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FORM OF PRELIMINARY OFFICIAL STATEMENT DATED MARCH 19, 2024

NEW ISSUE: BOOK-ENTRY-ONLY

SALE DATE: March 26, 2024
RATINGS: Moody's "Aaa (stable outlook)"
S&P "AAA (stable outlook)"
(See "CREDIT RATINGS")

TAX-EXEMPT SERIES 2024 BONDS - In the opinion of Co-Bond Counsel, under existing statutes and court decisions and assuming continuing compliance with certain tax covenants described herein, (i) interest on the Tax-Exempt Series 2024 Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and (ii) interest on the Tax-Exempt Series 2024 Bonds is not treated as a preference item in calculating the alternative minimum tax imposed on individuals under the Code; however, such interest is taken into account in determining the annual adjusted financial statement income of certain corporations for the purpose of computing the alternative minimum tax imposed on corporations for tax years beginning after December 31, 2022. Furthermore, in the opinion of Co-Bond Counsel, under existing law, interest on the Tax-Exempt Series 2024 Bonds is exempt from State of Oklahoma income taxation under present law. The Tax-Exempt Series 2024 Bonds will not be designated as "qualified tax-exempt obligations" within the meaning of Section 265(b) of the Code. See "TAX MATTERS – TAX-EXEMPT SERIES 2024 BONDS" herein.

TAXABLE SERIES 2024 BONDS - INTEREST ON THE TAXABLE SERIES 2024 BONDS IS SUBJECT TO FEDERAL INCOME TAX. Interest on the Taxable Series 2024 Bonds is exempt from Oklahoma income taxation. See "TAX MATTERS – TAXABLE SERIES 2024 BONDS" herein.

CITY OF OKLAHOMA CITY, OKLAHOMA

\$110,220,000*

GENERAL OBLIGATION BONDS, SERIES 2024

\$10,280,000*

GENERAL OBLIGATION BONDS, TAXABLE SERIES 2024

Dated: March 1, 2024

Due: As Shown on Inside Cover

The General Obligation Bonds, Series 2024 (the "Tax-Exempt Series 2024 Bonds") and the General Obligation Bonds, Taxable Series 2024 (the "Taxable Series 2024 Bonds"), and collectively, the "Series 2024 Bonds" are being issued by the City of Oklahoma City, Oklahoma (the "City"). The Series 2024 Bonds will be issued only as fully registered Bonds, without coupons, in denominations of \$5,000 or any integral multiple thereof. Principal is payable annually on March 1, beginning March 1, 2026. Interest on the Series 2024 Bonds is payable semiannually on March 1 and September 1, beginning March 1, 2025. The Series 2024 Bonds will be initially registered in the name of CEDE & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository for the Series 2024 Bonds. Beneficial ownership interests will be available to purchasers in book-entry-only form, and purchasers of beneficial ownership interests will not receive physical delivery of bond certificates. As long as DTC or its nominee is the registered owner of the Series 2024 Bonds, payment of principal, premium, if any, and interest on the Series 2024 Bonds will be made by BOKF, NA, the City's Paying Agent/Registrar bank, to DTC or its nominee. Transfer of such payments to beneficial owners of Series 2024 Bonds will be the responsibility of the participants of DTC and other nominees of such beneficial owners as further described herein. Further information regarding the book-entry-only system for the Series 2024 Bonds, including transfer procedures, may be found under the heading "THE SERIES 2024 BONDS - Book-Entry-Only System" herein.

Tax-Exempt Series 2024 Bond proceeds will be used to (i) finance the construction of streets, bridges, traffic control system, parks and recreational facilities, library facilities, drainage control system, police facilities and fire facilities, each including equipment and (ii) pay the costs of issuance of the Tax-Exempt Series 2024 Bonds. The Tax-Exempt Series 2024 Bonds will constitute valid direct and general obligations of the City and are payable from ad valorem taxes levied, *without limitation* as to rate or amount, on all taxable property within the City, including real, personal, and public service property, excepting exemptions and any other monies available for such purpose. The Tax-Exempt Series 2024 Bonds are being issued in accordance with the provisions contained in the Oklahoma Constitution, and laws of the State of Oklahoma supplementary and amendatory thereto.

The Taxable Series 2024 Bond proceeds will be used to (i) finance the construction of parks and recreational facilities, and (ii) pay the costs of issuance of the Taxable Series 2024 Bonds. The Taxable Series 2024 Bonds will constitute valid direct and general obligations of the City and are payable from ad valorem taxes levied, *without limitation* as to rate or amount, on all taxable property within the City, including real, personal, and public service property, excepting exemptions and any other monies available for such purpose. The Taxable Series 2024 Bonds are being issued in accordance with the provisions contained in the Oklahoma Constitution, and laws of the State of Oklahoma supplementary and amendatory thereto.

The Series 2024 Bonds will be subject to redemption prior to maturity, as described herein. See "THE SERIES 2024 BONDS – Redemption Prior to Maturity" herein.

MATURITY SCHEDULE

See "Maturity Schedule" Inside Cover

This cover page contains information for quick reference only. It is not a summary of this issue. Investors must read the entire Official Statement to obtain information essential to the making of an informed investment decision.

The Series 2024 Bonds are offered for sale to the original purchaser pursuant to the Official Notice of Sale of the City subject to the approval of legality by The Public Finance Law Group PLLC and Williams, Box, Forshee & Bullard, P.C., Co-Bond Counsel, all of Oklahoma City, Oklahoma, and the Attorney General of the State of Oklahoma. Certain legal matters will be passed upon for the City by the Office of the Municipal Counselor, Oklahoma City, Oklahoma. Certain legal matters will be passed upon for the City by Kutak Rock LLP, Denver, Colorado, Disclosure Counsel for the City. It is expected that the Series 2024 Bonds will be available for delivery on or about May 15, 2024.

**Preliminary, subject to change.*

CITY OF OKLAHOMA CITY, OKLAHOMA

\$110,220,000*

**GENERAL OBLIGATION BONDS, SERIES 2024
MATURITY SCHEDULE**

<u>Maturity</u> <u>March 1</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>Price</u>	<u>CUSIP</u>	<u>Maturity</u> <u>March 1</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>Price</u>	<u>CUSIP</u>
2026	\$5,800,000					2036	\$5,800,000				
2027	\$5,800,000					2037	\$5,800,000				
2028	\$5,800,000					2038	\$5,800,000				
2029	\$5,800,000					2039	\$5,800,000				
2030	\$5,800,000					2040	\$5,800,000				
2031	\$5,800,000					2041	\$5,800,000				
2032	\$5,800,000					2042	\$5,800,000				
2033	\$5,800,000					2043	\$5,800,000				
2034	\$5,800,000					2044	\$5,820,000				
2035	\$5,800,000										

(Plus Accrued Interest from March 1, 2024)

\$10,280,000*

**GENERAL OBLIGATION BONDS, TAXABLE SERIES 2024
MATURITY SCHEDULE**

<u>Maturity</u> <u>March 1</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>Price</u>	<u>CUSIP</u>	<u>Maturity</u> <u>March 1</u>	<u>Principal</u> <u>Amount</u>	<u>Interest</u> <u>Rate</u>	<u>Yield</u>	<u>Price</u>	<u>CUSIP</u>
2026	\$540,000					2036	\$540,000				
2027	\$540,000					2037	\$540,000				
2028	\$540,000					2038	\$540,000				
2029	\$540,000					2039	\$540,000				
2030	\$540,000					2040	\$540,000				
2031	\$540,000					2041	\$540,000				
2032	\$540,000					2042	\$540,000				
2033	\$540,000					2043	\$540,000				
2034	\$540,000					2044	\$560,000				
2035	\$540,000										

(Plus Accrued Interest from March 1, 2024)

The Series 2024 Bonds maturing in the years 2026 through 2032 are not subject to redemption prior to maturity. The Series 2024 Bonds maturing in the years 2033 through 2044 are subject to redemption at the option of the City on any date on or after March 1, 2032, at the principal amount thereof plus accrued interest to the date of redemption. (See “THE SERIES 2024 BONDS - Redemption Provisions of the Bonds” herein.)

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*Preliminary, subject to change.

CITY OF OKLAHOMA CITY, OKLAHOMA

ELECTED OFFICIALS

MAYOR

David Holt

CITY COUNCIL MEMBERS

Bradley Carter
James Cooper
Barbara Peck
Todd Stone
Matt Hinkle
JoBeth Hamon
Nikki Nice
Mark K. Stonecipher

CITY ADMINISTRATIVE OFFICIALS

CITY MANAGER

Craig Freeman

Assistant City Manager

Laura Johnson

Assistant City Manager

Aubrey McDermid

Assistant City Manager

LaShawn Thompson

Assistant City Manager

Jason Ferbrache

Chief Financial Officer

Brent Bryant

Parks and Recreation Director

Melinda McMillan-Miller

Public Works Director

Vacant

City Clerk

Amy Simpson

Municipal Counselor

Kenneth Jordan

City Auditor

Matt Weller

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This Official Statement does not constitute an offer to sell or a solicitation of an offer to buy within any jurisdiction or to any person to whom it is unlawful to make such offer or solicitation within such jurisdiction. In connection with the offering of the Series 2024 Bonds, no dealer, salesman or any other person has been authorized to give any information or to make any representation other than contained herein. If given or made, such information or representation must not be relied upon.

The information contained in this Official Statement, including the cover page and appendices hereto, has been obtained from public officials, official records and from other sources which are believed by the City to be reliable. No warranty is made, however, as to the accuracy or completeness of such information and nothing contained in this Official Statement is or shall be relied upon as a promise by the City. The delivery of this Official Statement does not at any time imply that information contained herein is correct as of any time subsequent to its date.

THE COVER PAGE CONTAINS CERTAIN INFORMATION FOR QUICK REFERENCE ONLY. THE COVER PAGE IS NOT A SUMMARY OF THIS ISSUE. INVESTORS MUST READ THE ENTIRE OFFICIAL STATEMENT, INCLUDING ALL APPENDICES ATTACHED HERETO TO OBTAIN INFORMATION ESSENTIAL TO THE MAKING OF AN INFORMED INVESTMENT DECISION.

Any statements contained in this Official Statement involving matters of opinion, estimations, or projections, whether or not expressly so stated, are intended as such and not as representation of facts. This Official Statement shall not be construed as a contract or agreement between the City of Oklahoma City, Oklahoma, and the purchasers or registered owners of any of the Series 2024 Bonds.

Internet addresses herein are provided as a matter of convenience for the purchasers of the Series 2024 Bonds. The City does not incorporate herein any information provided at such internet address or any other internet addresses that may be contained therein or herein, and the information at such internet address or internet addresses is not to be construed or incorporated as part of this Official Statement.

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE “SEC”) NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SERIES 2024 BONDS OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS OFFICIAL STATEMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THIS PRELIMINARY OFFICIAL STATEMENT IS DEEMED TO BE FINAL (EXCEPT FOR PERMITTED OMISSIONS) BY THE CITY FOR PURPOSES OF COMPLYING WITH RULE 15c2-12 OF THE SEC.

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OFFICIAL STATEMENT

Relating to

CITY OF OKLAHOMA CITY, OKLAHOMA

\$110,220,000*

GENERAL OBLIGATION BONDS, SERIES 2024

\$10,280,000*

GENERAL OBLIGATION BONDS, TAXABLE SERIES 2024

INTRODUCTION

This Official Statement including the cover page and appendices is furnished to provide information with respect to the offering by the City of Oklahoma City, Oklahoma (the “City”) of its General Obligation Bonds, Series 2024 (the “Tax-Exempt Series 2024 Bonds”) and its General Obligation Bonds, Taxable Series 2024 (the “Taxable Series 2024 Bonds”, and collectively, the “Series 2024 Bonds”), dated March 1, 2024.

The Series 2024 Bonds were authorized by a vote of the qualified electors of the City at a special election held for such purposes on September 12, 2017, and are being issued in accordance with the provisions contained in Article X, Section 27, of the Oklahoma Constitution, and the Statutes of the State of Oklahoma supplementary and amendatory thereto. The Series 2024 Bonds constitute direct and general obligations of the City, payable from ad valorem taxes levied against all taxable property, excepting homestead and other exemptions and exceptions, located therein without limitation as to rate or amount.

The City is the State’s capital and largest city with a population of approximately 716,000 and a Metropolitan Statistical Area population of approximately 1.54 million. The City is centrally located in the State and is partially located in four counties. It is a regional center for energy, agribusiness, transportation, financial services, health care, wholesale and retail trade, and manufacturing.

As of June 30, 2023, the City had \$1,075,305,000 of general obligation bonds outstanding. After the issuance of the Series 2024 Bonds, the principal amount of the general obligation indebtedness on May 15, 2024, will be \$1,116,145,000. The Financial Statements of the City as of June 30, 2023, included in APPENDIX B to this Official Statement, have been audited by Allen, Gibbs & Houlik, L. C. (“AGH”), the City’s independent auditor, as stated in their report appearing therein. APPENDIX B should be read in its entirety.

THE SERIES 2024 BONDS

Description

The Series 2024 Bonds will be dated March 1, 2024, issued in fully registered form, without coupons, in the denomination of \$5,000 or integral multiples thereof, and will bear interest semiannually on March 1 and September 1 of each year, beginning March 1, 2025. Interest shall be payable to the persons in whose names the Series 2024 Bonds are registered on the Record Date therefore (the 15th day, whether or not such day is a Business Day, of the calendar month preceding each interest payment date). The Series 2024 Bonds will mature on March 1 in the years and principal amounts shown on the inside cover page hereof. The Series 2024 Bonds will be issued as full book-entry-only obligations.

The Tax-Exempt Series 2024 Bond proceeds will be used to (i) finance the construction of streets, bridges, traffic control system, parks and recreational facilities, library facilities, drainage control system, police and fire facilities, each including equipment and (ii) pay the costs of issuance of the Tax-Exempt Series 2024 Bonds. The Tax-Exempt Series 2024 Bonds will constitute valid direct and general obligations of the City and are payable from ad valorem taxes levied, *without limitation* as to rate or amount, on all taxable property within the City, including real, personal, and public service property, excepting exemptions and any other monies available for such purpose. The Tax-Exempt Series 2024 Bonds are being issued in accordance with the provisions contained in the Oklahoma Constitution, and laws of the State of Oklahoma supplementary and amendatory thereto.

*Preliminary, subject to change.

The Taxable Series 2024 Bond proceeds will be used to (i) finance the construction of parks and recreational facilities, and (ii) pay the costs of issuance of the Taxable Series 2024 Bonds. The Tax-Exempt Series 2024 Bonds will constitute valid direct and general obligations of the City and are payable from ad valorem taxes levied, *without limitation* as to rate or amount, on all taxable property within the City, including real, personal, and public service property, excepting exemptions and any other monies available for such purpose. The Tax-Exempt Series 2024 Bonds are being issued in accordance with the provisions contained in the Oklahoma Constitution, and laws of the State of Oklahoma supplementary and amendatory thereto. See “THE PROJECTS – Sources and Uses of Funds” herein.

Registration and Payment

The Series 2024 Bonds will be initially registered in the name of CEDE & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”) which will act as securities depository for the Series 2024 Bonds. Principal and interest on the Series 2024 Bonds will be paid by BOKF, NA, the City’s Paying Agent-Registrar bank to DTC. Disbursement of such payments to the DTC participants is the responsibility of DTC and disbursement of such payments to the beneficial owners is the responsibility of the DTC participants and the Indirect Participants, as more fully described herein. See “Book-Entry-Only System” herein.

Book-Entry-Only System

THE INFORMATION IN THIS SECTION, “BOOK-ENTRY-ONLY SYSTEM”, HAS BEEN FURNISHED BY DTC. NO REPRESENTATION IS MADE BY THE CITY AS TO THE COMPLETENESS OR ACCURACY OF SUCH INFORMATION OR AS TO THE ABSENCE OR MATERIAL ADVERSE CHANGES IN SUCH INFORMATION SUBSEQUENT TO THE DATE HEREOF. NO ATTEMPT HAS BEEN MADE BY THE CITY TO DETERMINE WHETHER DTC IS OR WILL BE FINANCIALLY OR OTHERWISE CAPABLE OF FULFILLING ITS OBLIGATIONS. THE CITY SHALL HAVE NO RESPONSIBILITY OR OBLIGATION TO DTC PARTICIPANTS, INDIRECT PARTICIPANTS OR THE PERSONS FOR WHICH THEY ACT AS NOMINEES WITH RESPECT TO THE SERIES 2024 BONDS, OR FOR ANY PRINCIPAL, PREMIUM, IF ANY, OR INTEREST PAYMENT THEREOF.

DTC will act as securities depository for the Series 2024 Bonds. The Series 2024 Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Series 2024 Bond certificate will be issued for each series and maturity of the Series 2024 Bonds, each in the aggregate principal amount of such maturity, and will be deposited with DTC at the office of the Paying Agent on behalf of DTC utilizing the DTC FAST system of registration.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of: AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Series 2024 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2024 Bonds on DTC’s records. The ownership interest of each actual purchaser of each Series 2024 Bond (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2024 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting

on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2024 Bonds, except in the event that use of the book-entry system for the Series 2024 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2024 Bonds deposited by Direct Participants with DTC (or the Paying Agent on behalf of DTC utilizing the DTC FAST system of registration) are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2024 Bonds with DTC (or the Paying Agent on behalf of DTC utilizing the DTC FAST system of registration) and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2024 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2024 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all the Series 2024 Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to the Series 2024 Bonds unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the City as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2024 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds, distributions and dividend payments on the Series 2024 Bonds will be made to Cede & Co. or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the City or the Paying Agent on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC (nor its nominee), the Paying Agent or the City, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions and dividend payments on the Series 2024 Bonds to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the City or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Series 2024 Bonds at any time by giving reasonable notice to the City or the Paying Agent. Under such circumstances, in the event that a successor securities depository is not obtained, Series 2024 Bond certificates are required to be printed and delivered.

The City may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Series 2024 Bond certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from DTC, and the City, the Financial Advisor and the Purchaser take no responsibility for the accuracy thereof.

Authorization

The Series 2024 Bonds were authorized by a vote of the residents of the City, pursuant to Article X, Section 27, of the Oklahoma Constitution at a special election held for such purpose on September 12, 2017. At such election, authorization was given for the City to issue \$967,460,000 of general obligation bonds.

Payment of and Security for the Series 2024 Bonds

The Tax-Exempt Series 2024 Bonds and Taxable Series 2024 Bonds are payable from ad valorem taxes levied, without limitation as to rate or amount, on all the taxable property within the City including real, personal and public service property, excepting exemptions, and any other monies available for such purpose. Property taxes are collected for the City by four counties: Oklahoma, Canadian, Cleveland, and Pottawatomie. The determination of assessed valuations is made annually by the County Assessor of each of these counties, subject to limitations on property assessment and taxation as provided by the Oklahoma Constitution and Oklahoma law generally, including limitations first effective January 1, 1997.

The ad valorem tax rates are set by determining the actual dollars of revenues required for payment of principal and interest payments on outstanding indebtedness and judicial judgments. Such total amount may be reduced by any surplus from the prior fiscal year and any contribution made into the sinking fund. To the resulting net requirements, a reserve for delinquent taxes, in an amount of not less than five percent nor more than 20 percent of the net required tax collection, shall be added to the required collections. Such final total requirements shall then be divided by the total net assessed valuation of all real, personal, and public service property in order to determine the appropriate tax rate for each property owner. For additional information on the ad valorem tax assessment and collection procedures and historical data see the “PROPERTY TAX LEVY AND COLLECTION PROCEDURES” section of this Official Statement.

Limitation on Remedies Available to Registered Owners of Series 2024 Bonds

There is no bond trustee or similar person to monitor or enforce the provisions of the bond resolution. The owners of the Series 2024 Bonds should, therefore, be prepared to enforce such provisions themselves if the need to do so arises. In the event of a default in the payment of principal or interest on the Series 2024 Bonds, there is no provision for acceleration of maturity of the principal of the Series 2024 Bonds. Consequently, the remedies of the owners of the Series 2024 Bonds (consisting primarily of an action in the nature of mandamus requiring the City and certain other public officials to perform the terms of the bond resolution) may have to be enforced from year to year. See “PROPERTY TAX LEVY AND COLLECTION PROCEDURES” herein for a description of property tax collection.

The enforceability of the rights and remedies of the owners of the Series 2024 Bonds, and the obligations incurred by the City in issuing the Series 2024 Bonds, are subject to the federal bankruptcy code and applicable bankruptcy, insolvency, reorganization, moratorium, or similar laws relating to or affecting the enforcement of creditors’ rights generally, now or hereafter in effect; usual equity principles which may limit the specific enforcement under state law of certain remedies; the exercise by the United States of America of the powers granted to it by the federal Constitution; and the reasonable and necessary exercise, in certain exceptional situations, of the police power inherent in the sovereignty of the State and its governmental bodies in the interest of serving a significant and legitimate public purpose. Bankruptcy proceedings, or the exercise of powers by the federal or State government, if initiated, could subject the owners of the Series 2024 Bonds to judicial discretion and interpretation of their rights in bankruptcy or otherwise, and consequently may entail risks of delay, limitation, or modification of their rights.

Redemption Prior to Maturity

Optional Redemption

The Tax-Exempt Series 2024 Bonds maturing in the years 2026 through 2032 are not subject to redemption prior to maturity. The Tax-Exempt Series 2024 Bonds maturing in the years 2033 through 2044 are subject to redemption at the option of the City on any date on or after March 1, 2032, at the principal amount thereof plus accrued interest to the date of redemption.

The Taxable Series 2024 Bonds maturing in the years 2026 through 2032 are not subject to redemption prior to maturity. The Taxable Series 2024 Bonds maturing in the years 2033 through 2044 are subject to redemption at the option of the City on any date on or after March 1, 2032, at the principal amount thereof plus accrued interest to the date of redemption.

Mandatory Redemption

The Series 2024 Bonds maturing on March 1, 20____, are subject to mandatory redemption from the sinking fund by lot, in principal increments of \$5,000, at a price of par plus accrued interest without premium, on the dates and principal amounts as follows:

<u>\$____ Term Bonds Mature on March 1, 20____</u>	
<u>Year</u>	<u>Principal Amount</u>
March 1, 20____	\$____
March 1, 20____	_____
March 1, 20____	_____(maturity)

Notice of Redemption

Notice of redemption will be given at least 30 days prior to the date fixed for redemption. So long as the Series 2024 Bonds are registered through the book-entry-only system, notice will be given only to DTC. See “Book-Entry-Only System.” The failure to receive any such mailed notice shall not affect the redemption proceedings. The Series 2024 Bonds so called for redemption will not bear interest after the date fixed for redemption. The Series 2024 Bonds shall be called for redemption in multiples of \$5,000. Series 2024 Bonds of denominations of more than \$5,000 face amount shall be treated for redemption purposes as representing the number of Series 2024 Bonds obtained by dividing the denomination of the Series 2024 Bonds by \$5,000, and such Series 2024 Bonds may be selected for redemption in part. If such redemption occurs after the City has delivered physical securities to the holders of the Series 2024 Bonds, the holders of Series 2024 Bonds selected for redemption in part shall receive, without cost, a new Series 2024 Bond of like tenor, interest rate, and maturity in the amount of the unredeemed portion of the Series 2024 Bond being surrendered.

In the event that part but less than all of a particular maturity is called for optional or mandatory redemption, DTC shall determine the Series 2024 Bonds or \$5,000 portion of Series 2024 Bonds, as described above, of that maturity to be redeemed by lot.

THE PROJECTS

On September 12, 2017, thirteen general obligation bond propositions for various types of public improvement projects totaling \$967,460,000 were approved by the voters. The bond issuance program is designed to accomplish two goals: (1) fund the approved projects in a timely and cost-effective manner, and (2) maintain property tax rates at an average of 16 mills over the life of the program.

Table 1 below summarizes the 2017 bond authorizations by proposition and the amounts of each type of project issued.

TABLE 1
Summary of General Obligation Bond Authority and Issues

	<u>Amount</u> <u>Authorized</u>	<u>Previously</u> <u>Issued</u>	<u>Series 2024</u> <u>Tax-Exempt Issue</u>	<u>Series 2024</u> <u>Taxable Issue</u>	<u>Amount</u> <u>Unissued</u>
Streets	\$490,560,000	\$280,545,000	\$ 81,467,750		\$128,547,250
Bridges	26,795,000	19,240,000	4,480,000	-	3,075,000
Traffic Control System	27,585,000	20,445,000	4,496,000	-	2,644,000
Economic Development	60,000,000	60,000,000	-	-	-
Parks and Recreation Facilities	137,720,000	117,613,750	3,051,250	10,280,000	6,775,000
Libraries	23,910,000	16,005,000	3,875,000	-	4,030,000
Civic Center Complex	20,185,000	19,870,000	-	-	315,000
Transit	20,395,000	16,920,000	-	-	3,475,000
Central Maintenance Facilities	13,085,000	13,085,000	-	-	-
Drainage Control System	62,170,000	29,541,250	6,850,000	-	25,778,750
Downtown City Arena	8,865,000	8,865,000	-	-	-
Police Facilities and Equipment	30,840,000	8,060,000	3,000,000	-	19,780,000
Fire Facilities and Equipment	<u>45,350,000</u>	<u>10,125,000</u>	<u>3,000,000</u>	<u>-</u>	<u>32,225,000</u>
TOTAL	<u>\$967,460,000</u>	<u>\$620,315,000</u>	<u>\$ 110,220,000</u>	<u>\$ 10,280,000</u>	<u>\$226,645,000</u>

Project Descriptions

The types of projects being funded for each of the propositions are as follows:

Streets - Constructing, reconstructing, improving, widening, and repairing certain City streets; participation with other agencies; and City-wide resurfacing.

Bridges - Constructing, improving, and repairing certain City bridges; advanced engineering services; and City-wide minor bridge repairs.

Traffic Control System – Constructing and installing traffic control improvements, signals, signs, and devices for certain City locations; improvements to existing signals, signs, and devices; and City-wide sign and signal work.

Economic Development – Creates local economic development incentive fund.

Parks and Recreational Facilities – Improvements to parks, playgrounds, community centers, swimming pools, piers, public docks, gymnasiums, and other parks and recreation facilities.

Libraries - Constructing new libraries and renovation, remodeling, and equipping libraries.

Civic Center Complex – Civic center complex maintenance and renovations.

Transit – Bus replacement, Oklahoma River trolley/busses, May Avenue facility repairs.

Central Maintenance Facilities – Expansion, improving, equipping, and furnishing of Central Maintenance Facilities.

Drainage Control System – Constructing drainage improvements at certain locations and minor City-wide drainage improvements.

Downtown City Arena – Downtown City Arena maintenance and renovations.

Police Facilities and Equipment – Constructing new police stations and repair, renovation, furnishing and equipping police department facilities.

Fire Facilities and Equipment – Constructing fire stations, fire training facilities, and other fire department facilities and repair, renovation, furnishing and equipping fire department facilities.

Sources and Uses of Funds

The estimated sources and uses of the proceeds of the Series 2024 Bonds are summarized below.

Sources and Uses of Funds		
<u>Sources</u>	General Obligation Bonds, <u>Series 2024</u>	General Obligation Bonds, <u>Taxable Series 2024</u>
Bond Par Amount	\$	\$
Accrued Interest		
Original Issue Premium		
Total Sources	\$	\$
<u>Uses</u>		
Project Fund	\$	\$
Deposit to Debt Service Fund		
Purchaser Discount		
Total Uses	\$	\$

Source: City of Oklahoma City.

THE CITY OF OKLAHOMA CITY

General Information

The City was settled in a single day as a result of the famous “Land Run of 1889.” Today, the City is the State’s capital and largest city with a population of approximately 716,000 residents. Historically, the City has pursued a policy of annexation and is one of the largest cities in land area in the United States with a total area of approximately 621 square miles extending into four counties. The City is centrally located in the State and serves as a regional center for energy, agribusiness, transportation, financial services, health care, wholesale and retail trade, and manufacturing. For details on the economic and demographic characteristics of the City see APPENDIX A.

Municipal Government and Services

The City, incorporated in 1890, has had a council-manager form of government since 1927. The Mayor heads a City Council of eight members. The Mayor is elected at large and the eight Council members are elected by the residents of their wards. The Mayor and Council appoint a City Manager to serve as the City’s chief administrative officer. The Mayor and Council also appoint the Municipal Counselor, City Auditor, and Municipal Judges. The Mayor, Council, and City Manager provide direction for the management of the City’s financial resources and operating departments.

The City provides all basic municipal services including, but not limited to, police and fire protection, parks, street maintenance, traffic control, water and sewer, airport facilities, and refuse collection. The City has historically funded capital improvements for basic infrastructure through the issuance of general obligation bonds secured by ad valorem property taxes. The City has also utilized federal grants and general revenues to finance capital improvements. In addition, the City has established public trusts to provide services and to issue revenue bonds for financing capital improvements.

As of July 1, 2023, the City and related public trusts have 5,442 full-time positions, of which 3,957 or 73 percent are represented by four bargaining units. Bargaining units and contract status are as follows:

Bargaining Units and Contract Status

<u>Bargaining Unit</u>	<u>Number of Employees</u>	<u>Percent of Total Employees</u>	<u>Termination Date of Current Contract¹</u>
American Federation of State, County, and Municipal Employees	1,413	26%	06/30/2024
Fraternal Order of Police ¹	1,235	23%	06/30/2024
International Association of Fire Fighters ²	1,023	19%	06/30/2024
Amalgamated Transit Union	286	5%	06/30/2024

Source: City of Oklahoma City.

¹ The Fraternal Order of Police adopted a two-year contract; however, State law requires that the contract be renewed by the City on 7/1/2024.

² Contract negotiations with International Association of Fire Fighters is underway for FY 2024; the 2023 contract has been extended to 6/30/2024.

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Relationships with Trusts and Authorities

The City has been responsible for the establishment of certain public trusts and authorities pursuant to State law. These public trusts and authorities, which have no taxing power, were created to finance City services through the issuance of revenue bonds or other types of non-general obligation bond financing, and/or to enable the City Council to delegate certain aspects of its governance to the trustees of the public trust. Public trusts may also be created to enable the City to contract for its on-going activities and projects which overlap fiscal years and would be difficult to perform efficiently on a fiscal year budgetary basis. Public trusts generally retain title to assets which were acquired or constructed with revenue bond proceeds or with other resources generated by trust operations. The City, as a beneficiary of the trusts, receives title to any residual assets when a public trust is dissolved. The principal public trusts and authorities and non-profit entities established by the City are included for financial reporting purposes in the City's Financial Statements are described below.

<u>Public Trusts and Authorities</u>	<u>Activity Performed</u>
Central Oklahoma Transportation and Parking Authority (COTPA)	Finance, develop, and operate public transportation and parking systems.
Central Oklahoma Transportation and Parking Authority Employee Retirement Trust (COTPA Retirement)	Provide retirement benefits to employees of COTPA.
Oklahoma City Zoological Trust (OCZT)	Finance and operate the Oklahoma City Zoo.
Oklahoma City Riverfront Redevelopment Authority (OCRRA)	Develop, finance, and maintain the property adjacent to the North Canadian River.
Port Authority of Greater Oklahoma City	Develop and administer the foreign trade zone.
Oklahoma City Municipal Facilities Authority (OCMFA)	Finance risk management, architectural and engineering fees, and other municipal services.
Oklahoma City Post Employment Benefit Trust (OCPEBT)*	Post-employment benefits other than retirement.
Oklahoma City Employee Retirement System (OCERS)*	Retirement benefits and disability allowances.
Oklahoma City Water Utilities Trust (OCWUT)	Finance and operate the water and wastewater systems.
Oklahoma City Airport Trust (OCAT)	Airport services.
Oklahoma City Redevelopment Authority (OCRA)	Conservation, development & redevelopment of City central downtown business district.
Oklahoma City Public Property Authority (OCPPA)	Finance five municipal golf courses, the Oklahoma City Fairgrounds, Cox Convention Center, OKC Arena, Civic Center Music Hall and other City buildings.
Oklahoma City Industrial and Cultural Facilities Trust (OCICF)	Cultural facilities and employment activities.
Oklahoma City Economic Development Trust (OCEDT)	Finance economic development initiatives for the City.
Regional Transit Authority of Central Oklahoma	Provides transportation in the cities of Oklahoma City, Del City, Midwest City, Moore, and Norman
Oklahoma City MAPS Investment and Operating Trust (OCMIOT)	Provides a long-term funding mechanism to assist in future operational and maintenance costs of the MAPS 4 Projects.

**OCPEBT and OCERS are irrevocable trusts.*

[Under review] GLOBAL HEALTH EMERGENCY RISK

Certain external events, such as pandemics, natural disasters, severe weather, technological emergencies, riots, acts of war or terrorism or other circumstances, could potentially disrupt the operations and effectiveness of municipal governments, such as the City.

One such external event is the global outbreak of COVID-19 (“COVID-19”), a respiratory illness caused by a new strain of coronavirus, declared in 2020 to be a pandemic (the “Pandemic”) by the World Health Organization and an emergency by federal and state governments. Since the start of the Pandemic, Presidential administrations, Congress, the State, and various federal and State agencies and regulatory bodies have enacted legislation and/or issued orders or directives (collectively, “Governmental Actions”) to alleviate the effects of the Pandemic. Such legislation and/or orders have been extended and/or modified, and others have expired or been rescinded and/or enjoined. While new legislation may be enacted, new orders may be issued, and existing and new orders may be extended, modified, litigated, or allowed to expire, no guarantee can be made with regards to the duration and/or effectiveness of any such legislation or orders.

The Oklahoma State Department of Health has begun its transition toward the endemic phase of this Pandemic. The Oklahoma State Department of Health provides information relating to COVID-19 and related developments in the State of Oklahoma on its website, <https://coronavirus.health.ok.gov/>.*

The City continues to monitor the spread of COVID-19 and assess the economic and social effects of the Pandemic and its impact on its respective operations, financial condition and bond ratings. The continued spread of COVID-19, and any future Governmental Actions, and other future federal, State, and local measures, if any, taken to prevent or reduce it, may have both adverse and positive effects on the operations and financial condition of the City, and the extent of any impact could be material. In addition, unemployment in the State, business closures and/or restrictions in the State and stock market fluctuation may have adverse effects, as well. To date, the City has not experienced any material adverse financial impacts from the Pandemic; however, the continued outbreak of COVID-19 or variants thereof or implementation of measures taken to prevent or reduce it, could have an adverse effect on the City’s operations and financial condition in the future. The City cannot predict (i) the duration or extent of the Pandemic or any other outbreak or emergency or (ii) whether and to what extent the Pandemic or other outbreak or emergency may disrupt the local or global economy, manufacturing, or supply chain, or whether any such disruption may adversely impact the operations, financial condition or bond ratings of the City.

The City was awarded approximately \$124 million in federal funding from the Coronavirus Relief Fund established through the CARES Act. The City has utilized the majority of these funds to cover unbudgeted costs, related to the Pandemic, such as personal protective equipment, community testing, community support and emergency operations. The City expended the balance of these funds in Fiscal Year 2022. The City has also received approximately \$114 million in federal funding from The American Rescue Plan Act of 2021 (“ARPA”) and approximately \$34 million in federal funding for the Emergency Rental Assistance Program (“ERAP”) as part of The Consolidated Appropriations Act, 2021.

CITY DEBT

The Constitution of the State of Oklahoma provides that, without approval of the voters, the City is prohibited from becoming indebted in any fiscal year in an amount exceeding income and revenue to be received for such fiscal year. Historically, general obligation bonds have been approved by the voters and issued by the City for various capital improvements. These bonds are required to be fully paid within 25 years from the date of issue. The City’s general obligation bonds issued under Article X, Section 27 of the Oklahoma Constitution are not subject to a legal debt limitation.

In 1992, the Oklahoma Municipal Utility Revenue Bond Act was enacted allowing cities to issue certain types of revenue bonds. To date, the City has not issued any revenue bonds under this authority.

Public trusts created under State law are allowed to issue revenue bonds on behalf of a City. The debt of these trusts does **not** constitute debt of the City and is payable solely from the resources of the trusts. The debt of the public trusts and authorities established by the City and/or in which the City is the beneficiary is discussed in more detail in Note III.A.7. Bonds Payable included in APPENDIX B.

*References to website addresses presented herein are for informational purposes only. Such websites and the information or links contained therein are not incorporated into, and are not part of, this Official Statement.

General Long-Term Debt

The general long-term debt payable, including the current portion, as of June 30, 2023, as recorded in the City's governmental activities (excluding internal service funds) contained in the City's government-wide financial statements is summarized below:

General Long-Term Debt
June 30, 2023
(dollars in thousands)

<u>Type of Debt</u>	<u>Balance (1)</u>
General Obligation Bonds	\$1,075,305
Lease Obligations Payable	606
Payable to Component Units	1,232
Compensated Absences	84,072
Net OPEB Obligation	208,720
Estimated Claims Payable	9,590
Intergovernmental Payable	2,403
Notes Payable	15,516
Net Pension Liability (2)	<u>376,829</u>
Total	<u>\$1,774,273</u>

(1) Includes long-term debt supporting general government services, excluding internal service funds.

(2) GASB 68 requires the City to recognize a liability for its proportionate share of the net pension liabilities related to the State of Oklahoma Firefighters Pension and Retirement System and the State of Oklahoma Municipal Police Pension and Retirement System. Although GASB 68 requires the City to report these liabilities, the language contained in the Oklahoma State Statutes 11O.S. § 49-100.2 (Firefighters) and 11O.S. § 50-102.1 (Police) is clear that these two systems are the responsibility of the State of Oklahoma and not that of the City. For further information on the funding status of these plans, please review VII.B. Defined Benefit Cost-Sharing, Multiple-Employer Pension Plans, of the Financial Statements included in APPENDIX B.

Source: City of Oklahoma City.

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General Obligation Bonds

As of June 30, 2023, the City had \$1,075,305,000 of general obligation bonds outstanding. After the issuance of the Series 2024 Bonds, the principal amount of the general obligation indebtedness on May 15, 2024, will be \$1,116,145,000. The following two tables summarize the outstanding general obligation debt and annual debt service requirements for the City.

Outstanding General Obligation Debt June 30, 2023 (dollars in thousands)

<u>Fiscal Year</u>	<u>Issue</u>	<u>Date Issued</u>	<u>Final Maturity Date</u>	<u>Amount Issued</u>	<u>Amount Outstanding</u>
2012	Refunding 2012	1/1/2012	3/1/2025	\$ 80,110	\$ 2,495
2013	Combined Purpose 2013	3/1/2013	3/1/2033	90,000	47,340
2014	Combined Purpose 2014	3/1/2014	3/1/2034	92,185	53,345
2014	Economic Development 2014	3/1/2014	3/1/2034	15,000	8,680
2014	Economic Development 2014A	9/1/2014	9/1/2034	12,000	7,555
2015	Combined Purpose 2015	3/1/2015	3/1/2035	85,595	54,060
2015	Refunding 2015	3/5/2015	3/1/2026	65,190	11,300
2016	Refunding 2016	3/1/2016	3/1/2027	32,525	12,975
2016	Combined Purpose 2016	3/1/2016	3/1/2036	77,500	53,020
2016	Economic Development 2016	3/1/2016	3/1/2036	12,000	8,190
2017	Refunding 2017	5/10/2017	3/1/2028	28,645	14,040
2017	Combined Purpose 2017	5/10/2017	3/1/2037	90,500	66,675
2018	Combined Purpose 2018	5/10/2018	3/1/2038	82,750	65,330
2018	Combined Purpose 2018 Taxable	5/10/2018	3/1/2038	40,990	32,350
2019	Combined Purpose 2019	3/1/2019	3/1/2039	75,655	63,700
2019	Refunding 2019	3/1/2019	3/1/2029	21,955	13,130
2019	Economic Development 2019	3/1/2019	3/1/2036	30,000	25,260
2019	Economic Development Ref 2019	3/1/2019	3/1/2030	19,250	12,375
2020	Combined Purpose 2020 Taxable	3/1/2020	3/1/2040	60,215	53,875
2020	Combined Purpose 2020	3/1/2020	3/1/2040	51,265	45,865
2020	Refunding 2020	6/18/2020	3/1/2030	28,495	19,640
2021	Economic Development 2021	3/1/2021	3/1/2041	30,000	28,420
2021	Combined Purpose 2021	3/1/2021	3/1/2041	116,600	110,460
2021	Refunding 2021	5/18/2021	3/1/2031	19,765	15,580
2022	Combined Purpose 2022	3/1/2022	3/1/2032	110,000	110,000
2022	Refunding 2022	5/17/2022	3/1/2032	25,395	22,645
2023	Combined Purpose 2023	3/1/2023	3/1/2043	117,000	117,000
TOTAL				<u>\$ 1,510,585</u>	<u>\$ 1,075,305</u>

Source: City of Oklahoma City.

General Obligation Bonds Annual Debt Service Requirements (1)

Fiscal Year	Outstanding General Obligation Debt Service		Series 2023 Bonds Debt Service		Total General Obligation Debt Service
	Principal	Interest	Principal	Interest	
2024	\$ 79,660,000	\$ 38,866,681			\$ 118,526,681
2025	84,545,000	35,800,366			120,345,366
2026	83,835,000	32,632,389			116,467,389
2027	80,030,000	29,463,197			109,493,197
2028	76,825,000	26,530,069			103,355,069
2029	73,540,000	23,771,898			97,311,898
2030	71,145,000	21,174,374			92,319,374
2031	66,990,000	18,657,466			85,647,466
2032	65,075,000	16,313,999			81,388,999
2033	62,565,000	14,020,536			76,585,536
2034	57,815,000	11,836,977			69,651,977
2035	52,175,000	9,802,216			61,977,216
2036	47,015,000	7,992,895			55,007,895
2037	42,350,000	6,327,344			48,677,344
2038	37,575,000	4,804,597			42,379,597
2039	31,025,000	3,436,420			34,461,420
2040	25,490,000	2,322,390			27,812,390
2041	19,590,000	1,421,020			21,011,020
2042	11,940,000	722,400			12,662,400
2043	6,120,000	244,800			6,364,800
2044	-	-			-
Total	\$ 1,075,305,000	\$ 306,142,034	\$ -	\$ -	\$ 1,381,447,034

(1) Columns may differ due to penny rounding.

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Other Long-Term Obligations

The other long-term obligations, including the current portion, recorded in the City's governmental activities (excluding internal service funds) contained in the City's government-wide financial statements are as follows:

Lease Obligations Payable - As of June 30, 2023, the lease obligations payable totaled \$848,000. These lease obligations are for copiers and office and printing equipment.

Compensated Absences - Full-time, permanent employees are granted vacation benefits in varying amounts to specified maximums depending on tenure with the City. Sick leave accrues to full-time, permanent employees to specified maximums. Generally, after one year of service, employees are entitled to a percentage of their sick leave balance and all accrued vacation upon termination. Police officers and firefighters are not entitled to their proportionate sick leave balance until they retire or become disabled. However, these employees historically remain with the City until retirement. Selected management employees are entitled to all accrued sick and vacation leave balances at termination. The estimated liabilities include required salary-related payments. Compensated absences are reported as accrued in the government-wide, proprietary, fiduciary, and component unit financial statements. Governmental funds report only matured compensated absences payable to currently terminating employees and included in wages and benefits payable. Compensated absences reported for governmental activities (excluding internal service funds) are \$80,174,000 on June 30, 2023.

Other Post-Employment Benefits – The City provides post-employment healthcare benefits for retired employees and their dependents through the City of Oklahoma City Post-retirement Medical Plan (the City OPEB Plan), a single-employer defined benefit healthcare plan. The benefits, coverage levels, employee contributions and employer contributions are governed by the City and can be amended by the City through its personnel manual and union contracts. The City OPEB Plan covers all current retirees who elected post-retirement medical coverage through the City and future retired general employees. McGee Creek Authority (“MCA”) retirees are not covered under this plan and all firefighters retiring after December 31, 2002, are covered under a separate plan established specifically to provide medical benefits to City firefighters and are not considered for this disclosure. Formal changes to the plan were adopted in December 2016, which include: 1) Beginning January 1, 2017, all new hires may participate in the plan, but they will not be eligible to receive any subsidy on their premiums; 2) Participation eligibility for existing employees increased from age 55 with 5 years' service to age 60 with 15 years' service.

Federal Arbitrage Rebate - The City calculates the arbitrage interest earnings due the Federal Government on the investment of general obligation bond proceeds with the assistance of a consultant. All arbitrage payments have been made on a timely basis. Estimates of future liability are made periodically and funds budgeted annually to make necessary payments.

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Direct and Overlapping Debt

The proportionate share of the net direct and overlapping debt for governments located wholly or partially within the limits of the City on June 30, 2023, is \$1,734,175,000. This debt is borne by taxable real and personal property located within the City and is summarized below:

Computation of Direct and Overlapping Debt ⁽¹⁾ June 30, 2023 (dollars in thousands)

Entity ⁽¹⁾	June 30, 2023 Net Debt Outstanding ⁽¹⁾	Percentage Applicable to Oklahoma City ⁽²⁾	Amount Applicable to Oklahoma City
Banner Schools	\$667	14.16%	\$94
Canadian County	-	0.00%	-
Choctaw Schools	25,403	15.09%	3,833
Cleveland County	-	0.00%	-
Crooked Oak Schools	3,920	99.77%	3,911
Crutcho Schools	375	6.46%	24
Deer Creek Schools	20,650	71.53%	14,771
Eastern Oklahoma County Vo-Tech	584	16.08%	94
Edmond Schools	157,430	40.13%	63,177
Francis Tuttle Vo-Tech	-	0.00%	-
Harrah Schools	5,078	5.34%	271
Jones Schools	2,910	34.02%	990
Little Axe Schools	1,990	19.50%	388
Luther Schools	4,340	5.79%	251
McLoud Schools	1,620	31.44%	509
Metro Tech Vo-Tech	56,000	98.16%	54,970
Midwest City Schools	37,585	39.21%	14,737
Millwood Schools	1,550	89.34%	1,385
Moore Schools	85,880	56.98%	48,934
Moore-Norman Vo-Tech	24,000	27.72%	6,653
Mustang Schools	53,065	98.88%	52,471
Norman Schools	82,815	0.00%	-
Oakdale Schools	4,403	99.78%	4,393
Oklahoma City Schools	80,391	85.66%	68,863
Oklahoma County	5,500	67.12%	3,692
Piedmont Schools	8,555	35.01%	2,995
Putnam City Schools	62,088	85.57%	53,129
Robin Hill Schools	710	19.77%	140
Rose State College	10,150	31.38%	3,185
Union City Schools	626	1.88%	12
Western Heights Schools	23,915	98.98%	23,671
Yukon Schools	<u>33,745</u>	41.05%	<u>13,852</u>
Subtotal – Overlapping Debt	\$795,945		\$441,395
Oklahoma City	<u>1,292,780</u>	100.00%	<u>1,292,780</u>
Total Direct and Overlapping Debt	<u>\$2,088,725</u>		<u>\$1,734,175</u>

(1) The source for bonded debt outstanding for jurisdictions other than Oklahoma City is the Oklahoma State Board of Equalization.

(2) The percent applicable to Oklahoma City is determined by the School district's proportionate share of the total City assessed valuation as provided by the Oklahoma State Board of Equalization.

Source: City of Oklahoma City.

Debt Ratios

The following table summarizes the ratio of the City's debt to assessed value and per capita debt.

**Ratio of General Bonded Debt to Assessed Value and Bonded Debt Per Capita
Last Ten Fiscal Years
As of June 30**

Fiscal Year	General Obligation Debt (1)	Net Assessed Valuation (1)	Ratio of GO Debt to Net Assessed Valuation	Population (2) (in thousands)	Per Capita GO Debt
2014	\$ 663,575	\$ 4,918,526	13.49%	611	\$ 1,086
2015	707,315	5,134,971	13.77%	629	1,125
2016	738,110	5,405,259	13.66%	641	1,151
2017	769,505	5,679,244	13.55%	653	1,178
2018	836,030	5,893,843	14.18%	661	1,265
2019	877,960	6,119,339	14.35%	670	1,310
2020	919,255	6,451,097	14.25%	680	1,352
2021	997,240	6,808,074	14.65%	690	1,445
2022	1,033,920	7,001,913	14.77%	703	1,471
2023	1,292,780	7,543,418	17.14%	716	1,806

(1) Dollars are in thousands.

(2) Population estimates are obtained from the Oklahoma Employment Security Commission, Oklahoma Department of Commerce, and the U.S. Census Bureau.

Source: City of Oklahoma City.

Future Debt Issuance Plans

Upon the issuance of the Series 2024 Bonds, the City will have \$226,645,000 of authorized but unissued bond capacity remaining from the 2017 General Obligation Bond Authorization which it plans to issue over the following two to three years. In addition, the City also may issue bonds for the purpose of refunding all or a portion of a series of outstanding bonds. The City is authorized to call additional bond elections in the future for either general obligation or general obligation limited tax bond authorization.

PROPERTY TAX LEVY AND COLLECTION PROCEDURES

Oklahoma Statutes require that the City each year make an ad valorem tax levy for a sinking fund which shall be sufficient to pay all the bonded indebtedness, interest and one-third of all outstanding judgments coming due in the following year.

After review and approval by the City Council, copies of the sinking fund estimates are submitted to each County Excise Board to determine the ad valorem tax levy appropriations. This submission is required to be made by August 25 of each year. The amounts contained in the estimate of needs are verified by the County Excise Board and, upon verification, the levies contained therein are ordered to be certified to the County Assessor in order that the County Assessor may extend said levies upon the tax rolls for the year for which the estimate of needs is being submitted. The County Assessor is required to file a tax roll report on or before October 1 each year with the County Treasurer indicating the net assessed valuation for each municipality within the County. This report includes the assessed valuation for all real, personal and public service property (public service property assessed valuations are determined by the Oklahoma Tax Commission). The County Treasurer must begin collecting taxes by November 1. The first half of taxes is due and payable on or before January 1. The second half becomes due and payable on or before April 1. If the first half is not paid by January 1, it all becomes due and payable on January 2.

Ad valorem taxes not paid on or before April 1 are considered delinquent. If not paid by the following October 1, the property is offered for sale for the amount of taxes due. The purchaser is issued a certificate of tax lien; however, the

original owner of the property has two (2) years in which to redeem the property by paying the taxes and penalties owed.

If at the end of two years the original owner has not redeemed the property, the purchaser may then apply for a deed to the property. If there is no purchaser, then the County acquires the same lien, and the property is auctioned after approximately two and one-half (2½) years. Property taxes are assessed and collected for the City of Oklahoma City by four counties: Canadian, Cleveland, Pottawatomie, and Oklahoma.

Assessed and Estimated Market Value of Taxable Property
Last Ten Fiscal Years
(dollars in thousands)

<u>Fiscal Year</u>	<u>Fair Market Value</u>	<u>Assessed Valuation</u>	<u>Total Exemptions</u>	<u>Net Assessed Valuation (1)</u>	<u>% of Fair Market Value</u>
2014	\$41,963,614	\$ 5,044,320	\$ 125,794	\$ 4,918,526	11.72%
2015	43,956,071	5,262,999	128,028	5,134,971	11.68%
2016	46,336,461	5,536,011	130,752	5,405,259	11.67%
2017	48,800,765	5,816,071	136,827	5,679,244	11.64%
2018	50,815,189	6,035,020	141,177	5,893,843	11.60%
2019	52,774,224	6,267,862	148,523	6,119,339	11.60%
2020	55,687,785	6,608,309	157,212	6,451,097	11.58%
2021	58,682,807	6,975,354	167,280	6,808,074	11.60%
2022	60,542,375	7,181,303	179,390	7,001,913	11.57%
2023	65,280,622	7,737,151	193,733	7,543,418	11.56%

(1) Property taxes are collected for the City of Oklahoma City by four counties: Canadian, Cleveland, Pottawatomie, and Oklahoma. The determination of net assessed valuation is made annually by each county.

Source: City of Oklahoma City.

Net Assessed Valuation Composition
Last Ten Fiscal Years
(dollars in thousands)

<u>Fiscal Year</u>	<u>Real Property (1)</u>	<u>Percent of Total</u>	<u>Personal Property</u>	<u>Percent of Total</u>	<u>Public Service Property</u>	<u>Percent of Total</u>	<u>Assessed Valuation</u>
2014	\$3,828,796	77.84%	\$824,248	16.76%	\$265,482	5.40%	\$4,918,526
2015	4,031,984	78.52%	854,381	16.64%	248,606	4.84%	5,134,971
2016	4,263,728	78.88%	890,614	16.48%	250,917	4.64%	5,405,259
2017	4,536,729	79.88%	883,077	15.55%	259,438	4.57%	5,679,244
2018	4,780,866	81.12%	856,929	14.54%	256,048	4.34%	5,893,843
2019	4,979,593	81.37%	869,108	14.20%	270,638	4.42%	6,119,339
2020	5,241,382	81.25%	947,638	14.69%	262,077	4.06%	6,451,097
2021	5,489,716	80.64%	1,038,089	15.25%	280,269	4.12%	6,808,074
2022	5,756,069	82.21%	953,681	13.62%	292,163	4.17%	7,001,913
2023	6,200,606	82.20%	1,047,811	13.89%	295,001	3.91%	7,543,418

(1) Real property is reported net of exemptions.

Source: City of Oklahoma City.

Property Tax Levies and Collections (1)
Last Ten Fiscal Years
(dollars in thousands)

Fiscal	Total	Current Tax	Percent of	Collections	Total	Collections
<u>Year</u>	<u>Tax Levy</u>	<u>Collections</u>	<u>Levy Collected</u>	<u>in Subsequent</u>	<u>Tax</u>	<u>as Percent</u>
				<u>Years</u>	<u>Collections</u>	<u>of Levy</u>
2014	\$ 78,664	\$ 75,333	95.8%	\$ 2,238	\$ 77,571	98.6%
2015	79,322	76,168	96.0%	2,587	78,755	99.3%
2016	84,407	80,824	95.8%	2,657	83,481	98.9%
2017	84,091	80,475	95.7%	2,752	83,227	99.0%
2018	89,948	85,697	95.3%	3,444	89,141	99.1%
2019	94,912	90,880	95.8%	3,319	94,199	99.2%
2020	99,418	94,186	94.7%	3,963	98,149	98.7%
2021	103,666	98,357	94.9%	3,338	101,695	98.1%
2022	103,160	98,179	95.2%	2,483	100,662	97.6%
2023	116,632	110,653	94.9%	-	110,653	94.9%

(1) This schedule is prepared on a cash basis; therefore, it is not necessarily comparable to GAAP-basis financial statements.

Source: City of Oklahoma City.

Significant Taxpayers of Oklahoma City (1)
(dollars in thousands)

<u>Taxpayer</u>	<u>Type of Business</u>	2023 Assessed	% of Assessed
		<u>Valuation</u>	<u>Valuation⁽¹⁾</u>
Oklahoma Gas and Electric Company	Public Service	\$ 202,519	2.68%
Hobby Lobby Stores	Retail	52,159	0.69%
Devon Headquarters LLC	Energy	50,338	0.67%
Oklahoma Natural Gas Company	Public Service	37,394	0.50%
HL American Investment LLC	Energy/Investment	26,464	0.35%
Cox Communications, Inc.	Telecommunication	22,241	0.29%
Wal-Mart Stores East Inc.	Retail	15,740	0.21%
Southwestern Bell Telephone Company	Public Service	14,299	0.19%
Paycom Payroll LLC	Payroll Service	13,485	0.18%
Sheridan Redevelopers LLC	Real Estate Developer	13,188	0.17%
Total		<u>\$ 447,827</u>	<u>5.93%</u>

(1) Totals may differ due to rounding.

Source: Oklahoma County Assessor's Office.

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**Trend of Property Tax Rates of Major Taxing Units
Tax Levy Per \$1,000 of Net Assessed Valuation
Last Ten Fiscal Years**

Tax Levy Per \$1,000 of Net Assessed Valuation

<u>Fiscal Year</u>	<u>Oklahoma City</u>	<u>Oklahoma City School District</u>	<u>Oklahoma County</u>	<u>Total</u>
2014	\$ 15.99	\$ 60.39	\$ 23.87	\$ 100.25
2015	15.45	59.36	23.58	98.39
2016	15.62	59.71	23.72	99.05
2017	14.81	59.36	23.76	97.93
2018	14.24	59.36	23.28	96.88
2019	15.51	58.84	22.28	96.63
2020	15.41	58.73	22.28	96.42
2021	15.23	59.44	23.38	98.05
2022	14.73	59.41	23.38	97.52
2023	15.46	58.95	23.05	97.46

NOTE: Oklahoma City is located partially in four counties: Oklahoma, Canadian, Cleveland, and Pottawatomie. There are 24 school districts partially or wholly located in Oklahoma City. There are seven Vo-Tech and community college districts partially or wholly located in Oklahoma City. This table only shows the tax rates for the City, Oklahoma City School District, and Oklahoma County.

Source: Oklahoma County Assessor's Office.

FINANCIAL INFORMATION

Accounting and Reporting Practices

The City has a comprehensive accounting and budgetary information system which provides on-line financial and management information to system users throughout the City. Interim financial statements provide City management and the City Council with regular financial analyses. The City's accounting and financial reporting practices comply with accounting principles generally accepted in the United States of America (US GAAP).

The City has received the Government Finance Officers Association's (GFOA) Certificate of Achievement for Excellence in Financial Reporting for the past 40 years. According to GFOA, the Certificate of Achievement is "the highest form of recognition in the area of governmental financial reporting." To be awarded the certificate, a governmental unit must publish an easily readable and efficiently organized Annual Comprehensive Financial Report whose contents conform to program requirements and satisfy both US GAAP and applicable legal requirements.

Audit Requirements

The City Charter and Oklahoma Statutes require an annual, independent audit. Statutes additionally require annual audits of active public trusts. By City Council resolution, public trusts of which the City is the beneficiary are encouraged to use the independent auditor competitively selected by the City. The City and its public trusts fully comply with audit requirements. Receipt of material federal and state financial assistance subjects the City to a Single Audit under OMB Circular A133.

The City Auditor supervises the Auditing Department. The duties of that office include internal auditing of City financial records, reports, and procedures; reviewing accounting records, property and equipment inventories, and internal controls; auditing concessionaires, agreements, and contracts whereby the City receives revenue; performance auditing; and special projects as directed by the City Council. The City Auditor is appointed by the City Council and is independent of the City's management.

Budgeting Process

The City prepares annual budgets in accordance with the City Charter and the Oklahoma Municipal Budget Act, which provides standard procedures for the preparation, presentation, administration, and monitoring of budgets. The City Council approves annual budgets for the General Fund, Special Revenue Funds, the Debt Service Fund, and proprietary fund operations. A proposed budget is prepared under the supervision of the City Manager and submitted to the City Council in May each year. The City Council holds a series of public meetings, where department directors present highlights and summaries of operational budgets for the coming fiscal year. The City Manager then recommends any changes to the City Council. No later than 15 days prior to the beginning of the budget year, the Council holds a public hearing on the proposed budget. After the hearing and at least seven days prior to the beginning of the budget year, Council must adopt the budget. The adopted budget must be filed with the State Auditor and Inspector and the City Clerk. The adopted budget becomes effective on the first day of the fiscal year.

The City maintains budgetary controls to ensure compliance with legal provisions incorporated in the annually appropriated budget. The level of budgetary control within the fund is by department and class. No expenditures or encumbrances may exceed 90 percent of the appropriation for any fund until revenues in an amount equal to at least 90 percent of the appropriation for the fund are collected. The Office of Management and Budget monitors fund balances and these legal expenditure and encumbrance limits.

The City has received the Government Finance Officers Association's (GFOA) Distinguished Budget Presentation Award 36 times. In order to receive this award, a governmental unit "must publish a budget document that meets program criteria as a policy document, as an operations guide, as a financial plan, and as a communication device."

Capital Improvement Plan

The City has adopted policies and procedures for the coordination of public improvements of all City related entities through the development, adoption, and amendment of a Five-Year Capital Improvement Plan (the "Plan"). The general goal of the Plan is to improve service to the community by adopting a Plan that will not jeopardize the City's financial condition and will fund capital improvements at a realistic and achievable level. The Plan consists of a general five-year plan of capital expenditures for all City, trust, and authority projects. The Plan is prepared fully every two years and amended as necessary in other years. The amendment process ensures continuity in projects and funding. On November 8, 2022, the City Council adopted the Fiscal Year 2023-2027 Capital Improvement Plan. The adopted Capital Improvement Plan Identified \$3,610,136,234 in capital improvements for Fiscal Years 2023-2027. The Capital Improvement Plan can be found on the City's website.

General Governmental Revenues and Expenditures

The following major Governmental Funds are reported in the City's Financial Statements:

General Fund - reports as the primary fund of the City. This fund is used to account for all financial resources not reported in other funds.

Debt Service Fund - accounts for the accumulation of financial resources for the payment of principal and interest on the City's general obligation debt. The City annually levies ad valorem taxes restricted for the retirement of general obligation bonds, interest, and judgments. This fund reports all ad valorem taxes collected to service debt.

Grants Management Fund - established as a special revenue fund to account for the City's grant programs not reported in proprietary funds. Major grants include Community Development Block Grants and Workforce Investment Act entitlements.

MAPS Investment and Operating Trust - established to address the long-term operational and maintenance costs of certain MAPS 4 projects as delegated to OCMIOT. In this regard OCMIOT is authorized to invest assets and MAPS 4 funds delivered to OCMIOT by the City and others in all forms of prudent investments made pursuant to the investment policy.

MAPS4 Sales Tax Fund - established as a special revenue fund by City ordinance as the Oklahoma City Metropolitan Area Projects Sales Tax Fund to account for a limited purpose sales tax designated for certain capital projects, neighborhood improvements and human needs throughout the City.

General Obligation Bonds Fund - accounts for the capital expenditure of general obligation bond proceeds and reports as a capital projects fund.

Better Streets/Safer City Sales Tax Fund - established by City ordinance to account for limited purpose sales tax designated for street resurfacing, enhancements, sidewalks, trails, and bike lanes and hiring additional police officers and firefighters.

Oklahoma City Public Property Authority (OCPPA) General Purpose Fund - established to account for the general government activities of OCPPA. Specific revenues include box office and event ticket sales and lease revenues which are designated to finance activities such as general government, public services, parks, and public events.

Other Governmental Funds – accounts for the activities of other special revenue and capital projects funds that are not major funds.

Revenues

The City's general governmental revenues totaled \$1,181,325,000 in Fiscal Year 2023. The City's main source of revenue to finance general operations is sales tax. Fiscal Year 2023 general governmental sales tax collections totaled \$592,263,000.

The total City sales tax rate is 4.125 percent and is dedicated as follows: General Fund (2.25%), Public Safety (0.75%), Zoo (0.125%) and MAPS4 (1.00%).

On December 8, 2009, a one percent temporary sales tax ("MAPS3") was approved by voters for the purchase of a new, 70-acre park, a rail-based transit package, a new downtown convention center and several other public improvements. The sales tax became effective on April 1, 2010 and expired on December 31, 2017.

On September 12, 2017, a one percent temporary sales tax ("Better Streets, Safer City") was approved by voters for street resurfacing, street enhancements, sidewalks, trails, and bicycle infrastructure. The sales tax became effective on January 1, 2018, the day after the MAPS 3 tax expired and expired on March 31, 2020. Additionally, on September 12, 2017, voters approved a permanent increase to the General Fund sales tax increasing it from 2.00% to 2.25%. This new, permanent tax was invested primarily in the Police and Fire Departments through the addition of 129 uniformed police and 57 firefighter positions. The balance of the additional funds allowed the Council to address other critical service needs.

On December 10, 2019, a one percent temporary sales tax ("MAPS4") was approved by voters for 16 projects to be located throughout the City. This sales tax became effective on April 1, 2020, the day after the Better Streets, Safer City tax expired on March 31, 2020, and will expire on March 31, 2028.

On December 12, 2023, Oklahoma City voters approved a one penny sales tax to build a publicly owned arena to serve as the new home of the Oklahoma City Thunder professional basketball team. This sales tax will become effective on April 1, 2028, the day after the MAPS4 tax expires on March 31, 2028, and will expire on March 31, 2034.

The City cannot use property taxes for operations; property taxes can be used only for debt service and payment of judgments. The other major sources of general governmental revenues include franchise taxes, use taxes, licenses and permits, fines, interest income, federal grants, and administrative service charges to special revenue and proprietary funds.

Expenditures

The City's total governmental fund expenditures in Fiscal Year 2023 were \$1,170,579,000. The largest category of expenditure is Public Safety, which totaled \$430,983,000, or 36.82 percent, of the general governmental functions. The other major categories included: public services, general government, culture and recreation, education, and debt service.

Fund Balances

The Fiscal Year 2023 ending fund balance on a US GAAP basis for the Governmental Funds was \$1,547,640,000, for the General Fund was \$234,344,000, and for the Debt Service Fund was \$136,074,000. On a budgetary (cash and encumbrances) basis, the General Fund's Fiscal Year 2023 ending fund balance was \$153,072,000 or 21.30 percent of annual General Fund expenditures, encumbrances, and transfers. The difference between the US GAAP and budgetary balances is primarily attributable to revenue and expenditure accruals and other accounting adjustments.

The next two tables summarize the Governmental Fund Type revenues, expenditures, and changes in fund balances.

**Government Funds
Statement of Revenues, Expenditure and
Changes in Fund Balances Data (1)
Year Ended June 30, 2023
City of Oklahoma City, Oklahoma**

	General	Debt Service	Grants Management	MAPS & Operating Trust	Better Streets/ Safer City Sales Tax	MAPS 4 Program Sales Tax	General Obligation Bonds	OCPPA General Purpose	Other Governmental Funds	Total Governmental Funds
REVENUES										
Sales taxes-----	\$464,530	\$ -	\$ -	\$ -	\$60	\$ -	\$ -	\$ -	\$127,673	\$592,263
Use taxes-----	95,067	-	-	-	-	-	-	-	31,237	126,304
Hotel/Motel taxes-----	-	-	-	-	-	-	-	-	18,578	18,578
Property taxes-----	-	114,454	-	-	-	-	-	76	-	114,530
Emergency telephone taxes-----	-	-	-	-	-	-	-	-	6,330	6,330
Other taxes-----	7,251	-	-	-	-	-	-	-	-	7,251
Franchise taxes-----	52,238	-	-	-	-	-	-	-	-	52,238
Licenses and permits-----	14,210	-	-	-	-	-	-	-	18,124	32,334
Oil and gas royalties-----	293	-	-	-	-	-	-	-	303	596
Fines and forfeitures-----	12,550	-	-	-	-	-	-	-	2,104	14,654
Investment income-----	1,173	1,953	2,114	7,872	(8)	2,519	8,743	397	1,798	26,561
Charges for services-----	31,101	-	8	-	-	-	-	19,024	5,360	55,493
Rental income-----	3,004	-	-	-	-	-	-	3,253	69	6,326
Payments from component units-----	7,420	-	-	-	-	-	-	-	-	7,420
Intergovernmental programs-----	37,092	-	57,665	-	-	-	-	-	11,734	106,491
Capital grants-----	-	-	710	-	-	-	-	-	19	729
Other-----	2,151	710	-	-	-	1,112	-	604	8,650	13,227
Total revenues-----	728,080	117,117	60,497	7,872	52	3,631	8,743	23,354	231,979	1,181,325
EXPENDITURES										
CURRENT										
General government-----	66,614	-	-	-	-	-	-	-	1,710	68,324
Public safety:										
Police-----	166,482	-	-	-	-	-	-	-	48,130	214,612
Fire-----	132,755	-	-	-	-	-	-	-	53,443	186,198
Other-----	11,660	-	-	-	-	-	-	-	18,513	30,173
Public services-----	85,737	-	51,079	4	12,191	-	67,715	-	37,962	254,688
Culture and recreation-----	35,423	-	-	9	-	9,944	-	39,646	18,897	103,919
Economic development-----	250	-	-	-	-	-	-	-	3,296	3,546
Capital outlay-----	2,475	-	15,167	-	1,778	36,268	76,344	1,660	51,033	184,725
DEBT SERVICE										
Principal-----	424	85,169	349	-	-	-	-	-	691	86,633
Interest-----	14	36,935	-	-	-	-	-	2	5	36,956
Bond issuance costs-----	-	425	-	-	-	-	375	-	-	800
Other debt service-----	5	-	-	-	-	-	-	-	-	5
Total expenditures-----	501,839	122,529	66,595	13	13,969	46,212	144,434	41,308	233,680	1,170,579
Excess (deficiency) of revenues over (under) expenditures-----	226,241	(5,412)	(6,098)	7,859	(13,917)	(42,581)	(135,691)	(17,954)	(1,701)	10,746
OTHER FINANCING SOURCES (USES)										
Transfers from other funds-----	-	-	10,146	31,164	-	142,936	116,883	16,646	58,673	376,448
Transfers to other funds-----	(217,370)	(116,883)	-	-	-	(31,164)	(8,220)	-	(33,383)	(407,020)
Capital financing and long-term debt issued-----	814	-	-	-	-	-	-	-	153	967
Sale of assets-----	61	-	-	-	-	-	-	68	1,032	1,161
Premium on bonds-----	-	7,943	-	-	-	-	-	-	-	7,943
Bonded debt issued-----	-	117,000	-	-	-	-	-	-	-	117,000
Net other financing sources (uses)-----	(216,495)	8,060	10,146	31,164	-	111,772	108,663	16,714	26,475	96,499
Net change in fund balances-----	9,746	2,648	4,048	39,023	(13,917)	69,191	(27,028)	(1,240)	24,774	107,245
FUND BALANCES										
Fund balances, beginning:										
As previously reported-----	224,598	133,426	22,988	71,337	88,927	164,121	286,773	21,881	424,549	1,438,600
Change in accounting principle-----	-	-	-	-	-	-	-	-	1,795	1,795
Fund balances, beginning, as restated-----	224,598	133,426	22,988	71,337	88,927	164,121	286,773	21,881	426,344	1,440,395
Fund balances, ending-----	\$234,344	\$136,074	\$27,036	\$110,360	\$75,010	\$233,312	\$259,745	\$20,641	\$451,118	\$1,547,640

(1) See APPENDIX B – REPORT OF INDEPENDENT AUDITOR AND FINANCIAL STATEMENTS FOR THE YEAR

ENDED JUNE 30, 2023.

Governmental Funds
Five-Year Statement of Revenues, Expenditures and
Changes in Fund Balances Data
(dollars in thousands)

	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>
<u>Revenues</u>					
Sales Tax, net of estimated refunds	\$ 592,263	\$ 556,562	\$ 486,376	\$ 460,883	\$ 470,803
Use taxes	126,304	115,902	100,141	87,107	81,587
Hotel/motel taxes	18,578	16,682	11,908	12,375	15,611
Property taxes	114,530	101,814	102,336	97,707	94,109
Emergency Telephone Taxes	6,330	6,230	6,222	6,132	5,513
Other taxes	7,251	7,559	7,601	7,068	6,613
Franchise taxes/fees	52,238	42,787	39,667	40,837	41,014
Licenses and permits	32,334	36,593	32,768	31,089	29,104
Oil and gas royalties	596	690	339	350	487
Fines and forfeitures	14,654	16,165	18,189	16,994	20,172
Investment income	26,561	(32,812)	3,606	34,161	37,235
Charges for services	55,493	46,640	34,611	41,370	44,839
Rental income	6,326	6,529	3,614	3,582	4,221
Payment from Component Units	7,420	9,033	7,664	7,472	5,599
Intergovernmental programs	106,491	114,122	168,912	68,007	63,210
Grant Capital	729	-	50	6,607	2,057
Other	13,227	12,200	7,349	6,634	5,510
Total Revenues	<u>\$ 1,181,325</u>	<u>\$ 1,056,696</u>	<u>\$ 1,031,353</u>	<u>\$ 928,375</u>	<u>\$ 927,684</u>
<u>Expenditures</u>					
Current:					
General government	\$ 68,324	\$ 59,600	\$ 56,806	\$ 55,572	\$ 55,558
Public safety	430,983	389,013	354,787	387,387	372,429
Public services	254,688	274,004	283,636	245,862	186,051
Culture and recreation	103,919	72,216	57,772	69,354	69,348
Education	-	-	2,154	13	353
Capital Outlay	184,725	140,982	147,883	197,242	225,646
Economic Development	3,546	5,797	1,203	1,212	1,659
Debt Service:					
Principal	86,633	78,262	69,560	70,754	66,184
Interest and fiscal charges	36,956	35,245	34,001	33,479	32,785
Bond issuance costs	800	1,057	1,245	1,823	992
Other	5	-	6	-	5
Total Expenditures	<u>\$ 1,170,579</u>	<u>\$ 1,056,176</u>	<u>\$ 1,009,053</u>	<u>\$ 1,062,698</u>	<u>\$ 1,011,010</u>
Excess (deficiency) of revenues over expenditures	<u>\$ 10,746</u>	<u>\$ 520</u>	<u>\$ 22,300</u>	<u>\$ (134,323)</u>	<u>\$ (83,326)</u>
<u>Other Financing Sources (Uses)</u>					
Transfers from other funds	\$ 376,448	\$ 406,272	\$ 345,611	\$ 173,162	\$ 152,028
Transfers to other funds	(407,020)	(434,224)	(369,775)	(190,025)	(171,571)
Capital financing	967	387	-	-	-
Sale of assets	1,161	877	1,925	3,867	924
Premium on bonds	7,943	12,403	13,876	11,943	9,642
Proceeds of general obligation	117,000	110,000	146,600	139,975	146,860
Refunding debt issued	-	25,395	19,765	-	-
Payment to bond escrow agent	-	(28,124)	(22,887)	(34,298)	(44,280)
Net other financing sources	<u>\$ 96,499</u>	<u>\$ 92,986</u>	<u>\$ 135,115</u>	<u>\$ 104,624</u>	<u>\$ 93,603</u>
Special Item	-	-	-	-	3,118
Net change in fund balances	107,245	93,506	157,415	(29,699)	13,395
Fund balances, beginning	\$ 1,438,600	\$ 1,333,770	\$ 1,176,148	\$ 1,205,847	\$ 1,192,452
Restatement	1,795	1,324	207	-	-
Fund balances, Ending	<u>\$ 1,547,640</u>	<u>\$ 1,428,600</u>	<u>\$ 1,333,770</u>	<u>\$ 1,176,148</u>	<u>\$ 1,205,847</u>

Fiscal Year 2024 Budget

Sales tax is the largest source of revenue for the City's general fund. Overall fiscal year to date sales tax collections, through December 2023, were \$2.08 million or 1.26% above Fiscal Year 2024 projections and 1.98% above the same period in the previous fiscal year.

Sales tax collected by online retailers is classified by the State of Oklahoma as use tax and received by the City as such. Overall fiscal year to date use tax collections through December 2023 were approximately \$302,000 or 0.64% above Fiscal Year 2024 projections, and 0.91% above the same period in the previous fiscal year.

All other general fund revenues were approximately \$1.8 million or 1.30% above projection through December 2023.

Overall General Fund revenues were approximately \$15.8 million or 5.49% above target through the same period.

Overall General Fund expenses were approximately \$13.9 million below budget or 95.1% of budget through the same period.

The Fiscal Year 2025 budget will be introduced to the City Council in April 2024 and will be adopted in June 2024. Current projections for the Fiscal Year 2025 General Fund Budget are \$613.2 million in revenues and \$613.2 million in expenditures.

Pension Plans

The City and its component units participate in four defined benefit public employee retirement systems and four defined contribution plans as follows:

- *Oklahoma City Employee Retirement System (OCERS)* on behalf of substantially all full-time, non-uniformed employees of the City except those participating in the City's 401A plan.
- *Central Oklahoma Transportation and Parking Authority (COTPA) Retirement Trust* on behalf of all COTPA employees.
- *Oklahoma Police Pension and Retirement System* on behalf of all uniformed City police officers.
- *Oklahoma Firefighter's Pension and Retirement System* on behalf of all uniformed City firefighters.
- *ICMA Retirement Corporation 401(A) Money Purchase Plan* on behalf of certain management employees hired before September 1, 2001.
- *ICMA Retirement Corporation 401(A) Money Purchase Plan* on behalf of certain management employees hired after September 1, 2001.
- *COTPA Defined Contribution Plan* on behalf of administrative non-union employees of COTPA.
- *MCA Deferred Compensation Plan* on behalf of all MCA employees.

The OCERS plan is a single employer, defined benefit plan. A Board of Trustees (Board) manages the Oklahoma City Employee Retirement System. The Board has established investment policies and objectives which ensure that the system remains financially and actuarially sound and able to pay all benefits when due. The Board has contractually delegated the purchase and sale of equities, fixed income securities, and cash equivalents to investment managers who are periodically evaluated for investment performance by an investment consultant and the Board. The OCERS, as of June 30, 2023, had a net pension liability of \$74,448,047 with a plan fiduciary net position as a percentage of the total pension liability of 91.88%. This valuation was used in the preparation of APPENDIX B. More information about the valuation of OCERS may be found in the OCERS audited financial statements accessible through the City's website. For the December 31, 2022, OCERS actuarial valuation, the amortization period is 19 years, closed. The cost-of-living maximum increase remained at 2%.

The City's contribution requirements are actuarially determined and established by City Council ordinance. The contribution rate for fiscal year 2022 was 67.46% of covered payroll, and the contribution rate for fiscal year 2023 was 6.45% of covered payroll. In fiscal year 2023, the City made a contribution of \$10,716,787 which was 106.00% of the actuarial determined contribution. Further information on the OCERS plan can be found in note VII. Pension and Post-Employment Plans in APPENDIX B.

The COTPA Pension Plan is a single employer, defined benefit plan. A Pension Plan Committee (Committee) appointed by the COTPA Board of Trustees serves as the Trustees of the COTPA Pension Plan. The Committee has established investment policies and objectives which ensure that the system remains financially and actuarially sound and able to pay the benefits when due. The Committee has contractually delegated the purchase and sale of equities, fixed income securities, and cash equivalents to investment managers who are periodically evaluated for investment performance and compliance with Investment Policy guidelines, by a financial consultant and the Committee. The COTPA Pension Plan as of June 30, 2023, had a net pension liability of \$2,727,939 with a plan fiduciary net position as a percentage of the total pension liability of 86.52%.

COTPA's contribution requirements are negotiated and established pursuant to union contract. The employer contributes \$60.05 per week of covered payroll. In fiscal year 2023, COTPA made a contribution of \$761,194. Further information on the COTPA Pension Plan can be found in Note VII. Pension and Post-Employment Plans in APPENDIX B. More information about the COTPA Pension Plan may be found in the COTPA audited financial statements accessible through the City's website.

Approximately 73 employees participate in one of the two International City Managers Association (ICMA) Retirement Corporation's 401(A) Money Purchase Plan in lieu of the OCERS.

Approximately 47 employees participate in the Central Oklahoma Transportation and Parking Authority Defined Contribution Plan.

Approximately 5 employees participate in the MCA Deferred Compensation Plan.

The City of Oklahoma City, as the employer, participates in two statewide cost-sharing, multi-employer defined benefit plans on behalf of the City's police officers and firefighters. The systems are funded by contributions from participants, employers, state insurance premium taxes, and state appropriations, as necessary. The City's required contribution to these two defined benefit plans are set by State statute, and the State of Oklahoma assumes the full obligation for any unfunded actuarial accrued liability. Contributions are required by Oklahoma State Statute.

The Oklahoma Police Pension and Retirement System as of July 1, 2022, had a plan fiduciary net position as a percentage of the total pension liability of 102.74%. The City's proportionate share of the net pension asset is \$21,196,534. The City's contribution requirements are statutorily established at 13.00% of covered payroll by 11 O.S. § 50-109. In fiscal year 2023, the City remitted 100% of its \$13,675,991 statutorily required contribution. The State of Oklahoma contributed estimated payments on behalf of City employees to the Police pension of \$10,532,703. For additional information on the State's on behalf of contributions for all member cities representing the plan as a whole see Exhibit B in the published GASB Statement No. 67 Report prepared as of June 30, 2022. Oklahoma Police Pension and Retirement System Information (GASB 67 and 68).

The Oklahoma Firefighters Pension and Retirement System as of July 1, 2022, had a plan fiduciary net position as a percentage of the total pension liability of 69.49%. The City's proportionate share of the net pension liability is \$347,705,609. The City's contribution requirements are statutorily established at 14.00% of covered payroll by 11 O.S. § 49-122. In fiscal year 2023, the City remitted 100% of its \$13,403,985 statutorily required contribution. The State of Oklahoma contributed estimated payments on behalf of City employees to the Firefighters pension of \$27,237,695. For additional information on the State's on behalf of contributions for all member cities representing the plan as a whole see Note 3.6 GASB 67 Plan Accounting Information in the published Actuarial Valuation Report prepared as of June 30, 2022. Oklahoma Firefighters Pension and Retirement System Information (GASB 67 and 68).

For additional information on the five pension plans' benefits, membership, and funding, see Notes VII.A. Defined Benefit Single Employer Pension Plans, VII.B. Defined Benefit Cost-Sharing, Multiple-Employer Pension Plans, and VII.C. Defined Contribution Single Employer Pension Plans of the Financial Statements included in APPENDIX B.

Other Post-Employment Benefits

In addition to providing pension benefits, the City provides post-employment benefits to employees in two single-employer, defined benefit Other Post Employment Benefit (“OPEB”) plans.

City OPEB – The City provides post-employment healthcare benefits for retired employees and their dependents through the City of Oklahoma City Post-Retirement Medical Plan (the City OPEB Plan), a single-employer defined benefit healthcare plan. The benefits, coverage levels, employee contributions and employer contributions are governed by the City and can be amended by the City through its personnel manual and union contracts. The City OPEB Plan covers all current retirees who elected post-retirement medical coverage through the City and future retired general employees. MCA retirees are not covered under this plan and all firefighters retiring after December 31, 2002 are covered under a separate plan established specifically to provide medical benefits to City firefighters and are not considered for this disclosure.

Formal changes to the plan were adopted in December 2016, which include: 1) Beginning January 1, 2017, all new hires may participate in the plan, but they will not be eligible for any subsidies on their premiums; 2) Participation eligibility for existing employees increased from age 55 with 5 years’ service to age 60 with 15 years’ service. Additionally, the retirees’ portion of the medical insurance premium was increased 2% per year until it reached 50% of the premium on January 1, 2020. No additional premium share increases are currently programmed.

The City’s OPEB plans are discussed in more detail in Note VII.D. Defined Benefit Single Employer OPEB Plans of the Financial Statements included in APPENDIX B.

Investments

The City Council has adopted an Investment Policy (the “Policy”), which incorporates the State Statutes and City Charter requirements for the investment of surplus operating funds of the City. The Policy has received the Association of Public Treasurers of the United States and Canada Investment Policy Certification of Excellence. In accordance with the Policy, the City Treasurer must follow three major, prioritized objectives in investing funds: safety, liquidity, and return on investment.

The City currently invests in short-term U.S. Treasury Securities (Treasury Bills, Treasury Notes, and various types of Treasury Strips), non-callable and callable Agency Securities, money market funds, commercial paper, and high yield savings accounts.

The City manages an investment portfolio that ranges between \$2.01 billion and \$2.13 billion in market value. As of June 30, 2023, the amortized book value of this portfolio was \$2.19 billion and the market value was \$2.13 billion. This portfolio was composed of 22 individual or “sub” portfolios through June 30, 2023. These “sub” portfolios consist of the City’s general operating funds, the Water Utilities Trust funds, the Municipal Facilities Authority funds, the Oklahoma City Riverfront Redevelopment Authority funds, the Oklahoma City Public Property Authority general funds, the dedicated Metropolitan Area Projects funds, the Oklahoma City Economic Development Trust funds and 15 general obligation bond proceed funds.

The July 1, 2022 - June 30, 2023 total rate of return (market basis) for the portfolio was 1.27% compared to the Merrill Lynch 0-3 Year Treasury Index total rate of return of 1.16%.

The City’s basic investment strategy is to structure the investment portfolio to meet the various cash flow needs of the City and attain a market-average rate of return for each “sub” portfolio. Through historical experience, the City Treasurer has documented the on-going cash flow needs of the City (e.g. bi-weekly payroll, vendor payments, debt service payments, and capital project requirements). Investment maturities are “laddered” to cover specific known cash flow requirements throughout the year, such as debt service payments and capital improvement program expenditures. Money market funds and high yield savings accounts are routinely utilized to meet short-term cash flow needs for payroll and weekly vendor payments. This portfolio strategy:

- provides the City the ability to meet liquidity requirements and hold securities until maturity;
- protects the City from the risk of losses caused by having to sell securities prior to maturity in an increasing interest rate market; and,
- provides the City reasonable rates of return under various market conditions.

Proceeds from tax-exempt general obligation bonds issued after September 1, 1986, are subject to the 1986 Tax Reform Act. The City invests, records, and reports these proceeds in the manner set forth by the U.S. Treasury and Internal Revenue Service to maintain the bonds' tax-exempt status. For additional information concerning the City's investments, see Note II.A.1. Deposits and Investments in the Financial Statements included in APPENDIX B.

Risk Management

The City's comprehensive risk management program includes property, art and liability insurance, as well as insurance for major assets such as helicopters and streetcars, safety, and workers' compensation. Significant losses are covered by commercial insurance for all major programs except workers' compensation for which the City is self-insured. Stop-loss insurance is in place for the self-insured program. The City estimates that current coverage is sufficient to cover property losses should a catastrophic event occur. Reported judgments (tort liability) are principally funded through property taxes over a three-year period. For additional information, see Note III.A.6. Notes, Lease Obligations, And Estimated Claims Payable – *Estimated Claims Payable* in the Financial Statements included in APPENDIX B.

ABSENCE OF MATERIAL LITIGATION

No litigation is pending (a) seeking to restrain or enjoin the issuance or delivery of the Series 2024 Bonds, (b) contesting or affecting any authority for or the validity of the Series 2024 Bonds, (c) contesting the power of the City to issue the Series 2024 Bonds or the power of the City to offer and sell them, (d) affecting the power of the City to levy and collect taxes to pay the Series 2024 Bonds, or (e) contesting the corporate existence or boundaries of the City.

LEGAL MATTERS

All legal matters incidental to the authorization and issuance of the Series 2024 Bonds are subject to the approving opinion of The Public Finance Law Group PLLC, and Williams, Box, Forshee, & Bullard, P.C., Co-Bond Counsel, all of Oklahoma City, Oklahoma, and the Attorney General of the State of Oklahoma. The Co-Bond Counsel unqualified legal opinion regarding the validity and tax-exempt status of the Series 2024 Bonds is in APPENDIX C. Certain legal matters will be passed upon for the City by Kutak Rock LLP, Denver, Colorado, Disclosure Counsel for the City.

CYBER-SECURITY

Computer networks and data transmission and collection are vital to the operations of the City. Despite security measures, information technology and infrastructure of the City may be vulnerable to attacks by outside or internal hackers, or breached by employee error, negligence or malfeasance. Any such breach or attack could compromise systems and the information stored thereon. Any such disruption or other loss of information could result in a disruption in the operation of the City and could adversely affect the ability of the City to timely collect and disburse ad valorem taxes.

In an effort to mitigate cyber security threats, the City maintains a Cyber Security Division within the Oklahoma City Information Technology Department that is dedicated to the protection of City systems, networks, and devices. The City employs industry standard practices and resources to detect and prevent unauthorized access to its systems, networks, and devices from sources located both outside and inside the organization. The City conducts regular mandatory Cyber-Security Awareness Training for its employees. This training is essential to reduce the risk that the organization's employees can be tricked by sophisticated phishing or social engineering methods into serving unknowingly as entry points into the organization's information and data systems.

TAX MATTERS – TAX-EXEMPT SERIES 2024 BONDS

Opinion of Co-Bond Counsel

In the opinion of The Public Finance Law Group PLLC, and Williams, Box, Forshee & Bullard, P.C., Co-Bond Counsel to the City, under existing statutes and court decisions and assuming continuing compliance with certain tax covenants described herein, (i) interest on the Tax-Exempt Series 2024 Bonds is excluded from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the “Code”), and (ii) interest on the Tax-Exempt Series 2024 Bonds is not treated as a preference item in calculating the alternative minimum tax imposed on individuals under the Code; however, such interest is taken into account in determining the annual adjusted financial statement income of certain corporations for the purpose of computing the alternative minimum tax imposed on corporations for tax years beginning after December 31, 2022. In rendering its opinion, Co-Bond Counsel has relied on certain representations, certifications of fact, and statements of reasonable expectations made by the City in connection with the Tax-Exempt Series 2024 Bonds, and Co-Bond Counsel has assumed compliance by the City with certain ongoing covenants to comply with applicable requirements of the Code to assure the exclusion of interest on the Tax-Exempt Series 2024 Bonds from gross income under Section 103 of the Code.

The Code provides that commercial banks, thrift institutions and other financial institutions may not deduct the portion of their interest expense allocable to tax-exempt obligations acquired after August 7, 1986, (other than certain “qualified” obligations). **The Tax-Exempt Series 2024 Bonds are not “qualified” obligations for this purpose.**

In addition, in the opinion of Co-Bond Counsel to the City, under existing statutes, interest on the Tax-Exempt Series 2024 Bonds shall be exempt from Oklahoma income taxation pursuant to Section 2358.5 of Title 68, Oklahoma Statutes, 2021.

Co-Bond Counsel expresses no opinion regarding any other federal or state tax consequences with respect to the Tax-Exempt Series 2024 Bonds. Co-Bond Counsel renders its opinion under existing statutes and court decisions as of the issue date, and assumes no obligation to update, revise or supplement its opinion to reflect any action hereafter taken or not taken, or any facts or circumstances that may hereafter come to its attention, or changes in law or in interpretations thereof that may hereafter occur, or for any other reason. Co-Bond Counsel expresses no opinion on the effect of any action hereafter taken or not taken in reliance upon an opinion of other counsel on the exclusion from gross income for federal income tax purposes of interest on the Tax-Exempt Series 2024 Bonds, or under state and local tax law.

Certain Ongoing Federal Tax Requirements and Covenants

The Code establishes certain ongoing requirements that must be met subsequent to the issuance and delivery of the Tax-Exempt Series 2024 Bonds in order that interest on the Tax-Exempt Series 2024 Bonds be and remain excluded from gross income under Section 103 of the Code. These requirements include, but are not limited to, requirements relating to use and expenditure of gross proceeds of the Tax-Exempt Series 2024 Bonds, yield and other restrictions on investments of gross proceeds, and the arbitrage rebate requirement that certain excess earnings on gross proceeds be rebated to the federal government. Noncompliance with such requirements may cause interest on the Tax-Exempt Series 2024 Bonds to become included in gross income for federal income tax purposes retroactive to their issue date, irrespective of the date on which such noncompliance occurs or is discovered. The City has covenanted to comply with certain applicable requirements of the Code to assure the exclusion of interest on the Tax-Exempt Series 2024 Bonds from gross income under Section 103 of the Code.

Certain Collateral Federal Tax Consequences

The following is a brief discussion of certain collateral federal income tax matters with respect to the Tax-Exempt Series 2024 Bonds. It does not purport to address all aspects of federal taxation that may be relevant to a particular owner of a Tax-Exempt Series 2024 Bond. Prospective investors, particularly those who may be subject to special rules, are advised to consult their own tax advisors regarding the federal tax consequences of owning and disposing of the Tax-Exempt Series 2024 Bonds.

Prospective owners of the Tax-Exempt Series 2024 Bonds should be aware that the ownership of such obligations may result in collateral federal income tax consequences to various categories of persons, such as corporations (including S corporations and foreign corporations), financial institutions, property and casualty and life insurance companies,

individual recipients of Social Security and railroad retirement benefits, individuals otherwise eligible for the earned income tax credit, and taxpayers deemed to have incurred or continued indebtedness to purchase or carry obligations the interest on which is excluded from gross income for federal income tax purposes. Interest on the Tax-Exempt Series 2024 Bonds may be taken into account in determining the tax liability of foreign corporations subject to the branch profits tax imposed by Section 884 of the Code.

Original Issue Discount

“Original issue discount” (“OID”) is the excess of the sum of all amounts payable at the stated maturity of a Tax-Exempt Series 2024 Bond (excluding certain “qualified stated interest” that is unconditionally payable at least annually at prescribed rates) over the issue price of that maturity. In general, the “issue price” of a maturity (a bond with the same maturity date, interest rate, and credit terms) means the first price at which at least 10 percent of such maturity was sold to the public, i.e., a purchaser who is not, directly or indirectly, a signatory to a written contract to participate in the initial sale of the Tax-Exempt Series 2024 Bonds. In general, the issue price for each maturity of Tax-Exempt Series 2024 Bonds is expected to be the initial public offering price set forth on the cover page of the Official Statement. Co-Bond Counsel further is of the opinion that, for any Tax-Exempt Series 2024 Bonds having OID (a “Discount Bond”), OID that has accrued and is properly allocable to the owners of the Discount Bonds under Section 1288 of the Code is excludable from gross income for federal income tax purposes to the same extent as other interest on the Tax-Exempt Series 2024 Bonds.

In general, under Section 1288 of the Code, OID on a Discount Bond accrues under a constant yield method, based on periodic compounding of interest over prescribed accrual periods using a compounding rate determined by reference to the yield on that Discount Bond. An owner’s adjusted basis in a Discount Bond is increased by accrued OID for purposes of determining gain or loss on sale, exchange, or other disposition of such Tax-Exempt Series 2024 Bond. Accrued OID may be taken into account as an increase in the amount of tax-exempt income received or deemed to have been received for purposes of determining various other tax consequences of owning a Discount Bond even though there will not be a corresponding cash payment.

Section 451 of the Code was amended by Pub. L. No. 115-97, enacted December 22, 2017 (sometimes referred to as the Tax Cuts and Jobs Act), to provide that taxpayers using an accrual method of accounting for federal income tax purposes generally will be required to include certain amounts in income, including original issue discount and market discount, no later than the time such amounts are reflected on certain financial statements of such taxpayer. The application of this rule may require the accrual of income earlier than would have been the case prior to the amendment of Section 451 of the Code. The rule generally applies to taxable years after 2017, except that in the case of income from a debt instrument having original issue discount, the rule does not apply until taxable years after 2018.

Owners of Discount Bonds should consult their own tax advisors with respect to the treatment of original issue discount for federal income tax purposes, including various special rules relating thereto, and the state and local tax consequences of acquiring, holding, and disposing of Discount Bonds.

Bond Premium

In general, if an owner acquires a Tax-Exempt Series 2024 Bond for a purchase price (excluding accrued interest) or otherwise at a tax basis that reflects a premium over the sum of all amounts payable on the Tax-Exempt Series 2024 Bond after the acquisition date (excluding certain “qualified stated interest” that is unconditionally payable at least annually at prescribed rates), that premium constitutes “bond premium” on that Tax-Exempt Series 2024 Bond (a “Premium Bond”). In general, under Section 171 of the Code, an owner of a Premium Bond must amortize the bond premium over the remaining term of the Premium Bond, based on the owner’s yield over the remaining term of the Premium Bond determined based on constant yield principles (in certain cases involving a Premium Bond callable prior to its stated maturity date, the amortization period and yield may be required to be determined on the basis of an earlier call date that results in the lowest yield on such bond). An owner of a Premium Bond must amortize the bond premium by offsetting the qualified stated interest allocable to each interest accrual period under the owner’s regular method of accounting against the bond premium allocable to that period. In the case of a tax-exempt Premium Bond, if the bond premium allocable to an accrual period exceeds the qualified stated interest allocable to that accrual period, the excess is a nondeductible loss. Under certain circumstances, the owner of a Premium Bond may realize a taxable gain upon disposition of the Premium Bond even though it is sold or redeemed for an amount less than or equal to the owner’s original acquisition cost. Owners of any Premium Bonds should consult their own tax advisors regarding the treatment of bond premium for federal income

tax purposes, including various special rules relating thereto, and state and local tax consequences, in connection with the acquisition, ownership, amortization of bond premium on, sale, exchange, or other disposition of Premium Bonds.

Information Reporting and Backup Withholding

Information reporting requirements apply to interest paid on tax-exempt obligations, including the Tax-Exempt Series 2024 Bonds. In general, such requirements are satisfied if the interest recipient completes, and provides the payor with, a Form W-9, "Request for Taxpayer Identification Number and Certification," or if the recipient is one of a limited class of exempt recipients. A recipient not otherwise exempt from information reporting who fails to satisfy the information reporting requirements will be subject to "backup withholding," which means that the payor is required to deduct and withhold a tax from the interest payment, calculated in the manner set forth in the Code. For the foregoing purpose, a "payor" generally refers to the person or entity from whom a recipient receives its payments of interest or who collects such payments on behalf of the recipient.

If an owner purchasing a Tax-Exempt Series 2024 Bond through a brokerage account has executed a Form W-9 in connection with the establishment of such account, as generally can be expected, no backup withholding should occur. In any event, backup withholding does not affect the excludability of the interest on the Tax-Exempt Series 2024 Bonds from gross income for federal income tax purposes. Any amounts withheld pursuant to backup withholding would be allowed as a refund or a credit against the owner's federal income tax once the required information is furnished to the Internal Revenue Service.

Miscellaneous

Tax legislation, administrative actions taken by tax authorities, or court decisions, whether at the federal or state level, may adversely affect the tax-exempt status of interest on the Tax-Exempt Series 2024 Bonds under federal or state law or otherwise prevent beneficial owners of the Tax-Exempt Series 2024 Bonds from realizing the full current benefit of the tax status of such interest. In addition, such legislation or actions (whether currently proposed, proposed in the future, or enacted) and such decisions could affect the market price or marketability of the Tax-Exempt Series 2024 Bonds.

INVESTORS SHOULD CONSULT WITH THEIR TAX ADVISORS AS TO THE TAX CONSEQUENCES OF THEIR ACQUISITION, HOLDING, OR DISPOSITION OF THE TAX-EXEMPT SERIES 2024 BONDS.

TAX MATTERS – TAXABLE SERIES 2024 BONDS

Opinion of Co-Bond Counsel

In the opinion of The Public Finance Law Group PLLC, and Williams, Box, Forshee & Bullard, P.C., Co-Bond Counsel to the City, interest on the Taxable Series 2024 Bonds is not excluded from gross income of the recipients thereof for federal income tax purposes.

In addition, in the opinion of Co-Bond Counsel to the City, under existing statutes, interest on the Taxable Series 2024 Bonds shall be exempt from Oklahoma income taxation pursuant to Section 2358.5 of Title 68, Oklahoma Statutes, 2011.

Co-Bond Counsel expresses no opinion regarding any other federal or state tax consequences with respect to the Taxable Series 2024 Bonds. Co-Bond Counsel renders its opinion under existing statutes and court decisions as of the issue date, and assumes no obligation to update, revise or supplement its opinion to reflect any action hereafter taken or not taken, or any facts or circumstances that may hereafter come to its attention, or changes in law or in interpretations thereof that may hereafter occur, or for any other reason. Co-Bond Counsel expresses no opinion on the effect of any action hereafter taken or not taken in reliance upon an opinion of other counsel on the exclusion from gross income for federal income tax purposes of interest on the Taxable Series 2024 Bonds, or under state and local tax law.

INVESTORS SHOULD CONSULT WITH THEIR TAX ADVISORS AS TO THE TAX CONSEQUENCES OF THEIR ACQUISITION, HOLDING, OR DISPOSITION OF THE TAXABLE SERIES 2024 BONDS.

CONTINUING DISCLOSURE AGREEMENT

The City has covenanted for the benefit of the holders of the Series 2024 Bonds to provide certain financial information and operating data relating to the City by not later than 190 days following the end of its fiscal year commencing with the fiscal year ending June 30, 2024 (the “Annual Report”), and to provide notices of the occurrence of certain enumerated events to the Municipal Securities Rulemaking Board (the “MSRB”), accompanied by identifying information and in an electronic format, as prescribed by the MSRB, pursuant to its Electronic Municipal Market Access (“EMMA”) System. Investors will be able to access continuing disclosure information filed with the MSRB at www.emma.msrb.org. The specific nature of the information to be contained in the Annual Report or the notices of material events is set forth in the form of continuing disclosure agreement attached as APPENDIX D hereto. These covenants have been made in order to assist the Purchaser in complying with Securities and Exchange Commission Rule 15c2-12(b)(5) (the “Rule”).

The Finance Department of the City of Oklahoma City is responsible for making the annual filings of financial information and operating data and the filing of notices of material events for all bond issues of the City and of the City’s public trusts that are subject to the provisions of the Rule. There are numerous continuing disclosure agreements relating to such bond issues, some of which specify slightly different dates by which the annual filings are required to be made, the earliest of which is 180 days following the end of the City’s fiscal year.

CREDIT RATINGS

The Series 2024 Bonds have received unenhanced ratings of “Aaa (stable outlook)” by Moody’s Investors Service, Inc. (“Moody’s”) and “AAA (stable outlook)” by S&P Global Ratings (“S&P”). The presently outstanding tax supported debt of the City is rated “Aaa (stable outlook)” by Moody’s and “AAA (stable outlook)” by S&P. An explanation of the significance of such ratings may be obtained from the company furnishing the rating. The ratings reflect only the respective views of such organizations and the City makes no representation as to the appropriateness of the ratings. There is no assurance that such ratings will continue for any given period of time or that they will not be revised downward or withdrawn entirely by such rating companies, if in the judgment of one or all such companies, circumstances so warrant. Any such downward revision or withdrawal of such ratings may have an adverse effect on the market price of the Series 2024 Bonds. The City will undertake no responsibility to notify the owners of the Series 2024 Bonds of any such revisions or withdrawal of ratings.

REGISTRATION AND QUALIFICATION OF SERIES 2024 BONDS FOR SALE

The sale of the Series 2024 Bonds has not been registered under the Securities Act of 1933, as amended, in reliance upon the exemption provided thereunder by Section 3(a)(2); and the Series 2024 Bonds have not been qualified under the Securities Act of Oklahoma in reliance upon various exemptions contained therein; nor have the Series 2024 Bonds been qualified under the securities acts of any jurisdiction. The City assumes no responsibility for qualification of the Series 2024 Bonds under the securities laws of any jurisdiction in which the Series 2024 Bonds may be sold, assigned, pledged, hypothecated or otherwise transferred. This disclaimer of responsibility for qualification for sale or other disposition of the Series 2024 Bonds shall not be construed as an interpretation of any kind with regard to the availability of any exemption from securities registration provisions.

UNDERWRITING

The Tax-Exempt Series 2024 Bonds were purchased at competitive sale by _____ (the “Purchaser”). The Purchaser has agreed to purchase the Tax-Exempt Series 2024 Bonds at a price equal to \$_____ plus accrued interest from March 1, 2024.

The Taxable Series 2024 Bonds were purchased at competitive sale by _____ (the “Taxable Series 2024 Purchaser”). The Taxable Series 2024 Purchaser has agreed to purchase the Taxable Series 2024 Bonds at a price equal to \$_____ plus accrued interest from March 1, 2024.

FINANCIAL ADVISOR

PFM Financial Advisors LLC (“PFM”) is employed as Financial Advisor to the City in connection with the issuance of the Series 2024 Bonds. The Financial Advisor’s fee for services rendered with respect to the sale of the Series 2024 Bonds is contingent upon the issuance and delivery of the Series 2024 Bonds. PFM, in its capacity as Financial Advisor, has relied on the opinion of Co-Bond Counsel and has not verified and does not assume any responsibility for the information, covenants and representations contained in any of the legal documents with respect to the federal income tax status of the Series 2024 Bonds, or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies. The Financial Advisor is not obligated to undertake, and has not undertaken to make, an independent verification or to assume responsibility for the accuracy, completeness, or fairness of the information contained in this Official Statement.

CERTIFICATES WITH RESPECT TO OFFICIAL STATEMENT

At the time of original delivery of and payment for the Series 2024 Bonds, the City will deliver a certificate addressed to the Purchaser to the effect that the financial and other data concerning the City contained herein is correct and that (i) the Official Statement, both as of its date and as of the date of delivery of the Series 2024 Bonds, does not contain any untrue statement of material fact or fail to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading and (ii) between the date of the Official Statement and the date of delivery of the Series 2024 Bonds there has been no material change in the affairs (financial or other), financial condition, or results of operations of the City except as set forth in or contemplated by the Official Statement.

MISCELLANEOUS

Under no circumstance shall the Official Statement constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Series 2024 Bonds in any jurisdiction in which it is unlawful for such person to make any limited offer, solicitation, or sale.

All references to statutes, ordinances, and other documents mentioned herein and in the accompanying Appendices, including any summaries thereof, are qualified in their entirety by reference to such documents. Reference is made to the Appendices hereto, which are an integral part of this Official Statement, and must be read together with the rest of this Official Statement.

References to web site addresses presented herein are for informational purposes only and may be in the form of a hyperlink solely for the reader’s convenience. Unless specified otherwise, such web sites and the information or links contained therein are not incorporated into, and are not part of, this Official Statement.

The financial data and other information contained herein have been obtained from the City’s records, audited financial statements and other sources believed to be reliable. There is no guarantee that any of the assumptions or estimates contained herein will be realized. Any statements made in this Official Statement involving matters of opinion are intended merely as opinion and not as representation of fact. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the City, or its agencies and authorities, since the date hereof. This Official Statement is not to be construed as a contract or agreement between the City and the purchaser or registered owners of the Series 2024 Bonds.

**THE CITY OF OKLAHOMA CITY,
OKLAHOMA**
A Municipal Corporation

City Manager

APPENDIX A

DEMOGRAPHIC AND ECONOMIC INFORMATION CONCERNING THE CITY OF OKLAHOMA CITY

DEMOGRAPHIC AND ECONOMIC INFORMATION CONCERNING THE CITY OF OKLAHOMA CITY

AREA AND POPULATION

Historically, the City has pursued a policy of annexation, and is one of the largest cities in land area in the United States with a total area of approximately 620 square miles. The City had a 2023 estimated population of 716,000. With a six county Metropolitan Statistical Area (MSA) population of approximately 1.541 million, Oklahoma City ranks 20th in the nation based on July 1, 2022 Census Bureau population estimates.

Table A-1
City, MSA, and State
Population Estimates

	<u>Oklahoma City⁽¹⁾</u>	<u>Oklahoma City MSA⁽²⁾</u>	<u>State of Oklahoma⁽³⁾</u>
1960	324,253	584,721	2,328,284
1970	368,856	717,825	2,559,259
1980	403,891	860,969	3,025,290
1990	445,500	960,538	3,145,585
2000	507,579	1,085,282	3,450,654
2010	582,352	1,252,987	3,751,351
2011	589,655	1,276,680	3,791,508
2012	598,350	1,297,834	3,802,027
2013	599,199	1,321,040	3,829,773
2014	610,613	1,336,784	3,857,527
2015	629,000	1,356,965	3,885,288
2016	641,000	1,373,211	3,913,057
2017	653,000	1,373,211	3,940,833
2018	661,000	1,383,737	3,930,864
2019	670,200	1,396,400	3,949,000
2020	679,705	1,408,950	3,956,971
2021	689,743	1,425,375	3,986,639
2022	—	—	—
2023	—	—	—

TRANSPORTATION

The City is served by Interstate Highways 35, 40, 44, 235, and 240. Freight railroad transport is provided by three major railway lines; it is the headquarters for several motor freight lines, and bus service is provided by the major passenger carriers.

Will Rogers World Airport (“Will Rogers”) is a major airport classed by the Federal Aviation Administration (FAA) as a small hub, multi-purpose airport with runways and facilities capable of handling all presently operating aircraft. Will Rogers handled approximately 3.8 million passengers in Fiscal Year 2022 with eight major airlines providing service. The City also operates two general aviation airports, Wiley Post and Clarence E. Page.

METROPOLITAN AREA PROJECTS 3 (MAPS 3) SALES TAX

At an election held on December 8, 2009, voters approved the MAPS 3 Sales Tax (the “MAPS 3 Sales Tax”) which funded various projects throughout the City. This one cent dedicated temporary Sales Tax took effect on April 1, 2010 and expired on December 31, 2017. The City Council established the Maps 3 Advisory Board to monitor, review and make recommendations to the Council concerning the Maps 3 projects.

The approved projects included: the construction of a new, approximately 70-acre park, a rail-based transit package, a new downtown convention center, more than 70 miles of sidewalks throughout the City, more than 50 miles of new trails,

improvements to the Oklahoma River and construction of the new Riversport Rapids whitewater course, four senior health and wellness centers, and improvements to the Oklahoma State Fairgrounds. The majority of the projects have been completed and include: the downtown convention center, Scissortail Park (70-acre upper section), trails, sidewalks, the Oklahoma City Streetcar, two of the four senior health and wellness centers, Riversport Rapids located on the Oklahoma River, and the Bennett Event Center located at the State of Oklahoma Fairgrounds.

Total collections for the MAPS 3 Sales Tax exceeded original estimates and totaled \$803.2 million. The MAPS 3 Sales Tax, along with interest earnings of approximately \$34.1 million, are held in a dedicated segregated fund of the City and are sufficient to fully fund the described projects. As of January 10, 2023, the combined budget, including contingencies, for all MAPS 3 projects totaled \$839.4 million. The MAPS 3 Citizen's Advisory Board will make recommendations to the City Council as to the allocation of any surplus funds to projects.

CITY CAPITAL IMPROVEMENTS SALES TAX

At an election held on September 12, 2017, voters approved the City Capital Improvements Sales Tax. This tax will fund various capital improvement construction projects throughout the City including street resurfacing, streetscapes, sidewalks, trails, and bicycle lanes. This one cent sales tax took effect on January 1, 2018, one day after the expiration of the MAPS3 Sales Tax, and expired March 31, 2020. Collections for the City Capital Improvement Sales Tax totaled \$256.3 million, with an additional \$8.3 million in interest earnings. These funds are held in a dedicated segregated fund of the City.

2017 GENERAL OBLIGATION BOND AUTHORIZATION

At an election held on September 12, 2017, voters authorized a \$967,400,000 General Obligation Bond Program. Included in the authorization is \$907,400,000 in capital improvement projects and \$60,000,000 for economic development purposes. It is anticipated that these bonds, which include the Series 2024 Bonds, will be issued over a ten-year period.

METROPOLITAN AREA PROJECTS 4 (MAPS 4) SALES TAX

At an election held on December 10, 2019, voters approved the MAPS 4 temporary sales tax to fund various projects throughout the City. This one cent temporary sales tax took effect on April 1, 2020 and is expected to raise \$978 million before it expires on March 31, 2028. The sales tax proceeds accumulate while the program and projects are planned, so the projects are fully funded before construction begins. The City Council established the Maps 4 Citizens Advisory Board and its six subcommittees to monitor, review and make recommendations to the Council concerning the Maps 4 projects. Each project will be refined in the coming years as the process unfolds, much like the [previous MAPS programs](#). The Council has final authority on all Maps 4 projects.

The approved projects include Parks; Youth Centers; Senior Wellness Centers; Mental Health and Addiction; Family Justice Center; Transit; Sidewalks, Bike Lanes, Trails, and Streetlights; Homelessness; Chesapeake Energy Arena; Animal Shelter; Fairgrounds Coliseum; Diversion Hub; Innovation District Freedom Center; Clara Luper Civil Rights Center; Beautification; and a Multipurpose Stadium.

PROFESSIONAL BASKETBALL ARENA SALES TAX

On December 12, 2023, Oklahoma City voters approved a one penny sales tax to build a publicly owned arena to serve as the new home of the Oklahoma City Thunder professional basketball team. This sales tax will become effective on April 1, 2028, the day after the MAPS4 tax expires on March 31, 2028, and will expire on March 31, 2034.

CULTURAL, EDUCATIONAL, AND HEALTH FACILITIES

The City is a regional cultural and art center. The Oklahoma Art Center, Ballet Oklahoma, and the Arts Council of Oklahoma City host renowned artists each year and provide opportunities for local musicians and artists. The Oklahoma City Philharmonic Orchestra performs in Oklahoma City and tours other communities each season.

The City has 174 public parks that provide playgrounds, community recreation centers, gymnasiums, tennis, golf, and nature gardens. Other attractions include the Zoo with more than 2,000 animals, the National Cowboy and Western Heritage Museum, the Science Museum Oklahoma which features scientific museums, the National Softball Hall of Fame,

the Oklahoma Firefighters Museum, and the 45th Infantry Division Museum.

There are several major institutions of higher learning in the metropolitan area including Oklahoma City University, the University of Oklahoma at Norman, the University of Oklahoma School of Medicine, the University of Central Oklahoma in Edmond, Oklahoma Baptist University in Shawnee, Southern Nazarene University, Oklahoma Christian University of Science and Arts, Oklahoma City Community College, and Rose State College. There are also many business and technical schools in the area.

The City is a regional center for health care. The Oklahoma Health Sciences Center is located in a 200-acre complex near downtown which includes: The University of Oklahoma School of Medicine, Oklahoma Memorial Hospital, University Medical Research Foundation, Columbia Presbyterian Hospital, Oklahoma Children's Memorial Hospital, the Veterans Administration Hospital, the State Department of Health, and the State Department of Human Services. Other hospitals located in the City include: INTEGRIS Baptist Medical Center of Oklahoma, Mercy Health Center, SSM Health St. Anthony Hospital, INTEGRIS Southwest Medical Center, INTEGRIS Deaconess Hospital, and Hillcrest Health Center.

EMPLOYMENT

The relative stability of the economy is derived from the diversity of its economic base. Declines in energy production from the boom of the early 1980's have been offset by increases in the service sector, mirroring national economic trends. Oklahoma City is the home of Devon Energy Corporation's headquarters, Chesapeake Energy and Continental Resources as well as many other energy related companies. Manufacturing of communications equipment, computers, electronics, oil, and gas well supplies and equipment accounts for much of the area's industrial activity. The City is a major market for the State's livestock industry with major processing plants for both livestock and agricultural products. In addition, Oklahoma City is a regional center for health care services. There are approximately 106,000 employees involved in providing education and health care services in the metropolitan area. Along with the private sector employment, the City has several major governmental employers. The Federal, State, County, and City governments are all major employers. As the capital city of Oklahoma, the City is home to numerous state agencies and over 42,000 state employees. Tinker Air Force Base and the Oklahoma City Air Logistics Center, located in the southeast part of the City, have approximately 26,000 total civilian and military employees. The Federal Aviation Administration's Mike Monroney Aeronautical Center is located in the City at Will Rogers World Airport which is in the southwest part of the City and employs approximately 5,140 employees.

Table A-2
Oklahoma City MSA
Annual Average Non-Agricultural Employment (in thousands)

	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>
Natural Resources & Mining	10.9	9.4	8.0	16.3	22.0
Construction	33.4	30.9	30.9	32.4	31.3
Manufacturing	35.5	33.6	32.6	33.2	33.7
Trade, Transportation & Utilities	126.4	125.6	117.9	114.5	113.2
Information	5.9	5.6	5.6	6.8	7.3
Financial Activities	36.2	35.4	33.4	33.8	33.4
Professional & Business Services	91.1	87.6	80.6	86.4	85.7
Education & Health Services	106.0	99.1	97.8	96.1	93.3
Leisure & Hospitality	78.7	74.0	68.0	71.0	74.5
Other Services	29.0	27.5	27.6	28.8	29.4
Government	<u>127.3</u>	<u>125.7</u>	<u>126.1</u>	<u>130.5</u>	<u>129.9</u>
Total Non-agricultural	<u>680.4</u>	<u>654.4</u>	<u>628.5</u>	<u>649.8</u>	<u>653.7</u>

Source: United State Bureau of Labor Statistics; Average Annual Non-agricultural Employment. As reported in the City's Supplemental Disclosure Annual Financial Report for Fiscal Year 2023.

Table A-3
OKLAHOMA CITY MSA
Major Employers - Private and Public
Oklahoma City Metropolitan Area
Estimated Number of Employees (1)

<u>Employer</u>	<u>2023</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>	<u>2019</u>
Oklahoma State University	13,940	-	-	-	-
University of Oklahoma	10,745	11,085	12,700	12,700	12,700
INTEGRIS Health (3)	10,000	11,000	9,000	9,000	6,000
Amazon	8,000	8,000	5,000	5,000	-
Hobby Lobby Stores Inc.	6,500	6,500	6,500	6,500	5,100
Mercy Health System of OK	6,000	5,540	5,540	5,500	4,500
OU Health Science Center	5,000	5,000	7,500	7,500	5,000
SSM Health Care of Oklahoma, Inc.	5,000	4,000	3,000	3,000	3,000
Paycom	3,800	3,800	3,000	3,000	2,500
The Boeing Aerospace Company	3,700	3,600	3,600	4,200	3,000
OU Medical Center	3,400	3,400	3,300	3,300	3,300
<u>Government (2)</u>					
Local	54,767	52,392	51,917	55,442	54,475
State	42,317	43,183	44,075	47,300	46,075
Federal	30,192	30,067	30,108	29,500	29,383
Tinker Air Force Base	26,000	26,000	24,000	24,000	24,000
FAA Aeronautical Center	5,140	5,140	7,000	7,000	7,000

-
- (1) Information on employers is revised annually to provide the ten largest employers for the current year regardless of employment in prior years reported. Therefore, prior years may have no employment reported for some employers. This is not an indication of their prior year employment status.
- (2) Information includes civilian and non-civilian combined.
- (3) Includes INTEGRIS Baptist Medical Center and INTEGRIS Southwest Medical Center of Oklahoma.

UNEMPLOYMENT

The Oklahoma City MSA has consistently maintained a lower unemployment rate over the past ten years than the State of Oklahoma and the United States.

Table A-4
Oklahoma City MSA
Average Annual Unemployment (1)
As a Percent of Labor Force

<u>Year</u>	<u>Oklahoma City MSA</u>	<u>State of Oklahoma</u>	<u>United States</u>
2015	3.8	4.3	5.7
2016	3.9	4.6	5.0
2017	4.2	4.7	4.7
2018	3.7	4.1	4.1
2019	3.2	3.2	3.8
2020	5.1	5.3	6.0
2021	3.7	3.7	6.9
2022	2.8	3.0	4.2
2023	2.8	3.1	3.6

Source: U.S. Department of Labor, Bureau of Labor Statistics

(1) Source: As reported in the City's Supplemental Disclosure Annual Financial Report for Fiscal Year 2023.

BUILDING ACTIVITY AND PROPERTY

Residential building activity and commercial building activity are summarized for the past ten years.

Table A-5
City of Oklahoma City
Building Activity

<u>Year</u>	<u>Commercial</u>		<u>Residential</u>	
	<u>Construction Permits</u>	<u>Costs (1)</u>	<u>Construction Permits</u>	<u>Costs (1)</u>
2014 (2)	2,062	868,878	13,212	773,993
2015	2,065	1,382,474	9,303	717,511
2016	1,895	1,095,538	8,255	695,723
2017	2,163	944,305	4,325	612,210
2018	1,835	1,279,166	4,293	630,972
2019	1,372	1,248,372	4,234	661,922
2020	2,444	814,310	5,232	817,277
2021	2,475	982,657	5,999	1,066,995
2022	2,353	1,232,876	6,381	1,262,666
2023	2,533	1,541,948	6,131	937,837

(1) Dollars in thousands.

(2) This report was adjusted in 2014 due to prior year numbers being reported incorrectly. The large increase in the number of residential construction permits issued during FY 2014 is attributed to the damage caused by the two EF5 tornados that struck portions of Oklahoma City on May 20, 2013 and May 31, 2013.

Source: The source of this information is the Oklahoma City Development Services Department annual building permits reports.

APPENDIX B

**REPORT OF INDEPENDENT AUDITOR
AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 2023**

APPENDIX C

CO-BOND COUNSEL LEGAL OPINION REGARDING THE VALIDITY AND TAX STATUS OF THE SERIES 2024 BONDS

*An Opinion in substantially the following form will be delivered by Co- Bond Counsel,
upon delivery of the Bonds, assuming no material changes in facts or law.*

May 15, 2024

APPENDIX D

FORM OF CONTINUING DISCLOSURE AGREEMENT

CONTINUING DISCLOSURE AGREEMENT

EXHIBIT B

EVENTS WITH RESPECT TO THE BONDS FOR WHICH LISTED EVENT NOTICES ARE REQUIRED

1. Principal and interest payment delinquencies.
2. Nonpayment-related defaults, if material.
3. Unscheduled draws on debt service reserves reflecting financial difficulties.
4. Unscheduled draws on credit enhancements reflecting financial difficulties.
5. Substitution of credit or liquidity providers, or their failure to perform.
6. Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security.
7. Modifications to rights of security holders, if material.
8. Bond calls, if material, and tender offers.
9. Defeasances.
10. Release, substitution or sale of property securing repayment of the securities, if material.
11. Rating changes.
12. Bankruptcy, insolvency, receivership or similar event of the Issuer¹.
13. The consummation of a merger, consolidation or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material.
14. Appointment of a successor or additional paying agent or the change of name of a paying agent, if material.
15. Incurrence of a financial obligation of the Issuer, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a financial obligation of the Issuer, any of which affect the security holders, if material².
16. Default, event of acceleration, termination event, modification of terms, or other similar events under the terms of a financial obligation of the Issuer, any of which reflect financial difficulties².

¹ This event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for the Issuer in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the Issuer, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the Issuer.

² The Issuer intends to comply with Listed Events numbered 15 and 16 above, and the definition of “Financial Obligation”, with reference to the Rule, any other applicable federal securities laws and the guidance provided by the Securities and Exchange Commission in Release No. 34-83885, dated August 20, 2018 (the “**2018 Release**”), and any further amendments or written guidance provided by the Securities and Exchange Commission or its staff with respect to the amendments to the Rule effected by the 2018 Release.