

**MINUTES OF
REGULAR MEETING OF THE DIRECTORS OF
THE OKLAHOMA DEVELOPMENT FINANCE AUTHORITY
February 28, 2024**

The Directors of the Oklahoma Development Finance Authority held a Regular Meeting at 11:00 a.m. on Wednesday, February 28, 2024, in the Conference Room of the Oklahoma Development Finance Authority, 9220 North Kelley Avenue, Oklahoma City, Oklahoma.

The following members of the Authority were PRESENT:

Mr. Keith Ventris, Chairman
Mr. Bridger Cox, Vice Chairman
Mr. Peter Carey, Secretary
Mr. Hank Bradley, Member
Mr. Matt Caldwell, Member
Mr. D.R. Shipley, Member

The following member of the Authority was ABSENT:

Mr. Hopper Smith, Ex-Officio

Others attending the meeting were members of the Oklahoma Development Finance Authority staff and other guests representing firms doing business with ODFA, who are listed on the Attendance Register which is kept in the original meeting file.

ROLL CALL

Chairman Ventris called the meeting to order and requested a roll call from the Assistant Secretary, after which he declared a quorum present.

In response to a question by Chairman Ventris, it was reported that notice of the Special Meeting of the Authority was filed in the office of the Oklahoma Secretary of State and public notice of this meeting was posted in prominent view at 9220 North Kelley Avenue, Oklahoma City, Oklahoma, twenty-four (24) hours prior to this meeting excluding Saturdays, Sundays, and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

APPROVAL OF MINUTES OF THE MEETING OF JANUARY 31, 2024

Minutes of the meeting held January 31, 2024, had been sent electronically to the Board Members prior to the meeting and the reading was waived. Mr. Shipley made a motion to approve the minutes as transmitted. Mr. Carey seconded the motion. All members present voted Aye.

FINANCIAL REPORT

Mr. Davis stated that on pages 13 and 14 of the board packets are the trended balance sheet and income statement for the month ending January 31, 2024. The total revenues are \$1.47 million dollars versus \$1.5 million a year ago. The expenses are slightly up at \$755,000 versus \$654,000 this same period a year ago. This leaves a net income of \$719,000 versus \$842,000 a year ago.

Chairman Ventris asked if there were any questions or comments concerning the report. Hearing none, he asked if there was a motion. Mr. Caldwell made a motion to approve the financial report, as presented. Mr. Carey seconded the motion. All members present voted AYE.

NEW LOAN APPLICATIONS/PROJECTS

A. Oklahoma Development Finance Authority (ODFA) – \$500,000 Oklahoma Community Economic Development Pooled Finance Act Award (Hiland Dairy Project, Series 2024)

Discussion and possible with respect to a resolution acknowledging receipt of a Determination Letter from the Oklahoma Department of Commerce (“ODOC Determination Letter”); implementing the financial incentive described in the ODOC Determination Letter, namely, the Oklahoma Community Economic Development Pooled Finance Act (Hiland Dairy Project), Series 2024, in an aggregate principal amount estimated at \$500,000 (the “Award”); approving and authorizing the execution and delivery of a Funding Agreement and other related documents; and containing additional matters relating thereto.

Mr. Stoner stated starting on page 21 is the Business Expansion Incentive Program pipeline report. There are now 82 projects in the pipeline including \$115 million that is outstanding. This leaves the Authority a little bit shy of \$85 million of availability and this includes the 2 projects on the agenda today.

The first project on the agenda today is the ODFA \$500,000 Oklahoma Community Economic Development Pooled Finance Act (Hiland Dairy Project), Series 2024. The summary is on page 24.

Hiland Dairy is headquartered in Springfield, Missouri. They have 18 plants and 64 distribution centers across the Midwest. They have a capital investment of \$2.57 million to purchase and install new packaging equipment upgrades for its dairy operations in Chandler, OK.

The Oklahoma Department of Commerce has identified that the project is a net positive benefit to the State of Oklahoma and has recommended an incentive award of \$500,000 to be paid off over the next three years.

Mr. Stoner introduced David Smith, Operations Manager in Chandler. Mr. Smith then gave an overview of the project.

Mr. Shipley made a motion to approve the project. Mr. Cox seconded the motion. Upon Roll Call, the vote was as follows:

AYE: Bradley, Caldwell, Carey, Cox, Shipley, Ventris
NAY: NONE

B. Oklahoma Development Finance Authority (ODFA) – \$5,000,000 Oklahoma Community Economic Development Pooled Finance Act Award (RAE Corporation Project), Series 2024

Discussion and possible with respect to a resolution acknowledging receipt of a Determination Letter from the Oklahoma Department of Commerce (“ODOC Determination Letter”); implementing the financial incentive described in the ODOC Determination Letter, namely, the Oklahoma Community Economic Development Pooled Finance Act (RAE Corporation Project), Series 2024, in an aggregate principal amount estimated at \$5,000,000; waiving competitive bidding and authorizing the sale of the Notes on a private placement basis; approving and authorizing the execution and delivery of the Notes and documents; and containing other matters relating thereto.

Ms. Harris stated the summary for this project is on page 25. RAE Corporation submitted an application to the Economic Development Pool to finance a capital investment at its facility in MidAmerica Industrial Park in Pryor, Oklahoma. They will make a capital investment of \$14.8 million to construct a new facility in Pryor, Oklahoma.

The Oklahoma Department of Commerce has identified that the project is a net positive benefit to the State of Oklahoma and has recommended an award amount of \$5,000,000 over the next three years.

Ms. Harris then introduced Mr. Jay Kindle. Mr. Kindle then gave a brief overview of the project.

Mr. Cox made a motion to approve the project. Mr. Bradley seconded the motion. Upon Roll Call, the vote was as follows:

AYE: Bradley, Caldwell, Carey, Cox, Shipley, Ventris
NAY: NONE

REVIEW AND POSSIBLE APPROVAL OF TRAVEL CLAIMS

Mr. Shipley made a motion to approve the travel claim. Mr. Caldwell seconded the motion. All members present voted AYE.

PRESIDENT'S REPORT

Mr. Davis reported that the Board has just seen two projects for the Business Expansion Incentive Program. As Mr. Stoner mentioned there are 82 active projects that have closed and are receiving payments. This is a \$200 million pool that is available through the Authority, every dollar that gets paid back is freed up for other projects. The utilization rate for this program has risen substantially in the last two years. There is \$84.5 million still available.

Mr. Davis stated that we are kind of nearing the end of the Oklahoma Innovation Expansion Program, Series 2023. Currently we are working with 166 companies and have disbursed \$10.4 million of \$13.5 million in awards through February. This program will end in June 2024. There has been a lot of work in preparing for the OIEP, Series 2024 program. There has been marketing material that has been put together and presentations. We have already done one presentation in Muskogee. The ODFA, Dept. of Commerce and Oklahoma Manufacturing Alliance are working together to get the word out that the program will be available, and they will be making presentations in another 8 communities. Mr. Davis added that he will be asking the Board for authorization of \$15 million next month for this program. Although the \$15 million wasn't completely utilized, there was \$13.5 million awarded, Mr. Davis added that we ended up doing stand-alone projects that put us over the \$15 million mark. Mr. Stoner stated that they received 222 OIEP applications last year with \$13.5 million in projects awarded to OIEP, another \$6 million for BEIP bringing the total awards to just over \$19.5 million.

Mr. Davis mentioned that last month he had talked about the 2024 Master Real Property Lease Program. The Board authorized for real property and equipment and service providers. Tomorrow he will be at the Capitol for the Council of Bond Oversight meeting where they will authorize the program.

Mr. Davis stated that each year one of the six board members comes up for reappointment. This year District 4, Director Shipley is up for reappointment. Mr. Davis stated that he has not heard anything and that he has been looking at the Oklahoma Executive appointments and they are beginning to name people. He will continue to work on this and monitor it.

Mr. Davis added that this is deadline week for bills heard in committee in the chamber of origin to go to the floor. If they do not make it to the floor, they will not be heard again this year. There are a few bills that Mr. Davis is watching closely, they are SB 1447 and SB 1448 by Senator Kristen Thompson and HB 3252 by Osborne. These are all bills that could fundamentally change the Oklahoma Department of Commerce. The Authority works closely with the Department of Commerce. Senate Bill 1447 will be heard today by the Senate Appropriations and Budget Committee. House Bill 3252 will be heard this afternoon. There is another bill that affects BEIP directly and that is SB 2020 by Bergstrom.

Lastly, Mr. Davis reported that he, Chairman Ventris, Jody Harris and Jeremy Stoner attended a ribbon cutting this morning for a project that the Board authorized for Pivot that provides youth services to folks that are aging out of the foster care program that includes housing, life skills and workforce development. This was a great event and there were two or three media outlets there. The Department of Commerce, ODFA, Bank of America and the United Way of Central Oklahoma were instrumental in providing financing and support to build the commercial kitchen where they produce jams. Mr. Davis thanked Chairman Ventris for attending the event and its good to see what the Authority is doing.

Mr. Davis stated that this concluded his President's Report. Chairman Ventris made note that no formal action was taken during the President's report.

ADJOURNMENT

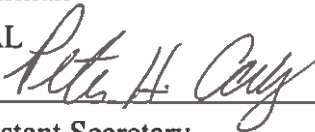
Chairman Ventris asked if there were any announcements. Hearing none, he asked if there was a motion to adjourn. Mr. Cox made a motion to adjourn. Mr. Carey seconded the motion. All members present voted AYE.

These minutes officially approved and adoption this 27th day of March, 2024.



Chairman

SEAL



Assistant Secretary