

CLOSING MEMORANDUM

\$8,720,000.00
SPENCER UTILITIES AUTHORITY
Utility System Revenue Bonds
Series 2020

THIS MEMORANDUM sets forth the actions to be taken in connection with the issuance, sale and delivery by the Spencer Utilities Authority of its Utility System Revenue Bonds Series 2020, in the aggregate principal amount of \$8,720,000.00 (the "Bonds"). The documents and actions described herein and in the Closing List attached hereto are to be delivered and taken as a condition precedent to the issuance of the Bonds. Such delivery of documents and actions shall be deemed to have taken place simultaneously at the closing, and no delivery of documents, payments of funds, or other actions with respect to the foregoing transaction will be considered to have been completed until all such deliveries, payments, or other actions have been made or taken.

The closing is scheduled for 10:00 o'clock a.m. on August 12, 2020, at the offices of BancFirst, Oklahoma City, Oklahoma. The items set forth on the Closing List will be examined, assembled and incorporated in the transcripts evidencing the authorization and issuance of the Bonds. Copies of the transcript will be prepared and distributed after the closing to the following:

1. Spencer Utilities Authority
2. BancFirst, Oklahoma City, Oklahoma
3. D.A. Davidson & Co.
4. The Baker Group LP
5. Johanning & Byrom, PLLC



\$8,720,000
Spencer Utilities Authority
Utility System Revenue Bonds
\$2,190,000 Series 2020A & \$6,530,000 Taxable Series 2020B

SETTLEMENT MEMORANDUM

Par Amount of Issue: \$8,720,000

Underwriter: D.A. Davidson & Co., Tulsa, Oklahoma
Randall W. Nelson (918) 382-9250

Financial Advisor: The Baker Group LP, Oklahoma City, Oklahoma
Greg Nieto (405) 415-7215

Registrar/Paying Agent: BancFirst, Oklahoma City, Oklahoma
Jackie Gates (405) 218-4645

Bond Counsel: Johanning & Byrom, PLLC, Oklahoma City, Oklahoma
Chris Byrom (405) 943-9894

Dated Date: August 12, 2020

Settlement Date: August 12, 2020

Securities Delivery: Bond Counsel will deliver the executed Bonds to the Trustee for authentication no later than August 12, 2020. The Trustee will deliver the authenticated Bonds to the Depository Trust Company via FAST on the day of closing.

Settlement Procedures: Settlement of the transaction will occur on August 12, 2020. Transfer of funds, delivery of the Bonds and legal opinions (financial closing) will occur on that day.

On the day of closing, funds will transfer according to the following instructions:

Funds representing the Net Proceeds:

Par Amount of Bonds:	\$ 8,720,000.00
Reoffering Premium:	58,626.30
Original Issue Discount:	(36,045.60)
Underwriter's Discount:	(161,320.00)
Total Purchase Price :	\$ 8,581,260.70
Plus Accrued Interest:	-
Net Proceeds:	\$ 8,581,260.70

Net Proceeds will be transferred by D.A. Davidson on the settlement date, to BancFirst, Oklahoma City, Oklahoma as Trustee.

BancFirst, Oklahoma City

ABA No.	103003632
Attn:	Jackie Gates
Account No.	90127240
For Credit To:	Spencer Series 2020A&B



Upon receipt of the Net Proceeds of \$8,581,260.70 and plus the Transfer from Series 2015 Prior Issue Debt Serv Reserve Fund in the amount of \$499,261.06 *for a combined total of \$9,080,521.76*, the Trustee will deposit following amounts to the Series 2020 accounts listed below:

- 1) Deposit \$5,900,713.36 to the Net Cash Escrow Fund Fund (Series 2015 Bonds);
- 2) Deposit \$2,082,000.00 to the Series 2020 Project Fund;
- 3) Deposit \$600,000 to the Secondary Purpose Fund (Debt Payment - Other);
- 3) Deposit \$10,590.24 (representing rounding amount) to the Bond Fund;
- 4) Deposit \$139,718.16 to the Capitalized Interest Fund;
- 5) Pay the Costs of Issuance in the amount of \$347,500.00 (see Exhibit A attached).

EXHIBIT A**COST OF ISSUANCE**

<u>Service</u>	<u>Provider</u>	<u>Series 2020A Amount</u>	<u>Series 2020B Amount</u>	<u>Combined Amount</u>
Bond Counsel	Johanning & Byrom PLLC	\$ 27,375.00	\$ 81,625.00	\$ 109,000.00
Local Counsel	Pool and Vincent	\$ 13,687.50	\$ 40,812.50	\$ 54,500.00
Underwriter's Counsel	The Floyd Law Firm, PC	\$ 5,000.00	\$ 25,000.00	\$ 30,000.00
Financial Advisor	The Baker Group LP	\$ 27,375.00	\$ 81,625.00	\$ 109,000.00
Underwriter Expenses	D.A. Davidson & Co.	\$ 634.00	\$ 1,392.00	\$ 2,026.00
Accounting Fees	Woodruff & Tate, CPA	\$ -	\$ 7,500.00	\$ 7,500.00
Trustee Fee	BancFirst	\$ 3,500.00	\$ 4,500.00	\$ 8,000.00
OS Printing Costs	Clements Printing	\$ 1,500.00	\$ 3,000.00	\$ 4,500.00
Miscellaneous(1)		\$ 9,366.00	\$ 13,608.00	\$ 22,974.00
Total:		<u>\$ 88,437.50</u>	<u>\$ 259,062.50</u>	<u>\$ 347,500.00</u>

(1) Any miscellaneous expenses are to be paid on or before closing date with any remaining or unused balance being returned to the Issuer.

\$8,720,000
SPENCER UTILITIES AUTHORITY

Consisting of
\$2,190,000 Capital Improvement Revenue Bonds, Tax Exempt Series 2020A
\$6,530,000 Utility System Revenue Bonds, Taxable Refunding Series 2020B

DISTRIBUTION LIST

UNDERWRITER

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ISSUER

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