



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

June 26, 2013

TO: Members of the Board of Trustees

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

Mun Y. Choi
Provost & Executive Vice President for Academic Affairs

RE: UCONN 2000 Fiscal Year 2014 Capital Budget

RECOMMENDATION:

That the Board of Trustees approve a capital budget in the amount of \$204,400,000 in UCONN 2000 General Obligation Bonds for Fiscal Year 2014.

BACKGROUND:

The proposed capital budget for UCONN 2000 Phase III (also known as 21st Century UConn) for FY14 reflects the statutory authorization "cap" of \$204,400,000. This amount includes \$53,400,000 for the Storrs-based capital program and \$151,000,000 for the Health Center. To support this capital activity we are also submitting to the Board the Nineteenth Supplemental Indenture authorizing University of Connecticut General Obligation Bonds for the nineteenth issuance under the Master Indenture in an amount not to exceed \$204,400,000 plus cost of issuance and amounts carried forward from the Eighteenth Supplemental Indenture. As with previous issuances these funds support cash flows for both current year projects and prior years' projects where bonding has not yet occurred.

The proposed FY14 capital budget is Attachment A. Also enclosed for your information are two documents we update for you annually (and sometimes more frequently): the UCONN 2000 Phase III Preliminary Outline, which is our tentative general plan going forward, and the UCONN 2000 Phasing Outline, which shows adjustments to allocations.

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The key elements underlying the revisions to the phasing outline are detailed below. These changes are driven by academic priorities, economic realities and the importance of spending bond proceeds in a timely manner.

1. Program & Planning Adjustments:

Significant changes have been made to the Storrs preliminary phasing schedule due to the *Next Generation Connecticut* initiative. *Next Generation Connecticut* is a transformational investment in the University of the sort most academic communities only dream of; it adds \$1.5 billion to the UCONN 2000 program. It will enable us to build more laboratories, classrooms and dorms, enroll many more students, secure advanced scientific equipment, create an outstanding campus in Hartford, enhance our operations in Stamford, and attend to deferred maintenance needs across all campuses. This initiative will launch UConn into the very top tier of international universities not only in the fields of Science, Technology, Engineering and Math, but in every single discipline in this modern age, where disciplines are increasingly intertwined. In addition, the University has committed \$235 million of existing UCONN 2000 funds toward this initiative. The UCONN 2000 Phasing Outline by Fiscal Year reflects the reallocation of the \$235 million and the \$1.5 billion of new funds. Thoughtful work went into designing this plan, but much more will be required to implement it properly. Planning for *Next Generation Connecticut* will be thoroughly integrated into academic planning for the entire University in the months and years to come. At that point, the \$1.775 billion in the *Next Generation Connecticut* line will be distributed into specific named projects.

2. Cash flow:

We have made changes to accommodate revised cash flow needs, actual and projected, keeping in mind IRS requirements related to spending. Generally speaking, any delay in a large project means a delay in a significant amount of expenditure. The revised program plan and timetable was primarily adjusted for the Deferred Maintenance needs, the Hartford Campus relocation and the new Academic and Research Facilities planning activities.

In addition, the phasing plan continues funding for larger projects already underway such as the Gant Building Renovations, North Hillside Road Completion, Psychology Building Renovations & Addition, Residential Life Facilities, UCHC Main Building Renovation, UCHC Medical School Academic Building Renovation, UCHC Research Tower and UCHC New Construction and Renovations. The phasing outline also displays how funding is fluid in terms of meeting Storrs and Health Center needs. As long as we operate within the annual bond caps, and as long as the plan totals \$777.9 million for the Health Center and \$2.543 billion for Storrs, the authority to make these adjustments is assigned to the Trustees by law. This statutory flexibility is absolutely critical to managing the budgets and financing of the building program.

3. Indenture Amendments:

As you know, the law specifically gives the Board the authority to make revisions to project budgets and related indentures. It would be virtually impossible to manage a twenty-nine year capital program without the authority to make such adjustments. These revisions are complex because 1) we have many projects, 2) we must operate within statutory annual bond

caps, 3) we must observe tax-related expenditure requirements and 4) the adjustment to the equipment and deferred maintenance lines generally involves projects which span a number of years. While revisions may affect current projects, given the annual bond caps, they also have a rollout effect over the next decade. The Board of Trustees also has the authority to amend past indentures in order to reflect changes as project budgets are finalized, audit adjustments are required, or other events affect the capital budget for a given prior fiscal year.

We are requesting changes to the Seventeenth Supplemental Indenture. These changes were made to reflect the necessary cash flow of projects as mentioned above.

Below you will find a brief description of each of the projects in the FY14 capital budget. These are very general summaries; individual project budget descriptions (which are acted upon separately) provide much more detail regarding project scope, timetable, cost and funding sources. As always, the proposed use of capital funds for the Health Center is forwarded to you with the recommendation and endorsement of the Health Center's Board of Directors, who discussed and acted on these items on June 17, 2013.

Thank you. We look forward to discussing these and many other aspects of the capital budget with you at the meeting.

Storrs and the Regional Campuses

Academic and Research Facilities

New Science, Technology, Engineering & Math (STEM) facilities will provide state of the art research space to accommodate a growing faculty, students and their research. To enable the University to recruit outstanding faculty and develop emerging interdisciplinary research collaborations, expansion of research space is necessary. This includes multi-disciplinary laboratories, centralized core facilities and equipment. Funding will construct approximately 750,000 gross square feet of space to meet the needs of 375 STEM faculty and their students. The FY14 funds will allow planning for this initiative to move forward.

Deferred Maintenance/Code/ADA Renovation Lump Sum

The 2007 amendments to the law define the “deferred maintenance” portion of the project name as “repair of an infrastructure or structure that was not maintained, repaired or replaced in the usual course of maintenance and repair.” In general, projects fall into one or more of the following categories:

- Safety, code and ADA required improvements
- Roof and exterior repairs
- Building mechanical system improvements
- Utilities repairs and upgrades
- General building renovations
- Roads, walks and grounds
- Environmental remediation

The Phase III project budget now stands at \$212.8 million.

Engineering Building

The School of Engineering is located in several buildings, five on the main Storrs campus and four at the Depot campus. The three oldest and least renovated buildings on the main campus were built between 1959 and 1987 and can no longer support emerging interdisciplinary engineering programs such as bioengineering and nanotechnology. A planning study has identified program components for a new building including space for other scientific research programs. Site evaluation and building configuration studies are complete and design for the new building has commenced.

Equipment, Library Collections & Telecommunications

The enhancement of the University’s infrastructure includes its instructional and scientific equipment. The equipment replacement category permits the University to replace outdated items with state of the art laboratory devices and computers. The funding encompasses seven major categories: management information systems, computers, research equipment, instructional equipment, furnishings, operational and public safety support and library materials. Library materials are no longer purchased with UCONN 2000 funds; this expense is part of the operating budget. The total Phase III Equipment, Library Collections & Telecommunications budget is now projected at \$80 million.

Farm Buildings Repairs/Replacement

The College of Agriculture has over 100 buildings under its care. The majority of these buildings are used to support the farm operations. In 1994 the College did an assessment of these facilities and developed a list of recommendations for facilities that should be demolished, facilities needing repairs and facilities needing remodeling. In 1999 an update was made to this report. This project would implement the recommendations. These improvements are important to the instructional program and to the research program of the entire University; compliance with federal requirements concerning animal care is required for the University to remain eligible for federal grant funds.

Two animal care facilities are located in portable/temporary buildings located at the Spring Hill Farm. These buildings contain over 2,000 SF of research space. These buildings have outlived their life span, cannot be repaired when broken and are in need of replacement. These funds will allow for the programming, planning and installation of adequate replacement facilities.

Gant Building Renovations

This complex, which includes the Institute of Materials Science, Physics and Math buildings, was completed in the early 1970's. The complex has a total of 238,000 square feet of space with offices, research labs, classrooms and computer facilities. The building now operates beyond its useful life. A major renovation or replacement of the space is required to address the physical deterioration, to update the facilities and to meet current program requirements. This includes repair of the building envelope (roofs, windows and masonry), improvement of fire alarm and fire suppression systems, and upgrades to mechanical, electrical and plumbing systems. An architecture and engineering team has been selected and the pre-planning work is complete. A new fire alarm system was installed throughout the complex as well as roof replacement of the Math Science wing. There is a current project that will repair major façade issues that impacted the safety at the two main entrances of the building. This project will be completed summer of 2013.

In addition, the Data Center Stabilization project is in the planning phase. This project addresses the multiple single mechanical and electrical elements that can fail and cause the entire operating environment to crash as well as provide additional power for needed equipment upgrades. The remaining funds will be used to continue to study, program, plan and upgrade the current building.

Hartford Relocation Acquisition/Renovation

The Greater Hartford Campus serves the most diverse student group at UConn. The existing facilities have deteriorated and the cost to repair and restore them is tremendous. Some of the repairs are so extensive that they cannot be accommodated while the buildings are occupied. Relocating the Greater Hartford Campus to Hartford will provide enhanced service learning & internship opportunities for undergraduate & graduate education programs; expanded economic activity through increased interaction with local businesses; it will consolidate undergraduate programs, Public Administration, School of Social Work and School of Business into one downtown location; and proximity will increase transfer access for community college students. Proposals for this project are currently under review.

Heating Plant Upgrade

The University completed an expansion to the existing heating plant, a new Cogeneration system in 2006. At the time of construction, space to accommodate a future chiller and emergency generator were made should the University require additional cooling, electrical standby capacity and reliability improvements. The University will need additional chilled water, emergency power for life safety as well as emergency power for business continuity purposes. The first two reliability projects are out to bid and will be completed over the next year. The remaining projects are in the early phases of design.

North Hillside Road Completion

This project provides for the extension of North Hillside Road by 5,300 lineal feet to Route 44. The project also provides for related utilities including gas, electrical, water, sewer and telecommunications to the new extension. The project will enhance access to the Storrs campus directly from Route 44 and provide sorely needed relief from traffic congestion on Route 195. Additionally, both the road and accompanying utilities will permit future development of more than 200 acres. The North Campus is envisioned as the primary area of expansion for the main campus, permitting new research buildings and public/private partnerships such as incubator space including the Innovation Partnership Building, which is the first building of the UConn Technology Park, and other initiatives. The Town of Mansfield is supportive of the road project. UCONN 2000 funds will be augmented by \$5.8 million in Federal funds granted to the University for this project. Recently a National Environmental Assessment was completed that will permit the project to move forward by allowing the University to apply for various regulatory permits from the Departments of Energy and Environmental Protection and Transportation. Design documents are underway.

Psychology Building Renovation/Addition

The Weston A. Bousfield Psychology Building contains 87,000 square feet and was constructed in 1974. Its three levels contain offices, classrooms, research laboratories and animal care facilities. Previously in the UCONN 2000 program, the animal care facilities were renovated and roofs and plazas re-built. Psychology Department programs are in increasingly high demand with expanded enrollment and rapidly increasing research activity. An addition and selected renovations to the building are essential. The new addition will provide improved laboratories for various clinical and research programs. Other improvements include new sprinklers, new roof, and repairing leaking concrete walls as well as electrical and acoustical upgrades. The project will be complete prior to the fall semester.

Residential Life Facilities

This named project represents the overarching authorization to undertake activities to provide housing and dining facilities for the University's students. Although the quantity and the diversity of campus living arrangements were expanded under the first two phases of UCONN 2000, much remains to be done. Some renovations of the older dormitories, with code improvements and sprinkler installations, were accomplished. However, a number of the older facilities still await renovation such as the West Campus Complex, which has remained essentially untouched (except for sprinkler/safety improvements) pending a final residential life facility plan. This project provides funds for renovation and construction activity as deemed appropriate by the Board of Trustees. Multiple projects are underway or completed for the

installation of sprinkler systems, replacement of elevators, as well as windows and roofs in various residential facilities.

Waterbury Downtown Campus

The Waterbury Downtown Campus was completed in 2002. This project provides funding for ongoing programmatic and physical upgrades and repairs to the facility. These specific funds will be used for repair needs that have developed as the facility has aged.

Health Center

CLAC Renovation Biosafety Level 3 Lab

This project entails renovations to the building housing the Center for Laboratory Animal Care (CLAC). The 59,000 square foot facility was built in 1972. The focus of the renovation work for the facility will be the replacement of the aged mechanical systems and lab casework. The planning study for the CLAC renovations is complete. The design team completed full design in December 2012. This project's construction is deferred until late 2013 to allow for the completion of a related project in the CLAC area.

Deferred Maintenance/Code/ADA Renovation Lump Sum

The 2007 amendments to the law define the "deferred maintenance" part of the project name as "repair of an infrastructure or structure that was not maintained, repaired or replaced in the usual course of maintenance and repair." In general, projects fall into one or more of the following categories:

- Safety, code and ADA required improvements
- Roof and exterior repairs
- Building mechanical system improvements
- Utilities repairs and upgrades
- General building renovations
- Roads, walks and grounds
- Environmental remediation

The twenty-year project total is \$56.4 million.

Equipment, Library Collections & Telecommunications

These funds are allocated to support the Health Center's equipment, needs and telecommunications infrastructure improvements. More specifically, the project line covers computers, management information systems, research equipment, instructional equipment, furnishings, and operational and public safety support. Outmoded items must be replaced with equipment that is necessary to support research and instructional activities, maintain building compliance, conserve energy and provide a safe environment for the students, staff, and those who use Health Center services. The twenty-year project total is \$63.6 million.

Main Building Renovation

The Health Center's Main building includes access areas used by the general public as well as research, academic and clinical space. The focus of this renovation is the building's research facility and major building mechanical systems. The facility consists of seven floors, which house over 200 research labs and support space, and four floors of mixed use that include classrooms, student support spaces, operations support and mechanical spaces. Over the life of the building, no substantial renovations or upgrades have been undertaken.

An early phase of this project, the Clinical Skills Renovation, was completed in December 2007. This project renovated a portion of the Main Building to allow for the relocation and expansion of the Clinical Skills teaching program. The expanded program includes the use of a life-size programmable mannequin with a computerized graphical user interface used to teach clinical and decision making skills during realistic patient care scenarios.

The next phase of the Main Building renovation focuses on the Health Center's largest research facility, the "L" (LAB) building, which houses over 200,000 square feet of research labs and support space. The goal of the project is the phased replacement of the building heating and air conditioning, electrical, and plumbing systems and renovations to the lab spaces across seven floors of the building.

This project's scope is expanded as part of the Bioscience Connecticut initiative. The original scope of work included renovation to approximately 50% of the space on floors 1-7 in the L building. The renovations will be completed in two projects and each project will have 3 phases. The first phase of the first project began as scheduled in December 2012 and construction for this area will continue through February 2014.

Medical School Academic Building Renovation

Originally conceived as a separate floor in the new bed tower, additional medical education space is planned to support the planned 30% increase in dental and medical student class sizes. As a result of conceptual planning work, the education space is now planned as an addition to the existing Academic (A) building. This approach will provide a centralized location for the majority of the education activities. UCHC and the architectural team began planning and design work in March and the work will continue through June, 2014.

Research Tower

The Bioscience Connecticut initiative calls for 28,000 gross square feet of space dedicated to research incubator labs. The incubator lab space will be constructed at the 400 Farmington Avenue site. This new addition will add to the existing incubator lab program at this location. The architect selection process is nearly complete and the planning work will begin in the May 2013.

UCHC New Construction and Renovation

The existing John Dempsey Hospital (JDH) building lacks the capacity to accommodate evolving standards of care, new technologies and patient/provider expectations. Since construction completion in 1972, JDH's physical plant infrastructure, including mechanical, electrical, plumbing, HVAC and fire alarm systems and telecommunication cabling, has never

been substantially renovated. The addition and renovation will provide a new state of the art platform, including robust information technology systems, and new essential medical equipment for the delivery of healthcare and the education of the State's medical and dental students.

This project will construct a new 169 patient bed tower as an addition to the existing main Hospital (H) Building. The addition will include space for 13 new operating rooms and a new 42 bay Emergency Department. The renovation work will relocate the Clinical Lab and the Clinical Pharmacy programs and will replace or refurbish the mechanical and electrical infrastructure for the much of the existing H building.

The project's scope was expanded as part of the Bioscience Connecticut initiative to include 26,000 gross square feet of clinical support space and a second 400 car parking garage. The clinical support space will allow medical support services to be combined into one location.

The project is being implemented in phases as follows:

- Phase 1: New East Parking Garage and site utility work (construction began as scheduled in June 2012; completion is on schedule for the end of March 2013).
- Phase 2: Construction of the new bed tower, Emergency Department, Operating Room suite, and the new West Parking Garage Planning work is complete and the project is out to bid, with construction anticipated to start in May, 2013).
- Phase 3: Renovations to the existing Hospital (H) building (construction to begin after the completion of the bed tower in 2016).

UCONN 2000 Year 19 Proposed FY 2014 Authorized Projects

Storrs & Regional Campuses

<u>Project Name</u>	<u>Phase III Funding</u>
Academic and Research Facilities	\$ 2,000,000
Deferred Maintenance/Code/ADA Renovation Lump Sum	13,422,450
Engineering Building	1,500,000
Equipment, Library Collections & Telecommunications	4,000,000
Farm Buildings Repairs/Replacement	3,000,000
Gant Building Renovations	4,000,000
Hartford Relocation Acquisition/Renovation	10,000,000
Heating Plant Upgrade	1,057,000
North Hillside Road Completion	2,700,000
Psychology Building Renovation/Addition	3,670,550
Residential Life Facilities	8,000,000
Waterbury Downtown Campus	50,000
Subtotal of Storrs & Regional Campuses	<u>\$ 53,400,000</u>

Health Center

<u>Project Name</u>	<u>Phase III Funding</u>
CLAC Renovation Biosafety Level 3 Lab	\$ 9,710,000
Deferred Maintenance/Code/ADA Renovation Sum - Health Center	9,400,000
Equipment, Library Collections & Telecommunications - Health Center	2,290,000
Main Building Renovation	28,009,500
Medical School Academic Building Renovation	25,747,500
Research Tower	8,230,000
UCHC New Construction and Renovation	67,613,000
Subtotal of Health Center	<u>\$ 151,000,000</u>

Grand Total FY 2014 **\$ 204,400,000**

UCONN 2000 Phase III (21st Century UConn) Preliminary Outline by Fiscal Year
New Draft Phasing Plan for Informational Purposes Only - Revised 6/26/13

FY 05 Phase II	Project	Est./Budget	FY05	FY06	FY07	FY08	FY09	FY10	FY11	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21	FY22	FY23	FY24	Total Phase III	Proposed Next Gen CT Allocation	
	Next Generation Connecticut	\$ 1,775,000,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	Academic and Research Facilities	2,000,000	-	-	-	-	-	-	-	-	-	2,000,000	-	-	-	-	-	-	-	-	-	-	-	2,000,000	838,000,000
	Arjona and Monteith (new classroom buildings)	107,000,000	1,400,000	-	7,700,000	28,800,000	11,200,000	-	45,900,000	500,000	11,500,000	-	-	-	-	-	-	-	-	-	-	-	-	107,000,000	-
	Avery Point Campus Undergraduate & Library Building	10,585,532	-	-	-	500,000	1,550,000	-	1,802,813	5,600,000	1,132,719	-	-	-	-	-	-	-	-	-	-	-	-	10,585,532	-
\$ 1,875,717	Avery Point Renovation	644,470	-	-	-	-	447,283	-	197,187	-	-	-	-	-	-	-	-	-	-	-	-	-	-	644,470	15,000,000
	Beach Hall Renovations	4,800,000	-	-	-	1,000,000	500,000	-	-	3,300,000	-	-	-	-	-	-	-	-	-	-	-	-	-	4,800,000	-
	Benton State Art Museum Addition	2,903,509	-	-	-	200,000	2,703,509	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,903,509	-
	Biobehavioral Complex Replacement	2,787,975	-	-	-	-	100,000	-	1,000,000	1,687,975	-	-	-	-	-	-	-	-	-	-	-	-	-	2,787,975	-
	Bishop Renovation	2,550,000	-	-	-	-	-	-	100,000	2,125,000	325,000	-	-	-	-	-	-	-	-	-	-	-	-	2,550,000	-
	Commissary Warehouse	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3,295,111	Deferred Maintenance/Code/ADA Renovation Lump Sum	212,792,375	17,360,000	10,659,575	24,700,000	26,924,000	41,747,717	-	24,225,000	16,468,932	9,318,851	13,422,450	500,000	19,406,000	8,059,850	-	-	-	-	-	-	-	-	212,792,375	539,500,000
	Engineering Building	60,500,000	-	-	-	-	2,500,000	-	2,500,000	500,000	-	1,500,000	53,500,000	-	-	-	-	-	-	-	-	-	-	60,500,000	30,000,000
6,689,000	Equipment, Library Collections & Telecommunications	79,998,496	-	6,100,000	20,809,575	17,000,000	5,005,000	-	2,500,000	13,226,921	1,500,000	4,000,000	857,000	3,000,000	3,000,000	3,000,000	-	-	-	-	-	-	-	79,998,496	147,500,000
	Family Studies (DRM) Renovation	2,868,306	-	-	-	375,000	2,493,306	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,868,306	-
	Farm Buildings Repairs/Replacement	6,728,342	2,100,000	500,000	-	-	1,128,342	-	-	-	-	3,000,000	-	-	-	-	-	-	-	-	-	-	-	6,728,342	-
	Fine Arts Phase II	22,775,000	-	-	-	500,000	1,750,000	-	600,000	1,675,000	50,000	-	11,700,000	6,500,000	-	-	-	-	-	-	-	-	-	22,775,000	-
	Floriculture Greenhouse	6,750,000	-	-	-	-	600,000	-	2,400,000	3,750,000	-	-	-	-	-	-	-	-	-	-	-	-	-	6,750,000	-
	Gant Building Renovations	15,250,000	-	-	-	-	1,750,000	-	1,000,000	6,500,000	2,000,000	4,000,000	-	-	-	-	-	-	-	-	-	-	-	15,250,000	-
	Gentry Completion	9,628,209	-	-	-	5,000,000	4,628,209	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	9,628,209	-
	Hartford Relocation Acquisition/Renovation	10,000,000	-	-	-	-	-	-	-	-	-	10,000,000	-	-	-	-	-	-	-	-	-	-	-	10,000,000	60,000,000
	Heating Plant Upgrade	30,000,000	-	-	-	-	-	-	-	1,190,000	-	1,057,000	7,753,000	-	8,000,000	12,000,000	-	-	-	-	-	-	-	30,000,000	-
	Incubator Facilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Intramural, Recreational & Intercollegiate Facilities	31,500,000	4,700,000	26,300,000	-	-	500,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	31,500,000	-
	Jorgensen Renovation	2,200,000	-	-	-	100,000	2,100,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	2,200,000	-
	Koons Hall Renovation/Addition	1,080,057	-	-	-	-	80,057	-	1,000,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,080,057	-
	Lakeside Renovation	3,800,000	3,800,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,800,000	-
	Law School Renovations/Improvements	15,768,029	500,000	1,020,000	8,980,000	4,500,000	150,000	-	-	618,029	-	-	-	-	-	-	-	-	-	-	-	-	-	15,768,029	-
	Library Storage Facility	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Manchester Hall Renovation	807,264	-	-	-	-	-	-	-	807,264	-	-	-	-	-	-	-	-	-	-	-	-	-	807,264	-
	Mansfield Training School Improvements	3,000,000	-	-	3,000,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,000,000	-
	Natural History Museum Completion	500,000	500,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	500,000	-
	North Hillside Road Completion	8,200,000	1,000,000	-	-	250,000	250,000	-	-	2,500,000	2,700,000	1,500,000	-	-	-	-	-	-	-	-	-	-	-	8,200,000	-
	Observatory	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Old Central Warehouse	2,126,000	-	-	-	126,000	-	-	-	-	1,000,000	-	1,000,000	-	-	-	-	-	-	-	-	-	-	2,126,000	-
	Parking Garage #3	5,000,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	63,000,000
	Psychology Building Renovation/Addition	25,170,550	-	-	-	-	750,000	-	2,000,000	2,900,000	15,850,000	3,670,550	-	-	-	-	-	-	-	-	-	-	-	25,170,550	-
	Residential Life Facilities	49,117,722	750,000	-	-	1,050,000	2,279,770	-	-	6,037,952	-	8,000,000	1,000,000	-	-	-	-	-	-	-	-	-	-	49,117,722	72,000,000
30,820,172	School of Pharmacy/Biology Completion	6,000,000	-	6,000,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6,000,000	-
	Stamford Campus Improvements/Housing	500,000	250,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	500,000	10,000,000
	Storrs Hall Addition	14,987,927	-	-	-	550,000	1,000,000	-	4,980,000	8,457,927	-	-	-	-	-	-	-	-	-	-	-	-	-	14,987,927	-
	Student Health Services	5,000,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7,320,000	Student Union Addition	13,000,000	-	13,000,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	13,000,000	-
	Support Facility (Architectural & Engineering Services)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Torrey Renovation Completion & Biology Expansion	1,500,000	1,000,000	-	-	-	-	-	-	500,000	-	-	-	-	-	-	-	-	-	-	-	-	-	1,500,000	-
	Torrington Campus Improvements	470,874	-	-	-	-	470,874	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	470,874	-
	UConn Products Store	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Waterbury Downtown Campus	478,937	-	-	300,000	-	128,937	-	-	-	-	50,000	-	-	-	-	-	-	-	-	-	-	-	478,937	-
	West Hartford Campus Renovations/Improvements	8,006,996	250,000	250,000	-	1,000,000	5,006,996	-	1,500,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	8,006,996	-
	Young Building Renovation/Addition	19,223,430	-	-	-	-	750,000	-	2,095,000	6,655,000	9,723,430	-	-	-	-	-	-	-	-	-	-	-	-	19,223,430	-
\$ 50,000,000	Subtotal Storrs & Regional Campuses	\$ 2,583,000,000	\$ 33,610,000	\$ 64,079,575	\$ 65,489,575	\$ 87,875,000	\$ 91,570,000	\$ -	\$ 93,800,000	\$ 82,500,000	\$ 54,900,000	\$ 53,400,000	\$ 205,000,000	\$ 204,400,000	\$ 198,500,000	\$ 266,875,850	\$ 251,000,000	\$ 269,000,000	\$ 191,500,000	\$ 144,000,000	\$ 112,000,000	\$ 73,500,000	\$ 2,543,000,000	\$ 1,775,000,000	
	CLAC Renovation Biosafety Level 3 Lab	16,000,000	30,000	-	-	500,000	750,000	-	35,000	-	-	9,710,000	4,975,000	-	-	-	-	-	-	-	-	-	-	16,000,000	-
	Deferred Maintenance/Code/ADA Renovation Sum-Health Center	56,434,150	3,110,000	4,285,000	4,392,125	7,358,000	5,360,000	-	4,000,000	3,000,000	3,000,000	9,400,000	5,000,000	5,600,000	1,429,025	500,000	-	-	-	-	-	-	-	56,434,150	-
	Dental School Renovation	5,000,000	-	200,000	1,125,000	1,750,000	450,000	-	975,000	500,000	-	-	-	-	-	-	-	-	-	-	-	-	-	5,000,000	-
	Equipment, Library Collections & Telecommunications-Health Center	63,595,850	12,665,000	6,135,425	5,148,300	4,617,000	12,590,000	-	8,750,000	2,500,000	1,600,000	2,290,000	2,025,000	1,550,125	2,250,000	1,475,000	-	-	-	-	-	-	-	63,595,850	-



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

June 26, 2013

TO: Members of the Board of Trustees

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

Mun Y. Choi
Provost & Executive Vice President for Academic Affairs

RE: Fiscal Year 2014 Deferred Maintenance/Code/ADA Renovation
Lump Sum Project List

RECOMMENDATION:

That the Board of Trustees approve the Deferred Maintenance/Code/ADA Renovation Lump Sum Project List for FY14 in the total amount of \$13,422,450 for the Storrs-based program and \$9,400,000 for the Health Center.

BACKGROUND:

The attached FY14 proposed Deferred Maintenance/Code/ADA Renovation Lump Sum Project lists for the Storrs-based program and the Health Center represent the priority projects. The Health Center Board of Directors, at its June 17, 2013 meeting, endorsed and recommended the Health Center project list. All capital projects costing \$500,000 or more are submitted for Board action on a project by project basis.

It is anticipated that during the fiscal year some projects may change in priority, scope and cost. There may also be unexpected additions, since the Deferred Maintenance budget is often the appropriate means to address emergencies. It is for this reason that the Board reviews and acts upon Deferred Maintenance twice every year: a proposed list for the coming fiscal year and a final list for the fiscal year just closed. Board of Trustee policy requires that an annual contingency be reserved for budget over runs which, in some cases, is not utilized if the project is completed at or below budget. Upon project close out these funds are retained in deferred

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maintenance reserve for reallocation at a later date. As part of the analysis that took place prior to seeking Board of Trustee approval for FY14 DM; staff has identified \$9,493,810 in previously approved funds that will be expended during the next fiscal year. This amount has been added to the attached list of projects for which we seek approval at this time.

The proposed lists for FY14 are attached for your consideration and approval.

**University of Connecticut
Storrs & Regional Campuses**

FY14 Deferred Maintenance/Code/ADA Renovation Lump Sum Projects

Deferred Maintenance - Buildings

Advanced Technology Laboratory/White Building Electrical & Generator Mods
Advanced Technology Laboratory-Primary & Secondary Chilled Water Mods
Alumni Quad-Replace Air Scoops & Expansion Tanks
Atwater Laboratory Electrical Services
Babbidge-Redesign & Reinstall Coils to Stop Leaks
Business-Condenser Unit Relocation

Subtotal \$ 1,180,000

Deferred Maintenance - Infrastructure

Life Cycle-Mechanical System Repairs, Replacements & Upgrades
Main Water Supply Line Repair/Replacement
Sewer Replacement @ Storrs Road Pump Station-Design

Subtotal \$ 4,040,000

Code / ADA

Code Corrections
Environmental Compliance-Asbestos Abatement, Mold Remediation

Subtotal \$ 1,500,000

Deferred Maintenance-Access, Appearance & Safety

Access Management-Beach Hall
Access Management-Manchester Hall
Access Management-Pharmacy Quad
Access Management-Science Gateway
Annual Landscape Maintenance & Repair
King Hill Road Building Demolition
Pedestrian Safety Improvements - Core Campus Phase II
Sidewalk Improvements-South Campus
Stadium Road Improvements

Subtotal \$ 9,439,650

Renovation and Lump Sum Projects

New Faculty Renovations

Subtotal \$ 4,700,000

Total Project Allocations \$ 20,859,650
Emergency / Reserve 2,056,610
Total \$ 22,916,260

Source of Funds

Prior Year Reserves \$9,493,810
FY14 Allocation 13,422,450

Funds Available in FY14 \$ 22,916,260

University of Connecticut Health Center
FY14 Deferred Maintenance/Code/ADA Renovation Lump Sum Projects

Deferred Maintenance - Buildings/Infrastructure

Electrical System Upgrades	
Cooling System Upgrades	
Dental Oral Suction & Piping Replacement	
Sewage and Sump Pump Replacment	
Sand Filters K & E Bldg Chilled Water Loop	
Elevator 24 & 25 Sill Repairs	
Update Public Bathrooms	
Water System Upgrades	
Subtotal	\$ 2,850,000

Deferred Maintenance-Access, Appearance & Safety

Grounds Improvements	
Roadway Improvements	
Subtotal	\$ 4,000,000

Code/ADA

Fire Alarm Upgrade (CI Cable) Phase 3	
Subtotal	\$ 300,000

Renovation and Lump Sum Projects

Reseach Renovations	
Subtotal	\$ 1,400,000

Total Project Allocations	\$ 8,550,000
Emergency / Reserve	850,000
Total	\$ 9,400,000

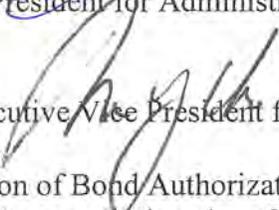


University of Connecticut
*Office of the Executive Vice President
for Administration and Chief Financial Officer*

June 26, 2013

TO: Members of the Board of Trustees

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

Mun Y. Choi 
Provost and Executive Vice President for Academic Affairs

RE: Revised Allocation of Bond Authorizations as set forth in the Seventeenth Supplemental Indenture (University of Connecticut General Obligation Bonds)

RECOMMENDATION:

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

- Decrease Arjona and Monteith (new classroom buildings) by \$500,000 for a total fiscal year 2011-2012 bond authorization for such project of \$500,000; and
- Decrease Engineering Building (with Environmental Research Institute) by \$2,997,000 for a total fiscal year 2011-2012 bond authorization for such project of \$500,000; and
- Decrease Mansfield Training School Improvements by \$500,000 for a total fiscal year 2011-2012 bond authorization for such project of \$0; and
- Decrease North Hillside Road Completion by \$500,000 for a total fiscal year 2011-2012 bond authorization for such project of \$0; and
- Decrease Old Central Warehouse by \$1,000,000 for a total fiscal year 2011-2012 bond authorization for such project of \$0; and
- Increase Deferred Maintenance/Code/ADA Renovation Lump Sum by \$4,997,000 for a total fiscal year 2011-2012 bond authorization for such project of \$16,468,931.79; and

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- Increase Heating Plant Upgrade by \$500,000 for a total fiscal year 2011-2012 bond authorization for such project of \$1,190,000.

BACKGROUND:

The Board of Trustees approved the Seventeenth Supplemental Indenture on June 23, 2011 supplementing the Master Indenture of Trust dated November 1, 1995. The Governor signed the Seventeenth Supplemental Indenture on July 27, 2011.

On December 8, 2011, the University, in conjunction with the State Treasurer, issued the University's General Obligation Bonds, 2011 Series A in the aggregate principal amount of \$179,730,000, with sale proceeds in the amount of \$200,000,000 which financed \$61,200,000 of the Fiscal Year 2011-2012 bond authorizations, and \$138,800,000 of the Fiscal Year 2010-2011 bond authorizations in accordance with the Sixteenth Supplemental Indenture.

On June 28, 2012 and April 24, 2013 the Board amended the Seventeenth 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 2011-2012, including this submission, and updates the total amounts of debt service commitment bonds ("DSC Bonds") needed as well as the prior DSC Bonds authorized for each project.

**RESOLUTION AMENDING THE SEVENTEENTH SUPPLEMENTAL INDENTURE
TO REALLOCATE FISCAL YEAR 2011-2012
GENERAL OBLIGATION BOND AUTHORIZATIONS**

WHEREAS, on June 23, 2011, the University of Connecticut (the “University”), by vote of its Board of Trustees, approved the Seventeenth Supplemental Indenture (the “Seventeenth 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 U.S. Bank National Association), as trustee (the “Master Indenture”); and

WHEREAS, on December 8, 2011, the University, in conjunction with the Treasurer of the State of Connecticut issued the University’s General Obligation Bonds, 2011 Series A in the aggregate principal amount of \$179,730,000 with sale proceeds in the amount of \$200,000,000 to finance the Fiscal Year 2010-2011 and a portion of the Fiscal Year 2011-2012 bond authorizations; and

WHEREAS, on June 28, 2012 and on April 24, 2013, the University amended the Seventeenth Supplemental Indenture to make certain reallocations of bond authorizations for Fiscal Year 2011-2012 as set forth in Appendix A; and

WHEREAS, it has been determined that the allocations for the proceeds of the bonds authorized by the Seventeenth 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 Seventeenth Supplemental Indenture to restate the bond authorizations as set forth in Appendix A of the Seventeenth Supplemental Indenture.

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

That Appendix A to the Seventeenth Supplemental Indenture hereby is amended to reallocate the Fiscal Year 2011-2012 bond authorization amongst projects as follows: (a) decrease Arjona and Monteith (new classroom buildings) by \$500,000 for a total fiscal year 2011-2012 bond authorization for such project of \$500,000; and (b) decrease Engineering Building (with Environmental Research Institute) by \$2,997,000 for a total fiscal year 2011-2012 bond authorization for such project of \$500,000; and (c) decrease Mansfield Training School Improvements by \$500,000 for a total fiscal year 2011-2012 bond authorization for such project of \$0; and (d) decrease North Hillside Road Completion by \$500,000 for a total fiscal year 2011-2012 bond authorization for such project of \$0; and (e) decrease Old Central Warehouse by \$1,000,000 for a total fiscal year 2011-2012 bond authorization for such project of \$0; and (f) increase Deferred Maintenance/Code/ADA Renovation Lump Sum by \$4,997,000 for a total fiscal year 2011-2012 bond authorization for such project of \$16,468,931.79; and (g) increase Heating Plant Upgrade by \$500,000 for a total fiscal year 2011-2012 bond authorization for such

project of \$1,190,000 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.

SEVENTEENTH SUPPLEMENTAL INDENTURE
UCONN 2000 INFRASTRUCTURE IMPROVEMENT PROGRAM
FISCAL YEAR 2011-2012
UCONN 2000 BOND AUTHORIZATIONS
_____ SERIES ___ BOND PROJECTS

UCONN 2000 Projects*	UCONN 2000 Phase III Total (\$) Needed - <u>D.S.C.</u> Bonds**	Fiscal Year 2011-2012 Bond <u>Authorization</u> ⁽²⁾	UCONN 2000 Phase III Prior D.S.C. Bond <u>Authorization</u> ***
--<u>Storrs and Regional Campuses</u>			
Arjona and Monteith (new classroom buildings)	\$ 107,000,000	\$ 500,000	\$ 95,000,000.00
Avery Point Campus Undergraduate and Library Building	10,585,532	5,600,000	3,852,813.00
Beach Hall Renovations	4,800,000	3,300,000	1,500,000.00
Biobehavioral Complex Replacement	2,787,975	1,687,975	1,100,000.00
Bishop Renovation	2,550,000	2,125,000	100,000.00
Deferred Maintenance/Code/ADA Renovation Lump Sum	212,792,375	16,468,931.79	145,616,292.46
Engineering Building (with Environmental Research Institute)	60,500,000	500,000	5,000,000.00
Equipment, Library Collections & Telecommunications	79,998,496	13,226,921	51,414,575.00
Fine Arts Phase II	22,775,000	1,675,000	2,850,000.00
Floriculture Greenhouse	6,750,000	3,750,000	3,000,000.00
Gant Building Renovations	15,250,000	6,500,000	2,750,000.00
Heating Plant Upgrade	30,000,000	1,190,000	-
Law School Renovations/Improvements	17,768,029	618,029.09	15,150,000.00
Manchester Hall Renovation	807,264	807,264	-
Psychology Building Renovation/Addition	25,170,550	2,900,000	2,750,000.00
Residential Life Facilities	19,117,722	6,037,951.87	4,079,770.14
Storrs Hall Addition	14,987,927	8,457,927.25	6,530,000.00
Torrey Renovation Completion and Biology Expansion	1,500,000	500,000	1,000,000.00
Young Building Renovation/Addition	19,223,430	6,655,000	2,845,000.00
Subtotal – Storrs and Regional Campuses		<u>\$82,500,000</u>	

--<u>Health Center</u>			
Deferred Maintenance/Code/ADA Renovation Sum — Health Center	\$ 56,434,150	\$ 3,000,000	\$28,505,125
Dental School Renovation	5,000,000	500,000	4,500,000
Equipment, Library Collections & Telecommunications — Health Center	63,595,850	2,500,000	49,905,725
Main Building Renovation	140,019,500	14,000,000	11,385,000
The University of Connecticut Health Center New Construction and Renovation	357,102,000	54,700,000	-
Subtotal – Health Center		<u>\$74,700,000</u>	
Total Fiscal Year 2011-2012 Bond Authorization		<u>\$157,200,000</u>	

*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 Seventeenth Supplemental Indenture on June 23, 2011 and amended it on June 28, 2012, April 24, 2013 and June 26, 2013.

⁽²⁾ The amounts presented herein may vary (1) by resolution of the Board of Trustees provided that such reallocation does not result in the expenditure of proceeds in excess of the total aggregate amount approved as set forth in this supplemental indenture, and (2) by up to 5% upon a written determination by the Executive Vice President for Administration and Chief Financial Officer, as an Authorized Officer pursuant to the Master Indenture as supplemented, including Section 805 thereof, provided any reallocation shall (i) not result in the expenditure of proceeds in excess of the total aggregate amount approved by the Board of Trustees for all projects as set forth in the Master Indenture as supplemented approving such total expenditures; (ii) shall not result in any adverse tax consequences to the University; (iii) be made only that the UCONN 2000 Projects affected by the reallocation can still be completed within the reallocated amounts, together with any other amounts allocated by the Board of Trustees in subsequent supplemental indentures; and (iv) be reported to the Board of Trustees at its next scheduled meeting.



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

June 26, 2013

TO: Members of the Board of Trustees

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

RE: Nineteenth Supplemental Indenture Authorizing University of Connecticut
General Obligation Bonds

RECOMMENDATION:

That the Board of Trustees approve the Nineteenth 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 \$204,400,000 plus costs of issuance, plus amounts carried forward from the Eighteenth 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 Nineteenth Supplemental Indenture authorizes the appropriations for and issuance of bonds in the maximum amount of \$204,400,000, plus costs of issuance to finance fiscal year 2014 Phase III projects, plus amounts carried forward from the Eighteenth Supplemental Indenture. Phase III includes projects at Storrs, the regional campuses and the UConn Health Center.

The Nineteenth 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 Nineteenth 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 Nineteenth 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

NINETEENTH SUPPLEMENTAL INDENTURE

AUTHORIZING

THE UNIVERSITY OF CONNECTICUT
GENERAL OBLIGATION BONDS

(Secured by the State Debt Service Commitment)

Dated as of _____

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**NINETEENTH 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. **Nineteenth Supplemental Indenture.** This Nineteenth 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 “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 Nineteenth Supplemental Indenture as such terms are given in such Article I except that, as used in this Nineteenth 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 Nineteenth Supplemental Indenture.

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

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

“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.

“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 Nineteenth Supplemental Indenture.** This Nineteenth 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 2013-2014 Bonds, Maximum Amount, Delegation, Designation and Pledge.** Bonds for Fiscal Year ending June 30, 2014 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 \$204,400,000 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 Eighteenth Supplemental Indenture approved by Governor Malloy on July 26, 2012, as amended and as set forth in the Certificate of Determination executed in connection with the bonds issued pursuant to the Eighteenth Supplemental Indenture is carried forward to Fiscal Year 2013-2014 in accordance with the Act.

The exact amount of the Bonds to be issued under this Nineteenth 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 \$204,400,000 (plus Costs of Issuance and any carry forward amounts). The amount of the balance of Bonds herein authorized for Fiscal Year ending 2014 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 “_____ 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 Nineteenth 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.

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 Nineteenth 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 Nineteenth 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 Nineteenth Supplemental Indenture, the Authorized Officer for Sale Purposes is hereby authorized to make such changes, insertions, deletions or provisions to the Nineteenth Supplemental Indenture, not materially inconsistent with the intent of the provisions of the Nineteenth 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 Nineteenth 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 \$204,400,000. 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 Nineteenth 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 Nineteenth 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: _____
Richard D. Gray
Its Executive Vice President for Administration and Chief Financial Officer

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

Date: _____

By: _____
Name:
Title:

APPENDIX A¹

NINETEENTH SUPPLEMENTAL INDENTURE
 UCONN 2000 INFRASTRUCTURE IMPROVEMENT PROGRAM
 FISCAL YEAR 2013-2014
 UCONN 2000 BOND AUTHORIZATIONS
 _____ SERIES ____ BOND PROJECTS

UCONN 2000 Projects*	UCONN 2000 Phase III Total (\$) Needed -D.S.C. Bonds**	Fiscal Year 2013-2014 Bond Authorization ⁽²⁾	UCONN 2000 Phase III Prior D.S.C. Bond Authorization ***
--Storrs and Regional Campuses			
Academic and Research Facilities	\$2,000,000	\$2,000,000	-
Deferred Maintenance/Code/ADA Renovation Lump Sum	212,792,375	13,422,450	171,404,074.77
Engineering Building (with Environmental Research Institute)	60,500,000	1,500,000	5,500,000.00
Equipment, Library Collections & Telecommunications	79,998,496	4,000,000	66,641,496.00
Farm Buildings Repairs/Replacement	6,728,342	3,000,000	3,728,342.09
Gant Building Renovations	15,250,000	4,000,000	11,250,000.00
Hartford Relocation Acquisition/Renovation	10,000,000	10,000,000	-
Heating Plant Upgrade	30,000,000	1,057,000	1,190,000.00
North Hillside Road Completion	8,200,000	2,700,000	4,000,000.00
Psychology Building Renovation/Addition	25,170,550	3,670,550	21,500,000.00
Residential Life Facilities	19,117,722	8,000,000	10,117,722.01
Waterbury Downtown Campus	478,937	50,000	428,937.00
Subtotal – Storrs and Regional Campuses		<u>\$53,400,000</u>	
--Health Center			
CLAC Renovation Biosafety Level 3 Lab	\$16,000,000	\$9,710,000	\$1,315,000.00
Deferred Maintenance/Code/ADA Renovation Sum — Health Center	56,434,150	9,400,000	35,505,125.00
Equipment, Library Collections & Telecommunications — Health Center	63,595,850	2,290,000	54,005,725.00
Main Building Renovation	140,019,500	28,009,500	48,588,000.00
Medical School Academic Building Renovation	40,697,500	25,747,500	8,700,000.00
Research Tower	68,701,000	8,230,000	60,471,000.00
The University of Connecticut Health Center New Construction and Renovation	357,102,000	67,613,000	54,700,000.00
Subtotal – Health Center		<u>\$151,000,000</u>	
Total Fiscal Year 2013-2014 Bond Authorization		<u>\$204,400,000</u>	

*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 Nineteenth Supplemental Indenture on June 26, 2013.

⁽²⁾ The amounts presented herein may vary (1) by resolution of the Board of Trustees provided that such reallocation does not result in the expenditure of proceeds in excess of the total aggregate amount approved as set forth in this supplemental indenture, and (2) by up to 5% upon a written determination by the 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.