

RESOLUTION # _____

**"A RESOLUTION CONSENTING TO AND APPROVING DISSOLUTION OF
CHEYENNE REGIONAL HEALTH SERVICES CORPORATION"**

WHEREAS, on February 16, 1999, the Board of Laramie County Commissioners adopted Resolution 990216-12, which consented to and approved Memorial Hospital of Laramie County d/b/a United Medical Center and n/k/a Cheyenne Regional Medical Center (hereinafter "CRMC") forming and becoming a shareholder in a wholly-owned for-profit corporation "to engage in the development, operation, and maintenance of a medical office building to be placed on UMC's western campus on 23rd Street in Cheyenne, Wyoming."

WHEREAS, pursuant to Resolution 990216-12, CRMC formed UMC Health Services Corporation on March 10, 1999, which changed its name to Cheyenne Regional Health Services Corporation (hereinafter "HSC") on January 29, 2007;

WHEREAS, HSC developed, operated, and maintained a medical office building at 2301 House Ave., Cheyenne, Wyoming 82001, consistent with Resolution 990216-12; HSC also currently holds an investment in the Gold's Gym building at 1616 E. Pershing Blvd, Cheyenne, Wyoming 82001, and cash accounts.

WHEREAS, HSC leases portions of the medical office building to four medical provider groups with admitting privileges at CRMC, leases the remaining space in the medical office building to CRMC, and is a party to a contract with Health Connect for management of the medical office building.

WHEREAS, in consultation with its tax, financial, and legal advisors, CRMC now desires to dissolve HSC and distribute HSC's assets and liabilities to CRMC, which will be in the best interest of CRMC to utilize historically favorable tax rates regarding corporate dissolution, to provide more efficient operation and management of the medical office building at 2301 House Ave., and anticipated future tax savings;

WHEREAS, CRMC has requested that the Board of Laramie County Commissioners approve and consent to CRMC dissolving HSC, with corresponding distribution of HSC's assets and liabilities to CRMC in accordance with applicable laws and governing documents;

WHEREAS, CRMC is a County Memorial Hospital formed pursuant to Wyoming Statute §§ 18-8-101 et seq.;

WHEREAS, Wyoming Statute § 18-8-301 allows a County Memorial Hospital to be an interest owner in a corporation;

WHEREAS, the dissolution of HSC will affect the status of CRMC as a shareholder of a corporation, and CRMC has requested approval and consent to the same by the Board of Laramie County Commissioners for compliance with Wyoming Statute § 18-8-301; and

WHEREAS, the Board of Laramie County Commissioners finds that CRMC's proposed dissolution of HSC will be in the best interest of CRMC and compliant with Wyoming Statute § 18-8-301.

NOW THEREFORE BE IT RESOLVED BY THE GOVERNING BODY OF LARAMIE COUNTY, WYOMING, that it approves and consents to the dissolution of HSC by CRMC, with corresponding distribution of HSC's assets and liabilities to CRMC in accordance with applicable laws and governing documents.

PRESENTED, READ AND ADOPTED this __ day of _____, 2021.


BOARD OF LARAMIE COUNTY COMISSIONERS

Gunnar Malm, Chairman

ATTEST:

Debra Lee, Laramie County Clerk

Review and approved as to form:



Mark Voss, Laramie County Attorney