

ILLINOIS FINANCE AUTHORITY

July 9, 2015

AGENDA

BOARD MEETING

9:30 a.m.

**Michael A. Bilandic Building
160 North LaSalle Street
Hearing Room N - 808
Chicago, Illinois 60601**

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

PROJECT REPORTS AND RESOLUTIONS

LOCAL GOVERNMENT AND GOVERNMENT PURPOSE PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
Local Government Revenue Bonds <i>Final (One-Time Consideration)</i>						
1	Community Unit School District No. 3, Saline County (Harrisburg)	Harrisburg (Saline County)	\$24,000,000	N/A	40	RF/BF
TOTAL LOCAL GOVERNMENT AND GOVERNMENT PURPOSE PROJECTS			\$24,000,000	N/A	40	

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

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	FM
501(c)(3) Revenue Bonds <i>Final</i>						
2	Field Museum of Natural History	Chicago (Cook County)	\$93,000,000	N/A	N/A	RF/BF
501(c)(3) Revenue Bonds <i>Final (One-Time Consideration)</i>						
3	Shedd Aquarium Society	Chicago (Cook County)	\$23,000,000	N/A	N/A	RF/BF
501(c)(3) Revenue Bonds <i>Preliminary</i>						
4	The University of Chicago	Chicago (Cook County)	\$585,000,000	TBD	TBD	RF/BF
TOTAL EDUCATIONAL, CULTURAL, AND NON-HEALTHCARE 501(c)(3) PROJECTS			\$701,000,000	TBD	TBD	

HEALTHCARE PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	Staff
501(c)(3) Revenue Bonds <i>Final</i>						
5	Villa St. Benedict	Lisle (DuPage County)	\$45,000,000	N/A	N/A	PL
501(c)(3) Revenue Bonds <i>Final (One-Time Consideration)</i>						
6	OSF Healthcare System	Peoria, Rockford, Alton, Bloomington, Ottawa, Galesburg, Pontiac, Mendota, Kewanee, Monmouth (Peoria, Winnebago, McLean, Knox, Warren Counties)	\$500,000,000	N/A	650	PL
TOTAL HEALTHCARE PROJECTS			\$545,000,000	N/A	650	
GRAND TOTAL			\$1,270,000,000	N/A	690	

PROJECT REPORTS AND RESOLUTIONS

RESOLUTIONS

Tab	Action	Staff
Resolutions		
7	Resolution Adopting the Fiscal Year 2016 Illinois Finance Authority Budget	CM/MG
8	Resolution Adopting the Report of the Compensation Committee	CM
9	Resolution Organizing the Committees of the Illinois Finance Authority	CM
10	Resolution Approving the Schedule of Regular Meetings for Fiscal Year 2016	CM

July 9, 2015

TO: R. Robert Funderburg, Jr., Chairman
Gila J. Bronner
James J. Fuentes
Norman M. Gold
Lerry Knox
Edward H. Leonard, Sr.
Terrence M. O'Brien

Michael W. Goetz, Vice-Chairman
Mayor Barrett F. Pedersen
Roger Poole
Mordecai Tessler
John Yonover
Bradley A. Zeller

RE: Message from the Executive Director

Dear Members of the Authority:

We thank Governor Bruce Rauner for his commitment to the Authority.

We are pleased to welcome Governor Bruce Rauner's newest appointment to the Board of the Directors, John Yonover, who was appointed on July 2, 2015. John brings more than 25 years of business experience to the Authority. He is currently the President and Chief Operating Officer of Indiana Sugars, Inc., where he runs day-to-day operations of the company. John is also a member of, and recently reappointed to, the U.S. Department of Agriculture's Technical Advisory Committee for Trade in Sweeteners and Sweetener Products.

Governor Rauner also re-appointed Gila J. Bronner, James J. Fuentes, Lerry Knox, Terrence M. O'Brien and Mordecai Tessler to the Authority on July 2, 2015. We congratulate them on their re-appointment.

The Authority finished Fiscal Year 2015 in a strong financial position. In particular, we want to highlight a few of our successful transactions over the past year:

- Freedman Seating Company
- The Carle Foundation
- Advocate Health Care
- Navy Pier, Inc.
- Pace, the Suburban Bus Division of the Regional Transportation Authority
- Rush University Medical Center
- Noble Network Charter Schools
- Lincoln Park Zoological Society
- The University of Chicago Medical Center
- Northwestern University
- Midwestern University Foundation

We thank the Authority's borrowers and their teams of transaction professionals for choosing the Authority. We thank all of our board members for their continued volunteer public service to the State of Illinois.

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

Respectfully,

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

Christopher B. Meister
Executive Director



COMMITTEE MINUTES

**ILLINOIS FINANCE AUTHORITY
COMMITTEE OF THE WHOLE
REGULAR MEETING
THURSDAY, JUNE 11, 2015
9:46 A.M.**

I. Call to Order & Roll Call

At the regular meeting of the Committee of the Whole of the Illinois Finance Authority (the “Committee” or “COW”), begun and held at the Michael A. Bilandic Building, 160 North LaSalle Street, Hearing Room N -808, Chicago, Illinois 60601, on the second Thursday of June in the year 2015, pursuant to the provisions of Section 801-25 and Section 801-30 of the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq. of the State of Illinois (the “Act”), R. Robert Funderburg, Jr., Chairman of the Committee, called the Committee to order and presided over deliberations.

By direction of the Chairman, a roll call was taken to ascertain the attendance of Members, as follows: 7 Members physically present and 1 Member present by means of audio conference.

On the question of a quorum of Members physically present at the location of this open meeting, the Assistant Secretary of the Board initially declared that a quorum had not been constituted.

Having been absent when the Quorum Roll Call for Attendance was taken, Member Pedersen was recorded as present at the time of 10:14 a.m. Thereupon Member Pedersen’s arrival, the Assistant Secretary of the Board declared that a quorum had been constituted.

**ILLINOIS FINANCE AUTHORITY
COMMITTEE OF THE WHOLE
COMMITTEE ROLL CALL
QUORUM ROLL CALL FOR ATTENDANCE**

June 11, 2015

0 YEAS

0 NAYS

9 PRESENT

P	Bronner (VIA AUDIO CONFERENCE)	E	Leonard	P	Zeller
P	Fuentes	P	O’Brien	P	Mr. Chairman
E	Goetz	P	Pedersen (ADDED)		
P	Gold	P	Poole		
E	Knox	P	Tessler		

E – Denotes Excused Absence

II. Chairman's Remarks

Chairman Funderburg welcomed Members of the Committee, Authority staff and all guests present.

III. Message from the Executive Director

Executive Director Meister thanked Chairman Funderburg and all Members of the Committee for their volunteer public service.

Executive Director informed the Committee that Latrice Phillips and Rich Tomei of Chapman & Cutler LLP will be presenting the healthcare projects and some resolutions on behalf of Ms. Lenane, who is out of town on assignment.

IV. Consideration of the Minutes

Executive Director Meister recommended that consideration of the Minutes be postponed until the arrival of Member Pedersen.

The Members of the Committee agreed.

V. Presentation and Consideration of the Financial Statements

Ms. Gildart presented the following monthly and annual summary as of April 30, and May 31, 2015:

Ms. Gildart noted that due to the timing/receipt of external information and the Authority's printing schedule, some of the following financial information for May 2015 is projected:

1. GENERAL OPERATING FUND REVENUES, EXPENSES AND NET INCOME

- a. **Projected Annual Operating Revenues** totaled \$3.5 million, while annual Projected Net Non-Operating Revenues totaled \$168 thousand. Total projected annual combined revenues of \$3.7 million are \$395 thousand or 24% below budget; due primarily to lower than expected closing and miscellaneous fees. Closing fees year to date of \$2 million, are \$295 thousand or 13% below budget. Included in Interest Income on Loans, the projected year to date revenue accrued for interest due from the former IRBB local governments totaled \$961 thousand. Projected annual fees of \$343 thousand are 11% or \$34 thousand higher than budget. Administrative service fees are also 20% higher than budgeted, totaling \$126 thousand for the year. Annual projected net investment income of \$158 thousand is more than double the fiscal year 2014's ending total as of May.
- b. In **May**, the Authority generated \$97 thousand in closing fees, which is below the average monthly total of \$189 thousand. Closing fees were received from: *CHF-Cook, LLC*, \$94 thousand, and *Agriculture-related closings* of \$3 thousand. Administrative service fees of \$5 thousand were booked for *Ockerlund Industries*. May's projected net investment revenue totaled \$4 thousand.
- c. **Projected Annual Operating Expenses** of \$3.2 million are \$786 thousand or 20% lower than budget, mostly driven by lower employee-related expenses and professional service costs. Projected year to date employee expenses total \$1.6 million and projected professional services total \$1.1 million, with each function at 20.7% below budget.

Projected annual occupancy costs total \$176 thousand and are \$90 thousand or 34% under budget. Projected general and administrative costs are \$342 thousand for the year, which is 12% over budget. Other contributors to lower projected overall year to date operating costs include delays for the debt management software application, Chicago Office permanent move, execution of the contract for accounting software and maintenance, payment of internal audit fees and reduced staff costs.

- d. **Projected May Monthly Net Loss** -\$49 thousand. On a year to date basis, the Authority currently shows Projected Annual Net Income of \$711 thousand. Major contributors to the positive bottom line include the level of overall spending at 20% below budget and the transfer of the remaining IRBB reserve funds earlier this fiscal year of nearly \$300K. Budgeted net income at this point in the fiscal year is just \$34 thousand.

In connection with General Operating Fund Revenues, Expenses and Net Income, Ms. Gildart stated that in addition to generating generated \$97 thousand in closing fees in May, the Authority also generated \$138 thousand in closing fees in connection with the Palos Community Hospital. Therefore, the corrected fee revenue generated in May was \$327 thousand.

Ms. Gildart noted that the following Balance Sheet information is as of April 30, 2015:

2. ALL FUNDS-ASSETS, LIABILITIES AND NET POSITION

The Authority, as of April 2015, is a \$119 million dollar agency which also currently accounts for nearly \$300 million in total activity (including the Other State of Illinois Debt Fund) and maintains compliance for nearly \$24 billion in outstanding debt.

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

In the General Fund, IFA continues to maintain a strong balance sheet with total net position of \$52.7 million. The total assets in the General Fund are \$53.2 million (consisting mostly of cash, investments, and receivables). Unrestricted cash and investments total \$29.2 million, notes receivables for the former IRBB local governments total \$20.5 million, other loans receivables are at \$2 million and restricted cash in the DACA Loan Fund totals \$1.3 million. Liabilities, current and non-current, total just \$605 thousand.

¹Operating Revenues and Expenses are direct results of our basic business operations. Non-Operating Revenues and Expenses are netted against each other and include interest and investment income and expenses, bad debt adjustments, transfers to the State of Illinois and realized/unrealized gains and losses on investments. Net Income/ (Loss) is our bottom line.

4. YEAR TO DATE ACTIVITY FOR ALL OTHER FUNDS

- a. In accordance with governmental accounting standards, the “Other State of Illinois Debt Fund” is comprised of bond activity for the Illinois Environmental Protection Agency (IEPA), the Illinois Medical District Commission (IMDC) and Northern Illinois University Foundation (NIUF). The majority of the activity in this fund derives from the Clean Water Initiative for IEPA. At the request of IEPA, since July 2014, funds consisting of bond proceeds, loan repayments and match funds totaling \$257 million were transferred back to the custody of the State Treasurer. These funds may be reinvested by the Authority in the future. Authority staff anticipates working with the Board to update the investment policy, in order to increase all investment returns (in accordance with State of Illinois investments regulations).
- b. The Locally Held Fire Truck and Ambulance Revolving Loan Funds have total year to date receipts of nearly \$400 thousand. In April 2015, the Authority returned \$8 million to the Office of the State Fire Marshal (OSFM) that was to be used for new loans per Public Act 97-901. Due to the State’s fiscal crisis, these funds were returned at the formal request of OSFM and the Governor’s Office of Management and Budget (GOMB). Net position of \$22 million for Fire Truck and \$4.2 million for Ambulance, are now shown on the Authority’s books due to recent statutory changes.
- c. Other Nonmajor Funds has a total net position of \$39.5 million.
- d. The Agency/Fiduciary Funds for IFA include both the Metro East Police District Commission and the Illinois Finance Authority NFP Development Fund, with combined current assets of \$60 thousand.

5. FY14 AND FY15 FINANCIAL/COMPLIANCE AUDITS and GASB UPDATES

- a. Fieldwork for the FY14 and FY15 compliance audits is ongoing.
- b. Upcoming Governmental Accounting Standards Board (GASB) changes to Authority financial reporting, affect fair value measurements and application for investments, leases and fiduciary activities, with some changes taking effect July 1, 2015. The Authority will continue to monitor these developments to ensure proper implementation of these new standards to Authority financial reporting, as applicable.
- c. The FY14/FY15 Financial and Compliance Audits will be the last Authority audits performed by Special Assistant Auditors for the Illinois Auditor General, EC Ortiz, LLP. The Authority will have new auditors beginning with the FY16 financial audit.

VI. Monthly Procurement Report

Ms. Gildart presented the Monthly Procurement Report, which included contracts pending execution, contract renewals, new contracts, upcoming solicitations, and a list of vendors procured by the State of Illinois without action needed by Members of the Authority.

Specifically, Ms. Gildart noted that the Authority has two contracts pending execution which were procured under the Illinois Procurement Code – Debt Management Software Application and Accounting

Software Maintenance and Support. Similarly, the Authority anticipates awarding a contract to Midwest Moving in connection with moving the Chicago office into permanent space.

Executive Director Meister informed the Committee while Item 16 of today's agenda has been withdrawn, Item 15 provides, among other authorizations, the Executive Director with direction to proceed on various procurements. These items were discussed confidentially in the regularly scheduled meeting of the Audit Committee earlier.

VII. Committee Reports

Venture Capital Committee

Member Fuentes reported that the Venture Capital Committee reviewed and recommended approval of the following project reports and resolutions: Items 7, 11 and 18.

Based on Ms. Gildart's recommendations, the Venture Capital Committee will be changing its name to the Direct and Alternative Loan Financing Committee. This change will reduce audit exposure.

Addressing Item 11, Executive Director Meister informed the Committee that the Authority has been requested by the Governor's Office of Management and Budget ("GOMB") to provide a loan to the Southwestern Illinois Development Authority ("SWIDA") in order to help avoid certain potential adverse credit consequences for SWIDA and the State of Illinois (the "State").

SWIDA has previously issued certain bonds related to the Laclede Steel Company ("Laclede") in Alton, Illinois. Under the indenture for these bonds, the trustee is required to maintain a debt service reserve fund in the amount of \$1,358,500. SWIDA has notified the State that due to ongoing financial challenges faced by Laclede there will be insufficient moneys in the bond funds created under the indenture to make the required principal and interest payments and payments for related fees during the upcoming fiscal year. Accordingly, SWIDA anticipates the bond trustee will be required to draw upon the debt service reserve fund to make such payments.

The bonds were issued with a moral obligation of the State, requiring the Governor to include in the State budget the amount certified by SWIDA necessary to pay any such principal and interest and to maintain the debt service reserve fund. However, with the timing of the adoption of the State budget in flux, it is unclear whether the necessary appropriations will be able to be made by the State, which could result in a default under the indenture as well as adverse credit consequences for SWIDA and the State.

In order to avoid these negative consequences, GOMB has called upon the Authority to provide a loan to SWIDA to be applied to maintain the debt service reserve fund.

Executive Director Meister and Member O'Brien engaged in a conversation about the current proposed budget for the State which includes a provision appropriating moneys to SWIDA to replenish the anticipated draw on the debt service reserve fund. In discussions with SWIDA, SWIDA representatives have agreed to reimburse the Authority out of proceeds from this appropriation for moneys loaned to SWIDA by the Authority.

Member Tessler inquired about the consequences should a State budget be adopted that does not include the anticipated appropriation to SWIDA. Executive Director Meister informed Member Tessler and the Committee that because the appropriation is not yet approved, any loan by the Authority would be made on a non-recourse basis. However, due to the importance of helping the State avoid the negative credit impact that would be a result of non-replenishment of the debt serve reserve fund and certain assurances

made from SWIDA and OMB, we believe it is important (if not imperative) to make the relevant loan available.

Executive Director Meister informed the Committee that rating agencies are closely monitoring how the State will respond to a potential call of its moral obligation. Member Zeller inquired why rating agencies would express concern surrounding a small dollar amount when the State budget has a structural deficit and unfunded liabilities totaling billions of dollars. Chairman Funderburg informed Member Zeller and the Committee that while perhaps nominal in dollar value, the issue of the State standing behind its moral obligation speaks directly to the public policy of the State concerning its relationship with bondholders and market participants.

Then, addressing Item 7, Member Fuentes informed the Committee that Chicagoland Entrepreneurial Center (d/b/a "1871") is a 501(c)(3) entity incorporated under Illinois law which has become an integrated incubation/education space that provides its members with mentoring services. The proposed project will help 1871 achieve multiple objectives that will support its mission while building and stabilizing its financial viability.

Audit Committee

Member Bronner reported that the Audit Committee met and made recommendations earlier on June 11, 2015.

Member Bronner reported that the Audit Committee discussed the status of the Fiscal Year 2015 Financial Audit and Fiscal Year 2014-2015 Compliance Audit, as well as the status of the Internal Audit, including the GAAP Package Audit. In connection with the Internal Audit, CliftonLarsonAllen LLP gave a presentation.

Moreover, Member Bronner stated that the Audit Committee reviewed various accountability resolutions and recommended approval of the following resolutions: Items 12, 13, 14, 15, and 17.

Finally, Member Bronner informed the Committee that Ms. Gildart and Ms. Granda attended the Government Finance Officers Association annual conference in Philadelphia. Ms. Bronner acknowledged that Ms. Gildart was a speaker for the presenter for the session regarding the recently issued final guidance on fair value reporting from the Governmental Accounting Standards Board.

VIII. Project Reports and Resolutions

Mr. Evans presented the following project:

Item 1: Item 1 is a request for Beginning Farmer Revenue Bond financing.

Stephen J. and Morgan J. Fehrenbacher are requesting approval of a Final Bond Resolution in an amount not to exceed **Eighty Thousand Dollars** (\$80,000). This financing is being presented for one-time consideration.

Bond proceeds will be used to finance the acquisition of approximately 55 acres of farmland located in Decker Township in Richland County.

Mr. Frampton presented the following projects:

Business and Industry Projects

Item 2: Item 2 is a request for Industrial Revenue Bond financing.

Muirfield West LLC is requesting approval of a Preliminary Bond Resolution in an amount not to exceed **Nine Million Five Hundred Thousand Dollars** (\$9,500,000).

Bond proceeds will be loaned to **Muirfield West LLC**, an Illinois limited liability company (the “**Borrower**”), on behalf of its affiliate, Camcraft, Inc., an Illinois corporation (the “**Company**”), for the purpose of providing the Borrower with all or a portion of the funds for the purpose of assisting in financing all or a portion of the costs of (i) the acquisition of approximately 8.8 acres of vacant land located at a site bordered by Brewster Creek Blvd., Stearns Road, and Schiferl Road, being a part of Lot 911 in Assessment Plat No. 9G1 in Assessment Plat Number 5 of Lot 9 in Brewster Creek Business Park, Bartlett (DuPage County), Illinois, (ii) the construction of a new, approximately 90,000 sq. ft. manufacturing facility and the acquisition and installation of machinery and equipment (for use in manufacturing precision component parts) all to be located thereon to be used by the Company, and (iii) paying capitalized interest during the construction period, if deemed necessary or advisable by the Borrower, (and, together, with (i) & (ii), the “**Project**”), and (iv) paying bond issuance costs, if deemed necessary or advisable by the Borrower, all as permitted by the Act (and, together with the Project, the “**Financing Purposes**”).

Mr. Frampton also informed the Committee that Tom Smith of Thompson Coburn LLP has been engaged as bond counsel for the transaction.

Local Government and Government Purpose Projects

Item 3: Withdrawn.

Educational, Cultural and Non-Healthcare 501(c)(3) Projects

Item 4: Item 4 is a request for 501(c)(3) Revenue Bond financing.

North Central College is requesting approval of a Final Bond Resolution in an amount not to exceed **Thirty Million Five Hundred Thousand Dollars** (\$30,500,000).

Bond proceeds, together with other available funds, will be used by **North Central College**, an Illinois not for profit corporation (the “**College**”), to (a) finance or reimburse the College for the costs of the planning, design, acquisition, construction, furnishing and equipping of certain of its “educational facilities” and (b) finance or reimburse the College for costs and expenses incurred in connection with the issuance of the Series 2015 Bond if deemed desirable by the College (collectively, the “**Financing Purposes**”).

Item 5: Item 5 is a request for 501(c)(3) Revenue Bond financing.

Intrinsic Schools is requesting approval of a Final Bond Resolution in an amount not to exceed **Twenty-Two Million Dollars** (\$22,000,000). This financing is being presented for one-time consideration.

Bond proceeds, excluding original issue discount or premium, will be loaned to **Intrinsic Schools**, an Illinois not for profit corporation (the “**Corporation**” or “**Borrower**”), in order to assist the Corporation in providing a portion of the funds necessary to refinance a loan incurred by the Borrower to finance costs of acquisition and renovation of an existing building and construction of an addition to the building, totaling approximately 58,000 square feet and located at 4540 West Belmont, Chicago, Illinois 60641, and owned and used by the Borrower as a charter school, and if deemed necessary or desirable, to pay a portion of the interest on the Series 2015 Bonds, establish a debt service reserve fund for the benefit of the Series 2015 Bonds, pay or reimburse costs of additional capital expenditures or related working capital expenditures pertaining to the school facilities, and/or pay certain expenses incurred in connection with the issuance of the Series 2015 Bonds (collectively, the “**Financing Purposes**”).

Mr. Frampton also note that the Bonds will be sold through a Limited Public Offering to Accredited Investors (i.e., Qualified Institutional Buyers and Accredited Investors) consistent with IFA Bond Program Handbook requirements. Bonds will be sold in minimum denominations of \$100,000 (and in accordance with proposed amendments to the Bond Handbook under consideration pursuant to the adoption of IFA Resolution No. 2015-0611-AD13).

Accordingly, Rich Tomei of Chapman & Cutler LLP, on behalf of Ms. Lenane, presented the following resolution:

Resolutions

Item 13: Item 13 is a Resolution Amending the Bond Program Handbook of the Illinois Finance Authority.

Mr. Tomei stated that in connection with the private placement or direct purchase of bonds, the current Bond Handbook requires that all purchasers of such bonds execute an Investor Letter, which is attached to the Bond Handbook as Exhibit D, including purchasers of resold or transferred bonds (the “Travelling Letter”). Mr. Tomei explained that it is unworkable to obtain a Travelling Letter when securities are being transferred electronically as the transferor has no ability to obtain the identity of the transferee and therefor has no one to contact from whom to obtain the Travelling Letter. However, DTC has established an operating system for securities sold solely to “qualified institutional buyers” (or “QIBS”) as defined under and in accordance with Rule 144A under the Securities Act of 1933, as amended.

Accordingly, adoption of Item 13 would authorize the Authority the amend Exhibit D of the Bond Handbook in order to remove the requirement for a Travelling Letter for private placements of bonds that are registered with the Depository Trust Company (“DTC”) which should provide comfort to market participants that Rule 144A securities will be transferred solely to QIBs as determined by and identified as such by the broker-dealer participants in the DTC system.

Executive Director Meister thanked Mr. Frampton and Ms. Lenane for their work on this matter.

Mr. Frampton presented the following project:

Educational, Cultural and Non-Healthcare 501(c)(3) Projects

Item 6: Item 6 is a request for 501(c)(3) Revenue Bond financing.

Field Museum of Natural History is requesting approval of a Preliminary Bond Resolution in an amount not to exceed **Ninety-Three Million Dollars** (\$93,000,000).

Bond proceeds will be loaned to **Field Museum of Natural History**, an Illinois not for profit corporation (the “**Borrower**”), for the purpose of providing the Borrower with all or a portion of the funds necessary to (i) refund and redeem certain tax exempt revenue bonds (the “**Prior Bonds**”) issued by the Authority or a predecessor authority of the Authority, the proceeds of which were used, among other things, to finance, refinance or reimburse the Borrower for certain costs relating to the acquisition, construction, renovation, relocation, improvement and remodeling of certain of its cultural facilities, and (ii) pay certain costs relating to the issuance of the Bonds, including the costs incurred in connection with the refunding and redemption of the Prior Bonds and certain payments incurred in connection with the termination of certain interest rate exchange agreements (collectively, the “**Financing Purposes**”).

Executive Director Meister and Mr. Frampton presented the following project:

Item 7: Item 7 is a request for a 501(c)(3) direct loan.

Chicago Entrepreneurial Center, Inc. doing business as “1871”, is requesting approval of a direct loan in an amount not to exceed **Two Million Dollars** (\$2,000,000).

Illinois Finance Authority funds will be loaned to **Chicagoland Entrepreneurial Center, Inc. (doing business as “1871”)**, an Illinois not-for-profit corporation (the “**Borrower**”) to undertake a plan finance a portion of the costs of financing the construction, build-out, and equipping of an approximately 43,250 SF expansion to be located on the 13th floor of the Merchandise Mart (the “**Project**”). The Illinois Finance Authority loan will be combined with Borrower equity and a tenant improvement allowance from Merchandise Mart to finance the improvements that comprise the Project. Overall, the Project would expand the Borrower’s operations 75,000 SF (on the 12th floor of the Merchandise Mart) to 118,250 SF located on the 12th and 13th floors of the Merchandise Mart.

Illinois Finance Authority Resolution Number 2015-0611-NP07 authorizes staff to negotiate terms and conditions of the loan with the Borrower on a conditional basis and, more specifically, provides for a delegation to the Executive Director to undertake any and all actions, and to execute, acknowledge and deliver any and all such agreements, instruments, certificates, and other documents as may be required to fund the loan to the Borrower to finance all or a portion of the Project in an amount now estimated not-to-exceed Two Million Dollars (\$2,000,000), provided that all such terms are mutually agreed to on or before December 31, 2015.

Executive Director Meister informed the Committee that while Item 7 was not a credit decision of the Authority, it does fit within the Strategic Plan adopted heretofore. This loan is being recommended based on the operating success of the current management team of 1871.

Latrice Phillips of Chapman & Cutler LLP, on behalf of Ms. Lenane, presented the following projects:

Healthcare Projects

Item 8: Item 8 is a request for 501(c)(3) Revenue Bond financing.

Little Company of Mary Hospital and Health Care Centers is requesting approval of a Final Bond Resolution in an amount not to exceed **One Hundred Two Million Dollars** (\$102,000,000). This financing is being presented for one-time consideration.

Bond proceeds will be loaned to **Little Company of Mary Hospital and Health Care Centers**, an Illinois not for profit corporation (the “**Corporation**”), in order to assist the Corporation in providing all or some of the funds necessary to do any or all of the following: (i) pay or reimburse the Corporation for the payment of all or a portion of the costs of acquiring, constructing, renovating, remodeling and equipping certain health facilities owned by the Corporation, and all necessary and attendant facilities, equipment, site work, zoning, entitlements and utilities related thereto; (ii) currently refund the \$72,000,000 Illinois Finance Authority Revenue Bonds, Series 2010 (Little Company of Mary Hospital and Health Care Centers) (the “**Series 2010 Bonds**”), \$38,745,000 of which are currently outstanding; (iii) refinance a taxable loan (the “**Bridge Loan**”), the proceeds of which were used to purchase in the open market and cancel certain of the Series 2010 Bonds; and (iv) pay certain expenses incurred in connection with the refunding of the Series 2010 Bonds, the refinancing of the Bridge Loan and the issuance of the Series 2015 Bonds.

Item 9: Item 9 is a request for 501(c)(3) Revenue Bond financing.

Villa St. Benedict is requesting approval of a Preliminary Bond Resolution in an amount not to exceed **Forty-Five Million Dollars** (\$45,000,000).

Bond proceeds will be loaned to **Villa St. Benedict**, a Minnesota non-profit corporation authorized to transact business in the State of Illinois (the “**Corporation**”), for the purpose of providing the Corporation with all or a portion of the funds for the purpose of assisting in (i) financing, refinancing or reimbursing the Corporation for all or a portion of the costs, including capitalized interest, if any, of renovating and equipping the Corporation’s existing senior living facilities (the “**Project**”), (ii) refunding all of the outstanding principal amount of the Illinois Health Facilities Authority Revenue Bonds, Series 2003A-1 (Villa St. Benedict Project) (the “**Prior Bonds**”), the proceeds of which were loaned to the Corporation to pay or reimburse the Corporation for the payment of the costs of acquiring, constructing and equipping certain senior living facilities of the Corporation, (iii) funding a debt service reserve fund, if deemed necessary or advisable by the Corporation or the Authority and (iv) paying certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds (collectively, the “**Financing Purposes**”).

Item 10: Item 10 is a request for 501(c)(3) Revenue Bond financing.

Palos Community Hospital is requesting approval of a Preliminary Bond Resolution in an amount not to exceed **One Hundred Thirty-Five Million Dollars** (\$135,000,000).

Bond proceeds will be loaned to **Palos Community Hospital**, an Illinois not for profit corporation (the “**Borrower**”), for the purpose of providing the Borrower with all or a portion of the funds for the purpose of assisting in (i) refunding all or a portion of the outstanding principal amount of the Illinois Finance Authority Revenue Bonds, Series 2007A (Palos Community Hospital) (the “**Prior Bonds**”), the proceeds of which were loaned to the Borrower for the payment of the costs of acquiring, constructing and equipping certain health care facilities of the Borrower, (ii) funding a debt service reserve fund, if deemed necessary or advisable by the Borrower or the Authority, and (iii) paying certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds (collectively, the “**Financing Purposes**”).

Executive Director Meister reminded the Committee that he earlier discussed in detail the following resolution:

Resolutions

Item 11: Item 11 is a Resolution Authorizing and Approving a Loan of up to \$1,400,000 to the Southwestern Illinois Development Authority and Delivery of Certain Documents Related Thereto.

Rich Tomei of Chapman & Cutler LLP, on behalf of Ms. Lenane, presented the following resolution:

Item 12: Item 12 is a Resolution Approving the Establishment of the Illinois Finance Authority Medium Term Capital Financing Program ("Med Cap"); Authorizing the Executive Director of the Illinois Finance Authority to Take Steps Related to the Implementation of the Program.

Item 14: Item 14 is a Resolution Regarding Updated Procedures of the Illinois Finance Authority.

Executive Director Meister presented the following resolutions:

Item 15: Item 15 is a Resolution Regarding Procurement Matters (Small Purchases and Other Items, including Increasing Contractual Amounts).

Among other small purchase, short-term contracts, Executive Director specifically noted that the Authority is seeking approval to award a contract to Arbitrage Compliance Specialists, Inc. for a term of 3 years, with an amount not to exceed \$49,000.

Item 16: Withdrawn.

Item 17: Item 17 is a Resolution Regarding the Status, Extension and/or Ratification of Intergovernmental Agreements with Illinois Commerce Commission, Illinois Department of Transportation, Central Management Services, Office of the State Fire Marshall and Metro East Police District Commission.

Item 18: Item 18 is a Resolution to Rename and Refocus the Venture Capital Committee to the Direct and Alternative Financing Committee.

IV. Consideration of the Minutes (Continued...)

Noting the arrival of Member Pedersen, Chairman Funderburg asked if the Members wished to direct the Assistant Secretary of the Board to correct any errors in the Minutes of the regular meeting of the Committee held on May 14, 2015.

Member Pedersen moved for the adoption of the Minutes of the regular meeting of the Committee held on May 14, 2015.

Member Fuentes seconded the motion.

The motion prevailed and the Minutes were adopted.

IX. Other Business

None.

X. Public Comment

None.

XI. Adjournment

At the time of 10:37 a.m., Member Pedersen moved that the Committee do now adjourn until July 9, 2015, at 9:30 a.m.

Member Poole seconded the motion.

The motion prevailed.

And the Committee stood adjourned.

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



BOARD MINUTES

**ILLINOIS FINANCE AUTHORITY
BOARD OF DIRECTORS
REGULAR MEETING
THURSDAY, JUNE 11, 2015
10:38 A.M.**

I. Call to Order & Roll Call

At the regular meeting of the Board of Directors of the Illinois Finance Authority (the “Board”), begun and held at the Michael A. Bilandic Building, 160 North LaSalle Street, Hearing Room N - 808, Chicago, Illinois 60601, on the second Thursday of June in the year 2015, pursuant to the provisions of Section 801-25 and Section 801-30 of the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq. of the State of Illinois (the “Act”), R. Robert Funderburg, Jr., Chairman of the Board, called the Board to order and presided over deliberations.

By direction of the Chairman, a roll call was taken to ascertain the attendance of Members, as follows: 9 Present.

On the question of a quorum of Members physically present at the location of this open meeting, the Assistant Secretary of the Board declared that a quorum had been constituted.

**ILLINOIS FINANCE AUTHORITY
BOARD OF DIRECTORS
BOARD ROLL CALL
QUORUM ROLL CALL FOR ATTENDANCE**

June 11, 2015

0 YEAS

0 NAYS

9 PRESENT

P Bronner
(VIA AUDIO CONFERENCE)
P Fuentes
E Goetz
P Gold
E Knox

E Leonard
P O’Brien
P Pedersen
P Poole
P Tessler

P Zeller
P Mr. Chairman

E – Denotes Excused Absence

II. Chairman Remarks

Chairman Funderburg welcomed Members of the Board, Authority staff and all guests present.

Chairman Funderburg thanked Governor Rauner for his administration's cooperation in working with the Authority and likewise complemented Authority staff for a productive month, including staff's cooperative work with the Southwestern Illinois Development Authority ("SWIDA").

Chairman Funderburg acknowledged that the Authority eagerly awaits its new office space becoming ready, which he believes will allow the Authority to function more efficiently and effectively.

On behalf of the Members of the Board, Chairman Funderburg expressed his apologies and condolences for tragic loss of Vice Chairperson Goetz's brother.

Chairman Funderburg, Chairman from the Committee of the Whole to which all items of this meeting's agenda were referred, action taken earlier on June 11, 2015, reported the same back and that all items were thoroughly reviewed.

III. Adoption of the Minutes

Minutes of the regular meeting of the Board held on May 14, 2015 were taken up for consideration.

Member Pedersen moved for the adoption of the Minutes.

Member Poole seconded the motion.

And on that motion, a voice vote was taken.

The motion prevailed and the Minutes were adopted.

IV. Acceptance of the Financial Statements

Projected preliminary and unaudited Statement of Revenues, Expenses and Net Income as of May 31, 2015 was taken up for consideration.

Member Pedersen moved for the acceptance of the projected Statement of Revenues, Expenses and Net Income.

Member Fuentes seconded the motion.

And on that motion, a voice vote was taken.

The motion prevailed and the projected Statement of Revenues, Expenses and Net Income was accepted.

V. Approval of Project Reports and Resolutions

Chairman Funderburg asked for the general consent of the Members to consider the projects and resolutions collectively and to have the recorded vote thereafter applied to each individual project and resolution, unless there any specific projects or resolutions that a Member would like to consider separately.

Hearing no objections or requests for individual consideration, Chairman Funderburg directed Mr. Frampton to present the projects and resolutions without guests or abstentions to the Board.

Agriculture Projects

Item 1: Item 1 is a request for Beginning Farmer Revenue Bond financing.

Stephen J. and Morgan J. Fehrenbacher are requesting approval of a Final Bond Resolution in an amount not to exceed **Eighty Thousand Dollars** (\$80,000). This financing is being presented for one-time consideration.

Business and Industry Projects

Item 2: Item 2 is a request for Industrial Revenue Bond financing.

Muirfield West LLC is requesting approval of a Preliminary Bond Resolution in an amount not to exceed **Nine Million Five Hundred Thousand Dollars** (\$9,500,000).

Local Government and Government Purpose Projects

Item 3: Withdrawn.

Educational, Cultural and Non-Healthcare 501(c)(3) Projects

Item 4: Item 4 is a request for 501(c)(3) Revenue Bond financing.

North Central College is requesting approval of a Final Bond Resolution in an amount not to exceed **Thirty Million Five Hundred Thousand Dollars** (\$30,500,000).

Item 5: Item 5 is a request for 501(c)(3) Revenue Bond financing.

Intrinsic Schools is requesting approval of a Final Bond Resolution in an amount not to exceed **Twenty-Two Million Dollars** (\$22,000,000). This financing is being presented for one-time consideration.

Item 6: Item 6 is a request for 501(c)(3) Revenue Bond financing.

Field Museum of Natural History is requesting approval of a Preliminary Bond Resolution in an amount not to exceed **Ninety-Three Million Dollars** (\$93,000,000).

Item 7: Item 7 is a request for a 501(c)(3) direct loan.

Chicago Entrepreneurial Center, Inc. doing business as “1871”, is requesting approval of a direct loan in an amount not to exceed **Two Million Dollars** (\$2,000,000).

Illinois Finance Authority funds will be loaned to **Chicagoland Entrepreneurial Center, Inc. (doing business as “1871”)**, an Illinois not-for-profit corporation (the “**Borrower**”) to undertake a plan finance a portion of the costs of financing the construction, build-out, and equipping of an approximately 43,250 SF expansion to be located on the 13th floor of the Merchandise Mart (the “**Project**”). The Illinois Finance Authority loan will be combined with Borrower equity and a tenant improvement allowance from Merchandise Mart to finance the

improvements that comprise the Project. Overall, the Project would expand the Borrower's operations 75,000 SF (on the 12th floor of the Merchandise Mart) to 118,250 SF located on the 12th and 13th floors of the Merchandise Mart.

Illinois Finance Authority Resolution Number 2015-0611-NP07 authorizes staff to negotiate terms and conditions of the loan with the Borrower on a conditional basis and, more specifically, provides for a delegation to the Executive Director to undertake any and all actions, and to execute, acknowledge and deliver any and all such agreements, instruments, certificates, and other documents as may be required to fund the loan to the Borrower to finance all or a portion of the Project in an amount now estimated not-to-exceed Two Million Dollars (\$2,000,000), provided that all such terms are mutually agreed to on or before December 31, 2015.

Healthcare Projects

Item 8: Item 8 is a request for 501(c)(3) Revenue Bond financing.

Little Company of Mary Hospital and Health Care Centers is requesting approval of a Final Bond Resolution in an amount not to exceed **One Hundred Two Million Dollars** (\$102,000,000). This financing is being presented for one-time consideration.

Item 9: Item 9 is a request for 501(c)(3) Revenue Bond financing.

Villa St. Benedict is requesting approval of a Preliminary Bond Resolution in an amount not to exceed **Forty-Five Million Dollars** (\$45,000,000).

Item 10: Item 10 is a request for 501(c)(3) Revenue Bond financing.

Palos Community Hospital is requesting approval of a Preliminary Bond Resolution in an amount not to exceed **One Hundred Thirty-Five Million Dollars** (\$135,000,000).

Resolutions

Item 11: Item 11 is a Resolution Authorizing and Approving a Loan of up to \$1,400,000 to the Southwestern Illinois Development Authority and Delivery of Certain Documents Related Thereto.

Item 12: Item 12 is a Resolution Approving the Establishment of the Illinois Finance Authority Medium Term Capital Financing Program ("Med Cap"); Authorizing the Executive Director of the Illinois Finance Authority to Take Steps Related to the Implementation of the Program.

Item 13: Item 13 is a Resolution Amending the Bond Program Handbook of the Illinois Finance Authority.

Item 14: Item 14 is a Resolution Regarding Updated Procedures of the Illinois Finance Authority.

Item 15: Item 15 is a Resolution Regarding Procurement Matters (Small Purchases and Other Items, including Increasing Contractual Amounts).

Item 16: Withdrawn.

Item 17: Item 17 is a Resolution Regarding the Status, Extension and/or Ratification of Intergovernmental Agreements with Illinois Commerce Commission, Illinois Department of Transportation, Central Management Services, Office of the State Fire Marshall and Metro East Police District Commission.

Item 18: Item 18 is a Resolution to Rename and Refocus the Venture Capital Committee to the Direct and Alternative Financing Committee.

Member Pedersen moved for the adoption of the following projects and resolutions: Items 1, 2, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 17 and 18.

Member Fuentes seconded the motion.

And on that motion, a roll call vote was taken, resulting as follows: 9 Yeas; 0 Nays; 0 Answering Present.

These projects and resolutions, having received the votes of a quorum of the Members of the Board, were declared passed and adopted, respectively.

VI. Other Business

Mr. Frampton announced that Mr. Steve Eikenberry, Senior Vice President of First American Bank, was present on behalf of Item 2 (Muirfield West LLC).

Executive Director Meister announced that Mr. Howard Tullman, CEO of Chicago Entrepreneurial Center, Inc., was present on behalf of Item 7 (Chicago Entrepreneurial Center, Inc. doing business as "1871").

VII. Public Comment

None.

VIII. Adjournment

At the time of 10:47 a.m., Member Pedersen moved that the Board do now adjourn until July 9, 2015, at 10:30 a.m.

Member O'Brien seconded the motion.

The motion prevailed.

And the Board stood adjourned.

Minutes published by:

Brad R. Fletcher

Assistant Secretary of the Board

FINANCIAL ANALYSIS

July 9, 2015

**V. PRESENTATION AND CONSIDERATION OF THE FINANCIAL STATEMENTS
MONTHLY AND ANNUAL SUMMARY AS OF MAY 31, 2015 AND JUNE 30, 2015***

***Due to the timing/receipt of external information and the Authority's printing schedule, some financial information for June 2015 is projected.**

1. GENERAL OPERATING FUND REVENUES, EXPENSES AND NET INCOME

- a. **Projected Annual Operating Revenues** totaled \$4 million, while annual Projected Net Non-Operating Revenues totaled \$179 thousand. Total projected annual combined revenues of \$4.1 million are \$278 thousand or 22% below budget; due primarily to lower than expected closing and miscellaneous fees. Closing fees year to date of \$2.3 million, are \$156 thousand or 6% below budget. Included in Interest Income on Loans, the projected year to date revenue accrued for interest due from the former IRBB local governments totaled \$961 thousand. Annual fees of \$366 thousand are 8% or \$28 thousand higher than budget. Administrative service fees are also 18% higher than budgeted, totaling \$136 thousand for the year. Annual projected net investment income of \$170 thousand is almost 3 times the fiscal year 2014's ending total as of June.
- b. In **June**, the Authority generated \$208 thousand in closing fees, which is above the average monthly total of \$193 thousand. Closing fees were received from: *Northwestern University*, \$138 thousand, *Midwestern University*, \$56 thousand and *Agriculture-related closings* of \$14 thousand. An additional closing from **May** included *Palos Community Hospital*, \$138 thousand. In **June**, administrative service fees of \$10 thousand were also booked for *National Jewish Foundation*. June's projected net investment revenue totaled \$8 thousand.
- c. **Projected Annual Operating Expenses** of \$3.7 million are \$702 thousand or 16% lower than budget, mostly driven by lower employee-related expenses and professional service costs. Projected year to date employee expenses total \$1.7 million and projected professional services total \$1.3 million, with employee costs 21.6% below budget and professional services 15% below budget. Actual costs in professional services in June include FY14 external audit costs of \$110K due to the Office of the Auditor General. Projected annual occupancy costs total \$275 thousand and are \$17 thousand or 5.7% under budget. This function includes estimates of \$75K in additional move costs for the Chicago Office to be incurred by June 30th, with the remaining build out costs and moving expenses to be charged to FY16. Projected general and administrative costs are \$372 thousand for the year, which is 11.3% over budget. Other contributors to lower projected overall year to date operating costs include delays for the debt management software application, Chicago Office permanent move, execution of the contract for accounting software and maintenance, reduced internal audit fees and reduced staff costs.
- d. **Projected June Monthly Net Loss** -\$86 thousand. On a year to date basis, the Authority currently shows Projected Annual Net Income of \$754 thousand. Major contributors to the positive bottom line include the level of overall spending at 16% below budget and the transfer of the remaining IRBB reserve funds earlier this fiscal year of nearly \$300K. Budgeted net income at this point in the fiscal year is just \$37 thousand.

¹Operating Revenues and Expenses are direct results of our basic business operations. Non-Operating Revenues and Expenses are netted against each other and include interest and investment income and expenses, bad debt adjustments, transfers to the State of Illinois and realized/unrealized gains and losses on investments. Net Income/ (Loss) is our bottom line.

**V. PRESENTATION AND CONSIDERATION OF THE FINANCIAL STATEMENTS
MONTHLY AND ANNUAL SUMMARY AS OF MAY 31, 2015 AND JUNE 30, 2015 (CONT'D)***

***Balance sheet and all activity of other funds is presented as of May 31, 2015**

2. ALL FUNDS-ASSETS, LIABILITIES AND NET POSITION

The Authority, as of May 2015, is a \$119 million dollar agency which also currently accounts for nearly \$300 million in total activity (including the Other State of Illinois Debt Fund) and maintains compliance for nearly \$24 billion in outstanding debt.

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

In the General Fund, IFA continues to maintain a strong balance sheet with total net position of \$52.7 million. The total assets in the General Fund are \$53.3 million (consisting mostly of cash, investments, and receivables). Unrestricted cash and investments total \$29.3 million, notes receivables for the former IRBB local governments total \$20.5 million, other loans receivables are at \$2.1 million and restricted cash in the DACA Loan Fund totals \$1.3 million. Liabilities, current and non-current, total just \$602 thousand.

4. YEAR TO DATE ACTIVITY FOR ALL OTHER FUNDS

- a. In accordance with governmental accounting standards, the "Other State of Illinois Debt Fund" is comprised of bond activity for the Illinois Environmental Protection Agency (IEPA), the Illinois Medical District Commission (IMDC) and Northern Illinois University Foundation (NIUF). The majority of the activity in this fund derives from the Clean Water Initiative for IEPA. The Authority is working with each component unit to ensure proper consolidated, state-wide financial reporting as of June 30, 2015.
- b. The Locally Held Fire Truck and Ambulance Revolving Loan Funds have total year to date receipts of \$411 thousand. An additional \$195 thousand is in transit from the Office of the State Fire Marshal (OSFM) to be deposited into the Authority's locally held fund as of June 30, 2015. New Fire Truck Revolving Loans, totaling at least \$6 million, are expected to be presented for the Board's approval at the August 2015 meeting. Net investment income from both funds equals \$66 thousand. Monies have been invested since July 2014. Net position of \$22 million for Fire Truck and \$4.2 million for Ambulance, are now shown on the Authority's books due to recent statutory changes.
- c. Other Nonmajor Funds booked revenues of \$215 thousand, of which, \$178 thousand is derived from investment activity. Year to date, the nonmajor funds show a net loss of \$93 thousand, driven by the transfer of funds out of the IRBB Reserve Fund to the General Operating Fund. All other activities result in positive net income of \$201 thousand as of May. Total Net Position in the Nonmajor Funds is \$39.5 million.
- d. The Agency/Fiduciary Funds for IFA include both the Metro East Police District Commission and the Illinois Finance Authority NFP Development Fund, with combined current assets of \$61 thousand.

5. FY14 AND FY15 FINANCIAL/COMPLIANCE AUDITS and GASB UPDATES

- a. Fieldwork for the FY14 and FY15 compliance and financial audits is ongoing. The current IFA audits will be the last performed by Special Assistant Auditors for the Illinois Auditor General, EC Ortiz, LLP. The Authority will have new auditors beginning with the FY16 financial audit.
- b. Upcoming Governmental Accounting Standards Board (GASB) changes to Authority financial reporting, affect fair value measurements and application for investments, leases and fiduciary activities, with some changes taking effect July 1, 2015. The Authority will continue to monitor these developments to ensure proper implementation of these new standards to Authority financial reporting, as applicable.

6. OTHER SUPPLEMENTARY FINANCIAL INFORMATION

- a. The Schedule of Debt is being presented as supplementary financial information immediately following the financial statements in the board package as of July 2015. The Monthly Flash Report, is included as separately distributed supplementary financial information for the Board's review.



ILLINOIS FINANCE AUTHORITY
STATEMENT OF REVENUES, EXPENSES AND NET INCOME
GENERAL OPERATING FUND
FOR FISCAL YEAR 2015 AS OF JUNE 30, 2015
(PROJECTED)*
(PRELIMINARY AND UNAUDITED)

	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUNE	YEAR TO DATE ACTUAL	YEAR TO DATE BUDGET	BUDGET VARIANCE (\$)	BUDGET VARIANCE (%)
Operating Revenues:																
Closing Fees	66,825	295,753	138,542	78,500	2,150	510,496	68,431	330,444	184,278	212,164	235,250	207,768	2,330,601	2,487,000	(156,399)	-6.3%
Annual Fees	10,367	42,720	31,533	34,580	34,230	36,372	28,534	29,221	34,744	30,316	23,984	29,277	365,878	337,500	28,378	8.4%
Administrative Service Fees	-	10,000	15,000	-	20,000	-	-	10,000	45,000	21,000	5,000	10,000	136,000	115,000	21,000	18.3%
Application Fees	1,100	14,328	4,300	2,700	2,500	1,100	1,100	5,250	3,400	2,400	2,600	4,000	44,778	41,005	3,773	9.2%
Miscellaneous Fees	62	-	-	-	-	14	34	-	-	-	-	-	110	60,000	(59,890)	-99.8%
Interest Income-Loans	120,406	67,709	102,031	102,123	106,114	103,356	102,006	37,228	82,624	82,576	82,608	81,035	1,069,816	1,159,831	(90,015)	-7.8%
Other Revenue	272	291	-	269	287	2,942	249	-	118	242	386	8,924	13,980	4,800	9,180	191.3%
Total Operating Revenue:	\$ 199,032	\$ 430,801	\$ 291,406	\$ 218,172	\$ 165,281	\$ 654,280	\$ 200,354	\$ 412,143	\$ 350,164	\$ 348,698	\$ 349,828	\$ 341,004	\$ 3,961,163	\$ 4,205,136	\$ (243,973)	-5.8%
Operating Expenses:																
Employee Related Expense	158,165	155,946	152,957	148,571	148,404	142,070	142,279	134,876	133,423	130,895	127,979	125,714	1,701,279	2,171,075	(469,796)	-21.6%
Professional Services	2,882	179,754	97,492	49,885	84,877	111,758	71,839	119,195	82,810	203,116	95,173	180,227	1,279,008	1,504,980	(225,972)	-15.0%
Occupancy Costs	26,485	26,590	9,247	40,454	8,583	8,124	10,361	11,540	9,307	9,110	20,119	95,119	275,039	291,648	(16,609)	-5.7%
General & Administrative	28,707	28,568	26,718	28,656	26,890	28,029	28,210	48,906	40,953	28,012	29,132	29,132	371,913	334,300	37,613	11.3%
Depreciation and Amortization	3,847	3,847	3,847	3,876	3,876	4,794	4,794	4,794	4,794	4,794	4,794	4,794	52,851	80,000	(27,149)	-33.9%
Total Operating Expense	\$ 220,086	\$ 394,705	\$ 290,261	\$ 271,442	\$ 272,630	\$ 294,775	\$ 257,483	\$ 319,311	\$ 271,287	\$ 375,927	\$ 277,197	\$ 434,986	\$ 3,680,090	\$ 4,382,003	\$ (701,913)	-16.0%
Operating Income(Loss)	\$ (21,054)	\$ 36,096	\$ 1,145	\$ (53,270)	\$ (107,349)	\$ 359,505	\$ (57,129)	\$ 92,832	\$ 78,877	\$ (27,229)	\$ 72,631	\$ (93,982)	\$ 281,073	\$ (176,867)	\$ 457,940	258.9%
Nonoperating Revenues (Expense):																
Bad Debt Recoveries and Adjs	-	-	-	-	-	3,741	-	-	6,114	-	-	-	9,855	15,000	(5,145)	-34.3%
Miscellaneous Non-Opertg Rev/(Exp)	-	-	-	-	-	-	-	-	-	-	-	-	-	(2,000)	2,000	-100.0%
Interest and Investment Income	26,997	34,457	19,837	29,932	15,661	35,176	20,838	27,801	29,772	22,041	17,474	17,474	297,460	500,600	(203,140)	-40.6%
Realized Gain (Loss) on Sale of Inve:	-	(445)	(19)	(31)	(5)	190	(364)	(3,452)	(532)	(1,994)	(336)	(336)	(7,324)	(50,000)	42,676	-85.4%
Net Appreciation (Depr) in FV of Inve	(38,575)	3,960	(17,901)	5,423	3,764	(54,607)	43,741	(37,439)	4,831	(15,690)	(9,048)	(9,048)	(120,589)	(250,000)	129,411	-51.8%
Total Nonoperating Rev (Exp)	\$ (11,578)	\$ 37,972	\$ 1,917	\$ 35,324	\$ 19,420	\$ (15,500)	\$ 64,215	\$ (13,090)	\$ 40,185	\$ 4,357	\$ 8,090	\$ 8,090	\$ 179,402	\$ 213,600	\$ (34,198)	-16.0%
Net Income (Loss) Before Transfer	\$ (32,632)	\$ 74,068	\$ 3,062	\$ (17,946)	\$ (87,929)	\$ 344,005	\$ 7,086	\$ 79,742	\$ 119,062	\$ (22,872)	\$ 80,721	\$ (85,892)	\$ 460,475	\$ 36,733	\$ 423,742	1153.6%
Transfers:																
Transfers in from other funds	-	2,263,041	116,837	10	177,108	-	-	-	-	-	-	-	2,556,996	-	-	0.0%
Transfers out to other funds	-	(2,263,041)	-	-	-	-	-	-	-	-	-	-	(2,263,041)	-	-	0.0%
Total Transfers In (Out)	\$ -	\$ -	\$ 116,837	\$ 10	\$ 177,108	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 293,955	\$ -	\$ -	0.0%
Net Income (Loss)	\$ (32,632)	\$ 74,068	\$ 119,899	\$ (17,936)	\$ 89,179	\$ 344,005	\$ 7,086	\$ 79,742	\$ 119,062	\$ (22,872)	\$ 80,721	\$ (85,892)	\$ 754,430	\$ 36,733	\$ 717,697	1953.8%

*All amounts in red are projected.



ILLINOIS FINANCE AUTHORITY
 STATEMENT OF REVENUES, EXPENSES AND NET INCOME
 IFA FUNDS AND AGENCY FUND ACTIVITY
 FOR FISCAL YEAR 2015 AS OF MAY 31, 2015
 (GENERAL FUND IS PROJECTED AS OF JUNE 30, 2015)*
 (PRELIMINARY AND UNAUDITED)

	GENERAL FUND*	LOCALLY HELD FIRE TRUCK REV LOAN FUND	LOCALLY HELD AMBULANCE REV LOAN FUND	NON-MAJOR FUNDS	SUBTOTAL IFA FUNDS	OTHER STATE OF ILLINOIS DEBT FUNDS	TOTAL ALL FUNDS	AGENCY FUNDS
Operating Revenues:								
Closing Fees	2,330,601	-	-	-	2,330,601	-	2,330,601	25,000
Annual Fees	365,878	-	-	-	365,878	-	365,878	-
Administrative Service Fees	136,000	-	-	-	136,000	-	136,000	-
Application Fees	44,778	-	-	-	44,778	-	44,778	-
Miscellaneous Fees	110	411,417	-	31	411,558	-	411,558	-
Interest Income-Loans	1,069,816	-	-	35,772	1,105,588	3,009,466	4,115,054	-
Other Revenue	13,980	-	-	-	13,980	-	13,980	-
Total Operating Revenue:	\$ 3,961,163	\$ 411,417	\$ -	\$ 35,803	\$ 4,408,383	\$ 3,009,466	\$ 7,417,849	\$ 25,000
Operating Expenses:								
Employee Related Expense	1,701,279	-	-	-	1,701,279	-	1,701,279	-
Professional Services	1,279,008	3,695	1,846	10,109	1,294,658	-	1,294,658	450
Occupancy Costs	275,039	-	-	-	275,039	-	275,039	-
General & Administrative	371,913	-	-	-	371,913	-	371,913	-
Interest Expense	-	-	-	3,743	3,743	3,211,297	3,215,040	-
Depreciation and Amortization	52,851	-	-	-	52,851	-	52,851	-
Total Operating Expense	\$ 3,680,090	\$ 3,695	\$ 1,846	\$ 13,852	\$ 3,699,483	\$ 3,211,297	\$ 6,910,780	\$ 450
Operating Income(Loss)	\$ 281,073	\$ 407,722	\$ (1,846)	\$ 21,951	\$ 708,900	\$ (201,831)	\$ 507,069	\$ 24,550
Nonoperating Revenues (Expenses):								
Bad Debt Recoveries and Adjustments	9,855	-	-	1,117	10,972	-	10,972	-
Transfer of funds and program interest from the State of Illir	-	-	-	-	-	-	-	-
Interest and Investment Income	297,460	72,493	43,107	263,338	676,398	201,831	878,229	-
Realized Gain (Loss) on Sale of Investment	(7,324)	(7,289)	(4,438)	(10,511)	(29,562)	-	(29,562)	-
Net Appreciation (Depr) in fair value of Investments	(120,589)	(23,141)	(14,536)	(74,921)	(233,187)	-	(233,187)	-
Total Nonoperating Revenues (Expenses)	\$ 179,402	\$ 42,063	\$ 24,133	\$ 179,023	\$ 424,621	\$ 201,831	\$ 626,452	\$ -
Net Income (Loss) Before Transfers	\$ 460,475	\$ 449,785	\$ 22,287	\$ 200,974	\$ 1,133,521	\$ -	\$ 1,133,521	\$ 24,550
Transfers:								
Transfers in from other funds	2,556,996	-	-	-	2,556,996	-	2,556,996	-
Transfers out to other funds	(2,263,041)	-	-	(293,955)	(2,556,996)	-	(2,556,996)	-
Total Transfers In (Out)	\$ 293,955	\$ -	\$ -	\$ (293,955)	\$ -	\$ -	\$ -	\$ -
Net Income (Loss)	\$ 754,430	\$ 449,785	\$ 22,287	\$ (92,981)	\$ 1,133,521	\$ -	\$ 1,133,521	\$ 24,550

*All amounts in red are projected.



ILLINOIS FINANCE AUTHORITY
STATEMENT OF NET POSITION
IFA FUNDS AND AGENCY FUND ACTIVITY
 May 31, 2015
 (PRELIMINARY AND UNAUDITED)

	GENERAL FUND	LOCALLY HELD FIRE TRUCK REV LOAN FUND	LOCALLY HELD AMBULANCE REV LOAN FUND	NON-MAJOR FUNDS	SUBTOTAL IFA FUNDS	OTHER STATE OF ILLINOIS DEBT FUNDS	TOTAL ALL FUNDS	AGENCY FUNDS
Assets and Deferred Outflows:								
Current Assets:								
Unrestricted:								
Cash & cash equivalents	5,801,824	-	-	1,089,475	6,891,299	-	6,891,299	-
Investments	7,502,620	-	-	3,700,387	11,203,007	-	11,203,007	-
Accounts receivable, Net	124,933	-	-	-	124,933	-	124,933	-
Loans receivables, Net	12,310	-	-	-	12,310	-	12,310	-
Accrued interest receivable	401,174	-	-	37,957	439,131	-	439,131	-
Bonds and notes receivable	1,942,800	-	-	-	1,942,800	-	1,942,800	-
Due from other funds	91,168	-	-	-	91,168	-	91,168	-
Due from other local government agencies	-	-	-	3,000,000	3,000,000	-	3,000,000	-
Prepaid Expenses	51,502	-	-	-	51,502	-	51,502	-
Total Current Unrestricted Assets	\$ 15,928,331	\$ -	\$ -	\$ 7,827,819	\$ 23,756,150	\$ -	\$ 23,756,150	\$ -
Restricted:								
Cash & Cash Equivalents	1,280,252	6,675	2,916	2,087,472	3,377,315	61,120,232	64,497,547	60,836
Investments	-	1,950,167	1,272,818	216,488	3,439,473	-	3,439,473	-
Accrued interest receivable	-	20,245	12,079	5,477	37,801	395	38,196	-
Bonds and notes receivable from State component units	-	-	-	-	-	713,629	713,629	-
Loans receivables, Net	-	1,374,194	74,320	8,711	1,457,225	-	1,457,225	-
Total Current Restricted Assets	\$ 1,280,252	\$ 3,351,281	\$ 1,362,133	\$ 2,318,148	\$ 8,311,814	\$ 61,834,256	\$ 70,146,070	\$ 60,836
Total Current Assets	\$ 17,208,583	\$ 3,351,281	\$ 1,362,133	\$ 10,145,967	\$ 32,067,964	\$ 61,834,256	\$ 93,902,220	\$ 60,836
Non-current Assets:								
Unrestricted:								
Investments	15,951,913	-	-	8,774,891	24,726,804	-	24,726,804	-
Accounts receivable, Net	-	-	-	-	-	-	-	-
Loans receivables, Net	1,586,970	-	-	-	1,586,970	-	1,586,970	-
Bonds and notes receivable	18,519,237	-	-	-	18,519,237	-	18,519,237	-
Total Noncurrent Unrestricted Assets	\$ 36,058,120	\$ -	\$ -	\$ 8,774,891	\$ 44,833,011	\$ -	\$ 44,833,011	\$ -
Restricted:								
Cash & Cash Equivalents	-	-	-	600,000	600,000	-	600,000	-
Investments	-	4,373,230	2,598,848	528,326	7,500,404	3,349,693	10,850,097	-
Funds in the custody of the Treasurer	-	171,657	42	17,991,349	18,163,048	-	18,163,048	-
Loans receivables, Net	-	14,173,884	247,280	1,497,050	15,918,214	-	15,918,214	-
Bonds and notes receivable from primary government	-	-	-	-	-	73,458,173	73,458,173	-
Bonds and notes receivable from State component units	-	-	-	-	-	33,079,259	33,079,259	-
Total Noncurrent Restricted Assets	\$ -	\$ 18,718,771	\$ 2,846,170	\$ 20,616,725	\$ 42,181,666	\$ 109,887,125	\$ 152,068,791	\$ -
Capital Assets								
Capital Assets	793,176	-	-	-	793,176	-	793,176	-
Accumulated Depreciation	(718,336)	-	-	-	(718,336)	-	(718,336)	-
Total Capital Assets	\$ 74,840	\$ -	\$ -	\$ -	\$ 74,840	\$ -	\$ 74,840	\$ -
Total Noncurrent Assets	\$ 36,132,960	\$ 18,718,771	\$ 2,846,170	\$ 29,391,616	\$ 87,089,517	\$ 109,887,125	\$ 196,976,642	\$ -
Total Assets	\$ 53,341,543	\$ 22,070,052	\$ 4,208,303	\$ 39,537,583	\$ 119,157,481	\$ 171,721,381	\$ 290,878,862	\$ 60,836
DEFERRED OUTFLOWS OF RESOURCES:								
Deferred loss on debt refunding	-	-	-	-	-	883,574	883,574	-
TOTAL DEFERRED OUTFLOWS OF RESOURCES	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 883,574	\$ 883,574	\$ -
Total Assets & Deferred Inflows of Resources	\$ 53,341,543	\$ 22,070,052	\$ 4,208,303	\$ 39,537,583	\$ 119,157,481	\$ 172,604,955	\$ 291,762,436	\$ 60,836



ILLINOIS FINANCE AUTHORITY
STATEMENT OF NET POSITION
IFA FUNDS AND AGENCY FUND ACTIVITY
 May 31, 2015
 (PRELIMINARY AND UNAUDITED)

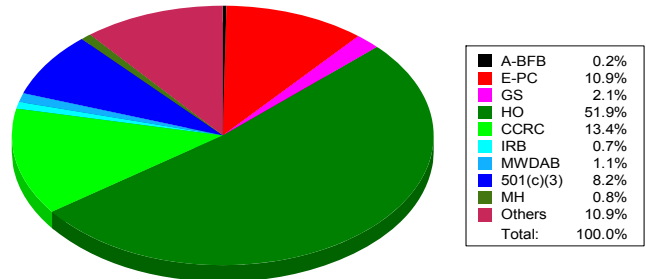
	GENERAL FUND	LOCALLY HELD FIRE TRUCK REV LOAN FUND	LOCALLY HELD AMBULANCE REV LOAN FUND	NON-MAJOR FUNDS	SUBTOTAL IFA FUNDS	OTHER STATE OF ILLINOIS DEBT FUNDS	TOTAL ALL FUNDS	AGENCY FUNDS
Liabilities:								
Current Liabilities:								
Payable from unrestricted current assets:								
Accounts payable	99,238	-	-	1,470	100,708	-	100,708	-
Accrued liabilities	223,029	-	-	-	223,029	-	223,029	-
Due to employees	89,452	-	-	-	89,452	-	89,452	-
Due to primary government	1	-	-	-	1	-	1	-
Due to other funds	73,765	-	-	17,403	91,168	-	91,168	-
Other liabilities	-	-	-	-	-	-	-	36,286
Unearned revenue, net of accumulated amortization	93,964	-	-	-	93,964	-	93,964	-
Total Current Liabilities Payable from Unrestricted Current Assets	\$ 579,449	\$ -	\$ -	\$ 18,873	\$ 598,322	\$ -	\$ 598,322	\$ 36,286
Payable from restricted current assets:								
Accounts payable	-	-	-	-	-	-	-	-
Accrued interest payable	-	-	-	1,895	1,895	1,555,668	1,557,563	-
Bonds and notes payable from primary government	-	-	-	-	-	21,475,000	21,475,000	-
Bonds and notes payable from State component units	-	-	-	-	-	2,232,796	2,232,796	-
Unamortized bond premium	-	-	-	-	-	942,335	942,335	-
Total Current Liabilities Payable from Restricted Current Assets	\$ -	\$ -	\$ -	\$ 1,895	\$ 1,895	\$ 26,205,799	\$ 26,207,694	\$ -
Total Current Liabilities	\$ 579,449	\$ -	\$ -	\$ 20,768	\$ 600,217	\$ 26,205,799	\$ 26,806,016	\$ 36,286
Noncurrent Liabilities								
Payable from unrestricted noncurrent assets:								
Accrued liabilities	22,222	-	-	-	22,222	-	22,222	-
Bonds and notes payable from primary government	-	-	-	-	-	-	-	-
Bonds and notes payable from State component units	-	-	-	-	-	-	-	-
Assets	\$ 22,222	\$ -	\$ -	\$ -	\$ 22,222	\$ -	\$ 22,222	\$ -
Payable from restricted noncurrent assets:								
Bonds and notes payable from primary government	-	-	-	-	-	97,675,000	97,675,000	-
Bonds and notes payable from State component units	-	-	-	-	-	37,666,270	37,666,270	-
Noncurrent portion of long term debt	-	-	-	369,080	369,080	-	369,080	-
Unamortized bond premium	-	-	-	-	-	11,057,886	11,057,886	-
Total Noncurrent Liabilities Payable from Restricted Noncurrent	\$ -	\$ -	\$ -	\$ 369,080	\$ 369,080	\$ 146,399,156	\$ 146,768,236	\$ -
Total Noncurrent Liabilities	\$ 22,222	\$ -	\$ -	\$ 369,080	\$ 391,302	\$ 146,399,156	\$ 146,790,458	\$ -
Total Liabilities	\$ 601,671	\$ -	\$ -	\$ 389,848	\$ 991,519	\$ 172,604,955	\$ 173,596,474	\$ 36,286
Net Position:								
Net Investment in Capital Assets	74,840	-	-	-	74,840	-	74,840	-
Restricted	-	21,620,267	4,186,016	22,418,033	48,224,316	-	48,224,316	-
Unrestricted	51,824,716	-	-	16,822,683	68,647,399	-	68,647,399	-
Current Change in Net Position	840,316	449,785	22,287	(92,981)	1,219,407	-	1,219,407	24,550
Total Net Position	\$ 52,739,872	\$ 22,070,052	\$ 4,208,303	\$ 39,147,735	\$ 118,165,962	\$ -	\$ 118,165,962	\$ 24,550
Total Liabilities & Net Position	\$ 53,341,543	\$ 22,070,052	\$ 4,208,303	\$ 39,537,583	\$ 119,157,481	\$ 172,604,955	\$ 291,762,436	\$ 60,836

Bonds Issued - Fiscal Year Comparison for the Period Ending June 30, 2015

Fiscal Year 2013

#	Market Sector	Principal Issued
14	Agriculture - Beginner Farmer	4,461,655
8	Education	264,865,000
1	Gas Supply	50,000,000
10	Healthcare - Hospital	1,262,625,000
5	Healthcare - CCRC	326,840,068
3	Industrial Revenue	18,112,280
3	Midwest Disaster Area Bonds	25,700,000
11	501(c)(3) Not-for-Profit	198,592,750
1	MultiFamily/Senior Housing	18,630,000
1	Freight Transfer Facilities	75,000,000
2	Local Government	15,025,000
1	Enviromental issued under 20	10,935,000
60		\$ 2,270,786,753

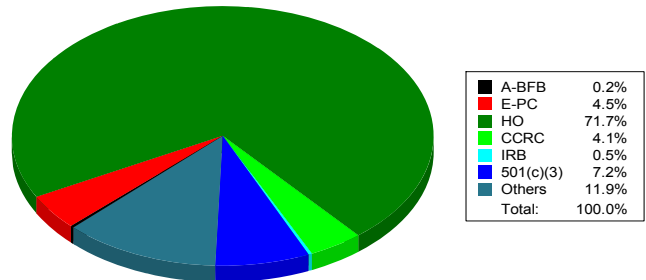
Bonds Issued in Fiscal Year 2013



Fiscal Year 2014

#	Market Sector	Principal Issued
21	Agriculture - Beginner Farmer	3,729,751
4	Education	93,895,000
9	Healthcare - Hospital	1,493,795,000
4	Healthcare - CCRC	84,995,000
1	Industrial Revenue	10,000,000
11	501(c)(3) Not-for-Profit	165,617,000
6	Local Government	247,360,000
56		\$ 2,099,391,751

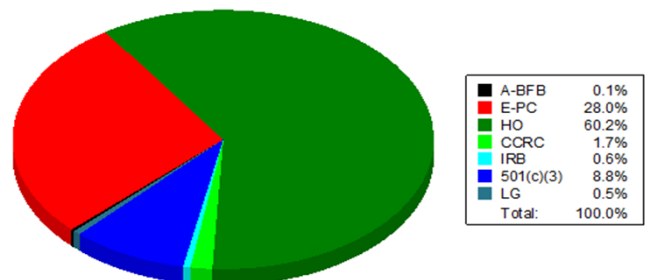
Bonds Issued in Fiscal Year 2014



Fiscal Year 2015

#	Market Sector	Principal Issued
15	Agriculture - Beginner Farmer	4,154,742
4	Education	788,149,000
11	Healthcare - Hospital	1,416,385,000
1	Healthcare - CCRC	39,640,000
2	Industrial Revenue	14,000,000
11	501(c)(3) Not-for-Profit	236,986,075
1	Local Government	12,000,000
45		\$ 2,511,314,817

Bonds Issued in Fiscal Year 2015





**Bonds Issued and Outstanding
as of
June 30, 2015**

Bonds Issued between July 01, 2014 and June 30, 2015

<u>Bond Issue</u>	<u>Date Issued</u>	<u>Initial Interest Rate</u>	<u>Principal Issued</u>	<u>Bonds Refunded</u>
HO Southern Illinois Healthcare	07/01/2014	Variable	127,215,000	51,235,000
IRB Peddinghaus Corporation	07/11/2014	Variable	4,000,000	0
A-BFB Beginning Farmer Bonds	07/01/2014	Variable	773,050	0
501(c)(3) Freeport Regional Health Care Foundation	07/22/2014	Variable	40,000,000	0
501(c)(3) Lawrence Hall Youth Services	08/13/2014	Variable	12,100,000	0
HO The Carle Foundation	08/08/2014	Variable	26,095,000	26,095,000
E-PC University of Chicago	08/12/2014	Variable	573,645,000	500,000,000
E-PC Dominican University	08/20/2014	Variable	19,800,000	19,800,000
IRB Freedman Seating Company	09/25/2014	Variable	10,000,000	5,068,417
501(c)(3) Rodgers Park Montessori School	09/26/2014	Fixed at Schedule	18,515,000	10,000,000
501(c)(3) Lake Forest College	10/17/2014	Variable	18,275,000	17,870,000
501(c)(3) Search, Inc.	10/31/2014	Variable	10,355,000	9,965,000
E-PC North Central College	12/04/2014	Variable	66,159,000	46,500,000
501(c)(3) Navy Pier, Inc.	12/16/2014	Variable	46,500,000	0
HO Advocate Health Care	12/18/2014	Fixed at Schedule	304,770,000	324,780,000
501(c)(3) Hispanic Housing Development Corporation	12/24/2014	Fixed at Schedule	1,931,075	1,931,075
HO The Reserve of Geneva	12/23/2014	Variable	13,500,000	10,949,700
HO Illinois Valley Community Hospital	12/23/2014	Variable	21,830,000	11,160,000
A-BFB Beginner Farmer Bonds	01/01/2015	Variable	3,381,692	0
HO Silver Cross Hospital	01/28/2015	Variable	17,965,000	17,965,000
HO Rush University Medical Center	02/11/2015	Fixed at Schedule	484,380,000	484,380,000
LG Pace Suburban Bus Service	02/24/2015	Variable	12,000,000	0
HO KishHealth System	03/02/2015	Fixed at Schedule	12,300,000	0
HO The University of Chicago Medical Center	03/12/2015	Fixed at Schedule	21,895,000	21,895,000
CCRC Lifespace Communities, Inc.	03/25/2015	Fixed at Schedule	39,640,000	22,905,520
HO Silver Cross Hospital	04/22/2015	Fixed at Schedule	286,435,000	259,725,000
501(c)(3) Noble Network Charter Schools	04/02/2015	Fixed at Schedule	19,810,000	19,810,000
501(c)(3) Lincoln Park Zoo	05/05/2015	Fixed at Schedule	15,000,000	0
501(c)(3) CHF-Cook, L.L.C. Northeastern University	05/07/2015	Fixed at Schedule	39,500,000	0
HO Palos Community Hospital	05/13/2015	Fixed at Schedule	100,000,000	100,000,000
E-PC Northwestern University	06/04/2015	Fixed at Schedule	128,545,000	0
501(c)(3) Northwestern University	06/24/2015	Fixed at Schedule	15,000,000	0
Total Bonds Issued as of June 30, 2015			<u>\$ 2,511,314,817</u>	<u>\$ 1,962,034,712</u>

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

Beginner Farmer Bonds Funded between July 01, 2014 and June 30, 2015

<u>Borrower</u>	<u>Date Funded</u>	<u>Initial Interest Rate</u>	<u>Loan Proceeds</u>	<u>Acres</u>	<u>County</u>
Gentry Storm	09/19/2014	3.125	485,550	138.61	Shelby
Adam E. Helregel	11/19/2014	4.35	150,000	10.00	Jasper
Rollin Wenger	12/03/2014	3.40	137,500	25.00	Livingston
Thomas Frederick Justison	01/05/2015	2.75	173,400	27.20	Macon
David T. Mulch	02/23/2015	2.85	509,600	80.00	Montgomery
Jacob A. Birch	02/25/2015	3.00	236,360	38.00	Livingston
Mitchell A. Rosenthal	02/25/2015	3.50	391,840	60.00	Montgomery
Michael Tyler Kessler	03/30/2015	2.75	504,950	60.00	Crawford
Jacob Cody Elliott	03/30/2015	4.45	441,000	197.00	Mercer
Dustin Clark	05/08/2015	2.50	190,000	48.00	Jasper and Richland
Amanda J. and Scott R. Doll	06/16/2015	3.50	216,000	60.00	Bond
Stephen J. & Morgan J. Fehrenbacher	06/24/2015	4.00	80,000	55.00	Richland
Wayne Primus	06/24/2015	3.25	224,271	140.00	Lawrence
Marvis & Angela Primus	06/24/2015	3.25	224,271	140.00	Lawrence
Brandon Himes	06/24/2015	3.00	190,000	40.00	Fayette
Total Beginner Farmer Bonds Issued			<u>\$ 4,154,742</u>	<u>1,118.81</u>	

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, 2014	May 31, 2015		
Illinois Finance Authority "IFA" ^[b]				
Agriculture	\$ 48,343,519	\$ 51,737,119		
Education	4,258,096,234	4,207,825,397		
Healthcare	13,448,248,546	13,388,159,074		
Industrial Development [includes Recovery Zone/Midwest Disaster]	699,148,562	716,509,177		
Local Government	357,530,000	332,965,000		
Multifamily/Senior Housing	171,092,016	168,798,024		
501(c)(3) Not-for Profits	1,398,527,100	1,413,772,818		
Exempt Facilities Bonds	299,970,000	249,915,000		
Total IFA Principal Outstanding	\$ 20,680,955,977	\$ 20,529,681,608		
Illinois Development Finance Authority "IDFA" ^[b]				
Education	496,388	496,388		
Healthcare	83,400,000	80,200,000		
Industrial Development	324,951,564	292,629,543		
Local Government	315,078,470	306,307,834		
Multifamily/Senior Housing	84,424,117	84,354,117		
501(c)(3) Not-for Profits	744,591,262	725,138,570		
Exempt Facilities Bonds	75,000,000	-		
Total IDFA Principal Outstanding	\$ 1,627,941,801	\$ 1,489,126,451		
Illinois Rural Bond Bank "IRBB" ^[b]				
Total IRBB Principal Outstanding	\$ -	\$ -		
Illinois Health Facilities Authority "IHFA"	\$ 807,134,980	\$ 762,380,000		
Illinois Educational Facilities Authority "IEFA"	\$ 703,216,992	\$ 638,215,990		
Illinois Farm Development Authority "IFDA" ^[f]	\$ 18,747,389	\$ 18,747,389		
Total Illinois Finance Authority Debt	\$ 23,837,997,139	\$ 23,438,151,439	\$ 28,150,000,000	\$ 4,711,848,561

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

Section I (b)	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2014	May 31, 2015		
General Purpose Moral Obligations				
Illinois Finance Authority Act [20 ILCS 3501/801-40(w)]				
* Issued through IRBB - Local Government Pools	\$ 10,985,000			
* Issued through IFA - Local Government Pools	21,370,000			
Issued through IFA - Illinois Medical District Commission	37,600,000	36,280,000		
Total General Moral Obligations	\$ 69,955,000	\$ 36,280,000	\$ 150,000,000	\$ 113,720,000
* All the Local Government bonds were defeased as of August 1, 2014.				
Financially Distressed Cities Moral Obligations				
Illinois Finance Authority Act [20 ILCS 3501/825-60]				
Issued through IFA	\$ -	\$ -		
Issued through IDFA	-	-		
Total Financially Distressed Cities	\$ -	\$ -	\$ 50,000,000	\$ 50,000,000
State Component Unit Bonds ^[c]				
Issued through IDFA ^[1]	-	-		
Issued through IFA ^[1]	148,237,655	122,769,066		
Total State Component Unit Bonds	\$ 148,237,655	\$ 122,769,066		

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

Section I (c)	Principal Outstanding		Remaining MDAB Volume Cap	Remaining Capacity
	June 30, 2014	May 31, 2015		
Midwestern Disaster Area Bonds [Flood Relief]	\$ 66,044,684	\$ 65,340,705	N/A	\$ 41,530,000

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

Section I (d)	ARRA Act of 2009 Volume Cap Allocated ^[h]	City/Counties Ceded Voluntarily to/(by) IFA	Bonds issued as of December 31, 2014	Remaining ARRA Volume Cap for each Program as of December 31, 2014
Recovery Zone Economic Development Bonds**	\$ 666,972,000	\$ 16,940,000	\$ 12,900,000	N/A
Recovery Zone Facilities Bonds**	\$ 1,000,457,000	\$ 204,058,967	\$ 214,849,804	N/A
Qualified Energy Conservation Bonds***	\$ 133,846,000	\$ (17,865,000)	\$ 82,795,000	IFA Cap: \$4,755,783 Cities/Counties Cap: \$46,295,717

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

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

ILLINOIS FINANCE AUTHORITY

Schedule of Debt ^[a]

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

Section II	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2014	May 31, 2015		
Illinois Power Agency	\$ -	\$ -	\$ 4,000,000,000	\$ 4,000,000,000

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

Section III	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2014	May 31, 2015		
Clean Coal, Coal, Renewable Energy and Energy Efficiency Projects	\$ -	\$ -	\$ 3,000,000,000 ^[d]	\$ 3,000,000,000

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

Section IV	Principal Outstanding		Program Limitations	Remaining Capacity	State Exposure
	June 30, 2014	May 31, 2015			
Agri Debt Guarantees [Restructuring Existing Debt] Fund # 994 - Fund Balance \$10,151,473	\$ 9,243,360	\$ 8,527,799	\$ 160,000,000	\$ 151,472,201	\$ 7,243,396
AG Loan Guarantee Program Fund # 205 - Fund Balance \$7,839,876	\$ 9,837,616	\$ 8,511,765	\$ 225,000,000 ^[e]	\$ 216,488,235	\$ 7,235,000
Agri Industry Loan Guarantee Program	\$ 5,108,251	\$ 4,543,157			3,861,683
Farm Purchase Guarantee Program	917,680	909,887			773,404
Specialized Livestock Guarantee Program	2,763,756	2,163,574			1,839,038
Young Farmer Loan Guarantee Program	1,047,929	895,146			760,874
Total State Guarantees	\$ 19,080,977	\$ 17,039,564	\$ 385,000,000	\$ 367,960,436	\$ 14,478,396

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

Section V	Principal Outstanding		Appropriation Fiscal Year 2015	Cash and Investment Balance
	June 30, 2014	May 31, 2015		
132 Fire Truck Revolving Loan Program Fund # 572	\$ 17,052,813	\$ 15,548,078	\$ 2,383,342	\$ 6,501,729
8 Ambulance Revolving Loan Program Fund # 334	\$ 415,920	\$ 321,600	\$ 7,006,800	\$ 3,874,624

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

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

Section VI	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2014	May 31, 2015		
Environmental [Large Business]				
Issued through IFA	\$ 26,315,000	\$ 25,595,000		
Issued through IDFA	177,380,000	153,645,000		
Total Environmental [Large Business]	\$ 203,695,000	\$ 179,240,000	\$ 2,425,000,000	\$ 2,245,760,000
Environmental [Small Business]	\$ -	\$ -	\$ 75,000,000	\$ 75,000,000
Total Environment Bonds Issued under Act	\$ 203,695,000	\$ 179,240,000	\$ 2,500,000,000	\$ 2,320,760,000

Illinois Finance Authority Funds at Risk

Section VII	Original Amount	Principal Outstanding	
		June 30, 2014	May 31, 2015
Participation Loans			
Business & Industry	23,020,158	1,616,353	1,113,132
Agriculture	6,079,859	114,269	103,578
Participation Loans excluding Defaults & Allowances	29,100,017	1,730,622	1,216,710
Plus: Legacy IDFA Loans in Default		858,458	843,173
Less: Allowance for Doubtful Accounts		1,002,182	977,042
Total Participation Loans		1,586,898	1,082,841
Local Government Direct Loans	1,289,750	157,689	126,000
Rural Bond Bank Local Government Note Receivable			20,462,037
FmHA Loans	963,250	227,046	208,042
Renewable Energy [RED Fund]	2,000,000	1,396,598	1,310,225
Total Loans Outstanding	34,353,017	3,368,231	23,189,145

IRBB funds were defeased and transferred into a note receivable with the IFA.

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

^[b] State Component Unit Bonds included in balance.

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

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

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

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

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

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

^[i] Includes EPA Clean Water Revolving Fund



**ILLINOIS FINANCE AUTHORITY
MEMORANDUM**

PRELIMINARY AND UNAUDITED

To: Illinois Finance Authority Board of Directors
From: Melinda M. Gildart, Chief Financial Officer/Agency Procurement Officer
Date: July 9, 2015
Re: Monthly Procurement Report

CONTRACTS EXECUTED

Services Provided	Vendor	Proposed Initial Term (Yrs)	Estimated Start/End	Estimated NTE Value	Prior Contract NTE Value	Prior Contract Expense	Avg Yrly Prior Contract Expense
<i>Illinois Procurement Code-Competitive Bids/Proposals</i>							
Accounting Software Maintenance and Support	Ascent Innovations, LLC	3	06/15-06/18	\$ 155,128	\$ 49,500	\$ 49,500	\$ 49,500
<i>Illinois Procurement Code-CPO Approvals Received as of 06/30/15</i>							
Payroll Services and Employee Benefits	ADP TotalSource, Inc.	2 mos	07/15-08/15	\$ 49,900	\$ 233,000	\$ 233,000	\$ 233,000
Temporary Finance/Procurement/Compliance Staffing	Accounting Principals, Inc.	2 mos	07/15-08/15	\$ 49,500	N/A	N/A	N/A
Legislative Services	Howard Kenner Government Consulting	3 mos	07/15-09/15	\$ 15,000	\$ 60,000	\$ 60,000	\$ 60,000
Loan Management	Mabsco Capital, Inc.	6 mos	07/15-12/15	\$ 49,900	\$ 100,000	\$ 100,000	\$ 100,000
Paying Agent/Custodian Services	U.S. Bank National Association	6 mos	07/15-12/15	\$ 12,000	\$ 24,000	\$ 24,000	\$ 24,000
Board Book Printing Services	Swift Impressions, Inc.	6 mos	07/15-12/15	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000
IT Network Support	Catalyst Consulting Group, Inc.	6 mos	07/15-12/15	\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000
Insurance Broker	Mesirow Insurance Services, Inc.	1	06/15-06/16	\$ 23,000	\$ 23,000	\$ 23,000	\$ 23,000
<i>Illinois Procurement Code-Contracts Executed Utilizing State of Illinois Master Contracts</i>							
Moving and Storage Services	Midwest Moving	6 mos	07/15-12/15	\$ 39,307	\$ 45,000	\$ 45,000	\$ 45,000
Temporary Clerical Staffing/Records Management	Anchor Staffing Services	6 mos	07/15-12/15	\$ 37,110	\$ 23,251	\$ 23,251	\$ 23,251
<i>IFA Exemption for Professional and Artistic, Legal or Financial Services-Competitive Bids/Proposals</i>							
Professional and Artistic/CPA Services (Arbitrage Liability Calculations)	Arbitrage Compliance Specialists, Inc.	3	06/15-05/18	\$ 49,000	\$ -	\$ -	\$ -
Professional and Artistic/CPA Services (Loan Loss Reserve Liability Calculations)	Merlinos & Associates, Inc.	3	06/15-06/18	\$ 45,040	\$ -	\$ -	\$ -



**ILLINOIS FINANCE AUTHORITY
MEMORANDUM**

PRELIMINARY AND UNAUDITED

To: Illinois Finance Authority Board of Directors
From: Melinda M. Gildart, Chief Financial Officer/Agency Procurement Officer
Date: July 9, 2015
Re: Monthly Procurement Report

CONTRACTS PENDING EXECUTION

Services Provided	Vendor	Proposed Initial Term (Yrs)	Estimated Start/End	Estimated NTE Value	Prior Contract NTE Value	Prior Contract Expense	Avg Yrly Prior Contract Expense
<i>Illinois Procurement Code-Competitive Bids/Proposals</i>							
Debt Management Software Application (CRITICAL FOR FY16 AUDITS)	Technology Partners Group, Inc.	3	06/15-05/18	\$ 552,250	N/A	N/A	N/A

ACTIVE SOLICITATIONS

Amounts are estimated and unaudited

Services Provided	Vendor	Proposed Initial Term (Yrs)	Start/End	Estimated NTE Value	Prior Contract NTE Value	Prior Contract Expense	Avg Yrly Prior Contract Expense
<i>Illinois Procurement Code-Competitive Bids/Proposals</i>							
Payroll Services (Previously combined with Employee Benefits)	RFP Cancelled and Will Be Reissued as an IFB with Employee Benefits	3	09/15-08/19	n/a	\$ 233,000	\$ 223,000	\$ 223,000
<i>IFA Exemption for Professional and Artistic, Legal or Financial Services-Competitive Bids/Proposals</i>							
Employee Benefits Services (Responses due 06/11/15)	RFP Will Be Cancelled and Reissued as an IFB with Payroll Services	4	09/15-08/19	n/a	\$ 233,000	\$ 223,000	\$ 223,000
Specialty Accounting/Audit Services	TBD	2	12/15-11/17	n/a	\$ -	\$ -	\$ -



**ILLINOIS FINANCE AUTHORITY
MEMORANDUM**

PRELIMINARY AND UNAUDITED

To: Illinois Finance Authority Board of Directors
From: Melinda M. Gildart, Chief Financial Officer/Agency Procurement Officer
Date: July 9, 2015
Re: Monthly Procurement Report

UPCOMING SOLICITATIONS

Amounts are estimated and unaudited

Services Provided	Vendor	Proposed Initial Term (Yrs)	Start/End	Estimated NTE Value	Prior Contract NTE Value	Prior Contract Expense	Avg Yrly Prior Contract Expense
<i>Illinois Procurement Code-Competitive Bids/Proposals</i>							
Insurance Broker	Anticipated award June 2016	3	06/16-06/19	n/a	\$ 68,700	\$ 68,700	\$ 22,900
Payroll and Employee Benefits	Anticipated award Aug 2015	3	09/15-08/18	n/a	\$ 233,000	\$ 233,000	\$ 233,000
Legislative Services	Anticipated award Sep 2015	3	10/15-09/18	n/a	\$ 180,000	\$ 180,000	\$ 60,000
IT Network Support	Anticipated award Nov 2015	3	01/16-12/18	n/a	\$ 90,000	\$ 90,000	\$ 30,000
Typesetting and Printing Services	Anticipated award Nov 2015	3	01/16-12/18	n/a	\$ 40,000	\$ 40,000	\$ 40,000
Marketing Services	Anticipated award Aug 2015	3	09/15-08/18	n/a	\$ 300,000	\$ 179,276	\$ 89,638
IT Software Support and Temporary Staffing	Anticipated award Aug 2015	2	08/15-07/17	n/a	\$ -	\$ -	\$ -
<i>IFA Exemption for Professional and Artistic, Legal or Financial Services-Competitive Bids/Proposals</i>							
Professional and Artistic/CPA Services (New Market Tax Credit Consultant)	Anticipated award Aug 2015	3	09/15-08/18	n/a	\$ 40,000	\$ 40,000	\$ 40,000
Loan Management and Paying Agent/Custodian Services	Anticipated award Nov 2015	1	01/16-12/16	n/a	\$ 110,000	\$ 158,662	\$ 52,887
Financial Deposit Institution/Cash Management	Anticipated award Nov 2015	5	01/16-12/20	n/a	\$ 105,000	\$ 105,000	\$ 105,000
Investment Advisor and/or Mgmt Services	Per BOD Direction	2	n/a	n/a	n/a	n/a	n/a

**There are no renewals left for any of these contracts or these are new solicitations. For comparison purposes only. Includes only the initial term, not renewals.*



**ILLINOIS FINANCE AUTHORITY
MEMORANDUM**

PRELIMINARY AND UNAUDITED

To: Illinois Finance Authority Board of Directors
From: Melinda M. Gildart, Chief Financial Officer/Agency Procurement Officer
Date: July 9, 2015
Re: Monthly Procurement Report

UPCOMING RENEWALS

Services Provided	Vendor	Proposed Renewal Term (Yrs)	Start/End	Estimated NTE Value	Prior Contract NTE Value	Prior Contract Expense	Avg Yrly Prior Contract Expense
<i>Illinois Procurement Code-Competitive Bids/Proposals</i>							
Energy Efficiency Projects-No Fee to IFA	Johnson Controls, Inc.*	5	10/15-10/20	\$ -	n/a	n/a	n/a
Energy Efficiency Projects-No Fee to IFA	Hill Mechanical Group*	5	10/15-10/20	\$ -	n/a	n/a	n/a
Energy Efficiency Projects-No Fee to IFA	Utilities Dynamics, Inc.*	5	10/15-10/20	\$ -	n/a	n/a	n/a
Energy Efficiency Projects-No Fee to IFA	Ameresco, Inc.	5	11/15-11/20	\$ -	n/a	n/a	n/a
Energy Efficiency Projects-No Fee to IFA	Honeywell International, Inc.*	5	11/15-11/20	\$ -	n/a	n/a	n/a
Energy Efficiency Projects-No Fee to IFA	Kenny Construction*	5	11/15-11/20	\$ -	n/a	n/a	n/a
Energy Efficiency Projects-No Fee to IFA	Noresco, LLC*	5	11/15-11/20	\$ -	n/a	n/a	n/a
Insur. Broker: Energy Efficiency Projects-No Fee to IFA	Mesirow Insurance Services, Inc.	5	10/15-10/20	\$ -	n/a	n/a	n/a
Insur. Broker: Energy Efficiency Projects-No Fee to IFA	AON Risk Services Central, Inc.	5	11/15-11/20	\$ -	n/a	n/a	n/a

**Per the direction of the Executive Director, these contracts will not be renewed.*

PROPOSED CHANGES TO IFA PROCUREMENT POLICY

Per discussion with Procurement Policy Board, Chief Procurement Officer, and Authority, an intergovernmental agreement will be drafted and submitted to the Board for approval to further clarify specific compliance, procedures and responsibilities needed for Authority management to fulfill its obligation under the Illinois Procurement Code and IFA's own Procurement Policy.

\$24,000,000 (not-to-exceed amount)

Community Unit School District No. 3, Saline County (Harrisburg)

July 9, 2015

REQUEST	<p>Purpose: Proceeds of the Series 2015A Bonds will be used to purchase Local Government Securities issued by Community Unit School District Number 3, Saline County, Illinois (the “District”) to: (a) demolish, reconstruct, renovate, alter, repair and equip a portion of the Harrisburg High School Buildings and renovate, alter, repair and equip other portions of such buildings, and improve the sites thereof and (b) pay costs associated with the issuance of the Series 2015A Bonds (the “2015A Financing Purposes”); and Proceeds of the Series 2015B Bonds will be used to purchase Local Government Securities issued by the District to: (a) construct fire prevention and life safety improvements to the existing school buildings of the District, (b) refund certain outstanding bonds of the District and (c) pay costs associated with the issuance of the Series 2015B Bonds (the “2015B Financing Purposes” and, collectively with the 2015A Financing Purposes, the “Financing Purposes”).</p> <p>Program Product Type: Local Government Revenue Bonds</p> <p>IFA/State Funds at Risk: 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.																				
JOB DATA	<table border="0"> <tr> <td>275 FTE</td> <td>Current jobs</td> <td>N/A</td> <td>New jobs projected</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>40-50</td> <td>Construction jobs (3-year construction period)</td> </tr> </table>	275 FTE	Current jobs	N/A	New jobs projected	N/A	Retained jobs	40-50	Construction jobs (3-year construction period)												
275 FTE	Current jobs	N/A	New jobs projected																		
N/A	Retained jobs	40-50	Construction jobs (3-year construction period)																		
BORROWER DESCRIPTION	<ul style="list-style-type: none"> • Type of Entity: Illinois Public School District providing education for students in grades pre-K through 12 • Location: Harrisburg, Illinois (and nearby areas primarily in Saline County) • Project Impact: The project will enable Community Unit School District Number 3 (Harrisburg) to modernize and update Harrisburg High School, construct fire prevention and life safety improvements to existing school buildings throughout the District, and realize savings by refunding the District’s outstanding Series 2005 Bonds. • The District’s voters approved a referendum to issue up to \$15.0 million of General Obligation Bonds to modernize and update Harrisburg High School in April 2015; moreover, in March 2012, voters approved a referendum imposing a 1% Facility Sales Tax specifically for school capital projects. 																				
STRUCTURE	<ul style="list-style-type: none"> • Underwriters: Senior Manager: D.A. Davidson & Company; Co-Managers: Edward D. Jones & Co., L.P. and BMO Capital Markets GKST Inc. • The Bonds will be sold on the basis of an assigned rating by Standard & Poor’s Ratings Group (“S&P”). S&P is expected to assign the Bonds a rating of “AA”/Stable based on a municipal bond insurance policy to be issued by Assured Guaranty Municipal Corp. (“AGM”) at the time of delivery of the Bonds, as well as the District’s underlying rating. • Underlying Rating: Community Unit School District Number 3 (Harrisburg) is rated “A-”/Stable by S&P as of May 11, 2015. • Series 2015A Bonds will be payable from the District’s Facility Sales Taxes (i.e., Alternate Revenue Source) and will be further secured by an unlimited pledge of property tax revenues. • Series 2015B Bonds will be secured by an unlimited pledge of property tax revenues. • Maturity: Series 2015A Bonds will have serial maturities, ranging from November 1, 2016 through November 1, 2045; Series 2015B Bonds will have serial maturities, ranging from November 1, 2015 through November 1, 2022 and November 1, 2029 through November 1, 2035. • Interest Rate: Fixed Rates on Serial Bonds to be determined at pricing 																				
SOURCES AND USES (PRELIMINARY, SUBJECT TO CHANGE)	<table border="0"> <thead> <tr> <th colspan="2">Sources:</th> <th colspan="2">Uses:</th> </tr> </thead> <tbody> <tr> <td>Series 2015A Bonds</td> <td>\$15,000,000</td> <td>Construction/Renovation</td> <td>\$22,000,000</td> </tr> <tr> <td>Series 2015B Bonds</td> <td>9,000,000</td> <td>Series 2005 Refunding</td> <td>2,900,000</td> </tr> <tr> <td>Equity</td> <td><u>2,000,000</u></td> <td>Costs of Issuance</td> <td><u>1,100,000</u></td> </tr> <tr> <td>Total</td> <td><u>\$26,000,000</u></td> <td>Total</td> <td><u>\$26,000,000</u></td> </tr> </tbody> </table>	Sources:		Uses:		Series 2015A Bonds	\$15,000,000	Construction/Renovation	\$22,000,000	Series 2015B Bonds	9,000,000	Series 2005 Refunding	2,900,000	Equity	<u>2,000,000</u>	Costs of Issuance	<u>1,100,000</u>	Total	<u>\$26,000,000</u>	Total	<u>\$26,000,000</u>
Sources:		Uses:																			
Series 2015A Bonds	\$15,000,000	Construction/Renovation	\$22,000,000																		
Series 2015B Bonds	9,000,000	Series 2005 Refunding	2,900,000																		
Equity	<u>2,000,000</u>	Costs of Issuance	<u>1,100,000</u>																		
Total	<u>\$26,000,000</u>	Total	<u>\$26,000,000</u>																		
RECOMMENDATION	Credit Review Committee recommends approval.																				

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 July 9, 2015**

Project: Community Unit School District No. 3, Saline County (Harrisburg)

STATISTICS

Project Number: L-LG-TE-CD-8755	Amount: \$24,000,000 (<i>not-to-exceed amount</i>)
Type: Local Government Revenue Bonds	IFA Staff: Rich Frampton & Brad R. Fletcher
Location: Harrisburg	Counties/Regions: Saline County/Southern Region

BOARD ACTION

Final Bond Resolution (One-time consideration)	No IFA Funds at risk
Conduit Local Government Revenue Bonds	No extraordinary conditions
Credit Review Committee recommends approval	

VOTING RECORD

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

PURPOSE

Proceeds of the Series 2015A Bonds will be used to purchase Local Government Securities issued by Community Unit School District Number 3, Saline County, Illinois (the “**District**”) to: (a) demolish, reconstruct, renovate, alter, repair and equip a portion of the Harrisburg High School Buildings and renovate, alter, repair and equip other portions of such buildings, and improve the sites thereof and (b) pay costs associated with the issuance of the Series 2015A Bonds (the “**2015A Financing Purposes**”); and

Proceeds of the Series 2015B Bonds will be used to purchase Local Government Securities issued by the District to: (a) construct fire prevention and life safety improvements to the existing school buildings of the District, (b) refund certain outstanding bonds of the District and (c) pay costs associated with the issuance of the Series 2015B Bonds (the “**2015B Financing Purposes**” and, collectively with the 2015A Financing Purposes, the “**Financing Purposes**”).

VOLUME CAP

No Volume Cap is required for Local Government Bond financing.

JOBS

Current employment: 275 FTE	Projected new jobs: N/A
Jobs retained: N/A	Construction jobs: 40-50 (3-year construction period)

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

Sources:		Uses:	
Series 2015A Bonds	\$15,000,000	Construction/Renovation	\$22,000,000
Series 2015B Bonds	9,000,000	Series 2005 Refunding	2,900,000
Equity	<u>2,000,000</u>	Costs of Issuance	<u>1,100,000</u>
Total	<u>\$26,000,000</u>	Total	<u>\$26,000,000</u>

FINANCING SUMMARY

Structure: The plan of finance contemplates the IFA Series 2015A and Series 2015B Bonds to be underwritten by D.A. Davidson & Co. (the “**Senior Manager**”), Edward D. Jones & Co., L.P. and BMO Capital Markets GKST Inc. (each, a “**Co- Manager**”).

Bonds

Rating: The Bonds will be sold on the basis of an assigned rating by Standard & Poor’s Ratings Group (“**S&P**”). S&P is expected to assign the Bonds a rating of “AA”/Stable based on a municipal bond insurance policy to be issued by Assured Guaranty Municipal Corp. (“**AGM**”) at the time of delivery of the Bonds, as well as the District’s underlying rating.

Bond Insurance

Rating: AGM is rated “AA”/Stable by Standard & Poor’s Ratings Group and “A2”/Stable by Moody’s.

Underlying

Rating: S&P has assigned the District a long-term rating of “A-”/Stable, as of May 11, 2015.

Maturity: Series 2015A Bonds will be issued in serial maturities due annually each November 1, beginning November 1, 2016 and continuing through November 1, 2045 (the final maturity date).

Series 2015B Bonds will be issued in serial maturities due annually each November 1, beginning November 1, 2015 through November 1, 2022 and November 1, 2029 through November 1, 2035.

Repayment

Schedule: Interest on the Bonds (computed on a basis of a 360-day year of twelve 30-day months) will be payable each May 1 and November 1, commencing November 1, 2015 and extending through the final maturity date (November 1, 2045).

Principal is due each November 1 (i.e., the Bonds will have serial maturities).

Security: Concurrently with the issuance of the Bonds, AGM will issue its municipal bond insurance policy for the Bonds. The insurance policy guarantees the scheduled payment of principal of and interest on the Bonds.

Series 2015A Bonds

The Series 2015A Bonds will be payable from collections distributed to the District from those taxes imposed by the County of Saline, Illinois (the “**County**”), pursuant to the County School Facility Occupation Tax Law of the State of Illinois, as amended (the “**Pledged Revenues**”).

The Illinois Department of Revenue is responsible for administering the County School Facility Occupation Tax. Pursuant to State law, the corporate authorities of a county, except Cook County, may impose the County School Facility Occupation Tax – or “*Facility Sales Tax*” – if a majority of voters approve by referendum to increase their county sales tax rate up to 1 percent to raise money specifically for school capital projects. The law creating Facility Sales Tax first became effective in October 2007.

For the purpose of providing funds required to pay debt service on the Series 2015A Bonds, the District is pledging its Facility Sales Taxes as Pledged Revenues. These Pledged Revenues must be sufficient to not only pay debt service on the Series 2015A Bonds, but also be sufficient to provide for an additional 0.25 times debt service coverage each year pursuant to State law (i.e., the Local Government Debt Reform Act of the State of Illinois, as amended, requires that Pledged Revenues securing Alternate Revenue Source bonds provide in each year an amount not less than 1.25 times debt service coverage on all outstanding bonds secured by those respective Pledged Revenues).

For a more comprehensive summary of the legal requirements for issuing “Alternate Bonds”, please see “Supplemental Information Relating to the Proposed Issuance of ‘Alternate Bonds’ by Community Unit School District No. 3 (Harrisburg)” on page 10 of this report.

Additionally, the Series 2015A Bonds will be payable from *ad valorem* (i.e., according to value) real estate taxes levied against all of the taxable property in the District without limitation as to rate or amount (the “**Pledged Taxes**,” and together with the Pledged Revenues, the “**Pledged Moneys**”). Should the amount of the Facility Sales Taxes received by the District be insufficient to pay the principal and interest due on the Series 2015A Bonds in any year, the District will extend Pledged Taxes for the purpose of making such payment on the Series 2015A Bonds.

Series 2015B Bonds

The Series 2015B Bonds will be payable from Pledged Taxes.

Legal Authority: The District will adopt a bond resolution which provides for the levy of Pledged Taxes in amounts sufficient to pay the interest and principal of the Series 2015A Bonds and Series 2015B as needed. The bonds will constitute valid and legally binding obligations of the District, and all taxable property in the District is subject to the levy of Pledged Taxes for such payment of principal and interest.

The bond resolution will be filed with the County Clerk of Saline County and will serve as authorization to the County Clerk to extend and collect real estate taxes (i.e., Pledged Taxes) as set forth in the bond resolution.

Additionally, the following approvals provide specific legal authorization:

Series 2015A Bonds

On March 20, 2012, a majority of the voters of Saline County at the general primary election approved of imposing a 1% Facility Sales Tax to raise money specifically for school capital projects (i.e., Pledged Revenues). Accordingly, the Illinois Department of Revenue began to administer and enforce the Facility Sales Tax on July 1, 2012. School districts in the County began receiving Facility Sales Tax receipts beginning in October 2012.

Voters of the District authorized of the issuance of bonds in an aggregate principal amount of up to \$15,000,000 at the consolidated election held on April 7, 2015, with 1,500 voting “yes” (57.47%) and 1,110 voting “no” (42.53%).

Series 2015B Bonds

For the purpose of constructing fire prevention and life safety improvements to the existing school buildings of the District or refunding existing bonds, the District does not have to submit a backdoor referendum to voters. However, the District has submitted their life safety amendments to the Illinois State Board of Education for approval, which is expected in July/August 2015.

Estimated
Closing Date: August/September 2015

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Proceeds of the Series 2015A Bonds will be used to purchase Local Government Securities issued by Community Unit School District Number 3, Saline County, Illinois (the “**District**”) to: (a) demolish, reconstruct, renovate, alter, repair and equip a portion of the Harrisburg High School Buildings and renovate, alter, repair and equip other portions of such buildings, and improve the sites thereof and (b) pay costs associated with the issuance of the Series 2015A Bonds (the “**2015A Financing Purposes**”); and

Proceeds of the Series 2015B Bonds will be used to purchase Local Government Securities issued by the District to: (a) construct fire prevention and life safety improvements to the existing school buildings of the District, (b) refund certain outstanding bonds of the District and (c) pay costs associated with the issuance of the Series 2015B Bonds (the “**2015B Financing Purposes**” and, collectively with the 2015A Financing Purposes, the “**Financing Purposes**”).

BUSINESS SUMMARY

Description: **Community Unit School District Number 3, Saline County (Harrisburg) Illinois** (the “**District**”) is located in southern Illinois, approximately 140 miles southeast of St. Louis, Missouri and 55 miles south of Mt. Vernon, Illinois.

The District is governed by an elected seven-member Board (see p. 8 for listing of Board of Education). The day-to-day affairs of the District are conducted by a full-time staff, including but not limited to Superintendent Michael Gauch.

Background: Encompassing an estimated 133 square mile area, the District serves the City and the Village of Muddy, Illinois, as well as smaller unincorporated areas in Saline County. The District’s tax base is primarily residential in nature (61.89%), complemented primarily by commercial (26.33%) and farm properties (10.56%). See p. 9 for a map of the District’s service area.

The transportation network serving the area includes U.S. Route 45 and Illinois Routes 13, 34, 142 and 145. Commercial air transportation is available through Lambert International Airport in St. Louis, Missouri, while private air transportation is available via Harrisburg-Raleigh Airport in rural Saline County.

Higher educational opportunities are available through Southeastern Illinois Community College in Saline County, Southern Illinois University in Carbondale, Southern Illinois University in Edwardsville, Evansville University and the University of Southern Indiana in Evansville, Indiana.

The District currently operates four facilities and at the start of the 2014-2015 school year served the educational needs of 2,104 students in grades K through 12. Of the District’s four facilities, the District operates two elementary schools (West Side Primary that serves grade Pre-K through 2 and East Side Intermediate that serves grades 3 through 5). Harrisburg Middle School and Harrisburg High School constitute the remaining facilities.

At the start of the 2014-2015 school year, the District had approximately 272 full-time employees and 6 part-time employees. Of the total number of employees, approximately 139 are represented by a union (which includes 126 teachers). Employee-union relations are considered to be good. The current teachers’ contract expires on June 30, 2015.

Many trends and economic factors could affect the future operations of the District and are taken into account by the District when budgeting and planning for the long term. Additionally, there are several major challenges facing the District, including declining revenues due primarily to the proration of General State Aid by the State. The District was certified to be in financial difficulty by the Illinois State Board of Education (“**ISBE**”) on October 20, 2005. As a result of such certification, the District is required to operate pursuant to a financial plan approved by ISBE (the “**Financial Plan**”). The latest 3-year Financial Plan was approved in May 2015. Furthermore, the District is

required to submit its annual budgets to ISBE for approval and to report to ISBE regarding the District's compliance with the Financial Plan. If the District fails to comply with the Financial Plan, ISBE may rescind approval of the Financial Plan and appoint a financial oversight panel.

Outstanding

Debt:

The District's outstanding long-term debt obligations are comprised of its (i) Series 2005 Bonds, outstanding in the principal amount of \$3.235MM, (ii) Series 2009 Bonds, outstanding in the principal amount of \$1.37MM, (iii) Series 2011 Bonds, outstanding in the principal amount of \$5.055MM, and (iv) various capital leases. (Note: Pursuant to the issuance of the IFA Series 2015B Bonds, all or a portion of the District's Series 2005 Bonds will be refunded.)

Issuance of the Series 2015A Bonds will be the District's first issuance of Alternate Revenue Source bonds.

DISTRICT FACTS

Table 1: C.U.S.D. Number 3, Saline County Enrollment Trends – Total Students*:

<u>Academic Year</u>	<u>Total Enrollment</u>
2010-2011	2,142
2011-2012	2,125
2012-2013	2,109
2013-2014	2,012

The District also forecasts stable enrollment of approximately 2,120 students for the next five years (through 2019-2020)*.

*Source: Preliminary Offering Statement prepared by counsel.

Table 2: The Ten Largest Taxpayers in the District:

The companies listed below comprise the largest taxpayers in the District, which comprise approximately 8.61% of the \$10,094,675 Equalized Assessed Value ("EAV") in the District posted in 2013.

<u>Taxpayer Name</u>	<u>2013 EAV</u>	<u>Percent of District's Total EAV</u>
Wal-Mart Real Estate Business	\$ 4,254,090	3.63%
WC-Harrisburg LLC	1,438,350	1.23%
Budget Builders Lumber Co.	712,340	0.61%
701 Commercial St. LLC	592,975	0.51%
Southern Illinois Medical Services NFP	578,515	0.49%
Kroger	574,705	0.49%
US Realty 87 Harrisburg Assc.	539,405	0.46%
Stearns Investments 8 LLC	486,710	0.42%
DJA Harrisburg LLC	477,115	0.41%
Peoples National Bank	440,470	0
Total EAV of Ten Largest Taxpayers in District:	\$ 10,094,675	8.61%

Table 3: The Largest Employers in and near the District:

The following table reports the major employers within or near the District.

EMPLOYER	PRODUCT OR SERVICE	LOCATION	APPROXIMATE NUMBER OF EMPLOYEES
SIU - Carbondale	Higher education	Carbondale	6,100
Dept. of Veteran's Affairs Med. Ctr.	Veteran's Hospital	Marion	1,158
Memorial Hospital of Carbondale	Hospital	Carbondale	1,100
AISIN Mfg. Illinois LLC	Automotive Parts	Marion	900
John A. Logan College	Higher Education	Marion	850
University Mall	Retail	Carbondale	705
American Coal Co.	Coal processing	Galatia	650
Heartland Regional Med. Ctr.	General hospital	Marion	600
General Dynamics	Firearms	Marion	450
Herrin Hospital	Health care	Marion	450
Harrisburg Medical Center, Inc. Center for Comprehensive Services	Medical & psychiatric hospital	Harrisburg	450
Wal-mart Supercenter	Disabled rehabilitation	Carbondale	426
Pepsi Mid America	Retail Store	Carbondale	390
Blue Cross Blue Shield	Beverage bottling	Marion	350
US Department of Justice	Claims processing	Marion	350
Illinois Dept. of Transportation	Federal prison	Marion	342
The District	Highway transportation department	Carbondale	315
Illinois Youth Center	Public Education	Harrisburg	272
Marion Reservation Center LLC	Correctional center	Harrisburg	225
Ferrell Hospital	Hotel reservation call center	Marion	200
Ameren Illinois Co.	Hospital	Eldorado	200
Egyptian Public Health	Gas and electric utility	Marion	175
Wal-Mart	Public service	Raleigh	137
	Retail store	Harrisburg	135

DEMOGRAPHIC INFORMATION

Table 4 - Population Growth:

The District has an estimated population of 13,049.

Entity:	1990	2000	2010	% Change 2000-2010
District	N/A	13,890	12,796	-7.88%
Saline County	26,551	26,733	24,913	-6.81%
State of Illinois	11,430,602	12,419,293	12,830,632	3.31%

Unemployment Rates:

Unemployment statistics are not compiled specifically for the District. According to the Illinois Department of Employment Security, the City of Harrisburg posted an unemployment rate of 9.0% during calendar 2014, while Saline County posted an unemployment rate of 8.1% during calendar 2014. This compared with an annual average unemployment rate of 7.1% for the State of Illinois during calendar 2014.

Median Household Income:

According to the U.S. Census Bureau, 2009 – 2013 American Community Survey, the District had a median household income of \$40,221. This compares with \$56,797 for the State and with \$37,800 for Saline County. The District's median household income is approximately 70.8% of the State's median household income.

ECONOMIC DISCLOSURE STATEMENT

Applicant/Borrower: Harrisburg Community Unit School District 3, Saline County

Contact: Michael Gauch, Superintendent
40 South Main, Harrisburg, IL 62946
Telephone: (618) 253-7637
E-mail: mgauch@harrisburg3.com

Entity: Illinois Public School District

Board of Education: Chris Penrod - President
Michelle Way - Vice President
Jeffrey Drake - Secretary
Tom DeNeal
Kevin Dowdy
Ryan Lambert
Billy Smith

Administration/Central Office Staff: Michael Gauch, Superintendent
John Hurd, Special Education Coordinator
Cindy Black, Erate and Title Coordinator
Debbie Abney, Special Education Secretary
Cheryl Angelly, Bookkeeper
Sherri Fox, Apple Computer Technician/Tech Coordinator
Valerie Hodges, Administrative Assistant to the Superintendent/Food Service Coordinator/
Time and Attendance Secretary
Keri Holland, Administrative Assistant to the Superintendent
Kelly Wren, Bookkeeper
Brenda Ziegler, Windows Computer Technician/Tech Coordinator

PROFESSIONAL & FINANCIAL

Auditor:	Donohoo, McCalley & Associates	Wood River, IL	
Borrower's Financial Advisor:	Kings Financial Consulting, Inc.	Monticello, IL	E. Timothy King
Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Larry White Seema Masterson
Disclosure Counsel:	Chapman and Cutler, LLP	Chicago, IL	Kyle W. Harding Kent Floros
Senior Underwriter:	D.A. Davidson & Co.	Des Moines, IA	
Co-Managers:	Edward D. Jones & Co., L.P. BMO Capital Markets GKST Inc.	St. Louis, MO Chicago, IL	Chris Collier
Bond Registrar and Paying Agent:	UMB Bank, N.A.	Kansas City, MO	
Bond Insurance:	Assured Guaranty Municipal Corp.	New York, NY	
Rating Agency:	Standard and Poor's	Chicago, IL	
Issuer's Counsel:	Hart Southworth & Witsman	Springfield, IL	Sam Witsman
IFA Financial Advisor:	Sycamore Advisors LLC	Chicago, IL	Melanie Shaker

LEGISLATIVE DISTRICTS

Congressional: 15
 State Senate: 59
 State House: 118

SALLINE COUNTY COMMUNITY UNIT SCHOOL DISTRICT NO. 3 (HARRISBURG) MAP



SUPPLEMENTAL INFORMATION RELATING TO THE PROPOSED ISSUANCE OF “ALTERNATE BONDS” BY COMMUNITY UNIT SCHOOL DISTRICT NO. 3 (HARRISBURG)

Summary
Information on
Alternate

Revenue Bonds: Section 15 of the Local Government Debt Reform Act provides that whenever there exists for a governmental unit a revenue source, the issuer [C.U.S.D. No. 3] may issue its general obligation bonds payable from any revenue source, and such general obligation bonds may be referred to as “*Alternate Bonds*”.

Such bonds are general obligation debt payable from the pledged alternate revenues with the general obligation of the issuer acting as back-up security.

The Reform Act prescribes several conditions that must be met before Alternate Bonds may be issued.

1. First, Alternate Bonds must be issued for a lawful corporate purpose. If issued in lieu of revenue bonds, the Alternate Bonds must be authorized under applicable law. Alternate Bonds may be issued payable from either enterprise revenues or other revenue sources, or both.
2. Second, the question of issuance must be submitted to referendum if, within thirty (30) days after publication of an authorizing ordinance and notice of intent to issue Alternate Bonds, a petition signed by the greater of (i) 7.5% of the registered voters in the government unit or; (ii) 200 of those registered voters or 15%, whichever is less, is filed.
3. Third, the issuer [C.U.S.D. No. 3] must determine that the pledged revenue source or sources are sufficient in each year to final maturity to provide not less than 1.25 times debt service of the proposed Alternate Bonds and all other outstanding Alternate Bonds of the issuer [C.U.S.D. No. 3] payable from the same revenue source. To the extent payable from one or more revenue sources, such sources shall have been determined by the governing body [C.U.S.D. No. 3] to provide in each year an amount not less than 1.25 times debt service on all Alternate Bonds payable from such revenue sources previously issued and outstanding and the Alternate Bonds proposed to be issued. The issuer [C.U.S.D. No. 3] must in fact pledge and covenant to provide for, collect and apply the pledged alternate enterprise revenues or revenue source(s).

July 9, 2015

\$93,000,000 (not-to-exceed amount)
Field Museum of Natural History

REQUEST	<p>Purpose: Bonds will be issued in one or more series and the proceeds will be used by the Field Museum of Natural History (the “Museum”, or the “Borrower”), to provide for the (i) refunding of the outstanding principal balances of the following bond issues issued on behalf of the Museum: (a) Illinois Educational Facilities (hereinafter, “IEFA”) Series 1985 Revenue Bonds, (b) IEFA Series 1990 Revenue Bonds, (c) IEFA Series 1998 Revenue Bonds, and (d) IEFA Series 2000 Revenue Bonds (and, collectively, the “Prior Bonds”), and (ii) prospectively, to fund all or a portion of the costs of refunding the Prior Bonds, as permitted under the Illinois Finance Authority Act (and, collectively with refunding of the Prior Bonds, the “Financing Purposes”).</p> <p>Program: 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions - None</p>																
BOARD ACTIONS	Final Bond Resolution																
MATERIAL CHANGES	Voting Record – Preliminary Bond Resolution - June 11, 2015: 9 Yeas; 0 Nays; 0 Present; 2 Absent (Goetz; Knox); 3 Vacancies																
JOB DATA	<table border="0"> <tr> <td>339 FT; 57 PT;</td> <td>Current jobs</td> <td>N/A (Refunding)</td> <td>New jobs projected</td> </tr> <tr> <td></td> <td>N/A Retained jobs</td> <td>N/A (Refunding)</td> <td>Construction jobs projected</td> </tr> </table>	339 FT; 57 PT;	Current jobs	N/A (Refunding)	New jobs projected		N/A Retained jobs	N/A (Refunding)	Construction jobs projected								
339 FT; 57 PT;	Current jobs	N/A (Refunding)	New jobs projected														
	N/A Retained jobs	N/A (Refunding)	Construction jobs projected														
DESCRIPTION	<ul style="list-style-type: none"> • Location (Chicago/Cook County/Northeast Region) • The Field Museum of Natural History is incorporated as an Illinois not-for-profit corporation and is a 501(c)(3) corporation. • The Field Museum of Natural History is a private institution providing collection-based research, exhibits, and public education. The Museum focuses on diversity in the world’s physical environments and cultures and its collections are composed of over 25 million professionally maintained natural objects and man-made artifacts. 																
CREDIT INDICATORS	<ul style="list-style-type: none"> • The Museum’s current long-term debt rating is A1 from Moody’s (Outlook: Stable); affirmed 9/16/2014. 																
PROPOSED STRUCTURE	<ul style="list-style-type: none"> • The Field Museum proposes to convert \$89.0 million of Letter of Credit-secured Bonds bearing interest in a 7-day Variable Interest Rate Mode to a bank direct purchase structure with the following three banks: (i) Northern Trust: \$30,300,000; (ii) JPMorgan Chase Bank (through a wholly-owned subsidiary, DNT Asset Trust): \$29,800,000; and, (iii) Wintrust Bank: \$28,900,000. The Banks will continue to be secured by a general pledge from the Museum. • The Museum expects to maintain the scheduled final maturity dates in effect on the Prior Bonds of 11/1/2025 (from the Series 1985 and Series 1990 Bonds), 11/1/2032 (from the Series 1998 Bonds), and 11/1/2034 (from the Series 2000 Bonds). 																
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Refunding Bonds</td> <td>\$89,000,000</td> <td>Refund Prior IEFA Bonds</td> <td>\$89,000,000</td> </tr> <tr> <td>Equity</td> <td><u>750,000</u></td> <td>Issuance Costs</td> <td><u>750,000</u></td> </tr> <tr> <td>Total</td> <td><u>\$89,750,000</u></td> <td>Total</td> <td><u>\$89,750,000</u></td> </tr> </table>	Sources:		Uses:		IFA Refunding Bonds	\$89,000,000	Refund Prior IEFA Bonds	\$89,000,000	Equity	<u>750,000</u>	Issuance Costs	<u>750,000</u>	Total	<u>\$89,750,000</u>	Total	<u>\$89,750,000</u>
Sources:		Uses:															
IFA Refunding Bonds	\$89,000,000	Refund Prior IEFA Bonds	\$89,000,000														
Equity	<u>750,000</u>	Issuance Costs	<u>750,000</u>														
Total	<u>\$89,750,000</u>	Total	<u>\$89,750,000</u>														
RECOMMENDATION	Credit Review Committee recommends approval.																

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
July 9, 2015**

Project: Field Museum of Natural History

STATISTICS

Project Number:	N-NP-TE-CD-8743	Amount:	\$93,000,000 (not-to-exceed amount)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Chicago	County/ Region:	Cook/Northeast

BOARD ACTION

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

VOTING RECORD

Voting Record – Preliminary Bond Resolution - June 11, 2015: 9 Yeas; 0 Nays; 0 Present; 2 Absent (Goetz; Knox); 3 Vacancies

PURPOSE

Proceeds of the proposed IFA Series 2015 Refunding Bonds will enable the Field Museum of Natural History to provide for the (i) refunding of the outstanding principal balances of the following bond issues issued on behalf of the Museum: (a) Illinois Educational Facilities (hereinafter, “IEFA”) Series 1985 Revenue Bonds, (b) IEFA Series 1990 Revenue Bonds, (c) IEFA Series 1998 Revenue Bonds, and (d) IEFA Series 2000 Revenue Bonds (and, collectively, the “**Prior Bonds**”), and (ii) prospectively, to fund all or a portion of the costs of refunding the Prior Bonds, as permitted under the Illinois Finance Authority Act (and, collectively with refunding of the Prior Bonds, the “**Financing Purposes**”).

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment: 339 FT; 57 PT; 85 FT-Temporary	Projected new jobs: N/A (Refunding)
Jobs retained: N/A	Construction jobs: N/A (Refunding)

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

Sources:	IFA Refunding Bonds	\$89,000,000	Uses:	Refund IEFA Bonds	\$89,000,000
	Equity	<u>750,000</u>		Issuance Costs	<u>750,000</u>
	Total	<u>\$89,750,000</u>		Total	<u>\$89,750,000</u>

FINANCING SUMMARY

Structure/ Security:	The IFA Series 2015 Refunding Bonds are expected to be sold in three series based on the existing final maturity dates of the four series of bonds to be refunded. The three series will be purchased by (i) The Northern Trust Company, (ii) JPMorgan Chase Bank, N.A. (through a wholly-owned subsidiary DNT Asset Trust, a Delaware business trust), and (iii) Wintrust Bank (and collectively, the “Purchasers”). <i>It is expected that each Purchaser will be secured solely by a General Pledge of the Museum and will not be secured by a pledge of any real assets of the Museum, nor secured by a lien or security interest in the Museum’s collection.</i>
Underlying Ratings:	The Field Museum of Natural History currently has a long-term debt rating of A1 from Moody’s (Outlook – Stable), affirmed 9/16/2014. The proposed Refunding Bonds will be bank direct purchased and non-rated.
Maturity:	The Museum expects to maintain the existing maturity dates of the four series of bonds to be refunded (i.e., \$10,300,000 IEFA Series 1985, \$20,000,000 IEFA Series 1990, \$28,900,000 IEFA Series 1998, and \$29,800,000 IEFA Series 2000) which are expected to maintain their respective final maturity dates of 11/1/2025, 11/1/2025, 11/1/2032, and 11/1/2034, respectively.
Estimated Interest Rates:	The Field Museum and their Purchasers are expected to negotiate interest rates that are set based on market-based rates established prior to closing.
Timing:	July 2015 or August 2015
Rationale:	The proposed refundings are being undertaken to reduce letter of credit pricing risk and to reduce variable interest rate risk on the existing series of Bonds to be refunded.

PROJECT SUMMARY (FOR IFA PRELIMINARY BOND RESOLUTION)

Bonds will be issued in one or more series and the proceeds will be used by the Field Museum of Natural History (the “**Museum**”, or the “**Borrower**”), to provide for the (i) refunding of the outstanding principal balances of the following bond issues issued on behalf of the Museum: (a) Illinois Educational Facilities (hereinafter, “**IEFA**”) Series 1985 Revenue Bonds, (b) IEFA Series 1990 Revenue Bonds, (c) IEFA Series 1998 Revenue Bonds, and (d) IEFA Series 2000 Revenue Bonds (and, collectively, the “**Prior Bonds**”), and (ii) prospectively, to fund all or a portion of the costs of refunding the Prior Bonds, as permitted under the Illinois Finance Authority Act (and, collectively with refunding of the Prior Bonds, the “**Financing Purposes**”).

Estimated project costs are comprised of:

Refunding of Prior IEFA Bonds:	<u>\$89,000,000</u>
Total	<u>\$89,000,000</u>

BUSINESS SUMMARY

Background:	The Field Museum of Natural History (the “ Museum ” or the “ Borrower ”) was incorporated as an Illinois not-for-profit corporation in 1893 as the “Columbian Museum of Chicago” (before being renamed the “Field Museum of Natural History” in 1905). The Museum is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1985, as amended, as an organization described in Section 501(c)(3) thereof. The Museum is governed by an independent Board of Trustees (see page 6 for listing).
Description:	The Field Museum of Natural History is a private institution providing collection-based research, exhibits, and public education. The Museum focuses on diversity in the world’s physical environments and cultures and its collections are composed of over 25 million professionally maintained natural objects and man-made artifacts that emphasize four principal disciplines:

Anthropology, Botany, Geology, and Zoology. Additionally, the Museum undertakes related academic research including the Museum’s (i) Environment, Culture and Conservation Program, and its (ii) Biosynthesis Center operation.

The Museum and its collections originated and were an outgrowth from the World’s Columbian Exposition held in Chicago in 1893. The Field Museum is one of the largest natural history museums in the world and maintains its status through the size and quality of its educational and scientific programs and due to its extensive scientific specimen and artifact collections. These collections are considered a major research resource for the national and international scientific community and supports extensive research that tracks environmental changes.

The Museum is considered one of the world’s four preeminent natural history institutions together with (i) The Natural History Museum in London, (ii) the Smithsonian Institution’s Museum of Natural History in Washington, DC, and (iii) the American Museum of Natural History in New York City.

In addition to its permanent exhibits, the Museum maintains a strong temporary exhibition program and in-house produced special exhibitions, and provides a library to meet the research needs of the Museum’s scientific staff, visiting researchers, students, and members of the general public interested in natural history.

The Museum has been located at its present site on Chicago Park District property on S. Lake Shore Drive, near Roosevelt Road, since 1921. Today, the Field Museum is part of Chicago’s Lakefront Museum Campus that includes the John G. Shedd Aquarium and the Adler Planetarium.

Public Programs: A five-year summary of Museum attendance and membership follows in the table below:

Table 1: Summary of Museum Attendance and Membership:

<u>FYE December 31</u>	<u>Attendance</u>	<u>Admission Revenue</u>	<u>Membership</u>
2009	1,325,007	\$11,303,831	44,772
2010	1,527,369	\$11,126,794	44,586
2011	1,812,676	\$11,198,705	46,481
2012	1,431,933	\$11,103,453	47,516
2013	1,438,158	\$12,375,079	43,156

Source: Field Museum Continuing Disclosure Report for the fiscal year ended 12/31/2013 and posted on the MSRB’s EMMA website as of 6/26/2014.

The Museum is open to the public every day of the year, except December 25. No general admission fee is charged on 52 days annually to residents of the State of Illinois. In July 2011, the Governor of Illinois restructured the “free day” program, stipulating free general admission to Illinois residents only on those 52 days.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Field Museum of Natural History, 1400 S. Lake Shore Drive, Chicago, IL 60605
 Web site: www.fieldmuseum.org
 Contact: Jim Croft, PhD, Executive Vice President, (T): 312-665-7240; (F) 312-665-7216;
 E-mail: jcroft@fieldmuseum.org
 Project name: IFA Revenue Refunding Bonds, Series 2015 (Field Museum of Natural History)
 Location: 1400 S. Lake Shore Drive, Chicago (Cook County), IL 60605
 Organization: Illinois 501(c)(3) Corporation
 Board Membership: See attached list of Board of Trustees (see page 6)

Current Land Owner: Legal title to the Museum’s buildings in Grant Park and the land on which they are situated is vested in the Chicago Park District, but the Museum is vested with the sole and permanent right to the use and occupancy of the lands, buildings, and improvements at no cost to the Museum provided the facilities are used to support the Museum’s mission.

PROFESSIONAL & FINANCIAL

Borrower’s Counsel:	Quarles & Brady LLP	Chicago, IL	John Vail
Auditor:	GrantThornton LLP	Chicago, IL	
Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Nancy Burke
Purchasing Banks:	Northern Trust Company	Chicago, IL	
	DNT Asset Trust, a wholly-owned affiliate of JPMorgan Chase Bank, N.A.	Chicago, IL	
	Wintrust Bank	Chicago, IL	
Bank Counsel:	Dentons	Chicago, IL	Mary Wilson
Rating Agency:	Although the subject Bonds will be non-rated and not credit enhanced, the Field Museum has its own stand-alone investment grade rating (“A1”) from Moody’s as noted on p. 3 of this report.		
	Moody’s Investors Service, Inc.	New York, NY	
IFA Counsel:	Sanchez Daniels & Hoffman	Chicago, IL	John Cummins, Heather Erickson
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Jim Beck

LEGISLATIVE DISTRICTS

Congressional:	7
State Senate:	13
State House:	26

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FIELD MUSEUM OF NATURAL HISTORY - BOARD OF TRUSTEES:

(Bold = Executive Committee Member; * = Finance Committee Member)

James L. Alexander	Marshall Field V
T. Stanton Armour	Michael Flannery
Lucinda M. Baier	Jeffrey T. Foland
Charles W. Benton	James S. Frank
Susan M. Benton	* Marshall B. Front
Thomas L. Bernardin	J. Erik Fyrwald
Howard B. Bernick	Wilbur H. Gantz III
Amy E. Best	Ronald J. Gidwitz
Judith S. Block	* Ruth Ann M. Gillis
Norman R. Bobins	Robert H. Gordon
Gail K. Boudreaux	Antonio J. Gracias
Willard L. Boyd	* Jack M. Greenberg
Jean-Claude Brizard	* Judy Greffin
John L. Bucksbaum	Lewis S. Gruber
Barbara Byrd-Bennett	Adnaan Hamid
John A. Canning, Jr.	Wayne E. Hedien
Gregory C. Case	David D. Hiller
* Dr. Richard A. Chaifetz	Doris B. Holleb
Worley H. Clark Jr.	Richard M. Jones
Richard W. Colburn	Todd Kaplan
James W. Compton	Bryant L. Keil
Frank W. Considine	Michael L. Keiser
Stanton R. Cook	Constance T. Keller
Kenneth W. Coquillet	Jeffrey B. Keller
Sir Peter Crane FRS	* Richard L. Keyser
Robert W. Crawford Jr.	Kathleen Klaeser (<i>ex-officio</i>)
Marsha A. Cruzan	Will C. Kunkler III
James A. Delaney III	Randolph R. Kurtz
Louis T. Delgado	Richard W. Lariviere
Roger K. Deromedi	Diane von Schlegell Levy
Thomas E. Donnelley II	Robert B. Loveman
Richard Elden	Cary J. Malkin
Charles M. Falcone	Scott P. Marks Jr.
Michael W. Ferro Jr.	John W. McCarter Jr.
Rick Fezell	W. James McNerney Jr.
Jamee C. Field	Bobby Mehta
Clare Munana	Adele S. Simmons
Leo F. Mullin	Matthew K. Simon
Neil S. Novich	Dawn L. Solomon
James J. O'Connor Sr.	* Michael Tang
Michael G. O'Grady	* Mark Tebbe
David C. Parry	David M. Tolmie
Aurie A. Pennick	Bryan Traubert (<i>ex-officio</i>)
Richard J. Pigott	Mark R. Walter
John F. Podjasek III	Everett S. Ward
* Peter B. Pond	Laura S. Washington
Kimberly Querrey	Gregory D. Wasson
Elizabeth W. Reese	Robert L. Wesley
Douglas P. Regan	Miles D. White
Thomas S. Ricketts	William J. White
John W. Rowe	W. Rockwell Wirtz
Ryan S. Ruskin (<i>ex-officio</i>)	Patrick Wood-Prince
Michael J. Sacks	Blaine J. Yarrington
Nydia Searle	
Elizabeth D. Sharp (<i>ex-officio</i>)	
Jai Shekhawat	
Alejandro Silva	

\$23,000,000 (not-to-exceed amount)
Shedd Aquarium Society

July 9, 2015

REQUEST	<p>Purpose: Proceeds of the Bond will be used by the Shedd Aquarium Society (the “Shedd”, or the “Borrower”), and will be combined with other funds provided by the Borrower for the purposes of (i) currently refunding and redeeming all of the outstanding Illinois Finance Authority Series 2005 Bonds (Shedd Aquarium Society) and (ii) paying certain costs relating to the issuance of the Bond and the refunding of the Series 2005 Bonds, all as permitted under the Act.</p> <p>Program: 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions - None</p>																
BOARD ACTIONS	Final Bond Resolution (one-time consideration)																
MATERIAL CHANGES	This is the first time this Project has been presented to the IFA Board of Directors.																
JOB DATA	<table border="0"> <tr> <td>285 FT; 83 PT; Current jobs</td> <td>N/A (Refunding)</td> <td>New jobs projected</td> </tr> <tr> <td>126 Temporary</td> <td></td> <td></td> </tr> <tr> <td>N/A Retained jobs</td> <td>N/A (Refunding)</td> <td>Construction jobs projected</td> </tr> </table>	285 FT; 83 PT; Current jobs	N/A (Refunding)	New jobs projected	126 Temporary			N/A Retained jobs	N/A (Refunding)	Construction jobs projected							
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126 Temporary																	
N/A Retained jobs	N/A (Refunding)	Construction jobs projected															
DESCRIPTION	<ul style="list-style-type: none"> • Location (Chicago/Cook County/Northeast Region) • The Shedd Aquarium Society is incorporated as an Illinois not-for-profit corporation and is a 501(c)(3) corporation. • The Shedd Aquarium Society was established in 1924 to construct, maintain and operate an aquarium or museum of aquatic life, exclusively for educational and scientific purposes, for the collection, care, study, and exhibition of fish and other aquatic animals and plant life, and the education of the public. 																
CREDIT INDICATORS	<ul style="list-style-type: none"> • The Shedd’s current long-term debt rating is A1 from Moody’s (Outlook: Stable); affirmed 6/4/2013. 																
PROPOSED STRUCTURE	<ul style="list-style-type: none"> • The Aquarium’s outstanding Series 2005 Bonds (Assured Guaranty bond insurance – enhanced) will be refunded by a direct bank purchase issue by JPMorgan Chase Bank, N.A. (through its wholly-owned subsidiary DNT Asset Trust, a Delaware business trust). • The Museum expects to maintain the scheduled final maturity dates in effect on the Prior IFA Series 2005 Bonds to be refunded (i.e., 7/1/2027). 																
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Refunding Bonds</td> <td>\$22,945,000</td> <td>Refund Prior IEFA Bonds</td> <td>\$22,945,000</td> </tr> <tr> <td>Equity</td> <td><u>188,000</u></td> <td>Issuance Costs</td> <td><u>188,000</u></td> </tr> <tr> <td>Total</td> <td><u>\$23,133,000</u></td> <td>Total</td> <td><u>\$23,133,000</u></td> </tr> </table>	Sources:		Uses:		IFA Refunding Bonds	\$22,945,000	Refund Prior IEFA Bonds	\$22,945,000	Equity	<u>188,000</u>	Issuance Costs	<u>188,000</u>	Total	<u>\$23,133,000</u>	Total	<u>\$23,133,000</u>
Sources:		Uses:															
IFA Refunding Bonds	\$22,945,000	Refund Prior IEFA Bonds	\$22,945,000														
Equity	<u>188,000</u>	Issuance Costs	<u>188,000</u>														
Total	<u>\$23,133,000</u>	Total	<u>\$23,133,000</u>														
RECOMMENDATION	Credit Review Committee recommends approval.																

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
July 9, 2015**

Project: Shedd Aquarium Society

STATISTICS

Project Number:	N-NP-TE-CD-8758	Amount:	\$23,000,000 (not-to-exceed amount)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Rich Frampton and Brad R. Fletcher
Location:	Chicago	County/ Region:	Cook/Northeast

BOARD ACTION

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

VOTING RECORD

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

PURPOSE

Proceeds of the IFA Series 2015 Bond will be used to current refund 100% of the outstanding balance of IFA Series 2005 Bonds and pay costs of issuance. This refinancing will also enable the Shedd to convert from an insured structure to a bank direct purchase structure.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment: 285 FT; 83 PT; 126-Temporary	Projected new jobs: N/A (Refunding)
Jobs retained: N/A	Construction jobs: N/A (Refunding)

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

Sources:	IFA Refunding Bonds	\$22,945,000	Uses:	Refund IEFA Bonds	\$22,945,000
	Equity	188,000		Issuance Costs	188,000
	Total	<u>\$23,133,000</u>		Total	<u>\$23,133,000</u>

FINANCING SUMMARY

Structure/ Security:	The IFA Series 2015 Refunding Bonds will be purchased directly by JPMorgan Chase Bank, N.A. and will be structured, effectively, as a stand-alone tax-exempt commercial loan. <i>It is expected that the Bank will be secured solely by a General Pledge of the Shedd Aquarium Society and will not be secured by a pledge of any real assets of the Aquarium, nor secured by a lien or security interest in any other fixed assets.</i>
Underlying Ratings:	The Shedd currently has a long-term debt rating of A1 from Moody's (Outlook – Stable), affirmed 6/4/2013. The proposed Refunding Bonds will be bank direct purchased and non-rated. Although Shedd has an investment grade credit rating, the Aquarium has no debt outstanding in the market sold based solely on the Aquarium's underlying debt rating.
Maturity:	The Aquarium expects to maintain the existing maturity date of its outstanding IFA Series 2005 Bonds (i.e., 7/1/2027 – approximately 12 years).
Estimated Interest Rates:	The Shedd Aquarium and the Bank are expected to negotiate interest rates with the Purchaser that will reflect market-based rates and will be set prior to closing.
Timing:	July 2015
Rationale:	The proposed refunding will reduce annual debt service expense thereby providing surplus cash flow for program costs.

PROJECT SUMMARY (FOR IFA FINAL BOND RESOLUTION)

Proceeds of the Bond will be used by the Shedd Aquarium Society (the “**Shedd**”, or the “**Borrower**”), and will be combined with other funds provided by the Borrower for the purposes of (i) currently refunding and redeeming all of the outstanding Illinois Finance Authority Series 2005 Bonds (Shedd Aquarium Society) and (ii) paying certain costs relating to the issuance of the Bond and the refunding of the Series 2005 Bonds, all as permitted under the Act.

Estimated project costs are comprised of:

Refunding of Prior IFA Series 2005 Bonds:	<u>\$22,945,000</u>
Total	<u>\$22,945,000</u>

BUSINESS SUMMARY

Background:	The Shedd Aquarium Society was incorporated as an Illinois not-for-profit corporation in 1924. The Shedd is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1985, as amended, as an organization described in Section 501(c)(3) thereof. The Shedd is governed by an independent Board of Trustees (see page 5 for listing).
Description:	<p>The Shedd Aquarium Society was established in 1924 to construct, maintain and operate an aquarium or museum of aquatic life, exclusively for educational and scientific purposes, for the collection, care, study, and exhibition of fish and other aquatic animals and plant life, and the education of the public.</p> <p>The Society opened the John G. Shedd Aquarium, which had been constructed as a gift to the citizens of Chicago by John Graves Shedd, chairman of the board of Marshall Field & Company later in the 1920s. Located in the Museum Campus in downtown Chicago, the Aquarium contains one of the largest collections of aquatic life in the world. At the Aquarium, animals connect guests to the living world, with the purpose of inspiring visitors to make a difference. The Shedd's exhibits and learning programs encourage visitors to support conservation efforts that protect wildlife and habitats around the world.</p>

The Aquarium also performs research worldwide to support the health of animals in its care and vibrant wild populations around the world. The Aquarium is open 363 days each year. General admission fees are not charged to Illinois residents on 52 days each year. In addition, Illinois school children are eligible for free admission.

The Aquarium has been the most-visited (paid) cultural institution in the city of Chicago for 16 of the past 20 years. In 2014, approximately 45% of the Aquarium's 1.8 million guests were from Illinois, 43% from other states and 12% were international visitors.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Shedd Aquarium Society, 1200 S. Lake Shore Drive, Chicago, IL 60605
Web site: www.sheddaquarium.org
Contact: Joyce Simon, Executive Vice President/Chief Financial Officer, (T): 312.692.3114
E-mail: jsimon@sheddaquarium.org
Project name: IFA Revenue Refunding Bonds, Series 2015 (Shedd Aquarium Society)
Location: 1200 S. Lake Shore Drive, Chicago (Cook County), IL 60605
Organization: Illinois 501(c)(3) Corporation
Board Membership: *See attached list of Board of Trustees (see page 5)*
Current Land Owner: Legal title to the Shedd's buildings in Grant Park and the land on which they are situated is vested in the Chicago Park District, but the Shedd is vested with the sole and permanent right to the use and occupancy of the lands, buildings, and improvements at no cost to the Shedd provided the facilities are used to support the Shedd's mission.

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Chapman and Cutler LLP	Chicago, IL	Chris Walrath
Auditor:	Plante Moran LLP	Chicago, IL	
Bond Counsel:	Chapman and Cutler LLP	Chicago, IL	Nancy Burke
Purchasing Bank:	DNT Asset Trust, a wholly-owned affiliate of JPMorgan Chase Bank, N.A.	Chicago, IL	
Bank Counsel:	Nixon Peabody LLP	Chicago, IL	Julie Seymour
Rating Agency:	Although the subject Bonds will be non-rated and not credit enhanced, the Shedd Aquarium Society has its own stand-alone investment grade rating ("A1") from Moody's as noted on p. 3 of this report.		
IFA Counsel:	Hinshaw & Culbertson LLP	Chicago, IL	Leslie Richards-Yellen
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Jim Beck

LEGISLATIVE DISTRICTS

Congressional:	7
State Senate:	13
State House:	26

SHEDD AQUARIUM – BOARD OF TRUSTEES

Ted A. Beattie, *President/CEO – Shedd Aquarium Society*

Peter J. Bensen
Richard W. Burke, Sr.
Paul J. Carbone
William J. Chase
Elizabeth Hardigan Connelly
Eugene M. Cummings
Scott L. Dille
David L. Epstein
Richard E. Erwin
Tyrone C. Fahner
Sarah N. Garvey
H. John Gilbertson Jr.
Brett J. Hart
Wallace L. Head
Kym M. Hubbard
Brian A. Kenney
Richard L. Keyser
Thomas N. King
David J. Koo
Anne E. Krebs
Mitchell Krebs
Donna LaPietra
Stuart Larkins
Bruce K. Lee
Matthew Levin
Anna M. Livingston

Cheryl McKissack
Andrew McNally V
Harvey L. Miller
J. Jay Miller
Wade D. Miquelon
Susan E. Morrison
Christopher J. Oates
Ellen L. O'Connor
Jane B. Perkins
Ginevra Reed Ralph
Gregory H. Sachs
John F. Sandner
David P. Scharf
Rodd Schreiber
Nancy S. Searle
Lloyd A. Semple
Sandra L. Simon
Alex Singla
Mary Sehnert Smith
Guy E. Snyder
Steven J. Solomon
Tracy Souder
William C. Steers
Jane Warner
Reeve Byron Waud
Steve Weller
Donna Sims Wilson

\$585,000,000 (not-to-exceed amount)

The University of Chicago

July 9, 2015

REQUEST	<p>Purpose: Bond proceeds will be issued in one or more series and used by The University of Chicago (the “University” or the “Borrower”) for the purpose of providing all or a portion of the funds necessary to (i) finance, refinance or be reimbursed for all or a portion of the costs of the planning, design, acquisition, construction, renovation, improvement, expansion, completion and/or equipping of certain of its facilities constituting “educational facilities,” as defined in the Act (the “New Projects”), including capitalized interest and working capital expenditures related to the Project, if deemed desirable by the University, (ii) currently refund, advance refund or provide for the payment of all or a portion (if any) of the Illinois Finance Authority Revenue Bonds, The University of Chicago, Series 2007, issued and currently outstanding in the original aggregate principal amount of \$244,030,000 (the “Series 2007 Bonds”), the proceeds of which were loaned to the University and used to finance, refinance or be reimbursed for all or a portion of the costs of the acquisition, construction, renovation, improvement and equipping of certain of the University’s facilities constituting “educational facilities,” as defined in the Act (collectively with the New Project, the “Financed Properties”), (ii) fund one or more debt service reserve funds for the Bonds (as hereinafter defined) if deemed desirable by the University and (iv) pay certain costs relating to the issuance of the Bonds and the current refunding, advance refunding or provision for the payment of all or a portion (if any) of the Series 2007 Bonds, all as permitted under the Act (collectively referred to as the “Financing Purposes”).</p> <p>Program: 501(c)(3) Revenue Bonds and Revenue Refunding Bonds</p> <p>Extraordinary Conditions: None.</p>																				
BOARD ACTIONS	Preliminary Bond Resolution																				
MATERIAL CHANGES	Not applicable. This is the first time this matter has been presented to the IFA Board of Directors.																				
JOB DATA	<table border="0"> <tr> <td style="text-align: center;">11,819</td> <td style="text-align: center;">Current jobs</td> <td style="text-align: center;">TBD</td> <td style="text-align: center;">New jobs projected</td> </tr> <tr> <td style="text-align: center;">N/A</td> <td style="text-align: center;">Retained jobs</td> <td style="text-align: center;">TBD</td> <td style="text-align: center;">Construction jobs projected over 2 years</td> </tr> </table>	11,819	Current jobs	TBD	New jobs projected	N/A	Retained jobs	TBD	Construction jobs projected over 2 years												
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N/A	Retained jobs	TBD	Construction jobs projected over 2 years																		
DESCRIPTION	<ul style="list-style-type: none"> ● Project Location: City of Chicago (Cook County) ● Type of entity: The University, a 501(c)(3) organization incorporated under Illinois law, is a private, non-sectarian, co-educational institution of higher learning founded by John D. Rockefeller in 1890 that is governed by a fifty-three member Board of Trustees. 																				
CREDIT INDICATORS	<ul style="list-style-type: none"> ● The plan of finance contemplates Bonds to be sold in one or more series. Fixed Rate Bonds will be sold based on the University’s underlying long-term debt ratings of Aa1/AA/AA+ (Moody’s/S&P/Fitch). ● Barclays Capital, Inc. has been engaged by the Borrower as Underwriter/Senior Manager. The Co-Senior Manager and Co-Managers, also selected pursuant to the University’s procurement policies, are identified on page 7 of this report. 																				
SECURITY	<ul style="list-style-type: none"> ● The Bonds will be a general unsecured corporate obligation of the University and as such will not be secured by a mortgage or security interest on any of the University’s assets, properties or funds. 																				
MATURITY	<ul style="list-style-type: none"> ● Bonds will mature no later than 40 years from the issue date. ● Both sizing and interest rate modes (tax-exempt and taxable) to be determined based on evaluation of market conditions by the University and its financing team at pricing. <i>The amounts represented in this report represent not-to-exceed parameters.</i> 																				
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA New Money Bonds</td> <td style="text-align: right;">\$350,000,000</td> <td>New Money Project Fund</td> <td style="text-align: right;">\$349,250,000</td> </tr> <tr> <td>IFA Refunding Bonds</td> <td style="text-align: right;"><u>235,000,000</u></td> <td>Refunding Bonds</td> <td style="text-align: right;">235,000,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td style="text-align: right;"><u>750,000</u></td> </tr> <tr> <td>Total</td> <td style="text-align: right;"><u>\$585,000,000</u></td> <td>Total</td> <td style="text-align: right;"><u>\$585,000,000</u></td> </tr> </table> <p>NOTE: The proposed tax-exempt issuance amounts reported above are preliminary, and subject to change. The proposed IFA Series 2015 Bonds may ultimately be replaced, in part, by a series of Taxable Bonds to be issued directly by the University.</p>	Sources:		Uses:		IFA New Money Bonds	\$350,000,000	New Money Project Fund	\$349,250,000	IFA Refunding Bonds	<u>235,000,000</u>	Refunding Bonds	235,000,000			Costs of Issuance	<u>750,000</u>	Total	<u>\$585,000,000</u>	Total	<u>\$585,000,000</u>
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Total	<u>\$585,000,000</u>	Total	<u>\$585,000,000</u>																		
RECOMMENDATION	Credit Review Committee recommends approval.																				

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 July 9, 2015**

Project: The University of Chicago

STATISTICS

Project Number: E-PC-TE-CD-8759	Amount: \$585,000,000 (not-to-exceed)
Type: 501(c)(3) Revenue Bonds	IFA Staff: Rich Frampton and Brad R. Fletcher
Location: Chicago	County/Region: Cook County/Northeast

BOARD ACTION

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

VOTING RECORD

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

PURPOSE

Bond proceeds will be issued in one or more series and used by **The University of Chicago** to (i) finance a series of New Money projects and to (ii) currently refund, advance refund or provide for the payment of all or a portion (if any) of the Illinois Finance Authority Revenue Bonds, The University of Chicago, Series 2007, (the “**Series 2007 Bonds**”), (iii) fund one or more debt service reserve funds for the Bonds, and (iv) pay certain costs relating to the issuance of the Bonds (collectively referred to as the “**Financing Purposes**”).

IFA PROGRAM AND CONTRIBUTION

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.

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources: IFA New Money Bonds	\$350,000,000	Uses: New Money Project Fund	\$349,250,000
IFA Refunding Bonds	<u>235,000,000</u>	Refunding Bonds	235,000,000
		Costs of Issuance	<u>750,000</u>
Total	<u>\$585,000,000</u>	Total	<u>\$585,000,000</u>

Note: Final Bond Sizing will be based on market conditions at pricing. The amounts represented in this report represent not-to-exceed parameters and the final amount is subject to change. Additionally, the University contemplates issuing a series of taxable bonds (non-IFA Bonds) to provide additional financing (or to finance a portion of project costs identified above).

JOBS

Current employment:	11,733 (2,190 faculty; 9,543 FT and PT staff)	Projected new jobs:	Forthcoming (to be updated at time of Final Bond Resolution)
Jobs retained:	N/A	Construction jobs:	Forthcoming (at Final Res.)

***Note:** A portion of the proceeds of the IFA Series 2015 New Money Bonds will finance the continued build-out of various projects previously financed with prior IFA Bond issues, including the University of Chicago Laboratory School and the Campus North Residence Hall and Dining Facility. Additionally, there will be three new projects (Keller Center; David M. Rubinstein Forum; LASR Renovation) – the updated jobs forecast will only reflect project and construction employment associated with the new projects.

FINANCING SUMMARY

Security:	The Bonds will be a general unsecured corporate obligation of the University and as such will not be secured by a mortgage or security interest on any of the University's assets, properties, or funds.
Structure:	The plan of finance contemplates the public issuance of an amount not-to-exceed \$585million of tax-exempt debt to be issued in one or more series. Fixed Rate Bonds would be sold based on the University's underlying long-term debt ratings of Aa1/AA/AA+ (Moody's/S&P/Fitch). Barclays Capital, Inc. has been engaged by the Borrower to serve as Senior Manager.
Interest Rate:	The University and their financing team will determine interest rate modes and the mix of tax-exempt and taxable bonds after evaluating market conditions and prospective transaction sizing in advance of pricing.
Underlying Debt Ratings:	The University's current underlying ratings are: (1) long-term: Aa1/AA/AA+ (Moody's/S&P/Fitch) and (2) short-term: P1/A-1+/F1+ (Moody's/S&P/Fitch). The most recent long-term rating actions undertaken by each agency are noted below: <ul style="list-style-type: none">• Moody's: Ratings affirmed with Stable outlook as of 5/15/2015.• Standard & Poor's: Assigned "AA" rating to IFA Series 2014A Bonds and the University's Series 2014B Taxable Bonds with Negative outlook as of 7/16/2014.• Fitch: Ratings affirmed with Stable outlook as of 1/30/2015.
Maturity:	Not later than 2055 (i.e., 40 years from issuance date; maximum parameter) on any New Money Bonds. Maturity to be determined on any Refunding Bonds.
Estimated Closing Date:	August 2015

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

Bond proceeds will be issued in one or more series and used by **The University of Chicago** (the "**University**" or the "**Borrower**") for the purpose of providing all or a portion of the funds necessary to (i) finance, refinance or be reimbursed for all or a portion of the costs of the planning, design, acquisition, construction, renovation, improvement, expansion, completion and/or equipping of certain of its facilities constituting "educational facilities," as defined in the Act (the "**Project**"), including capitalized interest and working capital expenditures related to the Project, if deemed desirable by the University, (ii) currently refund, advance refund or provide for the payment of all or a portion (if any) of the Illinois Finance Authority Revenue Bonds, The University of Chicago, Series 2007, issued and currently outstanding in the original aggregate principal amount of \$244,030,000 (the "**Series 2007 Bonds**"), the proceeds of which were loaned to the University and used to finance, refinance or be reimbursed for all or a portion of the costs of the acquisition, construction, renovation, improvement and equipping of certain of the

University's facilities constituting "educational facilities," as defined in the Act (collectively with the Project, the "**Financed Properties**"), (ii) fund one or more debt service reserve funds for the Bonds (as hereinafter defined) if deemed desirable by the University and (iv) pay certain costs relating to the issuance of the Bonds and the current refunding, advance refunding or provision for the payment of all or a portion (if any) of the Series 2007 Bonds, all as permitted under the Act (collectively referred to as the "**Financing Purposes**").

BUSINESS SUMMARY

Description: **The University of Chicago** (the "**University**" or the "**Borrower**") is a 501(c)(3) organization incorporated under Illinois law. The University is a private, non-sectarian, co-educational institution of higher learning founded by John D. Rockefeller in 1890 that is governed by a Board of Trustees (see pages 5-6 for listing of the 55 members of the Board of Trustees as of 12/31/2014). The by-laws of the University provide that the Board shall not exceed 55 members, each elected for a five-year term.

Description: The University of Chicago has emphasized both research and teaching from its inception. The University has had a major impact on American higher education -- including devising the four-quarter academic year, developing extension courses and programs in the liberal arts for adults, establishing a general education program for undergraduates, initiating a full-time medical school teaching faculty, and establishing the first executive MBA program. The University has a highly respected education department and the University is a nationally recognized leader in both the sciences and social sciences.

At the University, campus and community are interconnected in partnerships that serve both to support the community and to train future policymakers, social workers, artists, and social and political leaders. The University of Chicago Charter School, run by the Center for Urban School Improvement, serves students with four campuses for students in pre-kindergarten through high school. The Mandel Legal Aid Clinic teaches Law School students advocacy skills, professional ethics, and the effect of legal institutions on the poor, while assisting indigent clients.

The University of Chicago's 215-acre Hyde Park Campus is located eight miles south of downtown Chicago. The Hyde Park Campus, designated a botanic garden in 1997, stretches along both sides of the Midway Plaisance, a broad parkway designed by Frederick Law Olmstead for the city's South Park System developed in connection with the World's Columbian Exposition in 1893. The campus is arranged in a series of quadrangles, with a blend of traditional English Gothic and award-winning modern buildings designed by renowned international architects.

Applications to the University's **Undergraduate College** (the "**College**") have increased substantially since 2008-2009, which in turn has allowed the University to become more selective. The University offers 50 majors and 29 minors in the undergraduate college. The University offers 6 professional schools and 5 divisions in graduate study.

In research, the University has had 89 Nobel Prize winners, including 7 current faculty members. The University also manages the Argonne National Laboratory (under terms of a cost reimbursement contract with the U.S. Department of Energy) and Fermi National Accelerator Laboratory (via a joint venture).

In 2014-2015, the College received 27,500 applications (up from 25,268 applications in 2012-2013) of which 2,409 were selected. In comparison, for academic year 2008-2009, the College received 12,377 applications and selected 3,454 for admission in 2008-2009). Indicative of the College's increasing selectivity, the mean SAT score was 1489 for the 2014-2015 academic year, compared to 1412 (SAT) in the 2008-2009 academic year. According to the University's 2014 Annual Operating Information for the year ended 6/30/2014 (posted on the MSRB's EMMA website on 12/12/2014), the College accepted 9.0 percent of the 27,500 applications it received for the 2014-15 academic year.

The College's selectivity has increased as undergraduate enrollment has increased from 4,642 students in 2005-2006 to 5,729 in 2014-2015. The University also had 8,499 graduate, professional, and other students in academic 2014-2015. This continued growth in the undergraduate student body reflects successful implementation of the University's strategic plan.

The University is a "need blind" institution with an extensive financial aid program that is designed to enable the most qualified students to attend the University regardless of individual financial circumstances. More than 1,000 students in academic 2014-15 in The (Undergraduate) College received "Odyssey Scholarships", which eliminate student loans for low-income and moderate-income students for those with family income below \$60,000 (and reduce loan indebtedness for others). The Odyssey Scholarships were capitalized by a \$100 million anonymous donation.

Since 1913, the University has been continuously accredited by the Higher Learning Commission of the North Central Association.

ECONOMIC DISCLOSURE STATEMENT

Applicant: The University of Chicago, 5801 S. Ellis Avenue, Chicago, IL 60637
Contact: Rowan Miranda, Senior Associate VP for Finance & Administration and Treasurer
T: (773) 702-1940; E-mail: rmiranda@uchicago.edu
Website: www.uchicago.edu

Site Locations
(New Projects): The University's Hyde Park Campus: The University's general campus is bordered by 47th Street on the north; Lake Shore Drive on the east; 61st Street on the south; and Cottage Grove Ave. on the west in Chicago, Illinois. A portion of the Bond proceeds may also be used to fund (or refund) costs of projects undertaken at other locations owned or operated by the University (and will be identified at the time of the Bond Resolution, as applicable).

Project name: IFA Series 2015 Revenue Bonds and Revenue Refunding Bonds (The University of Chicago Project); to be issued in one or more series

Board

Of Trustees: **Trustees/ Professional Affiliation**
Andrew M. Alper Chairman, Alper Investments Inc.
David G. Booth Co-CEO and Chairman, Dimensional Fund Advisors
David B. Brooks Op-Ed Columnist, New York Times Company
Debra A. Cafaro, Chairman and CEO Ventas, Inc.
Thomas A. Cole, Sidley Austin LLP
E. David Coolidge, Vice Chairman, William Blair & Company, LLC
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Daniel L. Doctoroff CEO and President, Bloomberg LP
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Craig J. Duchossois CEO, The Duchossois Group, Inc.

John A. Edwardson Retired Chairman and CEO, CDW
James S. Frank President and CEO, Wheels Inc.
Jack W. Fuller Retired President, Tribune Publishing Company
Timothy M. George Vice Chairman, U.S. Investment Banking, Lazard
Rodney L. Goldstein Chairman and Managing Director, Frontenac Company
Mary Louise Gorno, Vice Chairman of the Board, Managing Director, Hudson Global, Inc.
Kathryn C. Gould Co-Founder, Foundation Capital
Kenneth C. Griffin, CEO and Founder, Citadel
Sanford J. Grossman, Chairman and CEO, Quantitative Financial Strategies, Inc.

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Kenneth M. Jacobs Chairman and CEO, Lazard
Karen L. Katen Senior Advisor, Essex Woodlands Health Ventures
Dennis J. Keller, Vice Chairman of the Board, Retired Chairman and CEO, Co-Founder, DeVry Inc.
Steven A. Kersten President, Water Saver Faucet Company
James M. Kilts Founding Partner, Centerview Partners
Michael J. Klingensmith Publisher and CEO, Minneapolis Star Tribune
Michael L. Klowden President and CEO, Milken Institute
Rachel D. Kohler Principal, KoHop Ventures
Robert W. Lane Retired Chairman, Deere & Company
Charles Ashby Lewis Chairman, Lewis-Sebring Family Foundation
John Liew Co-Founder, AQR Capital Management, LLC
Peter W. May President and Founding Partner, Triam Partners
Joseph Neubauer, Chairman, Next Egg Group
Emily Nicklin Partner, Kirkland & Ellis LLP
Michael P. Polsky Founder, President, and CEO, Invenergy, LLC
Myrtle S. Potter President and CEO, Myrtle Potter and Company LLC
Link to UofC Board Member Listing: <https://trustees.uchicago.edu/>

Thomas J. Pritzker Executive Chairman, Hyatt Hotels Corporation
John W. Rogers, Jr. Chairman and CEO, Ariel Investments, LLC
Emmanuel Roman, CEO, Man Group Plc
Andrew M. Rosenfield Managing Partner, Guggenheim Partners
David M. Rubenstein Co-Founder and Co-CEO, The Carlyle Group
Alvaro J. Saleh Chairman of the Board, CorpGroup
Nassef O. Sawiris CEO, OCI N.V.
Steve G. Stevanovich President, SGS Group of Companies
Elizabeth M. Thompson Nonprofit Organization Specialist
Mary A. Tolan Chairman, Chicago Pacific Founders
Byron D. Trott Chairman and CEO, BDT Capital Partners
Marshall I. Wais CEO, Marwais International LLC
Gregory W. Wendt Senior Vice President, Capital Research Company
Donald R. Wilson, Jr. CEO, Partner, DRW Trading Group
Paula Wolff Senior Executive, Metropolis Strategies
Paul G. Yovovich President, Lake Capital
Francis T. F. Yuen Chairman, Ortus Capital Management Ltd.
Robert J. Zimmer President, The University of Chicago

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Schiff Hardin LLP	Chicago, IL	Bruce Weisenthal
Auditor:	KPMG LLP	Chicago, IL	David Seid
Borrower Financial Advisor:	Prager & Co., LLC	San Francisco, CA	Susan Fitzgerald
		New York, NY	Mary Jane Darby
Bond Counsel:	Chapman & Cutler LLP	Chicago, IL	Nancy Burke
Underwriter/Senior Manager:	Barclays Capital, Inc.	New York, NY	John Augustine
Co-Senior Manager:	RBC Capital Markets LLC	Chicago, IL	Lorrie DuPont
Co-Managers:	Wells Fargo Securities	Chicago, IL	
	Loop Capital Markets, LLC	Chicago, IL	Alfred Dinwiddie II
	William Blair & Co., LLC	Chicago, IL	John Peterson
Underwriter's Counsel:	Pugh Jones & Johnson, P.C.	Chicago, IL	Lorraine Tyson
Trustee:	To be determined (<i>the University will select and identify prior to returning for consideration of a Bond Resolution</i>)		
Architects:	Farr Associates	Chicago, IL	
	Diller Scofidio and Renfro	New York, NY	
	FGM/Valerio Dewalt Train Associates	Chicago, IL	
	Studio Gang Architects	Chicago, IL	
	Perkins Eastman	Chicago, IL	
Construction Managers:	Berglund Construction	Chicago, IL	
	Lend Lease (US) Construction, Inc.	Chicago, IL	
	Mortenson Construction	Chicago, IL	
	Turner Construction Company	Chicago, IL	
IFA Counsel:	Burke Burns & Pinelli, Ltd.	Chicago, IL	Steve Welcome
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Jim Beck

LEGISLATIVE DISTRICTS

Hyde Park Campus

Congressional:	1
State Senate:	13
State House:	25

July 9, 2015

\$45,000,000 (not-to-exceed amount)

Villa St. Benedict

REQUEST	<p>Purpose: Bond proceeds will be used by Villa St. Benedict (the “Corporation” or the “Borrower”) to: (i) current refund all or a portion of the outstanding Illinois Health Facilities Authority Revenue Bonds, Series 2003A-1 (the “Prior Bonds”); (ii) pay or reimburse the Borrower for the payment of all or a portion of the costs of renovating and equipping the Corporation’s existing senior living facilities owned by the Borrower, and all necessary and attendant facilities, equipment, site work, zoning, entitlements and utilities related thereto; (iii) fund a debt service reserve fund; and (iv) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of Prior Bonds, all as permitted by the Illinois Finance Authority Act (collectively, the “Financing Purposes”).</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None</p>																												
BOARD ACTIONS	<p>Final Bond Resolution</p> <p>Voting Record (June 11, 2015) – Preliminary Bond Resolution – 9 Yeas; 0 Nays; 0 Abstain; 3 Absent (Goetz, Knox, Leonard); 3 Vacant.</p>																												
MATERIAL CHANGES	<p>FY 2014 audited financials; request for waivers of non-rated debt policy</p>																												
JOB DATA	<table border="0"> <tr> <td>125</td> <td>Current jobs</td> <td>N/A</td> <td>New jobs projected</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>N/A</td> <td>Construction jobs projected</td> </tr> </table>	125	Current jobs	N/A	New jobs projected	N/A	Retained jobs	N/A	Construction jobs projected																				
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N/A	Retained jobs	N/A	Construction jobs projected																										
DESCRIPTION	<ul style="list-style-type: none"> • Location: Lisle (DuPage County/Northeast Region) • Villa St. Benedict (the “Corporation”) was incorporated on June 25, 2000, under the Minnesota Non-Profit Corporation Law exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (IRC). The Corporation has two corporate members: the Benedictine Sisters of the Sacred Heart (“BSSH” or “Sisters”) and Benedictine Health System (“BHS”). The Corporation was created and organized to own, maintain, operate, and conduct facilities for long-term and congregate care, and assisted and independent living to the elderly in a single campus community in Lisle, Illinois. • The Corporation owns and operates a continuing care community, which includes 56 independent living villas, 141 independent living apartments, 65 assisted living units (including 14 memory support units), an underground parking structure, and related common areas. 																												
SECURITY	<ul style="list-style-type: none"> • The Bonds are expected to be secured by an assignment of a first leasehold mortgage and a collateral assignment of rents and leases. 																												
CREDIT INDICATORS	<ul style="list-style-type: none"> • The Corporation is a non-rated, single-purpose entity whose only current property is the subject project facility which it owns, on ground leased from BSSH (one of its corporate members) through December 31, 2033 (at that time, the lease will automatically renew for 10 additional years as long as the lease has not been terminated in accordance with specific provision). A feasibility study is being prepared by Management and CliftonLarsonAllen LLP. The feasibility study will be included in the prospectus/official statement. • The Corporation is requesting a waiver of the Authority’s policy for non-rated debt. The resolution approving the financing will be subject to the delivery of a an executed Feasibility Study to the Authority, which Feasibility Study shall demonstrate the financial viability of the Corporation after the issuance of the Series 2015 Bonds and the ability of the Corporation to pay debt service on the Series 2015 Bonds. The Corporation is also requesting a waiver of the requirement that there has not been a default in the preceding 3 years, since they have been operating under a forbearance agreement with the bondholders since 2010. 																												
STRUCTURE	<ul style="list-style-type: none"> • The Bonds will be fixed rate bonds sold through a public offering. The current maturity on the Prior Bonds is 2033. A 10 year extension (2043) structure is currently being contemplated. 																												
SOURCES AND USES (SUBJECT TO CHANGE)	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td>\$39,190,000</td> <td>Series 2003A-1 Refinancing</td> <td>\$34,043,595</td> </tr> <tr> <td>Trustee Held Funds</td> <td>\$3,684,900</td> <td>Series 2003A-1 Missed Principal</td> <td>\$4,600,000</td> </tr> <tr> <td>Equity Contribution</td> <td><u>\$587,850</u></td> <td>Cap-Ex Reimbursement</td> <td>\$585,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td>\$1,371,895</td> </tr> <tr> <td></td> <td></td> <td>Debt Service Reserve Fund</td> <td><u>\$2,862,260</u></td> </tr> <tr> <td>Total</td> <td><u>\$43,462,750</u></td> <td>Total</td> <td><u>\$43,462,750</u></td> </tr> </table>	Sources:		Uses:		IFA Bonds	\$39,190,000	Series 2003A-1 Refinancing	\$34,043,595	Trustee Held Funds	\$3,684,900	Series 2003A-1 Missed Principal	\$4,600,000	Equity Contribution	<u>\$587,850</u>	Cap-Ex Reimbursement	\$585,000			Costs of Issuance	\$1,371,895			Debt Service Reserve Fund	<u>\$2,862,260</u>	Total	<u>\$43,462,750</u>	Total	<u>\$43,462,750</u>
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Total	<u>\$43,462,750</u>	Total	<u>\$43,462,750</u>																										
RECOMMENDATION	<p>Credit Review Committee recommends approval.</p>																												

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 July 9, 2015**

Project: Villa St. Benedict

STATISTICS

Project Number: H-SL-TE-CD-8705	Amount: \$45,000,000 (Not-to-Exceed)
Type: 501(c)(3) Bonds	IFA Staff: Pam Lenane
City: Lisle	County/Region: DuPage/Northeast

BOARD ACTION

Final Bond Resolution	No IFA Funds at Risk
Conduit 501(c)(3) Bonds	EXTRAORDINARY CONDITION:
Credit Review Committee recommends approval	Waiver of Non-Rated Debt Policy being requested

VOTING RECORD

Voting Record (June 11, 2015) – Preliminary Bond Resolution – 9 Yeas; 0 Nays; 0 Abstain; 3 Absent (Goetz, Knox, Leonard); 3 Vacant.

PURPOSE

Bond proceeds will be used by Villa St. Benedict (the “**Corporation**” or the “**Borrower**”) to: (i) current refund all or a portion of the outstanding Illinois Health Facilities Authority Revenue Bonds, Series 2003A-1 (the “**Prior Bonds**”); (ii) pay or reimburse the Borrower for the payment of all or a portion of the costs of renovating and equipping the Corporation’s existing senior living facilities owned by the Borrower, and all necessary and attendant facilities, equipment, site work, zoning, entitlements and utilities related thereto; (iii) fund a debt service reserve fund; and (iv) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of Prior Bonds, all as permitted by the Illinois Finance Authority Act (collectively, the “**Financing Purposes**”).

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment: 125	Projected new jobs: N/A
Retained jobs: N/A	Construction jobs: N/A

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		Uses:	
IFA Bonds	\$39,190,000	Series 2003A-1 Refinancing	\$34,043,595
Trustee Held Funds	\$3,684,900	Series 2003A-1 Missed Principal	\$4,600,000
Equity Contribution	<u>\$587,850</u>	Cap-Ex Reimbursement	\$585,000
		Costs of Issuance	\$1,371,895
		Debt Service Reserve Fund	<u>\$2,862,260</u>
Total	<u>\$43,462,750</u>	Total	<u>\$43,462,750</u>

FINANCING SUMMARY

Security:	The proposed publicly offered Refunding Bonds are expected to be secured by a first leasehold mortgage on the Villa St. Benedict project and a collateral assignment of rents and leases.
Structure:	Fixed rate, tax-exempt bonds sold through a public offering.
Interest Rate:	To be determined on the day of pricing.
Interest Mode:	Fixed through final maturities.
Maturity:	November 15, 2043
Rating:	Non-rated
Estimated Closing Date:	September 2015

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be used by Villa St. Benedict (the “**Corporation**” or the “**Borrower**”) to: (i) current refund all or a portion of the outstanding Illinois Health Facilities Authority Revenue Bonds, Series 2003A-1 (the “**Prior Bonds**”); (ii) pay or reimburse the Borrower for the payment of all or a portion of the costs of renovating and equipping the Corporation’s existing senior living facilities owned by the Borrower, and all necessary and attendant facilities, equipment, site work, zoning, entitlements and utilities related thereto; (iii) fund a debt service reserve fund; and (iv) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of Prior Bonds, all as permitted by the Illinois Finance Authority Act (collectively, the “**Financing Purposes**”).

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BUSINESS SUMMARY

Villa St. Benedict (the “**Corporation**”) is a nonprofit corporation organized under the laws of the State of Minnesota and qualified to do business in the State of Illinois. The Corporation was formed on January 25, 2000 to develop and operate independent living apartments, additional assisted living units and townhome-type senior housing structures on the campus of the Benedictine Sisters of the Sacred Heart in Lisle, Illinois, in accordance with the charitable works tradition of the Roman Catholic Church.

The Corporation is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the “Code”), by virtue of being an organization described in Section 501(c)(3) of the Code and is not a private foundation within the meaning of Section 509(a) of the Code.

The Corporation has two corporate members: Benedictine Sisters of the Sacred Heart (“BSSH”), an Illinois not-for-profit corporation, and Benedictine Health System (“BHS”), a Minnesota nonprofit corporation.

Although the Borrower has operated the campus under a Forbearance Agreement since August 1, 2010, after much effort the interest due to the Bondholders is current and paid in full. During the extended fill period, BHS and the Sisters have advanced cash to cover operating losses and certain amounts due for debt service. BHS has taken back notes to evidence the advances, but to date cash flow has been insufficient to make any payments on this obligation. Please see below for additional information on the notes to BHS and the Sisters.

The Corporation borrowed \$6,258,000 from BHS to finance costs incurred in connection with development of the campus. The remaining \$6,000,000 balance is subordinate to payment of the debt service on the Series 2003A-1 Bonds and is forecasted to be subordinate to the Series 2015 Bonds. The note bears interest at 6.9%. Interest payments have not been made on this note and the accrued interest related to this note is included in other liabilities in the Corporation’s balance sheet. The Corporation has forecasted no payments on this loan through June 30, 2018.

The Corporation borrowed \$510,502 from BSSH to finance costs incurred to develop the campus prior to permanent financing and an additional \$68,219 from BSSH to finance various repairs. The note is subordinate to payment of the debt service on the Series 2003A-1 Bonds and is forecasted to be subordinate to the Series 2015 Bonds. The note payable bears interest at 6.9%. Interest payments have not been made on this note and the accrued interest related to this note is included in other liabilities in the Corporation’s balance sheet. The Corporation has forecasted no payments on this loan through June 30, 2018.

During the year ended June 30, 2009, the Corporation borrowed \$150,000 from BHS to finance required contributions to the bond funds for debt service. The remaining \$150,000 balance is subordinate to payment of the debt service on the Series 2003A-1 Bonds and is forecasted to be subordinate to the Series 2015 Bonds. The note payable bears interest at 6.9%. Interest payments have not been made on this note and the accrued interest related to this note is included in other liabilities in the Corporation’s balance sheet. The Corporation has forecasted no payments on this loan through June 30, 2018.

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ECONOMIC DISCLOSURE STATEMENT

Applicant: Villa St. Benedict
Location: 1920 Maple Ave.
Lisle (DuPage County), IL
60532
Project name: Villa St. Benedict (IFA Series 2015 Bonds)
Organization: 501(c)(3) Not-for-Profit Corporation
State: Illinois
Contact: Kathy DiCristina, CEO – (630)-725-7000 - kdicristina@villastben.org

Board of Trustees:

Thomas J. Norris, Chair
Sister Helen Jilek, OSB, Vice Chair
Kevin Rymanowski, Treasurer
Alice Sima, Secretary
Sister Sharon M. Stola
Sister Judith A. Heble, OSB
John Vidmar
Abbot H. Anderson, OSB
Peter Wrenn
Sister Clare M. Trettel, OSB

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Nixon Peabody LLP	Chicago	James Broeking
Underwriter:	Ziegler	Chicago	Steve Johnson
Bond Counsel:	Chapman and Cutler LLP	Chicago	John Bibby
Underwriter's Counsel:	Dentons	Chicago	Katie Ashton
Bond Trustee:	UMB	Minneapolis	Ginny Housum
Trustee's Counsel:	Mintz Levin	Boston	Poonam Patidar
Issuer's Counsel:	Pugh, Jones, & Johnson, P.C.	Chicago	Lorraine Tyson
Financial Advisor:	Sycamore Advisors LLC	Chicago, IL	Melanie Shaker

LEGISLATIVE DISTRICTS

Congressional: 11
State Senate: 21
State House: 42

SERVICE AREA

The primary service area includes DuPage County and selected zip codes in northeast Illinois, including adjacent areas of Cook, Will, and Kane Counties.



CONDUIT

July 9, 2015

\$500,000,000 OSF Healthcare System

REQUEST	<p>Purpose: The Series 2015 tax-exempt bonds will be used to refund Series 2007A, 2009A, 2009E bonds by depositing in an escrow account sufficient Treasury securities to pay principal and interest on the bonds until their respective call dates; to refinance an approximately \$32 million taxable loan used for the acquisitions of Kewanee Hospital in Kewanee and St. Anthony’s Health Center in Alton; to construct and equip a bed tower at Saint Anthony Medical Center in Rockford which received a CON for \$85,292,193; and to finance or to be reimbursed for approximately \$60 million of various capital projects at the Corporation’s Illinois facilities.</p> <p>Proceeds of the taxable bonds will be used for the advance refunding of a portion of the Series 2009A bonds and for other corporate purposes.</p> <p>Program: Conduit 501 (c)(3) Bonds</p> <p>Extraordinary Conditions: None.</p>																																																												
BOARD ACTIONS	Final Bond Resolution (<i>One-Time Consideration</i>)																																																												
MATERIAL CHANGES	None – this is the first time this financing has been presented to the IFA Board of Directors.																																																												
JOB DATA	<table border="0"> <tr> <td>12,747</td> <td>Current jobs</td> <td>N/A</td> <td>Jobs created by project</td> </tr> <tr> <td>12,747</td> <td>Retained jobs</td> <td>650</td> <td>Construction jobs created by project</td> </tr> </table>	12,747	Current jobs	N/A	Jobs created by project	12,747	Retained jobs	650	Construction jobs created by project																																																				
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BORROWER DESCRIPTION	<ul style="list-style-type: none"> • Locations: Peoria, Rockford, Alton, Bloomington, Ottawa, Galesburg, Pontiac, Mendota, Kewanee, and Monmouth • OSF Healthcare System (“OSF” or the “Corporation”) is an Illinois not-for-profit corporation, exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. OSF was incorporated in 1880 as The Sisters of the Third Order of St. Francis. The Corporation’s current name was adopted as part of a corporate restructuring in 1989. The sole corporate member of OSF is The Sisters of the Third Order of St. Francis, a religious congregation founded in 1877 in Peoria, Illinois. The Corporation operates its health care facilities as a single corporation, with each health care facility functioning as an operating division of the Corporation. 																																																												
SECURITY	<ul style="list-style-type: none"> • The Bonds will be secured by a master indenture note of OSF. No mortgage or debt service reserve fund will be required. 																																																												
CREDIT INDICATORS	<p>Public Offering: The Bonds will be underwritten by Barclays and Jeffries.</p> <p>Ratings: A3/A/A by Moody’s/S&P/Fitch</p> <p>Interest Rate: Fixed and Variable Rate</p> <p>Maturity: Up to 30 Years</p>																																																												
SOURCES AND USES	<table border="0"> <tr> <th colspan="4" style="text-align: center;">Tax-Exempt Sources & Uses</th> </tr> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td style="text-align: right;">\$400,000,000</td> <td>Refunding/Refinancing</td> <td style="text-align: right;">\$250,000,000</td> </tr> <tr> <td></td> <td></td> <td>New Money</td> <td style="text-align: right;">105,000,000</td> </tr> <tr> <td></td> <td></td> <td>Reimbursement</td> <td style="text-align: right;">40,000,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance*</td> <td style="text-align: right;"><u>5,000,000</u></td> </tr> <tr> <td>Total</td> <td style="text-align: right;"><u>\$400,000,000</u></td> <td>Total</td> <td style="text-align: right;"><u>\$400,000,000</u></td> </tr> <tr> <td colspan="4"><i>*Cost of Issuance estimated at 1.25% of par. Not reflective of actual costs.</i></td> </tr> <tr> <th colspan="4" style="text-align: center;">Taxable Sources & Uses</th> </tr> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td style="text-align: right;">\$100,000,000</td> <td>Other Corporate Uses</td> <td style="text-align: right;">\$53,750,000</td> </tr> <tr> <td></td> <td></td> <td>Refunding</td> <td style="text-align: right;">45,000,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance*</td> <td style="text-align: right;"><u>1,250,000</u></td> </tr> <tr> <td>Total</td> <td style="text-align: right;"><u>\$100,000,000</u></td> <td>Total</td> <td style="text-align: right;"><u>\$100,000,000</u></td> </tr> <tr> <td colspan="4"><i>*Cost of Issuance estimated at 1.25% of par. Not reflective of actual costs.</i></td> </tr> </table>	Tax-Exempt Sources & Uses				Sources:		Uses:		IFA Bonds	\$400,000,000	Refunding/Refinancing	\$250,000,000			New Money	105,000,000			Reimbursement	40,000,000			Costs of Issuance*	<u>5,000,000</u>	Total	<u>\$400,000,000</u>	Total	<u>\$400,000,000</u>	<i>*Cost of Issuance estimated at 1.25% of par. Not reflective of actual costs.</i>				Taxable Sources & Uses				Sources:		Uses:		IFA Bonds	\$100,000,000	Other Corporate Uses	\$53,750,000			Refunding	45,000,000			Costs of Issuance*	<u>1,250,000</u>	Total	<u>\$100,000,000</u>	Total	<u>\$100,000,000</u>	<i>*Cost of Issuance estimated at 1.25% of par. Not reflective of actual costs.</i>			
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RECOMMENDATION	Credit Review Committee Recommendation: Approved																																																												

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
July 9, 2015**

Project: OSF Healthcare System

STATISTICS

Project Number:	H-HO-TE-CD-8760	Amount:	\$500,000,000 (Not to exceed)
Type:	501(c)(3) Bonds	IFA Staff:	Pam Lenane
Locations:	Peoria, Rockford, Alton, Bloomington, Ottawa, Galesburg, Pontiac, Mendota, Kewanee, Monmouth	County/ Regions:	Peoria/North Central, Winnebago/ Northern Stateline, Madison/Southwestern, McLean/North Central, LaSalle/Northwest, Knox/West Central, Livingston/North Central, Henry/Northwest, Warren/West Central

BOARD ACTION

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

VOTING RECORD

None – this is the first time this financing has been presented to the IFA Board of Directors.

PURPOSE

The Series 2015 tax-exempt bonds will be used to refund Series 2007A, 2009A, 2009E bonds by depositing in an escrow account sufficient Treasury securities to pay principal and interest on the bonds until their respective call dates; to refinance an approximately \$32 million taxable loan used for the acquisitions of Kewanee Hospital in Kewanee and St. Anthony's Health Center in Alton; to construct and equip a bed tower at Saint Anthony Medical Center in Rockford which received a CON for \$85,292,193; and to finance or to be reimbursed for approximately \$60 million of various capital projects at the Corporation's Illinois facilities.

Proceeds of the taxable bonds will be used for the advance refunding of a portion of the Series 2009A bonds and for other corporate purposes.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment:	12,747 FTEs	Projected new jobs:	N/A
Jobs retained:	12,747 FTEs	Construction jobs:	650

ESTIMATED SOURCES AND USES OF FUNDS

Tax-Exempt Sources & Uses

Sources:		Uses:	
IFA Bonds	\$400,000,000	Refunding/Refinancing	\$250,000,000
		New Money	105,000,000
		Reimbursement	40,000,000
		Costs of Issuance*	<u>5,000,000</u>
Total	<u>\$400,000,000</u>	Total	<u>\$400,000,000</u>

**Cost of Issuance estimated at 1.25% of par. Not reflective of actual costs.*

Taxable Sources & Uses

Sources:		Uses:	
IFA Bonds	\$100,000,000	Other Corporate Uses	\$53,750,000
		Refunding	45,000,000
		Costs of Issuance*	<u>1,250,000</u>
Total	<u>\$100,000,000</u>	Total	<u>\$100,000,000</u>

**Cost of Issuance estimated at 1.25% of par. Not reflective of actual costs.*

FINANCING SUMMARY

- Security: The Bonds will be secured by a master indenture note of OSF.
- Par Amount: Up to \$500,000,000.
- Structure: The structure of this Series 2015 Bond issue will include serial as well as term bonds.
- Interest Rate: Fixed rate estimated from 3.0% -5.0%; Variable rate estimated at SIFMA.
- Interest Mode: Fixed and Variable
- Credit Enhancement: None for fixed or certain variable structures; bank credit for other variable structures.
- Maturity: Up to 30 Years (11/15/2045)
- Rating: A3/A/A (Moody's/S&P/Fitch)
- Closing Date: September 29, 2015

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

The Series 2015 tax-exempt bonds will be used to refund Series 2007A, 2009A, 2009E bonds by depositing in an escrow account sufficient Treasury securities to pay principal and interest on the bonds until their respective call dates; to refinance an approximately \$32 million taxable loan used for the acquisitions of Kewanee Hospital in Kewanee and St. Anthony's Health Center in Alton; to construct and equip a bed tower at Saint Anthony Medical Center in Rockford which received a CON for \$85,292,193; and to finance or to be reimbursed for approximately \$60 million of various capital projects at the Corporation's Illinois facilities.

Proceeds of the taxable bonds will be used for the advance refunding of a portion of the Series 2009A bonds and for other corporate purposes.

BUSINESS SUMMARY

Background: OSF Healthcare System (“**OSF**” or the “**Corporation**”) is an Illinois not-for-profit corporation, exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. OSF was incorporated in 1880 as The Sisters of the Third Order of St. Francis. The Corporation’s current name was adopted as part of a corporate restructuring in 1989. The sole corporate member of OSF is The Sisters of the Third Order of St. Francis, a religious congregation founded in 1877 in Peoria, Illinois. The Corporation operates its health care facilities as a single corporation, with each health care facility functioning as an operating division of the Corporation.

Description: OSF is headquartered in Peoria. Ten of the Corporation’s hospitals are located in Illinois. One hospital is located in Michigan. OSF has 1,540 licensed acute care beds. The Corporation’s largest hospital, St. Francis Medical Center in Peoria, is a 609-licensed bed tertiary care teaching center providing numerous specialty services and extensive residency programs for physicians. The array of health services provided by OSF also includes 42 hospital-based outpatient facilities, approximately 108 physician office facilities of employed physicians, six home health agencies and five hospices. Multi-institutional membership status has been conferred on the Corporation by the Illinois Hospital Association and the American Hospital Association. Similar membership status exists with the Catholic Health Association of the United States and the Illinois Catholic Health Association.

ECONOMIC DISCLOSURE STATEMENT

Project name: OSF Healthcare System

Location: 800 North East Glen Oak Avenue; Peoria, Illinois 61603

Applicant: OSF Healthcare System

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

State: Illinois

Board Members:
Sister Judith Ann Duvall, O.S.F., Chairperson
Kevin D. Schoepfle, Vice Chairperson
Sister Diane Marie McGrew, O.S.F., President/Treasurer
Sister Theresa Ann Brazeau, O.S.F., Secretary
Sister M. Mikela Meidl, F.S.G.M.
Sister Maria Elena Padilla, O.S.F.
Sister Agnes Joseph Williams, O.S.F.
Sister Rose Therese Mann, O.S.F.
James W. Girardy, M.D.
Gerald J. McShane, M.D.
Brian Silverstein, M.D.

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	OSF Corporate Counsel	Peoria	Robert Brandfass
Borrower's Special Counsel:	Hinshaw & Culbertson	Chicago	Leslie Richards-Yellen
Accountant:	KPMG	Chicago	Charles Klesewski
Bond Counsel:	Chapman and Cutler LLP	Chicago	John Bibby
Underwriters:	Barclays	New York	David Stephan
	Jefferies	New York	James Olsen
Underwriters' Counsel:	Dentons	Chicago	Kathryn Ashton
Financial Advisor:	Anne Donahoe	Chicago	Anne Donahoe
Bond Trustee:	Wells Fargo Bank	Chicago	Gail Klewin
Issuer's Counsel:	Foley & Lardner	Chicago	Laura Bilas

LEGISLATIVE DISTRICTS

Congressional:	18
	12
	16
	17
State Senate:	46
	37
	53
	44
	47
	34
	35
	38
	56
	State House:
73	
88	
69	
74	
105	
94	
91	
68	
67	
76	
106	
111	

SERVICE AREA

Service Area: OSF has facilities in the following locations in Illinois: Peoria (St. Francis Medical Center); Rockford (St. Anthony Medical Center); Alton (Saint Anthony's Health Center); Bloomington (St. Joseph Medical Center); Ottawa (Saint Elizabeth Medical Center); Galesburg (St. Mary Medical Center); Pontiac (St. James Hospital); Mendota (Saint Paul Medical Center); Kewanee (Saint Luke Medical Center); Monmouth (Holy Family Medical Center). The facility in Michigan, St. Francis Hospital, is located in Escanaba.

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Christopher B. Meister, Executive Director
Melinda Gildart, Chief Financial Officer

Date: July 9, 2015

Re: Resolution Adopting the Fiscal Year 2016 Illinois Finance Authority Budget

Request:

The accompanying Resolution provides for the adoption of the Fiscal Year 2016 Illinois Finance Authority budget, retroactive to July 1, 2015.

IFA RESOLUTION NO. 2015-0709-AD07

**RESOLUTION ADOPTING THE BUDGET OF THE ILLINOIS
FINANCE AUTHORITY FOR FISCAL YEAR 2016**

WHEREAS, pursuant to Section 801-30(e) of the Illinois Finance Authority Act, 20 Illinois Compiled Statutes 3501/801-1 et seq. (the "Act") and Article VI, Section 3 of Resolution No. 2007-07-21, Resolution Adopting the Amended and Restated By-Laws of the Illinois Finance Authority, the Illinois Finance Authority created and existing as a body corporate and politic under the laws of the State of Illinois, particularly the Act (the "Authority") is authorized to adopt a budget reflecting the revenues and expenses of the Authority for Fiscal Year 2016; and

WHEREAS, the Executive Director, with the assistance of the staff of the Authority, has, based upon review and analysis, prepared a Budget for Fiscal Year 2016, which Budget is attached hereto as Exhibit A (the "Budget") to support the operations of the Authority during Fiscal Year 2016 pursuant to the various purposes set forth in the Act; and

WHEREAS, the Authority has determined that the adoption of the Budget is in the best interest of the Authority;

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

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

Section 2. Adoption of Fiscal Year 2016 Budget. The revenues, receipts and other available funds set forth in the Budget for Fiscal Year 2016, commencing July 1, 2015, and ending June 30, 2016, are hereby appropriated to meet the purposes of the Act. The Executive Director, in conjunction with the other officers of the Authority, is authorized to expend funds during Fiscal Year 2016 in accordance with the Budget. Nothing in this Resolution prohibits the Members of the Authority or the Executive Director from revising or supplementing the Budget during Fiscal Year 2016 if necessary and in accordance with the Act and the By-Laws of the Authority.

Section 3. Implementation. The Authority hereby authorizes, empowers and directs the Executive Director of the Authority, or his designee(s), to take or cause to be taken any and all such other and further actions, and to execute, acknowledge and deliver any and all such agreements, instruments, certificates and other documents, and to pay all such fees and expenses, as he may deem necessary, appropriate or advisable in order to carry out the purpose and intent of this Resolution.

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

Section 5. Enactment. This Resolution shall take effect immediately.

This Resolution shall be retroactive to July 1, 2015.

Approved this 9th day of July, 2015 by roll call vote as follows:

Yeas:

Nays:

Abstain:

Absent:

Vacancies:

ILLINOIS FINANCE AUTHORITY

By _____
Executive Director

ATTEST:

Assistant Secretary

[SEAL]

EXHIBIT A
FY 2016 BUDGET

**ILLINOIS FINANCE AUTHORITY
FINAL FISCAL YEAR 2016 BUDGET
FOR THE GENERAL FUND (GENERAL OPERATING, LOCAL GOVERNMENT AND DACA LOAN FUNDS)
AS OF JULY 9, 2015 (At 1:00 PM)**

Row Labels	Total Revenues	Total Expenses	Net Income
Agriculture	201,037	255,848	(54,811)
Audit	-	341,000	(341,000)
Board of Directors	-	287,534	(287,534)
Business and Industry	1,790,069	287,086	1,502,983
Compliance	-	98,142	(98,142)
Agency Wide	1,236,072	774,463	461,609
Executive Director	-	598,242	(598,242)
Finance	-	772,726	(772,726)
Healthcare	1,744,000	262,558	1,481,442
Information Technology	-	605,959	(605,959)
Legal (Administrative)	-	361,796	(361,796)
Legislative	-	166,445	(166,445)
Procurement	-	146,879	(146,879)
Grand Total	\$ 4,971,178	\$ 4,958,678	\$ 12,500

REVENUES	Agriculture	Business and Industry	Agency Wide	Healthcare	Grand Total
Administrative Service Fees	-	15,000			15,000
Annual Fees	42,702	315,000		-	357,702
Application Fees	6,400	12,500		12,000	30,900
Bad Debt Adjustment or Recover		10,000			10,000
Closing Fees	149,750	1,426,195		1,732,000	3,307,945
Interest and Investment Income			326,200		326,200
Interest Income-Loans	2,185	11,374	1,010,372		1,023,931
Miscellaneous Fees	-		5,500		5,500
Net appreciation/(depreciation)			(137,000)		(137,000)
Other Revenue			44,000		44,000
Realized gain/(loss) on sale o			(13,000)		(13,000)
Grand Total	\$ 201,037	\$ 1,790,069	\$ 1,236,072	\$ 1,744,000	\$ 4,971,178

SUMMARY OF FY2016 REVENUES BY ACCOUNT

EXPENSES	Agriculture	Audit	Board of Directors	Business and Industry	Compliance	Agency Wide	Executive Director	Finance	Healthcare	Information Technology	Legal (Administrative)	Legislative	Procurement	Grand Total
ACCOUNTING AND AUDITING SUPPOR								186,222						186,222
AGENCY MEMBERSHIPS						7,200								7,200
AGENCY SUBSCRIPTIONS						48,160								48,160
AUDITING SERVICES		341,000												341,000
BANK CHARGES AND FEES						67,000								67,000
BOARD OF DIRECTOR EXPENSES			11,000											11,000
CONFERENCES AND SEMINARS	2,250			2,000	1,000	2,500	1,750	7,300	5,000	3,500	3,500	1,700	1,000	31,500
DEPRECIATION EXPENSE						188,083								188,083
DIRECTOR'S AND OFFICER'S INSUR			230,000											230,000
EDUCATION & STAFF DEVELOPMENT	-			-	-	5,000	-	5,000	-	-	2,602	5,000	-	17,602
EMPLOYEE MEMBERSHIPS	250			2,000			1,301	2,100	10,100			-		15,751
EMPLOYEE TRAVEL	4,825		12,909	2,500				10,000	12,000			2,500		44,734
EMPLOYEE WAGES AND COMPENSATIO	148,571			215,382	73,500		256,569	421,842		83,682	158,500	46,805	111,000	1,515,851
EMPLOYEE WAGES AND COMPENSATION									179,325					179,325
EQUIPMENT			7,500						1,000					8,500
EQUIPMENT RENTAL FEES	200									13,994				14,194
FEDERAL INCOME TAXES	11,327			16,439	5,546		19,589	32,041	13,642	6,363	12,049	3,542	8,415	128,954
FEDERAL UNEMPLOYMENT TAX	84			84	84		84	252	84	42	84	42	84	924
FINANCIAL ADVISORY SERVICES							165,000							165,000
GROUP DENTAL	344			689	344		1,352	2,446	517	344	517	717	517	7,787
GROUP LIFE	96			140	47		166	272	116	54	102	30	72	1,096
GROUP LTD	402			402	201		402	1,104	301	201	301	201	301	3,814
GROUP MEDICAL	10,483			17,156	8,578		34,395	64,506	12,867	7,160	12,867	20,279	12,867	201,159
GROUP VISION	66			132	66		272	436	99	66	99	140	99	1,474
INFORMATION TECHNOLOGY EQUIPMENT										47,165				47,165
INFORMATION TECHNOLOGY SERVICE										363,889				363,889
INVESTMENT MANAGEMENT SERVICES						24,000								24,000
LEGAL SERVICES											150,000			150,000
LEGISLATIVE SERVICES												80,000		80,000
LOAN MANAGEMENT SERVICES	28,500			-										28,500
MARKETING SERVICES	500						80,000							80,500
MISCELLANEOUS NON-OPERATING EX						500								500
MONTHLY BOARD MEETINGS			6,000											6,000
OFFICE RENT	16,700					111,020								127,720
OFFICE SUPPLIES	500		1,125	500	350	2,500	500	3,650	500	641	250	250	350	11,116
OTHER EMPLOYEE EXPENSES						15,000								15,000
OTHER GEN AND ADMIN EXPENSES						10,000								10,000
OTHER LEASE ADJUSTMENTS	-					5,000								5,000
OTHER OCCUPANCY COSTS						75,000								75,000
OTHER PROFESSIONAL SERVICES	-			-	-	74,800			-	70,000	-	-	-	144,800
OUTSOURCED PAYROLL AND BENEFIT						65,000								65,000
POSTAGE AND FREIGHT	500					5,000							-	5,500
PRINTING COSTS	1,500		5,000			39,700							-	46,200
Program Development	5,000			5,000					5,000					15,000
PROGRAM LOAN EXPENSE				-										-
PROPERTY INSURANCE						5,000								5,000
PUBLICATIONS	200						6,000						-	6,200
REPAIR AND MAINTENANCE						15,000								15,000
RETIREMENT	13,200			21,488	7,250		25,688	30,529	17,833	8,318	15,750	4,800	11,000	155,856
STATE UNEMPLOYMENT TAX	675			675	675		675	2,025	675	338	675	338	675	7,425

EXPENSES	Agriculture	Audit	Board of Directors	Business and Industry	Compliance	Agency Wide	Executive Director	Finance	Healthcare	Information Technology	Legal (Administrative)	Legislative	Procurement	Grand Total
TELECOMMUNICATIONS	-					9,000								9,000
TRAVEL & EMPLOYEE REIMBURSEMEN	5,175			2,500	500		2,500	2,500	3,500	200	2,500	100	500	19,975
UTILITIES	4,500													4,500
VEHICLE RENTAL &TRANSPORTATION	-			-				500	-		2,000	-		2,500
VEHICLE RENTAL &TRANSPORTATION*			14,000				2,000							16,000
Grand Total	\$ 255,848	\$ 341,000	\$ 287,534	\$ 287,086	\$ 98,142	\$ 774,463	\$ 598,242	\$ 772,726	\$ 262,558	\$ 605,959	\$ 361,796	\$ 166,445	\$ 146,879	\$ 4,958,678

SUMMARY OF FY2016 EXPENSES BY ACCOUNT

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Christopher B. Meister, Executive Director

Date: July 9, 2015

Re: Resolution Adopting the Report of the Compensation Committee

Request:

The accompanying Resolution provides for the adoption of the Fiscal Year 2016 Compensation Plan as recommended in the Report of the Compensation Committee of the Illinois Finance Authority.

IFA RESOLUTION NO. 2015-0709-AD08

**RESOLUTION ADOPTING THE REPORT OF THE COMPENSATION COMMITTEE
OF THE ILLINOIS FINANCE AUTHORITY**

WHEREAS, the Illinois Finance Authority (the "Authority") is a body corporate and politic duly organized and existing under the laws of the State of Illinois, particularly the Illinois Finance Authority Act, 20 ILCS 3501/801-1, *et seq.* (the "Act"); and

WHEREAS, pursuant to the Act, particularly the provisions of Section 801-30 thereof, the Authority possesses all the powers as a body corporate necessary and convenient to accomplish the purposes of the Act, including, but not limited to, power "(c) to employ agents and employees and independent contractors necessary to carry out its purposes and to fix their compensation, benefits and terms and conditions of their employment;" and

WHEREAS, the Authority has heretofore implemented certain compensation and benefit plans in the form of certain resolutions, including but not limited to, Resolution 2004-13, adopted on June 22, 2004; Resolution 2004-23, adopted on October 12, 2004; Resolution 2007-02, adopted on July 11, 2006; a Resolution adopted on February 12, 2008; Resolution 2010-1214-AD23, adopted on December 14, 2010; Resolution 2011-0719-AD9, adopted on July 19, 2011; Resolution 2012-1211-AD10, adopted on December 11, 2012; and Resolution 2013-0709-AD08, adopted on July 9, 2013 (collectively and together with any other resolutions heretofore adopted by the Authority relating to compensation matters for employees of the Authority, the "Prior Resolutions"); and

WHEREAS, on July 9, 2015, the Compensation Committee of the Board of Directors of the Authority met and reviewed its management and compensation plan for employees and agents of the Authority, and made revisions to the information contained in the Prior Resolution (the "Prior Compensation Plan"); and

WHEREAS, the Authority has determined that it will advance the purposes of the Act and will be in the best interests of the citizens of the State to adopt the Fiscal Year 2016 Compensation Plan;

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

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

Section 2. Approval of Fiscal Year 2016 Compensation Plan for Authority Employees. The Fiscal Year 2015 Compensation Plan as heretofore delivered to the Board is hereby accepted and approved.

Section 3. Delegation of Authority to Administer and Implement the Plan. The Authority hereby authorizes, empowers and directs the Executive Director to take the necessary actions to administer and implement the Fiscal Year 2016 Compensation Plan within the parameters established in this Resolution in the name and on behalf of the Authority.

Section 4. Additional Actions. The Authority hereby authorizes, empowers and directs the Executive Director of the Authority or his designee, including, but not limited to, the Chief Financial

Officer of the Authority and the General Counsel of the Authority, to take or cause to be taken any and all such other further actions, and to execute, acknowledge and deliver any and all such agreements, instruments, certificates and other documents, and to pay all such fees and expenses, as each, in his or her discretion, may deem necessary, appropriate or advisable in order to carry out the purpose and intent of this Resolution.

Section 5. Repeal of Prior Resolutions. All resolutions and actions in conflict with the provisions hereof, including, but not limited to, the Prior Resolutions, are hereby repealed to the extent of such conflict.

Section 6. Prior Actions. All prior actions taken by the Executive Director, the Chief Financial Officer and the General Counsel of the Authority, including any designees thereof, in conformity with the purposes of this resolution and the Fiscal Year 2016 Compensation Plan, are, in all respects, ratified, approved and confirmed.

Section 7. Severability. All provisions of this resolution are hereby declared to be separate and severable; if any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining sections, paragraphs or provisions of this resolution.

Section 8. Enactment and Effective Date. This Resolution is effective immediately upon its adoption.

Approved and effective this 9th day of July, 2015 by roll call vote as follows:

Yeas:

Nays:

Abstain:

Absent:

Vacancies:

ILLINOIS FINANCE AUTHORITY

By _____
Executive Director

ATTEST:

Assistant Secretary

[SEAL]

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Christopher B. Meister, Executive Director

Date: July 9, 2015

Re: Resolution Organizing the Committees of the Illinois Finance Authority

Request:

From time to time, specific Members of the Illinois Finance Authority (each a “Member” and, collectively, the “Board”) comprising a Committee meet audio conference to assist the Board in matters including but not limited to audit, nominating and corporate governance, public policy, compensation, and risk.

The following Committees existed as of June 30, 2015:

- Agriculture;
- Audit;
- Compensation;
- Committee of the Whole;
- Direct and Alternative Financing Committee;
- Diversity;
- Healthcare and Education;
- Infrastructure, Transportation and Energy;
- Investment Committee; and
- Legislative Affairs.

In an effort to streamline operations and ensure efficient use of Members’ time while serving voluntarily on the Board, the standing Committees of the Board will be reduced and reconstituted as provided for in Exhibit A to the accompanying Resolution.

RESOLUTION NO. 2014-0311-AD

**RESOLUTION ORGANIZING COMMITTEES OF THE ILLINOIS FINANCE
AUTHORITY**

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

WHEREAS, the Authority has created committees to facilitate its operations and mission; and

WHEREAS, the Authority has an Agriculture Committee (the “Agriculture Committee”) that meets from time to time via audio conference to review and evaluate agricultural projects before submission to the Board of Directors for conduit bond financing and agribusiness loans and guarantees as set forth in the Illinois Finance Authority Act; and

WHEREAS, the Authority has an Audit Committee (the “Audit Committee”) that meets from time to time via audio conference to review and monitor the external and internal audits of the Authority pursuant to the State Auditing Act (30 ILCS 5/1-1 *et seq.*) and the State Fiscal Control and Internal Auditing Act (30 ILCS 10/1001 *et seq.*); and

WHEREAS, the Authority has a Compensation Committee (the “Compensation Committee”) that meets from time to time via audio conference to assess information provided by the Authority’s executive management regarding compensation, benefits and personnel matters as well as review the Authority’s executive management’s strategy for recruiting, retention, employee development and benefits pursuant to Authority Resolution Nos. 2004-13, 2004-17, 2004-23, 2007-01, 2007-02, and 2007-06-20; and

WHEREAS, the Authority has a Committee of the Whole (“COW”) that meets from time to time consisting of all Members of the Illinois Finance Authority (each a “Member” and, collectively, the “Board”) to facilitate the Authority’s operations and mission; and

WHEREAS, the Authority has a Direct and Alternative Financing Committee (the “Venture Capital Committee”) that meets from time to time via audio conference to review loans or guarantees made directly from the Authority’s general funds in contrast to loans or guarantees made from Authority funds with a specifically designated purpose or its legacy business loan programs, including, but not limited to, the Agricultural Guarantee funds or the Fire Truck and Ambulance Loan funds, Participation Loans, Rural Development Loans, and other financings that are reviewed by the Authority’s internal Credit Review Committee or the Authority’s Agriculture Committee as set forth in Authority Resolution No. 2015-0611-AD18, and as set forth in the Illinois Finance Authority Act; and

WHEREAS, the Authority has a Diversity Committee (the “Diversity Committee”) that meets from time to time via audio conference to ensure that projects being presented for conduit bond financings include representation by minorities, women, persons with disabilities and small businesses, pursuant to Authority Resolution No. 2004-20, and as set forth in the Illinois Finance Authority Act; and

WHEREAS, the Authority has a Healthcare and Education Committee (the “Healthcare and Education Committee”) that meets from time to time via audio conference to review and evaluate healthcare and education projects before submission to the Board of Directors for conduit bond financings pursuant to Authority Resolution No. 2014-0311-AD09, and as set forth in in the Illinois Finance Authority Act; and

WHEREAS, the Authority has an Infrastructure, Transportation and Energy Committee (the “Infrastructure Committee”) that meets from time to time via audio conference to review and evaluate infrastructure, transportation and energy projects before submission to the Board of Directors for conduit bond financing, loans and guarantees as set forth in the Illinois Finance Authority Act; and

WHEREAS, the Authority has an Investment Committee (the “Investment Committee”) that meets from time to time via audio conference to oversee, monitor and evaluate the Authority’s investment policy, strategy and outcomes pursuant to the Public Funds Investment Act (20 ILCS 3501/845-40) and as set forth in the Illinois Finance Authority Act; and

WHEREAS, the Authority has a Legislative Affairs Committee (the “Legislative Affairs Committee”) that meets from time to time via audio conference to develop the Authority’s legislative agenda in Springfield and to develop responses to pending legislative proposals consistent with the Authority’s public mission; and

WHEREAS, the Authority desires to streamline operations and ensure efficient use Illinois Finance Authority Members’ time while serving voluntarily on the Board;

WHEREAS, the Executive Director, with the assistance of the staff of the Authority, has, based upon review and analysis, prepared a Committee Organization Plan, which Plan is attached hereto as Exhibit A (the "Committee Organization Plan") to assist the Board of Directors of the Authority in matters including but not limited to audit, nominating and corporate governance, public policy, compensation, and risk during Fiscal Year 2016 and thereafter pursuant to the various purposes set forth in the Illinois Finance Authority Act; and

WHEREAS, the Authority has determined that the adoption of the Committee Organization Plan is in the best interest of the Authority;

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

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

Section 2. Approval of Committee Organization Plan. The Committee Organization Plan as heretofore delivered to the Board is hereby accepted and approved.

Section 3. Implementation. The Authority hereby authorizes, empowers and directs the Executive Director of the Authority, or his designee(s), to take or cause to be taken any and all such other and further actions, and to execute, acknowledge and deliver any and all such agreements, instruments, certificates and other documents, and to pay all such fees and expenses, as he may deem necessary, appropriate or advisable in order to carry out the purpose and intent of this Resolution.

Section 4. Repeal of Prior Resolutions. All resolutions and actions in conflict with the provisions hereof are hereby repealed to the extent of such conflict.

Section 5. Severability. All provisions of this resolution are hereby declared to be separate and severable; if any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining sections, paragraphs or provisions of this resolution.

Section 6. Enactment and Effective Date. This Resolution is effective immediately upon its adoption.

Approved and effective this 9th day of July, 2015 by roll call vote as follows:

Yeas:

Nays:

Abstain:

Absent:

Vacancies:

ILLINOIS FINANCE AUTHORITY

By _____
Executive Director

ATTEST:

Assistant Secretary

[SEAL]

EXHIBIT A
COMMITTEE ORGANZIATION PLAN

Proposed Illinois Finance Authority Committees

The Chair appoints one member to chair each of the committees for a term of one year, and one vice chair to serve for a one-year term. Standing committees of the Authority are appointed by the Chair, and they are proposed to include the following:

1. **Audit, Budget, Finance, Legislation, Investment and Procurement** (“Audit Plus”; 7 members)

The charge to this committee is to oversee the work of the external and internal auditors, review proposed revenue-generating activities as well as policy and legislative proposals as recommended by the executive director, chief financial officer, and recommend actions to the board.

2. **Governance, Personnel, and Ethics** (“Governance Plus”; 7 members)

The responsibilities of this committee are to oversee the structure and functioning of the Authority and attend to matters involving its members, and to ensure a proper "tone at the top" including definition of and compliance with proper standards of ethical conduct for the board and Authority personnel, including recruitment, advancement and development, and recommend actions to the board.

3. **Tax-Exempt Conduit Transactions** (“Tax-Exempt”; 7 members)

This committee shall consider federally tax-exempt conduit transactions presented by staff and recommend actions to the board.

4. **Direct and Alternative Financing** (“Direct/Alternative”; 7 members)

This committee shall consider credit or risk transactions, including those with risk to Illinois taxpayers and to the Authority, in light of the Authority’s four-point strategic plan (i. Public Purpose; ii. Clear Articulation of All Risks; iii. Short and Long-term revenue to sustain operations and compliance; and iv “but for”/other competition in the sector/business line.

5. The **Executive Committee** of the Authority is composed of the Chair, (who serves as chairman *ex officio*), the Vice-Chair, and the chairs of the four functional committees (two elected members. (6 members)

The Executive Committee meets on call of the chair or of any two members for the transaction of operational (not transactional) business that is urgent and cannot be postponed until the next regular meeting of the full board, which in turn is anticipated to ratify the actions of the Executive Committee at the next scheduled Authority meeting.

The above Committee structure replaces a total of nine individual committees.

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Christopher B. Meister, Executive Director

Date: July 9, 2015

Re: Resolution Approving the Schedule of Regular Meetings for Fiscal Year 2016

Pursuant to 5 ILCS 120/2.02 (the “**Open Meetings Act**”), every public body shall give public notice of the schedule of regular meetings at the beginning of each calendar or fiscal year and shall state the regular dates, times, and places of such meetings.

IFA RESOLUTION No. 2015-0709-AD10

**RESOLUTION APPROVING THE SCHEDULE OF REGULAR
MEETINGS FOR FISCAL YEAR 2016**

WHEREAS, the Illinois Finance Authority (the "Authority") was created by the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq., as amended (the "IFA Act"), as a body politic and corporate of the State of Illinois and is authorized by the laws of the State of Illinois;

WHEREAS, it is the public policy of the State of Illinois that public bodies exist to aid in the conduct of the people's business and that the people have a right to be informed as to the conduct of their business;

WHEREAS, in order that the people shall be informed, it is the public policy of the State of Illinois that its citizens shall be given advance notice of and the right to attend all meetings at which any business of a public body is discussed or acted upon in any way;

WHEREAS, the Illinois Open Meetings Act, 20 ILCS 120/ et seq. as amended (the "Open Meetings Act") was created to implement these public policies;

WHEREAS, pursuant to the Illinois Open Meetings Act, the Authority is a public body;

WHEREAS, pursuant to the Illinois Open Meetings Act, every public body shall give public notice of the schedule of regular meetings at the beginning of each calendar or fiscal year and shall state the regular dates, times, and places of such meetings.

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

Section 1. Authority. This Resolution is adopted pursuant to Section 801-15 and Section 801-25 of the IFA Act. The preambles to this resolution are incorporated by reference as part of this resolution.

Section 2. Approval of Regular Meeting Dates, Times, and Places. The Authority approves the dates, times, and places of regular meetings attached as Exhibit A, provided that the Authority reserves the right to cancel or reschedule regular meetings in accordance with the notice and posting requirements of the Open Meetings Act.

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

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

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EXHIBIT A

REGULAR MEETINGS FOR FISCAL YEAR 2016



Fiscal Year 2016

PUBLIC NOTICE OF REGULARLY SCHEDULED MEETINGS OF THE BOARD OF DIRECTORS

During Fiscal Year 2016, the regular meetings of the Board of Directors of the Illinois Finance Authority (the “Authority”) will be held on the scheduled dates at the times and places listed below.

An agenda for each regular meeting will be posted at the principal office of the Authority, at the location where the meeting is to be held and at www.il-fa.com at least 48 hours in advance of the holding of the meeting.

Please check www.il-fa.com for updates to times or locations of regular meetings. Unless otherwise noted, regular meetings of the Board of Directors will be constituted with a quorum of Members physically present at one of the following locations:

- Michael A. Bilandic Building, 160 North LaSalle Street, Suite S-1000, Chicago, IL 60601-3103 (the “IFA Chicago Office”); or
- Other locations to be announced.

**ILLINOIS FINANCE AUTHORITY
BOARD OF DIRECTORS MEETINGS**

Thursday, July 9, 2015 – 9:30 AM

- Michael A. Bilandic Building
160 North LaSalle Street
Hearing Room N-808
Chicago, IL 60601

Thursday, August 13, 2015 – 9:30 AM

- IFA Chicago Office

Thursday, September 10, 2015 – 9:30 AM

- IFA Chicago Office

Thursday, October 8, 2015 – 9:30 AM

- IFA Chicago Office

Thursday, November 12, 2015 – 9:30 AM

- IFA Chicago Office

Thursday, December 10, 2015 – 9:30 AM

- IFA Chicago Office

Thursday, January 14, 2016 – 9:30 AM

- IFA Chicago Office

Thursday, February 11, 2016 – 9:30 AM

- IFA Chicago Office

Thursday, March 10, 2016 – 9:30 AM

- IFA Chicago Office

Thursday, April 14, 2016 – 9:30 AM

- IFA Chicago Office

Thursday, May 12, 2016 – 9:30 AM

- IFA Chicago Office

Thursday, June 9, 2016 – 9:30 AM

- IFA Chicago Office

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