

**ILLINOIS FINANCE AUTHORITY
BOARD MEETING
Tuesday, November 9, 2010
Chicago, Illinois**

**COMMITTEE OF THE WHOLE
8:30 a.m.
Two Prudential Plaza - IFA Chicago Office
180 N. Stetson Ave., Suite 2555
Chicago, Illinois**

AGENDA

- I. Call to Order
- II. Roll Call
- III. Chairman's Remarks
- IV. Message from the Executive Director (with attachments; Tab A)
- V. Committee Reports
- VI. Project Reports
- VII. Other Business
- VIII. Adjournment

**BOARD MEETING
11:30 a.m.
One Prudential Plaza Conference Center
130 E. Randolph Ave., 7th Floor
Chicago, Illinois**

- I. Call to Order
- II. Chairman's Remarks
- III. Roll Call
- IV. Acceptance of Financials
- V. Approval of Minutes (Tab B & C)
- VI. Project Approvals
- VII. Resolutions / Amendments
- VIII. Other Business

AGRICULTURE

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Beginning Farmer Bonds						
<i>Final (One-Time Consideration)</i>						
1	a) Lee Wayne & Latisha Leann Elliott	Montrose (Jasper County)	\$112,000	0	0	ER
	b) Rodney D. & Candy Godbee	Kempton (Livingston County)	\$380,000	0	0	ER
TOTAL AGRICULTURE PROJECTS			\$492,000	0	0	

BUSINESS AND INDUSTRY

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Recovery Zone Revenue Facility Bonds						
<i>Final Bond Resolution (One-Time Consideration)</i>						
2	Mayo Properties LLC (Moran Transportation Corporation Project)	Elk Grove Village	\$4,100,000	39	15	RF
Recovery Zone Revenue Facility Bonds						
<i>Preliminary</i>						
3	BPJ Investments LLC (Neuco, Inc. Project)	Downers Grove	\$3,000,000	7	25	RF
Freight Transfer Facilities Revenue Bonds						
<i>Final</i>						
4	CenterPoint Joliet Terminal Railroad, LLC (CenterPoint Intermodal Center - Joliet Project)	Joliet	\$200,000,000	3,000	4,400	RF
TOTAL BUSINESS AND INDUSTRY PROJECTS			\$207,100,000	3,046	4,440	

HIGHER EDUCATION, CULTURAL, AND OTHER NON-HEALTHCARE 501(c)(3)'s

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Higher Education Bonds						
<i>Final</i>						
5	East-West University	Chicago	\$35,000,000	10	150	RF
6	DePaul University	Chicago	\$200,000,000	130	40-110	RF
TOTAL HIGHER ED/CULTURAL/NON-HEALTHCARE 501(c)(3) PROJECTS			\$235,000,000	140	190-260	

HEALTHCARE

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds						
<i>Preliminary</i>						
7	Roseland Community Hospital	Chicago	\$35,000,000	12	20	PL
8	Smith Crossing	Orland Park	\$50,000,000	33	250	PL
501(c)(3) Revenue Bonds						
<i>Final (One-Time Consideration)</i>						
9	Proctor Hosptial	Peoria	\$17,000,000	N/A	N/A	PL
10	Silver Cross Hospital	New Lenox/Joliet	\$25,000,000	0	0	PL
11	Sarah Bush Lincoln Health Center	Mattoon	\$65,000,000	17	60	PL
TOTAL HEALTHCARE PROJECTS			\$192,000,000	62	330	
GRAND TOTAL			\$635,292,000	3248	4975-5045	

RESOLUTIONS

Tab	Projects	FM
Amendatory Resolution/Resolutions		
12	Resolution to Approve an Amended and Restated Bond and Loan Agreement and Related changes regarding IFA Series 2007 501(c)(3) Revenue Bonds (Chicago School of Professional Psychology Project)	RF
13	Resolution Reallocating a Portion of Recovery Zone Facility Bond Authority to DuPage County	BC
14	Resolution Delegating Reallocation Authority for Recovery Zone Facility and Recovery Zone Economic Development Bonds to the Executive Director of the Illinois Finance Authority	BC

November 9, 2010

TO: William A. Brandt, Jr., Chairman
Dr. William Barclay
Gila J. Bronner
Ronald E. DeNard
John E. Durburg
James J. Fuentes
Norman M. Gold
Dr. Roger D. Herrin

Michael W. Goetz, Vice Chairman
Edward H. Leonard, Sr.
Joseph McInerney
Terrence M. O'Brien
Heather D. Parish
Roger E. Poole
Bradley A. Zeller

RE: Message from the Executive Director

Dear Members of the Authority:

The IFA and its borrowers: a long-term relationship

At the Illinois Finance Authority (“IFA”), we pride ourselves on long-term relationships with the borrowers in our conduit portfolio. We recognize that the decision to borrow millions of dollars to fund capital improvements is not a decision to be undertaken lightly – or quickly.

This month we have several examples where persistence and cultivation of borrowers and their projects by the IFA over a period of years has paid off – in both the opportunity to issue bonds and to create jobs.

- ***CenterPoint Joliet Terminal Railroad, LLC***, a Freight Transfer Facilities Revenue Bond project, not to exceed \$200,000,000 (“CenterPoint Project”), was first induced in August 2007. The CenterPoint Project is the recipient of private activity volume cap allocation directly from the US Department of Transportation. The CenterPoint Project will finance land acquisition as well as capital improvements to a rail/truck intermodal facility in Joliet, Illinois. The CenterPoint Project is the latest example of a large innovative tax-exempt corporate financing undertaken since July. The CenterPoint Project will join (1) the Navistar Recovery Zone Facility Revenue Bonds 2010 (\$135 million, closed October 26, 2010); (2) Peoples Gas Light & Coke Company, Series 2010A and 2010B Gas Supply Revenue Bonds (\$50 million each, totaling \$100 million, closed August 18 and October 5, 2010, respectively) and (3) KONE Centre Investment Fund, LLC Midwestern Disaster Area Revenue Bonds (\$20.2 million, anticipated to close in December 2010). These projects reinforce IFA’s stature as a nationally recognized leader in issuing tax-exempt bonds for corporate projects.
- ***Roseland Community Hospital*** (“Roseland”), not to exceed \$35,000,000, ***Proctor Hospital*** (“Proctor”), not to exceed \$17,000,000, and ***Sarah Bush Lincoln Health Center*** (“Sarah Bush”), not to exceed \$65,000,000 are three smaller hospitals located on the south side of Chicago, Peoria and Mattoon, respectively, three very different Illinois communities. For Roseland, a critical access safety net hospital with 162 beds, a partnership with the IFA means the opportunity to

refinance existing debt at a lower interest rate as well as to issue new debt at a favorable interest rate, creating an adolescent behavioral center and upgrading information technology consistent with recent changes to federal law. For Proctor, a community hospital with 163 beds, this bank qualified financing allowing it to take advantage of low interest rates for needed capital improvements prior to the expiration of this federal financing tool which expires on December 31, 2010. Finally, the Sara Bush Lincoln financing allows the IFA to assist a small, 132-bed hospital in the Charleston-Mattoon area that serves patients in seven east-central Illinois counties (Coles, Cumberland, Douglas, Edgar, Clark, Moultrie and Shelby). Assisting smaller hospitals meet their capital financing needs is core to the IFA's mission.

The IFA Energy Efficiency Program

On October 27, 2010, after great personal effort by IFA Energy Committee Chair, Dr. Roger Herrin, we announced our Energy Efficiency Program supported by the State credit enhancement provided by SB 390. It is an innovative program that will provide financing to support energy efficiency projects undertaken by local governments, not-for-profits, including hospitals, as well as for-profit businesses. The IFA program has a unique insurance component aimed at preserving the State credit enhancement. We hope that this program will help borrowers reduce costs in financing energy efficiency projects while helping to preserve the environment.

Staff Changes

We congratulate Eric Reed, IFA's Regional Manager for Agriculture, on his new banking position in the private sector. We thank him for his service to the IFA and to private agricultural borrowers across Illinois. We also welcome Norma Sutton, an attorney who will be working on procurement matters, to the IFA. IFA will share Norma with the Illinois Department of Central Management Services.

Conclusion

I look forward to working with all of you to retain and create jobs for our State.

Respectfully,

Christopher B. Meister

Attachments:

Attachment 1 – General Fund, Financial Results, Consolidated Balance Sheet and Audit Tracking Schedule

Attachment 2 – Schedule of Debt; FY'11 Closed Projects

**Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
October 31, 2010**

	Actual October 2010	Budget October 2010	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2011	Budget YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2011	% of Budget Expended
REVENUE										
INTEREST ON LOANS	83,978	86,755	(2,777)	-3.20%	391,035	318,553	72,482	22.75%	1,146,121	34.12%
INVESTMENT INTEREST & GAIN(LOSS)	4,998	1,709	3,289	192.48%	21,859	6,836	15,023	219.76%	20,500	106.63%
ADMINISTRATIONS & APPLICATION FEES	740,537	286,782	453,755	158.22%	2,209,521	1,256,029	953,492	75.91%	3,569,338	61.90%
ANNUAL ISSUANCE & LOAN FEES	35,485	49,263	(13,778)	-27.97%	224,900	190,361	34,539	18.14%	582,892	38.58%
OTHER INCOME	7,878	6,878	1,000	14.54%	93,127	27,512	65,615	238.50%	82,537	100.00%
TOTAL REVENUE	872,877	431,387	441,490	102.34%	2,940,442	1,799,291	1,141,151	63.42%	5,401,388	54.44%
EXPENSES										
EMPLOYEE RELATED EXPENSES										
COMPENSATION & TAXES	152,825	187,266	(34,441)	-18.39%	689,941	738,308	(48,367)	-6.55%	2,354,798	29.30%
BENEFITS	17,940	23,036	(5,096)	-22.12%	80,275	91,096	(10,821)	-11.88%	286,314	28.04%
TEMPORARY HELP	-	417	(417)	-100.00%	967	1,668	(701)	-42.01%	5,000	19.34%
EDUCATION & DEVELOPMENT	2,518	1,667	851	51.08%	2,668	6,667	(3,999)	-59.98%	20,000	13.34%
TRAVEL & AUTO	5,319	6,250	(931)	-14.90%	12,975	25,000	(12,025)	-48.10%	75,000	17.30%
TOTAL EMPLOYEE RELATED EXPENSES	178,601	218,636	(40,035)	-18.31%	786,826	862,739	(75,913)	-8.80%	2,741,112	28.70%
PROFESSIONAL SERVICES										
CONSULTING, LEGAL & ADMIN	20,984	20,833	151	0.72%	83,856	83,333	523	0.63%	250,000	33.54%
LOAN EXPENSE & BANK FEE	12,276	10,875	1,401	12.89%	41,159	43,500	(2,341)	-5.38%	130,500	31.54%
ACCOUNTING & AUDITING	27,206	26,326	880	3.34%	111,960	105,304	6,656	6.32%	315,904	35.44%
MARKETING GENERAL	82	2,083	(2,001)	-96.07%	12,179	8,332	3,847	46.17%	25,000	48.71%
FINANCIAL ADVISORY	23,750	31,250	(7,500)	-24.00%	95,000	125,000	(30,000)	-24.00%	375,000	25.33%
CONFERENCE/TRAINING	795	1,667	(872)	-52.31%	23	6,668	(6,645)	-99.66%	20,000	0.11%
MISC. PROFESSIONAL SERVICES	17,142	15,375	1,767	11.49%	66,801	61,500	5,301	8.62%	184,500	36.21%
DATA PROCESSING	4,060	4,583	(523)	-11.42%	12,932	18,332	(5,400)	-29.45%	55,000	23.51%
TOTAL PROFESSIONAL SERVICES	106,295	112,992	(6,697)	-5.93%	423,910	451,969	(28,060)	-6.21%	1,355,904	31.26%

**Illinois Finance Authority
General Fund - Actual to Budget
Statement of Activities
for Period Ending
October 31, 2010**

	Actual October 2010	Budget October 2010	Current Month Variance Actual vs. Budget	Current % Variance	Actual YTD FY 2011	Budget YTD FY 2011	Year to Date Variance Actual vs. Budget	YTD % Variance	Total Budget FY 2011	% of Budget Expended
OCCUPANCY COSTS										
OFFICE RENT	22,420	22,840	(420)	-1.84%	89,222	91,360	(2,138)	-2.34%	274,076	32.55%
EQUIPMENT RENTAL AND PURCHASES	1,586	1,700	(114)	-6.68%	7,543	6,800	743	10.93%	20,400	36.98%
TELECOMMUNICATIONS	3,862	5,050	(1,188)	-23.52%	15,127	20,200	(5,073)	-25.12%	60,600	24.96%
UTILITIES	681	917	(236)	-25.70%	4,053	3,668	385	10.49%	11,000	36.84%
DEPRECIATION	2,448	4,109	(1,661)	-40.41%	10,094	16,436	(6,342)	-38.59%	49,305	20.47%
INSURANCE	1,929	1,900	29	1.54%	7,717	7,600	117	1.54%	22,800	33.85%
TOTAL OCCUPANCY COSTS	32,928	36,516	(3,588)	-9.83%	133,755	146,064	(12,309)	-8.43%	438,181	30.52%
GENERAL & ADMINISTRATION										
OFFICE SUPPLIES	2,437	4,458	(2,021)	-45.33%	12,142	17,832	(5,690)	-31.91%	53,500	22.69%
BOARD MEETING - EXPENSES	2,178	3,000	(822)	-27.41%	10,316	12,000	(1,684)	-14.03%	36,000	28.66%
PRINTING	377	542	(165)	-30.45%	2,010	2,167	(156)	-7.21%	6,500	30.93%
POSTAGE & FREIGHT	1,041	1,250	(209)	-16.69%	4,608	5,000	(392)	-7.84%	15,000	30.72%
MEMBERSHIP, DUES & CONTRIBUTIONS	1,483	2,708	(1,225)	-45.23%	4,185	10,832	(6,647)	-61.36%	32,500	12.88%
PUBLICATIONS	558	250	308	123.01%	872	1,000	(128)	-12.80%	3,000	29.07%
OFFICERS & DIRECTORS INSURANCE	15,619	15,833	(214)	-1.35%	68,985	63,332	5,653	8.93%	190,000	36.31%
MISCELLANEOUS	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL GENL & ADMIN EXPENSES	23,693	28,041	(4,347)	-15.50%	103,118	112,163	(9,045)	-8.06%	336,500	30.64%
LOAN LOSS PROVISION/BAD DEBT	25,000	25,000	-	0.00%	425,568	100,000	325,568	325.57%	300,000	141.86%
OTHER										
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TOTAL EXPENSES	366,517	421,185	(54,667)	-12.98%	1,873,176	1,672,935	200,241	11.97%	5,171,697	36.22%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	506,360	10,202	496,157	4863.20%	1,067,266	126,356	940,910	744.65%	229,691	464.65%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
TRANSFER	-	-	-	0.00%	-	-	-	0.00%	-	-
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%	-	-
NET INCOME/(LOSS)	506,360	10,202	496,157	4863.20%	1,067,266	126,356	940,910	744.65%	229,691	464.65%

**Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending
October 31, 2010**

	Actual October 2010	Actual October 2009	Current Month Variance Actual vs. Actual	Current % Variance	Actual YTD FY 2011	Actual YTD FY 2010	Year to Date Variance Actual vs. Actual	YTD % Variance
REVENUE								
INTEREST ON LOANS	83,978	99,327	(15,350)	-15.45%	391,035	402,810	(11,776)	-2.92%
INVESTMENT INTEREST & GAIN(LOSS)	4,998	2,620	2,379	90.78%	21,859	16,779	5,080	30.28%
ADMINISTRATIONS & APPLICATION FEES	740,537	402,870	337,667	83.82%	2,209,521	1,771,537	437,984	24.72%
ANNUAL ISSUANCE & LOAN FEES	35,485	45,062	(9,577)	-21.25%	224,900	406,694	(181,794)	-44.70%
OTHER INCOME	7,878	65,148	(57,270)	-87.91%	93,127	97,091	(3,963)	-4.08%
TOTAL REVENUE	872,877	615,027	257,850	41.92%	2,940,442	2,694,910	245,532	9.11%
EXPENSES								
EMPLOYEE RELATED EXPENSES								
EMPLOYEE RELATED EXPENSES								
COMPENSATION & TAXES	152,825	233,538	(80,713)	-34.56%	689,941	955,153	(265,212)	-27.77%
BENEFITS	17,940	23,498	(5,558)	-23.65%	80,275	91,317	(11,042)	-12.09%
TEMPORARY HELP	-	2,761	(2,761)	-100.00%	967	11,410	(10,443)	-91.52%
EDUCATION & DEVELOPMENT	2,518	10,000	(7,482)	0.00%	2,668	11,035	(8,367)	-75.82%
TRAVEL & AUTO	5,319	5,535	(216)	-3.90%	12,975	17,581	(4,606)	-26.20%
TOTAL EMPLOYEE RELATED EXPENSES	178,601	275,332	(96,730)	-35.13%	786,826	1,086,496	(299,671)	-27.58%
PROFESSIONAL SERVICES								
CONSULTING, LEGAL & ADMIN	20,984	15,833	5,151	32.53%	83,856	63,754	20,102	31.53%
LOAN EXPENSE & BANK FEE	12,276	10,333	1,943	18.80%	41,159	38,546	2,613	6.78%
ACCOUNTING & AUDITING	27,206	24,432	2,774	11.36%	111,960	95,068	16,892	17.77%
MARKETING GENERAL	82	235	(153)	-65.10%	12,179	601	11,578	1927.61%
FINANCIAL ADVISORY	23,750	18,333	5,417	29.55%	95,000	73,332	21,668	29.55%
CONFERENCE/TRAINING	795	-	795	0.00%	23	2,823	(2,801)	-99.20%
MISC. PROFESSIONAL SERVICES	17,142	17,413	(271)	0.00%	66,801	17,413	49,389	0.00%
DATA PROCESSING	4,060	4,866	(806)	-16.57%	12,932	13,716	(784)	-5.71%
TOTAL PROFESSIONAL SERVICES	106,295	91,444	14,851	16.24%	423,910	305,252	118,657	38.87%

**Illinois Finance Authority
General Fund - Actual to Actual
Statement of Activities
for Period Ending
October 31, 2010**

	Actual October 2010	Actual October 2009	Current Month Variance Actual vs. Actual	Current % Variance	Actual YTD FY 2011	Actual YTD FY 2010	Year to Date Variance Actual vs. Actual	YTD % Variance
OCCUPANCY COSTS								
OFFICE RENT	22,420	22,301	119	0.53%	89,222	89,444	(222)	-0.25%
EQUIPMENT RENTAL AND PURCHASES	1,586	4,268	(2,681)	-62.82%	7,543	15,204	(7,661)	-50.39%
TELECOMMUNICATIONS	3,862	5,009	(1,147)	-22.90%	15,127	20,232	(5,106)	-25.24%
UTILITIES	681	991	(309)	-31.23%	4,053	3,958	94	2.38%
DEPRECIATION	2,448	5,108	(2,659)	-52.07%	10,094	20,790	(10,697)	-51.45%
INSURANCE	1,929	1,951	(22)	-1.13%	7,717	7,715	2	0.03%
TOTAL OCCUPANCY COSTS	32,928	39,628	(6,700)	-16.91%	133,755	157,344	(23,589)	-14.99%
GENERAL & ADMINISTRATION								
OFFICE SUPPLIES	2,437	5,821	(3,383)	-58.12%	12,142	14,918	(2,776)	-18.61%
BOARD MEETING - EXPENSES	2,178	1,652	525	31.79%	10,316	10,959	(643)	-5.87%
PRINTING	377	607	(230)	-37.91%	2,010	2,247	(237)	-10.53%
POSTAGE & FREIGHT	1,041	1,099	(58)	-5.25%	4,608	4,765	(157)	-3.30%
MEMBERSHIP, DUES & CONTRIBUTIONS	1,483	1,900	(417)	-21.95%	4,185	6,701	(2,516)	-37.54%
PUBLICATIONS	558	128	430	336.94%	872	306	566	185.23%
OFFICERS & DIRECTORS INSURANCE	15,619	16,315	(696)	-4.27%	68,985	62,535	6,450	10.31%
MISCELLANEOUS	-	-	-	-	-	-	-	-
TOTAL GENL & ADMIN EXPENSES	23,693	27,522	(3,829)	-13.91%	103,118	102,430	687	0.67%
LOAN LOSS PROVISION/BAD DEBT	25,000	25,000	-	0.00%	425,568	100,000	325,568	325.57%
OTHER								
INTEREST EXPENSE	-	-	-	0.00%	-	-	-	0.00%
TOTAL OTHER	-	-	-	0.00%	-	-	-	0.00%
TOTAL EXPENSES	366,517	458,926	(92,409)	-20.14%	1,873,176	1,751,523	121,653	6.95%
NET INCOME (LOSS) BEFORE UNREALIZED GAIN/(LOSS) & TRANSFERS	506,360	156,102	350,258	224.38%	1,067,266	943,388	123,879	13.13%
NET UNREALIZED GAIN/(LOSS) ON INVESTMENT	-	-	-	0.00%	-	-	-	0.00%
TRANSFER	-	-	-	0.00%	-	31,938	(31,938)	-100.00%
REVENUE GRANT	-	-	-	0.00%	-	-	-	0.00%
APPROPRIATIONS FROM STATE	-	-	-	0.00%	-	-	-	0.00%
NET INCOME/(LOSS)	506,360	156,102	350,258	224.38%	1,067,266	975,326	91,941	9.43%

**Illinois Finance Authority
General Fund
Unaudited
Balance Sheet
for the Four Months Ending October 31, 2010**

		Actual October 2010
<hr/>		
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	\$	23,897,775
RECEIVABLES, NET		117,917
LOAN RECEIVABLE, NET		17,885,496
OTHER RECEIVABLES		176,740
PREPAID EXPENSES		<u>162,586</u>
TOTAL CURRENT ASSETS		42,240,514
FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION		53,234
DEFERRED ISSUANCE COSTS		336,879
OTHER ASSETS		
CASH, INVESTMENTS & RESERVES		1,581,266
VENTURE CAPITAL INVESTMENTS		-
OTHER		<u>(4,926)</u>
TOTAL OTHER ASSETS		1,576,340
TOTAL ASSETS	\$	<u><u>44,206,967</u></u>
LIABILITIES		
CURRENT LIABILITIES	\$	1,724,377
LONG-TERM LIABILITIES		<u>490,055</u>
TOTAL LIABILITIES		2,214,432
EQUITY		
CONTRIBUTED CAPITAL		4,111,479
RETAINED EARNINGS		24,842,492
NET INCOME / (LOSS)		1,067,266
RESERVED/RESTRICTED FUND BALANCE		1,732,164
UNRESERVED FUND BALANCE		<u>10,239,134</u>
TOTAL EQUITY		41,992,535
TOTAL LIABILITIES & EQUITY	\$	<u><u>44,206,967</u></u>

**Illinois Finance Authority
Consolidated
Unaudited
Balance Sheet
for the Four Months Ending October 31, 2010**





	<u>Actual October 2009</u>	<u>Actual October 2010</u>
ASSETS		
CASH & INVESTMENTS, UNRESTRICTED	\$ 30,166,726	\$ 37,425,759
RECEIVABLES, NET	224,203	117,917
LOAN RECEIVABLE, NET	48,154,000	39,685,394
NOTES RECEIVABLE	46,641,074	45,134,874
OTHER RECEIVABLES	608,883	1,000,189
PREPAID EXPENSES	<u>171,017</u>	<u>162,586</u>
 TOTAL CURRENT ASSETS	 125,965,903	 123,526,719
 FIXED ASSETS, NET OF ACCUMULATED DEPRECIATION	 77,894	 53,234
 DEFERRED ISSUANCE COSTS	 543,803	 455,323
OTHER ASSETS		
CASH, INVESTMENTS & RESERVES	36,709,325	41,478,521
VENTURE CAPITAL INVESTMENTS	5,377,739	2,512,917
OTHER	<u>3,000,000</u>	<u>3,000,000</u>
 TOTAL OTHER ASSETS	 45,087,064	 46,991,438
 TOTAL ASSETS	 <u>\$ 171,674,664</u>	 <u>\$ 171,026,714</u>
 LIABILITIES		
CURRENT LIABILITIES	1,154,387	1,849,016
BONDS PAYABLE	55,010,000	54,345,000
OTHER LIABILITIES	<u>1,373,997</u>	<u>1,831,475</u>
 TOTAL LIABILITIES	 57,538,384	 58,025,491
EQUITY		
CONTRIBUTED CAPITAL	35,608,692	35,608,692
RETAINED EARNINGS	27,173,957	26,227,036
NET INCOME / (LOSS)	1,234,267	766,000
RESERVED/RESTRICTED FUND BALANCE	37,471,193	37,751,324
UNRESERVED FUND BALANCE	<u>12,648,171</u>	<u>12,648,171</u>
 TOTAL EQUITY	 114,136,280	 113,001,223
 TOTAL LIABILITIES & EQUITY	 <u>\$ 171,674,664</u>	 <u>\$ 171,026,714</u>

**Illinois Finance Authority
 FY09 Audit Finding: Material
 Update as of October 31, 2010**

Number of Material Findings - 1

Item Number	Description	Finding Type	Comments	Percentage Completed										
Government Auditing Standards:				10	20	30	40	50	60	70	80	90	100	
09-01	Valuation of Venture Capital Investments	Significant Deficiency	Auditor Recommendation: The IFA has not had an independent valuation of its venture capital investments since fiscal year 2006. We recommend the Authority obtain an independent valuation of the investment portfolio periodically in order to support the amounts recorded and disclosed in the financial statements. Authority Response: The Authority accepted the auditor's recommendation. The Authority has procured a vendor and the valuation of the venture capital portfolio is underway.											

**Illinois Finance Authority
 FY09 Audit Finding: Immaterial
 Update as of October 31, 2010**

Item Number	Description	Percentage Completed
		10 20 30 40 50 60 70 80 90 100
Total Number of 4		
FY 09 Immaterial Findings		
IM09-01	Failure to Report Revenue Bond Information to the Illinois Office of the Comptroller	
IM09-02	Inaccurate Agency Report of State Property (C-15)	
IM09-03	Lack of Disaster Contingency Testing to Ensure Recovery of Computer Systems	
IM09-04	Weaknesses Regarding the Security and Control of Confidential Information	



Bonds Issued and Outstanding as of October 31, 2010

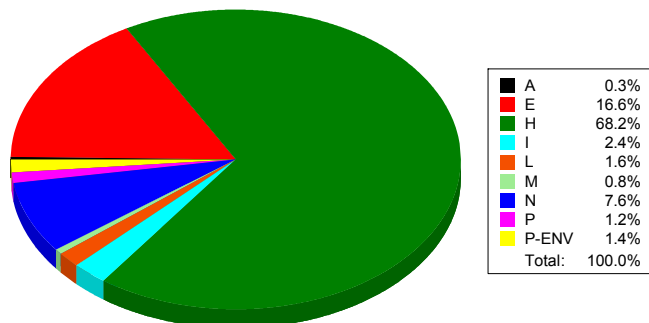
Bonds Issued Since Inception of Illinois Finance Authority

#	Market Sector	Principal Amount (\$)
309	Agriculture **	59,168,163
97	Education	3,806,258,100
312	Healthcare *	15,640,688,508
76	Industrial	686,080,669
27	Local Government	378,145,000
19	Multifamily/Senior Housing	175,417,900
129	501(c)(3) Not-for Profits	1,709,398,195
8	Exempt Facilities Bonds	275,700,000
9	Environmental issued under 20 ILCS 3515/9	326,630,000
		\$ 23,057,486,535

* Includes CCRC's

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

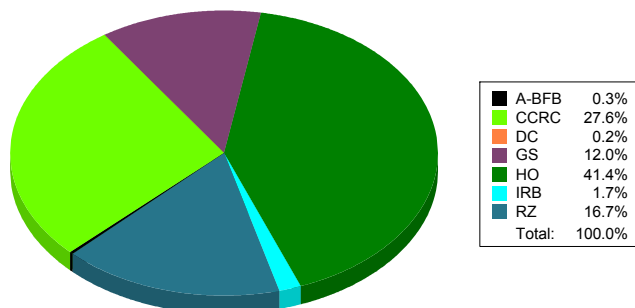
Bonds Issued Since Inception



Current Fiscal Year

#	Market Sector	Principal Issued
16	Agriculture - Beginner Farmer	2,583,951
1	Financially Distressed Cities	1,985,000
2	Gas Supply	100,000,000
6	Healthcare - Hospital	344,820,000
8	Healthcare - CCRC	230,105,000
2	Industrial Revenue	14,370,000
2	Recovery Zone	139,585,000
		\$ 833,448,951

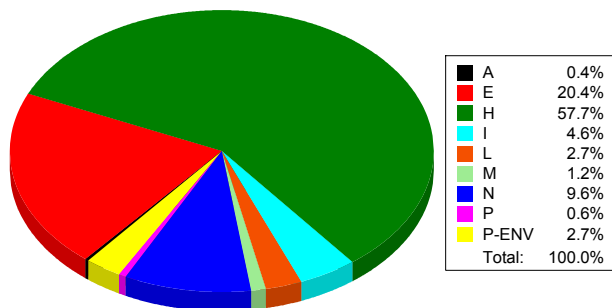
Bonds Issued - Current Fiscal Year



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

Market Sector	Amount of Original Issue	Principal Outstanding
Agriculture	297,637,869	90,967,895
Education	5,527,345,730	5,088,606,647
Healthcare	16,323,947,337	14,362,705,923
Industrial	1,348,710,669	1,151,533,841
Local Government	1,135,309,413	669,709,169
Multifamily/Senior Housing	742,915,396	305,680,307
501(c)(3) Not-for Profits	2,869,824,996	2,385,915,506
Exempt Facilities Bonds	155,360,000	155,360,000
Environmental issued under 20 ILCS 3515/9	770,475,000	682,463,312
	\$ 29,171,526,410	\$ 24,892,942,600

Principal Outstanding by Market Sector



* Includes CCRC's

Bonds Issued between July 01, 2010 and October 31, 2010

<u>Bond Issue</u>	<u>Date Issued</u>	<u>Initial Interest Rate</u>	<u>Principal Issued</u>	<u>Bonds Refunded</u>
A-BFB Beginner Farmer Bonds, Series 2011	07/01/2010	Various-See Below	2,583,951	0
HO NorthShore University HealthSystem, Series 2010	07/14/2010	2.00% to 5.25%	136,425,000	115,800,000
CCRC The Clare at Water Tower, Series 2010A&B	07/15/2010	5.10% to 6.125%	87,505,000	87,505,000
CCRC Christian Homes, Inc., Series 2010	07/29/2010	3.40% to 6.125%	25,000,000	8,090,000
IRB Bison Gear & Engineering Corporation, Series 2010	07/29/2010	VRB 0.32%	9,230,000	0
HO Institute for Transfusion Medicine, Series 2010	07/29/2010	VRB 3.60%	26,500,000	0
GS Peoples Gas Light and Coke Company, Series 2010A	08/18/2010	VRB 2.125%	50,000,000	0
RZ Annex II, LLC - Rock City Development, Series 2010	08/24/2010	6.00%	4,585,000	0
CCRC Greenfields of Geneva, Series 2010A-C	08/31/2010	7.50% to 8.25%	117,600,000	9,185,000
HO Provena Health, Series 2010C&D	09/22/2010	VRB 0.29%	72,000,000	0
GS Peoples Gas Light and Coke Company, Series 2010B	10/05/2010	2.625%	50,000,000	50,000,000
IRB Fabrication Technologies, Inc., Series 2010	10/15/2010	DP-VRB	5,140,000	0
HO Little Company of Mary Hospital, Series 2010	10/20/2010	5.25% to 5.50%	72,000,000	0
HO Beloit Health System, Series 2010	10/21/2010	VRB	37,895,000	40,325,000
RZ Navistar International Corporation, Series 2010	10/26/2010	6.50%	135,000,000	0
DC City of East St. Louis, Series 2010	10/26/2010	3.00%	1,985,000	1,650,000
Total Bonds Issued in Fiscal Year 2011			\$ 833,448,951	\$ 312,555,000

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

<u>Borrower</u>	<u>Date Funded</u>	<u>Initial Interest Rate</u>	<u>Loan Proceeds</u>	<u>Acres</u>	<u>County</u>
Stortzum, Brent A.	07/21/2010	4.25%	157,500	38.00	Effingham
Tolley, Daniel Steven	07/23/2010	4.50%	106,900	82.30	Knox
Justison, Keri L.	07/30/2010	4.25%	249,736	106.00	Montgomery
Justison, David M.	07/30/2010	4.25%	249,736	106.00	Montgomery
Will, Richard & Linda	07/30/2010	4.00%	206,712	71.30	Cumberland
Smithenry, Eric J.	07/30/2010	4.25%	135,000	20.00	Jasper
Stinnett, Sean & Cheryl	08/05/2010	4.75%	224,000	52.84	Macoupin
Alt, Lawrence & Loretta	08/12/2010	4.00%	100,000	26.67	Vermilion
Alt, James & Jo Ellen	08/12/2010	4.00%	102,667	26.67	Vermilion
Kopplin, Seth A.	08/16/2010	4.00%	184,000	73.62	Effingham
Gittleson, Brock	09/21/2010	4.46%	207,500	50.00	Lee
Mellendorf, Mark	09/21/2010	4.25%	25,200	20.00	Clay
Fritschle, Derek	10/07/2010	4.00%	125,000	78.00	Richland
Stahl, Rodney Lynn	10/25/2010	4.00%	122,500	50.00	Stark
Stahl, Kendall	10/25/2010	4.50%	137,500	50.00	Stark
Rosenthal, Darin T.	10/29/2010	4.00%	250,000	80.00	Montgomery
Total Beginner Farmer Bonds Issued			\$ 2,583,951	931.40	

<u>AG Farm Purchase Guarantee</u>	<u>Date Funded</u>	<u>Initial Interest Rate</u>	<u>Loan Proceeds</u>	<u>State Guarantee</u>
Kerber, Gregory & Jan	10/28/2010	5.85%	500,000	425,000
Total AG Farm Purchase Guarantee			\$ 500,000	\$ 425,000

ILLINOIS FINANCE AUTHORITY
Schedule of Debt ^[a]

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

Section III	Energy	Principal Outstanding		Program Limitations	Remaining Capacity
		June 30, 2010	October 31, 2010		
Clean Coal, Coal ,Renewable Energy and 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		Program Limitations	Remaining Capacity	State Exposure
		June 30, 2010	October 31, 2010			
Agri Debt Guarantees [Restructuring Existing Debt]		\$ 20,300,000	\$ 18,906,000	\$ 160,000,000	\$ 141,094,000	\$ 16,030,000
97	Fund # 994 - Fund Balance \$ 9,940,751					
AG Loan Guarantee Program		\$ 47,229,000	\$ 46,123,000	\$ 225,000,000 ^[e]	\$ 178,877,000	\$ 33,432,000
57	Fund # 205 - Fund Balance \$ 7,651,586					
12	Agri Industry Loan Guarantee Program	\$ 11,104,000	\$ 10,853,000			9,225,000
1	Renewable Fuels	24,445,000	23,904,000			14,546,000
2	Farm Purchase Guarantee Program	491,000	991,000			842,000
31	Specialized Livestock Guarantee Program	8,625,000	7,910,000			6,724,000
11	Young Farmer Loan Guarantee Program	2,564,000	2,465,000			2,095,000
154	Total State Guarantees	\$ 67,529,000	\$ 65,029,000	\$ 385,000,000	\$ 319,971,000	\$ 49,462,000

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

Section V		Fund #	Principal Outstanding		Appropriation Fiscal Year 2011	Fund Balance
			June 30, 2010	October 31, 2010		
116	Fire Truck Revolving Loan Program	572	\$ 18,730,135	\$ 17,548,241	\$ 6,003,342	\$ 2,444,057
10	Ambulance Revolving Loan Program	334	\$ 993,200	\$ 832,213	\$ 7,006,800	\$ 3,300,884

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		Program Limitations	Remaining Capacity
		June 30, 2010	October 31, 2010		
Environmental [Large Business]					
9	Issued through IFA	316,440,000	\$ 316,278,000		
20	Issued through IDFA	372,065,000	366,185,000		
29	Total Environmental [Large Business]	\$ 688,505,000	\$ 682,463,000	\$ 2,425,000,000	\$ 1,742,537,000
Environmental [Small Business]					
29	Total Environment Bonds Issued under Act	\$ 688,505,000	\$ 682,463,000	\$ 2,500,000,000	\$ 1,817,537,000

Illinois Finance Authority Funds at Risk

Section VII	#	Original Amount	Principal Outstanding	
			June 30, 2010	October 31, 2010
	Participation Loans			
56	Business & Industry	23,020,157.95	17,018,322.85	15,553,645.49
25	Agriculture	6,079,859.01	4,969,295.79	4,878,502.20
81	Participation Loans exluding Defaults & Allowances	\$ 29,100,016.96	\$ 21,987,618.64	\$ 20,432,147.69
	Plus: Legacy IDFA Loans in Default			1,143,112.67
	Less: Allowance for Doubtful Accounts			3,689,764.57
			Total Participation Loans	\$ 17,885,495.79
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	\$ 1,781,154.98	\$ 304,526.74
6	FmHA Loans	\$ 963,250.00	\$ 580,213.44	\$ 413,144.30
2	Renewable Energy [RED Fund]	\$ 2,000,000.00	\$ 1,819,903.95	\$ 1,726,933.97
94	Total Loans Outstanding	\$ 34,353,016.96	\$ 27,168,891.01	\$ 21,330,100.80

[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.

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		Program Limitations	Remaining Capacity
		June 30, 2010	October 31, 2010		
Illinois Finance Authority "IFA"					
296	Agriculture	\$ 46,455,000	\$ 48,913,000		
88	Education	3,721,552,000	3,693,663,000		
223	Healthcare	10,851,968,000	11,361,536,000		
66	Industrial Development [includes Recovery Zone]	345,870,000	595,006,000		
22	Local Government	264,060,000	261,575,000		
18	Multifamily/Senior Housing	157,979,000	159,194,000		
94	501(c)(3) Not-for Profits	1,313,239,000	1,297,926,000		
5	Exempt Facilities Bonds	130,500,000	130,500,000		
812	Total IFA Principal Outstanding	\$ 16,831,623,000	\$ 17,548,313,000		
Illinois Development Finance Authority "IDFA" ^[b]					
4	Education	42,196,000	41,506,000		
6	Healthcare	404,660,000	288,860,000		
73	Industrial Development	562,917,000	556,527,000		
35	Local Government	386,034,000	380,029,000		
16	Multifamily/Senior Housing	147,219,000	146,487,000		
103	501(c)(3) Not-for Profits	1,025,002,000	1,013,445,000		
1	Exempt Facilities Bonds	24,860,000	24,860,000		
234	Total IDFA Principal Outstanding	\$ 2,592,888,000	\$ 2,451,714,000		
Illinois Rural Bond Bank "IRBB" ^[b]					
17	Bond Bank Revenue Bonds	26,385,000	25,715,000		
1	Conduit Debt	2,390,000	2,390,000		
18	Total IRBB Principal Outstanding	\$ 28,775,000	\$ 28,105,000		
104	Illinois Health Facilities Authority "IHFA"	\$ 2,908,471,000	\$ 2,712,310,000		
49	Illinois Educational Facilities Authority "IEFA"	\$ 1,446,134,000	\$ 1,427,982,000		
561	Illinois Farm Development Authority "IFDA" ^[f]	\$ 42,055,000	\$ 42,055,000		
1,778	Total Illinois Finance Authority Debt	\$ 23,849,946,000	\$ 24,210,479,000	\$ 28,150,000,000	\$ 3,939,521,000

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

Section I (b)		Principal Outstanding		Program Limitations	Remaining Capacity
		June 30, 2010	October 31, 2010		
General Purpose Moral Obligations					
Illinois Finance Authority Act [20 ILCS 3501/801-40(w)]					
17	Issued through IRBB	\$ 26,385,000	\$ 25,715,000		
9	Issued through IFA	68,000,000	67,640,000		
26	Total General Moral Obligations	\$ 94,385,000	\$ 93,355,000	\$ 150,000,000	\$ 56,645,000
Financially Distressed Cities Moral Obligations					
Illinois Finance Authority Act [20 ILCS 3501/825-60]					
2	Issued through IFA	\$ 2,395,000	\$ 4,380,000		
1	Issued through IDFA	4,660,000	4,660,000		
3	Total Financially Distressed Cities	\$ 7,055,000	\$ 9,040,000	\$ 50,000,000	\$ 40,960,000
State Component Unit Bonds ^[c]					
17	Issued through IRBB	\$ 26,385,000	\$ 25,715,000		
1	Issued through IDFA	14,580,000	14,580,000		
1	Issued through IFA	4,863,000	4,233,000		
19	Total State Component Unit Bonds	\$ 45,828,000	\$ 44,528,000		

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

Section I (c)		Principal Outstanding		Program Limitations	Remaining Capacity
		June 30, 2010	October 31, 2010		
Midwest Disaster Bonds [Flood Relief]		\$ -	\$ -	\$ 1,515,271,000	\$ 1,515,271,000

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

Section II		Principal Outstanding		Program Limitations	Remaining Capacity
		June 30, 2010	October 31, 2010		
Illinois Power Agency		\$ -	\$ -	\$ 4,000,000,000	\$ 4,000,000,000

**MINUTES OF THE OCTOBER 12, 2010 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 at 8:30 a.m. on October 12, 2010, at the Chicago Office of the IFA at 180 N. Stetson, Suite 2555, Chicago, IL 60601.

<p>Members Present:</p> <ol style="list-style-type: none"> 1. William A. Brandt Jr., Chairman 2. Michael Goetz, Vice Chairman 3. Gila Bronner 4. John “Jack” Durburg 5. James J. Fuentes 6. Norman Gold 7. Dr. Roger Herrin 8. Edward Leonard 9. Joseph McInerney (<i>present at 8:49 a.m.</i>) 10. Heather Parish 11. Roger Poole 12. Bradley A. Zeller 	<p>Members Absent:</p> <ol style="list-style-type: none"> 13. Dr. William Barclay 14. Ronald E. DeNard 15. Terrence O’Brien <p style="text-align: center;">Members Participating by Telephone:</p> <p>Vacancies: None</p>	<p>Staff Present:</p> <p>Christopher Meister, Executive Director Brendan Cournane, General Counsel Brad Fletcher, Paralegal Rich Frampton, Vice President Arthur Friedson, Chief HR Officer Ximena Granda, Asst. CFO Shannon Govia, Funding Mgr Assoc. Jim Senica, Senior Funding Manager Ahad Syed, Administrative Asst.</p> <p>Staff Participating by Telephone:</p> <p>Eric Reed, Regional Manager</p> <p>IFA Advisors Present:</p> <p>Lois Scott, President, Scott Balice Courtney Shea, Sr. VP, Acacia Financial Shannon Williams, Assoc., Scott Balice</p>
---	---	---

Call to Order

Chairman Brandt called the meeting to order at 8:43 a.m. with the above members present. He welcomed Members of the Board, IFA staff, and guests present to the meeting.

Chairman’s Remarks

Chairman Brandt thanked the Members of the Board and IFA Staff for being present and introduced the IFA’s newest appointees to the Board—Ms. Gila Bronner and Mr. Norman Gold. Additionally, the Chairman thanked Mr. Juan Rivera for his service to the IFA. The Chairman reasserted the IFA’s commitment to having a downstate Committee of the Whole and Board Meeting in the future. Chairman Brandt asked Director Meister to present his message.

Executive Director’s Presentation

Director Meister thanked the Chairman and began his presentation. The Director explained that the Navistar International Corporation (“Navistar”) deal is expected to close in late October. Navistar has requested that the IFA continue to aggregate Recovery Zone Facility Bond (“RZFB”) volume cap. Director Meister thanked the cities of Aurora, Elgin, Joliet, Naperville and Rockford as well as the counties of Coles, DeKalb, Douglas, DuPage, Edgar, Henry, Kankakee, Lake, Macoupin and Winnebago for ceding RZFB volume cap to the IFA to help finance the unique Navistar project which will retain and create new jobs in the State of Illinois. Director Meister thanked Mr. Poole for appearing on St. Louis television and in downstate media markets to discuss IFA’s RZFB program.

Director Meister talked next about the Agricultural Working Capital Guarantee Program which would help the IFA expand its toolbox to fight unemployment and help farmers obtain operating capital. This program, Director Meister explained, would allow agricultural borrowers to use bond proceeds for fertilizer, chemicals, feed, seed, fuel, parts

and repairs. The IFA, he stated, is ready to provide this valuable financing option to the Illinois farming community in advance of next year's planting season.

Director Meister said the IFA is excited that Chicago Rockford International Airport has attracted the attention of a world-class higher education institution, Embry-Riddle Aeronautical University ("ERAU"). Director Meister noted that Rockford is a finalist in competition for ERAU's third campus. Director Meister reported the IFA's would further support this prospect through a proposed Resolution for consideration at this month's Board Meeting that supports bringing ERAU to the Chicago Rockford International Airport.

Furthermore, Director Meister discussed IFA financings for both Beloit Health System, a Wisconsin-based healthcare provider with facilities in Illinois and Swedish Covenant Hospital, a Chicago safety-net hospital in Chicago's North Side. The Director welcomed back a long-time IFA borrower—the University of Chicago Medical Center—whose project would create an estimated 350 vertical construction jobs.

Finally, Director Meister stated that he was honored to be appointed, through the Governor's Executive Order No. 10-13, to the Elgin-O'Hare Bypass Advisory Council.

Chairman Brandt thanked Director Meister for his presentation and asked for the senior staff reports.

Senior Staff Reports

Chairman Brandt asked Mr. Senica for his report.

Mr. Senica presented his update report on Participation Loans that focused on four outstanding financings. Two of those loans were characterized as "troubled", while one loan is expected to be paid off by mid-October 2010. The fourth loan was written off by the IFA due to an unexpected illness by the principal owner, who was unable to maintain his business, leading to a default.

Chairman Brandt thanked Mr. Senica and asked Mr. Reed for his report.

Mr. Reed, calling in by telephone, presented the Agriculture Committee report. He explained that four of the six Beginning Farmer Bonds on the agenda this month were utilizing subordinate financing from the US Department of Agriculture. Mr. Reed also reported the nature of the outstanding loans on the Loan Watch List including the total exposure risk to the IFA.

Chairman Brandt thanked Mr. Reed and asked Ms. Granda for her report.

Ms. Granda presented the financials. She explained that the gross revenue year-to-date for August was \$2.067 Million or \$700,000 over budget. Total operating expenses were \$1.506 Million or \$255,000 over budget. Year-to-date net income for the month of fiscal month of September was \$561,000 or \$445,000 higher than budget and \$258,000 lower than the same period last fiscal year due to the Loan Loss Provision. Ms. Granda said that the ongoing audit of the IFA is scheduled to last into November. The auditors have submitted six potential findings which the IFA feels are immaterial. They are:

1. Untimely filing of agency workforce report;
2. No written performance evaluation report for new hires after 90 days;
3. Untimely signing/execution of contracts and unauthorized employee allowed to sign the contract;
4. Unsupported and incomplete travel expense reimbursements;
5. Untimely filing of travel headquarter (TA-2) report;
6. Inaccurate State Property Records

Ms. Granda stated that as of the moment these are potential findings and are not final.

Chairman Brandt thanked Ms. Granda for her presentation and asked for the Committee reports.

Committee Reports

Chairman Brandt asked Dr. Herrin for the Energy Committee Report.

Dr. Herrin explained that the greatest demand from the energy sector comes from retrofitting old factories with newer components. He explained that in the current economic climate many companies see retrofitting as an attractive, more viable alternative that brings down the high cost of construction and brings work to job-hungry communities. Dr. Herrin further explained that the Energy Committee is still investigating means by which the IFA can find create ways to finance energy projects statewide. There is small discussion on wind farms.

Chairman Brandt thanked Dr. Herrin and asked Vice Chairman Goetz for the Healthcare Committee Report.

Vice Chairman Goetz explained that the Healthcare Committee spent time discussing community and minority participation issues in regards to the University of Chicago Medical Center. The Vice Chairman explained that the leadership of the University of Chicago Medical Center spoke with him about a few upcoming issues such as: (a) Nurses joining a union group called the National Nurses Association; (b) the Medical Center is negotiating a new collective bargaining agreement with the National Nurses Association; (c) Potential protests due to the unavailability of a trauma center for adults at the University of Chicago Medical Center.

Chairman Brandt thanked the Vice Chairman for his report and asked for the Project Reports.

Project Reports

Agriculture

Mr. Reed presented the following projects for approval:

No. 1A: Rodney Lynn Stahl - \$122,500 – 50 acres

Request for final approval of the issuance of a Beginning Farmer Bond in an amount not to exceed \$122,500 for the purchase of approximately 50 acres of farmland. This project is located in unincorporated Stark County, near Brimfield, IL.

No. 1B: Kendall Stahl - \$137,500 – 50 acres

Request for final approval of the issuance of a Beginning Farmer Bond in an amount not to exceed \$137,500 for the purchase of approximately 50 acres of farmland. This project is located in unincorporated Stark County, near Brimfield, IL.

No. 1C: Darin T. Rosenthal - \$250,000 – 80 acres

Request for final approval of the issuance of a Beginning Farmer Bond in an amount not to exceed \$250,000 for the purchase of approximately 80 acres of farmland. This project is located in unincorporated Montgomery County, near Raymond, IL.

No. 1D: Steven Truckenbrod - \$104,000 – 40 acres

Request for final approval of the issuance of a Beginning Farmer Bond in an amount not to exceed \$104,000 for the purchase of approximately 40 acres of farmland. This project is located in unincorporated Ogle County.

No. 1E: Douglas D. & Cindy J. Stephens - \$240,000 – Undivided ½ interest of 120 acres

Request for final approval of the issuance of a Beginning Farmer Bond in an amount not to exceed \$240,000 for the purchase undivided ½ interest of approximately 120 acres of farmland. This project is located in unincorporated Livingston County, near Forrest, IL.

No. 1F: Derek D. & Brynn A. Stephens - \$240,000 – Undivided ½ interest of 120 acres

Request for final approval of the issuance of a Beginning Farmer Bond in an amount not to exceed \$240,000 for the purchase of undivided ½ interest of approximately 120 acres of farmland. This project is located in unincorporated Livingston County, near Dwight, IL.

No. 9 Extension of Participation Loan (Roy and Nathan Wiegand)

Highlights of the explanatory memorandum were presented and a short discussion followed.

No. 10 Collateral Release of Agri-Debt Guarantee (Keith Beer)

Highlights of the explanatory memorandum were presented and a short discussion followed.

Business and Industry

Mr. Frampton presented the following project for approval:

No. 2 PKY Properties, LLC and Fabrication Technologies, Inc. – \$5,500,000 – Final

PKY Properties, LLC and Fabrication Technologies, Inc are requesting the approval of a Final Bond Resolution in an amount not-to-exceed \$5,500,000 to enable Fabrication Technologies, Inc. to expand its existing Libertyville operations through the acquisition, renovation and equipping of an approximately 75,324 square foot (“SF”) building located near the Company’s existing 85,000 SF manufacturing facility in Libertyville.

Higher Education

No. 3 DePaul University - \$165,000,000 – Preliminary

DePaul University is requesting the approval of a Preliminary Bond Resolution in an amount not-to-exceed \$165,000,000. The proposed project will enable DePaul University (“DePaul” or the “Borrower”) to (i) current refund 100% of the outstanding balance of IFA Series 2005B and Series 2005C Bonds (DePaul University Project); (ii) finance construction, renovation, and equipping of new academic buildings located on DePaul’s Lincoln Park campus, and finance various other capital improvements at DePaul’s Lincoln Park campus in connection with the University’s Vision 2012 Project and to finance the build out of additional space at DePaul’s Loop Campus Buildings located at 14 E. Jackson Blvd., 55 E. Jackson Blvd., and at its DePaul Center Building at 333 S. State; (iii) pay capitalized interest during construction, capitalize certain reserve funds, and to pay bond issuance costs, if deemed necessary and desirable by the Borrower.

No. 4 East-West University - \$30,000,000 – Preliminary

East-West University is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed \$30,000,000. Bonds will be used by East-West University (“East-West”, the “University” or the “Borrower”) to finance the construction and equipping of a new, 14-story multi-purpose building to be located in the 800 block of South Wabash Avenue (i.e., formerly the site of building located at 825 and 831 S. Wabash) in Chicago. The new multi-purpose building will include limited ground floor parking, a lobby with retail shops and a food court, a student athletic center/health club; a campus library; instructional labs, classrooms, and faculty offices, and 10 floors of student housing including studio, one-bedroom, and two-bedroom apartments

with kitchen and bathroom that will house approximately 220 students. Additionally, Bond proceeds may also be used to finance renovation and equipping of East-West's existing buildings located at 816 S. Michigan Avenue and 819 S. Wabash Avenue in Chicago. Additionally, Bond proceeds may also be used to pay capitalized interest on certain portions of the project, pay costs associated with the Letter of Credit, if necessary or desirable, and to finance certain costs of issuance.

Non-Healthcare 501(c)(3)'s and Cultural

No. 5 The Old Town School of Folk Music - \$10,000,000 – Final

The Old Town School of Folk Music is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$10,000,000. The proposed project will enable The Old Town School of Folk Music, Inc. ("Old Town School" or the "Borrower") to (i) finance or refinance taxable debt of the School, (ii) to construct and equip new studio and classroom facilities to be located in a 3-story, 27,100 SF LEED Silver-certified building to be constructed at 4543 N. Lincoln Ave. in Chicago to be used to house dance studios, music classrooms, a 150-seat performance/dance/community gathering hall, and related uses, (iii) pay costs related to the demolition of existing buildings and other site preparation work at the new site, and (iv) prospectively pay costs of issuance, capitalized interest, and other professional costs associated with the bond issue.

No. 11 Resolution to Extend (IFA) IEFA Commercial Paper Rollovers for 5 Years

This Resolution is to extend the life of the Commercial Paper Revenue Notes Program as requested by the Program Participants for an additional five years, as customary since the time the Program was originally established at the Illinois Educational Facilities Authority in 1995.

No. 12 Amendment to Participation Loan with Alpine Bank [request to release Guarantor] (Midwest Investment Solutions, Inc./Orbital Tool Technologies, Inc. Project)

Alpine Bank was requesting the release of the Guarantor and stated that Alpine Bank subordinated approximately \$672,000 of first mortgage loan debt to the combined \$936,523 IFA/Alpine Bank Loans at closing, thereby underlying the Bank's confidence in the original appraisals and the ability of the project collateral to fully repay the outstanding balance of the \$936,523 IFA/Alpine Bank loan. A brief discussion followed.

No. 13 Amendments to Escrow Agreement and Certain Financial Covenants relating to IFA Series 2007 Revenue Bonds (Association House Project)

Association House is requesting approval of a Bond Resolution to amend the Escrow Agreement and to amend certain financial covenants.

Mr. Govia presented the following projects for approval:

Healthcare

No. 6 Swedish Covenant Hospital - \$20,000,000 - Final

Swedish Covenant Hospital is requesting the approval of a Final Bond Resolution in an amount not-to-exceed \$20,000,000. Proceeds will be used to finance or refinance the cost of equipment which will be used, together with other monies, (a) to pay or reimburse Hospital for the cost of capital equipment, construction and renovation improvements in connection with the Equipment, and (b) to pay certain expenses incurred in connection with the Equipment Financing and the issuance of the Bonds.

No. 7 Beloit Health System – \$42,000,000 – Final

Beloit Health System is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$42,000,000. Proceeds will be used to 1) Refinance Series 2006A Bonds and 2) pay costs of issuance.

No. 8 The University of Chicago Medical Center – \$92,500,000 – Final

The University of Chicago Medical Center is requesting a Final Bond Resolution in an amount not-to-exceed \$92,500,000. The proceeds will be used to (i) establish a project fund to pay for acquisition costs, construction and equipping of the New Hospital Pavilion (“NHP”) consisting of ten floors and a lower level, with a 2 level mechanical penthouse, and a helipad on the roof; (ii) reimburse UCMC for previously paid capital expenditures; (iii) capitalize interest costs; (iv) fund any original issue discount or premium, if applicable; and (v) pay costs of issuance.

Resolutions

Chairman Brandt then moved to the following Resolutions for consideration.

No. 14 Resolution to Extend Participation Loan to Pere Marquette Hotel Associates, L.P. for 120 Days

Mr. Senica noted highlights of his memorandum to the IFA Board on this project, which would extend, for up to 120 days, IFA’s Participation Loan with PNC Bank to Pere Marquette Hotel Associates, L.P.

No. 15 Resolution to designate a new Trustee for the Authority’s 401(a) Program

Director Meister discussed a Resolution that would designate a new employee to serve as Trustee for the Authority’s 401(a) Program.

No. 16 Resolution to Establish Criteria for Reallocating Unused or Undesignated Recovery Zone Facility Revenue Bond Allocations

Director Meister discussed the proposed Resolution and Exhibit A, which would provide a methodology for reviewing applications for projects that apply for any unused or undesignated Recovery Zone Facility Revenue Bond Allocations prior to the 12/31/2010 statutory sunset date of the RZFB Program.

No. 17 Resolution Requesting that Embry-Riddle Aeronautical University Locate its New Campus at the Chicago Rockford International Airport

Director Meister explained this Resolution by the Board would support the State of Illinois and the City of Rockford’s efforts to induce Embry-Riddle Aeronautical University to select Chicago Rockford International Airport as the site of its third campus.

Other Business

None.

Closing Remarks

The Chairman thanked the Board, the IFA staff and any guests for appearing at the meeting and asked if there was any additional information for the Board’s consideration. Hearing none he asked the Board for a motion to adjourn.

Adjournment

Vice Chairman Goetz moved to adjourn the meeting. Mr. Zeller seconded the motion which was then unanimously approved by the Board.

The meeting adjourned at 11:30 a.m.

Respectfully submitted by
Ahad Syed
Administrative Assistant
Assistant Board Secretary

**MINUTES OF THE OCTOBER 12th, 2010, MEETING OF THE BOARD OF DIRECTORS OF THE
ILLINOIS FINANCE AUTHORITY**

The Board of Directors (the “Board”) of the Illinois Finance Authority (the “IFA” or the “Authority”), pursuant to notice duly given, held a Board Meeting at 11:30 a.m. on Tuesday, October 12, 2010, at the Prudential Plaza Conference Center at 130 E. Randolph Street, 7th Floor, Chicago, IL 60601.

Members Present: 1. William A. Brandt Jr., Chairman 2. Michael Goetz, Vice Chairman 3. Gila Bronner 4. John “Jack” Durburg 5. James J. Fuentes 6. Norman Gold 7. Dr. Roger Herrin 8. Edward Leonard 9. Joseph McInerney 10. Heather Parish 11. Roger Poole 12. Bradley A. Zeller	Members Absent: 13. Dr. William Barclay 14. Ronald E. DeNard 15. Terrence O’Brien None Vacancies: None
---	---

GENERAL BUSINESS

Call to Order, Establishment of Quorum and Roll Call

Chairman Brandt called the meeting to order at 11:37 a.m. with the above Members present. Chairman Brandt welcomed Members of the Board and all guests. He then asked the Assistant Board Secretary Ahad Syed to call the roll. There being eleven (11) members physically present with one (1) member participating by telephone, Mr. Syed declared the quorum met. Chairman Brandt then called for the Financial Statements for the period ending September 30, 2010, and Minutes for both the September 14, 2010 Committee of the Whole and Board of Directors Meetings.

Acceptance of Financial Statements and Minutes

Financial statements for the period ending September 30, 2010 and Minutes for both the September 14, 2010, Committee of the Whole and Board of Directors Meetings were presented to the Board. Chairman Brandt stated that the Authority’s Financial Statements and Minutes were reviewed at the regularly scheduled Committee of the Whole meeting held at 8:30 a.m. that day. Chairman Brandt requested a motion to approve the September 30, 2010, Financial Statements and Minutes from both the September 14, 2010, Committee of the Whole and Board of Directors Meetings.

The motion was approved by Mr. Goetz and seconded by Mr. Leonard. The September 30, 2010, Financial Statements and Minutes for both the September 14, 2010, Committee of the Whole and Board of Directors meetings were unanimously approved by the Members of the Board.

Senior Staff Reports

None.

Project Approvals

Chairman Brandt asked Mr. Rich Frampton, Vice President, to present the projects for consideration to the Board. The Chairman explained that all projects are reviewed by a staff Credit Committee and all agriculture, energy and healthcare projects are also reviewed at their respective committee's public meeting each month. Finally, each project is discussed at the Committee of the Whole meeting held at 8:30 a.m. before the Board Meeting.

Mr. Frampton presented the following projects for approval:

No. 1A: Rodney Lynn Stahl - \$122,500 – 50 acres

Request for approval of a Final Bond Resolution for the issuance of Beginning Farmer Bonds in an amount not to exceed \$122,500 for the purchase of approximately 50 acres of farmland. This project is located in unincorporated Stark County, near Brimfield, IL.

No. 1B: Kendall Stahl - \$137,500 – 50 acres

Request approval of a Final Bond Resolution for the issuance of Beginning Farmer Bonds in an amount not to exceed \$137,500 for the purchase of approximately 50 acres of farmland. This project is located in unincorporated Stark County, near Brimfield, IL.

No. 1C: Darin T. Rosenthal - \$250,000 – 80 acres

Request approval of a Final Bond Resolution for the issuance of Beginning Farmer Bonds in an amount not to exceed \$250,000 for the purchase of approximately 80 acres of farmland. This project is located in unincorporated Montgomery County, near Raymond, IL.

No. 1D: Steven Truckenbrod - \$104,000 – 40 acres

Request approval of a Final Bond Resolution for the issuance of Beginning Farmer Bonds in an amount not to exceed \$104,000 for the purchase of approximately 40 acres of farmland. This project is located in unincorporated Ogle County.

No. 1E: Douglas D. & Cindy J. Stephens - \$240,000 – Undivided ½ interest of 120 acres

Request approval of a Final Bond Resolution for the issuance of Beginning Farmer Bonds in an amount not to exceed \$240,000 for the purchase undivided ½ interest in approximately 120 acres of farmland. This project is located in unincorporated Livingston County, near Forrest, IL.

No. 1F: Derek D. & Brynn A. Stephens - \$240,000 – Undivided ½ interest of 120 acres

Request approval of a Final Bond Resolution for the issuance of Beginning Farmer Bonds in an amount not to exceed \$240,000 for the purchase of undivided ½ interest in approximately 120 acres of farmland. This project is located in unincorporated Livingston County, near Dwight, IL.

No. 9 Extension of Participation Loan (Roy and Nathan Wiegand)

Goodfield State Bank ("Bank") and Roy and Nathan Wiegand ("Borrowers") have requested that the IFA extend its Participation Loan with the Bank in order to provide financing for the Borrowers for one additional 5 year term, thus maturing 9/1/15 and exhausting eligibility under the program.

No. 10 Collateral Release of Agri-Debt Guarantee (Keith Beer)

Peoples National Bank ("Bank") in Salem and Keith G. Beer ("Borrower") have requested IFA concurrence of approval to release 80 acres of farm land, which is currently held as collateral on a loan guaranteed by the IFA. Upon the sale of the subject farm, which is expected to close in

November 2010, the net proceeds will be applied to repay the IFA guaranteed loan. After the net proceeds are applied and the outstanding balance is reduced, the Borrower would like the Bank to reamortize the balance and lower the annual loan payment.

No guests attended with respect to Project Nos. 1A, 1B, 1C, 1D, 1E, 1F, 9 or 10. Chairman Brandt asked if the Board had any questions with respect to Project Nos. 1A, 1B, 1C, 1D, 1E, 1F, 9 or 10. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Project Nos. 1A, 1B, 1C, 1D, 1E, 1F, 9 and 10. 1A, 1B, 1C, 1D, 1E, 1F, 9 and 10 received approval with 12 ayes, 0 nays and 0 abstentions.

No. 2 PKY Properties, LLC and Fabrication Technologies, Inc. – \$5,500,000 – Final

PKY Properties, LLC, and Fabrication Technologies, Inc, are requesting the approval of a Final Bond Resolution in an amount not-to-exceed \$5,500,000 to enable Fabrication Technologies, Inc. to expand its existing Libertyville operations through the acquisition, renovation and equipping of an approximately 75,324 square foot (“SF”) building located near the Company’s existing 85,000 SF manufacturing facility in Libertyville.

No. 5 The Old Town School of Folk Music - \$10,000,000 – Final

The Old Town School of Folk Music (“Old Town School”) is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$10,000,000. The proposed project will enable Old Town School to (i) finance or refinance taxable debt of Old Town School, (ii) to construct and equip new studio and classroom facilities to be located in a 3-story, 27,100 SF LEED Silver-certified building to be constructed at 4543 N. Lincoln Ave. in Chicago to be used to house dance studios, music classrooms, a 150-seat performance/dance/community gathering hall, and related uses, (iii) pay costs related to the demolition of existing buildings and other site preparation work at the new site, and (iv) pay costs of issuance, capitalized interest, and other professional costs associated with the bond issue.

No. 6 Swedish Covenant Hospital - \$20,000,000 - Final

Swedish Covenant Hospital (the “Borrower”) is requesting the approval of a Final Bond Resolution in an amount not-to-exceed \$20,000,000. Proceeds will be used to finance or refinance the cost of equipment which will be used, together with other monies, (a) to pay or reimburse the Borrower for the cost of capital equipment, construction and renovation improvements in connection with the equipment, and (b) to pay certain expenses incurred in connection with the equipment financing and the issuance of the Bonds.

No guests attended with respect to Project Nos. 2, 5, or 6. Chairman Brandt asked if the Board had any questions with respect to Project Nos. 2, 5 or 6. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Project Nos. 2, 5 and 6. Project Nos. 2, 5, and 6 received approval with 12 ayes, 0 nays and 0 abstentions.

**No. 12 Amendment to Participation Loan with Alpine Bank [request to release Guarantor]
(Midwest Investment Solutions, Inc./Orbital Tool Technologies, Inc. Project)**

Alpine Bank has requested that IFA approve the release of one of the two personal Guarantors (Mr. Harry S. Beck) from the loan due to his upcoming separation from the Midwest Investment Solutions, Inc. (the “Borrower” and Orbital Tool Technologies, Inc. (the “Tenant” and “Corporate Guarantor”). Proceeds of this 2009 IFA Participation Loan were used to finance an 11,400 SF square foot addition to the Company’s 23,920 SF manufacturing/fabrication facility in Belvidere (Boone County), Illinois.

**No. 13 Amendments to Escrow Agreement and Certain Financial Covenants relating to IFA Series
2007 Revenue Bonds (Association House Project)**

Association House (the “Borrower”) is requesting to amend certain financing documents relating to their IFA Series 2007 Bonds that were purchased directly by AIG (the “Bondholder”) in a private placement. Association House and AIG are requesting adoption of a Resolution (i) to amend a provision in the Escrow Agreement that requires bond proceeds not spend on the project by November 20, 2010 to be used to prepay bonds by extending the date for use of the bond proceeds, and (ii) to amend a Debt Service Coverage Ratio test and a Liquidity Covenant contained in the Loan Agreement.

No. 14 Resolution to Extend Participation Loan to Pere Marquette Hotel Associates, L.P. for 120 Days

This is a third request by PNC Bank, as successor to National City Bank (the “Bank”), and Pere` Marquette Hotel Associates, L.P. (“Borrower”) to extend the final maturity date by 120 days to January 31, 2011. The purpose of this request is to allow additional time for Pere` Marquette Hotel Associates, L.P. to close on the sale of the Pere` Marquette Hotel to EM Properties of East Peoria. PNC Bank anticipates that this closing will occur within the next 60 to 120 days.

No. 15 Resolution to designate new Trustee for the Authority’s 401(a) Program

An administrative resolution appointing IFA General Counsel Brendan M. Cournane as successor Trustee of the 401(a) Plan.

No. 16 Resolution to Establish Criteria for Reallocating Unused or Undesignated Recovery Zone Facility Revenue Bond Allocations

This Resolution, in conjunction with Exhibit A thereto, provide a methodology for reviewing applications for projects for any unused or undesignated Recovery Zone Facility Revenue Bond Allocations that have been waived to the Illinois Finance Authority prior to the 12/31/2010 statutory sunset date of the RZFB Program.

No. 17 Resolution Requesting that Embry-Riddle Aeronautical University Locate its New Campus at the Chicago Rockford International Airport

A Resolution to support the State of Illinois and the City of Rockford’s efforts to induce Embry-Riddle Aeronautical University to select Chicago Rockford International Airport as the site of its third campus.

No guests attended with respect to Project Nos. 12, 13, 14, 15, 16 or 17. Chairman Brandt asked if the Board had any questions with respect to Project Nos. 12, 13, 14, 15, 16 or 17. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Project Nos. 12, 13, 14, 15, 16 and 17. Project Nos. 12, 13, 14, 15, 16 and 17 received approval with 12 ayes, 0 nays and 0 abstentions.

No. 7 Beloit Health System – \$42,000,000 – Final

Beloit Health System is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$42,000,000. Proceeds will be used to 1) Refinance Series 2006A Bonds and 2) pay costs of issuance.

No. 11 Resolution to Extend (IFA) IEFA Commercial Paper Rollovers for 5 Years

Association House is seeking approval of a Resolution authorizing the Illinois Finance Authority, at the request and direction of the Borrowers under the CP Revenue Notes Program, to continue ongoing “rollovers” of Commercial Paper Revenue Notes until December 1, 2015. This cooperative program, established collectively by its Borrowers (i.e., the “Members”) in 1995, permits its members to borrow through the issuance of Commercial Paper that is repriced at least once each 7

to 270 days, as determined by JPMorgan Securities (the Broker-Dealer engaged by the Members). The Program has mostly provided short and intermediate term borrowings to its members. This Resolution authorizes IFA to continue 7 to 270 day “repricings” for these conduit borrowers through December 1, 2015.

No guests attended with respect to Project Nos. 7 or 11. Chairman Brandt asked if the Board had any questions with respect to Project Nos. 7 or 11. Ms. Gila Bronner explained that she must abstain on the grounds that she is related to a party involved in Projects Nos. 7 and 11. Chairman Brandt asked Mr. Syed to read the roll call. Mr. Syed read the roll call and announced that the motion has received approval with 11 ayes, 0 nays and 1 abstention.

No. 3 DePaul University - \$165,000,000 – Preliminary

DePaul University (“DePaul”) is requesting the approval of a Preliminary Bond Resolution in an amount not-to-exceed \$165,000,000. The proposed project will enable DePaul to (i) effect a current refunding of 100% of the outstanding principal balance of IFA Series 2005B and Series 2005C Bonds (DePaul University Project); (ii) finance construction, renovation, and equipping of new academic buildings located on DePaul’s Lincoln Park campus, and (iii) finance various other capital improvements at DePaul’s Lincoln Park campus in connection with DePaul’s Vision 2012 Project and to finance the build out of additional space at DePaul’s Loop Campus Buildings located at 14 E. Jackson Blvd. and 55 E. Jackson Blvd., and at its DePaul Center Building at 333 S. State; (iv) pay capitalized interest during construction, capitalize certain reserve funds, and to pay bond issuance costs, if deemed necessary and desirable by the Borrower.

Mr. Frampton introduced DePaul University’s Treasurer, Mr. Jeffery Bethke. Mr. Bethke thanked the Board for the opportunity to work again with the Authority on this financing. Mr. Bethke explained that DePaul University would use the proceeds from the financing to increase the size and number of classrooms for students, finance construction of a theatre building and other building improvements at the University’s Lincoln Park campus, as well as administrative space. Mr. Bethke stated that DePaul looks forward to returning to the Board for its Bond Resolution soon..

Chairman Brandt asked if the Board had any questions with respect to Project No. 3. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Project No. 3. Project No. 3 received approval with 12 ayes, 0 nays and 0 abstentions.

No. 4 East-West University - \$30,000,000 – Preliminary

East-West University (“East-West”) is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed \$30,000,000. Bonds will be used by East-West to finance the construction and equipping of a new, 14-story multi-purpose building to be located in the 800 block of South Wabash Avenue (i.e., formerly the site of buildings located at 825 and 831 S. Wabash) in Chicago. The new multi-purpose building will include limited ground floor parking, a lobby with retail shops and a food court, a student athletic center/health club; a campus library; instructional labs, classrooms, and faculty offices, and 10 floors of student housing including studio, one-bedroom, and two-bedroom apartments with kitchen and bathroom that will house approximately 220 students. Additionally, Bond proceeds may also be used to finance renovation and equipping of East-West’s existing buildings located at 816 S. Michigan Avenue and 819 S. Wabash Avenue in Chicago. Additionally, Bond proceeds may also be used to pay capitalized interest on certain portions of the project, pay costs associated with the Letter of Credit, if necessary or desirable, and to finance certain costs of issuance.

Mr. Frampton introduced Dr. Mohammad Wasiullah Khan. Dr. Khan thanked the Board and explained that East-West has the lowest tuition rate for private college in the City of Chicago. Dr. Khan explained that he was grateful for IFA staff guidance and for the consideration of the Authority’s Board.

Chairman Brandt asked if the Board had any questions with respect to Project No. 4. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Project No. 4. Project No. 4 received approval with 12 ayes, 0 nays and 0 abstentions.

No. 8 The University of Chicago Medical Center – \$92,500,000 – Final

The University of Chicago Medical Center (“UCMC”) is requesting a Final Bond Resolution in an amount not-to-exceed \$92,500,000. The proceeds will be used to (i) establish a project fund to pay for acquisition costs, construction and equipping of the New Hospital Pavilion (“NHP”) consisting of ten floors and a lower level, with a 2 level mechanical penthouse, and a helipad on the roof; (ii) reimburse UCMC for previously paid capital expenditures; (iii) capitalize interest costs; (iv) fund any original issue discount or premium, if applicable; and (v) pay costs of issuance.

Chairman Brandt asked Mr. Shannon D. Govia, Funding Manager, to introduce representatives from The University of Chicago Medical Center. Mr. Govia introduced Mr. Lawrence Furnstahl, Chief Financial and Strategy Officer, and Bill Frazier, Associate General Counsel. Mr. Furnstahl thanked the Board of the Authority, and their financing team, which includes Loop Capital Markets, LLC and Cabrera Capital Markets, LLC who have been engaged as Co-Managers. Vice Chairman Goetz commended the University of Chicago Medical Center for working diligently to foster minority involvement on underwriting.

Chairman Brandt asked if the Board had any questions with respect to Project No. 8. Ms. Gila Bronner explained that she must abstain on the grounds that she is related to a party involved in Project No. 8. Chairman Brandt asked Mr. Syed to read the roll call. Mr. Syed read the roll call and announced that the motion has received approval with 11 ayes, 0 nays, and 1 abstention.

Other Business

None.

Adjournment

The Chairman then asked if there was any other business to come before the Board. Hearing none, Chairman Brandt requested a motion to adjourn. Upon a motion by Mr. Goetz and seconded by Mr. Poole, the Board unanimously voted to adjourn at 12:13 p.m.

Respectfully submitted by
Ahad Syed
Administrative Assistant
Assistant Board Secretary

ILLINOIS FINANCE AUTHORITY
Memorandum

To: IFA Board of Directors
From: Eric Reed
Date: November 9, 2010
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 \$470,100 maximum of new money for each project*
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: \$492,000.00**
- **Calendar Year Summary:** (as of November 9, 2010)
 - Volume Cap: \$25,000,000
 - Volume Cap Committed: \$9,103,639
 - Volume Remaining: \$15,896,365
 - Average Acreage Farm Size: 80
 - Number of Farms Financed: 50
- **IFA Benefits:**
 - **Conduit Tax-Exempt Bonds** – no direct IFA or State funds at risk
 - **New Money Bonds:**
 - convey tax-exempt status
 - will use dedicated 2010 IFA Volume Cap set-aside for Beginning Farmer 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 Borrower's 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 Participating 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

* Increase from prior cap of \$250,000 due to SB260/ Public Act 96-0531, effective date August 14, 2009.

* **Information enclosed in the border is to be considered confidential and may be exempt from disclosure under the Freedom of Information Act**

A.

Project Number:	A-FB-TE-CD-8410
Funding Manager:	Eric Reed
Borrower(s):	Elliott, Lee Wayne & Latisha Leann
Borrower Benefit:	First Time Land Buyer
Town:	Montrose, IL
IFA Bond Amount:	\$112,000
Use of Funds:	Farmland – 80 acres
Purchase Price:	\$224,000 / (\$2,800 per ac)
% Borrower Equity	5%
% USDA Farm Service Agency	45% (<i>Subordinate Financing</i>)
% IFA	50%
County/Region:	Jasper / Central
Lender/Bond Purchaser	Peoples State Bank / Brian Bohnhoff
Legislative Districts:	Congressional: 19 th , John Shimkus State Senate: 54 th , John Jones State House: 108 th , David Reis

Principal shall be paid annually in installments determined pursuant to a Thirty year amortization schedule, with the first principal payment date to begin on February 1, 2012. Accrued interest on the unpaid balance hereof shall be paid annually, with the first interest payment date to begin on February 1, 2012 with the thirtieth and final payment of all outstanding balances due thirty years from the date of closing.

B.

Project Number:	A-FB-TE-CD-8411
Funding Manager:	Eric Reed
Borrower(s):	Godbee, Rodney D. & Candy
Borrower Benefit:	First Time Land Buyer
Town:	Kempton, IL
IFA Bond Amount:	\$380,000
Use of Funds:	Farmland – 80 acres
Purchase Price:	\$440,000 / (\$5,500 per ac)
% Borrower Equity	14%
% Vermilion Valley Bank	6% (<i>Subordinate Financing/2nd Mortgage on 34 acres</i>)
% IFA	80%
County/Region:	Livingston / North Central
Lender/Bond Purchaser	Vermilion Valley Bank / Gary Loschen
Legislative Districts:	Congressional: 15 th , Timothy Johnson State Senate: 53 rd , Dan Rutherford State House: 105 th , Shane Cultra

Principal shall be paid annually in installments determined pursuant to a Twenty Five 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 semi-annually, with the first interest payment date to begin six months from the date of closing with the twenty fifth and final payment of all outstanding balances due twenty five years from the date of closing.

November 9, 2010

\$4,100,000 (not-to-exceed amount)
Mayo Properties LLC (Moran Transportation Corporation Project)

REQUEST

Purpose: To enable Moran Transportation Corporation (“Moran”, the “Corporation”, or the “Company”) to finance the acquisition of land and building located at 2391-2425 Arthur Ave., Elk Grove Village (Cook County), IL 60007 and for the acquisition of equipment for use therein to be used in the Corporation’s warehousing, logistics, and trucking operations. Additionally, bond proceeds may also be used to finance bond issuance costs.

Program: Recovery Zone Facility Revenue Bonds

Recovery Zone Volume Cap required: Under the 2009 American Reinvestment and Recovery Act (“ARRA”) and Illinois law, Recovery Zone Facility Bond allocations from Illinois Counties and Large Municipalities may be waived to IFA and aggregated pursuant to Resolutions approved by the governing boards of Counties and Large Municipalities. Mayo, LLC/Moran’s financing team is working to obtain unused RZFB allocations from other Illinois counties. (Under ARRA, authority to issue tax-exempt bonds for projects under the Recovery Zone Facility Bond will expire after 12/31/2010. Accordingly, any unused Recovery Zone Facility Bond Volume Cap will expire after 12/31/2010.)

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.

JOBS DATA

111	Current jobs	39	New jobs projected
N/A	Retained jobs	15 (6 months)	Construction jobs projected

BORROWER DESCRIPTION

- Type of entity: Trucking, logistics, warehousing, and packaging/assembly
- Location: Elk Grove Village/Cook/Northeast
- Mayo, LLC is a Special Purpose Entity (SPE) formed by the principals of Moran Transportation Corporation that owns the project as part of the proposed financing structure.
- The new building addition will be leased to and used by Moran Transportation Corporation in their trucking, logistics, packaging and assembly business.

CREDIT INDICATORS

- Bonds will be purchased directly by First Midwest Bank as an investment. First Midwest Bank will be the Direct Purchaser/Lender.

STRUCTURE

Term: 20 years (it is anticipated that real estate will be amortized over up to 20 years and equipment over 7 years)
 Rate: The Bonds will be priced at a fixed rate estimated at a range of between 3.00% and 4.50% for an initial period of 5 years (and extendable thereafter in 5 years increments until the final maturity date in 20 years).

SOURCES AND USES

IFA Bonds	\$4,080,000	Project Cost:	\$6,237,000
Equity	<u>2,220,000</u>	Costs of Issuance	<u>63,000</u>
Total	\$6,300,000	Total	\$6,300,000

RECOMMENDATION

Credit Review Committee recommends approval.

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 9, 2010**

Project: Mayo Properties LLC (Moran Transportation Corporation Project)

STATISTICS

IFA Project:	I-RZ-TE-CD-8413	Amount:	\$4,100,000 (not-to-exceed amount)
Type:	Recovery Zone Facility Revenue Bonds	IFA Staff:	Rich Frampton
Location:	Elk Grove Village	County/ Region:	Cook / Northeast

BOARD ACTION

Preliminary Bond Resolution	
Conduit Recovery Zone Facility 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

To enable Moran Transportation Corporation to reimburse expenditures incurred within the past 60 days to purchase, renovate and expand an existing 35,500 SF warehouse/office building and trucking terminal, and to construct an approximately 12,000 SF addition, including additional loading docks in Elk Grove Village. Additionally, bond proceeds may also be used to finance bond issuance costs.

IFA PROGRAM AND CONTRIBUTION

The Authority's Recovery Zone Facility Revenue Bond Program, authorized under the American Reinvestment and Recovery Act of 2009, provides tax-exempt financing for qualifying manufacturing, warehousing, distribution, and other commercial real estate projects.

VOLUME CAP

Volume Cap Required: This project will not use any of IFA's 2010 Private Activity Bond Volume Cap allocated for Industrial Revenue Bonds or Exempt Facilities Bond financings.

Because, this project will be financed as a Recovery Zone Facility Bond issue, this project is expected to require \$4.080 million of Recovery Zone Facility Revenue Bond allocation.

Mayo/Moran and their financing team are seeking to obtain an allocation from one or more Counties or Large Municipalities in order to enable IFA to issue \$4.08 million of Recovery Zone Facility Revenue Bonds for this project.

SOURCES AND USES OF FUNDS

Sources: IFA Bonds (IRB)	\$ 4,080,000	Uses: Project Costs	\$ 6,237,000
Equity	\$ 2,220,000	Costs of Issuance	\$ 63,000
Total:	\$ 6,300,000	Total:	\$ 6,300,000

Equity for this project will be made by the principals and Moran Transportation, as required by First Midwest Bank, the proposed bond purchase (i.e., Direct Secured Lender/Bond Purchaser).

JOBS

Current employment:	111	Projected new jobs:	39
Jobs retained:	N/A	Construction jobs:	30 peak; 15 average (6 months)

FINANCING SUMMARY

Structure:	Conduit Recovery Zone Facility Revenue Bonds that will be purchased and held as a direct investment by First Midwest Bank which serves as the secured lender to the Borrower and Moran Transportation Corporation.
Interest Rate:	The Bonds will be priced at a fixed rate estimated at a range of between 3.00% and 4.50% for an initial period of 5 years (and extendable thereafter in 5 years increments until the scheduled final maturity date in 20 years).
Credit Rating:	Not applicable. The Bonds will be purchased directly by First Midwest Bank (i.e., all Banks are considered Accredited Investors and satisfy IFA Bond Program Handbook requirements).
Bank Collateral:	First Midwest Bank will be secured by a first mortgage on the subject property, a first lien on the financed equipment, and a collateral assignment of Rents and Leases. Moran Transportation Corporation will be providing a corporate guarantee to further secure this obligation. Additionally, all loans by First Midwest Bank to Mayo Properties, LLC and Moran Transportation Corporation will be cross-collateralized and cross-defaulted.
Final Maturity Date:	20 Years on real estate assets (7 years on equipment assets, if applicable). Bond payments will be amortized over 20 years. (As contemplated, First Midwest Bank will have the option to extend and reset the interest rate on the Bonds every 5 years until the final maturity date.)
Anticipated Closing Date:	December 31, 2010
Rationale:	This project will enable Moran Transportation to add an additional facility in Elk Grove Village to expand its packaging, material handling, and trucking operation.

BUSINESS SUMMARY

Description: **Mayo Properties, LLC** (the “**LLC**”), is an Illinois limited liability company established in April, 2003 under Illinois law by the principal shareholders of **Moran Transportation Corporation** (also, “**Moran**”, the “**Corporation**”, or the “**Company**”), an Illinois Corporation, as a special purpose entity to purchase and own real estate related to the subject facility to be financed by the subject bond issue. Mayo Properties will lease the new facility to Moran.

Both Moran Transportation Corporation and Mayo Properties are owned by founder Michael J. Moran and his son Michael D. Moran. The Economic Disclosure Statement section of this report (see pp. 4-5) provides detailed ownership information on the Applicant and Tenant.

Background: Moran Transportation Corporation was originally established in 1980 in Elk Grove Village as a LTL (“less than load”) carrier, serving the needs of local firms and generally providing deliveries within a 50 mile radius of Chicago. Over time, Moran added services, including warehousing and distribution services and now provides these services throughout the Midwest, through its Moran Distribution Centers, Inc. affiliate. Moran currently operates distribution/warehouse/terminal facilities located in Roscoe, Illinois (located in Winnebago County, between Rockford and Beloit, WI) and two facilities in Elk Grove Village (the new project will be the Company’s second location in Elk Grove Village).

Moran handles all sales with an in-house sales force based in Elk Grove Village. Moran’s web site is: www.morandist.com.

Rationale: Moran needs additional space to expand its capacity to better serve its customers. Additionally, the proposed expansion will also enable the Company to expand its operations at a location close to its existing Elk Grove Village headquarters/operations facility. Tax-exempt Recovery Zone Facility Revenue Bond financing will enable Moran to finance this project at the lowest possible cost.

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will be used by Mayo Properties LLC to finance a portion of the costs of (i) financing the acquisition of land and an the purchase and renovation and equipping of an approximately 35,500 SF building located at 2391-2425 Arthur Ave., Elk Grove Village (Cook County), IL 60007-6014 and to (ii) finance construction of approximately 12,000 SF addition thereto and for the acquisition of equipment for use therein. Additionally, (iii) Bond proceeds may also be used to finance bond issuance costs.

The subject facilities will be leased by Mayo Properties LLC to Moran Transportation Corporation and used in the Company’s warehousing, logistics, and trucking operation. Both Mayo Properties LLC and Moran Transportation Corporation are affiliated companies that have the same principal shareholders.

Estimated (New Money) project costs are as follows:

Land Acquisition	\$2,200,000
Building Acquisition	2,500,000
Renovation/Construction of Addition	1,500,000
Equipment (both new and existing facility)	<u>37,000</u>
Total New Money Project Costs	<u>\$6,237,000</u>

ECONOMIC DISCLOSURE STATEMENT

Applicant: Mayo Properties LLC, c/o Mr. Michael J. Moran, President, Moran Transportation Corporation, 1000 Estes Avenue, Elk Grove Village (Cook County), IL 60007; 847-439-0000; Email: mjmoran@morandist.com

Website: www.morandist.com

Project name: Moran Distribution Corporation Project

Location: 2391-2425 Arthur Drive, Elk Grove Village (Cook County), IL 60007-6014

Ownership

Information: All management employees or individuals holding a 7.5% or greater ownership interest in the Applicant and the Borrower are listed below:

- (i) **Applicant: Mayo Properties LLC, an Illinois limited liability company, c/o Moran**
Transportation Corporation, 1000 Estes Avenue, Elk Grove Village, IL 60007;

Members:

Michael J. Moran, Manager: 100.0%

(ii) Tenant/Operating Company/Co-Borrower:

Moran Transportation Corporation, an Illinois Corporation:

Michael J. Moran, President: 61.7%

Michael D. Moran, Vice President: 29.3%

Remaining shareholders consist of other members of the Moran family, each of whom own Less than a 7.50% ownership interest in the Company and who are not involved in the day-to-day operations of the Company.

PROFESSIONAL & FINANCIAL

General Counsel:	Fisk, Kart, Katz and Regan, Ltd.	Chicago, IL	James Regan
Accountant:	Craig & Associates	Northbrook, IL	Marcia Craig
Bank/Bond Purchaser:	First Midwest Bank	Chicago, IL	Henry Sobotka
Bond Counsel:	Ice Miller LLP	Chicago, IL	Jim Snyder
Bank Counsel:	To be determined		
Bond Trustee:	Not applicable – bank purchased bonds		
General Contractor/ Architect:	Richard Carl Smith	Barrington, IL	Richard Smith
Rating Agency:	Not applicable (Bank Direct Purchase)		
IFA Counsel:	Tyson Strong Hill Connor LLP	Chicago, IL	Lance Tyson
IFA Financial Advisor:	Acacia Financial	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	6	Peter J. Roskam
State Senate:	33	Dan Kotowski
State House:	66	Mark Walker

November 9, 2010

\$3,000,000 (not-to-exceed amount)
BPJ Investments LLC (Neuco, Inc. Project)

REQUEST

Purpose: To enable Neuco, Inc. (“Neuco” or the “Company”) to expand its existing Downers Grove office/warehouse/distribution facility by constructing and equipping an approximately 18,000 SF addition to the Company’s existing 37,000 SF facility located at 5101 Thatcher Road, Downers Grove (DuPage County), Illinois. Additionally, Bond proceeds may also be used to finance capitalized interest and to pay Bond issuance costs.

Program: Recovery Zone Facility Revenue Bonds

Recovery Zone Volume Cap required: Under the 2009 American Reinvestment and Recovery Act (“ARRA”), Recovery Zone Facility Bond allocations from Illinois Counties and Large Municipalities will have to be aggregated. BPJ’s financing team has already obtained \$2.803MM of Recovery Zone Facility Revenue Bond Volume Cap from Iroquois County. (Under ARRA, authority to issue tax-exempt bonds for projects under the Recovery Zone Facility Bond will expire after 12/31/2010. Accordingly, unused Recovery Zone Facility Bond Volume Cap will expire after 12/31/2010.)

No IFA Funds at risk. No State Funds at risk.

BOARD ACTION

Final Bond Resolution (one-time approval)

This is the first time this project has been presented to the IFA Board.

MATERIAL CHANGES

Not applicable. This is the first time this project has been presented to the IFA Board.

JOBS DATA

65	Current jobs	7	New jobs projected
N/A	Retained jobs	25 (9 months)	Construction jobs projected

BORROWER DESCRIPTION

- Type of entity: Distributor of HVAC equipment systems and supplies
- Location: Downers Grove/DuPage/Northeast
- BPJ Investments, LLC is a Special Purpose Entity (SPE) formed by the principals of Neuco, Inc. that owns the project as part of the proposed financing structure.
- The new building addition will be leased to and used by Neuco, Inc. in their HVAC controls distribution business.

CREDIT INDICATORS

• Bonds will be purchased directly by Hinsdale Bank & Trust Co. as an investment. Hinsdale Bank & Trust Co. will be the Direct Purchaser/Lender.

STRUCTURE

Term: 20 years (it is anticipated that real estate will be amortized over up to 20 years and equipment over 7 years)
 Rate: The Bonds will be priced at a fixed rate estimated at a range of between 3.00% and 4.50% for an initial period of 5 years (and extendable thereafter in 5 years increments until the final maturity date in 20 years).

SOURCES AND USES

IFA Bonds	\$2,803,000	Project Cost:	\$3,137,500
Equity	<u>384,500</u>	Costs of Issuance	<u>50,000</u>
Total	\$3,187,500	Total	\$3,187,500

RECOMMENDATION

Credit Review Committee recommends approval.

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 9, 2010**

Project: BPJ Investments LLC (Neuco, Inc. Project)

STATISTICS

IFA Project:	I-RZ-TE-CD-8409	Amount:	\$3,000,000 (not-to-exceed amount)
Type:	Recovery Zone Facility Revenue Bonds	IFA Staff:	Rich Frampton
Location:	Downers Grove	County/ Region:	DuPage / Northeast

BOARD ACTION

Final Bond Resolution (One-Time Approval)
Conduit Recovery Zone Facility 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

To enable Neuco, Inc. to expand its existing Downers Grove facility by constructing and equipping an approximately 18,000 SF addition to the Company's existing 37,000 SF office/warehouse facility in Downers Grove.

IFA PROGRAM AND CONTRIBUTION

The Authority's Recovery Zone Facility Revenue Bond Program, authorized under the American Reinvestment and Recovery Act of 2009, provides tax-exempt financing for qualifying manufacturing, warehousing, distribution, and other commercial real estate projects.

VOLUME CAP

Volume Cap Required: This project will not use any of IFA's 2010 Private Activity Bond Volume Cap allocated for Industrial Revenue Bonds or Exempt Facilities Bond financings.

Because, this project will be financed as a Recovery Zone Facility Bond issue, this project will require \$2.803 million of Recovery Zone Facility Revenue Bond allocation.

Iroquois County has approved a Resolution waiving (i.e., transferring) its entire \$2.803 million Recovery Zone Facility Revenue Bond allocations to IFA for use to finance this project.

SOURCES AND USES OF FUNDS

Sources:	IFA Bonds (IRB)	\$ 2,803,000	Uses:	Project Costs	\$ 3,137,500
	Equity	\$ 384,500		Costs of Issuance	\$ 50,000
	Total:	\$ 3,187,500		Total:	\$ 3,187,500

JOBS

Current employment:	65	Projected new jobs:	7
Jobs retained:	N/A	Construction jobs:	25 (9 months)

FINANCING SUMMARY

Structure: Conduit Recovery Zone Facility Revenue Bonds that will be purchased and held as a direct investment by Hinsdale Bank & Trust Co., which serves as the secured lender to the Borrower and Neuco, Inc.

Interest Rate: The Bonds will be priced at a fixed rate estimated at a range of between 3.00% and 4.50% for an initial period of 5 years (and extendable thereafter in 5 years increments until the final maturity date in 20 years).

Credit Rating: Not applicable. The Bonds will be purchased directly by Hinsdale Bank & Trust Co. (i.e., all Banks are considered Accredited Investors pursuant to IFA's Bond Program Handbook).

Bank Collateral: Hinsdale Bank & Trust Co. will be secured by a first mortgage on the subject property, a first lien on the financed equipment, and a collateral assignment of Rents and Leases. Neuco, Inc. will be providing a corporate guarantee to further secure this obligation. Additionally, all loans by Hinsdale Bank & Trust Co. to BPJ Investments, LLC and Neuco, Inc. will be cross-collateralized and cross-defaulted.

Final Maturity Date: 20 Years on real estate assets; 7 years on equipment assets. Bond payments will be amortized over 20 years. (As contemplated, Hinsdale Bank & Trust will have the option to extend and reset the interest rate on the Bonds every 5 years until final maturity.)

Anticipated Closing Date: December 2, 2010

BUSINESS SUMMARY

Description: **BPJ Investments, LLC** (the "**LLC**"), is an Illinois limited liability company established under Illinois law by the principal shareholders of **Neuco, Inc.** (also, "**Neuco**" or the "**Operating Company**"), an Illinois Corporation, as a special purpose entity to purchase and own real estate related to the subject facility to be financed by the subject bond issue. BPJ Investments will lease the new facility to Neuco.

Neuco was originally established in 1907 and began its current primary business of distributing HVAC controls in 1963. Neuco is 99%-owned by members of the Neustadt family. Neuco is currently in its third generation of Neustadt family ownership.

The LLC is also 99%-owned by members of the Neustadt family. The Economic Disclosure Statement section of this report (see page _) provides specific ownership information.

Background: Neuco is a national distributor of HVAC systems, HVAC controls and HVAC repair parts manufactured by 36 Original Equipment Manufacturers including Carrier, Lennox, Rheem, Trane, York, Honeywell, Johnson Controls, Schneider Electric/Barber Colman/Square D, Emerson Climate Technologies, Bell & Gossett, and Siemens.

According to Neuco's management, key products include: (1) power fluid equipment, (2) electrical apparatus and equipment, (3) pneumatic vacuum equipment, (4) high vacuum combustion apparatus, (5) measuring instruments, manometers, viscometers, and related devices, (6) flow infection analysis equipment, and (7) gas or vapor concentration measuring instruments.

Neuco attempts to super-serve its customers by warehousing a comprehensive inventory of new OEM systems and replacement parts. Neuco's sales team further supports customers by providing

technical support and the flexibility to order by (1) telephone, (2) electronically from Neuco's web site. Neuco's web site also includes a comprehensive inventory catalog with parts specifications.

Neuco, Inc. handles all sales with an in-house sales force based in Downers Grove. Neuco's web site is: www.neucoinc.com.

Rationale: Neuco needs additional space to expand its warehousing capacity. This project will expand Neuco's facility from approximately 37,000 SF to 55,000 SF, thereby enabling the Company to increase its selection of HVAC controls and parts to its customers.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be used to finance a portion of the costs of (i) financing certain renovations and the purchase of equipment for use in BPJ's existing 37,000 SF office/warehouse facility located on an approximately 3.5 acre site at 5101 Thatcher Drive in Downers Grove (DuPage County), Illinois 60515-4029, and (ii) constructing and equipping an approximately 18,000 SF addition to its existing 37,000 SF office/warehouse facility. Additionally, bond proceeds may be used to pay capitalized interest and costs of issuance. The project will be owned by BPJ Investments LLC and leased to Neuco, Inc.. (BPJ Investments LLC and Neuco, Inc. are affiliated through common ownership.)

Estimated (New Money) project costs are as follows:

New Construction	\$2,687,500
Building Renovation	200,000
Equipment (both new and existing facility)	<u>250,000</u>
Total New Money Project Costs	<u>\$3,137,500</u>

ECONOMIC DISCLOSURE STATEMENT

Applicant: BPJ Enterprises LLC, c/o Mr. Paul Neustadt, President, Neuco, Inc., 5101 Thatcher Drive, Downers Grove (DuPage County), IL 60515-4029; Ph.: 630-324-1433; E-mail: paul@neucoinc.com

Project name: Neuco, Inc.

Location: 5101 Thatcher Drive, Downers Grove (DuPage County), IL 60515-4029

Ownership

Information: All management employees or individuals holding a 7.5% or greater ownership interest in the Applicant and the Borrower are listed below:

(i) Applicant: BPJ Enterprises LLC, an Illinois limited liability company, c/o Neuco, Inc., 5101 Thatcher Drive, Downers Grove, IL 60515-4029:

Members:

Paul Neustadt, Manager: 33.0%

William Neustadt, Member: 33.0%

Jon Neustadt, Member: 33.0%

(ii) Tenant/Operating Company/Co-Borrower:

Neuco, Inc., an Illinois Corporation:

Paul Neustadt, Manager: 33.0%

William Neustadt, Member: 33.0%

Jon Neustadt, Member: 33.0%

PROFESSIONAL & FINANCIAL

General Counsel:	Kuhn Heap & Monson	Naperville, IL	Dick Kuhn
Accountant:	Wolf and Company	Oak Brook, IL	Mike Senko
Bank/Bond Purchaser:	Hinsdale Bank & Trust Co.	Hinsdale, IL	John Czyzychi
Bond Counsel:	Peck Shaffer LLP	Chicago, IL	Tom Smith
Bank Counsel:	Shanahan & Shanahan	Chicago, IL	Jim Shanahan
Bond Trustee:	Not applicable (direct purchase bonds)		
Architect:	RAM – R.A. Mifflin Architects		Bob Mifflin
General Contractor:	Michaels Construction	Plainfield, IL	Bob Michaels
Rating Agency:	Not applicable (Bank Direct Purchase)		
IFA Counsel:	Ice Miller, LLP	Chicago, IL	Jim Snyder, Patra Geroulis
IFA Financial Advisor:	Scott Balice Strategies	Chicago, IL	Lois Scott

LEGISLATIVE DISTRICTS

Congressional:	13	Judy Biggert
State Senate:	21	Dan Cronin
State House:	41	Sandra M. Pihos

\$200,000,000 (not-to-exceed amount)
CenterPoint Joliet Terminal Railroad, LLC
(CenterPoint Intermodal Center – Joliet Project)

November 9, 2010

REQUEST	<p>Purpose: Finance the acquisition of land, and construction and equipping of various capital improvements thereon at CenterPoint Intermodal Center in Joliet, Illinois, a rail-to-truck and truck-to-rail Intermodal facility generally located south and east of the Des Plaines River, east of the Burlington Northern Santa Fe Railway, north of Noel Road, and west of both Illinois 53 and the Union Pacific Railroad, and located within the corporate boundaries of the City of Joliet.</p> <p>Project Description: Finances construction, equipment, and Bond issuance costs and provides permanent financing for CenterPoint Intermodal Center – Joliet.</p> <p>Program: Freight Transfer Facilities Revenue Bonds [Special US Dep’t. of Transportation (“US DOT”) Bond Program authorized under the 2005 Federal Transportation Act (“SAFETEA-LU”).]</p> <p>Volume Cap: <i>No State of Illinois or IFA Private Activity Bond Volume Cap will be required.</i> CenterPoint Properties has applied for and received an allocation from the US DOT to use approximately \$1.34 Billion of Freight Transfer Facilities Revenue Bonds to develop and build-out qualified freight transfer facilities as allowed by law. CenterPoint has preliminarily selected IFA to serve as the conduit issuer to issue bonds to finance this project with the US DOT allocation.</p> <p>Extraordinary Conditions: None</p>																
BOARD ACTIONS	<p>Final Bond Resolution requested (for Bonds to be issued in multiple series over several years).</p> <p>Preliminary Bond Resolution (07-08-23) approved August 7 , 2007 [to induce the project and permit the reimbursement of certain Project costs using Bond proceeds]: Ayes: 10; Nays: 0; Abstentions: 0 Absent: 4 (Boyles; Fuentes; Herrin; Rivera); Vacancies: 1</p>																
MATERIAL CHANGES	<p>Private Placement Structure with a multi-bank syndicate through SunTrust Robinson Humphrey and SunTrust Bank as the lead bank in the syndicate. Updated project milestones from the original August 2007 report.</p>																
JOBS DATA	<table border="0"> <tr> <td>220</td> <td>Current FT jobs</td> <td>3,000+</td> <td>New jobs projected (over life of project)</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>1,300</td> <td>Construction jobs to date (2,000 man hrs/job)</td> </tr> <tr> <td></td> <td></td> <td>4,400+</td> <td>Construction jobs (over life of project)</td> </tr> </table>	220	Current FT jobs	3,000+	New jobs projected (over life of project)	N/A	Retained jobs	1,300	Construction jobs to date (2,000 man hrs/job)			4,400+	Construction jobs (over life of project)				
220	Current FT jobs	3,000+	New jobs projected (over life of project)														
N/A	Retained jobs	1,300	Construction jobs to date (2,000 man hrs/job)														
		4,400+	Construction jobs (over life of project)														
BORROWER DESCRIPTION	<ul style="list-style-type: none"> • Type of entity: Special Purpose Entity (LLC) to own and develop the subject project for lease or resale to prospective tenants and/or purchasers as allowed under SAFETEA-LU • Location: Joliet, Illinois (Will County) • When was it established: Borrower was formed in 2007 as a special purpose entity that will own and develop the subject intermodal rail/truck facility • What does the entity do: Real estate development company • Who does the entity serve: prospective tenants/users of Joliet Intermodal Center • What will new project facilitate: improved transportation and logistics efficiencies via truck and rail (Union Pacific Railroad and BNSF Railroad). 																
CREDIT INDICATORS	<ul style="list-style-type: none"> • The Bonds will be privately placed to a syndicate of Banks (i.e., Bank direct purchases) that finance CenterPoint Properties’ Line of Credit. 																
PROPOSED STRUCTURE	<p>The proposed Bonds will be underwritten by SunTrust Robinson Humphrey and privately placed to a syndicate of Banks (i.e., Bank direct purchases) that finance CenterPoint Properties’ Line of Credit. The purchasers (i.e., Banks, which are by definition as Accredited Investors) will be entirely responsible for structuring and securing the proposed bond issue.</p> <p>Interest Rates: preliminary estimated range of 2.5% to 6.0% (if a multi-maturity structure is selected)</p> <p>Maturity: approximately 40 years</p>																
SOURCES AND USES - PRELIMINARY	<table border="0"> <tr> <td>IFA Series 2010 Bonds:</td> <td>\$175,000,000</td> <td>Project Costs for Reimburs.</td> <td>\$175,000,000</td> </tr> <tr> <td>Future IFA Bonds</td> <td>961,190,000</td> <td>Future Project Costs:</td> <td>1,085,100,000</td> </tr> <tr> <td>Equity/Match</td> <td><u>124,725,000</u></td> <td>Costs of Issuance – Series 2010:</td> <td><u>815,000</u></td> </tr> <tr> <td>Total</td> <td>\$1,260,915,000</td> <td>Total</td> <td>\$1,260,915,000</td> </tr> </table>	IFA Series 2010 Bonds:	\$175,000,000	Project Costs for Reimburs.	\$175,000,000	Future IFA Bonds	961,190,000	Future Project Costs:	1,085,100,000	Equity/Match	<u>124,725,000</u>	Costs of Issuance – Series 2010:	<u>815,000</u>	Total	\$1,260,915,000	Total	\$1,260,915,000
IFA Series 2010 Bonds:	\$175,000,000	Project Costs for Reimburs.	\$175,000,000														
Future IFA Bonds	961,190,000	Future Project Costs:	1,085,100,000														
Equity/Match	<u>124,725,000</u>	Costs of Issuance – Series 2010:	<u>815,000</u>														
Total	\$1,260,915,000	Total	\$1,260,915,000														
RECOMMENDATION	<p>Credit Review Committee recommends approval.</p>																

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 9, 2010**

**Project: CenterPoint Joliet Terminal Railroad, LLC
(CenterPoint Intermodal Center – Joliet Project)**

STATISTICS

IFA Project:	I-FRT-TE-CD-7170	Amount:	\$200,000,000 (not-to-exceed amount for initial tranche; estimated issuance at \$150MM to \$200MM)
Type:	Freight Transfer Facilities Revenue Bonds	IFA Staff:	Rich Frampton
Location:	Joliet	County/Region:	Will/Northeast

BOARD ACTION

Final Bond Resolution Conduit Freight Transfer Facilities Revenue Bonds (Tax-Exempt) No IFA funds at risk	Credit Review Committee recommends approval. No extraordinary conditions
---	---

Note: Now that CenterPoint has obtained (i) the requisite allocation from the US DOT, and (ii) a commitment from US DOT for transportation grant funds under Title 23 and/or Title 49 through the Illinois Department of Transportation, CenterPoint has satisfied both required US DOT-related pre-conditions to closing.

PURPOSE

The overall project involves the acquisition of land, construction of rail improvements, and the construction of all or a portion of an estimated 15 million SF to 20 million SF of related warehousing and distribution facilities (up to 1 million SF each) and related infrastructure located generally on an approximately 4,000 acre site (including approximately 940 acres for two intermodal rail yards) located west of the Union Pacific mainline (Chicago-Springfield-St. Louis line), north of Noel Road and south and east of the Des Plaines River, within the limits of the City of Joliet in Will County.

Certain portions of these intermodal and logistics park facilities are intended to qualify for new federally tax-exempt Freight Transfer Facility Revenue Bonds and Highway Infrastructure Facilities Revenue Bonds under a surface transportation finance initiative approved in late 2005 and implemented in early 2006 by the U.S. Department of Transportation.

IFA CONTRIBUTION

Although the subject Bonds will be issued on a tax-exempt basis for a for-profit entity, Freight Transfer Facility Revenue Bonds and Highway Infrastructure Facilities Revenue Bonds will not require any State of Illinois or IFA Volume Cap. Instead, authorization requests for Tax-Exempt Freight Transfer Facility Revenue Bonds are allocated nationally directly to each project by the US DOT, subject to an initial \$15 billion national limitation over the life of the program.

Accordingly, CenterPoint has preliminarily selected IFA to serve as the conduit issuer and to convey tax-exempt status on the subject Bonds.

VOTING RECORD

Preliminary Bond Resolution (07-08-23) approved August 7, 2007:

Ayes: 10; Nays: 0; Abstentions: 0 Absent: 4 (Boyles; Fuentes; Herrin; Rivera); Vacancies: 1

PRELIMINARY ESTIMATED SOURCES AND USES OF FUNDS - Initial 2010 Tranche

Sources:	IFA Ser. 2010 Bonds	\$175,000,000	Uses:	Reimbursement of	
	Future IFA Bonds	961,190,000		Prior Costs	\$175,000,000
	Equity	<u>124,725,000</u>		Project Cost	1,060,100,000
				Iss. Costs – IFA Series	
				2010 Bonds	<u>815,000</u>
Total		<u>\$1,260,915,000</u>	Total		<u>\$1,260,915,000</u>

Note: These amounts represent not-to-exceed amounts for the anticipated multi-year, multi-series issue of projects to be financed as required by US DOT.

Although CenterPoint has 5 years to expend bond proceeds under this Program, CenterPoint has determined it is more advantageous to issue bonds to reimburse expenditures following build-out each year. CenterPoint plans to issue annual tranches based on demand by prospective tenants/purchasers.

Related Title 23 Assistance: In addition to the improvements described above, federal “Title 23” funds will be used to finance certain bridge improvements in the south and southeast corner of the Project site and various improvements to I-55 to the west of the Project, in both cases so as to improve access to the Project and accommodate the increased traffic resulting from the Project.

JOBS

Current employment: 220 (FT)	Projected new jobs: 3,000+ jobs upon completion of build-out of the project
Jobs retained: Not applicable	Construction jobs: 1,300 construction jobs estimated during Phase I (and 4,400 construction jobs over the 10-year build-out period)

FINANCING SUMMARY

The proposed Bonds will be issued in tranches, as dictated by demand/build-out over the anticipated 5-10 year build-out. CenterPoint anticipates that each tranche will be financed according to the following proposed terms:

Structure:	Bonds to be underwritten by SunTrust Robinson Humphrey and, in turn, sold directly to a consortium of banks in a syndication for an initial anticipated term of 5 years. Bond payments will be amortized over 40 years. The Bonds will be subject to extension and an interest rate reset every 5 years (or as amended) until maturity, consistent with a bank commercial loan structure.
Bank Security/Collateral:	The purchasing Banks are Accredited Investors and are solely responsible for assuring their financing commitment (i.e., bond purchase) is adequately collateralized.
Credit Ratings:	Not applicable since the Bonds will be purchased directly by the Banks as a direct investment.
Collateral:	Confidential – to be negotiated and finalized directly with the Banks that purchase participation interests.
Proposed Interest Rate Mode:	Initial 5 year fixed rate with reset and extension provisions every 5 years until the final maturity date.

Estimated Interest Rate: Could range from 2.50% fixed to 6.00% fixed, depending on maturity (as negotiated with the members of the banking syndicate).
Amortization: approx. 40 years (dependent on useful-life calculation)
Final Maturity Date: approx. 40 years (dependent on useful-life calculation)
Anticipated Closing Date: Late November, 2010 or December, 2010

PROJECT SUMMARY FOR FINAL BOND RESOLUTION

Bond proceeds will be issued in one or more Series and used by CenterPoint Joliet Terminal Railroad, LLC (together with any successors, affiliates, and assigns, the "Borrower"), for the purpose of providing the Borrower with all or a portion of the funds for the purpose of assisting in financing infrastructure located generally on an approximately 4,000 acre site (including 1,400 acres of industrial buildings and between 12 to 15 million square feet of warehouse/light manufacturing facilities) including the acquisition of the subject land, installation of infrastructure improvements and the construction of facilities for the transfer of freight including, without limitation, rail facilities, warehouse and other storage facilities, cranes, loading docks and other equipment integral to the transfer of freight at a site located in an area generally west of the Union Pacific Railroad's Chicago-St. Louis mainline, west of Illinois Hwy. 53, south and east of both US Highway 6 and the Des Plaines River, and north of Noel Road, within the City of Joliet, in Will County, Illinois. Additionally, bond proceeds may be used to finance the capitalization of any required reserve funds and capitalized interest; and for financing the payment of all or a portion of the costs of issuance of the Bonds (collectively, the "Project").

Estimated project costs are as follows:

Land Acquisition:	\$238,000,000
New Construction:	987,100,000
Equipment:	<u>35,000,000</u>
Total	<u>\$1,260,100,000</u>

BUSINESS SUMMARY

Description: **CenterPoint Joliet Terminal Railroad, LLC** (together with any successors, affiliates, and assigns, the "**Borrower**") is an Illinois Limited Liability Company formed on April 11, 2007 as a special purpose entity to own and develop the subject freight intermodal facility and logistics park in the City of Joliet, Will County.

The sole Member of the Borrower is **CenterPoint Properties Trust ("CPT")**, a private Maryland Real Estate Investment Trust. CPT is 99% beneficially owned by **CalEast Global Logistics LLC ("CalEast")**, a leading investor in logistics warehouse and related real estate.

CalEast Global Logistics LLC is owned by the **California Public Employees Retirement System ("CalPERS")** and **LaSalle Investment Management**, a division of (publicly-traded) **Jones Lang LaSalle, Inc.** (see Economic Disclosure Statement on pages 9-10).

Background on
CenterPoint
Properties

Trust: CPT was originally formed in 1984 as Capital and Regional Properties Corporation. CPT became a publicly traded REIT in 1993 after consolidating with FCLS Investors Group, a Chicago-based industrial development company with 30 years of local development experience.

In March 2006, after 12 years as a public company, CPT was purchased and taken private by CalEast Global Logistics. CalEast is a leading investor in logistics warehouse and related real estate and is a joint venture of CalPERS and LaSalle Investment Management.

CalPERS is the nation's largest pension fund, with more than \$260 billion in assets. LaSalle Investment Management is a wholly-owned, but operationally independent, division of Jones Lang LaSalle, Inc., one of the world's leading real estate service providers. LaSalle Investment Management has over \$44 billion in assets under management invested in private real estate. Jones Lang LaSalle is a publicly held, NYSE-listed company (Ticker: JLL) headquartered in Chicago.

CPT's mission is focused on the development, ownership, and active management of industrial real estate and related rail, road, and port infrastructure.

CPT is the largest owner, manager, and developer of industrial real estate in metropolitan Chicago with 23 branded business parks. Along with its affiliates, CPT owns and manages more than 41 million SF of industrial/warehousing space. CPT has an additional 6,200 acres of land available for future development.

Aside from its intermodal facilities under development (as described in further detail below), CPT has an extensive track record of developing successful industrial and warehousing projects in Illinois and SE Wisconsin, including the Ford Chicago Manufacturing Campus (Chicago), International Produce Market (Chicago), O'Hare Express Center and O'Hare Express North (Chicago), California Avenue Business Center (Chicago), McCook Business Center I and II (McCook), BNSF Logistics Park Chicago (Elwood), DuPage National Technology Park (West Chicago), and several other business parks located in Illinois, SE Wisconsin, NW Indiana, Missouri, Georgia and Texas.

Chicago's
Role as a
Logistics
Center for the
Central U.S.:

Intermodal facilities provide for the efficient, direct transfer of goods between ship, rail, or truck. Essentially, intermodal logistics parks are "inland ports" that allow customers to seamlessly ship goods long-haul from the U.S. coasts inland by rail for distribution by truck. Additionally, industrial land adjacent to intermodal facilities allows warehouse/light manufacturing customers to perform bulk breakdown operations, and/or to repackage or assemble products before final delivery by truck to regional warehouses and/or stores.

The Chicago Metropolitan Area has emerged as the largest inland port/freight transfer center in the United States. Currently, the Chicago area supports 1.3 billion SF of industrial property, making the Chicago region the largest and most diverse industrial property market in the U.S.

According to CenterPoint, Chicago's transportation industry creates \$22 billion of economic value and \$3.2 billion in wages. CenterPoint reports that more than 117,000 jobs in the Chicago Metropolitan Area are rail-related.

The Chicago area is also an ideal location for the development of intermodal facilities – it is the only location in the US where six of the seven North American Class I railroads intersect. The Class I railroads serving the Chicago area include: (1) Burlington Northern Santa Fe, (2) Canadian National/Soo Line, (3) Canadian Pacific, (4) CSX, (5) Norfolk Southern, and (6) the Union Pacific. (The only Class I railroad not serving the Chicago metropolitan area is the Kansas City Southern Railroad.)

According to CenterPoint, improved productivity/logistics in the Chicago area is important since approximately 60% of freight traveling inland from the coasts either stops in Chicago, or travels through Chicago to other markets. Although it takes only two days for freight to be shipped from the coasts, it can take four days for this rail traffic to move through the City of Chicago.

Development of intermodal facilities around the outer suburbs of Chicago will help reduce rail bottlenecks, reduce truck traffic in the City of Chicago as well as create a more efficient supply chain for goods traveling inland from the coasts.

Development of intermodal facilities in the Chicago metropolitan area will expand the region's effective rail capacity and will also help maintain the Chicago area's status as the key inland rail hub in the Central U.S.

CenterPoint's
Intermodal
Facility
Development
Experience:

CPT has completed substantial construction and is operating two intermodal business parks in Illinois including:

- (1) **CenterPoint Intermodal Center – Elwood** is located in Elwood, Illinois (Will County), approximately 2 miles south of the CenterPoint Intermodal Center – Joliet (the subject project) along the Burlington Northern Santa Fe's ("BNSF's") main line from LA/Long Beach to Chicago on the former site of the Joliet Arsenal, near I-55 and Arsenal Road. This 2,500 acre development presently includes the 770-acre BNSF Logistics Park Chicago, and over 9 million SF of adjacent warehouse and distribution center space. High profile tenants in the industrial park currently include Wal-Mart (3.4 million SF); Georgia Pacific (1.0 million SF); Potlatch Corporation (624,000 SF), and Sanyo Logistics (300,000 SF). CenterPoint Intermodal Center – Elwood was also financed with \$75 million of grants from IDOT and DCEO (DCCA). Total investment to date has been approximately \$1 billion.
- (2) **CenterPoint Intermodal Center – Rochelle** is located in Rochelle, Illinois (Ogle County), and anchored by the 1,230-acre Union Pacific Global III Intermodal yard. This facility is located near the junction of I-88 and I-39, approximately 75 miles west of Chicago. CPT managed the construction and development of this \$181 million intermodal facility for the Union Pacific Railroad. To date, this intermodal facility has created 150 new jobs and is operating 24 hours per day. Additionally, CPT is developing a 362-acre industrial park, CenterPoint Intermodal Center – Rochelle, approximately 1 mile from the Rochelle intermodal facility. Upon build-out, the Rochelle Industrial Park will provide approximately 5 million SF of warehousing/logistics space to prospective users.

New CenterPoint
Intermodal
Facilities in
Pre-Development:

In addition to the proposed CenterPoint Intermodal Center – Joliet, that is the subject of this proposed financing, CenterPoint has two additional intermodal projects under development including:

- (1) **CenterPoint Intermodal Center – Crete**, an 850-acre facility located approximately 35 miles south of the Chicago Loop. *The IFA Board of Directors approved a Preliminary Bond Resolution for this project in March, 2007 (see next section on IFA Inducement Resolution immediately below)*
- (2) **CenterPoint – KCS Intermodal Center** (Kansas City, MO), an approximately 1,300-acre intermodal facility to be constructed south of Kansas City, MO on a portion of the site of the former Richards-Gebaur Air Force Base. An intermodal rail yard is currently operational, and CenterPoint has begun Phase I of the planned six-phase development, including environmental remediation, grading, installing utilities and roads, and improving infrastructure on the site.

Outstanding
IFA
Intermodal
Facility
Inducement
Resolutions:

The IFA Board of Directors has approved Preliminary Bond Resolution/Inducement Resolutions for the following intermodal projects (in addition to the \$1.13 billion approved for the subject CenterPoint Intermodal Center – Joliet induced in August 2007):

1. \$591 million for Ridge Property Trust's proposed intermodal facility, near Wilmington (August 2006). This project involves development of an intermodal facility along the BNSF railroad, just west of I-55 and south of the Kankakee River, near Wilmington (Will County), approximately nine (9) miles south of CPT's Elwood Intermodal Center.
2. \$505 million for CenterPoint's proposed intermodal facility in Crete, Illinois (March 2007), located near Illinois Hwy. 394 and Illinois Hwy. 1.
3. \$576 million for Seneca I-80 Railport Development, LLC's proposed intermodal facility in Seneca (Grundy County), Illinois (January 2010).

Again, each of these projects is responsible for obtaining (i) a US DOT commitment to provide Private Activity Bond allocation for the project and (ii) to obtain US DOT Title 23 or Title 49 grant funding through the Illinois Department of Transportation.

US DOT
Freight
Transfer
Project
Allocations:

The US Department of Transportation has sole discretion in determining which surface transportation (i.e., private highways, intermodal facilities, and international bridges) receive a portion of US DOT's national \$15 Billion allocation of bond issuance authority over the life of this pilot programs initiated under the 2005 Transportation Bill (i.e., "SAFETEA-LU"). Additionally, all qualifying projects must receive either Title 23 Highway Funds or Title 49 Railroad Grant Funds from US DOT (through IDOT).

Rationale for
the Joliet
Intermodal
Facility:

CPT's approximately 4,000 acre CenterPoint Intermodal Center – Joliet logistics park in Joliet is located less than two miles north of the railroad's existing CenterPoint Intermodal Center – Elwood (CIC – Elwood), which serves the BNSF main line from the Long Beach/Los Angeles port. The proposed CenterPoint Intermodal Center – Joliet is expected to serve both the BNSF Railroad and the Union Pacific Railroad.

Overall, CenterPoint has four intermodal projects in various stages of development including, CenterPoint Intermodal Center – Rochelle (operating – as described on p. 4), CenterPoint Intermodal Center – Crete (pre-development), Kansas City (development) and Elwood (operating; expansion phase planned). This project is CenterPoint's fourth intermodal facility of this scale to be developed in the Northern Illinois.

CPT acquired approximately 4,000 acres of agricultural land located adjacent to the Union Pacific Railroad mainline (*see attached site plan on pp. 9-10*) from Chicago to St. Louis. CPT plans to dedicate approximately 2,200 acres for industrial/warehousing customers, which could accommodate between 15 and 20 million SF of industrial buildings upon build-out.

The property site is located approximately:

- 2 miles east of I-55 and the I-55/Arsenal Road interchange;
- 2 miles south of I-80;
- 2 miles west of Illinois Hwy. 53;
- 16 miles west of I-57 and a proposed interchange with the proposed Illiana Expressway (a proposed east-west connector between I-55 and I-65 in NW Indiana, that would also be adjacent to the proposed Peotone airport);
- The project site is located approximately 2 miles north of the CenterPoint Intermodal Center – Elwood.

The CenterPoint Intermodal Center – Joliet has been planned to accommodate goods shipped via the both the Union Pacific and BNSF (from the West Coast and Southwest) and, possibly, the Norfolk Southern Railroad from the southeast.

Public benefits of the CenterPoint Intermodal Center – Joliet project include:

1. The Project will help absorb the dramatic demand for new Midwestern rail served warehouse/distribution centers, intermodal, and transload facilities due to (a) massive increases in the volume of containerized import shipments (b) the increased importance of efficient logistics in transporting products to final destinations.
2. Tax-Exempt Bond Financing will facilitate a lower cost of occupancy that will attract prospective industrial park tenants to Illinois rather than to Indiana or Missouri.
3. Project-related roadway and interchange improvements to the I-55/Arsenal Road interchange, Arsenal Road (the primary access road serving CenterPoint's existing Elwood intermodal facility and also CenterPoint's proposed Joliet intermodal facility), Illinois Hwy 53, and access from the

north from connecting roads to I-80, and other surrounding roads will provide superior truck access to the project(s) and encourage peripheral users to locate nearby.

4. The CenterPoint Intermodal Center – Joliet Project will generate property tax revenue for the City of Joliet, and local taxing jurisdictions, and income tax revenue for the State of Illinois.

Development
Timetable:

Some key benchmarks in CPT’s development and financing timetable for Phase I of the CenterPoint Intermodal Center – Joliet include the following:

Completed/Ongoing Activities:

- Early 2007 (and ongoing): Initial discussions with US DOT and IDOT regarding Title 23/Title 49 Funding
- January 2007: Engineering work commenced by TranSystems Corporation of Kansas City, MO and Cowhey Gundmundson Leder of Itasca, IL
- September 2007: Submitted application for the US DOT Private Activity Bond Allocation to the Secretary of the US Department of Transportation
- June 2008: Public water and sewer utility construction commenced
- July 29, 2008: Rezoning to allow for special use as an Intermodal Facility: Agreement made and entered into with City of Joliet
- August 2008: Site topsoil stripping and grading work commenced on Intermodal Facility.
- 2008: initial tranche of IFA Bonds closes to finance construction of intermodal/warehousing facilities
- December 30,2008: Completed annexation agreement with the City of Joliet (Document Number R2008-150216)
- December 2008: Mass Grading and Drainage work completed
- July 2009: USACE Wetland Impact and Fill permits completed
- September 2009: Public water and sewer extensions complete
- August 2010: Intermodal facility open for business and UPRR operations commence
- September 2010: UPRR begins first phase of trailer parking expansion project on site

ECONOMIC DISCLOSURE STATEMENT

- Applicant: CenterPoint Joliet Terminal Railroad, LLC (Contact: Mr. Daniel J. Hemmer, SVP and General Counsel, CenterPoint Properties Trust, 1808 Swift Drive, Oak Brook, IL 60523-1501; (T) 630-586-8812; (F) 630-586-8010; e-mail: DHemmer@CenterPoint-Prop.com)
- Alternate Contact: Mr. Michael Kraft, CenterPoint Properties Trust, Chief Financial Officer; 1808 Swift Drive, Oak Brook, IL 60523-1501; (T) 630-586-8102; (F) 630-586-8010; e-mail: mkraft@centerpoint-prop.com
- Web site: www.CenterPoint-Prop.com (CenterPoint Properties)
- Project name: CenterPoint Intermodal Center -- Joliet
- Location: 21703 W. Millsdale Road, Joliet, IL 60421-9647
- Organization: CenterPoint Joliet Terminal Railroad, LLC is an Illinois limited liability company that is 100%-owned by CenterPoint Properties Trust, a Maryland Real Estate Investment Trust.
- Ownership: CenterPoint Properties Trust is in turn owned by CalEast Global Logistics, LLC, 65 East State Street, Suite 1750, Columbus, OH 43215; (T): 614-460-4444; web site: www.caleast.com
- CalEast Global Logistics LLC is a joint venture between the California Public Employees Retirement System and LaSalle Investment Management. Additional information on the joint venture members follows below:
 - California Public Employees Retirement System (d/b/a “CalPERS”): 100%
400 Q Street, Room 1820
Lincoln Plaza East
Sacramento, CA 95814
Web site: www.calpers.ca.gov
 - LaSalle Investment Management, a wholly owned division of Jones Lang LaSalle, Inc., Chicago, IL (a publicly traded company)
Aon Center
200 East Randolph Drive

Chicago, IL 60601
 Web site: www.lasalle.com/en-US/Services

PROFESSIONAL & FINANCIAL

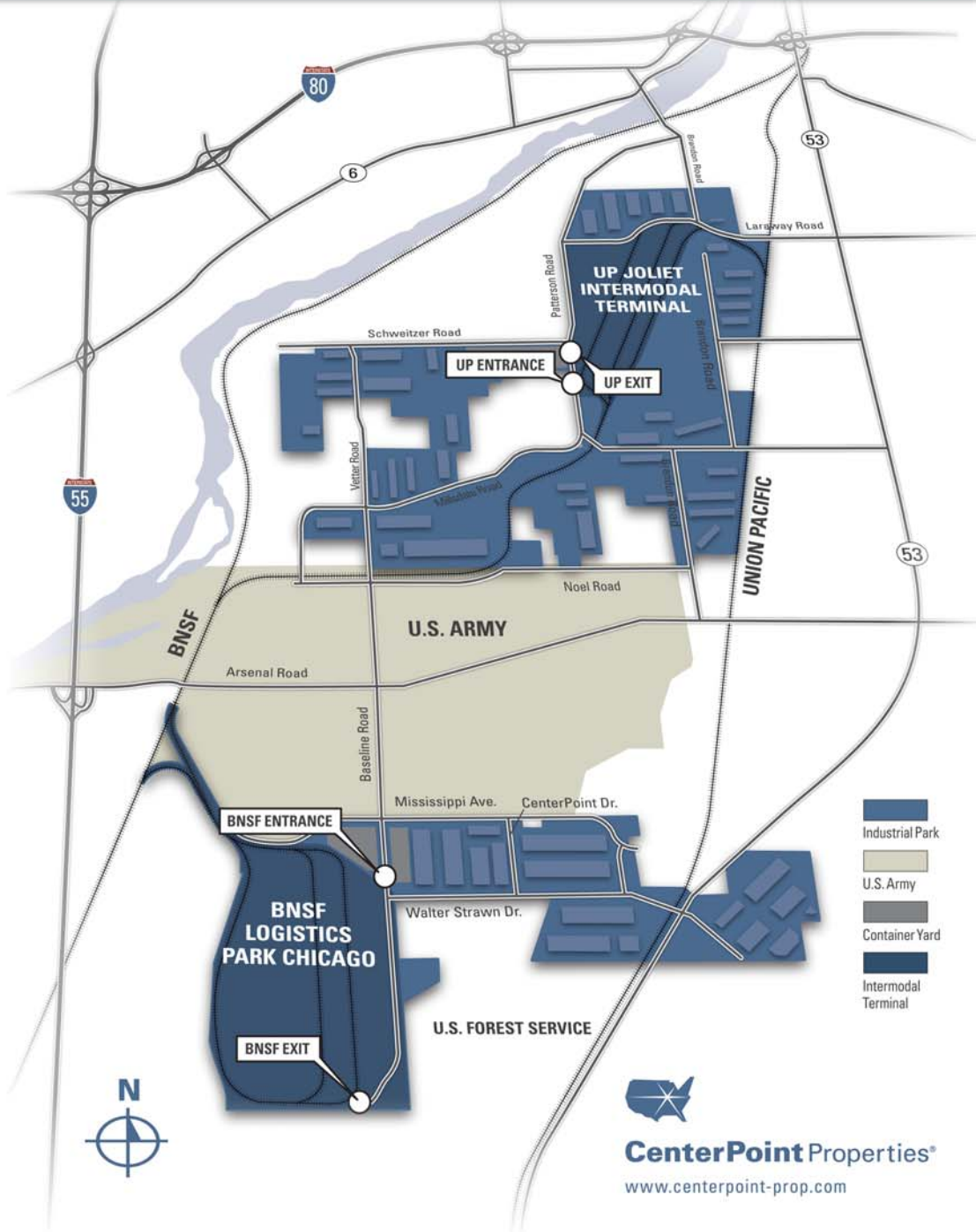
General Counsel:	Kirkland & Ellis	Chicago, IL	Robert Buday
Borrower’s Auditor:	PricewaterhouseCooper LLP	Chicago	
Bond Counsel:	Perkins Coie LLP	Chicago	Bruce Bonjour, Bill Corbin, Marc Oberdorff, Kurt Neumann
Underwriter: (Privately Placed initially to a banking syndicate initially)	SunTrust Robinson Humphrey	Atlanta, GA	Hank Harris
Bank:	SunTrust – National Real Estate Banking	Vienna, VA	Greg Horstman
	SunTrust – Commercial Real Estate Syndications	Atlanta, GA	Marshall Smith
Bond Purchasers through syndication:	Negotiating with additional members of its lending syndicate including: Bank of America; JP Morgan Chase Bank; PNC Bank, Regions Bank; SunTrust; US Bank, and Wells Fargo Bank		
Bank Counsel:	SNR Denton – formerly, Sonnenschein, Nath & Rosenthal	Chicago	Steve Davidson
Trustee/Fiscal Agent:	US Bank	Chicago	Margaret Drelicharz
Rating Agencies:	Not applicable since the Bonds will be privately placed with commercial banks (i.e., purchased by Accredited Investors)		
Architect:	TranSystems	Kansas City, MO	
General Contractor:	Ragnar Benson and FCL Builders		
IFA Counsel:	Mayer Brown LLP	Chicago, IL	David Narefsky
IFA Financial Advisor:	Scott Balice Strategies, LLC	Chicago, IL	Lois Scott

LEGISLATIVE DISTRICTS

Congressional:	11	Debbie Halvorson		
State Senate:	38	Gary G. Dahl	43	Arthur J. (“A.J.”) Wilhelmi
State House:	75	Careen Gordon	86	Jack C. McGuire

CenterPoint Intermodal Center – Joliet, Illinois

The Largest Master-Planned Inland Port in North America



\$35,000,000 (not-to-exceed)

November 9, 2010

East-West University

REQUEST

Purpose: Bonds will be used by **East-West University** (“**East-West**”, the “**University**” or the “**Borrower**”), or a related tax-exempt affiliate, to finance the construction and equipping of a new, 14-story multi-purpose building to be located in the 800 block of South Wabash Avenue (i.e., formerly the site of building located at 825 and 831 S. Wabash) in Chicago. The new multi-purpose building will include limited ground floor parking, retail shops, a student athletic center/health club; a campus library; instructional labs, classrooms, and faculty offices, and 10 floors of student housing including studio, one-bedroom, and two-bedroom apartments with kitchen and bathroom that will house approximately 220 students. Bond proceeds may also be used to finance renovation and equipping of East-West’s existing buildings located at 816 S. Michigan Avenue and 819 S. Wabash Avenue in Chicago. Additionally, Bond proceeds may be used to pay capitalized interest, if deemed necessary or desirable, to fund a debt service reserve fund, if deemed necessary or desirable, and to finance certain costs of issuance.

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

Extraordinary Conditions: None

BOARD ACTIONS

Final Bond Resolution requested

Preliminary Bond Resolution approved 10/12/2010:

Ayes: 12 Nays: 0 Abstentions: 0 Absent: 3 (Barclay, DeNard, O’Brien) Vacancies: 0

JOB DATA

86	Current	10	New jobs projected (estimated; subject to change)
	jobs		
N/A	Retained	150	Construction jobs projected (over two years)
	jobs		

DESCRIPTION

- Location (Chicago / Cook County / Northeast Region)
- East-West University was founded in 1980. Its campus comprises two linked buildings in Chicago’s South Loop neighborhood. Its mission is to provide higher education opportunities to adult students, students from the inner city, and those who are the first in their families to attend college.
- This project will permit the University to continue its growth, respond to student demands for on-campus housing.
- University enrollment and attendance have exceeded 1,000 in most years this decade.

CREDIT INDICATORS

- East-West University is unrated. The proposed Bonds will either be (1) bank purchased or (2) credit enhanced with a Direct Pay Letter of Credit from an investment grade rated bank.

PROPOSED STRUCTURE

- Bank direct purchase (Wells Fargo Bank, N.A.) in one or more series. Certain series may Bank Qualified.
- Final maturity of not later than 30 years, structured to produce level or declining annual debt service.

SOURCES AND USES (subject to change)

IFA New Money			
Bds.	\$ 30,000,000	New Proj. Cost	\$ 35,350,000
		Capitalized Interest	770,000
Equity	<u>6,400,000</u>	Cost of Issuance	<u>280,000</u>
Total	<u>\$ 36,400,000</u>	Total	<u>\$ 36,400,000</u>

RECOMMENDATION

The Credit Review Committee recommends approval.

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 9, 2010**

Project: East-West University

STATISTICS

Project Number: E-PC-TE-CD-8408	Amount: \$35,000,000 (not-to-exceed amount)
Type: 501(c)(3) Revenue Bonds	IFA Staff: Rich Frampton
Location: Chicago	County/Region: Cook/Northeast

BOARD ACTION

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

PURPOSE

The proposed project includes development of land owned by the University at 825-831 South Wabash Avenue in Chicago. The University plans to construct a mixed use “multipurpose center” building that will include space for facilities expansion and generate revenues to cover the cost of this development. The project is expected to consist of 14 stories with the proposed floor uses designated as follows:

- **Basement** – 29 Parking spaces
- **1st Floor** – Lobby and Retail Shops mainly consisting of a food court serving both resident and non-resident students. The food court will be visible and easily accessible from the street allowing its use also by students from other institutions in the area and by the general public. It will include a collection of fast-food restaurants with shared eating space.
- **2nd Floor** – Student Activities Complex mainly consisting of an athletic center housing weight and exercise room, lockers, pool table and table tennis, etc., and a large auditorium with a seating capacity of 500.
- **3rd Floor** – Library and Learning Resource Center
- **4th Floor** – Instructional labs and offices for ancillary services.
- **5th through 14th Floors** – Student housing consisting of studios, one or two bedroom apartments with full kitchen and bathroom, for approximately 220 students.

The University will continue its history of developing and investing in property in the South Loop. In its 30 year history the University has acquired, and now owns outright properties located at 816 South Michigan Avenue, 819 South Wabash Avenue, 1000 S. Wabash Avenue and 825-831 South Wabash Avenue. This project will further the development of the Chicago Loop as one of the largest college “campuses” in the country. The Loop Alliance estimates that more than 65,000 students attend classes in the Loop each year.

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. 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.

VOTING RECORD

Preliminary Bond Resolution approved October 12, 2010:

Ayes: 12; Nays: 0; Abstentions: 0; Absent: 3 (Barclay; DeNard; O'Brien); Vacancies: 0

PRELIMINARY ESTIMATED SOURCES AND USES OF FUNDS

Sources:	IFA New Money	\$ 30,000,000	Uses:	New Project Cost	\$ 35,350,000
	Equity	<u>6,400,000</u>		Capitalized Interest	770,000
				Issuance Costs	<u>280,000</u>
	Total	<u>\$ 36,400,000</u>		Total	<u>\$ 36,400,000</u>

East-West University has already purchased and demolished buildings that formerly occupied the footprint of the proposed project.

JOBS

Current employment:	86	Projected new jobs:	10 (preliminary; subject to change)
Jobs retained:	N/A	Construction jobs:	150-170 (24 months)

FINANCING SUMMARY (PRELIMINARY, SUBJECT TO CHANGE)

Structure: The Bonds will be purchased directly by Wells Fargo Bank as Direct Lender/Investor.

Ratings: East-West University does not have a credit rating (and, again, has no long-term debt outstanding). Wells Fargo Bank, N.A. will provide East-West with credit approval and determine appropriate collateral to secure the Bonds.

Security/
Collateral: Wells Fargo will be secured by a security interest in the University's revenues and a mortgage on some or all University-owned property. Additionally, Wells will cross-collateralize and cross-default all existing and future debt obligations (including any Working Capital Lines of Credit) to East-West University.

Final Maturity
Date: Not later than 30 years from the date of issuance

Interest Rates: Anticipated initial pricing: 3.25% to 4.00% per annum and subject to reset or extension every 3 to 5 years thereafter until the scheduled final maturity date.

Timing: 4th Calendar Quarter 2010

Rationale: The IFA Series 2010 Bonds will enable the University to (1) provide on-campus housing for approximately 20% of its students in response to student demand for such facilities, (2) provide a new library and learning resource center, a large lecture hall, classrooms, laboratories, and faculty offices, and (3) provide student services, including dining facilities, a fitness center, retail space also benefitting the surrounding community. The University's current growth is constrained by facility limitations and an inability to serve traditional, four-year students seeking an on-campus student experience.

PROJECT SUMMARY (for IFA Final Bond Resolution)

The proposed financing will consist of Bonds to be issued in one or more Series.

The IFA Series 2010 Bond Proceeds will be used to finance, refinance, or reimburse East-West University for the following capital improvements: (i) to acquire land and finance the new construction/build-out of an approximately 14-story, multi-use academic center and student housing facility located at 825-831 S. Wabash Avenue, Chicago, IL 60605 (Cook County), and (iii) finance various capital improvements located at the University's Chicago campus locations at 816 S. Michigan Avenue and 819 S. Wabash Avenue. Additionally, Bond proceeds may also be used to (iv) pay capitalized interest with respect to certain portions of the project, if deemed necessary or desirable, (v) to fund a debt service reserve fund, if deemed necessary or advisable, and (vi) finance certain costs of issuance.

A summary of the Project Costs to be financed through the IFA Series 2010 Bonds follows:

Land Acquisition/Site Prep	\$ 6,400,000
Hard Costs/Construction	27,400,000
Furniture, Fixtures & Equipment	790,000
A&E/Construction Mgt/Fees	<u>760,000</u>
<u>Subtotal—Development</u>	<u>\$ 35,350,000</u>
LESS: Equity Contrib.	<u>(6,400,000)</u>
<i>Net Project Costs financed with IFA Bonds</i>	<u><i>\$28,950,000</i></u>

BUSINESS SUMMARY

Background: **East-West University** (“**East-West**”, the “**University**”, or the “**Borrower**”) is incorporated under Wisconsin law and is a 501(c)(3) not-for-profit corporation exempt from federal income taxes under the Internal Revenue Code.

- East-West is governed by a Board of Directors (see p. 6 for listing). An absolute majority of the all incumbent directors is necessary to amend or alter the bylaws of the corporation. University Chancellor Dr. M. Wasiullah Khan serves as Executive Vice-President, at present the highest ranking officer of the Corporation. The Board of Directors appoints the University's chancellor who serves as the Chief Executive Officer.
- The operation and development of the University is governed by a Board of Trustees. The by-laws of the University provide for up to 21 Trustees, including the Directors. Non-director members of the Board of Trustees are non-employees of the University. Chancellor Dr. M. Wasiullah Khan serves in an *ex officio* capacity as Secretary of the Board of Trustees.

Description: On December 10, 1978, a group of seven persons including four academicians, a businessman, a lawyer and a physician formed a planning group to establish a new, urban, non-denominational institution of higher learning in Chicago to be known as East-West University. The University was incorporated on February 22, 1979 as a corporation without stock and not-for-profit.

The University received approval and operating authority from the Illinois Board of Higher Education in May 1980 and degree-granting authority for various degrees in later years. The University awards associate and bachelor's degrees in several academic areas. It is the only independent (private) minority institution of higher learning in the State of Illinois, the other two being state (public) universities (i.e., Chicago State University and Northeastern Illinois University). East-West's niche has been to provide education to residents of the inner city and

students who are the first in their families to attend college. Approximately 90% of the University's student enrollment for the Fall 2009 quarter was comprised of residents of the Chicago Metropolitan area.

The University has been accredited by the Higher Learning Commission of the North Central Associate of Colleges and Schools since December, 1983. Consistent with the University's mission, its faculty is primarily focused on classroom instruction rather than research.

The Chicago campus facilities of East-West University consist of the East Building located at 816 South Michigan Avenue and the West Building at 819 South Wabash Avenue. The two buildings are connected by an enclosed walkway. Grant Park and Lake Michigan are located to the east of the campus and the skyline to the west and the north form a setting that is attractive and memorable. Chicago's Museum Campus, comprising of the Adler Planetarium, the Field Museum of Natural History, and the Shedd Aquarium, is a short walk to the southeast of the campus. The Chicago Public Library Cultural Center, Millennium Park, the Art Institute, Buckingham Fountain, Orchestra Hall, Soldier Field, theaters, the financial district, federal and state office buildings, and fine dining are all within easy walking distance.

Enrollment in East-West University first reached four figures—1,076—in Fall of 2001, immediately after the University bought the 96,500 sf. building located at 819 South Wabash Street. Fall 2002 enrollment was 1,132, Fall 2008 enrollment was 1,171, and Fall 2009 enrollment was 1,166.

The University's low tuition, small class sizes, liberal credit transfer policy, ethnic diversity, academic programs leading to professions currently in demand in the U.S. economy and job placement services are the primary draw for expanding enrollment.

After thoroughly analyzing the last eight years' enrollment patterns, the University's leadership has concluded that without doing something to address the unmet needs of the University's students—parking, housing, recreational/athletic facilities, food court, student activities center, a larger library—substantial increases in enrollment would be unlikely to be achieved.

ECONOMIC DISCLOSURE STATEMENT

Applicant: East-West University (c/o, Dr. Madhu Jain, Provost and Treasurer, 816 S. Michigan Ave., Chicago, IL 60605-7100; (T): 312-939-0111; E-mail: madhu@eastwest.edu)
Web Site: www.eastwest.edu
Project name: East-West University Series 2010 (Multipurpose Center)
Locations: 819 and 825-831 S. Wabash Avenue, and 816 S. Michigan Ave., Chicago (Cook County), IL, 60605-7100.
Organization: Wisconsin 501(c)(3) not-for-profit corporation

Board of
Directors:

**East-West University Corporate
Board of Directors:**

Dr. M. Wasiullah Khan, Executive
Vice-President
Dr. Khursheed A. Mallick,
Secretary
Dr. Madhu Jain, Treasurer
Mr. Safi Kaskas, Director

**East-West University Board of
Trustees:**

Dr. Abdullah O. Nasseef, President
Mr. James Thomas, Vice-President
and Chairman of the Executive
Committee
Dr. M. Wasiullah Khan, Secretary
(Ex-Officio)
Mr. Shaikh Khalid A. Aliraza
Mr. Bill Aossej
Dr. Danny K. Davis
Mr. Shaikh Nasser Hamdan
Dr. M. M. Haque
Dr. Abdul Sultan Hassam
Dr. Sakhawat Hussain
Mr. Anwar Ibrahim
Dr. Abdullah O. Nasseef, Director
Mr. Bill Aossej, Director
Rev. Herbert B. Martin
Dr. M. Arshad Mirza
Mr. Safi Quraishy
Dr. Daudur Rahman
Mr. Sher M. Rajput
Dr. Sukhdev C. Soni
Dr. Ashraf Toor
Mr. Riaz H. Waraich
Mr. Elias R. Zenkich

Current
Property
Owner of New
Site:

East-West already owns the new project site at 825-831 South Wabash Avenue on which the new multipurpose facility will be constructed, as well as its existing facilities at 816 S. Michigan Avenue and 819 S. Wabash Avenue.

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Harry A. Schroeder, PC	Chicago Heights, IL	Harry A. Schroeder
Auditor:	Ostrow, Reisin, Berk & Abrams Ltd.	Chicago, IL	
Bond Counsel:	Katten Muchin Rosenman LLP	Chicago, IL	Janet Goelz Hoffman
Financial Advisor to Borrower:	Columbia Capital Management, LLC	Chicago, IL Overland Park, KS	Jeff White Kelsi Powell
Bank (Direct Purchaser):	Wells Fargo Bank, N.A.	Milwaukee, WI	Robb Grehn
Bank Counsel:	Chapman and Cutler LLP	Chicago, IL	Rick Cosgrove
Architect/ General Contractor:	To be determined		
IFA Counsel:	Drinker Biddle	Chicago, IL	Chuck Katz
IFA Financial Advisor:	Acacia Financial	Chicago, IL	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	7	Danny K. Davis
State Senate:	3	Mattie Hunter
State House:	5	Kenneth Dunkin

\$200,000,000 (not-to-exceed amount)

November 9, 2010 DePaul University

REQUEST	<p>Purpose: The proposed project will enable DePaul University (“DePaul” or the “Borrower”) to (i) current refund 100% of the outstanding balance of IFA Series 2005B and Series 2005C Bonds (DePaul University Project); (ii) finance construction, renovation, and equipping of new academic buildings located on DePaul’s Lincoln Park campus, and finance various other capital improvements at DePaul’s Lincoln Park campus in connection with the University’s Vision 2012 Project and to finance the buildout of additional space at DePaul’s Loop Campus Buildings located at 14 E. Jackson Blvd., 55 E. Jackson Blvd., and at its DePaul Center Building at 333 S. State; (iii) pay capitalized interest during construction, capitalize certain reserve funds, and to pay bond issuance costs, if deemed necessary and desirable by the Borrower.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>			
BOARD ACTIONS	<p>Final Bond Resolution</p> <p>Preliminary Bond Resolution for an amount not-to-exceed \$165.6 million approved October 12, 2010: Ayes: 12; Nays: 0; Abstentions: 0; Absent: 3 (Barclay; DeNard; O’Brien); Vacancies: 0</p>			
MATERIAL CHANGES	<p>Adds various capital improvements located at DePaul’s O’Hare Campus in Chicago. Although the not-to-exceed amount is \$200 Million, the anticipated sizing of this Bond issue is \$165.6 million.</p>			
JOB DATA	2,434	Current jobs	130	New jobs projected (Preliminary; subject to change)
	N/A	Retained jobs	40-110	Construction jobs projected (average over 24 months)
DESCRIPTION	<ul style="list-style-type: none"> • Location: Chicago (Cook County/Northeast Region) • DePaul’s original predecessor was founded in 1898 by the Congregation of the Mission and was known as St. Vincent’s College. • The New Money Series 2011A Bonds will enable DePaul to finance its Vision 2012 and other capital projects associated with (i) its Lincoln Park master plan, various improvements at buildings located at the University’s (ii) Downtown/Loop Campus, and (iii) O’Hare Campus. • The proposed Series 2011B Refunding Bonds will enable DePaul to refinance its Series 2005B-C Bonds (currently priced in a 3 year adjustable rate period that will end as of 4/1/2011) with Refunding Bonds to be repaid over 17 years (i.e., until the scheduled 4/1/2028 final maturity date). 			
CREDIT INDICATORS	<ul style="list-style-type: none"> • DePaul is currently rated “A3”/ “A-”/“A-” long-term by Moody’s/S&P/Fitch. 			
PROPOSED STRUCTURE	<ul style="list-style-type: none"> • The Bonds will be underwritten by Goldman Sachs (Senior Manager) based on the direct, underlying ratings of DePaul University. • The IFA Series 2011A New Money Revenue Bonds may be sold in bullet maturities or in series to be determined based on market conditions at the time of pricing. • The Series 2005B-C Bonds will be redeemed and reissued as of 4/1/2010 as IFA Series 2011B Revenue Refunding Bonds and rated by Moody’s/S&P and be sold with the same final maturity date (i.e., 4/1/2028) as on the Series 2005B-C Bonds. • Estimated interest rates range between 4.00% to 5.30% as of 10/20/2010. 			
SOURCES AND USES	IFA 501(c)(3) Bonds	\$115,000,000	Capital Projects	\$153,432,000
	IFA Refunding Bonds	50,600,000	Refunding Escrow	50,600,000
	Borrower Equity	<u>39,260,000</u>	Costs of Issuance	<u>828,000</u>
	Total	<u>\$204,860,000</u>	Total	<u>\$204,860,000</u>
RECOMMENDATION	<p>Credit Review Committee recommends approval.</p>			

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 9, 2010**

Project: DePaul University

STATISTICS

Project Number:	E-PC-TE-CD-8405	Amount:	Not to exceed \$200,000,000 (anticipated issuance amount of \$165.6 million includes \$50.6MM Refunding of IFA Series 2005B and 2005C Bonds)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton
Location:	Chicago	County/Region:	Cook County/Northeast

BOARD ACTION

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

PURPOSE

Bond proceeds will be used to:

1. Current refund 100% of the outstanding balance of IFA Series 2005B and Series 2005C Bonds (DePaul University Project), with a combined principal amount of \$50.6 million.
2. Finance construction and equipping of a new academic building located on DePaul's Lincoln Park campus, finance various other capital improvements at DePaul's Lincoln Park campus in connection with the University's Vision 2012 Project, to finance the buildout of additional space at DePaul's Loop Campus Buildings, and at DePaul's O'Hare Campus.
3. Pay capitalized interest during construction, capitalize certain reserve funds, and to pay bond issuance costs, if deemed necessary and desirable by the Borrower.

IFA CONTRIBUTION AND PROGRAM

IFA will convey federal Tax-Exempt status on interest paid to investors on the Bonds, thereby resulting in a lower interest rate that will be passed through to the Borrower.

VOTING RECORD

Preliminary Bond Resolution approved October 12, 2010:

Ayes: 12; Nays: 0; Abstentions: 0; Absent: 3 (Barclay; DeNard; O'Brien); Vacancies: 0

SOURCES AND USES OF FUNDS

Sources:	IFA 501(c)(3) Bonds	\$115,000,000	Uses:	Capital Projects	\$153,432,000
	IFA Refunding Bonds	50,600,000		Refunding Escrow	50,600,000
	Equity	<u>39,260,000</u>		Costs of Issuance	<u>828,000</u>
	Total	<u>\$204,860,000</u>		Total	<u>\$204,860,000</u>

JOBS

Current employment: 2,434	Projected new jobs: 130
Jobs retained: Not applicable	Construction jobs: 40-110 on average (a total of 1,020 over 2 years)

BUSINESS SUMMARY

Background: DePaul University is a 501(c)(3) organization incorporated under Illinois law. DePaul's original predecessor was founded in 1898 by the Congregation of the Mission and was known as St. Vincent's College.

The University is governed by a two-tiered governance committee consisting of (1) The Members of the University, a self-perpetuating body of 14 individuals, representing the Congregation of the Mission (C.M.), the religious community that sponsors the University. The Members are empowered to elect the Board of Trustees, whose responsibility is to direct and manage the affairs of the University and other officers. Currently, there are 44 trustees elected to serve staggered 3-year terms (40 to 45 trustees are required under the University's By-Laws). A list of the University's current Board of Trustees is attached (see pages 6-7).

Description: The University's mission is to provide education in liberal and professional studies. DePaul has evolved into a major urban institution, serving metropolitan Chicago. The University is the largest Catholic university in the nation and the University's total enrollment of 25,072 students and 16,199 undergraduate students posted in Fall 2009 were the largest posted in DePaul's history. Since 1998, DePaul has ranked as the largest Catholic university in the United States and is the ninth largest private university in the United States.

The University is comprised of six campuses, including two core campuses in Chicago, and four satellite campuses in suburban Chicago. DePaul's Lincoln Park and Loop Campuses in Chicago form the core of the University's academic and administrative activities. The Lincoln Park campus is a residential campus located on approximately 34 acres and is located approximately 3 miles north of downtown Chicago. The Lincoln Park campus now consists of more than 45 buildings comprising approximately 2.3 million SF. The Loop Campus, located in the Chicago Central Business District at the corner of Wabash Avenue and Jackson Blvd, consists of 3 interconnected and 2 adjacent buildings of over 1.3 million SF and provides facilities for the College of Law, Graduate Programs, and undergraduate programs.

DePaul's four suburban campus locations were established and have expanded to satisfy a growing demand for higher education in suburban Chicago. DePaul's conducts classes at a satellite campus on the Northwest Side of the City of Chicago and at three suburban facilities including: (1) The DePaul O'Hare Campus located in 8770 W. Bryn Mawr Ave., in Chicago, Illinois, (2) South Suburban Community College in South Holland, Illinois, (3) Naperville, Illinois (located on a portion of the Amoco Research Center along I-88), and (4) Rolling Meadows, Illinois (near Schaumburg).

The University offers 125 undergraduate and over 200 graduate and professional graduate degree programs, including seven programs offered by the College of Law.

FINANCING SUMMARY

Security/Ratings: The Bonds will be sold based on the direct, underlying rating of DePaul University. DePaul is currently rated "A3"/"A-"/"A-" long-term by Moody's/S&P/Fitch.

Structure: (1) The IFA Series 2011A New Money Bonds will be underwritten by Goldman Sachs (as Senior Manager) and sold on the basis of DePaul's long-term ratings. (1) Similarly, the Series 2005B-C

- Bonds will be redeemed and reissued as of 4/1/2011 as IFA Series 2011B Revenue Refunding Bonds and rated by Moody's/S&P and be sold with the same 2028 final maturity date as on the Series 2005 Bonds.
- Interest Rate: The IFA Series 2011A New Money Revenue Bonds will be sold at a fixed rate -- amortization will be determined based on market conditions at the time of pricing. The IFA Series 2011B Revenue Refunding Bonds will be sold with substantially the same amortization schedule as the IFA Series 2005B-C Bonds and will be scheduled to mature in 2028 (i.e., approximately 17 years from the date of issuance). Estimated all-in interest rates on the two series range between 4.00% and 5.30% as of 9/22/2010.
- Maturity: (1) The IFA Series 2011A New Money Bonds are expected to have a final maturity date of 30 years and (2) the IFA Series 2011B Revenue Refunding Bonds are expected to have a final maturity date of 18 years with substantially the same amortization schedule as the IFA Series 2005B-C Bonds (preliminary - subject to change). Both Series are expected to include a 10-year call option (at Par) exercisable by DePaul.
- Underlying Ratings: The Rating Agencies will re-evaluate DePaul in connection with the proposed financing. Updated rating agency reports are anticipated in mid-December 2010.
- Anticipated Closing Date: February 2, 2011
- Rationale: The IFA Series 2011A New Money Bonds will finance both Lincoln Park campus capital projects and Loop Campus capital projects consistent with the University's Vision 2012 strategic plan. The IFA Series 2011B Revenue Bonds will enable DePaul to refinance \$50.6 Million of IFA Series 2005B-C Bonds bearing a 3-year fixed interest rate (i.e., through 4/1/2011) with a fixed rate bond issue priced to maturity (2028).

PROJECT SUMMARY FROM PRELIMINARY BOND RESOLUTION

Bond proceeds will be used by DePaul University to (i) finance, refinance or reimburse the University for the costs of acquiring, constructing, renovating, improving, furnishing and equipping certain of its educational facilities (the "Project"), (ii) refund all or a portion of the outstanding Illinois Finance Authority Adjustable Rate Revenue Refunding Bonds, DePaul University, Series 2005B and 2005C (collectively, the "Series 2005 Bonds"), (iii) pay capitalized interest on the Bonds, if requested by the University, (iv) fund one or more debt service reserve funds for the benefit of the Bonds, if requested by the University, (v) pay certain working capital expenditures, if requested by the University, and (vi) pay certain expenses incurred in connection with the issuance of the Bonds, including costs of credit or liquidity enhancement, if requested by the University.

The educational facilities being financed, refinanced, or reimbursed with the proceeds of the Notes are located on land owned or to be owned, leased, or operated by DePaul University at the following locations:

- (i) The University's Lincoln Park Campus in Chicago, Illinois, bordered generally by N. Halsted Street on the east, N. Racine Avenue on the west, W. Dickens Avenue on the south, and W. Montana Street on the north. Projects to be located at the Lincoln Park campus will include the construction of (a) a new Academic Building; (b) a new Theatre Building; (c) a new Art Museum Building at 935 W. Fullerton, (d) the O'Connell Building renovation, 2036 W. Belden, (e) the Wish Field Phase II and Corcoran Hall renovations at 920 W. Belden, and (f) other projects located on the Lincoln Park Campus. The Lincoln Park campus also includes, but is not limited to, the following addresses in Chicago: 910 West Belden Ave., 940 West Belden Ave., 1036 West Belden Ave., 1110 West Belden Ave., 935 West Fullerton Ave., 2350 North Racine Ave., and 2315 North Kenmore Ave.
- (ii) The University's Downtown (or "Loop") Campus will be improved by (a) the purchases and renovation of the 5th floor of the DePaul Center (a.k.a., 333 S. State Street) and (b) various renovations at the 14 East Jackson Blvd. and the 55 East Jackson Blvd. buildings. The Downtown Campus includes but is not limited to the following addresses in Chicago: 1 East Jackson Blvd., 14 East Jackson Blvd., 23 East Jackson Blvd., 25 East Jackson Blvd., 55 East Jackson Blvd., 243 South Wabash Ave., 645 S. Wabash Ave., and 60 East Balbo Ave.; and,

- (iii) The University's O'Hare Campus will be improved by various capital improvements located in building located on the University's O'Hare Campus at 8770 West Bryn Mawr Avenue, Chicago, Illinois.

The proceeds of the Series 2005 Bonds were used to (i) currently refund a portion of the Illinois Educational Facilities Authority Adjustable Demand Revenue Bonds, DePaul University, Series 1992, (ii) advance refund a portion of the Illinois Educational Facilities Authority Revenue Refunding Bonds, DePaul University, Series 1997, (iii) pay certain costs for a municipal bond insurance policy for the benefit of the Series 2005 Bonds, and (iv) pay certain costs relating to the issuance of the Series 2005 Bonds, all as permitted under the Act.

The educational facilities being financed or refinanced from the proceeds of the Bonds (a) are owned and operated by the University, (b) are located on land owned by the University, or (c) are located on land to be acquired by the University with proceeds of the Bonds.

Summary of project costs (preliminary, subject to change):

Building Acquisition:	\$11,200,000
Rehabilitation/Arch. & Eng:	34,715,072
New Construction:	88,480,103
Equipment, Furniture & Fixtures:	<u>19,036,825</u>
Total New Project Costs:	\$153,432,000

ECONOMIC DISCLOSURE STATEMENT

Applicant/Contacts:	DePaul University, 55 East Jackson Boulevard, Chicago, Illinois 60604-4101; www.depaul.edu (1) Jeffrey J. Bethke, Treasurer, Ph.: 312/362-6715; jbethke@depaul.edu (2) Doug Stanford, Director of Treasury Operations, Ph.: 312/362-6714; dstanford@depaul.edu
Project name:	DePaul Series 2011A Bonds and Series 2011B Revenue Refunding Bonds
Locations:	DePaul's Lincoln Park Campus, 2550 N. Sheffield Ave., Chicago, IL 60614-3298; DePaul's Downtown/Loop Campus, 55 East Jackson Blvd., Chicago, IL 60604; DePaul's O'Hare Campus, 8770 West Bryn Mawr Ave., Chicago, IL 60631-3515
Organization:	Illinois 501(c)(3) organization
Board	
Membership:	<i>For list of Board of Trustees, see pages 6-7.</i>
Current Land Owners:	DePaul University owns the subject project sites contemplated for development.

PROFESSIONAL AND FINANCIAL

Borrower's Counsel:	O'Keefe Lyons & Hynes, LLC	Chicago, IL	Daniel Coyne
Auditor:	KPMG, LLP	Chicago, IL	
Note (Bond) Counsel:	Chapman and Cutler, LLP	Chicago, IL	Jim Luebchow, Nancy Burke
Senior Manager:	Goldman Sachs & Co.	New York, NY	Thornton Lurie
Co-Manager:	Barclays Capital	New York, NY	Jim Costello
Co-Manager:	Cabrera Capital Markets, LLC	Chicago, IL	Santino Bibbo
Co-Manager:	Samuel A. Ramirez & Co., Inc.	Chicago, IL	Fernando Grillo
Underwriter's Counsel:	Drinker Biddle & Reath LLP	Florham Park, NJ	John Scally
Trustee and Issuing/Paying Agent:	Deutsche Bank	Chicago, IL	Kathy Cokic
Rating Agencies:	Moody's Investors Service	New York, NY	
	Standard & Poor's	Chicago, IL	
	Fitch Ratings	New York, NY	
Architects:	Vasilko Associates	Chicago, IL	

General Contractors:	Antunovich Associates Pelli Clarke Pelli JC Anderson, Inc. Bulley & Andrews W.E. O'Neill	Chicago, IL New Haven, CT Elmhurst, IL Chicago, IL Chicago, IL	
IFA Counsel:	Burke Burns & Pinelli, LTD.	Chicago, IL	Steve Welcome
IFA Financial Advisor:	Scott Balice Strategies	Chicago, IL	Lois Scott

LEGISLATIVE DISTRICTS

	Downtown/Loop Campus	Lincoln Park Campus	O'Hare Campus
Congressional:	1 Bobby L. Rush	5 Mike Quigley	9 Jan Schakowsky
State Senate:	13 Kwame Raoul	6 John J. Cullerton	33 Dan Kotowski
State House:	26 William D. "Will" Burns	11 John A. Fritchey	65 Rosemary Mulligan

DePaul University Board of Trustees

Chair: Ms. Mary A. Dempsey
Vice-Chair: Mr. James M. Jenness

Peter C. Argianas
Chairman, President & CEO
Gold Coast Bank

Ms. Karen M. Atwood
President
Blue Cross Blue Shield of Illinois

Mr. Gerald A. Beeson
Chief Operating Officer
Citadel LLC

Mr. William E. Bennett
Retired, President & CEO
First National Bank of Chicago

Rev. Richard Benson, C.M.
Academic Dean
St. Johns Seminary

Rev. Daniel P. Borlik, C.M.

Mr. John L. Brennan
Head of Private Wealth Management
William Blair & Company

Mr. Gery J. Chico
Attorney at Law
Chico & Nunes, P.C.

Mr. Frank M. Clark
Chairman and CEO
ComEd

Dr. Curtis J. Crawford
President and Chief Executive Officer
XCEO, Inc.

Mr. Sebastian S Cualoping
CEO & President
AMPAC International

Dr. Connie R. Curran
President
Curran Associates

Mr. James L. Czech
President
The James L Czech Company LLC

Ms. Mary A. Dempsey
Commissioner
Chicago Public Library

Dr. Jonathan F. Fanton
Franklin D. Roosevelt Visiting Fellow
Hunter College

Ms. Sue L. Gin
Chairman
Flying Food Group Inc.

Mr. Jack M. Greenberg
Retired Chairman & CEO

Mr. Arnold T. Grisham
President and CEO

McDonald's Corporation

Peer Review Solutions

Mr. Richard A. Hanson
Principal
Mesa Development LLC

Mr. Harry Harczak
Former EVP
CDW Computer Centers, Inc.

Mr. William E. Hay
President
William E. Hay & Co.

Rev. Perry Henry, C.M.
Provincial Superior
Western Province, Congregation of the Mission

Roberto R. Herencia
President and CEO
Midwest Banc Holdings, Inc.

Rev. Dennis Holtschneider, C.M., Ed.D.
President
DePaul University

Mr. James M. Jenness
Chairman of the Board
Kellogg Company

Mr. Jeffrey J Kroll
Principal
Law Offices of Jeffrey J. Kroll

Dr. Arthur Elliott Levine
President
The Woodrow Wilson National Fellowship Foundation

Rev. James J. Maher, C.M.
Vice President for Student Affairs
St. John's University

Rev. Robert P. Maloney, C.M.
Project DREAM Coordinator
Theological College

Ms. Carla Michelotti
Executive VP/Chief Legal, Government, and Corporate Affairs Officer
Leo Burnett Company, Inc

Mr. Patrick J. Moore
Chief Executive Officer
Smurfit-Stone Container Corporation

Ms. Trish J. Parson
Retired, Consultant to AmerInd
FCBS, Inc

Mr. Peter Pesce
Vice President, Human Resources
A.T. Kearney, LLC

Mr. Roger L. Plummer
President
Plummer & Associates Consulting

Ms. Anne R. Pramaggiore
President & Chief Operating Officer
ComEd

Mr. Larry R. Rogers, Sr.
Partner
Power, Rogers & Smith, P.C.

Mr. George Ruff
Senior Principal
Trinity Hotel Investors LLC

Mr. Jim Ryan
Chairman, President and CEO
W.W. Grainger, Inc.

Mr. Bertram L. Scott
President
CIGNA Corporation

Mr. John B. Simon
Partner
Jenner & Block

Mr. John C. Staley
Retired Managing Partner
Ernst & Young LLP

Mr. Daniel C Ustian
Chairman, President & CEO
Navistar International Corporation

Mrs. Joanne Velasquez
Executive Vice President
Azteca Foods Inc.

Ms. Dia S. Weil
Retired



November 9, 2010

\$35,000,000 (not-to-exceed amount)
ROSELAND COMMUNITY HOSPITAL

REQUEST	<p>Purpose: To (i) refund existing debt of the Roseland Community Hospital (the “Hospital” or “RCH”) and (ii) provide new money to finance working capital, an adolescent behavioral center, various renovations and information technology which consists of the implementation of an electronic health record environment on a basis consistent with the meaningful use guidelines established by the ARRA of 2009.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>			
BOARD ACTIONS	Preliminary Bond Resolution			
MATERIAL CHANGES	None. This is the first time this project has been presented to the IFA Board of Directors.			
JOB DATA	539	Current jobs: Full and Part Time	12	New jobs projected
	539	Retained jobs: Full and Part Time	20	Construction jobs projected
DESCRIPTION	<ul style="list-style-type: none"> Chicago (Cook) <p>Roseland Community Hospital, located on Chicago's far south side, was established over 80 years ago, and remains a constant presence in the community.</p> <p>RCH is a 162 bed, private, non-profit community hospital dedicated to providing a full range of health care services, including medical and surgical care in both inpatient and outpatient settings. Staffed with dedicated physicians, nurses, health care professionals, and support staff, RCH remains steadfast in its commitment to the community it serves.</p> <p>As a community-based hospital, RCH is committed to providing quality care to every patient. Our new state-of-the-art Emergency Department is an example of our commitment to bringing high quality care to the Roseland community. The Hospital also has a Foundation which has been organized to raise and distribute funds exclusively for the purpose of advancing the mission of Roseland Community Hospital.</p>			
CREDIT INDICATORS	<ul style="list-style-type: none"> No credit enhancement 			
SECURITY	<ul style="list-style-type: none"> Secured by first lien on gross revenues and a first lien mortgage on the Obligor’s facilities and related parking and all property to be financed with the proceeds of the Series 2011 Bonds (the “Hospital Property”) No rating (Bonds to be purchased directly by institutional investors) 			
MATURITY	<ul style="list-style-type: none"> No later than 2041 			
SOURCES AND USES	Sources of Funds		Uses of Funds	
	IFA Bonds	\$35,000,000	Project Fund	\$26,416,000
	Equity Contribution	<u>400,000</u>	Debt Service Reserve Fund	3,190,000
			Payoff of Existing Loan	4,694,000
			Cost of Issuance	<u>1,100,000</u>
	Total Sources of Funds	35,400,000	Total Uses of Funds	35,400,000
RECOMMENDATION	Credit Review Committee recommends approval.			

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 November 9, 2010**

Project: ROSELAND COMMUNITY HOSPITAL

STATISTICS

Project Number: H-HO-TE-CD-8412	Amount: \$35,000,000 (not-to-exceed amount)
Type: 501(c)(3) Bonds	IFA Staff: Pam Lenane
City: Chicago	County: Cook
	Region: Northeast

BOARD ACTION

Preliminary Bond Resolution	Credit Review Committee recommends approval
Conduit 501 (c)(3) bonds	No extraordinary conditions
No IFA funds at risk	

VOTING RECORD

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

PURPOSE

To (i) refund existing debt of the Hospital and (ii) provide new money to finance working capital, an adolescent behavioral center, various renovations and information technology which consists of the implementation of an electronic health record environment on a basis consistent with the meaningful use guidelines established by the ARRA of 2009.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment: 539 Full and Part Time	Projected new jobs: 12
Jobs retained: 539 Full Time and Part Time	Construction jobs: 20

ESTIMATED SOUCES AND USES OF FUNDS

Sources: IFA Bonds	\$35,000,000	Uses: Project Fund	\$26,416,000
Equity Contribution	<u>400,000</u>	Debt Service Reserve Fund	3,190,000
		Pay off of Existing Loan	4,694,000
		Issuance Costs	<u>1,100,000</u>
Total	<u>\$35,400,000</u>	Total	<u>\$35,400,000</u>

FINANCING SUMMARY/STRUCTURE

Security: Secured by first lien on gross revenues and a first lien mortgage on the Obligor's facilities and related parking and all property to be financed with the proceeds of the Series 2011 Bonds (the "Hospital Property")

Structure: The current plan of finance anticipates uninsured fixed rate bonds offered through a Limited Public Offering.

Interest Rate: TBD based on MMD rates and credit spreads at the time of pricing.
Interest Mode: Fixed Rate Bonds
Rating: None
Maturity: 2041- (30 Years)
Estimated Closing Date: February 9, 2011

PROJECT SUMMARY

To (i) refund existing debt of the Hospital and (ii) provide new money to finance working capital, an adolescent behavioral center, various renovations and information technology. The existing debt reflects a \$5,000,000 principle loan through American Charter Bank taken out in 2008. The primary purpose of this loan was to provide financing for the Emergency Department expansion that was completed in 2009. The information technology investment consists of the implementation of an electronic health record environment on a basis consistent with the meaningful use guidelines established by the American Recovery and Reinvestment Act of 2009.

BUSINESS SUMMARY

Roseland Community Hospital, located on Chicago's far south side, was established over 80 years ago, and remains a constant presence in the community.

RCH is a 162 bed, private, non-profit community hospital dedicated to providing a full range of health care services, including medical and surgical care in both inpatient and outpatient settings. Staffed with dedicated physicians, nurses, health care professionals, and support staff, RCH remains steadfast in its commitment to the community it serves.

As a community-based hospital, RCH is committed to providing quality care to every patient. Our new state-of-the-art Emergency Department is an example of our commitment to bringing high quality care to the Roseland community. The Hospital also has a Foundation which has been organized to raise and distribute funds exclusively for the purpose of advancing the mission of Roseland Community Hospital.

Inpatient Services

Roseland Community Hospital provides a full range of inpatient services to meet the evolving needs of the community. Inpatient services include, medical/surgical unit, level II nursery, obstetrics unit, telemetry unit detoxification services, pediatric unit, intensive care unit and social services

Our professional, qualified staff is dedicated to excellence in clinical care and service, and devoted to serving the individual needs of each patient.

Outpatient Services

Roseland Community Hospital provides a full range of outpatient services to meet the evolving needs of the community

Outpatient services include comprehensive Emergency Department, urgent care services, outpatient and day surgery Programs, physical therapy, hyperbaric Facility, expanded cardiology outpatient services, on-site physician offices and cardiopulmonary services.

OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Project name: Roseland Community Hospital Project
45 W. 111th St.
Chicago, IL 60628

Applicant: Roseland Community Hospital

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

State: Illinois

Board Members: Dian Powell
Tunji Ladipo
Earmon Irons
Salim Al Nurridin
Shirley Pickett
Larry Mitchell
Alan Jackson
Craig Washington
Almeda Dunn
Catherine Nichols
Genivee Chapman
Ron Blackstone

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Cullinane Law Firm	St. Louis, MO	John C. Derico
Bond Counsel:	Katten Muchin Rosenman LLP	Chicago, IL	Elizabeth Weber
Underwriters:	Raymond James & Associates	Chicago, IL	Richard Bratton Natalie Wabich
Underwriter's Counsel:	Melvin & Company	Chicago, IL	Wayne Pierce
	Foley & Lardner	Chicago, IL	Heidi Jeffery
Issuer's Counsel:	Neal & Leroy	Chicago, IL	Anne Fredd
Issuer's Advisor:	Scott Ballice Strategies	Chicago, IL	Lois Scott

LEGISLATIVE DISTRICTS

Congressional: District #2 – Representative Jesse Jackson
State Senate: District #14 – Emil Jones, III
State House: District #28 – Robert “Bob” Rita

SERVICE AREA

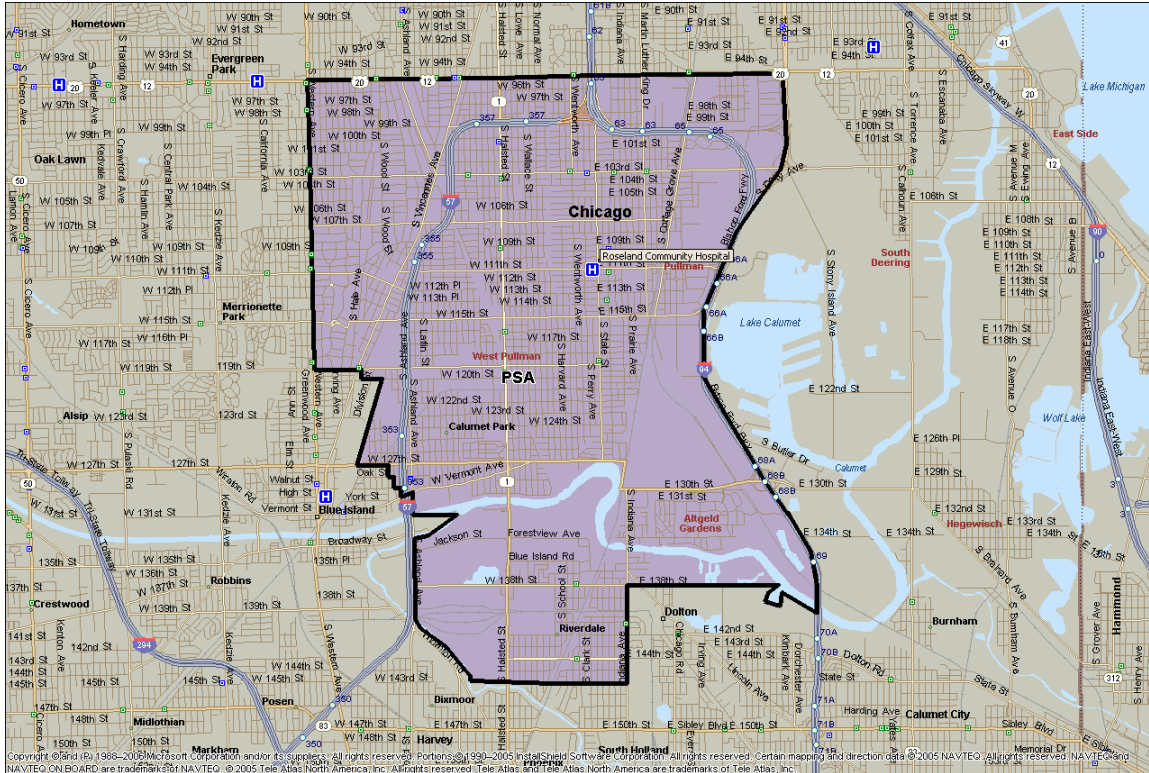


Figure 1, Source: Microsoft MapPoint



November 9, 2010

\$50,000,000
SMITH CROSSING

REQUEST

Purpose: To (i) fund the construction of the Phase 2 Expansion which will consist of the construction of 30 new assisted living units, the conversion of 16 of the existing memory support assisted living units to memory support skilled nursing units, and the construction of 76 new independent living apartments; (ii) to fund a portion of the interest on the bonds during the construction and fill-up of the new units; (iii) to fund certain debt service reserve funds; and (iv) to fund a portion of the expenses related to the issuance of the bonds.

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

Extraordinary Conditions: Borrower requests a waiver of IFA policy for non-rated, unenhanced debt, to be based on a feasibility study.

BOARD ACTIONS

Preliminary Bond Resolution

MATERIAL CHANGES

None.

JOB DATA

127	Current jobs	33	New jobs projected
127	Retained jobs	250	Construction jobs projected

DESCRIPTION

- Orland Park, IL (Will County)
- Smith Crossing is a Continuing Care Retirement Community (“CCRC”) located in Orland Park, IL. The Community was originally constructed in 2004 and contains 10 independent living ranch style duplex homes, 87 independent living apartments, 32 assisted living unit, 16 memory support assisted living units, and 30 skilled nursing units.

Smith Crossing is part of Smith Senior Living which owns and operates both Smith Crossing and Smith Village which is located in the Bridgeview neighborhood of Chicago.

CREDIT

- None

SECURITY

- Secured by revenue pledge and mortgage on par with outstanding debt

INDICATORS

- No rating

MATURITY

- No later than 2047

SOURCES AND USES

IFA Bonds	<u>\$50,000,000</u>	Project Fund	\$39,000,000
		Debt Service Reserve Funds	5,000,000
		Funded Interest	5,000,000
		COI Total	<u>1,000,000</u>
Total	\$50,000,000	Total	\$50,000,000

RECOMMENDATION

Credit Committee recommends approval.

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 9, 2010**

Project: SMITH CROSSING

STATISTICS

Project Number: H-SL-TE-CD-8414	Amount: \$50,000,000 (Not-to-Exceed)
Type: 501(c)(3) Bonds	IFA Staff: Pam Lenane
City: Orland Park	County/Region: Will County/Northeast

BOARD ACTION

Preliminary Bond Resolution	Credit Review Committee Recommends Approval
Conduit 501 (c)(3) bonds	Borrower requests a waiver of IFA policy for non-rated, unenhanced debt, to be based on a feasibility study.
No IFA funds at risk	

VOTING RECORD

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

PURPOSE

Purpose: To (i) fund the construction of the Phase 2 Expansion which will consist of the construction of 30 new assisted living units, the conversion of 16 of the existing assisted living units to skilled nursing units, and the construction of 76 new independent living apartments; (ii) to fund a portion of the interest on the bonds during the construction and fill-up of the new units; (iii) to fund certain debt service reserve funds; and (iv) to fund a portion of the expenses related to the issuance of the bonds.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment: 127	Projected new jobs: 33
Jobs retained: 127	Construction jobs: 250

ESTIMATED SOURCES AND USES OF FUNDS

Sources: IFA Bonds	<u>\$50,000,000</u>	Uses: Project Fund	\$39,000,000
		Debt Service Reserve Fund	\$5,000,000
		Funded Interest	\$5,000,000
		Issuance Costs	<u>\$1,000,000</u>
Total	<u>\$50,000,000</u>	Total	<u>\$50,000,000</u>

FINANCING SUMMARY/STRUCTURE

Security:	Revenue Pledge & Mortgage secured on par with existing debt
Structure:	Fixed Rate Serial & Term Bonds, Ziegler's TEMPS SM & ARROS SM Product

Interest Rate: not to exceed 9.0%
Interest Mode: Fixed Rate
Rating: None
Maturity: 2047 (36 Years)
Estimated Closing Date: 1/31/11

PROJECT SUMMARY

Smith Crossing is looking to expand its current community through the Phase 2 Expansion Project. The Project will consist of the construction of 30 new assisted living units, the conversion of 16 of the existing assisted living units to skilled nursing units, and the construction of 76 new independent living apartments. Smith Crossing is anticipating to break ground on the skilled nursing conversion and new assisted living units in late October and will break ground on the new independent living units late next spring. Smith Crossing is currently pre-selling the new independent living units and currently have approximately 51% of the units reserved. It is assumed that the Project will be funded through the issuance of 2 series of bonds. The first series will be issued to finance the Assisted Living / Skilled Nursing expansion and the second series will be issued to finance the Independent Living portion of the project after the community has achieved 70% presales.

BUSINESS SUMMARY

• Smith Crossing is a Continuing Care Retirement Community (“CCRC”) located in Orland Park, IL. The Community was originally constructed in 2004 and contains 10 independent living ranch style duplex homes, 87 independent living apartments, 32 assisted living unit, 16 memory support assisted living units, and 30 skilled nursing units.

Smith Crossing is part of Smith Senior Living which owns and operates both Smith Crossing and Smith Village which is located in the Bridgeview neighborhood of Chicago.

OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Project name: Smith Crossing – Phase 2 Expansion
(10501 Emilie Ln, Orland Park, IL 60467)
Applicant: Smith Crossing
Ownership (501(c)(3)): 501(c)(3) Not-for-Profit Corporation
State: Illinois
Board Members: Andy Anello – Board Chair
Mike Leatherman – Treasurer
George Petriatis - Secretary
Salvatori Fiorelli
Kay Thurn

PROFESSIONAL & FINANCIAL

Borrower’s Counsel:	Quarles & Brady	Chicago, IL	John Whiting
Bond Counsel:	Jones Day	Chicago, IL	John Bibby
Underwriter:	Ziegler Capital Markets	Chicago, IL	Steve Johnson
Underwriter’s Counsel	TBD	TBD	TBD

Issuer's Counsel:
Issuer's Advisor:

Pugh Jones
Acacia Financial

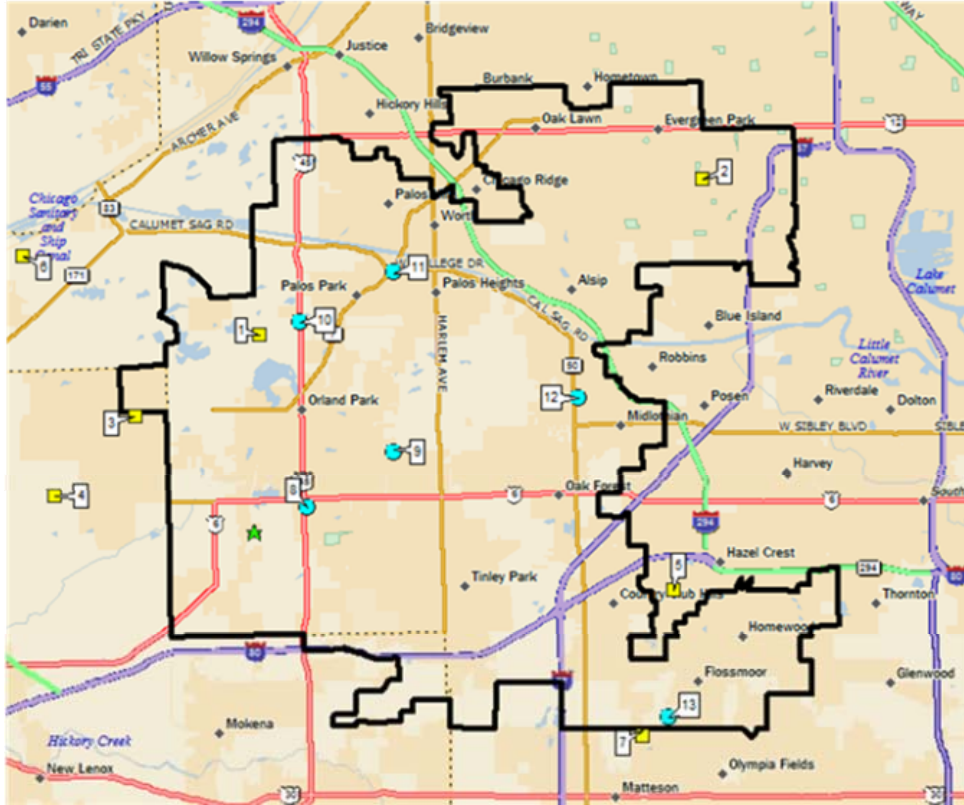
Chicago, IL
Chicago, IL

Scott Bremer
Courtney Shea

LEGISLATIVE DISTRICTS

Congressional: 11th, Debbie Halvorson
State Senate: 41st, Christine Radogno
State House: 81st, Renee Kosel

SERVICE AREA



- Retirement Communities in the PMA**
- 1 - Peace Village
 - 2 - Smith Village
- Retirement Communities near the PMA**
- 3 - Victorian Village
 - 4 - Marian Village
 - 5 - Waterford Estates
 - 6 - Franciscan Village
 - 7 - The Park at Olympia Fields
- ALFs in the PMA**
- 8 - Brighton Gardens of Orland Park
 - 9 - Autumn Leaves of Orland Park
 - 10 - Sunrise of Palos Park
 - 11 - Arden Courts of Palos Heights
 - 12 - The Pointe of Kilpatrick
 - 13 - Sunrise of Flossmoor

The Community
CCRC
Assisted Living Facility
County Boundary Lines

\$17,000,000
PROCTOR HOSPITAL

November 9, 2010

REQUEST	<p>Purpose: To (i) refund all or a portion of the outstanding IFA Variable Rate Demand Revenue Bonds, Series 2006B; (ii) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating, remodeling and equipping certain health facilities owned by the Borrower, and all necessary and attendant facilities, equipment, site work and utilities thereto, including, but not limited to, the acquisition of an EHR system and certain routine capital expenditures; and (iii) pay certain expenses associated with the cost of issuance.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>												
BOARD ACTIONS	<p>Final Bond Resolution</p> <p>This project is being presented to the Board for a one-time final.</p>												
MATERIAL CHANGES	<p>None.</p>												
JOB DATA	<table> <tr> <td>1,137</td> <td>Current jobs</td> <td>N/A</td> <td>New jobs projected</td> </tr> <tr> <td>1,137</td> <td>Retained jobs</td> <td>N/A</td> <td>Construction jobs projected</td> </tr> </table>	1,137	Current jobs	N/A	New jobs projected	1,137	Retained jobs	N/A	Construction jobs projected				
1,137	Current jobs	N/A	New jobs projected										
1,137	Retained jobs	N/A	Construction jobs projected										
DESCRIPTION	<ul style="list-style-type: none"> • Peoria (Peoria County) • Proctor Health Care Inc., is an integrated delivery system, comprised of a 163-bed flagship hospital, five urgent care centers, seven owned physician practices, a durable equipment business and a health education center. 												
CREDIT	<ul style="list-style-type: none"> • Bank Purchased Bonds 												
SECURITY INDICATORS	<ul style="list-style-type: none"> • Secured by revenue pledge and mortgage on par with outstanding debt • Underlying Rating of the Borrower is BB+/Ba1 (Standard and Poor's/Moody's) (Bonds to be purchased directly by Regions bank) 												
MATURITY	<ul style="list-style-type: none"> • No later than 2016 												
SOURCES AND USES	<table> <tr> <td>IFA Bonds</td> <td><u>\$17,000,000</u></td> <td>Project Fund</td> <td>\$16,660,000</td> </tr> <tr> <td></td> <td></td> <td>COI Total</td> <td><u>340,000</u></td> </tr> <tr> <td>Total</td> <td>\$17,000,000</td> <td>Total</td> <td>\$17,000,000</td> </tr> </table>	IFA Bonds	<u>\$17,000,000</u>	Project Fund	\$16,660,000			COI Total	<u>340,000</u>	Total	\$17,000,000	Total	\$17,000,000
IFA Bonds	<u>\$17,000,000</u>	Project Fund	\$16,660,000										
		COI Total	<u>340,000</u>										
Total	\$17,000,000	Total	\$17,000,000										
RECOMMENDATION	<p>Credit Committee recommends approval.</p>												

ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 9, 2010

Project: PROCTOR HOSPITAL

STATISTICS

Project Number: H-HO-TE-CD-8415	Amount: \$17,000,000 (Not-to-Exceed)
Type: 501(c)(3) Bonds	IFA Staff: Pam Lenane
City: Peoria	County/Region: Peoria / North Central Region

BOARD ACTION

Final Bond Resolution	Credit Review Committee Recommends Approval
Conduit 501 (c)(3) bonds	No extraordinary conditions
No IFA funds at risk	

VOTING RECORD

This project is being presented to the Board for a one-time final.

PURPOSE

To (i) refund all or a portion of the outstanding IFA Variable Rate Demand Revenue Bonds, Series 2006B; (ii) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating, remodeling and equipping certain health facilities owned by the Borrower, and all necessary and attendant facilities, equipment, site work and utilities thereto, including, but not limited to, the acquisition of an EHR system and certain routine capital expenditures; and (iii) pay certain expenses associated with the cost of issuance.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment: 1137	Projected new jobs: N/A
Jobs retained: 1137	Construction jobs: N/A

ESTIMATED SOURCES AND USES OF FUNDS

Sources: IFA Bonds	<u>\$17,000,000</u>	Uses: Project Fund	\$16,660,000
		Issuance Costs	<u>\$340,000</u>
Total	<u>\$17,000,000</u>	Total	<u>\$17,000,000</u>

FINANCING SUMMARY/STRUCTURE

Security:	Secured by revenue pledge and mortgage on par with outstanding debt.
Structure:	Private Placement
Interest Rate:	66% of LIBOR plus 243 basis points

Interest Mode: Variable Rate Bonds

Rating: The Borrower's underlying rating is BB+/Ba1 (Standard and Poor's/Moody's) and rating of Bank

Maturity: 5 Years

Estimated Closing Date: December 2010

PROJECT SUMMARY

To (i) refund all or a portion of the outstanding IFA Variable Rate Demand Revenue Bonds, Series 2006B; (ii) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating, remodeling and equipping certain health facilities owned by the Borrower, and all necessary and attendant facilities, equipment, site work and utilities thereto, including, but not limited to, the acquisition of an EHR system and certain routine capital expenditures; and (iii) pay certain expenses associated with the cost of issuance.

BUSINESS SUMMARY

Proctor Health Care Inc., is an integrated delivery system, comprised of a 163-bed flagship hospital, five urgent care centers, seven owned physician practices, a durable equipment business and a health education center.

OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Project name: Proctor Hospital
5409 North Knoxville Avenue
Peoria, IL 61614

Applicant: Proctor Hospital

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

State: Illinois

Board Members: Paul Macek, CEO
Henry Allovio, Jr.
Wayne E. Baum
Dale E. Burklund
James R. DeBord, M.D.
Victor D. Lenzi, M.D.
Lindsey A. Ma, M.D.
Donald B. McElroy, M.D.
R. Parker McRae, M.D.
David B. Mueller
Timothy A. Pflederer, M.D.
Mary Pille
Michael E. Quine
Thomas Spurgeon
James R. Sullivan
Dennis R. Triggs
James F. Vergon
Steven H. Wunning

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Heyl, Royster	Peoria, IL	William Covey
Bond Counsel:	Jones Day	Chicago, IL	Richard Tomei
Bank:	Regions Bank	TBD	Craig Gardella
Bank's Counsel:	Adams and Reese LLP	Nashville, TN	D. Reed Houk
Structuring Agent	TBD	TBD	TBD
Issuer's Counsel:	Aronberg, Goldghen, Davis & Garmisa	Chicago, IL	Robert Sodikoff
Issuer's Advisor:	Acacia Financial	Chicago, IL	Courtney Shea

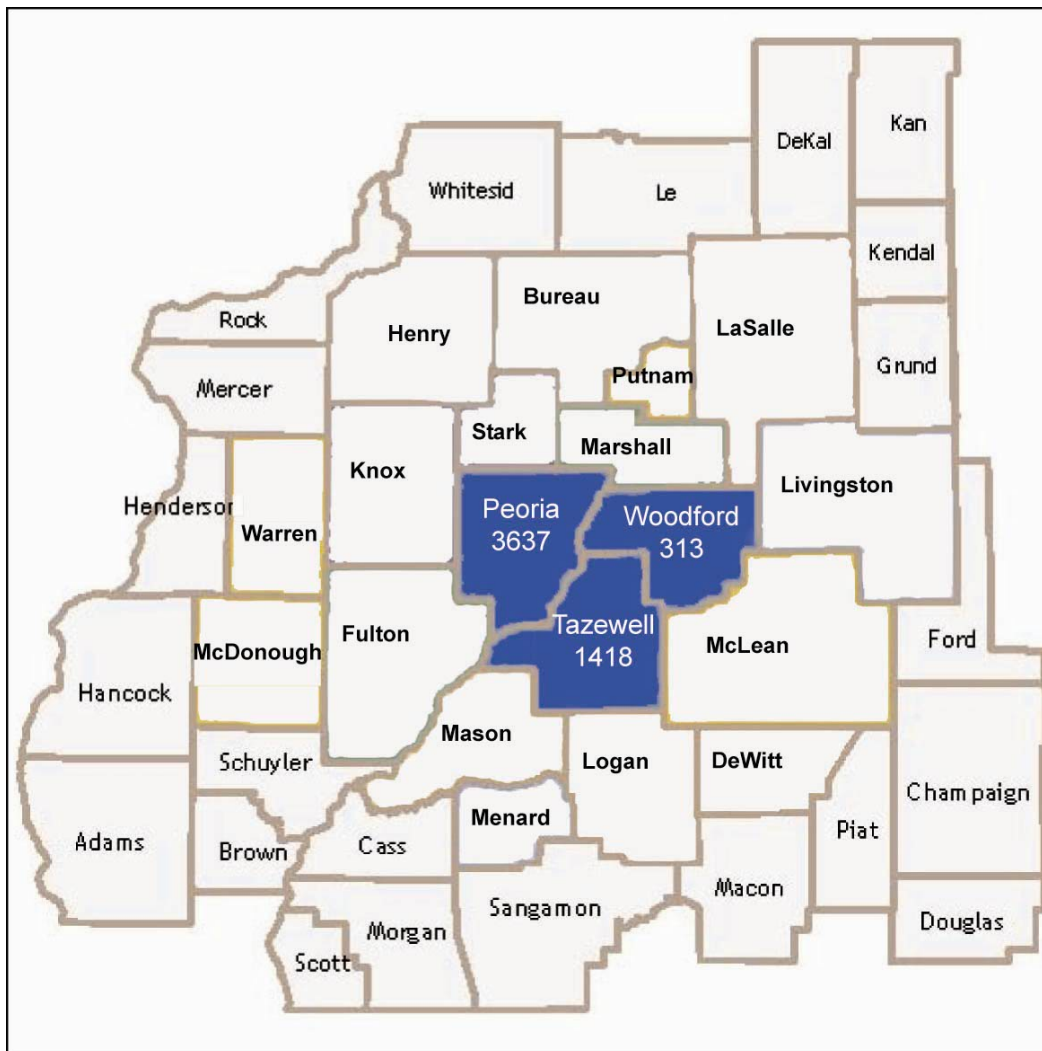
LEGISLATIVE DISTRICTS

Congressional:	18
State Senate:	37
State House:	73

SERVICE AREA

PROCTOR HEALTH CARE INC. SERVICE AREA IS NOTED BELOW (2004 DATA). PROCTOR HOSPITAL IS LOCATED ON THE GROWING NORTH CENTRAL EDGE OF PEORIA AND IS APPROXIMATELY 150 MILES SOUTHWEST OF CHICAGO. THE PRIMARY SERVICE AREA ENCOMPASSES 3 COUNTIES, PEORIA, TAZWEL, AND WOODFORD, AND ACCOUNTED FOR 80% OF THE HOSPITAL'S ADMISSIONS IN 2009. THE SECONDARY SERVICE AREA ENCOMPASSES 8 COUNTIES AND ACCOUNTED FOR 20% OF THE HOSPITAL'S ADMISSIONS IN 2009.

ACCORDING TO THE MOST RECENT DATA PROVIDED BY THE ECONOMIC DEVELOPMENT COUNCIL FOR CENTRAL ILLINOIS ("EDCCP"), PROCTOR HOSPITAL IS THE TENTH LARGEST EMPLOYER IN ITS SERVICE AREA. IN THE PAST FIVE YEARS, PROCTOR'S SHARE OF THE MARKET HAS BEEN BETWEEN 12.0% AND 14.4%. THE EDCCI, IN CONJUNCTION WITH CLARITAS, PROJECTS PROCTOR'S PRIMARY SERVICE ARE TO GROW 4.3% BETWEEN 2005 AND 2020.





November 9, 2010

\$25,000,000
SILVER CROSS HEALTH SYSTEM AND
SILVER CROSS HOSPITAL AND MEDICAL CENTERS

REQUEST	<p>Purpose: To (i) finance a portion of the construction of the replacement hospital in New Lenox, (ii) finance capital equipment at existing campus and new campus and (iii) finance cost of issuance.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>												
BOARD ACTION	Final Bond Resolution (One-Time Consideration)												
MATERIAL CHANGES	None. This is the first time this project has been presented to the IFA Board of Directors for consideration.												
JOB DATA	<table> <tr> <td>1,407</td> <td>Current FTE's</td> <td>0</td> <td>New jobs projected</td> </tr> <tr> <td>1,407</td> <td>Retained FTE's</td> <td>0</td> <td>Construction jobs projected</td> </tr> </table>	1,407	Current FTE's	0	New jobs projected	1,407	Retained FTE's	0	Construction jobs projected				
1,407	Current FTE's	0	New jobs projected										
1,407	Retained FTE's	0	Construction jobs projected										
DESCRIPTION	<ul style="list-style-type: none"> New Lenox (Will County) Silver Cross Hospital (“Silver Cross” or “SCH”) is a 501(c)(3) corporation established under Illinois law. Silver Cross is a 304-bed hospital located in Joliet, Illinois, approximately 35 miles southwest of Chicago. SCH was recognized by Thomson-Reuters for a sixth consecutive year as one of the 100 Top Hospitals in the United States and has a good reputation of providing a broad range of healthcare services, with substantial resources. Silver Cross has consistently gained market share and is the market share leader in its primary service area. Silver Cross is located in Will County, one of the most rapidly growing counties in the U.S. The county has experienced explosive growth over the past 15 years and projections suggest that strong growth will continue for the next 25 years. <p>Silver Cross’s market share has increased from 29.2% to 31.4% (2003-2009) in its Primary Service Area (“PSA”) and is now the leading market share in its PSA. ER visits have increased 24% since 2007 and 60% since 2003. Also, surgeries have increased 12% since 2007 and 42% since 2003.</p>												
CREDIT INDICATORS	<ul style="list-style-type: none"> Bonds to be purchased directly by PNC Bank and First Midwest Bank. Bank Qualified, Bank Purchased Bonds Silver Cross Hospital is rated BBB/BBB+ (S&P/Fitch) 												
SECURITY	<ul style="list-style-type: none"> Secured by revenue pledge and mortgage on par with outstanding debt 												
MATURITY	<ul style="list-style-type: none"> No later than 2040 												
SOURCES AND USES	<table> <tr> <td>IFA Bonds</td> <td><u>\$25,000,000</u></td> <td>Project Fund</td> <td>\$24,500,000</td> </tr> <tr> <td></td> <td></td> <td>COI Total</td> <td><u>500,000</u></td> </tr> <tr> <td>Total</td> <td>\$25,000,000</td> <td>Total</td> <td>\$25,000,000</td> </tr> </table>	IFA Bonds	<u>\$25,000,000</u>	Project Fund	\$24,500,000			COI Total	<u>500,000</u>	Total	\$25,000,000	Total	\$25,000,000
IFA Bonds	<u>\$25,000,000</u>	Project Fund	\$24,500,000										
		COI Total	<u>500,000</u>										
Total	\$25,000,000	Total	\$25,000,000										
RECOMMENDATION	Credit Review Committee recommends approval.												

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 9, 2010**

**Project: SILVER CROSS HEALTH SYSTEM AND
SILVER CROSS HOSPITAL AND MEDICAL CENTERS**

STATISTICS

Project Number: H-HO-TE-CD-8417 Amount: \$25,000,000 (Not-to-Exceed)
Type: 501(c)(3) Bonds IFA Staff: Pam Lenane
Location: New Lenox / Joliet County/ Region: Will/Northeast

BOARD ACTION

Final Bond Resolution Credit Review Committee Recommends approval
Conduit 501 (c)(3) bonds No extraordinary conditions
No IFA funds at risk

VOTING RECORD

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

PURPOSE

To (i) finance the construction of the replacement hospital in New Lenox; (ii) finance capital equipment at existing campus and new campus; and (iii) finance cost of issuance.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment: 1,407 FTE's Projected new jobs: 0
Jobs retained: 1,407 FTE's Construction jobs: 0

ESTIMATED SOUCES AND USES OF FUNDS

Sources: IFA Bonds	<u>\$25,000,000</u>	Uses: Project Fund	\$24,500,000
		Issuance Costs	<u>\$500,000</u>
Total	<u>\$25,000,000</u>	Total	<u>\$25,000,000</u>

FINANCING SUMMARY/STRUCTURE

Security: PNC Bank and First Midwest Bank will be secured by a revenue pledge and mortgage on par with outstanding debt.

Structure: Variable Rate Debt

Interest Rate: 68% of 3 month LIBOR + 1.50%

Interest Mode: Bank Qualified

Rating: None
Maturity: Up to 30 Years
Estimated Closing Date: December 2010

PROJECT SUMMARY

To complete the construction of the replacement hospital and finance routine capital expenditures.

The Replacement Hospital:

The Hospital submitted a Certificate of Need (“CON”) application to the Illinois Health Facilities Planning Board (the “Planning Board”) to establish a replacement hospital (the “Replacement Hospital Facility”). On July 1, 2008, the Planning Board approved the CON. The Replacement Hospital Facility will be constructed on a parcel of land owned by the Hospital located approximately 3.5 miles from the existing Hospital Facility on Route 6 in New Lenox, IL, adjacent to an interchange of the recently completed I-355 Tollway extension. The Replacement Hospital Facility is located in the center of the Hospital’s existing primary service area, and falls outside the primary service area of nearby competing hospitals.

The Replacement Hospital Facility will occupy approximately 553,867 square feet and will have 289 licensed and staffed beds, which is a reduction of 15 licensed beds compared to the existing Hospital Facility, but an increase of 44 staffed beds. The following chart compares licensed beds at the existing Hospital Facility with the proposed licensed bed complement at the Replacement Hospital Facility:

	Existing Hospital Facility	Replacement Hospital Facility
Medical/Surgical	184	194
Pediatric	39	8
Obstetric	26	30
Behavioral	20	20
Inpatient Rehab	17	15
ICU	<u>18</u>	<u>22</u>
TOTAL	304	289

Upon completion of construction of the Replacement Hospital Facility and commencement of operations, it is currently anticipated that the existing Hospital campus will house a health center with primary and urgent care services. Management has hired a real estate consultant to assist in determining the best use of the existing Hospital campus, and has also sought input from the community

BUSINESS SUMMARY

Silver Cross Hospital (“SCH”) is a 501(c)(3) corporation established under Illinois law. Silver Cross is a 304-bed hospital located in Joliet, Illinois, approximately 35 miles southwest of Chicago. SCH was recognized by Thomson-Reuters for a sixth consecutive year as one of the 100 Top Hospitals in the United States and has a good reputation of providing a broad range of healthcare services, with substantial resources. Silver Cross has consistently gained market share and is the market share leader in its primary service area. Silver Cross is located in Will County, one of the most rapidly growing counties in the country. The county has experienced explosive growth over the past 15 years and projections suggest that strong growth will continue for the next 25 years.

Silver Cross’s market share has increased from 29.2% to 31.4% (2003-2009) in its Primary Service Area (“PSA”) and is now the leading market share in its PSA. ER visits have increased 24% since 2007 and 60% since 2003. Also, Surgeries have increased 12% since 2007 and 42% since 2003.

OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Project name: Silver Cross Hospital
1200 Maple Road
Joliet, IL 60432

Applicant: Silver Cross Hospital

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

State: Illinois

Board Members:

Carlstrom, Jack M.	Retired Businessman
Chaps, Brian	Director, Global Distribution and Transportation/Andrew Corp.
Curran, Connie	Consultant
Donovan, Thomas	President, Panduit Corporation
Hutchison, Douglas, Jr.	CFO, Inspire Staffing Group
Mahoney, George F., III	Attorney, Mahoney, Silverman & Cross, LTD
McCowan, Al	Consultant
Mikolajczak, David, D.O.	Physician, EM Strategies
Morrisette, Steve	President, First Community Bank of Joliet
Pawlak, Paul	President/CEO, Silver Cross Hospital,
Prock, Susan	LOA from career
Rinella, Salvador M.D.	Radiologist, Associated Radiologist of Joliet, S.C..
Roof, James	President, First Midwest Bank
Stofan, Mark	Stofan Agazzi & Company, Inc.

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Foley & Lardner	Chicago	Bob Zimmerman
Bond Counsel:	Jones Day	Chicago	Rich Tomei
Bank	PNC Bank	Chicago	Kimberly McMahan
Bank	First Midwest Bank	Joliet	Mike Trunck
Bank Counsel:	Chapman and Cutler LLP	Chicago	Carol Thomson
Issuer's Counsel:	Charity & Associates	Chicago	Alan Bell
Issuer's Advisor:	Acacia Financial	Chicago	Courtney Shea

LEGISLATIVE DISTRICTS

Congressional:	11
State Senate:	43
State House:	86

SERVICE AREA

Silver Cross Hospital is located near Highway 6 in New Lenox, Illinois, approximately 37 miles southwest of the City of Chicago. The primary service area of the Hospital provided approximately 79% of its admissions during calendar year 2007, and includes the surrounding Will County communities of Joliet, Elwood, Lockport, Homer Glen, Manhattan and New Lenox (the "Primary Service Area"). The secondary service area extends about 20 miles beyond the Primary Service Area, and consists of the communities of Bolingbrook, Braidwood, Channahon, Coal City, Frankfort, Lemont, Minooka, Mokena, Monee, Morris, Orland Park, Plainfield, Romeoville, Tinley Park and Wilmington (the "Secondary Service Area").



November 9, 2010

\$65,000,000
SARAH BUSH LINCOLN HEALTH CENTER

REQUEST	<p>Purpose: To enable Sarah Bush Lincoln Health Center (“SBLHS”, the “Health Center:”, or the “Borrower”) to (i) refinance existing Illinois Health Facilities Authority Bonds Series 1996 and Series 1996B, (ii) finance project costs to expand and renovate the Hospital and properties owned by the hospital and other capital expenditures, (iii) finance a debt service reserve fund and (iv) pay cost of issuance on the Bonds.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																				
BOARD ACTIONS	Final Bond Resolution (One-Time Consideration)																				
MATERIAL CHANGES	None. This is the first time this project has been presented to the IFA Board of Directors for consideration.																				
JOB DATA	<table border="0"> <tr> <td>1650</td> <td>Current jobs</td> <td>17</td> <td>New jobs projected</td> </tr> <tr> <td>1650</td> <td>Retained jobs</td> <td>60</td> <td>Construction jobs projected</td> </tr> </table>	1650	Current jobs	17	New jobs projected	1650	Retained jobs	60	Construction jobs projected												
1650	Current jobs	17	New jobs projected																		
1650	Retained jobs	60	Construction jobs projected																		
DESCRIPTION	<ul style="list-style-type: none"> • Mattoon (Coles County) • SBLHS has a total of 1,650 employees (1,250 FTE’s) providing a full range of acute care services to residents of Coles County and the surrounding six counties. SBLHS serves a seven county region in East Central Illinois, encompassing a drawing population of approximately 156,000 people. The SBLHS medical staff includes physicians in 28 specialty areas and approximately 145 physicians with hospital privileges at Sarah Bush Lincoln Health Center. The Physician System Practices of SBLHS include approximately 57 employed physicians and 25 mid-level providers. 																				
CREDIT INDICATORS	<ul style="list-style-type: none"> • Underlying rating of A+ (S&P) • Traditional fixed rate bonds offered publicly 																				
SECURITY	<ul style="list-style-type: none"> • Secured by revenue pledge and a negative pledge on assets 																				
MATURITY	<ul style="list-style-type: none"> • No later than 2041 																				
SOURCES AND USES	<table border="0"> <tr> <td>IFA Bonds</td> <td>\$65,000,000</td> <td>Refunding account</td> <td>\$25,320,000</td> </tr> <tr> <td>1996 DSRF</td> <td><u>\$ 3,180,000</u></td> <td>Project Account</td> <td>37,860,000</td> </tr> <tr> <td></td> <td></td> <td>DSRF</td> <td>4,000,000</td> </tr> <tr> <td></td> <td></td> <td>Cost of Issuance</td> <td><u>940,000</u></td> </tr> <tr> <td>Total</td> <td>\$68,180,000</td> <td>Total</td> <td>\$65,120,000</td> </tr> </table>	IFA Bonds	\$65,000,000	Refunding account	\$25,320,000	1996 DSRF	<u>\$ 3,180,000</u>	Project Account	37,860,000			DSRF	4,000,000			Cost of Issuance	<u>940,000</u>	Total	\$68,180,000	Total	\$65,120,000
IFA Bonds	\$65,000,000	Refunding account	\$25,320,000																		
1996 DSRF	<u>\$ 3,180,000</u>	Project Account	37,860,000																		
		DSRF	4,000,000																		
		Cost of Issuance	<u>940,000</u>																		
Total	\$68,180,000	Total	\$65,120,000																		
RECOMMENDATION	Credit Review Committee recommends approval.																				

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
November 9, 2010**

Project: SARAH BUSH LINCOLN HEALTH CENTER

STATISTICS

Project Number: H-HO-TE-CD-8416	Amount: \$65,000,000 (Not-to-Exceed)
Type: 501(c)(3) Bonds	IFA Staff: Pam Lenane
Location: Mattoon	County/Region: Coles County / Southeastern

BOARD ACTION

Final Bond Resolution	Credit Review Committee recommends approval
Conduit 501 (c)(3) bonds	No extraordinary conditions
No IFA funds at risk	

VOTING RECORD

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

PURPOSE

Purpose: To (i) refinance existing Illinois Health Facilities Authority Bonds Series 1996 and Series 1996B, (ii) pay, reimburse the Borrower for the payment of the costs of acquiring, constructing, renovating, remodeling and equipping certain of the Borrower's hospital facilities, (iii) fund a debt service reserve fund to the extent necessary, and (iv) pay cost of issuance on the Bonds.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment: 1,650	Projected new jobs: 17
Jobs retained: 1,650	Construction jobs: 60

ESTIMATED SOURCES AND USES OF FUNDS

Sources: IFA Bonds	\$65,000,000	Uses: Project Fund	\$37,860,000
Series 1996 DSRF	<u>\$3,180,000</u>	Refunding Account	25,320,000
		DSRF	4,000,000
		Issuance Costs	<u>\$1,000,000</u>
Total	<u>\$68,180,000</u>	Total	<u>\$68,180,000</u>

FINANCING SUMMARY/STRUCTURE

Security: The IFA Series 2010 Bonds will be secured by Master Trust Indenture that includes a pledge of gross revenues and a negative pledge on assets.

Structure: Traditional fixed rate bonds with serial bonds and term bonds and a final maturity not to exceed 2041 (Merrill Lynch).

Interest Rate: Not to exceed 6.5%
Interest Mode: Fixed
Rating: A+ by Standard and Poor's
Maturity: 2041 (31 Years)
Estimated Closing Date: December 2010

PROJECT SUMMARY

The proceeds of the IFA Series 2010 Bonds will be used to (i) refinance existing Illinois Health Facilities Authority Bonds Series 1996 and Series 1996B, (ii) pay, reimburse the Borrowers for the payment of the costs of acquiring, constructing, renovating, remodeling and equipping certain of the Borrowers' hospital facilities, (iii) fund a debt service reserve fund to the extent necessary, and (iv) pay cost of issuance on the Bonds.

BUSINESS SUMMARY

The Health Center is centrally located between Mattoon and Charleston, Illinois, which are east central Illinois communities located approximately 180 miles south of Chicago. The Health Center's primary service area consists of Coles County, Illinois. The Health Center's secondary service area consists of the six counties surrounding Coles County, which are Clark, Cumberland, Moultrie, Douglas, Shelby and Edgar counties. The tertiary service area consists of three additional counties, Effingham, Jasper and Crawford counties. The Health Center's entire service area covers approximately a 45-mile radius from the Health Center.

SBLHS has a total of 1,650 employees (1,250 FTE's) providing a full range of acute care services to residents of Coles County and the surrounding six counties. The SBLHS medical staff includes physicians in 28 specialty areas and approximately 145 physicians with hospital privileges at Sarah Bush Lincoln Health Center. The Physician System Practices of SBLHS include approximately 57 employed physicians and 25 mid-level providers.

The main health center facility was completed in 1977 as a four-story facility with a partial basement, consisting of 200,000 gross square feet (the "Main Health Center Facility"). The Health Center is licensed for 128 beds. Services currently located and provided in this facility include: Obstetrics/Gynecology, Level II Nursery, Pediatrics, Medical and Surgical Nursing Units, Operating Rooms, Outpatient Surgery Center, Emergency Department, Ambulatory Care Unit, Behavioral Health Services, Laboratory, Radiology, Physical and Occupational Services, Speech & Audiology Services, Cardiac Rehabilitation, Respiratory Therapy, Outpatient Pharmacy, Sleep Studies, Cancer Center, Cardiac Cath Lab, Illinois Breast and Cervical Cancer Center, Home Health and Hospice services.

The 82 employed physicians and mid-level provider provide services in 21 clinics on the main campus plus in the towns of Arcola, Arthur, Casey, Charleston, Mattoon, Neoga, Sullivan and Toledo, Illinois.

A CON was not required for the subject projects.

OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Project name: Advance Refunding, New Construction and Project Reimbursement

Applicant: Sarah Bush Lincoln Health Center

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

State: Illinois

Board Members:

Health Center Board Members

Steve Honselman - Chairperson	Linda Hance
Scott Lensink - Vice-Chair	Kiran Joag, M.D.
Gary Mikel, M.D. - Secretary	Larry Lilly
Ann Bacon – Treasurer	Timothy Mooney
Chris Considine	William Perry, Ph.D.
Jeanne Dau	Aldo Ruffolo, D.O.
Mark Donnell	Steve Wentz

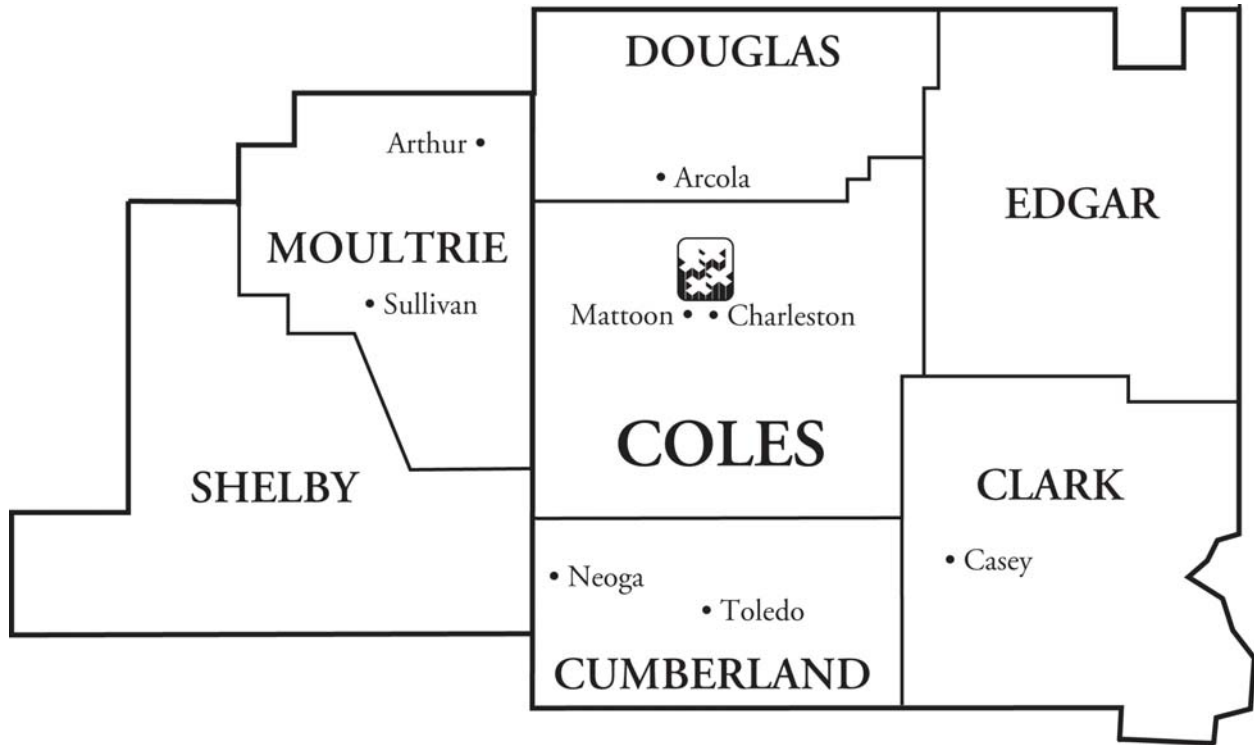
PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Hinshaw & Culbertson	Chicago, IL	Leslie Richards-Yellen
Bond Counsel:	Jones Day	Chicago, IL	Daniel Bacastow
Underwriter:	Merrill Lynch	Chicago, IL	Terry Meiling
Underwriter's Counsel:	Foley & Lardner	Madison, WI	Dana Lach
Issuer's Counsel:	Sanchez Daniels & Hoffman	Chicago, IL	John Cummins
Issuer's Advisor:	Scott Balice Strategies	Chicago, IL	Lois Scott

LEGISLATIVE DISTRICTS

Congressional:	15– Representative Tim Johnson
State Senate:	55 – Senator Dale Righter
State House:	110 – Representative Chapin Rose

SERVICE AREA



ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Rich Frampton

Date: November 9, 2010

Re: Resolution to Approve an Amended and Restated Bond and Loan Agreement, and related changes
IFA Series 2007 Revenue Bonds (Chicago School of Professional Psychology Project)

The Chicago School of Professional Psychology (the “**Borrower**”) is requesting the Illinois Finance Authority (the “**Authority**”) and **Capital One Public Funding, LLC** (the “**Direct Purchaser**” and lender to the Borrower on the IFA Series 2007 Bonds) to amend certain provisions of the Bond and Loan Agreement, in order to provide for certain amendments resulting in (i) a lower fixed interest rate on the IFA Series 2007 Bonds (from 4.75% to 4.39% per annum , (ii) a reduction in the principal amount of the Bonds (a minimum reduction of \$500,000; the original Par Amount was \$13,150,000), and (iii) a shortening of the maturity date of the Bonds from 10/1/2027 to 3/1/2026.

The outstanding Par amount will be approximately \$11,884,000 after the proposed principal reduction.

The requested changes will result in a reissuance of the IFA Series 2007 Bond for tax purposes and the Bonds will be reissued with “Bank Qualified” status.

Bond counsel has reviewed these changes and will deliver an opinion at closing.

PROFESSIONAL & FINANCIAL

Bond Counsel: Ice Miller LLP, Chicago, IL; Patra Geroulis
Bond Investor/Purchaser: Capital One Public Funding, LLC, Melville, NY; Jonathan Lewis
Counsel to Investor: Kutak Rock LLP, Omaha, NE
Bond Registrar: Amalgamated Bank of Chicago, Chicago, IL
IFA Counsel: Kevin Cahill, Chicago, IL
IFA Financial Advisor: Scott Balice Strategies, LLC, Chicago, IL; Lois Scott

IFA RESOLUTION 2010-1109-XX-XX

A RESOLUTION PROVIDING FOR THE APPROVAL BY THE ILLINOIS FINANCE AUTHORITY (THE "ISSUER") OF THE EXECUTION AND DELIVERY OF AN AMENDED AND RESTATED BOND AND LOAN AGREEMENT IN CONNECTION WITH THE OUTSTANDING REVENUE BOND (THE CHICAGO SCHOOL OF PROFESSIONAL PSYCHOLOGY PROJECT), SERIES 2007; AND 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 "Issuer") on September 11, 2007 adopted a resolution authorizing the issuance and delivery of its \$13,510,000 original principal amount Revenue Bond (The Chicago School of Professional Psychology Project), Series 2007 (the "Bond"); and

WHEREAS, the Bond was issued pursuant to a Bond and Loan Agreement dated as of October 1, 2007 (the "Original Bond and Loan Agreement") among the Issuer, The Chicago School of Professional Psychology, an Illinois not for profit corporation (the "Borrower") and Capital One Public Funding, LLC, a New York limited liability company (f/k/a All Points Public Funding, LLC) (the "Purchaser"); and

WHEREAS, the Borrower and the Purchaser entered into a First Amendment to Bond and Loan Agreement dated as of March 20, 2009 (the "First Amendment" and together with the Original Bond and Loan Agreement, the "Bond and Loan Agreement") which amended Exhibit A of the Original Bond and Loan Agreement and which did not require the Issuer's approval pursuant to the Original Bond and Loan Agreement; and

WHEREAS, the Borrower has requested the Issuer and the Purchaser to amend certain provisions of the Bond and Loan Agreement, in order to provide for certain amendments relating to a lower fixed interest rate on the Bond, a reduction in the principal amount of the Bond and the shortening of the maturity date of the Bond; and

WHEREAS, it is necessary and proper for the interests and convenience of the Issuer to authorize such amendments to the Bond and Loan Agreement; and

WHEREAS, the Issuer has caused to be prepared and presented to this meeting the Amended and Restated Bond and Loan Agreement dated as of November 1, 2010 among the Issuer, the Borrower and the Purchaser (the "Amended Bond and Loan Agreement"), which the Issuer proposes to enter into and which amends the Bond and Loan Agreement; and

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

Section 1. That the form, terms and provisions of the proposed Amended Bond and Loan Agreement be, and its hereby is, in all respects approved, and that the Chairman, Vice Chairman, Treasurer or Executive Director (or other person duly appointed to any such office on an interim or acting basis) and the Secretary or Assistant Secretary be, and they are hereby authorized, empowered and directed to execute and deliver such instrument in the name and on behalf of the Issuer and that the Amended Bond and Loan Agreement is to be in substantially the form thereof submitted to this meeting and hereby approved, with such changes therein as shall be approved by the officials of the Issuer executing the same, their execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from and after the execution and delivery of such instrument, the officials, agents and employees of the Issuer are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of such instrument as executed.

Section 2. That from and after the execution and delivery of the Amended Bond and Loan Agreement, the proper officials, agents and employees of the Issuer are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of said documents as executed and to further the purposes and intent of this Resolution, including the preamble hereto. The Chairman, Vice Chairman, Treasurer or Executive Director (or other person duly appointed to any such office on an interim or acting basis) and the Secretary or Assistant Secretary be, and they are hereby, further authorized and directed for and on behalf of the Issuer, to execute all papers, documents, certificates and other instruments that may be required for the carrying out of the authority conferred by this Resolution or to evidence said authority, including without limitation, the execution and delivery of the Certificate of the Issuer re: Arbitrage, the signing of IRS Form 8038 and the filing thereof as therein required and the certifications relating to Section 148 of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder and changes in the documents approved hereby as approved by the officials of the Issuer executing the same, and to exercise and otherwise take all necessary action to the full realization of the rights, accomplishments and purposes of the Issuer under the Amended Bond and Loan Agreement and to discharge all of the obligations of the Issuer thereunder. For purposes of certifying as to matters of arbitrage, the Chairman, the Vice Chairman, the Treasurer, the Executive Director, any Assistant Executive Director (or other person duly appointed to any such office on an interim or acting basis) or any one of them, is hereby designated an officer responsible for issuing the Bond.

Section 3. That all prior acts and doings of the officials of the Issuer which are in conformity with the purposes and intent of this Resolution are, in all respects, approved and confirmed.

Section 4. That the provisions of this Resolution are hereby declared to be separable, and if any section, phrase or provision shall, for any reason, be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases or provisions.

Section 5. That all ordinances, resolutions, orders or parts thereof in conflict with the provisions of this Resolution are, to the extent of such conflict, hereby superseded.

Section 6. This Resolution shall be in full force and effect from and after its passage and approval, in accordance with law.

RESOLUTION NO. ____

RESOLUTION REALLOCATING RECOVERY ZONE ECONOMIC DEVELOPMENT BOND ALLOCATIONS TO DUPAGE COUNTY, ILLINOIS, AND RATIFYING CERTAIN ACTIONS RELATING THERETO

WHEREAS, Section 1401 of Title I of Division B of the American Recovery and Reinvestment Act of 2009, Pub. L. No. 111-5 Stat. 115 2009 (“ARRA”) authorizes state and local governments to issue Recovery Zone Facility Bonds and Recovery Zone Economic Development Bonds; and

WHEREAS, Recovery Zone Facility Bonds and Recovery Zone Economic Development Bonds may be used to finance certain “recovery zone property,” as such terms are defined in ARRA; and

WHEREAS, the term “Recovery Zone” means: (1) any area designated by the issuer as having significant poverty, unemployment, rate of home foreclosures or general distress; (2) any area designated by the issuer as economically distressed by reason of the closure or realignment of a military installation pursuant to the Defense Base Closure and Realignment Act of 1990, and (3) any area for which a designation as an empowerment zone or renewal community is in effect as of the effective date of ARRA, which effective date is February 17, 2009; and

WHEREAS, Recovery Zone Facility Bonds and Recovery Zone Economic Development Bonds must be issued before January 1, 2011; and

WHEREAS, the Illinois Finance Authority (the “Authority”), has heretofore received not less than \$12,900,000 volume cap allocation of Recovery Zone Economic Development Bonds from various counties and cities across the State of Illinois; and

WHEREAS, the Authority has been requested by DuPage County, Illinois (the “County”), to reallocate not less than \$12,900,000 Recovery Zone Economic Development Bond allocation volume cap to be used by the County for eligible costs of recovery zone property; and

WHEREAS, the Authority has determined that it is in the best interest of the residents of the State of Illinois to reallocate and waive \$12,900,000 in Recovery Zone Economic Development Bond allocation volume cap to the County, all in accordance with the provisions of 20 ILCS 3501/825-105 (the Act”) to be applied toward the issuance of recovery zone economic development bonds by the County to finance eligible costs related to recovery zone property;

NOW THEREFORE, BE IT RESOLVED BY THE ILLINOIS FINANCE AUTHORITY THAT there is hereby reallocated to the County, Economic Development Bond allocation volume cap in the amount of \$12,900,000 to be used for the purposes described herein, and the adoption of this Resolution shall be deemed to be an allocation of such remaining economic development allocation volume cap to the County in accordance with the Act; and

BE IT FURTHER RESOLVED THAT, the Executive Director of the Authority (and any designee of such Executive Director) are authorized, empowered and directed to do all such acts and things and to execute all such documents and certificates as may be necessary to further the purposes and intent of this Resolution; and

BE IT FURTHER RESOLVED THAT all such actions heretofore taken by the Executive Director in furtherance of the purposes of this Resolution, whether upon oral or written direction of the Authority, are hereby ratified; and

BE IT FURTHER RESOLVED THAT this Resolution shall be effective immediately upon adoption.

Dated this Ninth day of November 2010.

RESOLUTION NO. ____

RESOLUTION DELEGATING TO THE EXECUTIVE DIRECTOR THE AUTHORITY TO REALLOCATE CERTAIN RECOVERY ZONE FACILITY BOND AND RECOVERY ZONE ECONOMIC DEVELOPMENT BOND ALLOCATIONS TO VARIOUS COUNTIES AND CITIES IN THE STATE OF ILLINOIS FOR RECOVERY ZONE PROJECTS

WHEREAS, Section 1401 of Title I of Division B of the American Recovery and Reinvestment Act of 2009, Pub. L. No. 111-5 Stat. 115 2009 (“ARRA”) authorizes state and local governments to issue Recovery Zone Facility Bonds (“RZFBs”) and Recovery Zone Economic Development Bonds (“RZEDBs” and, collectively with the RZFBs, the “Recovery Zone Bonds”); and

WHEREAS, Recovery Zone Bonds may be used to finance certain “recovery zone property,” as such term is defined in ARRA; and

WHEREAS, the term “Recovery Zone” means: (1) any area designated by the issuer as having significant poverty, unemployment, rate of home foreclosures or general distress; (2) any area designated by the issuer as economically distressed by reason of the closure or realignment of a military installation pursuant to the Defense Base Closure and Realignment Act of 1990, and (3) any area for which a designation as an empowerment zone or renewal community is in effect as of the effective date of ARRA, which effective date is February 17, 2009; and

WHEREAS, Recovery Zone Bonds must be issued before January 1, 2011; and

WHEREAS, the Illinois Finance Authority (the “Authority”), has heretofore received volume cap allocation of Recovery Zone Bonds from various counties and cities across the State of Illinois; and

WHEREAS, the Authority may be requested by various counties and cities who have heretofore ceded to the Authority all or a portion of their Recovery Zone Bond allocation volume

cap to reallocate all or a portion of such Recovery Zone Bond allocation volume cap to finance eligible costs of recovery zone property on or prior to December 31, 2010; and

WHEREAS, the Authority has determined that it is in the best interest of the residents of the State of Illinois to reallocate certain Recovery Zone Bond allocation volume cap to counties and certain cities who have approved and intend to issue Recovery Zone Bonds prior to the expiration date of December 31, 2010, all in accordance with the provisions of 20 ILCS 3501/825-105 (the Act”) to finance eligible costs related to recovery zone property;

NOW THEREFORE, BE IT RESOLVED BY THE ILLINOIS FINANCE AUTHORITY THAT the Executive Director of the Authority (and any designee of such Executive Director) is authorized, empowered and directed to reallocate to counties and cities in the State of Illinois, which counties and cities have heretofore been allocated certain Recovery Zone bond allocations and have heretofore ceded to the Authority all or part of their Recovery Zone Bond allocations, an amount of the Authority’s unused and unallocated Recovery Zone Bond allocation in order to finance qualified recovery zone property prior to December 31, 2010; and

BE IT FURTHER RESOLVED THAT the Executive Director of the Authority (and any designee of such Executive Director) is authorized, empowered and directed to do all such acts and things and to execute all such documents and certificates as may be necessary to further the purposes and intent of this Resolution; and

BE IT FURTHER RESOLVED THAT all such actions heretofore taken by the Executive Director (or any designee of the Executive Director) in furtherance of the purposes of this Resolution, whether upon oral or written direction of the Authority, are hereby ratified; and

BE IT FURTHER RESOLVED THAT this Resolution shall be effective immediately upon adoption.

Dated this Ninth day of November 2010.