

# Illinois Finance Authority Agriculture Committee Meeting May 5, 2009 10:30 a.m. Via Teleconference

### Agenda

- I. Review and approval of the April 7, 2009 Minutes
- II. Discussion of the following:
  - BFB Jason W. Kane \$250,000
  - Agri-Debt Guarantee Mark and Karen Donoho \$413,950
- III. Other Business
- IV. Adjourn

### DRAFT

# MINUTES OF THE APRIL 7, 2009 MEETING OF THE AGRICULTURE COMMITTEE OF THE ILLINOIS FINANCE AUTHORITY

The Agriculture Committee (the "Committee") of the Illinois Finance Authority (the "IFA"), pursuant to notice duly given, held an Agriculture Committee Meeting via teleconference at 9:30 a.m. on April 7, 2009 at the Illinois Finance Authority, 180 N. Stetson, Suite 2555, Chicago, Illinois:

# Members participating by

phone:

Michael W. Goetz Bradley A. Zeller

Members present:

None

Members absent:

**Staff Absent:** 

None

Staff:

Edward H. Leonard, Sr. John Filan, Executive Director Christopher Meister, Deputy Director & General Counsel

Eric Reed, Senior Funding Manager

Carla Burgess Jones, Board

Secretary

Others

None

# **GENERAL BUSINESS**

# Call to Order and Roll Call

The meeting was called to order at 9:28 a.m. The following agricultural project(s) were presented for review and will be recommended for approval at the April 14, 2009 Illinois Finance Authority Board Meeting.

# **Approval of Minutes**

Mr. Zeller asked if there were any concerns regarding the approval of the March 9, 2009 Agriculture Committee Meeting Minutes. There being none, a motion was moved by Mr. Zeller and seconded by Mr. Goetz.

# Discussion and approval of the following Beginning Farmer Bonds:

Kal Engelkens - \$240,000 Cody Purdom - \$120,000 Paul Shepherd - \$110,000 Brian & Evelyn Bielfeldt - \$95,000 Mr. Reed, Senior Funding Manager gave a description of the purpose for each of Beginning Farmer Bonds request for financing.

Mr. Zeller asked if the Committee had any objections to recommending the Beginning Farmer Bonds for final approval. There were no objections. Mr. Zeller announced that the above noted Beginning Farmer Bonds will be presented for final approval to the Board at the next scheduled board meeting.

### Update on Applewood Farms, LLC

Mr. Reed gave an update on the Applewood Farms, LLC project that was previously approved by members of the Ag Committee at the February 3, 2009 meeting, and was then presented for final approval at the February 10, 2009 meeting of the Board of Directors. Mr. Reed stated that in general the treatment plans to combat the virus that was affecting the wienie pigs was on schedule, and because of the treatments pig sales are rising. Mr. Reed further stated that Applewood is also receiving good prices on the feeder pigs.

A brief discussion ensued concerning the status of Applewood Farms increase in sales as well as the current status of the company's financials. Members asked questions, and Mr. Reed satisfactorily addressed those questions.

# **Adjournment**

Mr. Zeller asked if there was any other business to come before the Committee. There being none. Upon a motion by Mr. Goetz and seconded by Mr. Zeller, the meeting adjourned at approximately 9:41 a.m.

Respectfully Submitted,

Carla B. Burgess Jones Secretary

### ILLINOIS FINANCE AUTHORITY

### Memorandum

To:

IFA Board of Directors

From:

Eric Reed/lk

Date:

May 12, 2009

Re:

Overview Memo for Beginning Farmer Bonds

• Borrower/Project Name: Beginning Farmer Bonds

• Locations: Throughout Illinois

Board Action Requested: Final Bond Resolutions for each attached project

• Amounts: Up to \$250,000 maximum of new money for each project

Project Type: Beginning Farmer Revenue Bonds

• Total Requested: \$250,000.00

Calendar Year Summary: (as of May 12, 2009)

- Volume Cap: \$15,000,000.00

Volume Cap Committed: \$4,241,486.00Volume Remaining: \$10,758,514.00

Average Acreage Farm Size: 85
 Number of Farms Financed: 21

### IFA Benefits:

- Conduit Tax-Exempt Bonds no direct IFA or State funds at risk
- New Money Bonds:
  - convey tax-exempt status
  - will use dedicated 2009 IFA Volume Cap set-aside for Beginning Farmer 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 Borrower's 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 Participating 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

Final Bond Resolutions Beginning Farmer Bonds Page 2 of 2

May 12, 2009 FM: Eric Reed/lk

**Project Number:** 

A-FB-TE-CD-8238

Funding Manager:

Eric Reed

Borrower(s): Borrower Benefit:

Kane, Jason W. First Time Land Buyer

Town:

Smithshire, IL

Amount:

\$250,000

Use of Funds: Purchase Price: Farmland – 188 acres \$500,000 / (\$2,660 per ac)

%Borrower Equity %Other Agency

50%

%IFA

50%

County/Region:

Warren / West Central

Lender/Bond Purchaser

Midwest Bank of Western IL / Brad Ray

Legislative Districts:

Congressional: 17<sup>th</sup>, Phil Hare State Senate: 47<sup>th</sup>, John Sullivan State House: 94<sup>th</sup>, Richard Myers

Principal shall be paid annually in installments determined pursuant to a Twenty five 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 twenty fifth and final payment of all outstanding balances due twenty five years from the date of closing.

\*Jason W. Kane: Note shall bear simple interest at the expressed rate. The expressed rate shall be 5.00% fixed for the first five years and adjust every five years thereafter equal to prime as listed in the Wall Street Journal with a floor rate of 5.00%. IFA Fee: \$3,750

<sup>\*</sup> Information enclosed in the border is to be considered confidential and may be exempt from disclosure under the Freedom of Information Act



# \$413,950

# Mark and Karen Donoho

May 12, 2009

AGRI- DEBT GUARANTEE,

PEOMECT	D	D!! 050/ 1															
REQUEST	Purpose:	Provide 85% loan g	uarantee in	favor	of Peoples National Bank to facilitate the												
	restructuring of the borrower's debts.  Project Description: The proposed loan of \$487,000 is part of the overall refinancing package proposed by the lender. By refinancing their debts, the borrowers will be able to restructure debts properly and improve cash flow.  Program: Product Type: Agri-Debt Guarantee  State Treasurer's Funds at Risk:\$413,950  Conditions: none																
									BOARD ACTIONS	Final							
										Voting Re	cord: None prior						
MATERIAL CHANGES	N/A		<del></del>	<del></del>													
JOB DATA	N/A	Current jobs	N/A	NI.	ovy joho muojesta 1												
	N/A	Retained jobs	N/A		ew jobs projected												
BORROWER		entity: Sole-Propriet			onstruction jobs projected												
DESCRIPTION	• Type Of	entity. Sole-Propriet	orsnip														
	<ul> <li>Location: Keenes/Southern Region</li> <li>When was it established: 1979</li> <li>What does the entity do: Grain and pumpkin Farm</li> </ul>																
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	Who does the entity serve: N/A																
	What will new project facilitate: Refinancing of borrower's debts																
CREDIT INDICATORS		1 3			or outlower s deets												
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Proposed Structure	Originating Bank: Peoples National Bank																
	Collateral:	160 Acres		Colla	ateral Position: 1 <sup>st</sup>												
	Corporate (	Guarantor:	N/A	Perso	onal Guarantor: N/A												
	Maturity Years: 25 Years																
	Interest Rate: 6.5% fixed for 3 years																
Sources and Uses	New Bank Loan: \$487,000 Refinancing \$487,000																
		•															
	Total	\$487,000	To	tal	\$ 487,000												
Recommendation	Total Staff Recon	\$487,000 nmends Approval	То	tal	\$ 487,000												

# ILLINOIS FINANCE AUTHORITY **BOARD SUMMARY** May 12, 2009

Project: Mark and Karen Donoho

**STATISTICS** 

Project Number: A-DR-GT-

Type:

Agri-Debt Guarantee

County/Region: Jefferson/Southern

Amount: IFA Staff:

\$413.950 Eric Reed

City:

Bluford

BOARD ACTION

Final Resolution

State Treasurer's Reserve Funds at risk: \$413,950

Extraordinary conditions: None

Credit Committee Recommends Approval

VOTING RECORD

None.

**PURPOSE** 

<u>Use of proceeds</u>: Refinance and restructure various existing debts for the borrower.

### IFA PROGRAM AND CONTRIBUTION

The Authority's Agriculture Guarantee Program guarantees up to 85% of a bank's loans to Illinois farmers and agribusiness owners. The Agri-Debt Restructuring Guarantee Program is available to assist farmers to consolidate and extend the term of agricultural debt. The guarantees are not transferable without the Authority's written consent. The Authority's agricultural guarantee obligations are backed by an IFA reserve funded for this program and are also full faith and credit obligations of the State of Illinois. IFA's issuance of guarantees helps borrowers obtain debt financing at reduced rates of interest and improved terms.

VOLUME CAP

N/A

**JOBS** 

Current employment: N/A Jobs retained:

N/A

Projected new jobs: Construction jobs:

N/A N/A

ESTIMATED SOURCES AND USES OF FUNDS

Sources: IFA Guarantee:

\$413,950

Uses: Equipment Debt

\$268,000

Peoples National Bank

<u>\$73,050</u>

Carryover Debt

\$ 55,000

Total

Real Estate Debt

\$164,000

\$487,000

\$487,000

FINANCING SUMMARY/STRUCTURE

Security:

1st real estate mortgage on 160 acres of farm land and all improvements.

Structure:

25 year term with annual payments of principal and interest.

Interest Rate: Interest Mode: See confidential section

Adjustable

Credit Enhancement:

IFA 85% Guarantee

Maturity:

25 years

Estimated Closing Date: June 15, 2009

Final Resolution May 12, 2009 FM: Eric Reed

### PROJECT SUMMARY

Summary:

Mark and Karen Donoho are seeking to refinance various accounts payable, equipment debt, and real estate mortgages through Peoples National Bank. Peoples National Bank has proposed a 25 year loan in the amount of \$487,000, secured by a 1st mortgage on 160 acres of farm land. As part of the total refinancing package, Peoples National Bank will also originate a \$155,000 4 year term loan secured by equipment.

Project Rationale: With the approval of the proposed loan transaction, the borrower's debts will be structured properly and cash flow and liquidity will be improved. Due to cash flow problems and inconsistent cash flow, Peoples National Bank has requested an IFA guarantee to solidify the bank's position and allow the bank to continue with financing. The new loan will also provide significant interest rate savings for the borrower, as their current debts carry between 9% and 12% interest rates.

Timing:

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

### **BUSINESS SUMMARY**

Mark and Karen Donoho operate a 1,500 acre farm in Eastern Jefferson County. The Donohos raise yellow corn, white corn, soybeans, and pumpkins. The majority of their operation is devoted to the specialty crops of white corn and pumpkins, which are raised and sold on contract.

### OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Applicant:

Mark and Karen Donoho

Project Location:

23399 N. Heritage Lane

Bluford, IL 62814

Borrower:

Mark and Karen Donoho

Ownership:

Sole Proprietorship

### PROFESSIONAL & FINANCIAL

Borrower's Counsel:

N/A

Accountant:

Aldag & Associates

Mt. Vernon

Louis Aldag

Originating Bank:

Peoples National Bank

Mt. Vernon

Mark Kabat

Bank Counsel:

N/A

IFA Advisors:

D.A. Davidson & Co.

Chicago

Bill Morris

Scott Balice Strategies, Inc.

Chicago

Lois Scott

IFA Counsel:

N/A

### LEGISLATIVE DISTRICTS

Congressional:

State Senate:

19<sup>th</sup>, John Shimkus 54<sup>th</sup>, John O. Jones

State House:

107th, John Cavaletto

### SERVICE AREA

N/A

#### **BACKGROUND INFORMATION**

Mark and Karen Donoho operate a 1,500 acre grain and pumpkin farm in Eastern Jefferson County. The Donohos raise traditional row crops as yellow corn and soybeans, as well as specialty crops of white corn and pumpkins,

Mark and Karen Donoho Agri-Debt Restructuring Guarantee Page 3

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which are grown on contract. The Donohos contract the sale of their white corn with Atzeca Milling in Evansville, IN, while they grow pumpkins on contract for Frey Farms Produce headquartered in Keenes, IL.

Mark is 49 years old and has farmed all his life, while Karen is 51 and works as a part time teacher at Frontier College in Fairfield. Mark Donoho began working for Frey Farms Produce at the age of 19, which evolved into a partnership whereby Mr. Donoho now raises pumpkins for the Freys. The Donohos primarily raise jack lantern pumpkins for Frey's rather than pumpkins for processing. Most of their pumpkins are sold in retail locations such as Kroger and Wal-Mart.

Frey Farms Produce is headquartered in Keenes, IL with operations in also located in Poseyville, IN. In addition to pumpkins, the company also produces, distributes, and sells watermelons, cantaloupes, and ornamental gourds. The company maintains shipping locations in Georgia, Missouri, and Florida. Mr. Donoho states that Frey Farms is one of the largest producers of pumpkins in the United States and that he is Frey's largest grower.

The Donohos grow white on contract for Azteca Milling Co., which is headquartered in Irving, TX, also has operations in Evansville, IN. Azteca Milling Co. is the largest producer of corn masa flour in the United States. Their products are used by the tortilla, bakery, snack, and retail industry. The Azteca Milling plant buys white corn from farmers within an approximate radius of 60 miles of Evansville, including farmers in Southwest Indiana, Southern Illinois, and Western Kentucky. Azteca provides a premium payment to it's growers for white corn which is paid above and beyond the market price for traditional yellow corn. The location of Azteca in the area provides significant additional income for the farmers who contract with them.

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# **CONFIDENTIAL INFORMATION**

Estimated Fee: \$3,104

INTEREST RATE:

The proposed interest rate on the loan will be fixed for the first 3 years at 6.5% and adjusted every three years thereafter at 1.5% above Wall Street Journal Prime.

### **FINANCIALS**

FINANCIAL DATA FOR:	5/15/07	4/20/08	4/6/09	Proforma	
Mark and Karen Donoho	Year	Year	Year		
Cash	5,000	19,000	5,000	78,071	
Crops/Livestock	49,229	104,145	116,750	55,100	
Other Current Assets	245,000	189,500	56,900	325,000	
Total Current Assets	299,229	312,645	178,650	458,171	
Farm Machinery/Equipment	534,018	616,450	562,875	562,875	
Real Estate/Improvements	520,000	557,500	625,000	609,000	
Other LT Assets	5,000	30,700	8,000	8,000	
Total Non-Current Assets	1,059,018	1,204,650	1,195,875	1,179,875	
Total Assets	1,358,247	1,517,295	1,374,525	1,638,046	
Notes Payable	0	205,900	47,500	325,000	
Current Maturities LT debt	56,513	0	15,356	42,915	
Other Current Liabilities	187,050	34,000	241,528	12,713	
Total Current Liabilities	243,563	239,900	304,384	367,915	
Equipment debt	247,237	304,262	257,047	120,215	
Real Estate Debt	155,691	161,607	148,957	478,960	
Other LT Liabilities	0	1,800	1,300	476,900	
Total Non-Current Liabilities	402,928	467,669	407,304		
Total Liabilities	646,491	707,569	711,688	599,175	
Net Worth	711,756	809,726	662,837	967,090	
Liabilities and Net Worth	1,358,247	1,517,295	•	670,956	
Working Capital	55,666	72,745	1,374,525	1,638,046	
Current Ratio	1,23	1.30	(125,734)	90,256	
Debt-to-asset ratio	0.48	0.47	0.59	1.25	
Debt-to-worth Ratio	0.48 0.91		0.52	0.59	
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### **FINANCIAL COMMENTARY:**

The financial statements are borrower prepared, reviewed and submitted by the lender. The lender also submitted tax returns for the years 2006-2008. The proforma balance sheet and cash flow projection were prepared by the lender.

The borrower has experienced a general decline in current assets over the past 3 years, most of which is due to a reduction in prepaid expenses. As a result working capital and liquidity have suffered to the point where the borrower has negative working capital of (\$125,734) and a large amount of carryover debt from resulting from losses in 2008. This is the primary reason for Peoples National Bank seeking to restructure the borrower's debts and obtain an IFA guarantee.

Information enclosed in the page border is to be considered confidential and may be exempt from disclosure under the Freedom of Information Act

Mark and Karen Donoho Agri-Debt Restructuring Guarantee Page 6

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The borrower's financial statements have actually been prepared after FYE, rather than at 12/31/XX, which would coincide with the borrower's tax returns. The borrowers experienced an operating loss in 2007, which resulted in an increase in notes payable reported on their 4/20/08 balance sheet. This shortfall, which was not addressed in 2008, is now reflected in increased accounts payable reported on their 4/6/09 balance sheet.

As current assets have declined, current liabilities have increased over the past 3 years. The most notable increase has been in payables, which increased over \$200,000 at the end of 2008. The increase in payables is a direct result of losses incurred the year before from a poor pumpkin crop. The lender states that extreme heat experienced in the summer of 2007, caused their pumpkins to be undersized and poorer quality, which resulted in a discounted sales price. The lender also states the heat damaged experienced by the borrower was the 1<sup>st</sup> year in ten years of operations.

As noted in the proforma balance sheet, the borrower's liquidity and working capital will be restored after the proposed loan is closed. With the proposed refinancing, working capital will again be positive and the borrower's current ratio will be an acceptable 1.25:1.

Fixed assets have essentially remained steady over the past 3 years and are comprised primarily of equipment, farm real estate and improvements, and retirement accounts.

Sales and overall revenue for the borrowers have fluctuated over the past 3 years, with a loss from operations of \$103K in 2007. However, the borrower recovered nicely in 2008 by posting sales of \$690,000 and overall revenue of \$870,000. This rebound is sales resulted in a profit of \$126,000.

Projected Sales for the farm are \$831K in 2009. Of the total sales, white corn sales are projected to be \$309K or 37% of total sales, while pumpkins represent \$260K or 31% of total projected sales. As stated earlier, the specialty crops raised by the borrowers are the key part of their operations and the major difference in their farm from traditional row crop farms in Southern Illinois. In 2009, the borrowers are projecting 567 acres of white corn and 130 acres of pumpkins. The remainder of their production varies between other traditional crops.

With the positive earnings in 2008, the borrower's debt service coverage improved dramatically from prior years to a ratio of 2:1. Under the proposed restructuring, the borrower's debt coverage is projected to remain strong at 1.97:1. Projected debt service for 2009 assumes the principal and interest payments for the proposed IFA guaranteed loan, a second loan in the amount of \$155K, secured by equipment, and an existing auto loan in the amount of \$19K. Peoples National Bank has also provided a \$325,000 revolving line of credit, secured by crops and equipment to finance 2009 crop input expenses.

Peoples National Bank has received appraisals on the subject real estate collateral of 160 acres, which reflect a total value of \$609,000. The 160 acres and improvements represent all of the borrower's owed real estate. The appraisals were prepared in November 2008. Under the bank's loan policy and IFA guidelines, 80% of the appraised value may be advanced, which equals \$487,200, which is adequate collateral for the proposed request.

The bank as provided current credit reports for Mark and Karen Donoho, which reflect scores of 624 and 704 respectively. Although <u>nothing</u> is reported on their credit reports, the lender states that the borrowers filed bankruptcy approximately 12-13 years ago because of medical bills related to a special needs child of theirs.

The lender states that the borrowers carry crop insurance on all crops. They carry revenue coverage, which guarantees between 65% and 75% of their projected revenue on row crops, and \$500 acre on their pumpkins, which would cover most of their input costs. Mr. Donoho also carries \$400,000 in term life insurance.

<u>Credit Concerns</u>: This credit provides three major concerns which are 1) Inconsistent debt coverage related to an operating loss in 2007 2) Poor liquidity with negative working capital 3) High leverage with a proforma debt/worth ratio of 1.44:1.

Mitigating Factors: 1) The borrowers have had positive earnings and strong debt coverage 2 of the past 3 years 2) The borrowers have sufficient collateral to secure the proposed loan 3) The borrower has a history of diversified operations, which provide them with various sources of crop revenue 4) Crop insurance coverage in place.

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