

MINUTES OF THE AUGUST 16, 2011, MEETING OF THE BOARD OF DIRECTORS OF THE ILLINOIS FINANCE AUTHORITY

The Board of Directors (the “Board”) of the Illinois Finance Authority (the “IFA” or the “Authority”), pursuant to notice duly given, held a Board Meeting at 10:30 a.m. on Tuesday, August 16, 2011, at the Prudential Plaza Conference Center at 130 East Randolph Street, 7th Floor, Chicago, IL 60601.

<p>Members Present:</p> <ol style="list-style-type: none"> 1. William A. Brandt, Jr., Chairman 2. Michael W. Goetz, Vice Chairman 3. James J. Fuentes 4. Norman M. Gold 5. Edward H. Leonard, Sr. 6. Terrence M. O’Brien 7. Heather D. Parish 8. Hon. Barrett F. Pedersen 9. Bradley A. Zeller <p>Via Telephone: None</p>	<p>Members Absent:</p> <ol style="list-style-type: none"> 10. Dr. William J. Barclay 11. Gila J. Bronner 12. John “Jack” Durburg 12. Roger E. Poole <p>Vacancies: Two</p>	<p>Staff Present:</p> <p>Christopher B. Meister, Executive Director Brendan M. Cournane, General Counsel Rich Frampton, Vice President Pamela A. Lenane, Vice President Joy K. Kuhn, Asst. Treasurer James P. Senica, Sr. Funding Manager Norma Sutton, Procurement Officer Brad R. Fletcher, Legal/Financial Analyst Nora O’Brien, Legal/Financial Analyst Terrell Gholston, Intern Vanessa Lin, Intern Jason Stone, Intern</p> <p>IFA Advisors Present:</p> <p>Courtney Shea, Sr. VP, Acacia Financial Group Jessica Carter, Associate, PFM Group Shannon Williams, Associate, PFM Group</p>
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I. Call to Order

Chairman Brandt called the meeting to order at 10:31 a.m. with the above Members present. The Chairman welcomed Members of the Board, IFA staff and all guests.

II. Chairman’s Remarks

The Chairman welcomed guests from Trinity Health Corporation, BNSF Railway Company and UNO Charter School Network.

III. Roll Call

The Chairman then asked the Board Secretary, Mr. Cournane, to call the roll. There being nine Members physically present a quorum was declared met.

IV. Acceptance of Financial Statements and Minutes

Financial statements for the period ending July 31, 2011, were presented to the Board. Chairman Brandt stated that the Authority’s Financial Statements were reviewed at the regularly scheduled Committee of the Whole Meeting held earlier this morning.

Minutes for both the Committee of the Whole and Board of Directors Meetings each held on July 19, 2011, were presented to the Board. Chairman Brandt stated that the Authority’s Minutes were reviewed at the regularly scheduled Committee of the Whole Meeting held earlier this morning. The Chairman requested a motion to approve the Financial Statements for the period ending July 31, 2011 and the Minutes for both the Committee of the Whole and Board of Directors Meetings held on July 19, 2011.

The motion was made by Mr. Goetz and seconded by Mr. O'Brien. The July 31, 2011, Financial Statements and the July 19, 2011, Minutes for the Committee of the Whole and Board of Directors Meetings were unanimously approved by the Members of the Board.

V. Project Approvals

Chairman Brandt asked Mr. Frampton, Vice President, to present the projects for consideration to the Board. The Chairman explained that all projects are reviewed by a staff Credit Committee and all agriculture, energy and healthcare projects are also reviewed at their respective committee's public hearing each month. Finally, each project was discussed at the Committee of the Whole Meeting held at 9:30 a.m. before today's Board Meeting.

Mr. Frampton presented the following for consideration:

Agriculture - Beginning Farmer Bonds

Item No. 1A: Joseph M. Adams - \$240,000 – 80 Acres

Request for the approval of the issuance of a Beginning Farmer Bond in an amount not-to-exceed \$240,000 for the purchase of approximately 80 acres of farmland. This project is located in Tampico Township, Whiteside County, IL.

Item No. 1B: Mathew A. Frohning - \$255,000 – 115 Acres

Request for the approval of the issuance of a Beginning Farmer Bond in an amount not-to-exceed \$255,000 for the purchase of approximately 115 acres of farmland. This project is located in Bible Grove and Pixley Townships, Clay County, IL.

Item No. 1C: Casey P. Sterrenberg - \$477,000 – 96.7 Acres

Request for the approval of the issuance of a Beginning Farmer Bond in an amount not-to-exceed \$477,000 for the purchase of approximately 96.7 acres of farmland. This project is located in Chatsworth Township, Livingston County, IL.

Item No. 1D: Evan T. Meister (no relation to Director Meister) - \$203,940 – 80 Acres

Request for the approval of the issuance of a Beginning Farmer Bond in an amount not-to-exceed \$203,940 for the purchase of approximately 80 acres of farmland. This project is located in Pigeon Grove Township, Iroquois County, IL.

Item No. 1E: Nicholas Randall Borkgren - \$225,720 – 60 Acres

Request for the approval of the issuance of a Beginning Farmer Bond in an amount not-to-exceed \$225,720 for the purchase of approximately 60 acres of farmland. This project is located in Andover Township, Henry County, IL.

Item No. 1F: Alexander Colby Jordan - \$203,405 – 56 Acres

Request for the approval of the issuance of a Beginning Farmer Bond in an amount not-to-exceed \$203,405 for the purchase of approximately 56 acres of farmland. This project is located in Bois D'Arc Township, Montgomery County, IL.

Item No. 1G: Korey P. Jordan - \$203,405 – 56 Acres

Request for the approval of the issuance of a Beginning Farmer Bond in an amount not-to-exceed \$203,405 for the purchase of approximately 56 acres of farmland. This project is located in Bois D’Arc Township, Montgomery County, IL.

Agriculture – Agri-Debt Guarantee

Item No. 2: Wayne H. Nelson - \$97,000 – Agri-Debt Guarantee

Wayne H. Nelson is requesting approval of an Agri-Debt Guarantee (Final One-Time Resolution) in an amount not-to-exceed \$97,000. The proposed Bank Loan of \$97,000 will refinance (i) an existing equipment loan of \$51,300; and (ii) a working capital loan in the amount of \$45,700. IFA will provide an 85% loan guarantee in favor of Resource Bank to refinance the Borrower’s debts. This project is located near Sandwich and Somonauk, DeKalb County, IL.

Resolutions

Item No. 5: Resolution authorizing the execution and delivery of an Amended and Restated Indenture of Trust and an Amended and Restated Loan Agreement in connection with IFA Series 1999 Adjustable Demand Revenue Bonds (Chicago Shakespeare Theater Project)

Item No. 6: Resolution authorizing the execution and delivery of a First Amendment to Bond and Loan Agreement in connection with IFA Series 2009 Educational Facility Revenue Bond (Namaste Charter School, Inc. Project)

No guests attended with respect to Items Nos. 1A, 1B, 1C, 1D, 1E, 1F, 1G, 2, 5 or 6. Chairman Brandt asked if the Board had any questions with respect to Items Nos. 1A, 1B, 1C, 1D, 1E, 1F, 1G, 2, 5 or 6. There being none, Chairman Brandt requested a roll call vote in favor of Items Nos. 1A, 1B, 1C, 1D, 1E, 1F, 1G, 2, 5 and 6.

Items Nos. 1A, 1B, 1C, 1D, 1E, 1F, 1G, 2, 5, and 6 received approval with 9 ayes, 0 nays and 0 abstentions.

Ms. Lenane introduced Jim Bosscher and Marianne Cunningham of Trinity Health (on phone). Mr. Bosscher thanked IFA for supporting their project.

Mr. Frampton introduced Todd Bailey and Paul Nowicki of BNSF Railway Company. Mr. Nowicki explained the project in greater detail and thanked IFA for their help with the project.

Mr. Frampton introduced Juan Rangel of UNO Charter School Network, Inc. Mr. Rangel thanked the Board for their consideration of the project.

Healthcare – 501(c)(3) Revenue Bonds

Item No. 4: Trinity Health Corporation - \$600,000,000 – Preliminary

Trinity Health Corporation (“Trinity Health”) is requesting approval of a preliminary resolution in an amount not-to-exceed \$600,000,000. Bond proceeds will be used to: (i) refinance commercial paper utilized to defease **Loyola University Health System (“LUHS”)** indebtedness, (ii) reimburse Trinity Health for all or a portion of the cash component of acquisition purchase price, (iii) fund working capital relating to the LUHS facilities, and (iv) pay cost of issuance in connection with the Bonds (collectively, the “Financing Purposes”).

Business and Industry - Midwestern Disaster Area Revenue Bonds

Item No. 3: BNSF Railway Company - \$40,000,000 - Preliminary

BNSF Railway Company (“BNSF”) is requesting approval of a preliminary resolution in an amount not-to-exceed \$40,000,000. Bond proceeds, together with other funds, will enable BNSF to: (i) acquire, replace, repair, improve, reconstruct, rehabilitate, construct and install various site improvements and fixed improvements comprising the eastern bridge approach spans and adjacent railway and railway right-of-way owned and operated by the BNSF Railway Company in the Village of Gulfport, Henderson County, Illinois, at the Burlington Bridge located on the Mississippi River, east of the City of Burlington, Des Moines County, Iowa (the “Project”) and (ii) pay costs of issuance in connection with the Bonds.

Higher Education, Cultural and Other Non-Healthcare 501(c)(3) Revenue Bonds

Item No. 7: UNO Charter School Network, Inc. - \$40,000,000 – Final

UNO Charter School Network, Inc. (“UCSN”) is requesting approval of a Final Bond Resolution in an amount not to exceed \$40,000,000. Bond proceeds, together with other monies, will be used to: (i) refinance all or a portion of UCSN’s outstanding taxable bank loans, (ii) finance renovations at its campuses, (iii) capitalize a debt service reserve fund, if deemed necessary or desirable, and (iv) pay cost of issuance in connection with the Bonds (the “Project”).

Chairman Brandt asked if the Board had any questions with respect to Items Nos. 3, 4 or 7. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Items Nos. 3, 4 and 7.

Items Nos. 3, 4, and 7 received approval with 9 ayes, 0 nays and 0 abstentions.

VII. Other Business

Chairman Brandt announced that from the September meeting onward, the IFA will revert back to its normal schedule and will hold its meetings on the second Tuesday of the month or September 13, 2011.

VIII. Public Comment

None.

IX. Adjournment

Chairman Brandt then asked if there were any other business matters to come before the Board. Hearing none, the Chairman asked for a motion to adjourn. Mr. O’Brien motioned to adjourn and Ms. Parish seconded the motion. The Board unanimously agreed to adjourn at 10:50 a.m.

Minutes submitted by:
Brendan M. Cournane
Board Secretary