

AGENDA
SPECIAL MEETING OF
OKLAHOMA CITY INDUSTRIAL & CULTURAL FACILITIES TRUST
MONDAY, AUGUST 29, 2022
105 N. Hudson, Suite 101
Oklahoma City, OK
3:00 P.M.

Presiding: Robert Alexander, Jr. Chair

The following agenda items may include actions, approvals, disapprovals and voting as desired by the Trustees of the Oklahoma City Industrial & Cultural Facilities Trust (“Trust”):

- 784 Determination of Quorum

- 785 Consider and Approve Minutes of Special Meeting held Monday, May 9, 2022

- 786 Report and Receive Quarterly Financial Statements for the Oklahoma City Industrial & Cultural Facilities Trust for Period(s) Ended June 30, 2022

- 787 Resolution regarding revised proposal of JRB Citizen LLC for development of The Citizen project proposed to be located at the northeast corner of Robinson Ave. and NW 5th St. in Oklahoma City, which revised proposal deletes expansion of the existing adjacent multi-story parking facility approved by the Trust on May 9, 2022

- 788 Report from General Manager

- 789 Adjournment

**MINUTES OF A SPECIAL MEETING
OF THE
OKLAHOMA CITY INDUSTRIAL & CULTURAL FACILITIES TRUST
MONDAY, MAY 9, 2022, 3:00 P.M.
ALLIANCE CONFERENCE ROOM
105 N. HUDSON, #101
OKLAHOMA CITY, OK 73102**

TRUSTEES PRESENT: Robert H. Alexander, Jr., Chairman
Clayton I. Bennett, Trustee
Lindy Ritz, Trustee
David Rainbolt, Trustee

TRUSTEES ABSENT: J. Larry Nichols, Trustee

OTHER PRESENT: Kenton Tsoodle; The Alliance
Keith Kuhlman; The Alliance
Cassi Poor; The Alliance
Laurie Barton; The Alliance
Shira Lucky; The Alliance
John Michael Williams; Williams, Box Forshee & Bullard
Patrick Hollingsworth; HSPG & Associates, P.C.
Sean Donahue, Bond Payne, Myrna Latham, Eric Schmid and
Genevieve Quick; representatives of JRB Citizen LLC

PRESIDING: Robert H. Alexander, Jr., Chairman

Oklahoma City Industrial and Cultural Facilities Trust met at 105 N. Hudson, #101; Oklahoma City, Oklahoma pursuant to public notice thereof in writing, delivered to the City Clerk. Notice of the meeting and agenda were posted at 105 N. Hudson, #101, Oklahoma City, OK; notice of meeting was filed/posted at the City of Oklahoma City Municipal Building bulletin board by May 6, 2022.

773 *Chairman Alexander called meeting to order at 3:02 p.m. and declared a quorum of Trustees were present*

774 *Chairman Alexander asked for approval of minutes for meeting held June 7, 2021.*

Mr. Bennett moved the approval of the minutes and upon second by **Ms. Ritz**, the votes were as follows:

Upon a vote of the Trustees, the motion carried unanimously, to wit: Ms. Ritz, yes, Mr. Alexander, yes, Mr. Rainbolt, yes and Mr. Bennett, yes.

Minutes Approved

775 ***Report and Receive Oklahoma City Industrial & Cultural Facilities Trust, a Component Unit of the City of Oklahoma City, Oklahoma Auditor's Reports and Financial Statements June 30, 2021***

Presentation of Audits: Mr. Hollingsworth from HSPG & Associates, P.C. presented the Oklahoma Auditor's Reports and Financial Statements for June 30, 2021

Ms. Ritz moved to receive Audits, and upon second by **Mr. Rainbolt**, the votes were as follows:

Upon a vote of the Trustees, the motion carried unanimously, to wit: Ms. Ritz, yes, Mr. Alexander, yes, Mr. Rainbolt, yes and Mr. Bennett, yes.

Audits Received

776 ***Report and Receive Quarterly Financial Statements for the Oklahoma City Industrial & Cultural Facilities Trust for Period(s) Ended March 31, 2022***

Presentation of Financials: Ms. Barton presented the quarterly financial report through March 31, 2022

Mr. Bennett moved to receive financials, and upon second by **Mr. Rainbolt**, the votes were as follows:

Upon a vote of the Trustees, the motion carried unanimously, to wit: Ms. Ritz, yes, Mr. Alexander, yes, Mr. Rainbolt, yes and Mr. Bennett, yes.

Financials Received

777 ***Approve Trust Budget for FY 2022-2023***

Presentation of Trust Budget: Ms. Barton presented the Trust Budget for FY 2022-2023

Mr. Rainbolt moved to approve budget, and upon second by **Mr. Bennett**, the votes were as follows:

Upon a vote of the Trustees, the motion carried unanimously, to wit: Ms. Ritz, yes, Mr. Alexander, yes, Mr. Rainbolt, yes and Mr. Bennett, yes.

Budget Approved

778 *Consider and Approve annual compensation of \$28,000 for services provided to the Trust by The Alliance for Economic Development of Oklahoma City (“Alliance”) for fiscal year ending June 30, 2023, and further authorizing the Chair, Vice-Chair and General Manager, or any one of them, to enter into Agreement(s) for Economic Development Services with the Alliance for and on behalf of the Trust, to include amendment and extension of existing contracts with the Alliance*

Mr. Bennett moved to approve item 778, and upon second by Ms. Ritz, the votes were as follows:

Upon a vote of the Trustees, the motion carried unanimously, to wit: Ms. Ritz, yes, Mr. Alexander, yes, Mr. Rainbolt, yes and Mr. Bennett, yes.

Item 778 Approved

779 *Approval of engagement of HSPG & Associates, P.C. for independent audit of the Trust for Fiscal Year ending June 30, 2022 (“Audit”) with a fee for services of \$15,500, and in furtherance thereof, authorizing the Chair (or in the absence of the Chair, a Vice-Chair) and General Manager, or any one of them (“Officers”), to execute an Engagement Letter for and on behalf of the Trust; and, as determined necessary by the Officers, authorizing the Officers to engage another firm for the Audit and to execute an Engagement Letter in furtherance thereof for and on behalf of the Trust*

Mr. Bennett moved the approval of item 779, and upon second by Mr. Rainbolt, the votes were as follows:

Upon a vote of the Trustees, the motion carried unanimously, to wit: Ms. Ritz, yes, Mr. Alexander, yes, Mr. Rainbolt, yes and Mr. Bennett, yes.

Item 779 Approved

780 *Resolution electing and appointing officers of the Trust and authorizing its officers to act for and on behalf of the Trust*

Mr. Rainbolt moved the approval of the Resolution, and upon second by Ms. Ritz, the votes were as follows:

Upon a vote of the Trustees, the motion carried unanimously, to wit: Ms. Ritz, yes, Mr. Alexander, yes, Mr. Rainbolt, yes and Mr. Bennett, yes.

Resolution Approved

781 *Resolution regarding proposal of JRB Citizen LLC for development of The Citizen project proposed to be located at the northeast corner of Robinson Ave. and NW 5th St. in Oklahoma City, and related proposal from JRB Parking LLC for expansion of the existing adjacent multi-story parking facility.*

Presentation of The Citizen project proposal: Representatives for JRB Citizen LLC presented the project and proposal to the Trustees.

Mr. Bennett moved the approval of the Resolution, and upon second by **Ms. Ritz**, the votes were as follows:

Upon a vote of the Trustees, the motion carried unanimously, to wit: Ms. Ritz, yes, Mr. Alexander, yes, Mr. Rainbolt, yes and Mr. Bennett, yes.

Resolution Approved

782 ***Report from General Manager***

783 ***Adjournment***

There being no further business to come before the Trustees, the Chairman adjourned the meeting at 4:10 p.m.

ATTEST:

RECORDED:

Kenton Tsoodle
General Manager

Shira Lucky
Convening & Outreach Specialist

Oklahoma City Industrial and Cultural Facilities Trust
Financial Statements
For the Period Ended June 30, 2022

Oklahoma City Industrial and Cultural Facilities Trust
Statement of Net Position
June 30, 2022

Assets

Current Assets	
Cash - Admin 1001	\$ 167,969
Cash - Revolving Loan Fund 3319	266,389
Interest Receivable - Investments	3,652
Interest Receivable - Parking Lot	50,536
Interest Receivable - JRB	20,005
Prepaid Expenses	<u>-</u>
Total Current Assets	508,551
Other Assets	
Investments	694,923
Loan Receivable - JRB Holdings	4,084,964
Lease Receivable - Parking Lot	2,560,074
Parking Lot	<u>953,266</u>
Total Other Assets	8,293,227
Total Assets	<u><u>\$ 8,801,777</u></u>

Liabilities, Deferred Inflow of Resources & Net Position

Liabilities	
Accrued Expenses	\$ 2,333
Deferred Income - Parking Lot	1,327
Note Payable	<u>4,084,964</u>
Total Liabilities	4,088,624
Deferred Inflow of Resources - Parking Lot	2,574,502
Net Position	<u>2,138,651</u>
Total Liabilities, Deferred Inflow of Resources & Net Position	<u><u>\$ 8,801,777</u></u>

Oklahoma City Industrial and Cultural Facilities Trust
Statement of Revenues, Expenses and Change in Net Position
For the Three Months and Twelve Months Ending June 30, 2022

Revenues	Current	Year to Date
Interest Income-JRB Loan	\$ 5,106	\$ 20,496
Interest Income	2,876	5,735
Interest Income - Parking Lot	50,536	50,536
Admin Fee Income	-	-
Rental Income - Parking Lot	(17,438)	27,984
	<hr/>	<hr/>
Total Revenues	41,080	104,751
	<hr/>	<hr/>
Expenses		
Management Fees	7,000	28,000
Professional Fees	13,760	34,420
Parking Lot Expenses	-	2,537
Office Expense	2,984	5,868
Change in Value of Investments	4,705	9,311
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Total Expenses	28,448	80,137
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Change in Net Position	12,632	24,614
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Net Position, beginning balance	2,126,019	2,114,037
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Net Position	\$ 2,138,651	\$ 2,138,651
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NOTE FOR JUNE 30, 2022 FINANCIAL STATEMENTS

The Governmental Accounting Standards Board issued a new statement regarding accounting for long-term leases that went into effect for fiscal years beginning after June 15, 2021. The foundational principal of the new statement (GASB Statement No. 87 – Leases) is that a lease finances the right to use an underlying asset. Lessors are therefore required to recognize a lease receivable and a deferred inflow of resources representing the present value of future lease payments. The lease receivable will be reduced as lease payments are received, and the deferred inflow of resources will be amortized on a straight-line basis over the life of the lease.

The 99 year Ground Lease dated July 9, 2015, between The Oklahoma City Industrial and Cultural Facilities Trust and JRB Parking created a lease receivable and deferred inflow of resources valued at \$2,630,470. Beginning in fiscal 2022, under GASB No. 87 guidelines, annual lease payments of \$60,563 will be split between lease income and interest income according to a 94 year amortization schedule. Deferred inflow of resources will be amortized at \$27,984 per year for 94 years.

**Oklahoma City Industrial and
General Ledger
For the Period From Apr 1, 2022 to Jun 30, 2022**

Account Description	Date	Trans Description	Debit Amt	Credit Amt	Balance
Admin Cash-021291001	4/1/22	Beginning Balance			190,497.88
Admin Cash-021291001	4/1/22	The Alliance for Econ Dev of O		2,333.33	
Admin Cash-021291001	4/1/22	Interest Income	55.54		
Admin Cash-021291001	5/2/22	Bankers Bk of KS	19.11		
Admin Cash-021291001	5/2/22	Interest Income	44.34		
Admin Cash-021291001	5/3/22	The Alliance for Econ Dev of O		2,333.33	
Admin Cash-021291001	5/16/22	Quik Print		22.75	
Admin Cash-021291001	5/19/22	Williams, Box, Forshee & Bulla		7,716.50	
Admin Cash-021291001	5/19/22	Williams, Box, Forshee & Bulla		2,324.50	
Admin Cash-021291001	5/31/22	Bankers Bk of KS	18.49		
Admin Cash-021291001	6/1/22	The Alliance for Econ Dev of O		2,333.33	
Admin Cash-021291001	6/1/22	Interest Income	96.53		
Admin Cash-021291001	6/21/22	Williams, Box, Forshee & Bulla		1,138.50	
Admin Cash-021291001	6/21/22	Williams, Box, Forshee & Bulla		2,580.00	
Admin Cash-021291001	6/28/22	Service Charge		2,000.00	
Admin Cash-021291001	6/30/22	Bankers Bk of KS	19.11		
Admin Cash-021291001	6/30/22	Change	253.12	22,782.24	-22,529.12
	6/30/22	Ending Balance			167,968.76
Midfirst Bank 3319 - Rv Ln Fnd	4/1/22	Beginning Balance			266,284.00
Midfirst Bank 3319 - Rv Ln Fnd	4/30/22	Interest Income	32.83		
Midfirst Bank 3319 - Rv Ln Fnd	5/31/22	Interest Income	33.93		
Midfirst Bank 3319 - Rv Ln Fnd	6/30/22	Interest Income	37.95		
Midfirst Bank 3319 - Rv Ln Fnd	6/30/22	Change	104.71		104.71
	6/30/22	Ending Balance			266,388.71
Interest Receiv. - Investments	4/1/22	Beginning Balance			1,133.85
Interest Receiv. - Investments	4/30/22	Accrue monthly interest due on CDs	858.33		
Interest Receiv. - Investments	5/2/22	Bankers Bk of KS - Int earned Bankers Bk of KS CD 0.15% 1/30/23 150,000 due 4/30/22		19.11	
Interest Receiv. - Investments	5/31/22	Bankers Bk of KS - Int earned Bankers Bk of KS CD 0.15% 1/30/23 150,000 due 5/31/22		18.49	
Interest Receiv. - Investments	5/31/22	Accrue monthly interest due on CDs	858.33		
Interest Receiv. - Investments	6/30/22	Bankers Bk of KS - Int earned Bankers Bk of KS CD 0.15% 1/30/23 150,000 due 6/30/22		19.11	
Interest Receiv. - Investments	6/30/22	Accrue monthly interest due on CDs	858.33		
Interest Receiv. - Investments	6/30/22	Change	2,574.99	56.71	2,518.28
	6/30/22	Ending Balance			3,652.13
Investments	4/1/22	Beginning Balance			699,627.25
Investments	4/30/22	Record unrealized gain/loss on investment securities		2,280.25	
Investments	5/31/22	Record unrealized gain/loss on investment securities	927.00		
Investments	6/30/22	Record unrealized gain/loss on investment securities		3,351.25	

**Oklahoma City Industrial and
General Ledger
For the Period From Apr 1, 2022 to Jun 30, 2022**

Account Description	Date	Trans Description	Debit Amt	Credit Amt	Balance
Investments		Change	927.00	5,631.50	-4,704.50
	6/30/22	Ending Balance			694,922.75
Pre-paid expenses	4/1/22	Beginning Balance			961.45
Pre-paid expenses	4/30/22	Recognize monthly portion of Insurica D&O insurance (7/1-7/1)		320.47	
Pre-paid expenses	5/31/22	Recognize monthly portion of Insurica D&O insurance (7/1-7/1)		320.47	
Pre-paid expenses	6/30/22	Recognize monthly portion of Insurica D&O insurance (7/1-7/1)		320.51	
Pre-paid expenses		Change		961.45	-961.45
Interest Rec-parking lot	4/1/22	Beginning Balance			50,730.00
Interest Rec-parking lot	6/30/22	Adjust income and record entries related to new lease standard GASB 87		50,730.00	
Interest Rec-parking lot	6/30/22	Accrue interest income related to new lease standard	50,536.00		
Interest Rec-parking lot		Change	50,536.00	50,730.00	-194.00
	6/30/22	Ending Balance			50,536.00
Interest Receivable - JRB Loan	4/1/22	Beginning Balance			14,898.70
Interest Receivable - JRB Loan	4/30/22	Accrue monthly interest due on Note Receivable for JRB loan	1,702.07		
Interest Receivable - JRB Loan	5/31/22	Accrue monthly interest due on Note Receivable for JRB loan	1,702.07		
Interest Receivable - JRB Loan	6/30/22	Accrue monthly interest due on Note Receivable for JRB loan	1,702.07		
Interest Receivable - JRB Loan		Change	5,106.21		5,106.21
	6/30/22	Ending Balance			20,004.91
Lease Receivable-parking lot	4/1/22	Beginning Balance			2,569,907.00
Lease Receivable-parking lot	6/30/22	Adjust income and record entries related to new lease standard GASB 87		9,833.00	
Lease Receivable-parking lot		Change		9,833.00	-9,833.00
	6/30/22	Ending Balance			2,560,074.00
Loan Receivable - JRB Holdings	4/1/22	Beginning Balance			4,084,964.35
	6/30/22	Ending Balance			4,084,964.35
Parking Lot	4/1/22	Beginning Balance			953,265.80
	6/30/22	Ending Balance			953,265.80
Accrued Expenses	4/1/22	Beginning Balance			-2,333.32
	6/30/22	Ending Balance			-2,333.32
Deferred Income - Parking Lot	4/1/22	Beginning Balance			-16,467.52
Deferred Income - Parking Lot	4/30/22	Recognize monthly rent-parking lot	5,046.92		
Deferred Income - Parking Lot	5/31/22	Recognize monthly rent-parking lot	5,046.92		
Deferred Income - Parking Lot	6/30/22	Recognize monthly rent-parking lot	5,046.92		
Deferred Income - Parking Lot		Change	15,140.76		15,140.76
	6/30/22	Ending Balance			-1,326.76
Def Inflow of Res-parking lot	4/1/22	Beginning Balance			-2,602,486.00
Def Inflow of Res-parking lot	6/30/22	Adjust income and record entries related to new lease standard GASB 87	27,984.00		
Def Inflow of Res-parking lot		Change	27,984.00		27,984.00

**Oklahoma City Industrial and
General Ledger
For the Period From Apr 1, 2022 to Jun 30, 2022**

Account Description	Date	Trans Description	Debit Amt	Credit Amt	Balance
	6/30/22	Ending Balance			-2,574,502.00
Note Payable	4/1/22	Beginning Balance			-4,084,964.35
	6/30/22	Ending Balance			-4,084,964.35
Fund Balance	4/1/22	Beginning Balance			-2,114,036.95
	6/30/22	Ending Balance			-2,114,036.95
Interest Income	4/1/22	Beginning Balance			-459.21
Interest Income	4/1/22	Interest Income		55.54	
Interest Income	4/30/22	Interest Income		32.83	
Interest Income	5/2/22	Interest Income		44.34	
Interest Income	5/31/22	Interest Income		33.93	
Interest Income	6/1/22	Interest Income		96.53	
Interest Income	6/30/22	Interest Income		37.95	
Interest Income		Change		301.12	-301.12
	6/30/22	Ending Balance			-760.33
Interest Income-JRB Loan	4/1/22	Beginning Balance			-15,389.55
Interest Income-JRB Loan	4/30/22	Accrue monthly interest due on Note Receivable for JRB loan		1,702.07	
Interest Income-JRB Loan	5/31/22	Accrue monthly interest due on Note Receivable for JRB loan		1,702.07	
Interest Income-JRB Loan	6/30/22	Accrue monthly interest due on Note Receivable for JRB loan		1,702.07	
Interest Income-JRB Loan		Change		5,106.21	-5,106.21
	6/30/22	Ending Balance			-20,495.76
Interest Income - inv	4/1/22	Beginning Balance			-2,399.70
Interest Income - inv	4/30/22	Accrue monthly interest due on CDs		858.33	
Interest Income - inv	5/31/22	Accrue monthly interest due on CDs		858.33	
Interest Income - inv	6/30/22	Accrue monthly interest due on CDs		858.33	
Interest Income - inv		Change		2,574.99	-2,574.99
	6/30/22	Ending Balance			-4,974.69
Interest Income - Parking Lot	4/1/22	Beginning Balance			
Interest Income - Parking Lot	6/30/22	Accrue interest income related to new lease standard		50,536.00	
Interest Income - Parking Lot		Change		50,536.00	-50,536.00
	6/30/22	Ending Balance			-50,536.00
Rent Income - Parking Lot	4/1/22	Beginning Balance			-45,422.28
Rent Income - Parking Lot	4/30/22	Recognize monthly rent-parking lot		5,046.92	
Rent Income - Parking Lot	5/31/22	Recognize monthly rent-parking lot		5,046.92	
Rent Income - Parking Lot	6/30/22	Recognize monthly rent-parking lot		5,046.92	
Rent Income - Parking Lot	6/30/22	Adjust income and record entries related to new lease standard GASB 87	32,579.00		
Rent Income - Parking Lot		Change	32,579.00	15,140.76	17,438.24
	6/30/22	Ending Balance			-27,984.04

**Oklahoma City Industrial and
General Ledger
For the Period From Apr 1, 2022 to Jun 30, 2022**

Account Description	Date	Trans Description	Debit Amt	Credit Amt	Balance
Management Fees	4/1/22	Beginning Balance			21,000.01
Management Fees	4/1/22	The Alliance for Econ Dev of O - Management Fees	2,333.33		
Management Fees	5/3/22	The Alliance for Econ Dev of O - Management Fees	2,333.33		
Management Fees	6/1/22	The Alliance for Econ Dev of O - Management Fees	2,333.33		
Management Fees		Change	6,999.99		6,999.99
	6/30/22	Ending Balance			28,000.00
Professional Fees	4/1/22	Beginning Balance			20,660.50
Professional Fees	5/19/22	Williams, Box, Forshee & Bulla - Profess. Fees - Citizen Proj.	7,716.50		
Professional Fees	5/19/22	Williams, Box, Forshee & Bulla - Profess. Fees - Gen. Matters	2,324.50		
Professional Fees	6/21/22	Williams, Box, Forshee & Bulla - General Matters	1,138.50		
Professional Fees	6/21/22	Williams, Box, Forshee & Bulla - Citizen Project	2,580.00		
Professional Fees		Change	13,759.50		13,759.50
	6/30/22	Ending Balance			34,420.00
Parking Lot Expenses	4/1/22	Beginning Balance			2,537.22
	6/30/22	Ending Balance			2,537.22
Office Expense	4/1/22	Beginning Balance			2,884.23
Office Expense	4/30/22	Recognize monthly portion of Insurica D&O insurance (7/1-7/1)	320.47		
Office Expense	5/16/22	Quik Print - Office Expense - Board Packets	22.75		
Office Expense	5/31/22	Recognize monthly portion of Insurica D&O insurance (7/1-7/1)	320.47		
Office Expense	6/28/22	Service Charge	2,000.00		
Office Expense	6/30/22	Recognize monthly portion of Insurica D&O insurance (7/1-7/1)	320.51		
Office Expense		Change	2,984.20		2,984.20
	6/30/22	Ending Balance			5,868.43
Unrealized Gain/Loss - Inv	4/1/22	Beginning Balance			4,606.64
Unrealized Gain/Loss - Inv	4/30/22	Record unrealized gain/loss on investment securities	2,280.25		
Unrealized Gain/Loss - Inv	5/31/22	Record unrealized gain/loss on investment securities		927.00	
Unrealized Gain/Loss - Inv	6/30/22	Record unrealized gain/loss on investment securities	3,351.25		
Unrealized Gain/Loss - Inv		Change	5,631.50	927.00	4,704.50
	6/30/22	Ending Balance			9,311.14

RESOLUTION

WHEREAS, the Oklahoma City Industrial and Cultural Facilities Trust (“Trust”) is the owner of property located at the northeast corner of Robinson Ave. and NW 5th St. in Oklahoma City, Oklahoma (“Leased Land”); and, the Trust has entered into a 99-year Ground Lease Agreement of the Leased Land with JRB Parking, LLC.

WHEREAS, the Trust approved the attached and incorporated Resolution on May 9, 2022 (“May 9, 2022 Resolution”) regarding development of the Leased Land for the Citizen building by JRB Citizen LLC and expansion of the existing parking garage by JRB Parking LLC.

WHEREAS, the Trust has received the attached and incorporated letter dated August 4, 2022 from JRB Citizen LLC (“August 4, 2022 Letter”) advising that because of construction cost increases, expansion of the parking garage will be postponed, but that construction of the Citizen building will go forward; and among other things, requesting that the proceeds of the Trust loan authorized by the May 9, 2022 Resolution be used for the Citizen building rather than for expansion of the existing parking garage.

WHEREAS, the Trust is agreeable to the requests contained in the August 4, 2022 Letter, to be effectuated by the terms of this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the Oklahoma City Industrial and Cultural Facilities Trust that the forgoing and the following are approved:

1. Section B. 4 of the May 9, 2022 Resolution is modified, amended and replaced in its entirety, to now provide as follows:

A loan from the Trust to JRB Citizen LLC is approved (“Loan”), to be in accordance with the attached and incorporated Exhibit A, PARTIAL TERMS OF LOAN FROM I&C TRUST, but subject to approval of all transaction documents by the Chair or General Manager, and subject to the following supplemental terms and provisions:

- a. The Loan must be repaid, and will not be subject to forgiveness.
- b. A guaranty or guaranties of repayment of the Loan from credit worthy sources will be required (“Guaranty”), to be effective until issuance of a Certificate of Occupancy by the City of Oklahoma City for the Citizen building.
- c. The Loan shall be due and payable upon sale of the Citizen building or upon a material change of identity of the owners of Borrower.
- d. The interest rate, times for payment of principal and interest, maturity, terms of the Guaranty, and terms of the due on sale provisions of the Loan will be determined for and on behalf of the Trust by a committee (“Trust Loan Committee”) composed of Trustees Rainbolt and Nichols, and other members as may be appointed by the Chair, which as necessary may likewise determine and finalize other provisions of the Loan.

2. Except as modified and amended hereby, the May 9, 2022 Resolution shall remain in full force and effect in accordance with its terms.
3. The Chair, a Vice-chair, General Manager, and General Counsel, or any one of them, are authorized to take necessary actions in furtherance of this Resolution, including but not limited to effectuation of the sale, the Loan and other matters authorized by this Resolution, all for and on behalf of the Trust.

ADOPTED and APPROVED August 29, 2022.

OKLAHOMA CITY INDUSTRIAL AND
CULTURAL FACILITIES TRUST

ATTEST:

Chair

Secretary

Exhibit A

PARTIAL TERMS OF LOAN FROM I&C TRUST

As considered by I&C Trust August 29, 2022

Borrower	JRB Citizen LLC
Lender	Oklahoma City Industrial and Cultural Facilities Trust (“ <u>I&C Trust</u> ”)
Loan Amount	One or more loans in the total principal amount of up to \$1,275,000 (the “ <u>I&C Trust Loan</u> ”)
Purpose	Construction of Citizen building
Collateral	I&C Trust Loan will be secured by a mortgage on Citizen building, which will be subordinated to (i) mortgage to Borrower’s construction lender (“ <u>Construction Loan Mortgage</u> ”), and (ii) second mortgage to City for Murrah Loan (“ <u>Murrah Loan Mortgage</u> ”)
Loan Documentation	I&C Trust Loan will be evidenced by loan agreement between Borrower and I&C Trust, and promissory note from Borrower to I&C Trust. In addition to essential terms set forth in this term sheet, loan agreement will contain other customary provisions agreed to by Borrower and I&C Trust, subject to such approvals as may be required from Borrower’s construction lender under the terms of Borrower’s construction loan (the “ <u>Construction Loan</u> ”) and the City under the terms of the Murrah Loan.
Disbursement of Loan Proceeds	Unless otherwise required by Borrower’s other lenders, proceeds of I&C Trust Loan will be disbursed after proceeds of Construction Loan and Murrah Loan have been fully advanced. With each draw request, Borrower will submit documentation of construction costs incurred. Borrower will submit draw requests no more frequently than monthly, and payment of a draw request will be made within 15 days after Borrower’s submittal of all required documentation to I&C Trust’s General Manager
Conditions to Disbursement of Loan Proceeds	Loan agreement will include the following conditions for disbursement of I&C Trust Loan proceeds: <ul style="list-style-type: none">• I&C Trust’s General Manager must approve conceptual plans for the Citizen building [Conceptual plans were approved by General Manager on May 9, 2022]• Borrower must submit executed construction contract for the Citizen building to I&C Trust• Borrower must secure financing in approximate amount of \$51,000,000 on terms reasonable acceptable to Borrower for

	<p>construction of the Citizen building</p> <ul style="list-style-type: none"> • The Guaranty must be delivered to the I&C Trust • Borrower must submit any tax forms required by I&C Trust for issuance of payment (e.g., Vendor Registration/Substitute Form W-9)
Maturity Date	To be determined by Trust Loan Committee
Interest Rate	To be determined by Trust Loan Committee
Interest Payments	Interest accruing on I&C Trust Loan will be calculated on basis of a 360-day year for actual number of days elapsed. Accrued interest will be payable annually, commencing on December 31, 2022, and on December 31 st of each year thereafter until Maturity Date. <u>Subject to change by Trust Loan Committee.</u>
Required Approvals	Proposed terms and conditions of I&C Trust Loan are subject to approval of the Trust Loan Committee; terms of I&C Trust Loan also may be subject to the approval of Borrower’s construction lender
Subordination	I&C Trust Loan will be subject to a Subordination Agreement in form and substance approved by Borrower’s construction lender whereby I&C Trust will subordinate I&C Trust Loan and all rights and remedies of I&C Trust to Construction Loan Mortgage and Murrah Loan Mortgage

RESOLUTION

WHEREAS, the Oklahoma City Industrial and Cultural Facilities Trust (“Trust”) is the owner of property located at the northeast corner of Robinson Ave. and NW 5th St. in Oklahoma City, Oklahoma (“Leased Land”); and, the Trust has entered into a 99-year Ground Lease Agreement (as amended, the “Ground Lease”) with JRB Parking, LLC (“Tenant”).

WHEREAS, the following requests regarding development of the Leased Land have been submitted to the Trust by means of the following letters, each dated April 7, 2022 and each incorporated as parts hereof (collectively, the “Letters”):

Request for authorizations and approvals related to financing and construction of The Citizen project from JRB Citizen LLC (“The Citizen Request”); and

Request for authorizations and approvals related to financing and construction of parking garage expansion for The Citizen project from JRB Parking LLC, which is the Tenant (“Parking Request”).

WHEREAS, the Letters describe the proposed development of The Citizen project and expansion of the existing adjacent multi-story parking facility.

NOW, THEREFORE, BE IT RESOLVED by the Trustees of the Oklahoma City Industrial and Cultural Facilities Trust as follows:

A. With respect to the individual requests included in The Citizen Request, the Trust makes the determinations and grants or defers its approvals as follows:

1. Request for Trust’s Approval of Conceptual Plans for The Citizen

Approved by Trust, subject to final approval by General Manager of Trust

2. Acquisition of Project Site; Request for Trust’s Consent to Partial Assignment of Ground Lease

Approved by Trust

3. Request for Trust to be Applicant on Project-Related Applications Prior to Closing

Approved by Trust, subject to payment by JRB Citizen LLC of the reasonable costs thereof incurred by Trust

4. Request for Trust’s Assistance with Project Financing

See Section B. 4 of this Resolution

B. With respect to the individual requests included in the Parking Request, the Trust makes the determinations and grants or defers its approvals as follows:

1. Request for Trust’s Approval of Conceptual Plans for Parking Garage Expansion

Approved by Trust, subject to final approval by General Manager of Trust

2. Request for Trust's Consent to Partial Assignment of Ground Lease

Approved by Trust

3. Request for Trust as Applicant on Project-Related Applications Prior to Closing

Approved by Trust, subject to payment by JRB Parking LLC of the reasonable costs thereof incurred by Trust

4. Request for Trust's Assistance with Project Financing

A loan from the Trust to JRB Parking, LLC is approved ("Loan"), to be in accordance with the attached and incorporated Exhibit A, PARTIAL TERMS OF LOAN FROM I&C TRUST, but subject to approval of all transaction documents by the Chair or General Manager, and subject to the following supplemental terms and provisions:

- a. The Loan must be repaid, which shall not be subject to forgiveness.
- b. A guaranty or guaranties of repayment of the Loan from credit worthy sources is required ("Guaranty"), to be effective until issuance of Certificates of Occupancy by The City of Oklahoma City for both the parking garage expansion project and The Citizen project.
- c. The Loan shall be due and payable upon sale of the parking garage expansion project or upon a material change of identity of the owners of the Borrower.
- d. The interest rate, times for payment of principal and interest, maturity, terms of the guaranty, and terms of the due on sale provisions of the Loan shall be determined for and on behalf of the Trust by a committee ("Trust Loan Committee") composed of Trustees Rainbolt and Nichols, and other members as may be appointed by the Chair, which as necessary may likewise determine and finalize other provisions of the Loan. The Trust Loan Committee shall determine its date of termination.

C. The Chair, a Vice-chair, General Manager, and General Counsel, or any one of them, are authorized to take necessary actions in furtherance of this Resolution, including but not limited to effectuation of the sale, the Loan and other matters authorized by this Resolution, all for and on behalf of the Trust.

ADOPTED and APPROVED May 9, 2022.

OKLAHOMA CITY INDUSTRIAL AND CULTURAL FACILITIES TRUST


Chair

ATTEST:


Secretary

Exhibit A

PARTIAL TERMS OF LOAN FROM I&C TRUST

Borrower	JRB Parking LLC
Lender	Oklahoma City Industrial and Cultural Facilities Trust (“ <u>I&C Trust</u> ”)
Loan Amount	One or more loans in total principal amount of \$1,275,000 (the “ <u>I&C Trust Loan</u> ”).
Purpose	Construction of Parking Garage expansion
Collateral	I&C Trust Loan will be secured by a mortgage on Parking Garage, which will be subordinated to (i) mortgage to Borrower’s construction lender (“ <u>Construction Loan Mortgage</u> ”), and (ii) second mortgage to City for Murrah Loan (the “ <u>Murrah Loan Mortgage</u> ”).
Loan Documentation	I&C Trust Loan will be evidenced by loan agreement between Borrower and I&C Trust, and promissory note from Borrower to I&C Trust. In addition to essential terms set forth in this term sheet, loan agreement will contain other customary provisions agreed to by Borrower and I&C Trust, subject to such approvals as may be required from Borrower’s construction lender under terms of Borrower’s construction loan (the “ <u>Construction Loan</u> ”) and the City under terms of Murrah Loan.
Disbursement of Loan Proceeds	Unless otherwise required by Borrower’s other lenders, proceeds of I&C Trust Loan will be disbursed after proceeds of Construction Loan and Murrah Loan have been fully advanced. With each draw request, Borrower will submit documentation of construction costs incurred. Borrower will submit draw requests no more frequently than monthly, and payment of a draw request will be made within 15 days after Borrower’s submittal of all required documentation to I&C Trust’s General Manager.
Conditions to Disbursement of Loan Proceeds	Loan agreement will include the following conditions for disbursement of I&C Trust Loan proceeds: <ul style="list-style-type: none">• I&C Trust’s General Manager must approve conceptual plans for Parking Garage expansion and The Citizen Project.• Borrower must submit executed construction contract(s) for Parking Garage expansion and The Citizen Project to I&C Trust.• Borrower must secure commercial financing in approximate amount of \$4,450,000 on terms reasonably acceptable to Borrower for construction of Parking Garage expansion.• Borrower must secure commercial financing in approximate amount of \$51,500,000 on terms reasonably acceptable to Borrower for construction of The Citizen Project.• The Guaranty must be delivered to the I&C Trust.

	<ul style="list-style-type: none"> • Borrower must submit any tax forms required by I&C Trust for issuance of payment (e.g., Vendor Registration/Substitute Form W-9).
Maturity Date	To be determined by Trust Loan Committee.
Interest Rate	To be determined by Trust Loan Committee.
Interest Payments	Interest accruing on I&C Trust Loan will be calculated on basis of a 360-day year for actual number of days elapsed. Accrued interest will be payable annually, commencing on December 31, 2022, and on December 31 st of each year thereafter until Maturity Date. <u>Subject to change by Trust Loan Committee.</u>
Required Approvals	Proposed terms and conditions of I&C Trust Loan are subject to approval of the Trust Loan Committee; terms of I&C Trust Loan also may be subject to the approval of Borrower's construction lender.
Subordination	I&C Trust Loan will be subject to a Subordination Agreement in form and substance approved by Borrower's construction lender whereby I&C Trust will subordinate I&C Trust Loan and all rights and remedies of I&C Trust to Construction Loan Mortgage and Murrah Loan Mortgage.



621 N ROBINSON AVENUE, SUITE 100
OKLAHOMA CITY, OKLAHOMA 73102

August 4, 2022

Oklahoma City Industrial and Cultural Facilities Trust
Attn: Robert H. Alexander, Jr., Chairman
105 N. Hudson, Suite 101
Oklahoma City OK 73102

Re: Request for approval of modified financial support
for the Citizen project

Dear Trustees:

In a letter dated April 7, 2022, and at a special meeting of the trustees of the Oklahoma City Industrial and Cultural Facilities Trust (the “Trust”) on May 9, 2022, we shared with you our plans for the Citizen – a new commercial mixed-use office building that will continue to revitalize the portion of downtown Oklahoma City that was forever changed by the tragedy of the 1995 bombing of the Murrah Building.

As described in our previous presentation, the Citizen building will be constructed on the remaining undeveloped portion of the land at the northeast corner of Robinson Avenue and N.W. 5th Street that JRB Parking LLC (“JRB Parking”) leased from the Trust in 2015 under a 99-year ground lease (the “Ground Lease”). The Citizen will be located immediately west of, and will be connected to, the multi-level parking garage that JRB Parking constructed on the east portion of the leased land. JRB Parking will continue to own and operate the parking garage. A separate entity, JRB Citizen LLC (“JRB Citizen”), will construct, own, and operate the Citizen building.

Under the Ground Lease, JRB Parking has the option (which it will partially assign to JRB Citizen) to purchase the leased land at any time during the lease term. The total purchase price for all of the leased land is \$1,275,000. The purchase price will be allocated between JRB Parking and JRB Citizen – JRB Citizen will purchase the Citizen site from the Trust for approximately \$700,000, and JRB Parking will purchase the parking garage site from the Trust for approximately \$575,000.

To provide adequate parking for the Citizen building, we anticipated it would be necessary to expand the parking garage by adding 1.5 levels with approximately 125 additional parking spaces. At the May meeting, we requested the Trust to reinvest the proceeds it will receive from the sale of the leased land by immediately loaning those funds back to JRB Parking for the parking garage expansion. In the enclosed resolution (the “May 9th Resolution”), the trustees approved

one or more loans from the Trust to JRB Parking in the total principal amount of \$1,275,000, to be made in accordance with the partial terms attached and incorporated in Exhibit A to the resolution, and other supplemental terms and provisions set forth in the resolution.

Due to significant increases in the cost of construction supplies and materials, our current plan is to proceed with constructing the Citizen building but postpone expanding the parking garage (and utilize nearby surface parking options in the meantime). Instead of making a loan to JRB Parking for expansion of the existing parking garage, we are requesting you to modify the May 9th Resolution and approve a loan from the Trust to JRB Citizen in the total principal amount of up to \$1,275,000 for construction of the Citizen building. We anticipate that JRB Citizen and JRB Parking will exercise their respective purchase options simultaneously. If not, the principal amount of the loan would be reduced to the purchase price that JRB Citizen pays for the Citizen site and the Ground Lease with JRB Parking will remain in place for the parking garage site (with a proportionate reduction in the annual rent) until JRB Parking exercises its option to purchase that portion of the leased land.

The estimated total cost of the Citizen building (including the purchase price for Citizen Site) currently is approximately \$70,000,000. In addition to private equity of up to \$17,000,000 from our investor group, we will obtain construction loans totaling approximately \$51,000,000. In June, we submitted an application requesting a loan in the amount of \$750,000 (the maximum amount currently available) for the Citizen building under the Murrah District Revitalization Program. We also are working with Joanna McSpadden, the Economic Development Program Manager with the City of Oklahoma City, and the TIF review committee to obtain approval of a development incentive from Tax Increment Financing (TIF) District No. 2 in the form of a two-year 80% property tax rebate.

As set forth in the summary attached as Exhibit A to this letter, we are proposing that the terms of the loan from the Trust to JRB Citizen (the "Loan") would be substantially the same as the previously-approved terms in Exhibit A to the May 9th Resolution, including the following supplemental terms and provisions:

- a. The Loan must be repaid, and will not be subject to forgiveness.
- b. A guaranty or guaranties of repayment of the Loan from credit worthy sources will be required ("Guaranty"), to be effective until issuance of a Certificate of Occupancy by the City of Oklahoma City for the Citizen building.
- c. The Loan shall be due and payable upon sale of the Citizen building or upon a material change of identity of the owners of Borrower.
- d. The interest rate, times for payment of principal and interest, maturity, terms of the Guaranty, and terms of the due on sale provisions of the Loan will be determined for and on behalf of the Trust by a committee ("Trust Loan Committee") composed of Trustees Rainbolt and Nichols, and other members as may be appointed by the Chair, which as necessary may likewise determine and finalize other provisions of the Loan.

Thank you for your consideration of our request to modify the May 9th Resolution and approve a loan from the Trust to JRB Citizen, rather than to JRB Parking. We're grateful for the encouragement and support that the Trust provided in connection with the acquisition and redevelopment of the Commercial Unit of the former Journal Record Building and construction of the parking garage, and we appreciate the opportunity to continue working with the Trust in connection with the development of the Citizen building.

We would appreciate it if you would schedule a special meeting of the trustees to consider our request at the earliest possible time. We look forward to attending that meeting and answering any questions that you may have concerning the proposed financing modification. If there is any additional information that you would like for us to provide prior to that meeting, please let us know.

Sincerely,

JRB CITIZEN LLC



S. Bond Payne

Enclosure – Resolution adopted and approved May 9, 2022

EXHIBIT A

PARTIAL TERMS OF LOAN FROM I&C TRUST TO JRB CITIZEN

Borrower	JRB Citizen LLC
Lender	Oklahoma City Industrial and Cultural Facilities Trust (“ <u>I&C Trust</u> ”)
Loan Amount	One or more loans in the total principal amount of up to \$1,275,000 (the “ <u>I&C Trust Loan</u> ”)
Purpose	Construction of Citizen building
Collateral	I&C Trust Loan will be secured by a mortgage on Citizen building, which will be subordinated to (i) mortgage to Borrower’s construction lender (“ <u>Construction Loan Mortgage</u> ”), and (ii) second mortgage to City for Murrah Loan (“ <u>Murrah Loan Mortgage</u> ”)
Loan Documentation	I&C Trust Loan will be evidenced by loan agreement between Borrower and I&C Trust, and promissory note from Borrower to I&C Trust. In addition to essential terms set forth in this term sheet, loan agreement will contain other customary provisions agreed to by Borrower and I&C Trust, subject to such approvals as may be required from Borrower’s construction lender under the terms of Borrower’s construction loan (the “ <u>Construction Loan</u> ”) and the City under the terms of the Murrah Loan.
Disbursement of Loan Proceeds	Unless otherwise required by Borrower’s other lenders, proceeds of I&C Trust Loan will be disbursed after proceeds of Construction Loan and Murrah Loan have been fully advanced. With each draw request, Borrower will submit documentation of construction costs incurred. Borrower will submit draw requests no more frequently than monthly, and payment of a draw request will be made within 15 days after Borrower’s submittal of all required documentation to I&C Trust’s General Manager
Conditions to Disbursement of Loan Proceeds	Loan agreement will include the following conditions for disbursement of I&C Trust Loan proceeds: <ul style="list-style-type: none">• I&C Trust’s General Manager must approve conceptual plans for the Citizen building [Conceptual plans were approved by General Manager on May 9, 2022]• Borrower must submit executed construction contract for the Citizen building to I&C Trust• Borrower must secure financing in approximate amount of \$51,000,000 on terms reasonable acceptable to Borrower for construction of the Citizen building• The Guaranty must be delivered to the I&C Trust• Borrower must submit any tax forms required by I&C Trust for issuance of payment (e.g., Vendor Registration/Substitute Form W-9

Maturity Date	To be determined by Trust Loan Committee
Interest Rate	To be determined by Trust Loan Committee
Interest Payments	Interest accruing on I&C Trust Loan will be calculated on basis of a 360-day year for actual number of days elapsed. Accrued interest will be payable annually, commencing on December 31, 2022, and on December 31 st of each year thereafter until Maturity Date. <u>Subject to change by Trust Loan Committee.</u>
Required Approvals	Proposed terms and conditions of I&C Trust Loan are subject to approval of the Trust Loan Committee; terms of I&C Trust Loan also may be subject to the approval of Borrower's construction lender
Subordination	I&C Trust Loan will be subject to a Subordination Agreement in form and substance approved by Borrower's construction lender whereby I&C Trust will subordinate I&C Trust Loan and all rights and remedies of I&C Trust to Construction Loan Mortgage and Murrah Loan Mortgage