

CITY of ALBUQUERQUE

TWENTY FIRST COUNCIL

COUNCIL BILL NO. O-14-9 ENACTMENT NO. _____

SPONSORED BY: Trudy E. Jones, by request

1 ORDINANCE

2 AUTHORIZING THE ISSUE AND SALE OF THE \$31,510,000 CITY OF
3 ALBUQUERQUE, NEW MEXICO GROSS RECEIPTS TAX/LODGERS' TAX
4 REVENUE BONDS IN TWO SERIES: (i) \$29,530,000 CITY OF ALBUQUERQUE,
5 NEW MEXICO GROSS RECEIPTS TAX/LODGERS' TAX REFUNDING REVENUE
6 BONDS, SERIES 2014A FOR THE PURPOSE OF FINANCING THE COST OF
7 REFUNDING THE CITY'S OUTSTANDING TAX-EXEMPT GROSS RECEIPTS
8 TAX/LODGERS' TAX REFUNDING REVENUE BONDS, SERIES 2004A AND (ii)
9 \$1,980,000 CITY OF ALBUQUERQUE, NEW MEXICO GROSS RECEIPTS
10 TAX/LODGERS' TAX REVENUE BONDS, SERIES 2014B FOR THE PURPOSE OF
11 STUDYING, DESIGNING, DEVELOPING, CONSTRUCTING, RECONSTRUCTING,
12 REHABILITATING, RENOVATING, MODERNIZING, SIGNING, ENHANCING AND
13 OTHERWISE IMPROVING THE CITY'S CONVENTION CENTER; PROVIDING FOR
14 THE PAYMENT OF THE SERIES 2014 BONDS FROM CERTAIN GROSS RECEIPTS
15 TAX REVENUES AND LODGERS' TAX REVENUES; PROVIDING FOR THE
16 COLLECTION OF CERTAIN LODGERS' TAXES AND CERTAIN GROSS RECEIPTS
17 TAXES; PROVIDING FOR THE TERMS AND OTHER DETAILS CONCERNING THE
18 SERIES 2014 BONDS; PROVIDING FOR CERTAIN DOCUMENTS PERTAINING TO
19 THE SERIES 2014 BONDS; RATIFYING ACTION PREVIOUSLY TAKEN;
20 REPEALING ALL ACTIONS INCONSISTENT WITH THIS ORDINANCE; AND
21 AUTHORIZING THE TAKING OF OTHER ACTIONS IN CONNECTION WITH THE
22 ISSUE AND SALE OF THE SERIES 2014 BONDS.

23 Capitalized terms used in the following preambles are defined in Section 1 of this
24 Bond Ordinance, unless the context requires otherwise.

1 WHEREAS, the City is a legally and regularly created, established, organized
2 and existing municipal corporation under the general laws of the State and its home rule
3 charter; and

4 WHEREAS, the City has Home Rule Powers; and

5 WHEREAS, the Series 2004A Bonds are secured by the State-Shared Gross
6 Receipts Tax Revenues and the Pledged Lodgers' Tax Revenues; and

7 WHEREAS, pursuant to Sections 3-38-1 *et seq.*, NMSA 1978 and City Ordinance
8 Enactment No. 68-1984, the City has imposed the Lodgers' Tax on revenues on lodging
9 within the City or persons furnishing such lodging; and

10 WHEREAS, pursuant to Section 7-9-4 NMSA 1978, the State imposes a gross
11 receipts tax on persons engaging in business in the State, and pursuant to
12 Section 7-1-6.1 NMSA 1978, the City receives monthly distributions from the New
13 Mexico Taxation and Revenue Department of a portion (currently 1.225% of the taxable
14 gross receipts reported for the City for the month for which such remittance is made) of
15 such gross receipts taxes; and

16 WHEREAS, pursuant to Sections 7-1-6.1 NMSA 1978 and Chapter 116,
17 Section 1, Laws 2004, the City receives monthly distributions from the New Mexico
18 Taxation and Revenue Department in lieu of gross receipts tax revenue that the City
19 would have received but for the deductions provided by Sections 7-9-92 and 7-9-93
20 NMSA 1978; and

21 WHEREAS, the City has previously sold and delivered Tax Obligations of which
22 there remain Outstanding on the date of adoption of the Bond Ordinance the following
23 aggregate principal amounts:

24	<u>Series</u>	<u>Amount Outstanding</u>
25	Series 2004A Bonds	\$31,965,000
26	Series 2004B Bonds	27,555,000
27	Series 2008A Bonds	8,890,000
28	Series 2008B Bonds	10,450,000
29	Series 2009A Bonds	10,535,000
30	Series 2009B	27,425,000
31	Series 2011A	22,660,000

1	Series 2011B	11,650,000
2	Series 2013	50,000,000

3 WHEREAS, except for the Tax Obligations listed above, on the date of adoption
4 of this Bond Ordinance, no portion of the State-Shared Gross Receipts Tax Revenues
5 has been pledged to the payment of any other Tax Obligations; and

6 WHEREAS, the City has previously sold and delivered Lodgers' Tax Obligations
7 of which there remain Outstanding on the date of adoption of the Bond Ordinance the
8 Series 2004A Bonds, the Series 2004B Bonds and the Series 2009A Bonds in the
9 aggregate principal amounts set forth above; and

10 WHEREAS, except for the Lodger's Tax Obligations listed above, on the date of
11 adoption of this Bond Ordinance, no portion of the Pledged Lodgers' Tax Revenues has
12 been pledged to the payment of any other Lodgers' Tax Obligations; and

13 WHEREAS, the City desires to issue and sell the Series 2014A Bonds in the
14 aggregate maximum principal amount of \$29,530,000 to pay the cost and expenses of
15 the Refunding Project; and

16 WHEREAS, the City desires to issue and sell the Series 2014B Bonds in the
17 aggregate maximum principal amount of \$1,980,000 to pay the costs and expenses of
18 the Improvement Project; and

19 WHEREAS, the Series 2014 Bonds shall be secured by a first (but not an
20 exclusive first) lien on the Pledged Lodgers' Tax Revenues, and a lien on the State-
21 Shared Gross Receipts Tax Revenues on a parity (but not an exclusive parity lien) with
22 the lien on State-Shared Gross Receipts Tax Revenues of the New Lien Tax
23 Obligations, subordinate to the lien on the Old Lien Pledged Revenues of the Old Lien
24 Tax Obligations; and

25 WHEREAS, the Act provides that any law which authorizes the pledge of any or
26 all of the Lodgers' Tax Revenues or State-Shared Gross Receipts Tax Revenues to the
27 payment of any revenue bonds issued pursuant to the Act or which affects the Lodgers'
28 Tax Revenues or the State-Shared Gross Receipts Tax Revenues, or any law
29 supplemental thereto or otherwise appertaining thereto, shall not be repealed or
30 amended or otherwise directly or indirectly modified in such a manner as to impair
31 adversely any such outstanding revenue bonds, including the Series 2014 Bonds,

1 unless such outstanding revenue bonds, including the Series 2014 Bonds, have been
2 discharged in full or provision has been fully made therefor; and

3 WHEREAS, the City is authorized by the Act to issue and sell the Series 2014
4 Bonds to accomplish the Refunding Project and the Improvement Project; and

5 WHEREAS, the Council has determined that it is in the best interests of the City
6 and its residents that the Refunded Bonds be refunded for the purpose of restructuring
7 the debt service on the City's bonds so as to achieve significant savings as a result of
8 current lower interest rates; and

9 WHEREAS, the proceeds of the Series 2014A Bonds, together with other funds
10 legally available for that purpose, will be sufficient to redeem the Refunded Bonds; and

11 WHEREAS, the Council has determined that it is in the best interest of the City
12 and its residents that the Series 2014B Bonds be issued for the construction, acquisition
13 and installation of the Improvement Project; and

14 WHEREAS, the Council determines that it is in the best interest of the City and
15 its citizens to sell the Series 2014 Bonds to the Investment Bankers at the Sale Price,
16 and on the terms set forth in the Bond Purchase Agreement; and

17 WHEREAS, there has been on deposit with the City Clerk and presented to the
18 City Council:

- 19 (1) the form of Bond Purchase Agreement;
- 20 (2) the form of Continuing Disclosure Undertaking;
- 21 (3) the Preliminary Official Statement; and
- 22 (4) the proposed form of final Official Statement; and

23 WHEREAS, all required authorizations, consents or approvals of any State
24 governmental body, agency or authority for the authorization, execution and delivery of
25 the Series 2014 Bonds which are required to have been obtained by the date of the
26 adoption of the Bond Ordinance have been obtained, and which will be required to be
27 obtained prior to the Closing Date, will have been obtained by that Closing Date.

1 BE IT ORDAINED BY THE COUNCIL, THE GOVERNING BODY OF THE CITY
2 OF ALBUQUERQUE:

3 SECTION 1. DEFINITIONS AND RULES OF CONSTRUCTION.

4 (A) DEFINITIONS. As used in the Bond Ordinance, the following terms
5 have the meanings specified, unless the context clearly requires otherwise:

6 ACT. Sections 3-31-1 to 3-31-12, and 3-38-13 to 3-38-24 NMSA 1978, as
7 amended, the City Charter, the Home Rule Powers and all enactments of the Council,
8 including the Bond Ordinance, relating to the issuance of the Series 2014 Bonds.

9 AUTHORIZED DENOMINATIONS. Denominations of \$5,000 and integral
10 multiples thereof.

11 AUTHORIZED OFFICER. The City's Mayor, Chief Administrative Officer,
12 Director of the Department of Finance and Administrative Services, City Treasurer, or
13 other officer or employee of the City when designated by a certificate signed by the
14 Mayor of the City from time to time.

15 BOND COUNSEL. An attorney at law or a firm of attorneys, designated
16 by the City, of nationally recognized standing in matters pertaining to the issuance of
17 bonds issued by states and their political subdivisions.

18 BOND INSURANCE POLICY. A municipal bond insurance policy issued
19 by a Credit Source insuring the payment when due of the principal of and interest on
20 Tax Obligations.

21 BOND ORDINANCE. This ordinance, being City Twenty First Council
22 Bill No. _____, as amended or supplemented from time to time.

23 BOND PURCHASE AGREEMENT. The Bond Purchase Agreement
24 among the City and the Investment Bankers relating to the sale of the Series 2014
25 Bonds to the Investment Bankers.

26 BOND REGISTER. The books maintained by the Registrar for the
27 registration, transfer and exchange of the Series 2014 Bonds.

28 BUSINESS DAY. Any day other than (i) a Saturday or Sunday, or (ii) any
29 day in which the offices of the City or the offices of banks located in the State are
30 authorized or required to remain closed.

1 CITY. The City of Albuquerque, in the County of Bernalillo and State of
2 New Mexico.

3 CITY CHARTER. The Charter of the City adopted pursuant to the laws of
4 the State at a special election on June 29, 1971 and amended thereafter from time to
5 time.

6 CLOSING DATE. The date of the original issue, sale and delivery to the
7 Investment Bankers or their designee of the Series 2014 Bonds.

8 CODE. The Internal Revenue Code of 1986, as amended from time to
9 time. Each reference to a section of the Code in the Bond Ordinance shall be deemed
10 to include the final and temporary United States Treasury regulations thereunder, as the
11 same may be in effect from time to time, to the extent the same are applicable, unless
12 the context clearly requires otherwise.

13 COMPLETION DATE. The date of completion of the construction,
14 acquisition and installation of the Improvement Project or, as to that portion of the
15 Improvement Project to be funded by the Series 2014B Bonds and as certified pursuant
16 to Section 17.

17 CONTINUING DISCLOSURE UNDERTAKING. The undertaking of the
18 City for the benefit of Owners and beneficial owners pursuant to which the City will
19 agree that, while the Series 2014 Bonds are Outstanding, the City will annually provide
20 certain financial information and operating data and will provide notice of certain
21 material events in accordance with Rule 15c2-12 promulgated under the Securities
22 Exchange Act of 1934, as amended.

23 COUNCIL. The governing body in which is vested the legislative power of
24 the City.

25 COUNSEL. An attorney at law (who may be counsel to the City).

26 CREDIT FACILITY. A letter of credit, line of credit, Bond Insurance Policy
27 or Reserve Fund Insurance Policy, guaranty or similar agreement provided by a Credit
28 Source whose senior unsecured debt is rated no lower than the current rating on the
29 applicable Obligations and in any event no lower than "AAA" by Moody's, S&P and Fitch
30 to the extent each such rating agency is then rating such Obligations to provide support

1 to pay the purchase price of, or the payment when due of the principal of and interest
2 on, such Obligations.

3 CREDIT SOURCE. Any bank, insurance company or other financial
4 institution which provides a Credit Facility for a series of Obligations.

5 DEBT SERVICE REQUIREMENTS. With respect to Tax Obligations, as
6 applicable, and for any given period, the sum of: (1) the amount required to pay the
7 interest, or to make reimbursements for payments of interest, becoming due on the Tax
8 Obligations during that period, plus (2) the amount required to pay the principal or
9 accreted value, or to make reimbursements for the payment of principal or accreted
10 value, becoming due on Tax Obligations during that period, whether at maturity, an
11 accretion term date or upon mandatory sinking fund redemption dates, plus (3) the
12 periodic payments required to be made by the City pursuant to a qualified exchange
13 agreement minus (4) the periodic payments to be received by the City pursuant to a
14 qualified exchange agreement. No payments required for any Tax Obligations which
15 may be tendered or otherwise presented for payment at the option or demand of the
16 owners or holders of the Tax Obligations, or which may occur because of the exercise
17 of an option by the City, or which may otherwise become due by reason of any other
18 circumstance or contingency, including acceleration or exchange termination payments,
19 which constitute other than regularly scheduled payments of principal, accreted value,
20 interest or other regularly scheduled payments on the Tax Obligations shall be included
21 in any computation of Debt Service Requirements for that period.

22 Unless, at the time of computation of Debt Service Requirements, payments on
23 the Tax Obligations are owed to, or the Tax Obligations are owned or held by, the
24 provider of a Credit Facility pursuant to the provisions of that Credit Facility, the
25 computation of interest for the purposes of this definition shall be made without
26 considering the interest rate payable pursuant to a Credit Facility.

27 In any computation of Debt Service Requirements relating to the issuance of
28 additional Senior Tax Obligations, there shall be deducted from that computation of
29 Debt Service Requirements amounts and investments which are irrevocably committed
30 to make designated payments on the Tax Obligations during the applicable period,
31 including, without limitation money on deposit in any debt service account, amounts on

1 deposit in an escrow account irrevocably committed to make designated payments on
2 the Tax Obligations, during the applicable period and earnings on such investments
3 which are payable during the applicable period.

4 For the purpose of the definition of Debt Service Requirements, the accreted
5 value of capital appreciation bonds becoming due shall be included in the calculation of
6 accrued and unpaid and accruing interest and principal only from and after the date
7 which is one year prior to the date on which the accreted value becomes payable. In
8 addition, the definition of Debt Service Requirements shall include any Expense
9 Component.

10 DEFEASANCE OBLIGATIONS. The following obligations which are not
11 redeemable at the option of the City:

- 12 (1) Government Obligations; and
- 13 (2) if permitted by law, obligations described in Section 103(a) of
14 the Code, (a) provisions for the payment of the principal of, premium, if any, and interest
15 on which (i) shall have been made by the irrevocable deposit with a bank or trust
16 company acting as a trustee, escrow agent or holder of such obligations, securities
17 described in clause (1) of this definition, the maturing principal of and interest on which,
18 when due and payable, without further investment or reinvestment thereof, will provide
19 sufficient money to pay when due the principal of, premium, if any, and interest on such
20 obligations, and (ii) which securities described in clause (1) of this definition are not
21 available to satisfy any other claim, including any claim of such trustee or escrow agent
22 or of any person claiming through such trustee or escrow agent or to whom such trustee
23 or escrow agent may be obligated, including claims in the event of insolvency of such
24 trustee or escrow agent or proceedings arising out of such insolvency or (b) rated in its
25 highest rating category (without regard to any refinement or gradation thereof by
26 numerical modifier or otherwise) by S&P, Moody's or Fitch.

27 DEPOSITORY. The Depository Trust Company, 55 Water Street, Fl. 49,
28 New York, New York 10041-0099, Fax (212) 855-8440; in accordance with then-current
29 guidelines of the Securities and Exchange Commission, such other address and/or such
30 other securities depository as an Authorized Officer may designate.

1 ELECTRONIC MEANS. Telephone, telecopy, telegraph, facsimile
2 transmission or any other similar means of electronic communication. Any
3 communication by telephone as an Electronic Means shall promptly be confirmed in
4 writing, which may be by one of the other means of electronic communication listed in
5 this definition.

6 EMMA. The Municipal Securities Rulemaking Board's Electronic
7 Municipal Market Access System located on its website at emma.msrb.org.

8 EVENT OF DEFAULT. Any of the events set forth in Section 29.

9 EXCHANGE ACT. Section 6-18-8.1 NMSA 1978, as amended and
10 supplemented.

11 EXPENSES. The reasonable and necessary fees, costs and expenses
12 incurred by the City in connection with the issuance of the Series 2014 Bonds and any
13 transaction or event contemplated by the Series 2014 Bonds and the Bond Ordinance
14 including, without limitation: (i) costs of advertising and publication of legislation relating
15 to the Series 2014 Bonds; (ii) costs of printing certificates for the Series 2014 Bonds
16 and any disclosure documents; (iii) legal fees and expenses; (iv) fees and expenses of
17 any (a) fiscal service providers, (b) underwriter (including underwriter's discount),
18 (c) financial advisor, (d) Independent Accountant, and (e) Qualified Counterparty; (v) the
19 initial premium payable to any bond insurer with respect to the Series 2014 Bonds;
20 (vi) disclosure matters pertaining or allocable to, the Series 2014 Bonds; and (vii) all
21 reasonable and necessary fees and administrative costs of the City relating to the
22 foregoing.

23 FISCAL AGENT. Collectively, the Paying Agent and Registrar.

24 FISCAL YEAR. The twelve month period beginning on the first day of July
25 of each year and ending on the last day of June of the next succeeding year, or any
26 other twelve month period, which the City or other appropriate authority may establish
27 as the fiscal year for the City.

28 FITCH. Fitch Ratings, its successors and their assigns, and, if such
29 corporation is dissolved or liquidated or no longer performs the function of a securities
30 rating agency, any other nationally recognized securities rating agency designated by
31 the City.

1 GOVERNMENT OBLIGATIONS. Direct obligations of, or obligations the
2 principal of and interest on which are unconditionally guaranteed by, the United States
3 of America or certificates or receipts established by the United States Government or its
4 agencies or instrumentalities representing direct ownership of future interests or
5 principal payments on direct obligations of, or obligations fully guaranteed by, the United
6 States of America or any of its agencies or instrumentalities the obligations of which are
7 backed by the full faith and credit of the United States, which obligations are held by a
8 custodian in safekeeping on behalf of the holders of such receipts, and rated or
9 assessed in its highest Rating Category by S&P, if then rating the Series 2009 Bonds,
10 Moody's, if then rating the Series 2009 Bonds, and Fitch, if then rating the Series 2009
11 Bonds.

12 GROSS RECEIPTS TAX INCOME FUND. The "City of Albuquerque
13 Gross Receipts Tax Income Fund" continued in Section 16 of the Bond Ordinance.

14 HOME RULE POWERS. The authority of the City to exercise legislative
15 powers given pursuant to the City Charter adopted by the City pursuant to Article X,
16 Section 6 of the State Constitution.

17 IMPROVEMENT PROJECT. Studying, designing, developing,
18 constructing, reconstructing, rehabilitating, renovating, modernizing, signing, enhancing
19 and otherwise improving the City's Convention Center.

20 INDEPENDENT ACCOUNTANT. Any certified public accountant,
21 registered accountant, or firm of accountants duly licensed to practice and practicing as
22 such under the laws of the State, appointed and paid by the City who (a) is, in fact,
23 independent and not under the domination of the City, (b) does not have any substantial
24 interest, direct or indirect, with the City, and (c) is not connected with the City as an
25 officer or employee of the City, but who may be regularly retained to make annual or
26 similar audits of the books or records of the City.

27 INSURED BANK. Any federally or state-chartered savings and loan
28 association or federally or state-chartered commercial bank, the deposits of which are
29 insured by the Federal Deposit Insurance Corporation and which has, or is the lead
30 bank of a parent holding company which has, combined capital, surplus and undivided
31 profits of not less than \$10,000,000.

1 INSURED OBLIGATIONS. Any Obligations insured by a Bond Insurance
2 Policy or payable with the proceeds of another Credit Facility.

3 INSURER. Any insurer or insurers issuing a Bond Insurance Policy or
4 Surety Bond, or both, for Obligations.

5 INTEREST PAYMENT DATE. January 1 and July 1 of each year (or if
6 such day is not a Business Day, then the next succeeding Business Day), commencing
7 January 1, 2015.

8 INVESTMENT BANKERS. _____, or its successor.

9 LODGERS' TAX. The occupancy tax imposed by City Ordinance
10 Enactment No. 68-1984 on revenues on lodging within the City in an amount (at the
11 time of adoption of the Bond Ordinance) equal to five percent (5%) of the gross taxable
12 rent paid for lodging (not including State or local gross receipts tax) collected by the City
13 from persons furnishing such lodging.

14 LODGERS' TAX ACT. Sections 3-38-13 to 3-38-24 NMSA 1978, as
15 amended.

16 LODGERS' TAX OBLIGATIONS. Outstanding bonds and other
17 obligations of the City secured by Pledged Lodgers' Tax Revenues, which as of the date
18 of adoption of this Bond Ordinance are the Series 2004A Bonds, the Series 2004B
19 Bonds, the Series 2009A Bonds, and obligations relating thereto, including obligations
20 of the City to the provider of any Credit Facility relating to Lodgers' Tax Obligations.

21 LODGERS' TAX REVENUE FUND. The "City of Albuquerque Lodgers'
22 Tax Revenue Fund" continued in Section 16.

23 LODGERS' TAX REVENUES. The revenues received by the City
24 pursuant to the Lodgers' Tax Act from the Lodgers' Tax.

25 MATURITY DATE. The date or dates on which the Series 2014 Bonds
26 mature.

27 MOODY'S. Moody's Investors Service, Inc., a corporation organized and
28 existing under the laws of the State of Delaware, its successors and their assigns, and,
29 if such corporation is dissolved or liquidated or no longer performs the functions of a
30 securities rating agency, any other nationally recognized securities rating agency
31 designated by the City.

1 NMSA. New Mexico Statutes Annotated, 1978 Compilation, as amended
2 and supplemented.

3 OFFICIAL STATEMENT. The final disclosure document relating to the
4 sale of the Series 2014 Bonds (including the cover page and all summary statements,
5 appendices and other materials included or incorporated by reference or attached
6 thereto), as amended or supplemented.

7 OUTSTANDING. When used in reference to Tax Obligations, on any
8 particular date, the aggregate of all Tax Obligations issued and delivered under the
9 applicable City ordinance or resolution authorizing the issuance of the Tax Obligations,
10 except:

11 (1) those canceled at or prior to such date or delivered to or
12 acquired by the City at or prior to such date for cancellation;

13 (2) those which have been paid or are deemed to be paid in
14 accordance with the City ordinance or resolution authorizing the issuance of the
15 applicable Tax Obligations, or otherwise relating thereto, provided that the payment of
16 Insured Tax Obligations with the proceeds of a Bond Insurance Policy shall not result in
17 those Insured Tax Obligations ceasing to be Outstanding;

18 (3) in the case of Variable Rate Tax Obligations, any Tax
19 Obligations deemed tendered but not yet presented for payment; and

20 (4) those in lieu of or in exchange or substitution for which other
21 Tax Obligations shall have been delivered, unless proof satisfactory to the City and the
22 Paying Agent for the applicable Tax Obligations is presented that any Tax Obligations
23 for which new Tax Obligations were issued or exchanged are held by a bona fide holder
24 or in due course.

25 OWNER. The registered owner of a Series 2014 Bond as shown, from
26 time to time, on the registration books for the Series 2014 Bonds maintained by the
27 relevant registrar for the City.

28 PARITY LODGERS' TAX OBLIGATIONS. The Series 2004A Bonds, the
29 Series 2004B Bonds, the Series 2009A Bonds, and any other Lodgers' Tax Obligations
30 issued or incurred after the adoption of this Bond Ordinance payable from the Pledged
31 Lodgers' Tax Revenues, with a first (but not an exclusive first) lien on the Pledged

1 Lodgers' Tax Revenues on a parity with the lien on the Pledged Lodgers' Tax Revenues
2 of the Series 2014 Bonds and prior to the lien on the Pledged Lodgers' Tax Revenues
3 of Subordinate Lodgers' Tax Obligations.

4 PAYING AGENT. The City Treasurer or other agent for the City for the
5 payment of the Series 2014 Bonds and any co-paying agent or successor paying agent
6 which is a trust company, national or state banking association or financial institution
7 appointed by resolution of the Council or by an Authorized Officer from time to time.

8 PAYMENT OBLIGATIONS. All obligations of the City to pay the Credit
9 Source the principal amount of, interest on, and fees, costs, expenses and other
10 amounts related to drawings, term loans and other advances and Obligations held by
11 that Credit Source, pursuant to that Credit Facility.

12 PERMITTED INVESTMENTS. Any of the following which at the time of
13 the investment are legal investments for the City for the money to be invested and any
14 other investments which at the time of investment are legal investments of the City for
15 the money to be invested:

16 (1) Government Obligations;

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

24 (3) Obligations of the following government sponsored
25 agencies: Federal Home Loan Mortgage Corporation -- participation certificates and
26 senior debt obligations; Farm Credit System (formerly: Federal Land Banks and Banks
27 for Cooperatives) -- consolidated system wide bonds and notes; Federal Home Loan
28 Banks -- consolidated debt obligations; Federal National Mortgage Association -- senior
29 debt obligations and mortgage-backed securities (excluding stripped mortgage
30 securities which are valued greater than par on the portion of unpaid principal); Student
31 Loan Marketing Association -- senior debt obligations (excluding securities that do not

1 have a fixed par value and/or whose terms do not promise a fixed dollar amount at
2 maturity or call date) and letter of credit backed issues; Financing Corporation -- debt
3 obligations; and Resolution Funding Corporation -- debt obligations;

4 (4) Certificates of deposit, time deposits and banker's
5 acceptances of any bank or savings and loan association, the short term obligations of
6 which are rated in the highest Rating Categories by S&P, Moody's or Fitch, provided
7 that such deposits must be fully secured by securities designated in paragraphs (1), (2),
8 (3) and (9) of this definition and held in safe keeping for, or on behalf of, or held in book
9 entry form in the name of, the City;

10 (5) Accounts with banks and savings and loan associations
11 located in Bernalillo County, provided that the banks and savings and loan associations,
12 and the collateral securing the investments permitted by this paragraph, satisfy the
13 requirements of applicable State law;

14 (6) Obligations, the interest on which is excluded from gross
15 income of the recipient for federal income tax purposes, which are rated in the highest
16 Rating Category by S&P, Moody's or Fitch;

17 (7) Money market instruments and other securities of
18 commercial banks, broker dealers or recognized financial investors, which securities or
19 institutions are rated in the highest Rating Category by S&P, Moody's or Fitch, or which
20 securities are guaranteed by a person or entity whose long term debt obligations are
21 rated in the highest Rating Category by S&P, Moody's or Fitch, including, without
22 limitation, securities of, or other interests in, any open end or closed end management
23 type investment company or investment trust registered under the provisions of
24 15 U.S.C. Sections 80(a) 1 *et seq.*, which invest only in, or whose securities are
25 secured only by, obligations of the type set forth in paragraphs (1), (2), (3) and (9) of
26 this definition;

27 (8) The "short term investment fund" described in Section 6-10-
28 10.1 N.M.S.A. 1978 or other similar pooled fund maintained by the State for the
29 investment of public funds of local public bodies of the State;

30 (9) Stripped Securities: (i) U.S. Treasury STRIPS and
31 (ii) REFCORP STRIPS (stripped by Federal Reserve Bank of New York);

1 (10) Repurchase agreements involving the purchase and sale of,
2 and guaranteed investment contracts, the par value of which is collateralized by a
3 perfected first pledge of, or security interest in, or the payments of which are
4 unconditionally guaranteed by, securities described in parts (1), (2), (3) and (9) of this
5 definition, which collateral is held by the City, or for the benefit of the City, by a party
6 other than the provider of the guaranteed investment contract or repurchase agreement,
7 with a collateralized value of at least 102% of the par value of such repurchase
8 agreement or guaranteed investment contract or 102% of the market value thereof,
9 valued at intervals of no less than monthly and which collateral is not subject to any
10 other pledge or security interest;

11 (11) Cash insured at all times by the Federal Deposit Insurance
12 Corporation or otherwise collateralized with Government Obligations; and

13 (12) Agreements which permit the City to require a commercial
14 bank, broker-dealer or recognized financial institution to purchase from the City at a
15 fixed price obligations described in paragraphs (1), (2), (3), and (9) of this definition;
16 provided that, if required by law, the contract relating to such agreement is approved by
17 resolution of the Council and all other requirements of law relating to any such
18 investment are satisfied and provided further that such institution, or the guarantor of
19 such institution or agreement, shall be rated in one of the top two Rating Categories by
20 S&P, Moody's or Fitch, or by another national rating agency.

21 PERSON. Any individual, corporation, partnership (in which case each
22 partner shall be deemed a Person), joint venture, association, joint stock company,
23 limited liability company, trust, unincorporated organization, or government or any
24 agency or political subdivision of a government.

25 PLEDGED LODGERS' TAX REVENUES. Fifty percent (50%) of the
26 Lodgers' Tax Revenues received by the City, after deduction of the administrative costs
27 pertaining to the Lodgers' Tax to the extent required by the Lodgers' Tax Act, provided
28 that the City is not pledging, and the term "Pledged Lodgers' Tax Revenues" does not
29 include, any of the Lodgers' Tax Revenues in excess of fifty percent (50%) thereof.

30 PLEDGED REVENUES. The Pledged Lodgers' Tax Revenues and the
31 State-Shared Gross Receipts Tax Revenues.

1 PRELIMINARY OFFICIAL STATEMENT. The initial disclosure document
2 relating to the sale of the Series 2014 Bonds (including the cover page and all summary
3 statements, appendices and other materials included or incorporated by reference or
4 attached thereto), as amended or supplemented.

5 PRINCIPAL PAYMENT DATE. July 1 of each year (or if such day is not a
6 Business Day, then the next succeeding Business Day), commencing July 1, 2015.

7 QUALIFIED COUNTERPARTY. Any Person entering into a Qualified
8 Exchange Agreement with the City, its successors and assigns, or any substitute
9 Qualified Counterparty, appointed or consented to from time to time by an Authorized
10 Officer.

11 QUALIFIED EXCHANGE AGREEMENT. Any financial arrangement
12 between the City and a Qualified Counterparty which satisfies the requirements of the
13 Exchange Act at the time the agreement is entered into.

14 RATING CATEGORY. A generic securities rating category, without
15 regard, in the case of a long term rating category, to any refinement or gradation of such
16 long-term rating category by a numerical modifier or otherwise.

17 REBATE FUND. The fund, if any, for the Series 2009 Bonds created by
18 ordinance or resolution of the City relating to the Series 2009 Bonds for the purpose of
19 depositing funds to be used to make rebate payments or alternative amounts in lieu of
20 rebate to the federal government.

21 RECORD DATE. The fifteenth day of the month immediately preceding
22 each Interest Payment Date.

23 REDEMPTION DATE. July 1, 2014 or such other subsequent date
24 determined by the City on which the Refunded Bonds shall be redeemed.

25 REFUNDED BONDS. The Outstanding Series 2004A Bonds.

26 REFUNDED BONDS ORDINANCE. With respect to the Series 2004A
27 Bonds, City Bill No. F/S _____, Enactment No. _____, as supplemented and modified
28 by City Resolution No. F/S _____, Enactment No. _____.

29 REFUNDING PROJECT. The current refunding of the Series 2004A
30 Bonds with proceeds of the Series 2014A Bonds and, to the extent necessary, other
31 money of the City legally available for the purpose.

1 REGISTRAR. The Treasurer or other agent for the City for the transfer
2 and exchange of the Series 2014 Bonds and any co-registrar or successor registrar
3 which is a trust company, national or state banking association or financial institution
4 appointed by resolution of the Council or by an Authorized Officer from time to time.

5 RELATED DOCUMENTS. The Bond Purchase Agreement, the
6 Continuing Disclosure Undertaking, and any other documents relating to the Series
7 2009 Bonds identified and approved in the Bond Ordinance.

8 RESERVE FUND INSURANCE POLICY. Any policy of insurance or
9 surety bond or other Credit Facility issued to the City to be deposited in a reserve
10 account, the proceeds of which shall be used to prevent deficiencies in the payment of
11 the principal of or interest on a series of Tax Obligations written by an insurer whose
12 policies of insurance, or issued by a Credit Source whose Credit Facility, would not
13 adversely affect the rating of the Tax Obligations by Moody's, S&P or Fitch. At the time
14 of the issuance of such policy, such insurer or the component insurance companies
15 thereof or the obligations thereof shall have received the highest policy claims rating
16 accorded insurers by the A. M. Best Company or any comparable service and either of
17 the two highest rating categories of Moody's, S&P or Fitch.

18 S&P. Standard & Poor's Public Finance Group, a division of The McGraw
19 Hill Companies, Inc., its successors and their assigns, and, if such corporation is
20 dissolved or liquidated or no longer performs the functions of a securities rating agency,
21 any other nationally recognized securities agency designated by the City.

22 SALE PRICE. The principal amount of the Series 2014 Bonds, plus an
23 original issue premium of \$_____, less an underwriter's discount of \$_____
24 (which discount includes expenses, fees, and attorneys' fees, of the Investment
25 Bankers).

26 SENIOR TAX OBLIGATIONS. The Series 2004A Bonds, the Series
27 2004B Bonds, the Series 2008A Bonds, the Series 2008B Bonds, the Series 2009A
28 Bonds, the Series 2009B Bonds, the Series 2011A Bonds, the Series 2011B Bonds, the
29 Series 2013 Bonds, and any other Tax Obligations issued or incurred after the adoption
30 of this Bond Ordinance payable from the State-Shared Gross Receipts Tax Revenues,

1 with a lien on the State-Shared Gross Receipts Tax Revenues on a parity with the lien
2 on the State-Shared Gross Receipts Tax Revenues of the Series 2014 Bonds.

3 SERIES 2004 BONDS. The Series 2004A Bonds and the Series 2004B
4 Bonds.

5 SERIES 2004A BONDS. The "City of Albuquerque, New Mexico Tax-
6 Exempt Gross Receipts Tax/Lodgers' Tax Refunding Revenue Bonds, Series 2004A."

7 SERIES 2004B BONDS. The "City of Albuquerque, New Mexico Taxable
8 Gross Receipts Tax/Lodgers' Tax Refunding Revenue Bonds, Series 2004B."

9 SERIES 2008A BONDS. The "City of Albuquerque, New Mexico Gross
10 Receipts Tax Refunding Revenue Bonds, Taxable Series 2008A."

11 SERIES 2008B BONDS. The "City of Albuquerque, New Mexico Gross
12 Receipts Tax Revenue Refunding Bonds (Beach, Bluewater and Manzano Vista
13 Projects), Series 2008B."

14 SERIES 2009 BONDS. The Series 2009A Bonds and the Series 2009B
15 Bonds.

16 SERIES 2009A BONDS. The "City of Albuquerque, New Mexico Gross
17 Receipts Tax/Lodgers' Tax Refunding Revenue Bonds, Series 2009A."

18 SERIES 2009B BONDS. The "City of Albuquerque, New Mexico Gross
19 Receipts Tax Refunding Revenue Bonds, Series 2009B."

20 SERIES 2011 BONDS. The Series 2011A Bonds and the Series 2011B
21 Bonds.

22 SERIES 2011A BONDS. The "City of Albuquerque, New Mexico Gross
23 Receipts Tax/Lodgers' Tax/Hospitality Fee Improvement and Refunding Revenue
24 Bonds, Series 2011A."

25 SERIES 2011B BONDS. The "City of Albuquerque, New Mexico Gross
26 Receipts Tax/Stadium Revenues Refunding Revenue Bonds, Taxable Series 2011B."

27 SERIES 2013 BONDS. The "City of Albuquerque, New Mexico Gross
28 Receipts Tax Revenue Bonds."

29 SERIES 2014 BONDS. The Series 2014A Bonds and the Series 2014B
30 Bonds.

1 SERIES 2014A BONDS. The “City of Albuquerque, New Mexico Gross
2 Receipts Tax/Lodgers’ Tax Refunding Revenue Bonds, Series 2014A.”

3 SERIES 2014B BONDS. The “City of Albuquerque, New Mexico Gross
4 Receipts Tax/Lodgers’ Tax Revenue Bonds, Series 2014B.”

5 SERIES 2014B ACQUISITION/CONSTRUCTION FUND. The “City of
6 Albuquerque, New Mexico Gross Receipts Tax/Lodgers’ Tax Refunding Revenue
7 Bonds, Series 2014A Acquisition/Construction Fund” created in Section 16.

8 SERIES 2014A DEBT SERVICE FUND. The “City of Albuquerque,
9 New Mexico Gross Receipts Tax/Lodgers’ Tax Refunding Revenue Bonds,
10 Series 2014A Debt Service Fund” created in Section 16.

11 SERIES 2014B DEBT SERVICE FUND. The “City of Albuquerque,
12 New Mexico Gross Receipts Tax Revenue Bonds, Series 2009B Debt Service Fund”
13 created in Section 16.

14 SPECIAL RECORD DATE. A date established for payment of overdue
15 interest on Series 2014 Bonds by the Paying Agent pursuant to Section 5.(B).

16 STATE. The State of New Mexico.

17 STATE-SHARED GROSS RECEIPTS TAX REVENUES. The revenues
18 from the State gross receipts tax derived pursuant to Section 7-9-4 NMSA 1978,
19 imposed on persons engaging in business in the State, which revenues are remitted
20 monthly by the Revenue Division of the Taxation and Revenue Department of the State
21 to the City as authorized by Sections 7-1-6.1 and 7-1-6.4 NMSA 1978, and which
22 remittances as of the date of adoption of this Bond Ordinance are equal to one and two
23 hundred twenty-five thousandths percent (1.225%) of the taxable gross receipts
24 reported to the City for the month for which such remittance is made; provided that if a
25 greater amount of such gross receipts tax revenues are hereafter provided to be
26 remitted to the City under applicable law, such additional amounts shall be included as
27 revenues pledged pursuant to the Bond Ordinance; and provided further that the
28 amount of revenues pledged pursuant to the Bond Ordinance shall never be less than
29 the greater of: (i) 1.225% of the taxable gross receipts remitted to the City as set forth
30 above, or (ii) the maximum amount at any time provided hereinafter to be remitted to the
31 City under applicable law; and provided further, the City intends that Section 3-31-6(C)

1 NMSA 1978 applies expressly to the amount of revenues pledged pursuant to the Bond
2 Ordinance. State-Shared Gross Receipts Tax Revenues also includes (i) the portion of
3 the gross receipts tax distribution to the City to be made pursuant to Section 7-1-6.46
4 NMSA 1978, which represents the amount of State-Shared Gross Receipts Tax
5 Revenues set forth in the sentence above that would have been remitted to the City but
6 for the deductions provided by Sections 7-9-92 and 7-9-93 NMSA 1978 and (ii) any
7 similar distributions made to the City in lieu of State-Shared Gross Receipts Tax
8 Revenues, but State-Shared Gross Receipts Tax Revenues do not include any similar
9 distributions in lieu of any municipal local option gross receipts tax revenues.

10 SUBORDINATE LODGERS' TAX OBLIGATIONS. Any Lodgers' Tax
11 Obligations hereafter issued or incurred payable from the Lodgers' Tax Revenues and
12 issued with a lien thereon junior and inferior to the lien thereon of the Parity Lodgers'
13 Tax Obligations.

14 SUBORDINATE TAX OBLIGATIONS. All Tax Obligations now
15 outstanding or hereafter issued or incurred with a lien on the State-Shared Gross
16 Receipts Tax Revenues subordinate to the lien of the Senior Tax Obligations on the
17 State-Shared Gross Receipts Tax Revenues.

18 SURETY BOND. Any policy of insurance or surety bond with respect to a
19 series of Tax Obligations guaranteeing certain payments into a debt service reserve
20 account or similar account with respect to that series of Tax Obligations, purchased to
21 satisfy, in whole or in part, the reserve requirement for that series or to replace any
22 money on deposit in a debt service reserve account or similar account.

23 SURPLUS FUND. The City of Albuquerque Surplus Lodgers' Tax
24 Revenues Reserve Fund continued in Section 16 of the Bond Ordinance.

25 TAX OBLIGATIONS. Senior Tax Obligations, Lodgers' Tax Obligations
26 and any other bonds, notes or other instruments which evidence a borrowing payable
27 from and secured by (i) the State-Shared Gross Receipts Tax Revenues, or (ii) the
28 Pledged Lodgers' Tax Revenues, now Outstanding or hereafter issued or incurred.

29 VALUE. The value of any investment shall be calculated as follows:

30 (a) as to investments the bid and asked prices of which are
31 published on a regular basis in The Wall Street Journal (or, if not there, then in The New

1 York Times): the average of the bid and asked prices for such investments so
2 published on or most recently prior to such time of determination;

3 (b) as to investments the bid and asked prices of which are not
4 published on a regular basis in The Wall Street Journal or The New York Times: the
5 average bid price at such time of determination for such investments by any two
6 nationally recognized government securities dealers (selected by the City in its absolute
7 discretion) at the time making a market in such investments or the bid price published
8 by a nationally recognized pricing service;

9 (c) as to certificates of deposit and bankers acceptances: the
10 face amount thereof, plus accrued interest; and

11 (d) as to any investment not specified above: the value thereof
12 established by prior agreement between the City and the Credit Source.

13 VARIABLE INTEREST RATE. An interest rate which varies or fluctuates
14 from time to time. Except for any historical period for which the actual rate or rates are
15 determinable, and unless otherwise stated in the Bond Ordinance, interest shall be
16 calculated for Variable Interest Rate Tax Obligations at the maximum interest rate then
17 permitted on such Tax Obligations by the City ordinance authorizing the issuance of
18 such Tax Obligations.

19 VARIABLE RATE OBLIGATIONS. Tax Obligations, including
20 reimbursement obligations pursuant to a Credit Facility, the interest rate on which is
21 subject to change from time to time.

22 (B) RULES OF CONSTRUCTION. For purposes of the Bond
23 Ordinance, unless otherwise expressly provided or unless the context require otherwise:

24 (1) Unless otherwise stated in the Bond Ordinance, all
25 references in the Bond Ordinance to designated Sections and other subdivisions are to
26 the designated Section and other subdivision of the Bond Ordinance.

27 (2) The words "herein," "hereof," "hereunder," and "herewith"
28 and other words of similar import in the Bond Ordinance refer to the Bond Ordinance, as
29 a whole, and not to any particular Section or other subdivision.

1 (3) All accounting terms not otherwise defined in the Bond
2 Ordinance have the meanings assigned to them in accordance with generally accepted
3 accounting principles.

4 (4) Words of the masculine gender shall be deemed and
5 construed to include correlative words of the feminine and neuter genders.

6 (5) The headings used in the Bond Ordinance are for
7 convenience of reference only and shall not define or limit the provisions of the Bond
8 Ordinance.

9 (6) Terms in the singular include the plural and vice versa.

10 SECTION 2. RATIFICATION. All actions previously taken (not inconsistent with
11 the provisions of the Bond Ordinance) by the Council and the officers of the City,
12 directed toward (1) the Refunding Project and (2) the issuance and sale of the
13 Series 2009 Bonds are ratified, approved and confirmed.

14 SECTION 3. FINDINGS. The Council declares that it has considered all relevant
15 information and data and makes the following findings:

16 (A) The Pledged Revenues may lawfully be pledged to secure
17 Series 2014 Bonds to the extent and in the manner provided in the Bond Ordinance.

18 (B) The Series 2014 Bonds will be issued pursuant to the Act.

19 (C) The Series 2014 Bonds are Tax Obligations and are being issued
20 for the purpose of reducing interest costs.

21 (D) It is economically feasible to accomplish the Refunding Project by
22 the issuance of the Series 2014A Bonds.

23 (E) The issuance of the Series 2014B Bonds and the construction,
24 acquisition and installation of the Improvement Project are in the interest of the public
25 health, safety and welfare of the residents of the City.

26 SECTION 4. AUTHORIZATIONS.

27 (A) AUTHORIZATION OF BONDS AND PROCEEDS OF BONDS.

28 This Bond Ordinance has been adopted by the affirmative vote of the Council. For the
29 purpose of protecting the public health, conserving the property, protecting the general
30 welfare and prosperity of the citizens of the City, achieving cost savings and
31 restructuring debt, it is declared necessary that the City issue its negotiable, fully

1 registered Refunding Bonds and Improvement Bonds pursuant to the Act, as set forth in
2 the Bond Ordinance. The Series 2014 Bonds are designated as the "City of
3 Albuquerque, New Mexico Gross Receipts Tax/Lodgers' Tax Refunding Revenue
4 Bonds, Series 2014" and the Series 2014B Bonds are designated as the "City of
5 Albuquerque, New Mexico Gross Receipts Tax/Lodger's Tax Revenue Bonds, Series
6 2014B;" provided that changes may be made in those designations to better identify the
7 Series 2014 Bonds. The issuance of the Series 2014A Bonds in the aggregate principal
8 amount of \$29,530,000 is authorized and approved, and the issuance of the
9 Series 2014B Bonds in the aggregate principal amount of \$1,980,000 is authorized and
10 approved; provided that the Series 2014 Bonds shall not be issued prior to the date on
11 which the State Department of Finance and Administration gives its written approval to
12 the issuance of the Series 2014 Bonds. The sale of the Series 2014A Bonds and the
13 Series 2014B Bonds to the Investment Bankers pursuant to the Bond Purchase
14 Agreement is approved.

15 Proceeds of the Series 2014 Bonds may also be used to pay Expenses.

16 (B) REFUNDING PROJECT. The Refunding Project is authorized and
17 approved. The Refunded Bonds shall be refunded by redeeming, on the date of
18 delivery of the Series 2014A Bonds, the Series 2004A Bonds, the Series 2004B Bonds,
19 and the Series 2009 Bonds at a redemption price of 100% of the principal amount
20 thereof outstanding plus interest to the date of redemption.

21 (C) IMPROVEMENT PROJECT. The Improvement Project is
22 authorized and approved. The Improvement Project will include [studying, designing,
23 developing, constructing, reconstructing, rehabilitating, renovating, modernizing,
24 signing, enhancing and otherwise improving the City's Convention Center.]

25 (D) EXPENSES. The payment of Expenses is authorized and
26 approved.

27 SECTION 5. SERIES 2009 BONDS.

28 (A) DETAILS. The Series 2014 Bonds shall be issued in the aggregate
29 principal amount of \$31,510,000 and shall be dated the date of delivery. The Series
30 2014 Bonds shall be issued as fully registered bonds and shall be numbered with such
31 prefixes or other distinguishing designations as the Registrar may determine necessary

1 or appropriate to distinguish one Series 2014 Bond from another. The Series 2014
2 Bonds shall be issued in Authorized Denominations and shall bear interest on the basis
3 of a 360-day year and twelve 30-day months from the most recent date to which interest
4 has been paid or provided for or, if no interest has been paid or provided for, from their
5 date until maturity at the rates set forth below, payable semiannually on January 1 and
6 July 1 of each year beginning January 1, 2015, and shall mature on July 1 in the years
7 and amounts set forth below:

8 Series 2014A Bonds
9 Year Principal Amount Interest Rate

10

11

12

13

14

15

16

17

18

19

20

21

22 Series 2014B Bonds

23 Year Principal Amount Interest Rate

24

25

26

27

28

29

30

31

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31

The net effective interest rate on the Series 2014 Bonds does not exceed twelve percent (12%) per annum.

(B) PAYMENT OF SERIES 2014 BONDS; TRANSFERS TO PAYING

AGENT. Payments on the Series 2014 Bonds shall be made in such coin or currency of the United States of America as, at the respective times of payment, is legal tender for the payment of public and private debts. The City shall transfer funds to the Paying Agent for the Series 2014 Bonds on a timely basis so that the Paying Agent may make payments of the principal of, premium, if any, and interest on Series 2014 Bonds, when due, to the Owners and comply with the requirements of any Bond Insurer relating to payments of Series 2014 Bonds. As soon as known to the City, the City shall notify the Paying Agent if there is or will be an insufficient amount of money available to pay principal and interest on the Series 2014 Bonds when due.

The principal of and premium, if any, on the Series 2014 Bonds shall be payable to the Owners upon presentation and surrender of their Series 2014 Bonds at the principal office of the Paying Agent.

Interest on the Series 2014 Bonds shall be payable on each Interest Payment Date by the Paying Agent by check mailed on the date on which due to the Owners at the close of business on the Record Date for such Interest Payment Date to the registered addresses of Owners appearing on the registration books for the Series 2014 Bonds. In the case of any Owner of Series 2014 Bonds in an aggregate principal amount in excess of \$1,000,000 as shown on the registration books who, prior to the Record Date for the Series 2014 Bonds next preceding any Interest Payment Date, has provided the Paying Agent with wire transfer instructions, interest shall be paid in immediately available funds in accordance with the wire transfer instructions provided by that Owner.

1 If and to the extent that the City fails to make payment or provision for
2 payment of interest on any Series 2014 Bond on any Interest Payment Date, interest
3 shall continue to accrue on that Series 2014 Bond but shall cease to be payable to the
4 Owner of that Series 2014 Bond as of the applicable Record Date. When money
5 becomes available for payment of the interest, (i) the Registrar shall establish a Special
6 Record Date for the payment of that interest which shall be not more than 15 nor fewer
7 than 10 days prior to the date of the proposed payment, and (ii) the Registrar shall give
8 notice by first-class mail of the proposed payment and of the Special Record Date to
9 each Owner not less than 10 days prior to the Special Record Date and, thereafter, the
10 interest shall be payable to the Owners at the close of business on the Special Record
11 Date.

12 While a Depository or its nominee is the owner of the Series 2014 Bonds,
13 principal and interest payments on the Series 2014 Bonds shall be made to the
14 Depository, or its nominee, as required by the Depository.

15 (C) BOOK-ENTRY. The Series 2014 Bonds shall initially be issued or
16 registered in book-entry form, from time to time, with a Depository acting as securities
17 depository for the Series 2014 Bonds with no physical distribution of bond certificates
18 made to the public. A single certificate for each maturity date of each of the Series
19 2014A Bonds and the Series 2014B Bonds issued in book-entry form shall be delivered
20 to such Depository and immobilized in its custody. The book-entry system shall
21 evidence ownership of Series 2014 Bonds in Authorized Denominations, with transfer of
22 ownership effected on the books of the Depository and its participants (“Participants”).
23 As a condition to delivery of Series 2014 Bonds in book-entry form, the purchaser of the
24 Series 2014 Bonds shall, immediately after acceptance of delivery thereof, deposit
25 those Series 2014 Bonds certificates with such Depository, registered in the name of
26 such Depository or its nominee. Principal, premium, if any, and interest will be paid to
27 such Depository or its nominee as the registered Owner of those Series 2014 Bonds.
28 The transfer of principal and interest payments to Participants shall be the responsibility
29 of such Depository; the transfer of principal and interest payments to the beneficial
30 owners of Series 2014 Bonds (the “Beneficial Owners”) shall be the responsibility of
31 such Participants and other nominees of Beneficial Owners maintaining a relationship

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

4 If (i) the Series 2014 Bonds are not eligible for the services of the
5 institution which has been acting as the Depository for the Series 2014 Bonds, (ii) the
6 institution that has been acting as the Depository determines to discontinue its services
7 with respect to the Series 2014 Bonds or (iii) the City determines that a continuation of
8 the system of book-entry transfers through the institution that has been acting as the
9 Depository ceases to be beneficial to the City or the Beneficial Owners, the City shall
10 either identify another Depository or certificates shall be delivered to Beneficial Owners
11 or their nominees. In the event of the discontinuation of the book-entry system for the
12 Series 2014 Bonds, the Beneficial Owners or their nominees, upon authentication of the
13 Series 2014 Bonds and registration of the Series 2014 Bonds in the Beneficial Owners’
14 or nominees’ names, shall become the Owners for all purposes. The City shall mail an
15 appropriate notice to the Depository for notification to Participants, Indirect Participants
16 and Beneficial Owners of the substitute Depository or the issuance of bond certificates
17 to Beneficial Owners or their nominees, as applicable.

18 Notwithstanding any other provision of the Bond Ordinance to the
19 contrary, as long as all Series 2014 Bonds are registered in the name of a Depository or
20 its nominee, all payments with respect to principal of, redemption premium, if any, and
21 interest on those Series 2014 Bonds, and all notices with respect to those Series 2014
22 Bonds, shall be made and given by the Paying Agent or the City to the Depository, by
23 the Depository to its Participants or Indirect Participants and by the Participants and
24 Indirect Participants to the Beneficial Owners.

25 (D) SERIES 2014 BONDS NOT PRESENTED FOR PAYMENT. If any
26 Series 2014 Bonds are not presented for payment when the principal becomes due
27 either at maturity or at the date fixed for redemption thereof or otherwise, or if any check
28 or draft mailed to an Owner in connection with a payment of interest on any Series 2014
29 Bonds is not cashed by an Owner, and an amount sufficient to pay those Series 2014
30 Bonds or interest is held by the Paying Agent for the benefit of the Owners, the Paying
31 Agent shall segregate and hold such money in trust without liability for interest on that

1 money to the Owners, for the benefit of the Owners of the applicable Series 2014
2 Bonds, who shall, except as provided in the following paragraph, then be restricted to
3 only the amounts segregated for the satisfaction of any claim relating to that payment
4 on such Series 2014 Bonds.

5 Any money which the Paying Agent segregates and holds in trust for the
6 payment of the principal of, premium or interest on Series 2014 Bonds which remains
7 unclaimed for three years after such payment has become due shall be paid to the City.
8 After the payment of such unclaimed money to the City, the Owners shall look only to
9 the City for the payment of those Series 2014 Bonds.

10 SECTION 6. REDEMPTION OF SERIES 2014 BONDS.

11 (A) OPTIONAL REDEMPTION. The Series 2014 Bonds maturing on
12 or after July 1, 20___ are subject to redemption prior to maturity at the option of the
13 City, in whole or in part, on July 1, 20___ and on any date thereafter at the redemption
14 price of 100% of the principal amount of the Series 2014 Bonds, plus accrued interest to
15 the date fixed for redemption. Unless money sufficient to pay the principal of and
16 premium, if any, on the Series 2014 Bonds to be redeemed pursuant to this Section
17 6.(A) is received by the Paying Agent prior to the giving of notice of redemption in
18 accordance with Section 6.(D), that notice shall state that the redemption is conditional
19 upon the receipt of that money by the Paying Agent by 2:00 p.m., prevailing Mountain
20 Time, on the redemption date. If an amount sufficient to redeem all Series 2014 Bonds
21 called for redemption is not received by that time (i) the Paying Agent shall redeem only
22 those Series 2014 Bonds for which the redemption price was received, (ii) the Series
23 2014 Bonds to be redeemed shall be selected in the manner set forth in Section 6.(C)
24 and (iii) the redemption notice shall have no effect with respect to those Series 2014
25 Bonds for which the redemption price was not received and those Series 2014 Bonds
26 shall not be redeemed. The Registrar shall give notice to the Owners of the
27 Series 2014 Bonds previously called for redemption which shall not be redeemed, in the
28 manner in which notice of redemption was given, identifying the Series 2014 Bonds
29 which shall not be redeemed, stating that the redemption did not take place with respect
30 to those Series 2014 Bonds and shall promptly return any Series 2014 Bonds which

1 shall not be redeemed which were previously delivered by the Owners of those
2 Series 2014 Bonds.

3 (B) [reserved].

4 (C) PARTIAL REDEMPTION. If less than all of the Outstanding
5 Series 2014A Bonds or Series 2014B Bonds are to be redeemed, the Maturity Dates of
6 the Series 2014A Bonds or Series 2014B Bonds to be redeemed shall be selected by
7 the City. If less than all Series 2014A Bonds or Series 2014B Bonds of a given Maturity
8 Date are redeemed, the Series 2014A Bonds or Series 2014B Bonds of that Maturity
9 Date to be redeemed shall be selected by lot in such manner as determined by the
10 Fiscal Agent. However, the portion of any Series 2014 Bonds to be redeemed and the
11 portion of any Series 2014 Bonds not redeemed shall both be in Authorized
12 Denominations. If, as indicated in a certificate of an Authorized Officer delivered to the
13 Fiscal Agent, the City has offered to purchase all Series 2014A or Series 2014B Bonds
14 then Outstanding and less than all of the Series 2014A Bonds or Series 2014B Bonds,
15 as the case may be, have been tendered to the City for purchase, the Fiscal Agent, at
16 the direction of an Authorized Officer, shall select for redemption all, or any part
17 designated by the City, of the Series 2014A Bonds or Series 2014B Bonds which have
18 not been tendered.

19 In selecting Series 2014 Bonds for redemption, the Fiscal Agent shall treat
20 each Series 2014 Bond as representing that number of Series 2014 Bonds which is
21 obtained by dividing the principal amount of any Series 2014 Bond by the minimum
22 Authorized Denomination. If it is determined that one or more, but not all, of the units of
23 principal amount represented by any Series 2014 Bond is to be called for redemption,
24 then, upon notice of intention to redeem such unit or units, the Owner of such
25 Series 2014 Bond (except with respect to Series 2014 Bonds registered to a Depository
26 or its nominee, in which case a notation as to the amount redeemed may be made on
27 such Series 2014 Bonds) shall promptly surrender such Series 2014 Bond to the Fiscal
28 Agent for (i) payment to such Owner of the redemption price of the unit or units of
29 principal amount called for redemption, and (ii) delivery to such Owner of a new
30 Series 2014 Bond of the same Maturity Date and series in the aggregate principal
31 amount of the unredeemed balance, without charge therefor.

1 If the Owner of any such Series 2014 Bond fails to present that
2 Series 2014 Bond to the Fiscal Agent for payment, that Series 2014 Bond nevertheless
3 shall become due and payable on the date fixed for redemption to the extent of the unit
4 or units of principal amount called for redemption and interest shall cease to accrue on
5 that principal amount.

6 (D) NOTICE. Notice of redemption of Series 2014 Bonds shall be
7 given by the Fiscal Agent by sending a copy of such notice by registered or certified first
8 class, postage prepaid mail not less than 30 days prior to the redemption date to all
9 Depositories, to EMMA and to the Owner of each Series 2014 Bond, or portion thereof,
10 to be redeemed at the address shown as of the close of business on the fifth day prior
11 to the mailing of notice on the Bond Register. The City shall give the Fiscal Agent
12 notice of the redemption date and the Maturity Date and the principal amounts of each
13 maturity of Series 2014A Bonds or Series 2014B Bonds to be called for redemption
14 pursuant to Section 6.(A) at least five Business Days prior to the date that the Fiscal
15 Agent is required to give Owners notice of redemption. Series 2014 Bonds to be called
16 for redemption pursuant to Section 6.(B) shall be called for redemption by the Fiscal
17 Agent without the necessity of any notice to the Fiscal Agent from the City. Neither the
18 City's failure to give such notice, the Fiscal Agent's failure to give such notice to any
19 Depository (other than as the Owner of Series 2014 Bonds being redeemed), or the
20 registered Owner of any Series 2014 Bonds to be redeemed, or any defect therein, nor
21 the failure of the Depository to notify a Participant or any Participant or Indirect
22 Participant to notify a Beneficial Owner of any such redemption, shall affect the validity
23 of the proceedings for the redemption of any Series 2014 Bonds for which proper notice
24 was given.

25 The official notice of redemption to Owners shall state:

- 26 (1) the CUSIP numbers of the Series 2014 Bonds to be
27 redeemed,
28 (2) the redemption date,
29 (3) the redemption price,
30 (4) the Series 2014 Bonds to be redeemed,

1 (5) if less than all Outstanding Series 2014A Bonds or
2 Series 2014B Bonds are to be redeemed, the bond numbers and Maturity Dates of
3 Series 2014A Bonds or Series 2014B Bonds to be redeemed and, in the case of a
4 partial redemption of a Series 2014A Bonds or Series 2014B Bond, the principal amount
5 to be redeemed,

6 (6) that, subject to the provisions of Section 6.(A), if applicable,
7 on the redemption date, the redemption price will become due and payable on each
8 Series 2009 Bond or portion thereof called for redemption, and that interest thereon
9 shall cease to accrue from and after that date,

10 (7) the place where such Series 2014 Bonds are to be
11 surrendered for payment of the redemption price, the name of a contact person (if the
12 book-entry system described in Section 5.(C) is in effect), and the phone number at the
13 office of the Paying Agent, and

14 (8) if the redemption is pursuant to Section 6.(A), that the
15 redemption is conditional, if applicable, stating the conditions set forth in Section 6.(A).

16 The Paying Agent shall comply with any other terms regarding redemption
17 and notice of redemption, as are required by any agreement with a Depository.

18 Except as provided in Section 6.(A), notice having been given in the
19 manner provided above, the Series 2014 Bonds or part thereof called for redemption
20 shall become due and payable on the redemption date designated and the Series 2014
21 Bonds, or part thereof to be redeemed, for which the redemption price is on deposit with
22 the Fiscal Agent, shall not be deemed to be Outstanding and shall cease to bear or
23 accrue interest from and after such redemption date. Subject to Section 6.(A), upon
24 presentation of a Series 2014 Bond to be redeemed at the office of the Fiscal Agent on
25 or after the redemption date, or, so long as the book-entry system is used for
26 determining beneficial ownership of the Series 2014 Bond being redeemed, upon
27 satisfaction of the terms of any other arrangement between the Fiscal Agent and the
28 Depository, the Fiscal Agent will pay such Series 2014 Bonds or portion thereof called
29 for redemption.

30 (E) SERIES 2014 BONDS NOT PRESENTED FOR REDEMPTION.
31 Money for payment of the principal of, premium, if any, and interest, to the date fixed for

1 redemption, on Series 2014 Bonds called for redemption which are not presented for
2 payment on the date fixed for redemption shall be set aside by the Fiscal Agent in trust
3 for the Owners of such Series 2014 Bonds and held as set forth in Section 5.(D).
4 Interest on such Series 2014 Bonds shall cease to accrue on the date fixed for
5 redemption.

6 (F) CANCELLATION. All Series 2014 Bonds which have been
7 redeemed or received for transfer shall be canceled and destroyed by the Fiscal Agent
8 and shall not be reissued and a counterpart of the certificate of destruction evidencing
9 such destruction shall be furnished by the Fiscal Agent to the City.

10 SECTION 7. [reserved].

11 SECTION 8. REGISTRATION, TRANSFER, EXCHANGE AND OWNERSHIP
12 OF SERIES 2014 BONDS.

13 (A) REGISTRATION, TRANSFER AND EXCHANGE. The City shall
14 cause books for the registration, transfer and exchange of the Series 2014 Bonds to be
15 kept at the principal office of the Registrar. Upon surrender for transfer or exchange of
16 any Series 2014 Bonds at the principal office of the Registrar duly endorsed by the
17 Owner or his attorney duly authorized in writing, or accompanied by a written instrument
18 or instruments of transfer or exchange in form satisfactory to such Registrar and
19 properly executed, the City shall execute and the Registrar shall authenticate and
20 deliver in the name of the transferee or Owner a new Series 2014 Bond or Bonds of the
21 same series and Maturity Date, interest rate and same aggregate principal amount in
22 Authorized Denominations.

23 (B) OWNER OF BONDS. The person in whose name any Series 2014
24 Bond is registered shall be deemed and regarded as its absolute Owner for all
25 purposes, except as may otherwise be provided with respect to the payment of interest
26 on Series 2014 Bonds in Section 5.(C). Payment of the principal on any Series 2014
27 Bonds shall be made only to or upon the order of its Owner or his legal representative.
28 All such payments shall be valid and effectual to satisfy and discharge the liability on
29 Series 2014 Bonds to the extent of the amount paid.

30 (C) REPLACEMENT OF BONDS. If any Series 2014 Bond is lost,
31 stolen, destroyed or mutilated, the Registrar shall, upon receipt of that Series 2014

1 Bond if mutilated, and evidence, information or indemnity which the Registrar may
2 reasonably require, authenticate and deliver a replacement Series 2014 Bond or Bonds
3 of the same aggregate principal amount, series and Maturity Date and interest rate,
4 bearing a number or numbers not then outstanding. If any lost, stolen, destroyed or
5 mutilated Series 2014 Bond has matured or been called for redemption, the Registrar
6 may direct the Paying Agent to pay that Series 2014 Bond in lieu of replacement.

7 (D) CHARGES. Exchanges and transfers of Series 2014 Bonds shall
8 be made without charge to the Owners or any transferee except that the Registrar may
9 make a charge sufficient to reimburse the Registrar for any tax, fee or other
10 governmental charge required to be paid with respect to that transfer or exchange.

11 (E) BONDS CALLED FOR REDEMPTION. The Fiscal Agent shall not
12 be required to transfer or exchange (i) any Series 2014 Bonds during the five-day period
13 preceding the mailing of notice calling Series 2014 Bonds of such series for redemption
14 and (ii) any Series 2014 Bonds called for redemption.

15 (F) UNAUTHENTICATED BONDS. The officers of the City are
16 authorized to deliver to the Registrar fully registered but unauthenticated Series 2014
17 Bonds in such quantities as may be convenient to be held in custody by the Registrar
18 pending the use thereof as provided in the Bond Ordinance.

19 SECTION 9. NEGOTIABILITY. Series 2014 Bonds shall be fully negotiable and
20 shall have all the qualities of negotiable paper, and the owner or owners thereof shall
21 possess all rights enjoyed by the owners of negotiable instruments under the provisions
22 of the Uniform Commercial Code—Investment Securities in effect in the State.

23 SECTION 10. SPECIAL LIMITED OBLIGATIONS. The Series 2014 Bonds and
24 all payments of principal, premium, if any, and interest thereon (whether at maturity or
25 on a redemption date), and the obligations of the City for all other payments, fees,
26 costs, interest and expenses under the Bond Ordinance and under all Related
27 Documents shall be special limited obligations of the City payable solely from the
28 Pledged Lodgers' Tax Revenues and State-Shared Gross Receipts Tax Revenues.
29 However, the Series 2014A Bonds are also payable from amounts on deposit in the
30 Series 2014A Debt Service Fund and the Series 2014B Bonds are also payable from

1 amounts on deposit in the Series 2014B Acquisition/Construction Fund and the
2 Series 2014B Debt Service Fund.

3 Owners and the parties under any Related Documents may not look to any
4 general or other fund of the City for the payment of the principal of or interest on, or the
5 fees, costs and expenses relating to, such obligations, except the designated special
6 funds pledged therefor. Neither the Series 2014 Bonds nor the obligations of the City
7 under any Related Documents shall constitute an indebtedness of the City within the
8 meaning of any constitutional, charter or statutory prohibition or limitation, nor shall they
9 be considered or held to be general obligations of the City, and the Series 2014 Bonds
10 shall recite that they are payable and collectable solely out of the respective Pledged
11 Revenues and from any other sources stated in the Bond Ordinance and that the
12 Owners may not look to any general or other municipal fund for the payment of the
13 principal, premium, if any, or interest, as applicable, on the Series 2014 Bonds or for the
14 payment of any amounts owed under any Related Documents.

15 SECTION 11. EXECUTION AND CUSTODY OF SERIES 2009 BONDS.

16 (A) FILING MANUAL SIGNATURES. Prior to the execution of any
17 Series 2009 Bonds pursuant to Sections 6-9-1 through 6-9-6 NMSA, the Mayor, City
18 Clerk and City Treasurer shall each file with the Secretary of State of New Mexico his or
19 her manual signature certified by him or her under oath; provided that such filing shall
20 not be necessary for any officer where any previous filing may have legal application or
21 if the Bonds are signed manually.

22 (B) EXECUTION. Series 2014 Bonds shall be signed with the manual
23 or facsimile signature of the Mayor and the manual or facsimile signature of the City
24 Treasurer or City Clerk. There shall be placed on each Series 2014 Bond the printed,
25 engraved, stamped or otherwise placed facsimile or imprint of the City's corporate seal.
26 Series 2014 Bonds when authenticated and bearing the manual or facsimile signatures
27 of the officers in office at the time of their signing shall be valid and binding obligations
28 of the City, notwithstanding that before delivery of those Series 2014 Bonds, any or all
29 of the persons who executed those Series 2014 Bonds shall have ceased to fill their
30 respective offices. The Mayor, City Clerk and City Treasurer, at the time of the
31 execution of the Series 2014 Bonds, each may adopt as and for his or her own facsimile

1 signature the facsimile signature of his or her predecessor in office if such facsimile
2 signature appears upon any of the Series 2014 Bonds or certificates pertaining to the
3 Series 2014 Bonds. No manual or facsimile signature of any officer of the City or an
4 Authenticating Agent shall be required if the Series 2014 Bonds are issued in book-
5 entry form without the delivery of any physical securities.

6 (C) CUSTODY. The Registrar shall hold in custody all Series 2014
7 Bonds signed and attested by the Mayor, City Clerk and City Treasurer until ready for
8 delivery to the purchaser, transferee or Owner. The City shall, from time to time, at the
9 written request of the Registrar, provide the Registrar an adequate supply of
10 Series 2009 Bonds.

11 (D) AUTHENTICATION. No Series 2014 Bonds shall be valid or
12 obligatory for any purpose unless the certificate of authentication has been duly
13 executed by the Registrar. That Registrar's certificate of authentication shall be
14 deemed to have been duly executed if manually signed by an authorized officer of the
15 Registrar, but it shall not be necessary that the same officer sign the certificate of
16 authentication on all Series 2014 Bonds.

17 SECTION 12. APPOINTMENT OF FISCAL AGENT. The initial Fiscal Agent for
18 the Series 2014 Bonds shall be the City Treasurer. The Paying Agent and Registrar
19 shall be the same Person for the Series 2014 Bonds.

20 SECTION 13. SUCCESSOR REGISTRAR OR PAYING AGENT. If the
21 Registrar or Paying Agent initially appointed shall resign, or if the City shall determine to
22 appoint a successor or co-Registrar or co-Paying Agent or shall reasonably determine
23 that a Registrar or Paying Agent has become incapable of fulfilling its duties under the
24 Bond Ordinance, the City may, upon notice mailed to each Owner at the address last
25 shown on the registration books, appoint a successor or co-Registrar or Paying Agent.
26 Every such successor or co-Registrar or Paying Agent shall be a bank or trust company
27 located and in good standing in the United States with a capital stock, surplus and
28 undivided profits, however denominated, of not less than \$75,000,000 or the City
29 Treasurer, or any successor in office. Notwithstanding any other provision of the Bond
30 Ordinance, no removal, resignation or termination of the Paying Agent shall take effect
31 until a successor shall be appointed. Additional provisions relating to the Registrar and

1 the Paying Agent and the payment of the Series 2014 Bonds may be in a separate
2 paying agent agreement executed on behalf of the City by an Authorized Officer.

3 SECTION 14. SERIES 2014 BONDS FORMS. The Series 2014A Bonds and the
4 Series 2014B Bonds shall be in substantially the following forms with only such changes
5 as are not inconsistent with the Bond Ordinance:

6 [FORM OF SERIES 2014A BOND]
7 UNITED STATES OF AMERICA
8 STATE OF NEW MEXICO COUNTY OF BERNALILLO
9 CITY OF ALBUQUERQUE, NEW MEXICO
10 GROSS RECEIPTS TAX/LODGERS' TAX REFUNDING REVENUE BONDS
11 SERIES 2014A

12 Bond No. _____ \$ _____
13 INTEREST RATE MATURITY DATE DATE OF BOND CUSIP
14 _____, 2014 _____

15 PRINCIPAL AMOUNT:

16 REGISTERED OWNER:

17 The City of Albuquerque (the "City"), in the County of Bernalillo and State of New
18 Mexico (the "State"), a municipal corporation duly organized and existing under the
19 Constitution and laws of the State, for value received, promises to pay, solely from the
20 special funds available for the purpose set forth below, to the Registered Owner stated
21 above, or registered assigns, on the Maturity Date stated above (unless this bond may
22 be and is called for prior redemption, in whole or in part, in which case on such
23 redemption date), upon presentation and surrender of this bond to the City Treasurer, in
24 Albuquerque, New Mexico, or any successor (as such, the "Paying Agent") or any co-
25 paying agent, the Principal Amount stated above and premium, if any, and to pay
26 interest on the unpaid Principal Amount at the Interest Rate stated above on January 1
27 and July 1 of each year beginning on January 1, 2015 (each, an "Interest Payment
28 Date") to the Maturity Date stated above, or until redeemed if called for redemption prior
29 to maturity. If upon presentation and surrender at maturity or for prior redemption,
30 payment of this bond is not made, interest shall continue at the Interest Rate stated
31 above until the Principal Amount is paid in full. This bond will bear interest from the

1 most recent date to which interest has been paid or provided for or if no interest has
2 been paid or provided for, from the Date of Bond stated above. Interest on this bond is
3 payable by check or draft mailed to the registered owner hereof (or by such other
4 arrangement as may be mutually agreed to by the Paying Agent and the registered
5 owner) as shown on the registration books for this issue maintained by the City
6 Treasurer or any successor or co-registrar (as such, the "Registrar"), at the address
7 appearing therein at the close of business on the fifteenth day of the calendar month
8 next preceding the Interest Payment Date (the "Record Date"). Any interest which is not
9 timely paid or duly provided for shall cease to be payable to the owner hereof (or of one
10 or more predecessor Bonds, defined below) as of the Record Date, but shall be payable
11 to the owner hereof (or of one or more predecessor Bonds) at the close of business on
12 a special record date to be fixed by the Paying Agent for the payment of interest. Notice
13 of the special record date shall be given to owners of Bonds as then shown on the
14 Registrar's registration books not less than ten days prior to the special record date.
15 The principal of, premium, if any, and interest on this bond are payable in lawful money
16 of the United States of America, without deduction for exchange or collection charges.

17 **This bond and the payments of principal of, premium, if any, and interest**
18 **on this bond do not constitute an indebtedness of the City within the meaning of**
19 **any constitutional, charter or statutory provision or limitation, shall not be**
20 **considered or held to be a general obligation of the City and are payable and**
21 **collectible solely from Pledged Revenues, proceeds of the Bonds, and amounts**
22 **on deposit in certain funds designated in the Bond Ordinance. The owner of this**
23 **bond may not look to any general or other municipal fund for the payment of the**
24 **principal of, premium, if any, or interest on this bond. "Pledged Revenues"**
25 **means, collectively, the State-Shared Gross Receipts Tax Revenues and the**
26 **Pledged Lodgers' Tax Revenues. "State-Shared Gross Receipts Tax Revenues"**
27 **means the revenues from the State gross receipts tax derived pursuant to Section**
28 **7-9-4 NMSA 1978 imposed on persons engaged in business in the State, which**
29 **revenues are remitted monthly by the Revenue Division of the Taxation and**
30 **Revenue Department of the State to the City as authorized by Sections 7-1-6 and**
31 **7-1-6.4 NMSA 1978, and which remittances, on the date of the initial issuance of**

1 the Bonds, equal one and two hundred twenty-five thousandths percent (1.225%)
2 of the taxable gross receipts reported for the City for the month for which such
3 remittance is made. "Pledged Lodgers' Tax Revenues" means fifty percent (50%)
4 of the Lodgers' Tax Revenues received by the City, after deduction of the
5 administrative costs pertaining to the Lodgers' Tax to the extent required by the
6 Lodgers' Tax Act; provided that the City is not pledging to the payment of the
7 Bonds, and the term "Pledged Lodgers' Tax Revenues" does not include, any of
8 the Lodgers' Tax Revenues in excess of 50% thereof. "Lodgers' Tax Revenues"
9 means the revenues received by the City pursuant to the Lodgers' Tax Act from
10 the occupancy tax imposed by City Ordinance Enactment No. 68-1984, imposed
11 on revenues on lodging within the City in an amount (on the date of the initial
12 issuance of the Bonds) equal to five percent (5%) of the gross taxable rent paid
13 for lodging (not including State or local gross receipts tax) collected by the City
14 from persons furnishing such lodging. "Lodgers' Tax Act" means Sections 3-38-
15 13 to 3-38-24 NMSA 1978, as amended. For a full description of the Pledged
16 Revenues, the State-Shared Gross Receipts Tax Revenues and the Pledged
17 Lodgers' Tax Revenues, reference is made to the Bond Ordinance.

18 This bond is one of a duly authorized series of fully registered bonds of the City
19 issued in the aggregate principal amount of \$29,530,000 designated as the "City of
20 Albuquerque, New Mexico Gross Receipts Tax/Lodgers' Tax Refunding Revenue
21 Bonds, Series 2014A" (the "Bonds"), issued in denominations of \$5,000 and integral
22 multiples thereof under and pursuant to City Ordinance Twenty First Council Bill
23 No. F/S _____ (the "Bond Ordinance") for the purpose of refunding the City's Gross
24 Receipts Tax/Lodgers' Tax Refunding Revenue Bonds, Series 2004A.

25 Reference is made to the Bond Ordinance on file in the offices of the City Clerk
26 for a more complete statement of the general covenants and conditions pursuant to
27 which the Bonds are issued. The acceptance of the terms and conditions of the Bond
28 Ordinance is an explicit and material part of the consideration of the issuance of this
29 bond and each owner, by acceptance of this bond, agrees and assents to all such terms
30 and conditions as though fully set forth in this bond.

1 The Bonds maturing on or after July 1, _____ are subject to redemption prior to
2 maturity at the option of the City, in whole or in part, on July 1, _____ and on any date
3 thereafter, at the redemption price of 100% of the principal amount of the Bonds, plus
4 accrued interest to the date fixed for redemption.

5 If less than the total amount of the Bonds outstanding is redeemed, Bonds to be
6 redeemed shall be selected as determined by the City. However, if less than all Bonds
7 of a given maturity are redeemed, the Bonds to be redeemed within that maturity shall
8 be selected by lot in such manner as determined by the Fiscal Agent. Notice of
9 redemption of this bond, or any part thereof, shall be given by the Fiscal Agent providing
10 not less than 30 days' prior written notice by registered or certified first-class postage
11 prepaid mail to the owner of this bond at the address shown on the registration books
12 as of the fifth day prior to the mailing of notice as provided in the Bond Ordinance.
13 Notices of redemption shall specify the details set forth in the Bond Ordinance including,
14 the date fixed for redemption and that on such redemption date there shall become and
15 be due and payable upon each Bond or part thereof to be redeemed at the office of the
16 Paying Agent the principal amount thereof to be redeemed plus accrued interest, if any,
17 to the redemption date and the stipulated premium, if any, and that from and after such
18 date interest shall cease to accrue on the principal amount redeemed. Neither the
19 Fiscal Agent's failure to give notice to the registered owner of any Bond, or any defect
20 therein, nor the failure of any securities depository to notify its participants, or any
21 participant or indirect participant to notify a beneficial owner of such redemption, shall
22 affect the validity of the proceedings for the redemption of any Bonds for which proper
23 notice was given.

24 This bond is subject to transfer upon surrender at the principal office of the
25 Registrar, duly endorsed for transfer or accompanied by an assignment duly executed
26 by the registered owner or his attorney duly authorized in writing for another Bond,
27 maturity, aggregate principal amount and interest rate. This bond may be exchanged at
28 the office of the Registrar for an equal aggregate principal amount of Bonds in fully
29 registered form of the same maturity and interest rate and of other authorized
30 denominations. Exchanges and transfers of this bond shall be without charge to the

1 owner but the Registrar may require the payment by the owner of any tax or other
2 governmental charge required to be paid with respect to such exchange or transfer.

3 The Bonds are secured by an irrevocable lien (but not an exclusive lien) upon the
4 Pledged Revenues. Additional bonds or other obligations may be issued and made
5 payable from the Pledged Revenues, subject to the conditions in the Bond Ordinance,
6 having a lien thereon on a parity with the lien of the Bonds, in accordance with the
7 provisions of the Bond Ordinance. Additional bonds or other obligations may not be
8 issued and made payable from the Pledged Revenues having a lien thereon prior and
9 superior to the Bonds.

10 The City covenants and agrees with the owner of this bond and with each and
11 every person who may become the owner hereof that it shall keep and perform all of the
12 covenants of the Bond Ordinance.

13 This bond is subject to the condition, and every owner hereof by accepting the
14 same agrees with the obligor and every subsequent owner of this bond, that the
15 principal of and interest on this bond shall be paid, and this bond is transferable, free
16 from and without regard to any equities, set-offs or cross-claims between the obligor
17 and the original purchaser or any other owner hereof.

18 It is hereby certified that all acts and conditions necessary to be done or be
19 performed or to have happened precedent to the issuance of the Bonds to make them
20 legal, valid and binding special obligations of the City have been performed and have
21 happened as required by law; the Bonds do not exceed or violate any constitutional,
22 statutory or charter limitations; and all other conditions, acts and things required to exist,
23 to have happened, or to have been performed precedent to the issuance of the Bonds
24 to make them the legal, valid and binding special obligation of the City exist, have
25 happened and have been performed in due time, form and manner, as required by law.

26 This bond shall not be valid or obligatory for any purpose until the Registrar shall
27 have manually signed the Certificate of Authentication on this bond.

28 IN WITNESS WHEREOF, the City has caused this bond to be signed on the
29 City's behalf with the manual or facsimile signature of the Mayor and to be
30 countersigned with the manual signature of the City Clerk; has caused the corporate

1 seal of the City to be affixed on this bond; and has caused this bond to be attested with
2 the manual signature of the Registrar, all as of the Date of Bond stated above.

3 CITY OF ALBUQUERQUE, NEW MEXICO

4
5 By _____

6 Mayor

7
8 By _____

9 City Clerk

10 (SEAL)

11 (Form of Registrar's Certificate of Authentication)

12 Date of Authentication: _____

13 Certificate of Authentication

14 This is one of the City of Albuquerque, New Mexico Gross Receipts Tax/Lodgers'
15 Tax Refunding Revenue Bonds, Series 2014A described in the Bond Ordinance and
16 this bond has been registered on the registration books kept by the undersigned as
17 Registrar for such Bonds.

18
19 _____
20 City Treasurer, Albuquerque,
21 New Mexico, as Registrar

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

23 (Form of Legal Opinion Certificate)

24 STATE OF NEW MEXICO)
25 COUNTY OF BERNALILLO) ss. LEGAL OPINION CERTIFICATE
26 CITY OF ALBUQUERQUE)

27 The undersigned, City Clerk of the City of Albuquerque, in the County of
28 Bernalillo and State of New Mexico, does hereby certify that the following approving
29 legal opinions of Brownstein Hyatt Farber Schreck, LLP, bond counsel, and Kutak Rock,
30 LLP, special tax counsel to wit:

31 (Form of attorneys' approving opinions)

1 are full, true and correct copies of manually executed and dated copies thereof on file in
2 the records of the City in my office, that manually executed and dated copies of the
3 opinions were forwarded to a representative of the original purchasers and that the
4 opinions were dated and issued as of the date of delivery of, and the payment for, the
5 Series 2014A Bonds of which this bond is one.

6 IN WITNESS WHEREOF, I have executed this certificate and have affixed the
7 official seal of the City of Albuquerque below.

8
9
10 _____
11 City Clerk

12 _____
13 Albuquerque, New Mexico

14 (SEAL)

15 (End of Form of Legal Opinion Certificate)

16 (Form of Assignment)

17 For value received, _____ hereby sells, assigns and
18 transfers unto _____ whose Social Security or
19 Tax Identification No. is _____ the within bond and hereby irrevocably
20 constitutes and appoints _____, attorney, to transfer the same
21 on the books of the Registrar, with full power of substitution in the premises.

22 Dated: _____

23 NOTE: The assignor's signature to this Assignment must correspond with the name as
24 written on the face of the within bond in every particular, without alteration or
25 enlargement or any change whatsoever.

26 (End of Form of Assignment)

27 (End of Form of Series 2014A Bonds)

28 [FORM OF SERIES 2014B BOND]

29 UNITED STATES OF AMERICA

30 STATE OF NEW MEXICO

COUNTY OF BERNALILLO

31 CITY OF ALBUQUERQUE, NEW MEXICO

GROSS RECEIPTS TAX/LODGERS TAX REVENUE BONDS

SERIES 2014B

1 Bond No. _____ \$ _____
2 INTEREST RATE MATURITY DATE DATE OF BOND CUSIP
3 _____, 2014 _____

4 PRINCIPAL AMOUNT:

5 REGISTERED OWNER:

6 The City of Albuquerque (the "City"), in the County of Bernalillo and State of New
7 Mexico (the "State"), a municipal corporation duly organized and existing under the
8 Constitution and laws of the State, for value received, promises to pay, solely from the
9 special funds available for the purpose set forth below, to the Registered Owner stated
10 above, or registered assigns, on the Maturity Date stated above (unless this bond may
11 be and is called for prior redemption, in whole or in part, in which case on such
12 redemption date), upon presentation and surrender of this bond to the City Treasurer, in
13 Albuquerque, New Mexico, or any successor (as such, the "Paying Agent") or any co-
14 paying agent, the Principal Amount stated above and premium, if any, and to pay
15 interest on the unpaid Principal Amount at the Interest Rate stated above on January 1
16 and July 1 of each year beginning on January 1, 2015 (each, an "Interest Payment
17 Date") to the Maturity Date stated above, or until redeemed if called for redemption prior
18 to maturity. If upon presentation and surrender at maturity or for prior redemption,
19 payment of this bond is not made, interest shall continue at the Interest Rate stated
20 above until the Principal Amount is paid in full. This bond will bear interest from the
21 most recent date to which interest has been paid or provided for or if no interest has
22 been paid or provided for, from the Date of Bond stated above. Interest on this bond is
23 payable by check or draft mailed to the registered owner hereof (or by such other
24 arrangement as may be mutually agreed to by the Paying Agent and the registered
25 owner) as shown on the registration books for this issue maintained by the City
26 Treasurer or any successor or co-registrar (as such, the "Registrar"), at the address
27 appearing therein at the close of business on the fifteenth day of the calendar month
28 next preceding the Interest Payment Date (the "Record Date"). Any interest which is not
29 timely paid or duly provided for shall cease to be payable to the owner hereof (or of one
30 or more predecessor Bonds, defined below) as of the Record Date, but shall be payable
31 to the owner hereof (or of one or more predecessor Bonds) at the close of business on

1 a special record date to be fixed by the Paying Agent for the payment of interest. Notice
2 of the special record date shall be given to owners of Bonds as then shown on the
3 Registrar's registration books not less than ten days prior to the special record date.
4 The principal of, premium, if any, and interest on this bond are payable in lawful money
5 of the United States of America, without deduction for exchange or collection charges.

6 **This bond and the payments of principal of, premium, if any, and interest**
7 **on this bond do not constitute an indebtedness of the City within the meaning of**
8 **any constitutional, charter or statutory provision or limitation, shall not be**
9 **considered or held to be a general obligation of the City and are payable and**
10 **collectible solely from Pledged Revenues, proceeds of the Bonds, and amounts**
11 **on deposit in certain funds designated in the Bond Ordinance. The owner of this**
12 **bond may not look to any general or other municipal fund for the payment of the**
13 **principal of, premium, if any, or interest on this bond. "Pledged Revenues"**
14 **means the State-Shared Gross Receipts Tax Revenues. "State-Shared Gross**
15 **Receipts Tax Revenues" means the revenues from the State gross receipts tax**
16 **derived pursuant to Section 7-9-4 NMSA 1978 imposed on persons engaged in**
17 **business in the State, which revenues are remitted monthly by the Revenue**
18 **Division of the Taxation and Revenue Department of the State to the City as**
19 **authorized by Sections 7-1-6 and 7-1-6.4 NMSA 1978, and which remittances, on**
20 **the date of the initial issuance of the Bonds, are equal to one and two hundred**
21 **twenty-five thousandths percent (1.225%) of the taxable gross receipts reported**
22 **for the City for the month for which such remittance is made. For a full**
23 **description of the Pledged Revenues and the State-Shared Gross Receipts Tax**
24 **Revenues, reference is made to the Bond Ordinance.**

1 This bond is one of a duly authorized series of fully registered bonds of the City
2 issued in the aggregate principal amount of \$1,980,000 designated as the “City of
3 Albuquerque, New Mexico Gross Receipts Tax Revenue Bonds, Series 2014B” (the
4 “Bonds”), issued in denominations of \$5,000 and integral multiples thereof under and
5 pursuant to City Ordinance Twenty First Council Bill No. _____ (the “Bond
6 Ordinance”) for the purpose of making certain improvements to the City’s Convention
7 Center.

8 Reference is made to the Bond Ordinance on file in the offices of the City Clerk
9 for a more complete statement of the general covenants and conditions pursuant to
10 which the Bonds are issued. The acceptance of the terms and conditions of the Bond
11 Ordinance is an explicit and material part of the consideration of the issuance of this
12 bond and each owner, by acceptance of this bond, agrees and assents to all such terms
13 and conditions as though fully set forth in this bond.

14 The Series 2014 Bonds maturing on or after July 1, _____ are subject to
15 redemption prior to maturity at the option of the City, in whole or in part, on July 1,
16 _____ and on any date thereafter, at the redemption price of 100% of the principal
17 amount of the Bonds, plus accrued interest to the date fixed for redemption.

18 If less than the total amount of the Bonds outstanding is redeemed, Bonds to be
19 redeemed shall be selected as determined by the City. However, if less than all Bonds
20 of a given maturity are redeemed, the Bonds to be redeemed within that maturity shall
21 be selected by lot in such manner as determined by the Fiscal Agent. Notice of
22 redemption of this bond, or any part thereof, shall be given by the Fiscal Agent providing
23 not less than 30 days’ prior written notice by registered or certified first-class postage
24 prepaid mail to the owner of this bond at the address shown on the registration books
25 as of the fifth day prior to the mailing of notice as provided in the Bond Ordinance.
26 Notices of redemption shall specify the details set forth in the Bond Ordinance including,
27 the date fixed for redemption and that on such redemption date there shall become and
28 be due and payable upon each Bond or part thereof to be redeemed at the office of the
29 Paying Agent the principal amount thereof to be redeemed plus accrued interest, if any,
30 to the redemption date and the stipulated premium, if any, and that from and after such
31 date interest shall cease to accrue on the principal amount redeemed. Neither the

1 Fiscal Agent's failure to give notice to the registered owner of any Bond, or any defect
2 therein, nor the failure of any securities depository to notify its participants, or any
3 participant or indirect participant to notify a beneficial owner of such redemption, shall
4 affect the validity of the proceedings for the redemption of any Bonds for which proper
5 notice was given.

6 This bond is subject to transfer upon surrender at the principal office of the
7 Registrar, duly endorsed for transfer or accompanied by an assignment duly executed
8 by the registered owner or his attorney duly authorized in writing for another Bond,
9 maturity, aggregate principal amount and interest rate. This bond may be exchanged at
10 the office of the Registrar for an equal aggregate principal amount of Bonds in fully
11 registered form of the same maturity and interest rate and of other authorized
12 denominations. Exchanges and transfers of this bond shall be without charge to the
13 owner but the Registrar may require the payment by the owner of any tax or other
14 governmental charge required to be paid with respect to such exchange or transfer.

15 The Bonds are secured by an irrevocable lien (but not an exclusive lien) upon the
16 Pledged Revenues. Additional bonds or other obligations may be issued and made
17 payable from the Pledged Revenues, subject to the conditions in the Bond Ordinance,
18 having a lien thereon on a parity with the lien of the Bonds, in accordance with the
19 provisions of the Bond Ordinance. Additional bonds or other obligations may not be
20 issued and made payable from the Pledged Revenues having a lien thereon prior and
21 superior to the Bonds.

22 The City covenants and agrees with the owner of this bond and with each and
23 every person who may become the owner hereof that it shall keep and perform all of the
24 covenants of the Bond Ordinance.

25 This bond is subject to the condition, and every owner hereof by accepting the
26 same agrees with the obligor and every subsequent owner of this bond, that the
27 principal of and interest on this bond shall be paid, and this bond is transferable, free
28 from and without regard to any equities, set-offs or cross-claims between the obligor
29 and the original purchaser or any other owner hereof.

30 It is hereby certified that all acts and conditions necessary to be done or be
31 performed or to have happened precedent to the issuance of the Bonds to make them

1 legal, valid and binding special obligations of the City have been performed and have
2 happened as required by law; the Bonds do not exceed or violate any constitutional,
3 statutory or charter limitations; and all other conditions, acts and things required to exist,
4 to have happened, or to have been performed precedent to the issuance of the Bonds
5 to make them the legal, valid and binding special obligation of the City exist, have
6 happened and have been performed in due time, form and manner, as required by law.

7 This bond shall not be valid or obligatory for any purpose until the Registrar shall
8 have manually signed the Certificate of Authentication on this bond.

9 IN WITNESS WHEREOF, the City has caused this bond to be signed on the
10 City's behalf with the manual or facsimile signature of the Mayor and to be
11 countersigned with the manual signature of the City Clerk; has caused the corporate
12 seal of the City to be affixed on this bond; and has caused this bond to be attested with
13 the manual signature of the Registrar, all as of the Date of Bond stated above.

14 CITY OF ALBUQUERQUE, NEW MEXICO

15
16 By _____

17 Mayor

18
19 By _____

20 City Clerk

21 (SEAL)

22 (Form of Registrar's Certificate of Authentication)

23 Date of Authentication: _____

24 Certificate of Authentication

25 This is one of the City of Albuquerque, New Mexico Gross Receipts Tax
26 Refunding Revenue Bonds, Series 2014B described in the Bond Ordinance and this
27 bond has been registered on the registration books kept by the undersigned as
28 Registrar for such Bonds.

29
30 _____
31 City Treasurer, Albuquerque,

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31

New Mexico, as Registrar

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

(Form of Legal Opinion Certificate)

STATE OF NEW MEXICO)
COUNTY OF BERNALILLO) ss. LEGAL OPINION CERTIFICATE
CITY OF ALBUQUERQUE)

The undersigned, City Clerk of the City of Albuquerque, in the County of Bernalillo and State of New Mexico, does hereby certify that the following approving legal opinions of Brownstein Hyatt Farber Schreck, LLP, bond counsel, and Kutak Rock, LLP, special tax counsel to wit:

(Form of attorneys' approving opinions)

are full, true and correct copies of manually executed and dated copies thereof on file in the records of the City in my office, that manually executed and dated copies of the opinions were forwarded to a representative of the original purchasers and that the opinions were dated and issued as of the date of delivery of, and the payment for, the Series 2009B Bonds of which this bond is one.

IN WITNESS WHEREOF, I have executed this certificate and have affixed the official seal of the City of Albuquerque below.

City Clerk
Albuquerque, New Mexico

(SEAL)

(End of Form of Legal Opinion Certificate)

(Form of Assignment)

For value received, _____ hereby sells, assigns and transfers unto _____ whose Social Security or Tax Identification No. is _____ 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.

Dated: _____

1 NOTE: The assignor's signature to this Assignment must correspond with the name as
2 written on the face of the within bond in every particular, without alteration or
3 enlargement or any change whatsoever.

4 (End of Form of Assignment)

5 (End of Form of Series 2014B Bonds)

6 SECTION 15. SALE OF SERIES 2014 BONDS. The Series 2014A Bonds and
7 the Series 2014B Bonds shall be sold to the Investment Bankers at the Sale Price,
8 pursuant to the terms of the Bond Ordinance and the Bond Purchase Agreement. After
9 the Series 2014A Bonds and the Series 2014B Bonds have been duly executed and
10 authenticated by the Registrar, upon receipt of the Sale Price by the City, the
11 Series 2014 Bonds shall be delivered to the Investment Bankers by an Authorized
12 Officer or to the Depository, if any, on behalf of the Investment Bankers if the
13 Series 2014 Bonds are issued in book-entry form.

14 SECTION 16. FUNDS AND ACCOUNTS.

15 (A) GROSS RECEIPTS TAX INCOME FUNDS. The City shall
16 continue the "City of Albuquerque Gross Receipts Tax Income Fund" previously
17 established and maintained by the City into which the City deposits the State-Shared
18 Gross Receipts Tax Revenues.

19 (B) LODGERS' TAX REVENUE FUND. The City shall continue the
20 "City of Albuquerque Lodgers' Tax Revenue Fund" previously established and
21 maintained by the City into which the City deposits the Lodgers' Tax Revenues.

22 (C) SERIES 2014A DEBT SERVICE FUND. The Series 2014A Debt
23 Service Fund is hereby established and shall be maintained by the City.

24 (D) SERIES 2014B ACQUISITION/CONSTRUCTION FUND. The
25 Series 2014B Acquisition/Construction Fund is hereby established and shall be
26 maintained by the City.

27 (E) SERIES 2014B DEBT SERVICE FUND. The Series 2014B Debt
28 Service Fund is hereby established and shall be maintained by the City.

29 (F) SURPLUS FUND. The City continues the City of Albuquerque
30 Surplus Lodgers' Tax Revenues Reserve Fund.

1 (G) ADDITIONAL FUNDS. The City shall create any additional funds
2 which may be required.

3 SECTION 17. BOND PROCEEDS; BOND FUND DEPOSIT;
4 APPROPRIATIONS.

5 (A) The total amount of the proceeds from the sale of the Series 2014A
6 Bonds in the amount of \$_____, plus available funds in the amount of
7 \$_____ held in the Surplus Fund, shall be used as follows:

8 (1) \$_____ shall be used to pay, and is hereby
9 appropriated for the payment in full of, the redemption price (including principal and
10 accrued interest) of the Series 2004A Bonds on the Closing Date.

11 (2) \$_____ shall be used to pay, and is hereby
12 appropriated for the payment of, certain yield reduction payments with respect to the
13 Series 2014A Bonds.

14 (3) \$_____ shall be used to pay, and is hereby
15 appropriated for the payment of, the underwriter's discount with respect to the Series
16 2014A Bonds.

17 (4) \$_____ shall be used to pay, and is hereby
18 appropriated for payment of, Expenses related to the costs of issuing the Series 2014A
19 Bonds and the costs of the Refunding Project applicable to the Series 2014A Bonds.
20 Any money appropriated for the payment of Expenses related to the costs of issuing the
21 Series 2014A Bonds which is not necessary for that purpose shall be used to make debt
22 service payments on the Series 2014A Bonds.

23 (B) The total amount of the proceeds from the sale of the Series 2014B
24 Bonds in the amount of \$_____ shall be used as follows:

25 (1) \$_____ shall be used to pay, and is hereby
26 appropriated for the payment in full of, the costs of the Improvement Project.

27 (2) \$_____ shall be used to pay, and is hereby
28 appropriated for the payment of, the underwriter's discount with respect to the Series
29 2014B Bonds.

30 (3) \$_____ shall be used to pay, and is hereby
31 appropriated for the payment of, Expenses related to the costs of issuing the Series

1 2014B Bonds. Any money appropriated for the payment of Expenses related to the
2 costs of issuing the series 2014B Bonds which is not necessary for that purpose shall
3 be used to make debt service payments on the Series 2014B Bonds.

4 The Completion Date for any portion of the Improvement Project funded by the
5 Series 2014B Bonds shall be evidenced by a certificate of an Authorized Officer stating
6 that portion of the Improvement Project has been completed. As soon as practicable,
7 and in any event not more than 60 days after the Completion Date, any balance
8 remaining in the applicable account of the Series 2014B Acquisition/Construction Fund
9 (other than any amount certified by an Authorized Officer as being necessary for costs
10 of the Improvement Project not then due and payable) shall be transferred to the
11 applicable account of that Series 2014B Debt Service Fund and used by the City for the
12 payment of the principal of or interest next coming due on that series of Bonds.

13 The Investment Bankers shall not be responsible for the application or use by the
14 City or by its officers of the proceeds of the Series 2014B Bonds or of any other funds
15 designated in the Bond Ordinance.

16 On the Closing Date, the City Treasurer or other Authorized Officer may approve
17 variations in the amounts to be deposited, transferred and used as set forth in this
18 Section 17 as necessary or desirable, to the extent permitted by law.

19 SECTION 18. APPROVAL OF DOCUMENTS; PAYMENT OF EXPENSES.

20 (A) DOCUMENT APPROVAL. The proposed forms and provisions of
21 the Bond Purchase Agreement, the Continuing Disclosure Undertaking, the Preliminary
22 Official Statement and the proposed form of the Official Statement are approved. Any
23 changes in, or additions to, those documents inconsistent with the terms of the Bond
24 Ordinance shall be approved by the Council by subsequent ordinance or resolution.

25 (B) EXECUTION OF DOCUMENTS. The Council approves the
26 execution by the Mayor or other Authorized Officer of the Bond Purchase Agreement
27 and the Continuing Disclosure Undertaking, on behalf of the City, and the Mayor or
28 other Authorized Officer is authorized to deliver the Bond Purchase Agreement and the
29 Continuing Disclosure Undertaking, with such changes therein as are not inconsistent
30 with the Bond Ordinance and as are approved by an Authorized Officer, whose

1 execution thereof, in their final forms, shall constitute conclusive evidence of their
2 approval and compliance with this Section 18.

3 (C) USE OF OFFICIAL STATEMENT. The use and distribution of the
4 Preliminary Official Statement and Official Statement for the sale of the Series 2014
5 Bonds, with terms which are not inconsistent with the terms of the Bond Ordinance and
6 the Related Documents, by the Investment Bankers in connection with the sale and
7 issuance of the Series 2014 Bonds are approved.

8 (D) EXPENSES. All Expenses shall be paid directly by the City to the
9 party entitled thereto using moneys available from the proceeds of the Series 2014
10 Bonds or from the Gross Receipts Tax Income Fund, pursuant to the priorities
11 established by Section 19.

12 (E) FURTHER ACTS. From and after the date of the adoption of the
13 Bond Ordinance, the officers, agents and employees of the City are authorized,
14 empowered and directed to do all such acts and things and to execute all such
15 documents as may be necessary to issue the Series 2014 Bonds and to carry out and
16 comply with the provisions of the Bond Ordinance and the Related Documents.

17 SECTION 19. DEPOSIT AND PRIORITIES FOR USE OF PLEDGED
18 REVENUES.

19 (A) DEPOSIT OF PLEDGED REVENUES. So long as any Series 2014
20 Bonds are Outstanding, the Pledged Lodgers' Tax Revenues shall, immediately upon
21 receipt thereof by the City, be set aside and deposited into the Lodgers' Tax Revenue
22 Fund. All money deposited into the Lodgers' Tax Revenue Fund shall be held separate
23 and apart from the City's general fund and applied only in accordance with the
24 provisions of the Bond Ordinance and any other City ordinance authorizing the issuance
25 of Lodgers' Tax Obligations. Money shall not be accumulated in or transferred from the
26 Lodgers' Tax Revenue Fund for the payment of principal of, premium, if any, or interest
27 on the Series 2014 Bonds or other Parity Lodgers' Tax obligations after the payment
28 each month of, or the setting aside of funds each month sufficient to pay, the amounts
29 required to be deposited pursuant to this Section 19.

30 So long as any Series 2014 Bonds are Outstanding, the State-Shared
31 Gross Receipts Tax Revenues shall, immediately upon receipt thereof by the City, be

1 set aside and deposited into the Gross Receipts Tax Income Fund. All money
2 deposited into the Gross Receipts Tax Income Fund shall be held separate and apart
3 from the City's general fund and applied only in accordance with the provisions of the
4 Bond Ordinance and any other City ordinance authorizing the issuance of Tax
5 Obligations. Money shall not be accumulated in or transferred from the Gross Receipts
6 Tax Income Fund for the payment of the principal of, premium, if any, or interest on the
7 Series 2014 Bonds or other Tax Obligations after the payment each month of, or the
8 setting aside of funds each month sufficient to pay, the amounts required to be
9 deposited pursuant to this Section 19.

10 (B) DEBT SERVICE FUNDS.

11 (1) As a first charge on the Pledged Lodgers' Tax Revenues,
12 the amounts necessary to pay the Debt Service Requirements on Parity Lodgers' Tax
13 Obligations at the time Outstanding or to fund any debt service reserve account as
14 required by the terms of the Bond Ordinance or any ordinance or resolution authorizing
15 the issuance of such Parity Lodgers' Tax Obligations shall be withdrawn from the
16 Lodgers' Tax Revenue Fund and shall be concurrently credited to the Series 2014 Debt
17 Service Fund, the Series 2014B Debt Service Fund or any relevant debt service
18 account, with the same priority and, if insufficient to pay all of the enumerated Debt
19 Service Requirements, pro rated in proportion to the amounts of such Debt Service
20 Requirements:

21 (a) Prior to each interest payment date, that amount
22 necessary to pay the next maturing installment of interest on each series of Parity
23 Lodgers' Tax Obligations then Outstanding.

24 (b) Prior to each principal payment date, that amount
25 necessary to pay the next regularly scheduled installment of principal, whether at
26 maturity or a mandatory sinking fund redemption date, of each series of Parity Lodgers'
27 Tax Obligations then Outstanding.

28 (c) Prior to their respective due dates, the amounts
29 necessary to pay or reimburse the Credit Source for payments of Debt Service
30 Requirements (but not tender price) on Parity Lodgers' Tax Obligations made by that
31 facility provider. The tender price of a series of Parity Lodgers' Tax Obligations and any

1 interest payment owed to any Credit Source which exceeds the amount of interest
2 which would be payable at the maximum bond interest rate on that series, shall not be
3 reimbursed from the Lodgers' Tax Revenue Fund with the priority set forth in this
4 Section 19.(B) but shall be reimbursed with the priority set forth in Section 19.(C).

5 (2) As a first charge on the State-Shared Gross Receipts Tax
6 Revenues, the amounts necessary to pay the Debt Service Requirements on Senior
7 Tax Obligations at the time Outstanding shall be withdrawn from the Gross Receipts
8 Tax Income Fund and shall be concurrently credited to the Series 2014A Debt Service
9 Fund and the Series 2014B Debt Service Fund or any relevant debt service account,
10 with the same priority and, if insufficient to pay all of the enumerated Debt Service
11 Requirements, pro rated in proportion to the amounts of such Debt Service
12 Requirements (monthly, in the case of the Series 2014 Bonds, in accordance with
13 Section 20.(G)):

14 (a) Prior to each interest payment date, that amount
15 necessary to pay or reimburse the next maturing installment of interest on each series
16 of Senior Tax Obligations then Outstanding.

17 (b) Prior to each principal payment date, that amount
18 necessary to pay the next regularly scheduled installment of principal, whether at
19 maturity or a mandatory sinking fund redemption date, of each series of Senior Tax
20 Obligations then Outstanding.

21 (c) Prior to their respective due dates, the amounts
22 necessary to pay or reimburse the provider of a Credit Facility for payments of Debt
23 Service Requirements (but not tender price) on Senior Tax Obligations made by that
24 Credit Source. The tender price of a series of Senior Tax Obligations and any interest
25 payment owed to any Credit Source which exceeds the amount of interest which would
26 be payable at the maximum bond interest rate on that series, shall not be reimbursed
27 from the Gross Receipts Tax Income Fund with the priority set forth in this Section
28 19.(B) but shall be reimbursed with the priority set forth in Section 19.(C).

29 (3) The City may pay the Debt Service Requirements on the
30 Series 2014 Bonds and, unless otherwise required under the ordinance or resolution
31 under which they were issued, any other Tax Obligations that are Senior Tax

1 Obligations and Parity Lodgers' Tax Obligations from Pledged Revenues as described
2 in Sections 19.(B)(2) and 19.(B)(3) in such order, in whole or in part, as to the use of
3 State-Shared Gross Receipts Tax Revenues and Pledged Lodgers' Tax Revenues as
4 the City may from time to time determine in its sole discretion.

5 (C) OTHER TAX OBLIGATIONS. To the extent not required to be
6 deposited or paid pursuant to Sections 19.(A) or 19.(B): (i) State-Shared Gross Receipts
7 Tax Revenues available in the Gross Receipts Tax Income Fund shall be used, as
8 necessary, to pay (x) payment obligations owed by the City to the Credit Source for
9 Senior Tax Obligations, including the tender price of and certain interest payments on,
10 Senior Tax Obligations paid by that Credit Source; and (y) fees, expenses and interest
11 owed by the City to any other provider of fiscal services for a series of Senior Tax
12 Obligations; and (ii) Pledged Lodgers' Tax Revenues available in the Lodgers' Tax
13 Revenue Fund shall be used, as necessary, to pay (x) payment obligations owed by the
14 City to the Credit Source for Parity Lodgers' Tax Obligations, including the tender price
15 of and certain interest payments on, Parity Lodgers' Tax Obligations paid by that Credit
16 Source; and (y) fees, expenses and interest owed by the City to any other provider of
17 fiscal services for a series of Parity Lodgers' Tax Obligations. Amounts from the Gross
18 Receipts Tax Income Fund or the Lodgers' Tax Revenue Fund to be used to pay
19 interest pursuant to this Section 19.(C) shall be deposited by the City into a separate
20 account maintained by the City on or before the due date thereof.

21 (D) DEBT SERVICE RESERVE REQUIREMENTS. To the extent not
22 required to be deposited or paid pursuant to Sections 19.(A), 19.(B) or 19.(C), State-
23 Shared Gross Receipts Tax Revenues available in the Gross Receipts Tax Income
24 Fund shall be used, as necessary, to pay any debt service reserve account as required
25 by the terms of any ordinance or resolution authorizing the issuance of Senior Tax
26 Obligations.

27 (E) SUBORDINATE TAX OBLIGATIONS. To the extent not required to
28 be deposited or paid pursuant to Sections 19.(A), 19.(B), 19.(C) or 19.(D): (i) State-
29 Shared Gross Receipts Tax Revenues available in the Gross Receipts Tax Income
30 Fund shall be used, as necessary, to pay Debt Service Requirements on Subordinate
31 Gross Receipts Tax Obligations as the same accrue; and (ii) Pledged Lodgers' Tax

1 Revenues available in the Lodgers' Tax Revenue Fund shall be used, as necessary, to
2 pay Debt Service Requirements on Subordinate Lodgers' Tax Obligations as the same
3 accrue.

4 (F) USE OF SURPLUS PLEDGED LODGERS' TAX REVENUES. To
5 the extent not required in any month to be deposited or paid pursuant to Sections
6 19.(A), 19.(B), 19.(C), 19.(D) or 19.(E) or any ordinance or resolution authorizing the
7 issuance of any Parity Lodgers' Tax Obligations, any Pledged Lodgers' Tax Revenues
8 remaining in the Lodgers' Tax Revenue Fund shall be transferred from the Lodgers' Tax
9 Revenue Fund to the Surplus Fund and held therein until such time as it is practicable
10 to use such funds to pay, redeem or defease Lodgers' Tax Obligations and then shall
11 be so used, subject to any limitations imposed by the Code.

12 (G) USE OF SURPLUS STATE-SHARED GROSS RECEIPTS TAX
13 REVENUES. To the extent not required in any month to be deposited or paid pursuant
14 to Sections 19.(A), 19.(B), 19.(C), 19.(D) or 19.(E) or any ordinance or resolution
15 authorizing the issuance of any Tax Obligations, any State-Shared Gross Receipts Tax
16 Revenues remaining in the Gross Receipts Tax Income Fund may be transferred from
17 the Gross Receipts Tax Income Fund and applied to any other lawful purpose or
18 purposes; as determined by the City, subject to any limitations imposed by the Code.

19 SECTION 20. GENERAL ADMINISTRATION OF FUNDS.

20 (A) USE OF AMOUNTS AND TERMINATION OF DEPOSITS IN DEBT
21 SERVICE FUND.

22 (1) MONEY IN DEBT SERVICE FUNDS. Except as provided in
23 Section 20.(A)(2), the money credited to the Series 2014A Debt Service Fund shall be
24 used by the City only to pay, or to reimburse a Credit Source for the payment of, the
25 Debt Service Requirements of the Series 2014A Bonds and the money credited to the
26 Series 2014B Debt Service Fund shall be used by the City only to pay, or to reimburse a
27 Credit Source for the payment of, the Debt Service Requirements of the Series 2014B
28 Bonds. Money on deposit in the Series 2014A Debt Service Fund and the
29 Series 2014B Debt Service Fund shall be transferred to the Paying Agent on or before
30 each relevant payment date.

1 (2) TERMINATION UPON DEPOSITS TO MATURITY. No
2 payment needs to be made into the Series 2014A or Series 2014B Debt Service Fund
3 or any debt service reserve fund for the Series 2014A or Series 2014B Bonds,
4 respectively, if no Debt Service Requirements on the Series 2014A or Series 2014B
5 Bonds are then past due and the amounts on deposit in the Debt Service Fund for the
6 payment of such Series 2014 Bonds are at least equal to all Debt Service Requirements
7 on such Series 2014 Bonds to their Maturity Dates or mandatory redemption dates, or
8 to any date for which the City has exercised or has obligated itself to exercise its option
9 to redeem such Series 2014 Bonds prior to their Maturity Dates or redemption dates. In
10 such event, money in the Series 2014A or Series 2014B Debt Service Fund shall be
11 used for the payment of the Debt Service Requirements or such optional redemption
12 payments, if applicable, when due, on the respective Series 2014 Bonds. Any money in
13 those accounts in excess of the amounts required by the preceding sentence may be
14 used as provided in Section 19.(D).

15 (B) CREDIT OR DEFICIENCY. In making the determinations of the
16 amounts to be transferred from the Gross Receipts Tax Income Fund and Lodgers' Tax
17 Revenue Fund as provided in Section 19 or this Section 20, the City may take into
18 account any amount then on deposit in any fund or escrow relating to the respective
19 Series 2014 Bonds which is available and required to be used for the designated
20 payment. If any deposit made to a fund for the payment of any Series 2014 Bonds is
21 less than the amount required to be deposited, the City shall pay or credit to that fund
22 from Pledged Revenues in the Gross Receipts Tax Income Fund or the Lodgers' Tax
23 Revenue Fund, as applicable to the respective series of Series 2014 Bonds, the first
24 money available to pay that deficiency using the priorities set forth in Section 19 and
25 this Section 20.

26 (C) TRANSFER OF MONEY. Each payment of principal and interest
27 coming due on the Series 2014 Bonds shall be transferred from the applicable fund to
28 the Paying Agent.

29 (D) VARIABLE INTEREST RATE. In making the computations
30 required by Section 19 and this Section 20, interest on Variable Interest Rate Tax
31 Obligations which cannot be computed exactly shall be computed at the maximum

1 interest rate permitted for those Tax Obligations unless otherwise required by the City
2 ordinance authorizing the issuance of such Tax Obligations.

3 (E) INVESTMENT OF MONEY. Any money in any fund created or
4 continued in Section 16 shall be invested in Permitted Investments. The investments
5 purchased using money in any such fund shall be deemed at all times to be part of that
6 fund. The interest accruing in the funds and any profit realized therefrom shall be
7 credited to the fund in which the relevant investments are deemed to be held. Any loss
8 resulting from such investment shall be charged to the applicable fund. The City
9 Treasurer shall present for redemption or sale on the prevailing market any obligations
10 purchased as an investment of money in the applicable fund whenever it shall be
11 necessary to do so in order to provide money to meet any payment or transfer from
12 such fund. Neither the City Treasurer nor any other officer of the City shall be liable or
13 responsible for any loss resulting from any such investment made in accordance with
14 the Bond Ordinance.

15 (F) DEPOSITS OF FUNDS. The money and investments deposited in
16 the funds created or continued in Section 16 shall be maintained and kept in one or
17 more Insured Banks. Each payment shall be made into and credited to the proper fund
18 at the designated time, except that when the designated time is not a Business Day,
19 then such payment shall be made on the next succeeding Business Day. Nothing
20 herein shall prevent the establishment of one or more such funds in insured banks for
21 all of the accounts designated in Section 16.

22 (G) DEPOSITS OF PLEDGED REVENUES FOR SERIES 2014
23 BONDS.

24 (1) The City shall make substantially equal monthly deposits into
25 each of the Series 2014A Debt Service Fund and the Series 2014B Debt Service Fund
26 as required in order to pay the amount of interest on the Series 2014A Bonds and the
27 Series 2014B Bonds which will become due on the Interest Payment Date next
28 following the date of deposit. The monthly deposits required in the preceding sentence
29 shall begin in the calendar month subsequent to the Closing Date.

30 (2) Deposits to the Series 2014A Debt Service Fund and the
31 Series 2014B Debt Service Fund for the next installments of principal becoming due on

1 the Series 2014A Bonds and Series 2014B Bonds shall be made in substantially equal
2 monthly deposits commencing in the first month which is less than 13 months prior to
3 the month in which that installment of principal is due.

4 Deposits for the payment of principal of and interest on the other Senior
5 Tax Obligations or Parity Lodgers' Tax Obligations required by Section 19.(B) may be
6 made more or less frequently than monthly.

7 (H) VALUATION. The "value" of Permitted Investments shall be
8 determined at least every six months as follows:

9 (1) if the price of the investment is not set as described in
10 Section 20(H)(4), as to investments the bid and asked prices of which are published on
11 a regular basis in The Wall Street Journal (or, if not there, then in The New York Times):
12 the average of the bid and asked prices for such investments published on or more
13 recently prior to such time of determination;

14 (2) as to investments the bid and asked prices of which are not
15 published on a regular basis in The Wall Street Journal or The New York Times: the
16 average bid price at such time of determination for such investments by any two
17 nationally recognized government securities dealers (selected by the City in its absolute
18 discretion) at the time making a market in such investments or the bid price published
19 by a nationally recognized pricing service;

20 (3) as to certificates of deposit and bankers acceptances: the
21 face amount thereof, plus accrued interest;

22 (4) as to investments in clauses (1), (2), (3) and (9) of the
23 definition of Permitted Investments pursuant to which a financial institution is obligated
24 to purchase the investment from the City at a fixed price through maturity of the
25 investment: the price set forth in such agreement, provided that such institution, or the
26 guarantor of such institution or agreement, shall be rated in one of the top two Rating
27 Categories by S&P, Moody's and Fitch if then rating the Series 2014 Bonds, or by
28 another national rating agency; and

29 (5) as to any investment not specified above: the cost of the
30 Permitted Investments (including any amount paid as accrued interest) or the principal
31 amount thereof, whichever is less; except that Permitted Investments purchased at a

1 premium may initially be valued at the cost thereof, but in each year after such purchase
2 shall be valued at a lesser amount determined by ratably amortizing the premium over
3 the remaining term.

4 No loss or profit on Permitted Investments shall be deemed to take place
5 as a result of fluctuations in the market quotations prior to the sale or maturity thereof.

6 SECTION 21. LIEN ON PLEDGED REVENUES; PROCEEDS; ETC.

7 (A) SERIES 2014 BONDS. Payments of Debt Service Requirements
8 on the Series 2014 Bonds are secured by an irrevocable lien on, and the City grants
9 and confirms to the owners of the Series 2014 Bonds a security interest in, the State-
10 Shared Gross Receipts Tax Revenues and the Pledged Lodgers' Tax Revenues for the
11 payment of the principal of and interest on the Series 2014 Bonds. The Series 2014
12 Bonds shall be issued as Senior Tax Obligations and Parity Lodgers' Tax Obligations.

13 The City pledges and grants a security interest in and lien (but not an
14 exclusive lien) on the money and Permitted Investments on deposit in the Series 2014A
15 Debt Service Funds, the Series 2014B Acquisition/Construction Fund and the Series
16 2014B Debt Service Fund and any other fund for the respective series of Series 2014
17 Bonds held pursuant to the Bond Ordinance for the Series 2014A and Series 2014B
18 Bonds, respectively, for the payment of such Series 2014 Bonds.

19 (B) OTHER RELATED DOCUMENTS. Payments under any other
20 Related Documents shall be secured by an irrevocable lien on, and the City grants to
21 the parties entitled to payments under those Related Documents a security interest in,
22 the Pledged Revenues for those payments.

23 (C) REBATE PAYMENTS. Any investment income which is required to
24 be rebated to the United States pursuant to Section 148(f) of the Code is not subject to
25 the pledge and security interest provided in this Section 21.

26 SECTION 22. EQUALITY OF BONDS. Except as specifically stated in the
27 Bond Ordinance, the Series 2014A Bonds and Series 2014B Bonds from time to time
28 Outstanding shall not be entitled to any priority one over the other, within each series, in
29 the application of the respective Pledged Revenues, regardless of the time or times of
30 their issuance, it being the intention of the Council that there shall be no priority among

1 the Series 2014 Bonds, within each series, regardless of the fact that they may be
2 actually issued and delivered at different times.

3 SECTION 23. ADDITIONAL BONDS OR OTHER OBLIGATIONS PAYABLE
4 FROM STATE-SHARED GROSS RECEIPTS TAX REVENUES.

5 (A) LIMITATIONS UPON ISSUANCE OF ADDITIONAL SENIOR TAX
6 OBLIGATIONS. No provision of the Bond Ordinance shall be construed in such a
7 manner as to prevent the issuance of additional Senior Tax Obligations or to prevent the
8 issuance of Tax Obligations refunding all or a part of a series of Senior Tax Obligations.
9 However, before additional Senior Tax Obligations are issued:

10 (1) The City shall then be current in the accumulations required
11 to be made pursuant to any ordinance or resolution authorizing the issuance of any
12 Senior Tax Obligations; and

13 (2) With respect to additional Senior Tax Obligations:

14 (a) The State-Shared Gross Receipts Tax Revenues
15 received by the City for either (i) the Fiscal Year or (ii) any twelve consecutive months
16 out of the eighteen calendar months immediately preceding the date of the issuance of
17 such additional Senior Tax Obligations, shall have been sufficient to pay an amount
18 representing two hundred and twenty-five percent (225%) of the combined maximum
19 annual principal and interest payments (excluding any reserves therefor) coming due in
20 any subsequent Fiscal Year on: (i) the then Outstanding Senior Tax Obligations, and (ii)
21 the Senior Tax Obligations proposed to be issued.

22 (b) A written certificate or opinion by an Independent
23 Accountant that such annual State-Shared Gross Receipts Tax Revenues are sufficient
24 to pay the amounts required by paragraph (a) above shall be conclusively presumed to
25 be accurate in determining the right of the City to authorize, issue, sell and deliver the
26 proposed additional Senior Tax Obligations.

27 (c) In making the computations required by this Section
28 23.(A)(2) and Section 24.(B), that part of the interest rate on Variable Rate Gross
29 Receipts Tax Obligations which cannot be computed exactly shall be computed at the
30 maximum interest rate then permitted on such obligations by the City ordinance
31 authorizing the issuance of such obligations.

1 (B) SUBORDINATE TAX OBLIGATIONS PERMITTED. No provision
2 of the Bond Ordinance shall be construed to prevent the issuance by the City of
3 Subordinate Gross Receipts Tax Obligations.

4 (C) SUPERIOR TAX OBLIGATIONS PROHIBITED. No provision of
5 the Bond Ordinance shall be construed to permit the City to issue, and the City shall not
6 issue, obligations payable from the State-Shared Gross Receipts Tax Revenues having
7 a lien thereon prior and superior to the Senior Tax Obligations.

8 SECTION 24. REFUNDING BONDS PAYABLE FROM STATE-SHARED
9 GROSS RECEIPTS TAX REVENUES. The provisions of Section 23 are subject to the
10 following exceptions:

11 (A) PRIVILEGE OF ISSUING REFUNDING TAX OBLIGATIONS.
12 Outstanding Tax Obligations may be refunded, regardless of whether the priority of the
13 lien for the payment of the refunding obligations on the State-Shared Gross Receipts
14 Tax Revenues is different than the lien of the refunded Tax Obligations on State-Shared
15 Gross Receipts Tax Revenues, except as provided in Section 23.(C) and in Sections
16 24.(B), 24.(C) and 24.(D).

17 (B) LIMITATIONS UPON ISSUANCE OF REFUNDING GROSS TAX
18 OBLIGATIONS. No refunding Gross Receipts Tax Obligations shall be issued as
19 Senior Tax Obligations unless:

20 (1) The Tax Obligations refunded are Senior Tax Obligations
21 and the issuance of the refunding Tax Obligations does not increase the maximum
22 annual Debt Service Requirements of the refunded Tax Obligations and all other
23 Outstanding Tax Obligations on the refunding date; or

24 (2) The refunding Senior Tax Obligations are issued in
25 compliance with Section 23.(A).

26 (C) REFUNDING PART OF A SERIES. While the Series 2014 Bonds
27 are Outstanding, except as set forth in subparagraph (3) below, the refunding Tax
28 Obligations shall enjoy complete equality of lien on the State-Shared Gross Receipts
29 Tax Revenues with the portion of any Tax Obligations of the same series which is not
30 refunded and the Owners of the refunding Tax Obligations shall be subrogated to all of
31 the rights and privileges enjoyed by the Owners of the refunded Tax Obligations.

1 A part of a series of Outstanding Tax Obligations may be refunded only
2 with the consent of the Owners of the unrefunded portion of that series unless:

3 (1) The issuance of the refunding Tax Obligations does not
4 increase the maximum annual Debt Service Requirements evidenced by the refunded
5 Tax Obligations and by the Outstanding Tax Obligations of such series not refunded on
6 the refunding date; or

7 (2) The refunding Senior Tax Obligations are issued in
8 compliance with Section 23.(A); or

9 (3) The lien on the State-Shared Gross Receipts Tax Revenues
10 for the payment of the refunding Tax Obligations is subordinate to the lien thereon for
11 the payment of the unrefunded portion of the series.

12 (D) LIMITATIONS UPON ISSUANCE OF REFUNDING TAX
13 OBLIGATIONS. Any refunding Tax Obligations shall be issued with such details as the
14 City may provide by ordinance and resolution, but without any impairment of any
15 contractual obligations imposed upon the City by any proceedings authorizing the
16 issuance of any Outstanding Tax Obligations.

17 SECTION 25. ADDITIONAL BONDS OR OTHER OBLIGATIONS PAYABLE
18 FROM PLEDGED LODGERS' TAX REVENUES.

19 (A) LIMITATIONS UPON ISSUANCE OF PARITY LODGERS' TAX
20 OBLIGATIONS. No provision of the Bond Ordinance shall be construed to prevent the
21 issuance by the City of additional Parity Lodgers' Tax Obligations, nor to prevent the
22 issuance of bonds or other obligations refunding all or a part of Parity Lodgers' Tax
23 Obligations; provided, however, that before any additional Parity Lodgers' Tax
24 Obligations are actually issued, the City shall be current in the accumulations required
25 to be made pursuant to any ordinance or resolution authorizing the issuance of Parity
26 Lodgers' Tax Obligations.

27 (B) SUBORDINATE OBLIGATIONS PERMITTED. No provision of the
28 Bond Ordinance shall be construed to prevent the issuance by the City of additional
29 bonds or other obligations payable from the Pledged Lodgers' Tax Revenues with a lien
30 on Pledged Lodgers' Tax Revenues subordinate and junior to the lien thereon of the
31 Series 2009 Bonds.

1 (C) SUPERIOR OBLIGATIONS PROHIBITED. The City shall not issue
2 bonds or incur obligations payable from the Pledged Lodgers' Tax Revenues having a
3 lien thereon prior and superior to the lien of the Series 2014 Bonds on Pledged Lodgers'
4 Tax Revenues.

5 SECTION 26. PROTECTIVE COVENANTS. The City covenants and agrees, so
6 long as any Series 2014 Bonds remain Outstanding:

7 (A) USE OF PROCEEDS OF TAX OBLIGATIONS. The City shall
8 proceed without delay to apply the proceeds of each series of Obligations to the
9 purposes for which they are issued.

10 (B) PAYMENT OF OBLIGATIONS. The City shall promptly pay Debt
11 Service Requirements on each series of Obligations at the place, on the date and in the
12 manner specified in the City ordinances and resolutions and the documents relating to
13 those Obligations.

14 (C) CITY'S EXISTENCE. The City shall maintain its corporate identity
15 and existence unless another political subdivision by operation of law succeeds to the
16 liabilities and rights of the City under the Bond Ordinance, without adversely affecting to
17 any substantial degree the privileges and rights of any Owner.

18 (D) PROHIBITION OF ANY EXTENSION OF INTEREST PAYMENTS.
19 In order to prevent any accumulation of claims for interest after maturity, the City shall
20 not directly or indirectly extend or assent to the extension of time for the payment of any
21 claim for interest on any Series 2014 Bonds. If the time for payment of any interest is
22 extended, such payment shall not be made by the City, in case of default under the
23 Bond Ordinance, until the prior payment in full of the Debt Service Requirements on all
24 Series 2009 Bonds on which the payment of interest has not been extended.

25 (E) RECORDS. The City shall keep proper books of record and
26 account, separate and apart from all other records and accounts, showing complete and
27 correct entries of all transactions relating to the Pledged Revenues.

28 (F) AUDITS. The City shall, within 270 days following the close of
29 each Fiscal Year, cause an audit of its books and accounts relating to the Pledged
30 Revenues to be completed by an Independent Accountant showing the receipts and
31 disbursements in connection with the Pledged Revenues.

1 (G) DUTY TO IMPOSE TAX. If State law or the City Charter or any
2 City ordinance or part thereof, which affects the Pledged Revenues, shall ever be held
3 to be invalid or unenforceable, the City shall immediately take any action which is legally
4 available to the City necessary to produce sufficient Pledged Revenues to comply with
5 the obligations of the City under the Bond Ordinance.

6 (H) IMPAIRMENT OF CONTRACT. In accordance with Section 3-31-
7 6(C) NMSA 1978, no law, ordinance or resolution of the City which affects the Pledged
8 Revenues or the Series 2014 Bonds shall be repealed or otherwise directly or indirectly
9 modified in such a manner as to impair Outstanding Series 2014 Bonds or obligations of
10 the City under the Bond Ordinance or any Related Documents, unless the Series 2014
11 Bonds or obligations have been discharged in full or provision has been fully made
12 therefor.

13 (I) COLLECTION OF LODGERS' TAX. The City shall take whatever
14 action is necessary to collect the Lodgers' Tax and to enforce collection thereof by all
15 persons furnishing lodgings to which such tax is applicable.

16 (J) ADMINISTRATIVE COSTS. Upon the occurrence and continuance
17 of an Event of Default, the City shall not, except to the extent required by law to do so,
18 deduct administrative costs from the Lodgers' Tax in determining Pledged Lodgers' Tax
19 Revenues.

20 SECTION 27. REPRESENTATIONS AND WARRANTIES OF THE CITY. The
21 City represents and warrants that:

22 (A) HOME RULE POWER; EXISTENCE. The City has Home Rule
23 Powers and has been validly created and is operating under the laws of the State and
24 the City's Charter.

25 (B) AUTHORITY. The City has all requisite power and authority under
26 the laws of the State and the Home Rule Powers to enter into, execute and deliver the
27 Related Documents, to issue and sell the Series 2014 Bonds and to perform its
28 covenants contained in the Bond Ordinance.

29 (C) EXECUTION AUTHORIZED. The execution and delivery of the
30 Related Documents and use of the disclosure documents for the Series 2014 Bonds
31 and the issuance and sale of the Series 2014 Bonds have been duly authorized by the

1 Council and, except for the approval of the State Department of Finance and
2 Administration referred to in Section 4.(A), no further authorization or approval of such
3 execution, use, delivery, issuance or sale is required by law.

4 (D) ENFORCEABILITY OF BONDS. The Series 2014 Bonds, when
5 issued, delivered and paid for, shall constitute valid and binding special, limited
6 obligations of the City enforceable in accordance with their terms and entitled to the
7 benefits and security of the Bond Ordinance, subject to the limitations contained in the
8 Bond Ordinance and subject to any applicable bankruptcy, reorganization, insolvency,
9 moratorium or other laws affecting the enforcement of creditors' rights generally and the
10 enforceability of indemnification provisions and except to the extent that the
11 enforceability thereof may be limited by the availability of equitable remedies.

12 (E) ENFORCEABILITY OF RELATED DOCUMENTS. The Related
13 Documents, when executed and delivered by the City shall constitute valid and binding
14 special limited obligations of the City enforceable in accordance with their terms, subject
15 to any applicable bankruptcy, insolvency, moratorium or other laws affecting the
16 enforcement of creditors' rights generally and the enforceability of indemnification
17 provisions except to the extent that the enforceability thereof may be limited by the
18 availability of equitable remedies.

19 (F) NO CONFLICT. The execution and delivery of the Related
20 Documents, the Series 2014 Bonds and the other agreements contemplated by the
21 Bond Ordinance and compliance with the provisions thereof, shall not conflict with nor
22 constitute on the part of the City a breach of or a default under any existing law, court or
23 administrative regulation, decree, order or, to the knowledge of the City, any agreement,
24 indenture, mortgage or lease to which the City is a party or by which it is or may be
25 bound.

26 (G) OTHER LIENS. Other than as described and identified by the
27 Bond Ordinance, there are no liens or encumbrances of any nature on or against the
28 Pledged Revenues on the date of adoption of the Bond Ordinance.

29 [SECTION 28.TAX COMPLIANCE. The City covenants that it shall use, and
30 shall restrict the use and investment of, the proceeds of the Series 2014 Bonds in such
31 manner and to such extent as may be necessary so that (a) the Series 2014 Bonds

1 shall not (i) constitute private activity bonds, arbitrage bonds or hedge bonds under
2 Sections 141, 148 or 149 of the Code, or (ii) be treated other than as bonds to which
3 Section 103(a) of the Code applies, and (b) the interest thereon shall not be treated as a
4 preference item under Section 57 of the Code. The City further covenants (a) that it
5 shall take or cause to be taken such actions that may be required of it for the interest on
6 the Series 2014 Bonds to be and to remain excluded from gross income for federal
7 income tax purposes, (b) that it shall not take or authorize to be taken any actions that
8 would adversely affect that exclusion, and (c) that it, or persons acting for it, shall,
9 among other acts of compliance, (i) apply the proceeds of the Series 2014 Bonds to the
10 governmental purposes of the borrowings, (ii) restrict the yield on investment property,
11 (iii) make timely and adequate rebate payments or payments of alternative amounts in
12 lieu of rebate to the federal government, (iv) maintain books and records and make
13 calculations and reports, and (v) refrain from certain uses of those proceeds and, as
14 applicable, of property financed with such proceeds, all in such manner and to the
15 extent necessary to assure such exclusion of that interest under the Code.

16 Authorized Officers are authorized (a) to make or effect any election, selection,
17 designation, choice, consent, approval, or waiver on behalf of the City with respect to
18 the Series 2014 Bonds as the City is permitted or required to make or give under the
19 federal income tax laws, including, without limitation thereto, any of the elections
20 available under Section 148 of the Code for the purpose of assuring, enhancing or
21 protecting favorable tax treatment or status of the Series 2014 Bonds or interest thereon
22 or assisting in the compliance with requirements for that purpose, reducing the burden
23 or expense of such compliance, reducing the rebate amount or payments of penalties,
24 or making payments of special amounts in lieu of making computations to determine, or
25 paying, excess earnings as rebate, or obviating those amounts or payments, as
26 determined by that officer, which action shall be in writing and signed by the officer,
27 (b) to take any and all other actions, make or obtain calculations, make payments, and
28 make or give reports, covenants and certifications of and on behalf of the City, as may
29 be appropriate to assure the exclusion of interest from gross income and the intended
30 tax status of the Series 2014 Bonds, and (c) to give one or more appropriate certificates
31 of the City, for inclusion in the transcripts of the proceedings for the Series 2014 Bonds,

1 setting forth the reasonable expectations of the City regarding the amount and use of all
2 the proceeds of the Series 2014 Bonds, the facts, circumstances and estimates on
3 which they are based, and other facts and circumstances relevant to the tax treatment
4 of the interest on and the tax status of the Series 2014 Bonds.]

5 SECTION 29. EVENTS OF DEFAULT. Each of the following events is an
6 "Event of Default":

7 (A) NONPAYMENT OF PRINCIPAL. Failure to pay the principal of any
8 Series 2014 Bonds when the same becomes due and payable, either at maturity, or by
9 proceedings for prior redemption, or otherwise.

10 (B) NONPAYMENT OF INTEREST. Failure to pay any installment of
11 interest on any Series 2014 Bonds on the due date thereof.

12 (C) INCAPABLE TO PERFORM. The City shall for any reason be
13 rendered incapable of performing its obligations under the Bond Ordinance.

14 (D) DEFAULT OF ANY OTHER PROVISION. Default by the City in the
15 due and punctual performance of its covenants or conditions, agreements and
16 provisions contained in the Series 2014 Bonds or in the Bond Ordinance on its part to
17 be performed, and the continuance of such default (other than a default set forth in
18 Sections 29.(A), 29.(B) or 29.(C)) for 60 days after written notice specifying such default
19 and requiring the same to be remedied has been given to the City by the Owners of
20 25% in aggregate principal amount of the Series 2014 Bonds then Outstanding or the
21 Series 2014 Bonds Outstanding.

22 SECTION 30. REMEDIES UPON DEFAULT. Upon the happening and during
23 the continuance of any Event of Default, the Owners of not less than 25% in aggregate
24 principal amount of the Series 2014 Bonds then Outstanding affected by the Event of
25 Default, including but not limited to a trustee or trustees therefor, may proceed against
26 the City to:

27 (A) protect and enforce the rights of the Owners by mandamus or other
28 suit, action or special proceedings in equity or at law, in any court of competent
29 jurisdiction, either for the appointment of a receiver or for the specific performance of
30 any covenant or agreement contained in the Bond Ordinance or for the enforcement of

1 any proper legal or equitable remedy as those Owners may deem necessary or
2 desirable to protect and enforce their respective rights;

3 (B) enjoin any act or thing which may be unlawful or in violation of any
4 right of any Owner;

5 (C) require the Council to act as if it were the trustee of an express
6 trust; and

7 (D) any combination of those remedies.

8 All proceedings shall be instituted and maintained for the equal benefit of all
9 Owners of the Series 2014 Bonds then Outstanding. The failure of an Owner to
10 exercise any right granted by this Section 30 shall not relieve the City of any obligation
11 to perform any duty. Each right or privilege of any such Owner (or trustee or receiver
12 therefor) is in addition and cumulative to any other right or privilege and the exercise of
13 any right or privilege by or on behalf of any Owner shall not be deemed a waiver of any
14 other right or privilege of such Owner.

15 No remedy in the Bond Ordinance is intended to be exclusive of any other
16 remedy or remedies, and each and every such remedy shall be cumulative, and shall be
17 in addition to every other remedy given under the Bond Ordinance or now or hereafter
18 existing at law or in equity or by statute.

19 All rights, remedies and powers provided by the Bond Ordinance may be
20 exercised only to the extent that the exercise thereof does not violate any applicable
21 provision of law and all the provisions relating to an Event of Default or the exercise of
22 remedies upon the occurrence of an Event of Default are intended to be subject to all
23 applicable provisions of law which may be controlling and to be limited to the extent
24 necessary so that they shall not render the Bond Ordinance invalid or unenforceable
25 under the provisions of any applicable law.

26 SECTION 31. APPLICATION OF MONEY. All money received with respect to
27 any right given or action taken under the provisions of the Bond Ordinance after the
28 occurrence, and during the continuance, of an Event of Default with respect to the
29 Series 2014 Bonds, except as otherwise specified in the Bond Ordinance, after payment
30 of the costs, fees and expenses of the proceedings resulting in the collection of such
31 money, shall be deposited in the appropriate Debt Service Fund and applied to the

1 payment of the Series 2014 Bonds in accordance with the terms and provisions of
2 Section 19 of this Bond Ordinance.

3 Whenever money is to be applied pursuant to the provisions of this Section 31, it
4 shall be applied at such times, and from time to time, as the Paying Agent determines,
5 having due regard to the amount of money available for application and the likelihood of
6 additional money becoming available in the future. Whenever the Paying Agent
7 determines to apply such money, the Paying Agent shall fix a Special Record Date and
8 the date (which shall be an Interest Payment Date unless the Paying Agent deems
9 another date more suitable) upon which payment is to be made and on such date
10 interest on the amounts of principal to be paid on such dates shall cease to accrue. The
11 Paying Agent shall give notice to the Owners of the deposit of any such money and of
12 the fixing of any such date, and shall not be required to make payment of principal to
13 the Owner of any Series 2014 Bonds until presented to the Paying Agent for appropriate
14 endorsement or for cancellation if fully paid.

15 SECTION 32. DUTIES UPON DEFAULT; RIGHTS CONFERRED. Upon the
16 happening and during the continuance of any Event of Default, the City will do and
17 perform all proper acts on behalf and for the Owners to protect and preserve the
18 security created for the payment of the Series 2014 Bonds and any Payment
19 Obligations and to insure the payment of the Debt Service Requirements promptly as
20 the same become due. The Owners of not less than 25% in aggregate principal amount
21 of Outstanding Series 2014 Bonds, after written demand, may proceed to protect and
22 enforce the rights provided by this Section 32.

23 SECTION 33. [reserved].

24 SECTION 34. DEFEASANCE.

25 (A) DEFEASANCE OF BOND ORDINANCE. If, when all Series 2014A
26 Bonds become due and payable in accordance with their terms or otherwise as
27 provided in the Bond Ordinance and the entire amount of the principal of, premium, if
28 any, and interest due and payable on all of the Series 2014A Bonds is paid or if
29 provisions are made for the payment thereof when due and payable, and all other sums
30 payable under the Bond Ordinance are paid, then all covenants, agreements and other
31 obligations of the City to the Owners of the Series 2014A Bonds shall cease, terminate

1 and become void and be discharged and satisfied. However, the covenants of the Bond
2 Ordinance relating to the rebate requirements of Section 148(f) of the Code shall
3 survive until all applicable requirements have been satisfied. If, when all Series 2014B
4 Bonds become due and payable in accordance with their terms or otherwise as
5 provided in the Bond Ordinance and the entire amount of the principal of, premium, if
6 any, and interest due and payable on all of the Series 2014B Bonds is paid or if
7 provisions are made for the payment thereof when due and payable, and all other sums
8 payable under the Bond Ordinance are paid, then all covenants, agreements and other
9 obligations of the City to the Owners of the Series 2014B Bonds shall cease, terminate
10 and become void and be discharged and satisfied. However, the covenants of the Bond
11 Ordinance relating to the rebate requirements of Section 148(f) of the Code shall
12 survive until all applicable requirements have been satisfied.

13 (B) SERIES 2014 BONDS.

14 (1) When all principal, interest and prior redemption premium, if
15 any, in connection with any Series 2014 Bond have been duly paid or provided for, the
16 pledge and lien of the Bond Ordinance, and all obligations hereunder (except as
17 provided for in Section 35), shall be discharged with respect to that Series 2014 Bond
18 and that Series 2014 Bond shall no longer be deemed to be Outstanding within the
19 meaning of the Bond Ordinance. There shall be deemed to be such due payment or to
20 be adequate provisions for the prompt and complete payment of a Series 2014 Bond
21 when the City has placed in escrow and in trust with a commercial bank or trust
22 company located within or without the State and exercising trust powers, an amount
23 sufficient (including the known minimum yield from Defeasance Obligations in which
24 such amount may be initially invested) to meet all requirements of principal, interest and
25 prior redemption premium, if any, on that Series 2014 Bond as the same become due to
26 its final maturity or upon the designated prior redemption date. The Defeasance
27 Obligations shall become due prior to the respective times at which the proceeds
28 thereof shall be needed, in accordance with a schedule established and agreed upon
29 between the City and such bank or trust company at the time of the creation of the
30 escrow, or the Defeasance Obligations shall be subject to redemption at the option of
31 the owners thereof to assure such availability as so needed to meet such schedule.

1 (2) If any Series 2014 Bonds are deemed to be paid and
2 discharged pursuant to this Section 34, within 15 days after the date of defeasance, the
3 City shall irrevocably direct the Fiscal Agent to give written notice to each Owner of
4 Series 2014 Bonds deemed paid and discharged at the address shown on the Bond
5 Register on the date on which those Series 2014 Bonds are deemed paid and
6 discharged. The notice shall state, to the extent applicable, the same information
7 required by Section 6.(D) for the redemption of Series 2014 Bonds and shall describe
8 the Defeasance Obligations.

9 SECTION 35. SURVIVAL OF CERTAIN PROVISIONS. Notwithstanding the
10 foregoing, with respect to Series 2014 Bonds deemed paid pursuant to Section 34.(B),
11 any provisions of the Bond Ordinance which relate to indemnification and the payment
12 of fees and expenses, the payment of the principal of and premium on Series 2014
13 Bonds at maturity or on a prior redemption date, interest payments and dates thereof,
14 exchange, registration of transfer and registration of Series 2014 Bonds, replacement of
15 mutilated, destroyed, lost or stolen Series 2014 Bonds, the safekeeping and
16 cancellation of Series 2014 Bonds, non-presentment of Series 2014 Bonds, the holding
17 of money in trust and payments to the Fiscal Agent in connection with all of the
18 foregoing, shall remain in effect and be binding upon the Owners of Series 2014 Bonds
19 and the Fiscal Agent for those Series 2014 Bonds, notwithstanding the release and
20 discharge of the Bond Ordinance. The provisions of this Section 35 shall survive the
21 release, discharge and satisfaction of the Bond Ordinance.

22 SECTION 36. NOTICES. Except as otherwise specifically required in the Bond
23 Ordinance, notice with respect to the Series 2014 Bonds shall be effective when
24 received and it shall be sufficient service of any notice, request, demand or other paper
25 if the same is given: (i) orally, or (ii) by certified or registered mail, or (iii) by Electronic
26 Means, or (iv) hand delivered; provided that any notice given orally, including notice by
27 telephone, must be confirmed by notice in writing as set forth in clause (ii), (iii) (except
28 by telephone) or (iv) above initiated within one Business Day after oral notice is given.
29 Notice shall be given as follows:

30 If to the City:

31 City of Albuquerque, New Mexico

1 One Civic Plaza, N.W. (87102)
2 Post Office Box 1293 (87103)
3 Albuquerque, New Mexico
4 Attention: Director, Department of Finance and
5 Administrative Services
6 Telephone: (505) 768-3396
7 Facsimile: (505) 768-3447

8 Copy to City Attorney at same address

9 Telephone: (505) 748-4500
10 Facsimile: (505) 768-4525

11 If to the Fiscal Agent:

12 City Treasurer
13 City of Albuquerque, New Mexico
14 One Civic Plaza, N.W., First Floor (87102)
15 Post Office Box 1293 (87103)
16 Albuquerque, New Mexico
17 Telephone: (505) 768-3309
18 Facsimile: (505) 768-3447

19 Any such party may, by notice as set forth above to the other parties,
20 designate any further or different address to which subsequent notices, certificates or
21 other communication shall be sent.

22 When the Bond Ordinance provides for notice to the Owners of
23 Series 2014 Bonds of any event, such notice shall be sufficiently given (unless
24 otherwise expressly provided in the Bond Ordinance) if in writing and given in
25 accordance with this Section 36 to each Owner of Series 2014 Bonds affected by such
26 event, at his address as it appears on the register for the Series 2014 Bonds. In any
27 case where notice to an Owner of Series 2014 Bonds is given by mail, neither the
28 failure to mail such notice nor any defect in any notice mailed to any particular Owner of
29 Series 2014 Bonds shall affect the sufficiency of such notice with respect to any other
30 Owner, and any notice which is mailed in the manner provided in this paragraph shall
31 conclusively be presumed to have been duly given.

1 Where the Bond Ordinance provides for notice upon the occurrence of any
2 event, that notice may be waived by the person entitled to receive that notice, either
3 before or after the event, and such waiver shall be the equivalent of notice.

4 The Fiscal Agent shall provide S&P, if the Series 2014 Bonds are then
5 rated by S&P, Moody's, if the Series 2014 Bonds are then rated by Moody's, and Fitch,
6 if the Series 2014 Bonds are then rated by Fitch, with prior written notice of any
7 amendments to the Bond Ordinance and the redemption of Series 2014 Bonds pursuant
8 to Sections 6.(A) or 6.(B) or paid pursuant to Section 34.(B). Such notice shall be sent
9 (a) to Moody's at: Moody's Investors Service, 7 World Trade Center, 250 Greenwich
10 Street, New York, New York 10007, (b) to S&P at: Standard & Poor's Corporation,
11 Attention: Municipal Finance Department, 55 Water Street, New York, New York
12 10041, and (c) to Fitch at: Fitch Ratings, One State Street Plaza, New York, New York
13 10004.

14 SECTION 37. RESERVED.

15 SECTION 38. AMENDMENT OF BOND ORDINANCE.

16 (A) LIMITATIONS UPON AMENDMENTS. Prior to any Series 2014
17 Bonds being issued, the Bond Ordinance may be amended by ordinance or resolution
18 of the Council without the consent of Owners. After Series 2014 Bonds have been
19 issued, the Bond Ordinance may be amended by ordinance or resolution of the Council
20 without the consent of Owners:

21 (1) To cure any ambiguity, or to cure, correct or supplement any
22 defect or inconsistent provision contained in the Bond Ordinance;

23 (2) To grant to the Owners any additional rights, remedies,
24 powers or authority that may lawfully be granted to them;

25 (3) To obtain or maintain a rating or shadow rating on any
26 Series 2014 Bonds from any rating agency which amendment, in the judgment of Bond
27 Counsel, does not materially adversely affect the Owners;

28 (4) To achieve compliance with federal securities or tax laws;
29 and

30 (5) To make any other changes in the Bond Ordinance which, in
31 the opinion of Bond Counsel, is not materially adverse to the Owners.

1 (B) ADDITIONAL AMENDMENTS. Except as provided above, the
2 Bond Ordinance may only be amended or supplemented by ordinance adopted by the
3 Council without receipt by the City of any additional consideration, but with the written
4 consent of the Owners of a majority of the principal amount of the Outstanding
5 Series 2014A Bonds or Series 2014B Bonds which are affected by the amendment or
6 supplement (not including Series 2014 Bonds which are then owned by or for the
7 account of the City). However, no such ordinance shall have the effect of permitting:

8 (1) An extension of the maturity of any Series 2014A Bonds or
9 Series 2014B Bonds; or

10 (2) A reduction in the principal amount of, premium, if any, or
11 interest rate on any Series 2014A Bonds or Series 2014B Bonds; or

12 (3) The creation or continuance of a lien on or a pledge of the
13 Pledged Revenues ranking prior to the lien or pledge of Obligations on the respective
14 Pledged Revenues; or

15 (4) A reduction of the principal amount of Series 2014A Bonds
16 or Series 2014B Bonds required for consent to such amendment or supplement.

17 (C) NOTICE OF AMENDMENT. Notice of a proposed amendment
18 requiring the consent of the Owners shall be mailed to the Owners of the Series 2014A
19 Bonds or Series 2014B Bonds then Outstanding affected by the amendment at their
20 addresses as the same last appear in the registration books kept by the Registrar.
21 Such notice shall briefly set forth the nature of the proposed amendment and shall state
22 that copies of the instrument pertaining to such amendment are on file at the principal
23 corporate office of the Registrar for inspection by all Owners. If, within 60 days or such
24 longer period as shall be prescribed by the City following the giving of such notice, the
25 requisite percentage of Owners affected by the amendment have consented to and
26 approved the amendment, the amendment shall become effective and no Owner shall
27 have any right to object to such amendment, or the operation thereof.

28 SECTION 39. MANNER OF EVIDENCING OWNERSHIP OF SERIES 2014
29 BONDS. Any request, direction, consent or other instrument provided or required by
30 the Bond Ordinance to be signed and executed by the Owners may be in any number of
31 concurrent writings of similar tenor and may be signed or executed by Owners in person

1 or by an agent appointed in writing. Proof of the execution of any such request,
2 direction or other instrument or of the writing appointing any such agent and of the
3 ownership of the applicable Series 2014 Bonds, if made in the following manner, shall
4 be sufficient for any of the purposes of the Bond Ordinance and shall be conclusive in
5 favor of the Fiscal Agent and the City with regard to any action taken by them, or either
6 of them, under such request or other instrument, namely:

7 (A) The fact and date of the execution by any person of any such
8 writing may be proved by the certificate of any officer in any jurisdiction who by law has
9 power to take acknowledgments in such jurisdiction that the person signing such writing
10 acknowledged before him the execution thereof or by the affidavit of a witness of such
11 execution; and

12 (B) The ownership of Series 2014 Bonds shall be proved by the Bond
13 Register.

14 Any action taken or suffered by the Fiscal Agent pursuant to any provision
15 of the Bond Ordinance, upon the request or with the assent of any person who at the
16 time is the Owner of any Series 2014 Bonds, shall be conclusive and binding upon all
17 future Owners of the same Series 2014 Bonds.

18 SECTION 40. [reserved].

19 SECTION 41. APPLICABLE LAW. The Bond Ordinance shall be governed by
20 the laws of the State without reference to choice of law principles thereof.

21 SECTION 42. PAYMENTS AND PERFORMANCE ON BUSINESS DAYS.
22 Except as otherwise required in the Bond Ordinance: (i) any covenant required to be
23 performed on any date which is not a Business Day may be performed on the first
24 Business Day thereafter and (ii) if the date for any payment on the Series 2009 Bonds
25 at a place of payment shall be other than a Business Day, then payment shall be made
26 on the next succeeding Business Day, and no interest shall accrue for the intervening
27 period other than as specifically provided for in the Bond Ordinance.

28 SECTION 43. LIMITATION OF RIGHTS. With the exception of rights in the
29 Bond Ordinance expressly conferred, nothing in the Bond Ordinance or in the Series
30 2014 Bonds, expressed or implied, is intended or shall be construed to give to any
31 Person other than the Owners, the Fiscal Agent, the City and the parties to which such

1 right, remedy or claim is expressly granted by the Bond Ordinance or the Series 2014
2 Bonds, any legal or equitable right, remedy or claim under or in respect to the Bond
3 Ordinance or the Series 2014 Bonds or any covenant, condition or stipulation of the
4 Bond Ordinance or in the Series 2014 Bonds, and all covenants, stipulations, promises
5 and agreements in the Bond Ordinance and in the Series 2014 Bonds shall be for the
6 sole and exclusive benefit of the Owners, each Insurer, the City and the parties to which
7 such right, remedy or claim is expressly granted.

8 SECTION 44. DELEGATED POWERS. The officers of the City are authorized
9 and directed to take all action necessary or appropriate to effectuate the provisions of
10 the Bond Ordinance, including, without limiting the generality of the foregoing, the
11 publication of the summary substantially in the form set out in Section 51, the printing of
12 the Series 2014 Bonds, and the execution of such documents as are not inconsistent
13 with the terms of the Bond Ordinance including, without limitation, certificates as may be
14 required by the Investment Bankers, including, but not limited to the absence and
15 existence of factors affecting the exemption of interest on the Series 2014 Bonds from
16 federal income taxation.

17 The Director of the Department of Finance and Administrative Services of the
18 City, or his successor in interest or title, is hereby authorized and directed to make such
19 changes or corrections to the procedures established in the Bond Ordinance relating to
20 the times of day or the days on which actions are required to be taken, or the persons
21 responsible for particular actions, the form of notice of the occurrence of events, the
22 types and forms of actions required and other similar administrative matters which, in
23 his judgment, are necessary and appropriate to accomplish the purposes of the Bond
24 Ordinance. The Director of the Department of Finance and Administrative Services, or
25 his successor in interest or title, shall give notice of any such changes or corrections to
26 all persons affected thereby, to Bond Counsel for the City and shall file with the City
27 Clerk a certificate of such changes and corrections.

28 SECTION 45. IMMUNITY OF MAYOR, COUNCIL MEMBERS,
29 COMMISSIONERS, OFFICERS AND EMPLOYEES OF CITY. No recourse shall be
30 had for the enforcement of any obligation, promise or agreement of the City contained in
31 the Bond Ordinance or in any Series 2014 Bonds for any claim based thereon or

1 otherwise in respect thereof, against any Mayor, Council member, officer or employee,
2 as such, in his individual capacity, past, present or future, of the City or of any
3 successor to the City, whether by virtue of any constitutional provision, statute or rule of
4 law, or by the enforcement of any assignment or penalty or otherwise. It is expressly
5 agreed and understood that no personal liability shall attach to, or be incurred by, any
6 Mayor, Council member, officer or employee, as such, past, present or future, of the
7 City or of any successor to the City, either directly or through the City or any successor
8 to the City. All personal liability against every such Mayor, Council member, officer and
9 employee is, as a condition of, and as part of the consideration for, the adoption of the
10 Bond Ordinance, expressly waived and released.

11 SECTION 46. LIMITATION OF ACTION. After the passage of 35 days from the
12 publication required by Section 51, any action attacking the validity of any proceedings
13 had or taken by the City preliminary to and in the authorization and issuance of the
14 Series 2009 Bonds shall be perpetually barred.

15 SECTION 47. BOND ORDINANCE IRREPEALABLE. After any of the Series
16 2014 Bonds are issued, the Bond Ordinance shall be and remain irrevocable until all
17 Series 2014 Bonds and the interest thereon shall be fully paid canceled and discharged,
18 as provided in the Bond Ordinance, or there has been defeasance as provided in the
19 Bond Ordinance.

20 SECTION 48. SEVERABILITY CLAUSE. If any provision of the Bond
21 Ordinance shall be held or deemed to be or shall, in fact, be inoperative or
22 unenforceable as applied in any particular case in any jurisdiction because it conflicts
23 with any other provision or provisions of any constitution or statute or rule of public
24 policy, or for any other reason, such circumstances shall not have the effect of
25 rendering the provision in question inoperative or unenforceable in any other case or
26 circumstance, or of rendering any other provision or provisions in the Bond Ordinance
27 invalid, inoperative, or unenforceable to any extent whatever.

28 The invalidity of any one or more phrases, sentences, clauses or sections in the
29 Bond Ordinance, shall not affect the remaining portions of the Bond Ordinance, or any
30 part thereof.

1 SECTION 49. REPEALER CLAUSE. Any bylaws, orders, resolutions and
2 ordinances, or parts thereof, inconsistent with the Bond Ordinance are repealed to the
3 extent only of such inconsistency. This repealer shall not be construed to revive any
4 bylaw, order, resolution or ordinance, or part thereof, heretofore repealed.

5 SECTION 50. RECORDING; AUTHENTICATION; PUBLICATION; EFFECTIVE
6 DATE. Upon due adoption of this Bond Ordinance, it shall be recorded and preserved
7 by the City Clerk, authenticated by the signature of the President of the Council and City
8 Clerk, and approved by the Mayor and the seal of the City impressed hereon, and the
9 title and general summary of the subject matter contained in the Bond Ordinance
10 (substantially in the form set out in Section 51) shall be published in a newspaper which
11 maintains an office and is of general circulation in the City, in accordance with law.

12 SECTION 51. SUMMARY FOR PUBLICATION. The form of this Bond
13 Ordinance for the purpose of publication shall be substantially as set forth in this
14 Section, and the Council hereby declares that the publication prescribed shall be
15 conclusive of the sufficiency of such form:

16 (Form of Ordinance for Publication)

17 NOTICE OF ADOPTION OF ORDINANCE

18 The City Council of the City of Albuquerque, New Mexico, hereby gives notice of
19 the adoption of its Ordinance Twenty First Council Bill No. _____ on
20 _____, 2014. Complete copies of the Ordinance are available for public
21 inspection during the normal and regular business hours of the City Clerk, City of
22 Albuquerque/Bernalillo County Government Center, One Civic Plaza, NW, Albuquerque,
23 New Mexico.

24 The title of the Ordinance is:

25 **AUTHORIZING THE ISSUE AND SALE OF THE \$31,510,000 CITY OF**
26 **ALBUQUERQUE, NEW MEXICO GROSS RECEIPTS TAX/LODGERS' TAX**
27 **REVENUE BONDS IN TWO SERIES: (i) \$29,530,000 CITY OF ALBUQUERQUE,**
28 **NEW MEXICO GROSS RECEIPTS TAX/LODGERS' TAX REFUNDING REVENUE**
29 **BONDS, SERIES 2014A FOR THE PURPOSE OF FINANCING THE COST OF**
30 **REFUNDING THE CITY'S OUTSTANDING TAX-EXEMPT GROSS RECEIPTS**
31 **TAX/LODGERS' TAX REFUNDING REVENUE BONDS, SERIES 2004A AND (ii)**

1 **\$1,980,000 CITY OF ALBUQUERQUE, NEW MEXICO GROSS RECEIPTS**
2 **TAX/LODGERS' TAX REVENUE BONDS, SERIES 2014B FOR THE PURPOSE OF**
3 **STUDYING, DESIGNING, DEVELOPING, CONSTRUCTING, RECONSTRUCTING,**
4 **REHABILITATING, RENOVATING, MODERNIZING, SIGNING, ENHANCING AND**
5 **OTHERWISE IMPROVING THE CITY'S CONVENTION CENTER; PROVIDING FOR**
6 **THE PAYMENT OF THE SERIES 2014 BONDS FROM CERTAIN GROSS RECEIPTS**
7 **TAX REVENUES AND LODGERS' TAX REVENUES; PROVIDING FOR THE**
8 **COLLECTION OF CERTAIN LODGERS' TAXES AND CERTAIN GROSS RECEIPTS**
9 **TAXES; PROVIDING FOR THE TERMS AND OTHER DETAILS CONCERNING THE**
10 **SERIES 2014 BONDS; PROVIDING FOR CERTAIN DOCUMENTS PERTAINING TO**
11 **THE SERIES 2014 BONDS; RATIFYING ACTION PREVIOUSLY TAKEN;**
12 **REPEALING ALL ACTIONS INCONSISTENT WITH THIS ORDINANCE; AND**
13 **AUTHORIZING THE TAKING OF OTHER ACTIONS IN CONNECTION WITH THE**
14 **ISSUE AND SALE OF THE SERIES 2014 BONDS.**

15 The following is a general summary of the subjects matter contained in the
16 Ordinance (the "Ordinance"):

17 Preambles recite or include such matters as: the operation of the City of
18 Albuquerque, New Mexico (the "City") as a constitutional home rule city; City has
19 imposed and collects a Lodgers' Tax in the amount of 1% of gross taxable rent paid for
20 lodging within the City; the City's imposition of a gross receipts tax; and that it is in the
21 best interests of the City to issue and sell the Series 2014 Bonds to finance the cost of
22 refunding the City's Gross Receipts Tax/Lodgers' Tax Refunding and Improvement
23 Revenue Bonds, Series 2004A (the "Refunding Project") and make certain
24 improvements to the City's Convention Center (the "Improvement Project") pursuant to
25 the Ordinance payable from and with a first lien on the lodgers' tax revenues and a
26 parity lien on the state-shared gross receipts tax revenues distributed to the City (the
27 "Pledged Revenues").

28 Sections 1 through 3 define terms used in the Ordinance; ratify prior action of the
29 City relating to the Refunding Project, the Improvement Project and the Series 2014
30 Bonds, and include findings that the financing of the Refunding Project and the
31 Improvement Project is feasible and in the best interests of the residents of the City.

1 Sections 4 and 5 authorize the Refunding Project and the Improvement Project
2 and expenses; authorize the Bonds in the maximum principal amount of \$31,510,000
3 and specify certain terms of the Bonds; specify details of the Bonds, including that the
4 Bonds shall be issued as fully registered bonds in book-entry form and dated the date of
5 their delivery; that the net effective interest rate on the Bonds does not exceed 12% per
6 annum, the interest and principal payment dates for the Bonds, and the method of
7 paying the Bonds.

8 Sections 6 through 10 provide for optional redemption of the Bonds; provide for
9 the ownership, registration, exchange and transfer of the Bonds; provide that the Bonds
10 shall be fully negotiable; and provide that the Bonds shall be special limited obligations
11 of the City payable and collectible solely from municipal gross receipts tax, state-shared
12 gross receipts tax and lodgers' tax revenues, proceeds of the Bonds, and amounts on
13 deposit in certain funds and accounts and that the Bonds shall not be a general
14 obligation of the City.

15 Sections 11 through 15 provide details concerning the execution and
16 authentication of the Bonds; provide for the appointment of a fiscal agent, paying agent,
17 authenticating agent and registrar; provide for a successor registrar or paying agent;
18 provide the forms of the Bonds; and provide for the sale of the Bonds to the purchasers.

19 Sections 16 through 20 provide for the establishment of various funds and
20 accounts relating to the Bonds; provide for the disposition of the proceeds of the Bonds
21 and certain other funds; provide for the approval of certain documents relating to the
22 Bonds; provide for the application of municipal gross receipts tax, state-shared gross
23 receipts tax and lodgers' tax revenues to the payment of the Bonds and other bonds
24 and obligations payable from municipal gross receipts tax, state-shared gross receipts
25 tax and lodgers' tax revenues; and provide details relating to the investment of Bond
26 proceeds and municipal gross receipts tax, state-shared gross receipts tax and lodgers'
27 tax revenues.

28 Sections 21 through 25 provide that the Bonds are secured by an irrevocable lien
29 upon the municipal gross receipts tax, state-shared gross receipts tax and lodgers' tax
30 revenues; provide for equality among Bonds within each series; and permit the issuance
31 of additional bonds, refunding bonds and other obligations payable from municipal gross

1 receipts tax, state-shared gross receipts tax and lodgers' tax revenues under certain
2 conditions.

3 Sections 26 through 33 provide protective covenants, including tax covenants, for
4 the benefit of the purchasers of Bonds; set forth representations of the City; define
5 events of default; establish remedies and duties upon default; and provide for the
6 application of money received pursuant to default.

7 Sections 34 through 39 provide details relating to defeasance of the ordinance
8 and the Bonds and the survival of certain provisions of the ordinance after defeasance;
9 provide details relating to notices; limit the references in the ordinance to an insurer;
10 provide details relating to amendments to the ordinance; and provide for the method of
11 evidencing ownership of Bonds.

12 Section 40 through 51 provide that the ordinance shall be governed by the laws
13 of New Mexico; provide for payments and covenants to be performed on business days;
14 limit rights of parties under the ordinance; delegate powers to the officers of the City to
15 effectuate the provisions of the ordinance; provide for the immunity of officials; provide a
16 limitation of action period; state that the ordinance is irrevocable; provide severability
17 and repealer clauses; provide for publication of this notice; and provide a summary of
18 the ordinance for publication.

19
20 COMPLETE COPIES OF THE ORDINANCE ARE ON FILE IN THE OFFICE OF
21 THE CITY CLERK AT CITY HALL AT THE ADDRESS STATED ABOVE AND ARE
22 AVAILABLE FOR INSPECTION DURING REGULAR OFFICE HOURS. THIS NOTICE
23 ALSO CONSTITUTES COMPLIANCE WITH SECTION 6-14-4 THROUGH 6-14-7,
24 NMSA 1978.

25 WITNESS my hand and the Seal of the City of Albuquerque as of
26 _____, 2014.

27
28 By _____

29 City Clerk

30 [END OF FORM OF SUMMARY OF ORDINANCE FOR PUBLICATION]

TABLE OF CONTENTS

	<u>Page</u>
SECTION 1. DEFINITIONS AND RULES OF CONSTRUCTION	4
(A) DEFINITIONS.....	4
(B) RULES OF CONSTRUCTION.....	21
SECTION 2. RATIFICATION	22
SECTION 3. FINDINGS.....	22
SECTION 4. AUTHORIZATIONS	22
(A) AUTHORIZATION OF BONDS AND PROCEEDS OF BONDS	22
(B) REFUNDING PROJECT	23
(C) IMPROVEMENT PROJECT.....	23
(D) EXPENSES.....	23
SECTION 5. SERIES 2009 BONDS	23
(A) DETAILS	23
(B) PAYMENT OF SERIES 2014 BONDS; TRANSFERS TO PAYING AGENT	25
(C) BOOK-ENTRY	26
(D) SERIES 2014 BONDS NOT PRESENTED FOR PAYMENT	27
SECTION 6. REDEMPTION OF SERIES 2014 BONDS	28
(A) OPTIONAL REDEMPTION	28
(B) [reserved]	28
(C) PARTIAL REDEMPTION	29
(D) NOTICE.....	30
(E) SERIES 2014 BONDS NOT PRESENTED FOR REDEMPTION.....	31
(F) CANCELLATION	32
SECTION 7. [reserved].....	32
SECTION 8. REGISTRATION, TRANSFER, EXCHANGE AND OWNERSHIP OF SERIES 2014 BONDS.....	32
(A) REGISTRATION, TRANSFER AND EXCHANGE.....	32
(B) OWNER OF BONDS.....	32
(C) REPLACEMENT OF BONDS.....	32
(D) CHARGES	33
(E) BONDS CALLED FOR REDEMPTION	33

TABLE OF CONTENTS

(continued)

	<u>Page</u>
(F) UNAUTHENTICATED BONDS.....	33
SECTION 9. NEGOTIABILITY.....	33
SECTION 10. SPECIAL LIMITED OBLIGATIONS.....	33
SECTION 11. EXECUTION AND CUSTODY OF SERIES 2009 BONDS	34
(A) FILING MANUAL SIGNATURES.....	34
(B) EXECUTION	34
(C) CUSTODY.....	35
(D) AUTHENTICATION.....	35
SECTION 12. APPOINTMENT OF FISCAL AGENT	35
SECTION 13. SUCCESSOR REGISTRAR OR PAYING AGENT	35
SECTION 14. SERIES 2014 BONDS FORMS	36
SECTION 15. SALE OF SERIES 2014 BONDS	48
SECTION 16. FUNDS AND ACCOUNTS	49
(A) GROSS RECEIPTS TAX INCOME FUNDS	49
(B) LODGERS' TAX REVENUE FUND.....	49
(C) SERIES 2014A DEBT SERVICE FUND.....	49
(D) SERIES 2014B ACQUISITION/CONSTRUCTION FUND.....	49
(E) SERIES 2014B DEBT SERVICE FUND.....	49
(F) SURPLUS FUND.....	49
(G) ADDITIONAL FUNDS	49
SECTION 17. BOND PROCEEDS; BOND FUND DEPOSIT; APPROPRIATIONS.....	49
SECTION 18. APPROVAL OF DOCUMENTS; PAYMENT OF EXPENSES	51
(A) DOCUMENT APPROVAL	51
(B) EXECUTION OF DOCUMENTS	51
(C) USE OF OFFICIAL STATEMENT	51
(D) EXPENSES.....	51
(E) FURTHER ACTS.....	52
SECTION 19. DEPOSIT AND PRIORITIES FOR USE OF PLEDGED REVENUES.....	52
(A) DEPOSIT OF PLEDGED REVENUES	52

TABLE OF CONTENTS

(continued)

	<u>Page</u>
(B) DEBT SERVICE FUNDS	52
(C) OTHER TAX OBLIGATIONS	54
(D) DEBT SERVICE RESERVE REQUIREMENTS	55
(E) SUBORDINATE TAX OBLIGATIONS	55
(F) USE OF SURPLUS PLEDGED LODGERS' TAX REVENUES	55
(G) USE OF SURPLUS STATE-SHARED GROSS RECEIPTS TAX REVENUES.....	56
SECTION 20. GENERAL ADMINISTRATION OF FUNDS	56
(A) USE OF AMOUNTS AND TERMINATION OF DEPOSITS IN DEBT SERVICE FUND.....	56
(B) CREDIT OR DEFICIENCY	57
(C) TRANSFER OF MONEY	57
(D) VARIABLE INTEREST RATE	57
(E) INVESTMENT OF MONEY	57
(F) DEPOSITS OF FUNDS	58
(G) DEPOSITS OF PLEDGED REVENUES FOR SERIES 2014 BONDS	58
(H) VALUATION.....	58
SECTION 21. LIEN ON PLEDGED REVENUES; PROCEEDS; ETC.....	59
(A) SERIES 2014 BONDS.....	59
(B) OTHER RELATED DOCUMENTS	60
(C) REBATE PAYMENTS	60
SECTION 22. EQUALITY OF BONDS.....	60
SECTION 23. ADDITIONAL BONDS OR OTHER OBLIGATIONS PAYABLE FROM STATE-SHARED GROSS RECEIPTS TAX REVENUES.....	60
(A) LIMITATIONS UPON ISSUANCE OF ADDITIONAL SENIOR TAX OBLIGATIONS	60
(B) SUBORDINATE TAX OBLIGATIONS PERMITTED.....	61
(C) SUPERIOR TAX OBLIGATIONS PROHIBITED	61
SECTION 24. REFUNDING BONDS PAYABLE FROM STATE-SHARED GROSS RECEIPTS TAX REVENUES	62
(A) PRIVILEGE OF ISSUING REFUNDING TAX OBLIGATIONS	62

TABLE OF CONTENTS

(continued)

	<u>Page</u>
(B) LIMITATIONS UPON ISSUANCE OF REFUNDING GROSS TAX OBLIGATIONS	62
(C) REFUNDING PART OF A SERIES	62
(D) LIMITATIONS UPON ISSUANCE OF REFUNDING TAX OBLIGATIONS	63
SECTION 25. ADDITIONAL BONDS OR OTHER OBLIGATIONS PAYABLE FROM PLEDGED LODGERS' TAX REVENUES	63
(A) LIMITATIONS UPON ISSUANCE OF PARITY LODGERS' TAX OBLIGATIONS	63
(B) SUBORDINATE OBLIGATIONS PERMITTED.....	63
(C) SUPERIOR OBLIGATIONS PROHIBITED	63
SECTION 26. PROTECTIVE COVENANTS.....	63
(A) USE OF PROCEEDS OF TAX OBLIGATIONS.....	64
(B) PAYMENT OF OBLIGATIONS.....	64
(C) CITY'S EXISTENCE.....	64
(D) PROHIBITION OF ANY EXTENSION OF INTEREST PAYMENTS.....	64
(E) RECORDS	64
(F) AUDITS	64
(G) DUTY TO IMPOSE TAX	64
(H) IMPAIRMENT OF CONTRACT	65
(I) COLLECTION OF LODGERS' TAX.....	65
(J) ADMINISTRATIVE COSTS.....	65
SECTION 27. REPRESENTATIONS AND WARRANTIES OF THE CITY	65
(A) HOME RULE POWER; EXISTENCE	65
(B) AUTHORITY.....	65
(C) EXECUTION AUTHORIZED	65
(D) ENFORCEABILITY OF BONDS.....	65
(E) ENFORCEABILITY OF RELATED DOCUMENTS	66
(F) NO CONFLICT	66
(G) OTHER LIENS	66
[SECTION 28. TAX COMPLIANCE	66

TABLE OF CONTENTS
(continued)

	<u>Page</u>
SECTION 29. EVENTS OF DEFAULT	68
(A) NONPAYMENT OF PRINCIPAL	68
(B) NONPAYMENT OF INTEREST	68
(C) INCAPABLE TO PERFORM	68
(D) DEFAULT OF ANY OTHER PROVISION	68
SECTION 30. REMEDIES UPON DEFAULT	68
SECTION 31. APPLICATION OF MONEY	69
SECTION 32. DUTIES UPON DEFAULT; RIGHTS CONFERRED	70
SECTION 33. [reserved]	70
SECTION 34. DEFEASANCE	70
(A) DEFEASANCE OF BOND ORDINANCE	70
(B) SERIES 2014 BONDS	71
SECTION 35. SURVIVAL OF CERTAIN PROVISIONS	72
SECTION 36. NOTICES	72
SECTION 37. RESERVED	74
SECTION 38. AMENDMENT OF BOND ORDINANCE	74
(A) LIMITATIONS UPON AMENDMENTS	74
(B) ADDITIONAL AMENDMENTS	74
(C) NOTICE OF AMENDMENT	75
SECTION 39. MANNER OF EVIDENCING OWNERSHIP OF SERIES 2014 BONDS	75
SECTION 40. [reserved]	76
SECTION 41. APPLICABLE LAW	76
SECTION 42. PAYMENTS AND PERFORMANCE ON BUSINESS DAYS	76
SECTION 43. LIMITATION OF RIGHTS	76
SECTION 44. DELEGATED POWERS	77
SECTION 45. IMMUNITY OF MAYOR, COUNCIL MEMBERS, COMMISSIONERS, OFFICERS AND EMPLOYEES OF CITY	77
SECTION 46. LIMITATION OF ACTION	78
SECTION 47. BOND ORDINANCE IRREPEALABLE	78

TABLE OF CONTENTS
(continued)

	<u>Page</u>
SECTION 48. SEVERABILITY CLAUSE	78
SECTION 49. REPEALER CLAUSE.....	78
SECTION 50. RECORDING; AUTHENTICATION; PUBLICATION; EFFECTIVE DATE	79
SECTION 51. SUMMARY FOR PUBLICATION	79

008796\0106\11028597.1
2/18/14 09:53 AM



City of Albuquerque

Office of the Mayor/Chief Administrative Officer

Richard J. Berry, Mayor

Interoffice Memorandum

Date: February 19, 2014

To: Ken Sanchez, President – City Council

From: Richard J. Berry - Mayor

Subject: Bond Ordinance – \$31,510,000 Gross Receipts Tax/Lodgers’ Tax Revenue Bonds, Series 2014 A & B

The attached bond ordinance authorizes the issuance and sale of approximately \$31,510,000 of City of Albuquerque, NM Gross Receipts Tax (GRT)/Lodgers’ Tax Revenue Bonds, Series 2014 A & B.

The Series 2014A GRT/Lodgers’ Tax Revenue Bond proceeds will be used to pay off approximately: (1) \$31,965,000 of the Series 2004B Gross Receipts Tax/Lodgers’ Tax Bonds. In addition, the Series 2014B bonds will provide approximately \$2,200,000 of new money for convention center improvements.

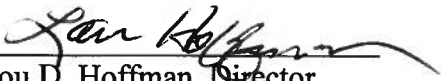
The Series 2014 A & B GRT/Lodgers’ Tax Revenue Bonds will be pledged and paid by Lodgers’ Tax revenue. Both series of bonds will have the City’s gross receipts tax as an additional pledge.

Based on current market conditions, it is estimated that the refunding would provide approximately \$2,971,693,000 (9.3%) of net present value debt service savings of the refunded par amount of bonds, which far exceeds the traditional savings target of 3% achieved on refunding. However, exact savings cannot be determined until the time of pricing in early April, 2014. In addition, the financing could provide approximately \$2,200,000 of new money for convention center improvements.

The Bonds are scheduled to be sold on May 5, 2014. A floor substitute ordinance will be provided to the Council prior to adoption on May 5, 2014.

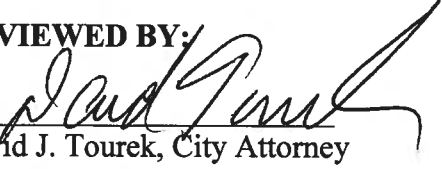
The attached proposed bond ordinance is hereby forwarded to the Council for its consideration and action.

RECOMMENDED BY:



Lou D. Hoffman, Director
Dept. of Finance & Administrative Svcs.


REVIEWED BY:



David J. Tourek, City Attorney


2-19-14

APPROVED BY:



Robert J. Perry, Chief Administrator Officer

Cover Analysis

1. What is it?

The attached bond ordinance authorizes the issuance and sale of approximately \$31,510,000 of City of Albuquerque, NM Gross Receipts Tax (GRT)/Lodgers' Tax Revenue Bonds, Series 2014 A & B.

2. What will this piece of legislation do?

The purpose of the Series 2014 A & B GRT/Lodgers' Tax Revenue Bonds is to provide financing for refunding outstanding bonds and provide new money for convention center improvements.

3. Why is the project needed?

Based on current market conditions, it is estimated that the refunding would provide approximately \$2,971,693,000 (9.3%) of net present value debt service savings of the refunded par amount of bonds, which far exceeds the traditional savings target of 3% achieved on refunding. However, exact savings cannot be determined until the time of pricing in early April, 2014. In addition, the financing could provide approximately \$2,200,000 of new money for convention center improvements.

4. How much will it cost and what is the funding source?

The Series 2014A GRT/Lodgers' Tax Revenue Bond proceeds will be used to pay off approximately: (1) \$31,965,000 of the Series 2004B Gross Receipts Tax/Lodgers' Tax Bonds. In addition, the Series 2014B bonds will provide approximately \$2,200,000 of new money for convention center improvements.

The Series 2014 A & B GRT/Lodgers' Tax Revenue Bonds will be pledged and paid by Lodgers' Tax revenue. Both series of bonds will have the City's gross receipts tax as an additional pledge.

5. Is there a revenue source associated with this contract? If so, what level of income is projected?

The revenue source utilized to pay off the bonds will be Lodgers' Tax revenue received by the City.

6. What will happen if the project is not approved?

If the attached bond ordinance is not approved then no bonds will be issued and debt service savings will not be realized.

7. Is this service already provided by another entity? No.

FISCAL IMPACT ANALYSIS

TITLE: AUTHORIZING THE ISSUANCE AND SALE OF \$31,510,000 GROSS RECEIPTS TAX/LODGERS' TAX REVENUE BONDS, SERIES 2014 A & B R: O: XXX
 FUND: 405
 DEPT: Various

- No measurable fiscal impact is anticipated, i.e., no impact on fund balance over and above existing appropriations.
- (If Applicable) The estimated fiscal impact (defined as impact over and above existing appropriations) of this legislation is as follows:

		Fiscal Years			
		2014	2015	2016	Total
Base Salary/Wages					-
Fringe Benefits at	35.54%	-	-	-	-
Subtotal Personnel		-	-	-	-
Operating Expenses					-
Property					-
Indirect Costs	2.50%	-	-	-	-
Total Expenses		\$ -	\$ -	\$ -	\$ -
[x] Estimated revenues not affected					
[] Estimated revenue impact					
Amount of Grant		-	-	-	-
City Cash Match					
City Inkind Match					
City IDOH					
Total Revenue		\$ -	\$ -	\$ -	\$ -

These estimates do not include any adjustment for inflation.

* Range if not easily quantifiable.

Number of Positions created 1

COMMENTS: There is no fiscal impact on revenues and expenditures. Payment for debt service is budgeted in the FY 14 budget and will be included in the FY 15 budget. See Attachment: Detailed Bond Debt Service Series 2014 A & Series 2014 B

COMMENTS ON NON-MONETARY IMPACTS TO COMMUNITY/CITY GOVERNMENT:

PREPARED BY:

FISCAL ANALYST

APPROVED:

DIRECTOR

REVIEWED BY:

EXECUTIVE BUDGET ANALYST

BUDGET OFFICER

(date)

CITY ECONOMIST

2-20-14

SOURCES AND USES OF FUNDS

City of Albuquerque, New Mexico
 Gross Receipts / Lodgers Tax Refunding and Improvement Revenue Bonds, Series 2014A&B Bonds
 Scale as of Jan 22, 2014 + 25 bps

Sources:	Series 2014A - New Money	Series 2014B - Refunding	Total
Bond Proceeds:			
Par Amount	1,980,000.00	29,530,000.00	31,510,000.00
Premium	247,485.50	3,563,532.20	3,811,017.70
	<u>2,227,485.50</u>	<u>33,093,532.20</u>	<u>35,321,017.70</u>
Uses:			
	Series 2014A - New Money	Series 2014B - Refunding	Total
Project Fund Deposits:			
Project Fund	2,204,641.67		2,204,641.67
Refunding Escrow Deposits:			
Cash Deposit		0.78	0.78
SLGS Purchases		<u>32,751,722.00</u>	<u>32,751,722.00</u>
		<u>32,751,722.78</u>	<u>32,751,722.78</u>
Delivery Date Expenses:			
Cost of Issuance	12,567.44	187,432.56	200,000.00
Underwriter's Discount	<u>10,276.39</u>	<u>153,263.61</u>	<u>163,540.00</u>
	<u>22,843.83</u>	<u>340,696.17</u>	<u>363,540.00</u>
Other Uses of Funds:			
Additional Proceeds		1,113.25	1,113.25
	<u>2,227,485.50</u>	<u>33,093,532.20</u>	<u>35,321,017.70</u>

SUMMARY OF REFUNDING RESULTS

City of Albuquerque, New Mexico
Gross Receipts / Lodgers Tax Refunding and Improvement Revenue Bonds, Series 2014A&B Bonds
Scale as of Jan 22, 2014 + 25 bps

Dated Date	05/01/2014
Delivery Date	05/01/2014
Arbitrage yield	4.100944%
Escrow yield	0.020056%
Value of Negative Arbitrage	219,755.57
Bond Par Amount	29,530,000.00
True Interest Cost	4.139525%
Net Interest Cost	4.419145%
Average Coupon	5.000000%
Average Life	19.882
Par amount of refunded bonds	31,965,000.00
Average coupon of refunded bonds	4.937285%
Average life of refunded bonds	19.882
PV of prior debt to 05/01/2014 @ 4.100944%	36,075,676.90
Net PV Savings	2,971,692.85
Percentage savings of refunded bonds	9.296708%
Percentage savings of refunding bonds	10.063301%

BOND DEBT SERVICE

Taxable Fixed Rate Lodgers Tax Refunding
Series 2014A - New Money

Period Ending	Principal	Coupon	Interest	Debt Service
07/01/2014			16,500	16,500
07/01/2015			99,000	99,000
07/01/2016			99,000	99,000
07/01/2017			99,000	99,000
07/01/2018			99,000	99,000
07/01/2019			99,000	99,000
07/01/2020			99,000	99,000
07/01/2021			99,000	99,000
07/01/2022			99,000	99,000
07/01/2023			99,000	99,000
07/01/2024			99,000	99,000
07/01/2025			99,000	99,000
07/01/2026			99,000	99,000
07/01/2027			99,000	99,000
07/01/2028			99,000	99,000
07/01/2029			99,000	99,000
07/01/2030	270,000	5.000%	99,000	369,000
07/01/2031	280,000	5.000%	85,500	365,500
07/01/2032	300,000	5.000%	71,500	371,500
07/01/2033	310,000	5.000%	56,500	366,500
07/01/2034	325,000	5.000%	41,000	366,000
07/01/2035			24,750	24,750
07/01/2036	145,000	5.000%	24,750	169,750
07/01/2037	350,000	5.000%	17,500	367,500
	1,980,000		1,922,000	3,902,000

BOND DEBT SERVICE

Taxable Fixed Rate Lodgers Tax Refunding
Series 2014B - Refunding

Period Ending	Principal	Coupon	Interest	Debt Service
07/01/2014			246,083.33	246,083.33
07/01/2015			1,476,500.00	1,476,500.00
07/01/2016			1,476,500.00	1,476,500.00
07/01/2017			1,476,500.00	1,476,500.00
07/01/2018			1,476,500.00	1,476,500.00
07/01/2019			1,476,500.00	1,476,500.00
07/01/2020			1,476,500.00	1,476,500.00
07/01/2021			1,476,500.00	1,476,500.00
07/01/2022			1,476,500.00	1,476,500.00
07/01/2023			1,476,500.00	1,476,500.00
07/01/2024			1,476,500.00	1,476,500.00
07/01/2025			1,476,500.00	1,476,500.00
07/01/2026			1,476,500.00	1,476,500.00
07/01/2027			1,476,500.00	1,476,500.00
07/01/2028			1,476,500.00	1,476,500.00
07/01/2029			1,476,500.00	1,476,500.00
07/01/2030	2,030,000	5.000%	1,476,500.00	3,506,500.00
07/01/2031	4,005,000	5.000%	1,375,000.00	5,380,000.00
07/01/2032	4,295,000	5.000%	1,174,750.00	5,469,750.00
07/01/2033	4,610,000	5.000%	960,000.00	5,570,000.00
07/01/2034	2,495,000	5.000%	729,500.00	3,224,500.00
07/01/2035	5,285,000	5.000%	604,750.00	5,889,750.00
07/01/2036	790,000	5.000%	340,500.00	1,130,500.00
07/01/2037	6,020,000	5.000%	301,000.00	6,321,000.00
	29,530,000		29,355,583.33	58,885,583.33