# MEETING DETAILS

REGULAR MEETING OF THE MEMBERS
Tuesday, March 8, 2022
9:30 AM

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

Printed by authority of the State of Illinois, 3/4/2022, published electronically only

**ILLINOIS FINANCE AUTHORITY**

**March 8, 2022**
**9:30 a.m.**

**REGULAR MEETING**

**Michael A. Bilandic Building**
**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 |

160 North LaSalle Street
Suite S-1000
Chicago, IL 60601
312-651-1300
312-651-1350 fax
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# I. CALL TO ORDER AND ROLL CALL

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312-651-1300
312-651-1350 fax
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# II. APPROVAL OF AGENDA

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Friday, March 4, 2022

## PUBLIC NOTICE OF REGULAR MEETING OF THE MEMBERS OF THE ILLINOIS FINANCE AUTHORITY

The Illinois Finance Authority (the "Authority") will hold its regularly scheduled meeting of the Members of the Authority in the Authority's Chicago Office, 160 North LaSalle Street, Suite S-1000, Chicago, Illinois 60601 on **Tuesday, March 8, 2022 at 9:30 a.m.**

Due to ongoing health concerns related to the novel COVID-19 virus, members of the public are encouraged to attend the regularly scheduled meeting via audio or video conference pursuant to the determination and declarations by the Chair attached hereto. The Audio Conference Number is (312) 626-6799 and the Meeting ID is 853 4780 8522 followed by pound (#). When prompted for a Participant ID, please press pound (#) and wait for the Password prompt. Upon being prompted for a Password, please enter 845004 followed by pound (#). To join the Video Conference, use this link: https://us06web.zoom.us/j/85347808522?pwd=UHdKbGl1L3piY01OMVR0UnU3d1Qwdz09 and enter passcode 845004. Guests wishing to comment orally are invited to do so, pursuant to the "Guidelines for Public Comment" prescribed by the Authority and posted at www.il-fa.com. Guests participating via audio conference who find that they cannot hear the proceedings clearly can call (312) 651-1300 or write info@il-fa.com for assistance. Please contact an Assistant Secretary of the Board at (312) 651-1300 for more information.

**ILLINOIS FINANCE AUTHORITY**
**REGULAR MEETING OF THE MEMBERS**
**Tuesday, March 8, 2022**
**9:30 AM**

**AGENDA:**

I. Call to Order & Roll Call
II. Approval of Agenda
III. Public Comments
IV. Chair's Remarks
V. Message from the Executive Director
VI. Committee Reports
VII. Presentation and Consideration of New Business Items (see attached)
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

All meetings will be accessible to handicapped individuals in compliance with Executive Order #5 (1979) as well as pertinent State and Federal laws upon notification of anticipated attendance. Handicapped persons planning to attend any meeting and needing special accommodations should contact Mari Money at the Illinois Finance Authority by calling (312) 651-1319, TTY (800) 526-0844.

## 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 | NorthShore University HealthSystem (NorthShore - Edward-Elmhurst Credit Group) | Arlington Heights, Chicago, Evanston, Glenview, Skokie (Cook County), Elmhurst, Naperville (DuPage County), and Highland Park (Lake County) | $1,100,000,000 | 125 | 120 | SP |
| 2 | Washington and Jane Smith Community - Orland Park d/b/a Smith Crossing | Orland Park (Will County) | $65,000,000 | N/A | N/A | SP |
| 3 | Erikson Institute | Chicago (Cook County) | $25,700,000 | N/A | N/A | RF/BF |
| 4 | A) Beginning Farmer - Austin Timmermann | Looking Glass Township (Clinton County) | $558,000 | - | - | LK |
| | B) Beginning Farmer - Tyger Clodfelter | Lancaster Township (Wabash County) | $100,000 | - | - | LK |
| **TOTAL CONDUIT FINANCING PROJECTS** | | | **$1,191,358,000** | **125** | **120** | |
| **GRAND TOTAL** | | | **$1,191,358,000** | **125** | **120** | |

### RESOLUTIONS

| Tab | Action | Staff |
|---|---|---|
| **Conduit Financings** | | |
| 5 | Resolution Authorizing and Approving Amendments to the Bond Trust Indenture relating to the Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2021B (Plymouth Place, Inc.) and Certain Other Matters | SP |
| 6 | Resolution Authorizing and Approving Amendments to the Bond Trust Indentures relating to the Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2016C (Rehabilitation Institute of Chicago) and Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2016D (Rehabilitation Institute of Chicago) and Certain Other Matters | SP |

**DETERMINATION AND DECLARATIONS BY THE CHAIR OF THE ILLINOIS FINANCE AUTHORITY**

I, Will Hobert, as the Chair of the Illinois Finance Authority (the "Authority"), hereby make the following determination and declarations:

THAT the Governor of the State of Illinois issued a Gubernatorial Disaster Proclamation on February 4, 2022 (the "Disaster Proclamation") finding that, pursuant to the provisions of the Illinois Emergency Management Agency Act, a disaster exists within the State of Illinois related to public health concerns caused by Coronavirus Disease 2019 ("COVID-19") and declaring all counties in the State of Illinois as a disaster area, which Proclamation remains in effect for 30 days; and

THAT in accordance with the provisions of Section 7(e) of the Open Meetings Act, as amended, I have determined that so long as the Disaster Proclamation is effective, including by reason of any reissuance, extension or renewal by the Governor of the State of Illinois, an in-person meeting of the Members of the Authority on March 8, 2022, the next regularly scheduled meeting of the Authority, would not be practical or prudent because of the disaster declared by the Governor; and

THAT if, on the date of the next regularly scheduled meeting of the Members of the Authority, the Disaster Proclamation is no longer in effect and there has been no reissuance, renewal or extension thereof, and no delivery of a new proclamation by the Governor, the meeting of the Members of the Authority will still occur at the designated location (at the Authority's Chicago Office, 160 North LaSalle Street, Suite S1000, Chicago, Illinois 60601) provided that the required number of Members are able to attend such meeting in person in order to constitute a quorum. However, although, members of the public may attend such meeting in person, individuals are strongly encouraged to consider attending the meeting remotely to make the in-person meeting as safe as possible.

THEREFORE if, on the date of the next regularly scheduled meeting of the Members of the Authority, the Disaster Proclamation is still in effect by reason of a reissuance, renewal or extension, including the delivery of a new proclamation by the Governor, the next regular meeting of the Authority scheduled for March 8, 2022 at 9:30 a.m. shall be conducted via video and audio conference, without the physical presence of a quorum of the Members, in accordance with the provisions of Section 7(e) of the Open Meetings Act, as amended; and

THAT all Members of the body participating in the meeting, wherever their physical location, shall be verified and can hear one another and can hear all discussion and testimony; and

THAT members of the public present at the regular meeting location of the body can hear all discussion and testimony and all votes of the Members of the Authority; any interested member of the public will be provided access to contemporaneously hear all discussion, testimony, and roll call votes by telephone via audio conference; and

THAT regardless of the status of the Gubernatorial Disaster Proclamation, the Executive Director of the Authority shall be physically present at the regular meeting location; and

THAT meetings of any committees of the Authority held on March 8, 2022 shall also be held in accordance with the above practices.

Signed:

| | |
|---|---|
| /s/ Will Hobert | March 4, 2022 |
| Will Hobert, Chair | Date |

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

# III. PUBLIC COMMENT

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160 North LaSalle Street
Suite S-1000
Chicago, IL 60601
312-651-1300
312-651-1350 fax
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# IV. CHAIR’S REMARKS

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Suite S-1000
Chicago, IL 60601
312-651-1300
312-651-1350 fax
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# V. MESSAGE FROM THE EXECUTIVE DIRECTOR

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ILLINOIS FINANCE AUTHORITY

160 North LaSalle Street
Suite S-1000
Chicago, IL 60601
312-651-1300
312-651-1350 fax
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Date: March 8, 2022

To:

| | |
|---|---|
| William Hobert, Chair | Roger Poole |
| Peter Amaro | Timothy Ryan |
| Drew L. Beres | Eduardo Tobon |
| James J. Fuentes | Jennifer Watson |
| Mayor Arlene A. Juracek | Randal Wexler |
| Roxanne Nava | Jeffrey Wright |
| George Obernagel | Bradley A. Zeller |

From: Christopher B. Meister, Executive Director

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

Dear Member of the Authority:

***Impact of Increased Market Volatility on 2022 Municipal Bond Volume***

Many conduit borrowers have been pursuing market refundings on an accelerated timetable to effectuate expedited pricing and realize minimum targeted savings in advance of anticipated Federal Reserve Board ("Fed") interest rate hikes. Recent municipal market volatility, reflecting both inflation and anticipated interest rate expectations, is now further exacerbated by the war in Ukraine, as geopolitical risks have emerged as an additional market disruptor.

As we have observed, the sudden increase in market volatility has resulted in several Illinois Finance Authority ("Authority") borrowers with fully documented and Authority-approved transactions withdrawing their transactions from the market when market conditions indicated that minimum target pricing objectives would not be attained.

Current sentiment regarding the pace and timing of any Fed interest rate changes as well as investor demand underlying these trends were presented in **The Bond Buyer's** February 28, 2022, article "***Munis vastly underperform UST rally.***"

- The authors offered the following observations: *"As the calendar turns to March, with the Federal Open Market Committee meeting two weeks away, analysts remain divided about whether the Fed will be aggressive or not with its first rate hike, and the Russian invasion of Ukraine adds more doubt to an already cloudy picture."*
- The article offered several observations regarding the magnitude and pace of Federal Reserve interest rate policy including the following statement by Darrell Cronk, CIO of Wealth and Investment Management at Wells Fargo: *"The inflation picture is complicated by the Russian invasion." "Debates will ensue about whether policy action should fight inflation or ensure that growth does not slow precipitously from supply or*

*geopolitical shocks…We should expect central banks to continue on their path to fight inflation by tightening policy - even if the pace may be slowed slightly from the events of the Russian invasion."*

- Vikram Rai, head of Citigroup Global Market's municipal strategy group, opined that mutual fund demand will be muted in March: *"Mutual fund flows should be in negative territory in the next three to four weeks…"*

Reduced investor demand (e.g., via net mutual fund outflows in March) would ordinarily be correlated with increased market interest yields in March 2022. Any increase in market interest rates will reduce the likelihood of any borrower attaining their minimum savings target. Accordingly, as we did at the February 8, 2022 meeting, we will present a financial forward forecast as of April 30, 2022 in this morning's meeting.

***Today's project agenda features the following borrowers:***

- ***NorthShore University HealthSystem:*** NorthShore University HealthSystem returns to the Authority for the first time following its merger with Edward-Elmhurst Healthcare. The not-to-exceed issuance amount for the Series 2022 Bonds is $1.1 billion. Bond proceeds will be used to (1) fund new capital expenditures across the newly formed system; and (2) refund, redeem, or refund all or a portion of one or more series of outstanding Authority bonds. Included among the new money projects are facility improvements and building systems that will expand (1) the number of surgical operating rooms and recovery rooms at Skokie Hospital; and (2) cardiovascular surgical space at Glenbrook Hospital.

  Overall, the estimated Refunding proceeds will total approximately $591.2 million while the estimated New Money proceeds total approximately $384.8 million. The Series 2022 Bonds will be sold as a combination of (1) underwritten, rated bonds based on NorthShore University HealthSystem's long-term investment grade ratings and (2) direct, bank-purchased bonds. Additionally, a portion of the publicly sold variable rate bonds will be credit enhanced by a standby bond purchase agreement from JPMorgan Chase Bank, National Association. The newly formed system between NorthShore University HealthSystem and Edward-Elmhurst Healthcare operates a regional health system comprising nine (9) hospitals along with satellite facilities and clinics located in Cook County, DuPage County, and Lake County. The system has approximately 25,000 full-time equivalent employees.

- ***Washington and Jane Smith Community – Orland Park d/b/a Smith Crossing:*** Washington and Jane Smith Community – Orland Park d/b/a Smith Crossing, a continuing care retirement community, returns for the purpose of refunding the outstanding balance on its Series 2018 Bonds. The not-to-exceed amount for this financing is $65 million. This refinancing will enable the Smith Crossing project to lock-in market-based fixed rates to the final maturity date, thereby eliminating bank renewal risk and interest rate/spread adjustment risk on Smith Crossing's existing bank-held bonds. The Smith Crossing project applied for a long-term debt rating in connection with this refinancing. Fitch Ratings assigned a 'BBB-' rating with a

Stable Outlook as of February 23, 2022. The outstanding Series 2018 bank-held bonds were not rated. The Smith Crossing facilities in Orland Park (Will County) consists of 173 independent living units, 46 traditional assisted living units, 16 memory care assisted living units, and 92 skilled nursing beds.

- ***Erikson Institute:*** Erikson Institute returns to the Authority to refund the outstanding balance of its Series 2017A-B bank-held bonds. The not-to-exceed amount for the Series 2022 Bonds is $25.7 million. The Series 2022 Bond will enable Erikson to (1) realize annual debt service savings and (2) effectuate a change in the underlying rate index to SOFR for the Series 2022 Bond (from a LIBOR-based index on the Series 2017 Bonds).

  Erikson was established in 1966 to provide child development and education for professionals working in the recently created Head Start program. Erikson Institute offers Higher Learning Commission accredited graduate school as well as professional certificate training in child education and development. The Institute's mission has expanded over time to include applied research, childcare, and community work focused on children through age eight at high risk of academic failure. Erikson's operations occupy four floors at 451 N. LaSalle Street in Chicago. Erikson originally financed the acquisition, equipping and build-out of its 451 N. LaSalle Street facilities with $32.5 million of IFA Series 2007 Revenue Bonds.

- ***Beginning Farmer Bonds:*** Today's agenda features two bank-purchased bond issues totaling approximately $658,000 that will enable two first-time farmers to acquire farmland in Clinton County (near Breese) and Wabash County (near Mount Carmel and West Salem)

- ***Resolutions - Amendments:*** In addition to the new financings, today's agenda also includes two Resolutions that will authorize and approve amendments to Bond Trust Indentures relating to (1) Plymouth Place, Inc. and (2) the Rehabilitation Institute of Chicago (d/b/a Shirley Ryan AbilityLab).

***Thank you for your service, Lisa Bonnett***

Lisa Bonnett, a key contributor to our Climate Bank efforts and the former Director of the Illinois Environmental Protection Agency, has left the Authority for other endeavors. Lisa's many notable contributions and accomplishments include the modern Illinois State Revolving Fund/Clean Water Initiative leveraged bond program, the implementation of the Natural Gas Municipal Loan Program, and critical assistance in the drafting of what became the Authority's Climate Bank statutory language. We will miss Lisa and convey our best wishes to her as she pursues her next chapter.

***Congratulations on Senate Confirmation***

By a unanimous vote, the Illinois Senate confirmed Governor Pritzker's appointments of ***Peter Amaro, Drew Beres, Roxanne Nava, Roger Poole, Eduardo Tobon,*** and ***Randy Wexler*** as

Authority Members on February 22, 2022. We appreciate your decisions to volunteer your time to advance the economic development and climate finance priorities of our State.

/s/

Christopher B. Meister
Executive Director

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Suite S-1000
Chicago, IL 60601
312-651-1300
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www.il-fa.com

# VI. COMMITTEE REPORTS

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# VII. PRESENTATION AND CONSIDERATION OF NEW BUSINES ITEMS

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**RESOLUTION NUMBER 2022-0308-CF01**

**RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED $1,100,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF REVENUE BONDS, SERIES 2022 (NORTHSHORE - EDWARD-ELMHURST CREDIT GROUP), IN ONE OR MORE SERIES, OF THE ILLINOIS FINANCE AUTHORITY, THE PROCEEDS OF WHICH ARE TO BE LOANED TO NORTHSHORE UNIVERSITY HEALTHSYSTEM, AND AUTHORIZING AND APPROVING RELATED MATTERS.**

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, NorthShore University HealthSystem, an Illinois not for profit corporation (the *"Corporation"*), has requested that the Authority issue not to exceed $1,100,000,000 (excluding original issue discount or premium, if any) in aggregate principal amount of revenue bonds consisting of (i) one or more series of tax-exempt and/or taxable Revenue Bonds (NorthShore - Edward-Elmhurst Credit Group) initially bearing interest at variable rates (the "*Variable Rate Bonds*") and/or (ii) one or more series of tax-exempt and/or taxable Revenue Bonds (NorthShore - Edward-Elmhurst Credit Group) initially bearing interest at fixed rates (the "*Fixed Rate Bonds*" and, together with the Variable Rate Bonds, the *"Bonds"*) and to loan the proceeds thereof to the Corporation in order to assist the Corporation in providing all or some of the funds necessary to do any or all of the following: (i) to finance, refinance or reimburse the Corporation, Swedish Covenant Health ("*Swedish*"), NorthShore University HealthSystem Faculty Practice Associates ("*NorthShore Medical Group*"), Northwest Community Healthcare ("*NCH*"), Naperville Psychiatric Ventures d/b/a Linden Oaks Hospital ("*Linden Oaks Hospital*"), Edward-Elmhurst Healthcare ("*Edward-Elmhurst*"), Elmhurst Memorial Healthcare ("*Elmhurst Memorial*"), Edward Hospital ("*Edward Hospital*") and Elmhurst Memorial Hospital ("*Elmhurst Memorial Hospital*" and, together with the Corporation, Swedish, NorthShore Medical Group, NCH, Linden Oaks Hospital, Edward-Elmhurst, Elmhurst Memorial, and Edward Hospital, the "*Users*"), each an Illinois not for profit corporation (or a general partnership in the case of Linden Oaks Hospital) and an affiliate of the Corporation, for the costs of acquiring, constructing, renovating, remodeling, expanding, rehabilitating and equipping certain health facilities owned by the Corporation or any User and all necessary, attendant or related facilities, equipment, site work and utilities thereto; (ii) refund all or a portion of the outstanding $136,690,000 original principal amount Illinois Finance Authority Revenue Refunding Bonds, Series 2016A (Northwest Community Hospital) (the "*NCH Series 2016A Bonds*" or the "*Prior NCH Bonds*"); (iii) finance the cost to acquire, indirectly through the substitution of the membership interest of Edward-Elmhurst, certain assets of Edward Hospital and Elmhurst Memorial Hospital in the amount necessary to redeem or defease (a) the outstanding $56,600,000 original principal amount Illinois Finance Authority Variable Rate Demand Revenue Refunding Bonds, Series 2008B-2 (Edward Hospital Obligated Group) (the "*Series 2008B-2 Bonds*"); (b) the outstanding $13,020,000 original principal amount Illinois Finance Authority Variable Rate Demand Revenue Refunding Bonds, Series 2008C (Edward Hospital

Obligated Group) (the "*Series 2008C Bonds*"), (c) the outstanding $50,000,000 original principal amount Illinois Finance Authority Variable Rate Demand Revenue Bonds, Series 2008D (Elmhurst Memorial Healthcare) (the "*Series 2008D Bonds*" and, together with the Series 2008C Bonds, the "*Series 2008CD Bonds*"); (d) the outstanding $197,590,000 original principal amount Illinois Finance Authority Revenue Bonds, Series 2017A (Edward-Elmhurst Healthcare) (the "*Series 2017A Bonds*"); (e) the outstanding $42,980,000 original principal amount Illinois Finance Authority Revenue Refunding Bonds Series 2017C (Edward-Elmhurst Healthcare) (the "*Series 2017C Bonds*"); (f) the outstanding $123,505,000 original principal amount Illinois Finance Authority Revenue Refunding Bonds, Series 2018A (Edward-Elmhurst Healthcare) (the "*Series 2018A Bonds*"); (g) the outstanding $51,425,000 original principal amount Illinois Finance Authority Revenue Refunding Bonds, Series 2018B (Edward-Elmhurst Healthcare) (the "*Series 2018B* Bonds" and, together with the Series 2018A Bonds, the "*Series 2018AB Bonds*"); and (h) the outstanding $42,720,000 original principal amount Illinois Finance Authority Revenue Refunding Bonds, Series 2021A (Edward-Elmhurst Healthcare) (the "*Series 2021A Bonds*" and, together with the Series 2008B-2 Bonds, the Series 2008CD Bonds, the Series 2017A Bonds, the Series 2017C Bonds and the Series 2018AB Bonds, the "*Prior Edward-Elmhurst Bonds*"); (iv) fund one or more debt service reserve funds for the benefit of the Bonds, if deemed necessary or desirable by the Authority and the Corporation; (v) fund working capital for the Users, if deemed necessary or desirable by the Corporation; (vi) fund interest accruing on the Bonds, if deemed necessary or desirable by the Corporation; (vii) pay certain fees and expenses relating to the termination of swap agreements; and (viii) pay certain expenses incurred in connection with the issuance of the Bonds, the refunding of the Prior NCH Bonds and the redemption and defeasance of the Prior Edward-Elmhurst Bonds, including the cost of any credit or liquidity enhancement, all as permitted by the Act (collectively, the *"Financing Purposes"*); and

WHEREAS, drafts of the following documents have been previously provided to and are on file with the Authority (collectively, the *"Authority Documents"*):

(a) one or more Bond Trust Indentures (collectively, the *"Variable Rate Bond Indenture"*) between the Authority and The Bank of New York Mellon Trust Company, N.A., as bond trustee (the "*Bond Trustee*"), providing for the issuance thereunder of the Variable Rate Bonds and setting forth the terms and provisions applicable to the Variable Rate Bonds, including securing each series of the Variable Rate Bonds by an assignment thereunder of certain of the Authority's right, title and interest in and to the related Variable Rate Note (as hereinafter defined) and certain of the Authority's rights in and to the related Variable Rate Loan Agreement (as hereinafter defined);

(b) one or more Bond Trust Indentures (collectively, the *"Fixed Rate Bond Indenture"* and, together with the Variable Rate Bond Indenture, the *"Bond Indentures"*) between the Authority and the Bond Trustee, providing for the issuance thereunder of the Fixed Rate Bonds and setting forth the terms and provisions applicable to the Fixed Rate Bonds, including securing each series of the Fixed Rate Bonds by an assignment thereunder of the Authority's right, title and interest in and to the related Fixed Rate Note (as hereinafter defined) and certain of the Authority's rights in and to the related Fixed Rate Loan Agreement (as hereinafter defined);

(c) one or more Loan Agreements (collectively, the *"Variable Rate Loan Agreement"*) between the Authority and the Corporation, under which the Authority will loan the proceeds of the Variable Rate Bonds to the Corporation, all as more fully described in the Variable Rate Loan Agreement;

(d) one or more Loan Agreements (collectively, the *"Fixed Rate Loan Agreement"* and, together with the Variable Rate Loan Agreement, the *"Loan Agreements"*) between the Authority and the Corporation, under which the Authority will loan the proceeds of the Fixed Rate Bonds to the Corporation, all as more fully described in the Fixed Rate Loan Agreement;

(e) one or more Bond Purchase Agreements (collectively, the "*Public Bond Purchase Agreement"*) among the Corporation, the Authority, and such firm or firms of municipal bond underwriters selected by the Corporation and as may be approved by the Authority (with execution of the Public Bond Purchase Agreement constituting approval by the Authority) including, without limitation, Goldman Sachs & Co. LLC and J.P. Morgan Securities LLC (or an affiliate thereof) and/or any other underwriter or purchaser named therein, as the underwriters or purchasers of the related series of Bonds (collectively, the *"Underwriters"*), providing for the sale by the Authority and the purchase by the Underwriters of the related series of Bonds; and

(f) one or more Bond Purchase Agreements (collectively, the "*Direct Placement Bond Purchase Agreement"*) among the Corporation, the Authority, and such commercial bank or banks selected by the Corporation and as may be approved by the Authority (with execution of the Direct Placement Bond Purchase Agreement constituting approval by the Authority) including, without limitation, TD Bank, N.A. and PNC Bank, National Association (or affiliates thereof) and/or any other purchaser named therein, as the purchasers of the related series of Bonds (collectively, the "*Bank Purchaser*"), providing for the sale by the Authority and the purchase by the Bank Purchaser of the related series of Bonds; and

WHEREAS, in connection with the issuance of the Bonds, the following additional documents will be executed and delivered by parties other than the Authority (collectively, the *"Additional Transaction Documents"*):

(a) one or more Official Statements (collectively, the *"Fixed Rate Official Statement"*), substantially in the form of the draft Preliminary Official Statement (collectively, the "*Preliminary Official Statement*") previously provided to and on file with the Authority, relating to the offering of the Fixed Rate Bonds;

(b) one or more Official Statements (collectively, the *"Variable Rate Official Statement"* and, together with the Fixed Rate Official Statement, the *"Official Statements"*), substantially in the form of the draft Preliminary Official Statement previously provided to and on file with the Authority, relating to the offering of the Variable Rate Bonds;

(c) one or more Supplemental Master Trust Indentures (collectively, the *"Supplemental Master Indenture"*) among the Corporation, as the Obligated Group Agent, Edward-Elmhurst and NS-EE Holdings (collectively, the "*Members of the Obligated Group*") and The Bank of New York Mellon Trust Company, N.A., as master trustee (the *"Master Trustee"*), supplementing the Master Trust Indenture between the Corporation and the Master Trustee, as previously supplemented and amended (the "*Existing Master Indenture*" and, together with the Supplemental Master Indenture, the "*Master Indenture*") and providing for, among other things, the issuance thereunder of the Notes (as hereinafter defined);

(d) one or more Direct Note Obligations of the Corporation (collectively, the *"Variable Rate Note"*), which will be pledged as security for the Variable Rate Bonds, in an aggregate principal amount equal to the aggregate principal amount of the Variable Rate Bonds and with prepayment, maturity and interest rate provisions similar to the Variable Rate Bonds;

(e) one or more Direct Note Obligations of the Corporation (collectively, the *"Fixed Rate Note"* and, together with the Variable Rate Note, the *"Notes"*), which will be pledged as security for the Fixed Rate Bonds, in an aggregate principal amount equal to the aggregate principal amount of the Fixed Rate Bonds and with prepayment, maturity and interest rate provisions similar to the Fixed Rate Bonds;

(f) one or more Reimbursement Agreements, Standby Bond Purchase Agreements and/or similar agreements (collectively, the "*Variable Rate Bank Agreement*") relating to the Variable Rate Bonds between the Corporation and one more commercial banks selected by the Corporation, as a letter of credit provider or liquidity provider, as applicable, as more fully described therein;

(g) one or more Remarketing Agreements (collectively, the *"Remarketing Agreements"*) between the Corporation and one or more remarketing agents (collectively, the *"Remarketing Agent"*) selected by the Corporation and as may be approved by the Authority (with execution of the Public Bond Purchase Agreement constituting approval by the Authority) pursuant to which the Remarketing Agent agrees, among other things, to use its best efforts to remarket the Variable Rate Bonds tendered by the owners thereof for purchase as provided in the Variable Rate Bond Indenture; and

(h) one or more Supplemental Bondholder's Agreements and/or Continuing Covenants Agreements or similar agreements (collectively, the "*Continuing Covenants Agreement*") between the Corporation and the Bank Purchaser providing for additional terms and conditions relating to the purchase of the Bonds, as more fully described therein.

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

*Section 1. Findings.* Based on representations made by the Corporation, the Authority hereby makes the following findings and determinations with respect to the Corporation, the Users, the Bonds to be issued by the Authority and the facilities to be financed or refinanced with the proceeds of the Bonds:

(a) Each of the Corporation and each User is a not for profit corporation (or a general partnership in the case of Linden Oaks Hospital) organized under the laws of the State of Illinois and is qualified to do business in the State of Illinois;

(b) The Corporation is a "participating health institution" (as defined in the Act) and owns and operates (i) Evanston Hospital located in Evanston, Illinois, (ii) Glenbrook Hospital located in Glenview, Illinois, (iii) Highland Park Hospital located in Highland Park, Illinois, and (iv) Skokie Hospital located in Skokie, Illinois;

(c) Swedish Covenant is a "participating health institution" (as defined in the Act) and owns and operates Swedish Hospital located in Chicago, Illinois;

(d) Northwest Community Healthcare is a "participating health institution" (as defined in the Act) and owns and operates Northwest Community Hospital located in Arlington Heights, Illinois;

(e) Edward Hospital is a "participating health institution" (as defined in the Act) and owns and operates Edward Hospital located in Naperville, Illinois;

(f) Elmhurst Memorial Hospital is a "participating health institution" (as defined in the Act) and owns and operates Elmhurst Hospital located in Elmhurst, Illinois;

(g) Linden Oaks Hospital is a "participating health institution" (as defined in the Act) and owns and operates four outpatient locations offering intensive outpatient behavioral health and substance abuse programs in Naperville, Plainfield, Hinsdale and St. Charles, Illinois;

(h) NorthShore Medical Group is a "participating health institution" (as defined in the Act) and is a faculty group practice comprised of primary and specialty care physicians;

(i) The Corporation has properly filed with the Authority its request for assistance in providing funds to the Corporation and (i) the funds will be used for any or all of the Financing Purposes, (ii) the facilities to be financed or refinanced with the proceeds of the Bonds will be owned and operated by the Corporation or a User and (iii) such facilities are included within the term "project" (as defined in the Act);

(j) The facilities to be financed or refinanced with the proceeds of the 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;

(k) The indebtedness to be refinanced, redeemed or defeased with the proceeds of the Bonds was issued for purposes which constitute valid purposes under the Act, all of the proceeds of such indebtedness made available to the Users 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 a User, such refinancing is in the public interest, is in connection with other financings by the Authority for a User and is permitted and authorized under the Act; and

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

*Section 2. The Bonds.* In order to obtain the funds to loan to the Corporation to be used for any or all of the Financing Purposes, the Authority hereby authorizes the issuance of the Bonds. The Bonds shall be issued under and secured by and shall have the terms and provisions set forth in the Bond Indentures in an aggregate principal amount not exceeding $1,100,000,000, excluding original issue discount or premium, if any. The Bonds 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 the Bond Indentures.

The Variable Rate Bonds shall mature not later than 40 years from the date of their issuance, and shall have maturities or mandatory bond sinking fund redemption as provided in the Variable Rate Bond Indenture. The Variable Rate Bonds shall bear interest at rates established under the Variable Rate Bond Indenture with initial rates not exceeding 4.00% per annum and a maximum interest rate not exceeding 25% per annum, and shall be subject to purchase and tender and to optional, extraordinary and mandatory bond sinking fund redemption and be payable all as provided in the Variable Rate Bond Indenture.

The Fixed Rate Bonds shall mature not later than 40 years from the date of their issuance, may be issued as serial bonds or term bonds subject to mandatory bond sinking fund redemption as provided in the Fixed Rate Bond Indenture and shall initially bear interest at stated rates not exceeding 7.00% per annum. The Fixed Rate Bonds shall be subject to optional and mandatory tender for purchase and tender and to optional, extraordinary and mandatory bond sinking fund redemption and be payable all as set forth in the Fixed Rate Bond Indenture.

The Bonds shall be issued only as fully registered bonds without coupons. The Bonds shall be executed on behalf of the Authority by the manual or facsimile signature of its Chairperson, its Vice Chairperson, its Executive Director or its Treasurer (and for purposes of this Resolution, any person duly appointed to any such office on an acting or an interim basis or otherwise authorized to act as provided by the resolutions of the Authority) 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 Bonds of each series shall be issued and sold by the Authority and purchased by the Underwriters at a purchase price of not less than 98% of the principal amount of the Bonds, excluding any original issue discount or premium, if any, plus accrued interest, if any. The Underwriters shall receive total underwriting compensation with respect to the sale of the Bonds, including underwriting discount, not in excess of 2% of the principal amount of the Bonds, excluding original issue discount or premium, if any, in connection with the sale of the Bonds.

The 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 pursuant to the Loan Agreements (except such income and revenues as may be derived by the Authority pursuant to the Unassigned Rights (as defined in the Bond Indentures)). The 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 related series of Bonds, (ii) the income and revenues derived by the Authority pursuant to the Loan Agreements and the Notes and other amounts available under the Bond Indentures 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, the Executive Director, General Counsel or Assistant Executive Director of the Authority, or any person duly appointed by the members of the Authority to serve in such offices on an interim basis (each an *"Authorized Officer"*), the power and duty to make final determinations as to the series of Prior Bonds to be refunded, the principal amount, number of series or subseries of Bonds and any names or other designations therefor, dated date, delivery date, maturities, purchase price, any mandatory sinking fund redemption provisions, optional and extraordinary redemption provisions, and the interest rates of the Bonds, all within the parameters set forth herein.

*Section 3. Sale to Bank Purchaser.* The Authority does hereby authorize the sale of some or all of the Bonds to the Bank Purchaser.

*Section 4. Authority Documents.* The Authority does hereby authorize and approve the execution (by manual or facsimile signature) by an Authorized Officer, and the delivery, performance and use of the Authority 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 Authority Document, if so required. The Authority Documents 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 Authority Documents and to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of the terms of the Bonds and the purchase thereof.

*Section 5. Additional Transaction Documents.* The Authority does hereby approve the execution and delivery of the Additional Transaction Documents. The Additional Transaction Documents shall be in substantially the forms previously provided to and on file with the Authority and hereby approved, with such changes therein as shall be approved by, or in such final forms as are approved by, the Authorized Officer of the Authority executing the Bond Indentures, with such execution to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of the final forms of the Additional Transaction Documents or any changes or revisions therein from such forms of the Additional Transaction Documents.

*Section 6. Distribution of the Preliminary Official Statements and the Official Statements*. The Authority does hereby approve the distribution of one or more Preliminary Official Statements and Official Statements in connection with the offering and sale of the Bonds. The Official Statements shall be substantially in the form of the draft Preliminary Official Statement 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 Bond Indentures, with such execution to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of the final forms of the Official Statements.

*Section 7. Compliance with Credit Rating Policy.* Based on the fact that the Corporation reasonably expects that one or more series of the Bonds may be sold to the Bank Purchaser, who will be 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 such Bonds complies with the Authority's policy regarding unrated bonds.

*Section 8. 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 bond indentures, escrow agreements or other agreements providing for the payment of the Bonds and any additional documents that may be necessary to provide for one or more additional series or subseries of tax-exempt and/or taxable Bonds and the acceptance of any continuing disclosure agreement of the Corporation, as Obligated Group Agent, pursuant to Rule 15c2-12 of the Securities Exchange Act of 1934, as amended, and documents necessary to subscribe for state and local government securities) as may be necessary to carry out and comply with the provisions of these resolutions, the Authority Documents and the Additional Transaction 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 Authority Documents or any other document executed pursuant hereto it is provided that an action shall be taken by the Authority, such action shall be taken by an Authorized Officer of the Authority, or in the event of the unavailability, inability or refusal of an Authorized Officer to take such action, by 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 9. 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 10. Conflicts.* All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

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

**Adopted** this 8th day of March, 2022 by vote as follows:

Ayes:

Nays:

Abstain:

Absent:

Vacant:

ILLINOIS FINANCE AUTHORITY

By:______________________________________
Executive Director

Attest:

By: _______________________________
Assistant Secretary

[SEAL]

RESOLUTION 2022–0308-CF02

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED $65,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF REVENUE REFUNDING BONDS CONSISTING OF ONE OR MORE SERIES OF REVENUE REFUNDING BONDS, SERIES 2022 (SMITH CROSSING), THE PROCEEDS OF WHICH ARE TO BE LOANED TO WASHINGTON AND JANE SMITH COMMUNITY — ORLAND PARK.

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, Washington and Jane Smith Community — Orland Park (the *"Borrower"*), an Illinois not for profit corporation, has requested that the Authority issue not to exceed $65,000,000 in aggregate principal amount of Revenue Refunding Bonds consisting of one or more series of Revenue Refunding Bonds, Series 2022 (Smith Crossing) bearing interest at fixed rates (the *"Series 2022 Bonds"*), and loan the proceeds thereof to the Borrower in order to assist the Borrower in providing all or some of the funds necessary to do any or all of the following: (i) refund all or a portion of the outstanding (a) $24,500,000 Maximum Principal Amount Illinois Finance Authority Variable Rate Revenue Bonds, Series 2018A (Smith Crossing Project) (the *"Series 2018A Bonds"*), (b) $18,064,000 Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2018B (Smith Crossing) (the *"Series 2018B Bonds"*), and (c) $14,686,000 Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2018C (Smith Crossing) (the *"Series 2018C Bonds"* and, collectively with the Series 2018A Bonds and the Series 2018B Bonds, 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) establish a debt service reserve fund, if deemed necessary or desirable by the Authority and/or the Borrower; and (iv) pay certain expenses incurred in connection with the refunding of the Prior Bonds and the issuance of the Series 2022 Bonds, including any fees to terminate the swaps integrated with the Prior Bonds (collectively, the *"Financing Purposes"*); and

WHEREAS, drafts of the following documents have been previously provided to and are on file with the Authority (collectively, the *"Authority Documents"*):

(a) a Bond Trust Indenture (the *"Bond Indenture"*) between the Authority and UMB Bank, N.A., as bond trustee (the *"Bond Trustee"*), providing for the issuance thereunder of the Series 2022 Bonds and setting forth the terms and provisions applicable to the Series 2022 Bonds, including securing the Series 2022 Bonds by an assignment thereunder to the Bond Trustee of certain of the Authority's rights under the Loan Agreement (as hereinafter defined) and the Authority's right, title and interest in and to the Series 2022 Obligation (as hereinafter defined); and

(b) a Loan Agreement (the *"Loan Agreement"*) between the Authority and the Borrower and pursuant to which the Authority will loan the proceeds of the Series 2022 Bonds to the Borrower, all as more fully described in the Loan Agreement; and

(c) a Bond Purchase Agreement among the Borrower, the Authority and B.C. Ziegler and Company, as the initial purchaser of the Series 2022 Bonds (the *"Initial Purchaser"*), providing for the sale by the Authority and the purchase by the Initial Purchaser of the Series 2022 Bonds; and

WHEREAS, in connection with the issuance of the Series 2022 Bonds, the following additional documents will be executed and delivered by parties other than the Authority (collectively, the *"Additional Transaction Documents"*):

(a) the Master Trust Indenture between the Borrower and UMB Bank, N.A., as master trustee, providing for, among other things, the issuance thereunder of the Series 2022 Obligation (as hereinafter defined); and

(b) a Direct Note Obligation of the Borrower (the *"Series 2022 Obligation"*), which will be issued to the Authority as security for the Series 2022 Bonds, in an aggregate principal amount equal to the aggregate principal amount of the Series 2022 Bonds and with prepayment, maturity and interest rate provisions similar to the Series 2022 Bonds; and

(c) a Preliminary Official Statement (the *"Preliminary Official Statement"*) and an Official Statement (the *"Official Statement"*), relating to the offering of the Series 2022 Bonds; and

WHEREAS, the Authority has adopted a policy requiring that non-rated bonds or bonds rated below investment grade be sold only to "accredited investors" or "qualified institutional buyers" (as such terms are defined by the Securities and Exchange Commission) in minimum denominations of at least $100,000, unless a borrower has requested and obtained a waiver of such policy from the Authority, which waivers are subject to the satisfaction of certain conditions set forth in the policy; and

WHEREAS, the Borrower has informed the Authority that the Series 2022 Bonds will be offered to the public in minimum denominations less than $100,000 and that the Series 2022 Bonds will have an investment grade credit rating; and

WHEREAS, in the event the credit rating on the Series 2022 Bonds is reduced to below investment grade prior to the issuance of the Series 2022 Bonds, the Borrower has requested that the Authority waive its policy regarding the issuance of bonds that are rated below investment grade and has informed the Authority that the Borrower will satisfy the conditions for such a waiver because the refunding of the Prior Bonds will have a positive impact on the financial viability of the Borrower and the Borrower is not currently in default on any bonds or missed a payment relative to any bonds in the immediately preceding three years; and

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

*Section 1. Findings.* Based on representations of the Borrower, the Authority hereby makes the following findings and determinations with respect to the Borrower, the Series 2022

Bonds to be issued by the Authority and the facilities to be refinanced with the proceeds of the Series 2022 Bonds:

(a) The Borrower is a not for profit corporation organized under the laws of the State of Illinois, is qualified to do business in the State of Illinois, is a "participating health institution" (as defined in the Act) and owns and operates Smith Crossing located in Orland Park, Illinois;

(b) The Borrower has properly filed with the Authority its request for assistance in providing funds to the Borrower and (i) the funds will be used for the purposes aforesaid and (ii) the facilities to be refinanced with the proceeds of the Series 2022 Bonds are owned and operated by the Borrower, and such facilities are included within the term "project" (as defined in the Act);

(c) The indebtedness to be refinanced with the proceeds of the Series 2022 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 and operated by the Borrower, such refinancing is in the public interest, alleviates a financial hardship of the Borrower and is permitted and authorized under the Act; and

(d) The Series 2022 Bonds are being issued for a valid purpose under and in accordance with the provisions of the Act.

*Section 2. The Series 2022 Bonds.* In order to obtain the funds to loan to the Borrower to be used for the purposes aforesaid, the Authority hereby authorizes the issuance of the Series 2022 Bonds. The Series 2022 Bonds shall be issued under and secured by and shall have the terms and provisions set forth in the Bond Indenture in an aggregate principal amount not exceeding $65,000,000. The Series 2022 Bonds 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 the Chairperson, Vice Chairperson, Executive Director, General Counsel or any Assistant Executive Director of the Authority, or any person duly appointed by the Members of the Authority to serve in such offices on an interim basis (each, an *"Authorized Officer"*), which approval shall be evidenced by such Authorized Officer's execution and delivery of the Bond Indenture.

The Series 2022 Bonds shall mature no later than 40 years after their date of issuance. The Series 2022 Bonds may be subject to serial maturities or mandatory bond sinking fund redemption as provided in the Bond Indenture and shall bear interest at stated rates not exceeding 5.25% per annum. The Series 2022 Bonds shall be subject to optional redemption, extraordinary redemption and mandatory bond sinking fund redemption and shall be payable all as set forth in the Bond Indenture.

The Series 2022 Bonds shall be issued only as fully registered bonds without coupons. The Series 2022 Bonds shall be executed on behalf of the Authority by the manual or facsimile signature of its Chairperson, its Vice Chairperson, its Executive Director or its Treasurer (or any person duly appointed by the Members of the Authority to serve in such office on an interim basis) and attested by the manual or facsimile signature of its Secretary or 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 2022 Bonds shall be issued and sold by the Authority and purchased by the Initial Purchaser at a purchase price of not less than 98% of the principal amount of such Series 2022 Bonds, excluding any original issue discount or premium, if any, plus accrued interest, if any. The Initial Purchaser shall receive total underwriting compensation with respect to the sale of the Series 2022 Bonds, including underwriting discount, not in excess of 2% of the principal amount of the Series 2022 Bonds, excluding original issue discount or premium, if any, in connection with the sale of the Series 2022 Bonds.

The Series 2022 Bonds and the interest thereon shall be special, limited obligations of the Authority, payable solely from the income and revenues to be derived by the Authority pursuant to the Loan Agreement (except such income and revenues as may be derived by the Authority pursuant to the Unassigned Rights (as defined in the Bond Indenture)) and the Series 2022 Obligation. The Series 2022 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 2022 Bonds, (ii) the income and revenues derived by the Authority pursuant to the Loan Agreement and the Series 2022 Obligation and other amounts available under the Bond Indenture and (iii) any money arising out of the investment or reinvestment of said proceeds, income, revenue or receipts.

The Authority hereby delegates to an Authorized Officer the power and duty to make final determinations as to the Prior Bonds to be refunded, the principal amount, number of series or subseries of Series 2022 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, the interest rates of each series of the Series 2022 Bonds, and to approve the final forms of any of the Authority Documents, all within the parameters set forth herein.

*Section 3. Authority Documents.* The Authority does hereby authorize and approve the execution (by manual or facsimile signature) by an Authorized Officer and the delivery and use of the Authority 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 Authority Document. The Authority Documents 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 Authority Documents and to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of the terms of the Series 2022 Bonds and the purchase thereof.

*Section 4. Additional Transaction Documents.* The Authority does hereby approve the execution and delivery of the Additional Transaction Documents. The Additional Transaction Documents shall be in substantially the forms approved by the Authorized Officer of the Authority executing the Bond Indenture with such execution to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of the final forms of the Additional Transaction Documents.

*Section 5. Distribution of the Preliminary Official Statement and the Official Statement*. The Authority does hereby approve the distribution of the Preliminary Official Statement and the Official Statement by the Initial Purchaser in connection with the offering and sale of the Series 2022 Bonds. The Preliminary Official Statement and the Official Statement shall be substantially in the form of the draft Preliminary Official Statement 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 Bond Indenture, with such execution to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of the final forms of the Preliminary Official Statement and the Official Statement.

*Section 6. Waiver of Credit Rating Policy for the Series 2022 Bonds.* In the event the Series 2022 Bonds are rated below investment grade, the Authority, based on the information provided by the Borrower, hereby grants a waiver of its policy regarding the issuance of bonds rated below investment grade and authorizes the Series 2022 Bonds to be offered to the public with a rating below investment grade in minimum denominations less than $100,000.

*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 bond indentures, escrow agreements, interest rate hedge agreements and identification certificates or other agreements providing for the refunding of the Prior Bonds and any additional documents that may be necessary to provide for one or more additional series or subseries of Series 2022 Bonds, the acceptance of any continuing disclosure agreement of the Borrower pursuant to Rule 15c2-12 of the Securities Exchange Act of 1934, as amended, and documents necessary to subscribe for state and local government securities) as may be necessary to carry out and comply with the provisions of this Resolution, the Authority Documents and the Additional Transaction 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 this Resolution 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 Authority Documents or any other document executed pursuant hereto it is provided that an action shall be taken by the Authority, such action shall be taken by an Authorized Officer of the Authority, or in the event of the unavailability, inability or refusal of an Authorized Officer to take such action, by 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 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 Resolution shall be in full force and effect immediately upon its passage, as by law provided.

Adopted and effective this 8th day of March, 2022:

Ayes:

Nays:

Abstain:

Absent:

ILLINOIS FINANCE AUTHORITY

By ______________________________________
Executive Director

ATTEST:

________________________________________
Assistant Secretary

[SEAL]

## RESOLUTION NO. 2022-0308-CF03

A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED $25,700,000 IN AGGREGATE PRINCIPAL AMOUNT OF ILLINOIS FINANCE AUTHORITY REVENUE REFUNDING BOND, SERIES 2022 (ERIKSON INSTITUTE), THE PROCEEDS OF WHICH ARE TO BE LOANED TO THE ERIKSON INSTITUTE; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND AND LOAN AGREEMENT, A TAX EXEMPTION CERTIFICATE AND AGREEMENT, A FILING AGENT AGREEMENT AND RELATED DOCUMENTS; AND APPROVING RELATED MATTERS.

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 supplemented and amended, the *"Act"*), and is authorized by the Act to issue its revenue bonds for the purposes set forth in the Act and to permit the expenditure of the proceeds thereof to finance or refinance the cost of "educational facilities" used by "private institutions of higher education" (as such terms are defined in the Act); and

WHEREAS, Erikson Institute, an Illinois not for profit corporation (the *"Corporation"*) and a "private institution of higher education" has requested that the Authority issue its Revenue Refunding Bond, Series 2022 (Erikson Institute) (the *"Series 2022 Bond"*) in an aggregate principal amount not to exceed $25,700,000, and loan the proceeds from the sale thereof to the Corporation in order to assist the Corporation in providing a portion of the funds necessary to do any or all of the following: (i) refund and redeem all or a portion of the outstanding Illinois Finance Authority Revenue Refunding Bond, Series 2017A (Erikson Institute) (the *"Series 2017A Bond"*), (ii) refund and redeem all or a portion of the outstanding Illinois Finance Authority Revenue Refunding Bond, Series 2017B (Erikson Institute) (the *"Series 2017B Bond"* and collectively with the Series 2017A Bond, the *"Series 2017 Bonds"*), (iii) pay a portion of the interest on the Series 2022 Bond, if deemed necessary or advisable by the Authority or the Corporation, (iv) fund a debt service reserve fund if deemed necessary or desirable by the Corporation, and (v) pay certain costs relating to the issuance of the Series 2022 Bond if deemed necessary or desirable by the Corporation, all as permitted under the Act (collectively, the *"Financing Purposes"*); and

WHEREAS, in connection with the issuance of the Series 2022 Bond, it will be necessary for the Authority to execute and deliver the following documents (collectively, the *"Authority Documents"*):

(a) a Bond and Loan Agreement related to the Series 2022 Bond (the *"Bond and Loan Agreement"*) among the Authority, the Corporation and The Northern Trust Company or one of its affiliates (the *"Purchaser"*), pursuant to which the Purchaser will purchase the Series 2022 Bond from the Authority;

(b) a Tax Exemption Certificate and Agreement (the *"Tax Agreement"*) between the Authority and the Corporation; and

(c) the Filing Agent Agreement (the *"Filing Agent Agreement"*) among the Authority, the Corporation and Amalgamated Bank of Chicago or its successor, as filing agent (the *"Filing Agent"*), pursuant to which the Filing Agent will agree to file a completed Form C-08 for the Series 2022 Bond with the Authority and the Office of Comptroller of the State of Illinois, relating to the payment of principal and/or interest on the Series 2022 Bond in accordance with the terms thereof; and

WHEREAS, the Series 2022 Bond and the obligation to pay principal, premium, if any, and interest thereon are special, limited obligations of the Authority, payable solely out of the revenues and income derived from the Bond and Loan Agreement; the Series 2022 Bond and the obligation to pay interest thereon shall not be deemed to constitute an indebtedness, a general or moral obligation, or a pledge of the full faith and credit of the Authority, the State of Illinois or any political subdivision thereof within the purview of any constitutional limitation or statutory provision or a charge against the general credit or taxing powers, if any, of any of them; and neither the Purchaser nor any future owner of the Series 2022 Bond shall have the right to compel any exercise of the taxing power, if any, of the Authority, the State of Illinois or any political subdivision thereof to pay any principal or purchase price of, premium, if any, or interest on the Series 2022 Bond; and

WHEREAS, in connection with the issuance of the Series 2022 Bond, the Corporation will enter into a Continuing Covenant Agreement with the Purchaser (the *"Covenant Agreement"*) containing certain additional covenants to be made by the Corporation for the benefit of the Purchaser; and

WHEREAS, in order to secure the Corporation's obligations (a) to provide funds to pay the principal of, premium, if any, and interest on the Series 2022 Bond and (b) to make other payment obligations of the Corporation to The Northern Trust Company, the Corporation is granting to The Northern Trust Company (i) a first mortgage lien on and security interest in certain of its real and personal property, as more fully described in the Mortgage (as defined in the Bond and Loan Agreement) and (ii) a security interest in its gross revenues pursuant to a Security Agreement (as defined in the Bond and Loan Agreement); and

WHEREAS, the Authority has caused to be prepared and presented to its Members a form of the Bond and Loan Agreement for the Series 2022 Bond, including a form of the Series 2022 Bond, as *Exhibit A*;

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

*Section 1. Recitals.* The foregoing recitals are incorporated in and made a part of this Resolution by this reference.

*Section 2. Findings.* Based upon the representations of the Corporation, the Authority hereby makes the following findings and determinations with respect to the Corporation, the Series 2022 Bond to be issued by the Authority and the facilities to be refinanced with the proceeds of the Series 2022 Bond:

(a) The Corporation is a not for profit corporation organized under the laws of the State of Illinois and is qualified to do business in the State of Illinois;

(b) The Corporation is a "private institution of higher education" (as defined in the Act);

(c) The Corporation has properly filed with the Authority its request for assistance in providing funds to the Corporation and the funds will be used for the Financing Purposes, and the facilities refinanced with the proceeds of the Series 2022 Bond will be owned and operated by the Corporation and such facilities are included within the term "project" as defined in the Act;

(d) the Series 2017 Bonds to be refinanced with the proceeds of the Series 2022 Bond were issued for purposes which constitute valid purposes under the Act, all of the proceeds of such indebtedness made available to the Corporation 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 Corporation, such refinancing is in the public interest, is in connection with other financings by the Authority for the Corporation and is permitted and authorized under the Act; and

(e) The Series 2022 Bond is being issued for a valid purpose under and in accordance with the provisions of the Act.

*Section 3. Series 2022 Bond*. In order to obtain funds to loan to the Corporation to be used for the Financing Purposes, the Authority hereby authorizes the issuance of the Series 2022 Bond in an aggregate principal amount not to exceed $25,700,000, and the Series 2022 Bond is to be designated the "Illinois Finance Authority Revenue Refunding Bond, Series 2022 (Erikson Institute)"; and the form of Series 2022 Bond in substantially the form now before the Authority and previously provided to and on file with the Authority or with such changes therein in order to comply with the provisions of the Bond and Loan Agreement as any Authorized Officer (as hereinafter defined) shall approve, the execution thereof to constitute conclusive evidence of such approval of any and all changes or revisions therein from such form, be, and the same hereby is, approved; the Series 2022 Bond shall be executed on behalf of the Authority with the manual or facsimile signature of its Executive Director, Chairperson or Vice Chairperson (and for purposes of this Resolution, any person duly appointed to any such office on an acting or an interim basis or otherwise authorized to act as provided by Resolutions of the Authority) and attested with the manual or facsimile signature of its Secretary or any Assistant Secretary and the seal of the Authority shall be impressed or imprinted thereon; the Executive Director, Chairperson, the Vice Chairperson or any other Authorized Officer of the Authority shall cause the Series 2022 Bond, as so executed and attested, to be delivered to the Purchaser, as bond registrar under the Bond and Loan Agreement, for authentication; and when the Series 2022 Bond is executed on behalf of the Authority in the manner contemplated by the Bond and Loan Agreement and this Resolution, they shall represent the approved form of the Series 2022 Bond; *provided* that the Series 2022 Bond shall bear interest at variable rates established pursuant to the Bond and Loan Agreement (with an initial variable rate of interest not to exceed 5%), shall be payable over a term not exceeding twenty-five (25) years from its date of issuance and shall be privately placed with the Purchaser.

The interest rate on the Series 2022 Bond may be subject to adjustment to (i) a higher or lower rate per annum under certain conditions, as further described in the Bond and Loan Agreement, or (ii) a taxable rate after the occurrence of a Determination of Taxability, as defined and further described in the Bond and Loan Agreement.

The Authority hereby authorizes each of the Chairperson, Vice Chairperson, Executive Director, or General Counsel (and for purposes of this Resolution, any person duly appointed to any such office on an acting or an interim basis or otherwise authorized to act as provided by the Resolutions of the Authority) (each an *"Authorized Officer"*) to make a final determination as to the principal amount, initial interest rate, maturity, uses of proceeds, mandatory sinking fund redemption dates and amounts (if any), optional and extraordinary redemption provisions (if any), optional or mandatory tender provisions and the purchase price and uses of the proceeds from the sale of the Series 2022 Bond. The execution by an Authorized Officer of the Bond and Loan Agreement for the Series 2022 Bond shall constitute such Authorized Officer's approval and the Authority's approval of the final terms and provisions of such Series 2022 Bond.

The Series 2022 Bond, including the interest and any redemption premium payable thereon, shall be limited obligations of the Authority, payable solely from the income and revenues to be derived by the Authority pursuant to the Bond and Loan Agreement (except pursuant to Unassigned Rights (as defined in the Bond and Loan Agreement)).

The Series 2022 Bond and the interest thereon shall never constitute a general obligation or commitment by the Authority to expend any of its funds other than (i) the proceeds from the sale of the Series 2022 Bond, (ii) the income and revenues derived by the Authority pursuant to the Bond and Loan Agreement (except pursuant to Unassigned Rights), (iii) other amounts available under the Bond and Loan Agreement, and (iv) moneys arising out of the investment or reinvestment of such proceeds, income, revenues or receipts.

*Section 4. Bond and Loan Agreement.* The Authority is hereby authorized to enter into the Bond and Loan Agreement for the Series 2022 Bond with the Corporation and the Purchaser; the form, terms and provisions of the Bond and Loan Agreement be, and they hereby are, in all respects approved; the Authorized Officers of the Authority be, and each of them hereby is, authorized, empowered and directed to execute, and the Secretary or any Assistant Secretary of the Authority be, and each of them hereby is, authorized, empowered and directed to attest to and to affix the official seal of the Authority to, the Bond and Loan Agreement on behalf of the Authority, and thereupon the Authority shall cause the Bond and Loan Agreement to be delivered to the Corporation, such Bond and Loan Agreement (as executed) to provide for the loan of the proceeds from the sale of the Series 2022 Bond to the Corporation and the use of such proceeds to carry out the Financing Purposes, in the manner and with the effect therein provided; the Bond and Loan Agreement shall be in substantially the same form now before the Authority or with such changes as any Authorized Officer of the Authority shall approve, the execution thereof to constitute conclusive evidence of such approval of any and all changes or revisions from the form of the Bond and Loan Agreement now before the Authority; from and after the execution and delivery of the Bond and Loan Agreement, the Members, 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 Bond and Loan Agreement as executed; and the Bond and Loan Agreement shall constitute, and hereby is made, a part of this Resolution.

*Section 5. Tax Agreement.* The Authority is hereby authorized to enter into the Tax Agreement with the Corporation in the form to be approved by bond counsel and counsel to the Authority; the Authorized Officers of the Authority be, and each of them hereby is, authorized, empowered and directed to execute and deliver the Tax Agreement as so approved; and from and after the execution and delivery of the Tax Agreement, the Members, 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 Tax Agreement as executed.

*Section 6. Filing Agent Agreement.* The Authority is hereby authorized to enter into the Filing Agent Agreement with the Corporation and the Filing Agent; the form, terms and provisions of the Filing Agent Agreement be, and they hereby are, in all respects approved; the Authorized Officers of the Authority be, and each of them hereby is, authorized, empowered and directed to execute, and the Secretary or any Assistant Secretary of the Authority be, and each of them hereby is, authorized, empowered and directed to attest to and to affix the official seal of the Authority to, the Filing Agent Agreement in the name, for and on behalf of the Authority, and thereupon to cause the Filing Agent Agreement to be delivered to the Corporation; the Filing Agent Agreement shall be in substantially the same form now before the Authority or with such changes as any Authorized Officer of the Authority shall approve, the execution thereof to constitute conclusive evidence of such approval of any and all changes or revisions from the form of the Filing Agent Agreement now before the Authority; from and after the execution and delivery of the Filing Agent Agreement, 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 or desirable to carry out and comply with the provisions of the Filing Agent Agreement as executed; and the Filing Agent Agreement shall constitute, and hereby is made, a part of this Resolution.

*Section 7. Other Documents*. The Authorized Officers be, and each of them hereby is, authorized to (i) execute and deliver such documents, certificates and undertakings of the Authority, including but not limited to any documentation necessary to identify or re-identify any interest rate swap agreement as a "qualified hedge" under the Internal Revenue Code of 1986, as amended, (ii) approve the execution and delivery of such other documents, certificates and undertakings of other parties, including, without limitation, the Corporation and the Purchaser, and (iii) take such other actions as may be necessary or required in connection with carrying out and complying with this Resolution and the issuance and sale of the Series 2022 Bond and/or the execution, delivery and performance of the Authority Documents, the Covenant Agreement and such other documents, certificates and undertakings, all as authorized by this Resolution; and all of the acts and doings of the Authorized Officers which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, shall be and hereby are authorized, ratified, approved and confirmed.

*Section 8. Private Placement; Investment Letter; Restrictions on Transfers.* The Authority hereby authorizes the issuance and sale of the Series 2022 Bond to the Purchaser on a private placement basis pursuant to the Bond and Loan Agreement; the Purchaser shall deliver an investment letter to the Authority (in the form approved by counsel to the Authority) stating, among other things, that the Purchaser is either an "accredited investor" within the meaning of Regulation D, or a "qualified institutional buyer" within the meaning of Rule 144A, under the Securities Act of 1933, as amended; and the Bond and Loan Agreement shall contain such restrictions, as the counsel to the Authority shall reasonably determine are necessary or advisable, on the transfer of the Series 2022 Bond by the Purchaser or by any accredited investor or qualified institutional buyer to which the Purchaser transfers the Series 2022 Bond.

*Section 9. Other Acts.* All acts of the officers, employees and agents of the Authority which are in conformity with the purposes and intent of this Resolution be, and the same hereby are, in all respects, ratified, approved and confirmed.

*Section 10. 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 11. No Conflict.* All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

*Section 12. Effective Date.* This Resolution shall be in full force and effect immediately upon its passage, as by law provided.

APPROVED this 8th day of March, 2022.

ILLINOIS FINANCE AUTHORITY

By ______________________________________
Executive Director

[SEAL]

ATTEST:

___________________________________
Assistant Secretary

**Resolution Number 2022-0308-CF4A**

**RESOLUTION AUTHORIZING THE ISSUANCE OF AN AGRICULTURAL DEVELOPMENT REVENUE BOND IN THE AMOUNT SPECIFIED HEREIN BY THE ILLINOIS FINANCE AUTHORITY TO FINANCE THE ACQUISITION OF PROPERTY BY THE BORROWER.**

**WHEREAS**, the Illinois Finance Authority (the "Authority") is authorized, pursuant to the Illinois Finance Authority Act in general and Article 830 thereof specifically, 20 ILCS 3501/801-1 *et seq.* (the "Act"), to issue agricultural development revenue bonds to finance, among other things, (i) Agricultural Facilities, (ii) Agribusinesses and (iii) soil or water conservation projects or watershed areas (all as defined or provided for in the Act); and

**WHEREAS**, Austin Timmermann (the "Borrower"), has submitted an application under the Authority's Beginning Farmer Bond Program to finance the purchase of approximately 117 acres of farmland, located in Looking Glass Township, Clinton County, Illinois (the "Project"); and

**WHEREAS**, pursuant to the Act, the Authority is willing to (i) issue an Agricultural Development Revenue Bond (Timmermann 2022-03-0001) in an aggregate principal amount not to exceed $558,000.00 (the "Bond") to finance the Project; (ii) having a maturity date not later than 30 years from the date of the closing date (as defined herein); and (iii) to enter into agreements with the Borrower and Germantown Trust & Savings Bank (the "Lender") upon terms which will produce revenues sufficient to promptly pay the principal of, premium, if any, and accrued interest on the Bond, all as set forth in the agreements hereinafter identified; and

**WHEREAS**, it is necessary to authorize the execution of a Loan Agreement (the "Loan Agreement") by and between the Authority and the Borrower in substantially the form used by the Authority in previous transactions of this type, with such terms and provisions approved by the parties executing the Loan Agreement; the Loan Agreement shall be dated as of date on which the Loan Agreement is executed and delivered by the parties thereto (the "Closing Date"); pursuant to which Loan Agreement the Authority agrees to lend the Bond proceeds to the Borrower, and the Borrower agrees to pay the Authority or its assignee amounts sufficient to pay, when due, the principal of, premium, if any, and accrued interest on the Bond and to evidence such obligation by executing the Borrower's Promissory Note to the Authority (the "Note") in the principal amount of $558,000.00 (the "Principal Amount"); and

**WHEREAS**, it is necessary to authorize the execution of a Lender Loan Agreement (the "Lender Loan Agreement") by and between the Authority and the Lender in substantially the form used by the Authority in previous transactions of this type, with such terms and provisions approved by the parties executing the Lender Loan Agreement; the Lender Loan Agreement shall be dated as of the Closing Date; pursuant to which Lender Loan Agreement (i) the Authority agrees to sell the Bond to the Lender and assign certain of its rights and interests under the Loan Agreement and the Note to the Lender and (ii) the Lender agrees to purchase the Bond from the Authority;

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

Section 1. That the form, terms and provisions of the proposed Loan Agreement and Lender Loan Agreement be, and they are, in all respects, hereby approved; that the Chairperson, Vice Chairperson and the Executive Director (or any other person designated in writing by the Chairperson, Vice Chairperson or Executive Director (each an "Authorized Officer"); are each hereby authorized, empowered and directed to execute the Loan Agreement and the Lender Loan Agreement on behalf of the Authority, together with such changes as approved by the signatory in writing, and to cause these agreements to be delivered to the Borrower and the Lender, respectively; that the Secretary or any Assistant Secretary of the Authority is hereby authorized, empowered and directed to attest to the Loan Agreement and the Lender Loan Agreement on behalf of the Authority; and that from and after the execution and delivery of the Loan Agreement and the Lender Loan Agreement, the officials, agents and employees of the Authority are hereby authorized, empowered and directed to take all acts and to execute all documents necessary to carry out and comply with the provisions of the Loan Agreement and the Lender Loan Agreement as executed.

Section 2. That the assignment to the Lender of all amounts receivable by the Authority under the Loan Agreement and the Note is in all respects approved; provided, however, the Authority retains all unassigned rights, particularly rights to indemnification and costs to be paid by the Borrower under the Loan Agreement.

Section 3. That the Chairperson Vice Chairperson and the Executive Director are each hereby authorized, empowered and directed to cause the Bond to be prepared in the Principal Amount; that the Bond will be dated the date of issuance and will be expressed to mature, bear interest, pay a premium and be repaid as provided in the Bond and the Lender Loan Agreement. The Bond will be payable in such medium of payment and at such place, subject to such terms of redemption and containing such other terms and provisions as will be specified in the Loan Agreement and Lender Loan Agreement as executed and delivered.

Section 4. That the form, terms and provisions of the Bond be, and the same hereby are, in all respects approved; that the Bond in substantially the form used by the Authority in previous transactions of this type, with such terms and provisions approved by the parties executing the Bond; the Chairperson, Vice Chairperson and the Executive Director are each hereby authorized, empowered and directed to execute the Bond, either by manual or facsimile signature, on behalf of the Authority and to cause it to be delivered to the Lender as the initial purchaser of the Bond; that the Secretary or any Assistant Secretary of the Authority is hereby authorized, empowered and directed to attest to, either by manual or facsimile signature, the Bond on behalf of the Authority; and that from and after the execution and delivery of the Bond, the officials, agents and employees of the Authority are hereby authorized, empowered and directed to do all acts and to execute all documents necessary to carry out and comply with the provisions of the Bond.

Section 5. That the Executive Director is hereby authorized, empowered and directed to issue and sell the Bond to the Lender in the Principal Amount as provided in the Lender Loan Agreement, at a price of 100% of the Principal Amount thereof.

Section 6. That all acts of the Executive Director and any other officer of the Authority which are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance and sale of the Bond and the financing of the Project be, and the same hereby are, in all respects, approved and confirmed.

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

Section 8. That this Resolution shall be in full force and effect upon its adoption by the Members of the Authority.

Passed, approved and filed in the records of the Illinois Finance Authority on March 8, 2022.

Ayes:
Nays:
Abstain:
Absent:
Vacancy:

Approved:

______________________________
Title: Executive Director

______________________________
Assistant Secretary
(SEAL)

**Resolution Number 2022-0308-CF4B**

**RESOLUTION AUTHORIZING THE ISSUANCE OF AN AGRICULTURAL DEVELOPMENT REVENUE BOND IN THE AMOUNT SPECIFIED HEREIN BY THE ILLINOIS FINANCE AUTHORITY TO FINANCE THE ACQUISITION OF PROPERTY BY THE BORROWER.**

**WHEREAS**, the Illinois Finance Authority (the "Authority") is authorized, pursuant to the Illinois Finance Authority Act in general and Article 830 thereof specifically, 20 ILCS 3501/801-1 *et seq.* (the "Act"), to issue agricultural development revenue bonds to finance, among other things, (i) Agricultural Facilities, (ii) Agribusinesses and (iii) soil or water conservation projects or watershed areas (all as defined or provided for in the Act); and

**WHEREAS**, Tyger Clodfelter (the "Borrower"), has submitted an application under the Authority's Beginning Farmer Bond Program to finance the purchase of approximately 38 acres of farmland, located in Lancaster Township, Wabash County, Illinois (the "Project"); and

**WHEREAS**, pursuant to the Act, the Authority is willing to (i) issue an Agricultural Development Revenue Bond (Clodfelter 2022-03-0002) in an aggregate principal amount not to exceed $100,000.00 (the "Bond") to finance the Project; (ii) having a maturity date not later than 30 years from the date of the closing date (as defined herein); and (iii) to enter into agreements with the Borrower and Citizens National Bank of Albion (the "Lender") upon terms which will produce revenues sufficient to promptly pay the principal of, premium, if any, and accrued interest on the Bond, all as set forth in the agreements hereinafter identified; and

**WHEREAS**, it is necessary to authorize the execution of a Loan Agreement (the "Loan Agreement") by and between the Authority and the Borrower in substantially the form used by the Authority in previous transactions of this type, with such terms and provisions approved by the parties executing the Loan Agreement; the Loan Agreement shall be dated as of date on which the Loan Agreement is executed and delivered by the parties thereto (the "Closing Date"); pursuant to which Loan Agreement the Authority agrees to lend the Bond proceeds to the Borrower, and the Borrower agrees to pay the Authority or its assignee amounts sufficient to pay, when due, the principal of, premium, if any, and accrued interest on the Bond and to evidence such obligation by executing the Borrower's Promissory Note to the Authority (the "Note") in the principal amount of $100,000.00 (the "Principal Amount"); and

**WHEREAS**, it is necessary to authorize the execution of a Lender Loan Agreement (the "Lender Loan Agreement") by and between the Authority and the Lender in substantially the form used by the Authority in previous transactions of this type, with such terms and provisions approved by the parties executing the Lender Loan Agreement; the Lender Loan Agreement shall be dated as of the Closing Date; pursuant to which Lender Loan Agreement (i) the Authority agrees to sell the Bond to the Lender and assign certain of its rights and interests under the Loan Agreement and the Note to the Lender and (ii) the Lender agrees to purchase the Bond from the Authority;

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

Section 1. That the form, terms and provisions of the proposed Loan Agreement and Lender Loan Agreement be, and they are, in all respects, hereby approved; that the Chairperson, Vice Chairperson and the Executive Director (or any other person designated in writing by the Chairperson, Vice Chairperson or Executive Director (each an "Authorized Officer"); are each hereby authorized, empowered and directed to execute the Loan Agreement and the Lender Loan Agreement on behalf of the Authority, together with such changes as approved by the signatory in writing, and to cause these agreements to be delivered to the Borrower and the Lender, respectively; that the Secretary or any Assistant Secretary of the Authority is hereby authorized, empowered and directed to attest to the Loan Agreement and the Lender Loan Agreement on behalf of the Authority; and that from and after the execution and delivery of the Loan Agreement and the Lender Loan Agreement, the officials, agents and employees of the Authority are hereby authorized, empowered and directed to take all acts and to execute all documents necessary to carry out and comply with the provisions of the Loan Agreement and the Lender Loan Agreement as executed.

Section 2. That the assignment to the Lender of all amounts receivable by the Authority under the Loan Agreement and the Note is in all respects approved; provided, however, the Authority retains all unassigned rights, particularly rights to indemnification and costs to be paid by the Borrower under the Loan Agreement.

Section 3. That the Chairperson Vice Chairperson and the Executive Director are each hereby authorized, empowered and directed to cause the Bond to be prepared in the Principal Amount; that the Bond will be dated the date of issuance and will be expressed to mature, bear interest, pay a premium and be repaid as provided in the Bond and the Lender Loan Agreement. The Bond will be payable in such medium of payment and at such place, subject to such terms of redemption and containing such other terms and provisions as will be specified in the Loan Agreement and Lender Loan Agreement as executed and delivered.

Section 4. That the form, terms and provisions of the Bond be, and the same hereby are, in all respects approved; that the Bond in substantially the form used by the Authority in previous transactions of this type, with such terms and provisions approved by the parties executing the Bond; the Chairperson, Vice Chairperson and the Executive Director are each hereby authorized, empowered and directed to execute the Bond, either by manual or facsimile signature, on behalf of the Authority and to cause it to be delivered to the Lender as the initial purchaser of the Bond; that the Secretary or any Assistant Secretary of the Authority is hereby authorized, empowered and directed to attest to, either by manual or facsimile signature, the Bond on behalf of the Authority; and that from and after the execution and delivery of the Bond, the officials, agents and employees of the Authority are hereby authorized, empowered and directed to do all acts and to execute all documents necessary to carry out and comply with the provisions of the Bond.

Section 5. That the Executive Director is hereby authorized, empowered and directed to issue and sell the Bond to the Lender in the Principal Amount as provided in the Lender Loan Agreement, at a price of 100% of the Principal Amount thereof.

Section 6. That all acts of the Executive Director and any other officer of the Authority which are in conformity with the purposes and intent of this Resolution and in furtherance of the issuance and sale of the Bond and the financing of the Project be, and the same hereby are, in all respects, approved and confirmed.

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

Section 8. That this Resolution shall be in full force and effect upon its adoption by the Members of the Authority.

Passed, approved and filed in the records of the Illinois Finance Authority on March 8, 2022.

Ayes:
Nays:
Abstain:
Absent:
Vacancy:

Approved:

______________________________
Title: Executive Director

______________________________
Assistant Secretary
(SEAL)

## RESOLUTION 2022-0308-CF05

### RESOLUTION AUTHORIZING AND APPROVING AMENDMENTS TO THE BOND TRUST INDENTURE RELATING TO THE ILLINOIS FINANCE AUTHORITY VARIABLE RATE REVENUE REFUNDING BONDS, SERIES 2021B (PLYMOUTH PLACE, INC.) AND CERTAIN OTHER MATTERS.

**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 (the *"Act"*); and

**WHEREAS**, the Authority has previously its Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2021B (Plymouth Place, Inc.) in an aggregate principal amount of $58,485,000 (the "*Series 2021B Bonds*"), $57,435,000 of which are currently outstanding, pursuant to a Bond Trust Indenture dated as of July 1, 2021 (the "*Bond Indenture*") between the Authority and Wells Fargo Bank, National Association (as predecessor to Computershare Trust Company, N.A.), as bond trustee, proceeds of which were loaned to Plymouth Place, Inc., an Illinois not for corporation (the *"Borrower"*), under a Loan Agreement dated as of July 1, 2021 (the "*Loan Agreement*") between the Authority and the Borrower.

**WHEREAS**, the Series 2021B Bonds were issued to refund the outstanding Illinois Finance Authority Revenue Bonds, Series 2015 (Plymouth Place, Inc.) (the "*Series 2015 Bonds*"); and

**WHEREAS**, the Series 2021B Bonds currently bear interest at taxable rates because the Series 2015 Bonds were not eligible for tax-exempt refunding when the Series 2021B Bonds were issued in July 2021;

**WHEREAS**, the Bond Indenture provides that the Series 2021B Bonds can be converted to bear interest at tax-exempt interest rates on or after February 15, 2025 *(the "Tax-Exempt Conversion Date")*; and

**WHEREAS**, Barclays Capital, Inc. *("Barclays")* purchased the bonds in a direct placement transaction and is the sole bondholder; and

**WHEREAS**, the Series 2021B Bonds currently bear interest at taxable interest rates based on the Secured Overnight Financing Rate (*"SOFR")* published by the Federal Reserve Bank and after the Tax-Exempt Conversion Date the Series 2021B Bonds will bear interest at rates based on the Securities Industry and Financial Markets Association Municipal Swap Index (the *"SIFMA Index"*); and

**WHEREAS**, the Borrower and Barclays have agreed to amend the Bond Indenture to provide that after the Tax-Exempt Conversion Date, the Series 2021B Bonds will bear interest at rates based on SOFR, which amendments are referred to collectively as the *"Amendments"*; and

**WHEREAS**, Section 902 of the Bond Indenture permits the Amendments with the consent of the holders of the Bonds; and

**WHEREAS**, in connection with the requested approval of the Amendments, a supplement to the Bond Indenture will be prepared along with any additional documents necessary in order to implement the Amendments described herein (the "*Amendment Instruments*"), and will be executed and delivered by the Authority in order to evidence the Authority's approval of the Amendments; and

**WHEREAS**, Barclays will consent to the Amendments by executing the Amendment Instruments; and

**WHEREAS**, the Authority wishes to authorize, approve and ratify all actions of the officers and employees of the Authority undertaken in connection with the Amendments, including, but not limited to the execution and delivery of the Amendment Instruments;

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

**Section 1. Approval of Amendments**. The Authority does hereby approve the Amendments. The Authority does hereby authorize and approve the execution (by manual or facsimile signature) by the Chairperson, Vice Chairperson, Executive Director, General Counsel, or any person duly appointed by the Members of the Authority to serve in such offices on an interim basis (each an *"Authorized Officer"*) and the delivery and use of the Amendment Instruments. The Secretary or any Assistant Secretary of the Authority is hereby authorized to attest, and may affix the official seal of the Authority to the Amendment Instruments. The Amendment Instruments shall be substantially in the form of the Amendment Instruments approved by the Authorized Officer of the Authority executing the Amendment Instruments with such execution to constitute conclusive evidence of such person's approval and the Authority's approval of the Amendment Instruments.

**Section 2. Authorization and Ratification of Subsequent Acts**. The Members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute or accept all such documents as may be necessary to carry out and comply with the provisions of these resolutions, and all of the acts and doings of the Members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of these resolutions, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved, including but not limited to, amending other components of the Bond Indenture and Loan Agreement with the consent of Barclays and the Borrower. Unless otherwise provided therein, wherever in any 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 to take such action, any two Members of the Authority, each of whom is hereby authorized, empowered, 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 applicable document.

**Section 3. 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 4. Conflicts.** All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

**Section 5. Effectiveness.** This Resolution shall be in full force and effect immediately upon its passage, as by law provided.

***Section 6.*** **Continued Effectiveness of the Prior Approving Resolution**. This resolution shall be and is intended to be in all cases a ratification of the authority granted under Resolution No. 2021-0713-CF02 approving the original issuance of the Series 2021B Bonds (the *"Prior Approving Resolution"*). Notwithstanding anything set forth herein, the Prior Approving Resolution shall remain in full force and effect.

Adopted and effective this 8th day of March, 2022:

Ayes:

Nays:

Abstain:

Absent:

ILLINOIS FINANCE AUTHORITY

______________________________
Executive Director

ATTEST:

______________________________
Assistant Secretary

[SEAL]

## RESOLUTION 2022-0308-CF06

**RESOLUTION AUTHORIZING AND APPROVING AMENDMENTS TO THE BOND TRUST INDENTURES RELATING TO THE ILLINOIS FINANCE AUTHORITY VARIABLE RATE REVENUE REFUNDING BONDS, SERIES 2016C (REHABILITATION INSTITUTE OF CHICAGO) AND ILLINOIS FINANCE AUTHORITY VARIABLE RATE REVENUE REFUNDING BONDS, SERIES 2016D (REHABILITATION INSTITUTE OF CHICAGO) AND CERTAIN OTHER MATTERS.**

**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 (the *"Act"*); and

**WHEREAS**, the Authority has previously issued its (i) Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2016C (Rehabilitation Institute of Chicago) in an aggregate principal amount of $99,655,000 (the "*Series 2016C Bonds*"), $89,805,000 of which are currently outstanding, and (ii) Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2016D (Rehabilitation Institute of Chicago) in an aggregate principal amount of $99,655,000 (the "*Series 2016D Bonds*" and, together with the Series 2016C Bonds, the "*Series 2016 Bonds*"), $89,575,000 of which are currently outstanding, pursuant to separate Bond Trust Indentures each dated as of December 1, 2016 (collectively, the "*Bond Indentures*") between the Authority and Computershare Trust Company, N.A., as successor bond trustee, the proceeds of which were loaned to Rehabilitation Institute of Chicago d/b/a Shirley Ryan AbilityLab, an Illinois not for profit corporation (the *"Borrower"*), pursuant to separate Loan Agreements each dated as of December 1, 2016 (collectively, the "*Loan Agreements*") between the Authority and the Borrower; and

**WHEREAS**, all of the Series 2016 Bonds currently bear interest at an Index Floating Rate based on LIBOR; and

**WHEREAS**, PNC Bank, National Association purchased and agreed to hold the Series 2016C Bonds until the end of the current Index Floating Rate Period for the Series 2016C Bonds which is May 2, 2024. Banc of America Public Capital Corp ("*BAPCC*") purchased and agreed to hold the Series 2016D Bonds until the end of the current Index Floating Rate Period for the Series 2016D Bonds which is November 30, 2026; and

**WHEREAS**, the Borrower desires to convert the interest rate on the Series 2016 Bonds to an Index Floating Rate based on Bloomberg's Short-Term Bank Yield Index ("*BSBY*") for new Index Floating Rate Periods (the "*Conversions*"); and

**WHEREAS**, the Borrower expects BAPCC (or such other financial institutions selected by the Borrower, collectively, the "*Purchasers*") to purchase the Series 2016C Bonds and to continue to hold Series 2016D Bonds; and

**WHEREAS**, in connection with the Conversions, the Borrower and the Purchasers wish to amend and add certain definitions in the Bond Indentures to reflect the new Applicable Margin, Applicable Percentage and existing and future corporate tax rates, and to provide for BSBY and other alternate indexes or methods of calculating the interest rate on the Series 2016 Bonds and make other amendments necessary to reflect the new Index Floating Rate Periods (collectively, the "*Amendments*"); and

**WHEREAS**, Section 902 of the Bond Indentures permits the Amendments with the consent of the holders of the Bonds; and

**WHEREAS**, in connection with the requested approval of the Amendments, amended and restated bond indentures or supplements to the Bond Indentures will be prepared along with any additional documents (including one or more tax certificates required in connection with a deemed tax reissuance of one or more series of the Series 2016 Bonds) necessary in order to implement the Amendments described herein (the "*Amendment Instruments*"), and will be executed and delivered by the Authority in order to evidence the Authority's approval of the Amendments; and

**WHEREAS**, the Purchasers will consent to the Amendments by executing the Amendment Instruments; and

**WHEREAS**, the Authority wishes to authorize, approve and ratify all actions of the officers and employees of the Authority undertaken in connection with the Amendments, including, but not limited to the execution and delivery of the Amendment Instruments;

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

**Section 1. Approval of Amendments**. The Authority does hereby approve the Amendments. The Authority does hereby authorize and approve the execution (by manual or facsimile signature) by the Chairperson, Vice Chairperson, Executive Director, General Counsel, or any person duly appointed by the Members of the Authority to serve in such offices on an interim basis (each an "*Authorized Officer*") and the delivery and use of the Amendment Instruments. The Secretary or any Assistant Secretary of the Authority is hereby authorized to attest, and may affix the official seal of the Authority to the Amendment Instruments. The Amendment Instruments shall be substantially in the form of the Amendment Instruments approved by the Authorized Officer of the Authority executing the Amendment Instruments with such execution to constitute conclusive evidence of such person's approval and the Authority's approval of the Amendment Instruments.

**Section 2. Authorization and Ratification of Subsequent Acts**. The Members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute or accept all such documents as may be necessary to carry out and comply with the provisions of these resolutions, and all of the acts and doings of the Members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of these resolutions, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved, including but not limited to, amending other components of the Conversions with the consent of the Purchaser and the Borrower. Unless otherwise provided therein, wherever in any 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 to take such action, any two Members of the Authority, each of whom is hereby authorized, empowered, 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 applicable document.

**Section 3. 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 4. Conflicts.** All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

**Section 5. Effectiveness.** This Resolution shall be in full force and effect immediately upon its passage, as by law provided.

***Section 6. Continued Effectiveness of the Prior Approving Resolution***. This resolution shall be and is intended to be in all cases a ratification of the authority granted under Resolution No. 2016-1110-HC04 approving the original issuance of the Series 2016 Bonds, as supplemented under Resolution No. 2021-0413-CF04 (together, the "Prior Approving Resolution"). Notwithstanding anything set forth herein, the Prior Approving Resolution shall remain in full force and effect.

Adopted and effective this 8th day of March, 2022:

Ayes:

Nays:

Abstain:

Absent:

ILLINOIS FINANCE AUTHORITY

______________________________________
Executive Director

ATTEST:

______________________________________
Assistant Secretary

[SEAL]

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

# VIII. PRESENTATION AND CONSIDERATION OF FINANCIAL REPORTS

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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: March 8, 2022

To: William Hobert, Chair
Peter Amaro
Drew Beres
James J. Fuentes
Arlene A. Juracek
Roxanne Nava
George Obernagel
Roger Poole
Timothy Ryan
Eduardo Tobon
Jennifer Watson
J. Randal Wexler
Jeffrey Wright
Bradley A. Zeller

From: Ximena Granda, Manager of Finance and Administration

Subject: ***Presentation of Forecast Revenues, Expenses and Net Income through April 30, 2022***

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

## 1. GENERAL OPERATING FUND REVENUES, EXPENSES AND NET INCOME

a. **Ten-month Forecast Revenues include actual results for the first 8 months through February 29, 2022 and two months of forecast revenues through April 30, 2022. Ten-Month Forecast Revenues** of $2.4 million are $774 thousand or 24.5% lower than budget primarily due to **lower** than expected closing fees and net interest and investment income. Forecast closing fees of $1.8 million are $554 thousand or 23.1% **lower** than budget. Ten-month forecast fees of $156 thousand are $6 thousand lower than budget. Ten-month forecast administrative service fees of $108 thousand are $32 thousand higher than budget. Ten month forecast application fees of $17 thousand are $8 thousand lower than budget. Ten-month forecast accrued interest income from loans in connection with the former Illinois Rural Bond Bank local government borrowers and other loans totaled $323 thousand (which has represented a declining asset since 2014). Net investment income position is $-67 thousand for the fiscal year which is $276 thousand lower than budget (this reduction in net investment position reflects a $315 thousand mark-to-market, non-cash reduction in investments) .*

b. **Two-Month Forecast Closing Fees and Administrative Service Fees** from March 1, 2022 through April 30, 2022 total $548 thousand which is $54 thousand higher than the 2-month budgeted amount of $494 thousand.

c. **Ten-Month Forecast Expenses** of $2.9 million are $140 thousand or 4.6% **lower** than budget, which has been mostly driven by below budget spending on employee-related expenses. Ten-month forecast employee-related expenses of $1.6 million are $318 thousand or 16.7% **lower** than budget. In February, employee-related expenses were slightly higher than the previous month due to additional time spent on the application process for the US Treasury SSBCI program by an employee working under an hourly Personal Services Contract. Ten-month forecast professional services expenses of $855 thousand are $206 thousand or 31.8% higher than budget. In February, professional services were higher than the budgeted amount due to an upgrade to the Authority's accounting

**** Governmental Accounting Standards Board (GASB) Statement No. 31**. This Statement establishes accounting and financial reporting standards for all investments held by governmental external investment pools. For most other governmental entities, it establishes fair value standards for investments in (a) participating interest-earning investment contracts, (b) external investment pools, (c) open-end mutual funds, (d) debt securities, and (e) equity securities, option contracts, stock warrants, and stock rights that have readily determinable fair values.*

system. Ten-month forecast annual occupancy costs of $159 thousand are 2.8% higher than budget while ten-month forecast general and administrative costs of $253 thousand are 12.1% lower than budget. Ten-month forecast Depreciation Expense totals $15 thousand.

d. **Two-Month Forecast Operating Expenses** from March 1, 2022, through April 30, 2022 of $565 thousand are $37 thousand lower than the 2-month budgeted amount of $602 thousand.

e. **Two-Month Total Forecast Net Income** of $66 thousand was primarily attributable to higher than budgeted closing fees and lower operating expenses.

f. **The Ten-Month Forecast Net Loss** of $493 thousand is attributable to lower than budgeted operating revenues and net interest and investment income.

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

The Assets, Liabilities and Net Position for the General Operating fund will be provided at the next regularly scheduled meeting of the Authority.

## 3. ALL FUNDS-ASSETS, LIABILITIES AND NET POSITION

The Assets, Liabilities and Net Position for all other funds will be provided at the end of the next quarterly reporting period.

## 4. AUTHORITY AUDITS AND REGULATORY UPDATES

The Two-Year Compliance Examination for Fiscal Year 2020 and Fiscal Year 2021 each remain in progress and is in the final stages. The Authority is working with the Special Assistant Auditors RSM US LLP, for the Auditor General to finalize the audit.

The Fiscal Year 2022 Internal Audit Plan is underway, and at this time Authority staff has nothing to report.

## 5. OTHER SUPPLEMENTARY FINANCIAL INFORMATION

The Fiscal Year Comparison of Bonds Issued, the Fiscal Year 2022 Bonds Issued, and the Schedule of Debt will not available until further notice.

Respectfully submitted,

/s/ Ximena Granda
Manager of Finance and Administration

**ILLINOIS FINANCE AUTHORITY**
**FORECAST OF**
**STATEMENT OF REVENUES, EXPENSES AND NET INCOME**
GENERAL OPERATING FUND
THROUGH APRIL 30, 2022
(PRELIMINARY AND UNAUDITED)

| | JUL | AUG | SEP | OCT | NOV | DEC | JAN | FEB | EIGHT-MONTH ACTUAL | TWO-MONTH FORECAST THROUGH APRIL 30 | TEN-MONTH FORECAST | TEN-MONTH BUDGET | BUDGET VARIANCE TO TEN-MONTH FORECAST | BUDGET VARIANCE (%) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Operating Revenues:** | | | | | | | | | | | | | | |
| Closing Fees | $ 334,346 | $ 294,245 | $ 53,580 | $ 255,838 | $ 6,169 | $ 241,958 | $ 127,355 | $ - | $ 1,313,491 | $ 528,000 | $ 1,841,491 | $ 2,395,000 | $ (553,509) | -23.1% |
| Annual Fees | 15,432 | 12,786 | 17,279 | 14,320 | 14,942 | 17,279 | 17,781 | 15,925 | 125,744 | 30,000 | 155,744 | 161,417 | (5,673) | -3.5% |
| Administrative Service Fees | - | 25,000 | - | 18,000 | 3,000 | 12,000 | 25,000 | 5,000 | 88,000 | 20,000 | 108,000 | 75,950 | 32,050 | 42.2% |
| Application Fees | 1,000 | 2,100 | 2,100 | 2,000 | 2,000 | 1,100 | 2,100 | 2,200 | 14,600 | 2,000 | 16,600 | 25,000 | (8,400) | -33.6% |
| Miscellaneous Fees | 240 | - | 107 | - | | | 104 | - | 451 | - | 451 | - | 451 | 0.0% |
| Interest Income-Loans | 34,601 | 14,628 | 36,974 | 35,627 | 28,833 | 39,381 | 44,258 | 24,335 | 258,637 | 64,000 | 322,637 | 283,750 | 38,887 | 13.7% |
| Other Revenue | 91 | 91 | 245 | 89 | 86 | 85 | 85 | 84 | 856 | - | 856 | 2,500 | (1,644) | -65.8% |
| **Total Operating Revenue:** | **$ 385,710** | **$ 348,850** | **$ 110,285** | **$ 325,874** | **$ 55,030** | **$ 311,803** | **$ 216,683** | **$ 47,544** | **$ 1,801,779** | **$ 644,000** | **$ 2,445,779** | **$ 2,943,617** | **$ (497,838)** | **-16.9%** |
| **Operating Expenses:** | | | | | | | | | | | | | | |
| Employee Related Expense | $ 164,845 | $ 163,344 | $ 166,301 | $ 159,629 | $ 150,256 | $ 145,192 | $ 156,954 | $ 171,788 | $ 1,278,309 | $ 312,000 | $ 1,590,309 | $ 1,908,702 | $ (318,393) | -16.7% |
| Professional Services | 67,261 | 91,939 | 79,339 | 75,615 | 122,463 | 80,176 | 77,199 | 93,381 | 687,373 | 168,000 | 855,373 | 649,167 | 206,206 | 31.8% |
| Occupancy Costs | 15,676 | 15,851 | 15,723 | 15,988 | 16,332 | 15,723 | 15,112 | 16,131 | 126,536 | 32,000 | 158,536 | 154,167 | 4,369 | 2.8% |
| General & Administrative | 29,222 | 25,073 | 24,409 | 25,767 | 23,800 | 24,610 | 24,717 | 24,499 | 202,097 | 50,000 | 252,097 | 286,667 | (34,570) | -12.1% |
| Depreciation and Amortization | 1,529 | 1,529 | 1,529 | 1,529 | 1,529 | 1,529 | 1,529 | 1,529 | 12,232 | 3,058 | 15,290 | 12,500 | 2,790 | 22.3% |
| **Total Operating Expense** | **$ 278,533** | **$ 297,736** | **$ 287,301** | **$ 278,528** | **$ 314,380** | **$ 267,230** | **$ 275,511** | **$ 307,328** | **$ 2,306,547** | **$ 565,058** | **$ 2,871,605** | **$ 3,011,203** | **$ (139,598)** | **-4.6%** |
| **Operating Income(Loss)** | **$ 107,177** | **$ 51,114** | **$ (177,016)** | **$ 47,346** | **$ (259,350)** | **$ 44,573** | **$ (58,828)** | **$ (259,784)** | **$ (504,768)** | **$ 78,942** | **$ (425,826)** | **$ (67,586)** | **$ (358,240)** | **-530.1%** |
| **Nonoperating Revenues (Expenses):** | | | | | | | | | | | | | | |
| Miscellaneous Non-Opertg Rev/(Exp) | $ - | $ - | $ - | $ - | $ - | $ - | $ - | $ - | | $ - | $ - | | $ - | n/a |
| Bad Debt Adjustments (Expense) | - | - | | | | | | | | | - | - | - | 0.0% |
| Interest and Investment Income | 28,366 | 73,152 | 34,700 | 30,799 | 28,026 | 23,360 | 19,385 | 16,152 | 253,940 | 15,000 | 268,940 | 208,333 | 60,607 | 29.1% |
| Realized Gain (Loss) on Sale of Invests | (5,914) | (2,863) | (2,282) | (1,362) | (858) | (3,207) | (1,676) | (730) | (18,892) | (3,000) | (21,892) | - | (21,892) | n/a |
| Mark-to-Market Fair Value Adj - (Appr-De | (34,434) | (37,599) | (35,567) | (32,332) | (36,779) | (34,042) | (48,538) | (30,234) | (289,525) | (25,000) | (314,525) | - | (314,525) | n/a |
| **Total Nonoperating Rev (Exp)** | **$ (11,982)** | **$ 32,690** | **$ (3,149)** | **$ (2,895)** | **$ (9,611)** | **$ (13,889)** | **$ (30,829)** | **$ (14,812)** | **$ (54,477)** | **$ (13,000)** | **$ (67,477)** | **$ 208,333** | **$ (275,810)** | **-132.4%** |
| **Net Income (Loss) Before Transfers** | **$ 95,195** | **$ 83,804** | **$ (180,165)** | **$ 44,451** | **$ (268,961)** | **$ 30,684** | **$ (89,657)** | **$ (274,596)** | **$ (559,245)** | **$ 65,942** | **$ (493,303)** | **$ 140,747** | **$ (634,050)** | **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)** | **$ 95,195** | **$ 83,804** | **$ (180,165)** | **$ 44,451** | **$ (268,961)** | **$ 30,684** | **$ (89,657)** | **$ (274,596)** | **$ (559,245)** | **$ 65,942** | **$ (493,303)** | **$ 140,747** | **$ (634,050)** | **n/a** |

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

# IX. MONTHLY PROCUREMENT REPORT

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**ILLINOIS FINANCE AUTHORITY**
**PROCUREMENT REPORT OF ACTIVITY SINCE PRIOR BOARD REPORT**

**BOARD MEETING**
**March 08, 2022**

CONTRACTS/AMENDMENTS EXECUTED

| Procurement Type | Vendor | Term/Purchase Date | Estimated Not to Exceed Value | Action/Proposed Method of Procurement | Products/Services Provided |
|---|---|---|---|---|---|
| ***Small Purchase Contracts*** | Presidio | 11/19/21-11/18/22 | $6,055.55 | Executed | Hewlett Packard Maintenance and Support |
| | Mabsco | 05/01/22-04/30/23 | $42,000.00 | In-Process | Loan Management Services |
| ***Illinois Procurement Code Renewals*** | Saul Ewing Arnstein & Lehr LLP previously known as Arnstein and Lehr LLP | 06/07/21-06/06/25 | $117,647.05* | Executed | Legal Services |
| ***Illinois Procurement Code Contracts*** | Catalyst | 12/23/21-06/30/22 | $100,000 | Executed | IT Consultant Services Extension |
| | Bridges Court Reporting Services | 01/01/22-12/31/23 | $39,179.00 | Executed | Court Reporting Services |
| | Dell Marketing | 01/05/22-01/04/23 | $191.40 | Executed | Microsoft Intune |
| | Mazarini, Inc. | 02/01/2022-12/31/22 | $2,355.00 | Executed | Server Room Door Replacement |
| | DSS Advisors | 02/08/22-03/08/22 | $25,000 | Executed | Amendment to add funding for Climate Bank Consulting Services |
| | TBD | 03/14/22-09/13/22 | $52,500 | In-Process | Bid for PACE Consulting Services |



*Which may be increased or decreased as provided in the contract.

**ILLINOIS FINANCE AUTHORITY**
**PROCUREMENT REPORT OF ACTIVITY SINCE PRIOR BOARD REPORT**

**BOARD MEETING**
**March 08, 2022**

| | | | | | |
|---|---|---|---|---|---|
| ***Illinois Procurement Code Contracts*** | TBD | 07/01/22-06/30/25 | $450,000 | In-Process | Bid for IT Consultant Services |

| **EXPIRING CONTRACTS-OTHER** | | | | | |
|---|---|---|---|---|---|
| **Procurement Type** | **Vendor** | **Expiration Date** | **Estimated Not to Exceed Value** | **Action/Proposed Method of Procurement** | **Products/Services Provided** |
| ***Credit Card*** | Amalgamated-Credit Card | 05/01/22 | $80,000 | Continue | Credit Card |
| ***Bank Depository*** | Bank of America-Depository | 06/30/22 | $400,000 | Continue | Bank of America Operating Account |

| **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 |
| | Illinois Department of Commerce and Economic Opportunity | 07/01/21-06/30/23 | N/A | IGA- Executed | IFA Office Space- Springfield |
| | Illinois Department of Human Services (DHS) | 07/01/21-06/30/24 | N/A | IGA- Executed | DHS Printing Services |



*Which may be increased or decreased as provided in the contract.

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

# X. CORRECTION AND APPROVAL OF MINUTES

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

Date: March 8, 2022

Subject: ***Minutes of the February 8, 2022 Regular Meeting***

To: Will Hobert, Chair
Peter Amaro
Drew Beres
James J. Fuentes
Arlene A. Juracek
Roxanne Nava
George Obernagel
Roger Poole
Timothy Ryan
Eduardo Tobon
Jennifer Watson
Randal Wexler
Jeffrey Wright
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 February in the year 2022, 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 and video conference in accordance with Section 7(e) of the Open Meetings Act, 5 ILCS 120/7, and pursuant to the determination by the Chair 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 January 7, 2022 and February 4, 2022 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
February 8, 2022
9:30 AM

AGENDA:

I. Call to Order & Roll Call
*(page 2, line 1 through page 7, line 7)*
II. Approval of Agenda
*(page 7, line 8 through page 9, line 2)*
III. Public Comment
*(page 9, lines 3 through 15)*
IV. Chair's Remarks
*(page 9, line 16 through page 10, line 17)*
V. Message from the Executive Director

*(page 10, line 18 through page 15, line 17)*

VI. Committee Reports
*(page 15, lines 18 through page 16, line 6)*

VII. Presentation and Consideration of New Business Items
*(page 16, line 7 through page 30, line 8)*

VIII. Presentation and Consideration of Financial Reports
*(page 30, line 9 through page 41, line 8)*

IX. Monthly Procurement Report
*(page 41, lines 9 through 19 )*

X. Correction and Approval of Minutes
*(page 41, line 20 through page 43, line 14)*

XI. Other Business
*(page 43, lines15 though 20)*

XII. Closed Session
*(page 43, lines 21 through 23)*

XIII. Adjournment
*(page 43, line 24 through page 46, line 14)*

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 February 8, 2022 Regular Meeting
2. Voting Record of the February 8, 2022 Regular Meeting

ILLINOIS FINANCE AUTHORITY

February 8, 2022

Regular Meeting of the Members

9:30 a.m.

Met pursuant to notice via video and audio conference.

Before:

William Hobert, Chair
Roxanne Nava, Vice Chair

Peter Amaro, Member
Drew Beres, Member
James Fuentes, Member
Arlene Juracek, Member
George Obernagel, Member
Roger Poole, Member
Tim Ryan, Member
Eduardo Tobon, Member
Jennifer Watson, Member
Randal Wexler, Member
Jeffrey Wright, Member
Bradley Zeller, Member

Also present:

Chris Meister, Executive Director
Brad Fletcher, Vice President and Assistant Secretary
Ximena Granda, Manager of Finance & Administration
Sara Perugini, Vice President, Healthcare/CCRC
Rich Frampton, Executive Vice President
Craig Holloway, Procurement Agent

BRIDGES COURT REPORTING
By: Lydia B. Pinkawa, CSR
License No. 84-002342







CHAIR HOBERT: Good morning, everybody. This is Will Hobert, Chair of the Illinois Finance Authority. I'd like to call the meeting to order.

MR. FLETCHER: Good morning. This is Brad Fletcher, Assistant Secretary of the Authority. Today's date is Tuesday, February 8, 2022. This regular meeting of the Authority has been called to order by Chair Hobert at the time of 9:31 a.m.

The Governor of the State of Illinois issued gubernatorial disaster proclamations on January 7, 2022 and February 4, 2022, finding that pursuant to the provisions of the Illinois emergency management agency act, a disaster exists within the state of Illinois related to public health concerns caused by COVID-19 and declaring all counties in the state of Illinois a disaster area, each of which remains in effect for 30 days from its issuance date.

In accordance with the provisions of subsection (e) of Section 7 of the Open Meetings Act as amended, the Chair of the Authority, Will Hobert, has determined that an in person meeting of the Authority today, February 8, 2022, is not practical or prudent because of the disaster declared. Therefore, this regular meeting of the Authority is being conducted via video and audio conference without the physical presence of a quorum of the members. The Executive Director, Chris Meister is currently in the Authority's Chicago office at the location of the meeting and also participating via video and audio conference. All members will attend this meeting via video and audio conference.

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

CHAIR HOBERT: This is Will Hobert. Thank you, Brad. Will the Assistant Secretary please call the roll.

MR. FLETCHER: Certainly. This is Brad Fletcher. With all members attending via video and audio conference, I'll call the roll. Mr. Amaro.

MR. AMARO: Here.

MR. FLETCHER: Thank you. Mr. Beres.

MR. BERES: Here.

MR. FLETCHER: Thank you. Mr. Fuentes.

MR. FUENTES: Here.

MR. FLETCHER: Thank you. Ms. Juracek.

MS. JURACEK: Here.





MR. FLETCHER: Thank you. Ms. Nava.

MS. NAVA: Here.

MR. FLETCHER: Thank you. Mr. Obernagel.

MR. OBERNAGEL: Yes, sir.

MR. FLETCHER: Thank you. Mr. Poole.

MR. POOLE: Here.

MR. FLETCHER: Thank you. Mr. Ryan.

MR. RYAN: Here.

MR. FLETCHER: Thank you. Mr. Tobon.

MR. TOBON: Here.

MR. FLETCHER: Thank you. Ms. Watson.

MS. WATSON: Here.

MR. FLETCHER: Thank you. Mr. Wexler.

MR. WEXLER: Here.

MR. FLETCHER: Thank you. Mr. Wright.

MR. WRIGHT: Here.

MR. FLETCHER: Thank you. Mr. Zeller.

MR. ZELLER: Present.

MR. FLETCHER: Thank you. And finally, Chair Hobert.

CHAIR HOBERT: Here.

MR. FLETCHER: Thank you. Chair Hobert, in accordance with subsection (e) of Section 7 of the Open Meetings Act as amended, a quorum of members has been constituted. Before we begin making our way through today's agenda, I'd 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. If you are participating via video, please use your mute button found on your task bar on the bottom of your screen. You will be able to see the control bar by moving your mouse or touching the screen of your tablet. For any member or anyone from the public participating via phone, to mute and un-mute your line you may press star 6 on your keypad if you do not have that feature on your phone.

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

Finally, I'd like to confirm that all members of the public attending in person or via video or audio conference can hear this meeting clearly. Chris, can you please confirm that this video and





audio conference is clearly heard from the physical location of the meeting?

MR. MEISTER: Certainly. This is Executive Director Chris Meister. Thank you, Brad. I'm physically present in the conference room on the 10th floor of 160 North LaSalle in Chicago, Illinois. I can confirm that I can hear all discussions, presentations and votes at this morning's 9:30 meeting location.

I've advised the security guards on the first floor that we have two public meetings today, of which this is one. The agendas for both meetings have been posted both on this floor, the 10th floor as well as on the first floor of 160 North LaSalle as well as on the Authority's web site as of Thursday, February 3, 2022.

Building security has been advised that any members of the public who choose to do so and who choose to comply with the building's public health and safety requirements may come to this room and listen to this morning's proceedings and if they wish to publicly comment. At the moment, I'm alone in the conference room. There are no members of the public who are physically present. Back to you, Brad.

MR. FLETCHER: This is Brad Fletcher. Thank you, Chris. If any members of the public participating via video or 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. Chair Hobert.

CHAIR HOBERT: This is Will Hobert. Thank you, Brad. Does anyone wish to make any additions, edits or corrections to today's agenda? Hearing none, I'd like to request a motion to approve the agenda. Is there such a motion?

MR. AMARO: This is Peter Amaro. So moved.

MR. BERES: This is Drew Beres. Second.

CHAIR HOBERT: This is Will Hobert. Will the Assistant Secretary please call the roll.

MR. FLETCHER: Certainly. This is Brad Fletcher. On a motion by Member Amaro and seconded by Member Beres, I'll call the roll. Mr. Amaro.

MR. AMARO: Yes.

MR. FLETCHER: Mr. Beres.

MR. BERES: Yes.

MR. FLETCHER: Mr. Fuentes.

MR. FUENTES: Yes.





MR. FLETCHER: Ms. Juracek.

MS. JURACEK: Yes.

MR. FLETCHER: Vice Chair Nava.

MS. NAVA: Yes.

MR. FLETCHER: Mr. Obernagel.

MR. OBERNAGEL: Yes.

MR. FLETCHER: Mr. Poole. Roger, are you still there? You're on mute.

MR. POOLE: Hi, Brad. I'll un-mute it. Yes.

MR. FLETCHER: Thank you, sir. Mr. Ryan.

MR. RYAN: Yes.

MR. FLETCHER: Thank you. Mr. Tobon.

MR. TOBON: Yes.

MR. FLETCHER: Ms. Watson.

MS. WATSON: Yes.

MR. FLETCHER: Mr. Wexler.

MR. WEXLER: Yes.

MR. FLETCHER: Mr. Wright.

MR. WRIGHT: Yes.

MR. FLETCHER: Mr. Zeller.

MR. ZELLER: Yes.

MR. FLETCHER: And Chair Hobert.

CHAIR HOBERT: Yes.

MR. FLETCHER: Again, this is Brad Fletcher.

Chair Hobert, the ayes have it and the motion carries.

CHAIR HOBERT: This is Will Hobert. Thank you, Brad. If anyone from the public participating via video wishes to make a comment, please indicate your desire to do so by using the raise your hand function. Click on the raise your hand option located at the center of your control bar at the bottom of your screen. You'll be able to see the task bar by moving your mouse and touching the screen of your tablet. If anyone from the pubic participating via phone wishes to make a comment, please indicate your desire to do so by using the raise your hand function by pressing star 9. Is there any public comment for the members?

Hearing none, welcome to the February 8, 2022 regularly scheduled meeting of the Illinois Finance Authority. We welcome the University of Chicago Medical Center, also known as UCMC, and the Illinois Institute of Technology, also known as Illinois Tech and IIT, to this morning's agenda and thank you to both institutions for the decision to issue their bonds through the Authority. Both the UCMC and Illinois Tech are globally recognized institutions







and both enhance our state's global competitive advantage.

We're also going to have the Beginning Farmer in Livingston County as well as amendments for Silver Cross Hospital and Medical Center in Will County and Covenant Retirement Communities. The Authority is professional, predictable, transparent and accountable. My message to all Authority borrowers, past, present and future, is that we are here for you. We are flexible, responsive and customer focused. In this rising interest rate environment and these uncertain times, borrowers with qualified projects under the federal tax code can rely upon the members and staff of the Illinois Finance Authority to address your needs with respect to conduit bonds. Are there any questions? Hearing none, I'll turn it over to you, Chris.

MR. MEISTER: Thank you, Will. This is Executive Director Chris Meister. This morning the Authority will present a financial forecast. Forecasting as of June 30, 2022, the Authority believes that we will have year-to-date revenues of $2.3 million and year-to-date expenses of approximately $2.8 million, which will result in a forecast net loss of approximately $563,000. Our colleague, Six Granda, will go into detail on these matters later on in the meeting.

As you know, the Authority is designed to self fund without requiring any state taxpayer appropriations, and by and large, the Authority has successfully done so since its creation in January 2004. The Authority receives no state revenues to support our operating costs and as you know, the product the Authority helps qualified borrowers deliver is federally tax exempt conduit bonds for certain qualified borrowers and qualified private sector projects.

In January 2018, the value of the federal tax exemption was materially reduced as a result of changes that Congress made to the federal tax code, including the corporate tax rate. Basically, the 2018 federal tax law changes made our product worth approximately 40 percent less, thereby requiring that the deal size be approximately 40 percent larger to generate the same savings for the borrower and materially reduced repeat business for conduit bonds, particularly for small borrowers and small projects and small transactions.







Other factors also hurt the value of the product and reduce dollar volume and the number of financees, including a prolonged low interest rate environment, which is now rising, along with changes and challenges to various sectors served by the Authority.

Over the past 12 months, it looked as if policy makers in the U.S. Congress would revisit the adverse policy implications of the January 2018 federal tax legislation with respect to conduit bonds. And last June, I built some of those assumptions into this year's Authority budget. As recently as fall of 2021, it looked as though some of those positive changes would become federal law in fairly short order. Unfortunately, today it appears that the Authority and our interest will be -- and our industry will be left with the adverse federal tax law changes that became effective in January 2018 for the foreseeable future.

The current fiscal year losses, with these projected losses persisting, projected or forecast to persist through April '22 and the net loss that the Authority reported as of June 30, 2021 have forced a deeper examination of the Authority's cost centers.

The Authority receives no state funds to support operations, yet we bear the heavy burden of unfunded but state mandated costs. Most of these cost centers result from the state mandated external audit function.

We conservatively estimate that the all in cost of the FY 2022 audit, the external audit, both a financial audit and a two year compliance audit will be in the range of approximately $500,000. Based on talks with the state external auditors, we believe that these state mandated costs will rise at least 200,000 or more in the next budget cycle to the $700,000 range. This is not an economically sustainable outcome for the Authority. And as with most challenges, there are a range of possible solutions and outcomes. With your help, we will be exploring these possibilities.

Now for the good news. As you know, on September 15, 2021, Governor Pritzker designated the Authority as the climate bank for the state of Illinois under state law. At the beginning of January 2022, one of the Governor's agencies, the Department of Commerce and Economic Opportunity, or DCEO, contacted the Authority and invited us to







participate in an application to the United States Department of Treasury to obtain federal funds of between 10 million and 20 million dollars in order to capitalize new climate bank financing initiatives. If this application is successful, it will represent the single largest increase in the net position of the Authority since we were created in January 2004. We are very grateful to Governor Pritzker and to DCEO and its director and staff for their support of the Authority and the climate bank. You will consider this resolution later in this morning's agenda.

Back to the core product of conduit revenue bonds. Since mid December 2021, Authority staff has received six new inquiries from potential conduit borrowers. Two of these new inquiries are on this morning's agenda and more are expected to be on the March agenda. This is a very positive development. And given the current rising interest rate environment, the Authority could receive more calls that could result in more agenda items and closing activity as borrowers seek to accelerate financings and lock in rates as soon as possible.

I will be working with our staff colleagues to ensure that our universe of conduit borrowers and potential conduit borrowers know about the benefits provided by federally tax exempt conduit bonds in a rising interest rate environment. But this increase in interest rate for conduit bonds comes with a challenge. The bond markets have become -- the tax exempt bond markets have become much more volatile, creating more uncertainty about both current and future rates. And under these challenging conditions, we have observed that these conduit projects are likely to be more unpredictable, more subject to the vagaries of the capital markets and generally more difficult to document and close.

Our colleague, Sara Perugini went into some detail at the conduit meeting regarding some of these challenges with respect to one of the projects on this morning's agenda. I will take any questions. Will, I turn it back to you. Thank you very much.

CHAIR HOBERT: This is Will Hobert. Thank you, Chris. Now we turn to committee reports. Member Wright.

MR. WRIGHT: This is Jeffrey Wright. Thank you, Will. The conduit financing meeting met earlier this morning and voted unanimously to recommend for approval the following new business items on today's







agenda. The University of Chicago Medical Center, Illinois Institute of Technology, Beginning Farmer Mason Tjelle, Counterpointe Sustainable Real Estate LLC, Covenant Living Communities and Services, formerly known as Covenant Retirement Communities, Inc., and Silver Cross Hospital and Medical Centers.

CHAIR HOBERT: This is Will Hobert. Thank you, Jeffrey. I would now like to ask for the general consent of the members to consider the new business items 1, 2, 3, 4, 5, 6 and 7 collectively and to have the subsequent recorded vote applied to each respective individual new business item unless there are any specific new business items that a member would like to consider separately.

If there's a need for recusal or to abstain at this moment, we would request that the member come forward and speak. Hearing no need for recusal, I would like to consider new business items 1, 2, 3, 4, 5, 6 and 7 under the consent agenda and take a roll call vote.

MS. PERUGINI: This is Sara Perugini. Thank you, Chair Hobert. At this time I would like to note that for each conduit new business item presented on today's agenda, the members are considering the approval only of the resolution and the not to exceed amount contained therein.

Item number 1, the University of Chicago Medical Center. Item 1 is a 501(c)(3) bond request. Staff requests approval of a one time final bond resolution for the University of Chicago Medical Center, hereinafter the borrower, in an amount not to exceed $450 million. The proceeds of the bonds will be used together with certain other moneys to, one, refund all or a portion of one or more series of outstanding Authority bonds, collectively the prior bonds; two, pay certain payments owed by the borrower in connection with the termination of certain interest rate swap agreements related to the prior bonds; three, pay a portion of interest on the bonds if deemed necessary or advisable by the Authority or the borrower; and four, pay certain expenses incurred in connection with the issuance of the bonds and the refunding of the prior bonds.

The bonds, as currently contemplated, may be issued in one or more fixed rate series and they'll be initially sold in a limited offering underwritten by RBC Capital Markets. As issued, initial sale and secondary market resale of the bonds is limited to





institutional accredited investors and/or qualified institutional buyers in minimum denominations of $100,000. Such investors and/or buyers have relied upon publicly available information and materials in making their decision to purchase the bonds. And such investors and/or buyers will state that they have received all information that they believe is necessary and appropriate in making their decision to purchase the bonds, which may include draft documents.

It is contemplated in the bond documents that within a specified number of days following the issuance of the bonds, certain conditions including the delivery of at least one investment grade rating on the bonds, the delivery of a disclosure document made available to the public and the delivery of other related opinions, certificates, showings and documents will be met to allow the bonds to be sold by the public -- to the public by the holders thereof in the secondary market in minimum denominations of $5,000. The bonds will not be rated at the time of issuance due to the contemplated initial structure of a limited offering underwritten by RBC Capital Markets to institutional accredited investors and/or qualified institutional buyers in minimum denominations of $100,000.

The borrower has long-term underlying ratings of A1 stable outlook by Moody's as of December 4, 2019, AA- stable outlook by S&P as of October 21, 2021 and AA- stable outlook by Fitch as of March 18, 2021. The bond documents will provide that within a specified number of days following the issuance of the bonds, the borrower will seek an investment grade rating on the bonds by at least one rating agency that currently maintains a long-term rating on certain of the borrower's existing debt in order to meet one of the conditions that will enable the bonds to be sold to the public in denominations of $5,000. Does any member have any questions or comments?

Item number 2, Illinois Institute of Technology. Item 2 is a 501(c)(3) revenue bond request. Staff requests approval of a one time final bond resolution for the Illinois Institute of Technology, hereinafter the borrower or Illinois Tech, in an amount not to exceed $50 million. Bond proceeds to prospectively, one, refund all or a portion of the outstanding Illinois Finance Authority revenue bond Series 2018; two, pay a portion of the





interest on the bonds; three, fund a debt service reserve fund; and four, pay certain costs relating to the issuance of the Series 2022 bonds, including the cost of bond insurance or other credit or liquidity enhancement, if any, and certain expenses incurred in connection with the refunding of the Series 2018 bonds.

Illinois Tech was founded in 1940 and serves approximately 5,884 full-time equivalent undergraduate, graduate and law students at its four campuses which include, one, its main campus near 35th Street and east of the Dan Ryan expressway in Chicago; two, its downtown Chicago campus housing the Chicago-Kent College of Law and its school of design; three, its Institute of Food Safety and Health campus in Bedford Park; and four, its Rice campus in Wheaton.

The refunding bonds will be underwritten by RBC Capital Markets, LLC. The new series 2022 refunding bonds will maintain the existing November 1, 2033 final maturity date on the Series 2018 bonds to be refunded. Based on market conditions as of February 1, 2022, Illinois Tech anticipates attaining modest annual savings through the proposed refunding bond issue. Additionally, this refunding will enable Illinois Tech to streamline and conform financial covenants with its IFA Series 2019 bond which is the university's only other direct long-term debt obligation that is currently outstanding.

Illinois Tech has an investment grade Baa3 long-term rating from Moody's with stable outlook as most recently affirmed as of August 5, 2021. Illinois Tech has applied to Moody's for a rating on the Series 2022 bonds, which is expected to be forthcoming. Does any member have any questions or comments?

Moving on to item number 3, Beginning Farmer bond for Mason Tjelle. Item 3 is a Beginning Farmer bond request. Staff requests approval of a one time final bond resolution for Mason Tjelle in a not to exceed amount of $575,400. Mason Tjelle is purchasing approximately 72 acres of farmland located in Livingston County. The State Bank of Graymont is the purchasing bank for the conduit transaction. Does any member have any questions or comments?

Item number 4, Counterpointe Sustainable Real Estate, LLC. Item 4 is a PACE bond resolution





authorizing the issuance from time to time of one or more series and/or subseries of PACE bonds to be purchased by Counterpointe Sustainable Real Estate, LLC or its designated transferee in an aggregate amount not to exceed $200 million for a period of three years. This PACE bond resolution approves the execution and delivery of one or more master indentures where Counterpointe Sustainable Real Estate, LLC, or its designated transferee as the bond purchaser, may obtain any of the Authority's PACE bonds subject to the stated interest rate and maturity limitations and further delegates to authorize officers as defined therein the capacity to execute and deliver such related issuance certificates for qualifying projects hereafter. Proceeds of each issuance certificate will be a loan to the record owners of eligible commercial properties located throughout the state to fund certain energy projects as defined in the Property Assessed Clean Energy Act. Does any member have any questions or comments?

Item number 5, Covenant Living Communities and Services, formerly known as Covenant Retirement Communities, Inc. Item 5 of the resolution relating to the Series 2017 bonds previously issued by the Authority on behalf of Covenant Living Communities and Services, formerly known as Covenant Retirement Communities, Inc., hereinafter the borrower. All of the Series 2017 bonds were purchased by Bank of America Public Capital Corp., hereinafter the bank, and currently bear interest at a rate equal to the London Interbank Offered Rate or LIBOR index rate until a mandatory tender date of December 1, 2029.

Due to the cessation of LIBOR tenors in part and the forthcoming cessation of the remaining LIBOR tenors prior to the mandatory tender date, the borrower and the bank wish to make certain amendments to the bond indenture, including changing the market index used to determine the interest rate on the Series 2017 bonds from LIBOR to the Bloomberg Short-term Bank Yield or BSBY index. The bank will approve the amendment. Chapman and Cutler is expected to provide an opinion that the amendments will not adversely affect the tax exempt status of any of the Series 2017 bonds. Does any member have any questions or comments?

Moving on to item number 6 for Silver Cross Hospital and Medical Centers. Item 6 is a resolution





relating to the Series 2010 A bond previously issued by the Authority on behalf of Silver Cross Hospital and Medical Centers, hereinafter the borrower. The Series 2010 A bond was purchased by PNC Bank National Association, hereinafter the bank, and currently bears interest at a variable rate based on LIBOR for an initial term ending December 1, 2022.

Due to the cessation of LIBOR tenors in part and the forthcoming cessation of the remaining LIBOR tenors, the borrower and the bank wish to make certain amendments to the loan agreement pursuant to which the Series 2010 A bond was issued, including changing the basis of the interest rate formula used to determine the interest rate on the Series 2010 A bond from LIBOR to BSBY and extending the initial term for which the bank will own the Series 2010 A bond. The bank will approve the amendments. Such amendments may cause the Series 2010 A bond to be treated as reissued for tax purposes. Chapman and Cutler is expected to provide an opinion that the amendments will not adversely affect the tax exempt status of the Series 2010 A bonds. Does any member have any comments or questions?

Now I will turn matters over to Rich Frampton for item number 7. Rich.

MR. FRAMPTON: This is Rich Frampton. Thank you, Sara. Item 7, SSBCI, the small, State Small Business Credit Initiative. Item 7 is a resolution authorizing the Executive Director to take actions to apply to the Illinois Department of Commerce and Economic Opportunity, or DCEO, for a sub-allocation of up to $20 million of State Small Business Credit Initiative or SSBCI funds from the U.S. Department of the Treasury or the U.S. Treasury and to establish a participation loan product and related financial products in furtherance of climate bank purposes.

The Governor's office designated DCEO as the implementation entity with the U.S. Treasury. Accordingly, DCEO has primary responsibility for managing and coordinating the application, deployment and administration of the SSBCI funds with the U.S. Treasury.

On January 3, 2022, DCEO invited the Authority to apply for a sub-allocation of up to $20 million of the approximately $261 million base SSBCI allocation to be awarded to the state through DCEO. Within its pending application to the U.S. Treasury, DCEO is requesting authority from the U.S.





Treasury to sub-allocate a total of $20 million from the state's future SSBCI allocation to the Authority. U.S. Treasury will release the SSBCI funds to each state allocatee in up to three stages for tranches over a seven year period pursuant to a U.S. Treasury allocation agreement. U.S. Treasury will release the SSBCI funds for the second and third funding tranches subject to DCEO together with the Authority originating a minimum of 80 percent of the combined SSBCI funds released in the immediately preceding tranche.

As contemplated in the pending DCEO application, the Authority would receive its $20 million sub-allocation in two equal tranches of $10 million each. The initial $10 million tranche will be sub-allocated from the initial SSBCI funds transferred to DCEO. The second $10 million sub-allocation tranche would be available from the U.S. Treasury via DCEO after DCEO and the Authority together have originated a minimum of 80 percent of the initial SSBCI funding tranche.

The Authority plans to use the SSBCI funds to capitalize a targeted small business participation loan product designed to help the state attain long-term climate, technology access, capital access and economic justice objectives consistent with the Authority's designation as the climate bank of the state pursuant to the Illinois Climate and Equitable Jobs Act and as reflected in associated changes to the Illinois Finance Authority Act that were signed into law in September.

As contemplated, the Authority would work with financial institutions to fund participation loans structured to provide, one, term loans of varying maturities of up to ten years, and two, revolving lines of credit. As noted in the memorandum, the U.S. Treasury permits a specified portion of its SSBCI fund awards to be used to cover overhead and development expenses. Accordingly, the Authority would be eligible to use up to five percent of the initial $10 million tranche or $500,000 and up to three percent of the second tranche or $300,000 plus any interest and fees earned on SSBCI supported activity to cover allocated overhead expenses for the new SSBCI participation loan fund product that are incurred while the SSBCI funds remain subject to U.S. Treasury supervision.

Additionally, upon completion of the seven





year U.S. Treasury allocation agreement, all SSBCI funds successfully deployed as loans plus any interest earned will transfer from U.S. Treasury control to the state's ownership. At that time the Authority's originated SSBCI loans plus interest earned would then be eligible to be transferred to the Authority's general fund to be further deployed as the Authority chooses. Approval of the accompanying resolution would be in furtherance of the Authority's climate bank development plan and in accomplishing related revenue diversification and cost recovery objectives. We have Stan Luboff available to answer any questions that you may have. Does any member have any questions or comments?

CHAIR HOBERT: Okay, this is Will Hobert. Thank you, Sara and Rich. 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?

MR. FUENTES: This is Jim Fuentes. So moved.

MS. JURACEK: This is Arlene Juracek. Second.

CHAIR HOBERT: This is Will Hobert. Will the Assistant Secretary please call the roll.

MR. FLETCHER: Certainly. This is Brad Fletcher.

On the motion by Member Fuentes, second by Member Juracek, I'll call the roll. Mr. Amaro.

MR. AMARO: Yes.

MR. FLETCHER: Thank you. Mr. Beres.

MR. BERES: Yes.

MR. FLETCHER: Mr. Fuentes.

MR. FUENTES: Yes.

MR. FLETCHER: Thank you. Ms. Juracek.

MS. JURACEK: Yes.

MR. FLETCHER: Thank you. Vice Chair Nava.

MS. NAVA: Yes.

MR. FLETCHER: Thank you. Mr. Obernagel.

MR. OBERNAGEL: Yes.

MR. FLETCHER: Thank you. Mr. Poole.

MR. POOLE: Yes.

MR. FLETCHER: Thank you. Mr. Ryan.

MR. RYAN: Yes.

MR. FLETCHER: Thank you. Mr. Tobon.

MR. TOBON: Yes.

MR. FLETCHER: Thank you. Ms. Watson.

MS. WATSON: Yes.

MR. FLETCHER: Thank you. Mr. Wexler.

MR. WEXLER: Yes.

MR. FLETCHER: Thank you. Mr. Wright.







MR. WRIGHT: Yes.

MR. FLETCHER: Thank you. Mr. Zeller.

MR. ZELLER: Yes.

MR. FLETCHER: And finally, Chair Hobert.

CHAIR HOBERT: Yes.

MR. FLETCHER: Thank you. Again, this is Brad Fletcher. Chair Hobert, the ayes have it and the motion carries.

CHAIR HOBERT: This is Will Hobert. Thank you, Brad. Six, will you please present the financial reports?

MS. GRANDA: This is Six Granda. Thank you, Chair Hobert. The Illinois Finance Authority is under constitutional and statutory mandates to complete an annual financial audit and a biannual compliance examination every two years. The total estimated audit expenses for fiscal year 2022 will be $290,000. After allocating staff time, which is estimated at approximately 25 percent of the annual all in employee cost for designated employees or $250,000 in all in staff time costs, the total estimated cost of the Authority's fiscal year 2022 audit will be over $500,000.

The Authority is currently viewed as a tier 4 risk agency and, according to the auditor general's November 2021 work plan, would require over 6,800 hours combined to complete both the 2022 financial audit and the 2023 financial and compliance audit. Additionally, the Authority would be required to undertake new state mandates including, one, engagement of a salaried internal auditor at an all in salary and benefit cost of $187,000. Two, invest to upgrade the Authority's information technology security system at an estimated cost of $50,000. Finally, ongoing reports to the office of the Illinois comptroller including CO-8 and CO-5 reports, quarterly financial reporting, the Authority's GAAP package and other reports which impose a combined internal cost of approximately $100,000 annually.

Now moving on to the general operating fund revenues, expenses and net income. Reported year-to-date actual revenues include, one, the seven months ending January 1, 2022 plus, two, the forecast results for the 90 day period ending April 30th of 2022. The budget comparison is for the same ten month period. The Authority would post year-to-date revenues of $2.3 million, which were $878,000 or 27.9 percent below budget. This is due to lower than





expected bond closing fees and a net loss of approximately $71,600 from investments, which primarily reflect a year-to-date mark to market of $344,000 reduction in the current fair market value of the Authority's investments. Because the Authority expects to hold these investments until maturity, these mark to market adjustments are non-material and accordingly can be deducted from the results when analyzing the Authority's profitability on a cash flow basis. To note, the line item net appreciation, depreciation in fair value of investments reflects these mark to market adjustments and provide a valuation at a specific point in time. On a going forward basis, this item will be re-labeled as market to market fair value adjustments, appreciation, depreciation in the statement of revenues, expenses and net income.

Moving on to other revenue line items for the ten months ending April 30th of '22, the year-to-date closing fees for the ten months are forecasted to total $1.7 million, which will be $648,000 below budget. The ten month year-to-date annual fees will total $156,000 and will be $4,000 below budget. The ten month year-to-date administrative service fees are forecast at $96,000, which is $20,000 above budget. The ten month year-to-date application fees of $18,000 will be $7,000 below budget. The ten month year-to-date accrued interest income from the loans in connection with the former Illinois rural bond bank local government portfolio and other loans are forecasted at $324,000. Notably, the outstanding balance of these local government loans has been a declining asset since 2014. Accordingly, interest income from this loan portfolio is declining on a year-to-year basis.

Our reported year-to-date actual expenses again include the seven months ending January 31, 2022 plus the two -- plus, number two, the forecast results for the 90 day period ending April 30th of 2022. The Authority will post year-to-date expenses of $2.8 million, which would be $175,000 or 5.8 percent below budget because of below budget spending on employee related expenses.

Moving on to other expenses, the ten month year-to-date employee related expenses total $1.6 million, which would be $328,000 or 17.2 percent below budget. The ten month year-to-date professional expenses would total $828,000, which







would be $179,000 or 27.5 percent above budget. The ten month year-to-date occupancy expenses of $158,000 are forecast to be at 2.3 percent higher than budget, while the ten month year-to-date general and administrative expenses forecast at $255,000 would be 11.1 percent below budget. The year-to-date depreciation expense and non-cash expense is forecast at $15,000 for the ten months ending on April 30th of 2022.

Moving on, the 90 day forecast closing fees and administrative fees for February 1, 2022 through April 30th of 2022 are at $447,000, which is $294,000 below the three month budgeted combined closing fees and administrative fees of $741,000. These forecast closing fee revenues for this 90 day period are up significantly from those anticipated for this period just 60 days ago. Our total forecast operating revenues for the 90 day period ending April 30th of '22 are $591,240.

Moving on, the 90 day forecast operating expenses for the period February 1, 2022 through April 30th of '22 are forecast approximately at $837,000, which is $66,000 below the three month budgeted amount of the $903,000. The Authority's three month projected net operating loss including -- excluding non-operating items is approximately $245,900. This result assumes that the three month operating expense equals the monthly budgeted average for each of the three months from February 1, 2022 through April 30th of 2022.

Moving on to the audit, the fiscal year 2021 financial audit examination was released by the office of the auditor general on December 21, 2021. The special assistant RSM US LLP for the auditor general expressed an unmodified opinion on the Authority's basic financial statement. The two year compliance examination for fiscal year 2020 and fiscal year 2021 each remain in progress and is in the final stages. The Authority anticipates the report to be somewhat completed by the end of February. On January 27, 2022, the Authority and the bureau of internal audit met to discuss the entrance conference for the revenues, receivables and receipts and the locally held fund's audits. These audits are under way and at this time there is nothing to report. Are there any questions or comments?

MR. MEISTER: Mr. Chair, Will.

CHAIR HOBERT: Yes.







MR. MEISTER: This is Chris. If I could just have a couple of minutes to highlight a couple of documents.

CHAIR HOBERT: Please, proceed.

MR. MEISTER: Thank you. So for the members, both Six and I have discussed the external audit process at some length here. I would just point the members to pages 50 and 51 attached to Six's financial reports in this month's meeting documents. These are documents that are prepared and public documents from the office of the auditor general and I believe that they speak for themselves in the context of what Six and I have discussed. Thank you.

CHAIR HOBERT: This is Will Hobert. Thank you, Chris. Brad.

MR. FLETCHER: Thank you, Chairman. This is Brad Fletcher.

MS. JURACEK: Brad, before you go on, let me throw in my two cents' worth here. With respect to external auditing, some of you know that I was privileged to serve the state as acting director of the Illinois Power Agency a few years back, and it's a similarly self funded agency that handles a lot of money. Recognizing the importance of auditing to ensure the integrity of what we do, my suggestion will be to seek out co-solution finding with agencies such as the Illinois Power Agency. It may be possible to share an auditor, if we all have to hire an internal auditor, to have that auditor work for more than one agency. I'm sure you've thought about this, but I wanted to share my experience and suggest my endorsement for that type of shared arrangement.

CHAIR HOBERT: Thank you, Mayor Juracek. That's a wonderful path that hopefully Executive Director Chris and the team will pursue. Any other questions or comments as it relates to Ms. Granda's report? Hearing none, Brad.

MR. FLETCHER: Thank you, Chair Hobert. This month, as supplementary information to the financial report to your board book, we have two monthly PACE bond issuance summaries. First, on December 20, 2021, the Authority issued its taxable PACE bonds Series 2021 A on behalf of the city of Highland Park for the benefit of Bloom Waukegan LLC in the amount of $1,885,000. Bond proceeds will assist the record owner in providing all or a portion of the funds necessary for the acquisition, construction, installation or modification of certain energy





projects to fix the five new three-story multi-family buildings containing approximately 42,000 square feet of net rentable area among 22 town house style units for lease at market rate to tenants located at the northeast corner of 425 Bloom Street and 2625 Waukegan Avenue in Highland Park, Illinois, including but not limited to, one, attic and wall insulation, floor insulation above attached garages and insulated windows; two, furnace and air conditioner systems; three, power vendor demand water heaters; four, high efficiency water fixtures; and five, LED lighting.

Second, on January 18, 2022, the Authority issued its PACE bond Series 2022 A on behalf of the village of Rosemont for the benefit of Gateway Rosemont, LLC in the amount of $5,700,000. Bond proceeds will assist the record owner in providing all or a portion of funds necessary for the acquisition, construction, installation or modification of certain energy projects affixed to approximately 89,000 square feet of real property to be duly branded as a Holiday Inn Staybridge Suites Hotel located at 6600 Mannheim Road in Rosemont, Illinois, including but not limited to, one, roof membrane with recovery board; two, package terminal air conditioners, related thermostats, variable air volume controls, dampers, fans and a 20 horsepower variable frequency drive motor on the property's cooling tower; three, 200 to 300 gallon water tanks as well as high efficiency water fixtures; and four, LED lighting.

Finally, it should be noted that both of these bond issues were authorized pursuant to a bond resolution adopted by this body on November 9, 2021 on behalf of Pace Loan Group, who was the capital provider for each of these transactions. Now I will turn things back over to Ms. Granda.

MS. GRANDA: Does anyone have any questions or comments? Hearing none, I will turn it over to Chair Hobert. Thank you.

CHAIR HOBERT: This is Will Hobert. Thank you, Six and Brad. I would like to request a motion to accept the financial report. Is there such a motion?

MS. NAVA: This is Roxanne Nava. So moved.

MR. OBERNAGLE: This is George Obernagel. Second.

CHAIR HOBERT: This is Will Hobert. Will the Assistant Secretary please call the roll.

MR. FLETCHER: Certainly. This is Brad Fletcher.





On a motion by Vice Chair Nava and second by Member Obernagel, I'll call the roll. Mr. Amaro.

MR. AMARO: Yes.

MR. FLETCHER: Mr. Beres.

MR. BERES: Yes.

MR. FLETCHER: Mr. Fuentes.

MR. FUENTES: Yes.

MR. FLETCHER: Ms. Juracek.

MS. JURACEK: Yes.

MR. FLETCHER: Ms. Nava.

MS. NAVA: Yes.

MR. FLETCHER: Mr. Obernagel.

MR. OBERNAGEL: Yes.

MR. FLETCHER: Mr. Poole.

MR. POOLE: Yes.

MR. FLETCHER: Mr. Ryan.

MR. RYAN: Yes.

MR. FLETCHER: Mr. Tobon.

MR. TOBON: Yes.

MR. FLETCHER: Ms. Watson.

MS. WATSON: Yes.

MR. FLETCHER: And Mr. Wexler.

MR. WEXLER: Yes.

MR. FLETCHER: Mr. Wright.

MR. WRIGHT: Yes.

MR. FLETCHER: Mr. Zeller.

MR. ZELLER: Yes.

MR. FLETCHER: Finally, Chair Hobert.

CHAIR HOBERT: Yes.

MR. FLETCHER: Again, this is Brad Fletcher. Chair Hobert, the ayes have it and the motion carries.

CHAIR HOBERT: Thank you, Brad. This is Will Hobert. Thank you, Brad. Craig, will you please present the procurement report.

MR. HOLLOWAY: This is Craig Holloway. Thanks, Chair Hobert. The contracts listed in the February procurement report to support the Authority operations. The report also includes expiring contracts into June of 2022. The Authority recently executed a contract with Bridges Court Reporting services through December of 2023. Thanks, Chair Hobert.

CHAIR HOBERT: This is Will Hobert. Thank you, Craig. Does anyone wish to make any additions, edits or corrections to the minutes from December 14, 2021? Hearing none, I'd like to request a motion to approve the minutes. Is there such a motion?





MR. POOLE: Yes, sir. This is Roger Poole. So moved.

MR. RYAN: This is Tim Ryan, second.

CHAIR HOBERT: This is Will Hobert. Will the Assistant Secretary please call the roll.

MR. FLETCHER: Certainly. This is Brad Fletcher. On a motion by Member Poole and second by Member Ryan, I'll call the roll. Mr. Amaro.

MR. AMARO: Yes.

MR. FLETCHER: Mr. Beres.

MR. BERES: Yes.

MR. FLETCHER: Mr. Fuentes.

MR. FUENTES: Yes.

MR. FLETCHER: Ms. Juracek.

MS. JURACEK: Yes.

MR. FLETCHER: Ms. Nava.

MS. NAVA: Yes.

MR. FLETCHER: Mr. Obernagel.

MR. OBERNAGEL: Yes.

MR. FLETCHER: Mr. Poole.

MR. POOLE: Yes.

MR. FLETCHER: Mr. Ryan.

MR. RYAN: Yes.

MR. FLETCHER: Mr. Tobon.

MR. TOBON: Yes.

MR. FLETCHER: Ms. Watson.

MS. WATSON: Yes.

MR. FLETCHER: Mr. Wexler.

MR. WEXLER: Yes.

MR. FLETCHER: Mr. Wright.

MR. WRIGHT: Yes.

MR. FLETCHER: Mr. Zeller.

MR. ZELLER: Yes.

MR. FLETCHER: Finally, Chair Hobert.

CHAIR HOBERT: Yes.

MR. FLETCHER: Thank you. Again, this is Brad Fletcher. Chair Hobert, the ayes have it and the motion carries.

CHAIR HOBERT: This is Will Hobert. Thank you, Brad. Is there any other business to come before the members?

MR. FLETCHER: This is Brad Fletcher. Chair Hobert, we have a full complement of members today. We can move on next to agenda item 12.

CHAIR HOBERT: This is Will Hobert. Thank you, Brad. Is there any matter for discussion in closed session? Hearing none, the next regularly scheduled meeting will be March 8, 2022. I would like to





request a motion to adjourn. Additionally, when responding to the roll call for this motion, I'd ask each member to confirm that they were able to hear the participants, discussion and testimony in this proceeding. Is there such a motion?

MR. TOBON: This is Eduardo Tobon. So moved.

MR. WRIGHT: This is Jeffrey Wright, second.

CHAIR HOBERT: This is Will Hobert. Will the assistant secretary please call the roll.

MR. FLETCHER: This is Brad Fletcher. On the motion by Member Tobon and second, I believe I had Jeffrey Wright. Jeffrey, could you please confirm.

MR. WRIGHT: Confirm.

MR. FLETCHER: Thank you, sir. On the motion by Member Tobon and second by Member Wright, I'll call the roll. Mr. Amaro. We're on page 15, everyone.

MR. AMARO: Aye, and I can confirm that I could hear all participants, discussion and testimony.

MR. FLETCHER: Thank you. Mr. Beres.

MR. BERES: Aye, and I confirm that I could hear all participants, discussion and testimony.

MR. FLETCHER: Thank you. Mr. Fuentes.

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

MR. FLETCHER: Thank you. Ms. Juracek.

MS. JURACEK: Aye, and I confirm that I could hear all participants, discussion and testimony.

MR. FLETCHER: Thank you. Vice Chair Nava.

MS. NAVA: Aye, and I confirm that I could hear all participants, discussions and testimony.

MR. FLETCHER: Thank you. Mr. Obernagel.

MR. OBERNAGEL: Aye, and I conform that I could hear all participants, testimony and discussion.

MR. FLETCHER: Thank you. Mr. Poole.

MR. POOLE: Aye, and I confirm that I could hear all participants, discussions and testimonies.

MR. FLETCHER: Thank you. Mr. Wright.

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

MR. FLETCHER: Thank you. Mr. Tobon.

MR. TOBON: Aye, and I confirm that I could hear all participants, discussion and testimony.

MR. FLETCHER: Thank you. Ms. Watson.

MS. WATSON: Aye, and I confirm that I could hear all participants, discussions and testimony.

MR. FLETCHER: Thank you. Mr. Wexler.

MR. WEXLER: Aye. I confirm I could hear all participants, all discussion, all testimony.







MR. FLETCHER: Thank you. Mr. Wright.

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

MR. FLETCHER: Thank you. Mr. Zeller.

MR. ZELLER: Aye, and I confirm that I could hear all participants, discussions and testimony.

MR. FLETCHER: And finally, Chair Hobert.

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

MR. FLETCHER: Thank you. Again, this is Brad Fletcher. Chair Hobert, the ayes have it and the motion carries. The time is currently 10:24 a.m. and this regular meeting of the Authority is adjourned. Thank you, everyone.

* * *

STATE OF ILLINOIS )
) SS.
COUNTY OF C O O K )

I, LYDIA B. PINKAWA, CSR, do hereby certify that I reported in shorthand the proceedings had at the meeting aforesaid, and that the foregoing is a true, complete and accurate transcript of the proceedings at said hearing as appears from my stenographic notes so taken and transcribed under my personal direction this 23rd day of February, 2022.

Lydia B. Pinkawa

Certified Shorthand Reporter

CSR No. 84-002342

ILLINOIS FINANCE AUTHORITY
ROLL CALL
FEBRUARY 8, 2022 QUORUM

February 8, 2022

| 14 YEAS | | 0 NAYS | | 0 PRESENT | |
|---|---|---|---|---|---|
| Y | Amaro † | Y | Obernagel † | Y | Wexler † |
| Y | Beres † | Y | Poole † | Y | Wright † |
| Y | Fuentes † | Y | Ryan † | Y | Zeller † |
| Y | Juracek † | Y | Tobon † | Y | Chair Hobert † |
| Y | Nava † | Y | Watson † | | |

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

ILLINOIS FINANCE AUTHORITY
ROLL CALL
FEBRUARY 8, 2022 AGENDA OF THE REGULAR MEETING OF THE MEMBERS
APPROVED

February 8, 2022

| 14 YEAS | | 0 NAYS | | 0 PRESENT | |
|---|---|---|---|---|---|
| Y | Amaro † | Y | Obernagel † | Y | Wexler † |
| Y | Beres † | Y | Poole † | Y | Wright † |
| Y | Fuentes † | Y | Ryan † | Y | Zeller † |
| Y | Juracek † | Y | Tobon † | Y | Chair Hobert † |
| Y | Nava † | Y | Watson † | | |

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

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION NO. 2022-0208-CF01
PRIVATE ACTIVITY BONDS - REVENUE BONDS
THE UNIVERSITY OF CHICAGO MEDICAL CENTER
FINAL (ONE-TIME CONSIDERATION)
APPROVED*

February 8, 2022

| 14 YEAS | | 0 NAYS | | 0 PRESENT | |
|---|---|---|---|---|---|
| Y | Amaro † | Y | Obernagel † | Y | Wexler † |
| Y | Beres † | Y | Poole † | Y | Wright † |
| Y | Fuentes † | Y | Ryan † | Y | Zeller † |
| Y | Juracek † | Y | Tobon † | Y | Chair Hobert † |
| Y | Nava † | Y | Watson † | | |

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

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION NO. 2022-0208-CF02
PRIVATE ACTIVITY BONDS - REVENUE BONDS
ILLINOIS INSTITUTE OF TECHNOLOGY
FINAL (ONE-TIME CONSIDERATION)
APPROVED*

February 8, 2022

| 14 YEAS | | 0 NAYS | | 0 PRESENT | |
|---|---|---|---|---|---|
| Y | Amaro † | Y | Obernagel † | Y | Wexler † |
| Y | Beres † | Y | Poole † | Y | Wright † |
| Y | Fuentes † | Y | Ryan † | Y | Zeller † |
| Y | Juracek † | Y | Tobon † | Y | Chair Hobert † |
| Y | Nava † | Y | Watson † | | |

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

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION NO. 2022-0208-CF03
PRIVATE ACTIVITY BONDS - REVENUE BONDS
BEGINNING FARMER - MASON TJELLE
FINAL (ONE-TIME CONSIDERATION)
APPROVED*

February 8, 2022

| 14 YEAS | | 0 NAYS | | 0 PRESENT | |
|---|---|---|---|---|---|
| Y | Amaro † | Y | Obernagel † | Y | Wexler † |
| Y | Beres † | Y | Poole † | Y | Wright † |
| Y | Fuentes † | Y | Ryan † | Y | Zeller † |
| Y | Juracek † | Y | Tobon † | Y | Chair Hobert † |
| Y | Nava † | Y | Watson † | | |

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

NO. 04

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION NO. 2022-0208-CF04
PROPERTY ASSESSED CLEAN ENERGY BONDS - REVENUE BONDS
COUNTERPOINTE SUSTAINABLE REAL ESTATE LLC
FINAL (ONE-TIME CONSIDERATION)
APPROVED*

February 8, 2022

| 14 YEAS | | 0 NAYS | | 0 PRESENT | |
|---|---|---|---|---|---|
| Y | Amaro † | Y | Obernagel † | Y | Wexler † |
| Y | Beres † | Y | Poole † | Y | Wright † |
| Y | Fuentes † | Y | Ryan † | Y | Zeller † |
| Y | Juracek † | Y | Tobon † | Y | Chair Hobert † |
| Y | Nava † | Y | Watson † | | |

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

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION NO. 2022-0208-CF05
RESOLUTION AUTHORIZING AND APPROVING AMENDMENTS TO THE BOND TRUST INDENTURE RELATING TO THE ILLINOIS FINANCE AUTHORITY REVENUE REFUNDING BONDS, SERIES 2017 (COVENANT RETIREMENT COMMUNITIES, INC.)
APPROVED*

February 8, 2022

| 14 YEAS | | 0 NAYS | | 0 PRESENT | |
|---|---|---|---|---|---|
| Y | Amaro † | Y | Obernagel † | Y | Wexler † |
| Y | Beres † | Y | Poole † | Y | Wright † |
| Y | Fuentes † | Y | Ryan † | Y | Zeller † |
| Y | Juracek † | Y | Tobon † | Y | Chair Hobert † |
| Y | Nava † | Y | Watson † | | |

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

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION NO. 2022-0208-CF06
RESOLUTION AUTHORIZING THE AMENDMENT AND RESTATEMENT OF THE LOAN AGREEMENT RELATING TO THE $15,000,000 ILLINOIS FINANCE AUTHORITY REVENUE BOND, SERIES 2010A (SILVER CROSS HOSPITAL AND MEDICAL CENTERS) AND APPROVING RELATED MATTERS
APPROVED*

February 8, 2022

14 YEAS 0 NAYS 0 PRESENT

| | | | | | |
|---|---|---|---|---|---|
| Y | Amaro † | Y | Obernagel † | Y | Wexler † |
| Y | Beres † | Y | Poole † | Y | Wright † |
| Y | Fuentes † | Y | Ryan † | Y | Zeller † |
| Y | Juracek † | Y | Tobon † | Y | Chair Hobert † |
| Y | Nava † | Y | Watson † | | |

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

ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION NO. 2022-0208-DA07
RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO TAKE ACTIONS TO APPLY TO THE ILLINOIS DEPARTMENT OF COMMERCE AND ECONOMIC OPPORTUNITY FOR A SUB-ALLOCATION OF STATE SMALL BUSINESS CREDIT INITIATIVE (SSBCI) FUNDS FROM THE U.S. DEPARTMENT OF TREASURY AND TO ESTABLISH A PARTICIPATION LOAN PRODUCT AND OTHER FINANCIAL PRODUCTS USING SUCH FUNDS IN FURTHERANCE OF CLIMATE BANK PURPOSES, AND OTHER MATTERS RELATED THERETO
APPROVED*

February 8, 2022

| 14 YEAS | | 0 NAYS | | 0 PRESENT | |
|---|---|---|---|---|---|
| Y | Amaro † | Y | Obernagel † | Y | Wexler † |
| Y | Beres † | Y | Poole † | Y | Wright † |
| Y | Fuentes † | Y | Ryan † | Y | Zeller † |
| Y | Juracek † | Y | Tobon † | Y | Chair Hobert † |
| Y | Nava † | Y | Watson † | | |

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

ILLINOIS FINANCE AUTHORITY
ROLL CALL
ACCEPT THE FINANCIAL REPORTS FOR FEBRUARY 8, 2022
APPROVED

February 8, 2022

| 14 YEAS | | 0 NAYS | | 0 PRESENT | |
|---|---|---|---|---|---|
| Y | Amaro † | Y | Obernagel † | Y | Wexler † |
| Y | Beres † | Y | Poole † | Y | Wright † |
| Y | Fuentes † | Y | Ryan † | Y | Zeller † |
| Y | Juracek † | Y | Tobon † | Y | Chair Hobert † |
| Y | Nava † | Y | Watson † | | |

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

ILLINOIS FINANCE AUTHORITY
ROLL CALL
APPROVAL OF THE MINUTES OF THE REGULAR MEETING OF THE AUTHORITY FROM DECEMBER 14, 2021
APPROVED

February 8, 2022

| 14 YEAS | | 0 NAYS | | 0 PRESENT | |
|---|---|---|---|---|---|
| Y | Amaro † | Y | Obernagel † | Y | Wexler † |
| Y | Beres † | Y | Poole † | Y | Wright † |
| Y | Fuentes † | Y | Ryan † | Y | Zeller † |
| Y | Juracek † | Y | Tobon † | Y | Chair Hobert † |
| Y | Nava † | Y | Watson † | | |

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

ILLINOIS FINANCE AUTHORITY
ROLL CALL
ADJOURNING THE REGULAR MEETING OF THE AUTHORITY FOR FEBRUARY 8, 2022 AND EACH MEMBER'S CONFIRMATION OF HIS OR HER ABILITY TO HEAR ALL PARTICIPANTS, DISCUSSION AND TESTIMONY
APPROVED

February 8, 2022

| 14 YEAS | | 0 NAYS | | 0 PRESENT | |
|---|---|---|---|---|---|
| Y | Amaro † | Y | Obernagel † | Y | Wexler † |
| Y | Beres † | Y | Poole † | Y | Wright † |
| Y | Fuentes † | Y | Ryan † | Y | Zeller † |
| Y | Juracek † | Y | Tobon † | Y | Chair Hobert † |
| Y | Nava † | Y | Watson † | | |

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

ILLINOIS FINANCE AUTHORITY

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

# XI. OTHER BUSINESS

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Chicago, IL 60601
312-651-1300
312-651-1350 fax
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# XII. CLOSED SESSION

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ILLINOIS FINANCE AUTHORITY

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# XIII. ADJOURNMENT

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# APPENDIX A - INFORMATION REGARDING NEW BUSINESS ITEMS

REGULAR MEETING OF THE MEMBERS
Tuesday, March 8, 2022
9:30 AM

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

Printed by authority of the State of Illinois, 3/4/2022, published electronically only

**Illinois Finance Authority**
March 8, 2022
Appendix A

## NEW BUSINESS

### CONDUIT FINANCING PROJECTS

| Tab | Project Name | Location | Amount | New Jobs | Const. Jobs | Staff |
|---|---|---|---|---|---|---|
| **Private Activity Bonds - Revenue Bonds**<br>***Final (One-Time Consideration)*** | | | | | | |
| **1** | NorthShore University HealthSystem (NorthShore - Edward-Elmhurst Credit Group) | Arlington Heights, Chicago, Evanston, Glenview, Skokie (Cook County), Elmhurst, Naperville (DuPage County), and Highland Park (Lake County) | $1,100,000,000 | 125 | 120 | SP |
| **2** | Washington and Jane Smith Community - Orland Park d/b/a Smith Crossing | Orland Park (Will County) | $65,000,000 | N/A | N/A | SP |
| **3** | Erikson Institute | Chicago (Cook County) | $25,700,000 | N/A | N/A | RF/BF |
| **4** | A) Beginning Farmer - Austin Timmermann | Looking Glass Township (Clinton County) | $558,000 | - | - | LK |
| | B) Beginning Farmer - Tyger Clodfelter | Lancaster Township (Wabash County) | $100,000 | - | - | LK |
| **TOTAL CONDUIT FINANCING PROJECTS** | | | **$1,191,358,000** | **125** | **120** | |
| **GRAND TOTAL** | | | **$1,191,358,000** | **125** | **120** | |

### RESOLUTIONS

| Tab | Action | Staff |
|---|---|---|
| **Conduit Financings** | | |
| **5** | Resolution Authorizing and Approving Amendments to the Bond Trust Indenture relating to the Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2021B (Plymouth Place, Inc.) and Certain Other Matters | SP |
| **6** | Resolution Authorizing and Approving Amendments to the Bond Trust Indentures relating to the Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2016C (Rehabilitation Institute of Chicago) and Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2016D (Rehabilitation Institute of Chicago) and Certain Other Matters | SP |

CONDUIT

March 8, 2022

**$1,100,000,000 (not-to-exceed)**
**NorthShore - Edward-Elmhurst Credit Group**

**REQUEST**

**Purpose**: **NorthShore University HealthSystem** (the "**Borrower**"), an Illinois not for profit corporation, has requested that the **Illinois Finance Authority** (the "**Authority**") issue its Revenue Bonds, Series 2022 (NorthShore - Edward-Elmhurst Credit Group) in one or more fixed rate, and/or variable rate, tax-exempt and/or taxable series, in an aggregate principal amount not to exceed $1,100,000,000 (the "**Bonds**"), to be used, together with certain other moneys, to (i) finance, refinance or reimburse the Borrower, Swedish Covenant Health ("Swedish"), NorthShore University HealthSystem Faculty Practice Associates ("NorthShore Medical Group"), Northwest Community Healthcare ("NCH"), Naperville Psychiatric Ventures d/b/a Linden Oaks Hospital ("Linden Oaks Hospital"), Edward-Elmhurst Healthcare ("Edward-Elmhurst"), Elmhurst Memorial Healthcare ("Elmhurst Memorial"), Edward Hospital ("Edward Hospital") and Elmhurst Memorial Hospital ("Elmhurst Memorial Hospital" and, together with the Corporation, Swedish, NorthShore Medical Group, NCH, Linden Oaks Hospital, Edward-Elmhurst, Elmhurst Memorial, and Edward Hospital, the "**Users**"), each an Illinois not for profit corporation (or a general partnership in the case of Linden Oaks Hospital) and an affiliate of the Borrower, for the costs of acquiring, constructing, renovating, remodeling, expanding, rehabilitating and equipping certain health facilities owned by the Borrower or any User and all necessary, attendant or related facilities, equipment, site work and utilities thereto; (ii) refund all or a portion of the Illinois Finance Authority Revenue Refunding Bonds, Series 2016A (Northwest Community Hospital) (the "**Prior NCH Bonds**"), currently outstanding in an approximate principal amount of $129,885,000; (iii) finance the cost to acquire, indirectly through the substitution of the membership interest of Edward-Elmhurst, certain assets of Edward Hospital and Elmhurst Memorial Hospital in the amount necessary to redeem or defease (a) Illinois Finance Authority Variable Rate Demand Revenue Refunding Bonds, Series 2008B-2 (Edward Hospital Obligated Group), currently outstanding in an approximate principal amount of $40,525,000, (b) Illinois Finance Authority Variable Rate Demand Revenue Bonds, Series 2008C (Elmhurst Memorial Healthcare), currently outstanding in an approximate principal amount of $5,460,000, (c) Illinois Finance Authority Variable Rate Demand Revenue Bonds, Series 2008D (Elmhurst Memorial Healthcare), currently outstanding in an approximate principal amount of $50,000,000, (d) Illinois Finance Authority Revenue Bonds, Series 2017A (Edward-Elmhurst Healthcare), currently outstanding in an approximate principal amount of $190,925,000, (e) Illinois Finance Authority Revenue Refunding Bonds Series 2017C (Edward-Elmhurst Healthcare), currently outstanding in an approximate principal amount of $39,505,000, (f) Illinois Finance Authority Revenue Refunding Bonds, Series 2018A (Edward-Elmhurst Healthcare), currently outstanding in an approximate principal amount of $123,505,000, (g) Illinois Finance Authority Revenue Refunding Bonds, Series 2018B (Edward-Elmhurst Healthcare), currently outstanding in an approximate principal amount of $51,425,000 and (h) Illinois Finance Authority Revenue Refunding Bonds, Series 2021A (Edward-Elmhurst Healthcare), currently outstanding in an approximate principal amount of $41,205,000 (collectively, the "**Prior EEH Bonds**", and, together with the Prior NCH Bonds, the "**Prior Bonds**"); (iv) fund one or more debt service reserve funds, if deemed necessary or desirable by the Authority and/or the Borrower; (v) fund working capital for the Users, if deemed necessary or desirable by the Borrower; (vi) fund interest accruing on the Bonds, if deemed necessary or desirable by the Authority and/or the Borrower; (vii) pay certain fees and expenses relating to the termination of the swap agreements; and (viii) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding, redemption and/or defeasance of the Prior Bonds, including the cost of any credit or liquidity enhancement, all as permitted under the **Illinois Finance Authority Act** (the "**Act**").

A portion of the new money Bond proceeds will be used to finance or refinance projects at the healthcare facilities of the Users, including, but not limited to the following: (1) an expansion of the number of surgical operating rooms and recovery rooms at Skokie Hospital, with an estimated completion date in 2022; and (2) expansion of the cardiovascular surgical space at Glenbrook Hospital, including the addition of procedural, surgical and recovery rooms and renovations to mechanical and support space areas, as well as common areas, with an estimated completion date

| | |
|---|---|
| | of December 2024.<br><br>**Program**: Conduit 501(c)(3) Revenue Bonds<br><br>**Extraordinary Conditions**: None. |
| **BOARD ACTIONS** | Final Bond Resolution (*one-time consideration)* |
| **MATERIAL CHANGES** | None. This is the first time this financing is being presented to the Members of the Authority. |
| **JOB DATA** | Approx. 25,000 FTEs (as of 2/1/2022) — 125 New jobs created by the projects<br>N/A Retained jobs — 120 Construction jobs created per day for the duration of the projects |
| **BORROWER DESCRIPTION** | • Effective January 1, 2022, NS-EE Holdings (the "**Corporation**"), an Illinois not for profit corporation, became the sole member of the Borrower and Edward-Elmhurst, to create a healthcare delivery system (the "**System**") providing a full range of health care services with nine hospitals and more than 300 outpatient facilities, serving patient populations within the City of Chicago and throughout the northern, southwestern and western suburbs of the metropolitan Chicago area.<br>• The System's sites of care include the acute care hospitals, primary and specialty care clinics, immediate care centers, ambulatory surgery centers, outpatient centers, physician office buildings, pharmacies, behavioral health care facilities, post-acute care facilities, and home health and hospice. Key clinical programs within the System include cardiovascular, surgical and interventional care, neurosciences, orthopedics, oncology, primary care, neurology and trauma care.<br>• The System collectively operates nine acute care hospitals, including an acute care psychiatric hospital, with an aggregate of approximately 2,300 licensed beds. The System is organized into two regions, the North and South Regions. The System's North Region hospitals, operated by the Borrower and its affiliates, include: Evanston Hospital, Glenbrook Hospital, Highland Park Hospital, Northwest Community Hospital, Skokie Hospital and Swedish Hospital. The System's South Region hospitals, operated by Edward-Elmhurst and its affiliates, include: Edward Hospital, Elmhurst Hospital and Linden Oaks Hospital.<br>• The Borrower currently is the obligated group agent and the sole obligated group member under a master trust indenture between the Borrower and The Bank of New York Mellon Trust Company, N.A., as master trustee (the "NorthShore Master Indenture"). Concurrently with the issuance of the Bonds, the Corporation and Edward-Elmhurst will become obligated group members (and, together with the Borrower, the "Obligated Group Members") under the NorthShore Master Indenture. The current master trust indenture relating to the Edward-Elmhurst obligated group will be terminated and any obligations thereunder securing outstanding bonds or interest rate swap agreements will be cancelled. |
| **STRUCTURE/CREDIT INDICATORS** | • The plan of finance currently contemplates the issuance of Bonds in one or more fixed rate and/or variable rate tax-exempt series that will be (i) sold in a public offering underwritten by Goldman Sachs & Co. LLC and/or J.P. Morgan Securities LLC (or an affiliate thereof); and/or (ii) directly purchased by TD Bank, N.A. and/or PNC Bank, National Association.<br>• Current long-term underlying credit ratings for the Borrower are 'Aa3', Stable Outlook, by Moody's as of February 15, 2022 and 'AA-', Stable Outlook, by S&P Global Ratings & Co. LLC ("S&P") as of February 15, 2022.<br>• The publicly offered Bonds are expected to also be rated by Moody's and S&P.<br>• The directly purchased Bonds will not be rated and will be sold in minimum denominations of $100,000. |
| **CREDIT ENHANCEMENT** | One or more series of the publicly offered variable rate bonds will be backed by a standby bond purchase agreement provided by JPMorgan Chase Bank, National Association, carrying a long-term rating of 'AA-' or better. |
| **SECURITY** | Payments under the loan agreement(s) will be secured by obligations issued pursuant to the NorthShore Master Indenture. |

| | |
|---|---|
| **MATURITY** | Bonds will mature no later than 35 years from the date of issuance. |
| **ESTIMATED SOURCES AND USES** | See table below |
| **RECOMMENDATION** | Peer Review Committee recommends approval of the Final Bond Resolution presented for consideration in connection with this financing. |

**ESTIMATED SOURCES AND USES**

| | Series 2022 Tax-Exempt Fixed | Series 2022 Tax-Exempt Variable | Total |
|---|---|---|---|
| Sources | | | |
| Par | $646,125,000 | $335,130,000 | $981,255,000 |
| Premium | $4,644,940 | $0 | $4,644,940 |
| | $650,769,940 | $335,130,000 | $985,899,940 |
| Uses | | | |
| New Projects | $384,822,134 | $0 | $384,822,134 |
| Escrows | $259,476,557 | $331,778,700 | $591,255,257 |
| Costs of Issuance | $6,471,249 | $3,351,300 | $9,822,549 |
| Total | $650,769,940 | $335,130,000 | $985,899,940 |

# ILLINOIS FINANCE AUTHORITY
# BOARD SUMMARY
# March 8, 2022

## Project: NorthShore - Edward-Elmhurst Credit Group

### STATISTICS

| | | | |
|---|---|---|---|
| Project Number: | 12531 | Amount: | $1,100,000,000 (not-to-exceed) |
| Type: | Revenue Bonds | IFA Staff: | Sara D. Perugini |
| Location/s: | Evanston, Glenview, Highland Park, Arlington Heights, Skokie, Chicago, Naperville and Elmhurst (The System's nine acute care hospital locations) | Counties: | Cook/Lake/DuPage |
| | | Region: | Northeast |

### BOARD ACTION

Final Bond Resolution (*one-time consideration)* — No Extraordinary Conditions
Conduit 501(c)(3) Bonds (tax-exempt and/or taxable) — No Authority funds at risk
Peer review committee recommends approval of the Final Bond Resolution presented for consideration in connection with this financing.

### AUTHORITY PROGRAM AND CONTRIBUTION

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

### VOLUME CAP

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

### ESTIMATED SOURCES AND USES OF FUNDS

| | Series 2022 Tax-Exempt Fixed | Series 2022 Tax-Exempt Variable | Total |
|---|---|---|---|
| Sources | | | |
| Par | $646,125,000 | $335,130,000 | $981,255,000 |
| Premium | $4,644,940 | $0 | $4,644,940 |
| | $650,769,940 | $335,130,000 | $985,899,940 |
| Uses | | | |
| New Projects | $384,822,134 | $0 | $384,822,134 |
| Escrows | $259,476,557 | $331,778,700 | $591,255,257 |
| Costs of Issuance | $6,471,249 | $3,351,300 | $9,822,549 |
| Total | $650,769,940 | $335,130,000 | $985,899,940 |

## JOBS

| | | | |
|---|---|---|---|
| FTEs as of 2/01/2022: | Approx. 25,000 | New jobs created by the projects: | 125 |
| Jobs retained: | N/A | Construction jobs created per day for the duration of the projects: | 120 |

## FINANCING SUMMARY

| | |
|---|---|
| Security: | Payments under the loan agreement(s) will be secured by obligations issued pursuant to the NorthShore Master Indenture. |
| Structure: | The plan of finance currently contemplates the issuance of Bonds in one or more fixed rate and/or variable rate tax-exempt series that will be (i) sold in a public offering underwritten by Goldman Sachs & Co. LLC and/or J.P. Morgan Securities LLC (or an affiliate thereof); and/or (ii) directly purchased by TD Bank, N.A. and/or PNC Bank, National Association, all as determined by the Borrower. |
| Interest Rate: | The rates on each series will be determined on the date of pricing. The Final Bond Resolution establishes interest rate parameters not to exceed (i) 7% on fixed rate bonds, and (ii) 4% as an initial rate for variable rate bonds. |
| Interest Rate Modes: | Fixed and/or variable |
| Underlying Ratings: | Current long-term underlying credit ratings for the Borrower are 'Aa3', Stable Outlook, by Moody's as of February 15, 2022 and 'AA-', Stable Outlook, by S&P Global Ratings & Co. LLC ("S&P") as of February 15, 2022. The publicly offered Bonds are expected to also be rated by Moody's and S&P. The directly purchased Bonds will not be rated and will be sold in minimum denominations of $100,000. |
| Maturity: | Not later than 35 years from the date of issuance. |
| Credit Enhancement: | One or more series of the publicly offered variable rate bonds will be backed by a standby bond purchase agreement provided by JPMorgan Chase Bank, National Association, carrying a long-term rating of 'AA-' or better. |
| Estimated Closing Date: | April, 2022 |

## PROJECT SUMMARY

**Purpose**: **NorthShore University HealthSystem** (the "**Borrower**"), an Illinois not for profit corporation, has requested that the **Illinois Finance Authority** (the "**Authority**") issue its Revenue Bonds, Series 2022 (NorthShore - Edward-Elmhurst Credit Group) in one or more fixed rate, and/or variable rate, tax-exempt and/or taxable series, in an aggregate principal amount not to exceed $1,100,000,000 (the "**Bonds**"), to be used, together with certain other moneys, to (i) finance, refinance or reimburse the Borrower, Swedish Covenant Health ("Swedish"), NorthShore University HealthSystem Faculty Practice Associates ("NorthShore Medical Group"), Northwest Community Healthcare ("NCH"), Naperville Psychiatric Ventures d/b/a Linden Oaks Hospital ("Linden Oaks Hospital"), Edward-Elmhurst Healthcare ("Edward-Elmhurst"), Elmhurst Memorial Healthcare ("Elmhurst Memorial"), Edward Hospital ("Edward Hospital") and Elmhurst Memorial Hospital ("Elmhurst Memorial Hospital" and, together with the Corporation, Swedish, NorthShore Medical Group, NCH, Linden Oaks Hospital, Edward-Elmhurst, Elmhurst Memorial, and Edward Hospital, the "**Users**"), each an Illinois not for profit corporation (or a general partnership in the case of Linden Oaks Hospital) and an affiliate of the Borrower, for the costs of acquiring, constructing, renovating, remodeling, expanding, rehabilitating and equipping certain health facilities owned by the Borrower or any User and all necessary, attendant or related facilities, equipment, site work and utilities thereto; (ii) refund all or a portion of the Illinois Finance Authority Revenue Refunding Bonds, Series 2016A (Northwest

Community Hospital) (the "**Prior NCH Bonds**"), currently outstanding in an approximate principal amount of $129,885,000; (iii) finance the cost to acquire, indirectly through the substitution of the membership interest of Edward-Elmhurst, certain assets of Edward Hospital and Elmhurst Memorial Hospital in the amount necessary to redeem or defease (a) Illinois Finance Authority Variable Rate Demand Revenue Refunding Bonds, Series 2008B-2 (Edward Hospital Obligated Group), currently outstanding in an approximate principal amount of $40,525,000, (b) Illinois Finance Authority Variable Rate Demand Revenue Bonds, Series 2008C (Elmhurst Memorial Healthcare), currently outstanding in an approximate principal amount of $5,460,000, (c) Illinois Finance Authority Variable Rate Demand Revenue Bonds, Series 2008D (Elmhurst Memorial Healthcare), currently outstanding in an approximate principal amount of $50,000,000, (d) Illinois Finance Authority Revenue Bonds, Series 2017A (Edward-Elmhurst Healthcare), currently outstanding in an approximate principal amount of $190,925,000, (e) Illinois Finance Authority Revenue Refunding Bonds Series 2017C (Edward-Elmhurst Healthcare), currently outstanding in an approximate principal amount of $39,505,000, (f) Illinois Finance Authority Revenue Refunding Bonds, Series 2018A (Edward-Elmhurst Healthcare), currently outstanding in an approximate principal amount of $123,505,000, (g) Illinois Finance Authority Revenue Refunding Bonds, Series 2018B (Edward-Elmhurst Healthcare), currently outstanding in an approximate principal amount of $51,425,000 and (h) Illinois Finance Authority Revenue Refunding Bonds, Series 2021A (Edward-Elmhurst Healthcare), currently outstanding in an approximate principal amount of $41,205,000 (collectively, the "**Prior EEH Bonds**", and, together with the Prior NCH Bonds, the "**Prior Bonds**"); (iv) fund one or more debt service reserve funds, if deemed necessary or desirable by the Authority and/or the Borrower; (v) fund working capital for the Users, if deemed necessary or desirable by the Borrower; (vi) fund interest accruing on the Bonds, if deemed necessary or desirable by the Authority and/or the Borrower; (vii) pay certain fees and expenses relating to the termination of the swap agreements; and (viii) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding, redemption and/or defeasance of the Prior Bonds, including the cost of any credit or liquidity enhancement, all as permitted under the **Illinois Finance Authority Act** (the "**Act**").

A portion of the new money Bond proceeds will be used to finance or refinance projects at the healthcare facilities of the Users, including, but not limited to the following: (1) an expansion of the number of surgical operating rooms and recovery rooms at Skokie Hospital, with an estimated completion date in 2022; and (2) expansion of the cardiovascular surgical space at Glenbrook Hospital, including the addition of procedural, surgical and recovery rooms and renovations to mechanical and support space areas, as well as common areas, with an estimated completion date of December 2024.

## BUSINESS SUMMARY

- Effective January 1, 2022, NS-EE Holdings (the "**Corporation**"), an Illinois not for profit corporation, became the sole member of the Borrower and Edward-Elmhurst, to create a healthcare delivery system (the "**System**") providing a full range of health care services with nine hospitals and more than 300 outpatient facilities, serving patient populations within the City of Chicago and throughout the northern, southwestern and western suburbs of the metropolitan Chicago area.
- The System believes that, by working together, the newly created System will connect patients and communities to personalized care, advanced clinical solutions and innovative technologies through improved access, expertise and services.
- The System's sites of care include the acute care hospitals, primary and specialty care clinics, immediate care centers, ambulatory surgery centers, outpatient centers, physician office buildings, pharmacies, behavioral health care facilities, post-acute care facilities, and home health and hospice. Key clinical programs within the System include cardiovascular, surgical and interventional care, neurosciences, orthopedics, oncology, primary care, neurology and trauma care.
- The System collectively operates nine acute care hospitals, including an acute care psychiatric hospital, with an aggregate of approximately 2,300 licensed beds. The System is organized into two regions, the North and South Regions. The System's North Region hospitals, operated by the Borrower and its affiliates, include: Evanston Hospital, Glenbrook Hospital, Highland Park Hospital, Northwest Community Hospital, Skokie Hospital and Swedish Hospital. The System's South Region hospitals, operated by Edward-Elmhurst and its affiliates, include: Edward Hospital, Elmhurst Hospital and Linden Oaks Hospital.
- The Borrower currently is the obligated group agent and the sole obligated group member under the NorthShore Master Indenture. Concurrently with the issuance of the Bonds, the Corporation and Edward-Elmhurst will become obligated group members (together with the Borrower, the "Obligated Group Members") under the

NorthShore Master Indenture. The current master trust indenture relating to the Edward-Elmhurst obligated group will be terminated and any obligations thereunder securing outstanding bonds or interest rate swap agreements will be cancelled.

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**ECONOMIC DISCLOSURE STATEMENT**

| | |
|---|---|
| Applicant: | NorthShore University HealthSystem |
| Site Address: | NorthShore University HealthSystem<br>1301 Central St.<br>Evanston, IL 60201 |
| Contact: | Doug Welday<br>Chief Financial Officer<br>dwelday@northshore.org<br>847-570-5050 |
| Website: | www.northshore.org |
| Project name: | NorthShore - Edward-Elmhurst Credit Group 2022 |
| Organization: | 501(c)(3) Not-for-Profit Corporation |
| State: | Illinois |

**The Borrower's 2022 Board Members (501(c)(3)):**
Michael S. Caplan, M.D.
Karen L. Kaul, M.D., Ph.D.
Mr. David A. Dohnalek
Mr. Sean T. O'Grady
John P. Erwin, III, M.D., FACC
Mr. Scott C. Schweighauser
Neil S. Freedman, MD
Ms. Mary R. Sheahen
Joseph Golbus, MD
Mark S. Talamonti, M.D., FACS
Lakshmi Halasyamani, MD
John Tressa, R.N., M.S.N.
Yolandra L. Johnson, MD
Mr. Kevin W. Willer

**PROFESSIONAL & FINANCIAL**

| | | | |
|---|---|---|---|
| Borrower's Counsel: | Nixon Peabody LLP | Chicago, IL | Julie Seymour |
| Financial Advisor: | Huron Public Financial Advisory | Chicago, IL | Philip J. Kaplan |
| Bond Counsel: | Chapman and Cutler LLP | Chicago, IL | David Kates, Megan Rudd |
| Underwriters: | J.P. Morgan Securities LLC | Chicago, IL | Megan O'Keefe, Jacob Pancratz |
| | Goldman Sachs & Co. LLC | New York, NY | Sonal Bose, Jeff Ellis |
| Underwriters' Counsel: | Polsinelli PC | Chicago, IL | Janet Zeigler |
| Direct Purchase Bank: | TD Bank, N.A. | New York, NY | Efrain Zamora |
| Direct Purchase Bank Counsel: | Chapman and Cutler LLP | Chicago, IL | David Field |
| Direct Purchase Bank: | PNC Bank, National Association | Chicago, IL | Chris Conner |
| Direct Purchase Bank Counsel: | Chapman and Cutler LLP | Chicago, IL | David Field |
| SBPA Bank: | JP Morgan Chase Bank, N.A. | Chicago, IL | Luke Kowal |
| SBPA Bank Counsel: | Foley & Lardner LLP | Chicago, IL | Laura Bilas |
| Bond Trustee: | The Bank of New York Mellon Trust Company | Chicago, IL | Patrick Jacobs |
| Issuer's Counsel: | Katten Muchin Rosenman LLP | Chicago, IL | Chad Doobay |

**LEGISLATIVE DISTRICTS –** The System's nine acute care hospital locations

| | |
|---|---|
| Congressional: | 5, 9, 10, 11 |
| State Senate: | 7, 9, 21, 24, 27, 29 |
| State House: | 13, 17, 18, 54, 58, 41, 47 |

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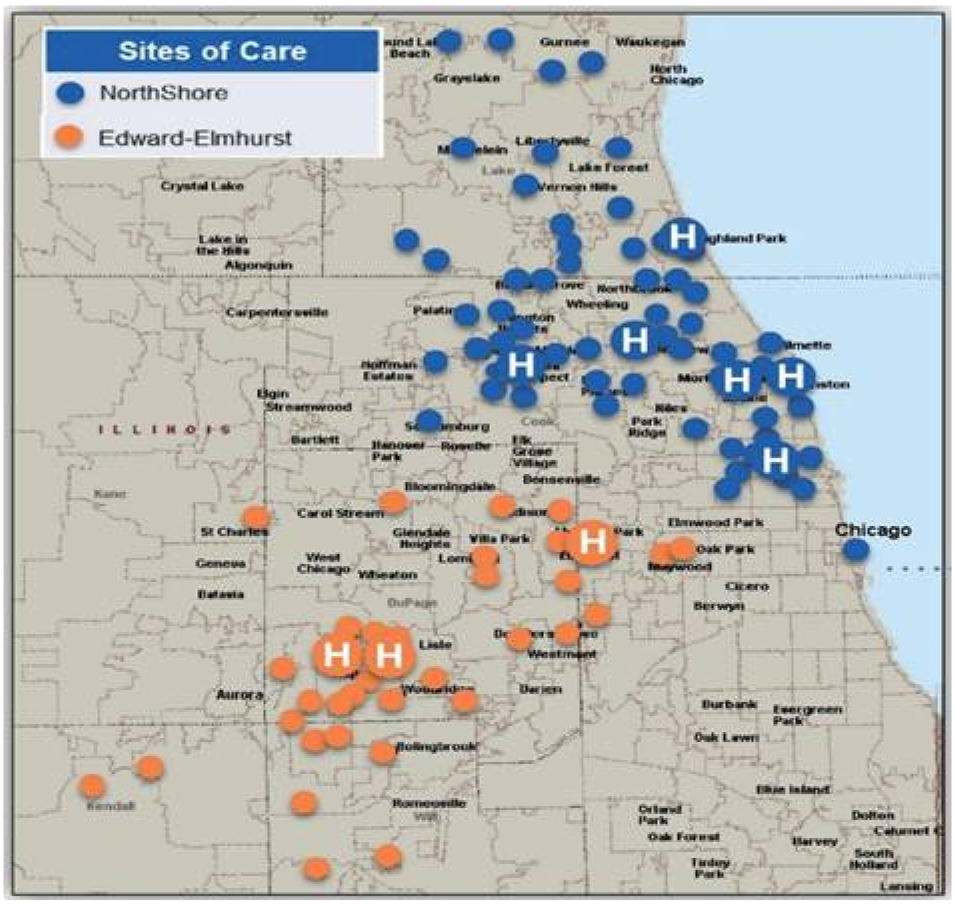
**SERVICE AREA**

The System serves more than one million patients within its service area across the North and South Regions. The North Region consists of 82 zip codes in Lake County, northern Cook County and the north side of Chicago and the South Region consists of 84 zip codes, primarily located in DuPage and Will counties, as shown on the following map. This broad service area, which is typical of a major tertiary care provider, has a population of approximately 4.1 million people based upon 2020 U.S. Census Bureau data, which is approximately one-third of the population for the State of Illinois. According to 2020 U.S. Census Bureau data, the median age within the System's service area is 38.6, with 28.7% of the population over 55 years of age, and the average household income is $90,575, which is higher than the national average of $ 67,521.

The System's service area is depicted in the map below, by Region.




The formation of the System created an integrated health system with contiguous but not overlapping services areas. The Legacy NorthShore System had 31.3% inpatient market share in the North Region and the Legacy EE System had 20.9% inpatient market share in the South Region for the year ended June 30, 2021.

CONDUIT

March 8, 2022

**$65,000,000 (not-to-exceed)**
**Washington and Jane Smith Community – Orland Park d/b/a Smith Crossing**

| | |
|---|---|
| **REQUEST** | **Purpose**: **Washington and Jane Smith Community – Orland Park d/b/a Smith Crossing** (the "**Borrower**"), an Illinois not-for-profit corporation, has requested that the **Illinois Finance Authority** (the "**Authority**") issue its Revenue Refunding Bonds, Series 2022 in an aggregate principal amount not to exceed $65,000,000 (the "**Bonds**") to be used to (i) refund all or a portion of the outstanding Maximum Principal Amount Illinois Finance Authority Variable Rate Revenue Bonds, Series 2018A (Smith Crossing Project) (the "**Series 2018A Bonds**"), currently outstanding in the principal amount of approximately $24,178,000; (ii) refund all or a portion of the outstanding Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2018B (Smith Crossing) (the "**Series 2018B Bonds**"), currently outstanding in the principal amount of approximately $16,675,000; (iii) refund all or a portion of the outstanding Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2018C (Smith Crossing) (the "**Series 2018C Bonds**" and, together with the Series 2018A Bonds and the Series 2018B Bonds, the "**Prior Bonds**"), currently outstanding in the principal amount of approximately $13,557,000; (iv) pay a portion of interest on the Bonds, if deemed necessary or desirable by the Authority and/or the Borrower; (v) terminate 3 existing swaps held with 2 banks on the Prior Bonds; (vi) establish a debt service reserve fund, if deemed necessary or desirable by the Authority and/or the Borrower; and (vii) pay certain fees or expenses incurred in connection with the refunding of the Prior Bonds (including, without limitation, any fees to terminate the swaps integrated with the Prior Bonds) and the issuance of the Bonds.<br><br>**Program**: Conduit 501(c)(3) Revenue Bonds<br><br>**Extraordinary Conditions**: None. |
| **BOARD ACTIONS** | Final Bond Resolution *(one-time consideration)* |
| **MATERIAL CHANGES** | None. This is the first time this financing is being presented to the Members of the Authority. |
| **JOB DATA** | 211* Current jobs (IL) — 0 New jobs projected<br>N/A Retained jobs — 0 Construction jobs projected<br>*31 nurse employees assigned to Smith Crossing from Smith Cares |
| **BORROWER DESCRIPTION** | • Location: Orland Park/Will County/Northeast Region<br>• Description: The Borrower operates Smith Crossing, a continuing care retirement community located in Orland Park, a suburb approximately 15 miles southwest of Chicago. Smith Crossing consists of 173 independent living units, 46 traditional assisted living units, 16 memory care assisted living units, and 92 skilled nursing beds. |
| **STRUCTURE/CREDIT INDICATORS** | • The plan of finance contemplates the issuance of Bonds in one or more fixed rate tax-exempt series that will be sold in a public offering underwritten by Ziegler Investment Bank and sold in minimum denominations of $5,000.<br>• The Bonds have been assigned a rating of "BBB-", Stable Outlook, by Fitch Ratings as of February 23, 2022. |
| **SECURITY** | • The Bonds are expected to be secured by an obligation of the Borrower issued under a master trust indenture. Such obligation will include a gross revenues pledge and a mortgage on Smith Crossing. |
| **MATURITY** | • Maturity will be no later than October 15, 2045. |
| **ESTIMATED SOURCES AND USES** | |

| ***Sources*** | | ***Uses*** | |
|---|---|---|---|
| Par Amount | $57,700,000 | Refunding of Prior Bonds | $54,527,000 |
| Original Issue Premium | 2,784,990 | Swap Termination | 4,782,867 |
| | | Cost of Issuance | 1,175,123 |
| **Total** | **$60,484,990** | **Total** | **$60,484,990** |

| | |
|---|---|
| **RECOMMENDATION** | Peer Review Committee recommends approval of the Final Bond Resolution for consideration in connection with this financing. |

# ILLINOIS FINANCE AUTHORITY
# PROJECT SUMMARY REPORT
# March 8, 2022

## Project: Washington and Jane Smith Community – Orland Park d/b/a Smith Crossing

### STATISTICS

| | | | |
|---|---|---|---|
| Project Number: | 12530 | Amount: | $65,000,000 (not-to-exceed) |
| Type: | 501(c)(3) Bonds | Authority Staff: | Sara D. Perugini |
| Location: | Orland Park | County/Region: | Will/Northeast |

### BOARD ACTION

| | |
|---|---|
| Final Bond Resolution *(one-time consideration)* | No Authority funds at risk |
| Conduit 501 (c)(3) Bonds | No Extraordinary Conditions |

Peer Review Committee recommends approval of the Final Bond Resolution for consideration in connection with this financing.

### AUTHORITY PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are a form of municipal bonds that 501(c)(3) corporations can use to finance and/or refinance capital projects that will be or are used to further their charitable mission. The Authority'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: | 211* | New jobs projected: | 0 |
| Jobs retained: | N/A | Construction jobs projected: | 0 |

*31 nurse employees assigned to Smith Crossing from Smith Cares

### ESTIMATED SOUCES AND USES OF FUNDS

| ***Sources*** | | ***Uses*** | |
|---|---|---|---|
| Par Amount | $57,700,000 | Refunding of Prior Bonds | $54,527,000 |
| Original Issue Premium | 2,784,990 | Swap Termination | 4,782,867 |
| | | Cost of Issuance | 1,175,123 |
| **Total** | **$60,484,990** | **Total** | **$60,484,990** |

### PROJECT SUMMARY

**Purpose**: **Washington and Jane Smith Community – Orland Park d/b/a Smith Crossing** (the "**Borrower**"), an Illinois not-for-profit corporation, has requested that the **Illinois Finance Authority** (the "**Authority**") issue its Revenue Refunding Bonds, Series 2022 in an aggregate principal amount not to exceed $65,000,000 (the "**Bonds**") to be used to (i) refund all or a portion of the outstanding Maximum Principal Amount Illinois Finance Authority Variable Rate Revenue Bonds, Series 2018A (Smith Crossing Project) (the "**Series 2018A Bonds**"), currently outstanding in the principal amount of approximately $24,178,000; (ii) refund all or a portion of the outstanding Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2018B (Smith Crossing) (the "**Series 2018B Bonds**"), currently outstanding in the principal amount of approximately $16,675,000; (iii) refund all or a portion of the outstanding Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2018C (Smith Crossing) (the "**Series 2018C Bonds**" and, together with the Series 2018A Bonds and the Series 2018B Bonds, the "**Prior Bonds**"), currently outstanding in the principal amount of approximately $13,557,000; (iv) pay a portion of interest on the Bonds, if deemed necessary or desirable by the Authority and/or the Borrower; (v) terminate 3 existing swaps held with 2 banks on the Prior Bonds; (vi) establish a debt service reserve fund, if deemed necessary or desirable by the Authority and/or the Borrower; and (vii) pay certain fees or expenses incurred in connection with the refunding of the Prior Bonds (including, without limitation, any fees to terminate the swaps integrated with the Prior Bonds) and the issuance of the Bonds.

## BUSINESS SUMMARY

The Borrower operates Smith Crossing, a continuing care retirement community located in Orland Park, a suburb approximately 15 miles southwest of Chicago. Smith Crossing consists of 173 independent living units, 46 traditional assisted living units, 16 memory care assisted living units, and 92 skilled nursing beds.

The Borrower's related corporate parent and operating organizations include Washington and Jane Smith Home d/b/a Smith Senior Living (the "Parent"), Washington and Jane Smith Community – Beverly d/b/a Smith Village ("Smith Village"), and Smith Cares LLC. The Parent is the sole member of Smith Cares, which provides nursing services to residents of Smith Village and the Borrower.

## FINANCING SUMMARY/STRUCTURE

Structure: The plan of finance contemplates the issuance of Bonds in one or more fixed rate tax-exempt series that will be sold in public offerings underwritten by Ziegler Investment Bank and sold in minimum denominations of $5,000.

Security: The Bonds are expected to be secured by an obligation of the Borrower issued under a master trust indenture. Such obligation will include a gross revenues pledge and a mortgage on Smith Crossing.

Interest Rate: The interest rate will be determined the day of pricing. The Final Bond Resolution establishes an interest rate not to exceed of 5.25% on the Bonds. As of February 2022, the Bonds will be issued as fixed rate bonds at an estimated coupon rate of 4.0% and a current estimated average yield to call of 3.33%.

Interest Modes: Fixed Rate Mode

Credit Enhancement: None

Maturity: Maturity will be no later than October 15, 2045.

Rating: The Bonds have been assigned a rating of "BBB-", Stable Outlook, by Fitch Ratings as of February 23, 2022.

Estimated Closing Date: March 24, 2022

## OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Applicant: Washington and Jane Smith Community – Orland Park d/b/a Smith Crossing

Location: Smith Crossing
10501 Emilie Lane
Orland Park, IL 60467

Contact: Raymond Marneris, Chief Financial Officer

Website: www.smithcrossing.org

Borrower: Washington and Jane Smith Community – Orland Park d/b/a Smith Crossing

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

Board Members (501(c)(3)):

| Trustee | Board Role | Profession | Ends September, | Since |
|---|---|---|---|---|
| Andrew J. Annello | Chair Person | Sales | (I) 2024 | 2000 |
| John E. Leahy | Vice Chair | Banker | (II) 2024 | 2014 |
| Thomas Barrett | | Accountant | (I) 2025 | 2020 |
| Kevin A. Lane | | Information Technology | (I) 2023 | 2013 |
| Judith K. Lewis | | Senior Living Marketing | (II) 2023 | 2013 |
| George E. Petraitis | | Architect | (II) 2024 | 2002 |
| Monica Ryan | | Nurse Practitioner | (I) 2025 | 2020 |

## PROFESSIONAL & FINANCIAL

| | | | |
|---|---|---|---|
| Borrower's Counsel: | Quarles & Brady LLP | Chicago, IL | Margaret Utterback |
| Bond Counsel: | Chapman and Cutler LLP | Chicago, IL | John Bibby |
| | | New York, NY | Latrice Baptiste |
| Underwriter: | Ziegler Investment Banking | Chicago, IL | Will Carney |
| | | Chicago, IL | Jennifer Lavelle |
| Underwriter's Counsel: | Gilmore & Bell | Kansas City, MO | Rick Wright |
| | | | Bill Burns |
| Borrower's Financial Advisor: | Marathon Capital Strategies | Haddonfield, NJ | Alex Dinkels |
| | | | Albert Rivera |
| Trustee | UMB Bank | Denver, CO | Katie Carlson |
| Issuer's Counsel: | Sanchez Daniels & Hoffman LLP | Chicago, IL | Heather Erickson |

## LEGISLATIVE DISTRICTS

Congressional: 1
State Senate: 19
State House: 37

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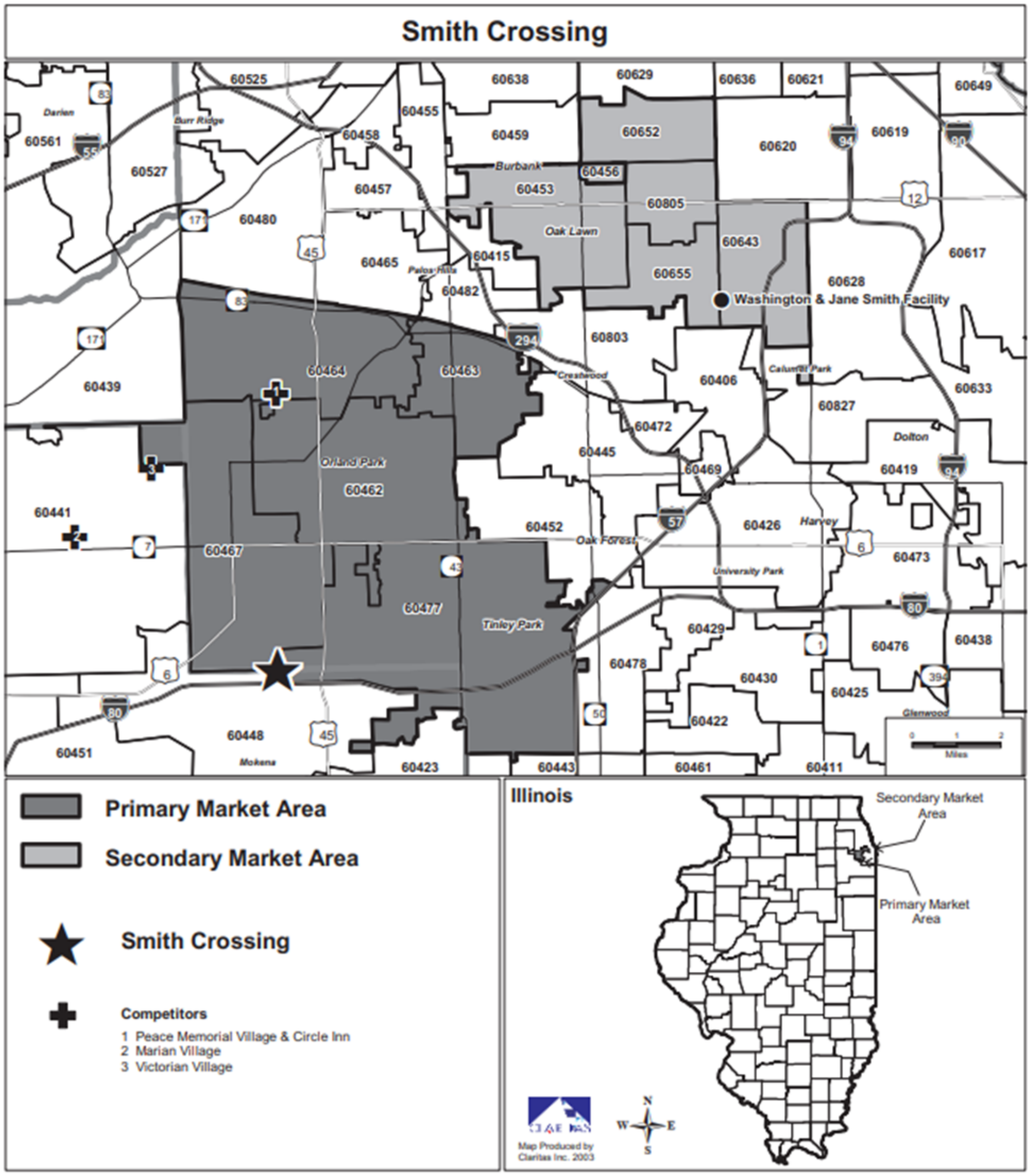
## SERVICE AREA



CONDUIT

March 8, 2022

**$25,700,000 (not-to-exceed)**
**Erikson Institute**

| | |
|---|---|
| **REQUEST** | **Purpose: Erikson Institute,** an Illinois not for profit corporation ("**Erikson**", the "**Institute**", or the "**Corporation**"), has requested that the Authority issue not to exceed $25,700,000 in aggregate principal amount of revenue bonds consisting of one or more series of IFA Revenue Bonds, Series 2022 (Erikson Institute) (the "**Bonds**"), and loan the proceeds thereof to the Corporation in order to assist the Corporation in providing a portion of the funds necessary to do any or all of the following: (i) refund and redeem all or a portion of the outstanding Illinois Finance Authority Revenue Refunding Bond, Series 2017A (Erikson Institute) (the "**Series 2017A Bond**"), (ii) refund and redeem all or a portion of the outstanding Illinois Finance Authority Revenue Refunding Bond, Series 2017B (Erikson Institute) (the "**Series 2017B Bond**" and collectively with the Series 2017A Bond, the "**Series 2017 Bonds**"), (iii) pay a portion of the interest on the Series 2022 Bond, if deemed necessary or advisable by the Corporation, (iv) fund a debt service reserve fund if deemed necessary or desirable by the Corporation, and (v) pay certain costs relating to the issuance of the Series 2022 Bond if deemed necessary or desirable by the Corporation, all as permitted under the Act (collectively, the "**Financing Purposes**").<br>**Program**: Conduit 501(c)(3) Revenue Bond<br>**Extraordinary Conditions**: None. |
| **BOARD ACTION** | Final Bond Resolution *(One-time consideration)* |
| **MATERIAL CHANGES** | None. This is the first time this financing has been presented to the Board of Directors. |
| **JOB DATA** | 328 (152-FT; 176-PT) Current — N/A New jobs projected (Refunding Bonds)<br>N/A Retained jobs — N/A Construction jobs projected (Refunding Bonds) |
| **BORROWER DESCRIPTION** | ● Location (Financed with original IFA Series 2007 Bond Proceeds and Refunded in 2017): Chicago / Cook County / Northeast<br>● Type of entity: Erikson Institute is an independent institution of higher education established in 1966 that prepares child development professionals for leadership through its academic programs, applied research, and community service and engagement.<br>● The Institute is a catalyst for discovery and change, continually bringing the newest scientific knowledge on children's development and learning into its classrooms and to the community.<br>● The Institute is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and applicable state law. |
| **STRUCTURE** | ● The plan of finance contemplates that the IFA Series 2022 Bond will be purchased directly by **The Northern Trust Company** (the "**Bank**" or "**Lender/Purchaser**") as a direct investment (and, essentially, a tax-exempt loan). |
| **CREDIT INDICATORS/ SECURITY** | ● Erikson Institute is a non-rated 501(c)(3) not-for-profit corporation.<br>● Because the Series 2022 Bond will be structured as a bank direct purchase financing, no rating will be necessary.<br>● The Series 2022 Bond will be a General Obligation of Erikson Institute. The Bank will also be secured by a mortgage on Erikson's primary facilities (approximately four floors of office condominium space located at 451 N. LaSalle Street in Chicago). |
| **INTEREST RATE** | ● Variable interest rate based on SOFR, plus a spread for an initial term of 5 to 7 years. |
| **MATURITY** | ● For IFA Bond Resolution parameter purposes, not to exceed 25 years from the date of issuance.<br>● Erikson and the financing team expect to retain the existing November 1, 2042, final maturity date featured on the outstanding IFA Series 2017A-B Bonds to be refunded. |
| **SOURCES AND USES** | see below |
| **RECOMMENDATION** | Peer Review Committee recommends approval. |

**Sources and Uses**

| **Sources:** | | **Uses:** | |
|---|---|---|---|
| IFA Series 2022 Bond – Principal Amount | $25,700,000 | Refunding Escrow - IFA Series 2017A-B Bonds | $25,372,000 |
| | | Costs of Issuance | 328,000 |
| **Total** | **$25,700,000** | **Total** | **$25,700,000** |

# ILLINOIS FINANCE AUTHORITY
# PROJECT SUMMARY REPORT
# March 8, 2022

## INFORMATIONAL – PRELIMINARY, SUBJECT TO CHANGE

## Project: Erikson Institute

### STATISTICS

| | | | |
|---|---|---|---|
| Project Number: | 12533 | Amount: | Not to exceed $25,700,000 |
| Type: | 501(c)(3) Revenue Bonds | IFA Staff: | Richard K. Frampton and Brad R. Fletcher |
| Location: | Chicago | County/ Region: | Cook County/Northeast |

### BOARD ACTION

Final Bond Resolution *(One-Time Consideration)*
Conduit 501(c)(3) Revenue Bond
Peer Review Committee recommends approval

No Extraordinary Conditions
No IFA Funds at Risk

### IFA PRODUCT – CONDUIT 501(c)(3) REVENUE BONDS

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

### VOLUME CAP

501(c)(3) Bonds do not require IRS Section 146 Volume Cap.

### FINANCING SUMMARY

Structure: **The Northern Trust Company** (the "**Bank**" or the "**Purchaser**") will be the direct purchaser of the IFA Series 2022 Revenue Refunding Bond (Erikson Institute).

Security/Ratings: The Northern Trust Company will be secured by (1) a general revenue pledge of the Corporation and (2) a mortgage on Erikson's primary facilities, which consists of approximately four floors of office condominium space located at 451 N. LaSalle Street in Chicago.

Erikson Institute is a non-rated entity. The proposed bank-purchased, Series 2022 Bond will be non-rated (as are the bank-purchased Series 2017A-B Bonds that will be refunded).

Interest Rate: Variable interest rate to be set based as a specified percentage of the daily SOFR rate (set as of the date of closing), plus a specified spread (anticipated at 1.00% or more).

Maturity: For IFA Bond Resolution parameter purposes, not to exceed 25 years from the date of issuance. The Series 2022 Refunding Bond is expected to keep the same November 1, 2042, final maturity date featured on the Series 2017A-B Bonds to be refunded.

Estimated Closing Date: April 2022 (preliminary, subject to change)

Rationale: The primary purpose of the IFA Series 2022 Refunding Bond is to realize annual debt service savings. Erikson will be able to reallocate savings from this proposed refunding to support its educational programming and services to its students, staff, clients, and community members.

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## BUSINESS SUMMARY

Description: **Erikson Institute** ("**Erikson**", the "**Institute**", or the "**Corporation**") is an independent institution of higher education, located in the River North neighborhood in downtown Chicago.

Erikson is a 501(c)(3) not-for-profit corporation exempt from federal income taxes under the Internal Revenue Code.

Erikson is governed by a 28-member Board of Trustees (see p. 5). Erikson has also designated 11 Life Trustees (see p. 6).

Background: **Mission, History, and Programming:** The Institute was established in 1966 in response to the critical need for early childhood professionals to staff the nation's expanding programs for young children (e.g., the Head Start Program). Erikson Institute is an independent institution of higher education that prepares child development professionals for leadership through its academic programs, applied research, and community service and engagement. Erikson offers master's degrees, Ph.D.'s and certificate programs and is accredited by the Higher Learning Commission.

Additionally, Erikson provides professional development, advocacy, and direct service to schools, service agencies, families, and many other community and professional settings. Erikson is also the leading research center for home-based childcare.

The original Series 2007 Bond proceeds were used to construct and equip approximately 75,000 SF of educational and office space located on four floors of the 451 N. LaSalle Street Building in Chicago's River North neighborhood. Erikson also operates two mental health clinics for children from birth to 8 years old in the River North and Little Village neighborhoods.

**Recent Educational Programming Initiatives:** In late 2018, the Institute began a five-year strategic plan to focus its growth by expanding access to quality educational Erikson graduate programs to produce more leaders in the early childhood workforce. The ultimate objectives were to (1) ultimately double the Institute's enrollment, (2) improve academic programs, and (3) improve online access for its graduate programs.

From FY 2018 to FY 2020, Erikson's new student enrollment increased by approximately 79% (from 138 to 247) and was primarily attributable to the launch of the online early childhood education (nonlicensure) degree program. During this same period, Erikson's total student enrollment increased by approximately 49% (from 361 to 539). The Institute is hopeful that its FY 2019 – FY 2020 enrollment growth trends will resume as COVID-19 enters its endemic phase.

The Institute's recent academic program development has also included the Fall 2021 launch of its online social work degree program. Erikson plans to launch an online early childhood education program with triple certification (licensure) in Spring 2023.

Outstanding IFA Bond Issues: As of the Institute's most recent audit report (6/30/2021), Erikson had approximately $25.3MM of IFA Bonds outstanding, comprised entirely of the outstanding balance of the IFA Series 2017A-B Bonds.

All payments on Erikson Institute's outstanding IFA Series 2017A-B Bonds have been paid as scheduled. Again, the IFA Series 2022 Bonds will refund 100% of the outstanding principal balance of the Institute's IFA Series 2017A-B Bonds. The proceeds of the original IFA Series

2007 Bonds financed the construction and equipping of Erikson's primary facilities, comprised of approximately four floors (75,000 SF) of office condominium space in the 451 N. LaSalle Street building.

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**ECONOMIC DISCLOSURE STATEMENT**

| | |
|---|---|
| Applicant: | Erikson Institute, 451 N. LaSalle St., Chicago, IL 60654 |
| Contact: | Ms. Patricia Lawson, VP for Finance & Operations/CFO; (T) +1 312.893.7120; plawson@erikson.edu |
| Website: | https://www.erikson.edu |
| Project name: | IFA Revenue Refunding Bonds (Erikson Institute Project), Series 2022 |
| **Governance:** | **Erikson Institute's Executive Officers, Members, and Life Trustees are reported below (as of 2/22/2022)** |

Sheri B. Zuckerman

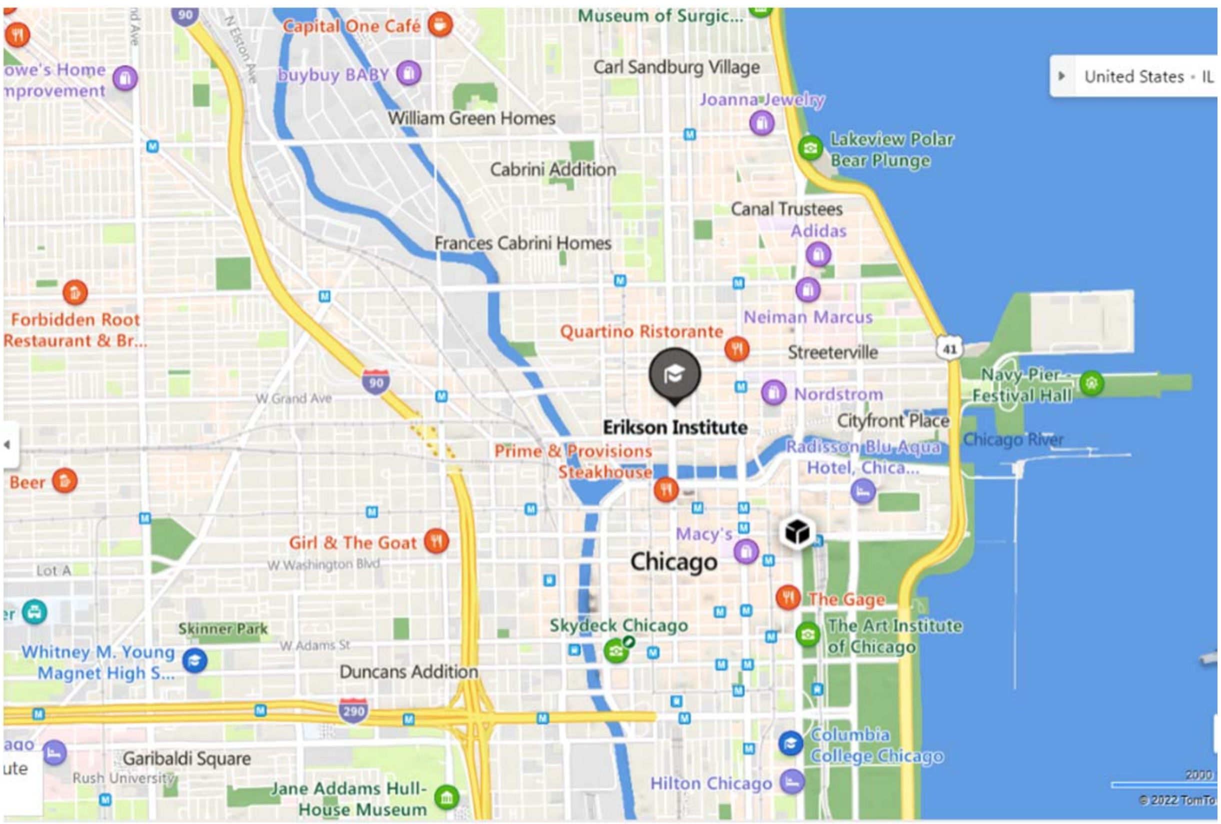
**PROFESSIONAL & FINANCIAL**

| | | | |
|---|---|---|---|
| Auditor: | RSM US LLP | Chicago, IL | William O'Brien |
| Borrower's Counsel: | Ice Miller LLP | Lisle, IL | Laurie Miller |
| Financial Advisor to Borrower: | Longhouse Capital Advisors | Chicago, IL | Lindsay Wall |
| Bond Counsel: | Chapman and Cutler LLP | Chicago, IL | Nancy Burke |
| Bank Purchaser: | The Northern Trust Company | Chicago, IL | Rob Clarke |
| Bank Counsel: | Dentons | Chicago, IL | Mary Wilson |
| Filing Agent: | Amalgamated Bank of Chicago | Chicago, IL | Rudy Garcia |
| IFA Counsel: | Kutak Rock LLP | Chicago, IL | Kevin Barney |

**LEGISLATIVE DISTRICTS**

| | |
|---|---|
| Congressional: | 7 |
| State Senate: | 3 |
| State House: | 5 |

**PROJECT SITE MAP FOR ERIKSON INSTITUTE'S SERIES 2022 REFUNDING BONDS (Bing Maps)**



IFA ILLINOIS FINANCE AUTHORITY

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

# Memorandum

To: Authority Members

From: Lorrie Karcher

Date: March 8, 2022

Re: Overview Memo for Beginning Farmer Bonds

- **Borrower/Project Name:** Beginning Farmer Bonds
- **Locations:** Throughout Illinois
- **Board Action Requested:** Final Bond Resolution for the attached projects
- **Amount:** Up to $575,400 maximum of new money for each project
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: $658,000**
- **Calendar Year Activity Summary:** (as of March 8, 2022)
  - Volume Cap: $10,000,000
  - Volume Cap Committed: $1,233,400
  - Volume Cap Remaining: $8,766,600
  - Average Farm Acreage: 72
  - Number of Farms Financed: 3
- **Benefits:**
  - **Succession Planning** for next generation of young farmers
  - **Conduit Tax-Exempt Bonds** – no direct Authority or State funds at risk
  - **New Money Bonds:**
    - Authority conveys tax-exempt, municipal bond status onto the financing
    - Will use dedicated 2022 Authority Volume Cap set-aside for Beginning Farmer Bond transactions
- **Authority Fees**:
  - One-time closing fee will total 1.50% of the bond amount for each financing.
- **Structure/Ratings:**
  - Bonds to be purchased directly as a nonrated investment held until maturity by the Borrower's bank (the "Bank")
  - The Bank will be secured by the Borrower's assets, as on a commercial loan (typically 1st Mortgage)
  - Interest rates, terms, and collateral are negotiated between the Borrower and the Bank, as with a commercial loan
  - Workouts are negotiated directly between each Borrower and Bank, just as on any secured commercial loan
  - Note: Commercial Banks frequently pair Beginning Farmer Bonds with two programs offered by the U.S. Department of Agriculture's (USDA's) **Farm Service Agency** ("**FSA**"). (1) The **FSA's Down Payment Assistance Loan Program** provides for a 5% Equity-45% FSA Subordinate Loan-50% Bank-Purchased Beginning Farmer Bond structure for first-time farmers. (2) **The FSA's Participation Loan Program** provides a 50% Bank (Beginning Farmer Bond) -50% FSA Participation Loan and requires no borrower equity. The FSA's Down Payment Assistance Loan rate is 1.50% fixed. The FSA Participation Loan rate is 2.50% fixed. **The FSA is the unit of the U.S. Department of Agriculture that manages farm credit and loan programs.**
- **Bond Counsel:** **Burke, Burns & Pinelli, Ltd. -** 70 West Madison, Suite 4300, Chicago, IL 60602
  Contact: Martin T. Burns

| | |
|---|---|
| **A. Project Number:** | **30449** |
| **Borrower(s):** | **Timmermann, Austin** |
| Borrower Benefit: | First Time Land Buyer |
| Town: | Breese, IL |
| **Authority Bond Amount:** | **$558,000.00** |
| Use of Funds: | Farmland –117 acres of farmland |
| Purchase Price: | $1,193,400 / $10,200 per acre |
| % Borrower Equity | 6.48% of Purchase Price *(*$77,400 of Borrower Equity is to cover the gap that exceeds the loan amounts available under the two programs (BFB and FSA Subordinate Loan))* |
| % Authority Bonds | 46.76% of Purchase Price (and 50% of debt); Bank Purchased Bond – Bank secured by 1st Mortgage) |
| % USDA Farm Service Agency ("FSA") | 46.76% of Purchase Price (and 50% of debt); *Subordinate Financing – 2nd Mortgage – 1.50% interest rate) – Down Payment Assistance Loan Program* |
| Township: | Looking Glass |
| Counties/Regions: | Clinton / Southwestern |
| Bond Purchaser: | Germantown Trust & Savings Bank |
| Lender Contact: | Floyd Trame |
| **Legislative Districts:** | Congressional: 15 |
| | State Senate: 54 |
| | State House: 108 |

Principal shall be paid annually in installments determined pursuant to a Twenty-year amortization schedule, with the first principal payment date to begin one year from the date of closing. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin one year from the date of closing with the twentieth and final payment of all outstanding balances due twenty years from the date of closing.

| | |
|---|---|
| **B. Project Number:** | **30450** |
| **Borrower(s):** | **Clodfelter, Tyger** |
| Borrower Benefit: | First Time Land Buyer |
| Town: | West Salem, IL |
| **Authority Bond Amount:** | **$100,000.00** |
| Use of Funds: | Farmland –38 acres of farmland |
| Purchase Price: | $200,000 / $5,263 per acre |
| % Borrower Equity | 5% |
| % Authority Bonds | 50% (Bank Purchased Bond – Bank secured by 1st Mortgage) |
| % USDA Farm Service Agency ("FSA") | 45% *(Subordinate Financing – 2nd Mortgage – 1.50% interest rate) – Down Payment Assistance Loan Program* |
| Township: | Lancaster |
| Counties/Regions: | Wabash / Southern |
| Bond Purchaser: | Citizens National Bank of Albion |
| Lender Contact: | Colton Speir |
| **Legislative Districts:** | Congressional: 15 |
| | State Senate: 55 |
| | State House: 109 |

Principal shall be paid annually in installments determined pursuant to a Thirty-year amortization schedule, with the first principal payment date to begin one year from the date of closing. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin one year from the date of closing with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing.

ILLINOIS FINANCE AUTHORITY

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

To: Members of the Authority

From: Sara D. Perugini

Date: March 8, 2022

Re: Resolution Authorizing and Approving Amendments to the Bond Trust Indenture relating to the Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2021B (Plymouth Place, Inc.) and Certain Other Matters
Authority 2021 File Number: 12509

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The **Illinois Finance Authority** (the "**Authority**") has issued its Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2021B (Plymouth Place, Inc.) in an aggregate principal amount of $58,485,000 (the "**Series 2021B Bonds**"), $57,435,000 of which are currently outstanding, pursuant to a Bond Trust Indenture dated as of July 1, 2021 (the "**Bond Indenture**") between the Authority and Wells Fargo Bank, National Association (as predecessor to Computershare Trust Company, N.A.), as bond trustee. The proceeds of the Series 2021B Bonds were loaned to Plymouth Place, Inc., an Illinois not for corporation (the "**Borrower**"), under a Loan Agreement dated as of July 1, 2021 (the "**Loan Agreement**") between the Authority and the Borrower. The Series 2021B Bonds were issued to refund the outstanding Illinois Finance Authority Revenue Bonds, Series 2015 (Plymouth Place, Inc.) (the "**Series 2015 Bonds**"). Barclays Capital, Inc. ("**Barclays**") purchased the bonds in a direct placement transaction and is the sole bondholder.

The Series 2021B Bonds currently bear interest at taxable rates because the Series 2015 Bonds are not callable until May 15, 2025 and were not eligible for tax-exempt refunding when the Series 2021B Bonds were issued in July 2021. The Series 2021 Bonds are convertible to tax-exempt interest rates on or after February 15, 2025 (the "**Tax-Exempt Conversion Date**").

The Series 2021 Bonds currently bear interest at taxable interest rates based on the Secured Overnight Financing Rate ("**SOFR**") published by the Federal Reserve Bank. The terms of the Bond Indenture currently provide that after the Tax-Exempt Conversion Date, upon satisfaction of certain conditions, the Series 2021 Bonds will bear interest at rates based on the Securities Industry and Financial Markets Association Municipal Swap Index (the "**SIFMA Index**") plus an Applicable Spread of 138 basis points (1.38%).

In order to take advantage of current market conditions, the Borrower and Barclays have agreed to amend the Bond Indenture to provide that after the Tax-Exempt Conversion Date, the Series 2021B Bonds will bear interest at rates equal to a percentage of SOFR plus an Applicable Spread, each to be determined upon the execution of certain related documents. Such amendments are referred to collectively as the "**Amendments**."

The Borrower has informed the Authority that the Amendments, when combined with certain simultaneous amendments to be made to an interest rate swap agreement with Barclays, will significantly reduce the Borrower's overall cost of capital.

The proposed Authority resolution approves supplements to the Bond Indenture and the execution by the Authority of any additional documents necessary in order to implement the Amendments and to evidence the approval of the Amendments.

The supplements to the Bond Indenture are authorized by the existing terms of the Bond Indenture. Barclays will approve the Amendments by executing the Amendment instruments.

Chapman and Cutler LLP is expected to provide an opinion that the Amendments will not adversely affect the validity of the Series 2021B Bonds.

The Peer Review Committee recommends approval of the accompanying resolution.

## ECONOMIC DISCLOSURE

Plymouth Place, Inc. 2022 Board Members (501(c)(3)):

| | Date Joined Board | Profession |
|---|---|---|
| Elizabeth Asperger, Chair | May 2016 | Real Estate Attorney<br>Former President of the Village of La Grange |
| John Barrett, 1st Vice Chair | May 2017 | Former VP of Admin Services for Franciscan Alliance (Hospital System) |
| Mike Thiessen<br>2nd Vice Chair | May 2017 | Real Estate professional, consulting firm owner, investor |
| Dr . Rajeev Kumar | N/A | N/A |
| Marvin Baldwin | May 2013 | Founder of Soul Journeys<br>Former CEO of Growing Hope Globally |
| Doris Bryant | May 2013 | Retired Attorney, Allstate Investments |
| Mark Cloghessy | May 2014 | Retired Institutional Investor, Allstate Investments |
| Dr. Rebecca Lake | August 2020 | Harper College Dean of Workforce and Economic Development |
| Dr. Lawrence LaPalio, MD | May 2016 | Attorney (Healthcare Law), Pharmacist |
| Nick Lynn | N/A | N/A |
| Thom Serafin | May 2016 | Founder & CEO of Serafin & Associates (Public Affairs Firm) |
| Laura Weyrauch | May 2015 | Consultant, architect, project manager in the field of senior living |
| Rev. Rich Kirchherr | December 2019 | Senior Minister of the First Congregational Church in Western Springs, IL |
| Joyce Linn<br>Residents' Council President | | Resident of Plymouth Place, active on resident council and has served in other roles |
| Arthur Grundke<br>Residents' Council Vice President | | Resident of Plymouth Place, active on resident council and has served in other roles |

## PROFESSIONAL & FINANCIAL

| | | | |
|---|---|---|---|
| Borrower's Counsel: | Chuhak and Tecson PC | Chicago | Andrew Tecson<br>Kim Boike |
| Bond Counsel: | Chapman and Cutler LLP | Chicago | John Bibby<br>Megan Rudd |
| Placement Agent: | B.C. Ziegler and Co. | Chicago | Steve Johnson |

| | | | |
|---|---|---|---|
| | | | Jennifer Lavelle |
| Placement Agent's Counsel: | Katten Muchin Rosenman LLP | Chicago | Mike Melzer |
| Bank(s): | Barclays Capital Inc. | New York | Jonathan Debrich |
| Bank Counsel: | McDermott Will & Emery LLP | New York | Isaac Marcus |
| Authority Counsel: | Greenberg Traurig, LLP | Chicago | Tom Smith |

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Chicago, IL 60601
312-651-1300
312-651-1350 fax
www.il-fa.com

To: Members of the Authority

From: Sara D. Perugini

Date: March 8, 2022

Re: Resolution Authorizing and Approving Amendments to the Bond Trust Indentures relating to the Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2016C (Rehabilitation Institute of Chicago) and Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2016D (Rehabilitation Institute of Chicago) and Certain Other Matters

Authority 2016 File Number: 12367

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The Illinois Finance Authority (the "**Authority**") has issued its (i) Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2016C (Rehabilitation Institute of Chicago) in an aggregate principal amount of $99,655,000 (the "**Series 2016C Bonds**"), $89,805,000 of which are currently outstanding, and (ii) Illinois Finance Authority Variable Rate Revenue Refunding Bonds, Series 2016D (Rehabilitation Institute of Chicago) in an aggregate principal amount of $99,655,000 (the "**Series 2016D Bonds**" and, together with the Series 2016C Bonds, the "**Series 2016 Bonds**"), $89,575,000 of which are currently outstanding, pursuant to separate Bond Trust Indentures each dated as of December 1, 2016 (collectively, the "**Bond Indentures**") between the Authority and Computershare Trust Company, N.A., as successor bond trustee, the proceeds of which were loaned to Rehabilitation Institute of Chicago d/b/a Shirley Ryan AbilityLab, an Illinois not for profit corporation (the "**Borrower**"), pursuant to separate Loan Agreements each dated as of December 1, 2016 (collectively, the "**Loan Agreements**") between the Authority and the Borrower.

All of the Series 2016 Bonds currently bear interest at an Index Floating Rate based on LIBOR. PNC Bank, National Association purchased and agreed to hold the Series 2016C Bonds until the end of the current Index Floating Rate Period for the Series 2016C Bonds which is May 2, 2024. Banc of America Public Capital Corp ("**BAPCC**") purchased and agreed to hold the Series 2016D Bonds until the end of the current Index Floating Rate Period for the Series 2016D Bonds which is November 30, 2026.

In order to take advantage of current market conditions, the Borrower and BAPCC have agreed to convert the interest rate on the Series 2016 Bonds to an Index Floating Rate based on Bloomberg's Short-Term Bank Yield Index ("**BSBY**") for new Index Floating Rate Periods (the "**Conversions**"). The Borrower expects that (i) BAPCC will purchase and hold the Series 2016C Bonds for the new Index Floating Rate Period and (ii) BAPCC will continue to hold the Series 2016D Bonds for the new Index Floating Rate Period. In connection with the Conversions, the Borrower and BAPCC wish to amend and add certain definitions in the Bond Indentures to reflect the new Applicable Margin, Applicable Percentage and existing and future corporate tax rates, and to provide for BSBY and other alternate indexes or methods of calculating the interest rate on the Series 2016 Bonds and make other amendments necessary to reflect the new Index Floating Rate Periods. Such amendments are referred to collectively as the "**Amendments**."

The proposed Authority resolution approves the execution of amended and restated Bond Indentures or other supplements to the Bond Indentures and the execution by the Authority of any additional documents necessary in order to implement the Amendments and to evidence the approval of the Amendments.

The supplements to the Bond Indentures are authorized by the existing terms of the Bond Indentures. BAPCC and the Borrower will approve the Amendments by executing the Amendment instruments.

As a result of the Amendments, one or more series of the Series 2016 Bonds may be deemed reissued for purposes of the Internal Revenue Code of 1986, as amended. Chapman and Cutler LLP is expected to provide an opinion that the Amendments will not adversely affect the tax-exempt status of any of the Series 2016 Bonds.

The Peer Review Committee recommends approval of the accompanying resolution.

## ECONOMIC DISCLOSURE

Ownership/2022 Board Members (501(c)(3)):

| Board of Directors | |
|---|---|
| **Wayne R. Andersen** | Retired |
| **William J. Cernugel** | Retired |
| **Robert O. Delaney, Jr.** | President & CEO, McMaster-Carr Supply |
| **Daniel D. Dolan, Jr.** | Founder & Managing Member, Dolan McEniry Capital Management LLC |
| **Christopher L. Gust** | CEO & Chief Investment Officer, Wolverine Asset Management LLC |
| **Michael L. Keiser** | Founder & Owner, Bandon Dunes Golf Resort |
| **Michael P. Krasny** | President & CEO, Sawdust Investment |
| **James H. Litinsky** | Founder & Managing Member, JHL Capital Group, LLC |
| **William E. Lowry, Jr.** | Retired |
| **Richard B. Murphy** | Vice Chairman & Chief Lending Officer, Wintrust Financial Corporation |
| **M. Jude Reyes** | Co-Chairman, Reyes Holdings, LLC |
| **Thomas A. Reynolds, III** | Partner/Litigation, Winston & Strawn LLP |
| **Sheli Z. Rosenberg** | Principal, Roselin Investments |
| **Shirley W. Ryan** | President and Treasurer, Shirley Ryan, Patrick G. and Shirley W. Ryan Foundation |
| **Mark F. Stephan** | Retired |
| **Dan K. Webb** | Co-Executive Chairman, Winston & Strawn LLP |
| **Linda S. Wolf** | Retired |

## PROFESSIONAL & FINANCIAL

| | | | |
|---|---|---|---|
| Borrower's Counsel: | Dentons US LLP | Chicago | Kathryn Ashton |
| Borrower's Financial Advisor: | Kaufman Hall | Chicago | Marek Kowalewski |
| Bond Counsel: | Chapman and Cutler LLP | Chicago | John Bibby |
| Bank Purchaser: | Bank of America | Chicago | J. Patrick Doyle |
| Bank Counsel: | Chapman and Cutler LLP | Chicago | David Field |
| Authority Counsel: | Sanchez Daniels & Hoffman LLP | Chicago | Heather Erickson |