

## **Resolution Number 2004-7**

### **Resolution Concerning the Administration of Debt Issues of the Illinois Finance Authority and its Predecessor Authorities**

WHEREAS, the Illinois Finance Authority (the "Authority") has been created by the Illinois Finance Authority Act, 20 Illinois Compiled Statutes 3501/801-1 et seq. (the "Act"); and

WHEREAS, pursuant to Section 845-75 of the Act, the rights, powers, duties and responsibilities formerly exercised by the Illinois Development Finance Authority; the Illinois Farm Development Authority; the Illinois Health Facilities Authority; the Illinois Educational Facilities Authority; the Illinois Community Development Finance Corporation; the Illinois Rural Bond Bank and the Research Park Authority (the "Predecessor Authorities") are now the rights, powers, duties and responsibilities of the Authority, which are to be assumed and exercised by the Authority in accordance with the Act; and

WHEREAS, certain of the Predecessor Authorities have in the past and the Authority may in the future issue bonds, notes or other obligations of one or more series, including without limitation bonds, notes or other obligations to finance revolving pooled financing programs or arrangements (the "Bonds"), under certain trust agreements, trust indentures and other security documents (the "Indentures"); and

WHEREAS, to evidence the loan of the proceeds of Bonds, certain of the Predecessor Authorities have previously entered into and the Authority may in the future enter into certain loan agreements, mortgages or other financing agreements (the "Agreements") with certain "persons," as such term is defined in the Act (the "Borrowers"); and

WHEREAS, in connection with the issuance of the various series of Bonds, certain of the Predecessor Authorities have previously executed and delivered or approved and the Authority may in the future execute and deliver or approve certain remarketing agreements (the "Remarketing Agreements"), providing for the remarketing of the Bonds that are to be purchased

from the owners thereof in accordance with the provisions of the related Indentures by the Remarketing Agents named in such Remarketing Agreements (the “Remarketing Agents”); and

WHEREAS, the Indentures and the Agreements provide or may provide that the Remarketing Agents may be replaced under certain circumstances which may require that the related Remarketing Agreement be amended (the “Remarketing Replacements”); and

WHEREAS, in connection with the issuance of various series of Bonds, certain of the Predecessor Authorities have also previously approved and the Authority may in the future approve certain agreements (the “Credit Facility Agreements”) between the Borrowers and certain providers of certain letters of credit, lines of credit, bond purchase agreements, reimbursement agreements, bond insurance policies or other similar liquidity or support arrangements (the “Credit Facilities”), to secure the purchase of the Bonds as required by the provisions of the related Indentures and/or to secure the payment of principal of and interest on such Bonds; and

WHEREAS, from time to time such Credit Facility Agreements and/or Credit Facilities will be required to be extended, renewed or replaced with renewal or alternate Credit Facility Agreements and/or Credit Facilities pursuant to the terms of such Credit Facility Agreements and/or Credit Facilities and the related Indenture (collectively, the “Credit Facility Replacements”); and

WHEREAS, Borrowers on certain occasions may elect to prepay or refinance the loans made pursuant to the Agreements in order to provide for payment of the related Bonds from funds other than proceeds of the Bonds (the “Prepayments”); and

WHEREAS, from time to time bond trustees may resign, be removed, be dissolved, be liquidated, otherwise become incapable of acting under the Indenture pursuant to which they

were appointed or no longer qualify to serve as a trustee under the applicable Indenture or the Act; and

WHEREAS, one of the conditions in certain Indentures is or may be that, upon the resignation, removal, dissolution, liquidation or other incapacity of a bond trustee, the Authority approve or appoint a temporary or permanent successor or replacement bond trustee (collectively, the “Trustee Replacements”); and

WHEREAS, certain of the Bonds are or will be secured by obligations issued under a Master Trust Indenture (the “Master Indenture”) executed and delivered by a Borrower to a bank or trust company (the “Master Trustee”); and

WHEREAS, the related Agreements provide or may provide that so long as the Bonds to which they are related remain outstanding, any provisions of the related Master Indentures which provide for approval, consent or appointment by the related Master Trustee, provide that anything must be satisfactory or acceptable to the related Master Trustee, allow the related Master Trustee to request anything or contain similar provisions granting discretion to the related Master Trustee shall be deemed to also require or allow, as the case may be, the approval, consent, appointment, satisfaction, acceptance, request or like exercise of discretion of or by the Authority (the “Master Indenture Consents”); and

WHEREAS, certain of the Master Indentures may also provide that so long as the Bonds remain outstanding, any commitment (including without limitation letters or lines of credit or insurance) (the “Commitments”) securing certain types of Indebtedness (as defined in the Master Indenture) and the provider thereof must be acceptable to the Authority (the “Commitment Consents”); and

WHEREAS, certain of the Predecessor Authorities have in the past issued and the Authority may in the future issue Bonds which bear interest at varying rates per annum in one or

more interest rate modes (each a “Mode”) during which Modes the rates of interest on the Bonds are or may be reset daily, weekly, monthly, annually or at such other times as may be specified in the related Indentures or which rates of interest may be fixed for so long as such Bonds remain outstanding; and

WHEREAS, such Indentures provide or may provide for the conversion of the interest rate Mode of a series of Bonds, or a portion thereof, from one interest rate Mode to another interest rate Mode, including a conversion from varying rates of interest to fixed rates of interest, upon the satisfaction of certain conditions set forth in the related Indenture (the “Mode Conversions”); and

WHEREAS, certain of the Predecessor Authorities have refunded or the Authority may refund certain of the Bonds to maturity or to an earlier date fixed for redemption pursuant to supplements to the Indentures or pursuant to escrow agreements (collectively, the “Escrow Documents”); and

WHEREAS, certain of such Escrow Documents provide that the securities held thereunder to provide for the payment of the refunded Bonds can be released in exchange for other securities upon the satisfaction of certain conditions (the “Securities Substitutions”); and

WHEREAS, the Indentures require or may require the consent or approval of the Authority to transfer moneys and/or securities from one of the trust funds created under an Indenture to another such trust fund (the “Transfers”); and

WHEREAS, from time to time Borrowers desire to amend the definitions of “Land,” “Project,” “Bond Financed Property” and similar terms under the related Indenture and related Agreement (“Property Amendments”); and

WHEREAS, in connection with certain of such Remarketing Replacements, Credit Facility Replacements, Prepayments, Trustee Replacements, Master Indenture Consents, Commitment

Consents, Mode Conversions, Securities Substitutions, Transfers and Property Amendments, a Borrower may request that the Authority execute amendments to a related Indenture, Agreement, Remarketing Agreement, Credit Facility Agreement, Credit Facility, Escrow Document or other related documents, give certain consents or approvals, give releases from the related Indenture and/or Agreement or execute and deliver related certificates and notices; and

WHEREAS, in order to facilitate the above-mentioned activities, the Authority wishes to delegate to its Chairman, its Treasurer, any one of its other Members, and its Executive Director (collectively, the “Authorized Officers”), the authority to, upon the request of a Borrower, take such actions described above.

NOW, THEREFORE, BE IT RESOLVED BY THE ILLINOIS FINANCE AUTHORITY, AS FOLLOWS:

**Section 1. Remarketing Replacements.** The Authority does hereby authorize and approve the execution and delivery in the name of, for, and on behalf of, the Authority by any one of the Authorized Officers of any amendment, consent or approval necessary in connection with the substitution of Remarketing Agents or the amendment in connection therewith of the related Indentures, Agreements, Remarketing Agreements or other related documents, as the case may be, each such amendment, consent or approval to be in such form as shall be approved by the Authorized Officer executing the same, with such execution and delivery to constitute conclusive evidence of such person’s approval and the Authority’s approval of the form of such amendments, consents or approvals.

**Section 2. Credit Facility Replacements.** The Authority does hereby authorize and approve the execution and delivery by any one of the Authorized Officers of any supplemental Indenture or supplemental Agreement in connection with a Credit Facility Replacement, such supplemental Indenture or supplemental Agreement to be in a form satisfactory to the person executing such supplemental Indenture or supplemental Agreement, with such execution to

constitute conclusive evidence of such person's approval and the Authority's approval of the form thereof.

The Authority does hereby authorize and approve the execution and delivery by any one of the Authorized Officers of any consent, certificate or approval necessary or desirable in connection with a Credit Facility Replacement, including, without limitation, the approval of such renewal or alternate Credit Facility Agreement and/or Credit Facility each in the form as shall be approved by the Authorized Officer executing the same, with such execution to constitute conclusive evidence of such person's approval and the Authority's approval of the form of such Credit Facility Agreement and/or Credit Facility, as the case may be.

**Section 3. Borrower Prepayments.** The Authorized Officers are each hereby authorized and directed to execute and deliver certain amendments to or releases from the related Indenture and/or Agreement and to execute and deliver related certificates and notices (collectively, the "Release Documents") in order to facilitate Prepayments, such Release Documents to be in such forms as shall be acceptable to the Authorized Officer executing the same, with such execution to constitute conclusive evidence of such person's approval and the Authority's approval of such forms.

**Section 4. Trustee Replacements.** The Authority does hereby authorize any one of the Authorized Officers to appoint, in accordance with the provisions of the relevant Indenture and, where the same is required or such Authorized Officer deems it appropriate, upon the request of a Borrower, a temporary or permanent successor or replacement bond trustee, which temporary or permanent successor or replacement bond trustee shall be a trust company or bank in the State of Illinois having the powers of a trust company and otherwise meeting the requirements of the Act and which bank or trust company is willing to accept such appointment from the Authority.

The Authority does hereby authorize and approve the execution and delivery by any one of the Authorized Officers of any supplemental Indenture, supplemental Agreement or any other necessary or desirable instruments in connection with a Trustee Replacement, such instrument to be in a form satisfactory to the person executing such supplemental Indenture, supplemental Agreement or other instrument, with such execution to constitute conclusive evidence of such person's approval and the Authority's approval of the form thereof; provided, however, that all requirements of the governing instrument are satisfied and that the person acting on behalf of the Authority shall have received all documents as such person shall require.

The Authority does hereby authorize and approve the execution and delivery by any one of the Authorized Officers of any consent, certificate or approval which such Authorized Officer deems necessary or desirable in connection with a Trustee Replacement, including, without limitation, the approval or consent to the transfer of moneys, securities, documents or notes, such consent, certificate or approval to be in such form as shall be acceptable to the Authorized Officer executing the same, with such execution to constitute conclusive evidence of such person's approval and the Authority's approval of the form thereof.

**Section 5. Master Indenture Consents.** The Authority does hereby authorize any one of the Authorized Officers approve, execute or otherwise grant Master Indenture Consents, to approve supplements to any Master Indenture in connection with Master Indenture Consents, and to approve any required certificates, reports and opinions to be delivered in connection with Master Indenture Consents, with the execution and delivery of such Master Indenture Consents or approvals to constitute conclusive evidence of such person's approval and the Authority's approval of the form thereof.

**Section 6. Commitment Consents.** The Authority does hereby authorize any one of the Authorized Officers to approve, execute or otherwise grant Commitment Consents with the

execution and delivery of such Commitment Consents or approvals to constitute conclusive evidence of such person's approval and the Authority's approval of the form thereof.

**Section 7. Mode Conversions.** The Authority does hereby authorize any one of the Authorized Officers to approve Mode Conversions on any series of Bonds, or a portion thereof, including without limitation a conversion from varying rates of interest to fixed rates of interest.

The Authority does hereby authorize the execution and delivery by any one of its Authorized Officers of any amendments or supplements to an Indenture or to an Agreement and such other documents, if any, as are deemed necessary or appropriate to accomplish a Mode Conversion, such supplemental Indenture, supplemental Agreement or other document to be in a form satisfactory to the person executing the same on behalf of the Authority, with such execution to constitute conclusive evidence of such person's approval and the Authority's approval of the form thereof.

**Section 8. Securities Substitutions.** The Authority does hereby authorize and approve the execution by any one of its Authorized Officers of any supplemental Escrow Document providing for a Securities Substitution in a form satisfactory to the person executing the same with such execution to constitute conclusive evidence of such person's approval and the Authority's approval of the form thereof.

**Section 9. Transfers.** The Authority does hereby authorize any one of the Authorized Officers to consent to or approve any Transfers.

**Section 10. Property Amendments.** The Authority does hereby authorize and approve the execution by any one of its Authorized Officers of any supplemental Indenture, Agreement or other document providing for Property Amendments in a form satisfactory to the person executing the same with such execution to constitute conclusive evidence of such person's approval and the Authority's approval of the form thereof.



**Section 11. Authorization and Ratification of Acts.** The Authorized Officers are each hereby authorized and directed to do all such acts and things and to execute and deliver all such documents (including, without limitation, the execution and delivery of all affidavits, agreements, acknowledgments, appointments, assignments, certificates, consents, directions, supplemental Indentures, supplemental Agreements or other documents in such form, and containing such provisions, as may be considered necessary or desirable by any Authorized Officer, the approval on behalf of the Authority of the form, content, necessity or desirability of any such affidavit, agreement, acknowledgment, appointment, assignment, certificate, consent, direction, supplemental Indenture, supplemental Agreement or other document to be conclusively evidenced by any such Authorized Officer's execution thereof on behalf of the Authority) as may be necessary to carry out and comply with the provisions of this resolution, and when executed and delivered as hereinabove provided, each such document and all of the acts and doings of the Authorized Officers which are in conformity with the intent and purposes of this resolution, whether heretofore or hereafter taken or done, including specifically without limitation, the execution and delivery of such document as aforesaid, shall be and are hereby ratified, confirmed and approved.

**Section 12. Authorization to Remain in Effect.** The foregoing authorizations and approvals shall remain in full force and effect until rescinded by further action of the Authority.

**Section 13. Delivery of Resolution.** The person executing any supplemental Indenture, supplemental Agreement, supplemental Escrow Document, consent, approval or any other necessary or desirable document pursuant to this resolution is hereby authorized to deliver a certified copy of this resolution as evidence that the Authority has approved the same if the requirements of this resolution are met.

**Section 14. Documents and Approvals Binding.** When any document, approval or consent is executed and delivered on behalf of the Authority as hereinabove provided, such document, approval or consent shall be binding upon the Authority; provided that all requirements of the governing instrument or instruments are satisfied and that the person acting on behalf of the Authority shall have received all other documents as such person shall require, including, without limitation, an opinion of bond counsel to the effect that the action to which such document, approval or consent relates will not have an adverse effect on any exemption from federal income taxation to which the interest on any related Bond would otherwise be entitled.

**Section 15. Incorporation of Preambles.** The preambles to this resolution are incorporated by reference as part of this resolution.

**Section 16. Authority.** This resolution is adopted pursuant to Section 801-25, Section 801-30 and Section 801-40 of the Act.

**Section 17. Enactment.** This resolution shall take effect immediately. If any section, paragraph or provision of this resolution shall be held to be invalid or unenforceable for any reason, the invalidity or unenforceability of such section, paragraph or provision shall not affect any of the remaining provisions of this resolution.

Adopted this 5<sup>th</sup> day of January, 2004, by roll call vote as follows:

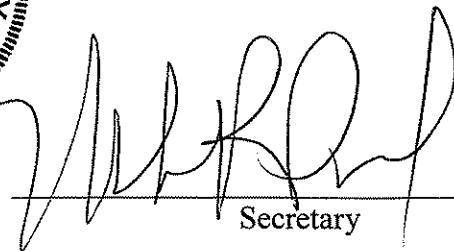
Ayes: 8

Nays: 0

Abstain: 0

Absent: 1



  
Secretary