

ILLINOIS FINANCE AUTHORITY

September 22, 2014

AGENDA

BOARD MEETING

11:00 A.M.

**Michael A. Bilandic Building
160 North LaSalle Street, Suite C-800
Hearing Room N - 808
Chicago, Illinois 60601**

- I. Call to Order & Roll Call
- II. Chairman's Remarks
- III. Message from the Executive Director
- IV. Approval of Project Reports and Resolutions
- V. Other Business
- VI. Public Comment
- VII. Adjournment

PROJECT REPORTS AND RESOLUTIONS

BUSINESS AND INDUSTRY PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Industrial Revenue Bonds						
<i>Final</i>						
1	Freedman Seating Company, Freedman Building LLC, FSLH, LLC, FSLH, LLC - Series 4545, FSLH, LLC - Series 4501, FSLH, LLC - Series 7346 AND FBSA LLC	Chicago (Cook County)	\$10,000,000	30	50	RF/BF
TOTAL BUSINESS AND INDUSTRY PROJECTS			\$10,000,000	30	50	
GRAND TOTAL			\$10,000,000	30	50	

RESOLUTIONS

Tab	Action	Staff
Resolutions		
2	Resolution Authorizing the Execution and Delivery of a Second Amendment to Modification Agreement relating to the Adjustable Demand Revenue Bond, Series 2000 (Slovak American Charitable Association Project) of the Illinois Finance Authority Providing for the Extension of Current Interest Rate Holding Period and a Reduced Interest Rate for the Bond, and Related Amendments; and Related Matters	RF/BF
3	Resolution Authorizing the Execution and Delivery of a First Amendment to Bond Purchase and Loan Agreement relating to the Economic Development Revenue Bonds, Series 2005 (MNM Real Estate Ventures, LLC Project) of the Illinois Finance Authority Providing for a Reduced Interest Rate for the Bond; and Related Matters	RF/BF
4	Resolution Amending Resolution Authorizing the Issuance of Illinois Finance Authority Educational Facility Revenue Bonds (Rogers Park Montessori School Project), Series 2014	RF/BF

\$10,000,000 (not-to-exceed amount)
Freedman Seating Company, Freedman Building L.L.C., FSLH, LLC, FSLH, LLC - Series 4545, FSLH, LLC - Series 4501, FSLH, LLC - Series 7346 and FBSA LLC

September 22, 2014

REQUEST	<p>Purpose: Bond proceeds will be loaned to Freedman Seating Company, an Illinois corporation, and Freedman Building L.L.C., FSLH, LLC, FSLH, LLC - Series 4545, FSLH, LLC - Series 4501, FSLH, LLC - Series 7346 and FBSA LLC, each an Illinois limited liability company (collectively, the “Borrower”), in order to assist the Borrower in providing a portion of the funds necessary to (i) finance or refinance costs of acquisition, renovation, construction and equipping of the Borrower’s existing seating manufacturing facilities, and related manufacturing equipment, located at 4501 and 4545 West Augusta Blvd., Chicago, Illinois (the “New Money Project”), and (ii) refund the outstanding principal amount of the Authority’s Industrial Development Revenue and Refunding Bonds (Freedman Seating Company Project), Series 2012 (the “Series 2012 Bonds”) (the New Money Project and the refunding described above, collectively, the “Financing Purposes”).</p> <p>Program: Industrial Revenue Bond</p> <p>Volume Cap required: This Project is expected to require an anticipated \$4.55MM of IFA 2014 Volume Cap to finance the New Money portion of this project.</p> <p>No IFA Funds at risk. No State Funds at risk.</p>																												
BOARD ACTION	<p>Final Bond Resolution</p> <p>Voting Record (May 13, 2014) – Preliminary Bond Resolution: 10 Yeas; 0 Nays; 0 Abstain; 5 Absent.</p>																												
MATERIAL CHANGES	<p>In addition to the New Money portion of this project, the plan of finance now contemplates refunding the IFA Series 2012 Bond (approximately \$5.45MM outstanding as of 9/1/14). Together, the New Money portion and the Refunded Money portion of the Project will not exceed \$10.00MM.</p>																												
JOB DATA	<table border="0"> <tr> <td>622</td> <td>Current jobs</td> <td>30</td> <td>New jobs projected</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>50</td> <td>Construction jobs projected (12 months)</td> </tr> </table>	622	Current jobs	30	New jobs projected	N/A	Retained jobs	50	Construction jobs projected (12 months)																				
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BORROWER DESCRIPTION	<ul style="list-style-type: none"> • Type of entity: Manufacturer of upholstered seating used in commercial trucks and buses. • Location: Chicago/Cook/Northeast • A key element of the Company's strategy is to grow its market share in the heavy-duty transit-seating segment of the business. Thus, the renovation of the existing building will be used by the Borrower to expand and improve existing manufacturing operations and to expand design engineering capabilities to support on-site manufacturing. 																												
CREDIT INDICATORS	<ul style="list-style-type: none"> • The Series 2014 Bond will be purchased directly by Wells Fargo Bank, N.A. as a direct investment. Wells Fargo will be the secured lender and direct bond investor. 																												
STRUCTURE	<ul style="list-style-type: none"> • Term: Not-to-exceed 40 years (anticipated maximum of 25 Years on real estate assets and anticipated maximum of 10 years on equipment) • Rate: The Bond will be purchased directly by Wells Fargo Bank, N.A. as a direct investment and is expected to bear an interest rate that will be reset every 5 years until maturity. The initial interest rate is currently estimated at between 3.0% and 4.0%. • In addition to issuing approximately \$4.55MM of New Money Bonds, approximately \$5.45MM of the outstanding IFA Series 2012 Bond will be refunded as well. 																												
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bond</td> <td align="right">\$4,550,000</td> <td>Equipment:</td> <td align="right">\$2,050,000</td> </tr> <tr> <td>Refunding Bond</td> <td align="right">5,450,000</td> <td>Rehabilitation</td> <td align="right">2,250,000</td> </tr> <tr> <td>Equity</td> <td align="right"><u>150,000</u></td> <td>Architectural/Engineering</td> <td align="right">250,000</td> </tr> <tr> <td></td> <td></td> <td>Refunding Escrow</td> <td align="right">5,450,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td align="right"><u>150,000</u></td> </tr> <tr> <td>Total</td> <td align="right"><u>\$10,150,000</u></td> <td>Total</td> <td align="right"><u>\$10,150,000</u></td> </tr> </table>	Sources:		Uses:		IFA Bond	\$4,550,000	Equipment:	\$2,050,000	Refunding Bond	5,450,000	Rehabilitation	2,250,000	Equity	<u>150,000</u>	Architectural/Engineering	250,000			Refunding Escrow	5,450,000			Costs of Issuance	<u>150,000</u>	Total	<u>\$10,150,000</u>	Total	<u>\$10,150,000</u>
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RECOMMENDATION	<p>Credit Review Committee recommends approval.</p>																												

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
September 22, 2014**

**Project: Freedman Seating Company, Freedman Building L.L.C., FSLH, LLC,
FSLH, LLC - Series 4545, FSLH, LLC - Series 4501, FSLH, LLC - Series
7346 and FBSA LLC**

STATISTICS

IFA Project:	I-ID-TE-CD-8681	Amount:	\$10,000,000 (<i>not-to-exceed amount; including not-to-exceed \$4.55MM of New Money</i>)
Type:	Industrial Revenue Bond	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Chicago	County/ Region:	Cook / Northeast

BOARD ACTION

Final Bond Resolution Conduit Industrial Revenue Bond and Refunding Bond	No IFA funds at risk
Credit committee recommends approval	No extraordinary conditions

VOTING RECORD

Voting Record (May 13, 2014) – Preliminary Bond Resolution: 10 Yeas; 0 Nays; 0 Abstain; 5 Absent.

PURPOSE

Bond proceeds will be loaned to **Freedman Seating Company**, an Illinois corporation, and Freedman Building L.L.C., FSLH, LLC, FSLH, LLC - Series 4545, FSLH, LLC - Series 4501, FSLH, LLC - Series 7346 and FBSA LLC, each an Illinois limited liability company (collectively, the “**Borrower**”), in order to assist the Borrower in providing a portion of the funds necessary to (i) finance or refinance costs of acquisition, renovation, construction and equipping of the Borrower’s existing seating manufacturing facilities, and related manufacturing equipment, located at 4501 and 4545 West Augusta Blvd., Chicago, Illinois (the “**New Money Project**”), and (ii) refund the outstanding principal amount of the Authority’s Industrial Development Revenue and Refunding Bonds (Freedman Seating Company Project), Series 2012 (the “**Series 2012 Bonds**”) (the New Money Project and the refunding described above, collectively, the “**Financing Purposes**”).

IFA PROGRAM AND CONTRIBUTION

The Authority’s Industrial Revenue Program provides tax-exempt financing for qualifying manufacturing projects.

VOLUME CAP

The Authority’s Industrial Revenue Bond Program provides low interest rate financing for qualifying manufacturing projects. IFA’s issuance of the Industrial Revenue Bond will enable the Borrower to obtain a lower interest rate on this capital project. It is anticipated that IFA will provide 100% of the Volume Cap allocation required to finance the New Money portion of this Project (i.e., anticipated amount of \$4.55MM; together, the final par amount of the New Money portion and the Refunded Money portion of this Project will equal \$10.0MM).

SOURCES AND USES OF FUNDS

Sources:		Uses:	
IFA Bond	\$4,550,000	Equipment:	\$2,050,000
Refunding Bond	5,450,000	Rehabilitation	2,250,000
Equity	<u>150,000</u>	Architectural/Engineering	250,000
		Refunding Escrow	5,000,000
		Costs of Issuance	<u>150,000</u>
Total	\$10,150,000	Total	\$10,150,000

JOBS

Current employment:	622	New jobs projected:	30
Jobs retained:	N/A	Construction jobs projected:	50 (12 months)

FINANCING SUMMARY

Structure/Credit

Enhancement: The conduit Industrial Revenue Bond will be purchased directly by Wells Fargo Bank, N.A. as the Direct Investor/Lender.

Interest Rate: The Bond will be purchased directly by Wells Fargo Bank, N.A. as a direct investment and is expected to bear an interest rate that will be reset every 5 years until maturity. The initial interest rate is currently estimated at between 3.0% and 4.0% for the initial term.

Bank Collateral: Wells Fargo Bank, N.A. will be secured by a first mortgage on the subject property, a first lien on the financed equipment, a corporate guarantee by Freedman Seating Company, Inc. and a collateral assignment of Rents and Leases any real estate and equipment that is leased to Freedman Seating Company, Inc.

Maturity: Not-to-exceed 40 years (anticipated maximum of 25 Years on real estate assets and anticipated maximum of 10 years on equipment)

Closing: September 2014

BUSINESS SUMMARY

Description: **Freedman Building, L.L.C.** (the “**LLC**”) is a special purpose real estate entity that is owned by the principal owners of **Freedman Seating Company, Inc.** (the “**Company**”) (and collectively with Freedman Building, L.L.C., FSLH, LLC, FSLH, LLC - Series 4545, FSLH, LLC - Series 4501, FSLH, LLC - Series 7346 and FBSA LLC, each an Illinois limited liability company, the “**Borrower**”). Freedman Building, L.L.C. or affiliates will own the subject real estate while Freedman Seating Company, Inc. or affiliates will own the subject equipment.

Owners of 7.5% or more of Freedman Seating Company, Inc. and its various affiliates are identified in the Economic Disclosure Statement section of this report (see pp. 5-6). The Company has been family-owned by members of the Freedman family since it was founded in the 1890s. The same parties will also be involved in any successor affiliate that serves as a co-borrower on the subject financing.

Background: **Freedman Seating Company, Inc.** was originally founded by members by the Freedman family over 120 years ago as a manufacturer of seat cushions for horse drawn buggies. The Company has been based in Chicago since its inception and continues to be owned by members of the Freedman family. Freedman Seating has evolved over time, with the Company's principal market now consisting of manufacturing upholstered seating products used in buses and commercial trucks.

Freedman has posted steady growth since 1999, when the Company relocated from the Ravenswood neighborhood to its present facility on Chicago's West Side which enabled the Company to quadruple its production capacity.

IFA issued approximately \$2.24MM of Industrial Development Revenue Bonds in 2005 that financed the acquisition of equipment to enable the Company to add a transit seat production line under a joint venture with the USSC Group (all payments on the IFA Series 2005 Bonds have been paid as scheduled and are current). Since installation of the transit seat line in 2006, Freedman has added lines to manufacture school bus seat headrests and seat belts.

Freedman Seating has steadily expanded its employment from 265 at the time of its 1998 expansion/relocation from Ravenswood, to 363 in 2005 (prior to the IFA-financed equipment expansion) to 622 presently. Additionally, the Company anticipated creating 43 new jobs within two years of completing its 2005 IFA-financed expansion (resulting in 406 total jobs pursuant to their 2005 forecast). Instead, Freedman Seating's continued growth resulted in additional hiring – the Company's headcount in 2012 of 530 significantly exceeded their forecast of 406 based on their 2005 application.

Moreover, in 2012, Freedman Seating returned to the IFA to purchase, renovate, and equip the subject facility at 4501 W. Augusta Blvd. that is being renovated (and built-out) as part of the New Money portion of this financing. Freedman also refunded \$1,085,000 principal amount of the Authority's Industrial Development Revenue Bonds (Freedman Seating Company Project), Series 2005, and \$1,855,000 principal amount of City of Chicago Industrial Development Revenue Bonds, Series 1998, as part of the 2012 transaction. At the time of the IFA application in 2012, the Company again anticipated creating 43 new jobs within two years of completing its 2012 IFA-financed expansion (resulting in 573 total jobs pursuant to their 2012 forecast). Instead, Freedman Seating's continued growth resulted in additional hiring – the Company's headcount in 2014 of 622 significantly exceeded their forecast of 573 in their 2012 application.

Freedman Seating Company, Inc. produces over 50 products in five product lines. Freedman Seating's on-site production is comprised of the following activities: metal forming, bending and welding, fabric cutting and sewing, upholstery and assembly. These production activities are supported by a 40-member design and engineering team, as well as a quality testing department. According to the Company's management, Freedman Seating has been gaining market share in the heavy-duty transit seating segment of the upholstered seating business by providing reduced lead times and improved sales support and also providing replacement seating to OEM manufacturers.

Key OEM bus builders with U.S. operations that purchase seating include Daimler Benz/Freightliner, Navistar, New Flyer, Neoplan, North America Bus, and Gillig.

In addition to bringing back production that was previously sourced offshore, Freedman Seating also sources many parts from steel, plastic, hardware, and screw machine parts from U.S.-based suppliers located in Illinois and nearby states.

Rationale: The proposed Project is necessary to enable Freedman Seating to increase production capacity to serve the heavy-duty transit-seating segment of the seating business. Tax-Exempt Industrial Revenue Bond financing will help the Company finance its capital intensive growth at a significantly lower interest rate, thereby enabling the Company to more effectively compete with foreign competition based in Europe, Asia, or South America.

According to the Company, Freedman Seating is the largest employer in the 37th Ward of the City of Chicago.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be loaned to **Freedman Seating Company**, an Illinois corporation, and Freedman Building L.L.C., FSLH, LLC, FSLH, LLC - Series 4545, FSLH, LLC - Series 4501, FSLH, LLC - Series 7346 and FBSA LLC, each an Illinois limited liability company (collectively, the “**Borrower**”), in order to assist the Borrower in providing a portion of the funds necessary to (i) finance or refinance costs of acquisition, renovation, construction and equipping of the Borrower’s existing seating manufacturing facilities, and related manufacturing equipment, located at 4501 and 4545 West Augusta Blvd., Chicago, Illinois (the “**New Money Project**”), and (ii) refund the outstanding principal amount of the Authority’s Industrial Development Revenue and Refunding Bonds (Freedman Seating Company Project), Series 2012 (the “**Series 2012 Bonds**”) (the New Money Project and the refunding described above, collectively, the “**Financing Purposes**”).

Estimated New Money project costs consist of the following:

Equipment	\$2,050,000
Rehabilitation	2,250,000
Architectural/Engineering	250,000
Total New Money Project Costs	<u>\$4,550,000</u>

ECONOMIC DISCLOSURE STATEMENT

Applicant: Freedman Seating Company, Inc. and its affiliates, c/o Mr. Lynn Crim, Controller, Freedman Seating Company, Inc., 4545 W. Augusta Blvd., Chicago, IL 60651; Ph. 773-524-2440; Email: lynnc@freedmanseat.com

Website: www.freedmanseating.com

Project name: IFA Industrial Revenue Bond (Freedman Seating Project), Series 2014

Locations: 4501 W. Augusta Blvd., 914 N. Kilbourn Ave., 976 W. Kilbourn Ave., 4500 W. Chicago Ave., all in Chicago, Illinois 60651

Ownership Information: All management employees or individuals holding a 7.5% or greater ownership interest (i.e., IFA private company disclosure threshold) in Freedman Seating Company, Inc. are listed below:

(i) **Real Estate Tenant/Operating Company/Equipment Owner/Equipment Lessee/Corporate Guarantor:**

**Freedman Seating Company, an Illinois corporation:
Ownership:**

- Craig Freedman, President;
- Daniel Smith-Cohen, VP Sales;
- David L. Cohen, Vice President; and
- Wendy Freedman-Borsuk (no operational ties)*

* Note: 100% of common stock of Freedman Seating Company is held within the Freedman family.

(ii) **Limited Liability Company Affiliates of Freedman Seating Company (and Owners of Various Assets financed by Series 2014 Bond Proceeds):**

Freedman Building, L.L.C., FSLH, LLC, FSLH, LLC - Series 4545, FSLH, LLC - Series 4501, FSLH, LLC - Series 7346 and FBSA LLC (each entity is an Illinois Limited Liability Company)an Illinois limited liability company):

- Craig Freedman, Manager;
- Daniel Smith-Cohen, Member (VP Sales); and
- David L. Cohen, Member (Vice President).

PROFESSIONAL & FINANCIAL

General Counsel:	Robbins Salomon & Patt, Ltd.	Chicago, IL	Richard Gayle
Accounting:	FLS Group, LLC	Skokie, IL	
Bank (Direct Purchaser/ Lender):	Wells Fargo Bank, N.A.	Chicago, IL	Mary K. Webster Sean D. Fox
Bond Counsel:	Greenberg Traurig LLP	Chicago, IL	Matt Lewin
Bank Counsel:	Thompson Coburn LLP	Chicago, IL	Thomas C. Smith
Architect/Contractor:	Inbalance LLC	Chicago, IL	
IFA Counsel:	Schiff Hardin LLP	Chicago, IL	Bruce Weisenthal
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Jim Beck

LEGISLATIVE DISTRICTS

Congressional:	7
State Senate:	5
State House:	10

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$10,000,000 AGGREGATE PRINCIPAL AMOUNT OF ILLINOIS FINANCE AUTHORITY INDUSTRIAL DEVELOPMENT REVENUE AND REFUNDING BONDS (FREEDMAN SEATING COMPANY PROJECT), SERIES 2014, THE PROCEEDS OF WHICH ARE TO BE LOANED TO FREEDMAN SEATING COMPANY.

WHEREAS, the **ILLINOIS FINANCE AUTHORITY** (the “**Authority**”) has been created by the Illinois Finance Authority Act, 20 ILCS 3501-801-1, et. seq., as amended (the “**Act**”); and

WHEREAS, **FREEDMAN SEATING COMPANY**, an Illinois corporation, and Freedman Building L.L.C., FSLH, LLC, FSLH, LLC - Series 4545, FSLH, LLC - Series 4501, FSLH, LLC - Series 7346 and FBSA LLC, each an Illinois limited liability company (collectively, the “**Borrower**”), have requested that the Authority issue its Industrial Development Revenue and Refunding Bonds (Freedman Seating Company Project), Series 2014 (the “**Series 2014 Bonds**”) in an aggregate principal amount not to exceed \$10,000,000 and loan the proceeds thereof to the Borrower in order to assist the Borrower in providing a portion of the funds necessary to (i) finance or refinance costs of acquisition, renovation, construction and equipping of the Borrower’s existing seating manufacturing facilities, and related manufacturing equipment, located at 4501 and 4545 West Augusta Blvd., Chicago, Illinois (the “**New Money Project**”), and (ii) refund the outstanding principal amount of the Authority’s Industrial Development Revenue and Refunding Bonds (Freedman Seating Company Project), Series 2012 (the “**Series 2012 Bonds**”) (the New Money Project and the refunding described above, collectively, the “**Financing Purposes**”); and

WHEREAS, the Borrower has represented to the Authority that the acquisition, renovation and equipping of the New Money Project will result in the creation of jobs in the State of Illinois; and

WHEREAS, the Series 2012 Bonds were issued to (i) finance the acquisition, renovation and equipping of an existing building located at 4501 West Augusta Blvd. (including the addresses of 914 and 976 North Kilbourn Avenue) for use as a manufacturing facility and the surface parking lot located just north of 4500 West Chicago Avenue, Chicago, Illinois; (ii) currently refund approximately \$1,085,000 principal amount of the Authority’s Industrial Development Revenue Bonds (Freedman Seating Company Project), Series 2005 issued to finance costs of acquisition and installation of seating manufacturing lines and related equipment, and costs of the renovation of a building located at 4545 West Augusta Blvd., Chicago, Illinois; and (iii) currently refund approximately \$1,855,000 principal amount of the City of Chicago, Illinois Industrial Development Revenue Bonds, Series 1998 (Freedman Seating Company Project) issued to finance costs of acquisition, rehabilitation and equipping of a manufacturing facility and related equipment located at 4545 West Augusta Blvd., Chicago, Illinois; and

WHEREAS, all of the facilities financed or refinanced by the Series 2014 Bonds, the Series 2012 Bonds and the bonds refunded thereby are or will be owned by one or more of the Borrowers or an affiliated entity and are or will be leased to and operated by one or more of the Borrowers or an affiliated entity; and

WHEREAS, drafts of the following documents have been previously provided to and are on file with the Authority: an Indenture of Trust (the “**Indenture**”) between the Authority and Wells Fargo Bank, National Association, as Trustee (the “**Trustee**”) providing for the issuance thereunder of the Series 2014 Bonds and setting forth the terms and provisions applicable to the Series 2014 Bonds, including securing the Series 2014 Bonds by an assignment thereunder to the Trustee of the Authority’s right, title and interest in and

to the loan repayment obligation of the Borrower referenced below, and a Loan Agreement (the “**Loan Agreement**”) between the Authority and the Borrower providing for the loan of the proceeds of the Series 2014 Bonds to the Borrower and the obligation of the Borrower to repay such loan; and

WHEREAS, the Series 2014 Bonds will be sold to Wells Fargo Bank, National Association, or any affiliate thereof (the “**Purchaser**”) in whole; and

WHEREAS, in connection with the issuance of the Series 2014 Bonds, the Borrower and the Purchaser will enter into various additional documents containing certain covenants for the benefit of the Purchaser and providing certain additional security for the Series 2014 Bonds.

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

Section 1. Findings. Based upon the representations of the Borrower, the Authority hereby makes the following findings and determinations with respect to the Borrower, the Series 2014 Bonds to be issued by the Authority and the facilities financed or refinanced with the proceeds of the Series 2014 Bonds:

- (a) The Borrower is a corporation organized under the laws of the State of Illinois and is qualified to do business in the State of Illinois;
- (b) The Borrower has properly filed with the Authority its request for assistance in providing funds to the Borrower and the funds will be used for the Financing Purposes, and the facilities financed or refinanced with the proceeds of the Series 2014 Bonds will be owned and operated by one or more of the Borrowers or an affiliated entity and such facilities are included within the term “*project*” as defined in the Act;
- (c) The facilities to be financed or refinanced with the proceeds of the Series 2014 Bonds do not include any institution, place or building used or to be used primarily for sectarian instruction or study or as a place for devotional activities or religious worship;
- (d) The indebtedness to be refinanced with the proceeds of the Series 2014 Bonds was issued for purposes which constitute valid purposes under the Act, all of the proceeds of such indebtedness made available to the Borrower were expended to pay, or refinance indebtedness the proceeds of which were expended to pay, a portion of the cost of a “*project*” (as defined in the Act) owned or operated by the Borrower, such refinancing is in the public interest, is in connection with other financings by the Authority for the Borrower and is permitted and authorized under the Act; and
- (e) The Series 2014 Bonds are being issued for a valid purpose under and in accordance with the provisions of the Act.

Section 2. Series 2014 Bonds. In order to obtain the funds to loan to the Borrower to be used for the Financing Purposes, the Authority hereby authorizes the issuance of the Series 2014 Bonds. The Series 2014 Bonds shall be issued under and secured by and shall have the terms and provisions set forth in the Indenture in an aggregate principal amount not exceeding \$10,000,000. The Series 2014 Bonds shall be issued in a single series designated in such manner as approved by the Authorized Officer (as defined herein) of the

Authority, which approval shall be evidenced by such Authorized Officer's execution and delivery of the Indenture.

The Series 2014 Bonds shall mature not later than 35 years from the date of their issuance, may be subject to serial maturities, principal installment requirements or mandatory bond sinking fund redemption as provided in the Indenture and shall bear interest at fixed or variable rates not exceeding 25% per annum. The Series 2014 Bonds shall be subject to redemption and to tender and be payable all as set forth in the Indenture.

The Series 2014 Bonds shall be issued only as fully registered bonds without coupons. The Series 2014 Bonds shall be executed on behalf of the Authority by the manual or facsimile signature of its Chairperson or its Vice Chairperson 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 Series 2014 Bonds shall be issued and sold by the Authority and purchased by the Purchaser at a purchase price of 100% of the principal amount of the Series 2014 Bonds, plus accrued interest, if any.

The Series 2014 Bonds and the interest thereon shall be limited obligations of the Authority, payable solely from the income and revenues to be derived by the Authority from the Borrower pursuant to the Loan Agreement (except such income and revenues as may be derived by the Authority pursuant to the Reserved Rights (as defined in the Indenture)). The Series 2014 Bonds 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 the Series 2014 Bonds, (ii) the income and revenues derived by the Authority from the Borrower pursuant to the Loan Agreement and other amounts available under the Indenture 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 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 Series 2012 Bonds to be refunded, the principal amount of the Series 2014 Bonds and any names or other designations therefor, dated date, maturities, purchase price, any principal installments or mandatory sinking fund redemption dates and amounts, redemption provisions, tender provisions, and the interest rates of the Series 2014 Bonds, all within the parameters set forth herein.

Section 3. Indenture and Loan Agreement. The Authority does hereby authorize and approve the execution (by manual or facsimile signature) by its Chairperson, Vice Chairperson, Executive Director, General Counsel, or any Assistant Executive Director, 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 Indenture and the Loan Agreement. 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 Indenture and the Loan Agreement. The Indenture and the Loan Agreement shall each be substantially in the form thereof 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 form of the Indenture and the Loan Agreement and to constitute conclusive evidence of such Authorized

Officer's approval and the Authority's approval of the terms of the Series 2014 Bonds and the purchase thereof.

Section 4. Arbitrage and Tax Certificate. The Authority does hereby approve the execution and delivery of an Arbitrage and Tax Certificate relating to the tax exemption of the Series 2014 Bonds in such form as is customarily used by bond counsel for Authority transactions similar to the Series 2014 Bonds or with such changes therein as shall be approved by, or in such final forms as are approved by, the Authorized Officer of the Authority executing the Arbitrage and Tax Certificate, with such execution to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of the final form of the Arbitrage and Tax Certificate.

Section 5. Public Approval. The publication on behalf of the Authority of the notices of public hearing relating to the conduct of the public hearing by the Authority or its designee with respect to the issuance of the Series 2014 Bonds is hereby ratified, approved and confirmed. The conduct of said public hearing by the Executive Director or a designee of the Authority is hereby ratified, approved and confirmed. The officers of the Authority are hereby authorized and directed to submit the Bonds for approval by the Governor of the State of Illinois pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended.

Section 6. Election and Volume Cap. The Authority hereby elects to have the provisions of Section 144(a)(4) of the Code apply to the Series 2014 Bonds. The Authority hereby authorizes the allocation of its 2014 private activity bond volume cap to that portion of the principal amount of the Series 2014 Bonds which will not refund the Series 2012 Bonds.

Section 7. 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, supplemental indentures or loan agreements, escrow agreements or other agreements providing for the payment of the Series 2012 Bonds, and any additional documents as may be necessary to carry out and comply with the provisions of these resolutions, the Indenture, the Loan Agreement and the Arbitrage and Tax Certificate, 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 Indenture, Loan Agreement, Arbitrage and Tax Certificate 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 Indenture.

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

Section 10. Effectiveness. This Final Bond Resolution shall be in full force and effect immediately upon its passage, as by law provided.

Approved and effective this 22nd day of September, 2014 by vote as follows:

ILLINOIS FINANCE AUTHORITY

By: _____
Chairperson

ATTEST:

Secretary (or Assistant Secretary)
[SEAL]

AYES:

NAYS:

ABSTAIN:

ABSENT:

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton & Brad R. Fletcher

Date: September 22, 2014

Re: Resolution Authorizing the Execution and Delivery of a Second Amendment to Modification Agreement relating to the Adjustable Demand Revenue Bond, Series 2000 (Slovak American Charitable Association Project) of the Illinois Finance Authority Providing for the Extension of Current Interest Rate Holding Period and a Reduced Interest Rate for the Bond, and Related Amendments; and Related Matters
IDFA Series 2000 File Number: 9289-NP

Request:

The Illinois Development Finance Authority (“**IDFA**”), predecessor to the Illinois Finance Authority (the “**Authority**”), issued its \$8,200,000 initial aggregate principal amount Adjustable Demand Revenue Bonds, Series 2000 (Slovak American Charitable Association Project) (the “**Bonds**”) secured by a Direct Pay Letter of Credit from JP Morgan Chase Bank, N.A. Thereafter, the Authority entered into a Modification Agreement (the “**Original Modification Agreement**”) dated June 13, 2007 among the Authority, Slovak American Charitable Association, an Illinois not for profit corporation (the “**Borrower**”), and MB Financial Bank, N.A. (the “**Bond Purchaser**”) to enable the Borrower to switch from a Direct Pay LOC-secured bond structure to a Bank Direct Purchase bond structure. In May 2010, the Authority approved a request by Borrower and Bond Purchaser to enter into a First Amendment to the Original Modification Agreement (the “**First Amendment**”) to enable (i) the creation of a new 7-year Adjustable Interest Rate Mode and (ii) a reset of the existing interest rate at a lower rate for a new 7-year holding period scheduled to expire in 2017.

Creation of the new interest rate mode resulted in a reissuance of the Bond for tax purposes on May 28, 2010. Additionally, the Borrower benefited from an interest rate reduction attributable to the Bond receiving “Bank Qualified” status due to a provision of the American Recovery and Reinvestment Act of 2009 (“**ARRA**”) at the time.

Now, the Borrower and Bond Purchaser are requesting approval of the accompanying Resolution to authorize execution and delivery of (i) a Second Amendment to Modification Agreement (the “**Second Amendment**”), (ii) a Third Supplement to Tax Compliance Agreement among the Authority, the Borrower and MB Financial Bank, N.A (the “**Supplemental Tax Agreement**”) in connection with the deemed reissuance of the Bond as a result of the amendments, and (iii) the revised Bond in substantially the form set forth in the Modification Agreement Amendment (the “**Revised Bond**”) to extend the current interest rate holding period for the Bond and to reduce the interest rate on the Bond during such interest rate holding period. Approximately \$6,090,000 remains outstanding as of September 1, 2014.

Impact:

This request and the accompanying Resolution will enable the Borrower to realize fixed charge savings, as approved by the Bank. Approval of this technical amendment will result in the initial interest rate period being extended until September 5, 2019. Consistent with historical practice, there will be no fee for this technical amendment. The scheduled final maturity date will remain unchanged (i.e., June 1, 2034).

Background:

Slovak American Charitable Association is the owner of the Rolling Hills Manor Nursing Home, a 130-bed 501(c)(3) nursing home located in Zion. The Illinois Development Finance Authority issued the Bonds to finance construction of the Rolling Hills Manor project in 2000.

All payments relating to the IDFA Series 2000 Bond are current and have been paid as scheduled.

PROFESSIONAL & FINANCIAL

Bond Counsel:	Greenberg Traurig, LLP	Chicago, IL	Matt Lewin
Bond Purchaser:	MB Financial Bank, N.A.	Chicago, IL	John Sassaris
IFA Financial Advisor:	Sycamore Advisors LLC	Chicago, IL	Melanie Shaker

RESOLUTION NO. 2014-0916-AD__

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A SECOND AMENDMENT TO MODIFICATION AGREEMENT RELATING TO THE ADJUSTABLE DEMAND REVENUE BOND, SERIES 2000 (SLOVAK AMERICAN CHARITABLE ASSOCIATION PROJECT) OF THE ILLINOIS FINANCE AUTHORITY PROVIDING FOR THE EXTENSION OF CURRENT INTEREST RATE HOLDING PERIOD AND A REDUCED INTEREST RATE FOR THE BOND, AND RELATED AMENDMENTS; AND RELATED MATTERS.

WHEREAS, the Illinois Finance Authority, a political subdivision and a body politic and corporate duly organized and validly existing under and by virtue of the laws of the State of Illinois (the “**Authority**”), including, without limitation, the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq., as supplemented and amended (the “**Act**”), has previously issued its \$8,200,000 initial aggregate principal amount Adjustable Demand Revenue Bonds, Series 2000 (Slovak American Charitable Association Project) (the “**Bond**”); and

WHEREAS, the Authority entered into a Modification Agreement (the “**Original Modification Agreement**”) dated June 13, 2007 among the Authority, MB Financial Bank, N.A. (the “**Bond Purchaser**”), Slovak American Charitable Association, an Illinois not for profit corporation (the “**Borrower**”), The Bank of New York Trust Company, N.A. (the “**Prior Trustee**”) and JPMorgan Chase Bank, N.A. (the “**Prior Credit Enhancer**”) (the “**Original Modification Agreement**”), as amended by the First Amendment to Modification Agreement dated May 28, 2010 (the “**First Amendment**”) (the Original Modification Agreement, as amended by the First Amendment, being referred to herein as the “**Modification Agreement**”), which Modification Agreement itself modified the Trust Indenture dated as of June 1, 2000 (the “**Original Indenture**”) between the predecessor to the Authority and the Prior Trustee and the Loan Agreement dated as of June 1, 2000 (the “**Original Loan Agreement**”) between the Authority and the Borrower; and

WHEREAS, the parties desire to amend the Modification Agreement pursuant to a Second Amendment to Modification Agreement (the “**Modification Agreement Amendment**”) to extend the current interest rate holding period for the Bond and to reduce the interest rate on the Bond during such interest rate holding period; and

WHEREAS, it is necessary, desirable and in the best interests of the Authority to authorize the execution and delivery of (i) the Modification Agreement Amendment, (ii) a Third Supplement to Tax Compliance Agreement among the Authority, the Borrower and MB Financial Bank, N.A (the “**Supplemental Tax Agreement**”) in connection with the deemed reissuance of the Bond as a result of the amendments, and (iii) the revised Bond in substantially the form set forth in the Modification Agreement Amendment (the “**Revised Bond**”); and

WHEREAS, the Modification Agreement Amendment and the Supplemental Tax Agreement are referred to collectively herein as the “**Authority Documents.**”

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

Section 1. That all of the recitals contained in the preambles to this Resolution are full, true and correct, and are hereby incorporated into this Resolution by this reference.

Section 2. That, pursuant to the Act, the modification of the terms of the financing of the facilities originally financed with the proceeds of the Bond in accordance with the terms of the Modification Agreement Amendment are hereby approved and authorized, and such modifications are in furtherance of the Authority’s public purposes.

Section 3. That the Authority is hereby authorized to enter into the Authority Documents with the other party or parties thereto; that the Chairperson, Vice Chairperson, Executive Director, General Counsel, or any Assistant Executive Director, or any person duly appointed by the Members to serve in such offices on an interim basis (each an “**Authorized Officer**”) are authorized to execute the Authority Documents, and the Secretary or Assistant Secretary of the Authority is authorized to (as may be required) attest and to affix the official seal of the Authority to, the Authority Documents, each in the name, for and on behalf of the Authority, and thereupon to cause the Authority Documents to be delivered to the other party or parties thereto in forms consistent with this Resolution, his or her execution thereof to constitute conclusive evidence of such approval of such Authority Documents; that when the Authority Documents are executed, attested, sealed and delivered on behalf of the Authority as hereinabove provided, such Authority Documents shall be binding on the Authority; that from and after the execution and delivery of the Authority Documents, the officers, employees and agents of the Authority are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Authority Documents as executed; and that the Authority Documents shall constitute, and hereby are made, a part of this Resolution, and a copy of the Authority Documents shall be placed in the official records of the Authority and shall be available for public inspection at the office of the Authority.

Section 4. That the current interest rate holding period for the Revised Bond shall be amended so as to extend to the date specified in the Modification Agreement Amendment, and the interest rate on the Revised Bond shall be reduced from the rate currently in effect for the duration of such amended interest rate holding period; that the form of the Revised Bond as so amended is hereby approved; that the Revised Bond shall be executed in the name, for and on behalf of the Authority with the manual or facsimile signature of the Chairperson or Vice Chairperson and attested with the manual or facsimile signature of the Secretary or any Assistant Secretary and the official seal of the Authority shall be impressed or imprinted thereon; that the Authority deems it proper to delegate to any Authorized Officer the power to approve any and all changes to the Revised Bond as such Authorized Officer shall, on behalf of the Authority, determine, subject to the terms of the Revised Bond contained in the Modification Agreement Amendment; that any such determinations shall be conclusive, shall be evidenced by the execution and delivery by Authorized Officer of the Authority Documents, and shall be authorized by this Resolution; that the Revised Bond, as executed, shall be binding on the Authority; that the Revised Bond, as so executed and attested, shall be delivered to the Trustee for authentication; that when the Revised Bond shall be executed on behalf of the Authority in the manner and containing the terms contemplated by the Modification Agreement Amendment and this Resolution in an aggregate principal amount not to exceed the amount of Bond outstanding on the date of such execution, it shall represent the approved form of Revised Bond of the Authority.

Section 5. That the Authorized Officers and the Secretary and any Assistant Secretary of the Authority be, and each of them hereby is, authorized to execute and deliver such documents, certificates, and undertakings of the Authority and to take such other actions as may be required in connection with the execution, delivery and performance of the Authority Documents and the Revised Bond authorized by this Resolution, including without limitation, the signing of IRS Form 8038 and the filing thereof with the Internal Revenue Service if required by Bond Counsel.

Section 6. That all acts of the officers, employees and agents of the Authority which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, be, and the same hereby are, in all respects, ratified, confirmed and approved.

Section 7. That the weighted average maturity of the Bond shall not be extended pursuant to the Authority Documents and, accordingly, no re-approval of the Bond pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended, shall be necessary.

Section 8. That the provisions of this Resolution are hereby declared to be separable and if any section, phrase or provision hereof shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions of this Resolution.

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

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

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton & Brad R. Fletcher

Date: September 22, 2014

Re: Resolution Authorizing the Execution and Delivery of a First Amendment to Bond Purchase and Loan Agreement relating to the Economic Development Revenue Bonds, Series 2005 (MNM Real Estate Ventures, LLC Project) of the Illinois Finance Authority providing for a Reduced Interest Rate for the Bond; and Related Matters
IFA File Number: I-ID-TE-CD-419

Request:

MNM Real Estate Ventures, LLC, an Illinois limited liability company (the “**Borrower**”) and **First Merit Bank, N.A.** (the “**Bond Purchaser**”) are requesting approval of a Resolution to authorize execution and delivery of a First Amendment to the Bond Purchase and Loan Agreement to enable a reduced interest rate on the Illinois Finance Authority Economic Development Revenue Bonds, Series 2005 (MNM Real Estate Ventures, LLC Project) (the “**Series 2005 Bonds**”), as approved by the Bond Purchaser. The accompanying Resolution will also authorize execution and delivery, if necessary, of (ii) a revised Bond in substantially the form set forth in the First Amendment to the Bond Purchase and Loan Agreement Amendment (the “**Revised Bond**”) and (iii) a supplemental tax agreement or certificate related to the tax exemption of the Revised Bond (the “**Supplemental Tax Certificate**”).

The original par amount of the Series 2005 Bonds was approximately \$7,300,000, which were purchased in whole by National City Bank of Indiana before being sold in whole to U.S. Bank, N.A. which in turn sold the Series 2005 Bonds in whole to First Merit Bank, N.A. The outstanding par amount of the Series 2005 Bonds was approximately \$3,755,585 as of September 1, 2014.

Impact:

Approval of this Resolution will not cause the terms of the Series 2005 Bonds to be modified sufficiently to require a new public hearing to be held (as otherwise required by Section 147(f) of the Internal Revenue Code of 1986, as amended. IFA will not charge an administrative fee for this reissuance, consistent with historical practice. Additionally, these actions will not require an allocation of the Authority’s 2014 Volume Cap.

Background:

The Authority issued its Series 2005 Bonds and loaned the proceeds to the Borrower to be used to provide all or a portion of the monies necessary to (i) finance the acquisition of approximately 12.275 acres of land and finance the construction, equipping, and furnishing of a new 143,136 square foot manufacturing facility, including landscaping and site improvements thereon, all to be located at Lot 2, Meridian Business Park – Liberty Subdivision, in Aurora (DuPage County), IL (the “**Project**”); and (ii) pay capitalized interest and bond issuance costs (collectively, the “**Financing Purposes**”).

The Project was leased to Excel Container, Inc. – a manufacturer of paperboard products, including retail point-of-purchase displays, that is headquartered in South Bend, Indiana. MNM Real Estate Ventures, LLC is owned by the principal shareholders of Excel Container, Inc.

All payments relating to the IFA Series 2005 Bonds are current and have been paid as scheduled.

PROFESSIONAL & FINANCIAL

Borrower’s Counsel:	(in-house)		
Bond Counsel:	Greenberg Traurig LLP	Chicago, IL	Matt Lewin
Bond Purchaser:	First Merit Bank, N.A.	Chicago, IL	Matt Stefani
Bank Counsel:	Greenberg Traurig, LLP	Chicago, IL	Frederick C. Fisher
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Jim Beck

IFA RESOLUTION NO. _____

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A FIRST AMENDMENT TO BOND PURCHASE AND LOAN AGREEMENT RELATING TO THE ECONOMIC DEVELOPMENT REVENUE BONDS, SERIES 2005 (MNM REAL ESTATE VENTURES, LLC PROJECT) OF THE ILLINOIS FINANCE AUTHORITY PROVIDING FOR A REDUCED INTEREST RATE FOR THE BOND; AND RELATED MATTERS.

WHEREAS, the Illinois Finance Authority, a political subdivision and a body politic and corporate duly organized and validly existing under and by virtue of the laws of the State of Illinois (the “**Authority**”), including, without limitation, the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq., as supplemented and amended (the “**Act**”), has previously issued its \$7,300,000 initial aggregate principal amount Economic Development Revenue Bonds, Series 2005 (MNM Real Estate Ventures, LLC Project) (the “**Bond**”); and

WHEREAS, the Authority entered into a Bond Purchase and Loan Agreement (the “**Bond Purchase and Loan Agreement**”) dated March 15, 2005 among the Authority, National City Bank of Indiana (the “**Original Bond Purchaser**”) and MNM Real Estate Ventures, LLC, an Illinois limited liability company (the “**Borrower**”); and

WHEREAS, the Original Bond Purchaser sold the Bond in whole to U.S. Bank, National Association which in turn sold the Bond in whole to First Merit Bank, N.A. (the “**Bond Purchaser**”); and

WHEREAS, the Bond Purchaser is now the owner of 100% of the principal amount of the Bond and has assumed the obligations of the Original Bond Purchaser under the Bond Purchase and Loan Agreement; and

WHEREAS, the parties desire to amend the Bond Purchase and Loan Agreement pursuant to a First Amendment to Bond Purchase and Loan Agreement (the “**Bond Purchase and Loan Agreement Amendment**”) to reduce the interest rate on the Bond; and

WHEREAS, it is necessary, desirable and in the best interests of the Authority to authorize the execution and delivery of (i) the Bond Purchase and Loan Agreement Amendment, (ii) if deemed necessary by bond counsel, a supplemental tax agreement or certificate related to the tax exemption of the Bond (the “**Supplemental Tax Certificate**”), and (iii) a revised Bond in substantially the form set forth in the Bond Purchase and Loan Agreement Amendment (the “**Revised Bond**”); and

WHEREAS, the Bond Purchase and Loan Agreement Amendment and (if necessary) the Supplemental Tax Agreement are referred to collectively herein as the “**Authority Documents**.”

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

Section 1. That all of the recitals contained in the preambles to this Resolution are full, true and correct, and are hereby incorporated into this Resolution by this reference.

Section 2. That, pursuant to the Act, the modification of the terms of the financing of the facilities originally financed with the proceeds of the Bond in accordance with the terms of the Bond Purchase and Loan Agreement Amendment are hereby approved and authorized, and such modifications are in furtherance of the Authority's public purposes.

Section 3. That the Authority is hereby authorized to enter into the Authority Documents with the other party or parties thereto; that the Chairperson, Vice Chairperson, Executive Director, General Counsel, or any Assistant Executive Director, or any person duly appointed by the Members to serve in such offices on an interim basis (each an "**Authorized Officer**") are authorized to execute the Authority Documents, and the Secretary or Assistant Secretary of the Authority is authorized to (as may be required) attest and to affix the official seal of the Authority to, the Authority Documents, each in the name, for and on behalf of the Authority, and thereupon to cause the Authority Documents to be delivered to the other party or parties thereto in forms consistent with this Resolution, his or her execution thereof to constitute conclusive evidence of such approval of such Authority Documents; that when the Authority Documents are executed, attested, sealed and delivered on behalf of the Authority as hereinabove provided, such Authority Documents shall be binding on the Authority; that from and after the execution and delivery of the Authority Documents, the officers, employees and agents of the Authority are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Authority Documents as executed; and that the Authority Documents shall constitute, and hereby are made, a part of this Resolution, and a copy of the Authority Documents shall be placed in the official records of the Authority and shall be available for public inspection at the office of the Authority.

Section 4. That the form of the Revised Bond as so amended is hereby approved; that the Revised Bond shall be executed in the name, for and on behalf of the Authority with the manual or facsimile signature of the Chairperson or Vice Chairperson and attested with the manual or facsimile signature of the Secretary or any Assistant Secretary and the official seal of the Authority shall be impressed or imprinted thereon; that the Authority deems it proper to delegate to any Authorized Officer the power to approve any and all changes to the Revised Bond as such Authorized Officer shall, on behalf of the Authority, determine, subject to the terms of the Revised Bond contained in the Bond Purchase and Loan Agreement Amendment; that any such determinations shall be conclusive, shall be evidenced by the execution and delivery by Authorized Officer of the Authority Documents, and shall be authorized by this Resolution; that the Revised Bond, as executed, shall be binding on the Authority; that the Revised Bond, as so executed and attested, shall be delivered to the Trustee for authentication; that when the Revised Bond shall be executed on behalf of the Authority in the manner and containing the terms contemplated by the Bond Purchase and Loan Agreement Amendment and this Resolution in an aggregate principal amount not to exceed the amount of Bond outstanding on the date of such execution, it shall represent the approved form of Revised Bond of the Authority.

Section 5. That each Authorized Officer and the Secretary and any Assistant Secretary of the Authority be, and each of them hereby is, authorized to execute and deliver such documents, certificates, and undertakings of the Authority and to take such other actions as may be required in connection with the execution, delivery and performance of the Authority Documents and the Revised Bond authorized by this Resolution, including without limitation, the signing of IRS Form 8038 and the filing thereof with the Internal Revenue Service if required by Bond Counsel.

Section 6. That all acts of the officers, employees and agents of the Authority which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, be, and the same hereby are, in all respects, ratified, confirmed and approved.

Section 7. That the weighted average maturity of the Bond shall not be extended pursuant to the Authority Documents and, accordingly, no re-approval of the Bond pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended, shall be necessary.

Section 8. The Authority hereby elects to have the provisions of Section 144(a)(4) of the Code apply to the Bond.

Section 9. That the provisions of this Resolution are hereby declared to be separable and if any section, phrase or provision hereof shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions of this Resolution.

Section 10. That all resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

Section 11. That this Resolution shall be in full force and effect immediately upon its passage, as by law provided.

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ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton & Brad R. Fletcher

Date: September 22, 2014

Re: Resolution Amending Resolution Authorizing the Issuance of Illinois Finance Authority Educational Facility Revenue Bonds (Rogers Park Montessori School Project), Series 2014
IFA Project Number: N-NP-TE-CD-8629

Background:

The IFA Board of Directors approved a **Final Bond Resolution** (the “**August Bond Resolution**”) for **Rogers Park Montessori School** (the “**School**” or the “**Borrower**”) at the Authority’s August 12, 2014 Board Meeting. The August Bond Resolution approved the issuance of bonds in an amount not-to-exceed \$20.0 million, the proceeds of which were to be used to (i) current refund approximately \$10.8 million of existing IFA Series 2004 Bonds and (ii) finance construction and equipping of an addition, along with related development and financing costs.

The August Bond Resolution specified that the Authority “shall” issue the non-rated Bonds in two or more series consisting of its Senior Series 2014A Bonds and its Subordinate Series 2014B Bonds.

Upon marketing the non-rated Bonds, **B.C. Ziegler and Company** (the “**Underwriter**”) was able to “price” the Bonds in a manner advantageous to the School and the Authority as a single series of Bonds (hereinafter, the “**Series 2014 Bonds**”) without any subordinate series of bonds.

Given the non-rated structure of the Series 2014 Bonds, this outcome is favorable to both the Borrower and the Authority.

Request:

Rogers Park Montessori School requests consideration of the accompanying Amendatory Resolution to ratify and authorize the issuance of the Series 2014 Bonds as a single series of bonds and without the originally contemplated subordinate series of bonds being issued. All other provisions of the August Bond Resolution shall remain in full force and effect as originally adopted.

Impact:

Approval of the accompanying Amendatory Resolution will amend and conform the terms of the August Bond Resolution to the results of the bond sale completed by B.C. Ziegler and Company on Tuesday September 16, 2014.

The IFA Series 2014 Bonds (Rogers Park Montessori School Project) are scheduled to close and fund on Friday, September 26, 2014. IFA will be paid an estimated closing fee of \$67,190 at closing.

PROFESSIONAL & FINANCIAL

Bond Counsel:	Greenberg Traurig LLP	Chicago, IL	Matt Lewin
Underwriter’s Counsel:	Ungaretti & Harris LLP	Chicago, IL	Julie Seymour
Underwriter:	B. C. Ziegler and Company	Chicago, IL	Scott Rolfs
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Jim Beck

(Amendatory Resolution)

IFA RESOLUTION NO. 2014-0922-AD04

RESOLUTION AMENDING RESOLUTION AUTHORIZING THE ISSUANCE OF ILLINOIS FINANCE AUTHORITY EDUCATIONAL FACILITY REVENUE BONDS (ROGERS PARK MONTESSORI SCHOOL PROJECT), SERIES 2014.

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

WHEREAS, Rogers Park Montessori School (the “**Borrower**”), an Illinois not for profit corporation, requested that the Authority issue not to exceed \$20,000,000 in aggregate principal amount of its Educational Facility Revenue Bonds (Rogers Park Montessori School Project), Series 2014 (the “**Series 2014 Bonds**”)

WHEREAS, the Authority adopted Resolution 2014-0812-NP02 on August 11, 2014 (the “**Resolution**”) which authorized the issuance of the Series 2014 Bonds in two series, consisting of its Senior Series 2014A and its Subordinate Series 2014B; and

WHEREAS, the Series 2014 Bonds were “priced” in a manner advantageous to the Borrower and the Authority as a single series of Series 2014 Bonds without any subordinate series of bonds.

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

Amendment of Resolution. The Resolution is amended to ratify and authorize the issuance of the Series 2014 Bonds as a single series of bonds and without any subordinate series of bonds being issued. All other provisions of the Resolution shall remain in full force and effect.

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