

## **JOINT RESOLUTION**

**JOINT RESOLUTION OF THE CITY OF OKLAHOMA CITY (“CITY”) AND OKLAHOMA CITY ECONOMIC DEVELOPMENT TRUST (“TRUST”), APPROVING AN ALLOCATION NOT TO EXCEED \$102,200,000, FROM INCREMENT DISTRICT NOS. 14 AND A, CITY OF OKLAHOMA CITY, SITE DEVELOPMENT AND ASSISTANCE IN DEVELOPMENT FINANCING COSTS BUDGET CATEGORIES IN THE AMENDED AND RESTATED DOWNTOWN/MAPS ECONOMIC DEVELOPMENT PROJECT PLAN (“PROJECT PLAN”), IN SUPPORT OF THE OKANA RESORT AND INDOOR WATERPARK PROJECT (“OKANA PROJECT”) LOCATED ADJACENT TO THE FIRST AMERICANS MUSEUM AT 659 FIRST AMERICANS BOULEVARD, WHICH PROJECT CONSISTS OF THE INVESTMENT OF APPROXIMATELY \$342,100,000 TOWARD THE CONSTRUCTION OF A 400-ROOM FAMILY-FRIENDLY RESORT AND INDOOR WATERPARK BY THE DEVELOPER, OKANA MDE, LLC AND AUTHORIZING AND DIRECTING THE GENERAL MANAGER AND/OR DESIGNEE TO NEGOTIATE AN ECONOMIC DEVELOPMENT AGREEMENT WITH OKANA MDE LLC, FOR SUBSEQUENT TRUST CONSIDERATION AND APPROVAL.**

**WHEREAS**, on March 7, 2000, The City of Oklahoma City (“City”) adopted Ordinance No. 21,431, approving the Downtown/MAPS Economic Development Project Plan, which has been amended from time to time, most recently on September 14, 2021, by Ordinance 26,851 (the “Project Plan”); and

**WHEREAS**, the Project Plan established several Increment Districts including Increment District Numbers 14 and A, City of Oklahoma City, and a Project Area, wherein increment generated in the established Increment Districts can be spent per the applicable provisions of the Local Development Act, 62 Okla.Stat. § 850, *et seq.* (the “Local Development Act”); and

**WHEREAS**, the Project Plan, as required by the Local Development Act, provided for and established the Downtown/MAPS Tax Increment Review Committee (“Review Committee”) comprised of representatives of each of the taxing jurisdictions located within the boundaries of the Increment District(s) from which the increment is generated, as well as the required representatives of the public at large; and

**WHEREAS**, the Project Plan requires that the Review Committee review any proposed economic development projects and budgetary allocations in light of the Project Plan’s stated objectives, feasibility, priorities, and funding availability and submit its recommendation to the City and Trust prior to approval of an incentive for a proposed economic development project; and

**WHEREAS**, the Review Committee has received information regarding: (1) the proposed development of the OKANA resort and indoor waterpark (the “OKANA Project”), which includes the construction of a 400-room hotel with an indoor waterpark, an outdoor adventure lagoon, a family entertainment center, retail/dining/entertainment venues, conference and meeting space, and a gallery, and (2) the Developer’s request for assistance in development financing in the amount of \$102,200,000; and

**WHEREAS**, the allocation will be provided over the life of Increment District No. A by reimbursing the Developer 100% of the actual ad valorem tax Increment generated by the OKANA Project and received by the City in a not-to-exceed amount of \$67,475,000; and

**WHEREAS**, the allocation will also be provided over the remaining life of Increment District No. 14 by reimbursing the Developer 90% of the actual 2% City General Fund portion of sales tax Increment collected by the OKANA Project and received by the City in a not-to-exceed amount of \$34,725,000; and

**WHEREAS**, the primary purpose of the Project Plan is to support public and private development of the downtown business area of Oklahoma City, to include commercial and service-oriented retail development and to support and stimulate the development of vacant, abandoned, dilapidated, underutilized, and blighted properties in the Project Area of the Project Plan; and

**WHEREAS**, the OKANA Project will serve the primary purpose of the Project Plan and the Statement of Principal Actions, Section V(D) of the Project Plan, by constructing a major commercial development that will support the First Americans Museum; and

**WHEREAS**, the Developer’s request for assistance in development financing was first reviewed by the City/General Manager and the TIF Funding Advisory Panel, a panel consisting of designated personnel as set forth in the Project Plan, who recommended approval of an allocation not to exceed \$102,200,000; and

**WHEREAS**, on March 25, 2022, the Review Committee approved a resolution recommending approval of the proposed budgetary allocation of \$102,200,000 for the OKANA Project, finding that the Project meets the goals and objectives of the Project Plan; and

**WHEREAS**, the City and OCEDT, the City’s designated administrator of the Project Plan, desire to promote and assist economic and community development projects which involve substantial investments in the Project Area and which support tourism opportunities throughout the City.

**NOW, THEREFORE, BE IT RESOLVED**, by the City and Trust that they approve the requested budgetary allocation to OKANA MDE, LLC, in the total not-to-exceed amount of \$102,200,000 from the Phase 1 and Phase 2 Site Development and Assistance in Development Financing budget categories of the Project Plan, finding said allocation necessary and appropriate for the OKANA Project and finding that the OKANA Project is consistent with the Project Plan’s stated objectives, feasibility, priorities, and funding availability.

**NOW, THEREFORE, BE IT FURTHER RESOLVED** by the City and Trust that the total allocation of not-to-exceed \$102,200,000, is to be provided to Developer over the remaining life of sales tax Increment District No. 14 but not exceeding 25 fiscal years from the activation date of sales tax Increment District No. 14, by reimbursing Developer 90% of the actual 2% City General Fund portion of sales tax Increment collected and remitted by Developer; and over the life of ad valorem tax Increment District No. A, but not exceeding 25 fiscal years from activation of the district, by reimbursing Developer 100% of the ad valorem tax Increment paid by Developer on the Property each year beginning the first year after completion of the Project.

**NOW, THEREFORE, BE IT FURTHER RESOLVED** by the Chairman and Trustees of the Oklahoma City Economic Development Trust and by the Mayor and City Council of The City of Oklahoma City that the General Manager be authorized and directed to negotiate an Economic Development Agreement between the Trust and the Developer for subsequent consideration by the Trust and concurrence by the City Council.

**APPROVED** by the Council and signed by the Mayor of the City of Oklahoma City, Oklahoma, this \_\_\_\_ day of \_\_\_\_\_, 2022.

ATTEST:

\_\_\_\_\_  
City Clerk

\_\_\_\_\_  
Mayor

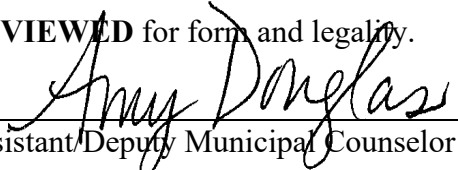
**APPROVED** by the Trustees and signed by the Chairman of the Oklahoma City Economic Development Trust, Oklahoma, this \_\_\_\_ day of \_\_\_\_\_, 2022.

ATTEST:

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Chairman

**REVIEWED** for form and legality.

  
\_\_\_\_\_  
Assistant/Deputy Municipal Counselor