

#112-18-19

RESOLUTION TO AMEND TRUST AUTHORITY

Now on this 16th day of April, 2019, the undersigned Trustees of the Memorial Hospital of Texas County Authority do hereby resolve upon motion duly made, seconded and unanimously approved by vote of the serving Trustees to amend Article VI, Sections 1 and 2 of the Trust pursuant to the authority of Article X of the Trust Agreement.

WHEREAS, there is no outstanding indebtedness secured by the Trust Estate; and

WHEREAS, the Trustees and County Commissioners desire to increase the number of Trustees that may be appointed to serve as Trustees of the Trust;

IT IS HEREBY RESOLVED:

Article VI, Subsections 1 and 2 shall be and are hereby amended, subject to the approval of the Board of County Commissioners of Texas County on behalf of the beneficiaries of the Trust, to the following:

Article VI, Sections 1 and 2.

- (1) The Board of County Commissioners of Texas County shall appoint not less than three (3) or more than seven (7) persons to serve as voting Trustees of the Trust.
 - a. Qualifications of Trustees: A Trustee must be a resident of Texas County, Oklahoma, and at least twenty-one (21) years of age to serve as a Trustee of the Trust.
 - b. Term of Service as Trustee: Other than the terms of the initial Trustees, Trustees shall serve a term of office of four (4) years. The expiration of the terms of office of the three initial Trustees shall be staggered with terms to expire on June 30 beginning in 2018, 2019, and 2020. Any additional Trustees, notwithstanding the initial Trustees, shall serve a term of office staggered in such manner that at least one Trustees' term expires each calendar year. No more than two Trustees' terms may expire in any calendar year. The commissioners shall fix the term of office of any additional Trustees that may be appointed in a manner consistent with the provisions of this subsection of the Trust. Following the terms of office of the three initial Trustees and/or the terms of office of any additionally appointed Trustees, all Trustees shall serve four (4) year terms. Trustees shall continue to serve as Trustees until a successor Trustee has been approved and appointed by the Board of Commissioners of Texas County. A Trustee may be reappointed to serve successive terms of office as a Trustee of the Trust.
 - c. Vacancies In Office: In the event a Trustee's office is vacated, the Board of Commissioners of Texas County, Oklahoma, may appoint a Trustee to fill the vacancy. A vacancy shall be deemed to exist in the case of the death, disability, resignation, removal, or failure of a Trustee to maintain his or her primary residence in Texas County, Oklahoma. The remaining Trustees may submit a list of proposed

names to the Board of Commissioners for consideration of appointment as a Trustee of the Trust. The person appointed to fill a vacancy in the office of Trustee shall serve for a term equal to the balance of the term of office of the Trustee whose term has been vacated.

- d. Removal of Trustees: The Board of Commissioners of Texas County, Oklahoma, may remove any Trustee of the Trust at any time, with or without cause, by a two thirds vote of the Commissioners, or as otherwise provided by applicable law.
- e. No Compensation – Reimbursement of Expenses: All Trustees shall serve without compensation, but shall be reimbursed for actual expenses incurred in the performance of their duties as a Trustee. Reimbursement of expenses shall be made in accordance with the expense reimbursement policies and guidelines of Texas County, Oklahoma.

(2) A quorum of the Board of Trustees shall consist of a majority of the duly appointed Trustees of the Trust. The affirmative vote of a majority of the duly appointed Trustees shall be required for the approval of any matters.

The above and foregoing amendments to the Trust shall be effective immediately upon the approval thereof by the Board of County Commissioners of Texas County.

The Secretary of the Trust is hereby directed to file the fully executed original this Amendment to the Trust Agreement with the official records of the Trust Authority upon approval and receipt thereof from the Texas County Commissioners.


Adopted and unanimously approved by the Trustees of the Memorial Hospital of Texas County Authority on the date and year first above written.



Chairman of Trustees



Trustee



Trustee

Trustee



Trustee

Approval by the Board of County Commissioners

The Board of County Commissioners have by Resolution adopted on this 22nd day of April, 2019, the above and foregoing First Amendment to the trust indenture of Memorial Hospital of Texas County Authority.

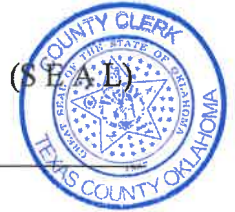

County Commissioner


County Commissioner

ATTEST:


County Commissioner


Wendy Johnson, County Clerk



S:/Mike/MemHosp/Public Trust/Resolution to Amend Trust