,379	1,291	93.62%	16,021	21,531	(5,510)	-25.59%
PRINTING	433	43	390	906.98%	4,350	6,163	(1,813)	-29.42%
POSTAGE & FREIGHT	794	1,321	(527)	-39.89%	8,794	9,969	(1,175)	-11.79%
MEMBERSHIP, DUES & CONTRIBUTIONS	7,040	753	6,287	834.93%	30,861	21,283	9,578	45.00%
PUBLICATIONS	87	323	(236)	-73.07%	1,218	1,403	(185)	-13.19%
OFFICERS & DIRECTORS INSURANCE	15,343	15,619	(276)	-1.77%	107,402	115,842	(8,440)	-7.29%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%
TOTAL GENL & ADMIN EXPENSES	31,555	23,175	8,380	36.16%	189,660	198,408	(8,748)	-4.41%
LOAN LOSS PROVISION/BAD DEBT	-	25,000	(25,000)	.	-	495,983	(495,983)	0.00%
OTHER								
INTEREST EXPENSE	455	503	(48)	-9.54%	3,470	3,804	(334)	-8.78%
TOTAL OTHER	455	503	(48)	0.00%	3,470	3,804	(334)	0.00%
TOTAL EXPENSES	465,260	632,816	(167,556)	-26.48%	3,352,749	4,256,984	(904,235)	-21.24%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	116,833	1,777,821	(1,660,988)	-93.43%	1,748,675	4,386,843	(2,638,168)	-60.14%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	(140,000)	-	(140,000)	0.00%	(140,000)	-	(140,000)	0.00%
TRANSFER	-	-	-	0.00%	(8)	(3,302,000)	3,301,992	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%
NET INCOME/(LOSS)	(23,167)	1,777,821	(1,800,988)	-101.30%	1,608,667	1,084,843	523,824	48.29%

Illinois Finance Authority
Consolidated
Unaudited
Balance Sheet
for the Seven Months Ending January 31, 2012

	Actual January 2011	Actual January 2012
	<u> </u>	<u> </u>
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	\$ 41,208,055	\$ 48,880,938
RECEIVABLES, NET	217,174	263,290
LOAN RECEIVABLE, NET	37,729,672	29,311,392
NOTES RECEIVABLE	39,820,487	37,157,437
OTHER RECEIVABLES	1,385,975	1,009,565
PREPAID EXPENSES	<u>108,283</u>	<u>108,908</u>
 TOTAL CURRENT ASSETS	 120,469,646	 116,731,530
 FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	 57,228	 127,965
 DEFERRED ISSUANCE COSTS	 434,959	 360,286
 OTHER ASSETS		
CASH, INVESTMENTS & RESERVES	44,841,275	41,261,598
VENTURE CAPITAL INVESTMENTS	2,247,981	1,947,981
OTHER	<u>3,000,000</u>	<u>3,000,000</u>
 TOTAL OTHER ASSETS	 50,089,256	 46,209,579
 TOTAL ASSETS	 <u>\$ 171,051,089</u>	 <u>\$ 163,429,360</u>
 LIABILITIES		
CURRENT LIABILITIES	1,743,245	995,767
BONDS PAYABLE	53,715,000	46,840,000
OTHER LIABILITIES	<u>2,228,778</u>	<u>1,958,242</u>
 TOTAL LIABILITIES	 57,687,023	 49,794,009
 EQUITY		
CONTRIBUTED CAPITAL	35,608,692	35,608,692
RETAINED EARNINGS	26,144,175	28,655,681
NET INCOME / (LOSS)	1,084,843	1,608,667
RESERVED/RESTRICTED FUND BALANCE	37,878,185	35,114,140
UNRESERVED FUND BALANCE	<u>12,648,171</u>	<u>12,648,171</u>
 TOTAL EQUITY	 113,364,066	 113,635,351
 TOTAL LIABILITIES & EQUITY	 <u>\$ 171,051,089</u>	 <u>\$ 163,429,360</u>

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors
From: Jim Senica and Lorrie Karcher
Date: February 14, 2012
Re: Overview Memo for Beginning Farmer Bonds

- **Borrower/Project Name:** Beginning Farmer Bonds
- **Locations:** Throughout Illinois
- **Board Action Requested:** Final Bond Resolution for the attached projects
- **Amount:** Up to \$488,600 maximum of new money for each project
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: \$202,500**
- **Calendar Year Summary:** (as of February 14, 2012)
 - Volume Cap: \$15,000,000
 - Volume Cap Committed: \$1,237,589
 - Volume Cap Remaining: 13,762,411
 - Average Farm Acreage: 69
 - Number of Farms Financed: 5
- **IFA Benefits:**
 - **Conduit Tax-Exempt Bonds** – no direct IFA or State funds at risk
 - **New Money Bonds:**
 - Convey tax-exempt status
 - Will use dedicated 2012 IFA Volume Cap set-aside for Beginning Farmer Bond transactions
- **IFA Fees:**
 - One-time closing fee will total 1.50% of the bond amount for each project
- **Structure/Ratings:**
 - Bonds to be purchased directly as a nonrated investment held until maturity by the Borrower's bank (the "Bank")
 - The Bank will be secured by the Borrower's assets, as on a commercial loan
 - Interest rates, terms, and collateral are negotiated between the Borrower and the Bank, just as with any commercial loan
 - Workouts are negotiated directly between each Borrower and Bank, just as on any secured commercial loan
- **Bond Counsel: Burke, Burns & Pinelli, Ltd.**
 - Stephen F. Welcome, Esq.
 - Three First National Plaza, Suite 4300
 - Chicago, IL 60602

A.

Project Number:	A-FB-TE-CD-8529
Borrower(s):	Loschen, Tyler S.
Borrower Benefit:	First Time Land Buyer
Town:	Kempton, IL
IFA Bond Amount:	\$170,000
Use of Funds:	Farmland – refinance an interim loan for 40 acres of farmland
Purchase Price:	\$340,000
% Borrower Equity	5%
% USDA Farm Service Agency	45% (<i>Subordinate Financing</i>)
% IFA	50%
Township:	Mona
County/Region:	Ford / East Central
Lender/Bond Purchaser	Vermilion Valley Bank / Dennis Smith
Legislative Districts:	Congressional: 15 th , Timothy Johnson State Senate: 53 rd , Shane Cultra State House: 105 th , Jason Barickman

Principal shall be paid annually in installments determined pursuant to a Thirty-year (30-year) amortization schedule, with the first principal payment date to begin one year from the date of closing. Accrued interest on the unpaid balance hereof shall be paid semi-annually, with the first interest payment date to begin six months from the date of closing 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.

B.

Project Number:	A-FB-TE-CD-8530
Borrower(s):	Beals, Ronald Lee
Borrower Benefit:	First Time Land Buyer
Town:	Robinson, IL
IFA Bond Amount:	\$32,500
Use of Funds:	Farmland – 20 acres
Purchase Price:	\$65,000 / (\$3,250 per ac)
% Borrower Equity	5%
% USDA Farm Service Agency	45% (<i>Subordinate Financing</i>)
% IFA	50%
Township:	Wade
County/Region:	Jasper / Central
Lender/Bond Purchaser	First Financial Bank, NA / Jeff Wilson
Legislative Districts:	Congressional: 15 th , Timothy Johnson State Senate: 55 th , Dale Righter State House: 109 th , Roger Eddy

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 one year from the date of closing. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin one year from the date of closing with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing. The note will have a 30-year amortization and maturity.

\$10,000,000 (not-to-exceed amount)

February 14, 2012

Unified CML, LLC and its affiliates, successors, or assigns

<p>REQUEST</p>	<p>Purpose: Bond proceeds will be used by Unified CML, LLC and its affiliates, successors, or assigns (the “Borrower”) to finance or refinance the acquisition of approximately 7.87 acres of land and the purchase, substantial renovation, and equipping of an approximately 98,120 SF manufacturing facility located at 5353 W. 73rd Street and 7332 S. Lockwood Ave. in Bedford Park (Cook County), Illinois 60638 for use as a commercial bakery production facility that will be 100% leased to Unified CML Operations, LLC (the “Tenant” or “Operating Company”). Additionally, bond proceeds may also be used to pay bond issuance costs. [Unified CML, LLC and Unified CML Operations, LLC are affiliated companies with common shareholders (i.e., members).]</p> <p>These facilities will enable Unified CML Operations LLC to establish a wholesale commercial bakery that will be owned by its Unified CML, LLC affiliate.</p> <p>Program: Industrial Revenue Bonds Volume Cap required: This Project is expected to require approximately \$10.0MM of IFA 2012 Volume Cap. No IFA Funds at risk. No State Funds at risk.</p>												
<p>BOARD ACTION</p>	<p>Preliminary Bond Resolution</p>												
<p>MATERIAL CHANGES</p>	<p>Not applicable. This is the first time this project has been presented to the IFA Board of Directors.</p>												
<p>JOB DATA</p>	<table style="width: 100%; border: none;"> <tr> <td style="text-align: center;">1</td> <td style="text-align: center;">Current job</td> <td style="text-align: center;">79</td> <td style="text-align: center;">New jobs projected</td> </tr> <tr> <td style="text-align: center;">N/A</td> <td style="text-align: center;">Retained jobs</td> <td style="text-align: center;">20-30 (6-9 months)</td> <td style="text-align: center;">Construction jobs projected</td> </tr> </table>	1	Current job	79	New jobs projected	N/A	Retained jobs	20-30 (6-9 months)	Construction jobs projected				
1	Current job	79	New jobs projected										
N/A	Retained jobs	20-30 (6-9 months)	Construction jobs projected										
<p>BORROWER DESCRIPTION</p>	<ul style="list-style-type: none"> ● Type of entity: Commercial bakery ● Location: Bedford Park/Cook/Northeast ● The new buildings will be used by Unified CML, LLC and Unified CML Operations, LLC to establish a new centralized bakery facility to serve Dunkin’ Donuts franchisees throughout the Chicago Metropolitan Area. Both the subject facility and the operating company will be owned by these franchisees. 												
<p>CREDIT INDICATORS</p>	<ul style="list-style-type: none"> ● Bonds will be purchased directly by First Midwest Bank, N.A. as a direct investment. First Midwest will be the secured lender and direct bond investor. 												
<p>STRUCTURE</p>	<ul style="list-style-type: none"> ● Term: 25 amortization on real estate; 10 years on equipment (anticipated) ● Rate: The Bonds will be purchased directly by First Midwest Bank as a direct investment and are expected to bear an interest rate that will be reset every 5 years until maturity. The initial interest rate is currently estimated at between 3.50% and 4.00%. 												
<p>SOURCES AND USES</p>	<table style="width: 100%; border: none;"> <tr> <td style="width: 30%;">IFA Bonds</td> <td style="width: 20%; text-align: right;">\$10,000,000</td> <td style="width: 30%;">New Project Cost:</td> <td style="width: 20%; text-align: right;">\$11,530,000</td> </tr> <tr> <td>Equity</td> <td style="text-align: right;"><u>1,730,000</u></td> <td>Costs of Issuance</td> <td style="text-align: right;"><u>200,000</u></td> </tr> <tr> <td>Total</td> <td style="text-align: right;">\$11,730,000</td> <td>Total</td> <td style="text-align: right;">\$11,730,000</td> </tr> </table>	IFA Bonds	\$10,000,000	New Project Cost:	\$11,530,000	Equity	<u>1,730,000</u>	Costs of Issuance	<u>200,000</u>	Total	\$11,730,000	Total	\$11,730,000
IFA Bonds	\$10,000,000	New Project Cost:	\$11,530,000										
Equity	<u>1,730,000</u>	Costs of Issuance	<u>200,000</u>										
Total	\$11,730,000	Total	\$11,730,000										
<p>RECOMMENDATION</p>	<p>Credit Review Committee recommends approval.</p>												

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
February 14, 2012**

Project: Unified CML, LLC and its affiliates, successors, or assigns

STATISTICS

IFA Project:	I-ID-TE-CD-8531	Amount:	\$10,000,000
Type:	Industrial Revenue Bonds	IFA Staff:	Rich Frampton and Brad Fletcher
Location:	Bedford Park	County/ Region:	Cook / Northeast

BOARD ACTION

Preliminary Bond Resolution	
Conduit Industrial Revenue Bonds	No IFA funds at risk
Credit committee recommends approval	No extraordinary conditions

VOTING RECORD

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

PURPOSE

To enable Unified CML, LLC (and its affiliates, successors, or assigns) to finance new capital expenditures and to also reimburse capital expenditures incurred within 60 days prior to approval of this Inducement Resolution/Preliminary Bond Resolution.

Bond proceeds will be used to finance or refinance the acquisition of approximately 7.87 acres of land and the purchase, substantial renovation, and equipping of an approximately 98,120 SF facility located thereon at 5353 W. 73rd Street and 7332 S. Lockwood Ave. in Bedford Park, Illinois 60638. Additionally, bond proceeds may also be used to pay bond issuance costs. The facility will be leased to an affiliated company (Unified CML Operations, LLC).

IFA PROGRAM AND CONTRIBUTION

The Authority's Industrial Revenue Bond Program provides tax-exempt financing for qualifying manufacturing projects.

VOLUME CAP

The Authority's Industrial Revenue Bond Program provides low interest rate financing for qualifying manufacturing projects. IFA's issuance of Industrial Revenue Bonds will enable the Borrowers to obtain a lower interest rate on this capital project. It is anticipated that IFA will provide 100% of the Volume Cap allocation required to finance the New Money portion of this project (i.e., \$10.0MM).

SOURCES AND USES OF FUNDS

Sources:	IFA Bonds (IRB)	\$ 10,000,000	Uses:	Project Costs	\$ 11,530,000
	Equity	<u>1,730,000</u>		Costs of Issuance	<u>200,000</u>
	Total	\$ 11,730,000		Total	\$ 11,730,000

JOBS

Current employment:	1	Projected new jobs:	79
Jobs retained:	N/A	Construction jobs:	20-30 (6-9 months)

FINANCING SUMMARY

Structure/Credit

Enhancement: Conduit Industrial Revenue Bonds that will be purchased directly by First Midwest Bank, N.A. as the Direct Investor/Lender.

Interest Rate: The Bonds will be purchased directly by First Midwest Bank, N.A. as a direct investment and are expected to bear an interest rate that will be reset every 5 years until maturity. The initial interest rate is currently estimated at between 3.50% and 4.00%.

Bank Collateral: As presently contemplated, First Midwest Bank, N.A. would be secured by a first mortgage on the subject property, a first lien on the financed equipment, a corporate guarantee by United CML Operations, LLC, and a collateral assignment of Rents and Leases on the real estate portion of the Bond issue.

Maturity: Anticipated maximum of 25 Years on real estate assets; 10 years maximum on equipment.

Anticipated

Closing: April or May 2012

BUSINESS SUMMARY

Description: **Unified CML, LLC** (the “**LLC**” or the “**Borrower**”) is a special purpose ownership entity established by the owners of **Unified CML Operations, LLC** (the “**Operating Company**” or “**Tenant**”). The LLC/Borrower will own the manufacturing facility and equipment which will be leased to the Operating Company/Tenant. Both entities are Illinois limited liability companies.

Owners of 7.5% or more of Unified CML, LLC and Unified CML Operations, LLC are identified in the Economic Disclosure Statement section of this report (see page 4).

Background: **Unified CML Operations, LLC** was established in October 2010 by a group of 17 Dunkin’ Donuts franchisees to serve as a centralized wholesale bakery that will supply their 163 Dunkin’ Donuts located throughout the Chicago metropolitan area.

Currently, each store bakes its own products in-store. The centralized bakery will improve quality by mechanizing and standardizing production, and reducing waste.

According to the Applicant, each of the 17 Dunkin’ Donuts franchisees holding an ownership interest in the Borrower and Operating Company have been multi-unit store owners for many years.

Additionally, the Operating Company has hired an experienced commercial bakery production manager who has been involved in designing the new production line and determining appropriate equipment to purchase.

According to Dunkin’ Donuts Brands’ (the “*Franchisor*”) public filings (and an S-1A Registration Statement dated as of June 7, 2011), Centralized Manufacturing Locations (“*CMLs*”) are a Dunkin’ Donuts’ supply management initiative designed to support growth for the Dunkin’ Donuts brand. According to the Franchisor, CMLs are franchisee-owned and operated facilities for the centralized production of donuts and bakery goods. The CMLs deliver freshly baked products to Dunkin’ Donuts stores on a daily basis with the objectives of (i) providing consistent quality products and (ii) simplifying restaurant level operations. *According to the Franchisor, as of March 26, 2011, there were 103 CMLs (of varying size and capacity) in the U.S.* The Franchisor states that CMLs and represent an important part of improving franchise economics.

Rationale: The proposed Project will enable the Borrower and Operating Company to finance the acquisition, renovation, and equipping of a vacant facility. Tax-Exempt Industrial Development Revenue Bond financing will finance this Project at the lowest possible interest rate. The reduced payments attributable to the proposed IRB financing will help reduce the Borrower's debt service payments compared to conventional financing and thereby lower overhead expenses (which is particularly important for a new manufacturing operation).

The proposed Bonds will return a vacant manufacturing facility to productive use and increase the value of the property on the local tax roll.

The Project site is located in the DCEO-designated Summit/Bedford Park Enterprise Zone and includes vacant land that would enable future expansion of the facility.

The Borrower closed on the purchase of the subject building on December 22, 2011 with interim bank financing from First Midwest Bank. The proposed Preliminary Bond Resolution for consideration today will enable the Borrower to reimburse its recent (December 22, 2011) acquisition of the subject land and building upon issuance of the Bonds.

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will be used by Unified CML, LLC to finance or refinance the acquisition of approximately 7.87 acres of land and the purchase, substantial renovation, and equipping of an approximately 98,120 SF facility located thereon at 5353 W. 73rd Street and 7332 S. Lockwood Ave. in Bedford Park (Cook County), Illinois 60638, for use as a commercial bakery production facility that will be 100% leased to Unified CML Operations, LLC. Additionally, proceeds of the Bonds may also be used to pay bond issuance costs (and, collectively, the "Project"). (Unified CML, LLC and Unified CML Operations, LLC are affiliated companies with common shareholders/members.)

The Project will enable Unified CML Operations LLC to establish a wholesale commercial bakery that will be owned by its Unified CML, LLC affiliate.

Estimated project costs consist of the following:

Land/Building Acquisition	\$2,000,000
Rehabilitation	4,500,000
Equipment (both new and existing facility)	<u>5,030,000</u>
Total New Money Project Costs	<u>\$11,530,000</u>

ECONOMIC DISCLOSURE STATEMENT

Applicant: Unified CML, LLC, c/o Mr. Amjad Kadwani, CPA, 2622 W. Peterson Ave., Chicago, IL 60659
Contact: Mr. Amjad Kadwani, CPA, Small Business Accountax Ltd., 2622 W. Peterson Ave., Chicago, IL 60659; Ph. 773-262-1600

Financial
Advisor to
Borrower/
Alternate
Contact:

Mr. Anthony R. ("Tony") Grant, Managing Director, Total Capital Solutions, Inc., 28 Iowa Street, Oak Park, IL 60302; Ph.: 708-660-0494; Email: tgrant@totalcapitalsolutionsinc.com

Project name: Unified CML Project (IFA Series 2012 Industrial Revenue Bonds)

Location: 5353 W. 73rd Street and 7332 S. Lockwood Ave. in Bedford Park (Cook County), Illinois 60638

Ownership

Information: All anticipated LLC Managers [i.e., Managing Partners] or individuals holding a 7.5% or greater ownership [i.e., Membership] interest (i.e., IFA private company disclosure threshold) for the Borrower and Operating Company include:

(i) Unified CML, LLC (the initial proposed Borrower and Owner/Lessor of the subject facilities):

- Mr. Shamsuddin (“Sam”) Panjwani, Manager, 130 S. Canal St., Suite 9A, Chicago, IL 60606: 5.88%
- Each of the 16 other Members (which include the individuals listed below and their respective ownership interests in the Operating Company) each have a 5.88% ownership [i.e., membership] interest in Unified CML, LLC

(ii) Unified CML Operations, LLC (the Tenant and Operating Company):

- Mr. Shamsuddin (“Sam”) Panjwani, Manager, 130 S. Canal St., Suite 9A, Chicago, IL 60606: 14.11%
- Mr. Sirajuddin (“Siraj”) Virani, Manager, 602 Meadow Dr., Glenview, IL: 8.59%
- Mr. Karim Khowaja, Manager: 9.20%
- Mr. Thomas Mammen, Member: 9.20%
- Mr. Saleem Husain, Member: 7.98%

PROFESSIONAL & FINANCIAL

General Counsel:	To be determined		
Accounting:	Small Business Accountax, Ltd.	Chicago, IL	Amjad Kadwani
Financial Advisor to Borrower:	Total Capital Solutions, Inc.	Oak Park, IL	Tony Grant
Bank (Direct Purchaser/ Lender):	First Midwest Bank, N.A.	Chicago, IL	
Bond/Bank Counsel:	Peck Shaffer, LLP	Chicago, IL	Tom Smith
Bond Trustee:	Not applicable (bank direct purchase)		
Architect:	Not applicable (building modifications/rehab. only)		
General Contractor:	To be determined		
Rating Agency:	Not applicable (bank direct purchase)		
IFA Counsel:	Requested		
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	3	Dan Lipinski
State Senate:	11	Steven Landek
State House:	22	Michael Madigan



February 14, 2012

\$11,200,000 (not-to-exceed amount)
M.O.B. Development, LLC and its affiliates, successors, or assigns (925 Broadway Avenue Project)

REQUEST	<p>Purpose: Bond proceeds will be used by M.O.B. Development, LLC and its affiliates, successors, or assigns (the “Borrower”) to finance (i) the costs of constructing a 60,000 square foot, 3-story medical office building at 925 Broadway Avenue in Quincy (Adams County), Illinois 62301, adjacent to two existing medical office buildings on the Blessing Hospital campus. Additionally, Bond proceeds may be used to (ii) pay costs of issuance, if deemed necessary or desirable by the Borrower, (iii) finance capitalized interest, if deemed necessary or desirable by the Borrower, and (iv) capitalize certain reserves, if deemed necessary or desirable by the Borrower (and, collectively, the “Project”).</p> <p>Program: Midwestern Disaster Area Revenue Bonds (“MDABs”)</p> <p>Note: This project represents Adams County’s first MDAB transaction.</p> <p>Volume Cap Required: This Project will not use any of Illinois Finance Authority’s (“<i>IFA</i>’s”) standard 2012 Private Activity Bond Volume Cap for Industrial Development Revenue Bonds. Rather, this Project will be financed as a Midwestern Disaster Area Revenue Bond issue and will use up to \$11.2 million of an approximately \$1.515 billion MDAB allocation to IFA for projects located in 18 MDAB-eligible counties across Illinois.</p> <p>Extraordinary Conditions: None.</p> <p>No IFA Funds at risk. No State Funds at risk.</p>																
BOARD ACTION	Preliminary Bond Resolution																
MATERIAL CHANGES	Not applicable. This is the first time this project has been presented to the IFA Board of Directors.																
JOBS DATA	<table border="0"> <tr> <td>N/A</td> <td>Current jobs</td> <td>115 (1 year)</td> <td>New jobs projected (Tenant)</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>43 construction jobs (1 year)</td> <td>Construction jobs projected</td> </tr> </table>	N/A	Current jobs	115 (1 year)	New jobs projected (Tenant)	N/A	Retained jobs	43 construction jobs (1 year)	Construction jobs projected								
N/A	Current jobs	115 (1 year)	New jobs projected (Tenant)														
N/A	Retained jobs	43 construction jobs (1 year)	Construction jobs projected														
BORROWER DESCRIPTION	<ul style="list-style-type: none"> • Type of entity: Special purpose entity to develop, finance and operate the medical office building (a single tenant building) • Location: Quincy /Adams County /West Central Region • M.O.B. Development, LLC is a Missouri Limited Liability Company created for the special purpose of developing and owning the subject property and is affiliated with S.M. Wilson & Co. (www.smwilson.com) which has been engaged by Blessing Hospital as General Contractor and Developer of the subject building. (The Borrower is expected to create a new special purpose entity to serve as the Obligor on the subject Bonds.) 																
CREDIT INDICATORS	<ul style="list-style-type: none"> • The Borrower is a non-rated special purpose entity established to develop and own the subject redevelopment project. • The Bonds will be non-rated and are expected to be sold through a private placement to Enterprise Bank & Trust of St. Charles, Missouri. 																
STRUCTURE	<ul style="list-style-type: none"> • Although the Trust Indenture will allow for the Bonds to be structured as Multi-Modal Bonds, the Bonds will initially be sold as a private placement to Enterprise Bank & Trust of St. Charles, Missouri. • Rate: The initial fixed rate is estimated at between 3.50% and 4.00% for a period of five (5) years based on current market conditions. 																
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td>\$11,200,000</td> <td>Project Cost:</td> <td>\$10,975,000</td> </tr> <tr> <td></td> <td style="text-align: center;">-</td> <td>Costs of Issuance</td> <td><u>225,000</u></td> </tr> <tr> <td>Total</td> <td><u>\$11,200,000</u></td> <td>Total</td> <td><u>\$11,200,000</u></td> </tr> </table>	Sources:		Uses:		IFA Bonds	\$11,200,000	Project Cost:	\$10,975,000		-	Costs of Issuance	<u>225,000</u>	Total	<u>\$11,200,000</u>	Total	<u>\$11,200,000</u>
Sources:		Uses:															
IFA Bonds	\$11,200,000	Project Cost:	\$10,975,000														
	-	Costs of Issuance	<u>225,000</u>														
Total	<u>\$11,200,000</u>	Total	<u>\$11,200,000</u>														
RECOMMENDATION	Credit Review Committee recommends approval.																

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
February 14, 2012**

Project: M.O.B. Development, LLC and its affiliates, successors, or assigns (925 Broadway Avenue Project)

STATISTICS

IFA Project:	I-MDAB-TE-CD-8534	Amount:	\$11,200,000 (not-to-exceed amount)
Type:	Midwestern Disaster Area Revenue Bonds	IFA Staff:	Jim Senica
Location:	Quincy	County/ Region:	Adams/West Central

BOARD ACTION

Preliminary Bond Resolution Midwestern Disaster Area Revenue Bonds Credit Review Committee recommends approval	No IFA funds at risk No extraordinary conditions
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VOTING RECORD

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

PURPOSE

Bond proceeds will be used by **M.O.B. Development, LLC and its affiliates, successors, or assigns** (the "**Borrower**") to finance the costs of constructing a 60,000 square foot, 3-story medical office building at 925 Broadway Avenue in Quincy (Adams County), IL 62301 adjacent to two existing medical office buildings on the Blessing Hospital campus. Additionally, Bond proceeds may be used to (ii) pay costs of issuance, if deemed necessary or desirable by the Borrower, (iii) finance capitalized interest, if deemed necessary or desirable by the Borrower, and (iv) capitalize certain reserves, if deemed necessary or desirable by the Borrower (and, collectively, the "**Project**").

IFA PROGRAM AND CONTRIBUTION

Midwestern Disaster Area Revenue Bond financing is a federal program that enables tax-exempt bonds to be issued to finance certain types of privately-owned projects that will generate jobs and economic development activity in 18 federally designated counties in Illinois that suffered damage in mid-2008 from floods and other storm damage. MDABs are a provision of the federal Heartland Disaster Tax Relief Act of 2008 [Public Law 100-344; 122 Stat. 3918] (the "*Act*") that enables issuance of tax-exempt bonds for certain privately-owned projects located in certain designated counties in several Midwestern states through 12/31/2012.

To date, IFA has issued approximately \$30.195MM of MDABs, and an additional \$83.5MM have been induced by the Authority (and received approval of Preliminary Bond Resolutions).

Accordingly, after reserving \$11.2MM of MDAB allocation for the subject project, there will be approximately \$1.390 billion of unencumbered MDAB allocation available for use through 12/31/2012.

VOLUME CAP

Volume Cap Required: This project will not use any of IFA’s 2012 Private Activity Bond Volume Cap allocated for Industrial Revenue Bonds or Exempt Facilities Bond financings.

Instead, this financing will require a Volume Cap allocation under the Midwestern Disaster Area Revenue Bond program as provided under the Act. Illinois Governor Pat Quinn designated the IFA as the Issuer (and Allocating Entity) of MDABs for industrial and commercial projects in Illinois.

The State received an allocation of approximately \$1.515 billion of bonding authority for MDAB projects through 12/31/2012. This project will require up to \$11.2 million of Illinois’ remaining \$1.390 billion MDAB allocation.

SOURCES AND USES OF FUNDS (PRELIMINARY, SUBJECT TO CHANGE)

Sources:		Uses:	
IFA Bonds	\$ 11,200,000	Project Costs	\$ 10,975,000
		Issuance Costs	225,000
Total	\$ 11,200,000	Total	\$ 11,200,000

JOBS

Current employment:	N/A	Projected new jobs:	*115
Jobs retained:	N/A	Construction jobs:	43 (6 months)

* The Developer anticipates leasing the building to a single tenant (Blessing Hospital) and has estimated the tenant will employ up to 115 people within the first year.

FINANCING SUMMARY

Structure/ Credit Enhancement:	Although the Trust Indenture will permit the sale of Multi-Modal Bonds, the Bonds are expected to be initially sold in Private Placement Mode to Enterprise Bank & Trust in St. Charles, Missouri. (IFA will require the bond purchaser(s) to execute an Investor Letter if sold under this structure.)
Interest Rate:	The Bonds are expected to be sold initially in Private Placement Mode with an initial term of 5 years. The estimated initial interest rate is estimated at between 3.50% and 4.00% for the initial 5 year term.
Credit Rating:	The Bonds are expected be sold on a non-rated, unenhanced basis through a Private Placement by Stifel Nicolaus & Co., Inc. The underlying Borrower is a non-rated entity.
Final Maturity Date:	25 years
Closing Date:	April 1, 2012

BUSINESS SUMMARY

Description: **M.O.B. Development, LLC and its affiliates, successors, or assigns** (the “**Borrower**”), is a Missouri limited liability company established as a special purpose entity to develop, construct, own, and operate an approximately 60,000 square foot medical office building located at 925 Broadway Avenue in Quincy (Adams County) , IL 62301 that will be leased to Blessing Hospital.

The Borrower is an affiliate of **S.M. Wilson & Co.** [see www.smwilson.com for additional information] (the “**General Contractor**” and “**Developer**”) which has been engaged by Blessing Hospital as General Contractor and Developer of the subject building, a building construction and design firm based in St. Louis (see the following section for additional information).

Mr. Kurt Mollet is the **Managing Member** of M.O.B. Development and is also the Director of Pre-Construction for S.M Wilson & Co.

General Contractor (and affiliate of Borrower):

S.M. Wilson & Co. is a St. Louis-based design/build general contractor established in 1921 by Shouse McGarvey Wilson. The Company has 174 full-time employees and in addition to its St. Louis home office, it maintains a satellite office in Indianapolis. The Company provides pre-construction, construction management, general contracting and design and build services to clients in the healthcare, senior care, retail, education, commercial and industrial sectors. According to their website, S.M. Wilson posted \$345 million in 2010 revenues and ranked 149th in Engineering News-Record’s list of Top 400 commercial contractors nationwide.

S.M. Wilson & Co. has been providing construction management services to the subject building’s tenant, Blessing Hospital, since 1989. Recent projects have included an \$8.0 million Cancer Center, a \$14.5 million Emergency Department addition and renovation as well as the construction of two medical office buildings adjacent to the proposed site at a cost totaling \$12.9 million. The two medical office buildings are each three stories and include office space for physicians who offer treatment in the specialties of plastic surgery, internal medicine, cardiology and physical therapy.

In developing the two previous medical office buildings leased to Blessing, S.M. Wilson has designed, financed, and constructed the facility through a special purpose affiliate. The affiliate has entered into a ground lease of the underlying land (40 years for the subject project) while entering to a building lease to Blessing Hospital (with an anticipated initial lease term of 10 to 20 years). It is anticipated that after Blessing Hospital fills the building, the Hospital may proceed to exercise its purchase option from the S.M Wilson affiliate. Blessing exercised its option to purchase the first medical office building financed under this structure in July, 2010. The second medical office building developed under this structure was financed conventionally by Enterprise Bank & Trust (with a participation sold to Mercantile Bank in Quincy).

Background on Blessing Hospital:

According to its website, Blessing Hospital is the largest medical center within a 100-mile radius of Quincy, Illinois. The Hospital has a medical staff in excess of 240 physicians and over 2,000 employees based in Western Illinois and Northeast Missouri. The Hospital provides comprehensive medical services and includes a cancer center, cardiovascular center, outpatient surgery center, Level 2 trauma center and complete rehabilitation facilities. Blessing Hospital also operates the Blessing-Rieman College of Nursing in Quincy. Blessing operates healthcare facilities and clinics located in Quincy, IL, Pittsfield, IL (Illini Community Hospital), Golden, IL, Warsaw, IL, and Palmyra, MO. Although the proposed Bonds will be non-rated and privately

placed, Blessing Hospital is rated A3 (Stable)/A- (Stable) by Moody's/ S&P and is current on its existing debt obligations.

Rationale: The Borrower is seeking approval of an Inducement Resolution now in order to enable reimbursement of capital expenditures going forward (as well as certain prior expenditures as allowed by the IRS). The Borrower and Blessing Hospital will enter into an operating lease agreement (*i.e. purchase upon termination of lease at fair market value* [as opposed to a nominal consideration such as \$1]). The Hospital has initiated the Project to expand specialties offered to expand available healthcare services within its service area.

Although there is no definitive timetable for the Borrower to execute this plan, the Borrower anticipates executing the necessary lease within the next 6 to 12 months.

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will be used by **M.O.B. Development, LLC and its affiliates, successors, or assigns** (the "**Borrower**") to finance the costs of constructing a 60,000 square foot, 3-story medical office building at 925 Broadway Avenue in Quincy (Adams County), IL 62301 adjacent to two existing medical office buildings on the Blessing Hospital campus. Additionally, Bond proceeds may be used to (ii) pay costs of issuance, if deemed necessary or desirable by the Borrower, (iii) finance capitalized interest, if deemed necessary or desirable by the Borrower, and (iv) capitalize certain reserves, if deemed necessary or desirable by the Borrower (and, collectively, the "**Project**").

The Borrower anticipates leasing the Project to Blessing Hospital. (The prospective tenant will be considered the principal user of the Project for tax purposes.) According to the Borrower, a Certificate of Need ("C.O.N.") from the Illinois Health Facilities and Services Review Board was not required for this project since the total project dollar amount was below the required C.O.N. threshold.

Preliminary Estimated Project Costs are noted below:

New Construction	\$10,550,000
Architectural & Engineering	425,000
Total New Money Project Costs	<u>\$10,975,000</u>

ECONOMIC DISCLOSURE STATEMENT

Applicant: M.O.B. Development, LLC, c/o Mr. Kurt Mollet, Managing Member, c/o S.M. Wilson & Co., 75 West Meath Ring St. Charles, MO 63304; Ph.: (314) 633-5748; E-mail: kurt@smwilson.com

Project Name: 925 Broadway Avenue Project (Blessing Hospital Medical Office Building)

Location: 925 Broadway Avenue in Quincy (Adams County), IL 62301

Ownership Information: The owners of the Borrower are all employees of S.M. Wilson & Co which has been engaged by Blessing Hospital as General Contractor and Developer of subject building. The ownership structure of M.O.B. Development, LLC has not been finalized but will be completed prior to the presentation of the Final Bond Resolution to the IFA Board.

Project Site Disclosure: The subject property site is currently owned by Blessing Hospital and will be leased to the Borrower for an initial period of 40 years.

It is possible that the property may be conveyed to a new entity (*i.e.*, a successor entity) prior to presenting this transaction for consideration of a Final Bond Resolution. Accordingly, this project

ownership information will be updated as necessary prior to consideration of a Final Bond Resolution.

PROFESSIONAL & FINANCIAL

General Counsel:	Armstrong Teasdale	St. Louis, MO	
Bond Counsel:	Chapman and Cutler, LLP	Chicago, IL	Chuck Jarik
Placement Agent:	Stifel Nicolaus & Co.	St. Louis, MO	Mary Kane
Purchasing Bank:	Enterprise Bank & Trust	St. Louis, MO	Jason L. Koelling
Purchasing Bank Counsel:	Hush Eppenberger	St. Louis, MO	
Credit Enhancer/ Guarantor:	Not applicable		
Architect:	Christner & Associates	St. Louis, MO	
General Contractor:	S.M Wilson & Co.	St. Louis, MO	
IFA Counsel:	To be determined		
IFA Financial Advisor:	Scott Balice Strategies, LLC	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	17	Robert Schilling
State Senate:	47	John M. Sullivan
State House:	93	Jil Tracy



February 14, 2012

\$600,000,000
Ascension Health Alliance

REQUEST	<p>Purpose: The proceeds will be used by Ascension Health Alliance (the “Borrower”) to (i) finance various capital expenditures at the Alexian Brothers Health System, (ii) refund certain Alexian Brothers Health System Bonds, (iii) refund certain Ascension Health Alliance commercial paper which may be issued to fund the redemption of certain Alexian Brothers Health System Bonds and/or tender of certain Alexian Brothers Health System Bonds, if deemed necessary or advisable, and (iv) refund certain Ascension Health Series 2002 Bonds.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																
BOARD ACTIONS	Preliminary Bond Resolution																
MATERIAL CHANGES	This is the first time this project is being presented to the IFA Board of Directors.																
JOB DATA	<table border="0"> <tr> <td>113,500</td> <td>Current jobs</td> <td>0</td> <td>New jobs projected</td> </tr> <tr> <td>8,107</td> <td>Retained jobs in Illinois</td> <td>90</td> <td>Construction jobs projected</td> </tr> </table>	113,500	Current jobs	0	New jobs projected	8,107	Retained jobs in Illinois	90	Construction jobs projected								
113,500	Current jobs	0	New jobs projected														
8,107	Retained jobs in Illinois	90	Construction jobs projected														
DESCRIPTION	<ul style="list-style-type: none"> • Location: Various locations in Cook County; Alabama, Arizona, Connecticut, District of Columbia, Florida, Idaho, Indiana, Maryland, Michigan, Missouri, New York, Tennessee, Texas, Washington and Wisconsin. • Ascension Health Alliance is a Missouri nonprofit corporation formed on September 13, 2011 and is the sole corporate member of Ascension Health. Ascension Health Alliance is the parent organization of a national health system consisting primarily of nonprofit corporations that own and operate local healthcare facilities, or Health Ministries. Through Ascension Health, Ascension Health Alliance is the indirect sole corporate member of certain nonprofit corporations that own and operate acute care hospitals and other health care facilities and service providers with approximately 15,660 available beds as of June 30, 2011. As of June 30, 2011, these corporations owned and operated 68 general acute care hospitals, two long-term acute care hospitals, five psychiatric hospitals and two rehabilitation hospitals, with more than 113,500 employees. Ascension Health Alliance is the largest nonprofit Catholic health care system in the United States. • The Alexian Brothers Health System joined Ascension Health Alliance effective January 1, 2012. Alexian Brothers Health System is a diversified multi-corporate healthcare delivery system sponsored by the Congregation of Alexian Brothers, Immaculate Conception Province, and a Roman Catholic religious institute. The Alexian Brothers began their ministry in the United States in 1866 with the opening of an eight-bed hospital in Chicago. 																
SECURITY	<ul style="list-style-type: none"> • Bonds will be secured by Ascension Health Master Trust Indenture(s) 																
CREDIT INDICATORS	<ul style="list-style-type: none"> • Ascension Health is rated Aa1/AA+/AA+ by Moody’s/S&P/Fitch, respectively 																
STRUCTURE	<ul style="list-style-type: none"> • The Series 2012 bonds will be structured as a combination of fixed rate, put bonds, variable rate and Windows VRDBs. 																
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td><u>\$600,000,000</u></td> <td>Refund ABHS Bonds</td> <td>\$425,000,000</td> </tr> <tr> <td></td> <td></td> <td>Capital Expenditures</td> <td><u>175,000,000</u></td> </tr> <tr> <td>Total</td> <td><u>\$600,000,000</u></td> <td>Total</td> <td><u>\$600,000,000</u></td> </tr> </table>	Sources:		Uses:		IFA Bonds	<u>\$600,000,000</u>	Refund ABHS Bonds	\$425,000,000			Capital Expenditures	<u>175,000,000</u>	Total	<u>\$600,000,000</u>	Total	<u>\$600,000,000</u>
Sources:		Uses:															
IFA Bonds	<u>\$600,000,000</u>	Refund ABHS Bonds	\$425,000,000														
		Capital Expenditures	<u>175,000,000</u>														
Total	<u>\$600,000,000</u>	Total	<u>\$600,000,000</u>														
RECOMMENDATION	Credit Committee recommends approval.																

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
February 14, 2012**

Project: Ascension Health Alliance

STATISTICS

Project Number: H-HO-TE-CD-8533	Amount: \$600,000,000 (Not-to-Exceed)
Type: 501(c)(3) Bonds	IFA Staff: Pam Lenane and Nora O'Brien
Locations: Hoffman Estates and Elk Grove Village, IL	County/Region: Cook County/Northeast

BOARD ACTION

Preliminary Bond Resolution	No IFA Funds at Risk
Conduit 501(c)(3) Bonds (Multi-State)	No Extraordinary Conditions
Credit 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 **Ascension Health Alliance** (the "**Borrower**") to (i) finance various capital expenditures at the Alexian Brothers Health System, (ii) refund certain Alexian Brothers Health System Bonds, (iii) refund certain Ascension Health Alliance commercial paper which may be issued to fund the redemption of certain Alexian Brothers Health System Bonds and/or tender of certain Alexian Brothers Health System Bonds, if deemed necessary or advisable, and (iv) refund certain Ascension Health Series 2002 Bonds.

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:	113,500	New jobs projected:	0
Jobs retained:	8,107 (in Illinois)	Construction jobs projected:	90

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		Uses:	
IFA Bonds	<u>\$600,000,000</u>	Refund ABHS Bonds	\$425,000,000
		Capital Expenditures	<u>175,000,000</u>
Total	<u>\$600,000,000</u>	Total	<u>\$600,000,000</u>

FINANCING SUMMARY

Security:	Bonds will be secured by Ascension Health Master Trust Indenture(s)
Structure:	The Series 2012 Bonds will be structured as a combination of fixed rate, put bonds, variable rate and Windows VRDBs
Interest Rate:	To be determined based on current market conditions.
Interest Mode:	Fixed rate, put bonds, variable rate and Windows VRDBs
Credit Enhancement:	None
Maturity:	Not to exceed 40 years
Rating:	Aa1/AA+/AA+ (Moody's/S&P/Fitch)
Estimated Closing Date:	March 29, 2012

PROJECT SUMMARY

Bond proceeds will be used by **Ascension Health Alliance** (the "**Borrower**") for (i) refinancing taxable commercial paper (the "*Commercial Paper*") issued by the Borrower to (1) currently refund all of the outstanding principal amount of the (a) Illinois Finance Authority Variable Rate Demand Revenue Bonds, Series 2004 (Alexian Brothers Health System) (referred to as the "*Currently Refunded Alexian Prior Bonds*"), and (2) pay the tender price of all or a portion of the (a) Illinois Finance Authority Revenue Bonds, Series 2010 (Alexian Brothers Health System), and (b) the Illinois Finance Authority Revenue Bonds, Series 2008 (Alexian Brothers Health System) (together referred to as the "*Tendered Alexian Prior Bonds*"), (ii) currently refunding all or a part of the outstanding principal amount of the (a) Indiana Health Facility Financing Authority Revenue Bonds (Ascension Health Credit Group) Series 2002F, (b) Escambia County Health Facilities Authority Revenue Bonds (Ascension Health Credit Group) Series 2002C, and (c) Jacksonville Health Facilities Authority Revenue Bonds (Ascension Health Credit Group) Series 2002A (collectively, referred to as the "2002 Prior Bonds"), (iii) paying or reimbursing the Borrower and/or certain affiliates of the Borrower for, or refinancing outstanding indebtedness, including Commercial Paper, the proceeds of which were used for, costs of acquiring, constructing, renovating, remodeling and equipping certain of their health facilities (collectively, the "**Project**"), and (iv) paying certain expenses incurred in connection with the issuance of the Bonds, all as permitted by the Act. The purposes described in (i)-(iv) above are herein collectively referred to as the "**Financing Purposes**").

BUSINESS SUMMARY

Ascension Health Alliance is a Missouri nonprofit corporation formed on September 13, 2011 and is the sole corporate member of **Ascension Health**. Ascension Health Alliance is the parent organization of a national health system consisting primarily of nonprofit corporations that own and operate local healthcare facilities, or Health Ministries. The Health Ministries that are part of Ascension Health Alliance were formerly part of the Daughters of Charity National Health System, the Sisters of St. Joseph Health System or the Carondelet Health System. In addition to serving as the sole corporate member of Ascension Health, Ascension Health Alliance serves as the member or shareholder of various other System subsidiaries, including Seton Institute, Ascension Health Insurance Limited, Ascension Health Resources and Supply Group, LLC, Clinical Holdings Corporation, Catholic Healthcare Investment Management Company, Ascension Health Ventures, LLC, Ascension Health Leadership Academy, LLC, and AH Holdings, LLC. Through Ascension Health, Ascension Health Alliance is the indirect sole corporate member of certain nonprofit corporations that own and operate acute care hospitals and other health care facilities and service providers with approximately 15,660 available beds as of June 30, 2011. As of June 30, 2011, these corporations owned and operated 68 general acute care hospitals, two long-term acute care hospitals, five psychiatric hospitals and two rehabilitation hospitals, with more than 113,500 employees. Ascension Health Alliance is the largest nonprofit Catholic health care system in the United States.

The Alexian Brothers Health System was acquired by Ascension Health Alliance effective January 1, 2012. The Alexian Brothers Health System is a diversified multi-corporate healthcare delivery system sponsored by the Congregation of Alexian Brothers, Immaculate Conception Province, a Roman Catholic religious institute. The Alexian Brothers began their ministry in the United States in 1866 with the opening of an eight-bed hospital in Chicago. Two years later, a larger hospital was built but destroyed in the Great Chicago Fire of 1871. Over the years, the Brothers twice rebuilt the facility.

Today, the Alexian Brothers sponsor the following facilities:

- Three hospitals in the northwest suburbs of Chicago, including Alexian Brothers Medical Center in Elk Grove Village, St. Alexius Medical Center in Hoffman Estates, and Alexian Brothers Behavioral Health Hospital, also in Hoffman Estates
- Life care centers in Signal Mountain, Tennessee and Milwaukee, Wisconsin
- Two nursing homes in St. Louis, Missouri
- Programs for All Inclusive Care of the Elderly in St. Louis, Missouri and Chattanooga, Tennessee
- Free-standing assisted living facility serving persons affected by Alzheimer's or other dementia related disorders in Chattanooga, Tennessee
- Affordable housing primarily to serve seniors in St. Louis, Missouri and Chattanooga, Tennessee.

Illinois Locations (for refunding & new money issuance): Cook / Northwest

New Money (location of possible ABHS financed project)

- Wisconsin (Milwaukee)
- Missouri (St. Louis)
- Tennessee (Chattanooga)
- Illinois

Other Locations (for refunding and potential new money issuances) – in the fall of 2012, anticipating a current refunding through the Illinois Finance Authority of certain bonds previously issued by the Escambia County Health Facilities Authority, the Jacksonville Health Facilities Authority and the Indiana Finance Authority which financed projects at the following Ascension Health Alliance locations:

Refunding and Potential New Money (Ascension Health)

- Sacred Heart Health System and affiliates – Pensacola, FL and Walton County, FL
- St. Vincent's HealthCare and affiliates – Jacksonville, FL
- Various affiliates and locations in Indiana, including St. Vincent Health and affiliates– Indianapolis, IN, other Indiana affiliates in Kokomo, IN, Winchester, IN, Elwood, IN, Carmel, IN, Brazil, IN, Williamsport, IN,, Evansville, IN
- Seton Corporation and affiliates, Nashville, Tennessee and Murfreesboro, Tennessee
- Daughters of Charity Health Services of Austin, Austin, Texas
- Daughters of Charity Health Services of Waco, Waco, Texas

ECONOMIC DISCLOSURE STATEMENT

Applicant: Ascension Health Alliance
4600 Edmundson Road
St. Louis, MO 63134

Borrower: Ascension Health Alliance

Project name: Alexian Brothers Health System Construction and Remodeling

Project locations: Alexian Brothers Medical Center
800 Biesterfield Road
Elk Grove Village (Cook County), IL 60007-3475

St. Alexius Medical Center
1555 Barrington Road
Hoffman Estates (Cook County), IL 60194-1018

Alexian Brothers Behavioral Health Hospital
1650 Moon Lake Boulevard
Hoffman Estates (Cook County), IL 60194-1010

Alexian Brothers Sherbrooke Village
4005 Ripa Avenue
St, Louis, MO 63118

Alexian Village of Milwaukee
9301 N. 76th Street
Milwaukee, WI 53223

Alexian Village of Tennessee
100 James Boulevard
Signal Mountain, TN 37377

Ascension Health
Alliance Board of
Directors: Sr. Kathleen Kelly, CSJ
Sr. Theresa Peck, DC
Fr. Dennis Holtschneider, CM
Anthony Tersigni, EdD., FACHE, President and CEO
Ms. Agnieszka Winkler

ABHS Board of
Governors: Brother John Howard, C.F.A.
Brother James Classon
Brother Richard Lowe, C.F.A.
Kenneth McHugh
Richard Fisher
Jerry Capizzi
Brother Lawrence Krueger, C.F.A.
Karen S. Wells
Bruce Wolfe

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Perkins Coie	Chicago	Dan Coyne
Accountant:	Ernst & Young	St. Louis	Doug Cooper
Financial Advisor	Kaufman Hall	Chicago	Jim Blake
Bond Counsel:	Orrick Herrington	Sacramento	John Myers
Underwriter:	Citigroup	Chicago	Mike Brown
	Morgan Stanley	San Francisco	John Landers
Underwriter's Counsel:	Sidley Austin	San Francisco	Jerry McGovern
IFA Counsel:	Charity & Associates	Chicago	Alan Bell
IFA Financial Advisor:	Acacia Financial Group	Chicago	Courtney Shea

LEGISLATIVE DISTRICTS

Alexian Brothers Medical Center

Elk Grove Village

Congressional: 6 Peter J. Roskam
State Senate: 33 Dan Kotowski
State House: 66 David Harris

St. Alexius Medical Center/Behavioral Health Hospital

Hoffman Estates

Congressional: 8 Joe Walsh
State Senate: 22 Michael Noland
State House: 44 Fred Crespo

SERVICE AREA

The core service area for Alexian Brothers Health System includes the following suburbs: Arlington Heights, Elk Grove Village, Rolling Meadows, Addison, Bartlett, Streamwood, Bloomingdale, Elgin, Hanover Park, Itasca, Medinah, Hoffman Estates, Roselle, Schaumburg and Wood Dale.

February 14, 2012

\$30,000,000
Edward Hospital

REQUEST	<p>Purpose: Bond proceeds will be used to (i) refund Edward Hospital (“Edward”, the “Hospital”, the “Corporation” or the “Borrower”) IHFA Series 2001A Bonds, (ii) finance capital projects and (iii) pay cost of issuance.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																				
BOARD ACTIONS	Final Bond Resolution (One-time consideration)																				
MATERIAL CHANGES	This is the first time this project is being presented to the IFA Board of Directors.																				
JOB DATA	<table> <tr> <td>4,600</td> <td>Current jobs</td> <td>N/A</td> <td>New jobs projected</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>144</td> <td>Construction jobs projected</td> </tr> </table>	4,600	Current jobs	N/A	New jobs projected	N/A	Retained jobs	144	Construction jobs projected												
4,600	Current jobs	N/A	New jobs projected																		
N/A	Retained jobs	144	Construction jobs projected																		
DESCRIPTION	<ul style="list-style-type: none"> • Location: Naperville/DuPage County/Northeast • Edward Hospital is an Illinois not for profit corporation and a tax-exempt organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). • Edward Hospital & Health Services is a full-service, regional healthcare provider offering access to complex medical specialties and innovative programming. The Hospital has 309 licensed beds, and 4,600 employees, including 1,350 nurses and a medical staff of 1,000 physicians, representing nearly 70 medical and surgical specialties and subspecialties. Ninety-eight percent of the Edward medical staff is board certified. 																				
SECURITY	<ul style="list-style-type: none"> • Bonds will be secured by a master indenture note. 																				
CREDIT INDICATORS	<ul style="list-style-type: none"> • Underlying ratings of “A2”/“A+” from Moody’s and S&P, respectively 																				
STRUCTURE	<ul style="list-style-type: none"> • The Bonds will be purchased directly by PNC Bank N.A. 																				
SOURCES AND USES	<table> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td><u>\$26,300,000</u></td> <td>Refund Series 2001A Bonds</td> <td>\$20,000,000</td> </tr> <tr> <td></td> <td></td> <td>Finance Capital Projects</td> <td>6,000,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td><u>\$300,000</u></td> </tr> <tr> <td>Total</td> <td>\$26,300,000</td> <td>Total</td> <td>\$26,300,000</td> </tr> </table>	Sources:		Uses:		IFA Bonds	<u>\$26,300,000</u>	Refund Series 2001A Bonds	\$20,000,000			Finance Capital Projects	6,000,000			Costs of Issuance	<u>\$300,000</u>	Total	\$26,300,000	Total	\$26,300,000
Sources:		Uses:																			
IFA Bonds	<u>\$26,300,000</u>	Refund Series 2001A Bonds	\$20,000,000																		
		Finance Capital Projects	6,000,000																		
		Costs of Issuance	<u>\$300,000</u>																		
Total	\$26,300,000	Total	\$26,300,000																		
RECOMMENDATION	Credit Committee recommends approval.																				

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
February 14, 2012**

Project: Edward Hospital

STATISTICS

Project Number: H-HO-TE-CD-8532	Amount: \$30,000,000 (Not-to-Exceed)
Type: 501(c)(3) Bonds	IFA Staff: Pam Lenane and Nora O'Brien
Location: Naperville	County/Region: DuPage/Northeast

BOARD ACTION

One-Time Final Bond Resolution	No IFA Funds at Risk
Conduit 501(c)(3) Bonds	No Extraordinary Conditions
Credit committee recommends approval	

VOTING RECORD

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

PURPOSE

Bond proceeds will be used to (i) refund **Edward Hospital** (“**Edward**”, the “**Hospital**”, or the “**Borrower**”) IHFA Series 2001A Bonds, (ii) finance capital projects and (iii) pay cost of issuance.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment: 4,600	New jobs projected: N/A
	Construction jobs projected: 144

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		Uses:	
IFA Bonds	<u>\$26,300,000</u>	Refund Series 2001A Bonds	\$20,000,000
		Finance Capital Projects	6,000,000
		Costs of Issuance	<u>300,000</u>
Total	\$26,300,000	Total	\$26,300,000

FINANCING SUMMARY

Security:	All of the Bonds will be secured by a master indenture note. The Bonds will not be credit enhanced.
Structure:	The Bonds will be purchased directly by PNC Bank, N.A.
Interest Rate:	To be determined based on current market conditions.
Interest Mode:	Fixed Rate- Interest Payable Quarterly
Credit Enhancement:	None
Maturity:	8 Years-Amortization to match the current Series 2001A Bonds
Rating:	The bonds will not carry a rating. Edward Hospital has underlying ratings of: "A2" / "A+" from Moody's and S&P, respectively
Estimated Closing Date:	February, 2012

PROJECT SUMMARY

Bond proceeds will be used to (i) currently refund the \$45,225,000 Illinois Health Facilities Authority Revenue Refunding Bonds, Series 2001A (Edward Hospital) currently outstanding in the aggregate principal amount of \$26,025,000 (the "*Series 2001A Bonds*"); (ii) pay or reimburse the Corporation for, or refinance outstanding indebtedness the proceeds of which were used for, the payment of the costs of acquiring, constructing, renovating, remodeling and equipping certain health facilities owned by the Borrower, including but not limited to renovation of surgical space to construct and equip a Hybrid Operating Room; and (iii) pay certain expenses incurred in connection with the issuance of the Series 2012 Bonds and the current refunding of the Series 2001A Bonds, all as permitted by the Act (collectively, the "*Financing Purposes*").

BUSINESS SUMMARY

Edward Hospital ("**Edward**" or the "**Corporation**") is an Illinois not for profit corporation, together with Edward Health Services Corporation, and Illinois not for profit corporation, Edward Health Ventures, an Illinois not for profit corporation, Edward Health and Fitness Center, an Illinois not for profit corporation, and Naperville Psychiatric Ventures, d/b/a Linden Oaks Hospital, an Illinois general partnership comprise the current "**Obligated Group**".

The Obligated Group is headquartered in Naperville, Illinois. Edward Hospital has 309 licensed acute care beds, all located in private rooms and Linden Oaks Hospital has 110 licensed beds. The licensed acute-care bed complement at Edward Hospital consists of 199 medical-surgical beds, 7 pediatrics beds, 12 neonatal intensive care beds, 52 intensive care beds and 39 obstetrics/gynecology beds. Edward Hospital provides a full range of medical, surgical, obstetrics/gynecology, pediatric and ancillary and support services, including, but not limited to the following: cardiology and cardiovascular surgery, thoracic and vascular surgery, orthopedics, diagnostics radiology, oncology, physical and occupational health, emergency medicine and trauma services, neonatology, infectious disease, pulmonary medicine, gastroenterology, internal medicine, hemodialysis, neurology and neurosurgery and urology. Edward Hospital is designated as a Level II Trauma Center by the State of Illinois and a Level III Perinatal Center by the Illinois Health Facilities Planning Board. Edward Hospital is a member of the Illinois Hospital Association and the American Hospital Association.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Edward Hospital
801 West Washington
Naperville, IL 60566

Borrower: Edward Hospital

Board of Trustees: Joe Beatty
Dennis Burke
Gary Cianci, MD
Pam Davis
Dave Delgado
Joe DePaulo
Greg Ewert, MD
Mary Kay Ladone
Rocco Martino
Bob Pasciak, MD
Tim Rivelli
Ron Schubel
Alison Ballew Smith
Bill Wheeler

Officers: Joe Beatty, Chairperson
Ron Schubel, Vice-Chairperson
Vincent Pryor, Treasurer
Daniel Beck, Secretary

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Timothy Lawler	Hinsdale	Timothy Lawler
Accountant:	Ernst & Young	Chicago	Tadd Ingles
Bond Counsel:	Jones Day	Chicago	Mike Mitchell
Bond Trustee	Deutsche Bank	Chicago	Kathy Cokic
Bank (Direct Purchaser):	PNC Bank	Chicago	Kim McMahon
Bank Counsel:	Chapman & Cutler	Chicago	Carol Thompson
IFA Counsel:	Schiff Hardin	Chicago	Bruce Weisenthal
IFA Financial Advisor:	Scott Balice Strategies, LLC	Chicago	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional: 13 Judy Biggert
State Senate: 48 Tom Johnson
State House: 96 Darlene Senger

SERVICE AREA

Edward Hospital is located in the City of Naperville, Illinois, a western suburb approximately 25 miles outside Chicago. The Hospital's primary service area includes the cities of Naperville, Bolingbrook, Lisle, Warrenville, Woodridge, Plainfield, Oswego, Romeoville and Yorkville. Its secondary service area includes a number of surrounding communities.

The Obligated Group has facilities in the following locations: (a) Naperville: Edward Hospital, Edward Cancer Center, Edward Healthcare Center, Linden Oaks Hospital, Edward Women's Imaging Center, Edward Center for Diabetes Education; (b) Bolingbrook: Edward Healthcare Center / Bolingbrook; and (c) Plainfield: Edward Healthcare Center / Plainfield.

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

Date: February 14, 2012

From: Lorrie Karcher, Program Administrator

Re: Request from IFA Board of Directors approval of:

- 1) The modification in terms as listed on Exhibit B for the addition of an interest rate cap and floor per the request of the Bank & Trust Company. The subject Beginning Farmer Bond was originally approved December 13, 2011.

Loan # 2011-12-0002 (*Beginning Farmer Bond – Alexander Colby Jordan*)

Original Amount: \$226,879

Funding Status: Closed

Bank & Trust Company (“Bank”) and **Alexander Colby Jordan (“Borrower”)** have requested that the IFA approve the revision of Exhibit B to add language providing for an interest rate cap and floor as described further below (see “Requested Revision to Exhibit B”).

The subject Beginning Farmer Bond issue was closed on December 29, 2011 and has met all other requirements, thus staff concurs and recommends approval to amend Exhibit B.

Requested Revision to Exhibit B:

Note shall bear simple interest at the expressed rate. The expressed rate shall be 4.00% fixed for the first five years and adjust every five years thereafter to 0.75% above the Wall Street Journal Prime Rate.

During the term of this loan, the applicable annual interest rate will not be more than 9.00% per year or less than 4.00% per year. The interest rate will never be increased or decreased on any single change date by more than 2.00% from the rate previous preceding period.

Voting Record – Final Bond Resolution – December 13, 2011:

Ayes:	11	
Nays:	0	
Abstentions:	0	
Absent:	2	(Bronner, Durburg)
Vacancies:	2	

Beginning Farmer Bond Amendment

Alexander Colby Jordan

Page 2

February 14, 2012

Lorrie Karcher

Original Information: 12/13/2011

Project Number:	A-FB-TE-CD-8515
Borrower(s):	Jordan, Alexander Colby
Borrower Benefit:	First Time Land Buyer
Town:	Springfield, IL
IFA Bond Amount:	\$226,879
Use of Funds:	Farmland – 40 & an undivided ½ interest in 39 acres of farmland
Purchase Price:	\$453,758
% Borrower Equity	5%
% USDA Farm Service Agency	45% (<i>Subordinate Financing</i>)
% IFA	50%
Township:	Bois D' Arc
County/Region:	Montgomery / Central
Lender/Bond Purchaser	Bank & Trust Company / Bob Wagahoff
Legislative Districts:	Congressional: 18 th , Aaron Schock
	State Senate: 50 th , Larry Bomke
	State House: 100 th , Rich Brauer

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

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

Date: February 14, 2012

From: Lorrie Karcher, Program Administrator

Re: Request from IFA Board of Directors approval of:

- 1) The modification in terms as listed on Exhibit B for the addition of an interest rate cap and floor per the request of the Bank & Trust Company. The subject loan was originally approved December 13, 2011.

Loan # 2011-12-0003 (*Beginning Farmer Bond – Korey P. Jordan*)

Original Amount: \$226,879

Funding Status: Closed

Bank & Trust Company (“Bank”) and **Korey P. Jordan (“Borrower”)** have requested that the IFA approve the revision of Exhibit B to add language providing for an interest rate cap and floor to amend the original terms (as described further below under “Requested Revision to Exhibit B”).

The subject project was closed on December 29, 2011 and has met all other requirements, thus staff concurs and recommends approval to amend Exhibit B.

Requested Revision to Exhibit B:

Note shall bear simple interest at the expressed rate. The expressed rate shall be 4.0% fixed for the first five years and adjust every five years thereafter to 0.75% above the Wall Street Journal Prime Rate.

During the term of this loan, the applicable annual interest rate will not be more than 9.00% per year or less than 4.00% per year. The interest rate will never be increased or decreased on any single change date by more than 2.00% from the rate previous preceding period.

Voting Record – Final Bond Resolution – December 13, 2011:

Ayes:	11	
Nays:	0	
Abstentions:	0	
Absent:	2	(Bronner, Durburg)
Vacancies:	2	

Beginning Farmer Bond Amendment

Korey P. Jordan

Page 2

February 14, 2012

Lorrie Karcher

Original Information: 12/13/2011

Project Number:	A-FB-TE-CD-8516
Borrower(s):	Jordan, Korey P.
Borrower Benefit:	First Time Land Buyer
Town:	Springfield, IL
IFA Bond Amount:	\$226,879
Use of Funds:	Farmland – 40 & an undivided ½ interest in 39 acres of farmland
Purchase Price:	\$453,758
% Borrower Equity	5%
% USDA Farm Service Agency	45% (<i>Subordinate Financing</i>)
% IFA	50%
Township:	Bois D' Arc
County/Region:	Montgomery / Central
Lender/Bond Purchaser	Bank & Trust Company / Bob Wagahoff
Legislative Districts:	Congressional: 18 th , Aaron Schock
	State Senate: 50 th , Larry Bomke
	State House: 100 th , Rich Brauer

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

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Pam Lenane and Nora O'Brien

Date: February 14, 2012

Re: Resolution authorizing miscellaneous amendments relating to various outstanding series of bonds issued on behalf of Presbyterian Homes and authorizing and approving related matters

Presbyterian Homes Lake Forest Place Project and **Presbyterian Homes Two Arbor Lake Project** (“**Presbyterian Homes**” or the “**Borrower**”) will be amending various credit enhancement facilities, replacing FSA (Assured Guaranty) and making certain changes to its Master Indenture.

As a result, three series of Presbyterian Homes Bonds will be subject to a mandatory tender and remarketing. In connection with the mandatory tender, the Bond Indenture will be amended to allow for bondholder consents to be granted by the credit enhancer only. In addition, the fourth series of Bonds will be amended so that the Borrower's loan agreement obligation to IFA will be upgraded from a subordinate obligation to a parity obligation under their Master Indenture.

IFA RESOLUTION NO. 2012-0214-_____**RESOLUTION AUTHORIZING MISCELLANEOUS AMENDMENTS
RELATING TO VARIOUS OUTSTANDING SERIES OF BONDS ISSUED
ON BEHALF OF PRESBYTERIAN HOMES AND AUTHORIZING AND
APPROVING RELATED MATTERS.**

WHEREAS, the Illinois Finance Authority, a body politic and corporate duly organized and validly existing under and by virtue of the laws of the State of Illinois (the "*Authority*"), has been created by the Illinois Finance Authority Act, 20 ILCS 3501/801-1 *et seq.*, as supplemented and amended (the "*Act*"); and

WHEREAS, the Authority has heretofore issued and there remain outstanding (a) Illinois Development Finance Authority Adjustable Demand Revenue Bonds, Series 1996 A (The Presbyterian Home Lake Forest Place Project) (the "*Series 1996 A Bonds*"), (b) Illinois Development Finance Authority Adjustable Demand Revenue Bonds, Series 2001 (Presbyterian Homes Two Arbor Lane Project) (the "*Series 2001 Bonds*"), (c) Illinois Finance Authority Variable Rate Refunding Revenue Bonds, Series 2006 (Presbyterian Homes Lake Forest Place Project) (the "*Series 2006 Bonds*"), and (d) Illinois Finance Authority Variable Rate Refunding Revenue Bonds, Series 2007 (Presbyterian Homes Lake Forest Place Project) (the "*Series 2007 Bonds*" and together with the Series 1996 A Bonds, the Series 2001 Bonds and the Series 2006 Bonds, the "*Bonds*"); and

WHEREAS, the Bonds were issued pursuant to four separate bond trust indentures (the "*Bond Indentures*") and the proceeds of the Bonds were loaned to Presbyterian Homes, an Illinois not for profit corporation (the "*Home*") pursuant to four separate loan agreements (the "*Loan Agreements*"); and

WHEREAS, the Home proposes to enter into a series of transactions (collectively, the "*Transactions*") which will involve, among other things, (a) the Home and Geneva Foundation of Presbyterian Homes entering into an Amended and Restated Master Trust Indenture (the "*Amended and Restated Master Indenture*"), (b) the termination, replacement and/or amendment of certain agreements with various financial institutions and a bond insurance company (collectively, the "*Credit Facility Issuers*") which provide credit enhancement and/or liquidity with respect to the Bonds (the "*Credit Enhancement Amendments*"), and (c) the amendment of one or more of the Bond Indentures or Loan Agreements (the "*Amendments*"); and

WHEREAS, the Authority adopted Resolution 2004-7 on January 5, 2004 (the "*Debt Administration Resolution*") which authorizes and approves the execution and delivery of certain consents, certificates or approvals in connection with various outstanding bonds of the Authority, including the Bonds; and

WHEREAS, the Home has advised the Authority that certain of the proposed Transactions, including the Amendments, may not be governed by the Debt Administration Resolution; and

WHEREAS, the Home has requested the Authority to confirm the applicability of the Debt Administration resolution to the Transactions and to authorize and approve additional actions in connection with the Transactions as herein described;

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

Section 1. Definitions. Terms not defined herein shall have the meaning given thereto in the Debt Administration Resolution.

Section 2. Specific Actions and Consents. The Authority hereby consents to the Amendments, including, without limitation (a) the amendment of the Bond Indentures or Loan Agreements to authorize any Credit Facility Issuer to control remedies or proceedings or grant approvals, waivers or consents under the Bond Indentures, the Amended and Restated Master Indenture or Loan Agreements on behalf of, or in lieu of, the holders of the Bonds, the Bond Trustee or any other person, (b) the amendment of any Bond Indenture, Loan Agreement or related document in order to grant or confer to the Authority or the Bond Trustee any additional rights, remedies or security, including an Obligation issued under the Amended and Restated Master Indenture and (c) any amendment to the definition of Permitted Encumbrances or any other term in order to conform with the provisions of the Amended and Restated Master Indenture.

Section 3. Confirmation as to Applicability of Debt Administration Resolution; Further Actions and Approvals. The Authority hereby confirms that the Debt Administration Resolution applies to the Bonds and authorizes and approves the execution and delivery of various consents, certificates, approvals, agreements, documents or amendments in connection with Transactions, including the Amendments, the Credit Enhancement Amendments and the execution and delivery of the Amended and Restated Master Indenture. The Authority hereby delegates to the Executive Director the power and authority to approve, execute, deliver or take, as applicable, on behalf of the Authority, any other, further actions or documents which the Executive Director determines are necessary or appropriate in order to assist the Home in consummating the Transactions, including the Amendments, the Credit Enhancement Amendments and the Amended and Restated Master Indenture.

Section 4. Delegation to Executive Director and Authorized Officers. The Executive Director and all other Authorized Officers be, and each of them hereby is, authorized to execute and deliver such documents, certificates, and undertakings of the Authority and to do all such acts and things as may be required in connection with the execution, delivery and performance of the Transactions, including the execution and delivery of any Amendments or supplemental indentures, loan agreements, documents or consents and approvals, and all of the acts and doings of the Members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of this Resolution or the Debt Administration Resolution, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved. Unless otherwise provided therein, wherever in connection with the Amendments or other documents relating to the Transactions, any action shall be taken by the Authority, such action shall be taken by the Chairman, the then duly qualified and acting Executive Director (including any Interim Executive Director) or Treasurer of the Authority, or in the event of the unavailability, inability or refusal of the Chairman, Executive Director (including any Interim Executive Director) or the Treasurer to act, any two Members of the Authority, each of whom is hereby authorized, empowered, and delegated the power and duty and directed to take such action on behalf of the Authority, all within the parameters set forth herein and in the Bond Indentures.

Section 5. Ratification. All acts of the officers, employees and agents of the Authority which are in conformity with the purposes and intent of this Resolution be, and the same hereby are, in all respects, ratified, approved and confirmed.

Section 6. Severability. The provisions of this Resolution are hereby declared to be separable, 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 7. Conflict. All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

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

Approved and effective this ___th day of February, 2012.

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ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Nora O'Brien and Sohair Omar

Date: February 14, 2012

Re: Resolution Authorizing the Executive Director to enter into an Intergovernmental Agreement with the Illinois Department of Commerce and Economic Opportunity ("DCEO") to accept State Energy Program ("SEP") monies authorized under the American Recovery and Reinvestment Act of 2009 ("ARRA") in furtherance of energy efficiency and renewable energy project financing

Request:

The accompanying Resolution would authorize the Illinois Finance Authority's (the "IFA's") Executive Director to enter into an Intergovernmental Agreement with the Illinois Department of Commerce and Economic Opportunity ("DCEO") to accept State Energy Program ("SEP") monies authorized under the American Recovery and Reinvestment Act of 2009 ("ARRA") in furtherance of energy efficiency and renewable energy project financing.

Background:

On March 11, 2011, the United States Department of Energy ("USDOE") issued a Notice to provide guidance to SEP grantees on financing programs. DCEO is a grantee of SEP funds.

Grantee arrangements for leveraging additional public and private sector funds, including rebates, grants, and other incentives, must be arranged to ensure that federal funds go to support eligible activities listed in 42 USC § 6322(d)(5)(A). The leveraging of funds may be accomplished through mechanisms such as partnerships with third party lenders, co-lending, third party administration of loans, loan loss reserves, interest rate buy downs and third party loan insurance.

Approval of this Resolution would enable the IFA to collaborate with DCEO in furtherance of energy efficiency and renewable energy project financing in Illinois.

IFA RESOLUTION NO. 2012-0214-____

RESOLUTION OF ILLINOIS FINANCE AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO AN INTERGOVERNMENTAL AGREEMENT WITH THE DEPARTMENT OF COMMERCE AND ECONOMIC OPPORTUNITY ("DCEO") TO RELEASE STATE ENERGY PROGRAM ("SEP") MONIES AUTHORIZED UNDER AMERICAN RECOVERY AND REINVESTMENT ACT OF 2009 ("ARRA") IN FURTHERANCE OF ENERGY EFFICIENCY AND RENEWABLE ENERGY PROJECT FINANCING AND RATIFYING CERTAIN ACTIONS RELATING THERETO

WHEREAS, the Illinois Finance Authority (the "Authority") is a body politic and corporate of the State of Illinois; and

WHEREAS, the Authority has the power to contract for and finance the costs of energy audits, project-specific engineering and design specifications, and any other related analyses preliminary to an energy conservation project; and, to contract for and finance the cost of project monitoring and data collection to verify post-installation energy consumption and energy-related operating costs (20 ILCS 3501/820-20); and

WHEREAS, the Illinois Department of Commerce and Economic Opportunity ("DCEO") is a grantee of the Department of Energy's ("DOE") State Energy Program ("SEP") funds; and

WHEREAS, the DOE released a notice to providence to the SEP grantees on financing programs; and

WHEREAS, Grantee arrangements for leveraging additional public and private sector funds, including rebates, grants, and other incentives, must be arranged to ensure that federal funds go to support eligible activities listed in 42 USC 6322(d)(5)(A). The leveraging of funds may be accomplished through mechanisms such as partnerships with third party lenders, co-lending, third party administration of loans, loan loss reserves, interest rate buy downs and third party loan insurance.

WHEREAS, Illinois law provides that public agencies may share powers through use of intergovernmental agreements pursuant to the Intergovernmental Cooperation Act (5 ILCS 220/1 et seq. (1991)); and

WHEREAS, the Authority desires to enter into an intergovernmental agreement with DECO to release SEP monies authorized under ARRA in furtherance of energy efficiency and renewable energy project financing;

NOW, THEREFORE, BE IT RESOLVED BY THE AUTHORITY THAT the Executive Director of the Authority (and any designee of such Executive Director) are delegated the power to enter into an intergovernmental agreement with DECO to release SEP monies authorized under the American Recovery and Reinvestment Act of 2009 ("ARRA") in furtherance of energy efficiency and renewable energy project financing.

BE IT FURTHER RESOLVED THAT, the Executive Director of the Authority (and any designee of such Executive Director) are authorized, empowered and directed to do all such acts and things and to execute all such documents and certificates as may be necessary to further the purposes and intent of this Resolution; and

BE IT FURTHER RESOLVED THAT all such actions heretofore taken by the Executive Director (or any designee of such Executive Director) in furtherance of the purposes of this Resolution, whether upon oral or written direction of the Authority, are hereby ratified; and

BE IT FURTHER RESOLVED THAT this Resolution shall be effective immediately upon adoption.

Approved and effective this __th day of February, 2012.

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Nora O'Brien and Sohair Omar

Date: February 14, 2012

Re: Resolution delegating to the Executive Director the power to implement Public Act 097-0654/House Bill 0442 with respect to IFF and ratifying certain action relating thereto

IDFA Loan No. 9133-IFF	Original Note Date:	11/01/00
	Original Balance:	\$1,000,000.00
	Original Interest Rate:	0.00%
	Original Maturity Date:	11/01/10
	Balance @ 2/14/12	\$1,000,000.00

Request:

The accompanying Resolution would authorize the Illinois Finance Authority's (the "IFA's") Executive Director to implement Public Act 097-0654/House Bill 0442 with respect to **IFF**, as a successor in interest to the **Illinois Facilities Fund, Inc.** ("IFF" or the "Borrower").

Background:

Pursuant to Public Act 82-0991, an appropriation of \$2,000,000 that was made to the Illinois Development Finance Authority ("IDFA") for the original purposes of establishing the Employee Ownership Assistance Program (the "Program") in 1985 was later re-purposed for IDFA to provide low interest loans to non-profit organizations whom focus on child healthcare. Any expenses incurred by making such loans are to be absorbed by the IFA, as a successor in interest to IDFA.

Formed in 1988 to provide nonprofit corporations serving low-income communities with affordable financing for capital projects, IFF today has four offices serving Illinois, Indiana, Iowa, Missouri and Wisconsin.

In November, 2010, IFF, made a request to the IFA for approval of a two-year extension of the maturity date (i.e., November 1, 2012). This \$1,000,000 loan to IFF closed in November 2000 with an original amortization of 10-years with a 0.00% interest rate. On December 14, 2010, the IFA approved IFF's request extending the maturity date of the promissory note evidencing the loan from IFA to IFF from November 1, 2010, to November 1, 2012.

Pursuant to Public Act 097-0654/House Bill 0442, the IFA is now authorized to convert existing agreements for financial aid in accordance with Section 840-5(j) to permanent capital to leverage additional private capital and establish a revolving loan fund for nonprofit corporations providing human services under contract to the State.

Recommendation:

IFA staff recommends approval of the accompanying Resolution that would delegate to the Executive Director the power to implement Public Act 097-0654/House Bill 0442 with respect to IFF.

RESOLUTION NO. 2012-0214-

RESOLUTION DELEGATING TO THE EXECUTIVE DIRECTOR THE POWER TO IMPLEMENT PUBLIC ACT 097-0654/HOUSE BILL 0442 WITH RESPECT TO IFF AND RATIFYING CERTAIN ACTIONS RELATING THERETO

WHEREAS, The Illinois Development Finance Authority ("IDFA") entered into a Loan Agreement dated as of November 1, 2000 (the "Loan Agreement"), with the Illinois Facilities Fund, Inc. ("IFF" or the "Borrower") for the purposes of, among other things, allowing the Borrower to originate low-interest loans to non-profit organizations for child care projects in accordance with the laws of the State of Illinois; and

WHEREAS, the Borrower's obligations under the Loan Agreement were evidenced by that certain Promissory Note (the "Note") in the principal amount of \$1,000,000, which Note bears no interest and is payable in full on November 1, 2010; and

WHEREAS, subsequent to the execution and delivery of the Note and Loan Agreement, IDFA has merged into the Illinois Finance Authority (the "Authority"), a body corporate and politic under the laws of the State of Illinois, which has assumed all obligations of IDFA; and

WHEREAS, subsequent to the execution and delivery of the Note and Loan Agreement, the Borrower has merged into and is now known as the IFF, which has assumed all obligations of the Borrower; and

WHEREAS, the Authority passed a Resolution on December 14, 2010 extending the maturity date of the promissory note evidencing the loan from the Authority to IFF;

WHEREAS, pursuant to Public Act 097-0654/House Bill 0442, the Authority is now authorized to convert existing agreements for financial aid in accordance with Section 840-5(j) to permanent capital to leverage additional private capital and;

WHEREAS, the Authority desires to convert its existing agreement with IFF to permanent capital to leverage additional private capital;

NOW THEREFORE, BE IT RESOLVED BY THE AUTHORITY THAT the Executive Director of the Authority (and any designee of such Executive Director) are delegated the power to implement Public Act 097-0654/House Bill 0442 with respect to IFF; and

BE IT FURTHER RESOLVED THAT, the Executive Director of the Authority (and any designee of such Executive Director) are authorized, empowered and directed to do all such acts and things and to execute all such documents and certificates as may be necessary to further the purposes and intent of this Resolution; and

BE IT FURTHER RESOLVED THAT all such actions heretofore taken by the Executive Director (or any designee of such Executive Director) in furtherance of the purposes of this Resolution, whether upon oral or written direction of the Authority, are hereby ratified; and

BE IT FURTHER RESOLVED THAT this Resolution shall be effective immediately upon adoption.

Approved and effective this __th day of February, 2012.