

**MINUTES OF THE JUNE 8TH, 2010 MEETING OF THE BOARD OF DIRECTORS OF THE
ILLINOIS FINANCE AUTHORITY**

The Board of Directors (the "Board") of the Illinois Finance Authority (the "IFA" or the "Authority"), pursuant to notice duly given, held a Board Meeting at 11:30 a.m. on Tuesday, June 8th, 2010 at the Prudential Plaza Conference Center at 130 E. Randolph Street, 7th Floor, Chicago, IL 60601.

Members present:

1. William A. Brandt, Jr., Chairman
2. Bradley A. Zeller
3. Terrence M. O'Brien
4. Roderick Bashir
5. Michael Goetz, Vice Chairman
6. James J. Fuentes
7. Dr. Roger Herrin
8. Edward Leonard
9. Jack Durburg
10. Dr. William Barclay

Members absent:

1. Ronald Denard
2. Juan B. Rivera
3. Joseph McInerney
4. Roger Poole

**Members participating by
telephone:**

None

Vacancies:

One

GENERAL BUSINESS

Call to Order, Establishment of Quorum and Roll Call

Chairman Brandt called the meeting to order at 11:45 a.m. with the above members present. Chairman Brandt welcomed members of the Board and all guests. He then asked Secretary Beverly Womack-Holloway to call the roll. There being ten (10) members physically present Secretary Beverly Womack-Holloway declared the quorum met. Chairman Brandt remarked about Shore Bank and told the Board that IFA involvement was no longer needed in their transaction. He was happy to announce that Shore Bank had been rescued and was very appreciative of the small part IFA played in that rescue.

Acceptance of Financial Statements and Minutes

Financial statements for the period ending May 31, 2010 and minutes for both the May 4, 2010 Committee of the Whole and Board of Directors meetings were presented to the Board. Chairman Brandt stated that the Authority's financial statements and minutes were reviewed at the regularly scheduled Committee of the Whole meeting held at 8:30 a.m. that day. Chairman Brandt requested a motion to approve the May 31, 2010 financial statements and minutes from both the May 4, 2010 Committee of the Whole and the Board of Directors meeting.

The motion was moved by Mr. Goetz and seconded by Mr. Zeller. The May 31, 2010 financial statements and minutes from both the May 4, 2010 Committee of the Whole and the Board of Directors meetings were unanimously approved by members of the Board.

Senior Staff Reports

None.

Project Approvals

Chairman Brandt asked Mr. Rich Frampton, Vice President, to present the projects for consideration to the Board. Chairman Brandt announced that the projects presented undergo an extensive review process prior to presentation to the Board. All projects are thoroughly vetted by a staff credit committee. All agriculture, energy and healthcare projects are also reviewed at their respective committees' public meetings each month. Finally, each project is thoroughly reviewed at the Committee of the Whole meeting held at 8:30 a.m. before the Board Meeting.

Mr. Frampton presented the following projects for board approval:

- No. 1A: Brent A. Stortzum - \$157,500 – 38 acres**
Request for final approval of the issuance of a Beginning Farmer Bond in an amount not-to-exceed \$157,500 for the purchase of approximately 38 acres of farmland. This project is located in unincorporated Effingham County near Dieterich, IL.
- No. 1B: Clinton and Karen Hilmes - \$232,000 – 80 acres**
Request for final approval of the issuance of a Beginning Farmer Bond in an amount not-to-exceed \$232,000 for the purchase of approximately 80 acres of farmland and buildings. This project is located in unincorporated Clinton County near Carlyle, IL.
- No. 1C: Seth A. Kopplin - \$184,000 – 73.62 acres**
Request for final approval of the issuance of a Beginning Farmer Bond in an amount not-to-exceed \$184,000 for the purchase of approximately 73.62 acres of farmland and buildings. This project is located in unincorporated Effingham County near Altamont, IL.
- No. 1D: Keri L. Justison - \$249,736 – Undivided ½ interest of 212 acres (106)**
Request for final approval of the issuance of a Beginning Farmer Bond in an amount not-to-exceed \$249,736 for the purchase of approximately 106 acres of farmland. This project is located in unincorporated Montgomery County near Hillsboro, IL.
- No. 1E: David M. Justison - \$249,736 - Undivided ½ interest of 212 acres (106)**
Request for final approval of the issuance of a Beginning Farmer Bond in an amount not-to-exceed \$249,736 for the purchase of approximately 106 acres of farmland. This project is located in unincorporated Montgomery County near Hillsboro, IL.
- No. 2: NGS Printing Inc. and Gerhard G. Landrowski, as Co-Trustee of the Amendment and Restatement of the Gerhard G. Landrowski Declaration of Trust Dated November 18, 1993, Eric H. Landrowski, as Trustee of the Eric H. Landrowski Trust Dated August 28, 2006, and Mark G. Landrowski, as Trustee of the Mark G. Landrowski Trust Dated June 26, 2001 - (One-time Consideration)**

The "Co-Borrowers" are requesting approval of a Final Bond Resolution in an amount not-to-exceed \$3 Million. Bond proceeds, combined with other funds, will be used to current refund City of Elgin Industrial Development Revenue

Bonds (Nelson Graphics Screen Printing, Inc. Project) Series 2006 Bonds, and to pay bond issuance costs.

- No. 4: Christian Homes, Inc. \$25,000,000 – Preliminary**
Request for approval of a Preliminary Bond Resolution in an amount not-to-exceed \$25 Million. Bond proceeds will be used to (1) refund IFA Series 2007C (Tax-Exempt) Variable Rate Demand Bonds, (2) pay for various capital improvements at certain Illinois facilities/campuses owned by the Borrower; (3) to capitalize a Debt Service Reserve Fund for the new IFA Series 2010 Bonds, and (4) to pay costs of issuance. This financing includes multiple project sites located in:
- No. 5: Community Memorial Hospital Association - \$900,000 - Final**
Request for approval of a Final Bond Resolution in an amount not-to-exceed \$900,000. Bond proceeds, along with other funds, will be used to finance (i) construction of a new 5,500 SF medical office building for use by medical professionals employed by the Borrower, (ii) the acquisition of equipment for use there, and (iii) to finance bond issuance costs. Community Memorial Hospital is designated as a Critical Access Hospital. The Community Memorial Hospital project is located in Staunton in Macoupin County.
- No. 6: NorthShore University Health System f/k/a Evanston Northwestern Healthcare) - \$160,000,000 - Final**
Request for approval of a Final Bond Resolution in an amount not-to-exceed \$160 Million. Bond proceeds will be used to convert or refund existing variable rate debt to fixed rate debt, terminate two fixed payer swaps, and to, prospectively, pay costs of issuance. Bond proceeds originally financed improvements at facilities located in Evanston, Glenview, Highland Park, and Skokie.

No guests attended with respect to Project Nos. 1A, 1B, 1C, ID, 1E, 2, 4, 5 or 6. Chairman Brandt asked if the Board had any questions with respect to Project Nos. 1A, 1B, 1C, ID, 1E, 2, 4, 5 or 6. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Project Nos. 1A, 1B, 1C, ID, 1E, 2, 4, 5 or 6. Project Nos. 1A, 1B, 1C, ID, 1E, 2, 4, 5 or 6 received approval with 10 ayes, 0 nays, and 0 abstentions.

- No. 9: Illinois Wesleyan University**
Resolution authorizing the Execution and Delivery of a Supplemental Loan Agreement between Illinois Wesleyan University and the Illinois Finance Authority to amend certain covenants and reporting requirements with the credit enhancer relating to IFA Series 2006 and IFA Series 2006B Revenue Bonds (Illinois Wesleyan University Project)
- No. 10: Illinois River Energy, LLC (“IRE”)**
Resolution authorizing Consent to a Reduction in the Debt Service Reserve Fund Requirement for IFA Series 2007 Subordinate (Conduit) Solid Waste Disposal Revenue Bonds (Illinois River Energy, LLC Project) finance reimbursement of certain prior capital expenditures. This project is located in Peoria, IL (Peoria County).

No. 11: First Bank of Pittsfield – Hayden Farms Partnership
Request by First Bank in Pittsfield for IFA concurrence on a covenant waiver related to an IFA Agri-Debt Guarantee Loan to Hayden Farms Partnership.

Mr. Frampton presented this resolution subject to approval with conditions specified at the Committee of the Whole meeting earlier today.

No. 12: NorthShore University Health System
Resolution authorizing the execution and delivery of a supplemental bond indenture and supplemental loan agreement extending the maturity of the Series 1995 and 1996 Bonds from 2030 to 2035 and providing for mandatory sinking fund payments commencing in 2011.

No. 13: REG Danville – 5/3rd Bank
Request for Consent to a Fourth Amendment to the Loan Agreement

No. 14: IFA Compensation Committee
Resolution to Adopt the Report of the Compensation Committee

Chairman Brandt asked if the Board had any questions with regard to Resolution Nos. 9, 10, 12, 13, and 14. There being none, Chairman Brandt requested leave to apply the last unanimous vote in favor of Resolution Nos. 9, 10, 12, 13, and 14. Resolution Nos. 9, 10, 12, 13, and 14 received approval with 10 ayes, 0 nays, and 0 abstentions. Resolution No. 11 was approved subject to the conditions discussed at the Committee of the Whole meeting.

No. 3: Garrett-Evangelical Theological Seminary - \$15,000,000 - Final
Request for approval of a Final Bond Resolution in an amount not-to-exceed \$15 Million. Bond proceeds will be used to finance and reimburse Garrett for the costs of (i) renovating and equipping Loder Hall into a LEED Silver certified building, including the installation of building sprinklers, (ii) the renovation and equipping of Lesemann Hall, and (iii) miscellaneous repairs, capital improvements, capital expenditures, capital additions, and equipment, including a library compact shelving expansion project, and various capital improvements to other buildings. Finally, bond proceeds will be used to refinance existing indebtedness incurred by the Borrower to finance the renovation of and improvements to student apartment buildings owned by the Borrower located in Evanston, and to pay costs of issuance.

Mr. Frampton, VP and Senior Funding introduced and welcomed for following guests: Mr. Arnold Henning, Vice President for Business Affairs, Garrett-Evangelical Theological Seminary, Evanston and Mr. John Mehan, Managing Director, Robert W. Baird (Underwriter), Milwaukee, WI. Mr. Henning thanked the Board for accommodating the project at such late notice and gave a brief description and purpose of the project.

Chairman Brandt thanked Mr. Henning for attending the meeting and bringing this project before the Board. He asked if the Board had any questions with respect to Project No. 3. There being none, Chairman Brandt requested leave from the Board to approve Project No. 3 and received approval with 10 ayes, 0 nays.

No. 7: OSF Healthcare System - \$200,000,000 - Final

Request for approval of a Final Bond Resolution in an amount not-to-exceed \$200 Million. Bond proceeds will be used to refund and convert approximately \$142 Million of Variable Rate Bonds into Fixed Rate Bonds include the following prior series: (i) Illinois Health Facilities Authority, Series 1985B, (ii) Illinois Finance Authority, Series 2001, (iii) Illinois Finance Authority Series 2007D. Additionally, bond proceeds will also be used to reimburse the Borrower for capital expenditures and related costs incurred in connection with the construction and equipping a new, 72,000 SF corporate data center located in Peoria.

Ms. Pam Lenane, Vice President and Acting General Counsel introduced Michelle A. Carrothers, OSF Director of Debt Management, Linny Salim, OSF Treasury Analyst and Anne Donahoe, Financial Advisor to OSF.

Chairman Brandt thanked all guest for attending the meeting and bringing this project before the Board. He asked if the Board Members had any questions. He also thanked Board Member Dr. William Barclay for the work he had done on this project. Hearing none, Chairman Brandt requested leave from the Board to approve Project No. 7 and received approval with 10 ayes, 0 nays, and 0 abstentions.

No. 8: The Admiral at the Lake, Inc. - \$225,000,000 - Final

The Admiral at the Lake, Inc. is requesting approval of a Final Bond Resolution in an amount not-to-exceed \$225 Million. Bond proceeds will be combined with other funds and used to (i) finance construction and equipping of a new Continuing Care Retirement Community in Chicago, (ii) to refinance a bank loan that was used to finance pre-construction costs, (iii) reimburse the Borrower for internal funds used to pay pre-development costs, (iv) fund one or more Debt Service Reserve Funds, (v) fund interest expense on the Bonds for a period of approximately 28 months, and (vi) to pay certain bond issuance costs. The Admiral at the Lake project is located in Chicago.

Ms. Lenane introduced Mr. Timothy L. Myers, CFO Kendal Corporation (new co-sponsor of The Admiral). Chairman Brandt thanked Mr. Myers for attending the meeting and bringing this project before the Board. He asked if the Board Members had any questions. Hearing none, Chairman Brandt requested leave to apply the last unanimous vote in favor of this project. Project No. 8 received approval with 10 ayes, 0 nays, and 0 abstentions.

Other Business

Chairman Brandt asked if there was any other business to come before the Board. There being none, Chairman Brandt requested a motion to adjourn. Upon a motion by Dr. Herrin and seconded by Mr. Poole, the meeting adjourned at 12:09 p.m.

Chairman Brandt reminded all guests that next month's meeting will be on July 13, 2010 at the Conference Center at One Prudential Plaza, Chicago, IL and to please check IFA's web site at www.il-fa.com for more information.

Respectfully Submitted,

Beverly Womack-Holloway, Board Secretary