

## AGENDA

**Special Teleconference Meeting of the  
Trustees of Oklahoma Industries Authority (the “Authority”)  
Friday, April 3, 2020 at 11:15 a.m.  
Via Teleconference**

*This meeting will be by teleconferencing for the members of the Authority as authorized by SB 661, and the state of emergency declared by Gov. Kevin Stitt within Oklahoma on March 15, 2020. If a member of the public wishes to participate via teleconference the meeting can be accessed by dialing 1 (712) 775-7270, Access Code 356868. Members of the Authority appearing via teleconference:*

Clayton I. Bennett, Chair (via teleconference)  
Kirk Humphreys (via teleconference)  
J. W. Mashburn (via teleconference)  
Ronald J. Norick (via teleconference)  
Roy H. Williams (via teleconference)

*Written materials for this meeting are available to the public at:*

<https://www.theallianceokc.org/2020-meetings>

Presiding: Clayton I. Bennett, Chair

The following agenda items may include actions, approvals, disapprovals and voting as desired by the Trustees:

- 2303 Determination of Quorum
- 2304 Consider and take action with respect to a Resolution authorizing the Oklahoma Industries Authority to issues its Lease Revenue Refunding Note, Taxable Series 2020 (Oklahoma County Facilities Project) (the “Note”) in the aggregate principal amount of not to exceed \$9,250,000; waiving competitive bidding and authorizing the Note to be sold on a negotiated basis and approving and authorizing the execution of a rate lock agreement and/or commitment letter; Authorizing a Certificate of Determination setting forth the interest rates, redemption provisions, size and maturity of the Note; approving and authorizing execution of a Series 2020 Supplemental Bond Indenture as it amends a Bond Indenture, or in the alternative authorizing execution of a new bond or note indenture authorizing the issuance and securing the payment of the Note (collectively, the “Indenture”); approving and authorizing execution of a Second Amendment to Lease Purchase Agreement; providing that the

organizational document creating the Authority is subject to the provisions of said Indenture; approving and authorizing the execution of an Escrow Deposit Agreement; and authorizing security, and other documents pertaining to the Note; designating an authority officer; and containing other provisions relating thereto.

2305 Receive and discuss report of General Manager, with related actions as desired by the Trustees

2306 Adjournment

**Agenda Item 2304**

THE TRUSTEES OF THE OKLAHOMA INDUSTRIES AUTHORITY MET IN SPECIAL TELEPHONIC SESSION, ON THE 3<sup>RD</sup> DAY OF APRIL, 2020, AT 11:15 O'CLOCK A.M.

PRESENT:

ABSENT:

Notice of this special meeting was given in writing to the County Clerk of Oklahoma County, Oklahoma, forty-eight (48) hours prior to such meeting and public notice of this meeting was posted in prominent view at the office of the Authority as well as at the place of said meeting twenty-four (24) hours prior to this meeting, excluding Saturdays, Sundays and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

**(OTHER PROCEEDINGS)**

THEREUPON, the Chairman introduced a Resolution and after discussion and upon motion by Trustee \_\_\_\_\_, seconded by Trustee \_\_\_\_\_, the Resolution was adopted by the following vote:

AYE:

NAY:

Said Resolution as adopted is as follows:

**RESOLUTION**

RESOLUTION AUTHORIZING THE OKLAHOMA INDUSTRIES AUTHORITY TO ISSUE ITS LEASE REVENUE REFUNDING NOTE, TAXABLE SERIES 2020 (OKLAHOMA COUNTY FACILITIES PROJECT) (THE "NOTE") IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$9,250,000; WAIVING COMPETITIVE BIDDING AND AUTHORIZING THE NOTE TO BE SOLD ON A NEGOTIATED BASIS AND APPROVING AND AUTHORIZING THE EXECUTION OF A RATE LOCK AGREEMENT AND/OR COMMITMENT LETTER; AUTHORIZING A CERTIFICATE OF DETERMINATION SETTING FORTH THE INTEREST RATE, REDEMPTION PROVISIONS, SIZE AND MATURITY OF THE NOTE; APPROVING AND AUTHORIZING EXECUTION OF A SERIES 2020 SUPPLEMENTAL BOND INDENTURE AS IT AMENDS A BOND INDENTURE, OR IN THE ALTERNATIVE AUTHORIZING THE EXECUTION OF A NEW BOND OR NOTE INDENTURE AUTHORIZING THE ISSUANCE

AND SECURING THE PAYMENT OF THE NOTE (COLLECTIVELY, THE "INDENTURE"); APPROVING AND AUTHORIZING EXECUTION OF A SECOND AMENDMENT TO LEASE PURCHASE AGREEMENT; PROVIDING THAT THE ORGANIZATIONAL DOCUMENT CREATING THE AUTHORITY IS SUBJECT TO THE PROVISIONS OF SAID INDENTURE; APPROVING AND AUTHORIZING THE EXECUTION OF AN ESCROW DEPOSIT AGREEMENT; AND AUTHORIZING SECURITY, AND OTHER DOCUMENTS PERTAINING TO THE NOTE; DESIGNATING AN AUTHORITY OFFICER; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

WHEREAS, pursuant to a Trust Indenture dated as of December 15, 1966, as amended, for the use and benefit of Oklahoma County, Oklahoma (herein called "County"), under the authority of and pursuant to the provisions of Title 60, Oklahoma Statutes 2011, Sections 176 *et seq.*, as amended (the "Act"), the Oklahoma Industries Authority (the "Authority") has been duly established as a public trust and an agency of the State of Oklahoma (the "State") for public purposes as therein provided; and

WHEREAS, the County, designated in said Trust Indenture as the beneficiary thereof, acting through its Board of County Commissioners, has adopted a Resolution accepting the beneficial interest therein on behalf of said County; and

WHEREAS, the Authority is authorized under said Trust Indenture and the Act to issue revenue bonds or notes, to provide funds to finance and refinance facilities for the use of the County, as well as stimulate the economy of the County and provide additional employment opportunities within and without the territorial limits of the County; and

WHEREAS, the Authority has previously issued its Lease Revenue Refunding Bonds, Taxable Series 2012A (Oklahoma County Facilities Project) (the "2012A Bonds") for the purpose of refunding the outstanding principal amount of its Lease Revenue Bonds, Series 2003A and Lease Revenue Bonds, Taxable Series 2003B which were originally issued to assist the County in financing certain public and private improvements including construction of parking facilities; and

WHEREAS, it has come to the attention of the Oklahoma County Public Buildings Authority (the "PBA") and the County that substantial savings can be realized by the refunding of the 2012A Bonds and the PBA and County have requested the Authority to issue a new series of bonds or notes for such purpose; and

WHEREAS, the Authority has determined to issue its Lease Revenue Refunding Note, Taxable Series 2020 (Oklahoma County Facilities Project) in the aggregate principal amount of not to exceed \$9,250,000 for the purpose of providing funds to refund a portion of the outstanding amount of the 2012A Bonds (the "Refunding"); and

WHEREAS, the Authority has determined that the Refunding will be in furtherance of the purposes of the Act and the Trust Indenture creating the Authority.

NOW, THEREFORE, BE IT RESOLVED BY THE TRUSTEES OF THE OKLAHOMA INDUSTRIES AUTHORITY:

SECTION 1. INDEBTEDNESS AUTHORIZED; CERTIFICATE OF DETERMINATION. The Authority is authorized to incur an indebtedness by the issuance of its Lease Revenue Refunding Note, Taxable Series 2020 (Oklahoma County Facilities Project) for and on behalf of the County, in one or more series, in the aggregate principal amount of not to exceed \$9,250,000 (the “Note”) for the purpose of providing funds to (i) accomplish the Refunding; and (ii) pay certain costs associated with issuance of the Note. The average rate of interest on the Note shall not exceed 3.0% per annum, and the final maturity date shall be not later than June 1, 2033; provided however the PBA shall realize a minimum net present value savings of at least three percent (3%) after the payment of costs of issuance. The General Manager, Chairman or Vice Chairman shall be authorized to execute a Certificate of Determination establishing the final purchaser, principal amount, redemption provisions, maturity date, and interest rate on the Note. The Note shall not constitute an obligation of the County, the State of Oklahoma or any political subdivision or agency thereof or personal obligation of the Trustees of the Authority. The Note shall not be a general obligation of the Authority, but shall be a limited obligation of the Authority payable solely from and secured by the Trust Estate established therefor under the Indenture, including amounts received from or on account of the Public Buildings Authority.

SECTION 2. COMPETITIVE BIDDING WAIVED; RATE LOCK. Competitive bidding on the sale of said Note is waived and the Note is authorized to be sold to a financial institution (referred to herein as the “Purchaser”), at a price of par. The Authority hereby approves a Rate Lock Agreement (or as otherwise titled) with said Purchaser, and competitive bidding with respect to the indebtedness evidenced by said Rate Lock Agreement (or as otherwise titled) is waived and said indebtedness is hereby approved. The General Manager, Chairman or Vice Chairman shall designate the Purchaser within the Certificate of Determination referenced in Section 1 herein.

SECTION 3. INDENTURE. The Series 2020 Supplemental Note Indenture, as it amends that certain Bond Indenture dated as of July 1, 2003 (collectively, the “Indenture”), by and between the Authority and BancFirst, Oklahoma City, Oklahoma, as Trustee (the “Trustee”), authorizing the issuance of and securing the payment of the Note approved in Section 1 hereof, is hereby approved with such additions, omissions and changes as may be approved by the persons executing the same and the General Manager, Chairman or Vice Chairman and Secretary or Assistant Secretary of the Authority are authorized and directed to execute and deliver same for and on behalf of the Authority. Provided however, the Authority reserves the right and approves and authorizes the entering into a new Bond or Note Indenture by and between the Authority and Trustee if deemed necessary by Bond Counsel.

SECTION 4. LEASE PURCHASE AGREEMENT. The Second Amendment to Lease Purchase Agreement, as it amends that certain Lease Purchase Agreement dated as of July 1,

2003 (collectively, the “Lease Purchase Agreement”), by and between the Authority and PBA, is hereby approved and authorized. The Lease Purchase Agreement shall serve as additional security which may be pledged to the payment of the Note and the obligations of the PBA under said Lease Purchase Agreement are hereby approved. The General Manager, Chairman and Vice Chairman and Secretary or Assistant Secretary of the Authority are hereby authorized and directed to execute and deliver same for and on behalf of the Authority, with such additions, omissions and changes as may be approved by the persons executing the same, their execution being conclusive evidence of their approval of any such additions, omissions and changes.

**SECTION 5. ORGANIZATIONAL DOCUMENT SUBJECT TO THE INDENTURE.**

The organizational document creating the Authority is subject to the provisions of the Indenture referenced in Section 3 hereof.

**SECTION 6. ESCROW DEPOSIT AGREEMENT.**

The Authority hereby approves an Escrow Deposit Agreement by and between the Authority and BancFirst, as escrow agent (the “Escrow Deposit Agreement”), and the General Manager, Chairman and Secretary or in their absence or incapacity the Vice Chairman and Assistant Secretary of the Authority are authorized to execute and deliver said documents on behalf of the Authority.

**SECTION 7. AUTHORITY OFFICERS.**

Cathy O’Connor, General Manager and Assistant Secretary, and John Williams, General Counsel and Assistant Secretary of the Authority, are hereby designated and appointed to serve separately as an authorized Authority officer with respect to the Note, and in addition, are each specifically authorized to execute and deliver any and all documents or certificates in relation thereto and approve all other documents necessary or expedient for delivery of the Note.

**SECTION 8. EXECUTION OF NECESSARY DOCUMENTS.**

The General Manager, Chairman or Vice Chairman and Secretary or Assistant Secretary of the Authority are hereby authorized and directed on behalf of the Authority to execute and deliver the Note to the Purchaser upon receipt of the purchase price and are further authorized and directed to execute all necessary closing and delivery papers required by Bond Counsel including, but not limited to, the Note forms, closing certificates, or other security or securities-related documents, scope of services agreements for professional services associated with issuance of the Note, disbursement orders, or any other letter, representation or certification otherwise necessary and attendant to the issuance and delivery of the Note; approve the disbursement of the proceeds of the Note, including any costs of issuance; to approve and make any changes to the documents approved by this Resolution, for and on behalf of the Authority, the execution and delivery of such documents being conclusive as to the approval of any changes contained therein by the Authority; and to execute, record and file any and all the necessary financing statements, security instruments, including but not limited to the documents approved hereby, and to consummate the transaction contemplated hereby.

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RESOLUTION ADOPTED AND APPROVED this 3<sup>rd</sup> day of April, 2020.

OKLAHOMA INDUSTRIES AUTHORITY

(SEAL)

By \_\_\_\_\_  
Chairman

ATTEST:

\_\_\_\_\_  
Assistant Secretary

STATE OF OKLAHOMA            )  
  )SS  
COUNTY OF OKLAHOMA        )

I, the undersigned Assistant Secretary of the Oklahoma Industries Authority, hereby certify that the foregoing Resolution was adopted at a meeting of the Trustees thereof on April 3, 2020, and that the Oklahoma Open Meeting Law was complied with for said meeting.

\_\_\_\_\_  
Assistant Secretary

(SEAL)



THE TRUSTEES OF THE OKLAHOMA INDUSTRIES AUTHORITY MET IN SPECIAL SESSION IN THE ALLIANCE FOR ECONOMIC DEVELOPMENT CONFERENCE ROOM, SUITE 100 OF THE HIGHTOWER BUILDING AT 105 NORTH HUDSON, OKLAHOMA CITY, OKLAHOMA, ON THE 27<sup>TH</sup> DAY OF FEBRUARY 2020, AT 3:00 O'CLOCK P.M.

PRESENT: Clay Bennett, Kirk Humphreys, J.W. Mashburn and Roy Williams

ABSENT: Ron Norick

Notice of this special meeting was given in writing to the County Clerk of Oklahoma County, Oklahoma, forty-eight (48) hours prior to such meeting and public notice of this meeting was posted in prominent view at the office of the Authority as well as at the place of said meeting twenty-four (24) hours prior to this meeting, excluding Saturdays, Sundays and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

(OTHER PROCEEDINGS)

THEREUPON, the Chairman introduced a Resolution and after discussion and upon motion by Trustee Williams seconded by Trustee Humphreys, the Resolution was adopted by the following vote:

AYE: Bennett, Humphreys, Mashburn and Williams

NAY: None

Said Resolution as adopted is as follows:

**RESOLUTION**

RESOLUTION AUTHORIZING THE OKLAHOMA INDUSTRIES AUTHORITY TO ISSUE ITS LEASE REVENUE REFUNDING BONDS, TAXABLE SERIES 2020 (OKLAHOMA COUNTY FACILITIES PROJECT) (THE "BONDS") IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$9,250,000; WAIVING COMPETITIVE BIDDING AND AUTHORIZING THE BONDS TO BE SOLD ON A NEGOTIATED BASIS PURSUANT TO A BOND PURCHASE AGREEMENT; AUTHORIZING A CERTIFICATE OF DETERMINATION SETTING FORTH THE INTEREST RATES, REDEMPTION PROVISIONS, SIZE AND MATURITIES OF THE BONDS; APPROVING AND AUTHORIZING EXECUTION OF A SERIES 2020 SUPPLEMENTAL BOND INDENTURE; APPROVING AND AUTHORIZING EXECUTION OF SECOND AMENDMENT TO LEASE PURCHASE

BOND INDENTURE; APPROVING AND AUTHORIZING THE EXECUTION OF AN ESCROW DEPOSIT AGREEMENT; APPROVING THE PRELIMINARY OFFICIAL STATEMENT PERTAINING TO THE BONDS AND AUTHORIZING DISTRIBUTION OF THE SAME; APPROVING THE FORMS OF A CONTINUING DISCLOSURE AGREEMENT AND AN OFFICIAL STATEMENT, AS DEEMED NECESSARY BY STAFF; AND AUTHORIZING SECURITY, TAX AND OTHER DOCUMENTS PERTAINING TO THE BONDS; DESIGNATING AN AUTHORITY OFFICER; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

WHEREAS, pursuant to a Trust Indenture dated as of December 15, 1966, as amended, for the use and benefit of Oklahoma County, Oklahoma (herein called "County"), under the authority of and pursuant to the provisions of Title 60, Oklahoma Statutes 2011, Sections 176 *et seq.*, as amended (the "Act"), the Authority has been duly established as a public trust and an agency of the State of Oklahoma (the "State") for public purposes as therein provided, to be known as the Oklahoma Industries Authority (herein called "Authority"); and

WHEREAS, the County, designated in said Trust Indenture as the beneficiary thereof, acting through its Board of County Commissioners, has adopted a Resolution accepting the beneficial interest therein on behalf of said County; and

WHEREAS, the Authority is authorized under said Trust Indenture and the Act to issue revenue bonds, to provide funds to finance and refinance facilities for the use of the County, as well as stimulate the economy of the County and provide additional employment opportunities within and without the territorial limits of the County; and

WHEREAS, the Authority has previously issued is Lease Revenue Refunding Bonds, Taxable Series 2012A (Oklahoma County Facilities Project) (the "2012A Bonds") for the purpose of refunding the outstanding principal amount of its Lease Revenue Bonds, Series 2003A and Lease Revenue Bonds, Taxable Series 2003B which were originally issued to assist the County in financing certain public and private improvements including construction of parking facilities; and

WHEREAS, it has come to the attention of the Oklahoma County Public Building Authority (the "PBA") and the County that substantial savings can be realized by the refunding of the 2012A Bonds and the PBA and County have requested the Authority to issue a new series of bonds for such purpose; and

WHEREAS, the Authority has determined to issue its Lease Revenue Refunding Bonds, Taxable Series 2020 (Oklahoma County Facilities Project) in the aggregate principal amount of not to exceed \$9,250,000 for the purpose of providing funds to refund the outstanding amount of the 2012A Bonds (the "Refunding"); and

WHEREAS, the Authority has determined that the Refunding will be in furtherance of the purposes of the Act and the Trust Indenture creating the Authority.

NOW, THEREFORE, BE IT RESOLVED BY THE TRUSTEES OF THE OKLAHOMA INDUSTRIES AUTHORITY:

SECTION 1. INDEBTEDNESS AUTHORIZED; CERTIFICATE OF DETERMINATION. The Authority is authorized to incur an indebtedness by the issuance of its Lease Revenue Refunding Bonds, Taxable Series 2020 (Oklahoma County Facilities Project) for and on behalf of the County, in one or more series, in the aggregate principal amount of not to exceed \$9,250,000 (the "Bonds") for the purpose of providing funds to (i) accomplish the Refunding; and (ii) pay certain costs associated with issuance of the Bonds. The average rate of interest on the Bonds shall not exceed 5.0% per annum, and the final maturity date shall be not later than June 1, 2033; provided however the PBA shall realize a minimum net present value savings of at least three percent (3%) after the payment of costs of issuance. The Chairman or Vice Chairman shall be authorized to execute a Certificate of Determination establishing the final principal amount, redemption provisions, maturities, and interest rates on the Bonds. The Bonds shall not constitute obligations of the County, the State of Oklahoma or any political subdivision or agency thereof or personal obligations of the Trustees of the Authority. The Bonds shall not be general obligations of the Authority, but shall be limited obligations of the Authority payable solely from and secured by the Trust Estate established therefore under the Indenture, including amounts received from or on account of the Public Buildings Authority.

SECTION 2. DESIGNATING UNDERWRITERS; SALE OF BONDS, WAIVING COMPETITIVE BIDDING. The Bonds are hereby sold and authorized to be sold and delivered to D.A. Davidson & Co., as underwriter (the "Underwriter") at negotiated sale at a discount of not to exceed 1.0% representing the Underwriters' discount and not to exceed 4.0% representing original issue discount as shall be more fully described along with the maturities and interest rates as set forth in the Certificate of Determination on the day of pricing of the Bonds, provided the average rate of interest shall not exceed 5.0%, as authorized pursuant to a resolution of the PBA and Oklahoma County Commissioners. Competitive bidding for the Bonds is hereby waived and the Bonds are hereby authorized to be sold and delivered pursuant to the terms of the Bond Purchase Agreement defined in Section 3 herein, within the limits set out by Title 60 Okla. Stat. 2011, Section 176 *et seq.*, as amended.

SECTION 3. BOND PURCHASE AGREEMENT. The form of Bond Purchase Agreement between the Authority and the Underwriter (the "Bond Purchase Agreement"), is hereby approved with such additions, omissions and changes as may be approved by the persons executing the same, and the Chairman or Vice-Chairman and Secretary or Assistant Secretary of the Authority are authorized and directed to execute and deliver same for and on behalf of the Authority.

SECTION 4. INDENTURE. The Series 2020 Supplemental Bond Indenture, as it amends that certain Bond Indenture dated as of July 1, 2003, (collectively, the "Indenture"), by and between the Authority and BancFirst, Oklahoma City, Oklahoma, as Trustee (the "Trustee"),

authorizing the issuance of and securing the payment of the Bonds approved in Section 1 hereof, is hereby approved with such additions, omissions and changes as may be approved by the persons executing the same and the Chairman or Vice Chairman and Secretary or Assistant Secretary of the Authority are authorized and directed to execute and deliver same for and on behalf of the Authority.

SECTION 5. LEASE PURCHASE AGREEMENT. The Second Amendment to Lease Purchase Agreement, as it amends that certain Lease Purchase Agreement dated as of July 1, 2003 (collectively, the "Lease Purchase Agreement"), by and between the Authority and PBA, is hereby approved and authorized. The Lease Purchase Agreement shall serve as additional security which may be pledged to the payment of the Bonds and the obligations of the PBA under said Lease Purchase Agreement are hereby approved. The Chairman and Vice Chairman and Secretary or Assistant Secretary of the Authority are hereby authorized and directed to execute and deliver same for and on behalf of the Authority, with such additions, omissions and changes as may be approved by the persons executing the same, their execution being conclusive evidence of their approval of any such additions, omissions and changes.

SECTION 6. ORGANIZATIONAL DOCUMENT SUBJECT TO THE BOND INDENTURE. The organizational document creating the Authority is subject to the provisions of the Indenture referenced in Section 4 hereof.

SECTION 7. ESCROW DEPOSIT AGREEMENT. The Authority hereby approves an Escrow Deposit Agreement by and between the Authority and BancFirst, as escrow agent (the "Escrow Deposit Agreement"), and the Chairman and Secretary or in their absence or incapacity the Vice Chairman and Assistant Secretary of the Authority are authorized to execute and deliver said documents on behalf of the Authority.

SECTION 8. PRELIMINARY OFFICIAL STATEMENT. The form of Preliminary Official Statement outlining the terms, conditions and security for the Bonds is hereby adopted and approved, is deemed by the Trustees of the Authority to be "final" in accordance with the requirements of Rule 15c2-12 of the Securities and Exchange Commission promulgated pursuant to the Securities and Exchange Act of 1934, and the Chairman or Vice Chairman of the Authority is authorized to approve any corrections, additions or deletions thereto for and on behalf of the Authority, and thereupon the Chairman or Vice Chairman of the Authority is authorized and directed to execute and deliver same for and on behalf of the Authority. The Authority further authorizes distribution of the Preliminary Official Statement by the Underwriter in connection with the sale of the Bonds.

SECTION 9. OFFICIAL STATEMENT AND CONTINUING DISCLOSURE AGREEMENT. The forms of the Continuing Disclosure Agreement and Official Statement are each hereby approved and the Chairman and Secretary (or in their absence or incapacity, the Vice Chairman and Assistant Secretary, respectively) are authorized to execute the Continuing Disclosure Agreement and the Chairman or Vice Chairman is authorized to sign the Official Statement for and on behalf of the Authority, including any corrections, additions or deletions thereto for and on behalf of the Authority.

A Continuing Disclosure Agreement, as a material inducement to the Purchaser(s) of the Bonds, in substantially the form of the draft thereof presented at the meeting at which this Resolution is adopted and to be dated the date of initial delivery of the Bonds, is hereby authorized to be executed and delivered by the Chairman and Secretary (or in their absence or incapacity, the Vice Chairman and Assistant Secretary, respectively). The Authority hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement. Notwithstanding any other provision of this Resolution, failure of the Authority to comply with the Continuing Disclosure Agreement shall not be considered an event of default on the Bonds; however, any Bondholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the Authority to comply with its obligations under this Section. "Continuing Disclosure Agreement" shall mean that certain Continuing Disclosure Agreement executed by the Authority and dated the date of issuance and delivery of the Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof.

The Authority hereby covenants and agrees for the benefit of the Bondholders to provide annual financial information on the Authority in accordance with the Continuing Disclosure Agreement and to provide, in a timely manner, notice of events specified in paragraph (b)(5)(i)(C) of Rule 15c2-12 promulgated by the Securities and Exchange Commission. The annual financial information and any notices of material events will be provided by the Authority to the Municipal Securities Rulemaking Board via the Electronic Municipal Market Access System ("EMMA") @ [www.emma.msrb.org](http://www.emma.msrb.org).

The Authority authorizes the use of the Official Statement in connection with the sale of the Bonds by the purchasers thereof.

SECTION 10. AUTHORITY OFFICERS. Cathy O'Connor, General Manager and Assistant Secretary, and John Williams, General Counsel and Assistant Secretary of the Authority, are hereby designated and appointed to serve separately as an authorized Authority officer with respect to the Bonds, and in addition, are each specifically authorized to execute and deliver any and all documents or certificates in relation thereto and approve all other documents necessary or expedient for delivery of the Bonds.

SECTION 11. EXECUTION OF NECESSARY DOCUMENTS. The Chairman or Vice Chairman and Secretary or Assistant Secretary of the Authority are hereby authorized and directed on behalf of the Authority to execute and deliver the Bonds to the Underwriter upon receipt of the purchase price and are further authorized and directed to execute all necessary closing and delivery papers required by Bond Counsel including, but not limited to, the Bond forms, tax or tax compliance documents, closing certificates, continuing disclosure or other security or securities-related documents, scope of services agreements for professional services associated with issuance of the Bonds, disbursement orders, or any other letter, representation or certification otherwise necessary and attendant to the issuance and delivery of the Bonds; approve the disbursement of the proceeds of the Bonds, including any costs of issuance; to approve and make any changes to the documents approved by this Resolution, for and on behalf of the Authority, the execution and delivery of such documents being conclusive as to the


approval of any changes contained therein by the Authority; and to execute, record and file any and all the necessary financing statements, security instruments, including but not limited to the documents approved hereby, and to consummate the transaction contemplated hereby.

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RESOLUTION ADOPTED AND APPROVED this 27<sup>th</sup> day of February, 2020.



OKLAHOMA INDUSTRIES AUTHORITY

By   
Chairman

  
Assistant Secretary

STATE OF OKLAHOMA            )  
  )SS  
COUNTY OF OKLAHOMA        )

I, the undersigned Assistant Secretary of the Oklahoma Industries Authority, hereby certify that the foregoing Resolution was adopted at a meeting of the Trustees thereof on February 27, 2020, and that the Oklahoma Open Meeting Law was complied with for said meeting.



  
\_\_\_\_\_  
Assistant Secretary