

**OKLAHOMA CAPITOL IMPROVEMENT AUTHORITY
SPECIAL MEETING MINUTES
Wednesday, February 15; 3:00 P.M.
GOVERNOR'S LARGE CONFERENCE ROOM, OKLAHOMA STATE CAPITOL**

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

MEMBERS PRESENT: J. Kevin Stitt, Governor
Matt Pinnell, Lt. Governor
Todd Russ, State Treasurer
John Suter, Interim Director, OMES
Charles Prater, Secretary-Member, Oklahoma Tax Commission
Tim Gatz, Executive Director, Oklahoma Department of Transportation
Dr. Deborah Shropshire, Interim Director, Human Services
Shelley Zumwalt, Interim Director, Tourism and Recreation

MEMBERS ABSENT:

STAFF: Jamie Manoles, OCIA Director
Alexandra Edwards, Deputy Treasurer for Debt Management
Luis Estrada, Bond Analyst
Maria Maule, Office of the Attorney General

1. Call to order, certification of Open Meeting Act compliance, and establishment a quorum by roll call. [Chair, Governor Stitt]

Governor Stitt called this special meeting to order at 3:07 p.m. The Governor was advised that notice of the meeting had been given and an agenda was posted in accordance with the Open Meeting Act.

2. Discussion and possible action to approve the minutes of the November 29, 2022, special meeting. [Chair]

Lt. Governor Pinnell moved to approve the minutes of the meeting held November 29, 2022. Interim Director Suter seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer Russ, aye; Interim Director Suter, aye; Commissioner Prater, aye; Executive Director Gatz, aye; Interim Director Dr. Shropshire, abstained; Interim Director Zumwalt, aye.

3. Discussion and possible action to entertain nominations for Secretary of the Authority and to hold an election for the same. [Chair and Board]

Executive Director Gatz moved to nominate State Treasurer Russ for the position of Secretary of the Authority and to hold an election for the same. Commissioner Prater seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer Russ, abstained; Interim Director Suter, aye; Commissioner Prater, aye; Executive Director Gatz, aye; Interim Director Dr. Shropshire, aye; Interim Director Zumwalt, aye.

4. **Review, discussion, and possible action on the recommendation from the RFP evaluation committee to select the following professional service providers related to the Authority's statutorily authorized issuance of bonds on behalf of the Oklahoma Historical Society to be issued in one or more series, for an aggregate amount sufficient to generate net proceeds of approximately Forty-Six Million dollars (\$46,000,000) as authorized under House Bill 4099, 2022 Regular Session, 73 O.S.Supp.2022, § 391. [Jamie Manoles & Alexandra Edwards]**

a. Financial Advisory Services

Lt. Governor Pinnell moved to accept the recommendation of the RFP evaluation committee and select Hilltop Securities to serve as the Financial Advisor for the proposed issuance of bonds for the benefit of the Oklahoma Historical Society (House Bill 4099). Executive Director Gatz seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer Russ, aye; Interim Director Suter, aye; Commissioner Prater, aye; Executive Director Gatz, aye; Interim Director Dr. Shropshire, aye; Interim Director Zumwalt, aye.

b. Bond Counsel

Treasurer Russ moved to accept the recommendation of the RFP evaluation committee and select Floyd and Driver, PLLC to serve as bond counsel for the proposed issuance of bonds for the benefit of the Oklahoma Historical Society (House Bill 4099). Interim Director Zumwalt seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer Russ, aye; Interim Director Suter, aye; Commissioner Prater, aye; Executive Director Gatz, aye; Interim Director Dr. Shropshire, aye; Interim Director Zumwalt, aye.

c. Underwriters

Executive Director Gatz moved to accept the recommendation of the RFP evaluation committee and select RBC as lead underwriter with Bank of Oklahoma and Stifel as co-managers for the proposed Oklahoma Historical Society (House Bill 4099). Treasurer Russ seconded the motion. The motion passed and votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer Russ, aye; Interim Director Suter, aye; Commissioner Prater, aye; Executive Director Gatz, aye; Interim Director Dr. Shropshire, aye; Interim Director Zumwalt, aye.

d. Paying Agent/Registrar

Lt. Governor Pinnell moved to accept the recommendation of the RFP evaluation committee and select Bank of Oklahoma as Paying Agent for the proposed issuance of bonds for the benefit of the Oklahoma Historical Society (House Bill 4099). Commissioner Prater seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer Russ, aye; Interim Director Suter, aye; Commissioner Prater, aye; Executive Director Gatz, aye; Interim Director Dr. Shropshire, aye; Interim Director Zumwalt, aye.

e. Financial Printer

Interim Director Zumwalt moved to accept the recommendation of the RFP evaluation committee and select Financial Printing Resources as the financial printer for the proposed issuance of bonds for the benefit of the Oklahoma Historical Society (House Bill 4099). Interim Director Suter seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer Russ, aye; Interim Director Suter, aye; Commissioner Prater, aye; Executive Director Gatz, aye; Interim Director Dr. Shropshire, aye; Interim Director Zumwalt, aye.

5. Discussion and possible action to approve an Addendum to the Engagement Letter with auditor, Arledge & Associates, P.C., as authorized by the FY-2022 Audit Engagement Letter. [Jamie Manoles]

Commissioner Prater moved to approve the Addendum to the Engagement Letter between OCIA and Arledge & Associates, P.C. Interim Director Dr. Shropshire seconded the motion. The motion passed and the following votes recorded:

Governor Stitt, aye; Lt. Governor Pinnell, aye; Treasurer Russ, aye; Interim Director Suter, aye; Commissioner Prater, aye; Executive Director Gatz, aye; Interim Director Dr. Shropshire, aye; Interim Director Zumwalt, aye.

6. Adjournment.

There being no further business, Executive Director Gatz made the motion to adjourn Interim Director Dr. Shropshire seconded the motion. Seeing no opposition, the meeting adjourned at 3:28 p.m.