

**SECOND AMENDMENT TO THE
MUSKOGEE TOURISM AUTHORITY TRUST INDENTURE**

WHEREAS, the Roxy Theater Community Trust was created pursuant to a Trust Indenture dated March 26, 2018, in which the City of Muskogee, Oklahoma, is designated as the exclusive beneficiary;

WHEREAS, the Roxy Theater Community Trust is a public trust created and existing under 60 Okla. State. §176 et seq., for the benefit of the City of Muskogee, Oklahoma;

WHEREAS, the City of Muskogee, on March 26, 2018, did adopt Ordinance No. 4043-A accepting sole and exclusive beneficial interest in the Roxy Theater;

WHEREAS, the Trustees of the Roxy Theater Community Trust at a meeting held for such purpose on September 3, 2020 did authorize and direct that certain amendments be made to the Roxy Theater Community Trust, to wit: 1) the renaming of Trust from the Roxy Theater Community Trust to the Muskogee Tourism Authority; and, 2) expanding the Trust's original stated purpose of administering and operating the Roxy Theater to also include administering and operating all functions of tourism within the City of Muskogee;

WHEREAS, the Roxy Theater Community Trust Indenture of March 26, 2018 is hereby amended to affect the revisions, including renaming, and the expanded Trust purposes as determined by the Trustees and the City of Muskogee, as beneficiary; all other provisions not otherwise amended hereby remain in full effect;

WHEREAS, the Trustees of the Roxy Theater Community Trust, by and with the express consent and agreement of the beneficiary, City of Muskogee, adopted the First Amendment to the Roxy Theater Community Trust *Hereinafter Renamed* The Muskogee Tourism Authority;

WHEREAS, the Trustees of the *renamed* Muskogee Tourism Authority do find it necessary, and in furtherance of a Trust purpose, to amend the residency requirement set forth in Article VI(A) to --- and with the consent and agreement of the City Council of the City of Muskogee, Oklahoma, a municipality, do declare, all as by law now in force and effect, that the Trustees will execute the this Second Amendment to the Muskogee Tourism Authority Trust Indenture as hereinafter amended as a duly constituted authority of the City of Muskogee, Oklahoma, and that they do and will hold, receive and administer the Trust Estate therein described in trust solely for the use and benefit of said beneficiary in the manner provided in the Trust Indenture, and as heretofore existing and hereinafter amended:

That in consideration of the payment of the total sum of \$1.00, receipt of which is hereby acknowledged, and of the mutual covenants herein set forth, and other valuable consideration, by the Trustors, City of Muskogee, Oklahoma, to the Trustees of the Muskogee Tourism Authority ("Trustees") agree to hold, manage, invest, assign, convey,

and distribute as herein provided, authorized and directed, such property as the Trustors or other persons may from time assign, transfer, convey, give, bequeath, devise or deliver to the Trust herein created or to the Trustees thereof,

TO HAVE AND TO HOLD such property and the proceeds, rents, profits, and increases thereof unto the said Trustees and their duly appointed successors and assigns, but nevertheless in trust, for the use and benefit of the residents of the City of Muskogee, Oklahoma hereinafter referred to collectively as the Beneficiary, and upon the following trusts, amended terms, and conditions herein stated below:

SECTION 1: Subparagraph A, of Article VI, *Trustees*, is hereby amended to read as follows, with existing Subparagraphs B through M remaining in full force and effect:

**ARTICLE VI
TRUSTEES**

A. There shall be nine (9) Trustees, with eight (8) of the nine (9) Trustees being citizens and residents of the Beneficiary. All Trustees shall be selected by a majority of the City Council pursuant to nomination and confirmation methods effective at the time of the appointment. The original Trustees of this Trust shall be composed of the individuals who were selected as set forth in paragraph one of this Trust Indenture. The City Manager of the City, and his successor, or at his option, his designee, shall serve as an ex-officio, non-voting Trustee. Each successor Trustee in office so appointed and confirmed, upon vacancy by the original trustee, shall without any further act, deed or conveyance become a Trustee of this Trust and become fully vested with all of the estate, properties, rights


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Approval and Consent of Trustor/Beneficiary-City of Muskogee

The City Council of City of Muskogee as Trustor and Beneficiary of the Muskogee Tourism Authority expressly approves and consents and agrees to the above and foregoing Second Amendment to Muskogee Tourism Authority Trust Indenture, this 9th day of May, 20 22.

Marlon Coleman
Marlon Coleman, Mayor

Attest:

 Tracy
Tracy, City Clerk

APPROVED AS TO FORM AND LEGALITY as to form this 9th day of May, 20 22.

Roy D. Tucker
Roy D. Tucker, City Attorney