ILLAONIS FINANCE AUTHORITY

September 14, 2017
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. Chairman's Remarks
IV. Message from the Executive Director
V. Consideration of the Minutes
VI. Presentation and Consideration of Financial Reports
VII. Monthly Procurement Report
VIII. Committee Reports
IX. Presentation and Consideration of the Project Reports and Resolutions
X. Other Business
XI. Public Comment
XII. Adjournment
## PROJECT REPORTS AND RESOLUTIONS

### AGRICULTURE PROJECTS

<table>
<thead>
<tr>
<th>Tab</th>
<th>Project Name</th>
<th>Location</th>
<th>Amount</th>
<th>New Jobs</th>
<th>Const. Jobs</th>
<th>Staff</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Matthew L. Roark and Jana L. Roark</td>
<td>Petty and Lukin Townships (Lawrence County)</td>
<td>$320,000</td>
<td>-</td>
<td>-</td>
<td>PE/LK</td>
</tr>
</tbody>
</table>

**TOTAL AGRICULTURE PROJECTS**

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

<table>
<thead>
<tr>
<th>Tab</th>
<th>Project Name</th>
<th>Location</th>
<th>Amount</th>
<th>New Jobs</th>
<th>Const. Jobs</th>
<th>Staff</th>
</tr>
</thead>
<tbody>
<tr>
<td>2</td>
<td>Cantigny Foundation</td>
<td>Wheaton (DuPage County)</td>
<td>$60,000,000</td>
<td>10</td>
<td>338</td>
<td>RF/BF</td>
</tr>
<tr>
<td>3</td>
<td>Chicago Charter School Foundation d/b/a Chicago International Charter School</td>
<td>Chicago (Cook County)</td>
<td>$62,000,000</td>
<td>7</td>
<td>115</td>
<td>RF/BF</td>
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</tbody>
</table>

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

### HEALTHCARE PROJECTS

<table>
<thead>
<tr>
<th>Tab</th>
<th>Project Name</th>
<th>Location</th>
<th>Amount</th>
<th>New Jobs</th>
<th>Const. Jobs</th>
<th>Staff</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>Blessing Hospital</td>
<td>Quincy (Adams County)</td>
<td>$20,000,000</td>
<td>-</td>
<td>35</td>
<td>PL</td>
</tr>
<tr>
<td>5</td>
<td>Advocate Health Care Network</td>
<td>Chicago, Oak Lawn, Park Ridge and Hazel Crest (Cook County), Downers Grove (DuPage County), Elgin (Kane County), Barrington and Libertyville (Lake County), Bloomington-Normal (McLean County), and Eureka (Woodford County)</td>
<td>$100,000,000</td>
<td>N/A</td>
<td>N/A</td>
<td>PL</td>
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<tr>
<td>6</td>
<td>Tabor Hills Supportive Living Community, LLC</td>
<td>Naperville (DuPage County)</td>
<td>$16,000,000</td>
<td>N/A</td>
<td>N/A</td>
<td>PL</td>
</tr>
<tr>
<td>7</td>
<td>Iowa Health System d/b/a UnityPoint Health (Pekin)</td>
<td>Pekin (Tazewell County)</td>
<td>$20,000,000</td>
<td>-</td>
<td>200</td>
<td>PL</td>
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</tbody>
</table>

**TOTAL HEALTHCARE PROJECTS**

**GRAND TOTAL**

$278,320,000  17  688
## RESOLUTIONS

<table>
<thead>
<tr>
<th>Tab</th>
<th>Action</th>
<th>Staff</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td><strong>Resolutions</strong></td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Resolution Authorizing the Issuance of Not to Exceed $20,000,000 Illinois Finance Authority Draw Down Revenue Bonds, Series 2014B-R (Navy Pier, Inc. Project), the Proceeds of which are to be Loaned to Navy Pier, Inc.</td>
<td>RF/BF</td>
</tr>
<tr>
<td>9</td>
<td>Resolution Authorizing the Execution and Delivery of a First Amendment to the Bond and Loan Agreement Relating to the Illinois Finance Authority Revenue Refunding Bond, Series 2012 (Sacred Heart Schools Project), to Provide for Certain Amendments Relating to the Interest Rate Calculations and Certain Other Matters; Authorizing the Execution and Delivery of any Other Documents Necessary or Appropriate to Effect the Matters Set Forth in Such First Amendment; and Authorizing and Approving Related Matters</td>
<td>RF/BF</td>
</tr>
</tbody>
</table>
Date: September 14, 2017

To: Eric Anderberg, Chairman  
   Lyle McCoy  
   Gila J. Bronner  
   George Obernagel  
   James J. Fuentes  
   Terrence M. O’Brien  
   Michael W. Goetz  
   Roger Poole  
   Robert Horne  
   Beth Smoots  
   Mayor Arlene A. Juracek  
   John Yonover  
   Larry Knox  
   Bradley A. Zeller

From: Christopher B. Meister, Executive Director

Subject: Message from the Executive Director

Dear Member of the Authority:

State of Illinois Clean Water Initiative Revolving Fund Revenue Bonds, Series 2017

Working closely with our partners at the Illinois Environmental Protection Agency (“IEPA”) and our team of professionals, including a syndicate of underwriters led by Bank of America Merrill Lynch (“BAML”) and Citigroup, the Authority successfully priced $560.025 million of Clean Water Initiative Revolving Fund Revenue Bonds, Series 2017 (“CWI/SRF Bonds”) on August 28 and 29, 2017. From past meetings, Members know the substantial commitment of organizational resources that have been devoted to this effort both from the Authority and from IEPA.

S&P Global and Fitch rated the 2017 CWI/SRF Bonds as AAA/AAA, the only natural triple-A rated bond at the State level in Illinois. The 2017 CWI/SRF Bonds are all “new money.” This transaction built upon the success of CWI/SRF transactions in 2013 (refunding 2002 and 2004 bonds, releasing debt service reserve monies for program purposes and funding State match) and 2016 (new money and funding State match). As of the September 12, 2017 closing, the 2017 CWI/SRF bond proceeds will be $664.472 million, once bond premium is included. This brings the total outstanding amount of CWI/SRF bonds to $1.116 billion ranking Illinois among the top states that have demonstrated leadership in the responsible financial stewardship of this vital federal-state-local water infrastructure finance program.

As to the pricing, Authority held a retail order period on August 28 during which time only individual investors and professional investment advisors on behalf of individual retail investors were permitted to submit orders. During the August 28 retail order period, approximately $205 million in orders were received from both individual retail investors and professional retail investors. This high level of investor interest allowed the Authority to lower yields 1-2 basis points prior to offering the bonds to institutional investors on August 29. The Authority also took advantage of both a U.S. Treasury market rally and world events that triggered a flight to quality among investors on the morning of August 29. As a result, during the pricing period, the Authority received over $1.3 billion in orders from a wide variety of accounts, including both new and returning investors. The combined total of institutional and retail interest surpassed $1.5 billion in orders which allowed for further reductions in interest rates of 2-5 basis points in various maturities. Assuming that the Authority and IEPA will continue to annually issue
bonds on behalf of the Clean Water Initiative Revolving Fund program, investors will anticipate future offerings and we anticipate that investor demand will remain strong.

The Authority engaged in extensive pre-marketing activities and posted an electronic investor presentation to review the key credit strengths of the program. This effort culminated in orders from over 50 professional retail and institutional investors, several of whom were first time buyers of the CWI/SRF Bonds. The strong credit quality of the bonds was recognized by investors.

The practical benefit of this joint IEPA-Authority effort is the increased and responsible financing of vital water infrastructure, at lower costs to taxpayers, with the resulting construction jobs and economic development in communities across Illinois. We are grateful to our partners at IEPA for the opportunity to work on this project that provides real, important and immediate benefits to the people, communities and environment of our state.

**Medical and Health Education in North Chicago**

Since our August meeting, the Authority closed bonds on behalf of Rosalind Franklin University of Medicine and Science for an innovative but complex refunding and new money transaction involving federal New Market Tax Credits in the amount of $112,390 million. Importantly and among other purposes, the borrower will use bond proceeds to finance the construction of a new, 100,000 square foot research facility on Green Bay Road in North Chicago.

As always, I look forward to continuing to work with you in support of jobs and financing capital expansion projects throughout our state.

Respectfully,

Christopher B. Meister
Executive Director
Date:         September 14, 2017

To:           Eric Anderberg, Chairman
              Gila J. Bronner
              James J. Fuentes
              Michael W. Goetz
              Robert Horne
              Mayor Arlene A. Juracek
              Lerry Knox

              Lyle McCoy
              George Obernagel
              Terrence M. O’Brien
              Roger Poole
              Beth Smoots
              John Yonover
              Bradley A. Zeller

Subject:      Minutes of the August 17, 2017 Special Meeting

Dear Members of the Authority:

Please find enclosed the Report of Proceedings prepared by Marzullo Reporting Agency, Inc. (the “Minutes”) in connection with the special 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 third Thursday of August in the year 2017, 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”).

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
SPECIAL MEETING
Thursday, August 17, 2017
9:30 AM

AGENDA:

I. Call to Order & Roll Call
   (page 3, line 2 through page 4, line 18)

II. Approval of Agenda
    (page 4, line 19 through page 5, line 10)

III. Chairman’s Remarks
     (page 5, lines 11 through 16)

IV. Message from the Executive Director
    (page 5, line 17 through page 6, line 3)

V. Consideration of the Minutes
   (page 6, lines 4 through 17)

VI. Presentation and Consideration of Financial Reports
    (page 6, line 18 through page 9, line 12)

VII. Monthly Procurement Report
     (page 9, line 13 through page 12, line 9)
VIII. Committee Reports
   (page 12, lines 10 through 21)
IX. Presentation and Consideration of the Project Reports and Resolutions
   (page 12, line 22 through page 25, line 12)
X. Other Business
   (page 25, line 13 through page 26, line 7)
XI. Public Comment
   (page 26, line 8 through 10)
XII. Adjournment
     (page 26, lines 11 through 23)

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/ Brad R. Fletcher
Assistant Vice President

Enclosures: 1. Minutes of the August 17, 2017 Special Meeting
            2. Voting Record of the August 17, 2017 Special Meeting
III L I N O S  F I N A N C E  A U T H O R I T Y

SPECIAL MEETING

August 17, 2017 at 9:30 a.m.

Report of Proceedings had at the Special Meeting of the Illinois Finance Authority on August 17th, 2017, at the hour of 9:30 a.m., pursuant to notice, at 160 North LaSalle Street, Suite S1000, Chicago, Illinois.

APPEARANCE:

III L I N O S  F I N A N C E  A U T H O R I T Y  M E M B E R S

MR. ERIC ANDERBERG, Chair
MR. ROBERT HORNE
MR. LARRY KNOX
MS. GILA J. BRONNER
MR. JAMES J. FUENTES
MR. TERENCE O’BRIN
MR. ROGER POOLE
MR. MICHAEL W. GOETZ
MR. BRADLEY A. ZELLER
MR. LYLE MCCOY
MR. GEORGE OBERNAGEL (Via Audio Conference)

III L I N O S  F I N A N C E  A U T H O R I T Y  S T A F F  M E M B E R S

MR. BRAD FLETCHER, Assistant Vice-President
MS. PAMELA LENANE, Vice-President
MS. ELIZABETH WEBER, General Counsel
MS. FRANKIE PATTERSON, Controller
MR. CHRISTOPHER B. MEISTER, Executive Director
MR. PATRICK EVANS, Agricultural Banker (Via Audio Conference)

GUESTS:

MR. ERIC ROCKHOLD, Bank of America Merrill Lynch

MARZULLO REPORTING AGENCY (312) 321-9365

MR. ANDERBERG: Okay. Good morning. I would like to call the Special Meeting to order.

MS. FLETCHER: Certainly. The time is 9:30 a.m.
am I will call the roll of the Members physically present first. Ms. Bronner?

BRONNER: Here.

FLETCHER: Mr. Fuentes?

Fuentes: Here.

FLETCHER: Mr. Goetz?

Goetz: Here.

FLETCHER: Mr. Horne?

Horne: Here.

FLETCHER: Mr. Zeller?

Zeller: Here.

FLETCHER: Mr. Chairman?

ANDERBERG: Here.

FLETCHER: Mr. Chairman, a quorum of Members physically present in the room has been constituted.

At this time I would like to ask if any Members wish to attend by audio conference.

OBERNAGEL: Yes. George Obernagel.

FLETCHER: And why are you requesting to attend by audio conference?

OBERNAGEL: For business, employment matters.

ANDERBERG: Okay. Is there a motion to approve this request pursuant to the bylaws and policies of the Authority?

BRONNER: So moved.

FUENTES: Second.

ANDERBERG: There is a motion and a second. All those in favor?

(Chorus of ayes.)

ANDERBERG: Opposed?

(NO response.)

ANDERBERG: Ayes have it.

FLETCHER: Mr. Chairman, Member Obernagel has been added to the initial quorum roll call.

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

(NO response.)

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

KNOW: So moved.

POOLE: Second.

FLETCHER: Motion made by Mr. Knox, seconded by Mr. Poole.

ANDERBERG: All those in favor?

(Chorus of ayes.)

ANDERBERG: Opposed?

(NO response.)

ANDERBERG: Ayes have it.

Remarks. I just want to thank all of the Members and the staff for being flexible so we can meet today instead of last week, and we have a great State Revolving Fund issue to look...
at today, and I will hand it over to Mr. Meister.

Mr. Meister: Thank you, Mr. Chair. Again, I just want to second Chair Anderberg's gratitude to the Board Members.

The Clean Water Revolving Fund, which Mr. Fletcher is going to present, will have a large and direct and positive impact on our fellow citizens today, and then we are always pleased when we can hit the far-flung corners of the state, and we are pleased to welcome Blessing Hospital from Quincy as a preliminary matter as well. Thank you.

ANDERBERG: Okay. Does anyone wish to make any additions, edits or corrections to the minutes from the July 13th, 2017 meeting?

(No response.)

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

KNOX: So moved.

FUENTES: Second.

ANDERBERG: All those in favor?

(Chorus of ayes.)

ANDERBERG: Opposed?

(No response.)

ANDERBERG: The ayes have it.

Presentation and consideration of financial reports. Ms. Patterson.

PATTERSON: Chairman Anderberg, Members of the Board, good morning. My name is Frankie Patterson, and I will be presenting the financial reports as of accounting period ending July 31st, 2017. The financial reports are preliminary and unaudited and are subject to change.

The general fund activity for fiscal year 2018 is as follows:

Total revenues for month-end equal $220,000 and are $114,000, or 34.2 percent under budget due predominantly to a reduction in closing fees. In July, the Authority generated $136,000 in closing fees, which is $104,000 under the monthly forecast budget of $241,000. On July 31st, the Authority received a check for $58,000 as payment on the State Receivable Vendor Program leaving an outstanding balance of $36,000. We are working with the agencies and Office of the Comptroller to collect the remaining balance due to the Authority. A report is included in your Board book for reference.

Total operating expenses for month-end equal $253,000, which is $39,000, or 13.3 percent under the forecast budget for Page 6.
In July, the General Fund reflected a net loss of $33,000 due primarily to lower-than-expected administrative and closing fee revenues.

The Authority continues to maintain a strong balance sheet with its total net position of $56.6 million. Total assets in the General Fund are $56.9 million, consisting largely of cash, investments and receivables. Unrestricted cash and investment total $41.8 million, with $10.8 million in cash. On July 31st, the Authority received authorization from the Office of the Attorney General to write off five uncollectible debts in the aggregate amount of $348,000. The Authority will continue to work with the Office of the Attorney General to resolve the remaining uncollectible accounts. Currently there are five uncollectible loans total $979,000, and the uncollectible amount for Ventra Capital Account is $2.7 million.

This concludes the financial report.

ANDERBERG: Thank you, Frankie.

PATTERSON: Are there any questions?

(No response.)

ANDERBERG: Hearing no questions, I would like to request a motion to accept the financial reports.

BRONNER: So moved.

MCCOY: Second.

ANDERBERG: All those in favor?

(Chorus of ayes.)

ANDERBERG: Opposed?

(No response.)

ANDERBERG: Aye have it.

MEISTER: Oh, absolutely. From the procurement report you will see that we have executed three orders related to small purchases for the Authority. These are all under a thousand dollars and under the thousand dollar threshold, and they were executed as simple orders. We have also completed the contract process for executing the final contract regarding the Clean Water Initiative Revolving Fund bonds, and this firm will be added to the firms executed last month on the approved underwriting list.

This concludes the financial report.
I will also note that Senate Bill 8, which passed both chambers of the General Assembly in the spring nearly unanimously, will streamline and simplify some of the procurement processes that have been signed into law by the Governor, and we are working with the Chief Procurement Officer to hopefully implement those, and hopefully that will lead to cost savings, simplification and streamlining on our end.

I will take any questions.

BRONNER: Just a quick question.

MEISTER: Sure.

BRONNER: In the report where we see on the estimated not-to-exceed values where it says, $98 or $96, $38, is that a monthly item?

MEISTER: No. I think it is per contract.

BRONNER: Per contract.

MEISTER: Yes.

BRONNER: So --

MEISTER: Wait. I'm trying to find it.

BRONNER: Okay. Sorry. It's in the tab on procurement, just the little chart.

MEISTER: Sorry. Those are actually the below a thousand dollar amounts, and those are actually estimated amounts of what we paid. I mean, the two godaddy are web server, and then IT certifications, and then there is technical support.

So those are not monthly. Those are all annual.

BRONNER: I was just looking at the $38, $98. Kind of tiny.

MEISTER: Again, we are hoping that when Senate Bill 8 is implemented that some of the smaller numbers at the low end of the scale will disappear from this report, but there was a view, probably two years of the procurement regulators, that virtually any spending with a third-party could be interpreted as a procurement, and, therefore, had to run through the system.

BRONNER: Got it. Well, what I do think is interesting to note though, is that one of the vendors is the Illinois Department of Human Services, which is a good thing, which means we have shared services across state agencies.

(Marzullo Reporting Agency (312) 321-9365)
HORNE: So the Conduit Committee met this morning, and we considered a beginning farmer bond and a hospital resolution, and both were unanimously approved.

ANDERBERG: Thank you.

M. Knox.

KNOX: The Direct and Alternative Financing Committee Members met earlier this morning and voted unanimously and recommended for approval the State of Illinois Clean Water Initiative's Revolving Fund Revenue Bonds.

ANDERBERG: Thank you. I would like to ask for the general consent of the Members to consider the project reports and resolutions collectively and have a subsequent recorded vote apply to each respective individual project and resolution unless there are any specific project reports or resolutions that a Member would like to consider separately.

KNOX: Yes. I would like to recuse myself from deliberations and voting with respect to Item No. 3, the Clean Water Initiative, because of potential business conflicts with a member of the underwriting syndicate.

ANDERBERG: Okay. I would like to ask the staff now to present the project reports and resolutions which will be considered collectively. We will keep Item No. 3 at the end of the agenda.

MEISTER: Pat.

EVANS: Yeah. I was on mute. Sorry about that.

ANDERBERG: It's all right.

EVANS: Today there is one beginning farmer bond. This bond will have first mortgage position relating to it. The borrower is Maria A. Kern, who is purchasing 80 acres of bare ground. The total cost of this purchase is $390,000, or $4,875 per acre.

First National Bank of Raymond will finance 50 percent of the purchase price, or $195,000. They will utilize the FSA 5-45-50 Beginning Farmer Loan Program. As stated, IFA bonds will be in first position on the property being purchased. FSA would have a second position relating to their 45 percent guarantee.

The property is located in the northwest corner of Montgomery County, and the terms of the bond are identified in the write-up.

Back to you, Mr. Chairman.

ANDERBERG: Thank you, Pat.

Pam.

LENANE: Yes. Mr. Chairman, Board Members, Blessing Hospital is seeking a...
preliminary resolution to authorize the issuance of $20,000,000 in tax-exempt bonds to refund their 2007 bonds and for new money purposes, $4,000,000. The financing will create 35 construction jobs. Blessing Hospital is a not-for-profit corporation which operates 307 licensed beds in Quincy, Illinois in Adams County. It is a Level II trauma center. If you go to Page 5 of your report, you will see that their service area covers a wide tri-state region of Illinois, Missouri and Iowa. This will be a bank direct purchase by Commerce Bank or one of its subsidiaries. Blessing's long-term ratings are currently 'A2' with a stable outlook from Moody's and 'A' with a stable outlook from S&P. They will be coming for a final resolution at the September board meeting. If you go to their financials on Page 5, their financials are very strong with debt service coverage of 5.32 and 207 days cash on hand. They have had an increase in inpatient admissions, increase from 6.9 over fiscal year 2015 and 2016. They also will be -- the net present value savings of the refunding is $1,900,000.

Any questions?
FLETCHER: Mr. Obernagel on the line?

OBERNAGEL: Yes.

FLETCHER: Mr. Poole?

POOLE: Yes.

FLETCHER: Mr. Zeller?

ZELLER: Yes.

FLETCHER: Mr. Chairman?

ANDERBERG: Yes.

JFLETCHER: Mr. Chairman, the motion carries.

ANDERBERG: Thank you.

(Member Knox exits.)

FLETCHER: Let the record reflect that Member Knox has exited the room.

Next, Mr. Chairman and Members, Tab 3 in your Board book is an authoring resolution on behalf of the Illinois Environmental Protection Agency State Revolving Fund to issue tax-exempt bonds in a not-to-exceed amount of $650,000,000.

Over the last several months we have requested your approval for various engagements, including underwriters, co-managers, bond counsel and issuer’s counsel, which culminate in this transaction before us today.

Each state, including Illinois, has a state revolving fund whereby it makes revolving loans to units of local government for United States EPA eligible capital projects related to clean wastewater and safe drinking water.

These revolving loan funds are capitalized by USEPA grants, which include a 20 percent State match, repayments of loan principal, interest earnings and investment earnings, which are then recycled for new loans.

In Illinois, IEPA assigns each loan a base fixed interest rate, which is 1.76% for this state fiscal year. Additionally, as of July 1st, 2017, IEPA for the first time provided discounted interest rates for certain borrowers that meet certain tests, including financial hardship and small communities.

Pages 4 to 5 of the report describe the SRF program, as well as the recent programmatic changes adopted by the Joint Commission on Administrative Rules as of July 1st.

To the transaction itself, in 2016, last year, you’ll recall last August we approved the issuance of bonds to prefund the 2017 state match, and accordingly, IEPA is receiving this year approximately $95,000,000 in federal capitalization grants from USEPA. Taken together with the cash flows of the existing pledged revolving loan funds for the 2013 bonds
and 2016 bonds, IEPA can now leverage its assets once again and issue up to a not-to-exceed amount of $650,000,000. The underlying pledged loan agreements under the Master Trust Agreement pledged for the 2013 bonds and 2016 bonds will also be pledged as repayments for the contemplated 2017 bonds. That is to say, no new loan agreements are being pledged at this time. Nevertheless, the SRF cash model will again have strong cash flows and coverage ratios as approximately 838 loans with a principal outstanding amount of approximately 2.56 billion dollars are being pledged as collateral. The Top 10 pledged borrowers include Metropolitan Water Reclamation District of Greater Chicago, with over $657,000,000 of pledged loans; the City of Chicago with over $304,000,000 in loans, as well as the following borrowers that round out the top 10 list: Fox Metro Water Reclamation District; Kankakee River Metro Agency; the City of Belleville; City of Joliet; the Sangamon County Water Reclamation District; the Urbana and Champaign Sanitary District; the City of Rock Island; and the City of Evanston. Together these 10 borrowers represent 54.1 percent of the pledged loans that are being pledged as collateral for the three bond issues.

The proposed bond transaction is expected to be rated AAA by both S&P and Fitch. That was the case last year as well. We are expecting verbal confirmation of the ratings at this time by next Monday. Bank of America Merrill Lynch is the senior manager, and Citibank is the senior co-manager underwriting the deal. On Page 10 of your report it includes a comprehensive list of the transaction participants.

Finally, the authorizing resolution before you also provides for execution of amended and restated assignment of loans, as well as authorization of execution of a fourth amendment to the memorandum of agreement between IEPA and IFA. Pages 8 through 9 of the report detail those prospective authorizations.

Finally, I will add in summary, this transaction saves local taxpayers money, as the Executive Director often likes to point out, and we recommend approval.

I can take any questions at this time.

ANDERBERG: Okay.

GOETZ: Brad, I notice in some cases they can even get much lower interest rates.

FLETCHER: That’s correct.
GOETZ: 75 percent of the rate.

FLETCHER: That's correct. So if the --

GOETZ: What are those?

FLETCHER: Yeah. So as of July 1st, the Joint Commission on Administrative Rules adopted some programmatic changes for IEPA, at the request of IEPA.

On Page 4 of the report, and as well as No. 5, a small community rate, where a small community with a population of less than 25,000 can now receive a fixed loan rate at 75 basis points of the 1.76 percent. The hardship rate, the service population is less than 10,000 and they meet certain qualifying criteria such as median household income, things of that nature.

And lastly, there is an environmental impact discount. If the community is undertaking a green community project, they do get a bit of savings there as well.

GOETZ: Thanks.

FLETCHER: So that's all recent as of July 1st. In accordance, that's why we are updating our fourth amendment. We need to incorporate that into our memorandum of agreement between IEPA and ourselves.

Anything else?

MEISTER: Also -- great presentation.

Page 19

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MEISTER: Also -- great presentation.

Page 19

MARZULLO REPORTING AGENCY (312) 321-9365

beyond strictly the bond proceeds from 2016. But again, that $587,000,000, $500,000,000 par, $87,000,000 in premium from 2016 is a significant portion of the $713,000,000 to 65 borrowers, and again, many of these borrowers would be borrowing with the proceeds that Brad just described.

Then I would also like to recognize Eric Rockhold. If you could stand up. Eric is from Bank of America Merrill Lynch. He's the representative of the lead bookrunner for the transaction that is going to price on the 28th and 29th of August. And I guess, Eric, do you have anything to add to Brad's presentation?

ROCKHOLD: No. All I can say is the market right now is quite favorable. There is still a lot of cash in the market. We are -- we have seen continued robust demand for these types of programs, and it's a nice thing to have a 'AAA' rated, State of Illinois related financing debt to bring to the market.

(Laughter.)

ROCKHOLD: And we thank you.
MEISTER: And also, in addition to Brad, who's obviously very familiar with this, Eric can take any questions as well.

ANDERBERG: Any questions?

(No response.)

ANDERBERG: Okay. I would like to request a motion to pass and adopt the project report and resolution, Item 3. Is there such a motion?

GOETZ: So moved.

McCOY: Second.

ANDERBERG: Please call the roll.

FLETCHER: There has been a motion and second. I will call the roll. Ms. Bronner?

O'BRIEN: Yes.

FLETCHER: Mr. Fernández on the line?

FUENTES: Yes.

FLETCHER: Mr. Goetz?

GOETZ: Yes.

FLETCHER: Mr. Horne?

HORNE: Yes.

FLETCHER: Mr. McCoy?

McCOY: Yes.

FLETCHER: Mr. O'Brien?

O'BRIEN: Yes.

FLETCHER: Mr. Obernagel on the line?

OBERNAGEL: Yes.

FLETCHER: Mr. Poole?

POOLE: Yes.

FLETCHER: Mr. Zeller?

ZELLER: Yes.

FLETCHER: Mr. Chairman?

ANDERBERG: Yes.

FLETCHER: Mr. Chairman, the motion carries.

ANDERBERG: Thank you.

FLETCHER: Let the record reflect please that Member Knox has returned to the room.

ANDERBERG: Okay. Is there any other business to come before the Members?

(No response.)

ANDERBERG: Hearing none, I would like to request a motion to excuse the absences of Members unavailable to participate today. Is there such a motion?

BRONNER: So moved.

McCOY: Second.

FLETCHER: All those in favor?
ANDERBERG: Opposed?

(No response.)

ANDERBERG: Ayes have it.

Is there any public comment for the members?

(No response.)

ANDERBERG: Okay. The next regularly scheduled meeting will be September 14th, and I would like to request a motion to adjourn. Is there such a motion?

FUENTES: So moved.

ANDERBERG: So moved. And a second?

ZELLER: Second.

ANDERBERG: All those in favor?

(Chorus of ayes.)

ANDERBERG: Opposed?

(No response.)

ANDERBERG: Ayes have it. Thank you.

FLETCHER: The time is 9:54 a.m.

(Which were all the proceedings)

STATE OF ILLINOIS

COUNTY OF COOK

KATHLEEN MUHNE, C.S.R., being first duly sworn, says that she is a court reporter doing business in the city of Chicago, that she reported in shorthand the proceedings had at the Proceedings of said cause, that the foregoing is a true and correct transcript of her shorthand notes, so taken as aforesaid, and contains all the proceedings of said Illinois Finance Authority Regular Meeting.
KATHLEEN MUHNE

SUBSCRIBED AND SWORN TO
Before me this 1st day
of September, A.D. 2017.

Notary Public

MARZULLO REPORTING AGENCY (312) 321-9365
ILLINOIS FINANCE AUTHORITY
VOICE VOTE
APPROVAL OF REQUEST TO PARTICIPATE VIA AUDIO CONFERENCE
ADOPTED

August 17, 2017

10 YEAS 0 NAYS 0 PRESENT

Y Bronner  Y Knox  E Smoots
Y Fuentes  Y McCoy  E Yonover
Y Goetz  Y O’Brien  Y Zeller
Y Horne  NV Obernagel  Y Mr. Chairman
E Juracek  Y Poole

E – Denotes Excused Absence
August 17, 2017

<table>
<thead>
<tr>
<th>YEAS</th>
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<td>Smoots</td>
</tr>
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<td>McCoy</td>
<td>Yonover</td>
</tr>
<tr>
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<td>O'Brien</td>
<td>Zeller</td>
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<td>Horne</td>
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<td>Mr. Chairman</td>
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<tr>
<td>Juracek</td>
<td>Poole</td>
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E – Denotes Excused Absence
August 17, 2017

<table>
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<tr>
<th>11 YEAS</th>
<th>0 NAYS</th>
<th>0 PRESENT</th>
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<tr>
<td>Y  Bronner</td>
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<td>E  Smoots</td>
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<td>Y  Fuentes</td>
<td>Y  McCoy</td>
<td>E  Yonover</td>
</tr>
<tr>
<td>Y  Goetz</td>
<td>Y  O’Brien</td>
<td>Y  Zeller</td>
</tr>
<tr>
<td>Y  Horne</td>
<td>Y  Obernagel</td>
<td>Y  Mr. Chairman</td>
</tr>
</tbody>
</table>

(VIA AUDIO CONFERENCE)

| E  Juracek | Y  Poole |

E – Denotes Excused Absence
August 17, 2017

11 YEAS

Y Bronner
Y Fuentes
Y Goetz
Y Horne
E Juracek

0 NAYS

Y Knox
Y McCoy
Y O’Brien
Y Obernagel
Y Poole

0 PRESENT

E Smoots
E Yonover
Y Zeller
Y Mr. Chairman

(VIA AUDIO CONFERENCE)

E – Denotes Excused Absence
August 17, 2017

11 YEAS 0 NAYS 0 PRESENT

Y Bronner  Y Knox  E Smoots
Y Fuentes  Y McCoy  E Yonover
Y Goetz  Y O’Brien  Y Zeller
Y Horne  Y Obernagel  Y Mr. Chairman
          (VIA AUDIO CONFERENCE)
E Juracek  Y Poole

* – Consent Agenda
E – Denotes Excused Absence
August 17, 2017

| Y Bronner   | Y Knox    | E Smoots |
| Y Fuentes   | Y McCoy   | E Yonover |
| Y Goetz     | Y O'Brien | Y Zeller  |
| Y Horne     | Y Obernagel | Mr. Chairman |
|             | (VIA AUDIO CONFERENCE) |
| E Juracek   | Y Poole   |

* – Consent Agenda  
E – Denotes Excused Absence
ILLINOIS FINANCE AUTHORITY
ROLL CALL
RESOLUTION 2017-0817-LG03
STATE OF ILLINOIS CLEAN WATER INITIATIVE REVOLVING FUND REVENUE
BONDS, SERIES 2017
PASSED

August 17, 2017

10 YEAS 0 NAYS 0 PRESENT

Y Bronner NV Knox E Smoots
Y Fuentes Y McCoy E Yonover
Y Goetz Y O’Brien Y Zeller
Y Horne Y Obernagel Y Mr. Chairman
(VIA AUDIO CONFERENCE)
E Juracek Y Poole

E – Denotes Excused Absence
Date: September 14, 2017

To: Eric Anderberg, Chairman  
   Gila J. Bronner  
   James J. Fuentes  
   Michael W. Goetz  
   Robert Horne  
   Mayor Arlene A. Juracek  
   Larry Knox  

From: Ximena Granda, Controller

Subject: Presentation and Consideration of Financial Reports as of August 31, 2017**

**All information is preliminary and unaudited.

FISCAL YEAR 2018—UNAUDITED

1. GENERAL OPERATING FUND REVENUES, EXPENSES AND NET INCOME

a. **Total Annual Revenues** equal $620 thousand and are $48 thousand or 7.3% lower than budget due primarily to lower closing fees. Closing fees year-to-date of $363 thousand are $118 thousand or 24.6% lower than budget. Annual fees of $45 thousand were $2 thousand lower than the budgeted amount. Administrative service fees of $11 thousand were $2 thousand higher than budget. Application fees total $4 thousand and are $2 thousand lower than the budgeted amount. Total accrued interest income from loans in connection with the former Illinois Rural Bond Bank local government borrowers and other loans totaled $100 thousand (which has represented a declining asset since 2014). Net investment income position is at $98 thousand for the fiscal year and is $77 thousand higher than budget.

b. In **August**, the Authority generated $227 thousand in closing fees, lower than the monthly budgeted amount of $241 thousand. Closing fees were received from: Chicagoland Laborers Training and Apprentice Fund for $16 thousand; Rosalind Franklin University for $138 thousand; and Bradley University for $73 thousand.

c. **Total Annual Expenses** of $473 thousand were $111 thousand or 19.0% lower than budget, which was mostly driven by below budget spending on professional services. Year-to-date, employee and professional services expenses total $388 thousand, with each function at 7.9% and 41.6% under budget, respectively. Annual occupancy costs of $26 thousand are 8.8% lower than

---

Operating Revenues and Expenses are direct results of our basic business operations. Non-Operating Revenues and Expenses are netted against each other and include interest and investment income and expenses, bad debt adjustments, transfers to the State of Illinois and realized/unrealized gains and losses on investments. Net Income/ (Loss) is our bottom line.

* 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.

- Authority investment manager advises that global market conditions contribute to this.
- Past performance does not direct the outcome of future outcomes; however in FY2015 investment income total was $642 thousand compared to (unaudited) FY2016 total $742 thousand.
budget, while general and administrative costs are $57 thousand for the year, which is 1.7% higher than budget. Total depreciation costs are $2 thousand and 65.6% below budget. Total cash transfers in from the Primary Government Borrowing Fund (set-up to track financial activity on behalf of the State of Illinois) to the General Operating Fund are $58 thousand.

d. In August, the Authority recorded operating expenses of $220 thousand, which was lower than the monthly budgeted amount of $292 thousand.

e. Total Monthly Net Income of $150 thousand was driven by lower spending on professional services and higher than expected interest and investment income.

f. Total Annual Net Income is $147 thousand. The major driver of the annual positive bottom line continues to be the level of overall spending at 19.0% below budget, as well as higher than expected interest and investment income.

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

   In the General Fund, the Authority continues to maintain a strong balance sheet, with total net position of $56.8 million. The total assets in the General Fund are $57.8 million (consisting mostly of cash, investments, and receivables). Unrestricted cash and investments total $42.5 million (with $4.4 million in cash). Notes receivables from the former Illinois Rural Bond Bank local governments total $12.0 million. Participation loans, DACA (pilot medical student loans in exchange for service in medical underserved areas in Illinois) and other loans receivables are at $2.4 million.

   In August, the Authority received authorization from the Office of the Attorney General to write-off the balances of various legacy bad debt loans. The total amount authorized for write-off in August was $350 thousand for two loans. The year-to-date authorized amount is $698 thousand for seven loans. In addition, the Authority received authorization to write-off the balances from the Venture Capital Program. The total amount authorized for write-off was $2.9 million for seven companies.

3. YEAR TO DATE ACTIVITY FOR ALL OTHER FUNDS

   Financial information for all other funds is not available due to the short time between month end and the printing of the board book.

4. AUTHORITY AUDITS AND REGULATORY UPDATES

   The second phase of the fieldwork for the Fiscal Year 2017 Financial Audit Examination and the two-year Compliance Audit Examination will start on September 11, 2017.

5. OTHER SUPPLEMENTARY FINANCIAL INFORMATION

   The Fiscal Year Comparison of Bonds Issued, Fiscal Year 2018 Bonds Issued, Schedule of Debt, and the State of Illinois Receivables Summary are being presented as supplementary financial information, immediately following the financial reports in your Board package.

Respectfully submitted,

/s/ Ximena Granda
Controller
### Operating Revenues:

<table>
<thead>
<tr>
<th></th>
<th>JUL</th>
<th>AUG</th>
<th>SEP</th>
<th>OCT</th>
<th>NOV</th>
<th>DEC</th>
<th>JAN</th>
<th>FEB</th>
<th>MAR</th>
<th>APR</th>
<th>MAY</th>
<th>JUNE</th>
<th>YEAR TO DATE ACTUAL</th>
<th>YEAR TO DATE BUDGET</th>
<th>BUDGET VARIANCE ($)</th>
<th>BUDGET VARIANCE (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Closing Fees</td>
<td>$136,265</td>
<td>$226,532</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>362,797</td>
<td>480,883</td>
<td>(118,116)</td>
<td>-24.6%</td>
</tr>
<tr>
<td>Annual Fees</td>
<td></td>
<td>21,005</td>
<td>23,599</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>44,604</td>
<td>46,583</td>
<td>(1,979)</td>
<td>-4.2%</td>
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<tr>
<td>Administrative Service Fees</td>
<td>-</td>
<td>10,500</td>
<td></td>
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<td></td>
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<td></td>
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<td></td>
<td></td>
<td></td>
<td>10,500</td>
<td>8,333</td>
<td>2,167</td>
<td>26.0%</td>
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<td>Application Fees</td>
<td>100</td>
<td></td>
<td>4,100</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td>4,200</td>
<td>6,000</td>
<td>(1,800)</td>
<td>-30.0%</td>
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<tr>
<td>Miscellaneous Fees</td>
<td>104</td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>104</td>
<td>916</td>
<td>(812)</td>
<td>-88.6%</td>
</tr>
<tr>
<td>Interest Income-Loans</td>
<td>50,587</td>
<td></td>
<td>49,369</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>99,956</td>
<td>104,522</td>
<td>(4,566)</td>
<td>-4.5%</td>
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<tr>
<td>Other Revenue</td>
<td>164</td>
<td>163</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>327</td>
<td>334</td>
<td>(7)</td>
<td>-2.1%</td>
</tr>
<tr>
<td><strong>Total Operating Revenue:</strong></td>
<td>$208,225</td>
<td>$314,263</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>522,488</td>
<td>647,772</td>
<td>(125,284)</td>
<td>-19.3%</td>
</tr>
</tbody>
</table>

### Operating Expenses:

<table>
<thead>
<tr>
<th></th>
<th>JUL</th>
<th>AUG</th>
<th>SEP</th>
<th>OCT</th>
<th>NOV</th>
<th>DEC</th>
<th>JAN</th>
<th>FEB</th>
<th>MAR</th>
<th>APR</th>
<th>MAY</th>
<th>JUNE</th>
<th>YEAR TO DATE ACTUAL</th>
<th>YEAR TO DATE BUDGET</th>
<th>BUDGET VARIANCE ($)</th>
<th>BUDGET VARIANCE (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Related Expense</td>
<td>$133,489</td>
<td>$139,259</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>272,748</td>
<td>296,068</td>
<td>(23,320)</td>
<td>-7.9%</td>
</tr>
<tr>
<td>Professional Services</td>
<td>75,916</td>
<td>38,669</td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>114,585</td>
<td>196,166</td>
<td>(81,581)</td>
<td>-41.6%</td>
</tr>
<tr>
<td>Occupancy Costs</td>
<td>14,324</td>
<td>12,110</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>26,434</td>
<td>29,000</td>
<td>(2,566)</td>
<td>-8.8%</td>
</tr>
<tr>
<td>General &amp; Administrative</td>
<td>28,531</td>
<td>28,689</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>57,220</td>
<td>56,250</td>
<td>970</td>
<td>1.7%</td>
</tr>
<tr>
<td>Depreciation and Amortization</td>
<td>1,177</td>
<td></td>
<td>1,177</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>2,354</td>
<td>6,834</td>
<td>(4,480)</td>
<td>-65.6%</td>
</tr>
<tr>
<td><strong>Total Operating Expense</strong></td>
<td>$253,437</td>
<td>$219,904</td>
<td></td>
<td></td>
<td></td>
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<td></td>
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<td></td>
<td></td>
<td></td>
<td>473,341</td>
<td>584,318</td>
<td>(110,977)</td>
<td>-19.0%</td>
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### Operating Income (Loss):

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<tr>
<th></th>
<th>JUL</th>
<th>AUG</th>
<th>SEP</th>
<th>OCT</th>
<th>NOV</th>
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<th>FEB</th>
<th>MAR</th>
<th>APR</th>
<th>MAY</th>
<th>JUNE</th>
<th>YEAR TO DATE ACTUAL</th>
<th>YEAR TO DATE BUDGET</th>
<th>BUDGET VARIANCE ($)</th>
<th>BUDGET VARIANCE (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Income(Loss)</td>
<td>(45,212)</td>
<td>$94,359</td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>49,147</td>
<td>63,454</td>
<td>(14,307)</td>
<td>22.5%</td>
</tr>
</tbody>
</table>

### Nonoperating Revenues (Expenses):

<table>
<thead>
<tr>
<th>Nonoperating Revenues (Expenses)</th>
<th>JUL</th>
<th>AUG</th>
<th>SEP</th>
<th>OCT</th>
<th>NOV</th>
<th>DEC</th>
<th>JAN</th>
<th>FEB</th>
<th>MAR</th>
<th>APR</th>
<th>MAY</th>
<th>JUNE</th>
<th>YEAR TO DATE ACTUAL</th>
<th>YEAR TO DATE BUDGET</th>
<th>BUDGET VARIANCE ($)</th>
<th>BUDGET VARIANCE (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Miscellaneous Non-Operg Rev/(Exp)</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
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<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>#DIV/0!</td>
</tr>
<tr>
<td>Bad Debt Adjustments (Expense)</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
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<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
</tr>
<tr>
<td>Interest and Investment Income*</td>
<td>34,141</td>
<td>51,568</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>85,709</td>
<td>41,667</td>
<td>44,042</td>
<td>105.7%</td>
</tr>
<tr>
<td>Realized Gain (Loss) on Sale of Invests</td>
<td>(3,209)</td>
<td>(5,084)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>(6,303)</td>
<td>(4,186)</td>
<td>(2,117)</td>
<td>99.3%</td>
</tr>
<tr>
<td>Net Appreciation (Depr) in FV of Invests</td>
<td>11,539</td>
<td>9,008</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>20,547</td>
<td>16,697</td>
<td>3,850</td>
<td>-223.3%</td>
</tr>
<tr>
<td><strong>Total Nonoperating Rev (Exp)</strong></td>
<td>$42,471</td>
<td>$55,482</td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>97,953</td>
<td>21,168</td>
<td>76,785</td>
<td>382.7%</td>
</tr>
</tbody>
</table>

### Net Income (Loss) Before Transfers:

| Net Income (Loss) Before Transfers                                                                 | $2,741   | $149,841 |          |          |          |          |          |          |          |          |          |          | 147,100             | 84,622              | 62,478               | 73.8%               |

### Transfers:

<table>
<thead>
<tr>
<th>Transfers:</th>
<th>JUL</th>
<th>AUG</th>
<th>SEP</th>
<th>OCT</th>
<th>NOV</th>
<th>DEC</th>
<th>JAN</th>
<th>FEB</th>
<th>MAR</th>
<th>APR</th>
<th>MAY</th>
<th>JUNE</th>
<th>YEAR TO DATE ACTUAL</th>
<th>YEAR TO DATE BUDGET</th>
<th>BUDGET VARIANCE ($)</th>
<th>BUDGET VARIANCE (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Transfers in from other funds</td>
<td>58,296</td>
<td>- $</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$58,296</td>
<td>-</td>
<td>$58,296</td>
<td>0.0%</td>
</tr>
<tr>
<td>Transfers out to other funds</td>
<td>(58,296)</td>
<td>- $</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>(58,296)</td>
<td>(58,296)</td>
<td>(58,296)</td>
<td>0.0%</td>
</tr>
<tr>
<td><strong>Total Transfers In (Out)</strong></td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>- $</td>
<td>$147,100</td>
<td>84,622</td>
<td>62,478</td>
<td>73.8%</td>
</tr>
</tbody>
</table>

### Net Income (Loss):

| Net Income (Loss)                                                                               | $2,741   | $149,841 |          |          |          |          |          |          |          |          |          |          | 147,100             | 84,622              | 62,478               | 73.8%               |
### Assets and Deferred Outflows:

#### Current Assets:

**Unrestricted:**
- Cash & cash equivalents: $4,351,422
- Investments: $21,610,701
- Accounts receivable, Net: $181,248
- Loans receivables, Net: $134,410
- Accrued interest receivable: $410,534
- Bonds and notes receivable: $1,604,100
- Due from other funds: $11,510
- Due from other local government agencies: -
- Prepaid Expenses: $257,175

**Total Current Unrestricted Assets:** $28,561,100

**Restricted:**
- Cash & Cash Equivalents: -
- Investments: -
- Accrued interest receivable: -
- Due from other funds: -
- Due from primary government: -
- Loans receivables, Net: -

**Total Current Restricted Assets:** -

**Total Current Assets:** $28,561,100

#### Non-current Assets:

**Unrestricted:**
- Investments: $16,491,081
- Loans receivables, Net: $2,261,333
- Bonds and notes receivable: $10,465,037

**Total Noncurrent Unrestricted Assets:** $29,217,451

**Restricted:**
- Cash & Cash Equivalents: -
- Investments: -
- Funds in the custody of the Treasurer: -
- Loans receivables, Net: -
- Bonds and notes receivable from primary government: -
- Bonds and notes receivable from State component units: -

**Total Noncurrent Restricted Assets:** -

**Total Noncurrent Assets:** $29,227,752

**Capital Assets**
- Capital Assets: $804,252
- Accumulated Depreciation: $(793,951)

**Total Capital Assets:** $10,301

**Total Noncurrent Assets:** $29,227,752

**Total Assets:** $57,788,852

### Deferred Outflows of Resources:

- Deferred loss on debt refunding: -

**Total Deferred Outflows of Resources:** -

**Total Assets & Deferred Inflows of Resources:** $57,788,852
ILLINOIS FINANCE AUTHORITY  
STATEMENT OF NET POSITION  
August 31, 2017  
(PRELIMINARY AND UNAUDITED)

<table>
<thead>
<tr>
<th>Liabilities:</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Current Liabilities:</td>
<td></td>
</tr>
<tr>
<td>Payable from unrestricted current assets:</td>
<td></td>
</tr>
<tr>
<td>Accounts payable</td>
<td>$18,247</td>
</tr>
<tr>
<td>Accrued liabilities</td>
<td>$726,816</td>
</tr>
<tr>
<td>Due to employees</td>
<td>$95,721</td>
</tr>
<tr>
<td>Due to primary government</td>
<td>$50,001</td>
</tr>
<tr>
<td>Other liabilities</td>
<td>-</td>
</tr>
<tr>
<td>Unearned revenue, net of accumulated amortization</td>
<td>$108,278</td>
</tr>
<tr>
<td><strong>Total Current Liabilities Payable from Unrestricted Current Assets</strong></td>
<td><strong>$1,010,404</strong></td>
</tr>
<tr>
<td>Payable from restricted current assets:</td>
<td></td>
</tr>
<tr>
<td>Accrued interest payable</td>
<td>-</td>
</tr>
<tr>
<td>Due to other funds</td>
<td>-</td>
</tr>
<tr>
<td>Bonds and notes payable from primary government</td>
<td>-</td>
</tr>
<tr>
<td>Bonds and notes payable from State component units</td>
<td>-</td>
</tr>
<tr>
<td>Current portion of long term debt</td>
<td>-</td>
</tr>
<tr>
<td>Other liabilities</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total Current Liabilities Payable from Restricted Current Assets</strong></td>
<td>-</td>
</tr>
<tr>
<td><strong>Total Current Liabilities</strong></td>
<td><strong>$1,010,404</strong></td>
</tr>
</tbody>
</table>

| Noncurrent Liabilities |  |
| Payable from unrestricted noncurrent assets: |  |
| Noncurrent payables | $585 |
| **Total Noncurrent Liabilities Payable from Unrestricted Noncurrent Assets** | **$585** |
| Payable from restricted noncurrent assets: |  |
| Bonds and notes payable from primary government | - |
| Bonds and notes payable from State component units | - |
| Noncurrent portion of long term debt | - |
| Noncurrent loan reserve | - |
| **Total Noncurrent Liabilities Payable from Restricted Noncurrent Assets** | - |
| **Total Noncurrent Liabilities** | **$585** |
| **Total Liabilities** | **$1,010,989** |

| Net Position: |  |
| Net Investment in Capital Assets | $10,301 |
| Restricted for Locally Held Agricultural Guarantees | - |
| Restricted for Public Safety Loans | - |
| Restricted for Agricultural Guarantees and Rural Development Loans | - |
| Restricted for Renewable Energy Development | - |
| Restricted for Credit Enhancement | - |
| Restricted for Low Income Community Investments | - |
| Unrestricted | 56,620,462 |
| Current Change in Net Position | $147,100 |
| **Total Net Position** | **$56,777,863** |
| **Total Liabilities & Net Position** | **$57,788,852** |
As of November 1, 2015 the Illinois Finance Authority has purchased the following receivables on behalf of the State of Illinois, pursuant to Resolutions 2015-1112-AD11 and 2016-0211-AD07:

<table>
<thead>
<tr>
<th>Vendor</th>
<th>Payment dates</th>
<th>Amount</th>
<th>Balance due from Vendor</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cosgrove Distributors Inc.</td>
<td>12/21/2015</td>
<td>$9,225.92</td>
<td>$0.00</td>
</tr>
<tr>
<td>Payment received by IFA</td>
<td></td>
<td>($9,225.92)</td>
<td></td>
</tr>
<tr>
<td>Balance due from Cosgrove Distributors</td>
<td></td>
<td>$0.00</td>
<td></td>
</tr>
<tr>
<td>Grayboy Building Maintenance</td>
<td>12/16/2015</td>
<td>$15,790.36</td>
<td>$0.00</td>
</tr>
<tr>
<td>Payment received by IFA</td>
<td></td>
<td>($15,790.36)</td>
<td></td>
</tr>
<tr>
<td>Balance due from Grayboy Building Maint.</td>
<td></td>
<td>$0.00</td>
<td></td>
</tr>
<tr>
<td>M. J. Kellner Co. Inc.</td>
<td>12/28/2015</td>
<td>$1,806,912.20</td>
<td></td>
</tr>
<tr>
<td>M. J. Kellner Co. Inc.</td>
<td>3/31/2016</td>
<td>1,929,224.10</td>
<td></td>
</tr>
<tr>
<td>Payment received by IFA</td>
<td></td>
<td>($3,732,458.28)</td>
<td></td>
</tr>
<tr>
<td>Balance due from M.J. Kellner</td>
<td></td>
<td>$3,678.02</td>
<td></td>
</tr>
<tr>
<td>Smith Maintenance Company</td>
<td>11/25/2015</td>
<td>$251,665.26</td>
<td></td>
</tr>
<tr>
<td>Smith Maintenance Company</td>
<td>12/29/2015</td>
<td>125,832.63</td>
<td></td>
</tr>
<tr>
<td>Smith Maintenance Company</td>
<td>2/10/2016</td>
<td>129,811.11</td>
<td></td>
</tr>
<tr>
<td>Smith Maintenance Company</td>
<td>3/21/2016</td>
<td>151,826.83</td>
<td></td>
</tr>
<tr>
<td>Smith Maintenance Company</td>
<td>4/14/2016</td>
<td>151,826.83</td>
<td></td>
</tr>
<tr>
<td>Smith Maintenance Company</td>
<td>5/19/2016</td>
<td>151,826.83</td>
<td></td>
</tr>
<tr>
<td>Smith Maintenance Company</td>
<td>6/23/2016</td>
<td>107,795.38</td>
<td></td>
</tr>
<tr>
<td>Smith Maintenance Company</td>
<td>7/21/2016</td>
<td>107,795.38</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>$1,178,380.25</td>
<td></td>
</tr>
<tr>
<td>Payment received by IFA</td>
<td></td>
<td>($1,178,380.25)</td>
<td></td>
</tr>
<tr>
<td>Balance due from Smith Maintenance</td>
<td></td>
<td>$0.00</td>
<td></td>
</tr>
<tr>
<td>Sysco St. Louis LLC</td>
<td>12/16/2015</td>
<td>$32,418.85</td>
<td></td>
</tr>
</tbody>
</table>

| Total State of Illinois Assigned/Purchased Receivables | $4,971,951.65 |
| Total State of Illinois Assigned/Purchased Receivables Payment Received | $4,935,854.78 |
| Balance due from State of Illinois Assigned/Purchased Receivables | $36,096.87 |
Fiscal Year 2016

<table>
<thead>
<tr>
<th>#</th>
<th>Market Sector</th>
<th>Principal Issued</th>
</tr>
</thead>
<tbody>
<tr>
<td>14</td>
<td>Agriculture - Beginner Farmer</td>
<td>3,762,495</td>
</tr>
<tr>
<td>10</td>
<td>Education</td>
<td>692,515,000</td>
</tr>
<tr>
<td>13</td>
<td>Healthcare - Hospital</td>
<td>1,869,903,000</td>
</tr>
<tr>
<td>6</td>
<td>Healthcare - CCRC</td>
<td>381,762,000</td>
</tr>
<tr>
<td>1</td>
<td>Industrial Revenue</td>
<td>100,000,000</td>
</tr>
<tr>
<td>9</td>
<td>501(c)(3) Not-for-Profit</td>
<td>717,050,000</td>
</tr>
<tr>
<td>1</td>
<td>Local Government</td>
<td>14,540,000</td>
</tr>
</tbody>
</table>

54   $3,779,532,495

Fiscal Year 2017

<table>
<thead>
<tr>
<th>#</th>
<th>Market Sector</th>
<th>Principal Issued</th>
</tr>
</thead>
<tbody>
<tr>
<td>18</td>
<td>Agriculture - Beginner Farmer</td>
<td>3,765,900</td>
</tr>
<tr>
<td>7</td>
<td>Education</td>
<td>304,222,000</td>
</tr>
<tr>
<td>1</td>
<td>Freight Transfer Facilities Bonds</td>
<td>130,000,000</td>
</tr>
<tr>
<td>12</td>
<td>Healthcare - Hospital</td>
<td>2,568,650,000</td>
</tr>
<tr>
<td>7</td>
<td>Healthcare - CCRC</td>
<td>310,364,967</td>
</tr>
<tr>
<td>1</td>
<td>Midwest Disaster Area Bonds</td>
<td>9,969,162</td>
</tr>
<tr>
<td>9</td>
<td>501(c)(3) Not-for-Profit</td>
<td>286,772,000</td>
</tr>
<tr>
<td>2</td>
<td>Recovery Zone Facilities Bonds</td>
<td>28,951,409</td>
</tr>
<tr>
<td>1</td>
<td>Local Government</td>
<td>500,000,000</td>
</tr>
</tbody>
</table>

58   $4,142,695,438

Fiscal Year 2018

<table>
<thead>
<tr>
<th>#</th>
<th>Market Sector</th>
<th>Principal Issued</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Agriculture - Beginner Farmer</td>
<td>70,000</td>
</tr>
<tr>
<td>1</td>
<td>Education</td>
<td>112,390,000</td>
</tr>
<tr>
<td>1</td>
<td>Healthcare - CCRC</td>
<td>34,210,000</td>
</tr>
<tr>
<td>2</td>
<td>501(c)(3) Not-for-Profit</td>
<td>22,450,000</td>
</tr>
</tbody>
</table>

5   $169,120,000

Bonds Issued Analysis

The Authority issued $125,340,000 in conduit debt during the month of August, 2017. This is 89% lower than August, 2016 at $1,124,417,000. Total issuance for FY 2018 is $169,120,000. This is 86% lower than the same period for FY 2017 at $1,194,874,400. The IFA has issued four conduit bonds and one beginner farmer bond in fiscal year 2018.
**Bonds Issued and Outstanding as of August 31, 2017**

**Bonds Issued between July 01, 2017 and August 31, 2017**

<table>
<thead>
<tr>
<th>Bond Issue</th>
<th>Initial Interest Rate</th>
<th>Date Issued</th>
<th>Principal Issued</th>
<th>Bonds Refunded</th>
</tr>
</thead>
<tbody>
<tr>
<td>A-BFB Beginner Farmer Bond</td>
<td>Variable</td>
<td>07/01/2017</td>
<td>70,000</td>
<td>0</td>
</tr>
<tr>
<td>501(c)(3) YMCA of Rock River Valley</td>
<td>Variable</td>
<td>07/25/2017</td>
<td>9,500,000</td>
<td>5,234,000</td>
</tr>
<tr>
<td>CCRC Three Crown Park</td>
<td>Variable</td>
<td>07/25/2017</td>
<td>34,210,000</td>
<td>34,210,000</td>
</tr>
<tr>
<td>501(c)(3) Chicagoland Laborers Training and Apprentice Fund</td>
<td>Fixed at Schedule</td>
<td>08/10/2017</td>
<td>12,950,000</td>
<td>0</td>
</tr>
<tr>
<td>E-PC Rosalind Franklin University</td>
<td>Fixed at Schedule</td>
<td>08/23/2017</td>
<td>112,390,000</td>
<td>7,315,000</td>
</tr>
</tbody>
</table>

Total Bonds Issued as of August 31, 2017 $169,120,000 $46,759,000

Legend:  
- **Fixed Rate Bonds as shown**
- **DP-VRB = initial interest rate at the time of issuance on a Direct Purchase Bond**
- **VRB = initial interest rate at the time of issuance on a Variable Rate Bond that does not include the cost of the LOC arrangement.**
- Beginner Farmer Bonds interest rates are shown in section below.

**Beginner Farmer Bonds Funded between July 01, 2017 and August 31, 2017**

<table>
<thead>
<tr>
<th>Borrower</th>
<th>Date Funded</th>
<th>Initial Interest Rate</th>
<th>Loan Proceeds</th>
<th>Acres</th>
<th>County</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kevin Timothy Thole</td>
<td>07/06/2017</td>
<td>3.50</td>
<td>70,000</td>
<td>40.00</td>
<td>Montgomery</td>
</tr>
</tbody>
</table>

Total Beginner Farmer Bonds Issued $70,000 40.00
Conduit debt issued under the Illinois Finance Authority Act [20 ILCS 3501/845-5(a)] which does not constitute an indebtedness or an obligation, either general or moral, or a pledge of the full faith or a loan of the Authority, the State of Illinois or any Political Subdivision of the State within the purview of any constitutional or statutory limitation or provisions with special limited obligations of the Authority secured under provisions of the individual Bond Indentures and Loan Agreements with the exception of the bonds identified below in Section I (b) -- General Purpose Moral Obligations/State Component Parts -- which are subject to the $28.15B cap in Section 845-5(a).

### Section I (a)

<table>
<thead>
<tr>
<th>Program</th>
<th>Principal Outstanding</th>
<th>Program Limitations</th>
<th>Remaining Capacity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Illinois Finance Authority &quot;IFA&quot; [1,3]</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Agriculture</td>
<td>$ 51,839,174</td>
<td>$ 52,096,174</td>
<td></td>
</tr>
<tr>
<td>Education</td>
<td>$ 4,345,951,386</td>
<td>$ 4,420,544,792</td>
<td></td>
</tr>
<tr>
<td>Healthcare</td>
<td>$ 15,265,699,341</td>
<td>$ 14,884,242,948</td>
<td></td>
</tr>
<tr>
<td>Industrial Development (includes Recovery Zone/Midwest Disaster)</td>
<td>$ 889,671,685</td>
<td>$ 884,763,188</td>
<td></td>
</tr>
<tr>
<td>Local Government</td>
<td>$ 725,285,000</td>
<td>$ 702,770,000</td>
<td></td>
</tr>
<tr>
<td>Multifamily/Senior Housing</td>
<td>$ 153,127,575</td>
<td>$ 152,866,874</td>
<td></td>
</tr>
<tr>
<td>501(c)(3) Not-for-Profits</td>
<td>$ 1,665,996,057</td>
<td>$ 1,685,634,412</td>
<td></td>
</tr>
<tr>
<td>Exempt Facilities Bonds</td>
<td>$ 149,915,000</td>
<td></td>
<td>$ 219,915,000</td>
</tr>
<tr>
<td><em>Total IFA Principal Outstanding</em></td>
<td>$ 23,247,485,218</td>
<td>$ 23,002,633,387</td>
<td></td>
</tr>
</tbody>
</table>

| Illinois Development Finance Authority "IDFA" [1,3] |                       |                    |                    |
| Education                                    | 496,388               | 496,388            |                    |
| Healthcare                                   | 73,600,000            | 73,600,000         |                    |
| Industrial Development                       | 171,430,244           | 170,896,244        |                    |
| Local Government                             | 222,207,364           | 222,207,364        |                    |
| Multifamily/Senior Housing                   | 82,249,117            | 82,209,117         |                    |
| 501(c)(3) Not-for-Profits                    | 519,192,342           | 508,370,770        |                    |
| Exempt Facilities Bonds                      |                      |                    |                    |
| *Total IDFA Principal Outstanding*           | $ 1,069,175,454       | $ 1,057,769,882    |                    |

| Illinois Rural Bond Bank "IRBB" [1,3]         |                       |                    |                    |
| Total IRBB Principal Outstanding             | -                     | -                  | -                  |
| Illinois Health Facilities Authority "IHA"    | $ 294,265,000         | $ 291,275,000      |                    |
| Illinois Educational Facilities Authority "IEFA" | $ 490,472,000     | $ 416,143,000      |                    |
| Illinois Farm Development Authority "IFDA"   | $ 13,436,353          | $ 13,436,353       |                    |
| *Total Illinois Finance Authority Debt       | $ 25,114,854,025      | $ 24,781,257,622   | $ 28,150,000,000   | $ 3,368,742,378 |

### Section I (b)

<table>
<thead>
<tr>
<th>General Purpose Moral Obligations</th>
<th>Program Limitations</th>
<th>Remaining Capacity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Illinois Finance Authority Act [20 ICS 3501/801-40(w)]</td>
<td></td>
<td></td>
</tr>
<tr>
<td><em>Issued through IRBB - Local Government Pools</em></td>
<td></td>
<td></td>
</tr>
<tr>
<td><em>Issued through IFA - Local Government Pools</em></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Issued through IFA - Illinois Medical District Commission</td>
<td>14,050,000</td>
<td>14,050,000</td>
</tr>
<tr>
<td><em>Total General Moral Obligations</em></td>
<td>$ 14,050,000</td>
<td>$ 14,050,000</td>
</tr>
<tr>
<td>Financially Distressed Cities Moral Obligations</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Illinois Finance Authority Act [20 ICS 3501/825-60]</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Issued through IFA</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Issued through IDFA</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><em>Total Financially Distressed Cities</em></td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>State Component Unit Bonds [1,3]</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Issued through IDFA</td>
<td>599,372,488</td>
<td>558,442,306</td>
</tr>
<tr>
<td>Issued through IFA</td>
<td></td>
<td></td>
</tr>
<tr>
<td><em>Total State Component Unit Bonds</em></td>
<td>599,372,488</td>
<td>558,442,306</td>
</tr>
</tbody>
</table>

### Section I (c)

<table>
<thead>
<tr>
<th>Midwestern Disaster Area Bonds [Flood Relief]</th>
<th>Program Limitations</th>
<th>Remaining Capacity</th>
</tr>
</thead>
<tbody>
<tr>
<td>$ 63,634,933</td>
<td>$ 63,542,017</td>
<td>N/A</td>
</tr>
</tbody>
</table>

### Section I (d)

<table>
<thead>
<tr>
<th>ARRA Act of 2009 Volume Cap Allocated [1,5]</th>
<th>Program Limitations</th>
<th>Remaining Capacity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Recovery Zone Economic Development Bonds**</td>
<td>$ 666,972,000</td>
<td>$ 16,940,000</td>
</tr>
<tr>
<td>Recovery Zone Facilities Bonds**</td>
<td>$ 1,000,457,000</td>
<td>$ 204,058,967</td>
</tr>
<tr>
<td><em>Total ARRA Volume Cap for each Program</em></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| Qualified Energy Conservation Bonds***       | $ 133,846,000      | $ (17,865,000)     | $ 82,795,000      | N/A |

---

[1] Designated exclusive issuer by the Governor of the State of Illinois to issue Midwestern Disaster Area Bonds in Illinois. This Federal program expired as of December 31, 2012.

[2] Programs expired as of 12/31/2010. There have been no new issues subsequent to the expiration date of these Federal programs.

[3] The IFA manages the QECB allocation for the entire State of Illinois. All QECBs to date have been issued by local governments or state universities. The QECB program currently has no set expiration date under Federal law. IFA's remaining QECB allocation of $4,755,783 has been reserved for use by state universities.

[4] | ** | $ |
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>[a]</td>
<td></td>
</tr>
<tr>
<td>[b]</td>
<td></td>
</tr>
<tr>
<td>[c]</td>
<td></td>
</tr>
<tr>
<td>[d]</td>
<td></td>
</tr>
<tr>
<td>[e]</td>
<td></td>
</tr>
<tr>
<td>[f]</td>
<td></td>
</tr>
<tr>
<td>[g]</td>
<td></td>
</tr>
<tr>
<td>[h]</td>
<td></td>
</tr>
<tr>
<td>[i]</td>
<td></td>
</tr>
</tbody>
</table>

---

IFA Public Board Book (Version 1), Page 36
### ILLINOIS FINANCE AUTHORITY

**Schedule of Debt**

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

#### Section II

<table>
<thead>
<tr>
<th>Program</th>
<th>Principal Outstanding</th>
<th>Program Limitations</th>
<th>Remaining Capacity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Illinois Power Agency</td>
<td>June 30, 2017</td>
<td>August 31, 2017</td>
<td>4,000,000,000</td>
</tr>
<tr>
<td></td>
<td>$</td>
<td>$</td>
<td></td>
</tr>
</tbody>
</table>

**Notes:**
- (a) Total subject to change; late month payment data may not be included at issuance of report.
- (b) State Component Unit Bonds included in balance.
- (c) Does not include Unamortized issuance premium as reported in Audited Financials.
- (d) Program Limitation reflects the increase to $3 billion effective 01/01/2010 under P.A. 96-103.
- (e) Program Limitation reflects the increase from $75 million to $225 million effective 01/01/2010 under P.A. 96-103.
- (f) Includes EPA Clean Water Revolving Fund
- (g) Farmer Bond Guarantee Program (does not include Unamortized issuance premium as reported in Audited Financials).
- (h) Total subject to change; late month payment data may not be included at issuance of report.

#### Section III

<table>
<thead>
<tr>
<th>Program</th>
<th>Principal Outstanding</th>
<th>Program Limitations</th>
<th>Remaining Capacity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Clean Coal, Coal, Renewable Energy and Energy Efficiency Projects</td>
<td>June 30, 2017</td>
<td>August 31, 2017</td>
<td>3,000,000,000</td>
</tr>
<tr>
<td></td>
<td>$</td>
<td>$</td>
<td></td>
</tr>
</tbody>
</table>

**Notes:**
- (a) Total subject to change; late month payment data may not be included at issuance of report.
- (b) Does not include Unamortized issuance premium as reported in Audited Financials.

#### Section IV

<table>
<thead>
<tr>
<th>Program</th>
<th>Principal Outstanding</th>
<th>Program Limitations</th>
<th>Remaining Capacity</th>
<th>State Exposure</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fund # 994 - Fund Balance $10,139,615</td>
<td>$ 5,966,448</td>
<td>$ 5,152,876</td>
<td>$ 160,000,000</td>
<td>$ 154,847,124</td>
</tr>
<tr>
<td>AG Loan Guarantee Program</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fund # 205 - Fund Balance $7,951,489</td>
<td>$ 3,229,087</td>
<td>$ 3,195,087</td>
<td>$ 225,000,000</td>
<td>$ 221,804,913</td>
</tr>
<tr>
<td>Agri Industry Loan Guarantee Program</td>
<td>$ 532,147</td>
<td>$ 532,147</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Specialized Livestock Guarantee Program</td>
<td>$ 866,646</td>
<td>$ 866,646</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Young Farmer Loan Guarantee Program</td>
<td>$ 1,251,934</td>
<td>$ 1,217,934</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total State Guarantees</td>
<td>$ 9,195,535</td>
<td>$ 8,347,963</td>
<td>$ 385,000,000</td>
<td>$ 376,652,037</td>
</tr>
</tbody>
</table>

**Notes:**
- (a) Total subject to change; late month payment data may not be included at issuance of report.

#### Section V

<table>
<thead>
<tr>
<th>Program</th>
<th>Principal Outstanding</th>
<th>Cash and Investment Balance</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Fire Truck Revolving Loan Program</td>
<td>Fund # 572</td>
<td>$ 20,057,851</td>
<td>$ 20,005,351</td>
</tr>
<tr>
<td>Ambulance Revolving Loan Program</td>
<td>Fund # 334</td>
<td>$ 1,672,960</td>
<td>$ 1,672,960</td>
</tr>
<tr>
<td></td>
<td></td>
<td>$ 3,084,326</td>
<td>$ 2,564,264</td>
</tr>
</tbody>
</table>

**Notes:**
- (a) Due to deposits in transit, the Fund Balance at the IOC may differ from the IFA General Ledger. In May, 2014 the OSF transferred the Fund Balance to a Locally Held Fund by the IFA.

#### Section VI

<table>
<thead>
<tr>
<th>Program</th>
<th>Principal Outstanding</th>
<th>Program Limitations</th>
<th>Remaining Capacity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Environmental [Large Business]</td>
<td>June 30, 2017</td>
<td>August 31, 2017</td>
<td>3,425,000,000</td>
</tr>
<tr>
<td>Issued through IFA</td>
<td>$ 14,475,000</td>
<td>$ 13,645,000</td>
<td></td>
</tr>
<tr>
<td>Issued through IDFA</td>
<td>$ 97,505,000</td>
<td>$ 97,505,000</td>
<td></td>
</tr>
<tr>
<td>Total Environmental [Large Business]</td>
<td>$ 111,980,000</td>
<td>$ 111,150,000</td>
<td>$ 2,425,000,000</td>
</tr>
<tr>
<td>Environmental [Small Business]</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>75,000,000</td>
</tr>
<tr>
<td>Total Environment Bonds Issued under Act</td>
<td>$ 111,980,000</td>
<td>$ 111,150,000</td>
<td>$ 2,500,000,000</td>
</tr>
</tbody>
</table>

**Notes:**
- (a) Total subject to change; late month payment data may not be included at issuance of report.

#### Section VII

<table>
<thead>
<tr>
<th>Program</th>
<th>Principal Outstanding</th>
<th>Original Amount</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Participation Loans</td>
<td></td>
<td>June 30, 2017</td>
<td>August 31, 2017</td>
</tr>
<tr>
<td>Business &amp; Industry</td>
<td>23,020,158</td>
<td>99,724</td>
<td>98,039</td>
</tr>
<tr>
<td>Agriculture</td>
<td>6,079,859</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Participation Loans excluding Defaults &amp; Allowances</td>
<td>29,100,017</td>
<td>99,724</td>
<td>98,039</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: Allowance for Doubtful Accounts</td>
<td>936,358</td>
<td>936,358</td>
<td></td>
</tr>
<tr>
<td>Total Participation Loans</td>
<td>938,358</td>
<td>940,099</td>
<td></td>
</tr>
<tr>
<td>Local Government Direct Loans</td>
<td>1,289,750</td>
<td>627,638</td>
<td>627,638</td>
</tr>
<tr>
<td>Rural Bond Bank Local Government Note Receivable</td>
<td>12,069,137</td>
<td>12,069,137 *</td>
<td></td>
</tr>
<tr>
<td>FmHA Loans</td>
<td>963,250</td>
<td>163,518</td>
<td>162,642</td>
</tr>
<tr>
<td>Renewable Energy [RED Fund]</td>
<td>2,000,000</td>
<td>1,107,838</td>
<td></td>
</tr>
<tr>
<td>Total Loans Outstanding</td>
<td>34,353,017</td>
<td>14,065,860</td>
<td>13,303,715</td>
</tr>
</tbody>
</table>

**Notes:**
- (a) FHA, VA, or Rural Energy Assistance borrowers.
- (b) FmHA Loans — Non-Commodity Loans.
- (c) Rural Energy Assistance Loans.
- (d) Renewable Energy [RED Fund] - Loans made for renewable energy projects.
- (e) IRBB funds were defeased and transferred into a note receivable with the IFA.

#### Section VIII

<table>
<thead>
<tr>
<th>Program</th>
<th>Principal Outstanding</th>
<th>Statutory Debt Limitation</th>
<th>Remaining HELA Debt Limitation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Midwestern University Foundation - Student Loan Program Revenue Bonds</td>
<td>June 30, 2017</td>
<td>August 31, 2017</td>
<td>200,000,000</td>
</tr>
<tr>
<td></td>
<td>$ 15,000,000</td>
<td>$ 15,000,000</td>
<td></td>
</tr>
</tbody>
</table>

**Notes:**
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- (c) Does not include Unamortized issuance premium as reported in Audited Financials.
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- (e) Program Limitation reflects the increase from $75 million to $225 million effective 01/01/2010 under P.A. 96-103.
- (f) Farmer Bond Guarantee Program (does not include Unamortized issuance premium as reported in Audited Financials).
- (g) Total subject to change; late month payment data may not be included at issuance of report.
# ILLINOIS FINANCE AUTHORITY
PROCUREMENT REPORT OF ACTIVITY SINCE PRIOR BOARD REPORT

**BOARD OF DIRECTORS MEETING**
September 14, 2017

## I. CONTRACTS/AMENDMENTS EXECUTED

<table>
<thead>
<tr>
<th>Illinois Procurement Code- Small Purchases</th>
<th>Vendor</th>
<th>Initial Term</th>
<th>Estimated Not to Exceed Value</th>
<th>Action/Proposed Method of Procurement</th>
<th>Services Provided</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Bloomberg Finance L.P.</td>
<td>09/08/17-09/07/19</td>
<td>$45,000/2 yrs.</td>
<td>Executed BOA (in process)</td>
<td>Shared license for 6 users to receive Bloomberg Financial data.</td>
</tr>
<tr>
<td></td>
<td>CDW-G</td>
<td>09/11/2017-09/10/2017</td>
<td>$11,939.84</td>
<td>Executed BOA against State Master CMS7891190</td>
<td>Cisco Switches and Support for IFA IT infrastructure.</td>
</tr>
<tr>
<td></td>
<td>Varidesk</td>
<td>07/27/2017</td>
<td>$850</td>
<td>Purchase off of Procurement card</td>
<td>Purchase of two standing desk units</td>
</tr>
</tbody>
</table>

## II. CONTRACTS/AMENDMENTS EXECUTED (cont’d)

<table>
<thead>
<tr>
<th>Illinois Procurement Code- Exempt transaction</th>
<th>Vendor</th>
<th>Expiration Date</th>
<th>Estimated Not to Exceed Value</th>
<th>Action/Proposed Method of Procurement</th>
<th>Services Provided</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>None</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1

IFA Public Board Book (Version 1), Page 38
### III. EXPIRING CONTRACTS

<table>
<thead>
<tr>
<th>Vendor</th>
<th>Expiration Date</th>
<th>Estimated Not to Exceed Value</th>
<th>Action/Proposed Method of Procurement</th>
<th>Services Provided</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Illinois Procurement Code-Small Purchases</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Anchor Staffing</td>
<td>09/28/2017</td>
<td>$79,081</td>
<td>Vendor replaced. Will not be renewed.</td>
<td>Temporary staffing services.</td>
</tr>
<tr>
<td>Wellspring Software, Inc.</td>
<td>10/16/2017</td>
<td>$140</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>PrintBoss Software for printing checks.</td>
</tr>
<tr>
<td>Datalog</td>
<td>10/24/2017</td>
<td>$265</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>Mt Vernon shredding.</td>
</tr>
<tr>
<td>United Parcel Service</td>
<td>11/21/2017</td>
<td>$2,000/5 mo.</td>
<td>Continue with State Master CPOGS15001, expires 11/21/2017. Two 1 year renewals available.</td>
<td>Package delivery services</td>
</tr>
<tr>
<td>Network Solutions</td>
<td>12/20/2017</td>
<td>$38</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>For site URL.</td>
</tr>
</tbody>
</table>
## III. EXPIRING CONTRACTS (cont’d)

<table>
<thead>
<tr>
<th>Vendor</th>
<th>Expiration Date</th>
<th>Estimated Not to Exceed Value</th>
<th>Action/Proposed Method of Procurement</th>
<th>Services Provided</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Illinois Procurement Code-Small Purchases</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Illinois Department of Human Services</td>
<td>12/31/2017</td>
<td>$98</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>Printing Services</td>
</tr>
<tr>
<td>Mountain Valley Cooler Rental Mt Vernon</td>
<td>12/31/2017</td>
<td>$96</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>Rental</td>
</tr>
<tr>
<td><strong>Illinois Procurement Code-Emergency Purchase</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ADP TotalSource</td>
<td>12/31/2017</td>
<td>$270,000</td>
<td>Use State Master CMS4819650, with Mesirow, expires 4/30/18, one 1 year renewal remaining</td>
<td>Employee Benefits and Payroll Services</td>
</tr>
</tbody>
</table>
### EXPIRING CONTRACTS (cont’d)

<table>
<thead>
<tr>
<th>Vendor</th>
<th>Expiration Date</th>
<th>Estimated Not to Exceed Value</th>
<th>Action/Proposed Method of Procurement</th>
<th>Services Provided</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Illinois Procurement Code-Small Purchases</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Xerox Color Copier - Chgo</td>
<td>01/31/2018</td>
<td>$5,860</td>
<td>Replace and lease</td>
<td>Lease for color copier</td>
</tr>
<tr>
<td>DropBox</td>
<td>02/18/2018</td>
<td>$1,670</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>File Sharing for Board books</td>
</tr>
<tr>
<td>First Choice Services renewal</td>
<td>02/25/2018</td>
<td>$800</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>Annual Water Filtration Lease</td>
</tr>
<tr>
<td>National Tek Services, Inc</td>
<td>02/28/2018</td>
<td>$16,601</td>
<td>RFQ</td>
<td>Symantec Backup Services 3 year renewal</td>
</tr>
<tr>
<td>National Tek Services, Inc</td>
<td>03/25/2018</td>
<td>$1,750</td>
<td>Renew license</td>
<td>Trend Micro Enterprise Security for EndPoint</td>
</tr>
<tr>
<td><strong>Illinois Procurement Code-Competitive Bids</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Acacia Financial Group, Inc</td>
<td>03/01/2018</td>
<td>$225,000</td>
<td>RFP/Exemption</td>
<td>Financial Advisors</td>
</tr>
<tr>
<td>Sycamore Advisors, LLC</td>
<td>03/01/2018</td>
<td>$225,000</td>
<td>RFP/Exemption</td>
<td>Financial Advisors</td>
</tr>
<tr>
<td><strong>Illinois Procurement Code-Small Purchases</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>National Tek Services, Inc</td>
<td>03/31/2018</td>
<td>$1,245</td>
<td>Renew license</td>
<td>MailArchiva software</td>
</tr>
<tr>
<td>Tallgrass Systems</td>
<td>03/31/2018</td>
<td>$4,491</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>Barracuda energizer updates and replacement</td>
</tr>
<tr>
<td>Tallgrass Systems Limited 2017-2018</td>
<td>03/31/2018</td>
<td>$1,649</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>Barracuda 300A Technology Refresh</td>
</tr>
<tr>
<td>United States Postal Service</td>
<td>03/31/2018</td>
<td>$356</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>PO Box 2016</td>
</tr>
<tr>
<td><strong>Illinois Procurement Code-Order Against Master</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mesirow Insurance Services</td>
<td>04/04/2018</td>
<td>$297,900</td>
<td>Continue with State Master CMS4819650, expires 4/30/18, one 1 year renewal remaining</td>
<td>Insurance Brokering Services</td>
</tr>
<tr>
<td><strong>Illinois Procurement Code-Small Purchases</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Com Microfilm Company, Inc. (Doc Image)</td>
<td>04/17/2018</td>
<td>$75,000</td>
<td>State in process of RFP. Continue with State Master</td>
<td>Document Imaging</td>
</tr>
</tbody>
</table>
**ILLINOIS FINANCE AUTHORITY**  
**PROCUREMENT REPORT OF ACTIVITY SINCE PRIOR BOARD REPORT**  

**BOARD OF DIRECTORS MEETING**  
**September 14, 2017**

### Expiring Contracts (cont’d)

<table>
<thead>
<tr>
<th>Vendor</th>
<th>Expiration Date</th>
<th>Estimated Not to Exceed Value</th>
<th>Action/Proposed Method of Procurement</th>
<th>Services Provided</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Illinois Procurement Code-Small Purchases</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>National Tek Services, Inc.-ADM Manage</td>
<td>04/19/2018</td>
<td>$1,480</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>Manage Engine ADMManager</td>
</tr>
<tr>
<td>Marcor Technologies</td>
<td>05/6/2018</td>
<td>$4,500</td>
<td>RFQ</td>
<td>MailArchiva Support 3 years</td>
</tr>
<tr>
<td>Arbitrage Compliance Specialists</td>
<td>05/31/2018</td>
<td>$49,000</td>
<td>RFP</td>
<td>Arbitrage Liability Calculation Services/Bond Comp</td>
</tr>
<tr>
<td>Hewlett Packard Enterprise</td>
<td>05/31/2018</td>
<td>$5,627</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>Hardware Support Care Packs</td>
</tr>
<tr>
<td>MX Save</td>
<td>06/12/2018</td>
<td>$588</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>Disaster Recovery for email</td>
</tr>
<tr>
<td>GoDaddy</td>
<td>06/14/2018</td>
<td>$150</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>SSL Certificate for Mobile Device Management</td>
</tr>
<tr>
<td>Merlinos &amp; Associates</td>
<td>06/15/2018</td>
<td>$45,040</td>
<td>TBD</td>
<td>Actuarial Services</td>
</tr>
<tr>
<td><strong>Illinois Procurement Code-Competitive Bids</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ascent Innovations</td>
<td>06/23/2018</td>
<td>$155,128</td>
<td>Renewals available for $42K/yr.</td>
<td>Accounting Software Maintenance and Support</td>
</tr>
<tr>
<td><strong>Illinois Procurement Code-Small Purchases</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3rd Coast Imaging, Inc.</td>
<td>06/30/2018</td>
<td>$10,000</td>
<td>TBD</td>
<td>Printing Services for Monthly Board Books</td>
</tr>
<tr>
<td>Com Microfilm Company, Inc. (Maint&amp;Supp)</td>
<td>06/30/2018</td>
<td>$7,230</td>
<td>Continue with State Master. State in process with RFP</td>
<td>Docuware Maintenance and Support</td>
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<tr>
<td>Novanis IT Solutions</td>
<td>06/30/2018</td>
<td>$203</td>
<td>Purchase again via Small Purchase with incumbent.</td>
<td>Encryption of laptops</td>
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<tr>
<td>Presidio Networked Solutions</td>
<td>06/30/2018</td>
<td>$3,292</td>
<td>Continue with new State Master. Contract in process.</td>
<td>Production Support/Subscription VMWare</td>
</tr>
</tbody>
</table>
To: IFA Board of Directors
From: Lorrie Karcher and Patrick Evans
Date: September 14, 2017
Re: Overview Memo for Beginning Farmer Bonds

- **Borrower/Project Name:** Beginning Farmer Bonds
- **Locations:** Throughout Illinois
- **Board Action Requested:** Final Bond Resolution for the attached project
- **Amount:** Up to $524,200 maximum of new money for each project
- **Project Type:** Beginning Farmer Revenue Bonds
- **Total Requested:** $320,000

- **Calendar Year Summary:** (as of September 14, 2017)
  - Volume Cap: $10,000,000
  - Volume Cap Committed: $3,323,263
  - Volume Cap Remaining: $6,676,737
  - Average Farm Acreage: 78
  - Number of Farms Financed: 14

- **IFA Benefits:**
  - Conduit Tax-Exempt Bonds – no direct IFA or State funds at risk
  - New Money Bonds:
    - IFA conveys tax-exempt, municipal bond status onto the financing
    - Will use dedicated 2017 IFA Volume Cap set-aside for Beginning Farmer Bond transactions

- **IFA Fees:**
  - One-time closing fee will total 1.50% of the bond amount for each project

- **Structure/Ratings:**
  - Bonds to be purchased directly as a nonrated investment held until maturity by the Borrower’s bank (the “Bank”)
  - The Bank will be secured by the Borrower’s assets, as on a commercial loan (typically 1st Mortgage)
  - Interest rates, terms, and collateral are negotiated between the Borrower and the Bank, just as with any commercial loan
  - Workouts are negotiated directly between each Borrower and Bank, just as on any secured commercial loan

- **Bond Counsel:** Burke, Burns & Pinelli, Ltd.
  Stephen F. Welcome, Esq.
  Three First National Plaza, Suite 4300
  Chicago, IL 60602
A. Project Number: 30393
Borrower(s): Roark, Matthew L. & Jana L.
Borrower Benefit: First Time Land Buyer
Town: Sumner, IL

IFA Bond Amount: $320,000
Use of Funds: Farmland – 95.58 acres of farmland
Purchase Price: $620,000 / $6,487 per acre
% Borrower Equity: 0%
% IFA Bonds: 51.61% (Bank Purchased Bond – Bank secured by 1st Mortgage)
% USDA Farm Service Agency (“FSA”): 48.39% (Subordinate Financing – 2nd Mortgage)
Townships: Petty & Lukin
County/Region: Lawrence / Southeastern
Lender/Bond Purchase: Peoples State Bank of Newton / Aaron Ochs

Legislative Districts:
Congressional: 10
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 on July 15, 2018. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin on July 15, 2018 with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing.
September 14, 2017

CONDUIT

$60,000,000 (not-to-exceed)
Cantigny Foundation

REQUEST

Purpose: Bond proceeds will be used by the Cantigny Foundation (“Cantigny”, the “Foundation”, or the “Borrower”) to (i) finance or reimburse the Borrower for all or a portion of the costs of the planning, design, acquisition, construction, renovation, improvement, expansion and equipping of its facilities and site, including without limitation: (a) Cantigny Park improvements, including construction and/or renovations and equipping of pavilions, restrooms and a playground, improvements to the ponds, gardens, picnic areas and landscaping, stormwater management and site, parking lot and lighting improvements; (b) First Division Museum improvements, including remodeling, renovations and equipping of the gallery and exhibit hall; and (c) Robert R. McCormick House improvements, including remodeling, renovation and equipping of a banquet hall, multi-purpose and exhibit spaces, office space, restrooms and a kitchen (and together with the Cantigny Park improvements and the First Division improvements, the “Project”); and (ii) pay certain expenses incurred in connection with the issuance of the Bond and other working capital related to the financing if deemed necessary by the Borrower (the “Financing Purposes”). The initial owner, operator or manager of the facilities being financed with the proceeds of the Bond is the Borrower and will be located at the following address: 1s151 Winfield Road, Wheaton, Illinois 60189.

Program: 501(c)(3) Revenue Bond

Extraordinary Conditions - None

BOARD ACTIONS

Final Bond Resolution (one-time consideration)

MATERIAL CHANGES

None. This is the first time this financing has been presented to the IFA Board for consideration.

JOB DATA

<table>
<thead>
<tr>
<th>140</th>
<th>Current jobs</th>
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<tbody>
<tr>
<td>N/A</td>
<td>Retained jobs</td>
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</table>

10 New jobs projected (2 Years)

338 Construction jobs projected (through 2018 only; First Division Museum and Landscape Architect projects)

DESCRIPTION

● Location (Wheaton/DuPage County/Northeast Region)
● The Cantigny Foundation is incorporated as an Illinois not-for-profit corporation and is a 501(c)(3) corporation.
● The Cantigny Foundation has the same Board Members as the Robert R. McCormick Foundation. The Robert R. McCormick Foundation also funds a significant portion of the Cantigny Foundation’s operations. Given the common board membership and financial interrelationships, the Cantigny Foundation and Robert R. McCormick Foundation are a single, consolidated entity for financial reporting purposes.

CREDIT INDICATORS

● The Cantigny Foundation has no debt outstanding and does not have a long-term debt rating.
● As proposed, the Robert R. McCormick Foundation would be the corporate guarantor of the proposed IFA Series 2017 Bond to be issued on behalf of the Cantigny Foundation. The Robert R. McCormick Foundation is currently debt-free and does not have a long-term debt rating from any credit rating agency.

PROPOSED STRUCTURE

● Bank Direct Purchase by MB Financial Bank (the “Bank”).
● The Bond will be a general obligation of the Cantigny Foundation. The Bank will require a negative pledge from Cantigny on all real and personal property assets. The Bank may require additional security to be determined.
● Interest Rate and Maturity: MB is offering Cantigny both fixed and variable interest rate options (based on one-month LIBOR indices, with a mark-up), which Cantigny will select prior to closing. As proposed, the Bond would be interest-only (i.e., non-amortizing) while outstanding. As proposed, the Bond would have a 15-year final maturity (i.e., 2032).

SOURCES AND USES

<table>
<thead>
<tr>
<th>Sources:</th>
<th>Uses:</th>
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<tr>
<td>IFA Bond</td>
<td>Cantigny Park and Museum Projects</td>
</tr>
<tr>
<td>$57,575,000</td>
<td>$57,575,000</td>
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<tr>
<td>Equity</td>
<td>Issuance Costs</td>
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<td>425,000</td>
<td>425,000</td>
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<td>Total</td>
<td>Total</td>
</tr>
<tr>
<td>$57,950,000</td>
<td>$57,950,000</td>
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RECOMMENDATION

Credit Review Committee recommends approval.
ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
September 14, 2017

Project: Cantigny Foundation

STATISTICS

<table>
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<tr>
<th>Project Number:</th>
<th>12408</th>
<th>Amount:</th>
<th>$60,000,000 (not-to-exceed amount)</th>
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<tr>
<td>Type:</td>
<td>501(c)(3) Revenue Bonds</td>
<td>IFA Staff:</td>
<td>Rich Frampton and Brad R. Fletcher</td>
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<tr>
<td>Location:</td>
<td>Wheaton</td>
<td>County/ Region:</td>
<td>DuPage/Northeast</td>
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BOARD ACTION

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

VOTING RECORD

None. This is the first time this financing has been presented to the IFA Board for consideration.

PURPOSE

Proceeds of the Bond will be used to finance three separate capital improvement projects at the Cantigny Foundation’s Cantigny Park campus (the “Park”) including:

1. Cantigny Park improvements: including construction and/or renovations and equipping of pavilions, restrooms, and a playground; improvements to the ponds, gardens, picnic areas and landscaping; storm-water management and site; and parking lot and lighting improvements;
2. First Division Museum improvements: including remodeling, renovations, and equipping of the gallery and exhibit hall; and
3. Robert R. McCormick House improvements: including remodeling, renovation, and equipping of a banquet hall, multi-purpose and exhibit spaces; office space; restrooms; and a kitchen.

Additionally, Bond proceeds will be used to pay certain bond issuance expenses and other working capital related to the financing, if deemed necessary by Cantigny Foundation.

The initial owner, operator, or manager of the facilities being financed with the subject Bond proceeds is Cantigny Foundation and the proposed improvements will all be located at the Park at 1s151 Winfield Road, Wheaton, IL 60189.

IFA PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are municipal bonds authorized under the Internal Revenue Code that enable 501(c)(3) corporations to finance capital projects at tax-exempt municipal bond interest rates. IFA’s issuance of the Bond will convey federal tax-exempt status on the interest paid to Bondholder, thereby enabling the Bondholder to accept a below market interest rate that is passed through to the Borrower.

VOLUME CAP

No Volume Cap is required for 501(c)(3) financings.
JOBS

Current employment: 140
Jobs retained: N/A
Projected new jobs: 10 (2 Years)
Construction jobs: 338 (Projected through 2018 only; reflects First Division Museum and Landscape Architect projects)

SOURCES AND USES OF FUNDS (PRELIMINARY, SUBJECT TO CHANGE)

<table>
<thead>
<tr>
<th>Sources</th>
<th>Uses: Cantigny Park and Museums - Projects</th>
<th>Total</th>
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</thead>
<tbody>
<tr>
<td>IFA Revenue Bond</td>
<td>$57,525,000</td>
<td>$57,950,000</td>
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<tr>
<td>Equity</td>
<td>425,000</td>
<td>425,000</td>
</tr>
<tr>
<td>Total</td>
<td>$57,950,000</td>
<td>$57,950,000</td>
</tr>
</tbody>
</table>

FINANCING SUMMARY

Structure/Security: The proposed IFA Series 2017 Bond would be issued as a single bond (as currently proposed) and purchased directly by MB Financial Bank. The Bond would be a general obligation of Cantigny (which would further secure the Bank by agreeing to a negative pledge on the Foundation’s real and personal property assets). As proposed, the Robert R. McCormick Foundation would be the corporate guarantor of the Bond.

Draw-down Bond Structure: As presently contemplated, the IFA Series 2017 Bond would be issued as a “draw-down bond” over an anticipated 6-year period, thereby enabling Cantigny to finance a series of multi-year, multi-phase capital improvements at its Wheaton campus with proceeds of a single bond issue (rather than multiple bond issues).

Underlying Ratings: Cantigny Foundation is currently debt-free and is a non-rated entity. MB will not be requiring Cantigny to apply for a debt rating in connection with the subject financing.

Bondholder Security (for MB Financial Bank): As proposed, the Robert R. McCormick Foundation will be the Guarantor of the Bond, on behalf of the Cantigny Foundation. This guaranty will be coterminous with the bond financing, as proposed. It is contemplated that the subject IFA Series 2017 bondholder (MB Financial Bank) will also be secured by a negative pledge on real and personal property assets of the Cantigny Foundation.

Maturity: 15 years (presently contemplated) which would provide the Bond would mature in 2032. As proposed, the IFA Series 2017 Bond (Cantigny Foundation Project) would be an interest-only bond (i.e., non-amortizing bond) for its proposed initial 15-year life.

Estimated Interest Rates: MB Financial Bank has provided Cantigny with LIBOR-based fixed rate and variable interest rate options, which the Borrower will select in advance of closing. Under either scenario, the interest rate spread will be adjusted after Year 10 to reflect the Borrower’s financial condition (i.e., balance sheet).

Timing: November 2017 (closing date)

Rationale: The proposed Series 2017 Tax-Exempt Bond will enable Cantigny Foundation to finance (or reimburse for eligible prior expenditures) the proposed capital improvements at its First Division Museum, McCormick House Museum, and Cantigny Park in a single bond issue. Tax-Exempt Bond will enable Cantigny to finance these improvements at the lowest possible cost, thereby
enabling Cantigny to provide more services (e.g., educational programming) based on any given revenues.

The proposed improvements will upgrade visitor amenities at Cantigny Park while making the First Division Museum and Robert R. McCormick house museum more interactive and modern. The First Division Museum exhibits will cover activity of the First Division subsequent to 1970 for the first time. The physical improvements to Cantigny Park will improve lighting, irrigation, and drainage.

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**PROJECT SUMMARY (FOR IFA FINAL BOND RESOLUTION)**

Bond proceeds will be used by the Cantigny Foundation (“Cantigny”, the “Foundation”, or the “Borrower”) to (i) finance or reimburse the Borrower for all or a portion of the costs of the planning, design, acquisition, construction, renovation, improvement, expansion and equipping of its facilities and site, including without limitation: (a) Cantigny Park improvements, including construction and/or renovations and equipping of pavilions, restrooms and a playground, improvements to the ponds, gardens, picnic areas and landscaping, stormwater management and site, parking lot and lighting improvements; (b) First Division Museum improvements, including remodeling, renovations and equipping of the gallery and exhibit hall; and (c) Robert R. McCormick House improvements, including remodeling, renovation and equipping of a banquet hall, multi-purpose and exhibit spaces, office space, restrooms and a kitchen (and together with the Cantigny Park improvements and the First Division improvements, the “Project”); and (ii) pay certain expenses incurred in connection with the issuance of the Bond and other working capital related to the financing if deemed necessary by the Borrower (the “Financing Purposes”).

The initial owner, operator or manager of the facilities being financed with the proceeds of the Bond is the Borrower and the proposed improvements will all be located at Cantigny Park at 1s151 Winfield Road, Wheaton, Illinois 60189.

Estimated project costs are comprised of:

- First Division Museum – Renovations & Improvements: $8,400,000
- Cantigny Park – Renovations & Improvements: 37,500,000
- McCormick House – Renovations & Improvements: 11,675,000
- **Total** $57,525,000

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**BUSINESS SUMMARY**

**Background:** The Cantigny Foundation was established in 1958 and is incorporated as an Illinois not-for-profit corporation. Cantigny (pronounced “Can-tee-nee”) is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1985, as amended, as an organization described in Section 501(c)(3) thereof (except for income taxes pertaining to unrelated business income, of which Cantigny has reported $0 pursuant to the Cantigny Foundation’s recent annual IRS Form 990 filings).

The Robert R. McCormick Foundation was also established under provisions in the last will and testament of Colonel Robert R. McCormick (with an estate estimated at $55 million in 1955). Both the Cantigny Foundation and the Robert R. McCormick Foundation are organized under the General Not for Profit Corporation Act of Illinois.

The Cantigny Foundation has a 5-member Board of Trustees (see p. 6). All 5 Board Members of the Cantigny Foundation Board also serve as Trustees for the Robert R. McCormick Foundation, which provides Cantigny with ongoing operating contributions and support.

*Because of the common management control and support relationship between Cantigny Foundation and the Robert R. McCormick Foundation, the two foundations report their audited financial results on a consolidated basis.*
Neither Cantigny Foundation nor the Robert R. McCormick Foundation have any for-profit affiliates.

Background information regarding the respective missions and operations of the Cantigny Foundation and the Robert R. McCormick Foundation follow below.

Description: **Cantigny Foundation.** The Cantigny Foundation was established in 1958 and capitalized by the last will and testament of Colonel Robert R. McCormick providing that Colonel McCormick’s former residence and 500 acres of land be held in trust in perpetuity as a museum and public park. Cantigny Park is located near the SE corner of Roosevelt Road (Illinois 38) and Winfield Road in Wheaton, IL (see map on p. 7) and opened to the public in 1958.

Cantigny Foundation serves the general public with educational and recreational activities located at its Cantigny Park facilities at 1S151 Winfield Road, Wheaton, Illinois 60189, near the SE corner of Roosevelt Road (Illinois 38) and Winfield Road.

Cantigny Park is home to:

- **The Robert R. McCormick Museum,** a historic home that displays and interprets the life and legacy of Colonel Robert R. McCormick, and the McCormick family.
- **The First Division Museum,** dedicated to the history of “The Big Red One”, the famed 1st Infantry Division of the U.S. Army. The Museum offers interactive exhibits provide insights about America’s military, past and present.
- **Cantigny Gardens** was created in 1967 by renowned landscape architect Franz Lipp and is comprised of approximately 30 acres of formal gardens, theme plantings, statues, and tanks.
- **Visitors Center;** features a scale model of the estate, a 100-seat theatre with welcome film, Le Jardin at Cantigny Park (restaurant and banquet hall), Bertie’s Café, and the Cantigny Shop.
- **Education Center,** a prairie-style building opened in 2010 that serves as the hub of over 300 children’s programs, youth group activities, Golden Oak Club meetings (for seniors), fitness centers, horticulture workshops, art classes, and more.
- **Walking Trails and Picnic Areas;** there are approximately 3 miles of walking trails and picnic areas.
- **Cantigny Golf** was designed by Roger Packard and opened for play in 1989. The 300-acre complex includes 27 holes, the year-round Cantigny Golf Academy, the 9-hole Youth Links, and a full-service clubhouse with dining and banquet facilities.

Cantigny Foundation’s operations are supported primarily by investment income, grants from the Robert R. McCormick Foundation, and fees from the general public for the use of Cantigny’s facilities. Cantigny’s major assets are comprised of Cantigny Park, the First Division Museum, the McCormick Museum (the former residence), and the Cantigny Golf Club and restaurant.

**The Robert R. McCormick Foundation (d/b/a “McCormick Foundation”):** The McCormick Foundation’s primary mission is to foster communities of educated, informed, and engaged citizens. Its operations are supported primarily by investment income and contributions from the general public in support of its fundraising programs. Grants made by the McCormick Foundation to further its stated mission have been, to date, limited to organizations operating within the Western Hemisphere.

According to the McCormick Foundation's recent IRS Form 990 reports, it is evident that in addition to providing operating contributions to Cantigny Foundation (in support of Cantigny Park operations), the McCormick Foundation has provided contributions and grants to hundreds of organizations in support of its mission.

According to the McCormick Foundation’s website, since 1955, the McCormick Foundation has invested more than $1.5 billion in the areas of journalism, education, social services, civic engagement, and veterans’ programs.
ECONOMIC DISCLOSURE STATEMENT

Applicant: Cantigny Foundation, 1s151 Winfield Rd., Wheaton, IL 60189
Web site: www.fieldmuseum.org
Contacts: (1) Mr. Louis Marsico, Senior VP of Operations; (T): 630.260.8151; lmarsico@mccormickfoundation.org;
          (2) Ms. Sheau-ming K. Ross, Chief Financial Officer and Treasurer; (T): 630.260.8127; sross@mccormickfoundation.org
Project name: IFA Series 2017 Revenue Bond (Cantigny Foundation)
Location: 1s151 Winfield Rd., Wheaton (DuPage County), IL 60189
Organization: Illinois 501(c)(3) Corporation
Board Membership: Board of Trustees – Cantigny Foundation (Note: the same 5 board members also comprise
                  the Board of the Robert R. McCormick Foundation, which together with the Cantigny
                  Foundation comprise a consolidated financial reporting entity)
                  • Dennis FitzSimons – Chairman
                  • John Madigan
                  • Ruthellyn Musil
                  • Scott Smith
                  • Don Wycliff

Current Land Owner: The subject property is owned by Cantigny Foundation.

PROFESSIONAL & FINANCIAL

Borrower’s Counsel: Quarles & Brady LLP  Chicago, IL  John Vail
Auditor: GrantThorton LLP  Chicago, IL
Bond Counsel: Quarles & Brady LLP  Chicago, IL  Kevin Slaughter
Purchasing Bank: MB Financial Bank  Rosemont, IL  John Sassaris,
Bank Counsel: Chapman and Cutler LLP  Chicago, IL  Jessica Redman
Rating Agency: Not applicable – the subject Bond will be non-rated
First Division Museum Design: Luci Creative  Lincolnwood, IL  A.J. Goehle
General Contractor: Pepper Construction  Barrington, IL  Lance Tritzch
IFA Counsel: Ice Miller LLP  Chicago, IL  Jim Snyder,
              Mark Huddle,
              Austin Root
IFA Financial Advisor: Sycamore Advisors LLC  Indiana, IN  Diana Hamilton
                  Chicago, IL  Courtney Tobin

LEGISLATIVE DISTRICTS

Congressional: 6
State Senate: 21
State House: 42
GENERAL PROJECT LOCATION – SITE MAP

Source: Bing Maps
S62,000,000 (not-to-exceed)
Chicago Charter School Foundation d/b/a Chicago International Charter School

**REQUEST**

Purpose: Bond proceeds will be loaned to Chicago Charter School Foundation, an Illinois not-for-profit corporation (the “Borrower” or “Corporation”), d/b/a Chicago International Charter School (“CICS”), in order to assist the Corporation in providing a portion of the funds necessary to do any or all of the following: (a) to finance or refinance all or a portion of the costs of the acquisition, construction, renovation, improvement and equipping, as applicable, of its facilities constituting educational facilities (the “Project”); (b) to fund capitalized interest on the Series 2017 Bonds; (c) to fund a debt service reserve fund; and (d) to pay certain costs relating to the issuance of the Series 2017 Bonds, all as permitted by the Act (collectively, the “Financing Purposes”).

Program: Conduit 501(c)(3) Revenue Bonds

**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**

<table>
<thead>
<tr>
<th>Category</th>
<th>Number</th>
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</thead>
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<td>Current jobs</td>
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<tr>
<td>New jobs projected</td>
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<tr>
<td>Retained jobs</td>
<td>N/A</td>
</tr>
<tr>
<td>Construction jobs projected</td>
<td>115</td>
</tr>
</tbody>
</table>

**DESCRIPTION**

- Location: Chicago / Cook County / Northeast
- Type of entity: Chicago Charter School Foundation d/b/a Chicago International Charter School (“CICS”) is an Illinois not-for-profit corporation.
- Chicago International Charter School is a public charter school that operates a network of 14 campuses across Chicago that provides education to over 8,600 students in grades K-12.
- To provide families with choices beyond a charter school, CICS uses a portfolio model with a diverse group of Education Management Organizations (“EMOs”) on its campuses. The campuses offer educational programs that range from classical interdisciplinary humanities to a highly structured model focused on math and reading to a next generation approach that impacts 21st Century skills in a blended context.
- CICS has a student population composed of 96% ethnic minorities. Of its student body, 66% are African American, 25% are Hispanic, 4% are Caucasian, 2% are Asian/Pacific Islander and 1% are multi-racial, with 86% coming from low income households.

**CREDIT INDICATORS**

- The plan of finance contemplates that the tax-exempt Series 2017A Bonds and taxable Series 2017B Bonds will be publically offered by Piper Jaffray & Co. (the “Underwriter”) and sold based on the direct underlying rating of the Chicago Charter School Foundation.

**SECURITY**

- Bondholders will be secured by (i) a pledge of CICS revenues, (ii) amounts in the Funds and Accounts created under the Indenture (except the Rebate Fund), and (iii) Mortgages in connection with the Basil Campus, Longwood Campus, Loomis Primary Campus, Northtown Academy Campus, and Ralph Ellison High School Campus.

**MATURITY**

- Not-to-exceed 35 years (i.e., 2052)

**INTEREST RATE**

- The fixed-rate Bonds will bear an interest rate that is negotiated and established prior to closing and is currently estimated at between 4.00% and 5.50%.

**SOURCES AND USES**

<table>
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<tr>
<th>Source</th>
<th>Amount</th>
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<td>IFA Series 2017 Bonds</td>
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<td>IFA Series 2007A Refunding</td>
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<td>Series 2007A Debt Service</td>
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<td>Project Costs</td>
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<td>Series 2007A Bond Fund</td>
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<td>Costs of Issuance</td>
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**RECOMMENDATION**

Credit Review Committee recommends approval.
ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
September 14, 2017

Project: Chicago Charter School Foundation
d/b/a Chicago International Charter School

STATISTICS

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<th>Project Number:</th>
<th>Amount: $62,000,000 (not-to-exceed)</th>
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<tr>
<td>Type: 501(c)(3) Revenue Bonds</td>
<td>IFA Staff: Rich Frampton and Brad R. Fletcher</td>
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<tr>
<td>Location: Chicago</td>
<td>Region: Cook County/Northeast</td>
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</table>

BOARD ACTION

Final Bond Resolution (One-time consideration)
No IFA funds at risk
Credit Review Committee recommends approval
No extraordinary conditions

VOTING RECORD

None. This is the first time this matter has been presented to the IFA Board of Directors.

PURPOSE

Bond proceeds will be loaned to Chicago Charter School Foundation, an Illinois not-for-profit corporation (the "Borrower" or "Corporation"), d/b/a Chicago International Charter School, in order to assist the Corporation in providing a portion of the funds necessary to do any or all of the following: (a) to finance or refinance all or a portion of the costs of the acquisition, construction, renovation, improvement and equipping, as applicable, of certain of its facilities constituting educational facilities (the "Project"); (b) to fund capitalized interest on the Series 2017 Bonds; (c) to fund a debt service reserve fund; and (d) to pay certain costs relating to the issuance of the Series 2017 Bonds, all as permitted by the Act (collectively, the "Financing Purposes").

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS

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<td>IFA Series 2017 Bonds</td>
<td>IFA Series 2007A Refunding</td>
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<td>Series 2007A Debt Service Reserve Fund</td>
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<td>$55,000,000</td>
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JOBS

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<tr>
<th>Current employment:</th>
<th>Projected new jobs: 7* (12 - 24 months)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jobs retained: N/A</td>
<td>Construction jobs: 115 (3 - 30 months)</td>
</tr>
</tbody>
</table>

*CICS does not employ any teachers or support staff on-campus as the Education Management Organizations are the respective employers of all school-based staff.
FINANCING SUMMARY

Structure: Fixed rate, tax-exempt and taxable bonds will be sold based on the underlying direct rating of Chicago International Charter School (“CICS”). The plan of finance contemplates that the Bonds will be offered in minimum denominations of $5,000 in a manner consistent with IFA Bond Program Handbook requirements. Bonds will be underwritten by Piper Jaffray & Co. (the “Underwriter”).

Security/Rating: Investors will be secured by (i) a pledge of CICS revenues, (ii) amounts in the Funds and Accounts created under the Indenture (except the Rebate Fund), and (iii) Basil Campus, Longwood Campus, Loomis Primary Campus, Northtown Academy Campus, and Ralph Ellison High School Campus.


Interest Rate: The Bonds will bear a fixed interest rate that will reflect prevailing market conditions at closing (currently estimated at between 4.00% and 5.50% as of 9/1/2017).

Maturity: Not-to-exceed 35 years (i.e., 2052)

Estimated Closing Date: September/October 2017

Rationale: This transaction will current refund the Illinois Finance Authority Charter School Revenue Project and Refunding Bonds, Series 2007A (Chicago Charter School Foundation Project) to achieve interest rate savings and finance various improvements at certain campuses of CICS on a tax-exempt basis.

Overall, the proposed financing will reduce monthly payments that (together with other funds available to the Borrower) will assist in helping CICS keep its fixed charges as low as possible. The savings from the proposed tax-exempt financing will also free up cash to be used for educational purposes directly in the classroom.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be loaned to Chicago Charter School Foundation, an Illinois not-for-profit corporation (the “Borrower” or “Corporation”), d/b/a Chicago International Charter School (“CICS”), in order to assist the Corporation in providing a portion of the funds necessary to do any or all of the following: (a) to finance or refinance all or a portion of the costs of the acquisition, construction, renovation, improvement and equipping, as applicable, of certain of its facilities constituting educational facilities (the “Project”); (b) to fund capitalized interest on the Series 2017 Bonds; (c) to fund a debt service reserve fund; and (d) to pay certain costs relating to the issuance of the Series 2017 Bonds, all as permitted by the Act (collectively, the “Financing Purposes”).

Estimated improvements financed with proceeds of the Series 2017 Bonds include the following:

<table>
<thead>
<tr>
<th>Description</th>
<th>Cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>Northtown Academy Campus Windows / Community Room</td>
<td>$4,135,000</td>
</tr>
<tr>
<td>Longwood Campus Roof / Auditorium / Tunnel / Tuckpointing / Floor Abatement / Electrical / Elevator</td>
<td>4,370,000</td>
</tr>
<tr>
<td>Basil Campus Roof</td>
<td>205,000</td>
</tr>
<tr>
<td><strong>Total:</strong></td>
<td><strong>$8,710,000</strong></td>
</tr>
</tbody>
</table>
BUSINESS SUMMARY

Description: Chicago Charter School Foundation, an Illinois not-for-profit corporation (the “Borrower” or “Corporation”), d/b/a Chicago International Charter School (“CICS” or the “Charter School”), was established in 1997 and is incorporated under State of Illinois law. The Borrower is a 501(c)(3) not-for-profit corporation exempt from federal income taxes under the Internal Revenue Code as of March 22, 1999.

Chicago Charter School Foundation is governed by a 9-member Board of Directors (see pp. 7-8).

Background: The Chicago Charter School Foundation has a Charter Agreement with the Chicago Board of Education to operate the Chicago International Charter School, which was originally issued in 1997 and most recently renewed through June 30, 2024 by the Chicago Board of Education in August 2017. CICS has fourteen campuses. The Charter School sets forth a maximum student enrollment of 9,261 students for all CICS campuses. Additionally, CICS has been certified as a charter school by the Illinois State Board of Education.

A multi-campus charter school, CICS serves approximately 8,616 students from all over Chicago. As of fall 2017, CICS had a waiting list of 2,413 students who were attending public and private schools in Chicago. Under the terms of its agreement with the Chicago Board of Education, the Borrower has been given autonomy from many of the regulations of the traditional school system in return for providing a quality education at its CICS campuses. All of the CICS campuses offer nationally-recognized, college preparatory educational programs in a disciplined learning environment.

Most of CICS students are from disadvantaged families. 100% of the students participate in the federal free and reduced lunch program based upon federal poverty guidelines. Currently, CICS campuses are located in the Auburn-Gresham, Roseland, Washington Heights, Riverdale, Logan Square, West Englewood, Wrightwood, Avalon, Irving Park, Northtown, Sauganash, West Old Town, Belmont-Cragin and Washington Park communities. The buildings occupied by the Borrower’s schools were all built between the late 19th century and the mid-20th century.

The mission of the Borrower is to provide, through innovation and choice, an attractive and rigorous college-preparatory education that meets the need of today’s student.

To fulfill this mission, the Borrower partners with Educational Management Organizations (“EMOs”) to operate the CICS fourteen campuses serving more than 8,600 students in the Chicago, Illinois area. The key characteristics of CICS that support the mission of the Borrower are a unique governance structure, commitment to college preparation, continued focus on data, and urgency around continuous improvement. This unique organizational structure of the Borrower allows educators to focus on student growth while the Borrower provides financial management. In order to implement a system that supports empirically-based decision making, the Borrower focuses on five key areas as core competencies:

(a) Accountability & Student Achievement. the Borrower has a robust educational management system that: (i) supports the evaluation, analysis, and modification of teaching practices; (ii) tracks individual and aggregate data over time; and (iii) implements rubrics that assess EMO and teacher effectiveness.

(b) Program/Foundation Model. With per pupil funding equivalent to approximately 90% of that of traditional Chicago Public Schools, the Borrower must focus on fiscal efficiency. This includes a strong capital strategy, minimized costs, and shared risk with EMO partners. Costs are well managed, allowing EMOs to focus on education and site-specific management issues while the Borrower assumes responsibility for facilities management, compliance and reporting, and back-office items. To meet extraordinary program needs, the Borrower pursues contributed income from individuals, foundations, corporations, and government agencies.
(c) Facilities Management. Fiscal efficiency extends to facilities planning and management. CICS campuses are, and will be, located in low-income neighborhoods in which appropriate facilities are difficult to find. The Borrower has instituted proactive budget forecasting for expansion and maintenance activities as well as for competitive assessment of contractors.

(d) Communications, Advocacy and Public Relations. Board and staff members are involved in local, state and national activities, planning and evaluation committees, and legislative discussions that affect all schools of choice in Illinois.

(e) EMO Relationships. An essential element of the Borrower’s educational model is its relationship with EMO partners. The Borrower has begun to implement a collaborative relationship in which each EMO and the Borrower work together to implement and manage ever-tightening evaluation/analysis/modification feedback loops tied to performance objectives.

Education Management Organizations: The Borrower has retained the services of four EMOs to run the day-to-day operations of its CICS network of schools: Distinctive Schools, Charter Schools USA, ReGeneration Schools, and Civitas Schools, LLC, a wholly owned subsidiary of the Borrower. The EMOs specialize in school management and instructional delivery and manage the day-to-day operations of the CICS campuses, while operating under performance-based contracts with the Borrower.

Each of the EMOs is responsible for staffing the CICS campuses it manages. CICS does not staff faculty at its campuses. For the 2016-2017 school year, please see below for the respective EMOs that manage each of the 14 CICS campuses.

<table>
<thead>
<tr>
<th>Campus Name</th>
<th>Neighborhood Location</th>
<th>Grades Served</th>
<th>Year Opened</th>
<th>Number of Students</th>
<th>Education Management Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>Avalon/South Shore</td>
<td>Avalon</td>
<td>K-8</td>
<td>2005</td>
<td>501</td>
<td>ReGeneration Schools</td>
</tr>
<tr>
<td>Basil</td>
<td>West Englewood</td>
<td>K-8</td>
<td>2002</td>
<td>749</td>
<td>ReGeneration Schools</td>
</tr>
<tr>
<td>Bucktown</td>
<td>Logan Square</td>
<td>K-8</td>
<td>1997</td>
<td>704</td>
<td>Distinctive Schools</td>
</tr>
<tr>
<td>ChicagoQuest</td>
<td>West Old Town</td>
<td>9-12</td>
<td>2011</td>
<td>288</td>
<td>Civitas</td>
</tr>
<tr>
<td>Irving Park</td>
<td>Irving Park</td>
<td>K-8</td>
<td>2007</td>
<td>556</td>
<td>Distinctive Schools</td>
</tr>
<tr>
<td>Lloyd Bond</td>
<td>Riverdale</td>
<td>K-6</td>
<td>2009</td>
<td>341</td>
<td>Charter Schools USA</td>
</tr>
<tr>
<td>Longwood</td>
<td>Washington Heights</td>
<td>3-12</td>
<td>1997</td>
<td>1,361</td>
<td>Charter Schools USA</td>
</tr>
<tr>
<td>Loomis Primary</td>
<td>Washington Heights</td>
<td>K-2</td>
<td>2008</td>
<td>550</td>
<td>Charter Schools USA</td>
</tr>
<tr>
<td>Northtown</td>
<td>Sauganash</td>
<td>9-12</td>
<td>2002</td>
<td>908</td>
<td>Civitas</td>
</tr>
<tr>
<td>Prairie</td>
<td>Roseland</td>
<td>K-8</td>
<td>1997</td>
<td>420</td>
<td>Distinctive Schools</td>
</tr>
<tr>
<td>Ralph Ellison</td>
<td>Auburn-Gresham</td>
<td>9-12</td>
<td>2006</td>
<td>441</td>
<td>Civitas</td>
</tr>
<tr>
<td>Washington Park</td>
<td>Washington Park</td>
<td>K-8</td>
<td>2001</td>
<td>482</td>
<td>ReGeneration Schools</td>
</tr>
<tr>
<td>West Belden</td>
<td>Belmont Cragin</td>
<td>K-8</td>
<td>2002</td>
<td>531</td>
<td>Distinctive Schools</td>
</tr>
<tr>
<td>Wrightwood</td>
<td>Wrightwood</td>
<td>K-8</td>
<td>2005</td>
<td>784</td>
<td>Civitas</td>
</tr>
</tbody>
</table>

With the exception of Charter Schools USA, the EMOs are not-for-profit entities. Each EMO operates on yearly contracts with CICS.
ECONOMIC DISCLOSURE STATEMENT

Applicant: Chicago Charter School Foundation, 11 East Adams, Suite 600, Chicago (Cook County), IL 60603

Contact: Kathleen Clarke, Chief Network Operations: (T) 312-651-5000; email: kclarke@chicagointl.org

Website: http://www.chicagointl.org/

Site Locations: The initial owner, operator or manager of the Facilities is the Borrower. Each of the Facilities is to be used for the operation of a multi-site charter school known as Chicago International Charter School (“CICS”). The location of each of the Facilities is listed below, as well as the name of the campus located at each of the Facilities and the charter school grades served.

1. 1501 East 83rd Place, Chicago, Illinois 60617 (CICS Avalon, K-8)
2. 1816 W. Garfield Blvd., Chicago, Illinois 60609 (CICS Basil, K-8)
3. 2235 N. Hamilton Ave., Chicago, Illinois 60647 (CICS Bucktown, K-8)
4. 1443 N. Ogden Ave., Chicago, Illinois 60610 (CICS ChicagoQuest, 9-12)
5. 3820 N. Spaulding Ave., Chicago Illinois 60618 (CICS Irving Park K-8)
6. 13300 S. Langley Ave., Chicago, Illinois 60627 (CICS Lloyd Bond, K-6)
7. 1309 W. 95th Street, Chicago, Illinois 60643 (CICS Longwood, 3-12)
8. 9535 S. Loomis Avenue, Chicago, Illinois 60643 (CICS Loomis Primary, K-2)
9. 3900 W. Peterson Ave. Chicago, Illinois 60659 (CICS Northtown Academy, 9-12)
10. 11530 S Prairie Ave, Chicago, Illinois 60628 (CICS Prairie, K-8)
11. 1817 W. 80th St., Chicago, Illinois 60620 (CICS Ralph Ellison High School, 9-12)
13. 2245 N. McVicker Ave., Chicago, Illinois 60639 (CICS West Belden, K-8)


Organization: Illinois not-for-profit established as a 501(c)(3) corporation under the Internal Revenue Code
Lessors of School Properties: Certain campuses of CICS are subject to lease arrangements with various lessors identified below:

<table>
<thead>
<tr>
<th>Facility</th>
<th>Date Opened</th>
<th>Leased/Owned</th>
<th>Lessor</th>
</tr>
</thead>
<tbody>
<tr>
<td>Avalon/South Shore</td>
<td>2005-2006</td>
<td>Leased</td>
<td>St. Felicitas</td>
</tr>
<tr>
<td>Basil</td>
<td>2002-2003</td>
<td>Owned</td>
<td>N/A</td>
</tr>
<tr>
<td>Bucktown</td>
<td>1997-1998</td>
<td>Leased</td>
<td>St. Hedwig</td>
</tr>
<tr>
<td>ChicagoQuest</td>
<td>2011-2012</td>
<td>Leased</td>
<td>Chicago Public Schools</td>
</tr>
<tr>
<td>Irving Park</td>
<td>2007-2008</td>
<td>Leased</td>
<td>Immaculate Heart of Mary</td>
</tr>
<tr>
<td>Lloyd Bond</td>
<td>2009-2010</td>
<td>Leased</td>
<td>Our Lady of the Garden</td>
</tr>
<tr>
<td>Longwood</td>
<td>1997-1998</td>
<td>Owned</td>
<td>N/A</td>
</tr>
<tr>
<td>Loomis Primary</td>
<td>2008-2009</td>
<td>Owned</td>
<td>N/A</td>
</tr>
<tr>
<td>Northtown</td>
<td>2002-2003</td>
<td>Owned</td>
<td>N/A</td>
</tr>
<tr>
<td>Prairie</td>
<td>1997-1998</td>
<td>Leased</td>
<td>St. Anthony</td>
</tr>
<tr>
<td>Ralph Ellison</td>
<td>2006-2007</td>
<td>Owned</td>
<td>N/A</td>
</tr>
<tr>
<td>Washington Park</td>
<td>2001-2002</td>
<td>Leased</td>
<td>St. Anselm and St. Edmund’s</td>
</tr>
<tr>
<td>West Belden</td>
<td>2002-2003</td>
<td>Leased</td>
<td>St. John Bosco</td>
</tr>
<tr>
<td>Wrightwood</td>
<td>2005-2006</td>
<td>Leased</td>
<td>St. Thomas More</td>
</tr>
</tbody>
</table>

Board of Directors:

LAURA THONN, PRESIDENT / TREASURER
Laura Thonn is a partner at PricewaterhouseCoopers LLP in their business assurance practice. She is a licensed certified public accountant in the state of Illinois. Ms. Thonn has previously served on the board of directors for Onward Neighborhood House, as a social worker for high school students, and as a program assistant for Voices for Illinois Children, the leading advocacy organization serving children and families in Illinois. She earned her B.S. from Boston College and has a Master's degree in Social Service Administration from the University of Chicago.

THOMAS J. NIEMAN, SECRETARY
Thomas Nieman is the owner and President of Nieman Inc., a privately held company that specializes in developing curriculum materials for educational publishers. He is a former elementary school teacher and was previously the vice-president of Reading, Language Arts, and Literature at Scott Foresman and Company. Mr. Nieman has co-authored a number of textbook series including ACCESS, a middle school series for English language learners, the American Documents series and the World Histories series for National Geographic. He is a graduate of Northwestern University.

DANIEL ANELLO
Daniel Anello is the CEO of New Schools for Chicago. He previously served as the Chief of Strategy and External Relations for Chicago International Charter School. Mr. Anello came to CICS through the Broad Residency. Mr. Anello is a member of the inaugural class of Presidential Leadership Scholars, an initiative that draws upon the resources of the U.S. presidential centers of Lyndon B. Johnson, George H.W. Bush, William J. Clinton, and George W. Bush. He received a B.A. in mathematics from Williams College and a M.B.A. from the University of Chicago, Booth School of Business.
DAVID BLINDERMAN
David Blinderman is the CEO of Blinderman Construction, a general contracting firm based in Chicago. Mr. Blinderman previously worked as a portfolio manager for Aetna Real Estate Investors, and as a senior consultant for Ernst & Young specializing in real estate securitization and valuation. As a firm believer in access to quality public education, he is a strong promoter and supporter of STEM-centric career development and mentoring for underserved student populations. Mr. Blinderman earned a B.S in civil engineering from the University of Illinois, and an MBA from Northwestern University’s Kellogg Graduate School of Management.

DAVID J. CHIZEWER
David Chizewer, is one of the founding members of Chicago International Charter Schools. He is also a Partner in Goldberg Kohn, Ltd. Litigation Group serving as the Chairman of the firm's Education Industry Practice. In his civic work, Mr. Chizewer is a recognized expert on charter schools, having co-founded CICS as well as the Illinois Network of Charter Schools (INCS). He was a member of the Education Policy Group for the Barack Obama Presidential Campaign. Mr. Chizewer received his law degree from the University of Chicago and his B.A. in Economics, magna cum laude, from Pomona College.

VIOLET M. CLARK
Violet Clark is a Partner at Laner, Muchin, Dombrow, Becker, Levin and Tominberg where she specializes in labor and employment law. Prior to joining Laner, Ms. Clark served as a staff attorney with the Legal Assistance Foundation of Chicago and as a Trial Attorney with the United States Equal Employment Opportunity Commission. Ms. Clark is a member of the Black Women Lawyers Association and the Cook County Bar Association. She serves as the Vice President of the United States Tennis Association/Midwest Section. Additionally, Ms. Clark is a founding member of Friends of CICS Tennis. Ms. Clark received her law degree from Cornell University Law School and her B.A. from Brown University.

CATHERINE H. GOTTFRED Ph.D.
Catherine Gottfred, a founding member of CICS, is the Founder and CEO of Leap Learning Systems, a non-profit organization dedicated to language and literacy development. She has teaching and clinical experience, and has held numerous positions in the field's state and national associations. Ms. Gottfred previously served as the President of the American Speech-Language-Hearing Association, President of the Illinois Speech-Language-Hearing Association, and as the American Speech-Language-Hearing Association Vice President of Governmental and Social Policies. She received her doctoral degree in speech pathology from Northwestern University.

BRIAN NOVELLINE
Brian Novelline is Vice President for Mesirow Advanced Strategies, Inc. He is responsible for manager selection across the capital structure and is leading the firm’s co-investment efforts. Prior to joining Mesirow, Mr. Novelline co-managed a multi-strategy portfolio for DRW Holdings and was an equity analyst at Compass Asset Management. Mr. Novelline is a member of the Organizing Committee for Cycle for Survival, a national fundraising event for cancer research. He also serves as an advisory board member of Tree Global, an international sustainable agriculture and environmental restoration program. Mr. Novelline received his B.A. in Economics from Dartmouth College and his M.B.A. from Kellogg Graduate School of Management at Northwestern University.

ALBERTA JOHNSON
Alberta Johnson serves as a consultant to senior executives in the corporate and private sectors in the areas of policy development, diversity & inclusion, compliance, branding and strategic planning. She most recently served as National Diversity Manager for Schiff Hardin LLP and served in a variety of positions in city government for 10 years. Ms. Johnson serves on the board of directors for Pass with Flying Colors, the National Society of Hispanic MBAs (NSH MBA), the Children’s Hospital at the University of Illinois (CHUI) and the Illinois Diversity Council (ILDC). She earned her Master’s in Public Administration from the Illinois Institute of Technology, her Master’s in Business Administration from Roosevelt University and her Bachelor’s degree in Sociology and Criminal Justice from the University of Illinois at Chicago.
## PROFESSIONAL & FINANCIAL

<table>
<thead>
<tr>
<th>Role</th>
<th>Firm</th>
<th>City, State</th>
<th>Contacts</th>
</tr>
</thead>
<tbody>
<tr>
<td>Borrower’s Counsel</td>
<td>Chapman &amp; Cutler LLP</td>
<td>Chicago, IL</td>
<td>Nancy Burke, David Cholst</td>
</tr>
<tr>
<td>Borrower’s Advisor</td>
<td>North Slope Capital Advisors</td>
<td>Denver, CO</td>
<td>Julia Donnelly, Steph Chichester</td>
</tr>
<tr>
<td>Auditor</td>
<td>Ostrow Reisin Berk &amp; Abrams Ltd.</td>
<td>Chicago, IL</td>
<td>Thomas M. Peltz, Hester Parrot, Shawn Willette</td>
</tr>
<tr>
<td>Bond/Disclosure Counsel</td>
<td>Kutak Rock LLP</td>
<td>Denver, CO</td>
<td>Ray Fricke, Kamille Curylo</td>
</tr>
<tr>
<td>Underwriter</td>
<td>Piper Jaffray &amp; Co.</td>
<td>San Francisco, CA</td>
<td>Bill Wildman, Nick Hagen, Wesley Olson</td>
</tr>
<tr>
<td>Underwriter’s Counsel</td>
<td>Orrick, Herrington &amp; Sutcliffe</td>
<td>San Francisco, CA</td>
<td>Eugene Clark-Herrera</td>
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<tr>
<td>Rating Agency</td>
<td>S&amp;P Global Ratings</td>
<td>TBD</td>
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<tr>
<td>Trustee</td>
<td>TBD</td>
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</tr>
<tr>
<td>IFA Counsel</td>
<td>Greenberg Traurig, LLP</td>
<td>Chicago, IL</td>
<td>Matt Lewin, Phoebe Selden</td>
</tr>
<tr>
<td>IFA Financial Advisor</td>
<td>Acacia Financial Group</td>
<td>Chicago, IL</td>
<td>Siamac Afshar</td>
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<table>
<thead>
<tr>
<th></th>
<th>Address</th>
<th>Zip Code</th>
<th>Campus Name</th>
<th>Congressional</th>
<th>State Senate</th>
<th>State House</th>
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<td>1</td>
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<td>CICS Avalon, K-8</td>
<td>1</td>
<td>17</td>
<td>33</td>
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<tr>
<td>2</td>
<td>1816 W. Garfield Blvd, Chicago, IL 60609</td>
<td></td>
<td>CICS Basil, K-8</td>
<td>7</td>
<td>3</td>
<td>6</td>
</tr>
<tr>
<td>3</td>
<td>2235 N. Hamilton Ave., Chicago, IL 60647</td>
<td></td>
<td>CICS Bucktown, K-8</td>
<td>5</td>
<td>6</td>
<td>11</td>
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<tr>
<td>4</td>
<td>1443 N. Ogden Ave., Chicago, IL 60610</td>
<td></td>
<td>CICS ChicagoQuest, 9-12</td>
<td>7</td>
<td>5</td>
<td>9</td>
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<tr>
<td>5</td>
<td>3820 N. Spaulding Ave., Chicago, IL 60618</td>
<td></td>
<td>CICS Irving Park K-8</td>
<td>4</td>
<td>20</td>
<td>40</td>
</tr>
<tr>
<td>6</td>
<td>13300 S Langley Ave, Chicago, IL 60827</td>
<td></td>
<td>CICS Lloyd Bond, K-6</td>
<td>2</td>
<td>15</td>
<td>29</td>
</tr>
<tr>
<td>7</td>
<td>1309 W. 95th Street, Chicago, IL 60643</td>
<td></td>
<td>CICS Longwood, 3-12</td>
<td>1</td>
<td>14</td>
<td>27</td>
</tr>
<tr>
<td>8</td>
<td>9535 S. Loomis Ave, Chicago, IL 60643</td>
<td></td>
<td>CICS Loomis Primary, K-2</td>
<td>1</td>
<td>14</td>
<td>27</td>
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<tr>
<td>9</td>
<td>3900 W. Peterson Ave, Chicago, IL 60659</td>
<td></td>
<td>CICS Northtown Academy, 9-12</td>
<td>5</td>
<td>8</td>
<td>15</td>
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<tr>
<td>10</td>
<td>11530 S Prairie Ave, Chicago, IL 60628</td>
<td></td>
<td>CICS Prairie, K-8</td>
<td>2</td>
<td>17</td>
<td>34</td>
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<tr>
<td>11</td>
<td>1817 W. 80th St., Chicago, IL 60620</td>
<td></td>
<td>CICS Ralph Ellison High School, 9-12</td>
<td>1</td>
<td>16</td>
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<tr>
<td>12</td>
<td>110 E 61st St., Chicago, IL 60637</td>
<td></td>
<td>CICS Washington Park, K-8</td>
<td>1</td>
<td>3</td>
<td>5</td>
</tr>
<tr>
<td>13</td>
<td>2245 N. McVicker Ave, Chicago, IL 60639</td>
<td></td>
<td>CICS West Belden, K-8</td>
<td>4</td>
<td>2</td>
<td>3</td>
</tr>
<tr>
<td>14</td>
<td>8130 S. California Ave, Chicago, IL 60652</td>
<td></td>
<td>CICS Wrightwood Elementary School, K-8</td>
<td>1</td>
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<td>31</td>
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Service Area of Chicago Charter School Foundation:
$20,000,000
Blessing Hospital

REQUEST

Purpose: Proceeds will be used by Blessing Hospital (the “Blessing” or the “Borrower”): (i) to refund their 2007 Bonds issued by the City of Quincy, (ii) reimburse the Borrower for funds spent on certain health facilities owned and operated by the Borrower, including, but not limited to the food service facilities located at Blessing Hospital, and (iii) to pay for the cost of issuance.

Program: Conduit 501(c)(3) Revenue Bonds

Extraordinary Conditions: None.

BOARD ACTIONS

Final Bond Resolution.
Voting Record – August 17, 2017 – Preliminary Bond Resolution – 11 Yeas; 0 Nays; 0 Abstain; 3 Absent (Juracek, Smoots and Yonover); 1 Vacancy.

MATERIAL CHANGES

Added description of new money purposes.

JOB DATA

<table>
<thead>
<tr>
<th></th>
<th>Current jobs</th>
<th>New jobs projected</th>
<th>Retained jobs</th>
<th>Construction jobs projected</th>
</tr>
</thead>
<tbody>
<tr>
<td>2,400</td>
<td>0</td>
<td>35</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

DESCRIPTION

● Location: Quincy/Adams County
● Blessing Hospital is an Illinois not-for-profit corporation which operates a 307 licensed bed sole community hospital in Quincy, Illinois in Adams County. Blessing has over 50% market share in its primary service area. The Medical-Dental Staff is composed of 224 physicians, representing 40 fields of medical specialization. Blessing Hospital is a Level II trauma center serving the community of Quincy and the surrounding rural population.
● Blessing Hospital offers a wide range of services including: Ambulatory Surgical Services, Anesthesiology, Angiography, Blood Component Therapy, Bone Densitometry, Cancer Care, Cardiac Angioplasty, Cardiac Atrial Fibrillation Ablation, Cardiac Diagnostic Testing, Cardiac Electrophysiology, Cardiac Rehabilitation, Cardiac Stent Placement, Care Management, Computerized Tomography (CT), Coronary Care, Diabetes Education, Discharge Planning, EEG Testing, Emergency Care/Trauma Center, Emergency Medical Services, Endoscopic Procedures, Home Care Skilled, Hospice Inpatient and Respite, Intensive Care, Intravenous Therapy, Kidney Stone Lithotripsy, Laboratory Services, Magnetic Resonance Imaging, Mammography, Maternity Care, Medical/Surgical Nursing Care, Mirlaluma Breast Imaging, Neurological Testing, Nuclear Medicine Testing, Nutritional Assessment, Occupational Therapy, One Day Surgery, Pain Management Services, Palliative Care, Pathology, Pediatrics, Pharmacy, Physical Therapy, Psychiatry, Pulmonary Rehabilitation, Respiratory Therapy, Robotic Surgery, Skilled Nursing Care, Sleep Center, Social Work Services, Speech Therapy, Stereotactic Breast Biopsy, Stereotactic Radiotherapy, Ultrasonography Testing, Wound Clinic/Hyperbaric Therapy and Surgical Services including Cardiac Bypass, Ear, Nose & Throat, General, Gynecological, Maxillofacial, Neurological, Ophthalmic, Oral, Orthopedic, Plastic & Reconstructive, Thoracic, Urological and Vascular.

SECURITY

● The bondholders will have a security interest in the Gross Revenues of the Obligated Group.

STRUCTURE

● The plan of finance contemplates a bank direct purchase by Commerce Bank or one of its Subsidiaries.
● Bonds will mature no later than 2057.

SOURCES AND USES

<table>
<thead>
<tr>
<th>Sources:</th>
<th>Uses:</th>
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</thead>
<tbody>
<tr>
<td>IFA Bonds $20,000,000</td>
<td>IFA Bonds $16,000,000</td>
</tr>
<tr>
<td>New Money</td>
<td>New Money $4,000,000</td>
</tr>
<tr>
<td>Total $20,000,000</td>
<td>Total $20,000,000</td>
</tr>
</tbody>
</table>

RECOMMENDATION

Credit Review Committee recommends approval.
ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
September 14, 2017

Project: Blessing Hospital

STATISTICS

<table>
<thead>
<tr>
<th>Project Number:</th>
<th>12398</th>
<th>Type:</th>
<th>501(c)(3) Bonds</th>
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<tbody>
<tr>
<td>Location:</td>
<td>Quincy, IL</td>
<td>Amount:</td>
<td>$20,000,000 (Not-to-Exceed)</td>
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<tr>
<td>IFA Staff:</td>
<td>Pam Lenane</td>
<td>County/Region:</td>
<td>Adams/West Central</td>
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</tbody>
</table>

BOARD ACTION

Final Bond Resolution
Conduit 501(c)(3) Revenue Bonds
Credit Review Committee recommends approval.

VOTING RECORD

Final Bond Resolution.
Voting Record – August 17, 2017 – Preliminary Bond Resolution – 11 Yeas; 0 Nays; 0 Abstain; 3 Absent (Juracek, Smoots and Yonover); 1 Vacancy.

PURPOSE

Proceeds will be used by Blessing Hospital (the “Blessing” or the “Borrower”): (i) to refund their 2007 Bonds issued by the City of Quincy, (ii) reimburse Borrower for funds spent on certain health facilities owned and operated by the Borrower, including, but not limited to the food service facilities located at Blessing Hospital, and (iii) to pay for the cost of issuance.

VOLUME CAP

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

IFA PROGRAM AND CONTRIBUTION

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

JOBS

Current employment: 2,400
Jobs retained: 2,400
Projected new jobs: 0
Construction jobs: 35

ESTIMATED SOURCES AND USES OF FUNDS

<table>
<thead>
<tr>
<th>Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>IFA Bonds</td>
<td>$20,000,000</td>
</tr>
<tr>
<td>New Money</td>
<td>$16,000,000</td>
</tr>
<tr>
<td>Total</td>
<td>$20,000,000</td>
</tr>
</tbody>
</table>

IFA Public Board Book (Version 1), Page 64
FINANCING SUMMARY

Security: The Bonds will be secured by a security interest in the Gross Revenues of the Obligated Group.

Structure: The tax-exempt fixed rate Bonds will be bank direct purchase by Commerce Bank or one of its Subsidiaries.

Interest Rate: To be determined at closing.

Interest Mode: Fixed Rate

Credit Enhancement: None

Maturity: Bonds will mature no later than 2057.


Estimated Closing Date: November, 2017

PROJECT SUMMARY

Proceeds will be used by Blessing Hospital (the “Blessing” or the “Borrower”): (i) to refund their 2007 Bonds issued by the City of Quincy, (ii) reimburse Borrower for funds spent on certain health facilities owned and operated by the Borrower, including, but not limited to the food service facilities located at Blessing Hospital, and (iii) to pay for the cost of issuance.

BUSINESS SUMMARY

Blessing Hospital (“Blessing”) is an Illinois not-for-profit corporation which operates a 307 licensed bed sole community hospital in Quincy, Illinois in Adams County. Blessing has over 50% market share in its primary service area. The Medical-Dental Staff is composed of 224 physicians, representing 40 fields of medical specialization. Blessing Hospital is a Level II trauma center serving the community of Quincy and the surrounding rural population.

Blessing offers a wide range of services including: Ambulatory Surgical Services, Anesthesiology, Angiography, Blood Component Therapy, Bone Densitometry, Cancer Care, Cardiac Angioplasty, Cardiac Atrial Fibrillation Ablation, Cardiac Diagnostic Testing, Cardiac Electrophysiology, Cardiac Rehabilitation, Cardiac Stent Placement, Care Management, Computedized Tomography (CT), Coronary Care, Diabetes Education, Discharge Planning, EEG Testing, Emergency Care/Trauma Center, Emergency Medical Services, Endoscopic Procedures, Home Care Skilled, Hospice Inpatient and Respite, Intensive Care, Intravenous Therapy, Kidney Stone Lithotripsy, Laboratory Services, Magnetic Resonance Imaging, Mammography, Maternity Care, Medical/Surgical Nursing Care, MIRALUMA Breast Imaging, Neurological Testing, Nuclear Medicine Testing, Nutritional Assessment, Occupational Therapy, One Day Surgery, Pain Management Services, Palliative Care, Pathology, Pediatrics, Pharmacy, Physical Therapy, Psychiatry, Pulmonary Rehabilitation, Respiratory Therapy, Robotic Surgery, Skilled Nursing Care, Sleep Center, Social Work Services, Speech Therapy, Stereotactic Breast Biopsy, Stereotactic Radiotherapy, Ultrasoundography Testing, Wound Clinic/Hyperbaric Therapy and Surgical Services including Cardiac Bypass, Ear, Nose & Throat, General, Gynecological, Maxillofacial, Neurological, Ophthalmic, Oral, Orthopedic, Plastic & Reconstructive, Thoracic, Urological and Vascular.
ECONOMIC DISCLOSURE STATEMENT

Applicant: Blessing Hospital

Site Address: 1005 Broadway, P.O. Box 7005
Quincy, IL 62305-7005

Contact: Patrick Gerveler, Chief Financial Officer
Timothy Moore, Chief Accounting Officer
Linda Voshake, Assistant Treasurer

Website: www.blessinghospital.org

Board of Trustee
Christopher J. Niemann, Chair
Phillip G. Conover, Vice Chair
Maureen A. Kahn, President/CEO
Timothy A. Moore, Secretary
Patrick M. Gerveler, Treasurer
Todd Petty, MD, Chief of Medical Staff
Sayeed Ali
Nancy Bluhm
David Boster
Julie Brink
Dennis Go, MD
Michael R. Hulsen
Timothy D. Koontz
Thomas Miller, MD
Harsha Polavarapu, MD
Abby Reich, MD

PROFESSIONAL & FINANCIAL

Borrower’s Counsel: Schmiedeskamp Robertson Neu & Mitchell LLP Quincy, IL Harold B. Oakley
Bond Counsel: Chapman and Cutler LLP Chicago, IL Rich Tomei
Bank/s: Commerce Bank Kansas City, MO Jennifer Elder
Banks Counsel: Gilmore & Bell PC Kansas City, MO Scott Waller
Trustee: Mercantile Trust & Savings Bank Quincy, IL Clara Ehrhart
IFA Counsel: Miller, Hall & Triggs, LLC Peoria, IL Richard Joseph
IFA Financial Advisor: Sycamore Advisors, LLC Indianapolis, IN & Chicago, IL Diana Hamilton, Courtney Tobin

LEGISLATIVE DISTRICTS

Congressional: 18
State Senate: 47
State House: 94
SERVICE AREA

Blessing Hospital’s primary service area covers a population of over 150,000 in the Tri-State region of Illinois, Missouri and Iowa.
September 14, 2017

$100,000,000
Advocate Health Care Network

REQUEST
Purpose: Conversion of the IFA’s 2011C and 2011D Bonds (the “2011 Bonds”) issued for the benefit of Advocate Health Care Network (the “Advocate” or the “System” or the “Borrower”) from the Initial Index Interest Rate Period with PNC Bank to a new Index Interest Rate Period with US Bank.

Program: Conduit 501(c)(3) Revenue Bonds

Extraordinary Conditions: None.

BOARD ACTIONS
Final Bond Resolution (One-time consideration)

JOB DATA
31,300 FTE’s Current jobs (IL) N/A New jobs projected
N/A Retained jobs N/A Construction jobs projected

DESCRIPTION
● Locations: Cook, DuPage, Kane, Lake, McLean and Woodford Counties

● Advocate Health Care Network and the Borrower are the sole members of various not-for-profit corporations, including Advocate Condell Medical Center, Advocate North Side Health Network and Advocate Sherman Hospital. Collectively, these facilities constitute the Advocate Health Care Network (the “System”).

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

● The System provides a continuum of care through its ten acute care hospitals and a children’s hospital, with approximately 3,600 licensed beds, primary and specialty physician services, outpatient centers, physician office buildings, home health and hospice care throughout metropolitan Chicago, Bloomington-Normal (McLean County) and Eureka (Woodford County) areas.

SECURITY/MATURITY
● The 2011 Bonds will continue to be secured by an obligation of Advocate under a Master Trust Indenture.

● The existing final maturity date of the 2011 Bonds (April 1, 2049) will not be changed.

CREDIT INDICATORS
● The 2011 Bonds will be purchased and held by US Bank.

● Advocate’s underlying ratings are Aa2/AA+/AA (Moody’s/S&P/Fitch). The 2011 Bonds will not be assigned ratings.

STRUCTURE
● Advocate Health Care Network contemplates a direct bank purchase by US Bank.

SOURCES AND USES
Sources: Uses:

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<thead>
<tr>
<th>IFA Bonds</th>
<th>$100,000,000</th>
<th>Original 2011 Project</th>
<th>$100,000,000</th>
</tr>
</thead>
</table>

Total $100,000,000 Total $100,000,000

RECOMMENDATION
Credit Review Committee recommends approval.
ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
September 14, 2017

Project: Advocate Health Care Network

STATISTICS

<table>
<thead>
<tr>
<th>Project Number</th>
<th>Amount:</th>
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<td></td>
<td></td>
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<td></td>
<td>Oak Lawn – Cook</td>
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<td></td>
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<td></td>
<td>Park Ridge – Cook</td>
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<td>Hazel Crest – Cook</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Downers Grove – DuPage</td>
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<td></td>
<td></td>
<td>Elgin – Kane</td>
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<td>Barrington – Lake</td>
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<td>Libertyville – Lake</td>
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<tr>
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<td></td>
<td></td>
<td>Bloomington-Normal – McLean</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Eureka - Woodford</td>
</tr>
</tbody>
</table>

County/Region:
- Cook/Northeast
- DuPage/Northeast
- Kane/Northeast
- Lake/Northeast
- McLean/North Central
- Woodford/North Central

BOARD ACTION

Final Bond Resolution *(One-time consideration)*

No IFA funds at risk

Conduit 501 (c)(3) Bonds

No extraordinary conditions

Credit Review Committee recommends approval.

VOTING RECORD

This is the first time this project has been brought before the IFA Board of Directors.

PURPOSE

Conversion of the IFA’s 2011C and 2011D Bonds (the “2011 Bonds”) issued for the benefit of Advocate Health Care Network (the “Advocate” or the “System” or the “Borrower”) from the Initial Index Interest Rate Period to a new Index Interest Rate Period. Upon conversion, the 2011 Bonds will be purchased by US Bank.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

<table>
<thead>
<tr>
<th>Current employment: 31,300 FTE’s (in Illinois)</th>
<th>New jobs projected: N/A</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jobs retained: N/A FTE’s (in Illinois)</td>
<td>Construction jobs projected: N/A</td>
</tr>
</tbody>
</table>
ESTIMATED SOURCES AND USES OF FUNDS

<table>
<thead>
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<th>Sources:</th>
<th>Uses:</th>
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<tr>
<td></td>
<td>Original 2011 Project</td>
</tr>
<tr>
<td></td>
<td>Total</td>
</tr>
<tr>
<td></td>
<td>$100,000,000</td>
</tr>
</tbody>
</table>

FINANCING SUMMARY/STRUCTURE

Security: General, unsecured obligations of the current Members of the Obligated Group and any future Members of the Obligated Group. (Current members of the Obligated Group are: Advocate Health Care Network, Advocate Health and Hospitals Corporation, Advocate North Side Health Network, Advocate Sherman Hospital and Advocate Condell Medical Center.)

Structure: The 2011 Bonds will continue to be structured as a direct bank placement, but transferred to US Bank as the Holder.

Interest Rate: To be determined on or prior to the day of closing

Interest Mode: Variable Rate Bonds

Credit Enhancement: None

Maturity: April 1, 2049

Rating: Advocate’s current underlying ratings are Aa2/AA+/AA (Moody’s/S&P/Fitch)

Estimated Closing Date: Week of September 18th

PROJECT SUMMARY

The proceeds of the 2011 Bonds were used, along with other available funds, (i) to finance, refinance or reimburse the Borrower for certain of the costs of acquiring, constructing, furnishing and equipping certain health facilities owned by the Borrower, Advocate Condell and Advocate North Side and (ii) to pay costs of issuance. No reallocation of proceeds is anticipated in connection with this conversion.

BUSINESS SUMMARY

Advocate Health Care Network is an Illinois not-for-profit 501(c)(3) corporation (“Advocate Network Corporation”) and is the sole member of the not-for-profit Advocate Health and Hospitals Corporation (“Hospitals Corporation”). Advocate Network Corporation and the Hospitals Corporation are, in turn, the sole members of various not-for-profit corporations, including Advocate Condell Medical Center, Advocate North Side Health Network and Advocate Sherman Hospital, the primary activities of which are the delivery of health care services or the provision of goods and services ancillary thereto. Such controlled corporations along with Advocate Network Corporation and the Hospitals Corporation constitute the Advocate Health Care Network (the “System”). The System was created in January 1995 through the consolidation of two health systems, Evangelical Health System and Lutheran General Health System. As the parent of the System, Advocate Network Corporation currently has no material operations or activities of its own, apart from its ability to control subsidiaries.
As a faith-based health care organization, affiliated with the United Church of Christ and Evangelical Lutheran Church in America, the mission, values and philosophy of the System form the foundation for its strategic priorities. The System’s mission is to serve the health care needs of individuals, families and communities through a holistic philosophy. The System contributed $692 million in charitable care and services to communities across Chicagoland and Central Illinois in 2016.

The System, named among the nation’s top health systems, is the largest health system in Illinois and one of the largest health care providers in the Midwest. The System operates more than 450 sites of care, including 10 acute care hospitals, one critical access hospital, the state’s largest integrated children’s network, five Level I trauma centers (the state’s highest designation in trauma care), three Level II trauma centers, one of the area’s largest home health care companies and one of the region’s largest medical groups. The System trains more primary care physicians and residents at its four teaching hospitals than any other health system in the state.

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**OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT**

Applicant: Advocate Health Care Network  
Location: Multiple Facilities  
Contact: Jim Doheny, Vice President Finance  
Borrower: Advocate Health Care Network  
3075 Highland Parkway, Suite 600  
Downers Grove, IL 60515  
Organization: 501(c)(3) organization  
State: Illinois  
Board Members: David B. Anderson  
Lynn Crump-Caine  
Rev. Dr. Nathaniel Edmond  
Ronald L. Greene  
Mark M. Harris  
Gail D. Hasbrouck  
Rick Jakle  
Ronald J. Mallicoat, Jr.  
Bishop Wayne N. Miller  
Rev. Dr. Jorge L. Morales  
Clarence Nixon, Jr. Ph.D.  
Michele Richardson  
James H. Skogsbergh  
Gary D. Stuck, D.O., FAAFP  
John F. Timmer
PROFESSIONAL & FINANCIAL

Borrower’s Counsel: Polsinelli PC Chicago, IL Janet Zeigler and Jessica Zaiger
Borrower’s Fin. Advisor: Kaufman Hall Skokie, IL Matt Robbins
Bond Counsel: Chapman and Cutler LLP Chicago, IL Nancy Burke
Bank: US Bank Chicago, IL David Kates
Bank Counsel: Chapman and Cutler LLP Chicago, IL Justin Meany
Bond Trustee: Wells Fargo Bank Chicago, IL David Field
Issuer’s Counsel: Nixon Peabody LLP Chicago, IL Gail Klewin
IFD Financial Advisor: Acacia Financial Group, Inc. Chicago, IL Phoebe Selden
Siamac Afshar

LEGISLATIVE DISTRICTS

Congressional: 2, 3, 5, 6, 9, 10, 13, 18
State Senate: 6, 10, 13, 17, 18, 19, 24, 26, 33, 44, 53
State House: 12, 20, 25, 33, 36, 38, 47, 51, 81, 88, 105

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SERVICE AREA

Advocate Health Care Network has facilities in the following locations in Illinois: Chicago (Advocate Illinois Masonic Medical Center), (Advocate Trinity Hospital); Libertyville (Advocate Condell Medical Center); Oak Lawn (Advocate Christ Medical Center and Advocate Children’s Hospital); Downers Grove (Advocate Good Samaritan Hospital); Barrington (Advocate Good Shepherd Hospital); Park Ridge (Advocate Lutheran General Hospital and Advocate Children’s Hospital); Hazel Crest (Advocate South Suburban Hospital); Normal (Advocate BroMenn Medical Center); Eureka (Advocate Eureka Hospital); and Elgin (Advocate Sherman Hospital).
September 14, 2017

$16,000,000
Tabor Hills Supportive Living Community, LLC

REQUEST
Purpose: Bond proceeds will be used to: (i) refund Tabor Hills Supportive Living Community, LLC (the “Community”) Series 2006 IFA Bonds, and (ii) pay cost of issuance relating to the Series 2006 Bonds.

Program: Conduit 501(c)(3) Revenue Bonds

Extraordinary Conditions: None.

BOARD ACTIONS
Final Bond Resolution (One-time consideration)

MATERIAL CHANGES
This is the first time this project is being presented to the Board.

JOB DATA
39 Current jobs (IL) 0 New jobs projected
39 Retained jobs 0 Construction jobs projected

DESCRIPTION
• Location: Naperville (DuPage County / Northeast Region)
• Description: Bohemian Home for the Aged (“Home”) was originally incorporated as an Illinois not-for-profit corporation in 1894 for the purpose of establishing, operating and maintaining a skilled nursing facility for seniors which was known as Bohemian Home for the Aged, located at Foster and Pulaski Avenues in Chicago, Illinois. This facility was sold in 1994 and the Home developed new senior living facilities originally consisting of a 211-bed nursing facility (the "Nursing Facility") and independent living patio homes containing 82 units, later expanded to 104 units (the "Independent Living Community" or the "Patio Homes") in Naperville, Illinois (the "Naperville Campus"). Tabor Hills Healthcare Facility, Inc. ("Tabor Hills") was incorporated as an Illinois not-for-profit corporation in 1992 for the purpose of establishing, maintaining and managing the Nursing Facility. The Community was organized in May 2006 as an Illinois limited liability company for the purpose of developing and operating the 95-unit supportive living facility constructed at the Naperville Campus with a portion of the proceeds of the Series 2006 Bonds.

A portion of the proceeds of the Series 2006 Bonds was used by the Community to construct a 95-unit Supportive Living Community on 17 acres of land purchased by the Home in 2000 and added to the Naperville Campus. This 17-acre parcel is leased by the Home to the Community pursuant to a ground lease for a term of 99 years

SECURITY/MATURITY
• The Bonds are expected to be secured by an obligation of Tabor Hills under a Master Trust Indenture. Such obligation will include a pledge of revenue and mortgage.
• The Bonds will fully mature not later than 2057.

CREDIT INDICATORS
• The Bonds will not be rated as they will be purchased directly by Fifth Third Bank.

STRUCTURE
• Tabor Hills contemplates the issuance of approximately $16 million of tax-exempt bank direct placement bonds by Fifth Third Bank.

SOURCES AND USES
Sources: Uses:

<table>
<thead>
<tr>
<th>Source</th>
<th>Amount</th>
<th>Use</th>
</tr>
</thead>
<tbody>
<tr>
<td>IFA Bonds</td>
<td>$16,000,000</td>
<td>Refunding Escrow</td>
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<tr>
<td>Total</td>
<td>$16,000,000</td>
<td>Total $16,000,000</td>
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RECOMMENDATION
Credit Review Committee recommends approval.
ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
September 14, 2017

Project: Tabor Hills Supportive Living Community, LLC

STATISTICS
Project Number: 12402  Amount: $16,000,000 (Not-to-Exceed)
Type: 501(c)(3) Bonds  IFA Staff: Pam Lenane
Location: Naperville  County/Region: DuPage / Northeast

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

VOTING RECORD
This is the first time this project has been brought before the IFA Board of Directors.

PURPOSE
Bond proceeds will be used to: (i) refund Tabor Hills Supportive Living Community, LLC ("Community") Series 2006 IFA Bonds, and (ii) pay cost of issuance relating to the Series 2006 Bonds.

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

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

JOBS
Current employment: 39 FTE’s (in Illinois)  New jobs projected: 0
Jobs retained: 39 FTE’s (in Illinois)  Construction jobs projected: 0

ESTIMATED SOURCES AND USES OF FUNDS

<table>
<thead>
<tr>
<th>Sources</th>
<th>Uses</th>
</tr>
</thead>
<tbody>
<tr>
<td>IFA Bonds</td>
<td>$16,000,000</td>
</tr>
<tr>
<td>Total</td>
<td>$16,000,000</td>
</tr>
</tbody>
</table>
FINANCING SUMMARY/STRUCTURE

Security: First mortgage on property and equipment; gross revenue pledge.
Structure: The Bonds will be structured as a direct bank placement with Fifth Third Bank.
Interest Rate: Fixed rate – 3.0%
Credit Enhancement: None
Maturity: The Bonds will mature no later than 2057.
Rating: The bonds will not carry a rating as they will be privately placed with Fifth Third Bank.
Estimated Closing Date: September 19, 2017

PROJECT SUMMARY

Bond proceeds will be used to: (i) refund Tabor Hills Supportive Living Community, LLC (the “Community”) Series 2006 IFA Bonds, and (ii) pay cost of issuance relating to the Series 2006 Bonds.

BUSINESS SUMMARY

Bohemian Home for the Aged, an Illinois not for profit corporation (the "Home"), Tabor Hills Health Care Facility Inc., an Illinois not for profit corporation (“Tabor Hills”), and Tabor Hills Supportive Living Community, LLC, an Illinois limited liability company (the “Community”) are currently the Members of the Obligated Group under the Master Indenture (“Obligated Group”). The Home is the sole corporate member of Tabor Hills, and the sole member of the Community. The Obligated Group (comprised of the Home, Tabor Hills, and the Community) is liable for payment of the Series 2006 Bonds.

The Home was originally incorporated as an Illinois not-for-profit corporation in 1894 for the purpose of establishing, operating and maintaining a skilled nursing facility for seniors which was known as Bohemian Home for the Aged, located at Foster and Pulaski Avenues in Chicago, Illinois. This facility was sold in 1994 and the Home developed new senior living facilities originally consisting of a 211-bed nursing facility (the "Nursing Facility") and independent living patio homes containing 82 units, later expanded to 104 units (the "Independent Living Community" or the "Patio Homes") in Naperville, Illinois (the "Naperville Campus"). Tabor Hills Healthcare Facility, Inc. Tabor Hills was incorporated as an Illinois not-for-profit corporation in 1992 for the purpose of establishing, maintaining and managing the Nursing Facility. The Tabor Hills Supportive Living Community, LLC (the “Community”) was organized in May 2006 as an Illinois limited liability company for the purpose of developing and operating the 95-unit Supportive Living Facility constructed at the Naperville Campus with a portion of the proceeds of the Series 2006 Bonds.

A portion of the proceeds of the Series 2006 Bonds was used by the Community to construct a 95-unit Supportive Living Community on 17 acres of land purchased by the Home in 2000 and added to the Naperville Campus. This 17-acre parcel is leased by the Home to the Community pursuant to a ground lease for a term of 99 years.

The Community is an affordable assisted living facility administered by the Illinois Department of Healthcare and Family Services that offers seniors (65 and older) housing with supportive services. The Community is open to both private pay and Medicaid eligible recipients. One of the purposes of the Project is to preserve privacy and autonomy while emphasizing health and wellness for seniors who would otherwise require nursing facility care.

The Supportive Living Community combines apartment style housing with personal care and other services, so that residents can live independently and take part in decision making regarding their care. Personal choice, dignity,
privacy and individuality are critical components in the philosophy behind the Supportive Living Community. Residents will be able to choose from a menu of services that are provided by the facility based on need, which include nursing, social/recreational programming, health promotion and exercise programs, medication oversight, personal care, laundry, housekeeping, maintenance, 24-hour response/security and other ancillary services. Residents of the Community must undergo a Determination of Need (DON) screening, and not have a diagnosis of active tuberculosis. An assessment of each resident’s health status followed by consultation with the resident occurs on a regular basis. An ongoing service plan assures the appropriate level of care for each individual living in the Supportive Living Community. Residents of the Community must undergo a Determination of Need (DON) screening, and not have a diagnosis of active tuberculosis. Assessments of each resident’s health status followed by consultation with the resident will occur on a regular basis. An ongoing service plan will assure the appropriate level of care for each individual living in the Supportive Living Community.

Certified providers can charge a different rate for private pay residents, and must accept the Department’s rate for services rendered on behalf of Medicaid-eligible persons. Department rates are based upon 60% of the weighted average nursing facility rates for the geographic grouping. Each Medicaid-eligible resident must have income equal to or greater than the current supplemental security income and must contribute all but $90 each month to the provider for lodging and meals. A provider may become a food stamp agent and receive food stamp allotments from residents as payment towards meals.

The Community consists of a two-story building with an exterior finish of brick and siding. There are 95 apartments of which there are 18 studios, 69 one-bedroom units and 8 two-bedroom units. The studio apartments are 337 square feet, the one-bedroom units are 579 square feet and the two-bedroom units are 896 square feet. Each apartment has a kitchen area that includes a microwave, a sink and a refrigerator with a separate freezer. The bathroom has a shower, raised toilet and a standard sink. The two story lobby area is visible from the second floor and accessible by a winding staircase. Oak accents complement the décor throughout the building. Each unit reflects the personality of the occupant as the furnishing and decorating are the responsibility of the resident.

The amenities of the Community include a spa containing a bath, shower area, toilet and standard sink. A dining room with an attached outside patio seating area is accented by a decorative water feature. Residents of the Community are offered three meals a day seven days a week. A beverage area is available to all residents throughout the day. A private dining room is available for reservation by the residents for special occasions. Common areas are throughout the building, including television rooms, living room with a fireplace, computer room, a four season room with an attached bird and butterfly garden, beauty/barber shop, fitness room, laundry rooms for personal clothing and an activity room. A General Store is open periodically throughout the week, so that residents may purchase necessities such as personal products, candies, cards and small gifts.

Tabor Hills is licensed annually by the State of Illinois and is certified by the Title XIX (Medicaid) and Medicare programs of nursing care reimbursement. The Community is Medicaid Certified as well.

**OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT**

| Applicant: | Tabor Hills Supportive Living Community, LLC |
| Location: | 1347 Crystal Avenue |
|           | Naperville, IL 60563 |
|           | (708) 894-1146 |
| Contact: | Gloria Pindiak, CEO |
|           | Frances Salinas, CFO |
| Obligated Group: | Bohemian Home for the Aged, Tabor Hills Healthcare Facility, Inc., Tabor Hills Supportive Community, LLC |
| Organization: | 501(c)(3) Not-for-Profit |
State: Illinois
Board of Directors: Stanley D. Loula, Chairman of the Board / President / Director
Gloria J. Pindiak, Vice Chairman of the Board / Vice President / Director
Robert Peiler, Secretary / Director
James Hill, Treasurer / Director
Members: John Bozett
Angeline Bultas
John Eckman
Lynda Filipello
Jim Kopriva
Frank Michalek
Aaron Troy

PROFESSIONAL & FINANCIAL
Borrower’s Counsel: Erickson Peterson Cramer
Bond Counsel: Chapman and Cutler LLC
Bank: Fifth Third Bank
Bank Counsel: Chapman and Cutler LLC
Bond Trustee: Wells Fargo
IFA Counsel: Charity & Associates PC
IFA Financial Advisor: Sycamore Advisors, LLC
Lake Forest
Chicago
Chicago
Chicago
Chicago
Indianapolis, IN
Chicago, IL
John Bibby
Stan Rosendahl and Brett Nardi
Carol Thompson
Daniel Radick
Tim Hinchman
Diana Hamilton
Courtney Tobin

LEGISLATIVE DISTRICTS
Congressional: 6
State Senate: 21
State House: 41

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SITE MAP

Source: Google Maps
$20,000,000
Iowa Health System d/b/a UnityPoint Health (Pekin)

REQUEST
Purpose: Bond proceeds will be used by Iowa Health System d/b/a UnityPoint Health ("UnityPoint Health") to (i) finance the costs of the acquisition of land and construction of a medical office building (the "Project") located at 3591 Griffin Avenue, Pekin, Illinois, (ii) retire an existing loan entered into to finance a portion of the costs of the project, and, (iii) pay costs of issuance.

Program: Conduit 501(c)(3) Revenue Bonds

Extraordinary Conditions: None.

BOARD ACTIONS
Final Bond Resolution (One-time Consideration)

JOB DATA
702 Current jobs 0 New jobs projected
702 Retained jobs 200 Construction jobs projected

DESCRIPTION
- Location: Pekin/Tazewell County/North Central Region
- Description: Effective January 1, 2017, the System’s subsidiary, Methodist Health Services Corporation (MHSC), entered into an Affiliation agreement with Progressive Health Systems, Inc. (PHS), of Pekin, Illinois, under which PHS became a consolidated subsidiary of MHSC. PHS primarily operates Pekin Hospital, a 107-bed facility, and Pekin ProHealth, Inc., which offers primary and specialty care along with home health services. This affiliation allows for enhanced access to primary care providers and specialists in the Peoria market and expands the System’s physician and hospital network in central Illinois. The affiliation was accomplished by MHSC becoming the sole member of PHS.

SECURITY/ MATURITY
- Bonds will mature no later than 2047.
- Secured by pledge of gross receivables.

CREDIT INDICATORS
- Iowa Health System dba UnityPoint Health contemplates a bank direct purchase by Pekin Community Bank – a division of Morton Community Bank.
- UnityPoint Health is currently rated “Aa3”/“AA-” long-term by Moody’s/Fitch.

STRUCTURE
- Secured by pledge of gross receivables.

SOURCES AND USES
Sources:
IFA Bonds $20,000,000

Uses:
Refunding $12,000,000
Project Fund 7,600,000
Costs of Issuance 400,000

Total $20,000,000

RECOMMENDATION
Credit Review Committee recommends approval.
ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
September 14, 2017

Project: Iowa Health System d/b/a UnityPoint Health (Pekin)

STATISTICS

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<tr>
<td>Location:</td>
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<tr>
<td>Amount:</td>
<td>$20,000,000 (not-to-exceed)</td>
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<tr>
<td>IFA Staff:</td>
<td>Pam Lenane</td>
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BOARD ACTION

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

PURPOSE

Bond proceeds will be used by Iowa Health System d/b/a UnityPoint Health ("UnityPoint Health") to (i) finance the costs of the acquisition of land and construction of a medical office building (the “Project”) located at 3591 Griffin Avenue, Pekin, Illinois, (ii) retire an existing loan entered into to finance a portion of the costs of the project, and, (iii) pay costs of issuance.

IFA PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are a form of municipal bonds that 501(c)(3) corporations can use to finance capital projects that will be used to further their charitable mission. IFA’s issuance will convey federal 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

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JOBS

Current employment: 702
Jobs retained: 702
Projected new jobs: 0
Construction jobs: 200
FINANCING SUMMARY

Credit Enhancement: None

Structure: Iowa Health System d/b/a UnityPoint Health contemplated a bank direct purchase by Pekin Community Bank – a division of Morton Community Bank.

Interest Rate: To be determined at time of pricing.

Interest Rate Modes: Fixed

Underlying Ratings: UnityPoint Health is currently rated “Aa3”/“AA-” long-term by Moody’s/Fitch.

Maturity: Bonds will mature no later than 2047.

Estimated Closing Date: September 19, 2017

PROJECT SUMMARY

Bond proceeds will be used by Iowa Health System d/b/a UnityPoint Health (“UnityPoint Health”) to (i) finance the costs of the acquisition of land and construction of a medical office building (the “Project”) located at 3591 Griffin Avenue, Pekin, Illinois, (ii) retire an existing loan entered into to finance a portion of the costs of the project, and, (iii) pay costs of issuance.

BUSINESS SUMMARY

Initially formed in 1994, Iowa Health System (“IHS”), an Iowa nonprofit corporation, controls, directly or indirectly, a regional health care delivery system that includes, as of March 31, 2017, thirteen Hospitals (including Blank Children’s Hospital) in eleven Iowa cities, five hospitals in four Illinois cities, one hospital in Madison, Wisconsin, and approximately 1,700 patient service provider full time equivalents practicing in 101 communities (collectively, the “System”).

IHS publicly operates as UnityPoint Health. The legal name of the parent remains Iowa Health System, with the UnityPoint Health name reflecting a doing business as (d/b/a). This “d/b/a” name reflects the transformation of clinical processes underway within the System and the adaptation to better address the health care needs of communities, including building a model of delivering health care that coordinates care around the patient while focusing on improving the quality of care and reducing costs. UnityPoint Health is a federally registered trademark and is intended to be the predominant name. UnityPoint Health will be referred to as the System for purposes of this document.

The System entities employ around 26,500 employees (on a full time equivalent basis) System-wide, including being the largest nonprofit workforce in the combined State of Iowa and Western Illinois area, and work toward innovative advancements to achieve the vision of delivering the Best Outcome for Every Patient Every Time. The System also provides a multitude of community benefit programs and services to improve the health of people in its communities.

The primary operations of the System are conducted through an array of nonprofit and for-profit subsidiaries controlled, directly or indirectly, by UnityPoint Health. The affiliates include Central Iowa Health System d/b/a UnityPoint Health – Des Moines, Methodist Health Services Corporation (“MHSC”), Trinity Regional Health System, Meriter Health Services, Inc. (“MHS”), St. Luke’s Healthcare, Allen Health Systems, Inc., St. Luke’s Health System, Inc., Trinity Health Systems, Inc., Finley Tri-States Health Group, Inc., Iowa Physicians Clinic Medical Foundation d/b/a UnityPoint Clinic, and UnityPoint at Home.
Corporations that own and operate hospitals are referred to as “Hospitals”. The Hospitals include Central Iowa Hospital Corporation, which operates Iowa Methodist Medical Center in Des Moines, Iowa, including Blank Children’s Hospital, Iowa Lutheran Hospital in Des Moines and Methodist West Hospital in West Des Moines; The Methodist Medical Center of Illinois and Proctor Hospital, both in Peoria, Illinois and Pekin Hospital in Pekin, Illinois; Trinity Medical Center, which operates Trinity Rock Island in Rock Island, Illinois, Trinity Moline in Moline, Illinois and Trinity Bettendorf in Bettendorf, Iowa; Unity HealthCare, which operates as Trinity Muscatine in Muscatine, Iowa; Meriter Hospital in Madison, Wisconsin; St. Luke’s Methodist Hospital in Cedar Rapids, Iowa; St. Luke’s/Jones Regional Medical Center in Anamosa, Iowa; Allen Memorial Hospital Corporation in Waterloo, Iowa; Northwest Iowa Hospital Corporation, which operates St. Luke’s Regional Medical Center of Sioux City, Iowa; Trinity Regional Medical Center in Fort Dodge, Iowa; The Finley Hospital in Dubuque, Iowa; and Keokuk Area Hospital in Keokuk, Iowa.

UnityPoint Health is also the sole corporate member of Iowa Physicians Clinic Medical Foundation, d/b/a UnityPoint Clinic, a group practice which employs approximately 800 patient service provider full time equivalents in several markets in which the System operates Hospitals. UnityPoint Health has been the sole corporate member of UnityPoint Clinic since 1993, however, as a part of the consolidation of the System’s employed physicians into UnityPoint Clinic and as a part of UnityPoint Health becoming a physician driven organization, UnityPoint Clinic is also recognized as an affiliate. Other employed physician groups in the System may use the name UnityPoint Clinic if they follow agreed upon standards and terms of trademark usage.

UnityPoint Health is the sole corporate member of UnityPoint at Home, which provides adult and pediatric home care services, nursing care, rehabilitation therapy, infusion therapy, palliative care, hospice, and home medical equipment services in communities across Iowa, Illinois, and Wisconsin. Its Iowa site locations include Des Moines, Fort Dodge, Sioux City, Storm Lake, Atlantic, Jefferson, Osceola, Waterloo, and Muscatine. Its Illinois sites are located in Moline and Quincy. Its Wisconsin location is in Madison. UnityPoint at Home works together with its affiliated UnityPoint Health physicians and hospitals to coordinate the services, support, and education necessary for patients to continue their care at home. Home care services in the System which are not a part of UnityPoint at Home may use the name UnityPoint at Home if they follow agreed upon standards and terms of trademark usage. Currently, the home care services provided in three regions are not part of UnityPoint at Home, but have agreed to these standards and thus are operating under the UnityPoint at Home name.

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**ECONOMIC DISCLOSURE STATEMENT**

Applicant: Iowa Health System d/b/a UnityPoint Health (Pekin)

Address: 3591 Griffin Avenue, Pekin, Illinois 61554

Contact: Matthew Kirschner
Vice President Treasury
515-241-8272

Website: www.unitypoint.org

Project name: Pekin medical office building

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

State: Iowa, Illinois, Wisconsin

Board of Directors:

Chair: Mike Stone
Chair Elect/Vice Chair: Randy Easton
Angela Aldrich, M.D.

Secretary: Linda Newborn
Treasurer: Rick McConnell
Steve Herwig, D.O.

Sioux City
Des Moines
PROFESSIONAL & FINANCIAL

Borrower’s Counsel: Norton Rose Fulbright US, LLP Dallas, TX Scott Kortmeyer
Bond Counsel: Dorsey & Whitney LLP Des Moines, IA David Claypool, Chris Kuhn
Bank Counsel: Quinn, Johnston, Henderson, Pretorius & Cerulo Peoria, IL Kenny Eathington
Bond Trustee: US Bank, National Association St. Paul, MN Christine Robinette
Issuer’s Counsel: Chapman and Cutler LLP Chicago, IL Rich Tomei
Issuer’s Financial Advisor: Acacia Financial Group, Inc. Chicago, IL Phoebe Selden
Siamac Afshar

LEGISLATIVE DISTRICTS

Congressional: 17
State Senate: 44
State House: 87
ILLINOIS FINANCE AUTHORITY

Memorandum

To:       IFA Board of Directors

From:     Rich Frampton & Brad R. Fletcher

Date:     September 14, 2017

Re:       Resolution Authorizing the Issuance of Not to Exceed $20,000,000 Illinois Finance Authority Draw Down Revenue Bonds, Series 2014B-R (Navy Pier, Inc. Project), the Proceeds of which are to be Loaned to Navy Pier, Inc.

Series 2014 File Number: N-NP-TE-CD-8714 or 12270

Request:

Navy Pier, Inc., an Illinois not for profit corporation (“NPI”, the “Borrower” or “Corporation”), and Fifth Third Bank, an Ohio banking corporation (the “Bank” or “Bond Purchaser”) are requesting approval of a Resolution to (i) authorize the execution and delivery of a First Amendment to Bond and Loan Agreement and (ii) approve related documents to effectuate a revised principal payment schedules and interest rate reset in connection with the Illinois Finance Authority Draw Down Revenue Bonds, Series 2014B (Navy Pier, Inc. Project) (the “Series 2014B Bonds”).

At the time of issuance of the Series 2014B Bonds, the Authority also issued $26,500,000 Illinois Finance Authority Revenue Bonds, Series 2014A (Navy Pier, Inc. Project) (the “Series 2014A Bonds”, and collectively with the Series 2014B Bonds, the “Series 2014 Bonds”). Both the Series 2014A and Series 2014B Bonds were structured as a direct-purchase with Fifth Third Bank, which continues to hold the Series 2014 Bonds. The outstanding par amount of the Series 2014A Bonds remains $26,500,000 as of September 1, 2017.

The Series 2014B Bonds were issued as draw down bonds in a not-to-exceed amount of $20,000,000. A scheduled principal payment of $750,000 was paid as of January 1, 2017, and as a result, $19,250,000 remains outstanding as of September 1, 2017 on the Series 2014B Bonds.

This transaction will be considered a reissuance for tax purposes. Bond counsel has determined that a new public hearing on the project (i.e., “TEFRA Hearing” as defined by Section 147(f) of the Internal Revenue Code of 1986, as amended) will be necessary. IFA’s administrative closing fee for this reissuance will be $28,500.

Impact:

Adoption of the accompanying Resolution will provide consent to changes as agreed to by Fifth Third Bank and the Borrower concerning the Series 2014B Bonds. Specifically, the Bank and the Borrower desire to (i) revise the amortization schedule by smoothing and extending the principal repayment schedule as well as (ii) reset the initial interest rate through January 1, 2023.

Background:

Bond proceeds were loaned to Navy Pier, Inc. and used for the purpose of providing the Corporation with all or a portion of the funds to: (i) pay or reimburse the costs of the manufacture and installation of a replacement observation wheel and necessary structural improvements (the “OW Project”); (ii) pay or reimburse the costs of the acquisition, construction, repair, rehabilitation and equipping of a new live performance theater and/or certain other projects including, but not limited to, renovation of the Crystal Gardens, the Family Pavilion Area, the Navy Pier East End area and/or Polk Bros Park (the “Theater/Pierscape Project” and, together with the OW Project, the “Project”); and (iii) pay certain expenses incurred in connection with the issuance of the Bonds, all as permitted by the Act (collectively, the “Financing Purposes”).
The Project is owned by the Metropolitan Pier and Exposition Authority and managed by the Borrower. Effective July 1, 2011, the Borrower entered into a long-term lease agreement with MPEA to manage, operate and develop the pier. The Lease Agreement term is from July 1, 2011 through June 30, 2036, with four renewal options of 20 years each, providing for a maximum possible term of 105 years.

As collateral for the Series 2014 Bonds, Fifth Third Bank remains secured by a gross revenue pledge and a valid security interest in the Borrower’s accounts receivables and receipts, as well as a collateral assignment of all rents and profits from leases, subleases, concession agreements and other occupancy agreements relating to the Leased Property.

Additionally, in the event of lease termination between Navy, Pier, Inc. and Metropolitan Pier and Exposition Authority prior to repayment in full of the Series 2014 Bonds, MPEA as the Project owner will honor the bank’s collateral.

All payments relating to the IFA Series 2014 Bonds have been current and paid as scheduled.

**PROFESSIONAL & FINANCIAL**

<table>
<thead>
<tr>
<th>Bond Counsel:</th>
<th>Katten Muchin Rosenman LLP</th>
<th>Chicago, IL</th>
<th>Lewis Greenbaum</th>
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<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Milton S. Wakschlag</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Michael G. Melzer</td>
</tr>
<tr>
<td>Bond Purchaser:</td>
<td>Fifth Third Bank</td>
<td>Chicago, IL</td>
<td>Lucy Czyz</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Brian Planter</td>
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<td></td>
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<td></td>
<td>Jennifer Gainer</td>
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<td></td>
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<td>Barbara Yerdon</td>
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<tr>
<td></td>
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<td>Laurie Sebree</td>
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<tr>
<td>Bank Counsel:</td>
<td>Miller Canfield LLP</td>
<td>Chicago, IL</td>
<td>Joseph C. Huntzicker</td>
</tr>
<tr>
<td></td>
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<td>Ann Arbor, MI</td>
<td>Anthony Mavrinac</td>
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<td>IFA Financial Advisor:</td>
<td>Acacia Financial Group, Inc.</td>
<td>Chicago, IL</td>
<td>Phoebe Selden</td>
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**RESOLUTION NO. 2017-0914-AD**

RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED $20,000,000 ILLINOIS FINANCE AUTHORITY DRAW DOWN REVENUE BONDS, SERIES 2014B-R (NAVY PIER, INC. PROJECT), THE PROCEEDS OF WHICH ARE TO BE LOANED TO NAVY PIER, INC.

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, Navy Pier, Inc., an Illinois not for profit corporation (the “Corporation”) and Fifth Third Bank, an Ohio banking corporation (the “Purchaser”), have requested that the Authority issue its not-to-exceed Twenty Million and No/100 Dollars ($20,000,000) Draw Down Revenue Bonds, Series 2014B-R (Navy Pier, Inc. Project) (the “Bonds”) to replace its outstanding not-to-exceed Twenty Million and No/100 Dollars ($20,000,000) Draw Down Revenue Bonds, Series 2014B (Navy Pier, Inc. Project) (the “Prior Bonds”) issued by the Authority on December 16, 2014 under and pursuant to a resolution adopted by the Board of the Authority on December 9, 2014 and a Bond and Loan Agreement dated as of December 1, 2014 (the “Original Bond and Loan Agreement”) by and among the Authority, the Corporation and the Purchaser; and
WHEREAS, the Corporation and the Purchaser have requested that the Authority issue the Bonds to replace the Prior Bonds in order to modify the interest rate, amortization schedule and final maturity thereof; and

WHEREAS, the proceeds of the Prior Bonds were loaned to the Corporation and Authority loaned the proceeds of the Prior Bonds to the Corporation for the purpose of financing a “project” within the meaning of the Act, including (i) paying or reimbursing the costs of the acquisition, construction, repair, rehabilitation and equipping of a new live performance theater and/or certain other projects including, but not limited to, renovation of the Crystal Gardens, the Family Pavilion Area, the Navy Pier East End area and/or Polk Bros Park (the “Project”); and (ii) paying certain expenses incurred in connection with the issuance of the Bonds, all as permitted by the Act (collectively, the “Financing Purposes”); and

WHEREAS, a determination has been made by the Authority that its issuance of the Bonds to replace the Prior Bonds will be consistent and in accord with the provisions and purposes of the Act; and

WHEREAS, a draft of that certain First Amendment to the Bond and Loan Agreement (the “First Amendment” and the Original Bond and Loan Agreement, as amended by said First Amendment, the “Bond and Loan Agreement”) has been previously provided to and is on file with the Authority.

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

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

(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 Project is an “industrial project” (as defined in the Act) and the acquisition, construction, renovation and equipping of the Project is expected to result in the creation or retention of jobs in the State of Illinois;

(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 financed or refinanced with the proceeds of the Bonds will be owned and operated by the Corporation and such facilities are included within the term “project” as defined in the Act;

(d) 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; and

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

Section 2. Bonds. In order to accomplish the transaction described in the recitals hereto, the Authority hereby approves the Corporation’s request and authorizes the issuance of the Bonds. The Bonds shall be issued under and secured by and shall have the terms and provisions set forth in the Bond and Loan Agreement in an aggregate principal amount not exceeding $20,000,000. 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 the Authorized Officer (as defined herein) of the Authority, which approval shall be evidenced by such Authorized Officer’s execution and delivery of the Bond and Loan Agreement.

The Bonds shall mature not later than December 16, 2044, may be subject to serial maturities or mandatory bond sinking fund redemption as provided in the Bond and Loan Agreement and shall bear interest at the rates set
forth in the Bond and Loan Agreement as approved by the Authorized Officer (as defined herein) of the Authority, which approval shall be evidenced by such Authorized Officer’s execution and delivery of the Bond and Loan Agreement, provided however that such rates shall not exceed the maximum rate allowed under law. The Bonds shall be subject to optional redemption and be payable all as set forth in the Bond and Loan Agreement.

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

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 Bond and Loan Agreement (except such income and revenues as may be derived by the Authority pursuant to the Unassigned Rights). 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 Bonds, (ii) the income and revenues derived by the Authority pursuant to the Bond and Loan Agreement and other amounts available thereunder and (iii) any money arising out of the investment or reinvestment of said proceeds, income, revenue or receipts.

The Authority hereby delegates to the Chairperson or the Executive Director of the Authority or any other Authorized Officer (as hereinafter defined), the power and duty to make final determinations as to the principal amount, number of series or subseries of Bonds and any names or other designations therefor, dated date, maturities, purchase price, any mandatory sinking fund redemption dates and amounts, optional and extraordinary redemption provisions, and the interest rates of each series or subseries of the Bonds, 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 its Chairperson, Vice Chairperson, Executive Director, or General Counsel, or any person duly appointed by the Members to serve in such offices on an interim basis (each an “Authorized Officer”), and the delivery and use, of the First Amendment. The Secretary or any Assistant Secretary of the Authority is hereby authorized to attest and to affix the official seal of the Authority to the First Amendment if required. The First Amendment shall be substantially in the form 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 4. 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 and any additional documents that may be necessary to provide for one or more additional series or subseries of Bonds as may be necessary to carry out and comply with the provisions of these resolutions, the Bond and Loan Agreement 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, 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 and Loan Agreement.
Section 5. Ratification of Notice and Hearing. The actions of the Executive Director of the Authority, or his designee, in causing the notice of a public hearing and the holding of such public hearing referred to in said notice are hereby approved and ratified.

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

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

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

Approved and effective this 14th day of September 2017 by vote as follows:
ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton & Brad R. Fletcher

Date: September 14, 2017

Re: Resolution Authorizing the Execution and Delivery of a First Amendment to the Bond and Loan Agreement Relating to the Illinois Finance Authority Revenue Refunding Bond, Series 2012 (Sacred Heart Schools Project), to Provide for Certain Amendments Relating to the Interest Rate Calculations and Certain Other Matters; Authorizing the Execution and Delivery of any Other Documents Necessary or Appropriate to Effect the Matters Set Forth in Such First Amendment; and Authorizing and Approving Related Matters

IFA Series 2012 File Number: 12130

Request:

Convent of the Sacred Heart of Chicago, Illinois, an Illinois not for profit corporation (the "Borrower"), and Wintrust Bank (the "Bond Purchaser"), are requesting approval of a Resolution to (i) authorize execution and delivery of a First Amendment to the Bond and Loan Agreement and (ii) approve related documents to effectuate an interest rate reset with a new bank in connection with the outstanding Illinois Finance Authority ("IFA") Revenue Refunding Bond, Series 2012 (Sacred Heart Schools Project) (the "Series 2012 Bond").

The Series 2012 Bond was issued in the original principal amount of $20,000,000 and purchased by PNC Bank, N.A for an initial term of 5 years which otherwise expires October 1, 2017. Issuance of the Series 2012 Bond refinanced and restructured the Illinois Finance Authority Adjustable Rate Demand Revenue Bonds, Series 2008 (Sacred Heart Schools) (the "Series 2008 Bonds"). The Series 2008 Bonds were issued in the aggregate principal amount of $22,000,000, bearing an adjustable rate and secured by a letter of credit before being refunded by the Series 2012 Bond.

Now, Wintrust Bank will purchase the reissued Series 2012 Bond in an expected amount of $15,000,000 which is the outstanding principal balance as of September 1, 2017. This transaction will be considered a reissuance for tax purposes. Bond counsel has determined that a new public hearing on the project (i.e., "TEFRA Hearing" as defined under the Internal Revenue Code of 1986, as amended) will not be necessary.

Impact:

Adoption of the accompanying Resolution will enable the Borrower to switch banks under more favorable terms. As proposed, the reissued Series 2012 Bond will bear a variable rate based on LIBOR for an initial term of 7 years. The maturity date will remain July 1, 2042.

Background:
The Series 2012 Bond refinanced and restructured the Series 2008 Bonds.

Proceeds of the Series 2008 Bonds, together with other available funds, were used by the Borrower for (i) the financing, refinancing or reimbursement of the Borrower for all or a portion of the costs of the acquisition, design, construction, renovation, restoration, and equipping of certain facilities of the Borrower located at or near 6200 N. Sheridan (the “Project”), (ii) the current refunding of the outstanding $13,900,000 Adjustable Rate Demand Revenue Bonds, Series 2003 (Sacred Heart Schools Project) (the “Series 2003 Bonds”), issued by the Illinois Development Finance Authority, a predecessor of IFA, (iii) the refinancing of an outstanding bank loan in the principal amount of $1,700,000, and (iv) the payment of all or a portion of the costs of issuance of the Bonds, including but not limited to fees for credit enhancement for the Bonds.

All payments relating to the Series 2012 Bond are current and have been paid as scheduled.
RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A FIRST AMENDMENT TO THE BOND AND LOAN AGREEMENT RELATING TO THE ILLINOIS FINANCE AUTHORITY REVENUE REFUNDING BOND, SERIES 2012 (SACRED HEART SCHOOLS PROJECT), TO PROVIDE FOR CERTAIN AMENDMENTS RELATING TO THE INTEREST RATE CALCULATIONS AND CERTAIN OTHER MATTERS; AUTHORIZING THE EXECUTION AND DELIVERY OF ANY OTHER DOCUMENTS NECESSARY OR APPROPRIATE TO EFFECT THE MATTERS SET FORTH IN SUCH FIRST AMENDMENT; AND AUTHORIZING AND APPROVING RELATED MATTERS.

Whereas, the Illinois Finance Authority (the “Authority”) has been created by, and exists under, the Illinois Finance Authority Act, as amended (the “Act”); and

Whereas, the Authority has previously issued its $20,000,000 original aggregate principal amount of Illinois Finance Authority Revenue Refunding Bonds, Series 2012 (Sacred Heart Schools Project), of which $15,000,000 remains outstanding (the “Bond”); and

Whereas, the Bond was issued pursuant to that certain Bond and Loan Agreement dated as of October 1, 2012 (the “Existing Agreement”), among the Authority, the Convent of the Sacred Heart of Chicago, Illinois (the “Corporation”) and PNC Bank, National Association, as the initial purchaser (the “Initial Purchaser”); and

Whereas, the Bond was sold on a private placement basis to the Initial Purchaser and the proceeds from the sale thereof loaned to the Corporation, all as more fully described in the Existing Agreement; and

Whereas, the Bond bears interest at a variable rate determined in accordance with an index rate formula set forth in the Existing Agreement for a period that commenced on the date of issuance of the Bond and ends on but does not include October 1, 2017 (the “Initial Interest Period”); and

Whereas, upon the end of the Initial Interest Period, the Bond is subject to mandatory tender, at which time the Bond may be retained by the Initial Purchaser, remarshaled to a new purchaser or purchased by the Corporation; and

Whereas, the Corporation desires upon the end of the Initial Interest Period to have the Bond remarshaled to Wintrust Bank or one of its affiliates, as the new purchaser (the “New Purchaser”); and
Whereas, in connection with the foregoing, the Corporation has requested that the Authority authorize and approve certain amendments to the Existing Agreement, including certain amendments relating to the determination of the interest rate on the Bond, all as more fully set forth in the hereinafter defined First Amendment (collectively, the “Amendments”); and

Whereas, the Amendments are described in the First Amendment to Bond and Loan Agreement dated as of October 1, 2017 (the “First Amendment” and together with the Existing Agreement, the “Agreement”) among the Authority, the Corporation and the New Purchaser; and

Whereas, the Corporation has informed the Authority, based upon the advice of bond counsel to the Authority, that such Amendments will result the Bond being treated as “reissued” or “currently refunded” for federal income tax purpose; and

Whereas, the Corporation has requested that the Authority approve the Amendments and authorize and approve the execution and delivery of the First Amendment and the execution and delivery all other documentation deemed necessary or appropriate in connection therewith; and

Whereas, the Authority desires to approve the Amendments, and authorize and approve the execution and delivery of the First Amendment and any other necessary or appropriate documentation to effect all of the foregoing;

Now Therefore, Be It Resolved by the Members of the Illinois Finance Authority, as follows:

Section 1. Approval of Amendments. That the Authority hereby approves the Amendments; and that the Authority hereby acknowledge that the Amendments and the execution and delivery of the First Amendment and the delivery of the hereinafter defined New Bond will constitute a “sale” or “exchange” under Section 1.1001-3 of the Treasury Regulations of the Bond, which is more commonly known as a “reissuance” or “current refunding” of the Bond for federal income tax purposes.

Section 2. First Amendment. That the Authority is hereby authorized to enter into the First Amendment to effect the Amendments; that the form, terms and provisions of First Amendment be, and hereby is, in all respects approved; that each of the Chairman, Vice Chairman, Executive Director, General Counsel or any Assistant Executive Director (and, for purposes of this Resolution, any person duly appointed to any such office on an acting or an interim basis) of the Authority (each, an “Authorized Officer”) be, and each of them hereby is, authorized, empowered and directed to execute and deliver, and the Secretary or any Assistant Secretary of the Authority be and each of them hereby is, authorized, empowered and directed to attest and to affix the official seal of the Authority to, the First Amendment in the name, for and on behalf of the Authority, such First Amendment to be in substantially the same form of the First Amendment previously provided to and on file with the Authority or with such changes therein as any Authorized Officer shall approve, the execution thereof to constitute conclusive evidence of such approval of any and all changes or revisions therein from such form; that when the First Amendment is executed, attested, sealed and delivered on behalf of the Authority, the First Amendment shall be binding on the Authority; and that from and after the execution and delivery of the First Amendment, the officers, employees and agents of the Authority are hereby also 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 First Amendment as executed; and that the First Amendment shall constitute, and hereby
is made, a part of this Resolution, and a copy of the First Amendment shall be placed in the official records of the Authority and shall be available for public inspection at the office of the Authority.

Section 3. New Bond. That in order to carry out the remarketing of the Bond to the New Purchaser and the effectiveness of the Amendments, the Authority hereby authorizes and approves the execution and delivery to the New Purchaser of a new and amended bond (the “New Bond”), in substantially the form attached to the First Amendment as Exhibit A and previously provided to and on file with the Authority or with such changes therein as any Authorized Officer shall approve, the execution thereof to constitute conclusive evidence of such approval of any and all changes or revisions therein from such form; that such New Bond shall be executed in the name, for and on behalf of the Authority with the manual or facsimile signature of its Chairman, Vice Chairman or Executive Director (and for purposes of this Resolution, any person duly appointed to any such office on an acting or an interim basis) 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; that the Chairman, Vice Chairman, Executive Director or any other officer of the Authority shall cause the New Bond, as so executed and attested, to be delivered to the New Purchaser, as bond registrar, for authentication; and that when such New Bond is executed on behalf of the Authority in the manner contemplated by the Agreement and this Resolution, it shall represent the approved form of such New Bond.

Section 4. Tax Agreement. That the Authority is hereby authorized to enter into Tax Exemption and Certificate Agreement (the “Tax Agreement”) with the Corporation in the form to be approved by bond counsel, by counsel for the Corporation and by counsel to the Authority; that 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; that when such Tax Agreement is executed and delivered on behalf of the Authority as herein provided, such Tax Agreement will be binding on the Authority; and that from and after the execution and delivery of such Tax 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 such Tax Agreement as executed.

Section 5. Other Documents. That the Authorized Officers and any other officer of the Authority be, and each of them hereby is, authorized to (i) execute and deliver such documents, certificates and undertakings of the Authority to effect the Amendments and the foregoing described matters, including but not limited to, the execution and delivery of one or more IRS Forms 8038 (collectively, the “Other Documents”), (ii) approve the execution and delivery of such other documents, certificates and undertakings of other parties, including, without limitation, the Corporation and the New Purchaser and (iii) take such other actions as may be necessary or required in connection with carrying out and complying with this Resolution, effecting the Amendments and the foregoing described matters and/or the execution, delivery and performance of the First Amendment, the Tax Agreement and the Other Documents; and that 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 6. Private Placement; Investment Letter; Restrictions on Transfers. That the Authority hereby authorizes the execution and delivery of the New Bond to the New Purchaser on a private placement basis pursuant to the Agreement; that the New Purchaser shall deliver an investment letter to the Authority (in the form approved by counsel to the Authority and consistent with the Authority’s Bond
Program Handbook) stating, among other things, that the New Purchaser is either an institutional “accredited investor” within the meaning of Regulation D, Sections 501 through 506, or a “qualified institutional buyer” within the meaning of Rule 144A, under the Securities Act of 1933, as amended; and that each such investor letter shall contain such restrictions, as counsel to the Authority shall reasonably determine are necessary or advisable, on the transfer of the New Bond by the New Purchaser or by any accredited investor or qualified institutional buyer to which the New Purchaser transfers the New Bond.

**Section 7. Conditions to Effectiveness.** That the approvals granted by the Authority pursuant to this Resolution are subject to the First Amendment, the Tax Agreement and any other document required to carry out and comply with this Resolution being in full conformance with the requirements of the Authority (including the Authority’s Bond Program Handbook), except as expressly approved by counsel to the Authority or the Executive Director (and, for purposes of this Resolution, any person duly appointed to any such office on an acting or an interim basis) of the Authority, the satisfaction of such condition to be evidenced by an Authorized Officer’s execution and delivery of such documents.

**Section 8. Other Acts.** That 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 9. Severability.** That the provisions of this Resolution are hereby declared to be separable, and if any section, phrase or provision hereof shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions of this Resolution.

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

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