Chicago, IL

SPECIAL-PURPOSE FINANCIAL STATEMENTS (MODIFIED CASH BASIS)

Including Independent Auditors' Report

As of and for the Years Ended December 31, 2015 and 2014

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INDEPENDENT AUDITORS' REPORT

The Board of Directors Illinois International Port District Chicago, IL

We have audited the accompanying special-purpose financial statements of the Illinois International Port District, which comprise the statements of assets, liabilities, accumulated other comprehensive loss and fund balance (modified cash basis) as of December 31, 2015 and 2014, and the related statements of revenues collected, expenses and changes in fund balance (modified cash basis), comprehensive total accumulated other comprehensive loss and fund balance and cash flows (modified cash basis) for the years then ended, and the related notes to the special-purpose financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these special-purpose financial statements in conformity with the modified cash basis of accounting described in Note 1; this includes determining that the modified cash basis of accounting described in Note 1 is an acceptable basis for the preparation of the financial statements in the circumstances. Management also is responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of special-purpose financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these special-purpose financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the special-purpose financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the special-purpose financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the special-purpose financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the special-purpose financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the special-purpose financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion

In our opinion, the special-purpose financial statements referred to above present fairly, in all material respects, the assets, liabilities, accumulated other comprehensive loss and fund balance of the Illinois International Port District as of December 31, 2015 and 2014 and its revenue collected, expenses incurred and its cash flows for the years then ended on the basis of accounting described in Note 1.

Basis of Accounting

Baker Tilly Virchow Krouse, LLP

As described in Note 1 to the special-purpose financial statements, the financial statements have been prepared on the modified cash basis of accounting, which is a basis of accounting other than generally accepted accounting principles in the United States of America. Our opinion is not modified with respect to this matter.

Chicago, Illinois May 25, 2016

STATEMENTS OF ASSETS, LIABILITIES, ACCUMULATED OTHER COMPREHENSIVE LOSS AND FUND BALANCE (MODIFIED CASH BASIS)
As of December 31, 2015 and 2014

ASSETS				
	2015	2014		
CURRENT ASSETS Cash and cash equivalents Prepaid expenses	\$ 314,703 51,630	\$ 2,078,968 257,706		
Total Current Assets	366,333	2,336,674		
PROPERTY AND EQUIPMENT Land and land improvements Buildings and improvements Equipment Total Property and Equipment	33,474,718 16,409,766 3,729,778 53,614,262	33,474,718 16,409,766 3,729,778 53,614,262		
Less: allowance for depreciation	<u>(11,963,624</u>)	<u>(11,392,767</u>)		
Net Property and Equipment	41,650,638	42,221,495		
OTHER ASSETS Deferred financing costs, net of accumulated amortization of \$135,625 and \$125,125, respectively	<u>74,375</u>	<u>84,875</u>		
TOTAL ASSETS	\$ 42,091,346	\$ 44,643,044		
LIABILITIES, ACCUMULATED OTHER COMPREHENSIVE LOSS AND FUND BALANCE				
CURRENT LIABILITIES	\$ 301,463	\$ 236,226		
Accounts payable Accrued expenses	16,831	177,163		
Total Current Liabilities	318,294	413,389		
LONG-TERM LIABILITIES Accrued pension benefits Lease deposits by tenants Long-term debt Loan payable	8,502,065 125,914 10,500,000 14,968,090	7,890,583 125,914 12,000,000 14,968,090		
Total Liabilities	34,414,363	35,397,976		
ACCUMULATED OTHER COMPREHENSIVE LOSS AND FUND BALANCE Accumulated other comprehensive loss Fund balance	(2,808,720) 10,485,703	(2,687,231) 11,932,299		
Total Accumulated Other Comprehensive Loss and Fund Balance	7,676,983	9,245,068		
TOTAL LIABILITIES, ACCUMULATED OTHER COMPREHENSIVE LOSS AND FUND BALANCE	\$ 42,091,346	\$ 44,643,044		
See accompanying notes to special-purpose finar	ncial statements.	Dogo		

STATEMENTS OF REVENUES COLLECTED, EXPENSES AND CHANGES IN FUND BALANCE (MODIFIED CASH BASIS)

For the Years Ended December 31, 2015 and 2014

	2015	2014
REVENUES Transit sheds and warehouses Dockage and wharfage Land leases Licenses and fees Other	\$ 1,421,724 579,572 766,939 478,986 	\$ 1,546,395 596,994 1,115,934 1,412,849 194,753
Total Revenues	3,428,052	4,866,925
OPERATING EXPENSES Board members' compensation Salaries and benefits Insurance and security Repairs, maintenance and facility improvements Marketing, advertising and promotion Office expenses Utilities Legal fees Other professional fees Depreciation	185,000 1,288,795 930,974 430,866 39,924 76,202 279,763 462,724 249,620 570,857	210,945 1,288,505 929,755 399,357 26,555 82,642 281,949 707,641 321,705 570,857
Total Expenses	<u>4,514,725</u>	<u>4,819,911</u>
Operating Income (Loss)	(1,086,673)	47,014
OTHER INCOME (EXPENSE) Interest income Interest expense Net Other Expense	(359,923) (359,923)	2,358 (401,178) (398,820)
NET LOSS	(1,446,596)	(351,806)
FUND BALANCE - BEGINNING OF YEAR	11,932,299	12,284,105
FUND BALANCE - END OF YEAR	\$ 10,485,703	\$ 11,932,299

STATEMENTS OF COMPREHENSIVE TOTAL ACCUMULATED OTHER COMPREHENSIVE LOSS AND FUND BALANCE (MODIFIED CASH BASIS) For the Years Ended December 31, 2015 and 2014

	2015	_	2014
Net loss Other comprehensive loss:	\$ (1,446,596)	\$	(351,806)
Minimum pension liability adjustment	(121,489)		(432,373)
Comprehensive loss	<u>\$ (1,568,085</u>)	\$	(784,179)

STATEMENTS OF CASH FLOWS (MODIFIED CASH BASIS) For the Years Ended December 31, 2015 and 2014

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES Net loss	\$ (1,446,596)	\$ (351,806)
Adjustments to reconcile net loss to net cash flows from operating activities		
Depreciation	570,857	570,857
Amortization of deferred financing costs	10,500	10,500
Changes in pension assets and liabilities Changes in assets and liabilities	489,993	388,595
Prepaid expenses	206,076	(12,065)
Accounts payable	65,237	29,757
Accrued expenses	(160,332)	11,718
Lease deposits by tenants		(30,916)
Net Cash Flows from Operating Activities	(264,265)	616,640
CASH FLOWS FROM INVESTING ACTIVITIES Capital expenditures		(6,352)
CASH FLOWS FROM FINANCING ACTIVITIES Principal payments on long-term debt	(1,500,000)	(3,000,000)
Net Change in Cash and Cash Equivalents	(1,764,265)	(2,389,712)
CASH AND CASH EQUIVALENTS - Beginning of Year	2,078,968	4,468,680
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ 314,703	\$ 2,078,968
Supplemental cash flow disclosures Cash paid for interest	\$ 349,849	\$ 390,706

NOTES TO SPECIAL-PURPOSE FINANCIAL STATEMENTS (MODIFIED CASH BASIS)
As of and for the Years Ended December 31, 2015 and 2014

NOTE 1 - Summary of Significant Accounting Policies

Nature of Operations

The Illinois International Port District (the "Port District") is a municipal corporation created by act of the Legislature of the State of Illinois, approved June 6, 1951. The Port District, which has no stockholders, is administered by a nine-member Board of Directors. The Board members are appointed, five by the mayor of the City of Chicago and four by the governor of the State of Illinois. The Port District finances its operating costs and debt service principally from proceeds generated by its own operations. The Port District operates as a lessor of facilities primarily for maritime operations, which include storage facilities, dockage, and wharfage.

Basis of Accounting

The Port District uses an enterprise fund to record transactions and report its financial position and results of operations. The modified cash basis of accounting is used for both budget and actual reporting purposes and consists of recognizing revenue when received (i.e., cash basis), rather than when earned, and recognizing expenses as incurred (i.e., accrual basis, including the accrual of pension costs). As described below, the basis of accounting also includes capitalizing assets and depreciating these assets over their useful lives or expensing them as the assets are consumed. The financial statement presentation and disclosures generally follow the principles of the Financial Accounting Standards Board ("FASB"), which is not in accordance with generally accepted accounting principles in the United States of America ("US GAAP"), which would be the principles of the Governmental Accounting Standards Board ("GASB") for the Port District. The pension liability is also reported in accordance with the FASB, which differs from what would be recorded under US GAAP. Due to the limited use of these financial statements and the nature of the Port District's operations noted above, certain disclosure requirements and the use of the direct cash flow method set forth by the GASB are not included in these financial statements because the additional information is not considered useful to the users of the financial statements.

Major Tenants

One tenant of the Port District accounted for approximately 29% of revenues for the year ended December 31, 2015. Two tenants of the Port District accounted for approximately 51% of revenues for the year ended December 31, 2014.

Cash and Cash Equivalents

The Port District considers highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Financial instruments that potentially subject the Port District to concentrations of credit risk consist principally of cash deposits maintained at banks, which at times, may exceed federally insured limits. Depository accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. The Port District has not, nor do they expect to experience any losses on these deposits.

Cash and cash equivalents include \$270,623 and \$1,114,739 as of December 31, 2015 and 2014, respectively, that is included in a sinking bond fund and thus is restricted as to its use.

NOTES TO SPECIAL-PURPOSE FINANCIAL STATEMENTS (MODIFIED CASH BASIS)
As of and for the Years Ended December 31, 2015 and 2014

NOTE 1 - Summary of Significant Accounting Policies (cont.)

Property and Equipment

Property and equipment are stated at cost and are depreciated when such assets are placed into service. Infrastructure expenditures are capitalized into land and land improvements, with subsequent repairs or maintenance of the infrastructure expensed as incurred. Land and land improvements are not depreciated.

Property and equipment are being depreciated using the straight-line method over the following estimated useful lives:

	<u>Years</u>
Buildings and improvements	30
Equipment	5

Deferred Financing Costs

Deferred financing costs related to the term loan are amortized on a straight-line basis over the term of the loan, which approximates the interest method.

Impairment of Long-Lived Assets

Management reviews long-lived assets, including property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of an asset may not be fully recoverable. An impairment loss would be recognized when the estimated future cash flows from the use of the asset are less than the carrying amount of that asset. To date, there have been no such losses.

Advertising

Advertising costs are expensed as incurred.

Income Taxes

The Port District is a municipal corporation created by act of the Legislature of the State of Illinois and is not subject to tax under present income tax laws.

Estimates

The preparation of financial statements in conformity with the basis of accounting described in Note 1 requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

NOTES TO SPECIAL-PURPOSE FINANCIAL STATEMENTS (MODIFIED CASH BASIS)
As of and for the Years Ended December 31, 2015 and 2014

NOTE 1 - Summary of Significant Accounting Policies (cont.)

Recent Accounting Pronouncement

In April 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-03, Simplifying the Presentation of Debt Issuances Costs. ASU No. 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability instead of an asset. The recognition and measurement guidance for debt issuance costs are not affected by this update. ASU No. 2015-03 is effective for annual periods beginning after December 15, 2015, and interim periods within fiscal years beginning after December 15, 2016. Early adoption is permitted. The amendments may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of initial application. Management is currently evaluating the accounting, transition and disclosure requirements of the new standards and cannot currently estimate the financial statement impact of adoption.

NOTE 2 - Loan Payable

By statute of the State of Illinois, pursuant to a contract with the Capital Development Board of the State of Illinois, the Port District received \$14,968,090 of funds authorized for the acquisition and development of a containerization facility known as Iroquois Landing in 1981. Under the terms of the contract, the Port District is to repay the funds received by remitting not more than 20% of the gross receipts and limited to not less than 20% of net profits attributable to Iroquois Landing operations. The indebtedness is non-interest bearing, and there is no defined maturity. Iroquois Landing opened for use during April 1981. No payments have been made through December 31, 2015, as Iroquois Landing has not achieved net profit to date.

NOTE 3 - Long-Term Debt

On January 30, 2003, the Port District entered into a \$15,000,000 Variable Rate Revenue Refunding Bond, Series 2003 (the "Variable Bond Agreement"). The Variable Bond Agreement is by and among the Port District, as borrower; U.S. Bank, as trustee and letter-of-credit provider; and Fifth Third Securities, as underwriter and remarketer. Park National Bank was the original lender. Under the loan agreement, the Port District makes interest only payments each year. The variable rate loan adjusts weekly based on the Bond Market Association Municipal Swap Index ("BMA") plus related fees of 3.10% for the years ended December 31, 2015 and 2014. The BMA was 0.02% and 0.03% as of December 31, 2015 and 2014, respectively. The Variable Bond Agreement matures on January 1, 2023. The Port District was in violation of certain financial covenants as of December 31, 2015 and 2014, respectively, which were subsequently waived by the lender through August 31, 2016.

The assets of the Port District and the revenues to be derived from the Port District's operations have been pledged as security for the Variable Bond Agreement. In July 2014, the Port District elected to redeem \$3,000,000 of bonds using proceeds available in the sinking bond fund. In February 2015, the Port District elected to redeem \$1,500,000 of bonds using proceeds available in the sinking bond fund. The balance is \$10,500,000 and \$12,000,000 as of December 31, 2015 and 2014, respectively. In March 2016, the Port District elected to redeem \$440,000 of bonds using proceeds available in the sinking bond fund.

Total interest paid in relation to the Variable Bond Agreement was \$349,849 and \$390,706 for the years ended December 31, 2015 and 2014, respectively.

NOTES TO SPECIAL-PURPOSE FINANCIAL STATEMENTS (MODIFIED CASH BASIS)
As of and for the Years Ended December 31, 2015 and 2014

NOTE 3 - Long-Term Debt (cont.)

The minimum sinking fund payment requirements by year as of December 31, 2015 are as follows:

2016 2017 2018 2019 2020	\$	424,377 441,705 462,443 482,768 503,986
Total	<u> </u>	2,315,279

NOTE 4 - Minimum Future Rental Incomes

As of December 31, 2015, the approximate minimum future rental incomes from noncancelable operating leases by year were as follows:

2016	\$ 2,114,000
2017	1,922,000
2018	1,815,000
2019	1,815,000
2020	1,815,000
Thereafter	13,978,000
Total	<u>\$ 23,459,000</u>

During the years ended December 31, 2015 and 2014, noncancelable operating leases generated revenue of approximately \$2,305,306 and \$2,934,000, respectively.

The approximate cost and accumulated depreciation of leased land and facilities as of December 31, 2015 and 2014 are summarized as follows:

Land and land improvements Buildings and improvements	2015 \$ 33,474,718 16,374,428	2014 \$ 33,474,718 16,374,428
Total cost leased land and facilities	49,849,146	49,849,146
Less accumulated depreciation	(8,243,477)	(7,705,996)
Net leased land and facilities	\$ 41,605,669	\$ 42,143,150

NOTE 5 - Pension Plan

The Port District has a noncontributory pension plan covering all eligible employees. Because the Port District pension plan qualifies as a governmental plan, it is exempt from the funding provisions of the Employee Retirement Income Security Act, as amended. The majority of the plan's assets consist of debt and equity investments.

NOTES TO SPECIAL-PURPOSE FINANCIAL STATEMENTS (MODIFIED CASH BASIS)
As of and for the Years Ended December 31, 2015 and 2014

NOTE 5 - Pension Plan (cont.)

The benefit formula is 4% of final average earnings multiplied by years of participation up to 20 years. Normal retirement is age 60 with five years of service.

The investment objective of the plan is to ensure, over the long-term life of the plan, an adequate level of assets to fund the benefits to the participants at the time they are payable. In meeting this objective, the Port District seeks to achieve a high level of total investment return consistent with a prudent level of portfolio risk. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The Port District classifies its equity and fixed income securities as Level 1 based upon quoted prices in active markets.

The fair value of the Port District's plan assets as of December 31, 2015 and 2014, by asset category is as follows:

	December 31, 2015			
	Total	Level 1	Level 2	Level 3
Cash and money market fund Equity securities Fixed income securities	\$ 481,862 1,525,990 1,039,041	\$ 481,862 1,525,990 1,039,041	\$ - - -	\$ - - -
Total Investments	\$ 3,046,893	\$ 3,046,893 Decembe	<u>\$ -</u> er 31, 2014	<u>\$</u> _
	Total	Level 1	Level 2	Level 3
Cash and money market fund Equity securities Fixed income securities	\$ 281,906 1,726,863 1,162,334	\$ 281,906 1,726,863 1,162,334	\$ - - -	\$ - - -
Total Investments	<u>\$ 3,171,103</u>	\$ 3,171,103	\$ -	\$ -

The Port District's plan asset mix as of December 31, 2015 and 2014, and target allocation are as follows:

	2015	2014	Target %
Fixed income securities and bonds	34%	37%	50%
Cash and cash equivalents	16	9	10
Equity securities	50	54	40
Total Investments	100%	100%	100%

Balances as of December 31, 2015 and 2014, are as follows:

	 2015	2014
Accrued pension liability	\$ 8,502,065	\$ 7,890,583
Accumulated other comprehensive loss	2.808.720	2.687.231

Included in accumulated other comprehensive loss as of December 31, 2015 and 2014, are the following amounts that have not yet been recognized in net periodic pension cost: unrecognized prior service costs of \$414,032 and \$558,799, respectively, and unrecognized actuarial losses of \$2,394,688 and \$2,128,342, respectively. The Port District expects to amortize \$107,000 of prior service costs and \$296,000 of actuarial net losses during the year ended December 31, 2016.

NOTES TO SPECIAL-PURPOSE FINANCIAL STATEMENTS (MODIFIED CASH BASIS)
As of and for the Years Ended December 31, 2015 and 2014

NOTE 5 - Pension Plan (cont.)

The reconciliation of the beginning and ending balances of the projected benefit obligation, the fair value of the Port District's plan assets for the years ended December 31, and the accumulated benefit obligation as of December 31, are as follows:

Projected benefit obligation:	2015	2014
Beginning of year	\$ (11,061,686)	\$ (10,116,762)
Service cost Interest cost	(198,549) (595,955)	(260,574) (546,339)
Actuarial loss	(138,873)	(504,667)
Benefits paid End of year	<u>446,105</u> (11,548,958)	366,656 (11,061,686)
End of year	(11,546,956)	(11,001,000)
Fair value of plan assets:		
Beginning of year	3,171,103	3,047,147
Actual return on assets	(32,161)	104,511
Port District contributions Benefits paid	354,056 (446,105)	386,101 (366,656)
End of year	3,046,893	3,171,103
Funded status	<u>\$ (8,502,065)</u>	\$ (7,890,583)
Accumulated benefit obligations	\$ 11,420,016	\$ 10,926,734

The underfunded status of the plan of \$8,502,065 as of December 31, 2015, is recognized in the accompanying statements of assets, liabilities, accumulated other comprehensive loss and fund balance as long-term accrued pension benefits. No plan assets are expected to be returned to the Port District during the year ended December 31, 2016.

2015	2014
5.50%	5.50%
7.00	7.00
2.00	2.00
	5.50% 7.00

The Port District's expected return on plan assets was calculated considering the targeted allocation percentages of the Port District's asset mix in conjunction with the historical rate of return on the investment categories in the asset mix.

Significant activity affecting the benefit obligation for the years ended December 31, 2015 and 2014, is as follows:

	 <u> 2015 </u>	2014
Benefit cost	\$ 855,299	\$ 774,696
Benefits paid	(446, 105)	(366,656)
Contributions made by the Port District	354,056	386,101

NOTES TO SPECIAL-PURPOSE FINANCIAL STATEMENTS (MODIFIED CASH BASIS)
As of and for the Years Ended December 31, 2015 and 2014

NOTE 5 - Pension Plan (cont.)

The Port District estimates it will contribute \$500,000 to the plan during the year ended December 31, 2016. The Port District estimates that future benefit payments will be paid out over the next ten years as follows:

2016	\$ 711,373
2017	725,857
2018	723,197
2019	803,733
2020	800,886
Thereafter	4,184,290
Total	<u>\$ 7,949,336</u>

NOTE 6 - Revenue Bonds

In 2001, the Port District issued \$8,500,000 of Series 2001 Port Revenue Bonds. This issuance provided financial assistance to a private-sector entity for the acquisition and construction of a bulk storage facility on land leased by the Port District. These bonds are secured by a right granted to the lender to sublease the bulk storage facility during the term of the land lease in the event of default.

Neither the Port District, the State of Illinois, nor any political subdivision thereof is obligated in any manner for repayment of the bonds. Accordingly, the bonds are not reported as liabilities in the accompanying special-purpose financial statements.

As of December 31, 2015 and 2014, the principal amount payable in the Series 2001 Port Revenue Bonds was \$8,500,000.

NOTE 7 - Subsequent Events

Management has evaluated subsequent events occurring through May 25, 2016, the date that the special-purpose financial statements were ready to be issued for events requiring recording or disclosure in the special-purpose financial statements. Management believes that no material events have occurred through May 25, 2016 that would require disclosure.