

**OKLAHOMA CAPITOL IMPROVEMENT AUTHORITY
Special Meeting Minutes
September 22, 2014
2:00 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
Dawn Cash, Dir. of Tax Policy, Oklahoma Tax Commission
Ed Lake, Director, Department of Human Services
Mike Patterson, Director, Oklahoma Dept. of Transportation
Deby Snodgrass, Executive Director, Tourism and Recreation

MEMBERS ABSENT: Todd Lamb, Lt. Governor
Ken Miller, Treasurer

GUESTS: Travis Monroe, Office of Management and Enterprise Services
Tim Tuck, Office of Management and Enterprise Services
Beverly Hicks, Office of Management and Enterprise Services
Kim Heaton, Attorney General's Office
James C. Joseph, Oklahoma State Bond Advisor
Chris Gander, BOSC
Zack Robinson, BOSC
Shawn Ashley, e-Capitol

Agenda Item 1 - Call to Order

Governor Fallin called the meeting to order at 2:00 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 the August 25, 2014 Minutes

Secretary Doerflinger moved to approve the minutes of the meeting held August 25, 2014. Director Lake seconded the motion, the minutes passed and the following votes were recorded:

Governor Fallin - aye; Secretary Doerflinger - aye; Commissioner Cash - abstain; Director Lake - aye; Director Patterson - abstain; Secretary Snodgrass - aye. Minutes were approved.

Agenda Item 3 – Discussion and possible action to designate a senior manager and co-manager(s) for the proposed OCIA Series 2014D lease revenue bond issue. [Travis Monroe]

Mr. Monroe informed the Authority that there may be two series of bonds issued for Capitol Building repairs under the current authorization (with series designations to be determined at the time of sale). The selection committee has recommended the following two underwriting teams for the board's consideration.

- 1) BOSC as the senior manager and RBC and Wells Nelson as the co-managers for the initial bond issue.

Secretary Doerflinger moved to approve BOSC as senior manager and RBC and Wells Nelson as co-managers for the Authority's initial Capitol repair bond issue. Commissioner Cash seconded the motion, the motion passed and the following votes were recorded:

Governor Fallin - aye; Secretary Doerflinger - aye; Commissioner Cash - aye; Director Lake - aye; Director Patterson - aye; Secretary Snodgrass - aye.

- 2) Goldman Sachs as senior manager and BOSC and Raymond James as co-managers for the second bond issue.

Secretary Doerflinger moved to approve Goldman Sachs as senior manager and BOSC and Raymond James as co-managers for the Authority's second Capitol repair bond issue. Commissioner Cash seconded the motion, the motion passed and the following votes were recorded:

Governor Fallin - aye; Secretary Doerflinger - aye; Commissioner Cash - aye; Director Lake - aye; Director Patterson - aye; Secretary Snodgrass - aye.

Agenda Item 4 – Discussion and possible action to select a bond counsel for issuance of the OCIA Series 2014D lease revenue bond issue. [Travis Monroe]

Mr. Monroe informed the Authority that after review of bids, the selection committee recommends Public Finance Law for the board to consider as bond counsel for the currently authorized Capitol repair bond issue(s).

Director Patterson moved to approve Public Finance Law as bond counsel for the Authority's Capitol repair bond issues. Secretary Snodgrass seconded the motion, the motion passed and the following votes were recorded:

Governor Fallin - aye; Secretary Doerflinger - aye; Commissioner Cash - aye; Director Lake - aye; Director Patterson - aye; Secretary Snodgrass - aye.

Agenda Item 5 – Discussion and possible action to select a paying agent / registrar services for the OCIA Series 2014D lease revenue bond issue. [Travis Monroe]

Mr. Monroe reported that the selection committee recommended selection of BOKF as paying agent for the proposed Capitol repair bond issue(s).

Director Patterson moved to approve BOKF as paying agent for the Authority's Capitol repair bond issues. Commissioner Cash seconded the motion, the motion passed and the following votes were recorded:

Governor Fallin - aye; Secretary Doerflinger - aye; Commissioner Cash - aye; Director Lake - aye; Director Patterson - aye; Secretary Snodgrass - aye.

Agenda Item 6 – Discussion and possible action to authorize OCIA to file an original action in the Oklahoma Supreme Court for validation of the Capitol repair bond issue project, as approved by the 2014 Oklahoma Legislature on May 23, 2014 and signed by the Governor on May 29, 2014 by House Joint Resolution 1033. [Kim Heaton]

Ms. Heaton, counsel to the board, informed the Authority that this was a challenge received from Jerry R. Fent relating to House Joint Resolution (HJR) 1033, indicating that Mr. Fent intends to proceed with challenging the constitutionality of enrolled HJR 1033.

Ms. Heaton stated this agenda item requests the Authority to authorize OCIA to proceed immediately with filing an original action with the Supreme Court for validation of the Capitol Repair Bond issue, approved by the Oklahoma Legislature in HJR 1033.

The Governor asked if Mr. Fent had any words to say, but he was not present at the meeting.

Secretary Doerflinger moved for the Authority to proceed immediately to file an original action in the Oklahoma Supreme Court for validation of the Capitol repair bond issue project, as approved by the Oklahoma Legislature in House Joint Resolution (HJR) 1033 during its 2014 legislative session. Secretary Snodgrass seconded the motion, the motion passed and the following votes were recorded:

Governor Fallin - aye; Secretary Doerflinger - aye; Commissioner Cash - aye; Director Lake -aye; Director Patterson - aye; Secretary Snodgrass - aye.

Agenda Item 7 – Discussion and possible action to authorize OCIA staff, with the assistance of the Oklahoma Bond Advisor, to prepare and distribute requests for proposals (“RFPs”) for audit services and selecting a committee to evaluate proposals submitted for the purposes of making a recommendation to the Authority for selection. [Travis Monroe]

Mr. Monroe informed the Authority’s that the current five-year agreement with the current auditors will expire at the end of the fiscal year 2014 audit. Although not a rush, he would like to initiate the Request for Proposal (RFP) for the fiscal year 2015 audit.

Director Patterson moved to authorize the OCIA staff, with assistance from the State Bond Advisor’s Office, to prepare and circulate request for proposals for audit services. Secretary Snodgrass seconded the motion, the motion passed and the following votes were recorded:

Governor Fallin - aye; Secretary Doerflinger - aye; Commissioner Cash - aye; Director Lake -aye; Director Patterson - aye; Secretary Snodgrass - aye.

Agenda Item 8 – Discussion and possible action on qualified independent representative policy and procedures. [Travis Monroe]

The OCIA board approved circulation of a Request for Proposal (RFP) for a (QIR) at the August 2014 meeting. Mr. Monroe stated a QIR is required for OCIA to submit Dodd-Frank protocol agreements with JP Morgan, the Oklahoma Capitol Improvement Authority’s swap provider for the 2006D bond issue currently being refunding.

Mr. Monroe informed the Authority that in order to terminate the swap agreement, OCIA must not only file the protocol agreements, it must hire a Qualified Independent Representative (QIR) and adopt QIR policies and procedures. Mr. Monroe presented a draft of the Qualified Independent Representative (QIR) policy to the Authority. The QIR policy is one of the steps needed in order to meet all the requirements for submission of the protocol agreements.

Director Patterson moved to approve the qualified independent representative policies and procedures. Secretary Snodgrass seconded the motion, the motion passed and the following votes were recorded:

Governor Fallin - aye; Secretary Doerflinger - aye; Commissioner Cash - aye; Director Lake -aye; Director Patterson - aye; Secretary Snodgrass – aye.

Adjournment

There being no further business; Director Lake made a motion to adjourn. Secretary Doerflinger seconded the motion. Motion carried unanimously. The meeting adjourned at 2:34 p.m.