

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

THIS AMENDMENT TO THE TRUST INDENTURE of the El Reno Recreational Authority is entered into by a an affirmative vote of at least two-thirds of all Trustees of the El Reno Recreational Authority and by an affirmative vote of at least two-thirds of all members of the El Reno City Council, as of the 4th day of November, 2003.

WHEREAS, Heretofore a Trust Indenture was entered into on the 24th day of October, 1994, by Phil Todd, Trustor, creating the El Reno Recreational Authority; and

WHEREAS, Amendment to the Trust Indenture of the El Reno Recreational 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 of the governing body 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 appointment and removal of Trustees; and

WHEREAS, Article VII (Trustees), Section 1, presently reads as follows:

"The Trustees of the Trust shall be seven in number, and shall be residents of the City of El Reno, Oklahoma. At least two of the seven Trustees shall be members of the governing body of the Beneficiary. The initial Trustees of the Authority shall be those persons listed below (as selected by the governing body of the Beneficiary), and said persons shall serve such terms as indicated:...*(initial trustees are named with term expirations)*.

The Trustees which are members of the governing body of the Beneficiary shall be selected by a vote of the City Council. Said selection shall be in writing and the Mayor and/or City Council members selected shall continue to serve as a Trustee of the Authority until their respective current term of office as the Mayor and/or City Council Member expires.

Upon expiration of the term of any Trustee (excepting the positions filled by the Mayor and/or City Council Members) a successor Trustee shall be appointed for a term of five (5) years. If a Trustee does not complete his

or her entire term for any reason, a successor Trustee shall be appointed to complete the term of the Trustee whom he or she replaces. Any Trustee whose stated term has expired shall continue to serve as Trustee until his or her successor has been duly appointed and qualified as a Trustee hereunder.

Upon appointment of a successor Trustee in the above described manner, such successor in office shall, upon taking the Oath of Office, but without any further act, deed or conveyance, automatically become a Trustee of this Trust and 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.”

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

“The Trustees of the Trust shall be seven in number, and shall be residents of the City of El Reno, Oklahoma. At least two of the seven Trustees shall be members of the governing body of the Beneficiary. The initial Trustees of the Authority shall be those persons listed below (as selected by the governing body of the Beneficiary), and said persons shall serve such terms as indicated:...*(initial trustees are named with term expirations)*.

The Trustees which are members of the governing body of the Beneficiary shall be selected by a vote of the City Council. Said selection shall be by a majority vote of all members of the City Council, and the Mayor and/or City Council members selected shall continue to serve as a Trustee of the Authority until their respective current term of office as the Mayor and/or City Council Member expires. All other Trustees shall be also appointed by a majority vote of the City Council.

Upon expiration of the term of any Trustee (excepting the positions filled by the Mayor and/or City Council Members) a successor Trustee shall be appointed for a term of five (5) years. If a Trustee does not complete his or her entire term for any reason, a successor Trustee shall be appointed to complete the term of the Trustee whom he or she replaces. Any Trustee whose stated term has expired shall continue to serve as Trustee until his or her successor has been duly appointed and qualified as a Trustee hereunder.

Upon appointment of a successor Trustee in the above described manner, such successor in office shall, upon taking the Oath of Office, but without any further act, deed or conveyance, automatically become a Trustee of this Trust and 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."

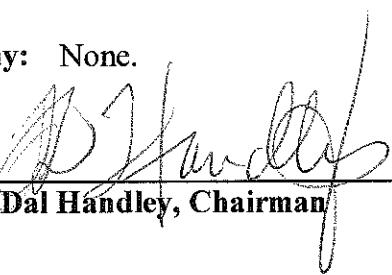
EL RENO RECREATIONAL AUTHORITY

NOW, THEREFORE, I F. Dal Handley, Chairman of the El Reno Recreational 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 Recreational Authority on this 27th day of October, 2003.

The vote shall be recorded as follows:

Aye: F. Dal Handley, Mark Gallaway, Larry Hodges, Fred Reiss, Jerry Robertson, Chris Bromlow and Tony Maldonado.

Nay: None.


F. Dal Handley, Chairman


Keri Avant
ATTEST: Secretary

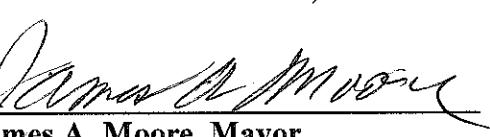
EL RENO CITY COUNCIL

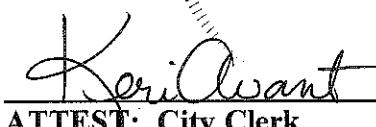
NOW, THEREFORE, I, James A. Moore, Mayor of the City of El Reno, do hereby proclaim the amendment described herein has been approved by an affirmative vote of at least two-thirds of all Members of the El Reno City Council on this 4th day of November, 2003. The vote shall be recorded as follows:

Aye: James A. Moore, Mark Gallaway, Jerry Robertson, Chris Bromlow, Gene Stroman, Susan A. Schwarz, Todd Hobson and Tony Maldonado.

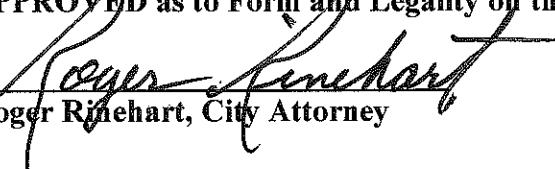
Nay: None.

(Absent: Lewis Grantham)


James A. Moore, Mayor


Keri Avant
ATTEST: City Clerk

APPROVED as to Form and Legality on this 6th day of Nov., 2003.


Roger Rinehart, City Attorney