

February 26, 2014

TO: Members of the Board of Trustees

FROM: Richard D. Gray
Executive Vice President for Administration and Chief Financial Officer

Mun Y. Choi
Provost and Executive Vice President for Academic Affairs

RE: Revised Allocation of Bond Authorizations as set forth in the Fifteenth Supplemental Indenture (University of Connecticut General Obligation Bonds)

RECOMMENDATION:

That the Board of Trustees approves the reallocation of bond authorizations among capital projects by amending Appendix A of the Fifteenth Supplemental Indenture, as follows:

- Decrease the Beach Hall Renovations by \$57,304.67 for a total fiscal year 2008-2009 bond authorization for such project of \$442,695.33; and
- Decrease the Intramural, Recreational and Intercollegiate Facilities by \$490,079.37 for a total fiscal year 2008-2009 bond authorization for such project of \$9,920.63; and
- Decrease the Jorgensen Renovation by \$115,525.42 for a total fiscal year 2008-2009 bond authorization for such project of \$1,984,474.58; and
- Decrease the Torrington Campus Improvements by \$101,717.58 for a total fiscal year 2008-2009 bond authorization for such project of \$369,156.42; and
- Decrease the West Hartford Campus Renovations/Improvements by \$1,232,690.55 for a total fiscal year 2008-2009 bond authorization for such project of \$3,774,305.19; and

- Increase the Equipment, Library Collections & Telecommunications for an amount of \$1,997,317.59 for a total fiscal year 2008-2009 bond authorization for such project of \$7,002,317.59.

BACKGROUND:

The Board of Trustees approved the Fifteenth Supplemental Indenture on June 24, 2008 supplementing the Master Indenture of Trust dated November 1, 1995. On March 10, 2009, the Board amended the Fifteenth Supplemental Indenture to carry forward the bond authorization of \$115,000,000 previously authorized by, but unissued under the Fourteenth Supplemental Indenture and to reallocate the \$140,000,000 in bond authorizations for Fiscal Year 2008-2009. The Board of Trustees amended the Fifteenth Supplemental Indenture on June 23, 2009. On April 16, 2009, the University, in conjunction with the State Treasurer, issued the University's General Obligation Bonds, 2009 Series A in the aggregate principal amount of \$144,855,000, with sale proceeds in the amount of \$150,000,000 which financed all of the Fiscal Year 2007-2008 bond authorizations, and \$35,000,000 of the Fiscal Year 2008-2009 bond authorizations in accordance with the Fifteenth Supplemental Indenture.

The Board of Trustees amended the Fifteenth Supplemental Indenture on February 18, 2010 to reallocate bond authorizations among capital projects. On May 25, 2010, the University, in conjunction with the State Treasurer, issued the University's General Obligation Bonds, 2010 Series A in the aggregate principal amount of \$97,115,000, with sale proceeds in the amount of \$105,000,000 which financed all of the remaining Fiscal Year 2008-2009 bond authorizations remaining under and in accordance with the Fifteenth Supplemental Indenture. On September 21, 2010, and April 24, 2013 the Board of Trustees again amended the Fifteenth Supplemental Indenture to reallocate bond authorizations among capital projects.

Appendix A, attached hereto, lists the projects and the amount of bond proceeds authorized for each project for Fiscal Year 2008-2009, including this submission, and updates the total amounts of debt service commitment bonds ("DSC Bonds") needed as well as the prior DSC Bonds authorized for each project.

**RESOLUTION AMENDING THE FIFTEENTH SUPPLEMENTAL INDENTURE
TO REALLOCATE FISCAL YEAR 2008-2009
GENERAL OBLIGATION BOND AUTHORIZATIONS**

WHEREAS, on June 24, 2008, the University of Connecticut (the “University”), by vote of its Board of Trustees, approved the Fifteenth Supplemental Indenture (the “Fifteenth Supplemental Indenture”) supplementing the Master Indenture of Trust dated as of November 1, 1995 between the University and Fleet National Bank of Connecticut (predecessor to State Street Bank and Trust Company and U.S. Bank National Association), as trustee (the “Master Indenture”); and

WHEREAS, on March 10, 2009, the University amended the Fifteenth Supplemental Indenture to carry forward the bond authorizations for Fiscal Year 2007-2008 authorized by the Fourteenth Supplemental Indenture and to reallocate certain of the Fiscal Year 2008-2009 bond authorizations; and

WHEREAS, on April 16, 2009, the University, in conjunction with the Treasurer of the state of Connecticut (the “State Treasurer”), issued the University’s General Obligation Bonds, 2009 Series A in the aggregate principal amount of \$144,855,000, with sale proceeds in the amount of \$150,000,000 which were to be spent on the Fiscal Year 2007-2008 and Fiscal Year 2008-2009 bond authorizations in accordance with the Fifteenth Supplemental Indenture; and

WHEREAS, on June 23, 2009, and February 18, 2010 the University reallocated certain of the fiscal year 2008-2009 bond authorizations by amending the Fifteenth Supplemental Indenture; and

WHEREAS, on May 25, 2010, the University, in conjunction with the Treasurer of the state of Connecticut (the “State Treasurer”), issued the University’s General Obligation Bonds, 2010 Series A in the aggregate principal amount of \$97,115,000, with sale proceeds in the amount of \$105,000,000 which were to be spent on the Fiscal Year 2008-2009 bond authorizations in accordance with the Fifteenth Supplemental Indenture; and

WHEREAS, on September 21, 2010, and April 24, 2013 the University reallocated certain of the fiscal year 2008–2009 bond authorizations by amending the Fifteenth Supplemental Indenture; and

WHEREAS, it has been determined that the allocations for the proceeds of the bonds authorized by the Fifteenth Supplemental Indenture should be revised to reflect the actual progress made on certain of the projects; and

WHEREAS, the University desires to amend the Fifteenth Supplemental Indenture to restate the bond authorizations as set forth in Appendix A of the Fifteenth Supplemental Indenture.

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

That Appendix A to the Fifteenth Supplemental Indenture hereby is amended to reallocate the Fiscal Year 2008-2009 bond authorization amongst projects as follows: (a) decrease the Beach Hall Renovations by \$57,304.67 for a total fiscal year 2008-2009 bond authorization for such project of \$442,695.33; and (b) decrease the Intramural, Recreational and Intercollegiate Facilities by \$490,079.37 for a total fiscal year 2008-2009 bond authorization for such project of \$9,920.63; and (c) decrease the Jorgensen Renovation by \$115,525.42 for a total fiscal year 2008-2009 bond authorization for such project of \$1,984,474.58; and (d) decrease the Torrington Campus Improvements by \$101,717.58 for a total fiscal year 2008-2009 bond authorization for such project of \$369,156.42; and (e) decrease the West Hartford Campus Renovations/Improvements by \$1,232,690.55 for a total fiscal year 2008-2009 bond authorization for such project of \$3,774,305.19; and (f) increase the Equipment, Library Collections & Telecommunications for an amount of \$1,997,317.59 for a total fiscal year 2008-2009 bond authorization for such project of \$7,002,317.59 and to update the total amounts of debt service commitment ("DSC") bonds needed as well as the prior DSC bonds authorized for each project.

This Resolution shall take effect upon adoption by the Board of Trustees.

APPENDIX AAs Amended⁽¹⁾

**FIFTEENTH SUPPLEMENTAL INDENTURE
 UCONN 2000 INFRASTRUCTURE IMPROVEMENT PROGRAM
 FISCAL YEAR 2008-2009
 UCONN 2000 BOND AUTHORIZATIONS**

UCONN 2000 Projects* --Storrs and Regional Campuses	UCONN 2000 Phase III Total Needed DSC Bonds**	Fiscal Year 2008-2009 Bond Authorization ⁽²⁾	UCONN 2000 Phase III Prior DSC Bond Authorization***
Arjona and Monteith (new classroom buildings)	\$107,000,000	\$ 11,200,000.00	\$37,900,000
Avery Point Campus Undergraduate and Library Building	10,585,532	1,550,000.00	500,000
Avery Point Renovation	1,016,470	447,282.54	-
Beach Hall Renovations	4,742,695	442,695.33	1,000,000
Benton State Art Museum Addition	2,903,509	2,703,508.88	200,000
Biobehavioral Complex Replacement	2,787,975	100,000.00	-
Deferred Maintenance/Code/ADA Renovation Lump Sum	212,792,375	41,747,717.46	79,643,575
Engineering Building (with Environmental Research Institute)	92,500,000	2,500,000.00	-
Equipment, Library Collections & Telecommunications	88,998,496	7,002,317.59	43,909,575
Family Studies (DRM) Renovation	2,868,306	2,493,306.20	375,000
Farm Buildings Repairs/Replacement	6,728,342	1,128,342.09	2,600,000
Fine Arts Phase II	22,775,000	1,750,000.00	500,000
Floriculture Greenhouse	6,750,000	600,000.00	-
Gant Building Renovations	15,250,000	1,750,000.00	-
Gentry Completion	9,628,209	4,628,208.95	5,000,000
Intramural, Recreational and Intercollegiate Facilities	31,009,921	9,920.63	31,000,000
Jorgensen Renovation	2,084,475	1,984,474.58	100,000
Koons Hall Renovation/Addition	1,080,057	80,057.00	-
Law School Renovation/Improvements	15,768,029	150,000.00	15,000,000
North Hillside Road Completion	8,200,000	250,000.00	1,250,000
Psychology Building Renovation/Addition	25,170,550	750,000.00	-
Residential Life Facilities	19,117,722	2,279,770.14	1,800,000
Storrs Hall Addition	14,987,927	1,000,000.00	550,000
Torrington Campus Improvements	369,156	369,156.42	-
Waterbury Downtown Campus	478,937	128,937.00	300,000
West Hartford Campus Renovations/Improvements	6,774,305	3,774,305.19	1,500,000
Young Building Renovation/Addition	19,223,430	750,000.00	-
Subtotal – Storrs and Regional Campuses		<u>\$91,570,000.00</u>	

--Health Center			
CLAC Renovation Biosafety Level 3 Lab	\$16,835,000	\$750,000.00	\$530,000
Deferred Maintenance/Code/ADA Renovation Sum — Health Center	49,466,150	5,360,000.00	19,145,125
Dental School Renovation	5,000,000	450,000.00	3,075,000
Equipment, Library Collections and Telecommunications - Health Center	63,595,850	12,590,000.00	28,565,725
Main Building Renovation	139,184,500	3,650,000.00	1,745,000
Research Tower	68,701,000	25,630,000.00	23,935,000
<u>Subtotal – Health Center</u>		<u>\$48,430,000.00</u>	
Total Fiscal Year 2008-2009 Bond Authorization		\$140,000,000.00	

*Reflects amendments to project names by Public Act No 02-3 of the May 2002 Special Session and by Public Act No 07-108 of the 2007 Session of the Connecticut General Assembly, and Public Act No. 10-104 of the 2010 Session of the Connecticut General Assembly

**Includes only Phase III General Obligation Debt Service Commitment amounts needed from 7/1/2005 forward.

***Does not reflect borrowings under Phase I & II including \$50,000,000 of Phase II Project authorizations issued after 7/1/2005 pursuant to the Eleventh Supplemental Indenture.

⁽¹⁾ The Board of Trustees approved the Fifteenth Supplemental Indenture on June 24, 2008 and amended it on March 10, 2009, June 23, 2009, February 18, 2010, September 21, 2010, April 24, 2013 and February 26, 2014.

⁽²⁾ The amounts presented herein may vary (1) by resolution of the Board of Trustees provided that such reallocation does not result in the expenditure of proceeds in excess of the total aggregate amount approved as set forth in this supplemental indenture, and (2) by up to 5% upon a written determination by the Executive Vice President for Administration and Chief Financial Officer, as an Authorized Officer pursuant to the Master Indenture as supplemented, including Section 805 thereof, provided any reallocation shall (i) not result in the expenditure of proceeds in excess of the total aggregate amount approved by the Board of Trustees for all projects as set forth in the Master Indenture as supplemented approving such total expenditures; (ii) shall not result in any adverse tax consequences to the University; (iii) be made only that the UCONN 2000 Projects affected by the reallocation can still be completed within the reallocated amounts, together with any other amounts allocated by the Board of Trustees in subsequent supplemental indentures; and (iv) be reported to the Board of Trustees at its next scheduled meeting.

UCONN 2000 Preliminary Phasing Outline by Fiscal Year
Draft Phasing Plan for Informational Purposes Only - Revised 2/26/14

PROJECT	Adjusted 4/13 FY09	Adjustments	Adjusted 2/14 FY09	Adjusted 9/13 FY14	Adjustments	Adjusted 2/14 FY14	Adjusted 11/13 Phase I, II, III	Adjusted 2/14 Phase I, II, III	Change
Next Generation Connecticut							1,742,500,000	1,742,500,000	0.00
Academic and Research Facilities				1,000,000.00		1,000,000.00	2,000,000	2,000,000	0.00
Agricultural Biotechnology Facility & Completion							12,400,000	12,400,000	0.00
Alumni Quadrant Renovations							11,183,624	11,183,624	0.00
Arjona and Monteith (new classroom buildings)	11,200,000.00		11,200,000.00				107,000,000	107,000,000	0.00
Avery Point Campus Undergraduate & Library Building	1,550,000.00		1,550,000.00				10,585,532	10,585,532	0.00
Avery Point Marine Science Research Center - Phase I & II							37,254,246	37,254,246	0.00
Avery Point Renovation	447,282.54		447,282.54	1,128,000.00	(1,128,000.00)	0.00	7,020,187	5,892,187	(1,128,000.00)
Beach Hall Renovations	500,000.00	(57,304.67)	442,695.33				4,800,000	4,742,695	(57,304.67)
Bentley State Art Museum Addition	2,703,508.88		2,703,508.88				3,603,509	3,603,509	0.00
Biobehavioral Complex Replacement	100,000.00		100,000.00				2,787,975	2,787,975	0.00
Bishop Renovation							2,550,000	2,550,000	0.00
Business School Renovation - Phase II							7,958,470	7,958,470	0.00
Central Warehouse New							6,933,752	6,933,752	0.00
Chemistry Building							53,082,000	53,082,000	0.00
Commissary Warehouse							0	0	0.00
Deferred Maintenance & Renovation Lump Sum-Phase I, II & III	41,747,717.46		41,747,717.46	13,294,450.00		13,294,450.00	370,976,731	370,976,731	0.00
East Campus North Renovations							7,382,605	7,382,605	0.00
Engineering Building	2,500,000.00		2,500,000.00	1,500,000.00		1,500,000.00	92,500,000	92,500,000	0.00
Equipment, Library Collections & Telecommunications	5,005,000.00	1,997,317.59	7,002,317.59	4,000,000.00	7,002,682.41	11,002,682.41	246,310,496	255,310,496	9,000,000.00
Family Studies (DRM) Renovation	2,493,306.20		2,493,306.20				2,868,306	2,868,306	0.00
Farm Buildings Repairs/Replacement	1,128,342.09		1,128,342.09	3,000,000.00		3,000,000.00	6,728,342	6,728,342	0.00
Fine Arts Phase II	1,750,000.00		1,750,000.00				22,775,000	22,775,000	0.00
Floriculture Greenhouse	600,000.00		600,000.00				6,750,000	6,750,000	0.00
Gant Plaza Deck							7,287,174	7,287,174	0.00
Gant Building Renovations	1,750,000.00		1,750,000.00	4,000,000.00		4,000,000.00	15,250,000	15,250,000	0.00
Gentry Renovation & Completion	4,628,208.95		4,628,208.95				19,292,806	19,292,806	0.00
Grad Dorm Renovations							2,928,228	2,928,228	0.00
Hartford Relocation Acquisition/Renovation				9,000,000.00	(5,874,682.41)	3,125,317.59	10,000,000	4,125,318	(5,874,682.41)
Heating Plant Upgrade				1,057,000.00		1,057,000.00	39,969,000	39,969,000	0.00
Hilltop Dormitory Renovations							8,176,529	8,176,529	0.00
Ice Rink Enclosure							3,280,000	3,280,000	0.00
Incubator Facilities							0	0	0.00
International House Conversion (Natural History Museum)							886,134	886,134	0.00
Intramural, Recreational & Intercollegiate Facilities	500,000.00	(490,079.37)	9,920.63				31,500,000	31,009,921	(490,079.37)
Jorgensen Renovation	2,100,000.00	(115,525.42)	1,984,474.58				2,200,000	2,084,475	(115,525.42)
Koons Hall Renovation/Addition	80,057.00		80,057.00				1,080,057	1,080,057	0.00
Lakeside Renovation							3,800,000	3,800,000	0.00
Law School Renovations/Improvements	150,000.00		150,000.00				15,768,029	15,768,029	0.00
Library Storage Facility							0	0	0.00
Litchfield Agricultural Center - Phase I							1,000,000	1,000,000	0.00
Manchester Hall Renovation							807,264	807,264	0.00
Mansfield Apartments Renovation							2,071,000	2,071,000	0.00
Mansfield Training School Improvements							6,500,000	6,500,000	0.00
Monteith Renovation							444,348	444,348	0.00
Music Drama Addition							7,400,000	7,400,000	0.00
Natural History Museum Completion							500,000	500,000	0.00
North Campus Renovation							10,996,050	10,996,050	0.00
North Hillside Road Completion	250,000.00		250,000.00	2,700,000.00		2,700,000.00	8,200,000	8,200,000	0.00
North Superblock Site & Utilities							7,668,000	7,668,000	0.00
Northwest Quadrant Renovation - Phase I & II							32,001,000	32,001,000	0.00
Observatory							0	0	0.00
Old Central Warehouse Renovation							126,000	126,000	0.00
Parking Garage North							9,658,000	9,658,000	0.00
Parking Garage #3							0	0	0.00
Pedestrian Walkways (Fairfield Road Pedestrian Mall)							6,074,000	6,074,000	0.00
Psychology Building Renovation/Addition	750,000.00		750,000.00	3,670,550.00		3,670,550.00	25,170,550	25,170,550	0.00
Residential Life Facilities	2,279,770.14		2,279,770.14	8,000,000.00		8,000,000.00	19,117,722	19,117,722	0.00
School of Business							25,652,366	25,652,366	0.00
School of Pharmacy/Biology							94,609,000	94,609,000	0.00
Shippee/Buckley Renovations							6,920,000	6,920,000	0.00
South Campus Complex							12,251,000	12,251,000	0.00
Stamford Downtown Relocation - Phase I							55,781,472	55,781,472	0.00
Stamford Campus Improvements/Housing				1,000,000.00		1,000,000.00	1,500,000	1,500,000	0.00
Storrs Hall Addition	1,000,000.00		1,000,000.00				14,987,927	14,987,927	0.00
Student Health Services							0	0	0.00
Student Union Addition							57,622,633	57,622,633	0.00
Support Facility (Architectural & Engineering Services)							0	0	0.00
Technology Quadrant - Phase IA							39,993,000	39,993,000	0.00
Technology Quadrant-Phase II							34,120,000	34,120,000	0.00
Torrey Life Science Renovation & Completion & Biology Expansion							1,751,109	1,751,109	0.00
Torrington Campus Improvements	470,874.00	(101,717.58)	369,156.42				470,874	369,156	(101,717.58)
Towers Renovation							17,950,243	17,950,243	0.00
UCONN Products Store							0	0	0.00
Underground Steam & Water Upgrade - Phase I & II							12,000,000	12,000,000	0.00
Waring Building Conversion							11,452,000	11,452,000	0.00
Waterbury Property Purchase							200,000	200,000	0.00
Waterbury Downtown Campus	128,937.00		128,937.00	50,000.00		50,000.00	478,937	478,937	0.00
West Campus Renovations							519,507	519,507	0.00
West Hartford Campus Renovations/Improvements	5,006,995.74	(1,232,690.55)	3,774,305.19				8,006,996	6,774,305	(1,232,690.55)
White Building Renovation							2,427,269	2,427,269	0.00
Wilbur Cross Building Renovation							19,999,571	19,999,571	0.00
Young Building Renovation/Addition	750,000.00		750,000.00				19,223,430	19,223,430	0.00
SUBTOTAL FOR STORRS & REGIONAL CAMPUS	\$91,570,000.00	\$0.00	\$91,570,000.00	\$53,400,000.00	\$0.00	\$53,400,000.00	\$3,505,000,000	\$3,505,000,000	\$0.00
CLAC Renovation Biosafety Level 3 Lab	750,000.00		750,000.00	9,710,000.00		9,710,000.00	16,835,000	16,835,000	0.00
Deferred Maintenance/Code/ADA Renovation Sum-UCHC	5,360,000.00		5,360,000.00	4,832,000.00		4,832,000.00	49,466,150	49,466,150	0.00
Dental School Renovation	450,000.00		450,000.00				5,000,000	5,000,000	0.00
Equipment, Library Collections & Telecommunications-UCHC	12,590,000.00		12,590,000.00	2,290,000.00		2,290,000.00	63,595,850	63,595,850	0.00
Library/Student Computer Center Renovation							5,250,000	5,250,000	0.00
Main Building Renovation	3,650,000.00		3,650,000.00	28,009,500.00		28,009,500.00	139,184,500	139,184,500	0.00
Medical School Academic Building Renovation				25,747,500.00		25,747,500.00	40,697,500	40,697,500	0.00
Planning & Design Costs							25,000,000	25,000,000	0.00
Research Tower	25,630,000.00		25,630,000.00	8,230,000.00		8,230,000.00	68,701,000	68,701,000	0.00
Support Building Addition/Renovation							100,000	100,000	0.00
UCHC New Construction and Renovation				72,181,000.00		72,181,000.00	364,070,000	364,070,000	0.00
SUBTOTAL FOR HEALTH CENTER	\$48,430,000.00	\$0.00	\$48,430,000.00	\$151,000,000.00	\$0.00	\$151,000,000.00	\$777,900,000	\$777,900,000	\$0.00
GRAND TOTAL	\$140,000,000.00	\$0.00	\$140,000,000.00	\$204,400,000.00	\$0.00	\$204,400,000.00	\$4,282,900,000	\$4,282,900,000	\$0.00

