

RESOLUTION NO. R-08-16

WHEREAS, the Board of County Commissioners (the "Board") of Grant County, New Mexico (the "County") approved the form, execution and delivery of a lease-purchase agreement (the "Agreement") by and between the County and the New Mexico Department of Health (the "NMDOH") on February 14, 2008; and

WHEREAS, the New Mexico State Board of Finance conditionally approved the Agreement on February 19, 2008; and

WHEREAS, the Agreement provides that NMDOH will cause a healthcare facility to be acquired, constructed and equipped on certain undeveloped property owned by the County (the "Project"), financed with the proceeds from the County's Project Revenue Bonds (Ft. Bayard Project), Series 2008 (the "Bonds"), and that NMDOH will have the option to purchase the Project pursuant to certain terms; and

WHEREAS, the Board deems it to be in the best interest of the County to amend the Agreement to include additional terms for the purpose of improving the marketability of the Bonds; and

WHEREAS, the proposed form of Amendment has been filed with the County Clerk of the County (the "Clerk") before this meeting; and

WHEREAS, pursuant to the Amendment: (i) the NMDOH represents that the Project is an essential facility; (ii) if the Agreement is terminated pursuant to Section 5.9 of the Agreement, the Trustee, on behalf of the issuer, may pursue certain remedies for nonappropriation; (iii) the NMDOH will use its best reasonable efforts to secure from the State Legislature an annual appropriation for maintenance and operation of the Project; and (iv) nothing in the Agreement legally obligates the NMDOH to continue the term of the Agreement from year to year or to purchase the Project within the meaning of subsection B(1) of Section 8 of Article IX of the Constitution of the State.

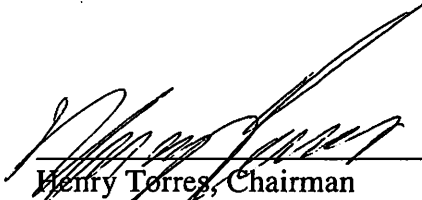
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF GRANT COUNTY, NEW MEXICO:

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 Agreement are ratified, approved and confirmed.

Section 2. The form, terms and provisions of the Amendment 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 Amendment in substantially the form on file with the Clerk with such changes not inconsistent with this resolution as he or she may approve, such approval to be conclusively evidenced by his or her execution of the same.

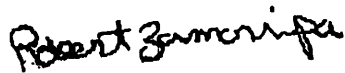
Section 3. Notwithstanding the generality of the foregoing, the Amendment shall not be effective until the last to occur of: (a) the execution and delivery of the Amendment by the County and NMDOH; (b) the approval of the Amendment by the New Mexico State Board of Finance; and (c) the Effective Date.

PASSED, ADOPTED, SIGNED AND APPROVED THIS 12th DAY OF JUNE 2008.

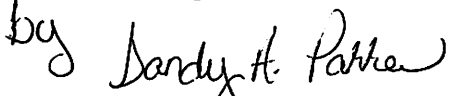
  
Henry Torres, Chairman  
Board of County Commissioners

(SEAL)

Attest:



Robert Zamarripa, County Clerk

by   
2nd Deputy Clerk

Commissioner Jovita Gonzales then moved that the resolution as filed with the County Clerk be passed and adopted. Commissioner Mary Ann Sedillo seconded the motion.

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

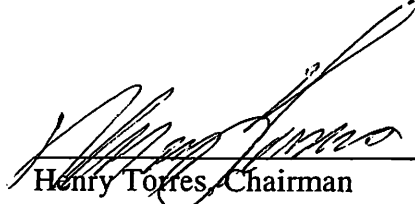
Those Voting Yea: 3

Those Voting Nay: 0

Those Absent: 0


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 Amendment, the meeting on motion duly made, seconded and unanimously carried, was adjourned.

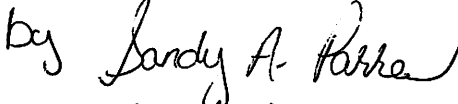
  
Henry Torres, Chairman  
Board of County Commissioners

(SEAL)

Attest:

  
Robert Zamarripa, County Clerk

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by   
Sandy A. Parker  
2nd Deputy Clerk

FIRST AMENDMENT TO  
LEASE-PURCHASE AGREEMENT

GRANT COUNTY, NEW MEXICO (together with its successors and assigns, the "Issuer") and the NEW MEXICO DEPARTMENT OF HEALTH (together with its successors and assigns, the "Lessee"), agree:

Section 1.     Recitals. The Issuer and the Lessee are parties to a Lease-Purchase Agreement conditionally approved by the New Mexico State Board of Finance on February 19, 2008 (the "Agreement"). The Issuer and the Lessee wish to amend the Agreement in certain respects. Terms used but not defined in this First Amendment (this "Amendment") are used in this Amendment as defined in the Agreement.

Section 2.     Essential Facility. The following is added as subsection (g) to Section 3.2 of the Agreement:

The Project is essential to the governmental functions performed by the Lessee and that the Lessee currently has no other facilities available to it, and has no current expectation of other facilities becoming available to it, for the performance of the functions expected to be performed at the Project, except for the existing facility in Grant County, New Mexico that is to be replaced by the Project.

Section 3.     Remedies for Nonappropriation. The following is added at the end of Section 5.9 of the Agreement:

If the Agreement is terminated pursuant to this Section 5.9, the Trustee, on behalf of the Issuer may, but is not required to: (a) reenter and take possession of the Project and exclude the Lessee from possession thereof; and (b) exercise any other remedy available under applicable law.

Section 4.     Best Reasonable Efforts. The following is added as Section 5.10 of the Agreement:

Best Reasonable Efforts. The Lessee will use its best reasonable efforts to secure from the State Legislature an annual appropriation designated for the maintenance and operation of the Project sufficient to pay the Rent and all expenses related to the maintenance and operation of the Project during each fiscal year of the State during the Term. Such best reasonable efforts will include, without limitation, including the relevant amount in the Lessee's proposed budget, making a timely request for such appropriation and testifying and lobbying for such appropriation.

Section 5.     Limitation. The following is added as Section 5.11 of the Agreement:

Limitation. The Lessee will only be obligated under Section 5.10 to the extent permitted under applicable law. Notwithstanding the generality of

the foregoing, nothing in this Agreement is intended to legally obligate the Lessee to continue the term of the Agreement from year to year or to purchase the Project, within the meaning of subsection B(1) of Section 8 of Article IX of the Constitution of the State.

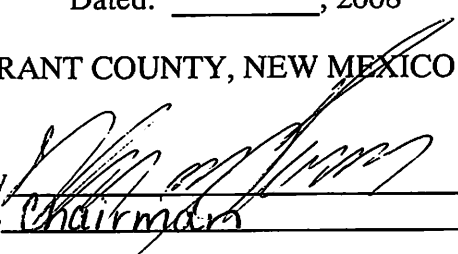
Section 6. No Other Changes. Except as expressly provided in this Amendment, the Agreement remains unchanged.

Section 7. Effectiveness. This Amendment will be effective upon the last to occur of: (a) the execution and delivery of this Amendment; (b) the approval of this Amendment by the State Board of Finance; and (c) the Effective Date.

Section 8. Governing Law. This Amendment is governed by and is to be construed in accordance with the law of the State applicable to agreements made and to be performed in the State.

Dated: \_\_\_\_\_, 2008

GRANT COUNTY, NEW MEXICO

By   
Its Chairman

NEW MEXICO DEPARTMENT OF  
HEALTH

By \_\_\_\_\_  
Its \_\_\_\_\_

*Pursuant to Sections 9-7-6.5(D) and 13-6-2.1 NMSA 1978, approved by:*

NEW MEXICO STATE BOARD OF  
FINANCE

By \_\_\_\_\_  
Its \_\_\_\_\_