

# **ILLINOIS FINANCE AUTHORITY**

**March 12, 2019**

**9:30 a.m.**

## **REGULAR MEETING**

**Michael A. Bilandic Building**

**160 North LaSalle Street**

**Suite S-1000**

**Chicago, Illinois 60601**

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

**NEW BUSINESS**

**TAX-EXEMPT CONDUIT TRANSACTION PROJECTS**

<b>Tab</b>	<b>Project Name</b>	<b>Location</b>	<b>Amount</b>	<b>New Jobs</b>	<b>Const. Jobs</b>	<b>Staff</b>
<b>Private Activity Bonds - Revenue Bonds</b> <i>Final (One-Time Consideration)</i>						
1	Ferrell Hospital Community Foundation	Eldorado (Saline County)	\$35,000,000	25	400	PL/SP
2	National Louis University	Chicago (Cook County)	\$27,000,000	41	15	RF
3	Beginning Farmer - Luke F. & Amanda C. Zwilling	Preston Township (Richland County)	\$65,000	-	-	LK
<b>Private Activity Bonds - Revenue Bonds</b> <i>Preliminary</i>						
4	Provident Group - UIUC Properties LLC	Urbana and Unincorporated Champaign County (Champaign County)	\$100,000,000	6	163	RF
<b>TOTAL TAX-EXEMPT CONDUIT TRANSACTION PROJECTS</b>			<b>\$162,065,000</b>	<b>72</b>	<b>578</b>	
<b>GRAND TOTAL</b>			<b>\$162,065,000</b>	<b>72</b>	<b>578</b>	

**NEW BUSINESS**

**RESOLUTIONS**

<b>Tab</b>	<b>Action</b>	<b>Staff</b>
<b>Tax-Exempt Conduit Transactions</b>		
5	Resolution Authorizing the Execution and Delivery of a First Amendment to the Bond and Loan Agreement Relating to the Illinois Finance Authority Revenue Bond, Shedd Aquarium Society, Series 2015 to Provide for Certain Amendments Relating to the Interest Rate 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	RF/BF
<b>Direct and Alternative Financings</b>		
6	Resolution Approving Green Bond Designation for the State Revolving Fund; and Matters Related Thereto	CM/LB
7	Withdrawn	EW/RO
<b>Audit, Budget, Finance, Legislation, Investment and Procurement</b>		
8	Resolution Approving Updates to the Authority's Bond Handbook and Other Matters Related Thereto	EW/RO
<b>Governance, Personnel, and Ethics</b>		
9	Resolution Honoring Pamela Lenane, Executive Vice President of the Illinois Finance Authority	CM
<b>Executive</b>		
10	Resolution Regarding Continued Appointment of Executive Director of the Illinois Finance Authority	EW/RO
11	Withdrawn	EW/RO

**SUBJECT MATTER-ONLY**

<b>Tab</b>	<b>Action</b>	<b>Staff</b>
<b>Direct and Alternative Financings</b>		
12	Property Assessed Clean Energy Update	BF
<b>Audit, Budget, Finance, Legislation, Investment and Procurement</b>		
13	Prevailing Wage Act Policy Discussion in Connection with Host Approvals for Purposes of Section 147(f) of the Internal Revenue Code of 1986, as Amended	CM
<b>Governance, Personnel, and Ethics</b>		
14	Update Regarding Certain Ethics Considerations for Members of the Illinois Finance Authority	EW/RO

Date: March 12, 2019

To: Eric Anderberg, Chairman  
Michael W. Goetz, Vice Chairman  
James J. Fuentes  
Mayor Arlene A. Juracek  
Lerry Knox  
Lyle McCoy

George Obernagel  
Terrence M. O'Brien  
Roger Poole  
Beth Smoots  
Bradley A. Zeller

From: Christopher B. Meister, Executive Director

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

Dear Member of the Authority:

***Federally Tax-Exempt Conduit Bonds Supported by State Policy***

Spring is a season of growth – and the start of construction season.

Spring also provides an opportunity to re-examine and highlight the policies of Illinois with respect to the issuance of federally tax-exempt conduit bonds – the core service provided to borrowers by the Authority. When the Authority approves and successfully closes a conduit bond transaction, we are providing access to an economic benefit under the federal tax code to a qualified borrower for specific capital expenditures. The economic benefit the borrower attains is a lower interest rate because the interest paid on the bond is exempt from federal income tax. The bond is strictly the debt and obligation of the borrower, and neither the State nor the Authority has any repayment obligations. Importantly, the Authority is not a regulator with respect to its borrowers or their projects. Regulatory power belongs to the various federal, state and local agencies depending on the particular subject matter and it is the borrower's duty to comply with whatever regulations may be applicable.

Federally tax-exempt conduit bonds are a construct of federalism. The economic benefit provided by federal law is accessed under the purview of states' rights. That is, the Authority's counterparts in other states are each unique and reflective of decisions made by their own respective governors and state legislatures upon their respective state constitutions. Accordingly, the variance in the statutory powers of the Authority's counterparts in other states is vast and extensive.

Today, our agenda highlights three Illinois policies founded in either State law and/or gubernatorial executive order:

- Illinois Prevailing Wage;
- Green and climate priorities; and
- Ethics.

***Project with Impact: Ferrell Hospital, Eldorado, Saline County***

An important first, we will finance ***Ferrell Hospital Community Foundation***, a Critical Access Hospital. Critical Access Hospitals provide essential services to rural communities across Illinois. The



contemplated project upgrades the Critical Access Hospital's facilities in order to continue effectively serving its community. On March 8, 2019, at Ferrell Hospital, Governor Pritzker affirmed our State's commitment to Critical Access Hospitals by signing Senate Bill 1469 (Public Act 100-1181) that provides additional funding to these vital local assets.

***Project with Impact: Provident Group – UIUC Properties LLC, Champaign County***

The Authority has a long history of leadership in helping our public universities through innovative conduit financing to lower the cost of financing. The ***Provident Group - UIUC Properties LLC*** is the first of these projects to be strictly academic/research, and not student housing. It is also the first Authority project of this kind to be located on the campus of the University of Illinois at Urbana-Champaign. To ensure that issuance of tax-exempt conduit bonds remained a cost-saving option for public universities, the Authority worked with the General Assembly to change the Procurement Code. We believe that this project will add to the list of cost-saving measures previously undertaken on the campuses of Northern Illinois University, Illinois State University, Northeastern Illinois University, and University of Illinois-Chicago.

***Additional Projects***

We are also pleased to welcome ***National Louis University***, the ***Shedd Aquarium*** and a beginning farmer from Richland County to our agenda. In addition, we have an update on the Authority's developing efforts on ***Commercial Property Assessed Clean Energy*** financing.

***Thank You for Your Service, Neil Heller and Shaun Murphy***

The Authority is grateful for the volunteer services of Neil Heller and Shaun Murphy whom served as Members of the Authority. We wish Neil and Shaun the best in their future endeavors.

***Thank You for Your Service, Pam Lenane***

They say all good things must come to an end, and it is with great sadness that we say goodbye to an Authority institution: Pam Lenane. Pam has led the non-profit hospital and non-profit senior living sector on behalf of the Authority since 2004. Pam, throughout her distinguished career, has always put the best interests of the Authority and its borrowers first. Among many of Pam's achievements, the \$1 billion ***Presence*** project in 2015 earned ***The Bond Buyer Deal of the Year for Healthcare***. We wish Pam a healthy, happy and successful future as she retires from full-time Authority service.

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

Respectfully,

A handwritten signature in black ink, appearing to read "C. Meister", with a long horizontal line extending to the right.

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Christopher B. Meister  
Executive Director

**\$35,000,000**

**Ferrell Hospital Community Foundation**

March 12, 2019

<p><b>REQUEST</b></p>	<p><b>Purpose:</b> Proceeds will be used by <b>Ferrell Hospital Community Foundation</b> (the “<b>Borrower</b>”): (i) to pay or reimburse (or retire taxable indebtedness incurred by) the Borrower for the payment of the costs of acquiring, renovating, remodeling and expanding the Borrower’s hospital facility located in Eldorado, Illinois; (ii) to pay capitalized interest on the bonds during the period of construction of the project; and (iii) to pay for the cost of issuance.</p> <p><b>Program:</b> Conduit 501(c)(3) Revenue Bonds</p> <p><b>Extraordinary Conditions:</b> None</p>								
<p><b>BOARD ACTIONS</b></p>	<p>Final Bond Resolution (<i>One-time consideration</i>)</p>								
<p><b>JOB DATA</b></p>	<table border="0"> <tr> <td>192*</td> <td>Current jobs</td> <td>25*</td> <td>New jobs projected</td> </tr> <tr> <td>192*</td> <td>Retained jobs</td> <td>400**</td> <td>Construction jobs projected</td> </tr> </table> <p>*Full-time equivalents  **After the IFA informed the Borrower it would have to comply with the Prevailing Wage Act, the Borrower renegotiated its construction contract to do so.</p>	192*	Current jobs	25*	New jobs projected	192*	Retained jobs	400**	Construction jobs projected
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192*	Retained jobs	400**	Construction jobs projected						
<p><b>DESCRIPTION</b></p>	<ul style="list-style-type: none"> <li>● Location: Eldorado, Illinois / Saline County</li> <li>● The Borrower is an Illinois not-for-profit corporation which operates a Critical Access Hospital with 25 licensed beds, and is the sole community hospital in Eldorado, Illinois in Saline County. A Critical Access Hospital is a designation given to eligible rural hospitals by the Centers for Medicare and Medicaid Services. The Critical Access Hospital designation is designed to reduce the financial vulnerability of rural hospitals and improve access to healthcare by keeping essential services in rural communities. Due to the designation, Medicare is reimbursed on a cost basis methodology, which allows for higher reimbursement rates. The Borrower has over 9% market share in its primary service area. The Medical Staff is composed of 64 physicians, representing 12 fields of medical specialization. The Borrower is an acute stroke ready hospital serving the community of Eldorado and the surrounding rural population.</li> <li>● The Borrower has not undergone a major renovation in over 40 years and as a result the facility needs modernization in order to continue to provide quality services in a safe environment. The project will consist of about 57,000 square feet of new construction, 25,500 square feet of renovation and 16,750 square feet of demolition, resulting in a total building square footage of 88,000 after the project. The number of beds will remain the same.</li> <li>● The Borrower offers a wide range of services including: Inpatient care, Outpatient care, Surgery, Behavioral Health, Emergency Medical Services, Laboratory Services, Respiratory, Pulmonary, Rheumatology, Mammography, Pain Management, Cardiology Care, Podiatry, Urology, Diabetes Education, Gastroenterology, Imaging, Radiology, Physical Rehabilitation (PT, OT, Speech), Rural Health Clinics, Cardiac and Pulmonary Rehab, Infusion Therapy and Wound Care.</li> <li>● The Borrower has entered into an Affiliation Agreement with Deaconess Regional Healthcare Network Illinois, LLC, (“Deaconess”) a wholly owned subsidiary of Deaconess Health Systems. Under such agreement, the Borrower received a financial contribution of \$510,000, a credit facility of \$1.25 million dollars and hospital management services. In addition, Deaconess appoints two members to the Borrower’s ten member board of directors.</li> </ul>								

<b>SECURITY</b>	<ul style="list-style-type: none"> <li>● Old National Bank in Evansville, Indiana (the “Bank”), as bond purchaser, will have a security interest in the gross revenues of the Borrower and a mortgage on the property located in Eldorado, Illinois. Such mortgage will be subordinate to three existing mortgages on the property that the United States Department of Agriculture (the “USDA”) is the mortgagee on in the aggregate amount of \$1,605,123.27 (as of 12/31/18).</li> <li>● A reimbursement note will be signed at closing so that upon a bond default there will be a mandatory redemption of the bonds funded by the Bank, with the reimbursement note funding a taxable loan by the Bank to redeem in full the bonds and convert the transaction to a taxable loan.</li> <li>● The IFA, in issuing the bond, is relying on the underwriting and commitment of the Bank and the USDA permanent loan commitment.</li> </ul>																
<b>STRUCTURE</b>	<ul style="list-style-type: none"> <li>● The plan of finance contemplates the bonds will be purchased directly by the Bank. The bonds are expected to remain outstanding for the duration of the construction period, which is approximately 24 months. After the construction period is completed, the bonds will be taken out with a permanent loan from the USDA. The bonds will be issued as “draw bonds,” with the proceeds available for draw and payment to the Bank on a monthly basis, as pay requests are submitted by the Borrower. The USDA will be actively involved during the construction process (approving requests for funds, inspections, reviewing and monitoring pay estimates and monitoring overall project use of funds). The monthly interest on the bonds will be capitalized and will be paid out of the monthly draw of bond proceeds.</li> <li>● This plan of finance will result in approximately \$240,000 of savings for the Borrower during the construction period.</li> <li>● It is estimated Bonds will mature March 2021.</li> </ul>																
<b>SOURCES AND USES</b>	<table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="width: 50%;"><b>Sources:</b></td> <td colspan="2" style="width: 50%;"><b>Uses:</b></td> </tr> <tr> <td style="width: 25%;">IFA Bonds</td> <td style="width: 25%; text-align: right;"><u>\$35,000,000</u></td> <td style="width: 25%;">IFA Bonds</td> <td style="width: 25%; text-align: right;">\$34,700,000</td> </tr> <tr> <td></td> <td></td> <td style="text-align: right;">Estimated COI</td> <td style="text-align: right;"><u>300,000</u></td> </tr> <tr> <td><b>Total</b></td> <td style="text-align: right;"><b><u>\$35,000,000</u></b></td> <td><b>Total</b></td> <td style="text-align: right;"><b><u>\$35,000,000</u></b></td> </tr> </table>	<b>Sources:</b>		<b>Uses:</b>		IFA Bonds	<u>\$35,000,000</u>	IFA Bonds	\$34,700,000			Estimated COI	<u>300,000</u>	<b>Total</b>	<b><u>\$35,000,000</u></b>	<b>Total</b>	<b><u>\$35,000,000</u></b>
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<b>Total</b>	<b><u>\$35,000,000</u></b>	<b>Total</b>	<b><u>\$35,000,000</u></b>														
<b>RECOMMENDATION</b>	IFA Staff recommends approval pending consideration by Project Review Committee.																

**ILLINOIS FINANCE AUTHORITY  
 BOARD SUMMARY  
 March 12, 2019**

**Project: Ferrell Hospital Community Foundation**

**STATISTICS**

Project Number: 12444	Amount: \$35,000,000 (Not-to-Exceed)
Type: 501(c)(3) Bonds	IFA Staff: Pam Lenane/Sara Perugini
Location: Eldorado, IL	County/Region: Saline/West Central

**BOARD ACTION**

Final Bond Resolution ( <i>One-time consideration</i> )	No IFA Funds at Risk
Conduit 501(c)(3) Revenue Bonds	No Extraordinary Conditions
IFA Staff recommends approval pending consideration by Project Review Committee.	

**PURPOSE**

Proceeds will be used by **Ferrell Hospital Community Foundation** (the “**Borrower**”): (i) to pay or reimburse (or retire taxable indebtedness incurred by) the Borrower for the payment of the costs of acquiring, renovating, remodeling and expanding the Borrower’s hospital facility located in Eldorado, Illinois; (ii) to pay capitalized interest on the bonds during the period of construction of the project; and (iii) to pay for the cost of issuance.

**IFA PROGRAM AND CONTRIBUTION**

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

**VOLUME CAP**

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

**JOBS**

Current employment: 192*	Projected new jobs: 25*
Jobs retained: 192*	Construction jobs: 400**

\*Full-time equivalents

\*\*After the IFA informed the Borrower it would have to comply with the Prevailing Wage Act, the Borrower renegotiated its construction contract to do so.

**ESTIMATED SOURCES AND USES OF FUNDS**

IFA Bonds	<u>\$35,000,000</u>	IFA Bonds	\$34,700,000
		Estimate COI	<u>300,000</u>
<b>Total</b>	<b><u>\$35,000,000</u></b>	<b>Total</b>	<b><u>\$35,000,000</u></b>

**FINANCING SUMMARY**

Security: Old National Bank in Evansville, Indiana (the “Bank”), as bond purchaser, will have a security interest in the gross revenues of the Borrower and a mortgage on the property located in Eldorado, Illinois. Such mortgage will be subordinate to three existing



mortgages on the property that the United States Department of Agriculture (the “USDA”) is the mortgagee on in the aggregate amount of \$1,605,123.27 (as of 12/31/18).

A reimbursement note will be signed at closing so that upon a bond default there will be a mandatory redemption of the bonds funded by the Bank, with the reimbursement note funding a taxable loan by the Bank to redeem in full the bonds and convert the transaction to a taxable loan.

The IFA, in issuing the bond, is relying on the underwriting and commitment of the Bank and the USDA permanent loan commitment.

**Structure:** The plan of finance contemplates the bonds will be purchased directly by the Bank. The bonds are expected to remain outstanding for the duration of the construction period, which is approximately 24 months. After the construction period is completed, the bonds will be taken out with a permanent loan from the USDA. The bonds will be issued as “draw bonds,” with the proceeds available for draw and payment to the Bank on a monthly basis, as pay requests are submitted by the Borrower. The USDA will be actively involved during the construction process (approving requests for funds, inspections, reviewing and monitoring pay estimates and monitoring overall project use of funds). The monthly interest on the bonds will be capitalized and will be paid out of the monthly draw of bond proceeds.

This plan of finance will result in approximately \$240,000 of savings for the Borrower during the construction period.

**Interest Rate:** To be determined at closing based upon the following formula: 79% (2 year USD Swap Rate) + 1.74%. As of February, 2019 this rate is 3.88%.

**Interest Mode:** Fixed Rate

**Credit Enhancement:** None

**Maturity:** It is estimated Bonds will mature March 2021.

**Rating:** Nonrated

**Estimated Closing Date:** March 2019

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### PROJECT SUMMARY

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### BUSINESS SUMMARY

- The Borrower is an Illinois not-for-profit corporation which operates a Critical Access Hospital with 25 licensed beds, and is the sole community hospital in Eldorado, Illinois in Saline County. A Critical Access Hospital is a designation given to eligible rural hospitals by the Centers for Medicare and Medicaid Services. The Critical Access Hospital designation is designed to reduce the financial vulnerability of rural hospitals and improve access to healthcare by keeping essential services in rural communities. Due to the designation, Medicare is reimbursed on a cost basis methodology, which allows for higher reimbursement rates. The Borrower has over 9% market share in its primary service area. The Medical Staff is composed

of 64 physicians, representing 12 fields of medical specialization. The Borrower is an acute stroke ready hospital serving the community of Eldorado and the surrounding rural population.

- The Borrower has not undergone a major renovation in over 40 years and as a result the facility needs modernization in order to continue to provide quality services in a safe environment. The project will consist of about 57,000 square feet of new construction, 25,500 square feet of renovation and 16,750 square feet of demolition, resulting in a total building square footage of 88,000 after the project. The number of beds will remain the same.
- The Borrower offers a wide range of services including: Inpatient care, Outpatient care, Surgery, Behavioral Health, Emergency Medical Services, Laboratory Services, Respiratory, Pulmonary, Rheumatology, Mammography, Pain Management, Cardiology Care, Podiatry, Urology, Diabetes Education, Gastroenterology, Imaging, Radiology, Physical Rehabilitation (PT, OT, Speech), Rural Health Clinics, Cardiac and Pulmonary Rehab, Infusion Therapy and Wound Care.
- The Borrower has entered into an Affiliation Agreement with Deaconess Regional Healthcare Network Illinois, LLC, (“Deaconess”) a wholly owned subsidiary of Deaconess Health Systems. Under such agreement, the Borrower received a financial contribution of \$510,000, a credit facility of \$1.25 million dollars and hospital management services. In addition, Deaconess appoints two members to the Borrower’s ten member board of directors.

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**ECONOMIC DISCLOSURE STATEMENT**

Applicant: Ferrell Hospital Community Foundation

Site Address: 1201 Pine Street  
Eldorado, IL 62930

Contact: Alisa Coleman, Chief Executive Officer

Website: [www.ferrellhospital.org](http://www.ferrellhospital.org)

Board of Trustees:  
Gene Morris, Chairman  
ET Seely, Vice Chairman  
Barb Devous, Secretary  
Bill Jones  
Nikki Roser  
Jared Florence  
James Porter, MD  
Nate Oldham, MD  
Ayn Bartok  
Jeff Campbell

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**PROFESSIONAL & FINANCIAL**

Borrower’s Counsel:	Thompson Coburn LLP	St. Louis, MO	James Fogle
Bank and Bond Counsel:	Faegre Baker Daniels LLP	Indianapolis, IN	John Kirkwood
Bank/s:	Old National Bank	Evansville, IN	Jennifer Gilbert Jim Schmidt
IFA Counsel:	Chapman and Cutler LLP	Chicago, IL	Kristin Hilson
IFA Financial Advisor:	Sycamore Advisors, LLC	Chicago, IL	Courtney Tobin Olyvia Jarmoszka

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**LEGISLATIVE DISTRICTS**

Congressional: 15  
State Senate: 59  
State House: 118

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March 12, 2019

**\$27,000,000 (not-to-exceed amount)**  
**National Louis University**

<b>REQUEST</b>	<p><b>Purpose:</b> Bond proceeds will be issued in one or more series or subseries and loaned to <b>National Louis University</b>, an Illinois not-for-profit corporation and an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“<b>NLU</b>”, the “<b>University</b>”, or the “<b>Borrower</b>”), in order to (a) current refund 100% of the outstanding balance of the University’s IFA (IEFA) Series 1999 Revenue Bonds, and (b) finance, refinance, or reimburse the Borrower for the costs of acquiring, constructing, renovating, improving, furnishing and equipping real property owned and operated by the Borrower located on Floors 1 and 7 at 19 South Michigan Ave. (a property commonly known as the “<b>Gage Building</b>”), Chicago (Cook County), Illinois (the “<b>Project</b>”), (b) fund certain reserves and pay capitalized interest, if any, pertaining to the Bonds, and (c) pay the costs of issuance of the Bonds, all as permitted by the Illinois Finance Authority Act (the “<b>Act</b>”).</p> <p>The subject improvements will enable NLU to relocate programs associated with Kendall College of Culinary Arts and Hospitality Management from leased space (with said lease scheduled to expire as of December 2019) and will provide for the expansion of the University’s higher education programs currently offered at its 122 S. Michigan Avenue facility.</p> <p><b>Program:</b> 501(c)(3) Revenue Bonds  <b>Extraordinary Conditions:</b> None.</p>																								
<b>BOARD ACTIONS</b>	Final Bond Resolution ( <i>One-time consideration</i> )																								
<b>MATERIAL CHANGES</b>	None. This is the first time this financing proposal has been presented to the IFA Board of Directors.																								
<b>JOB DATA</b>	<table border="0"> <tr> <td>559 (including faculty and staff)</td> <td>Current jobs</td> <td>41</td> <td>New jobs projected (2 years)</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>15 avg. (25 peak)</td> <td>Construction jobs projected (10 months)</td> </tr> </table>	559 (including faculty and staff)	Current jobs	41	New jobs projected (2 years)	N/A	Retained jobs	15 avg. (25 peak)	Construction jobs projected (10 months)																
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<b>DESCRIPTION</b>	<ul style="list-style-type: none"> <li>Project Location: Chicago/Cook County/ Northeast Region</li> <li>Type of entity: NLU is a not-for-profit university established in 1886 and incorporated in 1912 under the laws of the State of Illinois. In FY 2017 and FY 2018, NLU served approximately 7,100 and 7,300 students, respectively. Current enrollment is approximately 8,600 in Spring 2019. The University is managed by a 23-member Board of Trustees (see pp. 6-7).</li> </ul>																								
<b>CREDIT INDICATORS</b>	<ul style="list-style-type: none"> <li>The plan of finance contemplates that the proposed IFA Series 2019 New Money and Refunding Bonds will be purchased directly by <b>PNC Bank, N.A.</b> (the “<b>Bank</b>”).</li> <li>National Louis University is a non-rated entity.</li> </ul>																								
<b>SECURITY</b>	<ul style="list-style-type: none"> <li>The Bank (as bond purchaser) will be secured by a gross revenue pledge and mortgages on certain of its campus properties located in Chicago, IL and Wheeling, IL.</li> </ul>																								
<b>MATURITY/INTEREST RATE</b>	<ul style="list-style-type: none"> <li>As presently contemplated, the New Money IFA Series 2019 Bonds will be amortized over 25 years, while the IFA Series 2019 Refunding Bonds are expected to be amortized over a period of up to 25 years (based on pending tax analysis by bond counsel). (The not-to-exceed maturity date authorized by the IFA Bond Resolution will be for a period not-to-exceed 40 years.)</li> <li>Both sizing and interest rate modes will be determined based on an evaluation of market conditions by the Borrower and its financing team at pricing.</li> </ul>																								
<b>SOURCES &amp; USES OF FUNDS – PRELIMINARY (SUBJECT TO CHANGE):</b>	<table border="0"> <thead> <tr> <th colspan="2"><b>Sources:</b></th> <th colspan="2"><b>Uses:</b></th> </tr> </thead> <tbody> <tr> <td>IFA Series 2019A New Money Bonds</td> <td>\$7,900,000</td> <td>Project Costs</td> <td>\$8,320,000</td> </tr> <tr> <td>IFA Series 2019B Refunding Bonds</td> <td>19,100,000</td> <td>Refund Series 1999A-B Bonds</td> <td>19,200,000</td> </tr> <tr> <td>Borrower Equity</td> <td><u>1,100,000</u></td> <td>Furniture, Fixtures &amp; Equipment</td> <td>250,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td><u>330,000</u></td> </tr> <tr> <td><b>Total</b></td> <td><b><u>\$28,100,000</u></b></td> <td><b>Total</b></td> <td><b><u>\$28,100,000</u></b></td> </tr> </tbody> </table>	<b>Sources:</b>		<b>Uses:</b>		IFA Series 2019A New Money Bonds	\$7,900,000	Project Costs	\$8,320,000	IFA Series 2019B Refunding Bonds	19,100,000	Refund Series 1999A-B Bonds	19,200,000	Borrower Equity	<u>1,100,000</u>	Furniture, Fixtures & Equipment	250,000			Costs of Issuance	<u>330,000</u>	<b>Total</b>	<b><u>\$28,100,000</u></b>	<b>Total</b>	<b><u>\$28,100,000</u></b>
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Borrower Equity	<u>1,100,000</u>	Furniture, Fixtures & Equipment	250,000																						
		Costs of Issuance	<u>330,000</u>																						
<b>Total</b>	<b><u>\$28,100,000</u></b>	<b>Total</b>	<b><u>\$28,100,000</u></b>																						
<b>RECOMMENDATION</b>	Project Review Committee recommends approval.																								

**ILLINOIS FINANCE AUTHORITY  
PROJECT SUMMARY REPORT  
March 12, 2019**

**Project: National Louis University**

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**STATISTICS**

Project Number: 12449	Amount: \$27,000,000 (not-to-exceed)
Type: 501(c)(3) Revenue Bonds	IFA Staff: Rich Frampton, EVP and Brad R. Fletcher, VP
Location: Chicago	Counties/ Regions: Cook/Northeast

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**BOARD ACTION**

Final Bond Resolution ( <i>One-time consideration</i> )	No IFA funds at risk
Conduit 501(c)(3) Revenue Bonds	No extraordinary conditions
Project Review Committee recommends approval	

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**VOTING RECORD**

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

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**PURPOSE**

Bond proceeds will be used to (i) current refund the outstanding balance of the University's Series 1999 Bonds (approximately \$19.1 million as of 2/1/2019), (ii) finance the renovation/build-out and equipping of condominium space located on Floors 1 and 7 that NLU previously purchased (December 2018) in the Gage Building, 18 S. Michigan Ave., in Chicago, IL, and (iii) fund certain reserves and pay costs of issuance relating to the IFA Series 2019 Bonds, if deemed necessary or desirable by the Borrower.

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**IFA CONTRIBUTION**

501(c)(3) Bonds are a form of conduit, tax-exempt municipal bond authorized under the Internal Revenue Code of 1986, as amended, that 501(c)(3) corporations can use to finance capital projects that will be used to further their mission. IFA serves as a conduit issuer that conveys federal tax-exempt status on interest paid to bondholders, thereby enabling the bond investors to accept a lower interest rate than conventional financing, which creates savings by reducing the Borrower's interest expense compared to conventional (or taxable) financing.

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**VOLUME CAP**

501(c)(3) Bonds do not require an allocation of Section 146 Volume Cap.

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**FINANCING SUMMARY**

Security:	The Series 2019 Bonds will be purchased directly by <b>PNC Bank, N.A.</b> (the " <b>Bank</b> "). PNC will be the direct lender/investor and will be NLU's relationship bank.
Structure:	The Bank (as bond purchaser) will be secured by a gross revenue pledge and mortgages on certain of its campus properties located in Chicago, IL and Wheeling, IL (there is expected to be a negative pledge on NLU's other real estate assets).
Interest Rate:	NLU and the Bank expect to negotiate an initial interest rate that would be fixed for an initial period of 5, 7, or 10 years. At the end of the initial interest rate period (and any subsequent interest rate period), NLU and the Bank will have the option to reset the interest rate at mutually agreed-upon terms out to the final maturity date on the Series 2019 Bonds (currently anticipated after 25 years, in 2044).
Debt Rating:	NLU is not currently a rated entity. The proposed PNC-purchased Series 2019 Bonds will be non-rated.

Final Maturity: June 1, 2044 – approximately 25 years from the date of issuance. (The Bond Resolution specifies a maximum 40-year not-to-exceed parameter from the date of issuance.)

Estimated Closing

Date: June 30, 2019

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### PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be issued in one or more series or subseries and loaned to **National Louis University**, an Illinois not-for-profit corporation and an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“**NLU**”, the “**University**”, or the “**Borrower**”), in order to (a) current refund 100% of the outstanding balance of the University’s IEFA (IEFA) Series 1999A and Series 1999B Revenue Bonds (the “**Prior Bonds**”), and (b) finance, refinance, or reimburse the Borrower for the costs of acquiring, constructing, renovating, improving, furnishing and equipping real property owned and operated by the Borrower located on Floors 1 and 7 at 19 South Michigan Ave. (a property commonly known as the “Gage Building”), Chicago (Cook County), Illinois (the “**Project**”), (b) fund certain reserves and pay capitalized interest, if any, pertaining to the Bonds, and (c) pay the costs of issuance of the Bonds, all as permitted by the Illinois Finance Authority Act (the “**Act**”).

Note: Proceeds of the Prior Bonds were used by NLU to (i) finance and be reimbursed for all or a portion of the costs of educational facilities associated with its new money Series 1999 Project, (ii) currently refund the University’s IEFA Series 1989 Bonds, (iii) currently refund the University’s IEFA Series 1993 Bonds, and (iv) pay certain costs relating to the issuance of the Prior Bonds, including the credit enhancement thereof.

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### BUSINESS SUMMARY

**Background:** **National Louis University** (“**NLU**” or the “**Borrower**”) is a not-for-profit corporation originally established in 1886 and incorporated in 1912 under Illinois law, and 1914 as a 501(c)(3) organization under the Internal Revenue Code of 1986, as amended. NLU is governed by a 23-member Board of Trustees (see p. 6-7).

NLU’s charitable purpose is to provide access to higher education that provides opportunity to students by providing innovative teaching, scholarship, community engagement, and service excellence.

**Description:** NLU was formerly known as the National College of Education from 1930-1990. In 1954, the University's graduate school was accredited to offer masters and doctorate level degrees. The University organized its general liberal arts offerings into the College of Arts and Sciences in 1982, and began its business and management school in 1989, offering both bachelors and master of business administration degrees.

In 1990, The University was renamed “National Louis” in 1990 in recognition of a significant gift from trustee and benefactor Michael W. Louis, whose gift spearheaded the University’s transition from college to university and enabled the university to greatly expand its scope of programming.

In 1999, NLU opened its new flagship campus in the former headquarters of the Peoples Gas Building at 122 S. Michigan in Chicago. In 2006, NLU relocated its Evanston satellite campus to leased space in Skokie.

NLU provides its educational offering through four colleges: (i) the National College of Education; (ii) the College of Professional Studies and Advancement, (iii) the Undergraduate College (beginning in Fall 2018), and (iv) the Kendall College of Culinary Arts and Hospitality Management (also beginning in Fall 2018).

NLU offers 16 undergraduate, 25 Master’s; 6 postgraduate Education Specialist (Ed.S.); 7 doctoral, and 20 fully online degree programs through its four colleges.

NLU is dedicated to providing upward mobility for its graduates. According to the University’s management, many students are individuals from underserved populations. Additionally, the University notes that its annual undergraduate tuition in academic year 2018-2019 (e.g., \$10,260/year for new, incoming freshman) is among the lowest of any four-year higher education

institution, public or private, in Illinois (and is competitive with annual tuition at several Illinois public universities in academic year 2018-2019 including NEIU (annual tuition is \$9,055/year) and NIU (annual tuition is \$9,465/year)).

NLU offers courses at 7 sites in the Chicago metropolitan area (122 S. Michigan Ave., 18 S. Michigan Ave., and 900 N. Branch Ave. (Goose Island), each in the City of Chicago; additional facilities are located in Elgin, Lisle, Skokie (North Shore), and Wheeling), in Tampa, FL, and online.

NLU's total enrollment (Spring 2019) is approximately 8,600 and features the following enrollment profile:

- there is a 50%-50% mix of undergraduate and graduate students
- approximately 77% of NLU's student body is female
- approximately 49% of NLU's student body is considered minority or bi-racial.

**Select highlights regarding NLU's long-term programming includes:**

- **NLU's National College of Education:** Through its National College of Education (NLU's original core program), NLU has been known as the "teacher of teachers" and has conferred more graduate-level Education degrees than any other institution in Illinois. According to the University, alumni of NLU's National College of Education have earned 70 "Golden Apple Awards" – one of the most prestigious teaching awards in Illinois (and more than any other school of education in Illinois according to NLU's management).
- **College of Professional Studies and Advancement:** The College of Professional Studies and Advancement provides Master's (M.A. – non-clinical) and Ph.D. (Community Psychology). NLU's Ph.D. in Community Psychology was lauded with the 2017 Excellence in Education Award by the American Psychology Association's Society of Community Research and Action, which is the highest honor a community psychology doctoral program can receive.

Recent Program  
Developments:

**NLU's Undergraduate College ("UGC") and "Pathways Program":** On July 1, 2018, NLU launched its new Undergraduate College that is focused on NLU's incoming freshman and campus-based undergraduate transfer students (primarily new associate degree graduates entering as 3<sup>rd</sup>-year undergraduate students). According to NLU's management, the "Pathways Program", is a targeted offering within the UGC that offers professionally-focused bachelor's degree program affordably priced at \$10,260/year (available to new, first-year incoming freshman only) that is designed to enable thousands more first generation, low-income, under-represented students to and through college. NLU's Pathways program offers additional student supportive services designed to improve student retention.

Enrollment in NLU's Pathways Program has grown from 85 in 2015 to 1,200 in academic year 2018-2019.

NLU forecasts further enrollment expansion in the Pathways program (increasing from 1,200 in 2018-2019 to 1,600 in 2019-2020 at which time Pathways enroll would comprise approximately 50% of NLU's 2020 undergraduate enrollment of 3,200. (In comparison, total undergraduate enrollment students was 1,700 in 2015, of which 85 were in the Pathways Program.)

NLU's Pathways has grown to become the 4<sup>th</sup> largest destination for graduates of Chicago Public Schools ("CPS"). Recent freshman and sophomore retention rates were each at 70%, thereby outperforming students with similar academic profiles at other institutions and above the national benchmark of 55%.

**NLU’s Kendall College – In August 2018, NLU purchased the assets and programs of Kendall College from Laureate.** Kendall was established in 1934 and offers undergraduate degrees in business, culinary arts, early childhood education, and hospitality management. Kendall is ranked the number one program in Chicago for preparing students for careers in culinary arts and hospitality management by Chicago *Michelin Guide* restaurants and hotels. Kendall’s early childhood education program (which has added online degree programs not previously offered by NLU) and business programs have been integrated into NLU’s Undergraduate College offerings.

The addition of Kendall’s student body to NLU added 1,100 to NLU’s enrollment during FY 2019 (and was the key driver increasing NLU’s enrollment from 7,300 in FY 2018 to approximately 8,600 currently), with approximately 50% served (550) in NLU’s new Kendall College of Culinary Arts and Hospitality Management at National Louis University. Approximately 550 (50%) of Kendall’s former students are now enrolled in NLU’s early childhood education program or its business programs.

**Project**

**Rationale:** The proposed IFA Series 2019 New Money Bonds will finance the buildout and equipping of portions of approximately 126,000 SF of space in the Gage Building (18 S. Michigan Ave.) that NLU purchased from Roosevelt University in December 2018. NLU’s space in the Gage Building is comprised of a portion of Floor 1 and all of Floors 2-8.

Upon completion in late 2019, the bond-financed renovations (and equipping) of NLU’s space located on a portion of Floor 1 and all of Floor 7 will provide NLU with (i) a new home to Kendall College’s culinary and hospitality program, and (ii) enable NLU to accommodate ongoing student growth associated with its Pathways undergraduate education program/initiative (and provide additional classroom capacity to supplement the University’s existing 122 S Michigan classroom facilities).

**Existing IFA**

**Bonds:** NLU has approximately \$42.0 million of IFA (IEFA) Series 1999 Bonds outstanding. NLU has paid down the principal amount of IFA (IEFA) Series 1999 Bonds outstanding to approximately \$19,100,000 as of February 1, 2019. NLU has made all scheduled payments relating to the Series 1999 Bonds.

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**ECONOMIC DISCLOSURE STATEMENT**

Applicant	National Louis University, 122 S. Michigan Ave., Chicago, IL 60605
Website:	www.nl.edu
Contact:	Mr. Marty Mickey, VP-Finance
Project Name:	National Louis University – Gage Building Renovation (IFA Series 2019 Bonds)
Location:	18 S. Michigan Ave. (1 <sup>st</sup> Floor and 7 <sup>th</sup> Floor), Chicago, IL 60603
Organization:	Illinois 501(c)(3) organization
Board Membership:	<i>See list of Board of Trustees on pp. 6-7</i>

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**PROFESSIONAL & FINANCIAL**

Borrower’s Counsel:	Locke Lord LLP	Boston, MA	Jennifer Mendonca
Auditor:	BKD, LLC	Fort Wayne, IN	
Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Christopher Walrath
Bank/Purchaser:	PNC Bank, N.A.	Chicago, IL	Barb Fahnstrom
Bank Counsel:	Chapman and Cutler LLP	Chicago, IL	Carol Thompson
Bond Trustee	US Bank, N.A.	Chicago, IL	
Architect:	Solomon Cordwell Buenz (SCB)	Chicago, IL	
General Contractor:	Pepper Construction Group	Chicago, IL	
Issuer’s Counsel:	Barnes & Thornburg LLP	Chicago, IL	Chuck Katz
IFA Advisors:	Acacia Financial Group, Inc.	Chicago, IL	Phoebe Selden, Siamac Afshar

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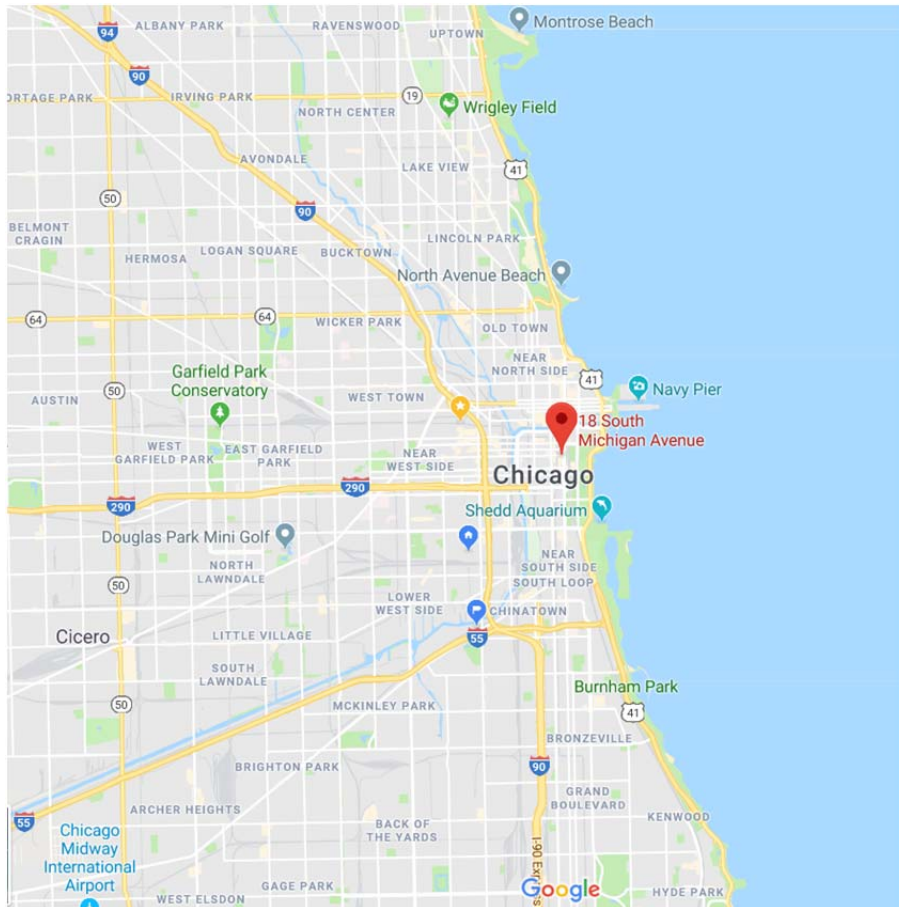
**LEGISLATIVE DISTRICTS**

Congressional:	7
State Senate:	3
State House:	5



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**PROJECT LOCTION – NEW MONEY SERIES 2019 BONDS**



Source: Google Maps (18 S. Michigan Ave., Chicago, IL 60603 (Gage Building))

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**NATIONAL LOUIS UNIVERSITY – BOARD OF TRUSTEES**

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**Chairman**

**Scott C. Smith**, former newspaper publisher

**Treasurer**

**Marty J. Mickey**, Vice President of Finance  
National Louis University

**Secretary & Director of Board Relations**

**Diane M. Trausch**,  
National Louis University

**Nivine Megahed, Ph.D.**, President – National Louis University – *ex officio*

**Juan C. Avila**

Co-Head of FARO Advisory

**Penny Brown**

Philanthropic Consultant

**Brendan Carroll**  
*Partner,*  
*Victory Park Capital Advisors*

**Julie Chavez**  
*SVP, Community Relations Manager, Bank of America*

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**Janet Froetscher**  
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**Jeffrey R. Kulwin**  
*Partner, Kulwin Mosciopinto & Kulwin, LLP*

**J. Michael Locke,**  
*Former CEO of Rasmussen, Inc.*

**R. Tighe Magnuson,**  
*Retired, Wm. Wrigley Company executive*

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*Schiff Hardin LLP*

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*Concentric Equity Partners*

**Mario M. Tricoci**  
*CEO/Managing Partner*  
*Aparium Hotel Group*

# ILLINOIS FINANCE AUTHORITY

## Memorandum

To: IFA Board of Directors  
From: Lorrie Karcher  
Date: March 12, 2019  
Re: Overview Memo for Beginning Farmer Bonds

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- **Borrower/Project Name:** Beginning Farmer Bonds
- **Locations:** Throughout Illinois
- **Board Action Requested:** Final Bond Resolution for the attached projects
- **Amount:** Up to \$543,800 maximum of new money for each project
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: \$65,000**
- **Calendar Year Summary:** (as of March 12, 2019)
  - Volume Cap: \$10,000,000
  - Volume Cap Committed: \$1,126,384
  - Volume Cap Remaining: \$8,873,616
  - Average Farm Acreage: 54
  - Number of Farms Financed: 5
- **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 2019 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 1<sup>st</sup> 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

<b>A. Project Number:</b>	<b>30425</b>
<b>Borrower(s):</b>	<b>Zwilling, Luke F. &amp; Amanda C.</b>
Borrower Benefit:	First Time Land Buyer
Town:	Dewey, IL
<b>IFA Bond Amount:</b>	<b>\$65,000</b>
Use of Funds:	Farmland –20 acres of farmland
Purchase Price:	\$130,000 / \$6,500 per acre
% Borrower Equity	0%
% IFA Bonds	50% (Bank Purchased Bond – Bank secured by 1 <sup>st</sup> Mortgage)
% USDA Farm Service Agency (“FSA”)	50% ( <i>Subordinate Financing – 2<sup>nd</sup> Mortgage</i> )
Township:	Preston
Counties/Regions:	Richland / Central
Lender/Bond Purchase:	The Peoples State Bank of Newton / Brian Bohnoff
<b>Legislative Districts:</b>	Congressional: 15
	State Senate: 51
	State House: 101

Principal shall be paid annually in installments determined pursuant to a Thirty year amortization schedule, with the first principal payment date to begin on March 1, 2020. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin on March 1, 2020 with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing.

**\$100,000,000**

**Provident Group – UIUC Properties LLC**

Campus Instructional Facility (“CIF”) and Feed Technology Center (“FTC”) at the University of Illinois at Urbana-Champaign

March 12, 2019

**REQUEST**

**Purpose:** Bonds will be issued in one or more series and proceeds will be used by **Provident Group – UIUC Properties, LLC** (“**Provident - UIUC Properties**”, the “**LLC**”, the “**Borrower**”, or the “**Owner**”), an Illinois limited liability company whose single member is Provident Resources Group, Inc., a Georgia non-profit corporation for the purposes of (and including but not limited to) providing the Borrower with all or a portion of the funds necessary to (a) finance the costs of the design, development, construction and equipping of an approximately 124,000 square foot (“**SF**”) **Campus Instructional Facility** and related offsite and utility improvements (the “**CIF Project**”) for the **University of Illinois at Urbana-Champaign** (the “**University**” or (“**UIUC**”); (b) finance the cost of the design, development, construction, and equipping of a new **Feed Technology Center** and related offsite and utility improvements (the “**FTC Project**”) for the College of Agriculture, Consumer and Environmental Sciences at the University, (the CIF Project and the FTC Project shall be referred to herein as the “**Project**”); (c) fund interest on the Bonds for a period requested by the Borrower; (d) to fund a reserve fund, if required; and (e) pay expenses incurred in connection with the issuance of the Bonds, including bond insurance, if requested by the Borrower, all as permitted by the Act (collectively, the “**Financing Purposes**”).

**The two facilities comprising the Project will be located on the main campus of the University of Illinois at Urbana-Champaign.** The CIF Project will be located in the City of Urbana (street address: 1405 W. Springfield Ave., Urbana, IL 61801) and the FTC Project will be located in unincorporated Champaign County (street address: 4495 S. Race St., Urbana, IL 61802).

The Project will be owned, developed, and constructed by Provident Group – UIUC Properties LLC, a newly formed special purpose affiliate of **Provident Resources Group, Inc.** (“**PRG**”), a 501(c)(3) not-for-profit based in Baton Rouge, LA and incorporated under Georgia law. The CIF and FTC projects will each be located on sites that will be ground-leased from the **Board of Trustees of the University of Illinois** (on behalf of UIUC).

- Day-to-day operations of the Facilities to be constructed in connection with development of the Project will be managed by UIUC pursuant to the Sublease Agreement between Provident Group – UIUC Properties LLC and the Board of Trustees of the University of Illinois (on behalf of UIUC).

**Bond Description:** 501(c)(3) Academic Facilities Lease Revenue Bonds

**Extraordinary Conditions:** None.

No IFA funds at risk.

**BOARD ACTION – PRELIMINARY BOND RESOLUTION**

Preliminary Bond Resolution (i.e., “resolution of intent”) to enable IRS-sanctioned reimbursement of project-related expenditures incurred up to 60 days prior to the date on which the IFA Preliminary Bond Resolution pursuant to the Internal Revenue Code of 1986, as amended.

No prior IFA Board consideration – this is the first time this financing has been presented for consideration.

NOTE: This financing will return to the IFA Board for consideration of a Final Bond Resolution (which will authorize issuance of the Bonds pursuant to bond and underwriting Documents approved in substantially final form by IFA’s special counsel on this matter (the law firm of Burke, Burns & Pinelli, Ltd., Chicago, Illinois). As presently contemplated, the development team intends to close on the subject Bonds on or about May 30, 2019.

**JOBS DATA – UIUC CAMPUS-WIDE (CURRENT JOBS)**

**2,765 Faculty** - FTEs Current jobs  
(Fall 2018); **4,077 Admin.**

**6** New jobs projected @ CIF & FTC

**NEW AND CONSTRUCTION JOBS (CIF AND FTC PROJECTS ONLY)**

**& Academic Professionals** – FTEs;  
**4,132 Staff** - FTEs

N/A Retained jobs

163 (19 months) Construction jobs projected

**BORROWER DESCRIPTION**

• Type of entity: Provident Group – UIUC Properties LLC is an Illinois limited liability company formed in February, 2019 for the sole purpose of developing, financing, and owning the subject Project to be located on the University of Illinois at Urbana-Champaign campus on land ground-leased (40-year term) from The Board of Trustees of the University of Illinois. (Vermilion Enterprises, LLC as Developer and Provident Resources Group, Inc. as Owner (and both of their respective affiliates, successors, and assigns) were selected by the Board of Trustees of the University of Illinois as Developer through a RFP procurement process (see pp. 7-8 for additional information) to develop and finance the project via a public-private partnership structure. Provident Resources Group, Inc. ownership enables 501(c)(3) ownership of the Project thereby providing access to tax-exempt bond financing. (As Developer, Vermilion and its affiliates have engaged the financing team involved with this financing, while Provident established Provident Group – UIUC Properties LLC to serve as a special purpose

**\$100,000,000**

**Provident Group – UIUC Properties LLC**

Campus Instructional Facility (“CIF”) and Feed Technology Center (“FTC”) at the University of Illinois at Urbana-Champaign

March 12, 2019

<p><b>BORROWER DESCRIPTION (CONTINUED)</b></p>	<p>entity to own the Project.)</p> <ul style="list-style-type: none"> <li>• Project Locations: (1) CIF Project - Urbana, IL; and (2) FTC Project - unincorporated Champaign County, IL</li> <li>• Champaign County / East Central Region</li> </ul>																								
<p><b>CREDIT INDICATORS</b></p>	<ul style="list-style-type: none"> <li>• The Bonds will be sold based on direct ratings of the Project by both (i) <b>Moody’s Investors Service (“Moody’s”)</b> and (ii) <b>S&amp;P Global Ratings (“S&amp;P”)</b> and sold publicly.</li> <li>• <b>RBC Capital Markets, LLC will be the Senior Manager (“RBC” or the “Senior Manager”)</b>. RBC and the financing team anticipate assignment of investment grade ratings from Moody’s and S&amp;P.             <ul style="list-style-type: none"> <li>○ Additionally, the financing team is evaluating the viability of municipal bond insurance to provide net savings based on a cost/benefit analysis.</li> </ul> </li> <li>• The Bonds will be sold on the basis of the underlying direct rating only (or credit enhanced rating if municipal bond insurance is deemed economical) of the Project owned by Provident Group – UIUC Properties LLC. The IFA Series 2019 Bonds <i>will not</i> be an obligation of the Board of Trustees of the University of Illinois (or the University of Illinois at Urbana-Champaign).</li> <li>• The Bonds will not be a debt of IFA, the State, and its political subdivisions, including The Board of Trustees of the University of Illinois, and the University of Illinois at Urbana-Champaign. No taxing powers will support repayment of the Bonds (<i>see p. 4 for a more comprehensive explanation.</i>)</li> <li>• Payment on the Bonds will be remitted by Provident Group – UIUC Properties, LLC as Ground Lessee and Project Owner/ Sublessor. (Provident Group – UIUC Properties, LLC will remit all Facility Sublease payments from the Board/UIUC to the Bond Trustee (Wilmington Trust N.A.).)</li> <li>• The project ownership and financing structure for the Project is similar to seven prior IFA (and IDFA) financings of 501(c)(3)-owned-and-financed state university academic and student housing facilities developed at State universities as public-private partnership projects beginning in 1997:             <ul style="list-style-type: none"> <li>• Northern Illinois University (4 financings benefitting <u>3 projects</u> in 1997, 1998, 2006, and 2011, respectively)</li> <li>• Illinois State University (2011)</li> <li>• Northeastern Illinois University (2015)</li> <li>• University of Illinois at Chicago (2017)</li> </ul> </li> </ul>																								
<p><b>STRUCTURE – PRELIMINARY, SUBJECT TO CHANGE</b></p>	<ul style="list-style-type: none"> <li>• Publicly offered tax-exempt, fixed rate bonds with an anticipated term not-to-exceed 32 years. (The not-to-exceed parameter in the Final Bond Resolution, when considered by the IFA Board, is expected to be for a period of up to 40 years.)</li> <li>• It is anticipated that a Debt Service Reserve Fund will be fully funded at closing in an amount equal to Maximum Annual Debt Service on the Bonds. Deposits to the Repair and Replacement Fund and ongoing expenses relating to the IFA Series 2019 Bonds will be paid on an ongoing basis as “Additional Rent”. (Note: “Base Rent” to be paid by under the Sublease Agreement will be set at an amount equal to scheduled principal and interest payments on the IFA Series 2019 Bonds. The University will covenant in the facility subleases to include an amount of legally available, non-appropriated funds which will be sufficient to make the installment payments when due each fiscal year.)</li> <li>• The Borrower will execute (i) a Leasehold Mortgage on the land and improvements, (ii) a Security Agreement encumbering all of the Borrower’s rights, title and interest in and to the land and improvements; (iii) a Collateral Assignment of Rents and Leases, and (iv) an Assignment of Contract Documents, assigning the Borrower’s interest in the development agreement, construction contract and related documents.</li> </ul>																								
<p><b>SOURCES AND USES – PRELIMINARY, SUBJECT TO CHANGE</b></p>	<table border="0"> <tr> <td colspan="2"><b>Sources:</b></td> <td colspan="2"><b>Uses (Rounded):</b></td> </tr> <tr> <td>IFA Bonds</td> <td>\$91,000,000</td> <td>CIF Project</td> <td>\$72,615,000</td> </tr> <tr> <td>University Equity</td> <td><u>9,000,000</u></td> <td>FTC Project.</td> <td>18,385,000</td> </tr> <tr> <td></td> <td></td> <td>Contingency (or Additional CapEx)</td> <td>7,150,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td><u>1,850,000</u></td> </tr> <tr> <td><b>Total</b></td> <td><b><u>\$100,000,000</u></b></td> <td><b>Total</b></td> <td><b><u>\$100,000,000</u></b></td> </tr> </table>	<b>Sources:</b>		<b>Uses (Rounded):</b>		IFA Bonds	\$91,000,000	CIF Project	\$72,615,000	University Equity	<u>9,000,000</u>	FTC Project.	18,385,000			Contingency (or Additional CapEx)	7,150,000			Costs of Issuance	<u>1,850,000</u>	<b>Total</b>	<b><u>\$100,000,000</u></b>	<b>Total</b>	<b><u>\$100,000,000</u></b>
<b>Sources:</b>		<b>Uses (Rounded):</b>																							
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		Contingency (or Additional CapEx)	7,150,000																						
		Costs of Issuance	<u>1,850,000</u>																						
<b>Total</b>	<b><u>\$100,000,000</u></b>	<b>Total</b>	<b><u>\$100,000,000</u></b>																						
<p><b>RECOMMENDATION</b></p>	<p>Project Review Committee recommends approval.</p>																								

**ILLINOIS FINANCE AUTHORITY  
BOARD SUMMARY  
March 12, 2019**

**Project: Provident Group – UIUC Properties LLC (Campus Instructional Facility and Feed Technology Center at the University of Illinois at Urbana-Champaign)**

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**STATISTICS**

IFA Project:	12448	Amount:	\$100,000,000 (not-to-exceed amount)
Type:	501(c)(3) Lease Revenue Bonds	IFA Staff:	Rich Frampton and Brad Fletcher
Locations:	UIUC campus (Urbana, IL and unincorporated Champaign County, IL)	County/ Region:	Champaign/East Central

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**BOARD ACTION**

Preliminary Bond Resolution (i.e., a “resolution of intent” to enable future reimbursement of Project-related expenditures authorized within the parameters of the Resolution and incurred up to 60 days prior to 3/12/2019).

Conduit 501(c)(3) Academic Facilities Lease Revenue Bonds No IFA funds at risk  
Project Review Committee recommends approval No extraordinary conditions

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**VOTING RECORD**

There is no prior voting record on this matter – this is the first time this financing has been presented to the IFA Board of Directors.

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**PURPOSE – SUMMARY OF PURPOSE OF IFA SERIES 2019 BONDS**

Bond proceeds will be used by Provident Group – UIUC Properties LLC to provide the Borrower with all or a portion of the funds necessary to finance the costs of the design, development, construction and equipping of these facilities for use by the University of Illinois at Urbana-Champaign:

1. The **Campus Instructional Facility** (“CIF”) Project will be located at 1405 W. Springfield Ave., Urbana, IL 61801 (and primarily serve the University’s College of Engineering).
2. The **Feed Technology Center** (“FTC”) project will be located at 4495 S. Race St., Urbana IL 61802, in unincorporated Champaign County. The FTC will primarily serve the University’s College of Agricultural, Consumer, and Environmental Sciences (i.e., the College of “ACES”).

Note: The bond documents will allow excess proceeds to be used to finance additional facilities in the event there are unused proceeds upon completion of the two projects.

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**IFA CONTRIBUTION**

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

The subject Bonds will be issued as conduit 501(c)(3) Revenue Bonds. IFA will have no funds at risk.

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**VOLUME CAP**

501(c)(3) Bonds do not require Internal Revenue Code Section 146 Volume Cap.

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## FINANCING SUMMARY

### Comments on General

**Structure:** The IFA Series 2019 Bonds will be limited obligations of the Authority, payable solely from Revenues from the Project, including:

- Amounts paid by UIUC/Board pursuant to facility leases with the Borrower.
- Amounts in certain funds and accounts held by the Trustee (Wilmington Trust, N.A.) under the Trust Indenture (under which revenues from the Project will also be pledged).

Fully-amortizing fixed rate bonds with a 32-year maturity.

### Security for the Bonds - Rating:

The Bonds will be a limited obligation of Provident Group – UIUC Properties LLC and will be payable only from revenues of the Project and secured by (i) a Leasehold Mortgage on the land and improvements, (ii) a collateral assignment of Rents and Leases, and (iii) a Security Agreement, and (iv) an Assignment of Contract Documents, pursuant to which the Borrower will assign the Development, Construction, and other project agreements and documents.

**As contemplated, the University will fund its repayments from legally available, non-appropriated funds. The University will covenant in the facility leases to include in each annual operating budget an amount of legally available non-appropriated funds which will be sufficient to make the installment payments under the facility subleases when due each fiscal year.**

**Proposed Credit Rating on Bonds:** The Borrower will be applying to both Moody’s Investors Service (“Moody’s”) and S&P Global Ratings (“S&P”) for a direct rating on the Bonds.

Based on the underlying structure (described above), credit characteristics, and debt service coverage to be presented to the Rating Agencies (and summarized in the Official Statement), **RBC anticipates investment grade ratings to be assigned on the Bonds by Moody’s and S&P.**

### **Bonds not a Debt of IFA, the State, The U of I Board, or**

**the University:** The Bonds will not constitute a debt of IFA, the State of Illinois, or any other political subdivision of the State, including the Board of Trustees of the University of Illinois and the University of Illinois at Urbana-Champaign, and payment of the Bonds (and any interest thereon) will not be supported by the taxing powers, full faith and credit, or a moral obligation of the State of Illinois or any political subdivision of the State.

(Accordingly, due to the non-recourse nature of the Bonds to The Board of Trustees of the University of Illinois, the following disclosure is informational: The Board of Trustees of the University of Illinois is currently assigned long-term debt ratings of ‘A1’ and ‘A-’, respectively, by Moody’s and S&P Global Ratings.)

### Ground Leases on the Project Sites:

**The Board of Trustees of the University of Illinois (the “Ground Lessor”) and Provident Group – UIUC Properties LLC (the “Ground Lessee”; and “Borrower” on the IFA Series 2019 Bonds) will enter into separate Ground Lease Agreements for the CIF Project site and the FTC Project site:**

1. The Ground Leases will be for 40-year terms (which will exceed the anticipated 32-year maturity of the proposed IFA Series 2019 Bonds).
2. The Ground Leases will require that the Projects will be constructed and operated in accordance with UIUC-established standards.



3. Provident Group – UIUC Properties LLC (Borrower) will own the bond financed improvements for the term of the financing of each underlying project (and will be the sole obligor on the IFA Series 2019 Bonds).
4. As contemplated, each Ground Lease Agreement (and the corresponding Sublease Agreement under which the University will lease the CIF and FTC projects) will be cancellable upon repayment of any corresponding Bonds.
5. The Ground Lease Rent payable to the Board of Trustees of the University of Illinois by Provident Group – UIUC Properties LLC will equal 100% of surplus cash flow (i.e., net revenues after payment of all debt service, operating reserves, repair and replacement reserves, etc. attributable to the corresponding project).

Subleases of the  
Projects by  
Provident to  
the Board:

**Provident Group – UIUC Properties LLC** (the “**Sublessor**”) and **The Board of Trustees of the University of Illinois** (the “**Sublessee**”) will enter into separate 40-year **Sublease Agreements for the CIF Project and the FTC Project facilities** upon completion. (These Sublease Agreements will be coterminous with the Ground Lease Agreement corresponding to each project.) Additionally, upon termination of a Ground Lease Agreement, the corresponding Sublease Agreement will be subject to concurrent termination

- **The Sublease Payments by the University (for each facility) will be comprised of a “Base Rent” component that will be in an amount sufficient to cover Debt Service on the Bonds.** Again, the University will make payments from legally available, non-appropriated funds.
- Additionally, there will be a provision for an “**Additional Rent**” component (which will be in addition to Base Rent) and will be in amounts sufficient to cover ongoing bond-related expenses and costs related to the operation and maintenance of the projects.

UIUC Equity  
Contribution:

The University’s equity contribution is currently estimated at approximately \$9.0 million. This equity contribution will be allocated to fund a portion of certain costs deemed ineligible for tax-exempt financing. It remains possible that the issuance of taxable bonds may be necessary to finance additional any costs deemed to constitute ineligible private use (e.g., issuance costs in excess of 2% of proceeds; or other equipment and development costs deemed ineligible by bond counsel).

Provisions for  
Transfer of  
Ownership  
of Projects to  
The U of I Board  
of Trustees:

Consistent with prior IFA public-private partnership projects developed at State universities, upon termination of a Ground Lease, ownership of the Project will be transferred to the Board of Trustees of the University of Illinois.

Additionally, if the Bonds corresponding to a specific project are repaid in full, document provisions will provide for cancellation of the corresponding Ground Lease and Sublease, thereby providing for transfer of facility/project ownership to the Board.

GMP  
Construction  
Contracts:

The Borrower will execute Guaranteed Maximum Price contracts with (1) Pepper Construction (Chicago, IL), the General Contractor on the CIF (Campus Instructional Facility), and (2) ASI Industrial (Billings, MT), the Design/Build Contractor for the FTC (Feed Technology Center).

(Please see p. 9 for additional information regarding the Architect and General Contractor for the CIF Facility and for ASI Industrial, the Design/Build Contractor for the FTC Facility.)

Project

Rationale: **CIF Project:** Development of the Campus Instructional Facility Project is viewed as integral to enable the College of Engineering to attain planned enrollment growth of 10% to 15% over the next decade (currently enrollment is approximately 10,000 students).

**FTC Project:** Development of the Feed Technology Center Project will enable the University’s College of Agriculture, Consumer, and Environmental Sciences (“College of ACES”) to replace the University’s aging “Feed Mill and Service Unit”, originally placed in service in 1927, with a modern facility that offers state-of-the-art mechanical systems to support scientific inquiry and innovation in human and animal nutrition. Additionally, this financing will enable relocation of the University’s Feed Mill operations to a new site thereby enabling the University to expand its adjacent research park onto the existing Feed Mill site upon completion of the new Feed Technology Center.

The CIF and FTC Projects are being undertaken pursuant to a University RFP Procurement pursuant to which the University selected a Proposal undertaken by a joint venture comprised of Chicago-based Vermilion Enterprises, LLC (and its affiliates, successors, and assigns) as Developer, with Provident Resources Group, Inc. (serving as the Owner (see pp. 7-8).

Development/  
Construction

Timetable: Construction is expected to commence in June 2019 with completion scheduled in January 2021.

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**BUSINESS SUMMARY**

Background on  
Borrower and  
Parent of the  
Borrower:

**Provident Group – UIUC Properties LLC** (the “**LLC**” or the “**Borrower**”) is an Illinois Limited Liability Company formed in February, 2019 for the sole purpose of planning, developing, financing, equipping, and administering the subject facilities/Project at the **University of Illinois at Urbana-Champaign** (“**UIUC**” or the “**University**”). The Borrower is not expected to own any assets other than the Project.

About Provident  
Resources Group,  
Inc.:

The sole Member of the Borrower is the **Provident Resources Group, Inc.** (“**Provident**” or “**PRG**”), a Georgia not-for-profit corporation established in 1999. Provident received its 501(c)(3) Determination Letter from the IRS in 2000.

PRG is governed by a 6-member Board of Trustees (see Economic Disclosure Statement section on p. 10 for further information).

PRG is a national non-profit organization committed to making a positive impact in communities across the country through the development, ownership, and operation of state-of-the-art educational, health care, senior living, and multi-family housing facilities and services. Additionally, Provident endeavors to assist state and local governments in lessening the burdens they face in providing necessary facilities and services to their citizens. PRG has served its mission by developing and financing capital projects in over 20 states and has accessed over \$2 billion in capital from the private and public markets.

The senior management of PRG is comprised of the following: Steve E. Hicks is the Chief Executive Officer; Debra W. Lockwood is the President and Chief Financial Officer; Donovan O. Hicks is the Executive Vice President and Chief Legal Officer; and Marla Scannicchio is Senior Vice President and Chief Accounting Officer.

PRG will not be obligated to pay nor obligated to contribute to the principal, redemption price, if any, or premium, if any, of, or interest on the IFA Series 2019 Bonds (Provident Group – UIUC Properties LLC).

Provident Group – UIUC Properties LLC, a special purpose entity formed by PRG to own the Project, will be the obligor on the IFA Series 2019 Bonds.

For additional information regarding Provident Resources Group, Inc., please visit its website: <https://www.provident.org>.

Background on  
University’s RFP  
& Engagement of  
The Developer  
Owner:

The University solicited proposals in February 2018 (the “**RFP**”) for a public-private partnership to design, develop, finance, and manage university academic buildings (and principally for the development of the Campus Instructional Facility (“**CIF**”) project to accommodate planned enrollment growth in the College of Engineering).

Pursuant to Section 53-25 of the Illinois Procurement Code (the “*Procurement Code*”), if the IFA issues bonds for the financing of a building determined by a public institution of higher education (the “institution”) to be necessary for that institution, then the duration of a lease entered into in connection with the IFA Bonds shall be at the discretion of the institution (and not limited to 10 years). The University procured bids for the project using this structure.

From among those responding to the RFP, the University selected the proposal (the “**Proposal**”) submitted by **Vermilion Enterprises, LLC** and its affiliates, successors and assigns (including **Vermilion Campbell Development, LLC** and **Vermilion Campbell Development FTC, LLC** and other special purpose affiliates formed to effectuate development of the Project) as Developer (the “**Developer**”) and **Provident Resources Group, Inc.** (and its affiliates, successors, and assigns) as Owner. The Developer is a joint venture between Chicago-based Vermilion Enterprises d/b/a Vermilion Development (as Lead Developer - see below) and Chicago-based Campbell Coyle Development (Co-Developer - see below).

The RFP and Proposal further enabled the University to consider additional projects under the same procurement, resulting in the addition of the Feed Technology Center Project.

**Lead Developer – Vermilion Development** (including Vermilion Enterprises, LLC and other special purpose affiliates formed to undertake project financings): Vermilion Development is a Chicago-based specialist in community-oriented mixed-use projects and public-private partnerships. Vermilion has undertaken several public-private partnership projects in conjunction with public universities (Indiana University-Purdue University Indianapolis (University Hall Building - \$20.4M); Indiana State University (ISU Foundation Building - \$5.25M), private universities (the University of Chicago - (Harper Court - \$106M).

The senior management of Chicago-based Vermilion Development is involved in this Project and includes Mr. David Cocagne, President and CEO, Mr. Kerry Dickson, Managing Director, and Mr. Matt Havey, Managing Director. This management team has developed and acquired over \$400 million of real estate assets including mixed-use, assisted living, student housing, and office facilities at Vermilion (and affiliates).

For additional information, please visit Vermilion Development’s website: <https://www.vermiliondevelopment.com>. Also see Economic Disclosure Statement information on “Developer” – p. 11.

**Co-Developer – Campbell Coyle Real Estate** (whose operations include Campbell Coyle Holdings, LLC and other special purpose affiliates formed to undertake project financings): Campbell Coyle’s management considers itself a leader in sustainable projects and catalytic

revitalization in urban markets and submarkets through public-private partnerships. Campbell Coyle has completed projects at Indiana University – Purdue University Indianapolis; University of Chicago (Harper Court); and the University of Illinois at Urbana-Champaign, among others.

Aside from the firm’s work on public-private partnership development projects, Mr. Christopher Dillon, President of Campbell Coyle, has been a leader in green building initiatives and is currently Chair of the Illinois Green Alliance Board of Directors.

For additional information, please visit Campbell Coyle’s website:  
<https://www.campbellcoyle.com>. Also see Economic Disclosure Statement information on “Developer” – p. 11.

Background on  
The U of I  
System and  
UIUC:

**The University of Illinois System/The Board of Trustees of the University of Illinois.**

Founded in 1867, The University of Illinois at Urbana-Champaign is part of the University of Illinois System (the “**System**”) which includes three universities located in Urbana-Champaign, Chicago, and Springfield. The System also includes the UI Health System in the Chicago metropolitan area (which operates satellite campuses in Peoria and Rockford). Overall, the System includes regional campuses, research facilities, clinics, and extension offices located through the state; a major research hospital and multiple health clinics in Chicago; and research farms.

The University of Illinois’ faculty and alumni have won a combined 27 Nobel Prizes, 19 National Medals of Science, 28 Pulitzer Prizes, and numerous MacArthur Fellows.

**The governing body of the System is the Board of Trustees of the University of Illinois**, a state body politic and corporate, which is composed of ten members appointed by the Governor of Illinois, as well as three student members, with one representing each of the three stand-alone university campuses. *See pp. 10-11 for the current list of the Board of Trustees for the System.*

**UIUC - History.** The University of Illinois at Urbana-Champaign was chartered in 1867 as one of the 37 original land grant universities. The UIUC campus is the oldest and largest campus of the System, located in the twin cities of Urbana and Champaign in east-central Illinois. Today, the UIUC campus consists of 705 total buildings, spread across 5,086 acres. UIUC enrolls approximately 50,000 students.

**UIUC - Academics and Enrollment.** UIUC offers its students over 150 undergraduate and 100 graduate/professional programs of study with more than 5,000 available courses. The programs and courses are taught across fifteen degree-granting colleges and instructional units.

UIUC has posted several consecutive years of record enrollment, as well as six-year graduation rates of 85%. As described in the University’s most recent continuing disclosure filings, due to space limitations, the University annually declines admission to many fully qualified applicants, particularly in engineering, the sciences, and business.

The University’s total headcount enrollment for Fall 2018 (49,702) was comprised of 33,915 (68%) undergraduate students, 14,767 (30%) graduate students, and 1,020 professional students (2%). Approximately 59% of enrolled students attending the University come from Illinois, 19% from other states and 22% from foreign countries. This Fall 2018 headcount is an increase of 10% from the 45,140 enrolled in the fall of 2014.

**Total UIUC Student Headcount and FTE Enrollment by Level – Fall 2014-Fall 2018:**

Fall Semester	Undergraduate		Graduate/Professional		Total	
	Headcount	FTE	Headcount	FTE	Headcount	FTE
2014	32,959	33,630	12,181	13,318	45,140	46,948
2015	33,368	34,041	12,474	13,603	45,842	47,644
2016	33,932	34,598	13,019	14,204	46,951	48,802
2017	33,955	34,657	14,261	15,079	48,216	49,736
2018	33,915	34,761	15,787	16,088	49,702	50,849

**UIUC - Admissions.** Based on Fall 2018 admission statistics, UIUC reported approximately 39,406 applicants of which 24,496 (62%) were accepted and 7,609 (31%) were enrolled.

**UIUC Student Admissions – Fall 2014-Fall 2018:**

Fall Semester	Applications Received	Applicants Admitted	Percent Admitted	Admitted Enrollment	% of Admitted Enrolled
2014	35,822	21,150	59.0%	6,937	32.8%
2015	34,277	22,471	65.6%	7,562	33.7%
2016	38,093	22,881	60.1%	7,592	33.2%
2017	38,965	23,974	61.5%	7,518	31.4%
2018	39,406	24,496	62.2%	7,609	31.1%

Architect &  
 Gen.  
 Contractor –  
 CIF Facility:

**General Contractor and Architect for Campus Instructional Facility (“CIF Facility”).** **Pepper Construction Company (Chicago, IL)** has been engaged to serve as the General Contractor and **Skidmore Owings Merrill LLP (Chicago)** has been engaged as the Architect. Please see (1) [www.pepperconstuction.com](http://www.pepperconstuction.com) and (2) [www.som.com](http://www.som.com), respectively, for additional information.

Design/Build  
 Contractor for  
 FTC:

**Design/Build Contractor for the Feed Technology Center (“FTC” Facility):** Due to the unique nature of the Feed Technology Center facility, **ASI Industrial** of Billings, MT, has been engaged as the design/build firm for the FTC Project.

Founded in 1978 and based in Billings, MT, ASI Industrial specializes in the design and construction of complex agricultural and industrial processing facilities and a variety of material handling facilities throughout the United States. ASI’s prior direct relevant experience as the Design-Build Contractor includes construction of a feed mill project at Kansas State University (which is the primary land-grant university in Kansas).

Please see [www.asi-industrial.com](http://www.asi-industrial.com) for additional information.

**PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)**

Bonds will be issued in one or more series and proceeds will be used by **Provident Group – UIUC Properties, LLC (“Provident - UIUC Properties”, the “LLC”, the “Borrower”, or the “Owner”)**, an Illinois limited liability company whose single member is Provident Resources Group, Inc., a Georgia non-profit corporation for the purposes of (and including but not limited to) providing the Borrower with all or a portion of the funds necessary to (a) finance the costs of the design, development, construction and equipping of an approximately 124,000 square foot (“SF”) **Campus Instructional Facility** and related offsite and utility improvements (the “**CIF Project**”) for the **University of Illinois at Urbana-Champaign** (the “**University**”); (b) finance the cost of the design, development, construction, and equipping of a new **Feed Technology Center** and related offsite and utility improvements (the

“**FTC Project**”) for the College of Agriculture, Consumer and Environmental Sciences at the University, (**the CIF Project and the FTC Project shall be referred to herein as the “Project”**); (c) fund interest on the Bonds for a period requested by the Borrower; (d) to fund a reserve fund, if required; and (e) pay expenses incurred in connection with the issuance of the Bonds, including bond insurance, if requested by the Borrower, all as permitted by the Act (collectively, the “**Financing Purposes**”).

**The two facilities comprising the Project will be located on the main campus of the University of Illinois at Urbana-Champaign (and in the City of Urbana and in unincorporated Champaign County).**

The Project will be owned by Provident Group – UIUC Properties LLC, a newly formed (February 2019) special purpose affiliate of **Provident Resources Group, Inc. (“PRG”)**, a 501(c)(3) not-for-profit incorporated under Georgia law. The CIF and FTC projects will each be constructed on sites that will be ground-leased from **The Board of Trustees of the University of Illinois** (on behalf of UIUC).

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### ECONOMIC DISCLOSURE STATEMENT

Applicant: Provident Group – UIUC Properties LLC (c/o Mr. Steve Hicks, Chairman and CEO, Provident Resources Group, Inc., 5565 Bankers Ave. Baton Rouge, LA 70808; Ph.: 225.766.3977)

Website: [www.provident.org](http://www.provident.org)

Project Name: Provident Group – UIUC Properties LLC

Project Locations: (1) the “CIF” Facility will be located at 1405 W. Springfield Ave., Urbana, IL 61801, and (2) the “FTC” Facility will be located at 4495 S. Race St., Urbana, IL 61802. Both sites are on the UIUC campus (also see the Project Location Map on p. 12).

Organization: Illinois Limited Liability Company (established February 2019)

Sole Member of

Applicant: Provident Resources Group, Inc. (“PRG”), 5565 Bankers Ave., Baton Rouge, LA 70808; (T): 225.766.3977. Please see [www.provident.org/board-directors.asp](http://www.provident.org/board-directors.asp) for links to biographies for each PRG Director:

- Board of Trustees (6 members):
  - Mr. Steve E. Hicks, Chairman of the Board and CEO, Baton Rouge, LA
  - Mr. Walter G. Bumphus, Ph.D., Washington, DC
  - Mr. Thomas E. Greene III, Athens, GA
  - Mr. Thom W. Harrow, New Canaan, CT
  - Ms. Nancy H. Henze, New York, NY
  - Mr. Joseph H. Torrence, Nashville, TN

Current  
Property

Owner: The Board of Trustees of the University of Illinois is the current owner of the sites for the Projects, including (1) Campus Instructional Facility (“CIF”), 1405 W. Springfield Ave., Urbana, IL 61801, and (2) Feed Technology Center (“FTC”), 4495 S. Race St., Urbana, IL 61802. The subject properties are to be ground leased by the Borrower from the Board.

### THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ILLINOIS (“SYSTEM”)

#### *EX OFFICIO MEMBER*

The Governor of Illinois, The Honorable JB Pritzker, Springfield, IL

#### *MEMBERS*

Ramón Cepeda - SVP and Managing Direct, The Northern Trust Company

Kareen Dale – Director and Senior Counsel, Discover Financial Services

Donald J. Edwards – CEO, Flexpoint Ford LLC

Ricardo Estrada – CEO, Metropolitan Family Services

Patricia Brown Holmes – Managing Director, Riley Safer Holmes & Cancila,LLP

Naomi D. Jakobsson – former Representative, 103<sup>rd</sup> District, Illinois House of Representatives

Stuart C. King – Pain management specialist – Christie Clinic (Urbana)

Edward L. McMillan – Principal and CEO, McMillan LLC

Jill B. Smart – President, National Academy of Human Resources

*STUDENT TRUSTEES*

Trayshawn M. W. Mitchell, University of Illinois at Urbana – Champaign  
 Darius M. Newsome, University of Illinois at Chicago  
 Shaina Humphrey, University of Illinois at Springfield

Project

Developer: **Vermilion Campbell Development, LLC and Vermilion Campbell Development FTC, LLC, Illinois limited liability companies. c/o Vermilion Development, 121 W. Wacker Drive, Suite 400, Chicago, IL 60601:**

- Manager and Member: Vermilion Enterprises, LLC, 121 W. Wacker Drive, Suite 400, Chicago, IL 60601 (Contact: Mr. David Cocagne, Manager of Vermilion Enterprises, LLC)
- Member: Campbell Coyle Real Estate, c/o Campbell Coyle Holdings, LLC, 925 N. Wolcott Ave., Suite 203, Chicago, IL 60622 (Contact: Mr. Christopher S. Dillon, President of Campbell Coyle Development)

Post-Completion

Management: The University of Illinois will operate both facilities upon completion.

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**PROFESSIONAL & FINANCIAL**

Borrower:	Provident Group – UIUC Properties LLC (Ground Lessee; Project Lessor)	Baton Rouge, LA	Steve Hicks
	c/o Provident Resources Group, Inc.	Baton Rouge, LA	Steve Hicks
Borrower’s Counsel:	Fishman Haygood, LLP	Baton Rouge, LA	Louis Quinn
The University of Illinois System (Ground Lessor & Project Sublessee):	University System	Urbana, IL	Bob Plankenhorn Sarah Crane Bruce Walden
	University Accounting & Financial Reporting	Champaign, IL	Brent Rasmus
	University Counsel	Urbana, IL	Scott E. Rice
The University’s Financial Advisor:	PFM Financial Advisors LLC	Boston, MA	Ryan Conway
The University’s Outside Counsel:	Neal & Leroy, LLC	Chicago, IL	Richard F. Friedman Langdon D. Neal
Lead Developer:	Vermilion Development	Chicago, IL	Dave Cocagne
Co-Developer:	Campbell Coyle	Chicago, IL	Chris Dillon
Developer’s Counsel:	Greenburg Traurig LLP	Chicago, IL	Benjamin Householder, Tom Smith
Senior Manager:	RBC Capital Markets, LLC	Baltimore, MD	Sara Russell, Michael Baird
Underwriter’s Counsel:	Ballard Spahr LLP	Baltimore, MD	Teri Guarnaccia
Bond Counsel:	Kutak Rock LLP	Denver, CO	Fred Marienthal, Jennifer Barrett
Bond Trustee:	Wilmington Trust N.A.	Chicago, IL	Kevin Barney
Bond Trustee’s Counsel:	Hayes Ingram LLC	Birmingham, AL Tuscaloosa, AL	Caroline Oakes Marland Hayes
Rating Agencies:	Moody’s Investors Service	New York, NY	
	S&P Global Ratings	Dallas, TX	
Bond Insurance:	Note: May not be pursued		

IFA Counsel:	Burke Burns & Pinelli, Ltd.	Chicago, IL	Stephen Welcome, Marty Burns
IFA Advisors:	Sycamore Advisors, LLC	Chicago, IL	

**Campus Instructional Facility (“CIF”):**

Architect:	Skidmore Owings Merrill LLP	Chicago, IL	James Mark
General Contractor:	Pepper Construction Company	Chicago, IL	James Nissen

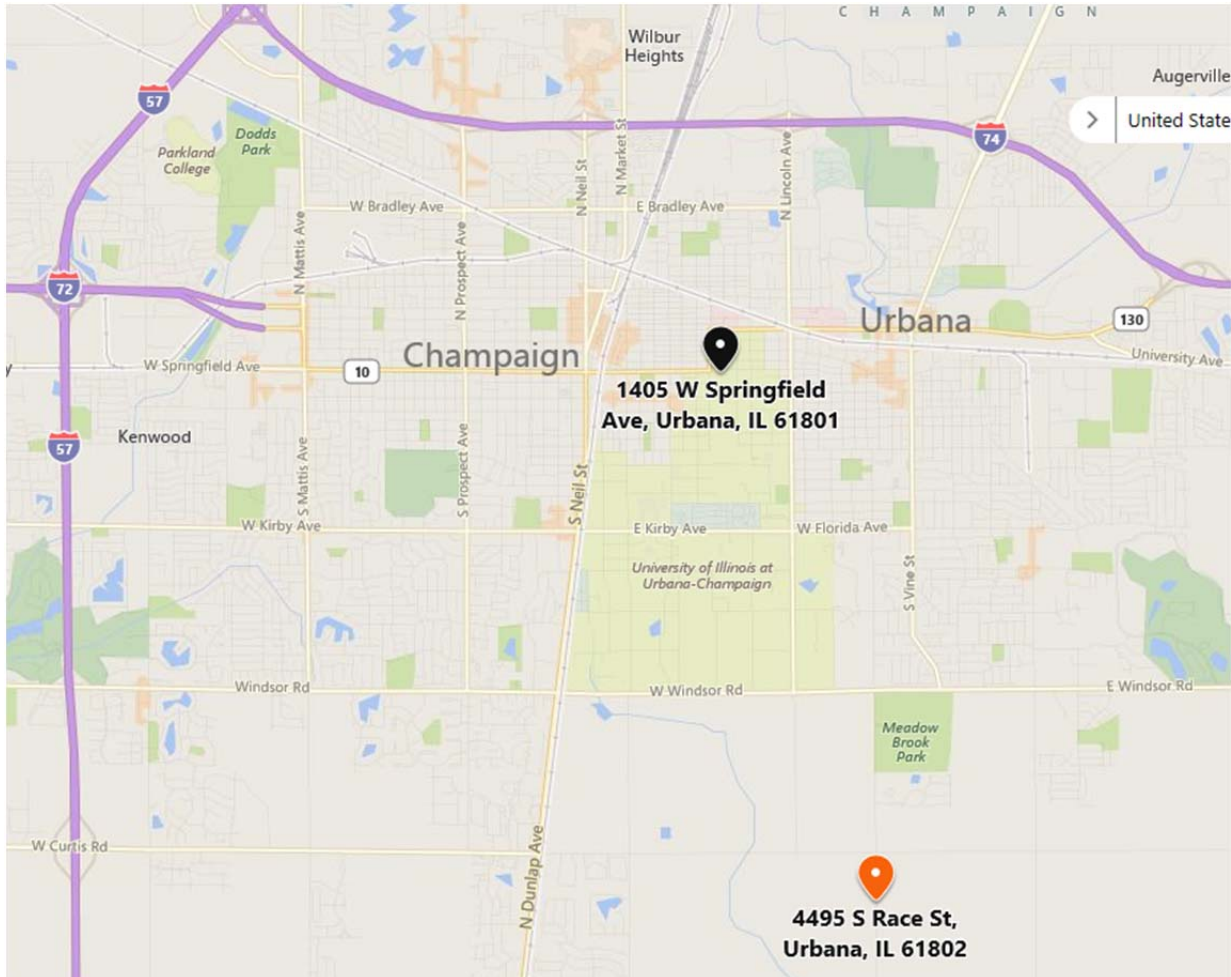
**Feed Technology Center (“FTC”):**

Design/Build Contractor:	ASI Industrial	Billings, MT	Matt Hamlin
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**LEGISLATIVE DISTRICTS**

Congressional:	13
State Senate:	52
State House:	104

**PROJECT LOCATION MAP**



Source: Bing Maps



# ILLINOIS FINANCE AUTHORITY

## Memorandum

To: IFA Board of Directors

From: Rich Frampton & Brad R. Fletcher

Date: March 12, 2019

Re: Resolution Authorizing the Execution and Delivery of a First Amendment to the Bond and Loan Agreement Relating to the Illinois Finance Authority Revenue Bond, Shedd Aquarium Society, Series 2015 to Provide for Certain Amendments Relating to the Interest Rate 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 2015 File Number: N-NP-TE-CD-8758 or 12291

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### Request:

**Shedd Aquarium Society**, an Illinois not for profit corporation (the “**Borrower**”), **DNT Asset Trust**, a Delaware business trust and wholly owned subsidiary of JPMorgan Chase Bank, N.A. (the “**Purchaser**”), and **JPMorgan Chase Bank, N.A.** (the “**Bondholder Representative**”) 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 change in the interest rate formula borne on the Illinois Finance Authority Revenue Bond, Shedd Aquarium Society, Series 2015 (the “**Series 2015 Bond**”).

The Series 2015 Bond was directly purchased by **DNT Asset Trust** as a wholly owned subsidiary of **JPMorgan Chase Bank, N.A.** in the principal amount of \$22,945,000, of which \$18,405,000 remains outstanding. The Series 2015 Bond is bearing a fixed rate of interest through maturity (i.e., June 1, 2027).

### Impact:

Approval of this Resolution will provide consent to changes as agreed to by the Borrower and the Bondholder Representative concerning the Series 2015 Bond. Specifically, they are seeking to increase the effective interest rate borne on the Series 2015 Bond by approximately 28 basis points and make technical changes to the definition of LIBOR (to reflect current best practices, including but not limited to, adding a LIBOR interest rate floor of 0%) as it relates to any potential default rate.

As a result of federal tax reform that decreased the Maximum Federal Corporate Tax Rate, the Borrower has been paying a “Statutory Tax Rate Change Fee” to the Purchaser pursuant to a Continuing Covenant Agreement (which the Authority is not a party to) among the Borrower and the Purchaser. In conjunction with obtaining the Authority’s consent to increase the interest rate borne of the Series 2015 Bond, the “Statutory Tax Rate Change Fee” will be eliminated. 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 not be necessary.

### Background:

Proceeds of the Series 2015 Bond were loaned to the Borrower in order to assist in providing a portion of the funds necessary to do any or all of the following: (i) refund all or a portion of the outstanding Illinois Finance Authority Revenue Refunding Bonds, Shedd Aquarium Society, Series 2005 (the “**Series 2005 Bonds**”) issued in the original aggregate principal amount of \$34,435,000, \$22,945,000 of which remained outstanding at the time; and (ii) pay certain expenses incurred in connection with the issuance of the Series 2015 Bond and the refunding of the Series 2005 Bonds, as deemed necessary or desirable by the Corporation, all as permitted by the Act (collectively the “**Financing Purposes**”).

All payments relating to the IFA Series 2015 Bond have been current and paid as scheduled.

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**PROFESSIONAL & FINANCIAL**

Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Nancy Burke
Bank/Bond Purchaser:	DNT Asset Trust		
Bondholder Rep:	JPMorgan Chase Bank, N.A.	Chicago, IL	Whitney Brady Janet Leong
Bank Counsel:	Nixon Peabody, LLP	Chicago, IL	Julie Seymour
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Phoebe Selden Siamac Afshar

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**RESOLUTION NO. 2019-0312-TE\_\_**

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A FIRST AMENDMENT TO BOND AND LOAN AGREEMENT RELATING TO THE ILLINOIS FINANCE AUTHORITY REVENUE BOND, SHEDD AQUARIUM SOCIETY, SERIES 2015 TO PROVIDE FOR CERTAIN AMENDMENTS RELATING TO THE INTEREST RATE 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 \$22,945,000 original aggregate principal amount Illinois Finance Authority Revenue Bond, Shedd Aquarium Society, Series 2015, of which \$18,405,000 remains outstanding (the “Bond”); and

WHEREAS, the Bond was issued pursuant to that certain Bond and Loan Agreement dated as of July 1, 2015 (the “Original Agreement”), among the Authority, Shedd Aquarium Society (the “Corporation”), DNT Asset Trust, a Delaware business trust and wholly owned subsidiary of JPMorgan Chase Bank, N.A. (the “Purchaser”), and JPMorgan Chase Bank, N.A. (the “Bondholder Representative”); and

WHEREAS, under the terms of the Original Agreement, the Bond matures on June 1, 2027 (the “Maturity Date”) and currently bears interest at a fixed interest rate of 2.42% per annum to but not including the Maturity Date, subject to adjustment upon an event of default or a determination of taxability, as more fully described in the Original Agreement; and

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

WHEREAS, in connection with such sale, the Corporation, the Purchaser and the Bondholder Representative entered into that certain Continuing Covenant Agreement dated July 29, 2015 (the “Original Covenant Agreement”); and

WHEREAS, under the Original Covenant Agreement, the Corporation agreed that to the extent the tax-exempt interest rate on the Bond for any reason did not take into account a reduction in the taxable equivalent yield, the Corporation would pay a fee to the Purchaser in an amount sufficient to compensate the Purchaser for such change in the effective yield (the “Fee”); and

WHEREAS, as calculated in accordance with the Original Covenant Agreement, such Fee would be payable by the Corporation in the event that the statutory rate of federal income tax imposed on corporation and applicable to the Purchaser (the “Corporate Tax Rate”) decreased; and

WHEREAS, effective January 1, 2018, the Corporate Tax Rate decreased; and

WHEREAS, since such decrease in the Corporate Tax Rate, the Corporation has been obligated to pay to the Purchaser both the interest on the Bond and the Fee; and

WHEREAS, the Corporation has informed the Authority that currently the combination of the payment of both interest on the Bond and the Fee has resulted in an approximate effective rate payable by the Corporation to the Purchaser of 2.90% per annum; and

WHEREAS, the Corporation has informed the Authority that the Purchaser has agreed to amend the Original Covenant Agreement to delete the covenant relating to the Fee in consideration for increasing the fixed tax-exempt interest rate on the Bond from 2.42% per annum to 2.70% per annum to but not including the Maturity Date, subject to adjustment upon an event of default or a determination of taxability, as more fully described in the Original Agreement; and

WHEREAS, the Corporation has informed the Authority that upon the elimination of the covenant relating to the Fee and the change in interest rate on the Bond, the total amount payable by the Corporation to the Purchaser will decrease; and

WHEREAS, the Purchaser and the Corporation also desire to effect certain other amendments to the Original Agreement and the Original Covenant Agreement, including amending the definition of “LIBOR;” and

WHEREAS, in order to effect the foregoing, the Corporation desires to amend (i) the Original Agreement and the form of Bond to increase the fixed interest rate currently borne by the Bond, amend the definition of “LIBOR”, and make certain other conforming changes (the “Bond Document Amendments”), and (ii) amend the Original Covenant Agreement to amend the definition of “LIBOR” and delete the covenant relating to the Fee and make certain other changes (the “Bank Document Amendments” and collectively with the Bond Document Amendments, the “Amendments”); and

WHEREAS, (i) the Bond Document Amendments will be described in the First Amendment to Bond and Loan Agreement (the “First Amendment” and together with the Original Agreement, the “Agreement”) among the Authority, the Corporation, the Purchaser and the Bondholder Representative and (ii) the Bank Document Amendments will be described in the

First Amendment to Continuing Covenant Agreement (the “First Amendment to CCA”) among the Corporation, the Purchaser and the Bondholder Representative; and

WHEREAS, the Corporation has informed the Authority, based upon the advice of bond counsel to the Authority (“Bond Counsel”), that such Amendments may result in the Bond being treated as “reissued” or “currently refunded” for federal income tax purposes; and

WHEREAS, the Corporation has requested that the Authority authorize and approve the Bond Document Amendments and authorize and approve the execution and delivery of the First Amendment, the New Bond (as hereinafter defined) and the execution and delivery of all other documentation deemed necessary or appropriate in connection therewith; and

WHEREAS, the Authority desires to authorize and approve the Bond Document Amendments and to authorize and approve the execution and delivery of the First Amendment, the New Bond 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 Bond Documents Amendments.* The Authority hereby authorizes and approves the Bond Document Amendments; and that the Authority hereby acknowledges, based upon the advice of Bond Counsel, that the Amendments and the execution and delivery of the First Amendment and the delivery of the hereinafter defined New Bond may 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.* The Authority is hereby authorized to enter into the First Amendment to effect the Bond Document Amendments; the form, terms and provisions of First Amendment be, and hereby are, in all respects approved; 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.* In order to carry out the effectiveness of the Bond Document Amendments, the Authority hereby authorizes and approves the execution and delivery to the 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; 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; 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 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.* The Authority is hereby authorized to enter into a Tax Exemption and Certificate Agreement (the “Tax Agreement”) with the Corporation, if deemed necessary by Bond Counsel, in the form to be approved by Bond Counsel, the Corporation and by General Counsel to the Authority; the Authorized Officers of the Authority be, and each of them hereby is, authorized, empowered and directed to execute and deliver the Tax Agreement as so approved; 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 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.* 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 (including the First Amendment to CCA), certificates and undertakings of other parties, including, without limitation, the Corporation, the Purchaser and the Bondholder Representative, 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 New Bond, the Tax Agreement and the Other Documents; and all of the acts and doings of the Authorized Officers which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, shall be and hereby are authorized, ratified, approved and confirmed.

*Section 6. Conditions to Effectiveness.* 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 the General 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 7. Other Acts.* All acts of the officers, employees and agents of the Authority which are in conformity with the purposes and intent of this Resolution be, and the same hereby are, in all respects, ratified, approved and confirmed.

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

*Section 9. No Conflict.* All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

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

APPROVED this 12th day of March, 2019.

**RESOLUTION 2019-0312-DA06**

**RESOLUTION APPROVING GREEN BOND DESIGNATION  
FOR THE STATE REVOLVING FUND; AND  
MATTERS RELATED THERETO**

**WHEREAS**, by Resolution 2019-0214-DA03, the Illinois Finance Authority, a political subdivision and a body politic and corporate duly organized and validly existing now and by virtue of the laws of the State of Illinois (the “**Authority**”) authorized the issuance by the Authority of not to exceed \$450,000,000 in aggregate principal amount of its State of Illinois Clean Water Initiative Revolving Fund Revenue Bonds, Series 2019 (the “**2019 Bonds**”); and

**WHEREAS**, consistent with the policy of the State of Illinois established by Governor J.B. Pritzker in Executive Order 2019-06 issued on January 23, 2019, all residents of the State of Illinois deserve clean air, clean water and a safe environment; and

**WHEREAS**, the Authority has determined that the 2019 Bonds will further the goal of providing clean water and a safe environment to the citizens of the State of Illinois; and

**WHEREAS**, the Authority has determined that it is advantageous for the Series 2019 to be designated as “**Green Bonds**”; and

**WHEREAS**, the Authority will provide information on its website accessible by investors and other market participants describing the use of the proceeds of the Series 2019 and the status of projects financed with such proceeds on an ongoing basis; and

**WHEREAS**, the Authority and the Illinois Environmental Protection Agency will enter into that certain Fifth Amendment to Memorandum of Agreement (Clean Water Initiative), dated as of April 1, 2019, describing the duties and obligations of IEPA to provide the Authority with information necessary to permit the Authority to post information to investors, other market participants and interested parties related to the “Green Bond” designation for the 2019 Bonds.

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

**Section 1. Recitals; Green Bond Designation.** That the Authority hereby finds that all of the recitals contained in the preambles to this Resolution are full, true and correct, and does incorporate them into this Resolution by this reference. The Authority designates the 2019 Bonds as “green bonds.”

**Section 2. Fifth Amendment to Memorandum of Agreement.** That the Authority is hereby authorized to enter into the Fifth Amendment to MOA (the “**Fifth Amendment**”) in substantially the same form as is attached to this Resolution as Exhibit A; that the form, terms and provisions of the Fifth Amendment is hereby in all respects approved; that the Chairperson, the Vice Chairperson or the Executive Director of the Authority 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 Fifth Amendment, for and on behalf of the Authority, and thereupon to cause the Fifth Amendment to be executed, acknowledged and delivered in the form as the individual executing the Fifth Amendment on behalf of the Authority shall approve, his or her execution thereof to constitute conclusive evidence of such approval; that when the Fifth Amendment is executed, attested, sealed and delivered on behalf of the Authority as hereinabove provided, such Fifth Amendment shall be binding on the Authority; that from and after the execution and delivery of the Fifth Amendment, the officers, employees and agents of the Authority are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Fifth Amendment as executed; and a copy of the Fifth 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. Posting.** That the Authority hereby approves the posting on the Authority's website of reports describing the projects financed with the proceeds of the Series 2019 Bonds and on-going information regarding the status of those projects to provide access to investors, other market participants and other interested parties in support of "Green Bond" designation.

**Section 4. Ratification.** 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 5. 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 6. Conflicts.** That all resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict, provided, however, that nothing in this Resolution shall impact, nullify or supersede Resolution 2019-0214-DA03.

**Section 7. Enactment.** That this Resolution shall be in full force and effect immediately upon its adoption, as by law provided.



This Resolution No. 2019-0312-DA06 is approved this 12th day of March, 2019  
by roll call vote as follows:

Ayes:

Nays:

Abstain:

Absent:

Vacancies:

**ILLINOIS FINANCE AUTHORITY**

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Executive Director

[SEAL]

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Assistant Secretary

**FIFTH AMENDMENT TO MEMORANDUM OF AGREEMENT  
(CLEAN WATER INITIATIVE)**

This Fifth Amendment to Memorandum of Agreement (this “Fifth Amendment”), dated as of April 1, 2019, is made and entered into by and between the Illinois Environmental Protection Agency, an agency of the State of Illinois (the “Agency”), and the Illinois Finance Authority, a body politic and corporate of the State of Illinois (the “Authority”).

WHEREAS, the Agency and the Authority have entered into that certain Memorandum of Agreement (Clean Water Initiative) dated as of November 1, 2013 (as amended by the First Amendment to Memorandum of Agreement, dated as of June 30, 2014, the Second Amendment to Memorandum of Agreement, dated as of September 1, 2016, the Third Amendment to Memorandum of Agreement, dated as of April 1, 2017, and the Fourth Amendment to Memorandum of Agreement, dated as of September 1, 2017, the “Existing Memorandum of Agreement”, and as further amended by this Fifth Amendment, the “Memorandum of Agreement”);

WHEREAS, the Agency and the Authority (collectively, the “Parties”) believe it is appropriate and necessary to amend the Memorandum of Agreement to further clarify the duties and powers of each of them to further the objectives of the State of Illinois; and

WHEREAS, pursuant to Section XVII of the Memorandum of Agreement, the Parties agree to further amend the Existing Memorandum of Agreement as set forth below.

NOW THEREFORE, in consideration of the premises and the covenants and agreements herein contained, the Parties agree as follows:

1. Definitions in Existing Memorandum of Agreement:

Words and terms which are defined in the Existing Memorandum of Agreement shall have the same meanings ascribed to them therein where used herein, unless the context or use indicate a different meaning or intent or unless a different meaning is ascribed to them herein.

2. Amendments to the Existing Memorandum of Agreement Pursuant to Section XVII of the Memorandum of Agreement:

a. *General.* Pursuant to Section XVII of the Memorandum of Agreement, any changes to the Memorandum of Agreement shall be incorporated in a written amendment to the Memorandum of Agreement. The amendments set forth below shall be effective upon the execution of this Fifth Amendment by the Agency and the Authority.

b. Section I(A) (15) is hereby amended to read as follows with revisions to the Existing Memorandum of Agreement shown as ~~strikethrough~~ for deleted language and underlined for added language:

15. Direct and coordinate the management of the Loan Programs with the Authority to the extent necessary to assist the Authority in the sale of bonds for the Loan Programs and provide the Authority with information necessary to prepare the Official Statement, ratings presentations, ~~and~~ investor presentations and provide information necessary to support the designation of any series of bonds as “green bonds,” including all reporting obligations associated with that designation.

c. Amendment to Section 1(B) to add a new paragraph 18 as follows:

18. Post on the Authority's website information received from Agency pursuant to Section 1(A)(15) above necessary to support the designation of any series of bonds as "green bonds".

3. Miscellaneous:

a. *Ratification of Existing Memorandum of Agreement.* In all respects not inconsistent with the terms and provisions of this Fifth Amendment, the Existing Memorandum of Agreement is hereby ratified, approved and confirmed.

b. *Applicable Law.* This Fifth Amendment shall be governed by and construed under the laws of the State of Illinois.

c. *Severability.* The provisions of this Fifth Amendment 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 Fifth Amendment or the Memorandum of Agreement.

d. *Counterparts.* This Fifth Amendment may be executed in several counterparts; all or any part of which shall be regarded for all purposes as one original and shall constitute and be but one and the same instrument.

[Remainder of Page Intentionally Blank]

In WITNESS WHEREOF, the Agency and the Authority have caused this Fifth Amendment to be executed as of the date first set forth above.

**ILLINOIS ENVIRONMENTAL  
PROTECTION AGENCY**

By: \_\_\_\_\_  
Acting Director

**ILLINOIS FINANCE AUTHORITY**

By: \_\_\_\_\_

Its: \_\_\_\_\_

15932-0083  
CH2\21897909.2

**Item No. 7 has been withdrawn.**

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Date: March 12, 2019

To: Members of the Illinois Finance Authority

From: Chris Meister, Executive Director

Subject: ***Amendment of the Illinois Finance Authority Bond Program Handbook:  
Addition to “Compliance with Laws” Provision***

The Illinois Finance Authority (the “Authority”) utilizes a Bond Handbook with standard provisions to facilitate the preparation of documents used by borrowers, lenders, and counsel that avail themselves of the Authority’s services. At the February 14, 2019 Special Meeting, the Authority approved certain revisions and modifications to the Bond Handbook, primarily to address implementation of PACE bond issuance. Thereafter, staff undertook a more comprehensive review of the Bond Handbook provisions related to compliance by borrowers, lenders and counsel for all bond transactions. As a result, it was deemed appropriate to amend the standard provision addressing the application of Illinois law by Authority borrowers.

The attached amendment to the “Compliance with Laws” Loan Agreement standard provision in the Authority’s Bond Handbook will ensure that borrowers, lenders, and counsel are aware of the need to review and comply with applicable Illinois statutes, laws, and ordinances, including building and zoning codes, that may have materially different requirements and impacts than in other jurisdictions, and may apply as a consequence of the fact that all, or a part, of the relevant project is financed with the proceeds of bonds issued by the Illinois Finance Authority.

**IFA RESOLUTION NO. 2019-0312-GP\_\_**

**RESOLUTION HONORING PAMELA LENANE, EXECUTIVE VICE PRESIDENT OF THE  
ILLINOIS FINANCE AUTHORITY**

**WHEREAS**, the Illinois Finance Authority (“Authority”), its members and staff wish to thank Pamela Lenane for her service to the Authority; and

**WHEREAS**, Ms. Lenane earned her Juris Doctor degree from Northwestern University School of Law; and

**WHEREAS**, Ms. Lenane has had a distinguished career as a real estate and public finance attorney and as a nationally respected public finance professional, as a partner at a national law firm and as general counsel of a bank; and

**WHEREAS**, Ms. Lenane has served the Authority since its inception in 2004 as Vice President-Funding Manager and later as Vice President & Acting General Counsel, and previously served the Authority’s predecessor, the Illinois Health Facilities Authority; and

**WHEREAS**, Ms. Lenane expects to soon retire from her role as Executive Vice President of the Authority; and

**WHEREAS**, during her tenure with the Authority, Ms. Lenane oversaw over 270 healthcare bond issuances by the Authority, providing approximately \$29.4 billion in capital for hospitals, healthcare facilities and continuing care retirement facilities; and

**WHEREAS**, while we will miss our friend and colleague, we take comfort in knowing that Ms. Lenane and her family will enjoy happiness and success in her future endeavors.

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

**Section 1.** On this March 12, 2019, the Members and staff and of the Authority wish to honor and thank Pamela Lenane for her unwavering dedication to service on behalf of the Authority. We will miss her knowledge, her professionalism and her dedication to the Authority.

**Section 2.** In order that all may know of the esteem and honor in which the Authority, its Members, and staff hold Pamela Lenane, this Resolution shall be entered on the permanent record of the Authority and a copy of this Resolution shall be suitably engraved and presented to Pamela Lenane as a token of our respect and gratitude for her valued service to the Authority, its Members and staff and to the people of the State of Illinois.



This Resolution No. 2019-0312-GP\_\_ adopted this 12th day of March, 2019 by roll call vote as follows:

Ayes:

Nays:

Abstain:

Absent:

Vacancies:

**RESOLUTION NO. 2019-0312-\_\_\_\_**

**RESOLUTION APPROVING CERTAIN UPDATES TO THE ILLINOIS  
FINANCE AUTHORITY BOND HANDBOOK**

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

**WHEREAS**, the Authority maintains a bond handbook (the “Bond Handbook”) setting forth the general procedures, terms and conditions pursuant to which the Authority will agree to issue bonds; and

**WHEREAS**, the Authority from time to time approves updates to the Bond Handbook and did so most recently by Resolution No. 2019-0214-DA05; and

**WHEREAS**, since the adoption of that resolution, the Illinois Finance Authority reviewed the Bond Handbook provisions related to compliance by borrowers, lenders and counsel with the standard provision addressing the application of Illinois law to those parties; and

**WHEREAS**, the Authority now proposes certain updates to the Bond Handbook in the form attached hereto as Exhibit A primarily to ensure that borrowers, lenders and counsel are aware of the need to review and comply with applicable Illinois statutes, laws, and ordinances that may have materially different requirements and impacts than in other jurisdictions, and may apply as a consequence of the fact that all, or a part, of the relevant project is financed with the proceeds of bonds issued by the Authority.

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

**Section 1. Approval of the Updates to the Bond Handbook and all Provisions Contained Therein.** The updates to the Bond Handbook in substantially the form attached hereto as Exhibit A, and with such changes as are permitted by Section 2 hereof, are approved in all respects.

**Section 2. Delegation to the Authorized Officers.** The Chairperson, Vice Chairperson, Executive Director, and General Counsel, and any person duly appointed by the Members to serve in such offices on an interim basis (the “Authorized Officers”) are hereby authorized to do all things necessary to implement the updates to the Bond Handbook in substantially the form approved pursuant to Section 1, or with such changes as may be approved by an Authorized Officer.

**Section 3. Ratification.** All prior 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 4. Severability.** If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this Resolution.

**Section 5. Enactment.** These Resolutions shall be in full force and effect immediately upon their passage, as provided by law.

This Resolution No. 2019-0312-\_\_\_\_ approved and effective this 12th day of March, 2019 by roll call vote as follows:

Ayes:

Nays:

Abstain:

Absent:

Vacancies:

ILLINOIS FINANCE AUTHORITY

By \_\_\_\_\_  
Executive Director

[SEAL]

ATTEST:

By \_\_\_\_\_  
Assistant Secretary

## Exhibit A

### Amendment of Paragraph 13 on Page 30 of the Illinois Finance Authority Bond Handbook

Paragraph 13 on page 30 of the Illinois Finance Authority Bond Handbook is amended as follows (underlining represents addition; ~~striketrough~~ represents deletion):

**13. Compliance with Laws.** The Borrower shall, through the term of this Loan Agreement and at no expense to the Authority, promptly comply or cause compliance with all applicable laws, ordinances, orders, rules, regulations and requirements of duly constituted public authorities which may be applicable to the Bond Financed Property, or to the repair and alteration thereof, or to the use or manner of use of the Project, including, but not limited to, the Americans with Disabilities Act, Illinois Accessibility Code, all federal, State and local environmental, health and safety laws, rules, regulations and orders applicable to or pertaining to the Bond Financed Property, Federal Worker Adjustment and Retraining Notification Act and, if applicable, the Illinois Prevailing Wage Act. Borrower acknowledges that it is aware that Illinois statutes, laws, ordinances, including building and zoning codes, etc., may have materially different requirements and utilize different definitions than comparable laws in other states and jurisdictions, and the application of such laws may be impacted by the use of bond proceeds to finance, in whole or in part, the Project. The Borrower has consulted with counsel with respect to the interpretation and application of these statutes, laws, ordinances, etc.

Date: March 12, 2019

To: Members of the Illinois Finance Authority

From: Elizabeth Weber, General Counsel

Subject: ***Illinois Governmental Ethics Act (5 ILCS 420) Section 3A-45, "Late Term Executive Appointees"***

As you know, the Executive Director of the Authority was nominated and appointed to his current term in December, 2018. Included on the agenda for today's meeting is a resolution continuing the appointment of Chris Meister as Executive Director through and including midnight on June 12, 2019, one day after the June 11, 2019 regularly scheduled meeting of the Members, consistent with provisions of the Illinois Governmental Ethics Act (the "Governmental Ethics Act").

The Governmental Ethics Act was amended in August, 2015 to limit the terms of late term executive appointees unless retained by official action after a new Governor takes office. The relevant statutory provision is reproduced below.

(5 ILCS 420/3A-45)

Sec. 3A-45. Late term executive appointees.

(a) As used in this Section, "late term executive appointee" means a person who is appointed, contracted with, or employed as a director, executive director, or other similar executive management position by any public body 90 or fewer days before the end of the then-serving Governor's term, when the then-serving Governor does not succeed himself or herself as Governor. For purposes of this Section only, "public body" means a board, commission, authority, task force, or other similar group authorized or created by State law where the Governor appoints one or more members of the board, commission, authority, task force, or other similar body.

(b) A late term executive appointee shall serve no longer than the 60th day of the term of office of the succeeding Governor. A late term executive appointee may be retained by appointment, contract, or employment after the 60th day only if the public body takes official action at an open meeting of that public body which occurs after the succeeding Governor has taken office.

(Source: P.A. 99-466, eff. 8-26-15.)

## IFA RESOLUTION NO. 2019-0312-EX10

### RESOLUTION REGARDING CONTINUED APPOINTMENT OF EXECUTIVE DIRECTOR OF THE ILLINOIS FINANCE AUTHORITY

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, the Authority has previously adopted IFA Resolution No. 2018-1212-EX06 on December 12, 2018 (the “*Appointment Resolution*”) whereby the Authority appointed Christopher B. Meister to the office of Executive Director of the Authority pursuant to Sections 801-15 and 801-25 of the Act; and

WHEREAS, the action taken pursuant to the Appointment Resolution is subject to the provisions of Section 3A-45 of the Illinois Government Ethics Act, 5 ILCS 420/3A-45, *et seq.*, as amended (the “*Ethics Act*”), as a result of such action being taken within 90 or fewer days before the end of the current term of the then-serving Governor of the State of Illinois, when the then-serving Governor does not succeed himself or herself as Governor; and

WHEREAS, the Members of the Authority desire to retain the appointment set forth in the Appointment Resolution by taking action to confirm the appointment of Christopher B. Meister to the office of Executive Director of the Authority in satisfaction of the requirements of Section 3A-45(b) of the Ethics Act for the period from the date of adoption of this resolution through and including midnight on June 12, 2019 (the “*Continuation Period*”) to provide for the continued orderly operation of the Authority while the Governor determines if any action will be taken in connection with the office of the Executive Director of the Authority;

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

*Section 1. Confirmation and Ratification of the Actions Taken Pursuant to the Appointment Resolution for the Continuation Period.* Christopher B. Meister is hereby appointed to the office of Executive Director of the Authority for the Continuation Period in satisfaction of the requirements of Section 3A-45(b) of the Ethics Act. The Appointment Resolution is hereby confirmed and ratified as of the date of this Resolution. This Resolution does not supersede any of the terms of the Approving Resolution and such Approving Resolution shall continue in full force and effect in accordance with its original terms subject to the limitation that Mr. Meister shall only serve as Executive Director of the Authority through the end of the Continuation Period unless further action is taken by the Authority pursuant to Section 3A-45(b) of the Ethics Act or the Act.

*Section 2. Severability.* If any section, paragraph or provision of this Resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this resolution.

*Section 3. Enactment.* This Resolution shall take effect immediately.

APPROVED AND EFFECTIVE this 12th day of March, 2019 by vote as follows:

Ayes:

Nays:

Abstain:

Absent:

Vacancies:

ILLINOIS FINANCE AUTHORITY

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Executive Director

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Assistant Secretary

[SEAL]

**Item No. 11 has been withdrawn.**

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Date: March 12, 2019

To: Eric Anderberg, Chairman  
James J. Fuentes  
Michael W. Goetz  
Mayor Arlene A. Juracek  
Lerry Knox  
Lyle McCoy

George Obernagel  
Terrence M. O'Brien  
Roger Poole  
Beth Smoots  
Bradley A. Zeller

From: Brad R. Fletcher, Vice President

Subject: ***Property Assessed Clean Energy Update***

Implementation of C-PACE Bond Financing

The Illinois Finance Authority's (the "Authority") commencement of offering Commercial Property Assessed Clean Energy ("C-PACE") bond financing services on February 14, 2019 has been well-received by borrowers, local units of government, program administrators, and capital providers (or bond purchasers).

The Authority avails a model local ordinance and form assessment contract to counties, cities, and villages seeking to establish PACE areas in their communities. Additionally, the Authority expended significant time and resources finalizing a form Master Indenture and related form Issuance Certificate that allows any capital provider to fund an unlimited number of energy projects in a program administrator's market area under a single Master Indenture. The Authority's standardized bond documents facilitate diminished due diligence costs in the secondary market, and as a result, PACE bonds issued by the Authority are easier to securitize. PACE bond resolutions approve the maximum term, interest rate and principal amount of PACE bonds a capital provider may purchase to fund energy projects across the state for incremental periods of 36 months. For each energy project the capital provider originates during this time, staff aptly executes an Issuance Certificate under the approved form of Master Indenture on file for the capital provider and promptly delivers the PACE bonds. This delegation ensures efficient and timely funding of energy projects, consistent with market expectations. Finally, the Authority offers an affordable flat basis point fee (based on an Issuance Certificate's total par amount) for issuance of PACE bonds and there is no application fee upon receiving assignment of an assessment contract. The Authority's C-PACE bond financing service is open to all market participants, incentivizing competition and reducing overall costs.

The Authority launched its standardized, efficient, and affordable C-PACE bond financing service within six months of the Governor signing SB2773 (Public Act 100-0980) into law on August 19, 2018. SB2773 amended the Property Assessed Clean Energy Act as advocated for by the Authority and had an effective date of January 1, 2019.

Subsequent to the signing of SB2773, the City of Chicago adopted the Authority's model ordinance on October 31, 2018, and recently amended and approved its form assessment contract internally in part to meet the Authority's new Bond Handbook requirements for PACE bond transactions. In conjunction with the roll-out of the Authority's C-PACE bond financing service, the Authority also adopted a \$200 million PACE Bond Resolution on February 14, 2019 for the City of Chicago's initial capital provider

(Counterpointe Sustainable Real Estate LLC). Staff anticipates receiving assignment of assessment contracts for energy projects originated in the city of Chicago soon.

Finally, staff remains in discussions with the C-PACE program administrator engaged by DuPage County and Kane County and continues to develop relationships with Cook County and Will County, among others, to broaden the Illinois PACE market.

#### Development of C-PACE Interim Funding Product

Staff is examining concepts whereby a portion of the Authority's unrestricted balance sheet assets from the defeasance of the former Illinois Local Government Bond Bank can be dedicated for interim funding small energy projects that are otherwise uneconomical for purposes of long-term bond financing.

The goal of any warehouse fund created by the Authority would be to provide borrowers affordable and on-demand funding rather than have their small energy projects experience delay during an aggregation period in anticipation of a pooled bond issuance. While private warehouse lenders can currently interim fund small energy projects for an aggregation period of up to 3 years in order to originate a critical mass of assessment contracts, capital providers sometimes only provide a financing reservation to borrowers with small energy projects until economies of scale can be obtained for long-term bond financing. Moreover, creation of any warehouse fund by the Authority could potentially address policy concerns that arise if either a capital provider is unable to originate enough assessment contracts in a program administrator's market area to issue a pooled bond or if a commercial bank originates an assessment contract as a service to an existing client but does not wish to otherwise participate in the Illinois PACE market.

As progress continues on product development, staff will provide updates.

#### Illinois R-PACE Legislation Filed

On February 7, 2019, Senator Melinda Bush (D - Grayslake) filed SB1296 which adds residential property to the scope of the Property Assessed Clean Energy Act. Language for contractor oversight and training is included in the residential property assessed clean energy ("R-PACE") legislation, as is various residential consumer protections. At the request of Senator Bush, the Authority participated in a working group meeting on March 5, 2019 with representatives of the Office of Attorney General, Illinois Realtors, Illinois Bankers Association, Citizens Utility Board, Environmental Law & Policy Center, and the Sierra Club Illinois Chapter.

According to PACENation, a national non-profit advocate for PACE, PACE-enabling legislation is active in 36 states plus D.C., and PACE programs are now active (launched and operating) in 20 states plus D.C. However, R-PACE for homeowners is currently only offered in California, Florida, and Missouri. Despite only being active in three states, PACENation reports cumulative R-PACE financing exceeded \$5.17 billion from 2010 to 2017 while cumulative C-PACE financing exceeded only \$893 million during the same period.

Staff is carefully monitoring this legislative development and is communicating regularly with the legislation's primary advocate.

Respectfully submitted,

/s/ Brad R. Fletcher  
Vice President

Date: March 12, 2019

To: Members of the Illinois Finance Authority

From: Chris Meister, Executive Director

Subject: ***Prevailing Wage Act Policy Discussion in Connection with Host Approvals for Purposes of Section 147(f) of the Internal Revenue Code of 1986, as Amended***

Since the creation of the Illinois Finance Authority (“Authority”) in 2004, the Prevailing Wage Act, 820 ILCS 130/0.01 et seq. (“PWA”), has explicitly contemplated projects financed with the proceeds of private activity bonds (“PABs”) issued by the Authority as within its scope.

In 2009, the Authority supported Senate Bill 223 (Public Act 96-0058; eff. Jan. 1, 2010), which clarified the application of the PWA to projects financed with PABs issued by any conduit bond issuer located in Illinois, not just the Authority.

Attached as Exhibit A to this memorandum is a proposed amendment to the PWA which would further clarify the application of the PWA to all projects financed with PABs in Illinois, including projects financed by conduit bond issuers located outside Illinois. Such projects must obtain written approval from the Governor of Illinois pursuant to the Private Activity Bond Approval Act, 30 ILCS 346/1 et seq. (“PAB Approval Act”), before they can receive approval by an applicable elected representative of a governmental unit as required by Section 147(f) of the Internal Revenue Code (“Host Approval”).

Pursuant to Section 10(c) of the PAB Approval Act, “if, and only if, the Governor determines that the facility and the items and information submitted ...are consistent with the laws and public policy of the State and are in the best interest of the State, then the Governor shall issue a written approval under this Section authorizing the governmental unit to grant its Host Approval in its discretion.”

Authority management believes that this amendment is consistent with both the historical practices and the mission of the Authority, as well as the policies of this state. Accordingly, the Authority anticipates supporting its adoption. Staff will keep the Members apprised of this matter.

**Exhibit A**  
**Draft Amendment to the Prevailing Wage Act, 820 ILCS 130/0.01 et seq.**

The Prevailing Wage Act is amended by changing Section 2 as follows:

(820 ILCS 130/2) (from Ch. 48, par. 39s-2)

(Text of Section before amendment by P.A. 100-1177 [eff. 6-1-19])

Sec. 2. This Act applies to the wages of laborers, mechanics and other workers employed in any public works, as hereinafter defined, by any public body and to anyone under contracts for public works. This includes any maintenance, repair, assembly, or disassembly work performed on equipment whether owned, leased, or rented.

As used in this Act, unless the context indicates otherwise:

"Public works" means all fixed works constructed or demolished by any public body, or paid for wholly or in part out of public funds. "Public works" as defined herein includes all projects financed in whole or in part with bonds, grants, loans, or other funds made available by or through the State or any of its political subdivisions, including but not limited to: bonds issued under the Industrial Project Revenue Bond Act (Article 11, Division 74 of the Illinois Municipal Code), the Industrial Building Revenue Bond Act, the Illinois Finance Authority Act, the Illinois Sports Facilities Authority Act, or the Build Illinois Bond Act; loans or other funds made available pursuant to the Build Illinois Act; loans or other funds made available pursuant to the Riverfront Development Fund under Section 10-15 of the River Edge Redevelopment Zone Act; or funds from the Fund for Illinois' Future under Section 6z-47 of the State Finance Act, funds for school construction under Section 5 of the General Obligation Bond Act, funds authorized under Section 3 of the School Construction Bond Act, funds for school infrastructure under Section 6z-45 of the State Finance Act, and funds for transportation purposes under Section 4 of the General Obligation Bond Act. "Public works" also includes (i) all projects financed in whole or in part with funds from

the Department of Commerce and Economic Opportunity under the Illinois Renewable Fuels Development Program Act for which there is no project labor agreement; (ii) all work performed pursuant to a public private agreement under the Public Private Agreements for the Illiana Expressway Act or the Public-Private Agreements for the South Suburban Airport Act; and (iii) all projects undertaken under a public-private agreement under the Public-Private Partnerships for Transportation Act. "Public works" also includes all projects at leased facility property used for airport purposes under Section 35 of the Local Government Facility Lease Act. "Public works" also includes the construction of a new wind power facility by a business designated as a High Impact Business under Section 5.5(a)(3)(E) of the Illinois Enterprise Zone Act. "Public Works" also includes all projects financed in whole or in part with bonds issued by an issuer that does not have jurisdiction over the location of the project and is therefore required to obtain host approval under the Private Activity Bond Approval Act. "Public works" does not include work done directly by any public utility company, whether or not done under public supervision or direction, or paid for wholly or in part out of public funds. "Public works" also includes any corrective action performed pursuant to Title XVI of the Environmental Protection Act for which payment from the Underground Storage Tank Fund is requested. "Public works" does not include projects undertaken by the owner at an owner-occupied single-family residence or at an owner-occupied unit of a multi-family residence. "Public works" does not include work performed for soil and water conservation purposes on agricultural lands, whether or not done under public supervision or paid for wholly or in part out of public funds, done directly by an owner or person who has legal control of those lands.

"Construction" means all work on public works involving laborers, workers or mechanics. This includes any maintenance, repair, assembly, or disassembly work performed on equipment whether owned, leased, or rented.

"Locality" means the county where the physical work upon public works is performed, except (1) that if there is not available in the county a sufficient

number of competent skilled laborers, workers and mechanics to construct the public works efficiently and properly, "locality" includes any other county nearest the one in which the work or construction is to be performed and from which such persons may be obtained in sufficient numbers to perform the work and (2) that, with respect to contracts for highway work with the Department of Transportation of this State, "locality" may at the discretion of the Secretary of the Department of Transportation be construed to include two or more adjacent counties from which workers may be accessible for work on such construction.

"Public body" means the State or any officer, board or commission of the State or any political subdivision or department thereof, or any institution supported in whole or in part by public funds, and includes every county, city, town, village, township, school district, irrigation, utility, reclamation improvement or other district and every other political subdivision, district or municipality of the state whether such political subdivision, municipality or district operates under a special charter or not.

The terms "general prevailing rate of hourly wages", "general prevailing rate of wages" or "prevailing rate of wages" when used in this Act mean the hourly cash wages plus annualized fringe benefits for training and apprenticeship programs approved by the U.S. Department of Labor, Bureau of Apprenticeship and Training, health and welfare, insurance, vacations and pensions paid generally, in the locality in which the work is being performed, to employees engaged in work of a similar character on public works.

(Source: P.A. 97-502, eff. 8-23-11; 98-109, eff. 7-25-13; 98-482, eff. 1-1-14; 98-740, eff. 7-16-14; 98-756, eff. 7-16-14.)

Date: March 12, 2019

To: Members of the Illinois Finance Authority

From: Elizabeth Weber, Ethics Officer, General Counsel and Legal Adviser to the Board  
Ryan Oechsler, Associate General Counsel

Subject: ***Update Regarding Certain Ethics Considerations for Members of the Illinois Finance Authority – For Informational Purposes Only***

As you know, Members of the Illinois Finance Authority (the “Authority”) are from time to time asked to complete certain ethics forms and trainings. The Members are also subject to certain ethics considerations. Attached to this memorandum are three exhibits intended to help clarify these ethical responsibilities of Members of the Authority.

Exhibits A and B are the State’s Statement of Economic Interests (“SOEI”) form and Supplemental Statement of Economic Interests (“SSOEI”) form, respectively. The SOEI and SSOEI are to be completed by the Members of the Authority every year, typically in the spring. Please expect this year’s SOEI and SSOEI to arrive in your mail during the coming weeks. Once you complete each of these forms, please send them to the Authority for review and submission by the Ethics Officer.

Exhibit C describes certain conflict considerations applicable to Members of the Authority. If you have any questions or concerns about these ethical responsibilities or about the SOEI or SSOEI, please contact Elizabeth Weber, Ethics Officer, General Counsel and Legal Adviser to the Board, or Ryan Oechsler Associate General Counsel.

Finally, please be advised that staff expects the annual ethics training for Members of the Authority to take place in the coming months. Staff will follow-up with more information as it becomes available.

# STATEMENT OF ECONOMIC INTERESTS

TO BE FILED WITH  
THE SECRETARY OF STATE



(Type or print name and address in the blank space below.)

\_\_\_\_\_  
(List each office or position of employment for which this Statement is filed.)

## GENERAL DIRECTIONS

The interest (if constructively controlled by the person making the statement) of a spouse or any other party shall be considered to be the same as the interest of the person making the statement. Campaign receipts shall not be included in this statement.

(If more space is needed, please attach supplemental listing.)

1. List the name and instrument of ownership in any entity doing business in the State of Illinois, in which the ownership interest held by the person at the date of filing is in excess of \$5,000 fair market value or from which dividends in excess of \$1,200 were derived during the preceding calendar year. (In the case of real estate, location thereof shall be listed by street address or, if none, by legal description.) No time or demand deposit in a financial institution nor any debt instrument need be listed.

Business Entity

Instrument of Ownership

_____	_____
_____	_____
_____	_____
_____	_____

2. List the name, address and type of practice of any professional organization in which the person making the statement was an officer, director, associate, partner or proprietor, or served in any advisory capacity, from which income in excess of \$1,200 was derived during the preceding calendar year.

Name

Address

Type of Practice

_____	_____	_____
_____	_____	_____
_____	_____	_____

3. List the nature of professional services rendered (other than to the State of Illinois) of each entity from which income exceeding \$5,000 was received for professional services rendered during the preceding calendar year by the person making the statement.

\_\_\_\_\_  
\_\_\_\_\_



4. List the identity (including the address or legal description of real estate) of any capital asset from which a capital gain of \$5,000 or more was realized during the preceding calendar year.

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5. List the identity of any compensated lobbyist with whom the person making the statement maintains a close economic association, including the name of the lobbyist and specifying the legislative matter or matters that are the object of the lobbying activity, and describing the general type of economic activity of the client or principal on whose behalf that person is lobbying.

Lobbyist	Legislative Matter	Client or Principal
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

6. List the name of any entity doing business in the State of Illinois from which income in excess of \$1,200 was derived during the preceding calendar year, other than for professional services, and the title or description of any position held in that entity. (In the case of real estate, location thereof shall be listed by street address or, if none, by legal description.) No time or demand deposit in a financial institution nor any debt instrument need be listed.

Entity	Position Held
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>

7. List the name of any unit of government that employed the person making the statement during the preceding calendar year other than the unit or units of government in relation to which the person is required to file.

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8. List the name of any entity from which a gift or gifts, or honorarium or honoraria, valued singly or in the aggregate in excess of \$500, was received during the preceding calendar year.

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VERIFICATION

I declare that this Statement of Economic Interests (including any accompanying schedules and statements) has been examined by me and to the best of my knowledge and belief is a true, correct and complete statement of my economic interests as required by the Illinois Governmental Ethics Act. I understand that the penalty for willfully filing a false or incomplete statement shall be a fine not to exceed \$1,000 or imprisonment in a penal institution other than the penitentiary not to exceed one year, or both fine and imprisonment.

\_\_\_\_\_  
(Signature of person making Statement)

\_\_\_\_\_  
(Date)

**NOTE: This statement must be filed in the Office of the Secretary of State, Index Department, Ethics Section, 111 E. Monroe, Springfield, IL 62756.**

# Supplemental Statement of Economic Interest

For officers and employees subject to the jurisdiction of the Illinois Governor per Executive Order 15-09

New

Revision

Executive Order 15-09, "Executive Order to Ensure Ethical and Responsive Government," requires certain officers and employees to disclose and file the following information with the Executive Ethics Commission on or before May 1 of each year. Your agency has identified you as an employee or officer who is required to complete the Supplemental Statement of Economic Interest.

An electronic filing system is available for most persons filing the Supplemental Statement of Economic Interest. Use of this paper process is necessary where electronic filing is not possible, or where an electronic filing needs correction or to be supplemented. **Please contact your ethics officer if you are uncertain as to whether you should be filing electronically in lieu of paper.**

**Instructions:** Please consult guidance at [www.illinois.gov/eec/ExecutiveOrder/Pages/Home.aspx](http://www.illinois.gov/eec/ExecutiveOrder/Pages/Home.aspx). Thereafter, complete the following disclosures concerning calendar year 2018. Attach additional sheets if necessary. Return the completed, signed form by **May 1, 2019** to the Executive Ethics Commission, 401 S. Spring Street, Wm. Stratton Bldg. Room 513, Springfield, Illinois 62706.

1. During the preceding calendar year, did you, your spouse, or minor child have a financial interest of greater than 5% in any real property for which the State of Illinois is a tenant, lessor or has some other ownership or beneficial interest? If yes, disclose the address and describe the nature of your interest in the real property (Do **not** include a primary personal residence.)

Yes

No

If yes, give the address and describe the nature of your ownership interest:

2. During the preceding calendar year, did you hold any non-governmental position(s) with any business entity, non-profit organization, labor group, educational institution, or other entity of any type?

Yes

No

If yes, disclose the name of entity, the non-governmental position, the nature of compensation, and estimate whether you received no income or value, income or value of less than \$5,000, or income or value equal to or greater than \$5,000:

3. During the preceding calendar year, were you a party to, or have a financial interest in, any litigation involving the State of Illinois or any entity with a relationship with the State of Illinois?

"Entity with a relationship with the State of Illinois" means an entity that has a contract or grant or a direct pecuniary interest in a contract or grant with or from the State of Illinois. Do **not** include litigation where you were named as a plaintiff or defendant in your capacity as an employee or officer of the State of Illinois.

Yes

No

If yes, identify the case name(s) and the court in which such case is or was pending:

# Supplemental Statement of Economic Interest

For officers and employees subject to the jurisdiction of the Illinois Governor per Executive Order 15-09

4. Are you an officer, employee, or other individual who receives merit compensation and is exempt from the Personnel Code and from collective bargaining agreements, or are you appointed by the Governor?

Yes

No

If you checked "No," please proceed to the certification and submission of this form.

If you checked "Yes," do you have any relatives who are officers or employees of the Executive, Legislative or Judicial branches of the State of Illinois? "Relatives" include:

Father, mother, son, daughter, grandfather, grandmother, grandson, granddaughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, grandson-in-law, granddaughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, step-grandson, step-granddaughter, half-brother, or half-sister.

Yes

No

If you checked "No," please proceed to the certification and submission of this form.

If you checked "Yes," please identify the name and position of each Relative:

I certify to the best of my knowledge and belief the information that I provided on this Supplemental Statement of Economic Interest is a true, correct and complete statement of my economic interests as required by Executive Order 15-09.

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(Print Name)

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(Signature)

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(Date)

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(Office or position of employment for which this Statement is filed)

**NOTE: Return the completed, signed form via mail to the Executive Ethics Commission,  
401 S. Spring Street, Wm. Stratton Bldg. Room 513, Springfield, Illinois 62706.**

## ILLINOIS FINANCE AUTHORITY

### Conflicts Considerations for IFA Board Members

#### I. Sources of Conflicts of Interest for IFA Board Members

The following five acts should be considered by potential IFA board members with respect to conflicts of interest that may arise in the context of IFA board service. We would note that the first two statutes (the IFA Act and the Illinois Public Officer Prohibited Activities Act) apply to activities with the IFA, while the latter three apply to dealings with the State and its agencies more broadly.

- **IFA Act**<sup>1</sup>: The IFA Act prohibits a board member from being an officer or director or holding an ownership interest, directly or indirectly, of more than 7.5% in any person or entity that is a party to a contract or agreement upon which the member may be called upon to act or vote.
  - Any contract or agreement made in violation of this prohibition is null and void.<sup>2</sup>
  - Interests other than those prohibited are discussed below in Section III.
- **Illinois Public Officer Prohibited Activities Act**<sup>3</sup>: This act prohibits a person holding appointed office from:
  - Being financially interested directly in his own name or indirectly in the name of any other person or entity in any contract or the performance of any work in the making or letting of which such officer may be called upon to act or vote. However, the following interests are excluded from the restriction<sup>4</sup>:
    - Holding less than a 7.5% ownership interest, as long as the member discloses the interest and abstains from voting, the contract is approved by a majority vote, the contract is awarded after sealed bids to the lowest bidder if over \$1,500 or without bidding if under \$1,500, and the award of the contract would not cause the aggregate amount of contracts awarded to that person or entity to exceed \$25,000 in the same fiscal year;
    - Holding an interest in a contract amounting to no more than \$2,000, as long as the contract is approved by majority vote, the interested member discloses the interest and abstains from voting, the award would not cause the aggregate amount of contracts awarded to that person or entity to exceed \$4,000 in the same fiscal year;
    - Holding a 1% or less ownership interest in the contracting entity, as long as the contract is approved by a majority, the member discloses the interest, and the member abstains from voting;
    - Working as an employee of or owns or holds an interest of 1% or less in a company that is involved in the transaction of business with the IFA, where the company's stock is traded on a nationally recognized securities market, and the member discloses the fact that he or she is an employee or holds an interest of 1% or less before deliberation of the proposed award, refrains from evaluating, recommending, approving, deliberating, or otherwise participating in negotiation, approval, or both, of the contract, abstains from voting, and the contract is approved by a majority vote of those members currently holding office; or
    - Holding an interest of 1% or less, not in the officer's individual name but through a mutual fund or exchange-traded fund, in a company that is involved in the transaction

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<sup>1</sup> 20 ILCS 3501/845-45(a).

<sup>2</sup> 20 ILCS 3501/845-45(c).

<sup>3</sup> 50 ILCS 105/3(a).

<sup>4</sup> **Note that the applicability of these exceptions is very fact-specific. A case-by-case factual analysis should be undertaken before they are applied.**

of business with the IFA, and that company's stock is traded on a nationally recognized securities market.

- Representing, as agent or otherwise, any person or entity with respect to any application or bid for any contract or work in regard to which such officer may be called upon to vote.
- Any contract made and procured in violation of these provisions is void.
- **The Procurement Code**<sup>5</sup>: The Code provides that, for a contract subject to the Code that will be wholly or partially satisfied by the payment of funds appropriated by the General Assembly:
  - No covered officer<sup>6</sup> or their spouse or minor child can have or acquire any contract or direct pecuniary interest in such a contract;
  - No firm where such a person is entitled to more than 7.5% of distributive income or an amount in excess of the salary of the Governor,<sup>7</sup> may have or acquire any such contract or direct pecuniary interest therein; and
  - No firm where such a person together with his or her spouse or minor children is entitled to more than 15% of distributive income or an amount in excess of 2 times the salary of the Governor, may have or acquire any such contract or direct pecuniary interest therein.
- **The Illinois Governmental Ethics Act**<sup>8</sup>: This act provides that in addition to the Procurement Code, an appointed member of a board, their spouse, or an immediate family member of the appointee living in their residence may not:
  - Acquire a contract or have or acquire a direct pecuniary interest in a contract with the State that relates to the board of which he or she is an appointee during and for one year after the conclusion of the person's term of office.
  - If the person is entitled to more than 7.5% or together with spouse or immediate family members more than 15%, distributable income of an entity, that entity may not have such a contract during and for one year after the conclusion of the appointee's term of office.
- **The State Officials and Employees Ethics Act**<sup>9</sup>: This act provides that a person, his or her spouse, and any immediate family member living with that person is ineligible to serve on a board, commission, authority, or task force, if the person is entitled to more than 7.5%, or together with their spouse or immediate family members more than 15%, of the distributable income under any State contract other than an employment contract.

## II. Disclosure Requirements

- Each IFA board member is required to file a statement of economic interest at the time his or her name is submitted to the Senate for confirmation.<sup>10</sup> This statement must include the interests of the board member's spouse or other people if the appointee constructively controls those interests.<sup>11</sup>
  - Continuing disclosures are then required annually.
- Further, the Governmental Ethics Act requires that, upon appointment, an appointee must file with the Secretary of State a disclosure of:
  - All contracts the person or his or her spouse or immediate family members living with the person have with the State; and
  - All contracts between the State and any entity in which the person or his or her spouse or immediate family members living with the person have a majority financial interest.

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<sup>5</sup> 30 ILCS 500/50-13; see also Ill. Admin. Code 44 § 1.5023(b).

<sup>6</sup> Note that this prohibition may not be applicable to an IFA board member, as their compensation as a board member does not exceed 60% of the Governor's salary.

<sup>7</sup> The current gubernatorial salary is \$177,412.

<sup>8</sup> 5 ILCS 420/3A-35.

<sup>9</sup> 5 ILCS 430/5-55.

<sup>10</sup> 5 ILCS 420/4A-105.

<sup>11</sup> 5 ILCS 420/4A-102.

- Executive Order 15-09 requires any state employee who is required to file these economic interest statements also to file supplemental statements, which cover the following information:
  - Interest in any real property in which the appointee or spouse or minor child has a greater than 5% financial interest and in which the State of Illinois is a tenant, lessor, or has other beneficial interest in the property;
  - Any non-governmental position held, together with the nature and amount of any compensation; and
  - Any litigation the employee is a party to, or has a financial interest in, involving the State of Illinois or any entity with a relationship with the State of Illinois.
- Under the Public Officer Prohibited Activities Act, before any contract relating to the ownership or use of real property is entered into by and between the State or any local governmental unit or any agency, the identity of every owner and beneficiary having any interest, real or personal, in such property, and every member, shareholder, limited partner, or general partner entitled to receive more than 7.5% of the total distributable income of any entity having any interest in such property must be disclosed.<sup>12</sup>

### **III. Qualifications Related to Conflicts and Voting Requirements**

- The IFA Act<sup>13</sup> allows for contracts to continue where members have interests other than the prohibited interests discussed above in Section I if certain procedures are followed, including the following:
  - The member discloses the interest and nature and extent and acquisition of interest to the secretary of the Authority before final action by the Authority. Disclosures will be publicly acknowledged and entered into the minutes of the Authority.
  - The member recuses him or herself from any further official involvement regarding the agreement including voting on any matter pertaining to it and from communicating with other members, officers, agents, and employees of the Authority on the agreement.
  - The IFA Act says that contracts or agreement entered into in conformity with these procedures are not void or invalid by reason of the interest. And no person acting in compliance will be guilty of an offense, removed from office, or subject to any other penalty on account of that interest.
- The Illinois Public Officer Prohibited Activities Act<sup>14</sup> similarly allows for certain contracts with otherwise prohibited interests to proceed if certain abstention procedures are followed, as discussed above in Section I.<sup>15</sup>
- All other restrictions are prohibitions that cannot be avoided through disclosure and abstention. This means that, if an individual chooses to accept appointment to the IFA board, he or she cannot hold covered interests or contracts, and any violation of these requirements can lead to various negative consequences, including the contract being rendered void.

### **IV. Post-Service Restrictions**

- Certain contract prohibitions continue after an appointee's service ends, such as the one-year prohibition in the Illinois Governmental Ethics Act,<sup>16</sup> discussed above in Section I, on the appointee

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<sup>12</sup> 50 ILCS 105/3.1.

<sup>13</sup> 20 ILCS 3501/845-45(b).

<sup>14</sup> 50 ILCS 105/3(a).

<sup>15</sup> Note that the exceptions and procedures to prohibited interests outlined in this statute do not align precisely with those in the IFA Act, as they contain additional limitations on even those contracts with entities where a member has less than a 7.5% interest.

<sup>16</sup> 5 ILCS 420/3A-35.

and his or her family members' ability to acquire an interest in contracts, as well as a firm's ability to have certain contracts, for one year after the conclusion of the appointee's term of office.<sup>17</sup>

- The following restrictions on a former appointee's post-service work should also be kept in mind when board members are leaving their service with the board.
  - The general State revolving door prohibition from the State Officials and Employees Ethics Act<sup>18</sup> prohibits:
    - A former IFA board member from seeking employment with an entity that was a party to IFA contracts cumulatively valued over \$25,000 in the year before the appointee left service or an entity that was the subject of a regulatory or licensing decision involving the IFA, regardless of whether the board member participated personally and substantially in the contract or decision.
    - A former IFA board member, or his or her spouse or immediate family member living with such person, from accepting employment or receiving compensation or fees for services from a person or entity if the covered person, during the year immediately preceding termination of service, participated personally and substantially in the award of State contracts, or the issuance of State contract change orders, with a cumulative value of \$25,000 or more to the person or entity, or its parent or subsidiary. This prohibition lasts for a period of one year immediately after termination of State employment.
    - Former officers of the executive branch with regulatory or licensing authority, or spouse or immediate family member living with such person from accepting employment or receiving compensation or fees for services from a person or entity if officer or employee, during the year immediately preceding termination of State employment, participated personally and substantially in making a regulatory or licensing decision that directly applied to the person or entity, or its parent or subsidiary. This restriction lasts for a period of one year immediately after termination of State employment.<sup>19</sup>
  - The Procurement Code<sup>20</sup> prohibits "executive officers confirmed by the Senate," which would cover IFA board members who have served for at least six months, from engaging in any procurement activity relating to the IFA for two years after terminating the position.

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<sup>17</sup> Notably, this restriction on the entities in which the former member had an interest appears to apply at any point after an individual is appointed, with no exceptions based on the duration of the appointee's service.

<sup>18</sup> 5 ILCS 430/5-45(h).

<sup>19</sup> 5 ILCS 430/5-45(a)-(b).

<sup>20</sup> 30 ILCS 500/50-30.

Date: March 12, 2019

To: Eric Anderberg, Chairman  
James J. Fuentes  
Michael W. Goetz  
Mayor Arlene A. Juracek  
Lerry Knox  
Lyle McCoy

George Obernagel  
Terrence M. O'Brien  
Roger Poole  
Beth Smoots  
Bradley A. Zeller

From: Ximena Granda, Senior Controller

Subject: *Presentation and Consideration of Financial Reports as of February 28, 2019\*\**

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

**FISCAL YEAR 2019-UNAUDITED**

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

a. **Total Annual Revenues** equal **\$2.8** million and are **\$226** thousand or **8.7%** higher than budget due primarily to **higher** administrative service fees and interest and investment income. Closing fees year-to-date of \$1.4 million are \$398 thousand or 22.5% **lower** than budget. Annual fees of \$162 thousand are \$9 thousand higher than the budgeted amount. Administrative service fees of \$195 thousand are \$128 thousand higher than budget. Application fees total \$17 thousand and are \$4 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 \$347 thousand (which has represented a declining asset since 2014). Net investment income position is at \$731 thousand for the fiscal year and is \$546 thousand higher than budget.\*

In **February**, the Authority generated \$91 thousand in closing fees, lower than the monthly budgeted amount of \$221 thousand.

b. **Total Annual Expenses** of \$2.9 million were \$449 thousand or 13.6% lower than budget, which was mostly driven by below budget spending on employee related expenses. Year-to-date, employee related expenses total \$1.7 million or 19.3% lower than budget. Professional services expenses total \$810 thousand. Annual occupancy costs of \$115 thousand are 2.0% lower than budget, while general and administrative costs are \$253 thousand for the year, which is 11.0% lower than budget. Total depreciation cost of \$11 thousand is 59.0% below budget. Total cash transfers in from the Primary Government Borrowing Fund (setup to track financial activity on behalf of the State of Illinois) to the General Operating Fund is \$158 thousand.

c. In **February** the Authority recorded operating expenses of \$336 thousand, which was lower than the monthly budgeted amount of \$413 thousand.

d. **Total Monthly Net Loss** of \$80 thousand was driven by lower than expected closing fees.



- e. **Total Annual Net Loss** of -\$30 thousand is \$677 thousand higher than the budgeted loss of -\$443 thousand. The reported annual operating loss continues to be better than the forecast operating loss due to higher than expected interest and investment income in addition to effective expense control.

## **2. ALL FUNDS-ASSETS, LIABILITIES AND NET POSITION**

The Authority, as of February 28, 2019, is a \$123.2 million dollar agency but also accounts for activity in the Other State of Illinois Debt Fund. Total Assets in the Other State of Illinois Debt Fund are \$1.2 billion. The Authority maintains compliance for nearly \$24.3 billion in outstanding debt.

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

In the General Fund, the Authority continues to maintain a strong balance sheet, with total net position of \$59.6 million. Total assets in the General Fund are \$60.0 million (consisting mostly of cash, investments, and receivables). Unrestricted cash and investments total \$47.4 million (with \$2.0 million in cash). Notes receivable from the former Illinois Rural Bond Bank local governments (“IRBB”) total \$8.3 million. In February, the Authority received principal loan repayments of \$1.8 million from the outstanding IRBB loans. Participation loans, DACA (pilot medical student loans in exchange for service in medically underserved areas in Illinois) and other loans receivable are \$3.8 million.

## **4. ALL FUNDS-ASSETS, LIABILITIES AND NET POSITION**

- a. In accordance with Governmental Accounting Standards, the “Other State of Illinois Debt Fund” is comprised of bond activity for the Illinois Environmental Protection Agency (“IEPA”), and Northern Illinois University Foundation (“NIUF”). The majority of the activity in this fund derives from the Clean Water Initiative (“CWI”) bonds issued for IEPA. Of the fund’s \$1.2 billion of total assets, outstanding CWI Bonds total \$1.1 billion. The Series 2016 CWI Bonds closed on September 12, 2016, in the principal amount of \$500 million and the Series 2017 CWI Bonds closed on September 12, 2017, in the principal amount of \$560 million. As of February 28, 2019, restricted investments total \$51.5 million with accrued investment income totaling \$52 thousand.
- b. The Locally Held Fire Truck and Ambulance Revolving Loan Funds have total year-to-date receipts of \$265 thousand. Year-to-date loan repayments under both programs total \$2.0 million. The Net Position for Fire Truck and Ambulance Revolving Loan Funds on the Authority’s balance sheet is \$23.9 million and \$4.3 million, respectively.
- c. The Illinois Agricultural Loan Guarantee Fund and the Illinois Farmer Agribusiness Loan Guarantee Fund include restricted assets held by the State Treasurer to make payouts of losses in relation to the Authority’s agricultural loan guarantee programs. As of February 28, 2019, the Agricultural Loan Guarantee Fund had a Restricted Net Position of \$10.4 million and the Agribusiness Fund had a Restricted Net Position of \$8.2 million, with no loss reserves in either fund. However, the Industrial Revenue Bond Insurance Fund includes restricted assets held locally by the Authority to make payouts of losses in relation to the Authority’s agricultural loan guarantee programs (please see Public Acct 99-0509). The Restricted Net Position for the Industrial Revenue Bond Insurance Fund was \$11.8 million as of February 28, 2019.
- d. All other nonmajor funds recorded total year-to-date revenues of \$502 thousand. Year-to-date expenses total \$7 thousand as of February 28, 2019. Total Net Position in the remaining non-major funds is \$34.9 million.

- e. The Metro East Police District Commission is reported as an agency/fiduciary fund, which has total assets of \$4 thousand in the custody of the Authority. The Illinois Finance Authority NFP Development Fund has a total net position of \$12 thousand.

**5. AUTHORITY AUDITS AND REGULATORY UPDATES**

The Authority has scheduled an entrance conference with RSM US LLP, Special Assistant Auditors for the Auditor General, on April 12, 2019. RSM US LLP will be performing the Fiscal Year 2019 Financial Audit Examination and the Two Year Compliance Examination for Fiscal Year 2018 and Fiscal Year 2019.

The internal auditors have completed the Payroll, Personnel, and Personal Information Audit. The Authority expects receipt of on a draft report from the internal auditors soon. The Statutory Mandates Audit was completed on February 11, 2019, and the draft report is being reviewed by Authority staff. Once final, it will be shared with the Board.

**6. OTHER SUPPLEMENTARY FINANCIAL INFORMATION**

The Fiscal Year Comparison of Bonds Issued, the Fiscal Year 2019 Bonds Issued, and Schedule of Debt is being presented as supplementary financial information in your Board package.

Respectfully submitted,

/s/ Ximena Granda  
Controller



ILLINOIS FINANCE AUTHORITY  
STATEMENT OF REVENUES, EXPENSES AND NET INCOME  
GENERAL OPERATING FUND  
FOR FISCAL YEAR 2019 AS OF FEBRUARY 28, 2019  
(PRELIMINARY AND UNAUDITED)

	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUNE	YEAR TO DATE ACTUAL	YEAR TO DATE BUDGET	BUDGET VARIANCE (\$)	BUDGET VARIANCE (%)
<b>Operating Revenues:</b>																
Closing Fees	\$ 95,566	\$ 65,005	\$ 103,688	\$ 412,135	\$ 245,429	\$ 158,030	\$ 197,260	\$ 91,000					\$ 1,368,113	\$ 1,766,417	\$ (398,304)	-22.5%
Annual Fees	18,091	20,824	18,496	21,439	20,271	28,105	17,189	17,684					162,099	152,667	9,432	6.2%
Administrative Service Fees	35,500	20,000	50,000	-	30,000	45,000	10,000	4,500					195,000	66,667	128,333	192.5%
Application Fees	1,200	3,250	2,200	-	1,600	3,950	1,200	3,100					16,500	20,000	(3,500)	-17.5%
Miscellaneous Fees	111	-	2,169	338	-	-	118	-					2,736	-	2,736	n/a
Interest Income-Loans	46,345	34,256	43,119	45,094	52,153	34,434	46,544	45,303					347,248	406,019	(58,771)	-14.5%
Other Revenue	148	147	143	145	138	137	136	136					1,130	1,333	(203)	-15.2%
<b>Total Operating Revenue:</b>	<b>\$ 196,961</b>	<b>\$ 143,482</b>	<b>\$ 219,815</b>	<b>\$ 479,151</b>	<b>\$ 349,591</b>	<b>\$ 269,656</b>	<b>\$ 272,447</b>	<b>\$ 161,723</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 2,092,826</b>	<b>\$ 2,413,103</b>	<b>\$ (320,277)</b>	<b>-13.3%</b>
<b>Operating Expenses:</b>																
Employee Related Expense	\$ 184,691	\$ 205,508	\$ 202,630	\$ 211,818	\$ 209,727	\$ 210,697	\$ 209,225	\$ 232,581					\$ 1,666,877	\$ 2,066,776	\$ (399,899)	-19.3%
Professional Services	34,833	55,636	63,693	142,590	175,140	190,831	85,788	61,082					809,593	809,333	260	0.0%
Occupancy Costs	14,675	14,638	14,601	13,236	14,398	12,951	16,076	14,728					115,303	117,680	(2,377)	-2.0%
General & Administrative	32,495	28,375	28,406	32,708	32,222	42,547	29,402	26,496					252,651	284,000	(31,349)	-11.0%
Depreciation and Amortization	1,369	1,369	1,369	1,391	1,391	1,436	1,436	1,458					11,219	27,333	(16,114)	-59.0%
<b>Total Operating Expense</b>	<b>\$ 268,063</b>	<b>\$ 305,526</b>	<b>\$ 310,699</b>	<b>\$ 401,743</b>	<b>\$ 432,878</b>	<b>\$ 458,462</b>	<b>\$ 341,927</b>	<b>\$ 336,345</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 2,855,643</b>	<b>\$ 3,305,122</b>	<b>\$ (449,479)</b>	<b>-13.6%</b>
<b>Operating Income(Loss)</b>	<b>\$ (71,102)</b>	<b>\$ (162,044)</b>	<b>\$ (90,884)</b>	<b>\$ 77,408</b>	<b>\$ (83,287)</b>	<b>\$ (188,806)</b>	<b>\$ (69,480)</b>	<b>\$ (174,622)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (762,817)</b>	<b>\$ (892,019)</b>	<b>\$ 129,202</b>	<b>14.5%</b>
<b>Nonoperating Revenues (Expenses)</b>																
Miscellaneous Non-Opertg Rev/(Exp)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	n/a
Bad Debt Adjustments (Expense)	-	-	-	-	-	-	-	-	-	-	-	-	-	1,333	(1,333)	-100.0%
Interest and Investment Income*	57,689	72,944	52,529	69,171	68,180	59,654	67,624	66,423					514,214	266,667	247,547	92.8%
Realized Gain (Loss) on Sale of Invests	400	(10,790)	(2,300)	(4,944)	(3,469)	(5,971)	(2,973)	1,718					(28,329)	(16,667)	(11,662)	-70.0%
Net Appreciation (Depr) in FV of Invests	21,175	32,623	3,854	19,877	33,125	65,951	41,387	26,933					244,925	(66,667)	311,592	467.4%
<b>Total Nonoperating Rev (Exp)</b>	<b>\$ 79,264</b>	<b>\$ 94,777</b>	<b>\$ 54,083</b>	<b>\$ 84,104</b>	<b>\$ 97,836</b>	<b>\$ 119,634</b>	<b>\$ 106,038</b>	<b>\$ 95,074</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 730,810</b>	<b>\$ 184,666</b>	<b>\$ 546,144</b>	<b>295.7%</b>
<b>Net Income (Loss) Before Transfers</b>	<b>\$ 8,162</b>	<b>\$ (67,267)</b>	<b>\$ (36,801)</b>	<b>\$ 161,512</b>	<b>\$ 14,549</b>	<b>\$ (69,172)</b>	<b>\$ 36,558</b>	<b>\$ (79,548)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (32,007)</b>	<b>\$ (707,353)</b>	<b>\$ 675,346</b>	<b>95.5%</b>
<b>Transfers:</b>																
Transfers in from other funds	\$ 3,057	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 154,654	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 157,711	\$ -	157,711	0.0%
Transfers out to other funds	(1,195)	-	-	-	-	-	(154,654)	-	-	-	-	-	(155,849)	-	(155,849)	0.0%
<b>Total Transfers In (Out)</b>	<b>\$ 1,862</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,862</b>	<b>\$ -</b>	<b>\$ 1,862</b>	<b>0.0%</b>
<b>Net Income (Loss)</b>	<b>\$ 10,024</b>	<b>\$ (67,267)</b>	<b>\$ (36,801)</b>	<b>\$ 161,512</b>	<b>\$ 14,549</b>	<b>\$ (69,172)</b>	<b>\$ 36,558</b>	<b>\$ (79,548)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (30,145)</b>	<b>\$ (707,353)</b>	<b>\$ 677,208</b>	<b>95.7%</b>



**ILLINOIS FINANCE AUTHORITY**  
 STATEMENT OF REVENUES, EXPENSES AND NET INCOME  
 IFA FUNDS AND CUSTODIAL FUND ACTIVITY  
 FOR FISCAL YEAR 2019 AS OF FEBRUARY 28, 2019  
 (PRELIMINARY AND UNAUDITED)

	<b>GENERAL FUND*</b>	<b>FIRE TRUCK REV LOAN FUND</b>	<b>AMBULANCE REV LOAN FUND</b>	<b>ALL OTHER NON-MAJOR</b>	<b>SUBTOTAL IFA FUNDS</b>	<b>OTHER STATE OF IL DEBT FUNDS</b>	<b>TOTAL ALL FUNDS</b>	<b>AGENCY FUNDS</b>
<b>Operating Revenues:</b>								
Closing Fees	\$ 1,368,113	\$ -	\$ -	\$ -	\$ 1,368,113	\$ -	\$ 1,368,113	\$ -
Annual Fees	162,099	-	-	-	162,099	-	162,099	-
Administrative Service Fees	195,000	-	-	-	195,000	-	195,000	-
Application Fees	16,500	-	-	-	16,500	-	16,500	-
Miscellaneous Fees	2,736	264,789	-	-	267,525	-	267,525	-
Interest Income-Loans	347,248	8,380	868	-	356,496	19,157,335	19,513,831	-
Other Revenue	1,130	-	-	-	1,130	-	1,130	-
<b>Total Operating Revenue:</b>	<b>\$ 2,092,826</b>	<b>\$ 273,169</b>	<b>\$ 868</b>	<b>\$ -</b>	<b>\$ 2,366,863</b>	<b>\$ 19,157,335</b>	<b>\$ 21,524,198</b>	<b>\$ -</b>
<b>Operating Expenses:</b>								
Employee Related Expense	\$ 1,666,877	\$ -	\$ -	\$ -	\$ 1,666,877	\$ -	\$ 1,666,877	\$ -
Professional Services	809,593	2,851	2,229	7,075	821,748	-	821,748	-
Occupancy Costs	115,303	-	-	-	115,303	-	115,303	-
General & Administrative	252,651	-	-	11	252,662	-	252,662	-
Interest Expense	-	-	-	-	-	21,852,386	21,852,386	-
Depreciation and Amortization	11,219	-	-	-	11,219	-	11,219	-
<b>Total Operating Expense</b>	<b>\$ 2,855,643</b>	<b>\$ 2,851</b>	<b>\$ 2,229</b>	<b>\$ 7,086</b>	<b>\$ 2,867,809</b>	<b>\$ 21,852,386</b>	<b>\$ 24,720,195</b>	<b>\$ -</b>
<b>Operating Income(Loss)</b>	<b>\$ (762,817)</b>	<b>\$ 270,318</b>	<b>\$ (1,361)</b>	<b>\$ (7,086)</b>	<b>\$ (500,946)</b>	<b>\$ (2,695,051)</b>	<b>\$ (3,195,997)</b>	<b>\$ -</b>
<b>Nonoperating Revenues (Expenses):</b>								
Miscellaneous non-opertg rev/(exp)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Transfer of funds and program interest from the State of Illi	-	-	-	-	-	-	-	-
Interest and investment income*	514,214	79,405	37,658	399,810	1,031,087	2,308,745	3,339,832	5
Realized Gain (Loss) on sale of investment	(28,329)	(24,186)	(8,611)	(9,304)	(70,430)	(765,875)	(836,305)	-
Net Appreciation (Depr) in fair value of investments**	244,925	42,617	9,759	111,024	408,325	1,152,181	1,560,506	-
<b>Total Nonoperating Revenues (Expenses)</b>	<b>\$ 730,810</b>	<b>\$ 97,836</b>	<b>\$ 38,806</b>	<b>\$ 501,530</b>	<b>\$ 1,368,982</b>	<b>\$ 2,695,051</b>	<b>\$ 4,064,033</b>	<b>\$ 5</b>
<b>Net Income (Loss) Before Transfers</b>	<b>\$ (32,007)</b>	<b>\$ 368,154</b>	<b>\$ 37,445</b>	<b>\$ 494,444</b>	<b>\$ 868,036</b>	<b>\$ -</b>	<b>\$ 868,036</b>	<b>\$ 5</b>
<b>Transfers:</b>								
Transfers in from other funds	\$ 157,711	\$ -	\$ -	\$ -	\$ 157,711	\$ -	\$ 157,711	\$ -
Transfers out to other funds	(155,849)	-	-	(1,862)	(157,711)	-	(157,711)	-
<b>Total Transfers In (Out)</b>	<b>\$ 1,862</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (1,862)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Net Income (Loss)</b>	<b>\$ (30,145)</b>	<b>\$ 368,154</b>	<b>\$ 37,445</b>	<b>\$ 492,582</b>	<b>\$ 868,036</b>	<b>\$ -</b>	<b>\$ 868,036</b>	<b>\$ 5</b>



**ILLINOIS FINANCE AUTHORITY**  
**STATEMENT OF NET POSITION**  
**IFA FUNDS AND CUSTODIAL FUND ACTIVITY**

February 28, 2019

	GENERAL FUND	FIRE TRUCK REV LOAN FUND	AMBULANCE REV LOAN FUND	ALL OTHER NON-MAJOR FUNDS	SUBTOTAL IFA FUNDS	OTHER STATE OF IL DEBT FUNDS	TOTAL ALL FUNDS	METRO EAST POLICE DISTRICT COMMISSION
<b>Assets and Deferred Outflows:</b>								
<b>Current Assets:</b>								
<b>Unrestricted:</b>								
Cash & cash equivalents	\$ 2,031,396	\$ -	\$ -	\$ 116,291	\$ 2,147,687	\$ -	\$ 2,147,687	\$ -
Investments	34,075,971	-	-	3,051,079	37,127,050	-	37,127,050	-
Accounts receivable, Net	5,484	-	-	-	5,484	-	5,484	-
Loans receivables, Net	4,348	-	-	-	4,348	-	4,348	-
Accrued interest receivable	339,381	-	-	23,105	362,486	-	362,486	-
Bonds and notes receivable	-	-	-	-	-	-	-	-
Due from other funds	-	-	-	-	-	-	-	-
Prepaid Expenses	134,507	-	-	-	134,507	-	134,507	-
<b>Total Current Unrestricted Assets</b>	<b>\$ 36,591,087</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 3,190,475</b>	<b>\$ 39,781,562</b>	<b>\$ -</b>	<b>\$ 39,781,562</b>	<b>\$ -</b>
<b>Restricted:</b>								
Cash & Cash Equivalents	\$ -	\$ 106,854	\$ 14,324	\$ 313,430	\$ 434,608	\$ 4,818,218	\$ 5,252,826	\$ 4,218
Deposits in transit	-	-	-	-	-	-	-	-
Investments	-	7,483,990	3,174,012	8,307,650	18,965,652	51,505,245	70,470,897	-
Securities lending collateral equity with the Treasurer	-	-	-	-	-	-	-	-
Accrued interest receivable	-	28,425	13,086	58,176	99,687	52,141	151,828	-
Due from other funds	-	-	-	-	-	-	-	-
Due from primary government	-	-	-	-	-	-	-	-
Bonds and notes receivable from State component units	-	-	-	-	-	-	-	-
Loans receivables, Net	-	-	-	-	-	-	-	-
<b>Total Current Restricted Assets</b>	<b>\$ -</b>	<b>\$ 7,619,269</b>	<b>\$ 3,201,422</b>	<b>\$ 8,679,256</b>	<b>\$ 19,499,947</b>	<b>\$ 56,375,604</b>	<b>\$ 75,875,551</b>	<b>\$ 4,218</b>
<b>Total Current Assets</b>	<b>\$ 36,591,087</b>	<b>\$ 7,619,269</b>	<b>\$ 3,201,422</b>	<b>\$ 11,869,731</b>	<b>\$ 59,281,509</b>	<b>\$ 56,375,604</b>	<b>\$ 115,657,113</b>	<b>\$ 4,218</b>
<b>Non-current Assets:</b>								
<b>Unrestricted:</b>								
Investments	\$ 11,336,164	\$ -	\$ -	\$ 1,256,659	\$ 12,592,823	\$ -	\$ 12,592,823	\$ -
Loans receivables, Net	3,757,158	-	-	-	3,757,158	-	3,757,158	-
Bonds and notes receivable	8,305,837	-	-	-	8,305,837	-	8,305,837	-
<b>Total Noncurrent Unrestricted Assets</b>	<b>\$ 23,399,159</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,256,659</b>	<b>\$ 24,655,818</b>	<b>\$ -</b>	<b>\$ 24,655,818</b>	<b>\$ -</b>
<b>Restricted:</b>								
Cash & Cash Equivalents	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Investments	-	-	-	3,138,849	3,138,849	-	3,138,849	-
Funds in the custody of the Treasurer	-	137,388	964	18,585,894	18,724,246	-	18,724,246	-
Loans receivables, Net	-	16,189,730	1,109,320	-	17,299,050	-	17,299,050	-
Bonds and notes receivable from primary government	-	-	-	-	-	1,137,437,137	1,137,437,137	-
Bonds and notes receivable from State component units	-	-	-	-	-	1,099,096	1,099,096	-
<b>Total Noncurrent Restricted Assets</b>	<b>\$ -</b>	<b>\$ 16,327,118</b>	<b>\$ 1,110,284</b>	<b>\$ 21,724,743</b>	<b>\$ 39,162,145</b>	<b>\$ 1,138,536,233</b>	<b>\$ 1,177,698,378</b>	<b>\$ -</b>
<b>Capital Assets</b>								
Capital Assets	\$ 758,646	\$ -	\$ -	\$ -	\$ 758,646	\$ -	\$ 758,646	\$ -
Accumulated Depreciation	(701,596)	-	-	-	(701,596)	-	(701,596)	-
<b>Total Capital Assets</b>	<b>\$ 57,050</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 57,050</b>	<b>\$ -</b>	<b>\$ 57,050</b>	<b>\$ -</b>
<b>Total Noncurrent Assets</b>	<b>\$ 23,456,209</b>	<b>\$ 16,327,118</b>	<b>\$ 1,110,284</b>	<b>\$ 22,981,402</b>	<b>\$ 63,875,013</b>	<b>\$ 1,138,536,233</b>	<b>\$ 1,202,411,246</b>	<b>\$ -</b>
<b>Total Assets</b>	<b>\$ 60,047,296</b>	<b>\$ 23,946,387</b>	<b>\$ 4,311,706</b>	<b>\$ 34,851,133</b>	<b>\$ 123,156,522</b>	<b>\$ 1,194,911,837</b>	<b>\$ 1,318,068,359</b>	<b>\$ 4,218</b>
<b>DEFERRED OUTFLOWS OF RESOURCES:</b>								
Deferred loss on debt refunding	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 210,219	\$ 210,219	\$ -
<b>TOTAL DEFERRED OUTFLOWS OF RESOURCES</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 210,219</b>	<b>\$ 210,219</b>	<b>\$ -</b>
<b>Total Assets &amp; Deferred Inflows of Resources</b>	<b>\$ 60,047,296</b>	<b>\$ 23,946,387</b>	<b>\$ 4,311,706</b>	<b>\$ 34,851,133</b>	<b>\$ 123,156,522</b>	<b>\$ 1,195,122,056</b>	<b>\$ 1,318,278,578</b>	<b>\$ 4,218</b>



**ILLINOIS FINANCE AUTHORITY**  
**STATEMENT OF NET POSITION**  
**IFA FUNDS AND CUSTODIAL FUND ACTIVITY**

February 28, 2019

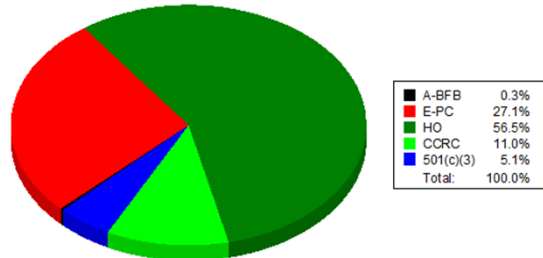
	GENERAL FUND	FIRE TRUCK REV LOAN FUND	AMBULANCE REV LOAN FUND	ALL OTHER NON-MAJOR FUNDS	SUBTOTAL IFA FUNDS	OTHER STATE OF IL DEBT FUNDS	TOTAL ALL FUNDS	METRO EAST POLICE DISTRICT COMMISSION
<b>Liabilities:</b>								
<b>Current Liabilities:</b>								
Payable from unrestricted current assets:								
Accounts payable	\$ 44,866	\$ -	\$ -	\$ -	\$ 44,866	\$ -	\$ 44,866	\$ -
Payables from pending investment purchases	-	-	-	-	-	-	-	-
Accrued liabilities	78,162	-	-	-	78,162	-	78,162	-
Payroll Tax Liability	33,112	-	-	-	33,112	-	33,112	-
Due to employees	106,062	-	-	-	106,062	-	106,062	-
Due to primary government	50,001	-	-	-	50,001	-	50,001	-
Due to other funds	-	-	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-	-	4,213
Unearned revenue, net of accumulated amortization	131,376	-	-	-	131,376	-	131,376	-
<b>Total Current Liabilities Payable from Unrestricted Current Assets</b>	<b>\$ 443,579</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 443,579</b>	<b>\$ -</b>	<b>\$ 443,579</b>	<b>\$ 4,213</b>
Payable from restricted current assets:								
Accounts payable	-	-	-	-	-	-	-	-
Obligation under securities lending of the State Treasurer	-	-	-	-	-	-	-	-
Accrued interest payable	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 8,326,319	\$ 8,326,319	\$ -
Due to other funds	-	-	-	-	-	-	-	-
Due to primary government	-	-	-	-	-	-	-	-
Bonds and notes payable from primary government	-	-	-	-	-	11,877,974	11,877,974	-
Bonds and notes payable from State component units	-	-	-	-	-	360,295	360,295	-
Current portion of long term debt	-	-	-	-	-	-	-	-
Other liabilities	-	-	-	-	-	-	-	-
<b>Total Current Liabilities Payable from Restricted Current Assets</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 20,564,588</b>	<b>\$ 20,564,588</b>	<b>\$ -</b>
<b>Total Current Liabilities</b>	<b>\$ 443,579</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 443,579</b>	<b>\$ 20,564,588</b>	<b>\$ 21,008,167</b>	<b>\$ 4,213</b>
<b>Noncurrent Liabilities</b>								
Payable from unrestricted noncurrent assets:								
Noncurrent payables	\$ 585	\$ -	\$ -	\$ -	\$ 585	\$ -	\$ 585	\$ -
<b>Assets</b>	<b>\$ 585</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 585</b>	<b>\$ -</b>	<b>\$ 585</b>	<b>\$ -</b>
Payable from restricted noncurrent assets:								
Bonds and notes payable from primary government	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,173,818,667	\$ 1,173,818,667	\$ -
Bonds and notes payable from State component units	-	-	-	-	-	738,801	738,801	-
<b>Total Noncurrent Liabilities Payable from Restricted Noncurrent</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,174,557,468</b>	<b>\$ 1,174,557,468</b>	<b>\$ -</b>
<b>Total Noncurrent Liabilities</b>	<b>\$ 585</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 585</b>	<b>\$ 1,174,557,468</b>	<b>\$ 1,174,558,053</b>	<b>\$ -</b>
<b>Total Liabilities</b>	<b>\$ 444,164</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 444,164</b>	<b>\$ 1,195,122,056</b>	<b>\$ 1,195,566,220</b>	<b>\$ 4,213</b>
<b>Net Position:</b>								
Net Investment in Capital Assets	\$ 57,050	\$ -	\$ -	\$ -	\$ 57,050	\$ -	\$ 57,050	\$ -
Restricted for Locally Held Agricultural Guarantees	-	-	-	11,612,812	11,612,812	-	11,612,812	-
Restricted for Public Safety Loans	-	23,578,233	4,274,262	-	27,852,495	-	27,852,495	-
Restricted for Agricultural Guarantees and Rural Development Loans	-	-	-	18,366,624	18,366,624	-	18,366,624	-
Restricted for Low Income Community Investments	-	-	-	11,933	11,933	-	11,933	-
Unrestricted	59,576,227	-	-	4,367,181	63,943,408	-	63,943,408	-
Current Change in Net Position	(30,145)	368,154	37,444	492,583	868,036	-	868,036	5
<b>Total Net Position</b>	<b>\$ 59,603,132</b>	<b>\$ 23,946,387</b>	<b>\$ 4,311,706</b>	<b>\$ 34,851,133</b>	<b>\$ 122,712,358</b>	<b>\$ -</b>	<b>\$ 122,712,358</b>	<b>\$ 5</b>
<b>Total Liabilities &amp; Net Position</b>	<b>\$ 60,047,296</b>	<b>\$ 23,946,387</b>	<b>\$ 4,311,706</b>	<b>\$ 34,851,133</b>	<b>\$ 123,156,522</b>	<b>\$ -</b>	<b>\$ 1,318,278,578</b>	<b>\$ 4,218</b>

## Bonds Issued - Fiscal Year Comparison for the Period Ending February 28, 2019

### Fiscal Year 2019

#	Market Sector	Principal Issued
11	Agriculture - Beginner Farmer	2,886,541
5	Education	310,870,000
3	Healthcare - Hospital	777,395,000
2	Healthcare - CCRC	125,815,000
3	501(c)(3) Not-for-Profit	72,033,094
<b>24</b>		<b>\$1,288,999,635</b>

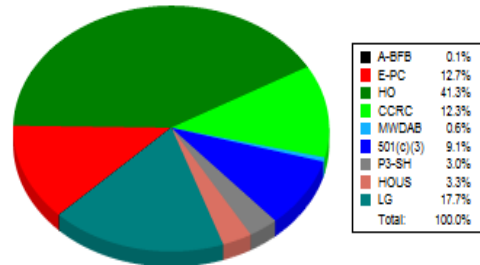
### Bonds Issued in Fiscal Year 2019



### Fiscal Year 2018

#	Market Sector	Principal Issued
15	Agriculture - Beginner Farmer	2,749,725
5	Education	403,755,000
7	Healthcare - Hospital	1,308,930,000
5	Healthcare - CCRC	388,700,000
1	Midwest Disaster Area Bonds	20,200,000
7	501(c)(3) Not-for-Profit	288,464,000
3	Multifamily/Senior/Not-for-Profit Housing	104,045,000
1	Local Government	560,025,000
1	P3 Student Housing	94,860,000
<b>45</b>		<b>\$3,171,728,725</b>

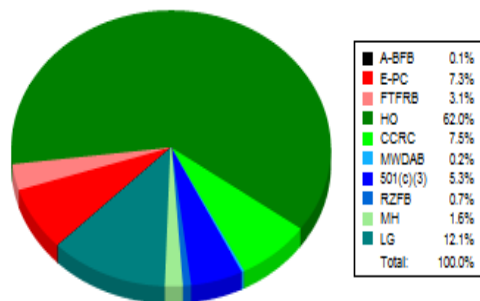
### Bonds Issued in Fiscal Year 2018



### Fiscal Year 2017

#	Market Sector	Principal Issued
18	Agriculture - Beginner Farmer	3,765,900
7	Education	304,222,000
1	Freight Transfer Facilities Bonds	130,000,000
12	Healthcare - Hospital	2,568,650,000
7	Healthcare - CCRC	310,364,967
1	Midwest Disaster Area Bonds	9,969,162
7	501(c)(3) Not-for-Profit	221,407,000
2	Recovery Zone Facilities Bonds	28,951,409
2	Multifamily/Senior/Not-for-Profit Housing	65,365,000
1	Local Government	500,000,000
<b>58</b>		<b>\$ 4,142,695,438</b>

### Bonds Issued in Fiscal Year 2017





**Bonds Issued and Outstanding  
as of  
February 28, 2019**

**Bonds Issued between July 01, 2018 and February 28, 2019**

<u>Bond Issue</u>	<u>Date Issued</u>	<u>Initial Interest Rate</u>	<u>Principal Issued</u>	<u>Bonds Refunded</u>
A-BFB Beginner Farmer Bond	07/01/2018	Variable	2,886,541	0
E-PC DePaul University	07/11/2018	Variable	29,420,000	0
E-PC East Prairie School District Number 73 Series, 2018	08/02/2018	Fixed at Schedule	37,680,000	0
E-PC Roosevelt University	09/27/2018	Fixed at Schedule	195,340,000	183,030,000
CCRC Smith Crossing	10/10/2018	Variable	57,250,000	32,758,909
HO OSF Healthcare System	10/16/2018	Variable	472,460,000	0
HO Edward Elmhurst Healthcare	11/07/2018	Fixed at Schedule	174,930,000	80,000,000
E-PC Perspectives Charter School	11/01/2018	Fixed at Schedule	33,885,000	5,200,000
501(c)(3) Chicagoland Laborers District Council Training & Apprenticeship	11/27/2018	Fixed at Schedule	26,000,000	12,250,000
E-PC Brookfield-LaGrange Park Project, Series 2018	12/18/2018	Fixed at Schedule	14,545,000	0
CCRC Westminster Village, Inc.	12/20/2018	Variable	68,565,000	36,394,361
501(c)(3) Testa Properties LLC	12/28/2018	Variable	10,033,094	
HO Memorial Health System	02/05/2019	Variable	130,005,000	130,005,000
501(c)(3) Steppenwolf Theatre Company	02/26/2019	Variable	36,000,000	
<b>Total Bonds Issued as of February 28, 2019</b>			<u><b>\$ 1,288,999,635</b></u>	<u><b>\$ 479,638,270</b></u>

**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, 2018 and February 28, 2019**

<u>Date Funded</u>	<u>Initial Interest Rate</u>	<u>Loan Proceeds</u>	<u>Acres</u>	<u>County</u>
07/11/2018	4.0	220,000	40.00	Christian
07/25/2018	4.32	327,000	30.00	Effingham
08/27/2018	3.75	269,551	55.70	Ford
09/04/2018	3.75	180,000	40.00	Montgomery
11/27/2018	5.00	191,500	20.00	Richland
12/04/2018	3.75	400,000	119.00	Bond
12/17/2018	4.75	309,000	41.20	Mclean
12/17/2018	4.00	533,500	280.00	Wayne
12/21/2018	4.50	75,000	30.00	Jasper
12/28/2018	3.75	180,000	40.00	Macoupin
12/28/2018	4.50	200,990	37.00	Montgomery
<b>Total Beginner Farmer Bonds Issued</b>		<u><b>\$ 2,886,541</b></u>	<u><b>732.90</b></u>	



**ILLINOIS FINANCE AUTHORITY**

Schedule of Debt <sup>(a)</sup>

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

**Section I (a)**

	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2018	February 28, 2019		
<b>Illinois Finance Authority "IFA" <sup>(b)</sup></b>				
Agriculture <sup>(c)</sup>	\$ 46,804,396	\$ 49,690,937		
Education	4,460,302,159	4,633,037,907		
Healthcare	14,620,756,197	14,164,642,146		
Industrial Development [includes Recovery Zone/Midwestern Disaster]	884,478,953	815,328,442		
Local Government	1,225,350,000	1,154,260,000		
Multifamily/Senior/Not-for Profit Housing	280,423,885	277,418,982		
501(c)(3) Not-for Profits	1,487,273,391	1,528,881,014		
Exempt Facilities Bonds	203,500,000	203,500,000		
Student Housing	262,490,000	260,400,000		
<b>Total IFA Principal Outstanding</b>	<b>23,471,378,980</b>	<b>23,087,159,428</b>		
<b>Illinois Development Finance Authority "IDFA"</b>				
Education	496,388	-		
Healthcare	70,000,000	65,000,000		
Industrial Development	118,700,077	65,898,136		
Local Government	196,622,126	185,475,370		
Multifamily/Senior/Not-for Profit Housing	40,568,772	40,236,448		
501(c)(3) Not-for Profits	376,559,007	347,516,763		
Exempt Facilities Bonds	-	-		
<b>Total IDFA Principal Outstanding</b>	<b>802,946,370</b>	<b>704,126,717</b>		
<b>Illinois Rural Bond Bank "IRBB"</b>	-	-		
<b>Illinois Health Facilities Authority "IHFA"</b>	<b>127,905,000</b>	<b>119,250,000</b>		
<b>Illinois Educational Facilities Authority "IEFA"</b>	<b>369,308,000</b>	<b>362,152,000</b>		
<b>Illinois Farm Development Authority "IFDA" <sup>(c)</sup></b>	<b>9,644,093</b>	<b>9,644,093</b>		
<b>Total Illinois Finance Authority Bonded Indebtedness</b>	<b>\$ 24,781,182,444</b>	<b>\$ 24,282,332,238</b>	<b>\$ 28,150,000,000</b>	<b>\$ 3,867,667,762</b>

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

**Section I (b)**

	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2018	February 28, 2019		
<b>General Purpose Moral Obligation Bonds</b>				
Illinois Finance Authority Act [20 ILCS 3501/801-40(w)]				
<b>Total General Moral Obligation Bonds</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 150,000,000</b>	<b>\$ 150,000,000</b>
<b>Financially Distressed Cities Moral Obligation Bonds</b>				
Illinois Finance Authority Act [20 ILCS 3501/825-60]				
<b>Total Financially Distressed Cities Bonds</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 50,000,000</b>	<b>\$ 50,000,000</b>
<b>State Component Unit Bonds <sup>(d)</sup></b>				
IEPA Clean Water Initiative <sup>(e)</sup>	\$ 1,094,115,000	\$ 1,029,430,000		
Northern Illinois University Foundation, Series 2013	1,099,096	1,072,749		
<b>Total State Component Unit Bonds</b>	<b>\$ 1,095,214,096</b>	<b>\$ 1,030,502,749</b>		

IFA was designated exclusive issuer by the Governor to issue Midwestern Disaster Area Bonds in Illinois. Bonds issued under the Illinois Finance Authority Act [20 ILCS 3501/845-5(a)]. This federal program expired as of December 31, 2012.

**Section I (c)**

	Principal Outstanding		Remaining MDAB Volume Cap
	June 30, 2018	February 28, 2019	
<b>Midwestern Disaster Area Bonds</b>	<b>\$ 62,795,488</b>	<b>\$ 61,485,142</b>	<b>N/A</b>

IFA was designated by the Governor to manage and coordinate the re-allocation of federal ARRA Volume Cap and the issuance of Recovery Zone Bonds in the State of Illinois. Recovery Zone Facility Bonds issued under the Illinois Finance Authority Act [20 ILCS 3501/845-5(a)]. The Recovery Zone Bond program and Qualified Energy Conservation Bond ("QECB") program expired as of December 31, 2010, and December 31, 2017, respectively.

**Section I (d)**

	ARRA Act of 2009 Volume Cap Allocated <sup>(1)</sup>	City/Counties Ceded Voluntarily to/(by) IFA	Bonds Issued as of December 31, 2014	Remaining ARRA Volume Cap
<b>Recovery Zone Economic Development Bonds</b>	<b>\$ 666,972,000</b>	<b>\$ 16,940,000</b>	<b>\$ 12,900,000</b>	N/A
<b>Recovery Zone Facilities Bonds**</b>	<b>\$ 1,000,457,000</b>	<b>\$ 204,058,967</b>	<b>\$ 214,849,804</b>	N/A
<b>Qualified Energy Conservation Bonds**</b>	<b>\$ 133,846,000</b>	<b>\$ (21,865,000)</b>	<b>\$ 91,662,885</b>	N/A

\*\* The Governor sub-allocated the \$133,846,000 of QECB authorized under ARRA to qualifying local governments throughout Illinois on July 12, 2010. The State's remaining balance, \$22,620,783, was granted to IFA. Rather than issue QECBs, IFA approved the transfer of its QECB allocation to units of government and state universities.

Bonds issued under the Illinois Finance Authority Act [20 ILCS 3501/825-65(e)].

**Section II**

	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2018	February 28, 2019		
<b>Clean Coal, Coal, Energy Efficiency, PACE, and Renewable Energy Project Financing</b>				
Property Assessed Clean Energy (PACE) Bonds	\$ -	\$ -	\$ 3,000,000,000 <sup>(1)</sup>	\$ 3,000,000,000
			\$ 2,000,000,000	\$ 2,000,000,000

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

**Section III**

	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2018	February 28, 2019		
<b>Illinois Power Agency Bonds</b>	\$ -	\$ -	\$ 4,000,000,000	\$ 4,000,000,000

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**ILLINOIS FINANCE AUTHORITY**  
Schedule of Debt <sup>(a)</sup>

State Guarantees issued under the Illinois Finance Authority Act [20 ILCS 3501/830-25].

Section IV	Principal Outstanding		Program Limitations	Remaining Capacity	State Exposure
	June 30, 2018	February 28, 2019			
<b>Agri-Debt Guarantees [Restructuring Existing Debt]</b>					
<b>Total Agri-Debt Guarantees - Fund # 994</b>					
<b>Fund Balance \$10,397,965</b>	<b>\$ 3,934,187</b>	<b>\$ 3,806,658</b>	<b>\$ 160,000,000</b>	<b>\$ 156,193,342</b>	<b>\$ 3,235,659</b>
<b>Agri-Loan Guarantee Program</b>					
Agri Industry Loan Guarantee Program	-	-			-
Farm Purchase Guarantee Program	846,314	836,564			711,080
Specialized Livestock Guarantee Program	1,143,256	1,122,927			954,488
Young Farmer Loan Guarantee Program	561,903	546,522			464,544
<b>Total Agri-Loan Guarantees - Fund # 205</b>					
<b>Fund Balance \$8,154,086.55</b>	<b>2,551,473</b>	<b>2,506,013</b>	<b>225,000,000</b>	<b>222,493,987</b>	<b>2,130,111</b>
<b>Total AG State Guarantees</b>	<b>\$ 6,485,660</b>	<b>\$ 6,312,671</b>	<b>\$ 385,000,000</b>	<b>\$ 378,687,329</b>	<b>\$ 5,365,770</b>

Revolving Loans issued under the Illinois Finance Authority Act [20 ILCS 3501/825-80 and 825-85].

Section V	Principal Outstanding		Cash and Investment Balance
	June 30, 2018	February 28, 2019	
<b>Fire Truck, Fire Station, and Ambulance Revolving Loans</b>			
Fire Truck Revolving Loan Program** Fund # 572	<b>\$ 18,009,260</b>	<b>\$ 16,189,730</b>	<b>\$ 7,728,232</b>
Ambulance Revolving Loan Program** Fund # 334	<b>1,378,640.00</b>	<b>1,109,320</b>	<b>3,189,301</b>
<b>Total Revolving Loans</b>	<b>\$ 19,387,900</b>	<b>\$ 17,299,050</b>	<b>\$ 19,387,900</b>

\*\* Due to deposits in transit, the Fund Balance at the Comptroller's Office may differ from the IFA General Ledger. In May 2014, Office of Fire Marshal transferred the Fund Balance to a Locally Held Fund by IFA.

Illinois Finance Authority Locally Held Treasury Funds at Risk

Section VI	Original Amount	Principal Outstanding	
		June 30, 2018	February 28, 2019
<b>Participation Loans</b>			
Business & Industry	<b>\$ 23,020,158</b>	<b>\$ 89,384</b>	<b>\$ 698,864</b>
Agriculture	<b>6,079,859</b>		
<b>Participation Loans Excluding Defaults &amp; Allowances</b>	<b>29,100,017</b>	<b>89,384</b>	<b>698,864</b>
<b>Plus: Legacy IDFA Loans in Default</b>		<b>3,170</b>	<b>3,170</b>
<b>Less: Allowance for Doubtful Accounts</b>		<b>5,165</b>	<b>5,165.00</b>
<b>Total Participation Loans</b>		<b>87,389</b>	<b>696,869</b>
<b>Local Government Direct Loans</b>	<b>1,289,750</b>	<b>501,477</b>	<b>1,064,894</b>
<b>Rural Bond Bank Local Government Notes Receivable**</b>		<b>10,071,037</b>	<b>8,305,837</b>
<b>FmHA Loans</b>	<b>963,250</b>	<b>140,447</b>	<b>127,462</b>
<b>Total Loans Outstanding</b>	<b>\$ 31,353,017</b>	<b>\$ 10,800,350</b>	<b>\$ 10,195,062</b>

\*\* IRBB Bonds were defeased and converted into a portfolio of notes receivable with IFA.

Bonds issued under the Illinois Environmental Facilities Financing Act [20 ILCS 3515/9].

Section VII	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2018	January 0, 1900		
<b>Standard Environmental Facilities Bonds</b>				
Issued through IFA	<b>\$ 58,975,000</b>	<b>\$ 54,875,000</b>		
Issued through IDFA	<b>47,505,000</b>	<b>47,505,000</b>		
<b>Total Standard Environmental Facilities Bonds</b>	<b>106,480,000.00</b>	<b>102,380,000.00</b>	<b>\$ 2,425,000,000</b>	<b>\$ 2,322,620,000</b>
<b>Small Business Environmental Facilities Bonds</b>				
Issued through IFA	-	-		
<b>Total Small Business Environmental Facilities Bonds</b>	-	-	<b>75,000,000</b>	<b>75,000,000</b>
<b>Total Environmental Facilities Bonds</b>	<b>\$ 106,480,000</b>	<b>\$ 102,380,000</b>	<b>\$ 2,500,000,000</b>	<b>\$ 2,397,620,000</b>

Bonds issued under the Higher Education Loan Act [110 ILCS 945/10(b)].

Section VIII	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2018	February 28, 2019		
<b>Student Loan Program Bonds</b>				
Midwestern University Foundation, Series 2015A/B	<b>\$ 15,000,000</b>	<b>\$ 15,000,000</b>		
<b>Total Student Loan Program Bonds</b>	<b>\$ 15,000,000</b>	<b>\$ 15,000,000</b>	<b>\$ 200,000,000</b>	<b>\$ 185,000,000</b>

<sup>(a)</sup> Total subject to change; late month payment data may not be included at issuance of report.

<sup>(b)</sup> Inclusive of State Component Unit Bonds.

<sup>(c)</sup> Payments in connection with outstanding Beginner Farmer Bonds are only updated annually.

<sup>(d)</sup> Pursuant to GASB Interpretation No. 2, revenue bonds issued for the benefit of other State agencies and component units of the State of Illinois.

<sup>(e)</sup> Does not include unamortized issuance premium as reported in the Authority's audited financials.

<sup>(f)</sup> Pursuant to P.A. 100-919 effective 01/01/2019, up to \$2 billion may be issued to finance Energy Efficiency Projects, Renewable Energy Projects, and PACE Projects from the available \$3 billion bonding authority.

**CONTRACTS/AMENDMENTS EXECUTED**

	<b>Vendor</b>	<b>Initial Term</b>	<b>Estimated Not to Exceed Value</b>	<b>Action/Proposed Method of Procurement</b>	<b>Products/Services Provided</b>
<b><i>Illinois Procurement Code-contract</i></b>	Acacia Financial Group, Inc.	03/15/19-12/31/19	\$132,000	Short term contract in process to allow for RFP	Financial Advisor
	Sycamore Advisors, LLC	03/15/19-12/31/19	\$132,000	Short term contract in process to allow for RFP	Financial Advisor
<b><i>Illinois Procurement Code-Small Purchases</i></b>	Bloomberg Finance L.P. – Bloomberg Anywhere	12/30/18-12/29/20	\$47,280	Sole economically feasible agreement with incumbent. Currently month-to-month.	Bloomberg Terminal License
	DropBox	02/19/19-02/18/20	\$1,800	Renew with an order	File Sharing for other file storage
	First Choice Coffee Services	02/14/19	\$799	Re-lease	Annual Water Cooler Lease
<b><i>Illinois Procurement Code-Order off State Master</i></b>	CDW-G	02/12/19	\$94	Order off of State Master Agreement	Monitor for Mt. Vernon

<b>EXPIRING CONTRACTS</b>					
	<b>Vendor</b>	<b>Expiration Date</b>	<b>Estimated Not to Exceed Value</b>	<b>Action/Proposed Method of Procurement</b>	<b>Products/Services Provided</b>
<b>Illinois Procurement Code-Order Against Master</b>	Mesirow Insurance Services, Inc. (Liability)	04/30/19	\$275,000	Renew	Insurance brokering service
<b>Employee Benefits</b>	Aflac Voluntary benefit 2018-2019	05/31/19	\$0.00	Out to market; possibly renew	Employee optional benefit
	BCBS Medical benefits 2018-2019	05/31/19	\$301,000	Out to market; possibly renew	Employee Medical benefit
	MetLife Dental, AD benefits 2018-2019	05/31/19	\$42,000	Out to market; possibly renew	Employee Dental, AD benefits
	TASC FSA Voluntary benefit 2018-2019	05/31/19	\$3,500	Out to market; possibly renew	Employee FSA benefit
	VSP Vision benefit 2018-2019	05/31/19	\$3,500	Out to market; possibly renew	Provider of employee vision benefit
<b>Illinois Procurement Code-Small Purchases</b>	Kentech Consulting Inc.	05/31/19	\$750	Renew	Background checks
	MX Save	06/11/19	\$588	Renew	Disaster Recovery for email
	GoDaddy	06/15/19	\$170	Renew	SSL certificate renewal
	3rd Coast Imaging, Inc.	06/30/19	\$9,800	Rebid through BidBuy	Printing Services for Monthly Board Books
	ADP/EZLabor	06/30/19	\$1,000	Let expire	Employee Timesheet Module
	US Bank National Association	06/30/19	\$30,900	New agreement	Local Gov't Paying Agent/Custodian

<b>EXPIRING CONTRACTS</b>					
	<b>Vendor</b>	<b>Expiration Date</b>	<b>Estimated Not to Exceed Value</b>	<b>Action/Proposed Method of Procurement</b>	<b>Products/Services Provided</b>
<b>Illinois Procurement Code-Renewal</b>	Ascent Innovations	06/29/19	\$42,228*	Renew under 2nd of 2 renewals	Accounting Software Maintenance and Support
<b>Illinois Procurement Code-Small Purchases</b>	Com Microfilm Company, Inc. (Maint&Supp)	06/30/19	\$7,230	New contract	Docuware software support
	Com Microfilm Company, Inc. (Doc Image)	06/30/19	\$22,524	Let expire	Document Imaging
<b>Illinois Procurement Code-Exempt</b>	Anthes, Pruyn & Associates	06/30/19	\$49,600	New contract	GAAP Package preparation/financial consultant
	Clifton Larson Allen LLP	06/30/19	\$300,000	Let expire	Internal Auditing Services
<b>Other</b>	Bank of America-Credit Card	06/30/19	\$300,000	Continue	Credit Card
	Bank of America-Depository	06/30/19	\$200,000	Continue	Bank of America Operating Account
	One Oak Properties	06/30/19	\$60,544	Continue	Mt Vernon Office Lease
	Illinois Department of Human Services	06/30/19	\$500	Continue	Interagency Agreement for Printing Services
			* This renewal term only		

Date: March 12, 2019

Subject: ***Minutes of the February 14, 2019 Special Meeting***

To: Eric Anderberg, Chairman  
James J. Fuentes  
Michael W. Goetz  
Mayor Arlene A. Juracek  
Lerry Knox  
Lyle McCoy  
George Obernagel  
Terrence M. O'Brien  
Roger Poole  
Beth Smoots  
Bradley A. Zeller

Dear Members of the Authority:

Please find enclosed the Report of Proceedings prepared by Sullivan Reporting Co. (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 second Thursday of February in the year 2019, 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, February 14, 2019  
9:30 AM

AGENDA:

- I. Call to Order & Roll Call  
(page 2, line 1 through page 3, line 23)
- II. Approval of Agenda  
(page 3, line 24 through page 4, line 18)
- III. Public Comment  
(page 4, lines 19 through 21)
- IV. Chairman’s Remarks  
(page 4, line 22 through page 5, line 8)
- V. Message from the Executive Director  
(page 5, line 9 through page 9, line 2 )
- VI. Committee Reports  
(page 9, line 3 through page 10, line 7)
- VII. Presentation and Consideration of New Business Items  
(page 10, line 8 through page 27, line 13)
- VIII. Presentation and Consideration of Financial Reports

- (page 27, line 14 through page 30, line 9)
- IX. Monthly Procurement Report  
(page 30, lines 10 through 22)
- X. Correction and Approval of Minutes  
(page 30, line 23 through page 31 line 13)
- XI. Other Business  
(page 31, line 14 through page 32, line 10)
- XII. Closed Session  
(page 32, lines 11 through 14)
- XIII. Adjournment  
(page 32, line 15 through page 33, line 4)

The Minutes of the special 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/ Ryan Oechsler  
Associate General Counsel

- Enclosures:    1.       Minutes of the February 14, 2019 Special Meeting  
                  2.       Voting Record of the February 14, 2019 Special Meeting

1 ILLINOIS FINANCE AUTHORITY  
2 SPECIAL MEETING OF THE MEMBERS  
3 February 14, 2019, at 9:36 a.m.  
4 REPORT OF PROCEEDINGS had at the Special  
5 Meeting of the Illinois Finance Authority on  
6 February 14, 2019, at the hour of 9:30 a.m., pursuant  
7 to notice, at 160 North LaSalle Street, Suite S-1000,  
8 Chicago, Illinois.  
9 APPEARANCES:  
10 CHAIRMAN ERIC ANDERBERG  
11 MR. JAMES J. FUENTES  
12 MR. MIKE GOETZ  
13 MS. ARLENE A. JURACEK  
14 MR. E. LYLE MCCOY  
15 MR. GEORGE OBERNAGEL  
16 MS. BETH SMOOTS  
17 MR. BRADLEY A. ZELLER  
18 MR. ROGER POOLE  
19 ILLINOIS FINANCE AUTHORITY STAFF MEMBERS  
20 MR. CHRISTOPHER B. MEISTER, Executive Director  
21 MR. RICH FRAMPTON, Vice President  
22 MR. BRAD FLETCHER, Vice President  
23 MR. RYAN OECHSLER, IFA Associate General Counsel  
24 MR. TERRY FRANZEN, Procurement  
25 Ms. XIMENA GRANDA, Controller  
26 MS. ELIZABETH WEBER, General Counsel and Legal  
27 Adviser to the Board  
28  
29 GUESTS:  
30 Mr. David Schmitz, Executive Director, Steppenwolf  
31 Theater Company  
32 Ms. Laura Bilas, Chair of Finance and Public Finance  
33 Practices, Foley & Lardner  
34  
35 SULLIVAN REPORTING COMPANY, by  
36 Brad Benjamin, CSR

1 CHAIRMAN ANDERBERG: I'd like to call the  
2 meeting to order. Will the Assistant Secretary  
3 please call the roll.  
4 FLETCHER: Certainly. The time is 9:36 a.m.  
5 Mr. Fuentes?  
6 FUENTES: Here.  
7 FLETCHER: Mr. Goetz?  
8 GOETZ: Here.  
9 FLETCHER: Ms. Juracek?  
10 JURACEK: Here.  
11 FLETCHER: Mr. McCoy?  
12 MCCOY: Here.  
13 FLETCHER: Mr. Obernagel?  
14 OBERNAGEL: Here.  
15 FLETCHER: Ms. Smoots?  
16 SMOOTS: Here.  
17 FLETCHER: Mr. Zeller?  
18 ZELLER: Here.  
19 FLETCHER: And Mr. Chairman?  
20 CHAIRMAN ANDERBERG: Here.  
21 FLETCHER: Is Shaun here today?  
22 CHAIRMAN ANDERBERG: He's not here.  
23 FLETCHER: Mr. Chairman, a quorum of Members  
24 physically present in the room has been constituted.



1 At this time, I'd like to ask if any  
2 Members wish to attend via audio conference.  
3 POOLE: Yes. Good morning. Roger Poole. I'm  
4 requesting to attend via the audio conference for  
5 employment purposes.  
6 CHAIRMAN ANDERBERG: Okay. Is there a motion  
7 to approve this request pursuant to the bylaws and  
8 policies of the Authority?  
9 FUENTES: So moved.  
10 GOETZ: Second.  
11 CHAIRMAN ANDERBERG: We have a motion and a  
12 second.  
13 All those in favor?  
14 (Chorus of ayes.)  
15 CHAIRMAN ANDERBERG: Opposed?  
16 (No response.)  
17 CHAIRMAN ANDERBERG: The ayes have it.  
18 POOLE: Thank you.  
19 FLETCHER: Mr. Chairman, Member Poole has been  
20 added to the initial quorum roll call.  
21 CHAIRMAN ANDERBERG: Okay. Thank you.  
22 POOLE: Thank you, Mr. Chairman.  
23 CHAIRMAN ANDERBERG: My pleasure, Roger.  
24 I'd like to note that one agenda item

1 has been withdrawn in advance of today's meeting, and  
2 we have been presented with a revised Agenda.  
3 Does anyone wish to make any  
4 additions, edits or corrections to today's revised  
5 Agenda?  
6 (No response.)  
7 CHAIRMAN ANDERBERG: Okay. I'd like to request  
8 a motion to approve the revised Agenda.  
9 Is there such a motion?  
10 OBERNAGEL: I'll make a motion, Mr. Chairman.  
11 CHAIRMAN ANDERBERG: A motion, and a second?  
12 GOETZ: Second.  
13 CHAIRMAN ANDERBERG: And a second.  
14 All those in favor?  
15 (Chorus of ayes.)  
16 CHAIRMAN ANDERBERG: Opposed?  
17 (No response.)  
18 CHAIRMAN ANDERBERG: The ayes have it.  
19 Is there any public comment for the  
20 Members today?  
21 (No response.)  
22 CHAIRMAN ANDERBERG: Okay. Remarks: Today  
23 is -- first, Happy Valentine's Day. Happy New Year.  
24 Not to you -- all of you. Roger.

1 We are absent two people from the  
 2 Board that had to resign due to employment purposes,  
 3 and that is Rob Horne and Gila Bronner. I'd like to  
 4 thank on the record -- put that on the record to  
 5 thank them for their service to the State of Illinois  
 6 and the IFA. They'll be sorely missed.

7 And with that, I will hand it over to  
 8 Mr. Meister.

9 MEISTER: Thank you very much, Mr. Chairman.  
 10 Again, I'd like to second Chairman  
 11 Anderberg's recognition of Gila Bronner and Bob  
 12 Horne. They've both provided exemplary volunteer  
 13 public service to the Authority and to the people of  
 14 Illinois, and they were very helpful to me in moving  
 15 the Authority forward. More detailed remarks are  
 16 contained in my February 14th message from the  
 17 Executive Director in the board books that are also  
 18 posted online.

19 But I do want to really take a moment  
 20 to set the stage here for the types of projects that  
 21 the Authority members are considering today, because  
 22 it really crystallized in the earlier Joint Committee  
 23 Meeting for Direct & Alternative and for Conduit.  
 24 We have three rather extraordinary

1 structures that demonstrate the need for public  
 2 financing tools to improve the economy and improve  
 3 everybody's lives in our state. The first is the  
 4 2019 Clean Water Initiative State Revolving Fund,  
 5 which uses federal grant dollars to lower the cost of  
 6 capital for essential surface water and sewer public  
 7 infrastructure that reduces the tax and rate burden  
 8 on Illinois residents. We will speak to that, and  
 9 there will be some decisions.

10 But we're very happy that the former  
 11 IEPA director, Lisa Bonnett, has joined us. And  
 12 she's going to be leading that transaction on behalf  
 13 of the Authority.

14 Lisa, not only being a former CFO of  
 15 IEPA but also the former director, was involved in  
 16 the very first 2002 State of Illinois State Revolving  
 17 Fund and drew the road map for the 2013, 2016, 2017,  
 18 and now 2019, which we -- the '19's, which we  
 19 anticipate being as successful as the '13's, the  
 20 '16's and 17's.

21 Number two, Property Assessed Clean  
 22 Energy financing is something that this state has  
 23 been discussing since 2009 or so. And it has only  
 24 been within the last 18 months that one of our team,

1 Brad Fletcher, we have been able to assign him  
2 virtually full-time to developing out of thin air a  
3 statute and a contractual framework that we think  
4 will not only move the needle on climate issues in  
5 this state but also move the needle on economic  
6 development issues in this state. And we will be  
7 doing it without any state tax dollars, without any  
8 federal tax dollars, and without any federal or state  
9 tax exemption, but on execution, structuring, and  
10 framework.  
11 PACE, at its heart, is a voluntary  
12 surcharge that property owners choose to add to their  
13 own property taxes in order to get longer-term debt  
14 at a lower rate of interest generally for what --  
15 energy efficiency, renewable energy, and some water  
16 efficiency projects. We think it's very  
17 well-constructed. We think it's learns -- learns  
18 lessons from other states. And we think and we hope  
19 and we project that in the next several months we  
20 will be operating a best-in-class program on behalf  
21 of private property owners in partnership with county  
22 and local governments in this state. It is a real  
23 needle-mover.  
24 And, again, we're very pleased we've

1 got a team, a leadership team, from one of our  
2 longest long-term relationships in the Conduit space:  
3 Steppenwolf Theater, which is a major contributor to  
4 the cultural riches of this state and this city and  
5 this region. They have chosen to work with the  
6 Authority. We are also pleased to have a very long  
7 tenured member of our team, who all of you know, Rich  
8 Frampton, who has been with this particular borrower  
9 since their first time with the Authority's  
10 predecessors.  
11 So Conduit tax-exemption, whether it's  
12 a nonprofit theater like Steppenwolf, nonprofit  
13 hospitals, nonprofit colleges, universities, schools;  
14 or nonprofit cultural institutions or farmers or  
15 certain categories of factories is an economic  
16 benefit that is founded in the federal tax code. It  
17 is a benefit that this nation almost lost in the last  
18 two months of 2017, and we're very fortunate to still  
19 be stewards of it.  
20 Because, again, the smaller items on  
21 the agenda but, by no means less important, are a  
22 series of Beginning Farmer Bonds, farmers starting  
23 out, acquiring land, and adding to their farms to  
24 help feed this nation by way of tax-exemption.

1 So, thank you.

2 CHAIRMAN ANDERBERG: Thank you, Chris.

3 Committee Reports. Lyle?

4 MCCOY: Thank you, Mr. Chairman. Excuse me.

5 The Tax-Exempt Conduit Transactions

6 Committee met earlier this morning and voted to

7 recommend for approval the following New Business

8 Items on today's agenda: Steppenwolf Theatre

9 Company; and four Beginning Farmer Bonds.

10 Likewise, The Direct and Alternative

11 Financing Committee also met this morning and voted

12 to recommend for approval the following New Business

13 items on the agenda: The State of Illinois Clean

14 Water Initiative Revolving Fund Series 2019, or as

15 it's known, 2019 SRF; Centerpoint [sic] Sustainable

16 Real Estate LLC; and a resolution approving the

17 updated Authority Bond Handbook and Fee Schedule in

18 connection with issuing Commercial Property Assessed

19 Clean Energy Bonds.

20 Thank you.

21 CHAIRMAN ANDERBERG: Thank you, Lyle.

22 Mike?

23 GOETZ: Yes. The Audit, Budget, Finance,

24 Legislation, Investment and Procurement Committee met

1 earlier this morning. They voted to recommend for

2 approval the following New Business items on today's

3 agenda: a resolution approving and confirming the

4 selection of underwriters for the 2019 SRF; and, two,

5 a resolution accepting the Fiscal Year 2018 Financial

6 Audit.

7 CHAIRMAN ANDERBERG: Thank you, Mike.

8 All right. I'd like to ask for the

9 general consent of the Members to take separate votes

10 on Items 8 and 6 first, and then to consider the

11 remaining New Business items collectively and to have

12 the subsequent recorded vote applied to each

13 respective, individual item, unless there are any

14 other specific New Business Items that a Member would

15 like to consider separately.

16 Elizabeth, you want to speak now or

17 later?

18 WEBER: Do the nomination first.

19 CHAIRMAN ANDERBERG: Okay. I'd like to request

20 a motion to nominate a Member for the election of

21 Vice Chair of the Authority.

22 Is there such a motion?

23 JURACEK: Mr. Chairman, I'd like to nominate

24 Mr. Michael Goetz to be Vice Chair of the Authority.

1 FUENTES: Second. (Laughter.)  
2 CHAIRMAN ANDERBERG: We have a second -- a  
3 motion and a second. We'll -- we need -- we need to  
4 have -- there's a special situation here this  
5 morning. And our general counsel will describe.  
6 WEBER: Certainly.  
7 It has been our practice to ask anyone  
8 who has a reason to abstain to leave the room, but  
9 since we only have eight Members in the room and to  
10 make sure there's no question as to quorum, I ask  
11 Mr. Goetz to remain in the room for this vote and  
12 just abstain. Thank you.  
13 CHAIRMAN ANDERBERG: Thank you, Elizabeth.  
14 All right. Will the Assistant  
15 Secretary please call the roll?  
16 FLETCHER: On the motion and second, I will  
17 call the roll to nominate Mike Goetz as the Vice  
18 Chair of the Authority.  
19 Mr. Fuentes?  
20 FUENTES: Yes.  
21 FLETCHER: Mr. Goetz?  
22 GOETZ: Abstain.  
23 FLETCHER: And the reason for abstention, sir,  
24 subject to the nomination?

1 (Laughter.)  
2 GOETZ: Uhm --  
3 MEMBER: He's biased.  
4 FLETCHER: Ms. Juracek?  
5 JURACEK: Yes.  
6 FLETCHER: Mr. McCoy?  
7 Mccoy: Yes.  
8 FLETCHER: Mr. Obernagel?  
9 OBERNAGEL: Yes.  
10 FLETCHER: Mr. Poole via audio conference?  
11 POOLE: Yes.  
12 FLETCHER: Ms. Smoots?  
13 SMOOTS: Yes.  
14 FLETCHER: Mr. Zeller?  
15 ZELLER: Yes.  
16 FLETCHER: Mr. Chairman?  
17 CHAIRMAN ANDERBERG: Yes.  
18 FLETCHER: Chairman, the motion carried.  
19 CHAIRMAN ANDERBERG: Okay. Thank you.  
20 FLETCHER: Thank you.  
21 CHAIRMAN ANDERBERG: Thank you, Mike.  
22 GOETZ: Thank you.  
23 FLETCHER: Chris?  
24 MEISTER: Oh. Mr. Chairman, I think that we

1 have Item No. 6, the Audit, Budget, Finance,  
2 Legislation Procurement Committee Resolution.  
3 May I proceed?  
4 CHAIRMAN ANDERBERG: Sure.  
5 MEISTER: Item 6 is the Resolution approving  
6 and confirming the selection of Underwriters for the  
7 Illinois Clean Water Initiative State Revolving Fund  
8 Series 2019 Bonds. This selection was objective; it  
9 was transparent; it is consistent with Illinois  
10 procurement laws, the practices of the Authority, and  
11 sound contract administration. It was discussed in  
12 some detail in the earlier Audit and Procurement  
13 Committee.  
14 Members, as a result of the vote of  
15 the Audit and Procurement Committee, we recommend  
16 senior managers, senior book-runner and co-senior  
17 manager Merrill Lynch, Pierce, Fenner Smith,  
18 Incorporated, also known as Bank of America Merrill  
19 Lynch, or BAML; and for the co-senior Citigroup  
20 Global Capital Markets. BAML, under this  
21 recommendation, would appear as senior book-runner to  
22 the bottom-left of the underwriters on the first page  
23 of the official statement. And next to it on the  
24 right, Citigroup would appear for co-managers. And,

1 again, as we noted in some detail in the earlier  
2 committee, it is representative of the practices and  
3 objective analysis that we just mentioned.  
4 It also represents our goals to make  
5 sure that our vendor teams represent the diversity of  
6 our state. Academy Securities is a veteran-owned  
7 firm; Cabera Capital Markets is located here in  
8 Chicago and Latino-owned and led; Janney Montgomery  
9 Scott; Loop Capital Markets, located here in Chicago  
10 and led by African Americans; and Mesriow Financial  
11 located here in Chicago.  
12 We are challenging this team on this  
13 new 2019 transaction not only to deliver best  
14 execution but fast execution, and most importantly in  
15 the Resolution that you will later consider for the  
16 first time, a State of Illinois IEPA State Revolving  
17 Fund Clean Water Initiative will be self-labeled as  
18 green bonds. And the sta- -- and our -- the  
19 Authority's challenge to this team is to deliver  
20 something that capital markets have to date been  
21 unable to deliver, which is securities labeled "green  
22 bonds" delivering a lower interest rate, lower cost  
23 of funds for the program due to the designation of  
24 green.

1 That is something that has not been  
 2 quantified to date although everything that we've  
 3 heard on topic of green bonds notes that -- notes  
 4 that it does expand the number of potential buyers.  
 5 We believe that the green bond designation in this  
 6 challenge to this team is consistent with Governor  
 7 Pritzker's recent executive orders on climate and the  
 8 environment.

9 I'll take any questions.  
 10 (No response.)

11 CHAIRMAN ANDERBERG: No? Okay. I'd like to  
 12 request a motion to pass and adopt the following New  
 13 Business Item No. 6.

14 Is there such a motion?

15 GOETZ: So moved.

16 CHAIRMAN ANDERBERG: We have a motion.

17 And a second?

18 McCOY: Second.

19 CHAIRMAN ANDERBERG: A motion and a second.

20 All those -- oh. Will the Assistant

21 Secretary please call the roll?

22 FLETCHER: On the motion and second, I'll call  
 23 the roll.

24 Mr. Fuentes?

1 FUENTES: Yes.  
 2 FLETCHER: Mr. Goetz?  
 3 GOETZ: Yes.  
 4 FLETCHER: Ms. Juracek?  
 5 JURACEK: Yes.  
 6 FLETCHER: Mr. McCoy?  
 7 McCOY: Yes.  
 8 FLETCHER: Mr. Obernagel?  
 9 OBERNAGEL: Yes.  
 10 FLETCHER: Mr. Poole?  
 11 POOLE: Yes.  
 12 FLETCHER: Ms. Smoots?  
 13 SMOOTS: Yes.  
 14 FLETCHER: Mr. Zeller?  
 15 ZELLER: Yes.  
 16 FLETCHER: Mr. Chairman?  
 17 CHAIRMAN ANDERBERG: Yes.  
 18 FLETCHER: Chairman, the motion carried.  
 19 CHAIRMAN ANDERBERG: Thank you.  
 20 Okay, Brad.  
 21 FLETCHER: Next will be Tax-Exempt Conduit  
 22 Transaction projects on the agenda.  
 23 At this time, I'd like to note that  
 24 for each Conduit New Business Item presented on

1 today's Agenda, including items 1, 2A, 2B, 2C, and  
 2 2D, the Members are considering approval only of the  
 3 Resolution and the not-to-exceed amount contained  
 4 therein.  
 5 Item 1, Steppenwolf Theater Company:  
 6 Item 1 is a 501(c) (3) Bond request.  
 7 Staff requests approval of a one-time Final Bond  
 8 Resolution for Steppenwolf Theatre Company in a  
 9 amount not to exceed \$40 million.  
 10 Bond proceeds will be used by  
 11 Steppenwolf to finance or reimburse itself for the  
 12 costs of acquiring, constructing, improving,  
 13 furnishing and equipping real property owned and  
 14 operated by Steppenwolf, including capitalized  
 15 interest. Proceeds will also be used to pay costs of  
 16 issuance, including the costs of credit enhancement.  
 17  
 18 The Series 2019 Bonds will be secured  
 19 by a direct pay letter of credit from Northern Trust  
 20 Company, which has been assigned high  
 21 investment-grade ratings of A+ long-term and A-1+  
 22 short-term by S&P as of January 31st. Steppenwolf  
 23 itself is also seeking a rating from S&P Global  
 24 Ratings on the Bonds.

1 The Bonds will be publicly  
 2 underwritten and remarketed by PNC Capital Markets  
 3 and will bear interest in a daily or weekly floating  
 4 rate mode initially.  
 5 At this time, Mr. Frampton has a guest  
 6 he would like to introduce.  
 7 FRAMPTON: Field goal.  
 8 It's my pleasure to introduce to the  
 9 board Mr. David Schmitz, who is the executive  
 10 director of Steppenwolf. We're just -- we're pleased  
 11 to have Steppenwolf return and look forward to  
 12 working with and close the transaction in the next 30  
 13 days or so.  
 14 CHAIRMAN ANDERBERG: Okay.  
 15 MR. DAVID SCHMITZ: Thank you. Hi, everyone.  
 16 Happy Valentine's Day.  
 17 I am David Schmitz, the executive  
 18 director at Steppenwolf Theater. I would love to  
 19 just extend my thanks to the IFA, to the Board, to  
 20 the staff, and to Rich. You know, this relationship  
 21 has really gone on for more than 30 years, and the  
 22 success of Steppenwolf is directly correlated to the  
 23 structure and the support of the IFA. So I just --  
 24 thank you for that.



1 We will be having an event on  
2 March 5th in which details of what we are doing will  
3 be unfurled to the public, so I invite you all to  
4 that. And thank you again.  
5 CHAIRMAN ANDERBERG: Thank you.  
6 FLETCHER: Okay. Thank you.  
7 Does any Member have any questions or  
8 comments concerning the project?  
9 (No response.)  
10 FLETCHER: Moving along to Item 2A, Shane A.  
11 and Donna M. Reymond.  
12 Item 2A is a one-time Final Bond  
13 Resolution requesting approval for a Beginning  
14 Farmer Bond for Shane A. and Donna M. Reymond, who  
15 are purchasing 120 acres of farmland located in Bond  
16 County, in the not-to-exceed amount of \$543,800.  
17 Bradford National Bank of Greenville is the  
18 purchasing bank for this conduit transaction.  
19 Does any Member have any questions or  
20 comments?  
21 (No response.)  
22 FLETCHER: Next is Item 2B, Jason and Jessica  
23 Wenger.  
24 Item 2B is a one-time Final Bond

1 Resolution requesting approval for a Beginning  
2 Farmer Bond for Jason and Jessica Wenger, who are  
3 purchasing 46 acres of farmland located in McLean  
4 County, in the not-to-exceed amount of \$241,500.  
5 Bank of Pontiac is the purchasing bank for this  
6 conduit transaction.  
7 Does any member have any questions or  
8 comments?  
9 (No response.)  
10 FLETCHER: Next is Item 2C, Mitchell D. and  
11 Melissa Wirth.  
12 Item 2C is a one-time Final Bond  
13 Resolution requesting approval for a Beginning  
14 Farmer Bond for Mitchell D. and Melissa Wirth, who  
15 are purchasing 33.2 acres of farmland located in  
16 Shelby County, in the not-to-exceed amount of  
17 \$145,084. First Mid Bank & Trust is the purchasing  
18 bank for this conduit transaction.  
19 Does any member have any questions or  
20 comments?  
21 (No response.)  
22 FLETCHER: Next is Item 2D, Rollin Wenger.  
23 Item 2D is a one-time Final Bond  
24 Resolution requesting approval for a Beginning

1 Farmer Bond for Rollin Wenger, who is purchasing 40  
2 acres of farmland located in McLean County, in the  
3 not-to-exceed amount of \$131,000. Bank of Pontiac  
4 is the purchasing bank for this conduit transaction.  
5 Please note that Jason and Rollin  
6 Wenger are brothers. However, the two conduit  
7 financings described in Items 2B and 2D are  
8 independent transactions.  
9 Does any member have any questions or  
10 comments?  
11 (No response.)  
12 FLETCHER: Moving along to Direct & Alternative  
13 Financing projects on the Agenda.  
14 Next is Item 3, State of Illinois  
15 Clean Water Initiative Revolving Fund Revenue Bond  
16 Series 2019.  
17 Item 3 is a resolution authorizing the  
18 issuance of State of Illinois Revolving Fund Revenue  
19 Bonds on behalf of the Illinois Environmental  
20 Protection Agency in an amount not to exceed \$450  
21 million. Proceeds of the bonds will be used to fund  
22 loans to Illinois local government units for  
23 wastewater and drinking water infrastructure  
24 projects. A portion of the proceeds will be used to

1 fund the state match requirement necessary to obtain  
2 US EPA grants.  
3 This will be the fourth series of  
4 bonds issued under a 2013 Master Trust Agreement.  
5 The Authority previously issued bonds in 2013, 2016  
6 and 2017 under that agreement. Like those bonds, the  
7 Series 2019 Bonds are expected to be rated AAA by  
8 both Fitch and S&P.  
9 Does any member have any questions or  
10 comments?  
11 (No response.)  
12 FLETCHER: Moving to Item 4, Counterpointe  
13 Sustainable Real Estate LLC.  
14 Item 4 is a Property Assessed Clean  
15 Energy, or PACE, Bond Resolution authorizing the  
16 issuance from time to time of one or more series  
17 and/or subseries of PACE Bonds to be purchased by  
18 Counterpointe Sustainable Real Estate LLC in an  
19 aggregate amount not to exceed \$200 million for a  
20 period of 3 years.  
21 This PACE Bond Resolution approves the  
22 substantially final form of Master Indenture and  
23 related form of Issuance Certificate by which  
24 Counterpointe Sustainable Real Estate LLC as the bond

1 purchaser may obtain any of the Authority's PACE  
 2 Bonds, subject to the stated interest rate and  
 3 maturity limitations therein, and further delegates  
 4 to Authorized Officers, as defined therein, the  
 5 capacity to execute and deliver such Issuance  
 6 Certificates for qualifying projects hereafter.  
 7 Proceeds of each Issuance Certificate will be loaned  
 8 to record owners of commercial properties to fund  
 9 energy efficiency, renewable energy, and water  
 10 conservation projects located throughout the state.  
 11 Again, this is the first PACE Bond  
 12 Resolution to be presented to the Members.  
 13 At this time, I'd like to acknowledge  
 14 Laura Bilas of Foley & Lardner. Laura is the Chair  
 15 of Finance and Public Finance Practices and has been  
 16 working with the Authority on spearheading our  
 17 Commercial Property Assessed Clean Energy program.  
 18 MS. LAURA BILAS: Thank you.  
 19 FLETCHER: Does any member have any questions  
 20 or comments?  
 21 (No response.)  
 22 FLETCHER: Next, on to Resolutions, Item No. 5.  
 23 Item No. 5 is a resolution relating to bond financing  
 24 for Commercial Property Assessed Clean Energy

1 projects.  
 2 Item 5 is a resolution authorizing  
 3 various matters relating to bond financing by the  
 4 Authority for Commercial Property Assessed Clean  
 5 Energy projects.  
 6 Specifically, this resolution approves  
 7 certain updates and additions to the Authority's Bond  
 8 Handbook, primarily to set forth the Authority's  
 9 requirements and policies applicable to PACE bonds  
 10 issued by the Authority.  
 11 This resolution also approves a fee  
 12 schedule for issuance of PACE bonds by the Authority.  
 13 Importantly, these updates will enable  
 14 efficient and affordable bond issuance as  
 15 contemplated in Item 4.  
 16 Does any member have any questions or  
 17 comments?  
 18 (No response.)  
 19 FLETCHER: Next is Item 7.  
 20 Item 7 is a resolution to accept the  
 21 Fiscal Year 2018 Financial Audit, which was  
 22 conducted by the Special Assistant Auditors for the  
 23 Illinois Auditor General.  
 24 There were no findings for Fiscal Year

1 2018. The sole prior finding from Fiscal 2000- --  
2 Fiscal Year 2017, in fact, was not repeated.

3 Does any member have any questions or  
4 comments?  
5 (No response.)

6 FLETCHER: Item 9.  
7 Item 9 is a resolution honoring Gila  
8 Bronner, who recently resigned from her position as  
9 a Member of the Authority. Member Bronner served as  
10 a member since her initial appointment in 2010, and  
11 subsequently served as both Chairperson of the Audit  
12 Plus Committee and as Vice Chair of the Authority.  
13 We thank Member Bronner for her service to the  
14 Authority, the State, and the people of Illinois.

15 Does any member have any questions or  
16 comments?  
17 (No response.)

18 FLETCHER: Next is Item 10.  
19 Item 10 is a resolution honoring  
20 Robert Horne, who recently resigned from his  
21 position as a member of the Authority. Member Horne  
22 served as a Member since his initial appointment in  
23 2015, and subsequently served as Chairperson of the  
24 Tax-Exempt Conduit Transactions Committee. We thank

1 Member Horne for his service to the Authority, the  
2 State, and the people of Illinois.

3 Does any member have any questions or  
4 comments?  
5 (No response.)

6 CHAIRMAN ANDERBERG: Okay. Thank you, Brad.  
7 All right. I'd would like to request  
8 a motion to pass and adopt the following New Business  
9 Items: Items 1, 2A, 2B, 2C, 2D, 3, 4, 5, 7, 9 and 10.  
10 Is there such a motion?  
11 MCOY: So moved.  
12 GOETZ: Second.  
13 CHAIRMAN ANDERBERG: A motion and a second.  
14 Will the Assistant Secretary please  
15 call the roll?

16 FLETCHER: On the motion by Mr. McCoy and a  
17 second by Mr. Goetz, I'll call the roll.

18 Mr. Fuentes?  
19 FUENTES: Yes.  
20 FLETCHER: Mr. Goetz?  
21 GOETZ: Yes.  
22 FLETCHER: Ms. Juracek?  
23 JURACEK: Yes.  
24 FLETCHER: Mr. McCoy?

1 McCoy: Yes.

2 FLETCHER: Mr. Obernagel?

3 OBERNAGEL: Yes.

4 FLETCHER: Mr. Poole?

5 POOLE: Yes.

6 FLETCHER: Ms. Smoots?

7 SMOOTS: Yes.

8 FLETCHER: Mr. Zeller?

9 ZELLER: Yes.

10 FLETCHER: Mr. Chairman?

11 CHAIRMAN ANDERBERG: Yes.

12 FLETCHER: Mr. Chairman, the motion carries.

13 CHAIRMAN ANDERBERG: Thank you.

14 Ms. Granda?

15 GRANDA: Good morning, everyone.

16 I will be presenting the financial

17 information for period ending January 31st, 2019.

18 The Financial Statements can be -- are located in

19 your board books under the Financial Statements tab.

20 The General Fund financial

21 highlighting are as follows: Our total annual

22 revenues equals \$2.6 million and are \$294,000, or

23 12.9 percent, higher than budget. This is primarily

24 due to higher administrative fees and interest and

1 investment income.

2 Our total expenses equal \$2.5 million

3 and are \$373,000, or 12.9 percent, lower than budget.

4 This was driven by below budget spending on

5 employee-related expenses due to vacancies.

6 In January, the Authority generated

7 \$197,000 in closing fees, which is \$24,000 lower than

8 the monthly budgeted amount of \$221,000.

9 In January, the Authority recorded

10 nonoperating revenues of 106,000, which is \$83,000

11 higher than the monthly budgeted amount of \$23,000.

12 As reported by the Authority's

13 investment manager, the increase was attributable to

14 changes in the federal economic policy beginning in

15 January consistent with the market expectations,

16 which resulted in a continuation of relatively low

17 interest rates and positioning certain investment for

18 a positive gain.

19 In January, the Authority recorded

20 operating expenses of \$342,000, which is \$70,000

21 lower than the monthly budgeted amount of \$413,000.

22 Also, in January, the Authority

23 received a total of \$155,000 from the prompt interest

24 payment from the State Receivables Program.

1 Our total monthly net income for  
2 January was up \$37,000. Our total annual net income  
3 is \$49,000, which is \$668,000 more than the  
4 forecasted budget loss of \$619,000.  
5 Are there any questions on the  
6 financial highlights?  
7 (No response.)  
8 GRANDA: So moving on to Audit, our internal  
9 audit. We currently have two audits ongoing, which  
10 is the payroll personnel and personal information  
11 audit. It's ongoing. At this point, we have no  
12 comments on -- the audit is ongoing.  
13 On February 11th, the Authority  
14 received a draft report on the Statutory Mandates  
15 Audit. The Authority is currently reviewing the  
16 draft report. And, once it's final, it will be  
17 shared with the board.  
18 Is there any questions?  
19 (No response.)  
20 CHAIRMAN ANDERBERG: Thank you, Six.  
21 GRANDA: Thank you.  
22 CHAIRMAN ANDERBERG: I would like to request a  
23 motion to accept the Financial Reports.  
24 Is there such a motion?

1 OBERNAGEL: I'll make a motion, Mr. Chairman.  
2 GOETZ: Second.  
3 CHAIRMAN ANDERBERG: We have a motion and a  
4 second.  
5 All those in favor?  
6 (Chorus of ayes.)  
7 CHAIRMAN ANDERBERG: Opposed?  
8 (No response.)  
9 CHAIRMAN ANDERBERG: The ayes have it.  
10 Procurement?  
11 FRANZEN: Good morning, Mr. Chairman and  
12 Members of the Board.  
13 The items on page 1 of the Procurement  
14 Report, they support the Authority operations. The  
15 remainder of the report are expiring projects through  
16 this fiscal year. And we are very close in getting  
17 the investment management RFP out. We have a very  
18 few minor things to clean up and do a final review.  
19 Any questions?  
20 (No response.)  
21 FRANZEN: Thank you.  
22 CHAIRMAN ANDERBERG: Thank you.  
23 Does anyone wish to make any  
24 additions, edits or corrections to the Minutes from

1 December 12th, 2018? 1 participate today.

2 (No response.) 2 Is there such a motion?

3 CHAIRMAN ANDERBERG: Hearing none, I'd like to 3 FUENTES: So moved.

4 request a motion to approve the Minutes. 4 ANDERBERG: A motion. And a second?

5 Is there such a motion? 5 GOETZ: Second.

6 GOETZ: So moved. 6 MEISTER: All those this favor?

7 JURACEK: Second. (Chorus of ayes.) 7

8 CHAIRMAN ANDERBERG: A motion and a second. 8 CHAIRMAN ANDERBERG: Opposed?

9 All those in favor? (No response.) 9

10 (Chorus of ayes.) 10 CHAIRMAN ANDERBERG: The ayes have it.

11 CHAIRMAN ANDERBERG: Opposed? 11 Is there any matter for discussion in

12 (No response.) 12 closed session?

13 CHAIRMAN ANDERBERG: The ayes have it. (No response.) 13

14 Is there any other business to come 14 CHAIRMAN ANDERBERG: None? Good.

15 before the Members? 15 Hearing none, the next regularly

16 MEISTER: One quick item. I would ask the 16 scheduled meeting will be March 12th. I'd like to

17 Members of the Authority not to depart immediately 17 request a motion to adjourn today.

18 after the adjournment of the meeting. We have copies 18 Is there such a motion?

19 of the Resolution for Ms. Bronner and Mr. Horne that 19 GOETZ: So moved.

20 we would like you to sign and provide to them in 20 FUENTES: Second.

21 recognition of their service. 21 CHAIRMAN ANDERBERG: A motion and a second.

22 CHAIRMAN ANDERBERG: Okay. Thank you, Chris. 22 All those in favor?

23 All right. I'd like to request a 23 (Chorus of ayes.)

24 motion to excuse the absences of Members unable to 24 CHAIRMAN ANDERBERG: Opposed?

1 (No response.)

2 CHAIRMAN ANDERBERG: The ayes have it.

3 Thank you, everybody.

4 FLETCHER: The time is 10:06 a.m.

5 (Whereupon the above

6 matter was adjourned.)

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ILLINOIS FINANCE AUTHORITY  
VOICE VOTE  
APPROVAL OF REQUEST TO PARTICIPATE VIA AUDIO CONFERENCE  
ADOPTED

February 14, 2019

8 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
NV Poole

Y Smoots  
Y Zeller  
Y Mr. Chairman

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
VOICE VOTE  
FEBRUARY 14, 2019 AGENDA OF THE SPECIAL MEETING OF THE MEMBERS  
ADOPTED

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-TE01  
501(c)(3) REVENUE BOND – STEPPENWOLF THEATRE COMPANY  
FINAL (ONE-TIME CONSIDERATION)  
PASSED\*

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y	Fuentes	Y	McCoy	Y	Smoots
Y	Goetz	E	Murphy	Y	Zeller
E	Heller	Y	Obernagel	Y	Mr. Chairman
Y	Juracek	E	O'Brien		
E	Knox	Y	Poole		
			(via audio conference)		

\* – Consent Agenda

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-TE2A  
BEGINNING FARMER REVENUE BOND – SHANE A. AND DONNA M. REYMOND  
FINAL (ONE-TIME CONSIDERATION)  
PASSED\*

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

\* – Consent Agenda

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-TE2B  
BEGINNING FARMER REVENUE BOND – JASON AND JESSICA WENGER  
FINAL (ONE-TIME CONSIDERATION)  
PASSED\*

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

\* – Consent Agenda  
E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-TE2C  
BEGINNING FARMER REVENUE BOND – MITCHELL D. AND MELISSA WIRTH  
FINAL (ONE-TIME CONSIDERATION)  
PASSED\*

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y	Fuentes	Y	McCoy	Y	Smoots
Y	Goetz	E	Murphy	Y	Zeller
E	Heller	Y	Obernagel	Y	Mr. Chairman
Y	Juracek	E	O'Brien		
E	Knox	Y	Poole		
			(via audio conference)		

\* – Consent Agenda

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-TE2D  
BEGINNING FARMER REVENUE BOND – ROLLIN WENGER  
FINAL (ONE-TIME CONSIDERATION)  
PASSED\*

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

\* – Consent Agenda

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-DA03  
STATE OF ILLINOIS CLEAN WATER INITIATIVE REVOLVING FUND REVENUE  
BONDS, SERIES 2019  
PASSED\*

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

\* – Consent Agenda  
E – Denotes Excused Absence



ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-DA04  
COMMERCIAL PROPERTY ASSESSED CLEAN ENERGY BONDS – COUNTERPOINTE  
SUSTAINABLE REAL ESTATE LLC  
FINAL (ONE-TIME CONSIDERATION)  
PASSED\*

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

\* – Consent Agenda

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-DA05  
RESOLUTION AUTHORIZING VARIOUS MATTERS RELATING TO BOND FINANCING  
FOR COMMERCIAL PROPERTY ASSESSED CLEAN ENERGY PROJECTS INCLUDING  
APPROVAL OF UPDATES TO THE AUTHORITY’S BOND HANDBOOK, FEE  
SCHEDULE, AND OTHER MATTERS RELATED THERETO  
FINAL (ONE-TIME CONSIDERATION)  
ADOPTED\*

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O’Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

\* – Consent Agenda  
E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-AP06  
RESOLUTION APPROVING AND CONFIRMING THE SELECTION OF UNDERWRITERS  
FOR THE STATE OF ILLINOIS CLEAN WATER INITIATIVE STATE REVOLVING FUND  
("SRF") CALENDAR YEAR 2019 ISSUANCE; AND RELATED MATTERS  
ADOPTED

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-AP07  
RESOLUTION TO ACCEPT THE FISCAL YEAR 2018 FINANCIAL AUDIT  
ADOPTED\*

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

\* – Consent Agenda

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-GP08  
RESOLUTION FOR THE ELECTION OF A VICE CHAIR OF THE ILLINOIS FINANCE  
AUTHORITY  
ADOPTED

February 14, 2019

8 YEAS

0 NAYS

0 PRESENT

Y	Fuentes	Y	McCoy	Y	Smoots
A	Goetz	E	Murphy	Y	Zeller
E	Heller	Y	Obernagel	Y	Mr. Chairman
Y	Juracek	E	O'Brien		
E	Knox	Y	Poole (via audio conference)		

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-EX09  
RESOLUTION HONORING GILA BRONNER, FORMER MEMBER OF THE ILLINOIS  
FINANCE AUTHORITY  
ADOPTED\*

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

\* – Consent Agenda  
E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
ROLL CALL  
RESOLUTION 2019-0214-EX10  
RESOLUTION HONORING ROBERT HORNE, FORMER MEMBER OF THE ILLINOIS  
FINANCE AUTHORITY  
ADOPTED\*

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

\* – Consent Agenda

E – Denotes Excused Absence

ILLINOIS FINANCE AUTHORITY  
VOICE VOTE  
FINANCIAL REPORTS  
ACCEPTED

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

E – Denotes Excused Absence



ILLINOIS FINANCE AUTHORITY  
VOICE VOTE  
DECEMBER 12, 2018 MINUTES OF SPECIAL MEETING OF THE MEMBERS  
ADOPTED

February 14, 2019

9 YEAS

0 NAYS

0 PRESENT

Y Fuentes  
Y Goetz  
E Heller  
Y Juracek  
E Knox

Y McCoy  
E Murphy  
Y Obernagel  
E O'Brien  
Y Poole  
(via audio conference)

Y Smoots  
Y Zeller  
Y Mr. Chairman

E – Denotes Excused Absence