

**MINUTES OF THE DECEMBER 11, 2012 MEETING OF THE COMMITTEE OF THE  
WHOLE OF THE BOARD OF DIRECTORS OF THE ILLINOIS FINANCE  
AUTHORITY**

The Board of Directors (the “Board”) of the Illinois Finance Authority (the “IFA”), pursuant to notice duly given, held a Committee of the Whole Meeting on December 11, 2012, at 9:30 a.m. in the Chicago Office of the IFA, 180 North Stetson Avenue, Suite 2555, Chicago, Illinois 60601.

**IFA Committee of the Whole Members Present:**

1. William A. Brandt, Jr., Chairman
2. Michael W. Goetz, Vice Chairman
3. Gila J. Bronner
4. James J. Fuentes
5. Norman M. Gold
6. Lerry Knox
7. Edward H. Leonard, Sr.
8. Terrence M. O’Brien
9. Mayor Barrett F. Pedersen
10. Roger E. Poole
11. Bradley A. Zeller

**IFA Committee of the Whole Members Excused:**

1. Dr. William Barclay
2. Heather D. Parish
3. Mordecai Tessler

**IFA Staff Present:**

Christopher B. Meister, Executive Director  
Richard Frampton, Vice President  
Pamela A. Lenane, Vice President and Acting General Counsel  
Ximena Granda, Assistant Chief Financial Officer  
Norma Sutton, Agency Procurement Officer  
James Senica, Senior Financial Analyst (via teleconference)  
Brad R. Fletcher, Legal/Financial Analyst  
Nora O’Brien, Legal/Financial Analyst  
Terrell Gholston, Procurement Analyst  
Sohair Omar, Policy/Operations Analyst

**IFA Financial Advisor Present:**

Courtney Shea, Acacia Financial Group, Inc.

## **I. Call to Order & Roll Call**

The Committee of the Whole Meeting was called to order at 9:34 a.m. by Chairman Brandt. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being eleven members physically present, a quorum was reached.

## **II. Chairman's Remarks**

Chairman Brandt acknowledged the holiday season and deferred remarks until a later time.

## **III. Message from the Executive Director**

Executive Director Meister wished a happy holiday season to members of the Board, IFA staff and all guests present.

Mr. Meister congratulated new Board members Mr. Knox and Mr. Tessler as their appointments have been approved by the Illinois Senate Executive Appointments Committee. Their respective confirmations will now be considered by the full Senate for a vote. Likewise, Mr. Meister congratulated Mr. Leonard and Mr. Zeller on being re-appointed to the Board by Governor Pat Quinn.

With respect to the diverse agenda being presented at this month's Board Meeting, Mr. Meister noted that Midwestern Disaster Area Bonds must be issued by the end of this calendar year. According to Mr. Meister, IFA has expended a great deal of resources in promoting this disaster recovery tool; more specifically, he suggested to various congressional staff members during a recent visit to Washington, D.C. that Congress may want to consider an extension of the Midwestern Disaster Area Bond provision in federal law as Congress contemplates how best to help victims of Hurricane Sandy on the East Coast.

Executive Director Meister also provided the Board with some context on the Cubic Transportation Systems Chicago, LLC financing that will be presented by Mr. Frampton. Mr. Meister is hopeful that IFA can facilitate the financing of more public-purpose infrastructure projects in the future. Mr. Meister complimented Mr. Frampton on his work regarding this matter.

Mr. Meister stated that he and Mr. Fuentes have been working diligently on reinvigorating IFA's Venture Capital program. Mr. Fuentes has recently engaged in some meetings concerning potential opportunities for IFA. More specifically, Mr. Fuentes attended the startup hub inside the Merchandise Mart, 1871.

Finally, Mr. Meister stated that thanks to the diligent efforts of Ms. Bronner, IFA's Fiscal Year ("FY") 2012 Financial Audit Report has been completed and is under review by the Office of the Illinois Auditor General. He is hopeful that it will be released before the end of the calendar year, and noted that Mrs. Granda will provide greater detail concerning IFA's two findings relating to Government Auditing Standards.

#### **IV. Consideration of the Minutes**

Chairman Brandt requested a motion to adopt the Minutes of the Committee of Whole Meeting held on November 13, 2012. Mayor Pedersen made a motion and Mr. Leonard seconded the motion. A voice vote was taken and the minutes were approved unanimously.

#### **VI. Committee Reports**

##### *Agriculture Committee*

Vice Chairman Goetz reported that the Agriculture Committee reviewed one Beginning Farmer Bond project for this month's agenda and recommended it for approval.

##### *Audit Committee*

Ms. Bronner stated that she represented the Audit Committee at the exit conference with IFA's auditors concerning the FY 2012 Financial Audit Report. Upon release, a full report to the Board will be made.

##### *Venture Capital Committee*

Mr. Fuentes confirmed that he attended 1871, which is a collaborative work space for digital technology entrepreneurs, and provided background on the investment risk associated with attempting to select viable companies as he provided various examples. However, Mr. Fuentes suggested that there may be opportunities in which IFA could participate in a safer, collective investment vehicle that would pool money from multiple investors and generate a more modest return.

Mr. Fuentes also detailed his understanding of Energy Foundry - a new Chicago-based investment fund that will provide seed money for smart-grid projects. Mr. Fuentes will provide greater detail as it becomes available and will update the Venture Capital Committee accordingly.

Finally, Mr. Fuentes described the consequences of ascertaining which companies IFA should make an investment in as part of IFA's Venture Capital portfolio. While offering specifics regarding companies he has become aware of, Mr. Fuentes explained that some opportunities will present a greater job impact to the State of Illinois in the near-future while other opportunities have a greater long-term economic impact as they are in the infancy stage of development.

Chairman Brandt inquired as to the membership of IFA's Venture Capital Committee. Executive Director Meister informed the Board that membership will have to be revisited.

Mr. Gold questioned why IFA is considering renewing its Venture Capital program given the recent costs. Mr. Fuentes explained that it is a statutory provision of the Illinois Finance

Authority Act that allows for IFA to pursue venture capital investments as an economic development tool.

Chairman Brandt confirmed that while recent history has indicated that IFA's Venture Capital program had been rife with expensive compliance costs, the overall historical return of the fund had been respectable. Accordingly, Chairman Brandt expressed his desire to explore restarting the Venture Capital program, consistent with the wishes of the Office of the Governor and the Illinois General Assembly. However, IFA will need to learn from past mistakes (e.g. exit strategy, types of investments, etc.).

Mr. Zeller, Mr. Goetz, Mr. Fuentes, Mr. O'Brien and Ms. Bronner engaged in further discussion concerning the compliance requirements. Chairman Brandt explained that the Venture Capital program can play an integral role towards IFA's mission to create jobs and foster economic development.

Executive Director Meister reminded members of the Board that during the last fiscal year, IFA's investment in Smart Signal Corporation returned a payout of over \$1 million.

### *Compensation Committee*

Mr. O'Brien reported that the Compensation Committee met earlier in the morning, at which time they considered Governor Quinn's nomination of Mr. Meister as Executive Director for a one-year term. There was a consensus among the Compensation Committee members to re-appoint Mr. Meister for a one-year term with a slight increase in compensation.

Chairman Brandt explained the statutory provisions concerning the appointment of the Executive Director position.

### *Healthcare Committee*

Mr. Goetz reported that the Healthcare Committee reviewed one project for this month's agenda and recommended it for approval.

## **V. Presentation and Consideration of the Financial Statements**

Mrs. Granda explained that Total Revenue for November ended at \$475,851 or \$43,482 or 10.06% above the FY 2013 Budget. In November, there were four closings: two in the Business & Industry market sector and two in the Healthcare market sector. These fees totaled \$408,273. Year-to-Date Total Revenue for the period ended November 30, 2012 was \$2,605,111, an amount that was \$145,412 or 5.91% above the FY 2013 budget.

Comparing Actual Total Revenues for FY 2013 to Actual Total Revenues for FY 2012, FY 2013 is unfavorable by \$72,924 or 2.72% below the Actual Total Revenues for FY 2012. This was primarily due to U.S. Securities & Exchange Commission settlements received in FY 2012.

Total Expenses for November ended at \$299,763 or \$12,213 or 3.91% below the FY 2013 Budget. Year-to-Date Total Expenses ended at \$1,502,753 or \$27,636 or 1.81% below the FY 2013 Budget.

Comparing Actual Total Expenses for FY 2013 to Actual Total Expenses for FY 2012, FY 2013 is down by \$23,044 or 1.51%.

November ended with a Net Income of \$176,088 or \$55,695 or 46.26% above the FY 2013 Budget. This is primarily due to administrative and closing fees. In fact, Year-to-Date Net Income is \$1,419,511 or \$490,201 or 52.75% above the FY13 Budget. This is due to administrative and closing fees, recovery of bad debt, transfers received from Venture Capital portfolio sale and the close-out of the Title IX program.

IFA's balance sheet remains strong. In November, there was one loan payoff for a total of \$212,047. Total Loan payoffs for FY 2013 are \$377,988 (from three loans).

Mrs. Granda noted that IFA staff will prepare Financial Projections for the next Board Meeting to be held in January.

Concerning audit matters, Mrs. Granda stated the exit conference for the FY 2012 Financial Audit Report being conducted by the Office of the Illinois Audit General was held on December 4th. There were the following two Government Auditing Standards findings:

- Inadequate Controls over Monitoring Covenant Compliance; and
- Inadequate Controls over Financial Reporting.

Both of these findings were classified as significant deficiencies. Accordingly, IFA staff is working on a corrective action plan.

The final draft of the FY 2012 Financial Audit Report was reviewed by IFA and the Representation Letter was thereafter signed on December 7th. IFA staff anticipates the report to be released before the end of the calendar year.

This will be the first time the report gets released by the required time frame and Mrs. Granda thanked the Office of the Illinois Auditor General for its steadfast pace. The FY 2012 Financial Audit Report will be discussed at the next Audit Committee meeting.

Finally, Mrs. Granda stated that internal audit reports are final; the reports will also be discussed at the next Audit Committee Meeting.

Executive Director Meister reiterated that the Office of the Illinois Auditor General has assigned new staff to oversee IFA audit matters being conducted by E.C. Ortiz & Co., LLP.

Chairman Brandt expressed his pleasure that IFA currently has no participation loans on its "watchlist". This is a significant accomplishment when also considering the efforts to facilitate a grant to satisfy debt service on Illinois Medical District Series 2006 Bonds and to likewise successfully conclude the REG Danville LLC matter. Chairman Brandt thanked staff for their hard work.

Mr. Poole thanked Mrs. Granda for her presentation.

## **II. Project Reports and Resolutions**

Mr. Senica presented the following project:

### ***Agriculture – Beginning Farmer Bonds***

#### **Item No. 1: Jordan Ruppert - \$456,055**

Jordan Ruppert is requesting approval of a Final Bond Resolution in an amount not-to-exceed Four Hundred Fifty-Six Thousand and Fifty-Five Dollars (\$456,055). Bond proceeds will be used to finance the acquisition of approximately 157 acres of farmland located in Swanick Township in Perry County. This financing is being presented for one-time consideration.

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

### ***Business & Industry – Midwestern Disaster Area Revenue Bonds***

#### **Item No. 2: Practice Velocity Holdings, LLC - \$6,000,000**

Practice Velocity Holdings, LLC is requesting approval of a Final Bond Resolution in an amount not-to-exceed Six Million Dollars (\$6,000,000) of Midwestern Disaster Area Revenue Bond financing. This financing is being presented for one-time consideration.

Bond proceeds will be used by Practice Velocity Holdings, LLC, an Illinois limited liability company (and hereinafter the “Company”), to provide the Company with a portion of the funds to be applied, together with funds from other sources, to (i) pay or reimburse the Company for the costs of acquiring, constructing, remodeling, renovating and equipping a building and related improvements, all to be owned and operated by the Company (and comprising the "Project") with portions of the Project to be occupied by various affiliates of the Company, (ii) pay interest on the Bonds during the construction of the Project, and (iii) pay certain expenses incurred in connection with the issuance of the Bonds, all as permitted by the Act (and together with the Project comprising the "Financing Purposes").

Chairman Brandt inquired if Mr. Frampton is expecting a busy end to the calendar year given the fast-approaching sunset date of the Midwestern Disaster Area Bonds. Mr. Frampton confirmed that staff will be working diligently to close several projects currently scheduled to close before December 31<sup>st</sup>.

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

**Item No. 3: Melrose Cooperative Nursery Inc. D/B/A The Catherine Cook School - \$17,500,000**

Melrose Cooperative Nursery Inc. D/B/A The Catherine Cook School is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Seventeen Million Five Hundred Thousand Dollars (\$17,500,000) of 501(c)(3) Revenue Bonds.

Bond proceeds will be loaned to the Melrose Cooperative Nursery Inc. D/B/A The Catherine Cook School, an Illinois not-for-profit corporation (and hereinafter, the “Borrower”), and will be used to provide the Borrower with all or a portion of the funds to (i) construct and furnish a new 25,000 square foot addition to the Borrower’s existing campus, the main address of which is located at 226 West Schiller Street, Chicago, Illinois, which addition is currently expected to include a new library, eleven new classrooms, two new middle school science rooms, a lower school discovery center, and a rooftop playground and will include property located on the 1400 block of N. North Park Avenue and a vacated alley located immediately adjacent to the west side of the Borrower’s existing facility (and comprising the “Project”); (ii) refinance the Borrower’s outstanding IFA Series 2007 Revenue Bonds; and (iii) pay certain costs incurred in connection with the issuance of the Bonds, all as permitted by the Act (and together with the Project comprising the “Financing Purposes”).

***Local Government and Government Purpose – Local Government Revenue Bonds***

**Item No. 4: Cubic Transportation Systems Chicago, Inc. - \$120,000,000**

Cubic Transportation Systems Chicago, Inc. is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed One Hundred Twenty Million Dollars (\$120,000,000) of Government Purpose Revenue Bonds.

Bond proceeds will be issued to finance the acquisition and installation of an Open Payment Fare Collection System (hereinafter the “Project”) to be owned by the Chicago Transit Authority (hereinafter, the “CTA”) with payments on the Bonds derived solely from a senior lien on fixed contract revenues to be paid by the CTA to Cubic Transportation Systems Chicago, Inc. under terms of the related Open Payment Fare Collection System Contract. Additionally, bond proceeds may be used to pay expenses incurred in connection with the issuance of the Bonds (and together with the Project comprising the "Financing Purposes").

Chairman Brandt asked Mr. Frampton when he expects this financing to return to the Board for consideration of a Final Bond Resolution. Mr. Frampton explained that financing will return when the Open Payment Fare Collection System is substantially completed, which is anticipated during the fourth quarter of calendar year 2013.

Mr. Knox requested further clarification and an explanation of the proposed terms. Mr. Frampton explained that this would be a structured financing that would be solely secured by a senior lien of fixed contract revenues payable by the Chicago Transit Authority. Pursuant to the CTA-Cubic Transportation Systems Chicago, Inc. contract, all fixed CTA contract payments would be made to a Custodial Agent/Bond Trustee that would (1) first pay debt service on the proposed IFA Series 2013 Bonds and (2) then remit any residual amount to Cubic Transportation Systems Chicago, Inc.

Additionally, Mr. Frampton explained that because the bond financed assets would be owned by the CTA, the Bonds would be issued as government purpose bonds as presently contemplated. Additionally, Mr. Frampton noted that because Cubic Transportation Systems Chicago, Inc. would receive bond proceeds at closing (upon conveyance of the Project to the CTA), Cubic Transportation Systems Chicago, Inc. would be deemed the Borrower on a nominal basis. Mr. Frampton reiterated that the Bonds would be solely secured by the senior lien structure on fixed contract payments and that the Bonds would not be an obligation of either the CTA or Cubic Transportation Systems Chicago, Inc.

### *Resolutions*

**Item No. 6: Resolution for the Benefit of Chicago Academy of Sciences Authorizing the Execution and Delivery of a Bond and Loan Agreement, a Tax Compliance Certificate, and Related Documents; and Approving Related Matters**

**Item No. 7: Resolution Authorizing the Execution and Delivery of an Amended and Restated Bond and Loan Agreement in Connection with Illinois Finance Authority Charter School Revenue Bond (LEARN Charter School Project), Series 2011**

**Item No. 8: Resolution of Intent Requesting an Initial Allocation of Calendar Year 2013 Private Activity Bond Volume Cap in the Amount of \$75,000,000**

Chairman Brandt inquired as to how much Volume Cap IFA utilized as compared to how much Volume Cap will carry-forward into calendar year 2013. Mr. Frampton provided a brief summation of those Industrial Development Bond projects that used volume cap during calendar year 2012 and detailed his expectations for Industrial Development Bonds next calendar year.

Ms. Lenane presented the following project:

### *Healthcare – 501(c)(3) Revenue Bonds*

**Item No. 5a: Ingalls Health System – \$90,000,000**

Ingalls Health System is requesting approval of a Final Bond Resolution in an amount not-to-exceed Ninety Million Dollars (\$90,000,000) of 501(c)(3) Revenue Bonds. This financing is being presented for one-time consideration.



Bond proceeds will be used by Ingalls Health System (hereinafter the “Corporation”) to: (i) refund all of the Illinois Health Facilities Authority Revenue Bonds, Series 1994 (Ingalls Health System Project); (ii) pay or reimburse the Corporation for the payment of the cost of acquiring, constructing, renovating, remodeling and equipping certain of its health facilities, including without limitation the renovation of the Corporation’s intensive care unit and heart catheterization laboratory; (iii) pay a portion of the interest on the Series 2013 Bonds; (iv) provide working capital; (v) establish a debt service reserve fund for the benefit of the Series 2013 Bonds, if deemed necessary or desirable; and (vi) pay certain expenses incurred in connection with the issuance of the Series 2013 Bonds and the refunding of the Series 1994 Bonds.

Chairman Brandt asked Ms. Lenane when she expects this financing to close. Ms. Lenane, upon conferring with Ms. O’Brien, indicated that this will likely close in February 2013. Furthermore, Ms. Lenane explained that this borrower is taking advantage of a low-interest rate environment, similar to other recent one-time considerations presented to the Board.

Mr. Goetz inquired about minority underwriter participation with respect to this financing. Ms. Lenane informed the Board that she is aware that Ingalls Health System has been contacting minority underwriting firms to participate in the bond issue.

Chairman Brandt provided context as to the creation of the Diversity Committee at IFA. Despite IFA’s role as a conduit finance agency, the Diversity Committee successfully brought to fruition more participation from minority underwriters in certain public offerings. Accordingly, Chairman Brandt expressed his pleasure that inclusion of minority- and women-owned underwriting firms in IFA financings have succeeded beyond expectations and as a result their participation is more commonplace than in the past.

However, the Diversity Committee has lost several members due to Board changeover. Therefore, membership on the Diversity Committee will have to be revisited to reinvigorate policies and ideas that encourage more successful diversity initiatives at IFA.

***Healthcare – Taxable and Tax-Exempt Revenue Bonds and Subordinated Revenue Refunding Bonds***

**Item No. 5b: Clare Oaks - \$90,000,000**

Withdrawn.

Chairman Brandt presented the following resolutions to the Board:

***Resolutions***

**Item No. 10: Resolution to Adopt the Report of the Compensation Committee of the Illinois Finance Authority**

Chairman Brandt asked if the members of the Board had any questions related to the resolution presented. There being none, Chairman Brandt requested a motion to adopt the resolution. Mr. Fuentes made a motion and Mr. Goetz seconded the motion. A voice vote was taken and the resolution was approved unanimously.

**Item No. 9: Resolution Appointing the Executive Director of the Illinois Finance Authority for One-year Term of Office**

Chairman Brandt asked if the members of the Board had any questions related to the resolution presented. There being none, Chairman Brandt requested a motion to adopt the resolution. Mayor Pedersen made a motion and Mr. Goetz seconded the motion. A voice vote was taken and the resolution was approved unanimously.

Mr. Meister thanked members of the Board for their consideration.

**VIII. Other Business**

None.

**IX. Public Comment**

None.

**X. Adjournment**

The Committee of the Whole Meeting adjourned at 10:22 a.m.

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

**MINUTES OF THE DECEMBER 11, 2012 MEETING OF THE BOARD OF  
DIRECTORS OF THE ILLINOIS FINANCE AUTHORITY**

The Board of Directors (the “Board”) of the Illinois Finance Authority (the “IFA”), pursuant to notice duly given, held a Board Meeting on December 11, 2012, at 10:30 a.m. in the Conference Center, One Prudential Plaza, 130 East Randolph Avenue, Suite 750, Chicago, Illinois 60601.

**IFA Board Members Present:**

1. William A. Brandt, Jr., Chairman
2. Michael W. Goetz, Vice Chairman
3. Gila J. Bronner
4. James J. Fuentes
5. Norman M. Gold
6. Lerry Knox
7. Edward H. Leonard, Sr.
8. Terrence M. O’Brien
9. Mayor Barrett F. Pedersen
10. Roger E. Poole
11. Bradley A. Zeller

**IFA Board Members Excused:**

1. Dr. William Barclay
2. Heather D. Parish
3. Mordecai Tessler

**IFA Staff Present:**

Christopher B. Meister, Executive Director  
Richard Frampton, Vice President  
Pamela A. Lenane, Vice President and Acting General Counsel  
Ximena Granda, Assistant Chief Financial Officer  
Brad R. Fletcher, Legal/Financial Analyst  
Nora O’Brien, Legal/Financial Analyst  
Terrell Gholston, Procurement Analyst

**IFA Financial Advisor Present:**

Courtney Shea, Acacia Financial Group, Inc.

## **I. Call to Order & Roll Call**

The Board Meeting was called to order at 10:39 a.m. by Chairman Brandt. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being eleven members present, a quorum was reached.

## **II. Chairman's Remarks**

Chairman Brandt welcomed members of the Board, IFA staff and all guests present. Given historical difficulties in attaining a quorum, Chairman Brandt expressed his pleasure that Governor Quinn has four Board appointments awaiting confirmation by the Illinois Senate. Of these four, two are re-appointments – Leonard and Zeller – and two are new members of the Board – Knox and Tessler. Chairman Brandt stated that he is hopeful these four appointments will be confirmed in early January.

With fourteen members of the Board, Chairman Brandt expressed the Board's continued desire to hold Board meetings in downstate Illinois.

Executive Director Meister announced that he was honored to have been nominated again for the position of Executive Director of IFA. Mr. Meister thanked Chairman Brandt, Compensation Committee Chairman O'Brien and members of the Board for their vote of confidence in re-appointing him for another one-year term. Mr. Meister expressed his pleasure in having the opportunity to continue to serve.

Chairman Brandt provided statutory background on the nominating process for the Executive Director position of IFA.

## **III. Adoption of the Minutes**

Chairman Brandt stated that both the Minutes of the Committee of the Whole Meeting and the Minutes of the Board Meeting, each held on November 13, 2012, were reviewed at the Committee of the Whole Meeting held earlier this morning. Additionally, Chairman Brandt stated that the Financial Statements for the Month ended November 30, 2012 were reviewed at the Committee of the Whole Meeting held earlier this morning. Chairman Brandt requested a motion to adopt the Minutes of both Meetings held on November 13, 2012 and accept the Financial Statements for the Month ended November 30, 2012. Mayor Pedersen made a motion and Mr. Goetz seconded the motion. A roll call vote was taken and the motion was adopted unanimously.

## **IV. Acceptance of the Financial Statements**

See Agenda Item III.

## **V. Approval of Project Reports and Resolutions**

Chairman Brandt asked Mr. Frampton to present the projects to the Board.

Mr. Frampton presented each of the following projects:

***Agriculture – Beginning Farmer Bonds***

**Item No. 1: Jordan Ruppert - \$456,055**

Jordan Ruppert is requesting approval of a Final Bond Resolution in an amount not-to-exceed Four Hundred Fifty-Six Thousand and Fifty-Five Dollars (\$456,055). Bond proceeds will be used to finance the acquisition of approximately 157 acres of farmland located in Swanick Township in Perry County. This financing is being presented for one-time consideration.

***Business & Industry – Midwestern Disaster Area Revenue Bonds***

**Item No. 2: Practice Velocity Holdings, LLC - \$6,000,000**

Practice Velocity Holdings, LLC is requesting approval of a Final Bond Resolution in an amount not-to-exceed Six Million Dollars (\$6,000,000) of Midwestern Disaster Area Revenue Bond financing. This financing is being presented for one-time consideration.

Bond proceeds will be used by Practice Velocity Holdings, LLC, an Illinois limited liability company (and hereinafter the “Company”), to provide the Company with a portion of the funds to be applied, together with funds from other sources, to (i) pay or reimburse the Company for the costs of acquiring, constructing, remodeling, renovating and equipping a building and related improvements, all to be owned and operated by the Company (and comprising the "Project") with portions of the Project to be occupied by various affiliates of the Company, (ii) pay interest on the Bonds during the construction of the Project, and (iii) pay certain expenses incurred in connection with the issuance of the Bonds, all as permitted by the Act (and together with the Project comprising the "Financing Purposes").

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

**Item No. 3: Melrose Cooperative Nursery Inc. D/B/A The Catherine Cook School - \$17,500,000**

Melrose Cooperative Nursery Inc. D/B/A The Catherine Cook School is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Seventeen Million Five Hundred Thousand Dollars (\$17,500,000) of 501(c)(3) Revenue Bonds.

Bond proceeds will be loaned to the Melrose Cooperative Nursery Inc. D/B/A The Catherine Cook School, an Illinois not-for-profit corporation (and hereinafter, the “Borrower”), and will be used to provide the Borrower with all or a portion of

the funds to (i) construct and furnish a new 25,000 square foot addition to the Borrower's existing campus, the main address of which is located at 226 West Schiller Street, Chicago, Illinois, which addition is currently expected to include a new library, eleven new classrooms, two new middle school science rooms, a lower school discovery center, and a rooftop playground and will include property located on the 1400 block of N. North Park Avenue and a vacated alley located immediately adjacent to the west side of the Borrower's existing facility (and comprising the "Project"); (ii) refinance the Borrower's outstanding IFA Series 2007 Revenue Bonds; and (iii) pay certain costs incurred in connection with the issuance of the Bonds, all as permitted by the Act (and together with the Project comprising the "Financing Purposes").

***Local Government and Government Purpose – Local Government Revenue Bonds***

**Item No. 4: Cubic Transportation Systems Chicago, Inc. - \$120,000,000**

Cubic Transportation Systems Chicago, Inc. is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed One Hundred Twenty Million Dollars (\$120,000,000) of Government Purpose Revenue Bonds.

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***Healthcare – 501(c)(3) Revenue Bonds***

**Item No. 5a: Ingalls Health System – \$90,000,000**

Ingalls Health System is requesting approval of a Final Bond Resolution in an amount not-to-exceed Ninety Million Dollars (\$90,000,000) of 501(c)(3) Revenue Bonds. This financing is being presented for one-time consideration.

Bond proceeds will be used by Ingalls Health System (hereinafter the "Corporation") to: (i) refund all of the Illinois Health Facilities Authority Revenue Bonds, Series 1994 (Ingalls Health System Project); (ii) pay or reimburse the Corporation for the payment of the cost of acquiring, constructing, renovating, remodeling and equipping certain of its health facilities, including without limitation the renovation of the Corporation's intensive care unit and heart catheterization laboratory; (iii) pay a portion of the interest on the Series 2013 Bonds; (iv) provide working capital; (v) establish a debt service reserve fund

for the benefit of the Series 2013 Bonds, if deemed necessary or desirable; and (vi) pay certain expenses incurred in connection with the issuance of the Series 2013 Bonds and the refunding of the Series 1994 Bonds.

***Healthcare – Taxable and Tax-Exempt Revenue Bonds and Subordinated Revenue Refunding Bonds***

**Item No. 5b: Clare Oaks - \$90,000,000**

Withdrawn.

Chairman Brandt asked if the members of the Board had any questions related to any of the projects presented. There being none, Chairman Brandt requested leave to apply the previous roll call vote in favor of each project presented. Leave was granted unanimously.

Chairman Brandt asked Mr. Frampton to present the resolutions to the Board.

Mr. Frampton presented each of the following resolutions:

***Resolutions***

**Item No. 6: Resolution for the Benefit of Chicago Academy of Sciences Authorizing the Execution and Delivery of a Bond and Loan Agreement, a Tax Compliance Certificate, and Related Documents; and Approving Related Matters**

**Item No. 7: Resolution Authorizing the Execution and Delivery of an Amended and Restated Bond and Loan Agreement in Connection with Illinois Finance Authority Charter School Revenue Bond (LEARN Charter School Project), Series 2011**

**Item No. 8: Resolution of Intent Requesting an Initial Allocation of Calendar Year 2013 Private Activity Bond Volume Cap in the Amount of \$75,000,000**

**Item No. 9: Resolution Appointing the Executive Director of the Illinois Finance Authority for One-year Term of Office**

**Item No. 10: Resolution to Adopt the Report of the Compensation Committee of the Illinois Finance Authority**

Chairman Brandt asked if the members of the Board had any questions related to any of the resolutions presented. There being none, Chairman Brandt requested leave to apply the previous roll call vote in favor of each resolution presented. Leave was granted unanimously.

**VI. Other Business**

None.

**VII. Public Comment**

None.

**VIII. Adjournment**

Chairman Brandt requested a motion to adjourn the Board Meeting. A motion to adjourn was made by Mayor Pedersen and seconded by Mr. O'Brien. A voice vote was taken and the motion was adopted unanimously.

The Board Meeting adjourned at 10:51 a.m.

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