

Following appropriate notice to members of the press, the Board of Trustees of the University of Central Arkansas met via telephone conference at 10:30 a.m. Friday, June 18, 2004. The following trustees participated in the call:

Chair:	Mr. Scott Roussel
Vice Chair:	Dr. Michael Stanton
Secretary:	Mrs. Patricia Bassett
	Dr. Conrad Garner
	Mr. Rush Harding
	Mrs. Kay Hinkle
	Mr. Randy Sims

with the following absent:

None

constituting a quorum of said Board, at which meeting the following business was transacted:

ACTION AGENDA

Bond Resolution - President Hardin stated that this teleconference call is merely a formality since the Board has already approved moving forward on the proposed bonds. However, due to present practice, the Board must approve actual issuance of the bonds. President Hardin stated that the university's present practice of approving bonds in two separate votes will be revised; thereby eliminating the need for a follow-up teleconference call to approve issuance of bonds.

President Hardin announced that Moody's Investors Service has upgraded UCA's financial stability rating from A3 to A2, which is the highest rating from Moody's in UCA's history. President Hardin stated that the reasons given by Moody's for the upgrade are:

- 0 Stable student market position supported by good enrollment growth;
- 1 Satisfactory financial resource base, cushioning debt and operations, with no debt issuance planned for the near-term; and
- 2 Favorable operating performance, providing adequate debt service coverage from pledged and general revenue sources.

Following brief discussion, the following resolution was unanimously adopted upon motion by Mr. Harding with a second by Mr. Sims followed by a roll-call vote:

RESOLUTION

RESOLUTION AUTHORIZING THE ISSUANCE OF “BOARD OF TRUSTEES OF THE UNIVERSITY OF CENTRAL ARKANSAS BONDS” NOT TO EXCEED \$4,500,000 FOR STUDENT FEE REVENUE CAPITAL IMPROVEMENT BONDS, SERIES 2004A; AND NOT TO EXCEED \$16,000,000 FOR HOUSING SYSTEM REVENUE CAPITAL IMPROVEMENT BONDS, SERIES 2004B (COLLECTIVELY, THE “BONDS”); AUTHORIZING THE EXECUTION AND DELIVERY OF TRUST INDENTURES SECURING SUCH BONDS; AUTHORIZING THE EXECUTION AND DISTRIBUTION OF AN OFFICIAL STATEMENT; PLEDGING CERTAIN REVENUES TO THE PAYMENT OF THE BONDS; AND PRESCRIBING OTHER MATTERS RELATING THERETO.

WHEREAS, the Board of Trustees (the “Board”) of the University of Central Arkansas (the “University”) has determined that there is a need to substantially upgrade the University’s technology infrastructure (the “Technology Project”); and

WHEREAS, the Board has also determined that there is a need to finance the construction of an additional residence hall on campus, to furnish that residence hall, to update and upgrade additional housing facilities on campus and to acquire an additional housing units for use as student housing (the “2004 Housing Project”) (collectively, the Technology Project and the 2004 Housing Project are referred to as the “Projects”); and

WHEREAS, the Board has determined that the Projects can best be financed by the issuance of student fee revenue capital improvement bonds and student housing revenue capital improvement bonds; and

WHEREAS, by Resolution adopted on March 16, 2004, the Board authorized the President to request from the Department of Higher Education approval for the issuance of bonds to finance the Projects; and

WHEREAS, by Resolution adopted on March 16, 2004, the Board declared its official intent to expend some funds on the 2004 Housing Project and to reimburse itself for those expenditures from the proceeds of the student housing revenue bonds.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the University of Central Arkansas:

Section 1. The Board hereby authorizes the issuance of its Student Fee Revenue Capital Improvement Bonds, Series 2004 (in one or more series, including a taxable series if necessary) in the aggregate principal amount of not to exceed \$4,500,000 (collectively, the “Series 2004A Bonds”) and its Student Housing Revenue Capital Improvement Bonds, Series 2004B in the aggregate principal amount of not to exceed \$16,000,000 (the “Series 2004B

Bonds”) (the Series 2004A Bonds and the Series 2004B Bonds are each referred to herein as “a Series of Bonds” and collectively, as the “Bonds”).

Section 2. Each Series of Bonds shall have the final principal amount (subject to the limitations contained in Section 1 above), terms, maturities, bear interest at such rates and shall be secured as set forth in a separate Trust Indenture for each Series of Bonds (collectively, the “Indentures”), dated as of July 1, 2004. The form and content of the Indentures shall be and the same hereby are in all respects authorized, approved and confirmed, and the Chairman, President and the Secretary of the Board shall be and they hereby are authorized, empowered and directed to execute and deliver the Indentures for and on behalf of the Board to the Trustee (identified hereinafter) for the security of each series of the Bonds, respectively, and the interest thereon, including necessary counterparts, in substantially the form and content now before this meeting but with such changes, modifications, additions and deletions therein as shall to them, with the advice of the President and Bond Counsel, seem necessary, desirable or appropriate (their execution thereof to constitute conclusive evidence of their approval of any and all changes, modifications, additions or deletions therein from the form and content of the Indentures now before this meeting) and that from and after the execution and delivery of the Indentures, the Chairman, the Secretary, the President or the President’s designees are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Indentures as executed.

Section 3. In connection with the issuance of each Series of Bonds, it will be necessary to enter into certain additional agreements, and to execute and deliver certain other documents, certificates and instruments, including but not limited to an agreement governing the compliance by the University with certain tax requirements (the “Tax Regulatory Agreement”), an agreement providing for continuing disclosure (the “Continuing Disclosure Agreement”), an agreement specifying the terms of the purchase of the Bonds by the Underwriter (the “Bond Purchase Agreement”) and other miscellaneous agreements and instruments (collectively, the “Related Documents”). Upon the completion of the Related Documents with such changes and modifications as are deemed necessary and the approval of the Related Documents, including any such changes, by the President or his designee, the Chairman, President and the Secretary of the Board, together with one or more vice presidents designated by the President, are hereby authorized and directed to execute each of the Related Documents. The Chairman of the Board, the Secretary of the Board and the President of the University are authorized to execute such other certificates, documents and other writings, and to take such other actions as may be appropriate to cause the Bonds to be issued and otherwise to carry out the terms and purposes of this Resolution.

Section 4. The Series 2004A Bonds shall be secured by a pledge of that portion of the general tuition and fees paid by students attending the University in each Bond Year equal to 110% of the aggregate principal and interest due on the Bonds for such bond year and on any parity bonds excluding the prior bonds pledged revenues (the “Series 2004A Pledged Revenues”).

Section 5. The Series 2004B Bonds shall be secured by a pledge of the Student Housing System Revenues, meaning, as used herein, all revenues received by the University in any Bond Year from the operation of all student housing facilities now or hereafter owned and

operated by the University, the Christian Dining Hall Building, and the Student Union Building, including but not limited to the bookstore, snack bar and game room therein (collectively, the "Series 2004B Pledged Revenues"). The pledge in favor of the Series 2004 Bonds shall be on a parity with certain bonds previously issued and any Additional Bonds issued pursuant to such Indenture.

Section 6. A Preliminary Official Statement has been submitted to this meeting of the Board, and the Board hereby approves the use of the Preliminary Official Statement and final Official Statement, and the same hereby are in all respects authorized, approved and confirmed, and the use of the Preliminary Official Statement and final Official Statement in connection with the sale of each series of Bonds is hereby in all respects authorized, approved and confirmed, and the Chairman, the Secretary, the President or the President's designee be and hereby are authorized, empowered and directed to execute and to deem final the final Official Statement in the name and on behalf of the Board with such changes, modifications, additions or deletions therein as shall to them seem necessary, desirable or appropriate (execution thereof to constitute conclusive evidence of the Board's approval of any and all changes, modifications, additions or deletions therein from the form and content of the form of Preliminary Official Statement now before this meeting) to be delivered for use in connection with the sale of each Series of Bonds, and the Chairman, the Secretary, the President or the President's designee are hereby authorized, empowered and directed to do all such acts and things necessary to carry out and comply with the provisions of the final Official Statement.

Section 7. The Board hereby ratifies the engagement of Jack, Lyon & Jones, P.A., Little Rock, Arkansas as Bond Counsel ("Bond Counsel"), and Stephens Inc., Little Rock, Arkansas, as Underwriter ("Underwriter").

Section 8. The Board hereby ratifies the engagement of Bank of the Ozarks, Little Rock, Arkansas as Trustee pursuant to the terms of the Indentures (the "Trustee").

Section 9. The Board hereby authorizes the President or his designee to negotiate the terms and conditions of agreements with, and to the extent already negotiated, hereby ratifies the terms and conditions of agreements with Bond Counsel, the Trustee and the Underwriter, and to execute such documents as they determined are necessary and, in the best interests of the Board appropriate (execution thereof to constitute conclusive evidence of the Board's approval of any and all agreements, changes, modifications, additions or deletions therein).

ADOPTED AND APPROVED this ____ day of June, 2004.

ARKANSAS

**BOARD OF TRUSTEES OF THE
UNIVERSITY OF CENTRAL**

By:

Scott Roussel, Chairman

ATTEST:

By: _____
Patricia Bassett, Secretary

There being no further business to come before the Board, the meeting was adjourned upon motion by Dr. Stanton with a second by Mrs. Hinkle.

Mr. Scott Roussel, Chair

Mrs. Patricia Bassett, Secretary