

**OKLAHOMA CAPITOL IMPROVEMENT AUTHORITY
SPECIAL MEETING MINUTES
Wednesday, March 13, 2024, 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
Shelley Zumwalt, Executive Director, Tourism and Recreation
John Suter, Executive Director, OMES
Charles Prater, Secretary-Member, Oklahoma Tax Commission
Dr. Deborah Shropshire, Executive Director, Human Services

MEMBERS ABSENT: Todd Russ, State Treasurer
Tim Gatz, Executive Director, Oklahoma Department of Transportation

STAFF: Jamie Manoles, OCIA Director
Alexandra Edwards, Deputy Treasurer for Debt Management
Luis Estrada, Senior Bond Analyst
Maria Maule, Senior Assistant Attorney General, OCIA Counsel

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

Governor Stitt called the special meeting to order at 9:13 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. Review, discussion, and possible action to approve the minutes of the February 28, 2024, meeting. [Chair, Governor Stitt]

Lt. Governor Pinnell moved to approve the minutes of the meeting held February 28, 2024. Executive Director Suter seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Executive Director Zumwalt, aye; Executive Director Suter, aye; Commissioner Prater, aye; and Executive Director Dr. Shropshire, aye.

- 3. Discussion and possible action on a Supplemental Resolution approving and authorizing the issuance of not to exceed One Hundred Thirty-five Million (\$135,000,000) State Facilities Refunding Revenue Bonds, Series 2024A (Office of the Attorney General, Native American Cultural and Educational Authority, Oklahoma State Bureau of Investigation (“OSBI”), and State Regents for Higher Education) or as further designated, for the purpose of refunding the outstanding portion of the Authority’s State Facilities Refunding Revenue Bonds, Series 2014A, pursuant to 73 O.S., § 156.1, as amended; paying costs of issuance of the Bonds and capitalizing interest, if any, on the Bonds for a period not to exceed one year from the date of issuance; approving the sale of the Bonds at negotiated sale; providing for a certificate of determination; specifying the terms and conditions of the Bonds; specifying utilization of lease agreements for use and occupancy and other agreements in connection with the financing; approving and authorizing the continued use of the lease agreements for use and occupancy and transmittal letters thereunder; providing for the collection of payments from such agencies and entities; 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) Transfer Agent/Registrar/Paying Agent and Custodian Agreement, and (f) all ancillary documents; authorizing OCIA officers to execute all documents in connection therewith; and authorizing OCIA officers, staff, and service providers to take necessary actions to structure, issue, and deliver the Bonds. [Jamie Manoles]**

Commissioner Prater moved to approve the Supplemental Resolution authorizing the issuance of State Facilities Refunding Revenue Bonds, Series 2024A, for the purpose of refunding the outstanding portion of the Authority’s Series 2014A Bonds, and authorizing staff to take actions necessary to complete the transaction. Lt. Governor Pinnell seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Executive Director Zumwalt, aye; Executive Director Suter, aye; Commissioner Prater, aye; and Executive Director Dr. Shropshire, aye.

- 4. Discussion and possible action on a Supplemental Resolution approving and authorizing the issuance of not to exceed Fifty-five Million (\$55,000,000) State Facilities Refunding Revenue Bonds, Series 2024B (State Regents for Higher Education) or as further designated, for the purpose of refunding the outstanding portion of the State Agency Facilities Refunding Revenue Bonds, Series 2014C, pursuant to 73 O.S., § 156.1, as amended; paying costs of issuance of the Bonds and capitalizing interest, if any, on the Bonds for a period not to exceed one year from the date of issuance; approving the sale of the Bonds at negotiated sale; providing for a certificate of determination; specifying the terms and conditions of the Bonds; specifying utilization of lease agreements for use and occupancy and other agreements in connection with the financing; approving and authorizing the continued use of the lease agreements for use and occupancy and transmittal letters thereunder; providing for the collection of payments from such agencies and entities; 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) Transfer Agent/Registrar/Paying Agent and Custodian Agreement, and (f) all ancillary documents; authorizing OCIA officers to execute all documents in connection therewith; and authorizing OCIA officers, staff, and service providers to take necessary actions to structure, issue, and deliver the Bonds. [Jamie Manoles]

Executive Director Suter moved to approve the Supplemental Resolution authorizing the issuance of State Facilities Refunding Revenue Bonds, Series 2024B, for the purpose of refunding the outstanding portion of the Authority's Series 2014C Bonds, and authorizing staff to take actions necessary to complete the transaction. Executive Director Zumwalt seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Executive Director Zumwalt, aye; Executive Director Suter, aye; Commissioner Prater, aye; and Executive Director Dr. Shropshire, aye.

5. Discussion and possible action to amend the OCIA State Facilities Revenue Bonds, Series 2005D lease agreement between the OSBI and OCIA, dated July 1, 2005, by removing the Southwestern Regional Forensic Lab and Criminal Investigation Offices, located at 5 Northeast 22nd in Lawton, Oklahoma, from the Exhibit A, upon receipt of OSBI's contribution at refunding. [Jamie Manoles]

Executive Director Zumwalt moved to approve the proposed amendment to the original Series 2005D lease agreement upon receipt of OSBI's contribution to the refunding. Lt. Governor Pinnell seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Executive Director Zumwalt, aye; Executive Director Suter, aye; Commissioner Prater, aye; and Executive Director Dr. Shropshire, aye.

6. Discussion and possible action to approve the Memorandum of Understanding ("MOU") between the Oklahoma State University Veterinary Medicine Authority ("OSUVMA") and OCIA, which includes a revision from the standard agreement approved by the Authority on August 10, 2023, to reflect OSUVMA's statutory exemption from the Oklahoma Central Purchasing Act, as set forth in 2 O.S., § 4005(l). [Jamie Manoles & Maria Maule]

Executive Director Dr. Shropshire moved to approve the amended Memorandum of Understanding for OSUVMA. Commissioner Prater seconded the motion. The motion passed and the following votes recorded.

Governor Stitt, aye; Lt. Governor Pinnell, aye; Executive Director Zumwalt, aye; Executive Director Suter, aye; Commissioner Prater, aye; and Executive Director Dr. Shropshire, aye.

7. Adjournment.

There being no further business, Executive Director Dr. Shropshire made the motion to adjourn. Executive Director Suter seconded the motion. Seeing no opposition, the meeting adjourned at 9:23 a.m.

Governor Stitt, aye; Lt. Governor Pinnell, aye; Executive Director Zumwalt, aye; Executive Director Suter, aye; Commissioner Prater, aye; and Executive Director Dr. Shropshire, aye.