

January 29, 2014

TO: Members of the Board of Trustees

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

RE: Designation of Authorized Officer for Sale Purposes for UCONN 2000 General  
Obligation and Special Obligation Bonds

RECOMMENDATION:

That the Board of Trustees designate Shari G. Cantor or in her absence the Board of Trustees Chairman, as its Authorized Officer for Sale Purposes, pursuant to Connecticut General Statute 10(a)-109g(e), and the General Obligation Master Indenture of Trust, dated as of November 1, 1995, and the Special Obligation Master Indenture of Trust, dated as of January 1, 1997, as amended. This Resolution shall take effect upon adoption by the Board of Trustees.

BACKGROUND:

The Authorized Officer for Sale Purposes is delegated by the Board of Trustees to sign certain bond documents on behalf of the University during the bond issuance process, as required under Connecticut General Statute 10(a)-109g and the University's General Obligation and Special Obligation Master and Supplemental Indentures of Trust. The term of Dr. Francis Archambault who served as former Authorized Officer for Sale Purposes, as Board member ended on August 31, 2013. The University needs to delegate a member of the Financial Affairs Committee of the Board of Trustees to serve as an Authorized Officer for Sale Purposes. Ms. Cantor is a member of the Financial Affairs Committee and has agreed to serve in this capacity. It is also requested that the Board of Trustees Chair be granted authority in Ms. Cantor's absence.

An example of a document that an Authorized Officer for Sale Purposes would sign is the "CERTIFICATE OF DETERMINATION OF THE TREASURER OF THE STATE OF CONNECTICUT PURSUANT TO SECTION 10a-109g(e) AND (f) OF THE GENERAL STATUTES OF CONNECTICUT, AS AMENDED, AND CERTAIN INDENTURES OF THE UNIVERSITY OF CONNECTICUT FOR THE ISSUANCE OF \$172,660,000 GENERAL OBLIGATION BONDS, 2013 SERIES A BY THE UNIVERSITY OF CONNECTICUT" There are similar documents to sign for other UCONN 2000 Financings including the Special Obligation Student Fee Revenue Bonds.

**UNIVERSITY OF CONNECTICUT BOARD OF TRUSTEES  
RESOLUTION  
TO APPOINT AUTHORIZED OFFICER FOR SALE PURPOSES**

WHEREAS pursuant to the University of Connecticut 2000 Act as amended (the "Act") the University of Connecticut (the "University") may when directed by majority vote of its Board of Trustees (the Board), issue securities to finance the cost of UCONN 2000 as more fully described in the Act and may delegate to the Finance Committee such matters as it may determine appropriate, other than the authorization and maximum amount of the securities to be issued; and

WHEREAS pursuant to the General Obligation Master Indenture of Trust, dated as of November 1, 1995 as amended and supplemented to date (the "Master Indenture") and the Special Obligation Indenture of Trust, Student Fee Revenue Bonds, dated as of January 1, 1997 as amended and supplemented to date (the "Special Obligation Master Indenture" and collectively with the Master Indenture, the "Indentures"), the University authorized and has issued its bonds; and

WHEREAS pursuant to the Indentures, the Board has delegated certain matters with respect to the sale and issuance of such bonds to the Authorized Officer for Sale Purposes; and

WHEREAS pursuant to the Indentures, the 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; and

WHEREAS the Board desires to appoint a member of the Financial Affairs Committee to serve as the Authorized Officer For Sale Purposes.

NOW THEREFORE BE IT RESOLVED that the Board hereby appoints Shari G. Cantor or in her absence the Board of Trustees Chairman, as the Authorized Officer for Sale Purposes in connection with the sale and issuance of bonds of the University.