

MINUTES OF THE MEETING OF THE BOARD OF COMMISSIONERS  
PONCA CITY, OKLAHOMA  
FEBRUARY 8, 2012

Southwest Business Products E815989JB

Pursuant to notice as required by law, the Ponca City Board of Commissioners met in special session at 1:30 p.m. in the Commission Chamber at City Hall, 516 E. Grand, with Mayor Homer Nicholson presiding:

Present: Homer Nicholson, Mayor  
Paul Krueger, Commissioner  
Lanita Chapman, Commissioner  
Bill Flegler, Commissioner  
Diane Anderson, Commissioner  
Craig Stephenson, City Manager  
Kevin Murphy, City Attorney  
Paulette Cross, Deputy City Clerk

Absent: None.

Others Present:

1. Mayor Homer Nicholson called the meeting to order at 2:14 p.m.
2. Consider and take action with respect to a Resolution approving the incurrence of indebtedness by the Ponca City Utility Authority (the "Authority") issuing its Utility System Revenue Note, Series 2012A (the "2012A note"); providing that the organizational document creating the Authority is subject to the provisions of the indenture, authorizing the issuance of said 2012A note; waiving competitive bidding with respect to the sale of said 2012A note and approving the proceedings of the authority pertaining to the sale of said 2012A note; ratifying, confirming, and approving a lease agreement; and containing other provisions relating thereto.

**RESOLUTION NO. 5950**

***A RESOLUTION APPROVING THE INCURRENCE OF INDEBTEDNESS BY THE PONCA CITY UTILITY AUTHORITY (THE "AUTHORITY") ISSUING ITS UTILITY SYSTEM REVENUE NOTE, SERIES 2012A (THE "2012A NOTE"); PROVIDING THAT THE ORGANIZATIONAL DOCUMENT CREATING THE AUTHORITY IS SUBJECT TO THE PROVISIONS OF THE INDENTURE, AUTHORIZING THE ISSUANCE OF SAID 2012A NOTE; WAIVING COMPETITIVE BIDDING WITH RESPECT TO THE SALE OF SAID 2012A NOTE AND APPROVING THE PROCEEDINGS OF THE AUTHORITY PERTAINING TO THE SALE OF SAID 2012A NOTE; RATIFYING, CONFIRMING, AND APPROVING A LEASE AGREEMENT; AND CONTAINING OTHER PROVISIONS RELATING THERETO.***

Commissioner Flegler made the motion to approve the Resolution for the incurrence of indebtedness by the Ponca City Utility Authority (the "Authority") issuing its Utility System Revenue Note, Series 2012A (the "2012A note"); providing that the organizational document creating the Authority is subject to the provisions of the indenture, authorizing the issuance of said 2012A note; waiving competitive bidding with respect to the sale of said 2012A note and approving the proceedings of the authority pertaining to the sale of said 2012A note; ratifying, confirming, and approving a lease agreement; and containing other provisions relating thereto. Chapman seconded.

Roll: Yeas; Flegler, Chapman, Nicholson, Krueger, and Anderson. Nays; None. Motion carried.

3. Consider and take action with respect to a Resolution of the Board of Commissioners of the City of Ponca City, Oklahoma, approving action taken by the Ponca City Utility Authority authorizing the issuance, sale and delivery of a promissory note of the Authority to the Oklahoma Water Resources Board; ratifying, confirming, and approving a lease agreement; and containing other provisions related thereto.

**RESOLUTION NO. 5951**

***A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE CITY OF PONCA CITY, OKLAHOMA, APPROVING ACTION TAKEN BY THE PONCA CITY UTILITY AUTHORITY AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF A PROMISSORY NOTE OF THE AUTHORITY TO THE OKLAHOMA WATER RESOURCES BOARD; RATIFYING, CONFIRMING, AND APPROVING A LEASE AGREEMENT; AND CONTAINING OTHER PROVISIONS RELATED THERETO.***

Commissioner Flegler made the motion to approve the Resolution of the Board of Commissioners of the City of Ponca City, Oklahoma, approving action taken by the Ponca City Utility Authority authorizing the issuance, sale and delivery of a promissory note of the Authority to the Oklahoma Water Resources Board; ratifying, confirming, and approving a lease agreement; and containing other provisions related thereto. Anderson seconded.

Roll: Yeas; Flegler, Anderson, Nicholson, Krueger, and Chapman. Nays; None. Motion carried.

4. **\*\*COMMUNICATIONS FROM MAYOR AND COMMISSIONERS\*\***

Commissioner Chapman expressed gratitude to Allan Brooks and his firm for their assistance in the re-financings.

5. Commissioner Flegler made the motion to adjourn the meeting and Anderson seconded.

Roll: Yeas; Flegler, Anderson, Nicholson, Krueger, and Chapman. Nays; None. Motion carried.

Mayor Nicholson adjourned the Board of Commissioners at 2:22 p.m.

PASSED IN SESSION AND APPROVED THIS 27<sup>TH</sup> DAY OF FEBRUARY 2012.



*Norma Nicholson*  
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MAYOR

MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES  
PONCA CITY UTILITY AUTHORITY  
FEBRUARY 8, 2012

Pursuant to notice as required by law, the Board of Trustees of the Ponca City Utility Authority met in special session at 1:30 p.m. in the Commission Chamber at City Hall, 516 E. Grand, with Chairman Homer Nicholson presiding.

Present: Homer Nicholson, Chairman  
Bill Flegler, Trustee  
Paul Krueger, Trustee  
Lanita Chapman, Trustee  
Diane Anderson, Trustee  
Craig Stephenson, City Manager  
Kevin Murphy, City Attorney  
Marc LaBossiere, Secretary

Absent: None.

Others Present:

1. Chairman Homer Nicholson called the meeting to order at 1:30 p.m.
2. Consider and take action with respect to a Resolution authorizing the Ponca City Utility Authority (the "Authority") to issue its Utility System Revenue Note, Series 2012A (the "2012A note") in the aggregate principal amount of not to exceed \$16,125,000; waiving competitive bidding and authorizing the 2012A note to be sold on a negotiated basis; approving and authorizing execution of a supplemental note indenture authorizing the issuance and securing the payment of the 2012A note; providing that the organizational document creating the Authority is subject to the provisions of the indenture; ratifying, confirming, and approving a lease agreement; authorizing and directing the execution of the 2012A note and other documents relating to the transaction; and containing other provisions relating thereto.

**RESOLUTION NO. 817**

***A RESOLUTION AUTHORIZING THE PONCA CITY UTILITY AUTHORITY (THE AUTHORITY) TO ISSUE ITS UTILITY SYSTEM REVENUE NOTE, SERIES 2012A (THE "2012A NOTE") IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$16,125,000; WAIVING COMPETITIVE BIDDING AND AUTHORIZING THE 2012A NOTE TO BE SOLD ON A NEGOTIATED BASIS; APPROVING AND AUTHORIZING EXECUTION OF A SUPPLEMENTAL NOTE INDENTURE AUTHORIZING THE ISSUANCE AND SECURING THE PAYMENT OF THE 2012A NOTE; PROVIDING THAT THE ORGANIZATIONAL DOCUMENT CREATING THE AUTHORITY IS SUBJECT TO THE PROVISIONS OF THE INDENTURE; RATIFYING, CONFIRMING, AND APPROVING A LEASE AGREEMENT; AUTHORIZING AND DIRECTING THE EXECUTION OF THE 2012A NOTE AND OTHER DOCUMENTS RELATING TO THE TRANSACTION; AND CONTAINING OTHER PROVISIONS RELATING THERETO.***

Trustee Flegler made the motion to approve Resolution approving the incurrence of indebtedness by the Ponca City Utility Authority (the "Authority") issuing its Utility System Revenue Note, Series 2012A (the "2012A note"); providing that the organizational document creating the Authority is subject to the provisions of the indenture, authorizing the issuance of said 2012A note; waiving competitive bidding with respect to the sale of said 2012A note and approving the proceedings of the Authority pertaining to the sale of said 2012A note; ratifying, confirming, and approving a lease agreement; and containing other provisions relating thereto. Anderson seconded.

Roll: Yeas; Flegler, Anderson, Nicholson, Chapman, and Krueger. Nays; None. Motion carried.

3. Consider and take action with respect to a Resolution agreeing to file application with the Oklahoma Water Resources Board for financial assistance through the state loan program, with the loan proceeds being for the purpose of refinancing certain indebtedness of the Ponca City Utility Authority, Kay County, Oklahoma; authorizing professional services agreements; and containing other provisions related thereto.

**RESOLUTION NO. 818**

***A RESOLUTION AGREEING TO FILE APPLICATION WITH THE OKLAHOMA WATER RESOURCES BOARD FOR FINANCIAL ASSISTANCE THROUGH THE STATE LOAN PROGRAM, WITH THE LOAN PROCEEDS BEING FOR THE PURPOSE OF REFINANCING CERTAIN INDEBTEDNESS OF THE PONCA CITY UTILITY AUTHORITY, KAY COUNTY, OKLAHOMA; AUTHORIZING PROFESSIONAL SERVICES AGREEMENTS; AND CONTAINING OTHER PROVISIONS RELATED THERETO.***

Trustee Flegler made the motion to approve the Resolution agreeing to file application with the Oklahoma Water Resources Board for financial assistance through the state loan program, with the loan proceeds being for the purpose of refinancing certain indebtedness of the Ponca City Utility Authority, Kay County, Oklahoma; authorizing professional services agreements; and containing other provisions related thereto. Chapman seconded.

4. Consider and take action with respect to a Resolution of the Ponca City Utility Authority authorizing a loan from the Oklahoma Water Resources Board in the total aggregate principal amount of not to exceed \$8,590,000; approving the issuance of a promissory note in the total aggregate principal amount of not to exceed \$8,590,000, secured by a pledge of revenues and authorizing its execution; designating the local trustee; approving and authorizing the execution of a loan agreement; approving and authorizing the execution of a series 2012B supplemental note indenture; ratifying, confirming, and approving a lease agreement; approving various covenants; approving and authorizing payment of fees and expenses; and containing other provisions relating thereto.

**RESOLUTION NO. 819**

***A RESOLUTION OF THE PONCA CITY UTILITY AUTHORITY AUTHORIZING A LOAN FROM THE OKLAHOMA WATER RESOURCES BOARD IN THE TOTAL AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$8,590,000; APPROVING THE ISSUANCE OF A PROMISSORY NOTE IN THE TOTAL AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$8,590,000, SECURED BY A PLEDGE OF REVENUES AND AUTHORIZING ITS EXECUTION; DESIGNATING THE LOCAL TRUSTEE; APPROVING AND AUTHORIZING THE EXECUTION OF A LOAN AGREEMENT; APPROVING AND AUTHORIZING THE EXECUTION OF A SERIES 2012B SUPPLEMENTAL NOTE INDENTURE; RATIFYING, CONFIRMING, AND APPROVING A LEASE AGREEMENT; APPROVING VARIOUS COVENANTS; APPROVING AND AUTHORIZING PAYMENT OF FEES AND EXPENSES; AND CONTAINING OTHER PROVISIONS RELATING THERETO.***

Trustee Anderson made the motion to approve the Resolution of the Ponca City Utility Authority authorizing a loan from the Oklahoma Water Resources Board in the total aggregate principal amount of not to exceed \$8,590,000; approving the issuance of a promissory note in the total aggregate principal amount of not to exceed \$8,590,000, secured by a pledge of revenues and authorizing its execution; designating the local trustee; approving and authorizing the execution of a loan agreement; approving and authorizing the execution of a series 2012B supplemental note

indenture; ratifying, confirming, and approving a lease agreement; approving various covenants; approving and authorizing payment of fees and expenses; and containing other provisions relating thereto. Chapman seconded.

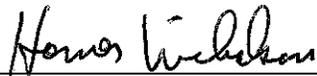
Roll: Yeas; Anderson, Chapman, Nicholson, Krueger, and Flegler. Nays; None. Motion carried.

5. Trustee Flegler, Chapman, Nicholson, Krueger, and Anderson made the motion to adjourn the special session of the Ponca City Utility Authority. Anderson seconded.

Roll: Yeas; Flegler, Anderson, Nicholson, Krueger, and Chapman. Nays None. Motion carried.

Chairman Nicholson adjourned the special meeting of the Ponca City Utility Authority at 2:14 p.m.

*PASSED IN SESSION AND APPROVED THIS 27<sup>th</sup> DAY OF FEBRUARY 2012.*

  
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CHAIRMAN:

