



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

**NOTICE OF SPECIAL MEETING
OF THE
BARTLESVILLE MUNICIPAL
AUTHORITY**

**Monday, August 3, 2020
7 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 Joe Colaw, First Wesleyan Church.**
- 4. Citizens to be heard.**
- 5. Discuss and take possible action to approve the Special Meeting Minutes of July 6, 2020.**
- 6. Consider and take action with respect to a Resolution of the Bartlesville Municipal Authority (The "Borrower") authorizing a loan application to the Oklahoma Water Resources Board; approving and authorizing a Clean Water SRF Loan from the Oklahoma Water Resources Board in the total aggregate principal amount of \$8,220,000; approving the issuance of a promissory note in the total aggregate principal amount of \$8,220,000, secured by a pledge of revenues and authorizing its execution; approving and authorizing the execution of a loan agreement for Clean Water SRF Loan; designating a local trustee and approving and authorizing the execution of a trust agreement; approving and authorizing the execution of a security agreement; ratifying and confirming a lease agreement; approving various covenants; approving and authorizing payment of fees and expenses; and containing other provisions relating thereto. Presented by Allan A. Brooks, The Public Finance Law Group PLLC.**
- 7. BMA Trustee Comments and Inquiries.**
- 8. Adjournment.**

The Notice of Meeting and Agenda was received and filed in the Office of the City Clerk on Tuesday, July 28, 2020 at 1:23 p.m. and posted in prominent public view at City Hall at 5 p.m. on Thursday, July 30, 2020.

Jason Muninger

Jason Muninger, City Clerk/CFO

/s/ Elaine Banes

by Elaine Banes, Deputy City Clerk

All discussion items are subject to possible action by the Bartlesville Municipal Authority (BMA). Agenda items requiring a public hearing as required by law will be so noted. The BMA may at their discretion change the order of the business agenda items. 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.



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401 S. Johnstone Avenue
Bartlesville, OK 74003

**MINUTES OF THE
SPECIAL MEETING
OF THE
BARTLESVILLE MUNICIPAL
AUTHORITY**

**Monday, July 6, 2020
7 p.m.**

Chairman Dale Copeland

MINUTES

(The Notice of Meeting and the Agenda was posted July 1, 2020 at 5:00 p.m.)

Trustees present were Chairman Dale Copeland, Vice Chairman Alan Gentges, Trustees Jim Curd, Jr., Trevor Dorsey and Paul Stuart.

City staff present were Mike Bailey, City Manager; Jess Kane, City Attorney; Jason Muninger, Secretary to the BMA and City Clerk/CFO; Terry Lauritsen, Director of Water Utilities; Micah Siemers, Director of Engineering; Shellie McGill, Director of the Public Library; Nancy Warring, Assistant City Planner/Grants Administrator; and Elaine Banes, Executive Assistant.

- 1. Chairman Copeland called the Business Meeting of the Bartlesville Municipal Authority to order at 7:00 p.m.**
- 2. Roll call was conducted and a quorum established.**
- 3. The invocation was provided by Janis Lussmyer, Commissioned Minister, Good Shepherd Presbyterian Church.**
- 4. Citizens to be heard.**

There were no citizens to be heard.

- 5. Discuss and take action to approve the Special Meeting Minutes of June 1, 2020.**

Vice Chairman Gentges moved to approve the minutes of June 1, 2020, seconded by Mr. Stuart.

Aye: Mr. Stuart, Mr. Dorsey, Mr. Curd, Vice Chairman Gentges, Chairman Copeland
Nay: None
Motion: Passed

- 6. Discuss and take possible action on a resolution to adopt the Environmental Assessment, dated June 2020, prepared for the Effluent Reuse Pump Station, Pipeline and Outfall Improvement Project (Caney River Water Augmentation). Presented by Terry Lauritsen, Director of Water Utilities.**

Mr. Lauritsen reported that the City is pursuing a water reuse system to augment the Caney River to provide a drought resilient source of water to increase the long term water supply portfolio. The project consists of installing a pump station to capture treated water at the

wastewater treatment plant, an 18-inch pipeline to transport the water to the discharge point at CR 1500, and an outfall structure to transition the pipeline flow to the river. One of the items completed through the design of the improvements is an environmental assessment to quantify the environmental impacts of the proposed construction. The results of the report found no historic, Indian Trust asset, cultural resource, or endangered/protected animal impacted by the proposed improvements. The wetlands were identified along the pipeline alignment and will be mitigated by utilizing a trenchless type installation method which will not disturb the wetland areas. The project will have no significant impact on the environment.

Mr. Lauritsen continued stating that the estimated construction cost of the pump station, pipeline and outfall structure is \$8MM. Construction is anticipated to begin late 2020 and will be funded through a \$750,000 grant from the United States Bureau of Reclamation (BOR) with the remaining portion financed through the Oklahoma Water Resources board, Clean Water State Revolving Fund. The OWRB requires the Bartlesville Municipal Authority to adopt the Environmental Assessment as a condition of financing in the form of a resolution.

A brief discussion ensued covering details of construction, timeline of completion, and that water reuse only be used once all other water resources are unavailable.

Mr. Curd moved to approve the resolution as presented, seconded by Mr. Stuart.

Aye: Mr. Dorsey, Mr. Curd, Vice Chairman Gentges, Mr. Stuart, 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 7:13 p.m.

Dale W. Copeland, Chairman

**Jason Muninger, Secretary to the BMA
City Clerk/CFO**

PURSUANT TO THE LEGAL NOTICE AS IS REQUIRED BY THE OKLAHOMA OPEN MEETING ACT INCLUDING THE POSTING OF NOTICE AND AGENDA AS IS REQUIRED BY THE TERMS THEREOF, THE BOARD OF TRUSTEES OF THE BARTLESVILLE MUNICIPAL AUTHORITY, BARTLESVILLE, OKLAHOMA, MET IN SPECIAL SESSION AT CITY HALL IN SAID CITY ON THE 3RD DAY OF AUGUST, 2020, AT 7:00 O'CLOCK P. M.

PRESENT:

ABSENT:

(OTHER PROCEEDINGS)

Thereupon, the Chairman introduced a Resolution which was read by the Secretary. Trustee _____ moved that the Resolution be adopted and Trustee _____ seconded the motion. The motion carrying with it the adoption of the Resolution prevailed by the following vote:

AYE:

NAY:

The Resolution so approved is as follows:

RESOLUTION NO. _____

A RESOLUTION OF THE BARTLESVILLE MUNICIPAL AUTHORITY (THE "BORROWER") AUTHORIZING A LOAN APPLICATION TO THE OKLAHOMA WATER RESOURCES BOARD; APPROVING AND AUTHORIZING A CLEAN WATER SRF LOAN FROM THE OKLAHOMA WATER RESOURCES BOARD IN THE TOTAL AGGREGATE PRINCIPAL AMOUNT OF \$8,220,000; APPROVING THE ISSUANCE OF A PROMISSORY NOTE IN THE TOTAL AGGREGATE PRINCIPAL AMOUNT OF \$8,220,000, SECURED BY A PLEDGE OF REVENUES AND AUTHORIZING ITS EXECUTION; APPROVING AND AUTHORIZING THE EXECUTION OF A LOAN AGREEMENT FOR CLEAN WATER SRF LOAN; DESIGNATING A LOCAL TRUSTEE AND APPROVING AND AUTHORIZING THE EXECUTION OF A TRUST AGREEMENT; APPROVING AND AUTHORIZING THE EXECUTION OF A SECURITY AGREEMENT; RATIFYING AND CONFIRMING A LEASE AGREEMENT; APPROVING VARIOUS COVENANTS; APPROVING AND AUTHORIZING PAYMENT OF FEES AND EXPENSES; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

WHEREAS, the Bartlesville Municipal Authority, Washington County, Oklahoma (the "Borrower"), was organized under Title 60, Oklahoma Statutes 2011, Sections 176-180.4, as amended, for the purpose of furthering the public functions of the City of Bartlesville, Oklahoma (the "City"); and

WHEREAS, the Borrower is authorized and has determined to make improvements to the wastewater treatment system and related appurtenances (the "Project") in order to better serve the customers of said Borrower and in payment of part of the cost thereof, to seek money in the form of a Clean Water SRF Loan from the Oklahoma Water Resources Board (the "Board") in the amount of \$8,220,000; and

WHEREAS, the Board has under consideration a loan application of the Borrower and the Borrower has determined to borrow money from the Board to accomplish the Project and to evidence such loan by the issuance of the Borrower's Series 2020 Clean Water SRF Promissory Note to Oklahoma Water Resources Board in the original principal amount of \$8,220,000 (the "Note"), said Note being secured by a lien on the revenues derived from the water and sanitary sewer systems (hereinafter collectively, the "System"); provided, said pledge and lien shall be on a parity in all respects with the Borrower's (i) Series 2002A Drinking Water SRF Promissory Note to Oklahoma Water Resources Board dated November 19, 2002, issued in the original principal amount of \$743,591.24; (ii) Series 2004A Drinking Water SRF Promissory Note to Oklahoma Water Resources Board dated March 31, 2004, issued in the original principal amount of \$726,006.00; (iii) Series 2004C Clean Water SRF Promissory Note to Oklahoma Water Resources Board dated March 31, 2004, issued in the original principal amount of \$552,498.00; (iv) Series 2012 Drinking Water SRF Promissory Note to Oklahoma Water Resources Board dated August 30, 2012, issued in the original principal amount of \$3,810,000.00 ; (v) Utility System Revenue Note, Series 2016 dated May 24, 2016, issued in the original principal amount of \$3,355,000.00; and (vi) Utility System Revenue Note, Taxable Series 2019 dated November 26, 2019, issued in the original principal amount of \$29,670,000.00 (collectively, the "Existing Indebtedness"); and

WHEREAS, it is the desire of the Borrower to authorize the execution and delivery of any and all documents necessary or attendant to the issuance of the Note.

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

Section 1. Application. The Borrower shall file an Application with the Oklahoma Water Resources Board seeking financial assistance through the Clean Water State Revolving Fund Program for purposes of financing the Project and the Chairman or Vice Chairman and Secretary or Assistant Secretary of the Borrower are hereby authorized to execute said Application for and on behalf of the Borrower. The Borrower is further authorized to advance to the Oklahoma Water Resources Board the necessary application fees in connection with the referenced Application.

Section 2. Issuance of Note. The Borrower is hereby authorized to accept said loan and issue its Note payable to the Board and secured by a pledge of revenue derived from the operation of the System. The officers of the Borrower are hereby authorized and directed to execute said Note and to do any and all lawful things to effect said loan and secure said loan from the Board, provided that the principal amount of the Note shall be \$8,220,000, and the rate of interest on the Note shall be a fixed rate of interest of _____ hundredths of one percent (____%) per annum inclusive of administrative fees of one half of one percent (1/2%).

Section 3. Execution of Loan Agreement for Clean Water SRF Loan. The Loan Agreement for Clean Water SRF Loan by and between the Borrower and the Board (the “Loan Agreement”) is hereby approved and the Chairman or Vice Chairman and Secretary or Assistant Secretary of the Borrower are hereby authorized to execute same for and on behalf of the Borrower, and to do all other lawful things to carry out the terms and conditions of said Loan Agreement.

Section 4. Designation of Local Trustee and Execution of Trust Agreement. The Borrower hereby designates BancFirst, Oklahoma City, Oklahoma, to serve as local trustee (the “Local Trustee”) of certain funds in relation to the Note. The Trust Agreement by and between the Borrower and the Local Trustee, pertaining to the Note (the “Trust 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 Borrower, and to do all other lawful things to carry out the terms and conditions of said Trust Agreement.

Section 5. Execution of Security Agreement. The Security Agreement by the Borrower in favor of the Board (the “Security Agreement”), whereby the Borrower gives a lien on the revenues of the System to the Board to secure payment of the Note 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 Borrower, and do all other lawful things to carry out the terms and conditions of said Security Agreement.

Section 6. Lease Agreement. The Amended Lease Agreement and Operation and Maintenance Contract dated May 24, 2016, by and between the City and the Borrower (the “Lease Agreement”), whereby the City leases unto the Borrower its water and sanitary sewer systems, is hereby ratified and confirmed, and the term of said Lease Agreement shall extend until the Note is paid.

Section 7. Covenants of Borrower Until payment in full of the Note and performance of all obligations owing to the Board under the Loan Agreement and the instruments executed pursuant hereto, unless the Board shall otherwise consent in writing, the Borrower hereby represents its intent to abide by and carry out the covenants contained in the Loan Agreement, which covenants are incorporated herein in their entirety.

Section 8. Project Costs Disbursement Account; Fees and Expenses. The Borrower is authorized to establish an account or accounts as necessary to serve as the Project Costs Disbursement Account described in the Loan Agreement. Upon closing of the referenced loan, the officers of the Borrower are hereby authorized to disburse (from loan proceeds or other available funds of the Borrower) those fees and expenses set forth on Exhibit “A” hereto, together with such other fees and expenses as will be set forth on the Borrower’s Closing Order to be executed in connection with the closing of the financing referenced herein.

Section 9. Necessary Action. The Chairman or Vice Chairman and Secretary or Assistant Secretary of the Borrower are hereby further authorized on behalf of the Borrower 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, including the execution of professional services agreements with The Public Finance Law Group PLLC, as bond counsel and with Municipal Finance Services, Inc., as financial advisor, and are further authorized to approve and make any changes to the documents approved by this Resolution, for and on behalf of the Borrower, the execution and delivery of such documents being conclusive as to the approval of any terms contained therein.

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ADOPTED AND APPROVED THIS 3RD DAY OF AUGUST, 2020.

BARTLESVILLE MUNICIPAL AUTHORITY

(SEAL)

Chairman

ATTEST:

Secretary

STATE OF OKLAHOMA)
)SS
COUNTY OF WASHINGTON)

I, the undersigned, Secretary of the Bartlesville Municipal Authority, Washington County, Oklahoma, an Oklahoma public trust, do hereby certify that the above and foregoing is a true, full and correct copy of an excerpt from the minutes of a meeting of the Board of Trustees of said public trust held on the date above stated, all as recorded in the official minutes of such meeting. I further certify that the "Open Meeting Law" was complied with for such meeting.

GIVEN UNDER MY HAND THIS 3RD DAY OF AUGUST, 2020.

(SEAL)

Secretary

EXHIBIT "A"

Fees and Expenses Paid at Closing

The Public Finance Law Group PLLC Legal Fee and Reimbursement of Expenses	1.0% of the principal amount of the Note plus \$2,500 expenses
Municipal Finance Services, Inc. Financial Advisory Fee and Expenses	1/2% of the principal amount of the Note plus \$2,500 expenses
BancFirst, Oklahoma City, Oklahoma Trustee Bank Acceptance Fee	\$500.00