

**MINUTES OF THE MAY 8, 2012 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 on May 8, 2012, at 10:30 a.m. in the Conference Center, One Prudential Plaza, 130 East Randolph Avenue, Suite 750, Chicago, Illinois 60601.

IFA Board Members Present:

1. Michael W. Goetz, Vice Chairman
2. Dr. William Barclay
3. Gila J. Bronner
4. James J. Fuentes
5. Terrence M. O’Brien
6. Edward H. Leonard, Sr.
7. Mayor Barrett F. Pedersen
8. Roger E. Poole
9. Bradley A. Zeller

IFA Board Members Excused:

1. William A. Brandt, Jr., Chairman
2. Norman M. Gold
3. Heather D. Parish

IFA Staff Present:

Christopher B. Meister, Executive Director
Richard Frampton, Vice President
Pamela A. Lenane, Vice President and Acting General Counsel
James Senica, Senior Financial Analyst
Brad R. Fletcher, Legal/Financial Analyst
Terrell Gholston, Procurement Analyst
Nora O’Brien, Legal/Financial Analyst
Sohair Omar, Policy/Operations Analyst
Menaj Chand, Intern
Stacy Liang, Intern

IFA Financial Advisor Present:

Courtney Shea, Acacia Financial Group, Inc.

Guests Present:

Jeff Aeder, Wolcott School
John F. Bibby, Jr., Jones Day
Nancy A. Burke, Chapman & Cutler LLP
Thomas Butala, The Daily Whale
Leslie T. Chapman, Lake Forest College
Elizabeth Fleming Weber, Katten Muchin Rosenman LLP
Anthe Mitrakos, Crain Communications, Inc.
James M. Snyder, Ice Miller LLP
Joseph B. Starshak, Starshak Winzenburg & Co.
Lance C. Tyson, The Tyson Law Group, LLC
Lorraine M. Tyson, Pugh, Jones & Johnson, P.C.
Steven Washington, Ice Miller LLP

I. Call to Order & Roll Call

The Board Meeting was called to order at 10:32 a.m. by Vice Chairman Goetz. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being nine Members present, a quorum was reached.

II. Chairman's Remarks

Vice Chairman Goetz welcomed Members of the Board, IFA staff and all guests present. He informed those present that Chairman Brandt was unavailable to attend today's Board Meeting.

III. Adoption of Minutes

Vice Chairman Goetz stated that both the Minutes of the Committee of the Whole Meeting and the Minutes of the Board Meeting, each held on April 10, 2012, were reviewed at the Committee of the Whole Meeting held earlier this morning. Vice Chairman Goetz requested a motion to adopt the Minutes of both Meetings held on April 10, 2012. Ms. Bronner made a motion and Mayor Pedersen seconded the motion. A roll call vote was taken and the motion was adopted.

IV. Acceptance of Financial Statements

Vice Chairman Goetz stated that the Financial Statements for the Month ended April 30, 2012 were reviewed at the Committee of the Whole Meeting held earlier this morning. Vice Chairman Goetz asked if the Members of the Board had any questions related to the Financial Statements for the Month ended April 30, 2012. There being none, Vice Chairman Goetz requested leave to apply the previous roll call vote in favor of accepting the Financial Statements for the Month ended April 30, 2012. Leave was granted unanimously.

Project Approvals

Vice Chairman Goetz asked Mr. Frampton to present the projects and resolutions to the Board.

Mr. Frampton presented each of the following projects and resolutions:

Agriculture – Beginning Farmer Bonds

Item No. 1A: Brian C. Barth - \$185,000

Brian C. Barth is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Eighty Five Thousand Dollars (\$185,000). Bond proceeds will be used to finance the acquisition of approximately 97 acres of farmland located in Tamalco Township in Bond County.

Item No. 1B: Eric T. and Elizabeth Hays - \$220,500

Eric T. and Elizabeth Hays are requesting approval of a Final Bond Resolution in an amount not-to-exceed Two Hundred Twenty Thousand Five Hundred Dollars (\$220,500). Bond proceeds will be used to finance the acquisition of approximately 126 acres of farmland located in Loraine and Yorktown Township in Henry County.

Item No. 1C: Jason and Julie Norman - \$488,600

Jason and Julie Norman are requesting approval of a Final Bond Resolution in an amount not-to-exceed Four Hundred Eighty Eight Thousand Six Hundred Dollars (\$488,600). Bond proceeds will be used to finance the acquisition of approximately 184 acres of farmland located in Albany and Newton Township in Whiteside County.

Item No. 1D: John C. Doty - \$188,000

John C. Doty is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Eighty Eight Thousand Dollars (\$188,000). Bond proceeds will be used to finance the acquisition of approximately 47 acres of farmland located in Mattoon Township in Coles County.

Agriculture – Agri-Debt Guarantee

Item No. 2: Bill Pigott - \$440,000

Bill Pigott is requesting approval of a Final Agri-Debt Guarantee Resolution in an amount not-to-exceed Four Hundred Forty Thousand Dollars (\$440,000).

Loan proceeds will be used to refinance existing equipment and real estate loans. The Agri-Debt Guarantee of Eighty-five percent of the Loan, or Three Hundred Seventy Four Thousand Dollars (\$374,000), is a full faith and credit obligation of the State of Illinois.

Educational, Cultural, and Non-Healthcare 501(c)(3) – 501(c)(3) Revenue Bonds

Item No. 3: Loyola University of Chicago - \$150,000,000

Loyola University of Chicago is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Fifty Million Dollars (\$150,000,000).

Bond proceeds, together with other available funds, will be used to (i) finance, refinance or reimburse the University for all or a portion of the costs, including capitalized interest, if any, of the acquisition, construction, renovation, improvement and equipping of certain of its facilities including, without limitation, two new student residence facilities and a new academic building, the renovation and equipping of certain existing academic and residential facilities and the completion of various other campus renovations and improvements and the equipping of the same (collectively, the “New Projects”), (ii) refund, advance refund or provide for payment of all or a portion of the outstanding Illinois Educational Facilities Authority Revenue Bonds, Loyola University of Chicago, Series 2003A (the “Refunded Series 2003A Bonds”), (iii) refund, advance refund or provide for the payment of all or a portion of the outstanding Illinois Finance Authority Revenue Bonds, Loyola University of Chicago, Series 2004A (the “Refunded Series 2004A Bonds” and, together with the Refunded Series 2003A Bonds, the “Prior Bonds”), (iv) pay certain working capital expenditures if deemed desirable by the University, (v) fund one or more debt service reserve funds required to be maintained in accordance with one or more Trust Indentures between the Authority and one or more trust companies or banks having the powers of a trust company, as trustee, and (vi) pay certain costs relating to the issuance of the Bonds, including the costs of bond insurance or other credit or liquidity enhancement, if any, and certain costs incurred in connection with the refunding, advance refunding or provision for payment of all or a portion of the Prior Bonds (and collectively with the New Projects and Prior Bonds, the “Financing Purposes”).

This Project is projected to create up to 25 new jobs and 296 construction jobs.

Additionally, the amount not-to-exceed One Hundred Fifty Million Dollars (\$150,000,000) is a parameter; the anticipated Par amount for the IFA Series 2012 Bonds is now estimated at approximately Ninety Four Million Two Hundred Thousand Dollars (\$94,200,000).

Item No. 4: Illinois Wesleyan University - \$14,000,000

Illinois Wesleyan University is requesting approval of a Final Bond Resolution in an amount not-to-exceed Fourteen Million Dollars (\$14,000,000).

Bond proceeds, together with other available funds, will be used to (i) refund, advance refund, or provide for the payment of all or a portion of the outstanding principal amount of the University's outstanding Illinois Development Finance Authority Revenue Bonds, Series 2001 (the "Prior Bonds"), (ii) without limitation, finance the construction of residence facilities and the completion of various other campus renovations and improvements (the "Project"), and (iii) make any deposit to certain funds, including debt service reserve funds, required to be maintained in accordance with a Trust Indenture and pay costs associated with the issuance of the Bonds (collectively, with the Prior Bonds and the Project, the "Financing Purposes").

This Project is projected to create up to 3 new jobs and 20 construction jobs.

Healthcare – 501(c)(3) Revenue Bonds

Item No. 7: The University of Chicago Medical Center - \$85,000,000

The University of Chicago Medical Center is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Eighty Five Million Dollars (\$85,000,000).

Bond proceeds will be used to: (i) refund The University of Chicago Medical Center IHFA Series 2001 Bonds and (ii) pay associated costs of issuance.

Resolutions

Item No. 8: Resolution authorizing the execution and delivery of an Amendment to the Bond and Loan Agreement in connection with Illinois Finance Authority Industrial Development Revenue Bonds (Peddinghaus Corporation Project), Series 2007

Item No. 9: Resolution authorizing the IFA to become a Co-Grantee on the Revolving Loan Fund Grant, Project Number 06-19-01916 awarded by the United States Department of Commerce Economic Development Administration to the Illinois Department of Commerce and Economic Opportunity (as successor to the Illinois Department of Commerce and Community Affairs and, collectively with the IFA, the "Co-Grantees") and designating the Executive Director of the IFA as the Authorized Representative of the Co-Grantees

Vice Chairman Goetz asked if the Members of the Board had any questions related to any of the projects or resolutions presented. There being none, Vice Chairman Goetz requested leave to apply the previous roll call vote in favor of each project and resolution. Leave was granted unanimously.

Vice Chairman Goetz asked Mr. Frampton to present the projects which have guests present whom wish to speak in support of their respective project.

Mr. Frampton presented each of the following projects:

Educational, Cultural, and Non-Healthcare 501(c)(3) – 501(c)(3) Revenue Bonds

Item No. 5: 524 Wolcott LLC and Wolcott School - \$3,000,000

524 Wolcott LLC and Wolcott School is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Million Dollars (\$3,000,000).

Bond proceeds, together with other available funds, will be used to finance a portion of the cost of (i) constructing, equipping and improving a building located at 524 N. Wolcott, Chicago, Illinois to be used as a private high school to serve children with learning differences (the “Project”) and (ii) pay all or a portion of the costs of issuing the Bonds (and together with the Project, the “Financing Purposes”).

This Project is projected to create up to 20 new jobs and 22 construction jobs.

Jeff Aeder, Founder of Wolcott School, presented to the Members of the Board a brief summation of the reasons for undertaking this financing, including the need for the city of Chicago to have a dedicated high school serving children with learning differences. Mr. Aeder thanked the Members of the Board for their consideration of this financing.

Vice Chairman Goetz thanked Mr. Aeder for his appearance before the Board. Vice Chairman Goetz asked if the Members of the Board had any questions related to this Project. There being none, Vice Chairman Goetz requested leave to apply the previous roll call vote in favor of this Project. Leave was granted unanimously.

Item No. 6: Lake Forest College – \$43,500,000

Lake Forest College is requesting approval of a Preliminary Bond Resolution in an amount not to exceed Forty Three Million Five Hundred Thousand Dollars (\$43,500,000).

Bond proceeds, together with other available funds, will be used to (i) finance the demolition of existing facilities and related site preparation, and the design, development, construction, furnishing, and equipping of an approximately 60,000 square foot, 235-bed student housing facility consisting of a residential building

and related facilities (the “Project”), and including the costs of demolition of the existing building on the site, (ii) refund, advance refund or provide for the payment of all or a portion of the outstanding balance of Illinois Educational Facilities Authority Series 1998 Revenue Bonds (the “Prior Bonds”), if deemed necessary and desirable by the Borrower, and (iii) fund a portion of interest on the Bonds, if deemed necessary and desirable, (iv) fund a debt service reserve fund, if deemed necessary or desirable, (v) pays expenses incurred in connection with issuance of the Bonds, including bond insurance, if deemed necessary or desirable by the Borrower (and, collectively, with the Project and Prior Bonds, the “Financing Purposes”).

This Project is expected to create up to 3 new jobs and 25 construction jobs.

Leslie T. Chapman, Vice President for Business Affairs of Lake Forest College, informed the Members of the Board that Lake Forest College is currently in its second year of a five-year enrollment growth plan. As such, Lake Forest College requires an additional housing facility to accommodate its strategic plan which also includes demolishing an existing facility built in 1893. Ms. Chapman thanked the Members of the Board for their consideration of this financing.

Vice Chairman Goetz thanked Ms. Chapman for her appearance before the Board. Vice Chairman Goetz asked if the Members of the Board had any questions related to this Project. There being none, Vice Chairman Goetz requested leave to apply the previous roll call vote in favor of this Project. Leave was granted unanimously.

VII. Other Business

None.

VIII. Public Comment

None.

IX. Adjournment

Vice Chairman Goetz requested a motion to adjourn the Board Meeting. A motion to adjourn was made by Mr. Leonard and seconded by Mayor Pedersen. The motion was adopted unanimously.

The Board Meeting adjourned at 10:50 a.m.

Minutes submitted by:
Brad R. Fletcher
Assistant Secretary of the Board