

**MINUTES OF THE JANUARY 8, 2013 MEETING OF THE COMMITTEE OF THE WHOLE
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 Committee of the Whole Meeting on January 8, 2013, at 9:30 a.m. in the Chicago Office of the IFA, 180 North Stetson Avenue, Suite 2555, Chicago, Illinois 60601.

IFA Committee of the Whole Members Present:

1. Michael W. Goetz, Vice Chairman
2. Gila J. Bronner
3. James J. Fuentes
4. Norman M. Gold
5. Lerry Knox
6. Terrence M. O’Brien
7. Heather D. Parish
8. Mayor Barrett F. Pedersen
9. Roger E. Poole
10. Mordecai Tessler
11. Bradley A. Zeller

IFA Committee of the Whole Members Excused:

1. William A. Brandt, Jr., Chairman
2. Dr. William Barclay
3. Edward H. Leonard, Sr.

IFA Staff Present:

Christopher B. Meister, Executive Director
Richard Frampton, Vice President
Pamela A. Lenane, Vice President and Acting General Counsel
Ximena Granda, Assistant Chief Financial Officer
James Senica, Senior Financial Analyst (via audio conference)
Brad R. Fletcher, Legal/Financial Analyst
Nora O’Brien, Legal/Financial Analyst
Terrell Gholston, Procurement Analyst

IFA Financial Advisor Present:

Courtney Shea, Acacia Financial Group, Inc.

I. Call to Order & Roll Call

The Committee of the Whole Meeting was called to order at 9:32 a.m. by Vice Chairman Goetz. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being eleven members physically present, a quorum was reached.

II. Chairman’s Remarks

Vice Chairman Goetz confirmed that Chairman Brandt would be unavailable for today’s meetings.

III. Message from the Executive Director

Executive Director Meister wished a happy new year to members of the Board, IFA staff and all guests present.

Mr. Meister thanked members of the Board for appearing for the Special Board Meeting held on December 20, 2012 to consider approval of the Clare Oaks bond issuance, which did in fact close on December 31, 2012. It is Mr. Meister's hope that Board meetings called at times other than at those times regularly scheduled will continue to be rare.

Mr. Meister stated that while the fiscal cliff was averted by a last-minute deal, the challenges facing qualified private activity bonds and their tax-exemption in the municipal market will continue as Congress deferred for two months the \$1.2 trillion in across-the-board spending cuts. Conduit financing is the core business of IFA, and therefore, IFA must be mindful that history suggests when large federal deficits persist, so will discussions on all direct and indirect federal expenditures (including municipal bond debt).

More specifically, President Obama has proposed a 28% cap on the value of tax preferences, including tax-exempt interest for municipal bonds. According to Mr. Meister, this may have a rather traumatic effect on IFA's core business.

Vice Chairman Goetz requested that Mr. Meister inform the Board of any updates as they become available.

IV. Consideration of the Minutes

Vice Chairman Goetz requested a motion to adopt the Minutes of the Committee of Whole Meeting held on December 11, 2012. Mayor Pedersen made a motion and Ms. Bronner seconded the motion. A voice vote was taken and the minutes were approved unanimously.

V. Presentation and Consideration of the Financial Statements

Mrs. Granda explained that Total Revenue for December ended at \$374,422 or \$102,893 or 21.56% below the Fiscal Year ("FY") 2013 Budget. In December, there were six closings: three in the Business & Industry market sector, one in the Healthcare market sector and two in the Agriculture market sector. These fees totaled \$288,203. Year-to-Date Total Revenue for the period ended December 31, 2012 was \$2,979,532, an amount that was \$42,518 or 1.425% above the FY 2013 budget.

Comparing Actual Total Revenues for FY 2013 to Actual Total Revenues for FY 2012, FY 2013 is unfavorable by \$114,777 or 3.71% below the Actual Total Revenues for FY 2012. This was primarily due to U.S. Securities & Exchange Commission settlements received in FY 2012. However, administrative and closing fees for FY 2013 are favorable by \$1,045,274 or 77.46% above Actual Total Revenues for FY 2012.

Total Expenses for December ended at \$373,469 or \$70,069 or 23.09% above the FY 2013 Budget. This is primarily due to higher than expected costs in professional services. More specifically, in December there was an adjustment made to a data processing line item due to receipt of the website redesign invoice. The work performed to the website should have been capitalized instead of expensed. The appropriate adjustment was made with the respective adjustment to depreciation expense as well. Year-to-Date Total Expenses ended at \$1,876,220 or \$42,431 or 2.31% above the FY 2013 Budget.

Comparing Actual Total Expenses for FY 2013 to Actual Total Expenses for FY 2012, FY 2013 is up by \$84,305 or 4.70% - primarily due to professional services.

December ended with a Net Income of \$10,453 or \$163,462 or 93.99% below the FY 2013 Budget. This is primarily due to lower than expected administrative and closing fees and higher than expected professional services costs. In fact, Year-to-Date Net Income is \$1,429,965 or \$326,740 or 29.62% above the FY13 Budget. This is due to administrative and closing fees, recovery of bad debt, transfers received from Venture Capital portfolio sale and the close-out of the Title IX program.

IFA's balance sheet remains strong. In December, there was one loan payoff for a total of \$440,779. Total Loan payoffs for FY 2013 are \$818,767 (from four loans).

Concerning audit matters, IFA's Financial Audit Report for Fiscal Year 2012 was released by the Office of the Illinois Auditor General on December 20, 2012. The Audit Committee met before this morning's Committee of the Whole Meeting to review and discuss full detail the Fiscal Year 2012 Financial Audit Report and the Audit Finding Corrective Action Plan for Fiscal Year 2011 and Fiscal Year 2012, as well as the Internal Audit being conducted by Crowe Horwath, LLP.

Mrs. Granda also stated that IFA's Compliance Report for Fiscal Year 2012 is being reviewed by the Office of the Illinois Auditor General, but IFA is unsure when the aforementioned report will be released.

Vice Chairman Goetz inquired as to what professional services were leading to higher than expected expenses. Mrs. Granda explained that this was due to legal fees, website redesign and communications.

Ms. Bronner asked why communication costs rose unexpectedly. Mr. Meister confirmed that those unforeseen communication costs consisted of time devoted to IFA's drought relief program and marketing of Midwestern Disaster Area Bonds. Moreover, legal fees rose due to continuing work in connection with the Illinois Medical District Commission and their outstanding Series 2006 Bonds. Finally, the recovery of an old loan attributed to higher than expected legal fees.

Mrs. Granda and Mr. Meister also stated that legal fees due to the Illinois Environmental Protection Agency State Revolving Fund and the related procurement of services caused legal fees to rise.

VI. Committee Reports

Agriculture Committee

Mr. Zeller reported that the Agriculture Committee reviewed two Beginning Farmer Bond projects for this month's agenda and recommended them for approval.

Audit Committee

Ms. Bronner stated that the Audit Committee met before the Committee of the Whole Meeting. Ms. Bronner stated that Mrs. Granda presented a thorough summation of Illinois Auditor General's Financial Audit Report for FY 2012 and Crowe Horwath, LLP's audit reports.

Present at the Audit Committee meeting were representatives of the Office of Illinois Auditor General and Crowe Horwath, LLP. Ms. Bronner stated Crowe Horwath, LLP discussed operational, compliance, financial and information systems audit reports with the Audit Committee – which proved to be very constructive. Those discussions will be formative in the Audit Finding Corrective Action Plan.

The Audit Committee reviewed and adopted the Identity Theft Prevention Program/Personal Information Protection Policy.

Ms. Bronner stated that Mr. Meister circulated to members of the Audit Committee IFA's Annual Report which will soon be released.

Finally, Ms. Bronner commented on the Board's diligence in attaining its Open Meetings Act training and likewise informed fellow members of the Board that a full report will be made available to them once the Fiscal Year 2012 Compliance Audit Report is finalized.

Healthcare Committee

Ms. Lenane reported that the Healthcare Committee reviewed three projects and two resolutions for this month's agenda and recommended them for approval.

Ms. Lenane stated that she attended the annual Municipal Securities Rulemaking Board ("MSRB") meeting on behalf of the National Association of Health and Educational Facilities Finance Authorities; Ms. Lenane reported that the MSRB Chairman Jay Goldstone informed those present the definition of what constitutes a "Municipal Advisor" will be released sometime this year. This is a matter of importance for IFA, as IFA Board members are appointed by the Office of the Governor and serve on a volunteer basis.

Likewise, Ms. Lenane reported that there was a lively discussion at the MSRB annual meeting in connection with the challenges facing qualified private activity bonds and their tax-exemption in the municipal market.

Ms. Lenane and Mr. Frampton engaged in a discussion concerning the aforementioned challenges.

Mr. O'Brien inquired as to what would become of IFA if tax-exemption of qualified private activity bonds was eliminated. Executive Director Meister stated if that were to occur, a plan would be presented to the Board that successfully manages IFA's portfolio of outstanding bonds in partnership with the Office of the Governor and the Illinois General Assembly. Furthermore, while there has been some preliminary discussion in connection with the IFA issuing taxable debt for borrowers, it is Mr. Meister's belief that any new business derived from issuing taxable bonds would not be sufficient to cover IFA's current expenses.

Mr. Frampton provided further historical context concerning how previous finance authorities adopted to changes made to qualified private activity bonds in the past. Ms. Lenane, likewise, provided some insight. Finally, Mr. Frampton and Ms. Lenane engaged in a discussion concerning federal tax rates and how proposals such as the 28% cap on the value of tax preferences, including tax-exempt interest for municipal bonds, would affect bond purchasers.

VII. Project Reports and Resolutions

Mr. Senica presented each of the following projects:

Agriculture Projects - Beginning Farmer Bonds

Item No. 1A: Steven R. Herrington - \$337,500

Steven R. Herrington is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Hundred Thirty-Seven Thousand Five Hundred Dollars (\$337,500). Bond proceeds will be used to finance the acquisition of approximately 45 acres of farmland located in Paris Township in Edgar County.

Item No. 1B: Keeley Michael Kabala – \$346,800

Keeley Michael Kabala is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Hundred Forty-Six Thousand Eight Hundred Dollars (\$346,800). Bond proceeds will be used to finance the acquisition of approximately 57.5 acres of farmland located in Atkinson Township in Henry County.

Mr. Frampton presented the following project:

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

Item No. 2: American College of Chest Physicians - \$18,000,000

American College of Chest Physicians is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Eighteen Million Dollars (\$18,000,000).

Bond proceeds will be issued on behalf of the American College of Chest Physicians (“ACCP”, the “College”, or the “Borrower”) and used, together with certain other funds, to (i) finance, refinance, or reimburse all or a portion of the costs associated with the acquisition of land, and the acquisition, design, development, construction, furnishing and equipping of a new building and related improvements thereon located at 2595 Patriot Blvd. in Glenview (Cook County), Illinois to be used as an educational and training facility including one or more simulators, an auditorium, classrooms, administrative offices and various other educational and training facilities (the “Project”), and, prospectively to also, (ii) pay capitalized interest during construction; fund a debt service reserve fund; fund certain working capital expenditures relating to the project; and, to pay certain expenses incurred in connection with the issuance of the Bond, if these prospective uses of bond proceeds are deemed necessary or desirable by the Borrower (and together with the Project, the “Financing Purposes”).

Ms. Lenane presented each of the following projects and resolutions:

Healthcare – 501(c)(3) Revenue Bonds

Item No. 3: Franciscan Communities, Inc. – \$160,000,000

Franciscan Communities, Inc. is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Sixty Million Dollars (\$160,000,000).

Bond proceeds will be used by Franciscan Communities, Inc. (“FC”) and/or University Place, Inc. (“UP”) (collectively, FC and UP are referred to hereinafter as “Borrower” and/or “Proposed Obligated Group”) to: (i) refund various series of bonds previously issued through the Illinois Finance Authority or the Illinois Health Facilities Authority; (ii) refund bonds previously issued through the Indiana Health Facility Financing Authority; (iii) refund bonds previously issued through Cuyahoga County, Ohio; (iv) fund new money projects for certain of the Proposed Obligated Group facilities; (v)

establish one or more Debt Service Reserve Funds; and (vi) provide for the payment of costs of issuance associated with the Series 2013 Bonds.

Additionally, Ms. Lenane provided historical context of IFA's involvement in financing nursing homes and ice hockey rinks. Vice Chairman Goetz and Ms. Lenane engaged in a discussion concerning which ice hockey rinks remain open and which are closed.

Finally, Vice Chairman Goetz inquired if bonds will be sold to institutional or retail investors. Ms. Lenane confirmed that bonds will be sold to retail investors and no feasibility study is needed because the bonds reflect existing debt.

Mr. Meister restated that these bonds do not constitute new debt obligations.

Item No. 4: Northwestern Memorial HealthCare - \$150,000,000

Northwestern Memorial HealthCare is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Fifty Million Dollars (\$150,000,000). This financing is being presented for one-time consideration.

The proceeds of the bonds will be loaned to Northwestern Memorial HealthCare (the "Borrower" or "NMHC") to be used, together with certain other funds, to (i) refund all or a portion of the outstanding principal amount of the Authority's \$103,160,000 Revenue Bonds, Series 2009B (Northwestern Memorial Hospital) (and, hereinafter, the "Prior Bonds") (ii) pay or reimburse the Borrower, Northwestern Memorial Hospital (hereinafter, "NMH") and Northwestern Lake Forest Hospital (hereinafter, "NLFH" and, together with NMH, the "Users") for the costs of acquiring, constructing, renovating, remodeling and equipping certain health facilities of the Users, including necessary and attendant equipment, facilities, site work and utilities thereto, including, without limitation, the construction and equipping of an approximately 503,000 square foot facility that includes an approximately 441,000 square foot parking garage and an approximately 62,000 square foot daycare center located at 445 E. Ontario, Chicago, Illinois and the renovation and equipping of the ninth, tenth and thirteenth floors of NMH's patient services pavilion known as Galter Pavilion located at 251 E. Huron, Chicago, Illinois; (iii) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (iv) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower.

Vice Chairman Goetz inquired as to the possibility of minority co-managers underwriting the transaction. Ms. Lenane explained that she had not spoken with the borrower concerning this matter and that she will follow-up with Doug Young – Vice President of Finance of Northwestern Memorial HealthCare.

Item No. 5: Plymouth Place, Inc. - \$35,000,000

Plymouth Place, Inc. is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Thirty-Five Million Dollars (\$35,000,000).

The proceeds will be used by Plymouth Place, Inc. (hereinafter, the "Borrower") to: (i) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating,

remodeling and equipping certain health care facilities of the Borrower, including necessary and attendant equipment, facilities, site work and utilities thereto; (ii) refund all or a portion of the outstanding principal amount of the Authority's \$20,000,000 Variable Rate Demand Revenue Bonds, Series 2005B (The Landing at Plymouth Place Project); (iii) refund all or a portion of the outstanding principal amount of the Authority's \$68,500,000 Variable Rate Demand Revenue Bonds, Series 2005C (The Landing at Plymouth Place Project) (and, together with the Series 2005B Bonds, the "Prior Bonds"); (iv) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower.

Resolutions

Item No. 6: **Resolution Authorizing the Execution and Delivery of an Amendment to the Trust Indenture and Related Documents and Related Matters Regarding IFA Series 2008A Bonds (Advocate Health Care Network Project) to Provide Additional Flexibility in Pricing Any Remarketed Bonds**

Item No. 7: **Resolution Authorizing the Execution and Delivery of a Reissuance Tax Exemption Agreement in Connection with Reissuance for Purposes of Federal Income Taxation of Illinois Health Facilities Authority Revenue Bonds, Series 2003A-1 Bonds (Villa St. Benedict Project)**

VIII. Other Business

None.

IX. Public Comment

None.

X. Adjournment

The Committee of the Whole Meeting adjourned at 10:16 a.m. upon a motion by Mayor Pedersen, which was seconded by Ms. Parish.

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

MINUTES OF THE JANUARY 8, 2013 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 January 8, 2013, 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. Gila J. Bronner
3. James J. Fuentes
4. Norman M. Gold
5. Lerry Knox
6. Terrence M. O’Brien
7. Heather D. Parish
8. Mayor Barrett F. Pedersen
9. Roger E. Poole
10. Mordecai Tessler
11. Bradley A. Zeller

IFA Board Members Excused:

1. William A. Brandt, Jr., Chairman
2. Dr. William Barclay
3. Edward H. Leonard, Sr.

IFA Staff Present:

Christopher B. Meister, Executive Director
Richard Frampton, Vice President
Pamela A. Lenane, Vice President and Acting General Counsel
Brad R. Fletcher, Legal/Financial Analyst
Nora O’Brien, Legal/Financial Analyst
Terrell Gholston, Procurement Analyst
Rob Gelles, Fellow

IFA Financial Advisor Present:

Courtney Shea, Acacia Financial Group, Inc.

I. Call to Order & Roll Call

The Board Meeting was called to order at 10:31 a.m. by Vice Chairman Goetz. The Assistant Secretary of the Board, Mr. Fletcher, called the roll. There being eleven members physically present, a quorum was reached.

II. Chairman’s Remarks

Vice Chairman Goetz welcomed members of the Board, IFA staff and all guests present.

III. Adoption of the 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 December 11, 2012, were reviewed at the Committee of the Whole Meeting held earlier this morning. Moreover, the Minutes of the Special Board Meeting held on December 20, 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 December 11, 2012 and adopt the Minutes of the Special Board Meeting held on December 20, 2012. Mayor Pedersen made a motion and Ms. Parish seconded the motion. A roll call vote was taken and the motion was adopted unanimously.

IV. Acceptance of the Financial Statements

Vice Chairman Goetz stated that the Financial Statements for the Month ended December 31, 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 December 31, 2012. There being none, Vice Chairman Goetz requested leave to apply the previous roll call vote to accept the Financial Statements for the Month ended December 31, 2012. Leave was granted unanimously by voice vote.

V. Approval of Project Reports and Resolutions

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 Projects - Beginning Farmer Bonds

Item No. 1A: Steven R. Herrington - \$337,500

Steven R. Herrington is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Hundred Thirty-Seven Thousand Five Hundred Dollars (\$337,500). Bond proceeds will be used to finance the acquisition of approximately 45 acres of farmland located in Paris Township in Edgar County.

Item No. 1B: Keeley Michael Kabala – \$346,800

Keeley Michael Kabala is requesting approval of a Final Bond Resolution in an amount not-to-exceed Three Hundred Forty-Six Thousand Eight Hundred Dollars (\$346,800). Bond proceeds will be used to finance the acquisition of approximately 57.5 acres of farmland located in Atkinson Township in Henry County.

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

Item No. 2: American College of Chest Physicians - \$18,000,000

American College of Chest Physicians is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Eighteen Million Dollars (\$18,000,000).

Bond proceeds will be issued on behalf of the American College of Chest Physicians (“ACCP”, the “College”, or the “Borrower”) and used, together with certain other funds, to (i) finance, refinance, or reimburse all or a portion of the costs associated with the acquisition of land, and the acquisition, design, development, construction, furnishing and equipping of a new building and related improvements thereon located at 2595 Patriot Blvd. in Glenview (Cook County), Illinois to be used as an educational and training facility including one or more simulators, an auditorium, classrooms, administrative offices and various other educational and training facilities (the “Project”), and, prospectively to also, (ii) pay capitalized interest during construction; fund a debt service reserve fund; fund certain working capital expenditures relating to the project; and, to pay certain expenses incurred in connection with the issuance of the Bond, if these prospective uses of bond proceeds are deemed necessary or desirable by the Borrower (and together with the Project, the “Financing Purposes”).

Resolutions

Item No. 6: **Resolution Authorizing the Execution and Delivery of an Amendment to the Trust Indenture and Related Documents and Related Matters Regarding IFA Series 2008A Bonds (Advocate Health Care Network Project) to Provide Additional Flexibility in Pricing Any Remarketed Bonds**

Item No. 7: **Resolution Authorizing the Execution and Delivery of a Reissuance Tax Exemption Agreement in Connection with Reissuance for Purposes of Federal Income Taxation of Illinois Health Facilities Authority Revenue Bonds, Series 2003A-1 Bonds (Villa St. Benedict Project)**

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 presented. Leave was granted unanimously by voice vote.

Chairman Brandt asked Mr. Frampton to present the projects to the Board that may have guests present.

Mr. Frampton presented each of the following projects:

Healthcare – 501(c)(3) Revenue Bonds

Item No. 3: **Franciscan Communities, Inc. – \$160,000,000**

Franciscan Communities, Inc. is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Sixty Million Dollars (\$160,000,000).

Bond proceeds will be used by Franciscan Communities, Inc. (“FC”) and/or University Place, Inc. (“UP”) (collectively, FC and UP are referred to hereinafter as “Borrower” and/or “Proposed Obligated Group”) to: (i) refund various series of bonds previously issued through the Illinois Finance Authority or the Illinois Health Facilities Authority; (ii) refund bonds previously issued through the Indiana Health Facility Financing Authority; (iii) refund bonds previously issued through Cuyahoga County, Ohio; (iv) fund new money projects for certain of the Proposed Obligated Group facilities; (v)

establish one or more Debt Service Reserve Funds; and (vi) provide for the payment of costs of issuance associated with the Series 2013 Bonds.

Ron Tinsley, Chief Financial Officer of Franciscan Sisters of Chicago Service Corporation thanked the members of the Board for their consideration of this financing.

Vice Chairman Goetz thanked Mr. Tinsley for his appearance before the Board and asked Mr. Frampton to present the remaining projects to the Board.

Mr. Frampton presented each of the following projects:

Item No. 4: Northwestern Memorial HealthCare - \$150,000,000

Northwestern Memorial HealthCare is requesting approval of a Final Bond Resolution in an amount not-to-exceed One Hundred Fifty Million Dollars (\$150,000,000). This financing is being presented for one-time consideration.

The proceeds of the bonds will be loaned to Northwestern Memorial HealthCare (the “Borrower” or “NMHC”) to be used, together with certain other funds, to (i) refund all or a portion of the outstanding principal amount of the Authority’s \$103,160,000 Revenue Bonds, Series 2009B (Northwestern Memorial Hospital) (and, hereinafter, the “Prior Bonds”) (ii) pay or reimburse the Borrower, Northwestern Memorial Hospital (hereinafter, “NMH”) and Northwestern Lake Forest Hospital (hereinafter, “NLFH” and, together with NMH, the “Users”) for the costs of acquiring, constructing, renovating, remodeling and equipping certain health facilities of the Users, including necessary and attendant equipment, facilities, site work and utilities thereto, including, without limitation, the construction and equipping of an approximately 503,000 square foot facility that includes an approximately 441,000 square foot parking garage and an approximately 62,000 square foot daycare center located at 445 E. Ontario, Chicago, Illinois and the renovation and equipping of the ninth, tenth and thirteenth floors of NMH’s patient services pavilion known as Galter Pavilion located at 251 E. Huron, Chicago, Illinois; (iii) pay a portion of the interest on the Bonds, if deemed necessary or advisable by the Authority or the Borrower; (iv) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower.

Doug Young, Vice President of Finance of Northwestern Memorial HealthCare thanked the members of the Board for their consideration of this financing.

Board member Parish inquired as to the engagement of minority co-underwriters on the transaction. Mr. Young confirmed for the members of the Board that NMHC will be seeking local participation in pricing the Bonds and further clarified that Loop Capital Markets, LLC or Cabrera Capital Markets, LLC will be contacted.

Vice Chairman Goetz thanked Mr. Young for his appearance before the Board and asked Mr. Frampton to present the final project to the Board.

Mr. Frampton presented the following project:

Item No. 5: Plymouth Place, Inc. - \$35,000,000

Plymouth Place, Inc. is requesting approval of a Preliminary Bond Resolution in an amount not-to-exceed Thirty-Five Million Dollars (\$35,000,000).

The proceeds will be used by Plymouth Place, Inc. (hereinafter, the “Borrower”) to: (i) pay or reimburse the Borrower for the costs of acquiring, constructing, renovating, remodeling and equipping certain health care facilities of the Borrower, including necessary and attendant equipment, facilities, site work and utilities thereto; (ii) refund all or a portion of the outstanding principal amount of the Authority’s \$20,000,000 Variable Rate Demand Revenue Bonds, Series 2005B (The Landing at Plymouth Place Project); (iii) refund all or a portion of the outstanding principal amount of the Authority’s \$68,500,000 Variable Rate Demand Revenue Bonds, Series 2005C (The Landing at Plymouth Place Project) (and, together with the Series 2005B Bonds, the “Prior Bonds”); (iv) fund one or more debt service reserve funds, if deemed necessary or advisable by the Borrower; and (v) pay certain expenses incurred in connection with the issuance of the Bonds and the refunding of the Prior Bonds, including but not limited to fees for insurance, credit enhancement or liquidity enhancement for the Bonds if deemed necessary or advisable by the Borrower.

Dale Lilburn, Chief Executive Office of Plymouth Place, Inc. thanked the members of the Board for their consideration of this financing.

Vice Chairman Goetz thanked Mr. Lilburn for his appearance before the Board.

Vice Chairman Goetz asked if the members of the Board had any questions related to any of the projects presented. There being none, Vice Chairman Goetz requested leave to apply the previous roll call vote in favor of this project. Leave was granted unanimously by voice vote.

VI. Other Business

None.

VII. Public Comment

None.

VIII. Adjournment

Vice Chairman Goetz requested a motion to adjourn the Board Meeting. A motion to adjourn was made by Mayor Pedersen and seconded by Mr. Knox. A voice vote was taken and the motion was adopted unanimously.

The Board Meeting adjourned at 10:45 a.m.

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