

THIRD SUPPLEMENT TO DECLARATION OF TRUST

This Third Supplement to Declaration of Trust (hereinafter, the "Supplement") is entered into as of the 1st day of September, 1993 by and between the Trustees of The Guthrie Public Works Authority (the "Authority") and the City of Guthrie, Oklahoma (the "City") acting through its governing body, and amends and supplements that certain Declaration of Trust dated as of November 2, 1965 (the "Declaration of Trust"), recorded at Book 490 beginning at Page 175 of the records of the County Clerk of Logan County, Oklahoma, as amended and supplemented by the Supplement to Declaration of Trust dated August 16, 1977 recorded in Book 726 at Page 128, and by the Second Supplement to Declaration of Trust dated August 4, 1987, recorded in Book 1146 at Page 633, wherein the City is designated the beneficiary of the Authority.

In consideration of the mutual promises and covenants herein contained, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the Authority and the City hereby agree as follows:

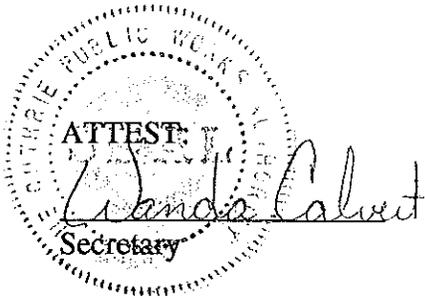
1. Article VII Section (b) of the Declaration of Trust entitled "Powers and Duties of Trustees," pertaining to the requirement of voter approval for the incurrence of certain Authority Indebtedness shall be and is hereby amended and supplemented, so that said Article VII Section (b)(iii) shall henceforth read as follows:

"(iii) Any indebtedness not to exceed \$8,000,000 incurred in any one calendar year. Without limiting any provision of this instrument, none of the net earnings or income derived from or accruing to the Trust Estate, nor any part of the Trust Estate, in any instance beyond that necessary to pay the principal of and interest on indebtedness incurred for purposes set forth in Article III of this instrument and to pay the costs and expenses of implementation of said purposes, shall inure to the benefit of any person or entity other than the beneficiary, the City of Guthrie, Oklahoma."

2. As amended by paragraph (1) hereof, the Declaration of Trust is hereby confirmed and ratified as continuing in full force and effect.
3. This Supplement shall be and become effective upon the approval and execution thereby duly authorized officers of the Authority and of the City, respectively, and the written approval of the Trustee bank or banks with respect to any bonds, notes or any other indebtedness or obligations of the Authority secured by revenues or property of the Authority. Should said supplement not be approved by the aforementioned Trustee or Trustees and by the governing bodies of the Authority and of the City, then this Supplement will be a nullity, of no force or effect whatsoever.

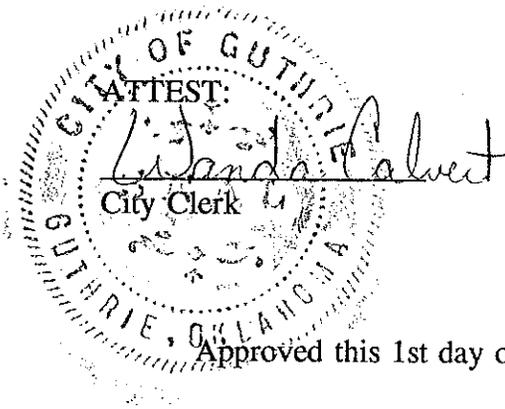
IN WITNESS HEREOF, the Authority and the City have caused this Supplement to be approved by their respective governing bodies and to be executed, attested and delivered by their respective duly authorized officers, all as of the date above mentioned.

**TRUSTEES OF THE GUTHRIE
PUBLIC WORKS AUTHORITY**



By: *[Signature]*
Chairperson

CITY OF GUTHRIE, OKLAHOMA



By: *[Signature]*
Mayor

Approved this 1st day of September, 1993

**LIBERTY BANK AND TRUST COMPANY OF
OKLAHOMA CITY, N.A.
OKLAHOMA CITY, OKLAHOMA**

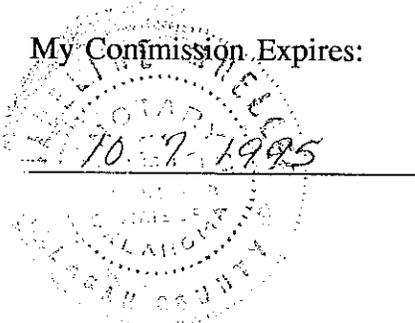
By: *[Signature]*
Name: Martha E. Ober
Title: Vice President and Trust Officer

STATE OF OKLAHOMA)
) ss.
COUNTY OF LOGAN)

Before me, the undersigned, a notary public in and for said State, on the 31st day of August, 1993, personally appeared Robert A. Dewart, Mayor and Wanda Calvert, City Clerk of the City of Guthrie, Oklahoma, and to me further known to be the identical persons who subscribed the name of said City as one of the makers thereof, to the foregoing instrument as its Mayor and City Clerk, respectively, and acknowledged to me that they executed the same as their free and entirely voluntary act and deed and as the free and voluntary act and deed of said City, for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year aforesaid.

My Commission Expires:



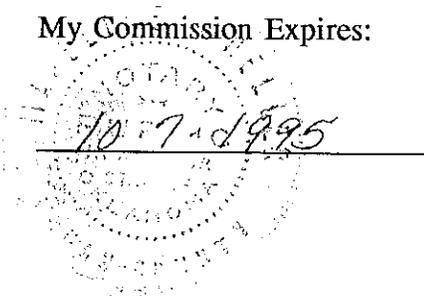
Madeline Mueller
Notary Public

STATE OF OKLAHOMA)
) ss.
COUNTY OF LOGAN)

The foregoing instrument was acknowledged before me this 31st day of August, 1993, by Robert A. Dewart, Chairman of The Guthrie Public Works Authority, a public trust, on behalf of the Trust.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year first above written.

My Commission Expires:



Madeline Mueller
Notary Public

THIRD SUPPLEMENT TO DECLARATION OF TRUST

This Third Supplement to Declaration of Trust (hereinafter, the "Supplement") is entered of the 1st day of September, 1993 by and between the Trustees of The Guthrie Public Authority (the "Authority") and the City of Guthrie, Oklahoma (the "City") acting through its governing body, and amends and supplements that certain Declaration of Trust dated of November 2, 1965 (the "Declaration of Trust"), recorded at Book 490 beginning at Page of the records of the County Clerk of Logan County, Oklahoma, as amended and supplemented by the Supplement to Declaration of Trust dated August 16, 1977 recorded in Book 726 at Page 128, and by the Second Supplement to Declaration of Trust dated August 4, 1987, recorded in Book 1146 at Page 633, wherein the City is designated the beneficiary of the Authority.

In consideration of the mutual promises and covenants herein contained, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, the Authority and the City hereby agree as follows:

1. Article VII Section (b) of the Declaration of Trust entitled "Powers and Duties of Trustees," pertaining to the requirement of voter approval for the incurrence of certain Authority Indebtedness shall be and is hereby amended and supplemented, so that said Article VII Section (b)(iii) shall henceforth read as follows:

"(iii) Any indebtedness not to exceed \$8,000,000 incurred in any one calendar year. Without limiting any provision of this instrument, none of the net earnings or income derived from or accruing to the Trust Estate, nor any part of the Trust Estate, in any instance beyond that necessary to pay the principal of and interest on indebtedness incurred for purposes set forth in Article III of this instrument and to pay the costs and expenses of implementation of said purposes, shall inure to the benefit of any person or entity other than the beneficiary, the City of Guthrie, Oklahoma."

2. As amended by paragraph (1) hereof, the Declaration of Trust is hereby confirmed and ratified as continuing in full force and effect.
3. This Supplement shall be and become effective upon the approval and execution thereby duly authorized officers of the Authority and of the City, respectively, and the written approval of the Trustee bank or banks with respect to any bonds, notes or any other indebtedness or obligations of the Authority secured by revenues or property of the Authority. Should said supplement not be approved by the aforementioned Trustee or Trustees and by the governing bodies of the Authority and of the City, then this Supplement will be a nullity; of no force or effect whatsoever.

I, Mary Lou Orndorff, County clerk in and for Logan County, State of Oklahoma, do hereby certify that the foregoing is a full and true copy of such an instrument of record in my office. Witness my hand and official seal this 28 day of October 19 93
Mary Lou Orndorff, County Clerk

FILE

NOV 18 1993

OKLAHOMA SECRETARY OF STATE

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BOOK 1312 PAGE 665

IN WITNESS WHEREOF, the Authority and the City have caused this Supplement to be approved by their respective governing bodies and to be executed, attested and delivered by their respective duly authorized officers, all as of the date above mentioned.

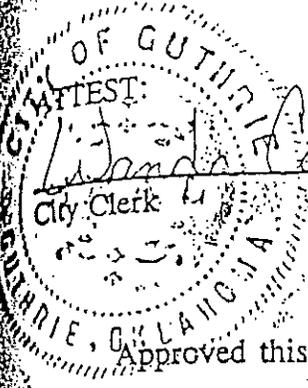
TRUSTEES OF THE GUTHRIE
PUBLIC WORKS AUTHORITY



Wanda Calvert
Secretary

By: *[Signature]*
Chairperson

CITY OF GUTHRIE, OKLAHOMA



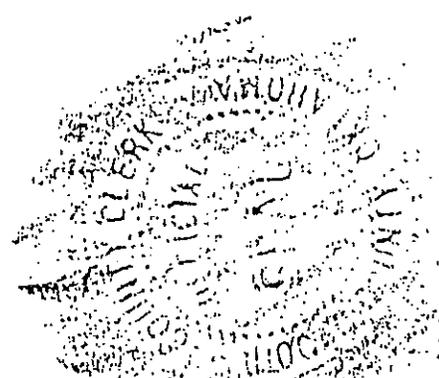
Wanda Calvert
City Clerk

By: *[Signature]*
Mayor

Approved this 1st day of September, 1993

LIBERTY BANK AND TRUST COMPANY OF
OKLAHOMA CITY, N.A.
OKLAHOMA CITY, OKLAHOMA

By: *[Signature]*
Name: Martha E. Ober
Title: Vice President and Trust Officer



STATE OF OKLAHOMA
COUNTY OF LOGAN

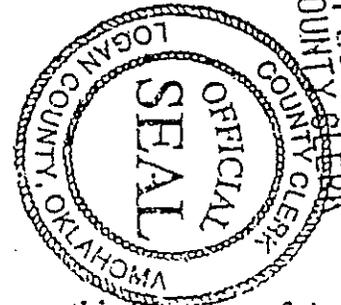
)
) ss.
)

Before me, the undersigned, a notary public in and for said State, on the 31st day of August, 1993, personally appeared Robert A. Dewart, Mayor and Wanda Calvert, City Clerk of the City of Guthrie, Oklahoma, and to me further known to be the identical persons who subscribed the name of said City as one of the makers thereof, to the foregoing instrument as Mayor and City Clerk, respectively, and acknowledged to me that they executed the same as their free and entirely voluntary act and deed and as the free and voluntary act and deed of said City, for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year aforesaid.

My Commission Expires:
10-7-1995

Madelene Mueller
Notary Public



93 OCT 28 AM 9:20
MAY LOU ORNDORFF
COUNTY CLERK

STATE OF OKLAHOMA
LOGAN COUNTY SS:
FILED FOR RECORD ON

STATE OF OKLAHOMA
COUNTY OF LOGAN

)
) ss.
)

The foregoing instrument was acknowledged before me this 31st day of August, 1993, by Robert A. Dewart, Chairman of The Guthrie Public Works Authority, a public trust, on behalf of the Trust.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year first above written.

My Commission Expires:
10-7-1995

Madelene Mueller
Notary Public

**THIRD SUPPLEMENT TO DECLARATION OF TRUST OF
THE GUTHRIE PUBLIC WORKS AUTHORITY**

WHEREAS, The Guthrie Public Works Authority (the "Authority"), was created as a public trust by a Declaration of Trust dated as of November 2, 1965 recorded at Book 490 beginning at Page 175 of the records of the County Clerk of Logan County, Oklahoma, as amended by that Supplement to Declaration of Trust dated August 16, 1977 recorded in Book 726 at Page 128, and by the Second Supplement to Declaration of Trust dated August 4, 1987, recorded in Book 1146 at Page 633, (the "Declaration of Trust"), and beneficial interest thereunder accepted for the City of Guthrie, Oklahoma, on November 2, 1965, August 16, 1977 and August 4, 1987; and

WHEREAS, the presently qualified and acting Trustees of the Authority, the successor Trustor and the Beneficiary of the Authority, the City of Guthrie, Oklahoma, have determined it to be in the best interests of the Trust Estate, in order to better fulfill its comprehensive purposes, to amend the Trust Indenture as hereinafter set forth.

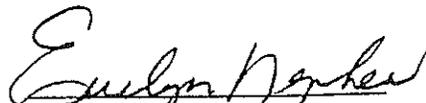
NOW, THEREFORE, the undersigned Trustor and Trustees of the Authority, by and with the consent and agreement of the governing body of the City of Guthrie, Oklahoma, as evidenced by the Acceptance of Beneficial Interest endorsed hereon, hereby do contract and agree and covenant between themselves, and unto the State of Oklahoma and the Beneficiary of the Authority, and said Trustees do declare, all as by law in force and effect, that they and their successors will execute and administer the trust declared and created in the Trust Indenture, as hereinafter amended, as Trustees, solely for the use and benefit of the Beneficiary of the Authority, for the public purposes and functions therein and hereinafter set forth, in the manner provided in the Trust Indenture, as hereinafter amended, or, in the absence of applicable provision, then in the manner now provided by law.

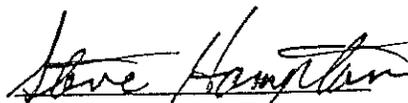
A. Article VII Section (b) of the Declaration of Trust is hereby amended to read, and from and after execution and approval of this Supplement, shall read as follows:

"(iii) Any indebtedness not to exceed \$8,000,000 incurred in any one calendar year. Without limiting any provision of this instrument, none of the net earnings or income derived from or accruing to the Trust Estate, nor any part of the Trust Estate, in any instance beyond that necessary to pay the principal of and interest on indebtedness incurred for purposes set forth in Article III of this instrument and to pay the costs and expenses of implementation of said purposes, shall inure to the benefit of any person or entity other than the beneficiary, the City of Guthrie, Oklahoma."

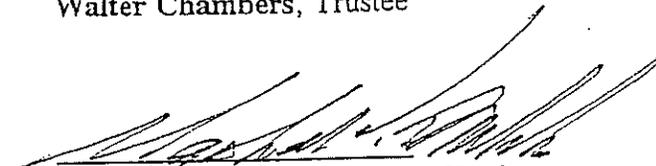
IN WITNESS WHEREOF, we have hereunto set our hands, recovenanting, recontracting and confirming all of the terms and provisions of the Declaration of Trust of The Guthrie Public Works Authority, all as amended hereby, in several multiple originals, all of which constitute one and the same instrument, this 19th day of October, 1999.

TRUSTEES OF THE GUTHRIE PUBLIC
WORKS AUTHORITY

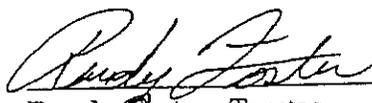

Evelyn Nephew, Trustee

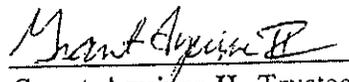

Steve Hampton, Trustee

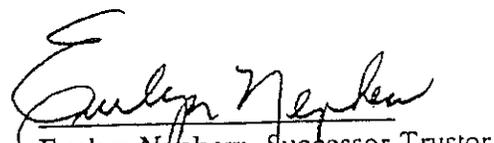

Walter Chambers, Trustee


Marshall (Buck) Dollarhide, Trustee


Brad Morelli, Trustee


Randy Foster, Trustee


Grant Aguirre II, Trustee


Evelyn Nephew, Successor Trustor

THIRD AMENDMENT OF LEASE

THIS AMENDMENT OF LEASE, dated this 19th day of October, 1999, by and between the CITY OF GUTHRIE, OKLAHOMA, a municipal corporation, acting by its City Council (hereinafter called "City"), and the TRUSTEES OF THE GUTHRIE PUBLIC WORKS AUTHORITY, a public trust, created under the authority of and pursuant to the provisions of Title 60, Oklahoma Statutes 1991, Sections 176 to 180.3, as amended and supplemented, and the Oklahoma Trust Act (hereinafter called "Authority").

WITNESSETH:

WHEREAS, the City and the Authority have heretofore entered into a Lease under date of April 19, 1966, which has been recorded in the office of the County Clerk of Logan County, State of Oklahoma, in Book 490 at pages 194 and following, which Lease was approved by the qualified electors voting at a special election called and held in the City of Guthrie, Oklahoma, on the 15th day of November, 1965; and

WHEREAS, the City and the Authority have heretofore entered into an Amendment of Lease under date of August 4, 1987, which has been recorded in the office of the County Clerk of Logan County, State of Oklahoma, in Book 1146 at pages 638 and following; and

WHEREAS, the City and the Authority have heretofore entered into a Second Amendment of Lease under date of March 15, 1994, which has been recorded in the office of the County Clerk of Logan County, State of Oklahoma, in Book 13260 at pages 146 and following; and

WHEREAS, the City and the Authority have determined to further amend said Lease by amending Article II as hereinafter set forth:

NOW THEREFORE, FOR AND IN CONSIDERATION OF THE MUTUAL COVENANTS AND AGREEMENTS CONTAINED HEREIN, IT IS AGREED THE AFORESAID LEASE AS AMENDED SHALL BE FURTHER AMENDED AS FOLLOWS:

Section 1.

Article II of the Lease as amended is hereby amended in its entirety to read as follows:

"**SECTION 1.** To have and to hold the above-described leased property unto LESSEE for and during the term of fifty (50) years, commencing at 12:01 o'clock A.M. on the 19th day of October, 1999, and extending to and including the 18th day of October, 2049, and so long thereafter as any indebtedness incurred by LESSEE secured by the revenues of any of the property described in Article I hereof (or any part thereof) shall remain unpaid, unless such term be terminated sooner, as hereinafter provided"

Section 2. The Lease as amended and as further amended by this Third Amendment of Lease shall cover the property described on the attached Exhibit "A" and shall be read taken and construed to be one and the same document.

IN WITNESS WHEREOF, the City of Guthrie, Oklahoma, a municipal corporation, as City, and the Trustees of The Guthrie Public Works Authority, a public trust, as Authority, have hereunto set their hands executing this Third Amendment of Lease Agreement in several multiple originals all of which constitute one and the same instrument, to be effective as of the 19th day of October, 1999.

CITY OF GUTHRIE, OKLAHOMA,
a municipal corporation

ATTEST:

Wanda Calvert
City Clerk

(SEAL)

By: Emuley Neff
Mayor

"CITY"

TRUSTEES OF THE GUTHRIE PUBLIC
WORKS AUTHORITY, a public trust

ATTEST:

Wanda Calvert
Secretary of Trustees

(SEAL)

By: Emuley Neff
Chairman of Trustees

"AUTHORITY"

STATE OF OKLAHOMA)
) ss.
COUNTY OF LOGAN)

The foregoing instrument was acknowledged before me this 19th day of October, 1999, by Evelyn Nephew, Mayor of the **CITY OF GUTHRIE, OKLAHOMA**, a municipal corporation, for and on behalf of the City.



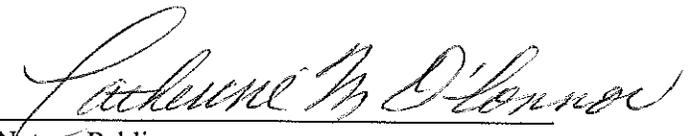
Notary Public

My Commission Expires:

10-7-2003

STATE OF OKLAHOMA)
) ss.
COUNTY OF LOGAN)

The foregoing instrument was acknowledged before me this 19th day of October, 1999, by Evelyn Nephew, Chairman of Trustees of **THE GUTHRIE PUBLIC WORKS AUTHORITY**, a public trust, for and on behalf of the trust.



Notary Public

My Commission Expires:

10-7-2003

EXHIBIT A

All of the presently-existing proprietary, revenue-producing utility systems and facilities of the City of Guthrie, Oklahoma, including:

(1) All of the water production, storage, transportation and distribution system and facilities, and all of the sanitary sewer collection transmission and treatment system and facilities, including all tangible property, real and personal, and all interests therein, appertaining or related thereto or used in connection therewith, and all rights-of-way, easements, licenses, and other rights and privileges, appertaining or related to such systems and facilities or the use thereof, now belonging to said City or under its custody, management or control; and

(2) Any and all additions and/or improvements to each then existing system and facilities mentioned in paragraph (1) of this Section, and any and all tangible property, real or personal, and any and all interests therein, appertaining or related to any such system and facilities or used in connection therewith, and any and all rights-of-way, easements, licenses, or other rights or privileges, appertaining or related to any such system and facilities or the use thereof, which may, hereafter, be acquired by said City or which shall, hereafter, come under its custody, management or control; and,

(3) The following described real property and estate situate in Logan County, State of Oklahoma:

An eighty foot by eighty foot tract of land located in the South Half of the Southeast Quarter of Section 12, Township 16 North, Range 3 West of the Indian Meridian described as follows:

Commencing at the Southeast Corner of the Southeast Quarter of said Section 12; thence North 88°17'32" West a distance of 810.06 feet; thence North 01°18'26" East a distance of 273.07 feet; thence North 87°49'44" West a distance of 127.27 feet to the point of beginning on the East line of a 80'x80' water tower site; thence North 17°57'56" West a distance of 46.50 feet; thence South 72°02'04" West a distance of 80.0 feet; thence South 17°57'56" East a distance of 80.0 feet; thence North 72°02'04" East a distance of 80.0 feet; thence North 17°57'56" West a distance of 33.50 feet to the point of beginning.

Beginning at a stake thirty-three (33) feet west and eight hundred and seventy-two (872) feet South of the Northeast corner of Section Seventeen (17) in Township Sixteen (16) North, of Range Two (2) West of the Indian Meridian and running thence South parallel with the section line and along the West line of the public highway three hundred and thirty three (333) feet to a stake thence West parallel with the South line three hundred and sixty-seven feet (367) to a stake, thence North to the center of the main channel of the Cottonwood Creek, being seventy-two (72) feet, which point for the purpose of description is designated as point "B" thence in a Northeasterly direction along the center of the main channel of said Cottonwood Creek to a point North seventy (70) degrees West fifty-one feet (51) from the place of beginning, which point is designated for the purpose of description as "A" thence South seventy (70) degrees East fifty-one feet (51) to the place of beginning, containing one and eight hundred and eleven one-thousandths (1.811/1000) acres, subject to easements and rights of way of record.

STATE OF OKLAHOMA
LOGAN COUNTY SS:
FILED FOR RECORD ON

1999 NOV -3 AM 10:54

MARY LOU ORNDORFF
COUNTY CLERK

**CERTIFICATE OF PRINCIPAL OFFICE,
AND PERSONNEL**

STATE OF OKLAHOMA)
) ss.
COUNTY OF LOGAN)

I, the undersigned, the duly qualified and acting Chairman of Trustees of The Guthrie Public Works Authority, a public trust (the "Authority"), hereby certify:

(1) That the principal office of the Authority and the place where all records of the Authority are kept is the City Hall, 101 N. 2nd Street, Guthrie, Oklahoma.

(2) That the personnel of the Trustees of the Authority are:

Evelyn Nephew
Steve Hampton
Walter Chambers
Marshall ("Buck") Dollarhide
Brad Morelli
Randy Foster
Grant Aguirre II


Chairman of Trustees

ATTEST:


Secretary of Trustees

SUBSCRIBED AND SWORN to before me this 19th day of October, 1999.


Notary Public

My Commission Expires:

10-7-2003

(SEAL)

STATE OF OKLAHOMA
LOGAN COUNTY SS:
FILED FOR RECORD ON
1999 NOV -3 AM 10:55
MARY LOU ORNDORFF
COUNTY CLERK

140001.52

BOOK 1524 PAGE 539

THE CITY COUNCIL OF THE CITY OF GUTHRIE, OKLAHOMA, MET IN REGULAR SESSION IN THE COUNCIL CHAMBERS AT THE CITY HALL, IN THE CITY OF GUTHRIE, OKLAHOMA, ON THE 19TH DAY OF OCTOBER, 1999, AT 7:00 O'CLOCK P.M.

PRESENT: Randy Foster; Brad Morelli; Evelyn Nephew; Marshall Buck Dollarhide; Grant Aguirre; Walter Chambers

ABSENT: Steve Hampton.

Notice of the regularly scheduled meetings of the governing body of the City for calendar year 1999 having been given in writing to the City Clerk of Guthrie, Oklahoma. And public notice and agenda having been posted in prominent public view at the City Hall, Guthrie, Oklahoma, twenty-four (24) hours prior to this meeting, excluding Saturdays, Sundays and legal holidays, all in compliance with the Oklahoma Open Meeting Act.

(OTHER PROCEEDINGS)

THEREUPON, a Resolution was introduced and read in full and considered by sections. Upon motion of Aguirre, seconded by Morelli, said Resolution was finally passed with the following vote:

AYE: Foster; Morelli; Nephew; Dollarhide; Aguirre; Chambers

NAY: None

And upon motion of Aguirre, seconded by Morelli, the question of the emergency was ruled upon separately and approved with the following vote:

AYE: Foster; Morelli; Nephew; Dollarhide; Aguirre; Chambers

NAY: None

The Resolution was thereupon signed by the Mayor of the City and attested and sealed with the seal of the City by the City Clerk and is as follows:

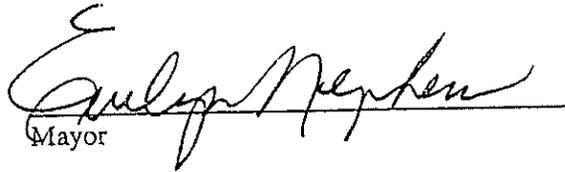
A RESOLUTION ACCEPTING BENEFICIAL INTEREST IN THE GUTHRIE PUBLIC WORKS AUTHORITY FOR AND ON BEHALF OF THE CITY OF GUTHRIE, OKLAHOMA; AND DECLARING AN EMERGENCY;

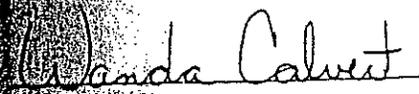
BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF GUTHRIE, STATE OF OKLAHOMA:

SECTION 1. The City Council of the City of Guthrie, State of Oklahoma, as the governing body of said City, hereby accepts, for and on behalf of said City, the beneficial interest in the Declaration of Trust, dated as of September 2, 1965, creating the public trust designated as The Guthrie Public Works Authority, as amended and supplemented by that Supplement to Declaration of Trust dated August 16, 1977, by that Second Supplement to Declaration of Trust dated August 4, 1987 and by that Third Supplement to Declaration of Trust dated October 19, 1989, provided for in the Declaration of Trust of said public trust, as amended in all respects in accordance with said Declaration of Trust as amended.

SECTION 2: By reason of the need for immediate preservation of the public peace, health, safety and welfare of the City of Guthrie, Oklahoma, and the inhabitants thereof, an emergency is declared to exist for the reason that this Resolution shall be in full force and effect from and after its passage and approval.

ADOPTED this 19th day of October, 1999.


Mayor

WITNESSETH

CITY CLERK

(SEAL)

I, the undersigned, the duly qualified and acting City Clerk of the City of Guthrie, State of Oklahoma, hereby certify that the foregoing is a true, correct and complete copy of the minutes of a meeting of the City Council of said City held on the date therein stated, insofar as such minutes relate to the adoption of a certain Resolution accepting beneficial interest in The Guthrie Public Works Authority, a public trust, in my custody as such City Clerk. I further certify that attached hereto is a true, correct and complete copy of the schedule of regularly scheduled meetings of the City Council of the City of Guthrie, State of Oklahoma, for the calendar year 1999 as the same appears on file in my office as a part of the official records thereof along with a true, correct and complete copy of the agenda for said meeting which was posted in prominent public view at least 24 hours prior to the date of such meeting, all in accordance with the Oklahoma Open Meeting Act.

WITNESS my hand and the seal of said City this 19th day of October, 1999.

Wanda Colvert
City Clerk

(SEAL)