

**UNIVERSITY OF VIRGINIA
BOARD OF VISITORS
MEETING OF THE
FINANCE COMMITTEE
APRIL 11, 2008**

FINANCE COMMITTEE

Friday, April 11, 2008

9:30 - 11:30 a.m.

Board Room, The Rotunda

Committee Members:

John O. Wynne, Chair

A. Macdonald Caputo

Hon. Alan A. Diamonstein

Thomas F. Farrell, II

G. Slaughter Fitz-Hugh, Jr.

Glynn D. Key

Austin Ligon

Vincent J. Mastracco, Jr.

Warren M. Thompson

W. Heywood Fralin, Ex-officio

Daniel M. Meyers, Consulting Member

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UNIVERSITY OF VIRGINIA
BOARD OF VISITORS AGENDA ITEM SUMMARY

BOARD MEETING: April 11, 2008

COMMITTEE: Finance

AGENDA ITEM: I.A. Debt Capacity and Future Debt Plans

ACTION REQUIRED: None

BACKGROUND: In 2002, the University launched a debt portfolio management program to provide external financing for its capital projects. This was accomplished with the assistance of third-party financial advisors, investment bankers and bond counsel. In January 2003, the Board heard a report on its planned debt structure and draft debt policy. Bonds were issued in connection with this program in March 2003 and July 2005. In 2003, the University also implemented its new commercial paper program to meet financing needs and finalized master agreements with five potential counter-parties for debt derivatives. At its April 2004 meeting, the Board of Visitors approved a policy to limit the reliance on variable rate debt to a maximum of 40 percent of total debt financing for capital projects.

In April 2006, the Board of Visitors approved the University's Debt and Interest Rate Risk Management Policies. The debt policy formalizes the debt management process currently in place at the University. The University manages its debt portfolio with an aim to meet the following goals: maintain adequate access to the financial markets, manage the University's credit rating, optimize the University's debt mix, and manage the University's debt maturity profile to meet liquidity objectives. The interest rate risk management policy is designed to help the University realize the lowest possible cost for debt financing, manage interest rate volatility, and match the cash flows from financial assets and liabilities.

At the February 2008 meeting the Vice President and Chief Financial Officer gave a report to the Board of Visitors regarding the University's debt portfolio management program, including the program's objectives, approach, re-cap of debt issued under the program, results of the program to date, and a review of best practices at peer institutions. The Board of Visitors discussed debt planning, future debt requirements, allocation of debt capacity, and the oversight and monitoring process that is in place.

The Vice President and Chief Financial Officer is responsible for implementing the University's debt policy and managing the University's debt portfolio. A variety of oversight and monitoring mechanisms are in place, such as the Board-approved policies, an annual debt report to the Finance Committee, the President's critical functions report, and rating agency reviews.

DISCUSSION: As a follow up to the February 2008 meeting the Vice President and Chief Financial Officer and the Director of Treasury Operations will report on: 1) the projected long-term debt requirements and capacity, 2) a proposal to increase the cap on variable rate debt from 40 percent to 50 percent, 3) a decision on the size of the Commercial Paper program, and 4) the authority to issue 2008 bonds. A separate resolution has been prepared in order to act on the cap on variable rate debt, size of the Commercial Paper program and the authority to issue 2008 bonds.

UNIVERSITY OF VIRGINIA
BOARD OF VISITORS AGENDA ITEM SUMMARY

BOARD MEETING: April 11, 2008

COMMITTEE: Finance

AGENDA ITEM: I.B. Spending Policy Report

ACTION REQUIRED: None

BACKGROUND: At its March 2005 meeting, the Board of Visitors passed a resolution to adopt the current spending policy for the University's endowment. This policy, which became effective July 1, 2005, calls for an inflation increase in the annual distribution from the endowment, unless such increase causes the distribution to fall outside a range defined as 3.5 percent on the low end and 5.5 percent on the high end of the market value of the Pooled Endowment Fund. The first distribution under the new policy was made in January 2006. Further, the resolution specified that "if the distribution falls outside of this range, the Finance Committee may recommend either raising or lowering the rate of increase."

For a period of three years prior to July 2005 the spending policy was to distribute "4.5 percent of a twelve-quarter moving average of the market value of the Pooled Endowment Fund."

DISCUSSION: There will be a discussion of the University's endowment spending policy at the April and June meetings of the Finance Committee. At the April meeting we will review the components of our endowment, our current spending policy compared with those of peer institutions, and discuss reasons and ways to change the spending policy. At the June meeting the University will determine a course of action.

UNIVERSITY OF VIRGINIA
BOARD OF VISITORS AGENDA ITEM SUMMARY

BOARD MEETING: April 11, 2008

COMMITTEE: Finance

AGENDA ITEM: II.A. Expansion of Commercial Paper Program,
Increase in the Variable Rate Debt Cap, and
Issuance of General Revenue Pledge Bonds

BACKGROUND: For some time, the University has issued long-term debt to provide external financing for its capital projects. Beginning in 2002, the University has enhanced its strategic management of debt in order to reduce borrowing costs, manage portfolio risk, and provide greater cash flow stability for internal borrowers. In 2002, the University developed a debt portfolio management program focusing on strategically managing debt to optimize its debt structure and to provide internal stability to units in need of debt funding. In 2003, the University enhanced its ability to strategically utilize debt by launching a \$100 million Commercial Paper Program that provided for interim financing and flexibility in debt funding. In 2005, the size of the Commercial Paper Program was increased to \$175 million providing the University with greater flexibility to finance capital projects and set the timing of long-term debt issuance. In 2006, the University formally adopted debt and interest rate risk management policies that provided for greater structure and strategic alignment of its debt management activities.

This enhanced approach has served the University well over the past five years as its debt has gradually increased from \$439 million at fiscal year end (FYE) 2003 to \$573 million at FYE 2007. Over the coming years, the University expects debt to play an increasingly important role in the funding of the University's strategic objectives, in particular, those arising from the work of the Commission on the Future of the University. As a result, the University needs to be sure it has the needed debt capacity and flexibility to meet future debt needs.

DISCUSSION: Since its last long-term bond issuance in 2005, the University has issued commercial paper to fund capital projects and expects to hit its Commercial Paper Program limit sometime before FYE 2008. The University is planning to issue long-term bonds some time in the fourth quarter of FY 2008 ("Series 2008 Bonds") to refund the outstanding commercial paper, provide for

future project expenditures, and potentially refund certain University bonds. In addition to issuing bonds, the University requests the approval to increase the size of its Commercial Paper Program to \$300 million to provide greater flexibility in meeting future financing needs and to better time long-term debt issues. In conjunction with this increase in the Commercial Paper Program, and to strengthen its liquidity, the University is also negotiating an increase in its credit facility from \$82 million to \$250 million.

With the proposed increase in the Commercial Paper Program the University expects its variable rate debt as a percentage of its total debt to have wider fluctuations and at times approach or exceed the current variable rate debt limit of 40 percent. To adjust for this fluctuation and to leave room for the potential future issuance of variable rate debt, the University requests an increase in its variable rate debt percentage to 50 percent.

The long-term bonds will be issued for projects previously approved by the Board of Visitors for construction and financing. The total issuance amount will not exceed \$300 million. Of this total, up to \$20 million may be used to refund all or a portion of currently outstanding University Bonds including capitalized interest, and costs of issuance. All projects have been approved by Board of Visitors' actions.

The following table shows for the Series 2008 Bonds each project's Board of Visitors authorization for debt, amount already funded with prior long-term debt, and Series 2008 debt to be issued for the project.

(Text continues on page 6.)

Project	Board of Visitors Authorization for Debt	Long-Term Debt Issued to Date for Project	Series 2008 Debt to be Issued*
Acquisition of 214 Sprigg Lane (Weedon House)	\$4,700,000		\$4,687,107
Acquisition of 2400 Old Ivy Road	\$5,916,500		\$5,692,434
Alderman Road Residence Area: Observatory Hill	\$22,500,000		\$14,810,400
Arts Grounds Parking Garage	\$11,900,000		\$11,900,000
Carter-Harrison Research Building(MR-6)	\$48,900,000		\$44,010,000
Health System Parking Garage - North	\$43,000,000		\$33,500,000
Hospital Expansion	\$95,200,000	\$57,829,140	\$17,599,039
Main Heating Plant Environmental Compliance	\$32,464,000	\$15,004,149	\$13,587,182
Printing and Copying Services Building Addition	\$1,300,000		\$1,170,000
Rouss Hall Complex	\$55,245,000	\$24,816,984	\$30,428,016
Scott Stadium Waterproofing	\$4,070,000		\$3,663,000
South Lawn - Phase I - New A&S Building	\$23,931,373		\$21,538,236
Student System Project	\$22,300,000		\$14,737,166
Wise - New Dining Facility	\$9,600,000		\$5,000,000
Wise Housing Division - Residence Hall III	\$9,000,000		\$5,544,714
TOTAL			\$227,867,295

* Includes commercial paper issued as interim financing for project.

The Series 2008 Bonds will be secured by a general revenue pledge of the University and will not in any way be a debt of the Commonwealth of Virginia nor shall it create or constitute any indebtedness or obligation of the Commonwealth.

Under the University's Board-approved debt policy, the Board of Visitors authorizes the Vice President and Chief Financial Officer along with the Chair of the Finance Committee to approve the structure and pricing of long-term bonds. The Series 2008 Bonds will be established within the parameters listed below:

- The maximum aggregate principal (par) amount shall not exceed \$300 million.
- The maximum true interest cost of fixed rate bonds will not exceed six (6) percent per annum.
- The maximum true interest costs of variable rate obligations will not exceed five (5) percent per annum.
- The final maturity of the bonds will not exceed 40 years from the date of issue.
- Call protection will not exceed 10.5 years.
- Optional redemption premiums will not exceed two (2) percent.
- Fees paid to underwriters, financial advisors, and other related service providers, on negotiated and competitive transactions shall be in accordance with the contracts established and applicable to the transactions.

The Board of Visitors has previously approved the projects listed above and passed an intent to issue debt resolution for each project. Under these prior resolutions, the University declared its intent to issue bonds in order to conform to Federal tax regulations.

The following resolution provides for authorization by the Board of Visitors of (a) the expansion of the Commercial Paper Program, (b) issuance of general revenue pledge bonds, and (c) a proposed change under the University's Debt Policy in the allowable percentage of variable rate debt. Appendix B to the resolution below is the Bond Resolution, authorizing the issuance of bonds and granting the University's Vice President and Chief Financial Officer with the Chair of the Board of Visitor's Finance Committee, as permitted in the University's Debt Policy, the authority to complete and make any revisions to the Bond Resolution which are not in conflict with the resolution below.

ACTION REQUIRED: Approval by the Finance Committee and by the Board of Visitors

EXPANSION OF COMMERCIAL PAPER PROGRAM, ISSUANCE OF GENERAL REVENUE PLEDGE BONDS FOR CAPITAL PROJECTS AND REFUNDING AND REVISIONS TO DEBT POLICY REGARDING VARIABLE RATE INDEBTEDNESS

WHEREAS, Chapter 9, Title 23 of the Code of Virginia of 1950, as amended (the "Virginia Code"), establishes a public corporation under the name and style of The Rector and Visitors of the University of Virginia (the "University") which is governed by a Board of Visitors (the "Board"); and

WHEREAS, Title 23 of the Virginia Code classifies the University as an educational institution of the Commonwealth of Virginia; and

WHEREAS, by Chapter 4.10, Title 23 of the Virginia Code (the "Act"), the University entered into a management agreement with the Commonwealth of Virginia which was enacted as Chapter 3 of Chapter 933 of the 2006 Virginia Acts of Assembly, pursuant to which the University is classified as a public institution of higher education and the University is empowered with the authority to undertake and implement the acquisition of any interest in land, including improvements on the acquired land at the time of acquisition, new construction, improvements or renovations and to borrow money and make, issue and sell bonds of the University for such purposes, including the refinancing of any such facilities; and

WHEREAS, the Act further authorizes the University to provide for the payment of the principal of and the interest on any bonds from any one or more of the following sources: (i) its revenues generally; (ii) income and revenues derived from the operation, sale, or lease of a particular project or projects, whether or not they are financed or refinanced from the proceeds of such bonds, notes, or other obligations; (iii) funds realized from the enforcement of security interests or other liens or obligations securing such bonds, notes, or other obligations; (iv) proceeds from the sale of bonds, notes, or other obligations; (v) payments under letters of credit, policies of municipal bond insurance, guarantees, or other credit enhancements; (vi) any reserve or sinking funds created to secure such payment; (vii) accounts receivable of the University; or (viii) other available funds of the University; and

WHEREAS, the Board has previously determined to facilitate the financing or refinancing from time to time of costs associated with capital projects of the University approved by the Board or other utilization of funds by the University which is permitted by law (including, without limitation, capitalized interest, financing costs and working capital consistent with the University's debt policy) on a short-term basis through the issuance of commercial paper in an aggregate outstanding principal amount not to exceed \$175,000,000 (the "Commercial Paper Program"), and hereby determines that the maximum aggregate outstanding principal amount of the Commercial Paper Program at any time should be increased to \$300,000,000; and

WHEREAS, the Board has previously approved resolutions declaring an intent to issue bonds and has authorized the issuance of debt funding for the costs associated with the projects described in Appendix A (the "Projects"); and

WHEREAS, a portion of the Projects has been financed on a short-term basis through the University's Commercial Paper Program; and

WHEREAS, the Board desires to provide for the refunding of all or a portion of its outstanding tax-exempt bonds, including without limitation the bonds described in Appendix A (the "Outstanding Bonds"); and

WHEREAS, the Board desires to authorize the issuance of bonds in one or more series for financing or refinancing of all or a portion of the costs associated with the Projects, for the refunding of all or a portion of the outstanding principal amount of the Commercial Paper Program and for the refunding of all or a portion of the University's Outstanding Bonds, and desires to authorize certain officers of the University to approve the final forms and details of the bonds, as set forth below; and

WHEREAS, the Board anticipates that the bonds will be secured by a general revenue pledge of the University and not be in any way a debt of the Commonwealth of Virginia (the "Commonwealth") and shall not create or constitute any indebtedness or obligation of the Commonwealth, either legal, moral, or otherwise; and

WHEREAS, in April 2004, the Board approved a policy to limit the University's variable-rate debt to not more than 40 percent of the University's total debt financing; in April 2006, the Board approved a Debt Policy which limits the University's

variable-rate debt to the same percentage; and the Board desires to revise such variable-rate debt limit to 50 percent under the University's Debt Policy; and

RESOLVED that the University's Commercial Paper Program is expanded from a maximum outstanding principal amount of \$175,000,000 to a maximum outstanding principal amount of \$300,000,000; and

RESOLVED FURTHER that the Board hereby implements the plan of finance described in the Recitals by authorizing the issuance of one or more series of bonds for the purpose of financing or refinancing any or all of the costs associated with the Projects, including without limitation, capitalized interest, financing costs and working capital related thereto consistent with the University's debt policy, and for the purpose of refunding all or a portion of the outstanding principal amount of the Commercial Paper Program and the Outstanding Bonds, and providing for the terms thereof by adopting a Bond Resolution in substantially the form attached as Appendix B; and

RESOLVED FURTHER that as described in Section 11.7 of the Bond Resolution, the Vice President and Chief Financial Officer of the University, with the Chair of the Board's Finance Committee, is authorized to approve the final terms of each series of bonds, including, without limitation, their original principal amounts, the specific Projects to be financed or refinanced, the specific refundings to be undertaken, their maturity dates and amounts, redemption provisions and prices and interest rates, provided that (i) the maximum aggregate principal amount of all bonds to be issued hereunder shall not exceed \$300,000,000; (ii) the maximum true interest cost of any series bearing interest at a fixed rate shall not exceed six percent (6 percent) per annum; (iii) the final maturity of all bonds shall not exceed 40 years beyond issuance date; (iv) call protection on the bonds shall not exceed ten and one-half (10½) years; and (v) no optional redemption premium shall exceed two percent (2 percent); and

RESOLVED FURTHER that as described in Section 11.7 of the Bond Resolution, the Executive Vice President and Chief Operating Officer of the University shall be authorized to negotiate, execute and deliver certain documents related to the Bonds; and

RESOLVED FURTHER, that all officers of the University are authorized and directed to take all such further actions,

including without limitation the designation of underwriters, paying agents, remarketing agents, trustees, and liquidity providers for the bonds, and to execute all such instruments, agreements, documents, and certificates as they shall deem necessary or desirable to carry out the terms of the financing plans presented to this meeting, including without limitation any liquidity facilities, swap or other interest rate management agreements associated with the bonds; and

RESOLVED FURTHER, pursuant to the Section 147(f) of the Internal Revenue Code of 1986, as amended, and applicable regulations thereunder, the University designates the Vice President and Chief Financial Officer of the University as the public hearing officer to hold any public hearings required in order to ensure the tax-exempt status of interest on the bonds; and

RESOLVED FURTHER, in recognition of the importance of balancing the University's risk and return on its debt financings, the University's variable-rate debt will not comprise more than 50 percent of the total external debt portfolio of the University; and

RESOLVED FURTHER that all acts of all officers of the University which are in conformity with the purposes and intent of this Resolution and in carrying out the financing plans presented to this meeting are ratified, approved and affirmed; and

RESOLVED FURTHER that, upon approval, this action shall take effect immediately.

UNIVERSITY OF VIRGINIA
BOARD OF VISITORS AGENDA ITEM SUMMARY

BOARD MEETING: April 11, 2008

COMMITTEE: Finance

AGENDA ITEM: II. B. Intent to Issue Tax-Exempt Debt

BACKGROUND: Under federal tax regulations, the University's Board of Visitors must pass an intent to issue resolution prior to issuing tax-exempt debt to reimburse itself for expenditures associated with specific, enumerated projects.

This resolution also allows the University to provide short-term financing for the projects through the University's Commercial paper program, where appropriate. Short-term financing may be provided for capital projects only after a project's business plan, including documentation of the project's fiscal soundness, has been approved by senior management.

This resolution does not authorize the University to issue long-term debt. Prior to the University issuing long-term debt, the Board will be asked to approve a separate issuance resolution.

DISCUSSION: The University is presenting the capital project(s) listed below for the Board's consideration under this intent to issue resolution. Approval of the intent to issue for each project listed is contingent upon the Board approval of the related project.

Project(s)	Requested Intent to Issue Authorization	Total of Requested and Previous Intent to Issue Authorizations
Carter-Harrison Research Building	\$7,400,000	\$48,900,000
South Lawn, Phase I - New Arts & Sciences Building	\$14,931,373	\$23,931,373

ACTION REQUIRED: Approval by the Finance Committee and by the Board of Visitors

APPROVAL OF INTENT TO ISSUE TAX EXEMPT DEBT

WHEREAS, the University intends to undertake the following capital projects utilizing tax-exempt debt as a funding source:

Carter-Harrison Research Building
South Lawn, Phase I - New Arts & Sciences Building; and

WHEREAS, the United States Department of the Treasury has promulgated final regulations in Section 1.150-2 of the Treasury Regulations governing when the allocation of bond proceeds to reimburse expenditures previously made by a borrower shall be treated as an expenditure of the bond proceeds; and

WHEREAS, the Regulations require a declaration of official intent by a borrower to provide evidence that the borrower intended to reimburse such expenditures with proceeds of its debt; and

WHEREAS, the Board of Visitors of the University of Virginia desires to make such a declaration of official intent as required by the Regulations; and

WHEREAS, the University may be required to provide short-term financing to each project prior to issuing long-term debt in order to implement an efficient and timely construction schedule; and

WHEREAS, the University has funding mechanisms to accommodate short-term financing needs, defined as a period of less than sixty months; and

WHEREAS, the authority for the University to enter into financing arrangements exceeding sixty months in maturity for each project listed is not included in this resolution; and

WHEREAS, if the University arranges short-term financing for a particular project, and if the project is not ultimately completed, or if the project utilizes funding sources other than debt, then the appropriate school or unit remains responsible for refunding the short-term obligation;

RESOLVED, pursuant to the terms of the Treasury Regulations, the Board of Visitors of the University of Virginia declares its intent to reimburse expenditures in accordance with the following:

1. The University reasonably expects to reimburse expenditures from the issuance of tax-exempt debt to be issued by the University incurred for each project;

2. This resolution is a declaration of official intent under Section 1.150-2 of the Regulations;

3. The maximum principal amount of debt expected to be issued for the purpose of reimbursing expenditures relating to each project is as follows:

Carter-Harrison Research Building = \$7,400,000
(total of this and all prior requests = \$48,900,000)

South Lawn, Phase I - New Arts & Sciences Building = \$14,931,373
(total of this and all prior requests = \$23,931,373); and

RESOLVED FURTHER, each project is a separate enterprise independent of other projects, and that the authorization for funding relates to each individual project; and

RESOLVED FURTHER, funds may be borrowed for each project on a short-term basis, but only if the following conditions are met:

1. The Board of Visitors approves the current resolution;
2. A comprehensive and detailed financial plan for the school/unit project is submitted;
3. Short-term financing shall not exceed sixty months in maturity; and
4. The school or unit remains responsible for any debt obligation incurred regardless of the status of the capital project or whether or not a debt issuance actually occurs.

UNIVERSITY OF VIRGINIA
BOARD OF VISITORS AGENDA ITEM SUMMARY

BOARD MEETING: April 11, 2008

COMMITTEE: Finance

AGENDA ITEM: III.C. Tuition and Required Fees, 2008-2009
Academic Year and 2009 Summer Session -
Exclusive of Undergraduate Tuition

BACKGROUND: At its April meeting, the Board of Visitors sets tuition and fees for the following year for the Academic Division and The University of Virginia's College at Wise. The enabling resolution generally covers academic year and summer session tuition rates for undergraduate, graduate, first professional, and continuing education students; required fees; and activity fees.

The University's long-range tuition plan, recently revised in October 2007, was developed to generate needed revenue, along with state general fund investments in base adequacy, to meet priorities approved by the Board (salary increases, AccessUVa, deferred maintenance, and enrollment growth), and to address certain unavoidable cost increases.

The 2008 General Assembly approved a Tuition Moderation Incentive Fund, which allocates general funds to provide an incentive for colleges and universities to keep in-state undergraduate tuition and educational and general (E&G) fee increases at or below three percent. The Tuition Moderation Incentive Fund allows institutions to increase in-state undergraduate tuition by an additional one percent, provided that the resulting revenue is used to meet the financial need of in-state undergraduate students. For the Academic Division, the general fund incentive is \$1,580,000, equivalent to about a 2.6 percent tuition increase on in-state undergraduate students; for the College at Wise, the incentive is \$120,000. The institution must limit tuition in each year in order to receive the incentive. If an institution increases in-state undergraduate tuition by more than 12 percent in 2008-2009, that institution will not be eligible for an allotment from the fund in either fiscal year.

A similar fund was adopted by the 2007 General Assembly, with modification by Governor Kaine and later approved by the General Assembly at the Reconvened Session. The University and

the College at Wise will defer proposing undergraduate tuition rates, including School of Continuing and Professional Studies and summer session rates, until after Governor Kaine has proposed any potential modifications to the current language for the Tuition Moderation Incentive Fund. Once the language is final, anticipated to be after the Reconvened Session on April 23, 2008, we will evaluate the requirements of the incentive fund and make an undergraduate tuition proposal to the Executive Committee of the Board.

DISCUSSION: We propose a \$900 increase in 2008-2009 tuition and required fees for graduate students. This is an eight percent increase for in-state graduate students and a 4.2 percent increase for out-of-state graduate students.

For the McIntire Master of Science in Accounting, we recommend an increase in tuition and required fees of \$750 for both in-state (3.1 percent) and out-of-state (2.5 percent) students. For the new McIntire Master of Science in Commerce, we propose tuition and required fees of \$33,400 for in-state students and \$38,400 for out-of-state students. This proposed rate includes a \$6,700 International Study Fee.

To maintain the \$10,000 differential between in-state and out-of-state medical students, we recommend a \$1,345 increase in tuition and required fees for all Medical School students. This translates into a 4.3 percent increase for in-state Medical School students and a 3.3 percent increase for out-of-state Medical School students.

We recommend an increase of \$3,000 in tuition and required fees for all Darden School students. This is an 8.0 percent increase for in-state students and a 7.1 percent increase for out-of-state students. This proposal maintains a \$5,000 differential between in-state and out-of-state tuition and required fees, and will keep Darden School rates comparable to peer institutions. Incremental revenue generated will be used to fund increases in salaries and essential program costs.

We recommend an increase of \$3,300 in tuition and required fees for all Law School students. This is a 9.9 percent increase for in-state students and an 8.6 percent increase for out-of-state students. This proposal maintains a \$5,000 differential between in-state and out-of-state tuition and required fees, and will keep Law School rates comparable to peer institutions. As the Law School increases in-state tuition, it will increase its commitment to scholarships and loan

forgiveness at a percentage rate at least equal to the annual increase in tuition and required fees. Incremental revenue generated will be used to fund increases in financial aid, facility maintenance, salary increases, and academic programs.

The following proposal includes the various recommended increases for other tuition and fees. These recommendations are made based upon market conditions and program needs for each individual program.

We recommend a \$184 increase in the mandatory educational and general fee for full-time in-state students and a \$167 increase for full-time out-of-state students. An \$84 increase to all students will help to fund debt service related to several building improvement efforts, including the South Lawn and Rouss Hall. We further recommend a \$100 increase in the technology fee to help fund the Student System Project. Out-of-state full-time students will see a \$17 decrease in the fee that is transferred to the Commonwealth to support previously issued tax-supported debt for University facilities. This decrease is related to increasing enrollments (and therefore increasing revenue from the fee), not because of a decreased requirement.

We propose an increase in the mandatory non-educational and general fee of \$123 for full-time students, bringing the total to \$1,755. The increases will help fund higher salary, utility, and overhead costs for all auxiliaries; boost repair and maintenance reserves in Athletics and Newcomb Hall, and provide additional student programming. In addition, a new Microsoft Licensing fee (\$18 per year) is recommended in connection with the establishment of a campus site license agreement for Microsoft Office and Windows Operating System software for both school and home use. The fee gives students access to Microsoft Office and any upgrades throughout their University academic careers, as well as access to the software (though not upgrades) after graduation. This represents a savings of between 40 and 50 percent from what they currently pay on an individual basis. The total proposed mandatory fee increase is consistent with the projected fee in the 2007 Six Year Plan.

ACTION REQUIRED: Approval by the Finance Committee and by the Board of Visitors

APPROVAL OF INCREASE IN TUITION, REQUIRED FEES, AND OTHER CHARGES FOR THE ACADEMIC DIVISION

RESOLVED that the tuition and required fees and other charges applicable to the Academic Division be approved as shown below, effective July 1, 2008.

	Virginian				Non-Virginian			
	2007-08 Approved	Amount of Increase	Percent of Increase	2008-09 Proposed	2007-08 Approved	Amount of Increase	Percent of Increase	2008-09 Proposed
REGULAR SESSION:								
Graduate School - Tuition and All Required Fees, including University Activity Fee and excluding School Activity Fee which varies by school:								
Full-time Students	\$ 11,240	\$ 900	8.0%	\$ 12,140	\$ 21,240	\$ 900	4.2%	\$ 22,140
School of Commerce - Tuition and All Required Fees, including University Activity Fee and excluding School Activity Fee which varies by school:								
M.S. in Accounting	\$ 24,000	\$ 750	3.1%	\$ 24,750	\$ 30,000	\$ 750	2.5%	\$ 30,750
M.S. in Commerce, including \$6,700 International Study Fee	n/a	n/a	n/a	\$ 33,400	n/a	n/a	n/a	\$ 38,400
School of Medicine - Tuition and All Required Fees, including University and School Activity Fees:								
Full-time Students	\$ 31,305	\$ 1,345	4.3%	\$ 32,650	\$ 41,305	\$ 1,345	3.3%	\$ 42,650
Darden Graduate School of Business Administration - Tuition and All Required Fees, including University and School Activity Fees:								
Full-time Students	\$ 37,500	\$ 3,000	8.0%	\$ 40,500	\$ 42,500	\$ 3,000	7.1%	\$ 45,500
School of Law - Tuition and All Required Fees, including University and School Activity Fees:								
Full-time Students	\$ 33,500	\$ 3,300	9.9%	\$ 36,800	\$ 38,500	\$ 3,300	8.6%	\$ 41,800
SPECIAL SESSION:								
School of Continuing and Professional Studies Tuition Rates:								
Graduate Per Hour	\$ 260	\$ 15	5.8%	\$ 275	\$ 400	\$ 10	2.5%	\$ 410
K-12 Educators Per Hour	\$ 215	\$ 7	3.3%	\$ 222	\$ 325	\$ 10	3.1%	\$ 335
Graduate Distance Learning Per Hour	\$ 285	\$ 15	5.3%	\$ 300	\$ 337	\$ 20	5.9%	\$ 357
Graduate Televised Engineering Per Hour	\$ 380	\$ 15	3.9%	\$ 395	\$ 645	\$ 25	3.9%	\$ 670
Special SCPS Students Per Hour	\$ 272	\$ 15	5.5%	\$ 287	\$ 1,000	\$ -	0.0%	\$ 1,000
Special SCPS Students Per Hour - High School Students	\$ 218	\$ 15	6.9%	\$ 233	\$ 370	\$ 16	4.3%	\$ 386
Music Lessons (13 1-hr lessons/semester)	\$ 676	\$ -	0.0%	\$ 676	\$ 676	\$ -	0.0%	\$ 676
Northern Virginia Facilities Fee Per Hour	\$ 17	\$ -	0.0%	\$ 17	\$ 17	\$ -	0.0%	\$ 17
Technology Fee (per hour)	\$ 4	\$ 1	25.0%	\$ 5	\$ 4	\$ 1	25.0%	\$ 5

	Virginian				Non-Virginian			
	2007-08 Approved	Amount of Increase	Percent of Increase	2008-09 Proposed	2007-08 Approved	Amount of Increase	Percent of Increase	2008-09 Proposed
2009 Summer Session, 2009 January Term and Mt. Lake Biological Station:								
Graduate Per Semester Hour	\$ 260	\$ 15	5.8%	\$ 275	\$ 660	\$ -	0.0%	\$ 660
Thesis/Dissertation Research	\$ 920	\$ 30	3.3%	\$ 950	\$ 920	\$ 30	3.3%	\$ 950
Appellate Judges Program	\$ 1,400	\$ -	0.0%	\$ 1,400	\$ 1,450	\$ -	0.0%	\$ 1,450
Non-Resident Fee	\$ 144	\$ 6	4.2%	\$ 150	\$ 144	\$ 6	4.2%	\$ 150
Summer Foreign Language Institute Fee	\$ 42	\$ 3	7.1%	\$ 45	\$ 42	\$ 3	7.1%	\$ 45
2007 New Student Orientation Fee	\$ 190	\$ -	0.0%	\$ 190	\$ 190	\$ -	0.0%	\$ 190
(The Orientation Fee will be rolled into the total tuition and fee bill for first year and transfer students in the first year of enrollment.)								
<u>OTHER:</u> Other contracted course and cooperative program tuition and required fee rates, including tuition for specialized graduate and professional credit courses, approved on a basis consistent with University contracting policies and procedures by the Executive Vice President and Chief Operating Officer.								
All Students								
	2007-08 Approved	Amount of Increase	Percent of Increase	2008-09 Proposed				
Other Charges:								
Application Fee – Undergraduate	\$ 60	\$ -	0.0%	\$ 60				
Application Fee – Graduate	\$ 60	\$ -	0.0%	\$ 60				
Application Fee – Law	\$ 75	\$ -	0.0%	\$ 75				
Application Fee – Darden	\$ 190	\$ -	0.0%	\$ 190				
Application Fee – Darden Executive MBA	\$ 190	\$ -	0.0%	\$ 190				
Application Fee – Medicine	\$ 80	\$ -	0.0%	\$ 80				
Application Fee - SCPS	\$ 25	\$ -	0.0%	\$ 25				
Application Fee - SCPS BIS	\$ 60	\$ -	0.0%	\$ 60				
Application Fee - Commerce	\$ 55	\$ 15	27.3%	\$ 70				
Application Fee - MS Executive MIT	\$ 60	\$ 15	25.0%	\$ 75				

	All Students			
	2007-08 Approved	Amount of Increase	Percent of Increase	2008-09 Proposed
Activity Fee – All Full-time Students	\$ 47	\$ -	0.0%	\$ 47
Activity Fee – Arts & Sciences	\$ 8	\$ -	0.0%	\$ 8
Activity Fee – Architecture	\$ 60	\$ -	0.0%	\$ 60
Activity Fee – Commerce	\$ 55	\$ 30	54.5%	\$ 85
Activity Fee – Darden	\$ 55	\$ -	0.0%	\$ 55
Activity Fee – Education	\$ 10	\$ -	0.0%	\$ 10
Activity Fee – Engineering	\$ 10	\$ -	0.0%	\$ 10
Activity Fee – Grad. Arts & Sciences	\$ 10	\$ -	0.0%	\$ 10
Activity Fee – Law School	\$ 40	\$ -	0.0%	\$ 40
Activity Fee – Medicine	\$ 51	\$ -	0.0%	\$ 51
Activity Fee – Nursing	\$ 15	\$ -	0.0%	\$ 15
Residential College Fee – Hereford	\$ 120	\$ -	0.0%	\$ 120
Residential College Fee – Brown	\$ 120	\$ -	0.0%	\$ 120
Residential College Fee – International	\$ 220	\$ -	0.0%	\$ 220
Residential College Fee – Mosaic	\$ 220	\$ -	0.0%	\$ 220
Residential College Fee – French	\$ 100	\$ -	0.0%	\$ 100
Residential College Fee – Spanish	\$ 100	\$ -	0.0%	\$ 100
Residential College Fee – Monroe Lane	\$ 100	\$ -	0.0%	\$ 100
International Student Fee	\$ 100	\$ -	0.0%	\$ 100

APPROVAL OF ALLOCATION OF REQUIRED FEES FOR 2008-09 REGULAR SESSION OF THE ACADEMIC DIVISION

RESOLVED that the annual required fees for students enrolled in more than 3 credit hours per semester be established, effective July 1, 2008, in the amount of \$2,132 for in-state students and \$2,350 for out-of-state students; and

RESOLVED FURTHER that the full-time mandatory regular session fee be allocated for 2008-09 as follows:

	Virginian				Non-Virginian			
	2007-08 Approved	Amount of Increase	Percent of Increase	2008-09 Proposed	2007-08 Approved	Amount of Increase	Percent of Increase	2008-09 Proposed
OOS Debt Service - Capital Outlay and ETF	\$ -	\$ -	0.0%	\$ -	\$ 235	\$ (17)	-7.2%	\$ 218
Classroom Renewal Fee	\$ 30	\$ -	0.0%	\$ 30	\$ 30	\$ -	0.0%	\$ 30
Arts Fee	\$ 12	\$ -	0.0%	\$ 12	\$ 12	\$ -	0.0%	\$ 12
Technology Fee	\$ 45	\$ 100	222.2%	\$ 145	\$ 45	\$ 100	222.2%	\$ 145
E&G Facilities Construction and Renovation	\$ 106	\$ 84	79.2%	\$ 190	\$ 106	\$ 84	79.2%	\$ 190
Subtotal Required E&G Fees	\$ 193	\$ 184	95.3%	\$ 377	\$ 428	\$ 167	39.0%	\$ 595
University Transit	\$ 131	\$ 13	9.9%	\$ 144	\$ 131	\$ 13	9.9%	\$ 144
Safe Ride	\$ 4	\$ 8	200.0%	\$ 12	\$ 4	\$ 8	200.0%	\$ 12
Recreational Facilities	\$ 227	\$ 7	3.1%	\$ 234	\$ 227	\$ 7	3.1%	\$ 234
Auxiliary Debt Service	\$ 85	\$ 6	7.1%	\$ 91	\$ 85	\$ 6	7.1%	\$ 91
Athletics	\$ 607	\$ 37	6.1%	\$ 644	\$ 607	\$ 37	6.1%	\$ 644
Student Health	\$ 370	\$ 16	4.3%	\$ 386	\$ 370	\$ 16	4.3%	\$ 386
Newcomb Hall	\$ 173	\$ 17	9.8%	\$ 190	\$ 173	\$ 17	9.8%	\$ 190
Student Programming	\$ 29	\$ -	0.0%	\$ 29	\$ 29	\$ -	0.0%	\$ 29
Microsoft Licensing Fee	\$ -	\$ 18	100.0%	\$ 18	\$ -	\$ 18	100.0%	\$ 18
WTJU	\$ 6	\$ 1	16.7%	\$ 7	\$ 6	\$ 1	16.7%	\$ 7
Subtotal Required Auxiliary Fees	\$ 1,632	\$ 123	7.5%	\$ 1,755	\$ 1,632	\$ 123	7.5%	\$ 1,755
TOTAL FOR ALL STUDENTS	\$ 1,825	\$ 307	16.8%	\$ 2,132	\$ 2,060	\$ 290	14.1%	\$ 2,350

BOARD OF VISITORS CONSENT AGENDA

III.A. FACULTY AND STAFF HOUSING RATES, 2008-2009: Approves rates for faculty and staff residences for 2008-2009.

The University operates 90 faculty and staff housing units, including individual houses, cottages, Lawn Pavilions, townhouses and apartments. State directive requires that rents charged by the University for faculty and staff housing reflect the market rate for similarly sized and equipped properties.

University faculty and staff housing rates are proposed to increase by an average of 4.3 percent from the 2007-2008 rates. The increase is due to both an increase in operating costs and ongoing attention to ensuring that the rates reflect market rates.

Blandy Farm operates two faculty and staff housing units. Both properties are utilized and rent is charged in accordance with the terms of the employment agreements of the residents of the properties.

ACTION REQUIRED: Approval by the Finance Committee and by the Board of Visitors

APPROVAL OF PROPOSED INCREASE IN FACULTY AND STAFF HOUSING RATES FOR 2008-2009

RESOLVED that the faculty and staff housing rates be approved as indicated, effective July 1, 2008. The Executive Vice President and Chief Operating Officer is authorized to increase the rates to market level when a property is vacated.

ACADEMIC DIVISION

<u>Properties</u>	<u>Utilities Furnished</u>	<u>Rents 2007-08 Per Month</u>	<u>Amount of Increase</u>	<u>Percent of Increase</u>	<u>Prop. Rents 2008-09 Per Month</u>	<u>Utilities Paid By Occupant</u>
<u>Piedmont Estates</u>						
1 Bedroom Apt. (7)(F)	WS,E,G,C,T	<i>\$667</i>	\$38	5.70%	\$705	
2 Bedroom Apt. (16)(UF)	WS,E,G,C,T	<i>812</i>	13	1.60%	825	
Houses (3BR) (16)(UF)	WS,C,T	<i>1,146</i>	54	4.71%	1,200	E, G
Townhouses (3BR)(5)(UF)	WS,C,T	<i>1,080</i>	20	1.85%	1,100	E, G
Farmhouse Apt. 1 (1BR)(F)	WS,E,G,C,T, AC	<i>734</i>	0		734	

<u>Properties</u>	<u>Utilities Furnished</u>	<u>Rents 2007-08 Per Month</u>	<u>Amount of Increase</u>	<u>Percent of Increase</u>	<u>Prop. Rents 2008-09 Per Month</u>	<u>Utilities Paid By Occupant</u>
Farmhouse Apt. 2 (3 BR)(UF)	WS,E,G,C,T	\$759	\$50	6.59%	\$809	
Farmhouse Apt. 3 (1 BR)(F)	WS,E,G,C,T, AC	734	0		734	
Farmhouse Apt. 4 (2 BR)(F)	WS,E,G,C,T, AC	832	23	2.76%	855	
<u>Sundry</u>						
Vyssotsky Cottage (3BR)(UF)	WS,T, AC	\$945	\$60	6.35%	\$1,005	E,G
McGuffey Cottage (Efficiency)(UF)	WS,E,V,T,AC ,D	550	0		550	
Upper Mews (1BR)(F)	WS,E,HP,C,T, AC,D	775	25	3.23%	800	
Lower Mews (1BR)(F)	WS,E,HP,C,T, AC,D	750	0		750	
Monroe Hill Range (1BR)(UF)	WS,E,HVAC, T,V,D,C	885	58	6.55%	943	
Brown College Apts. (2) (2BR)(UF)	WS,E,HVAC, V,D,C	771	35	4.54%	806	
Hereford Coll. Apts.(2) (2BR)(UF)	WS,E,HVAC, T,V,D,C	890	40	4.49%	930	
Hereford College Principal Residence (3BR)(UF)	WS,E,HVAC, T,V,D,C	1,154	86	7.45%	1,240	
102 Cresap Fac. Apt. (1BR)(F)	WS,E,G,T,HV AC,V,D,C	825	25	3.03%	850	
Hedge House (2BR)(F)	WS,C,T,AC	860	40	4.65%	900	E,G
Orchard House (5RMS)(F)	WS,E,G,C,T, AC	425	25	5.88%	450	
118 Oakhurst, Upper (2BR)(UF)	WS,G,C, AC	770	50	6.49%	820	E,T
118 Oakhurst, Lower (2BR)(UF)	WS,G,C,AC	950	70	7.37%	1,020	E,T
424 MLLH, (1BR)(UF)	WS,E,G,C,HV AC,V,D	819	33	4.03%	852	
423 MLLH, (2BR)(UF)	WS,E,G,C,HV AC,V,D	945	38	4.02%	983	
004 Lewis, (1BR)(UF)	WS,E,G,C,HV AC,V,D	819	33	4.03%	852	
<u>Birdwood Properties</u>						
Cottage (1BR)(UF)	WS,C,T	\$640	\$40	6.25%	\$680	E
Garage Apt.(2BR)(UF)	WS,C,T	900	50	5.56%	950	E,G
Cash House (3BR)(UF)	WS,C,T,AC	1,106	0		1,106	E,G
Middleton House (4BR)(UF)	WS,C,T,AC	1,358	82	6.04%	1,440	E,G

<u>Properties</u>	<u>Utilities Furnished</u>	<u>Rents 2007-08 Per Month</u>	<u>Amount of Increase</u>	<u>Percent of Increase</u>	<u>Prop. Rents 2008-09 Per Month</u>	<u>Utilities Paid By Occupant</u>
<u>E & G Properties</u>						
Montebello (3BR/Garage)	WS,E,G,AC	\$854	\$86	10.07%	\$940	C,T
Big Morea (4BR)	WS,E,G,AC,T	1,178	37	3.14%	1,215	C
Little Morea (2BR)	WS,E,G,AC,T	905	45	4.97%	950	C
Sunnyside (4BR)	WS,E,O,AC	1,819	56	3.08%	1,875	C
Monroe Hill House (4BR)	WS,E,HVAC, T,V,D	885	58	6.55%	943	C
Sprigg Lane House (6BR)	WS,E,HVAC, T,V,D				3,000	C
Pavilion I (3BR)	WS,E,HVAC, T,V	999	101	10.11%	1,100	C
Pavilion II (3BR)	WS,E,HP,T,V	750	75	10.00%	825	C
Pavilion III (3BR)	WS,E,HVAC, T,V	1,300	0		1,300	C
Pavilion IV (3BR)	WS,E,HP,T,V	750	75	10.00%	825	C
Pavilion V (3BR)	WS,E,HVAC, T,V	1,400	0		1,400	C
Pavilion VI (4BR)	WS,E,HVAC, T,V	999	101	10.11%	1,100	C
Pavilion VIII Upper (3BR)	WS,E,HVAC, T,V	659	66	10.02%	725	C
Pavilion VIII Lower (1BR)	WS,E,HVAC, T,V	342	33	9.65%	375	C
Pavilion IX (3BR)	WS,E,HVAC, T,V	999	101	10.11%	1,100	C
Pavilion X (4BR)	WS,E,HP,T,V	750	75	10.11%	825	C
<u>Blandy Farm</u>						
Curator's House	WS	\$0	\$0	0.00%	\$0	E,O
Green Farm House	WS	65	0	0.00%	65	E,O
<u>Notes:</u>						
<ul style="list-style-type: none"> • <i>Italicized 2007-2008 rents</i> indicate that a \$20 credit was granted for non-availability of high speed data service. • In total nine properties will be brought to market rates during 2008-2009. • Three properties – Lower Mews, Pavilion III, and 118 Oakhurst Circle (Lower) – were brought to market during 2007-2008 when vacated/reoccupied. • Pavilion V rent was adjusted during 2007-2008 when vacated/reoccupied. • The (F) designates properties that are furnished. The (UF) designates properties that are unfurnished. • Utility abbreviations are as follows: WS (water, sewer), E (electric), G (gas), O (oil), HP (heating plant), HVAC (heating, ventilating, and air conditioning), AC (window air conditioning), C (cable TV), V (voice), T (trash), and D (data). 						

BOARD OF VISITORS CONSENT AGENDA

III.B. CONTRACT RATES FOR DINING SERVICES, 2008-2009: Approves contract rates for dining services for 2008-2009.

The University of Virginia provides a variety of contract meal plans for students, ranging from unlimited dining to a \$200 dining spending account. Revenues received from contract dining, retail operations, vending, concessions and catering must cover all operating costs, including food, labor, capital and indirect costs. The University contracts with ARAMARK for dining services. The College at Wise contracts with Chartwells for these services.

Proposed University meal plan rate increases for 2008-2009 range from 4.4 percent to 5.5 percent, with an average increase of 4.9 percent. The proposed increase in the rates is necessary to cover increases in personal services, food cost, and other operating expenses. Personal services are expected to increase 4.8 percent or \$346,000, and food costs are expected to increase five percent or \$265,000. In 2007-2008, approximately 8,325 University students purchased contract meal plans. There are no increases proposed for the Law School or Summer School meal plans.

The College at Wise meal plans are proposed to increase by 4.5 percent to reflect increases in operating costs. The University's College at Wise serves approximately 590 students on contract meal plans.

The proposed resolution also addresses summer 2008 dining rates for the Mountain Lake Biological Station.

ACTION REQUIRED: Approval by the Finance Committee and by the Board of Visitors

APPROVAL OF PROPOSED CONTRACT RATES FOR DINING SERVICES FOR 2008-2009 FOR THE ACADEMIC DIVISION AND THE UNIVERSITY OF VIRGINIA'S COLLEGE AT WISE

RESOLVED that the student contract rates for dining services are approved as shown below, effective at the beginning of the 2008-2009 session:

ACADEMIC DIVISION

	<u>Actual 2007-2008</u>	<u>Amount of Increase</u>	<u>Percent Increase</u>	<u>Proposed 2008-2009</u>
<u>Regular Meal Plans (1,2)</u>				
Unlimited Entry w/ \$150 Plus Dollars	\$3,420	\$170	5.0%	\$3,590
15 Meals per week w/ \$400 Plus Dollars	3,420	170	5.0%	3,590
13 Meals per week w/ \$500 Plus Dollars	3,420	170	5.0%	3,590
10 Meals per week (first year) w/ \$840 Plus Dollars	3,420	170	5.0%	3,590
10 Meals per week (upperclass) w/ \$330 Plus Dollars	2,930	150	5.1%	3,080
100 Meals per semester w/ \$300 Plus Dollars	1,960	100	5.1%	2,060
80 Meals per semester w/ \$350 Plus Dollars	1,700	80	4.7%	1,780
50 Meals per semester w/ \$390 Plus Dollars	1,270	70	5.5%	1,340
<u>Residential College/Language House Meal Plans (1,2,3)</u>				
Unlimited Entry w/ \$150 Plus Dollars	\$3,530	\$170	4.8%	\$3,700
15 Meals per week w/ \$400 Plus Dollars	3,530	170	4.8%	3,700
13 Meals per week w/ \$500 Plus Dollars	3,530	170	4.8%	3,700
10 Meals per week (first year) w/ \$840 Plus Dollars	3,530	170	4.8%	3,700
10 Meals per week (upperclass) w/ \$330 Plus Dollars	3,040	150	4.9%	3,190
100 Meals per semester w/ \$300 Plus Dollars	2,070	100	4.8%	2,170
80 Meals per semester w/ \$350 Plus Dollars	1,810	80	4.4%	1,890
50 Meals per semester w/ \$390 Plus Dollars	1,380	70	5.1%	1,450
<u>Athletic Meal Plans</u>				
Unlimited Entry w/ \$150 Plus Dollars	\$3,530	\$170	4.8%	\$3,700
15 Meals per week w/ \$400 Plus Dollars	3,530	170	4.8%	3,700
13 Meals per week w/ \$500 Plus Dollars	3,530	170	4.8%	3,700

ACADEMIC DIVISION (Continued)

	<u>Actual 2007-2008</u>	<u>Amount of Increase</u>	<u>Percent Increase</u>	<u>Proposed 2008-2009</u>
10 Meals per week (first year) w/ \$840 Plus Dollars	\$3,530	\$170	4.8%	\$3,700
10 Meals per week (upperclass) w/ \$330 Plus Dollars	3,040	150	4.9%	3,190
100 Meals per semester w/ \$300 Plus Dollars	2,070	100	4.8%	2,170
80 Meals per semester w/ \$350 Plus Dollars	1,810	80	4.4%	1,890
<u>Other</u>				
Law School Meal Plan (4)	\$200	\$0		\$200
Summer School 20 Meals w/ \$40 Plus Dollars	190	0		190
Summer School 40 Meals w/ \$80 Plus Dollars	365	0		365
Summer School 60 Meals w/ \$120 Plus Dollars	540	0		540

THE UNIVERSITY OF VIRGINIA'S COLLEGE AT WISE

19 Meal Plan	\$2,990	\$136	4.5%	\$3,126
12 Meal Plan	2,688	122	4.5%	2,810

(1) Plus Dollars are credited to a student's dining account and may be used in the same manner as cash at any board dining hall and/or retail operation.

(2) First-year students are required to purchase a 13-, 15-, or unlimited-meal plan during their first semester. During their second semester, they may switch to a 10-meal plan with \$840 Plus Dollars.

(3) Some residential colleges and language houses have a dining requirement as part of their program.

(4) Law School students are allowed to deposit a minimum \$200 per academic year into a dining spending account.

MOUNTAIN LAKE BIOLOGICAL STATION

<u>Dining</u>	<u>Actual Daily 2007</u>	<u>Proposed Daily 2008</u>	<u>Percent Increase</u>
Adults	\$21.50	\$23.50	9.30%
Children 13 and over	\$21.50	\$23.50	9.30%
Children 3 to 12	\$13.00	\$14.00	7.69%
Children 2 and under	\$ 0.00	\$ 0.00	0.00%

BOARD OF VISITORS CONSENT AGENDA

III.C. PROPERTY ACQUISITIONS FROM AND PROPERTY SALE TO THE UNIVERSITY OF VIRGINIA FOUNDATION:

The University of Virginia intends to purchase a number of properties from the University of Virginia Foundation. The Board previously considered and authorized the Foundation's acquisition of these properties for future University purposes, and the projects have been the subject of prior financial approvals by the Board of Visitors. This action represents a final and property-specific resolution which clearly approves the acquisitions and authorizes execution and delivery of contracts and related documents. In addition, a small parcel of University-owned land will be sold to the University of Virginia Foundation to facilitate development of the remainder of the Montesano tract.

The properties to be acquired by the University from the University of Virginia Foundation are the Snyder Translational Research Building and Life Sciences Annex in Fontaine Research Park at 480 Ray C. Hunt Drive; Montesano at 465 Crestwood Drive, off Old Ivy Road; 1224 Jefferson Park Avenue; the 11th Street parking garage; and 112 11th Street, S.W. The proposed sale of 0.84 acres adjacent to Montesano from the University to the University of Virginia Foundation allows for a more comprehensive use of the real estate owned by both parties.

ACTION REQUIRED: Approval by the Finance Committee and by the Board of Visitors

APPROVAL TO PURCHASE PROPERTIES FROM AND SELL PROPERTY TO THE UNIVERSITY OF VIRGINIA FOUNDATION

WHEREAS, the Board of Visitors finds it to be in the best interest of the University of Virginia to purchase from the University of Virginia Foundation certain properties for the purpose of using these properties for University of Virginia and University of Virginia Medical Center activities and organizations; and

WHEREAS, these properties are listed immediately following this resolution; and

WHEREAS, the Board finds it to be in the best interest of the University of Virginia to sell to the University of Virginia Foundation 0.84 acres of land that adjoins the Montesano property for \$444,706 to facilitate the future development of the remaining Montesano property by the University of Virginia Foundation;

RESOLVED, the Board of Visitors approves the acquisition of each of the listed properties and the sale of 0.84 acres; and

RESOLVED FURTHER, the Executive Vice President and Chief Operating Officer is authorized, on behalf of the University, to approve and execute purchase agreements and related documents, to incur reasonable and customary expenses, and to take such other actions as deemed necessary and appropriate to consummate such property transfers; and

RESOLVED FURTHER, all prior acts performed by the Executive Vice President and Chief Operating Officer, and other officers and agents of the University, in connection with such property transfers, are in all respects approved, ratified and confirmed.

Snyder Translational Research Building and Life Sciences Annex

Located at 480 Ray C. Hunt Drive in the Fontaine Research Park, this facility contains 85,400 gross square feet of wet lab research space and an additional 34,492 square feet of research space in the Annex building. The buildings are located on approximately three acres. The purchase price is not to exceed \$80.5 million.

Montesano (465 Crestwood Drive)

Located at 465 Crestwood Drive, off the Old Ivy Road, Montesano is a building of 4,320 finished square feet on 3.2 acres of land and will house the Center for Politics. The purchase price is not to exceed \$2.15 million.

1224 Jefferson Park Avenue

This property consists of a 48,772 rentable square foot office building located on approximately 0.43 acres of land. The purchase of this office building will reduce the cost of leasing from the University of Virginia Foundation. Currently the building is 94 percent leased to University departments. The purchase price is not to exceed \$4.1 million.

11th Street Parking Garage

Located on 11th Street and containing 1,025 parking spaces on approximately 1.4 acres of land; to be used for Health System parking. The purchase price is not to exceed \$43.5 million.

112 11th Street, S.W.

Located at West Main and 11th Streets, the office building consists of 5,645 finished square feet on 0.34 acres of land. The University of Virginia Community Credit Union, relocated from the East Garage, will use the basement and first floor; the second floor will be used for Health System offices. The purchase price is not to exceed \$3.9 million.

BOARD OF VISITORS CONSENT AGENDA

III.D. SIGNATORY AUTHORITY FOR MEDICAL CENTER PROCUREMENT OF INTRAOPERATIVE MAGNETIC RESONANCE IMAGING EQUIPMENT: Authorizes the Executive Vice President and Chief Operating Officer to execute a contract for the procurement of intraoperative magnetic resonance imaging equipment, based on the recommendation of the Medical Center Operating Board and the Chief Executive Officer of the Medical Center in accordance with Medical Center procurement policy.

The Board of Visitors is required to approve the execution of any contract where the amount per year is in excess of \$5 million.

The Medical Center is seeking to incorporate Magnetic Resonance Imaging capabilities into two new operating rooms by installing high field (1.5 Tesla) ceiling-mounted Magnetic Resonance Imaging equipment. The equipment will be parked in a bay between the two operating rooms and, as intraoperative imaging is required, will enter the room along a track on the ceiling and situate itself over the surgical table. The cost of the equipment, maintenance and support is expected to be \$8.65 million, thus exceeding the signatory authority of the Executive Vice President and Chief Operating Officer.

The Medical Center Operating Board recommends this action for consideration by the Finance Committee and the Board of Visitors.

ACTION REQUIRED: Approval by the Finance Committee and by the Board of Visitors. This resolution has been approved by the Medical Center Operating Board.

APPROVAL OF SIGNATORY AUTHORITY FOR MEDICAL CENTER PROCUREMENT OF INTRAOPERATIVE MAGNETIC RESONANCE IMAGING EQUIPMENT

RESOLVED, the Board of Visitors authorizes the Executive Vice President and Chief Operating Officer of the University to execute a contract for the procurement of intraoperative MRI equipment, based on the recommendation of the Vice President and Chief Executive Officer of the Medical Center, in accordance with Medical Center procurement policy.

UNIVERSITY OF VIRGINIA
BOARD OF VISITORS AGENDA ITEM SUMMARY

BOARD MEETING: April 11, 2008

COMMITTEE: Finance

AGENDA ITEM: IV.A. Vice President's Remarks

ACTION REQUIRED: None

The Executive Vice President and Chief Operating Officer will inform the Board of Visitors of recent events that do not require formal action, but of which it should be made aware.

UNIVERSITY OF VIRGINIA
BOARD OF VISITORS AGENDA ITEM SUMMARY

BOARD MEETING: April 11, 2008

COMMITTEE: Finance

AGENDA ITEM: IV.B. Endowment Report - Market Value and Performance as of December 31, 2007

ACTION REQUIRED: None

BACKGROUND: The University of Virginia Investment Management Company (UVIMCO) provides investment management to the Rector and Visitors and to the University's related Foundations. Assets deposited in UVIMCO are held in the custody and control of UVIMCO on behalf of the University and Foundations within a long-term co-mingled investment pool.

UVIMCO's primary objective in managing the pool is to maximize long-term real return commensurate with the risk tolerance of the University. To achieve this objective, UVIMCO actively manages the pool in an attempt to achieve returns that consistently exceed the returns on a passively managed benchmark with similar asset allocation and risk. Recognizing that the University must attract outstanding students, faculty, and staff and provide them appropriate resources, UVIMCO attempts to manage pool assets to provide long-term real returns that compare favorably with the returns of endowments of other outstanding schools. UVIMCO does not set spending rates. UVIMCO communicates the Pool's risk and return estimates to the University and Foundations for their consideration in setting spending rates.

DISCUSSION:

Financial Tragedy

Commenting on today's financial tragedy would be redundant to the torrent of such reporting in the financial media. So instead, we analyze others' commentary. Much of what we read explains how the timeless themes of financial tragedy are revealed in this latest drama. Playing the part of the pitiful hero is the US homeowner. Leverage and derivatives, familiar villains, are receiving ample and justified scrutiny. A Google news search of "moral hazard", financial tragedy's classical setting, provides two pages of articles in the most recent 24

hours and 16 pages of articles in the last month. Ponzi, the intellectual grandfather of the sub-prime CDO, gets 18 pages of articles this month. Oddly, Google news shows only five articles this January referring to Hyman Minsky, the late economist who explained why periods of economic stability naturally lead to speculative lending, Ponzi schemes, and financial tragedy. More interesting is a discussion of how this crisis is supposedly different. Many note that this modern episode of speculative lending gone bad featured an unprecedented scale of unbalanced global capital flows and assign blame to deregulation. George Soros pronounces it "the worst market crisis in 60 years" and lays the blame on "market fundamentalism." This plotline proceeds to the current peak in corporate profits and related growth of income inequality. Morgan Stanley economist Steve Roach says that "Economic theory tells us that globalization is a win-win, but it isn't, at least not in the West. The theory was written for another era. We have to ask some hard questions about unfettered capitalism. We need a new script."

The New Script

This "new script" seems to be regulation. Barney Frank, Chairman of the House Financial Services Committee, writes "We are likely to have a healthy debate about the role of government in supporting a robust capitalist economy in the 21st century. It is important to note that this debate is not about policy details but represents fundamentally different views about the nature of our modern economy. I believe the American people will decide that we should enact policies that seek to curb growing inequality and provide some check on market excesses." Pascal Lamy, director general of the World Trade Organization observes simply that "the pendulum between market and state is swinging back."

The fourth quarter of 2007 marks the end of a five-year bull market that more than doubled the price of equity markets around the world. This rapid appreciation was undergirded by equally rapid and increasingly global earnings growth, propelling profits to a historical peak. While the forces of globalization that drove the profits boom may be far from exhausted, Congressman Frank's "check on market excesses" may put a governor on future earnings growth.

Value Added

Fortunately, the returns on our pool are not wholly dependent upon market returns. We endeavor to invest overwhelmingly in strategies and with managers who produce returns through active management. Over the past five year bull market, a traditional 65 percent/35 percent blend of global equities and government bonds (equivalent to the risk of a typical institutional portfolio) provided a return of 14 percent, far above its single digit long-term historical average. Over the same period our pool returned 17 percent, value added of three percentage points per year.

A fair question, and one we ask ourselves, is was this value added produced by skill or merely leverage applied in a bull market? While a definitive answer remains elusive, recent evidence is encouraging. As market returns have weakened, the value added of our pool has increased. Over the past year, the traditional 65 percent/35 percent blend of equities and bonds returned 11 percent, three percent lower than the average return over the five-year period. Our pool returned 24 percent this year, thirteen percentage points of value added. Over the most recent quarter, the global equity market declined by two percent and a traditional 65 percent/ 35 percent blend of equities and bonds returned zero percent. Our pool returned five percent, five percentage points of value added in the quarter. Over the month of December, a traditional 65 percent/35 percent blend of equities and bonds declined by one percent. Our pool was up one percent in December, value added of two percentage points in just one month.

Another fair question: was our recently strong relative performance a function of large allocations to illiquid investments whose prices will be marked down in coming quarters? Yes to some extent; about 25 percent of our pool is presently invested in private funds whose year-end prices are based upon stale fair value estimates, typically from the prior quarter-end. But those private funds did not produce our outstanding recent returns. Rather, our approximately 60 percent allocation to public and long/short equity accounts for most of our recent value added.

Public Equity

Our public equity portfolio delivered a strong return of 26 percent for the calendar year, handily surpassing the returns provided by the MSCI All Country World index and our custom

benchmark. Our portfolio broadly benefited from the gift of rapidly appreciating global equity markets, excellent security selection by many of our managers, and successful tactical tilts within the portfolio. A skew towards higher quality, growing companies and away from smaller capitalization issues with operational challenges, for example, supported the portfolio's outperformance while simultaneously reducing its absolute risk. We further benefited from solid investment sizing decisions, with most of our largest manager allocations delivering the strongest calendar year returns. We have far more modest expectations looking forward. The final months of 2007 proved increasingly volatile, and 2008 has only accelerated this trend. With the benefit of a long-term disposition, we expect that this increased volatility will refresh the opportunity set for many of our managers. Transition periods are often painful, however, and our equity portfolio will not be immune to this interim volatility.

Long/Short Equity

Our long/short equity portfolio returned a remarkable 31 percent for the calendar year. The year 2007 turned out to be an ideal environment for the type of manager we favor, those carrying healthy balance sheet exposure long and short, and stock selection biases that emphasize higher-quality, often larger capitalization companies ("good businesses") on the long side and lower-quality often smaller capitalization companies ("bad businesses") on the short side. Last year, the stock prices of good businesses held up while, finally, companies that were living off the ether of easy credit crashed as the credit markets seized. We made money long and short, resulting in a strong return despite relatively modest net market exposure. This year's 31 percent return is the best annual return in long/short equity we have posted in the past decade. To keep a little perspective, it follows on the heels of a year where the markets were not as well-suited to our strategy. The 12 percent return on our long/short portfolio in calendar year 2006 underperformed our benchmarks. There may be another difficult year ahead in 2008. While the market moves last year did not close the valuation differential between high and low quality stocks, January seems to indicate that global markets may be broadly challenged, in which case investors may use less discrimination in valuing the relative worth of individual companies. When markets buy and sell indiscriminately, our long/short managers have a more difficult time adding value.

Private Equity

Our private equity portfolio delivered a strong absolute return of 33 percent for the calendar year. The return pattern conveyed a tale of two environments, with the first half's impressive returns reflecting the apogee of the buyout boom and the second half trending toward weaker returns manifesting the abrupt change in credit conditions. For the year, our private equity portfolio trailed the Cambridge benchmark return because of the J-curve.

Our commitment pace in private equity, particularly in buyouts, has increased significantly in recent years. Over the last three years, we have committed an average of \$380 million per year to private equity funds, far more than prior years. We are not, however, overly concerned by vintage year concentration. As our commitment pace has increased the pool has grown rapidly, doubling over the last three years. Our pace of commitments over the next five years will likely remain at levels similar to those of the last three. Also of some comfort, sixty percent of the capital we have committed to private equity over the last three years remains undrawn.

Real Assets

Our small real assets portfolio returned 20 percent for 2007. As we expect, our diversifying real assets allocation provided a return higher than bonds but below our equity portfolio. Like private equity, the immature nature of our growing real assets portfolio depresses short-term returns relative to the mature portfolio represented by the Cambridge benchmark. We expect this effect to dissipate in coming years as our real assets portfolio matures.

We continue to find attractive investment opportunities in real estate and natural resources. We are investing with managers who generate returns primarily through development and improving asset value, not through merely leveraging stable cash flow. Our real asset managers typically develop new assets or acquire and reposition underperforming properties, with a significant value-added component to their activities.

Opportunistic

The six percent return of our opportunistic portfolio for calendar year 2007 was disappointing - better than cash but lower than government bonds. Fortunately, we kept the

allocation low, averaging ten percent relative to a 15 percent policy target. Over the summer the financing environment swiftly changed from irresponsibly lax to crisis-tight. This shift affected our opportunistic investments differentially, resulting in a wide variation of performance across managers and strategies. Some of our arbitrage managers suffered substantial losses during the third quarter. Some global macro managers profited handsomely from rising volatility. Our small credit portfolio held up surprising well.

The ongoing readjustment of security prices to a more restrictive credit environment is generating significant opportunities. These opportunities are not just limited to sub-prime related securities but now extend to a wide range of assets whose prices are falling due to the absence of financing. We committed \$400 million to credit strategies during 2007, of which less than \$50 million had been drawn as of year-end.

Government Bonds

Our government bond portfolio returned 12 percent for the calendar year. In response to the ongoing credit crisis, bonds rallied in the second half of the year, and the Fed cut the federal funds several times. Yields on all government bonds declined, with short-term yields falling more than long-term yields. Our portfolio was well positioned for this steepening yield curve. We hold a government bond portfolio with equal price sensitivity to interest rates as our benchmark but with securities concentrated in short-term maturities; in other words, we hold a levered portfolio of two-year Treasury notes with duration equal to our benchmark.

Investment Report
December 31, 2007
UVIMCO Long-Term Pool

Investment Activity

	Month	Fiscal Year to Date 2008
Beginning Investment	\$5,060,666,423.35	\$4,342,439,947.24
Beginning Shares	983,869.75	907,377.41
NAV Per Share at Beginning of Period	\$5,143.63	\$4,785.70
+ Contributions	\$76,167,082.93	\$500,943,965.89
- Redemptions	(\$68,034,208.54)	(\$115,953,832.70)
+ Investment Return	\$50,957,477.22	\$399,272,864.53
- UVIMCO Fees	(\$843,444.41)	(\$7,789,614.41)
Ending Investment	\$5,118,913,330.55	\$5,118,913,330.55
Ending Shares	985,272.80	985,272.80
NAV Per Share at End of Period	\$5,195.43	\$5,195.43

Position Summary

	Portfolio	Target	Difference
Equity	75.0%	67.0%	8.0%
Real Assets	7.6%	8.0%	(0.4)%
Opportunistic	9.6%	15.0%	(5.4)%
Government Bonds	10.1%	10.0%	0.1%
Cash	(2.3)%	0.0%	(2.3)%
Total	100.0%	100.0%	0.0%

Performance Summary

	Portfolio	Benchmark ⁽¹⁾	Difference
Month Return	1.0%	0.6%	0.5%
3-Month Return	5.1%	1.5%	3.5%
Fiscal Year-to-Date Return	8.6%	5.5%	3.1%
1-Year Return	23.7%	16.3%	7.4%
3-Year Return	18.0%	15.8%	2.1%
5-Year Return	16.6%	16.2%	0.5%
10-Year Return	15.0%	9.8%	5.2%
20-Year Return	14.5%	11.5%	3.1%
Fiscal Year 2007 Return	25.2%	21.0%	4.3%
Fiscal Year 2006 Return	14.6%	17.7%	(3.2)%
Fiscal Year 2005 Return	14.3%	12.6%	1.6%

Investment Report
December 31, 2007
UVIMCO Long-Term Pool

Investment Performance

					Annualized			
	MO	3MO	FYTD	1 YR	3 YR	5 YR	10 YR	20 YR
Total Pool	1.0	5.1	8.6	23.7	18.0	16.6	15.0	14.5
<i>Target Benchmark⁽²⁾</i>	<i>0.6</i>	<i>1.5</i>	<i>5.5</i>	<i>16.3</i>	<i>15.8</i>	<i>16.2</i>	<i>9.8</i>	<i>11.5</i>
<i>65% Equity / 35% Bonds⁽³⁾</i>	<i>(0.7)</i>	<i>0.3</i>	<i>4.0</i>	<i>11.2</i>	<i>11.5</i>	<i>13.6</i>	<i>7.6</i>	<i>9.0</i>
Equity	1.1	6.1	10.9	29.2	21.0	19.0	18.3	17.0
<i>Blended Benchmark⁽⁴⁾</i>	<i>--</i>	<i>--</i>	<i>--</i>	<i>19.0</i>	<i>18.4</i>	<i>18.6</i>	<i>12.5</i>	<i>--</i>
Public Equity	0.5	2.5	8.0	26.0	25.0	28.5	13.9	15.0
<i>Public Equity Benchmark⁽⁵⁾</i>	<i>(0.9)</i>	<i>(1.2)</i>	<i>3.4</i>	<i>14.8</i>	<i>17.7</i>	<i>21.9</i>	<i>9.4</i>	<i>11.6</i>
Long / Short Equity	2.1	11.8	16.7	31.2	18.7	15.9	15.7	--
<i>Tremont Long/Short Equity</i>	<i>0.4</i>	<i>2.4</i>	<i>3.6</i>	<i>13.7</i>	<i>12.5</i>	<i>13.3</i>	<i>12.0</i>	<i>--</i>
Private Equity (IRR ⁶)	--	--	--	32.7	24.9	20.7	70.6	34.8
<i>Cambridge Benchmark⁽⁷⁾</i>	<i>--</i>	<i>--</i>	<i>--</i>	<i>35.6</i>	<i>30.1</i>	<i>22.5</i>	<i>18.6</i>	<i>17.9</i>
Real Assets (IRR⁶)	--	--	--	20.0	24.4	23.3	12.1	--
<i>Blended Benchmark⁽⁴⁾</i>	<i>--</i>	<i>--</i>	<i>--</i>	<i>28.9</i>	<i>38.7</i>	<i>28.8</i>	<i>18.1</i>	<i>16.7</i>
Real Estate (IRR ⁶)	--	--	--	16.9	17.2	13.0	8.3	--
<i>Cambridge Real Estate</i>	<i>--</i>	<i>--</i>	<i>--</i>	<i>31.1</i>	<i>32.1</i>	<i>22.7</i>	<i>16.7</i>	<i>13.8</i>
Resources (IRR ⁶)	--	--	--	22.3	30.8	35.0	--	--
<i>Cambridge Resources</i>	<i>--</i>	<i>--</i>	<i>--</i>	<i>26.7</i>	<i>45.3</i>	<i>34.9</i>	<i>19.6</i>	<i>19.5</i>
Opportunistic	2.5	3.3	(1.1)	6.0	7.0	10.0	6.1	--
<i>Blended Benchmark⁽⁴⁾</i>	<i>0.4</i>	<i>0.7</i>	<i>1.4</i>	<i>7.6</i>	<i>8.5</i>	<i>11.4</i>	<i>7.5</i>	<i>--</i>
Absolute Return	1.7	2.9	(1.9)	5.2	6.6	7.9	6.3	--
<i>Tremont Hedge Fund</i>	<i>0.5</i>	<i>2.4</i>	<i>3.6</i>	<i>12.6</i>	<i>11.3</i>	<i>11.8</i>	<i>9.2</i>	<i>--</i>
Credit	4.4	3.8	3.3	9.2	8.3	13.7	7.9	--
<i>Lehman High Yield</i>	<i>0.3</i>	<i>(1.3)</i>	<i>(1.0)</i>	<i>1.9</i>	<i>5.4</i>	<i>10.9</i>	<i>5.5</i>	<i>8.5</i>
Government Bonds	0.4	4.9	9.8	11.5	6.4	6.7	7.9	8.5
<i>Lehman U.S. Treasury</i>	<i>0.1</i>	<i>4.0</i>	<i>7.9</i>	<i>9.0</i>	<i>4.9</i>	<i>4.1</i>	<i>5.9</i>	<i>7.4</i>
Cash⁽⁸⁾	1.3	0.5	2.1	4.5	--	--	--	--

Market Indices

					Annualized			
	MO	3MO	FYTD	1 YR	3 YR	5 YR	10 YR	20 YR
<i>MSCI All Country World</i>	<i>(1.1)</i>	<i>(1.7)</i>	<i>1.8</i>	<i>12.2</i>	<i>14.9</i>	<i>18.8</i>	<i>7.9</i>	<i>9.5</i>
<i>S&P 500</i>	<i>(0.7)</i>	<i>(3.3)</i>	<i>(1.4)</i>	<i>5.5</i>	<i>8.6</i>	<i>12.8</i>	<i>5.9</i>	<i>11.8</i>
<i>Russell 2000</i>	<i>(0.1)</i>	<i>(4.6)</i>	<i>(7.5)</i>	<i>(1.6)</i>	<i>6.8</i>	<i>16.2</i>	<i>7.1</i>	<i>11.3</i>
<i>MSCI Europe</i>	<i>(1.7)</i>	<i>(0.4)</i>	<i>1.3</i>	<i>14.4</i>	<i>19.1</i>	<i>23.3</i>	<i>10.0</i>	<i>12.2</i>
<i>MSCI All Country Asia Pacific</i>	<i>(2.5)</i>	<i>(3.1)</i>	<i>4.3</i>	<i>14.6</i>	<i>18.4</i>	<i>22.6</i>	<i>8.9</i>	<i>3.7</i>
<i>MSCI Emerging Markets</i>	<i>0.4</i>	<i>3.7</i>	<i>18.7</i>	<i>39.8</i>	<i>35.6</i>	<i>37.5</i>	<i>14.5</i>	<i>16.3</i>
<i>Lehman Aggregate Bond</i>	<i>0.3</i>	<i>3.0</i>	<i>5.9</i>	<i>7.0</i>	<i>4.6</i>	<i>4.4</i>	<i>6.0</i>	<i>7.6</i>
<i>Merrill Lynch 91 Day Treas. Index</i>	<i>0.3</i>	<i>1.1</i>	<i>2.4</i>	<i>5.0</i>	<i>4.3</i>	<i>3.1</i>	<i>3.8</i>	<i>4.8</i>
<i>Goldman Sachs Commodity Index</i>	<i>5.8</i>	<i>11.6</i>	<i>24.4</i>	<i>32.7</i>	<i>12.2</i>	<i>14.9</i>	<i>9.3</i>	<i>10.2</i>
<i>U.S. Dollar</i>	<i>0.7</i>	<i>(1.3)</i>	<i>(6.4)</i>	<i>(8.3)</i>	<i>(1.7)</i>	<i>(5.5)</i>	<i>(2.6)</i>	<i>(0.5)</i>

Investment Report
December 31, 2007
UVIMCO Long-Term Pool

Manager Allocations

	Actual Pool		Policy Target	Relative to Target	Peer Group ⁽⁹⁾	Relative to Peers
	\$ millions	%				
Equity	3,840	75.0%	67.0%	8.0%	68.4%	6.6%
Public Equity	1,288	25.2%	25.0%	0.2%	43.3%	(18.1)%
Long / Short Equity	1,723	33.7%	27.0%	6.7%	14.1%	19.6%
Private Equity	828	16.2%	15.0%	1.2%	11.0%	5.2%
Real Assets	388	7.6%	8.0%	(0.4)%	10.6%	(3.0)%
Real Estate	231	4.5%	4.0%	0.5%	5.7%	(1.2)%
Resources	157	3.1%	4.0%	(0.9)%	4.9%	(1.8)%
Opportunistic	494	9.6%	15.0%	(5.4)%	9.7%	(0.1)%
Absolute Return	340	6.6%	8.0%	(1.4)%	6.5%	0.1%
Credit	154	3.0%	7.0%	(4.0)%	3.2%	(0.2)%
Government Bonds	516	10.1%	10.0%	0.1%	9.8%	0.3%
Cash⁽¹⁰⁾	(119)	(2.3)%	0.0%	(2.3)%	1.5%	(3.8)%
Total Pool	5,119	100.0%	100.0%	0.0%	100.0%	0.0%

Market and Currency Exposures⁽¹¹⁾

Net Exposure	Target Range	Target	Total Exposure	North America	Europe	Asia	LAMA
Equity	50 - 70%	60%	56.9%	23.2%	14.6%	14.1%	5.0%
Real Assets	5 - 20%	10%	7.3%	4.7%	0.8%	1.5%	0.3%
Credit	0 - 20%	10%	6.9%	5.0%	0.6%	0.2%	1.1%
Government Bonds	5 - 20%	10%	9.9%	9.8%	(0.1)%	0.1%	0.0%
Total Market Exposure	80 - 100%	90%	81.0%	42.6%	16.0%	15.9%	6.5%
Regional Targets & Ranges	--	--	--	45.0%	20.0%	20.0%	5.0%
	--	--	--	40 - 60%	15 - 25%	15 - 25%	0 - 10%
Cash & Currency	0 - 20%	10%	19.0%	22.0%	(5.6)%	2.0%	0.6%
Currency Exposure	--	100%	100.0%	64.6%	10.4%	17.9%	7.1%
Currency Targets & Ranges	--	--	--	75.0%	10.0%	10.0%	5.0%
	--	--	--	65 - 85%	5 - 20%	5 - 20%	0 - 10%

Investment Report
December 31, 2007
UVIMCO Long-Term Pool

Endnotes

- (1) Non Fiscal Year Returns contain preliminary data and may be subject to change.
- (2) Contains preliminary data and may be subject to change.
- (3) 65% MSCI All-Country World / 35% Lehman U.S. Treasury.
- (4) Blended Benchmarks are the average of underlying asset classes' benchmarks, weighted by policy target allocations.
- (5) 40% Russell 3000 / 40% MSCI World ex-USA / 20% MSCI Emerging Markets.
- (6) Internal rate of return (IRR) reported on a one quarter lag. Associated Cambridge benchmark also reported on a one quarter lag. IRRs for time periods under one year not reported.
- (7) Pooled mean of Cambridge Associates US Venture Capital, US Private Equity, and Global Private Equity Indices.
- (8) Return on Investable Cash.
- (9) Represents equally-weighted average asset allocation of Colleges & Universities Over \$1 Billion universe, as reported by Cambridge Associates. Data as of June 30, 2007.
- (10) Investable cash, receivables from liquidated managers, and accrued shareholder transactions, net of repo liability and other direct borrowing.
- (11) Represents look-through net exposure to asset classes, regions and foreign currency. Manager exposures are aggregated quarterly and updated monthly where possible.

UNIVERSITY OF VIRGINIA
BOARD OF VISITORS AGENDA ITEM SUMMARY

BOARD MEETING: April 11, 2008

COMMITTEE: Finance

AGENDA ITEM: IV.C. Defined Contribution Retirement
Program Annual Report

ACTION REQUIRED: None

BACKGROUND: The University is the plan sponsor of a number of defined contribution retirement plans, including the Defined Contribution Retirement Plan for the General Faculty of the University of Virginia and the Defined Contribution Retirement Plan for Employees of the University of Virginia Medical Center.

The Board of Visitors has overall responsibility for the retirement program and delegates oversight to the Finance Committee of the Board of Visitors, or its appointees. Program administration is delegated to the University's Retirement Administrative Committee. The Retirement Administrative Committee formed an Investment Subcommittee, chaired by Chris Brightman, the CEO of UVIMCO, to provide investment expertise.

In early 2007 the Retirement Administrative Committee under took an initiative to separate what had been the Investment Policy Statement into two documents: the Retirement Program Policy and the Retirement Program Investment Procedures.

At the June 7, 2007 Finance Committee meeting of the Board of Visitors, the recommended changes to the Retirement Program Policy were approved. Over the past year, the Investment Subcommittee has been developing the Retirement Program Investment Procedures.

Mr. Wynne, as Finance Committee Chair, works with the University's Retirement Administrative Committee to oversee the retirement program and report back to the Finance Committee on an annual basis.

DISCUSSION: On April 8, 2008, Mr. Wynne will meet with the Executive Vice president and Chief Operating Officer and representatives of the Retirement Administrative Committee to discuss performance of the funds and the revised Investment Procedures document. The minutes of that meeting will be

distributed at the April 11, 2008 meeting of the Finance Committee.

UNIVERSITY OF VIRGINIA
BOARD OF VISITORS AGENDA ITEM SUMMARY

BOARD MEETING: April 11, 2008

COMMITTEE: Finance

AGENDA ITEM: IV.D. Report on Restructuring-Related
Performance Measures

ACTION REQUIRED: None

BACKGROUND: Under the 2005 Restructured Higher Education Financial and Administrative Operations Act and the 2006 Management Agreement, the University's performance on a set of pre-defined performance measures is subject to review annually by the State Council of Higher Education (SCHEV). This annual certification by SCHEV determines the University's eligibility for certain financial incentives, such as interest on tuition and fee revenue as outlined in the Act.

SCHEV has developed Institutional Performance Standards (IPS) to assess each individual institution's performance on the statewide goals specified in the Act. The University's performance on several Financial Standards is also considered.

As part of the Management Agreement, the University is required to meet additional state asks in the areas of research, economic development, and Virginia Community College System (VCCS) transfers, as well as to measure performance in the administrative areas granted increased authority (Capital Outlay, Leases, and Real Estate; Financial Administration; Human Resources; Information Technology; and Procurement and Surplus Personal Property).

In the Board of Visitor's April 13, 2007 Policy Discussion, year-to-date data were provided for the performance measures. Last year's certification by SCHEV was based on progress toward the 2006-2007 performance targets.

DISCUSSION: This year's SCHEV certification will be based upon actual fiscal year 2006-2007 performance measure data. This session will provide a status report on each of the IPS measures and additional state asks. The data for the Financial Standards and Administrative performance measures appear in Appendix C and will not be reviewed in detail at the meeting.

SCHEV staff will recommend certification of institutions to the Council at its May 13th meeting.

UNIVERSITY OF VIRGINIA
BOARD OF VISITORS AGENDA ITEM SUMMARY

BOARD MEETING: April 11, 2008

COMMITTEE: Finance

AGENDA ITEM: IV.E. General Assembly Report

ACTION REQUIRED: None

BACKGROUND: The General Assembly concluded its 2008 Session on March 13th. The Governor has until April 12th to approve, amend, or veto legislation, including budget actions in the Appropriations Act. The General Assembly will reconvene on April 23rd to consider the Governor's vetoes and amendments to bills passed during the 2008 Regular Session and to hold a special session to consider the capital improvement bond bills.

DISCUSSION: The General Assembly's amendments to the 2008-2010 Appropriation Act added \$3.6 million in general funds for the system of higher education over the amendments proposed by Governor Kaine in December. The General Assembly reduced funding for base budget adequacy as introduced (\$22 million decrease) and the Higher Education Research Initiative (\$16 million decrease), while adding \$35 million for the Tuition Moderation Incentive Fund. The General Assembly has included funding for a two-percent salary increase for faculty and staff in both November 2008 and November 2009.

For the Academic Division, the General Assembly has approved a biennial budget that provides \$4.3 million for biomedical and morphogenesis research, \$2.0 million for cancer research, \$1.9 million for base budget adequacy, \$500,000 for a loan forgiveness program for nursing doctoral students, and \$140,000 for undergraduate financial aid. In addition, the University's Equipment Trust Fund allocation will increase by nearly \$2.6 million over the biennium, while the maintenance reserve allocation will be maintained at \$14.5 million.

For the College at Wise, the final budget provides \$238,000 for base adequacy and \$132,000 for undergraduate financial aid.

The General Assembly has provided a cost overrun pool for capital projects. Two College at Wise projects are included in the list of projects eligible for cost overrun funding: Science Building Renovation (\$2.3 million) and Smiddy Hall Renovation

(\$3.0 million). Other capital funding items will be determined at the General Assembly's April 23rd special session.

MISCELLANEOUS FINANCIAL REPORTS
Finance Committee
University of Virginia

April 11, 2008

UNIVERSITY OF VIRGINIA ACADEMIC DIVISION

FINANCIAL REPORT

ACCOUNTS AND LOANS RECEIVABLE AS OF DECEMBER 31, 2007

Summary of Accounts Receivable:

The University's Academic Division's total accounts receivable at December 31, 2007 was \$74,622,000 as compared to \$30,320,000 at September 30, 2007. The major sources of receivables at December 31, 2007 were student accounts of \$57,285,000 and sponsored programs of \$13,042,000.

The past due receivables over 120 days old were \$1,777,000 as of December 31, 2007 or 2.38 percent of total receivables, which is below the Commonwealth's management standard of 10 percent.

	<u>Student Accounts</u>	<u>Sponsored Programs</u>	<u>Other Receivables</u>	<u>Total</u>
Gross Accounts Receivable	\$ 57,285,000	\$ 13,042,000	\$ 4,295,000	\$ 74,622,000
Less: Allowance for Doubtful Accounts	128,000	575,000	130,000	833,000
Net Accounts Receivable	<u>\$ 57,157,000</u>	<u>\$ 12,467,000</u>	<u>\$ 4,165,000</u>	<u>\$ 73,789,000</u>
Accounts Receivable Greater than 120 Days Past Due	<u>\$ 320,000</u>	<u>\$ 1,130,000</u>	<u>\$ 327,000</u>	<u>\$ 1,777,000</u>

SOURCE: Financial Administration
DATE: February 25, 2008

UNIVERSITY OF VIRGINIA ACADEMIC DIVISION

FINANCIAL REPORT

ACCOUNTS AND LOANS RECEIVABLE AS OF DECEMBER 31, 2007

Summary of Loans Receivable:

The default rate for the Perkins Student Loan Program increased by 2.89 percent to 5.53 percent. This is based on the cohort default calculation and is well below the 15 percent threshold set by federal regulations. The Health Professions Loan Program default rate remained the same at 0.0 percent. The Nursing Undergraduate Student Loan Program default rate decreased by 0.01 percent to 2.18 percent. Both medical loan programs are well below the five (5) percent federal threshold. The University Loan Program default rate decreased by 1.09 percent to 3.12 percent.

	<u>Gross Loans Receivable</u>	<u>Current Default Rate</u>	<u>Inc./ (Dec) From Last Quarter</u>
Perkins Student Loans	\$ 19,661,000	5.53%	2.89%
Health Professions Loans	35,000	0.00%	0.00%
Undergraduate Nursing Loans	1,059,000	2.18%	(0.01%)
University Loans	<u>12,916,000</u>	3.12%	(1.09%)
Total Student Loan Outstanding	<u>\$ 33,671,000</u>		

SOURCE: Financial Administration
DATE: February 25, 2008

University of Virginia
Capital Campaign Summary
As Of 01/31/08

All Units

	Expendable	Endowment	Total
Gifts and Pledge Payments	613,522,610	280,979,815	894,502,425
Outstanding Pledge Balances	208,725,605	113,519,075	322,244,680
Deferred Gifts	85,029,661	19,240,208	104,269,869
Private Grants	94,027,281	0	94,027,281
Gifts in Kind	60,051,432	810,125	60,861,557
Subtotal	1,061,356,589	414,549,223	1,475,905,812
Future Support	103,093,149	30,949,233	134,042,382
Additional Amounts To Be Raised	310,593,411	1,213,500,777	1,524,094,188
Total	1,371,950,000	1,628,050,000	3,000,000,000

Rector & Visitors Gift Accounts Only

	Expendable	Endowment	Total
Gifts and Pledge Payments	225,994,182	170,065,475	396,059,657
Outstanding Pledge Balances	48,502,835	57,942,714	106,445,549
Deferred Gifts	53,981,200	5,218,432	59,199,632
Private Grants	0	0	0
Gifts in Kind	23,961,595	1	23,961,596
Subtotal	352,439,812	233,226,622	585,666,434
Future Support	68,100,868	3,064,701	71,165,569
Additional Amounts To Be Raised	TBD	TBD	TBD
Total	420,540,680	236,291,323	656,832,003

Rector & Visitors Unrestricted Giving

Gifts and Pledge Payments	2,643,619	0	2,643,619
Outstanding Pledge Balances	312,062	0	312,062
Total	2,955,681	0	2,955,681

Source: Office of Development and Public Affairs

Date: February 19, 2008

UNIVERSITY OF VIRGINIA
INTERNAL LOANS TO UNIVERSITY DEPARTMENTS AND ACTIVITIES
As of December 31, 2007

PURPOSE	DATE OF LOAN	INTEREST RATE ²	ORIGINAL LOAN AMOUNT	PRINCIPAL PAYMENTS MADE TO DATE	OUTSTANDING PRINCIPAL	APPROXIMATE FINAL PAYMENT
Astronomy Large Binocular Telescope	02/06/06	4.75%	\$ 400,000	\$ 179,080	\$ 220,920	January 2009
Cocke Hall	06/30/06	4.75%	1,941,787	538,149	1,403,638	June 2011
ITC ISIS Software	06/30/06	4.75%	1,575,000	586,531	988,469	July 2010
National Radio Astronomy Observatory Piping	09/01/06	6.25%	706,833	168,952	537,881	August 2011
Varsity Hall	06/30/07	4.75%	1,517,726	207,034	1,310,692	June 2012
Wilsdorf Hall	11/01/06	4.75%	3,311,328	308,765	3,002,563	November 2011
Wise Football Facility ³	10/01/07	4.75%	629,171	4,816	624,355	October 2022
Total Internal Loans Subject to \$15M Limit Established by BOV ¹			\$ 10,081,845	\$ 1,993,327	\$ 8,088,518	

52

NOTE:

1. Per January 1990 Board of Visitors resolution establishing the internal loan pool at \$10 million and per April 2003 Board of Visitors resolution approving the expansion of the internal loan pool from \$10 million to \$15 million. All internal loans are subject to the approval of the Executive Vice President and Chief Operating Officer.
2. The University's blended borrowing rate for tax exempt financing is 4.75 percent. A taxable rate of 6.25 percent was charged for the National Radio Astronomy Observatory Piping project.
3. In October 2007 the Wise Football Facility made a payment of \$930,557 on their original 1998 loan and restructured their outstanding loan amount of \$629,171 under the current loan program using the blended rate.

SOURCE: Financial Administration
DATE: February 27, 2008

**Endowment/Long Term Investments for UVa and Related Foundations
December 31, 2007**

Unaudited
(in thousands)

	Rector and Visitors Funds	Related Foundation Funds Invested by UVIMCO	Alumni Association Funds Invested by UVIMCO	Related Foundation Funds Invested by Direction of Foundation Board	Total
The University of Virginia Medical School and related foundations	\$ 871,811	\$ 37,285	\$ 6,467	\$ 1,548	\$ 917,111
The College of Arts and Sciences and related foundations	356,736	37,546	11,806	20,077	426,165
Darden School and related foundation	125,049	250,680	-	6,480	382,209
The University of Virginia Law School and related foundation	49,208	153,493	-	153,356	356,057
The McIntire School of Commerce and related foundation	84,934	-	41,330	557	126,821
School of Engineering and related foundation	86,304	146	2,879	8,553	97,882
Graduate School of Arts and Sciences	52,809	-	-	-	52,809
University of Virginia's College at Wise and related foundation	40,362	1,860	2,319	6,365	50,906
School of Nursing	40,000	-	1,733	-	41,733
Curry School of Education and related foundation	14,250	9,449	-	10,303	34,002
School of Architecture and related foundation	18,437	-	459	560	19,456
School of Continuing and Professional Studies	83	-	56	-	139
Alumni Association*	-	-	310,895	12,212	323,107
University of Virginia Medical Center and related foundations	178,942	46,051	-	44,764 **	269,757
Centrally Managed University Scholarships	166,542	-	-	-	166,542
Provost	114,909	-	-	-	114,909
Athletics and related foundation	44,228	66,449	422	-	111,099
University of Virginia Foundation and related entities	-	79,762	-	-	79,762
Miller Center and related foundation	59,754	5,894	-	-	65,648
Alumni Board of Trustees	-	55,509	-	1,530	57,039
University Libraries	51,814	-	51	-	51,865
University - Unrestricted but designated	346,821	-	-	-	346,821
University - Unrestricted Quasi and True Endowment	210,266	-	-	-	210,266
University - Unrestricted Other	168,865	-	-	-	168,865
All Other	204,799	12,930	-	-	\$ 217,729
	\$ 3,286,923	\$ 757,054	\$ 378,417	\$ 266,305	\$ 4,688,699

*Includes funds on deposit for other areas/schools not individually listed.

**Excludes approximately \$26.4 million of board designated pension funds.

Source: Financial Administration

Date: December 31, 2007

QUARTERLY BUDGET REPORT
As of December 31, 2007

This report compares the actual results for the sources and uses of funds to the Academic Division annual budget (excluding the Medical Center and the University of Virginia's College at Wise). At the end of the second quarter of 2007-08, 59.9 percent of the budgeted sources were collected and 54.2 percent of the budgeted uses were expended.

The operating budget is developed using differing rules and conventions from the audited financial statements, which are developed in accordance with generally accepted accounting principles (GAAP). In some cases, similar descriptions are used in both reports even though the precise definitions and the specific amounts are not identical. However, both sets of figures are accurate for their particular purposes, and both are drawn from the University's financial applications. Outlined below are several of the differing conventions used in the operating budget and the actual results presented on the accompanying statement:

- The operating budget is prepared on a cash basis.
- The operating budget presents tuition and fees as gross income and the full amount of student aid as an expense.
- In the operating budget, depreciation is not funded and non-capital outlay purchases are recognized as expensed rather than spread over the useful life of the purchase. Debt service, major repair or renovation expenditures occur within the capital outlay accounts - and off the operating budget.
- The Federal Family Education Loan Program is excluded from the operating budget.
- Sources of funds are shown net of transfers to capital reserves/projects in the operating budget.
- Fringe benefit expenditures are included in the operating budget using pooled benefit rates.
- The operating budget recognizes recoveries of indirect costs only upon distribution of those revenues, and not when billed to granting agencies.

A definition of terms is included to explain the categories for the sources and uses of funds.

SOURCE: University Budget Office
DATE: March 8, 2008

University of Virginia Academic Division
2007-08 Operating Budget Report
As of December 31, 2007

(in thousands)

	2007-08 Revised Budget	12/31/2007 Actual Results	Variance	12/31/2007 Results Percentage
Sources of Available Funds, net of transfers to capital reserves				
Tuition & Fees for Operating Plan	\$324,172	\$200,675	\$123,497	61.9%
State General Fund Appropriation for Operating Plan	170,874	161,596	9,278	94.6%
Sponsored Research for Operating Plan	277,877	149,595	128,282	53.8%
Endowment Distribution	94,947	1,880	93,067	2.0%
Net Gifts Available for Operating Plan	98,453	39,721	58,732	40.3%
Sales, Investment & Other	34,015	52,696	(18,681)	154.9%
Net Auxiliary Enterprises for Operating Plan	150,104	83,290	66,814	55.5%
Total Sources of Available Funds	1,150,442	689,453	460,989	59.9%
Uses of Available Funds				
Direct Instruction	\$294,869	\$128,895	\$165,974	43.7%
Research and Public Service	270,991	153,934	117,057	56.8%
Library, Information Tech., & Academic Administration	115,219	69,080	46,139	60.0%
Student Services	44,335	21,098	23,237	47.6%
General Administration	75,524	39,264	36,260	52.0%
Operation & Maintenance of Physical Plant	68,601	52,728	15,873	76.9%
Scholarships, Fellowships, & Other Graduate Support	114,464	61,436	53,028	53.7%
Athletics	41,343	24,128	17,215	58.4%
Bookstore	33,864	22,756	11,108	67.2%
Housing and Conference Services	20,417	9,393	11,024	46.0%
Other Auxiliary Operations	53,972	31,059	22,913	57.5%
Total Operating Expenses	1,133,599	613,771	519,828	54.1%
Total Operating Reserves and Temporary Allocations	2,170	1,888	282	87.0%
Total Uses of Available Funds	1,135,769	615,659	520,110	54.2%
Net Sources and Uses of Operating Funds	\$14,673	\$73,794	(\$59,121)	

DEFINITION OF TERMS

Sponsored Research -- primarily research projects, but also includes activities restricted to institutional and service programs.

Auxiliary Enterprises -- those activities which are supported entirely through fees charged to users, such as housing, athletics, dining services, the telephone system and the bookstore.

Instruction -- expenditures for the primary mission of the University, which includes teaching faculty, support staff, instructional equipment, and related routine operating costs.

Research -- includes expenditures for activities such as support for research faculty and sponsored research. Activities include the Center for Public Service, the State Climatologist, and the Center for Liberal Arts.

Public Service -- includes activities such as the Miller Center of Public Affairs, the Virginia Foundation for the Humanities, and that portion of the medical school's clinical physicians' salaries and fringe benefits related to patient care.

Library, Information Technology and Academic Administration - - encompasses the libraries, the activities of the deans of the schools, and other related expenditures.

Student Services -- activities whose primary purpose is to contribute to the students' emotional and physical well-being and to their intellectual, cultural, and social development outside the classroom.

General Administration -- includes the financial, administrative, logistical, and development activities of the University.

Operation and Maintenance of Physical Plant -- includes expenditures for activities related to the operation and maintenance of the physical plant, net of amounts charged to auxiliary enterprises and the Medical Center.

UNIVERSITY OF VIRGINIA
QUASI-ENDOWMENT ACTIONS

October 1, 2007 to December 31, 2007

The quasi-endowment actions listed below were approved by either (1) the Executive Vice President and Chief Operating Officer, under the following Board of Visitors' resolutions, or (2) the Vice President for Management and Budget, under the delegation of authority from the Executive Vice President and Chief Operating Officer:

In October 1990 and June 1996 the Board of Visitors approved resolutions delegating to the Executive Vice President and Chief Operating Officer the authority to approve quasi-endowment actions, including establishments and divestments of less than \$2,000,000, with regular reports on such actions.

In February 2006, the Board of Visitors approved a resolution permitting approval of quasi-endowment transactions, regardless of dollar amount, in cases in which it is determined to be necessary as part of the assessment of the business plan for capital projects. Additionally, to the extent that the central loan program has balances, they may be invested in the long term investment pool managed by UVIMCO or in other investment vehicles as permitted by law.

<u>Additions</u>	<u>Amount</u>
Cole, Avalon Visiting Lectureship in Musculoskeletal Medicine	\$ 5,000.00
Jones, D. Lung Cancer Research Quasi-Endowment	100,000.00
Pediatrics Operational Quasi-Endowment Fund	45,995.63
President's Fund for Excellence Unrestricted Quasi-Endowment	89,139.01
University Quasi-Endowment Fund (1)	309,559.69
Whitener, Ellen Quasi-Endowment Fund	<u>1,632.12</u>
 Total Additions from Gifts to Quasi-Endowments	 <u>\$ 551,326.45</u>
 <u>Additions from Endowment Income (Capitalizations)</u>	
Samuels, Bernard Ophthalmology Library Quasi-Endowment*	<u>90,000.00</u>
 Total Additions from Endowment Income to Quasi-Endowments	 <u><u>\$ 90,000.00</u></u>

Divestments

Carlson Psychiatry Research Funds	\$ 135,000.00
McIntire School of Commerce Operations Fund	908,617.83
Merchant, Etta B. Fund for Arthritis Research	<u>197,876.13</u>
Total Divestments from Quasi-Endowments	<u>\$ 1,241,493.96</u>

NOTES:

*Quasi-endowment newly established or originally funded since October 1, 2007.

- (1) Includes current unrestricted gifts to the University which, under a standing Board of Visitors resolution, are required to be added to the University's unrestricted endowment fund.

SOURCE: Financial Administration
DATE: December 30, 2007

SPONSORED PROGRAM RESTRICTED GRANTS & CONTRACTS REPORT OF AWARD DATA
FOR FISCAL YEAR 2008
Represented in Millions of Dollars

<u>SCHOOL</u>	<u>DHHS</u>	<u>DOD</u>	<u>Non-Federal</u>	<u>DE</u>	<u>DOE</u>	<u>NASA</u>	<u>NSF</u>	<u>Other Federal</u>	<u>State</u>	<u>Mid-Year Total FY 2008</u>	<u>Mid-Year Total FY 2007</u>	<u>Percent Increase/Decrease</u>
Architecture	0.69		0.02						0.01	0.72	0.35	107%
Arts & Sciences	6.16	1.47	3.03	0.48	1.07	1.04	6.51	1.34	0.63	21.72	22.44	-3%
Education	1.37		1.42	1.34			0.09	0.04	1.89	6.14	9.93	-38%
Engineering	0.80	5.12	6.43	0.02	0.135	1.64	6.71	2.33	0.88	24.06	22.15	9%
Law			1.96							1.96	0.89	121%
Medicine	81.97	0.96	22.40		1.157		2.14		2.48	111.10	94.27	18%
Nursing	1.70		0.13							1.83	2.88	-36%
Other*			0.58	0.87	0.04		0.40	0.72	5.82	8.43	3.50	141%
Mid-Year Total FY 2008	92.70	7.55	35.97	2.70	2.40	2.68	15.85	4.42	11.70	175.98	156.41	13%
Mid-Year Total FY 2007	82.67	4.62	33.49	6.75	2.74	2.43	12.06	4.58	7.07			
Percent Increase/Decrease	12%	63%	7%	-60%	-12%	10%	31%	-3%	66%			

Notes:

1. Totals may be off slightly due to rounding.
2. Although mid-year FY08 award totals are higher than at the same time last year, these totals have not historically been predictive of performance for the entire fiscal year. Awards may well be funded at a different rate over the second half of the fiscal year, once federal appropriations have been finalized. The full impact of the federal budget is not yet known.
3. Items listed as "Non-Federal" include support from foundations, industrial sponsors, and subcontracts from other institutions which may have originated from a federal agency.

* Includes University Librarian; Vice President for Research and Graduate Studies; Miller Center; Vice President and Provost; School of Continuing and Professional Studies; Center for Public Service; Financial Administration; Student Health; Health Sciences Library; UVA College at Wise; Virginia Foundation for the Humanities; Vice President for Student Affairs; Southwest Virginia Higher Education Center.

SOURCE: Office of Sponsored Programs

DATE: March 3, 2008

APPENDICES

CAPITAL IMPROVEMENT PROJECTS
CONSIDERED FOR FINANCING

Acquisition of 214 Sprigg Lane (Weedon House)
Acquisition of 2400 Old Ivy Road
Alderman Road Residence Area: Observatory Hill
Arts Grounds Parking Garage
Carter-Harrison Research Building (MR-6)
Health System Parking Garage - North
Hospital Expansion
Main Heating Plant Environmental Compliance
Printing and Copying Services Building Addition
Rouss Hall Complex
Scott Stadium Waterproofing
South Lawn - Phase I - New A&S Building
Student System Project
Wise - New Dining Facility
Wise Housing Division - Residence Hall III

OUTSTANDING BONDS CONSIDERED FOR REFUNDING

The Rector and Visitors of the University of Virginia
General Revenue Pledge Bonds, Series 1995, Series 1998A, Series
1998B, Series 1999A, Series 2003, and Series 2005.

**THE RECTOR AND VISITORS OF THE
UNIVERSITY OF VIRGINIA**

BOND RESOLUTION

AUTHORIZING AND SECURING

\$ _____

GENERAL REVENUE PLEDGE BONDS

SERIES 2008

ADOPTED APRIL __, 2008

BOND RESOLUTION

ADOPTED ON APRIL __, 2008

**THE RECTOR AND VISITORS OF THE
UNIVERSITY OF VIRGINIA
GENERAL REVENUE PLEDGE BONDS
SERIES 2008**

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Exhibit A - Form of the Series 2008 Bonds

Exhibit B - Requisition Voucher

A RESOLUTION AUTHORIZING THE ISSUANCE OF THE RECTOR AND VISITORS OF THE UNIVERSITY OF VIRGINIA GENERAL REVENUE PLEDGE BONDS, SERIES 2008; PLEDGING TO THE PAYMENT OF THE PRINCIPAL OF AND THE INTEREST ON SUCH BONDS CERTAIN REVENUES OF THE UNIVERSITY AS PROVIDED HEREIN; AND SETTING FORTH THE RIGHTS AND REMEDIES OF THE HOLDERS OF SUCH BONDS.

RECITALS

A. By Chapter 9, Title 23 of the Code of Virginia of 1950, as amended, there is created a corporation under the name and style of The Rector and Visitors of the University of Virginia (the "University"); which is governed by a Board of Visitors (the "Board" or the "Board of Visitors"), which is vested with the supervision, management and control of the University.

B. Pursuant to Title 23 of the Code of Virginia of 1950, as amended, the University is classified as an educational institution of the Commonwealth;

C. By Chapter 4.10, Title 23 of the Code of Virginia of 1950, as amended (the "Act"), the University entered into a management agreement with the Commonwealth of Virginia which was enacted as Chapter 3 of Chapter 933 of the 2006 Virginia Acts of Assembly, pursuant to which the University is classified as a public institution of higher education and the University is empowered with the authority to undertake and implement the acquisition of any interest in land, including improvements on the acquired land at the time of acquisition, new construction, improvements or renovations and to borrow money and make, issue and sell bonds of the University for such purposes, including the refinancing of any such facilities.

D. Pursuant to a resolution adopted on April __, 2008 (the "Authorizing Resolution"), the Board determined to finance and/or refinance capital improvements to the University's educational facilities located in the City of Charlottesville, Albemarle County and Wise County, Virginia, including certain capital improvements identified therein and including the refunding of all or a portion of the outstanding principal amount of the University's Commercial Paper General Revenue Pledge Notes, Series A (Tax-Exempt) and Series B (Taxable) (the "Refunded Commercial Paper") issued to finance a portion of such capital improvements, and to refund \$_____ of the University's general revenue pledge bonds issued in _____ (the "Refunded Bonds" and together with the Refunded Commercial Paper, the "Refunded Indebtedness") (collectively, the "Project"), and delegated to certain officers of the University pursuant to the Board's debt and interest rate risk management policies the power to approve the final terms of such financing, within certain stated parameters.

E. For the purpose of financing capital improvements and other projects for the University, the University previously issued the Refunded Commercial Paper in programs dated June 15, 2006 and March 19, 2008, pursuant to various resolutions adopted by the Board, including an Amended and Restated Resolution adopted February 9, 2007.

F. For the purposes of financing or refinancing capital improvements and other projects for the University, the University previously issued the Refunded Bonds pursuant to resolutions adopted by the Board and its Executive Committee on _____.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD:

ARTICLE I

DEFINITIONS

Section 1.1 Definitions. In addition to words and terms elsewhere defined in this Resolution, the following words and terms as used in this Resolution shall have the following meanings, unless some other meaning is plainly intended:

"Act" means Chapter 4.10, Title 23 of the Code of Virginia of 1950, as amended.

"Authorized Officer" means (i) in the case of the University, the Executive Vice President and Chief Operating Officer, the Vice President and Chief Financial Officer or the President of the University and, when used with reference to any act or document also means any other person authorized by appropriate action of the Board to perform such act or execute such document on behalf of the University; and (ii) in the case of the Paying Agent or the Custodian (if not the State Treasurer), the President, any Vice-President, any Assistant Vice-President, any Corporate Trust Officer or any Assistant Corporate Trust Officer of the Paying Agent or the Custodian, and when used with reference to any act or document also means any other person authorized to perform such act or execute such document by or pursuant to a resolution of the governing body of the Paying Agent or the Custodian.

"Authorizing Resolution" means the resolution of the Board adopted April __, 2008, authorizing general revenue pledge bonds in an amount not to exceed \$300,000,000, approving certain capital improvements to be financed or refinanced with such bonds, identifying certain outstanding indebtedness of the University to be refunded and establishing certain other parameters related to such bonds.

"Board" means the Board of Visitors of the University or, if such Board is abolished, the board or body succeeding to the principal functions thereof.

"Bond Counsel" means any firm of attorneys selected by the University and experienced in the issuance of municipal bonds and matters relating to the exclusion of the interest thereon from gross income for federal income tax purposes, which may be an attorney or firm regularly providing services to the University, the Paying Agent, the Underwriters or any Bondholder.

"Bond Purchase Agreement" means the Bond Purchase Agreement, dated as of the date of its execution and delivery, between the University and the Underwriters.

"Bondholder" or "Holder" means the registered owner of any Bond.

"Bond Resolution" means this resolution adopted by the Board on April __, 2008 related to the issuance of the 2008 Bonds, as completed and amended pursuant to Section 11.7 hereof.

"Chief Financial Officer" means the University's Vice President and Chief Financial Officer or such other officer of the University having similar duties as may be selected by the Board.

"Chief Operating Officer" means the University's Executive Vice President and Chief Operating Officer or such other officer of the University having similar duties as may be selected by the Board.

"Code" means the Internal Revenue Code of 1986, as amended. Each citation to a Code section shall include the applicable temporary and permanent regulations (and including only such proposed regulations which have proposed effective dates prior to the date the applicable opinion or determination is to be made), revenue rulings and revenue procedures.

"Commonwealth" means the Commonwealth of Virginia.

"Construction Fund" means The Rector and Visitors of the University of Virginia General Revenue Pledge Bonds, Series 2008, Construction Fund, a special fund created and designated by Section 4.2.

"Credit Obligation" of the University means any indebtedness incurred or assumed by the University for borrowed money and any other financing obligation of the University that, in accordance with generally accepted accounting principles consistently applied, is shown on the liability side of a balance sheet; provided, however, that Credit Obligation shall not include any portion of any capitalized lease payment directly appropriated from general funds of the Commonwealth or reasonably expected to be so appropriated as certified by the Chief Operating Officer, but only to the extent such appropriation is restricted by the Commonwealth to the payment of such capitalized lease obligation.

"Custodian" means the State Treasurer or such other bank or financial institution designated by the University to hold funds under this Resolution.

"Debt Service Fund" means The Rector and Visitors of the University of Virginia General Revenue Pledge Bonds, Series 2008, Debt Service Fund, a special fund created and designated by Section 5.1.

"Favorable Opinion of Bond Counsel" means, with respect to any action the occurrence of which requires such an opinion, an unqualified opinion of counsel, which shall be a Bond Counsel, unless specified otherwise herein, to the effect that such action is permitted under the Act and the Resolution and will not have an adverse effect on the exclusion of interest on the Series 2008 Bonds from gross income for purposes of federal income taxation or the exemption of interest on the Series 2008 Bonds from income taxation under the laws of the Commonwealth (subject to the inclusion of any exceptions contained in the opinion delivered upon original issuance of the Series 2008 Bonds).

"Fiscal Year" means the period commencing on the first day of July in any year and ending on the last day of June of the following year.

"Fitch" means Fitch Ratings, a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and its successors and assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "Fitch" shall be deemed to refer to any other nationally recognized securities rating agency selected by the University.

"Government Obligations" means:

(a) Certificates or interest-bearing notes or obligations of the United States, or those for which the full faith and credit of the United States are pledged for the payment of principal and interest, and

(b) Investments in any of the following obligations provided such obligations are backed by the full faith and credit of the United States (a) debentures of the Federal Housing Administration, (b) certificates of beneficial interest of the Farmers Home Administration or (c) project notes and local authority bonds of the Department of Housing and Urban Development.

"Interest Payment Dates" means the dates interest is due on the Series 2008 Bonds as described in Section 2.2.

"Moody's" means Moody's Investors Service, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and its successors and assigns, except that if such corporation shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "Moody's" shall be deemed to refer to any other nationally recognized securities rating agency selected by the University.

"Parity Credit Obligation" means any Credit Obligation of the University which may be incurred in accordance with the terms of this Resolution or has been incurred that is secured on a parity with the pledge of Pledged Revenues herein.

"Paying Agent" means initially The Bank of New York, a state banking association organized under the laws of the State of New York, and its successors and any other corporation that may at any time be substituted in its place in accordance with Section 11.2 of this Resolution.

"Pledged Revenues" means any or all of the revenues now or hereafter available to the University which are not required by law, by binding contract entered into prior to the date of this Resolution or by the provisions of any Qualifying Senior Obligation to be devoted to some other purpose, and shall include, without limitation, all revenues pledged to the payment of any Qualifying Senior Obligation net of amounts necessary to pay it or any operating or other expenses, the payment of which is required or permitted to be made with such revenues prior to the payment of such Qualifying Senior Obligation.

"Project" means collectively the capital improvements to the University's educational facilities to be financed and/or refinanced with proceeds of the Series 2008 Bonds, as more fully described in the Recitals to this Resolution.

"Qualifying Senior Obligation" means any existing Credit Obligation secured by a pledge of any portion of the University's revenues, and any additional Credit Obligation issued pursuant to Section 6.3(b) or 6.3(c) or to refund any Qualifying Senior Obligation as described in Section 6.3(e).

"Rating Agency" means Moody's, S&P and/or Fitch, if any or all of such rating agencies have provided a rating for the Series 2008 Bonds. If any such corporation ceases to act as a

securities rating agency, the University may appoint any nationally recognized securities rating agency as a replacement.

"Record Date" means the 15th day of the month preceding the applicable Interest Payment Date.

"Registrar" means initially The Bank of New York, a state association organized under the laws of the State of New York, and any successor Registrar appointed pursuant to Section 11.2.

"Securities Depository" means The Depository Trust Company, a limited purpose trust corporation organized and existing under the laws of the State of New York, and any other securities depository for the Bonds appointed pursuant to Section 2.11.

"Series 2008 Bonds" or "Bonds" means the general revenue pledge bonds of the University issued pursuant to the Series 2008 Resolutions.

"Series 2008 Resolutions" means this Bond Resolution, adopted by the Board on April __, 2008, with respect to the Series 2008 Bonds, the Authorizing Resolution and any other resolutions supplemental to such resolutions.

"State Treasurer" means the State Treasurer of the Commonwealth.

"S&P" means Standard & Poor's, a Division of The McGraw-Hill Companies, a corporation duly organized and existing under and by virtue of the laws of the State of Delaware, and its successors and assigns, except that if such division shall be dissolved or liquidated or shall no longer perform the functions of a securities rating agency, then the term "S&P" shall be deemed to refer to any other nationally recognized securities rating agency selected by the University.

"Underwriters" mean _____.

"University" means The Rector and Visitors of the University of Virginia, an educational institution and a public body and governmental instrumentality for the dissemination of education, and its successor or successors.

Section 1.2 Rules of Construction/Use of Words and Phrases. Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, the word "person" shall include corporations and associations, including public bodies, as well as natural persons. Singular words shall connote the plural number as well as the singular and vice versa.

All references in this Resolution to particular Articles or Sections are references to Articles or Sections of this Resolution unless otherwise indicated.

The headings and table of contents as used in this Resolution are solely for convenience of reference and shall not constitute a part of this Resolution nor shall they affect its meaning, construction or effect.

ARTICLE II

**AUTHORIZATION, FORM, EXECUTION, DELIVERY,
REGISTRATION AND PAYMENT OF THE SERIES 2008 BONDS**

Section 2.1 Authorization of the Series 2008 Bonds. For the purpose of providing funds, together with other available funds, for financing or refinancing a portion of the cost of the Project, there shall be issued, under the authority of the Act, Bonds of the University in the aggregate principal amount of _____ (\$_____). The Bonds shall be designated "The Rector and Visitors of The University of Virginia General Revenue Pledge Bonds, Series 2008."

Section 2.2 Details of the Series 2008 Bonds. The Series 2008 Bonds authorized in Section 2.1 shall be issued initially in book-entry form only in denominations of \$5,000 or any multiple thereof, shall be dated the date of their delivery, shall be numbered from R-1 upward, and shall mature on June 1 in each of the years, in the amounts and shall bear interest, payable on December 1, 2008 and semi-annually thereafter on June 1 and December 1 in each year (each an "Interest Payment Date"), at the rates shown below:

<u>Year of Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Year of Maturity</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
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All the Series 2008 Bonds shall bear interest (a) from their dated date, if authenticated prior to June 1, 2008, or (b) otherwise from the June 1 or December 1 that is, or that immediately precedes, the date on which such Bond is authenticated (unless payment of interest is in default, in which case such Bond shall bear interest from the date of which interest has been paid).

Both principal of and interest on the Series 2008 Bonds shall be payable in lawful money of the United States of America, but only from the revenues lawfully available therefor pursuant to the Act and pledged to the payment thereof as hereinafter provided. Principal of the Series 2008 Bonds shall be payable upon presentation and surrender of the Series 2008 Bonds as they become due at the office of the Paying Agent. Interest on the Series 2008 Bonds shall be payable to the registered owners of the Series 2008 Bonds by check or draft mailed to such owners at their addresses as they appear on the Record Date on registration books kept by the Registrar, or upon the written request of any Holder of at least \$1,000,000 in aggregate principal amount of Series 2008 Bonds by wire transfer in immediately available funds to an account within the United States designated by such Holder.

Nothing herein shall be construed as prohibiting the University from issuing any maturity of the Series 2008 Bonds as one fully registered bond for the purpose of qualifying such Bonds

for book entry registration by a Securities Depository or any similar arrangement whereby investors may hold a participation interest in such maturity of the Series 2008 Bonds.

Section 2.3 Form of the Series 2008 Bonds. The Series 2008 Bonds shall be substantially in the form set forth in Exhibit A, with such appropriate variations, omissions and insertions as permitted or required by this Resolution.

Section 2.4 Execution of the Series 2008 Bonds. The Series 2008 Bonds shall be executed in the name and on behalf of the University by its Chief Operating Officer and the official seal of the University shall be impressed, imprinted, reproduced or lithographed on the Series 2008 Bonds. The signatures on the Series 2008 Bonds may be by facsimile. In case any of the officers who shall have signed or attested any of the Series 2008 Bonds shall cease to be such officer or officers of the University before the Series 2008 Bonds so signed or attested shall have been issued by the University, such Series 2008 Bonds may nevertheless be delivered and issued and, upon such delivery and issue, shall be as binding upon the University as though those who signed and attested the same had continued to be such officers of the University. Any Series 2008 Bonds may be signed and attested on behalf of the University by such persons as at the actual date of execution of such Series 2008 Bonds shall be the proper officers of the University although at the nominal date of such Series 2008 Bonds any such person shall not have been such officer of the University.

Only such of the Series 2008 Bonds as shall bear thereon a certificate of authentication, manually executed by the Registrar, shall be valid or obligatory for any purpose or entitled to the benefits of this Resolution, and such certificate of the Registrar shall be conclusive evidence that the Series 2008 Bonds so authenticated have been duly executed, authenticated and delivered hereunder and are entitled to the benefits of this Resolution.

Section 2.5 Transfer of the Series 2008 Bonds. Any Series 2008 Bonds may, in accordance with its terms, be transferred, upon the books required to be kept pursuant to the provisions of Section 2.7, by the person in whose name it is registered, in person or by his duly authorized attorney, upon surrender of such Series 2008 Bonds for cancellation, accompanied by delivery of a written instrument of transfer, duly executed in a form approved by the Registrar. The Registrar shall not be required to transfer or exchange any Series 2008 Bond selected or called for redemption pursuant to the provisions therein or from a Record Date through the next succeeding Interest Payment Date.

Whenever any Series 2008 Bonds shall be surrendered for registration of transfer, the University shall execute and the Registrar shall authenticate and deliver a new Series 2008 Bonds, of authorized denominations of the same maturity and interest rate and for a like aggregate principal amount. Such transfer shall be without charge to the Bondholder, except that the Registrar shall require the Bondholder requesting such transfer to pay any tax or other governmental charge required to be paid with respect to such transfer.

Section 2.6 Exchange of the Series 2008 Bonds. The Series 2008 Bonds may be exchanged at the office of the Registrar for a like aggregate principal amount of the Series 2008 Bonds of other authorized denominations of the same maturity and interest rate. Such exchange shall be without charge to the Bondholder, except that the Registrar shall require the Bondholder

requesting such exchange to pay any tax or other governmental charge required to be paid with respect to such exchange.

Section 2.7 Bond Register; Notices; Persons Treated as Owners. The Registrar will keep or cause to be kept, at its office in _____, _____, sufficient books for the registration and transfer of the Series 2008 Bonds, which shall at all times during regular business hours upon reasonable notice be open to inspection by the University; and, upon presentation for such purpose, the Registrar shall, under such reasonable regulations as it may prescribe, register or cause to be registered, on such books, the transfer or exchange of the Series 2008 Bonds as hereinbefore provided. Notices sent to Bondholders pursuant to this Resolution shall be sent to the addresses shown on the registration books maintained by the Registrar or such other address as may be filed with the Registrar for such purpose. All notices required to be given by mail shall be given by first class mail, postage prepaid.

In addition to the other obligations imposed on the Registrar hereunder, the Registrar shall agree to deliver upon request a list of the names and addresses of the registered owners of the Series 2008 Bonds, as follows:

- (i) to any Bondholder, if an Event of Default (as hereinafter defined) shall have occurred and be continuing; and
- (ii) to the Holders of 25% or more in aggregate principal amount of the Series 2008 Bonds then outstanding, at any time.

Prior to due presentment for registration of transfer of any Bond, the Registrar shall treat the registered owner as the person exclusively entitled to payment of principal, premium, if any, and interest and the exercise of all other rights and powers of the owner, except that interest payments shall be made to the person registered as owner on the registration books of the Registrar as of the 15th day of the month preceding the Interest Payment Date.

Section 2.8 Temporary Series 2008 Bonds. The Series 2008 Bonds may be issued in temporary form exchangeable for definitive Series 2008 Bonds when ready for delivery. Any temporary Bond may be printed, lithographed or typewritten, shall be of such denomination as may be determined by the University and may contain such reference to any of the provisions of this Resolution as may be appropriate. A temporary Bond may be in the form of a single Bond payable in installments, each on the date, in the amount and at the rate of interest established for the Series 2008 Bonds maturing on such date. Every temporary Bond shall be executed by the University and be authenticated by the Registrar upon the same conditions and in substantially the same manner as the definitive Series 2008 Bonds. If the University issues temporary Series 2008 Bonds it will execute and deliver definitive Series 2008 Bonds as promptly thereafter as practicable, and thereupon the temporary Series 2008 Bonds may be surrendered, for cancellation, in exchange therefor at the office of the Registrar and the Registrar shall authenticate and deliver in exchange for such temporary Series 2008 Bonds an equal aggregate principal amount of definitive Series 2008 Bonds of authorized denominations of the same maturity or maturities and interest rate. Until so exchanged, the temporary Series 2008 Bonds shall be entitled to the same benefits under this Resolution as definitive Series 2008 Bonds authenticated and delivered hereunder.

Section 2.9 Series 2008 Bonds Mutilated, Lost, Destroyed or Stolen. If any Series 2008 Bond shall become mutilated, the University, at the expense of the Bondholder of such Series 2008 Bond, shall execute, and the Registrar shall thereupon authenticate and deliver, a new Series 2008 Bond of like tenor bearing a different number in exchange and substitution for the Series 2008 Bond so mutilated, but only upon surrender to the Registrar of the Series 2008 Bond so mutilated. Every mutilated Series 2008 Bond so surrendered to the Registrar shall be canceled by it and shall be delivered to, or upon the order of, the University. If any Series 2008 Bond shall be lost, destroyed or stolen, evidence of the ownership thereof and of such loss, destruction or theft may be submitted to the University, and the Registrar and, if such evidence be satisfactory to both of them and indemnity satisfactory to them shall be given, the University, at the expense of the Bondholder, shall execute, and the Registrar shall thereupon authenticate and deliver, a new Series 2008 Bond of like tenor bearing a different number in lieu of and in substitution for the Series 2008 Bond so lost, destroyed or stolen (or if any such Series 2008 Bond shall have matured or shall be about to mature, instead of issuing a substitute Series 2008 Bond, the Paying Agent may pay the same without surrender thereof). The University may require payment of a sum not exceeding the actual cost of preparing each new Series 2008 Bond issued under this Section and of the related expenses which may be incurred by the University, the Registrar, and the Paying Agent. Any Series 2008 Bond issued under the provisions of this Section in lieu of any Series 2008 Bond alleged to be lost, destroyed or stolen shall constitute an original additional contractual obligation on the part of the University whether or not the Bond so alleged to be lost, destroyed or stolen be at any time enforceable by anyone, and shall be entitled to the benefits of this Resolution with all other Series 2008 Bonds secured by this Resolution.

Section 2.10 Terms and Conditions for Issuance and Delivery of the Series 2008 Bonds. The Series 2008 Bonds authorized by this Resolution shall be executed in the form and manner hereinabove set forth and shall be deposited with the Registrar for delivery to the Underwriters pursuant to the Bond Purchase Agreement, but before the Series 2008 Bonds shall be delivered by the Registrar, there shall be filed with the Registrar the following:

- (a) a copy, certified by the Secretary of the Board, of this Resolution;
- (b) an opinion of Bond Counsel stating that the issuance of the Series 2008 Bonds has been duly authorized and that all conditions precedent to the delivery of such Bonds have been fulfilled.

When the documents mentioned above in this Section shall have been filed with the Registrar and when the Series 2008 Bonds shall have been executed as required by this Resolution, the Registrar shall deliver such Bonds to or upon the order of the Underwriters pursuant to the Bond Purchase Agreement, but only upon payment to the Custodian of the purchase price of such Bonds. The Registrar shall be entitled to rely upon such Bond Purchase Agreement as to the names of the purchasers and the amount of such purchase price.

The proceeds of such Bonds shall be deposited as described by the Custodian in Section 4.1.

Section 2.11 Book Entry Provisions. The provisions of this Section 2.11 shall apply to the Series 2008 Bonds so long as all of the Series 2008 Bonds shall be maintained in book-entry form with a Securities Depository, any other provisions of this Resolution to the contrary notwithstanding.

(a) The principal or redemption price of and interest on the Series 2008 Bonds shall be payable to the Securities Depository, or registered assigns, as the registered owner of the Series 2008 Bonds, in next day funds on each date on which the principal of, and premium, if any, or interest on the Series 2008 Bonds is due as set forth in this Resolution and in the Series 2008 Bonds. Such payments shall be made to the offices of the Securities Depository specified by the Securities Depository to the University and Paying Agent in writing. Without notice to or the consent of the beneficial owners of the Series 2008 Bonds, the University and the Securities Depository may agree in writing to make payments of principal and interest in a manner different from that set out herein. If such different manner of payment is agreed upon, the University shall give the Paying Agent notice thereof, and the Paying Agent shall make payments as if set forth herein. Neither the University nor the Paying Agent shall have any obligation with respect to the transfer or crediting of the appropriate principal, premium, if any, and interest payments to participants of the Securities Depository or the beneficial owners of the Series 2008 Bonds or their nominees.

(b) The Paying Agent at the direction of the University may replace any Securities Depository as the depository for the Series 2008 Bonds with another qualified securities depository or discontinue the maintenance of the Series 2008 Bonds in book-entry form at any time if the University determines to do so. Notice of any determination above shall be given to such Securities Depository at least 30 days prior to any such discontinuation (or such fewer number of days as shall be acceptable to such Securities Depository). The University may undertake to locate a qualified replacement Securities Depository and/or may discontinue the book-entry system of evidencing ownership of the Series 2008 Bonds.

(c) If the Paying Agent discontinues the maintenance of the Series 2008 Bonds in book-entry form, the University will issue replacement Series 2008 Bonds directly to the participants in the former Securities Depository or, to the extent requested by any such participant, to the beneficial owners of the Series 2008 Bonds as further described in this Section. The Paying Agent shall notify participants and the beneficial owners of the Series 2008 Bonds, by mailing an appropriate notice to the Securities Depository, or by other means deemed appropriate by either the Securities Depository or the Paying Agent, that the University will issue replacement Series 2008 Bonds directly to the participants shown on the records of the Securities Depository or, to the extent requested by any participant, to beneficial owners of the Series 2008 Bonds shown on the records of such participant, as of a date set forth in such notice, which shall be a date at least 10 days after receipt of such notice by the Securities Depository (or such fewer number of days as shall be acceptable to the Securities Depository).

In the event that replacement Series 2008 Bonds are to be issued to participants in the Securities Depository or to beneficial owners of the Series 2008 Bonds, the University shall promptly have prepared replacement Series 2008 Bonds registered in the names of the participants as shown on the records of the former Securities Depository or, to the extent requested by any participant, in the names of the beneficial owners of Series 2008 Bonds shown

on the records of such participant, as of the date set forth in the notice delivered in accordance with the immediately preceding paragraph. Replacement Series 2008 Bonds issued to participants in the Securities Depository or to beneficial owners shall be in fully registered form substantially in the form of Exhibit A. The form set forth in Exhibit A may be modified to include any variations, omissions or insertions that are necessary or desirable in the delivery of replacement certificates in printed form. In delivering replacement certificates, the Paying Agent shall be entitled to rely, without independent investigation, on the records of the former Securities Depository as to its participants and the records of the participants acting on behalf of the beneficial owners. The Series 2008 Bonds will thereafter be registrable and exchangeable as set forth in Sections 2.6 and 2.7.

(d) So long as there is a Securities Depository for the Series 2008 Bonds, (1) such Securities Depository shall be the registered owner of the Series 2008 Bonds, (2) transfers of ownership and exchanges shall be effected on the records of the Securities Depository and its participants pursuant to rules and procedures established by such Securities Depository and its participants, and (3) references in this Resolution to Bondholders, Holders or registered owners of the Series 2008 Bonds shall mean the Securities Depository and shall not mean the beneficial owners of the Series 2008 Bonds.

(e) If the Paying Agent replaces any Securities Depository as the depository for the Series 2008 Bonds with another qualified Securities Depository, replacement Series 2008 Bonds issued to such replacement Securities Depository shall have the same terms, form and content as the Series 2008 Bonds initially registered in the name of the predecessor Securities Depository or its nominee except for the name of the registered owner.

(f) Each Securities Depository and the participants thereof and the beneficial owners of the Series 2008 Bonds, by their acceptance of the Series 2008 Bonds, agree that the University and the Paying Agent shall have no liability or responsibility with respect to (1) the accuracy of any records maintained by such Securities Depository or any Securities Depository participant; (2) the payment by such Securities Depository to any Securities Depository participant or by any Securities Depository participant to any beneficial owner of any amount due in respect of the principal of and premium, if any, and interest on the Series 2008 Bonds; (3) the delivery or timeliness of delivery by such Securities Depository to any Securities Depository participant or by any Securities Depository participant to any beneficial owner of any notice which is given to Bondholders; (4) the selection of the beneficial owners to receive payment in the event of any partial redemption of the Series 2008 Bonds; or (5) any consent given or other action taken by such Securities Depository or any nominee of such Securities Depository, as Bondholder.

ARTICLE III

REDEMPTION OF THE SERIES 2008 BONDS

Section 3.1 Redemption of the Series 2008 Bonds. (a) The Series 2008 Bonds shall not be subject to prior redemption except as provided in this Article III.

(b) The Series 2008 Bonds that are stated to mature on or after June 1, 2019 are subject to redemption, at the option of the University, in whole or in part on any date not earlier

than June 1, 2018, upon payment of a redemption price equal to 100% of the principal amount of the Series 2008 Bonds to be redeemed, plus interest accrued to the redemption date.

(c) The Series 2008 Bonds that are stated to mature on June 1, 20___ shall be subject to mandatory redemption by the University at a redemption price of 100% of the principal amount thereof plus accrued interest, on June 1 in the following years and in the following amounts:

<u>Year</u>	<u>Amount</u>
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* Final Maturity

On or before the 70th day next preceding any mandatory sinking fund redemption date, the University may apply as a credit against its mandatory sinking fund redemption obligation for any Series 2008 Bonds maturing on such date, any Series 2008 Bonds that previously have been optionally redeemed or purchased and canceled or surrendered for cancellation by the University and not previously applied as a credit against any mandatory sinking fund redemption obligation for such Series 2008 Bonds. Each such Series 2008 Bond so purchased, delivered or previously redeemed shall be credited at 100% of the principal amount thereof against the principal amount of the Series 2008 Bonds required to be redeemed on such mandatory sinking fund redemption date. Any principal amount of Series 2008 Bonds so purchased, delivered or previously redeemed in excess of the principal amount required to be redeemed on such mandatory sinking fund redemption date shall similarly reduce the principal amount of the Series 2008 Bonds to be redeemed on future mandatory sinking fund redemption dates, as selected by the Chief Operating Officer of the University.

(d) The Series 2008 Bonds shall also be subject to redemption in whole or in part on any date, at the option of the University, from the proceeds of casualty insurance or condemnation awards, at a redemption price equal to 100% of the principal amount thereof to be redeemed, without premium, plus accrued interest to the redemption date, if all or any part of the Project financed with the Series 2008 Bonds is damaged or destroyed or taken through the exercise of the power of eminent domain and the Chief Operating Officer has delivered a certificate to the Custodian to the effect that the University has determined not to use such proceeds to replace or rebuild the damaged, destroyed or taken property. In the event of a redemption in part pursuant to this paragraph, the University shall redeem the Series 2008 Bonds from each maturity then outstanding, to the extent practicable, in the proportion that the principal amount of the Series 2008 Bonds of such maturity bears to the total principal amount of the Series 2008 Bonds then outstanding.

(e) Subject to applicable procedures of the Securities Depository while the Series 2008 Bonds are held in book-entry only form by the Securities Depository, if less than all of the Series 2008 Bonds are to be called for redemption, the Series 2008 Bonds to be redeemed shall be selected by the University in such manner as the University in its discretion may determine.

Section 3.2 Notice of Redemption. (a) Whenever the Series 2008 Bonds are to be redeemed under the provisions of this Resolution, the Paying Agent shall, not less than thirty (30) nor more than sixty (60) days prior to the redemption date, mail notice of redemption to all registered owners of all Series 2008 Bonds to be redeemed at their registered addresses. The Paying Agent shall also mail a copy of any such notice of redemption to any Rating Agency. Any such notice of redemption shall identify the Series 2008 Bonds to be redeemed, shall specify the redemption date and the redemption price, and shall state that on the redemption date the Series 2008 Bonds called for redemption will be payable at the office of the Paying Agent and that from that date interest will cease to accrue. The Paying Agent may use "CUSIP" numbers in notices of redemption as a convenience to Bondholders, provided that any such notice shall state that no representation is made as to the correctness of such numbers either as printed on the Series 2008 Bonds or as contained in any such notice.

(b) If at the time of mailing of notice of any optional redemption the University shall not have caused to be deposited with the Paying Agent money sufficient to redeem all the Series 2008 Bonds called for redemption, such notice may state that it is conditional in that it is subject to the deposit of such moneys with the Paying Agent not later than the redemption date, and such notice shall be of no effect unless such moneys are so deposited. Failure by the Paying Agent to give any notice of redemption or any defect in such notice as to any particular Bonds shall not affect the validity of the call for redemption of any Bonds in respect of which no such failure or defect has occurred. Any notice mailed as provided in this Bond Resolution shall be conclusively presumed to have been given whether or not actually received by any Holder.

Section 3.3 Effect of Calling for Redemption. On the date designated for redemption, notice having been mailed in the manner and under the conditions hereinabove provided and moneys for payment of the redemption price being held in separate accounts by the Paying Agent in trust for the Holders of the Series 2008 Bonds to be redeemed, all as provided in this Resolution, the Series 2008 Bonds so called for redemption shall become and be due and payable at the redemption price provided for redemption of such Bonds on such date, interest on the Series 2008 Bonds so called for redemption shall cease to accrue, such Bonds shall cease to be entitled to any benefit or security under this Resolution and the Holders or registered owners of such Bonds shall have no rights with respect thereto except to receive payment of the redemption price.

Section 3.4 The Series 2008 Bonds Redeemed Not Deemed Outstanding. The Series 2008 Bonds which have been duly called for redemption under the provisions of this Article, or with respect to which irrevocable instructions to call for redemption have been given by the Board to the Paying Agent in form satisfactory to him or her, and for the payment of the redemption price of which moneys shall be held in separate accounts by the Paying Agent in trust for the Holders of the Series 2008 Bonds to be redeemed, all as provided in this Resolution, shall not thereafter be deemed to be outstanding under the provisions of this Resolution.

ARTICLE IV

CUSTODY AND APPLICATION OF PROCEEDS
OF THE SERIES 2008 BONDS

Section 4.1 Custody and Application of Proceeds of the Series 2008 Bonds. The proceeds of the Series 2008 Bonds shall be deposited as follows:

(a) \$_____ shall be deposited into the Construction Fund to pay for Cost of the Project.

(b) \$_____ shall be transferred to _____ to provide for refunding the Refunded Indebtedness.

(c) \$_____ shall be deposited into a special account created with the Custodian for the payment of expenses incident to the issuance of the Series 2008 Bonds. Any amounts remaining in the special account on that date which is one year from the date the Series 2008 Bonds are issued shall be deposited in the Debt Service Fund and applied to pay interest on such Series 2008 Bonds on the next Interest Payment Date.

Section 4.2 Construction Fund. A special fund is hereby created in the office of the Custodian as the Construction Fund, to the credit of which there shall be deposited a portion of the proceeds of the Series 2008 Bonds. There may also be deposited to the credit of the Construction Fund any moneys received from any other source for paying the Cost of the Project (herein defined) if the University shall have received a Favorable Opinion of Bond Counsel with respect to such deposit. The moneys in the Construction Fund shall be held in trust and applied to the payment of the Cost of the Project, as defined in Section 4.3, and, pending such application, shall be subject to a lien and charge in favor of the Holders of the Series 2008 Bonds and for the future security of such Holders until paid out or transferred as herein provided.

Section 4.3 Items of Cost of the Project. For the purposes of this Resolution the Cost of the Project shall include, without intending thereby to limit or restrict or to extend any proper definition of such costs under the Act or this Resolution, any or all of the following:

(a) obligations incurred for labor and materials and to contractors, builders and materialmen in connection with the Project;

(b) the cost of acquiring by purchase, if such purchase shall be deemed expedient, and the amount of any award or final judgment in or any settlement or compromise of any proceeding to acquire by condemnation, such lands, property, rights, rights of way, franchises, easements and other interests as may be deemed necessary or convenient by the Board for the construction and operation of the Project, options and partial payments thereon, and the amount of any damages incident to or consequent upon such construction and operation;

(c) the cost of furnishing and equipping the Project;

(d) interest on the Series 2008 Bonds, prior to and during construction of the Project and for up to one (1) year thereafter;

(e) taxes or other municipal or governmental charges lawfully levied or assessed during construction upon the Project or any property acquired therefor, and premiums on insurance, if any, in connection with the Project during construction; fees and expenses of engineers and architects for surveys and estimates and other preliminary investigations, preparation of plans, drawings and specifications and supervising construction, as well as for the performance of all other duties of engineers and architects in relation to the planning and construction of the Project or the issuance of Series 2008 Bonds therefor;

(f) expenses of administration properly chargeable to the Project, legal expense and fees, fees and expenses of consultants, financing charges, cost of audits and of preparing and issuing the Series 2008 Bonds, and all other items of expense not elsewhere in this Section specified incident to the planning, construction, development and equipping of the Project and the placing of the Project in operation; and

(g) any obligation or expenses heretofore or hereafter incurred by the University, any agent of the University or by any other agency of the Commonwealth in connection with the Project for any of the foregoing purposes.

Section 4.4 Payments from Construction Fund. Payment of the Cost of the Project shall be made from the Construction Fund and other available funds, all as provided by law. All payments from the Construction Fund shall be subject to the provisions and restrictions set forth in this Article, and the Board covenants that it will not cause or permit to be paid from the Construction Fund any sums except in accordance with such provisions and restrictions.

Moneys in the Construction Fund shall be paid out by the Custodian to be issued on vouchers of the University, all in accordance with the Act, the amounts stated in such vouchers to be certified by the University to be necessary for paying items of Cost of the Project.

The vouchers shall be in substantially the form of Exhibit B hereto (or in such other form required by the Custodian) and shall state each amount to be paid, the name of the person, firm or corporation to whom each such payment is due and the purpose and the component of the Project for which the obligation to be paid was incurred, and shall certify that the goods or services specified have been received, or performed, payment therefor has not been previously authorized and that the expenditure is a proper charge to the appropriation for the Construction Fund.

The University shall keep account of the Cost of the Project which have been, and are expected to be, spent for each component of the Project to ensure in part that such Cost of the Project shall not exceed the maximum authorized amount for each such component.

Section 4.5 Disposition of Balance in Construction Fund. When the Project shall have been completed and placed in operation, as evidenced by a certificate signed by the Chief Operating Officer and filed with the Secretary of the Board and the Custodian, any balance in the Construction Fund not deemed by the Board to be necessary to be reserved for the payment of any remaining part of the Cost of the Project shall be deposited to the credit of the Debt Service Fund for the Series 2008 Bonds, and used to pay interest on the Series 2008 Bonds on their next Interest Payment Date.

ARTICLE V

REVENUES AND FUNDS

Section 5.1 Debt Service Fund. A fund shall be created by the Paying Agent designated "The Rector and Visitors of the University of Virginia General Revenue Pledge Bonds, Series 2008, Debt Service Fund" (the "Debt Service Fund"). All accrued interest, if any, received from the purchasers of the Series 2008 Bonds, as provided in Section 4.1, shall be transferred to the Paying Agent to the credit of the Debt Service Fund. On or before the day preceding each date on which payments of interest, premium or principal shall be due and payable on the Series 2008 Bonds (a "Payment Date"), the University shall transfer or cause to be transferred to the Paying Agent for deposit an amount of money sufficient to cause the amount held in the Debt Service Fund to be equal to the interest, premium and principal due on the Series 2008 Bonds on such Payment Date. The Paying Agent shall cause payment of the amounts due on the Series 2008 Bonds on each such Payment Date.

Section 5.2 Payments to Bondholders. The Paying Agent shall, at appropriate times on or before each Payment Date, withdraw from the Debt Service Fund the amounts needed on such date to pay the principal of and premium, if any, and interest on the Series 2008 Bonds and shall pay or cause the same to be paid to the Bondholders as such principal, premium and interest become due and payable.

Section 5.3 Pledge of Funds and Accounts. The moneys in the Debt Service Fund shall be held in trust and applied as herein provided and, pending such application, shall be pledged to, and subject to a lien and charge in favor, of the Holders of the Series 2008 Bonds issued and outstanding under this Resolution and for the further security of such Holders until paid out or transferred as herein provided.

Section 5.4 Moneys Held in Trust. All moneys from the funds of the University or that the University shall have received from any other source and set aside or deposited with any Paying Agent for the purpose of paying any of the Series 2008 Bonds hereby secured, either at the maturity thereof or upon call for redemption, shall be held in trust for the respective Holders of such Bonds. Any moneys which shall be so set aside or deposited and which shall remain unclaimed by the Holders of such Bonds for the period of five (5) years after the date on which such Bonds shall have become due and payable shall be disposed of by the University and the Paying Agent in accordance with The Uniform Disposition of Unclaimed Property Act, Chapter 11.1, Title 55, Code of Virginia of 1950, as amended.

Section 5.5 Cancellation of the Series 2008 Bonds Upon Payment. All Series 2008 Bonds paid, redeemed or purchased by the University, either at or before maturity, shall be canceled upon the payment, redemption or purchase of such Bonds and shall be delivered to the University when such payment, redemption or purchase is made. All Series 2008 Bonds canceled under any of the provisions of this Resolution may be cremated or otherwise destroyed by the University or its designee.

Section 5.6 No Risk to Paying Agent Funds. No provision herein shall require the Paying Agent to expend its own funds or otherwise incur any financial liability in the

performance of any of its duties hereunder or in the exercise of any of its rights or powers unless the Paying Agent shall have reasonable grounds for believing that repayment of such funds or adequate indemnity against such risk or liability is reasonably insured to it.

ARTICLE VI

PARTICULAR COVENANTS

Section 6.1 Payment of Principal and Interest; Pledge of Pledged Revenues. The University covenants that it will promptly pay or cause to be paid from the sources described herein the principal of and the interest on every Bond issued under the provisions of this Resolution at the place or places, on the dates and in the manner provided herein and in such Bonds, and any premium required for the retirement of such Bonds by purchase or redemption, according to the true intent and meaning thereof. Except as otherwise provided in this Resolution, such principal, interest and premium are payable solely from Pledged Revenues, which Pledged Revenues are hereby pledged to the payment thereof and to the payment of any Parity Credit Obligations issued by the University which may include any interest rate swaps or other hedge mechanisms and any dedicated line of credit, standby bond purchase agreement or other liquidity facility related to the Series 2008 Bonds.

THE UNIVERSITY SHALL NOT BE OBLIGATED TO PAY THE PRINCIPAL OF OR INTEREST ON THE SERIES 2008 BONDS EXCEPT FROM THE SOURCES NOTED HEREIN AS PLEDGED THEREFOR. THE SERIES 2008 BONDS AND THE INTEREST THEREON SHALL NOT BE DEEMED TO CONSTITUTE A DEBT OR LIABILITY OF THE COMMONWEALTH, LEGAL, MORAL OR OTHERWISE. NEITHER THE COMMONWEALTH NOR THE UNIVERSITY SHALL BE OBLIGATED TO PAY THE PRINCIPAL OF OR INTEREST ON THE SERIES 2008 BONDS OR OTHER COSTS INCIDENT THERETO EXCEPT FROM THE SOURCES NOTED HEREIN AS PLEDGED THEREFOR, AND NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE COMMONWEALTH ARE PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF OR INTEREST ON THE SERIES 2008 BONDS OR OTHER COSTS INCIDENT THERETO.

Section 6.2 Reserved.

Section 6.3 Additional Indebtedness and Encumbrances. Except as otherwise provided in this Section, nothing in this Resolution shall be construed as prohibiting or limiting in any way the right of the University to incur other Credit Obligations. Notwithstanding the foregoing, however, the University may only incur the following types of Credit Obligations in the event the conditions set forth below are met in each instance:

(a) Limitation on Parity Credit Obligations. The University may incur, assume, guarantee or otherwise become liable on any Parity Credit Obligation, but only if, prior to the incurrence of each such Parity Credit Obligation, an Authorized Officer of the University certifies in writing that (1) taking into account the incurrence of such proposed Parity Credit Obligation (i) the University will have sufficient funds to meet all of its financial obligations, including its obligations to pay principal of and interest on all Credit Obligations, for all Fiscal Years to and including the second full Fiscal Year after the later of (A) the issuance of such

Parity Credit Obligation and (B) the completion of any facility financed with the proceeds of such Parity Credit Obligation, and (ii) such Authorized Officer has no reason to believe that the University will not have sufficient funds to pay all amounts due under all indebtedness of the University during the term of such proposed Parity Credit Obligation, and (2) to the best of his or her knowledge, the University is not in default in the performance and observance of any of the provisions of this Resolution. Any such Parity Credit Obligation shall be secured by a pledge of Pledged Revenues on a parity with the pledge of Pledged Revenues herein, unless expressly subordinated to the pledge hereof.

(b) Limitation on Section 9(c) Credit Obligations. The University may incur, assume, guarantee or otherwise become liable on any Credit Obligation pursuant to the provisions of Article X, Section 9(c) of the Constitution of Virginia, as such section may be amended from time to time, and may pledge and apply such portion of the Pledged Revenues as may be necessary to provide for the payment of any such Credit Obligation, the funding of reasonable reserves therefor, or the payment of operating and other reasonable expenses of the facilities financed in whole or in part with the proceeds of such Credit Obligation or facilities reasonably related to such facilities, and such pledge shall be senior and superior in all respects to the pledge of Pledged Revenues securing the Series 2008 Bonds and any other Parity Credit Obligations, but only if, prior to the incurrence of each such Credit Obligation, an Authorized Officer of the University certifies in writing that (1) taking into account the incurrence of such proposed Credit Obligation (i) the University will have sufficient funds to meet all of its financial obligations, including its obligations to pay principal of and interest on all Credit Obligations, for all Fiscal Years to and including the second full Fiscal Year after the later of (A) the issuance of such proposed Credit Obligation and (B) the completion of any facility financed with the proceeds of such proposed Credit Obligation, and (ii) such Authorized Officer has no reason to believe that the University will not have sufficient funds to pay all amounts due under all indebtedness of the University during the term of such proposed Credit Obligation, (2) to the best of his or her knowledge, the University is not in default in the performance and observance of any of the provisions of this Resolution, and (3) in connection with the issuance of such proposed Credit Obligation, the University has received an opinion of Bond Counsel to the effect that such proposed Credit Obligation has been validly issued under Article X, Section 9(c) of the Constitution of Virginia.

(c) Limitation on Other Credit Obligations, Including Section 9(d) Credit Obligations. The University may incur, assume, guarantee or otherwise become liable on any Credit Obligation not described elsewhere in this Section 6.3, including any Credit Obligation incurred pursuant to the provisions of Article X, Section 9(d) of the Constitution of Virginia, as such section may be amended from time to time, and may pledge and apply such portion of the Pledged Revenues as may be necessary for the payment of any such Credit Obligation, the funding of reasonable reserves therefor, or the payment of operating and other reasonable expenses of the facilities financed in whole or in part with the proceeds of such Credit Obligation or facilities reasonably related to such facilities and such pledge shall be senior and superior in all respects to the pledge of Pledged Revenues securing the Series 2008 Bonds and any other Parity Credit Obligations, but only if, prior to the incurrence of each such Credit Obligation, an Authorized Officer of the University certifies in writing that (1) taking into account the incurrence of such proposed Credit Obligation (i) the University will have sufficient funds to meet all of its financial obligations, including its obligations to pay principal of and interest on

all Credit Obligations, for all Fiscal Years to and including the second full Fiscal Year after the later of (A) the issuance of such proposed Credit Obligation and (B) the completion of any facility financed with the proceeds of such proposed Credit Obligation, and (ii) such Authorized Officer has no reason to believe that the University will not have sufficient funds to pay all amounts due under all indebtedness of the University during the term of such proposed Credit Obligation, (2) to the best of his or her knowledge, the University is not in default in the performance and observance of any of the provisions of this Resolution, and (3) the University has received an opinion of Bond Counsel to the effect that such proposed Credit Obligation has been validly issued under the relevant provisions of the Constitution of Virginia.

(d) Limitation on Issuance of Indebtedness on a Parity with Qualifying Senior Obligations. Except for Credit Obligations issued pursuant to subsections (b) or (c) above or to refund any Qualifying Senior Obligation as described in subsection (e) below, no additional bonds or other obligations may be issued or incurred by the University on a parity with any Qualifying Senior Obligation.

(e) Limitation on Additional Encumbrances. The University shall not encumber the Pledged Revenues in any manner (except as permitted in connection with Credit Obligations issued pursuant to subsections (a), (b) or (c) above or to refund any Qualifying Senior Obligation as described below), unless any such encumbrance is made junior and subordinate in all respects to the liens, pledges, covenants and agreements of this Resolution. Notwithstanding anything to the contrary herein, however, the University may issue bonds to refund any Qualifying Senior Obligation and to secure such refunding bonds with the same source of revenues securing the Qualifying Senior Obligation being refunded. Upon the defeasance of the refunded Qualifying Senior Obligation pursuant to any such refunding, the refunding bonds will be considered Qualifying Senior Obligations for all purposes.

Section 6.4 Disposition of Assets. The University may convey, sell or otherwise dispose of any property of the University as long as (1) such conveyance, sale or encumbrance is in the ordinary course of business, or (2) an Authorized Officer certifies in writing that, taking into account the conveyance, sale or other disposition of such property (i) the University will have sufficient funds to meet all of its financial obligations, including its obligations to pay principal of and interest on all Credit Obligations for all Fiscal Years to and including the second full Fiscal Year after such conveyance, sale or other disposition and (ii) such Authorized Officer has no reason to believe that the University will not have sufficient funds to pay all amounts due under all indebtedness of the University then outstanding.

Section 6.5 Insurance. The University covenants that it will at all times carry or cause to be carried insurance policies with a responsible insurance company or companies, qualified to assume the risks thereof, or that it will maintain an adequate program of self-insurance, in either case sufficient to provide the University with insurance in such amount and covering such risks as the University shall deem to be reasonable and desirable.

Section 6.6 Rights of Bondholders Not to Be Impaired. Except as otherwise set forth herein, the University covenants that no contract or contracts will be entered into or any action taken which might impair or diminish the rights of the Bondholders.

Section 6.7 Further Instruments and Actions. The University covenants that it will, from time to time, execute and deliver such further instruments and take such further action as may be required to carry out the purposes of this Resolution.

Section 6.8 Accurate Records and Accounts. The University covenants that it will keep accurate records and accounts of all items of cost and of all expenditures relating to Pledged Revenues collected and the application of such Pledged Revenues.

The University further covenants that not later than the end of the ninth month following the close of each Fiscal Year it will cause to be mailed to all Bondholders who shall have filed their names and addresses with the Secretary of the Board for such purpose a report, signed by the Vice President and Chief Financial Officer of the University and by the Virginia Auditor of Public Accounts or by an independent certified public accountant or firm of certified public accountants to be approved by the Virginia Auditor of Public Accounts, setting forth for the preceding Fiscal Year, in reasonable detail, the financial condition of the University, including its statement of net assets as of the end of the preceding Fiscal Year and the related statements of revenues, expenses and changes in net assets and statement of cash flows for the preceding Fiscal Year.

Section 6.9 Recognized Accounting Principles. The University covenants that all of the accounts and records of the University will be kept according to generally accepted accounting principles consistently applied.

Section 6.10 Tax Covenants. (a) The University shall not use or permit the use of any proceeds of Series 2008 Bonds or any other funds of the University, directly or indirectly, to acquire any securities or obligation, and shall not use or permit the use of any amounts received by the University or the Custodian with respect to the Series 2008 Bonds in any manner, and shall not take or permit to be taken any other action or actions, which would cause any Bond to be an "arbitrage bond" within the meaning of Section 148 of the Code. If at any time the University is of the opinion that for purposes of this subsection it is necessary to restrict or limit the yield on the investment of any moneys held under this Resolution the University shall so instruct the Custodian, any trustee or the Paying Agent in writing, and such Custodian, trustee or Paying Agent shall take such action as may be necessary in accordance with such issuance.

(b) The University shall not use or permit the use of any proceeds of Series 2008 Bonds or any other funds of the University, directly or indirectly, in any manner, and shall not take or permit to be taken any other action or actions, which would result in any of the Series 2008 Bonds being treated as an obligation not described in Section 103(a) of the Code by reason of classification of such Bond as a "private activity bond" (except for those Series 2008 Bonds which the University has designated or allocated as "private activity bonds" benefiting a 501(c)(3) organization) or an "arbitrage bond" or "bond not in registered form" within the meaning of Section 103(b) of the Code.

(c) The University shall at all times do and perform all acts and things permitted by law and this Resolution which are necessary or desirable in order to assure that interest paid on the Series 2008 Bonds or any of them will be excludable from gross income for federal income

tax purposes and shall take no action that would result in such interest not being excludable from gross income for federal income tax purposes.

(d) The University covenants that it shall file the information report with respect to the Series 2008 Bonds required by Section 149(e) of the Code (currently Form 8038-G) within the time period provided in such Section.

ARTICLE VII

EVENTS OF DEFAULT AND REMEDIES

Section 7.1 Events of Default. Each of the following events is hereby declared to be an "Event of Default" under this Resolution:

(a) due and punctual payment of the principal, purchase price or redemption premium, if any, of any of the Series 2008 Bonds is not made when the same become due and payable, either at maturity or by proceedings for redemption or otherwise;

(b) due and punctual payment of any interest on any of the Series 2008 Bonds is not made when the same becomes due and payable;

(c) the University, for any reason, is rendered incapable of fulfilling its obligations hereunder;

(d) an order or decree is entered, with the consent or acquiescence of the University, appointing a receiver or receivers of the University or any part thereof or of the revenues thereof, or if such order or decree, having been entered without the consent or acquiescence of the University, is not vacated or discharged or stayed on appeal within sixty (60) days after the entry thereof;

(e) any proceeding is instituted, with the consent or acquiescence of the University, for the purpose of effecting a composition between the University and its creditors or for the purpose of adjusting the claims of such creditors pursuant to any federal or state statute now or hereafter enacted; or

(f) the University defaults in the due and punctual performance of any other of the covenants, conditions, agreements and provisions contained in the Series 2008 Bonds or in this Resolution on the part of the University to be performed, and such default continues for thirty (30) days after written notice specifying such default and requiring same to be remedied is given to the Board by any Bondholder, provided that if such default is such that it can be corrected but cannot be corrected within such thirty (30) day period, it shall not constitute an Event of Default if corrective action is instituted by the University within such period and is diligently pursued until the default is corrected.

Section 7.2 Remedies. (a) Upon the happening and continuance of an Event of Default, hereunder, the Holders of not less than 25% in aggregate principal amount of the Series 2008 Bonds, by instrument or instruments filed with the University and proved or acknowledged in the same manner as a deed to be recorded, may appoint a trustee to represent the Holders of

the Series 2008 Bonds for the purposes herein, which trustee may be the State Treasurer and shall be the same trustee so appointed with respect to all other outstanding Parity Credit Obligations. Such trustee may, and upon written request of the Holders of not less than 25% in principal amount of the Series 2008 Bonds then outstanding shall, in its own name:

(1) By mandamus or other suit, action or proceeding at law or in equity enforce all rights of the Holders of the Series 2008 Bonds, including the right to require the University and its Board to collect fees, rents, charges or other revenues adequate to carry out an agreement as to, or pledge of, such revenues, and to require the University and Board to carry out any other agreements with the Holders of the Series 2008 Bonds and to perform it and their duties under the Act;

(2) Bring suit upon the Series 2008 Bonds;

(3) By action or suit in equity, require the University to account as if it were the trustee of an express trust for the Holders of the Series 2008 Bonds; or

(4) By action or suit in equity, enjoin any acts or things which may be unlawful or in violation of the rights of the Holders of the Series 2008 Bonds.

(b) Any such trustee, whether or not all such Series 2008 Bonds have been declared due and payable, shall be entitled as of right to the appointment of a receiver who may enter and take possession of any property of the University any of the revenues from which are pledged for the security of the Series 2008 Bonds and operate and maintain the same and collect and receive all fees, rents, charges and other revenues thereafter arising therefrom in the same manner as the University itself might do and shall deposit all such moneys in a separate account and apply the same in such manner as the court appointing such receiver shall direct. In any suit, action or proceeding by the trustee the fees, counsel fees and expenses of the trustee and of the receiver, if any, shall constitute taxable costs and disbursements and all costs and disbursements allowed by the court shall be a first charge on any fees, rents, charges and other revenues of the University pledged for the security of the Series 2008 Bonds.

Such trustee shall, in addition to the foregoing, have and possess all of the powers necessary or appropriate for the exercise of any functions specifically set forth herein or incident to the general representation of the Holders of the Series 2008 Bonds in the enforcement and protection of their rights.

(c) To the extent permitted by law, upon the happening and continuance of any Event of Default, then and in every such case any Bondholder may proceed, subject to the provisions of Section 7.5, to protect and enforce the rights of the Bondholders by a suit, action or special proceeding in equity or at law, either for the specific performance of any covenant or agreement contained herein or in aid or execution of any power herein granted or for the enforcement of any proper legal or equitable remedy as such Bondholder shall deem most effectual to protect and enforce such rights.

Section 7.3 Pro Rata Application of Funds. Anything in this Resolution to the contrary notwithstanding, if at any time the moneys available in the Debt Service Fund shall not be sufficient to pay the interest on or the principal of the Series 2008 Bonds as the same shall

become due and payable, such moneys, together with any moneys then available or thereafter becoming available for such purpose, whether through the exercise of the remedies provided for in this Article or otherwise, shall be applied as follows:

(a) If the principal of all the Series 2008 Bonds shall not have become due and payable, all such moneys shall be applied:

first: to the payment to the persons thereto of all installments of interest then due and payable in the order in which such installments became due and payable and, if the amount available shall not be sufficient to pay in full any particular installment, then to the payment, ratably, according to the amounts due on such installment, to the persons entitled thereto, without any discrimination or preference except as to any difference in the respective rates of interest specified in the Series 2008 Bonds; and

second: to the payment to the persons entitled thereto of the unpaid principal of any of the Series 2008 Bonds which shall have become due and payable (other than Series 2008 Bonds called for redemption for the payment of which moneys are held pursuant to the provisions of this Resolution), in the order of their due dates, with interest on the principal amount of such Series 2008 Bonds at the respective rates specified therein from the respective dates upon which such Series 2008 Bonds became due and payable, and, if the amount available shall not be sufficient to pay in full the principal of the Series 2008 Bonds due and payable on any particular date, together with such interest, then to the payment first of such interest, ratably, according to the amount of such interest due on such date, and then to the payment of such principal, ratably, according to the amount of such principal due on such date, to the persons entitled thereto without any discrimination or preference.

(b) If the principal of all the Series 2008 Bonds shall have become due and payable, all such moneys shall be applied to the payment of the principal and interest then due and unpaid on the Series 2008 Bonds, without preference or priority of principal over interest or interest over principal, or of any installment of interest over any other installment of interest, or of any Bond over any other Bond, ratably, according to the amounts due, respectively, for principal and interest, to the persons entitled thereto, without any discrimination or preference.

Whenever moneys are to be applied by the trustee pursuant to the provisions of this Section, such moneys shall be applied by the trustee at such times, and from time to time, as the trustee in his or her sole discretion shall determine, having due regard to the amount of such moneys available for application and the likelihood of additional moneys becoming available for such application in the future; the deposit of such moneys with any Paying Agent, or otherwise setting aside such moneys, in trust for the proper purpose shall constitute proper application by the trustee; and the trustee shall incur no liability whatsoever to the Board, to any Bondholder or to any other person for any delay in applying any such moneys, so long as the trustee acts with reasonable diligence, having due regard to the circumstances, and ultimately applies the same in accordance with such provisions of this Resolution as may be applicable at the time of application by the trustee. Whenever the trustee shall exercise such discretion in applying such moneys, he or she shall fix the date (which shall be an Interest Payment Date unless the trustee shall deem another date more suitable) upon which such application is to be made and upon such date interest on the amounts of principal to be paid on such date shall cease to accrue. The

trustee shall give such notice (or shall cause the Paying Agent to give such notice) as he or she may deem appropriate of the fixing of any such date and shall not be required to make payment to the Holder of any Bond until such Bond shall be surrendered to the trustee or any Paying Agent for appropriate endorsement, or for cancellation if fully paid.

Notwithstanding anything in this Resolution to the contrary, this Section 7.3 shall be interpreted so that term "Series 2008 Bonds" or "Bonds" shall include the Series 2008 Bonds and any Parity Credit Obligations. In each resolution authorizing the issuance of any Parity Credit Obligation, the University agrees to provide for the trustee thereunder to be the same as the trustee under this Resolution, and further agrees to include provisions substantially identical to those contained in this Section 7.3.

Section 7.4 Effect of Discontinuance of Proceedings. In case any proceeding taken by any Bondholder on account of any Event of Default shall have been discontinued or abandoned for any reason, then and in every such case the University and the Bondholders shall be restored to their former positions and rights hereunder, respectively, and all rights and remedies of the Bondholders shall continue as though no such proceeding had been taken.

Section 7.5 Proceedings for Equal Benefit of All Bondholders. No Bondholder shall have any right in any manner whatever to affect, disturb or prejudice the security of this Resolution or to enforce any right hereunder, except in the manner herein provided, and all proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all Bondholders.

Section 7.6 No Remedy Exclusive. No remedy herein conferred on the Bondholders is intended to be exclusive of any other remedy or remedies, and each and every remedy conferred shall be cumulative and shall be in addition to every other remedy given hereunder and under the Act or now or hereafter existing at law or in equity or by statute.

Section 7.7 No Delay or Omission Construed to Be a Waiver. No delay or omission of any Bondholder to exercise any right or power accruing upon any Event of Default occurring and continuing as aforesaid shall impair any such right or power or shall be construed to be a waiver of any such Event of Default or an acquiescence therein; and every power and remedy given by this Article to the Bondholders may be exercised from time to time and as often as may be deemed expedient.

ARTICLE VIII

EXECUTION OF INSTRUMENTS BY BONDHOLDERS AND PROOF OF OWNERSHIP OF THE SERIES 2008 BONDS

Section 8.1 Execution of Instruments; Proof of Ownership. Any request, direction, consent or other instrument in writing required or permitted by this Resolution to be signed or executed by Bondholders may be in any number of concurrent instruments of similar tenor and may be signed or executed by such Bondholders or their attorneys or legal representatives. Proof of the execution of any such instrument and of the ownership of the Series 2008 Bonds shall be sufficient for any purpose of this Resolution and shall be conclusive in favor of the University

and the Paying Agent with regard to any action taken by them under such instrument if made in the following manner:

(a) The fact and date of the execution by any person of any such instrument may be proved by the verification of any officer in any jurisdiction who, by the laws thereof, has power to take affidavits within such jurisdiction, to the effect that such instrument was subscribed and sworn to before him or her, or by an affidavit of a witness to such execution. Where such execution is by an officer of a corporation or association or a member of a partnership on behalf of such corporation, association or partnership such verification or affidavit shall also constitute sufficient proof of his or her authority.

(b) The fact of the holding of the Series 2008 Bonds hereunder by any Bondholder and the amount and the numbers of such Series 2008 Bonds and the date of its holding the same shall be proved by the registration books kept under the provisions of Section 2.7.

ARTICLE IX

SUPPLEMENTAL RESOLUTIONS

Section 9.1 Supplemental Resolutions. The University may, from time to time and at any time, without the consent of any holders of the Series 2008 Bonds, adopt such resolutions supplemental hereto as shall not be inconsistent with the terms and provisions hereof (which supplemental resolutions shall thereafter form a part hereof), as follows:

(a) to cure any ambiguity or formal defect or omission or to correct any inconsistent provisions in this Resolution or in any supplemental resolutions;

(b) to provide for the issuance of certificated Series 2008 Bonds pursuant to Section 2.11 of this Resolution, or to obtain or maintain a rating for the Series 2008 Bonds;

(c) to grant to or confer upon the Bondholders any additional rights, remedies, powers, authority or security that may lawfully be granted to or conferred upon the Bondholders;

(d) to add new conditions, limitations and restrictions on the issuance of other Credit Obligations by the University;

(e) to add to the covenants and agreements of the Board in this Resolution other covenants and agreements thereafter to be observed by the Board or to surrender any right or power herein reserved to or conferred upon the Board;

(f) to comply with any proposed, temporary or permanent regulations regarding the arbitrage rebate requirements of the Code; or

(g) to modify, alter, amend, add to or rescind, in any particular, any of the terms or provisions contained in this Resolution, if in the opinion of the Paying Agent, who may rely upon an opinion of counsel nationally recognized in matters concerning municipal bonds, such supplemental resolution shall not adversely affect or prejudice the interests of the Bondholders.

At least thirty (30) days prior to the adoption of any supplemental resolution for any of the purposes of this Section, the Secretary of the Board shall cause a notice of the proposed adoption of such supplemental resolution to be mailed, postage prepaid, to all registered owners of Series 2008 Bonds at their addresses as they appear on the registration books. Such notice shall briefly set forth the nature of the proposed supplemental resolution and shall state that copies thereof are on file at the office of the Secretary of the Board for inspection by all Bondholders. A failure on the part of the Secretary of the Board to mail the notice required by this Section shall not affect the validity of such supplemental resolution.

Section 9.2 Modification of Resolution with Consent of Holders. Subject to the terms and provisions contained in this Section, and not otherwise, the Holders of not less than a majority in aggregate outstanding principal amount of the Series 2008 Bonds then outstanding shall have the right, from time to time, anything contained in this Resolution to the contrary notwithstanding, to consent to and approve the adoption of such resolution or resolutions supplemental hereto as shall be deemed necessary or desirable by the Board for the purpose of modifying, altering, amending, adding to or rescinding, in any particular, any of the terms or provisions contained in this Resolution or in any supplemental resolution; provided, however, that nothing herein contained shall permit, or be construed as permitting, (a) without the approval of all of the Series 2008 Bondholders, (i) an extension of the maturity of the principal of or the interest on any Series 2008 Bond, (ii) a reduction in the principal amount of any Series 2008 Bond or the redemption premium or the rate of interest thereon, (iii) except as otherwise provided herein, a preference or priority of any Series 2008 Bond or Bonds over any other Series 2008 Bond or Bonds, or (iv) except as otherwise provided herein, the release of the lien created by this Resolution with respect to any Pledged Revenues, or (b) without the approval of all of the Series 2008 Bondholders, a reduction in the aggregate principal amount of the Series 2008 Bonds required for consent to such supplemental resolution. Nothing herein contained, however, shall be construed as making necessary the approval by Bondholders of the adoption of any supplemental resolution as authorized in Section 9.1 of this Article.

If at any time the Board shall determine that it is necessary or desirable to adopt any supplemental resolution for any of the purposes of this Section, the Secretary of the Board shall cause notice of the proposed adoption of such supplemental resolution to be mailed, not less than thirty (30) nor more than sixty (60) days prior to the date of such adoption, postage prepaid, to all registered owners of the Series 2008 Bonds at their addresses as they appear on the registration books held by the Registrar. Such notice shall briefly set forth the nature of the proposed supplemental resolution and shall state that copies thereof are on file at the office of the Secretary of the Board for inspection by all Bondholders. The Board shall not, however, be subject to any liability to any Bondholder by reason of its failure to cause the notice required by this Section to be mailed and any such failure shall not affect the validity of such supplemental resolution when consented to and approved as provided in this Section.

Whenever, at any time within one year after the date of such notice, the Board shall deliver to the Paying Agent an instrument or instruments in writing purporting to be executed by the Holders of not less than a majority or all, as appropriate, in aggregate principal amount of the Series 2008 Bonds then outstanding, which instrument or instruments shall refer to the proposed supplemental resolution described in such notice and shall specifically consent to and approve the adoption thereof in substantially the form of the copy thereof referred to in such notice,

thereupon, but not otherwise, the Board may adopt such supplemental resolution in substantially such form, without liability or responsibility to any Holder of any Bond, whether or not such Holder shall have consented thereto.

If the Holders of not less than a majority or all, as appropriate, in aggregate principal amount of the Series 2008 Bonds outstanding at the time of the adoption of such supplemental resolution shall have consented to and approved the adoption thereof as herein provided, no Bondholder shall have any right to object to the adoption of such supplemental resolution, or to object to any of the terms and provisions contained therein or the operation thereof, or in any manner to question the propriety of the adoption thereof, or to enjoin or restrain the Board from adopting the same or from taking any action pursuant to the provisions thereof.

Upon the adoption of any supplemental resolution pursuant to the provisions of this Section, this Resolution shall be and be deemed to be modified and amended in accordance therewith, and the respective rights, duties and obligations under this Resolution of the University, the Board, and all Holders of Series 2008 Bonds then outstanding shall thereafter be determined, exercised and enforced in all respects under the provisions of this Resolution as so modified and amended.

Section 9.3 Supplemental Resolutions Part of this Resolution. Any supplemental resolution adopted in accordance with the provisions of this Article shall thereafter form a part of this Resolution, and all of the terms and conditions contained in any such supplemental resolution as to any provision authorized to be contained therein shall be and shall be deemed to be part of the terms and conditions of this Resolution for any and all purposes. In case of the adoption and approval of any supplemental resolution, express reference may be made thereto in the text of any Bonds issued thereafter, if deemed necessary or desirable by the Board.

ARTICLE X

DEFEASANCE

Section 10.1 Defeasance. If the University shall pay or provide for the payment of the entire indebtedness on all Series 2008 Bonds outstanding in any one or more of the following ways:

(a) by paying or causing to be paid the principal of (including redemption premium, if any) and interest on all Series 2008 Bonds outstanding, as and when the same become due and payable;

(b) by depositing with the Paying Agent, in trust, at or before maturity, moneys in an amount sufficient to pay or redeem (when redeemable) all Series 2008 Bonds outstanding (including the payment of premium, if any, and interest payable on such Bonds to the maturity or redemption date thereof), provided that such moneys, if invested, shall be invested in noncallable Government Obligations in an amount, without consideration of any income or increment to accrue thereon, sufficient to pay or redeem (when redeemable) and discharge the indebtedness on all Series 2008 Bonds outstanding at or before their respective maturity dates; it being

understood that the investment income on such Government Obligations may be used for any other lawful purpose;

(c) by delivering to the Paying Agent, for cancellation by it, all Series 2008 Bonds outstanding; or

(d) by depositing with the Paying Agent, in trust, noncallable Government Obligations in such amounts as will, together with the income or increment to accrue thereon, without consideration of any reinvestment thereof, and any uninvested cash, be fully sufficient to pay or redeem (when redeemable) and discharge the indebtedness on all Series 2008 Bonds outstanding at or before their respective maturity dates, as an independent certified public accountant shall certify to the Paying Agent's satisfaction;

and if the University shall pay or cause to be paid all other sums payable hereunder by the University, and, if any of the Series 2008 Bonds are to be redeemed before their maturity, notice of such redemption shall have been given as in Section 3.2 provided or provisions satisfactory to the Paying Agent shall have been made for the giving of such notice, this Bond Resolution and the estate and rights granted hereunder shall cease, determine, and become null and void, and thereupon the Paying Agent shall, upon written request of the University, and upon receipt by the Paying Agent of a certificate of the Chief Operating Officer, each stating that in the opinion of the signers all conditions precedent to the satisfaction and discharge of this Bond Resolution have been complied with, forthwith execute proper instruments acknowledging satisfaction of and discharging this Bond Resolution and the lien hereof.

The University may at any time surrender to the Paying Agent for cancellation by it any Series 2008 Bonds previously authenticated and delivered, which the University may have acquired in any manner whatsoever, and such Series 2008 Bonds, upon such surrender and cancellation, shall be deemed to be paid and retired.

Section 10.2 Liability of University Not Discharged. Upon the deposit with the Paying Agent, in trust, at or before maturity, of money or Government Obligations in the necessary amount to pay or redeem all Series 2008 Bonds outstanding (whether upon or before their maturity or the redemption date of such Series 2008 Bonds) and compliance with the other payment requirements of Section 10.1, provided that if such Series 2008 Bonds are to be redeemed before their maturity, notice of such redemption shall have been given as in Section 3.2 provided, or provisions satisfactory to the Paying Agent shall have been made for the giving of such notice, this Bond Resolution may be discharged in accordance with the provisions hereof but the University's liability in respect of the Series 2008 Bonds shall continue provided that the Holders thereof shall thereafter be entitled to payment only out of the moneys or the Government Obligations deposited with the Paying Agent as aforesaid.

Section 10.3 Provision for Payment of Particular Bonds. If the University shall pay or provide for the payment of the entire indebtedness on particular Series 2008 Bonds in any one or more of the following ways:

(a) by paying or causing to be paid the principal of (including redemption premium, if any) and interest on such Series 2008 Bonds, as and when the same shall become due and payable;

(b) by depositing with the Paying Agent, in trust, at or before maturity, moneys in an amount sufficient to pay or redeem (when redeemable) such Series 2008 Bonds (including the payment of premium, if any, and interest payable on such Series 2008 Bonds to the maturity or redemption date thereof), provided that such moneys, if invested, shall be invested in noncallable Government Obligations in an amount, without consideration of any income or increment to accrue thereon, sufficient to pay or redeem (when redeemable) and discharge the indebtedness on such Series 2008 Bonds at or before their respective maturity dates; it being understood that the investment income on such Government Obligations may be used for any lawful purpose;

(c) by delivering to the Paying Agent, for cancellation by it, such Series 2008 Bonds;
or

(d) by depositing with the Paying Agent, in trust, noncallable Government Obligations in such amount as will, together with the income or increment to accrue thereon, and any uninvested cash, without consideration of any reinvestment thereof, be fully sufficient to pay or redeem (when redeemable) and discharge the indebtedness on such Series 2008 Bonds at or before their respective maturity dates, as an independent certified public accountant shall certify to Paying Agent's satisfaction;

and if the University shall also pay or cause to be paid all other sums payable hereunder by the University with respect to such Series 2008 Bonds, and, if such Series 2008 Bonds are to be redeemed before their maturity, notice of such redemption shall have been given as in Section 3.2 provided or provisions satisfactory to the Paying Agent shall have been made for the giving of such notice, such Series 2008 Bonds shall cease to be entitled to any lien, benefit or security under this Bond Resolution. The University's liability in respect of such Series 2008 Bonds, if any, shall continue but the Holders thereof shall thereafter be entitled to payment (to the exclusion of all other Bondholders) only out of the moneys or Government Obligations deposited with the Paying Agent as aforesaid.

ARTICLE XI

MISCELLANEOUS PROVISIONS

Section 11.1 Effect of Covenants. All covenants, stipulations, obligations and agreements of the University and the Board contained in this Resolution shall be deemed to be covenants, stipulations, obligations and agreements of the University and the Board to the full extent authorized by the Act or permitted by the Constitution of Virginia. All such covenants, stipulations, obligations and agreements shall be binding upon the successor or successors thereof from time to time and upon any officer, board, body or commission to whom or to which any power or duty affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law.

No covenant, stipulation, obligation or agreement herein contained shall be deemed to be a covenant, stipulation, obligation or agreement of any present or future director, member, agent or employee of the University or the Board in his or her individual capacity, and no agency of the Commonwealth nor any officer thereof or of the University, present or future, executing the Series 2008 Bonds shall be liable personally on the Series 2008 Bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 11.2 Successor Paying Agents or Registrars. Any bank or trust company authorized to do business in the Commonwealth may be appointed by the University as successor Paying Agent or Registrar hereunder and immediately upon acceptance of such appointment shall be deemed the successor of the Paying Agent or Registrar for the purposes of this Resolution. The University shall give notice to any Rating Agency of its appointment of any successor Paying Agent or Registrar. The reasonable fees and expenses of any such successor Paying Agent or Registrar shall be the sole obligation of the University and shall constitute a pledge of the Pledged Revenues prior to the Series 2008 Bonds, to the extent such fees and expenses are unpaid.

Section 11.3 Manner of Giving Notice. Any notice, demand, direction, request or other instrument authorized or required by this Resolution to be given to or filed with the University or the Custodian shall be deemed to have been sufficiently given or filed for all purposes of this Resolution if and when sent by registered or certified mail, return receipt requested:

(a) to the University, if addressed to the University of Virginia, P. O. Box 400210, Charlottesville, Virginia 22904-4210 (Attention: Vice President and Chief Financial Officer);

(b) to the Custodian, if addressed to the State Treasurer of the Commonwealth of Virginia, 101 North 14th Street, Richmond, Virginia 23219;

(c) to the Paying Agent and Registrar, if addressed to The Bank of New York, 385 Rifle Camp Road, West Patterson, New Jersey 07424, Attention: _____;

(d) to Moody's, if addressed to Moody's Investor Services, 99 Church Street, New York, New York 10007-2796, Attention: Structured Finance Group, Telecopier: (212) 553-4919;

(e) to S&P, if addressed to Standard & Poor's, at 55 Water Street, 38th Floor, New York, New York 10041, Attention: Public Finance Department (Surveillance), Telecopier: (212) 438-2152; and

(f) to Fitch, if addressed to Fitch Ratings, One State Street Plaza, New York, New York 10004, Attention: Municipal Structured Finance Group, Telecopier: (212) 635-0466.

Section 11.4 Alternative Notice. If, because of the temporary or permanent suspension of publication of any newspaper or financial journal or suspension of the mails or for any other reason, the University, the Board or the Custodian shall be unable to give any notice required to be published or mailed by the provisions of this Resolution, the University, the Board or the Custodian, as the case may be, shall give such notice in such other manner as in the judgment of

the Board or the Custodian shall most effectively approximate such publication thereof, and the giving of such notice in such manner shall for all purposes of this Resolution be deemed to be compliance with the requirement for the publication thereof.

Section 11.5 Effect of Partial Invalidity. In case any one or more of the provisions of this Resolution or of the Series 2008 Bonds issued hereunder shall for any reason be held to be illegal or invalid, such illegality or invalidity shall not affect any other provision of this Resolution or of the Series 2008 Bonds, but this Resolution and the Series 2008 Bonds shall be construed and enforced as if such illegal or invalid provision had not been contained therein. In case any covenant, stipulation, obligation or agreement contained in the Series 2008 Bonds or in this Resolution shall for any reason be held to be in violation of law, then such covenant, stipulation, obligation or agreement shall be deemed to be the covenant, stipulation, obligation or agreement of the University to the full extent permitted by law.

Section 11.6 Governing Law. This Resolution is adopted with the intent that the laws of the Commonwealth shall govern its construction.

Section 11.7 Completion of and Amendments to Bond Resolution; Approval, Execution and Delivery of Necessary and Appropriate Documents.

(a) Prior to the delivery of the Series 2008 Bonds, in accordance with the University's debt policy, the University's Chief Financial Officer with the Chair of the Board's Finance Committee may authorize completion of and any revisions to this Bond Resolution which are not in conflict with the Authorizing Resolution or any future resolution by the Board, as shall be necessary to accurately reflect negotiations among the University, the Paying Agent, the Registrar, Moody's, S&P, Fitch and the Underwriters, with respect to the Series 2008 Bonds and the financing and/or refinancing of the Project and refunding of the Refunded Indebtedness, including, specifically and without limitation, the terms and provisions of the Series 2008 Bonds, the capital improvements to be financed and refinanced and the Refunded Indebtedness to be refunded. Certification of this Bond Resolution by the Secretary of the Board shall be conclusive evidence that the Chief Financial Officer and the Chair of the Board's Finance Committee have finally completed this Bond Resolution.

(b) The University's Chief Operating Officer is authorized to negotiate, execute and deliver, in necessary and appropriate form, the following documents:

(1) an Official Statement in preliminary and final forms relating to the offering of the Series 2008 Bonds for sale;

(2) the Bond Purchase Agreement relating to the purchase of the Series 2008 Bonds; and

(3) such other documents and instruments as he deems necessary or appropriate in connection with the issuance of the Series 2008 Bonds, including without limitation any interest rate swaps or other hedge mechanisms and any dedicated line of credit, standby bond purchase agreement or other liquidity facility related to the Series 2008 Bonds, so long as such documents and instruments do not conflict with the intent of this Resolution.

The distribution of such Official Statement, in preliminary and final forms, by the Underwriters is hereby authorized and approved.

Section 11.8 Bond Delivery. All directors, officers and employees of the University are hereby authorized to take all actions necessary to accomplish the delivery of the Series 2008 Bonds to purchasers thereof.

Section 11.9 Repeal of Inconsistent Provisions. Any prior resolutions or provisions of resolutions of the Board inconsistent with any provisions of this Resolution are hereby repealed.

Section 11.10 Paying Agent Reliance. In the absence of negligence or willful misconduct on its part, the Paying Agent may conclusively rely, as to the truth and correctness of the statements and the correctness of opinions expressed therein, upon any written or electronically transmitted communication, notice, direction or other documents furnished to the Paying Agent pursuant to the Resolution that it reasonably believes to be genuine and correct and to have been signed or sent by the proper person or, when determined necessary in its reasonable discretion, upon the written opinion of any attorney or opinion or certification of an expert believed by it to be qualified in relation to the subject matter, and the Paying Agent shall not be under any duty to make any investigation or inquiry as to statements contained in or matters referred to in any such instrument.

EXHIBIT A

No. R-

**UNITED STATES OF AMERICA
COMMONWEALTH OF VIRGINIA****THE RECTOR AND VISITORS OF THE
UNIVERSITY OF VIRGINIA****GENERAL REVENUE PLEDGE BOND
SERIES 2008**

INTEREST RATE: _____% MATURITY DATE: June 1, _____ DATED DATE: _____, 2008 CUSIP:

REGISTERED OWNER:

PRINCIPAL AMOUNT:

The Rector and Visitors of the University of Virginia (the "University"), an educational institution established by the Commonwealth of Virginia, for value received, hereby promises to pay, solely from the revenues provided therefor, as hereinafter set forth, to the registered owner named above, on the maturity date set forth above (or earlier as hereinafter set forth), upon the presentation and surrender hereof, the principal sum set forth above and to pay, solely from such revenues, interest thereon from the date hereof at the rate per annum set forth above, until payment of said principal sum. Both the principal of and the interest on this Series 2008 Bond are payable in any coin or currency of the United States of America which on the respective dates of payment thereof is legal tender for the payment of public and private debts. The principal or redemption price of this Series 2008 Bond shall be payable, upon surrender of this Series 2008 Bond, at the office of The Bank of New York, _____, _____, as Paying Agent and Registrar, or at the principal corporate trust office of any successor Paying Agent appointed pursuant to the Series 2008 Resolutions (hereinafter defined). Payment of interest on this Series 2008 Bond shall be made by check or draft mailed on the applicable Interest Payment Date to the registered owner as of the close of business on the 15th date of the month immediately preceding such Interest Payment Date (a "Record Date") at its address as it appears in the registration books of the Registrar appointed pursuant to the Series 2008 Resolutions. The term "Interest Payment Date" with respect to the Series 2008 Bonds means each June 1 and December 1, commencing December 1, 2008.

This Series 2008 Bond shall bear interest from the Interest Payment Date next preceding the date on which it is authenticated, unless this Series 2008 Bond is (a) authenticated before the first Interest Payment Date following the initial delivery of the Series 2008 Bonds, in which case it shall bear interest from its dated date, or (b) authenticated upon an Interest Payment Date, in which case it shall bear interest from such Interest Payment Date; provided, however, that if at the time of authentication of this Series 2008 Bond interest is in default, this Series 2008 Bond

shall bear interest from the date to which interest has been paid. Interest on this Series 2008 Bond shall be computed on the basis of a 360-day year of twelve 30-day months.

The University shall not be obligated to pay the principal of or interest on this Series 2008 Bond except from the Pledged Revenues of the University and other legally available moneys, all as provided in the Series 2008 Resolutions. "Pledged Revenues" are all of the revenues now or hereafter lawfully available to the University which are not required by law, by binding contract entered into prior to the adoption of the Series 2008 Resolutions or, in certain circumstances described in the Series 2008 Resolutions, by binding contract entered into subsequent to the date of the Series 2008 Resolutions, to be devoted to some other purpose. This Series 2008 Bond and the interest hereon shall not be deemed to constitute a debt or liability of the Commonwealth of Virginia, legal, moral or otherwise. Neither the Commonwealth of Virginia nor the University shall be obligated to pay the principal of or interest on this Series 2008 Bond or other costs incident hereto except from the sources noted above, and neither the faith and credit nor the taxing power of the Commonwealth of Virginia are pledged to the payment of the principal of or interest on this Series 2008 Bond or other costs incident hereto.

This Series 2008 Bond is one of a duly authorized issue of Bonds of the University aggregating _____ (\$_____) in principal amount, known as "General Revenue Pledge Bonds, Series 2008" (the "Series 2008 Bonds"), issued pursuant to resolutions adopted by the Board of Visitors of the University (the "Board") on April __, 2008 (the "Series 2008 Resolutions"). This Series 2008 Bond is issued and the Series 2008 Resolutions was adopted under and pursuant to the Constitution and laws of the Commonwealth of Virginia, particularly Chapter 4.10, Title 23, Code of Virginia of 1950, as amended (the "Act") to finance the costs of certain capital improvements at the University and to refund certain outstanding indebtedness of the University. Reference is hereby made to the Series 2008 Resolutions for the provisions, among others, with respect to the custody and application of the proceeds of Bonds issued under the Series 2008 Resolutions, the funds charged with and pledged to the payment of the interest on and the principal of the Series 2008 Bonds, the nature and extent of the security, the terms and conditions on which the Series 2008 Bonds are or may be issued, the rights, duties and obligations of the University and the rights of the holders of the Series 2008 Bonds. Capitalized terms not defined herein shall be as defined in the Series 2008 Resolutions. By the acceptance of this Series 2008 Bond, the holder hereof assents to all of the provisions of the Series 2008 Resolutions.

The Series 2008 Bonds maturing on or after June 1, 2019, are subject to optional redemption by the University on or after June 1, 2018, in whole or in part at any time (in any integral multiple of \$5,000) at a redemption price equal to 100% of the principal amount of Series 2008 Bonds to be redeemed plus accrued interest to the redemption date.

The Series 2008 Bonds maturing on June 1, 20__, are subject to mandatory redemption by the University at a redemption price of 100% of the principal amount of Series 2008 Bonds to be redeemed, plus accrued interest, on June 1 in the following years and in the following amounts:

<u>Year</u>	<u>Amount</u>
-------------	---------------

* Final Maturity

This Series 2008 Bond is also subject to redemption in whole or in part on any date, at the option of the University, from the proceeds of casualty insurance or condemnation awards, at a redemption price equal to 100% of the principal amount thereof to be redeemed, without premium, plus accrued interest to the redemption date, if all or any part of the Project is damaged, destroyed or taken through the exercise of the power of eminent domain and the University has determined not to use such proceeds to replace or rebuild the damaged, destroyed or taken property.

Subject to applicable procedures of the Securities Depository while the Series 2008 Bonds are held in book-entry only form by the Securities Depository, if less than all of the Series 2008 Bonds are to be called for redemption, the Series 2008 Bonds to be redeemed shall be selected by the University in such manner as the University in its discretion may determine.

If any of the Series 2008 Bonds or portions thereof are called for redemption, the Paying Agent shall mail a notice of the call for redemption, identifying the Series 2008 Bonds or portions thereof to be redeemed, not less than 30 nor more than 60 days prior to the redemption date, to the registered owner of each Series 2008 Bond to be redeemed, at its address as it appears on the registration books kept by the Registrar. Provided funds for their redemption are on deposit at the place of payment on the redemption date, all Series 2008 Bonds so called for redemption shall cease to bear interest on such date, shall no longer be secured by the Pledged Revenues and shall not be deemed to be outstanding under the terms of the Series 2008 Resolutions. If a portion of this Series 2008 Bond is called for redemption, a new Series 2008 Bond in principal amount equal to the unredeemed portion hereof will be issued to the registered owner upon the surrender hereof.

This Series 2008 Bond is transferable by the registered owner, in person or by its attorney duly authorized in writing, at the office of the Registrar, upon presentation of a written instrument of transfer and surrender of this Series 2008 Bond to the Registrar for cancellation. Upon the transfer, a new Series 2008 Bond or Bonds of the same aggregate principal amount, maturity date and interest rate will be issued to the transferee. No transfer will be effective unless represented by such surrender and reissue. This Series 2008 Bond may also be exchanged at the office of the Registrar for a new Series 2008 Bond or Bonds of the same aggregate principal amount, maturity date and interest rate without transfer to a new registered owner. Exchanges and transfers will be without expense to the holder except for applicable taxes or other governmental charges, if any. The Registrar shall not be required to transfer or exchange any Series 2008 Bond selected or called for redemption pursuant to the provisions hereof or from a Record Date through the next succeeding Interest Payment Date. All Bonds delivered in exchange or transfer shall be dated so that neither gain nor loss results from the transfer or exchange.

The University, the Paying Agent and the Registrar may treat the registered owner as the absolute owner of this Series 2008 Bond for all purposes, notwithstanding any notice to the contrary.

Neither the members of the Board nor any person executing this Series 2008 Bond are liable personally hereon or subject to any personal liability or accountability by reason of the issuance hereof.

This Series 2008 Bond will not be valid until the Certificate of Authentication has been signed by the Registrar.

The holder of this Series 2008 Bond shall have no right to enforce the provisions of the Series 2008 Resolutions or to institute action to enforce the covenants therein, or to take any action with respect to any event of default under the Series 2008 Resolutions, or to institute, appear in or defend any suit or other proceeding with respect thereto, except as provided in the Series 2008 Resolutions.

All acts, conditions and things required by the Constitution and laws of the Commonwealth of Virginia and by the rules and regulations of the Board to happen, exist and be performed precedent to and in the issuance of this Series 2008 Bond have happened, exist and have been performed as so required.

IN WITNESS WHEREOF, The Rector and Visitors of the University of Virginia has caused this Series 2008 Bond to be issued and caused this Series 2008 Bond to bear the manual or facsimile signatures of its Executive Vice President and Chief Operating Officer and its official seal to be impressed, imprinted, reproduced or lithographed hereon, all as of _____, 2008.

[SEAL]

Executive Vice President and
Chief Operating Officer of
the University of Virginia

CERTIFICATE OF AUTHENTICATION

This Series 2008 Bond is one of the Bonds described in the within mentioned Series 2008 Resolutions.

Date of Authentication: _____, as Registrar
_____, ____

Authorized Signatory

FORM OF ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sell, assigns and transfers unto

[Please print or typewrite name and address, including zip code, of Transferee]

PLEASE INSERT SOCIAL SECURITY OR
OTHER IDENTIFYING NUMBERS OF TRANSFEREE

the within Bond and all rights, thereunder, and hereby irrevocably constitutes and appoints _____ attorney to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Registered Owner

The signature above must correspond to the name of the Registered Owner as it appears on the front of this Series 2008 Bond in every particular, without alteration or enlargement or any change whatsoever.

Signature Guaranteed:

Notice: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

EXHIBIT B
REQUISITION VOUCHER

Voucher No. _____

State Treasurer
Commonwealth of Virginia
101 North 14th Street
Richmond, Virginia 23219
Attention: Treasury Department

or

[Other Custodian Address]

This Voucher is submitted in connection with the Series 2008 Resolutions (the "Series 2008 Resolutions") adopted on April __, 2008 by the Board of Visitors of The Rector and Visitors of the University of Virginia (the "University"). The Series 2008 Resolutions authorizes the issuance of general revenue pledge bonds of the University as Series 2008 Bonds (the "Series 2008 Bonds"). The undersigned requests payment of the following obligation or obligations from the "Construction Fund") pursuant to Section 4.2 of the Series 2008 Resolutions.

Payee:

Address:

Amount to be paid:

Purpose (in reasonable detail) for which the obligations(s) to be paid was incurred:

The undersigned certifies that:

(i) The obligation stated on the requisition has been incurred to pay the Cost of the Project, each item is a proper charge against the appropriate Construction Fund and

is a cost permitted under the Act and the obligation has not been the basis for a prior requisition which has been paid; and

(ii) At the date of this certificate, no Event of Default has occurred which has not been cured or waived, and no event exists which, with notice or lapse of time or both, would constitute an Event of Default.

Unless otherwise defined, each capitalized term used in this Requisition shall have the meaning given it in the Series 2008 Resolutions.

Date: _____

THE RECTOR AND VISITORS OF
UNIVERSITY OF VIRGINIA,
Authorized Officer

By: _____

Title: _____

UNIVERSITY OF VIRGINIA
FINANCIAL STANDARDS
2006-2007 Performance

Measure: An unqualified opinion from the Auditor of Public Accounts (APA) upon the audit of the public institution's financial statements

Result: Unqualified opinion received on statements for year ended June 30, 2007.

Measure: No significant audit deficiencies attested to by the APA

Result: No significant audit deficiencies in the APA's internal control report for the year ended June 30, 2007.

Measure: Substantial compliance with all financial reporting standards approved by the State Comptroller

Result: Completed.

Measure: Substantial attainment of accounts receivable standards approved by the State Comptroller, including but not limited to, any standards for outstanding receivables and bad debts

Result: Standard is accounts greater than 120 days past due must be less than 10 percent of total receivables. At June 30, 2007 accounts more than 120 days past due were 8.8 percent of total receivables.

Measure: Substantial attainment of accounts payable standards approved by the State Comptroller including, but not limited to, any standards for accounts payable past due.

Result: Prompt pay standard is 95 percent of bills accepted and on time. For 2006-2007, performance was 99 percent prompt pay.

Measure: Institution complies with a debt management policy approved by its governing board that defines the maximum percent of institutional resources that can be used to pay debt service in a fiscal year, and the maximum amount of debt that can be prudently issued within a specified period.

Result: UVa has a Board of Visitors-approved debt policy, with which we are in compliance. This policy was held up as a best practice in a very recent State Auditor report on debt statewide.

UNIVERSITY OF VIRGINIA
HUMAN RESOURCES
2006-2007 Performance Measures

General Accountability Measures

- No material audit findings
- Compliance with Board of Visitors approved restructuring policy
- Compliance with Restructuring Act reporting requirements

Specific Performance Measures

Measure	Benchmark	FY 2005-2006 Baseline	FY 2006- 2007
Percentage of turnover as an indicator of staff stability and staff satisfaction	Average percentage turnover rate should trend with College and University Personnel Administrators ("CUPA")-Human Resources ("HR") benchmark. <u>2001 CUPA Benchmarks:</u> Average range of 9 percent - 11 percent	10.9 percent	10.5 percent
Internal transfers/promotions as a percentage of total number of hires as a measure of the extent to which the institution hires or promotes from within	Percentage rate should be equal to or greater than CUPA-HR benchmark <u>2001 CUPA Benchmarks:</u> Average range of 18 percent - 41 percent	58.8 percent	54.0 percent
Average number of days to classify new positions or reclassify a staff position as a measure of effectiveness of the classification process	Average should be equal to or less than CUPA-HR benchmark. <u>2001 CUPA Benchmarks:</u> Average range of 7 - 16 days	33 days	17 days

Measure	Benchmark	FY 2005-2006 Baseline	FY 2006- 2007
Average number of days to hire staff, from recruitment posting to the candidate's acceptance or effective date of hire (start date)	Trend data against baseline average in 2005-2006.	74 days ** ** Candidate acceptance date	75 days
Compliance with Restructuring Act election provisions	Track percent of (i) total employees who are participating in the state HR system and (ii) current employees who have elected to participate in the institutional HR system	N/A	N/A

UNIVERSITY OF VIRGINIA
 PROCUREMENT AND SURPLUS PERSONAL PROPERTY
 2006-2007 Performance Measures

General Accountability Measures

- Compliance with current and/or revised Commonwealth management standards, including prompt pay compliance and no material audit findings
- Compliance with Board of Visitors approved restructuring policy and procurement rules document

Specific Performance Measures

Measure	Benchmark	FY 2005-2006 Baseline	FY 2006-2007
Goals established in the plan submitted to the state under current law for Small, Woman-owned and Minority-owned procurement. Performance will be reported quarterly.	Accomplishment of goals and improvement on previous performance	Plan: 36 percent Actual: 41.8 percent Actual to Plan: 116 percent SWaM dollars: \$109,438,308	40 percent 43.3 percent 108 percent \$130,128,786
Maximize operational efficiencies and economies through the adoption of best practices for electronic procurement	Increased use of electronic procurement as measured by dollar value	\$219,485,503 in spend sent to eVa	\$315,114,341 in spend sent to eVa
Volume of cooperative procurements	Measure increase in the number of existing contracts renewed and new contracts over the number of current contracts	493	615
Vendor protests with a legal basis for the protest	Number of such vendor protests as compared to 2005-2006	0	0

UNIVERSITY OF VIRGINIA
INFORMATION TECHNOLOGY
2006-2007 Performance Measures

General Accountability Measures

- Campus infrastructure supporting the expansion of cutting-edge research and new forms of instruction consistent with peer research institutions
- Facilities and support for high performance computing and communications and large scale (i.e. peta-scale) data repositories consistent with peer research institutions
- Compliance of institution's security programs with professional best practices
- Development and implementation of up-to-date institutional information technology strategic plan
- Compliance with Board of Visitors approved restructuring policy

Specific Performance Measures

Measure	Benchmark	FY 2005-2006 Baseline	FY 2006-2007
Major information technology projects will be completed on approved schedules and within approved budgets	Projects are completed on time and within budget at a rate that matches industry	None completed	100 percent compared to the 2006 industry average of 35 percent ¹ . One major project, UVa Marketplace, was completed. The Pre-implementation Phase of the Student Systems Project was also completed. Both were on time and within budget.
All faculty and students have convenient access to a distributed learning and collaboration environment, with course	Percent (based on individual university metric) of all courses utilizing technically up-to-date course management	96.8 percent of UVa's fall 2005 & spring 2006 courses utilized course management systems. 7,998 unique users of MyUVa portal	95.5 percent of UVa's Fall 2006 & Spring 2007 courses utilizing course management systems. 31.8 percent of UVa's College at

¹ Source: Standish Group 2006 CHAOS Survey

Measure	Benchmark	FY 2005-2006 Baseline	FY 2006-2007
management systems in support of such services as online content; student information and library systems upgraded as major changes in technology warrant ²	systems		Wise's Fall 2006 & Spring 2007 courses utilizing course management systems. 8,660 unique users of MyUVa Portal 3,602 unique users of the "Collab" collaborative environment
Institutions will leverage their collective expertise to save money and help strengthen security programs	There is evidence of collaboration among institutions, such as the Higher Education Virginia Alliance for Security Computing and Networking (VA SCAN)	Engaged in these significant collaborations: <ul style="list-style-type: none"> • Virginia HE CIO Council • Virginia Alliance for Secure Computing & Networking • Association of Collegiate Computing Services • Implementation of Vortex (connection to National Lambda Rail) • Southeastern University Research Association • ACC Chief Information Officers summits 	Engaged in these significant collaborations: <ul style="list-style-type: none"> • Virginia HE CIO Council • Virginia Alliance for Secure Computing & Networking • Association of Collegiate Computing Services • Implementation of Vortex (connection to National Lambda Rail) • Southeastern University Research Association • ACC Chief Information Officers summits

² The University is currently piloting new tools, such as "Collab," for support of the learning and collaboration environment. Because of this planned migration to newer tools, usage statistics for the legacy course management systems will decline and those for the new capabilities will rise over time.

Measure	Benchmark	FY 2005-2006 Baseline	FY 2006-2007
		<ul style="list-style-type: none"> • National Internet2 and EDUCAUSE task forces • National Common Solutions Group 	<ul style="list-style-type: none"> • National Internet2 and EDUCAUSE task forces • National Common Solutions Group • Virginia Tech/UVa disaster recovery & research computing collaboration.
<p>The institution complies with policies for the procurement of information technology goods and services, including professional services, that are consistent with the requirements of §23-38.110 of the Restructured Higher Education Financial and Administrative Operations Act and that include provisions addressing cooperative arrangements for such procurement as described in §23-38.110</p>	<p>Results of external and internal audits indicate compliance</p>	<p>IT goods and services are procured in compliance with the appropriate policies.</p> <p>No audit findings</p>	<p>IT goods and services are procured in compliance with the appropriate policies.</p>

UNIVERSITY OF VIRGINIA
FINANCE AND ACCOUNTING
2006-2007 Performance Measures

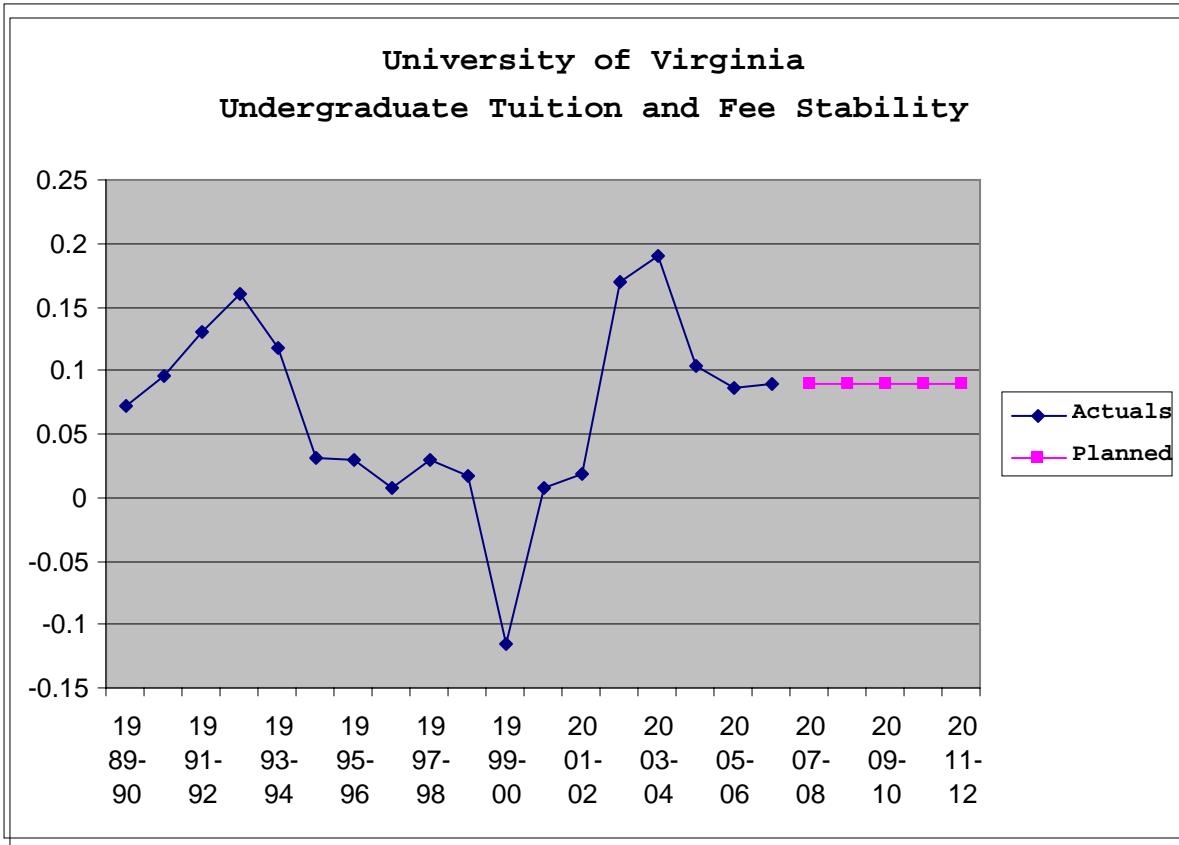
General Accountability Measures

- Compliance with current and/or revised Commonwealth management standards, including unqualified audit opinion and no material audit findings
- Compliance with Board of Visitors approved restructuring policy
- Maintain an independent and effective internal audit function reporting directly to the Board of Visitors and have no significant internal audit findings

Specific Performance Measures

Measure	Benchmark	FY 2005-2006 Baseline	FY 2006-2007
Stability of tuition and fee increases over time	Trend in-state undergraduate tuition and fee percentage increases from 1990-2005 compared to percentage increases over the timeframe of the six-year plan	See graph attached	See graph attached
Bond rating from at least one of three rating agencies	An unenhanced rating received in the last three years within the double-A range or better from either Moody's, S&P, or Fitch	AAA	AAA
Annualized investment returns earned on operating cash balances invested by the institution over a rolling three-year period	The annualized yield on the 91-day Treasury Bill Index over a rolling three-year period	Not applicable	The one-year return for the fiscal year, 7/1/06 to 6/30/07, on operating cash was 5.46 percent. Comparatively, the one-year return on the 91-day T-bill was 5.21 percent.
Debt burden ratio (actual)	Equal to or less than 7 percent	1.95 percent	2.18 percent

Measure	Benchmark	FY 2005-2006 Baseline	FY 2006-2007
annual debt service on long-term debt, excluding commercial paper or other bond anticipation notes, divided by total operating expenses)			
Write off of bad debts from tuition, fees, room, and board charges	Less than or equal to 1 percent of prior year's operating revenues, over a rolling three-year period	.006 percent	.004 percent
Percentage of recovery of delinquent accounts receivable sent to outside collection agencies or litigation	Greater than or equal to 10 percent of dollar value of the accounts referred to collection agencies, averaged over the last three years	16.35 percent	17.02 percent
Amount of need-based financial aid for undergraduate Virginia students	Trend data against a baseline calculation in 2005-2006	\$20,685,551	\$21,840,299
Amount of need-based grants for undergraduate Virginia students	Trend data against a baseline calculation in 2005-2006	\$14,215,897	\$16,007,299



UNIVERSITY OF VIRGINIA
CAPITAL OUTLAY, LEASES, AND REAL ESTATE
2006-2007 Performance Measures

General Accountability Measures

- No material audit findings
- Compliance with Board of Visitors-approved restructuring policy
- Regular reports to the Board of Visitors by designated building official related to his/her duties as official responsible for project compliance with building code. The building official has direct access to the Board of Visitors.
- Compliance with the Restructuring Act's reporting requirements for all Board of Visitors project authorizations
- All Certificates of Use issued subsequent to the State Fire Marshal's favorable occupancy report

Specific Performance Measures

Measure	Benchmark	FY 2005-2006 Baseline	FY 2006-2007
Number of days on average for institution to process change orders locally	25 days	4 days	3 days 285 change orders processed (total value of \$20,201,218) 22 days saved on average \$121,760 total cost savings
Number of days on average for institution to complete full code and fire and life safety reviews	71 days for new construction 42 days for renovation and infrastructure ³	11 days	11 days on average to complete code review. 16 days on average for new construction; 8 days for renovation. <u>Total cost savings:</u> \$280,078 for new construction \$112,078 for renovation
Number of days saved by Board of Visitors	Number of days that would have been required from Board	Not applicable	<u>Wise Chancellor's residence</u> (cost \$1 million)

³ No recent Bureau of Capital Outlay Management UVa review history as UVa has been completing delegated code reviews since 1996. This also represents review of CDs only.

Measure	Benchmark	FY 2005-2006 Baseline	FY 2006-2007
approval of NGF projects compared to state approval	of Visitors approval to: a) Appropriation Act effective date OR b) Governor emergency approval		221 days saved (compared to legislative process) 60 days saved (compared to Governor's emergency process) <u>McCue renovations</u> (cost \$3 million) 506 days saved (compared to legislative process) 60 days saved (compared to Governor's emergency process) <u>Total cost savings</u> \$476,430 over legislative process \$65,752 over Governor's emergency process
Average number of days for institution to approve a lease	Average number of days for Real Estate Services to approve a lease (UVa and VT proxy data) 187 days before delegation	Not available	11 days (average for 15 leases)