

**AMENDMENT NO. 1
TO THE TRUST INDENTURE OF THE
EL RENO ECONOMIC DEVELOPMENT AUTHORITY**

THIS AMENDMENT TO THE TRUST INDENTURE of the El Reno Economic Development Authority is entered into by an affirmative vote of at least two-thirds of all Trustees of the El Reno Economic Development Authority and by an affirmative vote of at least two-thirds of all members of the El Reno City Council, as of this 3rd day of August, 2004.

WHEREAS, Heretofore a Trust Indenture was entered into on the 31st day of January 1990, by Ed Metz, Trustor, creating the El Reno Economic Development Authority; and

WHEREAS, Amendment to the Trust Indenture of the El Reno Economic Development Authority is allowed under Article XI of said Trust Indenture, which states "This Trust Indenture may be amended by an affirmative vote of at least two-thirds (2/3) of all Trustees and any such proposed amendment shall be further approved by the affirmative vote of two-thirds (2/3) of the Board of Trustees of the Beneficiary before becoming effective;" and

WHEREAS, the Beneficiary, the City of El Reno, has accepted beneficial interest thereunder; and

WHEREAS, the parties hereto are desirous of amending said Trust Indenture as to the number of Trustees; and

WHEREAS, Article VII (The Trustees), Section 1, presently reads as follows:
"The Trustees of this Trust shall be citizens and residents of the Beneficiary. The number of Trustees shall be nine (9) and shall be appointed by the governing body of the Beneficiary. One member of the City Council of the Beneficiary shall always serve as a Trustee and his or her term shall be coextensive with their term on the governing body of the Beneficiary, and, originally, this person shall be Original Trustee Robert W. Patton. The terms of the other eight original Trustees shall be staggered. Original Trustees Kay Dyer and Ed Metz shall serve until April 30, 1990, Original Trustees Joe Williams, Garland Parker and Robert Hawley shall serve until April 30, 1991. Original Trustees Leslie F. Roblyer, David C. Delana and Gene E. Marshall shall serve until April 30, 1992. Upon the occurrence of a vacancy in the office of any such Trustee, a successor shall be appointed by the City Council of the Beneficiary and such City Council may remove any Trustee with or without cause in their sole and absolute discretion at anytime and thereupon replace any Trustee so removed with another Trustee to fill the unexpired portion of the term of the Trustee so removed. Trustees may be reappointed by the City Council and all Trustees of this Authority shall

serve until his successor be duly appointed and qualified. All successors shall serve for a three year term, except those appointed to serve for a remainder of an unexpired term. Each successor in office so appointed shall, upon taking the oath of office, but without any further act, deed or conveyance, become a Trustee of this Trust and become fully vested with all of the estate, properties, rights, powers, duties and obligations of his predecessor with like effect as if originally named a Trustee herein."

NOW, THEREFORE, Article VII, Sub-Section 1, of the Trust Indenture shall be amended to read as follows:

"The Trustees of this Trust shall be citizens and residents of the Beneficiary. The number of Trustees shall be seven (7) and shall be appointed by the governing body of the Beneficiary. Two members of the City Council of the Beneficiary shall always serve as Trustees and his or her term(s) shall be coextensive with their terms on the governing body of the Beneficiary. The remaining five (5) Trustee members shall be filled by Non-Council citizens. Upon the occurrence of a vacancy in the office of any such Trustee, a successor shall be appointed by the City Council of the Beneficiary and such City Council may remove any Trustee with or without cause in their sole and absolute discretion at anytime and thereupon replace any Trustee so removed with another Trustee to fill the unexpired portion of the term of the Trustee so removed. Trustees may be reappointed by the City Council and all Trustees of this Authority shall serve until his successor be duly appointed and qualified. All successors shall serve for a three year term, except those appointed to serve for a remainder of an unexpired term. Each successor in office so appointed shall, upon taking the oath of office, but without any further act, deed or conveyance, become a Trustee of this Trust and become fully vested with all of the estate, properties, rights, powers, duties and obligations of his predecessor with like effect as if originally named a Trustee herein."

El Reno Economic Development Authority

NOW, THEREFORE, I, Paul Atkins, Chairman of the El Reno Economic Development Authority, do hereby proclaim the amendment described herein has been approved by an affirmative vote of at least two-thirds of all Trustees of the El Reno Economic Development Authority on this 19th day of July, 2004. The vote shall be recorded as follows:

Aye: Paul Atkins, Todd Hobson, John Kelly, David Black, Linda Lorenzen, David Delana and David Archer

Nay: None.

Absent: Wade Crews and Charles Nagel


Paul Atkins, Chairman

EL RENO CITY COUNCIL

NOW, THEREFORE, I, James A. Moore, Mayor of the City of El Reno, do hereby proclaim the amendment described herein has been approved by an affirmative vote of at least two-thirds of all Members of the El Reno City Council on this 3rd day of August, 2004.

The vote shall be recorded as follows:

Aye: Jerry Robertson, Chris Bromlow, John Kelly, James A. Moore, Susan Schwarz, Todd Hobson and Tony Maldonado

Nay: Mark Gallaway

Absent: Debbie Harrison


James A. Moore, Mayor