

1 CITY OF SANTA FE, NEW MEXICO

2 ORDINANCE NO. 2017-23

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5 AN ORDINANCE

6 AUTHORIZING THE ISSUANCE AND SALE OF THE CITY OF SANTA FE, NEW MEXICO
7 GASOLINE TAX / SUBORDINATE LIEN GROSS RECEIPTS TAX IMPROVEMENT
8 REVENUE BONDS, SERIES 2017 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO
9 EXCEED \$13,500,000 FOR THE PURPOSE OF DEFRAYING THE COST OF
10 CONSTRUCTING, RECONSTRUCTING, RESURFACING, MAINTAINING, ACQUIRING
11 RIGHTS OF WAY, REPAIRING AND OTHERWISE IMPROVING MUNICIPAL ALLEYS,
12 STREETS, PUBLIC ROADS AND BRIDGES OR ANY COMBINATION OF THE
13 FOREGOING PURPOSES; PROVIDING THAT THE BONDS WILL BE PAYABLE AND
14 COLLECTIBLE FROM GASOLINE TAX REVENUES AND CERTAIN GROSS RECEIPTS
15 TAX REVENUES DISTRIBUTED TO THE CITY; DELEGATING AUTHORITY TO THE
16 CITY FINANCE DIRECTOR TO APPROVE THE FINAL PRINCIPAL AMOUNT,
17 INTEREST RATES AND OTHER DETAILS OF THE BONDS WITHIN THE PARAMETERS
18 SET FORTH IN THIS AUTHORIZING ORDINANCE; DELEGATING AUTHORITY TO
19 THE CITY FINANCE DIRECTOR TO EXECUTE AND DELIVER A BOND PURCHASE
20 AGREEMENT FOR THE SALE OF THE BONDS; PROVIDING FOR THE COLLECTION
21 OF CERTAIN GASOLINE TAX REVENUES AND GROSS RECEIPTS TAX REVENUES;
22 APPROVING CERTAIN OTHER AGREEMENTS AND DOCUMENTS IN CONNECTION
23 WITH THE BONDS; RATIFYING ACTION PREVIOUSLY TAKEN IN CONNECTION
24 WITH THE BONDS; REPEALING ALL ORDINANCES IN CONFLICT HEREWITH; AND
25 RELATED MATTERS.

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Capitalized terms used in the following preambles have the same meaning as set forth in Section 1 of this Ordinance unless the context requires otherwise.

WHEREAS, the City of Santa Fe, New Mexico (the “City”) is a legally created, established, organized and existing incorporated city under the constitution and laws of the State of New Mexico; and

WHEREAS, pursuant to Sections 7-1-6.9 and 7-6-1 NMSA 1978, the City receives a monthly distribution of General Gasoline Tax Revenues (the “General Gasoline Tax Revenues”) from the New Mexico Department of Taxation and Revenue currently equal to ten and thirty-eight hundredths percent of the net receipts attributable to gasoline taxes, exclusive of penalties and interest, imposed pursuant to the Gasoline Tax Act, Sections 7-13-1 through 7-13-15 NMSA 1978, as amended, as such distribution is calculated pursuant to Section 7-1-6.9 NMSA 1978, subject to any increase or decrease made pursuant to Section 7-1-6.15 NMSA 1978; and

WHEREAS, pursuant to Sections 7-1-6.27 and 7-1-6.1 NMSA 1978, the City receives a monthly distribution of Municipal Road Gasoline Tax Revenues (the “Municipal Gasoline Tax Revenues”, and together with the General Gasoline Tax Revenues, the “Pledged Gasoline Tax Revenues”) from the New Mexico Department of Taxation and Revenue currently set at a rate equal to five and seventy-six hundredths percent of the net receipts attributable to the gasoline tax, as such distribution is calculated pursuant to Section 7-1-6.27, subject to any increase or decrease made pursuant to Section 7-1-6.15, NMSA 1978; and

WHEREAS, the Pledged Gasoline Tax Revenues are not pledged to the payment of any bonds or other obligations which are presently outstanding and unpaid; and

WHEREAS, pursuant to Section 7-1-6.4 NMSA 1978 the City receives monthly State-Shared Gross Receipts Tax Revenues from the New Mexico Department of Taxation and Revenue equal to one and two hundred and twenty-five thousandths percent (1.225%) of the gross receipts of persons

1 engaging in business within the City, as determined and adjusted under the Gross Receipts and
2 Compensating Tax Act, Chapter 7, Article 9 NMSA 1978; and

3 **WHEREAS**, pursuant to the Municipal Local Option Gross Receipts Taxes Act, Sections 7-
4 19D-1 through 7-19D-18, NMSA 1978, and the One-Half Percent Municipal Gross Receipts Tax
5 Ordinance, the City has imposed a municipal gross receipts tax on persons engaging in business in the
6 City in the amount of one-half of one percent (0.50%) and receives monthly One-Half Percent
7 Municipal Gross Receipts Tax Revenues from the New Mexico Department of Taxation and Revenue,
8 as determined and adjusted under the Municipal Local Option Gross Receipts Taxes Act. The One-
9 Half Percent Municipal Gross Receipts Tax was imposed by City Ordinance No. 1981-45 and is
10 dedicated for capital improvements to City facilities and street and road construction and reconstruction
11 as authorized by the Municipal Local Option Gross Receipts Taxes Act. Other increments of Municipal
12 Local Option Gross Receipts Tax are imposed by the City which are not pledged for payment of
13 Superior Obligations, Parity Obligations or Subordinate Obligations; and

14 **WHEREAS**, pursuant to Section 7-19D-11 NMSA 1978 and City Ordinance No. 1993-21, the
15 City has imposed an infrastructure gross receipts tax on persons engaging in business in the City and
16 receives monthly distributions of Infrastructure Gross Receipts Tax Revenues from the New Mexico
17 Department of Taxation and Revenue equal to 1/16th of one percent (0.0625%) of the gross receipts of
18 persons engaging in business within the City, as determined and adjusted under the Municipal Local
19 Option Gross Receipts Taxes Act and the Tax Administration Act. The Infrastructure Gross Receipts
20 Tax is dedicated for purposes authorized by Section 7-19D-11 NMSA 1978; and

21 **WHEREAS**, pursuant to Section 7-19D-10 NMSA 1978, and City Ordinance No. 1993-20,
22 the City has imposed an environmental services gross receipts tax on persons engaging in business in
23 the City and receives monthly distributions of Environmental Services Gross Receipts Tax Revenues
24 from the New Mexico Department of Taxation and Revenue equal to 1/16th of one percent (0.0625%)
25 of the gross receipts of persons engaging in business within the City, as determined and adjusted under

1 the Municipal Local Option Gross Receipts Taxes Act and the Tax Administration Act. The
2 Environmental Services Gross Receipts Tax is dedicated for purposes authorized by Section 7-19D-10
3 NMSA 1978; and

4 **WHEREAS**, the Environmental Services Gross Receipts Tax Revenues are not pledged to the
5 repayment of the Bonds; and

6 **WHEREAS**, pursuant to Ordinance No. 2008-11, passed and adopted by the Governing Body
7 on February 27, 2008, the City issued its “City of Santa Fe Gross Receipts Tax Revenue Bonds, Series
8 2008” (herein the “Series 2008 Bonds”) in an aggregate principal amount of \$28,705,000, payable from
9 and constituting a first (but not an exclusive first) lien on the State-Shared Gross Receipts Tax
10 Revenues, the One-Half Percent Municipal Gross Receipts Tax Revenues and the Infrastructure Gross
11 Receipts Tax Revenues (of which \$1,800,000 of such Series 2008 Bonds remain outstanding); and

12 **WHEREAS**, pursuant to Ordinance No. 2008-35, passed and adopted by the Governing Body
13 on June 25, 2008, the City entered into a Loan Agreement dated August 1, 2008, with the New Mexico
14 Finance Authority in an aggregate principal amount of \$3,610,000 (herein the “2008 Land Acquisition
15 Finance Authority Loan”) payable from and constituting a subordinate (but not an exclusive
16 subordinate) lien on the State-Shared Gross Receipts Tax Revenues, the One-Half Percent Municipal
17 Gross Receipts Tax Revenues and the Infrastructure Gross Receipts Tax Revenues (of which \$170,975
18 of such 2008 Land Acquisition Finance Authority Loan remains unpaid); and

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

1 \$24,915,000 of such 2009 College Acquisition Finance Authority Loan remains unpaid); and

2 **WHEREAS**, pursuant to Ordinance No. 2010-26, passed and adopted by the Governing Body
3 on November 10, 2010, the City issued its “City of Santa Fe, New Mexico Subordinate Lien Gross
4 Receipts Tax Refunding Revenue Bonds, Series 2010B” (herein the “Series 2010B Bonds”) in an
5 aggregate principal amount of \$10,490,000 payable from and constituting a subordinate (but not an
6 exclusive subordinate) lien on the State-Shared Gross Receipts Tax Revenues, the One-Half Percent
7 Municipal Gross Receipts Tax Revenues, and the Infrastructure Gross Receipts Tax Revenues (of
8 which \$7,170,000 of such Series 2010B Bonds remains outstanding); and

9 **WHEREAS**, pursuant to Ordinance No. 2012-7, passed and adopted by the Governing Body
10 on January 25, 2012, the City issued its “City of Santa Fe, New Mexico Gross Receipts Tax
11 Improvement and Refunding Revenue Bonds, Series 2012A” (herein the “Series 2012A Bonds”) in an
12 aggregate principal amount of \$32,725,000 payable from and constituting a first (but not an exclusive
13 first) lien on the State-Shared Gross Receipts Tax Revenues, the One-Half Percent Municipal Gross
14 Receipts Tax Revenues, and the Infrastructure Gross Receipts Tax Revenues (of which \$22,690,000 of
15 such Series 2012A Bonds remain outstanding); and

16 **WHEREAS**, pursuant to Ordinance No. 2012-6, passed and adopted by the Governing Body
17 on January 25, 2012, the City issued its “City of Santa Fe, New Mexico Gross Receipts Tax
18 (Subordinate Lien)/Wastewater Systems Refunding Revenue Bonds, Series 2012B” (herein the “Series
19 2012B Bonds”) in an aggregate principal amount of \$14,280,000 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, the Environmental Services Gross
22 Receipts Tax Revenues, and the Infrastructure Gross Receipts Tax Revenues and a first (but not an
23 exclusive first) lien on the Wastewater System Revenues (of which \$8,230,000 of such Series 2012B
24 Bonds remain outstanding); and

25 **WHEREAS**, pursuant to Ordinance No. 2013-18, passed and adopted by the Governing Body

1 on June 18, 2013, the City issued its “City of Santa Fe, New Mexico Gross Receipts Tax Refunding
2 Revenue Bonds, Series 2013A” (herein the “Series 2013A Bonds”) in an aggregate principal amount
3 of \$10,880,000 payable from and constituting a first (but not an exclusive first) lien on the State-Shared
4 Gross Receipts Tax Revenues, the One-Half Percent Municipal Gross Receipts Tax Revenues, and the
5 Infrastructure Gross Receipts Tax Revenues (of which \$4,805,000 of such Series 2013A Bonds remain
6 outstanding); and

7 **WHEREAS**, pursuant to Ordinance No. 2013-19, passed and adopted by the Governing Body
8 on May 8, 2013, the City issued its “City of Santa Fe, New Mexico Subordinate Lien Gross Receipts
9 Tax Refunding Revenue Bonds, Series 2013B” (herein the “Series 2013B Bonds”) in an aggregate
10 principal amount of \$13,780,000 payable from and constituting a subordinate (but not an exclusive
11 subordinate) lien on the State-Shared Gross Receipts Tax Revenues, the One-Half Percent Municipal
12 Gross Receipts Tax Revenues, and the Infrastructure Gross Receipts Tax Revenues (of which
13 \$13,015,000 of such Series 2013B Bonds remain outstanding); and

14 **WHEREAS**, pursuant to Ordinance No. 2014-27, passed and adopted by the Governing Body
15 on August 27, 2014, the City issued its “City of Santa Fe, New Mexico Gross Receipts Tax
16 Improvement Revenue Bonds, Series 2014” (herein the “Series 2014 Bonds”) in an aggregate principal
17 amount of \$15,460,000 payable from and constituting a first (but not an exclusive first) lien on the
18 State-Shared Gross Receipts Tax Revenues, the One-Half Percent Municipal Gross Receipts Tax
19 Revenues and the Infrastructure Gross Receipts Tax Revenues (of which \$15,460,000 of such Series
20 2014 Bonds remain outstanding); and

21 **WHEREAS**, pursuant to Ordinance No. 2016-21, passed and adopted by the Governing Body
22 on May 25, 2016, as supplemented by Resolution No. 2016-50 passed and adopted by the Governing
23 Body on June 23, 2016, the City issued its “City of Santa Fe, New Mexico Senior Lien Gross Receipts
24 Tax Refunding Revenue Bonds, Series 2016A” (herein the “Series 2016A Bonds) in an aggregate
25 principal amount of \$6,700,000 payable from and constituting a first (but not an exclusive first) lien on

1 the State-Shared Gross Receipts Tax Revenues, the One-Half Percent Municipal Gross Receipts Tax
2 Revenues and the Infrastructure Gross Receipts Tax Revenues (of which \$5,840,000 of such Series
3 2016A Bonds remain outstanding); and

4 **WHEREAS**, pursuant to Ordinance No. 2016-21, passed and adopted by the Governing Body
5 on May 25, 2016, as supplemented by Resolution No. 2016-50 passed and adopted by the Governing
6 Body on June 23, 2016, the City issued its “City of Santa Fe, New Mexico Senior Lien Gross Receipts
7 Tax Refunding Revenue Bonds, Series 2016B” (herein the “Series 2016B Bonds) in an aggregate
8 principal amount of \$21,900,000 payable from and constituting a first (but not an exclusive first) lien
9 on the State-Shared Gross Receipts Tax Revenues, the One-Half Percent Municipal Gross Receipts Tax
10 Revenues and the Infrastructure Gross Receipts Tax Revenues (of which \$21,865,000 of such Series
11 2016B Bonds remain outstanding); and

12 **WHEREAS**, pursuant to Ordinance No. 2016-21, passed and adopted by the Governing Body
13 on May 25, 2016, as supplemented by Resolution No. 2016-50 passed and adopted by the Governing
14 Body on June 23, 2016, the City issued its “City of Santa Fe, New Mexico Subordinate Lien Gross
15 Receipts Tax Refunding Revenue Bonds, Series 2016C” (herein the “Series 2016C Bonds) in an
16 aggregate principal amount of \$9,480,000 payable from and constituting a subordinate (but not an
17 exclusive subordinate) lien on the State-Shared Gross Receipts Tax Revenues, the One-Half Percent
18 Municipal Gross Receipts Tax Revenues and the Infrastructure Gross Receipts Tax Revenues (of which
19 \$7,815,000 of such Series 2016C Bonds remain outstanding); and

20 **WHEREAS**, pursuant to Ordinance No. 2016-21, passed and adopted by the Governing Body
21 on May 25, 2016, as supplemented by Resolution No. 2016-50 passed and adopted by the Governing
22 Body on June 23, 2016, the City issued its “City of Santa Fe, New Mexico Subordinate Lien Gross
23 Receipts Tax Refunding Revenue Bonds, Series 2016D” (herein the “Series 2016D Bonds”) in an
24 aggregate principal amount of \$2,020,000 payable from and constituting a subordinate (but not an
25 exclusive subordinate) lien on the State-Shared Gross Receipts Tax Revenues, the One-Half Percent

1 Municipal Gross Receipts Tax Revenues and the Infrastructure Gross Receipts Tax Revenues (of which
2 \$2,020,000 of such Series 2016D Bonds remain outstanding); and

3 **WHEREAS**, pursuant to Ordinance No. 2017-8, passed and adopted by the Governing Body
4 on April 26, 2017, the City issued its “City of Santa Fe, New Mexico Taxable Subordinate Lien Gross
5 Receipts Tax Refunding Revenue Bonds, Series 2017” (herein the “Series 2017 Taxable Bonds”) in an
6 aggregate principal amount of \$4,530,000 payable from and constituting a subordinate (but not an
7 exclusive subordinate) lien on the State-Shared Gross Receipts Tax Revenues, the One-Half Percent
8 Municipal Gross Receipts Tax Revenues and the Infrastructure Gross Receipts Tax Revenues (of which
9 \$4,530,000 of such Series 2017 Taxable Bonds remain outstanding); and

10 **WHEREAS**, except for the outstanding Series 2008 Bonds, the 2008 Land Acquisition Finance
11 Authority Loan, the 2009 College Acquisition Finance Authority Loan, the Series 2010B Bonds, the
12 Series 2012A Bonds, the Series 2012B Bonds, the Series 2013A Bonds, the Series 2013B Bonds, the
13 Series 2014 Bonds, the Series 2016A Bonds, the Series 2016B Bonds, the Series 2016C Bonds, the
14 2016D Bonds, and the Series 2017 Taxable Bonds, there are no obligations presently outstanding to
15 which the State-Shared Gross Receipts Tax Revenues, the One-Half Percent Municipal Gross Receipts
16 Tax Revenues, the Infrastructure Gross Receipts Tax Revenues or the Environmental Services Gross
17 Receipts Tax Revenues have been pledged by the City; and

18 **WHEREAS**, the Governing Body hereby determines that issuance of the “City of Santa Fe,
19 New Mexico Gasoline Tax / Subordinate Lien Gross Receipts Tax Improvement Revenue Bonds, Series
20 2017” (the “Bonds”), to construct, reconstruct, resurface, maintain, acquire rights of way, repair and
21 otherwise improve municipal alleys, streets, public roads and bridges or any combination of the
22 foregoing purposes (collectively, the “Improvement Project”), will provide for the public health, peace
23 and safety of the City and its citizens; and

24 **WHEREAS**, the Bonds shall be issued pursuant to Sections 3-31-1 through 3-31-12 NMSA
25 1978, and with a first (but not an exclusive first) lien on the Pledged Gasoline Tax Revenues and a

1 subordinate (but not an exclusive subordinate) lien on the Pledged Gross Receipts Tax Revenues
2 (collectively, the Pledged Revenues”); and

3 **WHEREAS**, the Governing Body expects to receive an offer from the New Mexico Finance
4 Authority, or such other purchaser as set forth in the Bond Purchase Agreement, to purchase the Bonds
5 pursuant to a Bond Purchase Agreement to be executed by the City Finance Director pursuant to Section
6 6-14-10.2 NMSA 1978, all within the parameters set forth in this Bond Ordinance; and

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

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

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

25 **WHEREAS**, forms of an Intercept Agreement, if any, and a Bond Purchase Agreement have

1 | been presented to the Governing Body in connection with this Ordinance; and

2 | **WHEREAS**, all required authorization, consents or approvals of any State, governmental
3 | body, agency or authority in connection with the authorization, execution and delivery of the Bonds (i)
4 | which are required to have been obtained by the date of the adoption of the Bond Ordinance have been
5 | obtained, and (ii) which will be required to be obtained prior to any Closing Date, will have been
6 | obtained by that date.

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

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

13 | “Acquisition Account” means the “City of Santa Fe, New Mexico Gasoline Tax / Subordinate
14 | Lien Gross Receipts Tax Improvement Revenue Bonds, Series 2017, Improvement Project Acquisition
15 | Account” established in Section 17 hereof and to be maintained by the City or the trustee for the
16 | Purchaser.

17 | “Act” means the general laws of the State, including Sections 3-31-1 through 3-31-12 NMSA
18 | 1978, as amended, and enactments of the Governing Body relating to the issuance of the Bonds,
19 | including this Ordinance.

20 | “Authorized Officer” means the following officers of the City: Mayor, City Manager, City
21 | Finance Director, or other officer of the City when designated by a certificate signed by the Mayor of
22 | the City from time to time, a certified copy of which shall be delivered to the Paying Agent and the
23 | Registrar.

24 | “Bond Counsel” means an attorney or firm of attorneys nationally recognized for expertise in
25 | the area of municipal bonds and the exemption of interest on municipal bonds from federal income

1 taxation.

2 “Bond Purchase Agreement” means the bond purchase agreement between the City and the
3 Purchaser.

4 “Bonds,” “2017 Bonds” or “Series 2017 Bonds” means the “City of Santa Fe, New Mexico
5 Gasoline Tax / Subordinate Lien Gross Receipts Tax Improvement Revenue Bonds, Series 2017”,
6 which are authorized by this Bond Ordinance.

7 “Business Day” means any day other than (i) a Saturday or Sunday, (ii) any day on which the
8 following offices are authorized or required to remain closed: offices of the City and of banks located
9 in the cities in which the principal offices of the Paying Agent and Registrar are located or (iii) a day
10 on which the New York Stock Exchange is closed.

11 “City,” “Municipal,” or “Municipality” means the municipal corporation and body corporate
12 and politic known as the City of Santa Fe, Santa Fe County, New Mexico.

13 “Continuing Disclosure Undertaking” means, if applicable, the continuing disclosure
14 undertaking with respect to the Bonds to be executed on the day of issuance and delivery of the Bonds
15 to the Purchaser.

16 “Costs of Issuance” means all costs relating to issuance of the Bonds, including, without
17 limitation, costs of advertising and publication, costs of preparing the Bonds, fees and expenses of the
18 financial advisor, bond counsel, the Paying Agent, the Registrar, the rating fees and other reasonable
19 and necessary fees and costs, including applicable gross receipts taxes, related to the issuance of the
20 Bonds.

21 “Credit Facility” means a letter of credit, standby bond purchase agreement, line of credit, bond
22 insurance policy or reserve account insurance policy, guaranty or similar agreement provided by a bank,
23 insurer or other provider of a Credit Facility rated, at the time the Credit Facility is provided, “A” or
24 better by Fitch and S&P (if such rating agencies are then rating the Bonds), including any substitute
25 therefor, to provide support to pay the purchase price of, or the payment of the principal of and interest

1 on, Obligations.

2 “Cross-over Refunding Bonds” means bonds or obligations issued for the purpose of refunding
3 Obligations if the proceeds thereof are irrevocably deposited in escrow to secure repayment on an
4 applicable redemption date or maturity date of the principal of and redemption premium on the related
5 Obligations being refunded and the earnings on such escrow are required to be used to pay interest on
6 the Cross-over Refunding Bonds.

7 “Debt Service Requirements” for any period means the sum of: (i) the amount required to pay
8 the interest, or to make reimbursements for payments of interest, becoming due on the applicable
9 Obligations during such period; plus (ii) the amount required to pay the principal or accreted value, or
10 to make reimbursements for the payment of principal or accreted value, becoming due on the applicable
11 Obligations during that period, whether at maturity, an accretion term date or upon mandatory sinking
12 fund redemption dates, plus (iii) any net periodic payments on a notional amount required to be made
13 by the City pursuant to a Qualified Exchange Agreement minus (iv) any net periodic payments on a
14 notional amount to be received by the City pursuant to a Qualified Exchange Agreement.

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

21 (b) Debt Service Requirements required to be made pursuant to a Qualified
22 Exchange Agreement shall be based upon the actual amount required to be paid by the City, if any, to
23 the Qualified Counterparty. In determining that amount, any payments required to be made by either
24 party to the Qualified Exchange Agreement at a Variable Exchange Rate shall be computed, in
25 determining the obligation of the City under the Qualified Exchange Agreement, using the procedures

1 set forth in the applicable sections of this Ordinance.

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

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

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

11 (i) There shall be deducted from that computation (i) amounts on deposit
12 in an escrow account related to an issue of Cross-over Refunding Bonds and (ii) proceeds of a series of
13 Obligations deposited to the credit of an account for the payment of capitalized interest on Obligations
14 included as part of the computation during the applicable period.

15 (ii) There may be made the adjustment to the Debt Service Requirements
16 applicable to Bond Anticipation Notes described in Paragraph E of Section 21 of this Ordinance.

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

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

22 "Environmental Services Gross Receipts Tax" means the environmental services gross receipts
23 tax imposed pursuant to Section 7-19D-10 NMSA 1978 by the Environmental Services Gross Receipts
24 Tax Ordinance on persons engaging in business in the City in the amount of 1/16th of one percent
25 (0.0625%) of the gross receipts of such persons.

1 “Environmental Services Gross Receipts Tax Ordinance” means City Ordinance No. 1993-20
2 imposing the Environmental Services Gross Receipts Tax, as amended.

3 “Environmental Services Gross Receipts Tax Revenue Fund” means the “City of Santa Fe,
4 New Mexico Environmental Services Gross Receipts Tax Revenue Fund,” maintained by the City and
5 continued in Section 17 of this Ordinance, into which the City shall deposit the Environmental Services
6 Gross Receipts Tax Revenues.

7 “Environmental Services Gross Receipts Tax Revenues” means the environmental services
8 gross receipts tax revenues received by the City pursuant to Section 7-19D-10 NMSA 1978 and the
9 Environmental Services Gross Receipt Tax Ordinance.

10 “Exchange Act” means Section 6-18-8.1 NMSA 1978, as amended and supplemented.

11 “Exchange Termination Payment” means the net amount payable pursuant to a Qualified
12 Exchange Agreement by the City or a Qualified Counterparty to compensate the other party for any
13 losses and costs that such other party may incur as a result of the early termination of the obligations,
14 in whole or in part, of the parties under such Qualified Exchange Agreement.

15 “Federal Securities” means direct obligations of, or obligations the principal of and interest on
16 which are unconditionally guaranteed by the United States of America.

17 “Fiscal Year” for the purposes of this Ordinance means the twelve months commencing on the
18 first day of July of any calendar year and ending on the last day of June of the next calendar year; but
19 it may mean any other 12-month period which the City hereafter may establish.

20 “Fitch” means Fitch Ratings Group, its successors and their assigns, and, if such corporation is
21 dissolved or liquidated or no longer performs the functions of a securities rating agency, any other
22 nationally recognized securities rating agency designated by the City.

23 “Fixed Exchange Rate” means a fixed rate of interest payable by the City or a Qualified
24 Counterparty pursuant to a Qualified Exchange Agreement.

25 “General Gasoline Tax Revenues” means the revenues distributed monthly to the City by the

1 New Mexico Department of Taxation and Revenue calculated pursuant to Section 7-1-6.9 NMSA 1978,
2 at the rate authorized (currently ten and thirty-eight hundredth's percent of the net receipts attributable
3 to gasoline taxes, exclusive of penalties and interest) from the proceeds of the gasoline tax imposed by
4 the Gasoline Tax Act, Section 7-13-1 through 7-13-15 NMSA 1978.

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

7 "Government Obligations" means direct obligations of, or obligations the principal of and
8 interest on which are unconditionally guaranteed by, the United States of America or certificates or
9 receipts established by the United States Government or its agencies or instrumentalities representing
10 direct ownership of future interests or principal payments on direct obligations of, or obligations fully
11 guaranteed by, the United States of America or any of its agencies or instrumentalities the obligations
12 of which are backed by the full faith and credit of the United States.

13 "Historic Test Period" means any twelve consecutive calendar months designated by an
14 Authorized Officer from time to time out of the eighteen-calendar months next preceding the date of
15 adoption of the City ordinance authorizing the issuance of additional Obligations without regard to any
16 resolution or ordinance supplementing or amending the authorizing ordinance.

17 "Improvement Project" means constructing, reconstructing, resurfacing, maintaining,
18 acquiring rights of way, repairing and otherwise improving municipal alleys, streets, public roads and
19 bridges or any combination of the foregoing purposes and paying the costs of issuance of the Bonds.

20 "Independent Accountant" means (A) an accountant employed by the State of New Mexico
21 and under supervision of the State Auditor of the State of New Mexico, or (B) any registered or certified
22 public accountant or firm of such accountants duly licensed to practice and practicing as such under the
23 laws of the State of New Mexico, appointed and paid by the City, who (1) is, in fact, independent and
24 not under the domination of the City, (2) does not have any substantial interest, direct or indirect, with
25 the City, and (3) is not connected with the City as an officer or employee of the City, but who may be

1 regularly retained to make annual or similar audits of the books or records of the City.

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

6 “Infrastructure Gross Receipts Tax Ordinance” means City Ordinance No. 1993-21 imposing
7 the Infrastructure Gross Receipts Tax, as amended.

8 “Infrastructure Gross Receipts Tax Revenue Fund” means the “City of Santa Fe Infrastructure
9 Gross Receipts Tax Revenue Fund” maintained by the City and continued in Section 17 of this
10 Ordinance, into which the City shall deposit the Infrastructure Gross Receipts Tax Revenues.

11 “Infrastructure Gross Receipts Tax Revenues” means the infrastructure gross receipts tax
12 revenues received by the City pursuant to Section 7-19D-11 NMSA 1978 and the Infrastructure Gross
13 Receipts Tax Ordinance.

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

19 “Intercept Agreement” means the Intercept Agreement, if any, between the City and the
20 Purchaser dated the Closing Date.

21 “Moody’s” means Moody’s Investors Service, its successors and their assigns, and, if such
22 corporation is dissolved or liquidated or no longer performs the functions of a securities rating agency,
23 any other nationally recognized securities rating agency designated by the City.

24 “Municipal Road Gasoline Tax Revenues” means the revenues distributed monthly to the City
25 by the New Mexico Department of Taxation and Revenue calculated pursuant to pursuant to Section

1 7-1-6.27 NMSA 1978 at the rate authorized (currently five and seventy-six hundredths percent of the
2 net receipts attributable to the gasoline tax) subject to any increase or decrease made pursuant to Section
3 7-1-6.15 NMSA 1978.

4 “Obligations” means bonds, notes or any other instrument which evidences a borrowing or
5 other obligation of the City, including Qualified Exchange Agreements, secured by Pledged Gasoline
6 Tax Revenues and/or the Pledged Gross Receipts Tax Revenues, as applicable, issued or incurred for
7 any purpose permitted by the Act or the Exchange Act, as amended from time to time.

8 “One-Half Percent Municipal Gross Receipts Tax Ordinance” means City of Santa Fe
9 Ordinance No. 1981-45 imposing a one-half of one percent municipal gross receipts tax.

10 “One-Half Percent Municipal Gross Receipts Tax Revenue Fund” means the “City of Santa Fe,
11 New Mexico One-Half Percent Municipal Gross Receipts Tax Revenue Fund” maintained by the City
12 and continued in Section 17 of this Ordinance, into which the City shall deposit the One-Half Percent
13 Municipal Gross Receipts Tax Revenues.

14 “One-Half Percent Municipal Gross Receipts Tax Revenues” means those revenues received
15 by the City pursuant to the Municipal Local Option Gross Receipts Taxes Act, Sections 7-19D-1
16 through 7-19D-12 NMSA 1978, and the One-Half Percent Municipal Gross Receipts Tax Ordinance.

17 “Ordinance” means this City Ordinance as amended or supplemented from time to time.

18 “Parity Gasoline Tax Obligations” means obligations issued with a first lien, but not an
19 exclusive first lien, on the Pledged Gasoline Tax Revenues on a parity with lien thereon of the Bonds.

20 “Paying Agent” means BOKF, NA, as agent for the City for the payment of the Bonds, the
21 interest thereon, and any successor.

22 “Permitted Investments” means any of the following which at the time of such investment are
23 legal investments for the City pursuant to adopted City investment policies and the laws of the State:

24 (a) Government Obligations;

25 (b) Obligations of, or obligations guaranteed as to principal and interest by any

1 agency or instrumentality of the United States which are backed by the full faith and credit of the United
2 States, including, but not limited to: General Services Administration--participation certificates;
3 Government National Mortgage Association (GNMA)--GNMA guaranteed mortgage-backed
4 securities and GNMA guaranteed participation certificates; U.S. Department of Housing & Urban
5 Development--local authority bonds; and U.S. Export-Import Bank--all fully guaranteed obligations;

6 (c) Obligations of the following government-sponsored agencies: Federal Home
7 Loan Mortgage Corporation--participation certificates and senior debt obligations; Farm Credit
8 System--consolidated system-wide bonds and notes; Federal Home Loan Banks--consolidated debt
9 obligations; Federal National Mortgage Association--senior debt obligations and mortgage-backed
10 securities (excluding stripped mortgage securities which are valued greater than par on the portion of
11 unpaid principal); Student Loan Marketing Association--senior debt obligations (excluding securities
12 that do not have a fixed par value and/or whose terms do not promise a fixed dollar amount at maturity
13 or call date) and letter of credit backed issues; Financing Corporation--debt obligations; and Resolution
14 Funding Corporation--debt obligations;

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

21 (e) Obligations, other than specified private activity bonds (as defined in Section
22 57(a)(5)(C) of the Internal Revenue Code, as amended (the "Tax Code")), the interest on which is
23 excluded from gross income of the recipient for federal income tax purposes and any other instrument
24 which does not constitute "investment property" under Section 148 of the Tax Code (excluding
25 securities that do not have a fixed par value and/or whose terms do not promise a fixed dollar amount

1 at maturity or call date), as amended from time to time, which is rated in the highest major Rating
2 Category by S&P and Fitch (if such rating agency is then rating the Bonds);

3 (f) Money market instruments and other securities of commercial banks, broker-
4 dealers or recognized financial institutions, which securities or instruments are rated in the highest
5 Rating Category by S&P and Fitch, (if such rating agency is then rating the Bonds), or which securities
6 are guaranteed by a person or entity whose long-term debt obligations are rated in the highest Rating
7 Category by S&P and Fitch (if such rating agency is then rating the Bonds) including, without
8 limitation, securities of, or other interests in, any open-end or closed-end management type investment
9 company or investment trust registered under the provisions or 15 U.S.C. Sections 80(a)-1 et. seq.,
10 which invest only in, or whose securities are secured only by, obligations of the type set forth in
11 paragraphs (a), (b), (c) and (h) of this definition;

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

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

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

1 “Pledged Gasoline Tax Revenues” means, collectively, the General Gasoline Tax Revenues
2 and the Municipal Road Gasoline Tax Revenues.

3 “Pledged Gross Receipts Tax Revenues” means, collectively, (1) the State-Shared Gross
4 Receipts Tax Revenues; (2) the One-Half Percent Municipal Gross Receipts Tax Revenues; (3) the
5 Infrastructure Gross Receipts Tax Revenues; (4) the portion of the gross receipts tax distribution to the
6 City made pursuant to Section 7-1-6.46 NMSA 1978, which represents the amount of State-Shared
7 Gross Receipts Tax Revenues, One-Half Percent Municipal Gross Receipts Tax Revenues, and
8 Infrastructure Gross Receipts Tax Revenues that would have been remitted to the City but for the
9 deductions provided by Section 7-9-92 and 7-9-93 NMSA 1978 and any similar distributions made to
10 the City in lieu of State-Shared Gross Receipts Tax Revenues, One-Half Percent Municipal Gross
11 Receipts Tax Revenues and Infrastructure Gross Receipts Tax Revenues pursuant to law; and (5) any
12 other gross receipts tax revenues received by the City, whether from distribution by the State or pursuant
13 to gross receipts taxes imposed by the City, and hereafter (i.e. after the adoption of this Ordinance)
14 pledged to the payment of the Bonds by affirmative act of the Governing Body.

15 “Pledged Revenues” means, collectively, the Pledged Gasoline Tax Revenues and the Pledged
16 Gross Receipts Tax Revenues.

17 “Preliminary Official Statement” and “Official Statement” means, if applicable, the disclosure
18 documents utilized by the Purchaser in connection with the offer and sale of the Bonds to investors.

19 “Purchaser” means the New Mexico Finance Authority, or such other purchaser designated in
20 the Bond Purchase Agreement, and its successors and assigns.

21 “Put Obligations” means any Obligations which have put or similar features requiring the City
22 to purchase such Obligations upon notice from the owners thereof.

23 “Qualified Counterparty” means, with respect to a Qualified Exchange Agreement, any party
24 whose senior long term debt obligations, or whose obligations under a Qualified Exchange Agreement
25 are guaranteed by a party whose senior long term debt obligations, are rated (at the time of execution

1 of the Qualified Exchange Agreement) in one of the top two Rating Categories by Fitch and S&P.

2 “Qualified Exchange Agreement” means any financial arrangement between the City and a
3 Qualified Counterparty which satisfies the requirements of the Exchange Act at the time the agreement
4 is entered into.

5 “Rating Category” means a generic securities rating category, without regard, in the case of a
6 long-term rating category, to any refinement or gradation of such long-term rating category by a
7 numerical modifier or otherwise.

8 “Registrar” means BOKF, N.A., as registrar and transfer agent for the Bonds, and any
9 successor.

10 “Regular Record Date” means the 15th day of the calendar month (whether or not a business
11 day) preceding each regularly scheduled interest payment date on the Bonds.

12 “Related Documents” means the Bond Purchase Agreement, the Continuing Disclosure
13 Undertaking (if applicable), the Intercept Agreement (if applicable), the Preliminary Official Statement
14 (if applicable), Official Statement (if applicable) and any other document or agreement containing an
15 obligation of the City as may be required in connection with the issuance of the Bonds.

16 “S&P” means S&P Global, its successors and their assigns, and, if such entity is dissolved or
17 liquidated or no longer performs the functions of a securities rating agency, any other nationally
18 recognized securities rating agency designated by the City.

19 “Sale Price” means the amount paid by the Purchaser for its purchase of the Bonds, set forth in
20 the Bond Purchase Agreement.

21 “Series 2017 Bond Fund” means the “City of Santa Fe Gasoline Tax / Subordinate Lien Gross
22 Receipts Tax Improvement Revenue Bonds, Series 2017, Bond Fund,” established in Section 17 of this
23 Ordinance.

24 “Series Date” means the date of issuance and delivery of the Bonds to the Purchaser.

25 “Special Record Date” means a special date fixed to determine the names and addresses of

1 registered owners of the Bonds for purposes of paying interest on a special interest payment date for
2 the payment of defaulted interest thereon, all as further provided in Section 5B hereof.

3 “State-Shared Gross Receipts Tax Revenues” means the revenues distributed to the City
4 monthly by the New Mexico Department of Taxation and Revenue pursuant to Sections 7-1-6 and 7-1-
5 6.4 NMSA 1978, at the rate authorized (currently 1.225% of the gross receipts of persons doing business
6 within the City) from the proceeds of a state-wide gross receipts tax imposed pursuant to Chapter 7,
7 Article 9, NMSA 1978.

8 “State-Shared Gross Receipts Tax Revenue Fund” means the “City of Santa Fe, New Mexico
9 State-Shared Gross Receipts Tax Revenue Fund” maintained by the City and continued in Section 17
10 of this Ordinance, into which the City shall deposit the State-Shared Gross Receipts Tax Revenues.

11 “Subordinate Lien Gross Receipts Tax Obligations” means the Bonds, the Series 2017 Taxable
12 Bonds, the Series 2016C Bonds, the Series 2016D Bonds, the Series 2013B Bonds, the Series 2012B
13 Bonds, the Series 2010B Bonds, the 2009 College Acquisition Finance Authority Loan, the 2008 Land
14 Acquisition Finance Authority Loan, any scheduled periodic payments (but not Exchange Termination
15 Payments) required to be made by the City pursuant to a Qualified Exchange Agreement, and any other
16 Obligations hereafter issued or incurred payable from the Pledged Gross Receipts Tax Revenues and
17 issued with a lien on the Pledged Gross Receipts Tax Revenues on parity with the lien thereon of the
18 Subordinate Lien Gross Receipts Tax Obligations.

19 “Superior Lien Gross Receipts Tax Obligations” means the Series 2016A Bonds, the Series
20 2016B Bonds, the Series 2014 Bonds, the Series 2013A Bonds, the Series 2012A Bonds, the Series
21 2008 Bonds, and any other Obligations hereafter issued or incurred payable from the Pledged Gross
22 Receipts Tax Revenues and issued with a lien on the Pledged Gross Receipts Tax Revenues prior and
23 superior to the lien thereon of the Bonds.

24 “Variable Exchange Rate” means a Variable Interest Rate payable by the City or a Qualified
25 Counterparty pursuant to a Qualified Exchange Agreement.

1 “Variable Interest Rate” means an interest rate which varies or fluctuates from time to time.

2 Any provision of this Ordinance regarding a Qualified Counterparty shall be deemed to be of
3 no effect if no Qualified Exchange Agreement is in effect or if a Qualified Counterparty is in default in
4 its obligations under a Qualified Exchange Agreement and no amount is due and owing under a
5 Qualified Exchange Agreement.

6 **Section 2. Ratification.** All action heretofore taken (not inconsistent with the express
7 provisions of this Ordinance) by the Governing Body and officers of the City directed toward the
8 Improvement Project, and toward the authorization, sale and issuance of the Bonds to the Purchaser
9 herein authorized, including, without limitation, the publication of a notice of public meeting and intent
10 to adopt this Ordinance authorizing issuance of the Bonds in an aggregate principal amount not to
11 exceed \$13,500,000 be, and the same hereby is ratified, approved and confirmed, notwithstanding any
12 inconsistent prior action.

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

17 **Section 4. Authorization of Bonds; Sale to Purchaser pursuant to Bond Purchase**
18 **Agreement.**

19 A. For the purpose of protecting the public health, conserving the property and
20 advancing the general welfare of the citizens of the City, and for the purpose of defraying the cost of
21 the Improvement Project, it is hereby declared that the interest and necessity of the City and the
22 inhabitants of the City require the issuance by the City of its fully registered (i.e., registered as to
23 payment of both principal and interest) revenue bonds without coupons to be designated "City of Santa
24 Fe Gasoline Tax / Subordinate Lien Gross Receipts Tax Improvement Revenue Bonds, Series 2017,"
25 in an aggregate principal amount not to exceed thirteen million five hundred thousand dollars

1 (\$13,500,000). The Bonds shall be payable and collectible, both as to principal and interest, solely
2 from the Pledged Revenues. The Bonds shall be sold by a private or negotiated sale to the Purchaser
3 at a sale price and upon the terms set forth in the Bond Purchase Agreement within the parameters set
4 forth below:

5 (1) The Bonds shall be issued for the Improvement Project and to pay the
6 costs of issuance of the Bonds.

7 (2) The maximum par amount of the Bonds shall not be more than
8 \$13,500,000.

9 (3) The final maturity of the Bonds shall be no later than June 1, 2030.

10 (4) The maximum interest rate on the Bonds shall be no greater than 12%
11 per annum.

12 (5) The Bond shall be payable solely from the Pledged Revenues.

13 (6) The Bonds shall be sold to the Purchaser pursuant to a private or
14 negotiated sale.

15 (7) The maximum sales price of the Bonds shall be not more than
16 \$14,000,000.

17 (8) The Purchasers' discount shall not exceed 1% of the aggregate
18 principal amount of the Bonds.

19 (9) The Bonds shall be in substantially the form set forth in this
20 Ordinance.

21 (10) The City hereby appoints BOKF, NA as the paying agent and registrar
22 for the Bonds.

23 B. The City Finance Director is hereby authorized pursuant to this Ordinance to
24 determine the Purchaser and the final terms of the Bonds as permitted by Section 6-14-10.2 NMSA
25 1978.

1 **Section 5. Bond Details.**

2 A. Basic Details. The Bonds shall be dated the date of their issuance and delivery
3 to the Purchaser (herein "Series Date"), and are issuable in the denomination of \$5,000 each or any
4 integral multiple thereof (provided that no Bond may be in a denomination which exceeds the principal
5 coming due on any maturity date and no individual Bond will be issued for more than one maturity).
6 The Bonds shall be numbered consecutively from 1 upwards.

7 The Bonds shall bear interest from the Series Date, payable semi-annually on June 1
8 and December 1 each year, commencing on December 1, 2018 or such other date as permitted by law
9 and determined by the Finance Director and set forth in the Bond Purchase Agreement, until their
10 respective maturities and shall bear the rates of interest and shall mature on June 1 in each of the
11 designated amounts and years as set forth in the Bond Purchase Agreement.

12 B. Payment-Regular Record Date. The principal of any Bond shall be payable to
13 the registered owner thereof as shown on the registration books kept by the Registrar which is hereby
14 appointed as registrar (and transfer agent) for the Bonds, upon maturity or prior redemption thereof and
15 upon presentation and surrender at the Paying Agent which also is hereby appointed as the paying agent
16 for the Bonds. If any Bond shall not be paid upon such presentation and surrender at or after maturity
17 or on a designated prior redemption date on which the City may have exercised its right to prior redeem
18 any Bond pursuant to Section 6 of this Ordinance, it shall continue to draw interest at the rate borne by
19 the Bond until the principal thereof is paid in full. Payment of interest on any Bond shall be made to
20 the registered owner of the Bond as of the Regular Record Date by check or draft mailed by the Paying
21 Agent, on or before each interest payment date (or, if such interest payment date is not a Business Day,
22 on or before the next succeeding Business Day), to the registered owner thereof on the Regular Record
23 Date at his address as it last appears on the registration books kept by the Registrar on the Regular
24 Record Date (or by such other arrangements as may be mutually agreed to by the Paying Agent and
25 any registered owner on such Regular Record Date). All such payments shall be made in lawful money

1 of the United States of America. The person in whose name any Bond is registered at the close of
2 business on any Regular Record Date with respect to any interest payment date shall be entitled to
3 receive the interest payable thereon on such interest payment date notwithstanding any transfer or
4 exchange thereof subsequent to such Regular Record Date and prior to such interest payment date; but
5 any such interest not so timely paid or duly provided for shall cease to be payable as provided above
6 and shall be payable to the person in whose name any Bond is registered at the close of business on a
7 Special Record Date fixed by the Registrar for the payment of any such defaulted interest. Such Special
8 Record Date shall be fixed by the Registrar whenever moneys become available for defaulted interest,
9 and notice of any such Special Record Date shall be given not less than ten days prior thereto in the
10 manner required by the Depository or by first-class mail, to the registered owners of the Bonds as of a
11 date selected by the Registrar, stating the Special Record Date and the date fixed for the payment of
12 such defaulted interest.

13 C. Book-Entry. The Bonds may be issued or registered, in whole or in part, in
14 book-entry form from time to time with no physical distribution of bond certificates made to the public,
15 with a Depository acting as securities depository for the Bonds. A single certificate for each maturity
16 date of the Bonds issued in book-entry form will be delivered to the Depository and immobilized in its
17 custody. The book-entry system will evidence ownership of the Bonds in authorized denominations,
18 with transfer of ownership effected on the books of the Depository and its participants (“Participants”).
19 As a condition to delivery of the Bonds in book-entry form, the Purchaser will, immediately after
20 acceptance of delivery thereof, deposit, or cause to be deposited, the Bond certificates with the
21 Depository, registered in the name of the Depository or its nominee. Principal and interest will be paid
22 to the Depository or its nominee as the registered owner of the Bonds. The transfer of principal and
23 interest payments to Participants will be the responsibility of the Depository; the transfer of principal
24 and interest payments to the beneficial owners of the Bonds (the “Beneficial Owners”) will be the
25 responsibility of Participants and other nominees of Beneficial Owners maintaining a relationship with

1 Participants (the “Indirect Participants”). The City will not be responsible or liable for maintaining,
2 supervising or reviewing the records maintained by the Depository, Participants or Indirect Participants.

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

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

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

21 **Section 6. Redemption.**

22 A. Optional Redemption. The Bonds may be subject to prior redemption at the
23 City’s option in one or more units of principal of \$5,000 on at the price and on the dates established in
24 the Bond Purchase Agreement. Redemption shall be made upon prior notice mailed to each registered
25 owner of each bond selected for redemption as shown on the registration books kept by the Registrar

1 in the manner and upon the conditions provided in the Bond Ordinance.

2 B. Notice by City. At least 45 days prior to any date selected by the City for
3 optional redemption of any of the Bonds, the City shall give written instructions to the Registrar with
4 respect to the optional redemption. The Registrar shall not be required to give notice of any optional
5 redemption unless the Registrar has received written instructions from the City in regard thereto at least
6 45 days prior to such redemption date (unless such deadline is waived by the Registrar). Additionally,
7 notice of optional redemption shall be given by the City by sending a copy of such notice by first-class,
8 postage prepaid mail, not less than thirty days prior to the optional redemption date to the Paying Agent,
9 if the Registrar is not the Paying Agent.

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

17 D. Other Redemption Details. The notice required by paragraph C of this Section
18 shall specify the number or numbers of the Bond or Bonds or portions thereof to be so redeemed (if
19 less than all are to be redeemed); and all notices required by this Section shall specify the date fixed for
20 redemption, and shall further state that on such redemption date there will become and be due and
21 payable upon each \$5,000 unit of principal so to be redeemed at the Paying Agent the principal thereof,
22 accrued interest, if any, to the redemption date, and the applicable prior redemption premium thereon
23 (if any), and that from and after such date interest will cease to accrue. Accrued interest to the
24 redemption date will be paid by check or draft mailed to the registered owner (or by alternative means if
25 so agreed to by the Paying Agent and the registered owner). Notice having been given in the manner

1 hereinbefore provided, the Bond or Bonds so called for redemption shall become due and payable on
2 the redemption date so designated; and upon presentation thereof at the Paying Agent, the City will pay
3 the Bond or Bonds so called for redemption and the applicable prior redemption premium (if any). In
4 the event that only a portion of the principal amount of a Bond is so redeemed, a new Bond representing
5 the unredeemed principal shall be duly completed, authenticated and delivered by the Registrar to the
6 registered owner pursuant to Section 9 of this Ordinance and without charge to the registered owner
7 thereof. The Registrar and Paying Agent shall comply with any other terms regarding redemption and
8 notice of redemption as required by any applicable agreement with a Depository.

9 E. Conditional Redemption. If money or Government Obligations sufficient to
10 pay the redemption price of the Bonds to be called for redemption are not on deposit with the Paying
11 Agent prior to the giving of notice of redemption pursuant to Paragraph D of this Section 6, such notice
12 shall state such Bonds will be redeemed in whole or in part on the redemption date in a principal amount
13 equal to that part of the redemption price received by the Paying Agent on the applicable redemption
14 date. If the full amount of the redemption price is not received as set forth in the preceding sentence,
15 the notice shall be effective only for those Bonds for which the redemption price is on deposit with the
16 Paying Agent. If all Bonds called for redemption cannot be redeemed, the Bonds to be redeemed shall
17 be selected in a manner deemed reasonable and fair by the City and the Registrar shall give notice, in
18 the manner in which the original notice of redemption was given, that such money was not received
19 and the information required by paragraph E of this Section. In that event, the Registrar shall promptly
20 return to the Owners thereof the Bonds or certificates which it has received evidencing the part thereof
21 which have not been redeemed.

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

1 **Section 8. Execution.**

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

7 B. Method of Execution. Each Bond of the issue shall be signed and executed by
8 the facsimile or manual signature of the Mayor under facsimile or manual imprint of the seal of the
9 City, which shall be printed, stamped, engraved or otherwise placed thereon; each Bond shall be
10 executed and attested with the facsimile or manual signature of the City Clerk; and each Bond shall be
11 authenticated by the manual signature by an Authorized Officer of the Registrar as hereafter provided.
12 The Bonds bearing the facsimile or manual signature of the officers in office at the time of the
13 authorization thereof shall be the valid and binding obligations of the City (subject to the requirement
14 of authentication by the Registrar as hereinafter provided) notwithstanding that before the delivery
15 thereof and payment therefor, or before the issuance thereof upon transfer or exchange, any or all of
16 the persons whose facsimile signatures appear thereon shall have ceased to fill their respective offices.
17 The Mayor and City Clerk of the City shall, by the execution of a signature certificate pertaining to the
18 Bonds, adopt as and for their respective signatures the facsimiles thereof appearing on the Bonds; and,
19 at the time of the execution of the signature certificate, the Mayor and City Clerk may each adopt as
20 and for his or her facsimile signature the facsimile signature of his or her predecessor in office in the
21 event that such facsimile signature appears upon any of the Bonds.

22 C. Certificate of Authentication. No Bond shall be valid or obligatory for any
23 purpose unless the certificate of authentication, substantially in the form hereinafter provided, has been
24 duly executed by the Registrar. The Registrar's certificate of authentication shall be deemed to have
25 been duly executed by it if manually signed by an Authorized Officer of the Registrar, but it shall not

1 be necessary that the same officer sign the certificate of authentication on all of the Bonds issued under
2 this Ordinance.

3 **Section 9. Provisions Relating to Registration, Transfer, Replacement and**
4 **Cancellation of and Registration Records for the Bonds.**

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

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

24 C. Payment - Registered Owners. The person in whose name any Bond is
25 registered on the registration books kept by the Registrar shall be deemed and regarded as the absolute

1 owner thereof for the purpose of making payment thereof and for all other purposes except as may
2 otherwise be provided with respect to payment of defaulted interest as provided in Section 5B of this
3 Ordinance; and payment of or on account of either principal or interest on any Bond shall be made only
4 to or upon the written order of the registered owner thereof or his legal representative, but such
5 registration may be changed upon transfer of such Bond in the manner and subject to the conditions
6 and limitations provided in this Ordinance. All such payments shall be valid and effectual to discharge
7 the liability upon the Bond to the extent of the sum or sums so paid.

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

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

17 F. Cancellation of Bonds. Whenever any Bond shall be surrendered to the Paying
18 Agent upon payment of the Bond, or to the Registrar for transfer, exchange or replacement as provided
19 in this Ordinance, the Bond shall be promptly canceled by the Paying Agent or Registrar, and
20 counterparts of a certificate of such cancellation shall be furnished by the Paying Agent or Registrar to
21 the City.

22 **Section 10. Successor Registrar or Paying Agent**. If the Registrar or Paying Agent
23 initially appointed under this Ordinance shall resign or is prohibited by law from continuing as Registrar
24 or Paying Agent, or if the City shall reasonably determine that the Registrar or Paying Agent has
25 become incapable of fulfilling its duties under this Ordinance, the City may, upon notice mailed to each

1 registered owner of Bonds at the address last shown on the registration books, appoint a successor
2 Registrar or Paying Agent, or both. Every such successor Registrar or Paying Agent shall be a bank or
3 trust company located in and in good standing in the United States and having a shareholder's equity
4 (e.g., capital stock, surplus and undivided profits), however denominated, not less than \$50,000,000. It
5 shall not be required that the same institution serve as both Registrar and Paying Agent hereunder, but
6 the City shall have the right to have the same institution serve as both Registrar and Paying Agent
7 hereunder.

8 **Section 11. Special Limited Obligations.** The Bonds and all payments of principal and
9 interest thereon, (whether at maturity or on a redemption date) and the obligations of the City for all
10 other payments, fees, costs, interest and expenses of the City under this Ordinance and under the Related
11 Documents, including all payments due from the City under a Qualified Exchange Agreement, shall be
12 special limited obligations of the City. The principal of and interest on the Bonds and all obligations
13 of the City under the Related Documents shall be payable solely from the Pledged Revenues after
14 payment of any superior Obligations (and in the case of Exchange Termination Payments, after
15 payment of the Bonds and any Parity Subordinate Obligations), which revenues are hereby pledged.

16 Owners of the Bonds and other parties to the Related Documents, including a Qualified
17 Counterparty, may not look to any general or other fund of the City for the payment of the principal of
18 or interest on, or the fees, costs and expenses relating to, such obligations, except the designated special
19 funds pledged therefor. Neither the Bonds nor the obligations of the City under the Related Documents
20 shall constitute an indebtedness of the City within the meaning of any constitutional, charter or statutory
21 prohibition or limitation, nor shall they be considered or held to be general obligations of the City, and
22 the Bonds, any Related Document and any Qualified Exchange Agreement shall recite that they are
23 payable and collectable solely out of the Pledged Revenues (and in the case of Exchange Termination
24 Payments, after payment of Parity Subordinate Obligations and Subordinate Obligations), and from the
25 other sources stated in this Section, and that the Owners of the Bonds, any other party or a Qualified

1 Counterparty may not look to any general or other municipal fund for the payment of the principal or
2 interest, as applicable, on the Bonds or for the payment of any amounts owed under the Related
3 Documents.

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

7 **Section 12. Form of Bonds, Certificate of Authentication and Assignment.**

8 The Bonds, Registrar's Certificate of Authentication and Form of Assignment shall be in
9 substantially the form set forth in this Section, with such changes therein as are not inconsistent with
10 this ordinance.

11 (Form of Series 2017 Bond)

12 UNITED STATES OF AMERICA

13 COUNTY OF SANTA FE

14 STATE OF NEW MEXICO

15 No. _____

16 \$ _____

17 CITY OF SANTA FE

18 GASOLINE TAX / SUBORDINATE LIEN GROSS RECEIPTS TAX

19 IMPROVEMENT REVENUE BOND,

20 SERIES 2017

21 **[REMAINDER OF PAGE LEFT BLANK INTENTIONALLY]**

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<u>INTEREST RATE</u>	<u>MATURITY DATE</u>	<u>SERIES DATE</u>	<u>CUSIP</u>
____ % per annum	June 1, ____	____, 2017	

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 (unless this bond, if subject to prior redemption, shall have been called for prior redemption in which case on such redemption date), upon the presentation and surrender hereof at BOKF, NA, 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. _____, adopted November 8, 2017, 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, NA, 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

1 registered owner hereof, interest on such sum in lawful money of the United States of America from
2 the Series Date specified above or the most recent interest payment date to which interest has been fully
3 paid or duly provided for in full (as more fully provided in the Bond Ordinance) until maturity at the
4 per annum Interest Rate specified above, payable on December 1, 2018 and semiannually thereafter on
5 June 1 and December 1 in each year. Any such interest not so timely paid or duly provided for shall
6 cease to be payable to the registered owner as of the Regular Record Date and shall be payable to the
7 registered owner as of a Special Record Date (as defined in the Bond Ordinance), as further provided
8 in the Bond Ordinance. If upon presentation and surrender to the Paying Agent at or after maturity or
9 on a designated prior redemption date on which the City may have exercised its right to prior redeem
10 this bond pursuant to the Bond Ordinance, payment of this bond is not made as herein provided, interest
11 hereon shall continue at the rate herein designated until the principal hereof is paid in full. If the Bonds
12 are issued in book-entry only form, an authorized officer of the City and the applicable securities
13 depository ("Depository") may make other arrangements for the payments on the Bonds.

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

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

24 The bonds of the series of which this is one are fully registered (i.e., registered as to payment
25 of both principal and interest), and are issuable in the denomination of \$5,000 or any denomination

1 | which is an integral multiple of \$5,000 (provided that no bond may be in a denomination which exceeds
2 | the principal coming due on any maturity date and no individual bond will be issued for more than one
3 | maturity). Upon surrender of any of such bonds at the Registrar with a written instrument satisfactory
4 | to the Registrar duly executed by the registered owner or his duly authorized attorney, such bond may,
5 | at the option of the registered owner or his duly authorized attorney, be exchanged for an equal
6 | aggregate principal amount of such bonds of the same maturity of other authorized denominations,
7 | subject to such terms and conditions as set forth in the Bond Ordinance.

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

16 | This bond is one of a series of bonds designated "City of Santa Fe Gasoline Tax / Subordinate
17 | Lien Gross Receipts Tax Improvement Revenue Bonds, Series 2017," of like tenor and date, except as
18 | to interest rate, number and maturity, authorized for the purpose of constructing, reconstructing,
19 | resurfacing, maintaining, acquiring rights of way, repairing and otherwise improving municipal alleys,
20 | streets, public roads and bridges or any combination of the foregoing purposes (collectively, the
21 | "Project"), as set forth in the Bond Ordinance.

22 | This bond is issued pursuant to and in strict compliance with the Constitution and laws of the
23 | State of New Mexico.

24 | This bond does not constitute an indebtedness of the City within the meaning of any
25 | constitutional or statutory provision or limitation, shall not be considered or be held to be a general

1 obligation of the City, and is payable and collectible solely out of the City's Pledged Gasoline Tax
2 Revenues and a subordinate lien on the Pledged Gross Receipts Tax Revenues pursuant to the Bond
3 Ordinance, which revenues are so pledged; and the holder of this bond may not look to any general or
4 other fund for the payment of the principal and interest on this obligation, except the special funds
5 pledged therefor. Payment of the bonds of the series of which this bond is one and the interest thereon
6 shall be made solely from, and is secured by (1) a first lien, but not an exclusive first lien, on the
7 Municipal Gasoline Tax Revenue Fund and the General Gasoline Tax Revenue Fund (collectively, the
8 "Pledged Gasoline Tax Revenues") and (2) a subordinate lien, but not an exclusive subordinate lien on
9 the "One-Half Percent Gross Receipts Tax Revenue Fund," the "Infrastructure Gross Receipts Tax
10 Revenue Fund" and the "State-Shared Gross Receipts Tax Revenue Fund" (collectively, the "Pledged
11 Gross Receipts Tax Revenues", and, together with the Pledged Gasoline Tax Revenues, the "Pledged
12 Revenues") into which the City covenants to pay the Pledged Revenues, concurrently with debt service
13 payments for outstanding parity bonds, sums sufficient to pay when due the principal of and the interest
14 on the bonds of the series of which this bond is one. For a description of the funds, the nature and
15 extent of the security afforded thereby for the payment of the principal of and interest on the bonds,
16 and other details concerning the bonds, reference is made to the Bond Ordinance. Additional bonds
17 and other obligations, in addition to the series of which this bond is one, may be issued and made
18 payable from (1) the City's Pledged Gasoline Revenues having a lien thereon on a parity with, or junior
19 to the lien of the bonds of the series of which this bond is one, in accordance with the provisions of the
20 Bond Ordinance and (2) the City's Pledged Gross Receipts Tax Revenues having a lien thereon on a
21 parity with, superior to, or junior to the lien of the bonds of the series of which this bond is one, in
22 accordance with the provisions of the Bond Ordinance and the ordinances authorizing the issuance of
23 the outstanding Superior Lien Gross Receipts Tax Obligations and outstanding Subordinate Lien Gross
24 Receipts Tax Obligation, as applicable.

25 The City covenants and agrees with the registered owner of this bond and with each and every

1 person who may become the registered owner hereof that it will keep and perform all of the covenants
2 of the Bond Ordinance.

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

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

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

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

18 PASSED APPROVED and ADOPTED this 8th day of November, 2017.

19
20 _____
21 JAVIER M. GONZALES, MAYOR

22 ATTEST:

23
24 _____
25 YOLANDA Y. VIGIL, CITY CLERK

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(Form of Registrar's Certificate of Authentication)

REGISTRAR'S CERTIFICATE OF AUTHENTICATION

Date of Authentication: ____, 2017

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

BOKF, NA,

Albuquerque, New Mexico, as Registrar

By _____

Authorized Officer

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

(Form of Assignment)

ASSIGNMENT

For value received, _____ hereby sells, assigns and transfers unto _____ the within bond and hereby irrevocably constitutes and appoints _____ attorney, to transfer the same on the books of the Registrar, with full power of substitution in the premises.

Signature Guaranteed:

Name and Address of Transferee

Dated: _____

Social Security Number or other

Tax Identification Number

1 (End of Form of Assignment)

2 (End of Form of Series 2017 Bond)

3 **Section 13. Period of Project's Usefulness.** It is hereby determined and recited that the
4 useful life of the Improvement Project financed with proceeds of the Bonds is not less than the final
5 maturity date of the Bonds.

6 **Section 14. Delivery of Bonds and Initial Registration.** When the Bonds have been duly
7 executed, authenticated, registered and sold, the City Finance Director shall deliver them to the
8 Purchaser on receipt of the agreed purchase price. The Registrar shall initially register the Bonds in
9 the name of the Purchaser.

10 **Section 15. Approval and Execution of Documents and Delegated Authority.**

11 A. **Approval of Documents; Ratification.** The form, terms and provisions of the
12 Bond Purchase Agreement between the City and the Purchaser, Intercept Agreement (if any), in
13 substantially the forms presented at this meeting, are in all respects approved, authorized and
14 confirmed, with such changes therein not inconsistent with this Ordinance as the Authorized Officers
15 of the City deem necessary or desirable. If it is determined by the Finance Director that a negotiated
16 sale of the Bonds is in the best interest of the City, the forms of the Preliminary Official Statement and
17 Official Statement will, prior to distribution, be submitted to the Council for its review.

18 B. **Delegated Authority and Execution of Documents.** The officers, agents and
19 employees of the City are authorized, empowered and directed to take all action required by this
20 Ordinance, and all such other action as may be necessary or appropriate to effectuate the provisions of
21 this Ordinance, the Related Documents and any other documents as may be necessary or appropriate to
22 carry out and comply with the provisions of this Ordinance. The City Finance Director is hereby
23 authorized pursuant to this Ordinance to determine the Purchaser and final terms of the Bonds within
24 the parameters set forth herein as permitted by Section 6-14-10.2 NMSA 1978.

25 **Section 16. Use of Bond Proceeds; Purchaser Not Responsible.** Except as herein

1 otherwise specifically provided in this Ordinance, the proceeds from the sale of the Bonds shall be used
2 and paid solely for the valid costs of the Improvement Project.

3 A. Acquisition Account. An amount of proceeds received from the sale of the
4 Bonds shall be deposited in the Acquisition Account held by the trustee for the Purchaser and used to
5 pay the costs of the Improvement Project.

6 B. Payment of Costs of Issuance. An amount of proceeds received from the sale
7 of the Bonds shall be used to pay Costs of Issuance, and to the extent not needed to pay Costs of
8 Issuance, shall be deposited in the Series 2017 Bond Fund, as applicable.

9 C. Project Completion. As soon as practicable after completion of the
10 Improvement Project, and in any event not more than 60 days after completion of the Improvement
11 Project, any proceeds remaining unspent (other than any amount retained by the City for any
12 Improvement Project costs not then due and payable) shall be transferred and deposited in the Debt
13 Service Fund and used by the City to pay principal and interest on the Bonds as same become due.

14 D. Purchaser Not Responsible. The validity of the Bonds is not dependent on nor
15 affected by the validity or regularity of any proceedings related to the completion of the Improvement
16 Project as defined in this Ordinance. The Purchaser of the Bonds, and any subsequent owner of any
17 Bonds, shall in no manner be responsible for the application or disposal by the City or by any officer
18 or any employee or other agent of the City of the moneys derived from the sale of the Bonds or of any
19 other moneys designated in this Ordinance.

20 **Section 17. Establishment and Continuance of Funds and Accounts.** The City hereby
21 creates, or continues, as applicable, the following special and separate trust funds:

22 A. Acquisition Account. The Acquisition Account to be maintained by the City
23 or the Trustee for the Purchaser (if any) is hereby created for the deposit of a portion of the proceeds of
24 the Bonds for the Improvement Project.

25 B. Gasoline Tax Revenue Fund. The "City of Santa Fe, New Mexico Gasoline

1 Tax Revenue Fund” is hereby created to be maintained by the City for the deposit of the Pledged
2 Gasoline Tax Revenues.

3 C. State-Shared Gross Receipts Tax Revenue Fund. The “City of Santa Fe, New
4 Mexico State-Shared Gross Receipts Tax Revenue Account of the General Fund of the City,” is hereby
5 continued to be maintained by the City and deposited in an Insured Bank, into which the City shall
6 deposit the State-Shared Gross Receipts Tax Revenues.

7 D. One-Half Percent Municipal Gross Receipts Tax Revenue Fund. The “City of
8 Santa Fe, New Mexico One-Half Percent Municipal Gross Receipts Tax Revenue Fund,” is hereby
9 continued to be maintained by the City and deposited in an Insured Bank, into which the City shall
10 deposit the One-Half Percent Municipal Gross Receipts Tax Revenues.

11 E. Infrastructure Gross Receipts Tax Revenue Fund. The “City of Santa Fe, New
12 Mexico Infrastructure Gross Receipts Tax Revenue Fund,” is hereby continued to be maintained by the
13 City and deposited in an Insured Bank, into which the City shall deposit the Infrastructure Gross
14 Receipts Tax Revenues.

15 F. Environmental Services Gross Receipts Tax Revenue Fund. The “City of
16 Santa Fe, New Mexico Environmental Services Gross Receipts Tax Revenue Fund,” is hereby
17 continued to be maintained by the City and deposited in an Insured Bank, into which the City shall
18 deposit the Environmental Services Gross Receipts Tax Revenues.

19 G. Series 2017 Bond Fund. The “City of Santa Fe Gasoline Tax / Subordinate
20 Lien Gross Receipts Tax Improvement Revenue Bonds, Series 2017, Bond Service Fund” is hereby
21 created to be maintained by the City and deposited in an Insured Bank.

22 **Section 18. Administration of Pledged Gasoline Tax Revenue Fund and Pledged**
23 **Gross Receipts Tax Revenue Fund.**

24 So long as any Bonds are outstanding, the Pledged Gasoline Tax Revenues shall, immediately
25 upon receipt thereof by the City, be set aside and deposited into the Pledged Gasoline Tax Revenue

1 Fund. All money deposited into the Pledged Gasoline Tax Revenue Fund shall be held separate and
2 apart from the City's general fund and applied only in accordance with the provisions of this ordinance
3 and any other City ordinance authorizing the issuance of Obligations payable from the Pledged
4 Gasoline Tax Revenues.

5 So long as any Bonds are outstanding, the Pledged Gross Receipts Tax Revenues shall,
6 immediately upon receipt thereof by the City, be set aside and deposited into the proper funds for each
7 component of the Pledged Gross Receipts Tax Revenues. All money deposited into such funds shall be
8 held separate and apart from the City's general fund and applied only in accordance with the provisions
9 of this ordinance and any other City ordinance authorizing the issuance of outstanding Obligations
10 payable from the Pledged Gross Receipts Tax Revenues.

11 So long as any of the Bonds shall be outstanding, either as to principal or interest or both, the
12 following payments shall be made monthly from the Pledged Revenues:

13 A. Bond Service Fund Payments. First, as a first charge on the Pledged Gasoline
14 Tax Revenues, on a parity with any Parity Gasoline Tax Obligations now outstanding or hereafter
15 issued, the amounts necessary to pay the Debt Service Requirements on the Bonds, or to fund any
16 reserve account as required by the terms of any ordinance authorizing the issuance of Parity Gasoline
17 Tax Obligations, shall be withdrawn first from the Pledged Gasoline Tax Revenue Fund and credited
18 to the Bond Fund:

19 (1) Interest Payments. Monthly, commencing on the first day of the first
20 month following the delivery of the Bonds, an amount in equal monthly installments necessary, together
21 with any moneys therein and available therefor, to pay the next maturing installment of interest on the
22 Bonds then outstanding and monthly thereafter commencing on each interest payment date, one-sixth
23 (1/6th) of the amount necessary to pay the next maturing installment of interest on the outstanding
24 Bonds, and

25 (2) Principal Payments. Monthly, commencing on the first day of the first

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

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

12 If prior to any interest payment date or principal payment date, the Pledged Gasoline Tax
13 Revenues are insufficient to make the payments set forth in subparagraphs A(1) and A(2) of this Section
14 18, and so long as any of the Bonds shall be outstanding, either as to principal or interest or both, after
15 payment of the Debt Service Requirements on the outstanding Superior Lien Gross Receipts Tax
16 Obligations and on a parity with the outstanding Subordinate Lien Gross Receipts Tax Obligations,
17 there shall be withdrawn and credited to the Bond Fund such amounts needed to pay the Debt Service
18 Requirements on the Bonds in the following order: first from the One-Half Percent Municipal Gross
19 Receipts Tax Revenue Fund, then from the Infrastructure Gross Receipts Tax Revenue Fund if the
20 moneys in the One-Half Percent Municipal Gross Receipts Tax Revenue Fund are not sufficient, and,
21 if such moneys are still insufficient, then from the State-Shared Gross Receipts Tax Revenue Fund
22 (unless the City determines that such amounts shall be withdrawn from such funds in some other order).

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

25 C. Termination Upon Deposits to Maturity. No payment need be made into the

1 Series 2017 Bond Fund if the amount in such fund totals a sum at least equal to the entire amount of
2 the 2017 Bonds then outstanding, both as to principal and interest to their respective maturities, and
3 both accrued and not accrued, in which case, moneys in the Series 2017 Bond Fund in an amount at
4 least equal to such principal and interest requirements shall be used solely to pay such as the same
5 accrue and any moneys in excess thereof in the Series 2017 Bond Fund and any other moneys derived
6 from the Pledged Revenues may be used in any lawful manner determined by the City.

7 D. Defraying Delinquencies in the Series 2017 Bond Fund; Use of Moneys in the
8 Series 2017 Bond Fund. If, in any month, amounts in the Gasoline Tax Revenue Fund are insufficient
9 to make the payments into the Series 2017 Bond Fund required by subparagraphs A(1) and A(2),
10 amounts shall be withdrawn from the Pledged Gross Receipts Tax Revenue Fund after payment of the
11 Superior Lien Gross Receipts Tax Obligations and on a parity with the outstanding Subordinate Lien
12 Gross Receipts Tax Obligations: first from the One-Half Percent Municipal Gross Receipts Tax
13 Revenue Fund, and if the amounts available therein are insufficient to make the payments into the
14 Series 2017 Bond Fund required by subparagraphs A(1) and A(2) of this Section 18, then from the
15 Infrastructure Gross Receipts Tax Revenue Fund, and then from the State-Shared Gross Receipts Tax
16 Revenue Fund, and deposited in the Series 2017 Bond Fund the additional amounts necessary to make
17 the payments into the Series 2017 Bond Fund required by Paragraph A of this Section 18. The moneys
18 in the Series 2017 Bond Fund shall be used solely and only for the purpose of paying the principal of
19 and the interest on the Bonds issued under this Ordinance; provided, however, that any moneys in the
20 Series 2017 Bond Fund in excess of accrued and unaccrued principal and interest requirements to the
21 respective maturities of the outstanding Bonds may be used in any lawful manner.

22 E. Payment of Additional Obligations and Qualified Exchange Agreements.
23 Either prior to, concurrently with or subsequent to the payments required by Paragraph A of this Section
24 18, depending upon whether the additional Obligations are Parity Gasoline Tax Obligations, Superior
25 Lien Gross Receipts Tax Obligations or Parity Subordinate Lien Gross Receipts Tax Obligations or

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

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

19 (2) Reimbursement of any reserve fund Credit Facility obtained for any
20 issue of parity Subordinate Lien Gross Receipts Tax Obligations; and

21 (3) Cash deposits to any required reserve fund established with respect to
22 any issue of parity Subordinate Lien Gross Receipts Tax Obligations.

23 Each payment of Debt Service Requirements on parity Subordinate Lien Gross
24 Receipts Tax Obligations shall be transferred to the Paying Agent for payment of parity Subordinate
25 Lien Gross Receipts Tax Obligations, or directly to a Qualified Counterparty, bond insurer, reserve

1 account insurer or guarantor or other provider of a Credit Facility entitled to receive payments on parity
2 Subordinate Lien Gross Receipts Tax Obligations, on or before the due date of such payment.

3 F. Payment of Expenses and Certain Obligations which are not parity
4 Subordinate Lien Gross Receipts Tax Obligations. After and subject to the payments required, and
5 provisions contained in, any of the preceding paragraphs of this Section, any remaining Pledged Gross
6 Receipts Tax Revenues shall be used, to the extent necessary, for payment of: (i) any other amounts,
7 expenses, fees and interest owed by the City relating to the issuance, delivery, servicing, payment,
8 redemption and refunding of parity Subordinate Lien Gross Receipts Tax Obligations and (ii) other
9 Obligations relating to parity Subordinate Lien Gross Receipts Obligations owed by the City pursuant
10 to the Related Documents, any Qualified Exchange Agreement (excluding Exchange Termination
11 Payments), bond insurance policy, reserve fund insurance policy or similar documents which are not
12 payable pursuant to any other prior paragraph of this Section.

13 G. Rebate Fund. There is hereby created a separate account to be known as the
14 "City of Santa Fe, New Mexico Gasoline Tax / Subordinate Lien Gross Receipts Tax Improvement
15 Revenue Bonds, Series 2017, Rebate Fund" (the "Rebate Fund"), to be held by the City. All of the
16 amounts on deposit in the accounts created and established by this ordinance and all amounts pledged
17 to the payment of debt service for the Bonds shall be invested in compliance with the requirements of
18 Section 25J of this ordinance. There shall be transferred into the Rebate Fund from the Pledged
19 Revenues, such amounts as are required to be deposited therein to meet the City's obligations under the
20 covenant contained in Section 25J of this Ordinance, in accordance with Section 148(f) of the Internal
21 Revenue Code of 1986, as amended (the "Tax Code"). Amounts on deposit in the Rebate Fund shall
22 not be subject to the lien and pledge of this ordinance to the extent such amounts are required to be paid
23 to the United States Treasury. The City hereby finds and determines that payment to the United States
24 in an amount equal to interest and other gain from the investment of moneys accumulated in the Bond
25 Fund and any other account into which Pledged Revenues are transferred, to the extent such interest or

1 other gain is subject to the rebate requirements of Section 148(f) of the Tax Code, shall be subject to a
2 lien thereon in favor of the United States Treasury and pledged to the United States Treasury for the
3 benefit of the owners of the Bonds from time to time. From time to time, if the City determines that
4 there is on deposit in the Rebate Fund more money than is needed to satisfy the rebate obligation, then
5 such excess shall be transferred and credited to the Bond Fund and used to pay Debt Service
6 Requirements.

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

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

22 **Section 19. General Administration of Funds.** The funds and accounts designated in
23 Sections 16 through 18 of this Ordinance shall be administered as follows:

24 A. Investment of Money. Any moneys in any fund designated in Sections 16
25 through 18 may be invested in any Permitted Investments. The obligations so purchased as an

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

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

17 **Section 20. First Lien on Pledged Gasoline Tax Revenues; Subordinate Lien on**
18 **Pledged Gross Receipts Tax Revenues.** The Pledged Revenues and the amounts and securities on
19 deposit in the Bond Fund, and the proceeds thereof, are hereby authorized to be pledged to, and are
20 hereby pledged, and the City grants a security interest therein, for the payment of the principal of and
21 interest on the Bonds, subject to the uses thereof permitted by, and the priorities set forth in, this
22 Ordinance. The Bonds constitute an irrevocable first lien (but not an exclusive first lien) on the Pledged
23 Gasoline Tax Revenues and a subordinate lien (but not an exclusive subordinate lien) on the Pledged
24 Gross Receipts Tax Revenues subordinate to the lien thereon of Superior Lien Gross Receipts Tax
25 Obligations, and co-equal with the lien thereon of the outstanding Subordinate Lien Gross Receipts Tax

1 Obligations.

2 **Section 21. Additional Obligations.**

3 A. Limitations Upon Issuance of Additional Superior Lien Gross Receipts Tax
4 Obligations and Subordinate Lien Gross Receipts Tax Obligations. No provision of this Ordinance
5 shall be construed in such a manner as to prevent the issuance by the City of additional Obligations
6 payable from Pledged Gross Receipts Tax Revenues and constituting a lien upon such revenues prior
7 and superior to the lien of the Bonds on Pledged Gross Receipts Tax Revenues. Before any additional
8 Superior Lien Gross Receipts Tax Obligations are issued or Obligations refunding outstanding Superior
9 Lien Gross Receipts Tax Obligations, the conditions set forth in the ordinances authorizing the issuance
10 of the outstanding Superior Lien Gross Receipts Tax Obligations or refunding Superior Lien Gross
11 Receipts Tax Obligations, as applicable, must be satisfied.

12 Before any additional parity Subordinate Lien Gross Receipts Tax Obligations are actually
13 issued (excluding refunding bonds the proceeds of which are used to refund parity Subordinate Lien
14 Gross Receipts Tax Obligations as provided in Section 23, but including parity Subordinate Lien Gross
15 Receipts Tax Obligations which are refunding bonds which refund subordinate obligations), the
16 following conditions shall be met:

17 (1) The parity Subordinate Lien Gross Receipts Tax Obligations must be
18 Gross Receipts Tax Obligations; and

19 (2) The City shall then be current in all of the deposits required to be made
20 with respect to the parity Subordinate Lien Gross Receipts Tax Obligations (including, if applicable,
21 any obligation to fund any reserve account required by the terms of any ordinance authorizing the
22 issuance of any such Obligations); and

23 (3) (a) No additional parity Subordinate Lien Gross Receipts Tax
24 Obligations shall be issued unless the Pledged Gross Receipts Tax Revenues for the Historic Test
25 Period shall have been sufficient to pay an amount representing two hundred percent (200%) of the

1 combined maximum annual Debt Service Requirements coming due in any subsequent Fiscal Year on
2 the then outstanding Superior Lien Gross Receipts Tax Obligations, outstanding parity Subordinate
3 Lien Gross Receipts Tax Obligations and the parity Subordinate Lien Gross Receipts Tax Obligations
4 proposed to be issued (excluding the accumulation of any reserves therefor); and

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

16 B. Super Subordinate Gross Receipts Tax Obligations Permitted; Certain
17 Obligations Prohibited. No provision of this Ordinance shall be construed in such a manner as to
18 prevent the issuance by the City of additional Gross Receipts Tax Obligations payable from the Pledged
19 Gross Receipts Tax Revenues with a lien on Pledged Gross Receipts Tax Revenues subordinate and
20 junior to the lien of the Bonds thereon, nor to prevent the issuance of Gross Receipts Tax Obligations
21 refunding all or part of the Bonds as permitted by Section 23.

22 C. Variable Interest Rate. In making the computations required by this Section
23 21, Section 22 and Section 23, Obligations which bear a Variable Interest Rate shall be deemed to bear
24 interest at the maximum rate permitted for those Obligations.

25 D. Certificate of City Finance Director. A written certificate or opinion of the

1 City Finance Director that the Pledged Revenues for the applicable Historic Test Period are sufficient
2 to pay the amounts required in this Section 21 shall be required in making a determination that the
3 requirements set forth in this Section have been satisfied and shall be conclusively presumed to be
4 accurate in determining that such requirements have been satisfied.

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

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

1 F. Put Obligations. In making the computations required by this Section 21,
2 Section 22 and Section 23, the principal amount of any Put Obligations to be outstanding in the Fiscal
3 Year when the combined maximum annual Debt Service Requirements come due shall be excluded
4 from the maximum annual Debt Service Requirements only if the Credit Facility providing liquidity or
5 standby purchase support for Put Obligations is rated, on the date the computations are made, "A" or
6 better by Fitch or S&P (if such rating agencies are then rating the Bonds). If there is no Credit Facility
7 for the Put Obligations or the rating requirement for the Credit Facility set forth in the preceding
8 sentence is not satisfied, the principal amount of the Put Obligations to be outstanding in the Fiscal
9 Year when combined maximum annual Debt Service Requirements come due shall be considered in
10 computing maximum annual Debt Service Requirements.

11 **Section 22. Additional Parity Gasoline Tax Obligations.**

12 A. Limitations Upon Issuance of Additional Parity Gasoline Tax Obligations. No
13 provision of this ordinance shall be construed in such a manner as to prevent the issuance by the City
14 of additional Obligations payable from Pledged Gasoline Tax Revenues and constituting a lien upon
15 such revenues on a parity with the lien of the Bonds. Before any additional parity Gasoline Tax
16 Revenue Obligations are actually issued, it must be determined that:

17 (1) The City is then current in the accumulation of all amounts which are
18 required to have been accumulated in the Bond Fund as required by Section 18 of this ordinance; and

19 (2) The requirements of either of the following subparagraphs (a) or (b) of this
20 Section are met and a certificate or opinion as provided for in paragraph B of the Section has been
21 obtained:

22 (a) The annual Pledged Gasoline Tax Revenues for the Fiscal
23 Year immediately preceding the date of the ordinance authorizing the issuance of any Parity Bonds
24 shall have been sufficient to pay an amount representing at least 125% of the maximum annual principal
25 and interest coming due in subsequent Fiscal Years on (1) the outstanding Bonds, (2) other outstanding

1 Parity Bonds payable from and constituting a lien upon the Pledged Gasoline Tax Revenues, and (3)
2 the Parity Gasoline Tax Revenue Bonds proposed to be issued, excluding reserves therefor; or

3 (b) If, during the period beginning on the first day of the
4 completed Fiscal Year immediately preceding the date of the ordinance authorizing the issuance of the
5 Parity Gasoline Tax Bonds proposed to be issued and ending on the date of such ordinance, a change
6 in the rate of Pledged Gasoline Tax Revenues has been adopted by law, the estimate of the Pledged
7 Gasoline Tax Revenues (sometimes herein the “Estimated Revenues”), determined by changing the
8 actual Pledged Gasoline Tax Revenues for the preceding Fiscal Year by the percentage of rate increase
9 or decrease in the gasoline tax rate, shall have been sufficient to pay an amount representing at least
10 125% of the maximum annual principal and interest coming due in subsequent Fiscal Years on (1) the
11 outstanding Bonds, (2) other outstanding Parity Gasoline Tax Revenue Bonds payable from and
12 constituting a lien upon the Pledged Gasoline Tax Revenues, and (3) the Parity Gasoline Tax Revenue
13 Bonds proposed to be issued, excluding reserves therefor. The preceding Fiscal Year shall be
14 determined as aforesaid from the date of adoption of the ordinance authorizing the issuance of
15 additional Parity Gasoline Tax Revenue Bonds and shall not be determined from the date of publication
16 of such ordinance or adoption of any ordinance which amends or supplements such ordinance.

17 B. Certification or Opinion Regarding Revenues. A written certificate by the City
18 Finance Director showing that the Pledged Gasoline Tax Revenues or the Estimated Revenues, when
19 determined as provided in Paragraph A of this Section, are sufficient to pay the required amounts under
20 the applicable test in Paragraph A of this Section, shall conclusively determine the right of the City to
21 issue additional Parity Gasoline Tax Revenue Bonds.

22 C. Subordinate Obligations Permitted. Nothing in this Bond Ordinance shall
23 prevent the City from issuing bonds or other obligations payable from the Pledged Gasoline Tax
24 Revenues pledged by this Bond Ordinance and having a lien on the Pledged Gasoline Tax Revenues
25 subordinate to the lien of the Bonds.

1 D. Superior Obligations Prohibited. The City shall not issue any obligation
2 having a lien on the Pledged Gasoline Tax Revenues pledged by this Bond Ordinance which is prior
3 and superior to the Bonds.

4 E. The requirements set forth in this Section shall only apply in the event the City
5 does not pledge the Pledged Gross Receipts Tax Revenues as additional security to the proposed Parity
6 Gasoline Tax Obligations.

7 **Section 23. Refunding Bonds.** The provisions of Sections 21 and 22 hereof are subject to
8 the following exceptions:

9 A. Privilege of Issuing Refunding Obligations. If at any time after the Bonds, or
10 any part thereof, shall have been issued and remain outstanding, the City shall find it desirable to refund
11 any outstanding obligations payable from the Pledged Revenues, the bonds or other obligations or any
12 part thereof, may be refunded (but only with the consent of the registered owner or owners thereof,
13 unless the bonds or other obligations, at the time of their required surrender for payment, shall then
14 mature, or shall then be callable for prior redemption at the City's option), regardless of whether the
15 priority of the lien for the payment of the refunding obligations on the Pledged Revenues is changed
16 (except as provided in paragraphs A of Sections 21 and 22 and in Paragraphs B, C and D of this Section
17 23).

18 B. Limitations Upon Issuance of Refunding Obligations. No refunding bonds or
19 other refunding obligations payable from the Pledged Revenues shall be issued on parity with the 2017
20 Bonds herein authorized, unless:

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

23 (2) The refunding bonds or other refunding obligations are issued in
24 compliance with Paragraphs A of Section 21 and Section 22 of this Ordinance.

25 C. Refunding Part of an Issue. The refunding bonds or other obligations so issued

1 shall enjoy complete equality of lien with the portion of any bonds or other obligations of the same
2 issue which is not refunded, if any there be; and the registered owner or owners of such refunding bonds
3 or such other refunding obligations shall be subrogated to all of the rights and privileges enjoyed by the
4 registered owner or owners of the bonds or other obligations of the same issue refunded thereby.

5 D. Limitations Upon Issuance of any Refunding Obligations. Any refunding
6 bonds or other refunding obligations payable from the Pledged Revenues shall be issued with such
7 details as the City may by ordinance provide, subject to the inclusion of any such rights and privileges
8 designated in Paragraph C of this Section 23, but without any impairment of any contractual obligations
9 imposed upon the City by any proceedings authorizing the issuance of any unrefunded portion of such
10 outstanding obligations of any one or more issues (including but not necessarily limited to the issue
11 herein authorized). If only a part of the outstanding bonds and any other outstanding obligations of any
12 issue or issues payable from the Pledged Revenues are refunded, then such obligations may not be
13 refunded without the consent of the registered owner or owners of the unrefunded portion of such
14 obligations, unless:

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

19 (2) The refunding bonds or other refunding obligations are issued in
20 compliance with Paragraphs A of Section 21 and 22 hereof, or

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

23 E. Cross-over Refunding Bonds. If the refunding bonds to be issued are Cross-
24 over Refunding Bonds, the ordinance providing for the issuance thereof shall provide (1) that until the
25 date on which the principal portion of the related Obligations being refunded is to be paid or redeemed

1 from the proceeds of such Cross-over Refunding Bonds, the Cross-over Refunding Bonds shall not be
2 Parity Obligations and shall be payable solely from the escrow provided for in the related ordinance,
3 and (2) a certificate of an Independent Accountant shall be prepared to demonstrate the sufficiency of
4 the moneys and investments in the escrow to pay the principal of and interest on the Cross-over
5 Refunding Bonds until the date on which the principal portion of the related Parity Subordinate
6 Obligations being refunded is to be paid or redeemed and to pay or redeem the related Obligations
7 being refunded.

8 **Section 24. Equality of Bonds.** The Bonds authorized to be issued hereunder and from
9 time to time outstanding shall not be entitled to any priority one over the other in the application of the
10 Pledged Revenues, regardless of the time or times of their issuance, it being the intention of the
11 Governing Body that there shall be no priority among the Bonds regardless of the fact that they may be
12 actually issued and delivered at different times.

13 **Section 25. Protective Covenants.** The City hereby covenants and agrees with each and
14 every registered owner of the Bonds that:

15 A. Payment of Bonds Herein Authorized. The City will promptly pay the
16 principal of and the interest on every Bond issued hereunder and secured hereby at the place, on the
17 dates and in the manner specified herein and in the Bonds according to the true intent and meaning
18 hereof. Such principal and interest are payable solely from the Pledged Revenues. Nothing in the
19 Bonds, any Qualified Exchange Agreement or this Ordinance shall be construed as obligating the City
20 to pay principal or interest on any of the Bonds from, and the holders of the Bonds and any Qualified
21 Counterparty may not look to, any general or other fund of the City, except those specifically set forth
22 herein.

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

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

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

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

17 F. Other Liens. Other than the outstanding Superior Lien Gross Receipts Tax
18 Obligations, the outstanding Parity Subordinate Lien Gross Receipts Tax Obligations and the Bonds as
19 recited in this Ordinance, there are no liens or encumbrances of any nature whatsoever on or against
20 the Pledged Revenues. This Ordinance does not prohibit the issuance of Superior Lien Gross Receipts
21 Tax Obligations with a lien on the Pledged Revenues prior and superior to the lien thereon of the Bonds
22 nor the issuance of Parity Subordinate Lien Gross Receipts Tax Obligations or Parity Gasoline Tax
23 Revenue Bonds with a lien on the Pledged Revenues on parity with the lien thereon of the Bonds.

24 G. City's Existence. The City will maintain its corporate identity and existence
25 so long as any of the Bonds herein authorized remain outstanding unless another political subdivision

1 by operation of law succeeds to the liabilities and rights of the City, without affecting to any substantial
2 degree the privileges and rights of any registered Owner of any outstanding Bonds.

3 H. Duty With Respect to Pledged Revenues. If the statutes or any ordinance
4 which materially affects the Pledged Revenues or any part of such ordinances, shall ever be held to be
5 invalid or unenforceable, it shall be the duty of the City, to the extent authorized by law, to immediately
6 take any action necessary to produce sufficient Pledged Revenues to comply with the contracted
7 obligations of this Ordinance, except as provided in Paragraph I of this Section 25.

8 I. Impairment of Contract. The City agrees that any law or ordinance or
9 resolution of the City in any manner affecting the Pledged Revenues or the Bonds, or otherwise
10 appertaining thereto, shall not be repealed or otherwise directly or indirectly modified, in such a manner
11 as to impair adversely any Bonds outstanding, unless such Bonds have been discharged in full or
12 provision has been fully made therefor, or unless the consent of the required percentage of the registered
13 owners of the then outstanding Bonds is obtained pursuant to Section 33 of this Ordinance.

14 J. Tax Covenant. The City covenants that it will use, and will restrict the use and
15 investment of, the proceeds of the Bonds in such manner and to such extent as may be necessary so that
16 (a) the Bonds will not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under
17 Sections 141, 148 or 149 of the Tax Code, including applicable regulations, rulings and judicial
18 decisions, or (ii) be treated other than as bonds to which Section 103(a) of the Tax Code applies, and
19 (b) the interest thereon will not be treated as a preference item under Section 57 of the Tax Code. The
20 City further covenants (a) that it will take or cause to be taken such actions that may be required of it
21 for the interest on the Bonds to be and to remain excluded from gross income for federal income tax
22 purposes, (b) that it will not take or authorize to be taken any actions that would adversely affect that
23 exclusion, and (c) that it, or persons acting for it, will, among other acts of compliance, (i) apply the
24 proceeds of the Bonds to the governmental purposes of the borrowings, (ii) restrict the yield on
25 investment property, (iii) make timely and adequate rebate payments, yield reduction payments or

1 payments of alternative amounts in lieu of rebate to the federal government, (iv) maintain books and
2 records and make calculations and reports, and (v) refrain from certain uses of proceeds, all in such
3 manner and to the extent necessary to assure such exclusion of that interest under the Tax Code.

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

22 K. Limitation on Obligations with Variable Interest Rates. The City shall not
23 issue Superior Lien Gross Receipts Tax Obligations or Parity Gross Receipts Tax Obligations with a
24 Variable Interest Rate which, at the time of issuance, are assigned a lower rating than the rating then
25 assigned to the Bonds, as applicable, by Fitch or S&P, unless the written consent of such rating agency

1 to a lower rating is obtained prior to issuance of such Superior Lien Gross Receipts Tax Obligations or
2 Parity Gross Receipts Tax Obligations.

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

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

14 **Section 26. Defeasance.** When all principal and interest in connection with the Bonds
15 hereby authorized have been duly paid, the pledge and lien and all obligations hereunder shall thereby
16 be discharged and the Bonds shall no longer be deemed to be outstanding within the meaning of this
17 Ordinance. There shall be deemed to be such due payment as to any Bond when the Governing Body
18 has placed in escrow and in trust with a commercial bank located within or without the State of New
19 Mexico and exercising trust powers, an amount sufficient (including the known minimum yield from
20 Federal Securities in which such amount may initially be invested, if applicable) to meet all
21 requirements of principal and interest as the same become due to its maturity or designated redemption
22 date as of which the City shall have exercised or obligated itself to exercise its option to call the Bond.
23 The Federal Securities shall become due prior to the respective times on which the proceeds thereof
24 shall be needed, in accordance with a schedule established and agreed upon between the Governing
25 Body and such bank at the time of the creation of the escrow or the Federal Securities shall be subject

1 to the redemption at the option of the holders thereof to assure such availability as so needed to meet
2 such schedule. Federal Securities within the meaning of this Section 26 shall include only direct
3 obligations of, or obligations the principal of and interest on which are unconditionally guaranteed by,
4 the United States of America and which are not callable prior to maturity by the issuer of such
5 obligations.

6 **Section 27. Events of Default.** Each of the following events is hereby declared an “event
7 of default”:

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

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

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

15 D. Default of any Provision. If the City shall default in the due and punctual
16 performance of its covenants or conditions, agreements and provisions contained in the Bonds or in this
17 Ordinance on its part to be performed (other than defaults described in Subparagraphs A, B and C of
18 this Section 27), and if such default shall continue for 60 days after written notice specifying such
19 default and requiring the same to be remedied shall have been given to the City by the registered owners
20 of 25% in principal amount of the Bonds then outstanding.

21 E. Bankruptcy or Insolvency of City. (1) The City shall (a) apply for or consent
22 to the appointment of or the taking of possession by, a receiver, custodian, trustee, liquidator or the like
23 of the City or of all or a substantial part of its property, (b) commence a voluntary case under the Federal
24 Bankruptcy Code, or (c) file a petition seeking to take advantage of any other law relating to bankruptcy,
25 insolvency, or reorganization, or (2) a proceeding or case shall be commenced, without application or

1 consent of the City, in any court of competent jurisdiction seeking (a) the liquidation, reorganization,
2 dissolution, winding-up or adjustment of debts of the City, (b) appointment of a trustee, receiver,
3 custodian, liquidator or the like of the City or of all or a substantial part of its assets, or (c) similar relief
4 in respect of the City under any law relating to bankruptcy, insolvency, reorganization, winding-up or
5 adjustment of debts.

6 **Section 28. Remedies of Defaults.** Upon the happening and continuance of any of the
7 events of default as provided in Section 27 of this Ordinance, then and in every case the registered
8 owner or owners of not less than 25% in principal amount of the Bonds then outstanding, including but
9 not limited to a trustee or trustees, may proceed against the City, its Governing Body, and its agents,
10 officers and employees to protect and enforce the rights of any registered owner of Bonds under this
11 Ordinance by mandamus or other suit, action or special proceedings in equity or at law, in any court of
12 competent jurisdiction, either for specific performance of any covenant or agreement contained herein
13 or award or execution of any power herein granted for the enforcement of any power, legal or equitable
14 remedy as such registered owner or owners may deem most effectual to protect and enforce the rights
15 aforesaid, or thereby to enjoin any act or thing which may be unlawful or in violation of any right of
16 any registered owner, or to require the Governing Body of the City to act as if it were the trustee of an
17 expressed trust, or any combination of such remedies. All such proceedings at law or in equity shall be
18 instituted, had and maintained for the equal benefit of all registered owners of the Bonds then
19 outstanding. The failure of any such registered owner so to proceed shall not relieve the City or any of
20 its officers, agents or employees of any liability for failure to perform any duty. Each right or privilege
21 of any such registered owner (or trustee thereof) is in addition and cumulative to any other right or
22 privilege, and the exercise of any right or privilege by or on behalf of any registered owner shall not be
23 deemed a waiver of any other right or privilege thereof.

24 **Section 29. Duties Upon Default.** Upon the happening of any of the events of default as
25 provided in Section 27 of this Ordinance, the City, in addition, will do and perform all proper acts on

1 behalf of and for the registered owners of the Bonds to protect and preserve the security created for the
2 payment of the principal of and interest on the Bonds promptly as the same become due. All proceeds
3 derived from the Pledged Revenues, so long as any of the Bonds herein authorized, either as to principal
4 or interest, are outstanding and unpaid, shall be paid into the proper fund and used for the purposes
5 therein provided. In the event the City fails or refuses to proceed as in this Section 29 provided, the
6 registered owner or registered owners of not less than 25% in principal amount of the Bonds then
7 outstanding, after demand in writing, may proceed to protect and enforce the rights of the registered
8 owners as hereinabove provided.

9 **Section 30. Enforcement.** Any registered owner of any one or more of the Bonds, may,
10 either by law or in equity, by suit, action, mandamus or other appropriate proceedings in any court of
11 competent jurisdiction enforce the payment of principal of, and interest on, any Bond on or after the
12 date on which such payment is due, and may by suit, action, mandamus or other appropriate proceeding
13 or proceedings enforce and compel the performance of such payment in accordance with the provisions
14 of this Ordinance.

15 **Section 31. Severability.** If any Section, paragraph, clause or provision of this Ordinance
16 shall be held to be invalid or unenforceable, the invalidity or unenforceability of such Section,
17 paragraph, clause or provision shall not affect any of the remaining provisions of this Ordinance.

18 **Section 32. Repealer Clause.** All ordinances or parts of ordinances inconsistent herewith
19 are hereby repealed to the extent only of such inconsistency. This repealer shall not be construed to
20 revive any ordinance or part of any ordinance heretofore repealed.

21 **Section 33. Amendment.**

22 A. **Limitations upon Amendments.** This Ordinance may be amended or
23 supplemented by ordinance or resolution of the Governing Body without the consent of registered
24 owners:

25 (1) To cure any ambiguity, or to cure, correct or supplement any defect or

1 inconsistent provision contained in this Ordinance;

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

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

7 (4) To achieve compliance with federal securities or tax laws, as
8 applicable;

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

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

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

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

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

24 (3) The creation of a lien on or a pledge of Pledged Gasoline Tax
25 Revenues ranking prior to the lien or pledge of the Pledged Gasoline Receipts Tax Revenues on the

1 Bonds; or

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

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

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

13 **Section 34. Ordinance Irrepealable.** After any of the Bonds herein authorized are issued,
14 this Ordinance shall be and remain irrepealable until the Bonds and interest thereon shall be fully paid,
15 canceled and discharged as therein provided, or there has been defeasance as provided in Section 26 of
16 this Ordinance.

17 **Section 35. Effective Date, General Summary for Publication.** Upon due adoption of
18 this Ordinance, the ordinance shall be recorded and preserved by the City Clerk, authenticated by the
19 signature of the Mayor and City Clerk, and the seal of the City impressed hereon, and the title and
20 general summary of the subject matter contained in this Ordinance (set out below) shall be published
21 in a newspaper which maintains an office and is of general circulation in the City and this Ordinance
22 shall be in full force and effect after its publication in accordance with law.

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

25 (Form of Summary of Ordinance for Publication)

1 CITY OF SANTA FE, NEW MEXICO

2 NOTICE IS HEREBY GIVEN of the title and of a general summary of the subject matter
3 contained in an ordinance duly adopted and approved by the Governing Body of the City of Santa Fe
4 on November 8, 2017. A complete copy of the ordinance is available for public inspection during the
5 normal and regular business hours of the City Clerk in the office of the City Clerk, City Hall, 200
6 Lincoln Avenue, Santa Fe, New Mexico.

7 The title of the ordinance is:

8 **AN ORDINANCE**

9 **AUTHORIZING THE ISSUANCE AND SALE OF THE CITY OF SANTA FE, NEW MEXICO**
10 **GASOLINE TAX / SUBORDINATE LIEN GROSS RECEIPTS TAX IMPROVEMENT**
11 **REVENUE BONDS, SERIES 2017 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO**
12 **EXCEED \$13,500,000 FOR THE PURPOSE OF DEFRAYING THE COST OF**
13 **CONSTRUCTING, RECONSTRUCTING, RESURFACING, MAINTAINING, ACQUIRING**
14 **RIGHTS OF WAY, REPAIRING AND OTHERWISE IMPROVING MUNICIPAL ALLEYS,**
15 **STREETS, PUBLIC ROADS AND BRIDGES OR ANY COMBINATION OF THE**
16 **FOREGOING PURPOSES; PROVIDING THAT THE BONDS WILL BE PAYABLE AND**
17 **COLLECTIBLE FROM GASOLINE TAX REVENUES AND CERTAIN GROSS RECEIPTS**
18 **TAX REVENUES DISTRIBUTED TO THE CITY; DELEGATING AUTHORITY TO THE**
19 **CITY FINANCE DIRECTOR TO APPROVE THE FINAL PRINCIPAL AMOUNT,**
20 **INTEREST RATES AND OTHER DETAILS OF THE BONDS WITHIN THE PARAMETERS**
21 **SET FORTH IN THIS AUTHORIZING ORDINANCE; DELEGATING AUTHORITY TO**
22 **THE CITY FINANCE DIRECTOR TO EXECUTE AND DELIVER A BOND PURCHASE**
23 **AGREEMENT FOR THE SALE OF THE BONDS; PROVIDING FOR THE COLLECTION**
24 **OF CERTAIN GASOLINE TAX REVENUES AND GROSS RECEIPTS TAX REVENUES;**
25 **APPROVING CERTAIN OTHER AGREEMENTS AND DOCUMENTS IN CONNECTION**

1 WITH THE BONDS; RATIFYING ACTION PREVIOUSLY TAKEN IN CONNECTION
2 WITH THE BONDS; REPEALING ALL ORDINANCES IN CONFLICT HEREWITH; AND
3 RELATED MATTERS.

4 A general summary of the subject matter contained in such ordinance is set forth in the title.
5 COMPLETE COPIES OF THE ORDINANCE ARE ON FILE IN THE OFFICE OF THE CITY
6 CLERK AT THE CITY HALL, 200 LINCOLN AVENUE, SANTA FE, NEW MEXICO, AND ARE
7 AVAILABLE FOR INSPECTION AND/OR PURCHASE DURING REGULAR OFFICE HOURS.
8 THIS NOTICE ALSO CONSTITUTES COMPLIANCE WITH SECTION 3-17-5 AND SECTIONS
9 6-14-4 THROUGH 6-14-7, NMSA 1978.

10 WITNESS my hand and the seal of the City on November 8, 2017.

11 CITY OF SANTA FE

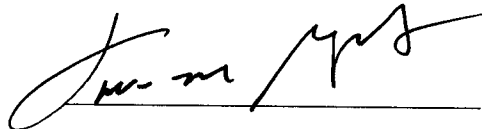
12
13 (SEAL)

14 _____
15 YOLANDA Y. VIGIL, CITY CLERK

16 (End of Form of Ordinance for Publication)

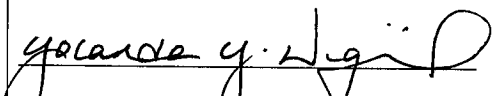
17 PASSED, APPROVED and ADOPTED this 8th day of November, 2017.

18 GOVERNING BODY OF THE CITY OF SANTA FE

19
20 
21 _____

JAVIER M. GONZALES, MAYOR

22 ATTEST:

23
24 
25 _____
YOLANDA Y. VIGIL, CITY CLERK

1 APPROVED AS TO FORM:

2 Kelley A. Brennan
3
4 KELLEY A. BRENNAN, CITY ATTORNEY

5
6 After discussion, Councilor Dominguez moved for approval, with Councilor Ives seconding
7 the motion. Bill No. 2017-24 passed upon the following roll call vote:

8 Those voting AYE: Councilor: Dominguez

9 Councilor: Harris

10 Councilor: Ives

11 Councilor: Lindell

12 Councilor: Maestas

13 Councilor: Rivera

14 Councilor: Trujillo

15 Councilor: Villarreal

16 Those voting NAY: None

17 Those not present: None

18 The presiding officer thereupon declared that at least a three-fourths of all the members of the
19 Governing Body having voted in favor of adoption of Bill No. 2017-24 the motion was carried and
20 Ordinance No. 2017-23 was duly passed and adopted.

21 After consideration by the Governing Body of other business the meeting was duly adjourned.

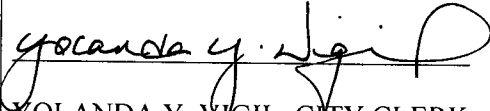
22 GOVERNING BODY OF THE CITY OF SANTA FE

23 Javier M. Gonzales
24

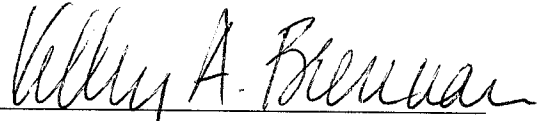
25 JAVIER M. GONZALES, MAYOR

1 ATTEST:

2

3 
4 YOLANDA Y. VIGIL, CITY CLERK

5 APPROVED AS TO FORM:

6 
7
8 KELLEY A. BRENNAN, CITY ATTORNEY

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25 *M/Legislation/Ordinances 2017/2017-23 Gas Tax Sub Lien GRT*