

COMMISSIONERS OF THE LAND OFFICE

SPECIAL MEETING MINUTES

**MONDAY, JUNE 28, 2021 AT 1:00 P.M.
GOVERNOR'S LARGE CONFERENCE ROOM
2ND FLOOR, OKLAHOMA STATE CAPITOL
OKLAHOMA CITY, OKLAHOMA**

Notice was posted online on the Commissioners of the Land Office website and at the Commissioners of the Land Office before Thursday, June 24, 2021 at 1:00 p.m.

PRESENT

Honorable Kevin Stitt, Governor and Chairman
Honorable Matt Pinnell, Lt. Governor and Vice-Chairman
Honorable Joy Hofmeister, Supt. of Public Instruction and Commissioner
Honorable Blayne Arthur, Secretary of Agriculture and Commissioner
Honorable Cindy Byrd, State Auditor and Inspector and Commissioner

LAND OFFICE STAFF PRESENT

Elliot Chambers, Secretary
Kayla Camp, Executive Assistant
Bennett Abbott, General Counsel
Katie DeMuth, Director of Communications
Hannah Pryor, Archivist
John Fischer, Director, Commercial Real Estate Division

VISITORS

Geoff Camp, Oklahoma Department of Commerce
Megan Miller, Victorium Capital
Chad Stephens, Victorium Capital
James Roller, Victorium Capital
Teena Gunter, Oklahoma Department of Agriculture, Food, and Forestry
Shawn Ashley, eCapitol

Governor Stitt called the meeting to order at 1:16 p.m., ensured the presence of a quorum and proper posting, and called the roll.

Stitt:	Present
Pinnell:	Present
Hofmeister:	Present
Byrd:	Present
Arthur:	Present

1. Discussion and Possible Action to Approve an Investment by the Permanent School Fund

- a. *Presented by Secretary Elliot Chambers*
- b. *Discussion*
- c. *Commission Action in which the Board may approve, disapprove, or table the matter and/or direct staff to take further action.*

Secretary Elliot Chambers presented a potential investment in Bye Aerospace, Inc. to the Commission. Bye Aerospace, Inc. is developing electric airplanes for the commercial aviation market and is seeking to construct a manufacturing and testing facility in Oklahoma. After doing due diligence on Bye, their needs and the alternatives available, the CLO and Bye Aerospace have finalized a long-term investment.

If approved by the Commission, the CLO will invest up to \$30 million in Bye Aerospace, Inc. in three equal tranches, payable according to certain milestones being reached. CLO legal staff, external counsel, and a consultant, Victorium Capital, have vetted the transaction and analyzed the terms of the investment.

Governor Stitt asked clarifying questions about the investment and whether the use of the Quick Action Fund had been cleared with the Department of Commerce.

A MOTION was made by Commissioner Hofmeister and seconded by Lt. Governor Pinnell to authorize the Secretary to invest up to thirty million dollars in Bye Aerospace, Inc. in three equal tranches, as follows:

- 1) The investment shall be used primarily to construct a production facility in Oklahoma and shall be secured by a first lien on said production facility;
- 2) Bye shall issue preferred stock to the CLO;
 - a. The preferred stock shall pay a dividend after the second year;
 - b. Bye may repurchase the preferred stock after the fifth year at cost with limited exceptions that allow Bye to repurchase the stock at an earlier date or permit the CLO to force redemption of the preferred stock;
- 3) The CLO shall receive warrants providing the option to purchase common stock at a fixed price; and
- 4) The CLO shall separately receive five million dollars from the Governor's Quick Action Fund.

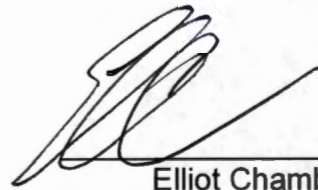
Stitt: Aye
Pinnell: Aye
Hofmeister: Aye
Byrd: Aye
Arthur: Aye Motion Carried

Adjourn

A MOTION to adjourn was made by Commissioner Arthur and seconded by Lt. Governor Pinnell.

Stitt: Aye
Pinnell: Aye
Hofmeister: Aye
Byrd: Aye
Arthur: Aye

The meeting was adjourned at 1:23 p.m.



Elliot Chambers, Secretary

I HEREBY CERTIFY that the foregoing is a true, full and correct report of said meeting.

WITNESS my hand and official signature this 12 day of August 2021.

(SEAL)


CHAIRMAN

ATTEST:


Elliot Chambers