

**THE INDIANAPOLIS LOCAL PUBLIC
IMPROVEMENT BOND BANK**

Resolution No. 8, 2010

WHEREAS, the Board of Directors (the "Board") of The Indianapolis Local Public Improvement Bond Bank (the "Bond Bank") has received a request from the Board of Public Works, the governing body of the Sanitary District of the City of Indianapolis, Indiana (the "Qualified Entity"); and

WHEREAS, the Qualified Entity has determined to issue one or more series of bonds designated as City of Indianapolis, Indiana, Sanitary District Revenue Bonds, Series 2010A (the "Qualified Obligations"); and

WHEREAS, the Board finds that the issuance of bonds of the Bond Bank for the purpose of purchasing the Qualified Obligations will serve the public purposes set forth in Indiana Code 5-1.4 (the "Act");

WHEREAS, the Bond Bank expects that the Qualified Obligations, and in turn the Bond Bank bonds, will be refinanced with the proceeds of bonds to be authorized and issued by the Qualified Entity and purchased with the proceeds of bonds issued by the Bond Bank, which bonds may be secured by a debt service reserve fund established by the Bond Bank that will be subject to the provisions of Indiana Code 5-1.4-5-1.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD THAT:

1. For the purpose of purchasing the Qualified Obligations, the Board hereby authorizes the issuance of bonds of the Bond Bank, in one or more series, to be designated as "The Indianapolis Local Public Improvement Bond Bank Bonds, Series 2010 ," to be completed with the appropriate series designation, in the aggregate original principal amount not to exceed Thirty-Eight Million Dollars (\$38,000,000) (the "Bonds"), with a term not to exceed 20 years and a purchase price not less than ninety-seven percent (97%) of such aggregate original principal amount. The Bonds shall be issued on a "draw" basis and principal shall not be due nor interest incurred until such time as there is a draw on the facility issued pursuant to the Credit Agreement (as hereinafter defined).

2. The form of a Fourth Supplemental Trust Indenture (the "Fourth Supplemental Indenture"), substantially in the form attached hereto and incorporated herein by reference is hereby approved for each series of Bonds, as is the issuance, delivery and execution of the Bonds described therein. The Fourth Supplemental Indenture is a supplement to the Trust Indenture dated as of February 1, 2007, between the Bond Bank and The Bank of New York Mellon Trust Company, N.A., as trustee (as previously supplemented and as further supplemented by the Fourth Supplemental Indenture, the "Indenture"). Either the Chairperson or the Vice Chairperson of the Bond Bank is hereby authorized and directed to execute and deliver the Fourth Supplemental Indenture and the Bonds on behalf of the Bond Bank with such changes or modifications therein as the officer executing the same may approve with the advice of counsel, such approval to be conclusively evidenced by the execution thereof, and the Executive

Director is hereby authorized and directed to attest the Fourth Supplemental Indenture and the Bonds. Such officers are authorized and directed after the sale of the Bonds to cause the Fourth Supplemental Indenture to be completed by causing maturity amounts on the Bonds and other appropriate items to be inserted or completed at the appropriate places.

3. The Qualified Entity Purchase Agreement (the "QE Purchase Agreement") between the Bond Bank and the Qualified Entity relative to the purchase by the Bond Bank of the Qualified Obligations, substantially in the form attached hereto and incorporated herein by reference, is hereby approved. Either the Chairperson or the Vice Chairperson of the Bond Bank is hereby authorized and directed to execute and deliver the QE Purchase Agreement on behalf of the Bond Bank with such changes or modifications therein as the officer executing the same may approve with the advice of counsel, such approval to be conclusively evidenced by the execution thereof, and the Executive Director is hereby authorized to attest the QE Purchase Agreement. Such officers are authorized and directed after the sale of the Bonds to cause the QE Purchase Agreement to be completed at the appropriate places.

4. The Credit Agreement (the "Credit Agreement") among the Bond Bank, the Qualified Entity and the Royal Bank of Canada ("RBC"), substantially in the form attached hereto and incorporated herein by reference relating to the Bonds sold to RBC, is hereby approved. Either the Chairperson or the Vice Chairperson of the Bond Bank is hereby authorized and directed to execute and deliver the Credit Agreement on behalf of the Bond Bank with such changes or modifications therein as the officer executing the same may approve with the advice of counsel, such approval to be conclusively evidenced by the execution thereof, and the Executive Director is hereby authorized to attest the Credit Agreement.

5. The Executive Director and such staff members of the Bond Bank as he may direct are hereby authorized to work with the financing team, including Sycamore Advisors, LLC, as financial advisor to the Bond Bank and to the Qualified Entity, and Baker & Daniels LLP, as bond counsel, to develop the necessary documentation to implement the purchase of the Qualified Obligations, including the issuance of the Bonds for such purpose.

6. The officers and the Executive Director of the Bond Bank are hereby authorized and directed, for and on behalf of the Bond Bank, to execute, attest and seal all such documents, instruments, certificates, closing papers and other papers, and do all such acts and things as may be necessary or desirable to carry out the intent of the Indenture, the QE Purchase Agreement, the Credit Agreement or other agreements of the Bond Bank or to take any other action necessary or desirable to carry out the purposes and intent of this Resolution.

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ADOPTED this 21st day of June, 2010.

THE INDIANAPOLIS LOCAL PUBLIC
IMPROVEMENT BOND BANK

Briane M. House

Briane M. House, Chairperson

ATTEST:

Deron S. Kintner

Deron S. Kintner, Executive Director