



BOARD MINUTES

**ILLINOIS FINANCE AUTHORITY
BOARD OF DIRECTORS
REGULAR MEETING
TUESDAY, NOVEMBER 14, 2013
10:39 A.M.**

I. Call to Order & Roll Call

At the regular meeting of the Board of Directors of the Illinois Finance Authority (the “Board”), begun and held at One Prudential Plaza, 130 East Randolph Avenue, Suite 750, Chicago, Illinois 60601, on the second Thursday of November in the year 2013, pursuant to the provisions of Section 801-25 and Section 801-30 of the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq. of the State of Illinois (the “Act”), William A. Brandt, Jr., Chairman of the Board, called the Board to order and presided over deliberations.

By direction of the Chairman, a roll call was taken to ascertain the attendance of Members, as follows: 9 Present.

On the question of a quorum of Members physically present at the location of this open meeting, the Assistant Secretary of the Board declared that a quorum had been constituted.

**ILLINOIS FINANCE AUTHORITY
BOARD OF DIRECTORS
BOARD ROLL CALL
QUORUM ROLL CALL FOR ATTENDANCE**

November 14, 2013

0 YEAS

0 NAYS

10 PRESENT

| | | | | | |
|---|---------|---|----------|---|--------------|
| P | Barclay | P | Knox | E | Pedersen |
| P | Bronner | P | Leonard | P | Poole |
| P | Fuentes | E | Lonstein | E | Tessler |
| P | Goetz | E | O'Brien | P | Zeller |
| P | Gold | E | Parish | P | Mr. Chairman |

E – Denotes Excused Absence

II. Chairman's Remarks

Chairman Brandt welcomed Members of the Board, Authority staff and all guests present.

Chairman Brandt, Chairman, from the Committee of the Whole to which all items of this meeting's agenda were referred, action taken earlier on November 14, 2013, reported the same back and that all items were thoroughly reviewed.

III. Adoption of the Minutes

Minutes of the regular meeting of the Board held on October 8, 2013 were taken up for consideration.

Vice Chairman Goetz moved for the adoption of the Minutes.

Member Knox seconded the motion.

And on that motion, a vote was taken resulting as follows: 10 Yeas; 0 Nays; 0 Answering Present.

The motion prevailed and the Minutes were adopted.

IV. Acceptance of the Financial Statements

Financial Statements for the Month Ended October 31, 2013 were taken up for consideration.

Member Bronner moved for the adoption of the Financial Statements.

Vice Chairman Goetz seconded the motion.

On a voice vote, the motion prevailed and the Financial Statements were adopted.

V. Approval of Project Reports and Resolutions

Chairman Brandt directed Mr. Frampton to present the projects and resolutions without guests or abstentions to the Board.

Mr. Frampton presented the following projects and resolutions:

Agriculture Projects

Item 1(A): Item 1(A) is a request for Beginning Farmer Revenue Bond financing.

Austin D. & Kim A. Ferguson are requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Fifty-Three Thousand Dollars (\$153,000). This financing is being presented for one-time consideration.

Bond proceeds will be used to finance the acquisition of approximately 51 acres of farmland located in Crooked Creek Township in Jasper County.

Vice Chairman Goetz moved for the adoption of the following project: Item 1(A).

Member Fuentes seconded the motion.

And on that motion, a vote was taken resulting as follows: 10 Yeas; 0 Nays; 0 Answering Present.

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

Item 1(B): Item 1(B) is a request for Beginning Farmer Revenue Bond financing.

Tyler Ethan Ory Vaughn is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Sixty Thousand Dollars (\$160,000). This financing is being presented for one-time consideration.

Bond proceeds will be used to finance the acquisition of approximately 80 acres of farmland located in Big Mound Township in Wayne County.

Item 1(C): Item 1(C) is a request for Beginning Farmer Revenue Bond financing.

Curt W. & Stacey R. Robbins are requesting approval of a Final Bond Resolution in an amount not-to-exceed Two Hundred Fifty Thousand Dollars (\$250,000). This financing is being presented for one-time consideration.

Bond proceeds will be used to finance the acquisition of approximately 400 acres of farmland located in Jasper Township in Wayne County.

Item 1(D): Item 1(D) is a request for Beginning Farmer Revenue Bond financing.

Gregory S. & Shyannon R. McFarland are requesting approval of a Final Bond Resolution in an amount not-to-exceed Two Hundred Fifteen Thousand Dollars (\$215,000). This financing is being presented for one-time consideration.

Bond proceeds will be used to finance the acquisition of approximately 98 acres of farmland located in Flannigan Township in Hamilton County.

Item 1(E): Item 1(E) is a request for Beginning Farmer Revenue Bond financing.

Mason T. Muchow is requesting approval of a Final Bond Resolution in an amount not-to-exceed Two Hundred Forty-Six Thousand Seven Hundred and Eighty-Three Dollars (\$246,783). This financing is being presented for one-time consideration.

Bond proceeds will be used to finance the acquisition of approximately 41.15 acres of farmland located in West Township in Effingham County.

Item 1(F): Item 1(F) is a request for Beginning Farmer Revenue Bond financing.

Cody Heiden is requesting approval of a Final Bond Resolution in an amount not-to-exceed Two Hundred Eighty-Five Thousand Dollars (\$285,000). This financing is being presented for one-time consideration.

Bond proceeds will be used to finance the acquisition of approximately 40 acres of farmland located in Wheatland Township in Fayette County.

Item 2: Item 2 is a Young Farmer Loan Guarantee Project. The Applicant and Bank are requesting approval of a Young Farmer Loan Guarantee. This financing is being presented for one-time consideration.

Tyler & Candace J. Overton (hereinafter, the "Borrower") is requesting approval of a State Young Farmer (Farm Purchase) Loan Guarantee in an amount not-to-exceed 85%

of a proposed loan of One Hundred Ninety-Three Thousand Dollars (\$193,000). Loan proceeds will provide permanent financing for the purchase of 34 acres of farm land. The State of Illinois will guarantee up to One Hundred Sixty-Four Thousand and Fifty Dollars (\$164,050) or up to 85% of the face loan amount. This State Young Farmer (Farm Purchase) Loan Guarantee represents Illinois Agricultural Loan Guarantee Funds held in the State Treasury at risk.

Local Government Projects

Item 3: Item 3 is a request for Local Government Revenue Bond financing.

Flora Community Unit School District Number 35 is requesting approval of a Final Bond Resolution authorizing the issuance of Illinois Finance Authority Local Government Program Revenue Bonds in an amount not-to-exceed Nine Million Dollars (\$9,000,000). This project is being presented for one-time consideration.

Proceeds of the Illinois Finance Authority Local Government Program Revenue Bonds, Series 2013 (Flora Community Unit School District Number 35 Project), will be used for the purpose of purchasing certain general obligation alternate bonds (the “Local Government Securities”) from Community Unit School District Number 35, Clay, Wayne and Marion Counties, Illinois (hereinafter, the “District”). The District will use the proceeds of the Local Government Securities to (i) build and equip an elementary school building and acquire and improve the site therefor (the “Project”) and (ii) pay for certain costs associated with the issuance of the Bonds and the Local Government Securities (and together with the Project, the “Financing Purposes”).

Resolutions

Item 8: Item 8 is a Resolution Adopting the Amended and Restated Plan Document of the Illinois Finance Authority 401(a) Contribution Plan.

Chairman Brandt requested leave of the Board to use the last unanimous vote for the adoption of the following projects and resolutions: Items 1(B), 1(C), 1(D), 1(E), 1(F), 2, 3 and 8.

Leave was granted.

These projects and resolutions, having received the votes of a quorum of the Members of the Board, were declared passed.

Chairman Brandt directed Mr. Frampton to present the projects and resolutions with expected guests or abstentions to the Board.

Mr. Frampton presented the following projects and resolutions:

Resolutions

Item 6: Item 6 is a Resolution Approving the Defeasance of Financially Distressed City Debt Restructuring Revenue Refunding Bonds, Series 2010 (City of East St. Louis Project); and Related Matters.

Chairman Brandt announced that Mr. Michael Wagner, Corporation Counsel of the City of East St. Louis, Deletra Hudson, City Manager of the City of East St. Louis and Egzabia Bennett, Budget Director of the City of East St. Louis were present via audio conference and ready to speak on behalf of the resolution.

Mr. Wagner informed the Members of the Board that the City of East St. Louis supports the resolution.

Chairman Brandt recognized and thanked Mr. Wagner.

Chairman Brandt also announced that Ms. Jennifer Wilson, Operations Director of the East St. Louis Financial Advisory Authority was present via audio conference and ready to speak on behalf of the resolution.

Ms. Wilson informed the Members of the Board that the East St. Louis Financial Advisory Authority (“FAA”) also supports the resolution. However, Ms. Wilson expressed the FAA’s ongoing concerns concerning the budgetary situation facing the City of East St. Louis now that the City's reporting obligation to provide balanced budgets and audits ceases.

Chairman Brandt recognized and thanked Ms. Wilson.

Member Poole moved for the adoption of the following resolution: Item 6.

Vice Chairman Goetz seconded the motion.

And on that motion, a vote was taken resulting as follows: 10 Yeas; 0 Nays; 0 Answering Present.

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

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

Item 4: Item 4 is a request for Commercial Paper Revenue Note financing.

The Lincoln Park Zoological Society is requesting approval of a **Final** Commercial Paper Revenue Note Resolution in an amount not-to-exceed **Thirty Million Dollars** (\$30,000,000) and authorizing an amendment to the Program Resolution to increase the aggregate issuance authorization under the Commercial Paper Revenue Notes Program by \$30,000,000 for this pooled, multi-borrower financing program.

The Lincoln Park Zoological Society (the “**Borrower**”) desires to borrow an additional amount of up to \$30,000,000 of Note proceeds pursuant to a pooled tax-exempt commercial paper program for the purpose of (i) financing, refinancing or reimbursing itself for all or a portion of the costs of the acquisition, design, development, construction, renovation, remodeling and equipping of certain “cultural facilities,” as defined in the Illinois Finance Authority Act (hereinafter, the “Act”), to finance the “**New Zoo Projects**”), including capitalized interest, if any, and working capital related thereto, if any, and (ii) pay certain costs incurred in connection with the issuance of the Notes and the credit enhancement thereof, if any, all as permitted under the Act (collectively, the “**Financing Purposes**”).

Chairman Brandt announced that Mr. Troy Baresel, Senior Vice President of Operations/CFO of The Lincoln Park Zoological Society was present and ready to speak on behalf of the project.

Mr. Baresel thanked the Members of the Board for their consideration of the financing.

Chairman Brandt recognized and thanked Mr. Baresel.

Healthcare Projects

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

The Lodge of Northbrook, Inc. is requesting approval of a **Final** Bond Resolution in an amount not-to-exceed **Fifteen Million Five Hundred Thousand Dollars** (\$15,500,000).

Bond proceeds will be used by **The Lodge of Northbrook, Inc.** (the “**Corporation**” or the “**Borrower**”) to (i) repay the Borrower’s construction loan, the proceeds of which were used to (i) pay or reimburse the Borrower for, or refinance certain indebtedness the proceeds of which were used for, the payment of certain costs of acquiring, constructing, renovating, remodeling and equipping certain “projects” (as such term is defined in the Illinois Finance Authority Act)(the “Act”) for the Borrower’s housing complex for the elderly located in Northbrook, Illinois; (ii) the acquisition, construction, renovation and refinancing of various other capital improvements and equipment related to the complex; and (iii) pay certain expenses incurred in connection with the issuance of the Series 2013 Bonds and the refinancing of the construction loan, all as permitted by the Act (collectively, the “**Financing Purposes**”).

Chairman Brandt announced that Mr. Kent Braasch, President of Essex Communities, was present and ready to speak on behalf of the project.

Mr. Braasch thanked the Members of the Board for their consideration of the financing.

Chairman Brandt recognized and thanked Mr. Braasch.

Chairman Brandt requested leave of the Board to use the last unanimous vote for the adoption of the following projects: Items 4 and 5.

Leave was granted.

These projects, having received the votes of a quorum of the Members of the Board, were declared passed.

Resolutions

Item 7: Item 7 is a Resolution Authorizing the Authority to Enter into an Intergovernmental Agreement with the Suburban Bus Division of the Regional Transportation Authority under which the Authority will provide Assistance to the Suburban Bus Division with the Approval of the Regional Transportation Authority.

Vice Chairman Goetz moved for the adoption of the following resolution: Item 7.

Member Leonard seconded the motion.

And on that motion, a vote was taken resulting as follows: 9 Yeas; 0 Nays; 1 Abstain (Fuentes); 0 Answering Present.

Member Fuentes desired to be recorded as abstaining from the vote because a relative serves on the Board of Directors of the Regional Transportation Authority.

VI. Other Business

None.

VII. Public Comment

None.

VIII. Adjournment

Chairman Brandt reminded Members of the Board, Authority staff and all guests present that the regular meeting of the Board in December will be held on December 10, 2013.

At the time of 10:57 a.m., Vice Chairman Goetz moved that the Board do now adjourn until December 10, 2013, at 10:30 a.m.

Member Poole seconded the motion.

The motion prevailed.

And the Board stood adjourned.

Minutes published by:

Brad R. Fletcher

Assistant Secretary of the Board