

**AMENDMENT NUMBER EIGHT
TO AMENDED AND RESTATED TRUST INDENTURE
DATED MARCH 23, 1990 FOR
EMERGENCY MEDICAL SERVICES AUTHORITY**

KNOW ALL MEN BY THESE PRESENTS:

THIS AMENDMENT NUMBER EIGHT TO AMENDED AND RESTATED TRUST INDENTURE, dated as of the 29th of March, 2022, is made and entered into by, between and among CATHY CARTER, as the City of Tulsa City Auditor (the "Trustor") and MICHAEL BAKER, KELLY DYER FRY, DR JEFFREY GOODLOE, PHIL LAKIN, ALLISON PETERSEN, TAMMY POWELL, JAN SLATER, R. SCOTT VAUGHN, WILEY WILLIAMS and BRYAN WOOD (the "Trustees").

WHEREAS, the original Trustor, Francis F. Campbell, created a Trust named the EMERGENCY MEDICAL SERVICES AUTHORITY for the use and benefit of the City of Tulsa, Oklahoma, a Municipal Corporation, under Trust Indenture dated December 1, 1977, between the said Trustor, Francis F. Campbell and the original Trustees, NORMA EAGLETON, MICHAEL E. KERPAN, GERALD E. GUSTAFSON, M.D., BERT BERGLAND, D.O., CHARLES A FARMER, M.D., PHIL GOODWIN, RICHARD HORKEY, JAMES H. TODD, II, and MRS. CARL (PHYLLIS) EDMONDS, referred to therein as Trustees; and

WHEREAS, on February 18, 1987, said Trust was amended by an Amendment to Trust Indenture in which the purposes of the Trust were amended;and

WHEREAS, on March 23, 1990, said Trust was amended by an Amended and Restated Trust Indenture expanding the Trust for the use and benefit of the City of Tulsa, Oklahoma, and the City of Oklahoma City, Oklahoma, as beneficiaries (the "Amended and Restated Trust Indenture"); and

WHEREAS, the Trust was amended by Amendment Number One dated October 23, 1991; Amendment Number Two dated September 19, 1996; Amendment Number Three; Amendment Number Four; Amendment Number Five dated July 8, 1997; Amendment Number Six dated October 23, 2006; and Amendment Number Seven dated October 26, 2021; and

WHEREAS, the successor Trustor, Cathy Carter and the Trustees desire to amend the Amended and Restated Trust Indenture, as heretofore amended by amendments Number One, Two, Three, Four, Five, Six and Seven; and

WHEREAS, the Amended and Restated Trust Indenture, as heretofore amended, can be amended and restated only by the Trustor and the current Trustees with the approval of two-thirds (2/3) of the membership of the City Council of each beneficiary of the Trust, the City of Tulsa, Oklahoma, and the City of Oklahoma City, Oklahoma; and

NOW, THEREFORE, the undersigned Trustor, Cathy Carter, and the undersigned Trustees do hereby amend in its entirety Article IV of the Amended and Restated Trust Indenture, as heretofore amended, entitled "DURATION OF TRUST," as follows, subject to the approval of the City Councils of the City of Oklahoma City, Oklahoma, and the City of Tulsa, Oklahoma, as aforesaid:

ARTICLE IV. DURATION OF TRUST

Unless otherwise terminated as provided for herein, the duration of this Trust shall be for a period ending October 31, 2024. Provided, however, that on October 1, 2022, and every five (5) years thereafter, the then-remaining two (2) year duration of the Trust shall be automatically extended by five (5) additional years, unless either Beneficiary nullifies such automatic extension by exercising its option to nullify the automatic extension during the "window of opportunity," which "window of opportunity" is hereby defined as the one (1) month period beginning the first day of October occurring during every fifth year, excluding 2022. The 2022 "window of opportunity" is defined as the period between April 1, 2022 and November 30, 2022. In the event such automatic extension is so nullified, the Trust shall terminate upon the expiration of its then-remaining term in accordance with the provisions set forth in Subsection 5 of Article XI, hereof.

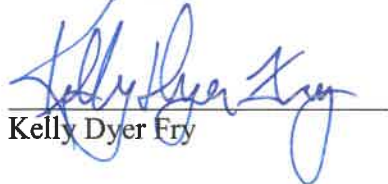
IN WITNESS WHEREOF, this Amendment Number Eight to Amended and Restated Trust Indenture has been duly executed on this ____ day of 2022, and shall be effective on the date of execution.

Cathy Carter, Trustor

APPROVAL OF TRUSTEES:



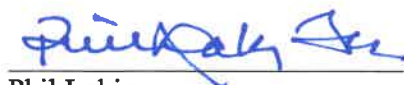
Michael Baker



Kelly Dyer Fry

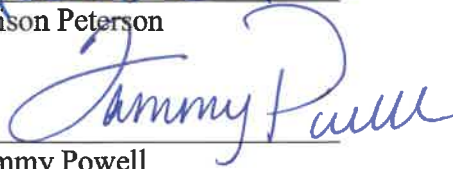



Dr. Jefferey Goodloe



Phil Lakin



Allison Peterson


Tammy Powell


Jan Slater


R. Scott Vaughn


Wiley Williams


Bryan Wood

APPROVAL BY THE CITY OF OKLAHOMA CITY, BENEFICIARY

KNOW ALL PERSONS BY THESE PRESENTS:

APPROVAL BY THE CITY OF OKLAHOMA CITY, BENEFICIARY

KNOW ALL PERSONS BY THESE PRESENTS:

The City Council of the City of Oklahoma City, a municipal corporation, as beneficiary, hereby authorizes, approves and consents to the within and foregoing Amendment Number Eight to the Amended and Restated Trust Indenture, dated March 23, 1990, as beneficiary of said Trust.

WITNESS my hand as Mayor of the City of Oklahoma City, Oklahoma, attested by City Clerk of the City of Oklahoma City, Oklahoma, pursuant to direction of said Council, this 29th day of March, 2022.

[Signature]
Vice-Mayor

ATTEST:

[Signature]
City Clerk



APPROVED as to form and legality this 29 day of March, 2022.

[Signature]
Assistant Municipal Counselor

KNOW ALL PERSONS BY THESE PRESENTS:

The City Council of the City of Oklahoma City, Oklahoma, a municipal corporation, hereby accepts the beneficial interest in the Trust created by the Amended and Restated Trust Indenture dated March 23, 1990, creating the Emergency Medical Services Authority, as amended by the within and foregoing Amendment Number Eight to said Amended and Restated Trust Indenture, for and on behalf of said Beneficiary in all respects in accordance with the terms of said Amended and Restated Trust Indenture and all amendments thereto, including Amendment Numbers One, Two, Three, Four, Five, Six and Seven as authorized by the City of Oklahoma City Ordinance.

WITNESS my hand as Chairman of the City Council of the City of Oklahoma City, Oklahoma, attested by the City Clerk of the City of Oklahoma City, Oklahoma this 29th day of March, 2022.

By [Signature]
Chairman of the Council

APPROVED by the Mayor of the City of Oklahoma City, Oklahoma, this 29th day of March, 2022.

[Signature]
Vice-Mayor



APPROVAL BY CITY OF TULSA, BENEFICIARY

KNOW ALL PERSONS BY THESE PRESENTS:

The City Council of the City of Tulsa, a municipal corporation, as beneficiary, hereby authorizes, approves and consents to the within and foregoing Amendment Number Eight to the Amended and Restated Trust Indenture dated March 23, 1990, as beneficiary of said Trust.

WITNESS my hand as Chairman of the City Council of the City of Tulsa, Oklahoma, attested by City Clerk of the City of Tulsa, Oklahoma, pursuant to direction of said Council, this _____ day of _____, 2022.

Chairman of the Council

APPROVED by the Mayor of the City of Tulsa, Oklahoma this ____ day of _____, 2022.

Mayor

ATTEST:

City Clerk

APPROVED:

City Attorney

ACCEPTANCE

KNOW ALL PERSONS BY THESE PRESENTS:

The City Council of the City of Tulsa, Oklahoma, a municipal corporation, hereby accepts the beneficial interest in the Trust created by the Amended and Restated Trust Indenture dated March 23, 1990, creating the Emergency Medical Services Authority, as amended by the within and foregoing Amendment Number Eight to said Amended and Restated Trust Indenture, for and on behalf of said Beneficiary in all respects in accordance with the terms of said Amended and Restated Trust Indenture and all amendments thereto, including Amendment Numbers One, Two, Three, Four, Five, Six and Seven as authorized by the City of Tulsa Ordinance.

WITNESS my hand as Chairman of the City Council of the City of Tulsa, Oklahoma, attested

by the City Clerk of the City of Tulsa, Oklahoma this ___ day of _____, 2022.

By _____
Chairman of the Council

APPROVED by the Mayor of the City of Tulsa, Oklahoma, this _____ day of _____,
2022.

Mayor