

ILLINOIS FINANCE AUTHORITY

Tuesday, February 12, 2013

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. Adoption of the Minutes
- IV. Acceptance of the Financial Statements
- V. Approval of Project Reports and Resolutions
- VI. Other Business
- VII. Public Comment
- VIII. Adjournment

PROJECT REPORTS AND RESOLUTIONS

AGRICULTURE PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Beginning Farmer Bonds						
<i>Final (One-Time Consideration)</i>						
1	Caleb P. Niemann	Honey Point Township (Macoupin County)	\$240,000	-	-	JS/LK
TOTAL AGRICULTURE PROJECTS			\$240,000	-	-	

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

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds						
<i>Final</i>						
2	American College of Chest Physicians	Glenview (Cook County)	\$18,000,000	16	100	RF/BF
3	The Catherine Cook School	Chicago (Cook County)	\$5,000,000	4	50	RF/BF
501(c)(3) Revenue Bonds						
<i>Final (One-Time Consideration)</i>						
4	Helping Hand Center and Helping Hand Foundation (Helping Hand Center Project)	La Grange, Willow Springs, Countryside and other locations (Cook County)	\$7,000,000	17	10	RF/BF
5	Steppenwolf Theatre Company	Chicago (Cook County)	\$17,000,000	9	100	RF/BF
501(c)(3) Revenue Bonds						
<i>Preliminary</i>						
6	Northern Illinois University Foundation	DeKalb (DeKalb County)	\$10,000,000	16	282	RF/BF
TOTAL EDUCATIONAL, CULTURAL, AND NON-HEALTHCARE 501(c)(3) PROJECTS			\$57,000,000	62	542	

HEALTHCARE PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds						
<i>Final</i>						
7	Plymouth Place, Inc.	La Grange Park (Cook County)	\$35,000,000	N/A	N/A	PL/NO
501(c)(3) Revenue Bonds						
<i>Preliminary</i>						
8	Three Crowns Park	Evanston (Cook County)	\$4,000,000	16	12	PL/NO
TOTAL HEALTHCARE PROJECTS			\$39,000,000	16	12	
GRAND TOTAL			\$96,240,000	78	554	

PROJECT REPORTS AND RESOLUTIONS

RESOLUTIONS

Tab	Action	FM
Resolutions		
9	Resolution Approving Release of Jamie L. Houck from Personal Liability in Connection with Existing Beginning Farmer Bond Loan #2008-03-002	JS/LK
10	Resolution Approving a Restructuring of the Repayment Structure from Monthly to Annual Payments in Connection with Existing Beginning Farmer Bond Loan #2010-09-0001	JS/LK
11	Resolution Authorizing the Execution and Delivery of a Fifth Supplemental Indenture of Trust in Connection with Illinois Finance Authority Education Revenue Bonds Issued on Behalf of Noble Network of Charter Schools; and Related Matters	RF/BF

February 12, 2013

TO: William A. Brandt, Jr., Chairman
Dr. William Barclay
Gila J. Bronner
James J. Fuentes
Norman M. Gold
Roger E. Poole
Mordecai Tessler

Michael W. Goetz, Vice-Chairman
Terrence M. O'Brien
Heather D. Parish
Mayor Barrett F. Pedersen
Lerry Knox
Edward H. Leonard, Sr.
Bradley A. Zeller

RE: Message from the Executive Director

Dear Members of the Authority:

In his State of the State address, Governor Quinn laid out a bold, progressive vision for our state – a vision focused on continued growth and prosperity through balancing our budget.

Over the last four years, the Governor's leadership has helped our economy recover from a national recession and generated jobs throughout our state. Illinois has improved the efficiency of government departments and programs, brought our Medicaid system back from the brink of collapse, and created the state's first jobs program in a decade. The Illinois Finance Authority has helped drive that success – financing projects across Illinois, boosting jobs, local economies, and our state's fiscal health.

But the Governor's vision for Illinois cannot be fully realized without immediate action on pension reform. The IFA supports Governor Quinn's call for comprehensive reforms to stabilize our pension system. This action will stabilize our bond markets, allowing the Authority to offer the kind of financing that benefit communities all across Illinois.

Clean, safe drinking water

We are also continuing to promote the Clean Water Initiative (CleanWater.Illinois.gov), the Governor's \$1 billion program to overhaul Illinois' aging water infrastructure. We are working alongside the Illinois Environmental Protection Agency to provide long-term, low-cost loans to local governments for drinking water and waste water capital projects. Working with the Department of Commerce and Economic Opportunity, we are entering an aggressive phase of reaching out to local governments about this opportunity. The Clean Water Initiative will help communities across Illinois improve aging water systems, create jobs in their communities, and help drive Illinois' economic growth.

The impact of our work

Our Illinois Finance Authority team gets great pleasure seeing what has been built with IFA bond proceeds. Last week, I and other team members toured the new University of Chicago Medicine Center for Care and Discovery at the borrower's invitation. The new hospital, a vital medical center for Chicago's south side, opens later this month and is an asset that can make all of the Authority's board members proud.

Economic development across Illinois

Today's agenda includes a strong list of financing packages for non-profits around the state as we continue to support opportunities to create and retain jobs during our state's economic recovery. These include financing related to a new training facility for the American College of Chest Physicians in Glenview, an expansion project for The Catherine Cook School in Chicago, and financing for Three Crowns Park in Evanston to complete a nursing expansion started in 2006.

A more prosperous Illinois is a vision and mission I know we all share. I look forward to continuing to work with you in support of jobs and growth throughout our great state.

Respectfully,

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

Christopher B. Meister
Executive Director

Attachments:

Attachment 1 – Monthly Bonds Activity Report



Bonds Issued and Outstanding as of January 31, 2013

Bonds Issued Since Inception of Illinois Finance Authority

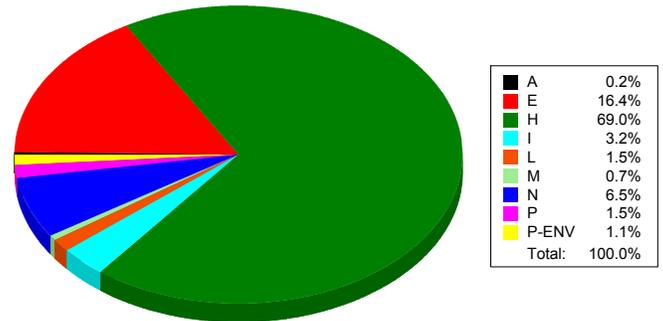
#	Market Sector	Principal Amount (\$)
428	Agriculture **	69,471,587
90	Education	4,573,693,100
196	Healthcare *	19,557,691,776
87	Industrial ***	917,516,132
26	Local Government	420,155,000
17	Multifamily/Senior Housing	194,047,900
124	501(c)(3) Not-for Profits	1,867,810,041
11	Exempt Facilities Bonds ***	425,700,000
8	Environmental issued under 20 ILCS 3515/9	326,630,000
987		\$ 28,352,715,536

* 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

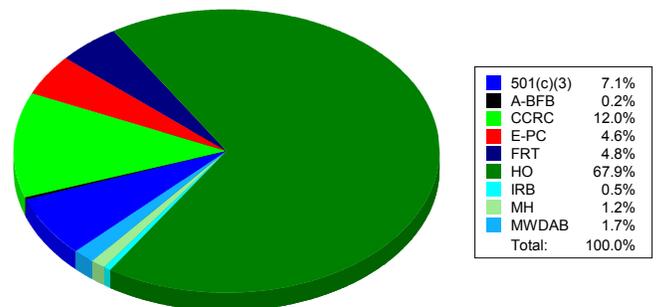
Bonds Issued Since Inception



Current Fiscal Year

#	Market Sector	Principal Issued
9	Agriculture - Beginner Farmer	2,557,005
4	Education	71,460,000
7	Healthcare - Hospital	1,057,530,000
2	Healthcare - CCRC	187,500,068
2	Industrial Revenue	8,112,280
3	Midwest Disaster Area Bonds	25,700,000
1	Freight Transfer Facilities Bonds	75,000,000
4	501(c)(3) Not-for-Profit	109,940,000
1	MultiFamily/Senior Housing	18,630,000
33		\$ 1,556,429,353

Bonds Issued - Current Fiscal Year



Bonds Issued between July 01, 2012 and January 31, 2013

<u>Bond Issue</u>	<u>Date Issued</u>	<u>Initial Interest Rate</u>	<u>Principal Issued</u>	<u>Bonds Refunded</u>
A-BFB Beginner Farmer Bonds, Series 2013A	07/01/2012	Various-See Below	2,557,005	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	254,980,000
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
501(c)(3) Big Ten Conference, Inc., Series 2012	12/20/2012	DP 2.10%	13,000,000	0
MWDAB Practice Velocity Holdings, LLC, Series 2012	12/28/2012	DP-VRB LIBOR	4,400,000	0
CCRC Clare Oaks Project, Series 2012A-C	12/31/2012	7.00%	89,000,068	89,000,068
E-PC Chicago School of Professional Psychology, Series 2013	01/02/2013	DP-VRB LIBOR	10,000,000	10,000,000
HO University of Chicago Medical Center, Series 2013A	01/24/2013	DP-VRB LIBOR	75,000,000	0
Total Bonds Issued as of January 31, 2013			\$ 1,556,429,353	\$ 736,891,286

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 January 31, 2013

<u>Borrower</u>	<u>Date Funded</u>	<u>Initial Interest Rate</u>	<u>Loan Proceeds</u>	<u>Acres</u>	<u>County</u>
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
Wilson, Matthew D.	12/07/2012	3.25%	75,000	290.00	Jasper & Richland
Landheer, Arian A.	12/07/2012	3.25%	330,000	34.48	Whiteside
Ruppert, Jordan	12/28/2012	4.00%	456,055	157.00	Perry
Total Beginner Farmer Bonds Issued			\$ 2,557,005	1,021.48	

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 January 31, 2013

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

Specialized Livestock	<u>Date Funded</u>	<u>Initial Interest</u>	<u>Loan Proceeds</u>	<u>State Guarantee</u>
		<u>Rate</u>		
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

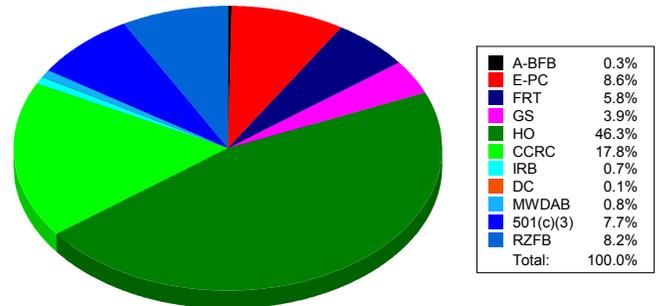
Total Agriculture Guarantees during the Period	\$ 2,219,906	\$ 1,886,920
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Bonds Issued - Fiscal Year Comparison for the Period Ending January 31, 2013

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

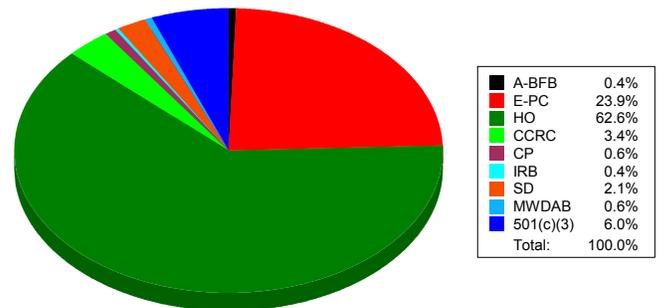
Bonds Issued in Fiscal Year 2011



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

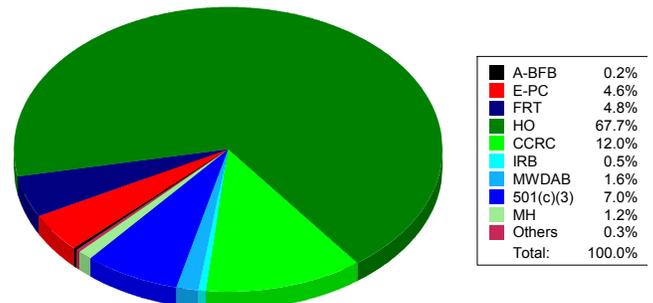
Bonds Issued in Fiscal Year 2012



Fiscal Year 2013

#	Market Sector	Principal Issued
9	Agriculture - Beginner Farmer	2,557,005
4	Education	71,460,000
7	Healthcare - Hospital	1,057,530,000
2	Healthcare - CCRC	187,500,068
2	Industrial Revenue	8,112,280
3	Midwest Disaster Area Bonds	25,700,000
4	501(c)(3) Not-for-Profit	109,940,000
1	MultiFamily/Senior Housing	18,630,000
1	Freight Transfer Facilities Bonds	75,000,000
33		\$ 1,556,429,353

Bonds Issued in Fiscal Year 2013



**MINUTES OF THE JANUARY 8, 2013 MEETING OF THE COMMITTEE OF THE WHOLE
OF THE BOARD OF DIRECTORS OF THE ILLINOIS FINANCE AUTHORITY**

The Board of Directors (the “Board”) of the Illinois Finance Authority (the “IFA”), pursuant to notice duly given, held a Committee of the Whole Meeting on January 8, 2013, 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. Gila J. Bronner
3. James J. Fuentes
4. Norman M. Gold
5. Lerry Knox
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. Edward H. Leonard, Sr.

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
James Senica, Senior Financial Analyst (via audio conference)
Brad R. Fletcher, Legal/Financial Analyst
Nora O’Brien, Legal/Financial Analyst
Terrell Gholston, Procurement Analyst

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 9:32 a.m. by Vice Chairman Goetz. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being eleven members physically present, a quorum was reached.

II. Chairman’s Remarks

Vice Chairman Goetz confirmed that Chairman Brandt would be unavailable for today’s meetings.

III. Message from the Executive Director

Executive Director Meister wished a happy new year to members of the Board, IFA staff and all guests present.

Mr. Meister thanked members of the Board for appearing for the Special Board Meeting held on December 20, 2012 to consider approval of the Clare Oaks bond issuance, which did in fact close on December 31, 2012. It is Mr. Meister's hope that Board meetings called at times other than at those times regularly scheduled will continue to be rare.

Mr. Meister stated that the while the fiscal cliff was averted by a last-minute deal, the challenges facing qualified private activity bonds and their tax-exemption in the municipal market will continue as Congress deferred for two months the \$1.2 trillion in across-the-board spending cuts. Conduit financing is the core business of IFA, and therefore, IFA must be mindful that history suggests when large federal deficits persist, so will discussions on all direct and indirect federal expenditures (including municipal bond debt).

More specifically, President Obama has proposed a 28% cap on the value of tax preferences, including tax-exempt interest for municipal bonds. According to Mr. Meister, this may have a rather traumatic effect on IFA's core business.

Vice Chairman Goetz requested that Mr. Meister inform the Board of any updates as they become available.

IV. Consideration of the Minutes

Vice Chairman Goetz requested a motion to adopt the Minutes of the Committee of Whole Meeting held on December 11, 2012. Mayor Pedersen made a motion and Ms. Bronner seconded the motion. A voice vote was taken and the minutes were approved unanimously.

V. Presentation and Consideration of the Financial Statements

Mrs. Granda explained that Total Revenue for December ended at \$374,422 or \$102,893 or 21.56% below the Fiscal Year ("FY") 2013 Budget. In December, there were six closings: three in the Business & Industry market sector, one in the Healthcare market sector and two in the Agriculture market sector. These fees totaled \$288,203. Year-to-Date Total Revenue for the period ended December 31, 2012 was \$2,979,532, an amount that was \$42,518 or 1.425% above the FY 2013 budget.

Comparing Actual Total Revenues for FY 2013 to Actual Total Revenues for FY 2012, FY 2013 is unfavorable by \$114,777 or 3.71% below the Actual Total Revenues for FY 2012. This was primarily due to U.S. Securities & Exchange Commission settlements received in FY 2012. However, administrative and closing fees for FY 2013 are favorable by \$1,045,274 or 77.46% above Actual Total Revenues for FY 2012.

Total Expenses for December ended at \$373,469 or \$70,069 or 23.09% above the FY 2013 Budget. This is primarily due to higher than expected costs in professional services. More specifically, in December there was an adjustment made to a data processing line item due to receipt of the website redesign invoice. The work performed to the website should have been capitalized instead of expensed. The appropriate adjustment was made with the respective adjustment to depreciation expense as well. Year-to-Date Total Expenses ended at \$1,876,220 or \$42,431 or 2.31% above the FY 2013 Budget.

Comparing Actual Total Expenses for FY 2013 to Actual Total Expenses for FY 2012, FY 2013 is up by \$84,305 or 4.70% - primarily due to professional services.

December ended with a Net Income of \$10,453 or \$163,462 or 93.99% below the FY 2013 Budget. This is primarily due to lower than expected administrative and closing fees and higher than expected professional services costs. In fact, Year-to-Date Net Income is \$1,429,965 or \$326,740 or 29.62% 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 December, there was one loan payoff for a total of \$440,779. Total Loan payoffs for FY 2013 are \$818,767 (from four loans).

Concerning audit matters, IFA's Financial Audit Report for Fiscal Year 2012 was released by the Office of the Illinois Auditor General on December 20, 2012. The Audit Committee met before this morning's Committee of the Whole Meeting to review and discuss full detail the Fiscal Year 2012 Financial Audit Report and the Audit Finding Corrective Action Plan for Fiscal Year 2011 and Fiscal Year 2012, as well as the Internal Audit being conducted by Crowe Horwath, LLP.

Mrs. Granda also stated that IFA's Compliance Report for Fiscal Year 2012 is being reviewed by the Office of the Illinois Auditor General, but IFA is unsure when the aforementioned report will be released.

Vice Chairman Goetz inquired as to what professional services were leading to higher than expected expenses. Mrs. Granda explained that this was due to legal fees, website redesign and communications.

Ms. Bronner asked why communication costs rose unexpectedly. Mr. Meister confirmed that those unforeseen communication costs consisted of time devoted to IFA's drought relief program and marketing of Midwestern Disaster Area Bonds. Moreover, legal fees rose due to continuing work in connection with the Illinois Medical District Commission and their outstanding Series 2006 Bonds. Finally, the recovery of an old loan attributed to higher than expected legal fees.

Mrs. Granda and Mr. Meister also stated that legal fees due to the Illinois Environmental Protection Agency State Revolving Fund and the related procurement of services caused legal fees to rise.

VI. Committee Reports

Agriculture Committee

Mr. Zeller reported that the Agriculture Committee reviewed two Beginning Farmer Bond projects for this month's agenda and recommended them for approval.

Audit Committee

Ms. Bronner stated that the Audit Committee met before the Committee of the Whole Meeting. Ms. Bronner stated that Mrs. Granda presented a thorough summation of Illinois Auditor General's Financial Audit Report for FY 2012 and Crowe Horwath, LLP's audit reports.

Present at the Audit Committee meeting were representatives of the Office of Illinois Auditor General and Crowe Horwath, LLP. Ms. Bronner stated Crowe Horwath, LLP discussed operational, compliance, financial and information systems audit reports with the Audit Committee – which proved to be very constructive. Those discussions will be formative in the Audit Finding Corrective Action Plan.

The Audit Committee reviewed and adopted the Identity Theft Prevention Program/Personal Information Protection Policy.

Ms. Bronner stated that Mr. Meister circulated to members of the Audit Committee IFA's Annual Report which will soon be released.

Finally, Ms. Bronner commented on the Board's diligence in attaining its Open Meetings Act training and likewise informed fellow members of the Board that a full report will be made available to them once the Fiscal Year 2012 Compliance Audit Report is finalized.

Healthcare Committee

Ms. Lenane reported that the Healthcare Committee reviewed three projects and two resolutions for this month's agenda and recommended them for approval.

Ms. Lenane stated that she attended the annual Municipal Securities Rulemaking Board ("MSRB") meeting on behalf of the National Association of Health and Educational Facilities Finance Authorities; Ms. Lenane reported that the MSRB Chairman Jay Goldstone informed those present the definition of what constitutes a "Municipal Advisor" will be released sometime this year. This is a matter of importance for IFA, as IFA Board members are appointed by the Office of the Governor and serve on a volunteer basis.

Likewise, Ms. Lenane reported that there was a lively discussion at the MSRB annual meeting in connection with the challenges facing qualified private activity bonds and their tax-exemption in the municipal market.

Ms. Lenane and Mr. Frampton engaged in a discussion concerning the aforementioned challenges.

Mr. O'Brien inquired as to what would become of IFA if tax-exemption of qualified private activity bonds was eliminated. Executive Director Meister stated if that were to occur, a plan would be presented to the Board that successfully manages IFA's portfolio of outstanding bonds in partnership with the Office of the Governor and the Illinois General Assembly. Furthermore, while there has been some preliminary discussion in connection with the IFA issuing taxable debt for borrowers, it is Mr. Meister's belief that any new business derived from issuing taxable bonds would not be sufficient to cover IFA's current expenses.

Mr. Frampton provided further historical context concerning how previous finance authorities adopted to changes made to qualified private activity bonds in the past. Ms. Lenane, likewise, provided some insight. Finally, Mr. Frampton and Ms. Lenane engaged in a discussion concerning federal tax rates and how proposals such as the 28% cap on the value of tax preferences, including tax-exempt interest for municipal bonds, would affect bond purchasers.

VII. Project Reports and Resolutions

Mr. Senica presented each of the following projects:

Agriculture Projects - Beginning Farmer Bonds

Item No. 1A: Steven R. Herrington - \$337,500

Steven R. Herrington is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Hundred Thirty-Seven Thousand Five Hundred Dollars (\$337,500). Bond proceeds will be used to finance the acquisition of approximately 45 acres of farmland located in Paris Township in Edgar County.

Item No. 1B: Keeley Michael Kabala – \$346,800

Keeley Michael Kabala is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Hundred Forty-Six Thousand Eight Hundred Dollars (\$346,800). Bond proceeds will be used to finance the acquisition of approximately 57.5 acres of farmland located in Atkinson Township in Henry County.

Mr. Frampton presented the following project:

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

Item No. 2: American College of Chest Physicians - \$18,000,000

American College of Chest Physicians is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Eighteen Million Dollars (\$18,000,000).

Bond proceeds will be issued on behalf of the American College of Chest Physicians (“ACCP”, the “College”, or the “Borrower”) and used, together with certain other funds, to (i) finance, refinance, or reimburse all or a portion of the costs associated with the acquisition of land, and the acquisition, design, development, construction, furnishing and equipping of a new building and related improvements thereon located at 2595 Patriot Blvd. in Glenview (Cook County), Illinois to be used as an educational and training facility including one or more simulators, an auditorium, classrooms, administrative offices and various other educational and training facilities (the “Project”), and, prospectively to also, (ii) pay capitalized interest during construction; fund a debt service reserve fund; fund certain working capital expenditures relating to the project; and, to pay certain expenses incurred in connection with the issuance of the Bond, if these prospective uses of bond proceeds are deemed necessary or desirable by the Borrower (and together with the Project, the “Financing Purposes”).

Ms. Lenane presented each of the following projects and resolutions:

Healthcare – 501(c)(3) Revenue Bonds

Item No. 3: Franciscan Communities, Inc. – \$160,000,000

Franciscan Communities, Inc. is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Sixty Million Dollars (\$160,000,000).

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 previously issued through Cuyahoga County, Ohio; (iv) fund new money projects for certain of the Proposed Obligated Group facilities; (v)

establish one or more Debt Service Reserve Funds; and (vi) provide for the payment of costs of issuance associated with the Series 2013 Bonds.

Additionally, Ms. Lenane provided historical context of IFA's involvement in financing nursing homes and ice hockey rinks. Vice Chairman Goetz and Ms. Lenane engaged in a discussion concerning which ice hockey rinks remain open and which are closed.

Finally, Vice Chairman Goetz inquired if bonds will be sold to institutional or retail investors. Ms. Lenane confirmed that bonds will be sold to retail investors and no feasibility study is needed because the bonds reflect existing debt.

Mr. Meister restated that these bonds do not constitute new debt obligations.

Item No. 4: Northwestern Memorial HealthCare - \$150,000,000

Northwestern Memorial HealthCare is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Fifty Million Dollars (\$150,000,000). This financing is being presented for one-time consideration.

The proceeds of the bonds will be loaned to Northwestern Memorial HealthCare (the "Borrower" or "NMHC") to be used, together with certain other funds, to (i) refund all or a portion of the outstanding principal amount of the Authority's \$103,160,000 Revenue Bonds, Series 2009B (Northwestern Memorial Hospital) (and, hereinafter, the "Prior Bonds") (ii) pay or reimburse the Borrower, Northwestern Memorial Hospital (hereinafter, "NMH") and Northwestern Lake Forest Hospital (hereinafter, "NLFH" and, together with NMH, the "Users") for the costs of acquiring, constructing, renovating, remodeling and equipping certain health facilities of the Users, including necessary and attendant equipment, facilities, site work and utilities thereto, including, without limitation, the construction and equipping of an approximately 503,000 square foot facility that includes an approximately 441,000 square foot parking garage and an approximately 62,000 square foot daycare center located at 445 E. Ontario, Chicago, Illinois and the renovation and equipping of the ninth, tenth and thirteenth floors of NMH's patient services pavilion known as Galter Pavilion located at 251 E. Huron, Chicago, Illinois; (iii) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (iv) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower.

Vice Chairman Goetz inquired as to the possibility of minority co-managers underwriting the transaction. Ms. Lenane explained that she had not spoken with the borrower concerning this matter and that she will follow-up with Doug Young – Vice President of Finance of Northwestern Memorial HealthCare.

Item No. 5: Plymouth Place, Inc. - \$35,000,000

Plymouth Place, Inc. is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Thirty-Five Million Dollars (\$35,000,000).

The proceeds will be used by Plymouth Place, Inc. (hereinafter, the "Borrower") to: (i) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating,

remodeling and equipping certain health care facilities of the Borrower, including necessary and attendant equipment, facilities, site work and utilities thereto; (ii) refund all or a portion of the outstanding principal amount of the Authority's \$20,000,000 Variable Rate Demand Revenue Bonds, Series 2005B (The Landing at Plymouth Place Project); (iii) refund all or a portion of the outstanding principal amount of the Authority's \$68,500,000 Variable Rate Demand Revenue Bonds, Series 2005C (The Landing at Plymouth Place Project) (and, together with the Series 2005B Bonds, the "Prior Bonds"); (iv) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower.

Resolutions

Item No. 6: Resolution Authorizing the Execution and Delivery of an Amendment to the Trust Indenture and Related Documents and Related Matters Regarding IFA Series 2008A Bonds (Advocate Health Care Network Project) to Provide Additional Flexibility in Pricing Any Remarketed Bonds

Item No. 7: Resolution Authorizing the Execution and Delivery of a Reissuance Tax Exemption Agreement in Connection with Reissuance for Purposes of Federal Income Taxation of Illinois Health Facilities Authority Revenue Bonds, Series 2003A-1 Bonds (Villa St. Benedict Project)

VIII. Other Business

None.

IX. Public Comment

None.

X. Adjournment

The Committee of the Whole Meeting adjourned at 10:16 a.m. upon a motion by Mayor Pedersen, which was seconded by Ms. Parish.

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

MINUTES OF THE JANUARY 8, 2013 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 January 8, 2013, 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. Gila J. Bronner
3. James J. Fuentes
4. Norman M. Gold
5. Lerry Knox
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. Edward H. Leonard, Sr.

IFA Staff Present:

Christopher B. Meister, Executive Director
Richard Frampton, Vice President
Pamela A. Lenane, Vice President and Acting General Counsel
Brad R. Fletcher, Legal/Financial Analyst
Nora O’Brien, Legal/Financial Analyst
Terrell Gholston, Procurement Analyst
Rob Gelles, Fellow

IFA Financial Advisor Present:

Courtney Shea, Acacia Financial Group, Inc.

I. Call to Order & Roll Call

The Board Meeting was called to order at 10:31 a.m. by Vice Chairman Goetz. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being eleven members physically present, a quorum was reached.

II. Chairman’s Remarks

Vice Chairman Goetz welcomed members of the Board, IFA staff and all guests present.

III. Adoption of the Minutes

Vice Chairman Goetz stated that both the Minutes of the Committee of the Whole Meeting and the Minutes of the Board Meeting, each held on December 11, 2012, were reviewed at the Committee of the Whole Meeting held earlier this morning. Moreover, the Minutes of the Special Board Meeting held on December 20, 2012 were reviewed at the Committee of the Whole Meeting held earlier this morning.

Vice Chairman Goetz requested a motion to adopt the Minutes of both Meetings held on December 11, 2012 and adopt the Minutes of the Special Board Meeting held on December 20, 2012. Mayor Pedersen made a motion and Ms. Parish seconded the motion. A roll call vote was taken and the motion was adopted unanimously.

IV. Acceptance of the Financial Statements

Vice Chairman Goetz stated that the Financial Statements for the Month ended December 31, 2012 were reviewed at the Committee of the Whole Meeting held earlier this morning. Vice Chairman Goetz asked if the members of the Board had any questions related to the Financial Statements for the Month ended December 31, 2012. There being none, Vice Chairman Goetz requested leave to apply the previous roll call vote to accept the Financial Statements for the Month ended December 31, 2012. Leave was granted unanimously by voice vote.

V. Approval of Project Reports and Resolutions

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

Mr. Frampton presented each of the following projects and resolutions:

Agriculture Projects - Beginning Farmer Bonds

Item No. 1A: Steven R. Herrington - \$337,500

Steven R. Herrington is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Hundred Thirty-Seven Thousand Five Hundred Dollars (\$337,500). Bond proceeds will be used to finance the acquisition of approximately 45 acres of farmland located in Paris Township in Edgar County.

Item No. 1B: Keeley Michael Kabala – \$346,800

Keeley Michael Kabala is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Hundred Forty-Six Thousand Eight Hundred Dollars (\$346,800). Bond proceeds will be used to finance the acquisition of approximately 57.5 acres of farmland located in Atkinson Township in Henry County.

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

Item No. 2: American College of Chest Physicians - \$18,000,000

American College of Chest Physicians is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Eighteen Million Dollars (\$18,000,000).

Bond proceeds will be issued on behalf of the American College of Chest Physicians (“ACCP”, the “College”, or the “Borrower”) and used, together with certain other funds, to (i) finance, refinance, or reimburse all or a portion of the costs associated with the acquisition of land, and the acquisition, design, development, construction, furnishing and equipping of a new building and related improvements thereon located at 2595 Patriot Blvd. in Glenview (Cook County), Illinois to be used as an educational and training facility including one or more simulators, an auditorium, classrooms, administrative offices and various other educational and training facilities (the “Project”), and, prospectively to also, (ii) pay capitalized interest during construction; fund a debt service reserve fund; fund certain working capital expenditures relating to the project; and, to pay certain expenses incurred in connection with the issuance of the Bond, if these prospective uses of bond proceeds are deemed necessary or desirable by the Borrower (and together with the Project, the “Financing Purposes”).

Resolutions

Item No. 6: **Resolution Authorizing the Execution and Delivery of an Amendment to the Trust Indenture and Related Documents and Related Matters Regarding IFA Series 2008A Bonds (Advocate Health Care Network Project) to Provide Additional Flexibility in Pricing Any Remarketed Bonds**

Item No. 7: **Resolution Authorizing the Execution and Delivery of a Reissuance Tax Exemption Agreement in Connection with Reissuance for Purposes of Federal Income Taxation of Illinois Health Facilities Authority Revenue Bonds, Series 2003A-1 Bonds (Villa St. Benedict Project)**

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

Chairman Brandt asked Mr. Frampton to present the projects to the Board that may have guests present.

Mr. Frampton presented each of the following projects:

Healthcare – 501(c)(3) Revenue Bonds

Item No. 3: **Franciscan Communities, Inc. – \$160,000,000**

Franciscan Communities, Inc. is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Sixty Million Dollars (\$160,000,000).

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 previously issued through Cuyahoga County, Ohio; (iv) fund new money projects for certain of the Proposed Obligated Group facilities; (v)

establish one or more Debt Service Reserve Funds; and (vi) provide for the payment of costs of issuance associated with the Series 2013 Bonds.

Ron Tinsley, Chief Financial Officer of Franciscan Sisters of Chicago Service Corporation thanked the members of the Board for their consideration of this financing.

Vice Chairman Goetz thanked Mr. Tinsley for his appearance before the Board and asked Mr. Frampton to present the remaining projects to the Board.

Mr. Frampton presented each of the following projects:

Item No. 4: Northwestern Memorial HealthCare - \$150,000,000

Northwestern Memorial HealthCare is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Fifty Million Dollars (\$150,000,000). This financing is being presented for one-time consideration.

The proceeds of the bonds will be loaned to Northwestern Memorial HealthCare (the “Borrower” or “NMHC”) to be used, together with certain other funds, to (i) refund all or a portion of the outstanding principal amount of the Authority’s \$103,160,000 Revenue Bonds, Series 2009B (Northwestern Memorial Hospital) (and, hereinafter, the “Prior Bonds”) (ii) pay or reimburse the Borrower, Northwestern Memorial Hospital (hereinafter, “NMH”) and Northwestern Lake Forest Hospital (hereinafter, “NLFH” and, together with NMH, the “Users”) for the costs of acquiring, constructing, renovating, remodeling and equipping certain health facilities of the Users, including necessary and attendant equipment, facilities, site work and utilities thereto, including, without limitation, the construction and equipping of an approximately 503,000 square foot facility that includes an approximately 441,000 square foot parking garage and an approximately 62,000 square foot daycare center located at 445 E. Ontario, Chicago, Illinois and the renovation and equipping of the ninth, tenth and thirteenth floors of NMH’s patient services pavilion known as Galter Pavilion located at 251 E. Huron, Chicago, Illinois; (iii) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (iv) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower.

Doug Young, Vice President of Finance of Northwestern Memorial HealthCare thanked the members of the Board for their consideration of this financing.

Board member Parish inquired as to the engagement of minority co-underwriters on the transaction. Mr. Young confirmed for the members of the Board that NMHC will be seeking local participation in pricing the Bonds and further clarified that Loop Capital Markets, LLC or Cabrera Capital Markets, LLC will be contacted.

Vice Chairman Goetz thanked Mr. Young for his appearance before the Board and asked Mr. Frampton to present the final project to the Board.

Mr. Frampton presented the following project:

Item No. 5: Plymouth Place, Inc. - \$35,000,000

Plymouth Place, Inc. is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Thirty-Five Million Dollars (\$35,000,000).

The proceeds will be used by Plymouth Place, Inc. (hereinafter, the “Borrower”) to: (i) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating, remodeling and equipping certain health care facilities of the Borrower, including necessary and attendant equipment, facilities, site work and utilities thereto; (ii) refund all or a portion of the outstanding principal amount of the Authority’s \$20,000,000 Variable Rate Demand Revenue Bonds, Series 2005B (The Landing at Plymouth Place Project); (iii) refund all or a portion of the outstanding principal amount of the Authority’s \$68,500,000 Variable Rate Demand Revenue Bonds, Series 2005C (The Landing at Plymouth Place Project) (and, together with the Series 2005B Bonds, the “Prior Bonds”); (iv) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower.

Dale Lilburn, Chief Executive Office of Plymouth Place, Inc. thanked the members of the Board for their consideration of this financing.

Vice Chairman Goetz thanked Mr. Lilburn for his appearance before the Board.

Vice Chairman Goetz asked if the members of the Board had any questions related to any of the projects presented. There being none, Vice Chairman Goetz requested leave to apply the previous roll call vote in favor of this project. Leave was granted unanimously by voice vote.

VI. Other Business

None.

VII. Public Comment

None.

VIII. Adjournment

Vice Chairman Goetz requested a motion to adjourn the Board Meeting. A motion to adjourn was made by Mayor Pedersen and seconded by Mr. Knox. A voice vote was taken and the motion was adopted unanimously.

The Board Meeting adjourned at 10:45 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
January 31, 2013

	Actual January 2013	Budget January 2013	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	17,098	30,278		0.00%	136,971	167,925	(30,954)	-18.43%	269,742	50.78%
INVESTMENT INTEREST & GAIN(LOSS)	2,788	2,083	705	33.85%	31,921	14,581	17,340	118.92%	25,000	127.68%
ADMINISTRATIONS & APPLICATION FEES	193,010	244,579	(51,569)	-21.08%	2,587,779	2,725,843	(138,064)	-5.07%	3,789,504	68.29%
ANNUAL ISSUANCE & LOAN FEES	30,405	65,671	(35,266)	-53.70%	204,546	292,421	(87,875)	-30.05%	386,222	52.96%
OTHER INCOME	125,497	17,198	108,299	629.72%	387,113	120,386	266,727	221.56%	206,375	187.58%
TOTAL REVENUE	368,798	359,809	22,169	6.16%	3,348,330	3,321,156	27,174	0.82%	4,676,843	71.59%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	134,957	121,434	13,523	11.14%	801,593	860,427	(58,834)	-6.84%	1,462,277	54.82%
BENEFITS	24,597	20,158	4,439	22.02%	143,730	143,106	624	0.44%	244,896	58.69%
TEMPORARY HELP	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	-	500	(500)	-100.00%	595	3,500	(2,905)	-83.00%	6,000	9.92%
TRAVEL & AUTO	3,973	5,000	(1,027)	-20.54%	28,542	35,000	(6,458)	-18.45%	60,000	47.57%
TOTAL EMPLOYEE RELATED EXPENSES	163,527	147,092	16,435	11.17%	974,460	1,042,033	(67,573)	-6.48%	1,773,173	54.96%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	37,527	37,458	69	0.18%	353,919	262,206	91,713	34.98%	449,500	78.74%
LOAN EXPENSE & BANK FEE	7,980	8,750	(770)	-8.80%	56,002	61,250	(5,248)	-8.57%	105,000	53.34%
ACCOUNTING & AUDITING	27,216	24,754	2,462	9.95%	193,733	173,278	20,455	11.80%	297,000	65.23%
MARKETING GENERAL	70	1,250	(1,180)	-94.40%	2,457	8,750	(6,293)	-71.92%	15,000	16.38%
FINANCIAL ADVISORY	8,716	8,333	383	4.60%	94,275	58,331	35,944	61.62%	100,000	94.28%
CONFERENCE/TRAINING	1,495	2,500	(1,005)	-40.20%	10,515	17,500	(6,985)	-39.91%	30,000	35.05%
MISC. PROFESSIONAL SERVICES	6,250	6,250	-	0.00%	72,421	43,750	28,671	65.53%	75,000	96.56%
DATA PROCESSING	5,418	5,833	(415)	-7.11%	27,905	40,831	(12,926)	-31.66%	70,000	39.86%
TOTAL PROFESSIONAL SERVICES	94,672	95,128	(456)	-0.48%	811,227	665,896	145,331	21.82%	1,141,500	71.07%
OCCUPANCY COSTS										
OFFICE RENT	21,401	22,406	(1,005)	-4.49%	139,131	156,842	(17,711)	-11.29%	268,872	51.75%
EQUIPMENT RENTAL AND PURCHASES	1,058	1,333	(275)	-20.63%	8,336	9,331	(995)	-10.66%	16,000	52.10%
TELECOMMUNICATIONS	3,098	2,917	181	6.21%	19,436	20,419	(983)	-4.81%	35,000	55.53%
UTILITIES	878	1,000	(122)	-12.20%	6,637	7,000	(363)	-5.19%	12,000	55.31%
DEPRECIATION	4,063	2,708	1,355	50.04%	28,136	18,956	9,180	48.43%	32,500	86.57%
INSURANCE	1,953	2,083	(130)	-6.24%	13,668	14,581	(913)	-6.26%	25,000	54.67%
TOTAL OCCUPANCY COSTS	32,451	32,447	4	0.01%	215,344	227,129	(11,785)	-5.19%	389,372	55.31%

**Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
January 31, 2013**

	Actual January 2013	Budget January 2013	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	3,588	2,983	605	20.28%	22,296	20,881	1,415	6.78%	35,800	62.28%
BOARD MEETING - EXPENSES	2,654	2,917	(263)	-9.02%	16,944	20,419	(3,475)	-17.02%	35,000	48.41%
PRINTING	531	833	(302)	-36.25%	3,826	5,831	(2,005)	-34.39%	10,000	38.26%
POSTAGE & FREIGHT	1,682	1,250	432	34.56%	10,058	8,793	1,265	14.39%	15,000	67.05%
MEMBERSHIP, DUES & CONTRIBUTIONS	425	2,000	(1,575)	-78.75%	23,432	24,000	(568)	-2.37%	34,000	68.92%
PUBLICATIONS	85	583	(498)	-85.42%	647	1,219	(572)	-46.92%	7,000	9.24%
OFFICERS & DIRECTORS INSURANCE	16,519	16,667	(148)	-0.89%	114,119	116,669	(2,550)	-2.19%	200,000	57.06%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	25,484	27,233	(1,749)	-6.42%	191,322	197,812	(6,490)	-3.28%	336,800	56.81%
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	316,134	301,900	14,234	4.71%	2,192,353	2,132,870	59,483	2.79%	3,640,845	60.22%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	52,664	57,909	(5,245)	-9.06%	1,155,977	1,188,286	(32,309)	-2.72%	1,035,998	111.58%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TRANSFER	60,121	-	60,121	0.00%	386,774	-	386,774	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%	-	-
NET INCOME/(LOSS)	112,785	57,909	54,876	94.76%	1,542,751	1,188,286	354,465	29.83%	1,035,998	148.91%

**Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending January 31, 2013**

	Actual January 2013	Actual January 2012	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	17,098	33,144		0.00%	136,971	282,623	(145,652)	-51.54%
INVESTMENT INTEREST & GAIN(LOSS)	2,788	3,716	(928)	-24.97%	31,921	19,439	12,482	64.21%
ADMINISTRATIONS & APPLICATION FEES	193,010	244,579	(51,569)	-21.08%	2,587,779	1,594,075	993,704	62.34%
ANNUAL ISSUANCE & LOAN FEES	30,405	65,671	(35,266)	-53.70%	204,546	292,421	(87,875)	-30.05%
OTHER INCOME	125,497	1,904	123,593	6491.23%	387,113	1,254,767	(867,654)	-69.15%
TOTAL REVENUE	368,798	349,014	35,830	10.27%	3,348,330	3,443,325	(94,995)	-2.76%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	134,957	131,365	3,592	2.73%	801,593	900,406	(98,813)	-10.97%
BENEFITS	24,597	22,730	1,867	8.21%	143,730	139,200	4,530	3.25%
TEMPORARY HELP	-	159	(159)	0.00%	-	778	(778)	0.00%
EDUCATION & DEVELOPMENT	-	-	-	0.00%	595	150	445	296.67%
TRAVEL & AUTO	3,973	2,488	1,485	59.69%	28,542	26,240	2,302	8.77%
TOTAL EMPLOYEE RELATED EXPENSES	163,527	156,742	6,785	4.33%	974,460	1,066,774	(92,314)	-8.65%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	37,527	30,000	7,527	25.09%	353,919	247,625	106,294	42.93%
LOAN EXPENSE & BANK FEE	7,980	8,222	(242)	-2.94%	56,002	131,245	(75,243)	-57.33%
ACCOUNTING & AUDITING	27,216	20,780	6,436	30.97%	193,733	160,815	32,918	20.47%
MARKETING GENERAL	70	2,926	(2,856)	-97.61%	2,457	4,711	(2,254)	-47.85%
FINANCIAL ADVISORY	8,716	11,000	(2,284)	-20.76%	94,275	40,185	54,090	134.60%
CONFERENCE/TRAINING	1,495	1,410	85	6.03%	10,515	10,727	(212)	-1.98%
MISC. PROFESSIONAL SERVICES	6,250	5,000	1,250	25.00%	72,421	5,013	67,408	1344.66%
DATA PROCESSING	5,418	3,590	1,828	50.92%	27,905	23,176	4,729	20.40%
TOTAL PROFESSIONAL SERVICES	94,672	82,928	11,744	14.16%	811,227	623,497	187,730	30.11%
OCCUPANCY COSTS								
OFFICE RENT	21,401	22,372	(971)	-4.34%	139,131	142,319	(3,188)	-2.24%
EQUIPMENT RENTAL AND PURCHASES	1,058	1,476	(418)	-28.32%	8,336	11,257	(2,921)	-25.95%
TELECOMMUNICATIONS	3,098	2,948	150	5.09%	19,436	17,502	1,934	11.05%
UTILITIES	878	695	183	26.33%	6,637	7,088	(451)	-6.36%
DEPRECIATION	4,063	3,971	92	2.32%	28,136	24,838	3,298	13.28%
INSURANCE	1,953	1,945	8	0.41%	13,668	13,615	53	0.39%
TOTAL OCCUPANCY COSTS	32,451	33,407	(956)	-2.86%	215,344	216,619	(1,275)	-0.59%

**Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending January 31, 2013**

	Actual January 2013	Actual January 2012	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	3,588	5,188	(1,600)	-30.84%	22,296	21,014	1,282	6.10%
BOARD MEETING - EXPENSES	2,654	2,670	(16)	-0.60%	16,944	16,021	923	5.76%
PRINTING	531	433	98	22.63%	3,826	4,350	(524)	-12.05%
POSTAGE & FREIGHT	1,682	794	888	111.84%	10,058	8,793	1,265	14.39%
MEMBERSHIP, DUES & CONTRIBUTIONS	425	7,040	(6,615)	-93.96%	23,432	30,861	(7,429)	-24.07%
PUBLICATIONS	85	87	(2)	-2.30%	647	1,219	(572)	-46.92%
OFFICERS & DIRECTORS INSURANCE	16,519	15,343	1,176	7.66%	114,119	107,402	6,717	6.25%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%
TOTAL GENL & ADMIN EXPENSES	25,484	31,555	(6,071)	-19.24%	191,322	189,660	1,662	0.88%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	-	-	-	-	0.00%
OTHER								
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%
TOTAL EXPENSES	316,134	304,632	11,502	3.78%	2,192,353	2,096,550	95,803	4.57%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	52,664	44,382	8,282	18.66%	1,155,977	1,346,775	(190,798)	-14.17%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%
TRANSFER	60,121	160,000	(99,879)	0.00%	386,774	177,989	208,785	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%
NET INCOME/(LOSS)	112,785	204,382	(91,597)	-44.82%	1,542,751	1,524,764	17,987	1.18%

**Illinois Finance Authority
General Fund
Unaudited
Balance Sheet
for the Seven Months Ending January 31, 2013**

	<u>Actual January 2012</u>	<u>Actual January 2013</u>
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	\$ 35,361,138	\$ 43,483,857
RECEIVABLES, NET	263,290	182,957
LOAN RECEIVABLE, NET	9,306,405	5,334,628
OTHER RECEIVABLES	52,510	41,518
PREPAID EXPENSES	<u>108,908</u>	<u>136,891</u>
 TOTAL CURRENT ASSETS	 45,092,251	 49,179,851
 FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	 127,965	 130,197
 DEFERRED ISSUANCE COSTS	 267,747	 221,487
OTHER ASSETS		
CASH RESTRICTED, INVESTMENTS & RESERVES	874,598	875,444
VENTURE CAPITAL INVESTMENTS	-	-
OTHER	<u>(14,837)</u>	<u>-</u>
 TOTAL OTHER ASSETS	 859,761	 875,444
 TOTAL ASSETS	 <u>\$ 46,347,724</u>	 <u>\$ 50,406,979</u>
 LIABILITIES		
CURRENT LIABILITIES	\$ 845,252	\$ 812,798
LONG-TERM LIABILITIES	<u>393,383</u>	<u>327,834</u>
 TOTAL LIABILITIES	 1,238,635	 1,140,632
EQUITY		
CONTRIBUTED CAPITAL	4,111,479	4,111,479
RETAINED EARNINGS	27,501,548	31,640,819
NET INCOME / (LOSS)	1,524,764	1,542,751
RESERVED/RESTRICTED FUND BALANCE	1,732,164	1,732,164
UNRESERVED FUND BALANCE	<u>10,239,134</u>	<u>10,239,134</u>
 TOTAL EQUITY	 45,109,089	 49,266,347
 TOTAL LIABILITIES & EQUITY	 <u>\$ 46,347,724</u>	 <u>\$ 50,406,979</u>

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
for Period Ending
January 31, 2013

	Actual January 2013	Budget January 2013	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	155,555	171,728		0.00%	1,105,456	1,140,858	(35,402)	-3.10%	1,931,461	57.23%
INVESTMENT INTEREST & GAIN(LOSS)	106,452	45,404	61,048	134.46%	518,223	316,328	201,895	63.82%	543,350	95.38%
ADMINISTRATIONS & APPLICATION FEES	193,010	232,213	(39,203)	-16.88%	2,587,779	2,725,843	(138,064)	-5.07%	3,789,504	68.29%
ANNUAL ISSUANCE & LOAN FEES	30,405	33,853	(3,448)	-10.19%	204,546	223,904	(19,358)	-8.65%	386,222	52.96%
OTHER INCOME	186,291	42,198	144,093	341.47%	656,123	295,386	360,737	122.12%	506,375	129.57%
TOTAL REVENUE	671,713	525,396	162,490	30.93%	5,072,127	4,702,319	369,808	7.86%	7,156,912	70.87%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	134,957	121,434	13,523	11.14%	801,593	860,427	(58,834)	-6.84%	1,462,277	54.82%
BENEFITS	24,597	20,158	4,439	22.02%	143,730	143,106	624	0.44%	244,896	58.69%
TEMPORARY HELP		-	-	0.00%	-	-	-	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	-	500	(500)	-100.00%	595	3,500	(2,905)	-83.00%	6,000	9.92%
TRAVEL & AUTO	3,973	5,000	(1,027)	-20.54%	28,542	35,000	(6,458)	-18.45%	60,000	47.57%
TOTAL EMPLOYEE RELATED EXPENSES	163,527	147,092	16,435	11.17%	974,460	1,042,033	(67,573)	-6.48%	1,773,173	54.96%
PROFESSIONAL SERVICES										
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	39,610	39,542	68	0.17%	368,500	276,794	91,706	33.13%	474,500	77.66%
LOAN EXPENSE & BANK FEE	169,466	170,236	(770)	-0.45%	1,185,469	1,191,652	(6,183)	-0.52%	2,042,832	58.03%
ACCOUNTING & AUDITING	28,516	26,653	1,863	6.99%	202,827	186,571	16,256	8.71%	319,791	63.42%
MARKETING GENERAL	69	1,250	(1,181)	-94.48%	2,457	8,750	(6,293)	-71.92%	15,000	16.38%
FINANCIAL ADVISORY	8,716	8,333	383	4.60%	94,275	58,331	35,944	61.62%	100,000	94.28%
CONFERENCE/TRAINING	1,495	2,500	(1,005)	-40.20%	10,515	17,500	(6,985)	-39.91%	30,000	35.05%
MISC. PROFESSIONAL SERVICES	9,583	9,583	-	0.00%	95,752	67,081	28,671	42.74%	115,000	83.26%
DATA PROCESSING	5,418	5,833	(415)	-7.11%	27,905	40,831	(12,926)	-31.66%	70,000	39.86%
TOTAL PROFESSIONAL SERVICES	262,873	263,930	(1,057)	-0.40%	1,987,700	1,847,510	140,190	7.59%	3,167,123	62.76%
OCCUPANCY COSTS										
OCCUPANCY COSTS										
OFFICE RENT	21,401	22,406	(1,005)	-4.49%	139,131	156,842	(17,711)	-11.29%	268,872	51.75%
EQUIPMENT RENTAL AND PURCHASES	1,058	1,333	(275)	-20.63%	8,336	9,331	(995)	-10.66%	16,000	52.10%
TELECOMMUNICATIONS	3,098	2,917	181	6.21%	19,436	20,419	(983)	-4.81%	35,000	55.53%
UTILITIES	878	1,000	(122)	-12.20%	6,637	7,000	(363)	-5.19%	12,000	55.31%
DEPRECIATION	4,063	2,708	1,355	50.04%	28,136	18,956	9,180	48.43%	32,500	86.57%
INSURANCE	1,953	2,083	(130)	-6.24%	13,668	14,581	(913)	-6.26%	25,000	54.67%
TOTAL OCCUPANCY COSTS	32,451	32,447	4	0.01%	215,344	227,129	(11,785)	-5.19%	389,372	55.31%

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
for Period Ending
January 31, 2013

	Actual January 2013	Budget January 2013	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	3,588	2,983	605	20.28%	22,296	20,881	1,415	6.78%	35,800	62.28%
BOARD MEETING - EXPENSES	2,654	2,917	(263)	-9.02%	16,944	20,419	(3,475)	-17.02%	35,000	48.41%
PRINTING	531	833	(302)	-36.25%	3,826	5,831	(2,005)	-34.39%	10,000	38.26%
POSTAGE & FREIGHT	1,682	1,250	432	34.56%	10,058	8,750	1,308	14.95%	15,000	67.05%
MEMBERSHIP, DUES & CONTRIBUTIONS	425	2,000	(1,575)	-78.75%	23,432	24,000	(568)	-2.37%	34,000	68.92%
PUBLICATIONS	85	583	(498)	-85.42%	647	4,081	(3,434)	-84.15%	7,000	9.24%
OFFICERS & DIRECTORS INSURANCE	16,519	16,667	(148)	-0.89%	114,119	116,669	(2,550)	-2.19%	200,000	57.06%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	25,484	27,233	(1,749)	-6.42%	191,322	200,631	(9,309)	-4.64%	336,800	56.81%
LOAN LOSS PROVISION/BAD DEBT	-	-	-		-	-	-	0.00%	-	0.00%
OTHER										
INTEREST EXPENSE	406	406	-	0.00%	3,588	3,136	452	14.41%	5,166	69.45%
TOTAL OTHER	406	406	-	0.00%	3,588	3,136	452	14.41%	5,166	0.00%
TOTAL EXPENSES	484,741	471,108	13,633	2.89%	3,372,414	3,320,439	51,975	1.57%	5,671,634	59.46%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	186,972	54,288	132,684	244.41%	1,699,713	1,381,880	317,833	23.00%	1,485,278	114.44%
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)	186,972	54,288	132,684	244.41%	2,541,112	1,381,880	1,159,232	83.89%	1,485,278	171.09%

**Illinois Finance Authority
Consolidated Statement of Activities
Comparison
for Period Ending
January 31, 2013**

	Actual January 2013	Actual January 2012	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	155,555	755,815		0.00%	1,105,456	1,940,779	(835,323)	-43.04%
INVESTMENT INTEREST & GAIN(LOSS)	106,452	157,131	(50,679)	-32.25%	518,223	466,869	51,354	11.00%
ADMINISTRATIONS & APPLICATION FEES	193,010	244,579	(51,569)	-21.08%	2,587,779	1,594,074	993,705	62.34%
ANNUAL ISSUANCE & LOAN FEES	30,405	65,671	(35,266)	-53.70%	204,546	292,421	(87,875)	-30.05%
OTHER INCOME	186,291	83,539	102,752	123.00%	656,123	1,531,923	(875,800)	-57.17%
TOTAL REVENUE	671,713	1,306,735	(34,762)	-2.66%	5,072,127	5,826,066	(753,939)	-12.94%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	134,957	131,365	3,592	2.73%	801,593	900,406	(98,813)	-10.97%
BENEFITS	24,597	22,730	1,867	8.21%	143,730	139,200	4,530	3.25%
TEMPORARY HELP	-	159	(159)	0.00%	-	778	(778)	0.00%
EDUCATION & DEVELOPMENT	-	-	-	0.00%	595	150	445	296.67%
TRAVEL & AUTO	3,973	2,488	1,485	59.69%	28,542	26,240	2,302	8.77%
TOTAL EMPLOYEE RELATED EXPENSES	163,527	156,742	6,785	4.33%	974,460	1,066,774	(92,314)	-8.65%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	39,610	32,083	7,527	23.46%	368,500	262,206	106,294	40.54%
LOAN EXPENSE & BANK FEE	169,466	80,645	88,821	110.14%	1,185,469	1,254,435	(68,966)	-5.50%
ACCOUNTING & AUDITING	28,516	22,329	6,187	27.71%	202,827	171,656	31,171	18.16%
MARKETING GENERAL	69	2,926	(2,857)	-97.64%	2,457	4,711	(2,254)	-47.85%
FINANCIAL ADVISORY	8,716	11,000	(2,284)	-20.76%	94,275	40,185	54,090	134.60%
CONFERENCE/TRAINING	1,495	1,410	85	6.03%	10,515	10,727	(212)	-1.98%
MISC. PROFESSIONAL SERVICES	9,583	8,333	1,250	15.00%	95,752	28,344	67,408	237.82%
DATA PROCESSING	5,418	3,590	1,828	50.92%	27,905	23,176	4,729	20.40%
TOTAL PROFESSIONAL SERVICES	262,873	162,316	100,557	61.95%	1,987,700	1,795,440	192,260	10.71%
OCCUPANCY COSTS								
OFFICE RENT	21,401	22,372	(971)	-4.34%	139,131	142,319	(3,188)	-2.24%
EQUIPMENT RENTAL AND PURCHASES	1,058	1,476	(418)	-28.32%	8,336	11,256	(2,920)	-25.94%
TELECOMMUNICATIONS	3,098	2,948	150	5.09%	19,436	17,502	1,934	11.05%
UTILITIES	878	695	183	26.33%	6,637	7,088	(451)	-6.36%
DEPRECIATION	4,063	3,971	92	2.32%	28,136	24,838	3,298	13.28%
INSURANCE	1,953	1,945	8	0.41%	13,668	13,615	53	0.39%
TOTAL OCCUPANCY COSTS	32,451	33,407	(956)	-2.86%	215,344	216,618	(1,274)	-0.59%

**Illinois Finance Authority
Consolidated Statement of Activities
Comparison
for Period Ending
January 31, 2013**

	Actual January 2013	Actual January 2012	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	3,588	5,188	(1,600)	-30.84%	22,296	21,014	1,282	6.10%
BOARD MEETING - EXPENSES	2,654	2,670	(16)	-0.60%	16,944	16,021	923	5.76%
PRINTING	531	433	98	22.63%	3,826	4,350	(524)	-12.05%
POSTAGE & FREIGHT	1,682	794	888	111.84%	10,058	8,793	1,265	14.39%
MEMBERSHIP, DUES & CONTRIBUTIONS	425	7,040	(6,615)	-93.96%	23,432	30,861	(7,429)	-24.07%
PUBLICATIONS	85	87	(2)	-2.30%	647	1,219	(572)	-46.92%
OFFICERS & DIRECTORS INSURANCE	16,519	15,343	1,176	7.66%	114,119	107,402	6,717	6.25%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%
TOTAL GENL & ADMIN EXPENSES	25,484	31,555	(6,071)	-19.24%	191,322	189,660	1,662	0.88%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	0.00%	-	-	-	#DIV/0!
OTHER								
INTEREST EXPENSE	406	455	(49)	-10.77%	3,588	3,470	118	3.40%
TOTAL OTHER	406	455	(49)	0.00%	3,588	3,470	118	0.00%
TOTAL EXPENSES	484,741	384,475	100,266	26.08%	3,372,414	3,271,962	100,452	3.07%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	186,972	922,260	(735,288)	-79.73%	1,699,713	2,554,104	(854,391)	-33.45%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT		(140,000)	140,000	0.00%		(140,000)	140,000	0.00%
TRANSFER		-	-	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)	186,972	782,260	(595,288)	-76.10%	2,541,112	2,414,096	127,016	5.26%

**Illinois Finance Authority
Consolidated
Unaudited
Balance Sheet
for the Seven Months Ending January 31, 2013**

	Actual January 2012	Actual January 2013
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ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	\$ 35,361,138	\$ 43,483,857
RECEIVABLES, NET	263,290	182,957
LOAN RECEIVABLE, NET	64,092,319	58,561,263
NOTES RECEIVABLE	193,010	244,579
OTHER RECEIVABLES	961,603	65,671
PREPAID EXPENSES	108,908	136,891
	<hr/>	
TOTAL CURRENT ASSETS	100,980,268	102,675,218
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	127,965	130,197
DEFERRED ISSUANCE COSTS	360,286	296,939
OTHER ASSETS		
CASH RESTRICTED, INVESTMENTS & RESERVES	57,723,096	57,964,314
VENTURE CAPITAL INVESTMENTS	1,947,981	-
OTHER	3,000,000	3,000,000
	<hr/>	
TOTAL OTHER ASSETS	62,671,077	60,964,314
TOTAL ASSETS	<u>\$ 164,139,596</u>	<u>\$164,066,668</u>
LIABILITIES		
CURRENT LIABILITIES		
CURRENT LIABILITIES	981,360	894,174
BONDS PAYABLE	46,840,000	41,885,000
OTHER LIABILITIES	1,877,457	1,863,699
	<hr/>	
TOTAL LIABILITIES	49,698,817	44,642,873
EQUITY		
CONTRIBUTED CAPITAL	35,608,692	35,608,692
RETAINED EARNINGS	28,655,681	30,492,093
NET INCOME / (LOSS)	2,414,095	2,541,112
RESERVED/RESTRICTED FUND BALANCE	35,114,140	39,060,603
UNRESERVED FUND BALANCE	12,648,171	12,648,171
	<hr/>	
TOTAL EQUITY	114,440,779	120,350,671
TOTAL LIABILITIES & EQUITY	<u>\$ 164,139,596</u>	<u>\$164,993,544</u>

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors
From: Jim Senica and Lorrie Karcher
Date: February 12, 2013
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 \$501,100 maximum of new money for each project
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: \$240,000**
- **Calendar Year Summary:** (as of February 12, 2013)
 - Volume Cap: Note Request is Pending – 2013 amount is to-be-determined
 - Volume Cap Committed: \$924,300
 - Volume Cap Remaining: To be determined
 - Average Farm Acreage: 51
 - Number of Farms Financed: 3
- **IFA Benefits:**
 - **Conduit Tax-Exempt Bonds** – no direct IFA or State funds at risk
 - **New Money Bonds:**
 - Convey tax-exempt status
 - Will use dedicated 2013 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-8599
Borrower(s):	Niemann, Caleb P.
Borrower Benefit:	First Time Land Buyer
Town:	Litchfield, IL
IFA Bond Amount:	\$240,000
Use of Funds:	Farmland – 40 acres of farmland
Purchase Price:	\$480,000 / (\$12,000 per ac)
% Borrower Equity	5%
% USDA Farm Service Agency	45% (<i>Subordinate Financing</i>)
% IFA	50%
Townships:	Honey Point
Counties/Regions:	Macoupin / Central
Lender/Bond Purchaser	First National Bank of Litchfield / Ken Elmore
Legislative Districts:	Congressional: 13
	State Senate: 48
	State House: 95

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

\$18,000,000

American College of Chest Physicians

February 12, 2013

REQUEST	<p>Purpose: Bond proceeds will be issued on behalf of the American College of Chest Physicians (“ACCP”, the “College”, or the “Borrower”) and used, together with certain other funds, to (i) finance, refinance or reimburse itself for all or a portion of the costs of the acquisition, design, development, construction, improvement, furnishing and equipping of certain new educational and training facilities, including, without limitation, one or more simulators, an auditorium, classrooms, administrative offices and various other educational and training facilities, and including site improvements, landscaping and improvements to roads, walkways and parking lots, all at 2595 Patriot Boulevard, Glenview, Illinois (collectively, the “Project”), (ii) finance a portion of the interest on the Bond (as hereinafter defined), (iii) finance certain working capital expenditures related to the Project if deemed necessary or desirable by the College, (iv) fund a debt service reserve fund if deemed necessary or desirable by the College and (v) pay certain costs relating to the issuance of the Bond if deemed necessary or desirable by the College, all as permitted under the Act (collectively, the Project and items (ii) through (v) above, the “Financing Purposes”).</p> <p>Program: Conduit 501(c)(3) Revenue Bond</p> <p>Extraordinary Conditions: None.</p>																				
BOARD ACTION	<p>Final Bond Resolution</p> <p>Preliminary Bond Resolution approved 1/08/2013: Yeas: 11; Nays: 0; Abstentions: 0; Absent: 3 (Barclay, Brandt, Leonard); Vacancy: 1</p>																				
MATERIAL CHANGES	<p>None.</p>																				
JOB DATA	<table border="0"> <tr> <td style="text-align: center;">92</td> <td style="text-align: center;">Current jobs</td> <td style="text-align: center;">16</td> <td style="text-align: center;">New jobs projected (12-24 months)</td> </tr> <tr> <td style="text-align: center;">N/A</td> <td style="text-align: center;">Retained jobs</td> <td style="text-align: center;">100</td> <td style="text-align: center;">Construction jobs projected (12 months)</td> </tr> </table>	92	Current jobs	16	New jobs projected (12-24 months)	N/A	Retained jobs	100	Construction jobs projected (12 months)												
92	Current jobs	16	New jobs projected (12-24 months)																		
N/A	Retained jobs	100	Construction jobs projected (12 months)																		
DESCRIPTION	<ul style="list-style-type: none"> ● Location: Glenview / Cook County / Northeast ● Type of entity: American College of Chest Physicians is an Illinois not-for-profit corporation and 501(c)(3) organization. The mission of the American College of Chest Physicians is to promote the prevention, diagnosis, and treatment of chest diseases (including cardiopulmonary diseases), critical care, and sleep medicine through education, communication, and research. The ACCP is a global organization comprised of 18,700 members located in 100 countries. ● American College of Chest Physicians is also the sole member of its philanthropic arm, The CHEST Foundation, which is a 501(c)(3) supporting foundation incorporated in the State of Illinois in 1996. 																				
CREDIT INDICATORS	<ul style="list-style-type: none"> ● The Borrower is a non-rated entity. ● The IFA 501(c)(3) Revenue Bond (American College of Chest Physicians Project), Series 2013 will be purchased directly by North Shore Community Bank & Trust Co. (Wintrust Financial) (the “Bank” or “Bond Purchaser”). The Bank will be the secured lender and the direct bond investor. 																				
SECURITY	<ul style="list-style-type: none"> ● The Bank is expected to be secured by a 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 2595 Patriot Blvd., Glenview (Cook County), Illinois 60026. ● Additionally, until the ACCP sells its present facility located at 3300 Dundee Road, Northbrook (Cook County), IL 60062, the Bank will also be secured by a mortgage on the Northbrook facility. (Upon sale of the Northbrook facility, ACCP intends to pay down the conventional term loan on the new facility in Glenview.) 																				
MATURITY	<ul style="list-style-type: none"> ● Not-to-exceed 30 Years 																				
INTEREST RATE	<ul style="list-style-type: none"> ● North Shore Community Bank & Trust Co. (Wintrust Financial) will establish an interest rate with an initial term of 10 years. The initial interest rate will be negotiated and established prior to closing and is currently estimated at between 2.50% and 3.50%. 																				
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bond</td> <td style="text-align: right;">\$18,000,000</td> <td>Project costs</td> <td style="text-align: right;">\$22,159,200</td> </tr> <tr> <td>Conventional Term Loan</td> <td style="text-align: right;"><u>6,000,000</u></td> <td>Capitalized Interest</td> <td style="text-align: right;">390,000</td> </tr> <tr> <td></td> <td></td> <td>Legal & Professional/ Contingency</td> <td style="text-align: right;"><u>1,450,800</u></td> </tr> <tr> <td>Total</td> <td style="text-align: right;">\$24,000,000</td> <td>Total</td> <td style="text-align: right;">\$24,000,000</td> </tr> </table>	Sources:		Uses:		IFA Bond	\$18,000,000	Project costs	\$22,159,200	Conventional Term Loan	<u>6,000,000</u>	Capitalized Interest	390,000			Legal & Professional/ Contingency	<u>1,450,800</u>	Total	\$24,000,000	Total	\$24,000,000
Sources:		Uses:																			
IFA Bond	\$18,000,000	Project costs	\$22,159,200																		
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Total	\$24,000,000	Total	\$24,000,000																		
RECOMMENDATION	<p>Credit Review Committee recommends approval.</p>																				

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 February 12, 2013**

Project: American College of Chest Physicians

STATISTICS

Project Number:	N-NP-TE-CD-8596	Amount:	\$18,000,000 (not-to-exceed amount)
Type:	501(c)(3) Revenue Bond	IFA Staff:	Rich Frampton and Brad R. Fletcher
Locations:	Glenview	County/	
		Region:	Cook County/Northeast

BOARD ACTION

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

VOTING RECORD

Preliminary Bond Resolution approved 1/08/2013:
 Yeas: 11; Nays: 0; Abstentions: 0; Absent: 3 (Barclay, Brandt, Leonard); Vacancy: 1

PURPOSE

Bond proceeds will be issued on behalf of the **American College of Chest Physicians** (“**ACCP**”, the “**College**”, or the “**Borrower**”) and used, together with certain other funds, to (i) finance, refinance or reimburse itself for all or a portion of the costs of the acquisition, design, development, construction, improvement, furnishing and equipping of certain new educational and training facilities, including, without limitation, one or more simulators, an auditorium, classrooms, administrative offices and various other educational and training facilities, and including site improvements, landscaping and improvements to roads, walkways and parking lots, all at 2595 Patriot Boulevard, Glenview, Illinois (collectively, the “**Project**”), (ii) finance a portion of the interest on the Bond (as hereinafter defined), (iii) finance certain working capital expenditures related to the Project if deemed necessary or desirable by the College, (iv) fund a debt service reserve fund if deemed necessary or desirable by the College and (v) pay certain costs relating to the issuance of the Bond if deemed necessary or desirable by the College, all as permitted under the Act (collectively, the Project and items (ii) through (v) above, 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 Bond 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 Bond	\$18,000,000	Uses:	Project Costs	\$22,159,200
	Conventional Term Loan	<u>6,000,000</u>		Capitalized Interest	390,000
				Legal & Professional/Contingency	<u>1,450,800</u>
Total		<u>\$24,000,000</u>	Total		<u>\$24,000,000</u>

JOBS

Current employment:	92	Projected new jobs:	16 (12-24 months)
Jobs retained:	N/A	Construction jobs:	100 (12 months)

FINANCING SUMMARY

Structure/ Security:	The Bond will be purchased directly by North Shore Community Bank & Trust Co. (the “ Bank ” or “ Bond Purchaser ”) and held as an investment. The Bank is expected to 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 associated with the Project.
Interest Rate:	The Bank is expected to establish an initial interest rate for 10 years (with reset provisions at the end of the initial term), amortized over 30 years. During the construction period, interest-only payments will be made; monthly principal and interest payments will begin thereafter (anticipated in the second year). The interest rate will be set at pre-closing based on prevailing market conditions, currently estimated at between 2.50% and 3.50%.
Maturity:	Final maturity date – 30 years from issuance date. Wintrust Financial Corporation’s initial interest rate period will be set for an initial term of 10 years (with corresponding reset provisions periodically thereafter).
Estimated Closing Date:	February 2013
Rationale:	<p>The proposed Bond will reduce monthly payments that will help the American College of Chest Physicians keep its fixed charges (including debt service payments) as low as possible.</p> <p>The new ACCP building will include new administrative headquarters and provide for expanded professional educational and training facilities for Chest Physicians and other health professionals. The new facility will provide improved access to innovations in care (including the increased availability of new training simulators), ultimately improving the health and quality of life for the general public. The Project will be a significant employer and integral in the continued build-out of The Glen, a mixed-use development in Glenview (www.theglentowncenter.com) located on the site of the former Glenview Naval Air Station.</p> <p>The new educational and professional training facilities will provide expanded onsite training capabilities and capacity. The new location within The Glen will offer ACCP training attendees nearby hotel and dining options and drive increased spending at other local businesses while retaining the ACCP’s operations in the area. The new, approximately 48,500 square foot building will be Silver LEED-certified and is expected to be completed in Fall 2013.</p>

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be issued on behalf of the **American College of Chest Physicians** (“**ACCP**”, the “**College**”, or the “**Borrower**”) and used, together with certain other funds, to (i) finance, refinance or reimburse itself for all or a portion of the costs of the acquisition, design, development, construction, improvement, furnishing and equipping of certain new educational and training facilities, including, without limitation, one or more simulators, an auditorium, classrooms, administrative offices and various other educational and training facilities, and including site improvements, landscaping and improvements to roads, walkways and parking lots, all at 2595 Patriot Boulevard, Glenview, Illinois (collectively, the “**Project**”), (ii) finance a portion of the interest on the Bond (as hereinafter defined), (iii) finance certain working capital expenditures related to the Project if deemed necessary or desirable by the College, (iv) fund a debt service reserve fund if deemed necessary or desirable by the College and (v) pay certain costs relating to the issuance of the Bond if deemed necessary or desirable by the College, all as permitted under the Act (collectively, the Project and items (ii) through (v) above, the “**Financing Purposes**”).

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

Land Acquisition	\$2,550,000
New Construction	15,938,783
Machinery/Equip.	1,682,033
Architectural & Engineering	1,988,384
Legal & Professional	840,471
Contingency	610,329
Capitalized Interest	<u>390,000</u>
Total	\$24,000,000

BUSINESS SUMMARY

Description: The **American College of Chest Physicians** (“**ACCP**” or the “**Borrower**”) was established in 1935 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.

ACCP is governed by a 17-member Board of Regents (see p. 5).

Background: The mission of the American College of Chest Physicians is to promote the prevention, diagnosis, and treatment of chest diseases through education, communication, and research. The ACCP was incorporated on July 31, 1942 and its vision is to be the global leader in providing education in cardiopulmonary, critical care, and sleep medicine and to promote diversity to optimize health, advance patient care, and support research while fostering health equity. The ACCP, a global organization comprised of 18,700 members located in 100 countries, offers a breadth of innovative continuing medical education courses, publishes a leading journal, *CHEST*, confers a variety of clinical research awards, and engages in state-of-the-art simulation training. By embracing a multidisciplinary membership and a diverse and innovative approach to education techniques, the ACCP has become the global leader in providing clinical education in pulmonary, critical care, and sleep medicine.

As a certified provider of globally recognized continuing medical education, the ACCP understands the need for diverse and innovative education techniques that focus on best practices and learner-centered strategies. The ACCP Simulation Education Program combines evidence-based medicine with highly sophisticated simulation education techniques and advanced hands-on learning for practicing physicians and their teams. The ACCP Simulation Program provides numerous courses throughout the year, located at ACCP headquarters in Northbrook, Illinois; regional locations in the United States; and key locations around the world. The ACCP also incorporates simulation education into its Advanced Clinical Training Certificate Programs that provide physicians with the opportunity to refresh or master their skills in critical care ultrasonography, bronchoscopy, airways management, mechanical ventilation, and critical care management. In addition to simulation, the ACCP has implemented diverse education methods beyond the standard lecture, including problem- and case-based learning, role-playing, and other techniques. Each year, the ACCP conducts a 5-day annual scientific program around the country to ensure its members and other health-care professionals are exposed to the latest developments in the field of chest medicine.

The ACCP also develops clinical practice guidelines in disciplines encompassed by its members. These guidelines serve as a vehicle to ensure optimal care at the bedside. The ACCP’s anti-thrombotic guidelines represent the premier standard of care. The College is also well known for its lung cancer diagnosis and treatment guidelines. The ACCP is also committed to ensuring that patients are well informed about prevention and treatment options relating to lung disease. It has a robust library of patient education materials that span from understanding a diagnosis to learning how to use devices relating to the treatment of respiratory diseases. Through its website, chestnet.org, members, clinicians, and patients are able to access its vast educational resources.

The College has been associated with discovering the causal relationship between smoking and lung cancer in the 1950s and has supported tobacco prevention and cessation. The ACCP also led the way to ban smoking on airplanes.

The ACCP produces and distributes monthly publications in print and online. ACCP's premier peer-reviewed publication *CHEST* features cutting-edge research and relevant insights in clinical chest medicine through print, online, and mobile editions. More than 350,000 readers turn to *CHEST* online each month for the latest in pulmonary, critical care, and sleep medicine. Through the *CHEST* journal website, readers are able to access current articles as well as those archived back to 1935. The College also publishes a monthly newspaper, *CHEST Physician*, that is distributed to an audience of 23,000 and combines articles about the latest developments in chest medicine as well as including news from the College. *ACCP NewsBrief*, a weekly e-newsletter for members, offers a variety of resources to aid in continuing education and practice management.

ECONOMIC DISCLOSURE STATEMENT

Applicant: American College of Chest Physicians, 3300 Dundee Road, Northbrook, IL 60062
Contact: Mr. P. Stratton Davies, CPA, Senior Vice President and Chief Financial Officer:
(T) 847-498-8330; email: sdavies@chestnet.org
Website: www.chestnet.org
Site Locations: 2595 Patriot Blvd., Glenview (Cook County), IL 60026
Project name: IFA 501(c)(3) Revenue Bond (American College of Chest Physicians Project), Series 2013
Organization: Illinois not-for-profit established as a 501(c)(3) corporation under the Internal Revenue Code
ACCP Board: The Board of Regents is the governing body of the ACCP and is composed of the following members:

- The President
- The President-Elect
- The President-Designate
- The Immediate Past President
- The Chair of the Council of Governors
- The Chair of the Council of NetWorks
- The Chair of the Council of Global Governors
- The CHEST Foundation, President and Trustee
- Nine Regents-at-Large

2012-2013 ACCP Board of Regents

Darcy D. Marciniuk, MD, FCCP, *President and Chair*
Michael Baumann, MD, FCCP, *President-Elect and Vice-Chair*
Curtis Sessler, MD, FCCP, *President-Designate*
Suhail Raoof, MBBS, FCCP, *Immediate Past President*
Francis J. Podbielski, MD, FCCP, *Chair, Council of Governors and Membership*
Burton Lesnick, MD, FCCP, *Chair, Council of NetWorks*
Panagiotis K. Behrakis, MD, FCCP, *Chair, Council of Global Governors*
John Studdard, MD, FCCP, *The CHEST Foundation, President and Trustee*

Regents-at-Large

Robert Aranson, MD, FCCP
Clayton T. Cowl, MD, FCCP
Richard M. Hamrick III, MD, FCCP
Susan M. Harding, MD, FCCP
Angeline A. Lazarus, MBBS, FCCP
Scott Manaker, MD, PhD, FCCP
Janet R. Maurer, MD, FCCP
Barbara A. Phillips, MD, FCCP
Gerard A. Silvestri, MD, FCCP

Ex Officio Members

Paul A. Markowski, CAE, Secretary, *ACCP Executive Vice President & CEO*
Alan Fein, MD, FCCP, *Vice-Chair, Council of Governors*
Thomas Fuhrman, MD, FCCP, *Vice-Chair, Council of Networks*
Richard S. Irwin, MD, Master FCCP, CHEST, *Editor in Chief*
Paraschiva A. Postolache, MD, FCCP, *Vice-Chair, Council of Global Governors*

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Vedder Price P.C.	Chicago, IL	Michael Reed
Auditor:	Crowe Horwath LLP	Chicago, IL	Stuart Miller
Borrower's Advisor:	Mickeni, LLC	Chicago, IL	Ken Kerzner
Bond Counsel:	Chapman & Cutler LLP	Chicago, IL	Nancy Burke
Bank/Direct Bond Purchaser:	North Shore Community Bank & Trust Co. (Wintrust Financial Corp.)	Skokie, IL and Chicago, IL	Kandace Lenti, Melissa Mancini
Bank/Purchaser's Counsel:	Ungaretti & Harris LLP	Chicago, IL	Julie Seymour
Architect:	Perkins + Will	Chicago, IL	Michael Palmer
General Contractor:	Pepper Construction	Tinley Park, IL	Brian Forsythe
IFA Counsel:	Holland & Knight LLP	Chicago, IL	Barb Adams
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	10
State Senate:	29
State House:	57

February 12, 2013

\$5,000,000 (not-to-exceed)
The Catherine Cook School

REQUEST	<p>Purpose: Bond proceeds will be loaned to 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 a portion of the funds to be used to (i) construct and furnish a new 25,000 square foot addition to the Borrower’s existing campus facilities, the main address of which is located at 226 West Schiller Street, Chicago, Illinois; the addition is expected to include a new library, eleven new classrooms, two new middle school science rooms, a lower school discovery center, a new rooftop playground, and will include property 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 (collectively, the “Project”); and (ii) pay certain expenses incurred in connection with the issuance of the Bonds, all as permitted by the Act (collectively, the “Financing Purposes”).</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																				
BOARD ACTION	<p>Final Bond Resolution</p> <p>Preliminary Bond Resolution approved 12/11/2012: Yeas: 11; Nays: 0; Abstentions: 0; Absent: 3 (Barclay, Parish, Tessler); Vacancy: 1</p>																				
MATERIAL CHANGES	<p>The School has finalized its plan of finance, namely, privately placing only \$5.0 million of tax-exempt bonds while utilizing a conventional Senior Term Loan as the primary source of debt for the Project (see “Estimated Sources and Uses” table below). Amalgamated Bank of Chicago will serve as Paying Agent on the new Bonds and The Northern Trust Company will provide the Senior Bank Loan (while remaining as the Direct Pay Letter of Credit provider on approximately \$5.82 million of the School’s outstanding IFA Series 2007 Bonds).</p>																				
JOB DATA	<table border="0"> <tr> <td style="text-align: center;">90</td> <td style="text-align: center;">Current jobs</td> <td style="text-align: center;">4</td> <td style="text-align: center;">New jobs projected (1-2 years)</td> </tr> <tr> <td style="text-align: center;">N/A</td> <td style="text-align: center;">Retained jobs</td> <td style="text-align: center;">50</td> <td style="text-align: center;">Construction jobs projected (12 months)</td> </tr> </table>	90	Current jobs	4	New jobs projected (1-2 years)	N/A	Retained jobs	50	Construction jobs projected (12 months)												
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N/A	Retained jobs	50	Construction jobs projected (12 months)																		
DESCRIPTION	<ul style="list-style-type: none"> • Location: Chicago / Cook County / Northeast • Type of entity: 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. 																				
CREDIT INDICATORS	<ul style="list-style-type: none"> • The plan of finance contemplates a subordinated debt issue of up to \$5.0 million of tax-exempt bonds to be privately placed with supporters of the school (each Qualified Institutional Buyers, consistent with IFA Bond Program Handbook requirements). These proceeds will be combined with a senior bank loan from The Northern Trust Company to finance the balance of the Project costs. • The Borrower is a non-rated entity; accordingly, the Series 2013 Bonds will be sold to Accredited Investors. 																				
SECURITY	<ul style="list-style-type: none"> • The Bond Purchaser will be secured by a second 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. • The IFA Series 2013 Bonds will be subordinate and secured by a second mortgage on the real estate and other assets of the Borrower subject to a first mortgage by The Northern Trust Company (as Direct Pay Letter of Credit Provider on the Series 2007 Bonds and Senior Lender on the new 2013 expansion). 																				
MATURITY	<ul style="list-style-type: none"> • The subordinate bonds will come due as a bullet maturity in approximately seven years while Senior Bank term debt is proposed to have a 15-year maturity. 																				
INTEREST RATE	<ul style="list-style-type: none"> • The initial interest rate will be negotiated and established prior to closing and is currently estimated at between 4.00% and 6.00% for the proposed IFA Subordinate Bonds. 																				
SOURCES AND USES	<table border="0"> <thead> <tr> <th colspan="2" style="text-align: left;">Sources:</th> <th colspan="2" style="text-align: left;">Uses:</th> </tr> </thead> <tbody> <tr> <td>Senior Bank Loan (The Northern Trust Co.)</td> <td style="text-align: right;">\$8,000,000</td> <td>Project costs</td> <td style="text-align: right;">\$18,120,000</td> </tr> <tr> <td>IFA Subordinate Bonds</td> <td style="text-align: right;">5,000,000</td> <td>Costs of Issuance</td> <td style="text-align: right;"><u>80,000</u></td> </tr> <tr> <td>Equity (Capital Campaign)</td> <td style="text-align: right;"><u>5,200,000</u></td> <td></td> <td></td> </tr> <tr> <td>Total</td> <td style="text-align: right;">\$18,200,000</td> <td>Total</td> <td style="text-align: right;">\$18,200,000</td> </tr> </tbody> </table>	Sources:		Uses:		Senior Bank Loan (The Northern Trust Co.)	\$8,000,000	Project costs	\$18,120,000	IFA Subordinate Bonds	5,000,000	Costs of Issuance	<u>80,000</u>	Equity (Capital Campaign)	<u>5,200,000</u>			Total	\$18,200,000	Total	\$18,200,000
Sources:		Uses:																			
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Equity (Capital Campaign)	<u>5,200,000</u>																				
Total	\$18,200,000	Total	\$18,200,000																		
RECOMMENDATION	<p>Credit Review Committee recommends approval.</p>																				

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 February 12, 2013**

Project: The Catherine Cook School

STATISTICS

Project Number: N-NP-TE-CD-8590	Amount: \$5,000,000 (not-to-exceed)
Type: 501(c)(3) Revenue Bonds	IFA Staff: Rich Frampton and Brad R. Fletcher
Location: Chicago	County/Region: Cook County/Northeast

BOARD ACTION

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

VOTING RECORD

Preliminary Bond Resolution approved 12/11/2012:
 Yeas: 11; Nays: 0; Abstentions: 0; Absent: 3 (Barclay, Parish, Tessler); Vacancy: 1

PURPOSE

Bond proceeds will be loaned to **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 a portion of the funds to be used 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 (collectively, the “**Project**”); and (ii) 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

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: Conventional Senior Debt	\$8,000,000	Uses: Project Costs	\$18,120,000
IFA Subordinate Bonds	5,000,000	Costs of Issuance	<u>80,000</u>
Equity (Capital Campaign)	<u>5,200,000</u>		
Total	<u>\$18,200,000</u>	Total	<u>\$18,200,000</u>

JOBS

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

FINANCING SUMMARY

- Structure:** The plan of finance contemplates \$8.0 million of new Senior Conventional Mortgage Debt, and (ii) \$5.0 million of IFA Subordinate Series 2013 Bonds that will be offered in minimum denominations of \$100,000 and sold to Accredited Investors (i.e., Qualified Institutional Buyer) subject to standard IFA Bond Program Handbook requirements. The existing IFA Series 2007 Bonds will remain in place and will not be refunded. The Northern Trust Company will provide the Senior Term Loan while remaining the Direct Pay LOC provider on the Series 2007 Bonds.
- Again, the IFA Subordinate Series 2013 Bonds will be placed in a manner consistent with IFA’s Bond Program Handbook requirements (i.e., minimum \$100,000 denominations to Accredited Investors/Qualified Institutional Buyers, as evidenced by Investor Letters).
- Security:** The Bond Purchaser will be secured by second 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.
- (The Northern Trust Company as the Direct Pay Letter of Credit provider on the Series 2007 Bonds and the Conventional Senior Lender on the Bank’s 2013 Senior Loan that will close concurrently with the IFA Series 2013 Bonds will have a first mortgage and security interest in all assets of the Borrower. Additionally, the Bank will cross-collateralize and cross-default their Direct Pay Letter of Credit obligation securing the Series 2007 Bonds, their new, \$8.0 million Senior Loan, as well as with the Bank’s other credit facilities.)
- Interest Rate:** Interest rates will reflect prevailing market conditions at closing (currently estimated at 5.0% fixed as of 1/30/2013)
- Maturity:** December 31, 2019 (approximately 7 years)
- Estimated Closing Date:** February 2013
- Rationale:** The proposed IFA Subordinate Series 2013 Bonds will enable the School to obtain senior financing for their proposed expansion. The Project will allow the school to accommodate expanding enrollment and increase capacity by 20% while providing upgraded learning facilities for its student body.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be loaned to **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 a portion of the funds to be used 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 (collectively, the “**Project**”); and (ii) pay certain expenses 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):

Remaining Construction (to complete project):	\$11,920,000
Reimbursement for Prior Land Acquisition and Construction costs incurred to date:	<u>6,200,000</u>
Total	\$18,120,000

BUSINESS SUMMARY

Description: **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 (which she achieved 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, philanthropist, and 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 an 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 would 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: 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 and the 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 Laursen, 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 Kevin Cahill
Borrower's Special Counsel:	Cahill Law Office	Chicago, IL	
Auditor:	Legacy Professionals LLP	Chicago, IL	
Bond Counsel:	Peck Shaffer LLP	Chicago, IL	Tom Smith
Senior Lending Bank:	The Northern Trust Company	Chicago, IL	Bonita Althoff
Senior Lender Counsel:	Fischel & Kahn, Ltd.	Chicago, IL	Bud Dobbins
Paying Agent (Series 2013)/ Trustee (IFA Series 2007):	Amalgamated Bank Chicago (in-house)	Chicago, IL Chicago, IL	Remonia Jamison 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

\$7,000,000

**Helping Hand Center and Helping Hand Foundation
(Helping Hand Center Project)**

February 12, 2013

REQUEST	<p>Purpose: Bond proceeds will be loaned to Helping Hand Center, an Illinois not-for-profit corporation and the Helping Hand Foundation, an Illinois not-for-profit corporation, (collectively, the "Borrowers"), for the purposes of (i) financing the costs of the acquisition of and improvement to a facility located at 546 6th Avenue, La Grange, Illinois, to be owned by the Borrowers, (ii) reimbursing the Borrowers for the costs of the acquisition of and improvement to the Borrowers' facilities located at 1111 Stone Avenue, La Grange, Illinois and 11260 W. 84th Place, Willow Springs, Illinois, (iii) refinancing existing indebtedness of the Borrowers which financed the costs of the acquisition of and improvement to the Borrowers' facilities located at 928 Plainfield Road, 1404 Plainfield Road, and 9618 W. 58th Street, in Countryside, Illinois, (iv) refinancing or refunding the outstanding amount of Illinois Health Facilities Authority Variable Rate Demand Revenue Bonds, Series 2001 (Helping Hand Rehabilitation Center), in an amount not to exceed \$4,400,000 (the "Prior Bonds"), the proceeds of which were used to finance the acquisition of and improvement to the Borrowers' facilities located at multiple locations in Bridgeview, Brookfield, Countryside, La Grange, Lyons, and Summit, Illinois, each in Cook County, Illinois (collectively, the "Project") and identified in the Schedule of Project Locations on pages 3 and 4 of this report, and (v) paying all or a portion of the costs of issuance for the Bonds. Program: Conduit 501(c)(3) Revenue Bonds Extraordinary Conditions: None.</p>																				
BOARD ACTION	Final Bond Resolution (One-Time Consideration)																				
MATERIAL CHANGES	None – this is the first time this matter has been presented to the IFA Board of Directors.																				
JOB DATA	<table border="0" style="width: 100%;"> <tr> <td style="width: 33%;">193</td> <td style="width: 33%;">Current jobs</td> <td style="width: 33%;">17</td> <td style="width: 33%;">New jobs projected (1-2 years)</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>10</td> <td>Construction jobs projected (6 months)</td> </tr> </table>	193	Current jobs	17	New jobs projected (1-2 years)	N/A	Retained jobs	10	Construction jobs projected (6 months)												
193	Current jobs	17	New jobs projected (1-2 years)																		
N/A	Retained jobs	10	Construction jobs projected (6 months)																		
DESCRIPTION	<ul style="list-style-type: none"> • Locations (New Money Projects): Countryside, La Grange, Willow Springs / Cook County / Northeast; the Refunding Projects are at multiple sites in Cook County/Northeast Region • Type of entity: Helping Hand Foundation is an Illinois 501(c)(3) not-for-profit corporation, whose affiliates, successors, or assigns own (or will own) the subject real estate. • Helping Hand Center is also an Illinois 501(c)(3) not-for-profit corporation serving children and adults with disabilities in near west suburban (and other nearby communities) since 1955. Helping Hand Center offers a range of programs and services, including outpatient therapies, early intervention, a school for children with autism, high school transition, residential homes, employment services, adult developmental training, and special recreation programs. • Helping Hand Center leases properties from Helping Hand Foundation (and its affiliates, successors, and assigns). A portion of these lease revenues are used by the Foundation to pay debt service payments. 																				
CREDIT INDICATORS	<ul style="list-style-type: none"> • The Borrowers are currently non-rated entities. • The IFA 501(c)(3) Revenue Bond (Helping Hand Center Project), Series 2013 will be purchased directly by MB Financial Bank, N.A. (the "Bank" or "Bond Purchaser"). The Bond Purchaser will be the secured lender and the direct bond investor. 																				
SECURITY	<ul style="list-style-type: none"> • The Bank/Bond Purchaser will be secured by a 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 both Helping Hand Foundation and its affiliates, successors and assigns, and by / (which will be leased by Helping Hand Center. 																				
TERMS	<ul style="list-style-type: none"> • Not to exceed 20 years • Interest rate estimated at between 3.25% and 4.00% for an initial term of 10 years with provision to enable the interest rate to be reset periodically thereafter until the final maturity date. 																				
SOURCES AND USES	<table border="0" style="width: 100%;"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td style="text-align: right;">\$7,000,000</td> <td>Project Costs</td> <td style="text-align: right;">\$2,600,000</td> </tr> <tr> <td>Equity</td> <td style="text-align: right;"><u>140,000</u></td> <td>Series 2001 Refunding</td> <td style="text-align: right;">4,400,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td style="text-align: right;"><u>140,000</u></td> </tr> <tr> <td>Total</td> <td style="text-align: right;">\$7,140,000</td> <td>Total</td> <td style="text-align: right;">\$7,140,000</td> </tr> </table>	Sources:		Uses:		IFA Bonds	\$7,000,000	Project Costs	\$2,600,000	Equity	<u>140,000</u>	Series 2001 Refunding	4,400,000			Costs of Issuance	<u>140,000</u>	Total	\$7,140,000	Total	\$7,140,000
Sources:		Uses:																			
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		Costs of Issuance	<u>140,000</u>																		
Total	\$7,140,000	Total	\$7,140,000																		
RECOMMENDATION	Credit Review Committee recommends approval.																				

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 February 12, 2013**

**Project: Helping Hand Center and Helping Hand Foundation
 (Helping Hand Center Project)**

STATISTICS

Project Number:	N-NP-TE-CD-8603	Amount:	\$7,000,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bond	IFA Staff:	Rich Frampton and Brad R. Fletcher
Locations:	Countryside, La Grange, Willow Springs (New Money Projects); Multiple Locations for Refunding Projects	County/Region:	Cook County/Northeast

BOARD ACTION

Final Bond Resolution (<i>One-Time Consideration</i>)	
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 **Helping Hand Center**, an Illinois not-for-profit corporation and the **Helping Hand Foundation**, an Illinois not-for-profit corporation, (collectively, the "**Borrowers**"), for the purposes of (i) financing the costs of the acquisition of and improvement to a facility located at 546 6th Avenue, La Grange, Illinois, to be owned by the Borrowers, (ii) reimbursing the Borrowers for the costs of the acquisition of and improvement to the Borrowers' facilities located at 1111 Stone Avenue, La Grange, Illinois and 11260 W. 84th Place, Willow Springs, Illinois, (iii) refinancing existing indebtedness of the Borrowers which financed the costs of the acquisition of and improvement to the Borrowers' facilities located at 928 Plainfield Road, 1404 Plainfield Road, and 9618 W. 58th Street, in Countryside, Illinois, (iv) refinancing or refunding the outstanding amount of Illinois Health Facilities Authority Variable Rate Demand Revenue Bonds, Series 2001 (Helping Hand Rehabilitation Center), in an amount not to exceed \$4,400,000 (the "**Prior Bonds**"), the proceeds of which were used to finance the acquisition of and improvement to the Borrowers' facilities located at multiple locations in Bridgeview, Brookfield, Countryside, La Grange, Lyons, and Summit, Illinois, each in Cook County, Illinois (collectively, the "**Project**") and identified in the Schedule of Project Locations on pages 3 and 4 of this report, and (v) paying all or a portion of the costs of issuance for the Bonds.

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 Borrowers' interest expense.

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources:	IFA Bonds	\$7,000,000	Uses:	Project Costs	\$2,600,000
	Equity	<u>140,000</u>		Series 2001 Refunding	4,400,000
				Costs of Issuance	<u>140,000</u>
Total		<u>\$7,140,000</u>	Total		<u>\$7,140,000</u>

JOBS

Current employment:	193	Projected new jobs:	17 (1-2 years)
Jobs retained:	N/A	Construction jobs:	10 (6 months)

FINANCING SUMMARY

Structure/
Security: The Bond will be purchased directly by MB Financial Bank, N.A. (the “**Bank**” or “**Bond Purchaser**”), and held as an investment. The Bank will be secured by a first-priority mortgage and security interest in the real property and all fixtures, equipment and other personal property of the Borrowers.

Interest Rate: The Bank will set the interest rate for an initial period of 10 years, then reset for the final 10 year period. It is anticipated there will be interest-only payments on the new money portion of the Series 2013 Bonds during Year 1, with monthly principal and interest payments beginning in the second year. The interest rate will be set at pre-closing based on prevailing market conditions, currently estimated at between 3.00% and 4.50%.

Maturity: Final maturity date – 20 years from issuance date (Year 1 payments would be interest-only with the remaining payments amortized over the remaining 19 years).

Estimated
Closing Date: March 2013

Rationale: This Project will allow Helping Hand Center to expand its residential services to the population of adults with developmental disabilities to meet existing demand for services. The proposed Bond will allow Helping Hand to reduce its borrowing costs and focus its limited funding dollars on programmatic expenses instead of financing expenses.

Furthermore, this financing will allow for predictable cash flows related to borrowing expenses as a result of Helping Hand moving from weekly adjustable variable rates (secured by a Direct Pay Letter of Credit) to a fixed rate for the first 10 years of this 20-year financing.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be loaned to **Helping Hand Center**, an Illinois not-for-profit corporation, and the **Helping Hand Foundation**, an Illinois not-for-profit corporation, (collectively, the “**Borrowers**”), for the purposes of (i) financing certain costs relating to the acquisition, construction, improvement and equipping of a rehabilitation facility and home for the developmentally disabled described in the Schedule of Project Locations (see below), (ii) refinancing or reimbursing certain costs relating to the acquisition, construction, improvement and equipping of rehabilitation facilities and homes for the developmentally disabled and administrative, maintenance and storage facilities related thereto described in the Schedule of Project Locations, including refunding the outstanding amount of Illinois Health Facilities Authority Variable Rate Demand Revenue Bonds, Series 2001 (Helping Hand Rehabilitation Center) (the “**Prior Bonds**”), and (iii) pay all or a portion of the costs of issuing the Bond (the “**Project**”).

Schedule of Project Locations (and the not-to-exceed amount of Bond Proceeds for each New Money Site):

Pending purchase intended to be financed with the new bond issuance:

- 546 6th Avenue, La Grange, IL – Future 6-bed Community Integrated Living Arrangement (CILA); (\$500,000)

Recent cash purchases that were intended to part of the new bond issuance:

- 1111 Stone Avenue, La Grange, IL – 6-bed Community Integrated Living Arrangement (CILA); (\$600,000)
- 11260 W. 84th Place, Willow Springs, IL – 6-bed Community Integrated Living Arrangement (CILA); (\$500,000)

PROJECT SUMMARY - Schedule of Project Locations (Continued from p. 3):

Properties to be refinanced that are currently financed with taxable Real Estate Term Loans:

- 928 Plainfield Road, Countryside, IL – 8-bed Community Integrated Living Arrangement (CILA); (\$450,000)
- 1404 Plainfield Road, Countryside, IL – 4-bed Community Integrated Living Arrangement (CILA); (\$450,000)
- 9618 W. 58th Street, Countryside, IL – Future 8-bed Community Integrated Living Arrangement (CILA); (\$700,000)

Properties to be refinanced that were included in the Series 2001 Bonds:

- 9649 W. 55th Street, Countryside, IL – School for Children with Autism, Pediatric Outpatient Clinic, Adult Developmental Training Program, Administrative Services
- 10 North Beach, La Grange, IL – Adult Developmental Training Program, Employment Services Program
- 3726-3730 N. Grand Blvd, Brookfield, IL – Thrift Store and 4-bed Supportive Living Arrangement
- 16 N Dover, La Grange, IL – 13 unit HUD, Section 8 subsidized apartment building for people with disabilities
- 7735 S. Oconto, Bridgeview, IL – 10 unit apartment building providing integrated independent living support for people with disabilities
- 7434 W. 61st Place, Summit, IL – 16 bed Intermediate Care Facility (ICF)
- 3708 Sunnyside, Brookfield, IL – 8-bed Community Integrated Living Arrangement (CILA)
- 7233 W. 38th Place, Lyons, IL – 8-bed Community Integrated Living Arrangement (CILA)
- 812 S. La Grange Road, La Grange, IL – 8-bed Community Integrated Living Arrangement (CILA)
- 737 S. La Grange Road, La Grange IL – 8 bed Community Integrated Living Arrangement (CILA)
- 1000 S. Ashland, La Grange, IL – 6-bed Community Integrated Living Arrangement (CILA)

BUSINESS SUMMARY

Description: **Helping Hand Center** is an Illinois 501(c)(3) not-for-profit corporation ("**HHC**") and **Helping Hand Foundation** ("**HHF**") is also an Illinois 501(c)(3) not-for-profit corporation (collectively, "**Helping Hand**" or the "**Borrowers**"). Helping Hand Center leases properties from Helping Hand Foundation (and its affiliates and subsidiaries). HHF uses a portion of lease payments received from HHC to remit debt service payments.

See the Economic Disclosure Statement section of this report for the respective Board Member listings for both HHC and HHF (see pages 5-6).

Background: Helping Hand Center seeks to assist people with disabilities and their families with rehabilitative services due to its ability and longstanding reputations for providing high quality, flexible and appropriate services that achieve desired outcomes since 1955.

In the early 1950s, there was little help for parents of children with developmental disabilities. In 1955, the Helping Hand Autism School was established to address such needs by a small group of parents whose dedication and perseverance brought into fruition the extraordinary accomplishments of children and adults with disabilities who currently participate in the excellent programs and services of Helping Hand Center.

Currently, Children's Services at Helping Hand include an outpatient clinic with physical, speech, occupational and developmental therapy, early intervention services for 0-3 year olds, and a new Autism School and Autism Clinic. Adult Services at Helping Hand include day services, housing options in the community, social skills training, physical therapy, counseling, behavioral therapies, employment counseling, job placement, and independent living skills. More recently, Helping Hand expanded services for its adult clients to include horticulture, cooking, computer training, art, music, and recreation therapy.

Helping Hand Center recently celebrated its 57th Anniversary. Even as it grows and expands its services, its mission remains the same, "to assist persons with disabilities to achieve their highest level of independence through quality programs and services." Today, Helping Hand clients span over 70 surrounding communities, including Berwyn, Brookfield, Burr Ridge, Chicago, Cicero, Countryside, Downers Grove, Hinsdale, La Grange, Lyons, Riverside, Summit, Westmont, Western Springs, Willowbrook, and numerous others.

ECONOMIC DISCLOSURE STATEMENT

Co-Applicants/

Borrowers: Helping Hand Center and Helping Hand Foundation, 9649 West 55th Street, Countryside, IL 60525; (T)708-352-3580; (F) 708-352-9728

Tenant: Helping Hand Center

Contact: Mike Cusik, Executive Consultant
(T) 708-352-3580x310; Email: Mike.Cusick@hhcenter.org

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

Site Locations
(including Series

2001 Bonds): Please see Schedule of Project Locations on pages 3-4 (described in Project Summary Section)

Project name: IFA 501(c)(3) Revenue Bond (Helping Hand Center Project), Series 2013

Ownership: Helping Hand Foundation and Helping Hand Center are independent 501(c)(3) non-profit organizations established under Illinois law and each is a qualified 501(c)(3) not-for-profit corporation separately incorporated under federal law. Each has its own independent Board of Directors (as noted below).

Helping Hand Foundation's affiliates, successors and assigns own the subject real estate financed with the Series 2001 Bonds and will own the subject real estate being financed with the Series 2013 Bonds.

Helping Hand Center Board

- Elaine Burke
Resource Teacher (Retired)
- Kevin Chandler
V.P/ Fiduciary Relationship Manager
(Wealth Management Fiduciary
Group)- The Northern Trust Company
- Susan Cox
U.S Magistrate Judge- U.S District
Courthouse
- Dave DiSanto (Treasurer)
Business Development Manager-
ENGS Commercial Finance
- Tony Frazier (Vice President)
Division Manager – UPS, Inc.
- Greg Hartje, CFA
Managing Director – Investments, US
Bank
- Dennis P. Higgins (President)
Executive Vice President - First
National Bank of La Grange
- James P. Lill
CEO- Mid American Group, Inc.
- Jeff MacKay
Attorney- Ekl, Williams & Provenzale
LLC
- Dr. Mark Matray, M.D. (Secretary)
Doctor- La Grange Pediatrics
- Sue Schell
Sales Manager- NCC Media
- Dr. Bridget Voigt, M.D.
Doctor- Rush University Medical
Center

Helping Hand Foundation Board

- Bob Ackermann (Treasurer)
Ackermann Consulting Inc.
- David Bishop
PNC
- Michael Ettleson (Vice-Chair)
Ettleson Cadillac-Buick -GMC
- Edward J. Farrell III (Chair)
Hinsdale Bank & Trust
- Howard Habenicht
Retired
- Tom Janus
Janus & Associates CPAS P.C.
- Michael Slinkman
SKS & Associates
- James Stillo
The Skydan Group
- Christine Speiser
Retired

PROFESSIONAL & FINANCIAL

Borrowers' Counsel:	Cahill Law Office	Chicago, IL	Kevin Cahill
Auditor:	Mulcahy, Pauritsch, Salvador & Co. Ltd.	Burr Ridge, IL	
Bond Counsel:	Ice Miller LLP	Chicago, IL	James M. Snyder Steven L. Washington
Bank/Direct Bond Purchaser:	MB Financial Bank, N.A.	Chicago, IL	Robert Hallberg, John Sassaris
Bank Counsel:	Burke Burns & Pinelli, Ltd.	Chicago, IL	Mary Ann Murray
IFA Counsel:	Quarles & Brady LLP	Chicago, IL	Scott A. Bremer, Kevin Slaughter
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	3
State Senate:	12, 16, 41
State House:	23, 31, 82

February 12, 2013

\$17,000,000 (not-to-exceed amount)
Steppenwolf Theatre Company

REQUEST	<p>Purpose: Bond proceeds will be loaned to Steppenwolf Theatre Company (the “Company” or the “Borrower”) to provide the funds necessary to (a) refund the outstanding \$6,100,000 aggregate principal amount of the Illinois Development Finance Authority Revenue Bonds (Steppenwolf Theatre Company Project) Series 1998 (the “1998 Bonds”) initially issued for the purpose of (i) financing the costs of the acquisition, construction and renovation of real property owned and operated by the Borrower located at 758 West North Avenue, Chicago, Illinois, and (ii) financing the costs of the acquisition, construction and renovation of the studio theatre located within the Borrower’s Main Theatre Building located at 1650 North Halsted Street, Chicago, Illinois, (b) refinance certain of the Borrower’s taxable debt incurred for the purpose of acquiring the real property located at 1700 North Halsted, Chicago, Illinois (the “Development”), (c) refund a taxable loan made to the Borrower incurred for the purpose of financing certain fees and expenditures related to the acquisition of a chiller located at and relating to the Borrower’s Main Theatre Building located at 1650 North Halsted Street, Chicago, Illinois, (d) finance costs of acquisition, construction and renovation of the real property owned and operated by the Borrower located at 1700 North Halsted Street, Chicago, Illinois, (e) fund certain reserves pertaining to the Bonds, and (f) pay costs of issuance of the 2013 Bonds.</p> <p>Program: 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																								
BOARD ACTIONS	Final Bond Resolution (<i>One-time consideration</i>)																								
MATERIAL CHANGES	None. This is the first time this financing proposal has been presented to the IFA Board of Directors.																								
JOB DATA	<table style="width: 100%; border: none;"> <tr> <td style="text-align: center;">409</td> <td style="text-align: center;">Current jobs</td> <td style="text-align: center;">5-9</td> <td style="text-align: center;">New jobs projected (1-2 years)</td> </tr> <tr> <td style="text-align: center;">N/A</td> <td style="text-align: center;">Retained jobs</td> <td style="text-align: center;">100</td> <td style="text-align: center;">Construction jobs projected (6 months)</td> </tr> </table>	409	Current jobs	5-9	New jobs projected (1-2 years)	N/A	Retained jobs	100	Construction jobs projected (6 months)																
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N/A	Retained jobs	100	Construction jobs projected (6 months)																						
DESCRIPTION	<ul style="list-style-type: none"> • Project Location: Chicago/Cook County/ Northeast Region • Type of entity: Steppenwolf Theatre Company, a 501(c)(3) organization incorporated under Illinois law, is a Tony Award-winning Chicago theatre company founded in 1976 and governed by a self-perpetuating board of trustees (the “Board”). Trustees are nominated by a Board-appointed nominating committee and elected by a majority vote of the Board. Forty-four trustees sit on the Board or its Executive Committee. In addition, there are four emeritus trustees and eight national committee members who are ex officio members of the Board. Elected trustees serve three-year terms and may be re-elected to additional terms. 																								
CREDIT INDICATORS	<ul style="list-style-type: none"> • The plan of finance contemplates Bonds will be secured by a Direct Pay Letter of Credit from The Northern Trust Company (the “LOC Bank”), which is rated AA3/AA-/AA- long-term and P-1/A-1 +/F1+ short-term by Moody’s/S&P/Fitch. • Steppenwolf Theatre Company is a non-rated entity. • PNC Capital Markets, LLC has been engaged by the Borrower to serve as the Underwriter and Remarketing Agent. 																								
SECURITY	<ul style="list-style-type: none"> • The Bonds will be a general unsecured corporate obligation of the Company and as such will not be secured by a mortgage or security interest on any of the Company’s assets, properties or funds. 																								
MATURITY	<ul style="list-style-type: none"> • Bonds will have a final maturity of March 1, 2043. • Both sizing and interest rate modes will be determined based on an evaluation of market conditions by the Company and its financing team at pricing. 																								
SOURCES AND USES	<table style="width: 100%; border: none;"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA New Money Bonds</td> <td style="text-align: right;">\$10,900,000</td> <td>Project Costs/Contingency</td> <td style="text-align: right;">\$3,795,000</td> </tr> <tr> <td>IFA Refunding Bonds</td> <td style="text-align: right;"><u>6,100,000</u></td> <td>Refunding Bonds</td> <td style="text-align: right;">6,100,000</td> </tr> <tr> <td></td> <td></td> <td>Refinance Taxable Loans</td> <td style="text-align: right;">6,765,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td style="text-align: right;"><u>340,000</u></td> </tr> <tr> <td>Total</td> <td style="text-align: right;">\$17,000,000</td> <td>Total</td> <td style="text-align: right;">\$17,000,000</td> </tr> </table>	Sources:		Uses:		IFA New Money Bonds	\$10,900,000	Project Costs/Contingency	\$3,795,000	IFA Refunding Bonds	<u>6,100,000</u>	Refunding Bonds	6,100,000			Refinance Taxable Loans	6,765,000			Costs of Issuance	<u>340,000</u>	Total	\$17,000,000	Total	\$17,000,000
Sources:		Uses:																							
IFA New Money Bonds	\$10,900,000	Project Costs/Contingency	\$3,795,000																						
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		Refinance Taxable Loans	6,765,000																						
		Costs of Issuance	<u>340,000</u>																						
Total	\$17,000,000	Total	\$17,000,000																						
RECOMMENDATION	Credit Review Committee recommends approval.																								

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 February 12, 2013**

Project: Steppenwolf Theatre Company

STATISTICS

Project Number: E-PC-TE-CD-8602	Amount: \$17,000,000 (not-to-exceed)
Type: 501(c)(3) Revenue Bonds	IFA Staff: Rich Frampton and Brad R. Fletcher
Location: Chicago	Counties/ Regions: Cook/Northeast

BOARD ACTION

Final Bond Resolution (<i>One-time consideration</i>)	
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 project has been presented to the IFA Board of Directors.

PURPOSE

Bond proceeds will be loaned to **Steppenwolf Theatre Company** (the “**Company**” or the “**Borrower**”) to provide the funds necessary to (a) refund the outstanding \$6,100,000 aggregate principal amount of the Illinois Development Finance Authority Revenue Bonds (Steppenwolf Theatre Company Project) Series 1998 (the “**1998 Bonds**”) initially issued for the purpose of (i) financing the costs of the acquisition, construction and renovation of real property owned and operated by the Borrower located at 758 West North Avenue, Chicago, Illinois, and (ii) financing the costs of the acquisition, construction and renovation of the studio theatre located within the Borrower's Main Theatre Building located at 1650 North Halsted Street, Chicago, Illinois, (b) refinance certain of the Borrower's taxable debt incurred for the purpose of acquiring the real property located at 1700 North Halsted, Chicago, Illinois (the “**Development**”), (c) refund a taxable loan made to the Borrower incurred for the purpose of financing certain fees and expenditures related to the acquisition of a chiller located at and relating to the Borrower's Main Theatre Building located at 1650 North Halsted Street, Chicago, Illinois, (d) finance costs of acquisition, construction and renovation of the real property owned and operated by the Borrower located at 1700 North Halsted Street, Chicago, Illinois, (e) fund certain reserves pertaining to the Bonds, and (f) pay costs of issuance of the 2013 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 (SUBJECT TO CHANGE)

Sources:	IFA New Money Bonds	\$10,900,000	Uses:	Project Costs/Contingency	\$3,795,000
	IFA Refunding Bonds	<u>6,100,000</u>		Refunding Bonds	6,100,000
				Refinance Taxable Loans	6,765,000
				Costs of Issuance	<u>340,000</u>
Total		<u>\$17,000,000</u>	Total		<u>\$17,000,000</u>

JOBS

Current employment:	409	Projected new jobs:	5-9 (1-2 years)
Jobs retained:	N/A	Construction jobs:	100 (6 months)

FINANCING SUMMARY

Security:	The Bonds will be secured by a Direct Pay Letter of Credit provided by The Northern Trust Company (the “ LOC Bank ”) and underwritten by PNC Capital Markets, LLC.
Structure:	Bondholders will be solely secured by The Northern Trust Company’s Direct Pay Letter of Credit. The Northern Trust Company’s long-term ratings are (Aa3/AA-/AA- and short term ratings are (P-1/A-1+/F1+) from Moody’s/S&P/Fitch. The Northern Trust Company will be secured by a General Obligation of Steppenwolf Theatre Company.
Interest Rate:	Variable Rate (Weekly or Daily Modes will be available)
Underlying Debt Rating:	The Borrower is not currently a rated entity (and does not contemplate applying for a stand-alone rating in connection with this financing).
Final Maturity:	March 1, 2043
Estimated Closing Date:	February or March 2013

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be loaned to **Steppenwolf Theatre Company** (the “**Company**” or the “**Borrower**”) to provide the funds necessary to (a) refund the outstanding \$6,100,000 aggregate principal amount of the Illinois Development Finance Authority Revenue Bonds (Steppenwolf Theatre Company Project) Series 1998 (the “**1998 Bonds**”) initially issued for the purpose of (i) financing the costs of the acquisition, construction and renovation of real property owned and operated by the Borrower located at 758 West North Avenue, Chicago, Illinois, and (ii) financing the costs of the acquisition, construction and renovation of the studio theatre located within the Borrower’s Main Theatre Building located at 1650 North Halsted Street, Chicago, Illinois, (b) refinance certain of the Borrower’s taxable debt incurred for the purpose of acquiring the real property located at 1700 North Halsted, Chicago, Illinois (the “**Development**”), (c) refund a taxable loan made to the Borrower incurred for the purpose of financing certain fees and expenditures related to the acquisition of a chiller located at and relating to the Borrower’s Main Theatre Building located at 1650 North Halsted Street, Chicago, Illinois, (d) finance costs of acquisition, construction and renovation of the real property owned and operated by the Borrower located at 1700 North Halsted Street, Chicago, Illinois, (e) fund certain reserves pertaining to the Bonds, and (f) pay costs of issuance of the 2013 Bonds.

BUSINESS SUMMARY

Background: **Steppenwolf Theatre Company** (“**Steppenwolf**”, the “**Theatre**”, or the “**Company**”) is a 501(c)(3) organization founded in 1976. A list of the Theatre’s current Board of Trustees is presented on pp. 6-7 of this report.

Martha Lavey, long-time ensemble member, has been artistic director since 1995 and David Hawkanson has been executive director since 2003.

Description: Founded in 1976, Steppenwolf Theatre Company is where great acting meets big ideas. Management’s passion is to tell stories about how the world lives now. Steppenwolf’s mission is to engage audiences in an exchange of ideas to induce the audience think harder, laugh longer, and experience more emotions. The Company was formed in 1976 by a collective of actors and is dedicated to an ethic of mutual respect and the development of artists through ongoing group work. The Company has grown into an internationally renowned ensemble of forty-three artists who represent a remarkable generation of actors, directors and playwrights.

Steppenwolf's major programming initiatives include:

1. Steppenwolf's year-round *Subscription Series* of five plays consisting of commissioned works and new adaptations, as well as revivals of major American plays and the classics.
2. *Steppenwolf for Young Adults*, a comprehensive play production and education program that provides access to the theater for more than 15,000 young adults, ages 12-19, teachers and families through four integrated components: Steppenwolf for Young Adults Productions, plays created specifically for young adult audiences; the Residency School Program, providing classroom residencies focused on enhancing the play-going experience; Educator Workshops, professional development for Chicago primary and secondary school teachers to help integrate the arts into instruction; and the Young Adult Council, an immersive afterschool program for high school students learning about the art and business of theater, while they shape and promote programming for their peers.
3. The annual *First Look Repertory of New Work*, an outgrowth of the theaters commissioning and play development program that showcases three new plays by emerging playwrights, accompanied by programming to educate audiences about the artistic process (First Look 101).
4. *The Garage Rep*, presenting three young Chicago theaters collaborating in a unique rotating repertory over three months.
5. *The New Directors/New Designers* showcase of original productions created by 3 early career directors who are pursuing Masters of Fine Arts degrees at Northwestern University.
6. *National and International Productions* that carry the Steppenwolf name to theaters across the country and abroad.
7. *The School at Steppenwolf* which annually trains more than 2 dozen working actors in ensemble principles and practices
8. *The Professional Leadership Program* provides mentorship and professional development for nearly 40 early-career arts administrators through summer internships, nine-month apprenticeships and the Multicultural Fellowship.

Rooted in the original vision of its founders, Steppenwolf remains an artist-driven theatre, whose vitality is defined by its sharp appetite for ambitious, compelling work. Steppenwolf is dedicated to advancing theater arts through programming that features its multi-generational and culturally diverse ensemble of 43 artists. Its innovative programming and year-round operations provide access to the theater for nearly 200,000, mostly residing in the Chicago area and four neighboring Midwest states. It presents up to 15 full-scale productions and more than 600 performances, readings and other events on its three stages each season. Focused on creating a setting for multigenerational conversations, its audiences range in age from 12 to 65 and older.

Rationale: The renovation of the 1700 N. Halsted building (formerly a furniture store) will enhance Steppenwolf's mission by providing space for audience and artists to mingle and engage in discussions about the plays and programs provided by the non-profit, including our Steppenwolf for Young Adults program. The facility will include expanded lobby space to serve the nearly 200,000 people who visit Steppenwolf each year. There will be a multi-purpose room which will feature audience discussions and engagement activities as well as serve as a meeting space and low production quality performance venue.

The second floor of 1700 N Halsted will house administrative offices, providing an updated and professional work environment for the full and part-time staff working at Steppenwolf. Having the offices located in the same building as the programming will allow the staff the ability to more readily see the impact of their work on the people who make Steppenwolf their artistic and theatre home. In addition, the vacated offices in 758 West North Avenue can be made available to community organizations for meeting space.

OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Applicant: Steppenwolf Theatre Company, 758 West North Avenue, 4th Floor, Chicago, IL 60610
 Website: www.steppenwolf.org/
 Contact: Mr. David Schmitz, Managing Director, (T) 312/654-5616;
 (F): 312/335-0808; email: dschmitz@steppenwolf.org
 Project Name: Steppenwolf Theatre Company Series 2013 Bonds
 Location: Chicago, IL 60610
 Organization: Illinois 501(c)(3) organization
 Board Membership: *See list of Board of Trustees on pp. 6-7*

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Schiff Hardin LLP	Chicago, IL	Bruce Weisenthal
Borrower's Consultant:	Starshak Winzenburg & Co.	Chicago, IL	Joseph P. Starshak, Tom Starshak
Auditor:	Plante & Moran, PLLC	Chicago, IL	
Bond Counsel:	Quarles & Brady, LLP	Chicago, IL	Scott Bremer, Kevin Slaughter
LOC Bank (Credit Enhancement):	The Northern Trust Company	Chicago, IL	Bonnie Althoff
Bank Counsel:	SNR Denton	Chicago, IL	Mary G. Wilson
Underwriter & Remarketing Agent:	PNC Capital Markets LLC	Cleveland, OH	Mary Grace Pattison
Trustee:	Bank of New York Trust Company	Chicago, IL	Joan E. Blume
Underwriter's Counsel:	Sanchez Daniels & Hoffman, LLP	Chicago, IL	Manny Sanchez, John D. Cummins
Architect:	Adrian Smith + Gordon Gill Architecture	Chicago, IL	Laura Jiminez
General Contractor:	Norcon, Inc.		
Issuer's Counsel:	Reyes Kerson LLP	Chicago, IL	Victor Reyes, Ray McGaugh
IFA Advisors:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional: 7
 State Senate: 5
 State House: 9

BOARD OF TRUSTEES – STEPPENWOLF THEATRE COMPANY

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Nora Daley
Director of Outreach
Chicago Metropolis 2020

Secretary

Eric Lefkofsky
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Keith Cardoza Chief
Investment
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Rehmus &
Foxworth, Inc.

Beth Boosalis Davis Retired Attorney

J. Scott Etzler President &
Chief Executive
Officer
Intercall

Rich Feitler President
TPN

Nene Foxhall Executive Vice
President,
Communications
and Government
Affairs
United Airlines

Scott P. George Managing
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P&M Corporate
Finance, LLC

Lawrence M. Gill Deputy
Executive
Director and
Chief Financial
Officer
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Association

**Robert J.
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President
Swett &
Crawford Group

John H. Hart Chairman
Hart Davis Hart
Wine Co.

George A. Joseph Partner
Kirkland &
Ellis, LLP

Donna La Pietra Executive
Producer
Kurtis
Productions,
Ltd.

Martha Lavey Artistic Director
Steppenwolf
Theatre
Company

**Ronald J. Mallicoat,
Jr.** President
Personal
Financial
Services Illinois
The Northern
Trust Company

Janet Melk

David C. Pisor Chief Executive
Officer
Elysian Hotels
& Resorts

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Deloitte

Merle Reskin

Francis C. Sadac Auxiliary
Council
President

Michael R. Salem Managing
Partner
Peak6
Investments, LP

John R. Samolis Senior Vice
President of
Human
Resources
Exelon
Corporation

**Manuel "Manny"
Sanchez** Founder and
Managing
Partner
Sanchez Daniels
& Hoffman LLP

Anna D. Shapiro Ensemble Member
Steppenwolf Theatre
Company

**Colette Cachey
Smithburg** Real Estate Broker
Coldwell Banker

John R. Walter Chairman of the
Board
ASHLIN
Management
Corporation

EMERITUS TRUSTEES

J. Robert Barr Retired Partner
Sidley Austin LLP

Lawrence Block Retired Partner
Schiff Hardin LLP

John N. Fox, Jr Retired Vice
Chairman and Global
Director
Deloitte

Gloria Scoby Group Publisher
Crain
Communications

NATIONAL COMMITTEE MEMBERS

Joan Allen Ensemble Member
Steppenwolf Theatre
Company

Carolyn Bivens Commissioner
Ladies Professional
Golf Association

**Lynette Harrison
Brubaker** Former Publisher
InStyle Magazine

**Michael J.
Cavanagh** Chief Financial
Officer
J.P. Morgan Chase

John H. Costello

**Edward R.
Erhardt** President
ESPN Customer
Marketing and Sales

**Matthew J.
Scheckner** President and Chief
Executive Officer
Stillwell Partners

Gary Sinise Co-Founder
Steppenwolf Theatre
Company

February 12, 2013

\$10,000,000 Northern Illinois University Foundation

REQUEST	<p>Purpose: Bond proceeds would be used by the Northern Illinois University Foundation (the “Foundation” or the “Borrower”) to (i) refund the outstanding amount (not to exceed \$2,695,920) of the Authority’s Revenue Bonds (Northern Illinois University Foundation Project) Series 2006, which bonds were issued to finance the Yordon Center on Northern Illinois University’s campus in DeKalb, Illinois (the “2006 Project”), and (ii) finance the constructing, improving and equipping of the Chessick Practice Center facility at Northern Illinois University (the “Project”), to pay capitalized interest during the construction period, and to pay a portion of the costs of bond issuance. These facilities will be connected to the Yordon Center at the corner of Stadium Drive East and Stadium Drive North on Northern Illinois University’s campus in DeKalb, Illinois. Upon its completion, the Project will be leased by the Borrower to Northern Illinois University.</p> <p>Program: Conduit 501(c)(3) Revenue Bond</p> <p>Extraordinary Conditions: None.</p>																											
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	N/A	Current jobs	16	New jobs projected (12-24 months)																								
	N/A	Retained jobs	282	Construction jobs projected (12 months)																								
DESCRIPTION	<ul style="list-style-type: none"> • Location: DeKalb / DeKalb County / Northeast • Type of entity: Northern Illinois University Foundation is an Illinois nonprofit corporation established in 1949 to secure and manage private support to benefit Northern Illinois University (“NIU” or the “University”). The Foundation is a 501(c)(3) corporation and is the official fundraising arm of the University. • The proposed 83,500 square foot Chessick Practice Center facility will be located adjacent to the north side of the Yordon Center on NIU’s campus and will house a full-size, 120-yard artificial surface football practice field with buffer space surrounding the field on all sides. It will stand 65-feet tall in the center and 45-feet tall at the sidelines. Final design features include: a four-lane spring track, batting cages and a retractable center net, allowing multi-sport use throughout the winter months. The indoor practice facility will provide NIU intercollegiate teams in various sports (i) the ability to practice regardless of weather conditions, (ii) year-round access to a fully equipped conditioning facility, and (iii) sufficient room to enable multiple teams to practice simultaneously. According to the Borrower, NIU is the only institution in the Mid-American Conference that does not have an indoor practice facility for its intercollegiate teams. • The Foundation may also refinance its IFA Series 2006 Bonds (outstanding balance of \$2,760,000, including accrued interest) if sufficient present value savings are attained. The Foundation would seek to maintain the same final maturity date on any prospective refunding bonds as exists on the IFA Series 2006 Bonds now (i.e., August 2016). 																											
CREDIT INDICATORS	<ul style="list-style-type: none"> • The Borrower is a non-rated entity. • The IFA 501(c)(3) Revenue Bonds (Northern Illinois University Foundation Project), Series 2013 will Bonds will likely be purchased directly by a commercial bank (the “Bank” or “Bond Purchaser”) at an interest rate to be determined. The Bank will be the secured lender and the direct bond investor. • The Project will be leased by Northern Illinois University – a State university (unit of government). 																											
SECURITY	<ul style="list-style-type: none"> • The Bank is expected to be secured by a valid, perfected, first-priority leasehold 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 on the main campus of Northern Illinois University, DeKalb, (DeKalb County), Illinois 60115. 																											
MATURITY	<ul style="list-style-type: none"> • Not-to-exceed 8 Years 																											
INTEREST RATE	<ul style="list-style-type: none"> • The Bond Purchaser may establish an interest rate ranging between 5 and 8 years. The initial interest rate will be negotiated and established prior to closing and is currently estimated at between 2.50% and 3.50%. 																											
SOURCES AND USES	<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="text-align: left;">Sources:</th> <th colspan="2" style="text-align: left;">Uses:</th> </tr> </thead> <tbody> <tr> <td style="width: 30%;">IFA Bonds</td> <td style="width: 20%; text-align: right;">\$9,410,000</td> <td style="width: 30%;">Project costs</td> <td style="width: 20%; text-align: right;">\$12,596,214</td> </tr> <tr> <td>Capital Campaign</td> <td style="text-align: right;"><u>6,451,422</u></td> <td>Contingency/Series 2006 Refunding</td> <td style="text-align: right;">2,942,000</td> </tr> <tr> <td></td> <td></td> <td>Capitalized Interest</td> <td style="text-align: right;">124,208</td> </tr> <tr> <td></td> <td></td> <td>Legal & Professional</td> <td style="text-align: right;"><u>199,000</u></td> </tr> <tr> <td>Total</td> <td style="text-align: right;">\$15,861,422</td> <td>Total</td> <td style="text-align: right;">\$15,861,422</td> </tr> </tbody> </table>				Sources:		Uses:		IFA Bonds	\$9,410,000	Project costs	\$12,596,214	Capital Campaign	<u>6,451,422</u>	Contingency/Series 2006 Refunding	2,942,000			Capitalized Interest	124,208			Legal & Professional	<u>199,000</u>	Total	\$15,861,422	Total	\$15,861,422
Sources:		Uses:																										
IFA Bonds	\$9,410,000	Project costs	\$12,596,214																									
Capital Campaign	<u>6,451,422</u>	Contingency/Series 2006 Refunding	2,942,000																									
		Capitalized Interest	124,208																									
		Legal & Professional	<u>199,000</u>																									
Total	\$15,861,422	Total	\$15,861,422																									
RECOMMENDATION	Credit Review Committee recommends approval.																											

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 February 12, 2013**

Project: Northern Illinois University Foundation

STATISTICS

Project Number:	N-NP-TE-CD-8600	Amount:	\$10,000,000 (not-to-exceed amount)
Type:	501(c)(3) Revenue Bond	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	DeKalb	County/	
		Region:	DeKalb County/Northeast

BOARD ACTION

Preliminary Bond Resolution	
Conduit 501(c)(3) Revenue Bond	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 would be used by the **Northern Illinois University Foundation** (the “**Foundation**” or the “**Borrower**”) to (i) refund the outstanding amount (not to exceed \$2,695,920) of the Authority’s Revenue Bonds (Northern Illinois University Foundation Project) Series 2006, which bonds were issued to finance the Yordon Center on Northern Illinois University’s campus in DeKalb, Illinois (the “**2006 Project**”), and (ii) finance the constructing, improving and equipping of the Chessick Practice Center facility at Northern Illinois University (the “**Project**”), to pay capitalized interest during the construction period, and to pay a portion of the costs of bond issuance. These facilities will be connected to the Yordon Center at the corner of Stadium Drive East and Stadium Drive North on Northern Illinois University’s campus in DeKalb, Illinois. Upon its completion, the Project will be leased by the Borrower to Northern Illinois University.

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 Bond paid to bondholders, thereby reducing the Borrower’s interest expense.

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		Uses:	
IFA Bonds	\$9,410,000	Project costs	\$12,596,214
Capital Campaign	<u>6,451,422</u>	Series 2006 Refunding	2,942,000
		Capitalized Interest	124,208
		Legal & Professional	<u>199,000</u>
Total	\$15,861,422	Total	\$15,861,422

JOBS

Current employment:	N/A	Projected new jobs:	16 (12-24 months)
Jobs retained:	N/A	Construction jobs:	282 (12 months)

FINANCING SUMMARY

- Structure/
Security: The Bonds will be purchased directly by a commercial bank to be determined (the “**Bank**” or “**Bond Purchaser**”) and held as an investment. The Bank is expected to be secured by a valid, perfected, first-priority leasehold mortgage and security interest in the real property and all fixtures, equipment and other personal property related to or used in connection with the Project.
- Interest Rate: The Bank is expected to establish an initial interest rate of up to 8 years (with reset provisions until the final maturity date). During the remainder of the construction period, interest-only payments will be made; monthly principal and interest payments will begin thereafter. The interest rate will be set at pre-closing based on prevailing market conditions, currently estimated at between 2.50% and 3.50%.
- Maturity:
Estimated
Closing Date: Final maturity date – 8 years from issuance date.
March/April 2013
- Rationale: The Chessick Practice Center will enhance the appeal of NIU intercollegiate athletics programs and help the University to recruit premiere student athletes. The increasing national reputation of the NIU has helped the University raise funds for academics and research throughout the institution. The University is the largest employer in DeKalb County.
- The Chessick Practice Center will be used by the local community, including most notably by the Illinois High School Athletics Association (“IHSA”). The IHSA will host the IHSA State Football Championships at NIU in alternate years beginning in the Fall of 2013. The Chessick Practice Center will host practice sessions for all participating teams. (The University of Illinois will host the championships in even-numbered years.)
- The refinancing of the Series 2006 Bonds, if pursued, would need to generate significant net present value savings (if viable). These debt service savings would allow the Foundation to conserve its funds for other University-related support.

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds would be used by the **Northern Illinois University Foundation** (the “**Foundation**” or the “**Borrower**”) to (i) refund the outstanding amount (not to exceed \$2,695,920) of the Authority’s Revenue Bonds (Northern Illinois University Foundation Project) Series 2006, which bonds were issued to finance the Yordon Center on Northern Illinois University’s campus in DeKalb, Illinois (the “**2006 Project**”), and (ii) finance the constructing, improving and equipping of the Chessick Practice Center facility at Northern Illinois University (the “**Project**”), to pay capitalized interest during the construction period, and to pay a portion of the costs of bond issuance. These facilities will be connected to the Yordon Center at the corner of Stadium Drive East and Stadium Drive North on Northern Illinois University’s campus in DeKalb, Illinois. Upon its completion, the Project will be leased by the Borrower to Northern Illinois University.

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

New Construction	\$11,821,839
Architectural & Engineering	<u>774,375</u>
Total	\$12,596,214

BUSINESS SUMMARY

Description: Northern Illinois University Foundation (the “Foundation” or the “Borrower”) is an Illinois nonprofit corporation established in 1949 to secure and manage private support to benefit Northern Illinois University. The Foundation is the official fundraising arm of the University 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.

The Foundation is governed by a 32-member Board of Directors (see pp. 4-6).

Background: The Foundation is the official fundraising arm of Northern Illinois University and was established in 1949 as an independent nonprofit corporation with an independent board of directors. The Foundation raises and receives gifts, administers funds and manages assets on behalf of the University and its programs. The Foundation also evaluates, plans, and undertakes long-term special fund drives or capital campaigns in addition to its regular ongoing fundraising activities on behalf of the University.

Foundation support for development programs includes database and records management, electronic screening, information/data processing, communications, mass marketing fundraising through direct mail, email and telemarketing, as well as major and planned giving, special giving, gift recording, receipting, and acknowledgement; gift administration; and investment, distribution, and stewardship of donors and funds.

In addition, the Foundation provides support from private sources to conduct donor cultivation and advancement functions that cannot be funded with tax dollars. The Foundation also assists the University by acquiring land for future use of the University under guidelines established by the Illinois Legislature.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Northern Illinois University Foundation, Altgeld Hall 135, DeKalb, IL 60115-2882

Contact: Mr. Jean Godlewski, Controller:
(T) 815-753-0282; email: jmj@niu.edu

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

Site Locations: Campus of Northern Illinois University, DeKalb (DeKalb County), IL

Project name: IFA 501(c)(3) Revenue Bonds (Northern Illinois University Foundation Project), Series 2013

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

Board of

Directors: NIU Foundation Officers:

Dennis L. Barsema, Chair

B.S. Management '77

Jaymie F. Simmon, Vice Chair

B.S. Education '70

Owner, Twinbrook Ltd.

Jeffrey A. Eckmann, Treasurer

Retired Group President

Reynolds American, Inc.

Michael P. Malone

President & CEO, NIU Foundation

V.P. University Advancement,

Northern Illinois University

Directors:

Ty Ballou

B.A. '78
President, Public Labels Brands,
Inc.

Stacey Barsema

President, Barsema Foundation

Robert T. Boey

Owner, Sycamore Industrial Park

William A. Boston

B.S. Marketing '70, M.B.A. '71
Chairman & CEO, Dynamic
Signals, LLC

Brent R. Brodeski

B.S. Finance '88, M.B.A. '91
Managing Director, Savant Capital
Management, Inc.

Kenneth C. Chessick M.D., J.D.

J.D. Law '84
Medical Attorney
Chairman, Restaurant.com

Chris Cole

B.S. Accountancy '75
Senior Vice President US Strategy
McDonald's USA, LLC

Carol Y. Crenshaw

B.S. Accountancy '78
Vice President and Chief Financial
Officer
Chicago Community Trust

Cynthia Crocker

B.S. Marketing '80
Retired Senior Vice President
Investor Relations and
Corporate Communications
Equity Group

Michael A. Cullen

B.S. Finance '84, B.S. Accountancy
'87
President & CEO, The National
Bank & Trust of Sycamore

Dean A. DeBiase

B.S. Marketing '80
Chairman, Reboot Partners

Rege S. Eisaman

M.B.A. Finance '91 & CFA
Principal Chief Investment Officer
InterOcean Capital, LLC

John Thomas (Tom) Futrell

M.B.A. '79
Performance Trust Investment
Advisors

Montel M. Gayles

B.S. LA&S '83
Partner
Hinshaw & Culbertson

Anthony L. Kambich

B.S. Education '59
Deerfield & Riverwoods
Montessori Schools

John Landgraf

B.S. Biological Sciences '74
M.S. Biological Sciences '75
Executive Vice President
of Nutritional Products
Abbott Laboratories

Paula M. LeRoy

B.S. Elementary Education '66
Retired President, Pension Benefit
Information, Inc.

Jeffrey T. Liesendahl

B.S. Accountancy '87
CEO, Accertify LLC

Consultant

Cherilyn G. Murer J.D.
 J.D. Law '78
 President & CEO, The Murer
 Group

Elizabeth Plotnick
 B.A. Art History '77
 Consultant

Manny Sanchez
 B.S. LA&S '70
 Sanchez Daniels & Hoffman LLP

Lauren Sikes
 NIU Senior
 Nursing

Melvin J. Simon
 B.S. Accountancy '68
 Owner, Melvin J. Simon &
 Associates

Christine Speiser
 B.S. Education '73, M.S. Education
 '83

Timothy A. Struthers
 B.S. Finance '84, M.B.A. '88
 President, Castle Bank, NA

William E. Taylor
 B.S. Accountancy '67
 Retired Partner, Deloitte & Touche

John F. Tierney
 B.S. COB '75, M.S.E. '78
 Invesco Ltd.

Jeffrey A. Yordon
 B.S. Political Science '70
 President & CEO, Sagent
 Pharmaceuticals

Ex-Officio:

John G. Peters Ph.D.
 President, Northern Illinois
 University

Michael P. Malone
 V.P. University Advancement,
 Northern Illinois University

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Sorling Northrup	Springfield, IL	Steve Bochenek
Auditor:	Mueller & Co., LLP	Elgin, IL	Michael Stephens
Borrower's Advisor:	Longhouse Capital Advisors	La Grange Park, IL	Lindsay Wall
Bond Counsel:	Chapman & Cutler LLP	Chicago, IL	Andrea Bacon
Bank/Bond Purchaser:	To be selected by the Foundation based on competitive bids facilitated by the Borrower's Advisor		
Bank/Bond Purchaser's Counsel:	To be engaged by the Bank		
Paying Agent:	TBD		
Architect:	HKM Architects	Arlington Heights, IL	Mark Hopkins
General Contractor:	Turner Construction Company	Chicago, IL	
IFA Counsel:	TBD		
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	14
State Senate:	70
State House:	90

\$35,000,000
Plymouth Place, Inc.

February 12, 2013

REQUEST	<p>Purpose: The proceeds will be used by Plymouth Place, Inc. (the “Corporation” or the “Borrower”) to: (i) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating, remodeling and equipping certain health care facilities of the Borrower, including necessary and attendant equipment, facilities, site work and utilities thereto; (ii) refund all or a portion of the outstanding principal amount of the Authority’s \$20,000,000 Variable Rate Demand Revenue Bonds, Series 2005B (The Landing at Plymouth Place Project) (the “Series 2005B Bonds”); (iii) refund all or a portion of the outstanding principal amount of the Authority’s \$68,500,000 Variable Rate Demand Revenue Bonds, Series 2005C (The Landing at Plymouth Place Project) (the “Series 2005C Bonds” and, together with the Series 2005B Bonds, the “Prior Bonds”); (iv) fund one or more debt service reserve funds, if deemed necessary or advisable by the Authority or the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																												
BOARD ACTIONS	<p>Final Bond Resolution</p> <p>Preliminary Bond Resolution approved 1/8/2013: Yeas: 11; Nays: 0; Abstentions: 0; Absent: 3 (Barclay, Brandt, Leonard); Vacancy: 1</p>																												
MATERIAL CHANGES	None.																												
JOB DATA	<table border="0"> <tr> <td style="padding-right: 20px;">212</td> <td style="padding-right: 20px;">Current jobs</td> <td style="padding-right: 20px;">N/A</td> <td>New jobs projected</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>N/A</td> <td>Construction jobs projected</td> </tr> </table>	212	Current jobs	N/A	New jobs projected	N/A	Retained jobs	N/A	Construction jobs projected																				
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DESCRIPTION	<ul style="list-style-type: none"> • Location: La Grange Park / Cook County / Northeast Region • Plymouth Place, an Illinois not-for-profit corporation, operates a continuing care retirement community (“CCRC”) consisting of 182 independent living apartments, 35 independent living cottages, 53 assisted living units, 26 memory support assisted living units, and 86 nursing care beds. 																												
CREDIT INDICATORS	<ul style="list-style-type: none"> • The Bonds will be fixed rate bonds sold through a public offering. The Bonds will not carry a rating. A feasibility study is being prepared by Management and CliftonLarsonAllen. The feasibility study will be included in the prospectus/official statement. 																												
SECURITY	<ul style="list-style-type: none"> • First mortgage on property and equipment, and a gross revenue pledge. 																												
MATURITY	<ul style="list-style-type: none"> • Bonds will mature no later than May 15, 2045 (32 years). 																												
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td style="text-align: right;">\$35,000,000</td> <td>Refund 2005B/C Bonds</td> <td style="text-align: right;">\$28,117,317</td> </tr> <tr> <td>Equity Contribution</td> <td style="text-align: right;">691,020</td> <td>Debt Service Reserve Fund</td> <td style="text-align: right;">2,724,500</td> </tr> <tr> <td>Series 2005B/C Funds on Hand</td> <td style="text-align: right;"><u>4,145,821</u></td> <td>New Money/Allowance for Original Issue</td> <td></td> </tr> <tr> <td></td> <td></td> <td>Discount/Cushion</td> <td style="text-align: right;">7,759,104</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td style="text-align: right;"><u>1,235,920</u></td> </tr> <tr> <td>Total</td> <td style="text-align: right;"><u>\$39,836,841</u></td> <td>Total</td> <td style="text-align: right;"><u>\$39,836,841</u></td> </tr> </table>	Sources:		Uses:		IFA Bonds	\$35,000,000	Refund 2005B/C Bonds	\$28,117,317	Equity Contribution	691,020	Debt Service Reserve Fund	2,724,500	Series 2005B/C Funds on Hand	<u>4,145,821</u>	New Money/Allowance for Original Issue				Discount/Cushion	7,759,104			Costs of Issuance	<u>1,235,920</u>	Total	<u>\$39,836,841</u>	Total	<u>\$39,836,841</u>
Sources:		Uses:																											
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Equity Contribution	691,020	Debt Service Reserve Fund	2,724,500																										
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		Costs of Issuance	<u>1,235,920</u>																										
Total	<u>\$39,836,841</u>	Total	<u>\$39,836,841</u>																										
RECOMMENDATION	Credit Review Committee recommends approval.																												

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
February 12, 2013**

Project: Plymouth Place, Inc.

STATISTICS

Project Number:	H-SL-TE-CD-8598	Amount:	\$35,000,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Pam Lenane and Nora O'Brien
Location:	La Grange Park	County/ Region:	Cook/Northeast

BOARD ACTION

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

VOTING RECORD

Preliminary Bond Resolution approved 1/8/2013:
Yeas: 11; Nays: 0; Abstentions: 0; Absent: 3 (Brandt, Barclay, Leonard); Vacancy: 1

PURPOSE

Bond proceeds will be used to: (i) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating, remodeling and equipping certain health care facilities of the Borrower, including necessary and attendant equipment, facilities, site work and utilities thereto; (ii) refund all or a portion of the outstanding principal amount of the Authority's \$20,000,000 Variable Rate Demand Revenue Bonds, Series 2005B (The Landing at Plymouth Place Project) (the "**Series 2005B Bonds**"); (iii) refund all or a portion of the outstanding principal amount of the Authority's \$68,500,000 Variable Rate Demand Revenue Bonds, Series 2005C (The Landing at Plymouth Place Project) (the "**Series 2005C Bonds**" and, together with the Series 2005B Bonds, the "**Prior Bonds**"); (iv) fund one or more debt service reserve funds, if deemed necessary or advisable by the Authority or the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower.

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:		Uses:	
IFA Bonds	\$35,000,000	Refund 2005B/C Bonds	\$28,117,317
Equity Contribution	691,020	Debt Service Reserve Fund	2,724,500
Series 2005B/C		Costs of Issuance	1,235,920
Funds on Hand	<u>4,145,821</u>	New Money/Allowance for	
		Original Issue Discount/Cushion	<u>7,759,104</u>
Total	<u>\$39,836,841</u>	Total	<u>\$39,836,841</u>

JOBS

Current employment:	212	Projected new jobs:	N/A
Jobs retained:	N/A	Construction jobs:	N/A

FINANCING SUMMARY

Credit Enhancement:	None
Structure:	Fixed rate, tax-exempt term bonds sold through a public offering.
Interest Rate:	To be determined on the day of pricing.
Interest Rate Modes:	Fixed through final maturities
Underlying Ratings:	None
Maturity:	No later than May 15, 2045
Estimated Closing Date:	March 15, 2013

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be used by **Plymouth Place, Inc.** (the “**Corporation**” or the “**Borrower**”) to: (i) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating, remodeling and equipping certain health care facilities of the Borrower, including necessary and attendant equipment, facilities, site work and utilities thereto; (ii) refund all or a portion of the outstanding principal amount of the Authority’s \$20,000,000 Variable Rate Demand Revenue Bonds, Series 2005B (The Landing at Plymouth Place Project) (the “**Series 2005B Bonds**”); (iii) refund all or a portion of the outstanding principal amount of the Authority’s \$68,500,000 Variable Rate Demand Revenue Bonds, Series 2005C (The Landing at Plymouth Place Project) (the “**Series 2005C Bonds**” and, together with the Series 2005B Bonds, the “**Prior Bonds**”); (iv) fund one or more debt service reserve funds, if deemed necessary or advisable by the Authority or the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower.

BUSINESS SUMMARY

Plymouth Place, Inc. was incorporated as an Illinois not for profit corporation in 1939. The Corporation constructed a retirement community at its current location as a home for the elderly members of the United Church of Christ (formerly, the Congregational Church). The Corporation's continuing mission is to provide a retirement community, based on Christian values, that honors the individual's right to experience life to the fullest. The Corporation believes in the dignity and worth of each individual and the need to retain one's own personal identity and independence, and is dedicated to providing a gracious environment for individuals in their retirement years, as well as meeting the needs of the aging in the community at large. The Corporation's facilities and programs are open to all without regard to race, color, national origin or religion.

Plymouth Place is located on an 18.6 acre site in La Grange Park, IL and its facilities currently consist of 182 independent living apartments, 35 independent living cottages, 53 assisted living units, 26 memory support assisted living units, and 86 nursing care beds. 20 additional cottages are located on the site but are not in service.

Plymouth Place underwent a major campus redevelopment in 2005, which involved the issuance of \$146,000,000 of bonds issued through the Illinois Finance Authority (a portion of which will be refunded with the Series 2013 Bonds described herein).

ECONOMIC DISCLOSURE STATEMENT

Applicant: Plymouth Place, Inc.

Site Address: Plymouth Place
315 North La Grange Road
La Grange Park, IL 60526

Contact: Dale Lilburn, CEO. Phone: 708/482-6668

Website: www.plymouthplace.org

Project name: Plymouth Place

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

State: Illinois

Ownership/2012-13 Board Members (501(c)(3)):

Board Member	Occupation	Term Expires (5/15)
Mr. R. Dean Conlin	Partner, Lord, Bissell & Brook	2014
Mr. Charles Grund	Principal, Grund & Reisterer Architects, Inc.	2013
Dr. Kent Armbruster	Little Company of Mary Hospital	2015
Mr. Norman Beles	Belcorp Financial Services	2015
Mr. Ray Felson	TPG Realty	2015
Mr. Walter Busse	Retired	2015
Mrs. Diane Hamburger	Retired	2015

Dr. Loren Horton	Retired	2014
Mr. Raymond E. Powers	Retired	2013
Mrs. Nancy Sutherland	Horticulture Certificate Candidate, Morton Arboretum	2014
Mr. Thomas Teegarden	W.F. Advisors	2013
Mrs. Harriet VerGowe	Retired	2015
Mrs. Mary Voigt	President, Residents' Council	N/A
Mr. James Gage	Vice President, Residents' Council	2014

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Timothy G. Lawler, Ltd.	Hinsdale	Tim Lawler
Bond Counsel	Jones Day	Chicago	John Bibby
Auditor:	CliftonLarsonAllen LLP	Chicago	Jim Thomas
Underwriter(s):	Ziegler	Chicago	Steve Johnson
Underwriters' Counsel:	Katten Muchin Rosenman LLP	Chicago	Janet Hoffman
Feasibility Consultant:	CliftonLarsonAllen LLP	Minneapolis	Jeff Vrieze
IFA Counsel:	Schiff Hardin LLP	Chicago	Bruce Weisenthal
IFA's Financial Advisor:	Public Financial Management, Inc.	Chicago	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	3
State Senate:	11
State House:	21

SERVICE AREA

The primary market area identified for Plymouth Place includes the following zip codes:

- 60402
- 60513
- 60521
- 60523
- 60525
- 60526
- 60527
- 60534
- 60546
- 60558

The primary market area includes the communities of Berwyn, Hinsdale, Oakbrook, La Grange, Burr Ridge, Lyons, Riverside, Western Springs and Brookfield.

\$4,000,000
Three Crowns Park

February 12, 2013

REQUEST	<p>Purpose: The proceeds will be used by Three Crowns Park (the “Corporation” or the “Borrower”) to: (i) pay or reimburse the Borrower or a corporate affiliate for the payment of the costs of acquiring, constructing, renovating, remodeling and equipping the Borrower’s continuing care retirement community, including but not limited to the costs of the renovation, remodeling and equipping of the Corporation’s existing 48-bed nursing care facility and all necessary attendant facilities, equipment, site work and utilities, all located on the Borrower’s existing campus in Evanston, Illinois (the “Project”); (ii) fund a debt service reserve fund for the benefit of the Bonds; (iii) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Borrower; (iv) provide working capital, if deemed necessary or advisable by the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds, including but not limited to fees for credit enhancement or a liquidity facility for the Bonds, if deemed necessary or advisable by the Borrower.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>			
BOARD ACTIONS	Preliminary Bond Resolution			
MATERIAL CHANGES	None. This is the first time this project is being presented to the Board.			
JOB DATA	115 FTEs	Current jobs	16 FTEs	New jobs projected
	N/A	Retained jobs	12 FTEs	Construction jobs projected (3 months)
DESCRIPTION	<ul style="list-style-type: none"> • Location (Evanston/Cook County/Northeast Region) • Three Crowns Park is a not-for-profit corporation organized by the Swedish community, which owns and operates a continuing care retirement community in Evanston, Illinois. Three Crowns Park offers the full continuum of care through its residential programs and health care facilities. It is the mission of Three Crowns Park to provide high quality retirement housing and health care options that foster security, dignity, independence, and promote personal growth. • The Three Crowns Park campus includes 116 independent living units, 37 assisted living units, 17 memory support beds and 35 nursing care beds. Three Crowns Park is licensed for 48 nursing care beds, bond proceeds will fund the completion of a nursing expansion started in 2006 and will include an addition of 14 skilled nursing beds in space that is currently unused. 			
CREDIT INDICATORS	<ul style="list-style-type: none"> • The plan of finance contemplates the issuance of fixed rate bonds privately placed with one or more purchasers. 			
SECURITY	<ul style="list-style-type: none"> • Parity debt with current outstanding Series 2006 Bonds. Mortgage and revenue pledge. 			
MATURITY	<ul style="list-style-type: none"> • Bonds will mature no later than 2043 			
SOURCES AND USES	Sources:		Uses:	
	IFA Bonds	\$3,040,000	Project Costs	\$2,723,000
	Equity	<u>735,000</u>	Debt Service Reserve	269,000
			Working Capital	633,000
			Costs of Issuance	<u>150,000</u>
	Total	<u>\$3,775,000</u>	Total	<u>\$3,775,000</u>
RECOMMENDATION	Credit Committee recommends approval.			

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 February 12, 2013**

Project: Three Crowns Park

STATISTICS

Project Number: H-HO-TE-CD-8604	Amount: \$4,000,000 (not-to-exceed)
Type: 501(c)(3) Revenue Bonds	IFA Staff: Pam Lenane and Nora O'Brien
Location: Evanston	County/Region: Cook/Northeast

BOARD ACTION

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

VOTING RECORD

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

PURPOSE

Bond proceeds will be used by **Three Crowns Park** (the “**Corporation**” or the “**Borrower**”) to: (i) pay or reimburse the Borrower or a corporate affiliate for the payment of the costs of acquiring, constructing, renovating, remodeling and equipping the Borrower’s continuing care retirement community, including but not limited to the costs of the renovation, remodeling and equipping of the Corporation’s existing 48-bed nursing care facility and all necessary attendant facilities, equipment, site work and utilities, all located on the Borrower’s existing campus in Evanston, Illinois (the “**Project**”); (ii) fund a debt service reserve fund for the benefit of the Bonds; (iii) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (iv) provide working capital, if deemed necessary or advisable by the Authority or the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds, including but not limited to fees for credit enhancement or a liquidity facility for the Bonds, if deemed necessary or advisable by the Authority or the Borrower.

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	\$3,040,000	Uses: Project Costs	\$2,723,000
Equity	<u>735,000</u>	Debt Service Reserve	269,000
		Working Capital	633,000
		Costs of Issuance	<u>150,000</u>
Total	<u>\$3,775,000</u>	Total	<u>\$3,775,000</u>

JOBS

Current employment: 115 FTEs	Projected new jobs: 16 FTEs
Jobs retained: N/A	Projected construction jobs: 12 FTEs

FINANCING SUMMARY

Security:	The Bonds will be secured by a Mortgage and revenue pledge. The Series 2013 Bonds will be on parity with the current outstanding Series 2006 Bonds.
Structure:	The current plan of finance anticipates the issuance of fixed rate bonds privately placed with one or more purchasers.
Interest Rate:	To be determined the day of pricing depending on market conditions.
Interest Mode:	Fixed Rate
Credit Enhancement:	None
Maturity:	No later than 2043
Rating:	None
Estimated Closing Date:	March 27, 2013

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will be used to: (i) pay or reimburse the Borrower or a corporate affiliate for the payment of the costs of acquiring, constructing, renovating, remodeling and equipping the Borrower's continuing care retirement community, including but not limited to the costs of the renovation, remodeling and equipping of the Corporation's existing 48-bed nursing care facility and all necessary attendant facilities, equipment, site work and utilities, all located on the Borrower's existing campus in Evanston, Illinois (the "**Project**"); (ii) fund a debt service reserve fund for the benefit of the Bonds; (iii) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (iv) provide working capital, if deemed necessary or advisable by the Authority or the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds, including but not limited to fees for credit enhancement or a liquidity facility for the Bonds, if deemed necessary or advisable by the Authority or the Borrower.

BUSINESS SUMMARY

Three Crowns Park is a not-for-profit corporation organized by the Swedish community, which owns and operates a continuing care retirement community in Evanston, Illinois. Three Crowns Park offers the full continuum of care through its residential programs and health care facilities. It is the mission of Three Crowns Park to provide high quality retirement housing and health care options that foster security, dignity, independence, and promote personal growth.

The Three Crowns Park campus includes 116 independent living units, 37 assisted living units, 17 memory support beds and 35 nursing care beds, licensed for 48 nursing care beds.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Three Crowns Park

Site Address: Three Crowns Park
2323 McDaniel Avenue
Evanston, IL 60201

Contact: Susan Morse
Executive Director
Three Crowns Park and Three Crowns Foundation
2323 McDaniel Avenue, Suite TCP
Evanston, IL 60201-2570
224-420-3011
susan@threecrownsark.com

Website: www.threecrownsark.com

Project name: Three Crowns Park

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

State: Illinois

Ownership/2012-13 Board Members (501(c)(3)):

<u>Board Member</u>	<u>Occupation</u>
Janet Goelz Hoffman, Chairperson	Attorney, Katten Muchin Rosenman LLP
Samuel B. Stelzer, Vice-Chairperson	Consultant (Retired), State of Illinois, Department of Human Services, Office of Mental Health
Janice Maloney, Treasurer	Principal, Sawgrass Partners LLC
Nancy Flowers, Secretary	Social Work Manager, Rainbow Hospice and Palliative Care
David Johnson, Assistant Treasurer	Vice President and Chief Operating Officer, Lake Star Consulting, Inc.
Susan J. Morse, Assistant Secretary (Ex-Officio)	Executive Director, Three Crowns Park
Richard Hoffman, Immediate Past Chairperson	Attorney (Retired), Querrey & Harrow
James E. Elsass, Director	Associate Vice President for Business and Finance (Retired), Northwestern University
Barbara Schleck, Director	Executive Director (Retired), Cook County Court Watchers, Inc.

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Katten Muchin Rosenman LLP	Chicago	Elizabeth Weber
Financial Advisor:	Sawgrass Partners	Palatine	Janie Maloney
Auditor:	Frost Rittenberg & Rothblatt PC	Chicago	Kim Waite
Bond Counsel:	Jones Day	Chicago	John Bibby
Underwriter:	Ziegler Capital Markets Group	Chicago	Steve Johnson
Underwriter's Counsel:	Jones Day	Chicago	John Bibby
Bond Trustee:	Wells Fargo	Chicago	Gail Klewin
Issuer's Counsel:	Charity & Associates	Chicago	Alan Bell
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	9
State Senate:	9
State House:	17

SERVICE AREA

Three Crowns Park has historically drawn its residents from a primary market area located in nine zip codes that extend five miles to the north, four miles to the south, three miles to the west, and two miles to the east of the Community in the City of Evanston. Evanston is the first suburb north of Chicago and is part of Chicago's affluent North Shore region. The zip codes included in the primary market area are 60201, 60202, 60203, 60094, 60091, 60076, 60043, 60672 and 60645.

Admission sources for both the sheltered care/assisted living units and the nursing care beds include family members, physicians, social workers, community outreach programs, local churches and area hospitals. The City of Evanston is served by the following three hospitals: Evanston Hospital, St. Francis Hospital (both located in Evanston), and Skokie Hospital (located in Skokie).

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

Date: February 12, 2013

From: Lorrie Karcher

Re: Request for approval allowing release of:

- 1) Jamie L. Houck from personal liability on IFA Beginning Farmer Bond loan listed below.

Loan # 2008-03-0002 (*Beginning Farmer Bond*)

Original Amount: \$182,500.00

Current Balance: \$157,873.47

IFA Exposure: \$0

The National Bank (“Bank”) and **Heath B. Houck and Jamie L. Houck (the “Original Borrowers”)** have requested IFA concurrence of approval to release Jamie L. Houck from personal liability from an existing Beginning Farmer Bond loan, originated 04/14/08. The Houcks divorced in 2012 and as part of the divorce settlement, Jamie L. Houck has transferred her interest in the 58 acres of farm real estate securing the loan over to Heath B. Houck by Quick Claim Deed.

The Bank has submitted a copy of the Quit Claim Deed, Bank Loan Approval narrative report and analysis, current financial statements as well as evaluation of real estate dated December 10, 2012.

The Bank has already approved this request and removed Ms. Houck’s name from all other outstanding debts at the Bank, however because the IFA is also a party to the Bond, has an existing bond in place, the Bank is requesting IFA’s consent regarding this release.

IFA’s role on this transaction was to serve as conduit issuer, thereby conveying tax-exempt municipal bond status on a loan originated by the Bank (under which the Bank bears all default risk).

Based on the strong loan to value ratio, staff concurs and recommends approval.

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

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

Date: February 12, 2013

From: Lorrie Karcher

Re: Request for approval allowing restructuring of payments:

- 1) Derek Fritschle is requesting to revise the repayment schedule to switch from monthly payments to annual payments on the subject IFA Beginning Farmer Bond loan listed below.

Loan # 2010-09-0001 (*Beginning Farmer Bond*)

Original Amount: \$125,000.00

Current Balance: \$120,381.92

IFA Exposure: \$0

The Citizens National Bank (“Bank”) and **Derek Fritschle (“Borrower”)** has requested IFA concurrence of approval to allow restructuring the repayment structure from monthly to annual payments on an existing Beginning Farmer Bond loan, originated 10/07/10. All other terms and conditions will remain in full force and effect.

The Bank has already approved the Borrower’s request, however because the IFA has an existing bond in place, the Bank is requesting IFA’s concurrence on the above loan.

Based on the demands of a start up young farmer and the drought stricken farm ground of 2012, staff concurs and recommends approval.

Due to the stressed conditions that Mr. Fritschle is experiencing as a new farmer with the drought of 2012, the terms of the loan is being proposed to an annual payment that will come due on November 15th of each year, starting in November of 2013.

IFA serves as a conduit issuer on this transaction with the Borrower, thereby conveying tax-exempt municipal bond status on a loan originated by the Bank.

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

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton & Brad R. Fletcher

Date: February 12, 2013

Re: Resolution Authorizing the Execution and Delivery of a Fifth Supplemental Indenture of Trust in Connection with Illinois Finance Authority Education Revenue Bonds Issued on Behalf of Noble Network of Charter Schools; and Related Matters
IFA File Number: N-NP-TE-CD-6032

Request:

Noble Network of Charter Schools, an Illinois not for profit corporation (the “**Borrower**”), and **Amalgamated Bank of Chicago**, as successor to Cole Taylor Bank (the “**Trustee**”), are requesting approval of a Resolution to authorize execution and delivery of a Fifth Supplemental Indenture of Trust to allow the Borrower to grant a parity lien on certain Pledged Revenues to enable the Borrower to enter into certain financing arrangements consisting of (i) one or more short-term lines of credit that will provide access to additional working capital lines of credit, and (ii) certain long-term financings to finance the acquisition, construction and/or renovation of new or existing schools of the Borrower.

Pledged Revenues of the Borrower secure the following series of bonds issued by the Authority under that certain Indenture of Trust dated as of August 1, 2006 between the Authority and the Trustee, as supplemented an amended (the “**Indenture**”): (i) \$11,250,000 Education Revenue Bonds (Illinois Charter Schools Project- Noble Network of Charter Schools) Series 2006C (the “**Series 2006C Bonds**”); (ii) \$275,000 Education Revenue Bonds (Illinois Charter Schools Project- Noble Network of Charter Schools) Taxable Series 2006D (the “**Series 2006D Bonds**” and, together with the Series 2006C Bonds, the “**Series 2006 Bonds**”); (iii) \$13,620,000 Education Revenue Bonds (Illinois Charter Schools Project- Noble Network of Charter Schools) Series 2007A (the “**Series 2007A Bonds**”) and (iv) \$265,000 Education Revenue Bonds (Illinois Charter Schools Project- Noble Network of Charter Schools) Taxable Series 2007B (the “**Series 2007A Bonds**” and, together with the Series 2007B Bonds, the “**Series 2007 Bonds**”). (Note: the IFA Taxable Series 2006D Bonds and the IFA Taxable Series 2007B Bonds have since been defeased.)

The outstanding par amount of the Series 2006C Bonds was approximately \$10,125,000 as of February 1, 2013. The outstanding par amount of the Series 2007A Bonds was approximately \$12,575,000 as of February 1, 2013. The outstanding Series 2006C Bonds and the outstanding Series 2007A Bonds are both credit enhanced by municipal bond insurance from **ACA Financial Guaranty Corporation** (the “**Bond Insurer**”). Noble Network of Charter Schools is working with the Bond Insurer to obtain its required consent in connection with the execution and delivery of this Fifth Supplemental Indenture.

The accompanying Resolution will clarify technical provisions that will enable the Borrower to mortgage, encumber or grant a security interest on the Pledged Revenues, or portions thereof, on a parity basis, subject to the consent of the Bond Insurer, and to make certain other amendments to the Indenture.

Approval of this Resolution will not cause the terms of the Series 2006C Bonds or Series 2007A Bonds to be significantly modified, thus not requiring a new public hearing to be held as otherwise required by Section 147(f) of the Internal Revenue Code of 1986, as amended. Because this amendment is being undertaken primarily to permit certain external financings, IFA will not charge an administrative fee for this transaction, consistent with historical practice.

Background:

The proceeds of the Series 2006 Bonds were used to finance renovations/construction at two facilities located at 1337 W. Ohio Street in Chicago (Cook County), and at 4131 W. Cortland Avenue in Chicago (Cook County), refinancing existing debt, capitalize a debt service fund and to pay certain bond issuance costs.

Proceeds of the Series 2007 Bonds were used to acquire a building located at 3645 W. Chicago Avenue in Chicago (Cook County), Illinois; finance renovations/construction at two facilities located at 3645 W. Chicago Avenue in Chicago (Cook County), and at 1448 W. Superior Street in Chicago (Cook County), capitalize a debt service fund, pay capitalized interest, and to pay certain bond issuance costs. Bond proceeds may also have been used to make some additional minor renovations to the existing campuses located at 1010 N. Noble Street, 1337 W. Ohio Street, and 4131 W. Cortland in Chicago (Cook County), Illinois.

All payments relating to the IFA Series 2006 and IFA Series 2007 Bonds are current and have been paid as scheduled.

PROFESSIONAL & FINANCIAL

Bond Counsel:	Greenberg Traurig LLP	Chicago, IL	Matt Lewin
Borrower's Financial Advisor:	Longhouse Capital Advisors	La Grange Park, IL	Michael Boisvert
Trustee:	Amalgamated Bank of Chicago	Chicago, IL	
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

IFA RESOLUTION NO. 2013-0212-AD__

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A FIFTH SUPPLEMENTAL INDENTURE OF TRUST BETWEEN THE ILLINOIS FINANCE AUTHORITY AND AMALGAMATED BANK OF CHICAGO, AS TRUSTEE, RELATING TO THE AUTHORITY'S EDUCATION REVENUE BONDS ISSUED ON BEHALF OF NOBLE NETWORK OF CHARTER SCHOOLS; 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 "**Issuer**"), 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 of Illinois, including without limitation the Act, to issue its bonds for the purposes set forth in the Act.

WHEREAS, on August 30, 2006, the Issuer issued its \$11,250,000 Education Revenue Bonds (Illinois Charter Schools Project- Noble Network of Charter Schools) Series 2006C (the "**Series 2006C Bonds**") and its \$275,000 Education Revenue Bonds (Illinois Charter Schools Project- Noble Network of Charter Schools) Taxable Series 2006D (the "**Series 2006D Bonds**" and, together with the Series 2006C Bonds, the "**Series 2006 Bonds**"). The Series 2006 Bonds were issued pursuant to an Indenture of Trust dated as of August 1, 2006 (the "**Original Indenture**") between the Issuer and Amalgamated Bank of Chicago (successor to Cole Taylor Bank), as Trustee (the "**Trustee**"), as then supplemented by a Second Supplemental Indenture of Trust dated as of August 1, 2006 and a Third Supplemental Indenture of Trust dated as of August 1, 2006 and as subsequently supplemented by a First Supplemental Indenture of Trust dated as of May 1, 2007 and a Fourth Supplemental Indenture of Trust dated as of May 1, 2007 (the Original Indenture, as so supplemented, the "**Indenture**"). A portion of the proceeds of the Series 2006 Bonds were loaned to Noble Network of Charter Schools, an Illinois not for profit corporation (the "**Borrower**") pursuant to a Loan Agreement dated as of August 1, 2006 between the Issuer and the Borrower, as supplemented by a First Amendment to Loan Agreement dated as of August 1, 2006 (as supplemented, the "**Series 2006 Loan Agreement**"). (Separate series of bonds were issued under the Indenture for a separate charter school borrower, but such series of bonds have since been defeased and are no longer outstanding under the Indenture). Each series of Series 2006 Bonds were insured by bond insurance policies issued by ACA Financial Guaranty Corporation (the "**Bond Insurer**").

WHEREAS, on May 31, 2007, the Issuer issued its \$13,620,000 Education Revenue Bonds (Illinois Charter Schools Project- Noble Network of Charter Schools) Series 2007A (the “**Series 2007A Bonds**”) and its \$265,000 Education Revenue Bonds (Illinois Charter Schools Project- Noble Network of Charter Schools) Taxable Series 2007B (the “**Series 2007A Bonds**” and, together with the Series 2007B Bonds, the “**Series 2007 Bonds**”). The Series 2007 Bonds were issued pursuant to the Indenture and the proceeds thereof were loaned to the Borrower pursuant to a Loan Agreement dated as of May 1, 2007 between the Issuer and the Borrower (the “**Series 2007 Loan Agreement**”). Each series of Series 2007 Bonds were insured by bond insurance policies issued by the Bond Insurer.

WHEREAS, the Series 2006 Mortgage and the Series 2007 Mortgage granted parity liens and security interests on the “Mortgaged Premises” (as defined therein, the “**Mortgaged Premises**”), which Mortgaged Premises includes, without limitation the Borrower’s Pledged Revenues (as defined therein, the “**Pledged Revenues**”).

WHEREAS, the Borrower proposes to enter into certain financing arrangements consisting of (a) one or more short-term lines of credit which will increase the Borrower’s liquidity, and (b) certain long-term financings to finance the acquisition, construction and/or renovation of new or existing schools of the Borrower, and in order to enter into such financings on commercially reasonable terms, it may be necessary for the Borrower to grant a parity lien on its Pledged Revenues to the respective lenders.

WHEREAS, the Borrower has requested that the Issuer and the Trustee enter into a Fifth Supplemental Indenture of Trust (the “**Fifth Supplemental Indenture**”) supplementing and amending the Indenture in order clarify that the Borrower may mortgage, encumber or grant a security interest on the Pledged Revenues, or portions thereof, on a parity basis, with the consent of the Bond Insurer, and to make certain other amendments to the Indenture.

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 execution and delivery of the Fifth Supplemental Indenture as described above and such is in the public interest and will promote the purposes of the Authority.

Section 2. The Fifth Supplemental Indenture, in substantially the form on file with the Authority and containing substantially the terms and provisions set forth therein, is hereby authorized,

approved and confirmed, and the form, terms and provisions of the Fifth Supplemental Indenture 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 that Chairman, the Vice Chairman, the Executive Director, the Secretary and the Assistant Secretary of the Authority (or any person appointed to such office on an interim basis) or any person authorized by Resolution of the Authority be, and each of them is hereby authorized and directed to execute and deliver the Fifth Supplemental Indenture to the other parties thereto.

Section 3. The Chairman, the Vice Chairman, the Executive Director, the Secretary and the Assistant Secretary of the Authority (or any person appointed to such office on an interim basis) or any person authorized by 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 execution and delivery of the Fifth Supplemental Indenture, and to carry out the intent and purposes of this Resolution, including the preambles hereto.

Section 4. 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 Fifth Supplemental Indenture, and the same hereby are, in all respects, approved and confirmed.

Section 5. 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 6. All resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 7. This Resolution shall be in full force and effect immediately upon its passage, as by law provided.

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