ILLINOIS FINANCE AUTHORITY

August 11, 2020
9:30 a.m.

REGULAR MEETING

Michael A. Bilandic Building
160 North LaSalle Street
Suite S-1000
Chicago, Illinois 60601

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REGULAR MEETING

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160 North LaSalle Street
Suite S-1000
Chicago, Illinois 60601

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

NEW BUSINESS

CONDUIT FINANCING PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	Staff
Private Activity Bonds - Revenue Bonds *Final (One-Time Consideration)*						
1	OSF Healthcare System	Evergreen Park (Cook County), Peoria (Peoria County), Rockford (Winnebago County), Bloomington (McLean County), Galesburg (Knox County), Pontiac (Livingston County), Monmouth (Warren County), Mendota and Ottawa (LaSalle County), Kewanee (Henry County), Alton (Madison, County), Urbana (Champaign County), and Danville (Vermilion County)	$555,000,000	36	1,305	SP
2	Memorial Health System	Springfield (Sangamon County), Lincoln (Logan County), Taylorville (Christian County), Jacksonville (Morgan County), and Decatur (Macon County)	$114,000,000	-	-	SP
Private Activity Bonds - Revenue Bonds *Preliminary*						
3	Sustainable BioWorks, LLC	Robbins (Cook County)	$325,000,000	135	200	RF
Property Assessed Clean Energy Bonds - Revenue Bonds *Final (One-Time Consideration)*						
4	SFA Partners, LLC	Statewide	$80,010,000	-	-	BF
TOTAL CONDUIT FINANCING PROJECTS			**$1,074,010,000**	**171**	**1,505**	
GRAND TOTAL			**$1,074,010,000**	**171**	**1,505**	

RESOLUTIONS

Tab	Action	Staff
Conduit Financings		
5	Resolution Authorizing and Approving Amendments Related to the Illinois Finance Authority Revenue Refunding Bonds, Series 2012H (Hospital Sisters Services, Inc. – Obligated Group) and the Illinois Finance Authority Revenue Refunding Bonds, Series 2012I (Hospital Sisters Services, Inc. – Obligated Group), the Proceeds of Which Were Loaned to Hospital Sisters Services, Inc.	SP

SUBJECT MATTER-ONLY

Tab	Action	Staff
Conduit Financings		
6	Bond Handbook Update for C-PACE Appraisal Requirements	BF

TAB: EXECUTIVE DIRECTOR MESSAGE

ILLINOIS FINANCE AUTHORITY

160 North LaSalle Street
Suite S-1000
Chicago, IL 60601
312-651-1300
312-651-1350 fax
www.il-fa.com

Date: August 11, 2020

To: William Hobert, Chair
Michael W. Goetz, Vice Chair
Drew L. Beres
James J. Fuentes
Mayor Arlene A. Juracek
Lyle McCoy
Roxanna Nava
George Obernagel
Terrence M. O'Brien
Roger Poole
Beth Smoots
Randal Wexler
Jeffrey Wright
Bradley A. Zeller

From: Christopher B. Meister, Executive Director

Subject: ***Message from the Executive Director***

Dear Member of the Authority:

Congratulations Will Hobert on becoming the Authority's New Chair

On July 17, 2020, Governor Pritzker appointed ***Will Hobert*** to lead the Illinois Finance Authority as its new Chair. First appointed as a Member of the Authority by the Governor a year ago, Will brings decades of financial industry knowledge to his volunteer role of Authority Chair. Chair Hobert is the founder and the Managing Member of WH Trading, LLC, a global propriety trading firm. WH Trading provides liquidity to a wide range of futures and options markets including: Interest Rate, Foreign Exchange, Agricultural Commodity, and Energy products. He also serves on the Board of Directors of the CME Group, the world's leading and most diverse derivatives marketplace. Active in high-impact civic affairs, Will also (i) chairs the Board of My Block My Hood My City, a 501 (c)(3) not-for-profit organization that provides underprivileged youth with an awareness of the world and opportunities beyond their neighborhood, (ii) serves on the President's Board of UCAN, a long-established not-for-profit organization that strives to build strong youth and families through compassionate healing, education and empowerment, and (iii) is involved with the Academy for Urban School Leadership ("AUSL"), a nonprofit school management organization that leads one of the largest networks in Chicago with 31 neighborhood Schools of Excellence. During these challenging times, the entire staff and I look forward to working with Will and all of the Authority Members to increase the Authority's positive impact on the state economy and our fellow Illinois residents.

Welcome New Member Drew L. Beres and Congratulations to Members Poole and Wexler

We are also pleased to introduce the newest Authority Member, ***Drew L. Beres***, also appointed by Governor Pritzker since our last meeting. Drew is an experienced lawyer focused on investment funds, securities matters, and corporate transactional matters. He also has an impressive record in public service, having served at a senior level in the office of former City of Chicago Treasurer, Kurt Summers. Finally, Drew is one of the founding partners of Croke Fairchild Morgan & Beres, LLC, a corporate boutique law firm with offices in Chicago, Milwaukee and Lake Forest. Through his combination of business and public sector experience, we look forward to Drew's contributions to the Authority.

We also congratulate ***Roger Poole*** and ***Randal Wexler*** who Governor Prizker recently reappointed as Authority Members.

OSF Healthcare System

The ***OSF Healthcare System*** dates back to 1877, when the Sisters of the Third Order of St. Francis (the "Sisters") were founded in Peoria, Illinois. Soon after their creation, the Sisters acquired the property which is now the site of OSF Saint Francis Medical Center. Throughout the twentieth century, the Sisters grew their network of hospitals in Illinois and expanded their reach, including the creation of the OSF Children's Hospital of Illinois in 1990. Today, OSF Healthcare System is a nationally recognized, award-winning healthcare system, operating fourteen acute care hospitals as well as home health care services, two colleges of nursing, a medical training simulation center and other health care facilities in Illinois and Michigan.

The Sisters have been pioneers of healthcare since the nineteenth century and still are today, working with the Authority to build a new comprehensive cancer center on the campus of OSF HealthCare Saint Francis Medical Center in Peoria. In February 2020, the Illinois Health Facilities and Services Review Board approved a Certificate of Need application to build this center, which will deliver life-saving innovations and care to people in our communities. The comprehensive cancer center will feature patient education and support spaces, an infusion center, and a full range of cancer-related services, including proton beam therapy and brachytherapy. The proton beam will be just the second in Illinois, and one of only 32 centers currently in North America, treating patients. This project will elevate Peoria as a destination for world class cancer treatment as well as inspire a renewed sense of community pride. The goal is to provide the first treatments at the center as early as 2023.

Memorial Health System

The Authority welcomes ***Memorial Health System*** and its affiliate, ***Memorial Medical Center***, each an Illinois not for profit corporation. Memorial Health System has five hospital affiliates in Springfield, Decatur, Lincoln, Jacksonville, and Taylorville. The System's mission, to improve the health of the people and communities that the System serves, is evident in its effort to provide healthcare services across the full continuum of care to the citizens of central Illinois. This mission is achieved by providing a great patient experience which emphasizes primary care services as well as continuity and coordination of services between the System's providers and partners. Today, the System is requesting your consideration to refund its outstanding Series 2014 Bonds.

Sustainable BioWorks, LLC

The Authority will also consider an inducement resolution for ***Sustainable BioWorks, LLC*** ("***SBW***"). Approval of this preliminary resolution will not authorize the issuance of bonds but enable SBW to prospectively refinance capital expenditures within the scope of the defined project and preserve SBW's ability to finance these capital expenditures with a future tax-exempt revenue bond issue by the Authority. SBW is an Illinois company formed to develop, own, and manage a solid waste treatment and processing facility in Robbins that plans to convert pre-consumer food processing wastes into renewable natural gas, biogenic carbon dioxide (which will be recovered and resold), and fertilizer. SBW anticipates returning to the Authority's agenda in the future to request consideration of a final bond authorizing resolution.

Hospital Sisters Services, Inc.

Finally, we are pleased to present for consideration an amendment for ***Hospital Sisters Services, Inc.***, another anchor, along with OSF Healthcare System and Memorial Health System, of quality healthcare across Illinois.

Respectfully,

____

Christopher B. Meister
Executive Director

TAB 1: OSF Healthcare System

IFA ILLINOIS FINANCE AUTHORITY

CONDUIT

August 11, 2020

$555,000,000 (not-to-exceed)
OSF HEALTHCARE SYSTEM

REQUEST	**Purpose**: **OSF Healthcare System** ("**OSF**" or the "**Corporation**"), an Illinois not-for-profit corporation, has requested that the Illinois Finance Authority (the "**IFA**") issue not to exceed $555,000,000 (excluding original issue discount or premium, if any) in aggregate principal amount of revenue bonds consisting of (1) not to exceed $450,000,000 (excluding original issue discount or premium, if any) in aggregate principal amount of (i) one or more series of tax-exempt Revenue Bonds, Series 2020 (OSF Healthcare System) bearing interest at variable rates (the "**Variable Rate Bonds**") and (ii) one or more series of tax-exempt Revenue Bonds, Series 2020 (OSF Healthcare System) initially bearing interest at fixed rates (the "**Fixed Rate Bonds**") and (2) not to exceed $180,000,000 (excluding original issue discount or premium, if any) in aggregate principal amount of one or more series of taxable Revenue Bonds, Series 2020 (OSF Healthcare System) initially bearing interest at fixed rates or variable rates (the "**Taxable Bonds**" and, together with the Variable Rate Bonds and the Fixed Rate Bonds, the "**Series 2020 Bonds**") to be used, together with certain other moneys, to (i) pay or reimburse the Corporation for, or refinance, the costs of acquiring, constructing, remodeling, renovating and equipping certain health care facilities, including, but not limited to, the construction and equipping of a 4-story cancer center and a 10-story parking garage (collectively, the "**Project**"); (ii) refund all or a portion of the Illinois Finance Authority Revenue Bonds, Series 2012A (OSF Healthcare System) (the "**Series 2012A Bonds"**), currently outstanding in the aggregate principal amount of $164,585,000; (iii) refund all or a portion of the Illinois Finance Authority Revenue Bonds, Series 2015 (Little Company of Mary Hospital and Health Care Centers) (the "**Series 2015 Bonds**" and, together with the Series 2012A Bonds, the "**Prior Bonds**"), currently outstanding in the aggregate principal amount of $102,000,000; (iv) pay a portion of the interest on the Series 2020 Bonds, if deemed necessary or advisable by the IFA or the Corporation; (v) fund a debt service reserve fund, if deemed necessary or advisable by the IFA or the Corporation; (vi) provide working capital to the Corporation, if deemed necessary or advisable by the IFA or the Corporation; and (vii) pay certain expenses incurred in connection with the issuance of the Series 2020 Bonds and the refunding of the Prior Bonds. The main component of the Project is a comprehensive cancer center on the campus of OSF HealthCare Saint Francis Medical Center in Peoria. The comprehensive cancer center will feature patient education and support spaces, an infusion center, and a full range of cancer-related services, including proton beam therapy and brachytherapy. The proton beam will be just the second in Illinois, and one of only 32 centers currently in North America treating patients. Having proton beam therapy available for those receiving treatment for cancer will reduce treatment times, decrease complications by sparing healthy tissue, reduce side effects, and allow for less disruption in patients' and caregivers' lives. The timeline for construction of the proposed project will depend on philanthropic fundraising efforts, with a goal of providing the first treatments at the center as early as 2023. **Program**: Conduit 501(c)(3) Revenue Bonds (Tax-Exempt and/or Taxable) **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	20,191 Current jobs (FTE IL) 36 New jobs projected N/A Retained jobs 1,305 Construction jobs projected over 3 years
DESCRIPTION	• Illinois locations: Evergreen Park, Peoria, Rockford, Bloomington, Galesburg, Pontiac, Monmouth, Ottawa, Kewanee, Alton, Mendota, Urbana and Danville.

	• OSF is an Illinois not-for-profit corporation, exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. OSF was incorporated in 1880 as The Sisters of the Third Order of St. Francis. The Corporation's current name was adopted as part of a corporate restructuring in 1989. The sole corporate member of OSF is The Sisters of the Third Order of St. Francis, a religious congregation founded in 1877 in Peoria, Illinois. The Corporation operates its health care facilities as a single corporation, with each health care facility functioning as an operating division of the Corporation.
CREDIT INDICATORS/STRUCTURE	• OSF's Bonds are currently rated 'A3', Stable Outlook, by Moody's as of 10/9/2019; 'A', Stable Outlook, by S&P Global Ratings as of 11/4/2019; and 'A', Positive Outlook, by Fitch as of 10/25/2019. • The plan of finance contemplates the issuance of the Series 2020 Bonds in one or more fixed rate and/or variable rate, tax-exempt and/or taxable series including: ○ Up to $175M of tax-exempt fixed rate bonds that will be sold in a public offering underwritten by JP Morgan Securities, LLC and Morgan Stanley & Co. LLC and used to finance the Project. ○ Approximately $100M of another tax-exempt product to be determined, used to finance the Project, either sold in a public offering underwritten by JP Morgan Securities, LLC and Morgan Stanley & Co. LLC, or as a private market offering. ○ Up to $180M in taxable fixed rate bonds that will be sold in a public offering underwritten by JP Morgan Securities, LLC and Morgan Stanley & Co. LLC and used to finance the Project and refund all or a portion of the Series 2012A Bonds. ○ Up to $105M of another tax-exempt product to be determined, used to refund all or a portion of the Series 2015 Bonds.
SECURITY	The Series 2020 Bonds will be secured by a Note issued under OSF's Master Trust Indenture with OSF, as Group Representative, and Ottawa Regional Hospital & Healthcare Center, Mendota Community Hospital and OSF Multi-Specialty Group as the other members of the Obligated Group.
MATURITY	The Bond will mature no later than November 15, 2055.
ESTIMATED SOURCES AND USES	(see table below)
RECOMMENDATION	Project Review Committee recommends approval.

ESTIMATED SOURCES AND USES

Sources:		**Uses:**	
IFA Bonds	$555,000,000	Project	$271,562,500
		Refunding of Prior Bonds	$276,500,000
		Costs of Issuance*	$6,937,500
Total	**$555,000,000**	**Total**	**$555,000,000**

***assumes 1.25% costs of issuance**

ILLINOIS FINANCE AUTHORITY
PROJECT SUMMARY REPORT
August 11, 2020

Project: OSF Healthcare System

STATISTICS

Project Number:	12487	Amount:	$555,000,000 (not-to-exceed)
Type:	501(c)(3) Bonds	IFA Staff:	Sara Perugini
Locations:	Evergreen Park, Peoria, Rockford, Bloomington, Galesburg, Pontiac, Monmouth, Ottawa, Kewanee, Alton, Mendota, Urbana and Danville	Counties/Regions:	Cook/ Northeast; Peoria/North Central; Winnebago/Northern Stateline; McLean/North Central; Knox/West Central; Livingston/North Central; Warren/West Central; LaSalle/Northwest; Henry/Northwest; Madison/Southwest; Champaign/East Central; Vermillion/ East Central

BOARD ACTION

Final Bond Resolution *(One-time consideration)*
Conduit 501(c)(3) Revenue Bonds (Tax-Exempt and/or Taxable)
Project Review Committee recommends approval.

No Extraordinary Conditions
No IFA Funds at Risk

PURPOSE

Purpose: **OSF Healthcare System** ("**OSF**" or the "**Corporation**"), an Illinois not-for-profit corporation, has requested that the Illinois Finance Authority (the "**IFA**) issue not to exceed $555,000,000 (excluding original issue discount or premium, if any) in aggregate principal amount of revenue bonds consisting of (1) not to exceed $450,000,000 (excluding original issue discount or premium, if any) in aggregate principal amount of (i) one or more series of tax-exempt Revenue Bonds, Series 2020 (OSF Healthcare System) bearing interest at variable rates (the "**Variable Rate Bonds**") and (ii) one or more series of tax-exempt Revenue Bonds, Series 2020 (OSF Healthcare System) initially bearing interest at fixed rates (the "**Fixed Rate Bonds**") and (2) not to exceed $180,000,000 (excluding original issue discount or premium, if any) in aggregate principal amount of one or more series of taxable Revenue Bonds, Series 2020 (OSF Healthcare System) initially bearing interest at fixed rates or variable rates (the "**Taxable Bonds**" and, together with the Variable Rate Bonds and the Fixed Rate Bonds, the "**Series 2020 Bonds**") to be used, together with certain other moneys, to (i) pay or reimburse the Corporation for, or refinance, the costs of acquiring, constructing, remodeling, renovating and equipping certain health care facilities, including, but not limited to, the construction and equipping of a 4-story cancer center and a 10-story parking garage (collectively, the "**Project**"); (ii) refund all or a portion of the Illinois Finance Authority Revenue Bonds, Series 2012A (OSF Healthcare System) (the "**Series 2012A Bonds**"), currently outstanding in the aggregate principal amount of $164,585,000; (iii) refund all or a portion of the Illinois Finance Authority Revenue Bonds, Series 2015 (Little Company of Mary Hospital and Health Care Centers) (the "**Series 2015 Bonds**" and, together with the Series 2012A Bonds, the "**Prior Bonds**"), currently outstanding in the aggregate principal amount of $102,000,000; (iv) pay a portion of the interest on the Series 2020 Bonds, if deemed necessary or advisable by the IFA or the Corporation; (v) fund a debt service reserve fund, if deemed necessary or advisable by the IFA or the Corporation; (vi) provide working capital to the Corporation, if deemed necessary or advisable by the IFA or the Corporation; and (vii) pay certain expenses incurred in connection with the issuance of the Series 2020 Bonds and the refunding of the Prior Bonds.

The main component of the Project is a comprehensive cancer center on the campus of OSF HealthCare Saint Francis Medical Center in Peoria. The comprehensive cancer center will feature patient education and support spaces, an infusion center, and a full range of cancer-related services, including proton beam therapy and brachytherapy. The proton beam will be just the second in Illinois, and one of only 32 centers currently in North America treating patients. Having proton beam therapy available for those receiving treatment for cancer will reduce treatment times, decrease complications by sparing healthy tissue, reduce side effects, and allow for less disruption in patients' and caregivers' lives. The timeline for construction of the proposed project will depend on philanthropic fundraising efforts, with a goal of providing the first treatments at the center as early as 2023.

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 and thereby reducing the borrower's interest expense.

VOLUME CAP

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

JOBS

Current employment:	20,191 FTE's (in Illinois)	New jobs projected:	36
Jobs retained:	N/A	Construction jobs projected over 3 years:	1,305

ESTIMATED SOUCES AND USES OF FUNDS

Sources:		**Uses:**	
IFA Bonds	$555,000,000	Project	$271,562,500
		Refunding of Prior Bonds	$276,500,000
		Costs of Issuance*	$6,937,500
Total	**$555,000,000**	**Total**	**$555,000,000**

***assumes 1.25% costs of issuance**

FINANCING SUMMARY/STRUCTURE

Security: The Series 2020 Bonds will be secured by a Note issued under OSF's Master Trust Indenture with OSF, as Group Representative, and Ottawa Regional Hospital & Healthcare Center, Mendota Community Hospital and OSF Multi-Specialty Group as the other members of the Obligated Group.

Structure: The plan of finance contemplates the issuance of the Series 2020 Bonds in one or more fixed rate and/or variable rate, tax-exempt and/or taxable series including:

- Up to $175M of tax-exempt fixed rate bonds that will be sold in a public offering underwritten by JP Morgan Securities, LLC and Morgan Stanley & Co. LLC and used to finance the Project.
- Approximately $100M of another tax-exempt product to be determined, used to finance the Project, either sold in a public offering underwritten by JP Morgan Securities, LLC and Morgan Stanley & Co. LLC, or as a private market offering.
- Up to $180M in taxable fixed rate bonds that will be sold in a public offering underwritten by JP Morgan Securities, LLC and Morgan Stanley & Co. LLC and used to finance the Project and refund all or a portion of the Series 2012A Bonds.
- Up to $105M of another tax-exempt product to be determined, used to refund all or a portion of the Series 2015 Bonds.

Interest Rate: The rates will be determined at Closing. It is contemplated that the Series 2020 Bonds may be each issued in one or more series and shall bear interest at fixed and/or variable tax-exempt and/or taxable interest rates featuring maturities of up to 35 years. The Final Bond Resolution establishes interest rate parameters not to exceed (i) 6% on fixed rate tax-exempt Bonds, (ii) 6% as an initial rate for variable tax-exempt bonds and (iii) 6% on taxable Bonds.

Interest Mode:	Fixed and/or variable rate or other modes as determined by the Corporation.
Credit Enhancement:	All or a portion of the Series 2020 Bonds may be insured through a bond insurer.
Maturity:	No later than November 15, 2055.
Rating:	OSF's Bonds are currently rated 'A3', Stable Outlook, by Moody's as of 10/9/2019; 'A', Stable Outlook, by S&P Global Ratings as of 11/4/2019; and 'A', Positive Outlook, by Fitch as of 10/25/2019.
Estimated Closing Date:	October 7, 2020

PROJECT SUMMARY

The Corporation, an Illinois not-for-profit corporation, has requested that the IFA issue not to exceed $555,000,000 (excluding original issue discount or premium, if any) in aggregate principal amount of revenue bonds consisting of (1) not to exceed $450,000,000 (excluding original issue discount or premium, if any) in aggregate principal amount of (i) one or more series of Variable Rate Bonds and (ii) one or more series of Fixed Rate Bonds and (2) not to exceed $180,000,000 (excluding original issue discount or premium, if any) in aggregate principal amount of one or more series of Taxable Bonds, to be used, together with certain other moneys, to (i) pay or reimburse the Corporation for, or refinance, the costs of acquiring, constructing, remodeling, renovating and equipping the Project; (ii) refund all or a portion of the Prior Bonds; (iii) pay a portion of the interest on the Series 2020 Bonds, if deemed necessary or advisable by the IFA or the Corporation; (iv) fund a debt service reserve fund, if deemed necessary or advisable by the IFA or the Corporation; (v) provide working capital to the Corporation, if deemed necessary or advisable by the IFA or the Corporation; and (vi) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds.

BUSINESS SUMMARY

OSF is an Illinois not-for-profit corporation, exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. OSF was incorporated in 1880 as The Sisters of the Third Order of St. Francis. The Corporation's current name was adopted as part of a corporate restructuring in 1989. The sole corporate member of OSF is The Sisters of the Third Order of St. Francis, a religious congregation founded in 1877 in Peoria, Illinois. The Corporation operates its health care facilities as a single corporation, with each health care facility functioning as an operating division of the Corporation.

OSF is an integrated health system that operates fourteen acute care hospitals with a total medical staff of approximately 4,467, home health care services, two colleges of nursing, a medical training simulation center, and other health care facilities in Illinois and Michigan. OSF is headquartered in Peoria. Thirteen of the Corporation's hospitals are located in Illinois. One hospital is located in Michigan. As of March 31, 2020, OSF's fourteen hospital facilities had a total of approximately 2,009 licensed acute care beds. The Corporation's largest hospital, St. Francis Medical Center in Peoria, is a 649-licensed bed tertiary care teaching center providing numerous specialty services and extensive residency programs for physicians. The array of health services provided by OSF also includes approximately 51 hospital-based outpatient facilities, approximately 377 physician office practices and clinics in 147 separate locations, nine home health agencies, nine hospice programs and one hospice home. Multi-institutional membership status has been conferred on the Corporation by the Illinois Hospital Association and the American Hospital Association. Similar membership status exists with the Catholic Health Association of the United States and the Illinois Catholic Health Association.

ECONOMIC DISCLOSURE STATEMENT

Applicant:	OSF Healthcare System
Location:	800 North East Glen Oak Avenue, Peoria, Illinois 61603
Contact:	Thomas M. Ott, Vice President, Treasury
Borrower:	OSF Healthcare System
Organization:	501(c)(3) Not-for-Profit Corporation
State:	Illinois
Board Members:	Sister Judith Ann, O.S.F. Sister Diane Marie, O.S.F. Sister Agnes Joseph, O.S.F Sister Theresa Ann, O.S.F. Sister Rose Therese, O.S.F. Sister M. Mikela, F.S.G.M. Robert Sehring Gerald McShane, MD Brian Silverstein, MD

PROFESSIONAL & FINANCIAL

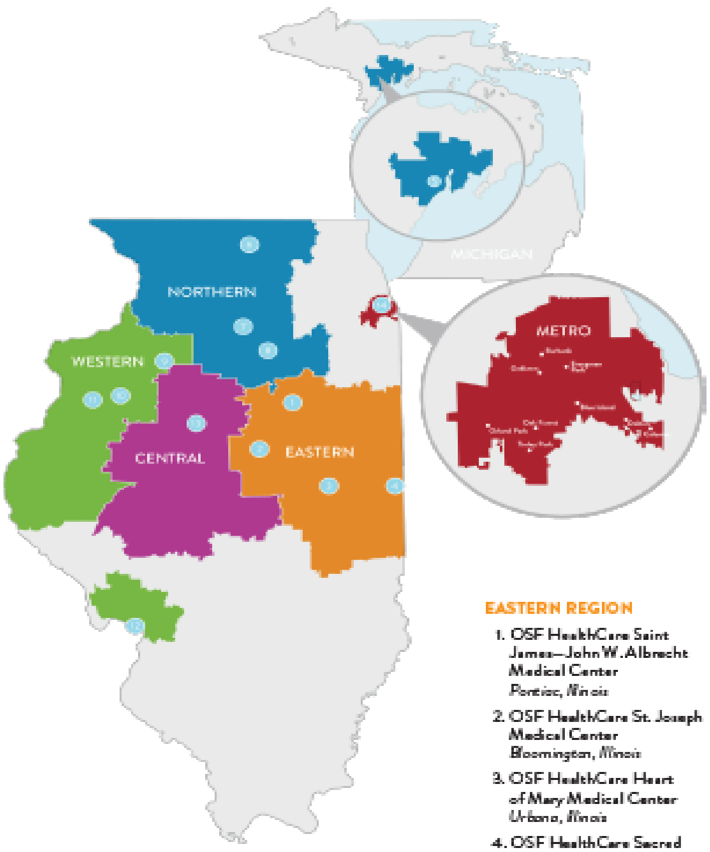
Borrower's Counsel:	Foley & Lardner LLP	Chicago	Laura Bilas
Bond Counsel:	Chapman and Cutler LLP	Chicago	John Bibby, Megan Rudd
Underwriter:	JP Morgan Securities LLC	Chicago	Meghan O'Keefe
	Morgan Stanley & Co. LLC	New York	David Gallin
Underwriter Counsel:	Dentons	Chicago	Mary Wilson, Katie Ashton
OSF Financial Advisor:	Kaufman Hall	Chicago	Andrew J. Majka, Matt Robbins
Bond Trustee:	Wells Fargo Bank	Chicago	Gail Klewin
IFA's Counsel:	Quarles & Brady LLP	Chicago	Mary Ann Murray
IFA Financial Advisor:	Sycamore Advisors, LLC	Chicago	Diana Hamilton, Chris Valentino

LEGISLATIVE DISTRICTS

Congressional:	1, 12, 13, 15, 16, 17, 18
State Senate:	18, 34, 37, 38, 44, 46, 47, 52, 53, 56
State House:	36, 68, 74, 76, 88, 92, 94, 103, 104, 106, 111

SERVICE AREA

OSF HEALTHCARE REGIONS



NORTHERN REGION

5. OSF HealthCare St. Francis Hospital & Medical Group
Escanaba, Michigan
6. OSF HealthCare Saint Anthony Medical Center
Rockford, Illinois
7. OSF HealthCare Saint Paul Medical Center
Mendota, Illinois
8. OSF HealthCare Saint Elizabeth Medical Center
Ottawa, Illinois

WESTERN REGION

9. OSF HealthCare Saint Luke Medical Center
Kewanee, Illinois
10. OSF HealthCare St. Mary Medical Center
Galesburg, Illinois
11. OSF HealthCare Holy Family Medical Center
Monmouth, Illinois
12. OSF HealthCare Saint Anthony's Health Center
Alton, Illinois

EASTERN REGION

1. OSF HealthCare Saint James—John W. Albrecht Medical Center
Pontiac, Illinois
2. OSF HealthCare St. Joseph Medical Center
Bloomington, Illinois
3. OSF HealthCare Heart of Mary Medical Center
Urbana, Illinois
4. OSF HealthCare Sacred Heart Medical Center
Danville, Illinois

CENTRAL REGION

13. OSF HealthCare Saint Francis Medical Center
Peoria, Illinois

OSF HealthCare Children's Hospital of Illinois
Peoria, Illinois

METRO REGION

14. OSF HealthCare Little Company of Mary Medical Center
Evergreen Park, Illinois

TAB 2: Memorial Health System

CONDUIT

August 11, 2020

$114,000,000 (not-to-exceed)
Memorial Health System

REQUEST	**Purpose**: Bond proceeds, in one or more series, will be loaned to Memorial Health System (the "**Borrower**" or the **"System**") and will be used, together with certain other funds, to provide the Borrower and its affiliate Memorial Medical Center ("**MMC**"), with moneys necessary to: (i) refund all or a portion of the Illinois Finance Authority Revenue Bonds, Series 2014A (Memorial Health System) (the "**Series 2014A Bonds**"), currently outstanding in the aggregate principal amount of $55,385,000; (ii) refund all or a portion of the Illinois Finance Authority Variable Rate Revenue Bonds, Series 2014B (Memorial Health System) (the "**Series 2014B Bonds**" and, together with the Series 2014A Bonds, the "**Prior Bonds**"), currently outstanding in the aggregate principal amount of $54,930,000; (iii) pay a portion of the interest on the Bonds, if deemed necessary or desirable by the Illinois Finance Authority (the "**Authority**") and/or the Borrower; (iv) provide working capital, if deemed necessary or desirable by the Authority and/or the Borrower; (v) establish a debt service reserve fund, if deemed necessary or desirable by the Authority and/or the Borrower; and (vi) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior 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 Authority Board of Directors.
JOB DATA	8,465 Current jobs; 0 New jobs projected N/A Retained jobs; 0 Construction jobs projected
DESCRIPTION	Locations: Springfield, Lincoln, Taylorville, Jacksonville and Decatur / Sangamon, Logan, Christian, Morgan, and Macon Counties/ Central Region • MMC was founded in 1897 by a group of citizens in Springfield, Illinois under the auspices of the Evangelical Lutheran Synod as a 12-bed facility known as "Springfield Hospital and Training School." The institution's charter was changed in 1931 to that of a community, non-denominational hospital. In 1942, the hospital name was changed to "Memorial Hospital of Springfield," and in 1974 it was renamed "Memorial Medical Center." In 1993, as part of a corporate reorganization plan, the Borrower was incorporated as an Illinois not-for-profit corporation and became the sole corporate member of MMC. • The System has five hospital affiliates. The System's vision is to be the health system people choose over all others. The System's mission, to improve the health of the people and communities that the System serves, is evident in its effort to provide healthcare services across the full continuum of care to the citizens of central Illinois. This mission is achieved by providing a great patient experience which emphasizes primary care services as well as continuity and coordination of services between the System's providers and partners. In addition, the System conducts, sponsors, and promotes educational, scientific, scholastic, and charitable programs and activities to support the System and its Affiliated Corporations, as defined and described below. • The Borrower is the sole corporate member of MMC, Taylorville Memorial Hospital ("**TMH**"), The Abraham Lincoln Memorial Hospital ("**ALMH**"), The Passavant Memorial Area Hospital Association ("**PAH**"), Abraham Lincoln Healthcare Foundation ("**ALHF**"), Memorial Physician Services ("**MPS**"), Memorial Health Ventures ("**MHV**"), Memorial Home Services NFP ("**MHSvc**"), Mental Health Centers of Central Illinois d/b/a Memorial Behavioral Health ("**MBH**"), and Decatur Memorial Hospital **("DMH")**, which are collectively referred to as the "**Affiliated Corporations**." The Borrower and its Affiliated

	Corporations are each Illinois not-for-profit corporations which have been recognized as organizations described in Section 501(c)(3) of the Internal Revenue Code (the "**Code**") and which are exempt from federal income taxation under Section 501(a) of the Code. Other organizations affiliated with the Borrower include Memorial Medical Center Foundation, Taylorville Memorial Hospital Foundation, Inc., Decatur Memorial Health Foundation, Heartland Risk Management, and Passavant Area Hospital Foundation, all of which are Illinois not-for-profit corporations exempt from federal income taxation under Section 501(a) of the Code as Section 501(c)(3) organizations, as well as Memorial Health Partners, LLC, MHS QALICB, LLC, and McDEKK, LLC which are organized as Illinois limited liability companies. • The Obligated Group is comprised of the Borrower and MMC.
SECURITY	• The Bonds are expected to be secured by an obligation issued under a Master Trust Indenture. • The Obligation will be a full and unlimited obligation of the Obligated Group and will be secured by a security interest in the Pledged Revenues.
CREDIT INDICATORS/STRUCTURE	• The System has underlying ratings of 'AA-', Stable Outlook, by S&P as of March 27, 2020; and 'A1', Stable Outlook, by Moody's as of March 13, 2020. • The Bonds will not carry a rating. The Bonds, as contemplated, will be a bank private placement with and purchase by T.D. Bank, NA. Initial sale and secondary market resale of the Bonds will be limited to Accredited Investors and/or Qualified Institutional Buyers in minimum denominations of $100,000 (and would thereby be sold in a manner consistent with existing Authority Bond Handbook requirements applicable to the sale of non-rated bonds).
MATURITY	• The Bonds will mature no later than July 1, 2046.
ESTIMATED SOURCES AND USES	see below
RECOMMENDATION	Project Review Committee recommends approval.

Estimated Sources and Uses

Sources:		Uses:	
IFA Bonds	$114,000,000	Refunding of Prior Bonds	$113,000,000
		Costs of Issuance	1,000,000
Total	**$114,000,000**	**Total**	**$114,000,000**

ILLINOIS FINANCE AUTHORITY
PROJECT SUMMARY REPORT
August 11, 2020

Project: Memorial Health System

STATISTICS

Project Number:	12488	Amount:	$114,000,000 (not-to-exceed)
Type:	501(c)(3) Bonds	IFA Staff:	Sara D. Perugini
Location/s:	Springfield, Lincoln, Taylorville, Jacksonville and Decatur	Counties:	Sangamon, Logan, Christian, Morgan and Macon
		Region:	Central

BOARD ACTION

Final Bond Resolution *(one-time consideration)*
Conduit 501(c)(3) Revenue Bonds
Project Review Committee recommends approval.

No Authority Funds at Risk
No Extraordinary Conditions

VOTING RECORD

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

PURPOSE

Purpose: Bond proceeds, in one or more series, will be loaned to Memorial Health System (the "**Borrower**" or the **"System**") and will be used, together with certain other funds, to provide the Borrower and its affiliate Memorial Medical Center ("**MMC**"), with moneys necessary to: (i) refund all or a portion of the Illinois Finance Authority Revenue Bonds, Series 2014A (Memorial Health System) (the "**Series 2014A Bonds**"), currently outstanding in the aggregate principal amount of $55,385,000; (ii) refund all or a portion of the Illinois Finance Authority Variable Rate Revenue Bonds, Series 2014B (Memorial Health System) (the "**Series 2014B Bonds**" and, together with the Series 2014A Bonds, the "**Prior Bonds**"), currently outstanding in the aggregate principal amount of $54,930,000; (iii) pay a portion of the interest on the Bonds, if deemed necessary or desirable by the Illinois Finance Authority (the "**Authority**") and/or the Borrower; (iv) provide working capital, if deemed necessary or desirable by the Authority and/or the Borrower; (v) establish a debt service reserve fund, if deemed necessary or desirable by the Authority and/or the Borrower; and (vi) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior 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 Borrower's interest expense.

VOLUME CAP

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

JOBS

Current employment:	8,465	Projected new jobs:	0
Jobs retained:	N/A	Construction jobs:	0

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		**Uses:**	
IFA Bonds	$114,000,000	Refunding of Prior Bonds	$113,000,000
		Costs of Issuance	1,000,000
Total	**$114,000,000**	**Total**	**$114,000,000**

FINANCING SUMMARY

Security:	The Bonds are expected to be secured by an obligation issued under a Master Trust Indenture with the Borrower and MMC as members of an obligated group (the **"Obligated Group"**).. The Obligation will be a full and unlimited obligation of the Obligated Group and will be secured by a security interest in the Pledged Revenues.
Structure:	Bank private placement with and direct purchase by T.D. Bank, NA.
Interest Rate:	Interest rate will be fixed for an initial 10-year term and is expected to be determined on or prior to closing; interest rate is expected not-to-exceed 5.0%
Interest Mode:	A fixed interest rate for an initial for 10-year term (through 11/1/2030).
Credit Enhancement:	None.
Maturity:	Bonds will mature no later than July 1, 2046
Rating:	Although the subject Bonds will not be rated (due to the bank private placement/ direct purchase structure), the System has underlying ratings of 'AA-', Stable Outlook, by S&P as of March 27, 2020; and 'A1', Stable Outlook, by Moody's as of March 13, 2020. Initial sale and secondary market resale of the Bonds will be limited to Accredited Investors and/or Qualified Institutional Buyers in minimum denominations of $100,000 (and would thereby be sold in a manner consistent with existing Authority Bond Handbook requirements applicable to the sale of non-rated bonds).
Estimated Closing Date:	September 17, 2020

PROJECT SUMMARY

Bond proceeds, in one or more series, will be loaned to the Borrower and will be used, together with certain other funds, to provide the Borrower and its affiliate MMC, with moneys necessary to: (i) refund all or a portion of the Prior Bonds; (ii) pay a portion of the interest on the Bonds, if deemed necessary or desirable by the Authority and/or the Borrower; (iii) provide working capital, if deemed necessary or desirable by the Authority and/or the Borrower; (iv) establish a debt service reserve fund, if deemed necessary or desirable by the Authority and/or the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds.

BUSINESS SUMMARY

The System's vision is to be the health system people choose over all others. The System's mission, to improve the health of the people and communities that the System serves, is evident in its effort to provide healthcare services across the full continuum of care to the citizens of central Illinois. This mission is achieved by providing a great patient experience which emphasizes primary care services as well as continuity and coordination of services between the System's providers and partners. In addition, the System conducts, sponsors, and promotes educational, scientific, scholastic, and charitable programs and activities to support the System and its Affiliated Corporations, as defined and described below.

The Borrower is the sole corporate member of MMC, Taylorville Memorial Hospital ("**TMH**"), The Abraham Lincoln Memorial Hospital ("**ALMH**"), The Passavant Memorial Area Hospital Association ("**PAH**"), Abraham Lincoln Healthcare Foundation ("**ALHF**"), Memorial Physician Services ("**MPS**"), Memorial Health Ventures ("**MHV**"), Memorial Home Services NFP ("**MHSvc**"), Mental Health Centers of Central Illinois d/b/a Memorial Behavioral Health ("**MBH**"), and Decatur Memorial Hospital **("DMH")**, which are collectively referred to as the "**Affiliated Corporations**." The Borrower and its Affiliated Corporations are each Illinois not-for-profit corporations which have been recognized as organizations described in Section 501(c)(3) of the Internal Revenue Code (the "**Code**") and which are exempt from federal income taxation under Section 501(a) of the Code. Other organizations affiliated with the Borrower include Memorial Medical Center Foundation, Taylorville Memorial Hospital Foundation, Inc., Decatur Memorial Health Foundation, Heartland Risk Management, and Passavant Area Hospital Foundation, all of which are Illinois not-for-profit corporations exempt from federal income taxation under Section 501(a) of the Code as Section 501(c)(3) organizations, as well as Memorial Health Partners, LLC, MHS QALICB, LLC, and McDEKK, LLC which are organized as Illinois limited liability companies.

The System's five hospital affiliates are described below:

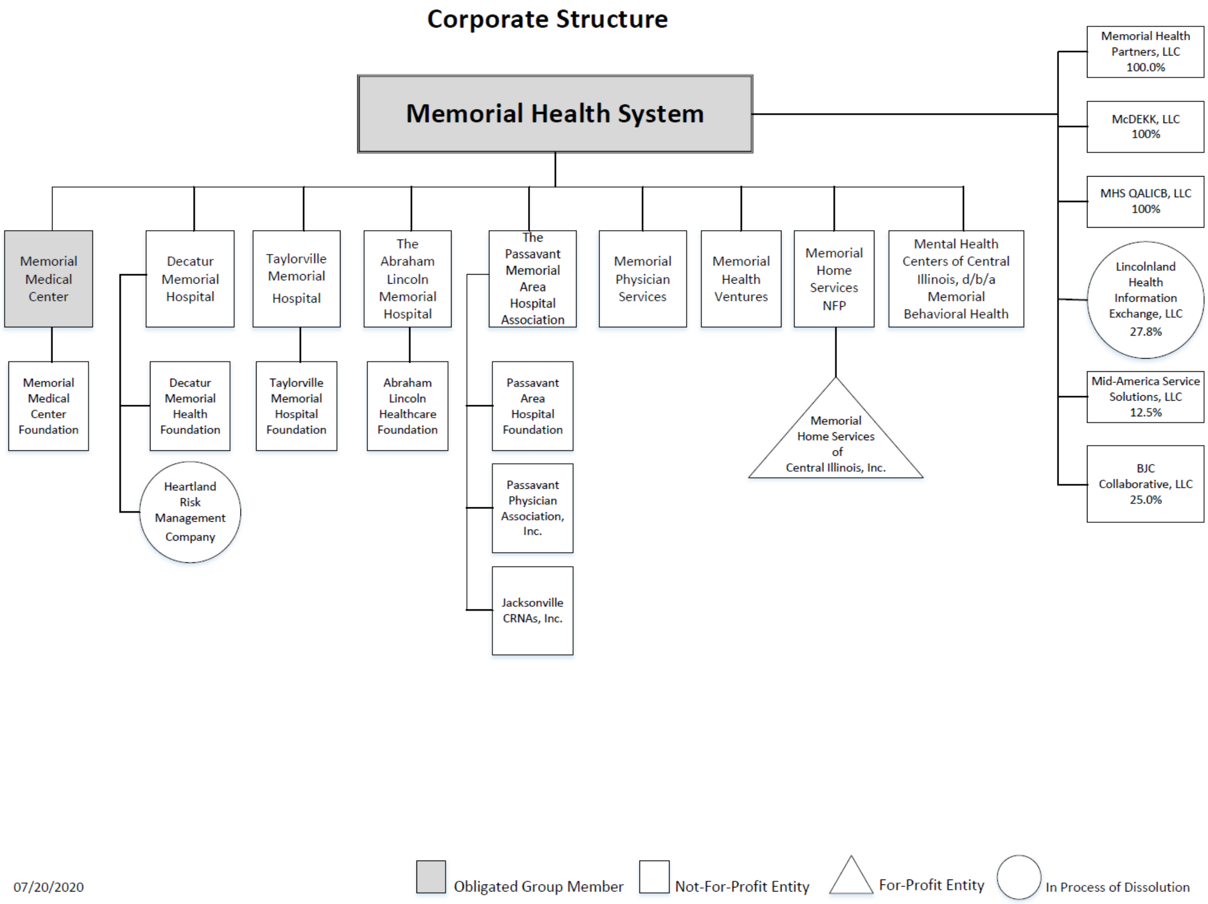
Memorial Medical Center. MMC, located in Springfield, Illinois, is a tertiary care hospital with 500 licensed beds which offers a full range of hospital inpatient and outpatient diagnostic, therapeutic and ancillary services to 40 counties in the central and southern Illinois region. In addition, MMC is a primary teaching hospital affiliate for the Southern Illinois University School of Medicine, which is located adjacent to MMC's campus. Also adjacent to MMC's campus is Springfield Clinic, LLP, which is a large, multi-specialty physician group. MMC offers comprehensive services to patients in cardiology, orthopedics and spine, nephrology (including a Kidney and Pancreas Transplant Program), neurosciences (including accreditation for inpatient and outpatient rehabilitation from the Commission on Accreditation of Rehabilitation Facilities), oncology, bariatrics, plastics (including the Regional Burn Center), urology, psychiatry, emergency medicine/Level I trauma center, radiology, and laboratory medicine with regional reference laboratory outreach programming. MMC is accredited by The Joint Commission and licensed by the Illinois Department of Public Health.

Taylorville Memorial Hospital. TMH is a not-for-profit hospital located in Taylorville, Illinois, approximately 27 miles southeast of MMC. Designated a critical access hospital in 2004, TMH primarily serves Christian County and the neighboring city of Nokomis, a rural area of just over 34,000 people. Accredited by the Joint Commission and licensed by the Illinois Department of Public Health, TMH operates a 25-bed acute medical/surgical inpatient hospital facility, with a wide range of outpatient services including surgery, acute care, advanced diagnostic imaging, laboratory, cardiac and pulmonary rehabilitation, and physical, occupational, respiratory, and speech therapy services. In 2018, TMH began construction on a new inpatient unit located adjacent to the current hospital facility. The anticipated opening of this new unit is June 30, 2022.

The Abraham Lincoln Memorial Hospital. ALMH is a Critical Access Hospital ("**CAH**") with 25 staffed beds located in Lincoln, Illinois, approximately 27 miles northeast of MMC. The roots of ALMH date to the turn of the 20th century, when a typhoid epidemic swept Logan County. Recognizing the need for additional healthcare facilities, the Deaconess Society constructed a new hospital which opened in 1902 to serve the Lincoln and Logan County communities. In 1954, the prior facility was demolished and a new replacement hospital was constructed. ALMH has been affiliated with the System since September 24, 1994, and has operated as a CAH since February 1, 2003. In 2011, ALMH constructed and moved into its current hospital facility. ALMH services include 24-hour emergency medicine, general acute inpatient care, pain management, orthopedics, surgery and the Family Maternity Suites. ALMH also offers a full range of outpatient rehabilitation, therapy, and diagnostic testing. ALMH is accredited by The Joint Commission and licensed by the Illinois Department of Public Health.

The Passavant Memorial Area Hospital Association. PAH is a sole community provider hospital facility located in Jacksonville, Illinois, approximately 39 miles west of MMC. Licensed for 131 beds, PAH offers both inpatient and outpatient services, and is a Magnet® designated hospital for nursing excellence. It is accredited by The Joint Commission and licensed by the Illinois Department of Public Health, and has served the residents of Morgan, Cass, Greene, Scott, Macoupin, Brown, and Pike counties since 1875. PAH became an affiliate of the System on April 1, 2014.

Decatur Memorial Hospital. Effective October 1, 2019, the System acquired DMH, which is the sole corporate member of Heartland Risk Management, a captive insurance subsidiary for DMH, and Decatur Memorial Health Foundation. DMH is a 300-bed acute care facility located in Decatur, Illinois, approximately 40 miles east of MMC. DMH has more than 2,300 employees and 300 medical staff and like the System, is affiliated with Southern Illinois University School of Medicine. DMH services to patients include cardiology, vascular, orthopedics, nephrology, oncology, psychiatry (20 bed geri-psych unit), emergency medicine/Level 2 trauma center, labor/delivery, radiology, laboratory medicine, and occupational health related services. Based on DMH's fiscal year ending September 30, 2019, the acquisition added approximately $300 million in additional net revenue to the System. DMH is accredited by The Joint Commission and licensed by the Illinois Department of Health.



ECONOMIC DISCLOSURE STATEMENT

Applicant:	Memorial Health System 701 N. 1st Street Springfield, IL 62781
Contact:	Katie Keim, Senior Vice President and CFO
Website:	www.choosememorial.org
Borrower:	Memorial Health System

MHS Board Members:

Name	**Affiliation**	**Term Expires****
Michael A. Aiello Second Vice Chair	President Troxell	2035
Larry F. Altenbaumer	Retired	2028
Reginald H. Benton	President/Principal Benton & Associates, Inc.	2023
John D. Blackburn	Retired	2021
Edgar J. Curtis President	President and Chief Executive Officer Memorial Health System	n/a
Ginny B. Fanning	Commissioner Morgan County Commission	2025
Aimee L. Fyke	Chief Operating Officer Tharaldson Hospitality Management	2028
Randall S. Germeraad	Senior Vice President Springfield Electric Supply	2023
David L. Griffen, MD, PhD	Physician - Retired	2029
Nina M. Harris	President and Chief Executive Officer Springfield Urban League	2025
Joseph M. Hurwitz	Partner Hurwitz Enterprises	2025
Geoffrey R. Isringhausen Secretary	President Isringhausen Imports	2021
Jerry E. Kruse, MD, MSPH	Dean/Provost SIU School of Medicine CEO SIU Physicians & Surgeons	2026
Richard H. Levi	Chief Executive Officer Levi, Ray & Shoup	2029
Jonathan T. Locke, MD	Physician Decatur Memorial Hospital	2028
Cheryl S. Martin	Partner Kerber, Eck and Braeckel	2029
Dean E. Robert, Jr. Chair	Retired	2025

Name	**Affiliation**	**Term Expires****
Diane K. Rutledge, Ph.D. Immediate Past Chair	Retired	2022
Todd W. Wise First Vice Chair	President and Chief Operating Officer United Community Bank	2034

PROFESSIONAL & FINANCIAL

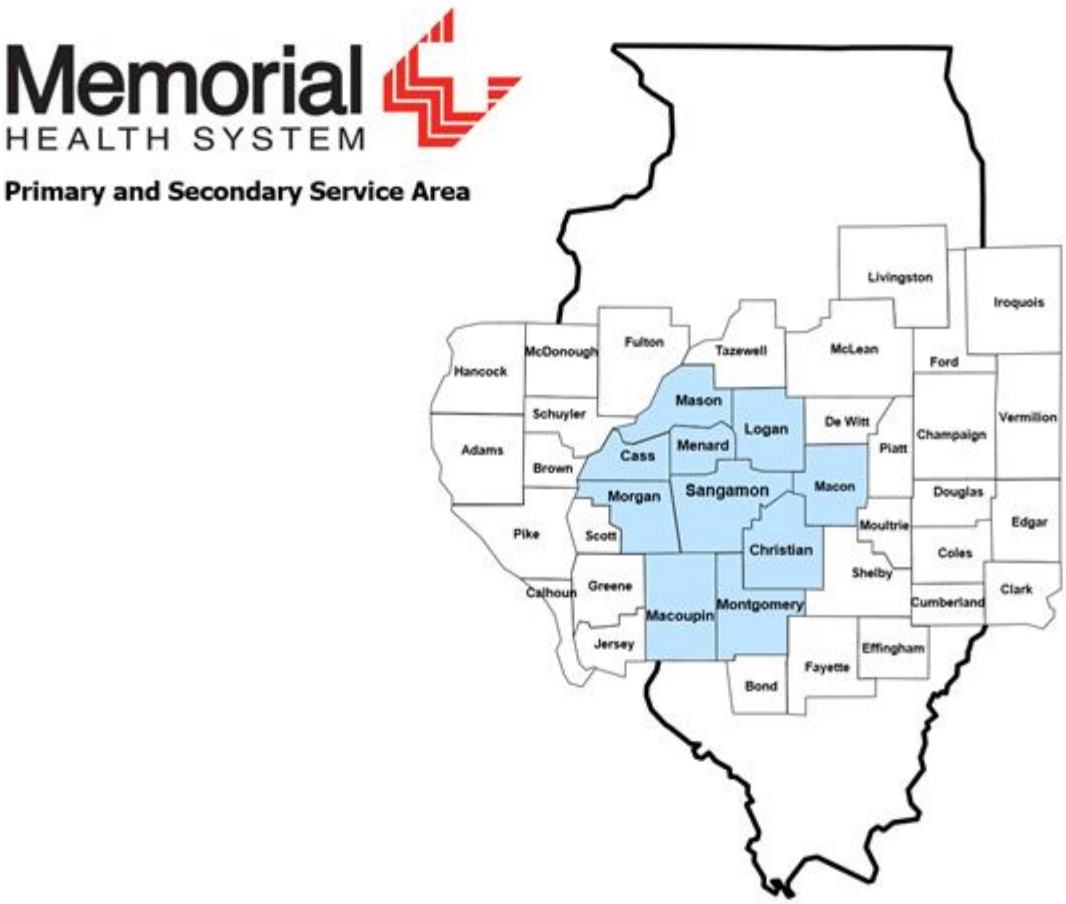
Borrower's Counsel:	Hinshaw & Culbertson LLP	Rockford, IL	Stephen Moore Danielle Costello
Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Dan Bacastow Amy Curran
Financial Advisor:	Ponder & Company	Valparaiso, IN Chicago, IL	Mike Tym Connie Zhai
Placement Agent:	Piper Sandler & Co.	Boston, MA Leawood, KS	Nessy Shems Derek Nelson
Bank:	T.D. Bank, NA	New York, NY	Efrain Zamora
Bank Counsel:	Chapman and Cutler LLP	Chicago, IL	David Field
Bond Trustee:	Bank of New York Mellon Trust Company, N.A.	Chicago, IL	Bob Hardy Eydie Wrobel
IFA Counsel:	Hart, Southworth & Witsman	Chicago, IL	Samuel Witsman
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Phoebe Selden Brittany Whelen

LEGISLATIVE DISTRICTS

Congressional:	13, 18
State Senate:	44, 48, 50
State House:	87, 95, 96, 100

SERVICE AREA

The System's primary service area covers 10 counties in central Illinois, though as a regional referral center, the System's total service area encompasses 40 counties. The System's service area changed at the beginning of FY20 to account for the addition of DMH into the System. Accordingly, Macon County was added to the System's primary service; therefore expanding the primary service area to 10 counties and shrinking the secondary service area to 30 counties. The new primary service area, which includes Sangamon County and nine adjacent counties, accounts for 87.3% of the System's inpatient discharges. Sangamon County, the immediate service area for MMC, accounts for 38.4% of the System's inpatient discharges. The System's secondary service area includes 30 counties spanning the middle of the State and accounts for 10.6% of the System's inpatient discharges. The remaining 2.1% of inpatient discharges are drawn from other locations outside MHS' 40 county service area.



TAB 3: Sustainable BioWorks

CONDUIT

ILLINOIS FINANCE AUTHORITY

August 11, 2020

$325,000,000 (not-to-exceed amount)
Sustainable BioWorks, LLC

REQUEST	**Purpose:** Bond proceeds will issued in one or more series which will bear interest in either a tax-exempt or taxable mode and loaned to **Sustainable BioWorks LLC,** an Illinois limited liability company (the "**Borrower**" or "**SBW**"), for the purpose of providing the Borrower with all or a portion of the funds to finance certain solid waste disposal facilities, including, but not limited to the following: (a) finance the cost of the design, construction, refurbishment, and equipping of multiple buildings located at 13400 Kedzie Avenue, Robbins (Cook County), Illinois, which, when in service, will operate as a 30,000,000 gallon industrial anaerobic digester system that converts pre-consumer food processing wastes into renewable natural gas, carbon dioxide, and fertilizer, (b) site improvements, (c) acquisition of other equipment and assets (including, but not limited to, land) necessary to support the foregoing improvements and place them into service all to be located within the State (collectively, the "**Project**"); and (d) pay all or for a portion, if any, of the costs of issuance of the Bonds, all as permitted by the **Illinois Finance Authority Act** (the "**IFA Act**") and the **Illinois Environmental Facilities Financing Act** (the "**Environmental Act**") and collectively, the "**Acts**"). **Program/Issuance Authority:** Solid Waste Disposal Revenue Bonds (Tax-Exempt) and, potentially, Industrial Revenue Bonds (Taxable). Taxable Bond proceeds may be issued for any portion of the Project that bond counsel deems as "industrial" as defined by the IFA Act. (To the extent there are expenditures that qualify for Tax-Exempt Solid Waste Disposal Revenue Bond financing, those expenditures are expected to be issued by the Authority pursuant to authority set forth in the Environmental Act, which has its own $2.5 billion debt limit.) Because the aggregate project capital expenditures will exceed the current $20 million, six-year maximum capital expenditure limitation provided under the Internal Revenue Code, the manufacturing/processing facilities associated with the Project <u>cannot</u> be financed on a Tax-Exempt basis. Accordingly, all expenditures that bond counsel (Mayer Brown LLP) deems ineligible for tax-exempt Solid Waste Disposal Revenue Bond financing would be issued on a Taxable basis pursuant to the IFA Act (and the IFA Act's $28.15 billion debt limit) as an "industrial" project. (Because the manufacturing aspects of the Project do not qualify as "environmental facilities" under the Environmental Act, the Taxable Bonds for the manufacturing/processing portion of the Project can only be issued under the IFA Act.) **Volume Cap required:** The Bonds for this Project are expected to be issued in multiple phases. Based on the initial tax analysis, a mix of Tax-Exempt and Taxable Bonds is likely to be issued. IFA has sufficient current year Volume Cap and Carryforward Volume Cap (dedicated to Solid Waste Disposal Bond) to issue Bonds for SBW and other contemplated Solid Waste Disposal Revenue Bond projects. No IFA Funds at risk. No State Funds at risk.
JOBS DATA	0 Current jobs — 135 New jobs projected (upon full build-out) N/A Retained jobs — 200 Construction jobs projected – 24 mo's. (Note: The General Contractor will update this estimate when SBW returns for consideration of a Final Bond Resolution)
BORROWER DESCRIPTION	● Type of entity: Newly-renamed company originally established in 2017 (with the predecessor company known as "Resource Recovery Unit 134 LLC") to purchase, develop and operate the subject Solid Waste Resource Recovery, Recycling, and Value-Added Processing Facility that will be located in a re-purposed waste-to-energy facility located in Robbins. ● Location: Robbins/Cook/Northeast
CREDIT INDICATORS	● As typical for a start-up project-based financing, the proposed tax-exempt and taxable Bonds will be underwritten and sold on a non-rated, unenhanced basis by Melvin Securities (see Recommendation and extraordinary condition limited sale to Qualified Institutional Buyers only).
BOARD ACTION	SBW's application request at this time is strictly for consideration of a **Preliminary Bond Resolution**. This is the first time this project has been presented to the IFA Board of Directors. **<u>Relevance of the Preliminary Bond Resolution</u>**: Under the Internal Revenue Code, the IRS considers a "Preliminary Bond Resolution" (also commonly referred to as the "Inducement Resolution") as a "Resolution of Official Intent" by a conduit issuer on behalf of a prospective borrower. Approval of this Preliminary Bond Resolution would enable SBW to <u>*prospectively obtain tax-exempt financing at a later time from which to refinance any qualified costs incurred up to 60 days prior to the resolution's approval date and pursuant to the scope of proposed expenditures specified in the Preliminary Bond Resolution.*</u>

Although 501(c)(3) corporations are eligible under the current provisions of the Internal Revenue Code to approve their own "Resolution of Official Intent", any private, for-profit company (e.g., SBW) seeking to finance a project eligible to be financed with proceeds of a tax-exempt bond issue must obtain approval of a "Resolution of Official Intent" from an issuer of conduit municipal bonds such as IFA. (Most cities/villages/towns and counties in Illinois are authorized to issue conduit bonds.) IFA refers to its form of "Resolution of Intent" as the "Preliminary Bond Resolution" in the IFA Bond Handbook.

Key Considerations – Preliminary Bond Resolution:

- **The Preliminary Bond Resolution does not commit the IFA to issue the Bonds on behalf of the Borrower. (Instead, issuance of the Bonds would only be authorized pursuant to approval of a Final Bond Resolution (or "authorizing resolution") – as described further below.)**
- **The Preliminary Bond Resolution does not authorize the issuance of the proposed Bonds, it only provides for the prospective reimbursement of project-related expenditures incurred up to 60 days prior to the approval date of the Preliminary Bond Resolution (that is, if the IFA Board were to approve the Preliminary Bond Resolution set for consideration today, the 60-day lookback on project-related expenditures would extend back to Friday, June 12, 2020 for this Project).**

Scope of the Preliminary Bond Resolution/Resolution of Official Intent: The Preliminary Bond Resolution identifies the Borrower, a not-to-exceed issuance parameter for the Project, and provides a general description of the Project, including its location, and provides a listing of the proposed project-related expenditures relating to, for example, (i) the acquisition of land, the purchase, renovation and equipping of a building, (ii) the construction of new buildings or building additions and other improvements at the project site(s), (iii) capitalizing certain reserves (e.g., a Debt Service Reserve Fund), (iv) paying capitalized interest during construction, and (v) paying bond issuance costs. (The description of "Project" presented in the first heading on p. 1 of this report matches the scope of the Preliminary Bond Resolution contained in today's Board Resolution packet.)

A subsequent, IFA Final Bond Resolution, will be necessary to authorize the issuance of any IFA Bonds. SBW will need to obtain a commitment to purchase the Bonds and complete substantially final drafts of all bond and underwriting documents as specified in the IFA Bond Handbook (and deemed satisfactory by Issuer's Counsel to the Authority) on the SBW financing. At such time, SBW would return to the IFA Board for consideration of a Final Bond Resolution that would authorize issuance of the Bonds pursuant to terms set forth in the Bond and Underwriting documents.

- As contemplated, SBW would return to the IFA Board at a later time for consideration of a Final Bond Resolution after attaining the benchmarks set forth above.

STRUCTURE

- Term: To be determined at time of Final Bond Resolution
- Rate: The interest rate will be determined after approval of the Final Bond Resolution based on market conditions for non-rated bonds at that time.

SOURCES AND USES (PRELIMINARY; SUBJECT TO CHANGE)

Sources:		Uses:	
IFA Bonds (Tax-Ex. & Taxable)	235,000,000	New Construction	61,682,000
Equity	70,468,114	Renovations	67,495,372
		New Machinery & Equipment	109,884,481
		Engineering & Design:	25,004,528
		Legal/ Professional/ Permitting:	12,102,344
		Debt Service Reserve/ Interest Reserve Funds	26,949,389
		Costs of Issuance	2,350,000
Total	**$ 305,468,114**	**Total**	**$ 305,468,114**

RECOMMENDATION & EXTRAORDINARY CONDITION

Project Review Committee recommends approval subject to the following extraordinary condition:

- In addition to requiring sale of the Bonds in minimum denominations of $100,000 (as required by the IFA Bond Handbook for a non-rated bond issue), the Project Review Committee recommends that sale of the Bonds be limited to "Qualified Institutional Buyers" (i.e., "QIBs") only. (IFA's Bond Handbook permits the sale of non-rated bonds to both "QIBs" and "Accredited Investors.") Note: the Underwriter (Melvin Securities, LLC) plans to only sell the proposed Bonds to 35 or fewer QIBs through a Limited Public Offering.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
August 11, 2020

All information in this Report that has been prepared in connection with the Borrower's request for a Preliminary Bond Resolution (i.e., Tax Reimbursement Resolution) is preliminary and subject to change. All information presented in this report will be superseded by information presented in connection with any Final Bond Resolution ultimately considered by the IFA Board of Directors and any subsequent filing by the Borrower and Underwriter in connection with sale of the Bonds at an undetermined future time.

Project: Sustainable BioWorks, LLC

STATISTICS

IFA Project:	12490	Amount:	$325,000,000 *(not-to-exceed amount)*
Type:	Solid Waste Disposal & Industrial Revenue Bonds	IFA Staff:	Rich Frampton
Location:	Robbins	County/ Region:	Cook / Northeast

BOARD ACTION

Preliminary Bond Resolution
Conduit Solid Waste Disposal Revenue Bonds (Tax-Exempt) and Conduit Industrial Revenue Bonds (Taxable)
No IFA funds at risk
Project Review Committee recommends approval.

Extraordinary condition: In addition to satisfying standard IFA Bond Handbook requirements for non-rated Bonds (i.e., sale of Bonds in minimum denominations of $100,000), the Project Review Committee further recommends that sales be limited to Qualified Institutional Buyers (or "QIBs") only (instead of both "Qualified Institutional Buyers" and "Accredited Investors" (or "AIs") as authorized pursuant under the standard IFA Bond Handbook requirement).

VOTING RECORD

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

PURPOSE

Based on Internal Revenue Code requirements, approval of the accompanying Preliminary Bond Resolution (in the August 2020 Resolutions folder) will enable Sustainable BioWorks LLC to refinance capital expenditures that fall within the scope of the "Project" (as presented in the "Project" section on p. 1 and derived from the scope of Project specified in the Preliminary Bond Resolution) and incurred (i) up to 60 days prior to the date of Preliminary Bond Resolution approval (i.e., June 12, 2020) if approved at today's IFA Board Meeting) and (ii) on a going-forward basis.

Notably, the Preliminary Bond Resolution does not commit the Authority to issuing Bonds for the SBW project. SBW will need to negotiate a financing agreement with an Underwriter (i.e., Melvin Securities, LLC, as presently contemplated) for the purchase and sale of the Bonds pursuant to a Limited Public Offering. Based on the non-rated, non-credit-enhanced structure contemplated for this new, start-up project financing, conditional approval is recommended subject to the Underwriter selling the Bonds strictly to Qualified Institutional Buyers.

(Melvin Securities, LLC has confirmed that they plan to sell the proposed Bonds in a manner consistent with this requirement. Specifically, Melvin plans to sell to 35-or-fewer QIBS in a private placement with the Bonds sold pursuant to a Limited Offering Memorandum.)

IFA PROGRAM AND CONTRIBUTION

The Authority's Solid Waste Disposal Revenue Bond Program provides tax-exempt financing for qualifying solid waste disposal and treatment projects that are deemed "environmental facilities" pursuant to the Illinois Environmental Facilities Financing Act. (Solid Waste Disposal Facilities bond financing is authorized under Section 142(a)(6) under current provisions of the Internal Revenue Code.) The Authority's Industrial Revenue Bond Program provides tax-exempt and taxable bond financing for projects deemed "industrial projects" under the IFA Act.

VOLUME CAP

For the subject project, only assets used in connection with qualified Solid Waste Disposal activities (as authorized under current Internal Revenue Code requirements) will be financed on a tax-exempt basis. (Because aggregate project-related capital expenditures exceed $20 million, this project does not qualify for tax-exempt Industrial Revenue Bond financing under current Internal Revenue Code requirements.) Accordingly, SBW anticipates that any manufacturing/processing assets that do not qualify for Solid Waste Disposal Revenue Bond financing will be financed with the proceeds of a Taxable Industrial Revenue Bond series.

The Preliminary Bond Resolution provides that although the IFA will undertake "best efforts" to obtain sufficient Volume Cap or Carryforward Volume Cap to issue tax-exempt Solid Waste Disposal Revenue Bonds pursuant to Section 142(a)(6) of the current provisions of the Internal Revenue Code, IFA is under no obligation to do so.

Based on the extensive value-added manufacturing/processing activities contemplated at the facility, it is likely that perhaps only 50% of the total project cost will qualify for tax-exempt financing (and thereby require an allocation of Volume Cap or Carryforward Volume Cap to issue the Tax-Exempt Solid Waste Disposal Revenue Bonds).

FINANCING SUMMARY

The financing terms reported below are presented in conjunction with the Borrower's request for consideration of a Preliminary Bond Resolution/Reimbursement Resolution. These terms are preliminary and subject to change (and will be superseded by terms presented when this Project returns for consideration of a Final Bond Resolution (i.e., the "Authorizing Resolution"), which would authorize the issuance of the proposed Bonds, at a later time).

Structure: All Bonds will be non-rated and non-credit-enhanced.

Accordingly, consistent with IFA Bond Handbook requirements, Bonds will be sold in minimum denominations of $100,000. As an additional extraordinary condition, sale of the proposed Bonds will be further restricted to "Qualified Institutional Borrowers" (i.e., "QIBs") as noted in the conditional approval recommended to the IFA Board. The Underwriter (Melvin Securities, LLC) has confirmed that they plan to sell the proposed Bonds exclusively to QIBS (i.e., institutional investors) consistent with this requirement. Additionally, Melvin Securities plans to sell the Bonds to 35 or fewer QIBs pursuant to a Limited Offering Memorandum. (Note: limiting sale to 35 or fewer investors in a private placement will exempt this financing from SEC Rule 15c2-12 public disclosure on the MSRB's EMMA.MSRB.org website.)

US Code Tax Eligibility will Determine Mix of Tax-Exempt & Taxable Bonds to be issued: <u>Issuance of both Tax-Exempt and Taxable Bonds is contemplated for the SBW Project:</u> SBW and their working group contemplate the issuance of both (i) Tax-Exempt Solid Waste Disposal Revenue Bonds to finance qualified tax-exempt expenditures and (ii) Taxable Industrial Revenue Bonds to finance assets used to undertake value-added processing the by-products of SBW's industrial closed-vessel composting process into (a) pipeline-quality Renewable Natural Gas (RNG), (b) Carbon Dioxide (to be sequestered and re-sold for food and industrial processes), (c) fertilizer products (to be constructed at a new, co-located manufacturing facility to be located adjacent to the existing project site), and (d) recycled process water (to be re-sold to one or more nearby industrial facilities that heated water in their operations).

Use of Proceeds: Bond proceeds would be used to provide for construction and permanent financing for each phase of the Project.

Security/
Collateral/
Mortgage: The Bonds will be an unconditional general obligation of Sustainable BioWorks, LLC. The Bonds will be secured by Gross Revenues of the Borrower (SBW) and additional security (e.g., a Mortgage and Security Agreement) which will provide a lien on the real estate and tangible personal property of the Borrower in favor of the Bond Trustee (on behalf of the bondholders).

Debt Service
Reserve Fund: Bond proceeds will capitalize a Debt Service Reserve Fund in an amount equal of the Maximum Annual Debt Service payment on the SBW's proposed Bonds.

Maturity/
Amortization: The maximum final maturity date parameter will be specified in the Final Bond Resolution (which might reasonably be expected to be set 25 to 30 years after the expected project completion date).

Interest Rate: To be determined based on prevailing market conditions for non-rated, unenhanced project finance debt and the final structure and amortization.

Closing: To be determined.

The closing timetable will be determined at such time as the proposed project has satisfied all requirements necessary to request consideration of a Final Bond Resolution by the Illinois Finance Authority. (Note: a project may only request consideration of a Final Bond Resolution after drafting and completing Bond Documents and Underwriting Documents that have been deemed in substantially final form by the firm engaged to serve as Issuer's Counsel to the Authority on the financing.) Additionally, prior to finalizing the Bond and Underwriting documents, the underlying business agreements (e.g., all necessary feedstock supply agreements and output offtake agreements) will need to have been finalized as deemed satisfactory by the Underwriter and prospective institutional investors in the proposed bond issue.

Summary of
Proposed
Covenants: The Underwriter expects to structure the proposed SBW Bonds with the following covenants (the specific covenant requirements will be disclosed when this Project returns for consideration of a Final Bond Resolution and after the Underwriter (Melvin Securities, LLC) complete additional investor due diligence):

- Minimum Debt Service Coverage Ratio
- Minimum Liquidity Covenant
- Conditions for Incurring Additional Indebtedness
- Permitted Liens
- Consolidation and Mergers
- Disposition of Assets
- Additional Bonds Test (terms to be negotiated)

Construction
Contract: SBW will amend the construction contract with the General Contractor (M. A. Mortenson Company) to include the fixed price provisions. – see pp. 10-11).

BUSINESS SUMMARY

Description: **Sustainable BioWorks, LLC** ("**SBW**" or the "**Borrower**"), formerly Resource Recovery Unit 134, LLC, was organized as an Illinois limited liability company in May 2020 for the specific purpose of developing, owning, and managing a food waste closed/vessel composting (i.e., anaerobic digester or "AD") facility that will also provide on-site, value-added processing to various by-products of the food processing composting process resulting in on-site production of (i) Renewable Natural Gas, (ii) CO_2, and (iii) Fertilizer.

Owners and owner-controlled affiliates of the Borrower had previously purchased the shuttered Robbins facility (the "**Robbins Facility**") located at 13400 S Kedzie in Robbins 2014 and purchased additional adjacent property in 2019. The proposed plan of finance contemplates renovating and retrofitting the Robbins Facility to accommodate SBW's (i) closed vessel composting facility and (ii) value-added processing operations at the site. The site is a former Waste-to-Energy facility that converted general municipal solid waste into electricity as an alternative to landfill disposal. The Robbins Facility has been idle for approximately 18 years.

SBW is owned by: (i) Mr. Robert M. Fletcher (Palos Park, IL), Mr. Ron Fitzpatrick (Wheaton, IL), and Mr. Howard Hohl (Winfield, IL). Background on the three owners is presented below (see "Background on SBW's Principals" on pp. 8-10) and in the Economic Disclosure Statement section of this report (see p. 15).

Background on SBW's Robbins Project: SBW is re-developing the Robbins Facility as an anaerobic digester ("AD") facility to process organic substrates to produce energy and recover nutrients that are typically lost in traditional waste management processes such as landfill disposal or wastewater treatment facilities.

The existing site infrastructure, its location (near I-294 and I-57), direct barge access on the Cal Sag Channel, and the site's close proximity to a significant number of feedstock providers makes the site an ideal location for this facility. The facility is currently in the design/engineering phase of development and site preparation is underway.

The AD facility will include the following: site operations offices, laboratory (for quality testing feedstock for acceptance), organic substrate unloading area, de-packaging facilities (for expired and recalled food products direct from food processors), feedstock equalization tanks (7), anaerobic digester units (28), nutrient recovery systems, biogas upgrading system (for purification to pipeline quality), CO_2 liquefaction.

The Robbins Facility will be operated as a production facility and will generate the following revenue streams and products:

- Tipping Fees (from the incoming feedstock)
- Renewable Natural Gas (2.6 million BTU/yr.)
- Biogenic Carbon Dioxide (90,000 TPY recovered)
- Fertilizer (Ammonium Sulfate - 36,000 tons/year; Fiber/phosphates 80,000 tons/year)
- Process Water (approximately 900,000 gallons per day to a nearby Cardboard Recycling Mill)

The feedstock will consist of both bulk liquids and "de-pack" materials (i.e., expired, recalled food from area food processors) and will be secured locally. The de-pack feedstock will consist of expired or unusable packaged food products that require "de-packaging" prior to anaerobic processing. SBW will provide food processors with a certificate of destruction as an additional value-added service.

SBW will use an integrated project approach based on a system designed by **Renew Energy A/S** ("**Renew Energy**") of Denmark (see p. 11). SBW has engaged an EPC Contractor (**M.A. Mortenson Company** of Minneapolis, MN – see pp. 10-11) to provide the overall project design and construction incorporating Renew Energy's AD design.

Major on-site processing activities will be undertaken in dedicated areas of the facility and will include:

- De-packaging facility (with Certified Product Destruction)
- Feedstock Unloading Station (liquid)
- Feedstock Equalization Tanks (7)
- Anaerobic Digesters (28)
- Emergency Flare
- Biogas Upgrading System with Storage (will upgrade the onsite biogas created through the AD process to pipeline-quality for offtake)
- Nutrient Recovery (Ammonium Sulfate and Phosphate) to be used in granule fertilizer production
- Digestate Discharge/Treatment
- Liquid CO_2 storage tanks

All processing activities will be undertaken within existing buildings on the site thereby providing for process optimization and emissions control. SBW has the project team under contract including a contract operator for the site to ensure all processes are optimized in terms of compliance and production. The major offtake agreements for the biogas have been secured contractually for the facility. Secondary product agreements will be finalized during the design and construction process.

NOTE: ***Day-to-day management of the SBW facility will be undertaken by*** **ESG Operations, Inc.** ***of Macon, GA, a third-party contract operator with expertise managing utility and processing facilities (see p. 12).***

Note: The identity of the contractual counterparties relating to SBW's various (i) feedstock supply agreements and (ii) offtake/sale agreements for its value-added by-products will be presented when SBW returns for consideration of a Final Bond Resolution (i.e., Bond Authorizing Resolution) at which point all pertinent terms of these agreements will be deemed sufficient by the Underwriter (Melvin Securities, Inc.) to market the proposed SBW bonds to Qualified Institutional Buyers (i.e., funds).

Business Proposition: SBW's management believes that there are millions of gallons of food processing wastes which are treated and disposed of by traditional methods resulting in additional disposal cost to the food processor while society forgoes the energy and beneficial use of the food processing waste - which is lost forever. SBW believes that their adaptive reuse and repurposing of the long-shuttered Robbins facility into a closed vessel composting facility with additional processing and treatment to create value-added products for resale will be profitable while also generating environmental benefits.

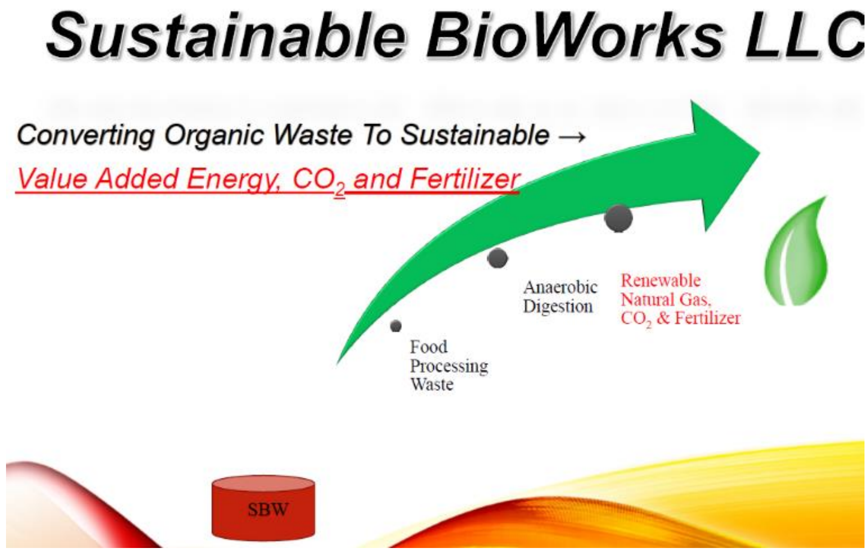
Environmental Benefits associated with the Project - as cited by SBW's Management:

- Reduction of Greenhouse Gas Emissions
- Reduction of impact on wastewater through nutrient recovery from the waste feedstock
- Water Recovery through the re-use of hot water by nearby industrial companies

Corporate Sustainability Trends by Food Processors would be satisfied through development of the Project:

- The Project is consistent with Investor ESG demands and consumer demands for all companies to reduce the carbon footprint of their operations
- The Project is consistent with initiatives aimed at reducing landfill disposal and commercial wastewater treatment volumes, particularly for products with nutrient value, appropriate for recovery

Economic Development Benefits: Repurpose and return a vacant facility to productive use, creating construction jobs, on-site jobs upon completion, and increased property tax revenues on the site.



Site Acquisition:

The current site configuration of 17 acres was purchased in two transactions:

1. In 2014, an approximately twelve-acre parcel which contained most of the site except for the westernmost building; and
2. In 2019, an approximately five-acre parcel that was comprised a 100,000 SF building and adjacent property.

Additional property acquisitions are contemplated immediately south and west of the current parcel. Total acreage when site assembly is completed will be approximately 40 acres.

Site Attributes:

- Approximately 17 acres (current site) with improvements consisting of the former Robbins Waste-to-Energy Facility.
- The site was designed to accommodate over 700 trucks/day (although maximum capacity required by SBW is expected at 350or less trucks/day).
- The Robbins Facility remains inter-connected with the electrical grid, although the co-generation equipment has been removed. (Note: cogeneration is not part of SBW's business plan.)
- Facility is located on the south bank of the Cal Sag Channel with barge access.
- Site has nearby interstate access to both I-294 and I-57.

Background on SBW's Principals:

The three LLC Managers (Owners) of SBW are: (i) Mr. Robert M. Fletcher (Palos Park, IL), Mr. Ron Fitzpatrick (Wheaton, IL), and Mr. Howard Hohl (Winfield, IL).

Robert M. Fletcher

Mr. Fletcher has significant experience developing and operating businesses. **Fletcher Construction** was a construction and painting business formed in 1973. His firm grew from building 15 homes per year to over 100 per year over the course of 7 years, which he later expanding into commercial construction.

- In 1992, Mr. Fletcher purchased **Chicago Block and Brick** which he operated for nearly 20 years. The company controlled 30% of the cement block market in Chicago. Operational efficiencies he instituted resulted in a 30% increase in production and a 25% reduction in production costs. In 2011, Mr. Fletcher sold Chicago Block to Northfield Block (Old Castle).

- In 1998, Mr. Fletcher built the first fly/bottom ash recycling plant in Chicago which utilized a process that today would be considered LEED-certified.
- In 2007, Mr. Fletcher formed **GreenAg Technologies, LLC** the employed various recycling technologies to efficiently produce aggregate from recycled materials diverting those materials from landfills.
- These ventures demonstrate Mr. Fletcher's experience in starting successfully managing businesses, including companies that utilize recycled materials to produce value-added end products. To date, Mr. Fletcher has started up more than 20 firms.

Howard M. Hohl

Mr. Hohl has worked in various capacities for **Nalco Chemical Company**, **Ross Environmental** (Hazardous Waste Incinerator), **Celgene**, and **Thermatrix**. Mr. Hohl currently owns all of or a majority ownership interest in the following companies: PEAK Solutions, Inc., RePower Haiti LLC, RE-ENRG LLC, and Caribbean Solar Energy Corporation.

Mr. Hohl was a member of the management teams at Celgene (Series D & E funding) and Thermatrix (IPO) when those companies undertook public stock offerings. Mr. Hohl is currently an Industry Consultant for EISENMANN, Inc. USA (US headquarters are based in Crystal Lake, IL) and in the past to several Koch Companies including: John Zink Co., Koch Knight, Gordon Piatt and a non-Koch Company, ICM Inc.

Mr. Hohl has over 38 years of Industrial Process experience working with: Municipalities – Water and Wastewater, Chemical Plants, Pharmaceutical Plants, Paper Mills, Corn Milling Operations, and Utility Power Generation facilities. Mr. Hohl has had direct involvement with air and flue gas, steam generation, anaerobic digestion, and ash disposal systems.

- In 1995, Mr. Hohl served as a sales manager for Thermatrix, engaging in the development, manufacture, and sale of industrial process equipment for the destruction of volatile organic compounds and hazardous air pollutants
- Mr. Hohl was a director of sales and market development at Celgene Corporation.
- In 2010, Mr. Hohl built the pollution-control equipment (which removed the most harmful emissions out of a stream of water vapor) for Forsite Development Inc.'s 20-megawatt ReVenture Park biomass plant.
- In 2011, Mr. Hohl served as the President of Project Development for Growth Design Corporation (GDC), developing an Anaerobic Digestor project in Nebraska that produced biogas and fertilizer.
- Mr. Hohl successfully developed as chief technical and operations official (COO) for Southeast Renewal Energy (SRE) two, 20 MWe Waste to Energy (WTE) timber residue-to-power facilities in South Carolina. Both plants started construction one month apart in July 2012 and were completed in November 2013.

Ronald G. ("Ron") Fitzpatrick

Ron Fitzpatrick is a principal consultant and partner in **RE-ENRG, LLC** ("**REL**"). **REL** provides project development, compliance and project management services to clients for renewable energy projects. Many of these projects involve mitigation of environmentally impaired sites as part of the overall development program. Mr. Fitzpatrick has 35 years of consulting experience including project development, project management, permitting, construction management, cost estimating, environmental management systems, energy services and business management.

The remediation of seventeen landfills is included in this experience with the scope of services ranging from the design, construction and operation of new landfills to capping and stabilizing existing landfills. Mr. Fitzpatrick has led several large-scale government procurements (+$100M) managing the overall proposal efforts with teaming partners and staffs of up to fifty people. The proposals were awarded the highest technical rating by the contracting agency based on the proposed work plans. Mr.

Fitzpatrick has also developed and implemented programmatic services for clients in the power, process, electronic, food and industrial markets for systems integration, water use/reuse, contract operations water and wastewater.

Mr. Fitzpatrick led the development of the Design/Build practice for the engineering firm **CH2M HILL** focused on industrial, power and federal markets. The strategic plans for this work included alliance partners, project procurement and project implementation with a strong client focus. Recently Mr. Fitzpatrick worked with a leading plumbing fixture manufacturer to resolve environmental compliance issues related to their metal finishing operations while also providing risk management support and compliance management to this client. Mr. Fitzpatrick provides environmental compliance management services for several manufacturing facilities throughout the U.S. and recently has been working with those same clients in securing energy contracts and providing process improvement support.

- In 1986, Mr. Fitzpatrick worked as Project Manager at **Dames & Moore**, responsible for managing RIFS projects, RCRA closures, due diligence, Superfund Site, client services and RCRA audits of TSDFs and private sector manufacturing plants.
- In 1989, Mr. Fitzpatrick was a Key Account Manager at **Chemical Waste Management, Inc**. providing account management for Fortune 100 companies for Environmental Redemption.
- In 1992, Mr. Fitzpatrick served as Vice President of **Rust Remedial** where he identified, pursued and secured large scale environmental remediation projects from Fortune 100 clients and oversaw proposal management, client relations, and technology applicability studies.
- In 1994, Mr. Fitzpatrick served as Vice President of **OHM Corp**. There, he identified, pursued and secured large scale environmental remediation projects from Fortune 100 clients and oversaw proposal management, client relations, and technology applicability studies.
- In 1998, Mr. Fitzpatrick served as Vice President of **CH2M Hill,** managing construction services, design/build services, water/wastewater, surface finishing, technology review, industrial engineering, and business unit management.
- In 2002, he became President of **RG Fitzpatrick & Associates, Inc**., serving Architects and Contractors in all aspects of construction.

Project Rationale: The proposed SBW project will return a vacant facility to productive use, thereby enhancing the property tax base of local taxing jurisdictions. Additionally, this financing will provide for substantial investment in repurposing the existing facility, thereby creating construction jobs in the process.

The facility will divert waste food products from landfill disposal, and provide a year-round disposal solution for food wastes and this will be the first internal vessel food composting facility located in the Chicago metropolitan area.

Access to Tax-Exempt Solid Waste Disposal Revenue Bond financing for any qualifying costs will reduce the Project's fixed overhead expenses and improve the economic viability of SBW.

On a global basis, the **World Biogas Association** reports that accelerated deployment of biogas plants could reduce greenhouse gas emissions by as much as 12% by 2030 and claim that only 2% of the feedstock available to produce biogas in captured and recycled (see www.worldbiogasassociation.org).

SBW's Robbins facility is located in the Illinois Department of Commerce and Economic Opportunity-designated Cal Sag Enterprise Zone.

PROJECT DESIGN/ENGINEERING AND CONSTRUCTION, PERMITTING, AND OPERATIONS

Engineering/ Procurement/ Construction: **(1) M. A. Mortenson Company, Minneapolis, MN, d/b/a "Mortenson",** with 2,800 employees and $4.6 Billion of 2018 revenues. According to SBW, Mortenson's Solar and Emerging Renewables Group would manage this **design, engineering, procurement, and construction** (i.e., "**EPC**") **engagement** with local support from the firm's Chicago office.

On July 6, 2020, Facebook announced that Mortenson Construction was being engaged as the General Contractor for a new 907,000 square foot, $800 million Facebook data center in DeKalb that will be powered by renewable energy and designed to attain LEED Gold™-certification. The facility has been designed to use 80% less water than other similar facilities. Website: www.mortenson.com

(2) Meccon Industries, Inc., Lansing, IL – Meccon Industries, Inc. is a privately-owned mechanical contracting company established in 1978 and specializing in the installations of industrial facilities where the mechanical/process work is dominant or critical to the project. Meccon has constructed new mechanical system installations and modified existing mechanical systems for the automotive, aviation, chemical, food, oil, steel and wastewater treatment industries. Meccon is one of the largest mechanical contractors in the Midwest and the company's expertise includes the fabrication and installation of fiberglass, carbon steel, stainless steel, copper, titanium and other alloy pipe materials for low and high temperature and pressure systems. Website: www.meccon.com

Project Design & Engineering:

(1) Wenck Associates, Inc., Maple Plain, MN – Project Design: Wenck Associates, Inc. is a privately-owned international engineering services company established in 1985. The Company offers strategic engineering design, environmental compliance and permitting, facilities and process engineering, real estate and remediation, solid waste management, sustainability, wastewater, water resources, water supply, and resiliency. Website: www.wenck.com

(2) Renew Energy A/S, Svendborg, Denmark – Project Design: Renew Energy A/S is a global engineering services company providing focused consulting in sustainable bioenergy production and nutrient recovery from the de-gassed biomass. Its expertise benefits local and international customers by designing effective conversion processes for the agricultural, food, and distillation sectors. Website: www.renewenergy.dk

Permitting - Federal and State Land, Air, and Water Permits:

(1) Ramboll USA, Inc. – Chicago Office: SBW had executed a Master Services agreement with **Ramboll USA, Inc., Arlington, VA (and served by Ramboll's Chicago Office),** to prepare and submit 3 proposals to the Illinois Environmental Protection Agency covering required federal/state land, air, and water permits. *The scope of these required permits is summarized in the next section of this report* (see pp. 12-13).

Ramboll USA, Inc. is the U.S.-based operating subsidiary of Copenhagen, Denmark-based Ramboll Group A/S. Ramboll A/S serves 35 countries and employs 16,500 globally, including 2,000 in the Americas.

Overall, Ramboll USA helps project owners and developers undertake environmental impact assessments regarding risk impacts relating to soil, water, and sediment as well as airborne transport or vapor intrusion (i.e., inhalation risk assessments). Ramboll USA's impact assessments include a health impact assessment on both chemical and non-chemical stressors and include facility expansion and redevelopment projects to document how these projects can be designed to control potential community-scaled health risks. Ramboll USA's employs a team of epidemiologists who work with other Ramboll health sciences professionals, including experts in toxicology and risk assessment, exposure science, and chronic and infectious diseases.

Ramboll USA's Arlington, Virginia office serves as Ramboll's regional headquarters for the companies 84 offices located in the U.S., Canada, Mexico, and Brazil. Ramboll has two offices located in downtown Chicago at 333 W. Wacker Dr. and 300 S. Wacker Dr. and has operated in the U.S. since 1982. Website link: www.ramboll.com/contact/ramboll-in-usa.

(2) Delta Institute, Chicago, IL: ***SBW has engaged the Delta Institute to prepare an Environmental Justice Analysis review of the proposed project.*** The Delta Institute is a 501(c)(3) not-for-profit corporation established in 1998 whose mission is to work with communities throughout the Midwest to solve complex environmental challenges.

Given the location of SBW's project in Robbins and the related history of public engagement regarding the original project located on the site (the facility was originally completed in 1997 as the former Robbins Resource Recovery Waste-to-Energy Incinerator), the engagement of the Delta Institute is of particular importance as SBW seeks to properly assess and design the Project to address environmental and community impacts. Additionally, waste reduction, including waste reduction through biomass management, is one of Delta Institute's focus areas. Website: www.delta-institute.org.

Contract Operator: **(1) ESG Operations, Inc., Macon, GA:** **ESG Operations, Inc.** is a private company established in 2003 and according to its website is one of the nation's fastest growing utility operations and public works management companies. ESG Operations provides full-service operation, maintenance, management, and consulting services to the government and private sector. ESG strives to develop partnerships with its customers based on shared values and goals and a deep understanding of the challenges that face communities. ESG Operations is recognized as the fastest growing utility operations and public works management company and has received numerous for operating excellence over the past 16 years. Trade publication *Engineering News-Record (ENR)*, has named ESG Operations, Inc. one of the nation's Top 200 Environmental Firms since 2011 (ranking #110 in 2019).

ESG Operations has received other ESG (Environmental, Social, and Governance) awards and recognitions including: Plant of the Year; Top Operator of the Year; Safety Plant of the Year; Biosolids/Residuals Program of Excellence; Excellence in Laboratory Quality Assurance; and Public Education Award.

Website: www.esginc.net.

REQUIRED ENVIRONMENTAL AND SITING PERMITS

Anaerobic Digestion is wastewater treatment technology that will be used to biologically reduce the industrial non-hazardous waste or organic substrates specifically to generate biogas. The organic substrates are a liquid waste with solids contents of less than 15% derived from food production facilities. Recalled or expired food products will be delivered to the site in box trucks in the original packaging. The material (fruits, vegetables, dairy products, etc.) will process in the de-packaging area of the "Depack" Building where the contents will be separated from the packaging. The food products will be collected and conveyed to the AD system while the packaging will be sent off site for recycling. The entire operation will be conducted in an area with substantial air quality control to manage the potential for odors.

Discussions with the IEPA have been initiated regarding environmental permits required and the following is a summary of each:

Land: Preliminary discussions with the IEPA indicate that the facility will likely be treated similar to "food waste in-vessel composting" as defined in Title 35 Illinois Administrative Code (IAC) Part 830 (Standards for Compost Facilities) for permitting purposes. Although the facility is not technically a landscape compost facility as presented in 35 IAC 830 – 832, best management practices (BMPs) used at composting facilities to control odors and vectors would likely be required in the permit for the facility. The permitting process for the facility would be governed by 35 IAC 807 (Solid Waste Regulations).

- **Ramboll USA** has been retained to obtain the site permit. Total time to secure is estimated at 4 to 6 months.

***Air*:** **Ramboll USA** has reviewed the proposed emission sources and will provide analysis of the potential applicability of Prevention of Significant Deterioration (PSD) and Nonattainment New Source Review (NNSR) including potential control technology requirements and regulatory impacts resulting from the project. Based on the preliminary data review, Ramboll believes the site will be below the regulatory thresholds for Particulate Matter, Sulfur Dioxide, Carbon Monoxide and Volatile Organic Material emissions.

- Following the appropriate analysis, Ramboll will prepare the Construction Permit application for submittal and approval. At present, Ramboll believes the site will be characterized as a synthetic minor emission source.
- Total time to secure is estimated at 4 to 6 months.

- ***Environmental Justice Assessment:*** SBW has engaged Chicago-based **Delta Institute** to prepare a separate Environmental Justice Assessment in connection with the air permit application. SBW reports that Phase I of this Environmental Justice Review has been completed and that two additional phases of this Environmental Justice Review will be completed during the engineering and design phase of project development.

***Water*:** SBW has evaluated several potential scenarios for the management of the clean water resulting from the conversion of the digestate liquids from the AD process.

- The first option would be to complete the negotiations with a local cardboard recycler which will use the process water as make-up water for their operations. The SBW water will be clean and have a temperature of approximately 105^{o} to 110^{o} F and would meet the needs of the recycler.

- The second option would be to discharge the water directly to the industrial sewer which would convey the water to the MWRD for treatment. The appropriate acceptance documents will be prepared by Ramboll for this option.

- A third option would provide for the potential discharge of the water to the Cal Sag Channel through a NPDES permit. Ramboll is exploring the potential of this option but at present the cost and scheduling considerations of this option have not been clearly defined (and remain to-be-determined).

***Construction Permit*:** This permit application will be prepared by the EPC Contractor (Mortenson) as part of their scope of work. The facility design needs to progress into the next phase in order to provide the information required by the Village of Robbins and Cook County. Time to secure is estimated at 1-2 months.

***Operating Permit*:** SBW has secured a business license for operations at the site.

***Zoning*:** The site is currently zoned for Recycling, which is the correct designation for the SBW facility. No zoning changes will be required.

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will issued in one or more series which will bear interest in either a tax-exempt or taxable mode and loaned to **Sustainable BioWorks LLC,** an Illinois limited liability company (the "**Borrower**" or "**SBW**"), for the purpose of providing the Borrower with all or a portion of the funds to finance certain solid waste disposal facilities, including, but not limited to the following: (a) finance the cost of the design, construction, refurbishment, and equipping of multiple buildings located at 13400 Kedzie Avenue, Robbins (Cook County), Illinois, which, when in service, will operate as a 30,000,000 gallon industrial anaerobic digester system that converts pre-consumer food processing wastes into renewable natural gas, carbon dioxide, and fertilizer, (b) site improvements, (c) acquisition of other equipment and assets (including, but not limited to, land) necessary to support the foregoing improvements and place them into service all to be located within the State (collectively, the "**Project**"); and (d) pay all or for a portion, if any, of the costs of issuance of the Bonds, all as permitted by the **Illinois Finance Authority Act** (the "**IFA Act**") and the **Illinois Environmental Facilities Financing Act** (the "**Environmental Act**") and collectively, the "**Acts**").

ECONOMIC AND COMMUNITY IMPACT

SBW's owners have identified the following Economic and Community Impacts resulting from redevelopment of the Robbins Facility:

Highlights:

- The SBW facility will bring significant positive impacts to Robbins and the Chicago Southland area that will increase the local tax base, provide union jobs and training, and spur ancillary economic growth to support the facility.
- The positive impacts from the project will conform with Environmental, Social and Governance (ESG) principals to provide a significantly positive impact on the community.
- The Robbins facility will receive pre-consumer food production byproducts that will be transported to the facility for resource recovery through the anaerobic digestion and nutrient recovery process.
- Many of these "feedstocks" are currently shipped to landfills or treatment facilities where the valuable resources contained in these materials are lost.
- The SBW location is ideal for reducing transportation challenges related to regulatory changes which will reduce environmental impacts and production costs.

Environmentally sustainable process:

- Illinois residents will benefit from the development and operation SBW's Materials Recovery from wastes otherwise released into local watersheds or disposed of at landfills.
- The materials that will be processed at the AD facility will be fully recycled producing renewable natural gas (RNG), Biogenic $CO_{2,}$ and the recovery of granulated nutrients that would otherwise be released into local watersheds
- Greenhouse gas emissions for the area will be reduced substantially by the negative carbon intensity of RNG generation and CO2 recovery; nutrients will be converted into environmentally-friendly granulated fertilizers that are more amenable to adsorption by plants.
- SBW's entire process is environmentally sustainable and consistent with the principles of the "Circular Economy".

Benefits to Illinois food processors:

- Illinois food producers that utilize SBW's AD facility will be better situated to meet goals of applicable sustainability programs. The byproducts or wastes from the food production process will be fully recycled, thereby reducing the carbon footprint associated with shipping these materials to disposal or composting facilities located outside the Chicago metropolitan area.

Traffic impact:

- The facility operations will increase traffic near the site.
- Feedstock for the facility will be delivered in tanker trucks coming from the north via I-57 and I-294.
- The number of trucks per day will be approximately 350 trucks at maximum production, which is significantly less than the previous operation at the Robbins site.
- While the increased traffic will be primarily north of the intersection of Kedzie and 135th Street in Robbins. SBW management reports they will take appropriate steps to minimize the traffic impact on Robbins and the surrounding community.
- The next phase of engineering design for the project will evaluate traffic impact and that data will be incorporated into the community programs defined below.

Positive Impact on Real Estate Taxes:

- The Robbins facility will also have a substantial impact on real estate taxes generated by the facility.
- The Robbins Facility has been dormant for years and the current property tax payments reflect that status.
- SBW's operations will generate increased property taxes for area taxing jurisdictions.

SBW – Community Relations Initiatives - Collaboration with Village of Robbins and area citizens:

- As noted previously (see p. 13 – in the section describing the Air Permit) SBW has engaged the **Delta Institute** as a member of its development team to perform an **Environmental Justice Assessment**.
- The **Environmental Justice Assessment** is a phased approach to evaluate and understand the potential impacts of the SBW facility on SBW's neighbors and the community at large.
    - The initial phase has been completed.
    - The next phase will be to engage local stakeholders, local government officials, religious and social organizations and block clubs to present the information, solicit their feedback and input with respect to the project.
    - The third phase will include developing the programs for implementation to ensure that SBW's operations have a positive impact on the community.

- In addition to the Delta Institute, SBW has engaged **Vince Williams and Associates** to (1) develop outreach programs within the community so that as the Robbins project is designed, built and operated to ensure that the community shares in the success through direct employment at the facility and (2) provide technical assistance and support for new business opportunities in Robbins resulting from the SBW facility in order to generate economic and social development within Robbins and the surrounding area.
- SBW's owners are committed to Environmental, Social, and Governance ("ESG") principles and note that the SBW project is being developed based on the principles of the "Circular Economy" (i.e., recycle and reuse to reduce greenhouse emissions, divert volume from landfills, extract nutrients from process water and other AD process by-products, and generate renewable natural gas (RNG)).

SBW – Summary of Economic and Community Impact: According to SBW's owners, the SBW facility will spur economic growth through new jobs at the facility and jobs related to ancillary businesses to support SBW; increase the contribution to local tax authorities; spur infrastructure improvements; and improve the local environment. SBW's operations are environmentally sustainable and will not rely on government subsidies to be economically sustainable. The facility will be operated in compliance with the principles of ESG investing and adhere to the tenets of the "Circular Economy". SBW will be an involved member of the Robbins community and will work to ensure that the success of the facility is realized by the entire community.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Sustainable BioWorks, LLC, c/o Mr. Robert M. Fletcher, Manager, Sustainable BioWorks, LLC, 13400 S. Kedzie Avenue, Robbins, IL 60472; (T) (708) 417-0600; rmfletch51@gmail.com
Website: www.SustainableBioWorks.com (under development)
Project name: IFA Tax-Exempt Solid Waste Disposal Revenue Bonds and Taxable Industrial Revenue Bond (Sustainable BioWorks Project), Series 2020
Location: 13400 S. Kedzie Avenue, Robbins (Cook County), IL 60472
Ownership Information: All management employees or individuals holding a 7.5% or greater ownership interest (i.e., IFA private company disclosure threshold) in Sustainable BioWorks, LLC are listed below:

Name	Address	% of Ownership / Membership Interest
Robert M Fletcher	P.O. Box 560, Palos Park, IL 60464	80%
Howard M Hohl	26W231 Tuckaway Court, Winfield IL 60190	10%
Ronald G Fitzpatrick	26W130 Wood Lark Drive, Wheaton, IL 60188-4544	10%

Current Owner of the Subject Property: 134 Kedzie LLC, an Illinois limited liability company, is the current owner of the 13400 S. Kedzie facility that is to be repurposed into the proposed food waste in-vessel composting facility and biorefinery. The sole member of 134 Kedzie LLC is Mr. Robert M. Fletcher (who is one of the three Managers/Members of the Borrower on the proposed IFA Bonds (i.e., Sustainable

BioWorks LLC)). Contact: Mr. Robert M. Fletcher, c/o 134 Kedzie LLC, 13400 S. Kedzie Ave., Robbins, IL 60472.

PROFESSIONAL & FINANCIAL

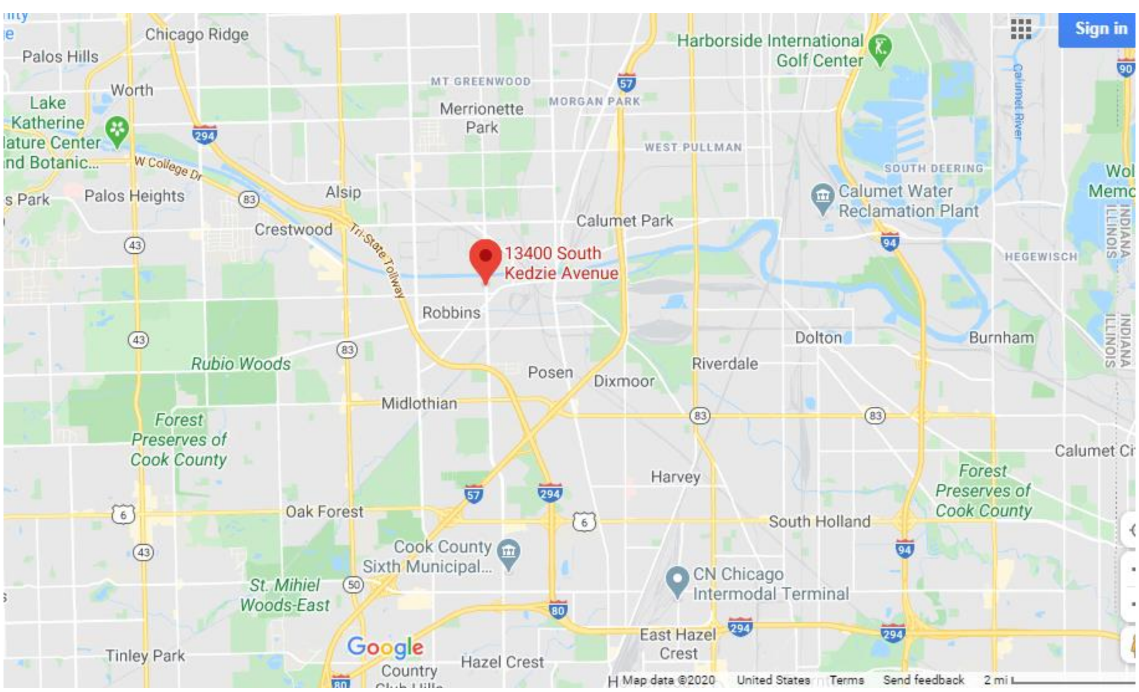
Borrower's Counsel:	To be determined		
External Auditor:			
Underwriter:	Melvin Securities, LLC	Chicago, IL	Alex Rorke
Underwriter's Counsel:	To be determined		
Bond Counsel:	Mayer Brown LLP	Chicago, IL	David Narefsky Casey Williams
Trustee:	To be determined *(will not be identified until bond documentation begins)*		
Design/Engineering:	Wenck Associates, Inc. Renew Energy A/S	Maple Plain, MN Svendborg, Denmark	Dean Weber Poul Ejner Rasmussen
General Contractors:	M. A. Mortenson Company	Chicago, IL	Greg Werner
Mechanical Contractor:	Meccon Industries, Inc.	Lansing, IL	Paul Curran
Environmental Permits:	Ramboll USA, Inc.	Chicago, IL	Mark Trevers
Environment Justice Analysis:	Delta Institute	Chicago, IL	Eve Pytel
Contract Operator (Post-completion):	ESG Operations, Inc.	Macon, GA	John Eddlemon
IFA Counsel:	To be determined (IFA will engage after Borrower's Counsel and Underwriter's Counsel selected (and Bond and Underwriting documentation begins)		
IFA Financial Advisor:	Sycamore Advisors, LLC	Chicago, IL	Diana Hamilton Chris Valentino

LEGISLATIVE DISTRICTS

Congressional:	1
State Senate:	14
State House:	28

PROJECT SITE – MAP

Sustainable BioWorks, LLC - 13400 S. Kedzie, Robbins, IL 60472



Source: Google Maps

TAB 4: SFA Partners Resolution

ILLINOIS FINANCE AUTHORITY

160 North LaSalle Street
Suite S-1000
Chicago, IL 60601
312-651-1300
312-651-1350 fax
www.il-fa.com

Date: August 11, 2020

To: Will Hobert, Chair
Drew Beres
James J. Fuentes
Michael W. Goetz
Mayor Arlene A. Juracek
Lyle McCoy
Roxanne Nava
George Obernagel
Terrence M. O'Brien
Roger Poole
Beth Smoots
J. Randal Wexler
Jeffrey Wright
Bradley A. Zeller

From: Brad R. Fletcher, Vice President

Subject: ***Issuance of Property Assessed Clean Energy Revenue Bonds***

At the request of SFA Partners, LLC, a Delaware limited liability company (the "**Capital Provider**" or "**Initial Purchaser**"), I transmit herewith a Property Assessed Clean Energy ("**PACE**") Bond Resolution authorizing the issuance of revenue bonds by the Illinois Finance Authority to be purchased by the Capital Provider or its designated transferee.

Respectfully submitted,

/s/ Brad R. Fletcher
Vice President

PACE BOND RESOLUTION

RESOLUTION AUTHORIZING THE ISSUANCE IN ONE OR MORE SERIES OF NOT TO EXCEED $80,010,000 IN AGGREGATE PRINCIPAL AMOUNT OF ILLINOIS FINANCE AUTHORITY TAXABLE PROPERTY ASSESSED CLEAN ENERGY REVENUE BONDS FOR PURCHASE BY SFA PARTNERS, LLC OR ITS DESIGNATED TRANSFEREE.

WHEREAS, the Illinois Finance Authority (the "Authority") has been created by, and exists under, the Illinois Finance Authority Act, as amended (20 ILCS 3501/801-1 *et seq.*) (the "Act");

WHEREAS, the Authority is authorized pursuant to the Act in general and Article 825 thereof specifically, and further authorized in Section 35(a) of the Property Assessed Clean Energy Act (50 ILCS 50/5) (the "PACE Act") to issue revenue bonds to finance, among other things, "PACE Projects" (as defined or provided for in the Act);

WHEREAS, pursuant to the PACE Act, governmental units (as defined in the PACE Act) may create a property assessed clean energy program (a "PACE Program") within their respective jurisdictional boundaries known as a "PACE area" (as defined in the PACE Act, each a "PACE Area" hereunder), and may further delegate the administration of such PACE Program to a program administrator (a "Program Administrator");

WHEREAS, pursuant to the PACE Act, a "record owner" (as defined in the PACE Act, and a "Record Owner" hereunder) of "property" (as defined in the PACE Act) within a PACE Area may apply to a governmental unit or its Program Administrator for funding to finance or refinance certain "energy projects" (as defined in the PACE Act, and "PACE Projects" as defined in the Act, which are hereafter defined as "Energy Projects") and that the governmental unit may impose an assessment under a PACE Program pursuant to the terms of the recorded assessment contract ("Assessment Contract") with the Record Owner of the property to be assessed;

WHEREAS, the Authority is authorized under the PACE Act to issue property assessed clean energy revenue bonds ("PACE Bonds") or provide a warehouse fund, in each case to provide liquidity for the financing or refinancing of certain Energy Projects for Record Owners that have complied with the requirements of the PACE Act and the rules and guidelines of a PACE Program administered on behalf of or at the discretion of a governmental unit by a Program Administrator;

WHEREAS, SFA Partners, LLC, a Delaware limited liability company (the "Capital Provider") wishes to purchase PACE Bonds, or have such PACE Bonds purchased by its transferee or designee, secured by Assessment Contracts related to a PACE Program administered on behalf of or at the direction of a governmental unit by a Program Administrator;

WHEREAS, the Authority previously approved the issuance of up to $100,000,000 in PACE Bonds to the Capital Provider on September 10, 2019 pursuant to IFA Resolution 2019-0910-CF03 (the "Existing Resolution") and the PACE Bond Documents described in the Existing Resolution;

WHEREAS, on December 11, 2019, the Authority issued its Taxable Property Assessed Clean Energy Revenue Bonds (SFA Partners, LLC) Series 2019A in the principal amount of $19,990,000 (the "Existing Bonds") pursuant to the Existing Resolution;

WHEREAS, the Capital Provider has requested certain material and substantive changes to the PACE Bond Documents (as defined in the Existing Resolution), and has requested that all future PACE

Bonds ("Additional PACE Bonds") be issued pursuant to the PACE Bond Documents as modified (the "New PACE Bond Documents");

WHEREAS, the Authority wishes to approve the New PACE Bond Documents (as further defined below) and allocate the remaining $80,010,000 in PACE Bond issuance capacity for purchase by the Capital Provider or its transferee or designee pursuant to this Resolution;

WHEREAS, such Additional PACE Bonds shall be issued pursuant to a Master Indenture (a "New Master Indenture") among the Authority, the applicable Program Administrator and a bank or other financial institution selected by the Capital Provider or the applicable Program Administrator to serve as bond trustee (a "Bond Trustee"), setting out the parameters, terms and conditions pursuant to which a series of PACE Bonds may be issued pursuant to an Issuance Certificate (a "New Issuance Certificate") among the Authority, the applicable Program Administrator, the Bond Trustee and the Capital Provider as Initial Purchaser (or its Designated Transferee as defined in the applicable Issuance Certificate); and

WHEREAS, PACE Bonds shall be secured by certain related Assessment Contracts assigned to the Authority by the applicable governmental unit (acting at the direction of the applicable Program Administrator and the Capital Provider) pursuant to an Assignment Agreement (an "Assignment Agreement" and together with the Master Indenture and Issuance Certificate, the "New PACE Bond Documents"), executed by the Authority and the applicable governmental unit.

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

Section 1. Bonds. In order to obtain the funds to loan to certain Record Owners party to Assessment Contracts to be used for the purposes of financing or refinancing Energy Projects, the Authority hereby authorizes the issuance of Additional PACE Bonds subject to the terms and conditions set forth in a New Master Indenture and a related New Issuance Certificate in substantially the form attached to such New Master Indenture, along with the execution and delivery of New Master Indentures and related New Issuance Certificates in substantially the forms previously provided to and on file with the Authority, and with such changes as are permitted by Section 2 hereof. Additional PACE Bonds shall be issued, executed and delivered under and secured by applicable Assessment Contracts ("Assigned Contracts") assigned to the Authority pursuant to one or more Assignment Agreements, and shall have the terms and provisions set forth in the New Master Indenture and an applicable New Issuance Certificate, subject to the following limitations:

(a) the aggregate principal amount of Additional PACE Bonds that may be issued pursuant a New Master Indenture and any New Issuance Certificate and purchased by the Capital Provider or an affiliate thereof as "Initial Purchaser" (as defined in the applicable New Master Indenture) or its Designated Transferee (as defined in the New Master Indenture) collectively, "PACE Bond Purchaser") shall not exceed $80,010,000;

(b) the Additional PACE Bonds for sale to the PACE Bond Purchaser may be issued in one or more series, of which any such series may be issued in two or more subseries, with such additional series or subseries designated in such manner as approved by an Authorized Officer (as defined herein) of the Authority, which approval shall be evidenced by such Authorized Officer's execution and delivery of a New Master Indenture and applicable New Issuance Certificate;

(c) no Additional PACE Bonds for sale to the PACE Bond Purchaser shall have a maturity later than 30 years from the date of their issuance, provided the Additional PACE Bonds may be subject to serial maturities or mandatory bond sinking fund redemption as provided in a New Master Indenture and applicable New Issuance Certificate;

(d) no Additional PACE Bonds for sale to the PACE Bond Purchaser shall bear interest at stated rates exceeding 15.00% per annum;

(e) no Additional PACE Bonds for sale to the PACE Bond Purchaser shall be issued pursuant to a New Master Indenture and a related New Issuance Certificate after the date that is three (3) years after the date of approval of this Resolution;

(f) Additional PACE Bonds for sale to the PACE Bond Purchaser shall be subject to optional, mandatory and extraordinary redemption and be payable all as set forth in a New Master Indenture and the applicable New Issuance Certificate;

(g) Additional PACE Bonds for sale to the PACE Bond Purchaser shall be issued only as fully registered bonds without coupons;

(h) Additional PACE Bonds for sale to the PACE Bond Purchaser shall be executed on behalf of the Authority by the manual or facsimile signature of its Chairperson, Vice Chairperson or Executive Director and attested by the manual or facsimile signature of its Secretary or any Assistant Secretary, or any person duly appointed by the Members of the Authority to serve in such office on an interim basis, and may have the corporate seal of the Authority impressed manually or printed by facsimile thereon; and

(i) Additional PACE Bonds for sale to the PACE Bond Purchaser shall be issued by the Authority for the consideration set forth in a New Master Indenture and applicable New Issuance Certificate at par value.

Any Additional PACE Bonds for sale to the PACE Bond Purchaser issued pursuant to a New Master Indenture and any applicable New Issuance Certificate and the interest thereon shall be limited obligations of the Authority, payable solely from the income and revenues to be derived by the Authority pursuant to the Assigned Contracts and certain amounts on deposit with the applicable Bond Trustee in a New Master Indenture. Additional PACE Bonds for sale to the PACE Bond Purchaser issued pursuant to a New Master Indenture and any applicable New Issuance Certificate and the interest thereon shall never constitute a general obligation or commitment by the Authority to expend any of its funds other than (i) proceeds of the sale of such Additional PACE Bonds, (ii) the income and revenues derived by the Authority pursuant to Assigned Contracts and other amounts available under a New Master Indenture and any applicable New Issuance Certificate and (iii) any money arising out of the investment or reinvestment of said proceeds, income, revenue or receipts.

The Authority hereby delegates to the Chairperson, Vice Chairperson or the Executive Director of the Authority or any other Authorized Officer (as hereinafter defined), the power and duty to make final determinations as to the Additional PACE Bonds to be issued and sold to the PACE Bond Purchaser, including but not limited to, the principal amount, number of series or subseries of such Additional PACE Bonds and any names or other designations therefor, dated date, maturities, purchase price, any mandatory sinking fund redemption dates and amounts, optional and extraordinary redemption provisions, and the interest rates of each series or subseries of such Additional PACE Bonds, each series or subseries of which may be issued or sold on separate dates pursuant to separate New Issuance Certificates, and further to issue, execute and deliver such Additional PACE Bonds pursuant to a New Master Indenture and related New Issuance Certificate, all within the parameters set forth herein.

Section 2. PACE Bond Documents. The Authority does hereby authorize and approve the execution (by manual or facsimile signature) by its Chairperson, Vice Chairperson, Executive Director, or General Counsel, or any person duly appointed by the Members to serve in such offices on an interim basis (each an "*Authorized Officer*"), and the delivery and use, of the New PACE Bond Documents. The Secretary or any Assistant Secretary of the Authority is hereby authorized to attest and to affix the official seal of the Authority to any New PACE Bond Document. The definitive New PACE Bond Documents shall be substantially in the forms previously provided to the Members and on file with the Authority, or with such changes therein as shall be approved by the Authorized Officer of the Authority executing the same, with such execution and delivery to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of any changes or revisions therein from such forms of the New PACE Bond Documents and to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of the terms of any Additional PACE Bonds issued pursuant to the New PACE Bond Documents and the purchase thereof.

Section 3. 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 one or more supplemental bond indentures, escrow agreements or other agreements providing for the security and/or payment of the Additional PACE Bonds and any additional documents that may be necessary to provide for one or more additional series or subseries of Additional PACE Bonds) as may be necessary to carry out and comply with the provisions of these resolutions, the New PACE Bond Documents, and all of the acts and doings of the Members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of these resolutions 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 therein, wherever in the New PACE Bond Documents or any other document executed pursuant hereto it is provided that an action shall be taken by the Authority, such action shall be taken by an Authorized Officer of the Authority, or in the event of the unavailability, inability or refusal of an Authorized Officer, any two Members of the Authority, each of whom is hereby authorized, empowered, and delegated the power and duty and directed to take such action on behalf of the Authority, all within the parameters set forth herein and in the New PACE Bond Documents.

Section 4. Severability. The provisions of this PACE Bond 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 PACE Bond Resolution.

Section 5. Conflicts. All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

Section 6. Effectiveness. This PACE Bond Resolution shall be in full force and effect immediately upon its passage, as by law provided.

Section 7. Existing Resolution. The allocation of additional bonding authority and the provisions of the Existing Resolution to the extent inconsistent with this Resolution are hereby rescinded in their entirety and replaced with this PACE Bond Resolution for purposes of the issuance of any PACE Bonds (other than the Existing Bonds) or Additional PACE Bonds. For the avoidance of doubt, the Existing Bonds issued pursuant to the Existing Resolution are hereby ratified and confirmed in all respects.

ILLINOIS FINANCE AUTHORITY
PROJECT SUMMARY REPORT
August 11, 2020

Capital Provider: SFA Partners, LLC

BOARD ACTION

PACE Bond Resolution (*One-Time Consideration*) Amount: Not to exceed $80,010,000
No extraordinary conditions. No IFA funds at risk.

RECOMMENDATION

Staff recommends approval of the PACE Bond Resolution presented for consideration in connection with bond issuances to be purchased by the Capital Provider or its designated transferee.

PURPOSE

Proceeds of the Property Assessed Clean Energy Revenue Bonds will be loaned to record owners of privately-owned commercial, industrial, non-residential agricultural, or multi-family (of 5 or more units) real property to finance "energy projects" as defined under the Property Assessed Clean Energy Act, 50 ILCS 50/1 et seq.

AUTHORITY PROGRAM AND CONTRIBUTION

Under Illinois law, a record owner of a commercial property may voluntarily enter into an assessment contract with a governmental unit in order to finance or refinance up to 100% of the commercial property owner's energy efficiency, renewable energy, and water conservation projects through the issuance of PACE bonds. Program administrators administer commercial property assessed clean energy programs on behalf of or at the discretion of counties or municipalities to facilitate access to capital within their jurisdictions.

Governmental units permissively assign assessment contracts to the Illinois Finance Authority for its standardized, efficient, and affordable PACE bond financing services, which PACE bonds are issued pursuant to subsection (d) of Section 825-65 of the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq., in accordance with the Property Assessed Clean Energy Act.

VOLUME CAP

Property Assessed Clean Energy Revenue Bonds do not require volume cap.

JOB DATA

N/A	Current Jobs	N/A	New Jobs Protected
N/A	Retained Jobs	*	Construction Jobs Projected

*The Authority reasonably anticipates reporting at a later time the amount of construction jobs, if any, created as a result of energy projects financed by the Authority's bond proceeds.

ESTIMATED SOURCES & USES

.

Sources:		**Uses:**	
PACE Bonds	$80,010,000	Energy Project Costs (including but not limited to Capitalized Interest and/or Debt Service Reserve Funds, if any)	$80,010,000
Total	**$80,010,000**	**Total**	**$80,010,000**

FINANCING SUMMARY

The conduit transactions authorized by the PACE Bond Resolution will not be rated. The plan of finance contemplates that the Capital Provider, as an Accredited Investor and Qualified Institutional Buyer, will purchase the Property Assessed Clean Energy Revenue Bonds in minimum denominations of $100,000 or more. PACE bonds will be issued pursuant to Issuance Certificates under a Master Indenture specific to the Capital Provider.

The aggregate principal amount, final maturity date, and the interest rate or rates for each energy project funded by bond proceeds shall be as set forth in the Issuance Certificates.

The Capital Provider or its designated transferee will be secured by assessment contracts which constitute liens against properties against which assessments are imposed and recorded in the office of the applicable County Recorder. The lien of the assessment contract shall run with the property until the assessment is paid in full and a satisfaction or release for the same has been recorded by the governmental unit or its program administrator and shall have the same lien priority and status as other property tax and special assessment liens as provided in the Property Tax Code.

The Capital Provider or its designated transferee shall have and possess the delegable powers and rights at law or in equity as the applicable governmental unit would have if the assessment contract had not been assigned with regard to (i) the precedence and priority of liens evidenced by the assessment contract, (ii) the accrual of interest, and (iii) the fees and expenses of collection.

Mortgage holder consent is required.

PROJECT SUMMARY

As amended, supplemented, modified or replaced, the Property Assessed Clean Energy Act states that an energy project means the acquisition, construction, installation, or modification of an alternative energy improvement, energy efficiency improvement, renewable energy improvement, or water use improvement affixed to real property (including new construction).

BUSINESS SUMMARY

Under Illinois law, an evaluation of the existing water or energy use and a modeling of expected monetary savings is required for any proposed energy efficiency improvement, renewable energy improvement, or water use improvement, unless the water use improvement is undertaken to improve water quality, before a record owner of commercial property may enter into an assessment contract with a governmental unit.

By entering into assessment contracts with governmental units, record owners expect the monetary savings to be greater than the repayment costs of certain energy projects financed or refinanced through assessments imposed upon their respective properties.

ECONOMIC DISCLOSURE STATEMENT

Record Owners: Names of (a) shareholders holding more than 7.5% of equity interests, or (b) all general partners (if the record owner is a partnership), or (c) members holding more than 7.5% of the economic or voting interest of the record owner (if the record owner is a limited liability company), or (d) if the record owner or any property financed would be a land trust, an identification of the trust and all beneficiaries of the trust including the percentage of beneficial interest of each beneficiary of the trust, will be reported to the Authority's Secretary (or Assistant Secretary).

Capital Provider Ownership: SFA Partners, LLC is a Delaware limited liability company that is 60%-owned by L. Jean Dunn, Jr., and 40%-owned by PacWest Properties LLC, a Delaware limited liability company.

- L. Jean Dunn, Jr.
  1605 San Pablo
  San Marcos, CA 92078
- PacWest Properties, LLC.
  2140 S. DuPont Highway
  Camden, DE 19934

Managers of SFA Partners, LLC: L. Jean Dunn Jr., and John Krappman.

PROFESSIONAL & FINANCIAL

Capital Provider:	SFA Partners, LLC	San Marcos, CA	L. Jean Dunn, Jr. John Krappman
Authority Financial Advisors:	Acacia Financial Group, Inc.	Chicago, IL	Phoebe Selden Brittany Whelan
	Sycamore Advisors, LLC	Indianapolis, IN	Diana Hamilton Chris Valentino

SERVICE AREA

The PACE Bond Resolution authorizes the Capital Provider or its designated transferee to purchase PACE Bonds issued by the Authority for energy projects statewide.

LEGISLATIVE DISTRICTS

Congressional: TBD
State Senate: TBD
State House: TBD

TAB 5: HSSI Amendment

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Sara Perugini

Date: August 11, 2020

Re Resolution Authorizing and Approving Amendments Related to the Illinois Finance Authority Revenue Refunding Bonds, Series 2012H (Hospital Sisters Services, Inc. – Obligated Group) and the Illinois Finance Authority Revenue Refunding Bonds, Series 2012I (Hospital Sisters Services, Inc. – Obligated Group), the Proceeds of Which Were Loaned to Hospital Sisters Services, Inc.
IFA Series 2012 File Number: H-HO-TE-CD-8564

The Illinois Finance Authority (the "**IFA**") has issued its Illinois Finance Authority Revenue Refunding Bonds, Series 2012H (Hospital Sisters Services, Inc. – Obligated Group) (the "**Series 2012H Bonds**"), currently outstanding in the aggregate principal amount of $65,885,000, and its Illinois Finance Authority Revenue Refunding Bonds, Series 2012I (Hospital Sisters Services, Inc. – Obligated Group) (the "**Series 2012I Bonds**" and, together with the Series 2012H Bonds, the "**Series 2012HI Bonds**"), currently outstanding in the aggregate principal amount of $89,460,000. The Series 2012HI Bonds were issued pursuant to two separate Bond Trust Indentures each dated as of October 1, 2012 (the "**Bond Indentures**"). The proceeds of the Series 2012HI Bonds were loaned to Hospital Sisters Services, Inc. (the "**Borrower**").

The Series 2012HI Bonds are currently bearing interest in the Unit Pricing Mode and are publicly held. **JPMorgan Chase Bank, N.A.** (the "**Purchaser**") has agreed to purchase and hold all of the outstanding Series 2012HI Bonds. After the Purchaser purchases the Series 2012HI Bonds, the Series 2012HI Bonds will bear interest in the Term Rate Mode.

The Borrower has requested that the IFA amend and restate the Bond Indentures to (i) make certain changes to the Term Rate Mode to provide for the terms the Purchaser has agreed to in order to purchase the Series 2012HI Bonds and; (ii) make certain other changes to modernize how the Series 2012HI Bonds bear interest and how they can be converted. These amendments may result in the Series 2012HI Bonds being treated as "reissued" for federal income tax purposes. The Purchaser will consent to these amendments.

The proposed IFA resolution approves the conversion of the Series 2012HI Bonds to the Term Rate Mode and the execution by the IFA of amended and restated Bond Indentures containing the amendments described above and certain other related matters. Chapman and Cutler LLP is expected to provide an opinion that the conversion to the Term Rate Mode and such amendments will not adversely affect the tax-exempt status of the Series 2012HI Bonds.

The Project Review Committee recommends approval of the accompanying resolution.

PROFESSIONAL & FINANCIAL

Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Rich Tomei Megan Rudd
Borrower's Counsel:	Dentons US LLP	Chicago, IL	Mary Wilson
Borrower's Financial Advisor:	Ponder & Co.	Hawthorne, FL Riverside, CT	Grant Ostlund Jeffrey Sahrbeck
Bank:	J.P. Morgan Chase Bank, N.A.	Chicago, IL	Sara May
Bank Counsel:	Nixon Peabody	Chicago, IL	Julie Seymour
Issuer's Counsel:	Miller, Hall & Triggs, LLC	Peoria, IL	Richard Joseph
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Phoebe Selden Brittany Whelen

ECONOMIC DISCLOSURE STATEMENT

Hospital Sisters Health System Board of Directors:

Bill Murray
Robert B. Atwell
Janice Wiegmann, RN, PhD
William H. Blum
J. Michael Houston
John Sheehan
Sister Gertrude (Trudy) O'Connor, OSF
Matthew Lambert, M.D.
Sister Christa Ann Struewing, OSF
Mary Starmann-Harrison
William Lyke

RESOLUTION 2020-0811-CF05

RESOLUTION AUTHORIZING AND APPROVING AMENDMENTS RELATED TO THE ILLINOIS FINANCE AUTHORITY REVENUE REFUNDING BONDS, SERIES 2012H (HOSPITAL SISTERS SERVICES, INC. – OBLIGATED GROUP) AND THE ILLINOIS FINANCE AUTHORITY REVENUE REFUNDING BONDS, SERIES 2012I (HOSPITAL SISTERS SERVICES, INC. – OBLIGATED GROUP), THE PROCEEDS OF WHICH WERE LOANED TO HOSPITAL SISTERS SERVICES, INC.

WHEREAS, the Illinois Finance Authority (the *"Authority"*) has been created by, and exists under, the Illinois Finance Authority Act, 20 ILCS 3501-801-1, *et seq.*, as amended; and

WHEREAS, on October 1, 2012, the Authority issued its (i) Illinois Finance Authority Revenue Refunding Bonds, Series 2012H (Hospital Sisters Services, Inc. – Obligated Group) (the *"Series 2012H Bonds"*) pursuant to a Bond Trust Indenture dated as of October 1, 2012 (the *"Original Series 2012H Bond Indenture"*), between the Authority and The Bank of New York Mellon Trust Company, N.A., as bond trustee (the *"Bond Trustee"*), and (ii) Illinois Finance Authority Revenue Refunding Bonds, Series 2012I (Hospital Sisters Services, Inc. – Obligated Group) (the *"Series 2012I Bonds"* and, together with the Series 2012H Bonds, the *"Series 2012H/I Bonds"*) pursuant to a Bond Trust Indenture dated as of October 1, 2012 (the *"Original Series 2012I Bond Indenture"* and, together with the Original Series 2012H Bond Indenture, the *"Original Bond Indentures"*), between the Authority and the Bond Trustee; and

WHEREAS, the proceeds of the Series 2012H/I Bonds were loaned to Hospital Sisters Services, Inc., an Illinois not for profit corporation (the *"Corporation"*), pursuant to two separate Loan Agreements each dated as of October 1, 2012, between the Authority and the Corporation; and

WHEREAS, the Corporation desires to convert each series of the Series 2012H/I Bonds to bear interest at long-term rates in accordance with the provisions of the applicable Bond Indenture (as defined herein) (such conversions being referred to herein as the *"Conversion"*); and

WHEREAS, to accomplish the foregoing, each series of the Series 2012H/I Bonds will be subject to mandatory tender on the date of the Conversion and purchased by JPMorgan Chase Bank, N.A. (the *"Purchaser"*); and

Whereas, the Corporation desires to amend and restate each Original Bond Indenture in its entirety in connection with the Conversion (collectively, the *"Bond Indenture Amendments"*); and

WHEREAS, a draft of the Amended and Restated Bond Trust Indentures each between the Authority and the Bond Trustee (together, the *"Amended and Restated Bond Indentures"*; each Original Bond Indenture, as amended and restated by the applicable Amended and Restated Bond Indenture, a "*Bond Indenture*") setting forth the Bond Indenture Amendments has been previously provided to the Authority and is on file with the Authority; and

NOW, THEREFORE, Be It Resolved by the Members of the Illinois Finance Authority as follows:

Section 1. Approval of the Conversion and the Bond Indenture Amendments. The Authority hereby approves the Conversion and the Bond Indenture Amendments.

Section 2. Authority Documents. The Authority does hereby authorize and approve the execution (by manual or facsimile signature) by its Chairperson, Vice Chairperson, Executive Director, or General Counsel, or any person duly appointed by the Members to serve in such offices on an interim basis (each an *"Authorized Officer"*), and the delivery and use, of the Amended and Restated Bond Indentures. The Secretary or any Assistant Secretary of the Authority is hereby authorized to attest and to affix the official seal of the Authority to the Amended and Restated Bond Indentures. The Amended and Restated Bond Indentures shall be substantially in the forms previously provided to and on file with 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 forms of the Amended and Restated Bond Indentures and to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of the terms of the Series 2012H/I Bonds in the term rate mode.

Section 3. New Bonds. In order to reflect the conversion of the Series 2012H/I Bonds to the term rate mode described in the Bond Indentures and the effectiveness of the Bond Indenture Amendments, the Authority hereby authorizes and approves the execution and delivery to the Purchaser or its designee of a new and amended bond with respect to each series of the Series 2012H/I Bonds (each, a *"New Bond"* and, together, the *"New Bonds"*), in substantially the form attached to the related Amended and Restated Bond Indenture as *Exhibit A* and previously provided to and on file with the Authority or with such changes therein as any Authorized Officer shall approve, the execution thereof to constitute conclusive evidence of such approval of any and all changes or revisions therein from such form. Such New Bonds shall be executed in the name, for and on behalf of the Authority with the manual or facsimile signature of its Chairperson, Vice Chairperson or its Executive Director and attested by the manual or facsimile signature of its Executive Director, Secretary or any Assistant Secretary, or any person duly appointed by the Members of the Authority to serve in such office on an interim basis, and may have the corporate seal of the Authority impressed manually or printed by facsimile thereon. The Chairman, Vice Chairman, Executive Director or any other office of the Authority shall cause the New Bonds, as so executed and attested, to be delivered to the Bond Trustee, as bond registrar, for authentication. When such New Bonds are executed on behalf of the Authority in the manner contemplated by the Bond Indentures and this Resolution, they shall represent the approved forms of such New Bonds.

Section 4. Direct Placement; Investor Letter; Restrictions on Transfers. The Authority hereby authorizes the execution and delivery of the New Bonds to the Purchaser on a direct purchase basis pursuant to the Bond Indentures; the Purchaser shall deliver an investment letter to the Authority (in the form approved by counsel to the Authority and consistent with the Authority's Bond Program Handbook) stating, among other things, that the Purchaser is either an institutional "accredited investor" within the meaning of Regulation D, Sections 501 through 506 or a "qualified institutional buyer" within the meaning of Rule 144A, under the Securities Act of 1933, as amended; and each such investor letter shall contain such restrictions as counsel to the Authority shall reasonably determine are necessary or advisable, on the transfer of the New Bonds by the Purchaser or by any accredited investor or qualified institutional buyer to which the Purchaser transfers any of the New Bonds. Based on the fact that the Corporation reasonably expects that the New Bonds will be sold to the Purchaser, who is a qualified institutional buyer or accredited investor, in a private placement in minimum denominations of at least $100,000, the Authority finds that the issuance of the New Bonds complies with the Authority's policy regarding unrated bonds.

Section 5. Authorization and Ratification of Subsequent Acts. The Members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute or accept all such documents (including, without limitation, the execution and delivery of one or more tax exemption agreements or reissuance tax certificates, one or more supplemental loan agreements and any additional documents that may be necessary to provide for one or more additional series or subseries of Series 2012H/I Bonds) as may be necessary to carry out and comply with the provisions of these resolutions, the Amended and Restated Bond Indentures, 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 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 therein, wherever in the Amended and Restated Bond Indentures or any other document executed pursuant hereto it is provided that an action shall be taken by the Authority, such action shall be taken by an Authorized Officer of the Authority, or in the event of the unavailability, inability or refusal of an Authorized Officer, any two Members of the Authority, each of whom is hereby authorized, empowered, and delegated the power and duty and directed to take such action on behalf of the Authority, all within the parameters set forth herein and in the Bond Indentures.

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

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

Approved and effective this 11th day of August, 2020 by vote as follows:

Ayes:

Nays:

Abstain:

Absent:

Vacant:

ILLINOIS FINANCE AUTHORITY

By ______________________________________
Executive Director

ATTEST:

____
Assistant Secretary

[SEAL]

TAB 6: Bond Handbook Update

160 North LaSalle Street
Suite S-1000
Chicago, IL 60601
312-651-1300
312-651-1350 fax
www.il-fa.com

Date:	August 11, 2020	
To:	Will Hobert, Chair Drew Beres James J. Fuentes Michael W. Goetz Mayor Arlene A. Juracek Lyle McCoy Roxanne Nava	George Obernagel Terrence M. O'Brien Roger Poole Beth Smoots J. Randal Wexler Jeffrey Wright Bradley A. Zeller
From:	Brad R. Fletcher, Vice President Malcolm Simmons, Business Analyst	
Subject:	***Subject Matter Only - Bond Handbook Update for C-PACE Appraisal Requirements***	

Illinois Finance Authority (the "Authority") staff continues to engage market participants and evaluate internal processes related to issuing bonds for prospective Commercial Property Assessed Clean Energy ("C-PACE") projects. Given that C-PACE project financings are grounded in property valuation, Authority staff has deemed it necessary to specify which licensed appraisers are acceptable to the Authority when determining the value of property.

Pursuant to the Property Assessed Clean Energy Act, 50 ILCS 50/1 *et seq*. (the "PACE Act"), the aggregate amount financed or refinanced under one or more assessment contracts cannot exceed 25% in relation to the greater of any of the following:

- the value of a property as determined by the office of the county assessor; or
- the value of a property as determined by an appraisal conducted by a licensed appraiser.

Authority staff, in consultation with counsel, has therefore determined that further updates to the Bond Handbook are advisable to support its public policy efforts. Accordingly, Authority staff has clarified in the Bond Handbook's "PACE Bond Transaction Process" section that if the value determined by a licensed appraiser is utilized, the resulting appraisal report must be prepared or co-signed by a "State certified general real estate appraiser" as defined in the Real Estate Appraiser Licensing Act of 2002, 225 ILCS 458/1 *et seq*.

On May 14, 2019, the Authority adopted Resolution 2019-0514-AP07 which approved certain updates to the Bond Handbook and delegated to certain Authorized Officers the authorization to make such other changes as necessary. This update to the Bond Handbook's "PACE Bond Transaction Process" has been implemented pursuant to this prior delegation authorization.

TAB: FINANCIAL STATEMENTS

(AND SUPPLEMENTARY INFORMATION)

160 North LaSalle Street
Suite S-1000
Chicago, IL 60601
312-651-1300
312-651-1350 fax
www.il-fa.com

Date: August 11, 2020

To: William Hobert, Chairman
Drew Beres
James J. Fuentes
Michael W. Goetz
Mayor Arlene A. Juracek
Lyle McCoy
Roxanne Nava
George Obernagel
Terrence M. O'Brien
Roger Poole
Beth Smoots
J. Randal Wexler
Jeffrey Wright
Bradley A. Zeller

From: Ximena Granda, Manager of Finance and Administration

Subject: ***Presentation and Consideration of Financial Reports as of July 31, 2020*****

****All information is preliminary and unaudited.**

1. GENERAL OPERATING FUND REVENUES, EXPENSES AND NET INCOME

FISCAL YEAR 2020

At the last meeting of the Members of the Authority, staff presented preliminary and unaudited financial statements for the Fiscal Year Ended June 30, 2020. Upon receipt of outstanding invoices and further necessary adjustments, we offer the following preliminary and unaudited summary:

Total Annual Revenues ended at $4.43 million and were $372 thousand or 7.8% lower than budget. This reflects a decrease of $34 thousand in comparison to the report presented last month due to adjustments in interest and investment income and an allowance for bad debt.

Total Annual Expenses ended at $4.48 million and were $315 thousand or 6.6% lower than budget. This reflects an increase of $30 thousand in comparison to the report presented last month under employee related expenses due to year-end vacation accruals.

As a result, the Authority posted Total Net Loss of -$58 thousand for Fiscal Year 2020. This reflects a decrease of $64 thousand in comparison to the report presented last month.

FISCAL YEAR 2021

a. **Total Annual Revenues** of $198 thousand were $151 thousand or 43.2% lower than budget primarily due to **lower** than expected closing fees. Closing fees year-to-date of $68 thousand are $178 thousand or 72.5% **lower** than budget. Annual fees of $17 thousand are $1 thousand lower than the budget. Administrative Service fees of $20 thousand are $4 thousand higher than budget. Application fees total $4 thousand. Total accrued interest income from loans in connection with the former Illinois Rural Bond Bank local government borrowers and other loans totaled $36 thousand (which has represented a declining asset since 2014). Net investment income position of $55 thousand for the fiscal year is $33 thousand higher than budget.*

b. **Total Annual Expenses** of $300 thousand were $48 thousand or 13.9% lower than budget, which was mostly driven by below budget spending on employee related expenses and professional services. Year-to-date, employee related expenses total $199 thousand or 4.6% lower than budget. Professional services expenses total $52 thousand or $39 thousand or 42.6% lower than budget. Annual occupancy costs of $16 thousand are 5.0% higher than budget, while general and administrative costs are $31 thousand for the year, which is 1.2% lower than budget. Total depreciation cost of $2 thousand is 5.8% below budget.

c. **Total Annual Net Loss** of **-**$102 thousand was driven by lower than expected closing fees.

2. GENERAL OPERATING FUND-ASSETS, LIABILITIES AND NET POSITION

In the General Fund, the Authority continues to maintain a strong balance sheet, with total net position of $59.5 million. Total assets in the General Fund are $61.7 million (consisting mostly of cash, investments, and receivables). Unrestricted cash and investments total $48.4 million (with $4.5 million in cash). Notes receivable from the former Illinois Rural Bond Bank local governments ("IRBB") total $7.3 million. Participation loans, DACA (pilot medical student loans in exchange for service in medically underserved areas in Illinois) and other loans receivable are $4.6 million.

3. AUTHORITY AUDITS AND REGULATORY UPDATES

The financial audit remains at an early stage as Authority staff continues to provide various documents to the external auditors upon their request while working remotely. Nevertheless, Authority staff has been effective in its roles and responsibilities in response to these requests from the external auditors.

CMS Internal Auditors will be scheduling the entrance conference meeting in the coming weeks to start the Fiscal Year 2021 Internal Audit Plan. The first two audits they will be performing are Bonds Audit and Remote working audit.

4. OTHER SUPPLEMENTARY FINANCIAL INFORMATION

The other supplemental financial information is not available at this time.

Respectfully submitted,

/s/ Ximena Granda
Manager of Finance and Administration

ILLINOIS FINANCE AUTHORITY
STATEMENT OF REVENUES, EXPENSES AND NET INCOME
GENERAL OPERATING FUND
FOR FISCAL YEAR 2021 AS OF JULY 31, 2020
(PRELIMINARY AND UNAUDITED)

	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUNE	YEAR TO DATE ACTUAL	YEAR TO DATE BUDGET	BUDGET VARIANCE ($)	BUDGET VARIANCE (%)
Operating Revenues:																
Closing Fees	$ 67,583												$ 67,583	$ 245,833	$ (178,250)	-72.5%
Annual Fees	16,685												16,685	17,500	(815)	-4.7%
Administrative Service Fees	19,650												19,650	15,735	3,915	24.9%
Application Fees	3,750												3,750	4,167	(417)	-10.0%
Miscellaneous Fees	113												113	250	(137)	-54.8%
Interest Income-Loans	35,561												35,561	43,750	(8,189)	-18.7%
Other Revenue	116												116	-	116	0.0%
Total Operating Revenue:	**$ 143,458**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 143,458**	**$ 327,235**	**$ (183,777)**	**-56.2%**
Operating Expenses:																
Employee Related Expense	$ 199,417												$ 199,417	$ 209,083	$ (9,666)	-4.6%
Professional Services	52,428												52,428	91,333	(38,905)	-42.6%
Occupancy Costs	15,744												15,744	15,000	744	5.0%
General & Administrative	30,617												30,617	31,000	(383)	-1.2%
Depreciation and Amortization	1,571												1,571	1,667	(96)	-5.8%
Total Operating Expense	**$ 299,777**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 299,777**	**$ 348,083**	**$ (48,306)**	**-13.9%**
Operating Income(Loss)	**$ (156,319)**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ (156,319)**	**$ (20,848)**	**$ (135,471)**	**-649.8%**
Nonoperating Revenues (Expenses)																
Miscellaneous Non-Opertg Rev/(Exp)	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -		$ -		$ -	n/a
Bad Debt Adjustments (Expense)	-	-											-	-	-	#DIV/0!
Interest and Investment Income	103,712												103,712	21,667	82,045	378.7%
Realized Gain (Loss) on Sale of Invests	(3,868)												(3,868)	-	(3,868)	n/a
Net Appreciation (Depr) in FV of Invests	(45,280)												(45,280)	-	(45,280)	n/a
Total Nonoperating Rev (Exp)	**$ 54,564**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ 54,564**	**$ 21,667**	**$ 32,897**	**151.8%**
Net Income (Loss) Before Transfers	**$ (101,755)**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ (101,755)**	**$ 819**	**$ (102,574)**	**n/a**
Transfers:																
Transfers in from other funds	$ -	$ -	$ -	$ -	$ -								$ -	$ -	-	0.0%
Transfers out to other funds	-	-	-	-	-								-	-	-	0.0%
Total Transfers In (Out)	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**0.0%**
Net Income (Loss)	**$ (101,755)**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ (101,755)**	**$ 819**	**$ (102,574)**	**n/a**

ILLINOIS FINANCE AUTHORITY
STATEMENT OF NET POSITION
July 31, 2020
(PRELIMINARY AND UNAUDITED)

		FUND		
Assets and Deferred Outflows:				
Current Assets Unrestricted:				
Cash & cash equivalents		4,543,331		
Investments		27,570,417		
Accounts receivable, Net		34,332		
Loans receivables, Net		257,708		
Accrued interest receivable		459,946		
Bonds and notes receivable		956,300		
Due from other funds		500,017		
Prepaid Expenses		358,663		
Total Current Unrestricted Assets	**$**	**34,680,714**		
Restricted:				
Cash & Cash Equivalents	$	-		
Investments		-		
Bonds and notes receivable from State component units		-		
Loans receivables, Net		-		
Total Current Restricted Assets	**$**	**-**		
Total Current Assets	**$**	**34,680,714**		
Non-current Assets:				
Unrestricted:				
Investments	$	16,282,186		
Accounts receivable, Net		-		
Loans receivables, Net		4,328,968		
Bonds and notes receivable		6,393,237		
Due from other local government agencies		-		
Total Noncurrent Unrestricted Assets	**$**	**27,004,391**		
Restricted:				
Cash & Cash Equivalents	$	-		
Investments		-		
Loans receivables, Net		-		
Bonds and notes receivable from State component units		-		
Total Noncurrent Restricted Assets		-		
	$	**-**		
Capital Assets				
Capital Assets				
Accumulated Depreciation	$	772,096		
Total Capital Assets		(727,513)		
	$	**44,583**		
Total Noncurrent Assets				
	$	**27,048,974**		
Total Assets				
	$	**61,729,688**		3
DEFERRED OUTFLOWS OF RESOURCES:				
Deferred loss on debt refunding				
TOTAL DEFERRED OUTFLOWS OF RESOURCES	$	-		
	$	**-**		
Total Assets & Deferred Inflows of Resources				
	$	**61,729,688**	**$**	**3**

ILLINOIS FINANCE AUTHORITY
STATEMENT OF NET POSITION
July 31, 2020
(PRELIMINARY AND UNAUDITED)

		FUND
Liabilities:		
Current Liabilities:		
Payable from unrestricted current assets:		
Accounts payable	$	295,919
Payables from pending investment purchases		1,124,763
Accrued liabilities		100,783
Due to employees		141,511
Due to primary government		1
Due to other funds		500,000
Payroll Taxes Liabilities		25,606
Unearned revenue, net of accumulated amortization		53,526
Total Current Liabilities Payable from Unrestricted Current Assets	**$**	**2,242,109**
Payable from restricted current assets:		
Accounts payable		-
Obligation under securites lending of the State Treasurer		-
Accrued interest payable	$	-
Due to other funds		-
Due to primary government		-
Current portion of long term debt		-
Other liabilities		-
Unamortized bond premium		-
Total Current Liabilities Payable from Restricted Current Assets	**$**	**-**
Total Current Liabilties	**$**	**2,242,109**
Noncurrent Liabilities		
Payable from unrestricted noncurrent assets:		
Noncurrent payables	$	585
Accrued liabilities		-
Bonds and notes payable from primary government		-
Bonds and notes payable from State component units		-
Noncurrent loan reserve		-
Assets	**$**	**585**
Payable from restricted noncurrent assets:		
Noncurrent payables		-
Total Noncurrent Liabilities Payable from Restricted Noncurrent	**$**	**-**
Total Noncurrent Liabilities	**$**	**585**
Total Liabilities	**$**	**2,242,694**
DEFERRED INFLOWS OF RESOURCES:		
Net Position:		
Net Investment in Capital Assets	$	44,583
Restricted for Low Income Community Investments		-
Unrestricted		59,544,166
Current Change in Net Position		(101,755)
Total Net Position	**$**	**59,486,994**
Total Liabilities & Net Position	**$**	**61,729,688**

TAB: PROCUREMENT REPORT

ILLINOIS FINANCE AUTHORITY
PROCUREMENT REPORT OF ACTIVITY SINCE PRIOR BOARD REPORT

BOARD MEETING
August 11, 2020

CONTRACTS/AMENDMENTS EXECUTED

Procurement Type	Vendor	Initial Term	Estimated Not to Exceed Value	Action/Proposed Method of Procurement	Products/Services Provided
Illinois Procurement Code-Small Purchases					
	Miller Hall & Triggs, LLC	12/16/19-12/15/20	$20,000	Small Purchase in process	Legal advice related to Ag Guaranty
	Zoom Video Communications, Inc.	04/27/20-04/26/21	$2,000	Executed	Remote Conferences- Covid-19
Illinois Procurement Master Contracts	CDW-G	03/13/20	$2,800.00	Executed	12 Remote Licenses- Covid-19
	Logsdon Office Supply	03/13/20	$1,622.60	Executed	5- Printers-Covid-19
	Logsdon Office Supply	03/16/20	$837.20	Executed	2- Printers-Covid-19
	Hewlett Packard	07/27/20	$1,335.16	Executed	Hewlett Packard Server Memory
	Hewlett Packard	07/27/20	$7,683.60	Executed	Hewlett Packard 3 year Care Packs
	Mainstreet Investment Advisors formerly known as ClearArc Capital	08/01/20-07/31/21	$95,000	Executed	Investment Manager Services
	CDW	08/01/20	$577.80	Executed	4- Monitors- Covid-19
Illinois Procurement Code Renewals	Veritext	01/01/21-12/31/21	$24,721.65	In process-12-month extension	Board Meetings Transcription Services
Illinois Procurement Code Contracts	Ascent Innovations	06/27/20-06/26/21	$42,227.25	Executed	Accounting Software Maintenance and Support
	Amalgamated Bank of Chicago	08/01/20-01/31/21	$10,000	Executed	Bank Custodian Services
	Acacia	10/01/20-09/30/21	$132,000	In process-12-month extension	Financial Advisor Services

ILLINOIS FINANCE AUTHORITY
PROCUREMENT REPORT OF ACTIVITY SINCE PRIOR BOARD REPORT

BOARD MEETING
August 11, 2020

	Sycamore Advisors	10/01/20-09/30/21	$132,000	In process-12-month extension	Financial Advisor Services
	Amalgamated Bank of Chicago	11/01/20-10/31/21	$6,000	In process-12-month extension	Receiving Agent Services

EXPIRING CONTRACTS-OTHER					
Procurement Type	**Vendor**	**Expiration Date**	**Estimated Not to Exceed Value**	**Action/Proposed Method of Procurement**	**Products/Services Provided**
Credit Card	Bank of America-Credit Card	06/30/20	$300,000	Terminate	Credit Card
	Bank of America-Depository	06/30/21	$400,000	Continue	Bank of America Operating Account
	Amalgamated-Credit Card	05/01/21	$80,000	Continue	Credit Card

INTER-GOVERNMENTAL AGREEMENTS					
Procurement Type	**Vendor**	**Term**	**Estimated Not to Exceed Value**	**Action/Proposed Method of Procurement**	**Products/Services Provided**
Inter-Governmental Agreements	Office of the State Fire Marshal (OSFM)	07/01/20-06/30/25	N/A	IGA-Executed	Fire Truck Revolving Loan Program

TAB: MINUTES

ILLINOIS FINANCE AUTHORITY

160 North LaSalle Street
Suite S-1000
Chicago, IL 60601
312-651-1300
312-651-1350 fax
www.il-fa.com

Date: August 11, 2020

Subject: ***Minutes of the July 14, 2020 Regular Meeting***

To:

Will Hobert, Chairman	Terry O'Brien
Drew Beres	George Obernagel
James J. Fuentes	Roger Poole
Michael W. Goetz	Beth Smoots
Mayor Arlene A. Juracek	Randal Wexler
Lyle McCoy	Jeffrey Wright
Roxanne Nava	Bradley A. Zeller

Dear Members of the Authority:

Please find enclosed the Report of Proceedings prepared by Veritext Legal Solutions (the "**Minutes**") in connection with the regular meeting of the Members of the Illinois Finance Authority (the "**Authority**"), begun and held at the Michael A. Bilandic Building, 160 North LaSalle Street, Suite S-1000, Chicago, Illinois 60601, on the second Tuesday of July in the year 2020, pursuant to the provisions of Section 801-25 and Section 801-30 of the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq. of the State of Illinois (the "**Act**"), the Members having met via audio conference in accordance with Section 7(e) of the Open Meetings Act, 5 ILCS 120/7, and pursuant to the determination by the Chairman of the Authority that an in-person meeting of the Authority was not practical or prudent because of the disaster declared by the Governor on June 26, 2020 and remaining in effect for 30 days thereafter.

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

ILLINOIS FINANCE AUTHORITY
REGULAR MEETING
July 14, 2020
9:30 AM

AGENDA:

I. Call to Order & Roll Call
(page 3, line 1, through page 8, line 8)
II. Approval of Agenda
(page 8, line 9 through page 10, line 10)
III. Public Comment
(page 10, lines 11 through 14)
IV. Chairman's Remarks
(page 10, line 15 through page 16, line 11)
V. Message from the Executive Director
(page 16, lines 12 through 21)
VI. Committee Reports

(page 16, line 22 through page 17, line 14)

VII. Presentation and Consideration of New Business Items
(page 17 line 15 through page 46, line 13)

VIII. Presentation and Consideration of Financial Reports
(page 46, line 14 through page 51, line 1)

IX. Monthly Procurement Report
(page 51, lines 2 through 10)

X. Correction and Approval of Minutes, and Consideration and Action Regarding Whether to Open the Closed Session Minutes from September 11, 2018, June 11, 2019 and October 8, 2019
(page 51, line 11 through page 54, line 9 and page 54, line 20 through page 56, line 18)

XI. Other Business
(page 56,line 19 through page 64, line 7)

XII. Closed Session
(page 54, lines 10 through 19)

XIII. Adjournment
(page 64, line 8 through page 68, line 4)

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

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

Respectfully submitted,

/s/ Elizabeth Weber
General Counsel

Enclosures: 1. Minutes of the July 14, 2020 Regular Meeting
2. Voting Record of the July 14, 2020 Regular Meeting

ILLINOIS FINANCE AUTHORITY
REGULAR MEETING OF THE MEMBERS

REPORT OF PROCEEDINGS

of the Regular Meeting of the Illinois Finance Authority HELD IN PERSON and VIA AUDIO CONFERENCE on Tuesday, July 14, 2020 at 9:30 a.m., pursuant to notice.

PRESENT VIA AUDIO CONFERENCE:

CHAIR ERIC ANDERBERG
MEMBER JAMES FUENTES
MEMBER MICHAEL GOETZ
MEMBER WILLIAM HOBERT
MEMBER ARLENE JURACEK
MEMBER LERRY KNOX
MEMBER LYLE McCOY
MEMBER ROXANNE NAVA
MEMBER GEORGE OBERNAGEL
MEMBER TERRENCE O'BRIEN
MEMBER ROGER POOLE
MEMBER BETH SMOOTS
MEMBER RANDY WEXLER
MEMBER JEFFREY WRIGHT
MEMBER BRADLEY ZELLER

ILLINOIS FINANCE AUTHORITY STAFF:

CHRISTOPHER MEISTER, Executive Director (in person and via audio conference)
LISA BONNETT, Vice President, Water Policy
BRAD FLETCHER, Vice President
RICH FRAMPTON, Executive Vice President
XIMENA GRANDA, Manager of Finance & Administration.
CRAIG HOLLOWAY, Procurement Agent
MICHAEL MOSS, Associate General Counsel.
SARA PERUGINI, Vice President, Healthcare/CCRC
ELIZABETH WEBER, General Counsel and Legal Advisor to the Board

GUESTS PRESENT VIA AUDIO CONFERENCE:

Mr. Bill McMenamin, Treasurer, Navistar International Corporation.

Mr. Tony Aiello, Assistant Treasurer, Navistar International Corporation.

Mr. Lawrence Tonomura, Managing Director, BofA Securities, Underwriter.

Mr. John Emerson, CFA, Vice President, BofA Securities, Underwriter.

CHAIR ANDERBERG: Good morning, everyone. This is Eric Anderberg, Chair of the Illinois Finance Authority. I would like to call the meeting to order. Would you please call the roll?

MR. FLETCHER: Sorry. First, I will state the time. The time is 9:32 a.m.

CHAIR ANDERBERG: Sorry, Brad.

The Governor of the State of Illinois issued a Gubernatorial Disaster Proclamation on June 26, finding that pursuant to the provisions of the Illinois Emergency Management Agency Act, a disaster exists within the State of Illinois related to the public health concerns caused by Coronavirus Disease 2019, and declaring all counties in the State of Illinois as a disaster area, which proclamation remains in effect for 30 days.

In accordance with the provisions of Section 7(e) of the Open Meetings Act, as amended, I have determined an in-person meeting of the Authority today, July 14, is not practical or prudent because of the disaster declared. Therefore, this regular meeting of the Authority is being conducted via audio conference, without the physical presence of a quorum of the Members.

Executive Director Meister is currently in the Authority's Chicago Office at the location of the meeting and hosting the audio conference. All Members will attend this meeting via audio conference.

As we take the roll calls, the response of Members will be taken as an indication that they can hear all other Members, discussion, and testimony.

Okay. Brad, will the Assistant Secretary please call the roll?

MR. FLETCHER: Certainly. This is Brad Fletcher. With all Members attending via audio conference, I'll call the roll.

Mr. Fuentes?

(No response.)

Mr. Goetz?

MEMBER GOETZ: Here.

MR. FLETCHER: Mr. Hobert?

MEMBER HOBERT: Here.

MR. FLETCHER: Ms. Juracek?

MEMBER JURACEK: Here.

MR. FLETCHER: Mr. Knox?

MEMBER KNOX: Here.

MR. FLETCHER: Mr. McCoy?
MEMBER McCOY: Here.
MR. FLETCHER: Ms. Nava?
MEMBER NAVA: Here.
MR. FLETCHER: Mr. Obernagel?
MEMBER OBERNAGEL: Here.
MR. FLETCHER: Mr. O'Brien?
MEMBER O'BRIEN: Here.
MR. FLETCHER: Mr. Poole?
MEMBER POOLE: Here.
MR. FLETCHER: Ms. Smoots?
MEMBER SMOOTS: Here.
MR. FLETCHER: Mr. Wexler?
MEMBER WEXLER: Here.
MR. FLETCHER: Mr. Wright?
MEMBER WRIGHT: Here.
MR. FLETCHER: Mr. Zeller?
MEMBER ZELLER: Here.
MR. FLETCHER: Chair Anderberg?
CHAIRMAN ANDERBERG: Here.
MR. FLETCHER: Again, this is Brad Fletcher. Chair Anderberg, in accordance with Section 7(e) of the Open Meetings Act, as amended, a quorum of the Members has been constituted.

CHAIR ANDERBERG: Thank you, Brad. I heard one beep. Jim, are you there, Fuentes?

(No response.)

No. Okay.

This is Eric Anderberg. Thank you, Brad. Before we begin making our way through today's agenda, I would like to request that each Member mute their audio when possible to eliminate any background noise unless you are making or seconding a motion, voting, or otherwise providing any comments for the record. To mute and unmute your line, you may press *6 on your keypad if you do not have that feature on your phone

As a reminder, we are having recorded and a court reporter is transcribing today's proceedings. For the consideration of the court reporter, I'd like to ask that each Member state their name before making or seconding a motion or otherwise providing any comments for the record.

Finally, I would like to confirm that all members of the public attending in person or via audio conference can hear this meeting clearly. Chris, can you confirm that this audio conference is clearly heard at the physical location of this meeting?

MR. MEISTER: Yes, Chair Anderberg. This is Chris Meister. I can confirm -- excuse me -- that I am alone in our usual conference room on the 10th floor of 160 North LaSalle, and that I can hear all discussion, testimony, and votes at this location. I have also advised the security guards on the first floor that we have -- that this is one of two public meetings being held by the Illinois Finance Authority this morning. The agendas are posted both on the 10th floor and on the 1st floor, and that they have advised that any members of the public who choose to do so and choose to comply with the building's public health and public safety requirements may come to the 10th floor and listen to everything, which is clearly being heard.

CHAIR ANDERBERG: Thank you, Chris. This is Eric Anderberg again. If any members of the public participating via audio conference find that they cannot hear these proceedings clearly, please call (312) 651-1300 or write info@il-fa.com immediately to let us know, and we will endeavor to solve the audio issue.

I heard one more beep. Is Jim

Fuentes there yet?

MEMBER FUENTES: Yes, I'm here.

CHAIR ANDERBERG: Okay. Good. Thank you, Jim.

MR. FLETCHER: Mr. Chairman, please let the record reflect that Jim Fuentes has been added to the initial quorum roll call at 9:37 a.m.

CHAIR ANDERBERG: Thank you.

Does anyone wish to make any additions, edits, or corrections to today's agenda?

(No response.)

Hearing none, I would like to request a motion to approve the agenda. Is there such a motion?

MEMBER O'BRIEN: So moved. O'Brien speaking.

MEMBER KNOX: This is Lerry Knox. I will second.

CHAIR ANDERBERG: We have a motion by Mr. O'Brien, a second by Lerry Knox. This is Eric Anderberg again. Will the Assistant Secretary please call the roll?

MR. FLETCHER: Certainly. On the motion by Member O'Brien and second by Member Knox, I'll call the roll. All Board Members, please unmute your lines.

Mr. Fuentes?

MEMBER FUENTES: Yes.

MR. FLETCHER: Mr. Goetz?

MEMBER GOETZ: Yes.

MR. FLETCHER: Mr. Hobert?

MEMBER HOBERT: Yes.

MR. FLETCHER: Ms. Juracek?

MEMBER JURACEK: Yes.

MR. FLETCHER: Mr. Knox?

MEMBER KNOX: Yes.

MR. FLETCHER: Mr. McCoy?

MEMBER McCOY: Yes.

MR. FLETCHER: Ms. Nava?

MEMBER NAVA: Yes.

MR. FLETCHER: Mr. Obernagel?

MEMBER OBERNAGEL: Yes.

MR. FLETCHER: Mr. O'Brien?

MEMBER O'BRIEN: Yes.

MR. FLETCHER: Mr. Poole?

MEMBER POOLE: Yes.

MR. FLETCHER: Ms. Smoots?

MEMBER SMOOTS: Yes.

MR. FLETCHER: Mr. Wexler?
MEMBER WEXLER: Yes.
MR. FLETCHER: Mr. Wright?
MEMBER WRIGHT: Yes.
MR. FLETCHER: Mr. Zeller?
MEMBER ZELLER: Yes.
MR. FLETCHER: And Chair Anderberg?
CHAIR ANDERBERG: Yes.
MR. FLETCHER: Again, this is Brad Fletcher. Chair Anderberg, the motion carries.
CHAIR ANDERBERG: Thank you, Brad. This is Eric again. Is there any public comment from the Members today?
(No response.)
Okay. Hearing none, we will move to Chairman's remarks. A couple of things. We have a pretty good agenda today so we'll get moving on that; but first, I would like to congratulate Mari Money and Brad Fletcher as yesterday they celebrated ten years working for the Authority. So Brad and Mari, thank you for your work for the Authority.
Also, Chris and I spoke, and we would like to turn our time over to one of our long-time volunteer colleagues today who is running short of

time this morning.

But first, it's a privilege, I'm proud to call this gentleman my friend, my colleague. As the newer Members will learn, one of the great things about Authority service is the chance to meet and get to know other people that you wouldn't have otherwise met.

Our colleague is a father, a Navy veteran, an engineer, entrepreneur, and a founder, but there is one fact, one obscure fact that we just reconfirmed yesterday, and this is amazing. Back in 2005, when he was a baby investment banker, he took what is known as the Public Sector Infrastructure Quantitative Test at Goldman Sachs. 15 years later, he still holds the record of the highest score on that test.

Lerry Knox, my friend, the floor is yours.

MEMBER KNOX: Oh, wow. Thank you. Interesting. I -- I -- such kind words and introduction, and it's amazing that 15 years, my record holds. I'm still caught off guard by that. But I really do appreciate the time to allow me to make a few brief remarks. Unfortunately I do have a hard stop at 9:55 this morning due to a professional conflict, and unfortunately, today will be my last day as a volunteer Member of the Authority.

I have thoroughly enjoyed my service to the people of Illinois by working with you and all the other members of the Authority. I am grateful to Governor JB Pritzker who has allowed me to continue to honor, to serve, despite the holdover nature of my tenure.

I was first appointed to the Authority -- and I feel like I was a baby back then, too, Eric -- back in 2012, eight years ago, but Brad and Mari have me beat by two years. But I was appointed to the Board then by Governor Quinn and then reappointed by then Governor Rauner, and after eight years, I think I do qualify for a pension for state service; is that right, Chris?

EXECUTIVE DIRECTOR MEISTER: Lerry, you're a volunteer. No pensionable service for volunteers.

MEMBER KNOX: That's right. That's right. Well, listen, Mari and everybody else, you guys keep working for us because it is definitely there.

I also, you know, served under Chairs Brandt, Funderburg, and most recently, under Eric's steady hand on the tiller. Eric, it was a pleasure to work with you.

Staff has advised me that since my initial appointment through June 30th of this year, the Authority has issued approximately 264 individual Conduit Bond issues, with an approximate dollar par value of over $21 billion for a variety of purposes of hospitals, colleges, universities, schools, culture institutions, senior living. These are large and humbling numbers, and I'm grateful and glad that I had the opportunity to play a role along with all of you, my colleagues, in making these important projects a reality.

The Authority projects improve our collective lives here in Illinois, and it allows us in the state to become more competitive globally, which is incredibly important in these very difficult times. Finally, to retain jobs and create jobs as we continue to work together to find our way through this new reality of COVID-19.

But I would say that over the last eight years, there are two areas that really stand out where, you know, the Authority has really stepped up -- not just on a state level, but really at a national level to take leadership roles. The first was in 2013 when the Authority worked with the Illinois Environmental Protection Agency to revise and expand the State Revolving Fund, excuse me, from about $200 million in leverage to over $1.5 billion in outstanding Bonds, and that $1.5 billion are all AAA-rated bonds that support clean water, drinking water, sanitation, sewer, has created jobs and has found ways to also work to save local taxpayers and ratepayers money. And all these accomplishments have been particularly important and relevant during the current time.

Secondly, there was the opportunity for the Authority and the State, again, to lead the world as it relates to PACE payment models that provide for alternative Conduit and state revolving loan function structures to play a larger role, and a more catalytic role in what's becoming known as the green or environmental post-government financing phase.

Finally, to all the staff of the Authority, I want to let you know that I find you all individually incredibly talented and professional. You're representative of the great diversity of our state and a hard-working benefit for all of us for the State of Illinois as Illinoisans. But as a state member, I would like to just say thank you because the actions of the Board are meaningless without you, Eric, to implement, execute, and you're tireless and responsive and I feel privileged to call you my colleague.

With that, I appreciate, you know, the opportunity to work with you. Eric, as you said, make new friends that I think will be there for life and have the opportunity to continue to be a benefit to the Authority, and the staff, my door is open and I look forward to talking with you in the future.

CHAIR ANDERBERG: Thank you, Lerry. It's truly been an honor.

MEMBER GOETZ: Yeah, thanks for your service, Lerry.

CHAIR ANDERBERG: Thank you.

MEMBER KNOX: With that, I must drop off. I thank you again for your time.

CHAIR ANDERBERG: Thank you, Lerry.

MEMBER NAVA: Bye, Lerry. It's Roxanne.
MEMBER KNOX: Bye, Roxanne.
MEMBER NAVA: As soon as I come, you leave.
MEMBER KNOX: That's true. Bye everyone.
CHAIR ANDERBERG: Thank you, Lerry.
MR. FLETCHER: This is Brad Fletcher. Please let the record reflect that Member Knox has exited the conference by terminating his participation at 9:45 a.m. Thank you.
CHAIR ANDERBERG: Thank you.
EXECUTIVE DIRECTOR MEISTER: Chair Anderberg, this is Chris Meister here at the Authority location. Just one small clarification. The staff and employees of the Authority do not receive a state public pension. There is a Defined Contribution Plan with a match. I did just want to clarify the record on Member Knox's compliments to the staff. Thank you.
CHAIR ANDERBERG: Thank you, Chris. Okay.
Moving on, Committee reports. This is Eric again. Thank you. We turn the Committee reports to Mr. McCoy.

MEMBER McCOY: Thank you, Mr. Chairman. This is Lyle McCoy. The Conduit Financing Committee met earlier this morning and voted unanimously to recommend for approval the following New Business items on today's agenda.

No. 1. Navistar International Corp.

No. 2. Provident Group-UIC Surgery Center LLC.

No. 3. Sarah Bush Lincoln Health Center.

No. 4. The Wolcott School.

No. 5. The SwedishAmerican Hospital.

And finally:

No. 6. Rosalind Franklin University.

CHAIR ANDERBERG: Okay. Thank you. This is Eric again. We will consider New Business Items Number 8, a Resolution for the Election of Vice Chair of the Illinois Finance Authority first.

I would like to request a motion to nominate a Member for the election of Vice Chair of the Authority.

Is there a such a nomination and motion?

MEMBER WRIGHT: This is Jeff Wright. I

move to nominate Mike Goetz as Vice Chair.

MEMBER NAVA: And this is Roxanne Nava. I proudly second that motion.

CHAIR ANDERBERG: Thank you. Will the Assistant Secretary please call the roll?

MR. FLETCHER: This is Brad Fletcher. On the motion by Member Wright and second by Member Nava nominating Mike Goetz as Vice Chair, I will call the roll and ask all Board Members to unmute your lines.

Mr. Fuentes?

MEMBER FUENTES: Yes.

MR. FLETCHER: Mr. Goetz?

MEMBER GOETZ: I abstain as I am the subject of the nomination.

MR. FLETCHER: Thank you, sir.

Mr. Hobert?

MEMBER HOBERT: Yes.

MR. FLETCHER: Ms. Juracek?

MEMBER JURACEK: Yes.

MR. FLETCHER: Mr. Knox? Excuse me.

Mr. McCoy?

MEMBER McCOY: Yes.

MR. FLETCHER: Ms. Nava?

MEMBER NAVA: Absolutely.

MR. FLETCHER: Mr. Obernagel?

MEMBER OBERNAGEL: Yes.

MR. FLETCHER: Mr. O'Brien?

MEMBER O'BRIEN: Yes.

MR. FLETCHER: Mr. Poole?

MEMBER POOLE: Yes.

MR. FLETCHER: Ms. Smoots?

MEMBER SMOOTS: Yes.

MR. FLETCHER: Mr. Wexler?

MEMBER WEXLER: Yes.

MR. FLETCHER: Mr. Wright?

MEMBER WRIGHT: Yes.

MR. FLETCHER: Mr. Zeller?

MEMBER ZELLER: Yes.

MR. FLETCHER: And Chair Anderberg?

CHAIR ANDERBERG: Yes.

MR. FLETCHER: Again, this is Brad Fletcher. Chair Anderberg, the motion carries. Member Goetz has been elected as Vice Chair of the Illinois Finance Authority for the following year.

CHAIR ANDERBERG: Thank you.

MEMBER GOETZ: Thank you all.

CHAIR ANDERBERG: Thank you and

congratulations Mike.

MEMBER GOETZ: Thank you.

CHAIR ANDERBERG: All right.

I'd like to ask for the general consent of Members to consider New Business Items 1 through 7 collectively, and to have the subsequent recorded vote apply to each respective individual New Business item unless there are any specific New Business items that a Member would like to consider separately.

Are there any?

(No response.)

Okay. Mr. Frampton.

MR. FRAMPTON: Thank you, Chair Anderberg. This is Rich Frampton.

At this time, I would like to note that for each Conduit New Business item presented on today's agenda, the Members are considering approval only of the Resolution and the not-to-exceed amount contained therein.

Item 1, Navistar International Corporation.

Item 1 is a Conduit Recovery Zone Facility Revenue Refunding Bonds request.

Staff recommends approval of a one-time Final Bond Resolution for Navistar International Corporation in an amount not-to-exceed $225 million.

Bond proceeds will be used to effectuate a combined $225 million refunding bond issued through the Authority that will refund (1) $135 million of outstanding Series 2010 IFA Recovery Zone Facility Bonds, and (2) $90 million of outstanding Cook County-issued Recovery Zone Facility Bonds. So this Bond issue will enable Navistar to consolidate its tax-exempt bond issues through a single conduit bond issuer.

This financing will retain the existing October 15, 2040, final maturity dates established on the Series 2010 Bonds by both issuers. Additionally, the Bonds will also retain their interest-only bullet maturity structure.

The proposed refunding bonds will convert the refunded bonds from a fixed interest rate (currently -- both bonds are currently bearing a fixed interest rate of 6.75 percent) to a multi-modal structure, thereby enabling Navistar to take advantage of the shorter end of the yield curve for up to multiple year intervals.

The $135 million of IFA 2010 Bonds enabled Navistar to relocate its corporate headquarters from Warrenville to a larger facility in Lisle and to also relocate its Midwest parts distribution facility to a larger location in Joliet.

The $90 million County-issued 2010 Bonds financed capital improvements at Navistar's Melrose Park Campus which includes an engine testing and technical center.

The proposed Series 2020 Refunding Bonds will be underwritten by BofA Securities Inc. and will be rated by Moody's, which currently assigns a single B-range rating to Navistar's senior unsecured debt.

Because of Navistar's current single B-range rating, the Series 2020 Bonds will be sold in minimum denominations of $100,000 to Qualified Institutional Buyers consistent with IFA Bond Handbook requirements. Accordingly, no policy exceptions will be necessary. The outstanding Series 2010 Bonds were originally sold in minimum denominations of $100,000 consistent with IFA

Handbook requirements.

Navistar is current on all its payments with respect to both the IFA and Cook County Series 2010 Bonds.

The proposed refinancing will enable the Authority to help Navistar reduce its ongoing interest expense, thereby helping the Company reduce its fixed costs.

One other matter to note: In an exception to general IFA Policy, due to Navistar's status as a public company that is subject to more rigorous SEC regulation and disclosure than applicable to our 501(c)(3) not-for-profit or local government borrowers, we authorized a policy exception for Navistar, which enabled them to mail and post their Preliminary Offering Memorandum publicly at munios.com last Friday. That is on Friday, July the 10th.

With this Navistar financing, IFA again has the opportunity to provide financing to one of Illinois' legacy original equipment manufacturers and one of the State's most prominent private sector employers. Navistar currently employs approximately 2,761 full-time employees at its various facilities throughout the state.

Does any Member have any questions or comments?

CHAIR ANDERBERG: Brad, this is Eric. I just want to thank Navistar for coming back to the Authority and glad to see they're dedicated in staying -- keeping people working in the State of Illinois.

MR. FRAMPTON: Yes. And with that, I would note we have guests both from Navistar and BofA Securities who would like to make a few brief comments. And with that, I will hand things over to Bill McMenamin, who is Treasurer at Navistar, and Tony Aiello, who is Assistant Treasurer with Navistar.

MR. MCMENAMIN: Hey, thank you. This is Bill McMenamin from Navistar. We appreciate the Authority's support for this important transaction. Thanks. Thanks so much.

MR. FRAMPTON: And additionally, Lawrence Tonomura and John Emerson from BofA Securities would also like to make a brief comment.

MR. TONOMURA: John, do you want to make your statement first?

MR. EMERSON: Yes, I do. Good morning, everyone. This is John Emerson from BofA, and we have had the privilege to work with the IFA on many transactions over the years and cannot speak highly enough about the team. In particular, I wanted to highlight and thank Rich Frampton for all of his support. He's been an absolute professional and guided us through every step of this process, and we would not be in the position we are today without Rich. So I wanted to thank Rich, I wanted to thank the Board, and we're looking forward to this transaction and future transactions with the IFA.

MR. TONOMURA: And to the IFA Board, this is Lawrence Tonomura, Bank of America, and I, too -- you know, the most important comment, working with the Illinois Finance Authority -- and we work with many authorities throughout the United States -- we continue to see the IFA as elite, not just in terms of service, but the ability to work through all of the nuances of a transaction. Rich Frampton in particular -- Rich and I have been working together for well over 15 years, and it is -- you know, it's the fact that he speaks our language. He understands the challenges and then helps us to navigate in terms of meeting protocol and meeting requirements for the IFA; and in the end, it makes our transactions easy to organize and it's been a pleasure, Rich, for all these years. Thank you so much for the service you provide for the investment banking community.

MR. FRAMPTON: Thanks, Lawrence.

MR. AIELLO: And this is Tony Aiello from Navistar, the Assistant Treasurer. I'll just say that I was involved in this transaction back in 2010, working with Rich and the entire Committee. It was a very smooth process back then, and we appreciated your support at the time, and once again, we appreciate your support for this refunding. Thank you.

MR. FRAMPTON: Thanks, Tony.

Okay. With that, I will move on to Item 2, Provident Group-UIC Surgery Center LLC.

Item 2 is a Conduit 501(c)(3) Bond request. Staff requests approval of a Final Bond Resolution for Provident Group-UIC Surgery Center LLC in an amount not-to-exceed to $170 million of Lease Revenue Bonds. This project is being presented for a one-time consideration.

Bond Proceeds will be used by the Borrower to finance the costs of designing, developing, constructing, and equipping a new six-story, approximately 200,000-square foot Ambulatory Surgery Center and Specialty Clinics Project at the UIC Hospitals and Clinics Campus.

The project will be located at the southeast corner of West Taylor Street and South Wood Street in the Illinois Medical District and immediately south of the University's 462-bed hospital facility, to which this new surgery center facility will be connected by a multi-story skywalk.

As presently contemplated, the Series 2020 Bonds will be publicly offered by an underwriting team comprised of Mesirow Financial Inc. as Senior Manager and minority-owned Cabrera Capital Markets LLC serving as Co-Manager.

Although the Bond Resolution authorizes a maximum 40-year final maturity date from the date of issuance, it is anticipated at this time that the Bonds will have a 35-year final maturity date.

The Working Group anticipates the Bonds will be assigned investment grade ratings by one or more of Moody's or S&P, bear an interest at a fixed interest rate, and feature approximately level debt service payments over 33 years following an approximately two-year, interest-only construction financing period. These terms, of course, may be modified up to the maximum parameters that are set forth in the Bond Resolution, if deemed necessary or desirable by the borrower.

From among those responding to the University's request for proposal for concession, project number BW11119 for the financing and development of the Project pursuant to 53 -- Section 53-25 of the Illinois Procurement Code, the University selected the Proposal submitted by Ankura Health Care Real Estate and Provident Resources Group. Ankura was selected as developer, while Provident was selected as the project owner, and the University provided an award notice that was published on November 13, 2019, that announced the joint selection of Ankura as developer and Provident as project owner.

Additionally, Provident was engaged as the project owner for the most recent Illinois Finance Authority P3 financing that was undertaken on behalf of the University of Illinois system in May of 2019. Those Bonds were also financed pursuant to the ground lease and sublease structure authorized pursuant to Section 53-25 of the Procurement Code. The 2019 Bonds, although secured by surplus revenues of the University, rather than the University's Health Services Facilities System, that will be the budgeted source of revenues for the sublease payments on the 2020 Bonds, the 2019 Bonds were rated A1 by Moody's, which is equivalent to an A+ rating from the other rating agencies.

Details regarding the University's procurement are described on pages 8 and 9 of the report, while the roster of participants on the development and financing team for this project are identified on pages 14 and 15 of the report.

As presently contemplated, the Series 2020 Project Bonds are expected to close in August. Overall, this will be the 9th public P3 financing that IFA and predecessors have undertaken for the ultimate behalf of Illinois public universities and this will be the third for the University of Illinois system since December of 2017.

Does any Member have any questions or

comments?

(No response.)

Okay. Hearing none, let's move on to Item 3, Sarah Bush Lincoln Health Center

Item 3 is a 501(c)(3) Revenue Bond request. Staff requests approval of a one-time Final Bond Resolution for Sarah Bush Lincoln Health Center in an amount not-to-exceed $28.5 million.

Bond proceeds will be loaned to Sarah Bush Lincoln Health Center, an Illinois not-for-profit corporation, in order to refund all or a portion of its Series 2015 Bonds and to pay a portion of the costs of issuing the Series 2020 Bonds and refunding the Series 2015 Bonds. The proposed Series 2020 Bonds will be purchased directly by JPMorgan Chase Bank National Association.

Does any Member have any questions or comments?

(No response.)

Hearing none, next we'll move on to the Conduit Financing Resolutions and Item 4 for Wolcott School.

Item 4 is a Resolution relating to

the Series 2012 Bond previously issued by the Authority on behalf of Wolcott School, which is currently doing business as Wolcott College Preparatory High School. Approval of this Resolution will provide consent to changes as agreed by the Borrower and Fifth Third Bank National Association concerning the Series 2012 Bond.

Specifically, the Borrower and the Bank desire to decrease the effective interest rate borne on the Series 2012 Bond and extend the initial term by approximately three years to June 15, 2025. Additionally, the final maturity date will be extended by approximately 17 years to June 15, 2037, reflecting the 25-year amortization from the initial dated date of the Series 2012 bond.

This Resolution authorizes the execution and delivery of a First Amendment to the Bond and Loan Agreement and approves related documents to effectuate these changes on the reissued Series 2012 bond.

Does any Member have any questions or comments?

(No response.)

Okay. Next, Item 5, SwedishAmerican

Hospital.

Item 5 is a Resolution relating to the Series 2010A and Series 2010B Bonds (together the Series 2010 Bonds) previously issued by the Authority on behalf of the SwedishAmerican Hospital. The Borrower and Illinois Bank & Trust as holder of the Series 2010 Bonds desire to amend the Amended and Restated Loan Agreement so that the debt service coverage ratio covenant is consistent with the debt service coverage ratio covenant in the Borrower's current Master Trust Indenture.

This Resolution authorizes the execution and delivery of an amendment to the Amended and Restated Loan Agreement and approves related documents to effectuate these changes to the Series 2010 Bonds.

Does any Member have any questions or comments?

(No response.)

Next is Item 6, Rosalind Franklin University.

Item 6 is a Resolution relating to the taxable Series 2017D Bonds previously issued by the Authority to partially finance a project consisting of a research building and associated parking facilities located on the campus of Rosalind Franklin University of Medicine and Science in North Chicago, Illinois. In 2018 to implement a new markets tax credit structure TUFF RFUMS 1 LLC, the Borrower of the taxable bond proceeds, loaned a portion of the proceeds to RFU LLC pursuant to a Subloan Agreement.

Due to the successful early completion of the project, payments under a lease with Rosalind Franklin University began while capitalized interest was still available to pay the Bonds resulting in excess funds going to the Borrower.

The Borrower now desires to loan a portion of the excess funds to RFU LLC under the Subloan Agreement and the parties desire to amend the Subloan Agreement to increase the principal amount of the loan and to decrease the interest rate without changing the monthly amounts due.

The parties seek the Authority's consent to the amendments as required by the Subloan Agreement. The proposed amendments to the Subloan Agreement will not impact the amount of debt service to be received by Bondholders or affect the rights of Bondholders.

Please note that the Resolution sent to your attention via email supersedes the Resolution for Item 6 in the Board Book.

Does any Member have any questions or comments?

(No response.)

Okay. Next, we will move on to the Governance Resolutions.

Item 7 is a Resolution confirming and ratifying actions previously taken in connection with the last two regular meetings of the Authority.

Both of these meetings were held with Members participating via audio conference based upon the suspension of certain provisions of the Opening Meetings Act relating to in-person attendance by Members of a public body, such as the Authority, that were included in certain Executive Orders of the Governor.

The Executive Orders or parts thereof have been challenged by various entities in both Illinois and federal courts, resulting in conflicting rulings. In order to avoid any potential issues, this Resolution confirms and ratifies all actions taken by the Members, officers, employees, and staff of the Authority in connection with those meetings. This July meeting is being held in compliance with the Illinois Open Meetings Act, including amendments relating to in-person attendance that became effective on June 12, 2020, and not on any authority granted in the Executive Orders.

Does any Member have any questions or comments?

(No response.)

CHAIR ANDERBERG: Thank you, Rich. This is Eric again. I would like to request a motion to pass and adopt the following New Business items: Items 1, 2, 3, 4, 5, 6, and 7. Is there such a motion?

MEMBER HOBERT: This is Will Hobert. So moved.

MEMBER McCOY: This is Lyle McCoy. Second.

CHAIR ANDERBERG: Thank you. This is Eric. Will the Assistant Secretary please call the roll?

MR. FLETCHER: This is Brad Fletcher, on the motion by Member Hobert, second by Member McCoy, I will call the roll. I ask that all Members unmute their lines.

Mr. Fuentes?

MEMBER FUENTES: Yes.

MR. FLETCHER: Mr. Goetz?

MEMBER GOETZ: Yes.

MR. FLETCHER: Mr. Hobert?

MEMBER HOBERT: Yes.

MR. FLETCHER: Ms. Juracek?

MEMBER JURACEK: Yes.

MR. FLETCHER: Mr. McCoy?

MEMBER McCOY: Yes.

MR. FLETCHER: Ms. Nava?

MEMBER NAVA: Yes.

MR. FLETCHER: Mr. Obernagel?

MEMBER OBERNAGEL: Yes.

MR. FLETCHER: Mr. O'Brien?

MEMBER O'BRIEN: Yes.

MR. FLETCHER: Mr. Poole?

MEMBER POOLE: Yes.

MR. FLETCHER: Ms. Smoots?

MEMBER SMOOTS: Yes.

MR. FLETCHER: Mr. Wexler?
MEMBER WEXLER: Yes.
MR. FLETCHER: Mr. Wright?
MEMBER WRIGHT: Yes.
MR. FLETCHER: Mr. Zeller?
MEMBER ZELLER: Yes.
MR. FLETCHER: And Chair Anderberg?
CHAIR ANDERBERG: Yes.
MR. FLETCHER: Again, this is Brad Fletcher. Chair Anderberg, the motion carries.
CHAIR ANDERBERG: Thank you.
Jacob.
MR. STUCKEY: Hi, Good morning. This is Jacob Stuckey. Item 9 is a subject matter only update on Public Act 101-0610, which consolidated the investment and management functions of locally controlled first responder public pension funds and created the Police Officers Pension Investment Fund and the Firefighters Pension Investment Fund.
At our February 11, 2020, meeting the Authority adopted two Resolutions approving loans up to $7.5 million to each of the Funds. Since February, the Authority has executed agreements with the funds and has made periodic loan distributions

to each of the funds under these agreements.

On page 2 of the updates, you will find the distribution dates, the amounts, and the Authority sources of the distributions. To date, the Authority has made three distributions to the Illinois Firefighters Pension Investment Fund for a total of $410,000 from the Authority's Industrial Revenue Bond Insurance Fund and the Illinois Housing Partnership Fund. The Authority has also made one distribution to the Illinois Police Officers Pension Investment Fund for a total of $200,000 from the Illinois Housing Partnership Funds.

Since earlier this year, I have been the primary lead on the project. We have asked Charles Myart to take over as primary lead going forward. I also want to add that the Authority is proud to be in the position to assist in this overall effort and great project.

Does anyone have any questions?

(No response.)

CHAIR ANDERBERG: Thank you, Jacob.

Mr. Moss.

MR. MOSS: Thank you, Mr. Chairman. This is Michael Moss. I am the Associate General Counsel for the Authority. And Item 10 is a status update and notice regarding the Pilot Deferred Action for Childhood Arrivals Medical School loan program. DACA status was established by Presidential Memorandum in 2012. The Department of Homeland Security attempted to rescind the status in 2017, but a recent United States Supreme Court opinion vacated the rescission on technical grounds, though the executive branch may repair the procedural errors and attempt to rescind the DACA status again.

In 2013, July of 2013, the Illinois Finance Authority created a pilot loan program under which the Authority made loans from its own funds for the purpose of financing tuition and fees to students with federal DACA status enrolled in participating medical or dental schools in Illinois. To date, the Authority has provided over $2.9 million in loans for three cohorts of DACA Borrowers totaling 15 students at Loyola University's Stritch Medical School.

A DACA borrower from the first cohort recently asked to modify the terms of his loan documents and defer his loan payments for an additional one-year period to provide time to match to a residency program.

Following extensive due diligence with the Borrower and in close collaboration with a representative of Stritch, Authority staff has determined that the DACA student has a reasonable and credible plan to obtain a medical residency match over the coming cycle. Additionally, the Borrower asks that the Authority allow emergency medicine as a specialty to meet his service obligation. The Executive Director intends to grant this DACA Borrower's two requests and modify the loan documents accordingly.

Does any Member have any questions or comments?

CHAIR ANDERBERG: Thank you.

MEMBER NAVA: This is Roxanne, and I just want to thank Chris Meister for, you know, providing such modification. Thank you.

EXECUTIVE DIRECTOR MEISTER: You're welcome, Member Nava. We appreciate your support.

CHAIR ANDERBERG: Okay. Thank you.

Ms. Bonnett.

MS. BONNETT: Good morning, Mr. Chair and Members of the Board. This is Lisa Bonnett. Item

11 is a status update on the sustainable financing addressing Climate Change Transformation Initiative. This morning I want to highlight the June 30, 2020 report by the Federal House Select Committee on the Climate Crisis entitled Solving the Climate Crisis: The Congressional Action Plan for a Clean Energy Economy and a Healthy, Resilient, and Just America, which is also the subject of an editorial in today's Sun-Times.

In reading the House report, it was immediately apparent that the goals in climate change litigation actions identified in the report are very much in alignment with the focus of our Transformation Initiative, which was unveiled at our February Board meeting. The Authority's focus, accomplishments, and future opportunities are echoed in the House report, which outlines goals under 12 pillars, that, when achieved, will set the country on a path to significantly reduce these greenhouse gases and building a strong, resilient economy.

The Report's pillars that are directly applicable to the Authority's statutory mission and financing tools includes goals promoting energy efficiency and renewable energy, investing in water infrastructure to provide clean water and prevent catastrophic flooding, improving public health infrastructure, making communities more resilient, investing in agriculture for climate solutions, and protecting and restoring our land, water, and wildlife resources.

The Authority's new PACE product, which promotes energy efficiency and water conservation in commercial and multi-family residential buildings, is playing a key role in addressing climate change. The electricity sector accounts for 27 percent of greenhouse gas emissions in the United States and buildings account for 40 percent of the U.S. energy usage.

State leadership and energy efficiency policies have been critical to the transition to clean energy and are essential to mitigating the impact of climate change as it flattens energy use and demand and is the most cost-effective option for reducing pollution.

The State Revolving Fund, or Illinois Clean Water Initiative, also provides low cost financing to repair and upgrade Illinois' wastewater and drinking water infrastructure, is also highlighted in the report, and is identified as a key program for addressing climate change.

The Series 2019 Green Bonds branded this Authority as expanding our prioritization of environmental, social, and government-related project financing.

The Authority's Conduit Borrowers are also playing a role in reducing greenhouse gas emissions and addressing climate change. As an example, the Conduit Borrower's integrating actions consistent with the House report's goals and their organizational strategy include American Water Capital Corporation whose investments to upgrade water utilities make water treatment processes more efficient and helps to make communities more resilient and sustainable.

Another example is Waste Management Corporation that is investing in the conversion of methane gas to renewable energy that is powering its collection trucks, which is also reducing our dependence on gas production and has the added benefit of providing cleaner air emissions in our residential neighborhoods. Methane gas is a significantly more potent greenhouse gas than carbon dioxide emitted from the power sector.

And another great example on today's agenda is Navistar International Corporation. This testing facility in Melrose Park is, itself, the repurposing of a former manufacturing facility, and the company has established a goal of reducing energy consumption at its manufacturing facility by 4 percent annually. Navistar is also playing a key role in developing electric engine technology for mid-sized trucks.

Our review of the House report and other publications on sustainable financing and mitigating the impact of climate change is validating the Authority's priorities and commitment of resources in this area. Collectively, federal, state, and local leaders have the opportunity to bring solutions to climate change that also offer an opportunity to propel the economy forward and to provide a pathway to good paying jobs that will help Illinois rebound from the pandemic and economic crisis.

Does any Member have any questions or comments?

(No response.)

CHAIR ANDERBERG: Thank you, Lisa.

Mr. Stuckey.

MR. STUCKEY: Hi, good morning. This is Jacob Stuckey again. Item 12 is a subject matter only and covers the Authority's statutory mandates to produce an annual report, which includes the financial statements of the Authority's operations and its assets and liabilities. To fulfill this annual statutory reporting mandate, the Authority intends to file the Authority's financial audit for the year ending June 30, 2019, the Authority's compliance examination for the two years ending June 30, 2019, and pages 71 through 111 of the Illinois Comptroller's Bonded Indebtedness and Long-Term Obligations Fiscal Year 2019 Report.

The Authority expects to complete its Fiscal Year 2020 financial audit in spring of 2021. At that time, the Authority will file its Fiscal Year 2020 report.

Does anyone have any questions?

(No response.)

CHAIR ANDERBERG: Thank you, Jacob.

Chris.

EXECUTIVE DIRECTOR MEISTER: Thank you,

Mr. Chair. This serves as written notice under Illinois Finance Authority Resolution number 2019-0409-GP12 from back in April of 2019. I will be absent on vacation and largely unreachable between July 25, 2020, through August 9, 2020. I will delegate certain powers, primarily signatory powers, to Jacob Stuckey, our Deputy Executive Director for the duration of this period. I'll take any questions.

(No response.)

Thank you.

CHAIR ANDERBERG: Thank you, Chris. This is Eric again.

Six, will you please present the financial report.

MS. GRANDA: Thank you, Mr. Chairman. This is Ximena Granda. I will be presenting the General Operating Fund financial information as of June 30, 2020. The financial reports at this point are preliminary and are subject to change.

In June, the Authority recorded operating revenue of $141,000, which is lower than our budgeted amount of $317,000. This brings our total annual operating revenue to $3.3 million which is $524,000 or 13.7 percent lower than budget. This is primarily due to less than expected closing fees and income on interest on loans. Our non-operating revenue for June was $26,000, which is lower than our monthly budgeted amount of $83,000. This brings our total annual non-operating revenues to $1.2 million, which is $185,000 higher than budget. This is primarily due to the valuation of the investments.

In June, the Authority recorded closing fees of $80,000, which was lower than the monthly budgeted amount of $218,000.

Our total annual expenses of $4.5 million were $345,000 or 7.2 percent lower than budget, which was mostly driven by below budget spending on employee-related expenses and general and administrative expenses.

In June, the Authority recorded operating expenses of $621,000, which was higher than the monthly budgeted amount of $400,000. The increase in June operating expenses is primarily due to the receipt of the annual invoice for the Fiscal Year 2019 Financial Audit and the two-year Compliance Examination in the amount of $276,822.

Going forward, the Authority will be accruing for Audit Expense on a monthly basis in order to manage budget expectations more efficiently.

In June, we had a net loss of $455,000, which brings down our total annual net income to $6,000.

The Authority's General Operating Fund continues to maintain a strong balance sheet, with total net position of $59.7 million and total assets of $60.4 million.

Now, moving on to Audit. The financial audit remains at an early stage as the Authority staff continues to provide various documents to the external auditors upon their request while working remotely.

On June 30, 2020, the Authority received a draft of the Revenues, Receivables, and Receipts Audit and the Transformation Audit. The Authority is reviewing these two audits and we do have a -- we have scheduled an exit conference call later this afternoon to discuss this audit. Once these audits are in final form, it will be provided to the Board.

Are there any questions?
(No response.)
Thank you, Mr. Chairman.
CHAIR ANDERBERG: Thank you, Six.
No questions, so I would like to request a motion to accept the Financial Reports. Is there such a motion?
MEMBER NAVA: This is Roxanne Nava. So moved.
MEMBER FUENTES: This is Jim Fuentes. Second.
CHAIR ANDERBERG: Thank you. This is Eric again. Will the Assistant Secretary please call the roll?
MR. FLETCHER: This is Brad Fletcher. On the motion by Member Nava and second by Member Fuentes, I will call the roll. I ask that all Board Members please unmute your lines.
Mr. Fuentes?
MEMBER FUENTES: Yes.
MR. FLETCHER: Mr. Goetz?
MEMBER GOETZ: Yes.
MR. FLETCHER: Mr. Hobert?
MEMBER HOBERT: Yes.

MR. FLETCHER: Ms. Juracek?
MEMBER JURACEK: Yes.
MR. FLETCHER: Mr. McCoy?
MEMBER McCOY: Yes.
MR. FLETCHER: Ms. Nava?
MEMBER NAVA: Yes.
MR. FLETCHER: Mr. Obernagel?
MEMBER OBERNAGEL: Yes.
MR. FLETCHER: Mr. O'Brien?
MEMBER O'BRIEN: Yes.
MR. FLETCHER: Mr. Poole?
MEMBER POOLE: Yes.
MR. FLETCHER: Ms. Smoots?
MEMBER SMOOTS: Yes.
MR. FLETCHER: Mr. Wexler?
MEMBER WEXLER: Yes.
MR. FLETCHER: Mr. Wright?
MEMBER WRIGHT: Yes.
MR. FLETCHER: Mr. Zeller?
MEMBER ZELLER: Yes.
MR. FLETCHER: And Chair Anderberg?
CHAIR ANDERBERG: Yes.
MR. FLETCHER: Again, this is Brad Fletcher. Mr. Chairman, the motion carries.

CHAIR ANDERBERG: Thank you, Brad.
Mr. Holloway, monthly procurement.
MR. HOLLOWAY: Yes. Thanks, Mr. Chairman. This is Craig Holloway. The contracts listed in the July Procurement Report are to support the Authority operations. The report also includes expiring contracts through December of 2020. The Authority is extending its investment manager contract with MainStreet Advisors, formerly ClearArc Capital, through July 31, 2021. Thank you.
CHAIR ANDERBERG: Thank you. Does anyone wish to make any additions, edits, or corrections to the minutes from June 9?
(No response.)
Hearing none, I would like to request a motion to approve the minutes. Is there such a motion?
MEMBER SMOOTS: This is Beth Smoots. So moved.
MEMBER WRIGHT: This is Jeffrey Wright. Second.
CHAIR ANDERBERG: This is Eric again. Will the Assistant Secretary please call the roll?
MR. FLETCHER: This is Brad Fletcher. On

the motion by Member Smoots, and second by Member Wright, I will call the roll.

Mr. Fuentes?

MEMBER FUENTES: Yes.

MR. FLETCHER: Mr. Goetz?

MEMBER GOETZ: Yes.

MR. FLETCHER: Excuse me. Mr. Hobert?

MEMBER HOBERT: Yes.

MR. FLETCHER: Ms. Juracek?

MEMBER JURACEK: Yes.

MR. FLETCHER: Mr. McCoy?

MEMBER McCOY: Yes.

MR. FLETCHER: Ms. Nava?

MEMBER NAVA: Yes.

MR. FLETCHER: Mr. Obernagel?

MEMBER OBERNAGEL: Yes.

MR. FLETCHER: Mr. O'Brien?

MEMBER O'BRIEN: Yes.

MR. FLETCHER: Mr. Poole?

MEMBER POOLE: Yes.

MR. FLETCHER: Ms. Smoots?

MEMBER SMOOTS: Yes.

MR. FLETCHER: Mr. Wexler?

MEMBER WEXLER: Yes.

MR. FLETCHER: Mr. Wright?

MEMBER WRIGHT: Yes.

MR. FLETCHER: Mr. Zeller?

MEMBER ZELLER: Yes.

MR. FLETCHER: And Chair Anderberg?

CHAIR ANDERBERG: Yes.

MR. FLETCHER: Again, this is Brad Fletcher. Mr. Chairman, the motion carries.

CHAIR ANDERBERG: Thank you, Brad.

Elizabeth.

MS. WEBER: Yes. Good morning, Chair Anderberg and Members. This is Elizabeth Weber, General Counsel to the Authority.

I am here to introduce consideration and action regarding whether to open Closed Session Minutes from September 11, 2018; June 11, 2019; and October 8, 2019. The Open Meetings Act requires a periodic review of Closed Session Minutes to determine whether to open these minutes or to keep them closed until the next periodic review.

Copies of these minutes were emailed to you previously. Each of these closed sessions involved discussion of litigation involving the Authority. The litigation discussed remains ongoing. Accordingly, if no Member wishes to discuss the minutes, I recommend voting now to keep the minutes closed until the next periodic review without discussing in closed session today.

However, if there is a desire for discussion, I recommend deferring that discussion to agenda Item 12, Closed Session, and taking a vote on the minutes afterward.

Chair Anderberg?

CHAIR ANDERBERG: Thank you, Elizabeth. Does any Member desire to go into closed session to discuss the Closed Session Minutes described by General Counsel Weber?

(No response.)

Hearing none, I would like to request a motion to keep the minutes from September 11, 2018; June 11, 2019; and October 8, 2019 closed until the next periodic review required by the Open Meetings Act. Is there such a motion?

MEMBER SMOOTS: This is Beth Smoots. I will make that motion.

CHAIR ANDERBERG: Thank you, Beth. Is there a second?

MEMBER OBERNAGEL: Obernagel, second.

CHAIR ANDERBERG: Thank you, George. This is Eric again. Will the Assistant Secretary please call the roll?

MR. FLETCHER: This is Brad Fletcher. On the motion by Member Smoots and second by Member Obernagel, I will call the roll and ask all Board Members to please unmute your lines.

Mr. Fuentes?

MEMBER FUENTES: Yes.

MR. FLETCHER: Mr. Goetz?

MEMBER GOETZ: Yes.

MR. FLETCHER: Mr. Hobert?

MEMBER HOBERT: Yes.

MR. FLETCHER: Ms. Juracek?

MEMBER JURACEK: Yes.

MR. FLETCHER: Mr. McCoy?

MEMBER McCOY: Yes.

MR. FLETCHER: Ms. Nava?

MEMBER NAVA: Yes.

MR. FLETCHER: Mr. Obernagel?

MEMBER OBERNAGEL: Yes.

MR. FLETCHER: Mr. O'Brien?

MEMBER O'BRIEN: Yes.

MR. FLETCHER: Mr. Poole?

MEMBER POOLE: Yes.

MR. FLETCHER: Ms. Smoots?

MEMBER SMOOTS: Yes.

MR. FLETCHER: Mr. Wexler? Randy? Mr. Wexler?

Okay. He's not here, Mr. Wexler.

Mr. Wright?

MEMBER WEXLER: I'm sorry. Sorry. Yes.

MR. FLETCHER: Okay. Thank you, Randy.

Mr. Wright?

MEMBER WRIGHT: Yes.

MR. FLETCHER: Mr. Zeller?

MEMBER ZELLER: Yes.

MR. FLETCHER: And Chair Anderberg?

CHAIR ANDERBERG: Yes.

MR. FLETCHER: Again, this is Brad Fletcher. Chair Anderberg, the motion carries.

CHAIR ANDERBERG: Thank you. Brad.

Is there any other business to come before the Members today?

(No response.)

Okay. If there's no other business to come before the Authority, I'd like to ask my colleagues to allow me a brief moment of personal privilege.

Tomorrow, July 15, effective 5:00 p.m., I am going to tender my resignation to Governor Pritzker as Member and Chair of the Authority. It has been my true honor, privilege, and pleasure to serve both as your colleague and your Chair. And to the staff and our colleagues -- and my colleagues, I'm deeply grateful to you for your work ethic, professionalism, impact, diligence, and effectiveness.

I would like to thank Governor Pritzker for the opportunity to continue to serve Illinois since January '19. The fact that I am on holdover status makes this opportunity with the Authority all the more meaningful to me.

I'd also like to thank former Governor Rauner for both the appointment as an Authority Member at the end of July of '15, and then as both a Member and Chair since April '17, nearly five years. It doesn't seem possible.

But I would also like to thank our Former Chairman Rob Funderburg who first raised the idea of Authority service with me. Rob also provided me with a great quote that I have used to guide me during my volunteer service with the Authority and that is: "Bears, Packers, I don't care. Just leave your jerseys at the door."

As an Authority Member and Chair, Staff advised me that since July '15, the Authority has issued approximately 64 Conduit Bond issues with an appropriate dollar par value of nearly $7.2 billion. Those are some big numbers and big impact in jobs, investment, health care, culture, agriculture, industry and overall quality of life for all the people of Illinois. They're also humbling numbers, and as we learn in life, no one accomplishes anything of value alone and working together, Members, staff, borrowers, the transaction participants, bankers, lawyers, financial advisors, trustees, and those who buy the Authority Conduit Bonds, investors, institutions, banks, working together, we move our state forward, retain and create jobs, and improve the quality of life for all the residents of Illinois.

Brief highlights, we worked together during some dark and challenging times in late '17 when the Congress was -- the United States Congress was threatening to eliminate Conduit financing, and

I'm glad that the current talk in Congress now is to expand and modernize Conduit Bonds. I think Chris and the staff, their lobbying had an impact there. Including a passion -- and also let's talk about a passion of mine is American manufacturing, and I hope that Congress makes the right call on the Conduit Bonds. And I'll be there to help.

Starting in March of this year, I have been really proud to work with all of you through our current dark and challenging moment of COVID-19. Everyone, the Members, staff, borrowers, lenders, professionals, have stepped up to keep the business of the Authority moving forward. Given the work and impact of the Authority, our tools will be more important in the future.

I'm also proud to have been involved in the State Revolving Fund. I had the opportunity to go out and witness that in New York and learned a lot about the discipline of the capital markets and how that works.

And finally, I'm glad the Authority continued to move forward with the Transformation Initiative we launched in February of '17. Since then, collectively, we have expanded our product offerings with the Property Assessed Clean Energy Bonds and our work to assist with the consolidation in the investment functions of local first responder and public investment funds; improved and expanded the scope and depth of our talent -- talented and committed staff, including both segregation of duties, redundancy, succession, retention, and that represents the broad diversity of our state.

Also I worked to improve -- we also worked to improve transparency and accountability including both our internal and external audit functions. I hope that my successors will continue with the Transformation Initiative.

I am also grateful to all of you, my colleagues and staff, for the opportunity to serve. Given my experience, I know that Governor Pritzker will leave the Authority and all those who rely on our services in excellent hands, and I do know the successor and I'm extremely pleased, at ease, and happy with who he has chosen.

So on a personal -- a few personal notes, I just again want to thank both Governor Rauner and Pritzker for allowing me to serve. Didn't know any of you before this, and I think I have gained a lot of friends for life, and I'm truly grateful for that. And I would like to invite anyone who is going to be in the Rockford area to contact me. I would love to give you a facility tour of our place and a lunch on my treat, and my wife and I are always -- if you're going to stay in Rockford for a little while, my wife and I are always looking for an extra babysitter.

And to Chris Meister, terrific friend, professional, and he is the Authority. He is the Illinois Finance Authority.

Thank you.

MEMBER GOETZ: Thank you, Eric. This is Mike. Thank you.

MEMBER O'BRIEN: This is Terry O'Brien. I would like to say a few words. Eric, you have been a true professional during your tenure, not only on the Board but also as Chairman. I think the entire Board as well as the State of Illinois are forever grateful for the time, effort, and hard work you have put in. You're a true professional and the manner in which you conducted the business of the Board has been professional. I would hope, and I am sure everybody would agree with me, that your future is blessed with good, health, happiness, and prosperity and we wish you the best of luck.

CHAIR ANDERBERG: Thank you, Terry.

MEMBER GOETZ: I'll second that motion.

(A chorus of "hear, hear.")

CHAIR ANDERBERG: Thank you. I hope our paths all cross again, sincerely.

MR. ZELLER: Thank you for all you've done, Eric.

CHAIR ANDERBERG: Thank you, Brad.

Is there any other business to come before the Members?

(No response.)

I'd like to request a motion to excuse the absences of Members unable to participate today. Is there such a motion?

MEMBER GOETZ: This is Mike Goetz. So moved.

MEMBER JURACEK: Arlene Juracek. Second.

CHAIR ANDERBERG: This is Eric. Will the Assistant Secretary please call the roll?

MR. FLETCHER: Certainly. This is Brad Fletcher. On the motion by Vice Chair Goetz and second by Member Juracek, I will call the roll to excuse the absence of Member Knox.

Mr. Fuentes?

MEMBER FUENTES: Yes.

MR. FLETCHER: Mr. Goetz?

MEMBER GOETZ: Yes.

MR. FLETCHER: Mr. Hobert?

MEMBER HOBERT: Yes.

MR. FLETCHER: Ms. Juracek?

MEMBER JURACEK: Yes.

MR. FLETCHER: Mr. McCoy?

MEMBER McCOY: Yes.

MR. FLETCHER: Ms. Nava?

MEMBER NAVA: Yes.

MR. FLETCHER: Mr. Obernagel?

MEMBER OBERNAGEL: Yes.

MR. FLETCHER: Mr. O'Brien?

MEMBER O'BRIEN: Yes.

MR. FLETCHER: Mr. Poole?

MEMBER POOLE: Yes.

MR. FLETCHER: Ms. Smoots?

MEMBER SMOOTS: Yes.

MR. FLETCHER: Mr. Wexler?

MEMBER WEXLER: Yes.

MR. FLETCHER: Mr. Wright?

MEMBER WRIGHT: Yes.

MR. FLETCHER: Mr. Zeller?

MEMBER ZELLER: Yes.

MR. FLETCHER: And Chair Anderberg?

CHAIR ANDERBERG: Yes.

MR. FLETCHER: Again, this is Brad Fletcher. Mr. Chairman, the motion carries.

CHAIR ANDERBERG: Thank you, Brad. The next regularly scheduled meeting will be August 11, 2020. I would like request a motion to adjourn.

Additionally, when responding to the roll call for this motion -- for this motion, I would like to ask each member to confirm that they were able to hear the participants, discussions, and testimony of this proceeding. Is there such a motion?

MEMBER POOLE: Yes, Mr. Chairman. Roger Poole. So moved.

CHAIR ANDERBERG: Thank you.

MEMBER WEXLER: This is Randy Wexler. Randy Wexler. Second.

CHAIR ANDERBERG: Thank you, Randy. This is Eric. Will the Assistant Secretary please call the roll?

MR. FLETCHER: Certainly. This is Brad Fletcher. On the motion by Member Poole and second by Member Wexler, I will call the roll.

Mr. Fuentes?

MEMBER FUENTES: Aye, and I confirm that I could hear all participants, discussion, and testimony.

MR. FLETCHER: Mr. Goetz?

MEMBER GOETZ: Yes, and I confirm that I could hear all participants, discussion, and testimony.

MR. FLETCHER: Mr. Hobert? Will Hobert?

MEMBER HOBERT: Yes. Aye, and I confirm that I could hear all participants, discussion, and testimony.

MR. FLETCHER: Thank you, sir.

Ms. Juracek?

MEMBER JURACEK: Yes, and I confirm I could hear all participants, discussion, and testimony.

MR. FLETCHER: Thank you, Mayor.

Mr. McCoy?

MEMBER McCOY: Aye, and I confirm that I could hear all participants, discussion, and testimony.

MR. FLETCHER: Thank you.

Ms. Nava?

MEMBER NAVA: Aye, and I confirm that I could hear all participants, discussion, and testimony. Thank you.

MR. FLETCHER: Mr. Obernagel?

MEMBER OBERNAGEL: Yeah, I confirm that I could hear all participants, discussion, and testimony.

MR. FLETCHER: Thank you.

Mr. O'Brien?

MEMBER O'BRIEN: Yes. I also confirm that I was able to hear participants, discussion, and testimony of this proceeding.

MR. FLETCHER: Thank you, sir.

Mr. Poole?

MEMBER POOLE: Aye, and I confirm that I could hear all participants, discussions, and testimony.

MR. FLETCHER: Thank you.

Ms. Smoots?

MEMBER SMOOTS: Aye, and I confirm that I could hear all participants, discussion, and testimony.

MR. FLETCHER: Mr. Wexler?

MEMBER WEXLER: Aye. I confirm that I could hear all participants, all discussions, and all the testimony.

MR. FLETCHER: Thank you.

Mr. Wright?

MEMBER WRIGHT: Aye, and I confirm that I could hear all participants, discussion, and testimony.

MR. FLETCHER: Thank you.

Mr. Zeller?

MEMBER ZELLER: Aye, and I confirm that I was able to hear all participants, discussion, and testimony.

MR. FLETCHER: Thank you.

And finally, Chair Anderberg?

CHAIR ANDERBERG: Aye, and I confirm that I could hear all participants, discussion and testimony.

MR. FLETCHER: Thank you. Again, this is Brad Fletcher. Chair Anderberg, the motion carries.

I'd like on a personal note to thank you for your service and congratulations on all your continued success. The meeting is adjourned. The time is 10:41 a.m.

CHAIR ANDERBERG: Thank you, Brad. Pleasure.

(WHEREUPON, which were all the proceedings had in the above entitled cause.)

(Meeting adjourned at 10:41 a.m.)

REPORTER CERTIFICATION

I, JO ANN LOSOYA, a Certified Shorthand Reporter of the State of Illinois, do hereby certify that I reported in shorthand the proceedings had at the meeting aforesaid, and that the foregoing is a true, complete and correct transcript of the proceedings of said meeting as appears from my stenographic notes so taken and transcribed under my personal direction.

IN WITNESS WHEREOF, I do hereunto set my hand at Chicago, Illinois, this August 4, 2020.

Jo Ann Losoya

JO ANN LOSOYA
C.S.R. No. 084-002437

ILLINOIS FINANCE AUTHORITY
ROLL CALL
JULY 14, 2020 QUORUM ROLL CALL

July 14, 2020

15 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes (Added) †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O'Brien †	Y	Zeller †
Y	Knox †	Y	Poole †	Y	Mr. Chairman †

† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.

ILLINOIS FINANCE AUTHORITY
ROLL CALL
JULY 14, 2020 AGENDA OF THE REGULAR MEETING OF THE MEMBERS
APPROVED

July 14, 2020

15 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O’Brien †	Y	Zeller †
Y	Knox †	Y	Poole †	Y	Mr. Chairman †

† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.

NO. 01

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION NO. 2020-0714-CF01
RECOVERY ZONE FACILITY BONDS - REVENUE BONDS
NAVISTAR INTERNATIONAL CORPORATION
FINAL (ONE-TIME CONSIDERATION)
PASSED*

July 14, 2020

	14 YEAS		0 NAYS		0 PRESENT
Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O'Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

E – Denotes Excused Absence
† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.
* Consent Agenda

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION NO. 2020-0707-CF02
PRIVATE ACTIVITY BONDS - REVENUE BONDS
PROVIDENT GROUP - UIC SURGERY CENTER LLC
FINAL (ONE-TIME CONSIDERATION)
PASSED*

July 14, 2020

14 YEAS | 0 NAYS | 0 PRESENT

Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O'Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

E – Denotes Excused Absence
† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.
* Consent Agenda

NO. 03

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION 2020-0714-CF03
PRIVATE ACTIVITY BONDS - REVENUE BONDS
SARAH BUSH LINCOLN HEALTH CENTER
FINAL (ONE-TIME CONSIDERATION)
PASSED*

July 14, 2020

14 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O'Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

E – Denotes Excused Absence
† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.
* Consent Agenda

NO. 04

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION NUMBER 2020-0714-CF04
RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A FIRST AMENDMENT TO THE BOND AND LOAN AGREEMENT AND RELATED DOCUMENTS DATED AS OF JULY 1, 2020 AMONG THE ILLINOIS FINANCE AUTHORITY, WOLCOTT SCHOOL AND FIFTH THIRD BANK, NATIONAL ASSOCIATION, AND APPROVING THE EXECUTION OF AN AMENDED BOND AND CERTAIN OTHER AGREEMENTS RELATING THERETO; AND RELATED MATTERS
ADOPTED*

July 14, 2020

14 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O'Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

E – Denotes Excused Absence
† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.
* Consent Agenda

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION 2020-0714-CF05
RESOLUTION AUTHORIZING THE AMENDMENT OF THE AMENDED AND RESTATED LOAN AGREEMENT RELATING TO THE ILLINOIS FINANCE AUTHORITY REVENUE BONDS, SERIES 2010A AND 2010B (SWEDISH AMERICAN HOSPITAL); AND APPROVING RELATED MATTERS
ADOPTED*

July 14, 2020

14 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O'Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

E – Denotes Excused Absence
† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.
* Consent Agenda

NO. 06

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION 2020 -0714-CF06
RESOLUTION PROVIDING FOR THE DELIVERY OF CERTAIN AMENDMENTS TO A LOAN AGREEMENT BETWEEN TUFF RFUMS 1 LLC AND RFU, LLC RELATING TO THE HERETOFOREISSUED $20,000,000 ILLINOIS FINANCE AUTHORITY TAXABLE REVENUE BONDS, SERIES 2017D (ROSALIND FRANKLIN UNIVERSITY RESEARCH BUILDING PROJECT) FOR THEBENEFIT OF ROSALIND FRANKLIN UNIVERSITY OF MEDICINE AND SCIENCE; AND AUTHORIZING AND APPROVING RELATED MATTERS
ADOPTED*

July 14, 2020

14 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O’Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

E – Denotes Excused Absence
† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.
* Consent Agenda

NO. 07

ILLINOIS FINANCE AUTHORITY
ROLL CALL
IFA RESOLUTION NO. 2020-0714-GP07
RESOLUTION CONFIRMING AND RATIFYING ACTIONS PREVIOUSLY TAKEN IN CONNECTION WITH THE REGULAR MEETINGS OF THE MEMBERS OF THE ILLINOIS FINANCE AUTHORITY ON MAY 12, 2020 AND JUNE 9, 2020
ADOPTED*

July 14, 2020

14 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O’Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

E – Denotes Excused Absence
† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.
* Consent Agenda

NO. 08

ILLINOIS FINANCE AUTHORITY
ROLL CALL
IFA RESOLUTION 2020-0714-GP08
RESOLUTION FOR THE ELECTION OF A VICE CHAIR OF THE ILLINOIS FINANCE AUTHORITY
ADOPTED

July 14, 2020

13 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes †	Y	McCoy †	Y	Smoots †
A	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O'Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

E – Denotes Excused Absence† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.

ILLINOIS FINANCE AUTHORITY
ROLL CALL
ACCEPT THE FINANCIAL REPORT FOR JULY 14, 2020
ACCEPTED

July 14, 2020

14 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O'Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

E – Denotes Excused Absence
† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.

ILLINOIS FINANCE AUTHORITY
ROLL CALL
APPROVAL OF THE MINUTES OF THE REGULAR MEETING OF THE BOARD
FROM JUNE 9, 2020
APPROVED

July 14, 2020

14 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O'Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

E – Denotes Excused Absence
† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.

ILLINOIS FINANCE AUTHORITY
ROLL CALL
KEEP THE CLOSED SESSION MINUTES FROM
SEPTEMBER 11, 2018, JUNE 11, 2019 AND OCTOBER 8, 2019 CLOSED UNTIL
THE NEXT PERIODIC REVIEW REQUIRED BY THE OPEN MEETINGS ACT
PASSED

July 14, 2020

14 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O'Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

E – Denotes Excused Absence
† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.

ILLINOIS FINANCE AUTHORITY
ROLL CALL
EXCUSING THE ABSENCE OF ANY MEMBERS UNABLE TO PARTICIPATE
IN ANY VOTES OF THE REGULAR MEETING OF THE BOARD FOR JULY 14, 2020
PASSED

July 14, 2020

14 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O'Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.

ILLINOIS FINANCE AUTHORITY
ROLL CALL
ADJOURNING THE REGULAR MEETING OF THE BOARD FOR JULY 14, 2020
AND EACH MEMBER'S CONFIRMATION OF HIS OR HER ABILITY
TO HEAR ALL PARTICIPANTS, DISCUSSION AND TESTIMONY
PASSED

July 14, 2020

14 YEAS		0 NAYS		0 PRESENT	
Y	Fuentes †	Y	McCoy †	Y	Smoots †
Y	Goetz †	Y	Nava †	Y	Wexler †
Y	Hobert †	Y	Obernagel †	Y	Wright †
Y	Juracek †	Y	O'Brien †	Y	Zeller †
E	Knox	Y	Poole †	Y	Mr. Chairman †

† In accordance with the provisions of Section 7(e) of the Open Meetings Act, the Member participated via audio conference.