



Office of the Executive Vice President for
Administration and Chief Financial Officer
Scott A. Jordan
Executive Vice President
for Administration
and Chief Financial Officer

June 29, 2016

TO: Members of the Board of Trustees

FROM: Scott A. Jordan *sj*
Executive Vice President for Administration and Chief Financial Officer

RE: Twenty-Second Supplemental Indenture Authorizing University of Connecticut
General Obligation Bonds

RECOMMENDATION:

That the Board of Trustees approve the Twenty-second Supplemental Indenture, substantially in the form attached hereto, authorizing University of Connecticut General Obligation Bonds secured by the State of Connecticut's (the "State") Debt Service Commitment in an amount not to exceed \$240,400,000 plus costs of issuance, plus amounts carried forward from the Twenty-first Supplemental Indenture.

BACKGROUND:

The University of Connecticut's (the "University") 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 by and between the University and U.S. Bank National Association, dated as of November 1, 1995, as amended (the "Master Indenture") which provides that each new issue of bonds be issued pursuant to a supplemental indenture. For 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 Twenty-second Supplemental Indenture authorizes the appropriations for and issuance of bonds in the maximum amount of \$240,400,000 plus costs of issuance to finance Fiscal Year 2017 pursuant to Section 10a-109e (a) of the UCONN 2000 Act, as amended effective July 1, 2016, plus amounts carried forward from the Twenty-first Supplemental Indenture. The list includes projects which the Board has approved undertaking during Phase III at Storrs, the regional campuses and the UConn Health Center.

The Twenty-second Supplemental Indenture also authorizes that the exact amount of the bonds be determined at the time of issuance depending on cash expenditure requirements for twelve months or less following issuance. Appendix A of the Twenty-second Supplemental Indenture lists the UCONN 2000 projects that may be financed by the bonds (excluding the projects financed by the carry forward amounts).

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This recommendation, if approved, will serve as the Board of Trustees' resolution for approval of the Twenty-second 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 his statutory authority to approve or disapprove the resolution within 30 days of its submission, it will be deemed approved in accordance with the Act.

UNIVERSITY OF CONNECTICUT

as Issuer

and

U.S. BANK NATIONAL ASSOCIATION

as Trustee

TWENTY-SECOND SUPPLEMENTAL INDENTURE

AUTHORIZING

THE UNIVERSITY OF CONNECTICUT
GENERAL OBLIGATION BONDS

(Secured by the State Debt Service Commitment)

Dated as of _____

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**TWENTY-SECOND SUPPLEMENTAL INDENTURE
AUTHORIZING THE ISSUANCE OF
THE UNIVERSITY OF CONNECTICUT
GENERAL OBLIGATION BONDS
(SECURED BY THE STATE DEBT SERVICE COMMITMENT)**

ARTICLE I

Definitions and Statutory Authority

101. **Twenty-second Supplemental Indenture.** This Twenty-second Supplemental Indenture authorizing the 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 (the “University”) and the Trustee dated as of November 1, 1995 (the “Master 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 Twenty-second Supplemental Indenture as such terms are given in such Article I except that, as used in this Twenty-second Supplemental Indenture, the following terms shall have the following respective meanings, unless the context shall otherwise require:

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

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

“**Bond Insurance Policy**” means the municipal bond insurance policy, if any, issued by the Bond Insurer that guarantees payment of principal of and interest on the Bonds and constitutes a Bond Facility under the Indenture.

“**Bond Insurer**” means a financial guaranty insurance company, if any, or any successor thereto which insures the Bonds as provided in the Certificate of Determination.

“**Bonds**” means any series of bonds issued pursuant to this Twenty-second Supplemental Indenture.

“**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.

“Insured Bonds” means any series or certain maturities in any series of bonds to be insured by a municipal bond new issue insurance policy to be issued simultaneously with the delivery of Bonds by the Bond Insurer.

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

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

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

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

“Twenty-first Supplemental Indenture” means the Twenty-first Supplemental Indenture, dated April 1, 2016 supplementing the Master Indenture.

“Twenty-second Supplemental Indenture” means this Twenty-second Supplemental Indenture dated as of _____ as may be amended from time to time, authorizing the Bonds.

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

103. **Authority for the Twenty-second Supplemental Indenture.** This Twenty-second 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 2016-2017 Bonds, Maximum Amount, Delegation, Designation and Pledge.** Bonds for Fiscal Year ending June 30, 2016 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 \$240,400,000 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.

All of the principal amount of bonds authorized but unissued under the Twenty-first Supplemental Indenture approved by Governor Malloy on July 10, 2015, as amended and as set forth in the Certificate of Determination executed in connection with the bonds issued pursuant to the Twenty-first Supplemental Indenture is carried forward to Fiscal Year 2016-2017 in accordance with the Act.

The exact amount of the Bonds to be issued under this Twenty-second Supplemental Indenture 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 \$240,400,000 (plus Costs of Issuance and any carry forward amounts). The amount of the balance of Bonds herein authorized for Fiscal Year ending 2017 and not funded by the Bonds shall be issued subsequently pursuant to an additional Certificate of 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 "20__ Series A" 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 Twenty-second Supplemental Indenture, an 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 Bonds as the same arise and shall become due and payable.

202. **Purposes.** The Bonds will be issued and used to provide funds for deposit in the following accounts of the 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 Bonds costs of issuance. The Treasurer and University shall cause the proceeds from the sale of the 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 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 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 Bonds. The Bonds shall be in denominations to be determined by the Treasurer in the Certificate of Determination. The 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 Bonds. The 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 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 Bonds shall be payable from the Trustee to DTC or its successor as securities depository for the Bonds, as determined by the Treasurer in the Certificate of Determination. If any of the 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 Bonds shall be payable by check mailed to the registered owners of the Bonds, and Principal, Sinking Fund Installments, if any, or Redemption Price of the Bonds shall be payable at the principal corporate trust office of the Paying Agent for the Bonds.

206. **Sale.** Pursuant to Sections 7(e) and (f) of the Act, the Treasurer is authorized by the Act to sell the 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 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, and confirmed by the Authorized Officer for Sale Purposes.

207. **Execution.** The 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 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 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 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 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.

210. **UConn Infrastructure Improvement Program.** Pursuant to Sections 1001(1)(b) and 1001(6) of the Master Indenture, for purposes of the Bonds and any bonds issued under the Master Indenture after the date hereof, Section 909(C) is deleted in its entirety.

ARTICLE III

Form of the Bonds

301. **Form of the Bonds.** The Bonds shall be substantially in the form set forth in the Indenture with such additions or deletions anticipated by this Twenty-second 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 Bonds, the University hereby covenants to comply with the provisions of the Code, and any regulations or rulings issued thereunder, applicable to the Bonds. Further, the University covenants that it will not take any action or fail to take any action that would cause the 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 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 Bonds or for any claim based thereon or on this Twenty-second 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 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 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 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 Bonds the date or dates and maturities (provided, however, that the Bonds issued to finance equipment and collections shall mature not later than five (5) years from their dated date and the 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 bonds, 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 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 Bonds setting forth the details and particulars of the 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 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 Bonds, including financial advisory agreements, bond purchase agreements, tax regulatory agreements, and agreements with respect to security for the Bonds.

(C) The Authorized Officer for Sale Purposes or the Executive Vice President for Administration and Chief Financial Officer 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 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 15c-2-12 of the Securities and Exchange Commission ("Rule 15c-2-12"), except for certain permitted omissions described in paragraph (b)(1) of Rule 15c-2-12. The mailing, publication and distribution of the Preliminary Official Statement is hereby approved. The Treasurer, in conjunction with the Authorized Officer for Sale Purposes or the Executive Vice President for Administration and Chief Financial Officer, 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 Bonds.

(D) Subsequent to adoption of the resolution of the Board of Trustees authorizing the Twenty-second Supplemental Indenture, the Authorized Officer for Sale Purposes is hereby authorized to make such changes, insertions, deletions or provisions to the Twenty-second Supplemental Indenture, not materially inconsistent with the intent of the provisions of the Twenty-second 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 Bonds, the Bond Insurer, if any, or the rating agencies with respect to the Twenty-second Supplemental Indenture as evidenced

by approval of the Certificate of Determination 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 Bonds within the scope of such Authorized 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 Bond 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 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 \$240,400,000. 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 Twenty-second Supplemental Indenture to be signed by its President and sealed the same with its seal attested by an Authorized Officer, and the Trustee, for itself and its successor or successors, has caused this Twenty-second 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: _____
Susan Herbst
Its President

(SEAL)

ATTEST:

By: _____
Scott A. Jordan
Its Executive Vice President for Administration
and Chief Financial Officer

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

Date: _____

By: _____
Name:
Title:

APPENDIX A¹

TWENTY-SECOND SUPPLEMENTAL INDENTURE
UCONN 2000 INFRASTRUCTURE IMPROVEMENT PROGRAM
FISCAL YEAR 2016-2017
UCONN 2000 BOND AUTHORIZATIONS
___SERIES ___ BOND PROJECTS

UCONN 2000 Projects*	UCONN 2000 Phase III Total (\$) Needed -D.S.C. Bonds**	Fiscal Year 2016-2017 Bond Authorization ⁽²⁾	UCONN 2000 Phase III Prior D.S.C. Bond Authorization ***
--Storrs and Regional Campuses			
Academic and Research Facilities	\$510,200,528.40	\$6,476,861.00	\$2,909,222.00
Arjona and Monteith (new classroom buildings)	129,587,893.28	1,500,000.00	8,516,930.28
Deferred Maintenance/Code/ADA Renovation Lump Sum	804,595,378.27	54,683,346.00	30,585,549.17
Engineering Building (with Environmental Research Institute)	94,413,547.06	17,406,970.00	39,097,924.00
Equipment, Library Collections & Telecommunications	299,200,308.00	9,000,000.00	11,175,000.00
Fine Arts Phase II	28,564,831.75	5,544,998.00	1,981,917.00
Hartford Relocation Acquisition/Renovation	140,000,000.00	68,424,318.00	36,860,681.55
Heating Plant Upgrade	30,646,897.00	1,806,897.00	980,176.00
Jorgensen Renovation	3,934,474.58	200,000.00	1,500,000.00
Parking Garage #3	69,453,082.00	250,000.00	250,000.00
Residential Life Facilities	172,740,899.16	13,570,333.00	68,413,127.00
Stamford Campus Improvements/Housing	11,333,703.00	426,277.00	-
Subtotal – Storrs and Regional Campuses		\$179,290,000.00	
--Health Center			
Deferred Maintenance/Code/ADA Renovation Sum - Health Center	\$47,552,989.03	\$2,010,972.00	\$3,219,345.00
Equipment, Library Collections and Telecommunications - Health Center	68,429,390.00	2,250,000.00	4,150,125.00
Main Building Renovation	39,047,488.00	22,679,657.00	9,149,518.00
Medical School Academic Building Renovation	120,105,675.00	4,599,988.00	-
The University of Connecticut Health Center New Construction and Renovation	387,457,001.00	29,569,383.00	91,181,012.00
Subtotal – Health Center		\$61,110,000.00	
Total Fiscal Year 2016-2017 Bond Authorization		\$240,400,000.00	

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

**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 Twenty-second Supplemental Indenture on June 29, 2016.

(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.