

RESOLUTION NO. 29-2004

A RESOLUTION OF THE MAYOR AND CITY COUNCIL OF BENSON, ARIZONA, RELATING TO THE AMENDMENT OF DOCUMENTS PREVIOUSLY EXECUTED IN CONNECTION WITH THE ISSUANCE BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF BENSON OF ITS HEALTH FACILITIES REFUNDING REVENUE BONDS, SERIES 1995

WHEREAS, The Industrial Development Authority of the City of Benson (the "Issuer") has previously issued its \$960,000 Health Facilities Refunding Revenue Bonds (The Evangelical Lutheran Good Samaritan Project) Series 1995 (the "Bonds") on behalf of The Evangelical Lutheran Good Samaritan Society (the "Society") pursuant to an Indenture of Trust dated as of April 1, 1995 by and between the Issuer and Wells Fargo Bank, National Association as trustee (the "Bond Trustee");

WHEREAS, the Society wishes to secure the Bonds under its Master Trust Indenture (the "Master Indenture") dated August 1, 2004 and executed by and among the Society, The Evangelical Lutheran Good Samaritan Foundation (the "Foundation") and Wells Fargo Bank, National Association (the "Master Trustee") and, to that end, the Society and the Master Trustee will enter into a Sixth Supplement to Master Trust Indenture;

WHEREAS, the Indenture of Trust for the Bonds authorizes the Issuer and the Bond Trustee for the Bonds to enter into supplemental indentures of trust and other amending documents, provided that such amendments are not materially prejudicial or adverse to the holders of such Bonds;

WHEREAS, the Bond Trustee has concluded that the amendments proposed to be made to the documents executed in connection with the Bonds, to secure the Bonds under the Master Indenture, are not materially prejudicial or adverse to the holders of the Bonds;

WHEREAS, the Industrial Development Plans For Municipalities and Counties Law being Title 35, Chapter 5, 35-701 et. seq., Arizona revised statutes, as amended (the "Act"), and specifically A.R.S. 35-721(B), requires that the proceedings of the Issuer pursuant to which the Issuer proposes to approve the proposed amendments, be approved by the governing body (the "City"); and

WHEREAS, the Issuer has heretofore delivered to the City certain proceedings and information pursuant to which the amendments are to be made, and the City deems it appropriate to approve the execution of the proposed amendments by the Issuer.

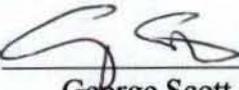
NOW, THEREFORE, BE IT HEREBY RESOLVED BY THE MAYOR AND COUNCIL OF THE CITY OF BENSON AS FOLLOWS:

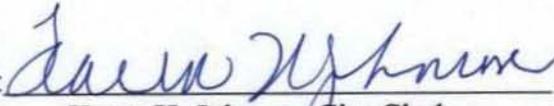
Section 1. The approval and execution of the proposed amendments, as set forth in the proceedings of the Issuer presented to this meeting, is hereby approved by the City in accordance with the requirements of the Act.

Section 2. The various City officers and employees are authorized and directed to take all actions necessary to effectuate the purposes of this resolution.

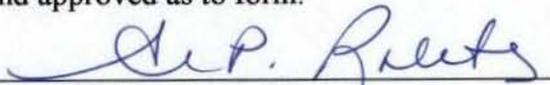
Section 3. All resolutions or parts thereof in conflict with the provisions of this resolution are, to the extent of such conflict, hereby repealed.

PASSED AND ADOPTED BY THE MAYOR AND CITY COUNCIL OF BENSON,
ARIZONA THIS FIRST DAY OF NOVEMBER, 2004.

By  _____
George Scott, Mayor

ATTEST:  _____
Karen H. Johnson, City Clerk

And approved as to form:

 _____
Ann P. Roberts, City Attorney