



University of Connecticut
Financial Planning and Management

June 20, 2006

TO: Members of the Board of Trustees

FROM: Lorraine M. Aronson
Vice President and Chief Financial Officer

Barry M. Feldman, Ph.D.
Interim Vice President and Chief Operating Officer

**RE: REVISED ALLOCATION OF BOND PROCEEDS OF THE SIXTH
SUPPLEMENTAL INDENTURE (UNIVERSITY OF CONNECTICUT
GENERAL OBLIGATION BONDS, 2001 SERIES A)**

RECOMMENDATION:

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

- Decrease the Deferred Maintenance and Renovation Lump Sum Balance - Phase II Project by \$2,676,705 for a total fiscal year 2000-2001 bond authorization for such project of \$29,892,175.13; and
- Increase the International House Conversion (Natural History Museum) Project by \$86,134 for a total Fiscal Year 2000-2001 bond authorization for such project of \$86,134; and
- Increase the Wilbur Cross Building Renovation Project by \$2,590,571 for a total Fiscal Year 2000-2001 bond authorization for such project of \$5,590,571.

BACKGROUND:

The Board of Trustees approved the Sixth Supplemental Indenture on May 8, 2000, supplementing the Master Indenture of Trust dated November 1, 1995. In addition to this submission, the Sixth Supplemental Indenture was subsequently amended to reallocate the \$100,000,000 in General Obligation Bond authorizations for Fiscal Year 2000-2001 that are secured by the State's Debt Service Commitment on November 9, 2000, February 22, 2001, June 26, 2001, September 26, 2001, March 23, 2004, February 3, 2005, and June 21, 2005. An additional reallocation by the Chief Financial Officer was reported to the Board on March 23, 2004. Appendix A attached hereto lists the projects and amount of bond proceeds authorized for each project for the FY 2000-2001 bond authorizations, including this submission.

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**RESOLUTION AMENDING APPENDIX A
OF THE SIXTH SUPPLEMENTAL INDENTURE
TO REALLOCATE FISCAL YEAR 2000-2001
GENERAL OBLIGATION BOND PROCEEDS**

WHEREAS, on May 8, 2000, the University of Connecticut (the "University"), by vote of its Board of Trustees, approved the Sixth Supplemental Indenture, which was subsequently amended on November 9, 2000, February 22, 2001, June 26, 2001, September 26, 2001, February 3, 2005, June 21, 2005, and an additional reallocation by the Chief Financial Officer was reported to the Board of Trustees on March 23, 2004, (the "Sixth 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 April 11, 2001, the University, in conjunction with the Treasurer of the State of Connecticut (the "State Treasurer"), issued the University's General Obligation Bonds, 2001 Series A (the "Series 2001 Bonds") in the aggregate principal amount of \$100,000,000, the proceeds of which were to be spent on the Fiscal Year 2000-2001 bond authorizations in accordance with the Sixth Supplemental Indenture; and

WHEREAS, Appendix A to the Sixth Supplemental Indenture provides that the proceeds of the Series 2001 Bonds will be used to finance certain of the UCONN 2000 Projects; and

WHEREAS, it has been determined that the allocation for the proceeds of the Series 2001 Bonds should be revised to reflect the actual progress being made on certain of the projects; and

WHEREAS, the University desires to amend the Sixth Supplemental Indenture to restate the allocation of bond proceeds as set forth in Appendix A.

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

That Appendix A to the Sixth Supplemental Indenture hereby is amended to reallocate the fiscal year 2000-2001 bond authorization amongst projects as follows:

(a) Decrease Deferred Maintenance and Renovation Lump Sum Balance – Phase II by \$2,676,705 for a total fiscal year 2000-2001 bond authorization for such project of \$29,892,175.13; and

(b) Increase International House Conversion (Natural History Museum) by \$86,134 for a total fiscal year 2000-2001 bond authorization for such project of \$86,134; and

(c) Increase Wilbur Cross Building Renovation by \$2,590,571 for a total fiscal year 2000-2001 bond authorization for such project of \$5,590,571; and

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

SIXTH SUPPLEMENTAL INDENTURE
UCONN 2000 INFRASTRUCTURE IMPROVEMENT PROGRAM
FISCAL YEAR 2000-2001
UCONN 2000 BOND AUTHORIZATIONS
2001 SERIES A BONDS PROJECTS

Project-Name	Phase I&II Total Needed-D.S.C.	Fiscal Year 2000-2001 Bond Authorization	Phase I&II Prior D.S.C. Bond Authorizations
Business School Renovation-Phase II	\$ 8,000,000.00	\$ 6,500,000.00	\$ 1,500,000.00
Central Warehouse New (BOT 2/22/2001 Added Project)	\$ 6,933,751.77	\$ 6,933,751.77	\$ 0
Deferred Maintenance & Renovation Lump Sum Balance-Phase II	\$ 110,326,022.13	\$ 29,892,175.13	\$ 13,388,652.00
Equipment, Library Collections & Telecommunications Completion-Phase II	\$ 105,812,000.00	\$ 13,000,000.00	\$ 27,000,000.00
Gant Plaza Deck	\$ 7,287,174.10	\$ 3,771,174.10	\$ 0
Gentry Renovation	\$ 10,000,000.00	\$ 1,000,000.00	\$ 0
Hilltop Dormitory Renovations	\$ 8,700,000.00	\$ 700,000.00	\$ 0
International House Conversion/(a.k.a. Museum of Natural History)	\$ 886,134.00	\$ 86,134.00	\$ 800,000.00
Mansfield Training School Improvements	\$ 3,500,000.00	\$ 1,500,000.00	\$ 0
North Campus Renovation	\$ 11,866,000.00	\$ 5,000,000.00	\$ 2,000,000.00
School of Business	\$ 25,652,366.00	\$ 3,593,366.00	\$ 2,500,000.00
School of Pharmacy	\$ 88,609,000.00	\$ 16,932,828.00	\$ 0
Student Union Addition	\$ 44,622,633.00	\$ 5,000,000.00	\$ 2,500,000.00
Towers Renovation	\$ 20,000,000.00	\$ 500,000.00	\$ 0
<u>Wilbur Cross Building Renovation</u>	\$ 19,999,571.00	\$ <u>5,590,571.00</u>	\$ 11,000,000.00
Totals		\$ 100,000,000.00	

⁽¹⁾ The Board of Trustees approved the Sixth Supplemental Indenture on May 8, 2000, supplementing the Master Indenture of Trust dated November 1, 1995, and subsequently amended it on November 9, 2000, February 22, 2001 and June 26, 2001, September 26, 2001, February 3, 2005, June 21, 2005 and June 20, 2006, and an additional reallocation by the Chief Financial Officer was reported to the Board on March 23, 2004.



University of Connecticut
Financial Planning and Management

June 20, 2006

TO: Members of the Board of Trustees

FROM: Lorraine M. Aronson
Vice President and Chief Financial Officer

Barry M. Feldman, Ph.D.
Interim Vice President and Chief Operating Officer

RE: REVISED ALLOCATION OF BOND PROCEEDS OF THE NINTH SUPPLEMENTAL INDENTURE (UNIVERSITY OF CONNECTICUT GENERAL OBLIGATION BONDS, 2003 SERIES A)

RECOMMENDATION:

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

- Decrease the Deferred Maintenance and Renovation Lump Sum Balance - Phase II Project by \$4,802,633 for a total fiscal year 2002-2003 bond authorization for such project of \$16,197,367; and
- Increase the Student Union Addition Project by \$4,802,633 for a total Fiscal Year 2002-2003 bond authorization for such project of \$14,802,633.

BACKGROUND:

The Board of Trustees approved the Ninth Supplemental Indenture on April 16, 2002, supplementing the Master Indenture of Trust dated November 1, 1995. On March 11, 2003, the Ninth Supplemental Indenture was amended to reallocate the \$100,000,000 in General Obligation Bond authorizations for Fiscal Year 2002-2003 that are secured by the State's Debt Service Commitment. Appendix A attached hereto lists the projects and amount of bond proceeds authorized for each project for the FY 2002-2003 bond authorizations, including this submission.

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**RESOLUTION AMENDING APPENDIX A OF
THE NINTH SUPPLEMENTAL INDENTURE
TO REALLOCATE FISCAL YEAR 2002-2003
GENERAL OBLIGATION BOND PROCEEDS**

WHEREAS, on April 16, 2002, the University of Connecticut (the "University"), by vote of its Board of Trustees, approved the Ninth Supplemental Indenture, which was subsequently amended on March 11, 2003, (the "Ninth 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, as amended, (the "Master Indenture"); and

WHEREAS, on March 26, 2003, the University, in conjunction with the Treasurer of the State of Connecticut (the "State Treasurer"), issued the University's General Obligation Bonds Series 2003 (the "Series 2003 Bonds") in the aggregate principal amount of \$96,210,000, the proceeds of which in the amount of \$100,000,000 were to be spent on the Fiscal Year 2002-2003 bond authorizations in accordance with the Ninth Supplemental Indenture; and

WHEREAS, it has been determined that the allocation for the proceeds of the Series 2003 Bonds should be revised to reflect the actual progress being made on certain of the projects; and

WHEREAS, the University desires to amend the Ninth Supplemental Indenture to restate the allocation of bond proceeds as set forth in Appendix A.

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

That Appendix A to the Ninth Supplemental Indenture hereby is amended to reallocate the fiscal year 2002-2003 bond authorization amongst projects as follows:

(a) decrease Deferred Maintenance & Renovation Lump Sum Balance-Phase II by \$4,802,633 for a total fiscal year 2002-2003 bond authorization for such project of \$16,197,367; and

(b) increase Student Union Addition by \$4,802,633 for a total fiscal year 2002-2003 bond authorization for such project of \$14,802,633.

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

**NINTH SUPPLEMENTAL INDENTURE
UCONN 2000 INFRASTRUCTURE IMPROVEMENT PROGRAM
FISCAL YEAR 2002-2003
UCONN 2000 BOND AUTHORIZATIONS
2003 SERIES A BONDS PROJECTS**

PROJECT NAME	Phase I&II Total Needed-D.S.C.*	Fiscal Year 2002-2003 Bond Authorizations⁽²⁾	Phase I&II Prior-D.S.C. Bond Authorizations*
Alumni Quadrant Renovations	\$ 11,500,000.00	\$ 9,000,000.00	\$ 2,500,000.00
Avery Point Renovation	\$ 5,323,000.00	\$ 3,000,000.00	\$ -
Deferred Maintenance & Renovation Lump Sum Balance-PhaseII	\$ 110,326,022.13	\$ 16,197,367.00	\$ 72,280,827.13
East Campus North Renovations	\$ 7,710,000.00	\$ 2,000,000.00	\$ -
Equipment, Library Collections & Telecommunications Completion-PhaseII	\$ 105,812,000.00	\$ 20,000,000.00	\$ 65,000,000.00
Gentry Renovation	\$ 10,000,000.00	\$ 2,000,000.00	\$ 8,000,000.00
North Campus Renovation	\$ 11,866,000.00	\$ 1,880,000.00	\$ 7,000,000.00
North Campus Renovation	\$ 88,609,000.00	\$ 9,000,000.00	\$ 20,788,828.00
School of Pharmacy	\$ 7,000,000.00	\$ 7,000,000.00	\$ -
Shipppee/Buckley Renovations	\$ 44,622,633.00	\$ 14,802,633.00	\$ 17,500,000.00
Student Union Addition	\$ 34,120,000.00	<u>\$ 15,120,000.00</u>	\$ 19,000,000.00
Technology Quadrant-PhaseII			
Totals		\$ 100,000,000.00	

* Phase I and II.

¹ The Board of Trustees approved the Ninth Supplemental Indenture on April 16, 2002, supplementing the Master Indenture of Trust dated November 1, 1995, as amended, and subsequently amended it on June 20, 2006.

² The amounts presented herein may vary by up to 5% pursuant to a Board of Trustee's resolution permitting reallocations of authorized amounts for projects, provided, however, 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 upon a written determination by the Vice President for Financial Planning and Management, as an Authorized Officer pursuant to the Master Indenture as supplemented, including Section 805 thereof, 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.



University of Connecticut
Financial Planning and Management

June 20, 2006

TO: Members of the Board of Trustees

FROM: Lorraine M. Aronson
Vice President and Chief Financial Officer

Barry M. Feldman, Ph.D.
Interim Vice President and Chief Operating Officer

RE: REVISED ALLOCATION OF BOND PROCEEDS OF THE ELEVENTH SUPPLEMENTAL INDENTURE (UNIVERSITY OF CONNECTICUT GENERAL OBLIGATION BONDS, 2005 SERIES A)

RECOMMENDATION:

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

- Decrease the Dental School Renovation Project by \$170,000 for a total fiscal year 2004-2005 bond authorization for such project of \$0; and
- Decrease the Library/Student Computer Center Renovation Project by \$65,000 for a total fiscal year 2004-2005 bond authorization for such project of \$85,000; and
- Decrease the Main Building Renovation Project by \$30,000 for a total fiscal year 2004-2005 bond authorization for such project of \$45,000; and
- Decrease the Medical School Academic Building Renovation Project by \$2,070,000 for a total fiscal year 2004-2005 bond authorization for such project of \$140,000; and
- Decrease the Research Tower Project by \$2,690,000 for a total fiscal year 2004-2005 bond authorization for such project of \$315,000; and
- Increase the Deferred Maintenance/Code/ADA Renovation Lump Sum – Health Center Project by \$260,000 for a total fiscal year 2004-2005 bond authorization for such project of \$3,110,000; and
- Increase the Equipment, Library Collections & Telecommunications – Health Center Project by \$4,765,000 for a total Fiscal Year 2004-2005 bond authorization for such project of \$12,665,000.

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BACKGROUND:

The Board of Trustees approved the Eleventh Supplemental Indenture on March 23, 2004, supplementing the Master Indenture of Trust dated November 1, 1995. In addition to this submission, the Eleventh Supplemental Indenture was amended to reallocate the \$100,000,000 in General Obligation Bond authorizations for Fiscal Year 2004 - 2005 that are secured by the State's Debt Service Commitment on February 3, 2005, and June 21, 2005. Appendix A attached hereto lists the projects and amount of bond proceeds authorized for each project for the FY 2004 -2005 bond authorizations, including this submission.

**RESOLUTION AMENDING APPENDIX A OF
THE ELEVENTH SUPPLEMENTAL INDENTURE
TO REALLOCATE FISCAL YEAR 2004-2005
GENERAL OBLIGATION BOND PROCEEDS**

WHEREAS, on March 23, 2004, the University of Connecticut (the “University”), by vote of its Board of Trustees, approved the Eleventh Supplemental Indenture, as subsequently amended, on February 3, 2005 and June 21, 2005, (the “Eleventh 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, as amended, (the “Master Indenture”); and

WHEREAS, on March 16, 2005, the University, in conjunction with the Treasurer of the State of Connecticut (the “State Treasurer”), issued the University’s General Obligation Bonds Series 2005 (the “Series 2005 Bonds”) in the aggregate principal amount of \$98,110,000, the proceeds of which in the amount of \$100,000,000 were to be spent on the Fiscal Year 2004-2005 bond authorizations in accordance with the Eleventh Supplemental Indenture; and

WHEREAS, it has been determined that the allocation for the proceeds of the Series 2005 Bonds should be revised to reflect the actual progress being made on certain of the projects; and

WHEREAS, the University desires to amend the Eleventh Supplemental Indenture to restate the allocation of bond proceeds as set forth in Appendix A.

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

That Appendix A to the Eleventh Supplemental Indenture hereby is amended to reallocate the fiscal year 2004-2005 bond authorization amongst projects as follows:

(a) decrease Dental School Renovation by \$170,000 for a total fiscal year 2004-2005 bond authorization for such project of \$0; and

(b) decrease Library/Student Computer Center Renovation by \$65,000 for a total fiscal year 2004-2005 bond authorization for such project of \$85,000; and

(c) decrease Main Building Renovation by \$30,000 for a total fiscal year 2004-2005 bond authorization for such project of \$45,000; and

(d) decrease Medical School Academic Building Renovation by \$2,070,000 for a total fiscal year 2004-2005 bond authorization for such project of \$140,000; and

(e) decrease Research Tower by \$2,690,000 for a total fiscal year 2004-2005 bond authorization for such project of \$315,000; and

(f) increase Deferred Maintenance/Code/ADA Renovation Lump Sum – Health Center by \$260,000 for a total fiscal year 2004-2005 bond authorization for such project of \$3,110,000; and

(g) increase Equipment, Library Collections & Telecommunications – Health Center by \$4,765,000 for a total fiscal year 2004-2005 bond authorization for such project of \$12,665,000.

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

ELEVENTH SUPPLEMENTAL INDENTURE
UCONN 2000 INFRASTRUCTURE IMPROVEMENT PROGRAM
FISCAL YEAR 2005
UCONN 2000 BOND AUTHORIZATIONS
2005 SERIES A BOND PROJECTS

<u>Fiscal Year 2005 Projects</u>	<u>Total Needed D.S.C.*</u>	<u>Fiscal Year 2005 Bond Authorization⁽²⁾</u>	<u>Prior D.S.C. Bond Authorization*</u>
Phase II Projects			
Avery Point Renovation	\$ 5,323,000.00	\$ 2,323,000.00	\$ 3,000,000.00
Deferred Maintenance and Renovation Lump Sum Balance - Phase II	\$ 110,326,022.13	2,847,828.00	\$ 107,478,194.13
Equipment, Library Collections and Telecommunications Completion - Phase II	\$ 105,812,000.00	6,689,000.00	\$ 99,123,000.00
School of Pharmacy	\$ 88,609,000.00	30,820,172.00	\$ 57,788,828.00
Student Union Addition	\$ 44,622,633.00	<u>7,320,000.00</u>	\$ 37,302,633.00
Subtotal of Phase II Projects		\$ 50,000,000.00	
Phase III Projects			
•Storrs and Regional Campuses			
Arjona and Monteith (new classroom buildings)	\$ 86,100,000.00	\$ 1,400,000.00	0
Deferred Maintenance/Code/ADA Renovation Lump Sum	\$ 237,665,425.00	17,360,000.00	0
Farm Buildings Repairs/Replacement	\$ 6,000,000.00	2,100,000.00	0
Intramural, Recreational and Intercollegiate Facilities	\$ 31,000,000.00	4,700,000.00	0
Lakeside Renovation	\$ 3,800,000.00	3,800,000.00	0
Law School Renovations/Improvements	\$ 27,500,000.00	500,000.00	0
Natural History Museum Completion	\$ 3,900,000.00	500,000.00	0
North Hillside Road Completion	\$ 5,820,000.00	1,000,000.00	0
Residential Life Facilities	\$ 60,000,000.00	750,000.00	0
Stamford Campus Improvements	\$ 3,000,000.00	250,000.00	0
Torrey Renovation Completion and Biology Expansion	\$ 50,305,000.00	1,000,000.00	0
West Hartford Campus Renovations/Improvements	\$ 25,000,000.00	<u>250,000.00</u>	0
Subtotal - Phase III Storrs and Regional Campuses		\$ 33,610,000.00	
•Health Center			
CLAC Renovation Biosafety Level 3 Lab	\$ 14,000,000.00	\$ 30,000.00	0
Deferred Maintenance/Code/ADA Renovation Lump Sum-Health Center	\$ 50,000,000.00	3,110,000.00	0
Equipment, Library Collections and Telecommunications-Health Center	\$ 75,000,000.00	12,665,000.00	0
Library/Student Computer Center Renovation	\$ 5,000,000.00	85,000.00	0
Main Building Renovation	\$ 75,000,000.00	45,000.00	0
Medical School Academic Building Renovation	\$ 9,000,000.00	140,000.00	0
Research Tower	\$ 60,000,000.00	<u>315,000.00</u>	0
Subtotal of Phase III Health Center		\$ 16,390,000.00	
Subtotal of Phase III Projects: Storrs and Regional Campuses and Health Center		\$ 50,000,000.00	
TOTAL Phase II and Phase III		\$ 100,000,000.00	

* Phases I and II

** Phase III

¹ The Board of Trustees approved the Eleventh Supplemental Indenture on March 23, 2004, supplementing the Master Indenture of Trust dated November 1, 1995, as amended, and subsequently amended on February 3, 2005, June 21, 2005, and June 20, 2006.

² The amounts presented herein may vary by up to 5% pursuant to a Board of Trustee's resolution permitting reallocations of authorized amounts for projects, provided, however, 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 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, 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.



University of Connecticut
Financial Planning and Management

June 20, 2006

TO: Members of the Board of Trustees

FROM: Lorraine M. Aronson
Vice President and Chief Financial Officer

Barry M. Feldman, Ph.D.
Interim Vice President and Chief Operating Officer

RE: REVISED ALLOCATION OF BOND PROCEEDS OF THE TWELFTH SUPPLEMENTAL INDENTURE (UNIVERSITY OF CONNECTICUT GENERAL OBLIGATION BONDS, 2006 SERIES A)

RECOMMENDATION:

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

- Decrease the Dental School Renovation Project by \$130,000 for a total fiscal year 2005-2006 bond authorization for such project of \$200,000; and
- Decrease the Equipment, Library Collections & Telecommunications – Health Center Project by \$744,575 for a total fiscal year 2005-2006 bond authorization for such project of \$6,835,425; and
- Decrease the Medical School Academic Building Renovation Project by \$190,000 for a total fiscal year 2005-2006 bond authorization for such project of \$1,000,000; and
- Decrease the Research Tower Project by \$14,000,000 for a total fiscal year 2005-2006 bond authorization for such project of \$0; and
- Increase CLAC Renovation Biosafety Level 3 Lab Project by \$500,000 for a total fiscal year 2005-2006 bond authorization for such project of \$500,000; and
- Increase the Deferred Maintenance/Code/ADA Renovation Lump Sum Project by \$459,575 for a total fiscal year 2005-2006 bond authorization for such project of \$10,659,575; and

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- Increase the Deferred Maintenance/Code/ADA Renovation Lump Sum – Health Center Project by \$1,285,000 for a total fiscal year 2005-2006 bond authorization for such project of \$4,285,000; and
- Increase the Intramural, Recreational & Intercollegiate Facilities Project by \$8,200,000 for a total fiscal year 2005-2006 bond authorization for such project of \$26,300,000; and
- Increase the Law School Renovation/Improvements Project by \$520,000 for a total fiscal year 2005-2006 bond authorization for such project of \$1,020,000; and
- Increase the Library/Student Computer Center Renovation Project by \$500,000 for a total fiscal year 2005-2006 bond authorization for such project of \$500,000; and
- Increase the Main Building Renovation Project by \$1,600,000 for a total fiscal year 2005-2006 bond authorization for such project of \$1,600,000; and
- Increase the Student Union Addition Project by \$2,000,000 for a total fiscal year 2005-2006 bond authorization for such project of \$13,000,000.

BACKGROUND:

The Board of Trustees approved the Twelfth Supplemental Indenture on June 21, 2005, supplementing the Master Indenture of Trust dated November 1, 1995. This submission amends the Twelfth Supplemental Indenture to reallocate the \$79,000,000 in General Obligation Bond Authorizations for Fiscal Years 2005-2006 that are secured by the State's Debt Service Commitment. Appendix A attached hereto lists the projects and amount of bond proceeds authorized for each project for the FY 2005 -2006 bond authorizations, including this submission.

**RESOLUTION AMENDING APPENDIX A OF
THE TWELFTH SUPPLEMENTAL INDENTURE
TO REALLOCATE FISCAL YEAR 2005-2006
GENERAL OBLIGATION BOND PROCEEDS**

WHEREAS, on June 21, 2005, the University of Connecticut (the “University”), by vote of its Board of Trustees, approved the Twelfth Supplemental Indenture, (the “Twelfth 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, as amended, (the “Master Indenture”); and

WHEREAS, on March 15, 2006, the University, in conjunction with the Treasurer of the State of Connecticut (the “State Treasurer”), issued the University’s General Obligation Bonds Series 2006 (the “Series 2006 Bonds”) in the aggregate principal amount of \$77,145,000.00 the proceeds of which in the amount of \$79,000,000 were to be spent on the Fiscal Year 2005-2006 bond authorizations in accordance with the Twelfth Supplemental Indenture; and

WHEREAS, it has been determined that the allocation for the proceeds of the Series 2006 Bonds should be revised to reflect the actual progress being made on certain of the projects; and

WHEREAS, the University desires to amend the Twelfth Supplemental Indenture to restate the allocation of bond proceeds as set forth in Appendix A.

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

That Appendix A to the Twelfth Supplemental Indenture hereby is amended to reallocate the fiscal year 2005-2006 bond authorization amongst projects as follows:

- (a) decrease Dental School Renovation by \$130,000 for a total fiscal year 2005-2006 bond authorization for such project of \$200,000; and
- (b) decrease Equipment, Library Collections & Telecommunications – Health Center by \$744,575 for a total fiscal year 2005-2006 bond authorization for such project of \$6,835,425; and
- (c) decrease Medical School Academic Building Renovation by \$190,000 for a total fiscal year 2005-2006 bond authorization for such project of \$1,000,000; and
- (d) decrease Research Tower by \$14,000,000 for a total fiscal year 2005-2006 bond authorization for such project of \$0; and
- (e) increase CLAC Biosafety Level 3 Lab by \$500,000 for a total fiscal year 2005-2006 bond authorization for such project of \$500,000; and

- (f) increase Deferred Maintenance/Code/ADA Renovation Lump Sum by \$459,575 for a total fiscal year 2005-2006 bond authorization for such project of \$10,659,575; and
- (g) increase Deferred Maintenance/Code/ADA Renovation Lump Sum – Health Center by \$1,285,000 for a total fiscal year 2005-2006 bond authorization for such project of \$4,285,000; and
- (h) increase the Intramural, Recreational & Intercollegiate Facilities Project by \$8,200,000 for a total fiscal year 2005-2006 bond authorization for such project of \$26,300,000; and
- (i) increase Law School Renovations/Improvements by \$520,000 for a total fiscal year 2005-2006 bond authorization for such project of \$1,020,000; and
- (j) increase Library/Student Computer Center Renovation by \$500,000 for a total fiscal year 2005-2006 bond authorization for such project of \$500,000; and
- (k) increase Main Building Renovation by \$1,600,000 for a total fiscal year 2005-2006 bond authorization for such project of \$1,600,000; and
- (l) increase Student Union Addition by \$2,000,000 for a total fiscal year 2005-2006 bond authorization for such project of \$13,000,000.

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

TWELFTH SUPPLEMENTAL INDENTURE
UCONN 2000 INFRASTRUCTURE IMPROVEMENT PROGRAM
FISCAL YEAR ENDING 2006
UCONN 2000 BOND AUTHORIZATIONS
2006 SERIES A BOND PROJECTS

UCONN 2000 Projects*	UCONN 21 st Century Total Needed D.S.C.**	Fiscal Year 2005-2006 Bond Authorization ⁽²⁾	UCONN 21 st Century Prior D.S.C. Bond Authorization***
---Storrs and Regional Campuses			
Deferred Maintenance/Code/ADA Renovation Lump Sum	\$ 237,665,425	\$ 10,659,575	\$ 17,360,000
Equipment, Library Collections & Telecommunications	\$ 157,959,575	\$ 6,100,000	\$ 0
Farm Buildings Repairs/Replacement	\$ 6,000,000	\$ 500,000	\$ 2,100,000
Intramural, Recreational and Intercollegiate Facilities	\$ 31,000,000	\$ 26,300,000	\$ 4,700,000
Law School Renovations/Improvements	\$ 27,500,000	\$ 1,020,000	\$ 500,000
School of Pharmacy/Biology Completion	\$ 6,000,000	\$ 6,000,000	\$ 0
Stamford Campus Improvements	\$ 3,000,000	\$ 250,000	\$ 250,000
Student Union Addition	\$ 13,000,000	\$ 13,000,000	\$ 0
West Hartford Campus Renovations/Improvements	\$ 25,000,000	\$ 250,000	\$ 250,000
Subtotal – Storrs and Regional Campuses		\$ 64,079,575	\$ 25,160,000
--Health Center			
CLAC Renovation Biosafety Level 3 Lab	\$ 14,000,000	\$ 500,000	\$ 30,000
Deferred Maintenance/Code/ADA Renovation Sum–Health Center	\$ 50,000,000	\$ 4,285,000	\$ 3,110,000
Dental School Renovation	\$ 5,000,000	\$ 200,000	\$ 0
Equipment, Library Collections and Telecommunications-Health Center	\$ 75,000,000	\$ 6,835,425	\$ 12,665,000
Library/Student Computer Center Renovation	\$ 5,000,000	\$ 500,000	\$ 85,000
Main Building Renovation	\$ 75,000,000	\$ 1,600,000	\$ 45,000
Medical School Academic Building Renovation	\$ 9,000,000	\$ 1,000,000	\$ 140,000
Subtotal – Health Center		\$ 14,920,425	\$ 16,390,000
Total Fiscal Year 2005-2006 Bond Authorization		\$ 79,000,000	

*Reflects amendment to project names by Public Act No 02-3 of the May, 2002 Special 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⁾ Board of Trustees approved the Twelfth Supplemental Indenture on June 21, 2005, supplementing the Master Indenture of Trust dated November 1, 1995, as amended, and subsequently amended it on June 20, 2006.


⁽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%, 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 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, 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.

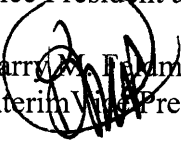


University of Connecticut
Financial Planning and Management

June 20, 2006

TO: Members of the Board of Trustees

FROM: Lorraine M. Aronson 
Vice President and Chief Financial Officer

Barry M. Feldman, Ph.D. 
Interim Vice President and Chief Operating Officer

RE: **THIRTEENTH SUPPLEMENTAL INDENTURE AUTHORIZING
UNIVERSITY OF CONNECTICUT GENERAL OBLIGATION BONDS**

RECOMMENDATION:

That the Board of Trustees approve the Thirteenth Supplemental Indenture authorizing University of Connecticut General Obligation Bonds. This provides for the thirteenth bond issuance under the Master Indenture and authorizes issuance in an amount not to exceed \$89,000,000, plus costs of issuance.

BACKGROUND:

The University of Connecticut's General Obligation Bonds authorized by the UCONN 2000 Act (Sections 10a-109a to 10a-109y, inclusive, of the Connecticut General Statutes, as amended) are secured by a Master Indenture of Trust for the entire capital program which was amended for Phase III of UCONN 2000 and approved, as amended, by the State Bond Commission on December 19, 2003. It provides that each new issue of bonds be issued pursuant to a supplemental indenture. For such bonds secured by the State Debt Service Commitment, the law sets maximum annual amounts that the University, through its Board of Trustees, may issue.

The Thirteenth Supplemental Indenture authorizes the issuance of \$89,000,000, which is the Fiscal Year 2007 maximum amount provided for in the UCONN 2000 Act, plus cost of issuance. The \$89,000,000 represents Fiscal Year 2006-2007 Phase III Projects, which includes projects at the University of Connecticut Health Center.

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This supplemental indenture also authorizes the sale of securities in an exact amount to be determined at the time of issuance depending on cash expenditure requirements within a year or less following issuance. Appendix A of the Thirteenth Supplemental Indenture lists the UCONN 2000 projects that may be financed by the bonds.

This recommendation, if approved, will serve as the Board of Trustees' resolution for approval of the attached Thirteenth Supplemental Indenture and for the series of bonds to be issued in accordance therewith. The resolution, with supplemental information, as appropriate, will be sent to the Governor for approval. If the Governor chooses not to exercise her statutory authority to approve or disapprove the resolution within 30 days of its submission, it will be deemed approved in accordance with the Act.

THE UNIVERSITY OF CONNECTICUT

as Issuer

and

U.S. BANK NATIONAL ASSOCIATION

as Trustee

THIRTEENTH SUPPLEMENTAL INDENTURE

AUTHORIZING

THE UNIVERSITY OF CONNECTICUT
GENERAL OBLIGATION BONDS

_____ Series __ Bonds

(Secured by the State Debt Service Commitment)

Dated as of _____, 200__

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**THIRTEENTH SUPPLEMENTAL INDENTURE
AUTHORIZING THE ISSUANCE OF
THE UNIVERSITY OF CONNECTICUT
GENERAL OBLIGATION BONDS
_____ SERIES __ BONDS
(SECURED BY THE STATE DEBT SERVICE COMMITMENT)**

ARTICLE I

Definitions and Statutory Authority

101. **Thirteenth Supplemental Indenture.** This Thirteenth Supplemental Indenture authorizing _____ Series __ Bonds is supplemental to, and constitutes a Supplemental Indenture within the meaning of, and is adopted in accordance with Article X of the General Obligation Master Indenture of Trust between the University of Connecticut and the Trustee dated as of November 1, 1995 (the “Indenture”) as amended and supplemented to the date hereof, the form of which was approved by the State Bond Commission as required by Section 10a-109g of the General Statutes of Connecticut.

102. **Definitions.** All terms defined, and the rules of construction set forth, in Article I of the Indenture shall have the same meanings in this Thirteenth Supplemental Indenture as such terms are given in such Article I except that, as used in this Thirteenth Supplemental Indenture, the following terms shall have the following respective meanings, unless the context shall otherwise require:

“**Authorized Officer’s Certificate**” means a copy certified by an Authorized Officer of a resolution of the academic and financial affairs committee of the Board of Trustees.

“**Authorized Officer for Sale Purposes**” means the Authorized Officer, who shall be an officer, official or trustee serving on the academic and financial affairs committee of the Board of Trustees.

“**Bond Insurance Policy**” means the municipal bond new issue insurance policy issued by the Bond Insurer that guarantees payment of principal of and interest on the _____ Series __ Bonds maturing on _____ to _____, inclusive and constitutes a Bond Facility under the Indenture.

“**Bond Insurer**” means _____, a financial guaranty insurance company, or any successor thereto.

“**Certificate of Determination**” means the certificate of determination of the Treasurer required by section 502 hereof and otherwise referenced herein.

“**Indenture**” means the General Obligation Master Indenture of Trust between the University and the Trustee dated as of November 1, 1995, as from time to time amended or supplemented.

“ Series Bonds” means the Bonds authorized by, and issued in one or more series, pursuant to Article II of this Thirteenth Supplemental Indenture.

“ Series Insured Bonds” means the Series Bonds maturing on to , inclusive, to be insured by a municipal bond new issue insurance policy to be issued simultaneously with the delivery of the Series Bonds by the Bond Insurer.

“**Official Statement**” means the official statement of the University relating to the Series Bonds.

“**Preliminary Official Statement**” means the preliminary official statement of the University relating to the Series Bonds.

“**Principal**” or “**principal**” means the principal amount of each Bond payable at maturity.

“**Principal Amount**” means the outstanding principal of a Bond.

“**Thirteenth Supplemental Indenture**” means this Thirteenth Supplemental Indenture dated as of , as amended, authorizing The University of Connecticut General Obligation Bonds, Series (secured by the State Debt Service Commitment).

“**Underwriters**” means the initial purchasers of the Series Bonds pursuant to a bond purchase agreement duly executed by the University, the Treasurer and such purchasers.

103. **Authority for the Thirteenth Supplemental Indenture.** This Thirteenth Supplemental Indenture is entered into by the University and the Trustee pursuant to the provisions of the Act and the Indenture.

ARTICLE II

Authorization, Terms and Issuance of Bonds

201. **Authorization of Fiscal Year 2006-2007 Bonds, Maximum Amount, Series Bonds, Delegation, Designation and Pledge.** Bonds for Fiscal Year 2006-2007, ending June 30, 2007 entitled to the benefit, protection and security of the Act and Indenture, and constituting Bonds to be secured by the State Debt Service Commitment are hereby authorized to be issued under the Indenture and pursuant to the Act in a maximum amount not to exceed \$89,000,000 (being the maximum bond authorization for Fiscal Year 2006-2007 pursuant to the Act), for the UConn Projects as set forth in Appendix A (attached hereto and hereby made a part hereof) and constituting UConn 2000 Projects (provided nothing herein shall preclude the amendment of Appendix A pursuant to the Act and in accordance with the Indenture and as provided by Appendix A), plus the amount of the Costs of Issuance to be funded from the proceeds of such Bonds.

It is noted that there are no amounts of bond authorization carried forward.

The exact amount of the _____ Series ___ Bonds is hereby delegated to and is to be determined by a certificate of, the Authorized Officer for Sale Purposes in accordance with Section 7(a)(2) of the Act respecting the anticipated cash expenditure requirements for authorized UConn 2000 Projects within the year following issuance plus not more than twenty (20%) percent in excess thereof, provided that such amount shall not exceed \$89,000,000 (plus Costs of Issuance). The amount of the balance of Bonds herein authorized for Fiscal Year 2006-2007 and not funded by the _____ Series ___ Bonds shall be issued subsequently pursuant to an additional Certificate of such Authorized Officer for Sale purposes as an additional series of Bonds hereunder or pursuant to a Supplemental Indenture or Supplemental Indentures depending on the remaining cash expenditure requirements respecting each UConn 2000 Project theretofore authorized by a Supplemental Indenture.

The Bonds shall be designated as and shall be distinguished from other Bonds by the additional title “_____ Series ___” or such other designation or designations of “Series ___” inserting the applicable number and letter, respectively, reflecting the year and series issued, as provided in the Certificate of Determination, pursuant to and subject to the terms, conditions and limitations established in the Indenture, this Thirteenth Supplemental Indenture, such Authorized Officer’s Certificate and the Treasurer’s Certificate of Determination. In accordance with the Act, the amount of the State Debt Service Commitment in each fiscal year is hereby pledged for the punctual payment of the Special Debt Service Requirements on the _____ Series ___ Bonds as the same arise and shall become due and payable.

202. **Purposes.** The _____ Series ___ Bonds will be issued and used to provide funds for deposit in the following accounts of Bond Proceeds Fund: (i) construction account, which, pursuant to Section 602 of the Indenture unless otherwise provided by a Supplemental Indenture, shall be held and maintained by the Trustee, for construction and equipping of certain facilities, (or reimbursement to the University for funds expended therefor) that are included and that have been authorized as a UConn 2000 Project by the Board of Trustees and (ii) cost of issuance account, which, pursuant to Section 602 of the Indenture unless otherwise provided by a Supplemental Resolution, shall be held and maintained by the Treasurer, to pay or provide for the _____ Series ___ Bonds costs of issuance. The Treasurer and University shall cause the proceeds from the sale of the _____ Series ___ Bonds to be so deposited in the Bond Proceeds Fund. Monies in the construction account respecting the proceeds of the Bonds heretofore issued may be disbursed from time to time pursuant to Section 603 of the Master Indenture, particularly paragraph (5) thereof, for any such UConn 2000 Project but not in excess of the aggregate amount authorized for such UConn 2000 Project by the Board of Trustees.

203. **Interest Payments.** The ___ Series ___ Bonds shall bear interest from their respective dates, payable on the date or dates, and at the rates as shall be determined by the Treasurer in the Certificate of Determination. Except as otherwise may be provided in such Certificates, interest shall be computed on the basis of a 360-day year consisting of 12 months of 30 days each.

204. **Form, Denomination, Numbers and Letters.** The _____ Series ___ Bonds shall be in fully registered form and shall initially be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”), which will act as securities depository for the ___ Series ___ Bonds. The _____ Series ___ Bonds shall be in denominations to be

determined by the Treasurer in the Certificate of Determination. The ____ Series __ Bonds shall be lettered "AR-____" or such other letters provided in the Certificate of Determination. Each such letter shall be followed by the number of the _____ Series __ Bonds. The _____ Series __ Bonds shall be numbered consecutively from one upward in order of issuance.

205. **Places of Payment and Paying Agent.** So long as all of the ____ Series __ Bonds are registered in the name of Cede & Co., as nominee of DTC, or any other nominee of DTC or its successor as securities depository, principal, Sinking Fund Installments, if any, Redemption Price of and interest on the _____ Series __ Bonds shall be payable from the Trustee to DTC or its successor as securities depository for the _____ Series __ Bonds, as determined by the Treasurer in the Certificate of Determination. If any of the _____ Series __ Bonds shall no longer be registered in the name of a nominee of DTC or any successor securities depository or its nominee, interest on the _____ Series __ Bonds shall be payable by check mailed to the registered owners of the _____ Series __ Bonds, and principal, Sinking Fund Installments, if any, or Redemption Price of the _____ Series __ Bonds shall be payable at the principal corporate trust office of the Paying Agent for the _____ Series __ Bonds.

206. **Sale.** Pursuant to Sections 7(e) and (f) of the Act, the Treasurer is authorized by the Act to sell the ____ Series __ Bonds by negotiation or public competitive sale, in such manner, at such price or prices, at such time or times, in one or more series, and on such terms and conditions as the Treasurer shall determine to be in the best interests of the State and University. The terms and particulars of each such sale, the receipt of each proposal and each award of the ____ Series __ Bonds and all other action appropriate or necessary in connection therewith shall be set by the Treasurer, including the selection of the Trustee pursuant to Article VIII of the Indenture, in conjunction with the Authorized Officer for Sale Purposes to whom such matters are hereby delegated and shall be recited in the Treasurer's Certificate of Determination, cojoined by a Certificate of such Authorized Officer.

207. **Execution.** The ____ Series __ Bonds shall be signed in the name of the University by the manual or facsimile signature of its President and the seal of the University (or a facsimile thereof) shall be affixed, imprinted, engraved or otherwise reproduced thereon and attested by an Authorized Officer. The ____ Series __ Bonds shall be authenticated manually by the Trustee in accordance with the provisions of the Indenture.

208. **Delivery and Application of Bond Proceeds.** After their execution as provided herein and in the Indenture, the ____ Series __ Bonds shall be delivered to the Trustee for authentication as provided in the Indenture and shall thereupon be delivered to the Underwriters upon receipt by the Trustee of the purchase price therefor in accordance with the documents of sale and upon satisfaction of the conditions contained therein and in the Indenture. The proceeds of the _____ Series __ Bonds shall be deposited in the Bond Proceeds Fund in the amounts and for the Construction Account and Costs of Issuance Account, as more particularly set forth in the Certificate of Determination of the Treasurer.

209. **Defeasance.** Pursuant to Section 1001(1)(b) of the Master Indenture, for purposes of the _____ Series __ Bonds, Section 1402(c) of the Master Indenture is hereby amended in its entirety as follows.

(c) in the event said Bonds are not by their terms subject to redemption within the next succeeding 60 days, the University shall have given the Trustee in form satisfactory to it irrevocable instructions to mail at least once, or to publish at least twice at an interval of not less than seven days between publications in an Authorized Newspaper, as soon as practicable, a notice to the Holders of such Bonds that the deposit required by (b) above has been made with the Trustee and that said Bonds are deemed to have been paid in accordance with this Section and stating such maturity or redemption date upon which moneys are to be available for the payment of the principal or Redemption Price, if applicable, on said Bonds.

ARTICLE III

Form of the _____ Series __ Bonds

301. **Form of the _____ Series __ Bonds.** The _____ Series __ Bonds shall be substantially in the form set forth in the Indenture with such additions or deletions anticipated by this Thirteenth Supplemental Indenture as are set forth in the Certificate of Determination.

ARTICLE IV

Tax Covenant

401. **Tax Exemption.** In order to maintain the exclusion from gross income for purposes of federal income taxation of interest on the _____ Series __ Bonds, the University hereby covenants to comply with the provisions of the Code, and any regulations or rulings issued thereunder, applicable to the _____ Series __ Bonds. Further, the University covenants that it will not take any action or fail to take any action that would cause the _____ Series __ Bonds to be “arbitrage bonds” within the meaning of Section 148(a) of the Code. In fulfilling the covenants set forth in this Section, the University hereby agrees to instruct all parties acting by or on behalf of the University or in any manner with respect to the _____ Series __ Bonds regarding all acts necessary to satisfy and fulfill such covenants.

ARTICLE V

Miscellaneous

501. **No Recourse.** No recourse shall be had for the payment of the principal of or interest on the _____ Series __ Bonds or for any claim based thereon or on this Thirteenth Supplemental Indenture against any member of the Board of Trustees, nor the State Bond Commission or any officer of the University or the State or any person executing the _____ Series __ Bonds and neither the members of the Board of Trustees or the State Bond Commission nor officers of the

University or the State nor any person executing the _____ Series __ Bonds, or with respect to execution of documents hereinafter mentioned, including the Preliminary Official Statement, the Official Statement and any Bond Purchase Agreement, Tax Regulatory Agreement or documents in connection with the authorization, issuance and sale of the _____ Series __ Bonds shall be liable personally thereon or be subject to any personal liability or accountability by reason of the issuance or execution thereof. Pursuant to Section 19 of the Act, the provisions of Sections 4-165 and 5-141d of the General Statutes shall apply to any employee or official of the University or other State agency who is discharging his duties or acting within the scope of his employment in furtherance of the UConn 2000 Infrastructure Improvement Program.

502. Delegation of Authority to Treasurer and to Authorized Officer for Sale Purposes.

(A) The Treasurer is delegated, pursuant to the Act on behalf of the University and subject in all respects to the Indenture, the authority to determine with respect to the _____ Series __ Bonds the date or dates and maturities (provided, however, that the _____ Series __ Bonds issued to finance equipment and collections shall mature not later than five (5) years from their dated date and the 2006 Series A Bonds issued to finance any other purpose shall mature not later than thirty (30) years from their dated date); provisions for either serial or term, sinking fund requirements, if any; due dates of interest; denominations; the terms, if any, of optional or extraordinary redemption, with or without premium; time or times of sale (subject to the cash flow requirements of the University to cover the cost of the UConn 2000 Infrastructure Improvement Program) and manner of sale; interest rates and limitations with respect thereto; provisions for receipt and deposit or investment of the good faith deposit pending delivery; and such other terms and conditions of the _____ Series __ Bonds and of the issuance and sale thereof as the Treasurer may determine to be in the best interests of the State and University. The Treasurer shall file a Certificate of Determination with the University and Secretary of the State Bond Commission on or before the date of delivery of the _____ Series __ Bonds setting forth the details and particulars of the _____ Series __ Bonds determined by her in accordance with this delegation. Such Certificate of Determination shall be delivered to the Trustee on or before the date of closing of the _____ Series __ Bonds.

(B) The Treasurer is also delegated, pursuant to the Act and, in accordance with Section 4(a)(5) of the Act pursuant to certain provisions of Section 3-20 of the General Statutes of the State of Connecticut, as amended, the authority to enter into agreements in consultation with the University (through an Authorized Officer) with respect to the issuance and sale of the _____ Series __ Bonds, including financial advisory agreements, bond purchase agreements, tax regulatory agreements, and agreements with respect to security for the _____ Series __ Bonds.

(C) The Authorized Officer for Sale Purposes is hereby delegated and the Treasurer is further delegated, pursuant to the Act, the authority to approve the final terms of and publication and distribution of the Official Statement in connection with the offering and sale of the _____ Series __ Bonds and to sign and certify that the Preliminary Official Statement is an official statement that the University deems final as of its date for purposes of Rule 15c2-12 of the Securities and Exchange Commission ("Rule 15c-12"), except for certain permitted omissions described in paragraph (b)(1) of Rule 15c2-12. The mailing, publication and distribution of the Preliminary

Official Statement is hereby confirmed and approved. The Treasurer, in conjunction with the Authorized Officer for Sale Purposes, is further authorized and directed to sign any amendment or supplement or certificate with respect to the Official Statement or the Preliminary Official Statement that may, in the Treasurer's judgment, be necessary or appropriate on or before the date of delivery of the _____ Series __ Bonds.

(D) Subsequent to adoption of the resolution of the Board of Trustees authorizing the Thirteenth Supplemental Indenture, the Authorized Officer for Sale Purposes is hereby authorized to make such changes, insertions, deletions or provisions thereto, not materially inconsistent with the intent of the provisions of the Thirteenth Supplemental Indenture as so adopted as may be necessary or appropriate to respond to the requirements of the Governor, the Treasurer, the Underwriters of the _____ Series __ Bonds, the Bond Insurer or the rating agencies with respect to the Thirteenth Supplemental Indenture and the Official Statement and may rely on a Counsel's Opinion for advice with respect to the foregoing. In addition, any Authorized Officer is authorized and directed to sign other documents ancillary to the authorization, issuance and delivery of the _ Series __ Bonds within the scope of such Officer's duties at the University and under the Act.

503. **Declaration of Official Intent.** The University reasonably expects to incur expenditures (the "Expenditures") in connection with the _____ Series ____ Bonds projects of which a general functional description is contained in Appendix A attached hereto (collectively, the "Project"). The University reasonably expects to reimburse itself for the cost of Expenditures with respect to the Project with the proceeds of _____ Series __ Bonds, tax-exempt obligations to be issued by the University, not later than eighteen (18) months after the later of the date the original Expenditure is paid or the date the Project is placed in service or abandoned, but in no event more than three (3) years after the original Expenditure is paid. The maximum principal amount of such debt with respect to the Project is not expected to exceed \$89,000,000. This declaration of official intent is a declaration of official intent made pursuant to Section 1.150-2 of the Regulations.

IN WITNESS WHEREOF, the University of Connecticut has caused this Thirteenth Supplemental Indenture to be signed by its President, and sealed the same with its seal attested by its Authorized Officer and the Trustee, for itself and its successor or successors, has caused this Thirteenth Supplemental Indenture to be signed and sealed by its duly authorized officer and has by its execution hereof signified its acceptance of the trust hereby created and imposed.

THE UNIVERSITY OF CONNECTICUT

By: _____
Philip E. Austin
President

(SEAL)

ATTEST:

By: _____
Lorraine M. Aronson
Vice President and Chief Financial Officer

U.S. BANK NATIONAL ASSOCIATION

Dated as of _____, 200__.

By: _____
Name:
Title:

**THIRTEENTH SUPPLEMENTAL INDENTURE
UCONN 2000 INFRASTRUCTURE IMPROVEMENT PROGRAM
FISCAL YEAR ENDING 2007
UCONN 2000 BOND AUTHORIZATIONS
200_ SERIES _ BOND PROJECTS**

UCONN 2000 Projects*	UCONN 21 st Century Total Needed – D.S.C.**	Fiscal Year Ending 2007 Bond Authorization ⁽¹⁾	UCONN 21 st Century Prior D.S.C. Bond Authorization***
<u>--Storrs and Regional Campuses</u>			
Arjona and Monteith (new classroom buildings)	\$ 86,100,000	\$ 7,700,000	\$ 1,400,000
Deferred Maintenance/Code/ADA Renovation Lump Sum	\$237,665,445	24,700,000	28,019,575
Equipment, Library Collections & Telecommunications	\$157,959,575	20,809,575	6,100,000
Law School Renovations/Improvements	\$ 27,500,000	8,980,000	1,520,000
Mansfield Training School Improvements	\$ 25,000,000	3,000,000	-
Waterbury Downtown Campus	\$ 1,500,000	<u>300,000</u>	-
<u>Subtotal – Storrs and Regional Campuses</u>		<u>\$65,489,575</u>	<u>\$37,039,575</u>
<u>--Health Center</u>			
CLAC Renovation Biosafety Level 3 Lab	\$ 14,000,000	\$ 4,800,000	\$ 530,000
Deferred Maintenance/Code/ADA Renovation Sum — Health Center	\$ 50,000,000	4,820,000	7,395,000
Dental School Renovation	\$ 5,000,000	1,125,000	200,000
Equipment, Library Collections and Telecommunications - Health Center	\$ 75,000,000	5,540,425	19,500,425
Library/Student Computer Center Renovation	\$ 5,000,000	565,000	585,000
Main Building Renovation	\$ 75,000,000	4,400,000	1,645,000
Medical School Academic Building Renovation	\$ 9,000,000	<u>2,260,000</u>	<u>1,140,000</u>
<u>Subtotal – Health Center</u>		<u>\$23,510,425</u>	<u>\$30,995,425</u>
Total Fiscal Year Ending 2007 Bond Authorization		\$89,000,000	

*Reflects amendment to project names by Public Act No 02-3 of the May 2002 Special 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 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.