

**MINUTES OF THE BOARD OF  
CARBON COUNTY COMMISSIONERS  
REGULAR MEETING  
Tuesday, December 21, 2010  
County Courthouse, Rawlins, Wyoming**

The regular meeting of the Board of Carbon County Commissioners (BOCC) commenced Tuesday, December 21, 2010 at the County Courthouse in Rawlins, Wyoming. Attending the meeting were Chairman Terry Weickum; Vice Chairman Jerry Paxton; Commissioner Charles Young; Deputy County Attorney Mike Kelly; County Clerk Gwynn Bartlett; and Deputy Clerk Kathy Turner.

Chairman Weickum called the meeting to order at 9:10 a.m.

**VOUCHERS**

Commissioner Young moved to approve the report of expenditures in the amount of \$208,641.71. Commissioner Paxton seconded and the motion carried unanimously.

Commissioner Young moved to approve payment to Candy Mountain in the amount of \$27.00. Commissioner Paxton seconded and the motion carried with Commissioners Paxton and Young voting for the motion and Chairman Weickum abstained.

Vendor	Detail Line Description	Total
1880 COCO'S RESTAURANT	MEALS	\$87.60
ABSOLUTE SOLUTIONS	REPAIRS	\$111.54
AIRNAV, LLC	AIRPORT LISTING	\$80.00
ALLEY AUTO	TOW BILL	\$350.00
ALSCO, AMERICAN LINEN DIVISION	SUPPLIES	\$136.95
AMERIGAS	PROPANE SERVICES	\$725.51
ARLINGTON OUTPOST	VEHICLE MAINTENANCE	\$69.17
BARTLETT, SUE RN	MEAL/MILEAGE	\$244.43
BERNARDINA'S TAMALES	MEALS	\$325.00
BI-RITE PHARMACY	RX'S	\$2,109.19
BRANHAM PUBLISHING CO	SUPPLIES	\$58.90
BRESNAN COMMUNICATIONS	IT INTERNET & WEBSITE	\$266.90
BUILD RITE LUMBER SUPPLY	SUPPLIES	\$210.86
BUSEY, SHARALEE	MILEAGE	\$312.00
BUSTOS, CHRISTINA	TRANSLATION	\$123.50
CANDY MOUNTAIN 2010	SUPPLIES	\$27.00
CARBON COUNTY CHILD DEVELOPMENT CTR	GRANT REIMBURSEMENT	\$1,675.10
CARBON COUNTY COOPERATIVE EXTENSION	REIMBURSEMENT	\$20.00
CARBON COUNTY SENIOR SERVICES	MEALS	\$39.00
CARBON COUNTY TREASURER	VARIOUS CASH ITEMS	\$4,700.31
CARBON POWER & LIGHT INC	ELECTRICAL SERVICES	\$2,170.25
CATERPILLAR FINANCIAL SERVICES CORP	LEASE PAYMENT	\$44,651.60
CBM FOOD SERVICE	JAIL FOOD	\$5,478.03
CENTURY LINK	TELEPHONE SERVICES	\$52.73
CESKO, DAVID MD	MEDICAL SERVICES	\$855.00
CHAMBERS, JOHN D., P.C.	LEGAL SERVICES	\$552.00
CHANDRA, V. RAJA-HEALTH OFFICER	SALARY	\$1,345.00
CMI-TECO	PARTS	\$408.85
COMPUTER SOFTWARE ASSOCIATES	SOFTWARE MAINTENANCE	\$32,263.00
COUNTRY STORE	SUPPLIES	\$33.90
DAILY TIMES	NEWSPAPER ADS	\$3,013.18
DALLIN MOTORS INC	VEHICLE MAINTENANCE	\$363.60
DEHERRERA & BACH LAW CENTER	LEGAL SERVICES	\$2,296.00
DELL BUSINESS CREDIT	SUPPLIES	\$192.99
DRUMMOND REFRIGERATION LLC	BUILDING REPAIRS	\$995.72
DUBOIS TELEPHONE EXCHANGE	TELEPHONE SERVICES	\$186.11
EAGLE UNIFORM SUPPLY	SUPPLIES	\$215.81
ELK MOUNTAIN, TOWN OF	WATER SERVICES	\$56.00
ENCAMPMENT, TOWN OF	WATER SERVICES	\$66.00
ENGSTROM, JAMES D. DDS	DENTAL SERVICES	\$2,850.00
ERICKSON & ROBERTS	LEGAL SERVICES	\$1,456.04

FASTENAL	SUPPLIES	\$48.02
FEDEX	SHIPPING	\$26.50
FLEET SERVICES	FUEL	\$115.89
FLOYD'S TRUCK CENTER	PARTS	\$226.86
FORSTER LANDSCAPE & CONSTRUCTION, INC.	SNOW REMOVAL	\$260.00
FRANCE FLYING SERVICE	FUEL	\$247.50
FREMONT MOTORS – RAWLINS	VEHICLE MAINTENANCE	\$1,854.17
GALLS, AN ARAMARK COMPANY	SUPPLIES	\$35.99
GASES PLUS	WELDING SUPPLIES	\$755.92
GOSVENOR, MAXINE	MILEAGE	\$10.00
GRAINGER	BUILDING REPAIRS	\$286.20
GRAPHIC SPORTS	SUPPLIES	\$59.89
GREEN ACRES	RENT CHARGES	\$230.00
HAGOOD, VICKI	SUPPLIES	\$53.36
HANNA, TOWN OF	WATER SERVICES	\$141.50
HIGH DESERT WELDING & MACHINE LLC	WELDING SUPPLIES	\$109.61
HIGH PLAINS POWER	ELECTRICAL SERVICES	\$293.96
HIGH PLAINS VISION CENTER	VISION SERVICES	\$373.00
HILLCREST SPRING WATER, INC.	SUPPLIES	\$64.85
HOLIDAY INN - LARAMIE	MOTEL CHARGES	\$251.17
HOWARD SUPPLY COMPANY	SUPPLIES	\$135.45
IKON FINANCIAL SERVICES	IT COPIERS	\$5,778.25
J H KASPAR OIL COMPANY	FUEL	\$4,740.43
JACK S BODY & FENDER REPAIR	REPAIRS	\$50.00
JACKALOPE PRINTING	SUPPLIES	\$254.80
JUVE, JANE H	LEGAL SERVICES	\$102.18
KILBURN TIRE COMPANY	VEHICLE MAINTENANCE	\$532.11
KING SOOPERS CUSTOMER CHARGES	SUPPLIES	\$272.58
KONE ELEVATORS ESCALATORS	ELEVATOR MAINTENANCE	\$1,476.19
L & L ELECTRIC	ELECTRICAL REPAIRS	\$832.59
LOVE, LUCY	MILEAGE	\$184.00
MACGUIRE, ANNE M MD	MEDICAL SERVICES	\$214.00
MACPHERSON, KELLY & THOMPSON, LLC	LEGAL SERVICES	\$1,273.65
MADER, TSCHACHER, PETERSON & CO.	ADMIN AUDIT	\$5,000.00
MEDICINE BOW, TOWN OF	WATER SERVICES	\$54.00
MENDOZA, TERRI	INTERPRETER	\$25.00
MERCK & COMPANY, INC.	PUBLIC HEALTH VACCINE	\$1,508.51
MHL SYSTEMS	SUPPLIES	\$1,358.54
MPM CORP / EVERGREEN DISPOSAL	GARBAGE SERVICES	\$115.00
MURANE & BOSTWICK, LLC.	LEGAL SERVICES	\$1,939.00
NEVE'S UNIFORMS	SUPPLIES	\$39.94
OFFICE DEPOT	SUPPLIES	\$104.48
O'REILLY AUTO PARTS	SUPPLIES	\$23.57
P M P C ENGINEERING	CONSTRUCTION/MAINTENANCE	\$2,062.50
PAMIDA INC	SUPPLIES	\$643.21
PAXTON, JERRY	MILEAGE	\$550.00
PENGAD, INC.	SUPPLIES	\$84.74
PERKINS OIL CO	FUEL	\$55.90
PITNEY BOWES	POSTAGE	\$356.39
PLAINSMAN PRINTING & SUPPLY	SUPPLIES	\$38.98
PLATTE VALLEY MEDICAL	MEDICAL SERVICES	\$636.00
POWELL, THOMAS	MEAL	\$4.23
PRO-CHEM INDUSTRIAL, LLC	SUPPLIES	\$350.67
PUBLIC SAFETY CENTER, INC	SUPPLIES	\$816.20
QUESTAR GAS	GAS SERVICES	\$143.64
QUILL CORPORATION	SUPPLIES	\$237.58
QWEST	TELEPHONE SERVICES	\$3,705.05
RADAR SHOP, THE	MAINTENANCE	\$708.00
RAWLINS - CARBON COUNTY	MEMBERSHIP DUES	\$71.50
RAWLINS AUTOMOTIVE	SUPPLIES	\$351.90
RAWLINS EYE CARE	VISION SERVICES	\$450.00
RAWLINS FAMILY MEDICAL, P.C.	MEDICAL SERVICES	\$415.00
RAWLINS GLASS	GLASS REPAIRS	\$90.00
RAWLINS URGENT CARE	MEDICAL SERVICES	\$153.00
RAWLINS, CITY OF	WATER SERVICES	\$104.00
RENDEZVOUS LODGE LLC.	SUPPLIES/MEALS	\$489.99

RESERVE ACCOUNT	ADMIN POSTAGE	\$10,000.00
RICHARDSON, JILL	SUPPLIES/MEALS	\$48.24
RIVER STREET MOTOR CO	VEHICLE MAINTENANCE	\$77.45
ROCKY MOUNTAIN POWER	ELECTRICAL SERVICES	\$11,014.65
ROSS' AUTOMOTIVE SERVICES	VEHICLE MAINTENANCE	\$151.24
RUTHERFORD, JOHN	REIMBURSEMENT	\$376.50
SAENZ, DIANE	MEALS	\$17.88
SARATOGA AUTO PARTS, INC.	SUPPLIES	\$760.05
SARATOGA LODGE #43 IOOF	LEASE PAYMENT	\$900.00
SARATOGA SUN	NEWSPAPER ADS	\$135.00
SARATOGA, TOWN OF - WATER	WATER SERVICES	\$84.50
SHELL FLEET PLUS	FUEL	\$286.92
SHEPARD'S	FUEL	\$2,059.79
SNAKE RIVER PRESS	NEWSPAPER ADS	\$86.00
SOURCE GAS	GAS SERVICES	\$962.13
SRIDHARAN, P V MD	MEDICAL SERVICES	\$125.00
STAN'S QUIK LUBE	VEHICLE MAINTENANCE	\$45.95
STAPLES ADVANTAGE	SUPPLIES	\$952.57
STATE OF WYOMING (A&I)	SUBSCRIPTIONS	\$13.50
STOCKS SERVICES	SNOW REMOVAL	\$640.00
SUNRISE SANITATION SERVICE, LLC.	GARBAGE SERVICES	\$55.00
SWEET, JEFFREY C DDS PC	DENTAL SERVICES	\$92.00
SWEETWATER COUNTY SHERIFF'S OFFICE	JAIL CONTRACT HOUSING	\$3,150.00
TERMINIX	PEST CONTROL	\$274.00
TIGER MART	FUEL	\$70.84
TRADING POST	FUEL	\$260.94
TRAPP, LARRY W	MILEAGE & EXPENSES	\$1,022.09
TRENT LAW OFFICE, LLC	LEGAL SERVICES	\$148.00
TRUE VALUE OF RAWLINS	SUPPLIES	\$649.10
U S BANK	VARIOUS CHARGES	\$487.72
U S POSTMASTER-RAWLINS	BOX RENT	\$740.00
UNION TELEPHONE COMPANY	TELEPHONE SERVICES	\$477.68
VALLEY OIL COMPANY	FUEL	\$5,698.64
VALLEY PHARMACY	RX'S	\$80.51
VAN'S WHOLESALE LLC	SUPPLIES	\$510.41
VERIZON WIRELESS	TELEPHONE SERVICES	\$869.59
WEICKUM, TERRY	MILEAGE	\$428.00
WELLS, JACQUELIN	MILEAGE	\$5.00
WEST PAYMENT CENTER	SUBSCRIPTIONS	\$1,427.14
WILSON, MARGARET	SUPPLIES	\$42.00
WIMPENNY, ROBERT G DDS	DENTAL SERVICES	\$1,017.00
WORLD WASH LLC	BUILDING MAINTENANCE	\$385.00
WY DEPT OF HEALTH-COMMUNITY	MOTOR VEHICLE BILLING	\$198.00
WY FINANCIAL INSURANCE, INC.	BONDS	\$440.00
WY MACHINERY COMPANY	HEAVY EQUIPMENT PARTS	\$528.26
WY SHERIFF'S ASSOCIATION	2011 MEMBERSHIP DUES	\$100.00
WY STATE FORESTRY	FIRE MAINT & REPAIR VEHICLE	\$301.62
WY STATIONERY	SUPPLIES	\$1,838.77
WY WASTE SERVICES-RAWLINS	GARBAGE SERVICES	\$1,131.05
XEROX CORPORATION-RENT	IT COPIERS	\$1,838.43
YAMPA VALLEY ELECTRIC	ELECTRICAL SERVICES	\$512.64
GRAND TOTAL		\$208,668.71

### **EXECUTIVE SESSION**

Commissioner Paxton moved to go into executive session at 9:21 a.m. with Clerk Gwynn Bartlett, Treasurer Cindy Baldwin and Deputy Attorney Mike Kelly to discuss potential litigation, personnel issues and other matters considered confidential by law. Commissioner Young seconded and the motion carried unanimously.

Treasurer Baldwin left the meeting at 9:28 a.m.

Commissioner Paxton moved to come out of executive session at 9:47 a.m. and that the minutes of the session be approved as written and sealed and declared that no action was taken during the session. Commissioner Young seconded and the motion carried unanimously.

## **CLERK**

### **Minutes**

Commissioner Young moved to approve the minutes of the December 6, 2010 workshop as amended and December 7, 2010 regular meeting of the Board of Carbon County Commissioners as presented. Commissioner Paxton seconded and the motion carried unanimously.

### **Monthly Receipts**

Commissioner Young moved to accept the Clerk of District Court receipts for the month ending October 2010 in the amount of \$3,100.42. Commissioner Paxton seconded and the motion carried unanimously.

### **Bonds**

Commissioner Young moved to approve a bond for Deborah D. Olson, Carbon County Court Clerk in the amount of \$10,000.00. Commissioner Paxton seconded and the motion carried unanimously.

### **Election Invoices**

Clerk Bartlett advised she is sending out invoices for the 2010 general and special elections for costs associated with the elections and the BOCC may receive telephone calls. She stated the City of Rawlins is approximately \$5,000.00 and the special election in Elk Mountain was \$1,400.00.

### **Carbon County Community Action Committee**

Clerk Bartlett requested approval to apply for the Community Service Block Grant (CSBG) Set-Aside Funding which is in addition to the grant they applied for each to be used on welfare reform coordination; priorities established in local Community Action Plans which were not adequately funded or addressed with "regular" CSBG funds; emergency and/or disaster situations; and improvement of the coordination, networking, and working relationships with the CSBG and related human services programs in the public or private sectors.

Commissioner Paxton moved to approve the Tripartite Board to apply for a grant for Set-Aside Funding. Commissioner Young seconded and the motion carried unanimously.

### **Early Retirement**

Clerk Bartlett requested approval to apply for the Early Retiree Application Program through the Federal Government for early retirees. She advised the claim has to be over \$50,000.00 but less than \$90,000.00 and the county has five individuals that meet the criteria to retire. She stated the funds cannot be put in the general fund and would go into a special fund.

Commissioner Young moved to approve an application for a grant for the Early Retiree Health Program. Commissioner Paxton seconded and the motion carried unanimously.

### **Carbon County Health Officer**

Clerk Bartlett advised she has mailed the job descriptions and contract samples to all the doctors for County Health Officer to submit a letter of interest and resume no later than January 14. She advised she has received one resume and asked the BOCC if they would like to interview the applicants at their meeting on January 18 or just look at the applications and then interview the applicants in February. Chairman Weickum stated he would like to see the resumes first and interview at a meeting in February.

### **Boys & Girls Clubs of Carbon County**

Clerk Bartlett presented a letter for the Chairman's signature to the Wyoming Department of Education supporting the Boys & Girls Clubs of Carbon County grant application.

Commissioner Paxton moved to authorize the Chairman's signature on a letter of support for the Boys & Girls Club of Carbon County. Commissioner Young seconded and the motion carried unanimously.

### **AGENDA AMENDMENT**

Commissioner Paxton moved to amend the agenda to reflect an executive session following the Specific Purpose Tax Joint Powers Board. Commissioner Young seconded and the motion carried unanimously.

### **CLERK**

#### **Memorial Hospital of Carbon County (MHCC) Specific Purpose Tax**

Clerk Bartlett advised she wrote a letter to Dan Jessop, MHCC Chief Executive Officer with a copy to the Memorial Hospital Board members requesting that once the bonds are sold, MHCC immediately request reimbursement from the Specific Purpose Tax Joint Powers Board in the amount of \$381,533.00, the total amount paid to MHCC by the county for architect fees related to the project.

#### **West Sinclair Bypass**

Clerk Bartlett presented two project cost reimbursement statements related to the Sinclair bypass project.

Commissioner Young moved to authorize the Chairman's Signature on two Project Cost Reimbursement Statements, #4 for the West Sinclair Bypass Project, Job CN06064 both in the amount of \$6,323.59 to the Wyoming Department of Transportation and the Town of Sinclair. Commissioner Paxton seconded and the motion carried unanimously.

#### **HANNA OLD BANK BUILDING**

Clerk Bartlett opened two sealed bids for the sale of county property formerly known as the First State Bank of Hanna. Greg Cooksey bid \$22,500.00 but spelled out twelve thousand five hundred dollars and Shepard Construction, Inc. bid \$23,000.00.

Commissioner Paxton moved to accept the high bid from Shepard Construction, Inc. in the amount of \$23,000.00 for the property formerly known as the First State Bank of Hanna located in the East ½ of Section 19, Township 22 North, Range 81 West, of the 6<sup>th</sup> P.M., Carbon County Wyoming. The BOCC discussed whether they should sell the building and agreed it would benefit all to sell the building. Commissioner Young seconded and the motion carried unanimously.

Clerk Bartlett advised she will work Deputy Attorney Kelly on getting the documents completed and schedule a closing date.

### **ELECTED OFFICIALS / DEPARTMENT HEADS**

#### **Attorney**

Deputy Attorney Kelly presented an Amendment to the Homeless Prevention grant that increases the grant in the amount of \$67,951.66.

Commissioner Paxton moved to approve Amendment No. One to the Grant Agreement Between the Wyoming Business Office and Attorney's Office for the Homeless Prevention and Rapid Rehousing Program, expiring September 30, 2010 increasing the grant in the amount of \$67,951.66. Commissioner Young seconded and the motion carried unanimously.

Attorney Kelly reported he has been working with the Bureau of Land Management (BLM) on the Lost Creek Uranium Project and the BOCC asked him to be the primary contact for the case. He presented a Memorandum of Understanding outlining this.

Commissioner Paxton moved to approve a Memorandum of Understanding Between Carbon County and the United States Department of Interior Bureau of Land Management regarding the environmental impact statement for the Lost Creek Uranium Project naming Deputy Attorney Mike Kelly as the primary point of contact. Commissioner Young seconded and the motion carried unanimously.

### **Treasurer**

County Treasurer, Cindy Baldwin reported that during her abstract she filed with the state this year it was discovered that there were ten bank accounts using the county's tax identification number that she was unaware of. The BOCC asked Treasurer Baldwin to work with the Attorney to draft a letter for the Chairman's signature to disperse to all county departments requesting that no accounts be opened without approval and that the Treasurer must be on the account.

### **Sheriff**

Undersheriff Mike Morris and IT Director Matt Webster discussed bids received at the last meeting for the E911 system. Undersheriff Morris recommended ISC's bid explaining that this bid is for a system similar to the City of Rawlins' system and the group had been asked by the BOCC to ensure interoperability with their system. He also explained that this system will work best having the Saratoga dispatch using it as well. Undersheriff Morris stated approximately \$130,000.00 difference between the bids factored in the decision as well with ISC being the low bidder. Mr. Webster agreed with the recommendation.

Commissioner Paxton moved to accept the bid from ISC for a Positron E911 system in the amount of \$251,863.55 plus options up to \$20,000.00. Commissioner Young seconded and the motion carried unanimously.

Undersheriff Morris stated the system should be running within 6-8 months.

Commissioner Paxton moved to approve a purchase agreement from Spillman Technologies Inc. in the amount of \$149,112.00 for enhancements to the E911 system. Commissioner Young seconded and the motion carried unanimously.

### **Assessor**

County Assessor, Sheryl Snider discussed a negative adjustment in notice of valuation changes with an increase of \$560,172.00 but a negative decrease of \$934,934.00 bringing the county down to a negative of \$374,762.00.

### **Planning**

Sid Fox, County Planning Director, discussed a U.S. Census boundary document and stated his office has completed it. He asked Clerk Bartlett to return it as she is the contact for the agency.

Mr. Fox stated he prepared a press release on the Comprehensive Land Use Plan. The release summarizes the plan to increase the awareness that the plan has been adopted. He noted that it will be distributed to the libraries, the towns and conservation districts and is available for anyone. The BOCC asked Mr. Fox to get a copy to the U.S. Forest Service offices in Lander and Laramie.

Mr. Fox provided an update on the wind energy regulations and stated they could come before the BOCC on March 1, 2011. He reported the only substantial comment from the Planning & Zoning Commission was to tighten up the standards for advertising signs or logos on the turbines and potential lighting. There was a discussion about the regulations, legislation bills and taxes for the local governments.

Mr. Fox advised the Conditional Use Permit issued for a wind farm to Horizon Wind will be expiring and stated Horizon Wind will come before the Planning & Zoning Board for an extension as construction has not yet started.

**BOARD INTERVIEW / APPOINTMENT**

Jim Miller was interviewed by telephone for consideration of appointment to the Fair Board and agreed to board training specific to this board.

Commissioner Paxton moved to appoint Jim Miller to the Fair Board for a five-year term expiring January 2016. Commissioner Young seconded and the motion carried unanimously.

**ELECTED OFFICIALS / DEPARTMENT HEADS**

**Road & Bridge**

Bill Nation, Road & Bridge Superintendent, provided an update on snow accumulations in the county. He recommended that the county pursue the ten miles of road from DKRW to the interstate and use the funds that are set aside. Commissioner Paxton requested a representative from DKRW come to meeting for reassurance that this project will happen and Mr. Nation advised he will contact DKRW to see if they are available in January or February to come before the BOCC to outline their plans. Mr. Nation advised the power company in that area is forming with their engineering company to come early in January to the Commissioners to upgrade ten miles of Road #161 including the bridge and across to the power station.

**RECESS**

Chairman Weickum called a recess at 11:28 a.m. and reconvened at 11:32 a.m.

**SPECIAL PURPOSE TAX JOINT POWERS BOARD - BONDING**

A conference call was arranged with Barbara Bonds, Mary Keating-Scott, and members of the Specific Purpose Tax Joint Powers Board (JPB) to sign bond documents for the county’s specific purpose tax project and the bonds to payoff the county’s debt for the energy savings project at the hospital. Ms. Keating-Scott overviewed the events leading up to here.

The JPB took action by passing a Resolution authorizing the issuance and sale of the bonds.

Commissioner Young moved to approve Resolution No. 2010-39, A Resolution Concerning the Financing of the Acquisition and Construction of the Carbon County Improvements in relation to the Hospital Site and Existing Facility by Carbon County, Wyoming, and the Hospital Site and Lease, Amendments to the Escrow Agreement and Related Documents and Transactions; and Appointing a Lessee Representative for Purposes of the Acquisition and Construction of the Carbon County Improvements under the Lease authorizing Chairman Weickum and Clerk Bartlett to execute all documents. Commissioner Paxton seconded and the motion carried unanimously.

**EXHIBIT A  
RESOLUTION NO. 2010-39**

**A RESOLUTION CONCERNING THE FINANCING OF THE ACQUISITION AND CONSTRUCTION OF THE CARBON COUNTY IMPROVEMENTS IN RELATION TO THE HOSPITAL SITE AND EXISTING FACILITY BY CARBON COUNTY, WYOMING, AND THE HOSPITAL SITE AND EXISTING FACILITY REFUNDING; APPROVING A SITE LEASE, A LEASE, AMENDMENTS TO THE ESCROW AGREEMENT AND RELATED DOCUMENTS AND TRANSACTIONS; AND APPOINTING A LESSEE REPRESENTATIVE FOR PURPOSES OF THE ACQUISITION AND CONSTRUCTION OF THE CARBON COUNTY IMPROVEMENTS UNDER THE LEASE.**

WHEREAS, Carbon County, Wyoming (“Carbon County” or “County”) is authorized by Title 18, Chapter 8, Article 1, Wyo. Stat. §§ 18-2-101 and 18-2-103, to provide and maintain a hospital, clinic and other necessary County buildings and to own and convey property for the benefit of the County as deemed by the board of county commissioners (the “Commissioners”) to be in the best interests of the County and its inhabitants; and

WHEREAS, the County is the owner of certain real property (the "Hospital Site") and improvements located in the City of Rawlins, Wyoming, which are commonly referred to as the Memorial Hospital of Carbon County (the "Existing Facility"); and

WHEREAS, the Hospital Site and the Existing Facility are subject to (i) that certain First Amended Site Lease, dated as of March 3, 2009 (the "First Amended Site Lease"), by and between Carbon County, as landlord, and Bank of Commerce in Rawlins, Wyoming ("Bank of Commerce"), as tenant; (ii) that certain Lease Purchase Agreement, dated as of July 1, 2008, by and between Bank of Commerce, as lessor, and Carbon County, as lessee (the "2008 Lease Purchase Agreement"); and (iii) that certain First Supplemental Lease Purchase Agreement, dated as of March 3, 2009, by and between Bank of Commerce, as lessor, and Carbon County, as lessee (the "2009 First Supplemental Lease Purchase Agreement"), which were entered into for the purpose of financing the upgrade of the Mechanical/Electrical System at the Existing Facility; and

WHEREAS, the Commissioners have determined that it necessary to expand and upgrade the Intensive Care Unit and the operating room facilities and equipment for the Existing Facility (the "Carbon County Improvements"); and

WHEREAS, in order to finance the Carbon County Improvements, the County needs to lease the Hospital Site and the Existing Facility to the Board and said lease must have a priority over the First Amended Site Lease; and

WHEREAS, the Commissioners have determined that the 2008 Lease Purchase Agreement and the 2009 First Supplemental Lease Purchase Agreement need to be currently refunded; and

WHEREAS, the Commissioners have further determined that the Carbon County Improvements will be of service to and be in the best interests of the County and its inhabitants; and

WHEREAS, for purposes of financing the acquisition and construction of the Carbon County Improvements, Carbon County, along with the Towns of Baggs, Elk Mountain, Encampment, Medicine Bow, Riverside, Saratoga and Sinclair and the City of Rawlins, incorporated municipalities in Carbon County, have formed the Carbon County 2009 Specific Purpose Tax Joint Powers Board (the "Board"), a duly organized and existing body corporate and politic under the provisions of the Wyoming Joint Powers Act, Wyo. Stat. §§ 16-1-102 through 16-1-109, pursuant to a Joint Powers Agreement dated as of May 15, 2009; and

WHEREAS, the Commissioners have determined, that Carbon County, as landlord, will enter into that certain Site Lease Agreement, dated as of December 23, 2010 (the "Site Lease") with the Board, as tenant, whereby Carbon County will lease the Hospital Site and Existing Facility to the Board, and further Carbon County will enter into that certain annually terminable Lease and Agreement, dated as of December 23, 2010 (the "Lease"), whereby Carbon County, as lessee, will sublease the Hospital Site and Existing Facility from the Board and will further lease from the Board the Carbon County Improvements to be acquired and constructed thereon and the Board will also effect the Hospital Site and Existing Facility Refunding; and

WHEREAS, the Board has advised Carbon County that pursuant to a resolution to be adopted on December 21, 2010 (the "Bond Resolution"), and in order to provide funds for the acquisition and construction of the Carbon County Improvements, Taxable Direct Pay Recovery Zone Economic Development Lease Revenue Bonds, Series 2010B, in the aggregate principal amount of \$8,150,000, dated December 23, 2010 (the "Series 2010B Bonds") will be issued and delivered by the Board; and

WHEREAS, the Board has further advised Carbon County that pursuant to the Bond Resolution, and in order to provide funds for the Hospital Site and Existing Facility Refunding, Tax-Exempt Direct Pay Recovery Zone Economic Development Lease Revenue Bonds, Series 2010C, in the aggregate principal amount of \$1,960,000, dated December 23, 2010 (the "Series 2010C Bonds," and together with the Series 2010B Bonds, the "Bonds") will be issued and delivered by the Board; and

WHEREAS, pursuant to that certain Bond Purchase Agreement, dated as of December 21, 2010 (the "Bond Purchase Agreement"), between the Board and George K. Baum & Company (the "Underwriter"), the Board has sold said Bonds to the Underwriter at prices and pursuant to the terms and conditions set forth in the Bond Purchase Agreement; and

WHEREAS, there have been presented to the Commissioners the forms of Site Lease, Lease (including in the Lease the schedule of Rental Payments and Optional Purchase Price, as defined in the Lease) and Bond Purchase Agreement; and

WHEREAS, the Commissioners desire to approve the Site Lease and the Lease and authorize the execution and performance of such documents; and

WHEREAS, 1% specific purpose sales and use tax moneys (the "Specific Purpose Sales and Use Excise Tax Revenues") are currently being collected and are being held by the Carbon

County Treasurer (the “Escrow Agent”). Carbon County, the Towns of Baggs, Elk Mountain, Medicine Bow, Riverside, Saratoga and Sinclair and the City of Rawlins have entered into an escrow agreement dated as of January 11, 2010 (the “Escrow Agreement”), with the Escrow Agent which provides that said Specific Purpose Sales and Use Excise Tax Revenues shall be held, reinvested and made available for annual budget and appropriation by each Municipality for payment of Rental Payments and Optional Purchase Price to the Board for any initial or renewal term of the Lease; and

WHEREAS, Section 1.5 of the Escrow Agreement provides as follow:

**Distribution of Moneys in Escrow Account.** All 2009 Tax collections held in said Escrow Account, and reinvestment income thereon, shall be transferred by the Escrow Agent to the Trustee on behalf of Carbon County and the respective Municipalities on the dates and in the amounts provided in EXHIBITS A and B to this Escrow Agreement, which by this specific reference are made a part hereof. Upon the closing of a financing for the Improvements for Carbon County, EXHIBITS A and B to this Escrow Agreement shall be amended to reflect the transfers that will be made by the Escrow Agent on behalf of Carbon County. Until such time, all moneys attributable to Carbon County will be deposited as provided in Section 1.1 (a).

Upon termination of the Escrow Agreement, the Escrow Agent and the County Treasurer shall distribute the moneys in the Escrow Account pursuant to the terms of ARTICLE II of this Escrow Agreement; and

WHEREAS, the amendments to EXHIBITS A and B of the Escrow Agreement relating to the Carbon County Improvements (copies of which are attached hereto as Exhibits A and B) have been presented to the Commissioners and the Commissioners desire to approve said amendments pursuant to the provisions of said Escrow Agreement; and

WHEREAS, the Commissioners further desire to appoint a Lessee Representative (as defined by the Lease) for purposes of the Carbon County Improvements;

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF CARBON COUNTY, WYOMING:**

**Section 1. Ratification of Actions.** All actions heretofore taken (not inconsistent with the provisions of this resolution) by the Commissioners or officials of Carbon County, directed toward the construction of the Carbon County Improvements, are hereby ratified, approved, and confirmed.

**Section 2. Finding As To Governmental Purpose.** The Commissioners hereby find and determine, pursuant to the constitution and laws of the State, that the acquisition and construction of the Carbon County Improvements, the effecting of the Hospital Site and Existing Facility Refunding and the leasing of the Hospital Site and Existing Facility to the Board under the terms and provisions set forth in the Site Lease, and the subleasing of the Hospital Site and Existing Facility Site and the leasing of the Carbon County Improvements from the Board under the terms and provisions set forth in the Lease, are necessary, convenient, and in furtherance of the governmental purposes of Carbon County, and are in the best interests of Carbon County and its citizens and inhabitants; and the Commissioners hereby authorize such leasing and subleasing under the terms and provisions of the Site Lease and the Lease.

**Section 3. Finding as to Litigation.** The Commissioners find and determine that no lawsuits have been filed, no actions have been threatened, and no claims have been made against Carbon County which would have any effect on the Carbon County Improvements, the Hospital Site and Existing Facility, the Site Lease, the Lease, the amendments to the Escrow Agreement or the issuance of the Bonds by the Board.

**Section 4. Approval of Site Lease, Lease and Amendments to the Escrow Agreement.** The Site Lease, the Lease and the amendments to the Escrow Agreement are in all respects approved, authorized, and confirmed, and the Chairman of the Commissioners and the Carbon County Clerk are authorized and directed to affix their signatures and the seal of Carbon County to such documents in substantially the forms and with substantially the same content as submitted to the Commissioners, and thereafter Carbon County shall be bound by the provisions thereof.

**Section 5. Attestation; Authorization of Other Documents.** The Carbon County Clerk is hereby authorized and directed to attest all signatures and acts of any official of Carbon County in connection with the matters authorized by this resolution, and to place the seal of Carbon County on the documents authorized and approved by this resolution. The Chairman of the Commissioners and other officials of Carbon County are hereby authorized to execute and deliver for and on behalf of Carbon County any and all additional certificates, documents, and other papers and to perform all other acts that they may deem necessary or appropriate in order to implement and carry out the transactions and other matters authorized by this resolution.

**Section 6. No Indebtedness.** No provision of this resolution, the Site Lease, the Lease, the amendments to the Escrow Agreement or the Bonds shall be construed as creating or constituting a general obligation or other indebtedness of Carbon County, nor mandatory charge or requirement against Carbon County in any ensuing budget year beyond the then current budget year. Carbon County shall have no obligation to make any payment with respect to the Bonds except in connection with the payment of the Rental Payments and Additional Rentals (as defined in the Lease) and certain other payments under the Lease, which payments may be terminated by Carbon County in accordance with the provisions of the Lease.

**Section 7. Rental Payments and Optional Purchase Price.** (a) The 2010B Base Rental Amount of the Rental Payments (as defined in the Lease) for the Carbon County Improvements (attributable to the principal of and interest on the Series 2010B Bonds) shall be payable during the Lease Term (as defined in the Lease) on the following dates, in the following amounts:

**2010B BASE RENTAL AMOUNT**

<u>Payment Dates</u>	<u>Rental Payments</u>
06/01/2011	\$ 543,743.28
12/01/2011	237,335.00
06/01/2012	592,335.00
12/01/2012	232,720.00
06/01/2013	617,720.00
12/01/2013	226,463.75
06/01/2014	626,463.75
12/01/2014	218,663.75
06/01/2015	628,663.75
12/01/2015	209,438.75
06/01/2016	619,438.75
12/01/2016	199,445.00
06/01/2017	634,445.00
12/01/2017	187,700.00
06/01/2018	637,700.00
12/01/2018	174,650.00
06/01/2019	639,650.00
12/01/2019	158,375.00
06/01/2020	408,375.00
12/01/2020	149,625.00
06/01/2021	774,625.00
12/01/2021	127,750.00
06/01/2022	3,777,750.00

(b) The 2010C Base Rental Amount of the Rental Payments (as defined in the Lease) that is attributable to the principal of and interest on the Series 2010C Bonds shall be payable during the Lease Term (as defined in the Lease) on the following dates, in the following amounts:

**2010C BASE RENTAL AMOUNT**

<u>Payment Dates</u>	<u>Rental Payments</u>
06/01/2011	\$154,615.00
12/01/2011	34,425.00
06/01/2012	264,425.00
12/01/2012	30,975.00
06/01/2013	275,975.00
12/01/2013	27,300.00
06/01/2014	282,300.00
12/01/2014	22,200.00
06/01/2015	282,200.00
12/01/2015	17,000.00
06/01/2016	292,000.00
12/01/2016	11,500.00
06/01/2017	291,500.00
12/01/2017	5,900.00
06/01/2018	300,900.00

The Commissioners hereby determine and declare that the Rental Payments do not exceed a reasonable amount so as to place Carbon County under an economic compulsion to renew the Lease or to place Carbon County under an economic compulsion to exercise its option to purchase the Carbon County Improvements pursuant to the Lease.

The Commissioners hereby determine and declare that the period during which Carbon

County has an option to purchase the Carbon County Improvements (i.e., on any June 1 or December 1, commencing June 1, 2018) does not exceed the useful life of the Carbon County Improvements. The Optional Purchase Price (as defined in the Lease) for the Carbon County Improvements shall be payable during the Lease Term (as defined in the Lease) on the following dates, in the following amounts:

**CARBON COUNTY IMPROVEMENTS**  
**Optional Purchase Price Schedule Relating to Series 2010B Bonds Only**

<u>Payment Dates</u>	<u>Optional Purchase Price*</u>
6/15/2018	\$5,627,700.00
12/15/2018	5,164,650.00
06/15/2019	5,164,650.00
12/15/2019	4,683,375.00
06/15/2020	4,683,375.00
12/15/2020	4,424,625.00
06/15/2021	4,424,625.00
12/15/2021	3,777,750.00
06/15/2022	3,777,750.00

\*Total Payment Due if Option is exercised.

**Section 8. Designation of Lessee Representative for the Carbon County**

**Improvements.** The Commissioners hereby determine that the person who shall be specifically responsible for the Carbon County Improvements shall be the Carbon County Clerk (the "Lessee Representative," as defined and as further provided in the Lease. The Lessee Representative may be changed by resolution hereafter adopted by the Commissioners.

**Section 9. Severability.** If any section, paragraph, clause, or provision of this resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this resolution, the intent being that the invalid or unenforceable section, paragraph, clause, or provision shall be severable from the remaining sections, paragraphs, clauses, or provisions.

**Section 10. Repealer.** All bylaws, orders, and resolutions, or parts thereof, inconsistent with this resolution or with any of the documents hereby approved, are hereby repealed only to the extent of such inconsistency. This repealer shall not be construed as reviving any bylaw, order, or resolution, or part thereof.

**Section 11. Effective Date.** This resolution shall be in full force and effect upon its passage and adoption.

**PASSED, ADOPTED, AND APPROVED** this 21<sup>st</sup> day of December, 2010.

( S E A L )

**ATTESTED:**  
-s- Gwynn G. Bartlett  
County Clerk

**CARBON COUNTY, WYOMING**  
-s- Terry Weickum  
Chairman, Board of County Commissioners

**EXHIBIT A TO COUNTY RESOLUTION**

**EXHIBIT A**

to

**2009 SPECIFIC PURPOSE TAX ESCROW ACCOUNT  
ESCROW AGREEMENT**

**CARBON COUNTY IMPROVEMENTS**

<b>Payment Dates</b>	<b>Principal</b>	<b>Interest*</b>	<b>Payment Dates</b>	<b>Principal</b>	<b>Interest*</b>
06/01/2011	\$ 315,000	\$228,743.28	12/01/2017		\$187,700.00
12/01/2011		237,335.00	06/01/2018	\$ 450,000	187,700.00
06/01/2012	355,000	237,335.00	12/01/2018		174,650.00
12/01/2012		232,720.00	06/01/2019	465,000	174,650.00
06/01/2013	385,000	232,720.00	12/01/2019		158,375.00
12/01/2013		226,463.75	06/01/2020	250,000	158,375.00
06/01/2014	400,000	226,463.75	12/01/2020		149,625.00
12/01/2014		218,663.75	06/01/2021	625,000	149,625.00
06/01/2015	410,000	218,663.75	12/01/2021		127,750.00
12/01/2015		209,438.75	06/01/2022	3,650,000	127,750.00
06/01/2016	410,000	209,438.75			
12/01/2016		199,445.00			
06/01/2017	435,000	199,445.00			

† Amounts are payable to U.S. Bank National Association, as Trustee under that certain Indenture of Trust, dated as of January 11, 2010 (the "Original Indenture"), as amended and supplemented by a First

Supplement to Indenture of Trust, dated as of December 23, 2010 (the "First Supplement," and together with the Original Indenture, the "Indenture"), between the Carbon County 2009 Specific Purpose Tax Joint Powers Board and the Trustee, pursuant to the provisions of that certain Lease and Agreement, dated as of December 23, 2010, as amended, between the Board and Carbon County.

\* Provided that the Trustee receives the Federal Direct Payments, amounts will be reduced by the corresponding Federal Direct Payments.

\*\* Amounts may change upon notification to the Carbon County Treasurer, acting as Escrow Agent for the Specific Purpose Sales and Use Excise Tax Revenues. If Carbon County exercises its Purchase Option relating to the Carbon County Improvements, the amounts on the Payment Date will correspond to the Optional Purchase Price in the Lease.

**EXHIBIT B TO COUNTY RESOLUTION**  
**EXHIBIT B**  
to  
**2009 SPECIFIC PURPOSE TAX ESCROW ACCOUNT**  
**ESCROW AGREEMENT**  
**CARBON COUNTY IMPROVEMENTS**

Payment Dates	Principal	Interest	Payment Dates	Principal	Interest
06/01/2011	\$ 120,000	\$ 34,615.00	06/01/2015	\$ 260,000	\$ 22,200.00
12/01/2011		34,425.00	12/01/2015		17,000.00
06/01/2012	230,000	34,425.00	06/01/2016	275,000	17,000.00
12/01/2012		30,975.00	12/01/2016		11,500.00
06/01/2013	245,000	30,975.00	06/01/2017	280,000	11,500.00
12/01/2013		27,300.00	12/01/2017		5,900.00
06/01/2014	255,000	27,300.00	06/01/2018	295,000	5,900.00
12/01/2014		22,200.00			

1 Amounts are payable to U.S. Bank National Association, as Trustee under that certain Indenture of Trust, dated as of January 11, 2010 (the "Original Indenture"), as amended and supplemented by a First Supplement to Indenture of Trust, dated as of December 23, 2010 (the "First Supplement," and together with the Original Indenture, the "Indenture"), between the Carbon County 2009 Specific Purpose Tax Joint Powers Board and the Trustee, pursuant to the provisions of that certain Lease and Agreement, dated as of December 23, 2010, as amended, between the Board and Carbon County.

\* Amounts may change upon notification to the Carbon County Treasurer, acting as Escrow Agent for the Specific Purpose Sales and Use Excise Tax Revenues. If Carbon County exercises its Purchase Option relating to the Carbon County Improvements, the amounts on the Payment Date will correspond to the Optional Purchase Price in the Lease.

\*\*\*Total Payment Due if Option is exercised.

Barbara Bonds noted that the county has saved approximately \$80,000.00 by paying off the site leases with the Bank of Commerce early and issuing bonds.

**EXECUTIVE SESSION**

Commissioner Paxton moved to go into executive session at 12:05 p.m. with Clerk Gwynn Bartlett, Bill Nation, and Deputy Attorney Mike Kelly to discuss potential litigation and other matters considered confidential by law. Commissioner Young seconded and the motion carried unanimously.

Commissioner Paxton moved to come out of executive session at 12:18 p.m. and that the minutes of the session be approved as written and sealed and declared that no action was taken during the session. Commissioner Young seconded and the motion carried unanimously.

**RYAN PARK FIRE PROPERTY**

Commissioner Paxton moved to authorize the Chairman's signature to the Wyoming Regulatory Office of the Armory Corps of Engineers regarding property at the County's Fire Station at Ryan Park. Commissioner Young seconded and the motion carried unanimously.

**WEST SINCLAIR BYPASS PROJECT**

Commissioner Young moved to authorize the Chairman's signature on the Acceptance Certificate to the Wyoming Department of Transportation for the West Sinclair Bypass Project on County Road #351. Commissioner Paxton seconded and the motion carried unanimously.

Commissioner Young moved to authorize the Clerk to reimburse the Town of Sinclair their unused portion of the grant match to the Industrial Road Project related to the west Sinclair Bypass Project. Commissioner Paxton seconded and the motion carried unanimously.

**ADJOURNMENT**

There being no further business, Chairman Weickum adjourned the meeting at 12:27 p.m.

-s- Gwynn G. Bartlett, Carbon County Clerk

Approved this 4th day of January 2011

BOARD OF COUNTY COMMISSIONERS  
CARBON COUNTY, WYOMING

-s- Terry Weickum, Chairman