

ILLINOIS FINANCE AUTHORITY

September 10, 2015

AGENDA

BOARD MEETING

9:30 a.m.

**Michael A. Bilandic Building
160 North LaSalle Street
Suite S-1000
Chicago, Illinois 60601**

- I. Call to Order & Roll Call
- II. Approval of Agenda
- III. Presentation and Consideration of Item 8 of the Project Reports and Resolutions
- IV. Chairman's Remarks
- V. Message from the Executive Director
- VI. Consideration of the Minutes
- VII. Presentation and Consideration of Financial Reports
- VIII. Monthly Procurement Report
- IX. Committee Reports
- X. Presentation and Consideration of Items 1, 2, 3, 4, 5, 6, 7, 9, 10 and 11 of the Project Reports and Resolutions
- XI. Closed Session Pursuant to, but not Limited to, 5 ILCS 120/2(c)(11)
- XII. Public Recital of the Nature of the Matter(s) Considered and Other Information that will Inform the Public of the Business Conducted in Closed Session
- XIII. Presentation and Consideration of Item 12 of the Project Reports and Resolutions
- XIV. Other Business
- XV. Current and Future Mission and Programs of the Illinois Finance Authority, a Policy Discussion
- XVI. Public Comment
- XVII. Adjournment

PROJECT REPORTS AND RESOLUTIONS

AGRICULTURE PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	Staff
Beginning Farmer Bonds						
<i>Final (One-Time Consideration)</i>						
1	A) Tyler S. Loschen	Mona Township (Ford County)	\$333,750	-	-	PE/LK
	B) Bryant L. & Shannon N. Rister	Rector Township (Saline County)	\$98,100	-	-	PE/LK
	C) Travis C. Rovey	Bois D'Arc Township (Montgomery County)	\$460,000	-	-	PE/LK
TOTAL AGRICULTURE PROJECTS			\$891,850	-	-	

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 (One-Time Consideration)</i>						
2	Nazareth Academy	La Grange Park (Cook County)	\$23,500,000	2	200	RF/BF
501(c)(3) Revenue Bonds						
<i>Preliminary</i>						
3	Norwegian Lutheran Bethesda Home Association	Chicago (Cook County)	\$8,000,000	10	102	RF/BF
TOTAL EDUCATIONAL, CULTURAL, AND NON-HEALTHCARE 501(c)(3) PROJECTS			\$31,500,000	12	302	

PROJECT REPORTS AND RESOLUTIONS

HEALTHCARE PROJECTS

Tab	Project Name	Location	Amount	New Jobs	Const. Jobs	Staff
501(c)(3) Revenue Bonds <i>Final</i>						
4	Plymouth Place, Inc.	La Grange Park (Cook County)	\$65,000,000	N/A	N/A	PL
501(c)(3) Revenue Bonds <i>Final (One-Time Consideration)</i>						
5	Palos Community Hospital	Lemont, Oak Lawn, and Orland Park (Cook and Will Counties)	\$233,730,000	N/A	N/A	PL
501(c)(3) Revenue Bonds <i>Preliminary</i>						
6	Riverside Health System	Kankakee and Bourbonnais (Kankakee County) and Watska and Gilman (Iroquois County)	\$37,500,000	N/A	N/A	PL
7	Sarah Bush Lincoln Health System	Mattoon (Coles County) and Toledo (Cumberland County)	\$30,000,000	90	60	PL
TOTAL HEALTHCARE PROJECTS			\$366,230,000	90	60	
GRAND TOTAL			\$398,621,850	102	362	

RESOLUTIONS

Tab	Action	Staff
Resolutions		
8	Resolution Ratifying and Confirming Resolution 2015-0813-NP02 Adopted August 13, 2015 Providing for the Issuance by the Authority of Not to Exceed \$585,000,000 in Bonds for the Benefit of The University of Chicago	RF/BF
9	Request by Resource Bank, N.A. to Authorize an Affiliate and Corporate Guarantor (Boehne Farms Trucking, LLC) of an IFA-Guaranteed Borrower (Berk Boehne, Individually and Vaughn Boehne, Individually) to Enter into Up to Two Loan Agreements with Waterman State Bank to Finance Specified Equipment Purchases	PE
10	Resolution to Approve Going Forward with a Procurement for a Financial Advisor for the State Revolving Fund and a Request for Information to Professionals for Financing and Economic Development Proposals as Allowed Under the Illinois Procurement Code	CM/EW
11	Resolution to Enter Into One or More Intergovernmental Agreements with Central Management Services for Assistance in One or More of the Following Areas: Real Estate, Procurement, Internal Audit, Human Resources, and Information Technology	CM/EW
12	Resolution Authorizing the Execution and Delivery of a Proposed Mutual Release and Settlement Agreement Relating to: (1) IFA v. Litchfield National Bank, Circuit Court of Cook County, Illinois, County Department, Chancery Division, Case No. 2013 CH 25534; and (2) Litchfield National Bank v. IFA, Court of Claims of the State of Illinois, Case No. 14 cc 2737	EW

September 10, 2015

TO: R. Robert Funderburg, Jr., Chairman
Eric Anderberg
Gila J. Bronner
James J. Fuentes
Michael W. Goetz
Robert Horne
Adam Israelov
Mayor Arlene A. Juracek

Lerry Knox
Terrence M. O'Brien
Mayor Barrett F. Pedersen
Roger Poole
Mordecai Tessler
John Yonover
Bradley A. Zeller

RE: Message from the Executive Director

Dear Members of the Authority:

This month we are proud to help a variety of borrowers across Illinois. On this month's agenda, there are family farmers in DeKalb, Ford, Iroquois, Saline and Montgomery counties. There are also senior living facilities and schools in Cook County as well as health facilities and hospitals in suburban Cook, Kankakee, Coles and Cumberland counties.

In these volatile times, it is important that as an organization we periodically take the time to recognize where we are and which future paths are both available and appropriate to the Authority's diverse, multi-sector mission. Accordingly, after the Board considers the Project Reports and Resolutions on the agenda, we look forward to a discussion led by the Board Members on "Current and Future Mission and Programs of the Illinois Finance Authority, a Policy Discussion."

We are pleased to welcome Arlene A. Juracek, the Mayor of the Village of Mount Prospect and a retired utility executive, and Adam Israelov, a corporate attorney in the Chicago office of Kirkland & Ellis LLP, to the Board of the Authority.

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

Respectfully,



Christopher B. Meister
Executive Director



BOARD MINUTES

**ILLINOIS FINANCE AUTHORITY
BOARD OF DIRECTORS
REGULAR MEETING
THURSDAY, AUGUST 13, 2015
9:49 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, Suite S-1000, Chicago, Illinois 60601, on the second Thursday of August 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**

August 13, 2015

0 YEAS

0 NAYS

9 PRESENT

P Anderberg
P Bronner
P Fuentes
E Goetz
P Horne

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

P Yonover
E Zeller
P Mr. Chairman

E – Denotes Excused Absence

II. Chairman's Remarks

Chairman Funderburg thanked former Board Members Gold and Leonard for their commitment to the Illinois Finance Authority and for serving the great state of Illinois.

Next, Chairman Funderburg recognized and welcomed new Board Members Anderberg and Horne, whom were recently appointed by Governor Rauner. Chairman Funderburg expressed his desire to seek their input on advancing the mission of the Illinois Finance Authority.

Then, Chairman Funderburg requested a motion to amend the agenda to (i) modify the order of various items therein, (ii) clarify that there is a Presentation and Consideration of Financial Reports, not Financial Statements, and (iii) correct a typographical error with regard to City of Blue Island, Item 9 of the Project Reports and Resolutions, by reflecting that it is a Final Resolution (One-time consideration) as the Board summary report for the item posted together with the agenda clearly demonstrated.

Member Pedersen moved to amend the agenda as requested.

Member Poole seconded the motion.

The motion prevailed and the agenda was amended.

The agenda as amended, by motion of the Members of the Board, was posted at the principal offices of the Authority, posted at the location where the regular meeting was being held, and posted on the website of the Authority. The agenda as amended, by motion of the Members of the Board, remained so posted until the regular meeting of the Board concluded.

III. Message from the Executive Director

Executive Director Meister welcomed Members of the Board, Authority staff and all guests present at the first regular meeting of the Board held in the Authority's new offices located in Suite S-1000 at the Michael A. Bilandic Building.

Additionally, Executive Director Meister reiterated Chairman Funderburg's comments welcoming Members Anderberg and Horne. Member Anderberg, who lives in DeKalb County, brings an extensive background in manufacturing, banking and farming to the Authority. Member Horne brings more than 20 years in management and leadership experience with a particular emphasis in commercial real estate development to the Authority.

IV. Consideration of the Minutes

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 Minutes of the regular meeting of the Board held on July 9, 2015.

Chairman Funderburg and Member Bronner informed the Assistant Secretary of the Board of two scrivener's errors, which were corrected thereafter.

Corrected Minutes of the regular meeting of the Board held on July 9, 2015 were taken up for consideration.

Member Pedersen moved for the adoption of the Minutes.

Member Poole seconded the motion.

The motion prevailed and the Minutes were adopted.

V. Presentation and Consideration of the Financial Reports

Ms. Gildart presented the preliminary and unaudited Statement of Revenues, Expenses and Net Income for the year ended June 30, 2015, and the preliminary and unaudited Statement of Net Position as of June 30, 2015.

Additionally, Ms. Gildart presented a projected, preliminary and unaudited Statement of Revenues, Expenses and Net Income for the month ended July 31, 2015.

Ms. Gildart noted that due to the timing/receipt of external information and the Authority's printing schedule, financial information for July 2015 is projected. All information is preliminary and unaudited.

1. GENERAL OPERATING FUND REVENUES, EXPENSES AND NET INCOME

FISCAL YEAR 2015

- a. **Unaudited Annual Operating Revenues** totaled \$4.1 million, while annual Unaudited Net Non-Operating Revenues totaled \$145 thousand. Unaudited total annual combined revenues of \$4.2 million are \$180 thousand or 4% 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 unaudited year to date revenue accrued for interest due from the former IRBB local governments totaled \$1 million. 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. Other non-fee generated revenues are \$126 thousand for the year. Net investment income of \$200 thousand is greater than 3 times the fiscal year 2014's ending total as of June.
- b. **Unaudited Annual Operating Expenses** of \$3.9 million are \$509 thousand or 12% lower than budget, mostly driven by lower employee-related expenses. Year to date employee expenses total \$1.7 million, which is 22% below budget. Professional services total \$1.5 million, which is 2% below budget. Actual costs in professional services in June include FY14 external audit costs of \$110K and year end accruals for legal, financial advisory, and other services. Annual occupancy costs total \$270 thousand and are \$21 thousand or 7% under budget. This function includes accruals for build out expenses for the Chicago Office incurred in FY15, with the remaining build out costs and moving expenses to be charged to FY16. General and administrative costs are \$376 thousand for the year, which is 13% over budget. Other contributors to lower projected overall year to date operating costs include delays for the debt management software application, the Chicago Office permanent move, execution of the contract for accounting software and maintenance, reduced internal audit fees and reduced staff costs.

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.

- c. **Unaudited June Monthly Net Loss** is -\$180 thousand. On a **year to date** basis, the Authority currently shows Annual Net Income of \$660 thousand. Major contributors to the positive bottom line include the level of overall spending at 12% below budget and the transfer of the remaining IRBB reserve funds earlier this fiscal year of nearly \$300K. Budgeted net income for fiscal year 2015 was \$37 thousand.

FISCAL YEAR 2016

- a. In **July**, the Authority generated \$170 thousand in closing fees. Closing fees were received from: *North Central College*, \$44 thousand, *Shedd Aquarium Society*, \$36 thousand and *Field Museum of Natural History*, \$89 thousand. All other balances presented for July are projected.
- b. At the July meeting, the Board adopted a budget for fiscal year 2016 including Revenues of \$4,971,178, Expenses of \$4,958,678, and Net Income of \$12,500.

***Balance sheet and all activity of other funds is presented as of June 30, 2015**

2. ALL FUNDS-ASSETS, LIABILITIES AND NET POSITION

The Authority, as of June 2015, is a \$127 million dollar agency which also currently accounts for \$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 \$52.6 million. The total assets in the General Fund are \$53.1 million (consisting mostly of cash, investments, and receivables). Unrestricted cash and investments total \$29 million, notes receivables for the former IRBB local governments total \$20.5 million, other loans receivables are at \$1.6 million and restricted cash in the DACA Loan Fund totals \$1.3 million. An intergovernmental receivable of \$112 thousand is owed to the Authority by Illinois Department of Transportation for the reimbursement of professional service expenses. Liabilities, current and non-current, total just \$553 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 \$448 thousand. An additional \$207 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, will be issued per 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 \$22.1 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 \$214 thousand, of which, \$174 thousand is derived from investment activity. Year to date, the nonmajor funds show a net loss of \$115 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 \$179 thousand as of June. Total Net Position in the Nonmajor Funds is \$39.1 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.
- b. The Authority is currently reviewing upcoming Governmental Accounting Standards Board (GASB) changes to governmental financial reporting. New standards for investments, leases and fiduciary activities will take effect for the Authority in the upcoming reporting periods.

6. OTHER SUPPLEMENTARY FINANCIAL INFORMATION

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

In connection with General Operating Fund Revenues, Expenses and Net Income, Member Yonover inquired about the Authority's loan loss provision. Executive Director Meister informed Member Yonover and the Board that some of the outstanding bad debt is decades-old legacy loans from the Authority's predecessor agencies as well as fees the Authority has not yet collected from one of its component units. Approval of the Illinois Attorney General must be obtained to write-off any bad debt. That is, the Authority cannot write-off bad debt independently.

However, the Authority has had recent success in writing-off bad debt recently according to Executive Director Meister.

Ms. Gildart noted that the adjustments for bad debt presented here are for financial reporting purposes only.

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.

VII. Investment Management Review

Ms. Gildart recognized and welcomed Mr. Robert Banks and Mr. John Hoeting, Director of Client Management and Director of Liquidity Management, respectively, of ClearArc Capital, Inc.

Mr. Banks provided some brief background on his firm.

Next, discussing ClearArc Capital Inc.'s performance with assets it is managing on behalf of the Authority, Mr. Hoeting stated that the average maturity of the Authority's securities within its portfolio is approximately 1.37 years. This has been intentionally reduced somewhat recently as the value of liquid securities is declining as markets anticipate higher interest rates. This expectation of higher interest rates is affecting government securities which mature in 3 years more than government securities which mature in 2 years or less. Overall, yields for any investments in the liquidity space continue to be low, however.

Mr. Hoeting noted that ClearArc Capital, Inc.'s management of the Authority's portfolio is constrained by the Authority's investment policy which requires that at least 25% of assets be invested in securities that mature in less than 1 year. Currently, approximately 35% of assets are invested in securities that have a maturity of less than 1 year. The Authority is further restricted by the Public Funds Investment Act (30 ILCS 235).

Mr. Hoeting noted that the additional constraints the Authority's investment policy imposes over and above those in the Public Funds Investment Act should be removed. This would somewhat alleviate securities being so overweight in the short-end of the yield-to-maturity curve and additionally provide for marginally better interest earnings by allowing the portfolio to be invested more heavily in other instruments, e.g. commercial paper issued by corporations.

Member Yonover inquired if ClearArc Capital, Inc.'s management of the Authority's portfolio is fee-based. Mr. Hoeting informed Member Yonover and the Board that ClearArc Capital, Inc. utilizes a tiered-fee schedule, which averages approximately 6 basis points based on the aggregate assets of the portfolio.

Preliminary and unaudited Statement of Revenues, Expenses and Net Income for the year ended June 30, 2015, preliminary and unaudited Statement of Net Position as of June 30, 2015, and projected, preliminary and unaudited Statement of Revenues, Expenses and Net Income for the month ended July 31, 2015 were taken up for consideration after presentation of the Monthly Procurement Report and the Investment Management Review.

Member Bronner moved for the acceptance of the preliminary and unaudited Financial Reports as well as the projected, preliminary and unaudited Financial Reports.

Member Fuentes seconded the motion.

The motion prevailed and the Financial Reports were accepted.

VIII. Committee Reports

None.

IX. Presentation Regarding the DACA Loan Program

Chairman Funderburg expressed his pleasure to welcome a representative of and a student from the Loyola University Stritch School of Medicine ("Stritch"). On July 31, Chairman Funderburg, Member Knox and Executive Director Meister joined U.S. Senator Dick Durbin, former Authority Chairman Brandt and Stritch Dean Linda Brubaker in celebrating the first two classes enrolled under the Authority's innovative program to provide loans, not otherwise available, to medical students who arrived in the

United States as children and whose immigration status is currently governed by the federal Deferred Action for Childhood Arrivals (“DACA”) policy.

Executive Director Meister stated that the Authority does not require the students who receive DACA loans to pay interest for their respective loans if they serve as doctors in medically underserved Illinois communities upon finishing their residencies. That is the benefit of the bargain for the people of Illinois. DACA students are not eligible to apply for federal student loans or grants and all DACA students must repay the principal of any DACA loans.

Executive Director Meister introduced Mr. Kuczewski, Chair of the Stritch Department of Medical Education and Everardo Arias, a second-year Stritch medical student with DACA status utilizing the Authority’s DACA loan program.

Mr. Kuczewski noted that the loan agreements typically require at least four years of service in underserved communities in exchange for loans that cover the cost of tuition and fees for medical students. Moreover, Stritch is fully invested in being a partner with the Illinois Finance Authority in execution of the DACA loan program as evidenced by Stritch committing \$160,000 last year from its general scholarship fund to finance the living expenses of the seven medical students with DACA status as medical school is so demanding that these students cannot work or obtain funds any other way

Mr. Kuczewski informed the Board that the number of Loyola medical students in the DACA loan program has grown from seven students in its first year to 14 this year, representing nine different nations collectively.

Next, Mr. Arias discussed his participation in the loan program with Members of the Board. Mr. Arias explained that as a Mexican immigrant he faced many challenges growing up before deciding to attend medical school. Thankfully, the DACA loan program made it possible for him to pursue a career in medicine. Mr. Arias stated his college advisor told him there was literally a one percent chance he would be accepted to medical school due to his undocumented status. However, the DACA loan program allowed him to apply to Loyola medical school and he was grateful to be accepted. Accordingly, Mr. Arias thanked the Members of the Board, past and present, for establishing the DACA loan program, which he credited with changing his life.

Chairman Funderburg, on behalf of the Members of the Board and Authority staff, wished Mr. Arias the best of luck.

X. Presentation and Consideration of Project Reports and Resolutions

Chairman Funderburg directed Mr. Fletcher, Mr. Frampton and Ms. Lenane to present the projects and resolutions to the Board.

Mr. Fletcher presented the following project, highlighting transaction details and referencing various aspects of the Resolution available to Members of the Board:

Business and Industry Projects

Item 1: Item 1 is a request for Industrial Revenue Bond financing.

The Edlong Corporation and Rondenet Holdings LLC is requesting approval of a Preliminary Bond Resolution in an amount not to exceed \$20,000,000.

Mr. Frampton presented the following projects, highlighting transaction details and referencing various aspects of the Resolutions available to Members:

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

Item 2: Item 2 is a request for 501(c)(3) Revenue Bond financing.

The University of Chicago is requesting approval of a Final Bond Resolution in an amount not to exceed \$400,000,000.

Mr. Frampton recognized and welcomed Ms. Dana Earles, Director of Treasury at The University of Chicago.

Ms. Earles thanked the Board for their consideration of this financing.

Chairman Funderburg recognized and thanked Ms. Earles.

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

Providence St. Mel School is requesting approval of a Final Bond Resolution in an amount not to exceed \$22,000,000. This financing is being presented for one-time consideration.

Mr. Frampton informed the Board that while this transaction is a refunding for federal tax law purposes, the Authority is offering a discounted fee because the outstanding debt that is currently secured by a Letter of Credit is now being converted to bank debt and the weighted average maturity is not being extended.

Mr. Fletcher presented the following project, highlighting transaction details and referencing various aspects of the Resolution available to Members:

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

Columbia College Chicago is requesting approval of a Final Bond Resolution in an amount not to exceed \$75,000,000. This financing is being presented for one-time consideration.

Ms. Lenane presented the following projects, highlighting transaction details and referencing various aspects of the Resolutions available to Members:

Healthcare Projects

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

The Joint Commission on Accreditation of Healthcare Organizations is requesting approval of a Final Bond Resolution in an amount not to exceed \$16,000,000. This financing is being presented for one-time consideration.

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

Advocate Health and Hospitals Corporation is requesting approval of a Final Bond Resolution in an amount not to exceed \$328,565,000. This financing is being presented for one-time consideration.

Ms. Lenane recognized and welcomed Mr. Dominic Nakis, Senior Vice President, Chief Financial Officer and Treasurer of Advocate Health Care.

Mr. Nakis thanked the Board for their consideration of this financing.

Chairman Funderburg recognized and thanked Mr. Nakis.

Item 7: Item 7 is a request for 501(c)(3) Revenue Bond financing.

Plymouth Place, Inc. is requesting approval of a Preliminary Bond Resolution in an amount not to exceed \$65,000,000.

Mr. Frampton presented the following projects, highlighting transaction details and referencing various aspects of the Resolutions available to Members:

Local Government and Government Purpose Projects

Item 8: Item 8 is a Resolution Granting the Executive Director Authorization to Act on Behalf of Illinois Finance Authority as Promulgated by the Illinois Administrative Code for the Fire Truck Revolving Loan Program.

The Fire Truck Revolving Loan Program is a cooperative program that has been jointly administered by the Illinois Office of the State Fire Marshal and the Illinois Finance Authority since 1985. The Program provides loans of up to \$350,000 to allow Illinois municipalities and fire protection districts to update fire protection equipment and improve public safety. Because many Fire Districts and Fire Departments statewide provide shared services to neighboring communities, the impact of these equipment purchases extends beyond the borders of these communities and local fire districts.

Most of the applicants leverage program funds with local funds.

Under the Program, the Office of the State Fire Marshal is responsible for identifying eligible municipalities and fire districts, soliciting applications, and undertaking a needs-based review of each application and ranks the applications according to need.

The Illinois Finance Authority is responsible for undertaking a due diligence financial review to assure that general revenues or pledged sources are sufficient to repay each loan. Staff has completed its review of the 36 loan applications. Illinois Finance Authority staff will be working with the Illinois Office of the State Fire Marshal to close loans totaling approximately \$6,342,359 for these applicants. This financing is being presented for one-time consideration.

Executive Director Meister thanked Illinois State Fire Marshal Matt Perez for his partnership in this endeavor and congratulated Marshal Perez on his appointment by Governor Rauner this past March.

Member Pedersen requested clarification about the fees for units of local governments. Mr. Frampton informed Member Pedersen and the Board that investment grade-rated borrowers may attain a loan with a fixed rate of interest lower than commercially available and non-rated borrowers may obtain a loan bearing a zero percent rate of interest for the duration of the loan.

Item 9: Item 9 is a request for Local Government Direct Bond Purchase financing.

City of Blue Island is requesting approval of a Final Resolution authorizing the Illinois Finance Authority to purchase City of Blue Island General Obligation Alternate Revenue Bonds, Series 2015 in an amount not-to-exceed \$1,300,000.

The Illinois Finance Authority will purchase Series 2015 General Obligation Alternate Revenue Bonds to be issued by the City of Blue Island (the “City” or “Borrower”). The City will use bond proceeds to finance all or a portion of the costs of (i) improvements to public facilities including but not limited to (a) Illinois EPA-mandated improvements to a leachate treatment system located at the City-owned golf course (formerly the site of a landfill), (b) improvements to the City’s sewerage system, including a sewage relining/inspection project, and replacement and redesign of certain portions of the City’s sewerage system, including replacement of a relief combination sewer, (ii) acquisition of an ambulance, to replace and upgrade the City’s ambulance fleet (and replace one out-of-service ambulance), (iii) the acquisition of public works vehicles, and (iv) rehabilitation of the irrigation system and other improvements at the City-owned golf course, all to be owned and used by the City of Blue Island, Cook County, Illinois (collectively, the “Project”). The accompanying resolution would also authorize the ambulance to be financed as a separate stand-alone financing if deemed reasonable or desirable under terms detailed below.

The maximum term for this proposed transaction is ten years.

The Program serves units of local government that have a borrowing that is small, located in a community lacking its own commercial bank, have a project that is ineligible or only partially eligible for other programs (including the Illinois’s EPA State Revolving Fund Loan Programs), and, as a result, has limited borrowing options.

The Illinois Finance Authority will allocate unencumbered treasury funds to purchase Bonds directly to fund this Program.

Mr. Fletcher presented the following resolution, highlighting transaction details and referencing various aspects of the Resolution available to Members:

Resolutions

Item 10: Item 10 is a Resolution Authorizing the Issuance of Not to Exceed \$25,000,000 in Aggregate Principal Amount of Illinois Finance Authority Revenue Bonds, Series 2015 (Goodman Theatre Project), the Proceeds of which are to be Loaned to Chicago Theatre Group, Inc., Operating as the Goodman Theatre.

Mr. Fletcher informed the Board that while this transaction is a refunding for federal tax law purposes, the Authority is offering a discounted fee because the outstanding debt that

is currently secured by a Letter of Credit is now being converted to bank debt and the weighted average maturity is not being extended.

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

Member Yonover requested Item 1 to be considered separately. There were no other objections.

Then, Executive Director Meister recognized and welcomed Nancy Burke, Latrice Phillips, John Bibby, Mark Huddle, Tim Hinchman, Stephanie Wagner and Kevin Barney. Executive Director Meister explained that these attorneys represent a sampling of the many attorneys whom work on the Authority's conduit bond transactions.

The attorney who serves as bond counsel, acting for his or her firm, renders a legal opinion as to the validity of the bonds under applicable laws, the federal and state income tax status of the interest on the bonds and, in certain cases, other matters.

Bond counsel drafts many of the documents utilized in the bond issue and is heavily involved in the structuring and closing of the financing. In order for municipal bonds to be valid and enforceable, they must comply with applicable law. If the interest income on municipal bonds is to be excluded from the gross income of the holders for federal income tax purposes (i.e. "tax-exempt"), the use of the proceeds of the bonds and any property financed with those proceeds are subject to various restrictions imposed by federal tax law.

Thus, bond counsel must have a thorough knowledge of the state laws relating to the bonds and, if the interest income on the bonds is intended to be federally tax-exempt, bond counsel must have a thorough knowledge of the highly technical provisions of federal tax law that are applicable to municipal bonds issued by the Authority.

Thereafter Executive Director Meister's explanation of the role and function of bond counsel, Member Pedersen moved for the adoption of the following project: Item 1.

Member Knox seconded the motion.

And on that motion, a roll call vote was taken, resulting as follows: 8 Yeas; 0 Nays; 0 Answering Present; 1 Abstention (Yonover).

Member Yonover abstained from casting a vote for Item 1, declaring in a statement that he has a business relationship with The Edlong Corporation.

This project, having received the votes of a quorum of the Members of the Board, was declared passed.

Next, Member Poole moved for the adoption of the following projects and resolutions: Items 2, 3, 4, 5, 6, 7, 8, 9 and 10.

Member Knox 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.

XI. Public Comment

Chairman Funderburg recognized Mr. Rob Sherman, resident of Buffalo Grove (Cook County).

Mr. Sherman expressed his belief that the Illinois Finance Authority is not in compliance with the Illinois Gender Balanced Appointments Act (5 ILCS 310).

The Gender Balanced Appointments Act states, in part, that all appointments to boards, commissions, committees and councils of the State created by the laws of the State after January 1, 2000 shall be gender balanced to the extent possible. Additionally, appointments made in accordance with the Gender Balanced Appointments Act should be made in a manner that makes a good faith attempt to seek gender balance based on the numbers of each gender belonging to the group from which appointments are made.

Mr. Sherman encouraged recent appointments by Governor Rauner to resign their positions so that the composition of Members of the Board can potentially become more gender-balanced, to the extent possible.

Chairman Funderburg thanked Mr. Sherman for his public comments and noted that Mr. Sherman was allowed to speak longer than the time allotted to him pursuant to the "Guidelines for Public Comment" prescribed by the Authority and posted at www.il-fa.com.

Chairman Funderburg recognized Mr. Sean Halloran, Management Analyst at City of Blue Island.

Mr. Halloran thanked the Board for the consideration and passage of City of Blue Island, Item 9 of the Project Reports and Resolutions.

Chairman Funderburg thanked Mr. Halloran.

XII. Other Business

None.

XIII. Adjournment

At the time of 11:04 a.m., Member Bronner moved that the Board do now adjourn until September 10, 2015, at 9:30 a.m.

Member Anderberg seconded the motion.

The motion prevailed.

And the Board stood adjourned.

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

FINANCIAL ANALYSIS

September 10, 2015

**V. PRESENTATION AND CONSIDERATION OF THE FINANCIAL REPORTS
MONTHLY AND ANNUAL SUMMARY AS OF AUGUST 31, 2015***

***Due to the timing/receipt of external information and the Authority's printing schedule, financial information for August 2015 is projected. All information is preliminary and unaudited.**

1. GENERAL OPERATING FUND REVENUES, EXPENSES AND NET INCOME**FISCAL YEAR 2015 UPDATE-UNAUDITED**

- a. **Total Annual Revenues:** \$4,304,748
- b. **Total Annual Expenses:** (\$3,958,655)
- c. **Total Net Transfers In:** \$293,956
- d. **Total Annual Net Income:** **\$640,047**

FISCAL YEAR 2016-UNAUDITED

- a. **Total Projected Annual Revenues** equal \$720 thousand and are \$109 thousand or 13% below budget; due primarily to lower than expected closing fees and other revenues. Actual closing fees year to date of \$470 thousand, are \$82 thousand or 15% below budget. Projected annual fees of \$34 thousand are 43% or \$26 thousand lower than budgeted. Actual administrative service fees are \$15 thousand for the first two months of the year. Actual application fees are \$8 thousand or 52% higher than budgeted. Projected accrued interest income from the former IRBB local governments and others totaled \$165 thousand. Projected net investment income stands at \$26 thousand.
- b. In **July**, the Authority generated \$170 thousand in closing fees. Closing fees were received from: *North Central College*, \$44 thousand, *Shedd Aquarium Society*, \$36 thousand and *Field Museum of Natural History*, \$89 thousand. In **August**, the Authority generated \$292 thousand in closing fees. Closing fees were received from: *Little Company of Mary Hospital*, \$138 thousand and *The Joint Commission*, \$62 thousand. Invoices were also generated for *Providence St. Mel*, \$53 thousand and the *Goodman Theatre* for \$40 thousand. Administrative Service fees were received from *Intercultural Montes* for \$10 thousand and from *Holy Family* for \$5 thousand.
- c. **Total Projected Annual Expenses** of \$636 thousand, which is \$190 thousand or 23% lower than budget, mostly driven by vacant budgeted staff positions and delays in IT projects and purchases. Projected year to date employee expenses total \$307 thousand and projected professional services totals \$212 thousand; with each function at 21% and 29% below budget. Projected annual occupancy costs total \$45 thousand and are \$3 thousand or 7% over budget. Projected general and administrative costs are \$60 thousand for the first two months of the year, which is 10% under budget.
- d. **Total Projected Annual Net Income** is \$84 thousand. The major contributor to the positive bottom line include the level of overall spending at 23% below budget.

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 AUGUST 31, 2015***

2. ALL FUNDS-ASSETS, LIABILITIES AND NET POSITION

The Authority, as of August 31, 2015, is a \$119 million dollar agency which also currently accounts for \$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 \$53.1 million (consisting mostly of cash, investments, and receivables). Unrestricted cash and investments total \$28.3 million, notes receivables for the former IRBB local governments total \$20.2 million, other loans receivables are at \$2.8 million and restricted cash in the DACA Loan Fund totals \$1.3 million. The intergovernmental receivable of \$112 thousand owed to the Authority by Illinois Department of Transportation, for the reimbursement of professional service expenses, has been paid. Liabilities, current and non-current, total just \$398 thousand.

4. YEAR TO DATE ACTIVITY FOR ALL OTHER FUNDS

- a. **The July and August 2015 activity of the State of Illinois Component Units will be presented at the October board meeting.** 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 continues to work 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 \$70 thousand. New Fire Truck revolving loans, totaling \$6.2 million, will be issued in the next 30-60 days per direction from the Office of the State Fire Marshal (OSFM). The Authority has also received notice of OSFM’s intent to issue Ambulance loans during this fiscal year. Net position of \$22.2 million for Fire Truck and \$4.2 million for Ambulance, are reported on the Authority’s balance sheet.
- c. Other Nonmajor Funds booked projected year to date revenues of \$36 thousand, of which, \$32 thousand is derived from investment activity. At June 30, 2015, reserves for various settlements and potential loan losses were booked to the nonmajor funds, totaling \$1.2 million. In the event of loss, payments will be made from unrestricted, locally-held funds. 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.
- b. The Authority is currently reviewing upcoming Governmental Accounting Standards Board (GASB) changes to governmental financial reporting. New standards for investments, leases and fiduciary activities will take effect for the Authority in the upcoming reporting periods.

6. OTHER SUPPLEMENTARY FINANCIAL INFORMATION

- a. The Schedule of Debt is being presented as supplementary financial information in the financial statements tab of the board package. The Monthly Flash Report will be distributed for the Board’s review at the October board meeting.



ILLINOIS FINANCE AUTHORITY
 STATEMENT OF REVENUES, EXPENSES AND NET INCOME
 GENERAL OPERATING FUND
 FOR FISCAL YEAR 2016 AS OF AUGUST 31, 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	177,507	292,080	-	-	-	-	-	-	-	-	-	-	469,587	551,324	(81,737)	-14.8%
Annual Fees	16,990	16,990	-	-	-	-	-	-	-	-	-	-	33,980	59,617	(25,637)	-43.0%
Administrative Service Fees	-	15,000	-	-	-	-	-	-	-	-	-	-	15,000	2,500	12,500	500.0%
Application Fees	3,000	4,800	-	-	-	-	-	-	-	-	-	-	7,800	5,150	2,650	51.5%
Miscellaneous Fees	139	1,213	-	-	-	-	-	-	-	-	-	-	1,352	917	435	47.4%
Interest Income-Loans	83,318	82,132	-	-	-	-	-	-	-	-	-	-	165,450	170,655	(5,205)	-3.1%
Other Revenue	-	973	-	-	-	-	-	-	-	-	-	-	973	7,333	(6,360)	-86.7%
Total Operating Revenue:	\$280,954	\$ 413,188	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 694,142	\$ 797,496	\$ (103,354)	-13.0%
Operating Expenses:																
Employee Related Expense	141,053	166,053	-	-	-	-	-	-	-	-	-	-	307,106	389,205	(82,099)	-21.1%
Professional Services	106,155	106,155	-	-	-	-	-	-	-	-	-	-	212,310	298,013	(85,703)	-28.8%
Occupancy Costs	19,832	25,000	-	-	-	-	-	-	-	-	-	-	44,832	41,736	3,096	7.4%
General & Administrative	29,890	29,890	-	-	-	-	-	-	-	-	-	-	59,780	66,063	(6,283)	-9.5%
Depreciation and Amortization	6,078	6,078	-	-	-	-	-	-	-	-	-	-	12,156	31,347	(19,191)	-61.2%
Total Operating Expense	\$303,008	\$ 333,176	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 636,184	\$ 826,364	\$ (190,180)	-23.0%
Operating Income(Loss)	\$ (22,054)	\$ 80,012	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 57,958	\$ (28,868)	\$ 86,826	300.8%
Nonoperating Revenues (Expense):																
Bad Debt Adjustments (Expense)	-	-	-	-	-	-	-	-	-	-	-	-	-	1,667	(1,667)	-100.0%
Miscellaneous Non-Opertg Rev/(Exp)	-	-	-	-	-	-	-	-	-	-	-	-	-	(83)	83	-100.0%
Interest and Investment Income	25,941	25,941	-	-	-	-	-	-	-	-	-	-	51,882	54,367	(2,485)	-4.6%
Realized Gain (Loss) on Sale of Inve:	(473)	(473)	-	-	-	-	-	-	-	-	-	-	(946)	(2,167)	1,221	-56.3%
Net Appreciation (Depr) in FV of Inve	(12,645)	(12,645)	-	-	-	-	-	-	-	-	-	-	(25,290)	(22,833)	(2,457)	10.8%
Total Nonoperating Rev (Exp)	\$ 12,823	\$ 12,823	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 25,646	\$ 30,951	\$ (5,305)	-17.1%
Net Income (Loss) Before Transfer	\$ (9,231)	\$ 92,835	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 83,604	\$ 2,083	\$ 81,521	3913.6%
Transfers:																
Transfers in from other funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0%
Transfers out to other funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.0%
Total Transfers In (Out)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%
Net Income (Loss)	\$ (9,231)	\$ 92,835	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 83,604	\$ 2,083	\$ 81,521	3913.6%

*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 2016 AS OF AUGUST 31, 2015
 (PROJECTED)*
 (PRELIMINARY AND UNAUDITED)

	GENERAL FUND	LOCALLY HELD FIRE TRUCK REV LOAN FUND	LOCALLY HELD AMBULANCE REV LOAN FUND	NON-MAJOR FUNDS	SUBTOTAL IFA FUNDS	AGENCY FUNDS
Operating Revenues:						
Closing Fees	469,587	-	-	-	469,587	-
Annual Fees	33,980	-	-	-	33,980	-
Administrative Service Fees	15,000	-	-	-	15,000	-
Application Fees	7,800	-	-	-	7,800	-
Miscellaneous Fees	1,352	70,207	-	-	71,559	-
Interest Income-Loans	165,450	-	-	6,443	171,893	-
Other Revenue	973	-	-	-	973	-
Total Operating Revenue:	\$ 694,142	\$ 70,207	\$ -	\$ 6,443	\$ 770,792	\$ -
Operating Expenses:						
Employee Related Expense	307,106	-	-	-	307,106	-
Professional Services	212,310	963	589	1,960	215,822	111
Occupancy Costs	44,832	-	-	-	44,832	-
General & Administrative	59,780	-	-	-	59,780	-
Interest Expense	-	-	-	308	308	-
Depreciation and Amortization	12,156	-	-	-	12,156	-
Total Operating Expense	\$ 636,184	\$ 963	\$ 589	\$ 2,268	\$ 640,004	\$ 111
Operating Income(Loss)	\$ 57,958	\$ 69,244	\$ (589)	\$ 4,175	\$ 130,788	\$ (111)
Nonoperating Revenues (Expenses):						
Bad Debt Adjustments (Expense)	-	-	-	-	-	-
Transfer of funds and program interest from the State of IL	-	-	-	-	-	-
Interest and Investment Income	51,882	11,462	7,728	45,318	116,390	-
Realized Gain (Loss) on Sale of Investment	(946)	1,464	(26)	(78)	414	-
Net Appreciation (Depr) in fair value of Investments	(25,290)	(1,204)	(3,014)	(13,232)	(42,740)	-
Total Nonoperating Revenues (Expenses)	\$ 25,646	\$ 11,722	\$ 4,688	\$ 32,008	\$ 74,064	\$ -
Net Income (Loss) Before Transfers	\$ 83,604	\$ 80,966	\$ 4,099	\$ 36,183	\$ 204,852	\$ (111)
Transfers:						
Transfers in from other funds	-	-	-	-	-	-
Transfers out to other funds	-	-	-	-	-	-
Total Transfers In (Out)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net Income (Loss)	\$ 83,604	\$ 80,966	\$ 4,099	\$ 36,183	\$ 204,852	\$ (111)

*All amounts in red are projected.



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

August 31, 2015

(PROJECTED)*

(PRELIMINARY AND UNAUDITED)

	GENERAL FUND	LOCALLY HELD FIRE TRUCK REV LOAN FUND	LOCALLY HELD AMBULANCE REV LOAN FUND	NON-MAJOR FUNDS	SUBTOTAL IFA FUNDS	AGENCY FUNDS
Assets and Deferred Outflows:						
Current Assets:						
Unrestricted:						
Cash & cash equivalents	4,854,379	-	-	1,030,795	5,885,174	-
Investments	7,521,183	-	-	3,467,368	10,988,551	-
Accounts receivable, Net	38,224	-	-	-	38,224	-
Loans receivables, Net	2,014,090	-	-	-	2,014,090	-
Accrued interest receivable	24,690	-	-	46,340	71,030	-
Bonds and notes receivable	1,677,800	-	-	-	1,677,800	-
Due from other funds	19,661	-	-	-	19,661	-
Due from other local government agencies	-	-	-	3,000,000	3,000,000	-
Prepaid Expenses	360,766	-	-	-	360,766	-
Total Current Unrestricted Assets	\$ 16,510,793	\$ -	\$ -	\$ 7,544,503	\$ 24,055,296	\$ -
Restricted:						
Cash & Cash Equivalents	1,280,252	5,910,422	8,498	2,062,492	9,261,664	61,378
Deposits in transit	-	158,075	42	-	158,117	-
Investments	-	443,336	1,423,336	236,765	2,103,437	-
Accrued interest receivable	-	3,614	12,961	8,571	25,146	-
Bonds and notes receivable from State component units	-	-	-	-	-	-
Loans receivables, Net	-	1,363,644	74,320	101,442	1,539,406	-
Total Current Restricted Assets	\$ 1,280,252	\$ 7,879,091	\$ 1,519,157	\$ 2,409,270	\$ 13,087,770	\$ 61,378
Total Current Assets	\$ 17,791,045	\$ 7,879,091	\$ 1,519,157	\$ 9,953,773	\$ 37,143,066	\$ 61,378
Non-current Assets:						
Unrestricted:						
Investments	15,937,506	-	-	9,070,491	25,007,997	-
Accounts receivable, Net	-	-	-	-	-	-
Loans receivables, Net	770,633	-	-	-	770,633	-
Bonds and notes receivable	18,519,237	-	-	-	18,519,237	-
Total Noncurrent Unrestricted Assets	\$ 35,227,376	\$ -	\$ -	\$ 9,070,491	\$ 44,297,867	\$ -
Restricted:						
Cash & Cash Equivalents	-	-	-	600,000	600,000	-
Investments	-	59,430	2,445,688	522,675	3,027,793	-
Funds in the custody of the Treasurer	-	70,287	-	18,015,061	18,085,348	-
Loans receivables, Net	-	14,173,884	247,280	1,379,419	15,800,583	-
Guarantee payments receivables, Net	-	-	-	-	-	-
Bonds and notes receivable from primary government	-	-	-	-	-	-
Bonds and notes receivable from State component units	-	-	-	-	-	-
Total Noncurrent Restricted Assets	\$ -	\$ 14,303,601	\$ 2,692,968	\$ 20,517,155	\$ 37,513,724	\$ -



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

	GENERAL FUND	LOCALLY HELD FIRE TRUCK REV LOAN FUND	LOCALLY HELD AMBULANCE REV LOAN FUND	NON-MAJOR FUNDS	SUBTOTAL IFA FUNDS	AGENCY FUNDS
Capital Assets						
Capital Assets	800,702	-	-	-	800,702	-
Accumulated Depreciation	(733,514)	-	-	-	(733,514)	-
Total Capital Assets	\$ 67,188	\$ -	\$ -	\$ -	\$ 67,188	\$ -
Total Noncurrent Assets	\$ 35,294,564	\$ 14,303,601	\$ 2,692,968	\$ 29,587,646	\$ 81,878,779	\$ -
Total Assets	\$ 53,085,609	\$ 22,182,692	\$ 4,212,125	\$ 39,541,419	\$ 119,021,845	\$ 61,378
DEFERRED OUTFLOWS OF RESOURCES:						
Deferred loss on debt refunding	-	-	-	-	-	-
TOTAL DEFERRED OUTFLOWS OF RESOURCES	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Assets & Deferred Inflows of Resources	\$ 53,085,609	\$ 22,182,692	\$ 4,212,125	\$ 39,541,419	\$ 119,021,845	\$ 61,378
Liabilities:						
Current Liabilities:						
Payable from unrestricted current assets:						
Accounts payable	60,819	-	-	-	60,819	-
Accrued liabilities	159,600	-	-	-	159,600	-
Due to employees	101,017	-	-	-	101,017	-
Due to primary government	6,041	-	-	-	6,041	-
Due to other funds	-	-	-	19,661	19,661	-
Other liabilities	-	-	-	155,000	155,000	36,994
Unearned revenue, net of accumulated amortization	70,000	-	-	-	70,000	-
Total Current Liabilities Payable from Unrestricted Current Assets	\$ 397,477	\$ -	\$ -	\$ 174,661	\$ 572,138	\$ 36,994
Payable from restricted current assets:						
Due to primary government	-	-	-	-	-	-
Accounts payable	-	-	-	-	-	-
Accrued interest payable	-	-	-	2,510	2,510	-
Bonds and notes payable from primary government	-	-	-	-	-	-
Bonds and notes payable from State component units	-	-	-	-	-	-
Current portion of long term debt	-	-	-	59,984	59,984	-
Unamortized bond premium	-	-	-	-	-	-
Total Current Liabilities Payable from Restricted Current Assets	\$ -	\$ -	\$ -	\$ 62,494	\$ 62,494	\$ -
Total Current Liabilities	\$ 397,477	\$ -	\$ -	\$ 237,155	\$ 634,632	\$ 36,994



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

August 31, 2015

(PROJECTED)*

(PRELIMINARY AND UNAUDITED)

	GENERAL FUND	LOCALLY HELD FIRE TRUCK REV LOAN FUND	LOCALLY HELD AMBULANCE REV LOAN FUND	NON-MAJOR FUNDS	SUBTOTAL IFA FUNDS	AGENCY FUNDS
Payable from restricted noncurrent assets:						
Noncurrent payables	585	-	-	-	585	-
Bonds and notes payable from primary government	-	-	-	-	-	-
Bonds and notes payable from State component units	-	-	-	-	-	-
Noncurrent portion of long term debt	-	-	-	309,096	309,096	-
Unamortized bond premium	-	-	-	-	-	-
Noncurrent loan reserve	-	-	-	1,057,526	1,057,526	-
Total Noncurrent Liabilities Payable from Restricted Noncurrent	\$ 585	\$ -	\$ -	\$ 1,366,622	\$ 1,367,207	\$ -
Total Noncurrent Liabilities	\$ 585	\$ -	\$ -	\$ 1,366,622	\$ 1,367,207	\$ -
Total Liabilities	\$ 398,062	\$ -	\$ -	\$ 1,603,777	\$ 2,001,839	\$ 36,994
Net Position:						
Net Investment in Capital Assets	67,188	-	-	-	67,188	-
Restricted	-	22,101,726	4,208,026	22,418,033	48,727,785	-
Unrestricted	52,536,755	-	-	15,483,426	68,020,181	24,495
Current Change in Net Position	83,604	80,966	4,099	36,183	204,852	(111)
Total Net Position	\$ 52,687,547	\$ 22,182,692	\$ 4,212,125	\$ 37,937,642	\$ 117,020,006	\$ 24,384
Total Liabilities & Net Position	\$ 53,085,609	\$ 22,182,692	\$ 4,212,125	\$ 39,541,419	\$ 119,021,845	\$ 61,378

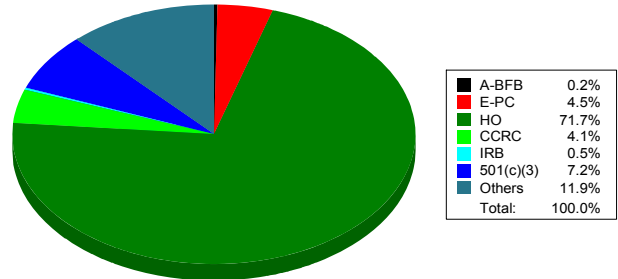
**All amounts in red are projected.*

Bonds Issued - Fiscal Year Comparison for the Period Ending August 31, 2015

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
<u>56</u>		<u>\$ 2,099,391,751</u>

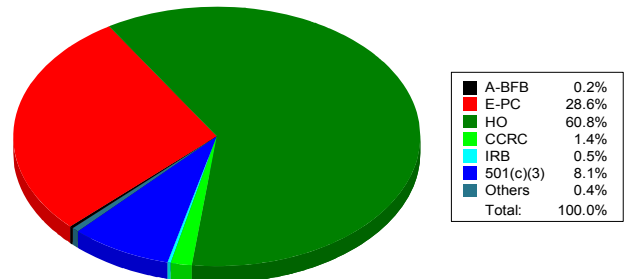
Bonds Issued in Fiscal Year 2014



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
<u>45</u>		<u>\$ 2,511,314,817</u>

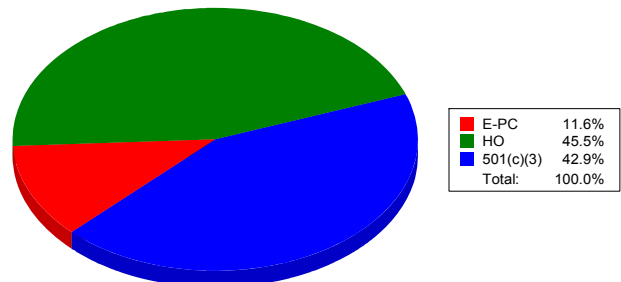
Bonds Issued in Fiscal Year 2015



Fiscal Year 2016

#	Market Sector	Principal Issued
1	Education	30,177,000
2	Healthcare - Hospital	118,000,000
2	501(c)(3) Not-for-Profit	111,445,000
<u>5</u>		<u>\$259,622,000</u>

Bonds Issued in Fiscal Year 2016





**Bonds Issued and Outstanding
as of
August 31, 2015**

Bonds Issued between July 01, 2015 and August 31, 2015

<u>Bond Issue</u>	<u>Date Issued</u>	<u>Initial Interest Rate</u>	<u>Principal Issued</u>	<u>Bonds Refunded</u>
E-PC North Central College	07/09/2015	Variable	30,177,000	0
501(c)(3) Shedd Aquarium Society	07/24/2015	Fixed at Schedule	22,945,000	22,945,000
501(c)(3) Field Museum of Natural History	07/28/2015	Variable	88,500,000	88,500,000
HO Little Company of Mary Hospital	08/18/2015	Variable	102,000,000	72,000,000
HO The Joint Commission	08/26/2015	Fixed at Schedule	16,000,000	0
Total Bonds Issued as of August 31, 2015			<u>\$ 259,622,000</u>	<u>\$ 183,445,000</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.

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, 2015	August 31, 2015		
Illinois Finance Authority "IFA" ^[b]				
Agriculture	\$ 52,498,261	\$ 52,498,261		
Education	4,325,023,557	4,312,221,636		
Healthcare	13,657,507,336	13,713,900,693		
Industrial Development [includes Recovery Zone/Midwest Disaster]	708,570,850	694,200,484		
Local Government	331,080,000	320,210,000		
Multifamily/Senior Housing	168,358,468	168,054,263		
501(c)(3) Not-for Profits	1,406,363,442	1,514,786,590		
Exempt Facilities Bonds	249,915,000	199,915,000		
Total IFA Principal Outstanding	\$ 20,899,316,914	\$ 20,975,786,928		
Illinois Development Finance Authority "IDFA" ^[b]				
Education	496,388	496,388		
Healthcare	80,200,000	80,200,000		
Industrial Development	291,429,410	281,555,569		
Local Government	306,307,834	306,307,834		
Multifamily/Senior Housing	84,354,117	84,314,117		
501(c)(3) Not-for Profits	722,984,769	718,133,587		
Exempt Facilities Bonds				
Total IDFA Principal Outstanding	\$ 1,485,772,517	\$ 1,471,007,494		
Illinois Rural Bond Bank "IRBB" ^[b]				
Total IRBB Principal Outstanding	\$ -	\$ -		
Illinois Health Facilities Authority "IHFA"	\$ 758,640,000	\$ 759,175,000		
Illinois Educational Facilities Authority "IEFA"	\$ 636,230,990	\$ 575,723,000		
Illinois Farm Development Authority "IFDA" ^[1]	\$ 18,685,550	\$ 18,685,550		
Total Illinois Finance Authority Debt	\$ 23,798,645,970	\$ 23,800,377,971	\$ 28,150,000,000	\$ 4,349,622,029

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

Section I (b)

	Principal Outstanding		Program Limitations	Remaining Capacity
	June 30, 2015	August 31, 2015		
General Purpose Moral Obligations				
Illinois Finance Authority Act [20 ILCS 3501/801-40(w)]				
* Issued through IRBB - Local Government Pools				
* Issued through IFA - Local Government Pools				
Issued through IFA - Illinois Medical District Commission	36,280,000	36,280,000		
Total General Purpose Moral Obligations	\$ 36,280,000	\$ 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]	122,769,066	111,775,429		
Total State Component Unit Bonds	\$ 122,769,066	\$ 111,775,429		

 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
	June 30, 2015	August 31, 2015	
Midwestern Disaster Area Bonds [Flood Relief]	\$ 65,251,543	\$ 65,140,581	N/A

 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, 2015	August 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, 2015	August 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, 2015	August 31, 2015			
Agri Debt Guarantees [Restructuring Existing Debt]					
Fund # 994 - Fund Balance \$10,156,041 *	\$ 9,243,360	\$ 7,522,633	\$ 160,000,000	\$ 152,477,367	\$ 6,392,384
AG Loan Guarantee Program					
Fund # 205 - Fund Balance \$7,843,404 *	\$ 9,837,616	\$ 8,361,499	\$ 225,000,000 ^[e]	\$ 216,638,501	\$ 7,107,274
Agri Industry Loan Guarantee Program	\$ 5,108,251	\$ 4,462,686			3,793,283
Farm Purchase Guarantee Program	917,680	906,293			770,349
Specialized Livestock Guarantee Program	2,763,756	2,097,373			1,782,767
Young Farmer Loan Guarantee Program	1,047,929	895,146			760,874
Total State Guarantees	\$ 19,080,977	\$ 15,884,133	\$ 385,000,000	\$ 369,115,867	\$ 13,499,659

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

Section V		Fund #	Principal Outstanding		Appropriation Fiscal Year 2015	Cash and Investment Balance
			June 30, 2015	August 31, 2015		
132	Fire Truck Revolving Loan Program	Fund # 572 *	\$ 17,052,813	\$ 15,548,078	\$ 2,383,342	\$ 5,321,609
8	Ambulance Revolving Loan Program	Fund # 334 *	\$ 415,920	\$ 321,600	\$ 7,006,800	\$ 3,877,578

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, 2015	August 31, 2015		
Environmental [Large Business]				
Issued through IFA	\$ 16,585,000	\$ 15,075,000		
Issued through IDFA	153,645,000	153,645,000		
Total Environmental [Large Business]	\$ 170,230,000	\$ 168,720,000	\$ 2,425,000,000	\$ 2,256,280,000
Environmental [Small Business]	\$ -	\$ -	\$ 75,000,000	\$ 75,000,000
Total Environment Bonds Issued under Act	\$ 170,230,000	\$ 168,720,000	\$ 2,500,000,000	\$ 2,331,280,000

Illinois Finance Authority Funds at Risk

Section VII	Original Amount	Principal Outstanding	
		June 30, 2015	August 31, 2015
Participation Loans			
Business & Industry	23,020,158	1,616,353	1,096,723
Agriculture	6,079,859	114,269	96,159
Participation Loans exluding Defaults & Allowances	29,100,017	1,730,622	1,192,882
Plus: Legacy IDFA Loans in Default		858,458	843,173
Less: Allowance for Doubtful Accounts		1,002,182	976,359
Total Participation Loans		1,586,898	1,059,696
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	206,884
Renewable Energy [RED Fund]	2,000,000	1,396,598	1,286,436
Total Loans Outstanding	34,353,017	3,368,231	23,141,053
IRBB funds were defeased and transferred into a note receivable with the IFA.			

Higher Education Loan Act (110 ILCS 945 or "HELA")

Section VIII	Principal Outstanding		Statutory Debt Limitation	Remaining HELA Debt Limitation
	June 30, 2015	August 31, 2015		
Midwestern University Foundation - Student Loan Program Revenue Bonds	\$ 15,000,000	\$ 15,000,000	\$ 200,000,000 ^[d]	\$ 185,000,000

[a] Total subject to change; late month payment data may not be included at issuance of report.
 [a] June 30, 2015 totals subject to change; the bonds will be reconciled with the Illinois Office of the Comptroller.
 [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] Midwestern Disaster Area Bonds - Illinois Counties eligible for Midwest Disaster Bonds included Adams, Calhoun, Clark, Coles, Crawford, Cumberland, Douglas, Edgar, Hancock, Henderson, Jasper, Jersey, Lake, Lawrence, Mercer, Rock Island, Whiteside and Winnebago.
 [h] Recovery Zone Facility Revenue 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
 * All Cash balances are as of June 30, 2015.



**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: September 10, 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-CPO Small Purchase Approvals</i>							
Payroll Services and Employee Benefits	ADP TotalSource, Inc.	2 mos	09/15-10/15	\$ 49,900	\$ 49,900	\$ 49,900	\$ 233,000
Temporary Finance/Procurement/Compliance Staffing	Accounting Principals, Inc.	4 mos	08/15-12/15	\$ 49,894	\$ 49,321	\$ 49,321	\$ 350,000
<i>Illinois Procurement Code-Contracts Executed Utilizing State of Illinois Master Contracts</i>							
Microsoft Virtual Servers	CDW-G	1 mos	09/15-09/15	\$ 5,748	\$ -	\$ -	\$ -
Court Reporting Services	Marzullo Reporting Agency	9 mos	09/15-06/16	\$ 3,000	\$ -	\$ -	\$ -

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 Partnership Group, Inc.	3	11/15-10/18	\$ 552,250	N/A	N/A	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: September 10, 2015
Re: Monthly Procurement Report

EXPIRED CONTRACTS

Services Provided	Vendor	Previous Term (Yrs)	Start/End	Estimated NTE Value	Prior Contract NTE Value	Prior Contract Expense	Avg Yrly Prior Contract Expense
Marketing Services	Marj Halpern	3	09/12-08/15	\$ 225,000	\$ 225,000	\$ 225,000	\$ 75,000
Marketing Services	Hill Knowlton	3	09/12-08/15	\$ 225,000	\$ 225,000	\$ 225,000	\$ 75,000
Financial Services/Compliance Reporting	Bloomberg, LP	1	09/14-09/15	\$ 24,000	\$ 24,000	\$ 24,000	\$ 24,000
Professional and Artistic/CPA Services (New Market Tax Credit Consultant)	Baker Tilly	2	09/13-08/15	\$ 40,000	\$ 40,000	\$ 40,000	\$ 40,000
Legislative Services (Will expire 9/30/15)	Howard Kenner Government Consulting	2	07/15-09/15	\$ 120,000	\$ 120,000	\$ 120,000	\$ 60,000

CANCELLED 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>							
Employee Benefits and Payroll Services-Solicitation will be reissued pending the resolution of benefits related legal issues	N/A	-	-	n/a	\$ 233,000	\$ 223,000	\$ 223,000

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>IFA Exemption for Professional and Artistic, Legal or Financial Services-Competitive Bids/Proposals</i>							



**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: September 10, 2015
Re: Monthly Procurement Report

Specialty Accounting/Audit Services	TBD	2	12/15-11/17	n/a	\$ -	\$ -	\$ -
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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>							
Marketing Services	Anticipated award Feb 2016	3	03/16-02/19	n/a	\$ 300,000	\$ 179,276	\$ 89,638
IT Software Support and Temporary Staffing	Anticipated award Nov 2015	2	11/15-10/17	n/a	\$ -	\$ -	\$ -
Legislative Services	Anticipated award Nov 2015	3	11/15-10/18	n/a	\$ 180,000	\$ 180,000	\$ 60,000
IT Network Support	Anticipated award Nov 2015	3	11/15-10/18	n/a	\$ 90,000	\$ 90,000	\$ 30,000
Typesetting and Printing Services	Anticipated award Nov 2015	3	11/15-10/18	n/a	\$ 40,000	\$ 40,000	\$ 40,000
Insurance Broker	Anticipated award June 2016	3	06/16-06/19	n/a	\$ 68,700	\$ 68,700	\$ 22,900

IFA Exemption for Professional and Artistic, Legal or Financial Services-Competitive Bids/Proposals

Professional and Artistic/CPA Services (New Market Tax Credit Consultant)	Anticipated award Feb 2016	3	03/16-02/19	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

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: September 10, 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.*

IFA Exemption for Professional and Artistic, Legal or Financial Services-Competitive Bids/Proposals

Legal Services-Master Legal Pool Contract/Approved Counsel	Various (Pool comprised of 38 firms)	1	02/16-01/17	\$ 750,000	\$ 1,500,000	\$ -	\$ -
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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.

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors
From: Lorrie Karcher and Patrick Evans
Date: September 10, 2015
Re: Overview Memo for Beginning Farmer Bonds

- **Borrower/Project Name:** Beginning Farmer Bonds
- **Locations:** Throughout Illinois
- **Board Action Requested:** Final Bond Resolution for the attached projects
- **Amount:** Up to \$517,700 maximum of new money for each project
- **Project Type: Beginning Farmer Revenue Bonds**
- **Total Requested: \$891,850**
- **Calendar Year Summary:** (as of September 10, 2015)
 - Volume Cap: \$10,000,000
 - Volume Cap Committed: \$2,757,702
 - Volume Cap Remaining: \$7,242,298
 - Average Farm Acreage: 52
 - Number of Farms Financed: 11
- **IFA Benefits:**
 - **Conduit Tax-Exempt Bonds** – no direct IFA or State funds at risk
 - **New Money Bonds:**
 - Convey tax-exempt status
 - Will use dedicated 2015 IFA Volume Cap set-aside for Beginning Farmer Bond transactions
- **IFA Fees:**
 - One-time closing fee will total 1.50% of the bond amount for each project
- **Structure/Ratings:**
 - Bonds to be purchased directly as a nonrated investment held until maturity by the Borrower's bank (the "Bank")
 - The Bank will be secured by the Borrower's assets, as on a commercial loan
 - Interest rates, terms, and collateral are negotiated between the Borrower and the Bank, just as with any commercial loan
 - Workouts are negotiated directly between each Borrower and Bank, just as on any secured commercial loan
- **Bond Counsel: Burke, Burns & Pinelli, Ltd.**
Stephen F. Welcome, Esq.
Three First National Plaza, Suite 4300
Chicago, IL 60602

A. Project Number: 30353
Borrower(s): Tyler S. Loschen
 Borrower Benefit: First Time Land Buyer
 Town: Kempton, IL
IFA Bond Amount: \$333,750
 Use of Funds: Farmland – 50 acres of farmland
 Purchase Price: \$525,000 / \$10,500 per acre
 % Borrower Equity 5%
 % USDA Farm Service Agency 31.43% (*Subordinate Financing*)
 % IFA/Bank 63.57% (*Senior Financing*)
 Township: Mona
 Counties/Regions: Ford / East Central
 Lender/Bond Purchase: Vermillion Valley Bank / Dennis Smith
Legislative Districts: Congressional: 15
 State Senate: 53
 State House: 105

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

B. Project Number: 30354
Borrower(s): Bryant L. & Shannon N. Rister
 Borrower Benefit: First Time Land Buyer
 Town: Raleigh, IL
IFA Bond Amount: \$98,100
 Use of Funds: Farmland – 39.24 acres of farmland
 Purchase Price: \$196,200 / \$5,000 per acre
 % Borrower Equity 5%
 % USDA Farm Service Agency 45% (*Subordinate Financing*)
 % IFA/Bank 50% (*Senior Financing*)
 Township: Rector
 Counties/Regions: Saline / Southern
 Lender/Bond Purchase: Peoples National Bank / Terry Drone
Legislative Districts: Congressional: 15
 State Senate: 59
 State House: 118

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

C. Project Number: 30355
Borrower(s): Travis C. Rovey
 Borrower Benefit: First Time Land Buyer
 Town: Farmersville, IL
IFA Bond Amount: \$460,000
 Use of Funds: Farmland – 80 acres of farmland
 Purchase Price: \$800,000 / \$10,000 per acre
 % Borrower Equity 5%
 % USDA Farm Service Agency 37.5% (*Subordinate Financing*)
 % IFA/Bank 57.5% (*Senior Financing*)
 Township: Bois D'Arc
 Counties/Regions: Montgomery / Central

Lender/Bond Purchase:

First National Bank of Litchfield / Ken Elmore

Legislative Districts:

Congressional: 13

State Senate: 48

State House: 95

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

September 10, 2015

\$23,500,000 (not-to-exceed)
Nazareth Academy

REQUEST	<p>Purpose: Bond proceeds will be loaned to Nazareth Academy, an Illinois not for profit corporation (the “Borrower”), to provide the Borrower with all or a portion of the funds necessary to do any or all of the following (i) financing various capital projects on the Borrower’s campus, including but not limited to, the construction of a new academic building, including new dedicated fine arts space, additional classrooms and a second gym, the renovation of the “M Building” and “N Building”, the addition of athletic field lighting, and associated utility improvements (collectively, the “Project”), (ii) currently refund all or a portion of the Illinois Finance Authority’s outstanding Adjustable Rate Demand Revenue Bonds, Series 2006 (Nazareth Academy Project) (the “Series 2006 Bonds”), (iii) pay a portion of the interest on the Series 2015 Bonds, if so requested by the Borrower, (iv) make payments relating to the costs of terminating certain interest rate exchange agreements related to the Series 2006 Bonds, if so requested by the Borrower, and (v) pay certain expenses incurred in connection with the issuance of the Series 2015 Bonds and the refunding of the Series 2006 Bonds (collectively, the “Financing Purposes”).</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																								
BOARD ACTION	Final Bond Resolution (<i>One-time Consideration</i>)																								
MATERIAL CHANGES	None. This is the first time this financing has been presented to the Board of Directors.																								
JOB DATA	<table style="width: 100%; border: none;"> <tr> <td style="text-align: center;">61</td> <td style="text-align: center;">Current jobs</td> <td style="text-align: center;">2</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;">200</td> <td style="text-align: center;">Construction jobs projected (30-36 months)</td> </tr> </table>	61	Current jobs	2	New jobs projected	N/A	Retained jobs	200	Construction jobs projected (30-36 months)																
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N/A	Retained jobs	200	Construction jobs projected (30-36 months)																						
DESCRIPTION	<ul style="list-style-type: none"> ● Location: La Grange Park / Cook County / Northeast Region ● Type of entity: Nazareth Academy is an Illinois not-for-profit corporation. ● Nazareth Academy is a private, co-educational college preparatory school located in LaGrange Park, Illinois, serving approximately 760 students primarily drawn from the western suburbs of Chicago. ● The mission of Nazareth Academy is to prepare its students for college and mature adult Christian living. ● Originally founded as an all-girls school, Nazareth became a co-educational institution in 1977. Since then, many buildings and facilities have been added to the campus, including a gym and a football/soccer field. 																								
CREDIT INDICATORS	<ul style="list-style-type: none"> ● The IFA Bonds will be purchased directly by MB Financial Bank, N.A. (“MB”). The Borrower is a non-rated entity. ● MB will also be the Academy’s relationship bank on other credit facilities. The Bank expects all credit facilities, including the Series 2015 Bonds, to be cross-collateralized and cross-defaulted. 																								
SECURITY	<ul style="list-style-type: none"> ● The Bonds will be a general corporate obligation of the Borrower. MB will be further secured with a negative pledge on the unencumbered properties and improvements owned by the Borrower and/or any affiliate of the Borrower. 																								
MATURITY	<ul style="list-style-type: none"> ● Series 2015 Refunding Bonds - 8 years (i.e., 6/30/2023) ● Series 2015 New Money Bonds - 30 years (i.e., 6/30/2046) 																								
INTEREST RATE	<ul style="list-style-type: none"> ● The Bonds will bear a fixed or synthetically fixed interest rate that is negotiated and established prior to closing, currently estimated at between 3.15% and 3.50% (as of September 1, 2015). 																								
SOURCES AND USES	<table style="width: 100%; border: none;"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td style="width: 30%;">Series 2015 Bonds</td> <td style="text-align: right; width: 20%;"><u>\$23,500,000</u></td> <td style="width: 30%;">Construction/Equipment</td> <td style="text-align: right; width: 20%;">\$10,865,000</td> </tr> <tr> <td></td> <td></td> <td>Series 2006 Refunding</td> <td style="text-align: right;">10,500,000</td> </tr> <tr> <td></td> <td></td> <td>Capitalized Interest</td> <td style="text-align: right;">1,900,000</td> </tr> <tr> <td></td> <td></td> <td>Legal & Professional</td> <td style="text-align: right;"><u>235,000</u></td> </tr> <tr> <td>Total</td> <td style="text-align: right;"><u>\$23,500,000</u></td> <td>Total</td> <td style="text-align: right;"><u>\$23,500,000</u></td> </tr> </table>	Sources:		Uses:		Series 2015 Bonds	<u>\$23,500,000</u>	Construction/Equipment	\$10,865,000			Series 2006 Refunding	10,500,000			Capitalized Interest	1,900,000			Legal & Professional	<u>235,000</u>	Total	<u>\$23,500,000</u>	Total	<u>\$23,500,000</u>
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		Legal & Professional	<u>235,000</u>																						
Total	<u>\$23,500,000</u>	Total	<u>\$23,500,000</u>																						
RECOMMENDATION	Credit Review Committee recommends approval.																								

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 September 10, 2015**

Project: Nazareth Academy

STATISTICS

Project Number: 12297	Amount: \$23,500,000 (not-to-exceed)
Type: 501(c)(3) Revenue Bonds	IFA Staff: Rich Frampton and Brad R. Fletcher
Location: La Grange Park	County/Region: Cook County/Northeast

BOARD ACTION

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

VOTING RECORD

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

PURPOSE

Purpose: Bond proceeds will be loaned to **Nazareth Academy**, an Illinois not for profit corporation (the “**Borrower**”), to provide the Borrower with all or a portion of the funds necessary to do any or all of the following (i) financing various capital projects on the Borrower’s campus, including but not limited to, the construction of a new academic building, including new dedicated fine arts space, additional classrooms and a second gym, the renovation of the “M Building” and “N Building”, the addition of athletic field lighting, and associated utility improvements (collectively, the “**Project**”), (ii) currently refund all or a portion of the Illinois Finance Authority’s outstanding Adjustable Rate Demand Revenue Bonds, Series 2006 (Nazareth Academy Project) (the “**Series 2006 Bonds**”), (iii) pay a portion of the interest on the Series 2015 Bonds, if so requested by the Borrower, (iv) make payments relating to the costs of terminating certain interest rate exchange agreements related to the Series 2006 Bonds, if so requested by the Borrower, and (v) pay certain expenses incurred in connection with the issuance of the Series 2015 Bonds and the refunding of the Series 2006 Bonds (collectively, the “**Financing Purposes**”).

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment: 61	Projected new jobs: 2
Jobs retained: N/A	Construction jobs: 200 (30-36 months)

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		Uses:	
Series 2015 Bonds	<u>\$23,500,000</u>	New Construction/Equipment	\$10,865,000
		Series 2006 Refunding	10,500,000
		Capitalized Interest	1,900,000
		Legal & Professional	<u>235,000</u>
Total	<u>\$23,500,000</u>	Total	<u>\$23,500,000</u>

FINANCING SUMMARY

Structure: The Bonds will be purchased directly by MB Financial Bank, N.A. for an initial term of 10 years.

Security: The Bonds will be purchased directly by MB Financial Bank, N.A., which will become the School's relationship lender on all credit facilities, including the IFA Series 2015 Bonds. The Bonds will be a general corporate obligation of the Borrower. MB is requiring a negative pledge on the unencumbered properties and improvements owned by the Borrower and any affiliates of the Borrower.

Interest Rate: The Bonds will bear a fixed or synthetically fixed interest rate that is negotiated and established prior to closing, currently estimated at between 3.15% and 3.50% (as of September 1, 2015).

Underlying Ratings: Nazareth Academy is a non-rated entity. MB Financial Bank, N.A. will purchase the Bonds directly (and on a non-rated, non-credit-enhanced basis).

Maturity: Final Maturity Dates:
(1) Series 2015 Refunding Bonds - 8 years (i.e., 6/30/2023)
(2) Series 2015 New Money Bonds - 30 years (i.e., 6/30/2046)

Estimated Closing Date: October 2015

Rationale: The proposed tax-exempt financing will reduce monthly interest payments that (together with other funds available to the Borrower) will assist in helping Nazareth keep fixed charges (including debt service payments) as low as possible. As a result, reduced debt service payments will allow Nazareth to direct additional resources to the children and families it serves rather than overhead costs.

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Purpose: Bond proceeds will be loaned to **Nazareth Academy**, an Illinois not for profit corporation (the "**Borrower**"), to provide the Borrower with all or a portion of the funds necessary to do any or all of the following (i) financing various capital projects on the Borrower's campus, including but not limited to, the construction of a new academic building, including new dedicated fine arts space, additional classrooms and a second gym, the renovation of the "M Building" and "N Building", the addition of athletic field lighting, and associated utility improvements (collectively, the "**Project**"), (ii) currently refund all or a portion of the Illinois Finance Authority's outstanding Adjustable Rate Demand Revenue Bonds, Series 2006 (Nazareth Academy Project) (the "**Series 2006 Bonds**"), (iii) pay a portion of the interest on the Series 2015 Bonds, if so requested by the Borrower, (iv) make payments relating to the costs of terminating certain interest rate exchange agreements related to the Series 2006 Bonds, if so requested by the Borrower, and (v) pay certain expenses incurred in connection with the issuance of the Series 2015 Bonds and the refunding of the Series 2006 Bonds (collectively, the "**Financing Purposes**").

Estimated Project costs consist of the following:

Design Phase	\$368,114
Construction	6,479,304
Equipment	1,467,502
Fire Protection/Plumbing/HVAC/Electrical	<u>2,550,080</u>
Total:	<u>\$10,865,000</u>

BUSINESS SUMMARY

Description: **Nazareth Academy**, an Illinois not-for-profit corporation (“**Nazareth**” or the “**Academy**”) was established in 1900 by the Sisters of St. Joseph of La Grange and incorporated on July 30, 1996 as a separate entity under State of Illinois law. The Borrower is a 501(c)(3) not-for-profit corporation exempt from federal income taxes under the Internal Revenue Code.

Nazareth Academy is governed by a 16-member Board of Trustees (see p. 5), each appointed by the approval of the Sisters of St. Joseph of La Grange.

Background: Nazareth Academy continues to be supported by the Sisters of St. Joseph, whose motherhouse and ministry center are located adjacent to the Academy’s campus.

Nazareth Academy is a private, co-educational college preparatory school located in La Grange Park, Illinois, approximately 15 miles from downtown Chicago and currently serves more than 760 students primarily drawn from 55 communities and over 115 different grade schools throughout Chicago and its western suburbs. The mission of Nazareth Academy is to prepare its students for college and mature adult Christian living.

Originally founded as an all-girls school, Nazareth became a co-educational institution in 1977. Since then, the campus was further developed with the completion of the Rooney Student Center in 1984, the locker room/weight training facility in 1995 and the R.J. Sanders baseball field, John W. "Jack" Oremus library, Sister Ellen Springer Hall and the Petrak Pedestrian Bridge in 2003. A new west wing including a new main entrance, reception area and student walkway named the Wheeler West Wing was completed in the fall of 2005. Additionally, buildings were given new facades, windows were replaced in the K building, and heating and electrical systems were updated when the 2005-2006 school year began. The Academy also added a Legacy Garden named after the Sisters of St. Joseph.

Recently, Nazareth has been working on adding a series of additions to the school in an effort to keep up with the growing number of students. Construction of a new multipurpose dining hall, servery, a new classroom and two new meeting areas was completed for the opening of the 2006-2007 school year. Groundbreaking for a new 400-seat Romano Family Auditorium was held on March 18, 2007 and was completed in the spring of 2008. An athletic field renovation took place during the summer of 2007 with the installation of state-of-the-art FieldTurf® field turf in Valenta Stadium. In 2012, a state of the art softball field was constructed (i.e., the John Michalek Softball Stadium). Cumulatively, these facility improvements are aligned with the Academy’s wish to provide students with facilities commensurate with the exceptional academic, spiritual, athletic and co-curricular experience they merit.

The Academy currently employs approximately 39 full-time equivalent faculty members. The combined student-teacher ratio at the Academy is 19:1 with an average class size of 23 students. The following table sets forth the average number of full-time equivalent faculty members at Nazareth for the past three academic years. In addition to the senior administrative staff, the Academy currently employs approximately 23 full-time equivalent administrative and support staff.

Nazareth Academy Enrollment History				
Academic Year				
	<u>2012-13</u>	<u>2013-14</u>	<u>2014-15</u>	<u>2015-16</u>
Total Enrollment	801	780	723	766*
* Estimated				

The Academy is located on a campus occupying approximately 14 acres located in La Grange Park, Illinois. The campus consists of a seven building academic complex: containing an aggregate finished building area of approximately 126,300 square feet. The buildings have masonry construction with 2-4 stories and range in age from 10 to 85 years. Their use is primarily academic with a library and office space, a gymnasium and other athletic facilities.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Nazareth Academy, 1209 W. Ogden Ave, La Grange Park (Cook County), IL 60526

Contact: Mr. Dennis Moran, President: (T) 708-354-0061 x117;
email: dmoran@nazarethacademy.com

Website: <http://www.nazarethacademy.com>

Site Location: Proceeds of the Series 2015 Bonds will refinance outstanding debt and finance new construction undertaken in connection with the Academy's campus located at 1209 W. Ogden, La Grange Park (Cook County), IL 60526.

Project name: IFA Revenue and Revenue Refunding Bonds (Nazareth Academy), Series 2015

Organization: Illinois not-for-profit established as a 501(c)(3) corporation under the Internal Revenue Code

Lessor of School
Properties: The Sisters of St. Joseph own all of the land comprising the Academy's campus, and Nazareth leases the campus from the Sisters of St. Joseph pursuant to a long-term lease. Annual rent is \$2.00. The lease will expire on June 30, 2017, with the option to renew every five years.

Board of Trustees: Nazareth Academy is governed by a Board of Trustees; each Trustee appointment is subject to approval by the Sisters of St. Joseph of La Grange.

Nazareth Academy Board of Trustees:

- Theresa Denton
- Robert Gray
- Thomas Kelly
- Dr. Christine Melone
- Megan Ogden
- Carol Pelino
- Michael P. Rooney
- Grace Sbrissa, CSJ
- Deborah Tracy, *Principal*
- Patrick Collins
- Mark Doyle
- Daniel Gustafson, *Chair*
- Jean McGrath, CSJ
- Dennis Moran, *President*
- Roberto Paniagua
- Marianne Race, CSJ
- James J. Ryan
- Kathy Sherman, CSJ

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Donatelli & Coules Ltd.	Hinsdale, IL	Peter Coules
Borrower's Financial Advisor:	William Blair & Company, LLC	Chicago, IL	John Peterson Mike McIntyre
Auditor:	Wolf & Company LLP	Oak Brook Terrace, IL	
Bond Counsel:	Ice Miller LLP	Chicago, IL	Jim Snyder Enzo Incandelo
Bank/Bond Purchaser:	MB Financial Bank, N.A.	Chicago, IL	Ken Holub Kati Cavoto
Bank Counsel:	McGuireWoods LLP	Chicago, IL	Kay McNabb
Paying Agent(if required):	Amalgamated Bank of Chicago	Chicago, IL	Phil Mendoza
General Contractor:	Walsh Construction	Chicago, IL	
IFA Counsel:	Taft Stettinius & Hollister LLP	Chicago, IL	Kimberly M. Copp
IFA Financial Advisor:	Sycamore Advisors LLC	Chicago, IL	Melanie Shaker

LEGISLATIVE DISTRICTS

Congressional:	5
State Senate:	4
State House:	7

\$8,000,000 (not-to-exceed)
Norwegian Lutheran Bethesda Home Association

September 10, 2015

REQUEST	<p>Purpose: Bond proceeds will be used for the purpose of providing Norwegian Lutheran Bethesda Home Association (doing business as Bethesda Home and Retirement Center), an Illinois not for profit corporation (together with its affiliates, the “Borrower”), with all or a portion of the funds necessary to do the following at the Bethesda Home and Retirement Center (the “Center”), a senior living housing facility owned and operated by the Borrower and located at 2833 North Nordica Avenue in Chicago, Illinois: (i) demolish the Borrower’s existing vacant east building, construct a new approximately 2,000 square foot rehabilitation center, remodel the first floor of the existing center building and related renovations and improvements all as permitted by the Illinois Finance Authority Act (collectively, the “Project”); (ii) refund all or a portion of the Illinois Finance Authority’s \$1,948,200 (original principal amount) Senior Living Facility Revenue Bond (Bethesda Home and Retirement Center Project), Series 2012 (the “Series 2012 Bonds”); (iii) repay certain indebtedness of the Borrower incurred to finance costs of capital improvements incurred by the Borrower at the Center; and/or (iv) repay certain interim indebtedness incurred by the Borrower to accomplish the foregoing.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																								
BOARD ACTIONS	Preliminary Bond Resolution																								
MATERIAL CHANGES	This is the first time this project is being presented to the IFA Board of Directors.																								
JOB DATA	<table border="0"> <tr> <td>96</td> <td>Current jobs</td> <td>10</td> <td>New jobs projected</td> </tr> <tr> <td>N/A</td> <td>Retained jobs</td> <td>102</td> <td>Construction jobs projected (9 months)</td> </tr> </table>	96	Current jobs	10	New jobs projected	N/A	Retained jobs	102	Construction jobs projected (9 months)																
96	Current jobs	10	New jobs projected																						
N/A	Retained jobs	102	Construction jobs projected (9 months)																						
DESCRIPTION	<ul style="list-style-type: none"> • Location: Chicago/Cook County/Northeast Region • Together, Bethesda Charitable Group, Inc. and its controlled affiliates, including Norwegian Lutheran Bethesda Home Association d/b/a Bethesda Home and Retirement Center and Bethesda Foundation, have a 100-plus year history of providing housing, health care and other related services to residents of a retirement home and nursing facility located on Chicago’s Northwest Side. • Bethesda Home is a member of American Association of Homes and Services for the Aging (“AAHSA”) and Life Services Network of Illinois. • Bethesda Home is undertaking construction of a new rehabilitation center of approximately 2,000 square feet with the ability to provide both inpatient and outpatient therapy as part of its planned skilled nursing expansion. Remodeling the first floor of the existing Center Building to create 16 private rehab patient rooms with completely remodeled bathrooms (including walk-in showers) will help complete Bethesda Home’s repositioning towards rehabilitation services expansion. 																								
CREDIT INDICATORS	<ul style="list-style-type: none"> • The IFA Bonds will be sold on a non-rated, unenhanced basis, and accordingly, will be a direct-purchase by MB Financial Bank, N.A. (“MB”). The Borrower is a non-rated entity. 																								
SECURITY	<ul style="list-style-type: none"> • MB will be secured by a first mortgage on the subject property. Additionally, MB Financial Bank will cross-collateralize and cross-default all other credit facilities between the Bank and the Borrower (and its affiliates). 																								
MATURITY	<ul style="list-style-type: none"> • Expected initial term of 7 years amortized over 25 years (i.e., 7/1/2041) 																								
INTEREST RATE	<ul style="list-style-type: none"> • The Bonds will bear a fixed or synthetically fixed interest rate that is negotiated and established prior to closing, currently estimated at between 3.25% and 5.25% (as of September 1, 2015). 																								
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td>\$7,390,119</td> <td>Project Costs</td> <td>\$7,007,354</td> </tr> <tr> <td>Equity</td> <td><u>708,235</u></td> <td>Series 2012 Refunding</td> <td>616,000</td> </tr> <tr> <td></td> <td></td> <td>Refinancing Conventional Loan</td> <td>400,000</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td><u>75,000</u></td> </tr> <tr> <td>Total</td> <td><u>\$8,098,354</u></td> <td>Total</td> <td><u>\$8,098,354</u></td> </tr> </table>	Sources:		Uses:		IFA Bonds	\$7,390,119	Project Costs	\$7,007,354	Equity	<u>708,235</u>	Series 2012 Refunding	616,000			Refinancing Conventional Loan	400,000			Costs of Issuance	<u>75,000</u>	Total	<u>\$8,098,354</u>	Total	<u>\$8,098,354</u>
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Total	<u>\$8,098,354</u>	Total	<u>\$8,098,354</u>																						
RECOMMENDATION	Credit Review Committee recommends approval.																								

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
September 10, 2015**

Project: Norwegian Lutheran Bethesda Home Association

STATISTICS

Project Number: 12311	Amount: \$8,000,000 (Not-to-Exceed Amount)
Type: 501(c)(3) Bonds	IFA Staff: Rich Frampton and Brad R. Fletcher
Location: Chicago	County/Region: Cook/Northeast

BOARD ACTION

Preliminary Bond Resolution	No IFA Funds at Risk
Conduit 501(c)(3) Revenue Bonds	No extraordinary conditions
Credit Review Committee recommends approval	

VOTING RECORD

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

PURPOSE

Bond proceeds will be used for the purpose of providing **Norwegian Lutheran Bethesda Home Association** (doing business as Bethesda Home and Retirement Center), an Illinois not for profit corporation (together with its affiliates, the "**Borrower**"), with all or a portion of the funds necessary to do the following at the **Bethesda Home and Retirement Center** (the "**Center**"), a senior living housing facility owned and operated by the Borrower and located at 2833 North Nordica Avenue in Chicago, Illinois: (i) demolish the Borrower's existing vacant east building, construct a new approximately 2,000 square foot rehabilitation center, remodel the first floor of the existing center building and related renovations and improvements all as permitted by the Illinois Finance Authority Act (collectively, the "**Project**"); (ii) refund all or a portion of the Illinois Finance Authority's \$1,948,200 (original principal amount) Senior Living Facility Revenue Bond (Bethesda Home and Retirement Center Project), Series 2012 (the "**Series 2012 Bonds**"); (iii) repay certain indebtedness of the Borrower incurred to finance costs of capital improvements incurred by the Borrower at the Center; and/or (iv) repay certain interim indebtedness incurred by the Borrower to accomplish the foregoing.

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, thereby reducing the borrower's interest expense.

VOLUME CAP

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

JOBS

Current employment: 96	New jobs projected: 10
	Construction jobs projected: 102 (9 months)

ESTIMATED SOURCES AND USES OF FUNDS (Preliminary, Subject to Change)

Sources:		Uses:	
IFA Bonds	\$7,390,119	Project Costs	\$7,007,354
Equity	<u>708,235</u>	Series 2012 Refunding	616,000
		Refinancing Conventional Loan	400,000
		Costs of Issuance	<u>75,000</u>
Total	<u>\$8,098,354</u>	Total	<u>\$8,098,354</u>

FINANCING SUMMARY

Structure: The Bonds will be purchased directly by MB Financial Bank, N.A and held as a direct investment for an expected initial term of 7 years.

Security: MB Financial Bank, N.A will be secured by a first mortgage on the subject property. Additionally, MB Financial Bank will cross-collateralize and cross-default all other lending agreements between the Bank and the Borrower (and affiliates).

Underlying Rating: Norwegian Lutheran Bethesda Home Association is a non-rated entity.

Interest Rate: The Bonds will bear a fixed or synthetically fixed interest rate that is negotiated and established prior to closing, currently estimated at between 3.25% and 5.25% (as of September 1, 2015).

Maturity: Initial term of 7 years amortized over 25 years, (i.e., 7/1/2041)

Estimated Closing Date: November/December 2015

PROJECT SUMMARY

Bond proceeds will be used for the purpose of providing **Norwegian Lutheran Bethesda Home Association** (doing business as Bethesda Home and Retirement Center), an Illinois not for profit corporation (together with its affiliates, the “**Borrower**”), with all or a portion of the funds necessary to do the following at the **Bethesda Home and Retirement Center** (the “**Center**”), a senior living housing facility owned and operated by the Borrower and located at 2833 North Nordica Avenue in Chicago, Illinois: (i) demolish the Borrower’s existing vacant east building, construct a new approximately 2,000 square foot rehabilitation center, remodel the first floor of the existing center building and related renovations and improvements all as permitted by the Illinois Finance Authority Act (collectively, the “**Project**”); (ii) refund all or a portion of the Illinois Finance Authority’s \$1,948,200 (original principal amount) Senior Living Facility Revenue Bond (Bethesda Home and Retirement Center Project), Series 2012 (the “**Series 2012 Bonds**”); (iii) repay certain indebtedness of the Borrower incurred to finance costs of capital improvements incurred by the Borrower at the Center; and/or (iv) repay certain interim indebtedness incurred by the Borrower to accomplish the foregoing.

Estimated Project costs consist of the following:

Construction	\$5,029,254
Architectural/Engineering	414,000
Development and Entitlements	446,000
Fixtures/Equipment	264,000
Owner’s Budget	582,100
Contingency	225,000
Pre-Construction Services	<u>47,000</u>
Total:	<u>\$7,007,354</u>

BUSINESS SUMMARY

Description: **Bethesda Charitable Group, Inc.** (the “**Charitable Group**”) and its controlled affiliates, Norwegian Lutheran Bethesda Home Association d/b/a **Bethesda Home and Retirement Center** (the “**Center**”), and **Bethesda Foundation** (the “**Foundation**”, and together with the Charitable Group and the Center, the “**Borrower**”), are not-for-profit corporations as described in Section 501(c)(3) of the Internal Revenue Code and exempt from federal income taxes. The entities are incorporated under the laws of the State of Illinois.

Please see Economic Disclosure Section (p. 5) for a list of the Board of Directors of the Charitable Group.

Background: The principal purpose of the Group is to provide housing, health care and other related services to the residents of a retirement home and nursing facility located in Chicago, Illinois. The mission of Bethesda Home has always been to put residents first and create a place of comfort and security for older adults. The first building opened in 1911 with room for 19 residents. Bethesda Home moved to its current site in 1925, where the building initially housed 70 residents. Bethesda has completed a series of expansion and renovation projects in subsequent decades, enabling Bethesda Home to reach its current capacity of 162 residents (licensed beds) with a continuum of care that meets the needs of the senior population in Northwest Chicago and surrounding west and northwest suburban communities.

Currently, Bethesda Home has 99 licensed beds in operation (20 sheltered care; 33 intermediate care; and 46 skilled nursing). Sheltered care is for seniors who are mostly self-sufficient but can benefit from occasional help or supervision. Residents maintain their independence while benefiting from nursing care that is available when needed. Intermediate Care is best for anyone who needs nursing assistance every day, whether it is help with dressing, toileting, eating, or all daily living activities. Caring staff assists intermediate care residents 24 hours per day. Intermediate care residents can choose to live in a semi-private or private room. Finally, Skilled Care residents require assistance in all daily living activities. Bethesda Home’s team of licensed medical professionals provides full-time care and services that include physical therapy, occupational therapy and/or speech pathology.

Upon completion of the skilled nursing expansion contemplated herein, skilled nursing bed capacity will increase from 46 beds to 62 beds, while sheltered care and intermediate care beds capacities will remain unchanged (at 20 beds and 33 beds, respectively). Overall, this expansion will result in an increase of 16 beds in operation (from 99 to 115) – all in skilled nursing (and rehabilitation). This rehabilitation services expansion will expand Bethesda Home and Retirement Center’s partnership with Alliance Rehabilitation Services, a Symbria company (see www.symbria.com/aboutus), providing an individualized approach to physical, occupational, and speech therapies. Rehabilitation services include a comprehensive, in-patient rehabilitation program, a physiatrist- (i.e., rehabilitation physician) guided rehabilitation model, and personalized aftercare plans aimed at restoring each patient to his/her highest level of functioning.

Bethesda Home’s currently has one IFA bond issue outstanding. The outstanding balance of its IFA Series 2012 Bonds was approximately \$615,922 as of 9/6/2015. The direct purchaser/bond investor of the Series 2012 Bonds is also MB Financial Bank (which will continue to be the Borrower’s relationship bank following completion of the proposed financing).

All bond payments on Bethesda Home’s existing IFA Series 2012 Bonds were current as of 9/6/2015. All payments have been made as scheduled.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Norwegian Lutheran Bethesda Home Association, 2833 North Nordica Avenue, Chicago, IL 60634-4726

Contact: Mr. Rich Lanis, Director of Finance: (T) 773-622-6144 (F) 773-622-8261

Website: <http://www.bethesdahome.com/>

Project name: IFA Revenue and Revenue Refunding Bonds (Bethesda Home), Series 2015

Organization: Illinois not-for-profits established as a 501(c)(3) corporation under the Internal Revenue Code

Board of Directors: Marc Arndt-Vice Chair
Mary Beth Buschmann-Secretary
Dirk Danker
Howard Hamilton
Amalea Hendricksen
David Hoyem
Elsa Jacobson
John Kambanis
John Lattyak-Chair
Jim McClanahan
Mary Rasmusson
Laverne Schwartz
John Stodden

PROFESSIONAL & FINANCIAL

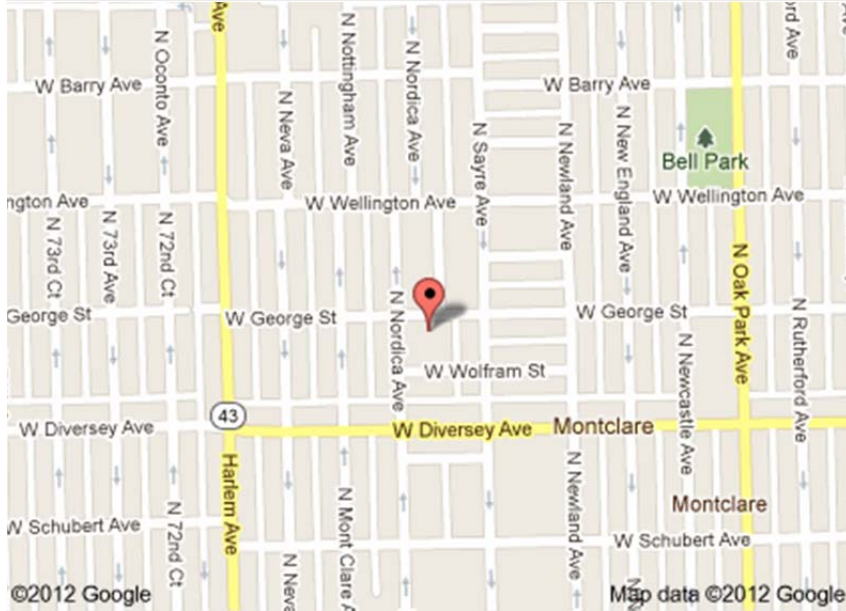
Auditor:	BKD, LLP	Oak Brook Terrace	
Borrower's Counsel:	Chuhak & Tecson, P.C.	Chicago	Andrew P. Tecson Kimberly T. Boike
Bond Counsel:	Greenberg Traurig, LLP	Chicago	Matt Lewin
Bank (Direct Purchaser):	MB Financial Bank, N.A.	Chicago	John Sassaris Christian Streu
Bank Counsel:	Krieg DeVault LLP	Chicago	Ross D. Taylor Tyler Ferguson
IFA Counsel:	To be engaged		
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago	Jim Beck

LEGISLATIVE DISTRICTS

Congressional: 4
State Senate: 2
State House: 3

SERVICE AREA

Bethesda Home and Retirement Center is located in a residential neighborhood on the northwest side of Chicago. Residents are drawn from surrounding areas of Northwest Chicago and nearby suburbs including Oak Park, Norridge, Franklin Park, Norridge, Oak Park, and River Forest.



\$65,000,000 (Not to Exceed)
Plymouth Place, Inc.

September 10, 2015

REQUEST	<p>Purpose: The Series 2015 Bonds will be used by Plymouth Place, Inc. (the “Corporation” or the “Borrower”) to: (i) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating, remodeling and equipping certain health care facilities of the Borrower, including but not limited to pre-construction costs, construction and equipping of the independent living cottages at 315 North LaGrange Road, LaGrange Park, Illinois (the “Project”); (ii) refund all or a portion of the outstanding principal amount of Illinois Finance Authority Revenue Bonds, Series 2005A (The Landing at Plymouth Place Project) (the “Prior Bonds”); (iii) fund working capital, if deemed necessary or advisable by the Authority or Borrower; (iv) fund a debt service reserve fund; and (v) pay certain expenses incurred in connection with the issuance of the Series 2015 Bonds and the refunding of the Prior Bonds.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: Waiver of Sub-Investment Grade Debt Policy being requested</p>																												
BOARD ACTIONS	<p>Final Bond Resolution: Voting Record (August 13, 2015) – Preliminary Bond Resolution – 9 Yeas 0 Nays 0 Present Extraordinary Conditions: Waiver of Sub-Investment Grade Debt Policy being requested</p>																												
MATERIAL CHANGES	<p>Updated Sources and Uses and Financial Statements.</p>																												
JOB DATA	<table border="0"> <tr> <td style="text-align: center;">224</td> <td style="text-align: center;">Current jobs</td> <td style="text-align: center;">N/A</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;">N/A</td> <td style="text-align: center;">Construction jobs projected</td> </tr> </table>	224	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: La Grange Park / Cook County / Northeast Region • Plymouth Place, an Illinois 501(c)(3) corporation incorporated in 1939, operates a continuing care retirement community (“CCRC”) consisting of 182 independent living apartments, 55 independent living cottages (32 of which are not currently maintained or available for occupancy), 52 assisted living units, 26 memory support assisted living units, and 86 nursing care beds. Plymouth Place is located on an 18.6 acre site in La Grange Park, Illinois. Plymouth Place underwent a major campus redevelopment in 2005, for which IFA Bonds totaling \$146,000,000 were issued. Plymouth Place was redeveloped by Greystone Communities and it is managed by Providence Management and Development Company. 																												
CREDIT INDICATORS	<ul style="list-style-type: none"> • The Bonds will be tax-exempt fixed rate bonds sold through a public offering. Fitch has been engaged to issue a credit rating on the Series 2015 Bonds (“BB+” Rating anticipated). A feasibility study is being prepared by Management and CliftonLarsonAllen. The feasibility study will be included in the prospectus/official statement. 																												
SECURITY	<ul style="list-style-type: none"> • First mortgage on property and equipment and a gross revenue pledge. 																												
MATURITY	<ul style="list-style-type: none"> • Bonds will mature no later than May 15, 2050 																												
SOURCES AND USES	<table border="0"> <thead> <tr> <th colspan="2"><u>Sources:</u></th> <th colspan="2"><u>Uses:</u></th> </tr> </thead> <tbody> <tr> <td>Series 2015 Bonds</td> <td style="text-align: right;">\$57,085,000</td> <td>Refunding Escrow</td> <td style="text-align: right;">\$55,896,604</td> </tr> <tr> <td>2005A Trustee-Held Funds</td> <td style="text-align: right;">\$6,081,890</td> <td>CapEx Reimbursement</td> <td style="text-align: right;">\$400,000</td> </tr> <tr> <td>Equity Contribution (COI > 2%)</td> <td style="text-align: right;"><u>\$389,575</u></td> <td>Redevelopment of Cottages Seed Money</td> <td style="text-align: right;">\$2,000,000</td> </tr> <tr> <td></td> <td></td> <td>Series 2015 DSRF</td> <td style="text-align: right;">\$3,724,425</td> </tr> <tr> <td></td> <td></td> <td>Costs of Issuance</td> <td style="text-align: right;"><u>\$1,535,436</u></td> </tr> <tr> <td>Total</td> <td style="text-align: right;"><u>\$63,556,465</u></td> <td>Total</td> <td style="text-align: right;"><u>\$63,556,465</u></td> </tr> </tbody> </table>	<u>Sources:</u>		<u>Uses:</u>		Series 2015 Bonds	\$57,085,000	Refunding Escrow	\$55,896,604	2005A Trustee-Held Funds	\$6,081,890	CapEx Reimbursement	\$400,000	Equity Contribution (COI > 2%)	<u>\$389,575</u>	Redevelopment of Cottages Seed Money	\$2,000,000			Series 2015 DSRF	\$3,724,425			Costs of Issuance	<u>\$1,535,436</u>	Total	<u>\$63,556,465</u>	Total	<u>\$63,556,465</u>
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Total	<u>\$63,556,465</u>	Total	<u>\$63,556,465</u>																										
RECOMMENDATION	<p>Credit Review Committee recommends approval.</p>																												

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
September 10, 2015**

Project: Plymouth Place, Inc.

STATISTICS

Project Number: 12303	Amount: \$65,000,000 (not-to-exceed)
Type: 501(c)(3) Revenue Bonds	IFA Staff: Pam Lenane
Location: La Grange Park	County/Region: Cook/Northeast

BOARD ACTION

Conduit 501(c)(3) Revenue Bonds	No IFA funds at risk
Credit Review Committee recommends approval	Extraordinary Conditions:
Final Bond Resolution	Waiver of Sub-Investment Grade Debt Policy being requested

PURPOSE

The Series 2015 Bonds will be used to: (i) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating, remodeling and equipping certain health care facilities of the Borrower, including but not limited to the pre-construction costs, construction and equipping of the independent living cottages at 315 North LaGrange Road, LaGrange Park, Illinois (the "Project"); (ii) refund all or a portion of the outstanding principal amount of Illinois Finance Authority Revenue Bonds, Series 2005A (The Landing at Plymouth Place Project) (the "**Prior Bonds**"); (iii) fund working capital, if deemed necessary or advisable by the Authority or Borrower; (iv) fund a debt service reserve fund; and (v) pay certain expenses incurred in connection with the issuance of the Series 2015 Bonds and the refunding of the Prior Bonds.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment: 224	Projected new jobs: N/A
Jobs retained: N/A	Construction jobs: N/A

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		Uses:	
Series 2015 Bonds	\$57,085,000	Refunding Escrow	\$55,896,604
Trustee-Held Funds	\$6,081,890	CapEx Reimbursement	\$400,000
Equity Contribution		Redevelopment of Cottages Seed	
For costs of		Money	\$2,000,000
Issuance > 2%	<u>\$389,575</u>	Series 2015 DSRF	\$3,724,425
		Costs of Issuance	<u>\$1,535,436</u>
Total	<u>\$63,556,465</u>	Total	<u>\$63,556,465</u>

FINANCING SUMMARY

Credit Enhancement:	None
Structure:	Fixed rate, tax-exempt term bonds sold through a public offering.
Interest Rate:	To be determined on the day of pricing.
Interest Rate Modes:	Fixed through final maturities
Underlying Ratings:	Fitch engaged to issue rating on Series 2015 Bonds (“BB+” Anticipated)
Maturity:	No later than May 15, 2050
Estimated Closing Date:	October 2015

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

Bond proceeds will be used by **Plymouth Place, Inc.** (the “**Corporation**” or the “**Borrower**”) to: (i) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating, remodeling and equipping certain health care facilities of the Borrower, including but not limited to the pre-construction, construction and equipping of the independent living cottages at 315 North LaGrange Road, LaGrange Park, Illinois (the “**Project**”); (ii) refund all or a portion of the outstanding principal amount of Illinois Finance Authority Revenue Bonds, Series 2005A (The Landing at Plymouth Place Project) (the “**Prior Bonds**”); (iii) fund working capital, if deemed necessary or advisable by the Authority or Borrower; (iv) fund a debt service reserve fund; and (v) pay certain expenses incurred in connection with the issuance of the Series 2015 Bonds and the refunding of the Prior Bonds.

BUSINESS SUMMARY

Plymouth Place, Inc. was incorporated as an Illinois not for profit corporation in 1939. The Corporation constructed a retirement community at its current location as a home for the elderly members of the United Church of Christ (formerly, the Congregational Church). The Corporation's continuing mission is to provide a retirement community, based on Christian values, that honors the individual's right to experience life to the fullest. The Corporation believes in the dignity and worth of each individual and the need to retain one's own personal identity and independence, and is dedicated to providing a gracious environment for individuals in their retirement years, as well as meeting the needs of the aging in the community at large. The Corporation's facilities and programs are open to all without regard to race, color, national origin or religion.

Plymouth Place is located on an 18.6 acre site in La Grange Park, IL and its facilities currently consist of 182 independent living apartments, 55 independent living cottages, 52 assisted living units, 26 memory support assisted living units, and 86 nursing care beds. The 55 cottages were constructed in the 1950's and due to their condition they are no longer being marketed, although 23 of them are being maintained so as to be suitable for occupancy. These 23 cottages are made available to residents on a rental basis to those who express an interest. The Borrower expects that over time, all of the original cottages will be demolished and this area of the campus will be redeveloped.

Plymouth Place underwent a major campus redevelopment in 2005, which involved the issuance of \$146,000,000 of bonds issued through the Illinois Finance Authority. A portion of the Series 2005 Bonds were refunded with Series 2013 Bonds and the remaining Series 2005 Bonds will be refunded with the Series 2015 Bonds described herein.

Plymouth Place was redeveloped by Greystone Communities, a well-known developer based in Dallas and specializing in senior living properties throughout the United States. Plymouth Place is managed by Providence Management and Development Company, an owner, manager and consultant to senior living communities located primarily in Illinois and Michigan.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Plymouth Place, Inc.

Site Address: Plymouth Place
315 North La Grange Road
La Grange Park, IL 60526

Contact: Dale Lilburn, CEO. Phone: 708/482-6668

Website: www.plymouthplace.org

Project name: Plymouth Place

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

State: Illinois

Plymouth Place 2015-16 Board Members: Please note that a Board Member’s term is typically three years, and members of the Board can serve an unlimited number of terms, but no more than three consecutive full terms (unless there are special circumstances).

Board Member	Length of Service (Years)	Occupation	Term Expires (May 31)
Mr. R. Dean Conlin, Chair	18	Of Counsel, Locke Lord LLP	2016
Kent Armbruster, M.D.	3	Little Company of Mary Hospital	2018
Marvin Baldwin	2	President, Foods Resource Bank	2016
Doris Bryant	2	Retired Assistant Vice President, Investment Law, Allstate Investments	2016
Walter Busse, M.D., D.D.S.	3	Retired Oral Surgeon	2018
Mark Cloghessy	1	Retired Senior Vice President for Allstate Investments	2017
Loren Horton, M.D.	7	Retired Physician	2017
David Onion	2	CEO, Chicago Capital Holdings	2016
Carly Stucklen-Sather	1	Pastor, First Congregational Church of La Grange	N/A
Harriet VerGowe	3	Retired IBM Consulting	2018
Robert Westrick	1	President, WNA Wealth Advisors, Inc.	2017
William Coates	2	President, Residents’ Council	N/A
Lou Curotto	1	Vice President, Residents’ Council	N/A
Laura Weyrauch		Construction Consultant	2017

PROFESSIONAL & FINANCIAL

Borrower’s Counsel:	Timothy G. Lawler, Ltd.	Hinsdale	Tim Lawler
Bond Counsel:	Chapman and Cutler LLP	Chicago	John Bibby
Auditor:	CliftonLarsonAllen LLP	Chicago	Jim Thomas
Underwriter(s):	Ziegler	Chicago	Steve Johnson
Underwriters’ Counsel:	Katten Muchin Rosenman LLP	Chicago	Janet Hoffman
Feasibility Consultant:	CliftonLarsonAllen LLP	Minneapolis	Jeff Vrieze
IFA Counsel:	Charity & Associates, P.C.	Chicago	Timothy Hinchman
IFA’s Financial Advisor:	Acacia Financial Group, Inc.	Chicago	Jim Beck

LEGISLATIVE DISTRICTS

Congressional:	3
State Senate:	11
State House:	21

SERVICE AREA

The primary market area identified for Plymouth Place includes the following zip codes:

- 60402
- 60513
- 60521
- 60523
- 60525
- 60526
- 60527
- 60534
- 60546
- 60558

The primary market area includes the communities of Berwyn, Hinsdale, Oakbrook, La Grange, Burr Ridge, Lyons, Riverside, Western Springs and Brookfield.

\$233,730,000
Palos Community Hospital

September 3, 2015

REQUEST	<p>Purpose: The proceeds of the Bonds will be used to: provide Palos Community Hospital (“PCH”) with all or a portion of the funds necessary to do any or all of the following:</p> <ul style="list-style-type: none"> • Advance Refund Series 2007A Bonds • Refund Series 2015A Bonds <p>Program: Conduit 501 (c)(3) Bonds 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>2,300</td> <td>Current jobs</td> <td>N/A</td> <td>Jobs created by project</td> </tr> <tr> <td>2,300</td> <td>Retained jobs</td> <td>N/A</td> <td>Construction jobs created by project</td> </tr> </table>	2,300	Current jobs	N/A	Jobs created by project	2,300	Retained jobs	N/A	Construction jobs created by project				
2,300	Current jobs	N/A	Jobs created by project										
2,300	Retained jobs	N/A	Construction jobs created by project										
BORROWER DESCRIPTION	<ul style="list-style-type: none"> • Locations: Lemont, Oak Lawn, Orland Park, and Palos Heights (Cook County/Northeast Region) • The St. George Corporation (the Corporation) is an Illinois not-for-profit corporation created in 2000, which serves as the parent corporation and sole corporate member of Palos Community Hospital (PCH), Palos Medical Group, LLC (PMG), and the St. George Wellness Center (SGWC). PCH is an acute care hospital located in Palos Heights, Illinois with outpatient satellite facilities in the surrounding community, PMG is a physician practice that employs primary care physicians and select specialists, and SGWC which operates the Palos Health and Fitness Center (the “Center”) located in Orland Park, Illinois. • The primary operating entity of the Corporation is PCH. Opened in 1972 with 265 beds, PCH has grown to its current licensed bed capacity of 436, of which 369 are in operation, by responding to population growth and service demands with major building additions and modernizations in 1975, 1978, 1992, 1995, 2006, 2009, 2010 and 2012. In addition to accommodating inpatient demand, these facility expansions have provided for the growth of outpatient, emergency and ancillary departments in response to volume demands, technology, and service developments including single room maternity care, interventional cardiology and open heart surgery. PCH also operates satellite facilities: the Primary Care Center in Orland Park and the Palos Immediate Care Center in Palos Heights. These facilities provide access to non-urgent outpatient treatment and diagnostic services. PCH provides home based services through Palos Community Hospital Home Health Care, Hospice and Private Duty with offices in Lemont, Illinois. PCH is also a partner with Little Company of Mary Hospital in the Southwest Hospital MRI Center located in Oak Lawn, Illinois. • Along with traditional health services, PCH makes its resources available to support many community health initiatives and programs responsive to the needs of the community. 												
CREDIT INDICATORS	<p>Direct Bank Purchase: Consortium of banks consisting of BMO Harris Bank, US Bank, and Capital One.</p> <p>Security: Senior Parity Basis with existing debt issued under the Master Trust Indenture; Master Note; Revenue Pledge</p> <p>Direct Bank Purchase: A portion will be a Floating Rate indexed to LIBOR and another portion will be fixed throughout the commitment term.</p> <p>Credit Rating: AA- (Fitch) Maturity: Up to 30 years</p>												
ESTIMATED SOURCES AND USES	<table border="0"> <thead> <tr> <th colspan="2">Sources:</th> <th colspan="2">Uses:</th> </tr> </thead> <tbody> <tr> <td>IFA Bonds</td> <td>\$233,730,000</td> <td>Refunding of Prior Bonds</td> <td>\$233,730,000</td> </tr> <tr> <td>Total</td> <td><u>\$233,730,000</u></td> <td>Total</td> <td><u>\$233,730,000</u></td> </tr> </tbody> </table>	Sources:		Uses:		IFA Bonds	\$233,730,000	Refunding of Prior Bonds	\$233,730,000	Total	<u>\$233,730,000</u>	Total	<u>\$233,730,000</u>
Sources:		Uses:											
IFA Bonds	\$233,730,000	Refunding of Prior Bonds	\$233,730,000										
Total	<u>\$233,730,000</u>	Total	<u>\$233,730,000</u>										
RECOMMENDATION	Credit Committee Recommends approval.												

**ILLINOIS FINANCE AUTHORITY
BOARD SUMMARY
September 3, 2015**

Project: Palos Community Hospital

STATISTICS

Project Number:	12308	Amount:	\$233,730,000 (Not to exceed)
Type:	501(c)(3) Bonds	IFA Staff:	Pamela Lenane
Locations:	Lemont, Oak Lawn, Orland Park	Counties/Region:	Cook and Will/Northwest Region

BOARD ACTION

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

PURPOSE

Bond proceeds will be used to advance refund Series 2007A Bonds and refund Series 2015A Bonds.

IFA PROGRAM AND CONTRIBUTION

501(c)(3) Bonds are a form of municipal bonds that 501(c)(3) corporations can use to finance capital projects that will be used to further their charitable mission. IFA's issuance will convey federal income tax-exempt status on interest earned on the Bonds paid to bondholders, thereby reducing the Borrower's interest expense. 501(c)(3) bond issues do not require Volume Cap.

VOTING RECORD

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources:	IFA Bonds	<u>\$233,730,000</u>	Uses:	Refunding of Prior Bonds	<u>\$233,730,000</u>
Total		<u>\$233,730,000</u>	Total		<u>\$233,730,000</u>

JOBS

Current employment:	2,300 FTEs	Projected new jobs:	N/A
Jobs retained:	2,300 FTEs	Construction jobs:	N/A

FINANCING SUMMARY

Security/Collateral:	Senior Parity Basis with existing debt issued under the Master Trust Indenture; Master Note; and Revenue Pledge
Structure:	Direct Bank Purchase: Floating Rate indexed to LIBOR and Fixed Rate
Maturity:	Not to exceed 30 years
Credit Rating:	AA- (Fitch)

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

The proceeds of the Bonds will be used to advance refund the Series 2007A Bonds and refund Series 2015A Bonds.

BUSINESS SUMMARY

Background:	<p>The St. George Corporation (the “Corporation”) is an Illinois not-for-profit corporation created in 2000 which serves as the parent corporation and sole corporate member of three not-for-profit corporations: (i) Palos Community Hospital (“PCH”), an acute care hospital located in Palos Heights, Illinois with outpatient satellite facilities in the surrounding community, (ii) Palos Medical Group, a primary care physician group that employs primary care physicians and select specialists, and (iii) St. George Wellness Center (SGWC) which operates the Palos Health and Fitness Center (the “Center”) located in Orland Park, Illinois. It is the vision of the Corporation to be the leading community based health care organization providing quality inpatient, outpatient and preventive services while supporting people in achieving optimum health in response to the needs of the southwest suburban region.</p>
Description:	<p>The primary operating entity of the Corporation is PCH. Opened in 1972 with 265 beds, PCH has grown to its current licensed bed capacity of 436, of which 369 are in operation, by responding to population growth and service demands with major building additions and modernizations in 1975, 1978, 1992, 1995, 2006, 2009, 2010 and 2012. In addition to accommodating inpatient demand, these facility expansions have provided for the growth of outpatient, emergency and ancillary departments in response to volume demands, technology, and service developments including single room maternity care, interventional cardiology and open heart surgery.</p> <p>PCH also operates satellite facilities; the Primary Care Center in Orland Park and the Palos Immediate Care Center in Palos Heights. This facility provides access to non-urgent outpatient treatment and diagnostic services. PCH provides home based services through Palos Community Hospital Home Health Care, Hospice and Private Duty with offices in Lemont, Illinois. PCH is also a partner with Little Company of Mary Hospital in the Southwest Hospital MRI Center located in Oak Lawn, Illinois.</p> <p>It is the mission of PCH that all of its services – preventive, curative or palliative—shall be delivered with quality of the highest caliber and that PCH shall be committed to continually responding to the health care needs of the community with services that are readily available in a form that enhances their efficient use by physicians and patients.</p> <p>Along with traditional health services, PCH makes its resources available to support many community health initiatives and programs responsive to the needs of the community. Examples of community services provided by PCH include: Asthma Education Program, Chemical Dependency services, Diabetes Fair & Diabetes Self-</p>

Management Program, Home Delivered Meals, *Lifeline* (crisis line), Osteoporosis Program, Parent-Child Health Education, Physician Referral Service, Psychiatric Services (inpatient & outpatient), Speakers Bureau, and a number of different Support Groups.

In addition, PCH provides annual health screenings for skin, prostate & colorectal cancer. PCH regularly offers programs on smoking cessation, depression/emotional health, prenatal care/childbirth preparation, caregiving, heart disease, and diabetes. Through its numerous outreach activities, PCH is recognized as the area leader in community education services. PCH also participates in and sponsors a variety of annual community events including a 5K run (benefits Y-ME), Women's Day, Heart Month & a Heart Walk (benefits American Heart Association). Its Speakers Bureau & Health Fair participation reaches thousands in community. PCH's home delivered meals program provides over 30,000 home delivered meals annually to home-bound seniors in our community. PCH's Senior Resource department provides assistance to seniors with Medicare and hospital paperwork. In addition, a variety of community publications including Perspective magazine and Community Calendar are mailed to residents – reaching over 150,000 homes.

Service Area: Primary service area includes: Palos Heights, Palos Hills, Palos Park, Midlothian, Oak Forest, Orland Park, and Tinley Park.

Existing Bonds: Outstanding IFA Bonds: Series 2007A (\$120 million)
Outstanding IFA Bonds: Series 2010C (\$148 million)
Outstanding IFA Bonds: Series 2015A (\$100 million)

ECONOMIC DISCLOSURE STATEMENT

Project name: Palos Community Hospital
Locations: Palos Heights, Orland Park, Lemont, Oaklawn
Applicant: Palos Community Hospital
Organization: 501(c)(3) Not-for-Profit Corporation
State: Illinois
Board of Trustees:

**St. George Corporation
Board of Directors**

Mr. Jason Ley
Dr. Terrence Moisan
Mr. Edward Mulcahy
Dr. Vincent Muscarello
Mr. Gordon Nash, Jr.
Father Patrick O'Neill
Dr. Charles Polcaster
Dr. Mark Sinibaldi
Mr. Jack Vainauskas

**Palos Community Hospital
Board of Directors**

Ms. Lucie Boyadjian
Mr. Lawrence Hunt
Dr. Terrence Moisan
Mr. Edward Mulcahy
Mr. Gordon Nash, Jr.
Dr. Charles Polcaster
Mr. Philip Salvador
Dr. Mark Sinibaldi
Dr. Michael Sobczak
Mr. Jack Vainauskas
Dr. James Draguesku, Guest

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Hawkins, Delafield and Wood LLP Newark, NJ	Steven Donovan
Bond Counsel:	Chapman and Cutler LLP Chicago	Mike Mitchell
Bond Trustee:	Wells Fargo Bank Chicago	Scott Hagwell
Accountant:	McGladrey & Pullen Chicago	TBD
Issuer's Counsel:	Burke Burns & Pinelli Ltd. Chicago	Mary Ann Murray
IFA Financial Advisors:	Sycamore Advisors LLC Chicago	Melanie Shaker
Bank Counsel:	Chapman and Cutler LLP Chicago	Carol Thompson
	Katten Muchin Rosenman LLP Chicago	Renée Friedman

LEGISLATIVE DISTRICTS

Congressional:	13 3
State Senate:	14 18 41
State House:	27 35 81 82

September 10, 2015 **\$37,500,000**
Riverside Health System

REQUEST	<p>Purpose: Bond proceeds will be used by Riverside Health System (“Riverside”, “RHS” or the “Borrower”) to (i) currently refund \$23,845,000 of its IFA Series 2004 Bonds outstanding in the amount of \$25,220,000 and originally issued in the amount of \$46,450,000, and (ii) currently refund its IFA Series 2006A Bonds outstanding in the amount of \$13,320,000 and originally issued in the amount of \$15,575,000.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																								
BOARD ACTIONS	Preliminary Bond Resolution																								
MATERIAL CHANGES	None.																								
JOB DATA	<table border="0"> <tr> <td>2,133</td> <td>Current jobs</td> <td>N/A</td> <td>New jobs projected</td> </tr> <tr> <td>2,133</td> <td>Retained jobs</td> <td>N/A</td> <td>Construction jobs projected</td> </tr> </table>	2,133	Current jobs	N/A	New jobs projected	2,133	Retained jobs	N/A	Construction jobs projected																
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2,133	Retained jobs	N/A	Construction jobs projected																						
DESCRIPTION	<ul style="list-style-type: none"> • Location: Kankakee County and Iroquois • Riverside Health System (“RHS”) is the parent corporation of a regional health system operating in the far southern portion of the Chicago metropolitan market and headquartered in Kankakee. 																								
CREDIT INDICATORS	<ul style="list-style-type: none"> • Riverside is currently rated A2 by Moody’s and A+ by Standard and Poor’s 																								
SECURITY	<ul style="list-style-type: none"> • Secured with a Master Trust Indenture Note 																								
MATURITY	<ul style="list-style-type: none"> • Bonds will mature no later than 11/15/2029 																								
SOURCES AND USES	<table border="0"> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td>\$37,165,000.00</td> <td>Refunding</td> <td>\$37,165,000.00</td> </tr> <tr> <td></td> <td></td> <td>Accrued Interest</td> <td>774.27</td> </tr> <tr> <td>Equity</td> <td><u>\$300,774.27</u></td> <td>Costs of Issuance*</td> <td><u>300,000.00</u></td> </tr> <tr> <td>Total</td> <td><u>\$37,465,774.27</u></td> <td>Total</td> <td><u>\$37,465,774.27</u></td> </tr> <tr> <td></td> <td></td> <td>*estimated</td> <td></td> </tr> </table>	Sources:		Uses:		IFA Bonds	\$37,165,000.00	Refunding	\$37,165,000.00			Accrued Interest	774.27	Equity	<u>\$300,774.27</u>	Costs of Issuance*	<u>300,000.00</u>	Total	<u>\$37,465,774.27</u>	Total	<u>\$37,465,774.27</u>			*estimated	
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Total	<u>\$37,465,774.27</u>	Total	<u>\$37,465,774.27</u>																						
		*estimated																							
RECOMMENDATION	Credit Review Committee recommends approval.																								

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 September 10, 2015**

Project: Riverside Health System

STATISTICS

Project Number: 12310	Amount:	\$37,500,000 (not-to-exceed)
Type: 501(c)(3) Revenue Bonds	IFA Staff:	Pam Lenane
Locations: Kankakee, Bourbonnais, Watseka, Gilman	County/Region:	Kankakee/Northeast Iroquois/Northeast and Northwest

BOARD ACTION

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

PURPOSE

The proceeds will be used by **Riverside** to (i) currently refund \$23,845,000 of its IFA Series 2004 Bonds outstanding in the amount of \$25,220,000 and originally issued in the amount of \$46,450,000, and (ii) currently refund its IFA Series 2006A Bonds outstanding in the amount of \$13,320,000 and originally issued in the amount of \$15,575,000.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

ESTIMATED SOURCES AND USES OF FUNDS

Sources:		Uses:	
IFA Bonds	\$37,165,000.00	Refunding	\$37,165,000.00
		Accrued Interest	774.27
Equity	<u>\$300,774.27</u>	Costs of Issuance*	<u>300,000.00</u>
Total	<u>\$37,465,774.27</u>	Total	<u>\$37,465,774.27</u>
		*estimated	

JOBS

Current employment: 2,133 FTEs	Projected new jobs: N/A
Jobs retained: 2,133 FTEs	Construction jobs: N/A

FINANCING SUMMARY

Credit Enhancement:	None
Structure:	Variable Rate Direct Purchase bond by DNT Asset Trust, a Delaware business trust and a wholly owned subsidiary of JPMorgan Chase Bank, N.A.
Interest Rate:	Variable
Interest Rate Modes:	Variable
Underlying Ratings:	A2 / A+
Maturity:	11/15/2029
Estimated Closing Date:	11/1/2015

PROJECT SUMMARY (FOR PRELIMINARY BOND RESOLUTION)

The proceeds will be used by **Riverside** (i) currently refund \$23,845,000 of its IFA Series 2004 Bonds outstanding in the amount of \$25,220,000 and originally issued in the amount of \$46,450,000, and (ii) currently refund its IFA Series 2006A Bonds outstanding in the amount of \$13,320,000 and originally issued in the amount of \$15,575,000.

BUSINESS SUMMARY

Riverside Health System (“**RHS**”) is the parent corporation of a regional health system operating in the far southern portion of the Chicago metropolitan market and headquartered in Kankakee. RHS is the sole corporate member of **Riverside Medical Center** (“**Medical Center**”), **Oakside Corporation** (“**Oakside**”), **Butterfield Service Corporation** (“**Butterfield**”) and **Riverside Senior Living Center** (“**Living Center**”). **Riverside Medical Center Foundation** (the “**Foundation**”) is a not-for profit organization serving in an agency capacity by holding and managing certain investment assets contributed for the benefit of the Medical Center. All of these entities except for Butterfield Service Corporation are Illinois not-for-profit corporations and are organized as described under Section 501(c)(3) of the Internal Revenue Code. Butterfield is an Illinois business corporation.

In 1989, RHS, the Medical Center and Oakside became the initial members of an obligated group (the “**Obligated Group**”) established under a Master Trust Indenture dated as of December 15, 1989, among RHS, the Medical Center, Oakside and The Bank of New York Mellon Trust Company, N.A., as successor master trustee (as amended and supplemented from time to time, the “**Master Indenture**”). The Living Center became a member of the Obligated Group in 1990. Butterfield and the Foundation are not members of the Obligated Group.

- The Medical Center owns and operates a general acute care hospital in Kankakee, IL, which is licensed for 312 beds, of which 247 beds are currently staffed. In addition to the main hospital facility, the Medical Center operates the Resolve Center in Manteno, Illinois, which houses an 18-bed licensed inpatient substance abuse program and associated outpatient services. The Medical Center also operates Riverside Ambulance which provides ambulance service to the Medical Center’s primary service area from remote locations in Momence, Bradley, St. Anne, Herscher, Chebanse, Limestone, and Ashkum. Riverside Ambulance is also responsible for 16 communities through its Emergency Medical Service System. In addition, the Medical Center operates multiple community, primary and specialty health centers located in Kankakee, Bourbonnais, Manteno, Monee, Momence, Hopkins Park, Watseka, Gilman, Wilmington, Peotone and Coal City.
- The Medical Center also owns the Atrium Building in Bradley, Illinois which provides medical office space, space for a joint venture single-specialty ambulatory surgery center, and industrial medicine services. Located in Bourbonnais and owned by the Medical Center is the Medical Plaza, a comprehensive ambulatory campus which includes radiation therapy, diagnostic imaging, ambulatory surgery, and physician office space. Located in Coal City and owned by the Medical Center is the West Campus, consisting of a state of the art diagnostic imaging center, and physician office complex.

- In 2011, the Medical Center opened a new multi-speciality physician and cancer infusion center in its southern market located in Watseka, Illinois. The facility provides diagnostic services including lab and CT. In December of 2012 the Medical Center expanded services at the Watseka Center to include physical therapy, additional radiology, a two suite sleep center, primary care physicians, and mid-level providers.
- Oakside operates the 70,000 square foot Riverside Health Fitness Center located in Bourbonnais, Illinois. Additionally, Oakside operates a community counseling program, a commercial pharmacy, a health equipment sales and leasing program, a retail audiology/hearing and balance program and supports the new business activities of other affiliates.
- Living Center was incorporated in 1989 and owns and operates a senior living community that includes 90 independent living apartments known as Westwood Oaks, 96 assisted living apartments known as Butterfield Court, 18 ranch style family homes for seniors known as Westwood Estates and a 160-bed nursing facility. The senior living community is located directly across from the Medical Center in Kankakee and was constructed in phases beginning in 1990. In Fall 2014, Living Center opened an Assisted Living and Memory Care Campus in Bourbonnais consisting of 48 studio units for Memory Care and 32 Assisted Living units.
- There are no activities currently operated by Butterfield.
- From growth and investments in new programs and service lines, RHS has added 331 new FTE's since 2012.

The **Riverside HealthCare Foundation** (“RHCF”) raises funds for RHS and its affiliates. From 2012 to 2014 the RHCF provided \$2.7 million in support of programs and initiatives for RHS. The Foundation had assets of \$19.1 million as of December 31, 2014.

Project Rationale: The proceeds will be used by **Riverside** (i) currently refund \$23,845,000 of its IFA Series 2004 Bonds outstanding in the amount of \$25,220,000 and originally issued in the amount of \$46,450,000, and (ii) currently refund its IFA Series 2006A Bonds outstanding in the amount of \$13,320,000 and originally issued in the amount of \$15,575,000.

ECONOMIC DISCLOSURE STATEMENT

Applicant: Riverside HealthCare

Site Address: Riverside Medical Center
350 N. Wall Street
Kankakee, IL 60901

Contact: Bill Douglas
Senior Vice President, Chief Financial Officer

Website: www.RiversideMC.net

Project name: Riverside Health System (Series 2015)

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

State: Illinois

Ownership/2015 Board Members (501(c)(3)):

Connie Ashline, *Chairman*
Jerald Hoekstra, *Vice Chairman*
Harry Bond, *Secretary*
Philip Kambic, *President*
Bill Douglas, *Treasurer*
Pamela Hull, *Assistant Secretary*
David Hegg
Larry Goodman
Patrick Martin
Renuka Ramakrishna, M.D.
Karen Reid
Jaymie Simmon
Francis Smith
Gary Wright

PROFESSIONAL & FINANCIAL

Borrower's Counsel:	Katten Muchin Rosenman LLP	Chicago	Janet Hoffman
Borrower's Advisor:	Ponder & Co.	Chicago	Michael Tym
Accountant:	KPMG	Chicago	Darryl Buikema
Bank:	JP Morgan Chase		
Bond Counsel:	Chapman and Cutler LLP	Chicago	Michael Mitchell
Bank Counsel:	Nixon Peabody LLP	Chicago	Julie Seymour
Bond Trustee:	BNY Mellon Trust Company		
Issuer's Counsel:	Pugh Jones Johnson	Chicago	Loraine Tyson
Issuers's Advisor:	Sycamore Advisors LLC	Chicago	Melanie Shaker

LEGISLATIVE DISTRICTS

Congressional: 11, 16
State Senate: 40, 53
State House: 79, 106

SERVICE AREA

The primary service area is defined as Kankakee County. The secondary service area consists of portions of Will, Iroquois, Ford, Grundy, and Livingston Counties.

September 10, 2015

\$30,000,000
Sarah Bush Lincoln Health System

REQUEST	<p>Purpose: Bond proceeds from the sale of the Series 2015 Bonds together with other funds, will be used to enable Sarah Bush Lincoln Health System (“SBLHS”, the “Health Center”, or the “Borrower”) to (i) fund the final \$10,500,000 of a \$48 million Master Facility Plan, (ii) \$8,700,000 of construction and renovation of Medical/Surgical units, (iii) \$6,900,000 construction of a new Cardiology wing, (iv) approximately \$2,500,000 on campus infrastructure work, (v) renovation of Central Sterile, (vi) construction of a new clinic in Toledo, IL, and (vii) pay a portion of the cost of issuing the debt.</p> <p>Program: Conduit 501(c)(3) Revenue Bonds</p> <p>Extraordinary Conditions: None.</p>																				
BOARD ACTIONS	Preliminary Bond Resolution																				
MATERIAL CHANGES	None. This is the first time this financing has been presented to the IFA Board of Directors for consideration																				
JOB DATA	<table> <tr> <td>2,125</td> <td>Current jobs</td> <td>90</td> <td>New jobs projected</td> </tr> <tr> <td>2,125</td> <td>Retained jobs</td> <td>60</td> <td>Construction jobs projected</td> </tr> </table>	2,125	Current jobs	90	New jobs projected	2,125	Retained jobs	60	Construction jobs projected												
2,125	Current jobs	90	New jobs projected																		
2,125	Retained jobs	60	Construction jobs projected																		
DESCRIPTION	<ul style="list-style-type: none"> • Mattoon (Coles County) and Toledo (Cumberland County) • SBLHS has a total of 2,125 employees (1,724 FTE’s) providing a full range of acute care services to residents of Coles County and the surrounding six counties. SBLHS serves a seven-county region in East Central Illinois, encompassing a drawing population of approximately 156,000 people. The SBLHS medical staff includes physicians in 28 specialty areas and approximately 206 physicians with hospital privileges at Sarah Bush Lincoln Health Center. The Physician System Practices of SBLHS include approximately 91 employed physicians and 50 mid-level providers. 																				
CREDIT INDICATORS	<ul style="list-style-type: none"> • Underlying rating of A+ (S&P) • Bank private placement with a bank to be determined 																				
SECURITY	<ul style="list-style-type: none"> • Secured by gross revenue pledge and a negative pledge on assets 																				
MATURITY	<ul style="list-style-type: none"> • No later than 2042 																				
SOURCES AND USES	<table> <tr> <td colspan="2">Sources:</td> <td colspan="2">Uses:</td> </tr> <tr> <td>IFA Bonds</td> <td>\$30,000,000</td> <td>Reimbursement</td> <td>\$10,000,000</td> </tr> <tr> <td></td> <td></td> <td>Project Fund</td> <td>\$19,700,000</td> </tr> <tr> <td></td> <td></td> <td>Est. Cost of Issuance</td> <td><u>\$300,000</u></td> </tr> <tr> <td>Total</td> <td><u>\$30,000,000</u></td> <td>Total</td> <td><u>\$30,000,000</u></td> </tr> </table>	Sources:		Uses:		IFA Bonds	\$30,000,000	Reimbursement	\$10,000,000			Project Fund	\$19,700,000			Est. Cost of Issuance	<u>\$300,000</u>	Total	<u>\$30,000,000</u>	Total	<u>\$30,000,000</u>
Sources:		Uses:																			
IFA Bonds	\$30,000,000	Reimbursement	\$10,000,000																		
		Project Fund	\$19,700,000																		
		Est. Cost of Issuance	<u>\$300,000</u>																		
Total	<u>\$30,000,000</u>	Total	<u>\$30,000,000</u>																		
RECOMMENDATION	Credit Review Committee recommends approval																				

**ILLINOIS FINANCE AUTHORITY
 BOARD SUMMARY
 March 8, 2015**

Project: Sarah Bush Lincoln Health System

STATISTICS

Project Number	12309	Amount:	\$30,000,000 (Not-to-Exceed)
Type:	501(c)(3) Revenue Bonds	IFA Staff:	Pam Lenane
Location:	Mattoon, Toledo	County/	
		Region:	Coles County and Cumberland County / Southeastern

BOARD ACTION

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

PURPOSE

Bond proceeds will be used to (i) fund the final \$10,500,000 of \$48 million Master Facility Plan, (ii) \$8,700,000 of construction and renovation of “Med/Surg” units, (iii) \$6,900,000 construction of a new Cardiology wing, (iv) approximately \$2,500,000 on campus infrastructure work, (v) renovation of Central Sterile, (vi) construction of a new clinic in Toledo, IL, and (vii) pay a portion of the cost of issuing the debt.

IFA PROGRAM AND CONTRIBUTION

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

VOLUME CAP

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

JOBS

Current employment:	2,125	Projected new jobs:	90
Jobs retained:	2,125	Construction jobs:	60

ESTIMATED SOUCES AND USES OF FUNDS

Sources:	IFA Bonds	<u>\$30,000,000</u>	Uses:	Project Fund	\$19,700,000
				Reimbursement	\$10,000,000
				Issuance Costs	<u>\$300,000</u>
Total		<u>\$30,000,000</u>	Total		<u>\$30,000,000</u>

FINANCING SUMMARY/STRUCTURE

Security:	The IFA Series 2015 Bonds will be secured by Master Trust Indenture that includes a pledge of gross revenues and a negative pledge on assets.
Structure:	Bank direct purchase by a bank to be determined.
Interest Rate:	Not to exceed 5%
Interest Mode:	Variable rate bonds - TBD
Underlying Borrower Rating:	Although the subject Bonds will not be rated (due to the bank direct purchase structure), the Borrower currently has a direct underlying rating of A+ by Standard and Poor's.
Maturity:	2042 (25 Years)
Estimated Closing Date:	October 19, 2015

PROJECT SUMMARY (FOR FINAL BOND RESOLUTION)

The proceeds of the IFA Series 2015 Bonds will be combined with other funds and used to (i) fund the final \$10,500,00 of the \$48 million Master Facility Plan, (ii) \$8,700,000 of construction and renovation of "Med/Surg" units, (iii) \$6,900,000 construction of a new Cardiology wing, (iv) approximately \$2,500,000 on campus infrastructure work, (v) renovation of Central Sterile, (vi) construction of a new clinic in Toledo, IL, and (vii) pay a portion of the cost of issuing the debt.

BUSINESS SUMMARY

Sarah Bush Lincoln Health System ("SBLHS") is centrally located between Mattoon and Charleston, Illinois, which are East Central Illinois communities located approximately 180 miles south of Chicago. The Health Center's primary service area consists of Coles County, Illinois. The Health Center's secondary service area consists of the six counties surrounding Coles County, which are Clark, Cumberland, Moultrie, Douglas, Shelby and Edgar counties. The tertiary service area consists of three additional counties, Effingham, Jasper and Crawford counties. The Health Center's entire service area is located within a 45-mile radius of the Health Center.

SBLHS has a total of 2,125 employees (1,724 FTE's) providing a full range of acute care services to residents of Coles County and the surrounding six counties. The SBLHS medical staff includes physicians in 28 specialty areas and approximately 145 physicians with hospital privileges at Sarah Bush Lincoln Health Center. The Physician System Practices of SBLHS include approximately 57 employed physicians and 25 mid-level providers.

The main health center facility was completed in 1977 as a four-story facility with a partial basement, consisting of 200,000 gross square feet (the "Main Health Center Facility"). The Health Center is licensed for 129 beds. Services currently located and provided in this facility include: Obstetrics/Gynecology, Level II Nursery, Pediatrics, Medical and Surgical Nursing Units, Operating Rooms, Outpatient Surgery Center, Emergency Department, Ambulatory Care Unit, Behavioral Health Services, Laboratory, Radiology, Physical and Occupational Services, Speech & Audiology Services, Cardiac Rehabilitation, Respiratory Therapy, Outpatient Pharmacy, Sleep Studies, Cancer Center, Cardiac Cath Lab, Illinois Breast and Cervical Cancer Center, Home Health and Hospice services.

The 141 employed physicians and mid-level providers service 36 clinics on the main campus plus clinics in the towns of Arcola, Arthur, Casey, Charleston, Mattoon, Neoga, Sullivan and Toledo, Illinois.

OWNERSHIP / ECONOMIC DISCLOSURE STATEMENT

Project name: SBLHS Advance Refunding, New Construction and Project Reimbursement

Applicant: Sarah Bush Lincoln Health System
1000 Health Center Drive
Mattoon (Coles County), IL 61938-9253

Contact: Dennis Pluard, CFO and V/P of Operations, 217.258.2102, Website: DPluard@sblhs.org

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

State: Illinois

Board Members:

Health Center Board Members

Lyla McGuire – Chairperson	Lori Cudone, MD	Jim Littleford
Steve Wente – Vice Chair	Jeanne Dau	Ray Rieck
Michael Stanfield – Secretary	Don Davis	Michael Smith
Tim Mooney – Treasurer	Steve Honselman	Tina Stovall
Laurel Allenbaugh	Kiran Joag, MD	Scott Wilson
Sheryl Artmann, MD	Phillip Kepp, DDS	
Chris Considine	John Lauer, MD	

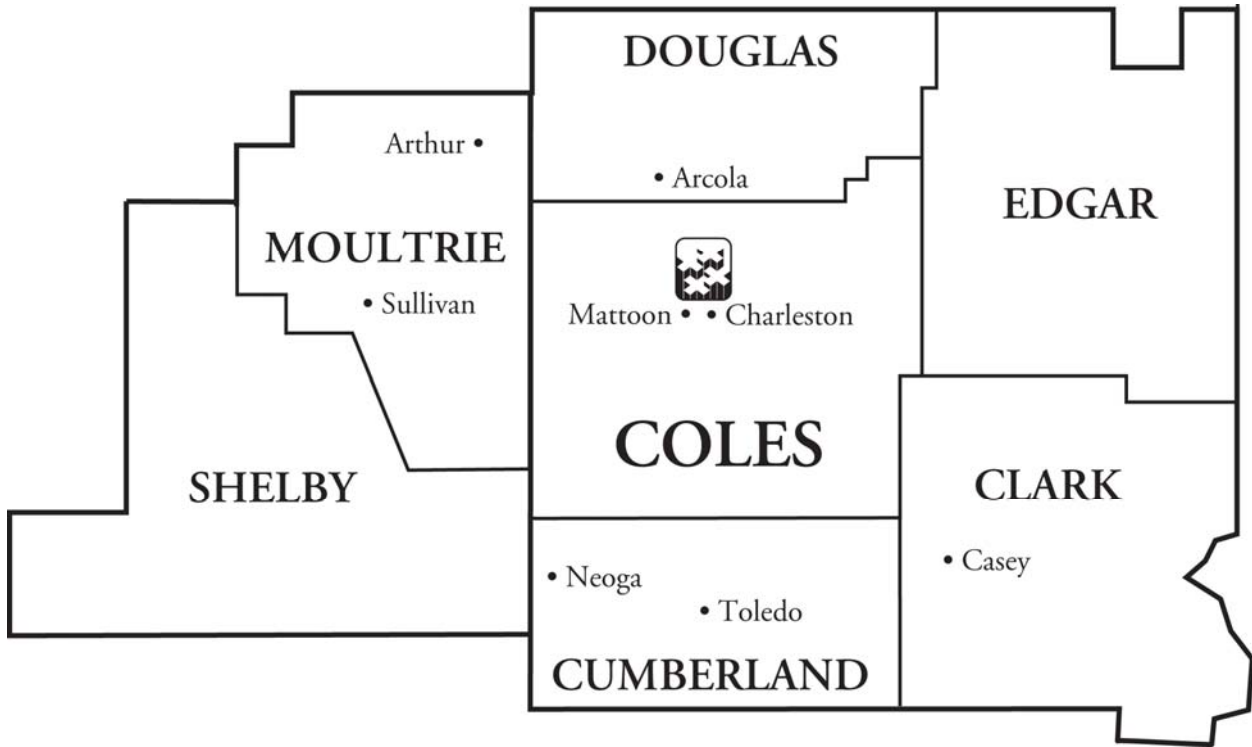
PROFESSIONAL & FINANCIAL

Borrower’s Counsel:	Hinshaw & Culbertson	Chicago, IL	Leslie Richards-Yellen
Financial Advisor:	Ponder & Co.	Valparaiso, IN	Michael Tym
Bond Counsel:	Chapman and Cutler LLC	Chicago, IL	Daniel Bacastow
Bank:	TBD		
Bank’s Counsel:	TBD		
Master Trustee:	First Mid-Illinois Bank	Mattoon, IL	Gary Kuhns
Bond Trustee:	Amalgamated Bank	Chicago, IL	Remonia Jamison
Bond Trustee Counsel:	Amalgamated Bank	Chicago, IL	Cherie Duve
Issuer’s Counsel:	Miller, Hall & Triggs, LLC	Chicago, IL	Rick Josephs
IFA Financial Advisor:	Acacia Financial Group, Inc.	Chicago, IL	Jim Beck

LEGISLATIVE DISTRICTS

Congressional: 15
State Senate: 55
State House: 110

SERVICE AREA



RESOLUTION 2015-0910-AD08

RESOLUTION RATIFYING AND CONFIRMING THE ADOPTION BY THE ILLINOIS FINANCE AUTHORITY (THE “AUTHORITY”), AT A MEETING THEREOF HELD ON AUGUST 13, 2015, OF RESOLUTION 2015-0813-NP02 PROVIDING FOR THE ISSUANCE BY THE AUTHORITY OF NOT-TO-EXCEED \$585,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF ITS REVENUE BONDS FOR THE BENEFIT OF THE UNIVERSITY OF CHICAGO IN ONE OR MORE SERIES AND AUTHORIZING THE SALE THEREOF (THE “U OF C APPROVING RESOLUTION”); RATIFYING AND CONFIRMING ALL ACTIONS TAKEN BY THE MEMBERS OF THE AUTHORITY AT SAID MEETING IN CONNECTION WITH THE ADOPTION OF SAID RESOLUTION; AND AUTHORIZING AND APPROVING RELATED MATTERS.

WHEREAS, the Illinois Finance Authority, a body politic and corporate duly organized and validly existing under and by virtue of the laws of the State of Illinois (the “*Authority*”), including, without limitation, the Illinois Finance Authority Act, 20 ILCS 3501/801-1 *et. seq.*, as supplemented and amended (the “*Act*”), is authorized by the laws of the State of Illinois, including without limitation, the Act, to issue its revenue bonds for the purposes set forth in the Act and to permit the expenditure of the proceeds thereof to defray, among other things, the costs of the planning, design, acquisition, construction, renovation, improvement, expansion and equipping of “educational facilities,” as defined in the Act, and to provide for the advance refunding and defeasance of any bonds deemed necessary in connection with any purpose of the Authority; and

WHEREAS, at a meeting of the Authority duly held and convened on August 13, 2015 (the “August Meeting”), the Authority adopted Resolution 2015-08130-NP02 (the “*U of C Approving Resolution*”) authorizing and approving the issuance by the Authority of not in excess of \$585,000,000 in aggregate principal amount of its revenue bonds in one or more series (the “*Bonds*”), and the loaning of the proceeds from the sale thereof to The University of Chicago, an Illinois not for profit corporation (the “*University*”), for the purposes described in the U of C Approving Resolution; and

WHEREAS, the U of C Approving Resolution, the Notice of Public Hearing published in the State Journal-Register and the Chicago Tribune on July 21, 2015 and transcript of such hearing and the approval from the Governor of the State of Illinois all contemplated the issuance of the Bonds, in one or more series, in an aggregate principal amount not-to-exceed \$585,000,000; and

WHEREAS, it has come to the attention of the Authority that in certain of the materials relating to the August Meeting, including the summaries of the transactions presented to the Members of the Authority and the list of project reports and resolutions, the not-to-exceed aggregate principal amount of the Bonds to be issued was inadvertently identified as \$400,000,000 instead of \$585,000,000; and

WHEREAS, the Authority desires to confirm that the not-to-exceed amount of the Bonds authorized and approved by the Authority to be issued is and was \$585,000,000, and in connection therewith, ratify and confirm the adoption of the U of C Approving Resolution and ratify and confirm all actions of the Authority taken in connection with the authorization and approval of the U of C Approving Resolution;

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

Section 1. Bonds. That, in order to provide funds to carry out the Financing Purposes described in the U of C Approving Resolution, the Authority hereby ratifies and confirms its authorization and approval of the issuance at one time or from time to time of the Bonds, in one or more series, in an aggregate principal amount not-to-exceed \$585,000,000, the designations of which shall be approved by the Chairperson, Vice Chairperson or Executive Director (and, for purposes of this Resolution, any person duly appointed to any such office on an interim basis) of the Authority; all subject to the terms and provisions set forth in the U of C Approving Resolution.

Section 2. U of C Approving Resolution. That the Authority hereby ratifies and confirms the authorizations and approvals and all terms and provisions set forth in the U of C Approving Resolution and the adoption by the Authority of the U of C Approving Resolution.

Section 3. Actions Taken at the August Meeting. That all actions taken by the Authority and its Members relating to its authorization and approval of the issuance of the Bonds that are not otherwise inconsistent with the intent of this Resolution are hereby ratified and confirmed.

Section 4. Other Acts. That all acts of the officers, employees and agents of the Authority which are in conformity with the purposes and intent of this Resolution and the U of C Approving Resolution be, and the same hereby are, in all respects, ratified, approved and confirmed.

Section 5. Severability. That the provisions of this Resolution are hereby declared to be separable, and if any section, phrase or provision hereof shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions of this Resolution.

Section 6. Conflict. That all resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

Section 7. Effective Date. That this Resolution shall be in full force and effect immediately upon its passage, as by law provided.

Approved and effective this 10th day of September, 2015.

ILLINOIS FINANCE AUTHORITY

By _____
Executive Director

ATTEST:

Assistant Secretary

[SEAL]

ILLINOIS FINANCE AUTHORITY

Memorandum

To: IFA Board of Directors

From: Patrick Evans

Date: September 10, 2015

RE: Request by Resource Bank, N.A. to Authorize an Affiliate and Corporate Guarantor (Boehne Farms Trucking, LLC) of an IFA-Guarantee Borrower (Berkley Boehne, Individually and Vaughn Boehne, Individually) to Enter into Up to Two Loan Agreements with Waterman State Bank to Finance Specific Equipment Purchases

Present Condition: In late 2014, IFA approved Agri-Debt Guarantees for Berkley Boehne and Vaughn Boehne through Resource Bank (each with an initial loan amount of \$500,000). These loan guarantees were originated to consolidate and refinance existing debt. The loans are secured by a First Mortgage on 113.61 acres of row crop farmland in DeKalb County. IFA has a copy of the title policy dated December 17, 2014 acknowledging Resource Bank's first mortgage on the subject property in the amount of \$1,000,000. Based on the 15% first-loss position (assumed by Resource Bank), IFA's Exposure on each loan was \$844,544 as of June 30, 2015, implying an IFA Exposure to Appraised Value ratio of 59% (based on an appraisal completed June 2014). Both IFA Guaranteed Loans are currently structured with monthly payments.

These loans are further secured by guarantees from affiliated entities, including (i) Boehne Farms Trucking, LLC and (ii) Boehne Farms of Shabbona, LLC. As a condition of the loan guarantees, IFA required Resource Bank to monitor and obtain consent on all capital purchases (whether incurred by the Boehnes or any of their affiliated companies). Because of the IFA/Resource Bank First Mortgage security position on the 113.61 acre farm property, the following request for consent to authorize additional debt to be incurred by Boehne Farms Trucking, LLC will not impair the joint IFA/Resource Bank collateral position on the farm land. Nevertheless, the proposed additional debt will impact the leverage position and cash flow of Boehne Farms Trucking, LLC, and the Boehnes' operations on a consolidated basis.

IFA's current exposure consists of the following guaranteed loans:

- Vaughn Boehne and Audra Boehne: \$500,000 – 85% IFA Agri-Debt Guarantee
Loan Balance as of 6/30/15: \$496,791
IFA Exposure as of 6/30/15: **\$422,273**
Payment Schedule: Monthly
Collateral: 1st Mortgage on 113.61 acres
Corporate Guarantors: Boehne Farms Trucking, LLC; Boehne Farms of Shabbona, LLC;
Loan to Appraised Value: 69%
IFA Exposure/Appraised Value: **59%**
- Berkley Boehne and Lindsay Boehne: \$500,000 - 85% IFA Agri-Debt Guarantee
Loan Balance as of 6/30/15: \$496,791
IFA Exposure as of 6/30/15: **\$422,273**
Payment Schedule: Monthly
Collateral: 1st Mortgage on 113.61 acres
Corporate Guarantors: Boehne Farms Trucking, LLC; Boehne Farms of Shabbona, LLC
Loan to Appraised Value: 69%
IFA Exposure/Appraised Value: **59%**

Proposal – Additional Debt by Affiliate/Corporate Guarantor (Boehne Farms Trucking, LLC): Under the proposal presented by Resource Bank, two loans totaling \$338,000 would be originated by Waterman State Bank (WSB), Waterman, Illinois. Proceeds from (WSB) would be loaned directly to Boehne Trucking LLC (of which Mr. Berkley Boehne and Mr. Vaughn Boehne are each a Member). Berkley Boehne and Vaughn Boehne are each borrowers (individually) on \$500,000 IFA Guaranteed Loans (total \$1,000,000) that closed in late 2014. As stated, Waterman State Bank proposed loans to Boehne Farms Trucking LLC will not impair the secured collateral position of Resource Bank/IFA's Guarantee (i.e., perfected first mortgage on 113.61 acres of land).

Proposed Note A – Livestock Trailer (new): The proposed loan associated with the \$88,000 (new) livestock trailer purchase will be financed separately by Waterman State Bank. Presently, Boehne Farms Trucking is leasing a livestock trailer (monthly payments have ranged from \$1,500 to \$2,000 per month). The purchase of the new livestock trailer will create a debt service obligation of \$1,750 per month, an amount approximately equal to the average monthly lease payment. Boehne Farms Trucking LLC (one of the guarantors of the two IFA Agri-Debt Guaranteed loans with Resource Bank has a current outstanding balance of \$496,791 each; or \$993,582 combined) will be the obligor on the Waterman State Bank loan.

Proposed Note B – Drag Line Manure Hauling/Application Equipment System (used): The proposed loan associated with the \$250,000 (used) drag line manure hauling equipment system will be financed separately by Waterman State Bank. The purchase of this item will allow Boehne Farms Trucking, LLC to operate more efficiently while meeting existing customers' demand by providing more comprehensive services to key existing customers. Boehne Farms Trucking LLC is one of two affiliated entities that is a corporate guarantor of the two IFA Agri-Debt Guaranteed loans with Resource Bank. (The two IFA Agri-Debt Guaranteed loans with Resource Bank each have a current outstanding balance of \$496,791 each – the combined outstanding balance of the two loans is \$993,582.) Boehne Farms Trucking LLC will be the obligor.

This request would not increase the IFA/Resource Bank collateral exposure on the two outstanding Agri-Debt Guarantee loans, but would increase the debt level of a corporate guarantor (Boehne Farms Trucking, LLC), on the IFA/Resource Bank Agri-Debt Guaranteed Loan. The objective intent of these purchases will be to increase the net cash flow of Boehne Farms Trucking, LLC (confidential information is attached relating to forecast cash flows).

Net Increase in Boehne Farms Trucking LLC Debt Service Payments to Waterman State Bank: In connection with this loan request, Waterman State Bank will be re-amortizing Boehne Farm Trucking's existing loans. Although the new loans would represent new debt payments, Boehne Farm Trucking's proposed annual debt service payments of \$272,883 (inclusive of the new equipment) would still be less than debt service payments posted in 2014 (\$316,203) and 2013 (\$292,000).

Conclusion: Boehne Farms Trucking, LLC is having a good year based on (i) continued strong livestock and manure hauling demand and (ii) lower fuel costs, each resulting in improved profitability and cash flow. Overall, Boehne Farms Trucking, LLC projects an increase in trucking income as a result of its upgraded manure drag line spreading operation. This income will help the Boehnes offset any projected declines in income from their grain farming operation as a result of lower commodity prices and average expected crop yields.

According to Resource Bank, the Boehnes' business advisor acknowledges that the proposed Waterman State Bank loans would increase Boehne Trucking, LLC's leverage. Nevertheless, both the trailer and the drag line system would enhance Boehne Trucking's revenues and enable the Company to offer a more comprehensive scope of services to its existing customers.

In particular, (1) the trailer would enable Boehne Trucking to retain existing business at substantially the same cost basis they have with the present leased trailer, while (2) utilizing the drag line equipment system to transport and apply manure will enable Boehne Trucking to provide more comprehensive spreading and application services to its existing larger manure hauling customers.

According to Resource Bank, the Boehnes' business advisor believes this capital purchase plan has been well thought out and would expect the result of these acquisitions to provide supplemental (and complementary) cash flow to support the overall operations, thereby reducing the Boehnes' dependence on crop grain farming. Additional, Boehne Farms Trucking, LLC would use an existing employee at Boehne Farms of Shabbona, LLC to undertake this activity.

Additionally, the purchase of a used drag line system equipment will reduce acquisition cost and associated debt, thereby reducing the business risk to Boehne Farms Trucking, LLC and Waterman State Bank.

Consenting to these purchases and the associated Waterman State Bank loans will not increase the IFA/Resource Bank collateral risk on the pledged farm property (nor will it increase direct debt on the farm operations). Although the proposed loans would increase Boehne Farms Trucking, LLC's overall indebtedness, the drag line manure equipment is forecast to be profitable and cash flow positive. Additionally, Resource Bank reports that Waterman State Bank is requiring evidence of key contracts as a pre-condition to funding its loan on the drag line manure equipment.

ILLINOIS FINANCE AUTHORITY

Memorandum

To: Illinois Finance Authority Board of Directors

From: Chris Meister, Executive Director

Date: September 10, 2015

Re: ***Project Reports and Resolutions – Tab 10***

Resolution to Approve Going Forward with a Procurement for a Financial Advisor for the State Revolving Fund and a Request for Information to Professionals for Financing and Economic Development Proposals as Allowed Under the Illinois Procurement Code.

The Executive Director seeks approval to move forward with the following actions under the Illinois Procurement Code:

1. Seeking one or more financial advisors for the State of Illinois Clean Water Initiative State Revolving Fund (SRF). The Authority last issued bonds on behalf of the Illinois Environmental Protection Agency (IEPA) in 2013 in the amount of \$141.7 million. The bonds were rated “AAA” by Standard & Poors and Fitch. Financial advisors play a key role in the structuring of the bond issue and are typically paid from bond proceeds. See attached cover of the 2013 Authority-IEPA bond issue. The Executive Director will bring the selected financial advisor vendor(s) to the members of the Authority for approval.
2. Using the Request for Information procedure to test the full range of potential under the Illinois Finance Authority Act (20 ILCS 3501/801-1 et seq.) and other applicable statutes for economic development and job retention/creation purposes. The Request for Information mechanism will allow professionals, including but not limited to investment bankers, lenders, investors, counsel, and financial advisors, to propose qualifications and ideas in a structured and transparent manner.

In the opinion of Katten Muchin Rosenman LLP, Bond Counsel, under existing law, if there is continuing compliance with certain requirements of the Internal Revenue Code of 1986, interest on the Series 2013 Bonds will not be includable in gross income for federal income tax purposes. Interest on the Series 2013 Bonds is not required to be included as an item of tax preference for purposes of computing individual or corporate "alternative minimum taxable income". However, interest on the Series 2013 Bonds is includable in corporate earnings and profits and therefore must be taken into account when computing corporate alternative minimum taxable income for purposes of the corporate alternative minimum tax. Interest on the Series 2013 Bonds is not exempt from Illinois income taxes. See "TAX EXEMPTION" herein.



\$141,700,000
ILLINOIS FINANCE AUTHORITY
State of Illinois Clean Water Initiative Revolving Fund Revenue Bonds,
Series 2013



Dated: Date of Delivery

Principal Due: January 1 and July 1,
as shown on inside cover

The State of Illinois Clean Water Initiative Revolving Fund Revenue Bonds, Series 2013 (the "Series 2013 Bonds") are limited obligations of the Illinois Finance Authority (the "Authority"), payable solely from (i) the payments, revenues and receipts derived from the Pledged Agreements (as defined herein) (but excluding Loan Support Payments), and (ii) any other funds held by Amalgamated Bank of Chicago, an Illinois State banking corporation, as master trustee (the "Master Trustee"), under the Master Trust Agreement dated as of November 1, 2013 (the "Master Trust Agreement") between the Authority and the Master Trustee, as supplemented by the First Supplemental Master Trust Agreement dated as of November 1, 2013 (the "First Supplemental Master Trust Agreement"), between the Authority and the Master Trustee. The Series 2013 Bonds, when issued, will be the only series of bonds secured under the Master Trust Agreement. Additional Indebtedness (as defined herein) may be issued pursuant to the Master Trust Agreement. See "SECURITY AND SOURCE OF PAYMENT FOR THE SERIES 2013 BONDS – Pledged Agreements."

Proceeds from the sale of the Series 2013 Bonds will be used (i) to fund loans made by the Illinois Environmental Protection Agency ("IEPA") to units of local government in the State of Illinois (the "State") to finance eligible wastewater treatment and sanitary sewerage facilities and drinking water facilities, (ii) to refund outstanding bonds of the Authority for the benefit of IEPA's clean water and drinking water programs, and (iii) to pay costs of issuance, all as more fully described herein. See "PLAN OF FINANCE" herein for a description of the refunding plan.

The Series 2013 Bonds will be issued only as fully registered book-entry bonds in denominations of \$5,000 or any integral multiple thereof and, when issued, will be registered under a global book-entry system in the name of Cede & Co., as the nominee of The Depository Trust Company ("DTC"), New York, New York. See APPENDIX G — "BOOK-ENTRY ONLY SYSTEM" herein. Interest on the Series 2013 Bonds is payable on January 1 and July 1 of each year, commencing July 1, 2014. The Series 2013 Bonds are subject to extraordinary mandatory redemption prior to maturity, as described herein.

The Series 2013 Bonds are limited obligations of the Authority. The principal of and premium, if any and the interest thereon is payable solely from revenues pledged under the Master Trust Agreement, and funds available under the Master Trust Agreement. The Series 2013 Bonds do not constitute an indebtedness of the Authority, IEPA, the State or any political subdivision thereof, within the purview of any constitutional provision or statutory limitation. The Authority is obligated to pay the principal of and interest on the Series 2013 Bonds only from the revenues pledged pursuant to the Master Trust Agreement. Neither the faith and credit nor the taxing powers, if any, of the Authority, IEPA, the State or any political subdivision thereof is pledged to the payment of the principal of and interest on the Series 2013 Bonds. The Authority has no taxing power.

The Series 2013 Bonds are offered when, as and if issued, and subject to the approving legal opinion of Katten Muchin Rosenman LLP, Bond Counsel, and certain other conditions. Certain legal matters will be passed upon for the Authority by its counsel, Mayer Brown LLP, Chicago, Illinois; for the Underwriters by their co-counsel, Foley & Lardner LLP, Chicago, Illinois and Pugh, Jones & Johnson, P.C., Chicago, Illinois; and for IEPA by its Chief Legal Counsel. It is expected that the Series 2013 Bonds will be issued and available for delivery through DTC on or about December 5, 2013.

BofA Merrill Lynch

Loop Capital Markets

Ramirez & Co., Inc.

November 20, 2013

RESOLUTION TO APPROVE GOING FORWARD WITH A PROCUREMENT FOR A FINANCIAL ADVISOR FOR THE STATE REVOLVING FUND AND A REQUEST FOR INFORMATION TO PROFESSIONALS FOR FINANCING AND ECONOMIC DEVELOPMENT PROPOSALS AS ALLOWED UNDER THE ILLINOIS PROCUREMENT CODE

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 “Act”)

WHEREAS, on July 15, 2013, by Public Act 098-0090 (the “Act”), the Illinois State General Assembly amended the Illinois Procurement Code (30 ILCS 500/1-1 *et seq.*) (the “Code”) by excluding certain contracts to be entered into by the Authority from the Code; and

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 to Procure One or More Financial Advisor(s) for the State Revolving Loan Program. The Executive Director or his designee is authorized to take all actions, reasonable and necessary, to procure one or more financial advisors under the Code and the Act for the State of Illinois Clean Water Initiative State Revolving Fund (SRF) jointly administered by the Authority and the Illinois Environmental Protection Agency (IEPA), to assist in the structuring of future SRF bond issues. The Executive Director will bring the selected financial advisor vendor(s) to the members of the Authority for approval.

Section 3. Approval to Proceed with Request for Information Process to test the full range of potential under the Act. The Executive Director or his designee is authorized to take all actions, reasonable and necessary, to use the Request for Information procedure to test the full range of potential under the Illinois Finance Authority Act (20 ILCS 3501/801-1 *et seq.*) and other applicable statutes for economic development and job retention/creation purposes. The Request for Information mechanism will allow professionals, including but not limited to investment bankers, lenders, investors, counsel, and financial advisors, to propose qualifications and ideas in a structured and transparent manner

Section 4. Confidentiality Inherent in Procurement Process. The Authority recognizes the need for confidentiality inherent in the Procurement Process under the Code. Accordingly, the Authority anticipates that once the terms and conditions become public consistent with the Code, then the Authority anticipates placing these procurements on an upcoming agenda for public consideration and discussion.

Section 5. Delegation to the Executive Director. The Authority hereby delegates to the Executive Director of the Authority, in conjunction with the other officers of the Authority, the power to take or cause to be taken any and all actions, and to execute, acknowledge and deliver any and all such agreements, instruments, certificates and other documents as may be required in connection with Procurements set forth in Sections 2 and 3 of this Resolution above.

Section 6. Further Actions. The Executive Director is hereby authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all documents as may in his discretion be deemed necessary or desirable to carry out and comply with the terms and provisions of this Resolution; and all of the acts and doings of the Executive Director of the Authority which are in conformity with the intent and purpose of this Resolution, whether heretofore or hereafter taken or done, shall be and the same are hereby in all respects, ratified, confirmed and approved. All prior and future acts and doing of the officers, agents and employees of the Authority that are in conformity with the purposes and intent of this Resolution and in furtherance of the execution and performance of the Resolution shall be and the same hereby are in all respects approved and confirmed.

Section 7. 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 the Resolution.

Section 8. Conflicts. That all resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

Section 9. Immediate Effect. That this Resolution shall be in full force and effect immediately upon its passage, as by law provided.

Approved and effective this 10th day of September, 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: Illinois Finance Authority Board of Directors

From: Chris Meister, Executive Director

Date: September 10, 2015

Re: ***Project Reports and Resolutions – Tab 11***

Resolution to Enter Into One or More Intergovernmental Agreements with Central Management Services for Assistance in One or More of the Following Areas: Real Estate, Procurement, Internal Audit, Human Resources and Information Technology.

The Executive Director seeks approval to move forward with one or more intergovernmental agreements or memoranda of understanding with the Illinois Department of Central Management Services (CMS). A sister agency, CMS, offers a wide variety of subject matter expertise in specialized areas of Illinois state government administration including but not limited to the following:

- Real Estate and Real Estate Services
- Procurement
- Internal Audit
- Human Resources and particular legal issues related to Illinois State Government
- Information Technology

As a self-funded agency that operates on an enterprise model, the Authority has the opportunity to manage or reduce its administrative costs, including headcount and third party vendors, with respect to the above areas by relying on the established resources and subject matter of expertise found in CMS. The Executive Director will negotiate with the CMS Director regarding terms, conditions and compensation for services rendered. The Executive Director will bring such negotiated agreements to the members of the Authority for approval.

RESOLUTION TO ENTER INTO ONE OR MORE INTERGOVERNMENTAL AGREEMENTS WITH CENTRAL MANAGEMENT SERVICES FOR ASSISTANCE IN ONE OR MORE OF THE FOLLOWING AREAS: REAL ESTATE, PROCUREMENT, INTERNAL AUDIT, HUMAN RESOURCES AND INFORMATION TECHNOLOGY

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

WHEREAS, the Illinois Department of Central Management Services (20 ILCS 405/405-1 *et seq.*; “Department” or “CMS”) has statutory powers and subject matter expertise in a wide number of areas including but not limited to real estate, procurement, internal audit, human resources and personnel, and information technology (“areas of CMS expertise and capacity”); and

WHEREAS, Article 7, Section 10(a) of the 1970 Constitution of Illinois and the Intergovernmental Cooperation Act, (5 ILCS 220/1 *et seq.*, as amended), authorize “public agencies” to contract with other “public agencies” to perform any governmental service, activity or undertaking which any of the public agencies entering into the contract is authorized by law to perform, and the Authority and the Department are “public agencies” as that term is defined and used in the Intergovernmental Cooperation Act; and

WHEREAS, the Authority Executive Director seeks approval to negotiate with the Director of CMS regarding the provision of services to the Authority in areas of CMS expertise and capacity and to negotiate the terms of one or more Intergovernmental Agreements that will be returned to the Members of the Authority for approval; and

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 to Enter Into Negotiations with CMS regarding areas of CMS expertise and capacity. The Executive Director of the Authority or his designee is authorized to take all actions, reasonable and necessary, to enter into negotiations with the Director of CMS regarding the provision of services to the Authority in areas of CMS expertise and capacity and to negotiate the terms and provisions of intergovernmental agreements with CMS relating to such services. The Executive Director will bring such intergovernmental agreements with CMS to the members of the Authority for approval.

Section 3. Delegation to the Executive Director. The Authority hereby delegates to the Executive Director of the Authority, in conjunction with the other officers of the Authority, the power to take or cause to be taken any and all actions, and to execute, acknowledge and deliver any and all such agreements, instruments, certificates and other documents as may be required in connection with the matters set forth in Section 2 of this Resolution above.

Section 4. Further Actions. The Executive Director is hereby authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all documents as may in his discretion be deemed necessary or desirable to carry out and comply with the terms and provisions of this Resolution; and all of the acts and doings of the Executive Director of the Authority which are in

conformity with the intent and purpose of this Resolution, whether heretofore or hereafter taken or done, shall be and the same are hereby in all respects, ratified, confirmed and approved. All prior and future acts and doing of the officers, agents and employees of the Authority that are in conformity with the purposes and intent of this Resolution and in furtherance of the execution and performance of the Resolution shall be and the same hereby are in all respects approved and confirmed.

Section 5. 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 the Resolution.

Section 6. Conflicts. That all resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

Section 7. Immediate Effect. That this Resolution shall be in full force and effect immediately upon its passage, as by law provided.

Approved and effective this 10th day of September, 2015 by roll call vote as follows:

Yeas:

Nays:

Abstain:

Absent:

Vacancies:

ILLINOIS FINANCE AUTHORITY

By _____
Executive Director

ATTEST:

Assistant Secretary

[SEAL]

IFA RESOLUTION _____

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A
PROPOSED MUTUAL RELEASE AND SETTLEMENT AGREEMENT**

WHEREAS, the Illinois Finance Authority (the “Authority”) possesses all the powers as a body corporate necessary and convenient to accomplish the purposes of the Illinois Finance Authority Act, 20 Illinois Compiled Statutes 3501/ 801 et seq. (the “Act”), including the power to enter into agreements in any manner connected with any of its corporate purposes and to adopt all necessary resolutions for the conduct of its business and affairs; and

WHEREAS, the Authority is currently a party in two related cases: (1) *IFA v. Litchfield National Bank*, Circuit Court of Cook County, Illinois, County Department, Chancery Division, Case No. 2013 CH 25534; and (2) *Litchfield National Bank v. IFA*, Court of Claims of the State of Illinois, Case No. 14 cc 2737; and

WHEREAS, the Members of the Authority have been presented with a certain *Mutual Release and Settlement Agreement* between the Authority and Litchfield National Bank (the “Agreement”) for their review and approval, which Agreement provides, among other things, for a release of all claims, past, present and future, between Litchfield National Bank and the Authority, subject to the terms and conditions recited therein, related to the Agricultural Debt Guarantee of Loan Number 2008-DR-0801; and

WHEREAS, the *Mutual Release and Settlement Agreement* includes a term whereby the Authority makes a settlement payment of \$155,000.00 to Litchfield National Bank.

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

Section 1. Authority. This resolution is adopted pursuant to the Act, including without limitation, Section 801-30 thereof. The preambles of this Resolution are incorporated by reference as part of this resolution.

Section 2. Authorization of the Agreement. The Authority hereby approves the form, terms and provisions of the Agreement presented to it and authorizes any Authorized Officer (as hereinafter defined) to execute and deliver the Agreement in substantially the form presented to the Authority and hereby approved, or with such changes therein as shall be approved by the Authorized Officer executing the same, with such execution to constitute conclusive evidence of such Authorized Officer’s approval and the Authority’s approval of any changes or revisions therein from the form hereby approved; provided, however, that without further authorization of the Members of the Authority any settlement amount payable by the Authority shall not be increased. Authorized Officer means the Executive Director or the Chairperson or any person duly appointed by the Members of the Authority to serve in such offices on an interim basis (each, an “Authorized Officer”).

Section 3. Authorization and Ratification of Subsequent Acts. The Members, officers, agents and employees of the Authority are hereby authorized and directed to do all such acts and things as may be desirable to carry out and comply with the provisions of this resolution and the terms of the Agreement, and all of the acts and doings of the Members, officers, agents and employees of the Authority which are in conformity with the intent and purposes of this resolution, whether heretofore or hereafter taken or done, are hereby authorized, ratified, confirmed and approved.

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

Section 5. Conflicts. All resolutions and orders, or parts thereof, in conflict herewith are hereby superseded to the extent of such conflict.

Section 6. Effectiveness. This resolution shall be in full force and effect immediately upon its passage, as by law provided.

Adopted and effective this 10th day of September, 2015.

Ayes:

Nays:

Abstain

Absent:

ILLINOIS FINANCE AUTHORITY

By: _____
Executive Director

ATTEST:

Assistant Secretary