

THE TRUSTEES OF THE MIDWEST CITY MUNICIPAL AUTHORITY MET IN REGULAR SESSION IN CITY COUNCIL CHAMBERS, AT CITY HALL, 100 N MIDWEST BLVD., IN THE CITY OF MIDWEST CITY, OKLAHOMA, ON THE 12TH DAY OF DECEMBER, 2023, AT 6:00 O'CLOCK P.M.

PRESENT: Eads, Byrne, Dawkins, Bana, Favors, Mayor Duke s

ABSENT: Reed

Notice of the schedule of regularly scheduled meetings of the Authority for the calendar year 2023 having been given to the City Clerk of Midwest City, Oklahoma and the Agenda of this meeting having been posted in prominent view on the doors to City Hall, 100 N Midwest Blvd., Midwest City, Oklahoma, 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, a Resolution was introduced and read in full and considered by sections. Upon motion of Trustee Eads, seconded by Trustee Bana, the Resolution was finally passed with the following vote:

AYE: Eads, Byrne, Dawkins, Bana, Favors, Mayor Duke s

NAY:

THEREUPON, the Resolution was signed by the Chairman of Trustees of the Authority and attested and sealed with the seal of the Authority by the Secretary of Trustees and is as follows:

MA RESOLUTION # 2023-08

**A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$4,000,000.00 MIDWEST CITY MUNICIPAL AUTHORITY PROMISSORY NOTE, SERIES 2024; APPROVING A LOAN AGREEMENT, PROMISSORY NOTE, SECURITY AGREEMENT, AND SALES TAX AGREEMENT TO BE DRAFTED BY BOND COUNSEL AND AUTHORIZING THE EXECUTION AND DELIVERY BY THE AUTHORITY AND AUTHORIZING SUCH OTHER DOCUMENTS AND AGREEMENTS AS MAY BE NECESSARY OR REQUIRED; AUTHORIZING THE SALE OF THE NOTE TO THE OKLAHOMA WATER RESOURCES BOARD AND CONTAINING OTHER PROVISIONS RELATING THERETO.**

**WHEREAS**, the Midwest City Municipal Authority (the "Authority") was created by a Trust Indenture, dated as of July 23, 1968 (the "Trust Indenture") for the use and benefit of the City of Midwest City, Oklahoma (the "City"), under authority of and pursuant to the provisions of Title 60, Oklahoma Statutes, Section 176 to 180.3, inclusive, as amended and supplemented, and other applicable statutes of the State of Oklahoma; and

**WHEREAS**, the Authority has determined that, in order to provide funds for making necessary improvements to the water system leased to the Authority by the City, it will issue its Promissory Note, Series 2024 (the "Note"), in the aggregate principal amount of not to exceed \$4,000,000.00; and

**WHEREAS**, the Authority has determined in connection with the issuance of the Note that Hilborne & Weidman, a professional corporation, Tulsa, Oklahoma, as Bond Counsel (the "Bond Counsel") and BOK Financial Securities, Inc., as financial advisors (the "Financial Advisor"), provide necessary bond counsel services and financial advisory services to the Authority in connection with the issuance of the Note;

**WHEREAS**, Bond Counsel is directed to draft a Loan Agreement between the Authority and the Oklahoma Water Resources Board ("OWRB"), a Note between the Authority and OWRB, a Security Agreement between the Authority and OWRB, and Sales Tax Agreement between the Authority and the City (collectively the "Loan Documents"), authorizing and providing for the issuance of and security for the Note.

**BE IT RESOLVED BY THE TRUSTEES OF THE MIDWEST CITY MUNICIPAL AUTHORITY:**

**Section 1.** The general counsel, Bond Counsel, Financial Advisor, and the staff of the Authority are hereby authorized and directed to prepare all documents and instruments necessary or convenient for the application for loan to the Oklahoma Water Resources Board and for the sale, issuance and delivery of the Note.

**MA RESOLUTION # 2023-08**

**A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$4,000,000.00 MIDWEST CITY MUNICIPAL AUTHORITY PROMISSORY NOTE, SERIES 2024; APPROVING A LOAN AGREEMENT, PROMISSORY NOTE, SECURITY AGREEMENT, AND SALES TAX AGREEMENT TO BE DRAFTED BY BOND COUNSEL AND AUTHORIZING THE EXECUTION AND DELIVERY BY THE AUTHORITY AND AUTHORIZING SUCH OTHER DOCUMENTS AND AGREEMENTS AS MAY BE NECESSARY OR REQUIRED; AUTHORIZING THE SALE OF THE NOTE TO THE OKLAHOMA WATER RESOURCES BOARD AND CONTAINING OTHER PROVISIONS RELATING THERETO.**

**WHEREAS**, the Midwest City Municipal Authority (the "Authority") was created by a Trust Indenture, dated as of July 23, 1968 (the "Trust Indenture") for the use and benefit of the City of Midwest City, Oklahoma (the "City"), under authority of and pursuant to the provisions of Title 60, Oklahoma Statutes, Section 176 to 180.3, inclusive, as amended and supplemented, and other applicable statutes of the State of Oklahoma; and

**WHEREAS**, the Authority has determined that, in order to provide funds for making necessary improvements to the water system leased to the Authority by the City, it will issue its Promissory Note, Series 2024 (the "Note"), in the aggregate principal amount of not to exceed \$4,000,000.00; and

**WHEREAS**, the Authority has determined in connection with the issuance of the Note that Hilborne & Weidman, a professional corporation, Tulsa, Oklahoma, as Bond Counsel (the "Bond Counsel") and BOK Financial Securities, Inc., as financial advisors (the "Financial Advisor"), provide necessary bond counsel services and financial advisory services to the Authority in connection with the issuance of the Note;

**WHEREAS**, Bond Counsel is directed to draft a Loan Agreement between the Authority and the Oklahoma Water Resources Board ("OWRB"), a Note between the Authority and OWRB, a Security Agreement between the Authority and OWRB, and Sales Tax Agreement between the Authority and the City (collectively the "Loan Documents"), authorizing and providing for the issuance of and security for the Note.

**BE IT RESOLVED BY THE TRUSTEES OF THE MIDWEST CITY MUNICIPAL AUTHORITY:**

**Section 1.** The general counsel, Bond Counsel, Financial Advisor, and the staff of the Authority are hereby authorized and directed to prepare all documents and instruments necessary or convenient for the application for loan to the Oklahoma Water Resources Board and for the sale, issuance and delivery of the Note.

**Section 2.** The Loan Documents to be drafted by Bond Counsel are approved, and the Chairman or Vice Chairman of Trustees and the Secretary or any Assistant Secretary of Trustees of the Authority be, and they hereby are, authorized, directed and empowered to execute and deliver in the name of the Authority the Loan Documents and other documents and agreements in said forms and containing substantially the terms and provisions as shall be approved by the officers executing the Loan Documents and other documents and agreements, the execution thereof by such officers being conclusive evidence of such approval, and to execute and deliver in the name and on behalf of the Authority all documents, closing papers, certificates and such other documents as are necessary to accomplish the issuance and sale of the Note.

**Section 3.** The signatures of the officers of the Authority appearing on the Loan Documents and documents and other agreements, documents, closing papers and certificates executed and delivered pursuant to this Resolution shall be conclusive evidence of their approval thereof and of their authority to execute and deliver such agreements and documents on behalf of the Authority.

**Section 4.** The Chairman or Vice Chairman of Trustees and the Secretary or any Assistant Secretary of Trustees of the Authority be, and they hereby are, authorized and empowered for and on behalf of the Authority, to execute and deliver such further agreements and documents and to take such action as such officer or officers may deem necessary or desirable in order to carry out and perform the Loan Documents and any contracts, documents, or instruments executed and delivered in connection with the issuance of the Note, and to effect the purposes thereof and to consummate the transactions contemplated thereby.

**Section 5.** It is hereby determined to be necessary and in the best interest of the trust estate that the Note be issued in the aggregate principal amount of not to exceed \$4,000,000.00, the exact principal amount thereof, the maturity date thereof, not to exceed thirty (30) years, and the average rate of interest thereon, not to exceed 7.0% per annum, to be determined by the Chairman or Vice Chairman of Trustees of the Authority as set forth in the Note. It is further hereby determined to be necessary and in the best interest of the trust estate that the Note be issued and sold to the OWRB at a price equal to one hundred percent (100%) of the principal amount thereof and the issuance and sale of the Note is hereby specifically approved.

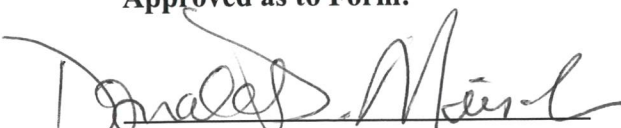
ADOPTED the 12th day of December, 2023.

ATTEST:

  
Secretary of Trustees

  
Chairman of Trustees

Approved as to Form:

  
Authority Counsel



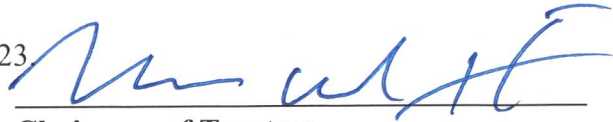
**Section 2.** The Loan Documents to be drafted by Bond Counsel are approved, and the Chairman or Vice Chairman of Trustees and the Secretary or any Assistant Secretary of Trustees of the Authority be, and they hereby are, authorized, directed and empowered to execute and deliver in the name of the Authority the Loan Documents and other documents and agreements in said forms and containing substantially the terms and provisions as shall be approved by the officers executing the Loan Documents and other documents and agreements, the execution thereof by such officers being conclusive evidence of such approval, and to execute and deliver in the name and on behalf of the Authority all documents, closing papers, certificates and such other documents as are necessary to accomplish the issuance and sale of the Note.

**Section 3.** The signatures of the officers of the Authority appearing on the Loan Documents and documents and other agreements, documents, closing papers and certificates executed and delivered pursuant to this Resolution shall be conclusive evidence of their approval thereof and of their authority to execute and deliver such agreements and documents on behalf of the Authority.

**Section 4.** The Chairman or Vice Chairman of Trustees and the Secretary or any Assistant Secretary of Trustees of the Authority be, and they hereby are, authorized and empowered for and on behalf of the Authority, to execute and deliver such further agreements and documents and to take such action as such officer or officers may deem necessary or desirable in order to carry out and perform the Loan Documents and any contracts, documents, or instruments executed and delivered in connection with the issuance of the Note, and to effect the purposes thereof and to consummate the transactions contemplated thereby.

**Section 5.** It is hereby determined to be necessary and in the best interest of the trust estate that the Note be issued in the aggregate principal amount of not to exceed \$4,000,000.00, the exact principal amount thereof, the maturity date thereof, not to exceed thirty (30) years, and the average rate of interest thereon, not to exceed 7.0% per annum, to be determined by the Chairman or Vice Chairman of Trustees of the Authority as set forth in the Note. It is further hereby determined to be necessary and in the best interest of the trust estate that the Note be issued and sold to the OWRB at a price equal to one hundred percent (100%) of the principal amount thereof and the issuance and sale of the Note is hereby specifically approved.

ADOPTED the 12th day of December, 2023



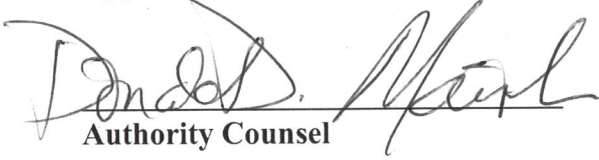
**Chairman of Trustees**

ATTEST:



**Secretary of Trustees**

Approved as to Form:



**Authority Counsel**



ADOPTED the 12th day of December, 2023.

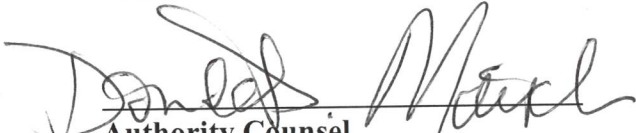
  
Chairman of Trustees

ATTEST:

  
Secretary of Trustees



Approved as to Form:

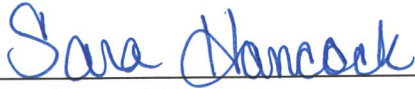
  
Authority Counsel

ADOPTED the 12th day of December, 2023.



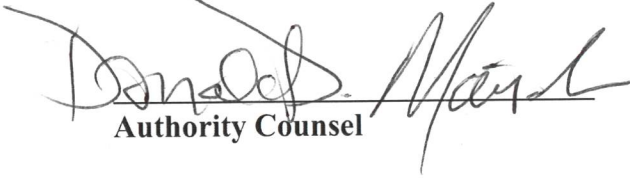
**Chairman of Trustees**

ATTEST:



**Secretary of Trustees**

Approved as to Form:



**Authority Counsel**

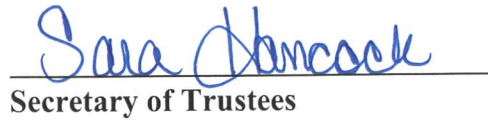




ADOPTED the 12th day of December, 2023.

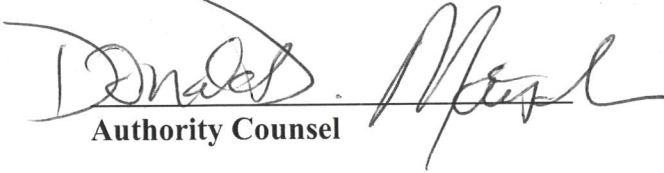
  
Chairman of Trustees

ATTEST:

  
Secretary of Trustees



Approved as to Form:

  
Authority Counsel

ADOPTED the 12th day of December, 2023.

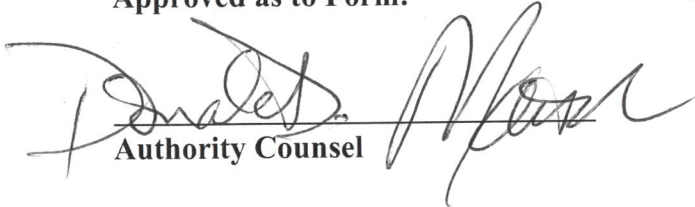
  
Chairman of Trustees

ATTEST:

  
Secretary of Trustees



Approved as to Form:

  
Authority Counsel

STATE OF OKLAHOMA )  
 ) ss.  
COUNTY OF OKLAHOMA )

I, the undersigned, the duly qualified and acting Secretary of Trustees of the Midwest City Municipal Authority hereby certify that the foregoing is a true, correct and complete copy of a Resolution of the Trustees of the Authority held on the date therein stated as the same appears in the minutes of said meeting on file in my office as a part of the official records thereof.

I further certify that a true and complete copy of the schedule of regularly scheduled meetings of the Authority for calendar year 2023 attached hereto as Exhibit "A" was filed in the office of the City Clerk of the City of Midwest City, Oklahoma.

I further certify that a true and correct copy of the Agenda attached hereto as Exhibit "B" was posted in prominent public view on the doors to City Hall, 100 N Midwest Blvd., Midwest City, Oklahoma, twenty-four (24) hours prior to the date of the meeting therein described, excluding Saturdays, Sunday, and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

**WITNESS** my hand and seal of said Authority this 12th day of December, 2023.

*Sara Hancock*

Secretary of Trustees



STATE OF OKLAHOMA    )  
  ) ss.  
COUNTY OF OKLAHOMA )

I, the undersigned, the duly qualified and acting Secretary of Trustees of the Midwest City Municipal Authority hereby certify that the foregoing is a true, correct and complete copy of a Resolution of the Trustees of the Authority held on the date therein stated as the same appears in the minutes of said meeting on file in my office as a part of the official records thereof.

I further certify that a true and complete copy of the schedule of regularly scheduled meetings of the Authority for calendar year 2023 attached hereto as Exhibit "A" was filed in the office of the City Clerk of the City of Midwest City, Oklahoma.

I further certify that a true and correct copy of the Agenda attached hereto as Exhibit "B" was posted in prominent public view on the doors to City Hall, 100 N Midwest Blvd., Midwest City, Oklahoma, twenty-four (24) hours prior to the date of the meeting therein described, excluding Saturdays, Sunday, and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

**WITNESS** my hand and seal of said Authority this 12th day of December, 2023.

*Sara Hancock*

Secretary of Trustees



STATE OF OKLAHOMA )  
 ) ss.  
COUNTY OF OKLAHOMA )

I, the undersigned, the duly qualified and acting Secretary of Trustees of the Midwest City Municipal Authority hereby certify that the foregoing is a true, correct and complete copy of a Resolution of the Trustees of the Authority held on the date therein stated as the same appears in the minutes of said meeting on file in my office as a part of the official records thereof.

I further certify that a true and complete copy of the schedule of regularly scheduled meetings of the Authority for calendar year 2023 attached hereto as Exhibit "A" was filed in the office of the City Clerk of the City of Midwest City, Oklahoma.

I further certify that a true and correct copy of the Agenda attached hereto as Exhibit "B" was posted in prominent public view on the doors to City Hall, 100 N Midwest Blvd., Midwest City, Oklahoma, twenty-four (24) hours prior to the date of the meeting therein described, excluding Saturdays, Sunday, and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

**WITNESS** my hand and seal of said Authority this 12th day of December, 2023.

*Sara Hancock*

Secretary of Trustees



STATE OF OKLAHOMA    )  
  ) ss.  
COUNTY OF OKLAHOMA )

I, the undersigned, the duly qualified and acting Secretary of Trustees of the Midwest City Municipal Authority hereby certify that the foregoing is a true, correct and complete copy of a Resolution of the Trustees of the Authority held on the date therein stated as the same appears in the minutes of said meeting on file in my office as a part of the official records thereof.

I further certify that a true and complete copy of the schedule of regularly scheduled meetings of the Authority for calendar year 2023 attached hereto as Exhibit "A" was filed in the office of the City Clerk of the City of Midwest City, Oklahoma.

I further certify that a true and correct copy of the Agenda attached hereto as Exhibit "B" was posted in prominent public view on the doors to City Hall, 100 N Midwest Blvd., Midwest City, Oklahoma, twenty-four (24) hours prior to the date of the meeting therein described, excluding Saturdays, Sunday, and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

**WITNESS** my hand and seal of said Authority this 12th day of December, 2023.

*Sara Hancock*

Secretary of Trustees



STATE OF OKLAHOMA )  
 ) ss.  
COUNTY OF OKLAHOMA )

I, the undersigned, the duly qualified and acting Secretary of Trustees of the Midwest City Municipal Authority hereby certify that the foregoing is a true, correct and complete copy of a Resolution of the Trustees of the Authority held on the date therein stated as the same appears in the minutes of said meeting on file in my office as a part of the official records thereof.

I further certify that a true and complete copy of the schedule of regularly scheduled meetings of the Authority for calendar year 2023 attached hereto as Exhibit "A" was filed in the office of the City Clerk of the City of Midwest City, Oklahoma.

I further certify that a true and correct copy of the Agenda attached hereto as Exhibit "B" was posted in prominent public view on the doors to City Hall, 100 N Midwest Blvd., Midwest City, Oklahoma, twenty-four (24) hours prior to the date of the meeting therein described, excluding Saturdays, Sunday, and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

**WITNESS** my hand and seal of said Authority this 12th day of December, 2023.

*Sara Hancock*

Secretary of Trustees



STATE OF OKLAHOMA    )  
  ) ss.  
COUNTY OF OKLAHOMA )

I, the undersigned, the duly qualified and acting Secretary of Trustees of the Midwest City Municipal Authority hereby certify that the foregoing is a true, correct and complete copy of a Resolution of the Trustees of the Authority held on the date therein stated as the same appears in the minutes of said meeting on file in my office as a part of the official records thereof.

I further certify that a true and complete copy of the schedule of regularly scheduled meetings of the Authority for calendar year 2023 attached hereto as Exhibit "A" was filed in the office of the City Clerk of the City of Midwest City, Oklahoma.

I further certify that a true and correct copy of the Agenda attached hereto as Exhibit "B" was posted in prominent public view on the doors to City Hall, 100 N Midwest Blvd., Midwest City, Oklahoma, twenty-four (24) hours prior to the date of the meeting therein described, excluding Saturdays, Sunday, and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

**WITNESS** my hand and seal of said Authority this 12th day of December, 2023.

*Sara Donnell*

Secretary of Trustees

