

**RESOLUTION AND
DECLARATION OF OFFICIAL INTENT**

2000-34

Lessee: Torrance County

Principal Amount Expected to be Financed: \$780,105.73

WHEREAS, the above Lessee is a political subdivision of the State in which Lessee is located (New Mexico) and is duly organized and existing pursuant to the constitution and laws of the state.

WHEREAS, pursuant to applicable law, the governing body of the Lessee (Commission) are authorized to acquire, dispose of and encumber real and personal property, including, without limitation, rights and interests in property, leases and easements necessary to the functions or operations of the Lessee.

WHEREAS, the Governing Body hereby finds and determines that the execution of one or more lease-purchase agreements in the principal amount not exceeding the amount state above for the purpose of acquiring the property generally described below and to be described more specifically in the Equipment Leases is appropriate and necessary to the functions and operations of the Lessee.

Property: Nine (9) John Deere Motor Graders

WHEREAS, Banc One Leasing Corporation ("Lessor") is expected to act as the Lessor under the Equipment Leases.

WHEREAS, the Lessee may pay certain capital expenditures in connection with the Property prior to its receipt of proceeds of the Equipment Leases ("Lease Purchase Proceeds") for such expenditures and such expenditures are not expected to exceed the Principal Amount.

WHEREAS, the U.S. Treasury Department regulations do not allow the proceeds of a tax-exempt borrowing to be spent on working capital and the Lessee shall hereby declare its official intent to be reimbursed for any capital expenditures for Property from the Lease Purchase Proceeds.

NOW THEREFORE, Be it resolved by the Governing Body of the Lessee:

Section 1. Either one of the Commissioners OR the County Manager (each an "Authorized Representative") acting on behalf of the Lessee is hereby authorized to negotiate, enter into, execute, and deliver one or more Equipment Leases in substantially the form set forth in the document presently before the Governing Body, which document is available for public inspection at the office of the Lessee. Each Authorized Representative acting on behalf of the Lessee is hereby authorized to negotiate, enter into, execute, and deliver such other documents relating to the Equipment Lease

(Including, but not limited to, escrow agreements) as the Authorized Representative deems necessary and appropriate. All other related contracts and agreements necessary and incidental to the Equipment Leases are hereby authorized.

Section 2. By a written instrument signed by any Authorized Representative, said Authorized Representative may designate specifically identified officers or employees of the Lessee to execute and deliver agreements and documents relating to the Equipment Leases on behalf of the Lessee.

Section 3. The aggregate original principal amount of the Equipment Leases shall not exceed the principal Amount and shall bear interest as set forth in the Equipment Leases and the Equipment Leases shall contain such options to purchase by the Lessee as set forth therein.

Section 4. The Lessee's obligations under the Equipment Leases shall be subject to annual appropriation or renewal by the Governing Body as set forth in each Equipment Lease and the Lessee's obligations under the Equipment Leases shall not constitute a general obligations of the Lessee or indebtedness under the Constitution or laws of the state.

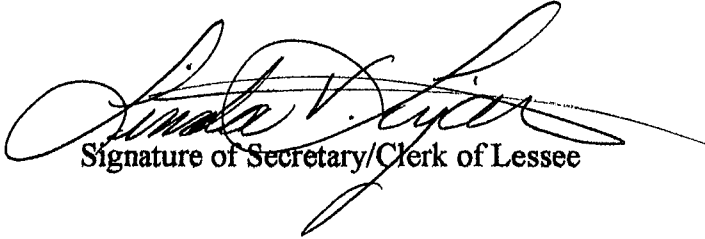
Section 5. The Governing Body of Lessee anticipates that the Lessee may pay certain capital expenditures in connection with the Property prior to the receipt of the Lease Purchase Proceeds for the Property. The Governing Body of Lessee hereby declares the Lessee's official intent to use the Lease Purchase Proceeds to reimburse itself for Property expenditures. This section of the Resolution is adopted by the governing Body of Lessee for the purpose of establishing compliance with the requirements of Section 1.150-2 of Treasury Regulations. This section of the Resolution does not bind the Lessee to make any expenditure, incur any indebtedness, or proceed with the purchase of the property.

Section 6. As to each Equipment Lease, the Lessee reasonably anticipates to issue not more than \$10,000,000 of tax-exempt obligations (other than "private activity bonds" which are not "qualified 501 (c) (3) bonds") during the fiscal year in which each such Equipment Lease is issued and hereby designates each Equipment Lease as a qualified tax-exempt obligation for purposes of Section 265 (b) of the Internal Revenue Code of 19865, as amended.

Section 7. This Resolution shall take effect immediately upon its adoption and approval.

ADOPTED AND APPROVED on this 13th, September, 2000.

The undersigned Secretary/Clerk of the above named Lessee hereby certifies and attests that the undersigned has access to the official records of the Governing Body of the Lessee, that the foregoing resolutions were duly adopted by said Governing Body of the Lessee at a meeting of said Governing Body and that such resolutions have not been amended or altered and are in full force and effect on the date stated below.



Signature of Secretary/Clerk of Lessee

Print Name Linda V. Lujan

Official Title County Clerk

Date: 09/13/00