

IN THE DISTRICT COURT OF CLEVELAND COUNTY } STATE OF OKLAHOMA } S.S.
STATE OF OKLAHOMA } CLEVELAND COUNTY }

FILED

DEC 09 2014

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In re: CENTRAL OKLAHOMA MASTER)
CONSERVANCY DISTRICT)
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)
)

Case No. CJ-59-18,422
Judge Thad Balkman In The Office of the
Court Clerk RHONDA HALL

PETITION FOR APPROVAL OF AMENDED BYLAWS
OF THE BOARD OF DIRECTORS
AND DESIGNATION OF THE DISTRICT OFFICE OF THE
CENTRAL OKLAHOMA MASTER CONSERVANCY DISTRICT

The Central Oklahoma Master Conservancy District ("COMCD") petitions the Court for approval of amended bylaws and designation of District office and in support thereof states:

1. In 1959 landowners within the surface water basins of the Little River and Hog Creek/Elm Creek filed a Petition for the creation of a master conservancy district. The Petition of landowners filed pursuant to Title 82 O. S. §542 with the Supreme Court of Oklahoma on July 13, 1959 requested that the Supreme Court determine which District Court of the State of Oklahoma should hear and determine the landowners' petition for the establishment of the master conservancy district to be named the Central Oklahoma Master Conservancy District.

2. On July 20, 1959 the Supreme Court issued its Order finding that the District Court of Cleveland County is the proper court for hearing the landowners' Petition to establish the District.

3. On September 3, 1959 the District Court of Cleveland County convened a hearing for the purpose of making judgment upon the question of the establishment of the District pursuant to Title 82 O. S. §§ 531 and 541 et seq. On September 10, 1959 the District Court issued its Journal Entry of Judgment establishing the Central Oklahoma Master Conservancy District, naming its principal place of business in Norman, Oklahoma and declaring its

boundaries to be the city limits of the municipalities of Del City, Midwest City, and Norman, Oklahoma as they may be changed, enlarged or diminished from time to time.

4. On January 31, 1961, upon appeal by objectors of this Court's judgment establishing the District, the Supreme Court of Oklahoma affirmed the District Court's judgment establishing the District and on March 9 of the same year issued its mandate to reflect its affirmance in the records of the District Court.

5. The record of the District Court reflects that on December 4, 1968 the Board of Directors of the District adopted its bylaws and pursuant to Title 82 O. S. §541 submitted the bylaws to this Court for approval and that those bylaws and a number of subsequent amendments thereto were approved by this Court and are in effect on the date of the filing of this Petition.

6. On December 4, 2014 at the regular monthly meeting of the Board of Directors of the Central Oklahoma Master Conservancy District, held pursuant to the provisions of the Oklahoma Open Meeting Act, Title 25 O. S. § 301 et seq., the Board of Directors of the District unanimously adopted its resolution approving and requesting this Court to approve the amendments to the bylaws attached as Exhibit A to this Petition.

7. The District has adopted the new bylaws for the purpose of conforming them to existing statutes and for the implementation of efficient and effective processes for the Board in support of District operations.

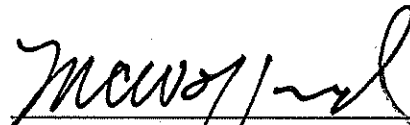
8. The District office has been previously listed on the record at its mailing address, and the record should be changed in accordance with the bylaws submitted with this Petition to reflect the street address of the District headquarters where District Board meetings are normally held and other business of the District is transacted.

WHEREFORE, the Board of Directors of the District prays that this Court enter an order approving the bylaws adopted by the Petitioner, the Board of Directors of the Central Oklahoma Master Conservancy District, on December 4, 2014 in the form and substance of Exhibit A attached, which bylaws also have been updated to reflect the street address of the District's office at 12500 Alameda Drive, Norman, Oklahoma 73026.

Respectfully submitted,

DOERNER, SAUNDERS, DANIEL & ANDERSON, L.L.P.

By:



Michael C. Wofford, OBA #9810
105 North Hudson, Suite 500
Oklahoma City, Oklahoma 73102
(405) 319-3504 (office)
(405) 319-3534 (fax)

General Counsel for the
CENTRAL OKLAHOMA
MASTER CONSERVANCY DISTRICT

VERIFICATION

STATE OF OKLAHOMA)
) ss.
COUNTY OF CLEVELAND)


Randy Worden, General Manager of the Central Oklahoma Master Conservancy District, of lawful age and being first duly sworn upon oath, deposes and states that he has read the above and foregoing instrument, that he is familiar with the contents thereof, and that the facts therein set forth are true and correct to the best of his knowledge and belief.



Randy Worden

Subscribed and sworn to before me this 9 day of December, 2014.





Notary Public
Commission Number 11004748

My Commission Expires:
5-24-15

3270771v1
12/8/2014 10:46 am

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
CENTRAL OKLAHOMA MASTER CONSERVANCY DISTRICT**

**ADOPTING BYLAWS OF THE DISTRICT
and
Directing Filing of Petition for Approval
by the District Court**

December 4, 2014

IT IS RESOLVED by the Board of Directors of the Central Oklahoma Master Conservancy District that pursuant to Title 82, Oklahoma Statutes, Section 541 D. the following Bylaws are adopted for the governing of the business of the Board of Directors of the District.

ARTICLE ONE

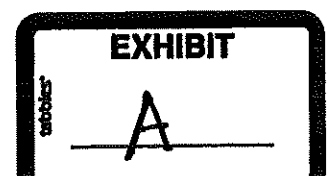
District Name and Seal

The name of District shall be "Central Oklahoma Master Conservancy District", and the District seal shall be circular in form, with the name of the District inscribed around the border thereof, and the words "District Seal" in the center portion.

ARTICLE TWO

District Boundaries

The boundaries of the District shall be the boundaries or city limits, as they may be changed, enlarged, or diminished from time to time according to law, of the municipalities of Del City, Midwest City, and Norman, Oklahoma, and such other areas as may lawfully be annexed thereto from time to time.



ARTICLE THREE

District Office

The official records and files of the District shall be kept at the offices and principal office of the District, which is located at 12500 Alameda Drive, Norman, Oklahoma 73026.

ARTICLE FOUR

Board of Directors

Section 1. The Board of Directors shall consist of such number of persons as, from time to time, may be appointed or elected thereto as provided by law. Such Directors shall hold office for such terms as may be provided by law. It is provided, however, that such persons so appointed or elected shall continue to exercise the authority of their respective offices until their successors have been duly elected, or appointed and qualified.

Section 2. The powers of the District shall be exercised by or under the authority of the Board of Directors, which shall, among other things, elect from its membership a President of the District who shall also be Chairman of the Board, a Vice-President, Secretary and Treasurer, who shall all serve for terms of two (2) years each, and who may be re-elected to such offices so long as they remain as members of the Board. The Board shall also have power to employ a Manager of the District and such other employees of the District, and to contract for the services of engineers, consultants, attorneys, and other service providers, from time to time, as the Board of Directors deems proper or desirable, and shall establish in written policy or by contract, as the case may be, the compensation to be paid them.

Section 3. The Board of Directors shall meet monthly on the first Thursday of each month at 6:30 o'clock p.m. at the principal office of the District, or at such other times and places specified by the Board or by the President of the Board. Special meetings and emergency meetings of the Board of Directors may be held at such times and places as may be designated by the President. Special and emergency meetings shall be also called by the Secretary upon written request therefor made by any three (3) Directors. The Board shall annually place a notice of scheduled regular meetings on the District's internet site. In all respects, the Board shall comply with the requirements of the Oklahoma Open Meeting Act.

Section 4. The Board of Directors shall perform official actions and business of the District by resolution and a majority of the Board of Directors shall constitute a quorum for the transaction of business. All official actions, including final passage and enactment of all resolutions, must be approved by a majority of the Board of Directors present at a regular or duly called special or emergency meeting at which a quorum is present. The officers of the Board, including the President, Vice President, Secretary, and Treasurer may require the assistance of the Manager and staff in the performance of their official functions, including but not limited to preparation of financial statements, drafting of Board minutes, and other administrative matters. Execution of documents required to be executed by the President or an officer in his or her absence, and voting by any Board member upon resolutions or other proposals before the Board, cannot be delegated. However, officers can execute official documents in electronic or digital format.

Section 5. Any Director may resign office upon giving the Board of Directors written notice.

Section 6. Any Director shall be subject to removal from office for cause according to law. Failure of a Director to attend three (3) consecutive meetings of the Board, or to attend fifty percent (50%) of the regular and/or special meetings within any calendar year, without valid excuse as determined by the Board, or violation of Section 8 of this article, and other grounds provided by law shall be good cause for removal of a Director. Should any Director be removed from office, a successor shall be selected and appointed as provided by law. During the time that any Director may be suspended from office by order of a court of competent jurisdiction, the majority of the remaining members of the Board shall constitute a quorum for the transaction of business and no proceedings of said Board shall be invalidated by virtue of any suspension, absence, failure to vote, or other lack of concurrence of said suspended member, notwithstanding that such member may be subsequently reinstated.

Section 7. Each member of the Board of Directors shall be entitled to the sum of Fifty (\$50.00) Dollars for each regular, special, or emergency meeting of the Board attended by them.

Section 8. Persons who are employees of the District or who are (1) under contract with the District or are (2) a majority or minority owner (other than a passive shareholder), manager, or employee of an entity under contract with the District, or who are (3) under subcontract with an entity under contract to the District, for the performance of some service for the District for hire, shall not be eligible for membership on the Board. No member of the Board shall furnish, in exchange for

consideration, any materials or supplies for use by the District or for use in any project or work in which the District has a financial or operating interest.

Section 9. Any Director shall be entitled to have a matter placed upon the agenda of a regular meeting upon request therefor being made to the President or Secretary, in writing, at least five (5) days prior to said meeting. All votes upon all matters shall be by voice vote except upon request of three (3) Directors for a written ballot, and said meeting shall be conducted in substantial conformity to rules of parliamentary procedure as set forth in "Roberts Rules of Order". By majority vote of those present, or by request of any Board member without objection of another Board member, an item may be stricken from the agenda or added to the agenda to the extent allowed by the Oklahoma Open Meeting Act.

Section 10. Each Director, before entering upon his official duties, shall take and subscribe the following oath of office before a suitable officer, which said oaths shall be filed with the Secretary of the District, to-wit:

"I, the undersigned Member of the Board of Directors of the Central Oklahoma Master Conservancy District, do solemnly affirm that I will support, obey, and defend the Constitution of the United States, and the Constitution of the State of Oklahoma, and that I will not, knowingly, receive, directly or indirectly, any money or other valuable thing, for the performance or nonperformance of any act or duty pertaining to my office, other than the compensation allowed by law; I further affirm that I will faithfully discharge my duties as a Member of the Board of Directors of the Central Oklahoma Master Conservancy District to the best of my ability.

I further affirm that I will honestly, faithfully, and impartially perform the duties of, my office and that I will not be interested directly or indirectly in any contract let by the District."

ARTICLE FIVE

President

The President of the District shall be Chairman and preside at all meetings of the Board of Directors. The President shall execute all contracts, resolutions, and documents of every kind and nature for and on behalf of the District and shall perform such other functions necessary and proper to accomplish the purposes of the District, subject, however, in all cases, to approval of the Board of Directors first obtained. The President shall have and possess such other powers as may be conferred by law or these by-laws; provided, the Board may delegate authority to the General Manager to purchase goods and/or services for the District of such type and/or expenditure limits as it deems appropriate for the efficient operation of the District.

ARTICLE SIX

Vice-President

The Vice President of the District shall have all of the powers and perform all of the duties of the President upon the inability of the President. The Vice President shall assist the President in the discharge of duties, as requested by the President, and perform such other duties as may be delegated by the Board of Directors.

ARTICLE SEVEN

Secretary

The Secretary shall be custodian of the District Seal and attest the signature of the President or Vice President whenever required by law to be attested; the Secretary shall attend and keep accurate and detailed minutes of all meetings of the Board of

Directors, which shall be a part of the permanent records of the District. The Secretary shall further give notice of meetings as required by these by-laws and shall attend to such further duties as the Board of Directors may, from time to time, require.

ARTICLE EIGHT

Treasurer

The Treasurer shall be the custodian of all monies, funds and credits of the District and shall be bonded in the penal sum of Twenty-Five thousand (\$25,000.00) Dollars, or such greater sum as the Board may, from time to time, specify, for the faithful performance of the duties of the office of Treasurer. The Treasurer and Secretary may be one and the same person, in which event the title to said office shall be "Secretary-Treasurer" of the District. The Treasurer shall deposit the funds of the District in such depository and strictly adhere to such fiscal policies and directives as may be, from time to time, established by the Board of Directors, and shall report and account for all funds of the District at each regular meeting of the Board, in writing. The books and records of the District shall be kept in double-entry form and according to established rules of accountancy, and shall be audited annually by a certified public accountant selected by the Board for that purpose.

ARTICLE NINE

Finances

No funds of the District shall be expended except after approval thereof by the Board of Directors and upon the signature of the Treasurer or President, countersigned by the Secretary or Vice President. However, it is provided that the Board may delegate

authority to the General Manager to purchase goods and/or services, make payments, disburse funds, and perform other financial transactions for the District of such type and/or limitations as the Board deems appropriate for the efficient operation of the District.

ARTICLE TEN

Contracts

Section 1. Contracts for the purchase of equipment, supplies and materials of the District and/or construction of works and improvements of the District involving the sum of Fifty Thousand (\$50,000.00) Dollars, or less, shall not be required to be let by advertising and competitive bidding and in such cases the Board may contract therefor without bidding; provided, however, the Board may, if it so desires, solicit private or public bids and award such contract to the lowest and best bidder as determined by it.

Section 2. Contracts for the purchase of equipment, supplies, and materials of the District and/or for construction of works and improvements of the District involving amounts in excess of Fifty Thousand (\$50,000.00) Dollars shall be awarded in accordance with the provisions of Title 82 Oklahoma Statutes Section 569.

ARTICLE ELEVEN

Rulemaking

The Board may adopt rules and regulations as allowed by the Conservancy District Act or other applicable laws. The Board will follow the procedures specified herein in adopting any rules and regulations:

1. The Board will adopt proposed rules and regulations by resolution in open meeting pursuant to the provisions of the Oklahoma Open Meeting Act.
2. The Board will provide for notice of the consideration of proposed rules and regulations in one or more newspapers of general circulation in the District. The notice will include a general description of the subject matters of the proposed rules and regulations. It will include information on how members of the public can view or obtain copies of the proposed rules and regulations and how to make comments to the Board thereon, including the address of the internet site of the District where the text of the proposed rules and regulations will be published for public review. The notice will specify the end of the comment period, which shall not be less than twenty (20) days after the publication of the notice in the newspaper and the text of the proposed rules and regulations on the District internet site. The newspaper notice and internet site will state the date of the open meeting of the Board thereafter at which a vote will be taken by the Board on a resolution to approve the proposed rules and regulations. Members of the public may attend such meeting and be heard by the Board on the proposed rules and regulations.
3. The Board may adopt, reject, or amend and adopt the proposed rules and regulations at the specified meeting or at any subsequent meeting of the Board for which it has published an agenda for consideration of such rules and regulations pursuant to the Oklahoma Open Meeting Act.
4. Upon adoption of rules and regulations, the Board will file them of record with the District Court of Cleveland County in Case No. CJ-59-18,422. The Board

- will publish a notice on the District internet site that rules and regulations have been adopted by the Board and their effective date. The notice published on the internet site will include the text of the final adopted rules and regulations.
5. The District will file a copy of the rules and regulations with the District Court of Cleveland County.

ARTICLE TWELVE

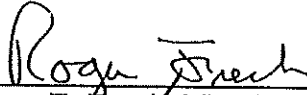
Repeal of and Amendments to By-Laws; Conformance to State Law; Submission for Final Approval to District Court

1. These by-laws repeal and supersede all previously existing by-laws of the Board.
2. These bylaws may be altered, amended, or repealed by a majority vote of the Board of Directors present and voting at any meeting called for said purpose at which a quorum is present. If any provision of these bylaws is in conflict with the laws of the State of Oklahoma, such provision is hereby modified to conform thereto.
3. The Board directs its counsel to submit these bylaws to the District Court of Cleveland County and petition the Court for final consideration and approval.

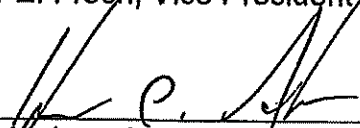
Adopted and approved in open meeting by resolution of the Board of Directors of the Central Oklahoma Master Conservancy District this 4th day of December, 2014:



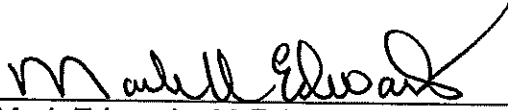
Jim Bennett, President



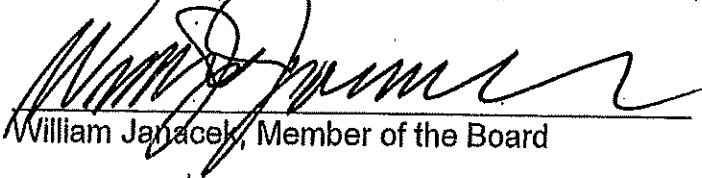
Roger E. Prech, Vice President



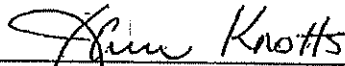
Kevin Anders, Secretary



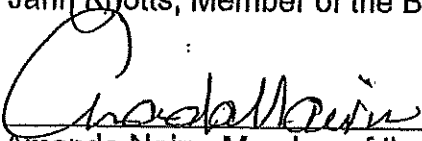
Mark Edwards, Member of the Board



William Janacek, Member of the Board



Jann Knotts, Member of the Board

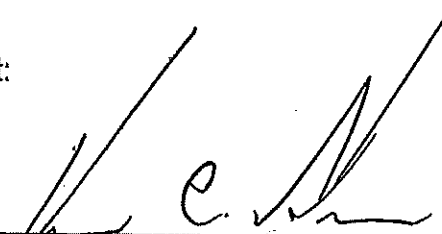


Amanda Nairn, Member of the Board



District Seal

Attest:



Kevin Anders
Secretary of the Board of Directors
Central Oklahoma Master Conservancy District