

PURSUANT TO THE LEGAL NOTICE AS IS REQUIRED BY THE OKLAHOMA OPEN MEETING ACT INCLUDING THE POSTING OF NOTICE AND AGENDA AS IS REQUIRED BY THE TERMS THEREOF, THE MAYOR AND THE CITY COUNCIL OF THE CITY OF BROKEN ARROW, OKLAHOMA (THE "CITY") MET IN REGULAR SESSION IN THE COUNCIL CHAMBERS OF THE BROKEN ARROW MUNICIPAL BUILDING LOCATED AT 220 SOUTH FIRST STREET IN SAID CITY ON THE 20TH DAY OF OCTOBER, 2020, AT 6:30 O'CLOCK P.M.

PRESENT:

ABSENT:

Notice of the schedule of regular meetings of the governing body of the City of Broken Arrow, Oklahoma for the calendar year 2020 having been given in writing to the City Clerk of said City at 2:25 o'clock p.m. on December 11, 2019, and public notice of this meeting, setting forth the date, time, place and agenda was posted at ____ o'clock __.m. on the ____ day of October, 2020, by posting on the City's Internet website (www.brokenarrowok.gov) and by posting at the entry to the Municipal Building, 220 S. First Street, Broken Arrow, Oklahoma, 74012, the place of this meeting in prominent view and open to the public twenty-four (24) hours each day, seven (7) days each week, being twenty-four (24) hours or more prior to this meeting, excluding Saturdays, Sundays and State designated legal holidays, all in compliance with the Oklahoma Open Meeting Act (as attached hereto). Further, as provided by Title 25 Oklahoma Statutes § 311A(9)(c), the City is not required to make the notice of a public meeting available to the public in the principal office of the public body (220 S. First Street, Broken Arrow, Oklahoma, 74012) during normal business hours at least twenty-four (24) hours prior to the meeting.

(OTHER PROCEEDINGS)

Thereupon, the Mayor introduced the proposed municipal resolution set forth hereinbelow, which was read by title by the Clerk or Deputy Clerk and upon motion by Council Member _____ and seconded by Council Member _____, said Resolution was adopted by the following vote:

AYE:

NAY:

The Resolution was thereupon signed by the Mayor or Vice Mayor, attested by the City Clerk or Deputy Clerk, sealed with the seal of said municipality, and is as follows:

[Resolution No. _____ begins on following page]

RESOLUTION NO. 1348

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BROKEN ARROW, OKLAHOMA (THE "CITY") PROVIDING FOR THE SALE AND ISSUANCE OF GENERAL OBLIGATION REFUNDING BONDS IN THE SUM OF NOT TO EXCEED TEN MILLION TWO HUNDRED FIFTY THOUSAND DOLLARS (\$10,250,000.00) BY THE CITY OF BROKEN ARROW, STATE OF OKLAHOMA, FOR THE PURPOSE OF REFUNDING CERTAIN OUTSTANDING GENERAL OBLIGATION BONDS INCLUDING THE OUTSTANDING PORTIONS OF THE GENERAL OBLIGATION BONDS, SERIES 2011A OF THE CITY AND THE GENERAL OBLIGATION BONDS, SERIES 2011B OF THE CITY; WAIVING COMPETITIVE BIDDING FOR THE BONDS; PRESCRIBING FORM OF BONDS; PROVIDING FOR A BOND ISSUE DESIGNATED "GENERAL OBLIGATION REFUNDING BONDS, TAXABLE SERIES 2020A"; PROVIDING FOR REGISTRATION THEREOF; DESIGNATING THE REGISTRAR FOR THE ISSUE; PROVIDING LEVY OF AN ANNUAL TAX FOR PAYMENT OF PRINCIPAL AND INTEREST ON THE BONDS; APPROVING THE FORMS OF A CONTINUING DISCLOSURE AGREEMENT, AN ESCROW AGREEMENT, AND AN OFFICIAL STATEMENT; AND FIXING OTHER DETAILS OF THE ISSUE.

WHEREAS, the City of Broken Arrow, Oklahoma (the "City") has \$9,570,000 in aggregate outstanding general obligation bonds described as follows:

- City of Broken Arrow, Oklahoma General Obligation Bonds, Series 2011A dated August 1, 2011, issued in the original principal amount of \$5,000,000 (the "2011A Bonds")
- City of Broken Arrow, Oklahoma General Obligation Bonds, Series 2011B dated August 1, 2011, issued in the original principal amount of \$11,450,000 (the "2011B Bonds")

WHEREAS, the City has been advised that the following maturities of the 2011A Bonds and the 2011B Bonds can be refunded to provide present value savings to the City:

- The 2011A Bonds which mature August 1, 2021, to August 1, 2031
- The 2011B Bonds which mature August 1, 2021, to August 1, 2031

which are hereinafter referred to collectively as "Refunded Bonds"; and

WHEREAS, it is deemed advisable by the City, for the purpose of obtaining interest cost savings to the City to issue General Obligation Refunding Bonds as authorized by Title 62, Oklahoma Statutes 2011, Sections 751 *et seq.*; and

WHEREAS it is hereby determined to be in the best interest of the City to sell on this date and at this hour and at this place its not to exceed \$10,250,000.00 of General Obligation Refunding Bonds, Taxable Series 2020A (the "Bonds"), for such purpose and in order to provide the most efficient method of refunding the Refunded Bonds, it is hereby determined that a negotiated sale is

most appropriate and therefore competitive bidding for the Bonds is hereby waived and the Bonds are hereby authorized to be sold at negotiated sale; and

WHEREAS, a public hearing with respect to the issuance of the General Obligation Refunding Bonds has been conducted at the regular meeting of the City on the date hereof (October 20, 2020), with no adverse comments from the public; and

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF BROKEN ARROW, OKLAHOMA:

Section 1. After due consideration by the governing body and in compliance with Title 62 Oklahoma Statutes 2011, Sections 751 *et seq.*, competitive bidding for the Bonds is hereby waived, and the Bonds herein authorized are awarded, sold and delivered to BOK Financial Securities, Inc., as Senior Managing Underwriter (the “Underwriter”), all pursuant to the Bond Purchase Agreement attached hereto and incorporated herein by reference, upon fulfillment of the terms set out in said Bond Purchase Agreement. That pursuant to Title 62, Oklahoma Statutes, 2011, §754 and §758, General Obligation Refunding Bonds (2011A Bonds) are hereby combined with General Obligation Refunding Bonds (2011B Bonds) and there are hereby ordered and directed to be issued the bonds of said City in accordance with the form as hereinafter set out, in the aggregate principal amount of not to exceed Ten Million Two Hundred Fifty Thousand Dollars (\$10,250,000.00), which Bonds shall be designated “General Obligation Refunding Bonds, Taxable Series 2020A”, shall be dated as of delivery, shall mature on dates coinciding with the maturities of the Refunded Bonds on August 1, and shall mature and be payable and bear interest as shall be set forth in a Certificate of Determination signed by the Mayor after the pricing of the Bonds to be attached to the Bond Purchase Agreement herein authorized.

Interest shall be payable semi-annually on the 1st day of February and August of each year, commencing on February 1, 2021. The bonds are issuable as registered Bonds in denominations of \$1,000 or any whole multiple thereof, not to exceed \$100,000, provided when a book entry system is utilized, the Bonds may be represented by one Bond for each maturity of Bonds.

Section 2. That each of said Bonds and the endorsements and certificates thereon shall be in substantially the following form:

[FORM OF REGISTERED BOND]

UNITED STATES OF AMERICA
STATE OF OKLAHOMA

NO. _____

\$ _____

CITY OF BROKEN ARROW, OKLAHOMA
GENERAL OBLIGATION REFUNDING BOND,
TAXABLE SERIES 2020A

INTEREST RATE	MATURITY DATE	DATE OF ORIGINAL ISSUE	CUSIP
	August 1, 20__	December 1, 2020	

REGISTERED OWNER:

PRINCIPAL AMOUNT _____ DOLLARS

KNOW ALL MEN BY THESE PRESENTS: That the City of Broken Arrow, Tulsa County, Oklahoma (the "City") hereby acknowledges itself indebted to and for value received, promises to pay the principal amount set forth above to the person named above or registered assigns (hereinafter called the "Registered Holder"), for the bond number(s) set forth above, together with interest thereon at the rate specified hereon (computed on the basis of a 360-day year of twelve 30-day months), from the date hereof until paid, payable semi-annually on the 1st day of February and August, respectively, in each year, beginning February 1, 2021.

If this Bond is held in book-entry-only form, it will be registered in the name of the Securities Depository or its nominee, which will initially be Cede & Co., as nominee for The Depository Trust Company. Payments of interest on and principal of this Bond shall be made to the Securities Depository in accordance with its procedures. If this Bond is not held in book-entry-only form, interest hereon shall be payable by check or draft mailed to the registered owner hereof at his address as it appears on the books of registry (as of the fifteenth day of the month next preceding each interest payment date) kept by BOKF, NA, Tulsa, Oklahoma, as paying agent and registrar for the Bonds (the "Paying Agent-Registrar"). Payment of principal on this Bond will be made at the principal office of the Paying Agent-Registrar, or at the principal office of a successor Paying Agent-Registrar. Both the principal of and interest on this Bond are payable in any coin or currency of the United States of America, which, at the respective dates of payment thereof, is legal tender for the payment of public and private debts.

THE FULL FAITH, CREDIT AND RESOURCES of said City are hereby irrevocably pledged to the payment of this Bond.

THIS BOND is one of an issue of like date and tenor, except as to date of maturity, rate of interest, redemption provisions and denomination, aggregating the principal sum of _____. This Bond, and the Bonds of the issue of which it is one, has been issued for the purposes of refunding certain outstanding portions of the City of Broken Arrow,

Oklahoma, General Obligation Bonds, Series 2011A and the City of Broken Arrow, Oklahoma, General Obligation Bonds, Series 2011B, all pursuant to Title 62, Oklahoma Statutes 2011, Section 751 *et seq.*, and statutes of the State of Oklahoma complementary, supplementary and enacted pursuant thereto.

The Bonds are not subject to optional redemption prior to maturity.

No person shall be entitled to any right or benefit provided in this Bond unless the name of such person is registered by the Registrar in the Registration Record maintained in its corporate trust office in Tulsa, Oklahoma. This Bond shall be transferable only upon delivery of this Bond to the Registrar, duly endorsed or accompanied by a written instrument of transfer in form satisfactory to the Registrar, duly executed by the Registered Holder hereof or his attorney duly authorized in writing, and such transfer registered in the Registration Record. The Registrar shall not be required to make such transfer after the fifteenth (15th) day preceding any interest payment date until after said latter date. The name of the Registered Holder endorsed hereon shall be deemed the correct name of the owner of this Bond for all purposes whatsoever. The Registrar will keep the Registration Record open for registration of ownership of registered Bonds during its business hours. In the event of a change of Registrar for any reason, notice thereof shall be mailed, by registered or certified United States mail, postage prepaid, to the Registered Holder at the address shown in the Registration Record, and such notice shall be effective on the date of mailing and sufficient as to all persons.

IT IS HEREBY CERTIFIED AND RECITED that all acts, conditions and things required to be done, precedent to and in the issuance of this Bond have been properly done, happened and been performed in regular and due form and time as required by law, and that the total indebtedness of said City, including this Bond, and the series of which it forms a part, does not exceed any constitutional or statutory limitation; and that due provision has been made for the collection of an annual tax sufficient to pay the interest on this Bond as it falls due and also to constitute a sinking fund for the payment of the principal hereof at maturity. This Bond has been issued pursuant to the authority of the General Obligation Public Securities Refunding Act and is incontestable for any cause whatsoever after delivery for value.

IN WITNESS WHEREOF, said City has caused this Bond to be executed in its name by the facsimile signature of its Mayor, attested by the facsimile signature of its Clerk, and sealed with the facsimile seal thereof all as of the ____ day of _____, 2020.

(SEAL)
ATTEST:

Mayor

City Clerk

* * *

AUTHENTICATION CERTIFICATE

This Bond is one of the General Obligation Refunding Bonds, Taxable Series 2020A of the City of Broken Arrow, Oklahoma described herein.

Date of Registration
and Authentication

BOKF, NA
Tulsa, Oklahoma

Authorized Officer

* * *

STATE OF OKLAHOMA)
)SS
COUNTY OF TULSA)
 WAGONER

We, the undersigned, District Attorneys and County Clerks respectively, of said Counties, in said State, in which the within named City is situated, hereby certify that the within Bond is one of a series of Bonds issued by the within named City pursuant to law, and that the entire issue of said Bonds is within the debt limit imposed upon said City by the Constitution and laws of the State of Oklahoma.

WITNESS our respective official hands and the seals of said Counties this _____ day of _____, 2020.

County Clerk, Tulsa County, Oklahoma

District Attorney, Judicial District No. 14

(SEAL)

County Clerk, Wagoner County, Oklahoma

District Attorney, Judicial District No. 27

(SEAL)

FORM OF ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto _____ the within Bond and does hereby irrevocably constitute and appoint _____ attorney to transfer such Bond on the books kept for registration and transfer of the within Bond, with full power of substitution in the premises.

Dated: _____, _____. _____

Signature guaranteed by:

STATE OF OKLAHOMA)
)SS
COUNTY OF TULSA)

I, the undersigned, the duly qualified and acting Treasurer of the within named City, in said County and State, hereby certify that I have duly registered the within Bond in my office on this ____ day of _____, 2020.

WITNESS my hand the date above written.

Treasurer

STATE OF OKLAHOMA
OFFICE OF THE ATTORNEY GENERAL
BOND DEPARTMENT

_____, 2020

I HEREBY CERTIFY that I have examined a certified copy of the record of proceedings taken preliminary to and in the issuance of the within Bond; that such proceedings and such Bond show lawful authority for the issue and are in accordance with the form and method of procedure prescribed and provided by me for the issuance of bonds of like kind; and that said Bond is a valid and binding obligation according to its tenor and terms, and, under the provisions of Title 62, Oklahoma Statutes 2011, Sections 11, 13 and 14, requiring the certificate of the Bond Commissioner of the State of Oklahoma thereon, as modified by Title 62, Oklahoma Statutes 2011, Section 755(D) is incontestable in any Court in the State of Oklahoma after delivery for value.

Attorney General
Ex-Officio Bond Commissioner
State of Oklahoma

[END OF FORM OF BOND]

Section 3. That each of said Bonds shall be signed by the Mayor and the corporate seal of said City affixed thereto and attested by the Clerk of said City; that said officers be and hereby are authorized and directed to cause said Bonds to be prepared and to execute the same for and on behalf of said City, have the same registered by the Treasurer, endorsed by the District Attorneys and County Clerks and presented to the Attorney General, Ex-Officio Bond Commissioner, together with a certified transcript of all proceedings had in connection with their issue for his approval and endorsement; that thereafter said Bonds shall be delivered to the purchaser upon payment of the purchase price thereof, which shall not be less than par and accrued interest. The proceeds derived from the sale of said Bonds shall be placed in a special fund and used solely for the purpose of providing funds for the purpose of paying the Refunded Bonds of the City set out in Section 2 hereof, paying the costs of issuance and other lawful purposes as set forth in the General Obligation Public Securities Refunding Act.

Section 4. Whenever any registered Bond or Bonds shall be exchanged for another registered Bond or Bonds of different denomination, the Registrar shall cancel the Bond or Bonds surrendered in such exchange on the face thereof and on the Registration Record. If the supply of registered Bonds for making exchanges shall have been exhausted, the Registrar shall cause additional registered Bonds to be prepared, at the expense of the City. The City covenants that upon request of the Registrar, its appropriate officers promptly will execute such additional registered Bonds on behalf of the City.

Section 5. The Registrar for all registered Bonds issued pursuant to this Resolution shall be BOKF, NA, Tulsa, Oklahoma, which shall maintain a Registration Record in its principal corporate trust office for the purpose of registering the name and address of the Registered Holder of each registered Bond. The Registrar will keep the Registration Record open for registrations during its business hours. In the event of a change of Registrar, notice thereof shall be mailed, registered or certified United States Mail, postage prepaid, to the Registered Holder of each registered Bond. The name and address of the Registered Holder as the same appear on the Registration Record shall be conclusive evidence to all persons and for all purposes whatsoever and no person other than the Registered Holder shown on the Registration Record shall be entitled to any right or benefit in relation to the Bond so registered; provided, that the foregoing shall not apply to any successor by operation of law of such Registered Holder. Registered Bonds shall be transferable only upon delivery of such Bonds to the Registrar, duly endorsed or accompanied by a written instrument of transfer in form satisfactory to the Registrar, executed by the Registered Holder thereof or his attorney duly authorized in writing, and such transfer registered on the Registration Record. If the Form of Assignment on such Bonds is exhausted, such Registered Bonds delivered to the Registrar for registration of transfer shall be cancelled by the Registrar on the face thereof and the Registrar shall authenticate and deliver to the transferee Bonds in aggregate principal amount equal to the unpaid principal of the surrendered Bonds in new registered Bonds, in denominations of \$1,000 or any whole multiple thereof. The Registrar shall not be required to make such transfer after the fifteenth (15th) day preceding any interest payment date until after said latter date. The Record Date for the Bonds shall be the 15th day, whether or not such is a business day, of the calendar month preceding each interest payment date on the Bonds.

Section 6. The Bond Purchase Agreement, a form of which is attached hereto, between the City and the aforesaid purchasers of the Bonds attached hereto and incorporated herein by reference is hereby approved and the Mayor is authorized to execute the same as well as the Certificate of Determination attached thereto, upon the Mayor's determination of the final details of the Bonds

including interest rates, maturities and call features, if any, on the date of final pricing of the Bonds, provided the average interest rate in the form of true interest cost does not exceed 2.0% per annum and provided further this authorization to sign the Bond Purchase Agreement shall lapse on June 30, 2021.

Section 7. There is hereby created and established a system of registration for uncertificated registered public obligations with respect to the Bonds as provided in the Registered Public Obligations Act of Oklahoma, Title 62 Oklahoma Statutes 2011, Section 582(13)(b), whereby books shall be maintained on behalf of the City by the Depository Trust Company, New York, New York, for the purpose of registration of transfer of the uncertificated registered public obligations with respect to the Bonds which specify the persons entitled to the Bonds and the rights evidenced thereby shall be registered upon such books, and the Mayor and Clerk (or in their absence or incapacity, the Vice Mayor and Deputy Clerk, respectively) are hereby authorized and directed to execute such documents and instruments as may be required to implement the foregoing system of registration.

Section 8. The form of Preliminary Official Statement outlining the terms, conditions and security for the Bonds is hereby adopted and approved, and the Mayor or Vice Mayor is authorized to approve any corrections, additions or deletions thereto for and on behalf of the City. Thereupon, the Mayor or Vice Mayor is authorized and directed to execute and deliver the Preliminary Official Statement for and on behalf of the City, and further, the Mayor or Vice Mayor is authorized and directed to execute and deliver for and on behalf of the City a certificate deeming the Preliminary Official Statement to be “final” in accordance with the requirements of Rule 15c2-12 of the Securities and Exchange Commission promulgated pursuant to the Securities and Exchange Act of 1934. Distribution of the Preliminary Official Statement by the Underwriter in connection with the sale of the Bonds is hereby expressly authorized

Section 9. The Special Escrow Fund Agreement, the Continuing Disclosure Agreement and Official Statement, forms of which are provided herewith and incorporated herein by reference, are hereby approved and the Mayor and City Clerk (or in their absence or incapacity, the Vice Mayor and Deputy Clerk, respectively) are authorized to execute the Special Escrow Fund Agreement and the Continuing Disclosure Agreement and the Mayor or Vice Mayor is authorized to sign the Official Statement for and on behalf of the City.

A Continuing Disclosure Agreement, as a material inducement to the Purchaser(s) of the Bonds, in substantially the form of the draft thereof presented at the meeting at which this Resolution is adopted and to be dated the date of initial delivery of the Bonds, is hereby authorized to be executed and delivered by the Mayor and Clerk (or in their absence or incapacity, the Vice Mayor and Deputy Clerk, respectively). The City hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement. Notwithstanding any other provision of this Resolution, failure of the City to comply with the Continuing Disclosure Agreement shall not be considered an event of default on the Bonds; however, any Bondholder may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the City to comply with its obligations under this Section. “Continuing Disclosure Agreement” shall mean that certain Continuing Disclosure Agreement executed by the City and dated the date of issuance and delivery of the Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof.

The City hereby covenants and agrees for the benefit of the Bondholders to provide annual financial information on the City in accordance with the Continuing Disclosure Agreement and to provide, in a timely manner, notice of events specified in paragraph (b)(5)(i)(C) of Rule 15c2-12 promulgated by the Securities and Exchange Commission. The annual financial information and any notices of material events will be provided by the City to the Municipal Securities Rulemaking Board via the Electronic Municipal Market Access System (“EMMA”) @ www.emma.msrb.org.

The City authorizes the use of the Official Statement in connection with the sale of the Bonds by the purchasers thereof.

Section 10. That beginning with the fiscal year beginning in 2021, a continuing annual tax sufficient to pay the interest on said Bonds when due and for the purpose of providing a sinking fund with which to pay the principal of said Bonds when due shall be and is hereby ordered levied upon all taxable property in said City, in addition to all other taxes, said sinking fund to be designated “General Obligation Refunding Bonds, Taxable Series 2020A Sinking Fund.” Said Tax shall be and is hereby ordered certified, levied and extended upon the rolls and collected by the same officers, in the same manner and at the same time as the taxes for general purposes in each of said years are certified, levied, extended and collected; that all funds derived from said tax shall be placed in said sinking fund which, together with any interest collected on same, shall be irrevocably pledged to the payment of the interest on and principal of said Bonds when and as the same fall due.

Section 11. The Mayor, Vice Mayor, City Manager, Treasurer, City Clerk, and Deputy City Clerk are hereby authorized and directed to execute, separately or jointly, and deliver such documents and take such other action as may be necessary or appropriate in order to effectuate the issuance, execution and delivery of the Bonds, including specifically, but not limited to, the Bond forms, tax or tax compliance documents, closing certificates, continuing disclosure or other security or securities-related documents, contracts for professional services associated with issuance of the Bonds, disbursement orders, or any other letter, representation or certification otherwise necessary and attendant to the issuance and delivery of the Bonds.

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PASSED AND APPROVED this 20th day of October, 2020.

(SEAL)

Mayor

ATTEST:

City Clerk

STATE OF OKLAHOMA)
)SS
COUNTY OF TULSA)

I, the undersigned, the duly qualified and acting Clerk of the City of Broken Arrow, Oklahoma, hereby certify that the foregoing is a true and complete copy of a Resolution authorizing the issuance of Bonds for the purpose therein set out adopted by the governing body of said City and transcript of proceedings had by said governing body at a regular meeting thereof held on the date therein set out, insofar as the same relates to the introduction, reading and adoption thereof as the same appears of record in my office.

I further certify that attached hereto is a true and complete copy of the Notice of the schedule of regular meetings of the governing body of the City of Broken Arrow, Oklahoma for the calendar year 2020 having been given in writing to the City Clerk of said City at 2:25 o'clock p.m. on December 11, 2019, and public notice of this virtual meeting, setting forth the date, time, place and agenda was posted at ____ o'clock __.m. on the ____ day of October, 2020, by posting on the City's Internet website (www.brokenarrowok.gov) and by posting at the entry to the Municipal Building, 220 S. First Street, Broken Arrow, Oklahoma, 74012, the place of this meeting in prominent view and open to the public twenty-four (24) hours each day, seven (7) days each week, being twenty-four (24) hours or more prior to this meeting, excluding Saturdays, Sundays and State designated legal holidays, all in compliance with the Oklahoma Open Meeting Act. Further, as required by Title 25 Oklahoma Statutes § 311A(9)(c), the City is not required to make the notice of a public meeting available to the public in the principal office of the public body (220 S. First Street, Broken Arrow, Oklahoma, 74012) during normal business hours at least twenty-four (24) hours prior to the meeting.

WITNESS my hand and seal this 20th day of October, 2020.

(SEAL)

City Clerk

Attachments

Notice and Agenda

Bond Purchase Agreement
(Please refer to Tab #13 of Transcript)

Special Escrow Fund Agreement
(Please refer to Tab #8 of Transcript)

Continuing Disclosure Agreement
(Please refer to Tab #14 of Transcript)

Official Statement
(Please refer to Tab #12 of Transcript)