



University of Connecticut
*Office of the Executive Vice President
for Administration and Chief Financial Officer*

April 24, 2013

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 Benton State Art Museum Addition by \$596,491.12 for a total fiscal year 2008-2009 bond authorization for such project of \$2,703,508.88; and
- Decrease the Family Studies (DRM) Renovation by \$831,693.80 for a total fiscal year 2008-2009 bond authorization for such project of \$2,493,306.20; and
- Decrease the Farm Buildings Repairs/Replacement by \$16,657.91 for a total fiscal year 2008-2009 bond authorization for such project of \$1,128,342.09; and
- Decrease the Gentry Completion by \$371,791.05 for a total fiscal year 2008-2009 bond authorization for such project of \$4,628,208.95; and
- Decrease the Koons Hall Renovation/Addition by \$19,943 for a total fiscal year 2008-2009 bond authorization for such project of \$80,057; and
- Decrease the Torrington Campus Improvements by \$29,126 for a total fiscal year 2008-2009 bond authorization for such project of \$470,874; and

An Equal Opportunity Employer

352 Mansfield Road Unit 2122
Storrs, Connecticut 06269-2122

Telephone: (860) 486-3455
Facsimile: (860) 486-1070

- Decrease the Waterbury Downtown Campus by \$21,063 for a total fiscal year 2008-2009 bond authorization for such project of \$128,937; and
- Decrease the West Hartford Campus Renovations/ Improvements by \$393,004.26 for a total fiscal year 2008-2009 bond authorization for such project of \$5,006,995.74; and
- Add the Residential Life Facilities for an amount of \$2,279,770.14 for a total fiscal year 2008-2009 bond authorization for such project of \$2,279,770.14.

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, 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, 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 Benton State Art Museum Addition by \$596,491.12 for a total fiscal year 2008-2009 bond authorization for such project of \$2,703,508.88; and (b) decrease the Family Studies (DRM) Renovation by \$831,693.80 for a total fiscal year 2008-2009 bond authorization for such project of \$2,493,306.20; and (c) decrease the Farm Buildings Repairs/Replacement by \$16,657.91 for a total fiscal year 2008-2009 bond authorization for such project of \$1,128,342.09; and (d) decrease the Gentry Completion by \$371,791.05 for a total fiscal year 2008-2009 bond authorization for such project of \$4,628,208.95; and (e) decrease the Koons Hall Renovation/Addition by \$19,943 for a total fiscal year 2008-2009 bond authorization for such project of \$80,057; and (f) decrease the Torrington Campus Improvements by \$29,126 for a total fiscal year 2008-2009 bond authorization for such project of \$470,874; and (g) decrease the Waterbury Downtown Campus by \$21,063 for a total fiscal year 2008-2009 bond authorization for such project of \$128,937; and (h) decrease the West Hartford Campus Renovations/ Improvements by \$393,004.26 for a total fiscal year 2008-2009 bond authorization for such project of \$5,006,995.74; and (i) add the Residential Life Facilities for an amount of \$2,279,770.14 for a total fiscal year 2008-2009 bond authorization for such project of \$2,279,770.14; 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 A

As Amended⁽¹⁾

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

UCONN 2000 Projects*	UCONN 2000 Phase III Total Needed DSC Bonds**	Fiscal Year 2008-2009 Bond Authorization ⁽²⁾	UCONN 2000 Phase III Prior DSC Bond Authorization***
--<u>Storrs and Regional Campuses</u>			
Arjona and Monteith (new classroom buildings)	\$111,500,000	\$ 11,200,000.00	\$37,900,000
Avery Point Campus Undergraduate and Library Building	13,063,037.48	1,550,000.00	500,000
Avery Point Renovation	5,520,187	447,282.54	-
Beach Hall Renovations	4,800,000	500,000.00	1,000,000
Benton State Art Museum Addition	3,603,508.88	2,703,508.88	200,000
Biobehavioral Complex Replacement	4,787,975	100,000.00	-
Deferred Maintenance/Code/ADA Renovation Lump Sum	251,306,869.77	41,747,717.46	79,643,575
Engineering Building (with Environmental Research Institute)	60,500,000	2,500,000.00	-
Equipment, Library Collections & Telecommunications	82,641,496	5,005,000.00	43,909,575
Family Studies (DRM) Renovation	5,668,306.20	2,493,306.20	375,000
Farm Buildings Repairs/Replacement	3,728,342.09	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	93,600,000	1,750,000.00	-
Gentry Completion	19,292,805.64	4,628,208.95	5,000,000
Intramural, Recreational and Intercollegiate Facilities	34,000,000	500,000.00	31,000,000
Jorgensen Renovation	7,200,000	2,100,000.00	100,000
Koons Hall Renovation/Addition	6,780,057	80,057.00	-
Law School Renovation/Improvements	17,768,029.09	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 Lift Facilities	22,117,722.01	2,279,770.14	1,800,000
Storrs Hall Addition	14,987,927.25	1,000,000.00	550,000
Torrington Campus Improvements	2,470,874	470,874.00	-
Waterbury Downtown Campus	1,828,937	128,937.00	-
West Hartford Campus Renovations/Improvements	10,256,995.74	5,006,995.74	1,500,000
Young Building Renovation/Addition	19,223,430	<u>750,000.00</u>	-
<u>Subtotal – Storrs and Regional Campuses</u>		<u>\$91,570,000.00</u>	

--Health Center			
CLAC Renovation Biosafety Level 3 Lab	\$15,000,000	\$750,000	\$530,000
Deferred Maintenance/Code/ADA Renovation Sum — Health Center	45,434,150	5,360,000	19,145,125
Dental School Renovation	5,000,000	450,000	3,075,000
Equipment, Library Collections and Telecommunications - Health Center	63,595,850	12,590,000	28,565,725
Main Building Renovation	141,203,000	3,650,000	1,745,000
Research Tower	68,701,000	<u>25,630,000</u>	23,935,000
<u>Subtotal – Health Center</u>		<u>\$48,430,000</u>	
Total Fiscal Year 2008-2009 Bond Authorization		\$140,000,000	

*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 and April 24, 2013.

⁽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 Phase III (21st Century UConn) Preliminary Outline by Fiscal Year

New Draft Phasing Plan for Informational Purposes Only - Revised 4/24/13

FY 05 Phase II	Project	Est./Budget	FY05	FY06	FY07	FY08	FY09	FY10	FY11	FY12	FY13	FY14	FY15	FY16	FY17	FY18	Total Phase III
	Arjona and Monteith (new classroom buildings)	\$ 111,500,000	\$ 1,400,000	\$ -	\$ 7,700,000	\$ 28,800,000	\$ 11,200,000	\$ -	\$ 45,900,000	\$ 1,000,000	\$ 11,500,000	\$ -	\$ -	\$ -	\$ 4,000,000	\$ -	\$ 111,500,000
	Avery Point Campus Undergraduate & Library Building	13,063,037	-	-	-	500,000	1,550,000	-	1,802,813	5,600,000	1,132,719	-	-	-	127,505	2,350,000	13,063,037
\$ 1,875,717	Avery Point Renovation	644,470	-	-	-	-	447,283	-	197,187	-	-	-	-	-	-	-	644,470
	Beach Hall Renovations	4,800,000	-	-	-	1,000,000	500,000	-	-	3,300,000	-	-	-	-	-	-	4,800,000
	Benton State Art Museum Addition	2,903,509	-	-	-	200,000	2,703,509	-	-	-	-	-	-	-	-	-	2,903,509
	Biobehavioral Complex Replacement	4,787,975	-	-	-	-	100,000	-	1,000,000	1,687,975	-	-	-	-	2,000,000	-	4,787,975
	Bishop Renovation	6,225,000	-	-	-	-	-	-	100,000	2,125,000	325,000	-	-	-	3,675,000	-	6,225,000
	Commissary Warehouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3,295,111	Deferred Maintenance/Code/ADA Renovation Lump Sum	251,306,870	17,360,000	10,659,575	24,700,000	26,924,000	41,747,717	-	24,225,000	11,471,932	9,318,851	11,579,450	16,747,000	19,406,000	18,897,495	18,269,850	251,306,869.77
	Engineering Building	60,500,000	-	-	-	-	2,500,000	-	2,500,000	3,497,000	-	2,700,000	49,303,000	-	-	-	60,500,000
6,689,000	Equipment, Library Collections & Telecommunications	82,641,496	-	6,100,000	20,809,575	17,000,000	5,005,000	-	2,500,000	13,226,921	1,500,000	4,000,000	3,500,000	3,000,000	3,000,000	3,000,000	82,641,496
	Family Studies (DRM) Renovation	5,668,306	-	-	-	375,000	2,493,306	-	-	-	-	-	-	-	2,800,000	-	5,668,306
	Farm Buildings Repairs/Replacement	3,728,342	2,100,000	500,000	-	-	1,128,342	-	-	-	-	-	-	-	-	-	3,728,342
	Fine Arts Phase II	22,775,000	-	-	-	500,000	1,750,000	-	600,000	1,675,000	50,000	5,500,000	6,200,000	6,500,000	-	-	22,775,000
	Floriculture Greenhouse	6,750,000	-	-	-	-	600,000	-	2,400,000	3,750,000	-	-	-	-	-	-	6,750,000
	Gant Building Renovations	93,600,000	-	-	-	-	1,750,000	-	1,000,000	6,500,000	2,000,000	4,000,000	7,250,000	28,094,000	22,500,000	20,506,000	93,600,000
	Gentry Completion	9,628,209	-	-	-	5,000,000	4,628,209	-	-	-	-	-	-	-	-	-	9,628,209
	Heating Plant Upgrade	30,000,000	-	-	-	-	-	-	-	690,000	-	7,250,000	2,060,000	-	8,000,000	12,000,000	30,000,000
	Incubator Facilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Intramural, Recreational & Intercollegiate Facilities	34,000,000	4,700,000	26,300,000	-	-	500,000	-	-	-	-	-	-	-	-	2,500,000	34,000,000
	Jorgensen Renovation	7,200,000	-	-	-	100,000	2,100,000	-	-	-	-	-	-	5,000,000	-	-	7,200,000
	Koons Hall Renovation/Addition	6,780,057	-	-	-	-	80,057	-	1,000,000	-	-	-	-	-	3,700,000	2,000,000	6,780,057
	Lakeside Renovation	3,800,000	3,800,000	-	-	-	-	-	-	-	-	-	-	-	-	-	3,800,000
	Law School Renovations/Improvements	17,768,029	500,000	1,020,000	8,980,000	4,500,000	150,000	-	-	618,029	-	-	-	-	-	2,000,000	17,768,029
	Library Storage Facility	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Manchester Hall Renovation	4,807,264	-	-	-	-	-	-	-	807,264	-	-	-	-	-	4,000,000	4,807,264
	Mansfield Training School Improvements	8,500,000	-	-	3,000,000	-	-	-	-	500,000	-	-	-	-	2,500,000	2,500,000	8,500,000
	Natural History Museum Completion	500,000	500,000	-	-	-	-	-	-	-	-	-	-	-	-	-	500,000
	North Hillside Road Completion	8,200,000	1,000,000	-	-	250,000	250,000	-	-	500,000	2,500,000	3,700,000	-	-	-	-	8,200,000
	Observatory	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Old Central Warehouse	2,126,000	-	-	-	126,000	-	-	-	1,000,000	1,000,000	-	-	-	-	-	2,126,000
	Parking Garage #3	5,000,000	*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Psychology Building Renovation/Addition	25,170,550	-	-	-	-	750,000	-	2,000,000	2,900,000	15,850,000	3,670,550	-	-	-	-	25,170,550
	Residential Life Facilities	51,117,722	* 750,000	-	-	1,050,000	2,279,770	-	-	6,037,952	-	11,000,000	-	-	-	-	21,117,722
30,820,172	School of Pharmacy/Biology Completion	6,000,000	-	6,000,000	-	-	-	-	-	-	-	-	-	-	-	-	6,000,000
	Stamford Campus Improvements	2,300,000	250,000	250,000	-	-	-	-	-	-	-	-	-	-	1,800,000	-	2,300,000
	Storrs Hall Addition	14,987,927	-	-	-	550,000	1,000,000	-	4,980,000	8,457,927	-	-	-	-	-	-	14,987,927
	Student Health Services	7,000,000	*	-	-	-	-	-	-	-	-	-	-	-	-	2,000,000	2,000,000
7,320,000	Student Union Addition	13,000,000	-	13,000,000	-	-	-	-	-	-	-	-	-	-	-	-	13,000,000
	Support Facility (Architectural & Engineering Services)	500,000	-	-	-	-	-	-	-	-	-	-	-	-	-	500,000	500,000
	Torrey Renovation Completion & Biology Expansion	79,940,000	1,000,000	-	-	-	-	-	-	500,000	-	-	14,940,000	30,000,000	17,000,000	16,500,000	79,940,000
	Torrington Campus Improvements	2,470,874	-	-	-	-	470,874	-	-	-	-	-	-	-	2,000,000	-	2,470,874
	UConn Products Store	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Waterbury Downtown Campus	1,828,937	-	-	300,000	-	128,937	-	-	-	-	-	-	1,400,000	-	-	1,828,937
	West Hartford Campus Renovations/Improvements	10,256,996	250,000	250,000	-	1,000,000	5,006,996	-	1,500,000	-	-	-	-	1,000,000	1,000,000	250,000	10,256,996
	Young Building Renovation/Addition	19,223,430	-	-	-	-	750,000	-	2,095,000	6,655,000	9,723,430	-	-	-	-	-	19,223,430
\$ 50,000,000	Subtotal Storrs & Regional Campuses	\$ 1,043,000,000	\$ 33,610,000	\$ 64,079,575	\$ 65,489,575	\$ 87,875,000	\$ 91,570,000	\$ -	\$ 93,800,000	\$ 82,500,000	\$ 54,900,000	\$ 53,400,000	\$ 100,000,000	\$ 94,400,000	\$ 93,000,000	\$ 88,375,850	\$ 1,003,000,000
	CLAC Renovation Biosafety Level 3 Lab	15,000,000	30,000	-	-	500,000	750,000	-	35,000	-	-	8,710,000	4,975,000	-	-	-	15,000,000
	Deferred Maintenance/Code/ADA Renovation Sum-Health Center	45,434,150	3,110,000	4,285,000	4,392,125	7,358,000	5,360,000	-	4,000,000	3,000,000	3,000,000	3,000,000	3,000,000	3,000,000	1,429,025	500,000	45,434,150
	Dental School Renovation	5,000,000	-	200,000	1,125,000	1,750,000	450,000	-	975,000	500,000	-	-	-	-	-	-	5,000,000
	Equipment, Library Collections & Telecommunications-Health Center	63,595,850	12,665,000	6,135,425	5,148,300	4,617,000	12,590,000	-	8,750,000	2,500,000	1,600,000	2,290,000	2,025,000	1,550,125	2,250,000	1,475,000	63,595,850
	Library/Student Computer Center Renovation	5,250,000	85,000	500,000	565,000	-	-	-	250,000	-	-	-	-	-	2,850,000	-	5,250,000
	Main Building Renovation	141,203,000	45,000	-	1,200,000	500,000	3,650,000	-	5,990,000	14,000,000	23,203,000	29,193,000	32,514,000	30,908,000	-	-	141,203,000
	Medical School Academic Building Renovation	40,514,000	140,000	1,000,000	2,260,000	300,000	-	-	-	-	5,000,000	25,564,000	-	-	5,600,850	649,150	40,514,000
	Parking Garage - Health Center	8,400,000	*	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Planning & Design Costs	25,000,000	-	-	-	-	-	-	25,000,000	-	-	-	-	-	-	-	25,000,000
	Research Tower	68,701,000	315,000	2,800,000	8,820,000	12,000,000	25,630,000	-	-	-	10,906,000	8,230,000	-	-	-	-	68,701,000
	Support Building Addition/Renovation	100,000	-	-	-	100,000	-	-	-	-	-	-	-	-	-	-	100,000
	UConn New Construction and Renovation	357,102,000	-	-	-	-	-	-	-	54,700,000	44,391,000	67,813,000	65,986,000	68,641,875	55,770,125	-	357,102,000
	Subtotal for Health Center	\$ 775,300,000	\$ 16,390,000	\$ 14,920,425	\$ 23,510,425	\$ 27,125,000	\$ 48,430,000	\$ -	\$ 45,000,000	\$ 74,700,000	\$ 88,100,000	\$ 144,600,000	\$ 108,500,000	\$ 105,100,000	\$ 67,900,000	\$ 2,624,150	\$ 766,900,000
	Grand Total	\$ 1,818,300,000	\$ 50,000,000	\$ 79,000,000	\$ 89,000,000	\$ 115,000,000	\$ 140,000,000	\$ -	\$ 138,800,000	\$ 157,200,000	\$ 143,000,000	\$ 198,000,000	\$ 208,500,000	\$ 199,500,000	\$ 160,900,000	\$ 91,000,000	\$ 1,769,900,000

*Projects are partially/totally financed by Revenue Bonds