

**OKLAHOMA CAPITOL IMPROVEMENT AUTHORITY  
SPECIAL MEETING MINUTES  
WEDNESDAY, SEPTEMBER 8, 2021; 9:00 A.M.  
GOVERNOR'S LARGE CONFERENCE ROOM, OKLAHOMA STATE CAPITOL**

A meeting notice was filed with the Secretary of State and agenda posted in accordance with the Open Meeting Act.

**MEMBERS PRESENT:** J. Kevin Stitt, Governor  
Matt Pinnell, Lt. Governor  
Randy McDaniel, State Treasurer  
Charles Prater, Secretary-Member, Oklahoma Tax Commission  
Jerry Winchester, Director, Tourism and Recreation

**MEMBERS ABSENT:** Tim Gatz, Director, Oklahoma Dept. of Transportation  
Justin Brown, Director, Department of Human Services  
Steve Harpe, Director, OMES, State COO

**GUESTS:** Andrew Messer, OCIA Director, Office of the State Treasurer  
Alexandra Edwards, Senior Bond Analyst, OCIA  
Jamie Manoles, OCIA Assistant Director  
Maria Maule, Office of Attorney General  
David Herber, Deputy General Counsel, Office of the Governor  
Stuart England, Floyd Law Firm  
Jered Davidson, The Public Finance Law Group

**1. Call to order, certification of Open Meeting Act compliance, and establishment a quorum by roll call. [Chair, Governor Stitt]**

Governor Stitt called this special meeting to order at 9:10 a.m. The Governor was advised that notice of the meeting had been given and an agenda was posted in accordance with the Open Meeting Act.

**2. Discussion and possible action to approve the minutes of the August 4, 2021 special meeting. [Chair]**

Treasurer Randy McDaniel moved to approve the minutes of the meeting held August 4, 2021. Commissioner Charles Prater seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer McDaniel, aye; Commissioner Prater, aye; Director Winchester, abstain.

3. **Discussion and possible action on a Resolution approving and authorizing the issuance of not to exceed One Hundred Sixty-Four Million Dollars (\$164,000,000) Oklahoma State Regents for Higher Education Endowed Chairs Funding Program Bonds, Federally Taxable Series 2021A, or as further designated; for the purpose of providing additional funding of the state's contribution to the Regents' Endowment Trust Fund; approving the sale of the Bonds at negotiated sale; providing for a certificate of determination; specifying the terms and conditions of the Bonds; specifying the utilization of the lease agreement for use and occupancy and other agreements in connection with the financing; approving and authorizing the lease agreement for use and occupancy and providing other terms and conditions in connection with the Bonds; approving and authorizing all documents relating to the Bonds, including, but not limited to, the (a) Preliminary Official Statement, (b) Official Statement, (c) Continuing Disclosure Agreement, (d) Bond Purchase Agreement, (e) Lease Agreement for Use and Occupancy, (f) Transfer Agent/Registrar/Paying Agent and Custodian Agreement, and (g) all ancillary documents; authorizing OCIA officers to execute all documents in connection therewith; authorizing payment of costs of issuance of the Bonds; and authorizing OCIA officers, staff, and service providers to take necessary actions to structure, issue and deliver the Bonds. [Andrew Messer]**

Commissioner Charles Prater moved to approve the Resolution approving and authorizing the issuance of the Oklahoma State Regents for Higher Education Endowed Chairs Funding Program Bonds, as described in Agenda Item 3. Director Winchester seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer McDaniel, aye; Commissioner Prater, aye; Director Winchester, aye.

4. **Discussion and possible action on a Resolution approving and authorizing OCIA to enter into one or more loan agreements with the United States Department of Transportation in accordance with the Transportation Infrastructure Finance and Innovation Act (TIFIA) of 1998 to provide for TIFIA loan proceeds in the aggregate amount of not to exceed Two Hundred Million Dollars (\$200,000,000), excluding any capitalized interest and after providing for cost of issuance, for the purpose of providing funding of eligible project costs, as defined in the TIFIA loan agreement, for capital improvements to state highway and bridge assets identified by the Oklahoma Transportation Commission; specifying certain terms and conditions of the TIFIA loans; providing for certificates of determination; approving and authorizing the lease agreement for use and possession of the financed projects; approving and authorizing all documents relating to the TIFIA loans, including, but not limited to, one or more term sheets required under the TIFIA program, one or more notes to evidence the debt obligation of the Authority under each TIFIA loan agreement, and the transfer agent/registrar/paying agent and custodian agreement; authorizing payment of expenses related to the financings; authorizing the Authority's officers to execute all such documents in connection herewith; and authorizing the Authority's officers, staff and service providers to take necessary actions to structure, negotiate, finalize and deliver the TIFIA loan agreements and related documentation; and containing provision relating thereto. [Andrew Messer]**

Director Jerry Winchester moved to approve the Resolution approving and authorizing OCIA to enter into one or more loan agreements with the United States Department of Transportation in accordance with the Transportation Infrastructure Finance and Innovation Act of 1998, as described in Agenda Item 4. Treasurer Randy McDaniel seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer McDaniel, aye; Commissioner Prater, aye; Director Winchester, aye.

**5. Discussion and possible action to authorize OCIA staff to prepare and distribute request for proposals (RFPs) for professional services of trustee/paying agent and to accept the best qualified bid for the proposed loan agreements authorized by Section 350.1 of Title 73 of the Oklahoma Statutes (USDOT Transportation Infrastructure Finance Innovation Act loan). [Andrew Messer]**

Commissioner Charles Prater moved to authorize OCIA staff to prepare and distribute a request for proposals (“RFP”) for services of paying agent and to I move to authorize OCIA staff to accept the lowest conforming bid received pursuant to an RFP process for paying agent services related to the administration of the TIFIA Loan. Director Jerry Winchester seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer McDaniel, aye; Commissioner Prater, aye; Director Winchester, aye.

**6. Discussion and possible action to authorize OCIA to file an original action in the Oklahoma Supreme Court for validation of the obligations authorized pursuant to Section 350.1 of Title 73 of the Oklahoma Statutes (USDOT Transportation Infrastructure Finance and Innovation Act loan). [Andrew Messer & Maria Maule]**

Director Jerry Winchester moved to file an original action in the Oklahoma Supreme Court for validation of the obligations authorized pursuant to Section 350.1 of Title 73 of the Oklahoma Statutes (USDOT Transportation Infrastructure Finance and Innovation Act loan). Treasurer Randy McDaniel seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer McDaniel, aye; Commissioner Prater, aye; Director Winchester, aye.

**7. Adjournment**

There being no further business, Commissioner Charles Prater made the motion to adjourn. Lieutenant Governor Pinnell seconded the motion. Seeing no opposition, the meeting adjourned at 9:29 am,