

AGENDA FOR
REGULAR AND ANNUAL MEETING OF
OKLAHOMA CITY REDEVELOPMENT CORPORATION
431 WEST MAIN, SUITE B
WEDNESDAY, JULY 20, 2022
10:30 a.m.

**“Business will commence as soon after 10:30 a.m. as the Oklahoma City Urban
Renewal Authority is adjourned**

1. Call to Order
2. Statement of Compliance with the Oklahoma Open Meeting Law
3. Roll Call
4. Reading and Approval of Minutes of a Regular and Annual Meeting of the Board of Directors Held on Wednesday, June 16, 2021
5. Election of Officers
6. Resolution Designating Executive Director and Authorizing Signatories for the Payment and Investment of Money on Behalf of the Oklahoma City Redevelopment Corporation
7. Resolution Authorizing Actions to Amend and Restate the Certificate of Incorporation of the Oklahoma City Redevelopment Corporation
8. Resolution of the Oklahoma City Redevelopment Corporation Authorizing Advancements for Payment of Certain Costs Incurred by the Oklahoma City Urban Renewal Authority in Connection with Proposed and Approved Projects; and Approving and Ratifying Actions through June 30, 2022
9. Consideration of Any Old Business, Including Any Tabled or Otherwise Continued Items
10. Staff Reports
11. Citizens to be heard
12. Adjourned

Official action can only be taken on items which appear on the Agenda. The OCRC Board of Directors may adopt, approve, ratify, deny, defer, recommend, amend, strike, or continue any agenda item. When more information is needed to act on an item, the Commissioners may refer the matter to the Executive Director or Legal Counsel. The Board may also refer items to staff or committees for additional study. Under certain circumstances, items are deferred to a specific later date or stricken from the agenda entirely.

Posted at the offices of the City Clerk, and at 431 W. Main Street, Suite B by 10:30 a.m. on Tuesday, July 19, 2022 by Shira Lucky, Convening & Outreach Specialist

MINUTES OF A REGULAR AND ANNUAL MEETING
OF THE
OKLAHOMA CITY REDEVELOPMENT CORPORATION
WEDNESDAY, JUNE 16, 2021

The Regular and Annual Meeting of the Board of Directors of the Oklahoma City Redevelopment Corporation was held on Wednesday, June 16, 2021 at 10:20 a.m. in the offices of the Corporation at 431 West Main, Suite B, Oklahoma City, Oklahoma.

The Chairman called the meeting to order and stated that the meeting was being held in compliance with the Oklahoma Open Meeting Law. Upon roll call the following members were present:

Mr. J. Larry Nichols
Mr. James R. Tolbert
Ms. Judy J. Hatfield
Mr. Lee E. Cooper, Jr.

Absent:

Mr. Russell M. Perry

Staff members present:

Catherine O'Connor, Executive Director
Dan Batchelor, OCURA General Counsel, CEDL
Leslie Batchelor, OCURA Associate General Counsel, CEDL
Emily Pomeroy, CEDL
Cassi Poor, Pam Lunnon, Shira Lucky, Geri Harlan, Olen Cook, Keith Kuhlman, Micah Snyder, The Alliance

Others Present:

Jenny Haymore

The Chairman requested a motion to approve, as circulated, the minutes of a Regular & Annual Meeting held on Wednesday, July 15, 2020.

Mr. Lee E. Cooper, Jr. moved the adoption of the minutes, and upon second by Mr. Tolbert, the vote was as follows:

Mr. J. Larry Nichols	Aye
Mr. Russell M. Perry	Absent
Mr. James R. Tolbert, III	Aye
Ms. Judy Hatfield	Aye
Mr. Lee E. Cooper, Jr.	Aye

Minutes adopted

OCRC Board of Directors, June 16, 2021

The Chairman called for Election of Officers

The Chairman stated it is time to conduct the annual election of officers for the Oklahoma City Redevelopment Corporation and the following has been recommended:

President:	J. Larry Nichols
Vice President:	James R. Tolbert, III
Secretary:	Judy J. Hatfield
Assistant Secretary:	Lee E. Cooper, Jr.
Treasurer	Russell M. Perry

Mr. Tolbert moved to adopt the officers, and upon second by Mr. Cooper, the vote was as follows:

Mr. J. Larry Nichols	Aye
Mr. Russell M. Perry	Absent
Mr. James R. Tolbert, III	Aye
Ms. Judy Hatfield	Aye
Mr. Lee E. Cooper, Jr.	Aye

Officers adopted

The Chairman introduced the following resolution:

“Resolution of the Oklahoma City Redevelopment Corporation Authorizing Advancements for Payment of Certain Costs Incurred by the Oklahoma City Urban Renewal Authority in Connection with Proposed and Approved Projects; Approving and Ratifying Actions through June 30, 2021; and Authorizing General Activities in Support of the Oklahoma Regional Innovation District Project Plan, Other Proposed and Approved Projects, and Other Redevelopment Activities of the Oklahoma City Urban Renewal Authority and the Oklahoma City Redevelopment Authority”

Mr. Tolbert moved the adoption of the resolution; and upon second by Mr. Cooper, the vote was as follows:

Mr. J. Larry Nichols	Aye
Mr. Russell M. Perry	Absent
Mr. James R. Tolbert, III	Aye
Ms. Judy Hatfield	Aye
Mr. Lee E. Cooper, Jr.	Aye

Resolution adopted

OCRC Board of Directors, June 16, 2021

The Chairman asked for consideration of old business, staff reports, and citizens to be heard.

There being no further business to come before the Board, the Oklahoma City Redevelopment Corporation was adjourned by the Chairman at 10:21 a.m.

SECRETARY

OKLAHOMA CITY REDEVELOPMENT CORPORATION

105 N. Hudson, Suite 101 • Oklahoma City, Oklahoma 73102 • 405 / 235 / 3771 • Fax 405 / 232 / 8317

KENTON TSOODLE
Executive Director

To: Board of Directors of the Oklahoma City Redevelopment Corporation
From: Kenton Tsoodle, Executive Director
Date: July 20, 2022
Ref: Election of Officers

Background: Officers of the Oklahoma City Redevelopment Corporation (“OCRC”) are elected each year in July. The current OCRC officers are:

President: J. Larry Nichols
Vice President: James R. Tolbert, III
Secretary: Judy J. Hatfield
Assistant Secretary: Lee E. Cooper, Jr.
Treasurer: Russell M. Perry

Recommendation: It is recommended to retain the current officers for the coming year.

OKLAHOMA CITY REDEVELOPMENT CORPORATION

105 N. Hudson, Suite 101 • Oklahoma City, Oklahoma 73102 • (405) 604-6780

KENNETH TSOODLE
Executive Director

To: Board of Directors of the Oklahoma City Redevelopment Corporation
From: Kenton Tsoodle, Executive Director
Date: July 20, 2022
Ref: Designating Executive Director and Authorizing Signatories for the Payment and Investment of Money on Behalf of the Oklahoma City Redevelopment Corporation

Background: On July 19, 2017, the Oklahoma City Redevelopment Authority (OCRC) approved a resolution authorizing certain signatories on orders and checks for payment and investment of money by OCRC. Anticipated staff changes have made it necessary to update and approve a revised list of signatories.

Summary of Agenda Item: The resolution for consideration names those authorized to sign orders and checks on behalf of OCRC and authorizes the Executive Director to add and remove signatories as necessary and appropriate.

Recommendation: Approval of Resolution.

RESOLUTION DESIGNATING EXECUTIVE DIRECTOR AND AUTHORIZING SIGNATORIES FOR THE PAYMENT AND INVESTMENT OF MONEY ON BEHALF OF THE OKLAHOMA CITY REDEVELOPMENT CORPORATION

WHEREAS, the Oklahoma City Redevelopment Corporation, a 501(c)(3) not-for-profit redevelopment corporation (“Corporation”), was organized to combat community deterioration and secure adequate housing, community facilities, services, and conditions, economic and otherwise, conducive to the progress and general welfare of the City of Oklahoma City, and to serve the public purpose of assisting in the development, renewal, redevelopment, and improvement of Oklahoma City; and

WHEREAS, it is appropriate and desirable to authorize Kenton Tsoodle to serve as Executive Director of the Corporation, to manage and perform all powers, obligations, duties, and responsibilities for the business and administrative affairs of the Corporation, subject to the oversight and direction of the Board of Directors; and

WHEREAS, it is appropriate, advisable, and desirable to authorize signatories for the payment and investment of money on behalf of the Corporation.

NOW, THEREFORE, BE IT RESOLVED as follows:

1. Kenton Tsoodle is hereby authorized to serve as Executive Director of the Corporation, to manage and perform all powers, obligations, duties, and responsibilities for the business and administrative affairs of the Oklahoma City Redevelopment Corporation, subject to the oversight and direction of the Board of Directors.
2. All orders and checks for the payment and investment of money by the Oklahoma City Redevelopment Corporation shall be signed and countersigned. The following are designated as document signers and counter-signers:

J. Larry Nichols, President of the Oklahoma City Redevelopment Corporation

James R. Tolbert III, Vice President of the Oklahoma City Redevelopment Corporation

Russell M. Perry, Treasurer of the Oklahoma City Redevelopment Corporation

Kenton Tsoodle, Executive Director of the Oklahoma City Redevelopment Corporation

Geri Harlan, Chief Financial Officer of The Alliance for Economic Development of Oklahoma City, Inc.

Keith Kuhlman, Director of Special Projects, The Alliance for Economic Development of Oklahoma City, Inc.

3. The Executive Director, Legal Counsel, and staff of the Oklahoma City Redevelopment Corporation are authorized to: (1) furnish a copy of this Resolution to any bank with whom the Oklahoma City Redevelopment Corporation deposits or invests funds and to such other persons and organizations as may be entitled thereto in the proper conduct of the business of the Oklahoma City Redevelopment Corporation and (2) furnish certificates showing the identity of the persons then occupying the positions indicated.
4. The Executive Director is authorized to remove staff as signatories when necessary and appropriate.
5. Prior resolutions inconsistent with this Resolution are hereby rescinded.

I, _____, Secretary of the Oklahoma City Redevelopment Corporation, certify that the foregoing Resolution was duly adopted at a **regular and annual** meeting of the Board of Directors of the Oklahoma City Redevelopment Corporation held at the Arts District Garage Conference Room, 431 West Main Street, Suite B, Oklahoma City, Oklahoma, on the **20th** day of **July, 2022**; that any notice required to be given of such meeting was properly given; that a quorum was present at all times during such meeting; and that said Resolution was adopted by a majority of those present.

SECRETARY

(SEAL)

OKLAHOMA CITY REDEVELOPMENT CORPORATION

105 N. Hudson, Suite 101 • Oklahoma City, Oklahoma 73102 • (405) 604-6780

KENNETH TSOODLE
Executive Director

To: Board of Directors of the Oklahoma City Redevelopment Corporation
From: Kenneth Tsoodle, Executive Director
Date: July 20, 2022
Ref: Authorizing Actions to Amend and Restate the Certificate of Incorporation of the Oklahoma City Redevelopment Corporation

Background: The Oklahoma City Redevelopment Corporation, a 501(c)(3) not-for-profit redevelopment corporation (“OCRC”), was formed to assist in economic development and redevelopment efforts in cooperation and coordination with the City of Oklahoma City (“City”), its residents, and the Oklahoma City Urban Renewal Authority (“OCURA”), with the primary objective of combating community deterioration and securing adequate housing, community facilities, services, and conditions, economic and otherwise, conducive to the progress and general welfare of the City of Oklahoma City. OCRC was also formed as a redevelopment corporation pursuant to 11 O.S. Section 38-117, *et seq.*, to serve the public purpose of assisting in the development, renewal, redevelopment and improvement of Oklahoma City. Pursuant to 11 O.S. Section 38-117(A), the duration of a redevelopment corporation may not exceed ninety-nine (99) years.

The original Articles of Incorporation of OCRC were filed with a duration of fifty (50) years from the date the Oklahoma Secretary of State issued a Certificate of Incorporation to OCRC, on February 1, 1978. Therefore, unless its duration is extended, OCRC’s existence will terminate on February 1, 2028.

On May 7, 1985, the Oklahoma City Redevelopment Authority, a public trust (“OCRA”), was formed, with the City as its beneficiary, for the purpose of assisting in the implementation of economic development and redevelopment projects and aiding and providing financial assistance to OCURA in connection with its proposed and approved redevelopment activities. Opportunities exist for OCRC to assist, cooperate and coordinate with not only OCURA and the City, but also with OCRA in achieving OCRC’s primary objectives.

Summary of Agenda Item: The resolution for consideration approves, authorizes, and directs the execution and filing of an Amended and Restated Certificate of Incorporation for OCRC to: (1) extend the duration of OCRC’s existence to ninety-nine (99) years, and (2) authorize OCRC to assist, cooperate and coordinate with not only OCURA and the City, but also with OCRA in achieving its primary objectives, and to further authorize OCRC to enter agreements with OCRA, or any other public trust, or private person or entity with respect to the authorized activities, including without limitation the furnishing of funds.

Recommendation: Approval of Resolution.

**RESOLUTION OF THE OKLAHOMA CITY REDEVELOPMENT CORPORATION
APPROVING AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

WHEREAS, the Oklahoma City Redevelopment Corporation, a 501(c)(3) not-for-profit redevelopment corporation (“Corporation”), was organized with the filing of its original Articles of Incorporation on February 1, 1978 (“Original Articles”), with the Oklahoma Secretary of State; and

WHEREAS, the Original Articles provide that the primary purpose of the Corporation is to combat community deterioration and secure adequate housing, community facilities, services and conditions, economic and otherwise, conducive to the progress and general welfare of the City of Oklahoma City; and

WHEREAS, the Original Articles provide that the Corporation was organized expressly and exclusively for the benefit of the Oklahoma City Urban Renewal Authority (“Authority”), the City of Oklahoma City (“City”) and its residents; and

WHEREAS, the Corporation was also organized as a redevelopment corporation pursuant to 11 O.S. Section 38-117, *et seq.*, under which the Corporation was organized to serve the public purpose of assisting in the development, renewal, redevelopment and improvement of Oklahoma City; and

WHEREAS, 11 O.S. Section 38-117(A) limits the duration of redevelopment corporations to ninety-nine (99) years; and

WHEREAS, the Original Articles state the duration of the Corporation is fifty (50) years; and

WHEREAS, absent an extension to the duration of the Corporation, the Corporation’s existence will terminate on February 1, 2028; and

WHEREAS, the Corporation continues to serve as a useful and appropriate private entity to assist the Authority in carrying out its proposed and approved redevelopment activities; and

WHEREAS, it is appropriate and desirable to change the duration of the Corporation to ninety-nine (99) years; and

WHEREAS, the Oklahoma City Redevelopment Authority (“OCRA”) is a public trust formed on May 7, 1985, with the City as its beneficiary, for the purpose of assisting in the implementation of economic development and redevelopment projects and aiding and providing financial assistance to the Authority in connection with its proposed and approved redevelopment activities; and

WHEREAS, it is appropriate and desirable to modify the Original Articles to authorize the Corporation to assist, cooperate and coordinate with not only the Authority and the City, but also with OCRA in achieving the Corporation’s primary objectives, and to further authorize the Corporation to enter agreements with OCRA, or any other public trust, or private person or entity with respect to the authorized activities, including without limitation the furnishing of funds; and

WHEREAS, attached to this Resolution is an Amended and Restated Certificate of Incorporation which changes the duration of the Corporation to ninety-nine (99) years and restates its original stated purposes, with the addition of specifically naming OCRA as an entity which the Corporation may cooperate and coordinate with in achieving the objectives of the Corporation, and authorizing the Corporation to enter agreements with OCRA, or any other public trust, or private person or entity with respect to the authorized activities, including without limitation the furnishing of funds; and

WHEREAS, the Board of Directors of the Oklahoma City Redevelopment Corporation deem it appropriate, advisable and desirable to approve the Amended and Restated Certificate of Incorporation attached to this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Oklahoma City Redevelopment Corporation as follows:

1. The Amended and Restated Certificate of Incorporation of the Corporation, which is attached to this Resolution, is hereby approved.
2. The President of the Corporation is authorized and directed to execute the Amended and Restated Certificate of Incorporation of the Corporation.
3. Legal Counsel is authorized and directed to file the executed Amended and Restated Certificate of Incorporation of the Corporation with the Oklahoma Secretary of State.
4. Upon receipt of the file-stamped Amended and Restated Certificate of Incorporation of the Corporation, staff is authorized and directed to file it in the official files and records of the Corporation.

I, _____, Secretary of the Board of Directors of the Oklahoma City Redevelopment Corporation, certify that the foregoing Resolution No. _____ was duly adopted at a **regular and annual** meeting of the Board of Directors of the Oklahoma City Redevelopment Corporation, held at its offices at the Arts District Garage Conference Room, 431 West Main, Suite B, Oklahoma City, Oklahoma 73102, on the **20th** day of **July, 2022**; that any notice required to be given of such meeting was properly given; that a quorum was present at all times during said meeting; and that the Resolution was duly adopted by a majority of the Directors present.

SECRETARY

(SEAL)

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
OKLAHOMA CITY REDEVELOPMENT CORPORATION,
an Oklahoma Not for Profit Corporation**

TO: OKLAHOMA SECRETARY OF STATE
421 N.W. 13TH STREET, SUITE 210
OKLAHOMA CITY, OKLAHOMA 73103

The Oklahoma City Redevelopment Corporation (the “Corporation”) filed its original Articles of Incorporation with the Oklahoma Secretary of State, which issued a Certificate of Incorporation to the Corporation on February 1, 1978, pursuant to the provisions of 18 O.S. §§1001, *et seq.* (the “Act”). The undersigned hereby executes the following articles for the purpose of amending the duration of the Corporation and restating and integrating its original articles of incorporation pursuant to the provisions of §§1077 and 1080 of the Act:

1. **Name.** The name of the corporation is the Oklahoma City Redevelopment Corporation.
2. **Registered Agent and Office.** The name and street address of the registered agent and registered office in the State of Oklahoma is Kenton Tsoodle, 105 North Hudson, Suite 101, Oklahoma City, OK 73102, with an email address of kenton.tsoodle@theallianceokc.org.
3. **Duration.** As amended, the duration of the Corporation is ninety-nine (99) years from the date of issuance of the original Certificate of Incorporation.
4. **Purposes.** The Corporation is organized exclusively for charitable purposes. Within the limits of the preceding sentence, the Corporation’s purpose shall consist of doing all things and performing all acts permitted a not-for-profit corporation under Oklahoma law. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provisions of this Certificate of Incorporation to the contrary, the Corporation shall not carry on any other activities not permitted a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or any corresponding section of any future federal tax code) or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code (or any corresponding section of any future federal tax code). To the extent that the following conforms to such charitable and qualifying business purposes, the more specific purpose for which the Corporation is organized is to assist in the development of projects, undertakings, studies, and other activities in cooperation and coordination with the City of Oklahoma City, the Oklahoma City Urban Renewal Authority, the Oklahoma City Redevelopment Authority, and other civic bodies for the elimination of slum, blight, and blighting influences, and to aid, assist, and foster the planning, development, renewal, redevelopment, and improvement of Oklahoma City, all for the primary objective of combating community deterioration and securing adequate housing, community facilities, services, and conditions, economic and otherwise, conducive to the progress and general welfare of the City of Oklahoma City, and to that end:

- (a) to dedicate, sell, convey, or lease any of its interests in any property or grant easements, licenses, or other rights or privileges therein to the Oklahoma City Urban Renewal Authority, the Oklahoma City Redevelopment Authority, or the City of Oklahoma City, or any other public body, public trust, or governmental agency, or to any private person or entity;
- (b) to incur the entire expense, or any portion thereof, of any public improvements necessary to the execution of an urban renewal plan;
- (c) to do any and all things necessary to aid or cooperate in the planning or carrying out of an urban renewal plan;
- (d) to lend, grant, or contribute funds to the Oklahoma City Urban Renewal Authority and the Oklahoma City Redevelopment Authority;
- (e) to enter into agreements, including leases or lease-purchase agreements (which may extend over any period) with the City of Oklahoma City, the Oklahoma City Urban Renewal Authority, the Oklahoma City Redevelopment Authority, or any other public body, public trust, or governmental agency, or to any private person or entity, with respect to any of the activities authorized above, including the furnishing of funds or other assistance in connection with an urban renewal project; and
- (f) to exercise all rights and powers, and perform all duties and obligations, conferred upon a redevelopment corporation pursuant to 11 O.S. §38-117.

5. **Not-For-Profit Corporation.** The Corporation is not for profit, and as such, it shall not afford pecuniary gain (incidentally or otherwise) to its members, trustees, directors, officers, or other private persons and no part of the net earnings of the Corporation shall inure to the benefit of its members, trustees, directors, officers, or other private persons, except that the Corporation shall have the power and authority to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation as set forth in this Certificate of Incorporation.
6. **No Authority to Issue Capital Stock.** This Corporation does not have authority to issue capital stock.
7. **Directors.** The affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The Board of Directors may delegate authority to such corporations, individuals, and committees as it, in its discretion, may determine.
8. **Liability.** The Directors of the Corporation shall have limited personal liability to the full extent permitted by the Act and by Sections 866 and 867 of Title 18 of the Oklahoma Statutes, as now in effect or later amended, or otherwise permitted by the law. Specifically and without limiting the foregoing provision, the Directors of the Corporation shall have no personal liability to the Corporation or its Members for monetary damages as a result of any breach of fiduciary duty, except for: (a) a breach of the director's duty of loyalty to the Corporation or its Members; (b) an act or omission not in good faith or which involves intentional misconduct or a knowing violation of law; or (c) a transaction from which the Director derived an improper personal benefit.

9. **Indemnification.** The Corporation may indemnify any and all persons whom it shall have the power to indemnify under the Act to the full extent permitted by the Act from and against any and all of the expenses, liabilities and other items specified by the Act, and the indemnification allowed herein shall not operate to exclude any other rights under the Bylaws of the Corporation, any agreement, any vote of the Members or Directors, or otherwise, both as to any action in an official capacity and as to any action in another capacity while holding office. The indemnification allowed herein shall continue as to a person who has ceased to serve as a director, officer, employee or agent and shall inure to the benefit of the person's heirs, executors and administrators.
10. **Bylaws.** The Board of Directors may adopt, amend or repeal the Bylaws of the Corporation as provided therein. The Corporation may, by its Bylaws, make any other provisions or requirements for the arrangement or conduct of the operation of the Corporation, provided the provisions are consistent with this Amended Certificate of Incorporation, and in accordance with the laws of the State of Oklahoma.
11. **Distribution of Income.** During any period when the Corporation is classified as a private Corporation under the Internal Revenue Code (or a similar classification under any future federal tax code), the Corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or any corresponding section of any future federal tax code), and the Corporation and its Directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or any corresponding section of any future federal tax code). The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or any corresponding section of any future federal tax code) and shall not make any investments in a manner which would subject the Corporation to taxation under Section 4944 of the Internal Revenue Code (or any corresponding section of any future federal tax code). The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code (or any corresponding section of any future federal tax code).
12. **Dissolution; Distribution of Assets.** Upon the dissolution of the Corporation, the Corporation shall distribute its assets to one or more organizations which have purposes compatible with those of this organization and which are qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or any corresponding section of any future federal tax code). The Corporation shall dispose of any assets not distributed in accordance with the foregoing provision pursuant to the order of a court of general jurisdiction of the county in which the Corporation then has its principal offices exclusively for a public purpose or to an organization or organizations organized and operated exclusively for a public purpose as determined by the court.

IN WITNESS WHEREOF, I, the undersigned President of the Corporation, certify that at a meeting of the Board of Directors of the Oklahoma City Redevelopment Corporation, a resolution was duly adopted, in accordance with the provisions of Title 18, Sections 1077 and 1080 of the Act, after being proposed by the Board of Directors and adopted by a majority of all the members of the governing body in accordance with Title 18, Section 1077(B)(3) of the Act, restating, integrating and further amending the certificate of incorporation of the Corporation, declaring these amendments to be advisable and calling a meeting the facts stated in this Certificate of Incorporation are true, and we have executed this Amended and Restated Certificate of Incorporation on the 20th day of July, 2022.

J. Larry Nichols, President

Attest:

Secretary

(SEAL)

OKLAHOMA CITY REDEVELOPMENT CORPORATION

105 N. Hudson, Suite 101 • Oklahoma City, Oklahoma 73102 • 405 / 235 / 3771 • Fax 405 / 232 / 8317

KENTON TSOODLE
Executive Director

To: Board of Directors of the Oklahoma City Redevelopment Corporation
From: Kenton Tsoodle, Executive Director
Date: June 20, 2022
Ref: Resolution of the Oklahoma City Redevelopment Corporation Authorizing Advancements for Payment of Certain Costs Incurred by the Oklahoma City Urban Renewal Authority in Connection with Proposed and Approved Projects; and Approving and Ratifying Actions through June 30, 2022

Background: The Oklahoma City Redevelopment Corporation, a not-for-profit redevelopment corporation (“Corporation”) was organized for the purpose of aiding and providing financial assistance to the Oklahoma City Urban Renewal Authority (“Authority”) in connection with its proposed and approved redevelopment activities.

Summary of Agenda Item: The resolution for consideration ratifies and authorizes the Authority’s use of advancements from the Corporation to pay costs authorized by the Board of Commissioners of the Authority in connection with planning and implementation of redevelopment project activities for which funds are not presently available.

Recommendation: Approval of Resolution

Attachments: None

**RESOLUTION OF THE OKLAHOMA CITY REDEVELOPMENT CORPORATION
AUTHORIZING ADVANCEMENTS FOR PAYMENT OF CERTAIN COSTS
INCURRED BY THE OKLAHOMA CITY URBAN RENEWAL AUTHORITY IN
CONNECTION WITH PROPOSED AND APPROVED PROJECTS; AND APPROVING
AND RATIFYING ACTIONS THROUGH JUNE 30, 2022**

WHEREAS, the Oklahoma City Redevelopment Corporation, a 501(c)(3) not-for-profit redevelopment corporation (“Corporation”), was organized for the purpose of aiding and providing financial assistance to the Oklahoma City Urban Renewal Authority (“Authority”) in connection with its proposed and approved redevelopment activities; and

WHEREAS, the Corporation provides a useful and appropriate private entity to assist the Authority in carrying out its proposed and approved redevelopment activities; and

WHEREAS, the Authority is engaged in the planning, undertaking, and implementation of existing and proposed redevelopment projects pursuant to the Oklahoma Urban Redevelopment Law and the Oklahoma Local Development Act; and

WHEREAS, such planning and implementation activities are undertaken at the request of the City of Oklahoma City and include, but are not limited to the Downtown/MAPS Economic Development Project Plan, the Central Business District Urban Renewal Plan, the Core to Shore Urban Renewal Plan, the Harrison-Walnut Urban Renewal Plan, the MAPS-Sports-Entertainment-Parking Support Redevelopment Plan, the Northeast Renaissance Urban Renewal Plan, the Oklahoma Regional Innovation District Project Plan, and other redevelopment activities; and

WHEREAS, it is appropriate and desirable to authorize advancements of funds from the Corporation to the Authority for payment of costs incurred in connection with proposed and approved redevelopment activities, and to confirm and ratify prior actions through June 30, 2022, including the acquisition of property through voluntary transactions; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Oklahoma City Redevelopment Corporation as follows:

1. Prior advancements of funds from the Corporation to the Authority through June 30, 2022, in connection with planning and implementation of redevelopment projects are ratified and approved.
2. Additional advancements of funds from the Corporation to the Authority to pay costs authorized by the Board of Commissioners of the Authority in connection with planning and implementation of redevelopment project activities are authorized and approved.
3. To the extent that reimbursement is obtained for any such costs, the Authority shall repay the Corporation without interest.

4. Actions of the Officers, the Executive Director, and Legal Counsel of the Corporation taken with respect to the activities described above are authorized, approved, and ratified through June 30, 2022.

I, _____, Secretary of the Board of Directors of the Oklahoma City Redevelopment Corporation, certify that the foregoing Resolution No. _____ was duly adopted at a **regular and annual** meeting of the Board of Directors of the Oklahoma City Redevelopment Corporation, held at its offices at the Arts District Garage Conference Room, 431 West Main, Suite B, Oklahoma City, Oklahoma 73102, on the **20th** day of **July, 2022**; that any notice required to be given of such meeting was properly given; that a quorum was present at all times during said meeting; and that the Resolution was duly adopted by a majority of the Directors present.

SECRETARY

(SEAL)