

OKLAHOMA CAPITOL IMPROVEMENT AUTHORITY
Minutes

Thursday, January 17, 2013
2:30 p.m.
Governor's Large Conference Room
State Capitol Building
Oklahoma City, Oklahoma

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

MEMBERS PRESENT: Mary Fallin, Governor
Preston Doerflinger, Secretary, Finance and Revenue
Ken Miller, State Treasurer
Dawn Cash, Commissioner, Oklahoma Tax Commission
Ed Lake, Director, Department of Human Services
Gary Ridley, Director, Department of Transportation
Deby Snodgrass, Director, Tourism and Recreation

GUESTS: John Morrison, OMES, Division of Capital Assets Management
Kimberlee Williams, OMES, Division of Capital Assets Management
Tim Tuck, Office of Management and Enterprise Services
Travis Monroe, Office of Management and Enterprise Services
Beverly Hicks, Office of Management and Enterprise Services
Kim Heaton, Attorney General's Office
Zack Robinson, BOSC, Inc.
Chris Sander, BOSC, Inc.
Mike Gibson, Cole and Reed
Garrett Morelock, Cole and Reed
Lynne Driver, Floyd Law Firm
Jacob Bachelor, Centennial Law Group
Alex Edwards, State Bond Advisor's Office
Jerry Fent, Attorney
Shaun Ashley, eCapitol

Agenda Item 1 - Call to Order

Governor Fallin called the meeting to order at 3:00 p.m. A roll call was taken and a quorum was established. The Governor was advised that notice of the meeting had been given, and an agenda posted in accordance with the Open Meeting Act.

Agenda Item 2 - Approval of Minutes

Secretary Doerflinger moved to approve the minutes of the meeting held September 24, 2012. Treasurer Miller seconded the motion. The following votes were recorded: Governor Fallin, yes; Treasurer Miller, yes; Secretary Doerflinger, yes; Commissioner Cash, yes; Director Ridley, yes; Director Snodgrass, yes. Minutes were unanimously approved.

Agenda Item 3 – Discussion and possible action on a resolution approving and authorizing the issuance of OCIA refunding revenue bonds in a sufficient aggregate principal amount not to exceed Twenty-Six Million dollars (\$26,000,000) or such lesser amount as may be needed to complete the refunding of certain outstanding prior bonds in one or more series on a tax-exempt or taxable basis (the “Bonds”) after payment of issuance costs, and capitalized interest, if any, to provide for the refunding of the Authority’s outstanding Series 1999B, 2002A, 2003C, 2003D, and 2005 bonds, pursuant to O.S. § Section 156.1 of Title 73 as amended; approving the sale of the Bonds at negotiated sale; providing for a certificate of determination; specifying the terms and conditions of the Bonds; amending the underlying Lease and Use Agreements or approving and authorizing new lease agreements as may be appropriate and necessary, or otherwise providing for the use and/or occupancy of the facilities and projects by the agencies that were funded with the original Bonds; 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 Preliminary Official Statement, Official Statement, Continuing Disclosure Agreement, Bond Purchase Agreement and Federal Tax Certificate and authorizing payment of costs of issuance; authorizing OCIA officers to execute all such documents in connection herewith; and authorizing OCIA officers, staff and service providers to take necessary actions to structure, issue, and deliver the Bonds. [Jim Joseph]

Jim Joseph reported the listed bonds were the first set of refunding opportunities identified the previous year. By law, the refunding bond proceeds must go toward paying down the debt for which it was authorized.

Treasurer Miller moved to approve the above resolution approving and authorizing an issuance of OCIA refunding revenue bonds. Secretary Doerflinger seconded the motion. The following votes were recorded: Governor Fallin, aye; Treasurer Miller, aye; Secretary Doerflinger, aye; Commissioner Cash, aye; Director Ridley, aye; Director Snodgrass, aye. The resolution was unanimously approved.

Agenda Item 4 – Discussion and possible action to designate BOSC, Inc. as senior manager, and Wells, Nelson & Associates and Robert W. Baird & Co., Inc. as co-managers for the proposed refunding of the Authority's outstanding Series 1999B, 2002A, 2003C, 2003D and 2005 Bonds. [Jim Joseph]

Treasurer Miller moved to approve the designation of senior manager (BOSC, Inc.) and co-managers (Wells, Nelson & Associates and Robert W. Baird & Co., Inc.). Secretary Doerflinger seconded the motion. The following votes were recorded: Governor Fallin, aye; Treasurer Miller, aye; Secretary Doerflinger, aye; Commissioner Cash, aye; Director Ridley, aye; Director Snodgrass, aye. Motion was unanimously approved.

Agenda Item 5 – Report on the November 20, 2012 Supreme Court decision on the proposed OCIA financing for the Tulsa River Park project. [Kim Heaton]

Kim Heaton reported on November 20, 2012 the Supreme Court issued a decision to deny the application for approval of the authority of the series 2012A bonds related to the Tulsa River Park Project. The court cited areas of the Oklahoma Constitution showing that it would be an unconstitutional gift to issue the bonds for the project.

Agenda Item 6 – Report on payment of bond rating and other financing expenses related to the Tulsa River Parks project submitted to OCIA. [Travis Monroe]

Travis Monroe reported that since the bonds were not issued, the related financing expenses for the Tulsa River Park project were paid out of the OCIA administrative fund.

Agenda Item 7 – Report on FY 2014 lease credits and administrative fees. [Travis Monroe]

Travis Monroe reported that this report is in regards to \$16.6 million in found credits (interest earnings, rebates from the IRS, sinking funds, etc.) that can be granted as credits for 2014 lease payments to agencies, or used to refinance the 2013A/B bond issues.

Agenda Item 8 – Discussion and possible action on FY 2012 audit report from Cole & Reed. [Travis Monroe]

Travis Monroe reported that Cole & Reed performed the OCIA FY 2012 audit. The audit was unqualified and found no instances where internal procedures were out of compliance. The post-audit Required Communications report reflected no audit adjustments or unreported adjustments.

Treasurer Miller moved to approve the FY 2012 audit report. Director Ridley seconded the motion. The following votes were recorded: Governor Fallin, aye; Treasurer Miller, aye; Secretary Doerflinger, aye; Commissioner Cash, aye; Director Ridley, aye; Director Snodgrass, aye. Motion unanimously approved.

Adjournment

There being no further business, Director Snodgrass made the motion to adjourn. Motion was seconded by Commissioner Cash. Seeing no opposition, the meeting adjourned at 3:14 p.m.