

ILLINOIS FINANCE AUTHORITY

November 13, 2018

9:30 a.m.

REGULAR MEETING

Michael A. Bilandic Building

160 North LaSalle Street

Suite S-1000

Chicago, Illinois 60601

- I. Call to Order & Roll Call
- II. Approval of Agenda
- III. Public Comment
- IV. Chairman's Remarks
- V. Message from the Executive Director
- VI. Committee Reports
- VII. Presentation and Consideration of New Business Items
- VIII. Presentation and Consideration of Financial Reports
- IX. Monthly Procurement Report
- X. Correction and Approval of Minutes
- XI. Other Business
- XII. Closed Session
- XIII. Adjournment

NEW BUSINESS

TAX-EXEMPT CONDUIT TRANSACTION PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	Staff
Private Activity Bonds - Revenue Bonds <i>Final (One-Time Consideration)</i>						
1	Westminster Village, Inc.	Bloomington (McLean County)	\$72,500,000	14	70	PL
2	LiUNA Chicagoland Laborers' District Council Training and Apprentice Fund	Chicago (Cook County)	\$26,000,000	21	150	RF/BF
3	A) Beginning Farmer - Joseph Marchello	Mulberry Grove Township (Bond County)	\$400,000	-	-	LK
	B) Beginning Farmer - Adam Anthony & Susan J. Klingler	Denver Township (Richland County)	\$191,500	-	-	LK
Local Government Program Bonds - Revenue Bonds <i>Final (One-Time Consideration)</i>						
4	School District Number 95, Cook County (Brookfield-LaGrange Park)	Brookfield and LaGrange Park (Cook County)	\$15,000,000	12	40	RF/BF
TOTAL TAX-EXEMPT CONDUIT TRANSACTION PROJECTS			\$114,091,500	47	260	
GRAND TOTAL			\$114,091,500	47	260	

RESOLUTIONS

Tab	Action	Staff
Tax-Exempt Conduit Transactions		
5	Resolution Providing for a First Omnibus Amendment to the Series 2010 Indenture, the Series 2012 Indenture, the Series 2016 Indenture and the Series 2017 Indenture to Adjust Applicable Interest Rates and Mandatory Tender Dates and Make Other Miscellaneous Modifications; and Authorizing the Execution and Delivery of the First Omnibus Amendment and Related Documents; and Authorizing and Approving Related Matters (CenterPoint Joliet Terminal Railroad LLC)	RF/BF
Direct and Alternative Financings		
6	Resolution Concerning the Modification of the Interest Rate Payable to the Illinois Finance Authority in Connection with its Participation Loan Relating to Neighborhoods.com, LLC	SL/CM
Audit, Budget, Finance, Legislation, Investment and Procurement		
7	Withdrawn	
Governance, Personnel, and Ethics		
8	Resolution Approving Proposed Repeal, Modification, and Amendment of Existing Rules, Including Implementation of Certain New Rules, to the Illinois Administrative Code Regarding the Illinois Finance Authority; and Related Matters	EW/RO

SUBJECT MATTER-ONLY

Tab	Action	Staff
Executive		
9	Status Report on Transformation Initiative	CM

Date: November 13, 2018

To: Eric Anderberg, Chairman
Gila J. Bronner
James J. Fuentes
Michael W. Goetz
Neil Heller
Robert Horne
Mayor Arlene A. Juracek
Lerry Knox

Lyle McCoy
Shaun C. Murphy
George Obernagel
Terrence M. O'Brien
Roger Poole
Beth Smoots
Bradley A. Zeller

From: Christopher B. Meister, Executive Director

Subject: *Message from the Executive Director*

Dear Member of the Authority:

It has been just over one year since the Ways and Means Committee of the United States House of Representatives sought to eliminate federal tax-exemption for all private activity bonds. While tax-exempt private activity bonds survived, the Authority never again wanted to risk our statutory mission on a single tool. As a result, the Authority has embarked on our Transformation Initiative. We will have an update for the Members at the November meeting.

With respect to the Authority's core business, federally tax-exempt private activity (or conduit) bonds, we are pleased to welcome labor, senior living, public school, farmer and industrial projects to our agenda this month.

Enclosed with this message is a letter from the Chairman of the Authority regarding the amendment of the Authority's Fiscal Year 2019 committee membership.

As always, I look forward to continuing to work with you in support of jobs and financing capital expansion projects throughout our state.

Respectfully,

Christopher B. Meister
Executive Director

Enclosure

Date: November 7, 2018

To: Gila J. Bronner
James J. Fuentes
Michael W. Goetz
Neil Heller
Robert Horne
Mayor Arlene A. Juracek
Lerry Knox

Lyle McCoy
Shaun Murphy
George Obernagel
Terrence M. O'Brien
Roger Poole
Beth Smoots
Bradley A. Zeller

From: Eric Anderberg, Chairman

Subject: ***Amendment of Illinois Finance Authority Fiscal Year 2019 Committee Membership***

As Chairman of the Illinois Finance Authority ("Authority") and pursuant to the powers set forth in the Administrative Rules, 74 Ill. Admin. Code 1100.105(c), and as set forth in Authority Resolution No. 2015-0709-AD09, I am amending membership for the standing committees of the Authority to be as set forth in Exhibit A hereto for the remainder of Fiscal Year 2019. Changes to committee membership are effective as of the date of this letter and are as follows:

1. Lyle McCoy, Member of the Authority, is appointed Chair of the Tax-Exempt Conduit Transactions Committee (the "Tax-Exempt Committee") and, pursuant to Authority Resolution No. 2015-0709-AD09, shall be an ex-officio member of the Executive Committee. Member McCoy replaces Robert Horne, Member of the Authority, in both roles. We thank Member Horne for his years of service as Chair of the Tax-Exempt Committee and ex-officio member of the Executive Committee.
2. George Obernagel, Member of the Authority, is appointed as a member of the Governance, Personnel, Legislation and Ethics Committee and is no longer a member of the Tax-Exempt Committee.
3. Shaun Murphy, Member of the Authority, is appointed as a member of the Tax-Exempt Committee.

Thank you for your continued service to the Authority and to the State and people of Illinois as a member of the Authority and its committees.

Sincerely,

Eric Anderberg, Chairman
Illinois Finance Authority

Exhibit A
Illinois Finance Authority Committees
(for Fiscal Year 2019, as of November 7, 2018)

The Chair appoints one member to chair each of the committees for a term of one year, and one vice chair to serve for a one-year term. Standing committees of the Authority are appointed by the Chair, and include the following:

1. **Audit, Budget, Finance, Investment and Procurement** ("Audit Plus")

Gila Bronner, Chair

Neil Heller

Lerry Knox

Lyle McCoy

George Obernagel

Roger Poole

Beth Smoots

Total 7

The charge to this committee is to oversee the work of the external and internal auditors, review proposed revenue-generating activities as well as policy as recommended by the executive director, chief financial officer, and recommend actions to the Board.

2. **Governance, Personnel, Legislation and Ethics** ("Governance Plus")

Beth Smoots, Chair

Gila Bronner

Mike Goetz

Robert Horne

George Obernagel

Terry O'Brien

Roger Poole

Total 7

The responsibilities of this committee are to oversee the structure and functioning of the Authority and attend to matters involving its members, and to ensure a proper "tone at the top" including definition of and compliance with proper standards of ethical conduct for the board and Authority personnel, including recruitment, advancement and development, legislative proposals and recommend actions to the board. The Governance committee approves the Authority's staff compensation package with exception of the Executive Director.

3. **Tax-Exempt Conduit Transactions** ("Tax-Exempt")

Lyle McCoy, Chair

James Fuentes

Mike Goetz

Robert Horne

Arlene Juracek

Shaun Murphy

Brad Zeller

Total 7

IFA Public Board Book (Version 2), Page 5

This committee shall consider federally tax-exempt conduit transactions presented by

staff and recommend actions to the board.

4. **Direct and Alternative Financing** ("Direct/Alternative")

Lerry Knox, Chair

Eric Anderberg

James Fuentes

Neil Heller

Arlene Juracek

Lyle McCoy

Brad Zeller

Total 7

This committee shall consider credit or risk transactions, including those with risk to Illinois taxpayers and to the Authority, in light of the Authority's four-point strategic plan (i. Public Purpose; ii. Clear Articulation of All Risks; iii. Short and Long-term revenue to sustain operations and compliance; and iv. "but for"/other competition in the sector/business line).

5. **Executive**

Eric Anderberg, Chair

Gila Bronner (ex officio-Chair of Audit, Budget, Finance, Investment and Procurement)

Lyle McCoy (ex officio-Chair of Tax-Exempt Conduit Transactions)

Lerry Knox (ex officio-Chair of Direct and Alternative Financing)

Beth Smoots (ex-officio-Chair of Governance, Personnel, Legislation and Ethics)

Total 5

The Executive Committee is composed of the Chair, (who serves as chairman *ex-officio*), the Vice-Chair and the chairs of the four functional committees. The Executive Committee meets on call of the chair or of any two members for the transaction of operational (not transactional) business that is urgent and cannot be postponed until the next regular meeting of the full board, which in turn is anticipated to ratify the actions of the Executive Committee at the next scheduled Authority meeting. The Executive Committee determines the Authority's Executive Director's compensation package.

Pursuant to Resolution No. 2014-0311-AD, adopted on July 9th, 2015 as Resolution No. 2015-0709-AD09, the Authority authorized the formation of said committees. Pursuant to Resolution No. 2016-0114-AD10, the Chair of the Authority shall serve as an ex-officio committee member in a non-voting capacity of the Audit Plus, Governance Plus, Tax-Exempt and Direct/Alternative Committees, and the Chair's membership in such committees shall not be deemed to increase the membership of such committees for quorum purposes.

November 13, 2018

\$72,500,000
Westminster Village, Inc.

REQUEST	<p>Purpose: Bond proceeds will be used by Westminster Village, Inc. (“Westminster” or “WV” or the “Borrower”) to: (i) refund IFA Series 2013 and Series 2017 direct bank placement bonds with the issuance of the Series A Bonds, (ii) to issue the Series 2018B Bonds which will primarily fund Phase II of a campus expansion and repositioning. Phase II includes the construction of a new three-story 80,500 square foot Assisted Living Building consisting of 72 units, 12 of which will be designated for Memory Care. Following occupancy of the new 72-unit Assisted Living Building, the existing vacated 52 Assisted Living units (including dining and common space) located on Floors 2 and 3 of Apartment Building 3 will be converted to 50 Independent Living units, (iii) fund a debt service reserve fund on the 2018A (Refunding) Bonds, (iv) fund interest on the 2018B (New Money) Bonds for a period of 20 months, and (v) pay costs of issuance.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: Requesting a waiver of the Board Policy that non-rated bonds be issued in minimum denominations of \$100,000 for the Series A Bonds.</p>			
BOARD ACTIONS	Final Board Resolution (<i>One-time Consideration</i>)			
MATERIAL CHANGES	None. This is the first time this project is being presented to the Board.			
JOB DATA	164	Current jobs (FTEs)	14	New jobs projected (FTEs)
	N/A	Retained jobs	70	Construction jobs projected
DESCRIPTION	<ul style="list-style-type: none"> • Location: Bloomington (McLean County/North Central Region) • Westminster Village is an independent Illinois not-for-profit corporation opened in 1979. WV’s history began in the early 1970s when Reverend Phillip Queen of Second Presbyterian Church and Dr. Harold Martin formed a committee to develop a senior living community. At the same time, a not-for-profit chain of communities, Presbyterian Housing Program (“PHP”) began investigating possibilities in Central Illinois. • In 1977, the 40-acre plot was purchased and construction began, opening in 1979. In 1981, WV became independent from PHP and was established as a not-for-profit. Today, Westminster Village’s 40-acre campus is comprised of: (i) 198 independent living units including 22 duplexes, (ii) 52 assisted living units, and (iii) 78 skilled nursing beds. • Upon completion of the proposed project, Westminster Village will expand from 328 units to 398 units overall. 			
SECURITY/MATURITY	<ul style="list-style-type: none"> • The Bonds are expected to be secured by an obligation of WV under a Master Trust Indenture. Such obligation will include a pledge of revenues, a debt service reserve fund, and mortgage. • The Bonds will fully mature not later than 2053 (35 years). 			
STRUCTURE	<ul style="list-style-type: none"> • Westminster Village contemplates issuing the Series 2018A tax-exempt fixed rate bonds through a public offering by B.C. Ziegler and Company concurrently with the Series 2018B tax-exempt bank direct placement with First Midwest Bank. 			

CREDIT INDICATORS	● The Bonds will not be rated.			
SOURCES AND USES	<u>Sources of Funds:</u>	2018A	2018B	Total
	Par Amount	<u>\$39,855,000</u>	\$29,000,000	\$68,855,000
	Equity Contribution		<u>\$962,140</u>	<u>\$962,140</u>
	Total Sources of Funds	<u>\$39,855,000</u>	<u>\$29,962,140</u>	<u>\$69,817,140</u>
	<u>Uses of Funds:</u>			
	Refunding of Prior Bank Direct Placement Bonds*	\$36,394,361		\$36,394,361
	Debt Service Reserve Fund	\$2,571,163		\$2,571,163
	Project Fund		\$28,885,015	\$28,885,015
	Funded Interest		\$650,000	\$650,000
	Cost of Issuance	<u>\$889,476</u>	<u>\$427,125</u>	<u>\$1,316,601</u>
	Total Uses of Funds	<u>\$39,855,000</u>	<u>\$29,962,140</u>	<u>\$69,817,140</u>
	*Includes approx. \$6.5 million of undrawn Bonds from the 2017 Bank Direct Placement expected to be drawn before closing. If unable to get bank consent, WV may need to fund a small project fund with 2018A Bonds for that remaining amount.			
	RECOMMENDATION	Project Review Committee recommends approval.		

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 13, 2018**

Project: Westminster Village, Inc.

STATISTICS

Project Number:	12441	Par Amount:	\$72,500,000 (Not-to-Exceed)
Type:	501(c)(3) Bonds	IFA Staff:	Pam Lenane
City:	Bloomington	County/Region:	McLean/North Central

BOARD ACTION

Final Board Resolution (<i>One-time Consideration</i>)	No IFA Funds at Risk
Conduit 501(c)(3) Bonds	WV is requesting a waiver of the policy to sell the Series
Project Review Committee recommends approval	A non-rated bonds in denominations of less than \$100,000 because the bonds are refunding bonds, which will result in a positive financial viability of WV.

VOTING RECORD

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

PURPOSE

Purpose: Bond proceeds will be used by Westminster Village, Inc. (“Westminster” or “WV” or the “Borrower”) to: (i) refund IFA Series 2013 and Series 2017 direct bank placement (tax-exempt) bonds (with proceeds of Series 2018A Bonds), (ii) to issue the Series 2018B Bonds which will primarily fund Phase II of a campus expansion and repositioning. Phase II includes the construction of a new three-story 80,500 square foot Assisted Living Building consisting of 72 units, 12 of which will be designated for Memory Care. Following occupancy of the new Assisted Living Building, the existing 52 AL units, dining and common space located on Floors 2 and 3 of Apartment Building 3 will be vacated and converted to 50 Independent Living units, (iii) fund a debt service reserve fund on the 2018A (Refunding) Bonds, (iv) fund interest on the 2018B Bonds (New Money) for a period of 20 months, and (v) pay costs 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:	164 FTEs	Projected new jobs:	14 FTEs
Retained jobs:	N/A	Construction jobs:	70

ESTIMATED SOURCES AND USES OF FUNDS

<u>Sources of Funds:</u>	2018A	2018B	Total
Par Amount	<u>\$39,855,000</u>	\$29,000,000	\$68,855,000
Equity Contribution		<u>\$962,140</u>	<u>\$962,140</u>
Total Sources of Funds	<u>\$39,855,000</u>	<u>\$29,962,140</u>	<u>\$69,817,140</u>
<u>Uses of Funds:</u>			
Refunding of Prior Bank Direct Placement Bonds*	\$36,394,361		\$36,394,361
Debt Service Reserve Fund	\$2,571,163		\$2,571,163
Project Fund		\$28,885,015	\$28,885,015
Funded Interest		\$650,000	\$650,000
Cost of Issuance	<u>\$889,476</u>	<u>\$427,125</u>	<u>\$1,316,601</u>
Total Uses of Funds	<u>\$39,855,000</u>	<u>\$29,962,140</u>	<u>\$69,817,140</u>

*Includes approx. \$6.5 million of undrawn Bonds from the 2017 Bank Direct Purchase expected to be drawn before closing. If unable to get bank consent, WV may need to fund a small project fund with 2018A Bonds for that remaining amount.

FINANCING SUMMARY

Security:	The Bonds are expected to be secured by an obligation of WV under a Master Trust Indenture. Such obligation will include a pledge of revenues, a debt service reserve fund and a mortgage.
Structure:	Westminster Village contemplates a combination issuance of (i) public tax-exempt fixed rate bonds and (ii) a private tax-exempt bank direct purchase.
Interest Rate:	TBD based on pricing and final bank rate, estimated 4.00% to 5.50%
Underlying Ratings:	The Bonds will not be rated.
Maturity:	The Bonds will fully mature not later than 2053
Estimated Closing Date:	December 20, 2018

PROJECT SUMMARY

Purpose: Bond proceeds will be used by Westminster Village, Inc. (“Westminster” or “WV” or the “Borrower”) to: (i) refund IFA Series 2013 and Series 2017 direct bank placement (tax-exempt) bonds, with proceeds of Series 2018A Bonds, (ii) to issue the Series 2018B Bonds which will primarily fund Phase II of a campus expansion and repositioning. Phase II includes the construction of a new three-story 80,500 square foot Assisted Living Building consisting of 72 units, 12 of which will be designated for Memory Care. Following occupancy of the new Assisted Living Building, the existing vacated 52 Assisted Living units, dining and common space located on Floors 2 and 3 of Apartment Building 3 will be converted to 50 Independent Living units, (iii) fund a debt service reserve fund on the 2018A (Refunding) Bonds, (iv) fund interest on the 2018B (New Money) Bonds for a period of 20 months, and (v) pay costs of issuance.

BUSINESS SUMMARY

Westminster Village is an independent Illinois not-for-profit corporation opened in 1979. WV's history began in the early 1970s when Reverend Phillip Queen of Second Presbyterian Church and Dr. Harold Martin formed a committee to develop a senior living community. At the same time, a not-for-profit chain of communities, Presbyterian Housing Program (PHP) began investigating possibilities in Central Illinois.

In 1977, the 40-acre plot was purchased and construction began, opening in 1979. In 1981, WV became independent from PHP and was established as a not-for-profit. Today, Westminster Village's 40-acre campus is comprised of: (i) 198 independent living units including 22 duplexes, (ii) 52 assisted living units, and (iii) 78 skilled nursing beds.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Westminster Village, Inc.

Site Address: 2025 East Lincoln Street
Bloomington, IL 61701
(309) 663-6474

Contact: Barbara Nathan, Chief Executive Officer

Website: www.westminstervillageinc.com

Project name: Westminster Village, Inc.

Organization: 501(c)(3) Not-for-Profit Corporation

State: Illinois

Board of Trustees:

Dave Rutledge, President	Senior Vice President, Commercial Relationship Manager, First Midwest Bank
Carl Teichman, Vice President	Director of Government & Community Relations, President's Office; Illinois Wesleyan University
John Gordon, Treasurer	Retired; Senior Investment Officer, State Farm Insurance
Jim Broach, Secretary	Retired; Director of Administrative Services, State Farm Insurance
Jay Reece, Past President	Attorney; Muller, Reece & Hinch LLC
Emily Bell	Retired; Human Resources Manager, City of Bloomington
Janella Cooley	Community Leader/Volunteer
Sarah Curtis	Vice President, Senior Client Advisor, Wells Fargo Advisors
Roger Hunt	Retired; President, Advocate BroMenn
Susan Hurliman	Retired; District 87 Elementary Teacher
Steve Lehmann	President; Abacus Actuarial Consulting, LLC

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Miller, Hall & Triggs LLC	Peoria	Rick Joseph
Bond Counsel:	Chapman & Cutler	Chicago	John Bibby
Trustee:	UMB Bank	Chicago	Sandra Battas
Underwriter:	B.C. Ziegler and Company	Chicago	William Carney
Underwriter Counsel:	Thompson Coburn	St. Louis	Sara Kothhoff
Bank:	First Midwest Bank	Buffalo Grove	Kim McMahon
Bank Counsel:	Dentons	Chicago	Katie Ashton
IFA Counsel:	Nixon Peabody	Chicago	Julie Seymour
IFA Financial Advisor:	Sycamore Advisors LLC	Indianapolis	Diana Hamilton
			Courtney Tobin

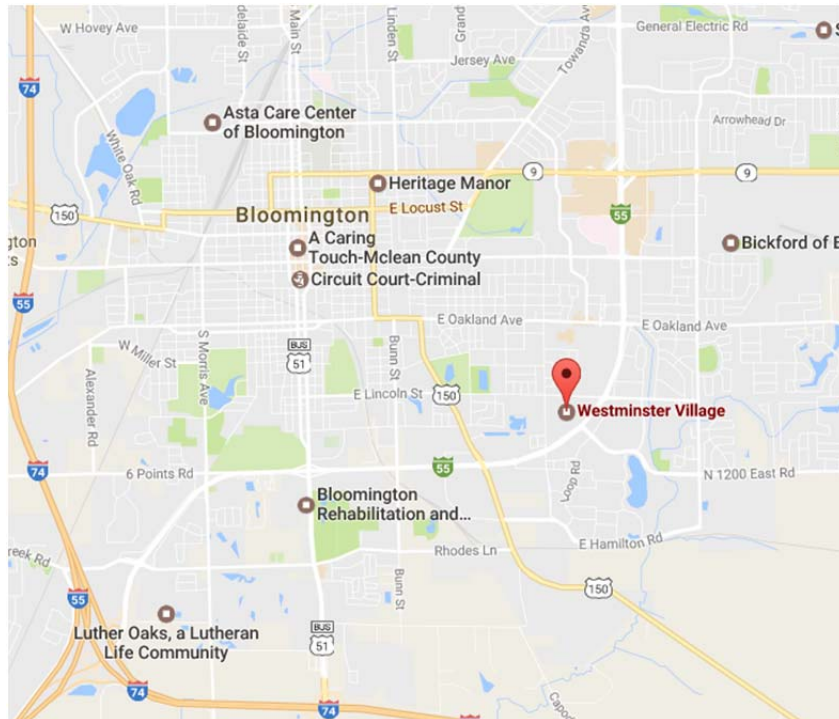
LEGISLATIVE DISTRICTS

Congressional:	18
State Senate:	44
State House:	88

SERVICE AREA

A map detailing the locations of the corporate office of Westminster Village is presented below.





\$26,000,000 (not-to-exceed)

LiUNA Chicagoland Laborers' District Council Training Fund

November 13, 2018

REQUEST	<p>Purpose: Bond proceeds will be issued in one or more series and loaned to LiUNA Chicagoland Laborers' District Council Training and Apprentice Fund, a jointly-administered not-for-profit Taft-Hartley Trust Fund and its affiliates, successors and assigns (the "Borrower" or the "Fund"), and will be used to (i) refund all or a portion of the outstanding Illinois Finance Authority Revenue Bonds, Series 2017A-B (LiUNA Chicagoland Laborers' District Council Training and Apprentice Fund) (the "Prior Bonds"), (ii) finance the costs of acquiring, constructing, improving, furnishing, and equipping an addition and certain other improvements to the Borrower's training facility located at 5700 West Homer Street in Chicago, Illinois (the "2018 Project"), and (iii) pay costs of issuance of the Bonds (collectively, the "Financing Purposes").</p> <p>Program: 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																							
BOARD ACTION	Final Bond Resolution (<i>One-time consideration</i>)																							
MATERIAL CHANGES	None. This is the first time this financing has been presented to the Board of Directors.																							
JOB DATA	26	Current jobs	21	New jobs projected																				
	N/A	Retained jobs	150	Construction jobs projected (12 months)																				
BORROWER DESCRIPTION	<ul style="list-style-type: none">• Location: Chicago / Cook County / Northeast• Type of entity: LiUNA Chicagoland Laborers' District Council Training and Apprentice Fund (the "Fund") is a jointly-administered not-for-profit Taft-Hartley Trust Fund• The Fund was established in 1986 and designed to provide training and education for laborers working under the Chicagoland District Council collective bargaining agreement. While the Fund's primary goal has remained the same, it has matured into a program that not only warrants respect, but has fostered meaningful labor education. The staff is open to developing training courses to meet the specific needs of either its Contractor or Union membership.• The Fund provides training to 7,000 members per year (in the following Illinois counties: Boone, Cook, DuPage, Grundy, Kane, Kendall, Lake, McHenry, and Will), with expanded facilities will increase training capacity to approximately 15,000 Chicago- and Cook County-based members per year. All training meets or exceeds national certified standards.																							
STRUCTURE	<ul style="list-style-type: none">• The Series 2018A-D Bonds will be purchased directly by Wintrust Bank, an Illinois state-chartered bank (the "Bank" or "Bond Purchaser"). The Bond Purchaser will be the secured lender and direct bond investor.• The proposed financing will also refund the Borrower's existing Series 2017A-B Bonds (as Series 2018A-B Refunding Bonds) to lower the effective interest rate as a result of recent federal corporate tax rate changes that have otherwise increased the interest rate borne on the Series 2017A-B Bonds.• The Borrower and Wintrust Bank have agreed to an initial interest rate period (term) of 10 years with subsequent terms thereafter through the final maturity date (which is anticipated at 20 years from the date of issuance for both the Series 2018A-B Refunding Bonds and the Series 2018C-D New Money Bonds). Although the parameters of the Bond Resolution will allow extension of the final maturity date of the Series 2018A-B Refunding Bonds to 20 years from the issuance date (thereby extending the final maturity date by approximately one year compared to the outstanding 2017 Bonds), a final decision regarding any extension of the final maturity date on the Series 2018A-B Bonds remains pending.• Anticipated Closing: November 2018																							
CREDIT INDICATORS/ SECURITY	<ul style="list-style-type: none">• The Series 2018 Bonds will not be rated (and will be purchased directly by Wintrust Bank).• The Bond Purchaser is expected to be secured by a first mortgage and assignment of leases, deposits, security agreements, and contracts (if applicable) on the Chicago property owned by the Borrower. In addition, the Bond Purchaser will maintain its negative pledge on all other business assets of the Borrower, including, but not limited to cash, investments, and any existing or future real estate.																							
INTEREST RATE	<ul style="list-style-type: none">• At the request of the Borrower, Wintrust will provide a fixed (or synthetic fixed) interest rate on approximately 50% of the Series 2018 New Money Bonds and a variable rate on the remaining 50% balance of Series 2018 New Money Bonds to be issued. (The 2018C Bonds will be a fixed rate New Money series, while the Series 2018D Bonds will be a variable rate New Money series.) The initial interest rate period is estimated at 10 years. The fixed or synthetic fixed rate and variable rates will reflect market rates in effect at the time of funding/settlement of the Series 2018 Bonds. (The Series 2018A-B Refunding Bonds will reflect the same 50% fixed (or synthetic fixed) rate and 50% variable rate debt structure.)																							
MATURITY	<ul style="list-style-type: none">• The final maturity date will not exceed 20 years from the date of issuance.																							
SOURCES AND USES (PRELIMINARY; SUBJECT TO CHANGE)	<table><tr><th colspan="2">Sources:</th><th colspan="2">Uses:</th></tr><tr><td>Series 2018C-D New Money Bonds</td><td>\$13,844,000</td><td>New Project Costs (partially funded by Series 2018C-D Bonds</td><td>\$15,850,000</td></tr><tr><td>Series 2018A-B Refunding Bonds (to refund the Series 2017A-B Bonds)</td><td>12,156,000</td><td>Refund Series 2017A-Bonds</td><td>12,250,000</td></tr><tr><td>Equity</td><td><u>2,500,000</u></td><td>Costs of Issuance</td><td><u>400,000</u></td></tr><tr><td>Total</td><td><u>\$28,500,000</u></td><td>Total</td><td><u>\$28,500,000</u></td></tr></table>				Sources:		Uses:		Series 2018C-D New Money Bonds	\$13,844,000	New Project Costs (partially funded by Series 2018C-D Bonds	\$15,850,000	Series 2018A-B Refunding Bonds (to refund the Series 2017A-B Bonds)	12,156,000	Refund Series 2017A-Bonds	12,250,000	Equity	<u>2,500,000</u>	Costs of Issuance	<u>400,000</u>	Total	<u>\$28,500,000</u>	Total	<u>\$28,500,000</u>
Sources:		Uses:																						
Series 2018C-D New Money Bonds	\$13,844,000	New Project Costs (partially funded by Series 2018C-D Bonds	\$15,850,000																					
Series 2018A-B Refunding Bonds (to refund the Series 2017A-B Bonds)	12,156,000	Refund Series 2017A-Bonds	12,250,000																					
Equity	<u>2,500,000</u>	Costs of Issuance	<u>400,000</u>																					
Total	<u>\$28,500,000</u>	Total	<u>\$28,500,000</u>																					
RECOMMENDATION	Project Review Committee recommends approval.																							

**ILLINOIS FINANCE AUTHORITY
PROJECT SUMMARY REPORT
November 13, 2018**

INFORMATIONAL – PRELIMINARY, SUBJECT TO CHANGE

Project: LiUNA Chicagoland Laborers' District Council Training and Apprenticeship Fund

STATISTICS

Project Number:	12437	Amount:	\$26,000,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Chicago	County/ Region:	Cook County/Northeast

BOARD ACTION

Final Bond Resolution (<i>One-Time Consideration</i>)	No Extraordinary Conditions
Conduit 501(c)(3) Revenue Bonds	No IFA Funds at Risk

Project Review Committee recommends approval of the Final Bond Resolution presented for consideration in connection with this financing.

IFA PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are municipal bonds authorized under the Internal Revenue Code that enable 501(c)(3) corporations to finance capital projects furthering support of their mission. The IFA's issuance of these Bonds will convey federal tax-exempt status on interest paid to bondholders, thereby enabling bondholders to accept a below market interest rate that is passed through to the borrower.

VOLUME CAP

501(c)(3) Revenue Notes do not require Volume Cap.

BUSINESS SUMMARY

Description: LiUNA Chicagoland Laborers' District Council Training and Apprenticeship Fund, a jointly-administered not-for-profit Taft-Hartley Trust Fund and its affiliates, successors and assigns (the "**Fund**" or the "**Borrower**") was established in 1986 and is exempt from federal income taxes under the Internal Revenue Code.

The Fund is governed by a 12-member Board of Trustees (see p. 4).

Mr. Thomas Nordeen is Executive Director of the Fund and is responsible for day-to-day executive functions and oversight of operations. Mr. Nordeen joined the Fund in February 2014 as Executive Director. Mr. Nordeen's prior experience included over 39 years at Power Construction, rising to the level of Vice President. Mr. Nordeen is the lead executive in charge of managing and financing the Fund's expansion project.

Background: The Fund was formed on June 1, 1986, pursuant to a collective bargaining agreement between the **Construction and General Laborers' District Council of Chicago and Vicinity A.F.L.-C.I.O.** (the "**Council**") representing its affiliated local unions and members thereof; and the Mid-America Regional Bargaining Association; the Underground Contractors Association; the Lake County Contractors Association; and the Illinois Road and Transportation Builders Association; among others (collectively, the "**Associations**").

The purposes of the Fund, as set forth in the trust agreement as restated March 18, 2015, are to provide certified training and apprenticeship programs for the benefit of the employees, or persons

who wish to become employees, for the purpose of performing work which falls within the jurisdiction of the Council as set forth in the written collective bargaining agreements or such other work as the Council and the Associations hereafter may see fit, and to devise and implement such programs as may be appropriate to fulfill said objectives. Also, to promote the construction industry or to protect and promote the health and safety of Laborers, including the promotion or encouragement of training and apprentice programs within the industry and to educate or advertise to the general public, schools and employers, information concerning the construction industry, and training issues relating to construction, the Fund or its programs.

The Fund's training provides an opportunity for non-college bound students to obtain a career pathway through an employer-sponsored apprenticeship that pays a living wage (i.e., approximately \$25/hour-starting wage; rising to an approximately \$42 journeymen wage by the end of the two-year apprenticeship program) while also provide health insurance and pension benefits.

In 1990, the Fund built its first training facility in Carol Stream (DuPage County) to accommodate its membership with classroom instruction and enough acreage for future expansions of operations and the scope of training activities.

In 1996, formalized on-site apprenticeship training began to be offered to member contractors thereby enabling union laborers to receive on-site job training with member contractors.

In 1999, the Chicagoland Laborers Apprenticeship Program had been formally established.

In 2009, the Fund built a second Chicago-area training facility located at 5700 West Homer in Chicago to accommodate its Chicago and Cook County-based membership. IFA issued its Series 2008 Bonds (\$22,500,000) to finance the acquisition of land and the construction, renovation, remodeling and equipping of the 70,000 SF Chicago training center.

In 2017, the Fund and Wintrust Bank undertook a reissuance of the Series 2008 Bonds (as Series 2017A-B Bonds), which converted the IFA Series 2008 Bonds from a Letter of Credit-secured (7-day variable rate bond) structure to a Bank Direct Purchase structure.

Eligibility: an employee who has worked or wishes to work for any employer covered under the collective bargaining agreement is eligible the Fund's training and apprenticeship programs.

About LIUNA: The Chicago and Carol Stream facilities operated by the Chicagoland Laborers are part of a national network (LIUNA) of 70 affiliated training centers that serve every U.S. state and Canadian province. LIUNA's Training and Education Fund provides employers with a highly trained, safe, and effective construction industry workforce. LIUNA Training develops the curriculum, certifies the instructors that train construction craft laborers in career opportunities to help apprentices and journey workers improve and add to their skills, advance their careers, and provide a living wage with benefits.

The LIUNA curriculum consists of membership training and education programs and hands-on skill development that provide employer partners with a highly trained workforce in the following areas of concentration:

- Commercial Construction
- Residential Construction
- Environmental
- Utilities
- Safety & Health
- Leadership

Training includes courses in safety, supervision, and industry certification. LIUNA is one of the few trade organizations to receive independent, third party accreditation for its curriculum by the American National Standards Institute ("ANSI" – see www.ansi.org).

Rationale: The proposed New Money financing (estimated at approximately \$13.84 million) will reduce monthly payments that (together with other funds available to the Borrower) will assist in helping the Fund keep its fixed charges as low as possible.

The expanded training facility is designed to provide additional space to accommodate an increased number of construction industry apprentices.

Furthermore, the Resolution authorizes an interest rate adjustment and a proposed extension in final maturity date (by approximately 18 months) of Fund's Series 2017A and 2017B Bonds (which are comprised of both a fixed rate and floating rate series that will comprise 50% of the total balance of Series 2018A-B Refunding Bonds issued).

Prior IFA Bonds: The original Series 2008 Bonds (to be refunded with the estimated \$12,156,000 Series 2018A-B Bonds), were originally issued in the amount of \$22,500,000 in June 2008. The proposed not-to-exceed amount of the Series 2018A-B-C-D Bonds authorized pursuant to the Final Bond Resolution will be \$26,000,000.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Chicagoland Laborers' District Council Training and Apprenticeship Fund, 1200 Old Gary Avenue, Carol Stream, IL 60188

Contact: Thomas Nordeen, Executive Director: (T) 630.653.0006
E-mail: thomas.nordeen@chicagolaborers.org

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

Site Locations: All of the improvements financed or refinanced by the Series 2018 Bonds are or will be located on land owned by the Borrower and all such improvements are or will be owned, operated and managed by the Borrower.

Project name: Revenue Bonds (LiUNA Chicagoland Laborers' District Council Training and Apprenticeship Fund Project), Series 2018

Organization: Jointly-administered not-for-profit Taft-Hartley Trust Fund and its affiliates, successors and assigns

Board of Trustees: LiUNA Chicagoland District Council Training and Apprenticeship Fund:

Management Trustees

Seth Gudeman
Shane Higgins
Joseph Koppers
Robert Krug
David Lorig
William Vignocchi

Labor Trustees

James Connolly
Martin Dwyer
Martin Flanagan
Joseph Healy
Charles LoVerde III
William Martin

PROFESSIONAL & FINANCIAL

Auditor:	Bansley & Kiener, LLP	Chicago, IL	
Borrower's Advisor:	Pilewski Financial, LLC	Chicago, IL	Joseph E. Pilewski
Borrower's Counsel:	Dowd, Bloch, Bennett, Cervone, Auerback & Yokich, P.C.	Chicago, IL	J. Peter Dowd Justin Lannoye
Bond Counsel:	Nixon Peabody LLP	Chicago, IL	Julie Seymour
Bank/Bond Purchaser:	Wintrust Bank	Chicago, IL	Kandace Lenti Erinn Siegel
Bank Counsel:	Nixon Peabody LLP	Chicago, IL	James Broeking
Issuer's Counsel to IFA:	Saul Ewing Arnstein & Lehr LLP	Chicago, IL	Randall S. Kulat
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Phoebe S. Selden Siamac Afshar

LEGISLATIVE DISTRICTS (CHICAGO PROJECT SITE ONLY)

Congressional: 7
State Senate: 4
State House: 8

SERVICE AREA

The current service area of the Fund consists of Boone, Cook, DuPage, Grundy, Kendall, Lake, McHenry, and Will Counties.

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors
From: Lorrie Karcher
Date: November 13, 2018
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 \$533,500 maximum of new money for each project
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: \$591,500.00**
- **Calendar Year Summary:** (as of November 13, 2018)
 - Volume Cap: \$10,000,000
 - Volume Cap Committed: \$4,148,951
 - Volume Cap Remaining: \$5,851,049
 - Average Farm Acreage: 65
 - Number of Farms Financed: 17
- **IFA Benefits:**
 - **Conduit Tax-Exempt Bonds** – no direct IFA or State funds at risk
 - **New Money Bonds:**
 - IFA conveys tax-exempt, municipal bond status onto the financing
 - Will use dedicated 2018 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 (typically 1st Mortgage)
 - Interest rates, terms, and collateral are negotiated between the Borrower and the Bank, just as with any commercial loan
 - IFA assigns all of its rights to cash flows and security to the Bank
 - Workouts are negotiated directly between the 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: 30413
Borrower(s): Marchello, Joseph
Borrower Benefit: First Time Land Buyer
Town: Smithboro, IL
IFA Bond Amount: \$400,000
Use of Funds: Farmland –119 acres of farmland
Purchase Price: \$926,250 / \$7,784 per acre
% Borrower Equity: 24.4%
% IFA Bonds: 43.2% (Bank Purchased Bond – Bank secured by 1st Mortgage)
% USDA Farm Service Agency (“FSA”) 32.4% (*Subordinate Financing – 2nd Mortgage*)
Township: Mulberry Grove
Counties/Regions: Bond / Southwestern
Lender/Bond Purchase: Bradford National Bank / Michael Ennen
Legislative Districts: Congressional: 15
State Senate: 54
State House: 107

Principal shall be paid annually in installments determined pursuant to a Thirty (30) year amortization schedule, with the first principal payment date to begin on November 1, 2019. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin November 1, 2019 with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing.

B. Project Number: 30414
Borrower(s): Klingler, Adam Anthony & Susan J.
Borrower Benefit: First Time Land Buyer
Town: Noble, IL
IFA Bond Amount: \$191,500
Use of Funds: Farmland –20 acres of farmland including 3 buildings
Purchase Price: \$305,000 / (\$100,000) \$5,000 per acre
% Borrower Equity: 0%
% IFA Bonds: 50% (Bank Purchased Bond – Bank secured by 1st Mortgage)
% USDA Farm Service Agency (“FSA”) 50% (*Subordinate Financing – 2nd Mortgage*)
Township: Denver
Counties/Regions: Richland / Central
Lender/Bond Purchase: First Financial Bank NA / Jeff Wilson
Legislative Districts: Congressional: 15
State Senate: 55
State House: 109

Principal shall be paid monthly in installments determined pursuant to a Twelve (12) year amortization schedule, with the first principal payment date to begin one month from the date of closing. Accrued interest on the unpaid balance hereof shall be paid monthly, with the first interest payment date to begin one month from the date of closing with the twelfth and final payment of all outstanding balances due 144 months from the date of closing.

\$15,000,000 (not-to-exceed amount)

November 13, 2018

School District Number 95, Cook County (Brookfield - La Grange Park)

REQUEST	<p>Purpose: Proceeds of the IFA Series 2018 Bonds will be used to purchase General Obligation School Bonds (Alternate Revenue Source), Series 2018 (the “Local Government Securities”) issued by School District Number 95, Cook County, Illinois (the “District”) to: (a) pay certain costs of building and equipping additions to and altering, repairing and equipping the Brook Park Elementary and S. E. Gross Middle School Buildings and improving the sites thereof (the “Project”); (b) pay capitalized interest on the Local Government Securities and (c) pay costs associated with the issuance of the Bonds and the Local Government Securities (collectively, the “Financing Purposes”).</p> <p>Program: Local Government Revenue Bonds</p> <p>IFA/State Funds at Risk: None</p>		
BOARD ACTIONS	Final Bond Resolution (One-time consideration)		
MATERIAL CHANGES	None. This is the first time this matter has been presented to the IFA Board of Directors.		
JOB DATA	137 Current jobs N/A Retained jobs	12 New jobs projected 40 Construction jobs (FTE over remaining 8-month construction period attributable to this financing)	
DESCRIPTION	<ul style="list-style-type: none"> • Type of Entity: Illinois Public School District providing education for students in grades K through 8, with students attending Brook Park Elementary School located in La Grange Park for grades K through 5 and students attending S. E. Gross Middle School located in Brookfield for grades 6 through 8. • Location: Village of Brookfield and Village of La Grange Park/Cook County/Northeast • Project Impact: The overall approximate \$35.0 million Project will enable the District to increase enrollment capacity from 1,000 students (plus an additional 176 students in temporary modular units) to 1,500 students, permanently replacing the modular classrooms that have been utilized the previous two years and allowing for increased enrollment thereafter. Furthermore, existing interior spaces (e.g. gym, cafeteria, nurses offices, performance art areas, etc.) cannot sustain the current population and current classrooms cannot adequately facilitate exploratory learning opportunities (i.e., STEM). • The District’s voters approved a referendum in April 2017 to issue up to \$20.0 million of General Obligation Bonds to pay for a portion of the costs the Project. Pursuant to the referendum, the District issued \$7.695 million of General Obligation Bonds in December 2017 and \$12.185 million of General Obligation Bonds in July 2018 to pay for a portion of the costs of the Project (collectively, \$19.88 million). • Issuance of the \$15.0 million IFA Series 2018 Bonds constitutes the third (and final) bond issue necessary for the overall approximate \$35.0 million Project. 		
CREDIT INDICATORS	<ul style="list-style-type: none"> • Underlying Rating of District: The District is rated ‘Aa2’ by Moody’s, assigned as of 10/31/2018. • The Local Government Securities will be issued as “Alternate Revenue Bonds” and are payable from (a) taxes, grants, state aid, interest earnings and other revenues received by the District and available to be expended for the improvement, maintenance, repair and benefit of school buildings and property (the “Pledged Revenues”), and (b) ad valorem taxes levied against all of the taxable property in the District without limitation as to rate or amount (the “Pledged Taxes”). 		
STRUCTURE	<ul style="list-style-type: none"> • Underwriter: Raymond James & Associates, Inc. (the “Underwriter”) • The Underwriter will sell the Bonds on the basis of the District’s underlying Moody’s rating. • Maturity: Bonds will be a mix of serial maturities, ranging from December 1, 2019 through December 1, 2042. • Interest Rate: Fixed Rates on Serial Bonds to be determined at pricing. 		
SOURCES AND USES (PRELIMINARY, SUBJECT TO CHANGE)	<p>Sources:</p> <p>Series 2018 Bonds (including premium) <u>\$15,547,779</u></p> <p>Total <u>\$15,547,779</u></p>	<p>Uses:</p> <p>Project Costs \$15,000,000</p> <p>Capitalized Interest 325,939</p> <p>Costs of Issuance <u>221,840</u></p> <p>Total <u>\$15,547,779</u></p>	
RECOMMENDATION	Credit Review Committee recommends approval.		

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 November 13, 2018**

Project: School District Number 95, Cook County (Brookfield – La Grange Park)

STATISTICS

Project Number: 12440	Amount: \$15,000,000 (<i>not-to-exceed amount</i>)
Type: Local Government Revenue Bonds	IFA Staff: Rich Frampton & Brad R. Fletcher
Location: Brookfield, La Grange Park	County/Region: Cook County/Northeast

BOARD ACTION

Final Bond Resolution	No IFA Funds at risk
Conduit Local Government Revenue Bonds	No extraordinary conditions
Credit Review Committee recommends approval.	

VOTING RECORD

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

PURPOSE

Proceeds of the IFA Series 2018 Bonds will be used to purchase General Obligation School Bonds (Alternate Revenue Source), Series 2018 (the “**Local Government Securities**”) issued by School District Number 95, Cook County, Illinois (the “**District**”) to: (a) pay certain costs of building and equipping additions to and altering, repairing and equipping the Brook Park Elementary and S. E. Gross Middle School Buildings and improving the sites thereof (the “**Project**”), (b) pay capitalized interest on the Local Government Securities and (c) pay costs associated with the issuance of the Bonds and the Local Government Securities (collectively, the “**Financing Purposes**”).

VOLUME CAP

No Volume Cap is required for Local Government Bond financing.

JOBS

Current employment: 137	Projected new jobs: 12
Jobs retained: N/A	Construction jobs: 40 ((FTE over remaining 8-month construction period attributable to this financing)

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

Sources:		Uses:	
Series 2018 Bonds (including premium)	<u>\$15,547,779</u>	Project Costs	\$15,000,000
		Capitalized Interest	325,939
		Costs of Issuance	<u>221,840</u>
Total	<u>\$15,547,779</u>	Total	<u>\$15,547,779</u>

FINANCING SUMMARY

Structure: The plan of finance contemplates the IFA Series 2018 Bonds to be underwritten by Raymond James & Associates and publicly offered as fixed rate bonds.

The Bonds will be sold on the basis of assigned ratings by Moody's Investors Service ("**Moody's**").

Underlying Rating: Moody's assigned the District an underlying long-term rating of "Aa2" on 10/31/2018 in connection with the proposed issuance of the District's General Obligation School Bonds (Alternate Revenue Source), Series 2018 Bonds while affirming the same rating on the District's outstanding General Obligation Series 2017B Bonds (\$7.695MM) and outstanding General Obligation Series 2018 Bonds (\$12.185MM).

Maturity: The Series 2018 Bonds will be issued as a mix of serial maturities due annually each December 1, beginning December 1, 2019 and continuing through December 1, 2042.

Repayment Schedule: Interest on the Bonds (computed on a basis of a 360-day year of twelve 30-day months) will be payable each June 1 and December 1, commencing June 1, 2019 and extending through the final maturity date (December 1, 2042).

Note: As explained further below, the District Bond Resolution provides for an initial interest payment date of December 1, 2019, and therefore certain interest expense will be capitalized at the time of issuance to satisfy the June 1, 2019 interest payment date.

Security: The Series 2018 Bonds will be payable from taxes, grants, state aid, interest earnings and other revenues received by the District and available to be expended for the improvement, maintenance, repair and benefit of school buildings and property (the "**Pledged Revenues**").

For the purpose of providing funds required to pay debt service on the Series 2018 Bonds, the District is pledging its Pledged Revenues, which must be sufficient to not only pay debt service on the Series 2018 Bonds, but also be sufficient to provide for an additional 0.25 times debt service coverage each year pursuant to State law (i.e., the Local Government Debt Reform Act of the State of Illinois, as amended, requires that Pledged Revenues securing bonds provide in each year an amount not less than 1.25 times debt service coverage on all outstanding bonds secured by those respective Pledged Revenues).

For a more comprehensive summary of the legal requirements for issuing "Alternate Bonds", please see "Supplemental Information Relating to the Proposed Issuance of 'Alternate Bonds' by School District Number 95, Cook County (Brookfield – La Grange Park), Illinois" on page 11 of this report.

Additionally, the Series 2018 Source Bonds will be payable from *ad valorem* (i.e., according to value) real estate taxes levied against all of the taxable property in the District without limitation as to rate or amount (the "**Pledged Taxes**"). Should the amount of the Pledged Revenues received by the District be insufficient to pay the principal and interest due on the Series 2018 Bonds in any year, the District will extend Pledged Taxes for the purpose of making such payment on the Series 2018 Source Bonds.

Legal Authority: The Series 2018 Bonds are being issued pursuant to a bond resolution adopted by the Board of Education of the District (the "Board") on the 11th day of October, 2018, as supplemented by a notification of sale.

The District's bond resolution will be filed with the County Clerk of Cook County and will serve as authorization to the County Clerk to extend and collect property taxes (i.e., Pledged Taxes).

Closing Date: December 2018

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Proceeds of the IFA Series 2018 Bonds will be used to purchase General Obligation School Bonds (Alternate Revenue Source), Series 2018 (the “**Local Government Securities**”) issued by School District Number 95, Cook County, Illinois (the “**District**”) to: (a) pay certain costs of building and equipping additions to and altering, repairing and equipping the Brook Park Elementary and S. E. Gross Middle School Buildings and improving the sites thereof (the “**Project**”), (b) pay capitalized interest on the Local Government Securities and (c) pay costs associated with the issuance of the Bonds and the Local Government Securities (collectively, the “**Financing Purposes**”).

Estimated Project costs to be financed with the Series 2018 Bonds and the previously issued General Obligation Bonds include the following:

Demolition	\$439,600
Site Utilities & Excavation Work	1,916,100
Architectural, Engineering, Permits, Fees	5,591,493
Equipment	876,300
Construction	<u>26,056,507</u>
Total:	<u>\$34,880,000</u>

BUSINESS SUMMARY

Description: **School District Number 95, Cook County (Brookfield – La Grange Park), Illinois** (the “**District**”) is located in western Cook County, Illinois (the “County”), and lies approximately 12 miles west of downtown Chicago, adjacent to the western boundary of the Brookfield Zoo (the “Zoo”). The District’s students live in the Villages of Brookfield and LaGrange Park (the “Villages”).

The District is governed by an elected 7-member Board. The day to day affairs of the District are conducted by a full time staff, including but not limited to Superintendent Dr. Mark Kuzniewski.

Background: The Tri State 294 Tollway, Interstate 290 (Eisenhower Expressway) and Interstate 55 (Stevenson Expressway) are the primary highways serving the District. Midway Airport is approximately four miles southeast of the District. Commuter rail service between downtown Chicago and Aurora, Illinois, is provided by Metra’s BNSF line, with numerous commuter stops available for District residents.

The Zoo opened in 1934 and was the first zoo in the country to feature bar-less exhibits and have simulated natural habitats. The Zoo is owned by the Forest Preserve District of Cook County and managed by the Chicago Zoological Society. More than 2 million people visit the Zoo annually, ranking it among the top five zoos in the country in attendance.

The District serves grades kindergarten through 8 in two school buildings. The District offers special education programs through the La Grange Area Department of Special Education.

At the start of the 2017-2018 school year, the District served the educational needs of 1,176 students in grades K through 8. At the start of the 2017-2018 school year, the District had 136 full-time employees and 2 part-time employees. Of the total number of employees, approximately 125 are represented by a union. Employee-union relations are considered to be good. Certified staff contracts expire in June 2019 while non-certified staff contracts expire in June 2020.

Financial

Condition: The District was certified to have the best category of financial health (i.e. “Financial Recognition”) by the Illinois State Board of Education (“ISBE”) in four of the last five fiscal years. In Fiscal Year 2015, the District was certified to have the second-best category of financial health (i.e. “Financial Review”).

State Aid: The State provides aid to local school districts on an annual basis as part of the State’s appropriation process. Many school districts throughout the State rely on such “State Aid” as a significant part of their budgets.

The State’s Fiscal Year 2018 Budget appropriated General State Aid in an amount \$350 million greater than the appropriation for fiscal year 2017 and required such additional funds to be distributed to school districts under an Evidence-Based Funding Model. The Evidence-Based Funding Model provided for in Public Act 100-465 sets forth a new school funding formula which ties individual district funding to 27 evidence-based best practices that certain research shows enhance student achievement in the classroom.

For the 2018-2019, the District will receive approximately \$50,800 of New State Funds.

Outstanding

Debt: The District’s outstanding long-term debt obligations as of June 30, 2017 were comprised of its (i) Series 2017A Refunding Bonds, outstanding in the principal amount of \$4.94MM, (ii) Series 2017B Bonds, outstanding in the principal amount of \$7.695MM, (iii) Series 2018 Bonds, outstanding in the principal amount of \$12.185MM, and (iv) various capital leases.

The combined balances of the District’s long-term debt obligations were approximately \$24.82MM as of June 30, 2017. The District has no record of default and has met its debt repayment obligations promptly.

DISTRICT FACTS

Table 1: School District Number 95 Enrollment Trends*:

<u>Academic Year</u>	<u>Total Enrollment</u>	<u>Academic Year</u>	<u>Total Enrollment</u>
2014-2015	1,132	2019-2020	1,225
2015-2016	1,165	2020-2021	1,230
2016-2017	1,171	2021-2022	1,235
2017-2018	1,176	2022-2023	1,235
Average Enrollment:	1,161	Average Enrollment:	1,231

The District forecasts increased enrollment over the next 4 years. The District expects the forecast 4-year enrollment average (1,231) to exceed the District’s average enrollment (1,161) posted over the previous 4 years (i.e., 2014-15 through 2017-18).

*Source: Preliminary Offering Statement prepared by Disclosure Counsel.

Table 2: The Ten Largest Taxpayers in the District:

The companies listed are the largest taxpayers in the District and comprise approximately 2.88% of the District's \$259,211,492 Equalized Assessed Value ("EAV") posted in 2017, exclusive of tax increment finance and enterprise zone amounts.

<u>Taxpayer Name</u>	<u>2016 EAV</u>	<u>Percent of District's Total EAV</u>
FNBB 9136	\$ 1,309,611	0.51%
CVS Pharmacy	1,110,607	0.43%
Altus Group US, Inc.	986,641	0.38%
Facite Investments	941,620	0.36%
Rezny Realty Inc. Agent	584,565	0.23%
Central Federal S&L	566,557	0.22%
La Grange Park Office	540,554	0.21%
Steven D. Campbell	522,697	0.20%
Augustine Moon	473,256	0.18%
Philip J. Stanton	422,256	0.16%
Total EAV of Ten Largest Taxpayers in District:	\$ 7,458,364	2.88%

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Table 3: The Largest Employers in and near the District:

Below is a listing of the largest employers within or near the District area:

EMPLOYER	PRODUCT OR SERVICE	LOCATION	APPROXIMATE NUMBER OF EMPLOYEES
Loyola University Health Systems	Hospital and medical center	Maywood	6,000
Edward Hines Jr. Department of Veterans Affairs Hospital	Veteran's hospital	Hines	3,000
Gardaworld	Armored transport services	Broadview	550
Robert Bosch, LLC - Automotive Aftermarket Division	Company headquarters; spark plugs, wiper blades, filtration products, braking components, gasoline & diesel fuel injection components, engine management sensors	Broadview	500
Madden Mental Health Center	Mental health services	Hines	466
Elkay Mfg. Co.	Stainless steel sinks	Broadview	450
Mullins Food Products	Barbecue sauce, ketchup, salad dressing & mayonnaise	Broadview	450
Brookfield Zoo	Zoo/Tourism	Brookfield	414
Principal Manufacturing Corp.	Fineblank & precision metal stampings, including robotic MIG & projection welding, double disc grinding, CNC machining, plastic insert molding, riveting & assembly, along with other secondaries & subcontract services	Broadview	350
School District Number 96	Education	Riverside	255
Pillars	Nonprofit community-based social services in Chicago's western & southwestern suburbs, including mental health, domestic/sexual violence, addictions, child & family services & community housing	La Grange Park	240
Lehigh Direct	Commercial printing	Broadview	210
Village of Brookfield	Municipal Government	Brookfield	199
B.L. Downey Company LLC	Powder coating, e-coating, CARC coating & plastisol & nylon dip coating	Broadview	175
Headly Mfg. Co.	Drawn metal stampings	Broadview	170
BT Trucking, Inc.	Dry goods transportation services	Broadview	150
Connors Transportation Co.	Local trucking & cartage services	Brookfield	150
National Van Lines, Inc.	Household goods relocation	Broadview	140
The District	Education	Brookfield	138
Air Comfort Corp.	HVAC contractors	Broadview	120

Source: 2018 Illinois Manufacturers and Services Directories, and the Illinois Department of Commerce and Economic Opportunity.

DEMOGRAPHIC INFORMATION

Table 4 - Population Growth:

The District has an estimated population of 10,709 (Source: U.S. Census Bureau).

<u>Entity:</u>	<u>1990</u>	<u>2000</u>	<u>2010</u>
Village of Brookfield	18,876	19,085	18,978
Village of La Grange	15,362	15,608	15,550
Cook County	5,105,067	5,376,741	5,194,675
State of Illinois	11,430,602	12,419,293	12,830,632

Unemployment Rates:

Unemployment statistics are not compiled specifically for the District. According to the Illinois Department of Employment Security, the Village of Brookfield and Village of La Grange Park posted unemployment rates of 4.3% and 4.2%, respectively, during calendar 2017. In comparison, Cook County posted an unemployment rate of 5.2% during calendar 2017. This compared with an annual average unemployment rate of 5.0% for the State of Illinois during calendar 2017.

Median Household Income:

According to the U.S. Census Bureau, 2012 - 2016 American Community Survey, the Village of Brookfield had a median household income of \$75,336 and the Village of La Grange Park had a median household income of \$105,417. This compares with \$56,902 for Cook County and with \$59,196 for the State of Illinois.

ECONOMIC DISCLOSURE STATEMENT

Applicant/Borrower: School District Number 95, Cook County

Contact: Dr. Mark Kuzniewski, Superintendent
 3724 Prairie Avenue, Brookfield, IL 60513
 Telephone: (708)485-0606
 E-mail: mkuzniewski@district95.org

Entity: Illinois Public School District

Board of Education:

OFFICIAL	POSITION	TERM EXPIRES
Michelle Maggos	President	April 2021
Rebecca Zoltoski	Vice President	April 2021
Barb Garvey	Secretary	April 2021
Brian Conroy	Member	April 2019
Scott Encher	Member	April 2021
Joe Ivan	Member	April 2019
Karen Winslow	Member	April 2019

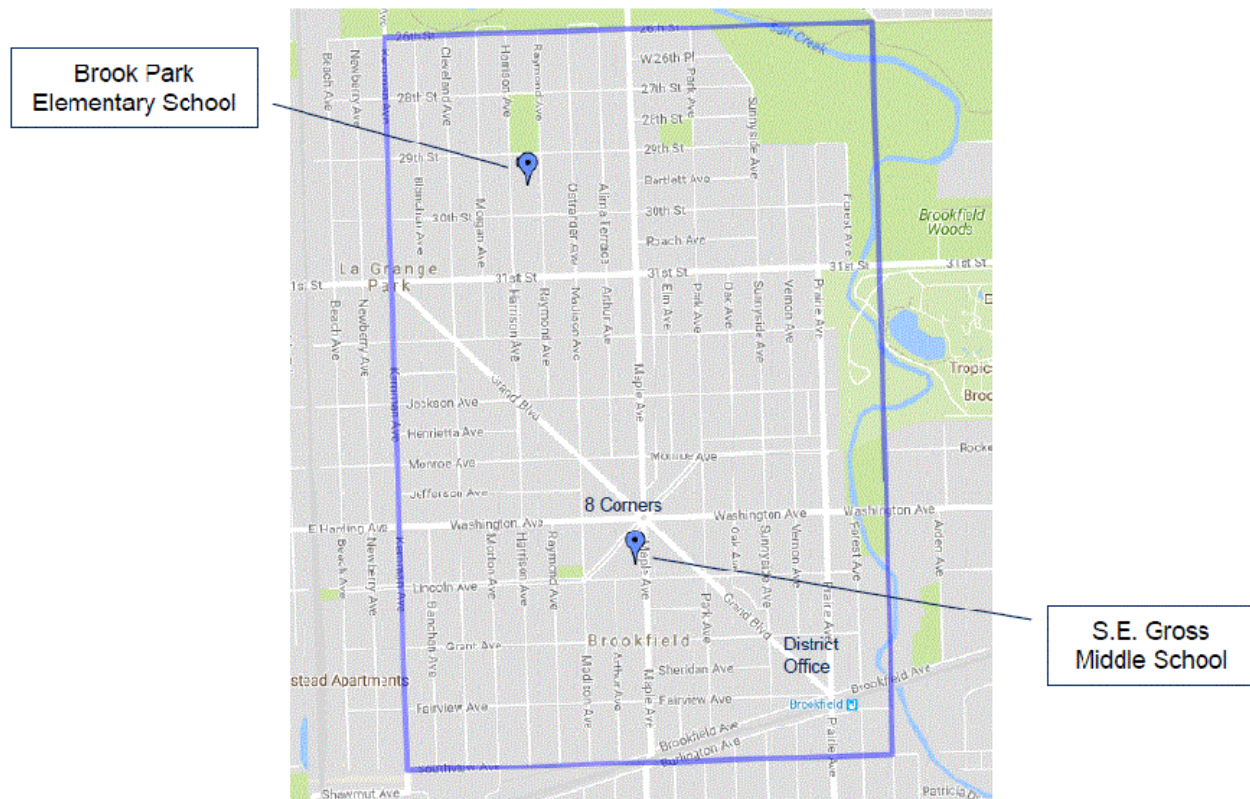
PROFESSIONAL & FINANCIAL

Auditor:	Baker, Tilly, Virchow and Krause LLP	Oak Brook, IL	
Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Anjali Vij Stephanie DiSilvestro
Disclosure Counsel:	Chapman & Cutler LLP	Chicago, IL	Larry White Seema Patel Kevin Reckamp
Underwriter:	Raymond James & Associates, Inc.	Chicago, IL	Elizabeth Hennessy Paula Arnedo Karen Barron
Bond Registrar and Paying Agent:	UMB Bank	St. Louis, MO	Kate Addie Admir Gusic
Issuer's Counsel:	Hart, Southworth & Witsman	Springfield, IL	Sam Witsman
Financial Advisor:	Sycamore Advisors LLC	Chicago, IL	Courtney Tobin Olyvia Jarmoszka

LEGISLATIVE DISTRICTS

Congressional: 4
State Senate: 12
State House: 24

SCHOOL DISTRICT NUMBER 95 (BROOKFIELD – LA GRANGE PARK) MAP



SUPPLEMENTAL INFORMATION RELATING TO THE PROPOSED ISSUANCE OF “ALTERNATE BONDS” BY SCHOOL DISTRICT NUMBER 95, COOK COUNTY (BROOKFIELD – LA GRANGE PARK)

Summary

Information on

Alternate

Revenue Bonds: Section 15 of the Local Government Debt Reform Act provides that whenever there exists for a governmental unit a revenue source, the issuer [S.D. No. 95] may issue its general obligation bonds payable from any revenue source, and such general obligation bonds may be referred to as “*Alternate Bonds*”.

Such bonds are general obligation debt payable from the pledged alternate revenues with the general obligation of the issuer acting as back-up security.

The Reform Act prescribes several conditions that must be met before Alternate Bonds may be issued.

1. First, Alternate Bonds must be issued for a lawful corporate purpose. If issued in lieu of revenue bonds, the Alternate Bonds must be authorized under applicable law. Alternate Bonds may be issued payable from either enterprise revenues or other revenue sources, or both.
2. Second, the question of issuance must be submitted to referendum if, within thirty (30) days after publication of an authorizing ordinance and notice of intent to issue Alternate Bonds, a petition signed by the greater of (i) 7.5% of the registered voters in the government unit or; (ii) 200 of those registered voters or 15%, whichever is less, is filed.
3. Third, the issuer [S.D. No. 95] must determine that the pledged revenue source or sources are sufficient in each year to final maturity to provide not less than 1.25 times debt service of the proposed Alternate Bonds and all other outstanding Alternate Bonds of the issuer [S.D. No. 95] payable from the same revenue source. To the extent payable from one or more revenue sources, such sources shall have been determined by the governing body [S.D. No. 95] to provide in each year an amount not less than 1.25 times debt service on all Alternate Bonds payable from such revenue sources previously issued and outstanding and the Alternate Bonds proposed to be issued. The issuer [S.D. No. 95] must in fact pledge and covenant to provide for, collect and apply the pledged alternate enterprise revenues or revenue source(s).

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton & Brad R. Fletcher

Date: November 13, 2018

Re: Resolution Providing for a First Omnibus Resolution to the Series 2010 Indenture, the Series 2012 Indenture, the Series 2016 Indenture, and the Series 2017 Indenture (CenterPoint Joliet Terminal Railroad LLC) to (i) Adjust the Applicable Interest Rates and Mandatory Tender Dates and Make Other Miscellaneous Modifications; and (ii) Authorize the Execution and Delivery of the Omnibus Amendments and Related Documents; and Authorizing and Approving Related Matters (on behalf of the CenterPoint Intermodal Center – Joliet Project)
IFA Series 2010- Series 2012- Series 2016- Series 2017
IFA File Number: 12321

Request:

CenterPoint Joliet Terminal Railroad LLC, an Illinois limited liability company (the “**Borrower**”) and **SunTrust Bank**, as Administrative Agent (i.e., lead bank in a multi-bank lending syndicate that has purchased the respective bonds corresponding to the various Indentures referenced above) (the “**Lead Bank**”) are requesting approval of a Resolution to authorize execution and delivery of a First Omnibus Amendment to the Indentures of Trust between the **Illinois Finance Authority (“IFA”)** and **US Bank, National Association** (the “**Bond Trustee**”) relating to the Borrower’s IFA Series 2010, 2012, 2016, and 2017 Freight Transfer Facilities Revenue Bonds (and collectively, the “**Outstanding Bonds**”).

The original (and current) outstanding balance of the subject Bonds is \$455 million and proceeds have been used to finance qualified capital expenditures undertaken in connection with development of the **CenterPoint Intermodal Center – Joliet Project**, a rail-to-truck and truck-to-rail intermodal facility located, generally, south and east of the Des Plaines River, east of the Burlington Northern Santa Fe Railway, north of Noel Road, and west of both Illinois Hwy. 53 and the Union Pacific Railroad, and located within the corporate boundaries of the City of Joliet. Bond proceeds financed (or refinanced construction financing undertaken subsequent to the August 2007 IFA Preliminary Bond Resolution) a portion of the cost of acquiring, constructing, and equipping CenterPoint’s Joliet intermodal freight transfer facility project (the “**CenterPoint Project**”, or the “**Project**”).

Purpose:

The proposed Resolution will provide for (i) certain amendments to the interest rate formula contained within the **Bank Rate Credit Agreement** (for each of the Outstanding Bonds) to reflect changes in the (federal) Maximum Corporate Taxation Rate that went into effect as of 1/1/2018, while also providing for appropriate future yield maintenance provisions, (ii) certain amendments to various definitions contained within the Indentures (e.g., LIBOR Rate, LIBOR Applicable Margin, and Margin Rate Factor), and (iii) other miscellaneous modifications (which, in particular, provide for the concept of “Alternate Rate” in the event that the LIBOR Rate is no longer applicable).

Impact:

The Resolution will amend the interest rate computation formula that is used to determine the applicable interest rate the Outstanding Bonds issued on behalf of the CenterPoint Project. (The Bonds were originally purchased and are currently held by CenterPoint’s multi-bank lending syndicate which is led by SunTrust Bank and affiliates – see p. 3 for a listing of the members of the multi-bank syndicate. As with the majority of the Authority’s bank-purchased bond issues, the underlying project (which is owned by CenterPoint Joliet Terminal Railroad LLC) is not rated)

According to Bond Counsel, the subject First Omnibus Amendment and the associated changes (a) will not require a TEFRA Hearing Notice, (b) will be considered a reissuance for tax purposes, and (c) require delivery of an opinion from the Authority’s special counsel on this matter (Kutak Rock LLP). The existing final maturity dates for each series of Bonds will not change.

Background:

CenterPoint Properties Trust, a private Maryland Real Estate Investment Trust, is the sole member of CenterPoint Joliet Terminal Railroad, LLC, an Illinois limited liability company formed in April 2007 as a special purpose entity to own, finance, and develop the CenterPoint Project as a surface freight intermodal facility and logistics park. The subject facilities are located on a portion of the former Joliet Arsenal property located in the City of Joliet.

The Borrower and the Illinois Finance Authority, as the prospective conduit tax-exempt bond issuer, filed a joint application to the US Department of Transportation for a portion of the USDOT's \$15 billion national bond issuance allocation provided under the 2005 Surface Transportation Act (also known as the "SAFETEA-LU" Act). The SAFETEA-LU Act provided the USDOT with \$15 billion of national bond issuance authority for discretionary allocation to privately-owned or privately-managed projects including toll highways and bridges, as well as rail-truck intermodal logistics facilities. CenterPoint's Joliet Intermodal Center was the first intermodal logistics park to close a successful bond issue under USDOT's Private Activity Bond Program in December 2010.

To date, IFA has issued \$455 million of Bonds (and originated in four tranches) since December 2010. The Borrower has generally issued Bonds to reimburse prior expenditures following completion of construction. All four series of Outstanding Bonds were purchased by a multi-bank syndicate led by SunTrust Bank (and affiliates).

The Secretary of the USDOT is responsible for assigning allocations (from the \$15 billion total) on a project-by-project basis. The USDOT awarded the CenterPoint Project a conditional allocation in 2008. The remaining unused allocation for the CenterPoint Project is currently \$150 million and remains available to finance additional qualified capital expenditures. The US DOT has discretion to increase, decrease, or withdraw its conditional allocations at any time.

Recommendation:

Staff recommends approval of the accompanying Resolution (see pp. 4-9) including the amendment fee referenced in of the Resolution (p. 8 – Section 5) as presented.

BORROWER INFORMATION

Borrower: CenterPoint Joliet Terminal Railroad, LLC (see ownership/membership information on p. 3)

Primary Contact: (1) Mr. Rick Mathews, VP, Legal, CenterPoint Properties Trust, 1808 Swift Drive, Oak Brook, IL 60523-1501; (T) 630-586-8126; (F) 630-586-8010; e-mail: RMathews@CenterPoint.com)

Alternate Borrower Contacts: (2) Mr. Michael Kraft, CenterPoint Properties Trust, Chief Financial Officer; 1808 Swift Drive, Oak Brook, IL 60523-1501; (T) 630-586-8102; (F) 630-586-8010; e-mail: MKraft@CenterPoint.com

(3) Mr. Tim Lippert, CenterPoint Properties Trust, Vice President of Finance, 2808 Swift Drive, Oak Brook, IL 60523-1501; (T) 630-586-8111; email: TLippert@CenterPoint.com

Web sites: www.CenterPoint.com (CenterPoint Properties Trust) and <https://centerpoint.com/parks/centerpoint-intermodal-center-jolietelwood/> (CenterPoint Intermodal Center – Joliet/Elwood (note: includes the adjacent Elwood, Illinois intermodal facility developed primarily for the BNSF Railway))

Project name: CenterPoint Intermodal Center – Joliet

Location: 21703 W. Millsdale Road, Joliet, IL 60421-9647

Organization: **CenterPoint Joliet Terminal Railroad, LLC** is an Illinois limited liability company that is 100%-owned by **CenterPoint Properties Trust**

- **CenterPoint Properties Trust** is a Maryland Real Estate Investment Trust.

Ownership of
CenterPoint
Properties
Trust:

CenterPoint Properties Trust (owner of the Project) is (ultimately) owned by CalEast Global Logistics, LLC, 65 East State Street, Suite 1750, Columbus, OH 43215; (T): 614-460-4444; web site:

www.caleast.com

- (1) CalEast Global Logistics LLC is a joint venture between the California Public Employees Retirement System (“CALPERS”) and (2) GI Partners, a Menlo Park, CA-based private equity firm. Additional information on the members of CalEast Global Logistics, LLC follows below:
 1. California Public Employees Retirement System (d/b/a “CalPERS”)
400 Q Street, Room 1820
Lincoln Plaza East
Sacramento, CA 95814
Web site: www.calpers.ca.gov
 2. GI Partners
2180 Sand Hill Road, Suite 210
Menlo Park, CA 94025
Web site: www.gipartners.com

PROFESSIONAL & FINANCIAL

General Counsel:	Latham & Watkins LLP	Chicago, IL	Robert Buday
Bond Counsel:	Perkins Coie LLP	Chicago, IL	Bruce Bonjour, Christine Biebel
Special Counsel to Borrower:	Pope Flynn	Columbia, SC	Marc Oberdorff
Administrative Agent/ Lead Arranger	SunTrust Bank and affiliates (SunTrust Tax-Exempt Finance)	Atlanta, GA	Hank Harris, Jake Hersko
Bond Purchasers through syndication (and their respective affiliates):	SunTrust Bank Regions Bank PNC Bank BB&T (Branch Banking & Trust Co.) US Bank, N.A. Bank of America, N.A.	Atlanta, GA Birmingham, AL Chicago, IL Winston-Salem, NC Chicago, IL	
Bank Counsel:	Dentons	Chicago, IL	Steve Davidson
Trustee/Fiscal Agent:	US Bank	Chicago, IL	Patricia Trlak
Trustee’s Counsel	Nixon Peabody LLP	Chicago, IL	Julie Seymour
Rating Agencies:	The Bonds are non-rated and privately placed with commercial banks (i.e., purchased by Accredited Investors)		
IFA Counsel:	Kutak Rock LLP	Chicago, IL	Kevin Barney
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Phoebe Selden, Siamac Afshar

PRIOR VOTING RECORDS (presented in reverse chronological order)

1. Final Bond Resolution authorizing issuance of Series 2017 Bonds: IFA Resolution 2017-0309-BI02 approved March 9, 2017 (authorized the issuance of up to \$130.0 million of Bonds in one or more series):
 - Ayes: 13; Nays: 0; Abstentions: 0; Absent: 0
2. Final Bond Resolution authorizing issuance of Series 2016 Bonds: IFA Resolution 2016-0114-BI02 approved January 14, 2016 (authorized the issuance of up to \$100.0 million of Bonds in one or more series):
 - Ayes: 11; Nays: 0; Abstentions: 0; Absent: 4 (Fuentes, Horne, O'Brien, Yonover)
3. IFA Resolution 2015-1008-BI02 approved October 8, 2015 to Confirm and Restate the August 7, 2007 Preliminary Bond Resolution:
 - Ayes: 12; Nays: 0; Present: 0; Absent: 3 (Horne; O'Brien; Tessler)
4. IFA Resolution No. 2012-0911-BI04 approved September 11, 2012 authorizing (i) issuance of up to \$80.0 million (Final Bond Resolution) of IFA Bonds in one or more series and (ii) execution of a First Supplemental Trust Indenture to amend certain terms relating to the IFA Series 2010 Bonds:
 - Ayes: 9; Nays: 0; Abstentions: 1 (Gold); Absent: 2 (Fuentes, Leonard); Vacancies: 3
5. Final Bond Resolution authorizing issuance of Series 2010 Bonds: IFA Resolution No. 2010-11-04 approved November 9, 2010 authorizing the issuance of up to \$200.0 million of Bonds in one or more series:
 - Ayes: 10; Nays: 0; Abstentions: 1 (Gold); Absent: 4 (Bronner, DeNard, Fuentes, Herrin); Vacancies: 0
6. Preliminary Bond Resolution: IFA Resolution No. 07-08-23 approved August 7, 2007 (i.e., "Reimbursement Resolution" or "Inducement Resolution" to enable CenterPoint to ultimately reimburse itself for all expenditures incurred up to 60 days prior to 8/7/2007 through proceeds of a Tax-Exempt Bond issue to be undertaken at a later time):
 - Ayes: 10; Nays: 0; Abstentions: 0 Absent: 4 (Boyles; Fuentes; Herrin; Rivera); Vacancies: 1

IFA RESOLUTION NO. 2018- 1113-TE05

RESOLUTION providing for a First Omnibus Amendment to the Series 2010 Indenture, the Series 2012 Indenture, the Series 2016 Indenture and the Series 2017 Indenture to adjust applicable interest rates and mandatory tender dates and make other miscellaneous modifications; and authorizing the execution and delivery of the Omnibus Amendment and related documents; and authorizing and approving related matters (all capitalized terms shall have the definitions as set forth below).

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**"), including without limitation the Illinois Finance Authority Act, 20 ILCS 3501/801-1 *et seq*, as supplemented and amended (the "**Act**"), is authorized by the laws of the State of Illinois, including without limitation, the Act, to issue its revenue bonds for the purposes set forth in the Act and to permit the expenditure of the proceeds thereof to defray, among other things, the costs of an "industrial project" which is defined to include the acquisition, construction, refurbishment, creation, development or redevelopment of any facility, equipment, machinery, real property or personal property for use by any instrumentality of the State of Illinois (the "**State**") or its political subdivisions, by any person or institution, public or private, for profit or not for profit, or for use in any trade or business, including, but not limited to, any industrial, manufacturing or commercial enterprise

that is located within or outside the State, provided that, with respect to a project involving property located outside the State, the property must be owned, operated, leased or managed by an entity located within the State or an entity affiliated with an entity located within the State, and which is (1) a capital project, including, but not limited to: (i) land and any rights therein, one or more buildings, structures or other improvements, machinery and equipment, whether now existing or hereafter acquired, and whether or not located on the same site or sites; (ii) all appurtenances and facilities incidental to the foregoing, including, but not limited to, utilities, access roads, railroad sidings, track, docking and similar facilities, parking facilities, dockage, wharfage, railroad roadbed, track, trestle, depot, terminal, switching and signaling or related equipment, site preparation and landscaping; and (iii) all non-capital costs and expenses relating thereto or (2) any addition to, renovation, rehabilitation or improvement of a capital project or (3) any activity or undertaking within or outside the State, provided that, with respect to a project involving property located outside the State, the property must be owned, operated, leased or managed by an entity located within the State or an entity affiliated with an entity located within the State, which the Authority determines will aid, assist or encourage economic growth, development or redevelopment within the State or any area thereof, will promote the expansion, retention or diversification of employment opportunities within the State or any area thereof or will aid in stabilizing or developing any industry or economic sector of the State economy and to provide for the remarketing, reissuance and/or refunding of any bonds deemed necessary in connection with any purpose of the Authority; and

WHEREAS, pursuant to an Indenture of Trust dated as of December 1, 2010 (together with the Series 2010 First Supplemental Indenture (defined below), the “**Series 2010 Indenture**”) between the Authority and U.S. Bank National Association, as trustee (the “**Trustee**”), the Authority has heretofore issued its Illinois Finance Authority Surface Freight Transfer Facilities Revenue Bonds, Series 2010 (CenterPoint Joliet Terminal Railroad Project) (the “**Series 2010 Bonds**”) in the aggregate principal amount of \$150,000,000, which Series 2010 Bonds were subsequently restructured and reissued in accordance with the terms of a First Supplemental Trust Indenture dated as of September 1, 2012 (the “**Series 2010 First Supplemental Indenture**”) between the Authority and the Trustee; and

WHEREAS, pursuant to an Indenture of Trust dated as of September 1, 2012 (the “**Series 2012 Indenture**”) between the Authority and the Trustee, the Authority has heretofore issued its Illinois Finance Authority Surface Freight Transfer Facilities Revenue Bonds, Series 2012 (CenterPoint Joliet Terminal Railroad Project) (the “**Series 2012 Bonds**”) in the aggregate principal amount of \$75,000,000; and

WHEREAS, pursuant to an Indenture of Trust dated as of January 1, 2016 (the “**Series 2016 Indenture**”) between the Authority and the Trustee, the Authority has heretofore issued its Illinois Finance Authority Surface Freight Transfer Facilities Revenue Bonds, Series 2016 (CenterPoint Joliet Terminal Railroad Project) (the “**Series 2016 Bonds**”) in the aggregate principal amount of \$100,000,000; and

WHEREAS, pursuant to an Indenture of Trust dated as of March 1, 2017 (the “**Series 2017 Indenture**” and collectively with the Series 2010 Indenture, the Series 2012 Indenture and the Series 2016 Indenture, the “**Indentures**”) between the Authority and the Trustee, the Authority has heretofore issued its Illinois Finance Authority Surface Freight Transfer Facilities Revenue Bonds, Series 2017 (CenterPoint Joliet Terminal Railroad Project) (the “**Series 2017 Bonds**” and collectively with the Series 2010 Bonds, the Series 2012 Bonds and the Series 2016 Bonds, the “**Bonds**”) in the aggregate principal amount of \$130,000,000; and

WHEREAS, the proceeds of the sale of the Bonds were used to (i) finance, refinance or reimburse CenterPoint Joliet Terminal Railroad LLC, an Illinois limited liability company or a related party thereto (the “**Company**”) for all or a portion of the costs of the acquisition of real estate and the acquisition, design, construction, renovation, restoration and equipping of facilities for the transfer of freight from truck to rail or rail to truck (including temporary storage facilities related to such transfers) and (b) pay all or a portion of the costs of the issuance of the Bonds (collectively, the “**Project**”), and

WHEREAS, the Authority approved the issuance of not more than \$625 million in one or more series of bonds (the “**Additional Project Bonds**”) during a public hearing held on December 4, 2015 to comply with Section 147(f) of the Internal Revenue Code of 1986, as amended, (the “**Code**”) pursuant to public notices published on November 11 and 20, 2015 in *The State Journal-Register*, a legal newspaper having a general circulation in the City of Springfield, County of Sangamon, Illinois, and on November 12 and 20, 2015 in *The Herald News*, a legal newspaper having a general circulation in the City of Joliet, County of Will, Illinois; and

WHEREAS, the Governor of the State approved the issuance of the Additional Project Bonds in an amount not to exceed \$625 million in one or more series of bonds by letter dated January 19, 2016 and such approval remains in full force and effect and to date the Series 2016 Bonds are the only Additional Project Bonds that have been issued; and

WHEREAS, the Company has requested the assistance of the Authority in connection with required amendments to the Indentures pursuant to a First Omnibus Amendment to Indentures of Trust (the “**Omnibus Amendment**”) between the Authority and the Trustee in connection with amendments to the Bank Rate Credit Agreement (as defined in each of the Indentures) which would, among other things, amend the definitions of Facility Termination Date, LIBOR Applicable Margin, LIBOR Rate and Margin Rate Factor, all terms used directly or by way of cross-reference in the Indentures; and

WHEREAS, the U. S. Department of Transportation (“**DOT**”) in accordance with Section 11143 of Title XI of the Safe, Accountable, Flexible, Efficient Transportation Act: A Legacy for Users (SAFETEA-LU) which amended Section 142(m) of the Code, has at present provisionally allocated to the Company, for the Project, up to \$605 million (the “**Allocation**”) of the \$15 billion national limitation on the aggregate amount of private activity bonds for qualified highway or surface freight transfer facilities (with the stated understanding that the Company may request additional authority for the Project in the future) pursuant to a letter dated September 29, 2009, as amended and extended from time to time, most recently by a letter dated June 29, 2015 (collectively, the “**Allocation Letters**”), subject to certain conditions set forth in the Allocation Letters; and

WHEREAS, in furtherance of the purposes set forth in the Act, the Authority wishes to assist the Company in the use of the Allocation by providing financing of a portion of the costs of the Project, financing interest expense and paying such costs of issuance by the sale and issuance of its revenue bonds and by authorizing such actions as might be required to implement such stated intention; and

WHEREAS, in a Preliminary Resolution (No. 07-08-23) adopted on August 7, 2007, the Authority expressed its general intent to issue revenue bonds under the Act to finance the Project, subject to the terms

of subsequent, definitive bond resolutions, which Preliminary Resolution was restated and reconfirmed by a Resolution of the Authority (No. 2015-1008-BI02) adopted on October 8, 2015; and

WHEREAS, it is now necessary, desirable and in the best interests of the Authority to authorize the execution and delivery of the Omnibus Amendment in connection with the execution and delivery of the Bank Rate Credit Agreement; and

WHEREAS, the Authority has caused to be prepared and presented to its members forms of the following documents which the Authority proposes to enter into or approve:

- (i) the Omnibus Amendment, and
- (ii) such other documents that are required in connection with the Omnibus Amendment.

WHEREAS, it may also be necessary, desirable and in the best interests of the Authority to authorize the execution and delivery of an Amendment to Tax Regulatory Agreements (the “**Amendment to Tax Agreements**”), by and among the Authority, the Company and the Trustee, in a form to be approved by counsel to the Authority and substantially similar to the tax regulatory agreements previously used by the Authority in similar transactions; and

WHEREAS, the Omnibus Amendment and any other related agreements are referred to collectively herein as the “**Authority Agreements**”;

NOW THEREFORE, BE IT RESOLVED by the members of the Authority, as follows:

Section 1. That the Authority hereby determines that the Project is an “industrial project” within the meaning of the Act.

Section 2. That the Authority is hereby authorized to enter into the Omnibus Amendment with the Trustee in substantially the same form as is now before the Authority; that the form, terms and provisions of the Omnibus Amendment be, and they hereby are, in all respects approved by the Authority, by bond counsel and by counsel for the Authority; that the Chairman, the Vice Chairman, the Treasurer or the Executive Director (or any person duly appointed by the members of the Authority to serve in such office on an interim basis; the Executive Director and any such person so appointed being referred to as the “**Executive Director**”) of the Authority be, and each of them hereby is, authorized, empowered and directed to execute and deliver, and the Secretary or any Assistant Secretary of the Authority be and each of them hereby is, authorized, empowered and directed to attest and to affix the official seal of the Authority to, the Omnibus Amendment in the name, for and on behalf of the Authority, and thereupon to cause the Omnibus Amendment to be executed, acknowledged and delivered to the Trustee, in substantially the form now before the Authority or with such changes therein as the Chairman, the Vice Chairman, the Treasurer or the Executive Director shall approve, his or her execution thereof to constitute conclusive evidence of such approval of any and all changes or revisions therein from the form of Omnibus Amendment now before the Authority; that when the Omnibus Amendment is executed, attested, sealed and delivered on behalf of the Authority as hereinabove provided, such Omnibus Amendment shall be binding on the Authority; that from and after the execution and delivery of the Omnibus Amendment, the officers, employees and agents of the

Authority are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Omnibus Amendment as executed.

Section 3. The designation by the Company of the Trustee, as trustee, paying agent and registrar under the Indentures, is hereby approved by the Authority.

Section 4. That if requested by bond counsel, the Authority is hereby authorized to enter into the Amendment to Tax Agreement with the Company and the Trustee in the form to be approved by bond counsel and by counsel for the Authority, which Amendment to Tax Agreement shall be in a form substantially similar to the forms previously approved by the Authority for use in similar transactions, but with such changes therein as approved by the Chairman, the Vice Chairman, the Treasurer or the Executive Director of the Authority executing the same, with such execution to constitute conclusive evidence of his or her approval of any and all changes and revisions therein from such prior approved forms of tax agreements that the Chairman, the Vice Chairman, the Treasurer or the Executive Director of the Authority be, and each of them hereby is, authorized, empowered and directed to execute and deliver the Amendment to Tax Agreement; that when the Amendment to Tax Agreement is executed and delivered on behalf of the Authority as hereinabove provided, the Amendment to Tax Agreement will be binding on the Authority; and that from and after the execution and delivery of the Amendment to Tax Agreement, the officers, employees and agents of the Authority are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Amendment to Tax Agreement as executed.

Section 5. That the Authority and the Company have agreed upon a fee schedule in connection with the Omnibus Amendment, and such fee schedule is attached to this resolution as Exhibit A and is incorporated herein. For purposes of such fee schedule, the Omnibus Amendment relating to the Series 2010 Bonds, the Series 2012 Bonds, the Series 2016 Bonds and the Series 2017 Bonds is considered a single amendment resulting in a single fee of \$10,000.

Section 6. That the Chairman, the Vice Chairman, the Treasurer, the Executive Director, the Secretary, any Assistant Secretary and any other officer of the Authority be, and each of them hereby is, authorized to execute and deliver such other or further documents, certificates, and undertakings of the Authority and to do all such acts and things as may be contemplated or required in connection with the execution, delivery and performance of the Omnibus Amendment and the Amendment to Tax Agreements 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, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved. Unless otherwise provided therein, wherever in the Authority Agreements or any other document executed pursuant hereto it is provided that an action shall be taken by the Authority, such action shall be taken by the Chairman, the Vice Chairman, the Executive Director or the Treasurer of the Authority, or in the event of the unavailability, inability or refusal of the Chairman, the Vice Chairman, 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 Indentures.

Section 7. That 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 8. That 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 9. That all resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

Section 10. That this Resolution shall be in full force and effect immediately upon its passage, as by law provided.

RESOLUTION 2018-1113-DA_

RESOLUTION CONCERNING THE MODIFICATION OF THE INTEREST RATE PAYABLE TO THE ILLINOIS FINANCE AUTHORITY IN CONNECTION WITH ITS PARTICIPATION LOAN RELATING TO NEIGHBORHOODS.COM, LLC

WHEREAS, by Resolution 2018-0215-AD06, duly adopted by the Members of the Illinois Finance Authority (the “Authority”) on February 8, 2018, the Authority authorized a Participation Loan Program (the “Program”) to, among other things, support Veterans and Illinois Veteran-owned Businesses; and

WHEREAS, by Resolution 2018-0410-DA03 (the “Approving Resolution”), the Authority confirmed, ratified and approved the purchase of a participation in a loan to be made from Wintrust Bank (the “Participating Bank”) to Neighborhoods.com, LLC, an Illinois limited liability company (the “Borrower”) under the Program (such loan participation, the “Participation Loan”); and

WHEREAS, Exhibit A to the Approving Resolution indicated that the interest rate payable to the Authority in connection with the Participation Loan (the “Authority Rate”) would be floating at the prime rate as published in the Wall Street Journal; and

WHEREAS, the Participating Bank and the Borrower subsequently agreed to modify the Authority Rate to floating at the prime rate as published in the Wall Street Journal plus 100 basis points; and

WHEREAS, the Executive Director of the Authority agreed to such modification and the Participation Loan was disbursed accordingly; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ILLINOIS FINANCE AUTHORITY AS FOLLOWS:

Section 1. Recitals and Determination. The recitals set forth above are hereby found to be true and correct and are incorporated into this Resolution as if fully set forth herein.

Section 2. Ratification and Approval. The Authority does hereby ratify and approve the modification of the Authority Rate described herein.

Section 3. Enactment. This Resolution shall take immediate effect. If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of each section, paragraph or provision shall not affect any of the remaining provisions of the Resolution.

Section 4. Further Actions. The Executive Director is hereby authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver

all documents as may in his discretion be deemed necessary or desirable to carry out and comply with the terms and provisions of this Resolution; and all of the acts and doings of the Executive Director of the Authority which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, shall be and the same are hereby in all respects ratified, confirmed and approved. All prior and future acts and doings of the officers, agents and employees of the Authority that are in conformity with the purposes and intent of this Resolution and in furtherance of the execution and performance of the Resolution shall be and the same hereby are in all respects approved and confirmed.

Section 5. Severability. If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Resolution.

Section 6. Conflicts. All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

This Resolution 2018-1113-DA_ is adopted this 13th day of November, 2018, by roll call vote as follows:

Ayes:

Nays:

Abstain:

Absent:

ILLINOIS FINANCE AUTHORITY

Executive Director

[SEAL]

Assistant Secretary

Item 7 has been withdrawn.

Date: November 13, 2018

To: Eric Anderberg, Chairman
Gila J. Bronner
James J. Fuentes
Michael W. Goetz
Neil Heller
Robert Horne
Mayor Arlene A. Juracek
Lerry Knox

Lyle McCoy
Shaun C. Murphy
George Obernagel
Terrence M. O'Brien
Roger Poole
Beth Smoots
Bradley A. Zeller

From: Christopher B. Meister, Executive Director

Subject: ***Summary of Proposed Changes to Illinois Finance Authority Administrative Rules***

Dear Member of the Authority:

The proposed changes to the Illinois Finance Authority's administrative rules¹ range from important substantive changes to technical changes. Various provisions are modified or added to reflect amendments to the IFA Act and changes in the Authority's procedures made since the last time the rules were revised. The principal objectives of the proposed changes are described in the summary presented below.

1. Various changes are made in Subpart B ("Financing Programs") to incorporate the new PACE legislative authority and program and to reflect other changes in the IFA Act and the Authority's procedures. Former Section 1100.206 requiring 45 day notice to municipalities of certain financings has been eliminated, for example, since that requirement is no longer in the IFA Act, and Section 1100.275 ("Transcripts") now provides for transcripts on electronic media.

2. Former Subpart C (Purchase of Bonds of Rural Governmental Units) and former Subpart F (Financing for Educational and Cultural Institutions) are eliminated as obsolete and/or redundant. Certain provisions of these former Subparts are incorporated into or covered by the more general provisions of Subpart B ("Financing Programs"). Section 1100.230(d) ("General Criteria for Approval") limits financings for all borrowers (other than rural governmental units) to secular projects for borrowers that are not pervasively religious; these provisions were formerly in Subpart F and specifically applied only to educational and cultural borrowers. Section 1100.237 ("Additional Criteria for Projects for Units of Local Government") includes criteria for financings for Units of Local Government (formerly in Subpart C).

3. A new Subpart J ("Veterans Assistance") is added to address the State Guarantee Program for Qualified Veteran-Owned Businesses, to reflect recent additions to the IFA Act.

¹ Illinois Administrative Code, Title 74, Chapter VIII, Part 1100, Subparts A through K, Sections 1100.50 through 1100.1100.



4. A new Subpart K (“Loan Participation Program”) is added to address the Authority’s new Loan Participation Program.

5. Definitions in various Subparts (principally in Section 1100.50 (general definitions), Section 1100.202, Section 1100.300, Section 1100.400, Section 1100.500, Section 1100.600, Section 1100.700, Section 1100.800, Section 1100.900, Section 1100.1000, and Section 1100.1100)) are revised to reflect current programs and practices. The use of defined terms in various Subparts is made more consistent.

6. Section 1100.125 (“Public Participation”) is modified to reflect the Authority’s current procedures for public participation at meetings.

7. Section 1100.100 (“Composition, Appointment and Terms of Office”) now includes subsection (d) which addresses the legal advice the Authority received concerning interim members of the Board (persons appointed during a Senate recess and not yet confirmed).

8. Section 1100.105 (“Board Chairperson”) now provides for a Vice Chairperson or an Acting Chairperson.

9. A variety of conforming and organizational changes are made in Subpart F (“Fire Truck Revolving Loan Program”), Subpart G (“Ambulance Revolving Loan Program”), Subpart H (“Fire Sprinkler Dormitory Revolving Loan Program”), and Subpart I (“Fire Station Revolving Loan Program”).

Very truly yours,

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

RESOLUTION 2018-1113-GP__

RESOLUTION APPROVING PROPOSED REPEAL, MODIFICATION, AND AMENDMENT OF EXISTING RULES, INCLUDING IMPLEMENTATION OF CERTAIN NEW RULES, TO THE ILLINOIS ADMINISTRATIVE CODE REGARDING THE ILLINOIS FINANCE AUTHORITY; AND RELATED MATTERS

WHEREAS, the Illinois Finance Authority (the “Authority”) receives its powers as a “body corporate” from Section 801-30 of the Illinois Finance Authority Act, 20 Illinois Compiled Statutes 3501/801-1 et seq. (the “Act”); and

WHEREAS, Section 801-30(e) of the Act authorizes the Authority to “adopt all needful ordinances, resolutions, bylaws, rules and regulations for the conduct of its business and affairs and for the management and use of the projects developed, constructed, acquired and improved in furtherance of its purposes”; and

WHEREAS, Section 801-30(f) of the Act empowers the Authority to “have and exercise all powers and be subject to all duties otherwise necessary to effectuate the purposes of” the Act; and

WHEREAS, Section 801-40(d) of the Act authorizes the Authority to “adopt rules and regulations prescribing the procedures by which persons may apply for assistance under this Act”; and

WHEREAS, various other Sections of the Act authorize the establishment and amendment of rules for various programs as set forth in more detail in Exhibit A hereto; and

WHEREAS, the Authority has undertaken a review of current rules which have been in place for several years and require updating, due to changes, including, but not limited to, in underlying and related statutes, to related industry and market conditions, in the structure of the Authority, and other various programmatic changes; and

WHEREAS, the Authority intends to amend Section 1100.265 of Title 74 of the Illinois Administrative Code to facilitate implementation of Public Act 100-980 (which amends the Property Assessed Clean Energy Act, 50 Illinois Compiled Statutes 50/1 et seq., was adopted on August 19, 2018 and becomes effective on January 1, 2019) via the emergency rulemaking process requiring no prior notice or hearing, the text of which amendment is set forth in Exhibit B (the “Emergency Rule”), upon filing the required notice of emergency rulemaking with the Secretary of State, which notice will include the text of the Emergency Rule and will be published in the Illinois Register, in accordance with the requirements of Section 5-45 of the Illinois Administrative Procedure Act, 5 Illinois Compiled Statutes 100/1-1 et seq. (the “Procedure Act”); and

WHEREAS, the Authority hereby determines that an emergency exists necessitating the urgent adoption of the Emergency Rule, as required by Section 5-45(a) of the

Procedure Act, and acknowledges that the Emergency Rule may be effective for a period of no longer than 150 days and shall not be adopted more than once in a 24 month period; and

WHEREAS, the Authority intends to repeal, modify and amend certain existing rules including the Emergency Rule (hereinafter referred to collectively as the “Amended Rules”) and adopt certain new rules via the normal rulemaking process concurrently with the emergency rulemaking process, as allowed by Section 100.650 of Title 1 of the Illinois Administrative Code, which states that an agency may adopt an emergency rule pursuant to Section 5-45 of the Procedure Act while simultaneously proposing the rule for permanent adoption under the normal rulemaking process; and

WHEREAS, the Members of the Authority may adopt rules substantially similar to the proposed Amended Rules, which are subject to change by the Executive Director as he deems necessary or appropriate; and

WHEREAS, as required by and in compliance with Section 5-40(b) of the Procedure Act, the Authority will provide forty-five days’ notice to the general public of its intent to adopt a final rule, which will contain the time, place and manner in which interested persons may comment, providing all interested persons the opportunity to submit data, views, arguments, or comments; and

WHEREAS, as required by Section 5-40(b) of the Procedure Act, the Authority will hold a public hearing on the proposed rulemaking if the requisite number of requests are received for such a hearing or from other parties empowered by law to so request; and

WHEREAS, as required by Section 5-40(c) of the Procedure Act, the Authority will provide a second forty-five day notice period to the Joint Committee on Administrative Rules (the “Committee”) after the first notice period ends, allowing the Committee to review the proposed new and updated rules; and

WHEREAS, as required by Section 5-40(c) of the Procedure Act, when the second notice period ends, the Authority shall file a certified copy of the rule with the Office of the Secretary of State; and

WHEREAS, the Members of the Authority have the power to adopt this Resolution pursuant to the Act; and

NOW, THEREFORE, BE IT RESOLVED BY MEMBERS OF THE ILLINOIS FINANCE AUTHORITY, AS FOLLOWS:

Section 1. Recitals. The recitals set forth above are hereby found to be true and correct and are incorporated into this Resolution as it fully set forth herein, including without limitation, the delegation to the Executive Director and other appropriate officers of authority to adopt new and updated rules to the Act.

Section 2. Approval of Amended Rules. The Members do hereby confirm, ratify and approve the adoption of the Emergency Rule and the Amended Rules substantially in the forms presented at this meeting or with such changes therein as may be approved by the Executive Director as he deems necessary or appropriate.

Section 3. Determination of Emergency; Authorization of Process to Adopt Rules. The Members hereby determine that an emergency exists necessitating the adoption of the Emergency Rule as set forth in the recitals hereto and further authorize the concurrent rulemaking for such Rule via the normal and emergency rulemaking processes set forth in the Procedure Act. The Members do hereby further authorize the Executive Director and the officers, agents and employees of the Authority to take such actions as are required to adopt the Amended Rules as required by the Procedure Act.

Section 4. Further Actions. The Executive Director is hereby authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all documents as may in his discretion be deemed necessary or desirable to carry out and comply with the terms and provisions of this Resolution; and all of the acts and doings of the Executive Director of the Authority which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, shall be and the same are hereby in all respects ratified, confirmed and approved. All prior and future acts and doings of the officers, agents and employees of the Authority that are in conformity with the purposes and intent of this Resolution and in furtherance of the execution and performance of the Resolution shall be and the same hereby are in all respects approved and confirmed.

Section 5. Severability. If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Resolution.

Section 6. Conflicts. All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

Section 7. Effective Date. This Resolution is effective immediately upon its adoption.

This Resolution 2018-1113-GP__ is adopted this 13th day of November, 2018 by roll call vote as follows:

Ayes:

Nays:

Abstain:

Absent:

ILLINOIS FINANCE AUTHORITY

Executive Director

[SEAL]

Assistant Secretary

EXHIBIT A

The Act authorizes the Authority to establish rules for the following programs:

Section 805-20(e) of the Act specifically authorizes the Authority to “establish . . . rules and regulations it deems necessary or appropriate” in accordance with the Industrial Project Insurance Program.

Section 820-20(h) of the Act specifically authorizes the Authority to “establish . . . rules and regulations it deems necessary or appropriate” in accordance with the Illinois Local Government Financing Assistance Program.

Section 825-12(c) of the Act specifically authorizes the Authority “to adopt any rules necessary for the administration” of conservation projects.

Section 825-80(e) of the Act specifically authorizes the Authority to “adopt rules in accordance with the Illinois Administrative Procedure Act to administer” the fire truck revolving loan program.

Section 825-85(d) of the Act specifically authorizes the Authority to “adopt rules in accordance with the Illinois Administrative Procedure Act to administer” the ambulance revolving loan program.

Section 825-107(d)(iv) of the Act specifically authorizes the Authority to “adopt regulations providing for the implementation” of provisions regarding recovery zone bonds.

Section 825-110(c)(iv) of the Act specifically authorizes the Authority to “adopt regulations providing for the implementation” of provisions regarding qualified energy conservation bonds.

Section 830-30(d) of the Act specifically authorizes the Authority to “promulgate rules establishing the eligibility of farmers and lenders to participate in the State guarantee program.”

Section 830-35(d) of the Act specifically authorizes the Authority to “promulgate rules establishing the eligibility of farmers, agribusinesses, and lenders to participate in the State Guarantee program.”

Section 830-45(d) of the Act specifically authorizes the Authority to “promulgate rules establishing the eligibility of young farmers and lenders to participate in the State Guarantee program.”

Section 830-50(f) of the Act specifically authorizes the Authority to “promulgate rules establishing the eligibility of specialized livestock operations and lenders to participate in the State Guarantee program.”

Section 830-55(d) of the Act specifically authorizes the Authority to “promulgate rules establishing the eligibility of borrowers and lenders to participate in the State Guarantee program.”

Section 835-20(d) of the Act specifically authorizes the Authority to “adopt rules establishing the eligibility of qualified veteran-owned small businesses and lenders to participate in the State Guarantee program.”

Section 840-5(b) of the Act specifically authorizes the Authority to “establish rules and regulations for the use of a project or other health facilities owned, financed or refinanced by the Authority or any portion thereof and to designate a participating health institution as its agent to establish rules and regulations for the use of a project or other health facilities owned by the Authority undertaken for that participating health institution.”

EXHIBIT B

74 Ill. Adm. Code 1100.265

1100.265. Bond Counsel on Pooled ~~Bond Issues~~Financings

~~The~~ Other than in the case of PACE Projects¹ financed in a pooled financing, the Authority will select ~~bond counsel~~ Bond Counsel to be used on all pooled financings. ~~Such bond counsel~~ Bond Counsel may be paid from ~~bond~~ proceeds. ~~Each borrower in a pooled~~ of the applicable financing ~~must be represented by its own general counsel.~~

¹ “PACE Project” is defined by 20 Illinois Compiled Statutes 3501/801-10(kk) and, by reference, by 50 Illinois Compiled Statutes 50/5 as “the installation or modification of an alternative energy improvement, energy efficiency improvement, or water use improvement, or the acquisition, installation, or improvement of a renewable energy system that is affixed to a stabilized existing property (not new construction).”

Financial Analysis Memo, Financial Statements and Schedule of Debt will be distributed separately.

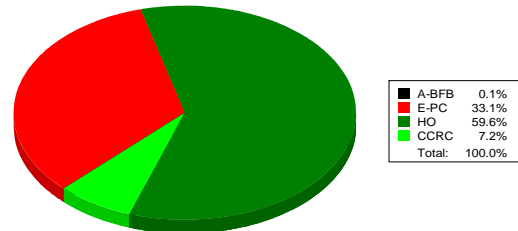
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Bonds Issued - Fiscal Year Comparison for the Period Ending October 31, 2018

Fiscal Year 2019

#	Market Sector	Principal Issued
4	Agriculture - Beginner Farmer	996,551
3	Education	262,440,000
1	Healthcare - Hospital	472,460,000
1	Healthcare - CCRC	57,250,000
<u>9</u>		<u>\$793,146,551</u>

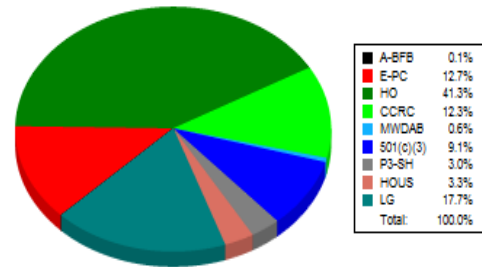
Bonds Issued in Fiscal Year 2019



Fiscal Year 2018

#	Market Sector	Principal Issued
15	Agriculture - Beginner Farmer	2,749,725
5	Education	403,755,000
7	Healthcare - Hospital	1,308,930,000
5	Healthcare - CCRC	388,700,000
1	Midwest Disaster Area Bonds	20,200,000
7	501(c)(3) Not-for-Profit	288,464,000
3	Multifamily/Senior/Not-for-Profit Housing	104,045,000
1	Local Government	560,025,000
1	P3 Student Housing	94,860,000
<u>45</u>		<u>\$3,171,728,725</u>

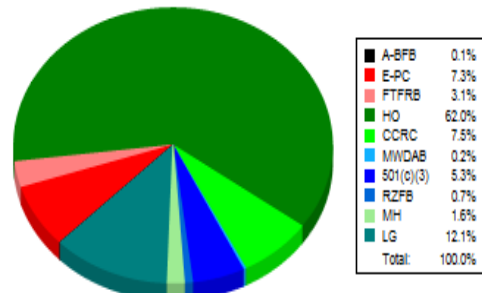
Bonds Issued in Fiscal Year 2018



Fiscal Year 2017

#	Market Sector	Principal Issued
18	Agriculture - Beginner Farmer	3,765,900
7	Education	304,222,000
1	Freight Transfer Facilities Bonds	130,000,000
12	Healthcare - Hospital	2,568,650,000
7	Healthcare - CCRC	310,364,967
1	Midwest Disaster Area Bonds	9,969,162
7	501(c)(3) Not-for-Profit	221,407,000
2	Recovery Zone Facilities Bonds	28,951,409
2	Multifamily/Senior/Not-for-Profit Housing	65,365,000
1	Local Government	500,000,000
<u>58</u>		<u>\$ 4,142,695,438</u>

Bonds Issued in Fiscal Year 2017



**Bonds Issued and Outstanding
as of
October 31, 2018**

Bonds Issued between July 01, 2018 and October 31, 2018

<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 Bond	07/01/2018	Variable	996,551	0
E-PC DePaul University	07/11/2018	Variable	29,420,000	0
E-PC East Prairie School District Number 73 Series, 2018	08/02/2018	Fixed at Schedule	37,680,000	0
E-PC Roosevelt University	09/27/2018	Fixed at Schedule	195,340,000	183,030,000
CCRC Smith Crossing	10/10/2018	Variable	57,250,000	32,758,909
HO OSF Healthcare System	10/16/2018	Variable	472,460,000	0
Total Bonds Issued as of October 31, 2018			<u>\$ 793,146,551</u>	<u>\$ 215,788,909</u>

Legend: Fixed Rate Bonds as shown
 DP-VRB = initial interest rate at the time of issuance on a Direct Purchase Bond
 VRB = initial interest rate at the time of issuance on a Variable Rate Bond that does not include the cost of the LOC arrangement.
 Beginner Farmer Bonds interest rates are shown in section below.

Beginner Farmer Bonds Funded between July 01, 2018 and October 31, 2018

<u>Borrower</u>	<u>Date Funded</u>	<u>Initial Interest Rate</u>	<u>Loan Proceeds</u>	<u>Acres</u>	<u>County</u>
Matthew R. Grundy	07/11/2018	4.0	220,000	40.00	Christian
Jonathan Deters	07/25/2018	4.32	327,000	30.00	Effingham
Philip Hartman	08/27/2018	3.75	269,551	55.70	Ford
Tyler and Alisha Heyen	09/04/2018	3.75	360,000	40.00	Montgomery
Total Beginner Farmer Bonds Issued			<u>\$ 1,176,551</u>	<u>165.70</u>	

**ILLINOIS FINANCE AUTHORITY
PROCUREMENT REPORT OF ACTIVITY SINCE PRIOR BOARD REPORT**

**BOARD MEETING
November 13, 2018**

CONTRACTS/AMENDMENTS EXECUTED					
	Vendor	Initial Term	Estimated Not to Exceed Value	Action/Proposed Method of Procurement	Products/Services Provided
Illinois Procurement Code- Small Purchases	Sullivan Reporting Co	11/01/2018-10/31/2019, with renewals through 10/31/2022	Estimated at \$83,598	BidBuy Purchase Order ("PO") and contract executed	Transcription Services for Meetings
	Miller, Hall & Triggs, LLC	10/02/2018-10/01/2019	\$9990	BidBuy PO executed	Legal Services
	Universal Structured Finance Group	10/19/2018-10/18/2019	\$9,960	BidBuy PO and contract executed	Financial Advisor Services for housing
	University of Illinois	10/19/2018	\$5,000	Interagency agreement and payment	Urban Planning Impact Study of SALT cap
	Illinois Chamber of Commerce	10/01/2018	\$1950	Payment to vendor	Sponsorship for Critical Infrastructure Conference
	CDW-G	10/30/2018	\$1,525	BidBuy PO	Citrix support for 3 years
	Kentech Consulting Inc.	09/24/2018-09/23/2019	\$750	BidBuy PO and contract	Background Checks
	GoDaddy	10/23/2018-10/22/2019	\$350	Order to vendor	SSL certificate for *.il-fa.com
	TRI Industries	10/01/2018	\$300	Order to Vendor	Toner for check printing
	WellSpring Software, Inc.	10/31/2018-10/30/2019	\$115	Order to Vendor	Annual support for software to print checks
	Network Solutions	12/21/2018-12/20/2019	\$40	Order to Vendor	Renewal of idfa.com domain
Illinois Procurement Code- Order Against Master	CDW-G	10/30/2018	\$1,525	BidBuy PO executed	Citrix support for 3 years
	Malelo	10/24/2018	\$246	Order to vendor	Systems backup tapes

**ILLINOIS FINANCE AUTHORITY
PROCUREMENT REPORT OF ACTIVITY SINCE PRIOR BOARD REPORT**

**BOARD MEETING
November 13, 2018**

EXPIRING CONTRACTS					
	Vendor	Expiration Date	Estimated Not to Exceed Value	Action/Proposed Method of Procurement	Products/Services Provided
<i>Illinois Procurement Code-Small Purchases</i>	United Parcel Service	11/21/2018	\$4,000	Continue with Basic Ordering Agreement ("BOA") with State Master.	Package Delivery
	Google Ad	12/03/2018	\$4,500	One time purchase. Will not renew.	IFA Ad Page
	Enterprise Car Rental	12/31/2018	\$5,000	In process with Request for Quote ("RFQ").	Car Rental
<i>Illinois Procurement Code-Competitive Bids</i>	ClearArc Capital, Inc.	12/26/2018	\$900,000	Request for Proposal ("RFP") and extension in process.	Investment Management Services
<i>Illinois Procurement Code-Sole economically feasible Purchase</i>	Bloomberg Finance L.P. - Anywhere	12/30/2018	\$43,200	Sole economically feasible agreement with incumbent in process.	Bloomberg Terminal License
<i>Illinois Procurement Code-Anticipation of Litigation</i>	G&R Public Law & Strategies	11/18/2018	\$100,000	Let expire. Not required.	Anticipation of Litigation
	Jenner & Block LLP	12/08/2018	\$250,000	Let expire. Not required.	Anticipation of Litigation

Date: November 13, 2018

Subject: ***Minutes of the September 11, 2018 Regular Meeting***

To: Eric Anderberg, Chairman
Gila J. Bronner
James J. Fuentes
Michael W. Goetz
Neil Heller
Robert Horne
Mayor Arlene A. Juracek
Lerry Knox

Lyle McCoy
Shaun Murphy
George Obernagel
Terrence M. O'Brien
Roger Poole
Beth Smoots
Bradley A. Zeller

Dear Members of the Authority:

Please find enclosed the Report of Proceedings prepared by Sullivan Reporting Co. (the “**Minutes**”) in connection with the regular meeting of the Members of the Illinois Finance Authority (the “**Authority**”), begun and held at the Michael A. Bilandic Building, 160 North LaSalle Street, Suite S-1000, Chicago, Illinois 60601, on the second Tuesday of September in the year 2018, pursuant to the provisions of Section 801-25 and Section 801-30 of the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq. of the State of Illinois (the “**Act**”).

To aid in your review of the Minutes, please reference the following pages and line numbers for corresponding sections of the respective meeting’s agenda:

ILLINOIS FINANCE AUTHORITY
REGULAR MEETING
Tuesday, September 11, 2018
9:30 AM

AGENDA:

- I. Call to Order & Roll Call
(page 3, line 1 through page 4, line 6)
- II. Approval of Agenda
(page 4, lines 7 through 23)
- III. Public Comment
(page 4, line 24 through page 5, line 2)
- IV. Chairman’s Remarks
(page 5, line 3 through page 6 line 7)
- V. Message from the Executive Director
(page 6, line 8 through page 8, line 9)
- VI. Committee Reports
(page 8, lines 10 through 20)
- VII. Presentation and Consideration of New Business Items
(page 8, line 21 through page 39, line 5)

- VIII. Presentation and Consideration of Financial Reports
(page 39, line 6 through page 43, line 9)
- IX. Monthly Procurement Report
(page 43, line 10 through page 44 line 4)
- X. Correction and Approval of Minutes
(page 44, lines 5 through 21)
- XI. Other Business
(page 44, line 22 through page 45 line 13)
- XII. Closed Session
(page 45, line 14 through page 50, line 22)
- XIII. Adjournment
(page 50, line 23 through page 51, line 15)

The Minutes of the regular meeting of the Authority are further supplemented by a summary of the respective meeting's voting record prepared by Authority staff (the "**Voting Record**"), which is also enclosed.

Please contact an Assistant Secretary to report any substantive edits to the enclosures.

Respectfully submitted,

/s/ Ryan Oechsler
Associate General Counsel

- Enclosures:
- 1. Minutes of the September 11, 2018 Regular Meeting
 - 2. Voting Record of the September 11, 2018 Regular Meeting

1 ILLINOIS FINANCE AUTHORITY
2 REGULAR MEETING
3 September 11, 2018, at 9:32 a.m.
4 REPORT OF PROCEEDINGS had at the Regular
5 Meeting of the Illinois Finance Authority on
6 September 11, 2018, at the hour of 9:30 a.m.,
7 pursuant to notice, at 160 North LaSalle Street,
8 Suite S-1000, Chicago, Illinois.
9 APPEARANCES:
10 CHAIRMAN ERIC ANDERBERG
11 MR. MIKE GOETZ
12 MR. NEIL HELLER
13 MS. ARLENE A. JURACEK
14 MR. E. LYLE MCCOY
15 MR. SHAUN MURPHY
16 MR. GEORGE OBERNAGEL
17 MR. ROGER POOLE
18 MS. BETH SMOOTS
19 MR. BRADLEY A. ZELLER
20
21 ILLINOIS FINANCE AUTHORITY STAFF MEMBERS
22
23 MR. CHRISTOPHER B. MEISTER, Executive Director
24 MR. RICH FRAMPTON, Vice President
25 MS. PAMELA LENANE, Vice President
26 MR. BRAD FLETCHER, Vice President
27 MR. RYAN OECHSLER, IFA Associate General Counsel
28 MR. TERRY FRANZEN, Procurement
29 MS. ELIZABETH WEBER, General Counsel and Legal
30 Adviser to the Board
31 MR. STAN LUBOFF, VP, Loan & Guarantee
32 MR. WILLIAM ATWOOD, VP, Public Infrastructure Fund
33 MS. LISA BONNETT, VP Water Policy
34 MR. TOM MORSCH, VP Innovative Finance and Delivery
35 MS. TIFFANY MCCOY, Accountant
36 MS. SARAH MANKOWSKI, HR Manager
37 MR. MALCOLM SIMMONS, Intern

GUESTS:

MR. JEFF WHITE, Columbia Capital Management
MS. JESSICA AKAAH, Memory Care Foundation
MR. BART PLANK, Cain Brothers & Co.
SULLIVAN REPORTING COMPANY, by
Brad Benjamin, CSR
License No. 084-004805

1 CHAIRMAN ANDERBERG: Okay. I'd like to call
2 the meeting to order.
3 Will the Assistant Secretary please
4 call the roll?
5 FLETCHER: Certainly. The time is 9:32 a.m.
6 I'll call the roll of Members physically present
7 first.
8 FLETCHER: Mr. Goetz?
9 GOETZ: Here.
10 FLETCHER: Mr. Heller?
11 HELLER: Here.
12 FLETCHER: Ms. Juracek?
13 JURACEK: Here.
14 FLETCHER: Mr. McCoy?
15 Mccoy: Here.
16 FLETCHER: Mr. Murphy?
17 MURPHY: Here.
18 FLETCHER: Mr. Obernagel?
19 OBERNAGEL: Here.
20 FLETCHER: Mr. Poole?
21 POOLE: Here.
22 FLETCHER: Ms. Smoots?
23 SMOOTS: Here.
24 FLETCHER: Mr. Zeller?

1 ZELLER: Here.
2 FLETCHER: Mr. Chairman?
3 CHAIRMAN ANDERBERG: Here.
4 FLETCHER: Mr. Chairman, a quorum of Members
5 physically present in the room has been constituted.
6 CHAIRMAN ANDERBERG: Okay. Thank you.
7 Does anyone wish to make any
8 additions, edits or corrections to today's agenda?
9 (No response.)
10 CHAIRMAN ANDERBERG: I'd like to request a
11 motion to approve the agenda.
12 Is there such a motion?
13 MR. OBERNAGEL: I'll make a motion,
14 Mr. Chairman.
15 CHAIRMAN ANDERBERG: There's a motion.
16 And a second?
17 GOETZ: Second.
18 CHAIRMAN ANDERBERG: And a second.
19 All those in favor?
20 (Chorus of ayes.)
21 CHAIRMAN ANDERBERG: Opposed?
22 (No response.)
23 CHAIRMAN ANDERBERG: The ayes have it.
24 Is there any public comment today for

1 the Members?

2 (No response.)

3 CHAIRMAN ANDERBERG: Okay. I'd like to welcome

4 everyone here to the September meeting of the

5 Illinois Finance Authority.

6 And, before we begin, please join me

7 in a moment of silence in memory of the men and women

8 who lost their lives in the 9/11 attacks 17 years ago

9 this morning.

10 (Moment of silence.)

11 CHAIRMAN ANDERBERG: Thank you.

12 Today we have a new colleague, Shaun

13 Murphy, from Evergreen Park.

14 MURPHY: Good morning, all.

15 CHAIRMAN ANDERBERG: Welcome, Shaun. We hope

16 that you enjoy your service as a Member of the

17 Authority.

18 And today is also a celebration of

19 Rosh Hashanah, the New Year on the Jewish calendar,

20 so Shanah Tovah, everyone.

21 And, finally, thanks to our Borrowers

22 on today's agenda. We are grateful that you have

23 chosen to work with the Authority. And it's kind of

24 exciting, too, today because we're going to learn a

1 bit about our Transformation Initiative.

2 I'd also like to recognize two members

3 today because, literally, when they come here once a

4 month, it's planes, trains, and automobiles for Roger

5 Poole and George Obernagel. So thank you for the

6 effort to be here today.

7 Chris?

8 MEISTER: Thank you, Mr. Chair.

9 Our -- the messages from the

10 executive director, from both September 11th and

11 August 17th, are found in your books.

12 I do really want to highlight in

13 today's mom- -- or today's meeting -- thank Governor

14 Rauner for signing Senate Bill 43 and Senate

15 Bill 2773. These are important pieces of

16 legislation. It moves the Authority forward and it

17 moves our mission forward, and we're going to talk a

18 little bit more about that in Tab 6, the Status of

19 the Transformation Initiative.

20 Of course we have three branches of

21 government, and the Authority's blessed because we do

22 have friends and advocates in both the House of

23 Representatives and the State Senate. On Senate

24 Bill 43, Senator Bertino-Tarrant has worked with us

1 on a couple of occasions -- most recently Senate
2 Bill 43 -- along with her cosponsors, Natalie Manley
3 and Representative Will Davis in the house.
4 With respect to 2773, Property
5 Assessed Clean Energy Financing, I will tell you that
6 sometimes public policy ideas have very, very long
7 pregnancies in the General Assembly. PACE happens to
8 have had a nine-year pregnancy, but Lou Lang, in the
9 House, was a tireless advocate year after year after
10 year, and -- and helped us with Senate Bill 2773.
11 And then he was joined by, you know, a bipartisan
12 group of cosponsors: Representatives Hernandez,
13 Fortner, Andersson, Williams, Gabel, Kelly Burke,
14 Fine, and Sosnowski, so I want to thank all of them.
15 In the Senate, sadly, two of the
16 Authority's really good friends, Senator Pam Althoff
17 and Senator Karen McConnaughay, both of whom have
18 long had interest in this, they both retired in the
19 last couple of weeks. We'll miss them. They were
20 joined by Senator Murphy and Curran, again,
21 bipartisan sponsorship.
22 And just a note about Senator Pam
23 Althoff from McHenry County, she's been a personal
24 friend of mine. And I think most notably, the reason

1 why we post our Board Books online, on the website,
2 was because of years ago, that was -- that was a bill
3 that Senator Althoff passed along with Former Senator
4 Jeff Schoenberg, again, bipartisan.
5 So I wanted to thank everybody who had
6 helped make these bills a reality in the General
7 Assembly.
8 Back to you, Mr. Chairman.
9 CHAIRMAN ANDERBERG: Thank you.
10 Committee Reports. Member McCoy?
11 MCCOY: Thank you.
12 The Tax-Exempt Conduit Transaction
13 Committee met earlier this morning and voted
14 unanimously to recommend for approval the following
15 New Business Items on today's Agenda: Edward-Elmhurst
16 Healthcare; Roosevelt University; TMCF I, LLC; and
17 Washington and Jane Smith Community - Orland Park,
18 also known as Smith Crossing.
19 Mr. Chairman?
20 CHAIRMAN ANDERBERG: Okay. Thank you.
21 All right. I'd like to ask for the
22 general consent of the Members to consider the New
23 Business Items collectively and to have the
24 subsequent recorded vote applied to each respective

1 individual item unless there are any specific New
 2 Business Items that a Member would like to consider
 3 separately.

4 GOETZ: Mr. Chairman, I'd like to recuse myself
 5 from any deliberations and voting with respect to
 6 No. 1, Edward-Elmhurst Healthcare, of the New
 7 Business Items because I have a family member who
 8 works for the financial advisor in the transaction.

9 CHAIRMAN ANDERBERG: Okay. Thank you,
 10 Mr. Goetz.

11 Okay. I'd like to first consider our
 12 New Business Item No. 1, the Edward-Elmhurst
 13 Healthcare, and take a roll call vote. Then we'll
 14 consider the remaining New Business items under a
 15 third -- consent agenda and take a final vote at the
 16 end.

17 Mr. Goetz has left the room.

18 FLETCHER: Let the record reflect that Member
 19 Goetz has exited the room.

20 Mr. Chairman, Members, at this time
 21 I'd like to note that for each Conduit New Business
 22 Item presented today -- on today's Agenda, Items 1,
 23 2, 3, and 4, the Members are considering approval of
 24 at least one Resolution in the not-to-exceed amount

1 contained therein.
 2 Item No. 1: Edward-Elmhurst
 3 Healthcare.
 4 Item 1 is a 501(c)(3) Bond request.
 5 Staff requests approval of two one-time Final Bond
 6 Resolutions for Edward-Elmhurst Healthcare totaling a
 7 not-to-exceed amount of \$275 million.
 8 The first Resolution relates to the
 9 issuance of Tax-Exempt Bonds and is for the
 10 not-to-exceed amount of \$195 million. These
 11 Tax-Exempt Bond proceeds will be used to refund the
 12 Series 2013C Bonds and the Series 2013D Bonds
 13 previously issued by the Authority on behalf of the
 14 Borrower.
 15 The second Resolution relates to the
 16 issuance of Taxable Bonds and is for the
 17 not-to-exceed amount of \$80 million. These Taxable
 18 Bond proceeds will be used to refund the Series 2013A
 19 Bonds previously issued by the Authority on behalf of
 20 the Borrower.
 21 Edward-Elmhurst expects its ratings of
 22 single A, stable, by S&P; and single A, stable, by
 23 Fitch to be reaffirmed in connection with the
 24 issuance of the Series 2018 Bonds.

1 For voting purposes the Tax-Exempt
2 Resolution has been designated 1A and the taxable
3 Resolution has been designated 1B.
4 Does any Member have any questions or
5 comments?
6 (No response.)
7 CHAIRMAN ANDERBERG: Okay. I'd like to request
8 a motion to pass and adopt the following New Business
9 Items: Item Nos. 1A and 1B.
10 Is there such a motion?
11 McCOY: So moved.
12 CHAIRMAN ANDERBERG: The motion; and a second?
13 JURACEK: Second.
14 CHAIRMAN ANDERBERG: And a second.
15 Will the Assistant Secretary please
16 call the roll?
17 On the motion and second, I'll call
18 the roll.
19 FLETCHER: Mr. Heller?
20 HELLER: Yes.
21 FLETCHER: Ms. Juracek?
22 JURACEK: Yes.
23 FLETCHER: Mr. McCoy?
24 McCOY: Yes.

1 FLETCHER: Mr. Murphy?
2 MURPHY: Yes.
3 FLETCHER: Mr. Obernagel?
4 OBERNAGEL: Yes.
5 FLETCHER: Mr. Poole?
6 POOLE: Yes.
7 FLETCHER: Ms. Smoots?
8 SMOOTS: Yes.
9 FLETCHER: Mr. Zeller?
10 ZELLER: Yes.
11 FLETCHER: Mr. Chairman?
12 CHAIRMAN ANDERBERG: Yes.
13 FLETCHER: Mr. Chairman, the motion carries.
14 CHAIRMAN ANDERBERG: Okay.
15 FLETCHER: Let the record reflect, please, that
16 Member Goetz has reentered the room.
17 Moving on, next is Item 2, Roosevelt
18 University.
19 Item 2 is a 501(c)(3) Bond request.
20 Staff requests approval of a one-time Final Bond
21 Resolution for Roosevelt University in a
22 not-to-exceed amount of \$210 million.
23 Bond proceeds will be used by the
24 Borrower to finance, refinance, or reimburse various

1 capital improvements to various University
2 educational facilities at its campuses in Chicago and
3 Schaumburg. Proceeds will also be used to refund the
4 Series 2007 Bonds and Series 2009 Bonds previously
5 issued by the Authority on behalf of the Borrower. A
6 portion of the proceeds may be used to fund one or
7 more debt service reserve funds and pay certain costs
8 of issuance.

9 The Series 2018 Bonds will be
10 non-rated and will be privately placed to
11 institutional investors and sold in accordance with
12 existing IFA Bond Program Handbook requirements.

13 Although the Bond Resolution
14 authorizes all or a portion of the Series 2007 and
15 2009 Bonds to be refunded -- as presently
16 contemplated, the Series 2009 Bonds will be refunded
17 in their entirety while only a portion, estimated at
18 less than 25 percent, of the outstanding balance of
19 the Series 2007 Bonds is expected to be refunded,
20 presently estimated at approximately \$7.74 million.

21 I believe Mr. Frampton had a guest he
22 would like to introduce.

23 FRAMPTON: Thank you, Mr. Fletcher.

24 It's my pleasure to introduce Mr. Jeff

1 White, of Columbia Capital Management, Overland Park,
2 Kansas. Mr. White is financial advisor to Roosevelt
3 University.

4 MR. JEFF WHITE: Mr. Chairman, Members of the
5 Authority, thank you so much for the opportunity to
6 be here. I wanted to very quickly say thank you on
7 behalf of Roosevelt University for the continued
8 support of the Authority and its capital financing
9 plans.

10 And to say a special thanks to your
11 incredibly dedicated and capable staff, particularly,
12 Rich and Brad as well. E-mails at 11:00 o'clock at
13 night, they really do go above and beyond to --
14 certainly to help Roosevelt and my experiences with
15 my other clients here in Illinois with them as well.

16 So thank you very much.

17 CHAIRMAN ANDERBERG: Thank you.

18 FLETCHER: With that, does any Member have any
19 questions or comments?

20 (No response.)

21 FLETCHER: Moving along, next is Item No. 3,
22 TMCF I, LLC.

23

24 Item 3 is a 501(c)(3) Bond request.

1 Staff requests approval of a one-time Final Bond
 2 Resolution for TMCF I, LLC, in a not-to-exceed of
 3 \$178 million.

4 Bond proceeds will be used by the
 5 Borrower to finance the acquisition of 10 memory care
 6 facilities, four of which are located in Illinois.
 7 The remainder are located in Texas, Georgia, and
 8 South Carolina. A portion of the proceeds may be
 9 used to pay a portion of the interest on the Bonds,
 10 fund certain capital expenditures, fund one or more
 11 debt service reserve funds, and/or pay certain cost
 12 of issuance.

13 The Borrower expects that the Series
 14 2018A Bonds will receive an A rating and that the
 15 Series 2018B Bonds will receive a BBB rating from
 16 S&P.

17 At this time I'd like to ask if
 18 Ms. Lenane would like to introduce any guests.

19 LENANE: I do. Thank you, Mr. Chairman, Board
 20 Members.

21 Ms. Jessica Akaah is here, the
 22 president of the Memory Care Foundation, which will
 23 own the assets -- the Memory Care -- the 10
 24 facilities in Illinois, and Bart Plank is here from

1 Cain Brothers, the underwriter.
 2 Jessica, would you like to come up and
 3 make a few comments?

4 MS. JESSICA AKAH: Sure.
 5 LENANE: Thanks.

6 You can come up too, Bart, if you
 7 want. Give her moral support.

8 MR. BART PLANK: My jacket, it went to Oregon,
 9 so I apologize for that.
 10 (Laughter.)

11 MS. JESSICA AKAH: Hi. Thank you so much for
 12 having us. We are very hopeful that this will allow
 13 us to expand on our business model and be able to
 14 provide more memory care services to even more --
 15 more of our population.

16 We're finding that -- we do manage the
 17 Autumn Leaves, and over a period of time our
 18 residents have to move on because they run out of
 19 funds. And we're hoping that the nonprofit will be
 20 able to set up a system to allow for those residents
 21 to -- to age in place and stay with us to the end of
 22 life, and that we'll be able cover the costs for
 23 those residents that no longer have the financial
 24 means to do that.

1 And then we'll also -- the nonprofit
 2 continue to provide research and support to the
 3 Alzheimer's Association and other research for
 4 dementia care as well.

5 MR. BART PLANK: And I would just also
 6 reiterate the gentleman from Columbia's comments, Pam
 7 and the staff have been outstanding. We've been
 8 working very quickly on the transaction, and we
 9 really appreciate the Authority's cooperation and
 10 hard work to make this transaction happen for Memory
 11 Care Foundation.

12 MCCOY: Jessica, you know, you did a great job
 13 explaining your family's background and the scope
 14 that you've been involved in. It might be good if
 15 you could just go through that for the Committee --
 16 or for the Board at large.

17 MS. JESSICA AKAH: Sure.
 18 We started about 20 years ago
 19 providing stand-alone memory care back in the 1990s
 20 in Dallas, Texas. We found there was a strong need
 21 for stand-alone memory care. Before that it was
 22 mostly assisted living. Independent living and
 23 memory care was kind of an afterthought, and they had
 24 to be more of a small, enclosed area whereas our

1 communities are all the same. We have the same
 2 standard footprint, about 24,000 square feet, where
 3 our residents can wander, they can move, they have
 4 outdoor space. And we really create home-like
 5 environment for them.

6 We have found with this model that it
 7 actually helps improve our resident's condition.
 8 They come from home, and they actually -- we see an
 9 improvement. They are able to have -- get more
 10 exercise, more social. We are able to monitor their
 11 medications; we have 24-hour care, great programming.

12 And over the 20 years we've evolved.
 13 We stay ahead of the research with our programming to
 14 make sure that we are providing that best -- best
 15 care to our residents.

16 My family, we -- we just have a real
 17 passion for this. I'm a licensed clinical social
 18 worker. It was a natural fit for me to help grow my
 19 family business. I went to the University of
 20 Chicago, and when we were in the Dallas -- we have
 21 about seven to eight communities there -- we decided
 22 to come to Chicago.

23 So I helped start those start those
 24 communities here; started the day-to-day operations

1 running as a executive director for one of our
 2 communities. And really just helped us grow.
 3 Now we are in about six states, and we
 4 have about 50 communities. And we really are able to
 5 keep that family feel. Since we are small -- our
 6 units are -- our community is about 46 to 54 units.
 7 I personally know the executive directors at all of
 8 our communities and the staff. And we really are
 9 able to create that family feel throughout the
 10 country.

11 CHAIRMAN ANDERBERG: Okay. Thank you.

12 FLETCHER: With that said, does any Member have
 13 any questions or comments?

14 (No response.)

15 FLETCHER: Moving along next to Item 4,

16 Washington and Jane Smith Community - Orland Park
 17 doing business as Smith Crossing. Pardon me for a
 18 second. Yes, Item 4.

19 Item 4 is a 501(c)(3) Bond request.

20 Staff requests approval of a one-time Final Bond

21 Resolution for Washington and Jane Smith Community -

22 Orland Park doing business as Smith Crossing in a
 23 not-to-exceed amount of \$60 million.

24 Bond Proceeds will be used to pay or

1 reimburse the Borrower for the costs of constructing,
 2 renovating, remodeling, and equipping certain
 3 facilities of the Borrower, including construction of
 4 a new wing connected to the main building on the
 5 Borrower's campus. Proceeds will also be used to
 6 refund all or a portion of the Series 2013A Bonds and
 7 Series 2013B Bonds issued by the Authority on behalf
 8 of the Borrower.

9 A portion of the proceeds may be used
 10 to pay a portion of the interest on its 2018 Bonds,
 11 fund a debt service reserve fund, and/or pay certain
 12 costs of issuance.

13 Does any Member have any questions or
 14 comments?

15 (No response.)

16 FLETCHER: Moving on next to Item 5,
 17 Resolutions [sic].

18 Item No. 5 is a Resolution concerning

19 procurement. This Resolution authorizes the

20 procurement of an investment management services

21 provider to replace an existing contract, which is

22 expiring in December. It also authorizes the

23 amendment of our two current financial advisor

24 contracts, extending the term and increasing the

1 contract amount of each, to ensure continued services
2 while we carry out the RFP for new financial advisor
3 contracts.
4 Does any Member have any questions or
5 comments?
6 CHAIRMAN ANDERBERG: Okay. Thank you, Brad.
7 I'd like to request a motion to pass
8 and adopt the New -- following Business Items: 2, 3,
9 4, and 5.
10 Is there such a motion?
11 GOETZ: So moved.
12 CHAIRMAN ANDERBERG: A motion; and a second?
13 MR. POOLE: Second.
14 CHAIRMAN ANDERBERG: And a second.
15 Will the Assistant Secretary please
16 call the roll?
17 FLETCHER: On the motion and second, I'll call
18 the roll.
19 Mr. Goetz?
20 GOETZ: Yes.
21 FLETCHER: Mr. Heller?
22 HELLER: Yes.
23 FLETCHER: Ms. Juracek?
24 JURACEK: Yes.

1 FLETCHER: Mr. McCoy?
2 MCOY: Yes.
3 FLETCHER: Mr. Murphy?
4 MURPHY: Yes.
5 FLETCHER: Mr. Obernagel?
6 OBERNAGEL: Yes.
7 FLETCHER: Mr. Poole?
8 POOLE: Yes.
9 FLETCHER: Ms. Smoots?
10 SMOOTS: Yes.
11 FLETCHER: Mr. Zeller?
12 ZELLER: Yes.
13 FLETCHER: And Mr. Chairman?
14 CHAIRMAN ANDERBERG: Yes.
15 FLETCHER: Mr. Chairman, the motion carries.
16 Next is Item No. 6. Item No. 6 is a
17 Status Report on our Transformation Initiative and is
18 a subject-matter-only item. No vote will be taken
19 with respect to this item. It's for discussion
20 purposes only.
21 MEISTER: Thank you, Mr. Fletcher.
22 Ten months ago, we learned that the
23 2017 federal tax legislation sought to eliminate
24 Conduit Bonds, our primary tool here at the

1 Authority. Promoting job creation and enhancing the
 2 quality of life for the people of Illinois is our
 3 public mission. While Conduit Bonds survived, we
 4 never again wanted to risk our mission on a single
 5 tool.

6 So we looked at what needed doing in
 7 our state. We looked at our strengths, our revenues,
 8 our balance sheet, and our strategic plan; and we
 9 provided opportunities for our team. We added -- and
 10 we also added talent. The result is the
 11 Transformation Initiative, and it is a growth and
 12 impact strategy for the Authority.

13 There is a PowerPoint on Tab 6, but
 14 we're just going to be using the headlines in order
 15 to move the presentations along.

16 Mr. Fletcher?

17 FLETCHER: Thank you, Chris. The first program
 18 in development we'll be discussing today is the

19 Authority's Commercial Property Assessed Clean Energy
 20 program, otherwise known as C-PACE. This is very
 21 briefly covered in pages 4 through 6 of your
 22 PowerPoint.

23 Starting with page 4, as a reminder,
 24 local governments became authorized in August 2017 to

1 issue bonds on a conduit basis for any commercial
 2 property owner that voluntarily makes energy
 3 efficiency, renewable energy, or water conservation
 4 improvements to his or her property.
 5 A special assessment is then
 6 voluntarily recorded, and the commercial property
 7 owner then repays the bond through the property tax
 8 system of the local government.

9 Because the lien is senior to any
 10 outstanding commercial mortgage that the
 11 commercial-property owner may have, the C-PACE
 12 financing terms are more aligned with the useful life
 13 of the energy improvements because it is therefore
 14 senior to the commercial mortgage that is
 15 outstanding.

16 Turning to page 5, which will be the
 17 next slide -- I don't know if you wanted to move
 18 along there. Okay.

19 Turning to page 5, you recall this
 20 past February this body here adopted a resolution to
 21 assist local governments with C-PACE financing due
 22 to, at the time, six months of failed implementation
 23 of the legislation that was adopted in August of
 24 2017.

1 Our efforts resulted in various
 2 legislative improvements in Springfield that were
 3 introduced in April. They were ultimately signed
 4 into law by the governor last month, as the --
 5 Executive Director Message refers to.

6 These improvements are reflective of
 7 the State support model we have developed so local
 8 governments can use the Authority to issue bonds
 9 cheaper, faster, and overall more efficiently for
 10 commercial-property owners due to our existing
 11 business model as a body politic and corporate of the
 12 State.

13 To stand up this program, the
 14 Authority is working on standardized bond documents
 15 reflective of Illinois law and is essentially
 16 undertaking an educational tour to promote C-PACE
 17 with local governments.

18 As you'll see on page 6, which is the
 19 next slide, several local governments have initiated
 20 development of PACE programs as a result of our
 21 efforts. And we have been coordinating weekly
 22 implementation calls, conference calls, with them to
 23 standardize the Illinois market. We are also
 24 actively engaged in other counties in northeastern

1 Illinois as well at this time.
 2 In terms of market share, just for a
 3 point of reference, approximately \$493 million in
 4 projects have been financed nationally through
 5 Commercial Property Assessed Clean Energy programs,
 6 according to the U.S. Department of Energy as of last
 7 October. So while this is still an emerging asset
 8 class, bringing Illinois online, in particular the
 9 Chicagoland metropolitan area, will only play a
 10 pivotal role in seeing those numbers go higher.

11 I have much more extensive slides
 12 available for your perusal, which we already offer on
 13 our website and actually share very regularly. So
 14 I'll pass those out at the end of the meeting.

15 Are there any questions on C-PACE?

16 (No response.)

17 FLETCHER: Okay. Thank you.

18 LUBOFF: Good morning, ladies and gentlemen.

19 It is my pleasure to report on the progress to date
 20 and current status of the Authority's rejuvenated

21 Participation Loan Program.

22 The program is now well established
 23 with all marketing, application, and administrative
 24 documentation in place and posted on the Authority's

1 website. Robust funding sources have been confirmed
 2 with the governor's signing of State [sic] Bill 43.
 3 Our initial marketing efforts quickly
 4 achieved success, with 12 financial institutions
 5 enrolling as participating lenders. These
 6 relationships have already generated four
 7 participations involving over \$878,000 in Authority
 8 commitments, with two other projects, both veteran
 9 owned, comprising about \$831,000 in new commitments
 10 within our current pipeline.
 11 Going forward, as you know, I've been
 12 contracted to provide ongoing support and continuity
 13 for the soon-to-be-hired vice president of loans and
 14 guaranties. Such support will be in the form of
 15 continuous training, market introductions, marketing
 16 support, deal production, and loan servicing and
 17 administration.

18 The new Participation Loan team will
 19 also provide support for the Authority's planned
 20 PACE-related activities. I will be glad to answer
 21 any questions you may have.

22 (No response.)

23 LUBOFF: Thank you very much.

24 LENANE: Board Members and Mr. Chairman, the

1 Healthcare Transformation Initiative Status.
 2 We developed two programs -- let's
 3 see. Going to give me my next slide? No. Oh, I
 4 talk. No slide. Okay.
 5 One is the Asset Purchase Program that
 6 we've been trying to talk people -- you know, been
 7 marketing, but we haven't gotten any takers yet.
 8 It's going to take a long time to develop the Asset
 9 Purchase Program.
 10 First we have to find a hospital that
 11 needs to turn a taxable project into a tax-exempt
 12 project. And -- and I'm currently talking with four
 13 different hospitals about doing this, but it's going
 14 to take a way to get them to accept this concept.
 15 And then I think once somebody does -- it's like
 16 anything: Once someone does it, everybody else will
 17 follow suit and say, "Oh. That looks good."
 18 So that program, while I think it --
 19 it certainly will have legs, it just doesn't have
 20 them right now.
 21 Then we also revamped the old -- oh,
 22 Equipment Financing [sic] Program. We call it the
 23 Mid-Term Capital Program. And I've discussed this
 24 with many people, why I can't get people to borrow

1 under this: Because interest rates are low, it's a
 2 short-term loan. And this is the only lender -- it's
 3 underwritten by Bank of America, Merrill Lynch --
 4 that will underwrite software, IT. And, as we know,
 5 there's no there, there, with IT. You can't go in
 6 and repossess it; it's not like an MRI machine. You
 7 loan the money, you come in, you get it if they don't
 8 pay.

9 But it just may be that the ex- -- the
 10 rates between tax-exempt and taxable aren't
 11 attractive enough right now. But I think as rates
 12 rise, the popularity of the program should also rise.

13 But, despite that, the good news is,
 14 with regard to our traditional core healthcare and
 15 senior living bond programs, our pipeline has really
 16 improved. And I'm on target to beat the first
 17 half -- my first-half estimate for the 2019 budget by
 18 November. So that's good, and hopefully -- it's
 19 still very difficult at this time of year to see what
 20 people are going to do in the beginning of the next
 21 year because they're talking about it at the
 22 hospitals or the senior living, but we have to find
 23 out what's happening.

24 I do think there's some room in the

1 bank private placements because those will be coming
 2 due -- the five-year ones will be coming due from --
 3 that we did. And so those might convert into -- they
 4 could be -- they could be refunded, so -- because
 5 they're coming due.

6 And I'm going to the Ziegler
 7 Conference this evening, where I usually see all of
 8 our borrowers in the senior living space to find out
 9 what they're up to. So things aren't as bleak as I
 10 thought they were going to be.

11 MR. BILL ATWOOD: Mr. Chairman, Members of the
 12 Authority, good morning.

13 One of the biggest problems
 14 confronting state policymakers is Illinois' unfunded
 15 pension liability. Their second toughest issue is
 16 the State's crumbling infrastructure. The Public
 17 Infrastructure Fund, or PIF, would address both
 18 challenges, not through a public-private partnership
 19 but rather through a public-public partnership
 20 between instrumentalities of government and public
 21 pension funds.

22 The State as well as its
 23 municipalities own billions of dollars worth of
 24 public infrastructure assets across Illinois. These

1 assets include office buildings, cellular towers,
 2 parking garages, and other underutilized and
 3 undervalued facilities. Those facilities are carried
 4 on public budgets as costs -- annually budgeted costs
 5 of upkeep and maintenance. Public officials are
 6 therefore incentivized to minimize those costs with
 7 little consideration to the value of the underlying
 8 assets.

9 Through implementation of the PIF,
 10 those policymakers will have the option of
 11 transferring such assets at fair market value to
 12 their pension systems. In so doing, policymakers
 13 will be increasing the pension assets supporting the
 14 retirement systems while reducing the system's
 15 unsustainable levels of unfunded liability. Further
 16 the retirement systems would be duty bound to
 17 maximize and increase the value of those assets and
 18 enhance their utility to the public.

19 In the PIF, the Authority is providing
 20 a public solution to a public problem while being
 21 sensitive to the needs and aspirations of all
 22 stakeholders. Confronted with challenges that cannot
 23 be overstated, policymakers will be provided one more
 24 policy tool, another arrow in their quiver, to

1 address this very difficult problem.
 2 I will be available to talk to you
 3 after the meeting if you have any questions.
 4 Thank you.

5 MS. LISA BONNETT: Good morning, Mr. Chairman
 6 and Board Members. My name is Lisa Bonnett, and I am
 7 developing financing tools for local government water
 8 utilities, to invest in green infrastructure storm
 9 water management systems and in revenue generating
 10 projects such as energy efficiency upgrades and
 11 resource recovery systems. Generally these types of
 12 projects are not funded through the traditional SRF
 13 loan program.

14 Many Illinois communities are
 15 obligated under the Clean Water Act to reduce storm
 16 water pollution and sewage overflows, which can occur
 17 with heavy rains. Addressing this problem with
 18 traditional water infrastructure is expensive. As a
 19 result, many cities are looking to green
 20 infrastructure, such as green roofs, course pavement,
 21 and street plantings, which all absorb rainwater
 22 where it falls, as a cost-effective way to control
 23 pollution and flooding.

24 Water utilities are also -- require

1 financing for energy efficiency and renewable energy
 2 projects. Energy cost at a water utility consumes
 3 approximately 30 percent of their annual budget. And
 4 many local utilities are investing in equipment
 5 upgrades and renewable energy systems as a means to
 6 reduce energy consumption and to reduce cost to
 7 ratepayers.

8 As a means to getting started with
 9 this initiative, IFA is currently partnering with the
 10 Illinois Clean Energy Community Foundation and the
 11 Metropolitan Water Reclamation District to provide
 12 financing for local government match requirements
 13 under the respective net-zero energy wastewater
 14 treatment plant grants and community green
 15 infrastructure grants.

16 IFA will utilize a knowledge gain from
 17 working with these partners to develop a core
 18 business in water financing for green infrastructure
 19 and energy projects that will work in concert with
 20 the SRF program.

21 IFA is also investigating the
 22 feasibility of a storm water tax credit trading
 23 program to incentivize investment in green
 24 infrastructure; in developing financial tools for

1 pre-disaster resiliency investments; and for reducing
 2 agriculture runoff, which is a major contributor to
 3 blue-green algae growth.

4 In the near term, IFA will continue to
 5 work with our partners, and will engage other
 6 stakeholders and industry representatives to further
 7 define local government water infrastructure
 8 financing needs and to gain input on developing these
 9 financing tools.

10 The IFA will also explore
 11 opportunities to strengthen our financial roles and
 12 responsibilities under the SRF program to ensure a
 13 sure a seamless process for the water utilities.

14 Thank you. I am happy to answer any
 15 questions.

16 CHAIRMAN ANDERBERG: Thank you.

17 MR. TOM MORSCH: Good morning. My name is Tom
 18 Morsch, and I'm working on the Public-Private
 19 Partnership Initiative as part of the transformation
 20 plan.

21 Over 30 states in the United States
 22 have P3 programs or alternative financing programs
 23 that are deployed at the state level, usually housed
 24 within the DOTs of the various states.

1 Illinois has some legislation for IDOT
 2 to pursue those programs, but there's no legislation
 3 that is in place to help local governments access
 4 these kinds of alternative financing mechanisms. The
 5 City of Chicago has done it on some notable, maybe
 6 infamous and -- infamy on a couple of occasions, but
 7 the program here we are proposing is that IFA would
 8 become the authorized and the coordinator of
 9 providing technical advice to local governments and
 10 state agencies to access alternative financing, to
 11 meet the infrastructure gap by bringing private
 12 sector capital and private sector expertise to the
 13 table.
 14 The objective would be for IFA to be
 15 that kind of pooling, centralized location for
 16 governments to do that, with a number of guiding
 17 principles including increased transparency, allowing
 18 for public ownership of assets, and preserving
 19 employment and economic development opportunities
 20 throughout the state.
 21 So this is an exciting new program
 22 that we're investigating, and hopefully we will be
 23 successful as we continue forward.
 24 Happy to answer any questions.

1 CHAIRMAN ANDERBERG: Okay.
 2 MR. MALCOLM SIMMONS: Good morning, Board
 3 Members, Chairman Anderberg. My name's Malcolm
 4 Simmons. I'm here to talk to you about the new
 5 federal tool that was passed through the tax jo- --
 6 excuse me -- Tax Jobs Act [sic] of 2017 called
 7 Opportunity Zones. Opportunity Zones are targeted
 8 tools designed to enhance attractiveness of long-term
 9 investments in 327 census tracks across Illinois,
 10 designated by the governor.
 11 The Opportunity Zone program provides
 12 two things: Number one, specified deferral of capital
 13 gains on sale of all Opportunity Zone investments.
 14 And, number two, graduated step-ups in cost basis of
 15 real estate as the lengths of investors' holding
 16 period and invest- -- opportunities on investments
 17 increase.
 18 Both Opportunity Zone investment
 19 benefits serve to reduce and defer tax on capital
 20 gains. The incentives for an investor to hold an
 21 Opportunity Zone property increase as the investor's
 22 hold period lengthens beyond five-, seven-, and
 23 ten-year benchmarks. So this is very exciting for
 24 both investors of all kinds and low-income

1 communities all over the state.

2 The Governor's Office has already

3 asked the Authority to take part in a multi-agency

4 education effort for local decision makers. The tool

5 that we made -- that, we think, at this time may best

6 compliment Opportunity Zones could be our C-PACE

7 initiative that Brad talked about earlier. But of

8 course we will keep you guys updated as things

9 continue to develop.

10 Thank you.

11 MS. SARAH MANKOWSKI: Good morning, Members of

12 the Board. My name is Sarah Mankowski, and I have

13 been supporting the IFA on a variety of human

14 resource initiatives, including talent acquisition.

15 We know one key to achieving the

16 transformation is ensuring we have the right talent

17 to support the direction outlined in the strategic

18 plan. To that end, we've created a fair and

19 objective selection process to recruit new talent

20 that is both compliant with our current regulatory

21 environment and also has produced highly qualified

22 candidates who have the skills, capacity, and

23 experience to perform the work outlined.

24 In addition we're finding that

1 candidates are attracted to the mission and the

2 purpose of the IFA. We're focused on creating a

3 compelling employer brand for the IFA, which will

4 allow us to continue to get great talent in the

5 marketplace.

6 We have interviews planned for two

7 open positions the week of September 24th. One of

8 those positions is the VP of loans and guarantees

9 that Stan mentioned. We have an additional four open

10 positions, which we look to fill before the end of

11 the fiscal year. Two of those positions are

12 entry-level analyst positions that we hope can

13 continue to build the leadership pipeline at the IFA.

14 We will carefully add needed talent as we continue to

15 grow, as well as look for ways to develop and grow

16 our existing talent.

17 Thank you.

18 CHAIRMAN ANDERBERG: Thank you.

19 If I may make a comment from a year

20 ago, the experience we had -- which was completely

21 out of our hands -- in looking at the scope under our

22 statute of the IFA's capability, it's -- this is

23 really encouraging and great to see. And I'd like to

24 commend the staff for what you've done and for the

1 additions we have made and what they're doing.
2 I think the IFA's going to play a
3 larger role in the economic vitality of the State and
4 in improving the financial condition. And this is a
5 great start. So thank you.
6 Financial Reports?
7 MS. TIFFANY MCCOY: Good morning, Mr. Chairman
8 and Members of the Board. My name is Tiffany McCoy,
9 and today I will be presenting the financial
10 highlights of Fiscal Year 2019. A copy of the
11 Financial Reports and Audit Memo can be found in your
12 folders.
13 Total annual revenues are \$514,000 and
14 are \$135,000, or 20.8 percent, lower than budget
15 primarily due to lower closing fees.
16 In July revenues totaled \$276,000. In
17 August revenues totalled \$238,000.
18 Total annual expenses are \$574,000 and
19 are \$253,000, or 30.6 percent, lower than budget,
20 which was mostly driven by below-budget spending on
21 professional services.
22 In July, expenses totaled \$268,000.
23 In August expenses totaled \$305,000. In summary,
24 overall, the IFA's negative net income is \$120,000

1 lower than the projected budget that was presented in
2 June of 2018.
3 The local government made its
4 interest-only payments on August 1st totaling
5 \$245,000. We received one fire truck payment of
6 \$23,000. The other loan payments are due on
7 November 1st.
8 The Fire Marshall anticipates
9 additional loan disbursements for the Fire Truck and
10 Ambulance Revolving Loan Program to occur in June of
11 2019.
12 As of June 30th, the Illinois
13 Environmental Protection Agency disbursed about
14 \$468,000 [sic] or 80 percent, of the Clean Water
15 Series 2017 Bond Proceeds.
16 Are there any questions?
17 FRAMPTON: \$468 million.
18 MS. TIFFANY MCCOY: Million. Yes.
19 The Central Manag- -- okay. Now, I'm
20 going to move on to Audit.
21 So The Central Management Services --
22 or CMS -- Bureau of Internal Audit -- or BIA --
23 completed its self-assessment with independent
24 validation report, external quality assurance report.

1 The Authority is pleased to report the
 2 State Internal Audit Advisory Board met on July 10th
 3 and accepted the results of this report. To date the
 4 CMS BIA has issued three internal audit reports to
 5 the Authority. The Authority has accepted two
 6 findings, one immaterial finding, and five auditor
 7 observations from the CMS BIA.

8 The Authority is currently working to
 9 implement its corrective action plan. The Authority
 10 has integrated the auditor's suggestions to improve
 11 its internal control processes over financial
 12 reporting. The Authority is in the process of
 13 reporting these efforts to the Audit Plus Committee.
 14 The Authority has one open IT security
 15 practices internal audit. The entrance conference
 16 was held on August 24th. The internal auditors have
 17 submitted a documents request, and the Authority is
 18 working to provide this information.

19 The Legislative Audit Commission, or
 20 LAC, is requesting an update on the Fiscal Year 2016
 21 and Fiscal Year 2017 compliance examination findings.
 22 The responses are due to the LAC on September 27th.
 23 The Authority is currently working to prepare the
 24 responses to the LAC.

1 The external auditors, RSM, will be
 2 returning to the Authority on September 24th to begin
 3 the second phase of fieldwork. The Office of the
 4 Auditor General has provided an estimated agency
 5 billing for the Fiscal Year 2018 Financial Audit
 6 Examination in the amount of \$158,000. This billing
 7 is anticipated to take place in May of 2019.

8 Are there any questions?
 9 (No response.)

10 CHAIRMAN ANDERBERG: Okay. Great job. Thank
 11 you.

12 No further questions? Hearing none,
 13 I'd like to request a mo- --

14 MEISTER: Wait.

15 CHAIRMAN ANDERBERG: Oh. You need to do
 16 Procurement?

17 MEISTER: Yeah. I'm sorry.

18 CHAIRMAN ANDERBERG: That's okay. One second.
 19 One second.

20 Hearing none, I'd like to request a
 21 motion to accept the Financial Reports.

22 Is there such a motion?

23 MR. OBERNAGEL: I'll make a motion,
 24 Mr. Chairman.

1 CHAIRMAN ANDERBERG: We have a motion.
2 Do we have a second?
3 MCOY: Second.
4 CHAIRMAN ANDERBERG: And a second.
5 All those in favor?
6 (Chorus of ayes.)
7 CHAIRMAN ANDERBERG: Opposed?
8 (No response.)
9 CHAIRMAN ANDERBERG: The ayes have it.
10 Procurement.
11 FRANZEN: Good morning, Mr. Chairman, Members
12 of the Board.
13 We are extending the two current
14 financial advisor contracts while the staff continues
15 to work on the RFP for the financial advisory
16 services. The items on page 1 of the Procurement
17 Report support Authority operations, and the
18 remainder of the report includes expiring projects --
19 projects for this calendar year.
20 We received Executive Order 2018-07
21 late last night, entitled Executive Order to Ensure
22 Representative Contracting in State Procurement. As
23 we learn more, we'll keep you updated on the impacts
24 to the IFA.

1 Any questions?
2 (No response.)
3 FRANZEN: Thank you.
4 CHAIRMAN ANDERBERG: Okay. Thank you.
5 Does anyone have -- wish to make any
6 additions, edits or corrections from the Minutes from
7 August 14th?
8 (No response.)
9 CHAIRMAN ANDERBERG: Hearing, none, I'd like to
10 request a motion to approve the minutes.
11 Is there such a motion?
12 GOETZ: So moved.
13 CHAIRMAN ANDERBERG: We have a motion.
14 Do we have a second?
15 JURACEK: Second.
16 CHAIRMAN ANDERBERG: And a second.
17 All those in favor?
18 (Chorus of ayes.)
19 CHAIRMAN ANDERBERG: Opposed?
20 (No response.)
21 CHAIRMAN ANDERBERG: The ayes have it.
22 Is there any other business to come
23 before the Members?
24 (No response.)

1 CHAIRMAN ANDERBERG: Hearing none, I'd like to
2 request a motion to excuse the absences of Members
3 unable to participate today.
4 Is there such a motion?
5 MCCOY: So moved.
6 POOLE: Second.
7 CHAIRMAN ANDERBERG: We have a motion and a
8 second.
9 All those in favor?
10 (Chorus of ayes.)
11 CHAIRMAN ANDERBERG: Opposed?
12 (No response.)
13 CHAIRMAN ANDERBERG: The ayes have it.
14 CHAIRMAN ANDERBERG: Okay. Is there any matter
15 for discussion in Closed Session?
16 MEISTER: Yes, Mr. Chairman.
17 We now have the opportunity for the
18 Members to enter into Closed Session pursuant to
19 Section 2(c)(11) of the Illinois Open Meetings Act,
20 to discuss litigation involving the Authority, which
21 has been filed and is currently pending in Illinois
22 State Court.
23 Upon a vote by the Members of the
24 Authority to enter closed session, I would like

1 everyone in attendance outside of the Board Members
2 and key members of the staff, Elizabeth Weber, Ryan
3 Oechsler, and Rich Frampton, and myself; everyone but
4 the Members and those folks to please exit -- exit
5 the room.
6 I will also note for those in
7 attendance via the audio line that the line will be
8 terminated during the Closed Session. We've received
9 no requests from Members unable to attend to call in.
10 After your connection is terminated, you may well
11 call back in, and wait for the line to be reopened,
12 and re-enter open session.
13 Just a couple of other items of
14 housekeeping under the Illinois Open Meetings Act, no
15 decisions will be made or voted upon in the Closed
16 Session. It is only a discussion-purpose-only. And
17 then I did want to mention outside counsel Tim
18 Hinchman -- raise your hand, Tim -- and Bruce
19 Weisenthal -- please raise your hand, will also be
20 joining the Members in Closed Session.
21 Any questions?
22 (No response.)
23 CHAIRMAN ANDERBERG: Okay. Is there a motion
24 to enter into Closed Session, pursuant to Section

1 2(c)(11) of the Illinois Open Meetings Act, to
2 discuss the items described by Executive Director
3 Meister?
4 GOETZ: So moved.
5 MR. OBERNAGEL: Second.
6 CHAIRMAN ANDERBERG: A motion and a second.
7 Will the Assistant Secretary please
8 call the roll?
9 FLETCHER: Certainly. On the motion and
10 second, I'll call the roll.
11 Mr. Goetz?
12 GOETZ: Yes.
13 FLETCHER: Mr. Heller?
14 HELLER: Yes.
15 FLETCHER: Ms. Juracek?
16 JURACEK: Yes.
17 FLETCHER: Mr. McCoy?
18 MCGOY: Yes.
19 FLETCHER: Mr. Murphy?
20 MURPHY: Yes.
21 FLETCHER: Mr. Obernagel?
22 OBERNAGEL: Yes.
23 FLETCHER: Mr. Poole?
24 POOLE: Yes.

1 FLETCHER: Ms. Smoots?
2 SMOOTS: Yes.
3 FLETCHER: Mr. Zeller?
4 ZELLER: Yes.
5 FLETCHER: And Mr. Chairman?
6 CHAIRMAN ANDERBERG: Yes.
7 FLETCHER: Mr. Chairman, the Authority may now
8 enter Closed Session.
9 CHAIRMAN ANDERBERG: Okay.
10 MEISTER: Could you note the time,
11 Mr. Fletcher?
12 FLETCHER: Certainly. The time is 9:18 a.m. --
13 10:18 a.m.
14 (Whereupon the IFA Regular
15 Open Meeting moved into
16 Closed Session.)
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1 (Whereupon the IFA Regular
2 Open Meeting returned to
3 Open Session.)
4 CHAIRMAN ANDERBERG: Will the Assistant
5 Secretary please call the roll to confirm the return
6 to open session?
7 FLETCHER: Certainly. And before I do, I will
8 note for the record that Members Obernagel and Poole
9 exited the public meeting at 10:19 a.m. before we
10 entered into closed session.
11 The current time is 10:49 a.m. I'll
12 call the roll of the members physically present.
13 FLETCHER: Mr. Goetz?
14 GOETZ: Yes.
15 FLETCHER: Mr. Heller?
16 HELLER: Here.
17 FLETCHER: Ms. Juracek?
18 JURACEK: Yeah. Here.
19 FLETCHER: Mr. McCoy?
20 MCCOY: Yes.
21 FLETCHER: Mr. Murphy?
22 MURPHY: Yes.
23 FLETCHER: Mr. Obernagel?
24 OBERNAGEL: (No response.)

1 FLETCHER: Mr. Poole?
2 POOLE: (No response.)
3 FLETCHER: Neither is here.
4 Ms. Smoots?
5 SMOOTS: Here.
6 FLETCHER: Mr. Zeller?
7 ZELLER: Here.
8 FLETCHER: And Mr. Chairman?
9 CHAIRMAN ANDERBERG: Here.
10 FLETCHER: Mr. Chairman, we retain a quorum.
11 CHAIRMAN ANDERBERG: Okay. Thank you.
12 Do you want to --
13 MEISTER: Oh, yeah. I'm sorry.
14 Pursuant to 5 ILCS 120/2(e), I will
15 now give a public recital of the matter discussed in
16 Closed Session.
17 The discussion concerned certain
18 litigation against the Authority, which has been
19 filed and is currently pending in the Illinois state
20 court.
21 Thank you.
22 CHAIRMAN ANDERBERG: Thank you.
23 Okay. The next regularly scheduled
24 meeting will be October 9th.

1 I'd like to request a motion to
2 adjourn.
3 There such a motion?
4 (Chorus of so moveds.)
5 CHAIRMAN ANDERBERG: A lot of motions there.
6 Is there a second?
7 McCOY: Second.
8 CHAIRMAN ANDERBERG: There. I'll take that.
9 All those in favor?
10 (Chorus of ayes.)
11 CHAIRMAN ANDERBERG: Opposed?
12 (No response.)
13 CHAIRMAN ANDERBERG: The ayes have it.
14 Thank you.
15 FLETCHER: The time is 10:50 a.m.
16 (Whereupon the above
17 matter was adjourned.)
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ILLINOIS FINANCE AUTHORITY
VOICE VOTE
SEPTEMBER 11, 2018 AGENDA OF THE REGULAR MEETING OF THE MEMBERS
ADOPTED

September 11, 2018

10 YEAS

0 NAYS

0 PRESENT

E	Bronner	Y	Juracek	E	O'Brien
E	Fuentes	E	Knox	Y	Poole
Y	Goetz	Y	McCoy	Y	Smoots
Y	Heller	Y	Murphy	Y	Zeller
E	Horne	Y	Obernagel	Y	Mr. Chairman

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION 2018-0911-TE1A
501(c)(3) REVENUE BOND – EDWARD-ELMHURST HEALTHCARE (TAX-EXEMPT)
FINAL (ONE-TIME CONSIDERATION)
PASSED

September 11, 2018

9 YEAS

0 NAYS

0 PRESENT

E	Bronner	Y	Juracek	E	O'Brien
E	Fuentes	E	Knox	Y	Poole
NV	Goetz	Y	McCoy	Y	Smoots
Y	Heller	Y	Murphy	Y	Zeller
E	Horne	Y	Obernagel	Y	Mr. Chairman

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY
 ROLL CALL
 RESOLUTION 2018-0911-TE1B
 501(c)(3) REVENUE BOND – EDWARD-ELMHURST HEALTHCARE (TAXABLE)
 FINAL (ONE-TIME CONSIDERATION)
 PASSED

September 11, 2018

9 YEAS

0 NAYS

0 PRESENT

E	Bronner	Y	Juracek	E	O'Brien
E	Fuentes	E	Knox	Y	Poole
NV	Goetz	Y	McCoy	Y	Smoots
Y	Heller	Y	Murphy	Y	Zeller
E	Horne	Y	Obernagel	Y	Mr. Chairman

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY
 ROLL CALL
 RESOLUTION 2018-0911-TE02
 501(c)(3) REVENUE BOND – ROOSEVELT UNIVERSITY
 FINAL (ONE-TIME CONSIDERATION)
 PASSED*

September 11, 2018

10 YEAS

0 NAYS

0 PRESENT

E	Bronner	Y	Juracek	E	O'Brien
E	Fuentes	E	Knox	Y	Poole
Y	Goetz	Y	McCoy	Y	Smoots
Y	Heller	Y	Murphy	Y	Zeller
E	Horne	Y	Obernagel	Y	Mr. Chairman

* – Consent Agenda

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY
 ROLL CALL
 RESOLUTION 2018-0911-TE03
 501(c)(3) REVENUE BOND – TMCF I, LLC
 FINAL (ONE-TIME CONSIDERATION)
 PASSED*

September 11, 2018

10 YEAS

0 NAYS

0 PRESENT

E	Bronner	Y	Juracek	E	O'Brien
E	Fuentes	E	Knox	Y	Poole
Y	Goetz	Y	McCoy	Y	Smoots
Y	Heller	Y	Murphy	Y	Zeller
E	Horne	Y	Obernagel	Y	Mr. Chairman

* – Consent Agenda

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY
 ROLL CALL
 RESOLUTION 2018-0911-TE04
 501(c)(3) REVENUE BOND – WASHINGTON AND JANE SMITH COMMUNITY –
 ORLAND PARK D/B/A SMITH CROSSING
 FINAL (ONE-TIME CONSIDERATION)
 PASSED*

September 11, 2018

10 YEAS

0 NAYS

0 PRESENT

E	Bronner	Y	Juracek	E	O'Brien
E	Fuentes	E	Knox	Y	Poole
Y	Goetz	Y	McCoy	Y	Smoots
Y	Heller	Y	Murphy	Y	Zeller
E	Horne	Y	Obernagel	Y	Mr. Chairman

* – Consent Agenda

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY
 ROLL CALL
 RESOLUTION 2018-0911-AP05
 RESOLUTION APPROVING AND CONFIRMING VARIOUS PROCUREMENT MATTERS,
 INCLUDING (I) A REQUEST FOR PROPOSALS FOR INVESTMENT MANAGEMENT
 SERVICE PROVIDERS, (II) A CONTRACT AMENDMENT WITH ACACIA FINANCIAL
 GROUP, INC. (FINANCIAL ADVISORY SERVICES) AND (III) A CONTRACT
 AMENDMENT WITH SYCAMORE ADVISORS, LLC (FINANCIAL ADVISORY
 SERVICES)
 ADOPTED*

September 11, 2018

10 YEAS

0 NAYS

0 PRESENT

E	Bronner	Y	Juracek	E	O'Brien
E	Fuentes	E	Knox	Y	Poole
Y	Goetz	Y	McCoy	Y	Smoots
Y	Heller	Y	Murphy	Y	Zeller
E	Horne	Y	Obernagel	Y	Mr. Chairman

* – Consent Agenda

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY
VOICE VOTE
FINANCIAL REPORTS
ACCEPTED

September 11, 2018

10 YEAS

0 NAYS

0 PRESENT

E Bronner
E Fuentes
Y Goetz
Y Heller
E Horne

Y Juracek
E Knox
Y McCoy
Y Murphy
Y Obernagel

E O'Brien
Y Poole
Y Smoots
Y Zeller
Y Mr. Chairman

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY
VOICE VOTE
AUGUST 14, 2018 MINUTES OF REGULAR MEETING OF THE MEMBERS
ADOPTED

September 11, 2018

10 YEAS

0 NAYS

0 PRESENT

E	Bronner	Y	Juracek	E	O'Brien
E	Fuentes	E	Knox	Y	Poole
Y	Goetz	Y	McCoy	Y	Smoots
Y	Heller	Y	Murphy	Y	Zeller
E	Horne	Y	Obernagel	Y	Mr. Chairman

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY
ROLL CALL
MOTION TO ENTER INTO CLOSED SESSION PURSUANT TO SECTION 2(C)(11) OF THE
ILLINOIS OPEN MEETINGS ACT
APPROVED

September 11, 2018

10 YEAS

0 NAYS

0 PRESENT

E	Bronner	Y	Juracek	E	O'Brien
E	Fuentes	E	Knox	Y	Poole
Y	Goetz	Y	McCoy	Y	Smoots
Y	Heller	Y	Murphy	Y	Zeller
E	Horne	Y	Obernagel	Y	Mr. Chairman

E – Denotes Excused Absence