

**MINUTES OF A SPECIAL MEETING OF CLINTON PUBLIC WORKS AUTHORITY
TUESDAY, DECEMBER 9, 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, 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 the Clinton City Hall on December 5, 2014.

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

Chairman: Seth Adams

Trustee: Don Rodolph, Jason Hulin, Mustafa Sami

Absent: Wheeler Lowry

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 Jarod Atha

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

AGENDA ITEM NO. 2. DISCUSS AND POSSIBLE ACTION WITH RESPECT TO A RESOLUTION OF THE TRUSTEES OF THE CLINTON PUBLIC WORKS AUTHORITY (THE "AUTHORITY") APPROVING THE PRELIMINARY OFFICIAL STATEMENT PERTAINING TO THE CLINTON PUBLIC WORKS AUTHORITY'S UTILITY SYSTEM AND SALES TAX REVENUE BONDS SERIES 2014 (THE "BONDS") AND DEEMING SAID PRELIMINARY OFFICIAL STATEMENT "NEAR FINAL" AND AUTHORIZING DISTRIBUTION OF THE SAME AND AUTHORIZING THE CHAIRMAN OR VICE CHAIRMAN OF THE AUTHORITY TO APPROVE ANY CORRECTIONS TO SAID OFFICIAL STATEMENT; AND CONTAINING OTHER PROVISIONS RELATING THERETO

Rick Smith of Municipal Finance Services explained that application had been made for a credit rating for the City of Clinton. The credit rating was determined to be A-stable outlook. He said this was based on strong financial management and the utility rate increases approved earlier this year that shows commitment to the citizens of Clinton to provide water.

He explained that the next step is a bond insurance policy to cover the life of the bond. He said the quoted premium price at \$63,000 to \$65,000. He also discussed a surety bond for a one-time cost of \$27,000 which will reduce the amount of the bond issuance.

Smith reviewed the water project budget totaling \$28,563,910. He explained that as the bond amount was reduced, the bond cost will also reduce. He explained the time schedule for the sale of bond to be December 16 and the closing documents will be prepared December 17 through December 22 and the proceeds delivered December 23, 2014.

Nate Ellis presented Resolution PW 14-07 regarding the preliminary official statement which is the basis to offer the bonds for sale.

Motion was made by Trustee Rodolph and seconded by Trustee Sami to approved Resolution PW 14-07.

Chairman put the motion to a roll call vote:

Aye: Rodolph, Sami, 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 DISCUSS AND POSSIBLE ACTION WITH RESPECT TO A RESOLUTION OF THE TRUSTEES OF THE CLINTON PUBLIC WORKS AUTHORITY (THE "AUTHORITY") AUTHORIZING THE ISSUANCE OF ITS UTILITY SYSTEM AND SALES TAX REVENUE BONDS, SERIES 2014 IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$33,000,000.00 (THE "BONDS"), FOR THE PURPOSE OF (I) PAYING CERTAIN COSTS ASSOCIATED WITH THE ISSUANCE OF THE BONDS; DESIGNATING UNDERWRITERS WITH RESPECT TO THE SALE OF THE BONDS; WAIVING COMPETITIVE BIDDING AND AUTHORIZING THE BONDS TO BE SOLD ON A NEGOTIATED BASIS AND AT A DISCOUNT; APPROVING A BOND PURCHASE AGREEMENT WITH RESPECT TO THE SALE OF THE BONDS AND AUTHORIZING AND DIRECTING EXECUTION THEREOF BY THE CHAIRMAN OR VICE CHAIRMAN OF THE AUTHORITY; RATIFYING AND CONFIRMING THE LEASE BY AND BETWEEN THE CITY OF CLINTON, OKLAHOMA (THE "CITY") AND THE AUTHORITY PERTAINING TO THE LEASE OF THE WATER, SANITARY SEWER, AND SANITATION SYSTEMS FROM THE CITY TO THE AUTHORITY; APPROVING AND AUTHORIZING THE EXECUTION OF A SERIES 2014 SUPPLEMENTAL BOND INDENTURE, AS IT SUPPLEMENTS AND AMENDS A REVENUE BOND INDENTURE DATED AS OF NOVEMBER 1, 2012 (COLLECTIVELY, THE "BOND INDENTURE"), AUTHORIZING THE ISSUANCE AND SECURING THE PAYMENT OF THE BONDS; APPROVING THE OFFICIAL STATEMENT PERTAINING TO SAID BONDS AND AUTHORIZING DISTRIBUTION OF THE SAME AND AUTHORIZING THE CHAIRMAN OR VICE CHAIRMAN OF THE AUTHORITY TO APPROVE ANY CORRECTIONS TO SAID OFFICIAL STATEMENT; PROVIDING THAT THE ORGANIZATIONAL DOCUMENT CREATING THE AUTHORITY IS SUBJECT TO THE PROVISIONS OF SAID BOND INDENTURE; AUTHORIZING AND DIRECTING THE EXECUTION OF BONDS AND OTHER DOCUMENTS RELATING TO THE TRANSACTION INCLUDING, BUT NOT BY WAY OF LIMITATION, A SALES TAX AGREEMENT AND A CONTINUING DISCLOSURE AGREEMENT; AND CONTAINING OTHER PROVISIONS RELATING THERETO

Nate Ellis explained that approval of the resolution allows the issuance of the Public Works Authority bonds for a not to exceed amount of \$33,000,000.00 and a not to exceed interest rate of 4.9%. He said that upon completion, a certificate of determination will be issued. He said the bonds would be marketed on December 16, 2014.

Motion was made by Trustee Rodolph and seconded by Trustee Sami to approve resolution No. PW 14-08 as presented.

Chairman put the motion to a roll call vote:

Aye: Rodolph, Sami, Hulin, Adams

Nay: None

Chairman declared the motion carried.

AGENDA ITEM NO. 4 ADJOURNMENT

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

Chairman put the motion to a roll call vote:

Aye: Sami, Hulin, Rodolph, Adams

Nay: None

Chairman declared the meeting adjourned at 5:55 P.M.

RESOLUTION NO. PW-14-07

A RESOLUTION OF THE TRUSTEES OF THE CLINTON PUBLIC WORKS AUTHORITY (THE "AUTHORITY") APPROVING THE PRELIMINARY OFFICIAL STATEMENT PERTAINING TO THE CLINTON PUBLIC WORKS AUTHORITY'S UTILITY SYSTEM AND SALES TAX REVENUE BONDS, SERIES 2014 (THE "BONDS") AND DEEMING SAID PRELIMINARY OFFICIAL STATEMENT "NEAR FINAL" AND AUTHORIZING DISTRIBUTION OF THE SAME AND AUTHORIZING THE CHAIRMAN OR VICE CHAIRMAN OF THE AUTHORITY TO APPROVE ANY CORRECTIONS TO SAID OFFICIAL STATEMENT; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

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

SECTION 1. PRELIMINARY OFFICIAL STATEMENT. The Preliminary Official Statement (the "Preliminary Official Statement") as presented on this date outlining the terms, conditions and security for the Authority's Utility System and Sales Tax Revenue Bonds, Series 2014 (the "Bonds"), is hereby adopted and approved in substantially the form presented and the Chairman or Vice Chairman of the Authority is authorized to approve any corrections, additions or deletions thereto for and on behalf of the Authority and is further authorized and directed to execute and deliver same for and on behalf of the Authority; provided further, that the information contained in said Preliminary Official Statement with respect to 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 Preliminary Official Statement, in light of the circumstances under which they were made, not misleading. The Authority hereby deems the Preliminary Official Statement "near final" in accordance with the requirements of Rule 15c2-12 of the Securities and Exchange Commission promulgated pursuant to the Securities Exchange Act of 1934. The Authority authorizes BOSC, Inc., as the underwriters with respect to the Bonds, to distribute the Preliminary Official Statement in connection with the sale of the Bonds.

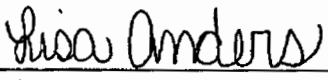
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PASSED AND APPROVED THIS 9TH DAY OF DECEMBER, 2014.

THE CLINTON PUBLIC WORKS AUTHORITY




Chairman


Secretary

CERTIFICATE
OF
AUTHORITY ACTION

I, the undersigned, hereby certify that I am the duly qualified and acting Secretary of The Clinton Public Works Authority.

I further certify that the Trustees of The Clinton Public Works Authority 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 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: Chairman Seth Adams, Jason Hulin, Don Rodolph, and Mustafa Sami

ABSENT: Wheeler Lowry

MOTION MADE BY: Don Rodolph

MOTION SECONDED BY: Mustafa Sami

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

NAY: None

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

THE CLINTON PUBLIC WORKS AUTHORITY

Lisa Anders

Secretary of Authority



RESOLUTION NO. PW-14-08

A RESOLUTION OF THE TRUSTEES OF THE CLINTON PUBLIC WORKS AUTHORITY (THE "AUTHORITY") AUTHORIZING THE ISSUANCE OF ITS UTILITY SYSTEM AND SALES TAX REVENUE BONDS, SERIES 2014 IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$33,000,000.00 (THE "BONDS"), FOR THE PURPOSE OF (I) CONSTRUCTING WATER SYSTEM IMPROVEMENTS AND (II) PAYING CERTAIN COSTS ASSOCIATED WITH THE ISSUANCE OF THE BONDS; DESIGNATING UNDERWRITERS WITH RESPECT TO THE SALE OF THE BONDS; WAIVING COMPETITIVE BIDDING AND AUTHORIZING THE BONDS TO BE SOLD ON A NEGOTIATED BASIS AND AT A DISCOUNT; APPROVING A BOND PURCHASE AGREEMENT WITH RESPECT TO THE SALE OF THE BONDS AND AUTHORIZING AND DIRECTING EXECUTION THEREOF BY THE CHAIRMAN OR VICE CHAIRMAN OF THE AUTHORITY; RATIFYING AND CONFIRMING THE LEASE BY AND BETWEEN THE CITY OF CLINTON, OKLAHOMA (THE "CITY") AND THE AUTHORITY PERTAINING TO THE LEASE OF THE WATER, SANITARY SEWER, AND SANITATION SYSTEMS FROM THE CITY TO THE AUTHORITY; APPROVING AND AUTHORIZING THE EXECUTION OF A SERIES 2014 SUPPLEMENTAL BOND INDENTURE, AS IT SUPPLEMENTS AND AMENDS A REVENUE BOND INDENTURE DATED AS OF NOVEMBER 1, 2012 (COLLECTIVELY, THE "BOND INDENTURE"), AUTHORIZING THE ISSUANCE AND SECURING THE PAYMENT OF THE BONDS; APPROVING THE OFFICIAL STATEMENT PERTAINING TO SAID BONDS AND AUTHORIZING DISTRIBUTION OF THE SAME AND AUTHORIZING THE CHAIRMAN OR VICE CHAIRMAN OF THE AUTHORITY TO APPROVE ANY CORRECTIONS TO SAID OFFICIAL STATEMENT; PROVIDING THAT THE ORGANIZATIONAL DOCUMENT CREATING THE AUTHORITY IS SUBJECT TO THE PROVISIONS OF SAID BOND INDENTURE; AUTHORIZING AND DIRECTING THE EXECUTION OF BONDS AND OTHER DOCUMENTS RELATING TO THE TRANSACTION INCLUDING, BUT NOT BY WAY OF LIMITATION, A SALES TAX AGREEMENT AND A CONTINUING DISCLOSURE AGREEMENT; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

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

SECTION 1. INDEBTEDNESS AUTHORIZED. The Clinton Public Works Authority (the "Authority") is authorized to incur an indebtedness by the issuance of its Utility System and Sales Tax Revenue Bonds, Series 2014 for and on behalf of City of Clinton, Oklahoma (the "City"), in the aggregate principal amount of not to exceed \$33,000,000.00 (the "Bonds") for the purpose of (i) constructing and acquiring improvements to the City's water system, (ii) funding the cost of the Reserve Policy in order to satisfy the Reserve Requirement for the Bonds; (iii) funding certain capitalized interest; and (iv) paying certain costs associated with issuance of the Bonds. The

aggregate principal amount of the Bonds shall not exceed \$33,000,000.00, the net interest cost on the Bonds shall not exceed 4.90% per annum, and the final maturity date shall be not later than December 1, 2044. The Chairman or Vice Chairman shall be authorized to execute a Certificate of Determination establishing the final principal amount, maturities, and interest rates on the Bonds.

SECTION 2. COMPETITIVE BIDDING WAIVED; DISCOUNT AUTHORIZED.

Competitive bidding on the sale of the Bonds is hereby expressly waived and said obligations are authorized to be sold to BOSC, Inc., as Underwriter (the "Underwriter") pursuant to the terms of the Bond Purchase Agreement defined in Section 3 herein. Underwriter's discount shall not exceed 0.75% of the principal amount of the Bonds, plus appropriate expenses.

SECTION 3. BOND PURCHASE AGREEMENT.

The form of Bond Purchase Agreement between the Authority and the Underwriter (the "Bond Purchase Agreement"), is hereby approved and the Chairman or Vice Chairman of 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.

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 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 have been paid or provision for payment has been made.

SECTION 5. SERIES 2014 SUPPLEMENTAL INDENTURE.

The Series 2014 Supplemental Bond Indenture, as it supplements and amends that Revenue Bond Indenture dated as of November 1, 2012, both by and between the Authority and Oklahoma Bank and Trust Company, Clinton, Oklahoma, as Trustee (collectively, the "Bond Indenture"), authorizing the issuance of and securing the payment of the Bonds approved in Section 1 hereof, are hereby approved and the Chairman or Vice Chairman and Secretary or Assistant Secretary of the Authority are authorized and directed to execute and deliver same for and on behalf of the Authority.

SECTION 6. OFFICIAL STATEMENT.

The Authority hereby confirms its approval of and consent to the distribution and use by the Underwriter of the Preliminary Official Statement dated December 9, 2014, in connection with the offering and sale of the Bonds. The Official Statement (the "Official Statement") outlining the terms, conditions and security for the Bonds, is hereby adopted and approved and the Chairman or Vice Chairman of the Authority is authorized to approve any corrections, additions or deletions thereto for and on behalf of the Authority and is further authorized and directed to execute and deliver same for and on behalf of the Authority; provided further, that the information contained in said Official Statement with respect to 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. The Authority authorizes the Underwriter to distribute the Official Statement in connection with the sale of the Bonds.

SECTION 7. ORGANIZATIONAL DOCUMENT SUBJECT TO THE BOND INDENTURE. The organizational document creating the Authority is subject to the provisions of the Bond Indenture referenced in Section 5 hereof.

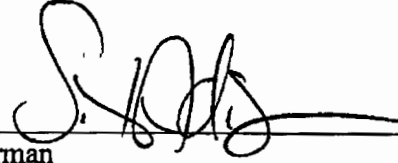
SECTION 8. SALES TAX AGREEMENT AND CONTINUING DISCLOSURE AGREEMENT. The Authority hereby approves (i) the Sales Tax Agreement by and between the Authority and the City, and (ii) the Continuing Disclosure Agreement of the Authority. The Chairman or Vice Chairman and Secretary or Assistant Secretary of the Authority are authorized to execute and deliver said documents on behalf of the Authority.

SECTION 9. EXECUTION OF NECESSARY DOCUMENTS. The Chairman or Vice Chairman and Secretary or Assistant Secretary of the Authority are hereby authorized and directed on behalf of the Authority to execute and deliver the Bonds to the purchasers upon receipt of the purchase price and are further authorized and directed to execute all necessary closing and delivery papers required by Bond Counsel; approve the disbursement of the proceeds of the Bonds, including payment of any costs of issuance and authorizing the disbursement of other funds of the Authority necessary to accomplish the financing; 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 changes contained therein by the Authority; and to execute, record and file any and all the necessary documents, financing statements and security instruments, including but not limited to the documents approved hereby, and the Debt Service Reserve Fund Agreement and such other documentation required by a bond insurance provider; and to consummate the transaction contemplated hereby.

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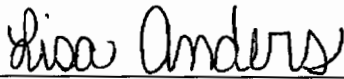
PASSED AND ADOPTED THIS 9TH DAY OF DECEMBER, 2014.

THE CLINTON PUBLIC WORKS
AUTHORITY



Chairman

ATTEST:



Secretary



CERTIFICATE
OF
AUTHORITY ACTION

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ABSENT: Wheeler Lowry

MOTION MADE BY: Don Rodolph

MOTION SECONDED BY: Mustafa Sami

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

NAY: None

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

THE CLINTON PUBLIC WORKS
AUTHORITY



Secretary of Authority

