

**Office of the
City Clerk**

**NOTICE AND AGENDA
Special Meeting
Tulsa Municipal Airport Trust
Thursday, March 13, 2025, 8:00 a.m.
Airport Conference Room A-211
Tulsa International Airport
7777 Airport Drive
Tulsa, Oklahoma, 74115**

1. Call the special meeting of the Trustees of the Tulsa Municipal Airport Trust ("TMAT") to order.
2. Approve the minutes of the December 12, 2024, meeting of TMAT.
3. Approve:

A RESOLUTION OF THE TRUSTEES OF THE TULSA MUNICIPAL AIRPORT TRUST (THE "TRUSTEES") AUTHORIZING THE ISSUANCE AND SALE OF ONE OR MORE SERIES OF REVENUE BONDS OF THE TRUSTEES IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$500,000,000, TO BE DESIGNATED AS "TRUSTEES OF THE TULSA MUNICIPAL AIRPORT TRUST REVENUE BONDS, SERIES 2025 (AMERICAN AIRLINES, INC. PROJECT)" (THE "2025 BONDS"), AND THE SALE THEREOF BY NEGOTIATION AND WAIVING COMPETITIVE BIDDING ON THE SALE OF THE 2025 BONDS; AUTHORIZING THE SALE OF THE 2025 BONDS AT A DISCOUNT OR PREMIUM; APPROVING THE FORM AND TERMS, PROVISIONS AND CONDITIONS OF THE BOND PURCHASE AGREEMENT, TO BE ENTERED INTO BY AND AMONG THE TRUSTEES, THE PRINCIPAL UNDERWRITER OF SUCH BONDS, AMERICAN AIRLINES, INC. AND AMERICAN AIRLINES GROUP INC.; APPROVING THE FORM AND TERMS, PROVISIONS AND CONDITIONS OF THE FIFTEENTH SUPPLEMENTAL BOND INDENTURE RELATING TO SUCH BONDS, TO BE ENTERED INTO BY AND BETWEEN THE TRUSTEES AND THE BANK OF NEW YORK MELLON, AS BOND TRUSTEE, PURSUANT TO THE BOND INDENTURE, DATED AS OF MAY 1, 1963, BY AND BETWEEN THE TRUSTEES AND THE BANK OF NEW YORK, AS TRUSTEE; APPROVING THE FORM AND TERMS, PROVISIONS AND CONDITIONS OF THE SECOND AMENDMENT TO THE AMENDED AND RESTATED SUBLEASE, TO BE ENTERED INTO BY AND BETWEEN THE TRUSTEES AND AMERICAN AIRLINES, INC., AMENDING THE AMENDED AND RESTATED SUBLEASE, DATED FEBRUARY 15, 2022, BY AND BETWEEN SUCH PARTIES; CONSENTING TO AND APPROVING THE FORM OF THE BOND PURCHASE TRUST AGREEMENT TO BE ENTERED INTO BY AND BETWEEN THE BANK OF NEW YORK MELLON, AS PURCHASE TRUSTEE, AND AMERICAN AIRLINES, INC.; CONSENTING TO AND APPROVING THE FORM OF THE GUARANTY, TO BE ISSUED BY AMERICAN AIRLINES GROUP INC. TO BOKF, NA, AS GUARANTY TRUSTEE; APPOINTING THE CO-PAYING AGENTS AND THE CO-REGISTRARS FOR SUCH BONDS AND APPROVING THE APPOINTMENT OF A CO-BOND TRUSTEE UNDER SUCH INDENTURE; APPROVING THE FORM, EXECUTION AND AUTHENTICATION OF SUCH BONDS;

AUTHORIZING THE PREPARATION AND DELIVERY OF THE OFFICIAL STATEMENT
RELATING TO SUCH BONDS; MAKING CERTAIN OTHER FINDINGS AND
DETERMINATIONS; AND PROVIDING FOR CERTAIN OTHER MATTERS.

- 4. New Business None.
- 5. Old Business None.
- 6. Motion to Adjourn

If you require special accommodations pursuant to the Americans with Disabilities Act,
please notify Jeff Shaw at (918) 838-5000 by March 12, 2025.