RESOLUTION OF
THE STATE BOARD OF TRUSTEES
REGARDING THE ISSUANCE OF A NOTE
TO FINANCE THE COST OF
QUALIFIED ENERGY SAVINGS FACILITIES
IN INDIANAPOLIS, INDIANA

RESOLUTION NUMBER 2010-42

WHEREAS, the State Board of Trustees (the "Board") of Ivy Tech Community College of Indiana (the "College") has heretofore determined that a necessity exists to acquire, construct and equip certain qualified energy savings projects in Indianapolis, Indiana, described more fully in Exhibit A attached hereto (the "Project"), and

WHEREAS, the Vice President for Finance and Treasurer of the College (the "Treasurer") has negotiated with and received proposals from financial institutions for the financing of the Project, such financing to be accomplished from proceeds of a promissory note (the "Note") to be issued by the College in accordance with the terms set forth in Exhibit B attached hereto, and

WHEREAS, this Board now desires to approve the issuance of the Note to finance the costs of acquiring, constructing and equipping the Project;

NOW THEREFORE BE IT RESOLVED by the Board as follows:

1. The Board hereby ratifies the negotiations of the Treasurer, and hereby approves the terms and conditions for financing the Project as outlined in Exhibit B hereto.

2. Subject to the terms and conditions set forth in Exhibit B, the Board hereby authorizes the Treasurer to execute and deliver a Loan Agreement, Certificate of the Treasurer, Non-Arbitrage Certificate, Tax Certificate of the College, appropriate form of IRS Information Return, and Fully Registered Promissory Note, in substantially the forms presented to and approved by the Board (Exhibit C), with those changes that the Treasurer shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

3. Subject to the terms and conditions set forth in Exhibit B, the Board hereby authorizes the Secretary of the College (the "Secretary") or the Assistant Secretary of the College (the "Assistant Secretary") to execute and deliver a certificate regarding resolutions, in substantially the form presented to and approved by the Board (See Exhibit C), with those changes that the Secretary or the Assistant Secretary shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

4. Subject to the terms and conditions set forth in Exhibit B, the Treasurer is hereby authorized and directed to perform any and all further acts, to execute any and all further documents or certificates, and to publish any notices required to complete the execution and delivery of the Loan Agreement and the Fully Registered Promissory Note and the other matters referred to herein.
5. The Board hereby designates the indebtedness evidenced by the Loan Agreement and the Fully Registered Promissory Note as a “qualified energy conservation bond” and finds that the project qualifies for a “qualified conservation purpose”, both within the meaning of Section 54D of the Internal Revenue Code of 1986, as amended.

State Trustees
Ivy Tech Community College of Indiana

Kaye H. Whitehead, Chairman

Anne K. Shane, Secretary

Dated August 12, 2010
EXHIBIT A

THE PROJECT

The primary objective of the Qualified Energy Savings Project for Ivy Tech Indianapolis Fall Creek Campus is to reduce utility and maintenance costs by upgrading or replacing selected mechanical, electrical, and plumbing systems, some of which are beyond their anticipated useful life, in the North Meridian Center (NMC) and Glick Technology Center (GTC) buildings. The secondary objective includes reducing maintenance costs of those systems. Energy conservation measures are related to the following systems:

- Replacing steam boiler systems with a high efficiency hot water heating systems
- Replacing temperature controls with state of the art direct digital controls
- Retrofitting lighting systems with current high efficiency lighting
- Sealing both buildings to reduce air leakage
- Retrofitting restrooms with utility saving fixtures
- Updating combustion air controls to boilers
- Installing power management software to existing PCs on all Ivy Tech Campuses

This project is achievable within the ten year payback required by current state law.
EXHIBIT B

Bank: Huntington National Bank

Maximum Principal Amount: $3,300,000, plus any amounts required to pay costs of issuance and other incidental expenses of the refinancing

Final Maturity Date: January 2021

Interest Rate: 4.80% prior to federal subsidy or 3.27% tax exempt

Interest Payment Dates: January and July

Optional Prepayment Provisions: If before 7/2014 102% of outstanding principal loan balance

If before 7/1/2017 101% of outstanding principal loan balance

On or After 7/1/2017 100% of outstanding principal loan balance

Demand Repayment Provisions: None

Security: Secondary lien on student fees

Amortization Schedule: Level debt service payments commencing July 2011 and concluding January 2021.

Taxable QECB: Yes X* No ___

Tax-Exempt BQ Note: Yes ___ No X*

* Subject to IFA volume allocation and QECB designation. A standard tax exempt financing would be an alternative if the College does not receive IFA volume authorization or otherwise concludes QECB designation is not desired.
EXHIBIT C

The forms and documents noted in Item #2 of the Resolution are on file in the office of the Vice President for Finance and Treasurer.