

**OKLAHOMA CAPITOL IMPROVEMENT AUTHORITY**  
**Special Meeting Minutes**  
**February 9, 2017**  
**9:30 a.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  
Todd Lamb, Lt. Governor  
Ken Miller, State Treasurer  
Preston Doerflinger, Director, OMES  
Dick Dutton, Director, Tourism and Recreation  
Thomas Kemp, Secretary-Member, Oklahoma Tax Commission  
Ed Lake, Director, Department of Human Services  
Mike Patterson, Director, Oklahoma Dept. of Transportation

**MEMBERS ABSENT:** None.

**GUESTS:** Tim Tuck, Office of Management and Enterprise Services  
Angela Pierce, OCIA Administrator  
Lynne Bajema, OMES State Comptroller  
Kim Heaton, Attorney General's Office  
Jonathan Shirley, Attorney General's Office  
Beverly Hicks, Office of Management and Enterprise Services  
Jim Joseph, State Bond Advisor  
Jordan Perdue, Bond Advisor's Office  
Zack Robinson, BOK Financial Securities  
Jared Davidson, Public Finance Law Group  
Claudia Connor, Tourism and Recreation  
Keith Beall, Lieutenant Governor's Office  
Trait Thompson, Capitol Project Manager

**1. Call to order and establish a quorum. [Chair]**

Governor Fallin called the meeting to order at 9:30 a.m. A roll call was taken and a quorum was established. Governor Fallin was advised that notice of the meeting had been given, and an agenda posted in accordance with the Open Meeting Act.

**2. Approval of the December 13, 2016 Minutes. [Chair and Board]**

Secretary Doerflinger moved to approve the December minutes. Lt. Governor Lamb seconded the motion. The motion passed and the following votes were recorded:

Governor Fallin – aye; Lt. Governor Lamb – aye; Secretary Doerflinger – aye; Commissioner Kemp – aye; Director Lake – aye; Director Patterson – aye; Director Dutton – aye.

**3. Discussion and possible action to authorize OCIA staff, with the assistance of the Oklahoma State Bond Advisor, to prepare and distribute request for proposals (“RFPs”) for services of special tax counsel and authorizing OCIA staff, along with the State Bond Advisor, to select the lowest and best bid or to appoint and authorize a committee for the purpose of making a recommendation to the Authority for selection of special tax counsel for the proposed Twenty-Five Million Dollars (\$25,000,000) bond issue authorized by Senate Bill 839 to construct the Oklahoma Museum of Popular Culture, approved by the 2015 Legislature and enacted by the Governor. [Angela Pierce & Jim Joseph]**

Ms. Pierce reported that Dr. Blackburn with the Historical Society voiced some ideas that would possibly fall under private use. Some of these include an underground parking garage, cafés, gift shops and private use of meeting space. In order to determine the best financing plan, OCIA staff is requesting the assistance of special tax counsel. A portion of the bonds may need to be taxable depending on the outcome of the private use review.

Ms. Pierce requested authority for issuance of the RFPs and that the OCIA staff along with the State Bond Advisor select the lowest and best bid for the special tax counsel services.

Secretary Doerflinger moved to approve as presented. Director Patterson seconded the motion. The motion passed and the following votes were recorded:

Governor Fallin – aye; Lt. Governor Lamb – aye; Secretary Doerflinger – aye; Commissioner Kemp – aye; Director Lake – aye; Director Patterson – aye; Director Dutton – aye.

**4. Discussion and possible action to authorize OCIA staff, with the assistance of the Oklahoma State Bond Advisor, to prepare and distribute requests for proposals (“RFPs”) for services of special tax counsel and authorizing OCIA staff, along with the State Bond Advisor, to select the lowest and best bid or to appoint and authorize a committee for the purpose of making a recommendation to the Authority for selection of special tax counsel for the proposed Nine Million Dollars (\$9,000,000) bond issue to construct office space for the Oklahoma Department of Tourism approved by the 2007 Legislature and enacted by the Governor. [Angela Pierce & Jim Joseph]**

Ms. Pierce explained this is similar to the previous agenda item. The Department of Tourism has expressed some interest in the possible private use of a portion of their proposed new headquarters. They are entertaining a few different ideas for use of the rooftop that has a beautiful view of the skyline. OCIA staff would like to gain advice of special tax counsel to determine how such use might impact the tax status of the bonds. The OCIA requested authority to issue a single solicitation for these special tax counsel bids, as that has created some savings in the past.

Director Patterson moved to approve as presented. Secretary Doerflinger seconded the motion. The motion passed and the following votes were recorded:

Governor Fallin – aye; Lt. Governor Lamb – aye; Treasurer Miller – aye; Secretary Doerflinger – aye; Commissioner Kemp – aye; Director Lake – aye; Director Patterson – aye; Director Dutton – recuse.

*Treasurer Miller entered the meeting at 9:41 a.m.*

- 5. Discussion and possible action on a Supplemental Resolution approving and authorizing the issuance of not to exceed \$70,000,000 State Facilities Revenue Bonds, Series 2017A (Capitol Repair Project), or as further designated, said bonds being the second and final series of the original 2014 authorization of State Facilities Revenue Bonds, in an aggregate principal amount not to exceed \$120,000,000 for the purpose of financing costs of renovating, repairing and remodeling the Oklahoma State Capitol Building and setting forth the terms and conditions on which the bonds are to be issued; approving the sale of the bonds at negotiated sale, authorizing a Bond Purchase Agreement and Certificate of Determination; providing for the use and/or occupancy of the Project by the Oklahoma Office of Management and Enterprise Services; providing for the collection of payments; defining rights of the owners of said bonds; authorizing payments of cost issuance; authorizing capital interest; approving various agreements, documents and certifications, and amendments thereto if deemed necessary; authorizing OCIA officers, staff and service providers, with the assistance of the State Bond Advisor, to take necessary actions in connection herewith. [Angela Pierce & Kim Heaton]**

Ms. Pierce pointed out that the agenda references Series 2017A. At the time of agenda preparation, it was thought to be their first bond issue. The first bond issue of the year was a refunding, and instead this will be Series 2017B.

Ms. Pierce reported that it is the final step in issuing the second issuance under the first authorization for the Capital Repair Project and requested approval of the supplemental resolution to move forward with the financing plan. The closing is scheduled the first week of April.

Treasurer Miller moved to approve as presented with the Series amended to 2017B. Secretary Doerflinger seconded the motion. The motion passed and the following votes were recorded:

Governor Fallin – aye; Lt. Governor Lamb – aye; Treasurer Miller – aye; Secretary Doerflinger – aye; Commissioner Kemp – aye; Director Lake – aye; Director Patterson – aye; Director Dutton – aye.

**6. Adjournment**

There being no further business, Lt. Governor Lamb made the motion to adjourn. Secretary Doerflinger seconded the motion. Seeing no opposition, the meeting adjourned at 9:48 a.m.