

RESOLUTION NO. *R-07-49*

WHEREAS, the Board of County Commissioners (the "Board") of Grant County, New Mexico (the "County") deems it to be in the best interest of the County to lease a parcel of undeveloped real property (the "Land") in Santa Clara, New Mexico owned by the County to the New Mexico Department of Health ("NMDOH"); and

WHEREAS, the proposed form of a Lease Agreement (the "Lease") between the County and NMDOH with respect to the lease of the Land by the County to NMDOH has been filed with the County Clerk of the County (the "Clerk") before this meeting; and

WHEREAS, the Lease provides that NMDOH will cause a healthcare facility (the "Facility") to be acquired, constructed and equipped on the Land, financed with the proceeds from the County's Project Revenue Bonds (Ft. Bayard Project), Series 2007 (the "Bonds") to be issued pursuant to Ordinance No. O-07-01 adopted by the Board on August 23, 2007; and

WHEREAS, under the Lease, and subject to its terms and conditions, NMDOH will be obligated to make payments, among others, in the amounts and at the times necessary to allow for the timely payment of the principal of and interest on the Bonds after the completion of the Facility.

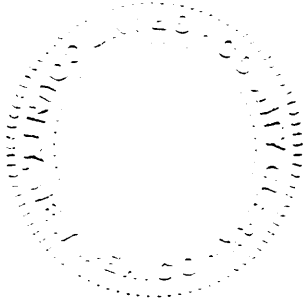
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF GRANT COUNTY, NEW MEXICO:

Section 1. All actions not inconsistent with this resolution heretofore taken by the Board, its members, and the officers, employees and agents of the County with respect to the Lease are ratified, approved and confirmed.

Section 2. The form, terms and provisions of the Lease are in all respects approved, authorized and confirmed. The Chairman of the Board and each other officer of the County is authorized and directed, singly or together, as they may deem appropriate, to execute and deliver the Lease in substantially the form on file with the Clerk with such changes not inconsistent with this ordinance or the Sale Resolution as he or she may approve, such approval to be conclusively evidenced by his or her execution of the same.

Section 3. Notwithstanding the generality of the foregoing, the Lease shall not be effective until the last to occur of: (a) the execution and delivery of the Lease by the County and NMDOH; and (b) the approval of this Agreement by the New Mexico State Board of Finance pursuant to Section 13-6-2.1 NMSA 1978.

PASSED, ADOPTED, SIGNED AND APPROVED THIS 27th DAY OF
SEPTEMBER 2007.



(SEAL)

Attest:

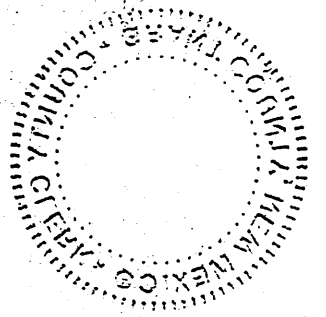
Henry (Horn) Morales

Henry Morales, County Clerk

By Robert Zamarrin
Deputy Clerk

Rodolpho S. Martinez
Rodolpho Martinez, Chairman
Board of County Commissioners

TO THE DIRECTOR OF THE BUREAU OF THE CENSUS



[Faint, illegible handwritten text]

[Handwritten signature]

[Faint, illegible handwritten text]

[Faint, illegible handwritten text]

[Faint, illegible handwritten text]

Commissioner _____ then moved that the resolution as filed with the County Clerk be passed and adopted. Commissioner _____ seconded the motion.

The question being upon the passage and adoption of said resolution, the motion was voted upon with the following result:

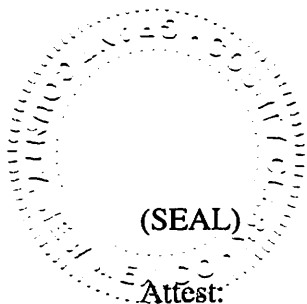
Those Voting Yea:

Those Voting Nay:

Those Absent:

The Chairman thereupon declared that at least a majority of all the members of that Commission having voted in favor thereof, the motion was carried and the resolution duly passed and adopted.

After consideration of matters not relating to the Application or the Plan, the meeting on motion duly made, seconded and unanimously carried, was adjourned.

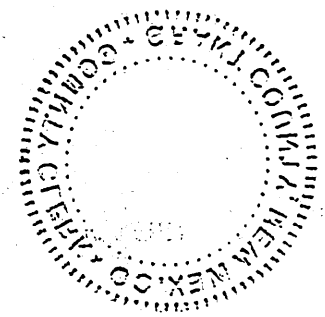


Rodolpho S. Martinez
Rodolpho Martinez, Chairman
Board of County Commissioners

Henry (Hector) Morales
Henry Morales, County Clerk
By Robert S. Cervino
Deputy Clerk

of the
... ..

... ..
... ..
... ..



Arthur (in all) ...
... ..
... ..
... ..

STATE OF NEW MEXICO)
) ss.
COUNTY OF GRANT)

The Board of County Commissioners (the "Board") of Grant County (the "County"), in the State of New Mexico, met in open special session in full conformity with law and the ordinances and rules of the County, in the Conference Room of the Grant County Administration Building, 1400 Highway 180 East, Silver City, New Mexico, in the County, being the regular meeting place of the Board, at 3:00 p.m., on Thursday, September 27, 2007 at which time there were present and answering the roll call the following members:

Chairman:	Rodolpho Martinez
Commissioners:	Mary Ann Sedillo
	Henry Torres

Absent:	None
---------	------

Thereupon the following proceedings, among others, were had and taken, to wit:

There was officially filed with the County Clerk, the Chairman and each Commissioner, a copy of a resolution in final form, which is as follows:

Jon Paul Saari

From: Bendicksen, Perry [PBendicksen@BHFS.com]
Sent: Wednesday, September 19, 2007 5:18 PM
To: jsaari@grantcountynm.com; lvasquez@grantcountynm.com; katrina.hotrum@state.nm.us; dfrick@geocareinc.com; jbulfin@thegeogroupinc.com; Thornton, David R; Helde, Richard; Nutzmann, Cathy; apb@sutinfirm.com; rsk@sutinfirm.com; ahall@rodey.com; yoon-sook.moon@bankofamerica.com; mharling@municapital.com; tweirdsma@thegeogroupinc.com; seth.dodson@usbank.com; adam.dalmy@usbank.com
Subject: Grant County, NM Ft. Bayard Project
Attachments: Resolution-Lease Approval v1.doc; SBOF application v1.doc

All--Attached are drafts of a resolution of the County Commission approving the County/NMDOH lease and of a letter requesting State Board of Finance approval of the lease. I would ask that the resolution be put on the County Commissioners' agenda for next Thursday (along with the second LEDA ordinance previously distributed). The letter and the supporting documents will need to be submitted to the SBOF no later than next Tuesday. Please let me know if you have any questions or comments.--Perry

Perry Bendicksen
Brownstein Hyatt Farber Schreck, P.C.
201 Third Street, N.W., Suite 1700
Albuquerque, NM 87102
pbendicksen@bhfs.com
T 505.724.9564
C 505.259.1640
F 505.244.9266
www.bhfs.com

IRS Circular 230 Disclaimer: To ensure compliance with requirements imposed by the IRS, we inform you that any federal tax advice contained in this communication (including any attachments) is not intended or written to be used, and cannot be used, for purposes of (i) avoiding penalties under the Internal Revenue Code, or (ii) promoting, marketing or recommending to another party any transaction or tax-related matter addressed herein.

STATEMENT OF CONFIDENTIALITY & DISCLAIMER

The information contained in this e-mail message is attorney privileged and confidential information, intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone 303.223.1100 or reply by e-mail and delete or discard the message. Thank you.

Although this e-mail and any attachments are believed to be free of any virus or other defect that might affect any computer system into which it is received and opened, it is the responsibility of the recipient to ensure that it is virus free and no responsibility is accepted by Brownstein Hyatt Farber Schreck, P.C. for any loss or damage arising in any way from its use.