

**MINUTES OF THE NOVEMBER 8, 2011, 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 November 8, 2011, 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. Norman M. Gold
4. Edward H. Leonard, Sr.
5. Terrence M. O’Brien
6. Heather D. Parish
7. Mayor Barrett F. Pedersen
8. Roger E. Poole
9. Bradley A. Zeller

IFA Board Members Absent:

1. William A. Brandt, Jr., Chairman
2. Dr. William Barclay
3. John E. Durburg
4. James J. Fuentes

IFA Staff Present:

Christopher B. Meister, Executive Director
Brendan M. Cournane, General Counsel
Rich Frampton, Vice President
Pamela A. Lenane, Vice President
Brad Fletcher, Financial/Legal Analyst
Nora O’Brien, Financial/Legal Analyst
Sohair Omar, Policy/Operations Analyst

IFA Financial Advisors Present:

Courtney Shea, Acacia Financial Group, Inc.
Fiona A. McCarthy, Acacia Financial Group, Inc.
Bennett J. Johnson, III, Scott Balice Strategies, LLC
Danny Nelson, Scott Balice Strategies, LLC
Shannon Williams, Scott Balice Strategies, LLC

Others Present:

Laura L. Bilas, Foley & Lardner LLP
Beth Buikema, Covenant Retirement Communities, Inc.
Raymond Fricke, Ungaretti & Harris LLP
David J. Kates, Jones Day
Charles D. Katz, Michael Best & Friedrich LLP

Board Meeting Minutes

November 8, 2011

Page 2

Kayoko Lyons, JPMorgan Chase & Co.
Brendan Malone, Ziegler Investment Bank
John Mordach, Rush University Medical Center Obligated Group
Patricia O'Neil, Rush University Medical Center Obligated Group
Ramon Ortega, Samuel A. Ramirez & Co., Inc.
Candice R. Richmond, JPMorgan Chase & Co.
Timothy J. Ruby, JPMorgan Chase & Co.
James M. Snyder, Ice Miller, LLP
Christopher Walrath, Chapman and Cutler LLP
Steven Washington, Ice Miller, LLP

I. Call to Order & Roll Call

Vice Chairman Goetz, in the stead of the Chairman of the Board, called the Meeting to order at 10:35 a.m. Vice Chairman Goetz asked the Board Secretary, Mr. Cournane, to call the roll. There being nine Members present, a quorum was present.

II. Chairman's Remarks

None.

III. Adoption of Minutes

Vice Chairman Goetz stated that the Financial Statements for the Month ended October 31, 2011 and Minutes of the Committee of the Whole and Board Meetings on October 11, 2011, were reviewed at the Committee of the Whole Meeting held earlier in the morning. Vice Chairman Goetz requested a motion to accept the Financial Statements for the Month ended October 31, 2011 and adopt the Minutes of the Committee of the Whole and Board Meetings on October 11, 2011. Ms. Bronner made the motion and Mr. Leonard seconded the motion. A roll call vote was taken and the motion carried unanimously.

IV. Acceptance of Financial Statements

See Agenda Item III.

V. Project Approvals

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

Mr. Frampton presented the following projects and resolutions:

Agriculture – Beginning Farmer Bonds

Item No. 1A: Paul J. Gavin – \$161,500 – 30.73 acres

Paul J. Gavin is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$161,500. Bond proceeds will finance the purchase of approximately 30.73 acres of farmland with buildings located in Monmouth Township, Warren County. This project is being presented for one-time consideration.

Board Meeting Minutes

November 8, 2011

Page 3

Item No. 1B: Andrew M. Gavin – \$259,500 – 69.12 acres

Andrew M. Gavin is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$259,500. Bond proceeds will finance the purchase of approximately 69.12 acres of farmland located in Monmouth Township, Warren County. This project is being presented for one-time consideration.

Local Government – Local Government Revenue Bonds

Item No. 2: Waterloo Community Unit School District Number 5 – \$46,200,000

Waterloo Community Unit School District Number 5 (the “District”) is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$46,200,000. This project is being presented for one-time consideration of a Final Bond Resolution. Bond proceeds will be used to: (i) advance refund a portion of the District’s outstanding General Obligation School Bonds, Series 2006, dated July 27, 2006, originally issued through IFA; (ii) finance the costs of construction of school fire prevention and safety improvements to existing school buildings of the District; and (iii) pay costs of issuance.

Resolutions

Item No. 5: Request to release 6.4 acres of farmland held as a portion of Collateral for Loan Number 1999-GP-1124 (Farmers State Bank of Western Illinois and Edwin and Cindy Summers)

No guests attended to represent Item No. 1A-B, 2 or 5. Vice Chairman Goetz asked if the Members of the Board had any questions related to these items. There being none, Vice Chairman Goetz requested a roll call vote in favor of Item No. 1A-B, 2 and 5. The action was approved with 9 ayes, 0 nays and 0 abstentions.

Resolutions

Item No. 6: Resolution authorizing the execution and delivery of a Bond and Loan Agreement in connection with the IDFA Series 2001 Variable Rate Demand Revenue Bonds to enable conversion to a Bank Direct Purchase Structure (The British Home for Retired Men and Women Project) and Related Matters

No guests attended to represent Item No. 6. Ms. Bronner stated that she would abstain from voting on Item No. 6 because she is related to parties involved in the British Home for Retired Men and Women project. Vice Chairman Goetz requested a roll call vote in favor of Item No. 6. The action was approved with 8 ayes, 0 nays and 1 abstention (Bronner).

Board Meeting Minutes

November 8, 2011

Page 4

Ms. Lenane introduced Ms. Buikema of Covenant Retirement Communities, Inc. and Mr. Frampton presented the following project:

Healthcare – 501(c)(3) Revenue Bonds

Item No. 3: Covenant Retirement Communities, Inc. – \$70,000,000

Covenant Retirement Communities, Inc. is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$70,000,000. This project is being presented for one-time consideration. This is a multi-state financing that will include locations in Illinois and seven other states. Bond proceeds will be used to: (i) refund Covenant Retirement Communities, Inc. Series 1999, 2004 and 2006 Bonds; (ii) fund past and future capital expenditures; and (iii) pay costs of issuance.

Ms. Buikema thanked the IFA for allowing Covenant Retirement Communities, Inc. to save expenses that will benefit more than 5,000 residents.

Ms. Lenane introduced Mr. Mordach and Ms. O’Neil of Rush University Medical Center Obligated Group and Mr. Frampton presented the following project:

Healthcare – 501(c)(3) Revenue Bonds

Item No.4: Rush University Medical Center Obligated Group – \$60,000,000

Rush University Medical Center Obligated Group is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$60,000,000. This project is being presented for one-time consideration. Bond proceeds, together with other available monies, will be used to: (i) refund Rush University Medical Center Obligated Group Series 1998A Bonds; and (ii) pay costs of issuance.

Mr. Mordach and Ms. O’Neil thanked the IFA and stated that savings from lower interest costs will benefit patients of the Rush University Medical Center Obligated Group.

Vice Chairman Goetz asked if the Members of the Board had any questions related to Item No. 3 and 4. There being none, Vice Chairman Goetz requested a roll call vote in favor of Item No. 3 and 4. The action was approved with 9 ayes, 0 nays and 0 abstentions.

VI. Resolutions

See Agenda Item V.

VII. Other Business

None.

VIII. Public Comment

None.

Board Meeting Minutes

November 8, 2011

Page 5

IX. Adjournment

Director Meister stated that the State Guarantee on the Fifth Third Bank/REG Danville, LLC Loan was released on October 31, 2011. Director Meister stated that Daniel Oh, President and Chief Executive Officer of REG Danville, LLC, called to thank the IFA. Director Meister commended Chairman Brandt's leadership on this significant public policy success.

Director Meister congratulated Vice Chairman Goetz, Ms. Bronner, Mr. Durburg and Mr. O'Brien on their reappointments to the Board, all of whom were confirmed by the Illinois Senate on October 26, 2011.

Vice Chairman Goetz stated that the next Board Meeting is scheduled for December 13, 2011.

A motion to adjourn was made by Mayor Pedersen and seconded by Mr. O'Brien. The motion passed unanimously.

The Board Meeting adjourned at 10:48 a.m.

Minutes submitted by:

Brendan M. Cournane

Board Secretary