ILLINOIS FINANCE AUTHORITY

Tuesday, December 11, 2012

AGENDA

COMMITTEE OF THE WHOLE MEETING
9:30 a.m.
IFA Chicago Office
Two Prudential Plaza
180 North Stetson Avenue, Suite 2555
Chicago, Illinois 60601

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

BOARD MEETING
10:30 a.m.
Conference Center
One Prudential Plaza
130 East Randolph Street, Suite 750
Chicago, Illinois 60601

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

AGRICULTURE PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Beginning Farmer Bonds *Final (One-Time Consideration)*						
1	Jordan Ruppert	Swanick Township (Perry County)	$456,055	-	-	JS/LK
TOTAL AGRICULTURE PROJECTS			**$456,055**	-	-	

BUSINESS AND INDUSTRY PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Midwestern Disaster Area Revenue Bonds *Final (One-Time Consideration)*						
2	Practice Velocity Holdings, LLC	Machesney Park (Winnebago County)	$6,000,000	75	16	RF/BF
TOTAL BUSINESS AND INDUSTRY PROJECTS			**$6,000,000**	**75**	**16**	

EDUCATIONAL, CULTURAL, AND NON-HEALTHCARE 501(c)(3) PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds *Preliminary*						
3	Melrose Cooperative Nursery Inc. D/B/A/ The Catherine Cook School	Chicago (Cook County)	$17,500,000	4	50	RF/BF
TOTAL EDUCATIONAL, CULTURAL, AND NON-HEALTHCARE 501(c)(3) PROJECTS			**$17,500,000**	**4**	**50**	

LOCAL GOVERNMENT AND GOVERNMENT PURPOSE PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Government Purpose Facilities Revenue Bonds *Preliminary*						
4	Cubic Transportation Systems Chicago, Inc.	Chicago (Cook County)	$120,000,000	68	N/A	RF/BF
TOTAL LOCAL GOVERNMENT PROJECTS			**$120,000,000**	**68**	-	

HEALTHCARE PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds *Final (One-Time Consideration)*						
5a	Ingalls Health System	Harvey (Cook County)	$90,000,000	N/A	35	PL/NO
Taxable and Tax-Exempt Revenue Bonds and Subordinated Revenue Refunding Bonds *Final (One-Time Consideration)*						
5b	Clare Oaks	Bartlett (Cook County)	$90,000,000	N/A	N/A	PL/NO
TOTAL HEALTHCARE PROJECTS			**$180,000,000**	**-**	**35**	
GRAND TOTAL			**$323,956,055**	**79**	**85**	

RESOLUTIONS

Tab	Action	FM
Resolutions		
6	Resolution for the Benefit of Chicago Academy of Sciences Authorizing the Execution and Delivery of a Bond and Loan Agreement, a Tax Compliance Certificate, and Related Documents; and Approving Related Matters	RF/BF
7	Resolution Authorizing the Execution and Delivery of an Amended and Restated Bond and Loan Agreement in Connection with Illinois Finance Authority Charter School Revenue Bond (LEARN Charter School Project), Series 2011	RF/BF
8	Resolution of Intent requesting an Initial Allocation of Calendar Year 2013 Private Activity Bond Volume Cap in the amount of $75,000,000	CM
9	Resolution appointing the Executive Director of the Illinois Finance Authority for one-year term of office	
10	Resolution to adopt the Report of the Compensation Committee of the Illinois Finance Authority	

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December 11, 2012

TO:	William A. Brandt, Jr., Chairman	Michael W. Goetz, Vice Chairman
	Dr. William Barclay	Terrence M. O'Brien
	Gila J. Bronner	Heather D. Parish
	James J. Fuentes	Mayor Barrett F. Pedersen
	Norman M. Gold	Roger E. Poole
	Lerry Knox	Mordecai Tessler
	Edward H. Leonard, Sr.	Bradley A. Zeller

RE: Message from the Executive Director

Dear Members of the Authority:

Happy Holidays to all of you, to our borrowers and our financial and legal professionals. On behalf of the staff of the Illinois Finance Authority (the "Authority"), we thank all of our Board members for their volunteer public service. On behalf of the entire Authority, we would like to thank our borrowers and the many financial and legal professionals without whom we could not meet our public mission of facilitating viable capital financing and job creation.

A Diverse Agenda

This month, we are pleased to present a diverse agenda of projects. Agriculture, business, elementary education and healthcare capital markets are represented by borrowers such as Mr. Jordan Ruppert, Practice Velocity Holdings, LLC, The Catherine Cook School and Ingalls Health System, respectively.

Cubic Transportation Systems Chicago, Inc. – Facilitating New Transportation Infrastructure

In particular, we point your attention to the Cubic Transportation Systems Chicago, Inc. Project, an important infrastructure and job creation project for the nation's second largest public transportation system, the Chicago Transit Authority (the "CTA"). The Authority and Cubic Transportation Systems Chicago, Inc. are working together to issue an aggregate principal amount of not-to-exceed $120 million in federally tax-exempt bonds.

At this time, the Authority is pleased to present an Inducement Resolution for the benefit of Cubic Transportation Systems Chicago, Inc. which was awarded a contract by CTA to integrate, deliver, operate and maintain the agency's next-generation open payments system that will accept bank cards and, ultimately, mobile phone payments.

Welcome back board members: Bradley A. Zeller and Edward H. Leonard, Sr.

We are very pleased to welcome back two, veteran volunteer Board members of the Authority: Bradley A. Zeller and Edward H. Leonard, Senior. Governor Quinn appointed Mr. Zeller and Mr. Leonard on November 30, 2012. On behalf of the members and the staff of the Authority, we thank you both for your continued commitment to public service and we look forward to working with you again to finance projects that create and retain jobs in our State.

Mr. Zeller and Mr. Leonard now await confirmation by the Illinois Senate along with Mr. Knox and Mr. Tessler, each of whom were appointed on October 5, 2012.

Appointment of the Executive Director

Finally, the annual appointment of the Executive Director is on the agenda. I am grateful for the support of the Board members and the staff over the past year. In calendar year 2013, I look forward to working with all of you to retain and create jobs for Illinois.

Respectfully,

____

Christopher B. Meister
Executive Director

Attachment: Bonds Issued Analyses; Schedule of Debt

Bonds Issued and Outstanding
as of November 30, 2012

Bonds Issued Since Inception of Illinois Finance Authority

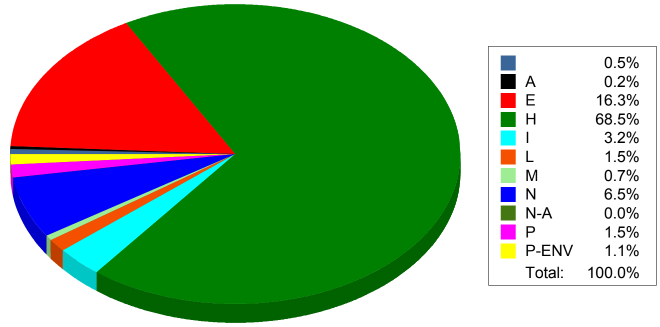
#	Market Sector	Principal Amount ($)
425	Agriculture **	68,610,532
89	Education	4,563,693,100
194	Healthcare *	19,393,691,708
86	Industrial ***	913,116,132
26	Local Government	420,155,000
17	Multifamily/Senior Housing	194,047,900
123	501(c)(3) Not-for Profits	1,854,810,041
11	Exempt Facilities Bonds ***	425,700,000
8	Environmental issued under 20 ILCS 3515/9	326,630,000
979		$ 28,160,454,413

* Includes CCRC's

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

*** Three Peoples Gas bonds moved from Industrial to Exempt Facilities Bonds

Bonds Issued Since Inception



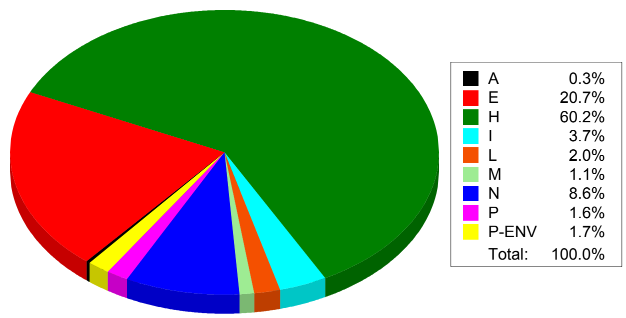
Schedule of Bonds Outstanding by Market Sector
Includes IFA and it's Predecessor Authorities

Market Sector	Amount of Original Issue	Principal Outstanding
Agriculture	269,907,721	81,288,529
Education	6,043,600,730	5,154,767,438
Healthcare *	17,714,103,159	14,995,397,556
Industrial **	1,328,100,218	933,362,113
Local Government	944,278,413	497,162,144
Multifamily/Senior Housing	708,325,396	268,296,430
501(c)(3) Not-for Profits	2,845,666,842	2,141,667,787
Exempt Facilities Bonds **	405,500,000	405,090,000
Environmental issued under 20 ILCS 3515/9	555,195,000	418,539,729
	$ 30,814,677,479	$ 24,895,571,726

* Includes CCRC's

** Three Peoples Gas bonds moved from Industrial to Exempt Facilities Bond

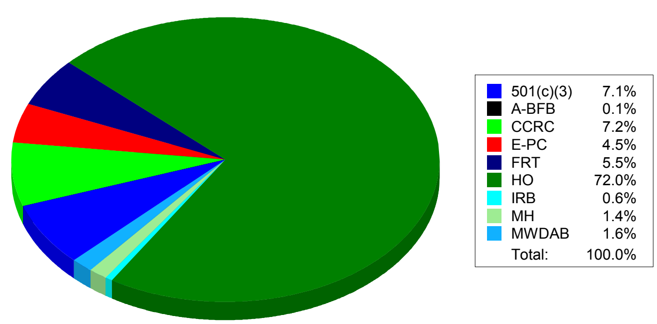
Principal Outstanding by Market Sector



Bonds Issued - Current Fiscal Year

#	Market Sector	Principal Issued
6	Agriculture - Beginner Farmer	1,695,950
3	Education	61,460,000
6	Healthcare - Hospital	982,530,000
1	Healthcare - CCRC	98,500,000
2	Industrial Revenue	8,112,280
2	Midwest Disaster Area Bonds	21,300,000
3	501(c)(3) Not-for-Profit	96,940,000
1	MultiFamily/Senior Housing	18,630,000
1	Freight Transfer Facilities Bonds	75,000,000
25		$ 1,364,168,230

Bonds Issued - Current Fiscal Year



Bonds Issued between July 01, 2012 and November 30, 2012

Bond Issue		Date Issued	Initial Interest Rate	Principal Issued	Bonds Refunded
A-BFB	Beginner Farmer Bonds, Series 2013A	07/01/2012	Various-See Below	1,695,950	0
501(c)(3)	Carmel Catholic High School, Series 2012	07/10/2012	DP-VRB 1.23%	17,000,000	8,500,000
MH	St. Anthony of Lansing, Series 2012	07/13/2012	6.50%	18,630,000	0
E-PC	Lake Forest College, Series 2012	07/24/2012	4.25% to 5.75%	15,960,000	0
IRB	Freedman Seating Company, Series 2012	09/06/2012	DP-VRB 1.60434%	6,045,000	1,085,000
HO	OSF Healthcare System, Series 2012A	09/26/2012	3.00% to 5.00%	179,845,000	151,408,939
HO	SwedishAmerican Hospital, Series 2012	09/27/2012	4.00% to 5.00%	41,445,000	0
FRT	CenterPoint Joliet Terminal Railroad, Series 2012	09/28/2012	DP-VRB 1.286625%	75,000,000	0
HO	Hospital Sisters Services, Inc., Series 2012A,C,F-I	10/01/2012	DP-VRB 0.8732%	407,835,000	219,845,000
HO	Rosecrance, Inc., Series 2012A&B	10/01/2012	DP-VRB 2.48%	17,360,000	8,200,000
E-PC	Rosalind Franklin University of Medicine & Science, Series 2012	10/02/2012	DP-VRB 1.232%	15,500,000	0
501(c)(3)	Sacred Heart Schools, Series 2012	10/11/2012	DP-VRB 0.91%	20,000,000	20,000,000
MWDAB	ROA Riverside Development, LLC, Series 2012	10/15/2012	DP-VRB 1.87%	10,000,000	0
E-PC	North Park University, Series 2012	10/17/2012	DP-VRB 2.10%	30,000,000	0
501(c)(3)	Art Institute of Chicago, Series 2012A	10/18/2012	3.00% to 5.00%	59,940,000	69,240,000
CCRC	Lutheran Home and Services, Series 2012	10/30/2012	3.00% to 5.75%	98,500,000	23,355,000
IRB	Jonchris, LLC, Series 2012	11/15/2012	DP-VRB 2.20%	2,067,280	2,067,280
HO	Centegra Health System, Series 2012	11/20/2012	4.00% to 5.00%	190,425,000	99,055,000
HO	Advocate Health Care Network, Series 2012	11/29/2012	4.00% to 5.00%	145,620,000	0
MWDAB	Cargill, Incorporated, Series 2012	11/29/2012	VRB 1.55%	11,300,000	0
	Total Bonds Issued as of November 30, 2012			**$ 1,364,168,230**	**$ 602,756,218**

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, 2012 and November 30, 2012

Borrower	Date Funded	Initial Interest Rate	Loan Proceeds	Acres	County
Justison, Patricia	07/25/2012	3.75%	209,000	38.00	Macon
Voumard, Scott & Angela	08/08/2012	3.75%	248,700	89.26	Madison
Barth, Brian C.	08/24/2012	3.75%	185,000	97.00	Bond
Dolder, Jonathan	10/02/2012	3.00%	446,650	122.00	LaSalle
Chandler, George	11/01/2012	3.40%	488,600	160.00	Henderson
Ellinger, Dustin & Dee	11/13/2012	3.75%	118,000	33.74	Montgomery
	Total Beginner Farmer Bonds Issued		**$ 1,695,950**	**540.00**	

As of January 1, 2012, the amount of private activity volume cap available to the Illinois Finance Authority and allocable to Beginning Farmer Bonds is $15,000,000. In addition, the maximum of any Beginning Farmer Bond is $488,600.

Agricultural Guarantees Funded between July 01, 2012 and November 30, 2012

Agri Industry Guarantee	Date Funded	Initial Interest Rate	Loan Proceeds	State Guarantee
Roanoke Milling Co.	09/27/2012	5.25%	796,906	677,370
	Total Agri Industry Guarantee		**$ 796,906**	**$ 677,370**

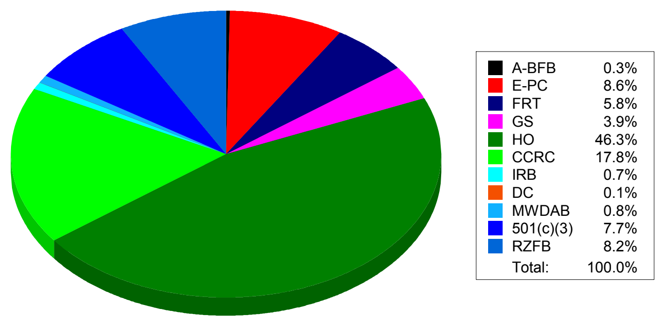
Specialized Livestock	Date Funded	Initial Interest Rate	Loan Proceeds	State Guarantee
Duncan, Brian & Kelly	10/01/2012	3.71%	423,000	359,550
J Double R, LLC	10/19/2012	3.75%	1,000,000	850,000
	Total Specialized Livestock		**$ 1,423,000**	**$ 1,209,550**
	Total Agriculture Guarantees during the Period		**$ 2,219,906**	**$ 1,886,920**

Bonds Issued - Fiscal Year Comparison
for the Period Ending November 30, 2012

Fiscal Year 2011

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

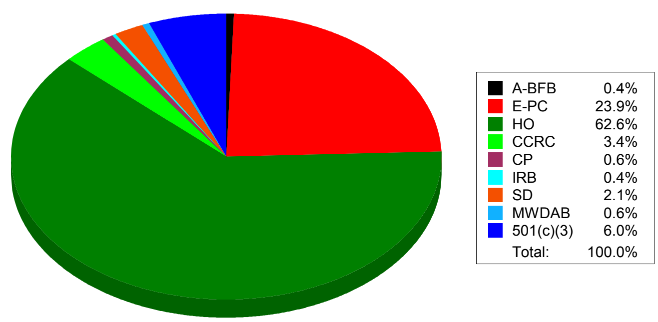
Bonds Issued in Fiscal Year 2011



Fiscal Year 2012

#	Market Sector	Principal Issued
41	Agriculture - Beginner Farmer	8,784,789
3	Education	474,685,000
14	Healthcare - Hospital	1,242,038,200
2	Healthcare - CCRC	66,765,000
1	Healthcare-Community Provider	12,700,000
2	Industrial Revenue	7,295,000
1	Local Government Schools	42,010,000
1	Midwest Disaster Area Bonds	11,066,000
13	501(c)(3) Not-for-Profit	118,256,846
78		$ 1,983,600,835

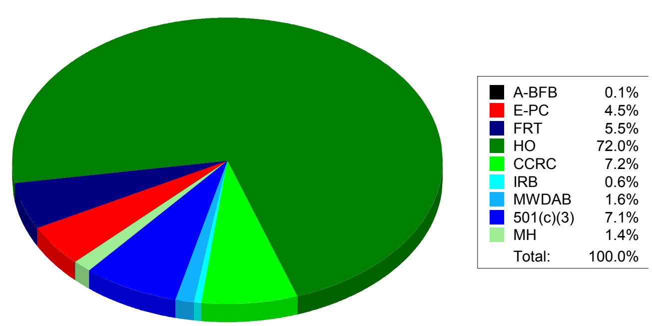
Bonds Issued in Fiscal Year 2012



Fiscal Year 2013

#	Market Sector	Principal Issued
6	Agriculture - Beginner Farmer	1,695,950
3	Education	61,460,000
6	Healthcare - Hospital	982,530,000
1	Healthcare - CCRC	98,500,000
2	Industrial Revenue	8,112,280
2	Midwest Disaster Area Bonds	21,300,000
3	501(c)(3) Not-for-Profit	96,940,000
1	MultiFamily/Senior Housing	18,630,000
1	Freight Transfer Facilities Bonds	75,000,000
25		$ 1,364,168,230

Bonds Issued in Fiscal Year 2013

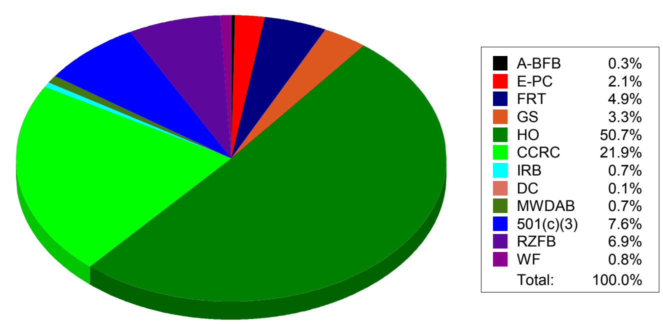


Bonds Issued - Calendar Year Comparison
as of November 30, 2012

Calendar Year 2010

#	Market Sector	Principal Issued
52	Agriculture - Beginner Farmer	9,308,619
5	Education	64,000,000
1	Freight Transfer Facilities Bonds	150,000,000
2	Gas Supply	100,000,000
20	Healthcare - Hospital	1,545,643,433
7	Healthcare - CCRC	667,855,000
4	Industrial Revenue	20,029,184
1	Financially Distressed Cities	1,985,000
1	Midwest Disaster Area Bonds	20,200,000
10	501(c)(3) Not-for-Profit	232,731,062
8	Recovery Zone Facilities Bonds	211,488,000
1	Water Facilities	25,000,000
112		$ 3,048,240,298

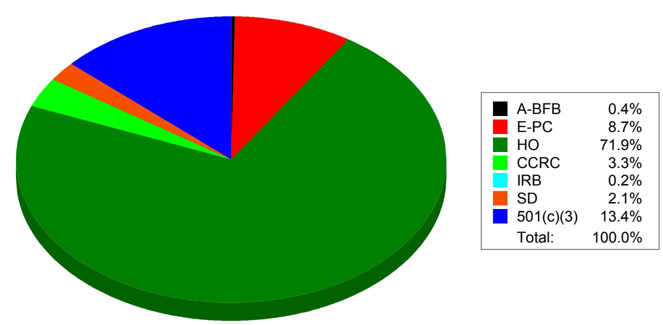
Bonds Issued in Calendar Year 2010



Calendar Year 2011

#	Market Sector	Principal Issued
40	Agriculture - Beginner Farmer	7,853,465
2	Education	177,390,000
13	Healthcare - Hospital	1,459,760,000
2	Healthcare - CCRC	66,765,000
1	Industrial Revenue	3,795,000
1	Local Government Schools	42,010,000
9	501(c)(3) Not-for-Profit	272,851,846
68		$ 2,030,425,311

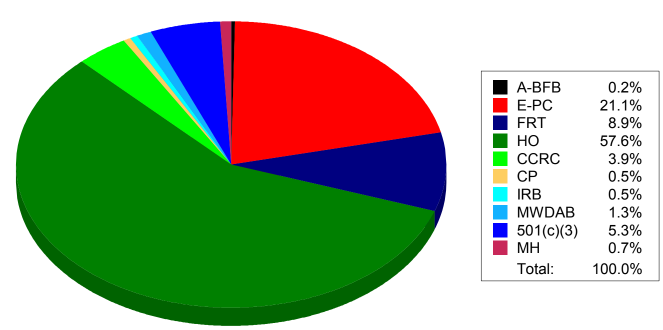
Bonds Issued in Calendar Year 2011



Calendar Year 2012

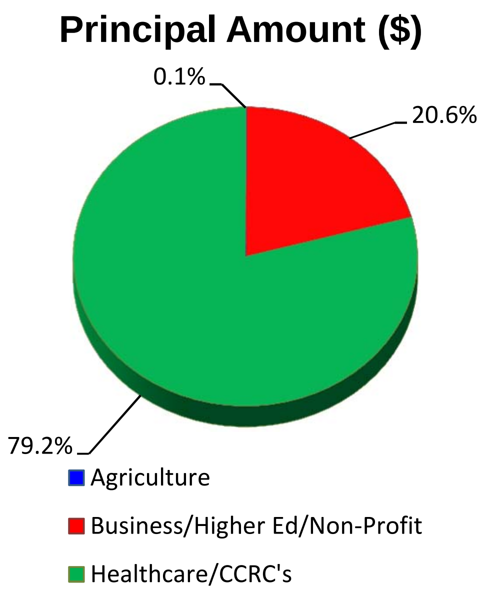
#	Market Sector	Principal Issued
21	Agriculture - Beginner Farmer	5,103,669
6	Education	536,145,000
13	Healthcare - Hospital	1,462,043,200
1	Healthcare - CCRC	98,500,000
1	Healthcare-Community Provider	12,700,000
3	Industrial Revenue	11,612,280
3	Midwest Disaster Area Bonds	32,366,000
9	501(c)(3) Not-for-Profit	134,180,000
1	MultiFamily/Senior Housing	18,630,000
1	Freight Transfer Facilities Bonds	75,000,000
59		$ 2,386,280,149

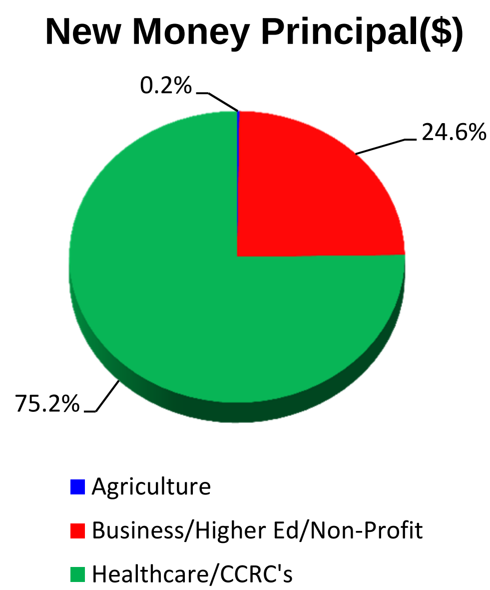
Bonds Issued in Calendar Year 2012

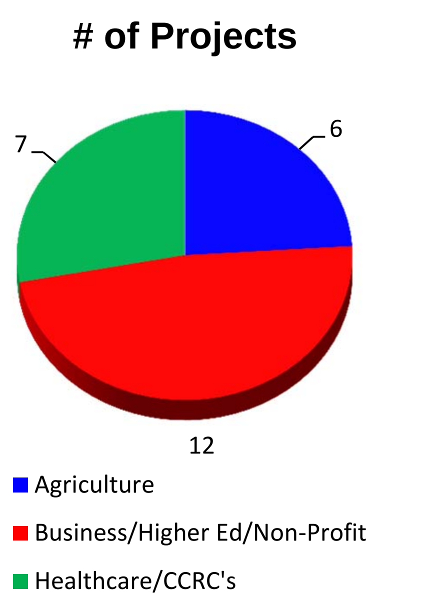


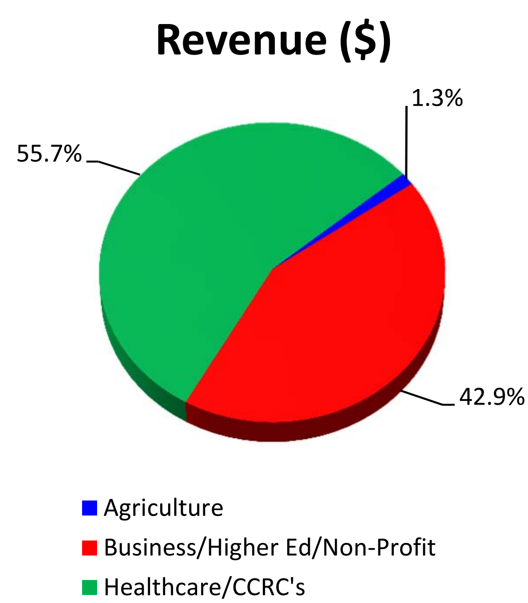
Illinois Finance Authority
Project Revenue
Fiscal Year 2013

Market Sector	Principal Amount ($)	New Money ($)	#	Revenue ($)
Agriculture	$ 1,695,950.00	$ 1,695,950.00	6	$ 24,839.25
Business/Higher Ed/Non-Profit	281,442,279.82	189,850,000.00	12	797,000.50
Healthcare/CCRC's	1,081,030,000.00	580,831,061.44	7	1,034,580.00
	$ 1,364,168,229.82	$ 772,377,011.44	25	$ 1,856,419.75



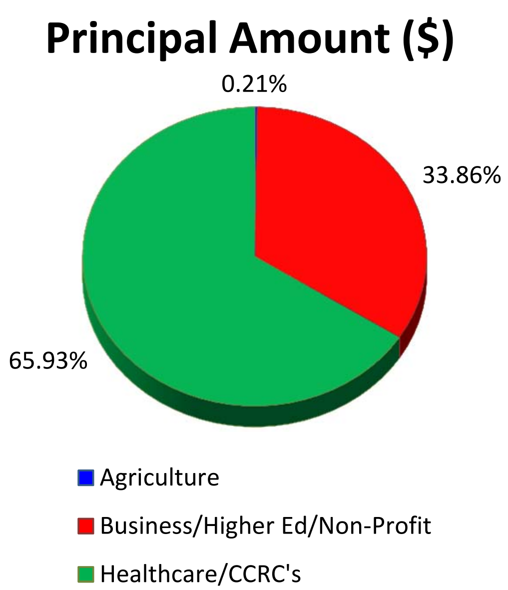


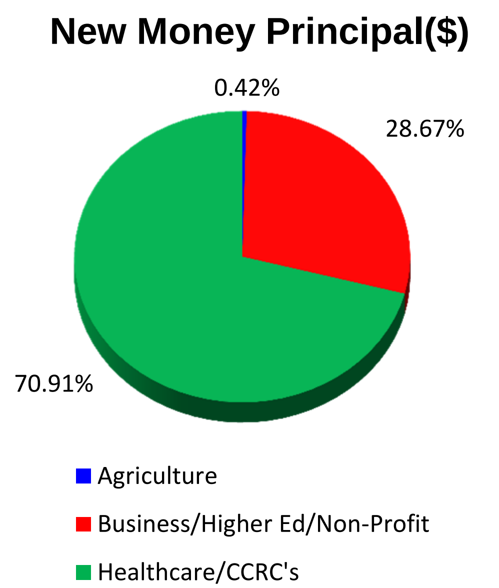


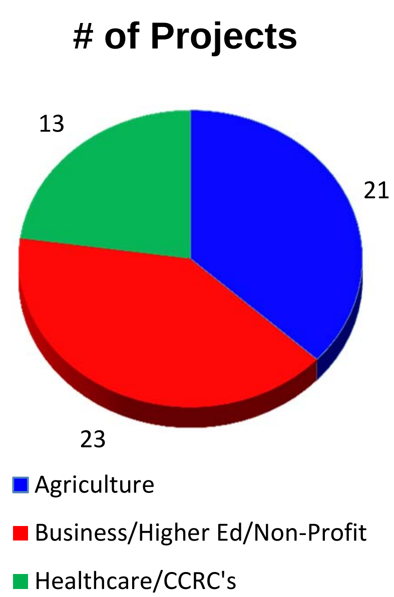


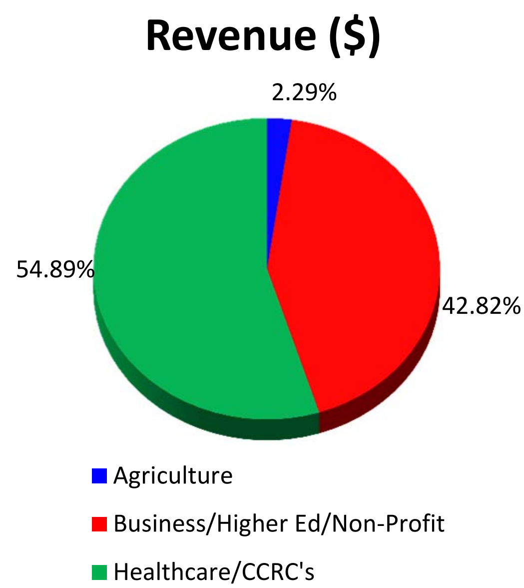
Illinois Finance Authority
Project Revenue
Calendar Year 2012

Market Sector	Principal Amount ($)	New Money ($)	#	Revenue ($)
Agriculture	$ 5,103,668.99	$ 5,103,668.99	21	$ 74,455.03
Business/Higher Ed/Non-Profit	807,933,279.82	347,791,000.00	23	1,389,305.10
Healthcare/CCRC's	1,573,243,200.00	860,124,261.44	13	1,780,824.75
	$ 2,386,280,148.81	$ 1,213,018,930.43	57	$ 3,244,584.88









ILLINOIS FINANCE AUTHORITY

Schedule of Debt [a]

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

Section I (a)

		Principal Outstanding June 30, 2012	Principal Outstanding November 30, 2012	Program Limitations	Remaining Capacity
	Illinois Finance Authority "IFA" [b]				
356	Agriculture	$ 52,193,900	$ 53,889,900		
92	Education	4,096,631,500	4,098,775,000		
261	Healthcare	12,567,268,400	13,155,224,600		
69	Industrial Development [includes Recovery Zone/Midwest Disaster]	643,150,500	732,501,600		
19	Local Government	235,995,000	225,955,000		
18	Multifamily/Senior Housing	157,841,200	175,737,700		
98	501(c)(3) Not-for Profits	1,244,199,800	1,271,687,900		
8	Exempt Facilities Bonds	280,090,000	280,090,000		
921	**Total IFA Principal Outstanding**	**$ 19,277,370,300**	**$ 19,993,861,700**		
	Illinois Development Finance Authority "IDFA" [b]				
2	Education	13,666,400	12,911,400		
5	Healthcare	198,620,000	198,620,000		
48	Industrial Development	212,338,600	200,860,600		
20	Local Government	261,252,100	254,627,100		
10	Multifamily/Senior Housing	95,496,700	92,558,800		
74	501(c)(3) Not-for Profits	881,344,300	827,399,900		
2	Exempt Facilities Bonds	125,000,000	125,000,000		
159	**Total IDFA Principal Outstanding**	**$ 1,787,718,100**	**$ 1,711,977,800**		
	Illinois Rural Bond Bank "IRBB" [b]				
14	Bond Bank Revenue Bonds	16,825,000	16,580,000		
14	**Total IRBB Principal Outstanding**	**$ 16,825,000**	**$ 16,580,000**		
64	**Illinois Health Facilities Authority "IHFA"**	**$ 1,797,621,000**	**$ 1,641,553,000**		
43	**Illinois Educational Facilities Authority "IEFA"**	**$ 1,169,752,000**	**$ 1,085,661,000**		
401	**Illinois Farm Development Authority "IFDA" [f]**	**$ 27,398,700**	**$ 27,398,700**		
1,602	**Total Illinois Finance Authority Debt**	**$ 24,076,685,100**	**$ 24,477,032,200**	**$ 28,150,000,000**	**$ 3,672,967,800**

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

Section I (b)

		Principal Outstanding June 30, 2012	Principal Outstanding November 30, 2012	Program Limitations	Remaining Capacity
	General Purpose Moral Obligations				
	Illinois Finance Authority Act [20 ILCS 3501/801-40(w)]				
14	Issued through IRBB - Local Government Pools	16,825,000	$ 16,580,000		
7	Issued through IFA - Local Government Pools	25,305,000	25,305,000		
2	Issued through IFA - Illinois Medical District Commission	39,120,000	38,440,000		
23	**Total General Moral Obligations**	**$ 81,250,000**	**$ 80,325,000**	**$ 150,000,000**	**$ 69,675,000**
	Financially Distressed Cities Moral Obligations				
	Illinois Finance Authority Act [20 ILCS 3501/825-60]				
2	Issued through IFA	$ 3,240,000	$ 2,595,000		
1	Issued through IDFA	2,430,000	2,430,000		
3	**Total Financially Distressed Cities**	**$ 5,670,000**	**$ 5,025,000**	**$ 50,000,000**	**$ 44,975,000**
	State Component Unit Bonds [c]				
14	Issued through IRBB	$ 16,825,000	$ 16,580,000		
2	Issued through IDFA [j]	63,485,000	69,685,000		
10	Issued through IFA [j]	93,064,700	93,064,700		
26	**Total State Component Unit Bonds**	**$ 173,374,700**	**$ 179,329,700**		

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

Section I (c)

		Principal Outstanding June 30, 2012	Principal Outstanding November 30, 2012	Program Limitations	Remaining Capacity
4	**Midwest Disaster Bonds [Flood Relief]**	**$ 30,680,435**	**$ 53,125,198**	**$ 1,515,271,000**	**$ 1,474,010,000**

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

Section I (d)

		ARRA Act of 2009 Volume Cap Allocated [h]	City/Counties Ceded Voluntarily to IFA	Bonds Issued as of November 30, 2012	Available "Ceded" Volume Cap
-	**Recovery Zone Economic Development Bonds;**	**$ 666,972,000**	**$ 16,940,000**	**$ 12,900,000**	**$ 4,040,000**
8	**Recovery Zone Facilities Bonds**	**$ 1,000,457,000**	**$ 292,400,000**	**$ 215,935,000**	**$ 76,465,000**
-	**Qualified Energy Conservation Bonds**	**$ 133,846,000**	**$ -**	**$ 12,500,000**	**$ -**

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

Section II

	Principal Outstanding June 30, 2012	Principal Outstanding November 30, 2012	Program Limitations	Remaining Capacity
Illinois Power Agency	**$ -**	**$ -**	**$ 4,000,000,000**	**$ 4,000,000,000**

ref: T:\Bond Reports\Schedule of Debt\Schedule of Debt by Market Sector.xlsx\Fiscal Year 2013

Prepared by: J. K. Kuhn
12/5/2012 7:47 AM

ILLINOIS FINANCE AUTHORITY

Schedule of Debt [a]

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

Section III	Principal Outstanding June 30, 2012	Principal Outstanding November 30, 2012	Program Limitations	Remaining Capacity
Clean Coal, Coal ,Renewable Energy and Energy Efficiency Projects	**$ -**	**$ -**	**$ 3,000,000,000** [d]	**$ 3,000,000,000**

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

#	Section IV	Principal Outstanding June 30, 2012	Principal Outstanding November 30, 2012	Program Limitations	Remaining Capacity	State Exposure
	Agri Debt Guarantees [Restructuring Existing Debt]	**$ 14,991,100**	**$ 13,911,300**	**$ 160,000,000**	**$ 146,088,700**	**$ 11,812,900**
81	**Fund # 994 - Fund Balance $ 10,048,294**					
	AG Loan Guarantee Program	**$ 15,186,800**	**$ 15,340,000**	**$ 225,000,000** [e]	**$ 209,660,000**	**$ 13,039,000**
35	**Fund # 205 - Fund Balance $ 7,760,188**					
8	Agri Industry Loan Guarantee Program	$ 8,207,725	$ 7,771,400			6,605,700
2	Farm Purchase Guarantee Program	956,064	949,100			806,700
15	Specialized Livestock Guarantee Program	3,812,465	4,422,500			3,759,200
10	Young Farmer Loan Guarantee Program	2,210,585	2,197,000			1,867,400
116	**Total State Guarantees**	**$ 30,177,900**	**$ 29,251,300**	**$ 385,000,000**	**$ 355,748,700**	**$ 24,851,900**

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

#	Section V		Principal Outstanding June 30, 2012	Principal Outstanding November 30, 2012	Appropriation Fiscal Year 2013	Fund Balance
133	Fire Truck Revolving Loan Program	**Fund # 572**	**$ 16,140,930**	**$ 18,532,024**	**$ 6,003,342**	**$ 2,242,292**
10	Ambulance Revolving Loan Program	**Fund # 334**	**$ 671,227**	**$ 510,240**	**$ 7,006,800**	**$ 3,653,934**

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

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

#	Section VI	Principal Outstanding June 30, 2012	Principal Outstanding November 30, 2012	Program Limitations	Remaining Capacity
	Environmental [Large Business]				
6	Issued through IFA	122,988,800	122,769,700		
17	Issued through IDFA	346,870,000	295,770,000		
23	**Total Environmental [Large Business]**	**$ 469,858,800**	**$ 418,539,700**	**$ 2,425,000,000**	**$ 2,006,460,300**
	Environmental [Small Business]	-	$ -	**$ 75,000,000**	**$ 75,000,000**
23	**Total Environment Bonds Issued under Act**	**$ 469,858,800**	**$ 418,539,700**	**$ 2,500,000,000**	**$ 2,081,460,300**

Illinois Finance Authority Funds at Risk

#	Section VII	Original Amount	Principal Outstanding June 30, 2012	Principal Outstanding November 30, 2012
	Participation Loans			
19	Business & Industry	23,020,157.95	5,105,506.90	4,396,662.01
8	Agriculture	6,079,859.01	1,759,093.06	1,732,107.06
27	**Participation Loans exluding Defaults & Allowances**	**$ 29,100,016.96**	**$ 6,864,599.96**	**$ 6,128,769.07**
	Plus: Legacy IDFA Loans in Default		**910,631.89**	**966,265.91**
	Less: Allowance for Doubtful Accounts		**1,377,989.75**	**1,204,404.01**
	Total Participation Loans		**$ 6,397,242.10**	**$ 5,890,630.97**
4	**Local Government Direct Loans**	**$ 1,289,750.00**	**$ 218,423.96**	**201,820.52**
3	**FmHA Loans**	**$ 963,250.00**	**$ 265,068.23**	**252,595.26**
2	**Renewable Energy [RED Fund]**	**$ 2,000,000.00**	**$ 1,579,752.12**	**1,542,247.40**
36	**Total Loans Outstanding**	**$ 34,353,016.96**	**$ 8,460,486.41**	**$ 7,887,294.15**

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

[b] State Component Unit Bonds included in balance.

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

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

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

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

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

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

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

[j] Includes EPA Clean Water Revolving Fund

[k] Midwest Disaster Bonds - P.O.B. Development LLC was issued in the amount of $11,066,000 but only $485,435.09 has been advanced to the borrower.

MINUTES OF THE NOVEMBER 13, 2012 MEETING OF THE COMMITTEE OF THE WHOLE OF THE BOARD OF DIRECTORS OF THE ILLINOIS FINANCE AUTHORITY

The Board of Directors (the “Board”) of the Illinois Finance Authority (the “IFA”), pursuant to notice duly given, held a Committee of the Whole Meeting on November 13, 2012, at 9:30 a.m. in the Chicago Office of the IFA, 180 North Stetson Avenue, Suite 2555, Chicago, Illinois 60601.

IFA Committee of the Whole Members Present:

1. Michael W. Goetz, Vice Chairman
2. James J. Fuentes
3. Norman M. Gold
4. Lerry Knox
5. Edward H. Leonard, Sr.
6. Terrence M. O’Brien
7. Heather D. Parish
8. Mayor Barrett F. Pedersen
9. Roger E. Poole
10. Mordecai Tessler
11. Bradley A. Zeller

IFA Committee of the Whole Members Excused:

1. William A. Brandt, Jr., Chairman
2. Dr. William Barclay
3. Gila J. Bronner

IFA Staff Present:

Christopher B. Meister, Executive Director
Richard Frampton, Vice President
Pamela A. Lenane, Vice President and Acting General Counsel
Ximena Granda, Assistant Chief Financial Officer
Norma Sutton, Agency Procurement Officer
James Senica, Senior Financial Analyst
Brad R. Fletcher, Legal/Financial Analyst
Nora O’Brien, Legal/Financial Analyst
Terrell Gholston, Procurement Analyst
Sohair Omar, Policy/Operations Analyst
Andrew Muller, Intern

IFA Financial Advisor Present:

Courtney Shea, Acacia Financial Group, Inc.

I. Call to Order & Roll Call

The Committee of the Whole Meeting was called to order at 9:30 a.m. by Mr. Goetz. Mr. Goetz explained that Chairman Brandt was unavailable today due to business in New York. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being nine members physically present, a quorum was reached.

Mayor Pedersen and Mr. Gold arrived in person at 9:38 a.m. They were added to the roll by Mr. Fletcher.

II. Chairman's Remarks

None.

III. Message from the Executive Director

Executive Director Meister welcomed Mr. Tessler to the Board and likewise introduced Mr. Knox to the members of the Board that were excused from last month's meeting of the Committee of the Whole. Mr. Tessler's professional background in real estate and Mr. Knox's professional background in financial services will serve as valuable assets for the IFA. The Board now consists of fourteen members, with only one vacancy outstanding.

Mr. Meister informed the members of the Committee of the Whole that Claire Bushey of Crain Communications, Inc. and Daniel Nugent of the Office of the Illinois Auditor General were each present at this morning's Meeting.

Director Meister asked IFA staff to introduce themselves for the benefit of Mr. Tessler.

Finally, Mr. Meister expressed his excitement that Governor Quinn recently announced the 2012 Illinois Clean Water Initiative for affordable drinking water and wastewater infrastructure upgrades in Illinois. This is a revival of the Illinois Environmental Protection Agency's State Revolving Loan Fund ("RLF") where bonds were previously issued by the IFA and the Illinois Development Finance Authority in 2004 and 2002, respectively. Director Meister explained that there is currently an open procurement with respect to the program and any discussion on the matter should be limited.

IV. Consideration of the Minutes

Ms. Parish requested confirmation from Ximena Granda, Assistant Chief Financial Officer, on a calculation from IFA's Financial Analysis with respect to the Minutes of the Committee of the Whole Meeting held on October 9, 2012. Mrs. Granda informed the members of the Committee of the Whole that the calculation will be reviewed.

Mr. Goetz requested a motion to adopt the Minutes of the Committee of Whole Meeting held on October 9, 2012 with such revisions as needed. Mr. Leonard made a motion and Mr. Tessler seconded the motion. A voice vote was taken and the minutes were approved unanimously.

(The calculation for IFA's Net Income and its relation to IFA's Fiscal Year 2013 Budget as stated in the Minutes of the Committee of the Whole Meeting held on October 9, 2012 was later confirmed to be accurate, and therefore, no revision was necessary.)

V. Presentation and Consideration of the Financial Statements

Mrs. Granda explained that Total Revenue for October ended at $510,435 or $64,482 or 14.46% above the Fiscal Year ("FY") 2013 Budget. In October, there were six closings: four in the Business & Industry market sector, one in the Healthcare market sector and one in the Agricultural market sector. These fees totaled $435,540. Year-to-Date Total Revenue for the period ended October 31, 2012 was $2,129,260, an amount that was $101,930 or 5.03% above the FY 2013 budget.

Comparing Actual Total Revenues for FY 2013 to Actual Total Revenues for FY 2012, FY 2013 is unfavorable by $326,461 or 13.29% below the Actual Total Revenues for FY 2012. This was primarily due to U.S. Securities & Exchange Commission settlements received in FY 2012.

Total Expenses for October ended at $297,280 or $5,164 or 1.71% below the FY 2013 Budget. Year-to-Date Total Expenses ended at $1,202,989 or $15,424 or 1.27% below the FY 2013 Budget.

Comparing Actual Total Expenses for FY 2013 to Actual Total Expenses for FY 2012, FY 2013 is down by $29,496 or 2.39%.

October ended with a Net Income of $213,155 or $69,646 or 48.53% above the FY 2013 Budget. This is primarily due to administrative and closing fees. In fact, Year-to-Date Net Income is $1,243,424 or 434,507 or 53.71% above the FY13 Budget. This is due to administrative and closing fees, recovery of bad debt, transfers received from Venture Capital portfolio sale and the close-out of the Title IX program.

IFA's balance sheet remains strong. In October, there was one loan payoff for a total of $27,634. Total Loan payoffs for FY 2013 were $165,940 (from two loans).

Mrs. Granda further explained that IFA has prepared Financial Projections through December 31, 2012. Total Year-to-Date Projected Revenue will be $3.2 Million or $256,000 above the FY 2013 Budget. IFA's core business of administrative and closing fees is estimated to be $2.5 Million or $24,392 or 0.98% below the FY 2013 Budget. Projections through June 30, 2013 estimate Total Revenues to be $4.7 Million or $10,000 or 0.22% above the FY 2013 Budget. Administrative and closing fees are estimated to be approximately $3.5 Million or $270,266 or 7.13% below the FY 2013 budget.

Concerning audit matters, Mrs. Granda stated the Fiscal Year 2012 audit being conducted by the Office of the Illinois Audit General is ongoing and there is nothing new to report to the members of the Committee of the Whole at this time.

However, the Fiscal Year 2012 audit being conducted by Crowe Horwath LLP as mandated by State statute is final and reports will be made to members of the Audit Committee and the next regularly scheduled Audit Committee Meeting.

Mr. Goetz requested a motion to recommend for approval the Financial Statements for the Month ended October 31, 2012. Mr. O'Brien made a motion and Mayor Pedersen seconded the motion. A voice vote was taken and the Financial Statements for the Month ended October 31, 2012 were recommended for approval unanimously.

VI. Committee Reports

Healthcare Committee

Ms. Lenane reported that the Healthcare Committee reviewed three projects and two resolutions for this month's agenda, recommending each for approval. Additionally, Ms. Lenane explained that at this time she had some information that was requested by the Healthcare Committee concerning Franciscan Communities, Inc.

Mr. Goetz suggested that the requested information be reserved until the project's presentation later this morning.

Agriculture Committee

Mr. Leonard reported that Agriculture Committee review one Beginning Farmer Bond project for this month's agenda and recommended it for approval.

Compensation Committee

Mr. O'Brien reported that the Compensation Committee met earlier this morning, at which time they reviewed current compensation for IFA staff while also considering potential increases in compensation. There was a consensus among the Compensation Committee members to approve wage and salary adjustments as recommended to them by Director Meister. Mr. O'Brien reported that overall wage and salary increases will be less than 6% across the agency.

Mr. Goetz requested a motion to approve the Compensation Committee report. Mr. Poole made a motion and Mr. Fuentes seconded the motion. However, members of the Committee of the Whole engaged in a discussion about entering closed session to discuss in further detail the Compensation Committee report.

Members of the Committee of the Whole ultimately agreed to enter closed session at the end of today's Committee of the Whole Meeting to discuss the details of the Compensation Committee report. Mr. Poole withdrew his motion.

VII. Project Reports and Resolutions

Mr. Senica presented the following project:

Agriculture – Beginning Farmer Bonds

Item No. 1: **Matthew D. Wilson - $75,000**

Matthew D. Wilson is requesting approval of a Final Bond Resolution in an amount not-to-exceed Seventy-Five Thousand Dollars ($75,000). Bond proceeds will be used to finance the acquisition of approximately 290 acres of farmland located in Smallwood Township in Jasper County and Denver Township in Richland County. This project is being presented for one-time consideration.

Mr. O'Brien inquired as to the price per acre of this project's farmland. Mr. Senica explained that the purchaser of the farmland has been an employee of the current owner for approximately fifteen years, and therefore, the farmland is being sold at a significant discount due to the personal relationship that exists.

Additionally, Mr. Senica provided members of the Committee of the Whole with an update to the J Double R, LLC Specialized Livestock Guarantee that was approved by the Board last month. More specifically, the project was approved subject to additional collateral being provided by members of the limited liability company because State Treasurer funds were put at risk. Mr. Senica reported that seven members of J Double R, LLC provided personal guarantees as additional collateral for the project in a principal amount equal to half of the Eight Hundred Fifty Thousand Dollar ($850,000) loan approved by IFA.

Mr. Frampton presented the following projects:

Business & Industry – Midwestern Disaster Area Revenue Bonds

Item No. 2: **Cargill, Incorporated - $11,300,000**

Cargill, Incorporated is requesting approval of a Final Bond Resolution in an amount not-to-exceed Eleven Million Three Hundred Thousand Dollars ($11,300,000) of Midwestern Disaster Area Revenue Bond financing.

Bond proceeds will enable Cargill, Incorporated to finance all or a portion of the costs of (i) the construction of a 300,000 bushel grain elevator located at 100 1st Street in the City of New Boston, Illinois in Mercer County; (ii) the acquisition and installation of a bulk weigh scale and 120 railcar loop track located at 104 North Parke Street and 920 East U.S. Highway 36 in the City of Tuscola, Illinois in Douglas County; and, (iii) the acquisition and installation of security upgrades, new granulated sifter and HVAC replacement located at 605 East Elizabeth Street, and 616 and 700 South Jefferson Street in the City of Paris, Illinois in

Edgar County (collectively comprising the "Project") and (iv) costs of issuance of the Bonds (and collectively with the Project, the "Financing Purposes").

The Cargill project is anticipated to create 11 new jobs and 60 construction jobs.

Executive Director Meister complemented Mr. Frampton for his efforts on managing this transaction. Additionally, Mr. Meister reminded members of the Committee of the Whole that the December 31, 2012 sunset date for Midwestern Disaster Area Revenue Bond projects is quickly approaching. Finally, Mr. Meister engaged members of the Committee of the Whole in a discussion concerning the relatively limited chance that this federal economic development tool will be extended, given the fiscal challenges facing the United State government.

Mr. Goetz inquired as to how Cargill, Incorporated ultimately decided to finance their project through IFA. Mr. Frampton explained now that IFA has developed a working relationship with Cargill, IFA may be able to issue Solid Waste Disposal Revenue Bonds for certain Cargill facilities in Illinois, as in other states where Cargill has processing facilities.

Educational, Cultural and Non-Healthcare 501(c)(3) – 501(c)(3) Revenue Bonds

Item No. 3: **The Chicago School of Professional Psychology - $10,000,000**

The Chicago School of Professional Psychology is requesting approval of a Final Bond Resolution in an amount not-to-exceed Ten Million Dollars ($10,000,000) of 501(c)(3) Revenue Bonds. This financing is being presented for one-time consideration.

Bond proceeds will be used by The Chicago School of Professional Psychology (hereinafter, the "Borrower"), together with other moneys provided by the Borrower, to refund (directly or indirectly by repayment of a commercial loan incurred for such purpose) the entire outstanding principal amount of Illinois Finance Authority Educational Facility Revenue Bonds (The Chicago School of Professional Psychology Project) Series 2007 (the "2007 Bonds") and representing the "Financing Purposes".

Item No. 4: **The Big Ten Conference, Inc. - $15,000,000**

The Big Ten Conference, Inc. is requesting approval of a Final Bond Resolution in an amount not-to-exceed Fifteen Million Dollars ($15,000,000) of 501(c)(3) Revenue Bonds. This financing is being presented for one-time consideration.

Bond proceeds will be used by The Big Ten Conference, Inc. (hereinafter, the "Borrower") to (i) pay, reimburse or refinance costs of acquisition, construction and equipping of an approximately 50,483 square foot office facility to be owned and operated as a new headquarters facility by the Borrower and located at 5440 Park Place, Rosemont, Illinois 60018 (and comprising the "Project") and (ii) pay all or a portion of the costs of issuing the Bond (and together with the Project, the "Financing Purposes").

The Borrower projects 4 new jobs and up to 300 construction jobs over the 13-month construction period.

Item No. 5: **<u>Nexus Diversified Community Services, Inc. – $11,000,000</u>**

Nexus Diversified Community Services, Inc. and its affiliates are requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Eleven Million Dollars ($11,000,000) of 501(c)(3) Revenue Bonds.

Bond proceeds will be used by Nexus Diversified Community Services, Inc. and its affiliates (hereinafter, the "Borrower") to finance and refinance borrowings or equity related to the construction and equipping of new residential facilities located on the campus of Indian Oaks Academy, located at 101 Bramble, Manteno, Illinois and adjacent sites owned by the Borrower, including (i) two group living homes and (ii) six residential cottages. Bond proceeds will also be used to (iii) finance various site improvements and renovations of existing buildings located on the campus of Indian Oaks Academy (and collectively, the "Project"). Additionally, if deemed necessary or desirable, proceeds of the Bonds may also be used to (iv) finance capitalized interest during construction, and (v) to fund bond issuance costs (and together with the Project, the "Financing Purposes").

Mr. Goetz asked Mr. Frampton if any bond proceeds will be financing facilities of the Borrower in Minnesota. Mr. Frampton confirmed that no bond proceeds would be used to finance projects outside Illinois.

Mr. Frampton presented the following resolutions:

Resolutions

Item No. 9: **<u>Resolution Authorizing the Execution and Delivery of a Bond and Loan Agreement in connection with Illinois Finance Authority Industrial Development Revenue Refunding Bonds (Jonchris, LLC Project), Series 2012</u>**

Item No. 11: **<u>Resolution to (i) Extend a Qualified Energy Conservation Bond Allocation Commitment to Southern Illinois University from December 31, 2012 to April 1, 2013, and (ii) Increase the Not-to-Exceed Amount of this QECB Allocation Commitment from $6.0 Million to $7.5 Million to Enable Financing of Additional Planned Energy Conservation Expenditures</u>**

Item No. 12: **<u>Resolution Authorizing the Execution and Delivery of a First Supplemental Indenture of Trust and Related Documents, in Connection with Illinois Development Finance Authority $6,750,000 Variable Rate Demand Multi-</u>**

Family Housing Revenue Bonds (Butterfield Creek Associates, L.P. Project), Series 1999 to enable the addition of a Federal Home Loan Bank of Atlanta Confirming Letter of Credit as Additional Security

Ms. Lenane presented the following projects:

Healthcare – 501(c)(3) Revenue Bonds

Item No. 6: **Advocate Health Care Network - $150,000,000**

Advocate Health Care Network is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Fifty Million Dollars ($150,000,000) of 501(c)(3) Revenue Bonds. This financing is being presented for one-time consideration.

Bond proceeds will be used by Advocate Health Care Network (hereinafter "Advocate", or the "Borrower") to (i) fund new money projects (including capitalized interest, if deemed necessary or advisable) at Advocate hospital campuses, including an outpatient diagnostic and treatment center and cancer center at Advocate Illinois Masonic Medical Center in Chicago, Illinois and a new patient tower at Advocate Christ Medical Center; (ii) fund a debt service reserve fund, if deemed necessary or advisable; (iii) finance certain working capital expenditures, if deemed necessary or advisable, and (iv) pay costs of issuance.

The Borrower estimates the new money projects will create up to 330 new jobs and 427 construction jobs.

Item No. 7: **The University of Chicago Medical Center - $75,000,000**

The University of Chicago Medical Center is requesting approval of a Final Bond Resolution in an amount not-to-exceed Seventy-Five Million Dollars ($75,000,000) of 501(c)(3) Revenue Bonds. This financing is being presented for one-time consideration.

Bond proceeds will be used by The University of Chicago Medical Center hereinafter, the "Borrower") to: (i) pay or reimburse the Borrower for, or refinance outstanding indebtedness the proceeds of which were used for, the payment of the cost of acquiring, constructing, renovating, remodeling and equipping certain of the Borrower's health facilities, including the construction and equipping of a new 8-story parking structure with loading docks, ground level oxygen tank farm, and approximately 60,000 square feet of empty shelled space for future development, and (ii) pay certain expenses incurred in connection with the issuance of the Bonds.

The Borrower estimates these projects will create up to 25 new jobs and 185 construction jobs.

Item No. 8: **<u>Franciscan Communities, Inc. - $160,000,000</u>**

Franciscan Communities, Inc. is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed One Hundred Sixty Million Dollars ($160,000,000) of 501(c)(3) Revenue Bonds.

Bond proceeds will be used by Franciscan Communities, Inc. ("FC") and/or University Place, Inc. ("UP") (collectively, FC and UP are referred to hereinafter as "Borrower" and/or "Proposed Obligated Group") to: (i) refund various series of bonds previously issued through the Illinois Finance Authority or the Illinois Health Facilities Authority; (ii) refund bonds previously issued through the Indiana Health Facility Financing Authority; (iii) refund bonds that were previously issued through Cuyahoga County, Ohio; (iv) fund new money projects for certain FC facilities; (v) repay a short term note payable; (vi) establish a Debt Service Reserve Fund; and (vii) provide for the payment of costs of issuance associated with the Series 2012 Bonds.

Ms. Lenane further explained that the Healthcare Committee expressed concern with the reported losses in the statement of operations and changes in net assets in Fiscal Years 2009 – 2012. This was primarily due to onset of The Clare at Water Tower bankruptcy, a decline in occupancy at Franciscan Village in Lemont and an increase in Medicaid residents at both Addolorata Villa in Wheeling and Franciscan Village in Lemont, according to Ms. Lenane. Moreover, these two senior living communities experienced an increase in workers' compensation claims during the respective time period.

Ms. Lenane and Mr. Goetz engaged in a conversation concerning why the workers' compensation claims may have risen during the respective time period.

Ms. Lenane assured members of the Committee of the Whole that more information will be provided when this project returns for Final Bond Resolution consideration by the Board.

Ms. Lenane presented the following resolutions:

Resolutions

Item No. 10: **<u>Resolution Approving Certain Amendments to the Illinois Finance Authority Series 2010A and Series 2010B (Palos Community Hospital and St. George Corporation) Loan Agreements</u>**

Item No. 13: **<u>Resolution to Amend the Bond Indenture in Connection with Illinois Finance Authority Variable Rate Demand Bonds Series 2005C (Plymouth Place Project)</u>**

VIII. Other Business

Mr. O'Brien moved to go into closed session pursuant to, but not limited to, 5 ILCS 120/2(c)(1) and 5 ILCS 120/2(c)(11) of the Illinois Open Meetings Act. Mr. Leonard seconded the motion. The Committee of the Whole entered closed session by a unanimous roll call vote at 10:15 a.m.

(The Committee of the Whole entered closed session.)

At approximately 10:30 a.m., Mayor Pedersen moved to adjourn from closed session and Mr. O'Brien seconded the motion. By a unanimous roll call vote, the Committee of the Whole adjourned from closed session.

Upon returning to open session, Mr. Leonard moved to publically approve the Compensation Committee report. Ms. Parish seconded the motion. A roll call vote was taken by the Assistant Secretary of the Board, Mr. Fletcher. The Compensation Committee report was approved unanimously.

IX. Public Comment

None.

X. Adjournment

The Committee of the Whole Meeting adjourned at 10:32 a.m. upon a motion by Mayor Pedersen which was seconded by Mr. Fuentes.

Minutes submitted by:
Brad R. Fletcher
Assistant Secretary of the Board

MINUTES OF THE NOVEMBER 13, 2012 MEETING OF THE BOARD OF DIRECTORS OF THE ILLINOIS FINANCE AUTHORITY

The Board of Directors (the "Board") of the Illinois Finance Authority (the "IFA"), pursuant to notice duly given, held a Board Meeting on November 13, 2012, at 10:30 a.m. in the Conference Center, One Prudential Plaza, 130 East Randolph Avenue, Suite 750, Chicago, Illinois 60601.

IFA Board Members Present:

1. Michael W. Goetz, Vice Chairman
2. James J. Fuentes
3. Norman M. Gold
4. Lerry Knox
5. Edward H. Leonard, Sr.
6. Terrence M. O'Brien
7. Heather D. Parish
8. Mayor Barrett F. Pedersen
9. Roger E. Poole
10. Mordecai Tessler
11. Bradley A. Zeller

IFA Board Members Excused:

1. William A. Brandt, Jr., Chairman
2. Dr. William Barclay
3. Gila J. Bronner

IFA Staff Present:

Christopher B. Meister, Executive Director
Richard Frampton, Vice President
Pamela A. Lenane, Vice President and Acting General Counsel
James Senica, Senior Financial Analyst
Brad R. Fletcher, Legal/Financial Analyst
Nora O'Brien, Legal/Financial Analyst
Sohair Omar, Policy/Operations Analyst

IFA Financial Advisor Present:

None.

I. Call to Order & Roll Call

The Board Meeting was called to order at 10:40 a.m. by Mr. Goetz. Mr. Goetz explained that Chairman Brandt was unavailable today due to business in New York.

The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being eleven members present, a quorum was reached.

II. Chairman's Remarks

None.

III. Adoption of the Minutes

Mr. Goetz stated that both the Minutes of the Committee of the Whole Meeting and the Minutes of the Board Meeting, each held on October 9, 2012, were reviewed at the Committee of the Whole Meeting held earlier this morning. Confirmation on a calculation from the IFA's Financial Analysis was requested and made with respect to the Minutes of the Committee of the Whole Meeting held on October 9, 2012. Mr. Goetz requested a motion to adopt the Minutes of the Committee of Whole Meeting held on October 9, 2012 with such revisions as needed and adopt the Minutes of the Board Meeting held on October 9, 2012. Mr. O'Brien made a motion and Ms. Parish seconded the motion. A roll call vote was taken and the motion was adopted unanimously.

(The calculation for IFA's Net Income and its relation to IFA's Fiscal Year 2013 Budget as stated in the Minutes of the Committee of the Whole Meeting held on October 9, 2012 was later confirmed to be accurate, and therefore, no revision was necessary.)

IV. Acceptance of the Financial Statements

Mr. Goetz stated that the Financial Statements for the Month ended October 31, 2012 were also reviewed at the Committee of the Whole Meeting held earlier this morning. Mr. Goetz requested a motion to accept the Financial Statements for the Month ended October 31, 2012. Mr. Zeller made a motion and Mr. Poole seconded the motion. Mr. Goetz requested leave to apply the previous roll call vote in favor of accepting the Financial Statements for the month ended October 31, 2012. Leave was granted unanimously.

V. Approval of Project Reports and Resolutions

Mr. Goetz asked Mr. Frampton to present the projects and resolutions to the Board.

Mr. Frampton presented each of the following projects:

Agriculture – Beginning Farmer Bonds

Item No. 1: Matthew D. Wilson - $75,000

Matthew D. Wilson is requesting approval of a Final Bond Resolution in an amount not-to-exceed Seventy-Five Thousand Dollars ($75,000). Bond proceeds will be used to finance the acquisition of approximately 290 acres of farmland located in Smallwood Township in Jasper County and Denver Township in Richland County. This project is being presented for one-time consideration.

Business & Industry – Midwestern Disaster Area Revenue Bonds

Item No. 2: Cargill, Incorporated - $11,300,000

Cargill, Incorporated is requesting approval of a Final Bond Resolution in an amount not-to-exceed Eleven Million Three Hundred Thousand Dollars ($11,300,000) of Midwestern Disaster Area Revenue Bond financing.

Bond proceeds will enable Cargill, Incorporated to finance all or a portion of the costs of (i) the construction of a 300,000 bushel grain elevator located at 100 1st Street in the City of New Boston, Illinois in Mercer County; (ii) the acquisition and installation of a bulk weigh scale and 120 railcar loop track located at 104 North Parke Street and 920 East U.S. Highway 36 in the City of Tuscola, Illinois in Douglas County; and, (iii) the acquisition and installation of security upgrades, new granulated sifter and HVAC replacement located at 605 East Elizabeth Street, and 616 and 700 South Jefferson Street in the City of Paris, Illinois in Edgar County (collectively comprising the "Project") and (iv) costs of issuance of the Bonds (and collectively with the Project, the "Financing Purposes").

The Cargill project is anticipated to create 11 new jobs and 60 construction jobs.

Educational, Cultural and Non-Healthcare 501(c)(3) – 501(c)(3) Revenue Bonds

Item No. 3: The Chicago School of Professional Psychology - $10,000,000

The Chicago School of Professional Psychology is requesting approval of a Final Bond Resolution in an amount not-to-exceed Ten Million Dollars ($10,000,000) of 501(c)(3) Revenue Bonds. This financing is being presented for one-time consideration.

Bond proceeds will be used by The Chicago School of Professional Psychology (hereinafter, the "Borrower"), together with other moneys provided by the Borrower, to refund (directly or indirectly by repayment of a commercial loan incurred for such purpose) the entire outstanding principal amount of Illinois Finance Authority Educational Facility Revenue Bonds (The Chicago School of Professional Psychology Project) Series 2007 (the "2007 Bonds") and representing the "Financing Purposes".

Item No. 4: **<u>The Big Ten Conference, Inc. - $15,000,000</u>**

The Big Ten Conference, Inc. is requesting approval of a Final Bond Resolution in an amount not-to-exceed Fifteen Million Dollars ($15,000,000) of 501(c)(3) Revenue Bonds. This financing is being presented for one-time consideration.

Bond proceeds will be used by The Big Ten Conference, Inc. (hereinafter, the "Borrower") to (i) pay, reimburse or refinance costs of acquisition, construction and equipping of an approximately 50,483 square foot office facility to be owned and operated as a new headquarters facility by the Borrower and located at 5440 Park Place, Rosemont, Illinois 60018 (and comprising the "Project") and (ii) pay all or a portion of the costs of issuing the Bond (and together with the Project, the "Financing Purposes").

The Borrower projects 4 new jobs and up to 300 construction jobs over the 13-month construction period.

Item No. 5: **<u>Nexus Diversified Community Services, Inc. – $11,000,000</u>**

Nexus Diversified Community Services, Inc. and its affiliates are requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Eleven Million Dollars ($11,000,000) of 501(c)(3) Revenue Bonds.

Bond proceeds will be used by Nexus Diversified Community Services, Inc. and its affiliates (hereinafter, the "Borrower") to finance and refinance borrowings or equity related to the construction and equipping of new residential facilities located on the campus of Indian Oaks Academy, located at 101 Bramble, Manteno, Illinois and adjacent sites owned by the Borrower, including (i) two group living homes and (ii) six residential cottages. Bond proceeds will also be used to (iii) finance various site improvements and renovations of existing buildings located on the campus of Indian Oaks Academy (and collectively, the "Project"). Additionally, if deemed necessary or desirable, proceeds of the Bonds may also be used to (iv) finance capitalized interest during construction, and (v) to fund bond issuance costs (and together with the Project, the "Financing Purposes").

Healthcare – 501(c)(3) Revenue Bonds

Item No. 8: **Franciscan Communities, Inc. - $160,000,000**

Franciscan Communities, Inc. is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed One Hundred Sixty Million Dollars ($160,000,000) of 501(c)(3) Revenue Bonds.

Bond proceeds will be used by Franciscan Communities, Inc. ("FC") and/or University Place, Inc. ("UP") (collectively, FC and UP are referred to hereinafter as "Borrower" and/or "Proposed Obligated Group") to: (i) refund various series of bonds previously issued through the Illinois Finance Authority or the Illinois Health Facilities Authority; (ii) refund bonds previously issued through the Indiana Health Facility Financing Authority; (iii) refund bonds that were previously issued through Cuyahoga County, Ohio; (iv) fund new money projects for certain FC facilities; (v) repay a short term note payable; (vi) establish a Debt Service Reserve Fund; and (vii) provide for the payment of costs of issuance associated with the Series 2012 Bonds.

Resolutions

Item No. 9: **Resolution Authorizing the Execution and Delivery of a Bond and Loan Agreement in connection with Illinois Finance Authority Industrial Development Revenue Refunding Bonds (Jonchris, LLC Project), Series 2012**

Item No. 10: **Resolution Approving Certain Amendments to the Illinois Finance Authority Series 2010A and Series 2010B (Palos Community Hospital and St. George Corporation) Loan Agreements**

Item No. 11: **Resolution to (i) Extend a Qualified Energy Conservation Bond Allocation Commitment to Southern Illinois University from December 31, 2012 to April 1, 2013, and (ii) Increase the Not-to-Exceed Amount of this QECB Allocation Commitment from $6.0 Million to $7.5 Million to Enable Financing of Additional Planned Energy Conservation Expenditures**

Item No. 13: **Resolution to Amend the Bond Indenture in Connection with Illinois Finance Authority Variable Rate Demand Bonds Series 2005C (Plymouth Place Project)**

Mr. Goetz asked if the members of the Board had any questions related to any of the projects or resolutions presented. There being none, Mr. Goetz requested leave to apply the previous roll call vote in favor of each project and resolution. Leave was granted unanimously.

Mr. Frampton presented each of the following projects:

Healthcare – 501(c)(3) Revenue Bonds

Item No. 6: **Advocate Health Care Network - $150,000,000**

Advocate Health Care Network is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Fifty Million Dollars ($150,000,000) of 501(c)(3) Revenue Bonds. This financing is being presented for one-time consideration.

Bond proceeds will be used by Advocate Health Care Network (hereinafter "Advocate", or the "Borrower") to (i) fund new money projects (including capitalized interest, if deemed necessary or advisable) at Advocate hospital campuses, including an outpatient diagnostic and treatment center and cancer center at Advocate Illinois Masonic Medical Center in Chicago, Illinois and a new patient tower at Advocate Christ Medical Center; (ii) fund a debt service reserve fund, if deemed necessary or advisable; (iii) finance certain working capital expenditures, if deemed necessary or advisable, and (iv) pay costs of issuance.

The Borrower estimates the new money projects will create up to 330 new jobs and 427 construction jobs.

Ms. Lenane introduced Mr. Dominic Nakis, Chief Financial Officer of Advocate Health Care Network to the members of the Board.

Mr. Nakis thanked the members of the Board for their consideration of this financing and provided more background on the use of bond proceeds should they approve this project.

Mr. Goetz thanked Mr. Nakis for his appearance before the Board

Item No. 7: **The University of Chicago Medical Center - $75,000,000**

The University of Chicago Medical Center is requesting approval of a Final Bond Resolution in an amount not-to-exceed Seventy-Five Million Dollars ($75,000,000) of 501(c)(3) Revenue Bonds. This financing is being presented for one-time consideration.

Bond proceeds will be used by The University of Chicago Medical Center hereinafter, the "Borrower") to: (i) pay or reimburse the Borrower for, or refinance outstanding indebtedness the proceeds of which were used for, the payment of the cost of acquiring, constructing, renovating, remodeling and equipping certain of the Borrower's health facilities, including the construction and equipping of a new 8-story parking structure with loading docks, ground level oxygen tank farm, and approximately 60,000 square feet of empty shelled space for future development, and (ii) pay certain expenses incurred in connection with the issuance of the Bonds.

The Borrower estimates these projects will create up to 25 new jobs and 185 construction jobs.

Ms. Lenane introduced Mr. James Watson, Chief Financial Officer of The University of Chicago Medical Center to the members of the Board.

Mr. Watson thanked the members of the Board for their consideration of this financing.

Mr. Goetz thanked Mr. Watson for his appearance before the Board. Mr. Goetz asked if the members of the Board had any questions related to any of the projects presented. There being none, Mr. Goetz requested leave to apply the previous roll call vote in favor of each project. Leave was granted unanimously.

Additionally, Mr. Goetz acknowledged Mr. Brad Traviolia, Deputy Commissioner of The Big Ten Conference, Inc. Mr. Goetz asked if Mr. Traviolia would like to speak before the members of the Board in connection with their approval of a Final Bond Resolution in an amount not-to-exceed Fifteen Million Dollars ($15,000,000) of 501(c)(3) Revenue Bonds, which was presented earlier this morning for one-time consideration.

Mr. Traviolia thanked the members of the Board for their earlier approval of this financing and provided more background on the use of bond proceeds for the project.

Executive Director Meister informed those present that when this financing was presented at the Committee of the Whole Meeting held earlier this morning, Mr. Frampton stated that The Big Ten Conference, Inc. was the first 501(c)(3) Revenue Bond financing undertaken by the Illinois Development Finance Authority ("IDFA"). Mr. Meister thanked Mr. Traviolia for his appearance before the Board and for returning to IFA, successor agency to IDFA.

Mr. Goetz asked Mr. Frampton to present resolutions to the Board which may require abstentions.

Mr. Frampton presented the following resolution:

Resolutions

Item No. 12: **Resolution Authorizing the Execution and Delivery of a First Supplemental Indenture of Trust and Related Documents, in Connection with Illinois Development Finance Authority $6,750,000 Variable Rate Demand Multi-Family Housing Revenue Bonds (Butterfield Creek Associates, L.P. Project), Series 1999 to enable the addition of a Federal Home Loan Bank of Atlanta Confirming Letter of Credit as Additional Security**

Mr. Goetz asked if the members of the Board had any questions related to the resolution presented. There being none, Mr. Goetz requested a roll call vote in favor of the resolution in anticipation of an abstention. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. With ten yeas, zero nays and one abstention by Mr. Gold, the resolution was adopted. Mr. Gold abstained due to a personal relationship with the Borrower.

VI. Other Business

None.

VII. Public Comment

None.

VIII. Adjournment

Mr. Goetz requested a motion to adjourn the Board Meeting. A motion to adjourn was made by Mr. O'Brien and seconded by Mr. Leonard. A voice vote was taken and the motion was adopted unanimously.

The Board Meeting adjourned at 11:01 a.m.

Minutes submitted by:
Brad R. Fletcher
Assistant Secretary of the Board

Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
November 30, 2012

	Actual November 2012	Budget November 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Budget YTD FY 2013	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2013	% of Budget Expended
REVENUE										
INTEREST ON LOANS	18,680	16,143	2,537	15.72%	102,414	86,425	15,989	18.50%	269,742	37.97%
INVESTMENT INTEREST & GAIN(LOSS)	5,421	2,083	3,338	160.25%	24,152	10,415	13,737	131.90%	25,000	96.61%
ADMINISTRATIONS & APPLICATION FEES	428,301	367,327	60,974	16.60%	2,103,479	2,121,567	(18,088)	-0.85%	3,789,504	55.51%
ANNUAL ISSUANCE & LOAN FEES	18,334	29,618	(11,284)	-38.10%	134,982	155,302	(20,320)	-13.08%	386,222	34.95%
OTHER INCOME	5,115	17,198	(12,083)	-70.26%	240,084	85,990	154,094	179.20%	206,375	116.33%
TOTAL REVENUE	475,851	432,369	43,482	10.06%	2,605,111	2,459,699	145,412	5.91%	4,676,843	55.70%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	108,255	121,510	(13,255)	-10.91%	553,188	617,559	(64,371)	-10.42%	1,462,277	37.83%
BENEFITS	20,431	20,158	273	1.35%	99,382	101,290	(1,908)	-1.88%	244,896	40.58%
TEMPORARY HELP	-		-	0.00%			-	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	-	500	(500)	-100.00%	595	2,500	(1,905)	-76.20%	6,000	9.92%
TRAVEL & AUTO	1,749	5,000	(3,251)	-65.02%	16,632	25,000	(8,368)	-33.47%	60,000	27.72%
TOTAL EMPLOYEE RELATED EXPENSES	130,435	147,168	(16,733)	-11.37%	669,797	746,349	(76,552)	-10.26%	1,773,173	37.77%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	43,772	37,458	6,314	16.86%	195,331	187,290	8,041	4.29%	449,500	43.46%
LOAN EXPENSE & BANK FEE	7,372	8,750	(1,378)	-15.75%	40,101	43,750	(3,649)	-8.34%	105,000	38.19%
ACCOUNTING & AUDITING	31,469	24,754	6,715	27.13%	140,924	123,770	17,154	13.86%	297,000	47.45%
MARKETING GENERAL	140	1,250	(1,110)	-88.80%	2,317	6,250	(3,933)	-62.93%	15,000	15.45%
FINANCIAL ADVISORY	8,333	8,333	-	0.00%	41,665	41,665	-	0.00%	100,000	41.67%
CONFERENCE/TRAINING	3,116	2,500	616	24.64%	9,114	12,500	(3,386)	-27.09%	30,000	30.38%
MISC. PROFESSIONAL SERVICES	10,317	6,250	4,067	65.07%	46,917	31,250	15,667	50.13%	75,000	62.56%
DATA PROCESSING	4,152	5,833	(1,681)	-28.82%	70,193	29,165	41,028	140.68%	70,000	100.28%
TOTAL PROFESSIONAL SERVICES	108,671	95,128	13,543	14.24%	546,562	475,640	70,922	14.91%	1,141,500	47.88%
OCCUPANCY COSTS										
OFFICE RENT	21,632	22,406	(774)	-3.45%	107,792	112,030	(4,238)	-3.78%	268,872	40.09%
EQUIPMENT RENTAL AND PURCHASES	1,616	1,333	283	21.23%	6,299	6,665	(366)	-5.49%	16,000	39.37%
TELECOMMUNICATIONS	3,051	2,917	134	4.59%	13,113	14,585	(1,472)	-10.09%	35,000	37.47%
UTILITIES	857	1,000	(143)	-14.30%	4,906	5,000	(94)	-1.88%	12,000	40.88%
DEPRECIATION	2,675	2,708	(33)	-1.22%	17,231	13,540	3,691	27.26%	32,500	53.02%
INSURANCE	1,959	2,083	(124)	-5.95%	9,761	10,415	(654)	-6.28%	25,000	39.04%
TOTAL OCCUPANCY COSTS	31,790	32,447	(657)	-2.02%	159,102	162,235	(3,133)	-1.93%	389,372	40.86%

Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
November 30, 2012

	Actual November 2012	Budget November 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Budget YTD FY 2013	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2013	% of Budget Expended
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	2,516	2,983	(467)	-15.66%	15,613	14,915	698	4.68%	35,800	43.61%
BOARD MEETING - EXPENSES	2,713	2,917	(204)	-6.99%	11,685	14,585	(2,900)	-19.88%	35,000	33.39%
PRINTING	558	833	(275)	-33.01%	2,728	4,165	(1,437)	-34.50%	10,000	27.28%
POSTAGE & FREIGHT	1,016	1,250	(234)	-18.72%	7,197	6,250	947	15.15%	15,000	47.98%
MEMBERSHIP, DUES & CONTRIBUTIONS	5,594	12,000	(6,406)	-53.38%	8,471	20,000	(11,529)	-57.65%	34,000	24.91%
PUBLICATIONS	122	583	(461)	-79.07%	516	2,915	(2,399)	-82.30%	7,000	7.37%
OFFICERS & DIRECTORS INSURANCE	16,348	16,667	(319)	-1.91%	81,082	83,335	(2,253)	-2.70%	200,000	40.54%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	28,867	37,233	(8,366)	-22.47%	127,292	146,165	(18,873)	-12.91%	336,800	37.79%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	.	-	-	-	0.00%	-	0.00%
OTHER										
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL EXPENSES	299,763	311,976	(12,213)	-3.91%	1,502,753	1,530,389	(27,636)	-1.81%	3,640,845	41.27%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	176,088	120,393	55,695	46.26%	1,102,358	929,310	173,048	18.62%	1,035,998	106.41%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TRANSFER	-	-	-	0.00%	317,153	-	317,153	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%	-	-
NET INCOME/(LOSS)	176,088	120,393	55,695	46.26%	1,419,511	929,310	490,201	52.75%	1,035,998	137.02%

Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending November 30, 2012

	Actual November 2012	Actual November 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Actual YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance
REVENUE								
INTEREST ON LOANS	18,680	18,629	51	0.27%	102,414	213,891	(111,477)	-52.12%
INVESTMENT INTEREST & GAIN(LOSS)	5,421	3,190	2,231	69.94%	24,152	12,390	11,762	94.93%
ADMINISTRATIONS & APPLICATION FEES	428,301	156,460	271,841	173.74%	2,103,479	1,088,947	1,014,532	93.17%
ANNUAL ISSUANCE & LOAN FEES	18,334	37,369	(19,035)	-50.94%	134,982	188,596	(53,614)	-28.43%
OTHER INCOME	5,115	6,667	(1,552)	-23.28%	240,084	1,174,211	(934,127)	-79.55%
TOTAL REVENUE	475,851	222,315	253,536	114.04%	2,605,111	2,678,035	(72,924)	-2.72%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	108,255	122,172	(13,917)	-11.39%	553,188	636,059	(82,871)	-13.03%
BENEFITS	20,431	18,395	2,036	11.07%	99,382	97,856	1,526	1.56%
TEMPORARY HELP	-	200	(200)	0.00%		337	(337)	0.00%
EDUCATION & DEVELOPMENT	-	-	-	0.00%	595	150	445	296.67%
TRAVEL & AUTO	1,749	5,433	(3,684)	-67.81%	16,632	20,910	(4,278)	-20.46%
TOTAL EMPLOYEE RELATED EXPENSES	130,435	146,200	(15,765)	-10.78%	669,797	755,312	(85,515)	-11.32%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	43,772	37,221	6,551	17.60%	195,331	156,068	39,263	25.16%
LOAN EXPENSE & BANK FEE	7,372	8,860	(1,488)	-16.79%	40,101	74,182	(34,081)	-45.94%
ACCOUNTING & AUDITING	31,469	21,860	9,609	43.96%	140,924	109,255	31,669	28.99%
MARKETING GENERAL	140	68	72	105.88%	2,317	1,720	597	34.71%
FINANCIAL ADVISORY	8,333	16,667	(8,334)	-50.00%	41,665	83,335	(41,670)	-50.00%
CONFERENCE/TRAINING	3,116	2,810	306	10.89%	9,114	9,267	(153)	-1.65%
MISC. PROFESSIONAL SERVICES	10,317	9,167	1,150	12.54%	46,917	45,835	1,082	2.36%
DATA PROCESSING	4,152	4,496	(344)	-7.65%	70,193	17,028	53,165	312.22%
TOTAL PROFESSIONAL SERVICES	108,671	101,149	7,522	7.44%	546,562	496,690	49,872	10.04%
OCCUPANCY COSTS								
OFFICE RENT	21,632	11,624	10,008	86.10%	107,792	98,343	9,449	9.61%
EQUIPMENT RENTAL AND PURCHASES	1,616	1,059	557	52.60%	6,299	8,902	(2,603)	-29.24%
TELECOMMUNICATIONS	3,051	937	2,114	225.61%	13,113	10,609	2,504	23.60%
UTILITIES	857	988	(131)	-13.26%	4,906	5,524	(618)	-11.19%
DEPRECIATION	2,675	4,075	(1,400)	-34.36%	17,231	16,792	439	2.61%
INSURANCE	1,959	1,945	14	0.72%	9,761	9,725	36	0.37%
TOTAL OCCUPANCY COSTS	31,790	20,628	11,162	54.11%	159,102	149,895	9,207	6.14%

Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending November 30, 2012

	Actual November 2012	Actual November 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Actual YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	2,516	2,287	229	10.01%	15,613	12,730	2,883	22.65%
BOARD MEETING - EXPENSES	2,713	2,042	671	32.86%	11,685	11,106	579	5.21%
PRINTING	558	282	276	97.87%	2,728	3,391	(663)	-19.55%
POSTAGE & FREIGHT	1,016	1,218	(202)	-16.58%	7,197	6,978	219	3.14%
MEMBERSHIP, DUES & CONTRIBUTIONS	5,594	4,118	1,476	35.84%	8,471	12,258	(3,787)	-30.89%
PUBLICATIONS	122	45	77	171.11%	516	720	(204)	-28.33%
OFFICERS & DIRECTORS INSURANCE	16,348	15,343	1,005	6.55%	81,082	76,717	4,365	5.69%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%
TOTAL GENL & ADMIN EXPENSES	28,867	25,335	3,532	13.94%	127,292	123,900	3,392	2.74%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	.	-	-	-	0.00%
OTHER								
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%
TOTAL EXPENSES	299,763	293,312	6,451	2.20%	1,502,753	1,525,797	(23,044)	-1.51%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	176,088	(70,997)	247,085	-348.02%	1,102,358	1,152,238	(49,880)	-4.33%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%
TRANSFER	-	409	(409)	0.00%	317,153	8,418	308,735	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%
NET INCOME/(LOSS)	176,088	(70,588)	246,676	-349.46%	1,419,511	1,160,656	258,855	22.30%

Illinois Finance Authority
General Fund
Unaudited
Balance Sheet
for the Five Months Ending November 30, 2012

	Actual November 2011	Actual November 2012
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	$ 34,305,996	$ 42,782,055
RECEIVABLES, NET	167,474	161,309
LOAN RECEIVABLE, NET	10,056,913	5,890,631
OTHER RECEIVABLES	95,735	67,320
PREPAID EXPENSES	142,803	173,457
TOTAL CURRENT ASSETS	44,768,921	49,074,772
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	136,011	91,102
DEFERRED ISSUANCE COSTS	276,203	228,664
OTHER ASSETS		
CASH RESTRICTED, INVESTMENTS & RESERVES	874,469	875,333
VENTURE CAPITAL INVESTMENTS	-	-
OTHER	(14,837)	(13,134)
TOTAL OTHER ASSETS	859,632	862,199
TOTAL ASSETS	$ 46,040,767	$ 50,256,737
LIABILITIES		
CURRENT LIABILITIES	$ 890,504	$ 775,567
LONG-TERM LIABILITIES	405,282	338,063
TOTAL LIABILITIES	1,295,786	1,113,630
EQUITY		
CONTRIBUTED CAPITAL	4,111,479	4,111,479
RETAINED EARNINGS	27,501,548	31,640,819
NET INCOME / (LOSS)	1,160,656	1,419,511
RESERVED/RESTRICTED FUND BALANCE	1,732,164	1,732,164
UNRESERVED FUND BALANCE	10,239,134	10,239,134
TOTAL EQUITY	44,744,981	49,143,107
TOTAL LIABILITIES & EQUITY	$ 46,040,767	$ 50,256,737

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
for Period Ending
November 30, 2012

	Actual November 2012	Budget November 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Budget YTD FY 2013	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2013	% of Budget Expended
REVENUE										
INTEREST ON LOANS	157,135	153,570	3,565	2.32%	763,907	775,335	(11,428)	-1.47%	1,931,461	39.55%
INVESTMENT INTEREST & GAIN(LOSS)	49,827	45,154	4,673	10.35%	360,923	225,770	135,153	59.86%	543,350	66.43%
ADMINISTRATIONS & APPLICATION FEES	428,301	367,327	60,974	16.60%	2,103,479	2,121,567	(18,088)	-0.85%	3,789,504	55.51%
ANNUAL ISSUANCE & LOAN FEES	18,334	29,618	(11,284)	-38.10%	134,982	155,302	(20,320)	-13.08%	386,222	34.95%
OTHER INCOME	47,689	42,198	5,491	13.01%	399,170	210,990	188,180	89.19%	506,375	78.83%
TOTAL REVENUE	701,286	637,867	63,419	9.94%	3,762,461	3,488,964	273,497	7.84%	7,156,912	52.57%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	108,255	121,510	(13,255)	-10.91%	553,188	617,559	(64,371)	-10.42%	1,462,277	37.83%
BENEFITS	20,431	20,158	273	1.35%	99,382	101,290	(1,908)	-1.88%	244,896	40.58%
TEMPORARY HELP		-	-	0.00%	-	-	-	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	-	500	(500)	-100.00%	595	2,500	(1,905)	-76.20%	6,000	9.92%
TRAVEL & AUTO	1,749	5,000	(3,251)	-65.02%	16,632	25,000	(8,368)	-33.47%	60,000	27.72%
TOTAL EMPLOYEE RELATED EXPENSES	130,435	147,168	(16,733)	-11.37%	669,797	746,349	(76,552)	-10.26%	1,773,173	37.77%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	45,855	39,542	6,313	15.97%	205,746	197,710	8,036	4.06%	474,500	43.36%
LOAN EXPENSE & BANK FEE	168,858	170,236	(1,378)	-0.81%	847,623	851,180	(3,557)	-0.42%	2,042,832	41.49%
ACCOUNTING & AUDITING	32,768	26,653	6,115	22.94%	147,420	133,265	14,155	10.62%	319,791	46.10%
MARKETING GENERAL	140	1,250	(1,110)	-88.80%	2,317	6,250	(3,933)	-62.93%	15,000	15.45%
FINANCIAL ADVISORY	8,333	8,333	-	0.00%	41,665	41,665	-	0.00%	100,000	41.67%
CONFERENCE/TRAINING	3,116	2,500	616	24.64%	9,114	12,500	(3,386)	-27.09%	30,000	30.38%
MISC. PROFESSIONAL SERVICES	13,650	9,583	4,067	42.44%	63,582	47,915	15,667	32.70%	115,000	55.29%
DATA PROCESSING	4,152	5,833	(1,681)	-28.82%	70,193	29,165	41,028	140.68%	70,000	100.28%
TOTAL PROFESSIONAL SERVICES	276,872	263,930	12,942	4.90%	1,387,660	1,319,650	68,010	5.15%	3,167,123	43.81%
OCCUPANCY COSTS										
OFFICE RENT	21,632	22,406	(774)	-3.45%	107,792	112,030	(4,238)	-3.78%	268,872	40.09%
EQUIPMENT RENTAL AND PURCHASES	1,616	1,333	283	21.23%	6,299	6,665	(366)	-5.49%	16,000	39.37%
TELECOMMUNICATIONS	3,051	2,917	134	4.59%	13,113	14,585	(1,472)	-10.09%	35,000	37.47%
UTILITIES	857	1,000	(143)	-14.30%	4,906	5,000	(94)	-1.88%	12,000	40.88%
DEPRECIATION	2,675	2,708	(33)	-1.22%	17,232	13,540	3,692	27.27%	32,500	53.02%
INSURANCE	1,959	2,083	(124)	-5.95%	9,761	10,415	(654)	-6.28%	25,000	39.04%
TOTAL OCCUPANCY COSTS	31,790	32,447	(657)	-2.02%	159,103	162,235	(3,132)	-1.93%	389,372	40.86%

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
for Period Ending
November 30, 2012

	Actual November 2012	Budget November 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Budget YTD FY 2013	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2013	% of Budget Expended
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	2,516	2,983	(467)	-15.66%	15,613	14,915	698	4.68%	35,800	43.61%
BOARD MEETING - EXPENSES	2,713	2,917	(204)	-6.99%	11,685	14,585	(2,900)	-19.88%	35,000	33.39%
PRINTING	558	833	(275)	-33.01%	2,728	4,165	(1,437)	-34.50%	10,000	27.28%
POSTAGE & FREIGHT	1,016	1,250	(234)	-18.72%	7,197	6,250	947	15.15%	15,000	47.98%
MEMBERSHIP, DUES & CONTRIBUTIONS	5,594	12,000	(6,406)	-53.38%	8,471	20,000	(11,529)	-57.65%	34,000	24.91%
PUBLICATIONS	122	583	(461)	-79.07%	516	2,915	(2,399)	-82.30%	7,000	7.37%
OFFICERS & DIRECTORS INSURANCE	16,348	16,667	(319)	-1.91%	81,082	83,335	(2,253)	-2.70%	200,000	40.54%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	28,867	37,233	(8,366)	-22.47%	127,292	146,165	(18,873)	-12.91%	336,800	37.79%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	.	-	-	-	0.00%	-	0.00%
OTHER										
INTEREST EXPENSE	455	455	-	0.00%	2,273	2,275	(2)	-0.09%	5,166	44.00%
TOTAL OTHER	455	455	-	0.00%	2,273	2,275	(2)	-0.09%	5,166	0.00%
TOTAL EXPENSES	468,419	481,233	(12,814)	-2.66%	2,346,125	2,376,674	(30,549)	-1.29%	5,671,634	41.37%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	232,867	156,634	76,233	48.67%	1,416,336	1,112,290	304,046	27.34%	1,485,278	95.36%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT		-	-	0.00%		-	-	0.00%	-	0.00%
TRANSFER		-	-	0.00%		-	-	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	841,399	-	841,399	0.00%	-	0.00%
TRANSFER FROM STATE		-	-	0.00%		-	-	0.00%	-	-
NET INCOME/(LOSS)	232,867	156,634	76,233	48.67%	2,257,735	1,112,290	1,145,445	102.98%	1,485,278	152.01%

Illinois Finance Authority
Consolidated Statement of Activities
Comparison
for Period Ending
November 30, 2012

	Actual November 2012	Actual November 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Actual YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance
REVENUE								
INTEREST ON LOANS	157,135	171,749	(14,614)	-8.51%	763,907	684,999	78,908	11.52%
INVESTMENT INTEREST & GAIN(LOSS)	49,827	47,243	2,584	5.47%	360,923	167,097	193,826	116.00%
ADMINISTRATIONS & APPLICATION FEES	428,301	156,460	271,841	173.74%	2,103,479	1,088,947	1,014,532	93.17%
ANNUAL ISSUANCE & LOAN FEES	18,334	37,369	(19,035)	-50.94%	134,982	188,596	(53,614)	-28.43%
OTHER INCOME	47,689	39,689	8,000	20.16%	399,170	1,329,592	(930,422)	-69.98%
TOTAL REVENUE	701,286	452,510	248,776	54.98%	3,762,461	3,459,231	303,230	8.77%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	108,255	122,172	(13,917)	-11.39%	553,188	636,059	(82,871)	-13.03%
BENEFITS	20,431	18,395	2,036	11.07%	99,382	97,856	1,526	1.56%
TEMPORARY HELP		200	(200)	0.00%	-	337	(337)	0.00%
EDUCATION & DEVELOPMENT	-	-	-	0.00%	595	150	445	296.67%
TRAVEL & AUTO	1,749	5,433	(3,684)	-67.81%	16,632	20,910	(4,278)	-20.46%
TOTAL EMPLOYEE RELATED EXPENSES	130,435	146,200	(15,765)	-10.78%	669,797	755,312	(85,515)	-11.32%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	45,855	39,304	6,551	16.67%	205,746	166,483	39,263	23.58%
LOAN EXPENSE & BANK FEE	168,858	162,068	6,790	4.19%	847,623	543,809	303,814	55.87%
ACCOUNTING & AUDITING	32,768	23,409	9,359	39.98%	147,420	113,080	34,340	30.37%
MARKETING GENERAL	140	68	72	105.88%	2,317	1,720	597	34.71%
FINANCIAL ADVISORY	8,333	16,667	(8,334)	-50.00%	41,665	83,335	(41,670)	-50.00%
CONFERENCE/TRAINING	3,116	2,810	306	10.89%	9,114	9,267	(153)	-1.65%
MISC. PROFESSIONAL SERVICES	13,650	12,500	1,150	9.20%	63,582	62,500	1,082	1.73%
DATA PROCESSING	4,152	4,496	(344)	-7.65%	70,193	17,028	53,165	312.22%
TOTAL PROFESSIONAL SERVICES	276,872	261,322	15,550	5.95%	1,387,660	997,222	390,438	39.15%
OCCUPANCY COSTS								
OFFICE RENT	21,632	11,624	10,008	86.10%	107,792	98,343	9,449	9.61%
EQUIPMENT RENTAL AND PURCHASES	1,616	1,059	557	52.60%	6,299	8,902	(2,603)	-29.24%
TELECOMMUNICATIONS	3,051	937	2,114	225.61%	13,113	10,609	2,504	23.60%
UTILITIES	857	988	(131)	-13.26%	4,906	5,524	(618)	-11.19%
DEPRECIATION	2,675	4,075	(1,400)	-34.36%	17,232	16,792	440	2.62%
INSURANCE	1,959	1,945	14	0.72%	9,761	9,725	36	0.37%
TOTAL OCCUPANCY COSTS	31,790	20,628	11,162	54.11%	159,103	149,895	9,208	6.14%

Illinois Finance Authority
Consolidated Statement of Activities
Comparison
for Period Ending
November 30, 2012

	Actual November 2012	Actual November 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Actual YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	2,516	2,287	229	10.01%	15,613	12,730	2,883	22.65%
BOARD MEETING - EXPENSES	2,713	2,042	671	32.86%	11,685	11,106	579	5.21%
PRINTING	558	282	276	97.87%	2,728	3,391	(663)	-19.55%
POSTAGE & FREIGHT	1,016	1,218	(202)	-16.58%	7,197	6,979	218	3.12%
MEMBERSHIP, DUES & CONTRIBUTIONS	5,594	4,118	1,476	35.84%	8,471	12,258	(3,787)	-30.89%
PUBLICATIONS	122	45	77	171.11%	516	719	(203)	-28.23%
OFFICERS & DIRECTORS INSURANCE	16,348	15,343	1,005	6.55%	81,082	76,716	4,366	5.69%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%
TOTAL GENL & ADMIN EXPENSES	28,867	25,335	3,532	13.94%	127,292	123,899	3,393	2.74%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	#DIV/0!	-	-	-	#DIV/0!
OTHER								
INTEREST EXPENSE	455	503	(48)	-9.54%	2,273	2,513	(240)	-9.55%
TOTAL OTHER	455	503	(48)	0.00%	2,273	2,513	(240)	0.00%
TOTAL EXPENSES	468,419	453,988	14,431	3.18%	2,346,125	2,028,841	317,284	15.64%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	232,867	(1,478)	234,345	-15855.55%	1,416,336	1,430,390	(14,054)	-0.98%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT		-	-	0.00%		-	-	0.00%
TRANSFER	-	3,161	(3,161)	0.00%		(8)	8	0.00%
REVENUE GRANT	-	-	-	0.00%	841,399	-	841,399	0.00%
TRANSFERS FROM STATE		-	-	0.00%		-	-	0.00%
NET INCOME/(LOSS)	232,867	1,683	231,184	13736.42%	2,257,735	1,430,382	827,353	57.84%

Illinois Finance Authority
Consolidated
Unaudited
Balance Sheet
for the Five Months Ending November 30, 2012

	Actual November 2011	Actual November 2012
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	$ 34,305,996	$ 42,782,055
RECEIVABLES, NET	167,474	161,309
LOAN RECEIVABLE, NET	30,075,013	26,913,901
NOTES RECEIVABLE	38,663,637	34,643,937
OTHER RECEIVABLES	518,639	784,111
PREPAID EXPENSES	142,803	173,457
TOTAL CURRENT ASSETS	103,873,562	105,458,770
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	136,011	91,102
DEFERRED ISSUANCE COSTS	377,306	308,013
OTHER ASSETS		
CASH RESTRICTED, INVESTMENTS & RESERVES	52,978,045	55,556,163
VENTURE CAPITAL INVESTMENTS	2,247,981	-
OTHER	3,000,000	3,000,000
TOTAL OTHER ASSETS	58,226,026	58,556,163
TOTAL ASSETS	$ 162,612,905	$164,414,048
LIABILITIES		
CURRENT LIABILITIES	1,021,825	909,771
BONDS PAYABLE	46,840,000	41,885,000
OTHER LIABILITIES	1,294,014	1,551,983
TOTAL LIABILITIES	49,155,839	44,346,754
EQUITY		
CONTRIBUTED CAPITAL	35,608,692	35,608,692
RETAINED EARNINGS	28,655,681	30,492,093
NET INCOME / (LOSS)	1,430,382	2,257,735
RESERVED/RESTRICTED FUND BALANCE	35,114,140	39,060,603
UNRESERVED FUND BALANCE	12,648,171	12,648,171
TOTAL EQUITY	113,457,066	120,067,294
TOTAL LIABILITIES & EQUITY	$ 162,612,905	$164,414,048

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Jim Senica and Lorrie Karcher

Date: December 11, 2012

Re: Overview Memo for Beginning Farmer Bonds

- **Borrower/Project Name:** Beginning Farmer Bonds
- **Locations:** Throughout Illinois
- **Board Action Requested:** Final Bond Resolution for the attached project
- **Amount:** Up to $488,600 maximum of new money for each project
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: $456,055**
- **Calendar Year Summary:** (as of December 11, 2012)
  - Volume Cap: $15,000,000
  - Volume Cap Committed: $5,288,444
  - Volume Cap Remaining: $9,711,556
  - Average Farm Acreage: 75
  - Number of Farms Financed: 21
- **IFA Benefits:**
  - **Conduit Tax-Exempt Bonds** – no direct IFA or State funds at risk
  - **New Money Bonds:**
    - Convey tax-exempt status
    - Will use dedicated 2012 IFA Volume Cap set-aside for Beginning Farmer Bond transactions
- **IFA Fees**:
  - One-time closing fee will total 1.50% of the bond amount for each project
- **Structure/Ratings:**
  - Bonds to be purchased directly as a nonrated investment held until maturity by the Borrower's bank (the "Bank")
  - The Bank will be secured by the Borrower's assets, as on a commercial loan
  - Interest rates, terms, and collateral are negotiated between the Borrower and the Bank, just as with any commercial loan
  - Workouts are negotiated directly between each Borrower and Bank, just as on any secured commercial loan
- **Bond Counsel:** **Burke, Burns & Pinelli, Ltd.**
  Stephen F. Welcome, Esq.
  Three First National Plaza, Suite 4300
  Chicago, IL 60602

A.

Project Number:	**A-FB-TE-CD-8588**
Borrower(s):	**Ruppert, Jordan**
Borrower Benefit:	First Time Land Buyer
Town:	Coulterville, IL
IFA Bond Amount:	**$456,055**
Use of Funds:	Farmland –157 acres of farmland
Purchase Price:	$716,900 / ($4,566 per ac)
% Borrower Equity	5%
% USDA Farm Service Agency	31% (*Subordinate Financing)*
% IFA	64%
Townships:	Swanick
Counties/Regions:	Perry / Southern
Lender/Bond Purchaser	Peoples National Bank / Chris Howton
Legislative Districts:	Congressional: 12
	State Senate: 58
	State House: 116

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

CONDUIT

$6,000,000 (not-to-exceed amount)
Practice Velocity Holdings, LLC

December 11, 2012

REQUEST	**Purpose:** Bond proceeds will be used by **Practice Velocity Holdings, LLC**, an Illinois limited liability company (the "**Borrower**" or "**Company**"), to provide the Company with a portion of the funds to be applied, together with funds from other sources, to (i) pay or reimburse the Company for the costs of acquiring, constructing, remodeling, renovating and equipping a building and related improvements, all to be owned and operated by the Company (the "**Project**"), (ii) pay interest on the Bonds during the construction of the Project, and (iii) pay certain expenses incurred in connection with the issuance of the Bonds, all as permitted by the Act (collectively, the "**Financing Purposes**"). **Program:** Midwestern Disaster Area Revenue Bonds **Volume Cap Required:** This Project will not use any of Illinois Finance Authority's ("IFA's") standard 2012 Private Activity Bond Volume Cap for Industrial Development Revenue Bonds. Rather, this Project will be financed as a Midwestern Disaster Area Revenue Bond ("MDAB") issue and will use up to $6.0 million of an approximately $1.515 billion MDAB allocation to IFA for projects located in 18 MDAB-eligible Illinois counties. **Extraordinary Conditions:** None. No IFA Funds at risk. No State Funds at risk.
BOARD ACTION	Final Bond Resolution (*One-time consideration*)
MATERIAL CHANGES	None. This is the first time this financing proposal has been presented to the IFA Board of Directors.
JOBS DATA	245 Current jobs; 75 (1-2 years) New jobs projected N/A Retained jobs; 16 (4-5 months) Construction jobs projected
BORROWER DESCRIPTION	● Type of entity: Special purpose entity to acquire the property, manage the construction and renovations to the property, and to manage the property and the leases to the affiliated entities, Practice Velocity, LLC ("Practice Velocity"), KSB Solutions, LLC d/b/a PV Billing ("PV Billing"), PV Services Group, LLC, and NMN Consultants, LLC ("NMN Consultants") who will lease from Practice Velocity Holdings, LLC. ● Location: Machesney Park /Winnebago/Northern Stateline ● Practice Velocity Holdings, LLC is affiliated through common ownership with Practice Velocity, PV Billing and NMN Consultants. (www.practicevelocity.com).
CREDIT INDICATORS	● The Borrower is a newly-formed, non-rated, special purpose entity established to develop and own the subject redevelopment Project. ● The Bond will be purchased directly as an investment by **Riverside Community Bank** of Rockford or an affiliate thereof (the "**Bank**") and will be secured by a first mortgage on the subject real estate and a collateral assignment of rents and leases.
STRUCTURE	● The Bond will be purchased directly as an investment by Riverside Community Bank (which is the direct lender to the Borrower and other affiliated companies). ● Term: Not-to-exceed 25 years (with an initial term of 15 years, with potential to reset periodically) ● Rate: The initial interest rate will be set at closing as negotiated by the Borrower and the Bank and is estimated at between 3.50% and 4.50% under current market conditions.
SOURCES AND USES	See table below
RECOMMENDATION	Credit Review Committee recommends approval.

SOURCES AND USES

Sources:		**Uses:**	
IFA Bond	$6,000,000	Project Cost:	$7,306,500
TIF Funds, Subord. Debt	1,450,000	Legal & Professional:	143,500
Total	**$7,450,000**	**Total**	**$7,450,000**

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
December 11, 2012

Project: Practice Velocity Holdings, LLC

STATISTICS

IFA Project:	I-MDAB-TE-CD-8591	Amount:	$6,000,000 (not-to-exceed amount)
Type:	Midwestern Disaster Area Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Machesney Park	County/ Region:	Winnebago / Northern Stateline

BOARD ACTION

Final Bond Resolution (*One-time consideration*)

Midwestern Disaster Area Revenue Bonds	No IFA funds at risk
Credit committee recommends approval	No extraordinary conditions

VOTING RECORD

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

PURPOSE

Purpose: Bond proceeds will be loaned to **Practice Velocity Holdings, LLC**, an Illinois limited liability company (the "**Borrower**" or "**Company**"), in order to provide the Company with a portion of the funds to be applied, together with certain other funds, to (i) pay or reimburse the Company for the costs of acquiring, constructing, remodeling, renovating and equipping a building and related improvements, all to be owned and operated by the Company (the "**Project**"), (ii) pay interest on the Bonds during the construction of the Project, and (iii) pay certain expenses incurred in connection with the issuance of the Bonds, all as permitted by the Act (collectively, the "**Financing Purposes**").

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

The State is authorized with approximately $1.5 billion in bonding authority for issuance of MDABs until 12/31/2012.

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

Because this project will be financed as a Midwestern Disaster Area Revenue Bond issue, this project will require up to $6.0 million of Illinois' Midwestern Disaster Area Revenue Bond allocation.

To date, approximately $62.6MM of MDABs have been issued in Illinois, and an additional $72.4MM has been induced by the Authority.

Accordingly, after using a $6.0MM MDAB allocation for use by this Project, there remains approximately $1.3 billion of unencumbered MDAB allocation available for new projects through 12/31/2012.

SOURCES AND USES OF FUNDS

Sources:				**Uses:**			
	IFA Bonds	$	6,000,000		Project Costs	$	7,306,500
	TIF Funds, Subord. Debt		1,450,000		Legal & Professional		143,500
	Total	**$**	**7,450,000**		**Total**	**$**	**7,450,000**

JOBS

Current employment:	245	***Projected new jobs:**	75 (1-2 years)
Jobs retained:	N/A	Construction jobs:	16 (4-5 months)

***** The Developer anticipates leasing the building to the following affiliated entities, **Practice Velocity, LLC** ("**Practice Velocity**"), **KSB Solutions, LLC d/b/a PV Billing** ("**PV Billing**"), **PV Services Group, LLC, and NMN Consultants, LLC** ("**NMN Consultants**") that collectively will substantially fill the building. All 75 new jobs are attributed to these affiliated entities (i.e., the Borrower's operating affiliates). No new jobs are forecast for the special purpose real estate holding entity, **Practice Velocity Holdings, LLC** (the "**Borrower**" or "**Applicant**"), are projected.

FINANCING SUMMARY

Structure/ Bank Direct Purchase: As contemplated, the proposed Bonds will be purchased directly by Riverside Community Bank, Rockford, Illinois (the "**Bank**" or the "**Direct Lender**" / "**Bond Purchaser**"). In addition to the general pledge of the Borrower, the Bank will be secured by a first mortgage on the subject property and a collateral assignment of rents and leases.

Interest Rate: The initial interest rate will be set at closing as negotiated by the Borrower and the Bank and is estimated at between 3.50% and 4.50% based on current market conditions.

Credit Rating: The underlying Borrower is a non-rated entity. The Bonds will be purchased directly by the Borrower's relationship bank (and the primary bank of the Project's principal tenants, Practice Velocity, PV Billing and NMN Consultants.

Final Maturity Date: Not-to-exceed 25 Years

Anticipated Closing Date: December 21, 2012

BUSINESS SUMMARY

Description: **Practice Velocity Holdings, LLC** (the "**Borrower**" or "**Applicant**"), is an Illinois limited liability company established in 2012 as a special purpose entity for the acquisition of land and an existing office building located at 8788 North Second Street, Machesney Park, Illinois 61115, of approximately 63,000 square feet located on parcels of real estate aggregating approximately 8.77 acres; (ii) the construction and renovation needed to make the existing building suitable for the Borrower and its affiliated entities, **Practice Velocity, LLC** ("**Practice Velocity**"), **KSB Solutions, LLC d/b/a PV Billing** ("**PV Billing**"), **PV Services Group, LLC, and NMN Consultants, LLC** ("**NMN Consultants**") who will lease from Borrower

The Applicant is principally owned by the CEO of Practice Velocity, LLC and the beneficial owners of the other respective affiliates sharing common ownership. They will all be the principal tenants of the Project upon completion of the proposed renovations.

Additional ownership information on the principals of Practice Velocity Holdings, LLC is described further in the Economic Disclosure Statement section of this report (see page 6).

Additional background information on the affiliated operating entities follows immediately below.

Background on Project Tenants: According to the Borrower, **Practice Velocity** began operations in a closet-sized room, ventilated by fans from Wal-Mart. The Company's three owners, David Stern, John Koehler, and Terry Buzzard (each urgent care physicians) determined the need for software to enable urgent care physician centers organize and manage patient flow, billing, coding, and patient chart storage. After search for existing applications that could be adapted for urgent care facilities (and finding none), the Company's founders decided to create their own management software for urgent care facilities and Practice Velocity was born. Practice Velocity now provides software services to over 850 urgent care facilities clinics in all 50 states.

As the founders expanded their own network of urgent care facilities, the founders started affiliated companies that help manage billings (**PV Billing**) and urgent care facility management consulting services (**NMN Consultants**).

PV Billing is the largest billing company focused on the urgent care industry. With more than 150 urgent care billing specialists, PV Billing has processed more than $500 million in urgent care billing revenue for 122 urgent care centers in 34 states.

NMN Consultants^{SM} is an urgent care consulting service that offers providers the necessary resources to start their own urgent care facility, including strategy, logistics, and operations.

PV Services Group, LLC is an affiliated entity that employs all workers used by Practice Velocity, PV Billing and NMN Consultants and will be the fourth affiliated tenant operating at the Project.

Practice Velocity, PV Billing and NMN Consultants operations, until recently, were located in two separate leased facilities in Belvidere, Illinois and Machesney Park, Illinois, employing 245 employees.

Operating under a continuous improvement methodology, Practice Velocity's key features, functionality and customer product offerings have contributed to their extremely rapid growth over the past 10 years.

Awards: Practice Velocity has been recognized for their innovation and service both locally and nationally. VelociDoc® EMR was chosen as a semi-finalist in Innovate Illinois 2010, a statewide entrepreneurial and innovation competition whereby the Illinois Department of Commerce and Economic Opportunity ("DCEO") recognizes high-growth entrepreneurs

In April 2012, Practice Velocity's VelociDoc® electronic medical charting and urgent care services management software were ranked the highest in the urgent care industry by KLAS Research, a firm that monitors and reports the performance of healthcare vendors.

In October 2012, Practice Velocity was recognized by *INC. Magazine* as one the fastest-growing private companies in America, ranked (1) #1,898 out of 5,000 companies nationally, (2) #80 in Illinois, and #144 in the health industry.

Background on the Facility: The Machesney Park Mall was developed on part of the site of the former Machesney Airport, by Melvin Simon and Associates (now Simon Property Group) and opened in 1978. Since being acquired by Rubloff Development Group in December 2003, the mall has been undergoing internal demolition in preparation for redevelopment.

The current anchor stores in the mall are Bergner's and JC Penney Outlet. A Burlington Coat Factory store opened in the mall in September 2009. Despite announcement from J.C. Penney that it would close all of its outlet stores, representatives of the chain said that the Machesney Park store would remain open through 2012.

Rationale: The proposed acquisition by the Borrower will repurpose portions of the largely vacant retail facility into an office and data management facility, creating an employment center at the repurposed Machesney Park Mall thereby increasing the assessed valuation of the property on the local Winnebago County tax rolls.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Purpose: Bond proceeds will be loaned to **Practice Velocity Holdings, LLC**, an Illinois limited liability company (the "**Borrower**" or "**Company**"), in order to provide the Company with a portion of the funds to be applied, together with certain other funds, to (i) pay or reimburse the Company for the costs of acquiring, constructing, remodeling, renovating and equipping a building and related improvements, all to be owned and operated by the Company (the "**Project**"), (ii) pay interest on the Bonds during the construction of the Project, and (iii) pay certain expenses incurred in connection with the issuance of the Bonds, all as permitted by the Act (collectively, the "**Financing Purposes**").

Note: Based on the structure of this transaction, Riverside Community Bank will own a single Bond.

ECONOMIC DISCLOSURE STATEMENT

Applicant:	Practice Velocity Holdings, LLC, 10100 Forest Hills Road, Machesney Park, IL 61115-8234
Contact:	David E. Stern, CEO, 10100 Forest Hills Road, Machesney Park, IL 61115-8234; (P) 815-713-2687; dstern@practicevelocity.com
Project name:	Practice Velocity Holdings, LLC Project
Location:	8788 N. Second Street, Machesney Park (Winnebago County), IL 61115-2080

Ownership Information: The Manager and any individuals holding a 7.5% or greater ownership (membership) interest in the Borrower are listed below:

Manager: **David E. Stern** (also CEO of Practice Velocity, LLC), 65%

Members: **John Koehler**, 23%
Terry Buzzard, 12%

Seller Disclosure: Rubloff Development Group, Inc., 4949 Harrison Ave., Rockford, Illinois, is the current owner of the subject real estate.

PROFESSIONAL & FINANCIAL

Borrower Counsel:	Hinshaw & Culbertson LLP	Rockford, IL	James W. Keeling Matt Logan
Accountant:	CliftonLarsonAllen LLP	Rockford, IL	
Bond Counsel:	Schiff Hardin LLP	Chicago, IL	Paul Marengo
Bond Purchaser:	Riverside Community Bank (Heartland Financial USA, Inc.)	Rockford, IL	Amy Brewer Shelley Phillips
Counsel to Bank:	Dorsey & Whitney LLP	Des Moines, IA	David Claypool
Bond Trustee:	Not applicable (bank direct purchase)		
Architect:	Practice Velocity, LLC	Rockford, IL	(in-house)
Building Leasing Agent:	N/A		
General Contractor:	Request for Proposals Pending		
IFA Counsel:	Kutak Rock LLP	Chicago, IL	Kevin Barney
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	16
State Senate:	34
State House:	68

CONDUIT

$17,500,000 (not-to-exceed)
Melrose Cooperative Nursery Inc.
D/B/A The Catherine Cook School

December 11, 2012

REQUEST	**Purpose**: Bond proceeds will be loaned to the **Melrose Cooperative Nursery Inc. D/B/A The Catherine Cook School**, an Illinois not-for-profit corporation ("**Catherine Cook School**" or the "**Borrower**"), and will be used to provide the Borrower with all or a portion of the funds to (i) construct and furnish a new 25,000 square foot addition to the Borrower's existing campus, the main address of which is located at 226 West Schiller Street, Chicago, Illinois, which addition is currently expected to include a new library, eleven new classrooms, two new middle school science rooms, a lower school discovery center, and another rooftop playground, which addition will include property currently located on the 1400 block of N. North Park Avenue and a vacated alley located immediately adjacent to the west side of the Borrower's existing facility (the "**Project**"); (ii) refinance the Borrower's outstanding Revenue Bonds, Series 2007, previously issued by the Authority; and (iii) pay certain costs incurred in connection with the issuance of the Bonds, all as permitted by the Act (collectively, the "**Financing Purposes**"). **Program**: Conduit 501(c)(3) Revenue Bonds **Extraordinary Conditions**: None.
BOARD ACTION	Preliminary Bond Resolution
MATERIAL CHANGES	None – this is the first time this matter has been presented to the IFA Board of Directors.
JOB DATA	90 Current jobs; 4 New jobs projected (1-2 years) N/A Retained jobs; 50 Construction jobs projected (12 months)
DESCRIPTION	● Location: Chicago / Cook County / Northeast ● Type of entity: Melrose Cooperative Nursery Inc. d/b/a The Catherine Cook School is an Illinois not-for-profit corporation. ● Catherine Cook School is an independent, coeducational day school enrolling approximately 500 students in Preschool through Grade Eight and is located in the Old Town neighborhood on the north side of Chicago. It was originally established in 1975 as the Melrose Cooperative Nursery Center, Inc. and was housed at the Temple Shalom.
CREDIT INDICATORS	● The Borrower is a non-rated entity. ● The School is considering the following two alternative debt structures: (1) The plan of finance would contemplate that a subordinated debt issuance of up to $5.0 MM in tax exempt bonds be privately placed with supporters of the school. These proceeds will be combined with a senior bank loan for the balance of the Project costs. (2) Alternatively, the plan of finance would contemplate a Direct-Purchase of tax-exempt bonds by a bank for the Project costs in their entirety.
SECURITY	● The Bond Purchaser will be secured by a valid, perfected, first-priority mortgage and security interest in the real property and all fixtures, equipment and other personal property related to or used in connection with the real property of the Borrower located at 226 West Schiller Street and 1400 N. North Park Avenue, each in Chicago, Illinois.
MATURITY	● Under the first proposal, the subordinated bonds will come due as a bullet maturity in seven years while Senior Bank term debt would have a 15 year amortization schedule, with a bullet due in 5 years. ● Under the alternative proposal, the Borrower would seek $5.8 MM on a floating rate basis to match the current outstanding IFA Series 2007 Bonds (Catherine Cook School Project) issued on behalf of the school; the balance will be a fixed rate. The fixed rate bonds will amortize over a seven year period and the variable rate bonds will come due as a bullet (non-amortizing) in 2037.
INTEREST RATE	● The initial interest rate will be negotiated and established prior to closing and is currently estimated at between 4.00% and 6.00% for a subordinated debt issuance; or ● Under the alternative plan of finance, the Direct-Purchase Bonds will be issued on a floating rate basis (SIFMA Muni Swap Index 0.14% as of 11/23/11) to match the outstanding IFA Series 2007 Bonds while the fixed-rate Bonds issued to cover the balance of the Project Costs are currently estimated at between 3.00% and 4.00%.

SOURCES AND USES

Sources:		**Uses:**	
IFA New Money Bonds	$11,680,000	Project costs	$11,680,000
IFA Refunding Bonds	5,820,000	Series 2007 Bonds	5,820,000
Equity	160,000	Costs of Issuance	160,000
Total	**$17,660,000**	**Total**	**$17,660,000**

RECOMMENDATION Credit Review Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
December 11, 2012

Project: Melrose Cooperative Nursery Inc. D/B/A The Catherine Cook School

STATISTICS

Project Number:	N-NP-TE-CD-8590	Amount:	$17,500,000 (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

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

VOTING RECORD

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

PURPOSE

Bond proceeds will be loaned to the **Melrose Cooperative Nursery Inc. D/B/A The Catherine Cook School**, an Illinois not-for-profit corporation ("**Catherine Cook School**" or the "**Borrower**"), and will be used to provide the Borrower with all or a portion of the funds to (i) construct and furnish a new 25,000 square foot addition to the Borrower's existing campus, the main address of which is located at 226 West Schiller Street, Chicago, Illinois, which addition is currently expected to include a new library, eleven new classrooms, two new middle school science rooms, a lower school discovery center, and another rooftop playground, which addition will include property currently located on the 1400 block of N. North Park Avenue and a vacated alley located immediately adjacent to the west side of the Borrower's existing facility (the "**Project**"); (ii) refinance the Borrower's outstanding Revenue Bonds, Series 2007, previously issued by the Authority; and (iii) pay certain costs incurred in connection with the issuance of the Bonds, all as permitted by the Act (collectively, the "**Financing Purposes**").

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources:	IFA New Money Bonds	$11,680,000	Uses:	Project Costs	$11,680,000
	IFA Refunding Bonds	5,820,000		IFA Series 2007 Bonds	5,820,000
	Equity	160,000		Costs of Issuance	160,000
	Total	**$17,660,000**		**Total**	**$17,660,000**

JOBS

Current employment:	90	Projected new jobs:	4 (1-2 years)
Jobs retained:	N/A	Construction jobs:	50 (12 months)

FINANCING SUMMARY

Potential Structures:	The Borrower is presently considering two potential financing scenarios and is negotiating with several commercial banks regarding a prospective financing commitment. Scenario I: A commercial bank would direct-purchase (i) $11.68 million series of New Money Bonds and (ii) current refund the $5.82 million outstanding balance of the IFA Series 2007 Bonds. This is the scenario reported in the Sources and Uses of Funds table reported on pages 1-2. Accordingly, under this scenario, a single commercial bank would become the new principal lender to the School and all debt would be Bank Direct-Purchased senior debt (i.e., no subordinate or placed debt under Scenario I). Scenario II: The $11.68 million of Senior Debt would instead be comprised of (i) $6.68 million of new Senior Conventional Mortgage Debt (and not funded with tax-exempt bond debt), and (ii) $5.0 million of IFA Subordinate Series B Bonds that would be privately placed in minimum denominations of $100,000. The existing IFA Series 2007 Bonds would remain in place and would not be refunded. If issued under Scenario II, the IFA Subordinate Series B Bonds would be placed in a manner consistent with IFA's Bond Program Handbook (i.e., minimum $100,000 denominations to Accredited Investors as evidenced by Investor Letters).
Security:	The Bond Purchaser will be secured by a valid, perfected, first-priority mortgage and security interest in the real property and all fixtures, equipment and other personal property related to or used in connection with the real property of the Borrower located at 226 West Schiller Street and 1400 N. North Park Avenue in Chicago, Illinois.
Interest Rate:	Interest rates will be determined based on the final structure and reflect prevailing market conditions at closing.
Maturity:	Depending on the series, anticipated bond maturities would range from 7 to 25 years.
Estimated Closing Date:	January or February 2013
Rationale:	The proposed financing will allow the school to accommodate expanding enrollment and increase capacity by 20% and provide upgraded learning facilities for all students. Additionally, this proposed financing will assist in helping the school keep its fixed overhead costs (including debt service payments) as low as possible.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be loaned to the **Melrose Cooperative Nursery Inc. D/B/A The Catherine Cook School**, an Illinois not-for-profit corporation ("**Catherine Cook School**" or the "**Borrower**"), and will be used to provide the Borrower with all or a portion of the funds to (i) construct and furnish a new 25,000 square foot addition to the Borrower's existing campus, the main address of which is located at 226 West Schiller Street, Chicago, Illinois, which addition is currently expected to include a new library, eleven new classrooms, two new middle school science rooms, a lower school discovery center, and another rooftop playground, which addition will include property currently located on the 1400 block of N. North Park Avenue and a vacated alley located immediately adjacent to the west side of the Borrower's existing facility (the "**Project**"); (ii) refinance the Borrower's outstanding Revenue Bonds, Series 2007, previously issued by the Authority; and (iii) pay certain costs incurred in connection with the issuance of the Bonds, all as permitted by the Act (collectively, the "**Financing Purposes**").

The estimated New Project Costs are comprised of the following items (subject to change):

Construction (incl. Arch./Eng.)	$11,520,000
Furniture and Fixtures	160,000
Total	**$11,680,000**

BUSINESS SUMMARY

Description: **Melrose Cooperative Nursery Inc. D/B/A The Catherine Cook School, an Illinois not-for-profit corporation ("Catherine Cook School" or the "Borrower")** was established in 1975 and is incorporated under State of Illinois law. The Borrower is a 501(c)(3) not-for-profit corporation exempt from federal income taxes under the Internal Revenue Code.

Catherine Cook School is governed by a 15-member Board of Directors (see p. 5).

Background: Catherine Cook School is an independent, coeducational day school enrolling approximately 500 students in Preschool through Grade Eight and is located in the Old Town neighborhood on the north side of Chicago. It was originally established in 1975 as the Melrose Cooperative Nursery Center, Inc. and was housed at the Temple Shalom. In 1985, the school moved to the Immaculate Conception Church directly behind its present location.

In 1990, Catherine Cook School purchased and began to renovate the old B and B Shoe Co. building at 226 West Schiller Street. As part of the purchase agreement, the owner of the building, Mr. Alex Anagnost, agreed to sell the Schiller Street factory to the school if the trustees would rename the school after his deceased mother, Catherine Cook (Anagnost). Catherine Cook arrived in the U.S. from Greece at the age of ten without the benefit of wealth or knowledge of English. She ultimately earned degrees from Northwestern University and the University of Illinois and was the first woman in Illinois to pass the bar examination (without attending law school). Ms. Cook was also a Certified Public Accountant.

Catherine Cook stood for perseverance and hard work, and her life made a significant difference in the community. She was a committed parent, a philanthropist, and a civic leader. Today, the school and community embrace values demonstrated by Catherine Cook encouraging students to be smart, curious, and adaptive. Catherine Cook School aims for its students to be ethical global citizens, environmentally conscious, and technologically sophisticated.

The renovated building opened in 1992, but the school continued to operate as a cooperative at that time. As Catherine Cook School grew, a transition to a professional administrative structure took place. The Board rewrote its bylaws in the traditional (and formal) model of an independent school. Ultimately, Catherine Cook School was reorganized in November of 1997 and officially became an independent school. A playground was added on an adjacent lot in 1998 and in 2001, another expansion project provided a new computer lab, a library, a lunchroom and additional classrooms. In April of 2006, a newly constructed gymnasium with a rooftop playground was opened to replace the adjacent playground.

In 2007, the Board of Trustees, administration, faculty representatives, and parent representatives engaged in an extensive strategic planning process and established a strategic plan. This plan is updated annually but the principal components of the strategic plan are that (1) Catherine Cook School would continue to be a junior school, (2) when fully enrolled will have three sections at each grade level, (3) remain at its present Old Town campus, and (4) maintain its top tier status among independent schools (not only in Chicago, but nationally). When adopting this plan, it was well understood that the physical plant was adequate at the time, but that space would quickly become a limiting factor in achieving the goal of a fully enrolled school across all grade levels.

Catherine Cook School is fully accredited by ISACS (Independent School Association of the Central States).

ECONOMIC DISCLOSURE STATEMENT

Applicant:	Melrose Cooperative Nursery Inc. d/b/a The Catherine Cook School, 226 West Schiller Street, Chicago, IL 60610
Contact:	Mr. Mark Droegemueller, Chief Financial Officer: (T) 312-266-3381; email: Markd@ccookschool.org
Website:	www.catherinecookschool.org
Site Locations:	226 West Schiller Street, 1400 block of N. North Park Avenue, Chicago, Illinois
Project name:	IFA 501(c)(3) Revenue Bond (Catherine Cook School Project), Series 2013
Organization:	Illinois not-for-profit established as a 501(c)(3) corporation under the Internal Revenue Code

Board of Trustees:
(3 vacancies):
Susan Lovejoy, President
Linda Myers, Vice President
David Laurenson, Treasurer
Keith Morgan, Secretary
Lisa C. Snow, At Large
John Garvey, At Large
Diana L. Sands, At Large
Maryann Price, At Large
Jonathan Silverstein, At large
Ellen Best, At Large
Chris McKean, At Large
Dr. Michael Roberts, ex officio

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Kirkland & Ellis LLP	Chicago, IL	Dennis Myers Linda Myers
Auditor:	Legacy Professionals LLP	Chicago, IL	
Bond Counsel:	Peck Shaffer LLP	Chicago, IL	Tom Smith
Bank/Direct Bond Purchaser (if applicable):	Currently negotiating with several banks		
Bank Counsel (if applicable):	TBD		
Trustee (IFA Series 2007):	Amalgamated Bank Chicago	Chicago, IL	Remonia Jamison
Trustee Counsel:	(in-house)	Chicago, IL	Cherie Duve
Architect:	Nagle Hartray	Chicago, IL	
General Contractor:	Power Construction	Schaumburg, IL	
IFA Counsel:	Quarles & Brady LLP	Chicago, IL	Scott Bremer, Kevin Slaughter
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	7
State Senate:	3
State House:	5

ILLINOIS FINANCE AUTHORITY

CONDUIT

December 11, 2012	**$120,000,000 (Not-to-exceed amount)** **Cubic Transportation Systems Chicago, Inc.**
REQUEST	**Purpose:** Bond proceeds will be issued to finance the acquisition and installation of an **Open Payment Fare Collection System** (the "**Project**") to be owned by the **Chicago Transit Authority** ("**CTA**") with payments on the Bonds derived solely from a senior lien on contract revenues to be paid by CTA to **Cubic Transportation Systems Chicago, Inc.** ("**CTSC**") under terms of the related **Open Payment Fare Collection System Contract** (the "**Contract**"). Additionally, bond proceeds may be used to pay expenses incurred in connection with the issuance of the Bonds (and collectively with the Project, the "**Financing Purposes**"). **Comment:** *This Inducement Resolution is being requested by Chicago Transportation Systems Chicago, Inc. now as they continue to proceed to obtain a financing commitment and regulatory approvals. As presently contemplated, this transaction would return for consideration of a Bond Resolution in the 4th calendar quarter of 2013 -- in advance of the anticipated December 2013 completion date of the Project.* **Project Description:** Finances the acquisition and installation of a new automated fare collection system that will enable users to pay fares by swiping standard credit or debit cards. **Program**: Government Purpose Facilities Revenue Bonds **Volume Cap:** *As proposed, the subject Bonds will be issued as government purpose bonds issued by the Authority. Accordingly, no Volume Cap would be required.* **Extraordinary Conditions:** None
BOARD ACTIONS	Preliminary Bond Resolution.
MATERIAL CHANGES	None. This is the first time this matter has been presented to the IFA Board of Directors.
JOBS DATA	15 Current jobs 68 New jobs projected N/A Retained jobs N/A Construction jobs (Equipment project)
BORROWER	● Type of entity: Chicago Transportations Systems Chicago, Inc. is a wholly-owned subsidiary of Cubic Corporation and is incorporated under California law.
DESCRIPTION	● **Project Locations:** Throughout the service territory of the **Chicago Transit Authority** ("**CTA**"), including, but not limited to locations with the following incorporated communities: Chicago, Berwyn, Cicero, Evanston, Forest Park, Rosemont, Skokie, and Wilmette. (Cook County/Northeast Region) ● When was it established: The Corporate Parent of Chicago Transportations Systems Chicago, Inc. is **Cubic Corporation** ("**Cubic**"), a publicly-owned company (NYSE Ticker: "CUB") incorporated under Delaware law and established in 1951. ● What does the entity do: **Cubic Transportation Services, Inc.** ("**CTS**"), a wholly-owned subsidiary of Cubic Corporation (and parent of Chicago Transportations Systems Chicago, Inc.), engages in designing, installing, operating, and maintaining fare collection systems for public transit systems worldwide. ● Who does the entity serve: public transit agencies located worldwide. ● What will new project facilitate: The proposed Bonds will finance the acquisition and installation of a new automated fare collection system for CTA.
CREDIT INDICATORS	● Bonds will be sold and rated on the basis of pledged contract revenues from CTSC contract with the Chicago Transit Authority that will be pledged to the Bond Trustee/Custodial Agent. Surplus cash flows (after debt service) will be remitted by the Bond Trustee/Custodial Agent to CTSC.
PROPOSED STRUCTURE	● Bonds to be sold and rated as a structured project financing, solely on the basis of the pledged fixed contract payments from CTA. The Bonds will not be a direct, indirect, moral, or contingent obligation of CTA or Cubic Transportation Systems Chicago, Inc., or its affiliates. **Interest Rates:** Fixed interest rates are estimated at between 3.00% and 3.50% based on the anticipated BBB+ ratings and market conditions as of 11/30/2012, with an expected maturity of 10 to 12 years. **Maturity:** up to 12 years (i.e., coterminous with the CTA-Chicago Transportation Systems Chicago, Inc. contract)
SOURCES AND USES – ESTIMATED:	see below

Sources:		**Uses:**	
IFA Series 2013 Bonds:	120,000,000	Project Costs for Reimburse.	$118,500,000
		Costs of Issuance:	1,500,000
Total	**$120,000,000**	**Total**	**$120,000,000**

RECOMMENDATION	Credit Review Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
December 11, 2012

Project: Cubic Transportation Systems Chicago, Inc.

STATISTICS

IFA Project:	LG-PI-TE-CD-8593	Amount:	$120,000,000 (not-to-exceed amount)
Type:	Government Facilities Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Locations:	Chicago, Berwyn, Cicero, Evanston, Forest Park, Rosemont, Skokie, and Wilmette	County/ Region:	Cook/Northeast

BOARD ACTION

Preliminary Bond Resolution/Resolution of Intent
Government Purpose Facilities Revenue Bonds
No IFA funds at risk

Credit Review Committee recommends approval
No extraordinary conditions

PURPOSE

Bond proceeds will be issued to finance the acquisition and installation of an **Open Payment Fare Collection System** (the "**Project**") to be owned by the **Chicago Transit Authority** ("**CTA**") with payments on the Bonds derived solely from a senior lien on contract revenues to be paid by CTA to **Cubic Transportation Systems Chicago, Inc.** ("**CTSC**") under terms of the related **Open Payment Fare Collection System Contract** (the "**Contract**"). Additionally, bond proceeds may be used to pay expenses incurred in connection with the issuance of the Bonds (and collectively with the Project, the "**Financing Purposes**").

IFA CONTRIBUTION

IFA will serve as conduit issuer and convey tax-exempt municipal bond status on the subject Bonds. Bondholders will solely be secured by pledged revenues on a fixed payment contract from the Chicago Transit Authority to Cubic Transportation Systems Chicago, Inc. The Bonds will not be secured in any way by any other security, guarantees, or other pledged collateral by either the Chicago Transit Authority or Cubic Transportation Systems Chicago, Inc. (or any corporate affiliate of CTSC). The Bonds will in no way be either a general or contingent corporate obligation of either the CTA or Chicago Transportation Systems Chicago, Inc.

The proposed Bonds will be secured solely by a pledge of the fixed $2.5 million/month (i.e., $30 million/year) contract revenues payable by the CTA to Chicago Transportation Systems Chicago, Inc. <u>This will be the sole source of revenues available to cover debt service payments on the Bonds.</u>

<u>Accordingly, the Bonds will be rated and structured as a Structured Financing secured solely by the pledged enterprise revenues under the proposed contract between CTA and Chicago Transportation Systems Chicago, Inc.</u>

VOTING RECORD

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources:	***IFA Ser. 2013 Bonds**	$120,000,000	Uses:	Project Costs	$118,500,000
				Costs of Issuance	1,500,000
	Total	**$120,000,000**		**Total**	**$120,000,000**

JOBS

Current employment: 15		Projected new jobs:	68 (directly employed by Chicago Transportation Systems Chicago, Inc.)
Jobs retained: Not applicable		Construction jobs:	N/A (equipment project only)

FINANCING SUMMARY

Structure:	Fixed Rate Bonds to be underwritten by Bank of America Merrill Lynch Securities and sold on a rated basis.
Security/Collateral:	Payments on the Bonds derived solely from a senior lien on contract revenues to be paid by the Chicago Transit Authority ("CTA") to Cubic Transportation Systems Chicago, Inc. ("CTSC") under terms of the related Contract. Fixed revenues will be pledged to a custodial account from which debt service payments to bondholders will be paid first (i.e., Chicago Transportation Systems Chicago, Inc. will only be paid after bondholders receive debt service payments.) The CTA will have no obligation under the Bonds, as issuer, guarantor, or otherwise. Although Bond proceeds will be loaned to Cubic Transportation Systems Chicago, Inc., no part of the Project will be owned by Chicago Transportation Systems Chicago, Inc. Additionally, there will be no private business interest in the Project other than pursuant to the CTA - Chicago Transportation Systems Chicago, Inc. contract. The CTA will own all assets financed by proceeds of the proposed IFA Series 2013 Bonds.
Credit Ratings:	The anticipated long-term credit rating on the subject Bonds is Baa3/BBB+/BBB+ (Moody's/S&P/Fitch) based on discussions with participants on the financing team
Collateral:	Bondholders will be secured solely by a first priority pledge of the enterprise revenues on contract payments by the CTA to Cubic Transportation Systems Chicago, Inc.
Proposed Interest Rate Mode:	Fixed rate
Estimated Interest Rate:	Based on current market conditions and the anticipated Baa3/BBB+/BBB+ rating, estimated market interest rates range between 3.00% and 3.50%.
Amortization:	Maximum 12 years (coterminous with the Chicago Transit Authority contract)
Final Maturity Date:	12 years (coterminous with the Chicago Transit Authority contract)
Anticipated Closing Date:	December 2013

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will be issued to finance the acquisition and installation of an Open Payment Fare Collection System (the "**Project**") to be owned by the Chicago Transit Authority and to pay expenses incurred in connection with the issuance of the Bonds (and collectively with the Project, the "**Financing Purposes**").

Estimated project costs relating to purchase and installation of the subject fare collection system were previously reported under proposed Uses of Funds on pages 1 and 2.

BUSINESS SUMMARY

Description: **Cubic Transportation Systems Chicago, Inc.** ("**CTSC**") is incorporated under the laws of the State of California and is a wholly-owned subsidiary of **Cubic Corporation** ("**Cubic**" or the "**Parent Company**") of San Diego, CA. The Parent Company is incorporated under the laws of the State of Delaware.

The Parent Company is a publicly-held company (NYSE Ticker: CUB). Additional information regarding ownership of the Parent Company is presented in the Economic Disclosure Statement section of this report (see page 5). The Parent Company's web site is: www.cubic.com.

Background Information on Cubic Transportation Systems, Inc., and CTSC: **Cubic Transportation Systems, Inc.** ("**CTS**") is the parent company of Chicago Transportations Systems Chicago, Inc. and is the world's leading turnkey solution provider of automated fare collection systems for public transport including bus, bus rapid transit, light rail, commuter rail, heavy rail, ferry and parking. Cubic Transportation Systems Chicago, Inc. is a special purpose vehicle (corporation) formed by Cubic Transportation Systems, Inc. for implementation and financing of the Project.

Services by Cubic Transportation Systems, Inc. include system design, central computer systems, equipment design and manufacturing, device-level software, integration, test, installation, warranty, maintenance, computer hosting services, call center services, card management and distribution services, financial clearing and settlement, multi-application support and outsourcing services. Cubic Transportation Systems, Inc. has delivered over 400 projects in 40 major markets on five continents.

Active projects managed by Cubic Transportation Services, Inc. include transit systems in the metropolitan areas of New York/New Jersey, Washington, D.C./Baltimore/Virginia, Los Angeles, San Diego, San Francisco Bay Area, Minneapolis/St. Paul, Chicago, Atlanta, Miami, London (England), Vancouver and Edmonton (Canada), Brisbane (Australia), Scandinavia, Germany and India.

Additional information about Cubic Transportation Systems, Inc. may be obtained at www.cts.cubic.com.

Background Info. On the Project and Contract: In August 2009, the Chicago Transit Authority ("CTA") issued a Request for Proposals from providers of transit fare processing systems worldwide seeking proposals to integrate, deliver, operate and maintain the CTA's next-generation open payments system. This payment systems was intended to accept payment by bank credit cards or debit cards and, ultimately, by mobile phone.

In January 2012, the CTA awarded this contract to develop the "**Open Standards Fare System**" (the "**Contract**") to Cubic Transportation Systems, Inc. The Contract calls for, among other things, the installation of approximately $120,000,000 of infrastructure and equipment (and related costs) to be owned by the CTA and operated and maintained by Chicago Transportation Systems Chicago, Inc. (the "**Project**"). Cubic Transportations Systems, Inc. formed Chicago Transportation Systems Chicago, Inc. to acquire, install, and operate infrastructure and equipment resulting from the Contract for its Chicago-based operations.

Pursuant to the Contract, Chicago Transportations Systems Chicago, Inc. will install and implement an open payment system whereby customers will be able to use an existing credit or debit card to purchase each ride).

Riders without contactless credit or debit cards may use reloadable, prepaid debit cards that can also be used for everyday purchases (in addition to CTA rides).

This Open Standards Fare System will replace the CTA's current "closed loop" fare collection system, in which customers must purchase CTA magnetic tickets and smart cards that may only be used at CTA facilities.

Background on Cubic Corporation (Parent Company): Cubic Corporation is an American public corporation providing military defense equipment and automated fare collection equipment for public transit systems worldwide. Cubic is headquartered in San Diego, California, with offices in North America, Europe, India, and Australia.

Founded and headquartered in San Diego, CA since 1951, Cubic Corporation is the parent company of three major business segments. Cubic' Corporation businesses are primarily engaged in the design, development, manufacture, integration, and sustainment of high technology systems, products, and services for government and commercial customers. With Fiscal Year 2010 sales of $1.194 billion, Cubic Corporation employs nearly 8,000 people worldwide.

Cubic Corporation's three operating segments include: (1) Cubic Transportation Systems, Inc. ("CTS", and, of which, Chicago Transportations Systems Chicago, Inc. is a wholly-owned subsidiary), (2) Mission Support Services (which provides training services for U.S. and allied militaries), and (3) Cubic Defense Applications (a provider of live air and ground combat training systems, defense communications and electronics).

Timetable: As proposed, the fare collection system will be designed, assembled, and installed over a two-year period and is scheduled to be substantially completed by December 2013. At that time, CTA would (i) assume ownership of the completed turnkey fare collection system and (ii) would initiate fixed payments to CTS under terms of the CTA-Chicago Transportation Systems Chicago, Inc. fare collection system project.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Cubic Transportation Systems Chicago, Inc. (Contact: Mr. Ab Jenkins, General Counsel and Secretary, Cubic Transportation Systems Chicago, Inc., 9333 Balboa Ave., San Diego, CA 92123; (T) 858-614-4445; e-mail: ab.jenkins@cubic.com)

Web site: www.cts.cubic.com (Cubic Transportation Systems, Inc.) and www.cubic.com (Cubic Corporation)

Project name: Cubic Transportation Systems Chicago, Inc. (Chicago Transit Fare Collection System Project)

Locations: Installation to be located at facilities owned and operated by the Chicago Transit Authority and throughout CTA's transit system and at various locations in Chicago, Berwyn, Cicero, Evanston, Forest Park, Rosemont, Skokie, and Wilmette.

Organization: Cubic Transportation Systems Chicago, Inc. is incorporated under California law and is a wholly-owned subsidiary of Cubic Corporation.

Cubic Corporation is incorporated under the laws of the State of Delaware.

Ownership of Cubic: Cubic Corporation's SEC public filing reports disclose that the following entities held ownership interest of 5.0% or greater in Cubic Corporation based on recent filings (subsequent to Cubic's most recently filed 14-A Proxy Statement):

1. The **Zable QTIP Marital Trust** (per a 6/23/2012 SEC Form 3 filing) holds stock on behalf of family members and descendants of Walter J. Zable, the founder, CEO, and Chairman of Cubic Corporation. Ms. Karen F. Cox and Mr. Walter C. Zable became co-trustees of these Trusts following the death of their father, Walter J. Zable on 6/23/2012. As reported, these Trusts held over 10% of the outstanding shares as of 6/23/2012.

2. **Royce & Associates, LLC** ("**Royce**"), is an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940 (and held approximately 6.87% of the outstanding shares as of 9/29/2012 according to public domain information). Affiliates of Royce that held beneficial ownership interest in Cubic included: Royce Total Return Fund; Royce Capital Fund – Small Cap Portfolio; and Royce Value Fund.

PROFESSIONAL & FINANCIAL

Outside Counsel to CTS:	To be determined		
CTS's/Cubic's Auditor:	Ernst & Young, LLP	San Diego, CA	
Bond Counsel:	Katten Muchin Rosenman LLP	Chicago, IL	Milt Wakschlag
Underwriter:	Bank of America Merrill Lynch Securities	Houston, TX	Jamie Liang
Underwriter's Counsel:	TBD		
Trustee/Fiscal Agent:	TBD		
Rating Agency(ies):	TBD		
Contractor:	Cubic Transportation Systems, Inc.	San Diego, CA	
IFA Counsel:	TBD		
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional, State Senate, and State House districts located within the following incorporated cities, towns, and villages: Chicago, Evanston, Skokie, Forest Park, Oak Park, Rosemont, Cicero, Berwyn, and Wilmette

ILLINOIS FINANCE AUTHORITY

CONDUIT

December 11, 2012

$90,000,000
Ingalls Health System

REQUEST	**Purpose**: The proceeds will be used by **Ingalls Health System** ("**Ingalls**", the "**Corporation**" or the "**Borrower**") to: (i) refund all of the Illinois Health Facilities Authority Revenue Bonds, Series 1994 (Ingalls Health System Project); (ii) pay or reimburse the Corporation for the payment of the cost of acquiring, constructing, renovating, remodeling and equipping certain of its health facilities, including without limitation the renovation of the Corporation's intensive care unit and heart catherization laboratory; (iii) pay a portion of the interest on the Series 2013 Bonds; (iv) provide working capital; (v) establish a debt service reserve fund for the benefit of the Series 2013 Bonds, if deemed necessary or desirable; and (vi) pay certain expenses incurred in connection with the issuance of the Series 2013 Bonds and the refunding of the Series 1994 Bonds. **Program**: Conduit 501(c)(3) Revenue Bonds **Extraordinary Conditions**: None.
BOARD ACTIONS	Final Bond Resolution (*One-time consideration*)
MATERIAL CHANGES	None. This is the first time this project is being presented to the Board.
JOB DATA	1,700 FTEs Current jobs — N/A New jobs projected 1,700 FTEs Retained jobs — 35 Construction jobs projected
DESCRIPTION	● Location: Harvey/Cook County ● The Borrower is an Illinois not for profit corporation, exempt from federal income tax as an organization described in Section 501(c)(3) of the Code, and is the sole corporate member of Ingalls Memorial Hospital. As the Parent, it's corporate purpose is to promote, support, and develop the charitable, educational, and scientific activities of certain not for profit healthcare organizations of which it is the sole member, and to be the sole shareholder of certain for profit corporate subsidiaries. Ingalls Memorial Hospital is also an Illinois not for profit corporation, exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.
CREDIT INDICATORS	● Ingalls expects a long-terms rating of BBB+ (Stable) by Moody's
SECURITY	● The Bonds will be secured by a Direct Note Obligation issued pursuant to a Master Trust Indenture.
STRUCTURE	● The current plan of finance anticipates the issuance of fixed rate bonds in a public offering.
MATURITY	● Bonds will mature no later than 2045
SOURCES AND USES	(see table below)
RECOMMENDATION	Credit Committee recommends approval.

SOURCES AND USES

Sources:		Uses:	
IFA Bonds	$71,320,000	Refund Series 1994 Bonds	$40,320,000
		New Money	$30,000,000
		COI (Estimated)	$1,000,000
Total	**$71,320,000**	**Total**	**$71,320,000**

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
December 11, 2012

Project: Ingalls Health System

STATISTICS

Project Number:	H-HO-TE-CD-8592	Amount:	$90,000,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Pam Lenane and Nora O'Brien
Locations:	Harvey	County/Region:	Cook County/Northeast

BOARD ACTION

Final Bond Resolution (*One-time consideration*)
Conduit 501(c)(3) Revenue Bonds
Credit Review Committee recommends approval

No IFA funds at risk
No extraordinary conditions

VOTING RECORD

This is the first time this project has been presented to the Board.

PURPOSE

Bond Proceeds will be used by **Ingalls Health System** ("**Ingalls**", the "**Corporation**" or the "**Borrower**") to: (i) refund all of the Illinois Health Facilities Authority Revenue Bonds, Series 1994 (Ingalls Health System Project); (ii) pay or reimburse the Corporation for the payment of the cost of acquiring, constructing, renovating, remodeling and equipping certain of its health facilities, including without limitation the renovation of the Corporation's intensive care unit and heart catherization laboratory; (iii) pay a portion of the interest on the Series 2013 Bonds; (iv) provide working capital; (v) establish a debt service reserve fund for the benefit of the Series 2013 Bonds, if deemed necessary or desirable; and (vi) pay certain expenses incurred in connection with the issuance of the Series 2013 Bonds and the refunding of the Series 1994 Bonds.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources:	IFA Bonds	$71,320,000	Uses:	Refund Series 1994 Bonds	$40,320,000
				New Money	$30,000,000
				COI (Estimated)	$1,000,000
	Total	**$71,320,000**		**Total**	**$71,320,000**

JOBS

1,700 FTEs	Current jobs	N/A	New jobs projected
1,700 FTEs	Retained jobs	35	Construction jobs projected

FINANCING SUMMARY

Security:	The Bonds will be secured by a Direct Note Obligation issued pursuant to a Master Trust Indenture.
Structure:	The current plan of finance anticipates the issuance of fixed rate bonds. Ingalls may elect to issue some of the bonds as insured bonds should market conditions provide a benefit in doing so.
Interest Rate:	To be determined the day of pricing depending on market conditions.
Interest Mode:	Fixed Rate
Credit Enhancement:	No
Maturity:	Up to 30 Years
Rating:	BBB+ (Moody's)
Estimated Closing Date:	February, 2013

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond Proceeds will be used by Ingalls Health System to: (i) refund all of the $69,710,000 Illinois Health Facilities Authority Revenue Bonds, Series 1994 (Ingalls Health System Project), $40,320,000 of which are currently outstanding (the "*Series 1994 Bonds*"); (ii) pay or reimburse the Corporation for the payment of the cost of acquiring, constructing, renovating, remodeling and equipping certain of its health facilities, including without limitation the renovation of the Corporation's intensive care unit and heart catherization laboratory (the "*Project*"); (iii) pay a portion of the interest on the Series 2013 Bonds; (iv) provide working capital; (v) establish a debt service reserve fund for the benefit of the Series 2013 Bonds, if deemed necessary or desirable; and (vi) pay certain expenses incurred in connection with the issuance of the Series 2013 Bonds and the refunding of the Series 1994 Bonds, all as permitted by the Act (collectively, the "*Financing Purposes*").

BUSINESS SUMMARY

Background: The Borrower, founded in 1923, is an Illinois not for Profit Corporation exempt from federal income tax under Section 501 (c) (3) of the Code. The Borrower is sole corporate member of the Hospital Facility which operates a 407-licensed bed acute care facility, of which 374 beds are currently staffed (the "Hospital Facility"). The Hospital Facility provides secondary and certain tertiary care services and is located on 22 acres of land in Harvey, Illinois. The City of Harvey is a suburb located approximately 20 miles south of downtown Chicago, Illinois. Harvey is accessible by major highways and railways serving the south suburban area. The Corporation also operates four ambulatory care centers, which are located in Tinley Park, Matteson, Calumet City, and Flossmoor. Other ambulatory footprints include the Ingalls Center for Outpatient Rehab in Calumet City, IL; Ingalls Wellness Center in Homewood, IL; and the Cancer Support Center Mokena, IL. The Corporation employs approximately 2,500 employees, equating to approximately 1,700 full-time equivalent employees.

Structure: The Borrower is an Illinois not for profit corporation, exempt from federal income tax as an organization described in Section 501(c)(3) of the Code. It is the sole corporate member of the Hospital. The Borrower's purpose is to promote, support, and develop the charitable, educational, and scientific activities of certain not for profit healthcare organizations of which it is the sole member, and to be the sole shareholder of certain for profit corporate subsidiaries. The Borrower is an Illinois not for profit corporation, exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

ECONOMIC DISCLOSURE STATEMENT

Applicant:	Ingalls Health System
Site Address:	1 Ingalls Drive Harvey, IL 60426
Contact:	Andrew Stefo Chief Financial Officer astefo@ingalls.org
Website:	www.ingalls.org
Project name:	Ingalls Health System
Organization:	501(c)(3) Not-for-Profit Corporation
State:	Illinois

Ownership/2011-12 Board Members (501(c)(3)):

Name	**Term Expires June 30,**	**Name**	**Term Expires June 30,**
Eugene M. Feingold	2014	Richard M. King	2015
Lyndell S. Beckham	2015	Neal E. Kitchell	2015
Samuel J. Cutrara, Jr.	2015	Mark F. Kozloff, M.D.	2014
Heather Davis	2015	David H. Orth, M.D.	2014
Dennis J. Irvin	2013	Kevin M. Purcell	2014
Henry K. Johnson	2014	Nathaniel K. Sutton	2015
Timothy D. Johnson	2014	Robert G. Velo	2013
Michael P. Kamradt	2013	Robert L. Harris	2013
		Kurt E. Johnson	*ex officio*

PROFESSIONAL & FINANCIAL

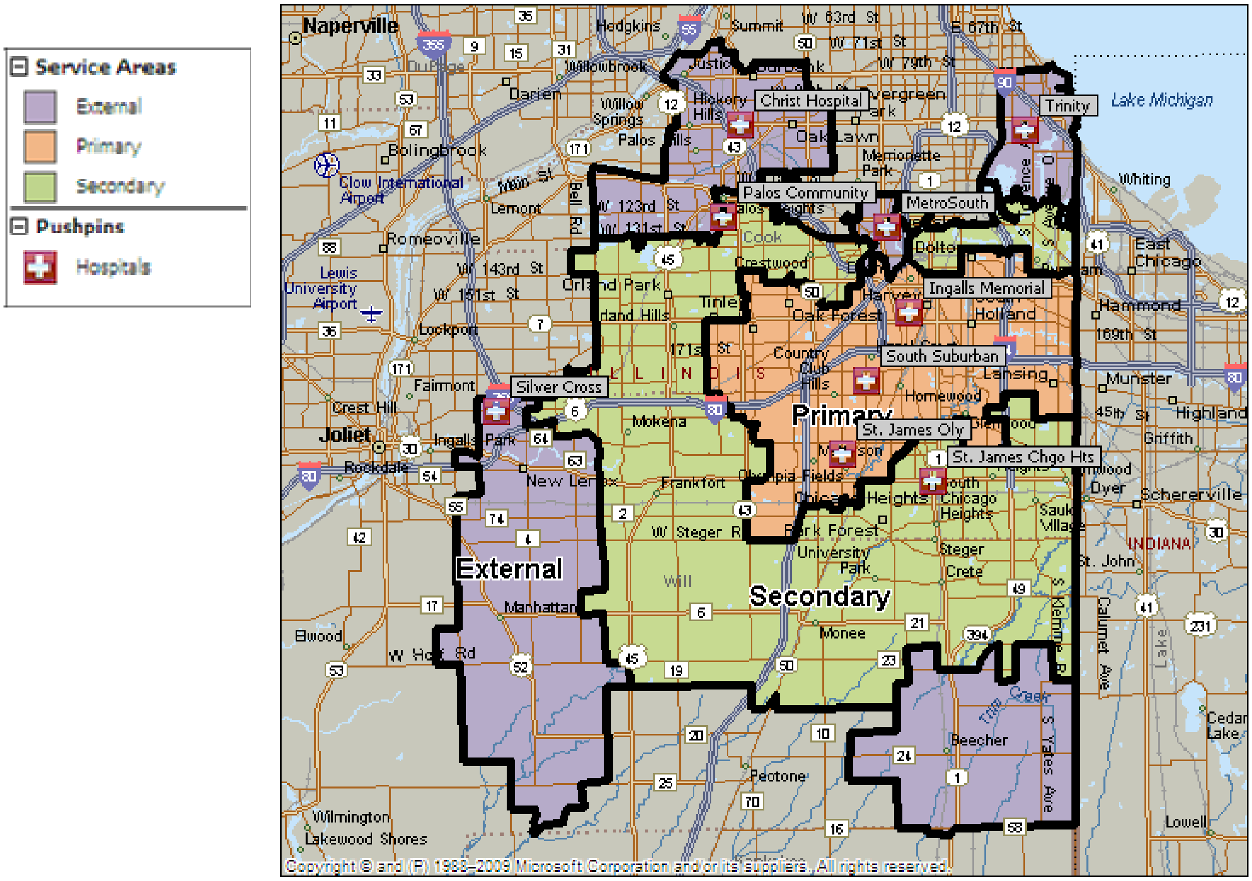
Borrower's Counsel:	Timothy G. Lawler, Ltd.	Hinsdale	Timothy Lawler
Financial Advisor:	Kaufman Hall	Skokie	Betty Lam
Auditor:	KPMG	Chicago	Darryl Buikema
Bond Counsel:	Jones Day	Chicago	Mike Mitchell
Underwriter:	Bank of America Merrill Lynch	New York	Ken Vallrugo
Underwriter's Counsel:	Ungaretti & Harris	Chicago	Tom Fahey
Bond Trustee:	The Bank of New York	Chicago	Daryl Pomykala
Issuer's Counsel:	Pugh Jones & Johnson	Chicago	Lorraine Tyson
IFA Financial Advisor:	Public Financial Management Inc.	Chicago	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	2
State Senate:	15
State House:	30

SERVICE AREA

The Hospital serves a broad geographic market, attracting patients from the South and Southwestern Chicago suburbs. The map on the following page depicts its Illinois service area.



ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton & Brad R. Fletcher

Date: December 11, 2012

Re: Resolution for the Benefit of Chicago Academy of Sciences Authorizing the Execution and Delivery of a Bond and Loan Agreement, a Tax Compliance Certificate, and Related Documents; and Approving Related Matters
IDFA File Number: NP-2104
IFA File Number: N-NP-TE-CD-8589

Request:

Chicago Academy of Sciences, an Illinois not for profit corporation (the "**Borrower**"), and **PNC Bank, N.A.** (the "**Bond Purchaser**"), are requesting approval of a Resolution (i) to authorize execution and delivery of a Bond and Loan Agreement, a Tax Compliance Certificate, and related documents and (ii) approving related matters to effectuate the refinancing of all of the outstanding Illinois Development Finance Authority ("**IDFA**") Adjustable Rate Demand Revenue Bonds, Series 1998 Bonds (The Chicago Academy of Sciences Project) (the "**Series 1998 Bonds**") by issuing a Bond (Chicago Academy of Sciences Project) in an amount not to exceed $5,600,000 in aggregate principal amount (the "**Series 2013 Bond**").

The Series 1998 Bonds are currently secured by a Direct Pay Letter of Credit from JP Morgan Chase Bank, N.A.; the Series 2013 Bond will be privately placed and initially purchased in whole and held as an investment by PNC Bank, N.A.

The original par amount of the Series 1998 Bonds was approximately $5,700,000. The outstanding par amount of the Series 1998 Bonds was approximately $5,400,000 as of December 1, 2012. The transaction will be considered a refunding for tax purposes. IFA's estimated administrative fee will be $10,000.

Background:

The proceeds of the Series 1998 Bonds, together with other available funds of the Borrower, were used for the designing, constructing and equipping of a new museum facility to be located at the corner of Cannon Avenue and Fullerton Avenue in Chicago, Illinois.

All payments relating to the Series 1998 Bonds are current and have been paid as scheduled.

PROFESSIONAL & FINANCIAL

Borrower Counsel:	Sidley Austin LLP	Chicago, IL	Peter Canzano Richard Astle
Bond Counsel:	Ice Miller LLP	Chicago, IL	Jim Snyder
Bond Purchaser:	PNC Bank, N.A.	Chicago, IL	Jonathan Casiano
Bank Counsel:	Burke Burns & Pinelli, Ltd.	Chicago, IL	Mary Ann Murray
Exiting Trustee:	BNY Mellon Corporate Trust	Chicago, IL	
IFA Counsel:	Greenberg Traurig LLP	Chicago, IL	Matt Lewin
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

RESOLUTION NUMBER 2012-___-___

RESOLUTION AUTHORIZING THE ISSUANCE OF A NOT TO EXCEED $5,600,000 IN AGGREGATE PRINCIPAL AMOUNT REVENUE BOND (THE CHICAGO ACADEMY OF SCIENCES PROJECT), SERIES 2013, OF THE ILLINOIS FINANCE AUTHORITY, THE PROCEEDS OF WHICH ARE TO BE LOANED TO THE CHICAGO ACADEMY OF SCIENCES, AN ILLINOIS NOT-FOR-PROFIT CORPORATION, TO PROVIDE THE FUNDS NECESSARY TO REFUND THE OUTSTANDING ILLINOIS DEVELOPMENT FINANCE AUTHORITY ADJUSTABLE DEMAND REVENUE BONDS, SERIES 1998 (THE CHICAGO ACADEMY OF SCIENCES PROJECT) TO A BANK PURCHASE STRUCTURE; AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A BOND AND LOAN AGREEMENT UNDER WHICH THE BOND WILL BE ISSUED AND SOLD TO PNC BANK, NATIONAL ASSOCIATION; AND APPROVING THE EXECUTION OF CERTAIN OTHER AGREEMENTS RELATING TO THE ISSUANCE OF THE BOND; AND RELATED MATTERS.

WHEREAS, the **ILLINOIS FINANCE AUTHORITY** (the "Authority"), a body politic and corporate duly organized and validly existing under and by virtue of the laws of the State of Illinois (the "State"), including, without limitation the Illinois Finance Authority Act, 20 ILCS 3501/801-1, as supplemented and amended (the "Act"), is authorized by the laws of the State, including, without limitation, the Act, to issue its bonds for the purposes set forth in the Act and to permit the expenditure of the proceeds thereof to defray, among other things, the cost of the acquisition and improvement of an “industrial project” as defined in the Act; and

WHEREAS, THE CHICAGO ACADEMY OF SCIENCES, an Illinois not-for-profit corporation (the "Borrower"), has requested that the Authority issue not to exceed $5,600,000 in aggregate principal amount of its Revenue Bond (The Chicago Academy of Sciences Project), Series 2013 (the "Bond") and loan the proceeds thereof to the Borrower in order to assist the Borrower in providing the funds necessary to (i) refund the outstanding amount of Illinois Development Finance Authority Adjustable Demand Revenue Bonds, Series 1998 (The Chicago Academy of Sciences Project) (the "Prior Bonds"), and (ii) pay all or a portion of the costs of issuing the Bond (the "Project"). The Prior Bonds financed the costs of the design, construction and equipping of a museum facility located at the corner of Cannon Drive and Fullerton Avenue in Chicago, Illinois and related costs of issuance (the “Original Project”); and

WHEREAS, the Bond will be sold to PNC Bank, National Association, or one of its affiliated entities that is also a financial institution (the "Purchaser") in whole; and

WHEREAS, a draft of the Bond and Loan Agreement, dated as of January 1, 2013 (the "Bond and Loan Agreement"), by and among the Authority, the Borrower and the Purchaser, is substantially in a form approved by the Authority in similar transactions and on file with the Authority, under which the Authority will loan the proceeds of the Bond to the Borrower, all as more fully described in the Bond and Loan Agreement; and

WHEREAS, it is now necessary, desirable and in the best interests of the Authority to authorize the execution and delivery of, among other things, the Bond and Loan Agreement, and a Tax Compliance Certificate (the “Tax Agreement”), by and between the Authority and the Borrower, all in connection with the issuance of the Bond; and

WHEREAS, the Bond and Loan Agreement and the Tax Agreement are referred to collectively herein as the “Authority Documents;”

NOW, THEREFORE, BE IT RESOLVED by the Illinois Finance Authority as follows:

Section 1. Findings. Based solely on the representations made by the Borrower, the Authority hereby makes the following findings and determinations with respect to the Borrower, the Bond to be issued by the Authority and the facilities refinanced with the proceeds of the Bond:

(a) The Borrower is an Illinois not-for-profit corporation validly existing and duly authorized to conduct its business in the State of Illinois;

(b) The Borrower has properly filed with the Authority its request for assistance in providing funds to the Borrower which the Borrower will use for the purposes aforesaid;

(c) The Original Project financed with the proceeds of the Bond constitutes "projects" (as defined in the Act) and does not include any property used or to be used for sectarian instruction or as a place of religious worship nor any facility which is used or to be used primarily in connection with any part of the program of a school or department of divinity for any religious denomination or the training of ministers, priests, rabbis or other professional persons in the field of religion; and

(d) The Bond is being issued for a valid purpose under and in accordance with the provisions of the Act.

Section 2. Bond. In order to obtain the funds to loan to the Borrower to be used to finance the Project, the Authority hereby authorizes the issuance of the Bond. The Bond shall be issued under and secured by and shall have the terms and provisions set forth in the Bond and Loan Agreement, in an aggregate principal amount not exceeding $5,600,000.

The Bond shall have a final maturity date which will not exceed January 1, 2033, with or without any required mandatory sinking fund redemption, as shall be determined at the time of sale thereof. The Bond shall bear interest at rates not to exceed the maximum interest rate of 10% per annum, be subject to optional and mandatory redemption and be payable, all as provided in the Bond and Loan Agreement.

The Bond shall be issued only as a fully registered bond without coupons. The Bond shall be executed on behalf of the Authority by the manual or facsimile signature of its Chairperson or Vice Chairperson and attested by the manual or facsimile signature of its Secretary or any Assistant Secretary, and may have the corporate seal of the Authority impressed manually or printed by facsimile thereon.

The Bond shall be issued and sold by the Authority and purchased by the Purchaser at a purchase price of 100% of the principal amount of the Bond.

The Bond and the interest thereon shall be a limited obligation of the Authority, payable solely out of the receipts, revenue and income derived by the Authority pursuant to the Bond and Loan Agreement. The Bond shall not in any respect be a general obligation of the Authority, nor shall it be payable in any manner from funds raised by taxation. The Authority has no taxing power. No holder of the Bond has the right to compel the exercise of the taxing power of the State or any political subdivision thereof to pay the Bond, the interest or premium, if any, thereon. The Bond does not constitute in any respect an indebtedness of the Authority or a loan of credit thereof within the meaning of any constitutional or statutory provision.

The Authority hereby delegates to the Executive Director of the Authority or any two members of the Authority the power and duty to make final determinations as to the principal amount, maturities, purchase price, any mandatory sinking fund redemption dates and amounts, optional and mandatory redemption provisions and the interest rates of the Bond, all within the parameters set forth herein.

Section 3. Bond and Loan Agreement. The Authority does hereby authorize and approve the execution by its Chairman, Vice Chairman, Executive Director, or any person authorized by a Resolution of the Authority (each an "Authorized Officer"), and the delivery and use of, the Bond and Loan Agreement. The Secretary or any Assistant Secretary shall attest the execution of the Bond and Loan Agreement by the Authorized Officer. The Bond and Loan Agreement shall be substantially in the approved form previously approved by the Authority in similar transactions, which form is on file with the Authority, or with such changes therein as shall be approved by the Authorized Officer of the Authority executing the same, with such execution to constitute conclusive evidence of such person's approval and the Authority's approval of any changes or revisions therein from the form of such Bond and Loan

Agreement, and to constitute conclusive evidence of such person's approval and the Authority's approval of the terms of the Bond and the purchase thereof.

Section 4. **Tax Agreement.** The Authority does hereby authorize and approve the execution by an Authorized Officer of the Tax Agreement with the Borrower, in the form to be approved by bond counsel, by counsel for the Authority and by counsel for the Borrower. The Tax Agreement shall be substantially in the form previously approved by the Authority in similar transactions, which form is on file with the Authority, or with such changes therein as shall be approved by the Authorized Officer of the Authority, executing the same, with such execution to constitute conclusive evidence of such person's approval and the Authority's approval of any changes or revisions therein from the form of such Tax Agreement, and to constitute conclusive evidence of such person's approval and the Authority's approval of the terms of the Bond and the purchase thereof.

Section 5. Authorization and Ratification of Subsequent Acts. The Members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute or accept all such documents (including without limitation the execution and delivery of a document relating to federal tax matters) as may be necessary to carry out and comply with the provisions of these resolutions, the Authority Documents, 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 these resolutions, 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 Documents 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 Executive Director or Treasurer of the Authority, or in the event of the unavailability, inability or refusal of the Executive Director and 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 Authority Documents.

Section 6. Approval of Acts. All acts of the officials of the Authority which are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance and sale of the Bond be, and the same hereby are, in all respects, approved and confirmed.

Section 7. Severability. The provisions of this Resolution are hereby declared to be separable and if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of remainder of the sections, phrases and provisions.

Section 8. Repeal of Conflicting Provisions. All resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 9. Authority Fee. The Authority's closing fee will be $10,000 payable at closing.

Section 10. Full Force and Effect. This Resolution shall be in full force and effect immediately upon its passage, as by law provided.

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton & Brad R. Fletcher

Date: December 11, 2012

Re: Resolution Authorizing the Execution and Delivery of an Amended and Restated Bond and Loan Agreement in Connection with Illinois Finance Authority Charter School Revenue Bond (LEARN Charter School Project), Series 2011

IFA File Number: N-NP-TE-CD-8475

Request:

Lawndale Educational and Regional Network Charter School, an Illinois not-for-profit corporation, ("**LEARN**" or the "**Borrower**") and **BMO Harris Bank, N.A.** (the "**Bond Purchaser**") are requesting approval of a Resolution to authorize execution and delivery of an Amended and Restated Bond and Loan Agreement to effectuate the purchase of the Illinois Finance Authority Charter School Revenue Bond (LEARN Charter School Project), Series 2011 (the "**Bond**").

The Bonds are presently held by MB Financial Bank, N.A., pursuant to a Resolution adopted by the Authority's Board of Directors on July 19, 2011. As proposed, the Bonds will now be purchased in whole and held as an investment by BMO Harris Bank, N.A., which will become the Borrower's new relationship bank.

The original par amount of the Bonds was approximately $5,693,000. The outstanding par amount of the Bonds was approximately $5,465,280 as of December 3, 2012.

Approval of this resolution will (i) authorize the approximately $5,484,257 in outstanding principal amount of IFA Charter School Revenue Bond (LEARN Charter School Project), Series 2011 to be purchased directly by BMO Harris Bank, N.A. and (ii) authorize an interest rate reset. As the terms of the Bond will not be significantly modified, bond counsel (Greenberg Traurig LLP) has determined that a new public hearing on the project (i.e., a "**TEFRA Hearing**" as defined under the Internal Revenue Code) will not be necessary. Nevertheless, bond counsel has determined that this transaction will be considered a reissuance for tax law purposes. IFA's estimated administrative fee will be $10,000.

Background:

The proceeds of the IFA Series 2011 Bond were lent to Lawndale Educational and Regional Network Charter School for the purpose of (a) refunding the outstanding principal amount of the Illinois Development Finance Authority Variable Rate Demand Revenue Bonds (LEARN Charter School Project) Series 2003 issued in the original principal amount of $5,000,000 to finance a portion of the cost of acquisition, construction and equipping of a new approximately 36,000 square foot charter school owned and operated by the Borrower for grades Pre-K through 8th and located at 1132 South Homan Avenue, Chicago, Illinois (collectively, the "**2003 Project**"), (b) financing or reimbursing costs of the acquisition, construction, renovation and equipping of an existing building to a charter school for grades K-3rd initially in year 1, and serving K-8th grade at scale, to be owned and operated by the Borrower and located on an approximately 0.95 acre site at 1700 West 83rd Street, Chicago, Illinois (collectively, the "**2011 Project**"), and (c) paying capitalized interest on and costs of issuance of the Bond.

All payments relating to the IFA Series 2011 Bond are current as of 12/1/2012 and have been paid as scheduled.

PROFESSIONAL & FINANCIAL

Borrower:	LEARN Charter School	Chicago, IL	Greg White
			Joycelynn Stone
Borrower's Counsel:	Ginsberg Jacobs	Chicago, IL	Darryl Jacobs
Bond Counsel:	Greenberg Traurig LLP	Chicago, IL	Matt Lewin
Bond Purchaser:	BMO Harris Bank, N.A.	Chicago, IL	Steve Quasny
			Allison Porter-Bell
Bank Counsel:	Holland & Knight LLP	Chicago, IL	Barbara Adams
IFA Counsel:	Reyes Kurson .	Chicago, IL	Victor Reyes
			Ray McGaugh
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

RESOLUTION NO. 2012-1211-AD__

RESOLUTION AUTHORIZING THE AMENDMENT AND RESTATEMENT OF THE BOND AND LOAN AGREEMENT AMONG THE ILLINOIS FINANCE AUTHORITY, LAWNDALE EDUCATIONAL AND REGIONAL NETWORK CHARTER SCHOOL AND BMO HARRIS BANK N.A. (AS PURCHASER FROM MB FINANCIAL BANK N.A.) RELATING TO THE AUTHORITY'S CHARTER SCHOOL REVENUE BOND (LEARN CHARTER SCHOOL PROJECT), SERIES 2011; AND RELATED MATTERS.

WHEREAS, the Illinois Finance Authority, a body politic and corporate duly organized and validly existing under and by virtue of the laws of the State of Illinois (the "**Authority**"), including without limitation the Illinois Finance Authority Act, 20 ILCS 3501/801-1, as supplemented and amended (the "**Act**"), issued its Charter School Revenue Bond (LEARN Charter School Project), Series 2011 (the "**Bond**") in the initial aggregate principal amount of $5,693,000; and

WHEREAS, proceeds of the Bond were lent to Lawndale Educational and Regional Network Charter School, an Illinois not-for-profit corporation (the "**Borrower**"), for the purpose of (a) refunding the outstanding principal amount of the Illinois Development Finance Authority Variable Rate Demand Revenue Bonds (LEARN Charter School Project) Series 2003 issued in the original principal amount of $5,000,000 to finance a portion of the cost of acquisition, construction and equipping of a new approximately 36,000 square foot charter school owned and operated by the Borrower for grades Pre-K through 8th and located at 1132 South Homan Avenue, Chicago, Illinois (collectively, the "**2003 Project**"), (b) financing or reimbursing costs of the acquisition, construction, renovation and equipping of an existing building to a charter school for grades K-3rd initially in year 1, and serving K-8th grade at scale, to be owned and operated by the Borrower and located on an approximately 0.95 acre site at 1700 West 83rd Street, Chicago, Illinois (collectively, the "**2011 Project**"), and (c) paying capitalized interest on and costs of issuance of the Bond; and

WHEREAS, the Bond was originally issued and sold to MB Financial Bank, N.A. (the "**Original Purchaser**") in whole pursuant to a Bond and Loan Agreement dated as of August 1, 2011 (the "**Original Agreement**") among the Authority, the Borrower and the Original Purchaser; and

WHEREAS, the Original Purchaser will sell the Bond to BMO Harris Bank N.A. (the "**Purchaser**") for a purchase price of 100% of the outstanding principal amount of the Bond; and

WHEREAS, the Borrower and the Purchaser have requested that the Authority enter into an Amended and Restated Bond and Loan Agreement (the "**Amended and Restated Agreement**") in order to amend and restate the Original Agreement in its entirety, including, without limitation, a change in the Bond's interest rate and the length of the initial interest period.

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

Section 1. Pursuant to the Act, the Authority does hereby authorize the amendment and restatement of the Original Agreement as described above and the amendment and reissuance of the Bond and such amendments are in the public interest and will promote the purposes of the Authority.

Section 2. The Amended and Restated Agreement, in substantially the form on file with the Authority and containing substantially the terms and provisions (including repayment provisions) set forth therein, is hereby authorized and approved, and the form, terms and provisions of the Amended and Restated Agreement are hereby approved, with such changes and revisions therein as shall be approved by the officers of the Authority executing and attesting the same, their signatures thereon to constitute conclusive evidence of such approval, and the Chairman, the Vice Chairman, the Executive Director or any person authorized by a Resolution of the Authority be, and each of them is hereby authorized and directed to execute and deliver, and the Secretary or the Assistant Secretary of the Authority aare each hereby authorized and directed to execute, attest, seal and deliver, the Amended and Restated Agreement to the other parties thereto.

Section 3. The Authority is hereby authorized, empowered and directed to cause to be executed and delivered an amended Bond (the "**Amended Bond**") in a principal amount equal to the outstanding principal amount of the Bond on the date of the amendment and having all of the terms of the original Bond except as amended by the Amended and Restated Agreement; provided that in no event shall the weighted average maturity of the Amended Bond be greater than the remaining weighted average maturity of the original Bond, nor shall the Amended Bond bear interest at a rate in excess of 15% per annum. The Amended Bond shall be issued and delivered to the Purchaser and the original Bond held by the Original Purchaser shall be canceled. The Amended Bond shall be executed on behalf of the Authority with the manual or facsimile signature of the Chairman of the Authority and shall have impressed or imprinted thereon the official seal of the Authority attested by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority.

The Amended Bond and interest thereon shall be a limited obligation of the Authority, payable solely out of the receipts, revenue and income derived from the Borrower by the Authority pursuant thereto as described in the Amended and Restated Agreement. The Amended Bond shall not in any respect be a general obligation of the Authority, nor shall it be payable in any manner from funds raised by taxation. No holder of the Amended Bond has the right to compel any exercise of the taxing power of the State of Illinois or any political subdivision thereof to pay the Amended Bond, the interest or premium, if any, thereon. The Amended Bond shall not constitute in any respect an indebtedness of the Authority or loan of credit thereof within the meaning of any constitutional or statutory provision.

The form of Amended Bond submitted to this meeting, subject to appropriate insertion and revision in order to comply with the provisions of the Amended and Restated Agreement, is approved, and when the Amended Bond in such form shall be executed on behalf of the Authority in the manner contemplated by the Amended and Restated Agreement and this Resolution, it shall represent the approved definitive form of the Amended Bond of the Authority.

Section 4. The Chairman, the Vice Chairman, the Executive Director or any person authorized by a Resolution of the Authority is hereby authorized and directed to execute, attest, seal and deliver any and all documents and do any and all things deemed necessary to effect the issuance and sale of the Bond, the execution and delivery of the Amended and Restated Agreement and the Amended Bond, including, without limitation, an amendment or supplement to the Arbitrage and Tax Certificate executed and delivered in connection with the Original Agreement and the original Bond, and to carry out the intent and purposes of this Resolution, including the preambles hereto.

Section 5. All acts of the officials of the Authority which are in conformity with the purposes and intent of this Resolution and in furtherance of the Amended and Restated Agreement and the Amended Bond, and the same hereby are, in all respects, approved and confirmed.

Section 6. The provisions of this Resolution are hereby declared to be separable and if any section, phrase or provision 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.

Section 7. All resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 8. Authority Fee. The Authority's closing fee will be $10,000 payable at closing.

Section 9. This Resolution shall be in full force and effect immediately upon its passage, as by law provided.

ILLINOIS FINANCE AUTHORITY
Memorandum

To: IFA Board of Directors

From: Christopher B. Meister

Date: December 11, 2012

Re: Resolution of Intent requesting an Initial Allocation of Calendar Year 2013 Private Activity Bond Volume Cap in the amount of $75,000,000

Request:

The accompanying Resolution of Intent is in connection with IFA's annual request for Volume Cap to fund Beginning Farmer Bond and Industrial Revenue Bond Projects during Calendar Year 2013. The Authority's initial Volume Cap allocation request amount pursuant to the accompanying Resolution is $75,000,000 for Calendar Year 2013.

Background:

The Governor's Office of Management and Budget ("GOMB") requests that the governing board of each State conduit bond issuing authority file a certified Resolution of Intent as a supplemental exhibit to the issuer's annual Volume Cap allocation request letter.

Recommendation:

Staff recommends approval of the accompanying Resolution as presented.

IFA RESOLUTION NO. 2012-1211-AD09

RESOLUTION OF INTENT REQUESTING AN INITIAL ALLOCATION OF PRIVATE ACTIVITY VOLUME CAP IN THE AMOUNT OF $75,000,000

WHEREAS, pursuant to Section 801-40 of the Illinois Finance Authority Act, 20 ILCS 3501/801-1, et seq., as amended (the *"Act"*), the **ILLINOIS FINANCE AUTHORITY** (the "*Authority*") is authorized to issue bonds (*"Bonds"*), including, but not limited to, the issuance of Bonds pursuant to the Illinois Private Activity Bond Allocation Act, 30 ILCS 345 et seq. (the *"Illinois Allocation Act"*); and

WHEREAS, the Authority has previously received authority from the Governor's Office to issue Bonds (the *"Existing Allocation"*); and

WHEREAS, the State of Illinois Guidelines and Procedures for the Allocation of Private Activity Bonding Authority require a request for volume cap allocation be accompanied by a Resolution of the Authority; and

WHEREAS, the Authority anticipates a strong demand for the proceeds of its Bonds and a consequent need to issue Bonds soon after January 1, 2013:

NOW, THEREFORE, BE IT RESOLVED by the Members of the Illinois Finance Authority as follows:

Section 1. Ratification and Approval. The Authority hereby ratifies and approves all actions taken by the Executive Director, including, but not limited to his request for an initial volume cap allocation of $75,000,000 in Calendar Year 2013.

Section 2. Intention to Provide Financing. The Authority states its intention, subject to compliance with all requirements of law, to issue Bonds pursuant to the Illinois Volume Cap Allocation Act, in addition to the amount of the Existing Allocation, and on terms and conditions acceptable to the Authority.

Section 3. Authorization to Implement Resolution. The Executive Director is authorized to take such further action as may be necessary to carry out the intent and purpose of this Resolution.

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: William A. Brandt, Jr., Chairman

Date: December 11, 2012

Re: Resolution appointing the Executive Director of the Illinois Finance Authority

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Pursuant to 20 ILCS 3501/801-15, from nominations received from the Governor, the members of the Authority shall appoint an Executive Director who shall be a person knowledgeable in the areas of financial markets and instruments, to hold office for a one-year term.

IFA RESOLUTION NO. 2012-1211-____

RESOLUTION APPOINTING THE EXECUTIVE
DIRECTOR OF THE ILLINOIS FINANCE AUTHORITY

WHEREAS, pursuant to Section 801-15 of the Illinois Finance Authority Act, 20 Illinois Compiled Statutes 3501/801-1 et seq. (the "Act") the Authority is authorized to appoint its Executive Director from those persons nominated by the Governor; and

WHEREAS, the Illinois Finance Authority (the "Authority") has received nominations from the Governor of the State of Illinois for the office of Executive Director of the Authority; and

WHEREAS, the Executive Director shall hold office for a one-year term; shall be the chief administrative and operational officer of the Authority; shall direct and supervise its administrative affairs and general management; shall perform such other duties as may be prescribed from time to time by the members of the Authority and shall receive compensation fixed by the Authority.

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

Section 1. Authority. This Resolution is adopted pursuant to Section 801-15 and Section 801-25 of the Act. The preambles to this resolution are incorporated by reference as part of this resolution.

Section 2. Appointment of Executive Director. ________________________________ has been nominated by the Governor for consideration by the Board for the office of Executive Director of the Authority. After due consideration, the members of the Authority have determined that ________________ _______has satisfied all of the requirements set forth in the Act for appointment to the office of Executive Director of the Authority, including that he is knowledgeable in the areas of financial markets and instruments, and accordingly, is qualified to serve in this office. ____________________________is hereby appointed as to the office of Executive Director of the Authority for a one-year term commencing on the date of adoption of this Resolution.

Section 3. Delegation of Powers. The members of the Authority hereby delegates to __________ _______________all of the powers of the office of Executive Director of the Authority pursuant to the Act, the administrative rules, the By-Laws of the Authority and any Authority resolution ("the Act, rule, or resolution"), including but not limited to, the following duties and powers: (1) to direct and supervise the administrative affairs and general management of the Authority as its chief administrative and operational officer; (2) to enter into and execute loans, contracts, agreements and mortgages connected with the corporate purposes of the Authority; (3) to invest the funds of the Authority; (4) to employ agents, employees, and independent contractors to carry out the corporate purposes of the Authority and to fix the compensation, benefits, and contractual terms and conditions of such agents, employees, and independent contractors; (5) to execute all agreements, documents, bonds, notes, checks, drafts and other instruments authorized by the Act, rule or resolution with the intent that the Authority be bound by each; and (6) other powers and duties as may be prescribed from time to time by the members of the Authority.

Section 4. Compensation. The compensation of the Executive Director will be established by the Board.

Section 5. Additional Authorization to Execute Documents. The members of the Authority desire to provide the Executive Director with an additional resource in furtherance of the performance of his administrative duties through the authorization of an additional signatory for the execution of all agreements, documents, bonds, notes, checks, drafts and other instruments (the "Authority Documents") on behalf of the Authority. The members of the Authority hereby authorize the Executive Director to designate in writing one or more authorized representatives who may execute any and all Authority Documents which may be executed by the Executive Director pursuant to the Act, the administrative rules, or the By-

Laws of the Authority, or any Authority resolution, agreement, document or other instrument, with the effect that the Authority be bound thereby, such authorization to be effective until revoked by the Executive Director or the members of the Authority. Each such designation will be in writing signed by the Executive Director and shall set forth the names of such designees who may execute Authority Documents when the Executive Director is incapacitated, absent or otherwise unavailable to execute Authority Documents.

Section 6. 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 7. Repeal of Conflicting Resolutions. This resolution is intended to supersede all previous resolutions of the Board which are in conflict with the provisions hereof. To that end, all resolutions previously adopted by the Board which are in conflict with the provisions hereof are repealed, in whole or in part, to the extent of such conflict.

Section 8. Enactment. This Resolution shall take effect immediately.

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IFA RESOLUTION NO. 2012-1211-AD10

ADOPTING REPORT OF THE COMPENSATION COMMITTEE OF THE ILLINOIS FINANCE AUTHORITY

WHEREAS, the Illinois Finance Authority (the "Authority") is a body corporate and politic duly organized and existing under the laws of the State of Illinois, particularly the Illinois Finance Authority Act, 20 ILCS 3501/801-1, *et seq.* (the "Act"); and

WHEREAS, pursuant to the Act, particularly the provisions of Section 801-30 thereof, the Authority possesses all the powers as a body corporate necessary and convenient to accomplish the purposes of the Act, including, but not limited to, power "(c) to employ agents and employees and independent contractors necessary to carry out its purposes and to fix their compensation, benefits and terms and conditions of their employment;" and

WHEREAS, the Authority has heretofore implemented certain compensation and benefit plans in the form of certain resolutions, including but not limited to, Resolution 2004-13, adopted on June 22, 2004; Resolution 2004-23, adopted on October 12, 2004; Resolution 2007-02, adopted on July 11, 2006; a Resolution adopted on February 12, 2008; and Resolution 2010-1214-AD23 adopted on December 14, 2010, and Resolution 2011-0719-AD9 (collectively and together with any other resolutions heretofore adopted by the Authority relating to compensation matters for employees of the Authority, the "Prior Resolutions"); and

WHEREAS, on November 13, 2012, the Compensation Committee of the Board met and reviewed its management and compensation plan for employees and agents of the Authority, and made revisions to the information contained in the Prior Resolution (the "Prior Compensation Plan"); and

WHEREAS, the Authority has determined that it will advance the purposes of the Act and will be in the best interests of the citizens of the State to adopt the 2012 Compensation Plan;

NOW, THEREFORE, BE IT RESOLVED BY 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 if fully set forth herein.

Section 2. Approval of 2012 Compensation Plan for IFA Employees. The 2012 Compensation Plan as heretofore delivered to the Board is hereby accepted and approved.

Section 3. Delegation of Authority to Administer and Implement the Plan. The Authority hereby authorizes, empowers and directs the Executive Director to take the necessary actions to administer and implement the 2012 Compensation Plan within the parameters established in this Resolution in the name and on behalf of the Authority.

Section 4. Additional Actions. The Authority hereby authorizes, empowers and directs the Executive Director of the Authority or his designee, including, but not limited to, the Chief Financial Officer of the Authority and the General Counsel of the Authority, to take or cause to be taken any and all such other further actions, and to execute, acknowledge and deliver any and all such agreements, instruments, certificates and other documents, and to pay all such fees and expenses, as each, in his or her discretion, may deem necessary, appropriate or advisable in order to carry out the purpose and intent of this Resolution.

Section 5. Repeal of Prior Resolutions. All resolutions and actions in conflict with the provisions hereof, including, but not limited to, the Prior Resolutions, are hereby repealed to the extent of such conflict.

Section 6. Prior Actions. All prior actions taken by the Executive Director, the Chief Financial Officer and the General Counsel of the Authority, including any designees thereof, in conformity with the purposes of this resolution and the 2012 Compensation Plan, are, in all respects, ratified, approved and confirmed.

Section 7. Severability. All provisions of this resolution are hereby declared to be separate and severable; 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 sections, paragraphs or provisions of this resolution.

Section 8. Enactment and Effective Date. This Resolution is *effective* immediately upon its adoption.

This Resolution 2012-1211-AD10 is adopted this 11th day of December 2012, by the following vote:

Ayes:

Nays:

Abstain:

Absent:

____
Chairman

Attested to:

____
Secretary