

ACTION SHEET
CITY COUNCIL COMMITTEE MEETING OF 07/30/14
ITEM FROM FINANCE COMMITTEE MEETING OF 07/14/14

ISSUE:

22. Request for Approval of an Ordinance Authorizing the Issuance and Sale of the City of Santa Fe, New Mexico Gross Receipts Tax Improvement Revenue Bonds in an Aggregate Principal Amount of \$18,000,000 for the Purpose of Defraying the Cost of Public Projects Related to Public Utilities, Public Works, Parks And Recreation, and Community Services as Authorized by Law and the City's Home Rule Powers; Providing That the Bonds Will be Payable and Collectible From the Gross Receipts Tax Revenues Distributed to the City; Establishing the Form, Terms, Manner of Execution and Other Details of the Bonds; Authorizing the Execution and Delivery of a Bond Purchase Agreement; Approving Certain Other Agreements and Documents in Connection with the Bonds; Ratifying Action Previously Taken in Connection With the Bonds; Repealing all Ordinances in Conflict Herewith; and Related Matters. (Councilor Dominguez) (Marcos Tapia and Helene Hausman)

Committee Review:

City Council (request to publish)	07/30/14
City Council (public hearing)	08/27/14

Fiscal Impact – Yes

FINANCE COMMITTEE ACTION: APPROVED AS CONSENT ITEM

FUNDING SOURCE:

SPECIAL CONDITIONS OR AMENDMENTS

STAFF FOLLOW-UP:

VOTE	FOR	AGAINST	ABSTAIN
COUNCILOR TRUJILLO	X		
COUNCILOR RIVERA	X		
COUNCILOR LINDELL	X		
COUNCILOR MAESTAS	Chair		
CHAIRPERSON DOMINGUEZ	Excused		

3-17/14/FCMissue

1 CITY OF SANTA FE, NEW MEXICO

2 BILL NO. 2014-22

3 INTRODUCED BY:

4
5 Councilor Carmichael Dominguez
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10 AN ORDINANCE

11 AUTHORIZING THE ISSUANCE AND SALE OF THE CITY OF SANTA FE, NEW
12 MEXICO GROSS RECEIPTS TAX IMPROVEMENT REVENUE BONDS IN AN
13 AGGREGATE PRINCIPAL AMOUNT OF \$18,000,000 FOR THE PURPOSE OF
14 DEFRAYING THE COST OF PUBLIC PROJECTS RELATED TO PUBLIC UTILITIES,
15 PUBLIC WORKS, PARKS AND RECREATION, AND COMMUNITY SERVICES AS
16 AUTHORIZED BY LAW AND THE CITY'S HOME RULE POWERS; PROVIDING THAT
17 THE BONDS WILL BE PAYABLE AND COLLECTIBLE FROM THE GROSS RECEIPTS
18 TAX REVENUES DISTRIBUTED TO THE CITY; ESTABLISHING THE FORM, TERMS,
19 MANNER OF EXECUTION AND OTHER DETAILS OF THE BONDS; AUTHORIZING
20 THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT;
21 APPROVING CERTAIN OTHER AGREEMENTS AND DOCUMENTS IN CONNECTION
22 WITH THE BONDS; RATIFYING ACTION PREVIOUSLY TAKEN IN CONNECTION
23 WITH THE BONDS; REPEALING ALL ORDINANCES IN CONFLICT HEREWITH; AND
24 RELATED MATTERS.

25 Capitalized terms used in the following preambles have the same meaning as set forth in

1 Section 1 of this Ordinance unless the context requires otherwise.

2 **WHEREAS**, the City of Santa Fe, New Mexico (the "City") is a legally created, established,
3 organized and existing incorporated city under the constitution and laws of the State of New Mexico;
4 and

5 **WHEREAS**, pursuant to Section 7-1-6.4 NMSA 1978 the City receives monthly State-
6 Shared Gross Receipts Tax Revenues from the New Mexico Department of Taxation and Revenue
7 equal to one and two hundred and twenty-five thousandths percent (1.225%) of the gross receipts of
8 persons engaging in business within the City, as determined and adjusted under the Gross Receipts
9 and Compensating Tax Act, Chapter 7, Article 9 NMSA 1978; and

10 **WHEREAS**, pursuant to the Municipal Local Option Gross Receipts Taxes Act, Sections 7-
11 19D-1 through 7-19D-16, NMSA 1978, and the One-Half Percent Municipal Gross Receipts Tax
12 Ordinance, the City has imposed a municipal gross receipts tax on persons engaging in business in the
13 City in the amount of one-half of one percent (0.50%) and receives monthly One-Half Percent
14 Municipal Gross Receipts Tax Revenues from the New Mexico Department of Taxation and Revenue
15 equal to one-half of one percent (0.50%) of the gross receipts of persons engaging in business within
16 the City, as determined and adjusted under the Municipal Local Option Gross Receipts Taxes Act.
17 The One-Half Percent Municipal Gross Receipts Tax was imposed by City Ordinance No. 1981-45
18 and is dedicated for capital improvements to City facilities and street and road construction and
19 reconstruction as authorized by the Municipal Gross Receipts Tax Act. Other increments of
20 Municipal Gross Receipts Tax are imposed by the City which are not pledged for payment of Parity
21 Obligations or Subordinate Obligations; and

22 **WHEREAS**, pursuant to Section 7-19D-11 NMSA 1978 and City Ordinance No. 1993-21,
23 the City has imposed an infrastructure gross receipts tax on persons engaging in business in the City
24 and receives monthly distributions of Infrastructure Gross Receipts Tax Revenues from the New
25 Mexico Department of Taxation and Revenue equal to 1/16th of one percent (0.0625%) of the gross

1 receipts of persons engaging in business within the City, as determined and adjusted under the
2 Municipal Local Option Gross Receipts Taxes Act and the Tax Administration Act. The
3 Infrastructure Gross Receipts Tax is dedicated for purposes authorized by Section 7-19D-11 NMSA
4 1978; and

5 **WHEREAS**, pursuant to Section 7-19D-10 NMSA 1978, and City Ordinance No. 1993-20,
6 the City has imposed an environmental services gross receipts tax on persons engaging in business in
7 the City and receives monthly distributions of Environmental Services Gross Receipts Tax Revenues
8 from the New Mexico Department of Taxation and Revenue equal to 1/16th of one percent (0.0625%)
9 of the gross receipts of persons engaging in business within the City, as determined and adjusted
10 under the Municipal Local Option Gross Receipts Taxes Act and the Tax Administration Act. The
11 Environmental Services Gross Receipts Tax is dedicated for purposes authorized by Section 7-19D-
12 10 NMSA 1978; and

13 **WHEREAS**, pursuant to Ordinance No. 2004-28, passed and adopted by the Governing
14 Body on August 11, 2004, the City has entered into a Taxable Loan Agreement dated September 24,
15 2004 with the New Mexico Finance Authority in an aggregate principal amount of \$579,025 (herein,
16 the “2004 Railyard Project Finance Authority Taxable Loan”) payable from and constituting a
17 subordinate (but not an exclusive subordinate) lien on the State-Shared Gross Receipts Tax Revenues,
18 the One-Half Percent Municipal Gross Receipts Tax Revenues and the Infrastructure Gross Receipts
19 Tax Revenues (of which \$__ of such 2004 Railyard Project Finance Authority Taxable Loan remains
20 unpaid); and

21 **WHEREAS**, pursuant to Ordinance No. 2005-30, passed and adopted by the Governing
22 Body on July 27, 2005, the City has issued its “City of Santa Fe Municipal Recreation
23 Complex/Subordinate Lien Gross Receipts Tax Refunding Bonds, Series 2005” (herein the “Series
24 2005 Bonds”) in an aggregate principal amount of \$15,315,000 payable from and constituting a
25 subordinate (but not an exclusive subordinate) lien on the State-Shared Gross Receipts Tax Revenues,

1 the One-Half Percent Municipal Gross Receipts Tax Revenues and the Infrastructure Gross Receipts
2 Tax Revenues (of which \$__ of such Series 2005 Bonds remain outstanding); and

3 **WHEREAS**, pursuant to Ordinance No. 2006-27, passed and adopted by the Governing
4 Body on June 26, 2006, the City has issued its "City of Santa Fe Gross Receipts Tax Refunding
5 Revenue Bonds, Series 2006B" (herein the "Series 2006B Bonds") in an aggregate principal amount
6 of \$15,160,000, payable from and constituting a first (but not an exclusive first) lien on the State-
7 Shared Gross Receipts Tax Revenues, the One-Half Percent Municipal Gross Receipts Tax Revenues,
8 the Infrastructure Gross Receipts Tax Revenues and the Environmental Services Gross Receipts Tax
9 (of which \$__ of such Series 2006B Bonds remain outstanding); and

10 **WHEREAS**, pursuant to Ordinance No. 2006-51, passed and adopted by the Governing
11 Body on August 28, 2006, the City has issued its "City of Santa Fe Subordinate Lien Gross Receipts
12 Tax/Wastewater System Improvement Revenue Bonds, Series 2006C" (herein the "Series 2006C
13 Bonds") in an aggregate principal amount of \$9,780,000, payable from and constituting a subordinate
14 (but not an exclusive subordinate) lien on the State-Shared Gross Receipts Tax Revenues, the One-
15 Half Percent Municipal Gross Receipts Tax Revenues, the Infrastructure Gross Receipts Tax
16 Revenues and the Environmental Services Gross Receipts Tax Revenues (of which \$__ of such Series
17 2006C Bonds remain outstanding); and

18 **WHEREAS**, pursuant to Ordinance No. 2006-54, passed and adopted by the Governing
19 Body on September 13, 2006, the City has entered into a Taxable Loan Agreement dated October 20,
20 2006 with the New Mexico Finance Authority in an aggregate principal amount of \$892,227 (herein
21 the "2006 Railyard Project Finance Authority Taxable Loan") payable from and constituting a
22 subordinate (but not an exclusive subordinate) lien on the State-Shared Gross Receipts Tax Revenues,
23 the One-Half Percent Municipal Gross Receipts Tax Revenues and the Infrastructure Gross Receipts
24 Tax Revenues (of which \$__ of such 2006 Railyard Project Finance Authority Taxable Loan remains
25 unpaid); and

1 **WHEREAS**, pursuant to Ordinance No. 2008-11, passed and adopted by the Governing
2 Body on February 27, 2008, the City has issued its “City of Santa Fe Gross Receipts Tax Revenue
3 Bonds, Series 2008” (herein the “Series 2008 Bonds”) in an aggregate principal amount of
4 \$28,705,000, payable from and constituting a first (but not an exclusive first) lien on the State-Shared
5 Gross Receipts Tax Revenues, the One-Half Percent Municipal Gross Receipts Tax Revenues and the
6 Infrastructure Gross Receipts Tax Revenues (of which \$__ of such Series 2008 Bonds remain
7 outstanding); and

8 **WHEREAS**, pursuant to Ordinance No. 2008-35, passed and adopted by the Governing
9 Body on June 25, 2008, the City has entered into a Loan Agreement dated August 1, 2008, with the
10 New Mexico Finance Authority in an aggregate principal amount of \$3,610,000 (herein the “2008
11 Land Acquisition Finance Authority Loan”) payable from and constituting a subordinate (but not an
12 exclusive subordinate) lien on the State-Shared Gross Receipts Tax Revenues, the One-Half Percent
13 Municipal Gross Receipts Tax Revenues and the Infrastructure Gross Receipts Tax Revenues (of
14 which \$__ of such 2008 Land Acquisition Finance Authority Loan remains unpaid); and

15 **WHEREAS**, pursuant to Ordinance No. 2009-35, passed and adopted by the Governing
16 Body on July 29, 2009, Resolution No. 2009-85 adopted on August 26, 2009 and Resolution 2009-94
17 adopted on September 30, 2009, the City has entered into a Loan Agreement dated September 14,
18 2009, with the New Mexico Finance Authority in an aggregate principal amount of \$29,615,000
19 (herein the “2009 College Acquisition Finance Authority Loan”) payable from and constituting a
20 subordinate (but not an exclusive subordinate) lien on the State-Shared Gross Receipts Tax Revenues,
21 the One-Half Percent Municipal Gross Receipts Tax Revenues and the Infrastructure Gross Receipts
22 Tax Revenues (of which \$__ of such 2009 College Acquisition Finance Authority Loan remains
23 unpaid); and

24 **WHEREAS**, pursuant to Ordinance No. 2010-27, passed and adopted by the Governing
25 Body on November 10, 2010, the City issued its “City of Santa Fe Gross Receipts Tax Refunding

1 Revenue Bonds, Series 2010A” (herein the “Series 2010A Bonds”) in an aggregate principal amount
2 of \$15,005,000 payable from and constituting a first (but not an exclusive first) lien on the State-
3 Shared Gross Receipts Tax Revenues, the One-Half Percent Municipal Gross Receipts Tax Revenues,
4 the Infrastructure Gross Receipts Tax Revenues (of which \$__ of such Series 2010A Bonds remain
5 outstanding); and

6 **WHEREAS**, pursuant to Ordinance No. 2010-26, passed and adopted by the Governing
7 Body on November 10, 2010, the City issued its “City of Santa Fe, New Mexico Subordinate Lien
8 Gross Receipts Tax Refunding Revenue Bonds, Series 2010B (herein the “Series 2010B Bonds”) in
9 an aggregate principal amount of \$10,490,000 payable from and constituting a subordinate (but not an
10 exclusive subordinate) lien on the State-Shared Gross Receipts Tax Revenues, the One-Half Percent
11 Municipal Gross Receipts Tax Revenues, and the Infrastructure Gross Receipts Tax Revenues (of
12 which \$__ of such Series 2010B Bonds remains outstanding); and

13 **WHEREAS**, pursuant to Ordinance No. 2012-7, passed and adopted by the Governing Body
14 on January 25, 2012, the City issued its “City of Santa Fe, New Mexico Gross Receipts Tax
15 Improvement and Refunding Revenue Bonds, Series 2012A (herein the “Series 2012A Bonds”) in an
16 aggregate principal amount of \$32, 725, 000 (of which \$__ of such Series 2012A Bonds remain
17 outstanding); and

18 **WHEREAS**, pursuant to Ordinance No. 2012-6, passed and adopted by the Governing
19 Body on January 25, 2012, the City issued its “City of Santa Fe, New Mexico Gross Receipts Tax
20 (Subordinate Lien)/Wastewater Systems Refunding Revenue Bonds, Series 2012B (“herein the
21 “Series 2012B Bonds”) in an aggregate principal amount of \$14,280,000 payable from and
22 constituting a subordinate (but not an exclusive subordinate) lien on the State-Shared Gross Receipts
23 Tax Revenues, the One-Half Percent Municipal Gross Receipts Tax Revenues, the Environmental
24 Services Gross Receipts Tax Revenues, and the Infrastructure Gross Receipts Tax Revenues and a
25 first (but not an exclusive first) lien on the Waste Water System Revenues (of which \$__ of such

1 Series 2012B Bonds remain outstanding); and

2 **WHEREAS**, pursuant to Ordinance No. 2012-35, passed and adopted by the Governing
3 Body on November 14, 2012, the City issued its "City of Santa Fe, New Mexico Subordinate Lien
4 Gross Receipts Tax Improvement Revenue Bonds, Series 2012C ("herein the "Series 2012C Bonds")
5 in an aggregate principal amount of \$4,685,000 payable from and constituting a subordinate (but not
6 an exclusive subordinate) lien on the State-Shared Gross Receipts Tax Revenues, the One-Half
7 Percent Municipal Gross Receipts Tax Revenues, and the Infrastructure Gross Receipts Tax Revenues
8 (of which \$__ of such Series 2012C Bonds remain outstanding); and

9 **WHEREAS**, pursuant to Ordinance No. 2013-18, passed and adopted by the Governing
10 Body on June 18, 2013, the City issued its "City of Santa Fe, New Mexico Gross Receipts Tax
11 Refunding Revenue Bonds, Series 2013A ("herein the "Series 2013A Bonds") in an aggregate
12 principal amount of \$10,880,000 (of which \$__ of such Series 2013A Bonds remain outstanding); and

13 **WHEREAS**, except for the outstanding 2004 Railyard Project Finance Authority Taxable
14 Loan, the Series 2005 Bonds, the Series 2006B Bonds, the Series 2006C Bonds, the 2006 Railyard
15 Project Finance Authority Taxable Loan, the Series 2008 Bonds, the 2008 Land Acquisition Finance
16 Authority Loan, the 2009 College Acquisition Finance Authority Loan, the Series 2010A Bonds, the
17 Series 2010B Bonds, the Series 2012A Bonds, the Series 2012B Bonds, the Series 2012C Bonds, the
18 Series 2013A Bonds, and the Series 2013B Bonds, there are no obligations presently outstanding to
19 which the State-Shared Gross Receipts Tax Revenues, the One-Half Percent Municipal Gross
20 Receipts Tax Revenues, the Infrastructure Gross Receipts Tax Revenues or the Environmental
21 Services Gross Receipts Tax Revenues have been pledged by the City; and

22 **WHEREAS**, the Governing Body hereby determines that issuance of the "City of Santa Fe
23 Gross Receipts Tax Improvement Revenue Bonds, Series 2014" (the "Bonds" or the "Series 2014
24 Bonds") to pay the cost of public projects related to public utilities, public works, parks and
25 recreation, and community services as authorized by law and the City's home rule charter (the

1 “Improvement Project”), will provide for the public health, peace and safety of the City and its
2 citizens and will reduce debt service costs for the City; and

3 **WHEREAS**, the Bonds shall be issued pursuant to Sections 3-31-1 through 3-31-12, NMSA
4 1978, and with a first (but not an exclusive first) lien on the Pledged Revenues; and

5 **WHEREAS**, the City has received an offer to purchase the Bonds from George K. Baum &
6 Company, as representative of the underwriters of the Bonds pursuant to a Bond Purchase
7 Agreement; and

8 **WHEREAS**, Section 3-31-6(C) NMSA 1978, provides:

9 "C. Any law which authorizes the pledge of any or all of the pledged revenues to
10 the payment of any revenue bonds issued pursuant to Sections 3-31-1 through 3-31-12, NMSA 1978,
11 or which affects the pledged revenues, or any law supplemental thereto or otherwise appertaining
12 thereto, shall not be repealed or amended or otherwise directly or indirectly modified in such a
13 manner as to impair adversely any such outstanding revenue bonds, unless such outstanding revenue
14 bonds have been discharged in full or provision has been fully made therefor;" and

15 **WHEREAS**, the Exchange Act permits a municipality, including the City, that has issued or
16 proposes to issue bonds to enter into an agreement for an exchange of interest rates as provided
17 therein; and

18 **WHEREAS**, in connection with the Bonds or Parity Obligations which may be issued in the
19 future by the City, the Governing Body may determine to enter into a Qualified Exchange Agreement
20 for all or a portion of the Bonds or Parity Obligations which may provide for the payment by the City
21 of a Variable Exchange Rate or a Fixed Exchange Rate and the payment by the Qualified
22 Counterparty of a Fixed Exchange Rate or Variable Exchange Rate; and

23 **WHEREAS**, there has been on deposit with the City Clerk and presented to the Governing
24 Body:

25 (A) the proposed form of Bond Purchase Agreement;

- 1 (B) the proposed form of Continuing Disclosure Undertaking; and
2 (C) the proposed forms of the Preliminary Official Statement and Official
3 Statement; and

4 **WHEREAS**, the Governing Body has determined that it is in the best interest of the City to
5 accept the offer of the Underwriter to purchase the Bonds and to enter into the Related Documents.

6 **NOW, THEREFORE, BE IT ORDAINED BY THE GOVERNING BODY OF THE**
7 **CITY OF SANTA FE, NEW MEXICO:**

8 Section 1. Definitions. The terms in this section are defined for all purposes of this
9 ordinance and of any ordinance amendatory hereof or supplemental hereto, or relating hereto, and of
10 any instrument or document appertaining hereto, except where the context by clear implication herein
11 otherwise requires, shall have the following meanings:

12 "2004 Railyard Project Finance Authority Taxable Loan" means the Loan with the
13 New Mexico Finance Authority, dated September 24, 2004 and authorized by Ordinance No. 2004-
14 28.

15 "2006 Railyard Project Finance Authority Taxable Loan" means the Loan with the
16 New Mexico Finance Authority, dated October 20, 2006 and authorized by Ordinance No. 2006-5

17 "2008 Land Acquisition Finance Authority Loan" means the Loan with the New
18 Mexico Finance Authority, dated August 1, 2008 and authorized by Ordinance No. 2008-35.

19 "2009 College Acquisition Finance Authority Loan" means the Loan with the New
20 Mexico Finance Authority, dated September 14, 2009 and authorized by Ordinance No. 2009-35,
21 Resolution 2009-85 and Resolution No. 2009-94.

22 "Act" means the general laws of the State, including Sections 3-31-1 through 3-31-12
23 NMSA 1978, as amended, and enactments of the Governing Body relating to the issuance of the
24 Bonds, including this ordinance.

25 "Acquisition Fund" means the "City of Santa Fe, New Mexico Gross Receipts Tax

1 Improvement Revenue Bonds, Series 2014 Improvement Project Acquisition Fund” created in
2 Section 17 of this ordinance.

3 "Authorized Officer" means the following officers of the City: Mayor, City Manager,
4 Finance Director, or other officer of the City when designated by a certificate signed by the Mayor of
5 the City from time to time, a certified copy of which shall be delivered to the Paying Agent and the
6 Registrar.

7 "Bonds," or "Series 2014 Bonds" means the "City of Santa Fe Gross Receipts Tax
8 Improvement Revenue Bonds, Series2014" which are authorized by this ordinance.

9 "Bond Counsel" means an attorney or firm of attorneys nationally recognized for
10 expertise in the area of municipal bonds and the exemption of interest on municipal bonds from
11 federal income taxation.

12 "Bond Fund" or "Bond Service Fund" means the "City of Santa Fe Gross Receipts
13 Tax Improvement Revenue Bonds, Series 2014, Bond Service Fund," established in Paragraph A of
14 Section 18 of this ordinance.

15 "Bond Purchase Agreement" means the bond purchase agreement between the City
16 and the Underwriter.

17 "Business Day" means any day other than (i) a Saturday or Sunday, (ii) any day on
18 which the following offices are authorized or required to remain closed: offices of the City and of
19 banks located in the cities in which the principal offices of the Paying Agent, Registrar, and Escrow
20 Bank are located or (iii) a day on which the New York Stock Exchange is closed.

21 "City," "Municipal," or "Municipality" means the municipal corporation and body
22 corporate and politic known as the City of Santa Fe, Santa Fe County, New Mexico.

23 "Continuing Disclosure Undertaking" means the continuing disclosure undertaking
24 with respect to the Bonds to be executed on the day of issuance and delivery of the Bonds to the
25 Underwriter.

1 "Costs of Issuance" means all costs relating to issuance of the Bonds, including,
2 without limitation, costs of advertising and publication, costs of preparing the Bonds, fees and
3 expenses of the financial advisor, bond counsel, the Paying Agent, the Registrar, the Escrow Bank,
4 rating fees and other reasonable and necessary fees and costs, including applicable gross receipts
5 taxes, related to the issuance of the Bonds.

6 "Credit Facility" means a letter of credit, standby bond purchase agreement, line of
7 credit, bond insurance policy or reserve account insurance policy, guaranty or similar agreement
8 provided by a bank, insurer or other provider of a Credit Facility rated, at the time the Credit Facility
9 is provided, "A" or better by Fitch and S&P (if such rating agencies are then rating the Bonds),
10 including any substitute therefor, to provide support to pay the purchase price of, or the payment of
11 the principal of and interest on, Obligations.

12 "Cross-over Refunding Bonds" means bonds or obligations issued for the purpose of
13 refunding Obligations if the proceeds thereof are irrevocably deposited in escrow to secure repayment
14 on an applicable redemption date or maturity date of the principal of and redemption premium on the
15 related Obligations being refunded and the earnings on such escrow are required to be used to pay
16 interest on the Cross-over Refunding Bonds.

17 "Debt Service Requirements" for any period means the sum of: (i) the amount
18 required to pay the interest, or to make reimbursements for payments of interest, becoming due on the
19 applicable Obligations during such period; plus (ii) the amount required to pay the principal or
20 accreted value, or to make reimbursements for the payment of principal or accreted value, becoming
21 due on the applicable Obligations during that period, whether at maturity, an accretion term date or
22 upon mandatory sinking fund redemption dates, plus (iii) any net periodic payments on a notional
23 amount required to be made by the City pursuant to a Qualified Exchange Agreement minus (iv) any
24 net periodic payments on a notional amount to be received by the City pursuant to a Qualified
25 Exchange Agreement.

1 (a) No payments required on the applicable Obligations shall be
2 included in any computation of Debt Service Requirements for any computation period prior to the
3 maturity or otherwise certain due dates thereof which may occur because of the exercise of an option
4 by the City, or which may otherwise become due by reason of any other circumstance or contingency,
5 including acceleration, which constitute other than regularly scheduled payments of principal,
6 accreted value, interest or other regularly scheduled payments on the applicable Obligations.

7 (b) Debt Service Requirements required to be made pursuant to a
8 Qualified Exchange Agreement shall be based upon the actual amount required to be paid by the City,
9 if any, to the Qualified Counterparty. In determining that amount, any payments required to be made
10 by either party to the Qualified Exchange Agreement at a Variable Exchange Rate shall be computed,
11 in determining the obligation of the City under the Qualified Exchange Agreement, using the
12 procedures set forth in the applicable sections of this ordinance.

13 (c) The computation of interest for the purposes of this definition shall
14 be made without considering the interest rate payable pursuant to a Credit Facility, unless, at the time
15 of computation of Debt Service Requirements, payments on Obligations are owed to, or Obligations
16 are owned or held by, the provider of a Credit Facility pursuant to the provisions of that Credit
17 Facility.

18 (d) The accreted value of capital appreciation bonds shall be included in
19 the calculation of interest and principal only for the applicable year during which the accreted value
20 becomes payable.

21 (e) In any computation of Debt Service Requirements relating to the
22 issuance of additional Parity Obligations:

23 (1) There shall be deducted from that computation (i) amounts
24 on deposit in an escrow account related to an issue of Cross-over Refunding Bonds and (ii) proceeds
25 of a series of Obligations deposited to the credit of an account for the payment of capitalized interest

1 on Obligations included as part of the computation during the applicable period.

2 (2) There may be made the adjustment to the Debt Service
3 Requirements applicable to Bond Anticipation Notes described in Paragraph E of Section 21 of this
4 ordinance.

5 (f) Except as provided in Paragraph F of Section 21, the purchase or
6 tender price of Put Obligations resulting from the optional or mandatory tender or presentment for
7 purchase of those Put Obligations shall not be included in any computation of Debt Service
8 Requirements.

9 "Depository" means The Depository Trust Company, New York, New York, or such
10 other securities depository as may be designated by an officer of the City.

11 "Environmental Services Gross Receipts Tax" means the environmental services
12 gross receipts tax imposed pursuant to Section 7-19D-10 NMSA 1978 by the Environmental Services
13 Gross Receipts Tax Ordinance on persons engaging in business in the City in the amount of 1/16th of
14 one percent (0.0625%) of the gross receipts of such persons.

15 "Environmental Services Gross Receipts Tax Ordinance" means the City Ordinance
16 No. 1993-20 imposing the Environmental Services Gross Receipts Tax, as amended.

17 "Environmental Services Gross Receipts Tax Revenue Fund" means the "City of
18 Santa Fe, New Mexico Environmental Services Gross Receipts Tax Revenue Fund," maintained by
19 the City and continued by Paragraph D of Section 17 of this ordinance, into which the City shall
20 deposit the Environmental Services Gross Receipts Tax Revenues.

21 "Environmental Services Gross Receipts Tax Revenues" means the environmental
22 services gross receipts tax revenues received by the City pursuant to Section 7-19D-10 NMSA 1978
23 and the Environmental Services Gross Receipt Tax Ordinance.

24 "Exchange Act" means Section 6-18-8.1 NMSA 1978, as amended and
25 supplemented.

1 "Exchange Termination Payment" means the net amount payable pursuant to a
2 Qualified Exchange Agreement by the City or a Qualified Counterparty to compensate the other party
3 for any losses and costs that such other party may incur as a result of the early termination of the
4 obligations, in whole or in part, of the parties under such Qualified Exchange Agreement.

5 "Federal Securities" means direct obligations of, or obligations the principal of and
6 interest on which are unconditionally guaranteed by the United States of America.

7 "Fiscal Year" for the purposes of this ordinance means the twelve months
8 commencing on the first day of July of any calendar year and ending on the last day of June of the
9 next calendar year; but it may mean any other 12-month period which the City hereafter may
10 establish.

11 "Fitch" means Fitch Ratings Group, its successors and their assigns, and, if such
12 corporation is dissolved or liquidated or no longer performs the functions of a securities rating
13 agency, any other nationally recognized securities rating agency designated by the City.

14 "Fixed Exchange Rate" means a fixed rate of interest payable by the City or a
15 Qualified Counterparty pursuant to a Qualified Exchange Agreement.

16 "Governing Body" means the members of the governing body designated as
17 councilors who, together with the mayor, are the governing body of the City.

18 "Government Obligations" means direct obligations of, or obligations the principal of
19 and interest on which are unconditionally guaranteed by, the United States of America or certificates
20 or receipts established by the United States Government or its agencies or instrumentalities
21 representing direct ownership of future interests or principal payments on direct obligations of, or
22 obligations fully guaranteed by, the United States of America or any of its agencies or
23 instrumentalities the obligations of which are backed by the full faith and credit of the United States.

24 "Historic Test Period" means any twelve consecutive calendar months designated by
25 an Authorized Officer from time to time out of the eighteen-calendar months next preceding the date

1 of adoption of the City ordinance authorizing the issuance of Parity Obligations without regard to any
2 resolution or ordinance supplementing or amending the authorizing ordinance.

3 "Improvement Project" means defraying the cost of public projects related to public
4 utilities, public works, parks and recreation, and community services as authorized by law and the
5 City's Home Rule Powers.

6 "Independent Accountant" means (A) an accountant employed by the State of New
7 Mexico and under supervision of the State Auditor of the State of New Mexico, or (B) any registered
8 or certified public accountant or firm of such accountants duly licensed to practice and practicing as
9 such under the laws of the State of New Mexico, appointed and paid by the City, who (1) is, in fact,
10 independent and not under the domination of the City, (2) does not have any substantial interest,
11 direct or indirect, with the City, and (3) is not connected with the City as an officer or employee of
12 the City, but who may be regularly retained to make annual or similar audits of the books or records
13 of the City.

14 "Infrastructure Gross Receipts Tax" means the infrastructure gross receipts tax
15 imposed pursuant to Section 7-19D-11 NMSA 1978 by the Infrastructure Gross Receipts Tax
16 Ordinance on persons engaged in business in the City in an amount of 1/16th of one percent
17 (0.0625%) of the gross receipts of such persons.

18 "Infrastructure Gross Receipts Tax Ordinance" means City Ordinance No. 1993-21
19 imposing the Infrastructure Gross Receipts Tax, as amended.

20 "Infrastructure Gross Receipts Tax Revenue Fund" means the "City of Santa Fe
21 Infrastructure Gross Receipts Tax Revenue Fund" maintained by the City and continued by Paragraph
22 C of Section 17 of this ordinance, into which the City shall deposit the Infrastructure Gross Receipts
23 Tax Revenues.

24 "Infrastructure Gross Receipts Tax Revenues" means the infrastructure gross receipts
25 tax revenues received by the City pursuant to Section 7-19D-11 NMSA 1978 and the Infrastructure

1 Gross Receipts Tax Ordinance.

2 "Insured Bank" means any federally or state-chartered savings and loan association
3 or federally or state-chartered commercial bank, the deposits of which are insured by the Federal
4 Deposit Insurance Corporation and which has, or is the lead bank of a parent holding company which
5 has (i) unsecured, uninsured and unguaranteed obligations which are rated AA or better by Fitch and
6 S&P or (ii) combined capital, surplus and undivided profits of not less than \$10,000,000.

7 "Moody's" means Moody's Investors Service, its successors and their assigns, and, if
8 such corporation is dissolved or liquidated or no longer performs the functions of a securities rating
9 agency, any other nationally recognized securities rating agency designated by the City.

10 "Obligations" means bonds, notes or any other instrument which evidences a
11 borrowing or other obligation of the City, including Qualified Exchange Agreements, secured by
12 Pledged Revenues, issued or incurred for any purpose permitted by the Act or the Exchange Act, as
13 amended from time to time.

14 "One-Half Percent Municipal Gross Receipts Tax Ordinance" means the City of
15 Santa Fe Ordinance No. 1981-45 imposing a one-half of one percent municipal gross receipts tax.

16 "One-Half Percent Municipal Gross Receipts Tax Revenue Fund" means the "City of
17 Santa Fe, New Mexico One-Half Percent Municipal Gross Receipts Tax Revenue Fund" maintained
18 by the City and continued by Paragraph B of Section 18 of this ordinance, into which the City shall
19 deposit the One-Half Percent Municipal Gross Receipts Tax Revenues.

20 "One-Half Percent Municipal Gross Receipts Tax Revenues" means those revenues
21 received by the City pursuant to the Municipal Local Option Gross Receipts Taxes Act, Sections 7-
22 19D-1 through 7-19D-12 NMSA 1978, and the One-Half Percent Municipal Gross Receipts Tax
23 Ordinance.

24 "Parity Obligations" means the Bonds, the Series 2013A Bonds, the Series 2012A
25 Bonds, the Series 2010A Bonds, the Series 2008 Bonds, and the Series 2006B Bonds, scheduled

1 periodic payments (but not Exchange Termination Payments) required to be made by the City
2 pursuant to a Qualified Exchange Agreement, and any other Obligations hereafter issued or incurred
3 payable from the Pledged Revenues and issued with a lien on the Pledged Revenues on parity with
4 the lien thereon of the Bonds.

5 "Paying Agent" means BOKF, N.A., dba Bank of Albuquerque., as agent for the City
6 for the payment of the Bonds, the interest thereon, and any successor.

7 "Permitted Investments" means any of the following which at the time of such
8 investment are legal investments for the City pursuant to adopted City investment policies and the
9 laws of the State:

10 (a) Government Obligations;

11 (b) Obligations of, or obligations guaranteed as to principal and interest
12 by any agency or instrumentality of the United States which are backed by the full faith and credit of
13 the United States, including, but not limited to: General Services Administration--participation
14 certificates; Government National Mortgage Association (GNMA)--GNMA guaranteed mortgage-
15 backed securities and GNMA guaranteed participation certificates; U.S. Department of Housing &
16 Urban Development--local authority bonds; and U.S. Export-Import Bank--all fully guaranteed
17 obligations;

18 (c) Obligations of the following government-sponsored agencies:
19 Federal Home Loan Mortgage Corporation--participation certificates and senior debt obligations;
20 Farm Credit System (formerly: Federal Land Banks and Banks for Cooperatives)--consolidated
21 system-wide bonds and notes; Federal Home Loan Banks--consolidated debt obligations; Federal
22 National Mortgage Association--senior debt obligations and mortgage-backed securities (excluding
23 stripped mortgage securities which are valued greater than par on the portion of unpaid principal);
24 Student Loan Marketing Association--senior debt obligations (excluding securities that do not have a
25 fixed par value and/or whose terms do not promise a fixed dollar amount at maturity or call date) and

1 letter of credit backed issues; Financing Corporation--debt obligations; and Resolution Funding
2 Corporation--debt obligations;

3 (d) Commercial paper (having original maturities of not more than 270
4 days) rated, at the time of purchase, "P-1" by Moody's and "A-1" or better by S&P;

5 (e) Bank time deposits evidenced by certificates of deposit and bankers
6 acceptances issued by an Insured Bank, provided that such time deposits and bankers' acceptances (1)
7 do not exceed at any one time in the aggregate five percent (5%) of the combined total of the capital,
8 surplus and undivided profits of such Insured Bank, or (2) are secured by obligations described in
9 paragraphs (a), (b), (c) and (h) of this definition which obligations at all times have a market value
10 (exclusive of accrued interest) at least equal to 102% of such time deposits so secured;

11 (f) Obligations, other than specified private activity bonds (as defined in
12 Section 57(a)(5)(C) of the Internal Revenue Code, as amended (the "Tax Code")), the interest on
13 which is excluded from gross income of the recipient for federal income tax purposes and any other
14 instrument which does not constitute "investment property" under Section 148 of the Tax Code
15 (excluding securities that do not have a fixed par value and/or whose terms do not promise a fixed
16 dollar amount at maturity or call date), as amended from time to time, which is rated in the highest
17 major Rating Category by S&P and Fitch (if such rating agency is then rating the Bonds);

18 (g) Money market instruments and other securities of commercial banks,
19 broker-dealers or recognized financial institutions, which securities or instruments are rated in the
20 highest Rating Category by S&P and Fitch, (if such rating agency is then rating the Bonds), or which
21 securities are guaranteed by a person or entity whose long-term debt obligations are rated in the
22 highest Rating Category by S&P and Fitch (if such rating agency is then rating the Bonds) including,
23 without limitation, securities of, or other interests in, any open-end or closed-end management type
24 investment company or investment trust registered under the provisions or 15 U.S.C. Sections 80(a)-1
25 et. seq., which invest only in, or whose securities are secured only by, obligations of the type set forth

1 in paragraphs (a), (b), (c) and (h) of this definition;

2 (h) Stripped Securities: (1) U.S. Treasury STRIPS and (2) REFCORP
3 STRIPS (stripped by Federal Reserve Bank of New York);

4 (i) Repurchase agreements involving the purchase and sale of, and
5 guaranteed investment contracts, the par value of which is collateralized by a perfected first pledge of,
6 or security interest in, or the payments of which are unconditionally guaranteed by, securities
7 described in parts (a), (b), (c) and (h) of this definition, which collateral is held by the City, or for the
8 benefit of the City, by a party other than the provider of the guaranteed investment contract or
9 repurchase agreement, with a collateralized value of at least 102% of the par value of such repurchase
10 agreement or guaranteed investment contract or 102% of the market value thereof, valued at intervals
11 of no less than monthly and which collateral is not subject to any other pledge or security interest; and

12 (j) Such other investments as are now or may be hereafter authorized as
13 legal investments for the City by the legislature of the State under Section 6-10-10, NMSA 1978, or a
14 similar statutory provision applicable to the City, provided that such investment is rated, at the time of
15 purchase, "A" or better by Fitch and "A" or better by S&P (if such rating agency is then rating the
16 Bonds).

17 "Pledged Gross Receipts Tax Revenues" or "Pledged Revenues" means (1) the State-
18 Shared Gross Receipts Tax Revenues; (2) the One-Half Percent Municipal Gross Receipts Tax
19 Revenues; (3) the Infrastructure Gross Receipts Tax Revenues; (4) the portion of the gross receipts
20 tax distribution to the City made pursuant to Section 7-1-6.46 NMSA 1978, which represents the
21 amount of State-Shared Gross Receipts Tax Revenues, One-Half Percent Municipal Gross Receipts
22 Tax Revenues, and Infrastructure Gross Receipts Tax Revenues that would have been remitted to the
23 City but for the deductions (effective January 1, 2005) provided by Section 7-9-92 and 7-9-93 NMSA
24 1978 and any similar distributions made to the City in lieu of State-Shared Gross Receipts Tax
25 Revenues, One-Half Percent Municipal Gross Receipts Tax Revenues and Infrastructure Gross

1 Receipts Tax Revenues pursuant to law; and (5) any other gross receipts tax revenues received by the
2 City, whether from distribution by the State or pursuant to gross receipts taxes imposed by the City,
3 and hereafter (i.e. after the adoption of this ordinance) pledged to the payment of the Bonds by
4 affirmative act of the Governing Body.

5 "Preliminary Official Statement" and "Official Statement" mean the disclosure
6 documents utilized by the Underwriter in connection with the offer and sale of the Bonds to investors.

7
8 "Put Obligations" means any Obligations which have put or similar features requiring
9 the City to purchase such Obligations upon notice from the owners thereof.

10 "Qualified Counterparty" means, with respect to a Qualified Exchange Agreement,
11 any party whose senior long term debt obligations, or whose obligations under a Qualified Exchange
12 Agreement are guaranteed by a party whose senior long term debt obligations, are rated (at the time
13 of execution of the Qualified Exchange Agreement) in one of the top two Rating Categories by Fitch
14 and S&P.

15 "Qualified Exchange Agreement" means any financial arrangement between the City
16 and a Qualified Counterparty which satisfies the requirements of the Exchange Act at the time the
17 agreement is entered into.

18 "Rating Category" means a generic securities rating category, without regard, in the
19 case of a long-term rating category, to any refinement or gradation of such long-term rating category
20 by a numerical modifier or otherwise.

21 "Rebate Fund" means "City of Santa Fe Gross Receipts Tax Improvement Revenue
22 Bonds, Series 2014 Bond Rebate Fund" created in Paragraph F of Section 18 of this ordinance.

23 "Registrar" means BOKF, N.A. dba Bank of Albuquerque, as registrar and transfer
24 agent for the Bonds, and any successor.

25 "Regular Record Date" means the 15th day of the calendar month (whether or not a

1 business day) preceding each regularly scheduled interest payment date on the Bonds.

2 "Related Documents" means the Bond Purchase Agreement, the Continuing
3 Disclosure Undertaking and any other document or agreement containing an obligation of the City as
4 may be required in connection with the issuance of the Bonds.

5 "S&P" means Standard & Poor's Ratings Service, its successors and their assigns,
6 and, if such entity is dissolved or liquidated or no longer performs the functions of a securities rating
7 agency, any other nationally recognized securities rating agency designated by the City.

8 "Series 2005 Bonds" or "2005 Bonds" means the "City of Santa Fe Municipal
9 Recreation Complex/Subordinate Lien Gross Receipts Tax Refunding Revenue Bonds, Series 2005"
10 authorized by Ordinance No. 2005-30.

11 "Series 2006B Bonds" or "2006B Bonds" means the "City of Santa Fe Gross Receipts
12 Tax Refunding Revenue Bonds, Series 2006B" authorized by Ordinance No. 2006-27.

13 "Series 2006C Bonds" or "2006C Bonds" means the "City of Santa Fe Subordinate
14 Lien Gross Receipts Tax/Wastewater System Improvement Revenue Bonds, Series 2006C"
15 authorized by Ordinance No. 2006-51.

16 "Series 2008 Bonds" or "2008 Bonds" means the "City of Santa Fe Gross Receipts
17 Tax Revenue Bonds, Series 2008" authorized by Ordinance No. 2008-11.

18 "Series 2010A Bonds" or "2010A Bonds" means the City of Santa Fe Gross Receipts
19 Tax Refunding Revenue Bonds, Series 2010A" authorized by Ordinance No. 2010-27.

20 "Series 2010B Bonds" or "2010B Bonds" means the "City of Santa Fe Subordinate
21 Lien Gross Receipts Tax Refunding Revenue Bonds, Series 2010B" authorized by Ordinance No.
22 2010-27.

23 "Series 2012A Bonds" or "2012A Bonds" means the "City of Santa Fe Gross
24 Receipts Tax Refunding Revenue Bonds, Series 2012A" authorized by Ordinance No. 2012-7.

25 "Series 2012B Bonds" or "2012B Bonds" means the "City of Santa Fe Gross

1 Receipts Tax (Subordinate Lien)/Wastewater System Refunding Revenue Bonds, Series 2012B”
2 authorized by Ordinance No. 2012-6.

3 “Series 2012C Bonds” or “2012C Bonds” means the “City of Santa Fe Gross
4 Receipts Tax (Subordinate Lien)/Gross Receipts Tax Improvement Revenue Bonds, Series 2012C”
5 authorized by Ordinance No. 2012-35.

6 “Series 2013A Bonds” or “2013A Bonds” means the “City of Santa Fe Gross
7 Receipts Tax Refunding Revenue Bonds, Series 2013A” authorized by Ordinance No. 2013-18.

8 “Series 2013B Bonds” or “2013B Bonds” means the “City of Santa Fe Gross
9 Receipts Tax (Subordinate Lien)/ Gross Receipts Tax Refunding Revenue Bonds, Series 2013B”
10 authorized by Ordinance No. 2013-19.

11 “Series Date” means the date of issuance and delivery of the Bonds to the
12 Underwriter.

13 “Special Record Date” means a special date fixed to determine the names and
14 addresses of registered owners of the Bonds for purposes of paying interest on a special interest
15 payment date for the payment of defaulted interest thereon, all as further provided in Section 5B
16 hereof.

17 “State-Shared Gross Receipts Tax Revenues” means the revenues distributed to the
18 City monthly by the New Mexico Department of Taxation and Revenue pursuant to Sections 7-1-6
19 and 7-1-6.4, NMSA 1978, at the rate authorized (currently 1.225% of the gross receipts of persons
20 doing business within the City) from the proceeds of a state-wide gross receipts tax imposed pursuant
21 to Chapter 7, Article 9, NMSA 1978.

22 “State-Shared Gross Receipts Tax Revenue Fund” means the “City of Santa Fe, New
23 Mexico State-Shared Gross Receipts Tax Revenue Fund” maintained by the City and continued by
24 Paragraph 17 Section A of this ordinance, into which the City shall deposit the State-Shared Gross
25 Receipts Tax Revenues.

1 "Subordinate Obligations" means the Series 2013B Bonds, the Series 2012B Bonds,
2 the Series 2012C Bonds, the Series 2010B Bonds, the 2009 College Acquisition Finance Authority
3 Loan, the 2008 Land Acquisition Finance Authority Loan, the Series 2006C Bonds, the 2006
4 Railyard Project Finance Authority Taxable Loan, the Series 2005 Bonds, the 2004 Railyard Project
5 Finance Authority Taxable Loan, any Exchange Termination Payments, and any other Obligations
6 hereafter issued or incurred payable from the Pledged Revenues and issued with a lien on the Pledged
7 Revenues junior and inferior to the lien thereon of the Bonds.

8 "Tax Compliance Certificate" means the Tax Compliance Certificate delivered by the
9 City at the time of issuance of the Bonds, as the same may be supplemented in accordance with its
10 terms.

11 "Underwriter" means George K. Baum & Company, as representative of the
12 underwriters of the Bonds.

13 "Variable Exchange Rate" means a Variable Interest Rate payable by the City or a
14 Qualified Counterparty pursuant to a Qualified Exchange Agreement.

15 "Variable Interest Rate" means an interest rate which varies or fluctuates from time to
16 time.

17 Any provision of this ordinance regarding a Qualified Counterparty shall be deemed
18 to be of no effect if no Qualified Exchange Agreement is in effect or if a Qualified Counterparty is in
19 default in its obligations under a Qualified Exchange Agreement and no amount is due and owing
20 under a Qualified Exchange Agreement.

21 Section 2. Ratification. All action heretofore taken (not inconsistent with the express
22 provisions of this ordinance) by the Governing Body and officers of the City directed toward the
23 Improvement Project and the Refunding Project, and toward the authorization, sale and issuance of
24 the Bonds to the Underwriter herein authorized be, and the same hereby is ratified, approved and
25 confirmed.

1 Section 3. Authorization of the Improvement Project. The Improvement Project is
2 hereby authorized at a total cost not to exceed the proceeds of the Bonds, excluding any such cost
3 defrayed or to be defrayed by any source other than proceeds of the Bonds and the necessity thereof is
4 hereby so declared.

5 Section 4. Authorization of Bonds. For the purpose of protecting the public health,
6 conserving the property and advancing the general welfare of the citizens of the City, and for the
7 purpose of defraying the cost of the Improvement Project, it is hereby declared that the interest and
8 necessity of the City and the inhabitants of the City require the issuance by the City of its fully
9 registered (i.e., registered as to payment of both principal and interest) revenue bonds without
10 coupons to be designated "City of Santa Fe Gross Receipts Tax Improvement Bonds, Series 2014," in
11 an aggregate principal amount of Eighteen Million Dollars (\$18,000,000). The Bonds shall be
12 payable and collectible, both as to principal and interest, solely from the Pledged Revenues. The
13 Bonds shall be sold by a private sale to the Underwriter pursuant to the Bond Purchase Agreement at
14 the price established in the Bond Purchase Agreement which is hereby ratified and approved.

15 Section 5. Bond Details.

16 A. Basic Details. The Bonds shall be issued in the aggregate principal amount
17 of \$18,000,000 for the Improvement Project. The Bonds shall be dated the date of their issuance and
18 delivery to the Underwriter (herein "Series Date"), and are issuable in the denomination of \$5,000
19 each or any integral multiple thereof (provided that no Bond may be in a denomination which exceeds
20 the principal coming due on any maturity date and no individual Bond will be issued for more than
21 one maturity). The Bonds shall be numbered consecutively from 1 upwards.

22 The Bonds shall bear interest from the Series Date, payable semi-annually on June 1 and
23 December 1 each year, commencing on December 1, 2014, until their respective maturities and shall
24 bear the rates of interest and shall mature on June 1 in each of the designated amounts and years as set
25 forth below:

1	Year	Amounts	Interest Rate
2	<u>Maturing</u>	<u>Maturing</u>	<u>(Per Annum)</u>
3	2020	\$ 425,000	_____
4	2021	730,000	_____
5	2022	830,000	_____
6	2023	1,780,000	_____
7	2024	1,845,000	_____
8	2025	1,910,000	_____
9	2026	1,995,000	_____
10	2027	2,805,000	_____
11	2028	2,920,000	_____
12	2029	2,760,000	_____

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The net effective interest rate on the Bonds is less than the statutory maximum rate of twelve percent (12%) per annum.

B. Payment-Regular Record Date. The principal of any Bond shall be payable to the registered owner thereof as shown on the registration books kept by the Registrar which is hereby appointed as registrar (and transfer agent) for the Bonds, upon maturity or prior redemption thereof and upon presentation and surrender at the Paying Agent which also is hereby appointed as the paying agent for the Bonds. If any Bond shall not be paid upon such presentation and surrender at or after maturity or on a designated prior redemption date on which the City may have exercised its right to prior redeem any Bond pursuant to Section 6 of this ordinance, it shall continue to draw interest at the rate borne by the Bond until the principal thereof is paid in full. Payment of interest on any Bond shall be made to the registered owner of the Bond as of the Regular Record Date by check or draft mailed by the Paying Agent, on or before each interest payment date (or, if such interest

1 payment date is not a Business Day, on or before the next succeeding Business Day), to the registered
2 owner thereof on the Regular Record Date at his address as it last appears on the registration books
3 kept by the Registrar on the Regular Record Date (or by such other arrangements as may be mutually
4 agreed to by the Paying Agent and any registered owner on such Regular Record Date). All such
5 payments shall be made in lawful money of the United States of America. The person in whose name
6 any Bond is registered at the close of business on any Regular Record Date with respect to any
7 interest payment date shall be entitled to receive the interest payable thereon on such interest payment
8 date notwithstanding any transfer or exchange thereof subsequent to such Regular Record Date and
9 prior to such interest payment date; but any such interest not so timely paid or duly provided for shall
10 cease to be payable as provided above and shall be payable to the person in whose name any Bond is
11 registered at the close of business on a Special Record Date fixed by the Registrar for the payment of
12 any such defaulted interest. Such Special Record Date shall be fixed by the Registrar whenever
13 moneys become available for defaulted interest, and notice of any such Special Record Date shall be
14 given not less than ten days prior thereto in the manner required by the Depository or by first-class
15 mail, to the registered owners of the Bonds as of a date selected by the Registrar, stating the Special
16 Record Date and the date fixed for the payment of such defaulted interest.

17 C. Book-Entry. The Bonds may be issued or registered, in whole or in part, in
18 book-entry form from time to time with no physical distribution of bond certificates made to the
19 public, with a Depository acting as securities depository for the Bonds. A single certificate for each
20 maturity date of the Bonds issued in book-entry form will be delivered to the Depository and
21 immobilized in its custody. The book-entry system will evidence ownership of the Bonds in
22 authorized denominations, with transfer of ownership effected on the books of the Depository and its
23 participants ("Participants"). As a condition to delivery of the Bonds in book-entry form, the
24 Underwriter will, immediately after acceptance of delivery thereof, deposit, or cause to be deposited,
25 the Bond certificates with the Depository, registered in the name of the Depository or its nominee.

1 Principal and interest will be paid to the Depository or its nominee as the registered owner of the
2 Bonds. The transfer of principal and interest payments to Participants will be the responsibility of the
3 Depository; the transfer of principal and interest payments to the beneficial owners of the Bonds (the
4 "Beneficial Owners") will be the responsibility of Participants and other nominees of Beneficial
5 Owners maintaining a relationship with Participants (the "Indirect Participants"). The City will not be
6 responsible or liable for maintaining, supervising or reviewing the records maintained by the
7 Depository, Participants or Indirect Participants.

8 If (i) the Bonds are not eligible for the services of the Depository, (ii) the Depository
9 determines to discontinue providing its services with respect to the Bonds or (iii) the City determines
10 that a continuation of the system of book-entry transfers through the Depository ceases to be
11 beneficial to the City or the Beneficial Owners, the City will either identify another Depository or
12 certificates for the Bonds will be delivered to the Beneficial Owners or their nominees, and the
13 Beneficial Owners or their nominees, upon authentication of Bonds and registration of those Bonds in
14 the Beneficial Owners' or nominees' names, will become the owners of the Bonds for all purposes. In
15 that event, the City shall mail an appropriate notice to the Depository for notification to Participants,
16 Indirect Participants and Beneficial Owners of the substitute Depository or the issuance of bond
17 certificates to Beneficial Owners or their nominees, as applicable.

18 Authorized Officers of the City are authorized to sign agreements with Depositories
19 relating to the matters set forth in this Section.

20 Notwithstanding any other provision of this ordinance, so long as all of the Bonds are
21 registered in the name of the Depository or its nominee, all payments of principal and interest on the
22 Bonds, and all notices with respect to the Bonds, shall be made and given by the Paying Agent,
23 Registrar or the City to the Depository as provided in this ordinance and by the Depository to its
24 Participants or Indirect Participants and notices to the Beneficial Owners of the Bonds in the manner
25 provided in an agreement or letter of the City to the Depository.

1 Section 6. Redemption.

2 A. Optional Redemption. The Bonds maturing on and after June 1, 2023, shall
3 be subject to redemption prior to maturity at the City's option in one or more units of principal of
4 \$5,000 on and after June 1, 2022, in whole or in part at any time, in such order of maturities as the
5 City may determine (and by lot if less than all of the Bonds of such maturity is called, such selection
6 by lot to be made by the Registrar in such manner considered appropriate and fair) at a redemption
7 price equal to the principal amount of the Bonds or portions thereof to be redeemed plus accrued
8 interest, if any, to the date fixed for redemption.

9 B. Notice by City. At least 60 days prior to any date selected by the City for
10 optional redemption of any of the Bonds, the City shall give written instructions to the Registrar with
11 respect to the optional redemption. The Registrar shall not be required to give notice of any optional
12 redemption unless the Registrar has received written instructions from the City in regard thereto at
13 least 60 days prior to such redemption date (unless such deadline is waived by the Registrar).
14 Additionally, notice of optional redemption shall be given by the City by sending a copy of such
15 notice by first-class, postage prepaid mail, not less than thirty days prior to the optional redemption
16 date to the Paying Agent, if the Registrar is not the Paying Agent.

17 C. Notice by Registrar. Additionally, notice of redemption shall be given by the
18 Registrar by sending a copy of such notice in the manner required by the Depository or by first-class,
19 postage prepaid mail, not more than 60 days and not less than 30 days prior to the redemption date to
20 each registered owner of each Bond selected for redemption as shown on the registration books kept
21 by the Registrar as of the date of mailing of notice. Failure to give such notice by mailing to the
22 registered owner of any Bond, or any defect therein, shall not affect the validity of the proceedings for
23 the redemption of any of the Bonds.

24 D. Other Redemption Details. The notice required by paragraph C of this
25 Section shall specify the number or numbers of the Bond or Bonds or portions thereof to be so

1 redeemed (if less than all are to be redeemed); and all notices required by this Section shall specify
2 the date fixed for redemption, and shall further state that on such redemption date there will become
3 and be due and payable upon each \$5,000 unit of principal so to be redeemed at the Paying Agent the
4 principal thereof, accrued interest, if any, to the redemption date, and the applicable prior redemption
5 premium thereon (if any), and that from and after such date interest will cease to accrue. Accrued
6 interest to the redemption date will be paid by check or draft mailed to the registered owner (or by
7 alternative means if so agreed to by the Paying Agent and the registered owner). Notice having been
8 given in the manner hereinbefore provided, the Bond or Bonds so called for redemption shall become
9 due and payable on the redemption date so designated; and upon presentation thereof at the Paying
10 Agent, the City will pay the Bond or Bonds so called for redemption and the applicable prior
11 redemption premium (if any). In the event that only a portion of the principal amount of a Bond is so
12 redeemed, a new Bond representing the unredeemed principal shall be duly completed, authenticated
13 and delivered by the Registrar to the registered owner pursuant to Section 9 of this ordinance and
14 without charge to the registered owner thereof. The Registrar and Paying Agent shall comply with
15 any other terms regarding redemption and notice of redemption as required by any applicable
16 agreement with a Depository.

17 E. Conditional Redemption. If money or Government Obligations sufficient to
18 pay the redemption price of the Bonds to be called for redemption are not on deposit with the Paying
19 Agent prior to the giving of notice of redemption pursuant to Paragraph D of this Section 6, such
20 notice shall state such Bonds will be redeemed in whole or in part on the redemption date in a
21 principal amount equal to that part of the redemption price received by the Paying Agent on the
22 applicable redemption date. If the full amount of the redemption price is not received as set forth in
23 the preceding sentence, the notice shall be effective only for those Bonds for which the redemption
24 price is on deposit with the Paying Agent. If all Bonds called for redemption cannot be redeemed, the
25 Bonds to be redeemed shall be selected in a manner deemed reasonable and fair by the City and the

1 Registrar shall give notice, in the manner in which the original notice of redemption was given, that
2 such money was not received and the information required by paragraph E of this Section. In that
3 event, the Registrar shall promptly return to the Owners thereof the Bonds or certificates which it has
4 received evidencing the part thereof which have not been redeemed.

5 Section 7. Negotiability. Subject to the provisions specifically made or necessarily
6 implied herein, the Bonds shall be fully negotiable, and shall have all the qualities of negotiable
7 paper, and the registered owner or owners thereof shall possess all rights enjoyed by the holders of
8 negotiable instruments under the provisions of the Uniform Commercial Code.

9 Section 8. Execution.

10 A. Filing Manual Signatures. Prior to the execution and authentication of any
11 Bond pursuant to Sections 6-9-1 through 6-9-6, NMSA 1978, the Mayor and City Clerk may each
12 forthwith file with the Secretary of State of New Mexico, his or her manual signature certified by him
13 or her under oath; provided, that such filing shall not be necessary for any officer where any previous
14 such filing may have legal application to the Bonds.

15 B. Method of Execution. Each Bond of the issue shall be signed and executed
16 by the facsimile or manual signature of the Mayor under facsimile or manual imprint of the seal of the
17 City, which shall be printed, stamped, engraved or otherwise placed thereon; each Bond shall be
18 executed and attested with the facsimile or manual signature of the City Clerk; and each Bond shall
19 be authenticated by the manual signature by an Authorized Officer of the Registrar as hereafter
20 provided. The Bonds bearing the facsimile or manual signature of the officers in office at the time of
21 the authorization thereof shall be the valid and binding obligations of the City (subject to the
22 requirement of authentication by the Registrar as hereinafter provided) notwithstanding that before
23 the delivery thereof and payment therefor, or before the issuance thereof upon transfer or exchange,
24 any or all of the persons whose facsimile signatures appear thereon shall have ceased to fill their
25 respective offices. The Mayor and City Clerk of the City shall, by the execution of a signature

1 certificate pertaining to the Bonds, adopt as and for their respective signatures the facsimiles thereof
2 appearing on the Bonds; and, at the time of the execution of the signature certificate, the Mayor and
3 City Clerk may each adopt as and for his or her facsimile signature the facsimile signature of his or
4 her predecessor in office in the event that such facsimile signature appears upon any of the Bonds.

5 C. Certificate of Authentication. No Bond shall be valid or obligatory for any
6 purpose unless the certificate of authentication, substantially in the form hereinafter provided, has
7 been duly executed by the Registrar. The Registrar's certificate of authentication shall be deemed to
8 have been duly executed by it if manually signed by an Authorized Officer of the Registrar, but it
9 shall not be necessary that the same officer sign the certificate of authentication on all of the Bonds
10 issued under this ordinance.

11 Section 9. Provisions Relating to Registration, Transfer, Replacement and Cancellation
12 of and Registration Records for the Bonds.

13 A. Registration Books -- Transfer and Exchange -- Authentication. Books for
14 the registration and transfer of the Bonds shall be kept by the Registrar. Upon the surrender for
15 transfer of any Bonds at the Registrar, duly endorsed for transfer or accompanied by an assignment
16 duly executed by the registered owner or his attorney duly authorized in writing, the Registrar shall
17 authenticate and deliver in the name of the transferee or transferees a new Bond or Bonds of a like
18 aggregate principal amount and of the same maturity, bearing a number or numbers not
19 contemporaneously outstanding. Bonds may be exchanged at the Registrar for an equal aggregate
20 principal amount of Bonds of the same maturity of other authorized denominations. The Registrar
21 shall authenticate and deliver a Bond or Bonds which the registered owner making the exchange is
22 entitled to receive, bearing a number or numbers not contemporaneously outstanding. Exchanges and
23 transfers of Bonds as provided in this ordinance shall be without charge to the owner or any
24 transferee, but the Registrar may require the payment by the owner of any Bond requesting exchange
25 or transfer of any tax or other governmental charge required to be paid with respect to such exchange

1 or transfer.

2 B. Times When Transfer or Exchange Not Required. The Registrar shall not be
3 required (1) to transfer or exchange all or a portion of any Bond subject to prior redemption during
4 the period of fifteen days next preceding the mailing of notice to the registered owners calling any
5 Bonds for prior redemption pursuant to Section 6 of this ordinance or (2) to transfer or exchange all
6 or a portion of a Bond after the mailing to registered owners of notice calling such Bond or portion
7 thereof for prior redemption.

8 C. Payment - Registered Owners. The person in whose name any Bond is
9 registered on the registration books kept by the Registrar shall be deemed and regarded as the
10 absolute owner thereof for the purpose of making payment thereof and for all other purposes except
11 as may otherwise be provided with respect to payment of defaulted interest as provided in Section 5B
12 of this ordinance; and payment of or on account of either principal or interest on any Bond shall be
13 made only to or upon the written order of the registered owner thereof or his legal representative, but
14 such registration may be changed upon transfer of such Bond in the manner and subject to the
15 conditions and limitations provided in this ordinance. All such payments shall be valid and effectual
16 to discharge the liability upon the Bond to the extent of the sum or sums so paid.

17 D. Replacement Bonds. If any Bond shall be lost, stolen, destroyed or
18 mutilated, the Registrar shall, upon receipt of such evidence, information or indemnity relating
19 thereto as it may reasonably require, authenticate and deliver a replacement Bond or Bonds of a like
20 aggregate principal amount and of the same subseries and maturity, bearing a number or numbers not
21 contemporaneously outstanding. If such lost, stolen, destroyed or mutilated Bond shall have matured,
22 the Registrar may direct the Paying Agent to pay such Bond in lieu of replacement.

23 E. Delivery of Bond Certificates to Registrar. The officers of the City are
24 authorized to deliver to the Registrar fully executed but unauthenticated Bonds in such quantities as
25 may be convenient to be held in custody by the Registrar pending use as provided in this ordinance.

1 F. Cancellation of Bonds. Whenever any Bond shall be surrendered to the
2 Paying Agent upon payment of the Bond, or to the Registrar for transfer, exchange or replacement as
3 provided in this ordinance, the Bond shall be promptly canceled by the Paying Agent or Registrar,
4 and counterparts of a certificate of such cancellation shall be furnished by the Paying Agent or
5 Registrar to the City.

6 Section 10. Successor Registrar or Paying Agent. If the Registrar or Paying Agent
7 initially appointed under this ordinance shall resign or is prohibited by law from continuing as
8 Registrar or Paying Agent, or if the City shall reasonably determine that the Registrar or Paying
9 Agent has become incapable of fulfilling its duties under this ordinance, the City may, upon notice
10 mailed to each registered owner of Bonds at the address last shown on the registration books, appoint
11 a successor Registrar or Paying Agent, or both. Every such successor Registrar or Paying Agent shall
12 be a bank or trust company located in and in good standing in the United States and having a
13 shareholder's equity (e.g., capital stock, surplus and undivided profits), however denominated, not
14 less than \$50,000,000. It shall not be required that the same institution serve as both Registrar and
15 Paying Agent hereunder, but the City shall have the right to have the same institution serve as both
16 Registrar and Paying Agent hereunder.

17 Section 11. Special Limited Obligations. The Bonds and all payments of principal and
18 interest thereon, (whether at maturity or on a redemption date) and the obligations of the City for all
19 other payments, fees, costs, interest and expenses of the City under this ordinance and under the
20 Related Documents, including all payments due from the City under a Qualified Exchange
21 Agreement, shall be special limited obligations of the City. The principal of and interest on the
22 Bonds and all obligations of the City under the Related Documents shall be payable solely from the
23 Pledged Revenues (and in the case of Exchange Termination Payments, after payment of Parity
24 Obligations and Subordinate Obligations), which revenues are hereby pledged.

25 Owners of the Bonds and other parties to the Related Documents, including a

1 Qualified Counterparty, may not look to any general or other fund of the City for the payment of the
2 principal of or interest on, or the fees, costs and expenses relating to, such obligations, except the
3 designated special funds pledged therefor. Neither the Bonds nor the obligations of the City under the
4 Related Documents shall constitute an indebtedness of the City within the meaning of any
5 constitutional, charter or statutory prohibition or limitation, nor shall they be considered or held to be
6 general obligations of the City, and the Bonds, any Related Document and any Qualified Exchange
7 Agreement shall recite that they are payable and collectable solely out of the Pledged Revenues (and
8 in the case of Exchange Termination Payments, after payment of Parity Obligations and Subordinate
9 Obligations), and from the other sources stated in this Section, and that the Owners of the Bonds, any
10 other party or a Qualified Counterparty may not look to any general or other municipal fund for the
11 payment of the principal or interest, as applicable, on the Bonds or for the payment of any amounts
12 owed under the Related Documents.

13 Nothing herein shall prevent or prohibit the City from applying other funds of the
14 City legally available therefor to the payment or redemption of the Bonds or to the payment of any
15 amounts owed under a Related Document, in its sole discretion.

16 Section 12. Form of Bonds, Certificate of Authentication and Assignment. The Bonds,
17 Registrar's Certificate of Authentication and Form of Assignment shall be in substantially the
18 following forms, with such changes therein as are not inconsistent with this ordinance:

19 **(Form of 2014 Bond)**

20 UNITED STATES OF AMERICA
21 COUNTY OF SANTA FE
22 STATE OF NEW MEXICO

23 No. _____ \$ _____

24 CITY OF SANTA FE

25 GROSS RECEIPTS TAX IMPROVEMENT REVENUE BOND

SERIES 2014

INTEREST RATE	MATURITY DATE	SERIES DATE	CUSIP
____% per annum	_____, ____	_____, 2014	_____

REGISTERED OWNER: _____

PRINCIPAL AMOUNT: _____ DOLLARS

The City of Santa Fe (herein "City"), in the County of Santa Fe and State of New Mexico, for value received, hereby promises to pay upon presentation and surrender of this bond, solely from the special funds provided therefor as hereinafter set forth, to the registered owner named above, or registered assigns, on the Maturity Date specified above, upon the presentation and surrender hereof at BOKF, N.A. dba Bank of Albuquerque, in Albuquerque, New Mexico, as paying agent, or its successor (herein the "Paying Agent"), the Principal Amount stated above, in lawful money of the United States of America, and to pay to the registered owner hereof as of the Regular Record Date (being the 15th day of the calendar month whether or not a business day preceding each regularly scheduled interest payment date as defined in Ordinance No. 2014-_- adopted __ 2014, which authorizes this bond and which is referred to herein as the "Bond Ordinance"), by check or draft mailed to such registered owner, on or before each interest payment date as hereinafter provided (or, if such interest payment date is not a business day, on or before the next succeeding business day), at his address as it last appears on the Regular Record Date on the registration books kept for that purpose by BOKF, N.A. dba Bank of Albuquerque, in Albuquerque, New Mexico, as registrar (i.e., transfer agent) for the bonds, or its successor (herein the "Registrar") or by such other arrangement as may be agreed to by the Paying Agent and the registered owner hereof, interest on such sum in lawful money of the United States of America from the Series Date specified above or the most recent interest payment date to which interest has been fully paid or duly provided for in full (as more fully provided in the Bond Ordinance) until maturity at the per annum Interest Rate specified above,

1 payable on December 1, 2014 and semiannually thereafter on June 1 and December 1 in each year.
2 Any such interest not so timely paid or duly provided for shall cease to be payable to the registered
3 owner as of the Regular Record Date and shall be payable to the registered owner as of a Special
4 Record Date (as defined in the Bond Ordinance), as further provided in the Bond Ordinance. If upon
5 presentation and surrender to the Paying Agent at or after maturity, payment of this bond is not made
6 as herein provided, interest hereon shall continue at the rate herein designated until the principal
7 hereof is paid in full. If the Bonds are issued in book-entry only form, an authorized officer of the
8 City and the applicable securities depository ("Depository") may make other arrangements for the
9 payments on the Bonds.

10 The bonds of the series of which this bond is a part maturing on and after June 1, 2023, are
11 subject to prior redemption at the City's option in one or more units of principal of \$5,000 on and
12 after June 1, 2022, in whole or in part at any time, in such order of maturities as the City may
13 determine (and by lot if less than all of the Bonds of such maturity is called, such selection by lot to
14 be made by the Registrar in such manner considered appropriate and fair), at a redemption price equal
15 to the principal amount of the Bonds or portion thereof to be redeemed plus accrued interest, if any, to
16 the redemption date.

17 Redemption shall be made upon notice to each registered owner of each bond selected for
18 redemption as shown on the registration books kept by the Registrar in the manner and upon the
19 conditions provided in the Bond Ordinance.

20 The bonds of the series of which this is one are fully registered (i.e., registered as to payment
21 of both principal and interest), and are issuable in the denomination of \$5,000 or any denomination
22 which is an integral multiple of \$5,000 (provided that no bond may be in a denomination which
23 exceeds the principal coming due on any maturity date and no individual bond will be issued for more
24 than one maturity). Upon surrender of any of such bonds at the Registrar with a written instrument
25 satisfactory to the Registrar duly executed by the registered owner or his duly authorized attorney,

1 such bond may, at the option of the registered owner or his duly authorized attorney, be exchanged
2 for an equal aggregate principal amount of such bonds of the same maturity of other authorized
3 denominations, subject to such terms and conditions as set forth in the Bond Ordinance.

4 This bond is fully transferable by the registered owner hereof in person or by his duly
5 authorized attorney on the registration books kept by the Registrar upon surrender of this bond
6 together with a duly executed written instrument of transfer satisfactory to the Registrar. Upon such
7 transfer a new fully registered bond of authorized denomination or denominations of the same
8 aggregate principal amount and maturity will be issued to the transferee in exchange for this bond,
9 subject to such terms and conditions as set forth in the Bond Ordinance. The City and the Registrar
10 and Paying Agent may deem and treat the person in whose name this bond is registered as the
11 absolute owner hereof for the purpose of making payment and for all other purposes.

12 This bond is one of a series of bonds designated "City of Santa Fe Gross Receipts Tax
13 Improvement Revenue Bonds, Series 2014," of like tenor and date, except as to interest rate, number
14 and maturity, authorized for the purpose of defraying the cost of public projects related to public
15 utilities, public works, parks and recreation, and community services and refunding outstanding bonds
16 of the City, all as set forth in the Bond Ordinance.

17 This bond is issued pursuant to and in strict compliance with the Constitution and laws of the
18 State of New Mexico.

19 This bond does not constitute an indebtedness of the City within the meaning of any
20 constitutional or statutory provision or limitation, shall not be considered or be held to be a general
21 obligation of the City, and is payable and collectible solely out of the City's Pledged Gross Receipts
22 Tax Revenues pursuant to the pledge made by and as defined in the Bond Ordinance, which revenues
23 are so pledged; and the holder of this bond may not look to any general or other fund for the payment
24 of the principal and interest on this obligation, except the special funds pledged therefor. Payment of
25 the bonds of the series of which this bond is one and the interest thereon shall be made solely from,

1 and as security for such payment, there are pledged pursuant to the Bond Ordinance special funds
2 identified as the "One-Half Percent Gross Receipts Tax Revenue Fund," the "Infrastructure Gross
3 Receipts Tax Revenue Fund" and the "State-Shared Gross Receipts Tax Revenue Fund" into which
4 the City covenants to pay the Pledged Gross Receipts Tax Revenues, concurrently with debt service
5 payments for outstanding parity bonds, sums sufficient to pay when due the principal of and the
6 interest on the bonds of the series of which this bond is one. For a description of the funds, the nature
7 and extent of the security afforded thereby for the payment of the principal of and interest on the
8 bonds, and other details concerning the bonds, reference is made to the Bond Ordinance. The bonds
9 of the series of which this bond is one are equally and ratably secured by a first lien on the City's
10 Pledged Gross Receipts Tax Revenues; the Bonds constitute an irrevocable first lien, but not
11 necessarily an exclusive first lien, upon the Pledged Gross Receipts Tax Revenues. Parity bonds and
12 other obligations, in addition to the series of which this bond is one, may be issued and made payable
13 from the City's Pledged Gross Receipts Tax Revenues having a lien thereon inferior and junior to the
14 lien or, subject to designated conditions, having a lien thereon on a parity with the lien of the bonds of
15 the series of which this bond is one, in accordance with the provisions of the Bond Ordinance. No
16 obligations may be issued with a lien on the Pledged Gross Receipts Tax Revenues which is superior
17 to the lien thereon of the Bonds.

18 The City covenants and agrees with the registered owner of this bond and with each and
19 every person who may become the registered owner hereof that it will keep and perform all of the
20 covenants of the Bond Ordinance.

21 This bond is subject to the conditions, and every registered owner hereof by accepting the
22 same agrees with the obligor and every subsequent registered owner hereof that the principal of and
23 the interest on this bond shall be paid, and this bond is transferable, free from, and without regard to
24 any equities between the obligor and the original or any intermediate registered owner hereof for any
25 setoffs or cross-claims.

1 It is further certified, recited and warranted that all the requirements of law have been fully
2 complied with by the Governing Body and officers of the City in the issuance of this bond; and that it
3 is issued pursuant to and in strict conformity with the Constitution and laws of the State of New
4 Mexico, and particularly the terms and provisions of Sections 3-31-1 through 3-31-12, NMSA 1978,
5 as amended, and all laws thereunto enabling and supplemental thereto.

6 This bond shall not be valid or obligatory for any purpose until the Registrar shall have
7 manually signed the certificate of authentication herein.

8 **IN WITNESS WHEREOF**, the City of Santa Fe has caused this bond to be signed,
9 subscribed, and executed, and attested with the facsimile signatures of its Mayor and its City Clerk,
10 respectively and has caused the facsimile of its corporate seal to be affixed on this bond, all as of the
11 Series Date.

12 CITY OF SANTA FE

13
14 [(FACSIMILE SEAL)]

_____ (Facsimile Signature)

15 JAVIER M. GONZALES, MAYOR

16 ATTEST:

17
18 _____ (Facsimile Signature)

19 YOLANDA Y. VIGIL, CITY CLERK

20 **(Form of Registrar's Certificate of Authentication)**

21 **REGISTRAR'S CERTIFICATE OF AUTHENTICATION**

22 Date of Authentication: _____

23 This is one of the bonds described in the within-mentioned Bond Ordinance, and this bond
24 has been duly registered on the registration books kept by the undersigned as Registrar for such
25 Bonds.

1 BOKF, N.A. dba Bank of Albuquerque, Albuquerque, New Mexico, as Registrar

3 By _____

4 Authorized Officer

5 **(End of Form of Registrar's Certificate of Authentication)**

6 **(Form of Assignment)**

7 ASSIGNMENT

9 For value received, _____

10 hereby sells, assigns and transfers unto _____ the within bond and hereby

11 irrevocably constitutes and appoints _____ attorney, to transfer the same on the

12 books of the Registrar, with full power of substitution in the premises.

14 Signature Guaranteed:

15 _____
Name and Address of Transferee

16 _____

17 _____

18 _____

19 Dated: _____

Social Security Number or other

20 Tax Identification Number

21 _____

22 _____

23 **(End of Form of Assignment)**

24 **(End of Form of 2014 Bond)**

25 Section 13. Period of Project's Usefulness. It is hereby determined and recited that the

1 useful life of the Improvement Project is not less than the final maturity date of the Bonds.

2 Section 14. Delivery of Bonds and Initial Registration. When the Bonds have been duly
3 executed, authenticated, registered and sold, the City Finance Director shall deliver them to the
4 Underwriter on receipt of the agreed purchase price. The Registrar shall initially register the Bonds in
5 the name of the Depository.

6 Section 15. Approval and Execution of Documents and Delegated Authority.

7 A. Approval of Documents; Ratification. The forms of Preliminary Official
8 Statement, final Official Statement, the Continuing Disclosure Undertaking, the Bond Purchase
9 Agreement and the Escrow Agreement as filed with the City Clerk are hereby approved.

10 B. Delegated Authority and Execution of Documents. The officers, agents and
11 employees of the City are authorized, empowered and directed to take all action required by this
12 ordinance, and all such other action as may be necessary or appropriate to effectuate the provisions of
13 this ordinance, the Related Documents and any other documents as may be necessary or appropriate
14 to carry out and comply with the provisions of this ordinance.

15 The Mayor is authorized and directed to execute and the City Clerk is
16 authorized and directed to affix the seal of the City to and attest where applicable, the Bond Purchase
17 Agreement, the final Official Statement, the Escrow Agreement and the Continuing Disclosure
18 Undertaking in substantially the form as hereby approved or with such changes therein as are not
19 inconsistent with this ordinance and as shall be approved by the Mayor, his execution thereof to
20 constitute conclusive evidence of his approval of any and all changes or revisions thereof from the
21 form presented to the Governing Body. The Mayor is further authorized and directed to execute and
22 the City Clerk is authorized and directed to affix the seal of the City to and attest where applicable, a
23 Tax Compliance Certificate in such form as shall be approved by the Mayor, his execution thereof to
24 constitute conclusive evidence of his approval. From and after adoption of this ordinance and the
25 execution and delivery of the Bond Purchase Agreement, the Tax Compliance Certificate, the final

1 Official Statement, the Escrow Agreement and the Continuing Disclosure Undertaking, the officers,
2 agents and employees of the City are hereby authorized, empowered and directed to do all such acts
3 and to execute all such documents as may be necessary to carry out and comply with the provisions of
4 the Bond Purchase Agreement, the final Official Statement, the Tax Compliance Certificate, the
5 Escrow Agreement and the Continuing Disclosure Undertaking as executed.

6 The Mayor, City Clerk, City Finance Director, any other officer or employee
7 of the City and the Underwriter are authorized and directed to distribute the Preliminary Official
8 Statement and an Official Statement related to the sale of the Bonds. The use and distribution of the
9 Preliminary Official Statement and the Official Statement by the Underwriter in connection with the
10 sale of the Bonds to the public is hereby authorized, approved and acknowledged.

11 Section 16. Use of Bond Proceeds; Underwriter Not Responsible. Except as herein
12 otherwise specifically provided in this ordinance, the proceeds from the sale of the Bonds shall be
13 used and paid solely for the valid costs of the Improvement Project.

14 A. Acquisition Fund Deposit. An amount of proceeds received from the sale of
15 the Improvement Bonds shall be deposited in the Acquisition Fund and used to pay the costs of the
16 Improvement Project.

17 B. Payment of Costs of Issuance. An amount of proceeds received from the sale
18 of the Bonds shall be used to pay Costs of Issuance, and to the extent not needed to pay Costs of
19 Issuance, shall be deposited in the Acquisition Fund.

20 C. Underwriter Not Responsible. The validity of the Bonds is not dependent on
21 nor affected by the validity or regularity of any proceedings related to the completion of the
22 Improvement Project as defined in this ordinance. The Underwriter of the Bonds, and any subsequent
23 owner of any Bonds, shall in no manner be responsible for the application or disposal by the City or
24 by any officer or any employee or other agent of the City of the moneys derived from the sale of the
25 Bonds or of any other moneys designated in this ordinance.

1 Section 17. Funds and Accounts. The City hereby creates, or continues, as applicable,
2 the following special and separate trust funds:

3 A. Acquisition Fund. Creates the Acquisition Fund to be maintained by the
4 City.

5 B. State-Shared Gross Receipts Tax Revenue Fund. The "City of Santa Fe,
6 New Mexico State-Shared Gross Receipts Tax Revenue Account of the General Fund of the City," to
7 be maintained by the City and deposited in an Insured Bank, into which the City shall deposit the
8 State-Shared Gross Receipts Tax Revenues.

9 C. One-Half Percent Municipal Gross Receipts Tax Revenue Fund. The "City
10 of Santa Fe, New Mexico One-Half Percent Municipal Gross Receipts Tax Revenue Fund," to be
11 maintained by the City and deposited in an Insured Bank, into which the City shall deposit the One-
12 Half Percent Municipal Gross Receipts Tax Revenues.

13 D. Infrastructure Gross Receipts Tax Revenue Fund. The "City of Santa Fe,
14 New Mexico Infrastructure Gross Receipts Tax Revenue Fund," to be maintained by the City and
15 deposited in an Insured Bank, into which the City shall deposit the Infrastructure Gross Receipts Tax
16 Revenues.

17 E. Environmental Services Gross Receipts Tax Revenue Fund. The "City of
18 Santa Fe, New Mexico Environmental Services Gross Receipts Tax Revenue Fund," to be maintained
19 by the City and deposited in an Insured Bank, into which the City shall deposit the Environmental
20 Services Gross Receipts Tax Revenues.

21 Section 18. Administration of Pledged Gross Receipts Tax Revenue Funds. So long as
22 any of the Bonds shall be outstanding, either as to principal or interest or both, the following
23 payments shall be made monthly from the Pledged Gross Receipts Tax Revenues:

24 A. Bond Service Fund Payments. First, as a first charge on the Pledged Gross
25 Receipts Tax Revenues and on a parity with other outstanding Parity Obligations, the following

1 amounts shall be withdrawn from the One-Half Percent Municipal Gross Receipts Tax Revenue
2 Fund, and from the Infrastructure Gross Receipts Tax Revenue Fund if the moneys in the One-Half
3 Percent Municipal Gross Receipts Tax Revenue Fund are not sufficient to make the required
4 payment, and, if such moneys are still insufficient, then from the State-Shared Gross Receipts Tax
5 Revenue Fund (unless the City determines that such amounts shall be withdrawn from such funds in
6 some other order) and shall be concurrently credited to the "City of Santa Fe Gross Receipts Tax
7 Improvement and Refunding Revenue Bonds, Series 2014, Bond Service Fund" (herein the "Bond
8 Fund") hereby created and to be maintained by the City:

9 (1) Interest Payments. Monthly, commencing on the first day of the first
10 month following the delivery of the Bonds, an amount in equal monthly installments necessary,
11 together with any moneys therein and available therefor, to pay the next maturing installment of
12 interest on the Bonds then outstanding and monthly thereafter commencing on each interest payment
13 date, one-sixth (1/6th) of the amount necessary to pay the next maturing installment of interest on the
14 outstanding Bonds, and

15 (2) Principal Payments. Monthly, commencing on the first day of the
16 first month following delivery of the Bonds, an amount in equal monthly installments necessary,
17 together with any moneys therein and available therefor, to pay the next maturing installment of
18 principal on the Bonds then outstanding and monthly thereafter commencing on the first day of the
19 twelfth month preceding each principal payment date, one-twelfth (1/12th) of the amount necessary to
20 pay the next maturing installment of principal on the Bonds.

21 If prior to any interest payment date or principal payment date, there has
22 been accumulated in the Bond Fund the entire amount necessary to pay the next maturing installment
23 of interest or principal, or both, the payment required in subparagraphs (1) and (2) (whichever is
24 applicable) of this paragraph, may be appropriately reduced and the required monthly amounts again
25 shall be so credited to such account commencing on such interest payment date or principal payment

1 date (whichever is applicable).

2 B. Debt Service Reserve Fund. No debt service reserve fund will be created or
3 required for the Bonds.

4 C. Termination Upon Deposits to Maturity. No payment need be made into the
5 Bond Fund if the amount in such fund totals a sum at least equal to the entire amount of the Bonds
6 then outstanding, both as to principal and interest to their respective maturities, and both accrued and
7 not accrued, in which case, moneys in the Bond Fund in an amount at least equal to such principal
8 and interest requirements shall be used solely to pay such as the same accrue and any moneys in
9 excess thereof in the Bond Fund and any other moneys derived from the Pledged Revenues may be
10 used in any lawful manner determined by the City.

11 D. Defraying Delinquencies in the Bond Fund; Use of Moneys in the Bond
12 Fund. If, in any month, amounts in the One-Half Percent Municipal Gross Receipts Tax Revenue
13 Fund are insufficient to make the payments into the Bond Fund required by Paragraph A of this
14 Section 18, there shall be withdrawn first from the Infrastructure Gross Receipts Tax Revenue Fund
15 and then from the State-Shared Gross Receipts Tax Revenue Fund, and deposited in the Bond Fund
16 the additional amounts necessary to make the payments into the Bond Fund required by Paragraph A
17 of this Section 18. The moneys in the Bond Fund shall be used solely and only for the purpose of
18 paying the principal of and the interest on the Bonds issued under this ordinance; provided, however,
19 that any moneys in the Bond Fund in excess of accrued and unaccrued principal and interest
20 requirements to the respective maturities of the outstanding Bonds may be used in any lawful manner.

21 E. Payment of Additional Obligations and Qualified Exchange Agreements.
22 Second, either concurrently with or subsequent to the payments required by Paragraph A of this
23 Section 18, depending upon whether the additional Obligations are Parity Obligations or Subordinate
24 Obligations as provided in this ordinance, the Pledged Gross Receipts Tax Revenues shall be used by
25 the City for the payment of Debt Service Requirements on additional Obligations, if any, hereafter

1 authorized to be issued and payable from the Pledged Revenues as the same accrue. In the event that
2 such obligations are Parity Obligations, the payments of Debt Service Requirements on such
3 additional Obligations shall be made concurrently with the payments required by Paragraphs A and D
4 of this Section 18 (provided that such payments may be made at any intervals as may be provided in
5 the ordinance or resolution authorizing such additional Obligations). The following amounts required
6 to be paid by the City shall be paid from Pledged Gross Receipts Tax Revenues with the same priority
7 as other payments of Debt Service Requirements on Parity Obligations:

8 (1) Any amount to reimburse or pay a bond insurer or reserve account
9 insurer or guarantor, or to make payments or reimbursements pursuant to another Credit Facility, for
10 payments of Debt Service Requirements made on Parity Obligations; and amounts payable to a
11 Qualified Counterparty under a Qualified Exchange Agreement, excluding Exchange Termination
12 Payments, if such payments are designated in a City ordinance relating to that Qualified Exchange
13 Agreement as having a lien on Pledged Revenues on a parity with the lien thereon of Parity
14 Obligations;

15 (2) Reimbursement of any reserve fund Credit Facility obtained for any
16 issue of Parity Obligations; and

17 (3) Cash deposits to any required reserve fund established with respect
18 to any issue of Parity Obligations.

19 Each payment of Debt Service Requirements on Parity Obligations shall be
20 transferred to the Paying Agent for payment of Parity Obligations, or directly to a Qualified
21 Counterparty, bond insurer, reserve account insurer or guarantor or other provider of a Credit Facility
22 entitled to receive payments on Parity Obligations, on or before the due date of such payment.

23 F. Rebate Fund. There is hereby created a separate account to be known as the
24 "City of Santa Fe Gross Receipts Tax Improvement Revenue Bonds, Series 2014, Bond Rebate Fund"
25 (the "Rebate Fund"), to be held by the City. All of the amounts on deposit in the accounts created and

1 established by this ordinance and all amounts pledged to the payment of debt service for the Bonds
2 shall be invested in compliance with the requirements of Paragraph J of Section 24 of this ordinance.
3 There shall be transferred into the Rebate Fund from the Pledged Gross Receipts Tax Revenue Funds,
4 such amounts as are required to be deposited therein to meet the City's obligations under the covenant
5 contained in Paragraph J of Section 24 of this ordinance, in accordance with Section 148(f) of the Tax
6 Code. Amounts on deposit in the Rebate Fund shall not be subject to the lien and pledge of this
7 ordinance to the extent such amounts are required to be paid to the United States Treasury. The City
8 hereby finds and determines that payment to the United States in an amount equal to interest and
9 other gain from the investment of moneys accumulated in the Bond Fund and any other account into
10 which Pledged Revenues are transferred, to the extent such interest or other gain is subject to the
11 rebate requirements of Section 148(f) of the Tax Code, shall be subject to a lien thereon in favor of
12 the United States Treasury and pledged to the United States Treasury for the benefit of the owners of
13 the Bonds from time to time. From time to time, if the City determines that there is on deposit in the
14 Rebate Fund more money than is needed to satisfy the rebate obligation, then such excess shall be
15 transferred and credited to the Bond Fund and used to pay Debt Service Requirements.

16 G. Payment of Expenses and Certain Obligations which are not Parity
17 Obligations. After and subject to the payments required, and provisions contained in, any of the
18 preceding paragraphs of this Section, any remaining Pledged Gross Receipts Tax Revenues shall be
19 used, to the extent necessary, for payment of: (i) any other amounts, expenses, fees and interest owed
20 by the City relating to the issuance, delivery, servicing, payment, redemption and refunding of Parity
21 Obligations and (ii) other Obligations relating to Parity Obligations owed by the City pursuant to the
22 Related Documents, any Qualified Exchange Agreement (excluding Exchange Termination
23 Payments), bond insurance policy, reserve fund insurance policy or similar documents which are not
24 payable pursuant to any other prior paragraph of this Section.

25 H. Subordinate Obligations. After and subject to the payments required by, and

1 provisions contained in, the preceding paragraphs of this Section 18, any remaining Pledged Gross
2 Receipts Tax Revenues shall be used, as necessary, by the City for the payment of the principal of,
3 and interest on, all Obligations with a lien on the Pledged Revenues which is subordinate and junior
4 to the lien of the Parity Obligations on Pledged Revenues, including without limitation, the 2004
5 Railyard Project Finance Authority Taxable Loan, the 2005 Bonds, the 2006C Bonds, the 2006
6 Railyard Project Finance Authority Taxable Loan, the 2008 Land Acquisition Finance Authority
7 Loan, the 2009 College Acquisition Finance Authority Loan, the Series 2010B Bonds, the Series
8 2012B Bonds, the Series 2012C Bonds, the Series 2013B Bonds, and any Exchange Termination
9 Payments.

10 I. Use of Surplus Revenues. After making the payments required to be made
11 by Paragraphs A to H of this Section 18, the remaining Pledged Gross Receipts Tax Revenues, if any,
12 may be applied to any other lawful purposes. The One-Half Percent Municipal Gross Receipts Tax
13 Revenues received by the City pursuant to the One-Half Percent Municipal Gross Receipts Tax
14 Ordinance shall be used only for the purposes authorized by that ordinance. The Infrastructure Gross
15 Receipts Tax Revenues received by the City pursuant to the Infrastructure Gross Receipts Tax
16 Ordinance shall be used only for the purposes authorized by that ordinance. The Environmental
17 Services Gross Receipts Tax Revenues received by the City pursuant to the Environmental Services
18 Gross Receipts Tax Ordinance shall be used only for the purposes authorized in that ordinance.

19 J. Variable Interest Rate. In making the computations required by this Section,
20 interest on Obligations which bear a Variable Interest Rate shall be computed: (i) at the actual
21 Variable Interest Rate or Variable Exchange Rate for the computation period, if such rate can be
22 computed exactly, or (ii) if the Variable Interest Rate or Variable Exchange Rate cannot be computed
23 exactly, at the actual rate for the immediately preceding computation period.

24 Section 19. General Administration of Funds. The funds and accounts designated in
25 Sections 16 through 18 of this ordinance shall be administered as follows:

1 A. Investment of Money. Any moneys in any fund designated in Sections 16
2 through 18 may be invested in any Permitted Investments. The obligations so purchased as an
3 investment of moneys in a fund shall be deemed at all times to be part of the fund, and the interest
4 accruing thereon and any profit realized therefrom shall be credited to the fund, and any loss resulting
5 from each investment shall be charged to the fund. The City Finance Director shall present for
6 redemption or sale on the prevailing market any obligations so purchased as an investment of moneys
7 in the fund whenever it shall be necessary to do so in order to provide moneys to meet any payment
8 or transfer from such fund.

9 B. Deposits of Funds. Except for direct investments in Permitted Investments
10 allowed by Paragraph A of this Section 19, the moneys and investments comprising each of the funds
11 and accounts hereinabove designated in Sections 16 through 18 of this ordinance shall be maintained
12 and kept separate from all other funds and accounts in an Insured Bank or Insured Banks. The
13 amounts prescribed shall be paid to the appropriate funds as specified in Sections 16 through 18.
14 Each payment shall be made into the proper bank account and credited to the proper fund not later
15 than the last day designated; provided that when the designated date is a Sunday or a legal holiday,
16 then such payment shall be made on the next preceding secular day. Nothing in this ordinance shall
17 prevent the establishment of one such bank account or more (or consolidation with any existing bank
18 account), for all of the funds and accounts in Sections 16 through 18 of this ordinance.

19 Section 20. Lien on Pledged Revenues. The Pledged Gross Receipts Tax Revenues and
20 the amounts and securities on deposit in the Bond Fund, and the proceeds thereof, are hereby
21 authorized to be pledged to, and are hereby pledged, and the City grants a security interest therein, for
22 the payment of the principal of and interest on the Bonds, subject to the uses thereof permitted by,
23 and the priorities set forth in, this ordinance. The Bonds constitute an irrevocable first lien (but not an
24 exclusive first lien) on the Pledged Revenues on parity with the lien thereon of Parity Obligations.

25 Section 21. Additional Bonds and Other Obligations.

1 A. Limitations Upon Issuance of Parity Obligations. No provision of this
2 ordinance shall be construed in such a manner as to prevent the issuance by the City of additional
3 Obligations payable from Pledged Revenues and constituting a lien upon such revenues on parity
4 with or subordinate to the lien of the Bonds on Pledged Revenues.

5 Before any additional Parity Obligations are actually issued (excluding
6 refunding bonds the proceeds of which are used to refund Parity Obligations as provided in Section
7 22, but including Parity Obligations which are refunding bonds which refund subordinate
8 obligations), the following conditions shall be met:

9 (i) The Parity Obligations must be Obligations; and

10 (ii) The City shall then be current in all of the deposits required to be
11 made with respect to the Parity Obligations (including, if applicable, any obligation to fund any
12 reserve account required by the terms of any ordinance authorizing the issuance of any such
13 Obligations), as set forth in Section 18; and

14 (iii) (a) No additional Parity Obligations shall be issued unless the
15 Pledged Gross Receipts Tax Revenues for the Historic Test Period shall have been sufficient to pay
16 an amount representing two hundred percent (200%) of the combined maximum annual Debt Service
17 Requirements coming due in any subsequent Fiscal Year on the then outstanding Parity Obligations
18 and the Parity Obligations proposed to be issued (excluding the accumulation of any reserves
19 therefor); and

20 (b) The One-Half Percent Municipal Gross Receipts Tax
21 Revenues and the Infrastructure Gross Receipts Tax Revenues, together with the other gross receipts
22 tax revenues received by the City, whether from distribution by the State or pursuant to gross receipts
23 taxes imposed by the City (other than the State-Shared Gross Receipts Tax Revenues) pledged to the
24 Parity Obligations and the Parity Obligations proposed to be issued, for the Historic Test Period shall
25 be sufficient to pay an amount representing one hundred percent (100%) of the combined maximum

1 annual Debt Service Requirements coming due in any subsequent Fiscal Year on the then outstanding
2 Parity Obligations and the Parity Obligations proposed to be issued (excluding the accumulation of
3 any reserves therefor); and

4 (c) No additional Parity Obligations shall be issued unless the
5 Pledged Gross Receipts Tax Revenues for the Historic Test Period shall have been sufficient to pay
6 an amount representing one hundred fifty percent (150%) of the combined maximum annual Debt
7 Service Requirements coming due in any subsequent Fiscal Year on the then outstanding Parity
8 Obligations and Subordinate Obligations (excluding Exchange Termination Payments) and the Parity
9 Obligations proposed to be issued (excluding the accumulation of any reserves therefor); and

10 (d) In making the computations required by this subparagraph
11 (iii) other gross receipts tax revenues, including without limitation, the Environmental Services Gross
12 Receipts Tax Revenues, received by the City, whether from distribution by the State or pursuant to
13 gross receipts taxes imposed by the City (other than State-Shared Gross Receipts Tax Revenues)
14 pledged to the Parity Obligations, Subordinate Obligations and the Parity Obligations proposed to be
15 issued, may be included only to the extent such gross receipts tax revenues are pledged to a particular
16 series of such outstanding Obligations or proposed Parity Obligations and only to the extent of the
17 maximum annual Debt Service Requirements on such outstanding Obligations or proposed Parity
18 Obligations.

19 B. Superior Obligations Prohibited; Subordinate Obligations Permitted.

20 (i) The City shall not be permitted to issue additional Obligations
21 payable from Pledged Revenues with a lien on Pledged Revenues superior to the lien of Parity
22 Obligations thereon; and

23 (ii) No provision of this ordinance shall be construed in such a manner as to
24 prevent the issuance by the City of additional Obligations payable from the Pledged Revenues with a
25 lien on Pledged Revenues subordinate and junior to the lien of the Bonds thereon, nor to prevent the

1 issuance of Obligations refunding all or part of the Bonds as permitted by Section 22.

2 C. Variable Interest Rate. In making the computations required by this Section
3 21 and Section 22, Obligations which bear a Variable Interest Rate shall be deemed to bear interest at
4 the maximum rate permitted for those Obligations.

5 D. Certificate of City Finance Director. A written certificate or opinion of the
6 City Finance Director that the Pledged Revenues for the applicable Historic Test Period are sufficient
7 to pay the amounts required in this Section 21 shall be required in making a determination that the
8 requirements set forth in this Section have been satisfied and shall be conclusively presumed to be
9 accurate in determining that such requirements have been satisfied.

10 E. Bond Anticipation Notes. Whenever the City shall have authorized the
11 issuance of Parity Obligations under the Act and the City shall, at the time, be permitted by the laws
12 of the State to issue notes representing loans in anticipation of the sale of such Parity Obligations
13 ("Bond Anticipation Notes"), the City may by resolution or ordinance authorize the issuance of Bond
14 Anticipation Notes in anticipation of the sale of such Parity Obligations, provided, however, that
15 before any Bond Anticipation Notes are actually issued, the conditions of Paragraph A of Section 21
16 shall be met. Bond Anticipation Notes shall not be issued in an amount exceeding the principal
17 amount of the Parity Obligations in anticipation of the sale of which such notes are proposed to be
18 issued.

19 For the purposes of determining compliance with this Section, as of the date
20 of issuance of any Bond Anticipation Notes, the aggregate principal amount of all outstanding Bond
21 Anticipation Notes (including such proposed Bond Anticipation Notes) shall never exceed the
22 principal amount of a hypothetical issue of Parity Obligations which could be issued hereunder
23 having an assumed final maturity of twenty (20) years, bearing an assumed rate of interest equal to
24 the highest rate then borne by any Bond Anticipation Note then outstanding (or, if none, the interest
25 rate borne by the proposed Bond Anticipation Notes to be issued) and having debt service due in each

1 Fiscal Year in approximately equal amounts.

2 F. Put Obligations. In making the computations required by this Section 21 and
3 Section 22, the principal amount of any Put Obligations to be outstanding in the Fiscal Year when the
4 combined maximum annual Debt Service Requirements come due shall be excluded from the
5 maximum annual Debt Service Requirements only if the Credit Facility providing liquidity or standby
6 purchase support for Put Obligations is rated, on the date the computations are made, "A" or better by
7 Fitch or S&P (if such rating agencies are then rating the Bonds). If there is no Credit Facility for the
8 Put Obligations or the rating requirement for the Credit Facility set forth in the preceding sentence is
9 not satisfied, the principal amount of the Put Obligations to be outstanding in the Fiscal Year when
10 combined maximum annual Debt Service Requirements come due shall be considered in computing
11 maximum annual Debt Service Requirements.

12 Section 22. Refunding Bonds. The provisions of Section 21 hereof are subject to the
13 following exceptions:

14 A. Privilege of Issuing Refunding Obligations. If at any time after the Bonds, or
15 any part thereof, shall have been issued and remain outstanding, the City shall find it desirable to
16 refund any outstanding Parity Obligations or other outstanding obligations payable from the Pledged
17 Revenues, such bonds or other obligations, or any part thereof, may be refunded (but only with the
18 consent of the registered owner or owners thereof, unless the bonds or other obligations, at the time of
19 their required surrender for payment, shall then mature, or shall then be callable for prior redemption
20 at the City's option), regardless of whether the priority of the lien for the payment of the refunding
21 obligations on the Pledged Revenues is changed (except as provided in Paragraph A of Section 21
22 and in Paragraphs B and C of this Section 22).

23 B. Limitations Upon Issuance of Refunding Obligations. No refunding bonds or
24 other refunding obligations payable from the Pledged Revenues shall be issued on a parity with the
25 Bonds herein authorized, unless:

1 (1) The lien on the Pledged Revenues of the outstanding obligations so
2 refunded is on a parity with the lien thereon of the Bonds herein authorized; or

3 (2) The refunding bonds or other refunding obligations are issued in
4 compliance with Paragraph A of Section 21 of this ordinance.

5 C. Refunding Part of an Issue. The refunding bonds or other obligations so
6 issued shall enjoy complete equality of lien with the portion of any bonds or other obligations of the
7 same issue which is not refunded, if any there be; and the registered owner or owners of such
8 refunding bonds or such other refunding obligations shall be subrogated to all of the rights and
9 privileges enjoyed by the registered owner or owners of the bonds or other obligations of the same
10 issue refunded thereby.

11 D. Limitations Upon Issuance of any Refunding Obligations. Any refunding
12 bonds or other refunding obligations payable from the Pledged Revenues shall be issued with such
13 details as the City may by ordinance provide, subject to the inclusion of any such rights and privileges
14 designated in Paragraph C of this Section 22, but without any impairment of any contractual
15 obligations imposed upon the City by any proceedings authorizing the issuance of any unrefunded
16 portion of such outstanding obligations of any one or more issues (including but not necessarily
17 limited to the issue herein authorized). If only a part of the outstanding bonds and any other
18 outstanding obligations of any issue or issues payable from the Pledged Revenues are refunded, then
19 such obligations may not be refunded without the consent of the registered owner or owners of the
20 unrefunded portion of such obligations, unless:

21 (1) The refunding bonds or other refunding obligations do not increase
22 any aggregate annual principal and interest requirements evidenced by such refunding obligations and
23 by the outstanding obligations not refunded on and prior to the last maturity date of such unrefunded
24 obligations, or

25 (2) The refunding bonds or other refunding obligations are issued in

1 compliance with Paragraph A of Section 21 hereof, or

2 (3) The lien on the Pledged Revenues for the payment of the refunding
3 obligations is subordinate to each such lien for the payment of any obligations not refunded.

4 E. Cross-over Refunding Bonds. If the refunding bonds to be issued are Cross-
5 over Refunding Bonds, the ordinance providing for the issuance thereof shall provide (1) that until the
6 date on which the principal portion of the related Obligations being refunded is to be paid or
7 redeemed from the proceeds of such Cross-over Refunding Bonds, the Cross-over Refunding Bonds
8 shall not be Parity Obligations and shall be payable solely from the escrow provided for in the related
9 ordinance, and (2) a certificate of an Independent Accountant shall be prepared to demonstrate the
10 sufficiency of the moneys and investments in the escrow to pay the principal of and interest on the
11 Cross-over Refunding Bonds until the date on which the principal portion of the related Obligations
12 being refunded is to be paid or redeemed and to pay or redeem the related Obligations being
13 refunded.

14 Section 23. Equality of Bonds. The Bonds authorized to be issued hereunder and from
15 time to time outstanding shall not be entitled to any priority one over the other in the application of
16 the Pledged Revenues, regardless of the time or times of their issuance, it being the intention of the
17 Governing Body that there shall be no priority among the Bonds regardless of the fact that they may
18 be actually issued and delivered at different times.

19 Section 24. Protective Covenants. The City hereby covenants and agrees with each and
20 every registered owner of the Bonds that:

21 A. Payment of Bonds Herein Authorized. The City will promptly pay the
22 principal of and the interest on every Bond issued hereunder and secured hereby at the place, on the
23 dates and in the manner specified herein and in the Bonds according to the true intent and meaning
24 hereof. Such principal and interest are payable solely from the Pledged Revenues. Nothing in the
25 Bonds, any Qualified Exchange Agreement or this ordinance shall be construed as obligating the City

1 to pay principal or interest on any of the Bonds from, and the holders of the Bonds and any Qualified
2 Counterparty may not look to, any general or other fund of the City, except those specifically set forth
3 herein.

4 B. Records. So long as any of the Bonds remain outstanding, proper books of
5 record and account will be kept by the City, separate and apart from all other records and accounts,
6 showing complete and correct entries of all transactions relating to the Pledged Revenues.

7 C. Audits. The City further agrees that it will, within 270 days following the
8 close of each Fiscal Year, cause an audit of such books and accounts to be made by an Independent
9 Accountant, showing the revenues and expenditures of the Pledged Revenues. The City agrees to
10 furnish forthwith a copy of each of such audits and reports to the Underwriter upon request. Any
11 registered owner of a Bond shall have the right to discuss, with the Independent Accountant or person
12 making the audit, the report and the contents thereof and to ask for such additional information as he
13 may reasonably require.

14 D. Extending Interest Payments. In order to prevent any accumulation of claims
15 for interest after maturity, the City will not directly or indirectly extend or assent to extension of time
16 for the payment of any claim for interest on any of the Bonds and it will not directly or indirectly be a
17 party to or approve any arrangement for any such extension or for the purpose of keeping alive any of
18 such interest.

19 E. Performing Duties. The City will faithfully and punctually perform all duties
20 with respect to the Bonds required by the Constitution and laws of the State of New Mexico and the
21 ordinances and resolutions of the City including but not limited to the proper segregation of the
22 Pledged Revenues and their application of the respective funds.

23 F. Other Liens. Other than the outstanding Subordinate Obligations, the
24 outstanding Parity Obligations and the Bonds as recited in this ordinance, there are no liens or
25 encumbrances of any nature whatsoever on or against the Pledged Revenues. This ordinance does not

1 prohibit the issuance of Parity Obligations with a lien on the Pledged Revenues on parity with the lien
2 thereon of the Bonds.

3 G. City's Existence. The City will maintain its corporate identity and existence
4 so long as any of the Bonds herein authorized remain outstanding unless another political subdivision
5 by operation of law succeeds to the liabilities and rights of the City, without affecting to any
6 substantial degree the privileges and rights of any registered Owner of any outstanding Bonds.

7 H. Duty With Respect to Pledged Revenues. If the statutes or any ordinance
8 which materially affects the Pledged Revenues or any part of such ordinances, shall ever be held to be
9 invalid or unenforceable, it shall be the duty of the City, to the extent authorized by law, to
10 immediately take any action necessary to produce sufficient Pledged Revenues to comply with the
11 contracted obligations of this ordinance, except as provided in Paragraph I of this Section 24.

12 I. Impairment of Contract. The City agrees that any law or ordinance or
13 resolution of the City in any manner affecting the Pledged Revenues or the Bonds, or otherwise
14 appertaining thereto, shall not be repealed or otherwise directly or indirectly modified, in such a
15 manner as to impair adversely any Bonds outstanding, unless such Bonds have been discharged in full
16 or provision has been fully made therefor, or unless the consent of the required percentage of the
17 registered owners of the then outstanding Bonds is obtained pursuant to Section 32 of this ordinance.

18 J. Tax Covenant. The City covenants that it will use, and will restrict the use
19 and investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary
20 so that (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds
21 under Sections 141, 148 or 149 of the Tax Code, including applicable regulations, rulings and judicial
22 decisions, or (ii) be treated other than as bonds to which Section 103(a) of the Tax Code applies, and
23 (b) the interest thereon will not be treated as a preference item under Section 57 of the Tax Code. The
24 City further covenants (a) that it will take or cause to be taken such actions that may be required of it
25 for the interest on the Bonds to be and to remain excluded from gross income for federal income tax

1 purposes, (b) that it will not take or authorize to be taken any actions that would adversely affect that
2 exclusion, and (c) that it, or persons acting for it, will, among other acts of compliance, (i) apply the
3 proceeds of the Bonds to the governmental purposes of the borrowings, (ii) restrict the yield on
4 investment property, (iii) make timely and adequate rebate payments, yield reduction payments or
5 payments of alternative amounts in lieu of rebate to the federal government, (iv) maintain books and
6 records and make calculations and reports, and (v) refrain from certain uses of proceeds, all in such
7 manner and to the extent necessary to assure such exclusion of that interest under the Tax Code.

8 Authorized Officers of the City are hereby authorized (a) to make or effect
9 any election, selection, designation, choice, consent, approval, or waiver on behalf of the City with
10 respect to the Bonds as the City is permitted or required to make or give under the federal income tax
11 laws, including, without limitation thereto, any of the elections provided for in or available under
12 Section 148 of the Tax Code, for the purpose of assuring, enhancing or protecting favorable tax
13 treatment or status of the Bonds or interest thereon or assisting in the compliance with requirements
14 for that purpose, reducing the burden or expense of such compliance, reducing the rebate amount,
15 yield reduction payments or payments of penalties, or making payments of special amounts in lieu of
16 making computations to determine, or paying, excess earnings as rebate or yield reduction payments,
17 or obviating those amounts or payments, as determined by that officer, which action shall be in
18 writing and signed by the officer, (b) to take any and all other actions, make or obtain calculations,
19 make payments, including amounts required to be rebated to the United States pursuant to Section
20 148(f) of the Tax Code, and make or give reports, covenants and certifications of and on behalf of the
21 City, as may be appropriate to assure the exclusion of interest from gross income and the intended tax
22 status of the Bonds, and (c) to give one or more appropriate certificates of the City, for inclusion in
23 the transcript of the proceedings for the Bonds, setting forth the reasonable expectations of the City
24 regarding the amount and use of all the proceeds of the Bonds, the facts, circumstances and estimates
25 on which they are based, and other facts and circumstances relevant to the tax treatment of the interest

1 on and the tax status of the Bonds.

2 K. Limitation on Parity Obligations with Variable Interest Rates. The City shall
3 not issue Parity Obligations with a Variable Interest Rate which, at the time of issuance, are assigned
4 a lower rating than the rating then assigned to the Bonds by Fitch or S&P, unless the written consent
5 of such rating agency to a lower rating is obtained prior to issuance of such Parity Obligations.

6 L. Notice of Qualified Exchange Agreements to Rating Agencies. The City
7 shall not enter into a Qualified Exchange Agreement which is a Parity Obligation or with respect to
8 any Parity Obligations without first providing notice of such Qualified Exchange Agreement to Fitch
9 and S&P and without first receiving written confirmation from Fitch and S&P that entering into such
10 Qualified Exchange Agreement, in and of itself, would not result in a reduction of the ratings then
11 assigned to the Bonds by Fitch and S&P.

12 M. Continuing Disclosure Undertaking. Authorized Officers of the City are
13 authorized to sign such documents with respect to the City's continuing disclosure obligations as are
14 necessary or desirable to comply with the Continuing Disclosure Undertaking and requirements of
15 Rule 15c2-12 promulgated by the Securities and Exchange Commission under the Securities
16 Exchange Act of 1934, as amended.

17 Section 25. Defeasance. When all principal and interest in connection with the Bonds
18 hereby authorized have been duly paid, the pledge and lien and all obligations hereunder shall thereby
19 be discharged and the Bonds shall no longer be deemed to be outstanding within the meaning of this
20 ordinance. There shall be deemed to be such due payment as to any Bond when the Governing Body
21 has placed in escrow and in trust with a commercial bank located within or without the State of New
22 Mexico and exercising trust powers, an amount sufficient (including the known minimum yield from
23 Federal Securities in which such amount may initially be invested) to meet all requirements of
24 principal and interest as the same become due to its maturity or designated redemption date as of
25 which the City shall have exercised or obligated itself to exercise its option to call the Bond. The

1 Federal Securities shall become due prior to the respective times on which the proceeds thereof shall
2 be needed, in accordance with a schedule established and agreed upon between the Governing Body
3 and such bank at the time of the creation of the escrow or the Federal Securities shall be subject to the
4 redemption at the option of the holders thereof to assure such availability as so needed to meet such
5 schedule. Federal Securities within the meaning of this Section 25 shall include only direct
6 obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by,
7 the United States of America and which are not callable prior to maturity by the issuer of such
8 obligations.

9 Section 26. Events of Default. Each of the following events is hereby declared an "event
10 of default":

11 A. Nonpayment of Principal. If payment of the principal of any of the Bonds
12 herein authorized to be issued shall not be made when the same become due and payable; or

13 B. Nonpayment of Interest. If payment of any installment of interest shall not
14 be made when the same becomes due and payable; or

15 C. Incapable to Perform. If the City shall for any reason be rendered incapable
16 of fulfilling its obligations (but not including any obligation of the City under any Qualified
17 Exchange Agreement) hereunder; or

18 D. Default of any Provision. If the City shall default in the due and punctual
19 performance of its covenants or conditions, agreements and provisions contained in the Bonds or in
20 this ordinance on its part to be performed (other than defaults described in Subparagraphs A, B and C
21 of this Section 26), and if such default shall continue for 60 days after written notice specifying such
22 default and requiring the same to be remedied shall have been given to the City by the registered
23 owners of 25% in principal amount of the Bonds then outstanding.

24 E. Bankruptcy or Insolvency of City. (1) The City shall (a) apply for or
25 consent to the appointment of or the taking of possession by, a receiver, custodian, trustee, liquidator

1 or the like of the City or of all or a substantial part of its property, (b) commence a voluntary case
2 under the Federal Bankruptcy Code, or (c) file a petition seeking to take advantage of any other law
3 relating to bankruptcy, insolvency, or reorganization, or (2) a proceeding or case shall be commenced,
4 without application or consent of the City, in any court of competent jurisdiction seeking (a) the
5 liquidation, reorganization, dissolution, winding-up or adjustment of debts of the City, (b)
6 appointment of a trustee, receiver, custodian, liquidator or the like of the City or of all or a substantial
7 part of its assets, or (c) similar relief in respect of the City under any law relating to bankruptcy,
8 insolvency, reorganization, winding-up or adjustment of debts.

9 Section 27. Remedies of Defaults. Upon the happening and continuance of any of the
10 events of default as provided in Section 26 of this Ordinance, then and in every case the registered
11 owner or owners of not less than 25% in principal amount of the Bonds then outstanding, including
12 but not limited to a trustee or trustees, may proceed against the City, its Governing Body, and its
13 agents, officers and employees to protect and enforce the rights of any registered owner of Bonds
14 under this ordinance by mandamus or other suit, action or special proceedings in equity or at law, in
15 any court of competent jurisdiction, either for specific performance of any covenant or agreement
16 contained herein or award or execution of any power herein granted for the enforcement of any
17 power, legal or equitable remedy as such registered owner or owners may deem most effectual to
18 protect and enforce the rights aforesaid, or thereby to enjoin any act or thing which may be unlawful
19 or in violation of any right of any registered owner, or to require the Governing Body of the City to
20 act as if it were the trustee of an expressed trust, or any combination of such remedies. All such
21 proceedings at law or in equity shall be instituted, had and maintained for the equal benefit of all
22 registered owners of the Bonds then outstanding. The failure of any such registered owner so to
23 proceed shall not relieve the City or any of its officers, agents or employees of any liability for failure
24 to perform any duty. Each right or privilege of any such registered owner (or trustee thereof) is in
25 addition and cumulative to any other right or privilege, and the exercise of any right or privilege by or

1 on behalf of any registered owner shall not be deemed a waiver of any other right or privilege thereof.

2 Section 28. Duties Upon Default. Upon the happening of any of the events of default as
3 provided in Section 26 of this ordinance, the City, in addition, will do and perform all proper acts on
4 behalf of and for the registered owners of the Bonds to protect and preserve the security created for
5 the payment of the principal of and interest on the Bonds promptly as the same become due. All
6 proceeds derived from the Pledged Revenues, so long as any of the Bonds herein authorized, either as
7 to principal or interest, are outstanding and unpaid, shall be paid into the proper fund and used for the
8 purposes therein provided. In the event the City fails or refuses to proceed as in this Section 28
9 provided, the registered owner or registered owners of not less than 25% in principal amount of the
10 Bonds then outstanding, after demand in writing, may proceed to protect and enforce the rights of the
11 registered owners as hereinabove provided.

12 Section 29. Enforcement. Any registered owner of any one or more of the Bonds, may,
13 either by law or in equity, by suit, action, mandamus or other appropriate proceedings in any court of
14 competent jurisdiction enforce the payment of principal of, and interest on, any Bond on or after the
15 date on which such payment is due, and may by suit, action, mandamus or other appropriate
16 proceeding or proceedings enforce and compel the performance of such payment in accordance with
17 the provisions of this ordinance.

18 Section 30. Severability. If any Section, paragraph, clause or provision of this ordinance
19 shall be held to be invalid or unenforceable, the invalidity or unenforceability of such Section,
20 paragraph, clause or provision shall not affect any of the remaining provisions of this ordinance.

21 Section 31. Repealer Clause. All ordinances or parts of ordinances inconsistent herewith
22 are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to
23 revive any ordinance or part of any ordinance heretofore repealed.

24 Section 32. Amendment.

25 A. Limitations upon Amendments. This ordinance may be amended or

1 supplemented by ordinance or resolution of the Governing Body without the consent of registered
2 owners:

3 (1) To cure any ambiguity, or to cure, correct or supplement any defect
4 or inconsistent provision contained in this ordinance;

5 (2) To grant to the registered owners any additional rights, remedies,
6 powers or authority that may lawfully be granted to them;

7 (3) To obtain or maintain a rating on the Bonds from any rating agency
8 which amendment, in the judgment of Bond Counsel, does not materially adversely affect the
9 registered owners of the Bonds;

10 (4) To achieve compliance with federal securities or tax laws;

11 (5) To make any other changes in this ordinance which, in the opinion of
12 Bond Counsel, is not materially adverse to the registered owners; and

13 (6) To make any other changes in this ordinance in connection with the
14 execution of a Qualified Exchange Agreement, which changes do not adversely affect the rating(s)
15 assigned to the Bonds by Fitch and S&P (if such rating agencies are then rating the Bonds) and do not
16 adversely affect the registered owners.

17 B. Additional Amendments. Except as provided above, this ordinance may only
18 be amended or supplemented by ordinance adopted by the Governing Body in accordance with the
19 laws of the State, without receipt by the City of any additional consideration, but with the written
20 consent of the registered owners of a majority of the principal amount of the outstanding Bonds
21 which are affected by the amendment or supplement (not including Bonds which are then owned by
22 or for the account of the City); provided, however, that, without first obtaining the consent of all
23 registered owners of the outstanding Bonds, no such ordinances shall have the effect of permitting:

24 (1) An extension of the maturity of any Bond; or

25 (2) A reduction in the principal amount of or interest rate on any Bond;

1 or

2 (3) The creation of a lien on or a pledge of Pledged Revenues ranking
3 prior to the lien or pledge of Parity Obligations on Pledged Revenues; or

4 (4) A reduction of the principal amount of Bonds required for consent to
5 such amendment or supplement.

6 C. Proof of Instruments. The fact and date of the execution of any instrument
7 under the provisions of this Section may be proved by the certificate of any officer in any jurisdiction
8 who by the laws of that jurisdiction is authorized to take acknowledgments of deeds within that
9 jurisdiction that the person signing the instrument acknowledged before him the execution of that
10 instrument, or may be proved by an affidavit of a witness to the execution sworn to before such
11 officer.

12 D. Proof of Bonds. The principal amount and number of Bonds owned by any
13 person executing such instrument and the date of holding that instrument may be proved by a
14 certificate executed by a bank or trust company showing that on the date mentioned that person had
15 on deposit with the bank or trust company the Bonds described in the certificate.

16 Section 33. Ordinance Irrepealable. After any of the Bonds herein authorized are issued,
17 this ordinance shall be and remain irrepealable until the Bonds and interest thereon shall be fully paid,
18 canceled and discharged as therein provided, or there has been defeasance as provided in Section 25
19 of this ordinance.

20 Section 34. Effective Date, General Summary for Publication. Upon due adoption of this
21 ordinance, the ordinance shall be recorded and preserved by the City Clerk, authenticated by the
22 signature of the Mayor and City Clerk, and the seal of the City impressed hereon, and the title and
23 general summary of the subject matter contained in this ordinance (set out below) shall be published
24 in a newspaper which maintains an office and is of general circulation in the City and this ordinance
25 shall be in full force and effect after its publication in accordance with law.

1 Pursuant to Section 3-17-5 NMSA 1978, as amended, the title and a general summary
2 of the subject matter contained in this ordinance shall be published in substantially the following
3 form:

4 **(Form of Summary of Ordinance for Publication)**

5 **CITY OF SANTA FE, NEW MEXICO**

6 **NOTICE IS HEREBY GIVEN** of the title and of a general summary of the subject matter
7 contained in an ordinance duly adopted and approved by the Governing Body of the City of Santa Fe
8 on August 27, 2014. A complete copy of the ordinance is available for public inspection during the
9 normal and regular business hours of the City Clerk in the office of the City Clerk, City Hall, 200
10 Lincoln Avenue, Santa Fe, New Mexico.

11 The title of the ordinance is:

12 **AN ORDINANCE**

13 **AUTHORIZING THE ISSUANCE AND SALE OF THE CITY OF SANTA**
14 **FE, NEW MEXICO GROSS RECEIPTS TAX IMPROVEMENT**
15 **REVENUE BONDS, SERIES 2014 IN AN AGGREGATE PRINCIPAL**
16 **AMOUNT OF \$18,000,000 FOR THE PURPOSE OF DEFRAYING THE**
17 **COST OF PUBLIC PROJECTS RELATED TO PUBLIC UTILITIES,**
18 **PUBLIC WORKS, PARKS AND RECREATION, AND COMMUNITY**
19 **SERVICES AS AUTHORIZED BY LAW AND THE CITY'S HOME**
20 **RULE POWERS; PROVIDING THAT THE BONDS WILL BE PAYABLE**
21 **AND COLLECTIBLE FROM THE GROSS RECEIPTS TAX REVENUES**
22 **DISTRIBUTED TO THE CITY; ESTABLISHING THE FORM, TERMS,**
23 **MANNER OF EXECUTION AND OTHER DETAILS OF THE BONDS;**
24 **APPROVING CERTAIN OTHER AGREEMENTS AND DOCUMENTS IN**
25 **CONNECTION WITH THE BONDS; RATIFYING ACTION**

