OKLAHOMA CAPITOL IMPROVEMENT AUTHORITY
SPECIAL MEETING MINUTES
JULY 9, 2018
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
Todd Lamb, Lt. Governor
Ken Miller, State Treasurer
Ed Lake, Director, Department of Human Services
Thomas Kemp, Secretary-Member, Oklahoma Tax Commission
Dick Dutton, Director, Tourism and Recreation
Mike Patterson, Director, Oklahoma Dept. of Transportation

MEMBERS ABSENT: Denise Northrup, Executive Director of OMES

GUESTS: Scott Reygers, OMES OCIA Administrator
Joe Birley, OMES OCIA
Andrew Messer, Treasurer's Office/State Bond Advisor
Kim Heaton Wilson, OK Attorney General's Office/OCIA
Jon Shirley, OAG Office
Stuart England, Floyd Law Firm, P.C.
Jill Geiger, OMES OCIA
Ben Davis, OMES OCIA
Beverly Hicks, OMES OCIA
Shelley Zumwalt, OMES
Kathy Pendarvis, OMES
Trey Lam, OK Conservation Commission
Sarah Lane, ODVA
Shawn Ashley, ECapitol

1. **Call to order and establish a quorum**. **[Chair]**
   Governor Fallin called the meeting to order at 2:05 p.m. A roll call was taken and a quorum 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 June 19, 2018 Minutes. [Chair and Board]**
   Treasurer Miller moved to approve the June meeting minutes. Commissioner Kemp seconded the motion. The motion passed and the following votes recorded:

   Governor Fallin, aye; Treasurer Miller, aye; Commissioner Kemp, aye; Secretary Patterson, aye; Director Dutton, aye; Director Lake, abstain.

3. **Discussion and possible action on recommendations from the selection committee to designate the following financial service providers for the Capitol Repair Bonds (125,000,000), authorized by House Bill 3168, and the Department of Corrections Bonds ($116,500,000), authorized by Senate Bill 1590: Financial advisor, bond counsel, disclosure counsel, underwriters, trustee/payee agent, and printer. [Scott Reygers & Andrew Messer]**

On July 3, 2018, Director Dutton, Director Northrup and Secretary Patterson met (selection subcommittee) and reviewed proposals to select service providers for the Capitol Repair bond issues and the Department of Corrections bond issue in consultation with the State Bond Advisor, Andrew Messer. The selection committee selected the following financial service providers:

Capitol Repair Bonds:
Hilltop Securities as financial advisor
Public Finance Law Group for bond counsel
Locke Lord as disclosure counsel
BOK Financial Services as paying agent
Financial Printing Resources for printer

First Series of Bond:
J.P. Morgan as Lead Manager
Bank of Oklahoma as Co-Manager
Stevens as Co-Manager

Second Series of Bonds:
RBC as Lead Manager
Bank of Oklahoma as Co-Manager

Department of Corrections Bonds:
Hilltop Securities as financial advisor
Floyd Law Firm as bond counsel
Locke Lord as disclosure counsel
BOK Financial Services as paying agent
Financial Printing Resources for printer

Underwriting team:
BAML as Lead Manager
Bank of Oklahoma as Co-Manager
Stifel as Co-Manager
Wells Nelson as Co-Manger

The Committee considered the Department of Corrections Bonds could be issued in one or two series; however, one underwriting team was selected, as listed above.

Treasurer Miller moved to accept the subcommittee's recommendation for the Capitol Repair Bonds. Secretary Patterson seconded the motion. The motion passed and the following votes recorded:

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

Treasurer Miller moved to accept the subcommittee's recommendations for the Department of Corrections Bonds. Director Lake seconded the motion. The motion passed and the following votes recorded:

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

Lt. Governor Lamb entered the meeting at 2:06 p.m.

4. **Conservation Commission Bonds: Discussion and possible action to authorize OCIA staff, with the assistance of the State Bond Advisor, to prepare and distribute requests for proposals ("RFPs") for services of financial advisor, bond counsel, underwriter(s), trustee/paying agent, disclosure counsel, printer and other necessary service providers; and to appoint and authorize a committee to evaluate proposals submitted for the purpose of making recommendations to the Authority for selection of professional service providers with respect to the proposed Five Million One Hundred Sixteen Thousand Dollars ($5,116,000.00) bond issue to finance construction, repair and rehabilitation of flood-control dams through and with the assistance of local conservation districts as authorized by Senate Bill 1584, approved by the 2018 Legislature, and enacted by the Governor. [Scott Reygers & Andrew Messer]**

   Director Reygers reported this is the first step of the process for the Conservation Commission Bonds, and will authorize Authority staff in consultation with the State Bond Advisor to issue RFPs to build a finance team for this bond issue.

   Director Dutton moved to approve and authorize as presented. Treasurer Miller seconded the motion. The motion passed and the following votes recorded:

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

   Assigned subcommittee: Director Northrup, Commissioner Kemp and Treasurer Miller.

5. **Veterans Affairs Bonds: Discussion and possible action to authorize OCIA staff, with the assistance of the State Bond Advisor, to prepare and distribute requests for proposals ("RFPs") for services of financial advisor, bond counsel, underwriter(s), trustee/paying agent, disclosure counsel, printer and other necessary service providers; and to appoint and authorize a committee to evaluate proposals submitted for the purpose of making recommendations to the Authority for selection of professional service providers with respect to the proposed Thirty-five Million Dollar ($35,000,000.00) bond issue to finance planning, development and construction of long-term care facility for the purpose of assuming the operations of the Oklahoma Veterans Center as authorized by House Bill 3042, approved by the 2018 Legislature, and enacted by the Governor. [Scott Reygers & Andrew Messer]**

   This is similar to the previous agenda item and is the first step for the Oklahoma Department of Veterans Affairs Bonds, and will authorize Authority staff in consultation with the State Bond Advisor to begin the issuance process to send out RFPs to build a finance team for this bond issue.

   Treasurer Miller moved to approve and authorize as presented. Secretary Patterson seconded the motion. The motion passed and the following votes recorded:

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

Assigned subcommittee: Director Northrup, Commissioner Kemp and Treasurer Miller.

Approval and ratification of the selection of Disclosure Counsel: Discussion and possible action to approve and ratify the selection of Locke Lord as disclosure counsel for the department of Tourism Bonds, authorized by House Bill 1112, and approved by the 2007 Legislature; American Indian Cultural Center and Museum Bonds, authorize by House Bill 2237, and approved by the 2015 Legislature, as amended by Senate Bill 872, and approved by the 2017 Legislature; Department of Health Bonds, authorized by House Bill 2389, and approved by the 2017 Legislature; and Office of Juvenile Affairs Bonds, authorized by House Bill 2387, and approved by the 2017 Legislature . [Scott Reygers & Kim Heaton]

Director Reygers reported, when reviewing prior minutes for selection of disclosure counsel, specifically Locke Lord, staff discovered the Authority did not authorize the issuance of RFPs and did not make an official selection of disclosure counsel prior to engaging disclosure counsel on this matter. This agenda item ratifies the selection of Locke Lord for these four prior bond issues.

Ms. Heaton Wilson recollected that the selection committee did authorize the issuance of an RFP, but did not come back with a recommendation for disclosure counsel. Somewhere in the change out of staff, the contract was issued to Locke Lord, which was the recommendation of the subcommittee when they met. The OCIA staff was not able to find any documentation showing a recommendation was ever made and is why it is brought before the Authority to ratify and approve.

Treasurer Miller moved to approve as presented. Secretary Patterson seconded the motion. The motion passed and the following votes recorded:

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

6. **Adjournment**

There being no further business, Treasurer Miller made the motion to adjourn. Director Lake seconded the motion. Seeing no opposition, the meeting adjourned at 2:17 p.m.