

CITY OF SANTA FE, NEW MEXICO

RESOLUTION NO. 2014-____

A RESOLUTION AUTHORIZING PUBLICATION OF A NOTICE OF SALE OF \$5,800,000 CITY OF SANTA FE, NEW MEXICO GENERAL OBLIGATION TAX-EXEMPT BONDS, SERIES 2014, AND AUTHORIZING THE CITY COUNCIL, CITY OFFICERS AND CITY EMPLOYEES TO TAKE FURTHER ACTION NECESSARY IN CONNECTION WITH THE SALE OF THE BONDS.

WHEREAS, at a general obligation bond election duly called and held for the City of Santa Fe, New Mexico (the “City”) on the 6th day of March, 2012, the electors of the City authorized the City Council to contract bonded indebtedness on behalf of the City and upon the credit thereof by issuing general obligation bonds of the City to secure funds for the following purposes in the following amounts (the “Projects”):

<u>Purpose</u>	<u>Amount Authorized At Election</u>	<u>Amount Previously Issued</u>	<u>Amount To be Issued</u>
To acquire land for, and to plan, design, build, equip, renovate and improve public parks, bike-pedestrian trails and related infrastructure.	\$14,000,000	\$9,200,000	\$4,800,000
To acquire, install, construct, upgrade and improve sustainable environment projects, including renewable energy, arroyo drainage and watershed security projects.	\$3,800,000	\$2,800,000	\$1,000,000

WHEREAS, the City Council has determined, and does hereby determine, that it is necessary and in the best interest of the City and the inhabitants thereof that the remaining portion of the general obligation bonds authorized at the election (the “Bonds”), be issued at this time, provided, however, that a satisfactory price be obtained therefor upon a public sale; and

WHEREAS, as of the date hereof, there are no funds of the City that are, or are reasonably expected to be, allocated on a long-term basis, reserved or otherwise available pursuant to the budget of the City to finance the Project;

WHEREAS, after receipt of bids for purchase of the Bonds, the City Council will consider for adoption an ordinance authorizing issuance of the Bonds in accordance with law; and

WHEREAS, Section 3-17-3, NMSA 1978, requires that publication of the title and general summary of this subject matter of any proposed ordinance be made in a newspaper of general circulation within the City at least two weeks prior to the meeting of the City Council at which the ordinance is proposed for final passage;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF SANTA FE:

Section 1. The Mayor of the City and the City Clerk are hereby authorized and directed to have published once, at least one week prior to the date of sale, a notice of sale of the Bonds in the form set forth below in Section 2 in *The Santa Fe New Mexican*, a newspaper of general circulation in the City, and the Mayor of the City is hereby authorized and directed to give such other notice of the bond sale as he shall determine, including the publication of the notice in financial papers and periodicals and the distribution among investment bankers and others of a Preliminary Official Statement relating to the Bonds.

Section 2. The notice of sale of the Bonds shall be published in substantially the following form:

(Form of Notice for Publication)

NOTICE OF BOND SALE AND PUBLIC MEETING

PUBLIC NOTICE IS HEREBY GIVEN that the City of Santa Fe, New Mexico (the "City") will receive and publicly open bids at the offices of the City's Financial Advisor, First Southwest Company, 325 N. St. Paul Street, Suite 800, Dallas, Texas 75201 at the hour of 11:00 a.m., prevailing Central Time, on the 9th day of July, 2014, for the purchase of City of Santa Fe, New Mexico General Obligation Tax-Exempt Bonds, Series 2014 (the "Bonds"). The City Council will meet in regular action to award the Bonds.

The Bonds will be issued as fully registered Bonds in the principal amount of \$5,800,000 and will mature on August 1 of each year commencing on August 1, 2015, and ending no later than August 1, 2034, in amounts to be determined by the City.

The Bonds shall constitute the City's general obligation bonds and shall be payable solely out of general (ad valorem) taxes which shall be levied against all taxable property in the City without limitation as to rate or amount.

Each bidder must submit an unconditional, written and sealed or electronic transmission bid on the Official Bid Form for all of the Bonds, specifying the lowest rate or rates of interest and premium, if any, at or above par at which such bidder will purchase the Bonds. The maximum net effective interest rate is 10% per annum and the maximum stated interest rate permitted is 10% per annum. Further limitations and

information concerning the interest rates which may be bid for the bonds and otherwise concerning bidding are set forth in the Official Notice of Bond Sale, of which this notice is a condensation. None of the Bonds will be sold at less than the principal amount thereof. Copies of the Official Notice of Bond Sale, Preliminary Official Statement and the Official Bid Form may be obtained from the City's Financial Advisor, First Southwest Company, 325 N. St. Paul Street, Suite 800, Dallas, TX 75201, telephone (214) 953-8705. All bids must comply with the terms of the Official Notice of Bond Sale.

The validity and enforceability of the Bonds will be approved by Modrall, Sperling, Roehl, Harris & Sisk, P.A., 500 Fourth Street, NW, Albuquerque, New Mexico 87102, and a certified transcript of the legal proceedings will be furnished to the purchaser without charge.

DATED at Santa Fe, New Mexico this _____ day of _____, 2014.

CITY OF SANTA FE, NEW MEXICO

By _____
Javier M. Gonzales, Mayor

ATTEST:

By _____
Yolanda Y. Vigil Clerk

Approved as to Form:

By 
Kelley A. Brennan, Interim City Attorney

(End of Form of Notice for Publication)

Section 3. The Official Notice of Bond Sale shall be in substantially the following form with such changes as are not inconsistent herewith and approved by the Mayor of the City:

**OFFICIAL NOTICE OF BOND SALE
CITY OF SANTA FE, NEW MEXICO**

\$5,800,000

GENERAL OBLIGATION TAX-EXEMPT BONDS, SERIES 2014

NOTICE IS GIVEN that the City of Santa Fe (the "City"), County of Santa Fe, State of New Mexico, will receive and publicly open sealed or electronic transmission (at the option of the bidder) bids at the offices of the City's Financial Advisor, First Southwest Company, Attention George Williford, 325 N. St. Paul Street, Suite 800, Dallas, Texas 75201, at the hour of 11:00 a.m., prevailing Central Time, on the 9th day of July, 2014, for the purchase of the City's General Obligation Bonds ("Bonds"). If submitted electronically, bids must be submitted via PARITY as further provided herein. The City will meet at 7:00 p.m. Mountain Time on Wednesday, July 9, 2014, at 200 Lincoln Avenue, Santa Fe, NM 87504-0909, to take action to award the Bonds.

This Notice is not a disclosure document. Prior to submitting a bid to the City for the Bonds, a full review should be made of the entire Preliminary Official Statement for the Bonds (the "Preliminary Official Statement"). The offering of Bonds to potential investors is made only by means of the Preliminary Official Statement.

DESCRIPTION OF ISSUE... The Bonds were authorized at a general obligation bond election held on March 6, 2012.

SECURITY... The Bonds will be general obligations of the City payable as to both principal and interest from property taxes levied against all taxable property within the City, without limitations as to rate or amount, and the full faith and credit of the City will be pledged for payment of the Bonds.

RATINGS... The Bonds and the City's currently outstanding general obligation debt are rated "AA" by Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business ("S&P") and "AA+" by Fitch Ratings ("Fitch").

MATURITY SCHEDULE... The Bonds will be issued in the aggregate amount of \$5,800,000, in denominations of \$5,000 or any integral multiple thereof, will be dated their date of issuance, and will be payable to the registered owner thereof as of the record date at his address as it appears on the registration books kept by BOKF, N.A., dba Bank of Albuquerque, as registrar and paying agent for the Bonds (the "Registrar/Paying Agent"). The Bonds will be issued in book-entry only form through the facilities of the Depository Trust Company, New York, New York. The Bonds will mature on August 1 of each year as follows:

Maturity (August 1)	Principal Amount	Maturity (August 1)	Principal Amount	Maturity (August 1)	Principal Amount
2015	\$	2021		2027	
2016		2022		2028	
2017		2023		2029	
2018		2024		2030	
2019		2025		2031	
2020		2026		2032	
				2033	
				2034	

The Bonds will be fully registered bonds in the denomination of \$5,000 each, or any integral multiple thereof. Interest on the Bonds will be payable on February 1, 2015 and semiannually thereafter on August 1 and February 1 of each year.

OPTIONAL REDEMPTION... The City reserves the right, at its option, to redeem Bonds having stated maturities on and after August 1, 2025, in whole or in part in principal amounts of \$5,000 or any integral multiple thereof, on August 1, 2024, or any date thereafter, at the par value thereof plus accrued interest to the date fixed for redemption.

SERIAL BONDS AND/OR TERM BONDS... Bidders may provide that all of the Bonds be issued as serial bonds or may provide that any two or more consecutive annual principal amounts be combined into one or more term bonds.

ADJUSTMENT OF PRINCIPAL AMOUNTS, MODIFICATION OR CLARIFICATION PRIOR TO THE EXAMINATION OF BIDS... The City may, at the City’s sole discretion and prior to the examination of bids, (i) adjust the aggregate principal amount set forth herein; (ii) adjust individual maturities; (iii) change the principal and interest payment dates and/or (iv) modify or clarify any other term hereof by issuing a notification of the adjusted amounts, modification or clarification via Bloomberg and PARITY no later than 8:30 a.m., prevailing Central Time, on the Bid Date.

RESCHEDULING OF BID DATE AND DEADLINE... The City Finance Director may, after consultation with the City’s financial and bond advisors, in the City Finance Director’s sole discretion on notice given at least twenty-four (24) hours prior to July 9, 2014 (the “Original Deadline”), reschedule the bid date and Original Deadline, and may, at that time or a subsequent time on at least twenty-four (24) hours prior notice, in each case via Bloomberg and PARITY, establish a rescheduled bid date and rescheduled deadline and a place where electronic bids will be publicly examined.

For purposes of the written sealed bids, and bids received through the electronic bidding process, the time as maintained by PARITY shall constitute the official time.

BIDS DELIVERED TO THE CITY’S FINANCIAL ADVISOR... Sealed bids, plainly marked "Bid for Bonds", should be addressed to: the City’s Financial Advisor, George

Williford, First Southwest Company 325 North Saint Paul, Suite 800, Dallas, Texas, prior to 11:00 a.m., prevailing Central Time, on July 9, 2014, the date of the bid opening. All bids must be submitted on the Official Bid Form, without alteration or interlineation.

ELECTRONIC BIDDING PROCEDURE... Any prospective bidder that intends to submit an electronic bid must submit its electronic bid through the facilities of PARITY. Bidders must submit, prior to July 9, 2014, SIGNED Official Bid Forms to George Williford, First Southwest Company, 325 North Saint Paul, Dallas, Texas 75201. Subscription to i-Deal LLC's BIDCOMP Competitive Bidding System is required in order to submit an electronic bid. The City will neither confirm any subscription nor be responsible for the failure of any prospective bidder to subscribe.

An electronic bid made through the facilities of PARITY shall be deemed an irrevocable offer to purchase the Bonds on the terms provided in the Notice of Sale, and shall be binding upon the bidder as if made by a signed, sealed bid delivered to the City. The City shall not be responsible for any malfunction or mistake made by, or as a result of the use of the facilities of, PARITY, the use of such facilities being the sole risk of the prospective bidder.

If any provisions of the Notice of Sale shall conflict with information provided by PARITY as the approved provider of electronic bidding services, this Notice of Sale shall control. Further information about PARITY, including any fee charged, may be obtained from Parity Customer Support, 1359 Broadway, 2nd Floor, New York, New York 10018, (212) 404-8102.

For purposes of both the written sealed bid process and the electronic bidding process, the time as maintained by PARITY shall constitute the official time. For information purposes only, bidders are requested to state in their electronic bids the true interest cost to the City, as described under "Basis of Award" below. All electronic bids shall be deemed to incorporate the provisions of this Notice of Sale and the Official Bid Form.

PAYMENT OF PURCHASE PRICE... The purchaser will be required to make payment of the balance of the purchase price of the Bonds (after credit for the purchaser's good faith deposit, without interest to the purchaser) in immediately available funds at a depository designated by the City.

TYPE OF BIDS AND INTEREST RATES... **The Bonds will be sold in one block on an "All or None" basis, at a price of not less than ___% par value, and not more than ___% of par value.** Bidders are invited to name the rate(s) of interest to be borne by the Bonds, provided that each rate bid must be in a multiple of 1/8 of 1% or 1/100 of 1% and the net effective interest rate must not exceed 10%. The highest rate bid may not exceed the lowest rate bid by more than 3% in rate. **For Bonds having stated maturities on and after August 1, 2025, no reoffering yield producing a dollar yield price less than 98.50 for any individual maturity will be accepted. The high bidder will be required to submit reoffering yields and dollar prices prior to award.** No limitation is imposed upon bidders as to the number of rates or changes which may be used. All Bonds of one maturity must bear one and the same rate. No bids involving supplemental interest rates will be considered.

BASIS FOR AWARD... Subject to the City's right to reject any or all bids and to waive any irregularities except time of filing, the sale of the Bonds will be awarded to the bidder or syndicate account manager whose name first appears on the Official Bid Form (the "Purchaser") making a bid that conforms to the specifications herein and which produces the lowest True Interest Cost rate to the City. The True Interest Cost rate is that rate which, when used to compute the total present value as of the Dated Date of all debt service payments on the Bonds on the basis of semi-annual compounding, produces an amount equal to the sum of the par value of the Bonds plus any premium bid, if any (but not interest accrued from the Dated Date to the date of their delivery). In the event of a bidder's error in interest cost rate calculations, the interest rates, and premium, if any, set forth in the Official Bid Form will be considered as the intended bid.

INSURANCE... In the event the Bonds are qualified for municipal bond insurance, and the Purchaser desires to purchase such insurance, the cost therefor will be paid by the Purchaser. It will be the responsibility of the Purchaser to disclose the existence of insurance, its terms and the effect thereof with respect to the reoffering of the Bonds. At the delivery of the Bonds, the bidder is required to provide documentation to the City confirming that the premiums due the insurance company and any rating agency fees (other than the fees of Fitch Ratings and Standard & Poor's Rating Services, which will be paid by the City) have been fully paid. Any rating downgrade by Moody's Investor's Service, Inc. ("Moody's"), S&P, or Fitch Ratings, respectively, of the bond insurance provider after the Bid Opening shall not relieve the Purchaser of its obligation under the heading "DELIVERY OF THE BONDS AND ACCOMPANYING DOCUMENTS".

GOOD FAITH DEPOSIT... Not later than 3:00 p.m. (Central Daylight Savings Time) on July 9, 2014, and prior to the official award of the Bonds, the successful bidder must send an electronic wire transfer to an account designated by the City or the Financial Advisor in immediately available funds a good faith deposit of \$116,000. If such wire transfer is not received from the successful bidder by 3:00 p.m. (Central Daylight Savings Time) on July 9, 2014, the next best bidder may be awarded the Bonds. No interest on the deposit will accrue to the best bidder. The deposit will be applied to the purchase price of the Bonds.

If the successful bidder fails or neglects to complete the purchase of the Bonds within forty-five (45) days following the acceptance of the bid or within ten (10) days after the Bonds are offered for delivery, whichever is later, the amount of the deposit shall be forfeited to the City as liquidated damages, and, in that event, the City may accept the bid of the one making the next best bid. If all bids are rejected, the City shall re-advertise the Bonds for sale in the same manner as herein provided for the original advertisement. If there are two or more equal bids and such bids are the best bids received, the City shall determine which bid shall be accepted.

TIME OF AWARD AND DELIVERY... The City will take action awarding the Bonds or rejecting all bids not later than 24 hours after the expiration of the time herein prescribed for the receipt of the bids. Delivery of the Bonds will be made to the

successful bidder through the facilities of The Depository Trust Company, New York, New York, within 60 days of the acceptance of the bid. If for any reason delivery cannot be made within 60 days, the successful bidder shall have the right to purchase the Bonds during the succeeding 30 days upon the same terms, or at the request of the successful bidder, during said succeeding 30 days, the good faith deposit will be returned, and such bidder shall be relieved of any further obligation. It is anticipated that the delivery of the Bonds will be on or about August 14, 2014.

FURTHER INFORMATION... Information concerning the Bonds, information regarding electronic bidding procedures, bid submission and other matters related to the Bonds, including printed copies of this Notice, the Official Bid Form, and the Preliminary Official Statement ("Preliminary Official Statement"), may be obtained from the City's Financial Advisor, George Williford, First Southwest Company, 325 N. St. Paul Street, Suite 800, Dallas, Texas 75201. This Notice, the Official Bid Form and the Preliminary Official Statement is available for viewing in electronic format at www.i-dealprospectus.com. The City has prepared the accompanying Preliminary Official Statement for dissemination to potential purchasers of the Bonds, but will not prepare any other document or version for such purpose except as described below. In addition, any FINRA registered broker-dealers or dealer banks with The Depository Trust Company clearing arrangements who bid on the Bonds are advised that they may either: (a) print out a copy of the Preliminary Official Statement on their own printer or (b) at any time prior to the sale date, elect to receive a photocopy of the Preliminary Official Statement in the mail by requesting it from the City's Financial Advisor. All bidders must review the Preliminary Official Statement, and by submitting a bid for the Bonds, each bidder certifies that such bidder has done so prior to participating in the bidding.

The City will agree in a separate agreement to provide certain periodic information and notices of certain specified events in accordance with Securities and Exchange Commission Rule 15c2-12 ("Rule"), as described in the Preliminary Official Statement under "Continuing Disclosure of Information." The Preliminary Official Statement is deemed final by the City for purposes of Rule 15c2-12(b)(1) except for the omission of the following information: the offering price(s), interest rate(s), selling compensation, aggregate principal amount, principal amount per maturity, delivery dates, any other terms or provisions required by an insurer of such securities to be specified in the winning bid, ratings, other terms of the securities depending on such matters, and the identity of the purchaser. The City will furnish to the successful bidder or bidders, acting through a designated senior representative, in accordance with instructions received from such successful bidder(s) in order to comply with the Rule, within seven (7) business days from the sale date an aggregate of 50 copies of the final Official Statement, reflecting interest rates and other terms relating to the initial reoffering of the Bonds. The cost of preparation of the Official Statement shall be borne by the City except for the cost of any final Official Statement in excess of the number specified shall be borne by the successful bidder(s).

TRANSCRIPT AND LEGAL OPINIONS... The legality of the Bonds will be approved by Modrall, Sperling, Roehl, Harris & Sisk, P.A., Albuquerque, New Mexico, whose

opinion approving the legality of the Bonds will be furnished to the successful bidder at no cost to the successful bidder. The opinion will state in substance that the issue of the Bonds is valid and legally binding upon the City, that all of the taxable property in the City is subject to the levy of a tax to pay the same and that interest on the Bonds is excludable from gross income for purposes of federal income tax. The successful bidder (without cost to such bidder) will also be furnished with a complete transcript of the legal proceedings, including a no-litigation certificate stating that to the knowledge of the signer or signers thereof, as of the date of the delivery of the Bonds, no litigation is pending affecting their validity or the levy or collection of such taxes for their payment.

BOOK-ENTRY ONLY OBLIGATIONS... The Bonds will be issued in book-entry-only form through the facilities of the Depository Trust Company (see Preliminary Official Statement).

PAYING AGENT/REGISTRAR... The initial Paying Agent/Registrar shall be BOKF, N.A., dba Bank of Albuquerque, Albuquerque, New Mexico (see "The Bonds - Paying Agent/Registrar" in the Official Statement).

CUSIP NUMBERS... CUSIP identification numbers may be typed or printed on the Bonds, but neither the failure to provide such number on any Bond nor any error with respect thereto will constitute cause for failure or refusal by the purchaser thereof to accept delivery of and to pay for the Bonds in accordance with the terms hereof. All expenses in relation to the CUSIP Service charge for the assignment of said numbers will be the responsibility of and will be paid for by the Purchaser.

FINANCIAL ADVISOR... First Southwest Company is employed as Financial Advisor to the City in connection with the issuance of the Bonds. The Financial Advisor's fee for services rendered with respect to the sale of the Bonds is contingent upon the issuance and delivery of the Bonds. The Financial Advisor has performed a professional review of the Preliminary Official Statement in accordance with industry standards, and, as part of its responsibilities to the City and, as applicable, to the investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Financial Advisor does not guarantee the accuracy or completeness of the information. First Southwest Company, in its capacity as Financial Advisor, does not assume any responsibility for the information, covenants and representations contained in any of the legal documents with respect to the federal income tax status of the Bonds, or the possible impact of any present, pending or future actions taken by any legislative or judicial bodies.

BLUE SKY LAWS... The City has not investigated the eligibility of any institution or person to purchase or participate in the underwriting of the Bonds under any applicable legal investment, insurance, banking, or other laws.

By submitting a bid, the initial purchaser represents that the sale of the Bonds in states other than New Mexico will be made only under exemptions from registration, or, wherever necessary, the initial purchaser will register the Bonds in accordance with the

securities laws of the state in which the Bonds are offered or sold. The City agrees to cooperate with the initial purchaser, at the initial purchaser's written request and expense, in registering the Bonds or obtaining an exemption from registration in any state where such action is necessary but will not consent to service of process in any such jurisdiction.

DATED this _____ day of _____, 2014.

CITY OF SANTA FE, NEW MEXICO

[SEAL]

By: _____
Javier M. Gonzales, Mayor

ATTEST:

Yolanda Y. Vigil, Clerk

Section 4. The City Council and the appropriate officers and employees of the City be, and they hereby are, authorized and directed to take all action necessary or appropriate to effectuate the provisions of this resolution, including, but not limited to, determining the exact maturity schedule for the Bonds. In order to obtain and preserve the exemption from federal income tax of interest on the Bonds, the City Council further covenants it will take all actions that may be required of the City and the City Council, and will not take any actions which would adversely affect such exemption, under the provisions of any federal tax law that applies to the Bonds, whether presently in effect or enacted subsequent to the date of issuance of the Bonds, and the City Council hereby authorizes the Mayor of the City, the City Clerk, and other appropriate officers and employees to take such actions and give such certifications as may be appropriate for the purposes aforesaid.

Section 5. The Mayor of the City and City Clerk are hereby directed, in accordance with Section 3-17-3, NMSA 1978, as amended, to publish in *The Santa Fe New Mexican*, a newspaper of general circulation within the City, a title and general summary of the ordinance relating to and authorizing issuance of the Bonds at least two weeks prior to the meeting at which the City Council will consider such ordinance. The Mayor of the City and City Clerk may undertake such publication upon their own initiative and submittal of any necessary documents related to the proposed ordinance and may also post such notice of intent to adopt the ordinance in the places within the City and at the times deemed appropriate.

PASSED AND ADOPTED this _____ day of _____, 2014.

CITY OF SANTA FE, NEW MEXICO

By _____
Javier M. Gonzales, Mayor

[SEAL]

ATTEST:

Yolanda Y. Vigil, CMC, City Clerk

Approved as to Form:



Kelley A. Brennan, Interim City Attorney

Councilor _____ then seconded the adoption of the foregoing resolution introduced and moved for adoption by Councilor _____. The motion to adopt the resolution upon being put to a vote was passed and adopted on the following recorded vote:

Those Voting Aye: _____

Those Voting Nay: _____

Those Absent: _____

After transaction of other business not related to the bond issue, upon motion duly made, seconded and carried, the meeting was adjourned.

CITY OF SANTA FE, NEW MEXICO

By _____
Javier M. Gonzales, Mayor

[SEAL]

ATTEST:

Yolanda Y. Vigil, CMC, City Clerk

STATE OF NEW MEXICO)
COUNTY OF SANTA FE) ss.
CITY OF SANTA FE)

I, Yolanda Y. Vigil, the duly qualified and acting Clerk of the City of Santa Fe, (the “City”), State of New Mexico, do hereby certify:

1. The foregoing pages are a true, correct and complete copy of the record of the proceedings of the City Council of the City of Santa Fe (the “City Council”), constituting the governing board of the City had and taken at a duly called, regular, open meeting held at 200 Lincoln Avenue in Santa Fe, New Mexico, commencing on the 11th day of June, 2014, at the hour of 7:00 p.m., insofar as the same relate to the Resolution relating to the Notice of Bond Sale, a copy of which is therein set forth as recorded in the regular book of official records of the proceedings of said City kept in my office.

2. Said proceedings were duly had and taken as therein shown, the meeting therein was duly held, and the persons therein named were present at said meeting, as therein shown.

3. Notice of such meeting was given in accordance with the open meetings standards of the City presently in effect, i.e., City Resolution No. 2014-1.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the City this 11th day of June, 2014.

City Clerk

[SEAL]

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