

**MINUTES OF A SPECIAL MEETING OF CLINTON PUBLIC WORKS AUTHORITY
TUESDAY, NOVEMBER 25, 2014**

Minutes of a special meeting of the Chairman and Trustees of the Clinton Public Works Authority of the City of Clinton, Oklahoma, Custer County, held at the City Hall on Tuesday, November 25, 2014, at 8:00 a.m. A notice of this meeting with agenda was posted on the bulletin board in the lobby of the Clinton City Hall on November 20, 2014.

Chairman Seth Adams called the meeting to order with the following present:

Chairman: Seth Adams

Trustee: Don Rodolph, Jason Hulin, Wheeler Lowry, Mustafa Sami

City Manager: Mark Skiles

City Clerk: Lisa Anders

City Treasurer: Debra Blanchard

Deputy Clerk: Shona Stermer

Public Works Director: Donald Webb

Media: Gerald Green and Mike Smith

Others: Gene McCullough, David Crabtree, Toby Anders, Brad Stucker, Dacia Phillips, Rick Smith, Allen Brooks, Ben Oglesby and others.

AGENDA ITEM NO. 2. DISCUSS AND POSSIBLE ACTION REGARDING A MOTION TO GO INTO EXECUTIVE SESSION PURSUANT TO 25 O.S. SEC. 307(B)(4) TO HAVE CONFIDENTIAL COMMUNICATIONS BETWEEN THE PUBLIC WORKS AUTHORITY AND ITS ATTORNEYS CONCERNING A PENDING INVESTIGATION, CLAIM OR ACTION RELATED TO THE MUNICIPALITIES CONTINUING DISCLOSURE COOPERATION INITIATIVE OF THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Motion was made by Trustee Rodolph and seconded by Trustee Sami to go into executive session and include City Manager Mark Skiles, Treasurer Debra Blanchard, Rick Smith, Ben Oglesby and Allen Brooks.

Chairman put the motion to a roll call vote:

Aye: Rodolph, Sami, Lowry, Hulin, Adams

Nay: None

Chairman declared the meeting in executive session at 8:02 a.m.

Trustee Sami excused himself from the meeting at 8:50 a.m.

AGENDA ITEM NO. 3 RECONVENE OPEN MEETING

Motion was made by Trustee Rodolph and seconded by Trustee Hulin to enter back into regular session:

Chairman put the motion to a roll call vote:

Aye: Rodolph, Hulin, Lowry, Adams

Nay: None

Chairman declared the meeting in regular session at 9:00 a.m.

AGENDA ITEM NO. 4 DISCUSS AND POSSIBLE ACTION CONCERNING A PENDING INVESTIGATION, CLAIM OR ACTION RELATED TO THE MUNICIPALITIES CONTINUING DISCLOSURE COOPERATION INITIATIVE OF THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION

City Manager Mark Skiles introduced Allen Brooks of The Public Finance Law Group. Mr. Brooks explained the initiative of the Securities and Exchange Commission regarding timely filings of statements. He said there have been widespread non-compliance issues regarding filings not being made in a timely manner and the Clinton 2012 Bonds are an issue. He said there is an opportunity for a self-reporting document to be completed and sent to the SEC. He said this is an opportunity to clean up the filing issue.

Motion was made by Trustee Rodolph and seconded by Trustee Hulin to authorize the Chairman to execute a self-reporting document to be filed with the Securities and Exchange Commission.

Chairman put the motion to a roll call vote:

Aye: Rodolph, Hulin, Lowry, Adams

Nay: None

Chairman declared the motion carried.

AGENDA ITEM NO. 5: DISCUSS AND POSSIBLE ACTION WITH RESPECT TO THE RETENTION OF SPECIAL COUNSEL IN CONNECTION WITH A PENDING INVESTIGATION, CLAIM OR ACTION RELATED TO THE MUNICIPALITIES CONTINUING DISCLOSURE COOPERATION INITIATIVE OF THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Mr. Allen Brooks presented an engagement letter from Hawkins, Delafield & Wood to retain them with regard to continuing disclosure policies and procedures.

Motion was made by Trustee Rodolph and seconded by Trustee Hulin to approve the engagement letter with Hawkins, Delafield & Woods regarding special counsel with the Securities and Exchange Commission.

Chairman put the motion to a roll call vote:

Aye: Rodolph, Hulin, Lowry, Adams

Nay: None

Chairman declared the motion carried.

AGENDA ITEM NO. 6: DISCUSS AND POSSIBLE ACTION WITH RESPECT TO A RESOLUTION AUTHORIZING AND ADOPTING CERTAIN CONTINUING DISCLOSURE POLICIES AND PROCEDURES PERTAINING TO THE ISSUANCE OF CERTAIN OBLIGATIONS ISSUED BY THE CITY OF CLINTON, OKLAHOMA (THE "CITY") AND ITS PUBLIC TRUSTS AND AUTHORITIES; AND CONTAINING OTHER PROVISIONS RELATING THERETO

Rick Smith of Municipal Finance Services presented the document for Continuing Disclosure Policies and Procedures for filing. He recommended the policies and procedures be adopted by the Clinton Public Works Authority.

Motion was made by Trustee Hulin and seconded by Trustee Lowry to adopt Resolution No. PW-14-5 regarding continuing disclosure policies and procedures pertaining to the issuance of certain obligations issued by the City of Clinton and its public trust.

Chairman put the motion to a roll call vote:

Aye: Hulin, Lowry, Rodolph, Adams

Nay: None

Chairman declared the motion carried.

AGENDA ITEM NO. 7: ADJOURNMENT

Motion was made by Trustee Hulin and seconded by Trustee Lowry to adjourn the meeting.

Chairman put the motion to a roll call vote:

Aye: Hulin, Lowry, Rodolph, Adams

Nay: None

Chairman declared the meeting adjourned at 9:05 p.m.

RESOLUTION NO. PW14-05

A RESOLUTION AUTHORIZING AND ADOPTING CERTAIN CONTINUING DISCLOSURE POLICIES AND PROCEDURES PERTAINING TO THE ISSUANCE OF CERTAIN OBLIGATIONS ISSUED BY THE CITY OF CLINTON, OKLAHOMA (THE "CITY") AND ITS PUBLIC TRUSTS AND AUTHORITIES; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE CLINTON PUBLIC WORKS AUTHORITY:

SECTION 1. CONTINUING DISCLOSURE POLICIES AND PROCEDURES. The Continuing Disclosure Policies and Procedures for the City of Clinton, Oklahoma and its Public Trusts and Authorities (the "Continuing Disclosure Procedures") attached hereto as Exhibit "A" are hereby approved and the Chairman or Vice Chairman of The Clinton Public Works Authority (the "Authority") is authorized to approve any corrections or additions thereto, and is further directed to execute and deliver same for and on behalf of the Authority; such execution and delivery to constitute full approval thereof by the Authority, including any corrections or additions thereto. The Authority is hereby further directed to incorporate said Continuing Disclosure Procedures in their financial policies and practices.

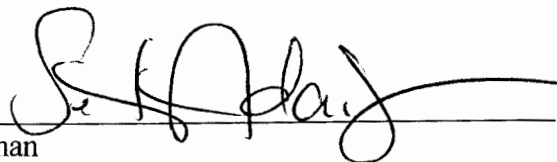
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PASSED AND APPROVED THIS 25TH DAY OF NOVEMBER, 2014.

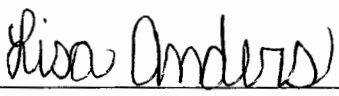
THE CLINTON PUBLIC WORKS AUTHORITY

(SEAL)

Chairman

A handwritten signature in black ink, appearing to read "Jeffrey", written over a horizontal line.

ATTEST:


Secretary