ILLINOIS FINANCE AUTHORITY

Tuesday, November 13, 2012

AGENDA

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

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

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

I.	Call to Order & Roll Call
II.	Chairman's Remarks
III.	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

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Beginning Farmer Bonds ***Final*** *(One-Time Consideration)*						
1	A.) Matthew D. Wilson	Smallwood Township and Denver Township (Jasper County and Richland County)	$75,000	0	0	JS/LK
TOTAL AGRICULTURE PROJECTS			**$75,000**	**0**	**0**	

BUSINESS AND INDUSTRY PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Midwestern Disaster Area Revenue Bonds ***Final***						
2	Cargill, Incorporated	New Boston, Paris, and Tuscola (Mercer, Edgar, and Douglas Counties)	$11,300,000	11	60	RF/BF
TOTAL BUSINESS AND INDUSTRY PROJECTS			**$11,300,000**	**11**	**60**	

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

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds *Final (One-Time Consideration)*						
3	The Chicago School of Professional Psychology	Chicago (Cook County)	$10,000,000	N/A	N/A	RF/BF
4	The Big Ten Conference, Inc.	Rosemont (Cook County)	$15,000,000	4	300	RF/BF
501(c)(3) Revenue Bonds ***Preliminary***						
5	Nexus Diversified Community Services, Inc. and its affiliates	Manteno (Kankakee County)	$11,000,000	45	164	RF/BF
TOTAL EDUCATIONAL, CULTURAL, AND NON-HEALTHCARE 501(c)(3) PROJECTS			**$36,000,000**	**49**	**464**	

PROJECT REPORTS AND RESOLUTIONS

HEALTHCARE PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds ***Final (One-Time Consideration)***						
6	Advocate Health Care Network	Multiple (Cook, DuPage, Lake, McLean, and Woodford Counties)	$150,000,000	330	427	PL/NO
7	The University of Chicago Medical Center	Chicago (Cook County)	$75,000,000	25	185	PL/NO
501(c)(3) Revenue Bonds ***Preliminary***						
8	Franciscan Communities, Inc.	Multiple (Cook, Lake, and Will Counties)	$160,000,000	N/A	N/A	PL/NO
TOTAL HEALTHCARE PROJECTS			**$385,000,000**	**355**	**612**	
GRAND TOTAL			**$432,375,000**	**415**	**1,136**	

RESOLUTIONS

Tab	Action	FM
Resolutions		
9	Resolution authorizing the execution and delivery of a Bond and Loan Agreement in connection with Illinois Finance Authority ("IFA") Industrial Development Revenue Refunding Bonds (Jonchris, LLC Project), Series 2012	RF/BF
10	Resolution Approving Certain Amendments to the Illinois Finance Authority Series 2010A and Series 2010B (Palos Community Hospital and St. George Corporation) Loan Agreements	PL/NO
11	Resolution to (i) Extend a Qualified Energy Conservation Bond Allocation Commitment to Southern Illinois University from December 31, 2012 to April 1, 2013, and (ii) increase the Not-to-Exceed Amount of this QECB Allocation Commitment from $6.0 million to $7.5 million to enable financing of additional planned energy conservation expenditures	RF/BF
12	Resolution Authorizing the Execution and Delivery of a First Supplemental Indenture of Trust and related documents, in connection with Illinois Development Finance Authority $6,750,000 Variable Rate Demand Multi-Family Housing Revenue Bonds (Butterfield Creek Associates, L.P. Project), Series 1999 to enable the addition of a Federal Home Loan Bank of Atlanta Confirming Letter of Credit as additional security	RF
13	Resolution to Amend the Bond Indenture in connection with Illinois Finance Authority Variable Rate Demand Bonds Series 2005C (Plymouth Place Project)	PL/NO

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November 13, 2012

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

RE: Message from the Executive Director

Dear Members of the Authority:

Governor Quinn Launches Clean Water Initiative

On October 18, 2012, Governor Quinn announced his $1 billion Clean Water Initiative (CleanWater.Illinois.gov) to overhaul Illinois' aging water infrastructure. This Initiative is expected to create 28,500 jobs, protect public health and drive community and business growth across Illinois. IFA is thrilled to work with Illinois EPA to expand the State Revolving Fund ("SRF") Program to $1 billion in long-term, low-cost loans to local governments for drinking water and waste water capital projects. The Authority has met and continues to meet with Illinois councils of governments, encouraging them to take advantage of SRF financing as well as other local government financing programs.

Time Running Out to Access Midwestern Disaster Area Bonds

We are reminded by the disaster struck on the East Coast by Hurricane Sandy of the critical role that federally tax-exempt conduit bonds play in rebuilding our communities. The Midwestern Disaster Area Bond ("MDAB") Program did just that when it assisted communities that were hard-hit by the 2008 storms and floods through supporting real estate improvements and creating employment opportunities in affected areas.

The MDAB Program is set to expire on January 1, 2013. We encourage developers to work quickly with their lenders to take full advantage of the Program's benefits.

IFA is proud to have assisted a number of private-sector companies through the MDAB Program and is open to financing eligible projects before the Program's expiration. This month, we present a Final Bond Resolution for Cargill, Incorporated, who plans to use MDABs to upgrade its facilities in Mercer, Edgar and Douglas counties, which is anticipated to create sixty construction jobs and over ten permanent jobs.

Financing Projects with Jobs Impact

Other projects on this month's agenda with a significant jobs impact include Advocate Health Care Network, who plans to invest in an outpatient diagnostic and treatment center, a cancer center and a new patient tower, which is anticipated to create over four hundred construction jobs and over three hundred permanent jobs; the University of Chicago Medical Center; and the Big Ten Conference, Inc., among others.

Continued Efforts to Support Drought-stricken Communities

IFA continues to actively serve on Governor Quinn's Drought Response Task Force (Drought. Illinois.gov) and stands ready to work in partnership with local agricultural lenders to support Illinois farmers in drought-stricken areas.

Conclusion

Last but not least, we congratulate all newly elected officials representing the State of Illinois in Springfield and Washington D.C. We look forward to working closely with all of them in preserving the effectiveness of federally tax-exempt conduit financing as a job creation and retention tool.

Respectfully,

Christopher B. Meister
Executive Director

Attachment: Monthly Bonds Activity Report; Schedule of Debt

Bonds Issued and Outstanding
as of October 31, 2012

Bonds Issued Since Inception of Illinois Finance Authority

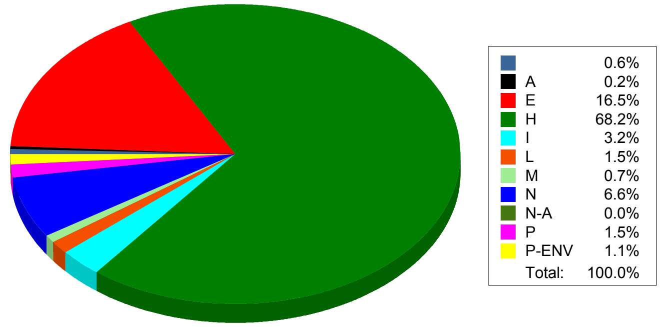
#	Market Sector	Principal Amount ($)
423	Agriculture **	68,003,932
89	Education	4,563,693,100
192	Healthcare *	19,057,646,708
84	Industrial ***	899,748,853
26	Local Government	420,155,000
17	Multifamily/Senior Housing	194,047,900
123	501(c)(3) Not-for Profits	1,854,810,041
11	Exempt Facilities Bonds ***	425,700,000
8	Environmental issued under 20 ILCS 3515/9	326,630,000
973		$ 27,810,435,533

* Includes CCRC's

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

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

Bonds Issued Since Inception



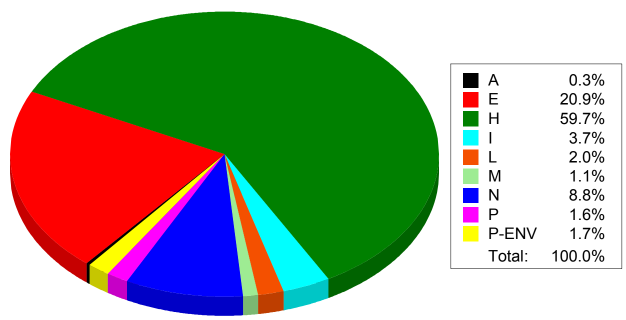
Schedule of Bonds Outstanding by Market Sector
Includes IFA and it's Predecessor Authorities

Market Sector	Amount of Original Issue	Principal Outstanding
Agriculture	269,301,121	80,681,929
Education	6,043,600,730	5,161,492,107
Healthcare *	17,378,058,159	14,727,041,426
Industrial **	1,314,732,939	922,028,563
Local Government	944,278,413	498,987,144
Multifamily/Senior Housing	708,325,396	268,531,067
501(c)(3) Not-for Profits	2,845,666,842	2,170,144,576
Exempt Facilities Bonds **	405,500,000	405,090,000
Environmental issued under 20 ILCS 3515/9	555,195,000	418,583,541
	$ 30,464,658,599	$ 24,652,580,353

* Includes CCRC's

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

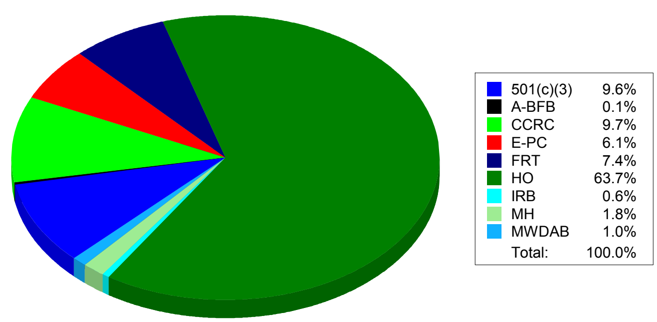
Principal Outstanding by Market Sector



Bonds Issued - Current Fiscal Year

#	Market Sector	Principal Issued
4	Agriculture - Beginner Farmer	1,089,350
3	Education	61,460,000
4	Healthcare - Hospital	646,485,000
1	Healthcare - CCRC	98,500,000
1	Industrial Revenue	6,045,000
1	Midwest Disaster Area Bonds	10,000,000
3	501(c)(3) Not-for-Profit	96,940,000
1	MultiFamily/Senior Housing	18,630,000
1	Freight Transfer Facilities Bonds	75,000,000
19		$ 1,014,149,350

Bonds Issued - Current Fiscal Year



Bonds Issued between July 01, 2012 and October 31, 2012

Bond Issue		Date Issued	Initial Interest Rate	Principal Issued	Bonds Refunded
A-BFB	Beginner Farmer Bonds, Series 2013A	07/01/2012	Various-See Below	1,089,350	0
501(c)(3)	Carmel Catholic High School, Series 2012	07/10/2012	DP-VRB 1.23%	17,000,000	8,500,000
MH	St. Anthony of Lansing, Series 2012	07/13/2012	6.50%	18,630,000	0
E-PC	Lake Forest College, Series 2012	07/24/2012	4.25% to 5.75%	15,960,000	0
IRB	Freedman Seating Company, Series 2012	09/06/2012	DP-VRB 1.60434%	6,045,000	1,085,000
HO	OSF Healthcare System, Series 2012A	09/26/2012	3.00% to 5.00%	179,845,000	151,408,939
HO	SwedishAmerican Hospital, Series 2012	09/27/2012	4.00% to 5.00%	41,445,000	0
FRT	CenterPoint Joliet Terminal Railroad, Series 2012	09/28/2012	DP-VRB 1.286625%	75,000,000	0
HO	Hospital Sisters Services, Inc., Series 2012A,C,F-I	10/01/2012	DP-VRB 0.8732%	407,835,000	219,845,000
HO	Rosecrance, Inc., Series 2012A&B	10/01/2012	DP-VRB 2.48%	17,360,000	8,200,000
E-PC	Rosalind Franklin University of Medicine & Science, Series 2012	10/02/2012	DP-VRB 1.232%	15,500,000	0
501(c)(3)	Sacred Heart Schools, Series 2012	10/11/2012	DP-VRB 0.91%	20,000,000	20,000,000
MWDAB	ROA Riverside Development, LLC, Series 2012	10/15/2012	DP-VRB 1.87%	10,000,000	0
E-PC	North Park University, Series 2012	10/17/2012	DP-VRB 2.10%	30,000,000	0
501(c)(3)	Art Institute of Chicago, Series 2012A	10/18/2012	3.00% to 5.00%	59,940,000	69,240,000
CCRC	Lutheran Home and Services, Series 2012	10/30/2012	3.00% to 5.75%	98,500,000	23,355,000
		Total Bonds Issued as of October 31, 2012		**$ 1,014,149,350**	**$ 501,633,939**

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 October 31, 2012

Borrower	Date Funded	Initial Interest Rate	Loan Proceeds	Acres	County
Justison, Patricia	07/25/2012	3.75%	209,000	38.00	Macon
Voumard, Scott & Angela	08/08/2012	3.75%	248,700	89.26	Madison
Barth, Brian C.	08/24/2012	3.75%	185,000	97.00	Bond
Dolder, Jonathan	10/02/2012	3.00%	446,650	122.00	LaSalle
	Total Beginner Farmer Bonds Issued		**$ 1,089,350**	**346.26**	

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 October 31, 2012

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

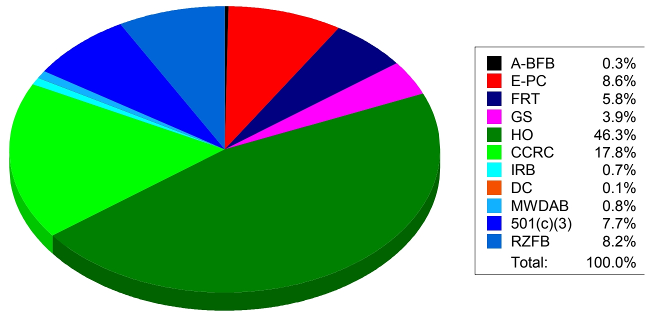
Specialized Livestock	Date Funded	Initial Interest Rate	Loan Proceeds	State Guarantee
Duncan, Brian & Kelly	10/01/2012	3.71%	423,000	359,550
J Double R, LLC	10/19/2012	3.75%	1,000,000	850,000
	Total Specialized Livestock		**$ 1,423,000**	**$ 1,209,550**
	Total Agriculture Guarantees during the Period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

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

Fiscal Year 2011

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

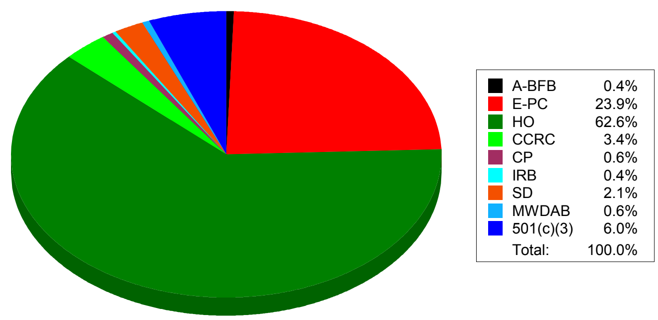
Bonds Issued in Fiscal Year 2011



Fiscal Year 2012

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

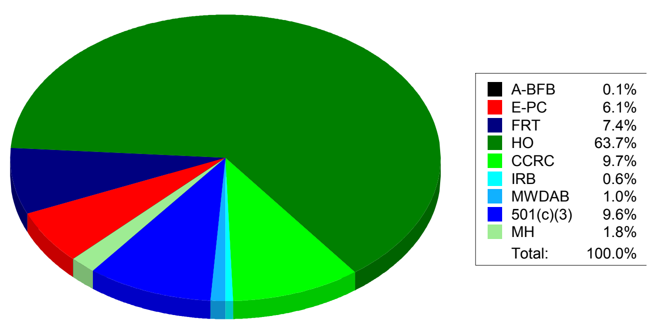
Bonds Issued in Fiscal Year 2012



Fiscal Year 2013

#	Market Sector	Principal Issued
4	Agriculture - Beginner Farmer	1,089,350
3	Education	61,460,000
4	Healthcare - Hospital	646,485,000
1	Healthcare - CCRC	98,500,000
1	Industrial Revenue	6,045,000
1	Midwest Disaster Area Bonds	10,000,000
3	501(c)(3) Not-for-Profit	96,940,000
1	MultiFamily/Senior Housing	18,630,000
1	Freight Transfer Facilities Bonds	75,000,000
19		$ 1,014,149,350

Bonds Issued in Fiscal Year 2013

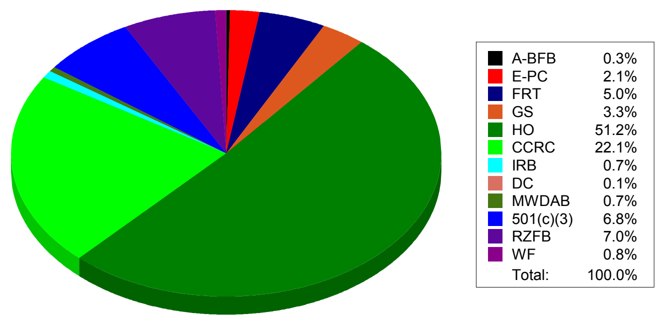


Bonds Issued - Calendar Year Comparison
as of October 31, 2012

Calendar Year 2010

#	Market Sector	Principal Issued
52	Agriculture - Beginner Farmer	9,308,619
5	Education	64,000,000
1	Freight Transfer Facilities Bonds	150,000,000
2	Gas Supply	100,000,000
20	Healthcare - Hospital	1,545,643,433
7	Healthcare - CCRC	667,855,000
4	Industrial Revenue	20,029,184
1	Financially Distressed Cities	1,985,000
1	Midwest Disaster Area Bonds	20,200,000
9	501(c)(3) Not-for-Profit	205,356,062
8	Recovery Zone Facilities Bonds	211,488,000
1	Water Facilities	25,000,000
111		$ 3,020,865,298

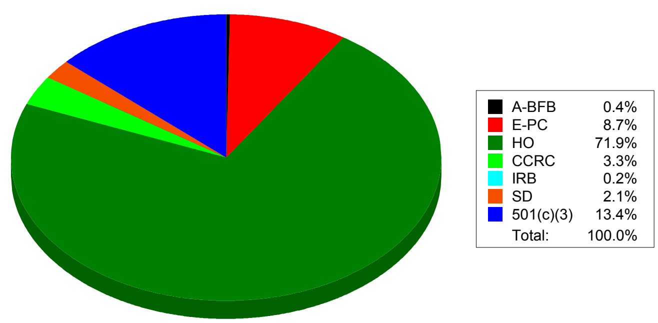
Bonds Issued in Calendar Year 2010



Calendar Year 2011

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

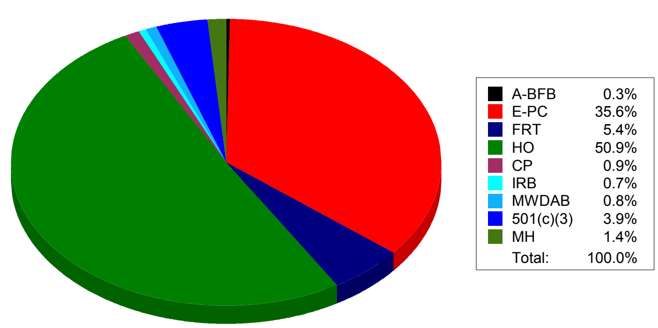
Bonds Issued in Calendar Year 2011



Calendar Year 2012

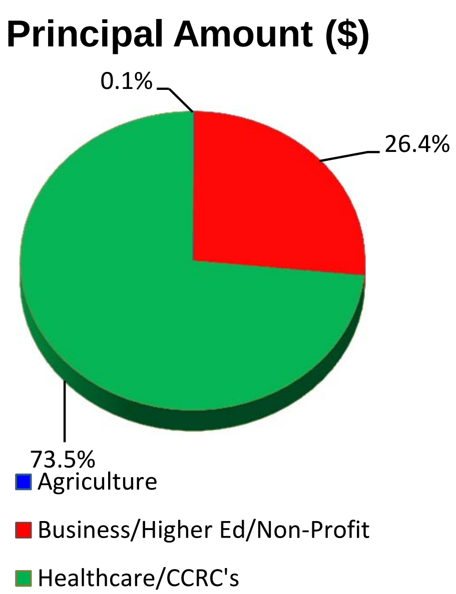
#	Market Sector	Principal Issued
20	Agriculture - Beginner Farmer	4,050,419
4	Education	490,645,000
9	Healthcare - Hospital	700,803,200
1	Healthcare-Community Provider	12,700,000
2	Industrial Revenue	9,545,000
1	Midwest Disaster Area Bonds	11,066,000
7	501(c)(3) Not-for-Profit	54,240,000
1	MultiFamily/Senior Housing	18,630,000
1	Freight Transfer Facilities Bonds	75,000,000
46		$ 1,376,679,619

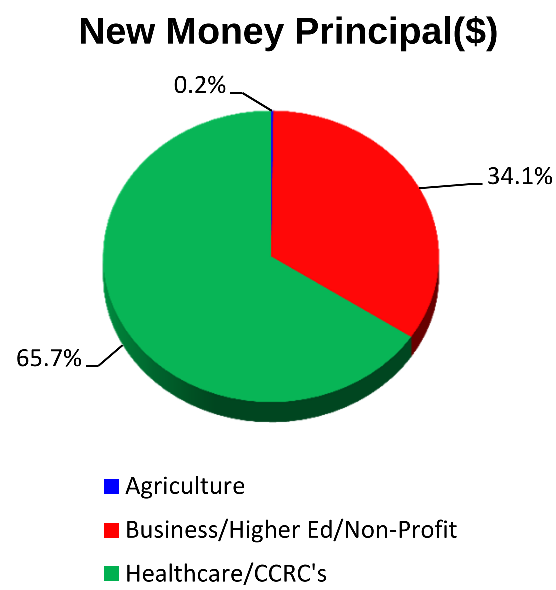
Bonds Issued in Calendar Year 2012

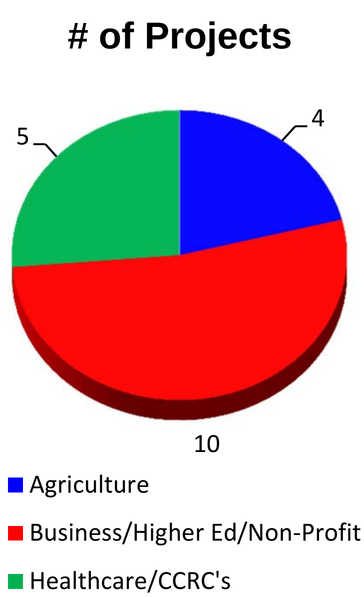


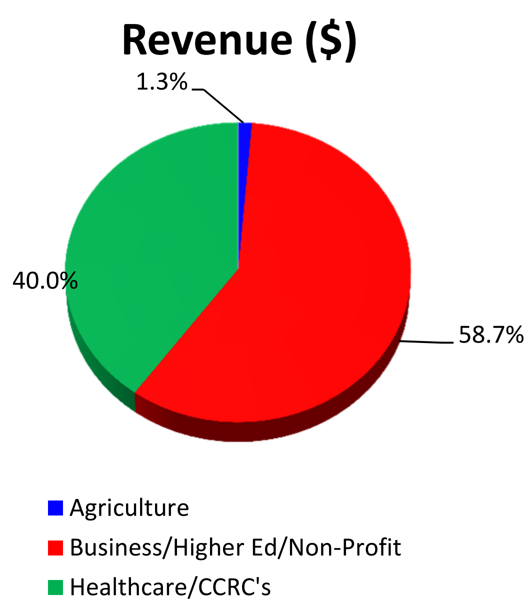
Illinois Finance Authority
Project Revenue
Fiscal Year 2013

Market Sector	Principal Amount ($)	New Money ($)	#	Revenue ($)
Agriculture	$ 1,089,350.00	$ 1,089,350.00	4	$ 15,940.25
Business/Higher Ed/Non-Profit	268,075,000.00	178,550,000.00	10	721,940.50
Healthcare/CCRC's	744,985,000.00	343,841,061.44	5	492,534.17
	$ 1,014,149,350.00	$ 523,480,411.44	19	$ 1,230,414.92



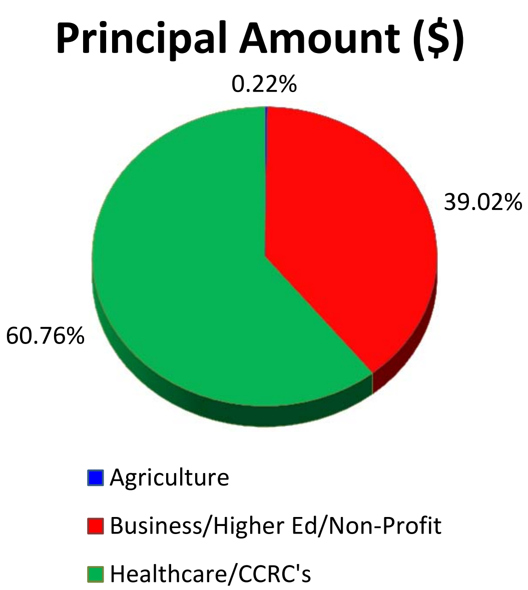


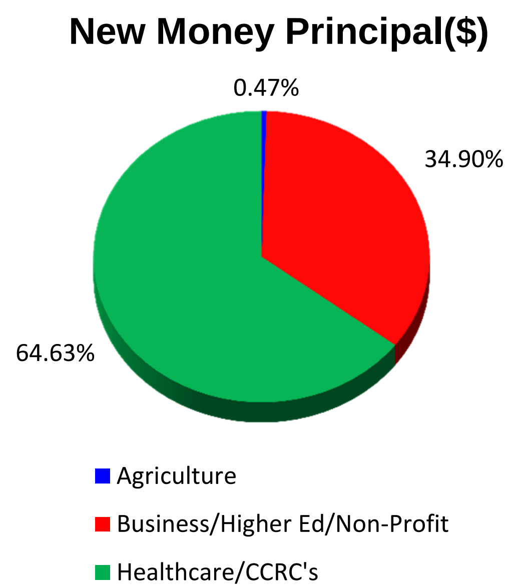


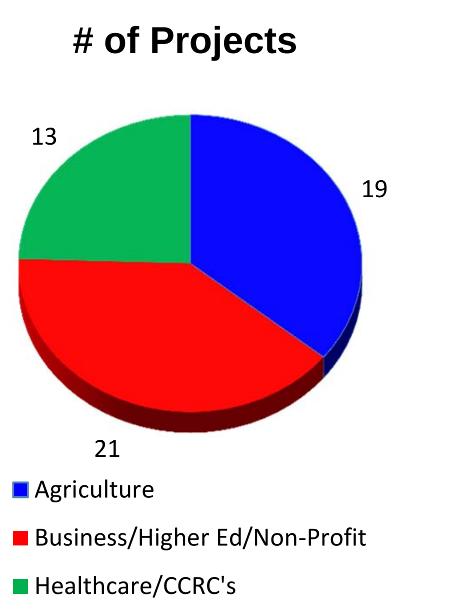


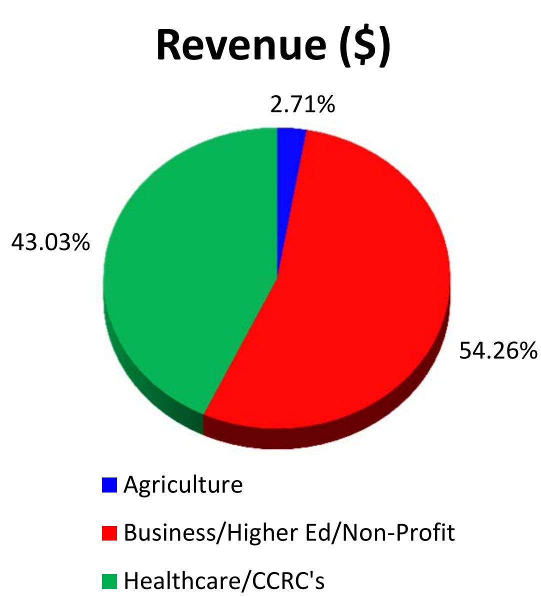
Illinois Finance Authority
Project Revenue
Calendar Year 2012

Market Sector	Principal Amount ($)	New Money ($)	#	Revenue ($)
Agriculture	$ 4,497,069.00	$ 4,497,069.00	19	$ 65,556.03
Business/Higher Ed/Non-Profit	794,566,000.00	336,491,000.00	21	1,314,245.10
Healthcare/CCRC's	1,237,198,200.00	623,134,261.44	13	1,042,163.92
	$ 2,036,261,269.00	$ 964,122,330.44	53	$ 2,421,965.05









ILLINOIS FINANCE AUTHORITY

Schedule of Debt [a]

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

Section I (a)

		Principal Outstanding		Program	Remaining
		June 30, 2012	**October 31, 2012**	**Limitations**	**Capacity**
	Illinois Finance Authority "IFA" [b]				
356	Agriculture	$ 52,193,900	$ 53,283,300		
92	Education	4,096,631,500	4,101,599,700		
262	Healthcare	12,567,258,400	12,862,143,400		
67	Industrial Development [includes Recovery Zone/Midwest Disaster]	643,260,000	717,582,000		
19	Local Government	235,995,000	226,600,000		
18	Multifamily/Senior Housing	157,841,200	175,960,800		
98	501(c)(3) Not-for Profits	1,244,199,800	1,273,150,400		
8	Exempt Facilities Bonds	280,090,000	280,090,000		
920	**Total IFA Principal Outstanding**	**$ 19,277,469,800**	**$ 19,690,409,600**		
	Illinois Development Finance Authority "IDFA" [b]				
2	Education	13,666,400	12,911,400		
5	Healthcare	198,620,000	198,620,000		
49	Industrial Development	212,338,600	204,446,600		
20	Local Government	261,252,100	255,807,100		
10	Multifamily/Senior Housing	95,496,700	92,570,300		
79	501(c)(3) Not-for Profits	881,344,300	854,414,200		
2	Exempt Facilities Bonds	125,000,000	125,000,000		
165	**Total IDFA Principal Outstanding**	**$ 1,787,718,100**	**$ 1,743,769,600**		
	Illinois Rural Bond Bank "IRBB" [b]				
14	Bond Bank Revenue Bonds	16,825,000	16,580,000		
14	**Total IRBB Principal Outstanding**	**$ 16,825,000**	**$ 16,580,000**		
66	**Illinois Health Facilities Authority "IHFA"**	**$ 1,797,621,000**	**$ 1,666,278,000**		
43	**Illinois Educational Facilities Authority "IEFA"**	**$ 1,169,752,000**	**$ 1,089,561,000**		
401	**Illinois Farm Development Authority "IFDA" [f]**	**$ 27,398,700**	**$ 27,398,700**		
1,609	**Total Illinois Finance Authority Debt**	**$ 24,076,784,600**	**$ 24,233,996,900**	**$ 28,150,000,000**	**$ 3,916,003,100**

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

Section I (b)

		Principal Outstanding		Program	Remaining
		June 30, 2012	**October 31, 2012**	**Limitations**	**Capacity**
	General Purpose Moral Obligations				
	Illinois Finance Authority Act [20 ILCS 3501/801-40(w)]				
14	Issued through IRBB - Local Government Pools	16,825,000	$ 16,580,000		
7	Issued through IFA - Local Government Pools	25,305,000	25,305,000		
2	Issued through IFA - Illinois Medical District Commission	39,120,000	38,440,000		
23	**Total General Moral Obligations**	**$ 81,250,000**	**$ 80,325,000**	**$ 150,000,000**	**$ 69,675,000**
	Financially Distressed Cities Moral Obligations				
	Illinois Finance Authority Act [20 ILCS 3501/825-60]				
2	Issued through IFA	$ 3,240,000	$ 3,240,000		
1	Issued through IDFA	2,430,000	2,430,000		
3	**Total Financially Distressed Cities**	**$ 5,670,000**	**$ 5,670,000**	**$ 50,000,000**	**$ 44,330,000**
	State Component Unit Bonds [c]				
14	Issued through IRBB	$ 16,825,000	$ 16,580,000		
2	Issued through IDFA [j]	63,485,000	69,685,000		
10	Issued through IFA [j]	93,064,700	93,064,700		
26	**Total State Component Unit Bonds**	**$ 173,374,700**	**$ 179,329,700**		

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

Section I (c)

		Principal Outstanding		Program	Remaining
		June 30, 2012	**October 31, 2012**	**Limitations**	**Capacity**
3	**Midwest Disaster Bonds [Flood Relief]**	**$ 30,680,435**	**$ 31,825,169**	**$ 1,515,271,000**	**$ 1,474,010,000**

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

Section I (d)

		ARRA Act of 2009 Volume Cap Allocated [h]	City/Counties Ceded Voluntarily to IFA	Bonds Issued as of October 31, 2012	Available "Ceded" Volume Cap
-	**Recovery Zone Economic Development Bonds;**	**$ 666,972,000**	**$ 16,940,000**	**$ 12,900,000**	**$ 4,040,000**
8	**Recovery Zone Facilities Bonds**	**$ 1,000,457,000**	**$ 292,400,000**	**$ 216,066,000**	**$ 76,334,000**
-	**Qualified Energy Conservation Bonds**	**$ 133,846,000**	**$ -**	**$ 12,500,000**	**$ -**

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

Section II

	Principal Outstanding		Program	Remaining
	June 30, 2012	**October 31, 2012**	**Limitations**	**Capacity**
Illinois Power Agency	**$ -**	**$ -**	**$ 4,000,000,000**	**$ 4,000,000,000**

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

Prepared by: J. K. Kuhn
11/5/2012 10:43 AM

ILLINOIS FINANCE AUTHORITY

Schedule of Debt [a]

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

Section III	**Principal Outstanding June 30, 2012**	**Principal Outstanding October 31, 2012**	**Program Limitations**	**Remaining Capacity**
Clean Coal, Coal ,Renewable Energy and Energy Efficiency Projects	**$ -**	**$ -**	**$ 3,000,000,000** [d]	**$ 3,000,000,000**

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

	Section IV	**Principal Outstanding June 30, 2012**	**Principal Outstanding October 31, 2012**	**Program Limitations**	**Remaining Capacity**	**State Exposure**
	Agri Debt Guarantees [Restructuring Existing Debt]	**$ 14,991,100**	**$ 13,944,300**	**$ 160,000,000**	**$ 146,055,700**	**$ 11,841,000**
81	**Fund # 994 - Fund Balance $ 10,044,882**					
	AG Loan Guarantee Program	**$ 15,186,800**	**$ 14,728,600**	**$ 225,000,000** [e]	**$ 210,271,400**	**$ 12,519,300**
35	**Fund # 205 - Fund Balance $ 7,757,553**					
8	Agri Industry Loan Guarantee Program	$ 8,207,725	$ 7,771,400			6,605,700
2	Farm Purchase Guarantee Program	956,064	956,100			812,700
15	Specialized Livestock Guarantee Program	3,812,465	3,799,400			3,229,500
10	Young Farmer Loan Guarantee Program	2,210,585	2,201,700			1,871,400
116	**Total State Guarantees**	**$ 30,177,900**	**$ 28,672,900**	**$ 385,000,000**	**$ 356,327,100**	**$ 24,360,300**

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

	Section V		**Principal Outstanding June 30, 2012**	**Principal Outstanding October 31, 2012**	**Appropriation Fiscal Year 2013**	**Fund Balance**
133	Fire Truck Revolving Loan Program	**Fund # 572**	**$ 16,140,930**	**$ 18,564,092**	**$ 6,003,342**	**$ 2,171,299**
10	Ambulance Revolving Loan Program	**Fund # 334**	**$ 671,227**	**$ 510,240**	**$ 7,006,800**	**$ 3,652,731**

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

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

	Section VI	**Principal Outstanding June 30, 2012**	**Principal Outstanding October 31, 2012**	**Program Limitations**	**Remaining Capacity**
	Environmental [Large Business]				
6	Issued through IFA	122,988,800	122,813,500		
17	Issued through IDFA	346,870,000	295,770,000		
23	**Total Environmental [Large Business]**	**$ 469,858,800**	**$ 418,583,500**	**$ 2,425,000,000**	**$ 2,006,416,500**
	Environmental [Small Business]	-	$ -	**$ 75,000,000**	**$ 75,000,000**
23	**Total Environment Bonds Issued under Act**	**$ 469,858,800**	**$ 418,583,500**	**$ 2,500,000,000**	**$ 2,081,416,500**

Illinois Finance Authority Funds at Risk

Section VII #		**Original Amount**	**Principal Outstanding June 30, 2012**	**Principal Outstanding October 31, 2012**
	Participation Loans			
20	Business & Industry	23,020,157.95	5,105,506.90	4,636,237.61
8	Agriculture	6,079,859.01	1,759,093.06	1,737,561.50
28	**Participation Loans exluding Defaults & Allowances**	**$ 29,100,016.96**	**$ 6,864,599.96**	**$ 6,373,799.11**
	Plus: Legacy IDFA Loans in Default		**910,631.89**	**966,265.91**
	Less: Allowance for Doubtful Accounts		**1,377,989.75**	**1,204,404.01**
	Total Participation Loans		**$ 6,397,242.10**	**$ 6,135,661.01**
0	**Illinois Facility Fund**	**$ 1,000,000.00**	**$ -**	**-**
4	**Local Government Direct Loans**	**$ 1,289,750.00**	**$ 218,423.96**	**208,820.52**
3	**FmHA Loans**	**$ 963,250.00**	**$ 265,068.23**	**260,595.26**
2	**Renewable Energy [RED Fund]**	**$ 2,000,000.00**	**$ 1,579,752.12**	**1,549,824.38**
37	**Total Loans Outstanding**	**$ 34,353,016.96**	**$ 8,460,486.41**	**$ 8,154,901.17**

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

[b] State Component Unit Bonds included in balance.

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

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

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

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

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

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

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

[j] Includes EPA Clean Water Revolving Fund

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

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

Prepared by: J. K. Kuhn
11/5/2012 10:43 AM

MINUTES OF THE OCTOBER 9, 2012 MEETING OF THE COMMITTEE OF THE WHOLE OF THE BOARD OF DIRECTORS OF THE ILLINOIS FINANCE AUTHORITY

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

IFA Committee of the Whole Members Present:

1. William A. Brandt, Jr., Chairman
2. Dr. William Barclay
3. Gila J. Bronner
4. James J. Fuentes
5. Norman M. Gold
6. Lerry Knox
7. Mayor Barrett F. Pedersen
8. Roger E. Poole
9. Bradley A. Zeller

IFA Committee of the Whole Members Excused:

1. Michael W. Goetz, Vice Chairman
2. Edward H. Leonard, Sr.
3. Terrence M. O'Brien
4. Heather D. Parish
5. Mordecai Tessler

IFA Staff Present:

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

IFA Financial Advisor Present:

Courtney Shea, Acacia Financial Group, Inc.

I. Call to Order & Roll Call

The Committee of the Whole Meeting was called to order at 9:32 a.m. by Chairman Brandt. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being eight members physically present, a quorum was reached.

Dr. Barclay arrived in person at 9:39 a.m. He was added to the roll by Mr. Fletcher.

II. Chairman's Remarks

Chairman Brandt welcomed Mr. Knox to the Board. Additionally, Chairman Brandt informed those present that Mordecai Tessler has also been appointed to the Board but was unable to attend today's Committee of the Whole Meeting. The Board currently has one remaining vacancy.

III. Message from the Executive Director

Executive Director Meister welcomed Mr. Knox and congratulated Chairman Brandt on being reappointed to his third consecutive term as Chairman of the Board.

Agenda Item No. 6 will not be considered at today's Board of Directors Meeting as it has been withdrawn from the agenda. Mr. Meister informed members of the Committee of the Whole that Ms. Lenane has been working diligently on this complex matter with the borrower.

Chairman Brandt reminded members of the Committee of the Whole that IFA has experience in working with continuing care retirement communities, most notably The Clare at Water Tower project by the Franciscan Sisters of Chicago Service Corporation. Chairman Brandt speculated that the refinancing for Clare Oaks will entail an escrow fund structured in a similar fashion to that of The Clare at Water Tower when it returns for consideration by the Board.

Director Meister welcomed Daniel Nugent from the Office of the Illinois Auditor General. Mr. Nugent has been assigned within the last year to supervise the audit of IFA.

Finally, Director Meister asked IFA staff to introduce themselves for the benefit of Mr. Knox.

V. Presentation and Consideration of the Financial Statements

Mrs. Granda explained that Total Revenue for September ended at $858,000 or $332,000 or 63.28% above the Fiscal Year ("FY") 2013 budget. In September alone, the Authority had seven closings: four in the Healthcare market sector, two in Business and Industry market sector and one in Agriculture market sector. These aforementioned closings totaled $717,043 in Revenue.

In the Other Income line item there was an adjustment of $76,027 to the loan loss reserve, due to the reduction in principal on the Authority's participation loan portfolio. Year-to-Date Total Revenue ended at $1,619,000 or $38,000 or 2.37% above FY 2013 budget.

Total Expenses for September ended at $337,000 or $33,000 or 10.8% above the FY 2013 budget. The increase is primarily due to the redesign of the Authority's website. Year-to-Date Total Expenses ended at $906,000 or $10,000 or 1.12% below the FY 2013 Budget.

September ended with a Net Income of $521,000 or 135.24% above the FY 2013 budget. This was primarily due to the administration and closing fees and the adjustment to the loan loss reserve. Year-to-Date Net Income is $1,030,000 or 54.83% above FY 2013 budget. This was due to the administration and closing fees, recovery of bad debt and the transfers received from the Venture Capital and Title IX programs.

The Authority's balance sheet remains strong. In September, unrestricted Cash and Investments increased by $175,000. In comparing FY 2012 and FY 2013, Cash increased by $8,100,000 due to the U.S. Securities & Exchange Commission settlements, the recovery of bad debt and the sale of the Venture Capital portfolio.

Mrs. Granda further explained that the Authority has prepared a projection thru December 31, 2012. Total Year-to-Date Projected Revenue will be $3.0 Million or $111,000 above the FY 2013 budget. Core business administration/closing fees will likely be $2.4 Million or $81,000 or 3.27% below the FY 2013 budget.

With respect to the external audit, the Auditor General's audit of FY 2012 is continuing. With respect to the internal audit being conducted by Crow Horwath LLP, IFA staff will have a meeting on October 18, 2012 to review and finalize the internal audit reports.

Chairman Brandt stated he is happy that the Authority is mostly within the parameters of the FY 2013 budget after a reasonably busy several months. However, the remainder of the fiscal year looks to be unpredictable concerning new projects.

Chairman Brandt explained to Mr. Knox that new sources of revenue are needed for IFA. One potential program for investigation is the Immigrant Investor Program, also known as "EB-5" administered by U.S. Citizenship and Immigration Services. Chairman Brandt stated that he and Mr. Meister have been approached by interested parties with respect to the program, but these ideas are still embryonic. As such, Director Meister will be attending a seminar on the EB-5 program.

Similarly, The Pritzker Group will be hosting a venture capital networking event that Chairman Brandt has recommended Mr. Meister and/or Mr. Fuentes attend. It would advantageous for IFA to learn from seasoned market participants such as J.B. Pritzker regarding the venture capital industry.

Mr. Meister further explained that the EB-5 program, which attracts foreign investors, has been identified by President/CEO Toby Rittner of the Council of Development Finance Agencies as a growth vehicle for agencies and authorities such as IFA.

Chairman Brandt and members of the Committee of the Whole engaged in a discussion about the requirements of the EB-5 program as well as the opportunities for economic benefit associated with it.

IV. Consideration of the Minutes

Dr. Barclay informed the Assistant Secretary of the Board that a correction was needed with respect to attendance at the Committee of the Whole Meeting held on September 11, 2012.

Mr. Zeller likewise reiterated that a correction concerning Mr. Leonard's attendance was needed.

The minutes of the Committee of the Whole Meeting held on September 11, 2012 were revised and corrected by the Assistant Secretary of the Board.

VI. Committee Reports

Agriculture Committee

Mr. Zeller reported that while the Agriculture Committee was unable to reach a quorum, they did review one Beginning Farmer Bond project and one Agri-Debt Guarantee being presented for this month's agenda and were ultimately satisfied. However, there was a lengthy discussion of the Agri-Debt Guarantee as it places State Treasurer funds at risk.

Healthcare Committee

Dr. Barclay reported that the Healthcare Committee reviewed two projects for this month's agenda. They made no recommendation concerning Clare Oaks but did recommend approval of Centegra Health System.

VII. Project Reports and Resolutions

Mr. Senica presented the following projects:

Agriculture – Beginning Farmer Bonds

Item No. 1: **<u>Arian A. Landheer - $330,000</u>**

Arian A. Landheer is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Hundred Thirty Thousand Dollars ($330,000). Bond proceeds will be used to finance the acquisition of approximately 34.48 acres of farmland located in Lyndon Township in Whiteside County. This project is being presented for one-time consideration.

Agriculture – Agri-Debt Guarantee

Item No. 2: **J Double R, L.L.C. - $850,000**

J Double R, L.L.C. is requesting approval of a Specialized Livestock Guarantee in an amount not-to-exceed 85% of a proposed loan of One Million Dollars ($1,000,000). Loan proceeds will be used to (i) finance construction and to provide permanent financing of a 3,400 head, wean-to-finish hog building and (ii) refinance the Three Hundred Twenty-Five Thousand Dollar ($325,000) outstanding balance of an existing IFA Guaranteed loan that closed in 2003. IFA will guarantee Eighty-Five percent of the One Million Dollar ($1,000,000) face loan amount, or Eight Hundred Fifty Thousand Dollars ($850,000). This Eight Hundred Fifty Thousand Dollar guarantee amount represents State Treasurer Funds at risk. This project is being presented for one-time consideration.

Mr. Senica reported that the limited liability company is owned by seven members: Ron Mueller, Sr. and his six sons.

Chairman Brandt inquired as to the collateral of the loan, given the State Treasurer funds at risk. More specifically, Chairman Brandt asked Mr. Senica if any members of the borrowing entity are offering personal guarantees. Mr. Senica stated that at this time only the building being constructed will serve as collateral pursuant to the bank's request.

Mr. Zeller, Mr. Gold and members of the Committee of the Whole engaged in a discussion about the income tax implications concerning the structure of this financing as well as the loan value itself.

Executive Director Meister asked Mr. Frampton if the Credit Review Committee had any unresolved issues concerning this agenda item. Mr. Frampton confirmed that Mr. Senica had successfully answered the Credit Review Committee's questions; additionally, Mr. Frampton informed members of the Committee of the Whole that the Credit Review Committee looks to the Agriculture Committee for policy direction on borrower requirements concerning Agri-Debt Guarantee programs generally, and the Specialized Livestock Guarantee program, in particular.

Chairman Brandt requested that Mr. Senica approach the borrower about offering a personal guarantee to mitigate risk relating to the ownership structure on this project. Moreover, Chairman Brandt and Mr. Zeller engaged in a discussion about real estate valuation and environmental issues for livestock projects.

There was an overall discussion on the marketing of the Agri-Debt Guarantee program, specifically, collateral requirements for livestock projects and limited liability entities.

Mr. Frampton presented the following projects:

Business and Industry – Midwestern Disaster Area Revenue Bonds

Item No. 3: ROA Riverside Development, LLC - $10,000,000

ROA Riverside Development, LLC is requesting approval of a Final Bond Resolution in an amount not-to-exceed Ten Million Dollars ($10,000,000) of Midwestern Disaster Area Revenue Bond financing.

Bond proceeds will be combined with other funds and used to finance all or a portion of the costs of (i) acquiring, constructing, remodeling, renovating and equipping an approximately 88,000 square foot medical office facility and retail facility to be located at 5825, 5875, and 5901 East Riverside Boulevard, Rockford, Illinois, to be owned by the Borrower and leased to Rockford Orthopedic Associates, Ltd. (an affiliate of the Borrower) and other users (the "Project"), (ii) costs of issuance, if deemed necessary or desirable by the Borrower, (iii) capitalized interest, if deemed necessary or desirable by the Borrower, and (iv) certain reserves, if deemed necessary or desirable by the Borrower (and collectively with the Project, the "Financing Purposes").

This Project is expected to create 59 new jobs, with peak construction employment estimated at 55 and average on-site construction employment estimated at 30. The anticipated issuance amount is $10.0 Million.

Chairman Brandt stated that it is belief that many vacant retail sites such as this are being converted and repurposed for medical office use. Mr. Frampton confirmed there is an established medical practice associated with this borrower.

Executive Director Meister reminded members of the Committee of the Whole that Winnebago County and the City of Rockford were instrumental for IFA in 2010 concerning Recovery Zone Facility Bond allocations. Additionally, it was noted that the December 31, 2012 sunset date for Midwestern Disaster Area Revenue Bond projects is quickly approaching.

Business and Industry – Affordable Rental Housing Bonds

Item No. 4: Concordia Place Apartments, L.P.

Concordia Place Apartments, L.P. is requesting approval of a Final Bond Resolution in an amount not-to-exceed Fifteen Million One Hundred Thousand Dollars ($15,100,000) of IFA Affordable Rental Housing Revenue Bonds.

Specifically, Bond proceeds will be used by Concordia Place Apartments, L.P. (or the "Borrower"), an Illinois limited partnership, to (i) issue an amount not to exceed Twelve Million One Hundred Thousand Dollars ($12,100,000) aggregate principal amount of IFA Variable Rate Demand Multi-Family Housing Revenue Refunding Bonds Series 2012A (the "Series 2012A Bonds") to refund City of Chicago Variable Rate Demand Multi-Family Housing Revenue Bonds Series

2003 (the "Series 2003 Bonds"), the proceeds of which were loaned to the Borrower to finance costs of acquisition and renovation of a 297-unit residential rental housing development (or hereinafter, the "Development") comprising 29 buildings in the City of Chicago, Illinois (the "Series 2003 Project"); and (ii) issue in an amount not to exceed Three Million Dollars ($3,000,000) in aggregate principal amount IFA Subordinate Multi-Family Housing Revenue Bonds Series 2012B (the "Series 2012B Bonds", and together with the Series 2012A Bonds and hereinafter the "Bonds"), to finance, refinance and reimburse a loan to the Borrower for payment of costs of certain capital improvements to the Development and related costs, (iii) fund certain reserves for the Development, and (iv) pay costs of issuance of the Bonds (the "Series 2012 Project").

The office and clubhouse facility for Concordia Place Apartments is located at 13037 S. Daniel Drive in Chicago. The 29 residential buildings are located at nearby addresses on E. 130th Street, S. Daniel Drive, E. 131st Place, and S. Dr. Martin Luther King Jr. Drive, all in Chicago.

The Series 2012 Project is expected to create 10 to 15 new construction jobs.

Chairman Brandt inquired as to the amount of Volume Cap available for this project. Mr. Frampton informed members of the Committee of the Whole that this project will use 2010 Carryforward volume cap available to the IFA.

Additionally, Mr. Frampton and Chairman Brandt engaged in a discussion about the rules promulgated by the Internal Revenue Service concerning Volume Cap as well as the historical utilization of Volume Cap by IFA.

Ms. O'Brien presented the following project:

Item No. 5: **Centegra Health System - $250,000,000**

Centegra Health System is requesting approval of a Final Bond Resolution in an amount not-to-exceed Two Hundred Fifty Million Dollars ($250,000,000). This project is being presented for one-time consideration.

Bond proceeds will be used by Centegra Health System (or the "Corporation") in one or more series to do any or all of the following: (a) refund all of the Illinois Health Facilities Authority Revenue Bonds, Series 1998 (Centegra Health System) (hereinafter, the "Series 1998 Bonds"); (b) refund all of the Illinois Health Facilities Authority Revenue Bonds, Series 2002 (Centegra Health System) Short Term Adjustable Rate Securities (hereinafter, the "Series 2002 Bonds"); (c) refund all of the City of McHenry, Illinois Health Facilities Refunding Revenue Bonds (NIMED CORP. Projects) Series 2003 (hereinafter, the "Series 2003 Bonds"); (d) refund all of the Upper Illinois River Valley Development Authority Revenue Bonds, Series 2007 (NIMED Corp. Project) (hereinafter, the “Series 2007 Bonds” and, together with the Series 1998 Bonds, the Series 2002 Bonds and the Series 2003 Bonds, the “Prior Bonds”); (e) refinance all or a portion of certain indebtedness of the Corporation and the Users (as hereinafter defined), including without limitation a Promissory Note dated August 21, 2006 to First Midwest Bank from the Corporation and certain indebtedness payable to GE Government Finance or an affiliate thereof (collectively, the “Prior Indebtedness”); (f) pay or reimburse the Corporation and Northern Illinois Medical Center (“NIMC”), Memorial Medical Center - Woodstock (“MMC”) and NIMED Corp. (“NIMED” and, collectively with NIMC and MMC, the “Users”), each an Illinois not for profit corporation controlled by the Corporation, for the payment of the cost of acquiring, constructing, renovating, remodeling and equipping certain of their health facilities (the “Project”); (g) finance the cost of terminating certain interest rate hedges entered into in connection with the issuance of certain of the Prior Bonds; (h) pay a portion of the interest on the Series 2012 Bonds, if deemed necessary and desirable; (i) establish a debt service reserve fund for the benefit of the Series 2012 Bonds, if deemed necessary or desirable; and (j) pay certain expenses incurred in connection with the issuance of the Series 2012 Bonds, the refunding of the Prior Bonds and the refinancing of the Prior Indebtedness, all as permitted by the Act (collectively, the “Financing Purposes”).

Ms. O’Brien, in response to questions raised at the Healthcare Committee Meeting, informed members of the Committee of the Whole that the capital projects associated with this transaction will utilize current employees and therefore not create any jobs. Moreover, the Information Technology system is projected to cost $15.0 million, but bond counsel is still researching if that can be financed with tax-exempt bonds.

Director Meister complemented Ms. Lenane for her diligent efforts in bringing this borrower to IFA.

Dr. Barclay reiterated Mr. Meister’s statements.

Item No. 6: **<u>Clare Oaks - $90,000,000</u>**

Withdrawn from agenda.

VIII. Other Business

None.

IX. Public Comment

None.

X. Adjournment

The Committee of the Whole Meeting adjourned at 10:26 a.m.

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

MINUTES OF THE OCTOBER 9, 2012 MEETING OF THE BOARD OF DIRECTORS OF THE ILLINOIS FINANCE AUTHORITY

The Board of Directors (the "Board") of the Illinois Finance Authority (the "IFA"), pursuant to notice duly given, held a Board Meeting on October 9, 2012, at 10:30 a.m. in the Conference Center, One Prudential Plaza, 130 East Randolph Avenue, Suite 750, Chicago, Illinois 60601.

IFA Board Members Present:

1. William A. Brandt, Jr., Chairman
2. Dr. William Barclay
3. Gila J. Bronner
4. James J. Fuentes
5. Norman M. Gold
6. Lerry Knox
7. Mayor Barrett F. Pedersen
8. Roger E. Poole
9. Bradley A. Zeller

IFA Board Members Excused:

1. Michael W. Goetz, Vice Chairman
2. Edward H. Leonard, Sr.
3. Terrence M. O'Brien
4. Heather D. Parish
5. Mordecai Tessler

IFA Staff Present:

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

IFA Financial Advisor Present:

Courtney Shea, Acacia Financial Group, Inc.

I. Call to Order & Roll Call

The Board Meeting was called to order at 10:38 a.m. by Chairman Brandt. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being nine members present, a quorum was reached.

II. Chairman's Remarks

Chairman Brandt welcomed members of the Board, IFA staff and all guests present. Chairman Brandt thanked Prudential Plaza maintenance staff for restoring the teleconference connection in accordance with the Open Meetings Act for today's Board Meeting.

III. Adoption of Minutes

Chairman Brandt stated that both the Minutes of the Committee of the Whole Meeting and the Minutes of the Board Meeting, each held on September 11, 2012, were reviewed at the Committee of the Whole Meeting held earlier this morning. Revisions to attendance were requested and made with respect to the Minutes of the Committee of the Whole Meeting held on September 11, 2012. Additionally, Chairman Brandt stated that the Financial Statements for the Month ended September 30, 2012 were reviewed at the Committee of the Whole Meeting held earlier this morning. Chairman Brandt requested a motion to adopt the revised Minutes of both Meetings held on September 11, 2012 and accept the Financial Statements for the Month ended September 30, 2012. Mayor Pedersen made a motion and Ms. Bronner seconded the motion. A roll call vote was taken and the motion was adopted unanimously.

After the vote was taken, Chairman Brandt acknowledged the appointment of IFA's new Board members, Mr. Knox and Mr. Tessler. Mr. Knox received congratulations from Chairman Brandt, the Board and all guests present on his appointment. Mr. Tessler was unavailable to attend the Board Meeting.

(The teleconference connection was momentarily lost but reconnected by IFA staff.)

Chairman Brandt informed everyone that IFA works diligently to comply with the Open Meetings Act and apologized for the brief interruption. Furthermore, Chairman Brandt explained that while in years prior IFA has been able to hold its Board Meetings at varying locations throughout the state, it is now easier to reach a quorum at the Chicago location and maintain a toll-free teleconference number for guests wishing to call-in from cities across the state.

Executive Director Meister took the opportunity to inform members of the Board, IFA staff and all guests present that Chairman Brandt had been reappointed as Chairman on September 24, 2012 to his third consecutive term as Chairman of the IFA Board of Directors. Executive Director Meister provided a brief summation of the expertise that Chairman Brandt has brought to IFA during the economic recession and likewise provided an overview of the accomplishments that have taken place under his leadership.

Chairman Brandt received congratulations from members of the Board, IFA staff and all guests present.

Chairman Brandt acknowledged fellow members of the Board that have been instrumental in guiding the IFA through the economic recession; additionally, Chairman Brandt thanked previous Executive Directors Kym Hubbard and John Filan as well as current Executive Director Christopher Meister.

Acceptance of Financial Statements

See Item III.

IV. Approval of Project Reports and Resolutions

Chairman Brandt asked Mr. Frampton to present the projects to the Board.

Mr. Frampton presented each of the following projects:

Agriculture – Beginning Farmer Bonds

Item No. 1: <u>Arian A. Landheer - $330,000</u>

Arian A. Landheer is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Hundred Thirty Thousand Dollars ($330,000). Bond proceeds will be used to finance the acquisition of approximately 34.48 acres of farmland located in Lyndon Township in Whiteside County. This project is being presented for one-time consideration.

Agriculture – Agri-Debt Guarantee

Item No. 2: <u>J Double R, LLC - $850,000</u>

J Double R, L.L.C. is requesting approval of a Specialized Livestock Guarantee in an amount not-to-exceed 85% of a proposed loan of One Million Dollars ($1,000,000). Loan proceeds will be used to (i) finance construction and to provide permanent financing of a 3,400 head, wean-to-finish hog building and (ii) refinance the Three Hundred Twenty-Five Thousand Dollar ($325,000) outstanding balance of an existing IFA Guaranteed loan that closed in 2003. IFA will guarantee Eighty-Five percent of the One Million Dollar ($1,000,000) face loan amount, or Eight Hundred Fifty Thousand Dollars ($850,000). This Eight Hundred Fifty Thousand Dollar guarantee amount represents State Treasurer Funds at risk. This project is being presented for one-time consideration.

Approval of this project is subject to the conditions discussed at the Committee of the Whole Meeting held earlier this morning.

Chairman Brandt explained that IFA is working with the borrower to balance the risks associated with providing a loan guarantee, given the State Treasurer funds at risk.

Business and Industry – Midwestern Disaster Area Revenue Bonds

Item No. 3: **<u>ROA Riverside Development, LLC - $10,000,000</u>**

ROA Riverside Development, LLC is requesting approval of a Final Bond Resolution in an amount not-to-exceed Ten Million Dollars ($10,000,000) of Midwestern Disaster Area Revenue Bond financing.

Bond proceeds will be combined with other funds and used to finance all or a portion of the costs of (i) acquiring, constructing, remodeling, renovating and equipping an approximately 88,000 square foot medical office facility and retail facility to be located at 5825, 5875, and 5901 East Riverside Boulevard, Rockford, Illinois, to be owned by the Borrower and leased to Rockford Orthopedic Associates, Ltd. (an affiliate of the Borrower) and other users (the "Project"), (ii) costs of issuance, if deemed necessary or desirable by the Borrower, (iii) capitalized interest, if deemed necessary or desirable by the Borrower, and (iv) certain reserves, if deemed necessary or desirable by the Borrower (and collectively with the Project, the "Financing Purposes").

This Project is expected to create 59 new jobs, with peak construction employment estimated at 55 and average on-site construction employment estimated at 30. The anticipated issuance amount is $10.0 Million.

Mr. Frampton stated that after the anticipated Midwestern Disaster Area Revenue Bonds are issued for the ROA Riverside Development, LLC project, IFA will have approximately $1.3 Billion of unencumbered Midwestern Disaster Area Revenue Bond allocation remaining for use prior to the December 31, 2012 program sunset date under federal law.

Executive Director Meister informed members of the Board, IFA staff and all guest present that prospective Midwestern Disaster Area Revenue Bond projects will need to have their financing commitments and substantially final bond documents ready before the IFA Board of Directors convenes for the December 11, 2012 Board Meeting.

Business and Industry – Affordable Rental Housing Bonds

Item No. 4: **<u>Concordia Place Apartments, L.P.</u>**

Concordia Place Apartments, L.P. is requesting approval of a Final Bond Resolution in an amount not-to-exceed Fifteen Million One Hundred Thousand Dollars ($15,100,000) of IFA Affordable Rental Housing Revenue Bonds.

Specifically, Bond proceeds will be used by Concordia Place Apartments, L.P. (or the "Borrower"), an Illinois limited partnership, to (i) issue an amount not to exceed Twelve Million One Hundred Thousand Dollars ($12,100,000) aggregate principal amount of IFA Variable Rate Demand Multi-Family Housing Revenue Refunding Bonds Series 2012A (the "Series 2012A Bonds") to refund City of Chicago Variable Rate Demand Multi-Family Housing Revenue Bonds Series 2003 (the "Series 2003 Bonds"), the proceeds of which were loaned to the Borrower to finance costs of acquisition and renovation of a 297-unit residential rental housing development (or hereinafter, the "Development") comprising 29 buildings in the City of Chicago, Illinois (the "Series 2003 Project"); and (ii) issue in an amount not to exceed Three Million Dollars ($3,000,000) in aggregate principal amount IFA Subordinate Multi-Family Housing Revenue Bonds Series 2012B (the "Series 2012B Bonds", and together with the Series 2012A Bonds and hereinafter the "Bonds"), to finance, refinance and reimburse a loan to the Borrower for payment of costs of certain capital improvements to the Development and related costs, (iii) fund certain reserves for the Development, and (iv) pay costs of issuance of the Bonds (the "Series 2012 Project").

The office and clubhouse facility for Concordia Place Apartments is located at 13037 S. Daniel Drive in Chicago. The 29 residential buildings are located at nearby addresses on E. 130th Street, S. Daniel Drive, E. 131st Place, and S. Dr. Martin Luther King Jr. Drive, all in Chicago.

The Series 2012 Project is expected to create 10 to 15 new construction jobs.

Healthcare – 501(c)(3) Revenue Bonds

Item No. 5: **Centegra Health System - $250,000,000**

Centegra Health System is requesting approval of a Final Bond Resolution in an amount not-to-exceed Two Hundred Fifty Million Dollars ($250,000,000). This project is being presented for one-time consideration.

Bond proceeds will be used by Centegra Health System (or the "Corporation") in one or more series to do any or all of the following: (a) refund all of the Illinois Health Facilities Authority Revenue Bonds, Series 1998 (Centegra Health System) (hereinafter, the "Series 1998 Bonds"); (b) refund all of the Illinois Health Facilities Authority Revenue Bonds, Series 2002 (Centegra Health System) Short Term Adjustable Rate Securities (hereinafter, the "Series 2002 Bonds"); (c) refund all of the City of McHenry, Illinois Health Facilities Refunding Revenue Bonds (NIMED CORP. Projects) Series 2003 (hereinafter, the "Series 2003 Bonds"); (d) refund all of the Upper Illinois River Valley Development Authority Revenue Bonds, Series 2007 (NIMED Corp. Project) (hereinafter, the "Series 2007 Bonds" and, together with the Series 1998 Bonds, the Series 2002 Bonds and the Series 2003 Bonds, the "Prior Bonds"); (e) refinance all or a portion of certain indebtedness of the Corporation and the Users (as hereinafter defined), including without limitation a Promissory Note dated

August 21, 2006 to First Midwest Bank from the Corporation and certain indebtedness payable to GE Government Finance or an affiliate thereof (collectively, the "Prior Indebtedness"); (f) pay or reimburse the Corporation and Northern Illinois Medical Center ("NIMC"), Memorial Medical Center - Woodstock ("MMC") and NIMED Corp. ("NIMED" and, collectively with NIMC and MMC, the "Users"), each an Illinois not for profit corporation controlled by the Corporation, for the payment of the cost of acquiring, constructing, renovating, remodeling and equipping certain of their health facilities (the "Project"); (g) finance the cost of terminating certain interest rate hedges entered into in connection with the issuance of certain of the Prior Bonds; (h) pay a portion of the interest on the Series 2012 Bonds, if deemed necessary and desirable; (i) establish a debt service reserve fund for the benefit of the Series 2012 Bonds, if deemed necessary or desirable; and (j) pay certain expenses incurred in connection with the issuance of the Series 2012 Bonds, the refunding of the Prior Bonds and the refinancing of the Prior Indebtedness, all as permitted by the Act (collectively, the "Financing Purposes").

Dr. Barclay commended Ms. Lenane and Ms. O'Brien for their hard work in bringing this project to IFA, given the competitive market among issuers for this borrower.

Chairman Brandt also thanked Ms. Lenane and Ms. O'Brien on this endeavor.

Item No. 6: <u>Clare Oaks - $90,000,000</u>

Withdrawn from agenda.

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

V. Other Business

None.

VII. Public Comment

None.

VIII. Adjournment

Chairman Brandt requested a motion to adjourn the Board Meeting. A motion to adjourn was made by Dr. Barclay and seconded by Mr. Poole. A roll call vote was taken and the motion was adopted unanimously.

The Board Meeting adjourned at 12:01 p.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
October 31, 2012

	Actual October 2012	Budget October 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Budget YTD FY 2013	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2013	% of Budget Expended
REVENUE										
INTEREST ON LOANS	20,570	16,282	4,288	26.34%	83,734	70,282	13,452	19.14%	269,742	31.04%
INVESTMENT INTEREST & GAIN(LOSS)	5,979	2,083	3,896	187.04%	18,731	8,332	10,399	124.81%	25,000	74.92%
ADMINISTRATIONS & APPLICATION FEES	449,909	374,481	75,428	20.14%	1,675,178	1,754,240	(79,062)	-4.51%	3,789,504	44.21%
ANNUAL ISSUANCE & LOAN FEES	28,627	35,909	(7,282)	-20.28%	116,648	125,684	(9,036)	-7.19%	386,222	30.20%
OTHER INCOME	5,350	17,198	(11,848)	-68.89%	234,969	68,792	166,177	241.56%	206,375	113.86%
TOTAL REVENUE	510,435	445,953	64,482	14.46%	2,129,260	2,027,330	101,930	5.03%	4,676,843	45.53%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	109,869	121,978	(12,109)	-9.93%	444,933	496,049	(51,116)	-10.30%	1,462,277	30.43%
BENEFITS	19,620	20,158	(538)	-2.67%	78,950	81,132	(2,182)	-2.69%	244,896	32.24%
TEMPORARY HELP	-		-	0.00%			-	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	445	500	(55)	-11.00%	595	2,000	(1,405)	-70.25%	6,000	9.92%
TRAVEL & AUTO	4,666	5,000	(334)	-6.68%	14,883	20,000	(5,117)	-25.59%	60,000	24.81%
TOTAL EMPLOYEE RELATED EXPENSES	134,600	147,636	(13,036)	-8.83%	539,361	599,181	(59,820)	-9.98%	1,773,173	30.42%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	37,955	37,458	497	1.33%	151,558	149,832	1,726	1.15%	449,500	33.72%
LOAN EXPENSE & BANK FEE	7,322	8,750	(1,428)	-16.32%	32,730	35,000	(2,270)	-6.49%	105,000	31.17%
ACCOUNTING & AUDITING	26,506	24,754	1,752	7.08%	109,455	99,016	10,439	10.54%	297,000	36.85%
MARKETING GENERAL	71	1,250	(1,179)	-94.32%	2,177	5,000	(2,823)	-56.46%	15,000	14.51%
FINANCIAL ADVISORY	8,333	8,333	-	0.00%	33,332	33,332	-	0.00%	100,000	33.33%
CONFERENCE/TRAINING	403	2,500	(2,097)	-83.88%	5,998	10,000	(4,002)	-40.02%	30,000	19.99%
MISC. PROFESSIONAL SERVICES	6,250	6,250	-	0.00%	36,600	25,000	11,600	46.40%	75,000	48.80%
DATA PROCESSING	15,845	5,833	10,012	171.64%	66,041	23,332	42,709	183.05%	70,000	94.34%
TOTAL PROFESSIONAL SERVICES	102,685	95,128	7,557	7.94%	437,891	380,512	57,379	15.08%	1,141,500	38.36%
OCCUPANCY COSTS										
OFFICE RENT	21,992	22,406	(414)	-1.85%	86,160	89,624	(3,464)	-3.87%	268,872	32.04%
EQUIPMENT RENTAL AND PURCHASES	1,045	1,333	(288)	-21.61%	4,683	5,332	(649)	-12.17%	16,000	29.27%
TELECOMMUNICATIONS	3,048	2,917	131	4.49%	10,062	11,668	(1,606)	-13.76%	35,000	28.75%
UTILITIES	1,208	1,000	208	20.80%	4,049	4,000	49	1.23%	12,000	33.74%
DEPRECIATION	3,621	2,708	913	33.71%	14,557	10,832	3,725	34.39%	32,500	44.79%
INSURANCE	1,950	2,083	(133)	-6.39%	7,801	8,332	(531)	-6.37%	25,000	31.20%
TOTAL OCCUPANCY COSTS	32,864	32,447	417	1.29%	127,312	129,788	(2,476)	-1.91%	389,372	32.70%

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

	Actual October 2012	Budget October 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Budget YTD FY 2013	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2013	% of Budget Expended
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	5,228	2,983	2,245	75.26%	13,097	11,932	1,165	9.76%	35,800	36.58%
BOARD MEETING - EXPENSES	2,146	2,917	(771)	-26.43%	8,972	11,668	(2,696)	-23.11%	35,000	25.63%
PRINTING	540	833	(293)	-35.17%	2,170	3,332	(1,162)	-34.87%	10,000	21.70%
POSTAGE & FREIGHT	1,503	1,250	253	20.24%	6,181	5,000	1,181	23.62%	15,000	41.21%
MEMBERSHIP, DUES & CONTRIBUTIONS	1,000	2,000	(1,000)	-50.00%	2,877	8,000	(5,123)	-64.04%	34,000	8.46%
PUBLICATIONS	172	583	(411)	-70.50%	394	2,332	(1,938)	-83.10%	7,000	5.63%
OFFICERS & DIRECTORS INSURANCE	16,542	16,667	(125)	-0.75%	64,734	66,668	(1,934)	-2.90%	200,000	32.37%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	27,131	27,233	(102)	-0.37%	98,425	108,932	(10,507)	-9.65%	336,800	29.22%
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	297,280	302,444	(5,164)	-1.71%	1,202,989	1,218,413	(15,424)	-1.27%	3,640,845	33.04%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	213,155	143,509	69,646	48.53%	926,271	808,917	117,354	14.51%	1,035,998	89.41%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TRANSFER	-	-	-	0.00%	317,153	-	317,153	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%	-	-
NET INCOME/(LOSS)	213,155	143,509	69,646	48.53%	1,243,424	808,917	434,507	53.71%	1,035,998	120.02%

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

	Actual October 2012	Actual October 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Actual YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance
REVENUE								
INTEREST ON LOANS	20,570	(126,048)	146,618	-116.32%	83,734	195,263	(111,529)	-57.12%
INVESTMENT INTEREST & GAIN(LOSS)	5,979	2,721	3,258	119.74%	18,731	9,200	9,531	103.60%
ADMINISTRATIONS & APPLICATION FEES	449,909	383,020	66,889	17.46%	1,675,178	932,488	742,690	79.65%
ANNUAL ISSUANCE & LOAN FEES	28,627	37,575	(8,948)	-23.81%	116,648	151,226	(34,578)	-22.87%
OTHER INCOME	5,350	1,025,119	(1,019,769)	-99.48%	234,969	1,167,544	(932,575)	-79.87%
TOTAL REVENUE	510,435	1,322,387	(811,952)	-61.40%	2,129,260	2,455,721	(326,461)	-13.29%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	109,869	121,745	(11,876)	-9.75%	444,933	513,887	(68,954)	-13.42%
BENEFITS	19,620	18,756	864	4.61%	78,950	79,461	(511)	-0.64%
TEMPORARY HELP	-	137	(137)	0.00%		137	(137)	0.00%
EDUCATION & DEVELOPMENT	445	-	445	0.00%	595	150	445	296.67%
TRAVEL & AUTO	4,666	6,616	(1,950)	-29.47%	14,883	15,477	(594)	-3.84%
TOTAL EMPLOYEE RELATED EXPENSES	134,600	147,254	(12,654)	-8.59%	539,361	609,112	(69,751)	-11.45%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	37,955	29,632	8,323	28.09%	151,558	118,848	32,710	27.52%
LOAN EXPENSE & BANK FEE	7,322	38,260	(30,938)	-80.86%	32,730	65,321	(32,591)	-49.89%
ACCOUNTING & AUDITING	26,506	21,780	4,726	21.70%	109,455	87,395	22,060	25.24%
MARKETING GENERAL	71	67	4	5.97%	2,177	1,651	526	31.86%
FINANCIAL ADVISORY	8,333	16,667	(8,334)	-50.00%	33,332	66,668	(33,336)	-50.00%
CONFERENCE/TRAINING	403	793	(390)	-49.18%	5,998	6,457	(459)	-7.11%
MISC. PROFESSIONAL SERVICES	6,250	9,167	(2,917)	-31.82%	36,600	36,668	(68)	-0.19%
DATA PROCESSING	15,845	5,309	10,536	198.46%	66,041	12,533	53,508	426.94%
TOTAL PROFESSIONAL SERVICES	102,685	121,675	(18,990)	-15.61%	437,891	395,541	42,350	10.71%
OCCUPANCY COSTS								
OFFICE RENT	21,992	21,132	860	4.07%	86,160	86,719	(559)	-0.64%
EQUIPMENT RENTAL AND PURCHASES	1,045	2,020	(975)	-48.27%	4,683	7,844	(3,161)	-40.30%
TELECOMMUNICATIONS	3,048	1,920	1,128	58.75%	10,062	9,672	390	4.03%
UTILITIES	1,208	1,012	196	19.37%	4,049	4,536	(487)	-10.74%
DEPRECIATION	3,621	4,075	(454)	-11.14%	14,557	12,717	1,840	14.47%
INSURANCE	1,950	1,945	5	0.26%	7,801	7,780	21	0.27%
TOTAL OCCUPANCY COSTS	32,864	32,104	760	2.37%	127,312	129,268	(1,956)	-1.51%

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

	Actual October 2012	Actual October 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Actual YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	5,228	2,560	2,668	104.22%	13,097	10,442	2,655	25.43%
BOARD MEETING - EXPENSES	2,146	1,842	304	16.50%	8,972	9,064	(92)	-1.02%
PRINTING	540	408	132	32.35%	2,170	3,109	(939)	-30.20%
POSTAGE & FREIGHT	1,503	(451)	1,954	-433.26%	6,181	5,761	420	7.29%
MEMBERSHIP, DUES & CONTRIBUTIONS	1,000	1,289	(289)	-22.42%	2,877	8,140	(5,263)	-64.66%
PUBLICATIONS	172	38	134	352.63%	394	675	(281)	-41.63%
OFFICERS & DIRECTORS INSURANCE	16,542	15,343	1,199	7.81%	64,734	61,373	3,361	5.48%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%
TOTAL GENL & ADMIN EXPENSES	27,131	21,029	6,102	29.02%	98,425	98,564	(139)	-0.14%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	.	-	-	-	0.00%
OTHER								
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%
TOTAL EXPENSES	297,280	322,062	(24,782)	-7.69%	1,202,989	1,232,485	(29,496)	-2.39%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	213,155	1,000,325	(787,170)	-78.69%	926,271	1,223,236	(296,965)	-24.28%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%
TRANSFER	-	-	-	0.00%	317,153	8,008	309,145	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%
NET INCOME/(LOSS)	213,155	1,000,325	(787,170)	-78.69%	1,243,424	1,231,244	12,180	0.99%

Illinois Finance Authority
General Fund
Unaudited
Balance Sheet
for the Four Months Ending October 31, 2012

	Actual October 2011	Actual October 2012
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	$ 33,656,089	$ 42,278,587
RECEIVABLES, NET	115,689	156,337
LOAN RECEIVABLE, NET	10,816,641	6,135,661
OTHER RECEIVABLES	107,087	62,953
PREPAID EXPENSES	162,476	194,422
TOTAL CURRENT ASSETS	44,857,982	48,827,960
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	140,086	93,776
DEFERRED ISSUANCE COSTS	280,431	232,253
OTHER ASSETS		
CASH RESTRICTED, INVESTMENTS & RESERVES	874,417	875,249
VENTURE CAPITAL INVESTMENTS	-	-
OTHER	578	(2,771)
TOTAL OTHER ASSETS	874,995	872,478
TOTAL ASSETS	$ 46,153,494	$ 50,026,467
LIABILITIES		
CURRENT LIABILITIES	$ 926,693	$ 716,269
LONG-TERM LIABILITIES	411,232	343,178
TOTAL LIABILITIES	1,337,925	1,059,447
EQUITY		
CONTRIBUTED CAPITAL	4,111,479	4,111,479
RETAINED EARNINGS	27,501,548	31,640,819
NET INCOME / (LOSS)	1,231,244	1,243,424
RESERVED/RESTRICTED FUND BALANCE	1,732,164	1,732,164
UNRESERVED FUND BALANCE	10,239,134	10,239,134
TOTAL EQUITY	44,815,569	48,967,020
TOTAL LIABILITIES & EQUITY	$ 46,153,494	$ 50,026,467

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

	Actual October 2012	Budget October 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Budget YTD FY 2013	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2013	% of Budget Expended
REVENUE										
INTEREST ON LOANS	159,677	152,885	6,792	4.44%	606,772	621,765	(14,993)	-2.41%	1,931,461	31.42%
INVESTMENT INTEREST & GAIN(LOSS)	50,714	45,154	5,560	12.31%	311,093	180,616	130,477	72.24%	543,350	57.25%
ADMINISTRATIONS & APPLICATION FEES	449,909	374,481	75,428	20.14%	1,675,178	1,754,240	(79,062)	-4.51%	3,789,504	44.21%
ANNUAL ISSUANCE & LOAN FEES	28,627	35,909	(7,282)	-20.28%	116,648	125,684	(9,036)	-7.19%	386,222	30.20%
OTHER INCOME	27,640	42,198	(14,558)	-34.50%	351,481	168,792	182,689	108.23%	506,375	69.41%
TOTAL REVENUE	716,567	650,627	65,940	10.13%	3,061,172	2,851,097	210,075	7.37%	7,156,912	42.77%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	109,869	121,978	(12,109)	-9.93%	444,933	496,049	(51,116)	-10.30%	1,462,277	30.43%
BENEFITS	19,620	20,158	(538)	-2.67%	78,950	81,132	(2,182)	-2.69%	244,896	32.24%
TEMPORARY HELP		-	-	0.00%	-	-	-	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	445	500	(55)	-11.00%	595	2,000	(1,405)	-70.25%	6,000	9.92%
TRAVEL & AUTO	4,666	5,000	(334)	-6.68%	14,883	20,000	(5,117)	-25.59%	60,000	24.81%
TOTAL EMPLOYEE RELATED EXPENSES	134,600	147,636	(13,036)	-8.83%	539,361	599,181	(59,820)	-9.98%	1,773,173	30.42%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	40,038	39,542	496	1.25%	159,890	158,168	1,722	1.09%	474,500	33.70%
LOAN EXPENSE & BANK FEE	168,807	170,236	(1,429)	-0.84%	678,764	680,944	(2,180)	-0.32%	2,042,832	33.23%
ACCOUNTING & AUDITING	27,805	26,653	1,152	4.32%	114,652	106,612	8,040	7.54%	319,791	35.85%
MARKETING GENERAL	71	1,250	(1,179)	-94.32%	2,177	5,000	(2,823)	-56.46%	15,000	14.51%
FINANCIAL ADVISORY	8,333	8,333	-	0.00%	33,332	33,332	-	0.00%	100,000	33.33%
CONFERENCE/TRAINING	403	2,500	(2,097)	-83.88%	5,998	10,000	(4,002)	-40.02%	30,000	19.99%
MISC. PROFESSIONAL SERVICES	9,583	9,583	-	0.00%	49,932	38,332	11,600	30.26%	115,000	43.42%
DATA PROCESSING	15,845	5,833	10,012	171.64%	66,041	23,332	42,709	183.05%	70,000	94.34%
TOTAL PROFESSIONAL SERVICES	270,885	263,930	6,955	2.64%	1,110,786	1,055,720	55,066	5.22%	3,167,123	35.07%
OCCUPANCY COSTS										
OFFICE RENT	21,992	22,406	(414)	-1.85%	86,160	89,624	(3,464)	-3.87%	268,872	32.04%
EQUIPMENT RENTAL AND PURCHASES	1,045	1,333	(288)	-21.61%	4,683	5,332	(649)	-12.17%	16,000	29.27%
TELECOMMUNICATIONS	3,048	2,917	131	4.49%	10,062	11,668	(1,606)	-13.76%	35,000	28.75%
UTILITIES	1,208	1,000	208	20.80%	4,049	4,000	49	1.23%	12,000	33.74%
DEPRECIATION	3,621	2,708	913	33.71%	14,557	10,832	3,725	34.39%	32,500	44.79%
INSURANCE	1,950	2,083	(133)	-6.39%	7,801	8,332	(531)	-6.37%	25,000	31.20%
TOTAL OCCUPANCY COSTS	32,864	32,447	417	1.29%	127,312	129,788	(2,476)	-1.91%	389,372	32.70%

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

	Actual October 2012	Budget October 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Budget YTD FY 2013	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2013	% of Budget Expended
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	5,228	2,983	2,245	75.26%	13,097	11,932	1,165	9.76%	35,800	36.58%
BOARD MEETING - EXPENSES	2,146	2,917	(771)	-26.43%	8,972	11,668	(2,696)	-23.11%	35,000	25.63%
PRINTING	540	833	(293)	-35.17%	2,170	3,332	(1,162)	-34.87%	10,000	21.70%
POSTAGE & FREIGHT	1,503	1,250	253	20.24%	6,181	5,000	1,181	23.62%	15,000	41.21%
MEMBERSHIP, DUES & CONTRIBUTIONS	1,000	2,000	(1,000)	-50.00%	2,877	8,000	(5,123)	-64.04%	34,000	8.46%
PUBLICATIONS	172	583	(411)	-70.50%	394	2,332	(1,938)	-83.10%	7,000	5.63%
OFFICERS & DIRECTORS INSURANCE	16,542	16,667	(125)	-0.75%	64,734	66,668	(1,934)	-2.90%	200,000	32.37%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	27,131	27,233	(102)	-0.37%	98,425	108,932	(10,507)	-9.65%	336,800	29.22%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	.	-	-	-	0.00%	-	0.00%
OTHER										
INTEREST EXPENSE	455	455	-	0.00%	1,818	1,820	(2)	-0.11%	5,166	35.19%
TOTAL OTHER	455	455	-	0.00%	1,818	1,820	(2)	-0.11%	5,166	0.00%
TOTAL EXPENSES	465,935	471,701	(5,766)	-1.22%	1,877,702	1,895,441	(17,739)	-0.94%	5,671,634	33.11%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	250,632	178,926	71,706	40.08%	1,183,470	955,656	227,814	23.84%	1,485,278	79.68%
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)	250,632	178,926	71,706	40.08%	2,024,869	955,656	1,069,213	111.88%	1,485,278	136.33%

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

	Actual October 2012	Actual October 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Actual YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance
REVENUE								
INTEREST ON LOANS	159,677	(278,384)	438,061	-157.36%	606,772	513,251	93,521	18.22%
INVESTMENT INTEREST & GAIN(LOSS)	50,714	(25,316)	76,030	-300.32%	311,093	119,854	191,239	159.56%
ADMINISTRATIONS & APPLICATION FEES	449,909	383,020	66,889	17.46%	1,675,178	932,488	742,690	79.65%
ANNUAL ISSUANCE & LOAN FEES	28,627	37,575	(8,948)	-23.81%	116,648	151,226	(34,578)	-22.87%
OTHER INCOME	27,640	1,063,413	(1,035,773)	-97.40%	351,481	1,289,904	(938,423)	-72.75%
TOTAL REVENUE	716,567	1,180,308	(463,741)	-39.29%	3,061,172	3,006,723	54,449	1.81%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	109,869	121,745	(11,876)	-9.75%	444,933	513,887	(68,954)	-13.42%
BENEFITS	19,620	18,756	864	4.61%	78,950	79,461	(511)	-0.64%
TEMPORARY HELP		137	(137)	0.00%	-	137	(137)	0.00%
EDUCATION & DEVELOPMENT	445	-	445	0.00%	595	150	445	296.67%
TRAVEL & AUTO	4,666	6,616	(1,950)	-29.47%	14,883	15,476	(593)	-3.83%
TOTAL EMPLOYEE RELATED EXPENSES	134,600	147,254	(12,654)	-8.59%	539,361	609,111	(69,750)	-11.45%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	40,038	31,715	8,323	26.24%	159,890	127,180	32,710	25.72%
LOAN EXPENSE & BANK FEE	168,807	(175,398)	344,205	-196.24%	678,764	381,741	297,023	77.81%
ACCOUNTING & AUDITING	27,805	23,329	4,476	19.19%	114,652	89,671	24,981	27.86%
MARKETING GENERAL	71	67	4	5.97%	2,177	1,651	526	31.86%
FINANCIAL ADVISORY	8,333	16,667	(8,334)	-50.00%	33,332	66,668	(33,336)	-50.00%
CONFERENCE/TRAINING	403	793	(390)	-49.18%	5,998	6,457	(459)	-7.11%
MISC. PROFESSIONAL SERVICES	9,583	12,500	(2,917)	-23.34%	49,932	50,000	(68)	-0.14%
DATA PROCESSING	15,845	5,309	10,536	198.46%	66,041	12,533	53,508	426.94%
TOTAL PROFESSIONAL SERVICES	270,885	(85,018)	355,903	-418.62%	1,110,786	735,901	374,885	50.94%
OCCUPANCY COSTS								
OFFICE RENT	21,992	21,132	860	4.07%	86,160	86,719	(559)	-0.64%
EQUIPMENT RENTAL AND PURCHASES	1,045	2,020	(975)	-48.27%	4,683	7,844	(3,161)	-40.30%
TELECOMMUNICATIONS	3,048	1,920	1,128	58.75%	10,062	9,672	390	4.03%
UTILITIES	1,208	1,012	196	19.37%	4,049	4,536	(487)	-10.74%
DEPRECIATION	3,621	4,075	(454)	-11.14%	14,557	12,717	1,840	14.47%
INSURANCE	1,950	1,945	5	0.26%	7,801	7,780	21	0.27%
TOTAL OCCUPANCY COSTS	32,864	32,104	760	2.37%	127,312	129,268	(1,956)	-1.51%

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

	Actual October 2012	Actual October 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2013	Actual YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	5,228	2,559	2,669	104.30%	13,097	10,443	2,654	25.41%
BOARD MEETING - EXPENSES	2,146	1,842	304	16.50%	8,972	9,064	(92)	-1.02%
PRINTING	540	408	132	32.35%	2,170	3,109	(939)	-30.20%
POSTAGE & FREIGHT	1,503	(451)	1,954	-433.26%	6,181	5,761	420	7.29%
MEMBERSHIP, DUES & CONTRIBUTIONS	1,000	1,289	(289)	-22.42%	2,877	8,140	(5,263)	-64.66%
PUBLICATIONS	172	38	134	352.63%	394	675	(281)	-41.63%
OFFICERS & DIRECTORS INSURANCE	16,542	15,343	1,199	7.81%	64,734	61,373	3,361	5.48%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%
TOTAL GENL & ADMIN EXPENSES	27,131	21,028	6,103	29.02%	98,425	98,565	(140)	-0.14%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	#DIV/0!	-	-	-	#DIV/0!
OTHER								
INTEREST EXPENSE	455	503	(48)	-9.54%	1,818	2,010	(192)	-9.55%
TOTAL OTHER	455	503	(48)	0.00%	1,818	2,010	(192)	0.00%
TOTAL EXPENSES	465,935	115,871	350,064	302.12%	1,877,702	1,574,855	302,847	19.23%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	250,632	1,064,437	(813,805)	-76.45%	1,183,470	1,431,868	(248,398)	-17.35%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT		-	-	0.00%		-	-	0.00%
TRANSFER			-	0.00%		(3,169)	3,169	0.00%
REVENUE GRANT	-	-	-	0.00%	841,399	-	841,399	0.00%
TRANSFERS FROM STATE		-	-	0.00%		-	-	0.00%
NET INCOME/(LOSS)	250,632	1,064,437	(813,805)	-76.45%	2,024,869	1,428,699	596,170	41.73%

Illinois Finance Authority
Consolidated
Unaudited
Balance Sheet
for the Four Months Ending October 31, 2012

	Actual October 2011	Actual October 2012
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	$ 33,656,089	$ 42,278,587
RECEIVABLES, NET	115,689	156,337
LOAN RECEIVABLE, NET	30,926,926	27,213,576
NOTES RECEIVABLE	38,663,637	34,643,937
OTHER RECEIVABLES	341,251	607,889
PREPAID EXPENSES	162,476	194,422
TOTAL CURRENT ASSETS	103,866,068	105,094,748
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	140,086	93,776
DEFERRED ISSUANCE COSTS	381,534	311,602
OTHER ASSETS		
CASH RESTRICTED, INVESTMENTS & RESERVES	52,857,018	55,458,215
VENTURE CAPITAL INVESTMENTS	2,247,981	-
OTHER	3,000,000	3,000,000
TOTAL OTHER ASSETS	58,104,999	58,458,215
TOTAL ASSETS	$ 162,492,687	$163,958,341
LIABILITIES		
CURRENT LIABILITIES	1,050,549	843,302
BONDS PAYABLE	46,840,000	41,885,000
OTHER LIABILITIES	1,146,755	1,395,611
TOTAL LIABILITIES	49,037,304	44,123,913
EQUITY		
CONTRIBUTED CAPITAL	35,608,692	35,608,692
RETAINED EARNINGS	28,655,681	30,492,093
NET INCOME / (LOSS)	1,428,699	2,024,869
RESERVED/RESTRICTED FUND BALANCE	35,114,140	39,060,603
UNRESERVED FUND BALANCE	12,648,171	12,648,171
TOTAL EQUITY	113,455,383	119,834,428
TOTAL LIABILITIES & EQUITY	$ 162,492,687	$163,958,341

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Jim Senica and Lorrie Karcher

Date: November 13, 2012

Re: Overview Memo for Beginning Farmer Bonds

- **Borrower/Project Name:** Beginning Farmer Bonds
- **Locations:** Throughout Illinois
- **Board Action Requested:** Final Bond Resolution for the attached project
- **Amount:** Up to $488,600 maximum of new money for each project
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: $75,000**
- **Calendar Year Summary:** (as of November 13, 2012)
  - Volume Cap: $15,000,000
  - Volume Cap Committed: $4,832,389
  - Volume Cap Remaining: $10,167,611
  - Average Farm Acreage: 75
  - Number of Farms Financed: 20
- **IFA Benefits:**
  - **Conduit Tax-Exempt Bonds** – no direct IFA or State funds at risk
  - **New Money Bonds:**
    - Convey tax-exempt status
    - Will use dedicated 2012 IFA Volume Cap set-aside for Beginning Farmer Bond transactions
- **IFA Fees**:
  - One-time closing fee will total 1.50% of the bond amount for each project
- **Structure/Ratings:**
  - Bonds to be purchased directly as a nonrated investment held until maturity by the Borrower's bank (the "Bank")
  - The Bank will be secured by the Borrower's assets, as on a commercial loan
  - Interest rates, terms, and collateral are negotiated between the Borrower and the Bank, just as with any commercial loan
  - Workouts are negotiated directly between each Borrower and Bank, just as on any secured commercial loan
- **Bond Counsel:** **Burke, Burns & Pinelli, Ltd.**
  Stephen F. Welcome, Esq.
  Three First National Plaza, Suite 4300
  Chicago, IL 60602

A.

Project Number:	**A-FB-TE-CD-8581**
Borrower(s):	**Wilson, Matthew D.**
Borrower Benefit:	First Time Land Buyer
Town:	Dundas, IL
IFA Bond Amount:	**$75,000**
Use of Funds:	Farmland –290 acres of farmland
Purchase Price:	$143,000 / ($493 per ac)
%Borrower Equity	5%
%USDA Farm Service Agency	45% (*Subordinate Financing)*
%IFA	50%
Townships:	Smallwood & Denver
Counties/Regions:	Jasper & Richland / Southeastern
Lender/Bond Purchaser	First Financial Bank / Ron Biehl
Legislative Districts:	Congressional: 19
	State Senate: 54
	State House: 108

Principal shall be paid annually in installments determined pursuant to a thirty (30) year amortization schedule, with the first principal payment date to begin on January 15, 2014. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin on January 15, 2014 with the thirtieth and final payment of all outstanding balances due January 15, 2044.

ILLINOIS FINANCE AUTHORITY

CONDUIT

November 13, 2012

$11,300,000
Cargill, Incorporated

REQUEST	**Purpose**: To enable **Cargill, Incorporated** ("**Cargill**" or the "**Borrower**") to finance all or a portion of the costs of (i) the construction of a 300,000 bushel grain elevator located at 100 1st Street in the City of New Boston, Illinois in Mercer County; (ii) the acquisition and installation of a bulk weigh scale and 120 railcar loop track located at 104 North Parke Street and 920 East U.S. Highway 36 in the City of Tuscola, Illinois in Douglas County; and, (iii) the acquisition and installation of security upgrades, new granulated sifter and HVAC replacement located at 605 East Elizabeth Street, and 616 and 700 South Jefferson Street in the City of Paris, Illinois in Edgar County (collectively, the "**Project**") and (iv) costs of issuance of the Bonds (and collectively, the "**Financing Purposes**"). **Program**: Midwestern Disaster Area Revenue Bonds **Volume Cap Required:** This Project will not use any of Illinois Finance Authority's ("IFA's") standard 2012 Private Activity Bond Volume Cap for Industrial Development Revenue Bonds. Rather, this Project will be financed as a Midwestern Disaster Area Revenue Bond ("**MDAB**") issue and will use $11,300,000 of an approximately $1.515 billion MDAB allocation to IFA for projects located throughout the 18 MDAB-eligible counties across Illinois. **Extraordinary Conditions**: None.
BOARD ACTIONS	Final Bond Resolution Preliminary Bond Resolution approved September 13, 2011: Yeas: 8; Nays: 0; Abstentions: 0; Absent: 5 (Goetz; Fuentes; Leonard; Parish; Zeller); Vacancies: 2
MATERIAL CHANGES	None. This is the first time this Project has been considered by the IFA Board of Directors.
JOB DATA	140 Current jobs; 11 New jobs projected N/A Retained jobs; 60 Construction jobs projected
DESCRIPTION	● Project Locations: City of New Boston (Mercer County/Northwest Region), City of Paris (Edgar County/Southeast Region) and City of Tuscola (Douglas County/Southeast Region) ● Type of entity: Cargill (NAICS Code 32511) is an international processor and marketer of agricultural and food products, and related financial products and industrial products and services. Founded in 1865, the privately held company employs over 130,100 people in 63 countries.
CREDIT INDICATORS	● The plan of finance contemplates the public issuance of approximately $11.3 million of municipal debt (preliminary, subject to change) based on Cargill's underlying long-term debt ratings of A2/A/A (Moody's/S&P/Fitch). Cargill's short-term ratings are P-1/A-1/F1 (Moody's/S&P/Fitch). Thornton Farish, Inc. (Montgomery, AL) has been engaged by Cargill as Underwriter. ● Term and Rate to be determined based on market conditions and interest rate mode selected. ● Bonds will be sold under a Multi-Modal structure. The Borrower anticipates selecting a fixed rate for an initial term to be determined at pricing.
SECURITY	● The Bonds will be a general unsecured corporate obligation of Cargill. No mortgage or other discrete collateral security is contemplated.
MATURITY	● November 1, 2038 (26 years)
SOURCES AND USES	See below
RECOMMENDATION	Credit Review Committee recommends approval.

SOURCES AND USES

Sources:		Uses:	
IFA Bonds	$11,300,000	Project Fund	$11,074,000
		Costs of Issuance	226,000
Total	**$11,300,000**	**Total**	**$11,300,000**

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 13, 2012

Project: Cargill, Incorporated

STATISTICS

Project Number:	I-MDAB-TE-CD-8494	Amount:	$18,700,000 (not-to-exceed)
Type:	Midwestern Disaster Area Revenue Bonds	IFA Staff:	Rich Frampton and Jim Senica
Locations:	New Boston, Paris and Tuscola	Counties/ Regions:	Mercer Co./Northwest; Edgar Co./Southeastern; and Douglas Co./Southeastern

BOARD ACTION

Final Bond Resolution
Midwestern Disaster Area Revenue Bonds — No IFA funds at risk
Credit Review Committee recommends approval — No extraordinary conditions

VOTING RECORD

Preliminary Bond Resolution approved September 13, 2011:
Yeas: 8; Nays: 0; Abstentions: 0; Absent: 5 (Goetz; Fuentes; Leonard; Parish; Zeller); Vacancies: 2

PURPOSE

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

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

The State is authorized with approximately $1.515 billion in bonding authority for issuance of MDABs until 12/31/2012. The Project's Douglas, Edgar and Mercer County locations are among the 18 counties eligible for MDAB financing.

The net amount of unencumbered MDAB allocation available for use through 12/31/2012 is approximately $1.38 billion (reflecting approximately $135 million issued or encumbered to date as of 11/1/2012).

ESTIMATED SOURCES AND USES OF FUNDS

Sources:	IFA Bonds	$11,300,000	Uses:	Project Fund	$11,074,000
				Costs of Issuance	226,000
Total		**$11,300,000**	**Total**		**$11,300,000**

Note: Costs of issuance in excess of 2% of proceeds, if any, must be financed with Cargill equity.

JOBS

Current employment:	140	Projected new jobs:	11
Jobs retained:	N/A	Construction jobs:	60

FINANCING SUMMARY

Security/Rating: The Bonds will be sold on a non-rated basis in minimum denominations of $100,000, thereby limiting sale to institutional investors.

The Bonds will be a general unsecured corporate debt obligation of Cargill. No mortgage or other discrete collateral security is contemplated.

Although the IFA Series 2012 Bonds will be non-rated, Cargill currently has 38 outstanding securities posted on the MSRBs EMMA disclosure website as of 10/31/2012.

Structure: Although the Bonds will be non-rated, Cargill has long-term investment grade ratings of “Single A” from all three rating agencies (see “Underlying Debt Ratings” section below), the plan of finance contemplates the issuance and sale of approximately $11.3 million of non-rated bonds underwritten by Thornton Farish, Inc. of Montgomery, AL.

As non-rated Bonds, the proposed IFA Series 2012 Bonds will be sold in minimum denominations of $100,000 consistent with IFA Bond Program Handbook Guidelines.

Interest Rate: To be determined at pricing based on market conditions and on the interest rate mode selected.

Interest Rate Modes: The Bonds will be issued as Multi-Modal Bonds. Cargill is expected to select a fixed rate initially for a term to be determined. The interest rate will be determined at pricing and reflect the initial term selected.

Underlying Debt Ratings: Although the Bonds will be sold on a non-rated basis, Cargill, Inc. has long-term investment grade ratings of A2/A/A (Moody’s/S&P/Fitch) and short-term ratings of P-1/A-1/F1 (Moody’s/S&P/Fitch).

Maturity: November 1, 2038 (approximately 36 years)

Estimated Closing Date: Late November or December 2012

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

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

BUSINESS SUMMARY

Description: **Cargill, Incorporated** ("**Cargill**" or the "**Borrower**") is a diversified, privately held company headquartered in Wayzata, MN. (Please refer to the Economic Disclosure Statement section of this report (page 5) for additional information.)

Cargill was incorporated on July 18, 1930, under the laws of the state of Delaware.

Background: Cargill is an international provider of food, agricultural, financial, and industrial products with 130,000 employees in 63 countries. Originally established as a grain warehousing and merchandising company in 1865, Cargill is one of the largest privately held companies in the world.

Cargill's operations comprise five business segments: Agriculture Services, Origination and Processing, Food Ingredients and Applications, Risk Management and Financial, and Industrial (including certain metal processing businesses). Cargill operates in four geographic regions internationally: Asia Pacific, Europe/Africa, Latin America, and North America.

In recent years, Cargill has diversified its operations further by leveraging its fundamental skills in trading, processing and managing risk and supply chain logistics, and applying them to several new businesses around the world, including the trading of energy, futures and financial instruments.

Rationale: Each of the three projects will upgrade or modernize existing Cargill facilities located in three rural locations. In addition to creating new jobs, Cargill's investment in these facilities will enhance the long-term viability of each location.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Cargill, Incorporated, 15407 McGinty Road West, MS 3, Wayzata, MN 55391

Contact: Todd Miron, Senior Financial Analyst
Tel: (952) 742-4346; E-mail: todd_miron@cargill.com

Website: www.cargill.com

Locations: New Boston
AgHorizons US
100 1st Street
New Boston, IL 61272

Paris
Corn Milling North America
605 East Elizabeth Street; 616 South Jefferson Street; and 700 South Jefferson Street
Paris, IL 61944

Tuscola
AgHorizons US
104 North Parke Street; 920 East U.S. Highway 36
Tuscola, IL 61953

Project name: IFA Series 2012 Midwestern Disaster Area Revenue Bonds (Cargill, Incorporated Project)

Ownership Information: All management, employees or individuals holding a 5% or greater ownership interest in the Applicant are as follows:

- According to Cargill, no single individual holds a 5% or greater ownership interest (however, Cargill notes that members of the founding Cargill and MacMillan families cumulatively hold 86% ownership while current employees cumulatively hold 10% ownership).

PROFESSIONAL & FINANCIAL

Bond Counsel:	Kutak Rock LLP	Omaha, NE	Curtis Christensen
Borrower Counsel:	Cargill, Incorporated	Wazyata, MN	Christopher Okoroegbe
Auditor:	KPMG LLP	Minneapolis, MN	
Underwriter:	Thornton Farish Inc.	Montgomery, AL	Scott Bamman
Underwriters' Counsel:	Greenberg Traurig, LLP	Chicago, IL	Debbi Boye
Trustee:	Wells Fargo Bank, N.A.	Minneapolis, MN	Katie Carlson
IFA Counsel:	Miller Hall & Triggs, LLP	Peoria, IL	Rick Joseph
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

	New Boston	Paris	Tuscola
Congressional:	17	15	15
State Senate:	37	51	51
State House:	74	102	102

CONDUIT

ILLINOIS FINANCE AUTHORITY

November 13, 2012

$10,000,000 (not-to-exceed amount)
The Chicago School of Professional Psychology

REQUEST	**Purpose:** Bond proceeds will be used by **The Chicago School of Professional Psychology** (the "**Chicago School**" or the "**Borrower**"), together with other moneys provided by the Borrower, to refund (directly or indirectly by repayment of a commercial loan incurred for such purpose) the entire outstanding principal amount of Illinois Finance Authority Educational Facility Revenue Bonds (The Chicago School of Professional Psychology Project) Series 2007 (the "**2007 Bonds**"). **Program:** 501(c)(3) Revenue Bonds **Extraordinary Conditions:** None. No IFA Funds at risk. No State Funds at risk.
BOARD ACTION	Final Bond Resolution *(One-time consideration)*
MATERIAL CHANGES	None. This is the first time this financing proposal has been presented to the IFA Board of Directors.
JOB DATA	168 Current jobs; N/A New jobs projected N/A Retained jobs; N/A Construction jobs projected
BORROWER DESCRIPTION	● Type of entity: The Chicago School of Professional Psychology, an Illinois not-for-profit corporation and a 501(c)(3) corporation established in 1979. ● Location: Chicago/Cook/Northeast
CREDIT INDICATORS	● As presently contemplated, the proposed IFA Series 2013 Bond - which will refinance an existing IFA Series 2007 Bond directly purchased by All Points Public Funding LLC (a subsidiary of Capital One Financial Corporation) and currently held by Capital One Public Funding, LLC. ● The Chicago School of Professional Psychology is currently a non-rated entity. The Chicago School's existing IFA Series 2009 Bond, which matures in 2016, is purchased in whole and held as an investment by First American Bank, N.A. (the "Bank" and "Purchaser/Secured Lender").
STRUCTURE	● The Bank Direct Purchase Bond will bear a fixed interest rate to be determined (and maintain Bank Qualified status as the original Series 2007 Bond was reissued for tax purposes in December 2010 as a Bank Qualified bond issue under provisions of the American Recovery and Reinvestment Act). ● The anticipated final maturity date will be in 2026. ● It is anticipated that the Bank will be secured by the assets of the Project and all other debt obligations due to the Bank will be cross-collateralized and cross-defaulted.
SOURCES AND USES	See table below
RECOMMENDATION	Credit Review Committee recommends approval.

Sources:		**Uses:**	
IFA Series 2013 Bond:	$10,000,000	IFA Refunding Bonds:	$10,000,000
Borrower Equity:	1,032,780	Prepay Bank Debt:	645,975
		Redemption Premiums:	166,149
		Costs of Issuance:	220,656
Total	**$11,032,780**	**Total**	**$11,032,780**

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 13, 2012

Project: The Chicago School of Professional Psychology

STATISTICS

IFA Project:	E-PC-TE-CD-8582	Amount:	$11,000,000 (not-to-exceed amount)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Chicago	County/ Region:	Cook/Northeast

BOARD ACTION

Final Bond Resolution (*one-time consideration)*
Conduit 501(c)(3) Revenue Bonds — No IFA funds at risk
Credit Review Committee recommends approval — No extraordinary conditions

VOTING RECORD

Not applicable. This is the first time this financing has been presented to the IFA Board of Directors.

PURPOSE

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

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

SOURCES AND USES OF FUNDS

Sources:	Series 2012A Bond	$ 10,000,000	**Uses:**	IFA Refunding Bonds	$ 10,000,000
	Borrower Equity	$ 1,032,780		Prepay Bank Debt	$ 645,975
				Redemption Premiums	$ 166,149
				Issuance Costs	220,656
	Total:	**$ 11,032,780**		**Total:**	**$ 11,032,780**

JOBS

Current employment:	168	Projected new jobs:	N/A
Jobs retained:	N/A	Construction jobs:	N/A

Note: Because the Series 2012 Bonds will refund the Chicago School's prior Series 2007 Bonds, no new jobs or construction jobs are contemplated. Since the IFA Series 2007 Bond was originally issued, the Chicago School has created a total of 38 jobs (23 professional and 15 clerical and administrative) in Chicago.

FINANCING SUMMARY

Structure/
Interest Rate: The IFA Series 2013 Bond will be purchased directly by First American Bank, N.A. (which will be the "Direct Purchaser/Lender) with Bank Qualified status. The interest rate on the direct purchase bonds will be a floating rate that will be set at closing. Additionally, the Borrower may choose to synthetically fix its Series 2012 bond payments by entering into an interest rate swap, if deemed necessary or desirable by the Borrower.

Bondholder's
Security: First American Bank, N.A. will be secured by a general obligation pledge of the Chicago School. First American Bank is the Chicago School's principal lender. It is anticipated that the proposed Bonds will be cross-collateralized and cross-defaulted with all other Bank debt originated on behalf of the Chicago School of Professional Psychology.

Underlying
Ratings: Not applicable. The Chicago School of Professional Psychology is currently a non-rated Borrower. Again, the proposed IFA Series 2013 Bond will be bank purchased (First American Bank, N.A.).

Maturity: 13 years (not-to-exceed parameter)

Anticipated
Closing Date: January 2013

BUSINESS SUMMARY

Background: **The Chicago School of Professional Psychology** (the "**Chicago School**" or the "**Borrower**") is an Illinois not-for-profit corporation and is a 501(c)(3) corporation originally founded in 1979.

The Borrower is currently governed by a 5-member Board of Directors (see Economic Disclosure Statement section on page 4 for further information).

Description: The Chicago School is a 501(c)(3) not-for-profit, accredited institution with more than 3,500 students at campuses across the country (Chicago, Irvine, CA, and Washington, D.C.) and online. As the nation's largest graduate school devoted exclusively to psychology and related behavioral science, the Chicago School offers more than 20 degree programs and a wealth of opportunities for international experiences.

Central to its transformational impact on students, their communities, and the practice of psychology is The Engaged Professional Model of Education. This approach to training leverages the talents and experience of faculty practitioners, who work with The Chicago School's Community Partnership and Applied Professional Practice teams to provide students with clinical training in a wide range of community settings. The Chicago School was the first psychology school to be named to the President's Higher Education Community Service Honor Roll for its leadership in service and civic engagement.

The Chicago School's graduates work around the world in hospitals, schools, community centers, agencies, NGOs, private practice, and elsewhere. Its graduates blend an understanding of the human experience with high-quality practice in fields such as adolescent psychology, applied behavior analysis, mental health, and forensic psychology.

The Chicago School is accredited by the Western Association of Schools and Colleges and is an active member of the National Council of Schools and Programs of Professional Psychology (an organization that has recognized The Chicago School for its distinguished service and outstanding contributions to cultural diversity and advocacy).

Please see www.thechicagoschool.edu for additional information.

Project Impact: The proposed Bonds will enable the Chicago School to consolidate its borrowing relationships with a single financial institution, thereby streamlining financial covenants, and simplifying external reporting.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

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

ECONOMIC DISCLOSURE STATEMENT

Applicant: **The Chicago School of Professional Psychology**, 325 N. Wells Street, 3rd Floor, Chicago, IL 60654 (Mr. Glenn Renzulli, Chief Financial Officer; Ph.: 312-488-6047; email: grenzulli@tcsedsystem.edu)

Applicant Website: www.thechicagoschool.edu

Project name: The Chicago School of Professional Psychology, Series 2013 Bond

Location: 325 N. Wells Street, 3rd Floor, Chicago (Cook County), IL 60654

Organization: Illinois Not-for-Profit Corporation

Board of Directors:
Edward Bergmark, Chair
Michele Nealon-Woods
Richard Chaifetz
Linda Havard
George Mitchell

PROFESSIONAL & FINANCIAL

Borrower:	The Chicago School of Professional Psychology	Chicago, IL	Glenn Renzulli
Auditor:	Ernst & Young	Chicago, IL	
Borrower's Counsel:	Miller Canfield	Chicago, IL	Darryl R. Davidson Paul Durbin
Borrower's Financial Advisor:	SJ Advisors, LLC	Eden Prairie, MN	Steve Johnson
Bank/Bond Purchaser:	First American Bank, N.A.	Elk Grove Village, IL	Steve Eickenberry
Counsel to Bank/Bond Purchaser:	First American Bank, N.A.	Elk Grove Village, IL	Jim Berton
Bond Counsel:	Greenberg Traurig, LLP	Chicago, IL	Matt Lewin
Rating Agencies:	Not applicable – the subject Bond will be bank purchased and will be non-rated		
IFA Counsel:	Pugh, Jones & Johnson, P.C.	Chicago, IL	Lorraine Tyson
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	7
State Senate:	3
State House:	5

CONDUIT

ILLINOIS FINANCE AUTHORITY

November 13, 2012

$15,000,000 (not-to-exceed amount)
The Big Ten Conference, Inc.

REQUEST	**Purpose:** Bond proceeds will be used by **The Big Ten Conference, Inc.** ("**Big Ten**" or the "**Borrower**") to (i) pay, reimburse or refinance costs of acquisition, construction and equipping of an approximately 50,483 square foot office facility to be owned and operated as a new headquarters facility by the Borrower and located at 5440 Park Place, Rosemont, Illinois 60018 (the "**Project**") and (ii) pay all or a portion of the costs of issuing the Bond (collectively, the "**Financing Purposes**"). **Program:** 501(c)(3) Revenue Bond **Extraordinary Conditions:** None. No IFA Funds at risk. No State Funds at risk.
BOARD ACTION	Final Bond Resolution *(one-time consideration)*
MATERIAL CHANGES	None. This is the first time this financing proposal has been presented to the IFA Board of Directors.
JOB DATA	36 Current jobs; 4-6 New jobs projected (1-2 years) N/A Retained jobs; 300 Construction jobs projected (13 months)
BORROWER DESCRIPTION	● Type of entity: 501(c)(3) corporation incorporated under Delaware law. ● The Big Ten Conference, Inc., promotes and regulates inter-collegiate athletic programs, encourages sound academic principles, and fosters cooperation among its 12 member institutions, all of which are prestigious research universities. ● Location: Rosemont/Cook/Northeast
CREDIT INDICATORS	● Big Ten Conference, Inc. is currently a non-rated entity. ● As presently contemplated, the proposed Series 2012 Bonds will be purchased directly by JPMorgan Chase Bank, N.A. (as the Direct Purchaser/Secured Lender).
STRUCTURE	● Bank-purchased bonds that will bear a fixed interest rate to be determined at closing. ● The anticipated final maturity date will be in 6 years (i.e., 2018). ● The Bonds will be a general obligation of the Big Ten Conference, Inc.

SOURCES AND USES

Sources:		**Uses:**	
IFA Bonds	$13,000,000	Project Costs:	$15,785,000
Borrower Equity	3,045,000	Costs of Issuance	260,000
Total	**$16,045,000**	**Total**	**$16,045,000**

RECOMMENDATION Credit Review Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 13, 2012

Project: The Big Ten Conference, Inc.

STATISTICS

IFA Project:	N-NP-TE-CD-8583	Amount:	$15,000,000 (not-to-exceed amount)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Rosemont	County/ Region:	Cook/Northeast

BOARD ACTION

Final Bond Resolution *(one-time consideration)*
Conduit 501(c)(3) Revenue Bond — No IFA funds at risk
Credit Review Committee recommends approval — No extraordinary conditions

VOTING RECORD

Not applicable. This is the first time this financing has been presented to the IFA Board of Directors.

PURPOSE

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

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

SOURCES AND USES OF FUNDS

Sources:	IFA Bond	$ 13,000,000	**Uses:**	Project Costs	$ 15,785,000
	Borrower Equity	3,045,000		Issuance Costs	260,000
	Total:	**$ 16,045,000**		**Total:**	**$ 16,045,000**

JOBS

Current employment:	36	Projected new jobs:	4-6 (1-2 years)
Jobs retained:	N/A	Construction jobs:	300 (13 months)

FINANCING SUMMARY

Bondholder's Security:	The Bond will be purchased directly by JPMorgan Chase Bank, N.A. (the "**Bank**" as the Direct Purchaser/Secured Lender) as a direct investment. The Bond will be a general obligation of The Big Ten Conference, Inc. As customary on direct purchase transactions, the Bank will be secured by project assets (i.e., primarily real estate) and will cross-collateralize and cross-default the Bond with all other Borrower obligations due to the Bank.
Underlying Ratings:	Not applicable. The Bonds will be purchased directly by JPMorgan Chase Bank, N.A. and will not be rated.
Structure/ Interest Rate:	The interest rate on the direct purchase bond will be negotiated with JPMorgan Chase Bank, N.A. and is expected to be a 6-year fixed rate set based on market conditions at closing.
Maturity:	6 years (not-to-exceed parameter)
Anticipated Closing Date:	December 2012

BUSINESS SUMMARY

Background: **Big Ten Conference, Inc.** (the "**Big Ten**" or the "**Borrower**") is a Delaware not-for-profit corporation originally founded in 1896 and incorporated on November 16, 1987.

The Borrower is currently governed by a 12-member Board of Trustees (see Economic Disclosure Statement section on page 5 for further information).

Description: The Big Ten Conference, Inc., promotes and regulates inter-collegiate athletic programs, encourages sound academic principles, and fosters cooperation among its 12 member institutions, all of which are prestigious research universities.

History

The history of the Big Ten to 1895 when the presidents of Purdue University, the University of Chicago, University of Illinois, University of Michigan, University of Minnesota, Northwestern University and University of Wisconsin set out to organize and develop principles for the regulate intercollegiate athletics. In 1896, these institutions established an intercollegiate association of these universities that was originally known as the "Western Conference".

In 1899, Indiana University and the University of Iowa were admitted and followed by Ohio State University in 1912. In 1917, the Western Conference began referring to itself as "The Big Ten Conference". The University of Chicago withdrew from the Big Ten Conference in 1946 and was replaced by Michigan State University in 1950. The Conference was formally incorporated under the name "Big Ten Conference" in 1987.

The Conference has continued to expand, consistent with membership growth in the nation's premier academic and athletic conferences over the past 20 years. The Big Ten's most recent additions have been Pennsylvania State University (which began competition in 1993) and University of Nebraska – Lincoln (which was admitted in 2011).

Big Ten Network

In 2006, Big Ten announced the creation of the first conference-owned television network, a 20-year agreement with News Corporation/Fox Sports to create what would become the Big Ten Network ("BTN"). BTN launched on August 30, 2007, and is now in its sixth year of operation.

BTN is in 51 million homes in the United States and Canada, through agreements with more than 300 cable, satellite and telecommunications providers, and is available internationally in 20 countries.

Project Impact: The Big Ten Conference office and staff are currently housed at the Big Ten Conference headquarters and meeting center in Park Ridge, Illinois.

The Big Ten's Park Ridge facility has been its first fully owned-and-operated building and has been the Big Ten's home since 1991. The current facility is located approximately 10 minutes from O'Hare International Airport and serves the needs of over 60 different committees, coaches, and governance groups that schedule use of the facility for over 125 meeting days per year.

Additionally, the Big Ten Conference was the Illinois Development Finance Authority's initial 501(c)(3) bond issue in August 1990. IDFA issued $3.6 million of Bonds that retained the Big Ten's operations in Illinois and enabled the Conference to relocate from leased office space in Schaumburg to its current facility in Park Ridge. Although the Series 1990 Bonds were scheduled to mature in August 2010, the Big Ten had sufficient cash available to prepay those Bonds in August 2008.

Big Ten Commissioner Jim Delany and his staff manage nearly 1,000 broadcast events, provide legislative and compliance services, manage 25 different sports championships and tournaments, provide staff services to over 400 coaching and administrative personnel on Big Ten campuses, and service media and fans needs regarding information about the Big Ten.

The new Big Ten Headquarters, to be located in Rosemont, with improved access to O'Hare International Airport, will also provide expanded conferencing facilities. Additionally, the building's ground floor will feature the "Big Ten Experience", an interactive multimedia attraction celebrating the organization's legends and leaders. The Project's second floor will feature a conferencing center for member institutions. Administrative offices and operations will be located on the building's third floor.

The project is necessary as the Conference has grown from 24 full-time employees in 1991 (year the conference moved into its current Park Ridge facility) to 36 full-time employees in 2012. The Conference expects staff growth to continue and full-time employees will exceed 40 people in 2013.

The use of tax-exempt financing will result in interest rate savings over the life of the project. Those interest rate savings will be reallocated to further the Conference's mission.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

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

ECONOMIC DISCLOSURE STATEMENT

Applicant:	**Big Ten Conference, Inc.**, 1500 W. Higgins Road, Park Ridge, IL 60068 (Brad Traviolia, Deputy Commissioner; Ph.: 847-696-1010; email: btraviolia@bigten.org)
Applicant Website:	www.bigten.org
Project name:	Big Ten Conference Office Building, Series 2012 Bond
Location:	5440 Park Place, Rosemont (Cook County), IL 60018
Organization:	501(c)(3) Not-for-Profit Corporation incorporated under Delaware law

Ownership/ Board of Trustees:

University of Illinois at Urbana-Champaign	Phyllis Wise	Vice President & Chancellor
Indiana University	Michael A. McRobbie	President
University of Iowa	Sally Mason	President
University of Michigan	Mary Sue Coleman	President
Michigan State University	Lou Anna K. Simon	President
University of Minnesota	Eric Kaler	President
University of Nebraska - Lincoln	Harvey Perlman	Chancellor
Northwestern University	Morton Schapiro	President
The Ohio State University	E. Gordon Gee	President
Pennsylvania State University	Rodney A. Erickson	President
Purdue University	Timothy D. Sands	Acting President
University of Wisconsin - Madison	David Ward	Interim Chancellor

Ownership of the subject property: The subject project site is currently owned by the Village of Rosemont.

PROFESSIONAL & FINANCIAL

Borrower:	Big Ten Conference, Inc.	Chicago, IL	Brad Traviolia
Auditor:	RSM McGladrey	Chicago, IL	Tara Leja
Borrower's Counsel:	Mayer Brown LLP	Chicago, IL	David Narefsky
Borrower's Financial Advisor:	N/A		
Bank/Bond Purchaser:	JPMorgan Chase Bank, N.A.	Chicago, IL	Jeanene Levar
Counsel to Bond Purchaser:	Foley & Lardner LLP	Chicago, IL	Laura Bilas
Bond Counsel:	Schiff Hardin LLP	Chicago, IL	Bruce Weisenthal
Rating Agencies:	Not applicable – the subject Bonds will be bank purchased without a rating		
Architect:	RATIO Architects, Inc.	Indianapolis, IN	Chuck Bauer
General Contractor:	Leopardo Companies, Inc.	Hoffman Estates, IL	Leigh McMillen
IFA Counsel:	Reyes Kurson Ltd.	Chicago, IL	Victor Reyes Ray McGaugh
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	5
State Senate:	10
State House:	20

CONDUIT

ILLINOIS FINANCE AUTHORITY

November 13, 2012

$11,000,000 (not-to-exceed amount)
Nexus Diversified Community Services, Inc. and its affiliates

REQUEST	**Purpose:** Bond proceeds will be used by Nexus Diversified Community Services, Inc. and its affiliates ("**Nexus**" or the "**Borrower**") to finance and refinance borrowings or affiliate equity related to the construction and equipping of new residential facilities located on the campus of Indian Oaks Academy, located at 101 Bramble, Manteno, Illinois and adjacent sites owned by the Borrower, including (i) two group living homes and (ii) six residential cottages. Bond proceeds will also be used to (iii) finance various site improvements and renovations of existing buildings located on the campus of Indian Oaks Academy (collectively, the "**Project**"). Additionally, if deemed necessary or desirable, proceeds of the Bonds may also be used to (iv) finance capitalized interest during construction, and (v) to fund bond issuance costs (collectively with the Project, the "**Financing Purposes**"). **Program:** 501(c)(3) Revenue Bonds **Extraordinary Conditions:** None. No IFA Funds at risk. No State Funds at risk.
BOARD ACTION	Preliminary Bond Resolution
MATERIAL CHANGES	None. This is the first time this financing proposal has been presented to the IFA Board of Directors.
JOB DATA	255 Current jobs; 45 New jobs projected N/A Retained jobs; 164 Construction jobs projected *(12 to 18 months, preliminary)*
BORROWER DESCRIPTION	● Type of entity: Nexus Diversified Community Services, Inc. (and affiliates) is a nonprofit, 501(c)(3) organization incorporated under Minnesota law. Organized in 1981, Nexus's mission is to change the lives of troubled youths at its four residential campuses located in Illinois and Minnesota. Nexus provides education care and behavioral and psychological services to provide an array of quality services to troubled and developmentally disabled youths. ● Nexus operates the Indian Oaks Academy in Manteno (Kankakee County), the facility that will be substantially improved as a result of the proposed financing. (Nexus also operates the Onarga Academy in Onarga (Iroquois County).) ● Location: Manteno/Kankakee County/Northeast Region
CREDIT INDICATORS	● Nexus and its affiliates are non-rated. ● Nexus will be pursuing a structure with a commercial bank and is considering either (i) a Bank Direct Pay Letter of Credit structure or (ii) a Bank Direct Purchase structure.
STRUCTURE	● The Borrower has engaged William Blair & Company, LLC to help the Borrower obtain financing commitments for a Direct Pay Letter of Credit (which would enable the Bonds to be sold on a rated basis into the bond market) and/or a Direct Bank Purchase. ● For parameters purposes, the final maturity date will be up to 35 years (preliminary; subject to change) ● The Bank will be secured by the assets financed by this Project. Additionally, the Bank is likely to structure this transaction with cross-collateralization and cross-default provisions on all outstanding and future term loans and credit facilities originated on behalf of the Borrower.

SOURCES AND USES

IFA Bonds	$10,200,000	Project Costs	$13,596,000
Land Contribution	350,000	Capitalized Interest	250,000
Borrower Equity	3,500,000	Costs of Issuance	204,000
Total	**$14,050,000**	**Total**	**$14,050,000**

RECOMMENDATION Credit Review Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 13, 2012

Project: Nexus Diversified Community Services, Inc. and its affiliates

STATISTICS

IFA Project:	N-NP-TE-CD-8584	Amount:	$11,000,000 (not-to-exceed amount)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Manteno	County/ Region:	Kankakee/Northeast

BOARD ACTION

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

VOTING RECORD

Not applicable. This is the first time this financing has been presented to the IFA Board of Directors.

PURPOSE

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

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

SOURCES AND USES OF FUNDS

Sources:	IFA Bonds	$ 10,200,000	**Uses:**	Project Costs	$ 13,596,000
	Land Contribution	$ 350,000		Capitalized Interest	$ 250,000
	Borrower Equity	3,500,000		Issuance Costs	204,000
	Total:	**$ 14,050,000**		**Total:**	**$ 14,050,000**

Note: The amounts represented above are preliminary and subject to change.

JOBS

Current employment:	225	Projected new jobs:	45
Jobs retained:	N/A	Construction jobs:	164 (12-18 months - *initial estimate)*

FINANCING SUMMARY

Security: The Borrower will be requesting bank financing proposals under both a Direct Pay Letter of Credit structure (which would enable the Bonds to be sold on a rated basis into the bond market) and a Direct Bank Purchase structure. The Borrower anticipates requesting proposals from several commercial banks. The Borrower will ultimately select the structure that is most advantageous based on market conditions in early 2013.

Structure: *Scenario 1 - Direct Pay Letter of Credit structure:* If the Bonds are ultimately structured with an irrevocable Direct Pay Letter of Credit as bondholder security, the Bonds would be underwritten by William Blair & Company, LLC and sold as 7-day Variable Rate Demand Bonds. Under this structure, bondholders would be repaid by direct irrevocable draws on the Bank Letter of Credit (i.e., an irrevocable obligation of the Bank that would be paid irrespective of whether or not the underlying Borrower was making its scheduled payments to the Bank).

Scenario 2 - Bank Direct Purchase Structure: The Bonds would be purchased directly by a commercial bank. The Bank would be the investor and secured lender under the Direct Purchase Structure and would bear all non-payment and default risk (just as under the Direct Pay Letter of Credit structure).

Bank Collateral: Under either structuring scenario, it is likely that the Bank would be secured by the Project, collateral assignments of any leases among Nexus Diversified Services, Inc. and its operating affiliates (i.e., and Nexus/Indian Oaks Academy, in particular). Additionally, it is possible that the originating bank could impose additional collateral or guarantees requirements from affiliates of the Borrower, if necessary.

Again, under a Direct Pay Letter of Credit structure, the LOC Bank (and not the bondholders) would bear the risk of Borrower default.

Similarly, under a bank direct purchase structure, the Bank, as Bond Purchaser, would be both the Secured Lender and Bond Investor and, consequently, the Bank would also bear 100% of the risk of Borrower default.

Under either structuring scenario, the Bank would be the entity bearing default risk on this financing.

Interest Rate: The interest rate will be determined based on one of the two following transaction structures:

Scenario 1 - Direct Pay Letter of Credit structure: If Bonds are sold under the Letter of Credit structure, the Bonds would bear interest initially in 7-Day Variable Rate Demand Note Mode, with a tax-exempt interest rate that would be reset on a weekly basis. The most recent average SIFMA Municipal Swap Index Rate (a proxy for the 7-day floater rate) was 0.21% as of 10/24/2012 (this proxy rate excludes annual Direct Pay Letter of Credit fees, which range from 1.0% to 2.0% for most recent IFA Borrowers; annual Remarketing Agent fees, which range from 0.10% to 0.125% of most outstanding IFA conduit bonds; and annual Trustee fees).

Scenario 2 - Bank Direct Purchase Structure: If Bonds are purchased directly by a commercial bank, the Bonds would most likely bear an interest rate that would be fixed for an initial period of 5 (or 7) years, with reset provisions every 5 (or 7) years thereafter until the final maturity date.

Maturity: 2048 (i.e., not-to-exceed 35 years)

Estimated Closing Date: March 2013 or April 2013

Rationale: The proposed Bonds will enable the Borrower to obtain permanent financing for the subject replacement residential facilities on its Indian Oaks Academy campus in Manteno at the lowest possible cost.

BUSINESS SUMMARY

Background: **Nexus Diversified Community Services, Inc. and its affiliates** ("**Nexus**", or the "**Borrower**") is a Minnesota not-for-profit corporation and is a 501(c)(3) corporation that received its IRS letter of determination in 1983.

Nexus and its affiliates are currently governed by an 11-member Board of Trustees. (Please see the Economic Disclosure Statement section (page 6) for further information.)

Description: Nexus is headquartered in Plymouth, Minnesota and has been a leader in child and adolescent treatment services for nearly 40 years. Nexus operates specialized treatment programs, group homes, transitional living programs, educational and vocational services in Minnesota and Illinois for children and adolescents experiencing severe emotional and behavioral problems, exhibiting harmful sexual behaviors, and requiring special services for developmental disabilities. Additionally, Nexus operates hospital-based inpatient psychiatric services in Illinois and provides foster care services in Minnesota. Altogether, Nexus provides treatment services for approximately 450 children and adolescents at any given time.

Nexus residential treatment sites offer fully licensed programming, accredited year-round, on-site schools, and vocational skills training. Treatment programs serve children and adolescents who have exhibited harmful sexual behaviors, behavioral or emotional disorders, developmental disability with behavioral disorders, or who require intensive inpatient psychiatric care. The continuum of care includes transitional living programs, group homes, and foster care. All programming is accredited by the Council on Accreditation for Children and Family Services (COA), and each treatment location is licensed by state regulatory agencies.

According to Nexus' management, Nexus has a longstanding, successful working relationship with the Illinois Department of Children and Family Services ("DCFS"). In fact, after treating Illinois residents at Nexus' facility in Minnesota for many years, the Illinois Department of Children and Family Services approached Nexus regarding providing these services in Illinois to (i) meet an underserved need in Illinois and (ii) to spend these state contract dollars at facilities located in Illinois. As a result, Nexus established its Onarga Academy (Iroquois County) in 1990 and later established its Indian Oaks Academy in Manteno (Kankakee County) in 1997 (which serves both boys and girls).

Nexus currently operates four residential academies located in Illinois and Minnesota and provides services through onsite schools, two group homes, a transitional living programs, and operates "Family Focus" in Minnesota, through which it offers foster care, adoption, and home-based counseling services. Nexus' Indian Oaks Academy also manages two inpatient psychiatric units for adolescents located in Kankakee.

- **Indian Oaks Academy (Manteno, IL)** – residential treatment for up to 117 boys and girls, ages 12-20, with severe emotional and behavior problems, harmful sexual behaviors, and special needs; additionally, Indian Oaks provides a vocational program for its residents and also operates two 8-bed hospital-based psychiatric units – one for boys and one for girls – in nearby Kankakee.
- **Onarga Academy (Onarga, IL)** – residential treatment for up to 90 boys, ages 12-20, suffering from emotional and behavioral problems, as well as harmful sexual behaviors; Onarga also operates a group home and a transitional living program as part of its aftercare services. Onarga Academy offers a vocational program and a program addressing issues of chemical health.
- **Mille Lacs Academy (Onamia, MN)** – residential treatment for up to 88 boys ages 10-19 exhibiting harmful sexual behaviors. Mille Lacs Academy also operates a group home for up to 8 boys.
- **Gerard Academy (Austin, MN)** – residential treatment for up to 77 boys and girls with severe emotional and behavioral problems, ages 6-19.
- **Family Focus (Greater Minnesota)** – foster care, specialized foster care, adoption, post-adoption, alternative to residential treatment, and home-based counseling services.

Please see www.nexustreatment.org and the Indian Oaks Academy website (www.nexustreatment.org/treatmentsites/indianoaks/about/default.aspx) for additional information regarding the Manteno facility..

Key Sources of State Funding: Nexus' Indian Oaks Academy in Manteno receives contractual funding from the Illinois Department of Children and Family Services (including State and Medicaid funding), the Illinois Department of Human Services, and the Illinois Department of Juvenile Justice. (Nexus' Onarga Academy also receives funding from DCFS, the Illinois Department of Corrections, and also receives local funding from various county-based agencies.)

Project Impact: The proposed project will enable the Borrower to upgrade all of its residential housing facilities for students who live on its Indian Oaks residential campus in Manteno.

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

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

Preliminary estimated project costs are comprised of the following:

Land Acquisition:	$350,000
Site Improvement:	677,000
Rehabilitation:	1,548,000
New Construction:	10,375,000
Legal & Professional (excludes Bond costs):	246,000
Total:	**$13,596,000**

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ECONOMIC DISCLOSURE STATEMENT

Applicant:	**Nexus Diversified Community Services, Inc.**, 505 Highway 169 North, Suite 500, Plymouth, MN 55411 (Alan Nordby, Treasurer/CFO)
Applicant Website:	www.nexustreatment.org
Project name:	Indian Oak Academy Project, Series 2012 Bonds
Location:	101 Bramble, Manteno and adjacent properties (Kankakee County), IL 60950
Organization:	Minnesota 501(c)(3) not-for-profit corporation
Ownership/ Board of Trustees:	

- Laureen Carlson, Chairperson, c/o Portage Marketing, Minneapolis, MN
- Jeff Talley, Vice Chairperson, c/o Opportunity Partners, Minnetonka, MN
- Reed Robinson, Secretary, c/o WJR, Inc. – Golden Valley, MN, Cottage Grove, MN
- David Hutchinson, CEO, Brooklyn Park, MN
- Darnell Allen, Peoria, AZ
- Lisa Dugan, Bradley, Illinois
- Peter Freeman, c/o Full Circle Dynamics, LLC, St. Paul, MN
- Troy Hatcher, Brooklyn Park, MN
- Larry Riesselman, Cottage Grove, MN
- Francis Smith, Manteno, IL
- Laurie Zenner, Edina, MN

PROFESSIONAL & FINANCIAL

Borrower:	Nexus Diversified Community Services, Inc.	Plymouth, MN	Alan Nordby
Auditor:	Messerli & Schadow	Minneapolis, MN	
Borrower's Counsel:	Mahoney, Dougherty, Mahoney	Minneapolis, MN	Mark Manderfeld
Bank (for Direct Pay LOC or Direct Purchase):	To be selected and engaged by the Borrower		
Bond Counsel:	Ice Miller, LLP	Chicago, IL	James Snyder
Bond Trustee:	To be determined (will only be applicable if Bonds are sold as 7-day floaters secured with a Bank Direct Pay LOC)		
Underwriter/Placement Agent:	William Blair & Company LLC	Chicago, IL	Peter Raphael
Underwriter/Placement Agent's Counsel:	To be determined (will only be applicable if Bonds are sold as 7-day floaters; will not be applicable if Bonds are Direct Bank Purchased)		
Rating Agencies:	To be determined (may only be applicable if Bonds are sold as 7-day floaters secured with a Bank Direct Pay Letter of Credit)		
Architect:	Architectural Expression, LLP	Forsyth, IL	Neil Strack
General Contractor:	Piggush Simoneau, Inc.	Kankakee, IL	Dale Piggush
IFA Counsel:	To be requested after structure is determined		
IFA Financial Advisor:	Acacia Financial, Inc.	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	11
State Senate:	40
State House:	79

CONDUIT

$150,000,000
Advocate Health Care Network

November 13, 2012

REQUEST	**Purpose**: Bond proceeds will be used by **Advocate Health Care Network** ("**Advocate**", "**AHCN**", the "**Borrower**", or the "**System**") to (i) fund new money projects (including capitalized interest, if deemed necessary or advisable) at Advocate hospital campuses, including an outpatient diagnostic and treatment center and cancer center at Advocate Illinois Masonic Medical Center in Chicago, Illinois and a new patient tower at Advocate Christ Medical Center; (ii) fund a debt service reserve fund, if deemed necessary or advisable; (iii) finance certain working capital expenditures, if deemed necessary or advisable, and (iv) pay costs of issuance. **Program**: Conduit 501(c)(3) Revenue Bonds **Extraordinary Conditions**: None.
BOARD ACTIONS	Final Bond Resolution (*one-time consideration*)
MATERIAL CHANGES	This is the first time this project is being presented to the Board.
JOB DATA	26,400 Current jobs 330 New jobs projected N/A Retained jobs 427 Construction jobs projected
DESCRIPTION	● Locations: Cook, DuPage, Lake, McLean and Woodford Counties ● As a faith-based health care organization, affiliated with both the United Church of Christ and Evangelical Lutheran Church in America, the mission, values and philosophy of the System form the foundation for its strategic priorities. The System's mission is to serve the health care needs of individuals, families and communities through a holistic philosophy. ● The System provides a continuum of care through its ten acute care hospitals with two integrated children's hospitals, with approximately 3,200 licensed beds, primary and specialty physician services, outpatient centers, physician office buildings, home health and hospice care throughout metropolitan Chicago, Bloomington-Normal (McLean County) and Eureka (Woodford County) areas.
CREDIT INDICATORS	● Fixed Rate Debt. ● Expected underlying ratings of Aa2/AA/AA (Moody's/S&P/Fitch)
MATURITY	● Bonds will mature no later than 2052.
SOURCES AND USES	See table below
RECOMMENDATION	Credit Review Committee recommends approval.

SOURCES AND USES

IFA Bonds	$150,000,000	Acquisition and Project Cost	$147,000,000
		Restructuring of Existing Debt	0
		Costs of Issuance	3,000,000
Total	**$150,000,000**	Total	**$150,000,000**

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 13, 2012

Project: Advocate Health Care Network

STATISTICS

Project Number: H-HO-TE-CD-8585	Amount: $150,000,000 (not-to-exceed)
Type: 501(c)(3) Bonds	IFA Staff: Pam Lenane and Nora O'Brien
County/Region: Cook, DuPage, Lake, McLean, and Woodford counties	City: Bloomington-Normal – McLean Eureka - Woodford Chicago – Cook Oak Lawn – Cook Park Ridge – Cook Hazel Crest – Cook Barrington – Lake Libertyville – Lake Downers Grove - DuPage

BOARD ACTION

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

VOTING RECORD

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

PURPOSE

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

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 income tax-exempt status on interest earned on the Bonds paid to bondholders, thereby reducing the Advocate's interest expense.

VOLUME CAP

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

JOBS

Current employment:	26,400	Projected new jobs:	330
Jobs retained:	N/A	Construction jobs:	427

ESTIMATED SOURCES AND USES OF FUNDS

Sources:	IFA Bonds	$150,000,000	Uses:	New money projects	$147,000,000
				Restructuring of existing debt	0
				Costs of issuance	3,000,000
	Total	**$150,000,000**	**Total**		**$150,000,000**

FINANCING SUMMARY/STRUCTURE

Security:	General, unsecured obligations of the Members of the Obligated Group and any future Members of the Obligated Group. (Current members of the Obligated Group are: Advocate Health Care Network, Advocate Health and Hospital Corporation, Advocate Northside Health Network, and Advocate Condell Medical Center.)
Structure:	Fixed Rate Debt.
Interest Rate:	To be determined on the day of pricing.
Interest Mode:	Fixed Rate Bonds.
Credit Enhancement:	Fixed Rate Bonds would be sold based on the underlying rating(s) of Advocate Health Care Network.
Maturity:	Not later than 2052
Rating:	Expected underlying ratings of Aa2/AA/AA (Moody's/S&P/Fitch)
Estimated Closing Date:	November 29, 2012

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will finance approximately $150 million of new money capital projects including, but not limited to the Advocate Illinois Masonic Medical Center diagnostic and treatment center and cancer center project in Chicago, Illinois, and the Advocate Christ Medical Center patient tower project in Oak Lawn (Cook County), Illinois. The diagnostic and treatment center and cancer center project received Certificate of Need approval from the Illinois Health Facilities Planning Board on October 31, 2012. The patient tower project is scheduled for Certificate of Need review by the Illinois Health Facilities Planning Board on December 12, 2012. Further, AHCN desires to finance expenditures made on its various hospital campuses.

BUSINESS SUMMARY

Advocate Health Care Network, a 501(c)(3), a not-for-profit corporation ("**Advocate Network Corporation**") is the sole member of the not-for-profit Advocate Health and Hospitals Corporation ("**Hospitals Corporation**"). Advocate Network Corporation and the Hospitals Corporation are, in turn, the sole members of various not-for-profit corporations, including Advocate Condell Medical Center and Advocate Northside Health Network, the primary activities of which are the delivery of health care services or the provision of goods and services ancillary thereto. Such controlled corporations along with Advocate Network Corporation and the Hospitals Corporation constitute the Advocate Health Care Network (the "**System**"). The System was created in January 1995 through the consolidation of two health systems, Evangelical Health System and Lutheran General Health System. As the parent of the System, Advocate Network Corporation currently has no material operations or activities of its own, apart from its ability to control subsidiaries.

As a faith-based health care organization, affiliated with the United Church of Christ and Evangelical Lutheran Church in America, the mission, values and philosophy of the System form the foundation for its strategic priorities. The System's mission is to serve the health care needs of individuals, families and communities through a holistic philosophy.

The System, named among the nation's top health systems, is the largest health system in Illinois and one of the largest health care providers in the Midwest. The System operates more than 250 sites of care, including 10 acute care hospitals, the state's largest integrated children's network, five Level I trauma centers (the state's highest designation in trauma care), two Level II trauma centers, one of the area's largest home health care companies and one of the region's largest medical groups. The System trains more primary care physicians and residents at its four teaching hospitals than any other health system in the state. As a not-for-profit, mission-based health system affiliated with the Evangelical Lutheran Church in America and the United Church of Christ, the System contributed $571 million in charitable care and services to communities across Chicagoland and Central Illinois in 2011.

OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Applicant:	Advocate Health Care Network
Project Location:	Multiple
Borrower:	Advocate Health Care Network 2025 Windsor Drive Oak Brook, IL 60521
Board Members (Advocate Health Care Network):	Mark M. Harris, *Chairperson* Michele Richardson, *Vice Chairperson* James Skogsbergh, *President and Chief Executive Officer* David B. Anderson Alejandro Aparicio, M.D. Lynn Crump-Caine Ronald R. Greene Ronald J. Mallicoat, Jr. Laurie L. Meyer Bishop Wayne N. Miller Rev. Dr. Jorge L. Morales Clarence Nixon, Jr., Ph.D. Carolyn Hope Smeltzer Gary D. Stuck, D.O.

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Polsinelli Shughart, PC	Chicago	Janet Zeigler
Auditor:	Ernst & Young	Chicago	Tadd Ingles
Bond Counsel:	Chapman and Cutler, LLP	Chicago	Nancy Burke Becky Brueckel
Senior Underwriter:	Citi	Chicago New York	Ryan Freel Amy Yang
Co-Manager:	Loop Capital Markets, LLC	Chicago	Prakash Ramani
Co-Manager:	Cabrera Capital Markets, LLC	Chicago	Santino Bibbo
Underwriter's Counsel:	SNR Denton US, LLP	Chicago	Katie Ashton
Bond Trustee:	The Bank of New York	Chicago	Joan Blume
Issuer's Counsel:	Ungaretti & Harris	Chicago	Julie Seymour
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	2, 3, 5, 6, 8, 9, 10, 11, 15, 18
State Senate:	6, 17, 18, 19, 21, 26, 29, 33, 44, 53
State House:	12, 33, 36, 38, 42, 51, 52, 57, 65, 88, 106

SERVICE AREA

Advocate Health Care Network has facilities in the following locations in Illinois: Chicago (Advocate Illinois Masonic Medical Center), (Advocate Trinity Hospital); Libertyville (Advocate Condell Medical Center); Oak Lawn (Advocate Christ Medical Center and Advocate Hope Children's Hospital); Downers Grove (Advocate Good Samaritan Hospital); Barrington (Advocate Good Shepherd Hospital); Park Ridge (Advocate Lutheran General Hospital and Children's Hospital) and Hazel Crest (Advocate South Suburban Hospital); Normal (Advocate BroMenn Medical Center) and Eureka (Advocate Eureka Hospital).

CONDUIT

$75,000,000
The University of Chicago Medical Center

November 13, 2012

REQUEST	**Purpose**: Bond proceeds will be used by **The University of Chicago Medical Center (“UCMC”** or the “**Borrower”)** to: (i) pay or reimburse the Borrower for, or refinance outstanding indebtedness the proceeds of which were used for, the payment of the cost of acquiring, constructing, renovating, remodeling and equipping certain of the Borrower’s health facilities, including the construction and equipping of a new 8-story parking structure with loading docks, ground level oxygen tank farm, and approximately 60,000 square feet of empty shelled space for future development, and (ii) pay certain expenses incurred in connection with the issuance of the Bonds. **Program**: Conduit 501(c)(3) Revenue Bonds **Extraordinary Conditions**: None.
BOARD ACTIONS	Final Bond Resolution (one-time consideration).
MATERIAL CHANGES	None. This is the first time this project has been presented to the IFA Board of Directors.
JOB DATA	6,114 Current jobs; 25 New jobs projected 6,114 Retained jobs; 185 Construction jobs projected
DESCRIPTION	● Location: Chicago (Cook County/Northeast Region) ● The University of Chicago Medical Center currently operates three hospitals and an ambulatory care facility located on the main campus of the University of Chicago as well as certain outlying facilities. The three hospitals operated by UCMC consist of (1) Mitchell Hospital; its main adult patient care facility, (2) a maternity and women’s hospital and (3) Comer Children’s Hospital. In early 2013, UCMC will open their Center for Care and Discovery; a new adult hospital for complex and specialty care.
SECURITY	● All Obligations issued under the Master Trust Indenture, including the 2012 Direct Purchase with Bank of America, N.A., will be secured by a security interest in the Unrestricted Receivables of the Obligated Group, but are not presently secured by a pledge, grant or mortgage of any of the other property of the Obligated Group.
CREDIT INDICATORS	● The plan of finance contemplates a variable rate Direct Purchase with Bank of America, N.A. ● Aa3/AA-/AA- (Moody’s/S&P/Fitch) underlying
STRUCTURE	● The tax-exempt variable rate Bonds will be purchased by Bank of America, N.A. with a seven year mandatory tender ● Principal payments from 2016 through 2051

SOURCES AND USES

Sources:		**Uses:**	
IFA Bonds	$75,000,000	Project Fund	$74,683,000
Equity *(estimated)*	0	Cost of Issuance *(estimated)*	317,000
Total	**$75,000,000**	**Total**	**$75,000,000**

RECOMMENDATION	Credit Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 13, 2012

Project: The University of Chicago Medical Center

STATISTICS

Project Number:	H-HO-TE-CD-8586	Amount:	$75,000,000 (Not-to-Exceed)
Type:	501(c)(3) Bonds	IFA Staff:	Pam Lenane and Nora O'Brien
Location:	Chicago	County/Region:	Cook/Northeast

BOARD ACTION

Final Bond Resolution (*One-time consideration*)
Conduit 501(c)(3) Revenue Bonds
Credit Committee Recommends Approval

No IFA Funds at Risk
No Extraordinary Conditions

VOTING RECORD

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

PURPOSE

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

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 income tax-exempt status on interest earned on the Bonds paid to bondholders, thereby reducing the Advocate's interest expense.

VOLUME CAP

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

JOBS

Current employment:	6,114	New jobs projected:	25
		Construction jobs projected:	185

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		**Uses:**	
IFA Bonds	$75,000,000	Project Fund	$74,683,000
Equity *(estimated)*	0	Cost of Issuance *(estimated)*	317,000
Total	**$75,000,000**	**Total**	**$75,000,000**

FINANCING SUMMARY

Security:	The Bonds will be secured by a security interest in the Unrestricted Receivables of the Obligated Group, but are not presently secured by a pledge, grant or mortgage of any of the other property of the Obligated Group.
Structure:	LIBOR Index Floating Rate with a seven year mandatory tender
Interest Rate:	LIBOR + applicable margin; applicable margin equals 60 bps
Interest Mode:	Variable
Credit Enhancement:	None
Maturity:	Final Maturity will be 11/30/2051
Rating:	Aa3/AA-/AA- (Moody's/S&P/Fitch) underlying
Estimated Closing Date:	January, 2013

PROJECT SUMMARY

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

BUSINESS SUMMARY

The University of Chicago Medical Center currently operates three hospitals and an ambulatory care facility located on the main campus of the University of Chicago as well as certain outlying facilities. The three hospitals operated by UCMC consist of (1) Mitchell Hospital; its main adult patient care facility, (2) a maternity and women's hospital and (3) Comer Children's Hospital. In early 2013, UCMC will open their Center for Care and Discovery; a new adult hospital for complex and specialty care.

ECONOMIC DISCLOSURE STATEMENT

Applicant: The University of Chicago Medical Center
5841 S. Maryland Avenue
Chicago (Cook County), IL
60637-1447

Borrower: The University of Chicago Medical Center

Board Members:

Rodney L. Goldstein (Chair), Frank M. Clark (Vice Chair), Trisha Rooney Alden, Andrew M. Alper (*ex officio*), Paul F. Anderson, Jeffrey S. Aronin, Diane P. Atwood, Robert H. Bergman, Ellen Block, Kevin J. Brown, John Bucksbaum, Benjamin D. Chereskin, Robert G. Clark, Stephanie Comer, James S. Crown, Craig J. Duchossois, James S. Frank, Stanford J. Goldblatt, Stephanie Harris, William J. Hunckler III, Patrick J. Kelly, Allan Klock (*ex officio*), Barry L. MacLean, Cheryl Mayberry-McKissack, Emily Nicklin, Joseph P. Nolan, Brien M. O'Brien, Sharon O'Keefe (*ex officio*), Timothy K. Ozark, Kenneth S. Polonsky, MD, (*ex officio*), Nicholas K. Pontikes, James Reynolds, Jr., Thomas F. Rosenbaum (*ex officio*), Gordon Segal, Benjamin Shapiro, Jeffrey T. Sheffield, Melody Spann-Cooper, John A. Svoboda, Michael Tang, MarrGwen Townsend, Terry L. Van Der Aa, Scott Wald, Kelly R. Welsh, Paula Wolff, Paul G. Yovovich and Robert J. Zimmer (*ex officio*).

Life Trustees: Marshall Bennett, Lindy Bergman, Sidney Epstein, Robert Feitler, Jules F. Knapp, Howard G. Krane, John D. Mabie, Robert G. Schloerb and Robert G. Weiss.

PROFESSIONAL & FINANCIAL

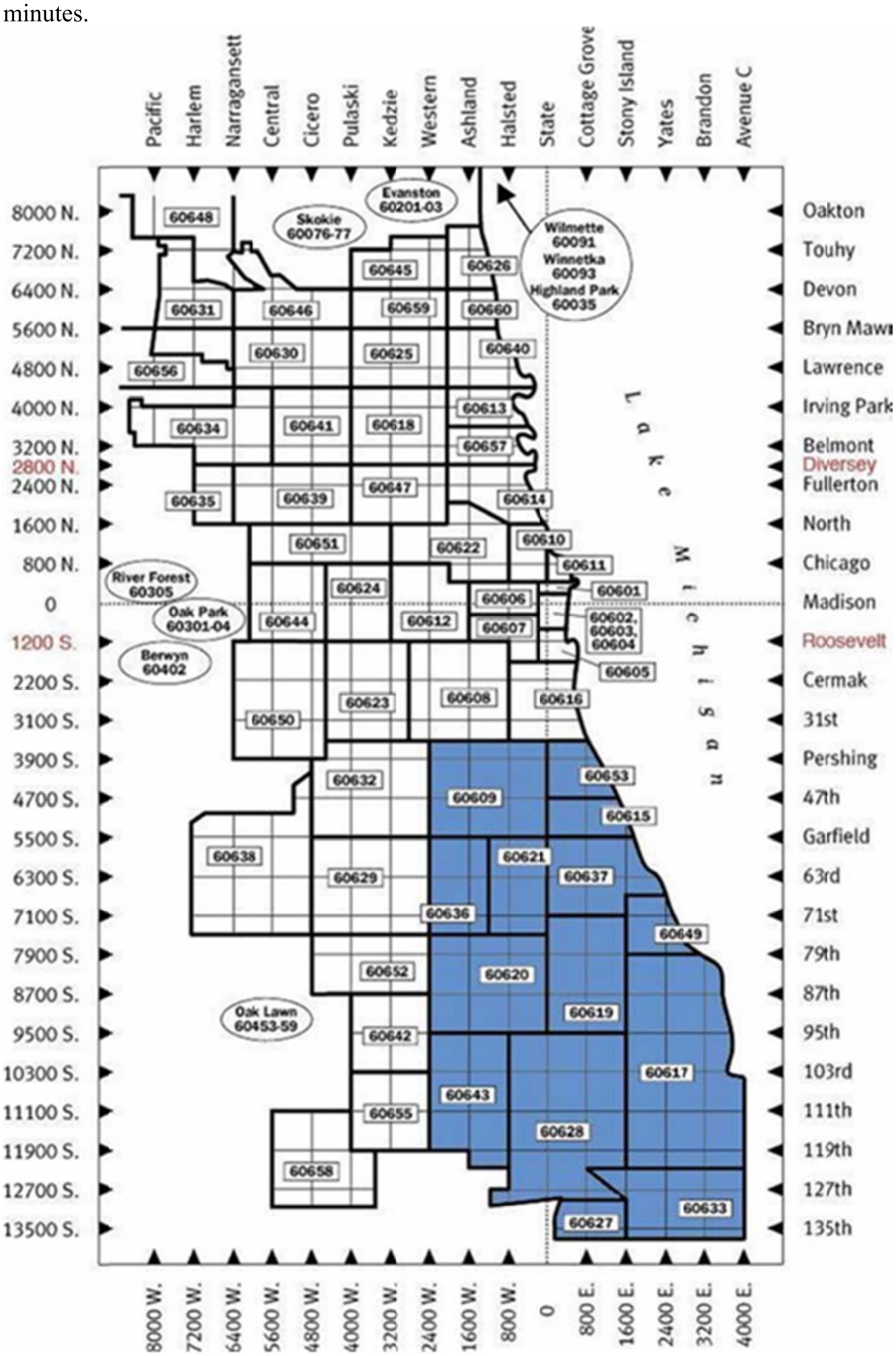
Borrower's Counsel:	Katten Muchin Rosenman	Chicago	Elizabeth Weber
Bond Counsel:	Jones Day	Chicago	John Bibby
Financial Advisor:	Melio & Company	Chicago	Mark Melio
Direct Purchaser:	Bank of America, N.A	Chicago	Christie Davis
Bank Counsel:	Chapman and Cutler LLP	Chicago	David Field
IFA Counsel:	Burke, Burns & Pinelli, Ltd.	Chicago	Mary Patricia Burns
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	1
State Senate:	13
State House:	26

SERVICE AREA

UCMC's primary service area covers much of the south side of the City of Chicago. The primary service area is bounded by 36th Street to the north, Lake Michigan and the Indiana border to the east, 130th Street to the south and Western Avenue to the west. The primary service area is eight miles long, four miles wide at the northern boundary and eight miles wide at the southern boundary. Travel time from UCMC's facilities to the most distant parts of the primary service area is 25 to 30 minutes.



CONDUIT

$160,000,000
Franciscan Communities, Inc.

November 13, 2012

REQUEST	**Purpose**: The proceeds will be used by **Franciscan Communities, Inc.** ("**FC**") and/or **University Place, Inc.** ("**UP**") (collectively, FC and UP are referred to hereinafter as "**Borrower**" and/or "**Proposed Obligated Group**") to: (i) refund various series of bonds previously issued through the Illinois Finance Authority or the Illinois Health Facilities Authority; (ii) refund bonds previously issued through the Indiana Health Facility Financing Authority; (iii) refund bonds that were previous issued through Cuyahoga County, Ohio; (iv) fund new money projects for certain FC facilities; (v) repay a short term note payable; (vi) establish a Debt Service Reserve Fund; and (vii) provide for the payment of costs of issuance associated with the Series 2012 Bonds. **Program**: Conduit 501(c)(3) Revenue Bonds (Multi-State) **Extraordinary Conditions**: None.
BOARD ACTIONS	Preliminary Bond Resolution
MATERIAL CHANGES	None. This is the first time this project is being presented to the Board.
JOB DATA	1,707 Current jobs; N/A New jobs projected N/A Retained jobs; 0 Construction jobs projected
DESCRIPTION	● Locations: Cook, Will and Lake Counties ● Upon completion of the financing, the Proposed Existing Obligated Group will operate eight facilities in three states with an aggregate of 1,912 total units, including 511 entrance fee independent living units, 238 rental independent living units, 387 assisted living/sheltered units, and 776 skilled nursing units.
CREDIT INDICATORS	● The plan of finance contemplates the issuance of approximately $120 million of tax-exempt fixed rate bonds (rated BBB- by Fitch) and no more than $40 million of variable rate bank direct placed bank debt, comprised of no more than $22 million of variable rate tax-exempt debt and no more than $18 million of variable rate taxable debt.
SECURITY	● The security for the bonds will be a gross revenue pledge of the Obligated Group under a Master Trust Indenture and a mortgage or leasehold mortgage (if allowable under Canon law) on all properties in the Obligated Group.
MATURITY	● Bonds will mature no later than December 1, 2047

SOURCES AND USES

Sources:		Uses:	
IFA Bonds	$160,000,000	Payoff of Existing Debt	$127,700,000
DSRF	7,000,000	Project Fund	25,000,000
		New DSRF	9,000,000
		Cost of Issuance	2,300,000
		Subordinated Debt Payoff	3,000,000
Total	**$167,000,000**	**Total**	**$167,000,000**

RECOMMENDATION	Credit Review Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 13, 2012

Project: Franciscan Communities, Inc.

STATISTICS

Project Number:	H-SL-TE-CD-8587	Amount:	$160,000,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Pam Lenane and Nora O'Brien
Locations:	Multiple	County/ Region:	Cook/Will/Lake Counties/Northeast Region

BOARD ACTION

Preliminary Bond Resolution
Conduit 501(c)(3) Revenue Bonds (Multi-State)
Credit Review Committee recommends approval

No IFA funds at risk
No extraordinary conditions

VOTING RECORD

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

PURPOSE

Bond proceeds will be used to: (i) currently refund all of the following Variable Rate Demand Bonds ("VRDB") previously issued through the Illinois Finance Authority or Illinois Health Facilities Authority for FC: Series 1996B, Series 2006A, and Series 2006B; (ii) advance or currently refund a portion or all of the following Adjustable Rate Bonds previously issued through the Illinois Finance Authority for FC: Series 2003D, Series 2003E-1, Series 2003E-2, Series 2003E-3, and Series 2004B; (iii) Advance or currently refund all of the following Fixed Rate Bonds previously issued through the Illinois Finance Authority for FC: Series 2004A; (iv) advance or currently refund all of the following bonds previously issued through the Indiana Health Facility Financing Authority for FC: Series 2003A, Series 2003B, and; (v) advance or currently refund all of the following bonds previously issued through the Indiana Health Facility Financing Authority for UP: Series 2001A and Series 2001B; (vi) currently refund all of the Series 2004E Bonds that were previous issued through Cuyahoga County in Ohio for FC; (vii) fund new money projects for certain FC facilities located in Illinois; (viii) repay certain short term debt; (ix) establish a Debt Service Reserve Fund for the Series 2012A and B Bonds; and (x) provide for payment of the costs issuance associated with the Series 2012 Bonds.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		**Uses:**	
IFA Bonds	$160,000,000	Payoff of Existing Debt	$127,700,000
DSRF	7,000,000	Project Fund	25,000,000
		New DSRF	9,000,000
		Subordinated Debt Payoff	3,000,000
		Cost of Issuance	2,300,000
Total	**$167,000,000**	**Total**	**$167,000,000**

JOBS

Current employment:	1,707	Projected new jobs:	N/A
Jobs retained:	N/A	Construction jobs:	0

FINANCING SUMMARY

Credit Enhancement:	None
Structure:	The majority of the Series 2012 Bonds are expected to be sold with a BBB- rating from Fitch Investors Service as fixed rate serial and term bonds. These Bonds are expected to amortize from 2013 to 2047. Additionally, up to $40 million of the Series 2012 Bonds will be structured as a combination of taxable and tax-exempt variable rate bank directly purchased debt.
Interest Rate:	Up to $120 million bonds will be sold as fixed rate bonds with interest rates expected to range from two percent (2%) to 5.5 percent (5.5%). The maximum $40 million of direct bank debt is expected to be issued as variable rate debt tied to a percentage of LIBOR or LIBOR plus a credit spread.
Interest Rate Modes:	Fixed and Variable
Underlying Ratings:	BBB- Fitch (expected)
Maturity:	No later than December 1, 2047
Estimated Closing Date:	January 10, 2013

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will be used to: (i) currently refund all of the following Variable Rate Demand Bonds ("VRDB") previously issued through the Illinois Finance Authority or Illinois Health Facilities Authority for FC: Series 1996B, Series 2006A, and Series 2006B; (ii) advance or currently refund a portion or all of the following Adjustable Rate Bonds previously issued through the Illinois Finance Authority for FC: Series 2003D, Series 2003E-1, Series 2003E-2, Series 2003E-3, and Series 2004B; (iii) Advance or currently refund all of the following Fixed Rate Bonds previously issued through the Illinois Finance Authority for FC: Series 2004A; (iv) advance or currently refund all of the following bonds previously issued through the Indiana Health Facility Financing Authority for FC: Series 2003A, Series 2003B, and; (v) advance or currently refund all of the following bonds previously issued through the Indiana Health Facility Financing Authority for UP: Series 2001A and Series 2001B; (vi) currently refund all of the Series 2004E Bonds that were previous issued through Cuyahoga County in Ohio for FC; (vii) fund new money projects for certain FC facilities located in Illinois; (viii) repay certain short term debt; (ix) establish a Debt Service Reserve Fund for the Series 2012A and B Bonds; and (x) provide for payment of the costs issuance associated with the Series 2012 Bonds.

BUSINESS SUMMARY

The Franciscan Sisters of Chicago Service Corporation ("**FSCSC**") is the sole corporate member of Franciscan Communities, Inc. ("**FC**") and University Place, Inc. ("**UP**"). FSCSC is sponsored by and is a senior care ministry of the Franciscan Sisters of Chicago ("**FSC**"). Through its various ministries, FSC has provided community-based housing and healthcare services to seniors for over 115 years. The vision of FSCSC (including the Proposed Obligated Group) is to become the optimal means which frees all those served to experience the fullness of their lives. All financial obligations of FC and UP associated with the proposed debt issuance (and all other expenses) have been, and will continue to be, the sole obligations of the Proposed Obligated Group.

FC is currently comprised of seven facilities, including five facilities in the greater Chicago area, one facility in Indiana, and one facility in Ohio. Collectively, the FC communities are also referred to herein as the "Obligated Group." FC is an Indiana 501(c)(3) eligible corporation.

UP is a single site continuing care retirement community located in West Lafayette, Indiana. As a strategic part of the proposed financing, UP will become a member of the Obligated Group. Hereinafter, FC and UP will be also referred to, collectively, as the "Proposed Obligated Group."

Upon completion of the financing, the Proposed Existing Obligated Group will operate eight facilities in three states with an aggregate of 1,912 total units, including 511 entrance fee independent living units, 238 rental independent living units, 387 assisted living/sheltered units, and 776 skilled nursing units.

Proceeds of the Series 2012 Bonds will primarily be used to refund certain VRDBs, Adjustable Rate Bonds, and Fixed Rate Bonds (with the issuance of fixed rate bonds) previously issued for FC and UP. FC and UP had previously issued unrated and unenhanced bonds. FC and UP are not currently in default on any bonds and have not missed a payment date relative to any bonds in the immediately preceding three years, and to the best of FC's and UP's knowledge have never defaulted on a payment on any of the FC and UP bond issues.

The purpose of the refunding and restructuring is to take advantage of today's relatively low fixed interest rates for senior living providers. The refunding will allow FC and UP to significantly reduce their variable interest rate exposure (from approximately 54% to approximately 15% of the overall debt structure for the Proposed Obligated Group). In addition to locking in attractive fixed interest rates, the Proposed Obligated Group will use this opportunity to adjust the principal amortization of its debt. In general, the principal payments for the next 20 years will be somewhat lower than they would have been without the refunding, and principal will be amortized over a longer period of time. This will create cash flow savings following the refunding.

In addition, UP will be brought into the Obligated Group to integrate all operation into the Proposed Obligated Group moving forward. The proposed strategy also aligns with FSCSC's strategy to consolidate FC and UP into an operating unit.

The Proposed Obligated Group's historical financial information is highlighted below.

Total Operating Revenue by Community ($000s)

	For the Years Ended June 30,				
COMMUNITY	**2009**	**2010**	**2011**	**2012**	**Fiscal Quarter Ended September 30, 2012**
Addolorata Villa	$ 17,198	$ 17,423	$ 17,093	$ 17,613	$ 4,578
Franciscan Village	17,393	16,899	16,982	17,531	4,365
Marian Village	7,330	7,280	7,251	7,472	1,929
Mount Alverna Village	16,200	16,730	17,163	16,682	4,297
St. Anthony Home	18,960	19,342	20,392	20,278	5,220
St. Joseph Village of Chicago	7,667	7,558	7,902	7,835	2,041
The Village at Victory Lakes	15,777	16,684	19,067	20,015	4,967
Obligated Group	100,525	101,916	105,850	107,426	27,397
University Place	9,994	10,016	10,072	10,195	2,545
Proposed Obligated Group	**$110,519**	**$111,922**	**$115,922**	**$117,621**	**$ 29,942**

Addolorata Villa	15.6%	15.6%	14.7%	15.0%	15.3%
Franciscan Village	15.7	15.1	14.6	14.9	14.6
Marian Village	6.6	6.5	6.3	6.4	6.4
Mount Alverna Village	14.7	14.9	14.8	14.2	14.4
St. Anthony Home	17.2	17.3	17.6	17.2	17.4
St. Joseph Village of Chicago	6.9	6.8	6.8	6.7	6.8
The Village at Victory Lakes	14.3	14.9	16.4	17.0	16.6
Obligated Group	91.0	91.1	91.3	91.3	91.5
University Place	9.0	8.9	8.7	8.7	8.5
Proposed Obligated Group	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**

Certain portions of the proceeds from the Series 2012 Bonds will also be used to fund a relatively small amount of capital improvements at FC's Illinois locations and repay a short term note payable. Finally, bond proceeds will be used to fund a debt service reserve fund and issuance costs up to two percent (2%) of the par amount issued.

ECONOMIC DISCLOSURE STATEMENT

Applicant:	Franciscan Communities, Inc.
Site Address:	Franciscan Communities, Inc. 1055 West 175th Street Homewood, IL 60430 (708) 647-3140
Contact:	Ron Tinsley
Website:	www.franciscancommunities.com
Project name:	Franciscan Communities, Inc.
Organization:	501(c)(3) Not-for-Profit Corporation
State:	Illinois

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

Name & Title	**Term Expiration**	**Occupation Place of Residence**	**Committee Membership**
Sr. M. Francis Clare Radke Chairman	N/A	Chairperson Lemont, IL	Executive, Executive Compensation
Sr. M. Francine Labus Vice Chairman & Secretary	N/A*	Vice Chairperson Lemont, IL	Executive, Executive Compensation
Judy Amiano President	N/A	President/CEO Bourbonnais, IL	Executive, Audit & Finance, Investment, Executive Compensation
Ronald Tinsley Treasurer	Non-Voting Member	CFO Lansing, IL	Audit & Finance, Investment
Tracy Shearer Assistant Secretary	Non-Voting Member	Manager of Administrative Services Hobart, IN	
Denise Boudreau Assistant Secretary	Non-Voting Member	Administrative Assistant Crest Hill, IL	

*Denotes Ex-Officio

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Ungaretti & Harris LLP	Chicago	Jim Broeking
Auditor:	Ernst & Young	Chicago	Todd Ingles
Bond Counsel	Jones Day	Chicago	John Bibby
Underwriter(s):	BB&T Capital Markets	Richmond, VA	John Franklin
Underwriters' Counsel:	Peck Shaffer LLP	Chicago	Tom Smith
Accountant:	Ernst & Young	Chicago	Todd Ingles
IFA Counsel:	Schiff Hardin LLP	Chicago	Bruce Weisenthal
IFA's Financial Advisor:	Public Financial Management, Inc.	Chicago	Shannon Williams

LEGISLATIVE DISTRICTS

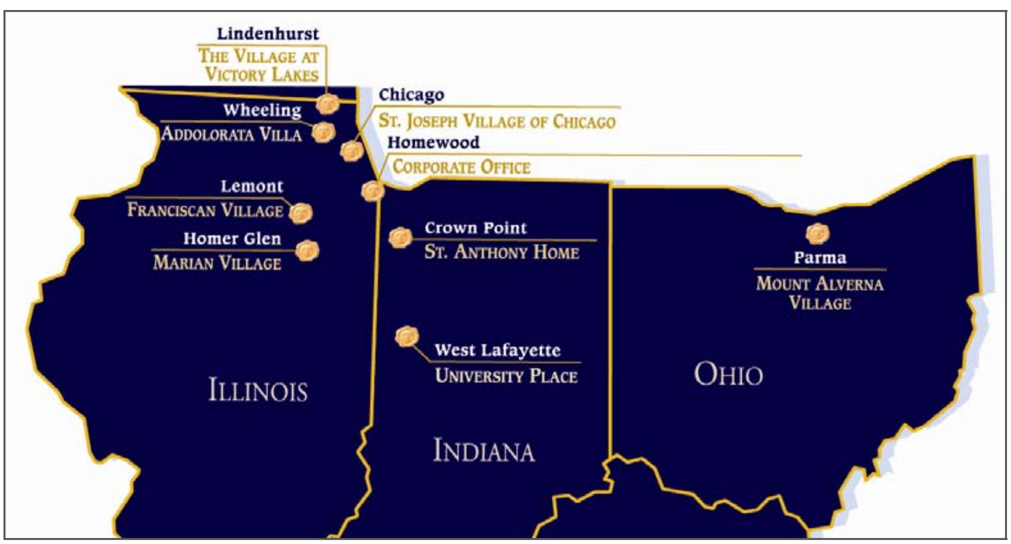
Congressional: 5, 8, 10, 13
State Senate: 20, 27, 31, 41
State House: 40, 53, 61, 81, 82

SERVICE AREA

FC currently is comprised of seven senior care communities providing independent living, assisted living, and nursing services in continuum of care campuses in the states of Illinois, Indiana, and Ohio. The communities that comprise FC currently include: Addolorata Villa located in Wheeling, Illinois; Franciscan Village located in Lemont, Illinois; Marian Village located in Homer Glen, Illinois; St. Joseph Village of Chicago located in Chicago, Illinois; The Village at Victory Lakes located in Lindenhurst, Illinois; St. Anthony Home located in Crown Point, Indiana; and Mount Alverna Village located in Parma, Ohio. FC, an Indiana not-for-profit corporation, is currently the sole member of the Obligated Group.

UP is a not-for-profit continuing care retirement community located in West Lafayette, Indiana and is presently a single asset affiliate of FC. UP is an Indiana not-for-profit corporation and is tax-exempt under Internal Revenue Section 501(c)(3). As described previously herein, a strategic goal of the proposed financing is for UP to become a member of the Obligated Group.

A map detailing the locations of the corporate office of the FSCSC (Homewood, Illinois) (as described subsequently herein) and each Proposed Obligated Group is presented below.



To: IFA Board of Directors

From: Rich Frampton & Brad R. Fletcher

Date: November 13, 2012

Re: Resolution authorizing the execution and delivery of a Bond and Loan Agreement in connection with Illinois Finance Authority ("IFA") Industrial Development Revenue Refunding Bonds (Jonchris, LLC Project), Series 2012

IDFA File Number: 9876-IRB

Request:

Jonchris, LLC ("**Jonchris**") and **Chicago Paper Tube & Can Company, Inc.**, which are entities under common ownership (collectively, the "**Borrower**") and **MB Financial Bank, N.A.** (the "**Bond Purchaser**") are requesting approval of a Resolution to authorize execution and delivery of a Bond and Loan Agreement to effectuate the purchase of Illinois Development Finance Authority Industrial Development Revenue Bonds (Jonchris, LLC Project), Series 2003 (the "**Bonds**").

The Bonds are presently held by First Merit Bank, as successor to Midwest Bank and Trust, pursuant to a Resolution adopted by the IFA Board of Directors on September 26, 2008. The Bonds were originally purchased in whole and held as an investment by First American Bank, N.A. in 2003. As proposed, the Bonds will now be purchased in whole and held as an investment by MB Financial Bank, N.A., which will become the Borrower's new relationship bank.

The original par amount of the Bonds was approximately $2,500,000. The outstanding par amount of the Bonds was approximately $2,067,280 as of October 31, 2012.

Approval of this resolution will (i) authorize the approximately $2,067,280 in outstanding principal amount of IDFA Industrial Development Revenue Bonds (Jonchris, LLC Project), Series 2003 to be purchased directly by MB Financial Bank, N.A. and (ii) authorize an interest rate reset. As the terms of the Bonds will not be significantly modified, bond counsel (Ice Miller LLP) has determined that a new public hearing on the project (i.e., a "**TEFRA Hearing**" as defined under the Internal Revenue Code) will not be necessary. Nevertheless, bond counsel has determined that this transaction will be considered a reissuance for tax law purposes. IFA's estimated administrative fee will be $5,000.

Background:

The proceeds of the original IDFA Series 2003 Bonds were used by the Borrower for acquisition of land, the construction of an approximately 60,000 square foot manufacturing building located on such land, and the acquisition and installation of equipment and machinery to be installed therein, all to be used for the manufacture of paperboard tube and can containers. The Project is located at 4221 North Normandy Ave., in Chicago (in the Chicago Industry Tech Park). The real estate portion of the Project is owned by the Borrower and leased to Chicago Paper Tube & Can Co. (the "**Lessee**"), while Chicago Paper Tube & Can Company, Inc. is the direct obligor on the equipment portion of the financing.

All payments relating the IDFA Series 2003 Bonds are current as of 10/1/2012 and have been paid as scheduled.

Company Ownership:

Jonchris, LLC and Chicago Paper Tube & Can Co. are both wholly-owned by Mr. John Dudlak (as Manager of Jonchris and President of Chicago Paper Tube & Can Co, Inc.) and members of his immediate family.

PROFESSIONAL & FINANCIAL

Borrower:	Jonchris, LLC and Chicago Paper Tube & Can Company, Inc.	Chicago, IL	John Dudlak
Borrower's Counsel:	Kevin Cahill	Chicago, IL	Kevin Cahill
Bond Counsel:	Ice Miller LLP	Chicago, IL	James M. Snyder
Bond Purchaser:	MB Financial, N.A.	Chicago, IL	John Sassaris
Bank Counsel:	Burke, Burns & Pinelli, Ltd.	Chicago, IL	Mary Ann Murray
IFA Counsel:	Pugh, Jones & Johnson, P.C.	Chicago, IL	Lorraine Tyson
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

IFA RESOLUTION NO. 2012-1113-AD10

A RESOLUTION AMENDING A RESOLUTION RELATING TO THE INDUSTRIAL DEVELOPMENT REVENUE BONDS (JONCHRIS, LLC PROJECT) SERIES 2003 (THE "2003 BONDS"); AUTHORIZING THE ISSUANCE OF NOT TO EXCEED $2,200,000 IN AGGREGATE PRINCIPAL AMOUNT OF INDUSTRIAL DEVELOPMENT REVENUE BONDS (JONCHRIS, LLC PROJECT), SERIES 2012 (THE "BONDS") OF THE ILLINOIS FINANCE AUTHORITY (THE "ISSUER"), AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A BOND AND LOAN AGREEMENT UNDER WHICH THE BONDS WILL BE ISSUED AND SOLD TO MB FINANCIAL BANK, N.A., AND APPROVING THE EXECUTION OF CERTAIN OTHER AGREEMENTS RELATING TO THE ISSUANCE OF THE BONDS; AND RELATED MATTERS.

WHEREAS, the Illinois Development 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") previously adopted in 2003 providing for the issuance of the 2003 Bonds, the proceeds of which were loaned to Jonchris, LLC, an Illinois limited liability company (the "Borrower") for the purpose of financing costs of the acquisition, construction and equipping of a manufacturing facility for the manufacture of paperboard containers located in Chicago, Illinois (the "Project"); and

WHEREAS, the 2003 Bonds were previously issued pursuant to an Indenture of Trust, dated as of September 1, 2003 (the "Original Indenture") between the Issuer and First American Bank, as trustee, and the proceeds of the 2003 Bonds were loaned to the Borrower pursuant to a Loan Agreement dated as of September 1, 2003 between the Issuer and the Borrower; and

WHEREAS, the Issuer on September 9, 2008 adopted Resolution 2008-09-26 ratifying certain amendments with respect to the 2003 Bond, authorizing and approving the execution and delivery of a First Supplemental to Indenture of Trust to supplement the Original Indenture and authorizing and approving related matters (the "2008 Resolution"); and

WHEREAS, the 2003 Bonds are currently outstanding as a single registered bond in the aggregate principal amount of $2,067,279.82; and

WHEREAS, the Borrower has requested that the Issuer issue not to exceed $2,200,000 in aggregate principal amount of its Industrial Development Revenue Bonds (Jonchris, LLC Project), Series 2012 (the "Bonds") and loan the proceeds thereof to the Borrower in order to assist the Borrower in providing the funds necessary to redeem the outstanding 2003 Bonds;

WHEREAS, the Bonds will be sold to MB Financial Bank, N.A., or one of its affiliated entities that is also a financial institution (the "Purchaser") in whole; and

WHEREAS, a draft of the Bond and Loan Agreement, dated as of November 1, 2012 (the "Bond and Loan Agreement"), between the Issuer, the Borrower and the Purchaser, substantially in the form attached hereto as Exhibit A, under which the Issuer will loan the proceeds of the Bonds to the Borrower, is hereby presented to the Issuer at this meeting and attached to this Resolution.

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

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

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

(b) The facilities to be refinanced with the proceeds of the Bonds do not include any property used or to be used for sectarian instruction or as a place of religious worship nor any facility which is used or to be used primarily in connection with any part of the program of a school or department of divinity for any religious denomination or the training of ministers, priests, rabbis or other professional persons in the field of religion; and

(c) The Bonds are being issued for a valid purpose under and in accordance with the provisions of the Act.

Section 2. In order to obtain the funds to loan to the Borrower to be used to refinance all or a portion of the 2003 Bonds and a portion of the costs of issuance of the Bonds, the Issuer hereby authorizes the issuance of the Bonds. The Bonds shall be issued under and secured by and shall have the terms and provisions set forth in the Bond and Loan Agreement, in an aggregate principal amount not exceeding $2,200,000.

The Bonds shall have a final maturity date no later than November 15, 2022, with or without any required mandatory sinking fund redemption, as shall be determined at the time of sale thereof. The Bonds shall bear interest at rates not to exceed the maximum interest rate of 10% per annum, be subject to optional and mandatory redemption and be payable, all as provided in the Bond and Loan Agreement.

The Bonds shall be issued only as fully registered bonds without coupons. The Bonds shall be executed on behalf of the Issuer by the manual or facsimile signature of its Chairperson or Vice Chairperson and attested by the manual or facsimile signature of its Executive Director, General Counsel, Secretary, Assistant Secretary or Treasurer, or any person duly appointed by the Members of the Issuer to serve in such office on an interim basis, and may have the corporate seal of the Issuer impressed manually or printed by facsimile thereon.

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

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

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

Section 3. That the form, terms and provisions of the proposed Bond and Loan Agreement, a copy of which is before this meeting, be, and it hereby is, in all respects approved, and that the Chairman, Vice Chairman, Treasurer, Assistant Treasurer or Executive Director (or other person duly appointed to any such office on an interim or acting basis) be, and they are hereby authorized, empowered and directed to execute and deliver such instrument in the name and on behalf of the Issuer and the Secretary or Assistant Secretary is hereby authorized to attest the same and to affix thereto the corporate seal of the Issuer and thereupon to cause the Bond and Loan Agreement to be delivered to the Purchaser and the Borrower; that the Bond and Loan Agreement is to be in substantially the form thereof submitted to this meeting and hereby approved, with such changes therein as shall be approved by the officials of the Issuer executing the same, their execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from the form of such instrument hereby approved; that the Bond and Loan Agreement shall be entered into with the Purchaser and the Borrower; and from and after the execution and delivery of such instrument, the officials, agents and employees of the Issuer are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of such instrument as executed. The Bond and Loan Agreement shall constitute, and is hereby made a part of this Resolution and a copy of such document shall be placed in the official records of the Issuer, and shall be made available for public inspection.

Section 4. That the redemption of the 2003 Bonds is hereby approved and the Chairman, Vice Chairman, Treasurer, Assistant Treasurer or Executive Director (or other person duly appointed to any such office on an interim or acting basis) and the Secretary or Assistant Secretary of the Issuer be and are hereby authorized, empowered and directed to cause to be prepared the Bonds in the form and having the other terms and provisions specified in the Bond and Loan Agreement (as executed and delivered); that the Bonds shall be designated "Industrial Development Revenue Bonds (Jonchris, LLC Project), Series 2012;" that the Bonds shall be executed in the name of the Issuer with the manual or facsimile signature of its Chairman, Vice Chairman, Treasurer, Assistant Treasurer or Executive Director (or other person duly appointed to any such office on an interim or acting basis) and the manual or facsimile signature of its Secretary or Assistant Secretary and the seal of the Issuer shall be impressed or reproduced thereon, and that the Chairman, Vice Chairman, Treasurer, Assistant Treasurer or Executive Director (or other person duly appointed to any such office on an interim or acting basis) or any other officer of the Issuer shall cause the Bonds as so executed and attested, to be delivered to the Purchaser; and the form of the Bonds submitted to this meeting as the same appears in the Bond and Loan Agreement, subject to appropriate insertion and revision in order to comply with the provisions of said Bond and Loan Agreement be, and the same hereby is, approved, and when the same shall be executed on behalf of the Issuer in the manner contemplated by the Bond and Loan Agreement and this Resolution in the principal amount not to exceed $2,200,000, it shall represent the approved form of the Bonds of the Issuer.

Section 5. That from and after the execution and delivery of the Bond and Loan Agreement, the proper officials, agents and employees of the Issuer are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of said document as executed and to further the purposes and intent of this Resolution, including the preamble hereto. The Chairman, Vice Chairman, Treasurer, Assistant Treasurer or Executive Director (or other person duly appointed to any such office on an interim or acting basis) and the Secretary or Assistant Secretary be, and they are hereby, further authorized and directed for and on behalf of the Issuer, to execute all papers, documents, certificates and other instruments that may be required for the carrying out of the authority conferred by this Resolution or to evidence said authority, including without limitation, the execution and delivery of the Certificate of the Issuer re: Arbitrage, the signing of IRS Form 8038 and the filing thereof as therein required and the certifications relating to Section 148 of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder and changes in the documents approved hereby as approved by the officials of the Issuer executing the same, and to exercise and otherwise take all necessary action to the full realization of the rights, accomplishments and purposes of the Issuer under the Bond and Loan Agreement and to discharge all of the obligations of the Issuer thereunder. For purposes of certifying as to matters of arbitrage, the Chairman, the Vice Chairman, the Treasurer, the Assistant Treasurer, the Executive Director, any Assistant Executive Director (or other person duly appointed to any such office on an interim or acting basis) or any one of them, is hereby designated an officer responsible for issuing the Bonds.

Section 6. That all prior acts and doings of the officials of the Issuer which are in conformity with the purposes and intent of this Resolution are, in all respects, approved and confirmed.

Section 7. That the Issuer hereby elects to have the provisions of Section 144(a)(4)(A) of the Internal Revenue Code of 1986, as amended, apply to the hereinabove described bond issue and hereby affirmatively notes said election in this Resolution.

Section 8. That 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 or provisions.

Section 9. That all ordinances, resolutions, orders or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby superseded.

Section 10. The administrative service fee due to the Issuer at closing will by $5,000 (Five Thousand Dollars).

Section 11. This Resolution shall be in full force and effect from and after its passage and approval, in accordance with law.

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ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Pam Lenane & Nora O'Brien

Date: November 13, 2012

Re: Resolution Approving Certain Amendments to the Illinois Finance Authority Series 2010A and Series 2010B (Palos Community Hospital and St. George Corporation) Loan Agreements

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On April 12, 2010, the Illinois Finance Authority (the "**Authority**") issued its Illinois Finance Authority Revenue Bonds, Series 2010A (**Palos Community Hospital**) with an authorized principal amount of $50,000,000 and its Illinois Finance Authority Revenue Bonds, Series 2010B (**Palos Community Hospital**) with an authorized principal amount of $50,000,000, together the Series 2010 Bonds.

The Bonds were issued and loaned to **Palos Community Hospital** and **The St. George Corporation** (the "**Borrowers**") pursuant to a Bond Purchase and Loan Agreement, among the Authority, the Borrowers and **JP Morgan Chase Bank, N.A.** (the "**2010A Purchaser**") and **The Northern Trust Company** (the "**2010B Purchaser**").

The proceeds of the Series 2010 Bonds were expected to be used to finance a portion of the cost of acquisition and construction of a new bed pavilion. The pavilion has been substantially completed at a lower cost than initially anticipated, resulting in a portion of the proceeds remaining on deposit in the project funds. The Borrowers anticipate using these funds to pay the cost of acquiring, constructing, renovating a remodeling additional "health care facilities" owned and operated by the Borrowers. The Borrowers have requested that the Authority and the Purchasers amend the Loan Agreements to permit the funds to be spent for costs of the additional project on or before December 31, 2013.

The Purchasers have agreed to lower the rate on the Series 2010A and Series 2010B Bonds. The Borrowers have requested that the Authority and the Purchasers amend the Loan Agreements to reflect these interest rate modifications.

IFA RESOLUTION NO. 2012-1113-AD10

WHEREAS, the **Illinois Finance Authority** (the "*Authority*") has been created by, and exists under, the Illinois Finance Authority Act (the "*Act*"); and

WHEREAS, on April 12, 2010, the Authority issued its Illinois Finance Authority Revenue Bonds, Series 2010A (Palos Community Hospital) (the "*Series 2010A Bonds*") with an authorized principal amount of $50,000,000 and its Illinois Finance Authority Revenue Bonds, Series 2010B (Palos Community Hospital) (the "*Series 2010B Bonds*" and, together with the Series 2010A Bonds, the "*Series 2010 Bonds*") with an authorized principal amount of $50,000,000; and

WHEREAS, the Series 2010A Bonds were issued and loaned to Palos Community Hospital and The St. George Corporation, each a not for profit corporation incorporated under the laws of the State of Illinois (together, the "*Borrowers*"), pursuant to a Bond Purchase and Loan Agreement dated as of April 1, 2010 (the "*2010A Loan Agreement*"), among the Authority, the Borrowers and JP Morgan Chase Bank, N.A. (the "*2010A Purchaser*"); and

WHEREAS, the Series 2010B Bonds were issued and loaned to the Borrowers, pursuant to a Bond Purchase and Loan Agreement dated as of April 1, 2010 (the "*2010B Loan Agreement*" and, together with the 2010A Loan Agreement, the *"Loan Agreements"*), among the Authority, the Borrowers and The Northern Trust Company (the "*2010B Purchaser*" and, together with the 2010A Purchaser, the *"Purchasers"*); and

WHEREAS, the proceeds of the Series 2010 Bonds were expected to be used to (i) finance a portion of the cost of the acquisition and construction of a new bed pavilion (the *"Pavilion Project"*) and (ii) pay certain expenses; and

WHEREAS, the Pavilion Project has been substantially completed at a lower cost than initially anticipated, resulting in additional proceeds of the Series 2010 Bonds being available (the *"Excess Funds"*); and

WHEREAS, the Borrowers anticipate using the Excess Funds to pay the cost of acquiring, constructing, renovating and remodeling additional "health care facilities" owned and operated by the Borrowers (the *"Additional Project"*); and

WHEREAS, the Borrowers anticipate that the acquiring, constructing, renovating and remodeling of the Additional Project will not be completed until April, 2014; and

WHEREAS, pursuant to each Loan Agreement, the Borrowers may only request to receive Series 2010 Bond proceeds, including the Excess Proceeds, on or prior to the first business day of April 2013; and

WHEREAS, the Borrowers have requested that the Authority and the Purchasers amend the Loan Agreements to permit the Excess Funds to be spent for costs of the Additional Project on or before the first business day of April 2014 (the *"Completion Date Extension"*); and

WHEREAS, the Series 2010A Bonds bear interest prior to the initial Tender Date (as defined in the Series 2010A Loan Agreement) at a rate equal to the product of (a) 67% and (b) the sum of (i) One-Month LIBOR plus (ii) 160 basis points (1.60%) (the "*Series 2010A Spread*"); and

WHEREAS, the Series 2010B Bonds bear interest at a rate equal to the product of (a) 65.1% and (b) the sum of (i) One-Month LIBOR plus (ii) 140 basis points (1.40%) (the "*Series 2010B Spread*"); and

WHEREAS, the 2010A Purchaser has agreed to change the rate on the Series 2010A Bonds by reducing the Series 2010A Spread to 130 basis points (1.30%) (the "*2010A Interest Rate Modification*"); and

WHEREAS, the 2010B Purchaser has agreed to change the rate on the Series 2010B Bonds by reducing the Series 2010B Spread to 110 basis points (1.10%) (the "*2010B Interest Rate Modification*") ; and

WHEREAS, the Borrowers have requested that the Authority and the 2010A Purchaser amend the 2010A Loan Agreement to reflect the 2010A Interest Rate Modification; and

WHEREAS, the Borrowers have requested that the Authority and the 2010B Purchaser amend the 2010B Loan Agreement to reflect the 2010B Interest Rate Modification; and

WHEREAS, a draft of a First Supplement to Bond Purchase and Loan Agreement (the "*2010A Supplement*") supplementing the 2010A Loan Agreement and providing for the 2010A Interest Rate Modification and the Completion Date Extension has been previously provided to the Authority and is on file with the Authority; and

WHEREAS, a draft of a First Supplement to Bond Purchase and Loan Agreement (together with the 2010A Supplement, the "*2010 Supplements*") supplementing the 2010B Loan Agreement and providing for the 2010B Interest Rate Modification and the Completion Date Extension has been previously provided to the Authority and is on file with the Authority; and

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

Section 1. **2010 Supplements**. The Authority does hereby authorize and approve the execution by its Chairperson, Vice Chairperson, any of its other Members, Executive Director, Treasurer or any officer or employee designated by the Executive Director or the Members (each an "*Authorized Officer*") and the delivery of the 2010 Supplements. The 2010 Supplements shall be substantially in the forms presented to the Authority and hereby approved, or with such changes therein as shall be approved by the Authorized Officer of the Authority executing the same, with such execution to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of any changes or revisions therein from such form of the 2010 Supplements, and to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval thereof.

Section 2. **Authorization and Ratification of Subsequent Acts**. The Members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute or accept all such documents (including without limitation the execution and delivery of a document setting forth the agreements and certifications of the parties thereto relating to certain federal tax matters) as may be necessary to carry out and comply with the provisions of these resolutions and the 2010 Supplements, and all of the acts and doings of the Members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of these resolutions, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved.

Section 3. **Separability.** The provisions of this Resolution are hereby declared to be separable, and if any section, phrase or provision hereof shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions of this Resolution.

Section 4. **Conflicts.** All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

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

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ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton and Brad R. Fletcher

Date: November 13, 2012

Re: Resolution Approving the Transfer of Allocation for bonding authority of Qualified Energy Conservation Bonds by the Illinois Finance Authority to Southern Illinois University in an Aggregate Principal Amount Not to Exceed $7,500,000 and Related Matters

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Request:

Southern Illinois University ("**SIU**" or the "**University**") is requesting approval of the accompanying Resolution that would (i) extend until April 1, 2013 a previously approved transfer of an amount not exceeding $6.0 million of **Qualified Energy Conservation Bond** ("**QECB**") allocation to the University (that had been approved pursuant to a Resolution adopted by the **Illinois Finance Authority** ("**IFA**") Board of Directors on December 13, 2011), and (ii) increase the approved QECB reallocation transfer amount from $6.0 million to $7.5 million (i.e., an increase of $1.5 million) to enable additional qualifying energy conservation projects to be financed on the University's Carbondale campus. The proposed QECBs are expected to be marketed as part of the University's upcoming capital projects bond issue.

Transfer of this QECB allocation will be conditional upon SIU paying the Authority's standard Local Government bond issuance fee prior to closing.

Background:

The Bonds would be issued by SIU to finance a portion of the cost of acquiring, constructing and installing energy conservation improvements at one or more buildings located on SIU's Carbondale Campus (the "**Project**").

Transferring this QECB allocation to SIU will generate the same fee revenue as if the Authority had issued the Bonds directly, while (i) simplifying legal documentation for SIU, (ii) reducing origination fees and expenses for SIU, and (iii) facilitating the sale of the Bonds in connection with a large, upcoming SIU debt financing issue for capital projects. Additionally, by enabling SIU to issue directly, the Authority will eliminate post-issuance compliance responsibilities (and related obligations).

Recommendation and conditions:

Staff recommends approval of the requested transfer of QECB allocation as described in the accompanying Resolution conditional upon the Authority receiving its customary issuance fee for Local Government bond issues prior to closing.

Southern Illinois University understands that the Authority's execution and delivery of the QECB reallocation letter will be conditional upon payment of this issuance fee. Furthermore, any unused QECB allocation after SIU issues the subject QECBs shall be deemed waived back to the Authority immediately upon closing for use by other state university energy conservation projects.

PROFESSIONAL & FINANCIAL

Issuer:	Southern Illinois University	Carbondale, IL	Duane Stucky, SVP for Financial and Administrative Affairs and Board Treasurer
Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Andrea Bacon
Financial Advisor to the University:	John S. Vincent & Company LLC	Chicago, IL	John S. Vincent
Underwriter:	Morgan Stanley	Chicago, IL	William Mack
		New York, NY	Oliver Zlomislic
Source of QECB Allocation:	Illinois Finance Authority		

IFA RESOLUTION NO. 2012-11-13-AD11

RESOLUTION APPROVING THE TRANSFER OF ALLOCATION FOR BONDING AUTHORITY OF QUALIFIED ENERGY CONSERVATION BONDS BY THE ILLINOIS FINANCE AUTHORITY TO THE BOARD OF TRUSTEES OF SOUTHERN ILLINOIS UNIVERSITY IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $7,500,000 AND RELATED MATTERS

WHEREAS, on December 13, 2011, pursuant to Resolution No. 2011-1213-AD08, the Illinois Finance Authority, a body politic and corporate of the State of Illinois (the *"Authority"*), approved the transfer of bonding authority to the Board of Trustees of Southern Illinois University (the *"Board"*), for the issuance of Qualified Energy Conservation Bonds (*"QECBs"*), in an amount not to exceed Six Million Dollars ($6,000,000) (the *"Prior Allocation"*); and

WHEREAS, as of the date of this Resolution, the Board has not issued QECBs using the Prior Allocation; and

WHEREAS, the Board may experience a delay in issuing QECBs using the Prior Allocation due to market conditions, and has requested that the Authority extend the Prior Allocation until April 1, 2013; and

WHEREAS, the Board has presented to the Authority a request to issue additional QECBs in an amount not to exceed One Million Five Hundred Thousand Dollars ($1,500,000) (the *"New Allocation,"* and collectively with the Prior Allocation, the *"Allocation"*); and

WHEREAS, the Board expects to use the Allocation to issue its Southern Illinois University Housing and Auxiliary Facilities Revenue Bonds (the *"Bonds"*) for the purposes of financing a portion of the cost of acquiring, constructing and installing energy conservation measures and improvements to one or more buildings on the Carbondale Campus of Southern Illinois University that will result in energy cost savings to Southern Illinois University (the *"Project"*) and that will be owned and operated by the Board; and

WHEREAS, Section 54D of the Internal Revenue Code of 1986 (the *"Code"*) provides for the issuance of QECBs, the proceeds of which are to be used to finance qualified energy conservation projects located in the State of Illinois (the *"State"*), including within the jurisdiction of the Board; and

WHEREAS, the State's allocation amount for QECBs under 20 ILCS 3501/825-110 (the *"Act"*) is $133,846,000, of which the Authority has received $22,620,783 and encumbered or issued $18,500,000 as of the date of this Resolution, leaving a balance of $4,120,783 of bonding authority available from the Authority as of the date of this Resolution, which is an amount sufficient to fund the Board's requested New Allocation of not to exceed $1,500,000; and

WHEREAS, each of the Members of the Authority present is familiar with the form of this Resolution;

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

Section 1. *Approval.* The request of the Board is approved.

Section 2. *Adoption of Resolution.* The Chairman, the Vice Chairman or the Executive Director (each, an *"Authorized Officer"*) is authorized and directed to execute, and the Secretary or any Assistant Secretary of the Authority is authorized to seal and attest to the adoption of, this Resolution and to do any and all things necessary or desirable in order to carry out the intention of the parties as expressed herein.

Section 3. Bonding Authority. The Authority approves the extension of the Prior Allocation for bonding authority of QECBs to the Board for a portion of the Bonds in an amount not to exceed Six Million Dollars ($6,000,000) and approves the transfer of the New Allocation for bonding authority of QECBs to the Board for a portion of the Bonds in an amount not to exceed One Million Five Hundred Thousand Dollars ($1,500,000). Any unused QECB authority as of the issuance date shall be deemed waived back to the Authority for reallocation to other projects. The Bonds will not be private activity bonds.

Section 4. Execution of Necessary Documents and Certificates. Upon request of the Board or its Bond Counsel, the Authorized Officers are authorized to execute any documents or certificates needed by the Board in connection with the issuance of the Bonds by the Board as QECBs.

Section 5. Payment of Issuance Fee to Authority at Closing. Delivery of executed documents or certificates needed by the Board in connection with the issuance of the Bonds by the Board as QECBs will be subject to payment of a 15 basis point fee (*i.e.,* 0.15% based on the par amount of Local Government QECBs), payable to the Authority.

Section 6. Ratification of Prior Action. All such actions heretofore taken by the Executive Director or any other Authorized Officer in furtherance of the purposes of this Resolution, whether upon oral or written direction of the Authority, are ratified.

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ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton

Date: November 13, 2012

Re: Resolution authorizing the execution and delivery of a First Supplemental Indenture of Trust, and related documents, in connection with Illinois Development Finance Authority ("IDFA") $6,750,000 Variable Rate Demand Multi-Family Housing Revenue Bonds (Butterfield Creek Associates, L.P. Project), Series 1999 to enable the addition of a Federal Home Loan Bank of Atlanta Confirming Letter of Credit as additional security

IDFA File Number: 8954-HB

Request:

Butterfield Creek Associates, L.P. (the "**Company**") is requesting approval of a Resolution to authorize execution and delivery of a First Supplemental Indenture of Trust, and related documents, that will authorize delivery of an **Alternate Letter of Credit** to the Bond Trustee (i.e., U.S. Bank, N.A.), consisting of (i) a Direct Pay Letter of Credit from Bank of America, N.A. (the "**Bank**") and (ii) a Confirming Letter of Credit from a **Federal Home Loan Bank of Atlanta** (the "**Confirming Bank**" or "**FHLB Atlanta**"). (Collectively, the Bank LOC and the Confirming Bank LOC will comprise the "Alternate Letter of Credit".)

The Resolution and related document amendments would add the FHLB Atlanta Confirming LOC as additional security for Bondholders for Illinois Development Finance Authority, Multifamily Housing Revenue Bonds (**Butterfield Creek Associates, L.P. Project**), Series 1999 (the "**Bonds**").

The Bonds are presently secured by a Direct Pay Letter of Credit from Bank of America (as successor to LaSalle National Bank, the original Direct Pay Letter of Credit Bank in 1999).

The original par amount of the Bonds was approximately $6,750,000. *The outstanding par amount of the Bonds was approximately $6,695,000 as of 10/1/2012.*

The Bonds currently bear interest at a 7-day floating rate that reflects the short-term rating of the Bank providing the credit enhancement (i.e., Bank of America, N.A.).

Approval of this Resolution will (i) amend and restate conditions under which a mandatory tender of the IDFA Series 1999 Bonds shall occur to include the effective date of any Confirming Letter of Credit and (2) provide related technical provisions to enable the new Confirming LOC structure with the Federal Home Loan Bank of Atlanta, or an alternate acceptable Confirming LOC Bank in the future.

Anticipated Bond Ratings:

The underlying Company is a non-rated entity formed specifically to finance, develop, and own the subject property.

The Bonds are currently rated based solely on the Bank of America, N.A. Direct Pay LOC.

Approval of the accompanying Resolution would enable the structure of the Bonds to add a Confirming LOC from FHLB Atlanta to further secured the Bank of America, N.A. Direct Pay LOC and the Bonds would then be rated based on the credit ratings of FHLB Atlanta.

- The Direct Pay Letter of Credit from Bank of America is currently rated "A" Long-Term and "A1" Short-Term by S&P.
- Confirming Letters of Credit from FHLB Atlanta are currently rated "AA+" Long-Term and "A-1+" Short-Term by S&P.

Background:

The 1999 IDFA Bonds financed the acquisition and substantial rehabilitation of a 226-unit existing multi-family housing complex owned and operated by the Company ("**Project**"). The Project consists of approximately 9.0 acres of land and is comprised of four buildings containing two (2) studio apartments, 85 one-bedroom/one-bath apartments, 92 two-bedroom/one-bath apartments, and 47 two-bedroom/1 ½ bath apartments. The Project is located in a mixed residential/commercial area at 22501 Butterfield Dr. in Richton Park (Cook County), IL 60471.

All payments relating the IDFA Series 1999 Bonds have been paid as scheduled with draws from Bank of America's Direct Pay Letter of Credit as of 11/1/2012. Additionally, the Bank reports that the Company is current on all payments as of 11/1/2012.

Ownership Disclosure:

Butterfield Creek Apartments is a privately-owned multifamily property that was financed with approximately $6.7 million of Tax-Exempt Bonds issued by IDFA in 1999.

The General Partner of Butterfield Creek Associates, L.P. an Illinois limited partnership, is Butterfield Creek Associates, Inc., an Illinois corporation.

- The sole (i.e., 100%) owner of Butterfield Creek Associates, Inc. is Mr. Daniel S. Kotcher, President, c/o DKI, Inc., 220 W. Huron Street, Suite 500 East, Chicago, IL 60610.

- The Limited Partner of Butterfield Creek Associates, L.P., an Illinois limited partnership, is Key Affordable Housing Corp. of Cleveland, OH (an affiliate of KeyCorp), the 4% Low Income Housing Tax Credit Investor, which holds a 99% beneficial ownership interest in the Company.

- Key Investment Fund L.P. XIII (an affiliate of KeyCorp, formerly Key Bank Corporation), 99.9% Limited Partner, c/o Key Affordable Housing Corp.
  - Key Affordable Housing Corp. is 100% owned by KeyCorp, 127 Public Square Cleveland, OH 44114-1306

PROFESSIONAL & FINANCIAL

Company:	Butterfield Creek Assoc., L.P.	Chicago, IL	Daniel S. Kotcher
	c/o Mr. Daniel S. Kotcher, DKI, Inc. (as General Partner of the Company))		
Company's Counsel:	Applegate & Thorne-Thomsen	Chicago, IL	Ben Applegate
Bond Counsel:	Kutak Rock LLP	Chicago, IL	
Direct Pay LOC:	Bank of America, N.A.	Charlotte, NC	
Confirming LOC:	The Federal Home Loan Bank of Atlanta	Atlanta, GA	
Counsel to FHLB Atlanta:	The Federal Home Loan Bank of Atlanta (in-house Legal Dept.)	Atlanta, GA	
Bond Trustee:	U.S. Bank, National Association	Chicago, IL	Grace Gorka
Bank Counsel:	Eichner Norris & Neumann PLLC	Washington, DC	Kent Neumann
Bond Trustee:	U.S. Bank, National Association	Chicago, IL	Grace Gorka
Remarketing Agent:	Stern Brothers & Co.	Chicago, IL	
IFA Counsel:	Requested – assignment forthcoming		
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

IFA RESOLUTION NO. 2012-11-13-AD12

A RESOLUTION AUTHORIZING AMENDMENTS TO CERTAIN TERMS AND PROVISIONS OF THE ILLINOIS FINANCE AUTHORITY VARIABLE RATE DEMAND MULTI-FAMILY HOUSING REVENUE BONDS, SERIES 1999 (BUTTERFIELD CREEK ASSOCIATES, L.P. PROJECT), OUTSTANDING IN THE PRINCIPAL AMOUNT OF $6,750,000, ORIGINALLY ISSUED FOR THE PURPOSE OF FUNDING A LOAN TO BUTTERFIELD CREEK ASSOCIATES, L.P. IN ORDER TO FINANCE THE ACQUISITION AND SUBSTANTIAL REHABILITATION OF A 226-UNIT EXISTING MULTI-FAMILY HOUSING COMPLEX OWNED BY BUTTERFIELD CREEK ASSOCIATES, L.P.; AUTHORIZING THE EXECUTION OF A FIRST SUPPLEMENTAL INDENTURE OF TRUST AND RELATED CERTIFICATES NECESSARY TO EFFECT THE AMENDMENT; AND AUTHORIZING OTHER ACTIONS IN CONNECTION WITH THE AMENDMENT OF SUCH INDENTURE OF TRUST.

WHEREAS, the **ILLINOIS FINANCE AUTHORITY** (the "Issuer") is a body politic and corporate, empowered by the provisions of the Illinois Finance Authority Act, 20 Illinois Complied Statutes 3501, as amended (the "Act"), to issue its bonds, notes or other evidences of indebtedness to finance, refinance and reimburse the costs of a "project," as such term is defined in the Act; and

WHEREAS, as a result of negotiations between the Issuer and Butterfield Creek Associates, L.P., an Illinois limited partnership (the "Company"), the Issuer has heretofore issued its Variable Rate Demand Multi-Family Housing Revenue Bonds, Series 1999 (Butterfield Creek Associates, L.P. Project) (the "Bonds") in the aggregate principal amount of $6,750,000, pursuant to an Indenture of Trust, dated as of April 1, 1999, (the "Original Indenture") between the Issuer and U.S. Bank National Association, a national banking association, as successor trustee to LaSalle Bank National Association (the "Trustee"); and

WHEREAS, pursuant to the Original Indenture, the Issuer loaned the proceeds of the Bonds to the Company in order to assist the Company in providing funds to finance a portion of the costs of the acquisition of land, buildings and related improvements, the construction of related improvements thereto and the acquisition of furnishings, equipment and related property to be installed therein (the "Project"), all to be owned and operated by the Company as a multi-family residential rental project, and all to be located in the Village of Richton Park, Cook County, Illinois; and

WHEREAS, the Bonds are currently secured by an irrevocable direct pay letter of credit (the "Letter of Credit") issued by Bank of America N.A. (the "Bank"); and

WHEREAS, the Company intends, pursuant to Section 5.9(e) of the Loan Agreement dated as of April 1, 1999 (the "Agreement") by and between the Issuer and the Issuer, to replace the Letter of Credit with an Alternate Letter of Credit, consisting of (i) a Letter of Credit from Bank of America N.A. (the "Bank") and (ii) a Confirming Letter of Credit from the Federal Home Loan Bank of Atlanta (the "Confirming Bank"); and

WHEREAS, the Issuer has agreed to enter into a First Supplemental Indenture of Trust (the "First Supplement" and together with the Original Indenture, the "Indenture") dated as of November 1, 2012, for the purpose of amending certain terms and provisions of the Indenture in connection with the delivery of the Alternate Letter of Credit; and

WHEREAS, the Company has requested that the Issuer approve this form of Resolution by its members in order to effectuate the terms and provisions of the First Supplement.

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

Section 1. Findings. Based on the representations made by the Company, the Issuer hereby finds and determines that the First Supplement is permitted under Section 11.1(c) of the Indenture in connection with delivery of the Alternate Letter of Credit.

Section 2. Definitions. In addition to the words and terms defined in this Resolution, the words and terms used in this Resolution shall have the meanings set forth in the First Supplement, unless the context or use indicates another or different meaning or intent.

Section 3. First Supplement. The Issuer does hereby authorize the execution by its Executive Director or any person duly appointed by the Members to serve in such office on an interim basis, any of its other Members or any officer or employee designated by the Executive Director (each an "Authorized Officer") and delivery of the First Supplement. The First Supplement shall be in substantially the form previously provided to and on file with the Issuer, and hereby approved, or with such changes therein as shall be approved by the Authorized Officer of the Issuer executing the same, with such execution to constitute conclusive evidence of such person's approval and the Issuer's approval of any changes or revisions therein from the form of such First Supplement.

Section 4. Additional Transaction Documents. The Issuer does hereby approve the execution and delivery of any certificates, opinions or other documentation delivered in connection with the delivery of the Alternate Letter of Credit, though not a party to such documents, in order to accomplish such replacement (collectively, the "Additional Transaction Documents"). Such Additional Transaction Documents may be in substantially the forms previously provided to and on file with the Issuer and hereby approved, with such changes therein as shall be approved by, or in such final forms as are approved by, the Authorized Officer of the Issuer executing the First Supplement, with such execution of the First Supplement to constitute conclusive evidence of such person's approval, and the Issuer's approval of the final forms of the Additional Transaction Documents or any changes or revisions therein from such forms of the Additional Transaction Documents.

Section 5. Authorization and Ratification of Subsequent Acts. The Members, officers, agents and employees of the Issuer are hereby authorized and directed to do all such acts and things and to execute or accept all such documents as may be necessary to carry out and comply with the provisions of these resolutions and the First Supplement, and all of the acts and doings of the Members, officers, agents and employees of the Issuer which are in conformity with the intent and purposes of these resolutions and within the parameters set forth herein, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved. Unless otherwise provided in the Indenture or any related document, wherever in the Indenture or any other document executed pursuant hereto it is provided that an action shall be taken by an Authorized Officer of the Issuer, or in the event of the unavailability, inability or refusal of an Authorized Officer to act, any two Members of the Issuer, each of whom is hereby authorized, empowered, and delegated the power and duty and directed to take such action on behalf of the Issuer, all within the parameters set forth herein and in the respective Indenture or other related document.

Section 6. Provisions Separable; Invalidity. The provisions of this Resolution are hereby declared to be separable, and if any section, phrase or provision hereof shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions of this Resolution.

Section 7. Conflicting Resolutions. All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

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

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ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Pam Lenane & Nora O'Brien

Date: November 13, 2012

Re: Resolution to Amend the Bond Indenture in Connection with Illinois Finance Authority Variable Rate Demand Bonds Series 2005C (Plymouth Place)

On December 8, 2005, the Illinois Finance Authority (the "**Authority**") issued its Illinois Finance Authority Variable Rate Demand Bonds on behalf of **Plymouth Place** (the "**Borrower**"). Approximately $68,500,000 are backed by a LaSalle Bank Letter of Credit (now Bank of America) (the "**2005C Bonds**"). The Letter of Credit terminates soon. Approximately $8,000,000 of the 2005C Bonds remain outstanding; the Borrower hopes to refund the variable rate bonds in 2013, but needs to extend the Letter of Credit to bridge the time gap.

The Bond Indenture for the 2005C Bonds establishes a segregated reserve fund in the amount of approximately $2,500,250. It is collateral only for the 2005C Bonds, and the Bond Indenture grants to the Letter of Credit Provider the full authority to approve Indenture amendments as long as the Letter of Credit is in place. As a condition to extending the Letter of Credit, Bank of America wants to use the reserve now to buy down its Letter of Credit from approximately $8,000,000 to approximately $5,500,000. This is permissible under the terms of the Bond Indenture, but they need to amend the Bond Indenture, which needs to be signed by the Authority. IFA will get a no adverse effect opinion from Bond Counsel.

IFA RESOLUTION NUMBER 2012-1113-AD13

WHEREAS, the **Illinois Finance Authority** (the "Authority") has been created by, and exists under, the Illinois Finance Authority Act (the "Act"); and

WHEREAS, on December 8, 2005, the Authority issued its Illinois Finance Authority Variable Rate Demand Revenue Bonds, Series 2005C (The Landing at Plymouth Place Project) (the "Series 2005C Bonds") with an authorized principal amount of $68,500,000; and

WHEREAS, the Series 2005C Bonds were issued pursuant to a Bond Trust Indenture dated as of November 1, 2005 (the "Bond Indenture") between the Authority and Wells Fargo Bank, National Association (the "Bond Trustee");

WHEREAS, the proceeds of the Series 2005C Bonds were loaned to Plymouth Place, Inc., a not for profit corporation incorporated under the laws of the State of Illinois (the "Borrower"), pursuant to a Loan Agreement dated as of November 1, 2005 (the "Loan Agreement") between the Borrower and the Authority; and

WHEREAS, Bank of America, N.A., as successor to LaSalle Bank National Association (the "Credit Facility Issuer") issued an irrevocable direct pay letter of credit (the "Credit Facility") to the Bond Trustee, pursuant to which the Bond Trustee is authorized to draw amounts necessary to pay the principal of, interest on, and the purchase price with respect to the Series 2005C Bonds; and

WHEREAS, the Stated Expiration Date (as defined in the Bond Indenture) of the Credit Facility is [December 15, 2012]; and

WHEREAS, the Borrower has requested that the Credit Facility Issuer enter into a Renewal Credit Facility Agreement with the Borrower pursuant to which a Renewal Credit Facility (as such terms are defined in the Bond Indenture) will be issued extending the Stated Expiration Date of the Credit Facility; and

WHEREAS, in connection with the issuance of the Renewal Credit Facility, the Borrower has requested the Authority and the Bond Trustee to amend certain provisions of the Bond Indenture to permit the use of funds currently on deposit in the Debt Service Reserve Fund established by the Bond Indenture to redeem outstanding Series 2005C Bonds upon the direction of the Credit Facility Issuer; and

WHEREAS, a draft of a First Supplemental Bond Trust Indenture dated as of November 1, 2012 (the "First Supplemental Bond Indenture") between the Authority and the Bond Trustee, supplementing and amending the Bond Indenture, has been previously provided to the Authority and is on file with the Authority; and

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

Section 1. **First Supplemental Bond Indenture**. The Authority does hereby authorize and approve the execution by its Chairperson, Vice Chairperson, any of its other Members, Executive Director, Treasurer or any officer or employee designated by the Executive Director or the Members (each an "Authorized Officer") and the delivery of the First Supplemental Bond Indenture. The First Supplemental Bond Indenture shall be substantially in the form presented to the Authority and hereby approved, or with such changes therein as shall be approved by the Authorized Officer of the Authority executing the same, with such execution to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of any changes or revisions therein from such form of the First Supplemental Bond Indenture, and to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval thereof.

Section 2. **Authorization and Ratification of Subsequent Acts**. The Members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute or accept all such documents as may be necessary to carry out and comply with the provisions of the Bond Indenture, the Loan Agreement and these resolutions with respect to the execution and delivery of the First Supplemental Bond Indenture and the delivery of the Renewal Credit Facility by the Credit Facility Issuer, and all of the acts and doings of the Members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of these resolutions, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved.

Section 3. **Separability.** The provisions of this Resolution are hereby declared to be separable, and if any section, phrase or provision hereof shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions of this Resolution.

Section 4. **Conflicts.** All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

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

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