

MINUTES OF THE APRIL 14, 2009 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 at 11:30 a.m. on April 14, 2009 at the James R. Thompson Center, Senate Conference Room, 16th Floor, Room No. 16-503, Chicago, Illinois.

Members present:

William A. Brandt, Jr., Chairman
Michael W. Goetz, Vice Chairman
Dr. William J. Barclay
Ronald E. DeNard
James J. Fuentes
Terrence M. O'Brien
Juan B. Rivera
Bradley A. Zeller

Members absent:

April D. Verrett

Vacancies:

4

Members participating by telephone:

Dr. Roger D. Herrin
Edward H. Leonard, Sr.

GENERAL BUSINESS

Call to Order, Establishment of Quorum and Roll Call

Chairman Brandt called the meeting to order at 11:48 a.m. with the above members present. Chairman Brandt welcomed members of the Board and all guests and asked Secretary, Carla Burgess Jones to call the roll. There being eight (8) members physically present, and two (2) members on the phone, Ms. Burgess Jones declared a quorum present.

Acceptance of Financial Statements

Financial statements for the period ending March 31, 2009, were presented to members of the Board and accepted by the Board. Chairman Brandt stated that the Authority's financial statements were reviewed at the regularly scheduled Committee of the Whole Meeting held today at 8:30 a.m. Chairman Brandt requested a motion to approve the March 31, 2009 Financial Statements. The motion was moved by Mr. Rivera and seconded by Dr. Barclay. The March 31, 2009 Financial Statements were unanimously approved by members of the Board.

Minutes

Chairman Brandt announced that the next order of business was to approve the minutes of the March 10, 2009 Meeting of the Board of Directors. Chairman Brandt announced that the March 10, 2009 minutes were reviewed at the regularly scheduled

Committee of the Whole Meeting held today at 8:30 a.m. The March 10, 2009 minutes were unanimously approved by members of the Board.

Executive Director's Remarks

Director Filan announced that at today's meeting eight (8) financings and four (4) Beginning Farmer Bonds will be presented to members of the board for approval. Director Filan announced that the projects being presented for approval today are expected to create 145 new jobs and 1,388 construction jobs for the State of Illinois.

Director Filan reported that the healthcare sector continues to meet with various state and local organizations in its efforts to provide financing assistance to hospitals across the State of Illinois, with particular focus on assisting safety net hospitals.

Director Filan reported that the IFA's Energy Initiative continues to progress and that the IFA will co-sponsor an information booth at the American Wind Energy Association Conference that will be held in Chicago in May, 2009.

Project Approvals

Chairman Brandt asked Mr. Rich Frampton to present the projects for consideration to the Board. Chairman Brandt announced that projects being presented today for approval were thoroughly reviewed at the Committee of the Whole Meeting held at 8:30 a.m. today.

Mr. Frampton presented the following projects for board approval:

No. 3: N-NP-TE-CD-8223 – Museum of Science and Industry

Request for preliminary approval of the issuance of 501(c)3 Bonds in an amount not-to-exceed \$115M. Bond proceeds will be used to refinance outstanding Variable Rate Demand Bonds, finance the purchase and installation of new HVAC equipment, finance and refinance capital expenditures, and pay issuance costs. This project is located in Chicago, Illinois. This project is expected to create 22 new jobs and 914 construction jobs. **(09-04-03).**

Chairman Brandt asked if there were any guests attending the meeting with respect to this project. There were no guests. Chairman Brandt asked Secretary Burgess Jones to take a roll call vote. Project No. 3 received preliminary approval with 9 ayes, 0 nays, and 1 abstention. Mr. Fuentes abstained from voting on Project No. 3 because he serves on the board of the Museum of Science and Industry.

No. 1: A-FB-TE-CD-8229 – Kal Engelkens

Request for final approval of the issuance of Beginning Farmer Bonds in an amount not-to-exceed \$240,000 for the purchase of 75 acres of farmland. This project is located in Milledgeville, Illinois. **(09-04-01).**

A-FB-TE-CD-8230 – Cody A. Purdom

Request for final approval of the issuance of Beginning Farmer Bonds in an amount not-to-exceed \$120,000 for the purchase of a 1/3 interest in 95 acres of farmland and equipment. This project is located in Marengo, Illinois. **(09-04-01).**

A-FB-TE-CD-8231 – Paul Shepherd

Request for final approval of the issuance of Beginning Farmer Bonds in an amount not-to-exceed \$110,000 for the purchase of 55 acres of farmland. This project is located in Hillsboro, Illinois. **(09-04-01).**

A-FB-TE-CD-8232 – Brian and Evelyn Bielfeldt

Request for final approval of the issuance of Beginning Farmer Bonds in an amount not-to-exceed \$95,000 for the purchase of 40 acres of farmland. This project is located in Paxton, Illinois. **(09-04-01).**

No guests attended with respect to the four (4) Beginning Farmer Bonds that were presented. Chairman Brandt asked if the Board had any questions with respect to the four (4) Beginning Farmer Bonds that were presented. There being none, Chairman Brandt asked Secretary Burgess Jones to take a roll call vote. The four (4) Beginning Farmer Bonds listed under Project No. 1 received final approval with 10 ayes, 0 nays, and 0 abstentions.

No. 2: I-ID-TE-CD-8226 – Carri Scharf Materials Company

Request for preliminary approval of the issuance of Industrial Revenue Bonds in an amount not-to-exceed \$4M. Bond proceeds will be used to finance the acquisition of new dredging equipment, finance legal and professional costs and issuance costs. This project is expected to create 9 new jobs within two years. This project is located in Spring Bay, Illinois. **(09-04-02).**

This financing will require \$4M of 2009 IFA Volume Cap.

No. 6: H-SL-RE-TE-CD-8233 – Norwood Crossing

Request for preliminary approval of the issuance of 501(c)3 Bonds in an amount not-to-exceed \$30M. Bond proceeds will be used to construct and equip a new facility, repay monies used to finance development and construction, fund interest expense, fund certain credit enhancement costs, and pay issuance costs. This project is expected to create 44 new jobs and 200 construction jobs. This project is located in Chicago, Illinois. **(09-04-06).**

No guests attended with respect to Project Nos. 2 and 6. Chairman Brandt asked if the Board had any questions with respect to Project Nos. 2 and 6. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Project Nos. 2 and 6. Leave was granted. Project Nos. 2 and 6 received preliminary approval with 10 ayes, 0 nays, and 0 abstentions.

No. 7: H-HO-TE-CD-8052 – Bethany Gardens Assisted Living Center at Bethany Terrace Nursing Center

Request for final approval of the issuance of 501(c)3 Bonds in an amount not-to-exceed \$15M. Bond proceeds will be used to finance construction, reimburse project related expenses, and fund an interest reserve account. This project is expected to create 50 new jobs and 40-50 construction jobs. This project is located in Morton Grove, Illinois. **(09-04-07).**

On behalf of the IFA Board of Directors, Chairman Brandt gave special recognition to representatives attending the meeting from MB Financial Bank on behalf of Bethany Gardens Assisted Living Center at Bethany Terrace Nursing Center. Chairman Brandt thanked MB Financial Bank for serving as a Bond Purchaser on a number of IFA 501(c)3 projects, and for the Bank's dedication to helping to create economic support in communities throughout the State of Illinois.

No. 8: H-HO-TE-CD-8234 – Provena Health

Request for final approval of the issuance of 501(c)3 Bonds in an amount not-to-exceed \$200M. Bond proceeds will be used to pay or reimburse the Borrower for, or refinance outstanding taxable indebtedness, pay a portion of the interest on the Bonds, fund one or more debt service reserve funds, provide working capital, and pay certain expenses incurred in connection with the issuance of the Bonds. This project is located in Chicago, Illinois. **(09-04-08).**

No guests attended with respect to Project Nos. 7 and 8. Chairman Brandt asked if the Board had any questions with respect to Project Nos. 7 and 8. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Project Nos. 7 and 8. Leave was granted. Project Nos. 7 and 8 received final approval with 10 ayes, 0 nays, and 0 abstentions.

Resolutions / Amendatory Resolutions

No. 9: Sunshine Through Golf Foundation Amendatory Resolution. Request to authorize execution of an Amended and Restated Trust Indenture and Loan Agreement and related documents to enable LOC replacement and an extension of the Final Maturity Date of IFA Series 2004 Bonds. **(09-04-09).**

No. 10: Prairie Power Amendatory Resolution. Request to authorize an Amendment to \$51.2M in IFA Solid Waste Disposal Facilities Revenue Bonds, Series 2008, to permit a conversion to non-AMT Status and the addition of a 13-month Interest Mode Option. **(09-04-10).**

No. 11: Local Government Bond Program Resolution. Resolution to request Authorized Pricing and Process changes to the IFA Local Government Bond Program. **(09-04-11).**

No. 12: Battery Initiative Resolution. Resolution to delegate to staff and a board sub-committee the authority to negotiate and develop financing offers with respect to an American energy independence battery initiative, subject to Board ratification if necessary. **(09-04-12).**

No guests attended with respect to Resolutions/Amendatory Resolutions Nos. 9, 10, 11 and 12. Chairman Brandt asked if the Board had any questions with respect to Resolutions/Amendatory Resolutions 9, 10, 11 and 12. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Resolutions/Amendatory Resolutions Nos. 9, 10, 11 and 12. Leave was granted. Resolutions/Amendatory Resolutions Nos. 9, 10, 11 and 12 received final approval with 10 ayes, 0 nays, and 0 abstentions.

No. 4: N-NP-TE-CD-828 – Near North Montessori School

Request for preliminary approval of the issuance of 501(c)3 Revenue Bonds in an amount not-to-exceed \$12M. Bond proceeds will be used to finance construction, renovations, purchase equipment and furnishings and to pay certain bond issuance costs. This project is expected to create 5 new jobs and 84 construction jobs. This project is located in Chicago, Illinois. **(09-04-04).**

Chairman Brandt asked if there were any guests attending the meeting with respect to Project No. 4. Ms. Sharnell Curtis-Martin, Senior Funding Manager, introduced Ms. Linda Rudnick, Finance Director and Ms. Mieko Yoshita, Operations & Facilities Director. Ms. Rudnick thanked the Board for its consideration, and gave a brief history of the school. Ms. Rudnick also shared with the Board that the financing received for this project is very critical to the school's operations costs and will provide new jobs and construction jobs for residents of Illinois.

Chairman Brandt asked if the Board had any questions for Ms. Rudnick. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Project No. 4. Leave was granted. Project No. 4 received preliminary approval with 10 ayes, 0 nays, and 0 abstentions.

No. 5: N-NP-TE-CD-8225 – Namaste Charter School

Request for final approval of the issuance of 501(c)3 Revenue Bonds in an amount not-to-exceed \$4M. Bond proceeds will be used to finance construction, purchase equipment and furnishings, pay capitalized interest and pay issuance costs. This project is expected to create 15 new jobs and 150 construction jobs. This project is located in Chicago, Illinois. **(09-04-05).**

Chairman Brandt asked if there were any guests attending the meeting with respect to Project No. 5. Ms. Sharnell Curtis-Martin, Senior Funding Manager, introduced Ms. Kathleen Clark, Director of School Operations, and Ms. Jill Levine. Ms. Levine thanked the Board for its consideration, and gave a brief summary of some of the school's activities.

Chairman Brandt asked if the Board had any questions for Ms. Levine. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Project No. 5. Leave was granted. Project No. 5 received final approval with 10 ayes, 0 nays, and 0 abstentions.

Other Business

Chairman Brandt asked if there was any other business to come before the Board. There being none, Chairman Brandt requested a motion to adjourn. Upon a motion by Mr. Goetz and seconded by Mr. O'Brien, the meeting adjourned at approximately 12:17 p.m.

Respectfully Submitted

Carla B. Burgess Jones, Secretary