

**RESOLUTION OF THE STATE BOARD OF TRUSTEES OF THE TRUSTEES
OF IVY TECH COMMUNITY COLLEGE OF INDIANA AUTHORIZING
THE EXECUTIVE COMMITTEE OF THE
BOARD OF TRUSTEES TO AUTHORIZE THE ISSUANCE OF A SERIES OF
STUDENT FEE BONDS FOR THE PURPOSE OF
FINANCING NEW PROJECTS AND REFUNDING PRIOR BONDS**

RESOLUTION NUMBER 2006-12

WHEREAS, The Trustees of Ivy Tech Community College of Indiana, a body politic organized and existing under the laws of the State of Indiana (formerly known as “The Trustees of Ivy Tech State College”) (the “Corporation”), is charged with operating the institution of higher education known as Ivy Tech Community College of Indiana (the “College”) and is authorized under the laws of the State of Indiana, particularly Indiana Code 20-12-6, to issue bonds from time to time in order to acquire, construct, renovate and equip various facilities of the College; and

WHEREAS, the Corporation has heretofore entered into a Trust Indenture dated as of November 1, 1985 (the “Indenture”) with the Merchants National Bank & Trust Company of Indianapolis (now succeeded by U.S. Bank National Association), as trustee (the “Trustee”), for the purpose of securing its Student Fee Bonds, as issued from time to time; and

WHEREAS, the Corporation desires (i) to refund, if financially advantageous, all or a portion of the callable Ivy Tech State College Student Fee Bonds of various series, all as described on Exhibit C hereto (the “Prior Bonds”) and (ii) to provide funding to acquire, construct, renovate and equip projects on various campuses of the College (all as described more particularly in Exhibit A hereto and collectively referred to as, the “New Projects”); and

WHEREAS, the New Projects were specifically authorized by the Indiana General Assembly in 2005; and

WHEREAS, the College intends to acquire, construct, equip, renovate and/or rehabilitate the New Projects, and reasonably expects to reimburse advances made for certain costs of the New Projects with proceeds of debt to be incurred by the College; and

WHEREAS, the Board wishes to approve a list of potential underwriters of student fee bonds described below based on proposals submitted to the Treasurer and the Treasurer’s recommendation; and

WHEREAS, the Board further wishes the Treasurer in his discretion to appoint underwriters from the approved list for particular series of student fee bonds; and

WHEREAS, the State Board of Trustees (the “Board”) of the Corporation now desires to authorize its Treasurer (the “Treasurer”) to investigate, develop and evaluate a proposed plan, including the advisability of bond issuance (the “Plan of Financing”) for submission to the Executive Committee of the Board (the “Committee”) for the financing of all or a portion of the New Projects and advance refunding of all or a portion of the Prior Bonds, in one or more series

of student fee bonds (the "Financing") and to delegate to the Committee the authority to approve the Financing;

NOW THEREFORE, BE IT RESOLVED by the Board as follows:

Section 1. The College hereby ratifies, declares and affirms its official intent to acquire, construct, equip and/or rehabilitate the New Projects described in Exhibit A; to advance, on an interim basis, certain costs of the New Projects, to reimburse such advances for costs of acquiring, constructing, equipping and/or rehabilitating the New Projects with proceeds of debt to be incurred by the College; and to issue debt not exceeding amounts authorized by the Indiana General Assembly for purposes of financing, refinancing or reimbursing costs of the New Projects.

Section 2 The Treasurer is hereby authorized to investigate, develop and evaluate a Plan of Financing and to present that Plan of Financing for consideration by the Committee.

Section 3. The Board hereby authorizes the Committee to approve the Plan of Financing or any portion thereof, to authorize the Financing and to authorize the execution and delivery of bonds in one or more series (the "Bonds") and the documents referred to in Sections 4, 5, 8, 9, 10 and 11 hereinafter, provided that the following conditions are met:

(a) The total issued amount of the Bonds shall not exceed the sum of amounts authorized by the Indiana General Assembly for each of the New Projects, plus amounts necessary to defease the Prior Bonds and amounts necessary to provide money for debt service reserves, cost of issuance, credit enhancement, capitalized interest, or other costs incidental to the issuance of the Bonds, all as permitted by law;

(b) The Bonds shall be sold at a rate or rates fixed to maturity producing a true interest cost of 6% per annum or less; and

(c) The final maturity on the Bonds shall not exceed 25 years from the date of first principal payment.

Section 4. Subject to the conditions in Section 3 hereof, the Chairman of the Corporation (the "Chairman"), Vice Chairman of the Corporation (the "Vice Chairman") or the Treasurer, or any of them acting individually, is hereby authorized to execute and deliver a Bond Purchase Agreement in substantially the form approved by the Committee, with those changes that the officers so executing shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 5. Subject to the conditions in Section 3 hereof, the Chairman or the Vice Chairman, or either of them, is hereby authorized to execute and deliver, and the Secretary of the Corporation (the "Secretary") or the Assistant Secretary of the Corporation (the "Assistant Secretary"), or either of them, is hereby authorized to attest the signature of and to imprint the corporate seal of the College on, a supplemental

indenture (the "Supplemental Indenture"), which may supplement and amend the Indenture, as necessary in substantially the form approved by the Committee, with those changes that the officers so executing shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 6. The Treasurer is hereby authorized to select from time to time, as appropriate, an underwriter or underwriters from the underwriters listed in Exhibit B hereto (which list is hereby ratified and approved by the Board as acceptable underwriters of student fee bonds) in connection with the sale of the Bonds. The Treasurer is also hereby authorized to obtain all necessary approvals from the Indiana General Assembly, the Higher Education Commission, the State Budget Agency and the Governor of the State of Indiana along with any other approval necessary to implement the Plan of Financing. This authorization shall exist through August 31, 2006 unless earlier revoked or amended by this Board.

Section 7. The Committee may appoint additional underwriters at its discretion, if so recommended by the Treasurer in the Plan of Financing.

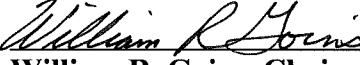
Section 8. Subject to the conditions in Section 3 hereof, the Treasurer is hereby authorized to execute and deliver the form of any final Official Statement as approved by the Committee, with those changes that the Treasurer shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 9. Subject to the conditions in Section 3 hereof, the Chairman, the Vice Chairman or the Treasurer, or any of them, is hereby authorized to execute and deliver the form of any Construction and Rebate Agreement, Continuing Disclosure Undertaking or Supplement to the Continuing Disclosure Undertaking or Escrow Deposit Agreement in substantially the form approved by the Committee, with those changes that the Treasurer shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 10. Subject to the conditions in Section 3 hereof, the Treasurer is hereby authorized to prepare forms of the Bonds as approved by the Committee and to cause the same to be executed by the proper officers of the Corporation as provided in the Supplemental Indenture and the Indenture. Upon execution of the Bonds, the Treasurer shall deliver the Bonds to the purchasers thereof upon payment of the purchase price, which price shall reflect the Underwriters' discount of not more than 2.5%, and an original issue discount or premium, if any, as permitted by law.

Section 11. Subject to the conditions in Section 3 hereof, the Chairman, the Vice Chairman, Secretary, Assistant Secretary and Treasurer are hereby authorized and directed to perform any and all further acts, to execute any and all further documents or certificates and to publish any notice required to implement the Plan of Financing and to complete the execution and delivery of the Bonds, the Supplemental Indenture, the Bond Purchase Agreement, the Escrow Deposit Agreement, the Preliminary Official Statement, the Continuing Disclosure Undertaking, the Construction and Rebate Agreement, the Official Statement and the other matters referred to herein.

**State Trustees
Ivy Tech Community College of Indiana**



William R. Goins, Chairman



Jerry D. Speidel, Secretary

Dated April 13, 2006

EXHIBIT A

<u>Project</u>	<u>Amount</u>	<u>General Assembly Approval</u>
1. Valparaiso Campus – New Campus, Phase II	\$19,144,000	2005
2. Marion Campus	\$21,015,000	2005
3. Madison Campus	\$20,000,000	2005

EXHIBIT B

LIST OF UNDERWRITERS

Firms Eligible to Serve as Senior Manager

City Securities Corporation
Edward D. Jones & Co., L.P.

Firms Eligible to Serve as Co-Manager

City Securities Corporation
Edward D. Jones & Co., L.P.
J.P. Morgan Trust Company, National Association
PNC Capital Markets, Inc. and Hilliard Lyons
Backstrom, McCarley Berry & Co., LLC

EXHIBIT C

All or Part of Outstanding Student Fee Bonds, Series E and Series H