A RESOLUTION APPROVING THE INCURRENCE OF INDEBTEDNESS BY THE NORMAN MUNICIPAL AUTHORITY (THE "AUTHORITY") ISSUING ITS SANITATION SYSTEM REVENUE NOTE, SERIES 2013 (THE "NOTE"); PROVIDING THAT THE TRUST INDENTURE CREATING THE AUTHORITY IS SUBJECT TO THE PROVISIONS OF THE GENERAL BOND INDENTURE, AS SUPPLEMENTED AND AMENDED, AUTHORIZING THE ISSUANCE OF SAID NOTE; WAIVING COMPETITIVE BIDDING AND APPROVING THE PROCEEDINGS OF THE AUTHORITY PERTAINING TO THE SALE OF SAID NOTE; RATIFYING AND CONFIRMING A LEASE AGREEMENT AND OPERATION AND MAINTENANCE CONTRACT (THE "LEASE AGREEMENT") BETWEEN THE CITY OF NORMAN, OKLAHOMA (THE "CITY") AND THE AUTHORITY WHEREBY THE CITY LEASES ITS SANITATION SYSTEM TO THE AUTHORITY; AND CONTAINING OTHER PROVISIONS RELATING THERETO.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF NORMAN, OKLAHOMA:

SECTION 1. <u>INDEBTEDNESS AUTHORIZED</u>. The Norman Municipal Authority (the "Authority") is hereby authorized to incur an indebtedness by the issuance of its Sanitation System Revenue Note, Series 2013 in the principal amount of $1,620,000 (the "Note"), according to the terms and conditions of a Series 2013 Supplemental Note Indenture, as it supplements and amends a General Bond Indenture dated as of March 1, 2010 (collectively, the "Indenture"), both by and between the Authority and BancFirst, as trustee (the "Trustee"), provided that said Note shall never constitute a debt of The City of Norman, Oklahoma (the "City").

SECTION 2. <u>TRUST INDENTURE SUBJECT TO INDENTURE</u>. The Trust Indenture dated as of April 13, 1965, creating the Authority, is hereby made subject to the terms of the Indenture authorizing the issuance and securing the payment of the Note as more fully described in Section 1 hereof.

SECTION 3. <u>WAIVING COMPETITIVE BIDDING; APPROVAL OF SALE PROCEEDINGS</u>. The waiving of Competitive Bidding for the sale of said Note and the sale of said Note by the Authority to _____ (the "Purchaser"), is hereby approved. The Note shall be sold to the Purchaser at a price of par.

SECTION 4. <u>LEASE AGREEMENT</u>. The Lease Agreement and Operation and Maintenance Contract dated as of December 1, 2000, whereby the City leased its existing and after acquired sanitation system to the Authority and whereby the City agreed to operate and maintain the same (the "Lease Agreement"), is hereby ratified and confirmed, and the term of said lease shall extend until the Note is paid.

SECTION 5. <u>AUTHORIZING EXECUTION</u>. The Mayor or Mayor Pro Tem of the City representing the City at the closing of the above-referenced note issue is hereby authorized to execute and deliver on behalf of the City any and all certifications and documentation necessary or attendant to the delivery of the Note, as directed by Bond Counsel.

[Remainder of Page Left Blank Intentionally]

Resolution No. R-1213-142

PASSED AND ADOPTED THIS 28TH DAY OF MAY, 2013.

THE CITY OF NORMAN, OKLAHOMA

_____
(SEEL)   Mayor
ATTEST:

_____
City Clerk

Resolution No. R-1213-142

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CERTIFICATE
OF
CITY COUNCIL ACTION

</div>

I, the undersigned, hereby certify that I am the duly qualified and acting City Clerk of The City of Norman, Oklahoma.

I further certify that the City Council of The City of Norman, Oklahoma, held a Regular Meeting at 6:30 o'clock p.m., on May 28, 2013, after due notice was given in full compliance with the Oklahoma Open Meeting Act.

I further certify that attached hereto is a full and complete copy of a Resolution that was passed and approved by said City Council at said meeting as the same appears in the official records of my office and that said Resolution is currently in effect and has not been repealed or amended as of this date.

I further certify that below is listed those Council Members present and absent at said meeting; those making and seconding the motion that said Resolution be passed and approved; and those voting for and against such motion:

PRESENT:

ABSENT:

MOTION MADE BY:

MOTION SECONDED BY:

AYE:

NAY:

WITNESS MY HAND THIS 28TH DAY OF MAY, 2013.

<div align="right">

THE CITY OF NORMAN, OKLAHOMA

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_____
(SEAL)   City Clerk