1	ILLINOIS FINANCE AUTHORITY
2	February 8, 2022
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4	Conduit Financing Committee Meeting
5	8:30 a.m.
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8	Met pursuant to notice via video and audio
9	conference.
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12	Before:
13	Jeffrey Wright, Committee Chair
14	James Fuentes, Member
15	Eduardo Tobon, Member Bradley Zeller, Member Chairman Will Habent, ou officie non wating
16	Chairman Will Hobert, ex-officio, non-voting
17	Also present:
18	Chris Meister, Executive Director
19	Mark Meyer, Assistant Secretary Brad Fletcher, Vice-President,
20	Assistant Secretary Rich Frampton, Executive Vice President
21	Lorrie Karcher, Agriculture Program Coordinator Sara Perugini, Vice President, Health Care/CCRC
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23	BRIDGES COURT REPORTING
24	By: Lydia B. Pinkawa, CSR License No. 84-002342

COMMITTEE CHAIR WRIGHT: Good morning. This is Jeffrey Wright, Chair of the Illinois Finance
Authority Conduit Financing Committee. I would like

to call the meeting to order.

MR. MEYER: Good morning. This is Mark Meyer,

meeting of the Authority's Conduit Financing

Chair Wright at the time of 8:31.

Assistant Secretary of the Authority. Today's date is Tuesday, February 8, 2022, and this is a special

Committee. It has been called to order by Committee

The Governor of the State of Illinois issued a gubernatorial disaster proclamation on January 7, 2022 and February 4, 2022, finding that pursuant to the provisions of the Illinois emergency management agency act, a disaster exists within the state of Illinois related to public health concerns caused by COVID-19 and declaring all counties in the state of Illinois as a disaster area, each of which remains in effect for 30 days from its issuance date.

In accordance with the provisions of subsection (e) of Section 7 of the Open Meetings Act as amended, Chair of the Authority, Will Hobert, has determined that an in person meeting of the Authority and all of its committees today, February 8, 2022, is

1 not practical or prudent because of the disaster 2 declared. Therefore, this meeting is being conducted 3 via video and audio conference without the physical 4 presence of the members. Executive Director Chris 5 Meister -- Executive Director Meister, are you on the 6 line? 7 MR. FLETCHER: Mark, Chris just sent an e-mail. 8 He's in the office. He's just getting settled at the 9 moment. He'll be on in just a minute. 10 MR. MEYER: Okay. Brad, would you advise us to 11 hold on for a second? 12 MR. FLETCHER: We can continue and Chris can confirm that he's there and able to hear everyone 13 14 momentarily. 15 Okay. So Chris is at the physical MR. MEYER: 16 location of the meeting and joining the video and 17 audio conference now. All members are attending 18 this meeting via video or audio conference. And as 19 we take the roll calls, the response of the members 20 will be taken as an indication that they can hear all other members, discussion and testimony. 21 22 COMMITTEE CHAIR WRIGHT: This is Jeffrey Wright. 23 Thank you, Mark. Will the Assistant Secretary please

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call the roll.

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1 Certainly. This is Mark Meyer. MR. MEYER: 2 all members attending via video or audio conference, 3 I will call the roll. Member Fuentes. 4 MR. FUENTES: Here. 5 MR. MEYER: Member Juracek. Member Tobon. 6 MR. TOBON: Here. 7 MR. MEYER: Member Zeller. Committee Chair 8 Wright. 9 COMMITTEE CHAIR WRIGHT: Here. 10 MR. MEYER: Chair Hobert, ex-officio, not voting. 11 CHAIR HOBERG: Here. 12 MR. MEYER: Again, this is Mark Meyer. Committee 13 Chair Wright, in accordance with subsection 7 of the 14 Open Meetings Act as amended, a quorum of the 15 Authority's Conduit Financing Committee members has 16 been constituted. 17 Before we begin making our way through 18 today's agenda, I would like to request that each 19 member mute their audio when possible to eliminate 20 any background noise unless you are making or 21 seconding a motion, voting or otherwise providing any 22 comments for the record. If you are participating 23 via video, please use the mute button found on your

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You'll be

task bar at the bottom of your screen.

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able to see the control bar by moving your mouse or touching the screen of your tabloid. For any member or anyone from the public participating via video or via phone, to mute and un-mute your line you may press star 6 on your keypad if you do not have that feature on your phone.

As a reminder, we are being recorded and a court reporter is transcribing today's proceedings. For the consideration of the court reporter, I would also like to ask that each member state their name before making or seconding a motion or otherwise providing any comments for the record. Finally, I would like to confirm that all members of the public attending in person, via video or audio conference can hear this meeting clearly. Chris, can you confirm that the video and audio conference is clearly heard at the physical location of this meeting?

MR. MEISTER: Yes, this is Executive Director
Chris Meister. I'm physically present in the
conference room on the 10th floor of 160 North
LaSalle, Chicago, Illinois. I can confirm that I can
hear all discussions, presentations and votes at this
morning's meeting physical location. I've advised

security on the first floor that we have two public meetings today, of which this is one. The agenda for both meetings have been posted both here on the 10th floor as well as on the first floor of 160 North LaSalle and on the Authority's web site as of last Thursday, February 3, 2022.

Building security has been advised that any members of the public who choose to do so and who choose to comply with the building's public health and safety requirements may come to this room and listen to this morning's proceedings. At the moment, I'm alone. There are no members of the public here. Thank you, Mark. Back to you.

COMMITTEE CHAIR WRIGHT: You're on mute.

MR. MEYER: Thank you. This is Mark Meyer. Thank you, Chris. If any members of the public participating via video or audio conference find that they cannot hear these proceedings clearly, please call 312-651-1300 or write info@il-fa.com immediately to let us know and we will endeavor to solve the audio issue.

COMMITTEE CHAIR WRIGHT: This is Jeffrey Wright.

Thank you, Mark. If anyone from the public participating via video wishes to make a comment,

please indicate your desire to do so by using the raise hand function. Click on the raise hand option located at the center of your control bar at the bottom of the screen. You will be able to see the task bar by moving your mouse or touching the screen of your tablet. If anyone participating -- from the public participating via phone wishes to make a comment, please indicate your desire to do so by using the raise hand function by pressing star 9. Is there any public comment for the committee?

Hearing none, I'd like to ask the general consent of the members to consider new business items 1, 2, 3, 4, 5 and 6 collectively and to have the subsequent recorded vote apply to each prospective individual new business item unless there are any specific new business items that a member would like to consider separately. Hearing no need of recusal, I would like to consider new business items 1, 2, 3, 4, 5 and 6 under the consent agenda and take a roll call vote. Ms. Perugini.

MS. PERUGINI: Thank you, Chair Wright. Good morning. This is Sara Perugini. And item number 1 in your packet which starts on page 4 of the PDF is a final resolution for a not to exceed amount of 450

million for the University of Chicago Medical Center who is the borrower. The proceeds of the bonds will be used together with certain other money to, one, refund all or a portion of one or more series of outstanding Authority bonds listed in the report, collectively, the prior bonds; two, pay certain payments owed by the borrower in connection with the termination of certain interest rate swaps related to the prior bond; three, pay a portion of the interest on the bond; four, pay certain expenses incurred in connection with the issuance of the bonds and the refunding of the prior bonds. This is the first time this project has been presented to the members and it's a one time final resolution.

Under borrower description, there are details about the borrower including its three hospitals and an ambulatory care center located on the main campus of the University of Chicago and also its hospital in Harvey, Illinois, the Ingalls Memorial Hospital.

Overall, the borrower has over 10,000 employees and has a license to operate 1,296 beds, of which 1,116 are currently staffed. There's also information about the obligated group of which the borrower is a member. Under security, the bonds will be secured by

one or more obligations of the obligated group members listed in the report. Such obligation will include a security interest in unrestricted receivables of the members of the obligated group.

Under structure and credit indicators on page 5 of the PDF, you will see a summary of the currently proposed structure. The goal of such structure is to allow the borrower to get to the market as soon as possible and lock in the favorable interest rates with respect to the refunding and also to lock in the swap termination rate, taking advantage of the favorable trading relationship between the swap and muni market and receive money to pay such termination.

I think it's easiest to think about this transaction in two steps. First, the bonds as contemplated will be issued in one or more fixed rate series and will initially be sold in a limited offering underwritten by RBC Capital Market. As issued, initial sale and secondary resale of the bond is limited to institutional credit investors and/or qualified institutional buyers in minimum denominations of \$100,000. Such investors and buyers have relied only upon publicly available information

and materials that will state that they have received all information they believe is necessary and appropriate in making their decision to purchase the bond, which may also include draft bond documents.

Second, it is contemplated in the bond documents within a specified number of days following the issuance of the bonds certain conditions, including the delivery of at least one investment grade rating on the bonds, the delivery of a disclosure document made available to the public and the delivery of other related opinions, certificates showings and document will be met to allow the bonds to be sold to the public by the holders thereof in a secondary market in minimum denominations of \$5,000.

Before I continue with the project summary report presentation, I wanted to emphasize that this transaction is dependent on a very specific market dynamic based upon the relationship between the munis and the Treasury. And in the days leading up to the board meeting, the volatile market has at times really moved against this transaction, resulting in a loss for UCMC should they terminate the swap.

With respect to the reality and future of all conduit financing, market volatility has led to all

municipal bond indexes being very deep in the red and municipal yields are now at levels not seen since the COVID-19 induced sell off of March and April 2020. If there is continued market volatility and fund outflows, conduit issuance as a whole could be negatively impacted.

With respect to the rating, the bonds will not be rated at the time of issuance due to the contemplated initial structure of the limited offering underwritten by RBC Capital Markets, an institutional accredited investor and/or qualified institutional buyers in minimum denominations of 100,000. The borrower has a long-term underlying rating of A1 stable outlook by Moody's, A2, I'm sorry, excuse me, a AA- stable outlook by S&P and AA-stable outlook by Fitch.

The bond documents will provide that within a specified number of days following the issuance of the bonds, the borrower will seek an investment grade rating on the bonds by at least one rating agency that currently maintains a long-term rating on the borrower's existing debt in order to meet one of the conditions that will enable the bonds to be sold in denominations of \$5,000. The bonds will mature no

later than 2044.

At the bottom of the page you will see the estimated purpose and uses, which include the refunding, swap termination payment and cost of issuance. Now skipping to page 8 of the PDF, you will see interest rate information. The final bond resolution establishes a rate parameter of not to exceed six percent. But as of February 4, 2022, according to conversations with RBC, that rate is expected to be 1.75 to 2 percent. The estimated closing date is February 2022.

Turning to pages 8 and 9 in the PDF, you will see the board members and professional and financial team. On page 11 there's a service area map. And starting on page 12 of the confidential information section, you will see the IFA fee. Following are the audited financials for the fiscal years ended June 30, 2019 to 2021 prepared by KPMG, and then there is a table which discusses the financials and COVID-19 impact. While operations were affected in fiscal year '20 due to COVID-19 pandemic, EBITDA and the margins have rebounded in fiscal year 2021. The estimated net present value savings from the potential refunding of the prior bond is

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approximately 2.4 million. At this time I'll take any member comments or questions. Thank you.

MR. MEYER: This is Assistant Secretary Mark
Meyer. Please let the record reflect that Member
Zeller has joined the conference at the time of 8:44
a.m. and has been added to the initial quorum roll
call.

MR. FRAMPTON: Thank you. This is Rich Frampton. Item 2 is the 501(c)(3) revenue bond request. Staff requests approval of a one time final bond resolution on behalf of Illinois Institute of Technology, hereinafter the University or Illinois Tech, in an amount not to exceed \$50 million. Bond proceeds will be used to, one, prospectively refund all or a portion of the outstanding Illinois Finance Authority revenue bonds Series 2018; two, pay a portion of the interest on the bonds; three, fund a debt service reserve fund; and four, pay certain costs relating to the issuance of the Series 2022 bonds, including the costs of bond insurance or other credit or liquidity enhancement, if any, and certain expenses incurred in connection with the refunding of the Series 2018 bond.

Illinois Tech is undertaking this refunding

to attain two primary results. First, the refunding will produce modest annual savings through reduced interest costs while, in a conservative approach, maintaining the existing November 1, 2033 final maturity date that is featured on the Series 2018 bond that will be refunded.

Secondly and critically for the University, issuance of the Series 2022 refunding bonds will enable Illinois Tech to streamline and conform its financing covenants across all its financings including its outstanding IFA Series 2019 refunding bonds. University Series 2018 bank held bonds feature different financial covenants.

Illinois Tech was founded in 1940 and is a comprehensive private, nonsectarian university with specialties in, one, the sciences; two, engineering and technology; three, architecture and design as well as, four, professional education offered through its Chicago-Kent School of Law.

The refunding bonds will be underwritten by RBC Capital Markets, LLC and sold in a rated public offering based on Illinois Tech's long-term investment grade rating from Moody's. The University will be providing an unsecured general obligation on

a pledge to secure the bond holders. Moody's most recently affirmed the University's long-term Baa3 rating with a stable outlook on August 5, 2021. University has applied to Moody's for a rating on their Series 22 refunding bonds and that's expected to be assigned within the next seven to ten days.

Illinois Tech currently serves approximately 5,884 full-time equivalent undergraduate, graduate and law students across four campuses including, one, its main campus near 35th Street and east of the Dan Ryan expressway in Chicago; two, its downtown Chicago campus which houses the Chicago-Kent College of Law and the school of design and two suburban campuses including, three, its Institute of Food Safety and Health campus in Bedford Park and, four, its Rice campus in Wheaton.

Illinois Tech's financials are presented beginning on page 11 of the report, which is page 24 in the conduit packet. Despite many enrollment challenges, declining net tuition revenues and multiple years of thin debt service coverage prior to 2019, Illinois Tech has posted general improvements in both its operating cash flows, EBIDTA as well as its debt service coverage from 2019 to 2021. These

improvements have generally reflected successful expense control.

Additional factors integral to Illinois
Tech's improved financial performance and improved
liquidity since 2018 are detailed on page 12 of the
report, which is conduit page 25. Illinois Tech's
liquidity will also substantially improve as the
result of two recently completed divestitures
including, one, the \$35 million sale of an on campus
power plant and, two, the sale of its remaining
educational broadband spectrum which will generate an
initial \$28 million pay out during fiscal 2022.

Together, these recent strategic asset sales will combine to generate 63 million in cash on Illinois Tech's May 31, 2022 year end balance sheet. These asset sales will build on other recent liquidity improvements since 2018 associated with private gift pledges and a previous sale of broadband spectrum. Based on Illinois Tech's 5-31, 2021 balance sheet, these sales will provide the equivalent to 84 days of additional cash and investments on Illinois Tech's balance sheet.

Another recent important development this past fall, the university reported its first year

over year full-time equivalent enrollment increase in eight years as full-time equivalent enrollment increased from 5688 in fall 2020 to 5884 in fall 2021, an increase of 196 students. Finally, in terms of timing, the university is targeting pricing and closing later this month or in early March.

With that statement, I will conclude my remarks. Does any member have any questions or comments? Okay, thank you. With that, I will turn things over to Lorrie Karcher.

MS. KARCHER: Good morning. Item number 3 is a Beginning Farmer bond request. Staff requests approval of a one time final bond resolution for Mason Tjelle in a not to exceed amount of 575,400. Mason Tjelle is purchasing approximately 72 acres of farmland located in Livingston County. The State Bank of Graymont is the purchasing bank for the conduit transaction. That concludes the Beginning Farmer bond.

MR. FLETCHER: This is Brad Fletcher. Thank you, Lorrie. Next on the agenda is a PACE bond resolution for Counterpointe Sustainable Real Estate, LLC. This is a PACE bond resolution authorizing the issuance from time to time of one or more series and/or

subseries PACE bonds to be purchased by Counterpointe Sustainable Real Estate, LLC or its designated transferee in an aggregate amount not to exceed \$200 million for a period of three years.

As with all PACE bond resolutions, this is a delegation resolution, but the more eagle eyed members observing the script will note that we are requesting a not to exceed amount of 200 million, while most PACE bond resolutions are for 100 million. There's a specific request tied to this extra increment. Specifically, this lender has put in a bid for the Thompson Center to finance on a PACE bond basis anywhere between \$115 million and \$130 million of retrofits to the Thompson Center across the street from our office, so hence the extra increment request here for context. But I can take any questions or comments. Thank you.

MS. PERUGINI: Thank you, Brad. This is Sara

Perugini. And item number 5 in your packet which

starts on page 35 of the PDF is a memo and resolution

for Covenant Living Communities and Services,

formerly known as Covenant Retirement Communities,

Inc., the borrower, which details amendments it would

like to make with respect to its Series 2017 bonds

and accompanying documents. Bank of America Public Capital Corp., hereinafter the purchaser, purchased and currently holds all of the Series 2017 bonds. The bonds currently bear interest at a rate equal to the LIBOR index rate as defined in the bond indenture and its fees determined according to a formula which includes, among other things, a percentage of LIBOR plus a spread. The bonds bear interest at the LIBOR index rate until the mandatory tender date of December 1, 2029.

Due to the cessation of LIBOR tenors, in part, and the forthcoming cessation of the remaining LIBOR tenors prior to the mandatory tender date, the borrower and the purchaser wish to change the market index that is used to determine the interest rate on the bonds from LIBOR to the Bloomberg Short-term Bank Yield index or BSBY. This will be accomplished by certain amendments, including changes to definitions in the bond indenture and a supplemental bond indenture. The proposed resolution will approve the amendment, a supplement to the existing bond indenture, a replacement bond and any additional documents necessary to implement the amendment.

The supplement to the bond indenture is

authorized by the existing terms of the bond indenture and the purchaser has agreed to approve the amendments by executing a consent. These amendments will not cause the bonds to be deemed as reissued for federal income tax purposes. Chapman and Cutler is expected to provide an opinion that the amendments will not adversely affect the tax exempt status of the bond. The Authority's estimated fee and the borrower's financials are also included. Peer review committee recommends approval. Does any member have any comments or questions?

Moving on to item number 6 in your packet, which starts on page 66 of the PDF, is a memo and resolution for Silver Cross Hospital and Medical Center, the borrower, which details amendments it would like to make with respect to its Series 2010 A bonds and accompanying documents. PNC Bank National Association, hereinafter the purchaser, purchased and currently holds all the Series 2010 A bonds. The bonds currently bear interest at a variable rate based on LIBOR for an initial term which ends December 1, 2022.

Due to the cessation of LIBOR tenors in part and the forthcoming cessation of the remaining LIBOR

tenors prior to December 1, 2022, the borrower and the purchaser wish to change the market index used to determine the interest rate on the bond from LIBOR to BSBY. The borrower and the purchaser also wish to extend the initial term that the purchaser will hold the bond.

The loan agreement pursuant to which the bond was issued will also be updated to reflect current Authority handbook provisions. These changes will be accompanied by certain amendments — accomplished by certain amendments, excuse me — including changes to the definitions in the loan agreement and an amendment and restated loan agreement. The proposed resolution will approve the amendment, the amended and restated loan agreement or replacement bonds and any additional documents necessary to implement such amendment. The borrower's and purchaser's execution of the amended and restated loan agreement will evidence their approval and consent to these amendments.

These amendments will cause the bond to be deemed as reissued for federal income tax purposes and Chapman and Cutler is expected to provide an opinion that the amendments will not adversely affect

- Proceedings_IFA Conduit Financing Committee Meeting, 8 February 2022 1 the tax exempt status of the bond. The Authority's 2 estimated fee and the borrower's financials are also 3 included. Does any member have any comments or 4 questions? Thank you. 5 COMMITTEE CHAIR WRIGHT: This is Jeffrey Wright. 6 Thank you, everyone. I would like to request a 7 motion to recommend for approval the following new 8 business items, items 1, 2, 3, 4, 5 and 6. Is there 9 such a motion? FUENTES: This is Jim Fuentes. So moved.
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- 11 MR. MEYER: Could a member provide a second? 12 This is Mark Meyer.
- 13 MR. TOBON: This is Eduardo Tobon.
- 14 COMMITTEE CHAIR WRIGHT: Will the Assistant 15 Secretary please call the roll.
- 16 MR. MEYER: This is Mark Meyer. On the motion by 17 Member Fuentes and second by Member Tobon, I will 18 call the roll. Member Fuentes.
- 19 MR. FUENTES: Yes.
- 20 MR. MEYER: Member Tobon.
- 21 MR. TOBON: Yes.
- 22 MR. MEYER: Member Zeller.
- 23 MR. ZELLER: Yes.
- And Committee Chair Wright. 24 MR. MEYER:

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                                 Yes.
        COMMITTEE CHAIR WRIGHT:
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        MR. MEYER: Again, this is Mark Meyer. Committee
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    Chair Wright, the ayes have it and the motion
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    carries.
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        COMMITTEE CHAIR WRIGHT: This is Jeffrey Wright.
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    Thank you, Mark. Does anyone wish to make any
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    additions, edits or corrections to the minutes from
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    December 14, 2021? Hearing none, I'd like to request
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    a motion to approve the minutes. Is there such a
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   motion?
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        MR. TOBON: This is Eduardo Tobon. So moved.
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        MR. ZELLER: This is Brad Zeller. I will second
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    that motion.
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        COMMITTEE CHAIR WRIGHT: This is Jeffrey Wright.
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    Will the Assistant Secretary please call the roll.
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        MR. MEYER:
                    This is Mark Meyer. On the motion by
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    Member Tobon and second by Member Zeller, I will call
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    the roll.
               Member Fuentes.
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        MR. FUENTES:
                      Yes.
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        MR. MEYER: Member Tobon.
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        MR. TOBON: Yes.
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        MR. MEYER: Member Zeller.
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        MR. ZELLER: Yes.
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                    And Committee Chair Wright.
        MR. MEYER:
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        COMMITTEE CHAIR WRIGHT:
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        MR. MEYER: Again, this Mark Meyer. Committee
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    Chair Wright, the ayes have it and the motion
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    carries.
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        COMMITTEE CHAIR WRIGHT: This is Jeffrey Wright.
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    Thank you, Mark. Is there any other business to come
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   before the committee? Hearing none, I would like to
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    request a motion to adjourn. Additionally, on
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    responding to the roll call for this motion, I would
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    ask each member to confirm that they were able to
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    hear the participants, discussions and testimony of
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    this proceeding. Is there such a motion?
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        MR. FUENTES: This is Jim Fuentes. So moved.
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        MR. ZELLER: This is Brad Zeller. I will second
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    that.
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        COMMITTEE CHAIR WRIGHT: This is Jeffrey Wright.
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    Will the assistant secretary please call the roll.
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                    This is Mark Meyer. On the motion by
        MR. MEYER:
   member Fuentes and seconded by member Zeller, I will
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    call the roll. Member Fuentes.
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        MR. FUENTES: Aye, and I confirm that I could
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    hear all participants, discussion and testimony.
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        MR. MEYER: Thank you. Member Tobon.
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        MR. TOBON: Aye, and I confirm that I could hear
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    all participants, discussion and testimony.
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                    Thank you. Member Zeller.
        MR. MEYER:
                     Aye, and I confirm that I could hear
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        MR. ZELLER:
    all participants, discussion and testimony.
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                    Thank you. Committee Chair Wright.
        MR. MEYER:
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        COMMITTEE CHAIR WRIGHT: Aye, and I confirm that
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    I could hear all participants, discussion and
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    testimony.
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        MR. MEYER: Thank you. And Chair Hobert,
    ex-officio, not voting.
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                       I confirm that I could hear all
        CHAIR HOBERT:
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    participants, discussion and testimony.
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        MR. MEYER: Again, this is Mark Meyer. Committee
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    Chair Wright, the ayes have it and the motion
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    carries.
              The time is 9 a.m. and the committee
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    meeting is adjourned.
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    STATE OF ILLINOIS )
    COUNTY OF C O O K
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            I, LYDIA B. PINKAWA, CSR, do hereby certify
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    that I reported in shorthand the proceedings had at
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    the meeting aforesaid, and that the foregoing is a
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    true, complete and accurate transcript of the
8
    proceedings at said hearing as appears from my
9
    stenographic notes so taken and transcribed under my
10
    personal direction this 23rd day of February, 2022.
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12
                               Lydia S. Sonhavo
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                            Certified Shorthand Reporter
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