

**MINUTES OF THE SPECIAL MEETING CLINTON CITY COUNCIL
TUESDAY, DECEMBER 9, 2014**

Minutes of the Special Meeting of the Mayor and City Council of the City of Clinton, Oklahoma, Custer County, held in the City Council Room, City Hall on Tuesday, December 9, 2014 at 5:30 p.m. A notice of this meeting with agenda was posted on the bulletin board in the lobby of Clinton City Hall on December 5, 2014.

Mayor: Seth Adams

Council: Don Rodolph, Mustafa Sami, Jason Hulin

Absent: Wheeler Lowry

City Manager: Mark Skiles

City Clerk: Lisa Anders

Deputy Clerk: Shone Stermer

City Treasurer: Debra Blanchard

City Attorney: Ryan Meacham

Media: Gerald Green and Jarod Atha

Others: Gene McCullough, David Crabtree, Rick Smith, Paula Glancy, Stewart Barrick, Kris Wermey, Jim Holmes, Nate Ellis and others.

AGENDA ITEM NO. 2: DISCUSS AND POSSIBLE ACTION WITH RESPECT TO A RESOLUTION OF THE CITY OF CLINTON, OKLAHOMA (THE "CITY") APPROVING THE INCURRENCE OF INDEBTEDNESS BY THE CLINTON PUBLIC WORKS AUTHORITY (THE "AUTHORITY") ISSUING ITS UTILITY SYSTEM AND SALES TAX REVENUE BONDS, SERIES 2014 (THE "BONDS"); PROVIDING THAT THE ORGANIZATIONAL DOCUMENT CREATING THE AUTHORITY IS SUBJECT TO THE PROVISIONS OF THE BOND INDENTURE, AUTHORIZING THE ISSUANCE OF SAID BONDS; RATIFYING AND CONFIRMING A LEASE BY AND BETWEEN THE CITY AND THE AUTHORITY WHEREBY THE CITY LEASES ITS WATER, SANITARY SEWER, AND SANITATION SYSTEMS TO THE AUTHORITY; APPROVING THE OFFICIAL STATEMENT PERTAINING TO SAID BONDS; APPROVING AND AUTHORIZING THE EXECUTION OF A SALES TAX AGREEMENT; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

Nate Ellis explained that the public trust is the issues of bonds and the approval of the resolution authorizes the action that was taken by the Clinton Public Works Authority.

Motion was made by Councilman Rodolph and seconded by Councilman Hulin to approved Resolution No. 836.

Mayor put the motion to a roll call vote:

Aye: Rodolph, Hulin, Sami, Adams

Nay: None

Mayor declared the motion carried.

Rick Smith said the bonds would be on the market on December 16, 2014 and he would provide an update on the sale and rates at the Council meeting that evening.

AGENDA ITEM NO. 3: ADJOURNMENT

Motion was made by Councilman Hulin and seconded by Councilman Sami to adjourn the meeting.

Mayor put the motion to a roll call vote:

Aye: Hulin, Sami, Rodolph, Adams

Nay: None

Mayor declared the meeting adjourned at 6:00 p.m.

RESOLUTION NO. 836

A RESOLUTION OF THE CITY OF CLINTON, OKLAHOMA (THE "CITY") APPROVING THE INCURRENCE OF INDEBTEDNESS BY THE CLINTON PUBLIC WORKS AUTHORITY (THE "AUTHORITY") ISSUING ITS UTILITY SYSTEM AND SALES TAX REVENUE BONDS, SERIES 2014 (THE "BONDS"); PROVIDING THAT THE ORGANIZATIONAL DOCUMENT CREATING THE AUTHORITY IS SUBJECT TO THE PROVISIONS OF THE BOND INDENTURE, AUTHORIZING THE ISSUANCE OF SAID BONDS; WAIVING COMPETITIVE BIDDING AND APPROVING THE PROCEEDINGS OF THE AUTHORITY PERTAINING TO THE SALE OF SAID BONDS; RATIFYING AND CONFIRMING A LEASE BY AND BETWEEN THE CITY AND THE AUTHORITY WHEREBY THE CITY LEASES ITS WATER, SANITARY SEWER, AND SANITATION SYSTEMS TO THE AUTHORITY; APPROVING THE OFFICIAL STATEMENT PERTAINING TO SAID BONDS; APPROVING AND AUTHORIZING THE EXECUTION OF A SALES TAX AGREEMENT; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF CLINTON, OKLAHOMA:

SECTION 1. INDEBTEDNESS AUTHORIZED. The Clinton Public Works Authority (the "Authority") is hereby authorized to incur an indebtedness by the issuance of its Utility System and Sales Tax Revenue Bonds, Series 2014 in the amount of not to exceed \$33,000,000.00, according to the terms and conditions of a Revenue Bond Indenture, as supplemented and amended by a Series 2014 Supplemental Bond Indenture (collectively, the "Bond Indenture"), provided that said Bonds shall never constitute a debt of the City of Clinton, Oklahoma (the "City").

SECTION 2. ORGANIZATIONAL DOCUMENT SUBJECT TO BOND INDENTURE. The organizational document creating the Authority is hereby made subject to the terms of the Bond Indenture authorizing the issuance and securing the payment of the Bonds as more fully described in Section 1 hereof.

SECTION 3. WAIVING COMPETITIVE BIDDING; APPROVAL OF SALE PROCEEDINGS. The waiving of Competitive Bidding for the sale of said Bonds and the sale of said Bonds by the Authority pursuant to a Bond Purchase Agreement with BOSCO, Inc., is hereby approved and the Mayor or Vice Mayor is authorized to approve any changes or additions to said Bond Purchase Agreement.

SECTION 4. LEASE. The Lease dated November 15, 1977, but to be effective November 5, 1977, whereby the City leased its water, sanitary sewer, and sanitation systems to the Authority and whereby the Authority agreed to operate and maintain the same (the "Lease"), is hereby ratified and confirmed and the term of said Lease Agreement shall continue until such date

as all bonds or indebtedness of the Authority secured by and payable from the revenues of the referenced utility systems has been paid or provision for payment has been made.

SECTION 5. OFFICIAL STATEMENT. The Preliminary Official Statement dated December 9, 2014 and the Final Official Statement (collectively, the "Official Statement") outlining the terms, conditions and security for said Bonds, is hereby adopted and approved and the Mayor or Vice Mayor is authorized to approve any corrections, additions or deletions thereto for and on behalf of the City; provided further, that the information contained in said Official Statement with respect to the City and the Authority is correct in all material respects and such information does not contain any untrue statements of a material fact and does not omit to state a material fact necessary to make the statements made in such Official Statement, in light of the circumstances under which they were made, not misleading.

SECTION 6. SALES TAX AGREEMENT. The Sales Tax Agreement by and between the City and the Authority pertaining to certain sales tax revenue of the City to be paid over to the Authority is hereby approved and the Mayor or Vice Mayor and City Clerk or Deputy City Clerk are authorized to execute and deliver said Sales Tax Agreement on behalf of the City.

SECTION 7. AUTHORIZING EXECUTION. The Mayor or Vice Mayor of the City and City Clerk or Deputy City Clerk representing the City at the closing of the above-referenced bond issue is hereby authorized to execute and deliver on behalf of the City any and all certifications and documentation necessary or attendant to the delivery of the Bonds, as directed by Bond Counsel.

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PASSED AND APPROVED THIS 9TH DAY OF DECEMBER, 2014.



CITY OF CLINTON, OKLAHOMA

A handwritten signature in black ink, appearing to read "J. H. Adams", is written over a horizontal line.

Mayor

Lisa Anders

City Clerk

CERTIFICATE
OF
CITY COUNCIL ACTION

I, the undersigned, hereby certify that I am the duly qualified and acting City Clerk of the City of Clinton, Oklahoma.

I further certify that the City Council of City of Clinton, Oklahoma, held a Special Meeting at 5:30 P.M., on December 9, 2014, 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 City Council 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 Councilmembers 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: Mayor Seth Adams, Jason Hulin, Don Rodolph, and Mustafa Sami

ABSENT: Wheeler Lowry

MOTION MADE BY: Don Rodolph

MOTION SECONDED BY: Jason Hulin

AYE: Mayor Seth Adams, Jason Hulin, Don Rodolph, and Mustafa Sami

NAY: None

WITNESS MY HAND THIS 9TH DAY OF DECEMBER, 2014.

CITY OF CLINTON, OKLAHOMA

Lisa Anders

City Clerk

