

**MINUTES OF  
REGULAR MEETING OF THE DIRECTORS OF  
THE OKLAHOMA DEVELOPMENT FINANCE AUTHORITY  
September 25, 2024**

The Directors of the Oklahoma Development Finance Authority held a Regular Meeting at 10:00 a.m. on Wednesday, September 25, 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. Bridger Cox, Chairman  
Mr. Peter Carey, Vice Chairman  
Mr. Matt Caldwell, Secretary  
Mr. Keith Ventris, Member  
Mr. Hank Bradley, Member  
Mr. D.R. Shipley, Member  
Mr. Tim Bunson, Member

The following members of the Authority were ABSENT:

None

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 Cox 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 Cox, it was reported that notice of the 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 AUGUST 28, 2024**

Minutes of the meeting held August 28, 2024, had been sent electronically to the Board Members prior to the meeting and the reading was waived. Director Carey made a motion to approve the minutes as transmitted. Director Ventris 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 second month of fiscal year 2025. The revenue was \$614,000, up 8% ending August 31, 2024. A year ago, we were at \$568,000. The expenses are also up 8% at \$198,000 versus \$184,000 last year. The operating net income was in line with expectations of \$416,000, versus \$384,000 a year ago. Mr. Davis concluded with he would be happy to answer any questions the board may have had.

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

## **NEW LOAN APPLICATIONS/PROJECTS**

### **A. Oklahoma Development Finance Authority (ODFA) – \$8,000,000 Oklahoma Community Economic Development Pooled Finance Act Award (American Airlines), Series 2024**

*Discussion and possible action 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 (American Airlines Project), Series 2024, in an aggregate principal amount estimated at \$8,000,000 (the “Award”); approving and authorizing the execution and delivery of a Funding Agreement and other related documents; and containing matters relating thereto.*

Mr. Stoner pointed out that on page 15 of the board packet was the Business Expansion Incentive Program usage and the remaining capacity report. There is still \$88 million available after the approval of the projects on the agenda today. Today there is \$111.6 million outstanding of the \$200 million program. Next month there will be adjustments to the report as quarterly payments will be going out.

The first Agenda Item A. is for the ODFA, \$8 million Oklahoma Community Economic Development Pooled Finance Act Award for American Airlines, Series 2024. The summary was

located on page 18 of the board packet. This is the second application from American Airlines. In December, the Board approved a \$22 million award based on \$461 million capital investment, which also included 308 new jobs. This application is to increase the scale of its base maintenance operation by adding additional heavy airframe overhauls inspection. This will add 321 new jobs with an average wage of \$58 per hour.

The application was reviewed by the Oklahoma Department of Commerce, and they have made a recommendation of an incentive award of \$8,000,000 and it will add one additional year to the existing incentive award.

Mr. Stoner then introduced Mr. Ed Sangricco, the Managing Director at Tulsa base maintenance. Mr. Sangricco introduced his team and then gave a brief overview of the project.

Director Ventris made a motion to approve the project. Director Carey seconded the motion. Upon Roll Call, the vote was as follows:

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

**B. Oklahoma Development Finance Authority (ODFA) – \$900,000 Oklahoma Community Economic Development Pooled Finance Act Award (Averitt Express 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 (Averitt Express Project), Series 2024, in an aggregate principal amount estimated at \$900,000 (the “Award”); approving and authorizing the execution and delivery of a Funding Agreement and other related documents; and containing additional matters relating thereto.*

Ms. Harris introduced the agenda item B. for \$900,000 Oklahoma Community Economic Development Pooled Finance Act Award for Averitt Express Project, Series 2024. The summary for Averitt was on page 19 of the board packet. Averitt Express is making a capital investment of over \$36.4 million, to renovate their existing facility in Tulsa and constructing an additional 24,000 sq. ft. facility that will expand their operations in Oklahoma City.

The application was reviewed by the Oklahoma Department of Commerce, and they have made a recommendation of an incentive award of \$900,000 that will be paid out over the next four years.

This will create 44 new jobs, retain 84 existing jobs and with an annual payroll exceeding \$93.3 million.

Ms. Harris then introduced Ms. Rhonda Otto and Mr. Wayne Baker of Averitt Express who then gave a brief overview of the project.

Director Carey made a motion to approve the project. Director Ventris seconded the motion. Upon Roll Call, the vote was as follows:

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

**C. Oklahoma Development Finance Authority (ODFA) – \$500,000 Oklahoma Community Economic Development Pooled Finance Act Award (Bluebonnet Feeds 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 (Bluebonnet Feeds 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 presented Agenda Item C. for ODFA \$500,000 Oklahoma Community Economic Development Pooled Finance Act Award going to Bluebonnet Feeds, Series 2024. Mr. Stoner added that the next two projects will be a little bit unique. In November 2023, the Board held a special meeting to approve the RCRP (Rapid Community Response Program). This program was a result of the closing announcement of the Michelin plant in Ardmore. The ODFA was then able to start capturing Michelin withholding tax dollars to reinvest back into the community. A portion of these dollars were set aside for projects like these.

Bluebonnet was the first application to RCRP. They are headquartered in Ardmore. Bluebonnet will be making a capital investment of \$1.8 million to build a new distribution warehouse. The Oklahoma Department of Commerce has identified it as a net positive benefit to the State of Oklahoma and has issued an incentive award of \$500,000 over the next three years. A portion will be taken out of the RCRP dollars that are withholding taxes from Michelin. The other portion will be from withholding taxes from Bluebonnet.

Mr. Stoner then introduced Mr. John Langemeier, President of Bluebonnet who gave a brief overview of the project.

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

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

**D. Oklahoma Development Finance Authority (ODFA) – \$26,500 Oklahoma Community Economic Development Pooled Finance Act Award (Mercy Hospital 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 (Mercy Hospital Project), Series 2024, in an aggregate principal amount estimated at \$26,500 (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 presented Agenda Item D. for ODFA \$26,500 Oklahoma Community Economic Development Pooled Finance Act Award going to Mercy Hospital Project, Series 2024. This was the second application for the RCRP program of another project in Ardmore. Mercy Hospital Ardmore is a full-service hospital with 190 licensed beds, a staff of nearly 1,100 and almost 100 physicians. They are investing \$775,597 to recruit and establish a new pediatrician office for the community. This will require hiring a new physician, hiring three staff members, and readying a leased space for them.

The Oklahoma Department of Commerce has recommended an incentive award of \$26,500 over the next year. The incentive award will be disbursed as soon as the 10% spend is met by Mercy Hospital Ardmore. After the 10% spend is met, 50% of the incentive award will come from the RCRP pool and 50% of the incentive award will be withholding taxes captured from Mercy Hospital Ardmore, Inc.

Mr. Stoner introduced Ms. Larissa Freeman, Director of Operations to give a brief overview of the project.

Director Ventris made a motion to approve the project. Director Carey seconded the motion. Upon Roll Call, the vote was as follows:

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

**E. Oklahoma Development Finance Authority (ODFA) – \$3,000,000 Oklahoma Certified Main Street Incentive Program Pooled Finance Act Taxable Revenue Notes (Main Street), Series 2024**

*Discussion and possible with respect to a resolution acknowledging authorizing the issuance of the Authority's Oklahoma Certified Main Street Incentive Program Economic Development Pooled Finance Act Taxable Revenue Notes (Main Street) Series 2024, in one or more series in the total aggregated principal amount not to exceed \$3,000,000 issued on or before January 31, 2025; waiving competitive bidding and authorizing the sale of the Note on a private placement basis; approving and authorizing the execution and delivery of the Note and documents; and containing other matters relating thereto.*

Mr. Stoner stated that Agenda Item E. is for the ODFA \$3,000,000 Oklahoma Certified Main Street Incentive Program Pooled Finance Act Taxable Revenue Notes, Series 2024. This program is like the OIEP program that we installed a few years ago under the umbrella of the Business Expansion Incentive Program. The Oklahoma Department of Commerce has the authorization to do different programs and the ODFA Board's role is to authorize the \$3 million to go into the program. The idea is similar to OIEP that ODFA issues the authorization for the dollars and then over the next 60 days applications will be received from different Main Street programs and then they will be pooled all together in one issuance in the first part of January. This will be similar, to how we do OIEP with everyone moving in the same direction over a one-year period. Mr. Stoner introduced Ms. Buffy Skee, she is the State's Main Street Director who then gave a brief overview of the program.

Chairman Cox asked if this was a conduit, and the Authority does not have any liability for the issuance? Mr. Davis added that this will be utilizing the employee withholding taxes from the businesses in the community. This is a placemaking strategy, a quality of life, issue in trying to bring vibrancy into the main streets in the cities to attract traffic.

Director Ventris made a motion to approve the project. Director Caldwell seconded the motion. Upon Roll Call, the vote was as follows:

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

## **REVIEW AND POSSIBLE APPROVAL OF TRAVEL CLAIMS**

Director Shipley made a motion to approve the travel claims. Director Carey seconded the motion. All members present voted AYE.

## **PRESIDENT'S REPORT**

Mr. Davis reported that the Operations and Business Development report is on pages 32-33. Today there were a handful of businesses approved for the Business Expansion Incentive Program Projects. The summary for this program is on pages 15, 16, and 17. There are 99 outstanding projects of \$112 million of the \$200 million. There is \$88 million of the cap that remains. This is the fifth year for the Oklahoma Innovation Expansion Program. There are 177 companies approved and qualified to receive payments at \$14.3 million and \$4.4 million has already been paid out through September. None of this money flows until the companies can document 10% of their capex, so that they verify performance. This program will end June 2025 and we are already 1/3 of the way there.

Mr. Davis added that they are continuing to work on the Master Lease Real Property and Equipment. There is a couple of series that will close soon. These are refunding opportunities to save interest costs to the institutions of Higher Education. They had begun looking at this in July and they decided to hold off. Initially they only had two or three institutions that had significant enough net present value savings with where interest rates were. With the feds moving a couple of weeks ago with a 50-point basis cut this made things move in our favor and now there are six institutions and what was going to be a very small transaction will now be about \$38 million.

Mr. Davis then reported that the Utility Securitization continues to be at the forefront with the administration with compliance, posting documents and working with all four of the utility companies.

Mr. Davis stated that this concluded his President's Report, and he would answer any questions the board members might have.

Chairman Cox made note that no formal action was taken during the President's report.

## **ADJOURNMENT**

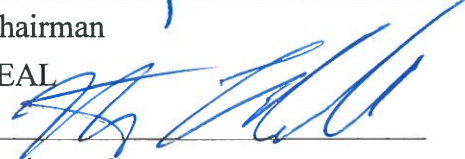
Chairman Cox asked if there were any announcements. Hearing none, he asked if there was a motion to adjourn. Director Carey made a motion to adjourn. Director Ventris seconded the motion. All members present voted AYE.

These minutes officially approved and adoption this 30th day of OCT., 2024.



Chairman

SEAL



Assistant Secretary

