

IN THE SUPREME COURT OF THE STATE OF OKLAHOMA

IN THE MATTER OF THE APPLICATION)
OF THE OKLAHOMA TURNPIKE)
AUTHORITY FOR APPROVAL OF NOT)
TO EXCEED \$500,000,000 OKLAHOMA) No. 120,619
TURNPIKE SYSTEM SECOND SENIOR)
LIEN REVENUE BONDS, SERIES 2022)

FILED
SUPREME COURT
STATE OF OKLAHOMA

JUN 15 2023

JOHN D. HADDEN
CLERK

PETITIONER OKLAHOMA TURNPIKE AUTHORITY'S
RESPONSE TO COURT'S ORDER OF MAY 30, 2023

JERED T. DAVIDSON, OBA #31032
THE PUBLIC FINANCE LAW GROUP PLLC

5657 N. Classen Blvd. Suite 100

Oklahoma City, OK 73105

(405) 235-3413 (Telephone)

(405) 235-2807 (Fax)

Email: jdavidson@okpublicfinancelaw.com

JANA KNOTT, OBA #30615

BASS LAW P.C.

252 NW 70th Street

Oklahoma City, OK 73116

(405) 262-4040 (Telephone)

(405) 262-4058

Email: jana@basslaw.net

ATTORNEYS FOR THE
OKLAHOMA TURNPIKE AUTHORITY

June 15, 2023

IN THE SUPREME COURT OF THE STATE OF OKLAHOMA

IN THE MATTER OF THE APPLICATION)
OF THE OKLAHOMA TURNPIKE)
AUTHORITY FOR APPROVAL OF NOT)
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PETITIONER OKLAHOMA TURNPIKE AUTHORITY'S
RESPONSE TO COURT'S ORDER OF MAY 30, 2023

In response to the order entered May 30, 2023, Petitioner, the Oklahoma Turnpike Authority (“Authority”), submits the following for the Court’s consideration.

I. COBO approval is neither a jurisdictional requirement nor a statutory prerequisite to the filing of an application in this Court or the validation of the Bonds by this Court under § 1718.

When the Authority seeks to finance certain turnpike projects and improvements through the issuance of turnpike revenue bonds, the Authority operates under two separate and distinct statutory regimes to obtain approval—the Authority’s Enabling Act, 69 O.S. § 1701–1734, and the Oklahoma Bond Oversight and Reform Act, 62 O.S. § 695.1-695.11A.

As this Court has recognized in prior validation cases—and as recently as May 23, 2023—§ 1718 confers upon this Court exclusive original jurisdiction to hear and determine an application by the Authority for bond validation to construct and operate turnpikes. *Pike Off OTA v. Oklahoma Turnpike Authority*, 2023 OK 57, ¶¶ 14–15 (citing prior cases). But nothing in § 1718, or in any other provision of the Enabling Act, requires approval from the Council of Bond Oversight (“COBO”) *before* an application can be filed in this Court under § 1718. In fact, § 1718 gives the Authority the discretion to determine whether an application to validate bonds is filed in this Court *at all*: “The Authority is authorized *in its discretion* to file an

application with the Supreme Court of Oklahoma for the approval of any bonds to be issued hereunder, and exclusive original jurisdiction is hereby conferred upon the Supreme Court to hear and determine each such application.” 69 O.S. § 1718 (emphasis added).

Because validation by this Court renders the bonds and the revenues pledged to their payment “incontestable in any court in the State of Oklahoma,” the Authority has determined that best practice is to obtain validation from this Court when the Authority begins a new capital initiative involving construction of new turnpike project alignments, thereby providing certainty for the Authority and all stakeholders, including landowners and bond investors, that a proposed turnpike project is authorized, and the Authority has done so thirteen times since 1950. However, the Authority has the discretion under § 1718 to forego validation proceedings in this Court and issue bonds, and in fact, has done so more than twenty-six times since 1966 to obtain over \$5,000,000,000 in funding for improvements to previously constructed turnpikes.

Regardless, once an application is filed by the Authority under § 1718, nothing in § 1718 requires the Authority to obtain COBO approval before this Court can validate the bonds. Rather, § 1718 requires: 1) “[n]otice of the hearing on each application”; 2) publishing of such notice “one time not less than ten (10) days prior to the date named for the hearing”; and 3) ensuring the bonds were “properly authorized in accordance with this article” and when issued, “will constitute valid obligations in accordance with their terms.” 69 O.S. § 1718.

With regard to COBO approval of the Authority’s issuance of turnpike revenue bonds, under the Oklahoma Bond Oversight and Reform Act¹, the Legislature tasked COBO with

¹ The Authority’s turnpike revenue bonds have been subject to approval by COBO under the Oklahoma Bond Oversight and Reform Act since its effective date in 1987.

reviewing, and either approving or disapproving, proposed financings to be obtained (through the issuance of bonds or other obligations) by certain state and local governmental entities, of which the Authority is included. 62 O.S. § 695.2 (declaring that there is a “need to establish procedures for the efficient sale and issuance of bonds or other obligations by State Governmental Entities” and adopt “procedures, requirements and methods allowing for significant systematic oversight of State Governmental Entity issuers of bonds or other obligations”).

Specifically, any State Governmental Entity required to obtain COBO approval of its proposed financing must “file with the Council a written description of the nature, need and purpose of such proposed financing.” 62 O.S. § 695.9(B)(1). COBO must then determine whether the purposes for which the obligations are proposed are “for the furtherance and accomplishment of authorized and proper public functions or purposes of the state,” 62 O.S. § 695.8(A)(1), and ensure “compliance with any applicable provisions of federal, state or other laws.” 62 O.S. § 695.9(B)(1). Importantly, COBO is not tasked to evaluate the merits of a project, but rather, to evaluate whether a State Governmental Entity has the requisite statutory powers to accomplish a financing in furtherance of its public purpose.

If the State Governmental Entity obtains COBO approval, such approval is valid for 180 days. 62 O.S. § 695.9(B)(3). The entity can request “a single one-hundred-eighty-day extension” of the approval, which request is considered by the State of Oklahoma Deputy Treasurer for Debt Management as COBO’s administrative officer, but § 695.9 makes clear that if the approval expires, “nothing shall prevent the State Governmental Entity from refiling with the Council for approval of such financing.” 62 O.S. § 695.9(B)(3)-(4). In the event of a “substantial change in the nature or purpose of a proposed financing after approval,” an entity can

also, for all practical purposes, start over at COBO. 62 O.S. § 695.9(B)(5).

COBO has the authority to grant conditional approval to an applicant, and as was the case here, COBO conditioned approval of the application on receipt of evidence of validation by this Court.² But nothing in the Oklahoma Bond Oversight and Reform Act, or in any of COBO's administrative regulations, *requires* an applicant to obtain validation by this Court *before* COBO can approve its application.

Again, the Authority's Enabling Act and the Oklahoma Bond Oversight and Reform Act are two separate and distinct statutory regimes under which the Authority operates when it seeks to issue turnpike revenue bonds. Approval by COBO is neither a jurisdictional requirement nor a statutory prerequisite to the filing of an application in this Court or the validation of the bonds by this Court under § 1718. Validation of Bonds by this Court, and the Court's recent decisions in *Pike Off OTA v. Oklahoma Turnpike Authority*, 2023 OK 57 and *Hirschfeld v. Oklahoma Turnpike Authority*, 2023 OK 59, remove COBO's prior conditions and clears the way for clean consideration of the Authority's new COBO application, which, as explained below, is why the Authority allowed the prior COBO approval to expire.

II. The Authority's decision to allow the COBO approval to expire was intentional, and the Authority will seek COBO approval upon issuance of a decision by this Court.

As mentioned above, § 695.9 of the Oklahoma Bond Oversight and Reform Act allows an applicant to refile with COBO if the original approval expires. In addition, applicants can file a new application with COBO if a substantial change in the nature or purpose of a proposed financing occurs after COBO approval. In this matter, the Authority passed a Resolution on June

² Okla. Admin. Code 90:10-7-3(c) ("To ensure that an issue will achieve a public purpose, the Council may approve financing requests subject to the satisfaction of certain conditions . . .").

9, 2022, authorizing its Director to submit an application to COBO. Ex. A.³ COBO conditionally approved the Authority's application on August 9, 2022. Ex. B. The August 9, 2022 COBO approval expired on February 5, 2023. Ex. C. As the February 5, 2023 date approached, it seemed highly unlikely that this Court would issue a decision on validation before expiration. Further, other litigation challenging the Authority's authorization to undertake and develop the turnpike projects, which were the subject of COBO's conditional approval, were on appeal from district court proceedings filed in Cleveland County. As such, before the approval expired, the Authority, through its Senior Financial Analyst, conferred with the Deputy Treasurer for Debt Management (COBO's administrative officer), on how to proceed in the best interest of COBO and the Authority. After discussion, it was determined that to ensure compliance with the Oklahoma Bond Oversight and Reform Act and the conditions of approval set by COBO, the best course of action was for the Authority to wait to obtain COBO approval after the Court issues its decision in this proceeding. The administrative expiration of COBO's August 9, 2022 approval in no way impairs the ability of the Authority to resubmit an application and does not reflect an adverse decision or action by COBO. If this Court validates the Bonds as requested by the Authority, the same application that was originally submitted to COBO can, and will, be resubmitted for approval. If this Court's decision necessitates a revised application, then such revisions can, and will, be made based on the parameters of the decision. Either way, once this Court issues a decision, the Authority will obtain COBO approval—as it is statutorily required to do—and either way, the

³ The Authority's Appendix, which was filed in this case with its original brief, contains the June 9, 2022 Resolution and the August 9, 2022 COBO Approval Letter. However, for ease of reference for the Court, those two documents are attached hereto as exhibits. In addition, the expiration letter from COBO is also attached hereto as an exhibit for the Court's reference.

Authority can, and will, comply with the Oklahoma Bond Oversight and Reform Act before it issues turnpike revenue bonds. 62 O.S. § 695.9(3)-(5).

The Authority respectfully submits that COBO approval is not required *prior to* validation by this Court, and that the Oklahoma Bond Oversight and Reform Act can, and will, be complied with upon the Court's issuance of a decision in this proceeding. However, if this Court disagrees with the Authority's interpretation, the Authority respectfully requests leave of Court to seek COBO approval before the Court issues a decision, and when such approval is obtained, the Authority will give notice to the Court.

III. The analysis of the statutory authorization for the South Extension Turnpike project is not impacted by any modification to its proposed alignment.

In 1993, the State Legislature added a new turnpike project authorization as follows:

A new turnpike and bridge or any parts thereof from a point in the vicinity of the city of Mustang southerly across the South Canadian River to the H.E. Bailey Turnpike in the vicinity of the city of Tuttle; and then *easterly across the South Canadian River to a point in the vicinity of the city of Norman.*

69 O.S. §1705(e)(28) (emphasis added). The "South Extension" authorization in §1705(e)(28) includes the second of the two distinct crossings of the South Canadian River: "*easterly across the South Canadian River to a point in the vicinity of the city of Norman.*" However, once a turnpike project is authorized by the Legislature, the Authority, in its sole discretion, shall determine which projects to construct, ". . . *at such locations and on such routes as it shall determine to be feasible and economically sound.*" 69 O.S. §1705(e) (emphasis added). Where the Authority has selected and designated the location of a route, which conforms to the location generally described in §1705(e),⁴ the courts "will not inquire into the matter for the

⁴ See, e.g., *Application of Oklahoma Tpk. Auth.*, 1969 OK 176, ¶ 5, 460 P.2d 952, 953 ("The

purpose of demanding why some other route was not chosen.” *Owens v. Okla. Tpk. Auth.*, 1954 OK 345, ¶ 5, 283 P.2d 827, 830.⁵ This includes the entire route, interchanges, and the discretion to start and end a turnpike project in the vicinity of an authorized location. 69 O.S. § 1705.1. Put simply, matters relating to the precise route of the alignment, and any modifications thereto, are to “be settled in the future by the Oklahoma Turnpike Authority, within its discretion, or in some other manner, but no such question can affect the validity of this bond issue, and we therefore need to discuss such matter no further.” *Application of Oklahoma Tpk. Auth.*, 1952 OK 247, ¶ 33, 246 P.2d 327, 332.

Consistent with its statutory mandate, the Authority has strived since its inception to create alignments that focus on eliminating safety hazards and integrating existing highway infrastructure to help facilitate the flow of traffic while minimizing cost and disruption to private property.⁶ However, adjustments to alignments, both minor and significant, happen

description and location of the proposed Cimarron Turnpike as stated in the Authority’s duly adopted resolutions accepting and approving the report of the engineers and the location of the turnpike, authorizing the turnpike’s construction and the issuance of revenue bonds to obtain funds to pay therefor and the trust agreement securing such bonds, conforms to the location and description as set forth in the above quoted provisions of such s 1705(e)(5).”); *Application of Oklahoma Tpk. Auth.*, 1961 OK 212, ¶ 9, 365 P.2d 345, 349 (“The description and location of the southwestern project as stated in the report of the engineers, trust agreement and bond resolution conform to the location and description therefor set forth in Section 655(e)(2) of 69 O.S.1959 Supp...”).

⁵ “The Court has long recognized that its obligation in reviewing bonds is to determine whether the bonds facially violate the law and to examine the legal authority presented by protestants. Without protestants, the Court only examines whether the bonds facially violate the law.” *Matter of Oklahoma Dev. Fin. Auth.*, 2022 OK 49, ¶ 8, 511 P.3d 1044, 1046 (citations omitted).

⁶ The Authority exists to “facilitate vehicular traffic throughout the state and remove the present handicaps and hazards on the congested highways in the state, and to provide for the construction of modern express highways embodying reasonable safety devices including ample shoulder widths, long sight distances, the bypassing of cities and towns, and grade separations at intersecting highways and railroads. . . .” 69 O.S. § 1701.

frequently as part of the process of developing transportation projects. This is especially true when creating new alignments where there has not previously been a transportation facility. It is part of that process to initiate the location of a facility given the known restrictions, and then modify and adapt as more information is collected.

In general, many transportation projects, especially those creating new transportation routes, vary from the initially anticipated alignments. This happens due to a number of factors such as regulatory constraints (avoiding impacts to parks, wetlands, federal or tribal lands, etc.), cultural resource constraints (historical or other property discoveries such as cemeteries), biological studies, hazardous or otherwise contaminated materials, or recent property developments including both commercial and residential changes. Transportation officials work diligently to minimize impacts using many tools, including realignment of planned roadways.

Rare is the project where the initial alignment does not change due to some unforeseen circumstance. The process can take years, if not decades of planning, to bring a new turnpike route or segment to fruition, including legislative authorization, feasibility studies, identification of preferable corridors, engineering design, and final construction. For example, as noted in the Authority's prior filings, the alignments for the South Extension have been the subject of feasibility studies dating back to 1993. *See* Pet.'s App. at W-Y.

All roads have curves. The reason those curves exist is to avoid something—an environmental concern, immovable hazard, or changes in topography. This is why the Legislature writes the authorizations for the new turnpike projects with generally described directions and “locations” rather than a rigid metes and bounds authorization. The Legislature recognizes that there will be situations that arise from time to time where alignments and routes

may need to be rerouted, and it is both imprudent and impractical for the Authority to have to seek legislative authorization to move a potential route by one or a few hundred feet each time an obstacle arises. This also demonstrates why it is impractical to wait until design plans are final before bringing a validation proceeding because additional design modifications can and do occur during project construction as a result of unforeseen discoveries and events that may occur. Rather the Legislature has provided that the Authority shall construct turnpikes “*at such locations and on such routes as it shall determine* to be feasible and economically sound.” 69 O.S. § 1705(e).

The planning and finalization of the South Extension is no exception. The Authority held a special meeting on June 9, 2022, pertaining to various actions related to the ACCESS Oklahoma long-range plan, including Item 952, which pertained to the approval or disapproval of the proposed design route alignments for the ACCESS Oklahoma Program projects: Outer Loop – Tri-City Connector, Outer Loop – East-West Connector, and the South Extension Turnpike. Ex. D. The minutes of that meeting reflect comments of Chairman Gene Love in the Board’s approval of Item 952 that “the proposed routes were still under design and subject to environmental studies.” Ex. E. This process was the culmination of decades of study to develop a sufficient and workable corridor from concept to alignment, to identify the best route, and to provide landowners in the area with the most notice in the history of Oklahoma turnpike construction.⁷ A major component of the proceeds of the bonds, which are the subject of this validation proceeding, relate to funding the continued and final engineering design of

⁷ The Authority has traditionally worked within a three to five year capital plan. ACCESS Oklahoma is a fifteen year capital plan to be accomplished in several phases to provide transparency and advance notice of all planned projects during that time.

the proposed route alignments. 69 O.S. § 1704(2) (eligible costs of a turnpike project include engineering costs). The Authority's operating structure and legislative mandate dictate that it finances engineering, design, construction, and improvement of turnpike projects through issuance of turnpike revenue bonds, thus necessitating the issuance and validation of the Bonds.

Upon Board approval of the proposed route alignments, the Authority continued the preliminary design activities necessary to begin defining right-of-way needs as well as proposed impacts to lands, which required engagement with and approvals from various regulatory agencies, including for the South Extension in the vicinity of the Lake Thunderbird watershed. On August 15, 2022, the Authority applied to the Bureau of Reclamation ("Reclamation") pertaining to the usage of federal land and easements for the East-West Connector and South Extension turnpikes. Specifically, the Authority requested permission to cross the Reclamation's fee title land with respect to two sections of the proposed South Extension near its connection with the East-West Connector. Ex. F.⁸ Reclamation completed the necessary use authorization compatibility evaluation as required by the Code of Federal Regulations.

On January 17, 2023, Reclamation sent communication to the Authority stating:

Reclamation is denying OTA's request for perpetual use authorization for turnpike construction across Norman Project fee title land because the Proposed Project is not compatible with Congressionally authorized purposes for which the land was acquired and is still needed. *However, Reclamation does not object to OTA routing the turnpike across Norman Project Pipeline and flowage easements if the easement crossings are planned, designed, and constructed such that the turnpike does not interfere with Reclamation's easement interests or impact operation,*

⁸ Map provided by Reclamation in the Use Authorization Compatibility Evaluation Oklahoma Turnpike Authority East West Connector and South Extension found at <https://www.accessoklahoma.com/updates>.

maintenance, and replacement of Norman Project infrastructure. Such easement crossings would require close coordination with Reclamation through planning, design, and construction process. Ex. G (emphasis added).⁹

The Authority does not operate turnpike projects in a vacuum. The development and final design of turnpike routes is a collaborative effort between the Authority, federal and state agencies, and local governments to help ensure safe and efficient travel on an interconnected transportation network consisting of turnpikes, the interstate highway system, the state highway system, and roads under the jurisdiction of local governments. This collaboration can result in design modification (sometimes required and sometimes requested) at any stage of turnpike project development and construction. In fact, alignment design modifications have occurred in the two most recent OTA bond validation proceedings in 2016 and 2018. *See In re Application of Okla. Tpk. Auth.*, 2016 OK 124, 389 P.3d 318 (Kickapoo Turnpike); *In re Application of Okla. Tpk. Auth.*, 2018 OK 88, 431 P.3d 59 (Gilcrease Expressway).

In 2016 as part of the Driving Forward Initiative, during the development of the Kickapoo Turnpike, a number of alignment adjustments took place in order to define the ultimate route of that facility. Despite an initial alignment corridor study width of two miles, and an expectation that the Kickapoo would likely be located near Peebly Road as it crossed US-62/NE 23rd Street, the alignment was adjusted outside of the two-mile band to avoid previously unknown and extremely sensitive historical and cultural areas. In addition, at the north end of the Kickapoo alignment, the initial alignment favored an easy movement toward the Tulsa end of the Turner Turnpike. However, two other options were later explored

⁹ Reclamation is not a Protestant in this proceeding and has not filed an objection challenging the Authority's statutory authority to construct the South Extension. Indeed, no Protestant has objected on the basis of Reclamation's communication to the Authority.

following public input gathered through the normal course of alignment finalization. After study, a connection slightly east of the alignment was found to be the preferred alternative and was ultimately constructed.

The Gilcrease Expressway project, which was the subject of the 2018 bond validation proceeding, included two interchanges north of the Arkansas River Bridges, one at Charles Page Blvd. and one at the northern terminus with US-412.¹⁰ During the preliminary design and stakeholder involvement process, it was established that the local road network could facilitate adequate access to the Gilcrease Expressway via the new interchange at US-412 without the additional interchange at Charles Page thereby minimizing right-of-way acquisition. The Gilcrease also necessitated obtaining a 404 permit (Clean Water Act) through the U.S. Army Corps of Engineers (the “Corps”) due to the impact on certain waters of the United States including the Arkansas River, Berryhill Creek, and other perineal and intermittent streams and forested wetlands in the project area. As part of the permitting process and to minimize impacts to the affected waters, the U.S. Fish and Wildlife Service (USFWS) required the Authority to construct the bridges so that work would not span more than 50% of the width of the river at one time. Additionally, the Authority implemented an additional design impact minimization measure for the Berryhill floodplain of an 1,800 foot causeway style bridge spanning the impacted area and increased stormwater detention facilities to mitigate the impact of the structural components on the floodplain.¹¹

¹⁰ As another example of the long lead times on projects, preliminary maps for the Gilcrease Expressway were published in the Tulsa World in 1961.

¹¹ These requirements and design modifications were finalized post validation by this Court in 2018.

The close coordination with the Corps on the Gilcrease Expressway serves as just one of many examples where the Authority works collaboratively with a variety of stakeholders including the USFWS, State Historical Preservation Office (SHPO), the Federal Highway Administration (FHWA), Department of Environmental Quality (DEQ), Tribal Governments, and any other local or state jurisdictions, or federal agency to bring turnpike facilities to fruition.¹²

Upon validation of the Bonds by the Court, the Authority will resume discussions with Reclamation to adjust the alignment of the South Extension Turnpike, which may necessitate movement of the alignment westward to avoid Reclamation's fee title land. The intent of the South Extension is to connect the East-West Connector to I-35, providing an alternative route to alleviate congestion along the I-35 corridor and provide access to the south, east, and northeast side of Oklahoma City. Regardless of any design modifications to the proposed alignment, the South Extension will still provide for the easterly crossing of the South Canadian River turning north to connect with the "East-West Connector" in the Norman city limits as required by § 1705(e)(28).

For the reasons set forth herein, and in the Authority's prior briefing, the Authority respectfully requests this Court validate the Bonds and do so as expediently as possible.

¹² *See, e.g.*, 69 O.S. § 1705(m) (authorizing and empowering the Authority "to do any and all things necessary to comply with rules, regulations, or requirements" of any "federal agency administering any law enacted by the Congress of the United States to aid or encourage the construction of highways").

Respectfully submitted,



JERED T. DAVIDSON, OBA #31032
The Public Finance Law Group PLLC,
5657 North Classen Boulevard
Oklahoma City, Oklahoma 73118
(405) 235-3413 (Telephone)
(405) 235-2807 (Fax)
Email: jdavidson@okpublicfinancelaw.com

-and-

Jana L. Knott, OBA #30615
Bass Law, P.C.
252 NW 70th St.
Oklahoma City, Oklahoma 73116
Telephone: (405) 262-4040
Facsimile: (405) 262-4058
jana@basslaw.net

**ATTORNEYS FOR THE
OKLAHOMA TURNPIKE AUTHORITY**

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was served on the following:

Robert E. Norman, OBA #14789
CHEEK & FALCONE, PLLC
6301 Waterford Blvd, Suite 320
Oklahoma City, OK 73118

Richard Labarthe, OBA #11393
Alexey V. Tarasov, OBA#32926
LABARTHE & TARASOV, a P.C.
820 N.E. 63rd Street, Suite Lower E
Oklahoma City, OK 73104-6431

Andrew W. Lester, OBA #5388
John E. Dorman, OBA #11289
SPENCER FANE LLP
9400 North Broadway Extension, Suite 600
Oklahoma City, OK 73114-7423


Stanley M. Ward, OBA #9351
8001 E. Etowah Road
Noble, OK 73068

Elaine M. Dowling, OBA #14217
DOWLING LAW OFFICE
6801 Broadway Extension, Suite 320
Oklahoma City, OK 73116

Via:

- First Class Mail
- Certified Mail, Return Receipt Requested
- Facsimile
- Hand-Delivery
- Email

This 15th day of June, 2023.



JERED T. DAVIDSON, OBA #31032
The Public Finance Law Group PLLC,
5657 North Classen Boulevard
Oklahoma City, Oklahoma 73118
(405) 235-3413 (Telephone)
(405) 235-2807 (Fax)
Email: jdavidson@okpublicfinancelaw.com

**ATTORNEY FOR THE OKLAHOMA
TURNPIKE AUTHORITY**

RESOLUTION AUTHORIZING THE DIRECTOR TO SUBMIT AN APPLICATION TO THE COUNCIL OF BOND OVERSIGHT FOR PROVISIONAL AND FINAL APPROVAL OF THE FINANCING AND REFINANCING OF CERTAIN TURNPIKE IMPROVEMENT PROJECTS AND AUTHORIZING CERTAIN ACTIONS TO BE TAKEN TO EFFECTUATE THE ABOVE.

WHEREAS, the Oklahoma Turnpike Authority (the "Authority"), a body corporate and politic and an instrumentality of the State of Oklahoma created pursuant to Title 69, Oklahoma Statutes 1991, Sections 1701 to 1734, inclusive, as amended (hereinafter called the "Enabling Act"), has issued and has outstanding as of December 31, 2021, turnpike revenue bonds of approximately \$1,710,235,000 under its Trust Agreement dated as of February 1, 1989, as amended and supplemented (the "Trust Agreement");

WHEREAS, the Authority is authorized under the Enabling Act and its Trust Agreement to issue its obligations for the purposes hereinafter set forth;

WHEREAS, the Authority has determined that in order to facilitate vehicular traffic, to provide for the maintenance and improvement of the Oklahoma Turnpike System as defined in the Trust Agreement, and to promote the welfare and well-being of the motoring public, it is necessary and desirable to finance, refinance, and construct, pursuant to the Enabling Act, certain turnpike projects and improvements, namely, the projects and improvements identified in the Advancing and Connecting Communities and Economies Safely Statewide or "ACCESS Program" of the Authority (collectively, the "ACCESS Program Projects"), as the ACCESS Program and the ACCESS Program Projects are described and defined on the Authority website accessoklahoma.com and to refund certain outstanding (i) second senior revenue bonds of the Authority based on market conditions, and (ii) junior obligations of the Authority;

WHEREAS, the monies for the improvement projects will be derived from the monies of the Authority available under the Trust Agreement, from the issuance of bonds and from other sources available to the Authority.

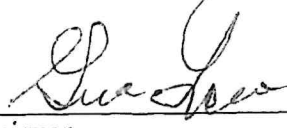
NOW, THEREFORE, BE IT RESOLVED BY THE OKLAHOMA TURNPIKE AUTHORITY:

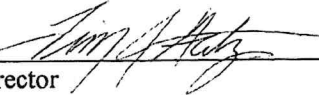
The Authority authorizes the Director: (i) to prepare and submit an application to the Council of Bond Oversight for the purpose of issuing turnpike revenue bonds at one time, or from time to time, in one or more series to finance and refinance certain turnpike projects and improvements, namely the ACCESS Program Projects, and to refund certain outstanding (a) second senior revenue bonds of the Authority based on market conditions, and (b) junior obligations; and (ii) to take such actions to be taken to effectuate the preceding.

ADOPTED THIS 9th DAY OF JUNE, 2022




OKLAHOMA TURNPIKE AUTHORITY

By: 
Chairman

By: 
Director

ATTEST:


Secretary and Treasurer



COUNCIL OF BOND OVERSIGHT

August 9, 2022

Mr. Tim Gatz, Secretary of Transportation
Executive Director, Oklahoma Turnpike Authority
3500 Martin Luther King Blvd.
Oklahoma City, OK 73111-4295

Dear Secretary Gatz,

On August 9, 2022, the Council of Bond Oversight met to consider the request by the Oklahoma Turnpike Authority to issue up to \$500 million of Second Senior Revenue Bonds, Series 2022A. On a motion to grant approval, the Council voted to approve the request subject to: (i) receipt of the Preliminary Official Statement prior to pricing of the obligations; (ii) receipt of the form of the bond counsel opinion prior to pricing; (iii) receipt of the Final Official Statement prior to closing; (iv) receipt and approval of the Fee Approval Form (BO-8) prior to closing; (v) resolution or dismissal of the following litigation in favor of the Oklahoma Turnpike Authority: Case No. CV-2022-1692 (Pike Off OTA, Inc., et al v. Oklahoma Turnpike Authority) and Cleveland County Case No. CV-2022-1905 (Hirschfield et al. v. Oklahoma Turnpike Authority); and (vi) receipt of evidence of validation by the Oklahoma Supreme Court.

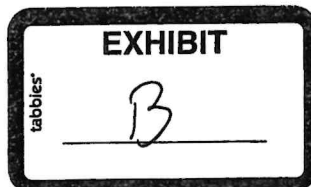
In accordance with the Rules of the Council, please note that all conditions of approval must be satisfied prior to closing. This approval shall expire 180 days from the date of affirmative Council action, on February 5, 2023. If you have questions regarding this approval, please contact me at 405-593-7645.

Sincerely,

Alexandra Edwards

Alexandra Edwards
Deputy Treasurer for Debt Management

cc: Wendy Smith
Jordan Perdue





COUNCIL OF BOND OVERSIGHT

February 8, 2023

Mr. Tim Gatz, Secretary of Transportation
Executive Director, Oklahoma Turnpike Authority
3500 Martin Luther King Blvd.
Oklahoma City, OK 73111-4295

Dear Secretary Gatz,

On August 9, 2022, the Council of Bond Oversight approved the request from the Oklahoma Turnpike Authority to issue up to \$500 million of Second Senior Revenue Bonds, Series 2022A, subject to certain conditions.

The Administrative Rules of the Council specify that approval by the Council of Bond Oversight expires 180 days from the date of affirmative Council action. The Administrative Rules also note that applicants having received approval may request one extension, equal to 180 days, and the Deputy Treasurer for Debt Management may grant such extension.

A request for an extension of the approval was not received from the Oklahoma Turnpike Authority. This letter is to inform you that the August 9, 2022, approval by the Council of Bond Oversight expired on February 5, 2023.

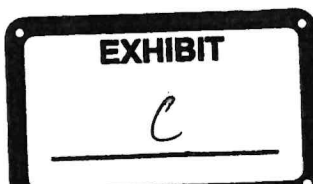
If you have questions regarding this letter, please contact me at 405-593-7645.

Sincerely,

Alexandra Edwards

Alexandra Edwards
Deputy Treasurer for Debt Management

cc: Wendy Smith
Jordan Perdue



SPECIAL MEETING
OKLAHOMA TURNPIKE AUTHORITY

ODOT Commission Room
200 NE 21st Street
Oklahoma City, OK 73105

JUNE 9, 2022
FORMAL AGENDA

3:00 PM

This meeting will be an in-person open meeting held at the ODOT Commission Room. No Authority Member will join or participate in this meeting via videoconference; however, the meeting will be publicly broadcast through a video livestream for those that wish to access this meeting but are unable to attend in person. For public access to the handout materials reviewed at the meeting, please go to www.pikepass.com. The following options are available for the public to access this Meeting:

- To watch: Public access meeting link to a livestream video broadcast:
<https://video.ibm.com/channel/jsW2fC3uurE>
- Attend in-person (ODOT Commission Room)

- I. Call to Order
- II. Roll Call
- III. Items of Business

ITEM 948 Consider, take action and vote for the approval or disapproval of a Resolution authorizing the termination of the Credit Agreement, dated May 17, 2022, with Wells Fargo Bank, National Association in a principal amount not to exceed \$200 Million to provide interim financing for improvements to or construction of certain turnpike projects, including projects identified in the ACCESS Oklahoma Program. – presented by Tim Gatz

ITEM 949 Consider, take action and vote for the approval or disapproval of a Resolution authorizing the issuance of Series 2022A Revenue Bonds, in an amount not to exceed \$1,000,000,000, for the purpose of funding certain turnpike projects and improvements, including projects and improvements identified in the ACCESS Oklahoma Program, and, based on market conditions, the refinancing of Oklahoma Turnpike System Second Senior Revenue Bonds Series 2017A and Oklahoma Turnpike System Junior Obligation Note Series 2020A, providing for the negotiated sale of bonds, issuance of RFPs in connection with the bond issuances. – presented by Tim Gatz



ITEM 950 Consider, take action and vote for the approval or disapproval of a Resolution authorizing the Director to submit an application to the Council of Bond Oversight for the financing of certain turnpike projects and improvements, including projects and improvements identified in the ACCESS Oklahoma Program, and, based on market conditions, the refinancing of Oklahoma Turnpike System Second Senior Revenue Bonds Series 2017A and Oklahoma Turnpike System Junior Obligation Note Series 2020A. – presented by Tim Gatz

ITEM 951 Consider, take action and vote for the approval or disapproval of a Resolution directing the Director to submit an application to the Oklahoma Supreme Court for validation of bonds to be issued for the purpose of funding ACCESS Oklahoma Program turnpike projects at issue in Pike Off OTA v. OTA, Cleveland County Case No. CV-2022-1692. – presented by Tim Gatz

ITEM 952 Consider, take action and vote for the approval or disapproval of the proposed design route alignments for the ACCESS Oklahoma Program projects: Outer Loop – Tri-City Connector, Outer Loop – East-West Connector and the South Extension Turnpike. – presented by Darian Butler

ITEM 953 Consider, take action and vote for the approval or disapproval of a Resolution establishing the schedule of new toll rates and charges for all persons, firms and corporations classified as PlatePay Users for the H. E. Bailey Turnpike. – presented by Wendy Smith and Joe Echelle

IV. **MOTION FOR ADJOURNMENT** to the next Regular Meeting of the Authority scheduled for Tuesday, June 28, 2022, at 10:30 am.

Deputy Director

Secretary of Transportation Notification
(per EO 2019-13)

MINUTES

Oklahoma Turnpike Authority SPECIAL MEETING

JUNE 9, 2022

MINUTES OF THE SPECIAL MEETING OF THE OKLAHOMA TURNPIKE AUTHORITY, HELD JUNE 9, 2022 AT THE OKLAHOMA DEPARTMENT OF TRANSPORTATION COMMISSION ROOM, 200 NE 21ST STREET, OKLAHOMA CITY, OKLAHOMA 73105.

Notice of this Special Meeting of the Oklahoma Turnpike Authority having been given to the Oklahoma Secretary of State, and public notice and agenda having been posted in prominent public view at the Oklahoma Department of Transportation and on the website of the principal office of the Oklahoma Turnpike Authority, www.pikepass.com, twenty-four (24) hours prior to this meeting, excluding Saturdays, Sundays and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

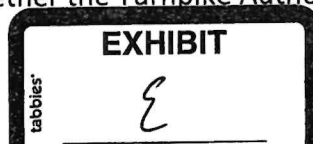
CALL TO ORDER: Chairman Gene Love called the meeting to order at 3:00pm.

ROLL CALL:

<u>Present:</u>	Mr. John D. Jones
	Ms. Dana Weber
	Mr. Will L. Berry
	Mr. John Titsworth
	Mr. Gene Love
<u>Absent:</u>	Mr. Todd Cone

ITEMS OF BUSINESS:

Mr. Love introduced Mr. Tim Gatz to give a general introduction of Agenda Items 948-952. Mr. Gatz stated the Turnpike Authority's statutory mission to construct, operate and maintain legislatively authorized turnpike projects is defined in statute as an essential governmental function of the State of Oklahoma. The Turnpike Authority has a well-regarded and respected track record for managing this process with some of the lowest toll rates in the Country and some of the highest rated bonds issued by a tolling authority. The Outer Loop - East-West Connector, the Outer Loop – Tri-City Connector and the South Extension Turnpike were included in the ACCESS Oklahoma Program because they are necessary to address traffic congestion and to move traffic safely and efficiently around the Oklahoma City area and beyond. We would not have included these projects if we were not confident in our legislative authority to build them. We recognize there are some that disagree, and we respect their right to challenge our authority and our actions because it is important that the Turnpike Authority's ability to undertake any new project withstand public and legal scrutiny. We discussed the recent legal challenges in executive session at the Authority's May Regular Meeting after which you directed me (and Deputy Director, General Counsel, and outside counsel) to take all necessary and appropriate steps to address these challenges as expeditiously as reasonably possible. The first five agenda items to be presented for your consideration are in response to your directive. These items are designed to put in place the steps necessary for the Turnpike Authority to make application with the Oklahoma Supreme Court for a judicial determination of bonds and bring certainty and finality as to the issue of whether the Turnpike Authority has the legislative authorization to undertake these projects.



June 9, 2022

Page 2.

ITEM 948 Consider, take action and vote for the approval or disapproval of a Resolution authorizing the termination of the Credit Agreement, dated May 17, 2022, with Wells Fargo Bank, National Association in a principal amount not to exceed \$200 Million to provide interim financing for improvements to or construction of certain turnpike projects, including projects identified in the ACCESS Oklahoma Program.

Mr. Gatz presented this item and described that the recent litigation impacted the OTA's ability to access the line of credit. Accordingly, the recommendation to authorize termination is based on a business decision. Mr. Gatz stated staff recommended approval as presented. It was moved by Ms. Weber and seconded by Mr. Titsworth.

The motion was carried by the following vote:

YES: Jones, Weber, Berry, Titsworth, Love

ITEM 949 Consider, take action and vote for the approval or disapproval of a Resolution authorizing the issuance of Series 2022A Revenue Bonds, in an amount not to exceed \$1,000,000,000, for the purpose of funding certain turnpike projects and improvements, including projects and improvements identified in the ACCESS Oklahoma Program, and, based on market conditions, the refinancing of Oklahoma Turnpike System Second Senior Revenue Bonds Series 2017A and Oklahoma Turnpike System Junior Obligation Note Series 2020A, providing for the negotiated sale of bonds, issuance of RFPs in connection with the bond issuances.

Mr. Gatz presented this item and explained this is item initiates the process for a bond issuance. Mr. Gatz stated staff recommended approval as presented. It was moved by Mr. Jones and seconded by Ms. Weber that the Authority approve this item.

The motion carried by the following vote:

YES: Jones, Weber, Berry, Titsworth, Love

ITEM 950 Consider, take action and vote for the approval or disapproval of a Resolution authorizing the Director to submit an application to the Council of Bond Oversight for the financing of certain turnpike projects and improvements, including projects and improvements identified in the ACCESS Oklahoma Program, and, based on market conditions, the refinancing of Oklahoma Turnpike System Second Senior Revenue Bonds Series 2017A and Oklahoma Turnpike System Junior Obligation Note Series 2020.

Mr. Gatz presented this item stating that an application to the Council of Bond Oversight is required and the next step in the process for a bond issuance. Mr. Gatz stated staff recommended approval as presented. It was moved by Ms. Weber and seconded by Mr. Titsworth that the Authority approve this item.

The motion carried by the following vote:

YES: Jones, Weber Berry, Titsworth, Love

June 9, 2022

Page 3.

ITEM 951 Consider, take action and vote for the approval or disapproval of a Resolution directing the Director to submit an application to the Oklahoma Supreme Court for validation of bonds to be issued for the purpose of funding ACCESS Oklahoma Program turnpike projects at issue in Pike Off OTA v. OTA, Cleveland County Case No. CV-2022-1692.

Mr. Gatz presented this item and noted that it will require validation by the Oklahoma Supreme Court prior to the issuance of any bonds. Mr. Gatz stated staff recommended approval as presented. It was moved by Ms. Weber and seconded by Mr. Jones that the Authority approve this item.

The motion carried by the following vote:

YES: Jones, Weber Berry, Titsworth, Love

ITEM 952 Consider, take action and vote for the approval or disapproval of the proposed design route alignments for the ACCESS Oklahoma Program projects: Outer Loop – Tri-City Connector, Outer Loop – East-West Connector and the South Extension Turnpike.

Mr. Butler presented this item. Mr. Love noted that the proposed routes were still under design and subject to environmental studies. Mr. Butler stated staff recommended approval as presented. It was moved by Ms. Weber and seconded by Mr. Berry that the Authority approve this item.

The motion carried by the following vote:

YES: Jones, Weber Berry, Titsworth, Love

ITEM 953 Consider, take action and vote for the approval or disapproval of a Resolution establishing the schedule of new toll rates and charges for all persons, firms and corporations classified as PlatePay Users for the H. E. Bailey Turnpike.

Mr. Echelle described another recent toll plaza accident on the H.E. Bailey and the continued safety concerns these accidents highlight thereby accelerating the phasing in of cashless tolling on this turnpike. Ms. Smith described the process of establishing toll rates for PlatePay customers as set forth in the resolution stating staff recommended approval as presented. It was moved by Ms. Weber and seconded by Mr. Titsworth that the Authority approve this item.

The motion carried by the following vote:

YES: Jones, Weber, Berry, Titsworth, Love

MOTION FOR ADJOURNMENT:

Chairman Love called for adjournment to the next Regular Meeting of June 28, 2022. It was moved by Ms. Weber and seconded by Mr. Jones that the meeting adjourn.

The motion carried by the following vote:

YES: Jones, Weber, Berry, Titsworth, Love

The meeting adjourned at 3:18 pm.

ATTEST:

Dana Weber, Secretary/Treasurer

Gene Love, Chairman

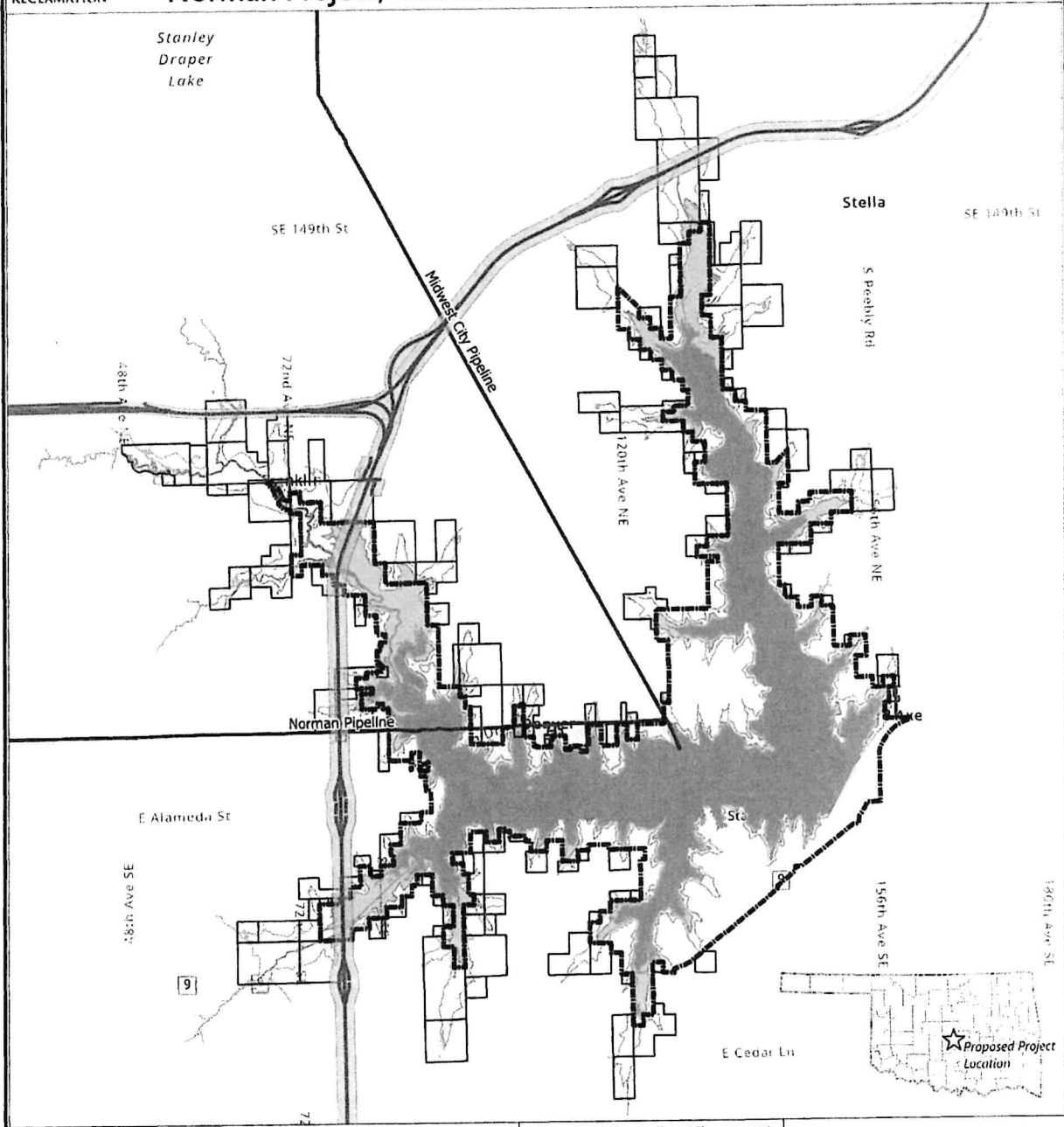
Oklahoma Turnpike Authority
June 9, 2022 – Special Board Meeting
SIGN-IN SHEET

Full Name	Company	Arrival date and time	Check Out
Gary Dean Brown		6/9/2022 14:11	6/9/2022 16:21
Beverly Diane Brown		6/9/2022 14:13	6/9/2022 16:21
Robert Post	Citizen	6/9/2022 14:14	6/9/2022 16:21
Pamela Post	Citizen	6/9/2022 14:15	6/9/2022 16:21
Rodney Oljver		6/9/2022 14:16	6/9/2022 16:21
JaNelle Rutledge	Citizen	6/9/2022 14:16	6/9/2022 16:21
Phillip Whaley	Ryan Whaley	6/9/2022 14:17	6/9/2022 16:22
Michael Nash		6/9/2022 14:31	6/9/2022 16:22
Randolph Carter		6/9/2022 14:36	6/9/2022 16:22
Ragenia Humphrey		6/9/2022 14:37	6/9/2022 16:22
Kristian Ramos		6/9/2022 14:39	6/9/2022 15:21
Joseph Pierce	Ok Senate	6/9/2022 14:40	6/9/2022 16:22
Mindy Wood	Press	6/9/2022 14:41	6/9/2022 16:22
David Streb	Poe	6/9/2022 14:43	6/9/2022 16:22
Debra Salt man		6/9/2022 14:43	6/9/2022 16:22
Jimmy Sparks	Olsson	6/9/2022 14:43	6/9/2022 16:22
John Bowman	Poe	6/9/2022 14:44	6/9/2022 16:22
TJ DILL	OTA	6/9/2022 14:45	6/9/2022 16:20
Greg Fitter		6/9/2022 14:45	6/9/2022 16:20
Cal Hobson		6/9/2022 14:47	6/9/2022 16:20
Michael Vahabzadegan		6/9/2022 14:47	6/9/2022 16:20
Rarchar Tortorello		6/9/2022 14:48	6/9/2022 16:20
Jordan Harris		6/9/2022 14:48	6/9/2022 16:20
Kathleen Bell		6/9/2022 14:49	6/9/2022 16:20
Tyler Maune	Terra Resources	6/9/2022 14:49	6/9/2022 16:20
Kate Contreras		6/9/2022 14:49	6/9/2022 16:20
Tanner Naeher		6/9/2022 14:50	6/9/2022 16:22
Moira McCabe		6/9/2022 14:50	6/9/2022 16:20
Dave Moore	Dave	6/9/2022 14:51	6/9/2022 16:22
Tastier Katherine Hirschfeld		6/9/2022 14:52	6/9/2022 16:22
Rebecca Rigsby		6/9/2022 14:52	6/9/2022 16:22
Cyrus Haines	Citizen	6/9/2022 14:52	6/9/2022 16:22
Janet Gail Kirby		6/9/2022 14:52	6/9/2022 16:22
Kristi Kirchner	Olsson	6/9/2022 14:53	6/9/2022 16:22
Keith LeBaron		6/9/2022 14:53	6/9/2022 16:22
Rachel Singleton	BOKF	6/9/2022 14:54	6/9/2022 16:22
Ross Anderson		6/9/2022 14:55	6/9/2022 16:20
Debbie Farris	Citizen	6/9/2022 14:55	6/9/2022 16:20
Ali Beauchamp	Pike Off OTA, Inc	6/9/2022 14:56	6/9/2022 16:20
Kelly Wilson	Pike Off OTA	6/9/2022 14:56	6/9/2022 16:20
Amy Cerato	Citizen	6/9/2022 14:57	6/9/2022 16:20
Robin Stead		6/9/2022 14:58	6/9/2022 16:20
Robert Norman	Cheek And Falcone	6/9/2022 14:58	6/9/2022 16:20
Annettejaye Warsonpatten	Volunteer	6/9/2022 15:04	6/9/2022 16:20
Carrie Eldridge	Commission	6/9/2022 15:04	6/9/2022 16:20
Danna Fowble	Solutions 501	6/9/2022 15:05	6/9/2022 16:20



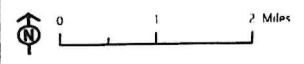
Proposed Turnpike Expansion

Norman Project, Oklahoma



- Norman Project Features**
- Pipeline Easements
 - Flowage Easement Parcels
 - Fee Title Boundary
 - Conservation Pool (1039 ft elev)
 - Flood Pool (1049 ft elev)
 - Surcharge Pool (1065 ft elev)

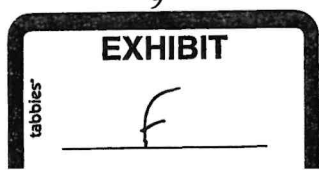
- Proposed Turnpike Alignment***
- Centerline
 - Corridor



*Data hosted by OKDOT GIS and current as of 12:57 PM on 1/3/2023

DISCLAIMER REGARDING PUBLIC RECORDS: These data are being provided as a public record by the U.S. Bureau of Reclamation. Reclamation makes no warranties, either expressed or implied, with respect to these data, their quality, or fitness for a particular purpose or use. Reclamation makes no warranty with respect to the accuracy of the data provided, and in no event will be liable for direct, indirect, consequential or incidental damages resulting from any inaccuracies in the data. The requestor should review and evaluate the data requested to determine their suitability of use for their activities.

Figure 1. Proposed OTA Turnpike Alignment Across Reclamation's Norman Project, Oklahoma.





IN REPLY REFER TO:

United States Department of the Interior

BUREAU OF RECLAMATION
Great Plains Region
Oklahoma-Texas Area Office
5316 HWY 290 West, Suite 110
Austin, TX 78735-8931

TX-TP
2.2.3.19

VIA ELECTRONIC MAIL ONLY

Mr. T. J. Dill, P.E.
Director of Construction
Oklahoma Turnpike Authority
3500 N. Martin Luther King Ave.
Oklahoma City, OK 73111
tjdill@pikepass.com

Subject: Oklahoma Turnpike Authority (OTA) SF 299, Compatibility Evaluation of ACCESS Oklahoma Program Turnpike Alignment Across Federal Land and Easements of the Bureau of Reclamation's Norman Project, Oklahoma

Dear Mr. Dill:

The Bureau of Reclamation received the subject SF 299 application to use Federal land and easements for the East-West Connector and South Extension turnpikes (Proposed Project) via email from Kirsten McCullough, Environmental Project Manager for Garver, on August 15, 2022. Based on the information presented in OTA's SF 299 application and our understanding of the Norman Project features and authorized purposes, Reclamation completed a use authorization compatibility evaluation in accordance with the criteria set forth in 43 CFR 429.14 and Reclamation Directive and Standard LND 08-01.

Reclamation is denying OTA's request for a perpetual use authorization for turnpike construction across Norman Project fee title land because the Proposed Project is not compatible with the Congressionally authorized purposes for which the land was acquired and is still needed. However, Reclamation does not object to OTA routing the turnpike across Norman Project pipeline and flowage easements if the easement crossings are planned, designed, and constructed such that the turnpike does not interfere with Reclamation's easement interests or impact operation, maintenance, and replacement of Norman Project infrastructure. Such easement crossings would require close coordination with Reclamation throughout the planning, design, and construction process.

A copy of Reclamation's Use Authorization Compatibility Evaluation for the OTA East-West Connector and South Extension is enclosed.

Sincerely,



Digitally signed by MARK
— BUREAU OF — TREVIÑO
RECLAMATION Date: 2023.01.17
15:43:33 -06'00'

Mark A. Treviño
Area Manager

Enclosure

cc: See next page.

