

# Resolution

Version 2.5 released on 6/29/23  
Use for all types of Resolutions



## CITY COUNCIL USE ONLY

Date Received: \_\_\_\_\_  
Committee Date: \_\_\_\_\_  
1<sup>st</sup> Agenda Date: \_\_\_\_\_

Tracking #: \_\_\_\_\_  
Committee: \_\_\_\_\_  
Hearing Date: \_\_\_\_\_  
2<sup>nd</sup> Agenda Date: \_\_\_\_\_

## CITY CLERK USE ONLY

☐ Scanned Date: 04.24.2024  
☐ Posted Item #: 2404.01032

**All department items requiring Council approval must be submitted through the Mayor's Office.**

## Primary Details

### Board Approval

### Other Board Name

Tulsa Port of Catoosa Facilities  
Authority

### City Council Approval

☒ Yes ☐ No

Department  
Mayors Office

Contact Name  
Erran Persley

Email  
epersley@cityoftulsa.org

Phone  
918-596-7700

### Resolution Type

Incurring Indebtedness of Trust or Authority

### Owner-Grantor

Tulsa's Port of Catoosa Facilities Authority

Amount  
\$18,000,000.00

Case Number

TMAPC Number

Council District

### Description (Subject)

Clean Water SRF Promissory Note, Series 2024

Bid/Project Number

Section

Township

Range

Addition

Lot

Block

Address

## Budget

Funding Source(s)

### TOTAL:

Enter the funding source(s) using the appropriate Munis funding format: Org (Allocation Code)-Object-Amount (1001211-531401-\$10.00) or Project String-Amount (144104.AbstTitle5413102.6001-4043122-541102-\$30,000.01)

## Approvals

Department:

Legal:

Board:

Mayor:

Other:

Date:

Date:

Date:

Date:

Date:

## Policy Statement

### Background Information

Provide background information on the requested action.

### Summation of the Requested Action

A Resolution authorizing the incurring of a debt by Tulsa Port of Catoosa Facilities Authority in an amount not to exceed \$18,000,000 to be evidenced by a Clean Water SRF Promissory Note to the Oklahoma Water Resources Board and authorizing the Mayor to sign related documents and agreements as may be necessary or required to complete the transaction contemplated thereby and declaring an emergency

Summarize the pertinent details of the requested action.

### Emergency Clause?

☒ Yes

☐ No

### Reason for Emergency Clause

Please see attached.

Explain why you are requesting that the City Council approve the action with an emergency clause.

## Processing Information for City Clerk's Office

### Post Execution Processing

- ☐ Mail vendor copy (addt'l signature copies attached)
- ☐ Must be filed with other governmental entity
- ☐ Addt'l governmental entity approval(s) required

### Additional Routing and Processing Details

If you have any questions or concerns, please contact Andrew Ralson, Director of Economic Development, Tulsa Port of Catoosa Facilities Authority, [andrew@tulsaport.com](mailto:andrew@tulsaport.com)

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**THE CITY COUNCIL OF THE CITY OF TULSA, OKLAHOMA, MET IN REGULAR SESSION IN THE CITY COUNCIL MEETING ROOM, 2<sup>ND</sup> FLOOR, CITY HALL, ONE TECHNOLOGY CENTER, 175 EAST 2<sup>ND</sup> STREET, IN THE CITY OF TULSA, OKLAHOMA, ON THE \_\_\_\_ DAY OF \_\_\_\_\_, 2024, AT 5:00 O'CLOCK P.M.**

**PRESENT:**

**ABSENT:**

Notice of the schedule of regular meetings of the governing body of the City of Tulsa, Oklahoma, for the calendar year 2024 having been given in writing to the City Clerk of Tulsa, Oklahoma, and public notice and agenda of this meeting having been posted in prominent view on the street level viewing area, 175 East 2<sup>nd</sup> Street, One Technology Center, Tulsa, Oklahoma, twenty-four (24) hours prior to this meeting, excluding Saturdays, Sundays and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

**(OTHER PROCEEDINGS)**

**THEREUPON**, the Resolution was introduced and considered by sections. Upon motion of \_\_\_\_\_, seconded by \_\_\_\_\_, the Resolution was finally passed with the following vote:

**AYE:**

**NAY:**

and upon motion of \_\_\_\_\_, seconded by \_\_\_\_\_, the question of the emergency was ruled upon separately and approved with the following vote:

**AYE:**

**NAY:** None

**THEREUPON**, the Resolution was signed by the Chairman of the Council, and forwarded to the Mayor by the City Clerk and is as follows:

(Published in the  
Tulsa World,

\_\_\_\_\_, \_\_\_\_\_, 2024)

**RESOLUTION NO.** \_\_\_\_\_

**A RESOLUTION RELATING TO THE INCURRING OF INDEBTEDNESS BY THE TRUSTEES OF TULSA'S PORT OF CATOOSA FACILITIES AUTHORITY IN AN AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED EIGHTEEN MILLION DOLLARS (\$18,000,000.00), APPROVING DOCUMENTS AS MAY BE NECESSARY OR REQUIRED AND DECLARING AN EMERGENCY.**

**WHEREAS**, Tulsa's Port of Catoosa Facilities Authority (the "Authority") was created by a Declaration of Trust, dated as of April 25, 1969, as amended by the First Amendment to Declaration of Trust, dated as of September 22, 1969 and the Second Amendment of Declaration of Trust, dated as of November 13, 1975 (collectively the "Trust Indenture"), for the use and benefit of the City of Tulsa-Rogers County Port Authority (the "Port"), the City of Tulsa, Oklahoma and Rogers County, Oklahoma, under authority of and pursuant to the provisions of Title 60, Oklahoma Statutes 2021, Sections 176 to 180.3, inclusive, as amended and supplemented, and other applicable statutes of the State of Oklahoma; and

**WHEREAS**, the Authority has determined that, in order to provide funds for financing the construction, acquisition and equipping a wastewater treatment system and plant to be owned by the Port and leased to the Inola Public Works Authority, it will issue its Clean Water SRF Promissory Note, Series 2024 (the "Note"), in the aggregate principal amount of not to exceed \$18,000,000.00; and

**WHEREAS**, the Authority has determined in connection with the issuance of the Note that Hilborne & Weidman, a professional corporation, Tulsa, Oklahoma, as Bond Counsel (the "Bond Counsel") and Municipal Finance Services, Inc., as financial advisors (the "Financial Advisor"), provide necessary bond counsel services and financial advisory services to the Authority in connection with the issuance of the Note;

**BE IT RESOLVED BY THE CITY OF TULSA, OKLAHOMA:**

**Section 1.** The incurring of indebtedness by the Trustees of the Tulsa's Port of Catoosa Facilities Authority in the aggregate principal amount of not to exceed \$18,000,000.00 to be evidenced by the Note of the Authority is hereby approved by the Council of the City of Tulsa, Oklahoma, the governing body of said City.

**Section 2.** It is hereby acknowledged that the Mayor shall execute and deliver in the name and on behalf of the City all documents, closing papers, certificates and such other documents as are necessary to accomplish the transactions contemplated thereby.

**Section 3.** The signatures of the officers of the City appearing on agreements, documents, closing papers and certificates executed and delivered pursuant to this Resolution shall be conclusive evidence of their approval thereof and of their authority to execute and deliver such agreements and documents on behalf of the City.

**Section 4.** The Mayor and City Clerk of the City be, and they hereby are, authorized and empowered for and on behalf of the City, to execute and deliver such further agreements and documents and take such action as such officer or officers may deem necessary or desirable in order to accomplish the issuance of the Note.

**Section 5.** By reason of the urgent need to provide permanent funding for certain public improvements, facilities and services relating to the sewer treatment collection and disposal system of the City of Tulsa-Rogers County Port Authority, and for the furtherance and preservation of the public peace, health, safety and welfare of the City and the inhabitants thereof, an emergency is declared to exist for reason whereof this Resolution shall be in full force and effect from and after its passage and approval.

**ADOPTED** by the Council this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

**ADOPTED** as an emergency measure this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

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**Chairman of the Council**

**OFFICE OF THE MAYOR**

Received by the Mayor this \_\_ day of \_\_\_\_\_, 2024, at \_\_ o'clock \_\_.m.

**APPROVED** by the Mayor of the City of Tulsa, Oklahoma, this \_\_\_\_\_ day of \_\_\_\_\_, 2024, at \_\_\_\_\_ o'clock \_\_.m.

\_\_\_\_\_  
**Mayor**

ATTEST:

\_\_\_\_\_  
**City Clerk**

(SEAL)

**APPROVED:**

\_\_\_\_\_  
**City Attorney**

STATE OF OKLAHOMA     )  
  ) ss.  
COUNTY OF TULSA        )

I, the undersigned, the duly qualified and acting City Clerk of the City of Tulsa, Oklahoma, do hereby certify that attached hereto is a true and complete copy of the schedule of regularly scheduled meetings of the City Council of the City of Tulsa, Oklahoma, for the calendar year 2024 as filed in my office.

I further certify that a true and correct copy of the Public Notice attached hereto was posted in prominent public view on the street level viewing area, 175 East 2<sup>nd</sup> Street, One Technology Center, Tulsa, Oklahoma, twenty-four (24) hours prior to said meeting, excluding Saturdays, Sundays and legal holidays.

**WITNESS** my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
**City Clerk**

(SEAL)

**THE TRUSTEES OF TULSA'S PORT OF CATOOSA FACILITIES AUTHORITY MET IN SPECIAL SESSION IN THE CONFERENCE ROOM OF THE PORT AUTHORITY OFFICES AT 5350 CIMARRON RD. CATOOSA, OKLAHOMA, ON THE 11TH DAY OF APRIL, 2024, AT 8:00 O'CLOCK A.M.**

**PRESENT:** Mr. Adams, Mr. Burrus, Mr. Fariss, Mr. Wilson

**ABSENT:** Mr. Goodwin

Notice of this special meeting of the Authority having been given to the City Clerk of the City of Tulsa, Oklahoma, the County Clerk of Rogers County, Oklahoma and the Oklahoma Secretary of State at least forty eight (48) hours prior to this meeting and the Agenda of this meeting having been posted in prominent view on the doors to the Port Authority Offices, 5350 Cimarron Rd. Catoosa, Oklahoma, twenty-four (24) hours prior to this meeting, excluding Saturdays, Sundays and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

**(OTHER PROCEEDINGS)**

**THEREUPON**, a Resolution was introduced and read in full and considered by sections. Upon motion of Trustee Mr. Fariss, seconded by Trustee Mr. Adams the Resolution was finally passed with the following vote:

**AYE:** Mr. Adams, Mr. Burrus, Mr. Fariss, Mr. Wilson

**NAY:** None

**THEREUPON**, the Resolution was signed by the Chairman of Trustees of the Authority and attested and sealed with the seal of the Authority by the Secretary of Trustees and is as follows:



**RESOLUTION # \_\_\_\_\_**

**A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$18,000,000.00 TULSA'S PORT OF CATOOSA FACILITIES AUTHORITY CLEAN WATER SRF PROMISSORY NOTE, SERIES 2024; APPROVING A LOAN AGREEMENT, PROMISSORY NOTE, PROJECTS AGREEMENT, LEASE AGREEMENT AND SECURITY AGREEMENT; AND AUTHORIZING SUCH OTHER DOCUMENTS AND AGREEMENTS AS MAY BE NECESSARY OR REQUIRED; AUTHORIZING THE SALE OF THE NOTE TO THE OKLAHOMA WATER RESOURCES BOARD AND CONTAINING OTHER PROVISIONS RELATING THERETO.**

**WHEREAS**, the Authority was created by a Declaration of Trust, dated as of April 25, 1969, as amended by the First Amendment to Declaration of Trust, dated as of September 22, 1969 and the Second Amendment of Declaration of Trust, dated as of November 13, 1975 (collective the "Trust Indenture"), for the use and benefit of the City of Tulsa-Rogers County Port Authority (the "Port"), the City of Tulsa, Oklahoma and Rogers County, Oklahoma, under authority of and pursuant to the provisions of Title 60, Oklahoma Statutes 2021, Sections 176 to 180.3, inclusive, as amended and supplemented, and other applicable statutes of the State of Oklahoma; and

**WHEREAS**, the Authority has determined that, in order to provide funds for financing the construction, acquisition and equipping a wastewater treatment system and plant to be owned by the Port and leased to the Inola Public Works Authority, it will issue its Clean Water SRF Promissory Note, Series 2024 (the "Note"), in the aggregate principal amount of not to exceed \$18,000,000.00; and

**WHEREAS**, the Authority has determined in connection with the issuance of the Note that Hilborne & Weidman, a professional corporation, Tulsa, Oklahoma, as Bond Counsel (the "Bond Counsel") and Municipal Finance Services, Inc., as financial advisors (the "Financial Advisor"), provide necessary bond counsel services and financial advisory services to the Authority in connection with the issuance of the Note;

**WHEREAS**, there has been presented to this meeting a form of Loan Agreement, Note, each between the Authority and the Oklahoma Water Resources Board ("OWRB") authorizing and providing for the issuance of and security for the Note and the form of Projects Agreement by and between the Authority and the Port as assigned to the OWRB and a form of Security Agreement between the Authority and the OWRB, and the form of a Wastewater Treatment Facility Lease Agreement among the Authority, the Port and the Inola Public Works Authority (collectively the "Loan Documents").

**BE IT RESOLVED BY THE TRUSTEES OF TULSA'S PORT OF CATOOSA FACILITIES AUTHORITY:**

**Section 1.** The general counsel, Bond Counsel, Financial Advisor, and the staff of the Authority are hereby authorized and directed to prepare all documents and instruments necessary or

convenient for the application for loan to the Oklahoma Water Resources Board and for the sale, issuance and delivery of the Note.

**Section 2.** The forms of Loan Documents presented to this meeting be, and hereby are approved, and the Chairman or Vice Chairman of Trustees and the Secretary or any Assistant Secretary of Trustees of the Authority be, and they hereby are, authorized, directed and empowered to execute and deliver in the name of the Authority the Loan Documents and other documents and agreements in said forms and containing substantially the terms and provisions as shall be approved by the officers executing the Loan Documents and other documents and agreements, the execution thereof by such officers being conclusive evidence of such approval, and to execute and deliver in the name and on behalf of the Authority all documents, closing papers, certificates and such other documents as are necessary to accomplish the issuance and sale of the Note.

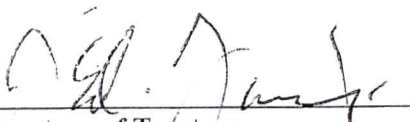
**Section 3.** The signatures of the officers of the Authority appearing on the Loan Documents and documents and other agreements, documents, closing papers and certificates executed and delivered pursuant to this Resolution shall be conclusive evidence of their approval thereof and of their authority to execute and deliver such agreements and documents on behalf of the Authority.

**Section 4.** The Chairman or Vice Chairman of Trustees and the Secretary or any Assistant Secretary of Trustees of the Authority be, and they hereby are, authorized and empowered for and on behalf of the Authority, to execute and deliver such further agreements and documents and to take such action as such officer or officers may deem necessary or desirable in order to carry out and perform the Loan Documents and any contracts, documents, or instruments executed and delivered in connection with the issuance of the Note, and to effect the purposes thereof and to consummate the transactions contemplated thereby.

**Section 5.** It is hereby determined to be necessary and in the best interest of the trust estate that the Note be issued in the aggregate principal amount of not to exceed \$18,000,000.00, the exact principal amount thereof, the maturity date thereof, not to exceed thirty (30) years, and the average rate of interest thereon, not to exceed 4.00% per annum, to be determined by the Chairman or Vice Chairman of Trustees of the Authority as set forth in the Note. It is further hereby determined to be necessary and in the best interest of the trust estate that competitive bidding is waived with respect to the Note, and that the Note be issued and sold to the OWRB at a price equal to one hundred percent (100%) of the principal amount thereof and the issuance and sale of the Note is hereby specifically approved.

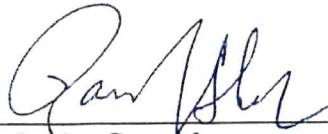
**ADOPTED** the 11th day of April, 2024.

ATTEST:

  
\_\_\_\_\_  
Secretary of Trustees  
(SEAL)

  
\_\_\_\_\_  
Chairman of Trustees

Approved as to Form:

A handwritten signature in blue ink, appearing to read "Gan" followed by a stylized surname, is written over a horizontal line.

Authority Counsel

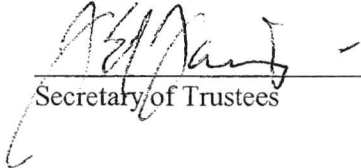
STATE OF OKLAHOMA     )  
                                      ) ss.  
COUNTY OF ROGERS     )

I, the undersigned, the duly qualified and acting Secretary of Trustees of Tulsa's Port of Catoosa Facilities Authority hereby certify that the foregoing is a true, correct and complete copy of a Resolution of the Trustees of the Authority held on the date therein stated as the same appears in the minutes of said meeting on file in my office as a part of the official records thereof.

I further certify that a true and complete copy of the notice of special meeting of the Authority attached hereto as Exhibit "A" was filed in the office of the Oklahoma Secretary of State, the City Clerk of the City of Tulsa, Oklahoma and the County Clerk of Rogers County, Oklahoma at least forty eight (48) hours prior to said meeting.

I further certify that a true and correct copy of the Agenda attached hereto as Exhibit "B" was posted in prominent public view on the doors to the Port Authority offices, 5350 Cimarron Rd., Catoosa, Oklahoma, twenty-four (24) hours prior to the date of the meeting therein described, excluding Saturdays, Sunday, and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

**WITNESS** my hand and seal of said Authority this 11th day of April, 2024.

  
\_\_\_\_\_  
Secretary of Trustees

(SEAL)