

AMENDMENT

This Amendment, by and between The City of Oklahoma City (hereinafter "Beneficiary") and the Oklahoma City Municipal Improvement Authority (hereinafter "Authority"), amends the Amended Trust Indenture.

Witnesseth:

Whereas, the first day of August, 1960, the Trustor, the Greater Oklahoma City, Inc., established the Oklahoma City Municipal Improvement Authority (hereinafter "Authority") by "Trust Indenture" pursuant to the laws of the State of Oklahoma; and

Whereas, the twenty-fifth and twenty-sixth days of November, 1985, respectively, the Authority and the Beneficiary did approve an amendment to the Trust Indenture called the "Amended Trust Indenture"; and

Whereas, Article VI, section one of the Amended Trust Indenture provides that the City Manager of The City of Oklahoma City shall be a Trustee of the Authority; and

Whereas, it is appropriate for the effective and efficient management of The City of Oklahoma City that the Trustee-City Manager be authorized to appoint a representative to act as Surrogate Trustee to the Authority in his absence; and

Whereas, Article VIII, section one provides that the Amended Trust Indenture may be amended upon the approval of the Beneficiary and the Authority.

NOW, THEREFORE, the parties hereto agree to amend the Amended Trust Indenture as follows:

AMENDMENT

Article VI, entitled "The Trustees", section one of the Amended Trust Indenture is hereby amended to read as follows:

(1) The Trustees of this Trust shall be the persons occupying the offices of City Manager and the Mayor of The City of Oklahoma City on the date of execution of this Amended Trust Indenture so long as they are in office, and the duly elected or appointed and qualified successors in their respective offices (hereinafter also referred to as "Trustee-Mayor" and "Trustee-City Manager", respectively); and two trustees who shall be citizens and residents of The City of Oklahoma City ( hereinafter also referred to as "independent Trustees"), and their successors appointed as hereinafter provided; and a Council member of the governing body of the beneficiary, The City of Oklahoma City (hereinafter also referred to as "Trustee-Council member"). The Trustee-Council member shall be nominated by the Mayor and appointed by the governing body of The City of Oklahoma City who shall serve for four (4) years or so long as he or she is in office, whichever comes first. The two independent Trustees at the time of the execution of this Amended Trust Indenture shall

continue in office as provided herein. The term of office of independent-Trustee, Pete White, shall be for a period of four (4) years from the date of appointment of Haskell Mogridge, the Trustee whose term Pete White was appointed to complete, being August 1, 1982, to August 1, 1986; and the term of office of independent-Trustee, James L. Early, shall be for a period of four (4) years from the date of appointment, being August 1, 1984 to August 15, 1988. Successors to the Trustees, other than the Mayor and the City Manager, shall be nominated by the Mayor of The City of Oklahoma City and appointed by the governing body of The City of Oklahoma City for a term of office as Trustee of four (4) years. Trustees may succeed themselves. Each such successor Trustee shall, without any further act or conveyance, become fully vested with all the estate, properties, rights, powers, duties and obligations of his predecessor hereunder with like effect as if originally named as a Trustee herein. The Trustee-Mayor may appoint a Council member to act as Surrogate-Trustee in his absence. The Surrogate Trustee shall take any oath of office required of the Trustee-Mayor. While acting in his capacity, the Surrogate-Trustee shall be vested with all the estate, property, rights, powers, duties and obligations of the Trustee-Mayor and ~~The-SurrogateTrustee~~ shall serve at the leisure of the Trustee-Mayor. The Trustee-City Manager may appoint a representative to act as Surrogate Trustee in his absence. The Surogate Trustee shall take any oath of office required of the Trustee-City Manager. While acting in his capacity, the Surrogate-Trustee shall be vested with all the estate, property, rights, powers, duties and obligations of the Trustee-City Manager and shall serve at the leisure of the Trustee-City Manager. In the event of any vacancy in the office of Trustee hereunder for any cause the judge of the District Court of Oklahoma County, upon application of any interested person, shall appoint a successor to fill such vacancy and to act as Trustee hereunder until the governing body of The City of Oklahoma City shall appoint a successor as hereinabove provided, or until the expiration of the term of office of any person resigning or failing, neglecting or refusing to act as Trustee.

#### REAFFIRMATION

In all other respects all other provisions of the Amended Trust Indenture are reaffirmed and ratified.

#### EFFECTIVE

This Amendment shall become effective upon approval by The City of Oklahoma City.

#### ORIGINALS

This Amendment shall be executed in multiple copies, each of which shall be deemed an original.

IN WITNESS WHEREOF, The City of Oklahoma City approves and causes this Amendment to be executed by its duly authorized officers on this 25 day of March, 1986.



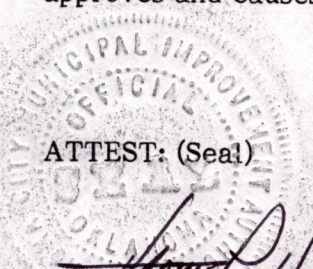
ATTEST: (Seal)

City Clerk

THE CITY OF OKLAHOMA CITY

By Andy Leate  
MAYOR

IN WITNESS WHEREOF, the Oklahoma City Municipal Improvement Authority approves and causes this Amendment to be executed by its duly authorized officers.



ATTEST: (Seal)

Secretary

THE OKLAHOMA CITY MUNICIPAL IMPROVEMENT AUTHORITY

Paul White  
CHAIRMAN

Approved as to form and legality this 19 day of March, 1986.

Craig B. Kerfl  
Assistant Municipal Counselor