

NOTICE OF SPECIAL MEETING
BARTLESVILLE MUNICIPAL AUTHORITY

City Hall, Council Chambers
401 S. Johnstone Avenue
Bartlesville, Oklahoma 74003

Tuesday, January 2, 2018
7:00 p.m.

CHAIRMAN DALE COPELAND
(918) 338-4282

AGENDA

1. Call to order the Business Meeting of the Bartlesville Municipal Authority by Chairman Copeland.
2. Roll call and establishment of a quorum.
3. The Invocation will be provided by Pastor Jason Kreider, Presbyterian Church in America.
4. Citizens to be heard.
5. Discuss and take action to approve the BMA minutes of Monday, November 6, 2017.
6. Discuss and take action to approve a Resolution accepting the responsibilities as designated to the Bartlesville Municipal Authority (the "Authority") by the City of Bartlesville, Oklahoma (the "City") pursuant to the Bartlesville Retirement Community Economic Development Project Plan (Increment District No. 12) adopted by the City; approving and authorizing the execution of an Economic Development Agreement by and among the Authority, the City, and Wellington Intergenerational Living Communities, LLC; approving and authorizing the execution of a Security Agreement by and between the Authority and the City pertaining to the tax increment revenues; approving the use of assistance in development financing; and containing other provisions relating thereto.
7. BMA Trustee Comments and Inquiries.
8. Adjournment.

The Notice of Meeting and Agenda was filed in the Office of the City Clerk and posted in prominent public view at City Hall at 5:00 p.m. on Thursday, December 28, 2017.



Michael Bailey, City Clerk
Administrative Director/CFO



by Elaine Banes, Deputy City Clerk

All discussion items are subject to possible action by the Bartlesville Municipal Authority.
Agenda items requiring a public hearing as required by law will be so noted.

The City of Bartlesville encourages participation from all its citizens. If participation at any public meeting is not possible due to a disability, notification to the City Clerk at least one working day prior to the scheduled meeting is encouraged to make the necessary accommodations. The City may waive this rule if signing is not the necessary accommodation.

**NOTICE OF SPECIAL MEETING
BARTLESVILLE MUNICIPAL AUTHORITY**

**City Hall, Council Chambers
401 S. Johnstone Avenue
Bartlesville, Oklahoma 74003**

**Monday, November 6, 2017
7:00 p.m.**

**CHAIRMAN DALE COPELAND
(918) 338-4282**

MINUTES

(Notice of Meeting and Agenda was posted at 5:00 p.m. November 2, 2017.)

Trustees Present: Chairman Dale Copeland, Vice Chairman John J. Kane, Dr. Joseph Callahan, Jim Curd, Jr. and Alan Gentges.

City staff present: Mike Bailey, Acting City Manager, Administrative Director, CFO and Secretary to the BMA; Jerry Maddux, City Attorney, Lisa Beeman, Community Development Director; Terry Lauritsen, Director of Water Utilities; Micah Siemers, P.E., Engineering Director; Captain Rocky Bevard; Kelli Williams, Chief Communications Officer; and Elaine Baner, Executive Assistant.

- 1. Chairman Copeland called the Business Meeting of the Bartlesville Municipal Authority to order at 7 p.m.**
- 2. Roll call was conducted and a quorum established.**
- 3. The Invocation will be provided by Deacon Mike Watkins, St. Luke's Episcopal Church.**
- 4. Citizens to be heard.**

There were no citizens to be heard.

- 5. Discuss and take action to approve the BMA minutes of Monday, August 7, 2017.**

Vice Chairman Kane moved to approve the minutes as presented, seconded by Dr. Callahan.

Ayes: Mr. Gentges, Mr. Curd, Dr. Callahan, Vice Chairman Kane and Chairman Copeland.

Nay: None

Motion: Passed

- 6. Discuss and take action with respect to a Resolution accepting the responsibilities as designated to the Bartlesville Municipal Authority (the "Authority") by the City of Bartlesville, Oklahoma (the "City") pursuant to the Bison Trails Apartments Project Plan adopted by the City; authorizing the Authority to issue its Tax Increment Revenue Note, Taxable Series 2017 (the "Note") in the aggregate principal amount of not to exceed \$1,550,000.00; waiving competitive bidding and authorizing the note to be sold on a negotiated basis; approving and authorizing execution of a General Bond Indenture and a Series 2017 Supplemental Note Indenture (collectively, the "Indenture") authorizing the issuance and securing the payment of the Note; approving and authorizing execution of a Security Agreement by and between the City and the Authority pertaining to a pledge of certain ad valorem tax increment revenue; providing that the organizational document**

creating the Authority is subject to the provisions of the Indenture; approving and authorizing the execution of an Economic Development Agreement; approving the use of assistance in development financing; authorizing and directing the execution of the Note and other documents relating to the transaction; and containing other provisions relating thereto. Presented by Nate Ellis, Attorney, The Public Finance Law Group PLLC.

Mr. Ellis introduced Jon Wolff, Vice President, Municipal Finance Services, who provided the history of the Bison Trails Apartment Project and provided detailed information regarding the Note. He distributed information covering cost of issuance, amortization schedules, etc. He stated his commendation of city staff, and of BancFirst for coming to a decision that works out what is best for the City of Bartlesville. He stated that as the City's financial advisor, he is very comfortable with the Note as presented.

Vice Chairman Kane moved to approve the resolution as presented, seconded by Mr. Gentges.

Ayes: Mr. Curd, Dr. Callahan, Vice Chairman Kane, Mr. Gentges, Chairman Copeland.

Nay: None

Motion: Passed

7. BMA Trustee Comments and Inquiries.

There were no comments or inquiries.

8. There being no further business, Chairman Copeland adjourned the meeting at 7:18 p.m.

Dale W. Copeland, Chairman

Mike Bailey, Secretary

RESOLUTION NO. _____

A RESOLUTION ACCEPTING THE RESPONSIBILITIES AS DESIGNATED TO THE BARTLESVILLE MUNICIPAL AUTHORITY (THE "AUTHORITY") BY THE CITY OF BARTLESVILLE, OKLAHOMA (THE "CITY") PURSUANT TO THE BARTLESVILLE RETIREMENT COMMUNITY ECONOMIC DEVELOPMENT PROJECT PLAN ADOPTED BY THE CITY; APPROVING AND AUTHORIZING THE EXECUTION OF AN ECONOMIC DEVELOPMENT AGREEMENT BY AND AMONG THE AUTHORITY, THE CITY, AND WELLINGTON INTERGENERATIONAL LIVING COMMUNITIES, LLC; APPROVING AND AUTHORIZING THE EXECUTION OF A SECURITY AGREEMENT BY AND BETWEEN THE AUTHORITY AND THE CITY PERTAINING TO THE TAX INCREMENT REVENUES; APPROVING THE USE OF ASSISTANCE IN DEVELOPMENT FINANCING; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

WHEREAS, the Bartlesville Municipal Authority (the "Authority") has been created by a Trust Indenture dated as of November 1, 1991, for the use and benefit of the City of Bartlesville, Oklahoma (the "City"), under authority of and pursuant to the provisions of Title 60, Oklahoma Statutes 2011, Sections 176 to 180.4, inclusive, as amended and supplemented (the "Act"), the Oklahoma Trust Act and other applicable statutes of the State of Oklahoma; and

WHEREAS, the City has adopted and approved the Bartlesville Retirement Community Economic Development Project Plan dated November 10, 2017 (the "Project Plan") by Ordinance No. 3489 on November 20, 2017 (the "TIF Ordinance"), pursuant to the Oklahoma Local Development Act, Title 62, Oklahoma Statutes, Section 850, et seq. as amended (the "Local Development Act"); and

WHEREAS, the City, by virtue of the TIF Ordinance, has created Increment District No. 12, City of Bartlesville (the "Increment District"), pursuant to the Local Development Act; and

WHEREAS, the Authority, the City, and Wellington Intergenerational Living Communities, LLC (including its successors and assigns, the "Developer"), desire to enter into an economic development agreement for the purpose of providing a framework for the completion of certain infrastructure improvements contemplated under the Project Plan and the payment of costs associated therewith; and

WHEREAS, the Developer has agreed to complete certain infrastructure improvements contemplated under the Project Plan; and

WHEREAS, the Authority and the City have agreed to provide assistance in development financing (as authorized by Section 853(14)(o) of the Local Development Act), including specifically the reimbursement of authorized Project Costs plus accrued interest thereon, all as more fully set forth in the Development Agreement.

NOW, THEREFORE, BE IT RESOLVED BY THE TRUSTEES OF THE BARTLESVILLE MUNICIPAL AUTHORITY:

SECTION 1. ACCEPTANCE OF RESPONSIBILITIES. The Authority hereby accepts its responsibilities and authority to implement the Project Plan as set forth in the TIF Ordinance.

SECTION 2. EXECUTION OF ECONOMIC DEVELOPMENT AGREEMENT. The Economic Development Agreement by and among the Authority, the City, and the Developer (the "Development Agreement") is hereby approved and the Chairman or Vice Chairman and Secretary or Assistant Secretary are hereby authorized to execute same for and on behalf of the Authority, and to do all other lawful things to carry out the terms and conditions of said Development Agreement.

SECTION 3. EXECUTION OF SECURITY AGREEMENT. The Security Agreement by and between the Authority and the City (the "Security Agreement") pertaining to the transfer of the Ad Valorem Increment Revenues (as defined in the Project Plan and the TIF Ordinance) to the Authority in furtherance of the implementation of the Project Plan, is hereby approved and the Chairman or Vice Chairman and Secretary or Assistant Secretary are hereby authorized to execute same for and on behalf of the Authority, and to do all other lawful things to carry out the terms and conditions of said Security Agreement.

SECTION 4. ASSISTANCE IN DEVELOPMENT FINANCING. The use of assistance in development financing, as contemplated in the Development Agreement, and as authorized by Section 853(14)(o) of the Local Development Act, is hereby approved.

SECTION 5. EXECUTION OF NECESSARY DOCUMENTS. The Chairman or Vice Chairman and Secretary or Assistant Secretary of the Authority are hereby further authorized on behalf of the Authority to accept, receive, execute, attest, seal and deliver the above mentioned documents and all additional documentation, certifications and instruments and to take such further actions as may be required in connection with the transactions contemplated hereby, and are further authorized to approve and make any changes to the documents approved by this Resolution, for and on behalf of the Authority, the execution and delivery of such documents being conclusive as to the approval of any terms contained therein.

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PASSED AND APPROVED THIS 2ND DAY OF JANUARY, 2018.

BARTLESVILLE MUNICIPAL AUTHORITY

(SEAL)

By: _____
Chairman

ATTEST:

By: _____
Secretary

CERTIFICATE
OF
AUTHORITY ACTION

I, the undersigned, hereby certify that I am the duly and acting Secretary of the Bartlesville Municipal Authority.

I further certify that the Trustees of the Bartlesville Municipal Authority held a Regular Meeting at 7:00 o'clock P.M., on January 2, 2018, after due notice was given in full compliance with the Oklahoma Open Meeting Act.

I further certify that attached hereto is a full and complete copy of a Resolution that was passed and approved by said Trustees at said meeting as the same appears in the official records of my office and that said Resolution is currently in effect and has not been repealed or amended as of this date.

I further certify that below is listed those Trustees present and absent at said meeting; those making and seconding the motion that said Resolution be passed and approved, and those voting for and against such motion:

PRESENT:

ABSENT:

MOTION MADE BY:

MOTION SECONDED BY:

AYE:

NAY:

WITNESS MY HAND THIS 2ND DAY OF JANUARY, 2018.

BARTLESVILLE MUNICIPAL AUTHORITY

(SEAL)

Secretary of Authority