

**NOTICE OF SPECIAL MEETING
AND AGENDA
OF THE TRUSTEES OF
THE CLINTON PUBLIC WORKS AUTHORITY**

DATE OF MEETING: Tuesday, December 9, 2014

TIME OF MEETING: 5:30 o'clock p.m.

PLACE OF MEETING: Clinton City Hall
415 Gary Boulevard
Clinton, Oklahoma 73601

1. DETERMINATION OF QUORUM AND CALL TO ORDER
2. DISCUSS AND POSSIBLE ACTION WITH RESPECT TO A RESOLUTION OF THE TRUSTEES OF THE CLINTON PUBLIC WORKS AUTHORITY (THE "AUTHORITY") APPROVING THE PRELIMINARY OFFICIAL STATEMENT PERTAINING TO THE CLINTON PUBLIC WORKS AUTHORITY'S UTILITY SYSTEM AND SALES TAX REVENUE BONDS, SERIES 2014 (THE "BONDS") AND DEEMING SAID PRELIMINARY OFFICIAL STATEMENT "NEAR FINAL" AND AUTHORIZING DISTRIBUTION OF THE SAME AND AUTHORIZING THE CHAIRMAN OR VICE CHAIRMAN OF THE AUTHORITY TO APPROVE ANY CORRECTIONS TO SAID OFFICIAL STATEMENT; AND CONTAINING OTHER PROVISIONS RELATING THERETO.
3. DISCUSS AND POSSIBLE ACTION WITH RESPECT TO A RESOLUTION OF THE TRUSTEES OF THE CLINTON PUBLIC WORKS AUTHORITY (THE "AUTHORITY") AUTHORIZING THE ISSUANCE OF ITS UTILITY SYSTEM AND SALES TAX REVENUE BONDS, SERIES 2014 IN THE AGGREGATE PRINCIPAL AMOUNT OF NOT TO EXCEED \$33,000,000.00 (THE "BONDS"), FOR THE PURPOSE OF (I) CONSTRUCTING WATER SYSTEM IMPROVEMENTS AND (II) PAYING CERTAIN COSTS ASSOCIATED WITH THE ISSUANCE OF THE BONDS; DESIGNATING UNDERWRITERS WITH RESPECT TO THE SALE OF THE BONDS; WAIVING COMPETITIVE BIDDING AND AUTHORIZING THE BONDS TO BE SOLD ON A NEGOTIATED BASIS AND AT A DISCOUNT; APPROVING A BOND PURCHASE AGREEMENT WITH RESPECT TO THE SALE OF THE BONDS AND AUTHORIZING AND DIRECTING EXECUTION THEREOF BY THE CHAIRMAN OR VICE CHAIRMAN OF THE AUTHORITY; RATIFYING AND CONFIRMING THE LEASE BY AND BETWEEN THE CITY OF CLINTON, OKLAHOMA (THE "CITY") AND THE AUTHORITY PERTAINING TO THE LEASE OF THE WATER, SANITARY SEWER, AND SANITATION SYSTEMS FROM THE CITY TO THE AUTHORITY; APPROVING AND AUTHORIZING

THE EXECUTION OF A SERIES 2014 SUPPLEMENTAL BOND INDENTURE, AS IT SUPPLEMENTS AND AMENDS A REVENUE BOND INDENTURE DATED AS OF NOVEMBER 1, 2012 (COLLECTIVELY, THE "BOND INDENTURE"), AUTHORIZING THE ISSUANCE AND SECURING THE PAYMENT OF THE BONDS; APPROVING THE OFFICIAL STATEMENT PERTAINING TO SAID BONDS AND AUTHORIZING DISTRIBUTION OF THE SAME AND AUTHORIZING THE CHAIRMAN OR VICE CHAIRMAN OF THE AUTHORITY TO APPROVE ANY CORRECTIONS TO SAID OFFICIAL STATEMENT; PROVIDING THAT THE ORGANIZATIONAL DOCUMENT CREATING THE AUTHORITY IS SUBJECT TO THE PROVISIONS OF SAID BOND INDENTURE; AUTHORIZING AND DIRECTING THE EXECUTION OF BONDS AND OTHER DOCUMENTS RELATING TO THE TRANSACTION INCLUDING, BUT NOT BY WAY OF LIMITATION, A SALES TAX AGREEMENT AND A CONTINUING DISCLOSURE AGREEMENT; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

4. ADJOURNMENT

The undersigned received notice of the Special Meeting referenced herein prior to 5:00 o'clock p.m. on Friday, December 5, 2014, and this Notice of Special Meeting and Agenda was posted in prominent public view at the principal office of The Clinton Public Works Authority and the location of the meeting prior to 5:00 o'clock p.m. on Monday, December 8, 2014.

By:  for
City Clerk