ILLINOIS FINANCE AUTHORITY

Tuesday, June 12, 2012

AGENDA

COMMITTEE OF THE WHOLE MEETING

9:30 a.m.
IFA Chicago Office
Two Prudential Plaza
180 North Stetson Avenue, Suite 2555
Chicago, Illinois 60601

I.	Call to Order & Roll Call
II.	Chairman's Remarks
III.	Message from the Executive Director
IV.	Consideration of the Minutes
V.	Presentation and Consideration of the Financial Statements
VI.	Committee Reports
VII.	Project Reports
VIII.	Other Business
IX.	Public Comment
X.	Adjournment

BOARD MEETING

10:30 a.m.
Conference Center
One Prudential Plaza
130 East Randolph Street, Suite 750
Chicago, Illinois 60601

I.	Call to Order & Roll Call
II.	Chairman's Remarks
III.	Adoption of the Minutes
IV.	Acceptance of the Financial Statements
V.	Project Approvals
VI.	Resolutions
VII.	Other Business
VIII.	Public Comment
IX.	Adjournment

AGRICULTURE

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Beginning Farmer Bonds ***Final***						
1	Patricia K. Justison	Harristown Township (Macon County)	$218,500	N/A	N/A	JS/LK
Agri-Debt Guarantee ***Final***						
2	Roanoke Milling Company, Inc. and Nathan J. Fehr	Roanoke (Woodford County)	$810,237 (85% guarantee amount is $688,701)	4	N/A	JS/LK
	TOTAL AGRICULTURE PROJECTS		**$1,028,737**	**4**	**0**	

BUSINESS AND INDUSTRY

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Midwestern Disaster Area Revenue Bonds ***Preliminary***						
3	ROA Riverside Development, LLC	Rockford (Winnebago County)	$10,000,000	59	30	RF/BF
	TOTAL BUSINESS AND INDUSTRY PROJECTS		**$10,000,000**	**59**	**30**	

LOCAL GOVERNMENT

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Fire Truck Revolving Loan Fund ***Final (One-Time Consideration)***						
4	2012 Fire Truck Revolving Loan Fund	Up to 29 Fire Deparments and Fire Protection Districts Statewide	$4,378,189	N/A	N/A	RF/BF
	TOTAL LOCAL GOVERNMENT PROJECTS		**$4,378,189**	**0**	**0**	

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

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds ***Final***						
5	Lake Forest College	Lake Forest (Lake County)	$21,000,000	3	40	RF/BF
501(c)(3) Revenue Bonds ***Final (One-Time Consideration)***						
6	De La Salle Institute	Chicago (Cook County)	$12,600,000	2	N/A	RF/BF
7	Carmel Catholic High School	Mundelein (Lake County)	$17,500,000	4	20	RF/BF
	TOTAL EDUCATIONAL, CULTURAL, AND NON-HEALTHCARE 501(C)(3) PROJECTS		**$51,100,000**	**9**	**60**	

HEALTHCARE

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds *Final*						
8	The University of Chicago Medical Center	Chicago (Cook County)	$85,000,000	N/A	N/A	PL/NO
	TOTAL HEALTHCARE PROJECTS		**$85,000,000**	**0**	**0**	
	GRAND TOTAL		**$151,506,926**	**72**	**90**	

RESOLUTIONS

Tab	Project Name	FM
Amendatory Resolutions		
9	A Resolution Authorizing and Approving Certain Amendments relating to the Loan Agreement Dated as of April 1, 1998 between the Illinois Development Finance Authority and Glenwood School for Boys (now known as "The Glenwood School for Boys and Girls") and the related Indenture of Trust and Authorizing and Approving Certain Related Matters (IDFA Series 1998, The Glenwood School for Boys and Girls Project)	RF/NO
10	A Resolution Authorizing Amendments to certian Terms and Provisions of the Illinois Finance Authority Revenue Bonds, Series 2010 (Mercy Circle Project) and Authorizing the Execution of a First Amendment to the Bond Purchase and Loan Agreement and Related Certificates necessary to effect the Amendment; and Authorizing other actions in connection with these Amendments	PL/NO
11	A Resolution Confirming and Ratifying Letter Agreements Waiving Compliance and Amending Certain Covenants Related to $3,000,000 Revenue Bond, Series 2010A (Saint Anthony’s Health Center), $5,000,000 Revenue Bond, Series 2010B (Saint Anthony’s Health Center) and $2,000,000 Revenue Bond, Series 2010C (Saint Anthony’s Health Center).	PL/NO
12	A Resolution Authorizing Miscellaneous Amendments Relating to Various Outstanding Sereis of Bonds Issued on Behalf of Riverside Health System and Authorizing and Approving Related Matters	PL/NO
13	A Resolution Approving and Ratifying the Substitution of Liquidity Facility Provider for Certain Outstanding Bonds Issued on Behalf of Northwestern Memorial Hospital; Approving and Ratifying the Replacement of Remarketing Agent for Certain Outstanding Bonds Issued on Behalf of Northwestern Memorial Hospital; and Authorizing, Approving and Ratifying Certain Other Matters	PL/NO
14	Request by State Bank Freeport and Bill Pigott to remove assignment of interest in commercial property as additional security IFA Agri-Debt Guarantee Loan # A-AD-GT-8555	JS

OTHER BUSINESS

ILLINOIS FINANCE AUTHORITY

180 North Stetson Ave.
Suite 2555
Chicago, IL 60601
312-651-1300
312-651-1350 fax
www.il-fa.com

June 12, 2012

TO:	William A. Brandt, Jr., Chairman	Michael W. Goetz, Vice-Chairman
	Dr. William Barclay	Terrence M. O'Brien
	Gila J. Bronner	Heather D. Parish
	James J. Fuentes	Mayor Barrett F. Pedersen
	Norman M. Gold	Roger E. Poole
	Edward H. Leonard, Sr.	Bradley A. Zeller

RE: Message from the Executive Director

Dear Members of the Authority:

Please join me in congratulating Governor Pat Quinn and the Illinois General Assembly on adjourning the 2012 Regular Session with two major legislative accomplishments: Medicaid reform and the Budget. However, our State's $83 billion unfunded pension liability was not addressed before May 31, 2012. On June 6, 2012, this prompted Standard & Poor's to label this situation as "***negative from a credit standpoint***." We join Governor Quinn's urgent calls for the General Assembly to take immediate steps to responsibly address and reduce our State's unfunded pension liability.

With respect to Medicaid, on May 29, 2012, lawmakers approved a $2.7 billion Medicaid restructuring package that:

- imposed $1.6 billion in cuts to the Medicaid system, in addition to cutting waste, fraud and abuse;
- increased revenues for the Medicaid program by $700 million through an increase in the cigarette tax that leverages additional federal dollars;
- eliminated the ability to shift current Medicaid liabilities into subsequent fiscal years; and
- permits the state of Illinois to formally seek a federal Medicaid waiver for the Cook County Health and Hospitals System that would allow the system to access federal reimbursement for a portion of its patient population.

Together, and as the Governor set forth in his February 2012 budget speech, Medicaid, which helps our most vulnerable fellow citizens, has been preserved as a sustainable program.

Given the importance of healthcare financing to the Authority, ambiguity with respect to charity care standards as well as State and local property and sales tax exemptions for non-profit hospitals and healthcare systems was clarified. The Illinois Hospital Association applauded the charity care standards. Fitch Ratings viewed this as a "***positive development***." *See* "Fitch praises Illinois guidelines on charity care hospitals," *Reuters*, June 4, 2012.

Also of significance to the Authority was the passage of Senate Bill 3514, a bill concerning the Illinois Medical District Commission ("Commission"), an IFA borrower since 2006. Senate Bill 3514 modernizes the Commission's Act and recognizes its current non-appropriated status. We look forward to continuing to work with the Commission's relatively new board and Executive Director, Warren Ribley.

The Authority also enjoyed some successes for its specific priorities during the General Assembly's recent Session. In a collaborative effort, the Authority and the Office of the State Fire Marshal worked tirelessly to develop and pass Senate Bill 3373. This legislation provides the Authority with long-needed flexibility to establish a sustainable and predictable loan program for municipalities and fire protection districts planning to purchase fire trucks, ambulances and other public safety equipment. On this month's agenda and working under the pre-Senate Bill 3373 fire truck program, we are seeking authority to approve fire truck loans before the end of the current fiscal year.

Additionally, the passage of House Bill 5452 will mitigate an audit finding from the previous fiscal year. House Bill 5195 clarifies definitions with respect to school and community college energy efficiency projects.

As always, we look forward to working with you to finance projects that create and retain jobs for the people of Illinois.

Respectfully,

Christopher B. Meister
Executive Director

Attachments:

Attachment 1 – Monthly Bonds Activity Report; Schedule of Debt

Bonds Issued and Outstanding
as of May 31, 2012

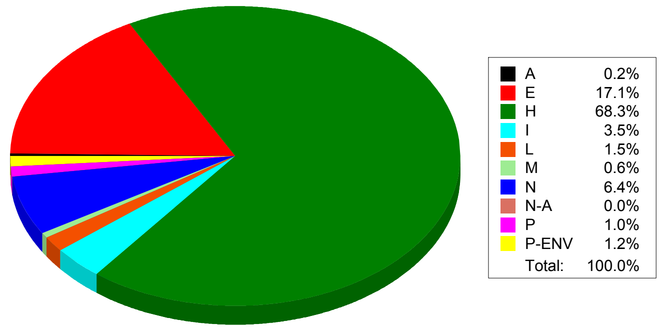
Bonds Issued Since Inception of Illinois Finance Authority

#	Market Sector	Principal Amount ($)
383	Agriculture **	65,601,888
86	Education	4,502,233,100
185	Healthcare *	18,224,806,708
83	Industrial	955,203,853
26	Local Government	420,155,000
16	Multifamily/Senior Housing	175,417,900
118	501(c)(3) Not-for Profits	1,742,530,041
8	Exempt Facilities Bonds	275,700,000
8	Environmental issued under 20 ILCS 3515/9	326,630,000
		$ 26,688,278,489

* Includes CCRC's

** Number of Agriculture bonds has been adjusted to reflect the actual number of Beginner Farmer Bonds

Bonds Issued Since Inception

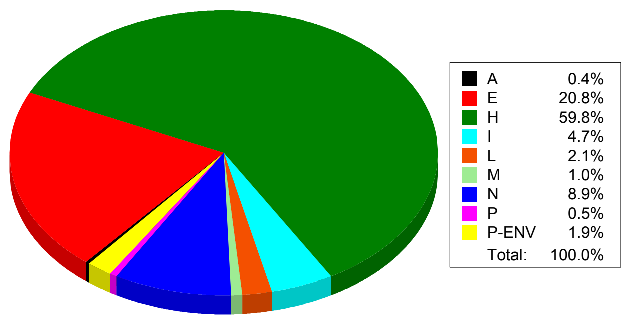


Schedule of Bonds Outstanding by Market Sector
Includes IFA and it's Predecessor Authorities

Market Sector	Amount of Original Issue	Principal Outstanding
Agriculture	304,071,594	89,593,588
Education	6,100,110,730	5,236,024,092
Healthcare *	18,405,515,159	14,862,273,051
Industrial	1,546,582,939	1,159,565,117
Local Government	1,074,849,413	514,072,144
Multifamily/Senior Housing	726,835,396	253,678,813
501(c)(3) Not-for Profits	2,837,746,842	2,204,609,589
Exempt Facilities Bonds	130,500,000	130,090,000
Environmental issued under 20 ILCS 3515/9	756,325,000	473,618,452
	$ 31,882,537,072	$ 24,923,524,845

* Includes CCRC's

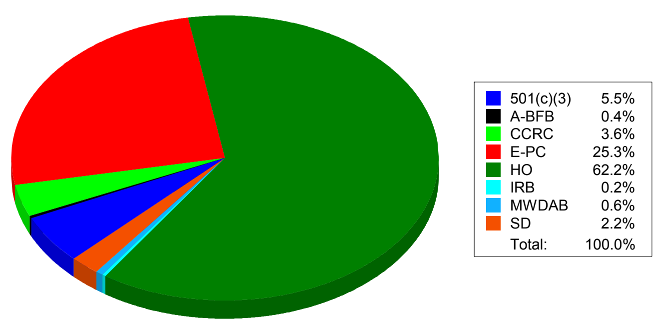
Principal Outstanding by Market Sector



Current Fiscal Year

#	Market Sector	Principal Issued
35	Agriculture - Beginner Farmer	7,315,939
3	Education	474,685,000
13	Healthcare - Hospital	1,166,883,200
2	Healthcare - CCRC	66,765,000
1	Industrial Revenue	3,795,000
1	Midwest Disaster Area Bonds	11,066,000
11	501(c)(3) Not-for-Profit	102,916,846
1	Local Govt-School District	42,010,000
67		$ 1,875,436,985

Bonds Issued - Current Fiscal Year



Bonds Issued between July 01, 2011 and May 31, 2012

Bond Issue		Date Issued	Initial Interest Rate	Principal Issued	Bonds Refunded
A-BFB	Beginner Farmer Bonds, Series 2012A	07/01/2011	3.25% to 4.50%	5,356,070	0
501(c)(3)	Learn Charter Schools, Series 2011	08/01/2011	DP-VRB	5,693,000	2,830,000
HO	CDH-Delnor Health System, Series 2011A&B	08/05/2011	Variable	127,150,000	127,150,000
IRB	Transparent Container Co., Inc., Series 2011	08/09/2011	DP-VRB	3,795,000	3,795,000
HO	CDH-Delnor Health System, Series 2011C	08/24/2011	DP-VRB	58,415,000	58,415,000
501(c)(3)	Chicago Shakespeare Theater, Series 2011	09/09/2011	DP-VRB	4,100,000	4,100,000
HO	Advocate Health Care Network, Series 2011A-D	09/21/2011	DP-VRB	213,730,000	12,295,000
CCRC	Chestnut Square at The Glen, Series 2011	09/30/2011	DP-VRB	7,600,000	9,195,000
501(c)(3)	Siena on Brendenwood, Series 2011	10/03/2011	DP-VRB	4,400,000	4,400,000
HO	Trinty Health, Series 2011A&B/IL	10/20/2011	2.00% to 5.00%	239,710,000	0
501(c)(3)	UNO Charter School Network, Inc., Series 2011A&B	10/26/2011	6.875% to 7.125%	37,505,000	0
HO	Southern Illinois Healthcare Enterprise, Series 2011	10/27/2011	1.857% to 2.513%	14,420,000	15,280,000
501(c)(3)	Aurora Central High School, Series 2011	11/01/2011	DP-VRB	11,540,000	12,740,000
HO	Northwest Community Hospital, Series 2011	12/01/2011	DP-VRB	53,100,000	53,100,000
CCRC	Covenant Retirement Communities, Series 2011	12/14/2011	DP-VRB	59,165,000	15,915,000
501(c)(3)	British Home for Men and Women, Series 2011	12/14/2011	DP-VRB	7,778,846	6,080,000
HO	Rush University Medical Center, Series 2011	12/16/2011	DP-VRB	56,000,000	56,000,000
SD	Waterloo CUSD #5, Series 2011	12/21/2011	1.75% to 4.20%	42,010,000	38,175,000
501(c)(3)	Near North Montessori School, Series 2011	12/21/2011	DP 3.74%	10,000,000	10,000,000
A-BFB	Beginner Farmer Bonds, Series 2012A	01/01/2012	Various-See Below	1,959,869	0
501(c)(3)	Near North Montessori School, Series 2012	01/13/2012	DP 3.74%	1,000,000	1,000,000
E-PC	University of Chicago, Series 2012A	02/02/2012	2.50% to 5.00%	369,570,000	292,880,000
501(c)(3)	National Hellenic Museum, Series 2012	02/28/2012	DP-VRB 4.25%	8,000,000	0
HO	Children's Memorial Hospital, Series 2012A&B	02/28/2012	DP-VRB 0.958%	60,000,000	0
HO	Edward Hospital, Series 2012	03/02/2012	DP 1.86%	26,025,000	26,025,000
501(c)(3)	United Methodist Homes and Services, Series 2012	03/20/2012	DP-VRB	8,700,000	1,910,000
501(c)(3)	Solomon Schechter Day Schools, Series 2012	03/23/2012	DP-VRB 3.50%	4,200,000	4,000,000
HO	Bethesda Home and Retirement Center, Series 2012	03/23/2012	DP 3.09%	1,948,200	0
HO	Northwestern Medical Faculty Foundation, Series 2012	04/23/2012	DP-VRB 2.04%	63,965,000	69,685,000
HO	Rockford Memorial Hospital, Series 2012	05/02/2012	DP 2.79%	35,075,000	35,530,000
HO	Ascension Health Alliance, Series 2012A&E	05/10/2012	5.00%	217,345,000	0
MWDAB	POB111 Development LLC, Series 2012	05/17/2012	DP-VRB 3.97%	11,066,000	0
E-PC	Illinois Wesleyan University, Series 2012	05/30/2012	Variable 0.20%	12,900,000	6,275,000
E-PC	Loyola University Chicago, Series 2012B	05/31/2012	2.00% to 5.00%	92,215,000	51,485,000
		Total Bonds Issued as of May 31, 2012		**$ 1,875,436,985**	**$ 918,260,000**

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

Beginner Farmer Bonds Funded between 7/1/2011 and 5/31/2012

Borrower	Date Funded	Initial Interest Rate	Loan Proceeds	Acres	County
Bennett, Quinn P. & Kristen N.	07/15/2011	4.50%	252,350	75.76	Shelby
Neff, Jennifer	07/15/2011	3.65%	476,449	48.90	Macoupin
Zaagman, Brent	08/11/2011	4.50%	239,828	90.00	Whiteside
Colgan, Andrew J. & Jacqueline L.	08/16/2011	4.00%	125,000	40.00	Stark
Kocher, Doug E. & Lora M.	08/19/2011	4.00%	80,000	38.00	Jasper
Sterrenberg, Casey P.	09/13/2011	4.00%	477,000	96.70	Livingston
Meister, Evan T.	09/20/2011	4.00%	203,940	80.00	Iroquois

Beginner Farmer Bonds Funded between 7/1/2011 and 5/31/2012

Borrower	Date Funded	Initial Interest Rate	Loan Proceeds	Acres	County
Tarasuik, James W. Jr.	09/20/2011	4.00%	67,000	40.00	Bond
Bohnenstiehl, Daren A.	09/27/2011	4.00%	159,000	38.50	Madison
Bohnenstiehl, Joshua A.	09/27/2011	4.00%	159,000	38.50	Madison
Beals, Ronald Lee	09/30/2011	4.00%	47,500	24.00	Jasper
Billups, Nathan W.	10/14/2011	4.50%	146,000	38.00	Putnam
Ohnesorge, Jay W.	10/27/2011	3.75%	27,500	3.50	Effingham
Ettner, Philip P. & Spring M.	10/27/2011	4.35%	264,000	58.00	Boone
Adams, Joseph M.	11/02/2011	4.50%	240,000	80.00	Whiteside
Schaffer, Matthew & Kayla	11/15/2011	3.25%	141,056	37.12	Livingston
Frohning, Mathew A.	12/21/2011	3.75%	255,000	115.00	Clay
Janssen, Spencer A.	12/28/2011	3.85%	250,000	75.00	Fayette
Borkgren, Chad Randall	12/28/2011	Prime+	107,369	20.00	Henry
Vaughan, John W. & Grace E.	12/28/2011	3.95%	143,750	40.00	Wayne
Olson, John A.	12/28/2011	3.97%	475,000	155.00	Montgomery
Borkgren, Nicholas	12/28/2011	Prime+	225,720	60.00	Henry
Jordan, Korey P.	12/28/2011	4.00%	226,879	79.00	Montgomery
Jordan, Alexander Colby	12/28/2011	4.00%	226,879	79.00	Montgomery
Funk, Cory James	12/28/2011	3.75%	196,100	72.00	Lawrence
Vaughan, James & Anne	12/28/2011	3.95%	143,750	40.00	Wayne
Beals, Ronald Lee	02/28/2012	4.00%	32,500	20.00	Jasper
Gavin, Andrew M.	03/01/2012	3.90%	258,718	69.12	Warren
Gavin, Paul J.	03/01/2012	3.90%	161,312	30.73	Warren
Poole, Jared L. & Jodi L.	03/01/2012	5.00%	273,750	80.00	White
Loschen, Tyler S.	03/06/2012	3.00%	170,000	40.00	Ford
Parochetti, Daniel	03/09/2012	4.00%	488,600	119.00	Bureau
Thompson, Paul David	03/12/2012	3.90%	366,489	104.00	Henderson
Thompson, Teresa Lois	03/12/2012	3.90%	180,000	60.00	Henderson
Emmerich, Ben	03/29/2012	3.50%	28,500	10.00	Jasper
	Total Beginner Farmer Bonds Issued		**$ 7,315,939**	**2,094.83**	

As of January 1, 2012, the amount of private activity volume cap available to the Illinois Finance Authority and allocable to Beginning Farmer Bonds is $15,000,000. In addition, the maximum of any Beginning Farmer Bond is $488,600.

AG Debt Restructuring Guarantee	Date Funded	Initial Interest Rate	Loan Proceeds	State Guarantee
Bertolino, Adam	08/24/2011	5.95%	380,000	323,000
Nelson, Wayne	09/22/2011	3.43%	97,000	82,450
Bertolino, Aaron	12/29/2011	5.50%	352,000	299,200
	Total AG Debt Restructuring Guarantee		**$ 829,000**	**$ 704,650**
	Total Agriculture Guarantees		**$ 829,000**	**$ 704,650**

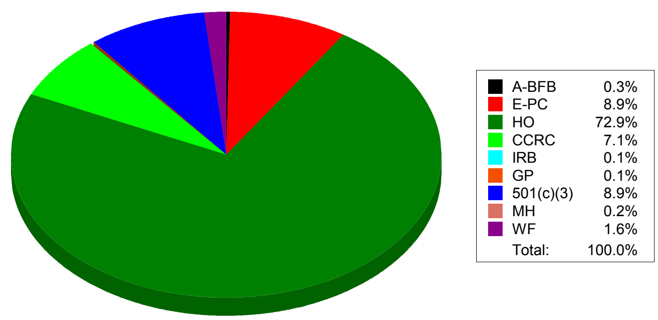
ILLINOIS FINANCE AUTHORITY

Bonds Issued - Fiscal Year Comparison
for the Period Ending May 31, 2012

Fiscal Year 2010

#	Market Sector	Principal Issued
44	Agriculture - Beginner Farmer	8,545,250
8	Education	298,745,000
26	Healthcare - Hospital	2,458,700,628
4	Healthcare - CCRC	240,184,820
1	Industrial Revenue	2,700,000
1	Local Government - Pool	4,460,000
12	501(c)(3) Not-for-Profit	298,457,520
1	MultiFamily/Senior Housing	5,700,000
2	Water Facilities	53,500,000
99		$ 3,370,993,218

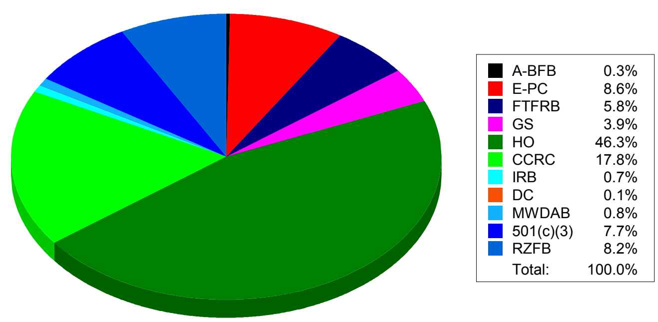
Bonds Issued in Fiscal Year 2010



Fiscal Year 2011

#	Market Sector	Principal Issued
40	Agriculture - Beginner Farmer	7,002,064
5	Education	221,290,000
1	Freight Transfer Facilities Bonds	150,000,000
2	Gas Supply	100,000,000
15	Healthcare - Hospital	1,195,055,000
5	Healthcare - CCRC	458,705,000
3	Industrial Revenue	17,329,184
1	Financially Distressed Cities	1,985,000
1	Midwest Disaster Area Bonds	20,200,000
4	501(c)(3) Not-for-Profit	199,535,000
8	Recovery Zone Facilities Bonds	211,488,000
85		$ 2,582,589,248

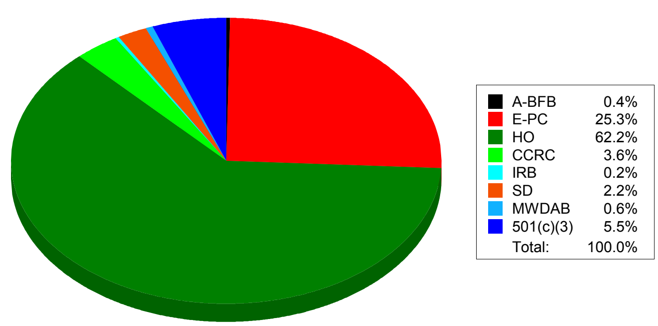
Bonds Issued in Fiscal Year 2011



Fiscal Year 2012

#	Market Sector	Principal Issued
35	Agriculture - Beginner Farmer	7,315,939
3	Education	474,685,000
13	Healthcare - Hospital	1,166,883,200
2	Healthcare - CCRC	66,765,000
1	Industrial Revenue	3,795,000
1	Local Government Schools	42,010,000
1	Midwest Disaster Area Bonds	11,066,000
11	501(c)(3) Not-for-Profit	102,916,846
67		$ 1,875,436,985

Bonds Issued in Fiscal Year 2012

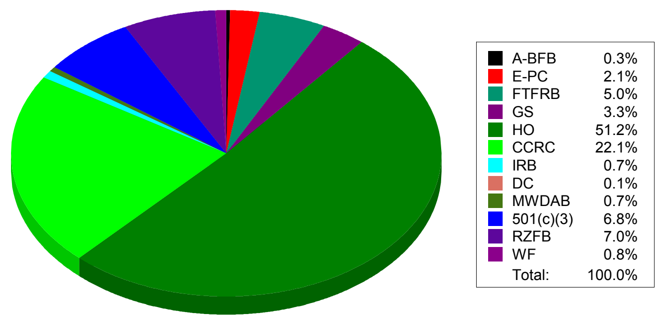


Bonds Issued - Calendar Year Comparison
as of May 31, 2012

Calendar Year 2010

#	Market Sector	Principal Issued
52	Agriculture - Beginner Farmer	9,374,497
5	Education	64,000,000
1	Freight Transfer Facilities Bonds	150,000,000
2	Gas Supply	100,000,000
20	Healthcare - Hospital	1,545,643,433
7	Healthcare - CCRC	667,855,000
4	Industrial Revenue	20,029,184
1	Financially Distressed Cities	1,985,000
1	Midwest Disaster Area Bonds	20,200,000
9	501(c)(3) Not-for-Profit	205,356,062
8	Recovery Zone Facilities Bonds	211,488,000
1	Water Facilities	25,000,000
111		$ 3,020,931,176

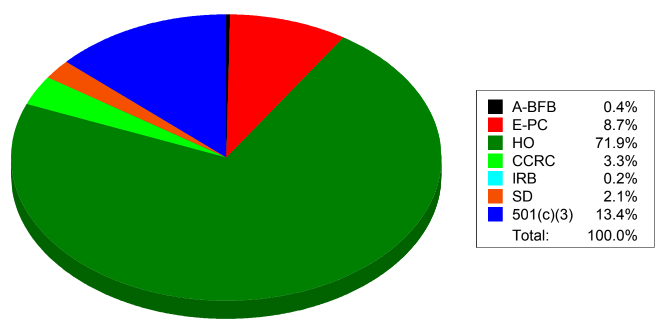
Bonds Issued in Calendar Year 2010



Calendar Year 2011

#	Market Sector	Principal Issued
40	Agriculture - Beginner Farmer	7,832,465
2	Education	177,390,000
13	Healthcare - Hospital	1,459,760,000
2	Healthcare - CCRC	66,765,000
1	Industrial Revenue	3,795,000
1	Local Government Schools	42,010,000
9	501(c)(3) Not-for-Profit	272,851,846
68		$ 2,030,404,311

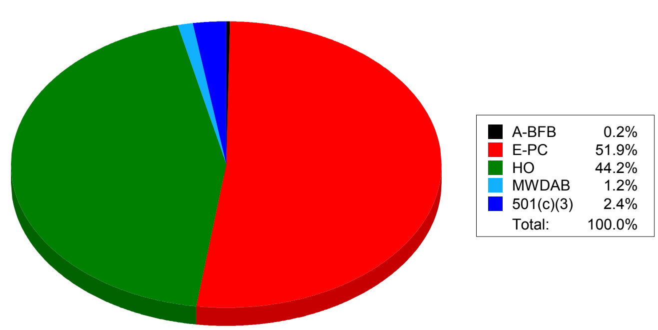
Bonds Issued in Calendar Year 2011



Calendar Year 2012

#	Market Sector	Principal Issued
9	Agriculture - Beginner Farmer	1,959,869
3	Education	474,685,000
6	Healthcare - Hospital	404,358,200
1	Midwest Disaster Area Bonds	11,066,000
4	501(c)(3) Not-for-Profit	21,900,000
23		$ 913,969,069

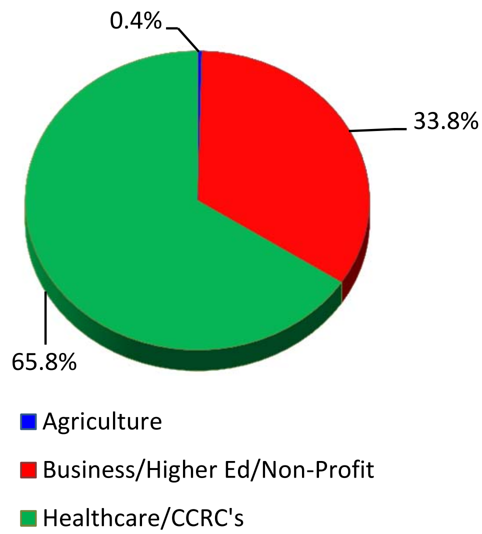
Bonds Issued in Calendar Year 2012



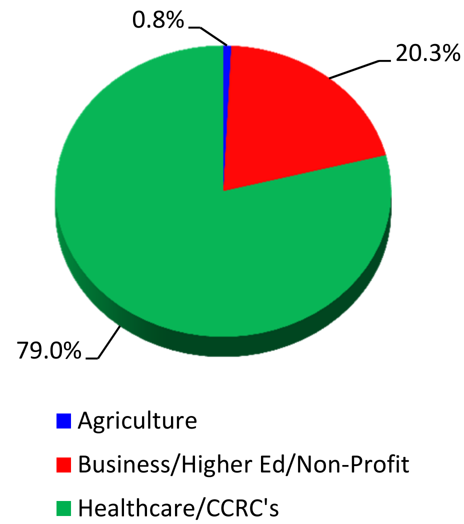
Illinois Finance Authority
Project Revenue
Fiscal Year 2012

Market Sector	Principal Amount ($)	New Money ($)	#	Revenue ($)
Agriculture	$ 7,315,939.00	$ 7,315,939.00	35	$ 106,239.08
Business/Higher Ed/Non-Profit	634,472,845.51	196,002,845.51	17	772,901.34
Healthcare/CCRC's	1,233,648,200.00	763,668,200.00	15	1,584,371.00
	$ 1,875,436,984.51	$ 966,986,984.51	67	$ 2,463,511.42

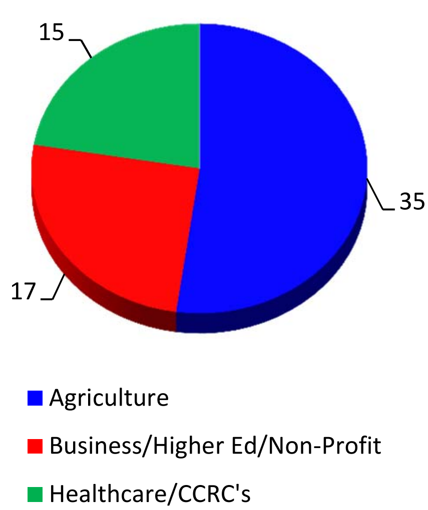
Principal Amount ($)



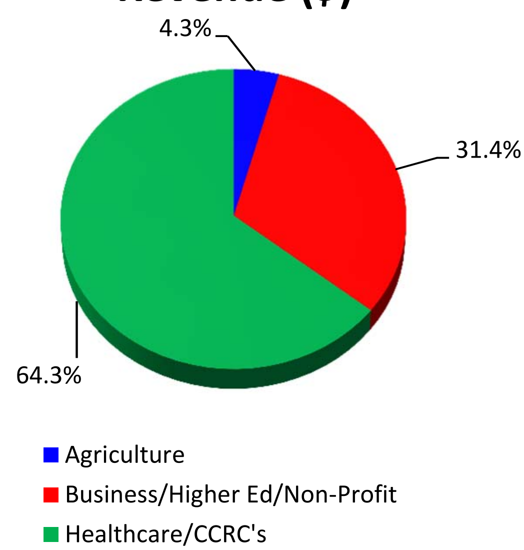
New Money Principal($)



of Projects

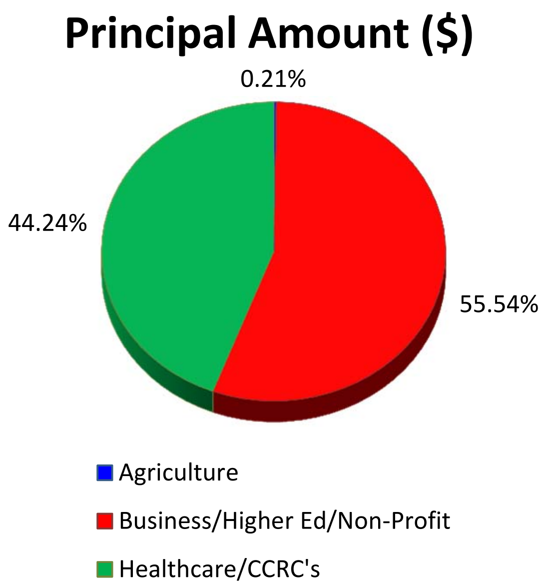


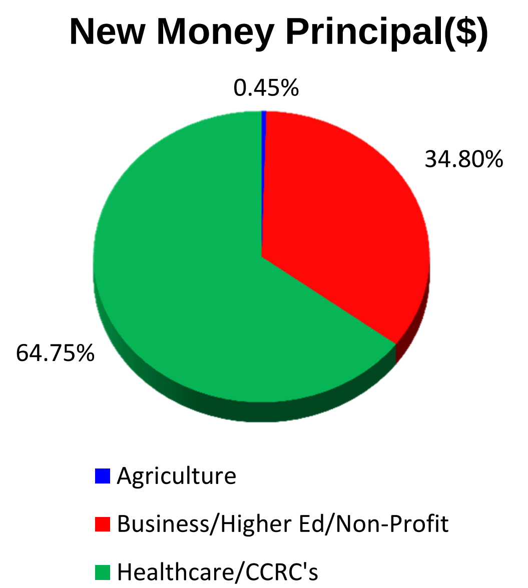
Revenue ($)

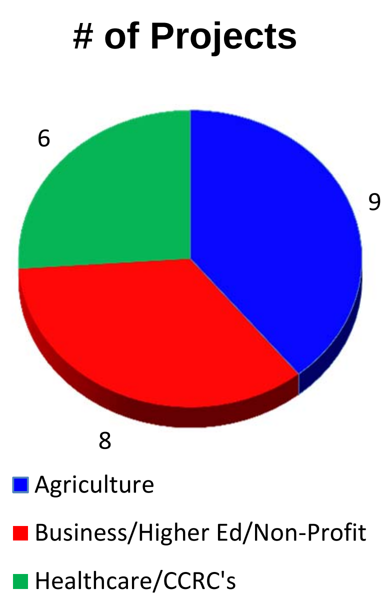


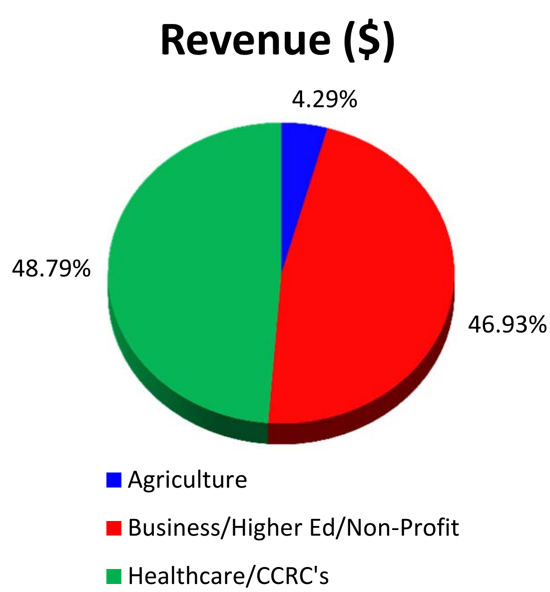
Illinois Finance Authority
Project Revenue
Calendar Year 2012

Market Sector	Principal Amount ($)	New Money ($)	#	Revenue ($)
Agriculture	$ 1,959,869.00	$ 1,959,869.00	9	$ 28,498.04
Business/Higher Ed/Non-Profit	507,651,000.00	150,101,000.00	8	312,100.00
Healthcare/CCRC's	404,358,200.00	279,293,200.00	6	324,461.00
	$ 913,969,069.00	$ 431,354,069.00	23	$ 665,059.04









ILLINOIS FINANCE AUTHORITY

Schedule of Debt [a]

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 June 30, 2011	Principal Outstanding May 31, 2012	Program Limitations	Remaining Capacity
	Illinois Finance Authority "IFA" [b]				
383	Agriculture	$ 47,342,000	$ 54,658,000		
90	Education	3,796,724,000	4,113,021,000		
257	Healthcare	12,385,257,000	12,748,027,000		
70	Industrial Development [includes Recovery Zone/Midwest Disaster]	830,969,000	801,441,000		
20	Local Government	246,460,000	235,995,000		
17	Multifamily/Senior Housing	160,222,000	158,168,000		
98	501(c)(3) Not-for Profits	1,218,793,000	1,234,609,000		
5	Exempt Facilities Bonds	130,300,000	130,090,000		
940	**Total IFA Principal Outstanding**	**$ 18,816,067,000**	**$ 19,476,009,000**		
	Illinois Development Finance Authority "IDFA" [b]				
3	Education	20,661,000	19,941,000		
5	Healthcare	209,185,000	198,620,000		
61	Industrial Development	502,234,000	358,124,000		
20	Local Government	322,251,000	261,252,000		
10	Multifamily/Senior Housing	130,521,000	95,511,000		
86	501(c)(3) Not-for Profits	959,280,000	896,276,000		
182	**Total IDFA Principal Outstanding**	**$ 2,144,132,000**	**$ 1,829,724,000**		
	Illinois Rural Bond Bank "IRBB" [b]				
14	Bond Bank Revenue Bonds	20,220,000	16,825,000		
14	**Total IRBB Principal Outstanding**	**$ 20,220,000**	**$ 16,825,000**		
75	**Illinois Health Facilities Authority "IHFA"**	**$ 2,472,613,000**	**$ 1,915,626,000**		
46	**Illinois Educational Facilities Authority "IEFA"**	**$ 1,401,337,000**	**$ 1,176,787,000**		
561	**Illinois Farm Development Authority "IFDA" [f]**	**$ 34,936,000**	**$ 34,936,000**		
1,818	**Total Illinois Finance Authority Debt**	**$ 24,889,305,000**	**$ 24,449,907,000**	**$ 28,150,000,000**	**$ 3,700,093,000**

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

Section I (b)

		Principal Outstanding June 30, 2011	Principal Outstanding May 31, 2012	Program Limitations	Remaining Capacity
	General Purpose Moral Obligations				
	Illinois Finance Authority Act [20 ILCS 3501/801-40(w)]				
14	Issued through IRBB - Local Government Pools	$ 20,220,000	$ 16,825,000		
7	Issued through IFA - Local Government Pools	26,680,000	25,305,000		
2	Issued through IFA - Illinois Medical District Commission	39,640,000	39,120,000		
23	**Total General Moral Obligations**	**$ 86,540,000**	**$ 81,250,000**	**$ 150,000,000**	**$ 68,750,000**
	Financially Distressed Cities Moral Obligations				
	Illinois Finance Authority Act [20 ILCS 3501/825-60]				
2	Issued through IFA	$ 3,825,000	$ 3,240,000		
1	Issued through IDFA	3,565,000	2,430,000		
3	**Total Financially Distressed Cities**	**$ 7,390,000**	**$ 5,670,000**	**$ 50,000,000**	**$ 44,330,000**
	State Component Unit Bonds [c]				
14	Issued through IRBB	$ 20,220,000	$ 16,825,000		
2	Issued through IDFA [j]	82,090,000	69,685,000		
2	Issued through IFA [j]	29,937,000	28,562,000		
18	**Total State Component Unit Bonds**	**$ 132,247,000**	**$ 115,072,000**		

Designated exclusive Issuer by the Governor of the State of Illinois to issue Midwest Disaster Area Bonds in Illinois, February 11, 2010.

Section I (c)

		Principal Outstanding June 30, 2011	Principal Outstanding May 31, 2012	Program Limitations	Remaining Capacity
2	**Midwest Disaster Bonds [Flood Relief]**	**$ 20,200,000**	**$ 41,261,000**	**$ 1,515,271,000**	**$ 1,474,010,000**

Designated by the Governor of the State of Illinois to manage and coordinate the re-allocation of Federal ARRA Volume Cap and the issuance of Recovery Zone Bonds in the State of Illinois to fully utilize RZBs before December 31, 2010.

Section I (d)

		ARRA Act of 2009 Volume Cap Allocated [h]	City/Counties Ceded Voluntarily to IFA	Bonds Issued as of May 31, 2012	Available "Ceded" Volume Cap
-	**Recovery Zone Economic Development Bonds;**	**$ 666,972,000**	**$ 16,940,000**	**$ 12,900,000**	**$ 4,040,000**
8	**Recovery Zone Facilities Bonds**	**$ 1,000,457,000**	**$ 292,400,000**	**$ 216,773,000**	**$ 75,627,000**
-	**Qualified Energy Conservation Bonds**	**$ 133,846,000**	**$ -**	**$ 12,500,000**	**$ -**

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

Section II

	Principal Outstanding June 30, 2011	Principal Outstanding May 31, 2012	Program Limitations	Remaining Capacity
Illinois Power Agency	**$ -**	**$ -**	**$ 4,000,000,000**	**$ 4,000,000,000**

ILLINOIS FINANCE AUTHORITY

Schedule of Debt [a]

Illinois Finance Authority Act [20 ILCS 3501 Section 825-65(f); 825-70 and 825-75] - see also P.A. 96-103 effective 01/01/2010

Section III	**Principal Outstanding June 30, 2011**	**Principal Outstanding May 31, 2012**	**Program Limitations**	**Remaining Capacity**
Clean Coal, Coal ,Renewable Energy and Energy Efficiency Projects	**$ -**	**$ -**	**$ 3,000,000,000** [d]	**$ 3,000,000,000**

Issued under the Illinois Finance Authority Act [20 ILCS 3501 Sections 830-25 (see also P.A.96-103); 830-30; 830-35; 830-45 and 830-50]

	Section IV	**Principal Outstanding June 30, 2011**	**Principal Outstanding May 31, 2012**	**Program Limitations**	**Remaining Capacity**	**State Exposure**
	Agri Debt Guarantees [Restructuring Existing Debt]	**$ 17,330,000**	**$ 15,248,000**	**$ 160,000,000**	**$ 144,752,000**	**$ 12,946,000**
84	**Fund # 994 - Fund Balance $ 10,027,323**					
	AG Loan Guarantee Program	**$ 41,519,000**	**$ 15,473,000**	**$ 225,000,000** [e]	**$ 209,527,000**	**$ 13,151,000**
39	**Fund # 205 - Fund Balance $ 7,743,993**					
10	Agri Industry Loan Guarantee Program	$ 9,753,000	$ 8,208,000			6,977,000
0	Renewable Fuels	22,823,000	-			-
2	Farm Purchase Guarantee Program	975,000	969,000			823,000
17	Specialized Livestock Guarantee Program	5,552,000	4,085,000			3,472,000
10	Young Farmer Loan Guarantee Program	2,416,000	2,211,000			1,879,000
123	**Total State Guarantees**	**$ 58,849,000**	**$ 30,721,000**	**$ 385,000,000**	**$ 354,279,000**	**$ 26,097,000**

Issued under the Illinois Finance Authority Act [20 ILCS 3501 Sections 825-80 and 825-85

	Section V		**Principal Outstanding June 30, 2011**	**Principal Outstanding May 31, 2012**	**Appropriation Fiscal Year 2012**	**Fund Balance**
115	Fire Truck Revolving Loan Program	**Fund # 572**	**$ 17,486,608**	**$ 16,140,930**	**$ 6,003,342**	**$ 4,432,522**
10	Ambulance Revolving Loan Program	**Fund # 334**	**$ 832,213**	**$ 671,227**	**$ 7,006,800**	**$ 3,484,538**

Note: Due to deposits in transit, the Cash Balance at the Illinois Office of the Comptroller may differ from the Illinois Finance Authority's General Ledger.

Issued under the Illinois Environmental Facilities Financing Act [20 ILCS 3515/9]

	Section VI	**Principal Outstanding June 30, 2011**	**Principal Outstanding May 31, 2012**	**Program Limitations**	**Remaining Capacity**
	Environmental [Large Business]				
6	Issued through IFA	315,148,000	$ 123,098,000		
18	Issued through IDFA	356,895,000	350,520,000		
24	**Total Environmental [Large Business]**	**$ 672,043,000**	**$ 473,618,000**	**$ 2,425,000,000**	**$ 1,951,382,000**
	Environmental [Small Business]	**-**	**$ -**	**$ 75,000,000**	**$ 75,000,000**
24	**Total Environment Bonds Issued under Act**	**$ 672,043,000**	**$ 473,618,000**	**$ 2,500,000,000**	**$ 2,026,382,000**

Illinois Finance Authority Funds at Risk

Section VII #		**Original Amount**	**Principal Outstanding June 30, 2011**	**Principal Outstanding May 31, 2012**
	Participation Loans			
23	Business & Industry	23,020,157.95	12,718,990.12	5,384,301.04
9	Agriculture	6,079,859.01	3,308,196.84	1,761,416.04
32	**Participation Loans exluding Defaults & Allowances**	**$ 29,100,016.96**	**$ 16,027,186.96**	**$ 7,145,717.08**
	Plus: Legacy IDFA Loans in Default		**1,139,934.62**	**910,631.89**
	Less: Allowance for Doubtful Accounts		**3,957,841.93**	**1,644,830.88**
	Total Participation Loans		**$ 13,209,279.65**	**$ 6,411,518.09**
1	**Illinois Facility Fund**	**$ 1,000,000.00**	**$ 1,000,000.00**	**1,000,000.00**
4	**Local Government Direct Loans**	**$ 1,289,750.00**	**$ 246,526.74**	**218,423.96**
3	**FmHA Loans**	**$ 963,250.00**	**$ 303,781.68**	**265,711.59**
2	**Renewable Energy [RED Fund]**	**$ 2,000,000.00**	**$ 1,668,554.37**	**1,587,267.71**
42	**Total Loans Outstanding**	**$ 34,353,016.96**	**$ 16,428,142.44**	**$ 9,482,921.35**

[a] Total subject to change; late month payment data may not be included at issuance of report.

[b] State Component Unit Bonds included in balance.

[c] Does not include Unamortized issuance premium as reported in Audited Financials.

[d] Program Limitation reflects the increase to $3 billion effective 01/01/2010 under P.A. 96-103.

[e] Program Limitation reflects the increase from $75 million to $225 million effective 01/01/2010 under P.A. 96-103.

[f] Beginner Farmer Bonds are currently updated annually; new bonds will be added under the Illinois Finance Authority when the bond closes.

[g] Midwest Disaster Bonds - Illinois Counties eligible for Midwest Disaster Bonds include Adams, Calhoun, Clark, Coles, Crawford, Cumberland, Douglas, Edgar, Hancock, Henderson, Jasper, Jersey, Lake, Lawrence, Mercer, Rock Island, Whiteside and Winnebago.

[h] Recovery Zone Bonds - Federal government allocated volume cap directly to all 102 Illinois counties and 8 municipalities with population of 100,000 or more. [Public Act 96-1020]

[i] IFA is working with all of the 110 entities to encourage voluntary waivers to ensure that these resources are used to support project financing before the program expires on December 31, 2010.

[j] Includes EPA Clean Water Revolving Fund

MINUTES OF THE MAY 8, 2012 MEETING OF THE COMMITTEE OF THE WHOLE OF THE BOARD OF DIRECTORS OF THE ILLINOIS FINANCE AUTHORITY

The Board of Directors (the "Board") of the Illinois Finance Authority (the "IFA"), pursuant to notice duly given, held a Committee of the Whole Meeting on May 8, 2012, at 9:30 a.m. in the Chicago Office of the IFA, 180 North Stetson Avenue, Suite 2555, Chicago, Illinois 60601.

IFA Committee of the Whole Members Present:

1. Michael W. Goetz, Vice Chairman
2. Dr. William Barclay
3. Gila J. Bronner
4. James J. Fuentes
5. Edward H. Leonard, Sr.
6. Terrence M. O'Brien
7. Mayor Barrett F. Pedersen
8. Roger E. Poole
9. Bradley A. Zeller

IFA Committee of the Whole Members Excused:

1. William A. Brandt, Jr., Chairman
2. Norman M. Gold
3. Heather D. Parish

IFA Staff Present:

Christopher B. Meister, Executive Director
Richard Frampton, Vice President
Pamela A. Lenane, Vice President and Acting General Counsel
Ximena Granda, Acting Chief Financial Officer
Norma Sutton, Agency Procurement Officer
James Senica, Senior Financial Analyst
Brad R. Fletcher, Legal/Financial Analyst
Terrell Gholston, Procurement Analyst
Nora O'Brien, Legal/Financial Analyst
Sohair Omar, Policy/Operations Analyst
Menaj Chand, Intern
Stacy Liang, Intern
Nicole Xue, Intern

IFA Financial Advisor Present:

Courtney Shea, Acacia Financial Group, Inc.

Guests Present:

None.

I. Call to Order & Roll Call

The Committee of the Whole Meeting was called to order at 9:33 a.m. by Vice Chairman Goetz. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being eight Members present, a quorum was reached.

Mr. Zeller arrived in person at 9:40 a.m. He was added to the roll call by Mr. Fletcher.

II. Chairman's Remarks

Vice Chairman Goetz informed those present that Chairman Brandt was unavailable to attend today's Committee of the Whole Meeting. Furthermore, Vice Chairman Goetz requested those present at the Committee of the Whole Meeting to introduce themselves for the record.

IFA staff present and the IFA Financial Advisor present each made brief introductions with respect to their role at IFA.

III. Message from the Executive Director

Director Meister expressed his pleasure with this month's agenda. Moreover, Director Meister informed the Members of the Committee of the Whole that in addition to the relending program IFA has with the U.S. Department of Agriculture for up to $1.9 million in Rural Development business loans in Gallatin, Saline and Williamson counties, Agenda Item No. 9 is a resolution whereby IFA is seeking to enter into a similar relationship with the Economic Development Administration of the United States Department of Commerce to become a Co-Grantee on a Revolving Loan Fund Grant previously awarded to the Illinois Department of Commerce and Economic Opportunity ("DCEO").

Moreover, IFA will be accepting State Energy Program monies authorized under the American Recovery and Reinvestment Act of 2009, pursuant to a resolution adopted by this Board in February, which will enable the IFA to collaborate with DCEO in furtherance of energy efficiency and renewable energy project financing in Illinois.

Director Meister also noted that the priority of Governor Quinn remains his proposals on pension reform and Medicaid reform, which have been extraordinarily received by opinion leaders throughout the state.

Dr. Barclay and Director Meister engaged in a discussion concerning IFA's fee structure for issuing 501(c)(3) Revenue Bonds. In particular, it was noted that IFA revenues are more closely correlated to the principal amount of bonds being issued rather than the number of transactions closed.

Ms. Bronner inquired as to the developing proposal by the Illinois State Board of Education for IFA to provide alternative sources of financing for distressed school districts across the state under the Emergency Financial Assistance provisions of the Illinois School Code. Director Meister informed the Members of the Committee of the Whole that there have been no updates.

Finally, Director Meister stated that the auction of IFA's Venture Capital portfolio is set for June 8th, 2012, at the offices of McGuire Woods LLP.

Presentation and Consideration of the Financial Statements

Mrs. Granda reported that the month of April had two closings in the Healthcare market sector and one closing in the Agriculture market sector that led to a total of $328,000 in fees, increasing IFA gross revenues Year-To-Date ("YTD") to $5.3 million or 20.5% above the Fiscal Year 2012 ("FY12") budget. In addition, IFA recorded a recovery of bad debt this month from the Pere Marquette Participation Loan for a total of $882,000. This was comprised of $817,000 in principal, $56,000 in accrued interest and $8,000 in miscellaneous fees. Therefore, Gross revenue without the JP Morgan Settlement is $4.3 million or 10.2% below the FY12 budget.

Director Meister engaged in a discussion with Dr. Barclay and the Members of the Committee of the Whole concerning $540,000 received from the Bank of America settlement primarily in connection with the Illinois Development Finance Authority Variable Rate Demand Revenue Bonds (AMR Pooled Loan Financing Program), Series 1999A.

Mrs. Granda stated that IFA's operating expenses YTD are $3.1 million or 10.2% below the FY2012 budget. In comparing expenses for FY12 and Fiscal Year 2011 ("FY11"), when not including loan loss provisions, expenses are down by $285,000 or 8.5%.

The month of April ended with a Net Income of $979,000, primarily due to the recovery of bad debt from the Pere Marquette Participation Loan. This increased IFA's YTD Net Income to $2.4 Million or 143.3% above the FY12 budget. YTD Net Income not including the JP Morgan Settlement is $1.4 million or 42.1% above the FY12 budget. Therefore, the Authority's Balance Sheet remains strong. While the month of April had no loan payoffs, 24 loans totaling $6.2 million have been paid in full YTD.

The FY11 Compliance Audit Report was approved by IFA on April 20, 2012. IFA is awaiting release of the Report from the Office of the Auditor General. While inquiries have been made as to when the Report will be released, there has been no response as of today.

IV. Committee Reports

Audit Committee

Ms. Bronner confirmed that the FY11 Compliance Audit Report has been completed and was approved by IFA. Additionally, the FY11 Financial Audit Report and the FY11 Information Technology Audit Report have been completed.

With respect to the FY11 Financial Audit Report, IFA received a clean opinion from the Office of the Auditor General. However, with respect to the FY11 Compliance Audit Report, there were thirteen material findings, comprised of two federal material findings and eleven State material findings. Moreover, there were eight immaterial findings, two of which related specifically to information technology compliance.

These twenty-one findings from the FY11 Compliance Audit Report have begun to be addressed. Seven have been resolved by a Corrective Action Plan and seven more will be 90% competed by June 30, 2012. The final seven findings from the FY11 Compliance Audit Report are mostly out of the control of IFA.

Finally, IFA continues to work with its internal auditor, Crowe Horwath LLP, previously engaged by IFA to comply with State law.

Agriculture Committee

Mr. Leonard reported that the Agriculture Committee reviewed four Beginning Farmer Bond projects for May's agenda. The Agriculture Committee recommended approval of these four projects.

Moreover, the Agriculture Committee approved an Agri-Debt guarantee for Bill Pigot, the credit analysis of which proved to show strong financials.

Healthcare Committee

Dr. Barclay reported that the Healthcare Committee reviewed one 501(c)(3) Revenue Bond project for May's agenda. Additionally, the Healthcare Committee had no update concerning the Medicaid Vendor Payment Program as various structuring issues are being resolved among the Department of Central Management Services.

Ms. Lenane reported that The University of Chicago has recently added the minority underwriting firms of Loop Capital Markets, LLC and Cabrera Capital Markets, LLC as co-managers for their public offering.

Venture Capital Committee

Mr. Fuentes confirmed for the Members of the Committee of the Whole that the auction of IFA's Venture Capital portfolio is set for June 8th, 2012, at the offices of McGuire Woods LLP.

Infrastructure, Energy and Transportation Committee

Vice Chairman Goetz stated that the Infrastructure, Energy and Transportation Committee Meeting will be rescheduled at a date to be determined.

Director Meister reiterated that Members will be updated with further details as developments progress with respect to items requiring the attention of the Infrastructure, Energy and Transportation Committee.

V. Project Reports

Agriculture – Beginning Farmer Bonds

Mr. Senica presented Agenda Item No.1A, Agenda Item No.1B, Agenda Item No. 1C and Agenda Item No. 1D.

Item No. 1A: <u>Brian C. Barth - $185,000</u>

Brian C. Barth is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Eighty Five Thousand Dollars ($185,000). Bond proceeds will be used to finance the acquisition of approximately 97 acres of farmland located in Tamalco Township in Bond County.

Item No. 1B: <u>Eric T. and Elizabeth Hays - $220,500</u>

Eric T. and Elizabeth Hays are requesting approval of a Final Bond Resolution in an amount not-to-exceed Two Hundred Twenty Thousand Five Hundred Dollars ($220,500). Bond proceeds will be used to finance the acquisition of approximately 126 acres of farmland located in Loraine and Yorktown Township in Henry County.

Item No. 1C: <u>Jason and Julie Norman - $488,600</u>

Jason and Julie Norman are requesting approval of a Final Bond Resolution in an amount not-to-exceed Four Hundred Eighty Eight Thousand Six Hundred Dollars ($488,600). Bond proceeds will be used to finance the acquisition of approximately 184 acres of farmland located in Albany and Newton Township in Whiteside County.

Item No. 1D: <u>John C. Doty - $188,000</u>

John C. Doty is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Eighty Eight Thousand Dollars ($188,000). Bond proceeds will be used to finance the acquisition of approximately 47 acres of farmland located in Mattoon Township in Coles County.

Dr. Barclay inquired as to the valuation of land in connection with the transaction for Mr. Doty versus the valuation of land for other Beginning Farmer Bond projects. Mr. Senica informed Dr. Barclay and the Members of the Committee of the Whole that Coles County is a very fertile geographical region of the state of Illinois, and therefore the land may be more expensive in comparison to some other areas of the state.

Additionally, Mr. Leonard and Mr. Zeller engaged in a general discussion about land valuation for agricultural purposes.

Agriculture – Agri-Debt Guarantee

Mr. Senica presented Agenda Item No.2.

Item No. 2: **Bill Pigot - $440,000**

Bill Pigott is requesting approval of a Final Agri-Debt Guarantee Resolution in an amount not-to-exceed Four Hundred Forty Thousand Dollars ($440,000).

Loan proceeds will be used to refinance existing equipment and real estate loans. The Agri-Debt Guarantee of Eighty-five percent of the Loan, or Three Hundred Seventy Four Thousand Dollars ($374,000), is a full faith and credit obligation of the State of Illinois.

Educational, Cultural, and Non-Healthcare 501(c)(3) – 501(c)(3) Revenue Bonds

Mr. Frampton presented Agenda Item No. 3, Agenda Item No. 4, Agenda Item No. 5 and Agenda Item No. 6.

Item No. 3: **Loyola University of Chicago - $150,000,000**

Loyola University of Chicago is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Fifty Million Dollars ($150,000,000).

Bond proceeds, together with other available funds, will be used to (i) finance, refinance or reimburse the University for all or a portion of the costs, including capitalized interest, if any, of the acquisition, construction, renovation, improvement and equipping of certain of its facilities including, without limitation, two new student residence facilities and a new academic building, the renovation and equipping of certain existing academic and residential facilities and the completion of various other campus renovations and improvements and the equipping of the same (collectively, the "New Projects"), (ii) refund, advance refund or provide for payment of all or a portion of the outstanding Illinois Educational Facilities Authority Revenue Bonds, Loyola University of Chicago, Series 2003A (the "Refunded Series 2003A Bonds"), (iii) refund, advance refund or provide for the payment of all or a portion of the outstanding Illinois Finance Authority Revenue Bonds, Loyola University of Chicago, Series 2004A (the

"Refunded Series 2004A Bonds" and, together with the Refunded Series 2003A Bonds, the "Prior Bonds"), (iv) pay certain working capital expenditures if deemed desirable by the University, (v) fund one or more debt service reserve funds required to be maintained in accordance with one or more Trust Indentures between the Authority and one or more trust companies or banks having the powers of a trust company, as trustee, and (vi) pay certain costs relating to the issuance of the Bonds, including the costs of bond insurance or other credit or liquidity enhancement, if any, and certain costs incurred in connection with the refunding, advance refunding or provision for payment of all or a portion of the Prior Bonds (and collectively with the New Projects and Prior Bonds, the "Financing Purposes").

This Project is projected to create up to 25 new jobs and 296 construction jobs.

Additionally, the Committee of the Whole was informed that Loyola University of Chicago has committed to IFA's affirmative action policy of engaging minority-owned firms as co-managers on public offerings for their next transaction.

Item No. 4: **Illinois Wesleyan University - $14,000,000**

Illinois Wesleyan University is requesting approval of a Final Bond Resolution in an amount not-to-exceed Fourteen Million Dollars ($14,000,000).

Bond proceeds, together with other available funds, will be used to (i) refund, advance refund, or provide for the payment of all or a portion of the outstanding principal amount of the University's outstanding Illinois Development Finance Authority Revenue Bonds, Series 2001 (the "Prior Bonds"), (ii) without limitation, finance the construction of residence facilities and the completion of various other campus renovations and improvements (the "Project"), and (iii) make any deposit to certain funds, including debt service reserve funds, required to be maintained in accordance with a Trust Indenture and pay costs associated with the issuance of the Bonds (collectively, with the Prior Bonds and the Project, the "Financing Purposes").

This Project is projected to create up to 3 new jobs and 20 construction jobs.

Item No. 5: **524 Wolcott LLC and Wolcott School - $3,000,000**

524 Wolcott LLC and Wolcott School is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Million Dollars ($3,000,000).

Bond proceeds, together with other available funds, will be used to finance a portion of the cost of (i) constructing, equipping and improving a building located at 524 N. Wolcott, Chicago, Illinois to be used as a private high school to serve children with learning differences (the "Project") and (ii) pay all or a portion of the costs of issuing the Bonds (and together with the Project, the "Financing Purposes").

This Project is projected to create up to 20 new jobs and 22 construction jobs.

Item No. 6: **Lake Forest College – $43,500,000**

Lake Forest College is requesting approval of a Preliminary Bond Resolution in an amount not to exceed Forty Three Million Five Hundred Thousand Dollars ($43,500,000).

Bond proceeds, together with other available funds, will be used to (i) finance the demolition of existing facilities and related site preparation, and the design, development, construction, furnishing, and equipping of an approximately 60,000 square foot, 235-bed student housing facility consisting of a residential building and related facilities (the "Project"), and including the costs of demolition of the existing building on the site, (ii) refund, advance refund or provide for the payment of all or a portion of the outstanding balance of Illinois Educational Facilities Authority Series 1998 Revenue Bonds (the "Prior Bonds"), if deemed necessary and desirable by the Borrower, and (iii) fund a portion of interest on the Bonds, if deemed necessary and desirable, (iv) fund a debt service reserve fund, if deemed necessary or desirable, (v) pays expenses incurred in connection with issuance of the Bonds, including bond insurance, if deemed necessary or desirable by the Borrower (and, collectively, with the Project and Prior Bonds, the "Financing Purposes").

This Project is expected to create up to 3 new jobs and 25 construction jobs.

Vice Chairman Goetz asked Mr. Frampton about the role of Balfour Beatty Campus Solutions, LLC for this Project. Mr. Frampton informed Vice Chairman Goetz and the Members of the Committee of the Whole that Balfour Beatty Campus Solutions, LLC, will be the developer for the Project. Moreover, Balfour Beatty Campus Solutions, LLC, a subsidiary of Balfour Beatty Capitol Group, Inc., has more than 25 years of experience in the development of student housing projects nationwide.

Resolutions

Mr. Frampton presented Agenda Item No. 8.

Item No. 8: **Resolution authorizing the execution and delivery of an Amendment to the Bond and Loan Agreement in connection with Illinois Finance Authority Industrial Development Revenue Bonds (Peddinghaus Corporation Project), Series 2007**

Mr. Frampton informed the Members of the Committee of the Whole that the IFA should expect similar amendments to reset interest rates in the near future for outstanding conduit financings that were structured as direct purchases by banking institutions.

Healthcare – 501(c)(3) Revenue Bonds

Ms. Lenane presented Agenda Item No. 7.

Item No. 7: **<u>The University of Chicago Medical Center - $85,000,000</u>**

The University of Chicago Medical Center is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Eighty Five Million Dollars ($85,000,000).

Bond proceeds will be used to: (i) refund The University of Chicago Medical Center IHFA Series 2001 Bonds and (ii) pay associated costs of issuance.

Resolutions

Mr. Senica presented Agenda Item No. 9.

Item No. 9: **<u>Resolution authorizing the IFA to become a Co-Grantee on the Revolving Loan Fund Grant, Project Number 06-19-01916 awarded by the United States Department of Commerce Economic Development Administration to the Illinois Department of Commerce and Economic Opportunity (as successor to the Illinois Department of Commerce and Community Affairs and, collectively with the IFA, the "Co-Grantees") and designating the Executive Director of the IFA as the Authorized Representative of the Co-Grantees</u>**

Director Meister informed the Members of the Committee of the Whole that this Resolution will confirm privity of contract for the IFA as a Co-Grantee with DCEO to enable the repurposing of federal funds.

VI. Other Business

Ms. O'Brien informed the Members of the Committee of the Whole that effective January 1, 2012, Public Act 97-504 requires that Member of a public body subject to the provisions of the Open Meetings Act, such as IFA, must complete electronic training once during their term of appointment and file a copy of the certificate of completion with the public body. Any person who is already serving as an appointed Member of a public body must complete the training between January 1, 2012 and December 31, 2013.

Mr. O'Brien suggested that Members of the Board take the electronic training together at the Chicago office of IFA. Accordingly, Director Meister will make a request with the Office of the Attorney General.

VII. Public Comment

None.

VIII. Adjournment

Vice Chairman Goetz asked if there were any other business to before the Committee of the Whole. Hearing none, the Committee of the Whole Meeting adjourned at 10:20 a.m.

Minutes submitted by:
Brad R. Fletcher
Assistant Secretary of the Board

MINUTES OF THE MAY 8, 2012 MEETING OF THE BOARD OF DIRECTORS OF THE ILLINOIS FINANCE AUTHORITY

The Board of Directors (the "Board") of the Illinois Finance Authority (the "IFA"), pursuant to notice duly given, held a Board Meeting on May 8, 2012, at 10:30 a.m. in the Conference Center, One Prudential Plaza, 130 East Randolph Avenue, Suite 750, Chicago, Illinois 60601.

IFA Board Members Present:

1. Michael W. Goetz, Vice Chairman
2. Dr. William Barclay
3. Gila J. Bronner
4. James J. Fuentes
5. Terrence M. O'Brien
6. Edward H. Leonard, Sr.
7. Mayor Barrett F. Pedersen
8. Roger E. Poole
9. Bradley A. Zeller

IFA Board Members Excused:

1. William A. Brandt, Jr., Chairman
2. Norman M. Gold
3. Heather D. Parish

IFA Staff Present:

Christopher B. Meister, Executive Director
Richard Frampton, Vice President
Pamela A. Lenane, Vice President and Acting General Counsel
James Senica, Senior Financial Analyst
Brad R. Fletcher, Legal/Financial Analyst
Terrell Gholston, Procurement Analyst
Nora O'Brien, Legal/Financial Analyst
Sohair Omar, Policy/Operations Analyst
Menaj Chand, Intern
Stacy Liang, Intern

IFA Financial Advisor Present:

Courtney Shea, Acacia Financial Group, Inc.

Guests Present:

Jeff Aeder, Wolcott School
John F. Bibby, Jr., Jones Day
Nancy A. Burke, Chapman & Cutler LLP
Thomas Butala, The Daily Whale
Leslie T. Chapman, Lake Forest College
Elizabeth Fleming Weber, Katten Muchin Rosenman LLP
Anthe Mitrakos, Crain Communications, Inc.
James M. Snyder, Ice Miller LLP
Joseph B. Starshak, Starshak Winzenburg & Co.
Lance C. Tyson, The Tyson Law Group, LLC
Lorraine M. Tyson, Pugh, Jones & Johnson, P.C.
Steven Washington, Ice Miller LLP

I. Call to Order & Roll Call

The Board Meeting was called to order at 10:32 a.m. by Vice Chairman Goetz. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being nine Members present, a quorum was reached.

II. Chairman's Remarks

Vice Chairman Goetz welcomed Members of the Board, IFA staff and all guests present. He informed those present that Chairman Brandt was unavailable to attend today's Board Meeting.

III. Adoption of Minutes

Vice Chairman Goetz stated that both the Minutes of the Committee of the Whole Meeting and the Minutes of the Board Meeting, each held on April 10, 2012, were reviewed at the Committee of the Whole Meeting held earlier this morning. Vice Chairman Goetz requested a motion to adopt the Minutes of both Meetings held on April 10, 2012. Ms. Bronner made a motion and Mayor Pedersen seconded the motion. A roll call vote was taken and the motion was adopted.

IV. Acceptance of Financial Statements

Vice Chairman Goetz stated that the Financial Statements for the Month ended April 30, 2012 were reviewed at the Committee of the Whole Meeting held earlier this morning. Vice Chairman Goetz asked if the Members of the Board had any questions related to the Financial Statements for the Month ended April 30, 2012. There being none, Vice Chairman Goetz requested leave to apply the previous roll call vote in favor of accepting the Financial Statements for the Month ended April 30, 2012. Leave was granted unanimously.

Project Approvals

Vice Chairman Goetz asked Mr. Frampton to present the projects and resolutions to the Board.

Mr. Frampton presented each of the following projects and resolutions:

Agriculture – Beginning Farmer Bonds

Item No. 1A: Brian C. Barth - $185,000

Brian C. Barth is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Eighty Five Thousand Dollars ($185,000). Bond proceeds will be used to finance the acquisition of approximately 97 acres of farmland located in Tamalco Township in Bond County.

Item No. 1B: Eric T. and Elizabeth Hays - $220,500

Eric T. and Elizabeth Hays are requesting approval of a Final Bond Resolution in an amount not-to-exceed Two Hundred Twenty Thousand Five Hundred Dollars ($220,500). Bond proceeds will be used to finance the acquisition of approximately 126 acres of farmland located in Loraine and Yorktown Township in Henry County.

Item No. 1C: Jason and Julie Norman - $488,600

Jason and Julie Norman are requesting approval of a Final Bond Resolution in an amount not-to-exceed Four Hundred Eighty Eight Thousand Six Hundred Dollars ($488,600). Bond proceeds will be used to finance the acquisition of approximately 184 acres of farmland located in Albany and Newton Township in Whiteside County.

Item No. 1D: John C. Doty - $188,000

John C. Doty is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Eighty Eight Thousand Dollars ($188,000). Bond proceeds will be used to finance the acquisition of approximately 47 acres of farmland located in Mattoon Township in Coles County.

Agriculture – Agri-Debt Guarantee

Item No. 2: Bill Pigot - $440,000

Bill Pigott is requesting approval of a Final Agri-Debt Guarantee Resolution in an amount not-to-exceed Four Hundred Forty Thousand Dollars ($440,000).

Loan proceeds will be used to refinance existing equipment and real estate loans. The Agri-Debt Guarantee of Eighty-five percent of the Loan, or Three Hundred Seventy Four Thousand Dollars ($374,000), is a full faith and credit obligation of the State of Illinois.

Educational, Cultural, and Non-Healthcare 501(c)(3) – 501(c)(3) Revenue Bonds

Item No. 3: **Loyola University of Chicago - $150,000,000**

Loyola University of Chicago is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Fifty Million Dollars ($150,000,000).

Bond proceeds, together with other available funds, will be used to (i) finance, refinance or reimburse the University for all or a portion of the costs, including capitalized interest, if any, of the acquisition, construction, renovation, improvement and equipping of certain of its facilities including, without limitation, two new student residence facilities and a new academic building, the renovation and equipping of certain existing academic and residential facilities and the completion of various other campus renovations and improvements and the equipping of the same (collectively, the "New Projects"), (ii) refund, advance refund or provide for payment of all or a portion of the outstanding Illinois Educational Facilities Authority Revenue Bonds, Loyola University of Chicago, Series 2003A (the "Refunded Series 2003A Bonds"), (iii) refund, advance refund or provide for the payment of all or a portion of the outstanding Illinois Finance Authority Revenue Bonds, Loyola University of Chicago, Series 2004A (the "Refunded Series 2004A Bonds" and, together with the Refunded Series 2003A Bonds, the "Prior Bonds"), (iv) pay certain working capital expenditures if deemed desirable by the University, (v) fund one or more debt service reserve funds required to be maintained in accordance with one or more Trust Indentures between the Authority and one or more trust companies or banks having the powers of a trust company, as trustee, and (vi) pay certain costs relating to the issuance of the Bonds, including the costs of bond insurance or other credit or liquidity enhancement, if any, and certain costs incurred in connection with the refunding, advance refunding or provision for payment of all or a portion of the Prior Bonds (and collectively with the New Projects and Prior Bonds, the "Financing Purposes").

This Project is projected to create up to 25 new jobs and 296 construction jobs.

Additionally, the amount not-to-exceed One Hundred Fifty Million Dollars ($150,000,000) is a parameter; the anticipated Par amount for the IFA Series 2012 Bonds is now estimated at approximately Ninety Four Million Two Hundred Thousand Dollars ($94,200,000).

Item No. 4: **Illinois Wesleyan University - $14,000,000**

Illinois Wesleyan University is requesting approval of a Final Bond Resolution in an amount not-to-exceed Fourteen Million Dollars ($14,000,000).

Bond proceeds, together with other available funds, will be used to (i) refund, advance refund, or provide for the payment of all or a portion of the outstanding principal amount of the University's outstanding Illinois Development Finance Authority Revenue Bonds, Series 2001 (the "Prior Bonds"), (ii) without limitation, finance the construction of residence facilities and the completion of various other campus renovations and improvements (the "Project"), and (iii) make any deposit to certain funds, including debt service reserve funds, required to be maintained in accordance with a Trust Indenture and pay costs associated with the issuance of the Bonds (collectively, with the Prior Bonds and the Project, the "Financing Purposes").

This Project is projected to create up to 3 new jobs and 20 construction jobs.

Healthcare – 501(c)(3) Revenue Bonds

Item No. 7: **The University of Chicago Medical Center - $85,000,000**

The University of Chicago Medical Center is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Eighty Five Million Dollars ($85,000,000).

Bond proceeds will be used to: (i) refund The University of Chicago Medical Center IHFA Series 2001 Bonds and (ii) pay associated costs of issuance.

Resolutions

Item No. 8: **Resolution authorizing the execution and delivery of an Amendment to the Bond and Loan Agreement in connection with Illinois Finance Authority Industrial Development Revenue Bonds (Peddinghaus Corporation Project), Series 2007**

Item No. 9: **Resolution authorizing the IFA to become a Co-Grantee on the Revolving Loan Fund Grant, Project Number 06-19-01916 awarded by the United States Department of Commerce Economic Development Administration to the Illinois Department of Commerce and Economic Opportunity (as successor to the Illinois Department of Commerce and Community Affairs and, collectively with the IFA, the "Co-Grantees") and designating the Executive Director of the IFA as the Authorized Representative of the Co-Grantees**

Vice Chairman Goetz asked if the Members of the Board had any questions related to any of the projects or resolutions presented. There being none, Vice Chairman Goetz requested leave to apply the previous roll call vote in favor of each project and resolution. Leave was granted unanimously.

Vice Chairman Goetz asked Mr. Frampton to present the projects which have guests present whom wish to speak in support of their respective project.

Mr. Frampton presented each of the following projects:

Educational, Cultural, and Non-Healthcare 501(c)(3) – 501(c)(3) Revenue Bonds

Item No. 5: **<u>524 Wolcott LLC and Wolcott School - $3,000,000</u>**

524 Wolcott LLC and Wolcott School is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Million Dollars ($3,000,000).

Bond proceeds, together with other available funds, will be used to finance a portion of the cost of (i) constructing, equipping and improving a building located at 524 N. Wolcott, Chicago, Illinois to be used as a private high school to serve children with learning differences (the "Project") and (ii) pay all or a portion of the costs of issuing the Bonds (and together with the Project, the "Financing Purposes").

This Project is projected to create up to 20 new jobs and 22 construction jobs.

Jeff Aeder, Founder of Wolcott School, presented to the Members of the Board a brief summation of the reasons for undertaking this financing, including the need for the city of Chicago to have a dedicated high school serving children with learning differences. Mr. Aeder thanked the Members of the Board for their consideration of this financing.

Vice Chairman Goetz thanked Mr. Aeder for his appearance before the Board. Vice Chairman Goetz asked if the Members of the Board had any questions related to this Project. There being none, Vice Chairman Goetz requested leave to apply the previous roll call vote in favor of this Project. Leave was granted unanimously.

Item No. 6: **<u>Lake Forest College – $43,500,000</u>**

Lake Forest College is requesting approval of a Preliminary Bond Resolution in an amount not to exceed Forty Three Million Five Hundred Thousand Dollars ($43,500,000).

Bond proceeds, together with other available funds, will be used to (i) finance the demolition of existing facilities and related site preparation, and the design, development, construction, furnishing, and equipping of an approximately 60,000 square foot, 235-bed student housing facility consisting of a residential building and related facilities (the "Project"), and including the costs of demolition of the existing building on the site, (ii) refund, advance refund or provide for the payment of all or a portion of the outstanding balance of Illinois Educational Facilities Authority Series 1998 Revenue Bonds (the "Prior Bonds"), if deemed necessary and desirable by the Borrower, and (iii) fund a portion of interest on the Bonds, if deemed necessary and desirable, (iv) fund a debt service reserve fund, if deemed necessary or desirable, (v) pays expenses incurred in connection with issuance of the Bonds, including bond insurance, if deemed necessary or desirable by the Borrower (and, collectively, with the Project and Prior Bonds, the "Financing Purposes").

This Project is expected to create up to 3 new jobs and 25 construction jobs.

Leslie T. Chapman, Vice President for Business Affairs of Lake Forest College, informed the Members of the Board that Lake Forest College is currently in its second year of a five-year enrollment growth plan. As such, Lake Forest College requires an additional housing facility to accommodate its strategic plan which also includes demolishing an existing facility built in 1893. Ms. Chapman thanked the Members of the Board for their consideration of this financing.

Vice Chairman Goetz thanked Ms. Chapman for her appearance before the Board. Vice Chairman Goetz asked if the Members of the Board had any questions related to this Project. There being none, Vice Chairman Goetz requested leave to apply the previous roll call vote in favor of this Project. Leave was granted unanimously.

VII. Other Business

None.

VIII. Public Comment

None.

IX. Adjournment

Vice Chairman Goetz requested a motion to adjourn the Board Meeting. A motion to adjourn was made by Mr. Leonard and seconded by Mayor Pedersen. The motion was adopted unanimously.

The Board Meeting adjourned at 10:50 a.m.

Minutes submitted by:
Brad R. Fletcher
Assistant Secretary of the Board

Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
May 31, 2012

	Actual May 2012	Budget May 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Budget YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2012	% of Budget Expended
REVENUE										
INTEREST ON LOANS	23,876	40,360	(16,484)	-40.84%	443,757	505,141	(61,384)	-12.15%	538,836	82.35%
INVESTMENT INTEREST & GAIN(LOSS)	3,553	2,083	1,470	70.57%	33,453	22,913	10,540	46.00%	25,000	133.81%
ADMINISTRATIONS & APPLICATION FEES	352,389	315,305	37,084	11.76%	2,624,253	3,743,625	(1,119,372)	-29.90%	4,194,325	62.57%
ANNUAL ISSUANCE & LOAN FEES	38,510	33,441	5,069	15.16%	430,784	389,099	41,685	10.71%	425,670	101.20%
OTHER INCOME	932,253	13,605	918,648	6752.28%	3,126,263	149,655	2,976,608	1988.98%	163,250	1915.02%
TOTAL REVENUE	1,350,581	404,794	945,787	233.65%	6,658,510	4,810,433	1,848,077	38.42%	5,347,081	124.53%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	123,710	141,925	(18,215)	-12.83%	1,391,629	1,589,077	(197,448)	-12.43%	1,730,791	80.40%
BENEFITS	18,446	22,060	(3,614)	-16.38%	222,619	243,660	(21,041)	-8.64%	265,728	83.78%
TEMPORARY HELP	-	-	-	0.00%	778	-	778	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	-	833	(833)	-100.00%	413	9,163	(8,750)	-95.49%	10,000	4.13%
TRAVEL & AUTO	5,655	5,833	(178)	-3.05%	48,737	64,163	(15,426)	-24.04%	70,000	69.62%
TOTAL EMPLOYEE RELATED EXPENSES	147,811	170,651	(22,840)	-13.38%	1,664,176	1,906,063	(241,887)	-12.69%	2,076,519	80.14%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	50,046	41,667	8,379	20.11%	497,814	458,337	39,477	8.61%	500,000	99.56%
LOAN EXPENSE & BANK FEE	7,959	9,250	(1,291)	-13.96%	164,373	101,750	62,623	61.55%	111,000	148.08%
ACCOUNTING & AUDITING	21,786	21,962	(176)	-0.80%	244,941	241,582	3,359	1.39%	263,536	92.94%
MARKETING GENERAL	102	1,250	(1,148)	-91.84%	5,013	13,750	(8,737)	-63.54%	15,000	33.42%
FINANCIAL ADVISORY	5,000	16,667	(11,667)	-70.00%	66,185	183,337	(117,152)	-63.90%	200,000	33.09%
CONFERENCE/TRAINING	605	2,500	(1,895)	-75.80%	24,485	27,500	(3,015)	-10.96%	30,000	81.62%
MISC. PROFESSIONAL SERVICES	5,000	9,167	(4,167)	-45.46%	25,013	100,837	(75,824)	-75.19%	110,000	22.74%
DATA PROCESSING	3,192	4,583	(1,391)	-30.35%	38,109	50,413	(12,304)	-24.41%	55,000	69.29%
TOTAL PROFESSIONAL SERVICES	93,690	107,046	(13,356)	-12.48%	1,065,933	1,177,506	(111,573)	-9.48%	1,284,536	82.98%
OCCUPANCY COSTS										
OFFICE RENT	21,603	22,357	(754)	-3.37%	228,437	245,927	(17,490)	-7.11%	268,284	85.15%
EQUIPMENT RENTAL AND PURCHASES	1,004	1,300	(296)	-22.77%	15,717	14,300	1,417	9.91%	15,600	100.75%
TELECOMMUNICATIONS	2,680	3,500	(820)	-23.43%	29,032	38,500	(9,468)	-24.59%	42,000	69.12%
UTILITIES	886	1,000	(114)	-11.40%	11,180	11,000	180	1.64%	12,000	93.17%
DEPRECIATION	3,913	5,682	(1,769)	-31.13%	40,740	47,037	(6,297)	-13.39%	52,649	77.38%
INSURANCE	681	1,950	(1,269)	-65.08%	18,870	21,450	(2,580)	-12.03%	23,400	80.64%
TOTAL OCCUPANCY COSTS	30,767	35,789	(5,022)	-14.03%	343,976	378,214	(34,238)	-9.05%	413,933	83.10%

Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
May 31, 2012

	Actual May 2012	Budget May 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Budget YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2012	% of Budget Expended
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	3,247	2,900	347	11.97%	33,314	31,900	1,414	4.43%	34,800	95.73%
BOARD MEETING - EXPENSES	2,014	2,666	(652)	-24.46%	25,638	29,326	(3,688)	-12.58%	32,000	80.12%
PRINTING	424	875	(451)	-51.54%	6,124	9,625	(3,501)	-36.37%	10,500	58.32%
POSTAGE & FREIGHT	1,434	1,250	184	14.72%	12,683	13,750	(1,067)	-7.76%	15,000	84.55%
MEMBERSHIP, DUES & CONTRIBUTIONS	(351)	1,909	(2,260)	-118.39%	31,384	30,090	1,294	4.30%	32,000	98.08%
PUBLICATIONS	4,424	250	4,174	1669.60%	6,222	2,750	3,472	126.25%	3,000	207.40%
OFFICERS & DIRECTORS INSURANCE	14,704	15,261	(557)	-3.65%	167,499	167,871	(372)	-0.22%	183,132	91.46%
MISCELLANEOUS	(400)	-	(400)	0.00%	400	-	400	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	25,496	25,111	385	1.53%	283,264	285,312	(2,048)	-0.72%	310,432	91.25%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	.	-	-	-	0.00%	-	0.00%
OTHER										
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL EXPENSES	297,764	338,597	(40,833)	-12.06%	3,357,349	3,747,095	(389,746)	-10.40%	4,085,420	82.18%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	1,052,817	66,197	986,620	1490.43%	3,301,161	1,063,338	2,237,823	210.45%	1,261,661	261.65%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TRANSFER	-	-	-	0.00%	177,989	-	177,989	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%	-	-
NET INCOME/(LOSS)	1,052,817	66,197	986,620	1490.43%	3,479,150	1,063,338	2,415,812	227.19%	1,261,661	275.76%

Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending
May 31, 2012

	Actual May 2012	Actual May 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Actual YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance
REVENUE								
INTEREST ON LOANS	23,876	59,934	(36,058)	-60.16%	443,757	878,510	(434,753)	-49.49%
INVESTMENT INTEREST & GAIN(LOSS)	3,553	1,688	1,865	110.49%	33,453	44,656	(11,203)	-25.09%
ADMINISTRATIONS & APPLICATION FEES	352,389	617,978	(265,589)	-42.98%	2,624,253	4,765,574	(2,141,321)	-44.93%
ANNUAL ISSUANCE & LOAN FEES	38,510	38,524	(14)	-0.04%	430,784	510,296	(79,512)	-15.58%
OTHER INCOME	932,253	128,630	803,623	624.76%	3,126,263	273,433	2,852,830	1043.34%
TOTAL REVENUE	1,350,581	846,754	503,827	59.50%	6,658,510	6,472,469	186,041	2.87%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	123,710	139,872	(16,162)	-11.55%	1,391,629	1,616,106	(224,477)	-13.89%
BENEFITS	18,446	18,731	(285)	-1.52%	222,619	220,561	2,058	0.93%
TEMPORARY HELP	-	-	-	0.00%	778	1,382	(604)	0.00%
EDUCATION & DEVELOPMENT	-	-	-	0.00%	413	6,294	(5,881)	-93.44%
TRAVEL & AUTO	5,655	9,760	(4,105)	-42.06%	48,737	48,409	328	0.68%
TOTAL EMPLOYEE RELATED EXPENSES	147,811	168,363	(20,552)	-12.21%	1,664,176	1,892,752	(228,576)	-12.08%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	50,046	87,199	(37,153)	-42.61%	497,814	405,164	92,650	22.87%
LOAN EXPENSE & BANK FEE	7,959	8,100	(141)	-1.74%	164,373	104,384	59,989	57.47%
ACCOUNTING & AUDITING	21,786	27,418	(5,632)	-20.54%	244,941	296,986	(52,045)	-17.52%
MARKETING GENERAL	102	66	36	54.55%	5,013	13,362	(8,349)	-62.48%
FINANCIAL ADVISORY	5,000	23,750	(18,750)	-78.95%	66,185	183,958	(117,773)	-64.02%
CONFERENCE/TRAINING	605	4,740	(4,135)	-87.24%	24,485	16,159	8,326	51.53%
MISC. PROFESSIONAL SERVICES	5,000	15,375	(10,375)	-67.48%	25,013	139,274	(114,261)	-82.04%
DATA PROCESSING	3,192	4,827	(1,635)	-33.87%	38,109	42,949	(4,840)	-11.27%
TOTAL PROFESSIONAL SERVICES	93,690	171,475	(77,785)	-45.36%	1,065,933	1,202,236	(136,303)	-11.34%
OCCUPANCY COSTS								
OFFICE RENT	21,603	21,992	(389)	-1.77%	228,437	232,855	(4,418)	-1.90%
EQUIPMENT RENTAL AND PURCHASES	1,004	1,067	(63)	-5.90%	15,717	18,416	(2,699)	-14.66%
TELECOMMUNICATIONS	2,680	3,897	(1,217)	-31.23%	29,032	33,283	(4,251)	-12.77%
UTILITIES	886	906	(20)	-2.21%	11,180	10,521	659	6.26%
DEPRECIATION	3,913	2,998	915	30.52%	40,740	29,057	11,683	40.21%
INSURANCE	681	1,944	(1,263)	-64.97%	18,870	21,249	(2,379)	-11.20%
TOTAL OCCUPANCY COSTS	30,767	32,804	(2,037)	-6.21%	343,976	345,381	(1,405)	-0.41%

Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending
May 31, 2012

	Actual May 2012	Actual May 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Actual YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	3,247	3,368	(121)	-3.59%	33,314	34,917	(1,603)	-4.59%
BOARD MEETING - EXPENSES	2,014	1,704	310	18.19%	25,638	30,978	(5,340)	-17.24%
PRINTING	424	910	(486)	-53.41%	6,124	8,876	(2,752)	-31.00%
POSTAGE & FREIGHT	1,434	799	635	79.47%	12,683	14,926	(2,243)	-15.03%
MEMBERSHIP, DUES & CONTRIBUTIONS	(351)	2,364	(2,715)	-114.85%	31,384	31,543	(159)	-0.50%
PUBLICATIONS	4,424	74	4,350	5878.38%	6,222	2,234	3,988	178.51%
OFFICERS & DIRECTORS INSURANCE	14,704	15,619	(915)	-5.86%	167,499	178,320	(10,821)	-6.07%
MISCELLANEOUS	(400)	-	(400)	0.00%	400	-	400	0.00%
TOTAL GENL & ADMIN EXPENSES	25,496	24,838	658	2.65%	283,264	301,794	(18,530)	-6.14%
LOAN LOSS PROVISION/BAD DEBT	-	25,000	(25,000)	.	-	600,568	(600,568)	0.00%
OTHER								
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%
TOTAL EXPENSES	297,764	422,480	(124,716)	-29.52%	3,357,349	4,342,731	(985,382)	-22.69%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	1,052,817	424,274	628,543	148.15%	3,301,161	2,129,738	1,171,423	55.00%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%
TRANSFER	-	-	-	0.00%	177,989	1,126,003	(948,014)	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%
NET INCOME/(LOSS)	1,052,817	424,274	628,543	148.15%	3,479,150	3,255,741	223,409	6.86%

Illinois Finance Authority
General Fund
Unaudited
Balance Sheet
for the Eleven Months Ending May 31, 2012

	Actual May 2012
ASSETS	
CASH & INVESTMENTS, UNRESTRICTED	$ 40,484,963
RECEIVABLES, NET	69,690
LOAN RECEIVABLE, NET	6,411,518
OTHER RECEIVABLES	38,663
PREPAID EXPENSES	53,010
TOTAL CURRENT ASSETS	47,057,844
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	112,063
DEFERRED ISSUANCE COSTS	250,835
OTHER ASSETS	
CASH RESTRICTED, INVESTMENTS & RESERVES	1,438,793
VENTURE CAPITAL INVESTMENTS	-
OTHER	(29,722)
TOTAL OTHER ASSETS	1,409,071
TOTAL ASSETS	$ 48,829,813
LIABILITIES	
CURRENT LIABILITIES	$ 1,396,753
LONG-TERM LIABILITIES	369,585
TOTAL LIABILITIES	1,766,338
EQUITY	
CONTRIBUTED CAPITAL	4,111,479
RETAINED EARNINGS	27,501,548
NET INCOME / (LOSS)	3,479,150
RESERVED/RESTRICTED FUND BALANCE	1,732,164
UNRESERVED FUND BALANCE	10,239,134
TOTAL EQUITY	47,063,475
TOTAL LIABILITIES & EQUITY	$ 48,829,813

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
for Period Ending
May 31, 2012

	Actual May 2012	Budget May 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Budget YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2012	% of Budget Expended
REVENUE										
INTEREST ON LOANS	177,023	192,260	(15,237)	-7.93%	2,084,257	2,186,561	(102,304)	-4.68%	2,377,527	87.66%
INVESTMENT INTEREST & GAIN(LOSS)	53,126	50,693	2,433	4.80%	564,558	557,623	6,935	1.24%	608,320	92.81%
ADMINISTRATIONS & APPLICATION FEES	352,390	315,305	37,085	11.76%	2,624,253	3,743,625	(1,119,372)	-29.90%	4,194,325	62.57%
ANNUAL ISSUANCE & LOAN FEES	38,509	33,441	5,068	15.16%	430,784	389,099	41,685	10.71%	425,670	101.20%
OTHER INCOME	989,386	38,605	950,781	2462.84%	3,530,419	424,655	3,105,764	731.36%	463,250	762.10%
TOTAL REVENUE	1,610,434	630,304	980,130	155.50%	9,234,271	7,301,563	1,932,708	26.47%	8,069,092	114.44%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	123,710	141,925	(18,215)	-12.83%	1,391,629	1,589,077	(197,448)	-12.43%	1,730,791	80.40%
BENEFITS	18,446	22,060	(3,614)	-16.38%	222,619	243,660	(21,041)	-8.64%	265,728	83.78%
TEMPORARY HELP	-	-	-	0.00%	778	-	778	0.00%	-	0.00%
EDUCATION & DEVELOPMENT	-	833	(833)	-100.00%	413	9,163	(8,750)	-95.49%	10,000	4.13%
TRAVEL & AUTO	5,655	5,833	(178)	-3.05%	48,737	64,163	(15,426)	-24.04%	70,000	69.62%
TOTAL EMPLOYEE RELATED EXPENSES	147,811	170,651	(22,840)	-13.38%	1,664,176	1,906,063	(241,887)	-12.69%	2,076,519	80.14%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	52,129	43,750	8,379	19.15%	520,727	481,250	39,477	8.20%	525,000	99.19%
LOAN EXPENSE & BANK FEE	222,157	223,448	(1,291)	-0.58%	2,150,469	2,030,998	119,471	5.88%	2,254,446	95.39%
ACCOUNTING & AUDITING	23,335	24,344	(1,009)	-4.14%	261,977	267,784	(5,807)	-2.17%	292,120	89.68%
MARKETING GENERAL	102	1,250	(1,148)	-91.84%	5,013	13,750	(8,737)	-63.54%	15,000	33.42%
FINANCIAL ADVISORY	5,000	16,667	(11,667)	-70.00%	66,185	183,337	(117,152)	-63.90%	200,000	33.09%
CONFERENCE/TRAINING	605	2,500	(1,895)	-75.80%	24,485	27,500	(3,015)	-10.96%	30,000	81.62%
MISC. PROFESSIONAL SERVICES	8,333	12,500	(4,167)	-33.34%	61,014	137,500	(76,486)	-55.63%	150,000	40.68%
DATA PROCESSING	3,192	4,583	(1,391)	-30.35%	38,109	50,413	(12,304)	-24.41%	55,000	69.29%
TOTAL PROFESSIONAL SERVICES	314,853	329,042	(14,189)	-4.31%	3,127,979	3,192,532	(64,553)	-2.02%	3,521,566	88.82%
OCCUPANCY COSTS										
OFFICE RENT	21,603	22,357	(754)	-3.37%	228,437	245,927	(17,490)	-7.11%	268,284	85.15%
EQUIPMENT RENTAL AND PURCHASES	1,004	1,300	(296)	-22.77%	15,717	14,300	1,417	9.91%	15,600	100.75%
TELECOMMUNICATIONS	2,680	3,500	(820)	-23.43%	29,032	38,500	(9,468)	-24.59%	42,000	69.12%
UTILITIES	886	1,000	(114)	-11.40%	11,180	11,000	180	1.64%	12,000	93.17%
DEPRECIATION	3,913	5,682	(1,769)	-31.13%	40,740	47,037	(6,297)	-13.39%	52,649	77.38%
INSURANCE	681	1,950	(1,269)	-65.08%	18,870	21,450	(2,580)	-12.03%	23,400	80.64%
TOTAL OCCUPANCY COSTS	30,767	35,789	(5,022)	-14.03%	343,976	378,214	(34,238)	-9.05%	413,933	83.10%

Illinois Finance Authority
Consolidated - Actual to Budget
Statement of Activities
for Period Ending
May 31, 2012

	Actual May 2012	Budget May 2012	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Budget YTD FY 2012	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2012	% of Budget Expended
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	3,247	2,900	347	11.97%	33,314	31,900	1,414	4.43%	34,800	95.73%
BOARD MEETING - EXPENSES	2,014	2,666	(652)	-24.46%	25,638	29,326	(3,688)	-12.58%	32,000	80.12%
PRINTING	424	875	(451)	-51.54%	6,124	9,625	(3,501)	-36.37%	10,500	58.32%
POSTAGE & FREIGHT	1,434	1,250	184	14.72%	12,683	13,750	(1,067)	-7.76%	15,000	84.55%
MEMBERSHIP, DUES & CONTRIBUTIONS	(352)	1,909	(2,261)	-118.44%	31,384	30,090	1,294	4.30%	32,000	98.08%
PUBLICATIONS	4,424	250	4,174	1669.60%	6,223	2,750	3,473	126.29%	3,000	207.43%
OFFICERS & DIRECTORS INSURANCE	14,704	15,261	(557)	-3.65%	167,498	167,871	(373)	-0.22%	183,132	91.46%
MISCELLANEOUS	(400)	-	(400)	0.00%	400	-	400	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	25,495	25,111	384	1.53%	283,264	285,312	(2,048)	-0.72%	310,432	91.25%
LOAN LOSS PROVISION/BAD DEBT	-	-	-	.	-	-	-	0.00%	-	0.00%
OTHER										
INTEREST EXPENSE	455	455	-	0.00%	5,289	5,293	(4)	-0.08%	5,748	92.01%
TOTAL OTHER	455	455	-	0.00%	5,289	5,293	(4)	-0.08%	5,748	0.00%
TOTAL EXPENSES	519,381	561,048	(41,667)	-7.43%	5,424,684	5,767,414	(342,730)	-5.94%	6,328,198	85.72%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	1,091,053	69,256	1,021,797	1475.39%	3,809,587	1,534,149	2,275,438	148.32%	1,740,894	218.83%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	(140,000)	-	(140,000)	0.00%	-	0.00%
TRANSFER	(1,000,000)	-	(1,000,000)	0.00%	(1,000,000)	-	(1,000,000)	0.00%	-	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TRANSFER FROM STATE		-	-	0.00%	3,321,030	-	3,321,030	0.00%	-	-
NET INCOME/(LOSS)	91,053	69,256	21,797	31.47%	5,990,617	1,534,149	4,456,468	290.48%	1,740,894	344.11%

Illinois Finance Authority
Consolidated Statement of Activities
Comparison
for Period Ending
May 31, 2012

	Actual May 2012	Actual May 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Actual YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance
REVENUE								
INTEREST ON LOANS	177,023	237,059	(60,036)	-25.33%	2,084,257	2,774,844	(690,587)	-24.89%
INVESTMENT INTEREST & GAIN(LOSS)	53,126	77,781	(24,655)	-31.70%	564,558	661,787	(97,229)	-14.69%
ADMINISTRATIONS & APPLICATION FEES	352,390	617,978	(265,588)	-42.98%	2,624,253	4,765,574	(2,141,321)	-44.93%
ANNUAL ISSUANCE & LOAN FEES	38,509	38,524	(15)	-0.04%	430,784	510,296	(79,512)	-15.58%
OTHER INCOME	989,386	159,068	830,318	521.99%	3,530,419	1,386,279	2,144,140	154.67%
TOTAL REVENUE	1,610,434	1,130,410	480,024	42.46%	9,234,271	10,098,780	(864,509)	-8.56%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	123,710	139,872	(16,162)	-11.55%	1,391,629	1,616,106	(224,477)	-13.89%
BENEFITS	18,446	18,731	(285)	-1.52%	222,619	220,561	2,058	0.93%
TEMPORARY HELP	-	-	-	0.00%	778	1,382	(604)	0.00%
EDUCATION & DEVELOPMENT	-	-	-	0.00%	413	6,294	(5,881)	-93.44%
TRAVEL & AUTO	5,655	9,760	(4,105)	-42.06%	48,737	48,409	328	0.68%
TOTAL EMPLOYEE RELATED EXPENSES	147,811	168,363	(20,552)	-12.21%	1,664,176	1,892,752	(228,576)	-12.08%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	52,129	89,282	(37,153)	-41.61%	520,727	429,171	91,556	21.33%
LOAN EXPENSE & BANK FEE	222,157	261,423	(39,266)	-15.02%	2,150,469	2,390,150	(239,681)	-10.03%
ACCOUNTING & AUDITING	23,335	39,044	(15,709)	-40.23%	261,977	327,070	(65,093)	-19.90%
MARKETING GENERAL	102	66	36	54.55%	5,013	13,362	(8,349)	-62.48%
FINANCIAL ADVISORY	5,000	23,750	(18,750)	-78.95%	66,185	183,958	(117,773)	-64.02%
CONFERENCE/TRAINING	605	4,740	(4,135)	-87.24%	24,485	16,159	8,326	51.53%
MISC. PROFESSIONAL SERVICES	8,333	18,708	(10,375)	-55.46%	61,014	186,773	(125,759)	-67.33%
DATA PROCESSING	3,192	4,827	(1,635)	-33.87%	38,109	42,949	(4,840)	-11.27%
TOTAL PROFESSIONAL SERVICES	314,853	441,840	(126,987)	-28.74%	3,127,979	3,589,592	(461,613)	-12.86%
OCCUPANCY COSTS								
OFFICE RENT	21,603	21,992	(389)	-1.77%	228,437	232,855	(4,418)	-1.90%
EQUIPMENT RENTAL AND PURCHASES	1,004	1,067	(63)	-5.90%	15,717	18,416	(2,699)	-14.66%
TELECOMMUNICATIONS	2,680	3,897	(1,217)	-31.23%	29,032	33,283	(4,251)	-12.77%
UTILITIES	886	906	(20)	-2.21%	11,180	10,521	659	6.26%
DEPRECIATION	3,913	2,998	915	30.52%	40,740	29,057	11,683	40.21%
INSURANCE	681	1,944	(1,263)	-64.97%	18,870	21,249	(2,379)	-11.20%
TOTAL OCCUPANCY COSTS	30,767	32,804	(2,037)	-6.21%	343,976	345,381	(1,405)	-0.41%

Illinois Finance Authority
Consolidated Statement of Activities
Comparison
for Period Ending
May 31, 2012

	Actual May 2012	Actual May 2011	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2012	Actual YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	3,247	3,368	(121)	-3.59%	33,314	34,917	(1,603)	-4.59%
BOARD MEETING - EXPENSES	2,014	1,704	310	18.19%	25,638	30,978	(5,340)	-17.24%
PRINTING	424	910	(486)	-53.41%	6,124	8,876	(2,752)	-31.00%
POSTAGE & FREIGHT	1,434	799	635	79.47%	12,683	14,926	(2,243)	-15.03%
MEMBERSHIP, DUES & CONTRIBUTIONS	(352)	2,363	(2,715)	-114.90%	31,384	31,543	(159)	-0.50%
PUBLICATIONS	4,424	75	4,349	5798.67%	6,223	2,234	3,989	178.56%
OFFICERS & DIRECTORS INSURANCE	14,704	15,619	(915)	-5.86%	167,498	178,321	(10,823)	-6.07%
MISCELLANEOUS	(400)	-	(400)	0.00%	400	-	400	0.00%
TOTAL GENL & ADMIN EXPENSES	25,495	24,838	657	2.65%	283,264	301,795	(18,531)	-6.14%
LOAN LOSS PROVISION/BAD DEBT	-	25,000	(25,000)	.	-	595,983	(595,983)	0.00%
OTHER								
INTEREST EXPENSE	455	503	(48)	-9.54%	5,289	5,814	(525)	-9.03%
TOTAL OTHER	455	503	(48)	0.00%	5,289	5,814	(525)	0.00%
TOTAL EXPENSES	519,381	693,348	(173,967)	-25.09%	5,424,684	6,731,317	(1,306,633)	-19.41%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	1,091,053	437,062	653,991	149.63%	3,809,587	3,367,463	442,124	13.13%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	(140,000)	-	(140,000)	0.00%
TRANSFER	(1,000,000)	-	(1,000,000)	0.00%	(1,000,000)		(1,000,000)	0.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
TRANSFERS FROM STATE		-	-	0.00%	3,321,030	(3,302,000)	6,623,030	0.00%
NET INCOME/(LOSS)	91,053	437,062	(346,009)	-79.17%	5,990,617	65,463	5,925,154	9051.15%

Illinois Finance Authority
Consolidated
Unaudited
Balance Sheet
for the Eleven Months Ending May 31, 2012

	Actual May 2011	Actual May 2012
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	$ 29,624,364	$ 40,484,963
RECEIVABLES, NET	88,719	69,690
LOAN RECEIVABLE, NET	35,726,007	25,279,115
NOTES RECEIVABLE	38,719,874	34,895,113
OTHER RECEIVABLES	963,742	761,704
PREPAID EXPENSES	67,691	53,010
TOTAL CURRENT ASSETS	105,190,397	101,543,595
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	113,382	112,063
DEFERRED ISSUANCE COSTS	409,654	338,727
OTHER ASSETS		
CASH RESTRICTED, INVESTMENTS & RESERVES	51,796,019	56,381,383
VENTURE CAPITAL INVESTMENTS	2,247,981	1,947,981
OTHER	3,028,402	3,000,000
TOTAL OTHER ASSETS	57,072,402	61,329,364
TOTAL ASSETS	$ 162,785,835	$ 163,323,749
LIABILITIES		
CURRENT LIABILITIES	1,681,469	1,521,229
BONDS PABYABLE	46,900,000	42,130,000
OTHER LIABILITIES	1,859,680	1,655,219
TOTAL LIABILITIES	50,441,149	45,306,448
EQUITY		
CONTRIBUTED CAPITAL	35,608,692	35,608,692
RETAINED EARNINGS	26,144,175	28,655,681
NET INCOME / (LOSS)	65,463	5,990,617
RESERVED/RESTRICTED FUND BALANCE	37,878,185	35,114,140
UNRESERVED FUND BALANCE	12,648,171	12,648,171
TOTAL EQUITY	112,344,686	118,017,301
TOTAL LIABILITIES & EQUITY	$ 162,785,835	$ 163,323,749

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Jim Senica and Lorrie Karcher

Date: June 12, 2012

Re: Overview Memo for Beginning Farmer Bonds

- **Borrower/Project Name:** Beginning Farmer Bonds
- **Locations:** Throughout Illinois
- **Board Action Requested:** Final Bond Resolution for the attached projects
- **Amount:** Up to $488,600 maximum of new money for each project
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: $218,500**
- **Calendar Year Summary:** (as of June 12, 2012)
  - Volume Cap: $15,000,000
  - Volume Cap Committed: $3,125,439
  - Volume Cap Remaining: $11,874,561
  - Average Farm Acreage: 71
  - Number of Farms Financed: 14
- **IFA Benefits:**
  - **Conduit Tax-Exempt Bonds** – no direct IFA or State funds at risk
  - **New Money Bonds:**
    - Convey tax-exempt status
    - Will use dedicated 2012 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
  - Interest rates, terms, and collateral are negotiated between the Borrower and the Bank, just as with any commercial loan
  - Workouts are negotiated directly between each Borrower and Bank, just as on any secured commercial loan
- **Bond Counsel:** **Burke, Burns & Pinelli, Ltd.**
  Stephen F. Welcome, Esq.
  Three First National Plaza, Suite 4300
  Chicago, IL 60602

A.

Project Number:	**A-FB-TE-CD-8557**
Borrower(s):	**Justison, Patricia K.**
Borrower Benefit:	First Time Land Buyer
Town:	Hillsboro, IL
IFA Bond Amount:	**$218,500**
Use of Funds:	Farmland – re-finance an interim loan for 38 acres of farmland
Purchase Price:	$437,000 / ($11,500 per ac)
%Borrower Equity	5%
% USDA Farm Service Agency	45% *(Subordinate Financing)*
%IFA	50%
Township:	Harristown
County/Region:	Macon / Central
Lender/Bond Purchaser	First National Bank of Litchfield / Kevin Niemann
Legislative Districts:	Congressional: 17th, Bobby Schilling
	State Senate: 49th, William McCann
	State House: 98th, Wayne Rosenthal

Principal shall be paid annually in installments determined pursuant to a Thirty-year (30-year) amortization schedule, with the first principal payment date to begin one year from the date of closing. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin one year from the date of closing with the thirtieth and final payment of all outstanding balances due thirty (30) years from the date of closing.

ILLINOIS FINANCE AUTHORITY

NON-CONDUIT

June 12, 2012

$810,237
ROANOKE MILLING COMPANY, INC. AND NATHAN J. FEHR, INDIVIDUALLY
AGRI-INDUSTRY GUARANTEE

REQUEST	Purpose: Provide 85% loan guarantee in favor of **Morton Community Bank** (the "**Bank**") Project Description: The proposed loan of $810,237 will (i) finance the purchase of **Roanoke Milling Company, Inc.** (the "**Company**") stock by **Mr. Nathan J. Fehr** (together, the Company and Mr. Fehr are the "**Co-Borrowers**") and (ii) refinance an existing IFA Guaranteed loan which was used to renovate the Company's facility. Program Product Type: Agri-Industry Guarantee **State Treasurer's Funds at Risk: $688,701** <u>Conditions:</u> **1)** Annual Profit/Loss statements and annual Balance Sheets provided to Lender and IFA **2)** Receipt of satisfactory updated appraisal to assure an LTV of 80% or less **3)** Assignment of life insurance policy on Nathan J. Fehr **4)** Subordination of all seller debt with payments subject to satisfying a minimum debt service coverage test
BOARD ACTIONS	Final Resolution - 85% Loan Guarantee Voting Record: None prior
MATERIAL CHANGES	N/A
JOB DATA	7 Current jobs 4 New jobs projected 7 Retained jobs N/A Construction jobs projected
BORROWER DESCRIPTION	● Type of entity: S Corporation ● Location: Roanoke, IL ● When was it established: 1965 ● What does the entity do: Custom Feed Milling ● Who does the entity serve: Livestock Producers ● What will new project facilitate: Finance the purchase of Roanoke Milling Company, Inc. Stock and refinancing of existing IFA Guaranteed loan
Proposed Structure	Originating Bank: Morton Community Bank Collateral: • Mortgage on Roanoke Milling Company, Inc. real estate • Blanket security agreement on all chattel property and the stock of Roanoke Milling Company, Inc. • Assignment of $500M life insurance policy on Mr. Nathan J. Fehr Collateral Position: 1st Maturity: 5 years Interest Rate: Fixed for 5 years (see Confidential section)

Sources and Uses

Sources		Uses	
IFA Guarantee:	$688,701	Purchase of Company Stock	$275,000
Bank Loan	<u>121,536</u>	Refinance Existing Loan	<u>535,237</u>
Total	**$<u>810,237</u>**	**Total**	**$<u>810,237</u>**

Recommendation	Credit Review Committee recommends approval subject to the conditions stated above.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
June 12, 2012

Project: Roanoke Milling Company, Inc. and Nathan J. Fehr, individually

STATISTICS

Project Number:	A-AI-GT-8558	Amount:	$810,237
Type:	Agri-Industry Guarantee	IFA Staff:	Jim Senica
County/Region:	Woodford/North Central	City:	Roanoke

BOARD ACTION

Final Resolution-85% Loan Guarantee
State Treasurer's Reserve Funds at risk: $688,701

Credit Review Committee recommends approval subject to the four conditions noted on Page 1.

VOTING RECORD

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

PURPOSE

Use of proceeds: Finance the purchase of Roanoke Milling Company, Inc. stock and refinance the existing IFA Guaranteed loan which was used to renovate the Company's facility.

IFA PROGRAM AND CONTRIBUTION

The Authority's Agri-Industry Guarantee Program is designed to assist and encourage the diversification of Illinois Agriculture and promote value added processing of Illinois Agricultural products. The IFA guarantees up to 85% of a bank's loan to Illinois farmers and agribusiness owners. The guarantees are not transferable without the Authority's written consent. The Authority's agricultural guarantee obligations are backed by an IFA reserve funded for this program and are also full faith and credit obligations of the State of Illinois. IFA's issuance of guarantees helps Borrowers obtain debt financing at reduced rates of interest and improved terms.

VOLUME CAP

N/A

JOBS

Current employment:	7	Projected new jobs:	4
Jobs retained:	7	Construction jobs:	N/A

ESTIMATED SOURCES AND USES OF FUNDS

Sources: IFA Guaranteed Loan Portion:	$688,701	Uses: Refinancing Debt	$535,237
Bank (Unguaranteed) Loan Portion:	121,536	Stock Purchase	275,000
Total	**$810,237**	**Total**	**$810,237**

FINANCING SUMMARY/STRUCTURE

Security:	1st Real estate mortgage on Roanoke Milling Company, Inc. property Blanket security agreement on all chattel property and the stock of Roanoke Milling Company, Inc. Assignment of $500M life insurance policy on Mr. Nathan J. Fehr Mr. Fehr, the sole owner of Roanoke Milling Company, Inc., will also be signing the loan personally (as Co-Borrower).
Structure:	5-year term with 12-year amortization
Interest Mode:	Fixed for 5 years
Credit Enhancement:	IFA 85% Guarantee
Personal Guarantees:	N/A
Maturity:	5 years
Estimated Closing Date:	July 5, 2012

PROJECT/BUSINESS SUMMARY

Summary: Roanoke Milling Company, Inc. (**"the Company"**), an Illinois S Corporation founded by Arthur L. and Carolyn Wilkey in 1966, is engaged in feed manufacturing providing feed products and custom feed mixing services to livestock producers in Central Illinois.

During the past 46 years, the Company has been owned by Arthur and Carolyn Wilkey.

Nathan J. Fehr, who currently owns 7.5% of the Company stock and who has been the day-to-day manager for over the last 20 years, is now in the process of acquiring the remaining stock from the Wilkey family to obtain sole ownership of the business. In managing the day-to-day operation over the last twenty years, Nate has acquired extensive knowledge of the feed business as well as the needs of livestock producers. Arthur and Carolyn (*who are in their mid-80's*) spend a significant portion of the year in Florida and want to get out of the business.

Mr. Fehr has actively guided the Company's strategy and successfully executed its sales growth in recent years.

In 2006, Mr. Fehr contacted several local land owners to persuade them to build large hog facilities on marginal land they had in crop production and to execute leases with several hog producers that had a need for building space on a rental basis. Mr. Fehr secured an initial contract with a 2000-head facility south of Roanoke and then followed with contracts with twelve 2400-head wean-to-finish operations in the Central Illinois region. All of the new contracts prompted the need for significant expansion of the feed manufacturing facilities in 2007 that was financed by a $765,000 loan from Morton Community Bank and further secured with an 85% IFA Agri-Debt guarantee. (*This loan has a maturity date of August 1, 2013*).

The Company is now providing feed for over 100,000 head of hogs per year requiring production of over 250 tons of feed daily. Roanoke Milling is operating two 9-ton, one 18-ton and three 24-ton bulk delivery trucks delivering over a 70-mile radius.

To complement the feed business, the Company also sells lawn and garden supplies, pet foods and specialized cattle and sheep products.

Project Rationale: The proposed loan will refinance the existing facility expansion loan and finance the acquisition of Company stock to facilitate sole ownership of the Company by Mr. Fehr. According to the Bank, Mr. Fehr is an owner able to devote full-time to the business to assure continued long-term viability of the Company and retention of its existing employees.

Timing: The proposed transaction is expected to close within 30 days of approval.

OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Applicant:	Roanoke Milling Company, Inc.
Project Location:	211 W. Husseman Street Roanoke, IL 61561
Collateral Ownership:	Roanoke Milling Company, Inc.

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	N/A		
Accountant:	Gustafson and Associates	LaSalle, IL	
Originating Bank:	Morton Community Bank	Roanoke, IL	Robert Knepp
Bank Counsel:	N/A		
IFA Advisors:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams
	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea
IFA Counsel:	N/A		

LEGISLATIVE DISTRICTS

Congressional:	18 – Aaron Schock
State Senate:	37 – Darin M. LaHood
State House:	73 – David R. Leitch

BACKGROUND INFORMATION

Roanoke Milling Company, Inc. an Illinois S Corporation founded by Arthur L. and Carolyn Wilkey in 1966, is engaged in feed manufacturing providing feed products and custom feed mixing services to livestock producers in Central Illinois. Twenty-year day-to-day manager and 7.5% owner, Nathan J. Fehr, is in the process of acquiring all of the outstanding stock of the Company from the Wilkeys who are in their mid-80's and are wanting to get out of the business and retire. In acquiring the $500,000 of outstanding Company stock, Mr. Fehr will use $275,000 in proceeds from this loan and $225,000 financed by Mr. and Mrs. Wilkey who have agreed to subordinated payments to the Bank/IFA loan. No payments on the subordinated seller note will be permitted unless combined with payment being allowed only if the annual debt service coverage exceeds 1.1.

CONDUIT

June 12, 2012

$10,000,000 (not-to-exceed amount)
ROA Riverside Development, LLC and its successors or assigns

REQUEST	**Purpose:** Bond proceeds will be combined with other funds and used by **ROA Riverside Development, LLC** and its successors or assigns (the "**Borrower**" or "**ROA**") to finance all or a portion of the costs of (i) acquiring, renovating, and equipping, an approximately 88,000 square foot medical office facility and retail mall to be located at 5825, 5875, and 5901 East Riverside Boulevard, Rockford (Winnebago County), IL 61114 to be owned by the Borrower and leased to Rockford Orthopedic Associates, Ltd. (an affiliate of the Borrower) and other retail users (the "**Project**"), (ii) costs of issuance , if deemed necessary or desirable by the Borrower, (iii) capitalized interest, if deemed necessary or desirable by the Borrower, and (iv) certain reserves, if deemed necessary or desirable by the Borrower (and collectively with the Project, the "**Financing Purposes**"). **Program:** Midwestern Disaster Area Revenue Bonds **Volume Cap Required:** This Project will not use any of Illinois Finance Authority's ("IFA's") standard 2012 Private Activity Bond Volume Cap for Industrial Development Revenue Bonds. Rather, this Project will be financed as a Midwestern Disaster Area Revenue Bond ("MDAB") issue and will use up to $10.0 million of an approximately $1.515 billion MDAB allocation to IFA for projects located in 18 MDAB-eligible counties across Illinois. **Extraordinary Conditions:** None. No IFA Funds at risk. No State Funds at risk.
BOARD ACTION	Preliminary Bond Resolution
MATERIAL CHANGES	Not applicable. This is the first time this project has been presented to the IFA Board of Directors.
JOBS DATA	221 (0 at new site) Current jobs; 59 New jobs projected N/A Retained jobs; 30 average; 55 peak (8 mo.'s) Construction jobs projected
BORROWER DESCRIPTION	● Type of entity: Special purpose entity to develop, finance, renovate, and operate the office building/retail shopping center as a multi-tenant rental facility. ● Location: Rockford/ Winnebago/Northern Stateline ● ROA Riverside Development, LLC is affiliated through common ownership with the private medical practice of Rockford Orthopedic Associates, Ltd. (www.rockfordortho.com).
CREDIT INDICATORS	● The Borrower is a newly-formed, non-rated special purpose entity established to develop and own the subject redevelopment project. ● The Bonds will be purchased directly as an investment by **Riverside Community Bank** of Rockford (the "**Bank**"). ● The Bank will be secured by a first mortgage on the subject real estate and a collateral assignment of rents and leases.
STRUCTURE	● The Bonds will be purchased directly as an investment by Riverside Bank of Rockford (which is the direct lender to the Borrower and affiliates of its owner). ● Term: not-to-exceed 30 years (initial term of 10 years with periodic reset provisions thereafter) ● Rate: The initial interest rate will be set at closing as negotiated by the Borrower and the Bank and is estimated at between 3.50% and 4.50% under current market conditions.

SOURCES AND USES

Sources:		**Uses:**	
IFA Bonds	$9,000,000	Project Cost:	$11,080,000
Partner Equity	2,200,000	Costs of Issuance	120,000
Total	**$11,200,000**	**Total**	**$11,200,000**

RECOMMENDATION Credit Review Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
June 12, 2012

Project: ROA Riverside Development, LLC and its successors or assigns

STATISTICS

IFA Project:	I-MDAB-TE-CD-9556	Amount:	$10,000,000 (not-to-exceed amount)
Type:	Midwestern Disaster Area Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Rockford	County/ Region:	Winnebago / Northern Stateline

BOARD ACTION

Preliminary Bond Resolution	
Midwestern Disaster Area Revenue Bonds	No IFA funds at risk
Credit committee recommends approval	No extraordinary conditions

VOTING RECORD

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

PURPOSE

Bond proceeds will be combined with other funds and used by **ROA Riverside Development, LLC** and its successors or assigns (the "**Borrower**" or "**ROA**") to finance all or a portion of the costs of (i) acquiring, renovating, and equipping, an approximately 88,000 square foot medical office facility and retail mall to be located at 5825, 5875, and 5901 East Riverside Boulevard, Rockford (Winnebago County), IL 61114 to be owned by the Borrower and leased to Rockford Orthopedic Associates, Ltd. (an affiliate of the Borrower) and other retail users, (ii) costs of issuance, if deemed necessary or desirable by the Borrower, (iii) capitalized interest, if deemed necessary or desirable by the Borrower, and (iv) certain reserves, if deemed necessary or desirable by the Borrower, all as permitted by the Act.

IFA PROGRAM AND CONTRIBUTION

Midwestern Disaster Area Revenue Bonds ("MDABs") are a federal program that enables tax-exempt bonds to be issued to finance certain types of privately-owned projects that will generate jobs and economic development activity in 18 federally designated counties in Illinois that suffered damage in mid-2008 from floods and other storm damage. MDABs are a provision of the federal Heartland Disaster Tax Relief Act of 2008 (Public Law 100-344; 122 Stat. 3918) (the "Act") that enables issuance of tax-exempt bonds for certain privately-owned projects located in certain designated counties throughout the Midwest until 12/31/2012.

VOLUME CAP

This financing will require Volume Cap allocation under the Midwestern Disaster Area Revenue Bond program provided for under the Act. Illinois Governor Pat Quinn designated the IFA as the Issuer (and Allocating Entity) of MDABs for industrial and commercial projects.

The State is authorized with approximately $1.515 billion in bonding authority for issuance of MDABs until 12/31/2012.

Volume Cap Required: This project will not use any of IFA's 2012 Private Activity Bond Volume Cap allocated for Industrial Revenue Bonds or Exempt Facilities Bond financings.

Because this project will be financed as a Midwestern Disaster Area Revenue Bond issue, this project will require up to $10.0 million of Illinois' Midwestern Disaster Area Revenue Bond allocation.

To date, approximately $41.261MM of MDABs have been issued in Illinois, and an additional $158.5MM have been induced by the Authority.

Accordingly, after reserving $10.0MM of MDAB allocation for the subject project, there will be approximately $1.305 billion of unencumbered MDAB allocation available for use through 12/31/2012.

SOURCES AND USES OF FUNDS

Sources:				**Uses:**		
IFA Bonds	$	9,000,000		Project Costs	$	11,080,000
Equity		2,200,000		Issuance Costs		120,000
Total	**$**	**11,200,000**		**Total**	**$**	**11,200,000**

JOBS

Current employment:	221 (0 at project site)	Projected new jobs:	59 (one year)
Jobs retained:	N/A	Construction jobs:	30 average; 55 peak (8 months)

* The Developer anticipates leasing the building to up to various retail and/or medical office tenants to be determined that will substantially fill the building. All 59 new jobs are attributed to Rockford Orthopedic Associates, Ltd. (i.e., Borrower's affiliate and principal owner). No additional jobs associated with unrelated (and, at this point, unknown) tenants are projected herein to provide a conservative estimate of employment impact. Additionally, it is unknown whether project tenants will be relocating from within the area or will represent new businesses in the greater Rockford area.

FINANCING SUMMARY

Structure/ Bank Direct Purchase: As contemplated, the proposed Bonds will be purchased directly by Riverside Community Bank, Rockford, Illinois (the "**Bank**" or the "**Direct Lender**" / "**Bond Purchaser**"). In addition to the general pledge of the Borrower, the Bank will be secured by a first mortgage on the subject property and a collateral assignment of rents and leases.

Interest Rate: The initial interest rate will be set at closing as negotiated by the Borrower and the Bank and is estimated at between 3.50% and 4.50% under current market conditions. The Bonds are expected to be structured with interest rate reset provisions every 10 years.

Credit Rating: The underlying Borrower is a non-rated entity. The Bonds will be purchased directly by the Borrower's relationship bank (and the primary bank of the Project's principal tenant, Rockford Orthopedic Associates, Ltd.).

Final Maturity Date: Up to 30 years (to be determined)

Anticipated Closing Date: August 2012

BUSINESS SUMMARY

Description: **ROA Riverside Development, LLC** (the "**Borrower**" or "**ROA**"), is an Illinois limited liability company established in 2012 as a special purpose entity to acquire, develop (and redevelop), renovate, construct, own, and operate a multi-tenant building originally developed an office/retail facility originally known as Riverside Pavilion Shopping Center and comprising approximately 88,000 SF and located at 5825, 5875, and 5901 East Riverside Boulevard in Rockford along with adjacent pad development sites/out lots (Winnebago County), Illinois.

The Borrower is principally owned by a group of physicians that are the beneficial owners of Rockford Orthopedic Associates, Ltd., a private medical practice based in Rockford, Illinois that will be the principal tenant of the Project upon completion of the proposed renovations.

Additional ownership information on the Borrower is described further in the Economic Disclosure Statement section of this IFA Board Summary Report (see pages 6).

Additional background information on the Rockford Orthopedic Associates, Ltd. follows immediately below.

Background on Rockford Orthopedic Associates, Ltd.: Rockford Orthopedic Associates, Ltd. (the "**Practice Group**") is a multi-specialty orthopedic and musculoskeletal practice comprised of board certified/admissible physicians. As a bone and joint center, ROA provides upper extremity, joint, trauma, pediatric, and sports medicine orthopedic surgical, conservative, and rehabilitative treatment; arthritis, osteoporosis, and autoimmune disorder care; and neuromuscular pain management. The Practice Group's mission is to provide the highest standards of orthopedic care, and promoting orthopedic wellness through community education.

The Practice Group was established in 1967. Since inception, the Practice Group has grown to currently employ twelve sub-specialized orthopedic surgeons including three upper extremity surgeons, three total joint surgeons, two sports medicine surgeons, three trauma surgeons, and one pediatric orthopedic surgeon. The Practice Group also employs two podiatric surgeons, two non-operative sports medicine physicians, three rheumatologists, two physical medicine & rehabilitation physicians, one occupational medicine physician, fourteen physician assistants, six occupation/hand therapists, eleven physical therapists, and five physical therapy assistants. Additionally, the Practice Group employs a 163-person administrative staff that performs organizational, financial, clerical, billing, accounts receivable, information technology, and clinical functions.

Since 2000, Rockford Orthopedic Associates, Ltd. has added a range of ancillary services including:

- 2001 Physical Therapy and MRI;
- 2003 X-ray and Durable Medical Equipment (DME) Dispensary;
- 2004 DEXA Scan and Electromyography (EMG); and
- 2006 Clinical Research and Pharmaceutical Dispensary.

Management Company: The building will be managed by ROA Development, LLC, a special purpose entity that is also owned by an affiliate of Rockford Orthopedic Associates, Ltd.

Background on the subject facility: The Riverside Pavilion facility was originally constructed as a neighborhood retail center in 1994. The shopping center has suffered from substantial vacancies and diminished rents subsequent to its grocery tenant (Eagle Food Center) ceasing operations in 2000.

Rationale: The proposed acquisition by the Borrower will repurpose the largely vacant retail facility into a medical office facility, creating employment opportunities and increasing the assessed valuation of the property on the Rockford-area tax rolls.

In September 2012, Rockford Orthopedic Associates, Ltd. will add four sub-specialized orthopedic surgeons. These physicians specialize in surgical sports medicine, spine, upper extremity, and total joint, respectively. The addition of the spine surgeon will expand the practice's offerings and is the catalyst for the creation of the spine center to be located at the renovated Riverside Pavilion facility. Ultimately, the Practice Group anticipates 59 additional jobs at the Riverside Pavilion facility within one year of completing the proposed renovation of the facility into a medical office building facility.

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will be combined with other funds and used by **ROA Riverside Development, LLC** and its successors or assigns (the "**Borrower**" or "**ROA**") to finance all or a portion of the costs of (i) acquiring, renovating, and equipping, an approximately 88,000 square foot medical office facility and retail mall to be located at 5825, 5875, and 5901 East Riverside Boulevard, Rockford (Winnebago County), IL 61114 to be owned by the Borrower and leased to Rockford Orthopedic Associates, Ltd. (an affiliate of the Borrower) and other retail users, (ii) costs of issuance , if deemed necessary or desirable by the Borrower, (iii) capitalized interest, if deemed necessary or desirable by the Borrower, and (iv) certain reserves, if deemed necessary or desirable by the Borrower, all as permitted by the Act.

The Borrower anticipates leasing the Project to additional retail tenants to be determined. (The prospective tenants will also be considered principal users of the Project for tax purposes.)

ECONOMIC DISCLOSURE STATEMENT

Applicant: ROA Riverside Development, LLC, c/o Rockford Orthopedic Associates, Ltd., 324 Roxbury Rd. Rockford, IL 60117
Contact: Lauren Anderson, Rockford Orthopedic Associates, Ltd., 324 Roxbury Rd., Rockford, IL 60117; (P) 815-381-7395; laurena@rockfordortho.com
Project name: Riverside Pavilion Redevelopment Project (Preliminary)
Location: 5825, 5875, and 5901 East Riverside Blvd., Rockford (Winnebago County), IL 61114

Ownership Information: The Manager and any individuals holding a 7.5% or greater ownership interest in the Borrower are listed below:

Applicant: ROA Riverside Development, LLC, an Illinois limited liability company, c/o Rockford Orthopedic Associates, Ltd., 324 Roxbury Rd., Rockford, IL 60117:

Manager: Mr. Donald Schreiner, Manager (also CEO of Rockford Orthopedic Associates, Ltd.)

Members: Each of the following 12 individuals owns an 8.33% membership interest in the Borrower:

Mark Barba, M.D.
Brian Bear, M.D.
Andrew Blint, M.D.
William Bush, DPM
Michael Chemell, M.D.
Scott Ferry, M.D.
Kenneth Korcek, M.D.
Edric Schwartz, M.D.
Anthony Sorkin, M.D.
Jon Whitehurst, M.D.
Marc Zussman, M.D.

Seller Disclosure: The subject property was acquired by the Borrower on May 3, 2012 (at which time ROA took title to the property).

It is possible that the property may be conveyed to a new entity (i.e., a successor entity) prior to documentation of this transaction for a Final Bond Resolution. Accordingly, this project ownership information will be updated as necessary prior to consideration of a Final Bond Resolution.

PROFESSIONAL & FINANCIAL

General Counsel:	Reno & Zahm	Rockford, IL	Craig Thomas
Accountant:	WIPFLI, Inc.	Rockford, IL	Michael Smith
Bond Counsel:	Ungaretti & Harris LLP	Chicago, IL	Julie Seymour
Bond Purchaser:	Riverside Community Bank		
	(Heartland Financial USA, Inc.)	Rockford, IL	Kay Wadsworth
			Shelley Phillips
Counsel to Bank:	Dorsey & Whitney, LLP	Des Moines, IA	David Claypool
Bond Trustee:	Not applicable (bank direct purchase)		
Architect:	To be identified when project returns for a Final Bond Resolution		
Building Leasing Agent:	To be identified when project returns for a Final Bond Resolution		
General Contractor:	To be identified when project returns for a Final Bond Resolution		
IFA Counsel:	Kutak Rock LLP	Chicago, IL	Kevin Barney
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	16
State Senate:	34
State House:	68

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton and Brad R. Fletcher

Date: June 12, 2012

Re: Resolution Granting Executive Director Authorization to Act on Behalf of IFA as Promulgated by the Illinois Administrative Code for the Fire Truck Revolving Loan Program

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Request:

Effective July 14, 2005, Public Act 94-221 created the Fire Truck Revolving Loan Program (the "**Fire Truck Program**") under the Illinois Finance Authority Act [20 ILCS 3501/825-80] (the "**Act**") to be jointly administered by the Illinois Finance Authority (the "**IFA**") and the State Fire Marshall ("OSFM"). The Fire Truck Program provides zero-interest loans for the purchase of fire trucks by a fire department, a fire protection district, or a township fire department. IFA makes loans based on need, as determined by OSFM.

The Joint Committee on Administrative Rules ("**JCAR**"), a bipartisan legislative oversight committee, adopted Title 74, Chapter VIII, Part 1100, Subpart H for the Fire Truck Program. According to the Illinois Administrative Code, in addition to the criteria developed by OSFM, the credit review process and funding criteria approved by the IFA for the Fire Truck Program are as follows:

a) If an applicant is delinquent on a previous fire truck or ambulance loan, it is automatically disqualified from both revolving loan programs (ambulance and fire truck) until it is current on its loan repayment.
b) Applicants may be eligible for only one revolving loan program loan (ambulance or fire truck) within a given fiscal year.
c) The applicant must demonstrate its ability to meet at least one of the following minimum debt service coverage requirements:
    1) General fund revenues or specified revenue stream: 1.25x; or
    2) State intercept revenues: 1.25x; or
    3) Direct property levy for the loan: 1.00x.
d) The applicant must submit supporting documentation for the source of repayment as follows:
    1) For general fund or specified revenues, submit a current board-approved budget that reflects the identified revenue source and amount; or
    2) For direct property tax levy, submit a copy of the levy and the ordinance authorizing the levy prior to funding.
e) If the applicant's repayment source is property tax receipts, the applicant's actual property tax collections over the past three fiscal years must exceed 95% of the total possible tax collection.
f) The applicant must provide a resolution or ordinance approved by the applicant's board that includes the following approvals:
    1) Loan Application;
    2) Loan Agreement;
    3) Source and amount of repayment;
    4) State intercept agreement; and
    5) Lien on the fire truck purchased, if required by the Authority.
g) Each loan must be secured by the applicant's:
    1) General funds or, if available, a direct property tax levy or State revenue intercept; and
    2) Possession of the title to the property or an Authority lien on the equipment purchased, if the Authority, in its sole discretion, decides to accept such a lien.

Subject to funding availability, OSFM annually issues loan applications for the Fire Truck Program. For Fiscal Year ("FY") 2012, loan applications were due to OSFM as of April 20, 2012. The loan applications were then reviewed by OSFM.

Ultimately, OSFM approved twenty-nine applications on a preliminary basis that were subsequently forwarded to IFA for a due diligence financial review, including, without limitation, financial statements, certifications and assurances provided by officers of the applicant, local ordinances and resolutions, and related documents to evaluate the creditworthiness of each applicant.

IFA's due diligence financial review is continuing. Several applicants are compiling responses and follow-up information requested by IFA to assist us in completing our due diligence financial review of each loan. As in previous years, upon completion of IFA's due diligence financial review, IFA will notify OSFM regarding which loan applications have been approved, so that necessary documentation can be executed and submitted to the Illinois Office of the Comptroller prior to a June 30, 2012 administrative deadline.

Consistent with historical practice, the accompany Resolution would delegate authority to the Executive Director and authorize the Executive Director to carry out day-to-day management, such as finalizing due diligence financial review and closing loans based on rules promulgated under the Illinois Administrative Code. This delegation Resolution would authorize the Executive Director to approve individual applications and likewise authorize execution of documents necessary to close such loans subject to satisfying the Illinois Administrative Code requirements.

IFA will be charging an administrative fee of $250 in connection with undertaking our due diligence financial review and for documenting and closing each of the approved transactions, consistent with historical practice (and IFA's working agreement with OSFM).

Background

The Fire Truck Program, subject to appropriation, was initially funded in FY 2005. A loan for the purchase of fire trucks may not exceed $250,000 to any fire department or fire protection district and the loan term may not exceed 20 years. The fire department or fire protection district shall repay each year at least 5% of the principal amount borrowed or the remaining balance of the loan, whichever is less. All repayments of loans shall be deposited into the Fire Truck Revolving Loan Fund (the "Fund").

There are no IFA funds at risk. There were $4,378,189 of State-appropriated funds available for Fire Truck Program loan origination as of April 30, 2012**.** Final IFA approval of loan applications will determine the balance of State-appropriated funds at risk (not-to-exceed $4.37 MM). As reflected in Table 1, there have been three rounds of applications since the initial round in FY 2005. The Fire Truck Program funded loans in FY 2005, FY 2006, FY 2008, FY 2009 and FY 2010; however, no loans were funded in FY 2007 or FY 2011.

The Fund has been collectively appropriated $19.00 MM, notwithstanding other Revenues such as interest income and dedicated fees collected by Circuit Court Clerks.

From FY 2005 through FY 2008, $11.06 MM in Fire Truck Program loans were made to 83 entities; in Fiscal Year 2009 and Fiscal Year 2010, $10.62 MM in Fire Truck Program loans were made to 47 entities.

Legislative Update

As of May 30, 2012, the Illinois General Assembly passed Senate Bill 3373. As of June 4, 2012, it awaits being sent to the Governor. As applicable to IFA, Senate Bill 3373 states that all moneys in the Fund shall be paid by OSFM to IFA, for deposit in IFA's Treasury, as soon as may be practical upon Senate Bill 3373 becoming law. Also, all future moneys deposited into the Fund from continuing appropriations shall be paid by OSFM to IFA; provided that IFA and OSFM enter into an intergovernmental agreement to use the moneys transferred to IFA from the Fund solely for the purposes for which the moneys would otherwise be used.

Moreover, Senate Bill 3373 states that IFA, after consulting with OSFM, may determine the financial structure, including but not limited to the terms, conditions, collateral, maturity, and interest rate, of loans to maximize the number of participants in the Fire Truck Revolving Loan Program and to maximize the efficient use of taxpayer appropriated funds. Accordingly, Senate Bill 3373 allows IFA and OSFM to fix, determine, charge, and collect fees, in connection with the Fire Truck Revolving Loan Program as well as adopt rules in accordance with the Illinois Administrative Procedure Act deemed necessary to manage the Fire Truck Revolving Loan Program effectively.

Finally, these aforementioned provisions will apply to both the Fire Station Revolving Loan Program and the Ambulance Revolving Loan Program.

Aggregate 2012 Fire Truck Program Application Requests and Amounts Available in the Fire Truck Revolving Loan Fund

OSFM submitted twenty-nine loan applications to IFA totaling $5,830,500 in May 2012.

As noted in Table 1 (see p. 4), the Fire Truck Revolving Loan Fund had a balance of $4,378,189 as of April 30, 2012 that is available to fund approved loan applications.

There may be additional monies made available under the Fire Truck Revolving Loan Fund later in Calendar Year 2012 (i.e., State of Illinois FY 2013) for creditworthy projects that cannot be funded from existing Fund balances.

PROFESSIONAL & FINANCIAL

Program Administrator:	Office of State Fire Marshall	Springfield, IL	Janet Patterson Jodi Schrage
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

Table 1: Revolving Loan Fund Balances and Disbursements

Fire Truck Revolving Loan Fund (572) Summary 04/30/12									
	FY 05	**FY 06**	**FY 07**	**FY 08**	**FY 09**	**FY 10**	**FY 11**	**FY 12**	**Program Total**
Beginning Balance	$ -	$ 1,164,032	$ 1,338,489	$ 1,941,113	$ 9,847,565	$ 460,127	$ 1,181,755	$ 2,723,118	$ -
Revenues:									
Build Illinois Bonds / SFO Transfer	$ 6,200,000	$ 3,800,000	$ -	$ 9,000,000	$ -	$ -	$ -	$ -	$ 19,000,000
Loan Repayments from Fire Dpt	$ -	$ 589,333	$ 518,722	$ 493,750	$ 586,676	$ 778,187	$ 1,243,527	$ 1,345,678	$ 5,555,873
Fund Interest	$ 31,975	$ 72,815	$ 83,902	$ 101,284	$ 257,342	$ 6,153	$ 10,424	$ 13,563	$ 577,458
Dedicated Rev Source (Circuit Clerk)				$ 24,982	$ 146,009	$ 187,288	$ 287,413	$ 295,830	$ 941,522
Statutory Transfers	$ -	$ -	$ 119,754		$ -	$ -	$ -	$ -	$ 119,754
Total Revenues	$ 6,231,975	$ 4,462,148	$ 722,378	$ 9,620,016	$ 990,027	$ 971,628	$ 1,541,364	$ 1,655,071	$ 26,194,606
Expenses:									
Loans to Fire Departments	$ 5,067,943	$ 4,287,691	$ -	$ 1,713,564	$ 10,377,465	$ 250,000	$ -	$ -	$ 21,696,663
Statutory Transfers			$ 119,754	$ -	$ -	$ -	$ -	$ -	$ 119,754
Total Expenses	$ 5,067,943	$ 4,287,691	$ 119,754	$ 1,713,564	$ 10,377,465	$ 250,000	$ -	$ -	$ 21,816,417
Ending Cash Balance	**$ 1,164,032**	**$ 1,338,489**	**$ 1,941,113**	**$ 9,847,565**	**$ 460,127**	**$ 1,181,755**	**$ 2,723,118**	**$ 4,378,189**	**$ 4,378,189**

IFA RESOLUTION NO. 2012-0612-__03__

RESOLUTION GRANTING EXECUTIVE DIRECTOR AUTHORIZATION TO ACT ON BEHALF OF ILLINOIS FINANCE AUTHORITY AS PROMULGATED BY THE ILLINOIS ADMINISTRATIVE CODE FOR THE FIRE TRUCK REVOLVING LOAN PROGRAM

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

WHEREAS, the Fire Truck Revolving Loan Program has been established under the Act and jointly administered by the Authority and the Office of the Illinois State Fire Marshall ("OSFM") to provide zero-interest loans for the purchase of fire trucks by a fire department, a fire protection district, or a township fire department (the "Fire Truck Revolving Loan Program"); and

WHEREAS, the Joint Committee on Administrative Rules has promulgated Title 74, Chapter VIII, Part 1100, Subpart H under the Illinois Administrative Code (the "Administrative Code") for the Authority and promulgated Title 41, Chapter I, Part 290 under the Administrative Code for OSFM; and

WHEREAS, pursuant to the Act and the Administrative Code, the Authority shall make zero-interest loans for the purchase of fire trucks by a fire department, a fire protection district, or a township fire department based on need, as determined by OSFM; and

WHEREAS, the Executive Director of the Authority (the "Executive Director") has taken certain actions from time to time regarding the Fire Truck Revolving Loan Program, all in accordance with the wishes of the Authority and continue to do so; and

WHEREAS, the Members of the Authority, acting pursuant to their power to adopt this Resolution pursuant to the provisions of Sections 801-25, 801-30 and 801-40 of the Act, hereby wish to ratify the actions already taken by the Executive Director and to grant him continued authority to act autonomously on behalf of the Authority with regard to certain actions relating to the Fire Truck Revolving Loan Program;

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

Section 1. Recitals. The recitals set forth above are hereby found to be true and correct and are incorporated into this Resolution as if fully set forth herein.

Section 2. Ratification of Past Actions. The Authority hereby accepts and ratifies all actions taken by the Executive Director prior to the date of this Resolution, including but not limited to, the acceptance of twenty-nine applications from OSFM for the Fire Truck Revolving Loan Program.

Section 3. Clarification with Regard to All Future Action Taken by the Executive Director. The Authority does hereby authorize, empower and direct the Executive Director to take or cause to be taken any and all such other and further actions, and to execute, acknowledge and deliver any and all such agreements, instruments, certificates and other documents, and to pay all such fees and expenses, as he may deem necessary, appropriate or advisable in order to administer the Fire Truck Revolving Loan Program as follows:

To approve applications of zero-interest loans for the purchase of fire trucks by a fire department, a fire protection district, or a township fire department;

To make zero-interest loans for the purchase of fire trucks by approved applicants, as determined by OSFM;

To take any action necessary to make zero-interest loans for the purchase of fire trucks by approved applicants that are necessary or appropriate to comply with changes in law, that concern routine or ministerial functions, or that involve Fire Truck Revolving Loan Program changes having no material cost or exposure for the Authority; and

To take any other actions necessary or appropriate in the administration of routine or ministerial functions under the Fire Truck Revolving Loan Program.

Ministerial functions, as used in this Resolution, are defined under Labor Regulation § 2509.75-8, Q&A D-2.

Section 4. Enactment. This Resolution shall take effect immediately. 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 the Resolution.

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CONDUIT

June 12, 2012

$21,000,000 (not-to-exceed amount)
Lake Forest College

REQUEST	**Purpose:** Bond proceeds will be used by **Lake Forest College** (the "**College**" or the "**Borrower**") to (i) finance the demolition of existing facilities and related site preparation, and the design, development, construction, furnishing, and equipping of an approximately 60,000 square foot, 235-bed student housing facility consisting of a residential building and related facilities (the "**Project**") and including the costs of demolition of the existing building on the site, (ii) fund a portion of interest on the Bonds, if deemed necessary and desirable, (iii) fund a debt service reserve fund, if deemed necessary or desirable, (iv) pays expenses incurred in connection with issuance of the Bonds, if deemed necessary or desirable by the Borrower (and, collectively, with the Project, the "**Financing Purposes**"). **Program:** 501(c)(3) Revenue Bonds **Extraordinary Conditions:** None. No IFA Funds at risk. No State Funds at risk.
BOARD ACTION	Final Bond Resolution Preliminary Bond Resolution approved 5/8/2012: Ayes: 9; Nays: 0; Abstentions: 0; Absent: 3 (Brandt; Gold; Parish)
MATERIAL CHANGES	Project sizing determined and structure finalized. Refunding Series will not be pursued.

JOB DATA	103	Current jobs	3	New jobs projected
	N/A	Retained jobs	40 peak; 25 avg. (14 months)	Construction jobs projected

BORROWER DESCRIPTION	● Type of entity: Lake Forest College is a 501(c)(3) co-educational undergraduate liberal arts college established in 1857. ● Location: Lake Forest/Lake/Northeast
CREDIT INDICATORS	● Lake Forest College is has applied for ratings from Moody's and S&P and anticipates ratings of Baa3/BBB- in connection with this financing.
STRUCTURE	● Publicly offered tax-exempt, fixed rate bonds with a term of not-to-exceed 40 years (anticipated term 30-31 years). The Bonds will be structured to be fully amortizing following the end of the capitalized interest period. ● The Bonds will be a general obligation and the project will be owned by the College. ● The Bonds will bear a fixed rate to be determined at pricing based on market conditions.

SOURCES AND USES	IFA Bonds	$20,000,000	Project Costs:	$19,600,000
			Costs of Issuance	400,000
	Total	**$20,000,000**	**Total**	**$20,000,000**
RECOMMENDATION	Credit Review Committee recommends approval.			

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
May 8, 2012

Project: Lake Forest College

STATISTICS

IFA Project:	E-PC-TE-CD-8542	Amount:	$21,000,000 (not-to-exceed amount)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Lake Forest	County/ Region:	Lake / Northeast

BOARD ACTION

Final Bond Resolution
Conduit 501(c)(3) Revenue Bonds
Credit Review Committee recommends approval
No IFA funds at risk

VOTING RECORD

Preliminary Bond Resolution approved 5/8/2012:
Ayes: 9; Nays: 0; Abstentions: 0; Absent: 3 (Brandt; Gold; Parish)

PURPOSE

Bond proceeds will be used by **Lake Forest College** (the "**College**" or the "**Borrower**") to (i) finance the demolition of existing facilities and related site preparation, and the design, development, construction, furnishing, and equipping of an approximately 60,000 square foot, 235-bed student housing facility consisting of a residential building and related facilities (the "**Project**") and including the costs of demolition of the existing building on the site, (ii) fund a portion of interest on the Bonds, if deemed necessary and desirable, (iii) fund a debt service reserve fund, if deemed necessary or desirable, and (iv) pays expenses incurred in connection with issuance of the Bonds, if deemed necessary or desirable by the Borrower (and, collectively, with the Project, the "**Financing Purposes**").

IFA PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are municipal bonds authorized under the Internal Revenue Code that enable 501(c)(3) corporations to finance capital projects 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.

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS (Subject to Change)

Sources:	New Money Bonds	$ 20,000,000	**Uses:**	New Project Costs	$ 19,600,000
				Issuance Costs	400,000
	Total:	**$ 20,000,000**		**Total:**	**$ 20,000,000**

JOBS

Current employment:	103	Projected new jobs:	3
Jobs retained:	N/A	Construction jobs:	40 peak; 25 avg. (14 months)

FINANCING SUMMARY

Bondholder's Security: Bondholders will be secured by a general obligation pledge of Lake Forest College.

Underlying Ratings: The College has applied for ratings from Moody's and S&P and anticipates ratings of Baa3/BBB- from Moody's/S&P.

Structure/ Interest Rate: Fixed Rate to be determined at pricing based on market conditions.

Maturity: New Money Series: 40 years (not-to-exceed; 31 year final maturity anticipated)

Anticipated Closing Date: July 2012

Rationale: The proposed financing will provide for the construction of approximately 175 beds of new and 60 beds of replacement student housing on the campus of Lake Forest College on the site of the existing 60-unit Moore Hall student housing facility, which will be demolished to enable development of the new student housing Project. The new Project will be constructed on a slightly larger footprint on the same general site.

The Project will replace 60 beds of outdated student housing at Moore Hall and upgrade the College's student housing inventory. The new facility will provide amenities that are critical in student recruitment and retention. Developing the Project on the existing Moore Hall site will enable the College to preserve existing green space on campus.

Lake Forest College's Campus Housing Division will manage day-to-day operations at the Project and will provide residential life services to residents.

BUSINESS SUMMARY

Background: **Lake Forest College** (the "**College**" or the "**Borrower**") is an Illinois not-for-profit corporation and is a 501(c)(3) corporation originally founded in 1857 by the founders of the Village of Lake Forest.

The College is governed by a Board of Trustees (see Economic Disclosure Statement section on pages 5-6 for further information). The Members of the Board of Trustees include Charter Trustees, National Trustees, Ex Officio Trustees, and Life Trustees. The act of a majority of the 24 Charter Trustees constitutes a valid action of the College's Board of Trustees.

Description: Lake Forest College is a co-educational undergraduate liberal arts college that is located approximately 30 miles north of Chicago in the Village of Lake Forest. The College's campus is located on approximately 107 acres on three attached campuses with a portion of the lands granted to the College at its founding in 1857. The campus is located in the East Lake Forest Historic District.

Lake Forest College's academic programs focus on combining the ideals of a liberal arts education with pre-professional and career preparation (including internship opportunities). The College offers accelerated and dual degree programs in law, communication, nursing, engineering, and international relations offering highly motivated students a way to finish a degree in only three years, or to complete a bachelor's while enrolled in an undergraduate or graduate program at a partner university.

The College has a distinguished faculty of 96 full-time teaching faculty (and 117 full-time equivalents). Approximately 98% of the College's full-time teaching faculty hold terminal degrees in their field.

The College's total undergraduate student enrollment was 1,491 (or 1,485 FTE's) at the beginning of the 2011-2012 academic year (Fall 2011). The student body represents 47 states and 78 countries. Approximately 865 of the student body lives on campus. Lake Forest competes in Division III and offers 17 varsity sports, nine women's and eight men's.

Lake Forest College is included in The Princeton Review's Best Colleges, and appears on its Financial Aid Honor Roll and its Best Midwestern Colleges list. Lake Forest College is a Tier 1 school and was ranked as 95th in a list of the top liberal arts colleges in the country by US News & World Report for its *America's Best Colleges 2010 Edition*

In addition to the proposed IFA Series 2012 Bonds, the College has approximately outstanding (1) $20,330,000 IEFA (IFA) Series 1998 Bonds (Lake Forest College Project) and approximately $6,000,000 of IFA Series 2008 Bonds (Lake Forest College). All payments on the College's Series 1998 (credit enhanced by MBIA municipal bond insurance) and Series 2008 Bonds (credit enhanced with a Direct Pay Letter of Credit from The Northern Trust Company) have been made as scheduled as of 6/1/2012.

Please see www.lakeforest.edu for additional information.

PROJECT SUMMARY (for Final Bond Resolution)

Bond proceeds will be used by **Lake Forest College** (the "**College**" or the "**Borrower**") to (i) finance the demolition of existing facilities and related site preparation, and the design, development, construction, furnishing, and equipping of an approximately 60,000 square foot, 235-bed student housing facility consisting of a residential building and related facilities (the "**Project**") and including the costs of demolition of the existing building on the site, (ii) fund a portion of interest on the Bonds, if deemed necessary and desirable, (iii) fund a debt service reserve fund, if deemed necessary or desirable, (iv) pays expenses incurred in connection with issuance of the Bonds, if deemed necessary or desirable by the Borrower (and, collectively, with the Project the "**Financing Purposes**").

The College's Campus is bordered generally by Mayflower Road on the east; Deerpath Road on the north; Illinois Road on the south, and Washington Road and Illinois Road on the west. The College's South Campus is bordered by Rosemary Road on the north, Sheridan Road on the east, Illinois Road on the south, and Washington Road on the west.

ECONOMIC DISCLOSURE STATEMENT

Applicant:	Lake Forest College, 555 N. Sheridan Road, Lake Forest, IL 60045 (c/o Ms. Leslie Chapman, Vice President for Business Affairs and Treasurer, North Hall 106, 847-735-5034) e-mail: chapman@lakeforest.edu
Applicant Website:	www.lakeforest.edu
Project name:	Lake Forest College Series 2012 Bonds
Location:	Lake Forest College – South Campus, Lake Forest (Lake County), IL
Organization:	Illinois Not-for-Profit Corporation
Ownership/ Board of Trustees:	Lake Forest College – Board of Trustees – 2011-2012:

Officers
Robert D. Krebs, Chairman

William U. Parfet ‘70, Vice Chairman

Charter Trustees
Marsha K. Anderson ‘68
Vice President Global Event Marketing, JP Morgan

John W. Ballantine
Chicago, Illinois

Earl J. Barnes II ‘86
Deputy General Counsel, Northwestern Memorial Hospital

Judith H. Bishop ‘88
President, Heisley Family Foundation

Charles M. Brennan III
Chairman and CEO (Retired), MYR Group

William G. Brown
Hobe Sound, Florida

John D. Carruthers ’78
Senior Business Analyst (Retired), U.S. Bank

David A. Castagnetti ‘84
Partner, Mehlman Vogel Castagnetti

James R. Donnelley
Partner; Ampersand, Reset and South Eastern Limited Partnership

David F. Gorter ‘80
President; SSU Corporation, DK Organics

Richard G. Gould III ‘81
Executive Vice President, Information Services Group

Mark W. Helderman
Managing Director, Sasco Capital Inc.

James M. Hunter ’71
Williamstown, Massachusetts

Robert D. Krebs
Lake Forest, Illinois

William A. Lowry ‘84
Shareholder and Managing Shareholder, Nyhan, Bambrick, Kinzie & Lowry, P.C.

Charles J.B. Mitchell Jr. ‘64
Chairman, HR Simplified
Partner, Blizzard Advisors, LLC
Chairman, Waterworks, Inc.

James W. Moeller ‘80
Of Counsel, Stuntz, Davis and Staffier P.C.

Mark A. Nagle
President, Czarnowski Display Service Inc.

Dennis R. Nyren ‘72
Principal, MJ Partners Real Estate Services Inc.

William U. Parfet ‘70
Chairman and CEO, MPI Research

Project Developer: **Balfour Beatty Campus Solutions, LLC** ("**BBCS**" or the "**Developer**") is a wholly owned subsidiary of Balfour Beatty Capital Group.

Balfour Beatty Capital Group is the US-based subsidiary of Balfour Beatty, PLC, the largest UK-based international infrastructure group operating in construction, professional support services, and infrastructure investments for over 100 years (see www.balfourbeatty.com).

Because the ultimate parent company of the Developer is not based in the United States, no further ownership disclosure is required consistent with prior IFA Board disclosure practices.

PROFESSIONAL & FINANCIAL

Borrower:	Lake Forest College	Lake Forest, IL	Leslie Chapman
Auditor:	Crowe Horwath	Chicago, IL	
Borrower's Counsel:	Drinker Biddle & Reath LLP	Chicago, IL	Mike Csar
Project Consultant to Lake Forest College:	William Blair & Company, LLC	Chicago, IL	Alecks Granchalek
Developer/Project Manager:	Balfour Beatty Campus Solutions	Newtown Square, PA	Bob Shepko
Underwriter:	RBC Capital Markets, LLC	Baltimore, MD	Michael R. Baird, Sara Russell
Underwriter's Counsel:	Foley & Lardner LLP	Chicago, IL	Heidi Jeffery
Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Nancy Burke
Bond Trustee:	To be determined		
Bond Trustee's Counsel:	To be determined		
Rating Agencies:	Moody's	New York, NY	Emily Schwarz
	Standard & Poor's	Chicago, IL	Susan Carlson
Architect:	Solomon Cordwell Buenz	Chicago, IL	
General Contractor:	Walsh Construction Company	Chicago, IL	
IFA Counsel:	Schiff Hardin LLP	Chicago, IL	Bruce Weisenthal
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

Congressional:	10
State Senate:	29
State House:	58

IFA ILLINOIS FINANCE AUTHORITY

CONDUIT

June 12, 2012

$12,600,000
De La Salle Institute

REQUEST	**Purpose**: Bond proceeds will be loaned to **De La Salle Institute** ("**De La Salle**", the "**Institute**", or the "**Borrower**"), an Illinois not-for-profit corporation, and will be used to (i) refund the approximately $4,120,000 outstanding principal amount Variable Rate Demand Revenue Bonds, Series 1997 (De La Salle Institute Project) issued by the City of Chicago, Illinois (the "**1997 Bonds**"), (ii) refund the $7,500,000 outstanding principal amount IFA (De La Salle Institute Project), Series 2007 Bonds (the "**2007 Bonds**"), and (iii) one or more of the following New Money Projects: (a) acquiring approximately 21,750 square feet of land across the street from the Institute Campus at 100-114 East 35th Street and 3445-3455 South Michigan Avenue, Chicago, Illinois (on the Northeast corner of South Michigan Avenue and 35th Street), for the potential future expansion of the school, and/or (b) constructing a Fine Arts/Science wing including, without limitation, a 240-seat theater, music space, art space, science labs and other educational facilities located on such property, all to be owned by the Borrower and used in connection with the Borrower's high school facilities (collectively, (a) and (b) are the "**Project**" and together with the 1997 Bonds and the 2007 Bonds are the "**Financing Purposes**"). **Program**: Conduit 501(c)(3) Revenue Bonds **Extraordinary Conditions**: None.
BOARD ACTION	Final Bond Resolution (One-Time Consideration)
MATERIAL CHANGES	None – this is the first time this matter has been presented to the IFA Board of Directors.
JOB DATA	180 (FT and PT) Current jobs; 2 New jobs projected (1-2 years) N/A Retained jobs; N/A Construction jobs projected
DESCRIPTION	● Location: Chicago/ Cook County / Northeast ● Type of entity: The Borrower is an Illinois 501(c)(3) not-for-profit corporation that was originally founded in 1889 to establish and operate De La Salle High School.
CREDIT INDICATORS	● The Borrower is a non-rated entity. ● The IFA 501(c)(3) Revenue Bond (De La Salle Institute), Series 2012 will be purchased directly by **Wintrust Bank, N.A.** (the "**Bond Purchaser**"). The Bond Purchaser will be the secured lender and the direct bond investor.
SECURITY	● The Bond Purchaser will be secured by a valid, perfected, first-priority mortgage and security interest in the real property.
MATURITY	● Not to exceed 30 years (2042)

SOURCES AND USES

Sources:		**Uses:**	
IFA New Money Bonds	$1,000,000	Project costs	$890,000
Refunding - City of Chicago & IFA Bonds	11,600,000	Refunding/Reissuance	11,600,000
		Costs of Issuance	110,000
Total	**$12,600,000**	**Total**	**$12,600,000**

RECOMMENDATION Credit Review Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
June 12, 2012

Project: De La Salle Institute

STATISTICS

Project Number:	N-NP-TE-CD-8560	Amount:	$12,600,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Locations:	Chicago	County/ Region:	Cook County/Northeast

BOARD ACTION

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

VOTING RECORD

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

PURPOSE

Bond proceeds will be loaned to **De La Salle Institute** ("**De La Salle**", the "**Institute**", or the "**Borrower**"), an Illinois not-for-profit corporation, and will be used to (i) refund the approximately $4,120,000 outstanding principal amount Variable Rate Demand Revenue Bonds, Series 1997 (De La Salle Institute Project) issued by the City of Chicago, Illinois (the "**1997 Bonds**"), (ii) refund the $7,500,000 outstanding principal amount IFA (De La Salle Institute Project), Series 2007 Bonds (the "**2007 Bonds**"), and (iii) one or more of the following new Money Projects (a) acquiring approximately 21,750 square feet of land across the street from the Institute Campus at 100 - 114 East 35th Street and 3445 - 3455 South Michigan Avenue, Chicago, Illinois (on the Northeast corner of South Michigan Avenue and 35th Street), for the potential future expansion of the school, and/or (b) constructing a Fine Arts/Science wing including, without limitation, a 240-seat theater, music space, art space, science labs and other educational facilities located on such property, all to be owned by the Borrower and used in connection with the Borrower's high school facilities (collectively, (a) and (b) are the "**Project**" and together with the 1997 Bonds and the 2007 Bonds are the "**Financing Purposes**").

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources:	IFA New Money Bonds	$1,000,000	Uses:	Project Costs	$890,000
	Refunding Bonds – City of Chicago and IFA	11,600,000		Refunding Bonds	11,600,000
				Costs of Issuance	110,000
Total		**$12,600,000**	**Total**		**$12,600 ,000**

JOBS

Current employment:	180 (FT and PT)	Projected new jobs:	2
Jobs retained:	N/A	Construction jobs:	N/A

(Note: Although the Project Descriptions noted throughout this report enable a larger scope of project, the Borrower presently anticipates that New Money proceeds will exclusively be used to purchase land and pay bond issuance costs.)

FINANCING SUMMARY

Structure/ Security:	The Bond will be purchased directly by **Wintrust Bank, N.A.** (the "**Bank**" or "**Bond Purchaser**"), and held as an investment. The Bank will be secured by a valid, perfected, first-priority mortgage and security interest in the real property and all fixtures, equipment and other personal property related to or used in connection with the real properties financed or refinanced with proceeds of the IFA Series 2012 Bonds.
Interest Rate:	The Bond Purchaser will set an initial fixed rate for 5 or 7 years (with reset provisions at the end of each period), amortized over 30 years. During the construction period, interest-only payments will be made for the first year; monthly principal and interest payments will begin thereafter in the second year. The interest rate will be set at pre-closing based on prevailing market conditions, currently estimated at between 2.75% and 4.00%.
Maturity:	Final maturity date – 30 years from issuance date. Wintrust Bank's initial interest rate period will be set for 5 or 7 years (with corresponding reset intervals every 5 to 7 years thereafter).
Estimated Closing Date:	June or July 2012
Rationale:	The proposed financing will reduce monthly payments that (together with other funds available to the Borrower) will assist in helping De La Salle Institute keep its fixed charges (including debt service payments) as low as possible. The new interest rate modes (that will be fixed in consecutive 5 to 7 year intervals based on market interest rates) will reduce variable interest risk and Direct Pay Letter of Credit pricing risk on the existing Bonds.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be loaned to **De La Salle Institute** ("**De La Salle**", the "**Institute**", or the "**Borrower**"), an Illinois not-for-profit corporation, and will be used to (i) refund the approximately $4,120,000 outstanding principal amount Variable Rate Demand Revenue Bonds, Series 1997 (De La Salle Institute Project) issued by the City of Chicago, Illinois (the "**1997 Bonds**"), (ii) refund the $7,500,000 outstanding principal amount IFA (De La Salle Institute Project), Series 2007 Bonds (the "**2007 Bonds**"), and (iii) one or more of the following New Money Projects: (a) acquiring approximately 21,750 square feet of land across the street from the Institute Campus at 100 - 114 East 35th Street and 3445 - 3455 South Michigan Avenue, Chicago, Illinois (on the Northeast corner of South Michigan Avenue and 35th Street), for the potential future expansion of the school, and/or (b) constructing a Fine Arts/Science wing including, without limitation, a 240-seat theater, music space, art space, science labs and other educational facilities located on such property, all to be owned by the Borrower and used in connection with the Borrower's high school facilities (collectively, (a) and (b) are the "**Project**" and together with the 1997 Bonds and the 2007 Bonds are the "**Financing Purposes**").

The 1997 Bonds were used to finance the construction and equipping of a multipurpose center and renovation of existing space to provide a student commons area and space for fine arts programs, a library, two computer laboratories and related items at the high school owned and operated by the Borrower and located at 3434 South Michigan Avenue and 3455 South Wabash, Chicago, Illinois.

The 2007 Bonds were used to finance or refinance costs of (a) constructing and equipping an approximately 32,000 square foot four story addition to the Borrower's West Campus, also known as the Lourdes Hall Campus, for high school girls located at 1040 West 32nd Place, Chicago, Illinois, including, a parking garage and a new student commons, media center, science labs and other educational facilities, the creation of five new classrooms, and renovations to the existing middle school, (b) constructing and equipping an approximately 8,600 square foot four story addition to the Lourdes Hall Campus, consisting of administrative offices, computer lab and other space for educational purposes, (c) renovating and equipping of the Borrower's Main (Institute) Campus, for high school boys located at 3434 South Michigan Avenue and 3455 South Wabash, Chicago, Illinois, and (d) acquiring approximately 21,750 square feet of land across the street from the Institute Campus at 100 - 114 East 35th Street and 3445 - 3455 South Michigan Avenue, Chicago, Illinois (on the Northeast corner of South Michigan Avenue and 35th Street), for the potential future expansion of the school (collectively, the "**2007 Project**").

The entire 2007 Project is owned and operated by the Borrower, except that the Borrower is leasing the Lourdes Hall Campus pursuant to a long-term lease from the Archdiocese of Chicago.

BUSINESS SUMMARY

Description: The **De La Salle Institute** ("**De La Salle**", the "**Institute**", or the "**Borrower**") is an independent Catholic secondary school established in 1889 and incorporated as a 501(c)(3) corporation under Illinois law. The Borrower is governed by a 16-member Board of Trustees (see p. 5) and is affiliated with both (1) the Christian Brothers of the Midwest, who own, administer, and help staff De La Salle, and (2) the Archdiocese of Chicago.

Background: Since its founding as a two-year commercial high school for young men, De La Salle has evolved into a comprehensive, four year, college preparatory school. Approximately 85% of De La Salle's student body pursues college studies. In 1985, De La Salle was designated as an "Exemplary School" by the U.S. Department of Education – only 65 private schools out of 6,000 nationally received this honor. De La Salle offers advance placement/honors, college preparatory, and general studies curricula.

De La Salle Institute has been committed to the education of a diverse student body and has never discriminated based on religious practice since its inception. In fact, two of De La Salle's first nine students were Jewish. Today, De La Salle's student body is comprised of various ethnic, racial, economic, and religious groups. Approximately 49% of De La Salle's student body is Caucasian, 33% African American, 16% Hispanic-American, 2% Pacific Asian-American, while 24% are non-Catholic. De La Salle's student body is comprised of students from throughout Chicago and nearby suburbs (primarily Western and Southwestern).

De La Salle Institute's student body in recent years has been comprised of approximately 673 students at its original Institute/Young Men's campus at 3434 South Michigan Avenue in Chicago and approximately 454 students at its Lourdes Hall/Young Women's Campus located at 1040 West 32nd Place in Chicago. De La Salle opened its Young Women's Campus in 2003 in collaboration with the Sisters of St. Joseph pursuant to a 100-year lease from the Archdiocese of Chicago. Both campuses are located approximately four miles south of the Chicago Loop. IFA's Series 2007 Bonds financed improvements at the Lourdes Hall/Young Women's campus.

De La Salle's annual tuition for the 2011-2012 school year was $11,000. Because most students are eligible for the John Walter Clarke Educational Scholarship of $2,050, net 2011-2012 academic year tuition is $8,950 for most students. According to De La Salle, approximately 70% of its student body receives supplemental financial aid from variance financial assistance programs, work-study programs, and other scholarships.

De La Salle fields athletic teams in all traditional sports and offers its students a variety of other activities including music, theatre, debate, publications, and student government. Prominent De La Salle graduates include The Honorable Richard M. Daley, former Mayor of Chicago, and TV broadcasters Greg Gumbel and Bryant Gumbel.

De La Salle High School is accredited by the North Central Association of Colleges and Schools.

ECONOMIC DISCLOSURE STATEMENT

Applicant:	De La Salle Institute, 3434 S. Michigan Ave., 60616; Ph.: 312-842-7355; Fax: 312-842-5640
Web site:	www.dls.org
Contact:	Mike Senjanin, VP – Finance; Ph.: 312-842-7355; email: msenjanim@dls.org
Locations:	Main Campus/Institute Campus: 3434 S. Michigan Avenue, Chicago, IL 60616, 3445-3555 S. Michigan Avenue, Chicago, IL 60616; and West Campus/Lourdes Hall Campus, 1040 W. 32nd Place, Chicago, IL 60608
Project name:	IFA 501(c)(3) Revenue Bond (De La Salle Institute Project), Series 2012
Organization:	Illinois 501(c)(3) Organization

Board Members:

Chairman

Paul D. McCoy '68
President
McCoy Energy, LLC

Vice Chairman

Prentiss J. Jackson '67
Retired
City Colleges of Chicago

Members

William S. Aldrich
President and CEO
Grand Central Silver Mines, Inc.

Marshall A. Blake
Senior Vice President
Bank of America, N.A.

George A. Bonomo '59
Chairman of the Board
The Standard Companies

Mary L. Burke
Principal
Lakeshore Food Advisors, LLC

Victor M. Chavarria '69
Dealer Development Manager
Endurance Dealer Services

Eugene L. Ferretti
Retired
Global Motorsport Group, Inc.

Michael J. Glennon '84
Vice President – Sales East
Centiv Services, LLC.

Robert O. Graham '64
Ophthalmology Physician
Robert O. Graham, M.D.

Patrick M. Huels '67
CEO
SDI Security, Inc.

Sister Mary Alice Jarosz, SSJ-TOSF
Mission Integration Director
The Village at Marymount

Brother Michael Kadow, FSC
Middle School Coordinator/Outreach
John XXIII Educational Center

Sister Valerie Kulbacki, SSJ-TOSF
Director of Care Ministries
St. Raymond de Penafort Parish

La Rue Martin, Jr. '68
Community Services Manager
United Parcel Service

Joseph D. Parente '84
President – Attorney
Law Offices of Parente & Norem, P.C.

Michael J. Passarelli '90
Principal and CFO
Stockyards Group

Thomas J. Sargant '62
Retired
William Blair & Co, LLC

Michael A. Tadin '69
CEO
Marina Cartage Company

Cathryn P. Taylor
Consultant

Thomas L. Taylor
Retired
BP

James A. Vanek '64
Retired
Wight & Company

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Neal and Leroy	Chicago, IL	
Auditor:	Selden Fox, Ltd.	Oak Brook, IL	
Bond Counsel:	Greenberg Traurig LLP	Chicago, IL	Matt Lewin Marty Lee
Bank/Direct Bond Purchaser:	Wintrust Bank, N.A.	Chicago, IL	Melissa Mancini
Bank Counsel:	Ungaretti & Harris LLP	Chicago, IL	Julie Seymour
IFA Counsel:	Holland and Knight LLP	Chicago, IL	Barb Adams
IFA Financial Advisor:	Public Financial Management, Inc.	Chicago, IL	Shannon Williams

LEGISLATIVE DISTRICTS

	3434 S. Michigan/3435 S. Wabash and adjacent property	*1040 W. 32nd Street*
Congressional:	1	3
State Senate:	3	1
State House:	6	2

CONDUIT

June 12, 2012

$17,500,000
Carmel Catholic High School

REQUEST	**Purpose**: Bond proceeds will be loaned to **Carmel Catholic High School** (the "**Borrower**" or "**Carmel**") and used, together with certain other funds, to (i) current refund the outstanding principal amount of the Illinois Development Finance Authority Adjustable Rate Demand Revenue Bonds, Series 2003 (Carmel High School Project) (the "**Prior Bonds**"), (ii) pay or reimburse the Borrower for, the payment of the costs of acquiring, constructing, renovating, remodeling and equipping certain educational facilities of the Borrower including but not limited to renovations and add-on construction to create instructional space for fine and performing arts and to create a new library (the "**Project**"); (iii) fund one or more debt service reserve funds, if deemed necessary or advisable by the Authority or the Borrower; (iv) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (v) provide working capital, if deemed necessary or advisable by the Authority or the Borrower; and (vi) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Series 2003 Bonds (and items (iii) – (vi) together with the "Prior Bonds" and the "Project" comprising the "**Financing Purposes**"). All of the facilities to be financed or refinanced with the proceeds of the Bonds are located at 1 Carmel Parkway, Mundelein, Illinois, 60060, 5 Carmel Parkway, Mundelein, Illinois, 60060 and 999 McKinley Avenue, Mundelein, Illinois, 60060. **Program**: Conduit 501(c)(3) Revenue Bonds **Extraordinary Conditions**: None.
BOARD ACTION	Final Bond Resolution (One-Time Consideration)
MATERIAL CHANGES	None – this is the first time this matter has been presented to the IFA Board of Directors.
JOB DATA	143 Current jobs — 4 New jobs projected N/A Retained jobs — 20 Construction jobs projected (12 months)
DESCRIPTION	● Location: Mundelein / Lake County / Northeast ● Type of entity: Carmel Catholic High School is an Illinois not-for-profit corporation. ● Carmel Catholic High School was established in 1962 and is a co-educational, college preparatory, Catholic high school run. Carmel serves students residing primarily in Lake and McHenry Counties in Illinois, and Kenosha County in Wisconsin.
CREDIT INDICATORS	● The Borrower is a non-rated entity. ● The IFA 501(c)(3) Revenue Bond (Carmel High School Project), Series 2012 will be purchased directly by **Wintrust Bank, N.A.** (the "**Bond Purchaser**"). The Bond Purchaser will be the secured lender and the direct bond investor.
SECURITY	● The Bond Purchaser will be secured by a valid, perfected, first-priority mortgage and security interest in the real property and all fixtures, equipment and other personal property related to or used in connection with the real property of the Borrower located at 1 Carmel Parkway, 5 Carmel Parkway, and 999 McKinley Avenue, all in Mundelein, Illinois.
MATURITY	● 30 Years
INTEREST RATE	● Wintrust will establish variable interest rate that will be reset every 5 to 7 years. The initial interest rate will be negotiated and established prior to closing and is currently estimated at between 2.75% and 4.00%.

SOURCES AND USES

Sources:		**Uses:**	
IFA New Money Bonds	$8,500,000	Project costs	$8,500,000
Refunding Bonds	8,500,000	Refunding Bonds	8,500,000
Equity	160,000	Costs of Issuance	160,000
Total	**$17,160,000**	**Total**	**$17,160,000**

RECOMMENDATION Credit Review Committee recommends approval.

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
June 12, 2012

Project: Carmel Catholic High School

STATISTICS

Project Number:	N-NP-TE-CD-8559	Amount:	$17,500,000 (not-to-exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Locations:	Mundelein	County/ Region:	Lake County/Northeast

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

No IFA funds at risk
No extraordinary conditions

VOTING RECORD

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

PURPOSE

Bond proceeds will be loaned to **Carmel Catholic High School** and used, together with certain other funds, to (i) current refund the outstanding principal amount of the Illinois Development Finance Authority Adjustable Rate Demand Revenue Bonds, Series 2003 (Carmel High School Project) (the "**Prior Bonds**"), (ii) pay or reimburse the Borrower for, the payment of the costs of acquiring, constructing, renovating, remodeling and equipping certain educational facilities of the Borrower including but not limited to renovations and add-on construction to create instructional space for fine and performing arts and to create a new library (the "**Project**"); (iii) fund one or more debt service reserve funds, if deemed necessary or advisable by the Authority or the Borrower; (iv) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (v) provide working capital, if deemed necessary or advisable by the Authority or the Borrower; and (vi) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Series 2003 Bonds (and items (iii) – (vi) together with the "Prior Bonds" and the "Project" comprising the "**Financing Purposes**").

All of the facilities to be financed or refinanced with the proceeds of the Bonds are located at 1 Carmel Parkway, Mundelein, Illinois, 60060, 5 Carmel Parkway, Mundelein, Illinois, 60060 and 999 McKinley Avenue, Mundelein, Illinois, 60060.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources:	IFA Bonds	$8,500,000	Uses:	Project Costs	$8,500,000
	Refunding Bonds	8,500,000		Refunding Bonds	8,500,000
	Equity	160,000		Costs of Issuance	160,000
	Total	**$17,160,000**		**Total**	**$17,16 0,000**

JOBS

Current employment:	143	Projected new jobs:	4
Jobs retained:	N/A	Construction jobs:	20 (12 months)

FINANCING SUMMARY

Structure/ Security:	The Bond will be purchased directly by **Wintrust Bank, N.A.** (the "**Bank**" or "**Bond Purchaser**"), and held as an investment. The Bank will be secured by a valid, perfected, first-priority mortgage and security interest in the real property and all fixtures, equipment and other personal property related to or used in connection with the real property associated with the Prior Bonds and Project.
Interest Rate:	The Bond Purchaser will set an initial fixed rate for 5 or 7 years (with reset provisions at the end of each period), amortized over 30 years. During the construction period, interest-only payments will be made for the first year; monthly principal and interest payments will begin thereafter in the second year. The interest rate will be set at pre-closing based on prevailing market conditions, currently estimated at between 2.75% and 4.00%.
Maturity:	Final maturity date – 30 years from issuance date. Wintrust Bank's initial interest rate period will be set for an initial term of 5 to 7 years (with corresponding reset provisions every 5 to 7 years thereafter).
Estimated Closing Date:	July 2012
Rationale:	The proposed financing will reduce monthly payments that (together with other funds available to the Borrower) will assist in helping Carmel Catholic High School keep its fixed charges (including debt service payments) as low as possible.

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will be loaned to **Carmel Catholic High School** and used, together with certain other funds, to (i) current refund the outstanding principal amount of the Illinois Development Finance Authority Adjustable Rate Demand Revenue Bonds, Series 2003 (Carmel High School Project) (the "**Prior Bonds**"), (ii) pay or reimburse the Borrower for, the payment of the costs of acquiring, constructing, renovating, remodeling and equipping certain educational facilities of the Borrower including but not limited to renovations and add-on construction to create instructional space for fine and performing arts and to create a new library (the "**Project**"); (iii) fund one or more debt service reserve funds, if deemed necessary or advisable by the Authority or the Borrower; (iv) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (v) provide working capital, if deemed necessary or advisable by the Authority or the Borrower; and (vi) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Series 2003 Bonds (and items (iii) – (vi) together with the "Prior Bonds" and the "Project" comprising the "**Financing Purposes**").

All of the facilities to be financed or refinanced with the proceeds of the Bonds are located at 1 Carmel Parkway, Mundelein, Illinois, 60060, 5 Carmel Parkway, Mundelein, Illinois, 60060 and 999 McKinley Avenue, Mundelein, Illinois, 60060.

Proceeds of the Prior Bonds were used to finance (i) various campus improvements, including but not limited to, expansion of Carmel's existing school facility through the construction and equipping of a new science wing , (ii) refinancing certain prior indebtedness, (iii) paying capitalized interest, and (iii) funding all or a portion of the costs of issuance of the Prior Bonds.

The estimated New Project Costs are comprised of the following items (subject to change):

Construction	$7,410,000
Furniture and Fixtures	700,000
Capitalized Interest	170,000
Total	**$8,280,000**

BUSINESS SUMMARY

Description: **Carmel Catholic High School** ("**Carmel**" or the "**Borrower**") was established in 1962 and is incorporated under State of Illinois law. The Borrower is a 501(c)(3) not-for-profit corporation exempt from federal income taxes under the Internal Revenue Code.

Carmel is governed by a 19-member Board of Directors (see p. 5).

Background: Carmel Catholic High School is a private co-educational college preparatory high school located on an approximately 50-acre campus located adjacent to Illinois Hwy. 176 in Mundelein. Carmel was founded by the Sisters of Charity of the Blessed Virgin Mary (the "BVMs") and the Carmelite order of Roman Catholic priests and brothers (the "Carmelites").

Carmel serves over 1,400 students drawn primarily from Lake County, Illinois. Additionally, Carmel draws students from McHenry County and Kenosha County. Carmel is the only co-educational Catholic high school in Lake County. Approximately 10% of Carmel's student body is non-Catholic.

Carmel's campus provides extensive educational and athletic facilities including: 57 academic classrooms, 10 science labs, 3 computer labs, a library/computer center; art and music facilities, and athletic facilities. Carmel emphasizes a college preparatory curriculum and offers 19 Advanced Placement and 23 Honors Courses in the sciences, history, English, world language study, and other subjects across Carmel's curriculum. Carmel also offers fine arts programs including chorus, band, drama, and visual arts.

Carmel has been a four-time designee as a "Blue Ribbon School of Excellence" by the U.S. Department of Education (in 1985, 1996, 2002, and 2007), and according to Carmel's administration is one of only five schools nationally to receive the "Blue Ribbon" honor four times. Additionally, Carmel is considered one of the top 50 Catholic secondary schools nationally. According to Carmel, 99 percent of its graduates choose to further their education by attending 2-year or 4-year colleges.

Carmel's tuition for the 2011-2012 academic year is $9,100. Carmel offers financial assistance to qualifying students. Additionally, Carmel offers a limited number of need-based and academic scholarships to incoming freshman.

Carmel has 78 classroom teachers and 5 full-time guidance counselors, 1 full-time social worker, and 1full-time college and career coordinator.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Carmel Catholic High School, 1 Carmel Parkway, Mundelein, IL 60060
Contact: Mr. John Sheehy, Business Manager: (T) 847-327-6360 or 847-388-3360; email: jsheehy@carmelhs.org
Website: www.carmelhs.org
Site Locations: 1 Carmel Parkway, 5 Carmel Parkway, and 999 McKinley Avenue, Mundelein, IL 60060
Project name: IFA 501(c)(3) Revenue Bond (Carmel High School Project), Series 2012
Organization: Illinois not-for-profit established as a 501(c)(3) corporation under the Internal Revenue Code

Board of Directors:

CARMEL CATHOLIC HIGH SCHOOL
BOARD OF DIRECTORS

Mr. Robert Arvidson
Employment: Counselor and College Instructor

Mrs. Marianne Barker
Employment: retired CCHS faculty

Mr. Ted Bond, Jr.
Employment: Managing Attorney, Law Offices of Thaddeus M. Bond, Jr. & Assoc., P.C.

Mrs. Catherine Caracciolo

Ms. Nora Kelly '83
Employment: Director, Allstate, Northbrook, IL

Mrs. Leatrice Kimener, CPA
Employment: Sr. Manager Financial Compliance, Abbott Laboratories

Ms. Eileen Looby '99
Employment: V.P., Lake Forest Flowers, Lake Forest, IL

Mr. Robert Lyman
Employment: Vice President, Windy City Financial Partners, Hoffman, Estates, IL

Dr. Anthony Markiewicz
Employment: Anthony Markiewicz D.D.S., Ltd., Mundelein, IL

Sr. Margaret Geraghty, BVM
Employment: Congregational Representative, Sisters of Charity, BVM

Ms. Susan Hall

Mr. Robert Helle
Employment: Principal, Pathway Senior Living, Des Plaines, IL

Mr. Greg Hirsch, Chair
Employment: President/Owner, Hirsch Brick & Stone Co., Park City, IL

Rev. Peter McGarry, O.Carm.
Employment: Mt. Carmel High School, Chicago, IL

Mr. Terry Simmons
Employment: VP Global Purchasing, Baxter

Rev. Jeffery Smialek, O.Carm.
Employment: Joliet Catholic Academy, Joliet, IL

Sr. Virginia Stone, BVM
Employment: Spirituality Consultant, Archdiocese of Milwaukee, Milwaukee, WI

Staff
Mrs. Claress Pettengill
Employment: Director of Institutional Advancement, Carmel Catholic High School, Mundelein, IL

Staff
Mr. John Sheehy
Employment: Business Manager, Carmel Catholic High School, Mundelein, IL

Ex-Officio
Mrs. Lynne Strutzel
Employment: Principal, Carmel Catholic High School, Mundelein, IL

Ex-Officio
Dr. Judith Mucheck
Employment: President, Carmel Catholic High School, Mundelein, IL

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Shanahan & Shanahan LLP	Chicago, IL	Jim Shanahan
Auditor:	Clifton Gunderson LLP	Racine, WI	
Borrower's Advisor:	William Blair & Company, LLC	Chicago, IL	Alecks Granchalek
Bond Counsel:	SNR Denton US LLP	Chicago, IL	Mary Wilson
		St. Louis, MO	Thomas Vandiver
Bank/Direct Bond Purchaser:	Wintrust Bank, N.A. / Lake Forest Bank & Trust	Lake Forest, IL	Lena Dawson
Bank Counsel:	SNR Denton	Chicago, IL	Mary Wilson
IFA Counsel:	Miller Canfield LLP	Chicago, IL	Paul Durbin
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	10
State Senate:	30
State House:	59

CONDUIT

June 12, 2012

$85,000,000
The University of Chicago Medical Center

REQUEST	**Purpose**: Bond proceeds will be used by **The University of Chicago Medical Center ("UCMC"** or the "**Borrower")** to: (i) refund The University of Chicago Medical Center IHFA Series 2001 Bonds and (ii) pay associated costs of issuance. **Program**: Conduit 501(c)(3) Revenue Bonds **Extraordinary Conditions**: None.
BOARD ACTIONS	Final Bond Resolution Preliminary Bond Resolution approved 5/8/2012 Ayes: 9; Nays: 0; Abstentions: 0; Absent: 3 (Brandt, Gold, Parish); Vacancies: 3
MATERIAL CHANGES	No material changes.
JOB DATA	5,944 Current jobs / N/A New jobs projected N/A Retained jobs / N/A Construction jobs projected
DESCRIPTION	● Location: Chicago/ Cook County / Northeast Region ● The University of Chicago Medical Center operates three hospitals and an ambulatory care facility located on the main campus of the University of Chicago as well as certain outlying facilities. The three hospitals operated by UCMC consist of (1) its main adult patient care facility, (2) a maternity and women's hospital and (3) The University of Chicago Comer Children's Hospital.
SECURITY	● All Obligations issued under the Master Trust Indenture, including the Series 2012A Obligations, will be secured by a security interest in the Unrestricted Receivables of the Obligated Group, but are not presently secured by a pledge, grant or mortgage of any of the other property of the Obligated Group.
CREDIT INDICATORS	● The plan of finance contemplates the issuance of Fixed Rate Bonds, which will be dependent upon market conditions. ● Aa3/AA-/AA- (Moody's/S&P/Fitch)
STRUCTURE	● The Bonds will be publicly offered in the tax-exempt market and sold based on the Borrower's underlying debt ratings ● Uninsured fixed rate bonds; serial bonds maturing 2012-2022 and term bonds maturing 2026, 2032 and 2036
SOURCES AND USES	See table below
RECOMMENDATION	Credit Review Committee recommends approval.

Sources:		**Uses:**	
IFA Bonds	$72,785,000	Refund Series 2001 Bonds	$78,205,000
Premium	6,330,418	Cost of Issuance *(estimated)*	910,418
Total	**$79,115,418**	**Total**	**$79,115,418**

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
June 12, 2012

Project: The University of Chicago Medical Center

STATISTICS

Project Number:	H-HO-TE-CD-8549	Amount:	$85,000,000 (Not-to-Exceed)
Type:	501(c)(3) Bonds	IFA Staff:	Pam Lenane and Nora O'Brien
City:	Chicago	County/Region:	Cook/Northeast

BOARD ACTION

Final Bond Resolution	No IFA Funds at Risk
Conduit 501(c)(3) Bonds	No Extraordinary Conditions
Credit Review Committee recommends approval	

VOTING RECORD

The voting record from the Preliminary Bond Resolution approved on 5/8/2012 is as follows:

Ayes: 9; Nays: 0; Abstentions: 0; Absent: 3 (Brandt, Gold, Parish); Vacancies: 3

PURPOSE

Bond proceeds will be used to (i) refund The University of Chicago Medical Center IHFA Series 2001 Bonds and (ii) pay associated costs of issuance.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment:	5,944	New jobs projected:	N/A
		Construction jobs projected:	N/A

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		**Uses:**	
IFA Bonds	$72,785,000	Refund Series 2001 Bonds	$78,205,000
Premium	6,330,418	Cost of Issuance *(estimated)*	910,418
Total	**$79,115,418**	**Total**	**$79,115,418**

FINANCING SUMMARY

Security:	The Bonds will be secured by a security interest in the Unrestricted Receivables of the Obligated Group, but are not presently secured by a pledge, grant or mortgage of any of the other property of the Obligated Group.
Structure:	Uninsured Fixed Rate Bonds
Interest Rate:	To be determined the day of pricing
Interest Mode:	Uninsured fixed rate bonds; serial bonds maturing 2012-2022 and term bonds maturing 2026, 2032 and 2036
Credit Enhancement:	None
Maturity:	Final Maturity will be 08/15/2036, which is the current final maturity date associated with the existing Series 2001 Bonds
Rating:	Aa3/AA-/AA- (Moody's/S&P/Fitch)
Estimated Closing Date:	June 28, 2012

PROJECT SUMMARY

Bond proceeds will be used to (i) refund The University of Chicago Medical Center IHFA Series 2001 Bonds and (ii) pay associated cost of issuance.

BUSINESS SUMMARY

University of Chicago Medical Center operates three hospitals and an ambulatory care facility located on the main campus of the University of Chicago as well as certain outlying facilities and activities. The three hospitals operated by UCMC consist of (1) the main adult patient care facility, (2) a maternity and women's hospital and (3) The University of Chicago Comer Children's Hospital.

ECONOMIC DISCLOSURE STATEMENT

Applicant:	The University of Chicago Medical Center 5841 S. Maryland Avenue Chicago (Cook County), IL 60637-1447
Borrower:	The University of Chicago Medical Center
Board Members:	See p. 4.

UCMC Board Members:

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Katten Muchin Rosenman	Chicago	Elizabeth Weber
Bond Counsel:	Jones Day	Chicago	John Bibby
Accountant:	PricewaterhouseCoopers	Chicago	Robert Valletta
Financial Advisor:	Melio & Company	Chicago	Mark Melio
Underwriter:	J.P. Morgan Securities	New York	Suzanne Beitel
Co-managers:	Cabrera Capital Markets	Chicago	Santino Bibbo
	Loop Capital Markets	Chicago	Alfred W. Dinwiddie
Underwriter's Counsel:	Polsinelli Shughart	Chicago	Janet Ziegler
IFA Counsel:	Burke, Burns & Pinelli	Chicago	Mary Patricia Burns
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago	Courtney Shea

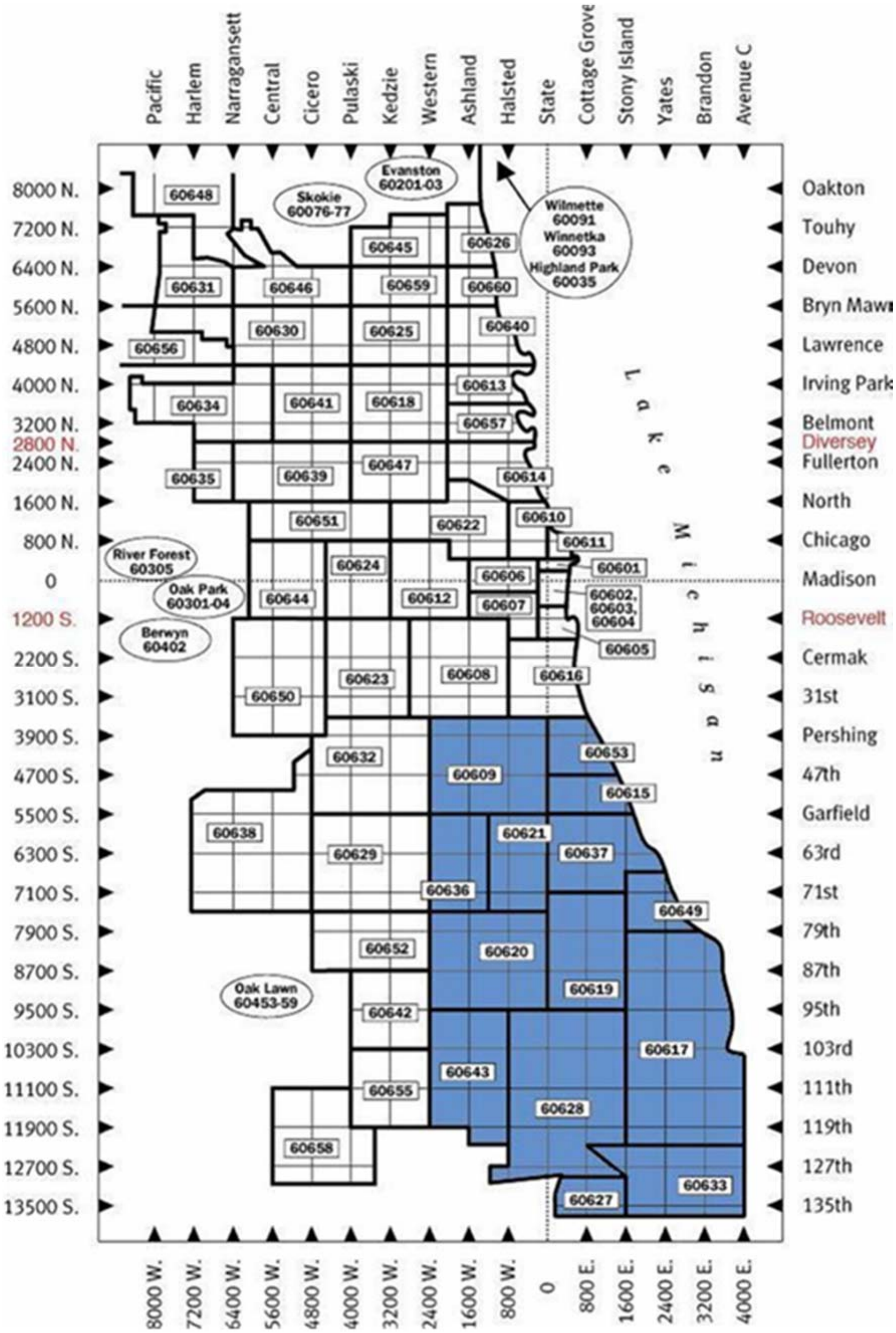
LEGISLATIVE DISTRICTS

Current Address

Congressional:	1	Bobby L. Rush
State Senate:	13	Kwame Raoul
State House:	26	William D. "Will" Burns

SERVICE AREA

UCMC's primary service area covers much of the south side of the City of Chicago. The primary service area is bounded by 36th Street to the north, Lake Michigan and the Indiana border to the east, 130th Street to the south and Western Avenue to the west. The primary service area is eight miles long, four miles wide at the northern boundary and eight miles wide at the southern boundary. Travel time from UCMC's facilities to the most distant parts of the primary service area is 25 to 30 minutes.



ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton & Nora O'Brien

Date: June 12, 2012

Re: Resolution authorizing and approving certain Amendments relating to the Loan Agreement dated as of April 1, 1998 between the Illinois Development Finance Authority ("IDFA") and Glenwood School for Boys and the related Indenture of Trust and Authorizing and Approving Certain Related Matters. (The Glenwood School Project)

IDFA Series 1998 File Number: 2021-NP
IFA File Number: N-NP-TE-CD-8561 (for IDFA Series 1998 Bonds)

Request:

The Glenwood School for Boys and Girls (the "**Glenwood School**" or the "**Borrower**"), an Illinois not for profit corporation (formerly known as the Glenwood School for Boys), are requesting approval of a Resolution to authorize execution and delivery of an Amended Loan Agreement and Indenture of Trust.

The Borrower intends to sell the land, buildings, and related assets of the Borrower's West Campus in Kane County, near St. Charles. Following the sale of the Borrower's West Campus, the Glenwood School will no longer be able to comply with certain covenants and other provisions in the Loan Agreement that would obligate the Borrower to own and operate the West Campus facilities (or which would otherwise be violated by the proposed sale of the West Campus).

Although the requested covenants have been agreed to by Fifth Third Bank in its new role as Direct Pay LOC Bank, formal approval of the IFA Board of Directors is also necessary.

All payments relating to the IDFA Series 1998 Bonds are current and have been paid as scheduled.

PROFESSIONAL & FINANCIAL

Bond Counsel:	Perkins Coie, LLP	Chicago, IL	Bruce Bonjour
New LOC Bank:	Fifth Third Bank	Chicago, IL	Doug DeAngelis Stan Rosendahl
Counsel to LOC Bank:	Chapman & Cutler	Chicago, IL	Carol Thompson
Bond Trustee:	Fifth Third Securities, Inc.	Chicago, IL	
IFA Counsel:	Foley & Lardner, LLP	Chicago, IL	Laura Bilas

IFA RESOLUTION NO. 2012-0612-__09__

RESOLUTION AUTHORIZING AND APPROVING CERTAIN AMENDMENTS RELATING TO THE LOAN AGREEMENT DATED AS OF APRIL 1, 1998 BETWEEN THE ILLINOIS DEVELOPMENT FINANCE AUTHORITY AND GLENWOOD SCHOOL FOR BOYS AND THE RELATED INDENTURE OF TRUST AND AUTHORIZING AND APPROVING CERTAIN RELATED MATTERS.

WHEREAS, the Illinois Finance Authority, a body politic and corporate duly organized and validly existing under and by virtue of the laws of the State of Illinois (the *"Authority"*), has been created by the Illinois Finance Authority Act, 20 ILCS 3501/801-1 *et seq*, as supplemented and amended (the *"Act"*); and

WHEREAS, the Authority is the successor agency to the Illinois Development Finance Authority (the *"IFDA"*), which issued its $16,000,000 in aggregate principal amount of Adjustable Rate Demand Revenue Bonds, Glenwood School for Boys, Series 1998 (the *"Bonds"*) pursuant to an Indenture of Trust dated as of April 1, 1998 between the IDFA and LaSalle National Bank, as trustee (the *"Indenture"*); and

WHEREAS, pursuant to the terms of a Loan Agreement dated as of April 1, 1998 (the *"Loan Agreement"*) between the IDFA and the Glenwood School for Boys, an Illinois not-for-profit corporation now known as the Glenwood School for Boys and Girls (the *"Borrower"*), the proceeds of the Bonds were lent to the Borrower in order to enable the Borrower to finance various capital improvements at its "South Campus" site in Glenwood, Illinois and at its "West Campus" site in St. Charles, Illinois; and

WHEREAS, the Borrower intends to consolidate its operations on its South Campus and to sell the land, buildings and related assets on its West Campus, with the proceeds of such sale expected to enable the Borrower to pay off a portion, but not all, of the outstanding Bonds; and

WHEREAS, inasmuch as following the sale of such assets, the Borrower will no longer be able to comply with certain covenants and other provisions in the Loan Agreement which obligate it to own and operate the West Campus facilities or which would otherwise be violated by the proposed sale of the West Campus; and

WHEREAS, the Authority is willing to agree to certain changes to the Loan Agreement necessitated by the proposed sale of the West Campus;

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

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

SECTION 2. That the Authority hereby authorizes and approves such changes to the Loan Agreement and the Indenture as may be necessary or appropriate in order to provide that the Borrower may dispose of and is no longer required to own, maintain, operate or insure the West Campus property in St. Charles, Illinois and to amend the Loan Agreement and/or the Indenture so as to remove any provisions that would cause a default to result under the Loan Agreement or the Indenture as a consequence of the Borrower's contemplated closure and sale of the West Campus land and facilities.

SECTION 3. That the Authority is hereby authorized to enter into one or more documents amending the Loan Agreement and/or the Indenture for the purposes approved by this Resolution; that the Chairman, the Vice Chairman, the Executive Director of the Authority or any person authorized by a Resolution of the Authority be, and each of them hereby is, authorized, empowered and directed to execute, and the Secretary or any Assistant Secretary of the Authority be, and each of them hereby is, authorized, empowered and directed to attest and to affix the official seal of the Authority to, any such agreement amending the Loan Agreement or the Indenture in the name, for and on behalf of the Authority, in such form as the individual executing such agreement on behalf of the Authority shall approve, his or her execution thereof to constitute conclusive evidence of such approval of the same; that when any such amendatory agreement is executed, attested, sealed and delivered on behalf of the Authority as hereinabove provided, such agreement shall be binding on the Authority; that from and after the execution and delivery of any such amendatory 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 other documents as may be necessary or in their view appropriate to carry out and comply with the provisions of such agreement; and that such agreements shall constitute, and are hereby made, a part of this Resolution, and a copy of any amendatory agreement and any documents issued thereunder shall be placed in the official records of the Authority and shall be available for public inspection at the office of the Authority

SECTION 4. That all acts of the officers, employees and agents of the Authority which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, be, and the same hereby are, in all respects, ratified, confirmed and approved.

SECTION 5. That all resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

SECTION 6. That this Resolution shall be in full force and effect immediately upon its passage, as by law provided.

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ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Pam Lenane & Nora O'Brien

Date: June 12, 2012

Re: Resolution Authorizing Amendments to Certain Terms and Provisions of the Illinois Finance Authority Revenue Bonds, Series 2010 (**Mercy Circle Project**), Outstanding in the Principal Amount of $26,250,000, Originally Issued for the Purpose of Funding a Loan to Mercy Circle in order to Finance the Acquisition, Construction, Installation, Equipping and Operation of a Certain Project Owned by Mercy Circle; Authorizing the Execution of a First Amendment to Bond Purchase and Loan Agreement and Related Certificates Necessary to Effect the Amendment; and Authorizing Other Actions in Connection with the Amendment of such Bond Purchase and Loan Agreement.

Mercy Circle ("**Mercy Circle**" or the "**Borrower**") will be amending the Bond Purchase and Loan Agreement related to bonds previously issued on their behalf.

The Illinois Finance Authority (the "**Authority**") issued its Revenue Bonds, Series 2010 (Mercy Circle Project) on December 29, 2010 in the aggregate principal amount of $26,250,000 pursuant to a Bond Purchase and Loan Agreement among the Authority, the Borrower and First National Bank of Omaha, as the original purchaser of the Bonds (the "**Holder**"). The Authority, the Borrower and the Holder have agreed to enter into a First Amendment to the Bond Purchase and Loan Agreement for the purpose of amending certain terms and provisions of the Loan Agreement and the Bonds, including the scope of the project and the documents executed and delivered in connection therewith.

Pursuant to the First Amendment, the scope of the project will be revised to the acquisition, construction, installation, equipping and operation of a continuing care retirement community, including related administrative facilities, containing approximately 147,084 square feet, consisting of approximately (i) 44 independent living units and (ii) 66 assisted living units, memory care units and skilled nursing beds (with such assisted living units, memory care units and skilled nursing beds to be allocated as determined by the Borrower taking into account applicable land use agreements and restrictions governing the Project), and all necessary furniture, fixtures and equipment required of and necessary for such facilities, together with approximately 82 adjacent parking spaces all to be located at or near 3659 West 99th Street, Chicago, Illinois 60655-3132, 10000 South Central Park Avenue, Chicago, Illinois 60655-3132 and 10024 South Central Park Avenue, Chicago, Illinois 60655-3132, as amended, modified or supplemented from time to time with the prior written consent of the Holder and the Authority.

IFA RESOLUTION NO. 2012-06-12-__10__

A RESOLUTION AUTHORIZING AMENDMENTS TO CERTAIN TERMS AND PROVISIONS OF THE ILLINOIS FINANCE AUTHORITY REVENUE BONDS, SERIES 2010 (MERCY CIRCLE PROJECT), OUTSTANDING IN THE PRINCIPAL AMOUNT OF $26,250,000, ORIGINALLY ISSUED FOR THE PURPOSE OF FUNDING A LOAN TO MERCY CIRCLE IN ORDER TO FINANCE THE ACQUISITION, CONSTRUCTION, INSTALLATION, EQUIPPING AND OPERATION OF A CERTAIN PROJECT OWNED BY MERCY CIRCLE; AUTHORIZING THE EXECUTION OF A FIRST AMENDMENT TO BOND PURCHASE AND LOAN AGREEMENT AND RELATED CERTIFICATES NECESSARY TO EFFECT THE AMENDMENT; AND AUTHORIZING OTHER ACTIONS IN CONNECTION WITH THE AMENDMENT OF SUCH BOND PURCHASE AND LOAN AGREEMENT.

WHEREAS, the **ILLINOIS FINANCE AUTHORITY** (the "Issuer") is a body politic and corporate, empowered by the provisions of the Illinois Finance Authority Act, 20 Illinois Complied Statutes 3501, as amended (the "Act"), to issue its bonds, notes or other evidences of indebtedness to finance, refinance and reimburse the costs of a "project," as such term is defined in the Act; and

WHEREAS, as a result of negotiations between the Issuer and Mercy Circle, an Illinois not for profit corporation (the "Borrower"), the Issuer has heretofore issued its Revenue Bonds, Series 2010 (Mercy Circle Project) (the "Bonds") on December 29, 2010 in the aggregate principal amount of $26,250,000, now outstanding in the principal amount of $26,250,000, pursuant to a Bond Purchase and Loan Agreement, dated as of December 1, 2010, (the "Original Loan Agreement") among the Issuer, the Borrower and First National Bank of Omaha, as original purchaser of the Bonds (the "Holder"); and

WHEREAS, pursuant to the Original Loan Agreement, the Issuer loaned the proceeds of the Bonds to the Borrower in order to assist the Borrower in providing funds to (i) pay or reimburse the costs of (a) the acquisition, construction, installation and equipping of a continuing care retirement community, including related administrative facilities, containing approximately 172,039 square feet, consisting of approximately 54 independent living units, 44 assisted living units, 24 memory care units and 24 skilled nursing beds, (b) all necessary furniture, fixtures and equipment required of and necessary for such facilities, and (c) approximately 108 adjacent parking spaces, all to be located at or near 3659 West 99th Street, Chicago, Illinois 60655-3132, 10000 South Central Park Avenue, Chicago, Illinois 60655-3132 and 10024 South Central Park Avenue, Chicago, Illinois 60655-3132 (collectively, the "Original Project"); (ii) pay capitalized interest on the Bonds during the period of construction of the Original Project; and (iii) to pay costs of issuance incurred in connection with the issuance of the Bonds, all as permitted by the Act (collectively, the "Financing Purposes"); and

WHEREAS, the Original Loan Agreement provides for the repayment by the Borrower of the loan of the proceeds of the Bonds as evidenced by its Promissory Note (the "Project Note") executed and delivered by the Borrower in the principal amount equal to the aggregate principal amount of the Bonds; and

WHEREAS, the Issuer, the Borrower and the Holder have agreed to enter into a First Amendment to Bond Purchase and Loan Agreement (the "First Amendment" and together with the Original Loan Agreement, the "Loan Agreement") for the purpose of amending certain terms and provisions of the Loan Agreement and the Bonds, including the scope of the Original Project, and the documents executed and delivered in connection therewith; and

WHEREAS, pursuant to the First Amendment, the scope of the Original Project will be revised to the acquisition, construction, installation, equipping and operation of a continuing care retirement community, including related administrative facilities, containing approximately 147,084 square feet, consisting of approximately (i) 44 independent living units and (ii) 66 assisted living units, memory care units and skilled nursing beds (with such assisted living units, memory care units and skilled nursing beds to be allocated as determined by the Borrower taking into account applicable land use agreements and restrictions governing the Project), and all necessary furniture, fixtures and equipment required of and necessary for such facilities, together with approximately 82 adjacent parking spaces all to be located at or near 3659 West 99th Street, Chicago, Illinois 60655-3132, 10000 South Central Park Avenue, Chicago, Illinois 60655-3132 and 10024 South Central Park Avenue, Chicago, Illinois 60655-3132, as amended, modified or supplemented from time to time with the prior written consent of the Holder and the Issuer (collectively, the "Revised Project"); and

WHEREAS, the Borrower has requested that the Issuer approve this form of Resolution by its members in order to effectuate the terms and provisions of the First Amendment.

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

Section 1. Findings. Based on the representations made by the Borrower, the Issuer hereby finds and determines that the Revised Project is included within the term "project" (as defined in the Act).

Section 2. Definitions. In addition to the words and terms defined in this Resolution, the words and terms used in this Resolution shall have the meanings set forth in the First Amendment, unless the context or use indicates another or different meaning or intent.

Section 3. First Amendment. The Issuer does hereby authorize the execution by its Chairperson, Vice Chairperson, Executive Director, General Counsel, Treasurer, Assistant Treasurer or any person duly appointed by the Members to serve in such office on an interim basis, any of its other Members or any officer or employee designated by the Executive Director (each an "Authorized Officer") and delivery of the First Amendment. The First Amendment shall be in substantially the form previously provided to and on file with the Issuer, and hereby approved, or with such changes therein as shall be approved by the Authorized Officer of the Issuer executing the same, with such execution to constitute conclusive evidence of such person's approval and the Issuer's approval of any changes or revisions therein from the form of such First Amendment.

Section 4. Additional Transaction Documents. The Issuer does hereby approve the execution and delivery of any amendments to or modifications of the Additional Transaction Documents (as defined in Resolution 2010-1214-HC15), though not a party to such documents, in order to accomplish the Financing Purposes (which are now amended to also include the costs of the Revised Project and the capitalized interest on the Bonds during the period of construction of the Revised Project). The amendments to or modifications of such Additional Transaction Documents may be in substantially the forms previously provided to and on file with the Issuer and hereby approved, with such changes therein as shall be approved by, or in such final forms as are approved by, the Authorized Officer of the Issuer executing the First Amendment, with such execution of the First Amendment to constitute conclusive evidence of such person's approval, and the Issuer's approval of the final forms of the amendments to or modifications of the Additional Transaction Documents or any changes or revisions therein from such forms of the amendments to or modifications of the Additional Transaction Documents.

Section 5. Authorization and Ratification of Subsequent Acts. The Members, officers, agents and employees of the Issuer are hereby authorized and directed to do all such acts and things and to execute or accept all such documents as may be necessary to carry out and comply with the provisions of these resolutions and the First Amendment, and all of the acts and doings of the Members, officers, agents and employees of the Issuer which are in conformity with the intent and purposes of these resolutions and within the parameters set forth herein, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved. Unless otherwise provided in the Loan Agreement or any related document, wherever in the Loan Agreement or any other document executed pursuant hereto it is provided that an action shall be taken by an Authorized Officer of the Issuer, or in the event of the unavailability, inability or refusal of an Authorized Officer to act, any two Members of the Issuer, each of whom is hereby authorized, empowered, and delegated the power and duty and directed to take such action on behalf of the Issuer, all within the parameters set forth herein and in the respective Loan Agreement or other related document.

Section 7. Provisions Separable; Invalidity. 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 8. Conflicting Resolutions. All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict. Except as expressly set forth herein, the provisions contained in Resolution 2010-1214-HC15 of the Illinois Finance Authority, authorizing the issuance of the Bonds, shall remain in full force and effect.

Section 9. Effective Date. This Resolution shall be in full force and effect immediately upon its passage, as by law provided.

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ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Pam Lenane & Nora O'Brien

Date: June 12, 2012

Re: Resolution Confirming and Ratifying Letter Agreements Waiving Compliance and Amending Certain Covenants Related to $3,000,000 Revenue Bond, Series 2010A, $5,000,000 Revenue Bond, Series 2010B and $2,000,000 Revenue Bonds, Series 2010C (Saint Anthony's Health Center)

Saint Anthony's Health Center ("**Saint Anthony's**" or the "**Borrower**") will be amending certain covenant related to bonds previously issued on their behalf.

The Illinois Finance Authority (the "**Authority**") has previously issued bonds on behalf of Saint Anthony's Health Center. The Series 2010A Bonds were issued pursuant to a Loan Agreement among the Authority, GE Government Finance, Inc. (the "**2010A Lender**") and the Borrower. The Series 2010B Bonds were issued pursuant to a Loan Agreement among the Authority, Key Government Finance, Inc. (the "**2010B Lender**") and the Borrower. The Series 2010C Bonds were issued pursuant to a Loan Agreement among the Authority, Clayton Holdings, LLC (the "**2010C Lender**") and the Borrower. Pursuant to Section 7.09 of the 2010A and 2010C Loan Agreements, the Borrower covenanted to maintain a Capitalization Ratio of .65:1 as of each fiscal year. The Borrower failed to meet the Capitalization Ratio as of December 31, 2011 and March 31, 2012.

Pursuant to separate letter agreements (the "**Lender Letters**"), the 2010A Lender and the 2010C Lender have waived compliance with the Capitalization Ratio and have agreed to amend their respective Loan Agreements to provide for a Capitalization Ratio of 1.00:1.00. The Borrower has requested that the Authority waive compliance with the Capitalization Ratio and consent to the amendment of the Capitalization Ratio. The Authority has executed and delivered letters to the Borrower agreeing to such waiver and amendment in sole reliance on the execution of the Lender Letters by the Lenders.

IFA RESOLUTION NO. 2012-0612-__11__

Resolution confirming and ratifying letter agreements waiving compliance and amending certain covenants related to $3,000,000 Revenue Bond, Series 2010A, $5,000,000 Revenue Bond, Series 2010B and $2,000,000 Revenue Bond, Series 2010C (Saint Anthony's Health Center).

WHEREAS, the Illinois Finance Authority (the "*Authority*") has previously issued its (i) $3,000,000 Revenue Bond, Series 2010A (Saint Anthony's Health Center) (the *"2010A Bond"*), (ii) $5,000,000 Revenue Bond, Series 2010B (Saint Anthony's Health Center) (the *"2010B Bond"*) and (iii) $2,000,000 Revenue Bond, Series 2010C (Saint Anthony's Health Center) (the *"2010C Bond"* and, together with the 2010A Bond and the 2010B Bond, the *"Bonds"*); and

WHEREAS, the Series 2010A Bonds were issued pursuant to that certain Loan Agreement dated as of March 1, 2010 (the *"2010A Loan Agreement"*) among the Authority, GE Government Finance, Inc. (the *"2010A Lender"*) and Saint Anthony's Health Center, an Illinois not for profit corporation (the *"Borrower"*); and

WHEREAS, the Series 2010B Bonds were issued pursuant to that certain Loan Agreement dated as of March 1, 2010 (the *"2010B Loan Agreement"*) among the Authority, Key Government Finance, Inc. (the *"2010B Lender"*) and the Borrower; and

WHEREAS, the Series 2010C Bonds were issued pursuant to that certain Loan Agreement dated as of March 1, 2010 (the *"2010C Loan Agreement"* and, together with the 2010A Loan Agreement and the 2010B Loan Agreement, the *"Loan Agreements"*) among the Authority, Clayton Holdings, LLC (the *"2010C Lender"* and, together with the 2010A Lender and the 2010B Lender, the *"Lenders"*) and the Borrower; and

WHEREAS, pursuant to Section 7.09 of the 2010A Loan Agreement and the 2010C Loan Agreement, the Borrower covenanted to maintain a Capitalization Ratio (as defined in the Loan Agreement) of .65:1 as of each fiscal quarter; and

WHEREAS, the Borrower failed to meet the Capitalization Ratio as of December 31, 2011 and March 31, 2012; and

WHEREAS, pursuant to separate letter agreements (the *"Lender Letters"*) the 2010A Lender and the 2010C Lender have waived compliance with the Capitalization Ratio and have agreed to amend their respective Loan Agreements to provide for a Capitalization Ratio of 1.00:1.00; and

WHEREAS, the Borrower requested that the Authority waive compliance with the Capitalization Ratio and consent to the amendment of the Capitalization Ratio; and

WHEREAS, the Authority has executed and delivered letters to the Borrower agreeing to such waiver and amendment (the *"IFA Letters"*) in sole reliance on the execution of the Lender Letters by the Lenders; and

WHEREAS, the Board of Directors of the Authority wishes to ratify and confirm the execution and delivery of the IFA Letters by the Executive Director;

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

1. The execution and delivery of the IFA Letters by the Executive Director is hereby confirmed and ratified.

2. **Authorization and Ratification of Subsequent Acts**. The Members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute or accept all such documents as may be necessary to carry out and comply with the provisions of this resolution and the IFA Letters, and all of the acts and doings of the Members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of these resolutions, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved.

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ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Pam Lenane & Nora O'Brien

Date: June 12, 2012

Re: Resolution Authorizing and Approving Certain Amendments Relating to Various Outstanding Series of Bonds Issued on Behalf of Riverside Health System and Authorizing and Approving Certain Related Matters

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Riverside Health System ("**Riverside**" or the "**Borrower**") will be amending various credit enhancement facilities, replacing Radian Asset Assurance Inc. and making certain changes to its bond documents.

The timely payment of principal of and interest on the **Series 1994**, **Series 1996** and **Series 2002 Bonds** issued by the Illinois Health Facilities Authority ("**IHFA**"), successor to the Illinois Finance Authority, (the "Authority") on behalf of Riverside Health System is secured by irrevocable letters of credit each issued by Bank of America, N.A. ("**Bank of America**") The credit ratings assigned to Bank of America have been and are anticipated to be reduced resulting in an increase in the interest rates payable on the Series 1994, Series 1996 and Series 2002 Bonds and an increased cost of capital for Riverside. Riverside Health System has determined that the Bank of America Letters of Credit should be replaced by letters of credit issued by JPMorgan Chase Bank, N.A. ("**JPMorgan**").

The timely payment of principal of and interest on the **Series 2004** and **Series 2006** Bonds issued by the Authority on behalf of Riverside Health System is insured by a financial guaranty insurance policy issued by Radian Asset Assurance Inc. ("**Radian**"). The credit ratings assigned to Radian have been periodically reduced resulting in an increase in the interest rates payable on the Series 2004 and Series 2006 Bonds and an increased cost of capital for the Riverside. Riverside Health System has determined that the Bond Insurance Policies should be cancelled and returned to Radian. In connection with the cancellation of the Bond Insurance Policies, Riverside has requested that the funds on deposit in the debt service reserve fund be released and returned to them. In connection with the cancellation of the policies and the debt service reserve fund liquidation, the Series 2004 and 2006 Bonds will be subject to mandatory tender in connection with a change in interest modes and will be consented to by the holders of each series of the Bonds.

IFA RESOLUTION NO. 2012-0612-__12__

WHEREAS, the **Illinois Finance Authority** (the "*Authority*") has been created by, and exists under, the Illinois Finance Authority Act (the "*Act*"); and

WHEREAS, on June 8, 1994 the Authority issued its $20,000,000 Variable Rate Demand Revenue Bonds, Series 1994 (Riverside Health System) (the "*1994 Bonds*") and loaned the proceeds thereof to Riverside Medical Center (the "*Medical Center*") and Riverside Senior Living Center ("*Senior Living*"), each a not for profit corporation incorporated under the laws of the State of Illinois; and

WHEREAS, on November 19, 1996 the Authority issued its $7,300,000 Variable Rate Demand Revenue Bonds, Series 1996B (Riverside Health System) (the "*1996 Bonds*") and loaned the proceeds thereof to the Medical Center; and

WHEREAS, on December 5, 2002 the Authority issued its $15,000,000 Variable Rate Demand Revenue Bonds, Series 2002B (Riverside Health System) (the "*2002 Bonds*") and loaned the proceeds thereof to the Medical Center; and

WHEREAS, on June 8, 2004 the Authority issued its $46,450,000 Variable Rate Demand Revenue Bonds, Series 2004 (Riverside Health System) Periodic Auction Reset Securities (PARS^{SM}) (the "*2004 Bonds*") and loaned the proceeds thereof to the Medical Center, Senior Living and Oakside Corporation ("*Oakside*"), a not for profit corporation incorporated under the laws of the State of Illinois; and

WHEREAS, on November 9, 2006 the Authority issued its $15,575,000 Revenue Bonds, Series 2006A Periodic Auction Reset Securities (PARS^{SM}) (Riverside Health Systems) (the "*2006A Bonds*") and its $17,425,000 Revenue Bonds, Series 2006B Periodic Auction Reset Securities (PARS^{SM}) (Riverside Health System) (the "*2006B Bonds"* and, together with the 2006A Bonds, the *"2006 Bonds"*) and loaned the proceeds thereof to the Medical Center and Senior Living (the Medical Center, Senior Living and Oakside, as borrowers of the proceeds of the 1994 Bonds, the 1996 Bonds, the 2002 Bonds, the 2004 Bonds and the 2006 Bonds being hereinafter referred to as the *"Borrowers"*); and

WHEREAS, the timely payment of principal of and interest on the 1994 Bonds, 1996 Bonds and 2002 Bonds is secured by irrevocable letters of credit each issued by Bank of America, N.A. (the "*BofA Letters of Credit*"); and

WHEREAS, the timely payment of principal of and interest on the 2004 Bonds is insured by a financial guaranty insurance policy (the *"2004 Bond Insurance Policy"*) issued by Radian Asset Assurance Inc. ("*Radian*"); and

WHEREAS, the timely payment of principal of and interest on the 2006 Bonds is insured by a financial guaranty insurance policy (together with the 2004 Bond Insurance Policy, the *"Bond Insurance Policies"*) issued by Radian; and

WHEREAS, the credit ratings assigned to BofA have been and are anticipated to be further reduced resulting in an increase in the interest rates payable on the 1994 Bonds, the 1996 Bonds and the 2002 Bonds and an increased cost of capital for the Borrowers; and

WHEREAS, the credit ratings assigned to Radian have been periodically reduced resulting in an increase in the interest rates payable on the 2004 Bonds and the 2006 Bonds and an increased cost of capital for the Borrowers; and

WHEREAS, in January, 2008, the Borrowers delivered to the Bond Trustee (as hereinafter defined) irrevocable direct pay letters of credit (the "*2008 Letters of Credit*") provided by JPMorgan Chase Bank, N.A. ("*JPM*") to further secure each series of the 2004 Bonds and the 2006 Bonds; and

WHEREAS, in connection with the delivery of the 2008 Letters of Credit (i) the bond trust indentures which provided for the issuance of each series of the 2004 Bonds and the 2006 Bonds were amended and restated by, respectively, the Amended and Restated Bond Trust Indenture dated as of February 1, 2008 (the "*2004 Restated Bond Indenture*") and the Amended and Restated Bond Trust Indenture dated as of January 1, 2008 (the "*2006 Restated Bond Indenture*") between the Authority and The Bank of New York Mellon Trust Company, National Association, as bond trustee (the "*Bond Trustee*") and (ii) the loan agreements which provided for the loan of the proceeds of the sale of each series of the 2004 Bonds and the 2006 Bonds to the Borrowers were amended and restated by, respectively, the Amended and Restated Loan Agreements each dated as of February 1, 2008 (the "*2004 Restated Loan Agreements*") between the Authority and each Borrower and the Amended and Restated Loan Agreements each dated as of January 1, 2008 (the "*2006 Restated Loan Agreements*") between the Authority and the Medical Center and the Authority and Senior Living; and

WHEREAS, the Borrowers have now determined that the BofA Letters of Credit should be replaced by letters of credit issued by JPM (the *"JPM Letters of Credit"*); and

WHEREAS, the Borrowers have also now determined that the Bond Insurance Policies should be cancelled and returned to Radian (the *"Cancellation"*); and

WHEREAS, in connection with the cancellation of the Bond Insurance Policies the Borrowers have requested that the funds on deposit in the debt service reserve fund which secures the 2004 Bonds and in the debt service reserve fund which secures the 2006 Bonds be released and returned to the Borrowers (the *"DSRF Liquidation"*) and applied to either acquire or construct additional health care facilities or to redeem a portion of the 2004 Bonds and the 2006 Bonds; and

WHEREAS, in connection with the Cancellation and the DSRF Liquidation, the 2004 Bonds and the 2006 Bonds will be subject to mandatory tender (the *"Mandatory Tender"*) in connection with a change in interest modes (the *"Mode Change"*); and

WHEREAS, in connection with the Mode Change, the Cancellation and the DSRF Liquidation will be consented to by the holders of the 2004 Bonds and the 2006 Bonds; and

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

(a) a Second Amended and Restated Bond Trust Indenture (the "*2004 Second Amended Bond Indenture*") between the Authority and the Bond Trustee, amending and restating the 2004 Restated Bond Indenture;

(b) a Second Amended and Restated Bond Trust Indenture (the "*2006 Second Amended Bond Indenture*") between the Authority and the Bond Trustee, amending and restating the 2006 Restated Bond Indenture;

(c) a Second Amended and Restated Loan Agreement (the "*2004 Medical Center Second Amended Loan Agreement*") between the Authority and the Medical Center, amending and restating the 2004 Restated Loan Agreement between the Authority and the Medical Center;

(d) a Second Amended and Restated Loan Agreement (the "*2004 Senior Living Second Amended Loan Agreement*") between the Authority and Senior Living, amending and restating the 2004 Restated Loan Agreement between the Authority and Senior Living;

(e) a Second Amended and Restated Loan Agreement (the "*2004 Oakside Second Amended Loan Agreement*") between the Authority and Oakside, amending and restating the 2004 Restated Loan Agreement between the Authority and Oakside;

(f) a Second Amended and Restated Loan Agreement (the "*2006 Medical Center Second Amended Loan Agreement*") between the Authority and the Medical Center amending and restating the 2006 Restated Loan Agreement between the Authority and the Medical Center;

(g) a Second Amended and Restated Loan Agreement (the "*2006 Senior Living Second Amended Loan Agreement*") between the Authority and Senior Living, amending and restating the 2006 Restated Loan Agreement between the Authority and Senior Living; and

WHEREAS, in connection with the Cancellation, it will be necessary that the Authority, along with the Borrowers, Barclays Capital, Inc., as bondholder as a result of Mandatory Tender (the "*Bondholder*"), the Bond Trustee and Radian execute and deliver, (x) a Release Agreement (the "*Release Agreement*"), pursuant to which the Borrowers, the Authority, the Bond Trustee and the Bondholder release Radian from any and all obligations related to the Cancellation and (y) a Consent Agreement (the "*Radian Consent*" and, together with the Release Agreement, the "*Cancellation Documents*"), pursuant to which the Borrowers, the Authority, the Bond Trustee and the Bondholder will consent to the Cancellation;

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

(a) one or more reoffering circulars supplementing the Official Statements originally used to offer the 2004 Bonds and the 2006 Bonds (the "*Supplements*"), describing the Mode Change, the Cancellation and the DSRF Liquidation, in such form as approved by an Authorized Officer (as hereinafter defined) prior to the delivery thereof; and

(b) Eighteenth Supplemental Master Trust Indenture supplementing and amending the Amended and Restated Master Trust Indenture dated as of December 15, 1989 (the "*Master Indenture*") among the Borrowers, Riverside Health System (the "*Corporation*") and The Bank of New York Mellon Trust Company, National Association, as master trustee (the "*Master Trustee*"), providing for, among other things, the issuance thereunder of Obligations to JPM; and

(c) one or more reimbursement agreements among the Obligated Group and JPM providing for the issuance of the JPM Letters of Credit;

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

Section 1. Authority Documents. The Authority does hereby authorize and approve the execution by its Chairperson, Vice Chairperson, any of its other Members, Executive Director or Treasurer (each an "*Authorized Officer*") and the delivery and use of the Authority Documents. The Authority Documents shall be substantially in the forms previously provided to the Authority and hereby approved, or with such changes therein as shall be approved by the Authorized Officer of the Authority executing the same, with such execution to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of any changes or revisions therein from the forms of such Authority Documents previously provided to the Authority.

Section 2. Cancellation Documents. The Authority does hereby authorize and approve the execution by an Authorized Officer and the delivery and use of the Cancellation Documents. The Cancellation Documents shall be substantially in the forms approved by the Authorized Officer executing the 2004 Second Amended Bond Indenture and the 2006 Second Amended Bond Indenture, with such execution to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of the Cancellation Documents.

Section 3. Additional Transaction Documents. The Authority does hereby approve the form of the Additional Transaction Documents. The Additional Transaction Documents shall be in substantially the forms previously provided to the Authority and hereby approved, or with such changes therein as shall be approved by the Authorized Officer executing the Loan Agreements, with such execution to constitute conclusive evidence of such Authorized Officer's approval and the Authority's approval of any changes or revisions therein from the forms of the Additional Transaction Documents previously provided to the Authority.

Section 4. Letter of Credit Replacement. The Authority does hereby approve the replacement of the BofA Letters of Credit with the JPM Letters of Credit, with such JPM Letters of Credit to be in such forms as approved by the Authorized Officers. The Authorized Officers are hereby authorized and directed to execute all necessary certificates, consents or waivers in connection with the replacement of the letters of credit.

Section 5. Mode Change. The Authority does hereby approve the change in interest rate modes for the 2004 Bonds and the 2006 Bonds in order to facilitate the Cancellation and the DSRF Liquidation.

Section 6. Authorization and Ratification of Subsequent Acts. The Members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute or accept all such documents (including without limitation the execution and delivery of a document setting forth the agreements and certifications of the parties thereto relating to certain federal tax matters) as may be necessary to carry out and comply with the provisions of these resolutions, the Authority Documents, the Cancellation Documents and the Additional Transaction Documents, and to facilitate the replacement of the BofA Letters of Credit with the JPM Letters of Credit, the Cancellation, the DSRF Liquidation and the Mode Change, and all of the acts and doings of the Members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of these resolutions, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved. Unless otherwise provided therein, wherever in the Authority Documents or any other document executed pursuant hereto it is provided that an action shall be taken by the Authority, such action shall be taken by the Executive Director or the Treasurer of the Authority, or in the event of the unavailability, inability or refusal of the Executive Director and the Treasurer to act, any two Members of the Authority, each of whom is hereby authorized, empowered, delegated the power and duty and directed to take such action on behalf of the Authority, all within the parameters set forth herein and in the applicable Authority Document.

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Pam Lenane & Nora O'Brien

Date: June 12, 2012

Re: Resolution Approving and Ratifying the Substitution of Liquidity Facility Provider for Certain Outstanding Bonds Issued on Behalf of Northwestern Memorial Hospital; Approving and Ratifying the Replacement of Remarketing Agent for Certain Outstanding Bonds Issued on Behalf of Northwestern Memorial Hospital; and Authorizing, Approving and Ratifying Certain Other Matters

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Northwestern Memorial Hospital ("**Northwestern**" or the "**Borrower**") will be amending various credit enhancement facilities and replacing the remarketing agent for certain outstanding Bonds.

The Illinois Finance Authority (the "**Authority**") has previously issued its $53,625,000 Illinois Finance Authority Variable Rate Demand Revenue Bonds, Series 2007A (Northwestern Memorial Hospital) Subseries 2007A-1 (the "**Series 2007A-1 Bonds**") and its $53,625,000 Illinois Finance Authority Variable Rate Demand Revenue Bonds, Series 2007A (Northwestern Memorial Hospital) Subseries 2007A-3 (the "Series 2007A-3 Bonds"). Northwestern has determined that it is desirable to have JPMorgan Chase Bank, N.A. provide substitute liquidity facilities for the Series 2007A-1 Bonds and the Series 2007A-3 Bonds in replacement of the existing liquidity facilities provided by UBS AG and to have JPMorgan Securities LLC serve as remarketing agent for the Series 2007A-1 Bonds and the Series 2007A-3 Bonds in replacement of Citigroup Global Markets Inc.

IFA RESOLUTION NO. 2012-0612-__13__

RESOLUTION APPROVING AND RATIFYING THE SUBSTITUTION OF LIQUIDITY FACILITY PROVIDER FOR CERTAIN OUTSTANDING BONDS OF THE ILLINOIS FINANCE AUTHORITY; APPROVING AND RATIFYING THE REPLACEMENT OF REMARKETING AGENT FOR CERTAIN OUTSTANDING BONDS OF THE ILLINOIS FINANCE AUTHORITY; AND AUTHORIZING, APPROVING AND RATIFYING CERTAIN OTHER MATTERS.

WHEREAS, the **ILLINOIS FINANCE AUTHORITY** (the "Authority") has been created by the Illinois Finance Authority Act, as amended (the "Act");

WHEREAS, the Authority has previously issued its $53,625,000 Illinois Finance Authority Variable Rate Demand Revenue Bonds, Series 2007A (Northwestern Memorial Hospital) Subseries 2007A-1 (the "Series 2007A-1 Bonds") and its $53,625,000 Illinois Finance Authority Variable Rate Demand Revenue Bonds, Series 2007A (Northwestern Memorial Hospital) Subseries 2007A-3 (the "Series 2007A-3 Bonds" and, together with the Series 2007A-1 Bonds, the "Series 2007A Bonds") pursuant to the Bond Trust Indenture dated as of December 1, 2007 (the "Bond Indenture") between the Authority and Wells Fargo Bank, N.A., as bond trustee, the proceeds of which were loaned to Northwestern Memorial Hospital, a not for profit healthcare institution (the "Corporation") pursuant to the Loan Agreement dated as of December 1, 2007 (the "Loan Agreement") between the Authority and the Corporation;

WHEREAS, the Corporation has determined that it is desirable (i) to have JPMorgan Chase Bank, National Association provide substitute liquidity facilities for the Series 2007A-1 Bonds and the Series 2007A-3 Bonds in replacement of the existing liquidity facilities provided by UBS AG, acting through its Stamford Branch, and (ii) to have JPMorgan Securities LLC serve as remarketing agent for the Series 2007A-1 Bonds and the Series 2007A-3 Bonds in replacement of Citigroup Global Markets Inc. (collectively, the "Series 2007A Liquidity Facility and Remarketing Agent Substitution");

WHEREAS, the Corporation has requested that the Authority approve the Series 2007A Liquidity Facility and Remarketing Agent Substitution and provide for amendments to the Bond Indenture and the Loan Agreement that may be required by the rating agencies currently rating the Series 2007A Bonds to maintain the highest short term ratings on the Series 2007A Bonds; and

WHEREAS, the Authority wishes to authorize, approve and ratify all actions of the officers and employees of the Authority undertaken in connection with the Series 2007A Liquidity Facility and Remarketing Agent Substitution;

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

Section 1. The Series 2007A Liquidity Facility and Remarketing Agent Substitution. The Members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things and to execute or accept all such documents (including, without limitation, any supplements to the Bond Indenture or Loan Agreement, consents, waivers, standby bond purchase agreements or disclosure documents) such officers, agents or employees of the Authority deem necessary to implement the Series 2007A Liquidity Facility and Remarketing Agent Substitution, to maintain the short term ratings in the highest short term rating category from each rating agency currently rating the Series 2007A Bonds and comply with the provisions of the applicable documents relating to the Series 2007A Bonds, and all of the acts and doings of the Members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of these resolutions, whether heretofore or hereafter taken or done, shall be and are hereby authorized, ratified, confirmed and approved.

Section 2. Continued Effectiveness of Resolution 2004-7. This resolution shall be and is intended to be in all cases a ratification of the authority granted under Resolution 2004-7 of the Authority (the "2004 Resolution") and in any resolutions approving the original issuance of the Series 2007A Bonds (the "Prior Approving Resolutions"). Notwithstanding anything set forth herein, the 2004 Resolution and the Prior Approving Resolutions shall remain in full force and effect and shall remain full and complete authorization for the members and/or officers of the Authority to execute and deliver any and all certificates, agreements and other instruments in connection with a liquidity facility substitution or replacement of remarketing agent or such other matters set forth in the 2004 Resolution or the Prior Approving Resolutions.

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ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Jim Senica

Date: June 12, 2012

Re: Request by State Bank Freeport and Bill Pigott to remove assignment of interest in commercial property as additional security for the loan described below.

(Loan number A-AD-GT-8555) -	Original Amount:	$440,000
(Agri-Debt Guarantee)	IFA Exposure:	$374,000

Request:

State Bank Freeport (the **"Bank"**) and Bill Pigott (the **"Borrower"**) have requested approval from the Illinois Finance Authority to remove an assignment of a 14% ownership interest valued at approximately $350,000 in an industrial building located in Freeport as additional security for the loan referenced above.

At the May 2012 Meeting of the IFA Board of Directors (the "Board"), an Agri-Debt Guarantee Loan was approved for Bill Pigott of Belvidere, Illinois, in the amount of $440,000. IFA's 85% guarantee exposure is $374,000 on this Loan. Proceeds of this Agri-Debt Guarantee Loan with the Bank will be used to refinance the Borrower's existing equipment and real estate loans.

The Bank had previously proposed the following collateral coverage on the approved Loan:

Equipment	$761,675 x 75% =	$571,256
Grain Inventory	65,000 x 75% =	48,750
Prepays	145,000 x 100% =	145,000
	Total collateral (discounted)	**$765,006**

Collateral coverage on $440,000 loan = 1.74x, LTV =57.52%

In addition, the Bank will cross-collateralize (i) farm real estate (*securing a $720,000 real estate loan*) with an appraised value of $953,500 and require (ii) an assignment of a $500,000 life insurance policy.

As an abundance of caution, the IFA Agri-Debt Guarantee Loan was to be further secured by an assignment of interest in the Borrower's 14% ownership in Pinnacle Real Estate Investments, LLC, which is valued at approximately $350,000. However, after the Agri-Debt Guarantee request received Board approval, the Bank discovered that the operating agreement for Pinnacle Real Estate Investments, LLC specifically prohibits the assignment of interest in the limited liability company to any third party.

Given that the assignment of the interest in the limited liability company was only taken by the Bank as an abundance of caution, the Agri-Debt Guarantee Loan is adequately collateralized, and the Borrower has significant net worth and substantial off-farm income, the Bank has therefore approved the Loan without the assignment of the interest in Pinnacle Real Estate Investments, LLC. Staff concurs with the Bank's request to remove assignment of interest in commercial property as additional security for the Agri-Debt Guarantee Loan.