

ENROLLED SENATE
BILL NO. 407

By: Mazzei of the Senate
and
Jackson of the House

An Act relating to the Grand River Dam Authority; amending 82 O.S. 2001, Sections 870 and 873, which relate to issuance of revenue bonds by the Authority; clarifying total amount of revenue bonds that may be issued by the Authority; authorizing the Authority to enter into certain transactions for certain purposes; requiring certain approval; creating the Joint Legislative Task Force on the Grand River Dam Authority; stating purpose of the task force; providing for membership; specifying certain criteria for eligibility for membership; providing for appointment of cochairs, quorum, and staffing; providing for appointment of subsequent members; authorizing task force to adopt recommendations or issue reports; providing for distribution of reports; providing for travel reimbursement; requiring appointment to be made by a certain date; providing for codification; and providing for noncodification.

BE IT ENACTED BY THE PEOPLE OF THE STATE OF OKLAHOMA:

SECTION 1. AMENDATORY 82 O.S. 2001, Section 870, is amended to read as follows:

Section 870. The district shall have power and is hereby authorized to issue from time to time, as the need therefor arises, revenue bonds for its corporate purposes ~~of not to exceed One~~

~~Billion Four Hundred Ten Million Dollars (\$1,410,000,000.00),~~ in such amount or amounts not to exceed One Billion Four Hundred Ten Million Dollars (\$1,410,000,000.00) outstanding at any time as are necessary, incidental or convenient to the exercise of the powers, rights, privileges and functions conferred upon it by this act, or any other act or law, and without limitations of the generality of the powers, rights and privileges heretofore granted, for acquiring a steam generating plant or plants and related facilities, and to extend, improve and reconstruct the same; and for constructing, installing and acquiring dams, reservoirs, hydroelectric power plants, or any steam, oil, gas, coal-fired, thermal, geothermal, solar or waste or refuse reclamation powered electrical generating plant or plants or any other electrical power or generating facilities; or any plant or plants for the production of steam for heating and processing purposes; and all and any facilities of every kind necessary, incidental or convenient for the production and generation of electric power and energy; and for acquiring, constructing and installing transmission lines, substations and all facilities necessary, incidental or convenient to the sale, resale, interchange and distribution of electric power and energy; and for carrying on the business and functions of the district, as is now or hereafter may be authorized by law; and for acquiring additions and improvements to and extensions of facilities, at any time existing, of the district; and for the acquisition of lands and rights-of-way for such use as is now, or may be, authorized by law for the construction, replacement and repair of any dams, plants or other facilities of the district; and to enable it to finance, in cooperation with any "public agency", as defined under the Interlocal Cooperation Act, Sections 1001 through 1008 of Title 74 of the Oklahoma Statutes, any other agency of government, rural electric co-op corporation, or any private or public corporation, the development and utilization of electrical energy or the water resources and rights in waters vested in said district for such purposes as are, or may be, authorized by the laws of Oklahoma, and for financing and refinancing present outstanding obligations of the district, including the payment of any claims, charges or interest on bonds required to be paid. The bonds herein authorized may either be (1) sold for cash, at public or private sale, at such price or prices as the Board shall determine, provided that the interest cost of the money received computed to maturity in accordance with standard bond tables in general use by banks and insurance companies shall not exceed fifteen percent (15%) per year,

or (2) may be issued on such terms as the Board shall determine in exchange for property of any kind, real, personal or mixed, or any interest therein which the Board shall deem necessary, incidental or convenient for any such corporate purposes, or (3) may be issued in exchange for like principal amounts of other obligations of the district, matured or unmatured, or (4) may be issued in such principal amounts that when the proceeds thereof are invested in legal and qualified investment, the proceeds together with the resulting proceeds of such investments will be sufficient to retire the outstanding initial indebtedness or any portion thereof at maturity or at prior redemption. The proceeds of sale of such bonds shall be deposited in such bank or banks or trust company or trust companies, and shall be paid out pursuant to such terms and conditions as may be agreed upon between the district and the purchasers of such bonds. All such bonds shall be authorized by resolutions of the Board concurred in by at least four of the members thereof, and shall bear such date or dates, mature at such time or times, bear interest at such rate or rates, not exceeding fifteen percent (15%) per year payable annually or semiannually, be in such denominations, be in such form, either coupon or registered, carry such registration privileges as to principal only or as to both principal and interest, and as to exchange of coupon bonds for registered bonds or vice versa, and exchange of bonds of one denomination for bonds of other denomination, be executed in such manner and be payable at such place or places within or without the State of Oklahoma as such resolution or resolutions may provide. Any resolution or resolutions authorizing any bonds may contain provisions which shall be part of the contract between the district and the holders thereof from time to time (a) reserving the right to redeem such bonds at such time or times, in such amounts and at such prices, not exceeding one hundred five percent (105%) of the principal amount thereof, plus accrued interest, as may be provided, (b) providing for the setting aside of sinking funds or reserve funds and the regulation and disposition thereof, (c) pledging to secure the payment of the principal of and interest on such bonds and of the sinking fund or reserve fund payments agreed to be made in respect of such bonds all or any part of the gross or net revenues thereafter received by the district in respect of the property, real, personal or mixed, to be acquired or constructed with such bonds or the proceeds thereof, or all or any part of the gross or net revenues thereafter received by the district from whatever source derived, (d) prescribing the purposes to which such

bonds or any bonds thereafter to be issued, or the proceeds thereof, may be applied, (e) agreeing to fix and collect rates and charges sufficient to produce revenues adequate to pay the items specified in subparagraphs (a), (b), (c) and (d) of Section 868 of ~~Title 82 of the Oklahoma Statutes~~ this title and prescribing the use and disposition of all revenues, (f) prescribing limitations upon the issuance of additional bonds and upon the agreements which may be made with the purchasers and successive holders thereof, (g) with regard to the construction, extension, improvement, reconstruction, operation, maintenance and repair of the properties of the district, carrying of insurance upon all or any part of said properties covering loss or damage or loss of use and occupancy resulting from specified risk, (h) fixing the procedure, if any, by which, if the district shall so desire, the terms of any contract with the holders of such bonds may be amended or abrogated, the amount of bonds the holders of which must consent thereto, and the manner in which such consent may be given, (i) for the execution and delivery by the district to a bank or trust company authorized by law to accept trusts, or to the United States of America or any office or agency thereof, of indentures and agreements for the benefit of the holders of such bonds setting forth any or all of the agreements herein authorized to be made with or from the benefit of the holders of such bonds and such other provisions as may be customary in such indentures or agreements, and (j) such other provisions, not inconsistent with the provisions of the act, as the Board may approve.

Any such resolution and any indenture or agreement entered into pursuant thereto may provide that in the event that (a) default shall be made in the payment of the interest on any or all bonds when and as the same shall become due and payable, or (b) default shall be made in the payment of the principal of any or all bonds when and as the same shall become due and payable, whether at the maturity thereof, by call for redemption or otherwise, or (c) default shall be made in the performance for any agreement made with the purchasers or successive holders of any bonds, and such default shall have continued such period, if any, as may be prescribed by said resolution in respect thereof, the trustee under the indenture or indentures entered into in respect of the bonds authorized thereby, or if there shall be no such indenture, a trustee appointed in the manner provided in such resolution or resolutions by the holders of twenty-five percent (25%) in aggregate principal amount

of the bonds authorized thereby and at the time outstanding may, and, upon the written request of the holders of twenty-five percent (25%) in aggregate principal amount of the bonds authorized by such resolution or resolutions at the time outstanding, shall, in his or its own name, but for the equal and proportionate benefit of the holders of all of such bonds, and with or without possession thereof,

(1) By mandamus or other suit, action or proceeding at law or in equity, enforce all rights of the holders of such bonds,

(2) Bring suit upon such bonds and/or the appurtenant coupons,

(3) By action or suit in equity, require the district to account as if it were the trustee of an express trust for the bondholders,

(4) By action or suit in equity, enjoin any acts or things which may be unlawful or in violation of the rights of the holders of such bonds, and/or

(5) After such notice to the district as such resolution may provide, declare the principal of all of such bonds due and payable, and if all defaults shall have been made good, then with the written consent of the holder or holders of twenty-five percent (25%) in aggregate principal amount of such bonds at the time outstanding annul such declaration and its consequence; provided, however, that the holders of more than a majority in principal amount of the bonds authorized thereby and at the time outstanding by instrument or instruments in writing delivered to such trustee have the right to direct and control any and all action taken or to be taken by such trustee under this paragraph. Any such resolution, indenture or agreement may provide that in any such suit, action or proceeding, any such trustee, whether or not all of such bonds shall have been declared due and payable, and with or without possession of any thereof, shall be entitled as of right to the appointment of a receiver who may enter and take possession of all or any part of the properties of the district and operate and maintain the same, and fix, collect and receive rates and charges sufficient to provide revenues adequate to pay the items set forth in subparagraphs (a), (b), (c) and (d) of Section 868 of ~~Title 82 of the Oklahoma Statutes~~ this title and the costs and disbursements of such suit, action or

proceeding, and to apply such revenues in conformity with the provisions of this act and the resolution or resolutions authorizing such bonds. In any suit, action or proceeding by any such trustee, the reasonable fees, counsel fees and expense of such trustee and of the receiver or receivers, if any, shall constitute taxable disbursements and all costs and disbursements, and all costs and disbursements allowed by the court shall be a first charge upon any revenues pledged to secure the payment of such bonds. Subject to the provisions of the Constitution of the State of Oklahoma, the courts of the County of Craig, or other county wherein the domicile may be situated, shall have jurisdiction of any such suit, action or proceeding by any such trustee on behalf of the bondholders and of all property involved therein. In addition to the powers hereinabove specifically provided for, each such trustee shall have and possess all powers necessary or appropriate for the exercise of any thereof, or incident to the general representation of the bondholders in the enforcement of their right.

Before any bonds shall be sold by the district, a certified copy of the proceedings for the issuance thereof, including the form of such bonds, together with any other information which the Attorney General of the State of Oklahoma may require, shall be submitted to the Attorney General and if he shall find that such bonds have been issued in accordance with law he shall approve such bonds and execute a certificate to that effect which shall be filed in the Office of the State Auditor and Inspector of the State of Oklahoma and be recorded in a record kept for that purpose. No bonds shall be issued until the same shall have been registered by the State Auditor and Inspector, who shall so register the same if the Attorney General shall have filed with the State Auditor and Inspector his certificate approving the bonds and the proceedings for the issuance thereof as hereinabove provided. All bonds approved by the Attorney General as aforesaid, and registered by the State Auditor and Inspector as aforesaid, and issued in accordance with the proceedings so approved shall be valid and binding obligations of the district and shall be incontestable for any cause from and after the time of such registration.

The Board shall advise the Attorney General of all meetings and conferences which concern the issuance of bonds by the Grand River Dam Authority for the Coal-Fired Plant No. 2. The Attorney General or his designee shall attend all such meetings and provide to the

Speaker of the House of Representatives and the President Pro Tempore of the Senate a report on the progress of the bond issuance and any recommendations for legislative action necessary for the proper issuance of such bonds.

SECTION 2. AMENDATORY 82 O.S. 2001, Section 873, is amended to read as follows:

Section 873. A. The Grand River Dam Authority is hereby authorized to fund and refund any and all lawful obligations and any and all revenue bonds issued, or contracted to be sold, by it by the issuance of new revenue bonds, or from the proceeds of sale of new revenue bonds, or by the exchange of new revenue bonds and to renegotiate any agreement of indenture whereunder said obligations or revenue bonds authorized to be funded and refunded hereby may be outstanding, or contracted, but any new revenue bonds issued, exchanged or sold to fund or refund said outstanding obligations and revenue bonds and all agreements and indentures providing for the payment and securing thereof shall conform to the provisions of the Grand River Dam Authority Act, as amended; provided, that no outstanding obligations or revenue bonds shall be funded or refunded or exchanged on the basis of a price in excess of principal, accrued interest, redemption premium, or charges in excess of those provided by said obligations or revenue bonds or the indenture or agreement whereunder issued or incurred, plus the necessary and reasonable costs of funding, refunding or exchange thereof; provided, further that said Authority shall have the power to purchase any revenue bonds issued, or contracted to be issued, by it at a price not exceeding the redemption price applicable at the time of purchase thereof, or, if no redemption price is fixed, then at principal plus accrued interest, from any funds available and provided for the payment of said revenue bonds and when purchased said bonds shall be canceled.

B. The Authority is further authorized to enter into interest rate swaps and other derivative products, and other financial instruments intended to hedge interest rate risk or manage interest rate costs, including any option to enter into or terminate any of them, that the Authority deems to be necessary or desirable in connection with any bonds issued prior to, at the same time as, or after entering into such arrangement, and containing such terms and provisions, and may be with such parties, as determined by the

Authority. Provided, any action taken by the Authority pursuant to this subsection must first be approved by the Office of the State Bond Advisor and the Council of Bond Oversight pursuant to the provisions of the Oklahoma Bond Oversight and Reform Act.

SECTION 3. NEW LAW A new section of law to be codified in the Oklahoma Statutes as Section 863.3 of Title 82, unless there is created a duplication in numbering, reads as follows:

A. There is hereby created the Joint Legislative Task Force on the Grand River Dam Authority for the purpose of studying the functions, activities, policies, procedures and expenditures performed by the district and any related issues the task force deems appropriate. Members of the task force shall be appointed in January of each year following a state general election by the President Pro Tempore of the Senate and the Speaker of the House of Representatives. Membership shall be made up of all Senate and House members whose legislative districts include a portion of the Grand River Dam Authority district. The President Pro Tempore and Speaker shall each designate one of their members to be cochairs of the task force. Meetings of the task force shall be called by the cochairs. A majority of the appointed members shall constitute a quorum for any meeting of the task force. Staffing assistance shall be provided by the staff of the Senate and House of Representatives.

B. The members of the task force created herein shall continue to serve until new members are appointed pursuant to the provisions of subsection A of this section. Such task force is authorized to adopt any recommendations or issue any report it deems necessary. Any recommendations or reports shall be approved by a majority of the appointed members. Copies of any recommendations or reports issued by the task force shall be distributed to the Governor, the President Pro Tempore of the Senate and the Speaker of the House of Representatives, the members of the Grand River Dam Authority Board of Directors and the General Manager of the Grand River Dam Authority.

C. Members serving on this task force shall be entitled to travel reimbursement as provided by Section 456 of Title 74 of the Oklahoma Statutes.

SECTION 4. NEW LAW A new section of law not to be codified in the Oklahoma Statutes reads as follows:

Initial appointments to the task force created pursuant to the provisions of Section 3 of this act shall be made no later than thirty (30) days following the enactment of this act.

Passed the Senate the 16th day of May, 2007.

Presiding Officer of the Senate

Passed the House of Representatives the 21st day of May, 2007.

Presiding Officer of the House
of Representatives