

University of Connecticut Office of the Vice President and Chief Financial Officer

April 13, 2011

TO:

Members of the Board of Trustees

FROM:

Richard D. Gray

Vice President and Chief Financial Officer

Barry M. Feldman

Vice President and Chief Operating Officer

RE:

Revised Allocation of Bond Authorizations as set forth in the Sixteenth

Supplemental Indenture (University of Connecticut General Obligation Bonds)

RECOMMENDATION:

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

- Add Avery Point Renovation for an amount of \$500,000 for a total fiscal year 2010-2011 bond authorization for such project of \$500,000; and
- Add Bishop Renovation for an amount of \$100,000 for a total fiscal year 2010-2011 bond authorization for such project of \$100,000; and
- Add Fine Arts Phase II for an amount of \$600,000 for a total fiscal year 2010-2011 bond authorization for such project of \$600,000; and
- Decrease Deferred Maintenance/Code/ADA Renovation Lump Sum by \$1,200,000 for a total fiscal year 2010-2011 bond authorization for such project of \$24,225,000.

BACKGROUND:

The Board of Trustees approved the Sixteenth Supplemental Indenture on June 10, 2010 supplementing the Master Indenture of Trust dated November 1, 1995. The Governor signed the Sixteenth Supplemental Indenture on June 25, 2010. On January 26, 2011 the Board amended the Sixteenth Supplemental Indenture to make certain reallocations of 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 2010-2011, 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.

An Equal Opportunity Employer

352 Mansfield Road Unit 2122 Storrs, Connecticut 06269-2122

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

RESOLUTION AMENDING THE SIXTEENTH SUPPLEMENTAL INDENTURE TO REALLOCATE FISCAL YEAR 2010-2011 GENERAL OBLIGATION BOND AUTHORIZATIONS

WHEREAS, on June 10, 2010, the University of Connecticut (the "University"), by vote of its Board of Trustees, approved the Sixteenth Supplemental Indenture (the "Sixteenth 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 January 26, 2011 the Board amended the Sixteenth Supplemental Indenture to make certain reallocations of bond authorizations as set forth in Appendix A.

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

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

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

That Appendix A to the Sixteenth Supplemental Indenture hereby is amended to reallocate the Fiscal Year 2010-2011 bond authorization amongst projects as follows: (a) add Avery Point Renovation for an amount of \$500,000 for a total fiscal year 2010-2011 bond authorization for such project of \$500,000; (b) add Bishop Renovation for an amount of \$100,000 for a total fiscal year 2010-2011 bond authorization for such project of \$100,000; (c) add Fine Arts Phase II for an amount of \$600,000 for a total fiscal year 2010-2011 bond authorization for such project of \$600,000; and (d) decrease Deferred Maintenance/Code/ADA Renovation Lump Sum by \$1,200,000 for a total fiscal year 2010-2011 bond authorization for such project of \$24,225,000: 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.

RESOLUTION AMENDING THE SIXTEENTH SUPPLEMENTAL INDENTURE TO REALLOCATE FISCAL YEAR 2010-2011 GENERAL OBLIGATION BOND AUTHORIZATIONS

WHEREAS, on June 10, 2010, the University of Connecticut (the "University"), by vote of its Board of Trustees, approved the Sixteenth Supplemental Indenture (the "Sixteenth 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 January 26, 2011 the Board amended the Sixteenth Supplemental Indenture to make certain reallocations of bond authorizations as set forth in Appendix A.

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

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

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

That Appendix A to the Sixteenth Supplemental Indenture hereby is amended to reallocate the Fiscal Year 2010-2011 bond authorization amongst projects as follows: (a) add Avery Point Renovation for an amount of \$500,000 for a total fiscal year 2010-2011 bond authorization for such project of \$500,000; (b) add Bishop Renovation for an amount of \$100,000 for a total fiscal year 2010-2011 bond authorization for such project of \$100,000; (c) add Fine Arts Phase II for an amount of \$600,000 for a total fiscal year 2010-2011 bond authorization for such project of \$600,000; and (d) decrease Deferred Maintenance/Code/ADA Renovation Lump Sum by \$1,200,000 for a total fiscal year 2010-2011 bond authorization for such project of \$24,225,000: 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.

SIXTEENTH SUPPLEMENTAL INDENTURE UCONN 2000 INFRASTRUCTURE IMPROVEMENT PROGRAM FISCAL YEAR 2010-2011 UCONN 2000 BOND AUTHORIZATIONS _____SERIES ___ BOND PROJECTS

UCONN 2000 Projects*	UCONN 2000		
	Phase III	Fiscal Year	UCONN 2000
Storrs and Regional Campuses	Total	2010-2011	Phase III
	Needed-D.S.C.	Bond	Prior D.S.C. Bond
	Bonds**	Authorization (2)	Authorization***
Arjona and Monteith (new classroom buildings)	\$ 121,000,000	\$ 45,900,000	\$ 49,100,000.00
Avery Point Campus Undergraduate and Library Building	12,800,000	1,500,000	2,050,000.00
Avery Point Renovation	947,282.54	500,000	447,282.54
Biobehavioral Complex Replacement	5,000,000	1,000,000	100,000.00
Bishop Renovation	6,000,000	100,000	70077
Deferred Maintenance/Code/ADA Renovation Lump Sum	263,072,142	24,225,000	121,391,292.46
Engineering Building (with Environmental Research	60,500,000	2,500,000	2,500,000.00
Institute)	995. 479	190.00	V007 5995
Equipment, Library Collections & Telecommunications	74,409,575	2,500,000	48,914,575.00
Fine Arts Phase II	23,000,000	600,000	2,250,000
Floriculture Greenhouse	5,000,000	2,400,000	600,000.00
Gant Building Renovations	93,600,000	1,000,000	1,750,000.00
Koons Hall Renovation/Addition	7,000,000	1,000,000	100,000.00
Psychology Building Renovation/Addition	22,500,000	2,000,000	750,000.00
Storrs Hall Addition	14,000,000	4,980,000	1,550,000.00
West Hartford Campus Renovations/Improvements	12,650,000	1,500,000	6,900,000.00
Young Building Renovation/Addition	15,000,000	2,095,000	750,000.00
	92 197	1925 691	9
Subtotal – Storrs and Regional Campuses		\$93,800,000	9

Health Center			
CLAC Renovation Biosafety Level 3 Lab	\$ 15,000,000	35,000	1,280,000.00
Deferred Maintenance/Code/ADA Renovation Sum —	= 2 5	2	
Health Center	45,900,000	4,000,000	24,505,125.00
Dental School Renovation	5,000,000	975,000	3,525,000.00
Equipment, Library Collections & Telecommunications —	(50 test	· ·	
Health Center	63,595,850	8,750,000	41,155,725.00
Library/Student Computer Center Renovation	5,250,000	250,000	1,150,000.00
Main Building Renovation	77,639,150	5,990,000	5,395,000.00
Planning & Design Costs	25,000,000	25,000,000	* **
Subtotal – Health Center		\$45,000,000	
Total Fiscal Year 2010-2011 Bond Authorization		\$138,800,000	

^{*}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.

^{**}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 Sixteenth Supplemental Indenture on June 10, 2010 and amended it on January 26, 2011 and April 13, 2011.

⁽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 Vice President 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.

SIXTEENTH SUPPLEMENTAL INDENTURE UCONN 2000 INFRASTRUCTURE IMPROVEMENT PROGRAM FISCAL YEAR 2010-2011 UCONN 2000 BOND AUTHORIZATIONS SERIES BOND PROJECTS

UCONN 2000 Projects*	UCONN 2000		
,	Phase III	Fiscal Year	UCONN 2000
Storrs and Regional Campuses	Total	2010-2011	Phase III
	Needed-D.S.C.	Bond	Prior D.S.C. Bond
	Bonds**	Authorization (2)	Authorization***
Arjona and Monteith (new classroom buildings)	\$ 121,000,000	\$ 45,900,000	\$ 49,100,000.00
Avery Point Campus Undergraduate and Library Building	12,800,000	1,500,000	2,050,000.00
Avery Point Renovation	947,282.54	500,000	447,282.54
Biobehavioral Complex Replacement	5,000,000	1,000,000	100,000.00
Bishop Renovation	6,000,000	100,000	0)
Deferred Maintenance/Code/ADA Renovation Lump Sum	263,072,142	24,225,000	121,391,292.46
Engineering Building (with Environmental Research	60,500,000	2,500,000	2,500,000.00
Institute)	25 W	Da set	N N
Equipment, Library Collections & Telecommunications	74,409,575	2,500,000	48,914,575.00
Fine Arts Phase II	23,000,000	600,000	2,250,000
Floriculture Greenhouse	5,000,000	2,400,000	600,000.00
Gant Building Renovations	93,600,000	1,000,000	1,750,000.00
Koons Hall Renovation/Addition	7,000,000	1,000,000	100,000.00
Psychology Building Renovation/Addition	22,500,000	2,000,000	750,000.00
Storrs Hall Addition	14,000,000	4,980,000	1,550,000.00
West Hartford Campus Renovations/Improvements	12,650,000	1,500,000	6,900,000.00
Young Building Renovation/Addition	15,000,000	2,095,000	750,000.00
Subtotal – Storrs and Regional Campuses		\$93,800,000	,

Health Center			
CLAC Renovation Biosafety Level 3 Lab	\$ 15,000,000	35,000	1,280,000.00
Deferred Maintenance/Code/ADA Renovation Sum —		°	
Health Center	45,900,000	4,000,000	24,505,125.00
Dental School Renovation	5,000,000	975,000	3,525,000.00
Equipment, Library Collections & Telecommunications —	34 70	***	W) 550
Health Center	63,595,850	8,750,000	41,155,725.00
Library/Student Computer Center Renovation	5,250,000	250,000	1,150,000.00
Main Building Renovation	77,639,150	5,990,000	5,395,000.00
Planning & Design Costs	25,000,000	25,000,000	* *
Subtotal – Health Center		\$45,000,000	
Total Fiscal Year 2010-2011 Bond Authorization		\$138,800,000	

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Vew Draft Phasing Plan - Revised 4/13/11

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FY 05 Phase II Project	Project	Est./Budget	FY05	FY06	FY07	FY08	FY09	FY10 FY11	1 FY12	FY13	-	FY14 FY	FY15 F)	FY16	FY17	FY18 To	Total Phase III
	Ariona and Monteith (new classroom buildings	\$ 121,000,000	\$ 1,400,000		\$ 7.700,000 \$	\$ 28,800,000 \$	11,200,000 \$	- \$ 45,900,000	3,000 \$	- \$ 1,000	\$ 00000	- \$ 8,5	8,500,000 \$ 12,	12,500,000 \$	4,000,000 \$	1	121,000,000
	Avery Point Campus Undergraduate & Library Buildin	12,800,000	'	1	1	500,000	1,550,000	- 1,50	1,500,000 5,600,000	000	1	,		1	1,300,000	2,350,000	12,800,000
\$ 1,875,717	Avery Point Renovation	947,283			3	•	447,283	- 20	200,000	1		3	2	31	•	э	947,283
	Beach Hall Renovations	8,000,000		•	1	1,000,000	500,000	•	- 2,000,000	000		1, 4, 5	4,500,000	,		t	8,000,000
	Benton State Art Museum Addition	3,500,000	'	1	1	200,000	3,300,000	,	1 000 000	1 000	ī	,		1	1 000 000 0	1	3,500,000
	Biobenavioral Complex Replacemen	2,000,000	'			,	000,000	1,00	1,900,000	000	1			1 3	2,000,000		8,000,000
	Commissary Warehouse	000,500,6			1					900				+	-	,	1
3.295.111	Deferred Maintenance/Code/ADA Renovation Lump Sun	263.072.142	17,360,000	10.659.575	24.700.000	26.924.000	41,747,717	- 24.22		ľ	15,500,000 16,5	16,500,000 14,7	14,747,000 17,9	17,906,000	17,200,000 18	18,269,850	263,072,142
	Engineering Building	60,500,000		ı		1	2,500,000	- 2,50	2,500,000 3,497,000	ľ		000	L	L	L	·	60,500,000
6,689,000	Equipment, Library Collections & Telecommunication	74,409,575	1	6,100,000	20,809,575	17,000,000	5,005,000	- 2,50			1,500,000 4,000,	000	,500,000 3,0	3,000,000	3,000,000	3,000,000	74,409,575
	Family Studies (DRM) Renovation	6,500,000		1		375,000	3,325,000		10	t	•	t			2,800,000	r	6,500,000
	Farm Buildings Repairs/Replacemen	3,745,000	2,100,000	500,000	£	1	1,145,000	-						1:		c	3,745,000
	Fine Arts Phase I	23,000,000		ı	,	500,000	1,750,000	- 60	000,000 1,900,000		1.550,000 4,0	4,000,000 6,2	6,200,000 6,8	6,500,000		1	23,000,000
	Floriculture Greenhouse	2,000,000					600,000	- 2,40					_			1	5,000,000
	Gant Building Renovation:	93,600,000		*		1	1,750,000	- 1,00			2.000,000 4,0	4,000,000 7,2	,250,000 28,1	28.094.000 2	22,500,000 20	20,506,000	93,600,000
	Gentry Completion	10,000,000		1	1	5,000,000	5,000,000				1	t	i,	r		1	10,000,000
	Heating Plant Upgrade	30,000,000							8,000,000	,000 2.000,	0000'0				8,000,000 13	12,000,000	30,000,000
	Incubator Facilities			1	7			-	1	,	1	3	t ((1	
	Intramural, Recreational & Intercollegiate Facilitie	34,000,000	4,700,000	26,300,000		1	500,000		x	1	1		1	1		2,500,000	34,000,000
	Jorgensen Renovation	7,200,000		170		100,000	2,100,000		ı	•		1	- 5,0	5,000,000		•	7,200,000
	Koons Hall Renovation/Addition	7,000,000		i	.1	3	100,000	- 1,00	,000,000	•	-	*	•		3,900,000	2,000,000	7,000,000
	Lakeside Renovation	3,800,000	3,800,000	3/	1						-	3		1	•	1	3,800,000
	Law School Renovations/Improvement:	19,500,000	200,000	1,020,000	8,980,000	4,500,000	150,000	٠	- 2,350,000	000				7	•	2,000,000	19,500,000
	Library Storage Facility	•			1	1	,		1	,	1	1		1		1	,
	Manchester Hall Renovation	6,000,000	•	•	1	•		1	- 2,000,000	000	1			1		4,000,000	6,000,000
	Mansfield Training School Improvement:	8,500,000		1	3,000,000			=:	- 500	500,000	1	,	ı	1	2,500,000	2,500,000	8,500,000
	Natural History Museum Completion	200,000	200,000	1	•				,	1		1	•	•	1	1	200,000
	North Hillside Road Completion	8,200,000	1,000,000	1		250,000	250,000		,	- 3,000,	000	3,700,000		1		1	8,200,000
	Observatory	•	L		r.	1	•		•	-	1	,	1	1		1	1
	Old Central Warehouse	2,126,000			E	126,000	•		- 2,000,000	000	1	1				1	2,126,000
	Parking Garage #3	9,000,000,	•	1	t.	1	1 000 054	,			1 000 000	. 000 000		'		1	1 000 000
	Psychology Building Kenovation/Additio	22.500,000	1 000		t:	1 000 000	000,000	- 2,00	1			1000,000				,	1 Ann 000
20 B20 173	School of Dharmany Biology Compiler	8 000 000	200,000	מטט טטט צ		000											6 000 000
211,020,02	Stanford Campile Improvements	2,300,000	250 000	250,000			1		1						1.800.000	ı	2,300,000
	Storrs Hall Addition	14,000,000	1		£	550,000	1,000,000	- 4,98	4,980,000 7,470	.470,000		1	1	1		t	14,000,000
	Student Health Services	7,000,000			1.	1	1	,	1		1	1		E		2,000,000	2,000,000
7,320,000	Student Union Addition	13,000,000		13,000,000	1:		*		1		10	1	-	1		t.	13,000,000
	Support Facility (Architectural & Engineering Services	200,000		ť		1			-						Ш	500,000	500,000
	Torrey Renovation Completion & Biology Expansio	85,000,000	1,000,000		£	1	1		- 500	500,000 2,00	2,000,000 2,0	2,000,000 27,0	27,000,000 19,0	19,000,000		16,500,000	85,000,000
	Torrington Campus Improvements	2,500,000	*	•		•	200,000	,	10	•	ť	E		ı	2,000,000	1	2,500,000
	UConn Products Store			ï	,	ı			t		ī.			. 000 000		1	1 000
	Waterbury Downtown Campus	1,850,000	1 000	1 0000	300,000	1 000 000 1	150,000	1	1 000 000 0	. 000	1	E .		1,400,000	1 000 000 1	1 000	1,850,000
	West Hartford Campus Renovations/Improvements	15,550,000	000,002	250,000		non'non't	2,400,000	906'1 -			2 000 000 5	E	- 1	000,000	200,000,	200,000	15,000,000
	Compact Support Suppor	000000000000000000000000000000000000000	000 000	-	-		9 000 011	000 000 00	1		١	0 000 000 6 400 0	20 9 000 000 007 9	04 400 000 6	22 000 000 68	600 375 050 6	4 002 000 000
\$ 50,000,000	Subtotal Storrs & Regional Campuses	\$ 1,043,000,000	\$33,610,000	\$ 64,079,575	\$ 02,468,070	0000000	\$ 000,076,18	00'56 * -	9	٠	٠	-	٠.	٠,	-	_	1,000,000,000
	CLAC Renovation Biosafety Level 3 Lat	15,000,000	30,000	1 200 300 4	1 000 V	2 358 000	130,000	1	35,000		9 000 000 8	3,000,000	4,975,000	2 000 000 8	1 804 875	000 009	45 900,000
	Desired Maintenance/Code/ADA Renovation Summeath Center	43,900,000	0,000	200,000	1 125 000	1 750 000	450,000	126	2			1		1	1	1	5.000.000
	Failinment Library Collections & Telecommunications-Health Cente	63,595,850	12.665.000	6.135.425	5.148.300	4.617.000	12,590,000	- 8,750	2		1,600,000	2,290,000 2,0	2,025,000 1,5			1,475,000	63,595,850
	Library/Student Computer Center Renovation	5,250,000	85,000	500,000	565,000			- 250	250,000		1	1	,	000	2,850,000	1	5,250,000
	Main Building Renovation	77,639,150	45,000		1,200,000	500,000	3,650,000	- 5,990	5,990,000 14,000,000		9,400,000	- 15,000,	000	Sec.	10,404,275	1	77,639,150
	Medical School Academic Building Renovation	9,950,000	140,000	1,000,000	2,260,000	300,000		1	1	-	3	1		1	5,600,850	649,150	9,950,000
	Parking Garage - Health Center	8,400,000	•		э	•			1	,	1	•	•	1		ı	,
	Planning & Design Costs	25,000,000	,	•	•			- 25,000,000	000,0	,			-	1	,	1	25,000,000
	Research Tower	49,565,000	315,000	2,800,000	8,820,000	12,000,000	25,630,000	-	1	'		•	•	1			49,565,000
	Support Building Addition/Renovation	100,000				000,001			- 54 700 000	000 74 100 000	Ĺ	22 800 000 3 500	000	2 100 000		1	207 000 000
	OCHO New Construction and Removation	000,000,100		1 000 000	400 000 000	-	_	1	١	١	ŀ	-	3	-1-	22 000 000 6	9 0207 420 6	000 000 702
	Subtotal for Health Center	\$ 612,400,000	4.16,390,000	\$14,920,425 \$23,510,425	23,510,425	-	-	1			100 4 000'	-					200,000,400
	Grand Total	\$ 1,655,400,000	\$50,000,000	\$79,000,000 \$89,000,000	\$ 000,000,68	\$ 115,000,000 \$	\$ 140,000,000 \$	- \$138,800,000	0,000 \$157,200,000		\$ 143,000,000 \$ 140,000,000	00,000 \$ 128,500,000		\$ 119,500,000 \$ 11	\$ 116,000,000 \$97	\$ 000,000,18\$	000,000,704,1
	*Projects are partiallyftotally financed by Revenue Bonds																
	"Project is partially financed by Federal funds.																