

ADDENDUM TO THE MIDWEST CITY COUNCIL AGENDA

October 24, 2017 – 7:00 PM

D. DISCUSSION ITEMS.

11. Discussion and consider and approve a resolution stating the intention of the City Council (i) to cause creation of a new Public Trust, the beneficiary of which shall be the City of Midwest City, Oklahoma (“City”), to be called the Midwest City Economic Development Authority or such other name selected by the City Council (The “Economic Development Authority”), and (ii) to transfer to the Economic Development Authority real property owned by the City associated with the Town Center; and, directing the City Manager to take actions to effectuate the foregoing. (City Manager - G. Henson)

12. Discussion and consideration of approval of a resolution of the City Council of the City of Midwest City, Oklahoma authorizing the incurrence of indebtedness by the Midwest City Memorial Hospital Authority issuing its revenue bonds, Series 2018 (Taxable) (Town Center Project)” (“Bonds”); waiving competitive bidding on the sale of the Bonds and authorizing the Bonds to be sold at a discount by negotiated sale within the limits provided by Title 60, Oklahoma Statutes, Section 176; authorizing assignment to another public trust; authorizing officers to take additional actions relating to the Bonds; other matters relating thereto. (City Manager - G. Henson)



City Manager
100 N. Midwest Boulevard
Midwest City, OK 73110
Office 405.739.1204
ghenson@midwestcityok.org
www.midwestcityok.org

MEMORANDUM

TO: Honorable Mayor and Council

FROM: J. Guy Henson, City Manager

DATE: October 24, 2017

RE: Discussion and consider and approve a resolution stating the intention of the City Council (i) to cause creation of a new Public Trust, the beneficiary of which shall be the City of Midwest City, Oklahoma (“City”), to be called the Midwest City Economic Development Authority or such other name selected by the City Council (The “Economic Development Authority”), and (ii) to transfer to the Economic Development Authority real property owned by the City associated with the Town Center; and, directing the City Manager to take actions to effectuate the foregoing.

Please see the attached resolution. Approval of this resolution will authorize staff to proceed with preparing the necessary documents to transfer the above referenced real estate into a public trust. Subsequent action on the part of the City Council will be required to accomplish this transfer.

Staff recommends approval.

J. GUY HENSON
City Manager

RESOLUTION NO. _____

CONSIDER AND APPROVE A RESOLUTION STATING THE INTENTION OF THE CITY COUNCIL (i) TO CAUSE CREATION OF A NEW PUBLIC TRUST, THE BENEFICIARY OF WHICH SHALL BE THE CITY OF MIDWEST CITY, OKLAHOMA (“CITY”), TO BE CALLED THE MIDWEST CITY ECONOMIC DEVELOPMENT AUTHORITY OR SUCH OTHER NAME SELECTED BY THE CITY COUNCIL (THE “ECONOMIC DEVELOPMENT AUTHORITY”), AND (ii) TO TRANSFER TO THE ECONOMIC DEVELOPMENT AUTHORITY REAL PROPERTY OWNED BY THE CITY ASSOCIATED WITH THE TOWN CENTER; AND, DIRECTING THE CITY MANAGER TO TAKE ACTIONS TO EFFECTUATE THE FOREGOING.

WHEREAS, The City Council of Midwest City, Oklahoma desires to state its firm intention (i) to cause creation of a new public trust, the beneficiary of which shall be the City of Midwest City, Oklahoma (“City”), to be called the Midwest City Economic Development Authority or such other name selected by the City Council (the “Economic Development Authority”), and (ii) to transfer real property owned by the City associated with the Town Center which is the subject of the Ground Lease dated October 26, 2017 between the City and Sooner Town Center, LLC, an Oklahoma limited liability company, to the Economic Development Authority; and to direct the City Manager to take actions to effectuate the foregoing.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MIDWEST CITY, OKLAHOMA, TO-WIT:

Section 1. The City Council of the City of Midwest City, Oklahoma hereby states its firm intention:

(i) to cause creation of a new public trust, the beneficiary of which shall be the City of Midwest City, Oklahoma (“City”), to be called the Midwest City Economic Development Authority or such other name selected by the City Council (the “Economic Development Authority”); and

(ii) to transfer real property owned by the City associated with the Town Center which is the subject of the Ground Lease dated October 26, 2017 between the City and Sooner Town Center, LLC, an Oklahoma limited liability company, to the Economic Development Authority.

Section 2. The City Council of the City of Midwest City, Oklahoma hereby directs the City Manager to take actions to effectuate the foregoing.

PASSED by the City Council of the CITY OF MIDWEST CITY, OKLAHOMA this _____ day of October 2017.

CITY COUNCIL OF THE CITY OF
MIDWEST CITY, OKLAHOMA

MATTHEW D. DUKES, II, Mayor

(SEAL)
ATTEST:

SARA HANCOCK, City Clerk

APPROVED as to form and legality this _____ day of October 2017:

PHILIP W. ANDERSON, City Attorney



City Manager
100 N. Midwest Boulevard
Midwest City, OK 73110
Office 405.739.1204
ghenson@midwestcityok.org
www.midwestcityok.org

MEMORANDUM

TO: Honorable Mayor and Council

FROM: J. Guy Henson, City Manager

DATE: October 24, 2017

RE: Discussion and consideration of approval of a resolution of the City Council of the City of Midwest City, Oklahoma authorizing the incurrence of indebtedness by the Midwest City Memorial Hospital Authority issuing its revenue bonds, Series 2018 (Taxable) (Town Center Project) (“Bonds”); waiving competitive bidding on the sale of the Bonds and authorizing the Bonds to be sold at a discount by negotiated sale within the limits provided by Title 60, Oklahoma Statutes, Section 176; authorizing assignment to another public trust; authorizing officers to take additional actions relating to the Bonds; other matters relating thereto.

Please see the attached resolution. This resolution authorizes the issuance of bonds in the amount up to \$45,000,000 should Sooner Investment be unable to secure long-term financing to pay off the loan secured from Banc First, waving of competitive bidding and bonds we authorized to be sold on a negotiated basis to the underwriters. An affirmative vote of six Councilmembers is required to approve this resolution.

J. GUY HENSON
City Manager

RESOLUTION NO. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MIDWEST CITY, OKLAHOMA APPROVING THE INCURRENCE OF INDEBTEDNESS BY THE MIDWEST CITY MEMORIAL HOSPITAL AUTHORITY ISSUING ITS REVENUE BONDS, SERIES 2018 (TAXABLE) (TOWN CENTER PROJECT) (“BONDS”); WAIVING COMPETITIVE BIDDING ON THE SALE OF THE BONDS AND AUTHORIZING THE BONDS TO BE SOLD AT A DISCOUNT BY NEGOTIATED SALE WITHIN THE LIMITS PROVIDED BY TITLE 60, OKLAHOMA STATUTES, SECTION 176; AUTHORIZING ASSIGNMENT TO ANOTHER PUBLIC TRUST; AUTHORIZING OFFICERS TO TAKE ADDITIONAL ACTIONS RELATING TO THE BONDS; AND OTHER MATTERS RELATING THERETO.

WHEREAS, the Midwest City Memorial Hospital Authority (hereinafter, the “Authority”) was created by that certain “Trust Indenture” dated as of the 1st day of July, 1961, as amended by that certain “Amended and Restated Trust Indenture”, adopted April 7, 1998, which Amended and Restated Trust Indenture was further amended by that certain “First Amendment to Amended and Restated Trust Indenture of the Midwest City Memorial Hospital Authority”, dated April 20, 2017 (the Trust Indenture and all amendments and restatements thereto are hereinafter referred to, collectively, as the “Trust Indenture”); and

WHEREAS, the City of Midwest City has accepted beneficial interest in and to the Trust Indenture, as amended and restated, for the use and benefit of the City of Midwest City (hereinafter, the “City”) under authority of and pursuant to the provisions of Title 60, Sections 176 to 180.3, inclusive, of the Oklahoma Statutes, as amended and supplemented (hereinafter, the “Public Trust Act”) and other applicable statutes of the State of Oklahoma, as a public trust and an agency of the State of Oklahoma for public purposes as therein provided; and

WHEREAS, the purposes of the Authority are, in part, to promote economic and community development, within and without the territorial limits of the City, and to promote additional employment which will benefit and strengthen the economy of the City and the State of Oklahoma; and

WHEREAS, in order to accomplish its designated purposes, the Authority is empowered to provide funds for the costs of acquiring, constructing, rehabilitating, equipping, securing, maintaining and developing real and personal property within and near the City, and to enter into, make and perform contracts for the sale of its bonds, notes or other evidence of indebtedness to finance the costs thereof; and

WHEREAS, the Town Center Project was developed, constructed and has operated in the City of Midwest City, Oklahoma (“Town Center Project”) by Sooner Town Center, L.L.C (“Owner”) on real property owned by the City pursuant to a ground lease dated October 26, 2004, (“City Ground Lease”); and

WHEREAS, the Owner’s current long-term loan financing for the Town Center Project (“Existing Loan”) matures on November 1, 2017; and, if not then paid, the loan will accrue future interest at the increased interest rate of 18% per annum (“Increased Interest Rate”) and will cause the Town Center Project to be subject to other remedies available to the lender under the Existing Loan; and

WHEREAS, rentals paid to City pursuant to the Ground Lease are impacted by the interest rate paid applicable to loans financing the Town Center Project, and if the Increased Interest Rate is applied to the Town Center Project, ground rent paid to the City will be reduced by approximately \$200,000 per month, and the Town Center Project will otherwise be negatively impacted after November 1, 2017; and

WHEREAS, the Town Center Project (i) is the core and primary retail area of the City, and in point of fact, is the town center of Midwest City, (ii) is a focal point of community pride and activity providing retail and service stores and facilities which enhance the quality of life for the City and its citizens, (iii) fosters and provides facilities for economic development with impact within and beyond its borders, (iv) is a significant revenue source for the City through Ground Lease payments and tax revenues, and (iv) has been the object of significant public investment, the protection of which is in the public interest, all benefiting the City, its citizens and the Authority (collectively, the “Town Center Public Impact”); and

WHEREAS, because of the Town Center Public Impact, including the loss of ground rental payments to the City, prevention of application of the Increased Interest Rate under the Existing Loan is in the public interest and is a public purpose, benefitting the City, its citizens and the Authority; and

WHEREAS, the Owner has arranged a Bridge Loan from BancFirst (“BancFirst”), subject to the Authority and the City approving the issuance of bonds, notes or other obligations in an amount sufficient to pay the Bridge Loan from BancFirst (“BancFirst Bridge Loan”) when due (“Assurance to BancFirst”); and

WHEREAS, as an inducement to BancFirst to make a Bridge Loan and thereby prevent application of the Increased Interest Rate under the Existing Loan, and because of the Town Center Public Impact, including the loss of ground rental payments to the City, the Authority desires to provide the Assurance to BancFirst by means of authorization of issuance of its Revenue Bonds, Series 2018 (Taxable) (Town Center Project), as hereinafter described (“Bonds”); and

WHEREAS, the City hereby determines, and the Authority has or it is anticipated that it will determine, issuance of the Bonds to be in furtherance of the purposes of the Public Trust Act, and the Trust Indenture pursuant to which the Authority was created; and

WHEREAS, closing of the BancFirst Bridge Loan will provide the opportunity and sufficient time for the Owner to pursue and finalize other long-term financing arrangements for the Town Center Project “Other Long-Term Financing Arrangements by Owner”; and

WHEREAS, Other Long-Term Financing Arrangements by Owner may involve purchase of all or a portion of the real property which is the subject of the City Ground Lease from the City, at a price and on terms mutually agreeable to Owner and the City, in which case it is anticipated that the Owner will be able to obtain long-term financing for the Town Center Project sufficient to pay the BancFirst Bridge Loan when due, or in the case of a partial purchase, the portion of the BancFirst Bridge Loan attributable to the portion purchased, in which case issuance of the Bonds by the Authority for the full amount of the BancFirst Bridge Loan will not be necessary, or in the case of purchase of all of the property, issuance of the Bonds by the Authority will not be necessary; and

WHEREAS, the Authority has or will determine that it desires to authorize issuance of the Bonds and to utilize the net proceeds from the Bonds to pay the BancFirst Bridge Loan when due if the owner does not obtain make and implement Other Long-Term Financing Arrangements for the Town Center Project; and

WHEREAS, as an inducement to BancFirst to make the Bridge Loan to Owner, and as inducement to Owner to enter into agreements with BancFirst necessary for closing of the BancFirst Bridge Loan, the Authority has or it is anticipated that it will promise and agree to issue the Bonds in accordance with the terms of this Resolution, subject to the pledge of sufficient revenue derived from the Town Center Project to the Trustee of the Bonds to pay principal and interest on the Bonds when due, and subject to standard underwriting procedures and requirements and other standard requirements and procedures associated with the issuance of Oklahoma municipal bonds (collectively, the "Inducement"); and, in connection therewith, the Authority has or it is anticipated that it will state and agree that BancFirst and the Owner may detrimentally rely on this Inducement; and

WHEREAS, Oklahoma law currently requires that all bond or note issues of public trusts must have the creation of indebtedness by said public trust approved by two-thirds (2/3's) of the governing body of its beneficiary; and competitive bidding on the sale of bonds or notes may be waived by three-fourths (3/4's) of the governing body of the beneficiary.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF MIDWEST CITY, OKLAHOMA, TO-WIT:

SECTION 1. Approving the Incurrence of Indebtedness by the Midwest City Memorial Hospital Authority of its Revenue Bonds, Series 2018 (Taxable) (Town Center Project) (the "Bonds"); Approving the Waiving of Competitive Bidding and Sale of the Bonds at a Discount by Negotiated Sale. The Midwest City Memorial Hospital Authority ("Authority"), a public trust organized and existing under the laws of the State of Oklahoma, the beneficiary of which is the City of Midwest City, Oklahoma ("City"), is hereby authorized by the City Council of the City of Midwest City, Oklahoma to incur an indebtedness by the issuance of its obligation designated as the Midwest City Memorial Hospital Authority Revenue Bonds, Series 2018 (Taxable) (Town Center Project) in an aggregate principal amount not to exceed Forty-Five Million and 00/100 Dollars (\$45,000,000.00) (hereinafter, the "Bonds"). Competitive bidding on the sale of the Bonds is hereby waived and the Bonds are authorized to be sold at a discount on a negotiated basis to the Underwriters, to be named by the Authority, all within the limits provided by Title 60, Oklahoma Statutes 2011, Section 176, as amended. Issuance of the

Bonds may be accomplished by another public trust with the City as its beneficiary, in which case this Resolution will be assigned to such public trust, with the Bonds issued in accordance with the provisions of this Resolution. The Authority adopts and approves each of the “Whereas” provision appearing above in this Resolution.

SECTION 2. Authorizing Officers to Take Additional Actions Relating to the Bonds. The Mayor and City Clerk are hereby authorized and directed to execute and deliver such documents and take such other action as may be necessary or appropriate in order to effectuate the execution and delivery of the Bonds, including any letter, representation or certification otherwise necessary and attendant to the delivery of the the Bonds.

PASSED by the City Council of the CITY OF MIDWEST CITY, OKLAHOMA this _____ day of October 2017.

CITY COUNCIL OF THE CITY OF
MIDWEST CITY, OKLAHOMA

MATTHEW D. DUKES, II, Mayor

(SEAL)
ATTEST:

SARA HANCOCK, City Clerk

APPROVED as to form and legality this ____ day of October 2017:

PHILIP W. ANDERSON, City Attorney

ADDENDUM TO THE MIDWEST CITY
MEMORIAL HOSPITAL AUTHORITY AGENDA

October 24, 2017 - 7:02 PM

B. DISCUSSION ITEMS.

4. Discussion and consideration of approval of a resolution authorizing the issuance of the Midwest City Memorial Hospital Authority's "Revenue Bonds, Series 2018 (Taxable) (Town Center Project)" (The "Bonds"); waiving competitive bidding on the sale of the Bonds and authorizing their sale at a discount by negotiated sale within the limits provided by Title 60, Oklahoma Statutes, Section 176; authorizing assignment to another public trust; agreeing to issue the Bonds as an inducement, subject to requirements of this resolution; authorizing and approving execution and delivery of the Bonds and all documents relating thereto; authorizing officers to approve, execute and deliver a certificate of determination in connection with the Bonds; authorizing the preparation, filing and distribution of an official statement; authorizing officers to execute and deliver the Bonds; authorizing officers to take additional actions relating to the Bonds; providing for an effective date; and containing other provisions relating thereto. (City Manager - G. Henson)



Midwest City Memorial Hospital Authority
100 North Midwest Boulevard
Midwest City, Oklahoma 73110
Office (405) 739-1207/Fax (405) 739-1208
www.midwestcityok.org

MEMORANDUM

To: Honorable Chairman and Trustees

From: Guy Henson, General Manager/Administrator

Date: October 24, 2017

Subject: Discussion and consideration of approval of a resolution authorizing the issuance of the Midwest City Memorial Hospital Authority's "Revenue Bonds, Series 2018 (Taxable) (Town Center Project)" (The "Bonds"); waiving competitive bidding on the sale of the Bonds and authorizing their sale at a discount by negotiated sale within the limits provided by Title 60, Oklahoma Statutes, Section 176; authorizing assignment to another public trust; agreeing to issue the Bonds as an inducement, subject to requirements of this resolution; authorizing and approving execution and delivery of the Bonds and all documents relating thereto; authorizing officers to approve, execute and deliver a certificate of determination in connection with the Bonds; authorizing the preparation, filing and distribution of an official statement; authorizing officers to execute and deliver the Bonds; authorizing officers to take additional actions relating to the Bonds; providing for an effective date; and containing other provisions relating thereto.

Please see the attached resolution. This resolution authorizes the issuance of bonds in the amount up to \$45,000,000 should Sooner Investment be unable to secure long-term financing to pay off the loan secured from Banc First. An affirmative vote of six Councilmembers is required to approve this resolution.

J. Guy Henson, City Manager

RESOLUTION

RESOLUTION AUTHORIZING THE ISSUANCE OF THE MIDWEST CITY MEMORIAL HOSPITAL AUTHORITY'S "REVENUE BONDS, SERIES 2018 (TAXABLE) (TOWN CENTER PROJECT)" (THE "BONDS"); WAIVING COMPETITIVE BIDDING ON THE SALE OF THE BONDS AND AUTHORIZING THEIR SALE AT A DISCOUNT BY NEGOTIATED SALE WITHIN THE LIMITS PROVIDED BY TITLE 60, OKLAHOMA STATUTES, SECTION 176; AUTHORIZING ASSIGNMENT TO ANOTHER PUBLIC TRUST; AGREEING TO ISSUE THE BONDS AS AN INDUCEMENT, SUBJECT TO REQUIREMENTS OF THIS RESOLUTION; AUTHORIZING AND APPROVING EXECUTION AND DELIVERY OF THE BONDS AND ALL DOCUMENTS RELATING THERETO; AUTHORIZING OFFICERS TO APPROVE, EXECUTE AND DELIVER A CERTIFICATE OF DETERMINATION IN CONNECTION WITH THE BONDS; AUTHORIZING THE PREPARATION, FILING AND DISTRIBUTION OF AN OFFICIAL STATEMENT; AUTHORIZING OFFICERS TO EXECUTE AND DELIVER THE BONDS; AUTHORIZING OFFICERS TO TAKE ADDITIONAL ACTIONS RELATING TO THE BONDS; PROVIDING FOR AN EFFECTIVE DATE; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

WHEREAS, the Midwest City Memorial Hospital Authority (hereinafter, the "Authority") was created by that certain "Trust Indenture" dated as of the 1st day of July, 1961, as amended by that certain "Amended and Restated Trust Indenture", adopted April 7, 1998, which Amended and Restated Trust Indenture was further amended by that certain "First Amendment to Amended and Restated Trust Indenture of the Midwest City Memorial Hospital Authority", dated April 20, 2017 (the Trust Indenture and all amendments and restatements thereto are hereinafter referred to, collectively, as the "Trust Indenture"); and

WHEREAS, the City of Midwest City has accepted beneficial interest in and to the Trust Indenture, as amended and restated, for the use and benefit of the City of Midwest City (hereinafter, the "City") under authority of and pursuant to the provisions of Title 60, Sections 176 to 180.3, inclusive, of the Oklahoma Statutes, as amended and supplemented (hereinafter, the "Public Trust Act") and other applicable statutes of the State of Oklahoma, as a public trust and an agency of the State of Oklahoma for public purposes as therein provided; and

WHEREAS, the purposes of the Authority are, in part, to promote economic and community development, within and without the territorial limits of the City, and to promote additional employment which will benefit and strengthen the economy of the City and the State of Oklahoma; and

WHEREAS, in order to accomplish its designated purposes, the Authority is empowered to provide funds for the costs of acquiring, constructing, rehabilitating, equipping, securing,

maintaining and developing real and personal property within and near the City, and to enter into, make and perform contracts for the sale of its bonds, notes or other evidence of indebtedness to finance the costs thereof; and

WHEREAS, the Town Center Project was developed, constructed and has operated in the City of Midwest City, Oklahoma (“Town Center Project”) by Sooner Town Center, L.L.C (“Owner”) on real property owned by the City pursuant to a ground lease dated October 26, 2004, (“City Ground Lease”); and

WHEREAS, the Owner’s current long-term loan financing for the Town Center Project (“Existing Loan”) matures on November 1, 2017; and, if not then paid, the loan will accrue future interest at the increased interest rate of 18% per annum (“Increased Interest Rate”) and will cause the Town Center Project to be subject to other remedies available to the lender under the Existing Loan; and

WHEREAS, rentals paid to City pursuant to the Ground Lease are impacted by the interest rate paid applicable to loans financing the Town Center Project, and if the Increased Interest Rate is applied to the Town Center Project, ground rent paid to the City will be reduced by approximately \$200,000 per month, and the Town Center Project will otherwise be negatively impacted after November 1, 2017; and

WHEREAS, the Town Center Project (i) is the core and primary retail area of the City, and in point of fact, is the town center of Midwest City, (ii) is a focal point of community pride and activity providing retail and service stores and facilities which enhance the quality of life for the City and its citizens, (iii) fosters and provides facilities for economic development with impact within and beyond its borders, (iv) is a significant revenue source for the City through Ground Lease payments and tax revenues, and (iv) has been the object of significant public investment, the protection of which is in the public interest, all benefiting the City, its citizens and the Authority (collectively, the “Town Center Public Impact”); and

WHEREAS, because of the Town Center Public Impact, including the loss of ground rental payments to the City, prevention of application of the Increased Interest Rate under the Existing Loan is in the public interest and is a public purpose, benefitting the City, its citizens and the Authority; and

WHEREAS, the Owner has arranged a short-term Bridge Loan (“Bridge Loan”) from BancFirst (“BancFirst”), subject to the Authority and the City approving the issuance of bonds, notes or other obligations in an amount sufficient to pay the Bridge Loan from BancFirst (“BancFirst Bridge Loan”) when due (“Assurance to BancFirst”); and

WHEREAS, as an inducement to BancFirst to make a Bridge Loan and thereby prevent application of the Increased Interest Rate under the Existing Loan, and because of the Town Center Public Impact, including the loss of ground rental payments to the City, the Authority desires to provide the Assurance to BancFirst by means of authorization of issuance of its Revenue Bonds, Series 2018 (Taxable) (Town Center Project), as hereinafter described (“Bonds”); and

WHEREAS, the Authority hereby determines, and the City has or is anticipated to determine, issuance of the Bonds to be in furtherance of the purposes of the Public Trust Act, and the Trust Indenture pursuant to which the Authority was created; and

WHEREAS, closing of the BancFirst Bridge Loan will provide the opportunity and sufficient time for the Owner to pursue and finalize other long-term financing arrangements for the Town Center Project “Other Long-Term Financing Arrangements by Owner”; and

WHEREAS, Other Long-Term Financing Arrangements by Owner may involve purchase of all or a portion of the real property which is the subject of the City Ground Lease from the City, at a price and on terms mutually agreeable to Owner and the City, in which case it is anticipated that the Owner will be able to obtain long-term financing for the Town Center Project sufficient to pay the BancFirst Bridge Loan when due, or in the case of a partial purchase, the portion of the BancFirst Bridge Loan attributable to the portion purchased, in which case issuance of the Bonds by the Authority for the full amount of the BancFirst Bridge Loan will not be necessary, or in the case of purchase of all of the property, issuance of the Bonds by the Authority will not be necessary; and

WHEREAS, the Authority desires to authorize issuance of the Bonds and to utilize the net proceeds from the Bonds to pay the BancFirst Bridge Loan when due if the owner does not obtain make and implement Other Long-Term Financing Arrangements for the Town Center Project; and

WHEREAS, as an inducement to BancFirst to make the Bridge Loan to Owner, and as inducement to Owner to enter into agreements with BancFirst necessary for closing of the BancFirst Bridge Loan, the Authority promises and agrees to issue the Bonds in accordance with the terms of this Resolution, subject to the pledge of sufficient revenue derived from the Town Center Project to the Trustee of the Bonds to pay principal and interest on the Bonds when due, and subject to standard underwriting procedures and requirements and other standard requirements and procedures associated with the issuance of Oklahoma municipal bonds (collectively, the “Inducement”); and, in connection therewith, the Authority states and agrees that BancFirst and the Owner may detrimentally rely on this Inducement.

NOW, THEREFORE, BE IT RESOLVED BY THE TRUSTEES OF THE MIDWEST CITY MEMORIAL HOSPITAL AUTHORITY:

SECTION 1. Authorizing the Issuance and Sale of the Authority’s Revenue Bonds, Series 2018 (Taxable) (Town Center Project)” (the “Bonds”) and Waiving Competitive Bidding and Sale of the Bonds at a Discount by Negotiated Sale; Providing for Issuance by Another Trust; Providing for an Inducement. There is hereby authorized the issuance and sale of the Authority’s “Revenue Bonds, Series 2018 (Taxable) (Town Center Project)” in an aggregate principal amount not to exceed Forty-Five Million and 00/100 Dollars (\$45,000,000.00) (hereinafter, the “Bonds”). Competitive bidding on the sale of the Bonds is hereby waived and the Bonds are authorized to be sold at a discount on a negotiated basis to the Underwriters, to be named by the Authority, all within the limits provided Title 60, Oklahoma Statutes 2011, Section 176, as amended, each as set forth in the Certificate of Determination described in Section 3 below. The Bonds shall be issued in the form and manner as provided in,

and shall be delivered in accordance with, the terms and provisions of a General Bond Indenture, and a Supplemental Indenture (collectively, hereinafter, the “Indenture”), both by and between the Authority and the Trustee Bank. The Bonds shall not constitute an obligation of the City of Midwest City, Oklahoma, the State of Oklahoma or any political subdivision or agency thereof, other than the Authority, or personal obligations of the trustees of the Authority, but shall be special, limited obligations of the Authority payable solely from and secured by the Trust Estate established therefore under the Indenture. Issuance of the Bonds may be accomplished by another public trust with the City as its beneficiary, in which case this Resolution will be assigned to such public trust, with the Bonds issued in accordance with the provisions of this Resolution. The Authority agrees to the Inducement. The Authority adopts and approves each of the “Whereas” provision appearing above in this Resolution.

SECTION 2. Authorizing and Approving Execution and Delivery of the Bonds and All Documents Relating Thereto. Subject to review and approval by counsel for the Authority, as evidenced by notation of such approval on the instruments, the following types of instruments underlying the issuance of the Bonds are hereby approved, their execution being conclusive evidence of their approval and the Chairman or Vice Chairman and Secretary or any Assistant Secretary of the Authority are authorized and directed on behalf of the Authority to execute, attest, seal and deliver or approve the same prior to or simultaneously with the delivery of the Bonds:

- (a) General Bond Indenture, by and between the Authority and the Trustee Bank;
- (b) Supplemental Bond Indenture, by and between the Authority and the Trustee Bank;
- (c) Security Agreement, by and between the Authority and the City; and
- (d) Bond Purchase Agreement, by and between the Authority and the Underwriters.

SECTION 3. Authorizing Officers to Approve, Execute and Deliver a Certificate of Determination in Connection with the Bonds. The Chairman or Vice-Chairman is authorized to approve, execute and deliver a Certificate of Determination setting out the principal amount of the Bonds, final maturities, sale price and interest rates, for and on behalf of the Authority, such execution and delivery by the Chairman or Vice Chairman to be binding upon the Authority.

SECTION 4. Authorizing the Preparation, Distribution and Filing of an Official Statement. The staff and counsel for the Authority are hereby authorized to prepare, distribute and file a preliminary and a final “Official Statement” relating to the Bonds.

SECTION 5. Authorizing Officers to Deliver the Bonds. The Bonds shall be delivered to or upon the order of the purchasers thereof, as shall be required in writing by the Chairman or Vice-Chairman or Secretary of the Authority, which officers are hereby authorized to execute and deliver the Bonds upon satisfaction of the conditions precedent to the delivery of the Bonds. The Bonds shall be executed in definitive or temporary forms and shall be executed

