

**MINUTES OF THE MARCH 13, 2012 MEETING OF THE BOARD OF DIRECTORS OF THE  
ILLINOIS FINANCE AUTHORITY**

The Board of Directors (the "Board") of the Illinois Finance Authority ("IFA"), pursuant to notice duly given, held a Board Meeting on March 13, 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. William A. Brandt, Jr., Chairman
2. Michael W. Goetz, Vice Chairman
3. Dr. William Barclay
4. Gila J. Bronner
5. James J. Fuentes
6. Edward H. Leonard, Sr.
7. Terrence M. O'Brien
8. Heather D. Parish
9. Mayor Barrett F. Pedersen
10. Roger E. Poole
11. Bradley A. Zeller

**IFA Board Members Absent:**

1. Norman M. Gold
2. John E. Durburg

**IFA Staff Present:**

Christopher B. Meister, Executive Director  
Richard Frampton, Vice President  
Pamela A. Lenane, Vice President  
James Senica, Senior Financial Analyst  
Brad R. Fletcher, Legal/Financial Analyst  
Nora O'Brien, Legal/Financial Analyst  
Sohair Omar, Policy/Operations Analyst  
Terrell Gholston, Intern

**IFA Financial Advisors Present:**

Courtney Shea, Acacia Financial Group, Inc.

**Others Present:**

Mike J. Mitchell, Jones Day  
Rich K. Tomei, Jones Day  
Rachel L. Schaller, Shefsky & Froelich Ltd.  
Charles L. Jarik, Chapman and Cutler LLP  
Thomas C. Smith, Peck, Shaffer & Williams LLP  
Danny Nelson, PFM Fund Distributors, Inc.  
Santino Bibbo, Cabrera Capital Markets LLC

James M. Snyder, Ice Miller LLP  
Steven Washington, Ice Miller LLP

## **I. Call to Order & Roll Call**

Chairman Brandt called the Board Meeting to order at 10:35 a.m. Chairman Brandt asked the Assistant Secretary of the Board, Mr. Fletcher, to call the roll. There being eleven Members present, a quorum was reached.

## **II. Chairman's Remarks**

Chairman Brandt welcomed Members of the Board, IFA staff and all guests present. Chairman Brandt informed those present that the IFA is pleased to acknowledge the Governor's work, along with that of the Mayor of Chicago and the Cook County Board President, in temporarily resolving the covenant default of the Illinois Finance Authority (Illinois Medical District Project), Series 2006 Bond issue. The IFA has been on record with its concerns surrounding the aforementioned conduit bond issue. Furthermore, Chairman Brandt is pleased that the IFA is now in the best financial shape of the past four to five years, especially when considering the participation loan from the ethanol facility in Danville has also been recently resolved.

Finally, the IFA looks forward to a more voluminous project agenda as the national economic recovery progresses.

## **III. Adoption of Minutes**

Chairman Brandt stated that the Financial Statements for the Month ended February 29, 2012, and the Minutes of both the Committee of the Whole Meeting and Minutes of the Board of Directors Meeting each held on February 14, were reviewed at the Committee of the Whole Meeting held earlier this morning. Chairman Brandt requested a motion to accept the Financial Statements for the Month ended February 29, 2012, and adopt the Minutes of both Meetings on February 14. Mayor Pedersen made a motion and Vice Chairman Goetz seconded the motion. A roll call vote was taken and the motion was adopted.

## **IV. Acceptance of Financial Statements**

See Agenda Item III.

## **V. Project Approvals**

Chairman Brandt asked Mr. Frampton to present the projects and resolutions to the Board. Mr. Frampton presented the following projects and resolutions:

*VI. Agriculture – Beginning Farmer Bonds*

Agenda Items 1A and 1B are Beginning Farmer Bond Projects. Both applicants are requesting approval of Final Bond Resolutions. Each is being presented for one-time consideration.

**Item No. 1A: Ben Emmerich - \$28,500 - 10 acres**

**Ben Emmerich** is requesting approval of a **Final Bond Resolution** in an amount not-to-exceed **Twenty Eight Thousand Five Hundred Dollars** (\$28,500). Bond proceeds will be used to finance the acquisition of approximately 10 acres of farmland located in North Muddy Township in Jasper County.

**Item No. 1B: Jesse R. & Shayna Drew - \$252,850 - 88.5 acres**

**Jesse R. & Shayna Drew** are requesting approval of a **Final Bond Resolution** in an amount not-to-exceed **Two Hundred Fifty Two Thousand Eight Hundred and Fifty Dollars** (\$252,850). Bond proceeds will be used to finance the acquisition of approximately 88.50 acres of farmland located in Benton Township and Northern Township in Franklin County.

*Business and Industry – Midwestern Disaster Area Revenue Bonds*

**Item No. 2: P.O.B. Development, LLC (925 Broadway Avenue Project) - \$11,200,000**

**P.O.B. Development, LLC (925 Broadway Avenue Project)** is requesting approval of a **Final Bond Resolution** in an amount not to exceed **Eleven Million Two Hundred Thousand Dollars** (\$11,200,000).

Bond proceeds will be used to (i) finance the costs of constructing a 60,000 square foot, 3-story medical office building at 925 Broadway Avenue in Quincy (Adams County), IL 62301 on the Blessing Hospital campus. Additionally, Bond proceeds may be used to, if deemed necessary or desirable by the Borrower, (ii) pay costs of issuance, (iii) finance capitalized interest, and (iv) capitalize certain reserves,.

This financing will use up to \$11.2 million of remaining allocation of the Midwestern Disaster Area Revenue Bond program of which approximately \$1.3 billion remains unencumbered.

This project is expected to create up to 155 new jobs within the first year of operation and 43 construction jobs.

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

**Item No. 3: Solomon Schechter Day Schools of Metropolitan Chicago - \$4,200,000**

**Solomon Schechter Day Schools of Metropolitan Chicago** is requesting approval of a **Final Bond Resolution** in an amount not-to-exceed **Four Million Two Hundred Thousand Dollars** (\$4,200,000).

Bond proceeds, together with other available funds, will be used to (i) refinance or refund the outstanding amount of Illinois Development Finance Authority Variable Rate Demand Revenue Bonds (Solomon Schechter Day Schools Project), Series 2001 (the "Prior Bonds"), (ii) finance

various capital improvements necessary to maintain the physical plant at its Northbrook school located at 3210 Dundee Road in Northbrook, Illinois and (iii) pay all or a portion of the costs of issuance.

The Borrower used the proceeds of the Prior Bonds to finance a portion of the costs of, and refinance existing debt obligations incurred in connection with, the renovation, rehabilitation, improvement, expansion and equipping of the Borrower's facilities located at 9301 Gross Point Road in Skokie, Illinois and at 3210 Dundee Road in Northbrook, Illinois and related costs of issuance.

**Item No. 4: United Methodist Homes & Services and Chicagoland Methodist Senior Services - \$8,700,000**

**United Methodist Homes & Services and Chicagoland Methodist Senior Services** is requesting approval of a **Final Bond Resolution** in an amount not-to-exceed **Eight Million Seven Hundred Thousand Dollars** (\$8,700,000).

Bond proceeds, together with other available funds, will be used to (i) finance the costs of expansion, renovation, rehabilitation and improvements to its nursing and orthopedic rehabilitation facility and surrounding campus located at or near 1415 West Foster Avenue and to reimburse the costs of the acquisition of a neighboring property located at 1351 W. Foster Ave., Chicago, Illinois, (the "New Project"); (ii) refund the outstanding principal amount of Illinois Development Finance Authority Series 1998A Variable Rate Demand Tax-Exempt Bonds (United Methodist Homes & Services Project) (the "Prior Bonds") at multiple locations in Chicago (the "Prior Project" and collectively with the New Project, the "Project"), and (iii) pay all or a portion of the costs of issuance.

This Project is expected to create 16 new jobs and 30 construction jobs.

***Healthcare – 501(c)(3) Revenue Bonds***

**Item No. 5: Rockford Health System - \$40,000,000**

**Rockford Health System** is requesting approval of a **Preliminary Bond Resolution** in an amount not-to-exceed **Forty Million Dollars** (\$40,000,000).

Bond proceeds will be used to (i) refund current Illinois Health Facilities Authority (Rockford Health System), Series 1997 Bonds and (ii) pay costs of issuance.

**Item No. 6: Northwestern Medical Faculty Foundation - \$70,000,000**

**Northwestern Medical Faculty Foundation** is requesting approval of a **Preliminary Bond Resolution** in an amount not-to-exceed **Seventy Million Dollars** (\$70,000,000).

Bond proceeds will be used to (i) refund Illinois Health Facilities Authority (Northwestern Medical Faculty Foundation), Series 1998 Bonds and (ii) pay associated costs of issuance.

**Item No. 7: Norwegian Lutheran Bethesda Home Association - \$2,000,000**

**Norwegian Lutheran Bethesda Home Association** is requesting approval of a **Final Bond Resolution** in an amount not-to-exceed **Two Million Dollars** (\$2,000,000).

Bond proceeds will be used to (i) refund Illinois Health Facilities Authority (Bethesda Home and Retirement Center), Series 1999 Bonds, (ii) fund costs of, or repay one or more loans from certain lenders incurred to fund costs of, certain capital improvements, equipment or capitalized items (or working capital) at or related to the Bethesda Home and Retirement Center, and (iii) pay costs of issuance and/or interest on the Bond, if deemed necessary or desirable.

***Resolutions***

**Item No. 8:**

**Resolution authorizing the execution and delivery of a Second Amendment to Amended and Restated Indenture and Agreement in connection with Illinois Development Finance Authority Adjustable Rate Industrial Development Revenue Bonds (W.M. Plastics, Inc. Project), Series 2001**

**Item No. 9:**

**Resolution granting Executive Director and Trustees of the Illinois Finance Authority 401(a) Contribution Plan to Act on behalf of the Authority**

**Item No. 10:**

**Resolution approving the Disposition of the Technology Development Bridge Portfolio of the Illinois Finance Authority**

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

**VII. Other Business**

None.

**VIII. Public Comment**

None.

**IX. Adjournment**

Chairman Brandt stated that the next Committee of the Whole Meeting will be held on Tuesday, April 10, 2012, at 9:30 a.m. and that the next Board Meeting will begin shortly thereafter at 10:30 a.m.

Chairman Brandt requested a motion to adjourn the Board Meeting. A motion to adjourn was made by Vice Chairman Goetz and seconded by Ms. Parish. The motion was adopted unanimously.

The Board Meeting adjourned at 10:46 a.m.

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