

THE TRUSTEES OF THE EMERGENCY MEDICAL SERVICES AUTHORITY MET IN REGULAR SESSION VIA VIDEO CONFERENCE AT THE AUTHORITY'S ADMINISTRATIVE BUILDINGS LOCATED AT 1111 CLASSEN DRIVE, OKLAHOMA CITY, OKLAHOMA 73103 AND AT 1417 NORTH LANSING AVENUE, TULSA, OKLAHOMA, 74106 ON THE 22ND DAY OF APRIL, 2015, AT 1:00 O'CLOCK P.M.

PRESENT:

ABSENT:

Notice of the regularly scheduled meetings of the Authority for calendar year 2015 having been given in writing to the County Clerks of Oklahoma County, Oklahoma and Tulsa County, Oklahoma, and public notice and agenda of this meeting having been posted in prominent view in the Emergency Medical Services Authority Administrative Buildings at 1111 Classen Drive, Oklahoma City, Oklahoma and 1417 North Lansing, 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, a Resolution was introduced and read in full and considered by sections. Upon motion of _____, seconded by _____, the Resolution was finally passed with the following vote:

AYE:

NAY:

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

RESOLUTION

A RESOLUTION AUTHORIZING THE INCURRING OF INDEBTEDNESS AND AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$ 5,500,000.00 EMERGENCY MEDICAL SERVICES AUTHORITY CAPITAL IMPROVEMENTS REVENUE NOTE, EASTERN DIVISION SERIES 2015; WAIVING COMPETITIVE BIDDING AND AUTHORIZING THE SALE AND DELIVERY OF THE NOTE AT A DISCOUNT; APPROVING A NOTE INDENTURE AND NOTE PURCHASE AGREEMENT; AND AUTHORIZING SUCH OTHER DOCUMENTS AND AGREEMENTS AS MAY BE NECESSARY OR REQUIRED; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

WHEREAS, the Authority was created by a Trust Indenture, dated as of December 1, 1977, as amended on February 18, 1987, and amended and restated on March 23, 1990 (the "Trust Indenture"), for the use and benefit of the City of Tulsa, Oklahoma and the City of Oklahoma City, Oklahoma (the "Beneficiaries"), under authority of and pursuant to the provisions of Title 60, Oklahoma Statutes 2011, Sections 176 to 180.3, inclusive, as amended and supplemented, and other applicable statutes of the State of Oklahoma; and

WHEREAS, the Authority is authorized and empowered under the Act and the Trust Indenture to provide funds for the costs of financing, acquiring, constructing, purchasing or installing facilities and equipment for the purpose of operating, furnishing, and supplying an emergency medical services system for the furtherance of the general convenience, welfare, public health and safety of the inhabitants of the Beneficiaries; and

WHEREAS, the Authority has determined that it would be most advantageous at this time for the Authority to issue its Capital Improvements Revenue Note, Eastern Division Series 2015, in the principal amount of not to exceed \$5,500,000.00 (the "Note"), to provide funds for the acquisition and construction by the Authority of certain capital projects and related improvements for the Eastern District of the Authority (the "Projects"); and

WHEREAS, in order to provide funds to finance the Projects, the Authority intends to issue its Note in the aggregate principal amount of not to exceed \$5,500,000.00, a form of which has been presented to this meeting; and

WHEREAS, there has been presented to this meeting a form of Note Indenture (the Note Indenture") between the Authority and BOKF, NA dba Bank of Oklahoma, Tulsa, Oklahoma, pursuant to which the Note shall be issued and secured; and

WHEREAS, there has been presented to this meeting a form of Official Notice of Sale and Instructions to Bidders, a Preliminary Official Statement, Bid Form, and Notice of Bond Sale, relating to the competitive bidding of the sale of the Bonds, (collectively the "Bond Sale Documents"); and

WHEREAS, there has been presented to this meeting a form of Requests for Proposal and Note Purchase Agreement (the "Note Sale Documents") pursuant to which the Authority will solicit proposals from potential purchasers of the Note and will choose a prospective purchaser of the Note, to be confirmed by the Authority at a future date; and

BE IT RESOLVED BY THE TRUSTEES OF THE EMERGENCY MEDICAL SERVICES AUTHORITY:

Section 1. The incurring of indebtedness by the Trustees of the Authority in order to finance the costs and expenses of the Project in the aggregate principal amount of not to exceed \$5,500,000.00 to be evidenced by and pursuant to the terms of the Note, is hereby approved.

Section 2. The forms of Note Indenture and Note Sale Documents presented to this meeting be, and hereby are approved, and the Chairman or Vice Chairman of the Board of Trustees and the Secretary or any Assistant Secretary of the Board 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 Note Indenture, Note Sale Documents, and other loan documents and agreements (hereinafter referred to as the "Note Documents") in said forms and containing substantially the terms and provisions as shall be approved by the officers executing the Note Documents, 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 Note 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 the Board of Trustees and the Secretary or any Assistant Secretary of the Board 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 Note 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 sold, issued and delivered in the aggregate principal amount of not to exceed \$5,500,000.00, the specific principal amount thereof to be determined by the Chairman or Vice Chairman of the Board of Trustees of the Authority and set forth in a Certificate of Determination prior to issuance of the Note is hereby authorized and approved. It is further hereby determined to be necessary and in the best interest of the trust estate that the Authority issue the Request for Proposal and choose a prospective Purchaser to purchase the Note and that the Note be issued and sold to the Purchaser at a price equal to not less than one hundred percent (100%) of the principal amount thereof and that competitive bidding is hereby specifically waived with respect to the sale and delivery of the Note to the Purchaser for a purchase price determined as aforesaid. The Chairman or Vice Chairman of the Board of Trustees of the Authority is hereby authorized, empowered and directed to determine and establish the interest rate on the Note, which shall not exceed five percent (5.0%) per annum, and to establish the term or terms of the Note, which term or terms of the Note shall not exceed eleven (11) years and to set forth such interest rate and term in a Certificate of Determination prior to the issuance of the Note.

ADOPTED the 22nd day of April, 2015.

ATTEST:

Chairman

Secretary

I, the undersigned, the duly qualified and acting Secretary of Trustees of the Emergency Medical Services 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 regularly scheduled meeting of the Authority for calendar year 2015, attached hereto as Exhibit "A", was filed with the Oklahoma County Clerk and the Tulsa County Clerk prior to December 15, 2014 and that a true and complete copy of the Public Notice, attached hereto as Exhibit "B", was posted in prominent public view at the principal offices of the Authority at 1417 North Lansing, Tulsa, Oklahoma, and at 1111 Classen Drive, Oklahoma City, Oklahoma twenty-four (24) hours prior to the date of the meeting therein described, excluding Saturdays, Sundays and legal holidays.

WITNESS my hand and seal of said Authority this 22nd day of April, 2015.

Secretary

(SEAL)

EXHIBIT "A"

FILED IN OFFICE
COUNTY CLERK
OKLAHOMA CITY, OKLA

EMERGENCY MEDICAL SERVICES AUTHORITY

A Public Trust

DEC 01 2014

NOTICE

CAROLYNN CAUDILL County Clerk, Okla. Cnty
[Signature] Deputy

**EMSA Board of Trustees
Schedule of Regular Meetings – 2015**

Time for all Scheduled Meetings: 1:00 p.m.

**Location: EMSA Administrative Offices – via Video Conference
1111 Classen Dr., OKC and
1417 N. Lansing Avenue, Tulsa, OK**

STATE OF OKLAHOMA
OKLAHOMA COUNTY
RECORDED & FILED
2014 DEC 1 PM 4 32
CAROLYNN CAUDILL
OKLAHOMA COUNTY CLERK

January 28, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC
February 25, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC
March 25, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC
April 22, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC
May 27, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC
June 24, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC
July 22, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC
August 26, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC
September 23, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC
October 28, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC
November 18, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC
December 16, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC

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EMERGENCY MEDICAL SERVICES AUTHORITY

A Public Trust

NOTICE

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RECEIVED
OK SEC. OF STATE

DEC 01 2014

EXHIBIT "A"

EMERGENCY MEDICAL SERVICES AUTHORITY **FILED**

A Public Trust

2014 DEC 1 PM 4 50

NOTICE

**EMSA Board of Trustees
Schedule of Regular Meetings – 2015**

CITY OF
OKLAHOMA CITY, OKLA
OFFICE OF

Time for all Scheduled Meetings: 1:00 p.m.

**Location: EMSA Administrative Offices – via Video Conference
1111 Classen Dr., OKC and
1417 N. Lansing Avenue, Tulsa, OK**

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EMERGENCY MEDICAL SERVICES AUTHORITY

A Public Trust

NOTICE

**EMSA Board of Trustees
Schedule of Regular Meetings - 2015**

Time for all Scheduled Meetings: 1:00 p.m.

**Location: EMSA Administrative Offices - via Video Conference
1111 Classen Dr., OKC and
1417 N. Lansing Avenue, Tulsa, OK**

**MICHAEL P. KIERN
CITY CLERK**

2014 DEC 1 PM 3 53

**FILED
CITY OF TULSA
STATE OF OKLAHOMA**

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December 16, 2015	1:00 p.m.	EMSA Offices Tulsa/OKC

FILED

REGULAR MEETING
BOARD OF TRUSTEES
EMERGENCY MEDICAL SERVICES AUTHORITY
Wednesday, April 22, 2015 - 1:00 p.m.
1417 N. Lansing Ave., Tulsa, OK
1111 Classen Drive, Oklahoma City, OK
CITY OF OKLAHOMA CITY, OKLA
OFFICE OF
CITY CLERK

"Report, discussion and appropriate action, if any, on the following"

CONSENT AGENDA

1. Approval of Board Minutes from EMSA's Regular Board of Trustees Meeting dated March 25, 2015 at 1:00 p.m.

REGULAR AGENDA

1. Chairman's Report
2. Chief Financial Officer's Report (10 minutes)
3. President's Report (20 minutes)
4. Approval of the EMSA Education Center and Medical Supply Addition.
5. Consider and Adopt a Resolution authorizing the incurring of indebtedness and authorizing the issuance of not to exceed \$5,500,000.00; EMERGENCY MEDICAL SERVICES AUTHORITY Capital Improvements Revenue Note, Eastern Division SERIES 2015; Waiving Competitive bidding and Authorizing the sale and delivery of the Note at a discount; Approving a Note Indenture and Note Purchase Agreement; And Authorizing such other documents and Agreements as may be necessary or required; and containing other provisions relating thereto.
6. Consider and Adopt a Resolution relating to certain Internal Revenue Code of 1986 Covenants pertaining to the issuance of the Capital Improvements Revenue Note, Eastern Division Series 2015; and containing other provisions relating thereto.
7. Medical Director's Report (15 minutes)
8. New Business (5 minutes)
9. Trustees' Report
10. Next Meeting - Wednesday, May 27, 2015, at 1:00 p.m., via video conference at the EMSA Administrative Offices, 1111 Classen Drive, Oklahoma City, Oklahoma 73103 (EMSA Western Division); and 1417 N. Lansing Avenue, Tulsa, OK 74106 (Eastern Division);
11. Adjourn

EXHIBIT "B"

**REGULAR MEETING
BOARD OF TRUSTEES
EMERGENCY MEDICAL SERVICES AUTHORITY
Wednesday, April 22, 2015 – 1:00 p.m.
1417 N. Lansing Ave., Tulsa, OK
1111 Classen Drive, Oklahoma City, OK**

FILED
CITY OF TULSA
STATE OF OKLAHOMA
2015 APR 20 AM 11 53
MICHAEL P. KIER
CITY CLERK

"Report, discussion and appropriate action, if any, on the following"

CONSENT AGENDA

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REGULAR AGENDA

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2. Chief Financial Officer's Report (10 minutes)
3. President's Report (20 minutes)
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5. Consider and Adopt a Resolution authorizing the incurring of indebtedness and authorizing the issuance of not to exceed \$5,500,000.00; EMERGENCY MEDICAL SERVICES AUTHORITY Capital Improvements Revenue Note, Eastern Division SERIES 2016; Waiving Competitive bidding and Authorizing the sale and delivery of the Note at a discount; Approving a Note Indenture and Note Purchase Agreement; And Authorizing such other documents and Agreements as may be necessary or required; and containing other provisions relating thereto.
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11. Adjourn