

EXTRACTS FROM THE MINUTES OF A SPECIAL
MEETING OF THE BOARD OF COUNTY COMMISSIONERS
OF SWEETWATER COUNTY, WYOMING HELD ON
MAY 21, 1991

The Board of County Commissioners of Sweetwater County, Wyoming met in the City of Green River, Wyoming at 1:30 p.m. on May 21, 1991.

The meeting was called to order by the Chairman of the Board of the County Commissioners and, upon roll call, those present and absent were as follows:

PRESENT: FRED RADOSEVICH
LINDA M. TALIAFERRO
LARRY CALLER

ABSENT: NONE

ALSO PRESENT: ALBERT B. VESCO, COUNTY CLERK

Mr. Radosevich stated that he was going to introduce a resolution which would call for the redemption of the \$1,830,000 Pollution Control Revenue Bonds, 1981 Series (FMC Corporation Project) of Sweetwater County, Wyoming as requested by FMC Corporation.

The following Resolution was introduced by Fred Radosevich read in full and considered:

**RESOLUTION AUTHORIZING THE REDEMPTION OF
\$1,830,000 POLLUTION CONTROL REVENUE BONDS,
1981 SERIES (FMC CORPORATION PROJECT) OF
SWEETWATER COUNTY, WYOMING**

WHEREAS, Sweetwater County, Wyoming, (the "County") is authorized by Title 15.1, Section 701 to 710, inclusive, of the Wyoming Statutes Annotated, as amended (the "Act"), to issue its Pollution Control Revenue Bonds for the public purposes set forth in the Act, including the abatement or control of pollution of the environment of the State of Wyoming, and to expend the proceeds thereof to defray, among other things, the cost of acquiring or improving projects as defined in the Act which include pollution control facilities or other improvements and to lease, or enter into other arrangements relating to the same; and

WHEREAS, the County adopted on the July 21, 1981, a Resolution authorizing the issuance of \$1,830,000 Pollution Control Revenue Bonds, 1981 Series (FMC Corporation Project) of Sweetwater County, Wyoming (the "Original Bonds"), the proceeds thereof to be used to defray costs incurred in connection with the pollution control and abatement facilities referred to in said Resolution to be constructed and installed at the manufacturing facility owned and operated by FMC Corporation (the "Company") at its Green River Plant in the County; and

WHEREAS, the Company has asked the County to consider a Resolution

providing for the redemption of the Original Bonds in accordance with Section 301 of the Second Supplemental Indenture of Trust dated as of July 1, 1981 the ("Second Supplemental Indenture") from the County to Commerce Union Bank, as trustee; and

WHEREAS, Sovran Bank (the "Trustee") is the successor trustee to Commerce Union Bank; and

WHEREAS, the Company has also asked the County to consider a Resolution authorizing the issuance of \$1,830,000 Pollution Control Revenue Refunding Bonds (FMC Corporation Project) 1991 Series to refund the Original Bonds at its meeting on June 4, 1991; and

WHEREAS, the Board of County Commissioners of the County has determined that it is in the best interests of the County to redeem the Bonds in accordance with the Second Supplemental Indenture.

NOW THEREFORE, BE IT RESOLVED, by the Board of County Commissioners of Sweetwater County, Wyoming that:

Section 1. The Trustee is hereby directed to redeem the Original Bonds in accordance with the Indenture of Trust dated as of April 1, 1974 from the County to the Trustee, as amended (the "Indenture") and the Second Supplemental Indenture.

Section 2. The redemption date shall be July 1, 1991 or the earliest interest payment date thereafter that the Company deposits with the Trustee an amount equal to the unpaid principal, premium and accrued interest to the redemption date on the Original Bonds.

Section 3. The principal amount of the Original Bonds is \$1,830,000.

Section 4. The redemption price of the Original Bonds is 103% of \$1,830,000, or \$1,884,900.

Section 5. The Original Bonds are to be redeemed pursuant to Section 301 of the Second Supplemental Indenture which provides for the redemption of the Original Bonds by the County prior to their maturity on any interest payment date on or after July 1, 1991 in the manner set forth in Article III of the Indenture at the above redemption price.

Section 6. The maturity date of the Original Bonds is July 1, 2001.

Section 7. The Chairman or any other Commissioner of the County designated by the Chairman is authorized hereby to take any actions or execute any documents on behalf of the County that may be necessary or convenient to carry out the purposes of this Resolution.

Section 8. This Resolution shall take effect immediately.

MOVED, PASSED AND APPROVED this 21st day of May, 1991.

ATTEST:

Fred Radosevich
County Commissioner and Chairman
of the Board

Linda M. Taliaferro
County Commissioner

Albert B. Vesco, County Clerk

Larry Caller
County Commissioner

THE STATE OF WYOMING)
) SS.
COUNTY OF SWEETWATER)

I, Fred Radosevich, Chairman of the Board of the County Commissioners within and for the County of Sweetwater, State of Wyoming, do hereby proclaim the above and foregoing Resolution of the County of Sweetwater, State of Wyoming, was, on the date thereof, duly and regularly passed and approved by the Board of the County Commissioners of the said County of Sweetwater, State of Wyoming, as attested by the County Clerk of said County and I do hereby proclaim the same to be in full force and effect from and after the date of its passage and approval.

Fred Radosevich, Chairman

THE STATE OF WYOMING)
)SS.
COUNTY OF SWEETWATER)

I, Albert B. Vesco, County Clerk of the County of Sweetwater, State of Wyoming, do hereby certify that on the 21st day of May, 1991, the foregoing Resolution of the County of Sweetwater, State of Wyoming, was proclaimed by the Chairman of the Board of the County Commissioners of said County to be in full force and effect from and after the passage thereof as set forth in said Resolution and that the same was posted by me in the office of the County Clerk, as directed by the Board of County Commissioners on the 21st day of May, 1991 at 1:30, P.M. of said

day.

Albert B. Vesco, County Clerk

A motion was duly made by Larry Caller, seconded by Linda M. Taliaferro and carried that the following Resolution be approved:

COUNTY COMMISSIONERS' RESOLUTION

SWEETWATER COUNTY, WYOMING

Union Pacific Resources Litigation

WHEREAS, the Union Pacific Resources Corporation has sued select counties in Wyoming, and

WHEREAS, all counties have committed to a joint defense of the litigation, and

WHEREAS, the joint defense shall cost no more than \$100,000.00;

NOW, THEREFORE, the County Commissioners of Sweetwater County hereby agree, resolve and determined as follows:

1. Sweetwater County shall join the other Counties in defending the case of Union Pacific Resources Corp vs State of Wyoming, Board of County Commissioners, County of Uinta, et.al.

2. The contribution by Sweetwater County shall be consistent with the formula attached hereto.

3. The County Commissioners' Agreement entered into shall control the administration of the litigation only and any fee amount shall be determined by the attached fee schedule.

RESOLVED, DETERMINED AND ADOPTED this 21st day of May, 1991.

THE BOARD OF COUNTY COMMISSIONERS
OF SWEETWATER COUNTY, WYOMING

Fred Radosevich, Chairman

ATTEST:

Albert B. Vesco, County Clerk

A motion was duly made by Linda M. Taliaferro, seconded by Larry Caller and carried that the Chairman be authorized to sign the County Commissioners' Litigation Agreement regarding the Union Pacific Resources Company.

The being no further business to come before the Board, the meeting was adjourned subject to the call of it's Chairman.

THE BOARD OF COUNTY COMMISSIONERS
OF SWEETWATER COUNTY, WYOMING

ATTEST:

Fred Radosevich, Chairman

Linda M. Taliaferro, Member

Albert B. Vesco, County Clerk

Larry Caller, Member
